

GUARDIANS OF THE GALAXY, VOL. 3

By James Gunn

Marvel Studios

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BLACK:

O.S. "CHERRY BOMB" by THE RUNAWAYS PLAYS. THE AUDIO IS TINNY AND REMOTE.

EXT. OUTER SPACE

SUPER: *RAVAGER TERRITORY*
M18 1131052019+1311819
THEN

OVERHEAD SHOT: A Ravager M-Class ship FLIES through mostly empty space. The ship pursues and fires upon one of several small moving targets. SPIRAL DOWN and PUSH IN to the ship's cockpit. Inside we can see several figures, their faces obscured by light reflected on the thick glass.

I/E. MILANO FLIGHT DECK - OUTER SPACE

Young Peter Quill sits in the pilot's seat with his headphones clamped over his ears. He sits slouched with his arms extended straight out, and angrily works the flight controls.

PULL BACK to reveal YONDU UDONTA sitting beside him in the co-pilot's seat. KRAGLIN and BRION, a MONSTROUS RAVAGER sit in the row behind them.

YONDU
Okay boy, ease off, ease off. Now
turn hard!

QUILL
You don't have to tell me!

YONDU
Now shoot boy, shoot!

Quill PUNCHES THE CONTROLS to fire the ship's weapons. He MISSES.

BRION
Hah! Boy couldn't shoot to save his
own life! Think you're going to
make a pilot out of him?

KRAGLIN
Aww, I think Peter's doing all
right for a first time pilot.

BRION
First time! Quill's been trying to
fly this ship for half of a year!

In response to this, Quill slouches even more and punches more angrily at the controls.

QUILL

What kind of a name for a space pirate is "Brion Kinney", anyway?

The Monstrous Ravager bristles at the sound of his name.

YONDU

You angry boy? Good! Use it! Them Orloni, they're crazy little buggers, but just like every other critter in the universe, they want to live. You never can tell which way they gonna turn, less you think like they think.

Yondu points out at a blinking target light.

YONDU (CONT'D)

There, you see that one turning back toward us? What you think he's trying to do?

Quill shrugs. Yondu smacks Quill's head, knocking off Quill's headphones. Quill looks like he's ready to cry.

YONDU (CONT'D)

He trying to get under us! Watch him now! Wait for it...shoot now boy, shoot!

Quill FIRES.

EXT. OUTER SPACE

CAMERA FOLLOWS THE SHOT until we see it IMPACT on a small LIGHTED TARGET with a burst of fireworks. The target goes dark but does not explode. The impact sends it TUMBLING directly INTO THE CAMERA, giving us a view inside it: it's a space hamster ball with a tiny drive and a live Orloni inside. The Orloni SHRIEKS as it FLIES OUT-OF-FRAME.

I/E. MILANO FLIGHT DECK - OUTER SPACE

Quill SMILES despite himself.

Brion makes a small disgusted growl.

KRAGLIN

Hey! Good shot, Pete!

YONDU

All right, all right, don't give
the boy a swelled head.

Yondu turns back to Kraglin.

YONDU (CONT'D)

Speaking of which, you want to
round up all our little target
buggers? I think we about done for
now.

Kraglin salutes sloppily.

KRAGLIN

Cap'n!

Kraglin MOVES DOWN to the lower flight deck.

YONDU

You know boy, when I was just a
little baby fighting in the Kree
arenas, I had a old teacher, used
to tell me, don't watch where your
opponent's going, watch where they
been...

QUILL

I know! God! You've told me this
story like a hundred times already!

YONDU

Now don't you get smart with me,
boy! It was good advice in the pits
and it's good advice out here in
the badlands, and it might keep you
alive one day!

QUILL

Might keep YOU alive, you mean,
since that's all you care about.

Yondu is taken aback.

YONDU

Huh! Well, since I don't care
nothing about you, I guess I can
stop teaching you how to survive
now.

QUILL

Fine! Whatever!

Yondu frowns and leans back in his seat. When he speaks, the anger has drained out of his voice.

YONDU

Hey, you know I got to go away for a while, right? I've been called in for a council meeting and I don't know how it's gonna go.

This gets Quill's full attention. He looks up at Yondu for the first time.

QUILL

You're leaving me?

YONDU

Just a few days. Brion here'll keep an eye out for you. Won't you Brion?

BRION

Oh! Uh, yes, yes, of course, Captain!

YONDU

But he give you any trouble, you got my permission to serve him up to the crew. Boys ain't never tasted Terran, ain't they Brion?

BRION

No Captain, I don't think we have Captain.

YONDU

What you say boy? You think you can stay off the supper table that long?

Quill turns away from Yondu and retreats back into his angry slouch.

QUILL

Fine, whatever.

Yondu regards Quill with a bit of sadness. Kraglin climbs up into the flight deck.

KRAGLIN

Cap'n, I got all those targets recalled and stowed away.

YONDU

All right boy, let's bring her in.

QUILL
Fine, whatever.

Quill punches a sequence into the controls, causing the ship to bank sharply.

QUILL (CONT'D)
Bet you're just going to visit those robo-ladies.

YONDU
No boy, I got some serious business to discuss with Stakar. It might not go so good for me, I don't know.

Quill's voice starts to rise from his usual disaffected drone.

QUILL
Guess that's what you get for taking me from my mom and my home!

YONDU
Dammit boy, you got a better life out here than you was ever gonna find down there on Terra!

QUILL
How would you know anything about my life on Terra! You were only there long enough to kidnap me!

Yondu's own anger grows to match Quill's.

YONDU
You know what boy? Ain't everything about you! Maybe I don't know about your life on Terra. One thing I do know. You wanna survive out here, you need to grow up!

Quill's voice goes ice cold.

QUILL
Fine. Whatever.

Yondu harrumphs and angrily CLIMBS DOWN to the lower flight deck. He yells back over his shoulder --

YONDU
Kraglin! I'll be down below until we reach the Eclector. Make sure we dock safely.

(MORE)

YONDU (CONT'D)

I ain't ready to die today on
account of young mister "fine
whatever".

KRAGLIN

Aye, Cap'n!

Kraglin salutes and turns clumsily to the controls.

EXT. OUTER SPACE

IN A LOW ANGLE, we see the MILANO RISE UP toward the much larger ECLECTOR. The Milano GLIDES into an open hatch a little too quickly and GLANCES off the hatch. In the last seconds before the Milano disappears into shadow, a squealing Orloni target ball FLIES INTO FRAME and quickly OUT-OF-FRAME.

EXT. COURTYARD - DAY

SUPER: ZEN-WHOBERI,
ZEHOBEREI HOMEWORLD
M31 1820001441+4218554
NOW

OVERHEAD SHOT: Hundreds of people are gathered in a semi-urban square in the industrial part of town in a low-tech civilization. Most of the people sit on the ground in child's pose. They are green skinned and wear brightly colored robes of orange and yellow and red. They look like a field of blown petals.

We MOVE DOWN AND IN on an EVIL OVERSEER who PACES at the edge of the crowd. Behind him, ASSORTED THUGS stand with their weapons drawn. They look eager to use them.

OVERSEER

So! I understand that you have all
chosen not to work today!

The Overseer STROLLS casually through the crowd of kneeling protestors. The Thugs look itchy and barely restrained.

OVERSEER (CONT'D)

You know that if you halt
production, my men and I will go
hungry. Don't you?

The Overseer LOOKS DOWN at the protestors closest to him and SPREADS his arms in the air with empty hands raised in a questioning gesture.

OVERSEER (CONT'D)

You don't want my men and me to go hungry, do you? That would be bad for them!

The Overseer DROPS his hands to his sides, and LOWERS the timbre of his voice.

OVERSEER (CONT'D)

And it would be VERY bad for you. Because as you know, I find recently that I have twice as many men to feed. It would be a terrible thing for them, my newly resurrected men, to go hungry. Truly, terrible for them, when the hunger pangs start eating at them. But not nearly as terrible as it will be for you, when they start eating you. Barbaric, I know. But desperate times, eh? Desperate times. Nothing to say? Do you people have a leader? A representative? Someone who speaks for you?

The Overseer TURNS in place to regard the entire crowd, as if waiting for a leader to appear.

OVERSEER (CONT'D)

Oh, I won't hurt them. Not to start with. Not if they're reasonable.

The Overseer SPEAKS over his shoulder to the thugs.

OVERSEER (CONT'D)

Will I, boys?

The thugs make various noises of agreement.

OVERSEER (CONT'D)

What do you say? Should I just assign them a spokesperson?

A YELLOW-CLOAKED FIGURE RISES. The Overseer, looking mildly surprised, SPINS to see the figure more fully. The CLOAKED FIGURE PUSHES BACK ITS HOOD to reveal--

GAMORA

I will speak!

The Overseer regards Gamora with mild amusement.

OVERSEER

Will you now? And what have you to say for your people?

GAMORA

Only this.

Gamora THROWS OFF her cloak and KICKS the Overseer with a fully extended leg, knocking him to the ground. Gamora DRAWS A SWORD and PLUNGES it into the fallen Overseer.

Someone in the crowd of protestors SCREAMS. The entire crowd RISES to their feet in panic and SCATTER in every direction.

The Overseer's thugs raise their weapons and MOVE TOWARD Gamora but she is faster. She RUNS at them, DANCES among them and SLASHES at one and then another. They FIRE indiscriminately into their own midst, SHOOTING each other and members of the crowd but MISSING Gamora.

Gamora finishes with the thugs and stands surrounded by their bodies. A few protestors also lie dead. The crowd has fled but for a few who remain by the bodies of their dead.

A CRYING WOMAN SCREAMS AT GAMORA.

CRYING WOMAN

Haven't we suffered enough already?

Gamora looks startled. We hear a CHOKING SOUND. The body of the Overseer MOVES. Gamora walks calmly to him. She LOOKS DOWN.

OVERSEER

(gasping and choking)

Fool! These men belonged to Thanos!

GAMORA

As did I. Do you not recognize a Daughter of Thanos?

The Overseer chokes out--

OVERSEER

You all look the same!

The Overseer CONVULSES, then COLLAPSES. Gamora's face turns to a stoic mask.

A hand CLUTCHES Gamora's elbow. She TURNS and raises her sword. METAHMA, AN ELDERLY WRINKLED WOMAN stands at Gamora's side. She smiles and gestures away with her head.

METAHMA

Come. Come.

Metahma turns and WALKS from the public square. Gamora looks in all directions. After a beat she FOLLOWS Metahma.

EXT. NARROW STREET - DAY

Gamora FOLLOWS Metahma through the narrow streets of a ramshackle city comprised largely of adobe buildings. Metahma comes to the door of a small adobe dome. She PULLS ASIDE the curtain that serves as a door and GESTURES to Gamora to follow her inside.

INT. ADOBE DOME - DAY

The dome's interior is neat and sparsely furnished. Books and scrolls line one wall. A communications screen fills another wall. A cob stove and chimney form a central pillar in the middle of the dome. Metahma moves to the stove and TAKES two mugs from hooks.

METAHMA

You are Zehoberei, but you are not from Zen-Whoberi, are you?

GAMORA

I am from here. But I was taken when I was just a child.

Metahma NODS in understanding. She pulls a pouch from a cubby in the stove and throws a pinch of dried leaves into each mug.

METAHMA

When the Thief came.

GAMORA

The thief?

METAHMA

A terrible, terrible day. The Thief stole away half of our people. Half, plus one, it seems.

Metahma takes a kettle from the stove. She pours steaming water into the two mugs with shaking hands. Gamora remains silent and cautiously eyes Metahma, who takes a deep breath.

METAHMA (CONT'D)

I believe that you were trying, in your way, to help us today.

GAMORA

Yes, I...

METAHMA

And I understand that you were not raised among us. And why you might not know that this is not our way.

GAMORA

I only wanted to protect our people.

METAHMA

I understand. But it is hard to protect people when you are terrorizing them.

Gamora reels, in shock. Metahma hands her a mug and takes the other for herself. Sips from it. Her face becomes even more wrinkled.

METAHMA (CONT'D)

Oh, that should have steeped. Forgive me, I'm sure that was a harsh thing for you to hear. I hope you understand that I am not attacking you.

Gamora only stares.

METAHMA (CONT'D)

Ours are not a violent people. We do not solve our problems in violent ways.

GAMORA

But these off-worlders are clearly exploiting your weakness! How can I allow that?

METAHMA

Do you seek to represent us? Then you must know who we are. We are a patient and long-memoried people. We have survived exploitative outsiders before. We will do so again.

GAMORA

But they prey upon our people in our own streets!

METAHMA

And we will survive as we have
done: through non-violent means.

GAMORA

But more will come. And they will
kill you!

METAHMA

And still, we will persist.

GAMORA

And when Thanos came, what did your
pacifism solve then?

Metahma gestures at the communication screen on one wall.

METAHMA

We may not be a vital hub of the
galaxy, but news of other worlds
does reach us. I believe that the
Thief visited many, many worlds.
Worlds with powerful protectors.
And what did it gain them? Or did
they lose even more lives to the
Thief than we did?

GAMORA

Your philosophy is maddening!

METAHMA

Our philosophy, my dear. Your
people's. This is the heart of the
matter. You cannot serve our people
if you fail to respect our beliefs.

GAMORA

But I have been trained to fight. I
can fight for our people! I could
even teach you to fight!

Metahma LAUGHS. Gamora looks peeved.

GAMORA (CONT'D)

I worked and struggled to acquire
these skills. I suffered for them.
Are you saying I shouldn't use them
now, to our benefit?

METAHMA

No, not at all. I'm only saying...
you shouldn't do it here.

(MORE)

METAHMA (CONT'D)

Go find opportunities to help where
your kind of help is needed. And
appreciated!

Gamora rocks back. She opens her mouth, then frowns.

METAHMA (CONT'D)

If you would save a people, you
must take into account their
beliefs. Otherwise what are you
saving? Their bodies? And what
about their souls?

Metahma sips her beverage and frowns again. Gamora looks
thoughtful.

The dome's curtain is yanked aside by ZAHIRA, a young woman.

ZAHIRA

Metahma! Oh praise the Sixth
Initiates that you're all right.
There was a horrible assault in the
square. People died! I feared...

Zahira sees Gamora.

ZAHIRA (CONT'D)

Oh! Metahma!

METAHMA

I am all right. I was at the
square. Now I'm just here having a
talk with a friend. You may come
in.

GAMORA

Metahma? Ascended Master?

METAHMA

Just a silly label. I would not
have chosen it for myself.

Metahma turns too Zahira.

METAHMA (CONT'D)

Your timing is providential,
Zahira. Perhaps you can help me
answer a rather vexing question.

ZAHIRA

Of course Metahma, anything I may
offer.

METAHMA

Where would a woman trained in the violent arts go, if she wanted to employ her talents for the betterment of all the many peoples of the galaxy?

ZAHIRA

Oh! That's not... I didn't expect that. All the peoples? Would she go... to Nova Corp? On Xandar?

Metahma responds to Zahira but looks sharply at Gamora.

METAHMA

That is an excellent question, Zahira. Would such a one go to Xandar? Would she go indeed?

EXT. CHANDRILAR - OUTER SPACE

The planet's dark side is covered with sprawling cities, its orbit filled with swarms of ships. It is a hive of activity.

SUPER: *CHANDRILAR,
THRONE OF THE SHI'AR IMPERIUM
M21 1811315349+2214252*

I/E. SHI'AR IMPERIAL PALACE - NIGHT

LILANDRA (O.S.)

Oh momma, I'm not ready. Please don't leave me!

MAJESTRIX NERAMANI (O.S.)

My daughter, you must be strong. You have been prepared for this day, and your people need you.

Imperial Guard soldiers fill the Shi'ar palace courtyard. We PUSH IN through row after row of soldiers.

Transition to a PEDESTAL UP the front face of the palace, PUSH THROUGH A PALACE WINDOW into a hospital room. PAN TO the MAJESTRIX NERAMANI in her sick bed with her daughter LILANDRA seated by her side. Both of them have glossy black feathered crests.

Beyond the Majestrix and Lilandra stands the LORD CHANCELLOR ARAKI, who remains glumly silent with cast down expression. Behind Araki, two elite IMPERIAL GUARDS are positioned on either side of the door. We can see more SOLDIERS outside the room's open door.

LILANDRA

I understand, momma.

Majestrix Neramani's speech is interrupted by frequent coughing --

MAJESTRIX AND NERAMANI

You are at such a tender age to shoulder so much responsibility. I am sorry that your path has been bent so badly. I wish that I could stay to help you navigate it.

LILANDRA

Why must it be me, momma? Why not Cals'yee?

MAJESTRIX NERAMANI

Your sister is a fighter, Lilandra, and I love and admire her for that. But she has grown far too savage in your absence. I feared for her ascension. Now that you have returned to us, it must be you who ascends, for the sake of all the Imperium.

MAJESTRIX NERAMANI (CONT'D)

After I am gone, you must go to Aerie to complete the synthesis.

LILANDRA

Momma, I don't even know how to reach Aerie.

MAJESTRIX NERAMANI

My Gladiator will take you. Once he returns.

The Lord Chancellor Araki tilts his head and speaks into a hidden communication device.

LILANDRA

Oh! But I don't trust him, momma!

MAJESTRIX NERAMANI

I know, my dear. Things with him and your sister were difficult before you left. But since then he has served me loyally and well.

(cough)

He has become my most valued emissary.

(cough)

(MORE)

MAJESTRIX NERAMANI (CONT'D)

I trust him to deliver you to your heritage.

ARAKI

I will ensure it is so, Majestrix.

MAJESTRIX NERAMANI

Thank you, Araki.

The Majestrix' cough escalates into WRACKING SPASMS. She flails weakly.

Araki gestures silently to each of the guards inside the door. He steps outside the room.

LILANDRA

Momma!

MAJESTRIX NERAMANI

I think it's time, Lilandra. Come closer. Help me through.

Lilandra hugs her mother fiercely. A diffuse golden glow wraps them, and then fades.

LILANDRA

Oh momma, what have you done?

MAJESTRIX NERAMANI

Only what I must. Now it is your time. The Imperium depends on you.

Neramani strokes Lilandra's face.

MAJESTRIX NERAMANI (CONT'D)

Dear sweet child. You are so beautiful to me. I can hardly believe you came from me.

Lilandra smiles through her tears.

Araki gestures silently to the guards positioned outside the room. They raise arms. Araki makes a double pointing gesture with gun fingers down the corridor. The guards move quickly in that direction.

MAJESTRIX NERAMANI (CONT'D)

Try to be patient with your sister. She has foundered, but she will return to the nest, and she will need you. Oh, my two little blackbirds! Do you remember the tune I used to sing to you both?

The Majestrix takes a breath as if she's going to try to sing, but only manages a rattling wheeze.

LILANDRA

I remember momma.

Lilandra SINGS with a quavering voice as her mother DRIFTS AWAY.

LILANDRA (CONT'D)

Baby blackbirds sleeping on momma's bough,

'til Aerie's dawn... burns away...
the dark night...

Lilandra stop singing, and CRIES as she realizes her mother has passed. Araki reappears at the doorway --

ARAKI

Lilandra... Majestrix...

We hear the sound of a DISTANT EXPLOSION. Araki steps back into the room. Shuts the door behind him. Lilandra cries.

ARAKI (CONT'D)

Lilandra! The Deathbird is coming.
We must go!

Lilandra looks at Araki without comprehension. Tears stream down her face. Another EXPLOSION, even closer. We hear ARMS FIRE and SHOUTING beyond the closed door. Araki PRESSES a button and a SECRET DOOR OPENS. Araki pulls Lilandra to her feet and through the door. The two guards in the room follow. Lilandra screams --

LILANDRA

Momma! Momma!

The secret door shuts behind them as the main door EXPLODES and fills the room with sparks and smoke.

INT. STARJAMMER FLIGHT DECK - OUTER SPACE

SUPER: KNOWHERE MINING COLONY
M3RD 17H17211+2121224

THROUGH A SHIP'S WINDSHIELD we see a space battle in progress outside of KNOWHERE. Hundreds of FIERY DEMONS attack an immense Korbinite container ship.

We PULL BACK to see FOUR FIGURES sitting in two rows of seats.

We PAN to focus on the figure in the left pilot seat, who we see is a handsome, thickly mustached man of middle age.

CORSAIR

Waldo! How long until you can restore power to the forward battery?

A multi-tentacled mechanoid dangles from a receptacle in the ceiling above the pilot. Its long arms reach everywhere in the flight deck as it performs multiple actions.

WALDO

I'm sorry Captain. That last burst of demon fire appears to have fused our forward guns. I'm afraid we will need to dock for replacements.

Corsair turns to his co-pilot RAZA, a humanoid cyborg with numerous bionic parts.

CORSAIR

Any big ideas?

RAZA

Should have upgraded to the carbonadium guns like I recommended.

We PULL BACK to reveal the remaining crew: HEPZIBAH is a furry woman with a bushy black skunk tail which twitches impatiently. CH'OD is a 9-foot tall gill man who anxiously watches the action. A small furry white creature clings to Ch'od's shoulder and chitters.

Ch'od speaks with a deep mellifluous voice like Geoffrey Holder doing a 7Up ad --

CH'OD

Not my new necroguns! I loved those guns! They could reduce a celestial to a viscous black goo in 1.5 seconds!

RAZA

And they shatter like bone under intense fire. Always go for the carbonadium!

HEPZIBAH

How fortunate for the colonists that these other clowns showed up.

(MORE)

HEPZIBAH (CONT'D)

Why do they call themselves the "Guard Dogs of the Galaxy"? I don't like dogs.

Corsair shakes his head and speaks into the comm:

CORSAIR

Okay Quill, I've got no guns and about a dozen of these damned demons lined up on my tail. It's all about you now!

INT. BENATAR FLIGHT DECK - MOMENTS LATER

Quill and Rocket sit in the pilot seats, dodging incoming enemy fireballs. Drax and Groot stand behind them.

ROCKET

Boy, it sure is nice to be on the shooting end of things instead of the getting shot at end of things for a change.

QUILL

Rocket, hold that heading.

Quill turns to yell over his shoulder --

QUILL (CONT'D)

Are we ready to throw Thor?

INT. BENATAR LOWER FLIGHT DECK - MOMENTS LATER

THOR stands inside of an uncomfortably tight vertical launch tube, while NEBULA stands at a nearby switch.

NEBULA

Are you ready?

THOR

Ready to go battle an army of demons in space? Of course I'm ready! Err...AM I ready? Maybe we should rethink this plan...

Nebula SLAMS the switch. THOR is SUCKED UP THE TUBE.

EXT. KNOWHERE - MOMENTS LATER

Thor SHOOTs out of the Benatar and COLLIDES with a fiery demon, which explodes. The Benatar quickly slides away, leaving Thor hanging in space outside of Knowhere, where the battle rages. Fiery demons harass the enormous Korbinite ship.

They STRAFE it, causing MASSIVE EXPLOSIONS along its length. The BENATAR SHOTS A DOZEN DEMONS AWAY FROM THE STARJAMMER.

Thor is ATTACKED FROM BEHIND by a FIERY BLAST. He TURNS and a GANG OF DEMONS BOWL INTO him, CLINGING and BITING.

We hear a metallic whine... And a HAMMER FLIES INTO FRAME, SMASHING THE DEMONS away from Thor. Thor TURNS to see --

BETA RAY BILL is a monstrous looking alien, dressed as Thor dresses.

THOR (CONT'D)

Bill! You old devil! Sorry, poor choice of words.

BETA RAY BILL

Thor! Thank you for answering my hail! My people rejoice for your aid! And is that a new axe? But what of Mjolnir?

THOR

Oh, yes, this is Stormbreaker, and that is, as they say, a long and very sad story.

BETA RAY BILL

Mmm, a fine weapon indeed.

THOR

I feel like I haven't seen you in a goat's age!

BETA RAY BILL

Yes, I spent many years enslaved on the planet Sakaar.

THOR

Oh, you don't say? Grandmaster, eh? Don't you just hate that guy?

BETA RAY BILL

But that is a story for another day. These accursed demons have harried my people's colony ship for light years. Between our two arms, I know we can finally drive them away.

THOR

It's my pleasure, Bill. Let's get to work.

(MORE)

THOR (CONT'D)

You take the left, I'll take right,
and we'll push them to the center
and crush them!

BETA RAY BILL

As you say, my friend. Come! Let's
take the attack to them!

Beta Ray Bill ROARS OUT a BATTLE CRY. He SWINGS his hammer and FLIES back to the main battle. Thor emits a slightly less convincing battle cry. He SWINGS Stormbreaker and follows Bill.

INT. BENATAR FLIGHT DECK - MOMENTS LATER

Nebula climbs up from the lower deck.

ROCKET

Hey Quill. How can these "demons"
be on fire in space when they got
no oxygen to fuel their combustion?

QUILL

A thousand shrieking demons
throwing fireballs in every
direction and that's what you're
thinking about?

ROCKET

I'm just curious! It always makes
me wonder a little bit when I see
somebody breaking the laws of
physics!

Nebula shakes her head. She takes a seat and straps herself in.

Rocket fiddles with a control. The ship's sound system POWERS UP and "FLASH GORDON" by QUEEN PLAYS.

As the first "FLASH!" plays, a DEMON BURSTS in a SPLASH OF FIRE across the front window.

QUILL

Damn it, Rocket, I told you never
to play this song!

Quill toggles a control on his panel, and "LOVE WILL KEEP US TOGETHER" by CAPTAIN & TENILLE PLAYS. As the first "LOVE!" plays, Quill FIRES the ship's guns, EXPLODING another demon.

Rocket toggles the control again. FLASH!

ROCKET

Come on! I just wanted to play something peppy to liven up our otherwise dull morning!

Quill toggles the control. LOVE!

QUILL

You know how I feel about that song!

Rocket toggles the control. FLASH!

ROCKET

Why don't you like the song again?

Quill toggles the control. LOVE!

QUILL

Because when I was a kid, my mom told everyone my dad was a star man, and because she had brain cancer, everybody called me Flash Gordon and said my dad was Ming the Merciless!

Nebula smirks.

NEBULA

Was he always this... sensitive?

ROCKET

Whiny, you mean? Oh yeah. Fine, listen to your sad old bastard music. As long as I get a drink at the end of this.

GROOT

I am Groot.

DRAX

I wondered that too. Is he sad because he listened to the sad old bastard music? Or does he listen to the sad old bastard music because he is sad?

QUILL

(quietly)
So uncool.

Bill FLIES IN FROM OFF-SCREEN. He BURSTS a demon with his hammer and then FLIES OUT-OF-FRAME.

He is followed shortly by THOR FLYING IN FROM OFF-SCREEN. Thor makes a THUMBS-UP gesture toward the Guardians and then FLIES OUT-OF-FRAME.

QUILL (CONT'D)

Great. And now there's two of them.

CORSAIR'S VOICE CRACKLES over the comms.

CORSAIR

Hey Quill! Looks like we're all clear! Help us escort these Korbinites in and then let's get a drink.

ROCKET

I think I'm starting to like this guy!

INT. KNOWHERE BAR - DAY

Knowhere is still rebuilding from Thanos' attack. A crowd of ASSORTED DRINKERS and GAMBLERS fill the tables at the Boot of Jeremiah. The Guardians - Quill, Rocket, Drax, Mantis, Groot and Nebula, plus Thor - and the Starjammers - Corsair, Hepzibah, Raza, and Ch'od - crowd into the busy club and break into smaller groups.

Nebula and Raza enter shoulder to shoulder. Raza looks admiringly at Nebula.

NEBULA

Keep walking, if you want to keep what organic parts you have left.

RAZA

'Tis a pity. It's your own loss, my fine lady. But if you change your mind...

Quill is in mid-conversation with Thor --

QUILL

When you said you owed a favor to a friend, that is not what I was expecting!

ROCKET

I figured you meant a round of drinks, or a sandwich. Not fight a million demons!

DRAX

How do you know the Beta Ray Bill?

THOR

Well, he once took my hammer, and then my father made us fight for it, and we sort of came to a draw, so my father made him his own hammer, and then we fought an army together. With our hammers.

CORSAIR

That sounds like a very hammer-centric relationship. Not that there's anything wrong with that.

Thor looks confused by Corsair's implication but Corsair keeps talking --

CORSAIR (CONT'D)

Thanks for responding to our hail. We were getting pretty desperate.

QUILL

How did you get involved with the Korbinites?

CORSAIR

They hired us to help escort them through this sector. Of course they've got Bill, and he's a pretty heavy hitter, but even he has limits. They been fighting off those damned demons across half the galaxy.

MANTIS

Where do the demons come from?

HEPZIBAH

Bill said something about a master demon called Surtur.

THOR

Surtur! If that's true then these attacks are my unfinished business! I must speak to Bill.

CORSAIR

He was checking on the colony ship's repair and resupply.

THOR

After I get an ale. Or maybe two or seven.

Thor hurries to the bar.

CORSAIR

So that's an Asgardian. Not what I pictured.

ROCKET

Yeah, well, they've fallen on hard times. Welcome to the club, right? And on that note: who's thirsty?

RAZA

Come, creature, let us see who we must kill to get served here.

ROCKET

I'm right there with you, dude!

Raza follows Thor toward the bar. Rocket POINTS toward Raza's bionic eye, then points toward his own and MIMES PLUCKING AN EYE OUT. Drax laughs.

INT. KNOWHERE DOCKING BAY - DAY

We see the Korbinite colony ship berthed in Knowhere's cavernous docking bay. The bay is a hive of activity filled with people of assorted races coming and going.

Thor finds Bill among a crowd of technicians examining the ship's exterior. Bill sees Thor coming. He pats one technician on the shoulder and moves to intercept Thor.

THOR

Bill!

BETA RAY BILL

Thor. Thank you again for your timely assistance. My people might not have made it to this way station without your help.

THOR

That rogue, Corsair, said these demons came from Surtur!

BETA RAY BILL

That is true. During the disappearance he took advantage to consolidate his power in my people's sector. His forces have been gaining steadily in numbers.

THOR

But then this, all that's happening to your people, this is all my fault! I gave Surtur the power!

(MORE)

THOR (CONT'D)

I helped bring about Ragnarok so that Surtur would stop my sister.

BETA RAY BILL

Mm. I have heard some of this. And I was deeply sorry to learn of Odin's death. The All-Father was an inspiration to me. He forged for me mine own hammer!

Thor looks downcast, reminded of all the things he has lost.

BETA RAY BILL (CONT'D)

But no, Thor. We are not responsible for the actions of the evil forces in the universe. We only do our best to halt their progress when we can. I do not blame you for Surtur's actions.

THOR

Is there anything I can do to help now?

BETA RAY BILL

Why, I believe that you and I could end Surtur altogether! Alone, even with my hammer, I am no match for Surtur. But TWO warriors such as ourselves armed with Uru metal from Nidivellir's forges? We would be unstoppable!

THOR

Yes! You know Bill, I've been trying to sort out what to do next, trying to...find myself, after a long difficult period. I think this might be just exactly what I need!

BETA RAY BILL

And with the aid of your companions...

THOR

Oh, those guys? They're good guys and all, but they're not... well, I wouldn't bring them to a fight with SURTUR.

BETA RAY BILL

As you say.

THOR

Now if we only had my friend Bruce.
He's tussled with Surtur once
before, you know. Ah well, can't be
helped.

BETA RAY BILL

Let us inquire after
transportation.

Thor lifts up Storm Breaker.

THOR

There's no need! I carry the
Bifrost with me in Stormbreaker. We
can leave as soon as we like!

BETA RAY BILL

Wonderful! Surtur's end is
imminent! Should you inform your
companions?

THOR

Oh, yes, of course, let me pass
word back to them.

Thor casts about the crowd. A bent, HOODED FIGURE passes
nearby. It's...AYESHA. Thor grabs her by the arm.

THOR (CONT'D)

You! Would you find my friends, the
Guardians, at that... Boot of...
Someone... bar and tell them that
Thor...that Thor...made other
plans? Are you getting this?

AYESHA

Gaaardians.

THOR

Yes! You'll recognize them because
one is a small furry creature and
one is, well, a tree. Quite a good
fellow actually. And some others.

AYESHA

Gaaardians.

THOR

Yes! Oh! Here!

Thor digs in his uniform and pulls out a coin. He places it
in the Hooded Figure's palm and closes the hand in his own.

THOR (CONT'D)
 For your trouble. It's a, well, an
 Asgardian vegvisir. Quite valuable!
 On Asgard. When that was a thing.

Thor grabs the Hooded Figure's shoulder meaningfully, even
 massages it a little bit, as if they shared a deep bond. Thor
 nods and smiles and removes his hand.

THOR (CONT'D)
 Thank you.

We PAN AWAY with Ayesha, who shuffles out with the coin
 clutched in her hand. Behind her we hear the DISTINCTIVE
 SOUND of the Bifrost activating.

AYESHA
 Gaaardians!

INT. KNOWHERE BAR - NIGHT

Groot and Ch'od stand in a relatively quiet side cubby off
 the main room of the Knowhere bar.

GROOT
 I am Groot.

CH'OD
 I am Ch'od.

GROOT
 I am Groot?

CH'OD
 Ch'od.

GROOT
 I am Groot?

Ch'od emphasizes the first syllable of his name. It sounds
 like he is spitting up a hairball.

CH'OD
 Ch. With the little throat gargle
 there.

GROOT
 I am Groot.

CH'OD
 od.

GROOT
 I am Groot.

CH'OD
Yes! There you have it!

GROOT
I am Groot?

CH'OD
Why no, I have not visited Terra,
though I have heard much about it
from my captain. It sounds like a
lovely world. Very watery!

Ch'od's furry white companion darts back and forth on his
shoulders. It CHITTERS.

CH'OD (CONT'D)
Cr+eee wonders where you are from?

GROOT
I am Groot.

CH'OD
Ah yes, of course, well that should
have been obvious.

INT. KNOWHERE BAR - NIGHT

Quill and Hepzibah sit alone at a table. We see, in the deep
background, Mantis and Drax and Rocket and Raza playing at
the F'saki betting table.

QUILL
You seem nice. So. What's your
story?

HEPZIBAH
Oh god. Not another one.

CORSAIR RETURNS with a tray of mugs. He sets them down
sloppily, SITS heavily, grabs a mug and drinks.

QUILL
I've been meaning to ask. You're
Terran, aren't you?

CORSAIR
Born and bred.

QUILL
Why'd you leave?

CORSAIR

Didn't choose to. Me and my wife were kidnapped by aliens and brought into space. We barely managed to save our kids from the same fate. And in the end, my wife didn't make it.

Hepzibah rests her hand on Corsair's hand.

CORSAIR (CONT'D)

I was taken into captivity. This one, she rescued me.

HEPZIBAH

We rescued each other.

CORSAIR

And to keep a long story short, now we just keep on trucking.

QUILL

You said you had kids. You ever visit them? Let them know you're alive?

CORSAIR

And have to explain to them how I let their mother die? No, never had that much courage. But that's enough about my history.

Corsair LEANS BACK in his chair, slopping his drink on himself, and puts his BOOTS ON THE TABLE. Hepzibah ROLLS HER EYES and makes an expression of long suffering.

CORSAIR (CONT'D)

So tell me about this girl you lost. You having no luck finding her, is that it?

Quill frowns for a beat. Then he also LEANS BACK and puts his own BOOTS ON THE TABLE, side by side with Corsair's. In the background, we can hear RAISED VOICES at the F'saki table.

QUILL

Why? You wanting to give me some fatherly advice? Because dude, I have got enough father figures.

CORSAIR

I was just wondering if you stopped by her home planet.

(MORE)

CORSAIR (CONT'D)

Sometimes a woman wants to check in
on her old stomping grounds.

Quill looks surprised, even a little dumbfounded.

HEPZIBAH

He did not. Poor men. Sometimes you
miss the most obvious thing.

Quill frowns. He removes his boots from the table and leans
forward as we PUSH IN on the F'saki table, where the gamers
are going wild, and Rocket yells at Raza:

ROCKET

I'll bet you any one of your parts!
What you got? Put it on the table!
Let's go! Put it on the table right
now!

INT. KNOWHERE BAR - NIGHT

The Guardians stumble out of the bar, laughing and yelling.

ROCKET

Come on Quill, why do we got to
leave now? I was in to that guy for
his TORSO! I was gonna take him for
ALL HIS PARTS!

QUILL

I got a new lead on Gamora. Well,
not so much a lead, as a new line
of thought.

NEBULA

Corsair told him to look in the
most obvious place.

DRAX

Oh, you mean her homeworld? Yes, I
wondered why we did not look for
her there first.

QUILL

What? Well if it's so obvious how
come none of you mentioned it
before?

ROCKET

Probably we did, but since when do
you listen to us?

Quill stops short.

ROCKET (CONT'D)
 Hey wait a second. Are we missing
 anybody? Head count!

Rocket looks at the team, bobbing his head at each in turn.

ROCKET (CONT'D)
 Oh right, we lost Thor. Anybody
 know where Thor got to?

QUILL
 Well it's not like the "god of
 thunder" can't take care of
 himself.

ROCKET
 Now that's an ungracious attitude
 after everything that guy went
 through to bring you back to life.

QUILL
 When did you turn into Miss
 Manners?

Quill and Rocket's bickering is interrupted by a bent, hooded figure.

AYESHA
 GAAARDIANS!

QUILL
 We know you?

Ayesha pulls back her cowl.

AYESHA
 How dare you! How dare you call
 yourselves the "Guardians of the
 Galaxy"!

Ayesha's hair is disheveled. Her robes are ragged. Her posture is bent.

QUILL
 Oh crap! It's that Ayesha chick!

ROCKET
 From the Sovereign?

AYESHA
 Five of you to guard the galaxy?
 Pathetic!

QUILL

I think actually there are six of us. Well, seven if you count Gamora.

GROOT

I am Groot.

ROCKET

That's true, eight if you count Thor.

QUILL

But who's counting?

Ayesha PULLS A VERY IMPOSING GUN from beneath her cloak and POINTS IT at the Guardians.

AYESHA

Your Asgardian has abandoned you!
HE CAN'T HELP YOU NOW!

Quill puts his open hands forward.

QUILL

Whoa whoa whoa!

ROCKET

That is an impressive piece of hardware she is carrying. You don't wanna get hit with that.

Rocket wiggles his fingers and blows to illustrate disintegration.

AYESHA

Silence! This all started with you! First we lost fleet after fleet pursuing YOU! And then that... INSANE CELESTIAL wiped out half of our capitol city. And then the Council defrocked me because they were displeased with my creation! My beautiful, beautiful Adam.

QUILL

Hey, I am sorry about how things turned out, and if I could refund you for that abalone job I would.

GROOT

I am Groot!

QUILL

Abilisk! Whatever! How do you even remember? You were just a baby!

Ayesha WAVES THE IMPOSING GUN.

AYESHA

AND THEN THANOS REMOVED HALF OF OUR PEOPLE. Half of our perfectly, delicately balanced society. OUR SOCIETY CRUMBLLED!

NEBULA

Will someone please disarm the crazy rambling person?

Mantis steps forward, with one hand raised, palm forward.

MANTIS

I understand.

QUILL

Mantis, wait, what are you doing?

Ayesha keeps the gun raised. Her thumb hovers over the firing button.

AYESHA

We tried to rebuild! Our birthing pods cycled continuously! We clung to the edge of oblivion!

Mantis continues to WALK FORWARD, very slowly: her antennae ALIGHT.

MANTIS

I understand.

Ayesha's weapon shakes.

AYESHA

And we succeeded! We made our society, if not whole, at least functional! And then. AND THEN.

MANTIS

I understand!

Ayesha's voice gentles, but her shaking grip on the gun remains firm. Mantis continues to glide closer.

AYESHA

And then they came back! They all came back!

(MORE)

AYESHA (CONT'D)

We had no systems to support excess population. Production failed. The returned went hungry. Turned on each other.

Ayesha's anger begins to turn to tears. Her voice quiets as if she has spent all she has.

AYESHA (CONT'D)

And we collapsed. Into savagery.

Mantis reaches her, and touches her gun hand.

MANTIS

(quietly)

I understand.

Ayesha looks up at her for the first time.

AYESHA

You do! Oh god, you do!

Ayesha points the gun at her own head. Mantis gently takes it from her. Ayesha sobs deeply. Mantis holds her for a very long moment.

QUILL

Well, crap.

Quill looks around. Rocket eyes the floor. Groot looks confused. Even Nebula looks slightly shocked.

Drax walks forward to join Mantis and Ayesha. He places his hand on Ayesha's shoulder.

DRAX

I too have experienced loss. And though my family has now been avenged, it has not lessened the pain. I understand.

GROOT

I am Groot.

ROCKET

I'll second that. So what are we gonna do about this little love-fest, "captain"?

QUILL

Well, we can't just leave her like this. Mantis, can you tell if she...if she has people?

MANTIS

I do not think so. She feels...
horrible loneliness.

QUILL

Crap. All right, looks like another
broken toy delivered to the island
of misfit toys. Least until we
figure what to do with her.

Rocket looks up at Quill, shocked. He points toward Ayesha.

QUILL (CONT'D)

I know, I know!

Rocket sighs.

ROCKET

Well she's not getting my bed! And
what did she mean about Thor
abandoning us?

EXT. XANDAR - OUTER SPACE

The once beautiful blue and white planet is horribly scarred
by a blast zone that darkens a third of the planet's face. We
PUSH IN through DARK STORM CLOUDS and PAN over a RUINED CITY.

SUPER: XANDAR

EX-CAPITAL OF THE NOVA EMPIRE
M31V J00443799+4129236

EXT. STARBLASTER/CITY - DAY

Nova Corp's headquarter city is a BOMBED OUT SHAMBLES of
fallen masonry. Glum, filthy Xandarians walk the broken
streets, eking out a meager existence scavenging and trading
goods.

Gamora's ship sits parked in a partially cleared courtyard.
Gamora strolls cautiously down a wide street, peering in all
directions as if looking for signs of civilization. Passing
Xandarians steal fearful glances at Gamora.

Over Gamora's shoulder we see a figure OUT-OF-FOCUS in the
deep background, watching her and talking on a communications
device.

Gamora comes to a halt at a SHATTERED NOVA CORP LOGO set in
the ground. She LOOKS UP and we TILT UP with her to see what
might once have been a tall tower. She frowns.

RHOMANN DEY (O.S.)
Well hey! If it isn't the Daughter
of Thanos.

Gamora whirls to see Rhomann Dey. He wears the TATTERED
REMAINS of a NOVA CORP UNIFORM. Gamora puts her hand to her
sword.

RHOMANN DEY (CONT'D)
Not a very popular person...
anywhere. Come to destroy what's
left?

GAMORA
Should I know you?

RHOMANN DEY
Ouch! Now you're just insulting me.
Is that how you treat all your
arresting officers? How's your
buddy Quill?

GAMORA
I am not... with them.

RHOMANN DEY
That's too bad. You all seemed to
keep each other in line. Helped us
out a lot with that whole Ronan
mess. For all the good it did us.

GAMORA
I... am sorry for what Thanos did
here. I did not know.

RHOMANN DEY
Yep. My wife died when he came to
take that Infinity Stone. My little
girl made it. It was a miracle I
found her after. And then... And
then she disappeared with all the
others.

GAMORA
I am sorry for your loss.

Dey continues, with a touch of hysteria, as if he hasn't
heard Gamora.

RHOMANN DEY
And then five years later she came
back! Another miracle! Of course
this mess is what she came back to.
(MORE)

RHOMANN DEY (CONT'D)

And I'm just trying to give her the most normal life I can.

Dey looks around at the ruined city. A group of curious onlookers seem to be interested in their conversation.

RHOMANN DEY (CONT'D)

So, please. Try not to cause any trouble while you're here. All right?

GAMORA

I came looking for Nova Corp.

RHOMANN DEY

Hah! I think you're looking at it!

Rhomann Dey FOLDS OPEN his torn collar to reveal a RAGGED NOVA CORP EMBLEM.

RHOMANN DEY (CONT'D)

What services can Nova Corp offer you on this fine day?

O.S. "HEADING FOR THE LIGHT" by TRAVELING WILBURYS PLAYS.
(PRE-LAP)

I/E. BENATAR FLIGHT DECK - OUTER SPACE

QUILL

Mantis is getting Ayesha settled.

ROCKET

And hoo boy, what a great idea THAT was. Some day soon, when she murders us all, I'm going to point back to this moment and say I told you so.

DRAX

I don't understand. She is a person in need. Is helping people in need not what we do?

ROCKET

Well, yeah, but usually we don't help people who tried to kill us multiple times.

Drax points at Nebula.

DRAX

What about her?

Nebula hangs her head with a guttural noise of disgust.

ROCKET

You know we spent five years working together to bring you back to life, right? Or maybe you don't, because you were dead! Yeah, Nebula and me, we're practically married.

QUILL

That is a mental image I did not need.

Rocket turns his attention to a blinking light on his control panel.

ROCKET

Hey! We've got an incoming message from... Xandar? Speaking of helping people in need.

QUILL

Thought you said Xandar was decimated?

ROCKET

I haven't been there since... you know... but that's what I heard.

DRAX

Doesn't decimated mean one-in-ten?

QUILL

Well, technically.

DRAX

So there are still... nine people on Xandar?

Rocket snickers. He flips a switch.

ROCKET

Could be nine! Could definitely be nine.

RHOMANN DEY (O.S.)

Hey. Starlord.

ROCKET

Son of a... it's Dey!

Rocket FLICKS the message to an overhead screen, where we see Dey in close-up.

RHOMANN DEY

Word in certain circles is you're looking for your green-skinned girlfriend. Well, she just showed up on Xandar. We got enough trouble without her making people nervous.

Quill RISES, with his attention on the screen.

RHOMANN DEY (CONT'D)

Please come pick her up before she draws a lynch mob. Because I don't know who I'd be more afraid for... her or the mob that came after her. Dey out.

The screen FIZZLES to black. Rocket shuts the view.

QUILL

Hah! I'd like to see the mob that tries to lynch her! Well, of course I wouldn't because that would be bad for everyone involved. I'm just saying, Gamora could take that mob. Easily.

Rocket shakes his head wearily. Drax nods and smiles excitedly.

QUILL (CONT'D)

Dey just saved us a trip to Zen-Whoberi. Rocket, set us a course for Xandar!

EXT. STARBLASTER/CITY - DAY

Gamora arrives at a GLASS TOWER that has miraculously escaped destruction: a FIVE STORY AQUARIUM. Assorted Xandarrians are working at maintaining it as if it was the city's sole remaining treasure.

Gamora peers deeply into the aquarium. LARGE MULTI-COLORED CREATURES SPIN AND DIVE in the depths. A large purple fish approaches and blends with Gamora's reflection. Gamora frowns.

Gamora's reverie is interrupted by RAISED VOICES and the SOUND OF A FIGHT. Gamora TURNS. Across a courtyard, we see SOLDIERS FIGHTING. Gamora TENSES... and then SAGS. The fight goes on. Gamora begins to turn away.

LILANDRA

NO! STOP IT! I COMMAND YOU TO STOP!

Gamora TURNS and RUNS across the courtyard. LILANDRA stands pinned by two uniformed soldiers. LORD CHANCELLOR ARAKI lies wounded on the ground surrounded by four more soldiers. Gamora STOPS a short distance from the group.

GAMORA
Do you need my help?

The soldiers hesitate and look at Gamora with confusion as if trying to understand who Gamora is offering to help.

LILANDRA
YES, PLEASE HELP ME!

LIEUTENANT BABOB
Move on! This is none of your concern.

Lieutenant Babob UNHOLSTERS her sidearm and AIMS IT at Gamora. Gamora THROWS a knife, knocking the gun away. Lieutenant Babob falls aside clutching her hand.

Gamora ATTACKS the soldiers. Dead-eyed Xandarians begin to gather around as if watching a sporting event.

While Lilandra's captors are distracted by Gamora, Lilandra joins the fight. Gamora and Lilandra defeat the five soldiers. Lieutenant Babob FLEES from the scene.

Lilandra turns to Araki where he lies bleeding on the ground. She kneels beside him.

LILANDRA
Araki!

ARAKI
I... I am sorry... Majestrix... I have failed you.

Rhomann Dey pushes his way through the gathered crowd.

RHOMANN DEY
I knew you'd cause trouble. I don't know what this is about, but these soldiers came from a battleship parked across the city, so there'll be more of them. We need to get you both out of here.

LILANDRA
I cannot leave without Araki.

RHOMANN DEY
He looks pretty far gone young
miss.

GAMORA
I will carry him.

Gamora and Dey lift Araki up.

RHOMANN DEY
Come on, follow me.

EXT. WIDE STREET - MOMENTS LATER

Rhomann Dey leads Lиландра and Gamora, carrying Araki, through rubble causeways. Araki CRIES OUT in pain. Gamora and Lиландра try to move gently but Dey hurries them on.

RHOMANN DEY
I can't believe I'm getting
involved in this. Even after
everything I still hate it when
people kill each other in my home.
It just really aggravates me, you
know?

Dey turns too Lиландра.

RHOMANN DEY (CONT'D)
You're Shi'ar, aren't you? Those
soldiers, too.

LILANDRA
It is so.

RHOMANN DEY
Haven't seen any Shi'ar in Nova
space for years. Maybe decades.

LILANDRA
My...the...Majestrix implemented a
policy of isolationism.

GAMORA
What do they want with you?

Araki GROANS.

LILANDRA
I think it would be better if I did
not say. Safer.

RHOMANN DEY

Safer for you? Or for us? Never
mind, maybe I don't want to know.

LILANDRA

We weren't meant to be here long.
We were to meet my, an agent of, of
the Imperium here. We thought Nova
Corp... we didn't know. We thought
it would be a safe place.

RHOMANN DEY

Your people really are out of
touch.

They approach a residential tower, damaged but still
standing.

RHOMANN DEY (CONT'D)

In here.

Dey slips through the open doorway. Gamora and Lilandra
follow into the darkness.

INT. DEY'S LIVING QUARTERS - MOMENTS LATER

Dey's tidy living quarters offer a homely reminder of pre-
Thanos Xandarian life. Photos line the cracked walls. An
active communications station suggests that Dey still
monitors current events.

DURANNA, Dey's young daughter, RUNS IN from a second room and
flings herself at Dey, who picks her up and whirls her around
before giving her a deep hug. MISS SUVANN, Duranna's
businesslike caretaker, ENTERS behind her. She smiles until
sees the wounded Araki, and then looks shocked.

DURANNA

Dadda! Dadda!

RHOMANN DEY

Hey, baby! Who's my little Dhu-Dhu?

DURANNA

I am Dadda, I am!

RHOMANN DEY

I'm so happy to see you!

Dey sets down Duranna.

DURANNA

Hi green lady! Hi bird lady!

Lilandra startles. Gamora looks confused.

RHOMANN DEY

Duranna, will you stay with Miss Suvann a little while longer while I talk to my friends?

MISS SUVANN

Perhaps I should help your... your friend, sir. He looks like he needs assistance.

RHOMANN DEY

That's an understatement. I think we still have a medkit in the other room. Ladies, you'd better set him down there.

Duranna clings to Dey's legs while Miss Suvann goes to retrieve the kit. Gamora and Lilandra help Araki to a divan.

RHOMANN DEY (CONT'D)

(quietly)

Never did like that couch anyway.

Suvann returns quickly and inspects Araki's wound while Lilandra assists her. Suvann gasps.

Dey gently unwraps Duranna from his legs.

RHOMANN DEY (CONT'D)

Honey, you stay here for a minute.

Dey turns to the adults.

RHOMANN DEY (CONT'D)

I'm going to see what I can learn about this ship.

Dey goes to the communications panel. Duranna looks from one busy adult to another and sees that Gamora is unoccupied.

DURANNA

Hi green lady why is your hair two colors?

Gamora kneels on the floor besides Duranna and we FOCUS on them.

GAMORA

My people's hair changes color as it grows out.

(MORE)

GAMORA (CONT'D)

When I was a little girl no bigger than you I knew a man who grew his hair all the way to the ground and it grew out like a rainbow.

DURANNA

That's silly. I want to see. Can you do that?

GAMORA

Mmm, not right now, little one.

DURANNA

What can you do?

GAMORA

I can do this.

Gamora CROSSES HER EYES and STICKS HER TONGUE OUT. Duranna GIGGLES and sticks her own tongue out.

We PAN and see Dey at communications. He appears to be panicked.

RHOMANN DEY

Oh no. Oh no.

Dey turns toward the room.

RHOMANN DEY (CONT'D)

Why is there a Shi'ar flagship in low orbit?

We PAN TO Suvann and Lilandra with Araki. Lilandra has her hands on Araki's chest.

SUVANN

Dear, I don't think...

Lilandra's hands EMIT A GOLDEN GLOW which suffuses Araki's body. Araki coughs once, and inhales deeply.

We WIDEN to our original view of the room. Dey and Gamora are staring at Lilandra. Miss Suvann pulls back. Dey leaps up.

RHOMANN DEY

What the hell was that?

Gamora stands and PUSHES Duranna behind her. Duranna PEEKS around her legs.

LILANDRA

Araki?

ARAKI

Still...still with you, Majestrix.

GAMORA

I think it is time that you tell us who you are and why you are here, "Majestrix".

RHOMANN DEY

And maybe tell us about this enormous battleship sitting on top of us!

Lilandra slumps over Araki.

LILANDRA

I am sorry to bring you this trouble. My mother...I am...

ARAKI

(weakly)

Lilandra is the rightful heir to the throne of the Shi'ar Imperium.

LILANDRA

My mother transferred the Phoenix Force to me. My sister has rebelled, and wishes to take it from me, so that she can be Majestrix. That ship is hers.

RHOMANN DEY

The Phoenix Force!

GAMORA

What is the Phoenix Force?

RHOMANN DEY

Only the most destructive thing in the universe, after Thanos.

The adults in the room look shocked. Duranna TUGS on Gamora's clothing. Gamora LIFTS Duranna up.

ARAKI

Lilandra must get to Aerie...to complete the transfer of power...

RHOMANN DEY

Aerie! That place is a legend! I thought it was a myth!

LILANDRA

It is the seat of our power, where we first joined with the Phoenix. Our people hid it away from the galaxy long ago. Not even I know its location. We were to meet my mother's emissary here, the Gladiator. He knows the way.

ARAKI

Only at the Temple of the Phoenix...can Lilandra be fully fused.

Dey RUSHES to Gamora and TAKES Duranna from Gamora's arms. Gamora looks confused.

RHOMANN DEY

This is a nightmare. I can't lose her again! You have to leave Xandar. Now!

LILANDRA

I can't leave without Araki!

ARAKI

Majestrix...it is not I that your sister requires.

GAMORA

I have a ship.

LILANDRA

As do I.

RHOMANN DEY

You get her on either one of those ships and get out of here!

Dey hands the now frightened Duranna to Miss Suvann.

RHOMANN DEY (CONT'D)

You be good. Dadda will right back, okay?

EXT. WIDE STREET - MOMENTS LATER

Shi'ar soldiers march through the streets. They are beginning to set up checkpoints and push around the local populace.

Dey, Lilandra and Gamora sneak through piles of debris trying to remain hidden.

GAMORA

This slinking around is not my way.
We should confront them directly.

RHOMANN DEY

Look at how many of them! You want
to fight an army? Let's just focus
on getting her to her ship.

Lilandra looks up and down the street.

LILANDRA

My ship is... this way. I think.

They continue picking their way through rubble, barely
avoiding growing numbers of soldiers. Lilandra POINTS down
the broad avenue.

LILANDRA (CONT'D)

There!

We PAN TO a small, sleekly styled personal craft waiting in a
narrow courtyard.

RHOMANN DEY

Good, we can make that if we
just...

A BEAM of LIGHT LANCES DOWN from above and ILLUMINATES
Lilandra's ship. The ship RISES slowly, and then accelerates
away. We TILT UP TO REVEAL A SHIP so large it is visible in
the daylight sky.

RHOMANN DEY (CONT'D)

No!

LILANDRA

My sister must have tracked my
ship!

GAMORA

Mine then. Come on!

Gamora LEADS the trio back the opposite way. They reach a
checkpoint where passage is BLOCKED by a phalanx of soldiers.

GAMORA (CONT'D)

My ship is on the other side.

RHOMANN DEY

We'll never get through. I can find
us a way around.

We hear the SCREECH of a ship in atmosphere. Lилandra points to a ship coming in nearby. It's the Benatar.

LILANDRA

What about that ship? It is not Shi'ar.

The Benatar comes to a landing down the street. The ship's boarding ramp SLIDES OUT. We see Quill STEP DOWN.

GAMORA

You called them?

RHOMANN DEY

And right now they're your only option. You go! Go!

GAMORA

Lилandra, they are people I know. Sort of. Let's go!

Gamora and Lилandra leave Dey behind and RACE across a broad, open street, drawing the attention of the Shi'ar soldiers. We hear a voice SHOUT. Soldiers FOLLOW them.

EXT. WIDE STREET - MOMENTS LATER

"HITCHIN' A RIDE" by VANITY FARE PLAYS.

Quill face LIGHTS with delight as he sees Gamora approaching IN SLOW-MOTION. With every step her hair bounces like that of a woman in a Prell shampoo commercial.

Quill's delight turns to surprise as gunfire bursts against the ship. He turns and sees the pursuing soldiers.

Gamora and Lилandra RUN UP THE RAMP.

GAMORA

Back in the ship, flyboy!

QUILL

Flyboy?

Quill stands STUNNED, watches Gamora DISAPPEAR into the ship. He turns back to the soldiers, where A HUGE MAN in a UNIQUE SHI'AR UNIFORM PUSHES FORWARD --

GLADIATOR

Release the Majestrix Lилandra!

QUILL

Release the what now?

Gladiator MOVES RAPIDLY toward Quill. Quill UNHOLSTERS HIS GUNS and FIRES ON GLADIATOR. Gladiator is KNOCKED BACK into the crowd of soldiers. Quill wipes his brow and begins to turn, but his attention is caught again, this time by Gladiator RISING TO HIS FEET. Quill looks surprised.

QUILL (CONT'D)

Not another one of these guys!

Quill TURNS and RUNS back up the ramp. The ramp RISES. Gladiator MOVES IN ON the Benatar as its engines QUICKLY CYCLE UP. The Benatar LEAPS into flight, KNOCKING GLADIATOR BACK a second time.

INT. BENATAR FLIGHT DECK - MOMENTS LATER

Quill CLIMBS UP into the flight deck in mid-conversation, followed by Lилandra and Gamora. Rocket sits in the pilot seat while Groot, Drax and Nebula all sit behind him.

Gamora and Nebula see each other and share a brief, silent moment of recognition. Gamora looks angry and turns away from Nebula. Nebula casts her eyes down.

ROCKET

What's going on? Why are we running?

QUILL

Because we found nu-Gamora and she's just as good at making friends as old-Gamora was!

Quill turns to Gamora.

QUILL (CONT'D)

I'm super stoked to see you! But I can't believe you brought a kid on board! You know the Ravager code. We don't deal in kids! That's exactly what got Yondu in trouble!

GAMORA

First, no one is dealing in her! She is in trouble and I am helping her! Second, I don't know anything about your Ravager code or your Yondu trouble!

LILANDRA

And I am not a child! I'm the daughter of the Majestrix of the Shi'ar Imperium! Technically, I AM the Majestrix! Well, I will be, when I complete the fusion. And I'm sixteen! Twenty one if you count the missing years!

ROCKET

You went out and got into the helping business, and you started with a princess? Isn't that a little bit elitist of you?

QUILL

Helping her do WHAAAT IS THAT?

Quill points at the enormous ship filling the sky.

ROCKET

That's intense. I could swear that wasn't there when we jumped in.

LILANDRA

That is my sister's flagship, the Apocalypse. She is here for me. So she can be Majestrix instead of me.

GAMORA

Lilandra needs to get to Aerie to keep her throne and stop her sister from killing her. But first we need to get her away from here!

QUILL

Aerie? Aerie is a myth! It's a treasure story Ravagers tell to their kidnapped child thieves before bedtime. It's like Atlantis and El Dorado and Shangri La all rolled up into one.

Quill looks at the blank expressions of the crew.

QUILL (CONT'D)

Rich places!

LILANDRA

Aerie is no myth. It is the homeworld of the Shi'ar people. But my ancestors hid it a long time ago to protect our seat of power from outsiders.

ROCKET

That seems awfully anti-social of them.

A SWARM OF SHI'AR FIGHTERS launches from the flagship to target the Benatar.

ROCKET (CONT'D)

I hate to break up your little tea party with her highness here, but we got a whole armada incoming!

NEBULA

We're taking fire! Gamora, and... girl! Return to the lower deck and strap yourselves in!

QUILL

Rocket, get us out of here!

ROCKET

Oh! Why didn't I think of that? Maybe because we're surrounded by deadly looking ships on all sides?

QUILL

Why don't we head for the jump point we just came out of ten minutes ago?

ROCKET

You know I thought of that but then I looked and there was a gargantuan ship blocking it and decided I'd like to fly in another direction.

DRAX

Why do all of our foes have such enormous spaceships?

ROCKET

Right? If this ship didn't belong to a lady, I would think it belonged to someone who was overcompensating for something.

DRAX

I was just wondering why we don't have an enormous spaceship. Then we could smoosh their ship with our ship.

ROCKET

How would we even survive that?

DRAX

We would survive because we would be the smoosher, not the one who is smooshed.

ROCKET

Both ships are gonna get smooshed in that scenario!

DRAX

I'm just saying that perhaps we should get a bigger ship.

(beat)

Because the Sovereign woman is in my bed.

QUILL

Drax you just gave me an idea!

Quill STEERS THE BENATAR BACK TOWARD THE FLAGSHIP.

ROCKET

Oh, I'm not gonna like this.

QUILL

Nebula, keep firing at those fighters and try to clear a path. We're going straight in to that ship.

ROCKET

And do what, blow ourselves up and leave an unsightly scratch on the paint of its carbonadium reinforced outer hull so it becomes slightly harder to sell on the overcompensating-bad-guys second-hand marketplace?

QUILL

If they want this princess alive then these fighters can't just blow us up. They're gonna have to corral us. And I bet we're just a tiny bit more maneuverable. Let's make it look like we're giving them what they want and head straight at them. Once we get inside the flagship's guns we should be safe.

The Benatar takes a DIRECT HIT. The ship JOLTS.

ROCKET

You and I have very different meanings for the word "safe".

QUILL

Then we skim right around their hull and hop into the jump point on the other side.

ROCKET

Oh! So if the incoming armada doesn't cripple us and those cannons don't batter us and we don't smoosh ourselves against the giant ship eclipsing the sun, we're home free! That is a brilliant plan Quill. Bra. Vo.

QUILL

You got a better one?

ROCKET

Touché.

INT. BENATAR LOWER FLIGHT DECK - MOMENTS LATER

Gamora and Lilandra STRAP THEMSELVES IN as the ship BUFFETS. Gamora WRESTLES with her strap buckle, which doesn't want to connect. She angrily pushes the ends together until they click.

GAMORA

Ah! This ship is disgusting!

LILANDRA

I fear that your associate's ship will be unable to outrun our flagship.

GAMORA

We just need to get to a jump point. They'll never be able to locate us.

LILANDRA

Oh no! We mustn't!

GAMORA

What? Why?

LILANDRA

The teleportation network is ours!

GAMORA

What?

LILANDRA

The Shi'ar built the teleportation network! My sister has complete control of it!

Gamora stares mutely at Lilandra, as she absorbs this new information. She tries to unfasten her strap, but the buckle fails to release. Gamora makes a suffering expression. She draws a knife, SLICES her restraining straps, LEAPS UP and RUNS toward the stairs to the flight deck.

I/E. BENATAR FLIGHT DECK - OUTER SPACE - MOMENTS LATER

The ENORMOUS FLAGSHIP FILLS THE ENTIRE VIEW. The Benatar clears the curve of the flagship to reveal the FLICKERING FRAMEWORK of a JUMP POINT.

DRAX

Yes!

ROCKET

I can't believe that worked!

Quill makes a double thumbs up gesture.

QUILL

Who has two thumbs and also has two thumbs? Ehn? This guy!

NEBULA

These Shi'ar forces are incompetent. We should all be dead.

Gamora bursts up the stairs.

GAMORA

PETER QUILL!

QUILL

Not a good time! We're entering the jump point in 3...

GAMORA

We must not jump!

Quill looks at Gamora, confused. Lilandra arrives seconds behind Gamora.

LILANDRA

No, you mustn't!

The Benatar FLIES INTO THE JUMP POINT. There is a HORRIBLE WRENCHING EFFECT as if the ship was splitting into its component atoms, accompanied by the sounds of the ship POWERING DOWN. All systems shut down, including gravity. Gamora and Lиландра both rise from the floor and drift up toward the ceiling.

The space outside the viewport looks WEEEIRD, as does the interior. It's like we're stuck inside MULTI-COLORED JELLO. Everything is distorted and vividly colored. Bits of pineapple float by. Everyone but Lиландра SCREAMS.

EXT. SPACE - 4-SPACE

The Benatar TUMBLES through a space that is not space. There are no stars, only COLORED BLOBS that look like the universe has turned into a lava lamp.

The Shi'ar flagship MATERIALIZES here, followed by its armada of smaller ships, which all return to the larger ship.

I/E. BENATAR FLIGHT DECK - MOMENTS LATER

QUILL

What just happened? I feel like...

GAMORA

I was trying to warn you!

QUILL

What even is this?

LILANDRA

This is 4-space. We're stuck between jump points, inside the teleportation network. My people built the network. We control it. My sister controls it.

DRAX

This is most unpleasant.

QUILL

The Shi'ar built the jump network?
How did I not know that?

NEBULA

The Shi'ar have kept to themselves for many years. Thanos had to go looking for them when he began his campaign of genocide.

QUILL

Thanks for the psycho history lesson Mr. Peabody. So how do we get out of here?

A BRIGHT LIGHT FILLS the forward window. The ship ROCKS. Lilandra and Gamora drift toward bulkheads.

NEBULA

It feels like we are being tracted.

A PROJECTION APPEARS on the flight deck. It's a woman in WARRIOR GARB. She looks almost exactly like Lilandra, slightly older, slightly taller, and much more buff --

DEATHBIRD

Little ship. I am the Deathbird of Shi'ar. I don't think you meant to be in this fight, but you've fought well. I don't need to kill you. I just need the traitor. If you give her to me immediately you may leave with your lives and your ship intact.

DRAX

She looks just like Gamora's daughter.

GAMORA

Daughter! What?

Everyone stares at Drax.

DRAX

Is this girl who arrived with Gamora not her daughter?

GAMORA

No!

ROCKET

When would she even have time to have a daughter?

DRAX

In the five years that we were all gone.

ROCKET

You think that is a five-year-old?

DRAX

I have difficulty judging the ages of children.

GROOT

I am Groot.

ROCKET

We know how old you are, Groot.

GROOT

I am Groot.

ROCKET

Because we were there!

GAMORA

Crazy people! Stop speaking! This girl is not my daughter!

LILANDRA

I am Lilandra, the daughter of Majestrix Neramani, the leader of the Shi'ar Imperium. SHE is my twin sister Cal'syee Neramani.

DEATHBIRD

Lilandra, there you are. I missed you at mom's funeral. I wish you'd stayed. It would've spared a lot of suffering. I know you care about things like that.

LILANDRA

Cal'syee, please. Please don't do this.

DEATHBIRD

I wouldn't have to if you hadn't run off!

LILANDRA

I'm sorry! Momma told me...

DEATHBIRD

MOM! She was destroying the Imperium! Dragging us down into oblivion with her!

QUILL

Umm...this sounds like a very personal conversation. Should we be present for this?

DEATHBIRD

Lilandra, your new...friends don't seem to appreciate the situation they're in.

A shadow passes over the forward window.

EXT. SPACE - 4-SPACE

The Benatar floats inside a ray broadcast by the Shi'ar flagship. A smaller ship approaches the Benatar. It fires multiple grapples. We see CLOSE-UPS of each grapple grabbing onto the Benatar.

I/E. BENATAR FLIGHT DECK - MOMENTS LATER

We hear a series of CLUNK sounds, followed by the ship rocking. A panel LIGHTS UP on Quill's control board. On it appears --

GLADIATOR

Majestrix Lilandra!

QUILL

Hey, it's that big guy I shot on Xandar!

LILANDRA

It is the Gladiator! We were to meet on Xandar. When did you shoot him?

GLADIATOR

Your majesty. Forgive me for missing you on Xandar. I have linked with your ship to extract you from the Deathbird's beam. You may experience some turbulence and for that I apologize. Please hold on.

QUILL

Dude. I am so sorry I shot you. It was a tense moment for everyone. Really, the whole situation was totally unclear.

Gladiator grimaces.

QUILL (CONT'D)

Anyway.

The ship starts VIBRATING with a GRINDING NOISE.

The projected image of Deathbird turns away, partially outside the projection field, and speaks to someone out-of-frame.

DEATHBIRD

What? How? Then take them both! Or
destroy him!

The projection DISAPPEARS. The grinding noise intensifies, until the ship jolts free of the beam and starts moving away.

Lilandra and Gamora, both still floating, bounce off of bulkheads. Groot reaches out and GROWS TENDRILS that capture Gamora, creating a harness around her, while Lilandra continues to float freely.

EXT. SPACE - 4-SPACE

Gladiator's ship clutches the Benatar to its belly. Both ships maneuver out and away from the tractor beam.

I/E. GLADIATOR FLIGHT DECK - 4-SPACE - MOMENTS LATER

GLADIATOR

Lilandra, your ship is free of the beam. I have computed a course directly to Aerie. It will take many jumps. Your...

Gladiator spares a judgmental glance at the rest of the crew.

GLADIATOR (CONT'D)

...companions may experience some difficulty.

I/E. BENATAR FLIGHT DECK - MOMENTS LATER

QUILL

Did we just get insulted?

ROCKET

I think he's putting down our "mammalian bodies". What a snob!

NEBULA

Can we ignore our new ally's disdain long enough to focus on restoring our systems?

ROCKET

Yeah, I have some thoughts about that.

Rocket unstraps and floats free. He navigates deftly in zero-G and opens a panel in the ceiling.

Quill points out the forward window.

QUILL

Ohhh shit, what is that? Did they just fire at us? I think we got incoming, everybody grab something!

EXT. SPACE - 4-SPACE - MOMENTS LATER

Gladiator's ship still clutches the Guardian's ship, moving rapidly toward an EXIT POINT as the flagship shrinks into the distance. A volley of missiles CATCH and HIT his ship.

CLOSE-UP of the grapple joints holding the two ships together. One by one they shear, then separate.

The two ships SPIN OFF in different directions.

I/E. GLADIATOR FLIGHT DECK - MOMENTS LATER

Gladiator's flight deck fills with SMOKE and SPARKS.

GLADIATOR

Majestrix Lilandra!

I/E. BENATAR FLIGHT DECK - MOMENTS LATER

Lilandra bounces off the walls as the ship rocks. Rocket holds tight to the ceiling where he is still messing with an open panel.

ROCKET

Almost...

GLADIATOR

You must get to Aerie! I am transmitting coor...

ROCKET

Got it!

The ship's gravity activates.

Gamora FALLS onto Groot, cushioned by the harness he has grown around her.

Rocket and Lilandra FALL onto each other. Lilandra clutches Rocket, and Rocket BITES her. A BURST OF ENERGY EMANATES FROM LILANDRA, and ROCKET IS FLUNG ACROSS THE DECK where he SMASHES INTO A BULKHEAD.

QUILL

What did she do to Rocket?

EXT. SPACE - MOMENTS LATER

The Guardians ship hits an EXIT POINT.

Gladiator's ship hits a DIFFERENT EXIT POINT.

I/E. SHI'AR FLAGSHIP APOCALYPSE - OUTER SPACE

The circular bridge of the Shi'ar flagship operates with military precision. DEATHBIRD stands at the center of the bridge with ADMIRAL KALA. Lower officers sit at stations around the bridge perimeter. COMMANDER VIVALI circles the bridge, directing lower officers in their tasks.

ADMIRAL KALA

She is gone, Majestrix.

DEATHBIRD stands silently, her face filled with rage.

DEATHBIRD

General Kala. Please calculate that ship's most likely exit points from the network. Send delegates to every system within 3 parsecs of each exit.

Deathbird's rage boils over. She SMASHES HER FIST on the nearest panel and SCREAMS WITH RAGE.

DEATHBIRD (CONT'D)

And then shut down the entire teleportation network until she has been found!

ADMIRAL KALA

Majestrix, that will put us in violation of several treaties between us and the Kree. To say nothing of the Brood and the Badoon.

DEATHBIRD

Damn the Kree, damn the Brood, and damn the Badoon! I MUST HAVE Lilandra. I can't cement my position until I've attained the Phoenix Force. My mother's isolationism and inattentiveness have left the Imperium weak and disrespected.

(MORE)

DEATHBIRD (CONT'D)

Shi'ar will fall without the Phoenix Force. I can only fuse with it by convincing Lilandra to relinquish her tenuous claim. If we don't find her, the Imperium will plunge into darkness!

ADMIRAL KALA

I understand, Majestrix. I have dedicated my life to serving the Imperium. I do not wish to see it diminished any more than you.

DEATHBIRD

If we can't find her quickly then we may be forced to resort to more drastic measures. I don't want to make threats against the lesser worlds, Admiral, but I will not allow our Imperium to die like a whimpering thing.

ADMIRAL KALA

I will send ships to every system, Majestrix. We will find her because we must find her.

DEATHBIRD

Learn everything you can about the ship that took her! Who were those people? Find me a thread to follow! And if you happen to find that treacherous Gladiator...I'll take him too.

Admiral Kala bows.

ADMIRAL KALA

Majestrix.

EXT. SPACE - FLAME SPACE

The Guardians' ship exits the jump point into a raging inferno. We PULL BACK and BACK and BACK until we see that the Benatar is riding inside an enormously long solar flare. The flare extends from a nearby sun, like a long thin filament connecting the sun to the open jump point.

I/E. BENATAR FLIGHT DECK - MOMENTS LATER

The front viewport shows nothing but flame.

QUILL
How are we on fire for the second
time today?

Nebula jumps into Rocket's seat.

NEBULA
We appear to have exited 4-space
directly into a solar flare!

QUILL
We're burning up! Which way is out?

NEBULA
Trying to determine... there!

Quill PUSHES the flight stick hard. The ship is buffeted and the interior heats up.

GROOT
I am Groot?

QUILL
NO we are not going to melt!

QUILL (CONT'D)
(quietly)
Come on baby, don't melt.

Drax points at the viewport.

DRAX
I can see the stars!

NEBULA
I think we are coming out of it!

EXT. SPACE - MOMENTS LATER

The Benatar, GLOWING RED HOT, soars out of the solar flare, dragging twin streamers of fire behind its wingtips.

The Benatar flies over a dim sun that appears to be nearly extinguished. The flare the Benatar was caught in is one of many. Each flare feeds out to a different jump points, which form an irregular grid around the sun.

I/E. BENATAR FLIGHT DECK - OUTER SPACE

QUILL
What are we looking at here?

LILANDRA

We've exited 4-space at a feeder sun.

GAMORA

A feeder sun?

Rocket climbs up from the floor.

ROCKET

I do not like the sound of that.

NEBULA

Are you all right?

ROCKET

Yeah, yeah, just fine, apart from feeling a little singed. What did princess there hit me with?

NEBULA

It appeared to be some kind of psycho-kinetic attack.

LILANDRA

I am sorry. When you bit me...I...I wasn't...I didn't...I didn't mean to. I don't have control of it.

MANTIS

Control of what?

DRAX

What happened to the man who was helping us?

NEBULA

I don't think he made it out. Or not with us.

LILANDRA

He must have exited 4-space at a different point from us. He could have come out anywhere.

NEBULA

It looks like he tried to transmit a set of jump coordinates to us, but we only received a partial transmission.

QUILL

Can we figure out the full set of coordinates from what we got?

GAMORA

Enough! We all have questions! The highest priority right now is: can the Deathbird find us here?

LILANDRA

I don't think she can. 4-space is convoluted, not linear. It doesn't map to normal space one-to-one. And our exit was non-predictive.

GAMORA

Then we may have a little bit of breathing room.

Quill looks at Gamora, feeling insecure.

QUILL

Yes! And, speaking as the captain of this ship, I'm going to say that our next priority is doing a damage assessment.

QUILL (CONT'D)

Nebula, can you get started on a damage assessment?

ROCKET

We also need to figure out where the flark we are.

QUILL

Just what I was about to say! Rocket, how's about you figure out where we are?

ROCKET

Aye aye, CAPTAIN. Eesh.

Ayesha CLIMBS UP into the flight deck, screaming --

AYESHA

YOU MAD PEOPLE! MONSTERS! ARE YOU ALL INSANE?

Gamora drops into a FIGHTING STANCE and SLAMS Ayesha to the deck. Ayesha cries and screams.

QUILL

Easy, easy! She's mostly harmless.

Mantis CLIMBS UP into the flight deck. She PLACES HER HANDS on Ayesha.

MANTIS

SLEEP.

Ayesha quiets, and her head drops to the deck floor.

MANTIS (CONT'D)

I am sorry. She was disturbed by the combat. Is it over? Did we win?

QUILL

Win? No. Over? Looks like, for now. Drax, can you help Mantis get Ayesha below? Maybe strap her in this time?

Drax and Mantis carry Ayesha below deck.

GAMORA

Why do you have that mad woman aboard?

QUILL

Oh come on, you know... Well, I guess you don't! Another long story.

I/E. BENATAR FLIGHT DECK - OUTER SPACE

Rocket works at a nav display. The display shows the current system, called FEATHER'S EDGE. Rocket expands the view to show a second nearby system called TERMA. The display shows an orange line connecting the two systems. Rocket gawks at the new system. He SLAPS his forehead and drags his paw down his face.

ROCKET

Oh, flark me! No frickin' way!

Rocket widens the view further. And again. New systems roll onto the display. Rocket tries to drag the orange line out to another system. The line turns red and breaks. Rocket tries again. And again.

ROCKET (CONT'D)

FLARK me!

Rocket turns to face the crew. Quill looks at him anxiously.

ROCKET (CONT'D)

Looks like we landed in a system called Feather's Edge. The bad news is, there's nowhere to resupply in this system. It looks like there used to be people here. But --

Rocket POINTS out the front viewport where we can see the local sun being eaten by the jump network.

ROCKET (CONT'D)

The slightly less bad news is, if we're very lucky and no one else shoots at us, we should be able to reach this populated system, called TERMA.

GAMORA

And what happens if we are not lucky?

ROCKET

Then we all die in the void of deep space. Pretty much like any other day. Life in space! Am I right? Ehn? Ehn?

The crew looks generally unhappy.

QUILL

How are we for damage?

NEBULA

We sustained extensive blast damage when the Shi'ar fired upon us. Most of our external shielding melted when we passed through this star's corona. Currently, a small child with a slingshot could destroy us.

ROCKET

A lot of this we can deal with in transit. But until we reconstitute the shielding, we gotta move slow. Gonna take us a few days to reach Terma.

QUILL

(quietly)
Oh goodie.

GAMORA

Lilandra, what does this mean for you?

LILANDRA

I...I don't know. Without Gladiator, I still don't even know how to reach Aerie.

Nebula works her control panel.

NEBULA

Our rescuer sent a transmission before we were separated. It looks like we only received a fragmentary coordinate. I will determine if anything useful can be made of it.

Quill turns to Gamora.

QUILL

Speaking of which, maybe now's a good time to tell us what you've dragged us into. On the one hand, I am super-stoked to see you. On the other hand: Shi'ar fleet? 4-space? Feeder suns? Psycho-kitty princess?

NEBULA

Psycho-kinetic.

QUILL

What?

NEBULA

Psycho-kinetic. Is what I believe you meant to say. Not "psycho-kitty".

Quill points at Nebula.

GAMORA

We did not ask for your help! Once we reach Terma you are free to leave us! We will find our own way to Aerie!

QUILL

No, no! I'm sorry, I want you to stay! Let's start again, with... Lilandra, was it?

LILANDRA

I appreciate your help, Mister Quill. I am sorry for the difficulty I have brought upon you. My mother is... was the Majestrix of the Shi'ar Imperium. I was her appointed successor. Only...I disappeared, with everyone else. My mother fell ill, and my sister began to gradually take control.

GROOT

I am Groot.

ROCKET

Yeah. More family drama.

QUILL

No, this is good! Family drama I can understand.

LILANDRA

I was returned, but then my mother... My mother died. Before she did, she infused me with the Phoenix Force.

QUILL

Excuse my ignorance your highness, but what is a Phoenix Force?

LILANDRA

It is a fundamental force of the universe. And also a living being, of sorts. Long ago my ancestors...made a bargain with it. It passes down our line, being reborn with every generation. Our mastery of the Phoenix Force gave us the strength to forge the Imperium.

QUILL

That's what you used to blast Rocket?

LILANDRA

That was the very smallest part of the power.

GAMORA

How big does it get?

Lilandra POINTS at the forward window. Everyone turns to look at the sun streaming away into jump points.

QUILL

Well that sucks.

LILANDRA

The Phoenix Force is the engine of the sun. We use it to make a sun like this one go nova. And then we syphon off the resulting energies to energize the teleportation network.

Rocket looks shocked.

ROCKET

But there were people here.

Lilandra nods sadly.

LILANDRA

We never harvest suns with inhabited worlds. I believe that my sister is responsible for this. And this is why I must reach Aerie. Only there can I complete my fusion and prevent Cal'syee from capturing the Phoenix Force for herself.

Lilandra goes silent. The Guardians are silent as well, as they digest the enormity of this new threat.

GROOT

I am Groot.

ROCKET

That's right! We're saving the galaxy again? How does that even happen? Who gets themselves into a situation like this even once, let alone four times? It doesn't seem fair that we should have all the fun. Maybe we should save some galaxy saving for the next set of morons?

QUILL

I guess you put out a shingle calling yourselves "Guardians of the Galaxy", that's just gonna happen in your line of work.

Lilandra looks confused by this turn in the conversation. Gamora looks angry.

ROCKET

You know something? I blame Ronan. Sure, he gave us the name sarcastically, but did we have to embrace it so enthusiastically? I didn't need it embroidered on my undergarments, if you know what I'm saying.

NEBULA

Do you even wear undergarments?

ROCKET

Well, maybe not right now, but in general. Sometimes a little furry guy chafes.

GAMORA

IDIOTS! Stop your inane chattering!

ROCKET

Hey, lady! I'm just as angry and frightened as you, but inane chatter is how I express myself best!

Gamora turns to Nebula.

GAMORA

You once told me that my future self had joined these crazy people. I will never join them.

Nebula hangs her head.

QUILL

Gamora, I...

ROCKET

Whew! That's a load off.

GAMORA

And you! Creature! Get this ship...

Rocket CLIMBS UP his seat back, as if he's prepared to leap on Gamora. Quill quickly STEPS BETWEEN THEM.

QUILL

Oh, do not even!

Quill spreads his hands out to hold Gamora and Rocket at arms length.

QUILL (CONT'D)

Rocket. As the captain of the ship, I will handle this. I will handle this, okay? Just get us on course to Terma.

Rocket RAISES HIS LIP and SNARLS just a bit. He turns and slides back down into his seat. He BOUNCES on it in an exaggerated way, ostentatiously adjusting his position, and grumbles --

ROCKET

Call me creature on my own ship.

Quill clears his throat.

QUILL
Gamora and Princess Lilandra, would
you join me below?

As Quill, Gamora and Lilandra MOVE DOWN the stairs, Nebula
MOVES to the empty pilot seat beside Rocket.

I/E. BENATAR LIVING AREA - MOMENTS LATER

Quill leads Gamora and Lilandra into the living area.

LILANDRA
Princess is not an accurate title.
Technically I am the Incoronatus
Majestrix.

Quill PRESSES PLAY on the cassette player, and "CRUEL TO BE
KIND" by NICK LOWE plays. He SWEEPS STRAY CLOTHING off of
various surfaces, then turns to face Gamora.

QUILL
That's great. So, look. Rocket is a
valuable member of this crew. Not
just crew. He's a member of the
family. And he helped bring back
everyone that Thanos killed! You
never heard this from me, but he
deserves at least a little respect.
That means we don't call him
creature, or rodent, or vermin, or,
or... trash panda.

Gamora's anger turns to confusion.

QUILL (CONT'D)
Or anything like that. Clear?

GAMORA
I suppose.

QUILL
Not exactly a ringing endorsement,
but I guess it's a start.

LILANDRA
Cruel to be kind?

QUILL
What?

LILANDRA
This music we are hearing?

QUILL

Oh yeah! "Cruel to be Kind" by Nick Lowe, 1979. It's from Earth. Terra. My home world. I left there when I was a kid, and music has always been my connection to...the people I lost along the way. I got this song from... well, he was my dad, sort of.

Lilandra nods.

LILANDRA

And did your father behave cruelly to be kind?

QUILL

I guess. More on the cruel side than the kind side.

Gamora looks impatient, until she sees Lilandra getting weepy.

LILANDRA

My mother often shared music with me and my sister. I miss her. Both of them.

Lilandra wipes away a tear. Quill nods sympathetically.

LILANDRA (CONT'D)

We also have deep musical traditions on Chandrilar, my home world.

QUILL

Wait, I thought Aerie was your home world?

LILANDRA

Chandrilar is the world where my ancestors established the center of the Imperium after they hid Aerie. I grew up there.

DRAX

Quill, why do we only ever listen to your music?

Quill, Gamora and Lilandra are startled to see Drax directly behind them. Quill turns a cry of surprise into a forced laugh --

QUILL
Ahhhh hah hah Drax!

DRAX
My people also have a rich culture
of song.

QUILL
Oh, uh, really?

DRAX
Yes! Would you like to hear some?

QUILL
Maybe some other time?

Drax TAKES A BREATH and begins making a deep tone in his throat, like a Tuvan throat singer. It is utterly unmelodic.

Quill and Gamora both make sour faces. Lilandra listens raptly.

GAMORA
That is terrible!

QUILL
Oh god, Drax, stop!

LILANDRA
No, wait! Keep going.

Lilandra MOVES CLOSER to Drax. She hums with him to get his pitch. Her crest rises. She starts singing in an unknown language. She sings along with Drax while harmonizing with "CRUEL TO BE KIND" in a way that is quietly beautiful.

In the background, Mantis and Ayesha enter the living area.

Lilandra and Drax sing together for a few moments. Lilandra smiles.

MANTIS
That was beautiful! Drax, I did not
know you could sing.

DRAX
My daughter Kamaria used to make me
sing with her. I do not know how
she learned because her mother did
not have a musical bone.

Quill frowns at Drax's turn of phrase.

LILANDRA

My people come from birds, so song is deeply ingrained in our culture, even in our biology.

DRAX

My people come from reptiles. That is why our reticular activating system is so sensitive to motion and why we blend invisibly into any background.

Quill's frown deepens and turns to an expression of extreme doubt.

QUILL

I do not even know what you are talking about.

DRAX

Quill, where do your people come from?

QUILL

This whole conversation is making me very uncomfortable.

Rocket CLIMBS DOWN, followed by Nebula and Groot.

ROCKET

We're on a course for Terma, in case anyone still cares. You know, Quill, when I was working with the Avengers to save all your asses by traveling through time, and we were all changing into our fancy time travel suits - and this might just be locker room talk - but I think someone said Terrans came from...monkeys?

Drax points at Quill.

DRAX

You come from a monkey!
HAHAHAHAHAHA!!!

QUILL

Oh man, this is so lame. But you know I'm only HALF monkey right? And half PLANET! So... BOOYAH!

DRAX

And Mantis, did your people come from a bug?

MANTIS

I was taken from my people by Ego when I was very small so I do not know much about my people. But I think we came from a kind of axolotl.

Everyone stares blankly at Mantis.

MANTIS (CONT'D)

It's very interesting that we all came to the same general shape. Two arms, two legs, a head.

DRAX

And a penis.

QUILL

What is it with you and penises! You know not everyone has a penis!

DRAX

Who doesn't have a penis?

QUILL

DO I REALLY HAVE TO EXPLAIN THIS?

LILANDRA

According to the finest tutors in the Shi'ar Imperium, bipedal evolution is no coincidence. They say we were all designed by a common progenitor. One who will return one day.

Ayesha speaks up for the first time, startling Quill.

AYESHA

We Sovereign have no progenitors. We control the DNA of our progeny. We designed our own bodies. And our musicians are the finest in the galaxy.

MANTIS

Even the Sovereign must have begun somewhere.

QUILL

Seems like what we on Terra call a chicken and egg problem. If the Sovereign designed themselves, how were there any Sovereign around to design the Sovereign? And now I just sound like I'm talking about Smurfs.

AYESHA

These... "Smurfs" of yours cannot possibly compare to the genealogy of a Sovereign citizen!

Nebula approaches Gamora, who turns away.

Rocket MOVES CLOSER to Lilandra, with Groot in tow. She turns to face him.

ROCKET

Hey your highness. I'm sorry I bit you before. I got issues about touching. I never did bite nobody before. Not on accident, anyway. That was very embarrassing. Now I feel like an animal.

GROOT

I am Groot.

Rocket nods sadly, in agreement with Groot.

LILANDRA

And I am sorry I "psycho-kittied" you, Mister Rocket.

ROCKET

About that. How does it feel to be a living weapon?

LILANDRA

A weapon? The Phoenix Force is a fundamental constant of the universe. It can destroy, yes.

Lilandra looks about the messy cabin. She picks up a yaro root, and holds it in her right hand. She focuses on it, and it burns away in a red flash.

NEBULA

My lunch!

LILANDRA

But it can also create. Now...

Lilandra RAISES HER LEFT HAND TOWARD GROOT, palm out. A warming golden glow emanates from it. Groot is bathed in the glow. In response, Groot begins to SPROUT BRIGHT GREEN TENDRILS of new growth. He GROWS TALLER.

ROCKET

Whoa! Stop that! What are you doing to him?

Groot speaks in broken tones, his voice dropping as he says --

GROOT

I am Groot!

Groot's voice cracks, rising in pitch again --

GROOT (CONT'D)

I am Groot?

LILANDRA

Your compatriot is a plant boy, is he not? I merely gave him some concentrated growth light.

ROCKET

Well turn him back! Groot's still a kid! It's not natural!

Lilandra looks surprised and embarrassed.

LILANDRA

Oh! Oh, well, I, um, I can't. I can't ungrow him.

Groot spins in place, trying to inspect his new growth.

GROOT

I am Groot!

ROCKET

Well I don't like it!

GROOT

I am Groot!

ROCKET

All right! Okay! Groot says he's happy with it. But no more of that stuff!

Rocket examines Groot more closely.

ROCKET (CONT'D)

Oh man. Are you oozing sap?

Groot RAISES A HAND. Beads of golden resin cover him. Groot flexes his fingers, drawing a sticky web of threads. Nebula, Gamora and Ayesha all make faces of disgust.

QUILL

Oh, that is gross.

Drax LAUGHS.

DRAX

This reminds me of a joke my daughter Kamaria liked to tell. What is brown and sticky?

Drax looks around the room. Rocket shrugs. Mantis looks eager.

MANTIS

Oooh. What is brown and sticky?

DRAX

A STICK!

Drax and Mantis both LAUGH insanely as the other Guardians stare at them.

I/E. BENATAR LIVING AREA - NIGHT

We PAN ACROSS the Benatar's dimly lit living area. The ship is cramped with nine people aboard. Drax snores loudly on a couch. Groot has grown a HAMMOCK CANOPY in which Lilandra swings gently.

QUILL sits in a lighted area, quietly listening to music. "APEMAN" by "THE KINKS" PLAYS HERE.

GAMORA sits down with him.

QUILL

Look, I get it. Her mom died. She was taken from her home. No one is more sympathetic than me. But the difference between me and her is that this kid can destroy the universe. Starting with my ship!

GAMORA

I did not ask for your help. It was only chance that brought us together. As I said, you can leave us on Terma. I will be only too happy to leave your band of traveling malcontents and secure new...

Gamora looks around the ship.

GAMORA (CONT'D)
...and cleaner transportation.

QUILL
No, no, I really want to help!
And...I want you here. I just want
to be a little cautious about the
kid. Do you really have any idea
what she is capable of? What if she
can't control this power?

GAMORA
Then that is a risk I will have to
take.

QUILL
It's a risk we're all taking, is
what I'm saying.

Gamora nods. Quill leans in closer.

QUILL (CONT'D)
And you know, I have often found
danger to be quite the
aphrodisiac...

Quill puts a hand on Gamora's leg. Gamora GRABS Quill's hand,
bends it back at the wrist, and rises. Quill cries out in
pain.

GAMORA
You sicken me, Peter Quill! You are
a selfish, dishonorable rogue
trying to take advantage of a
terrible situation to pursue your
grotesque, infantile obsession with
me!

Gamora releases Quill's hand and LEAVES as Quill watches,
cradling his hand.

QUILL
Yaaaay. Good job, Pete.

EXT. BENATAR - OUTER SPACE

ROCKET and NEBULA walk the exterior hull of the ship, wrapped
in the SHIMMERY SHEATH of thin force-field suits. They are
SOLDERING the ship.

The Kinks sing "I don't wanna die in a nuclear war, I wanna sail away to a distant shore" as SOURCE BECOMES SCORE and we TILT UP to watch the ship FLY AWAY INTO DEEP SPACE.

I/E. SHI'AR FLAGSHIP APOCALYPSE - 4-SPACE

The bridge of the Apocalypse reflects the shifting colors of 4-space outside the viewports. Commander Vivali leads the bridge staff in plotting courses across numerous screens around the perimeter of the bridge. Admiral Kala stands at the center, overseeing activities.

The BRIDGE DOORS SWING OPEN and DEATHBIRD MARCHES IN.

DEATHBIRD
Admiral! Report!

Admiral Kala bows.

ADMIRAL KALA
Majestrix. We have shut down the teleportation network as you demanded. We have dispatched delegates to over 90 systems. So far we have found no sign of Lilandra, nor of the Gladiator.

Deathbird reddens and visibly swells with anger.

ADMIRAL KALA (CONT'D)
I have moved the Imperial Guard to Aerie in case Lilandra or Gladiator should manage to reach it. I have also called upon the Fifth Fleet to help us widen the search.

DEATHBIRD
Use whatever resources you need!

ADMIRAL KALA
Permission to speak, Majestrix?

DEATHBIRD
Kala.

ADMIRAL KALA
I fear that many races will take this as a sign of provocation. I would only remind you of the growing hostilities with the Badoon Brotherhood. The sudden spike in their warrior population has made them recklessly aggressive.

(MORE)

ADMIRAL KALA (CONT'D)

We must maintain our borders
against their incursions.

DEATHBIRD

Of course, Kala. Don't remind me of
the damned Badoon!

ADMIRAL KALA

We have learned some morsels about
the ship that picked up Lilandra on
Xandar.

Kala consults a data pad.

ADMIRAL KALA (CONT'D)

Ship was the, ah, "Benatar".
Apparently registered to a group of
Ravagers calling themselves the
"Guard Dogs of the Galaxy".

Deathbird's angry expression is blunted by confusion.

DEATHBIRD

Excuse me?

ADMIRAL KALA

According to an old Kree datasource
we acquired, they were said to
travel with a member of Thanos'
inner circle. An adopted daughter.

DEATHBIRD

Thanos! The lunatic who destroyed
half a billion Shi'ar? I will never
forgive my mother for baring our
throat to that boot. I want her
too, so I can show the galaxy what
happens to the families of those
who war against the Shi'ar!

ADMIRAL KALA

Of course, Majestrix. And...the
fallback measure we discussed. Have
you reconsidered?

DEATHBIRD

No! I'll give your forces another
cycle to locate Lilandra. If they
can't, then it will be time to
intensify our search.

ADMIRAL KALA

I must advise against it,
Majestrix.

(MORE)

ADMIRAL KALA (CONT'D)

The other races have reacted aggressively to the closure of the network. I believe they will see your proposed escalation as an act of war. We may find ourselves in conflict on several fronts. Until you acquire mastery of the Phoenix Force, we will be without our greatest offensive asset.

DEATHBIRD

Other races! They've used our teleportation network freely for so long that they've forgotten who we are! We built the roads through this galaxy and we still control them! Let's remind them all what that means! We are the Shi'ar Imperium, and we will not take shit from anyone!

EXT. TERMA - OUTER SPACE

The Benatar arrives at a muddy brown planet with three lumpy moons orbiting it.

SUPER: TERMA
M25 2018125541+32594X0

I/E. BENATAR FLIGHT DECK/DIRECTLY ABOVE TERMA - DAY

"SHAMBALA" by THREE DOG NIGHTS PLAYS AS THE BENATAR SOARS OVER THE MUDDY, ROCKY SURFACE OF TERMA.

ROCKET and NEBULA are in the pilot seats. Quill and Gamora stand behind them.

The Benatar approaches an urban pocket and slows.

ROCKET

I found us a nice looking scrapper yard to land in.

Rocket LANDS THE SHIP in a scrap yard filled with the remains of many ships of differing shapes and sizes.

GAMORA

Well, at least no one will spot this ship hiding among all the other junk.

QUILL

Hey!

A light pings on Rocket's control panel.

ROCKET

That was fast. Somebody's paying attention.

Rocket swipes the panel. The view screen come alive with the silent image of an old male Centauri. He looks angry.

ROCKET (CONT'D)

Centauri! Don't see a lot of them around anymore.

Rocket connects the audio.

CENTAURI MAN

What're you doing landing in my salvage yard? This here is private property!

ROCKET

Easy there sir! We just need to make some repairs and peruse your fine collection of, uh, salvage for some spare parts. We'll certainly reimburse you for the trouble.

CENTAURI MAN

Sounds like maybe we can do some business then. Come on down to my office before you start picking.

ROCKET

I would like that very much sir. I'll send over my...

Rocket glances at Quill and snickers.

ROCKET (CONT'D)

...my representative.

CENTAURI MAN

What's so damned funny, boy? You best not be messing with me. Just because I run a salvage yard, don't think I can't handle some trouble makers.

ROCKET

Excuse me sir, I'm very sorry. My representative will be right over.

The screen cuts out. Rocket laughs and slaps his knee. Quill looks irritated.

QUILL

Fine. I'll take care of the old coot. Gamora, you want to come along, see if you can find a cleaner ship?

GAMORA

I will come along, to ensure that you do not get us into more trouble.

QUILL

Fair enough. Meet you down below in a minute.

Quill points his head toward the stairs. Gamora frowns, MOVES DOWN below. Quill pulls a small partially wrapped package from a pocket.

QUILL (CONT'D)

Rocket, you got any tape?

ROCKET

No I don't got any tape. What kind of a stupid question is that?

Quill ROLLS HIS EYES.

I/E. BENATAR LIVING QUARTERS - DAY

The Guardians stand assembled in the living quarters. Gamora enters, followed by Quill, Rocket and Nebula.

ROCKET

Ok boys and girls, here's what we need.

Rocket picks up a piece of gear about the size of a human head.

ROCKET (CONT'D)

This is our inertial dampener. It's the thing that keeps us from going "splat" when we accelerate. Like when we're running away from people shooting at us. Which happens quite a bit.

Heads nod among the group.

ROCKET (CONT'D)

The core cracked and all the gravitonium must have oozed out.

(MORE)

ROCKET (CONT'D)

Unfortunately, that's one of the few things on the ship I can't fix with fur and spit. If we don't get a new one, or at least a marginally better one, we're not getting off this mudball. Unless you don't mind getting smeared across the bulkheads the next time we take a sharp left turn.

QUILL

Gamora and me are gonna go talk to the proprietor of this scrap yard.

NEBULA

And we still have repairs to make here.

ROCKET

So we're gonna need some volunteers to go hunt for a replacement. Any ship in this yard would have had one, but there's no telling what's been scavenged.

LILANDRA

I will go.

QUILL

Maybe that's not such a good idea.

Lilandra looks annoyed.

LILANDRA

I'm not completely helpless. I know a few things about flight mechanics.

QUILL

That's not what I'm saying. I just think maybe the target of a galaxy-wide manhunt - excuse me, womanhunt - ought not to be showing her face around here.

LILANDRA

I can hide my face.

QUILL

Still not a good idea.

LILANDRA

I am the daughter of the Majestrix!
I will not allow you to curtail my
movement!

QUILL

Here we go. Princess getting all
hoity toity.

LILANDRA

I am not being... hoity toity!

DRAX

What is hoity toity?

Rocket raises a paw with the fingers pinched together, points his nose to the ceiling, and sniffs. Drax smiles and nods as if this makes perfect sense to him.

DRAX (CONT'D)

I will go with the hoity toity
princess and ensure that no women
hunt her.

MANTIS

And I!

QUILL

Fine! Whatever! Just keep a low
profile. And stay in contact!

EXT. SCRAPYARD - MORNING

QUILL and GAMORA pick their way through towers of salvaged ship parts.

GAMORA

I was wrong. Your ship is a golden
comet compared to these piles of
rust. Let's find this Centaurian
before the same fate befalls us.

QUILL

Hey, hold up.

GAMORA

What is it?

QUILL

I have a little something for you.

Quill pulls the badly wrapped package from his pocket and hands it to Gamora.

GAMORA

What is it?

QUILL

It's a gift. Open it!

GAMORA

Why would you wrap a thing just to have me unwrap it?

QUILL

Because it makes it special?

GAMORA

Is the gift itself not special? If you wrapped trash would that be special? You're not giving me trash, are you?

QUILL

Yes! No! I mean YES the gift is special, and NO it's not trash. The wrapping makes it MORE special. A surprise. A mystery! It builds anticipation so when you open it, you're more excited to know what's inside.

GAMORA

When I was ten, Thanos gave me a surprise.

QUILL

Okay...

GAMORA

He blindfolded me. And then led me into a room. Where I was beaten by his combat masters for being stupid enough to allow myself to be blindfolded.

QUILL

Ahh haaaah...

GAMORA

And that is how I learned never to allow myself to be blindfolded. And why I do not like surprises.

QUILL

Okay, okay, that makes sense. This is good!

(MORE)

QUILL (CONT'D)

Well, the story wasn't good, but now we're communicating, right? Sharing experiences of our childhood?

Quill makes a hands back-and-forth gesture between himself and Gamora to indicate sharing. Gamora stares at him blankly.

QUILL (CONT'D)

Anyway, I can see why you might not like surprises, so here, just let me open that for you.

Quill unwraps the gift. Inside is a home made electronic device. Scrawled on it are the words "SUPER GAMORA MIX".

QUILL (CONT'D)

Nothing blew up. That's good, right?

GAMORA

What is it? Is it a field modulator?

QUILL

No, it's not a field modulator! Why would you even... Sorry, what this is, is a music player. I cloned some of my favorite songs onto it. For you.

Quill extends the device. Gamora fails to reach for it, so he lifts her hand and places the player in it. She looks displeased but allows it. Quill PRESSES A BUTTON and "CAN'T GET ENOUGH OF YOUR LOVE, BABY" by BARRY WHITE PLAYS.

They listen together. Quill still has Gamora's hand. Quill starts talking in a nervous rush.

QUILL (CONT'D)

I know you don't know me, but I know you. Well, future you. Past future you. God time travel is so confusing! And I feel like I lost you three times. First, when you made me shoot you. Then again when Thanos said he killed you. But then you miraculously showed up alive! But right away disappeared again! And I had to hear from Nebula that Thanos really DID kill you and that you weren't you.

GAMORA

Stop! Stop talking! Go back. I made you shoot me? Why would I do such a thing?

QUILL

To stop Thanos from getting your deep dark secret out of you.

GAMORA

And did you shoot me?

QUILL

Yes! Well, I tried to, but I couldn't, because Thanos turned my shot into soap bubbles. Which, now I think about it, is a pretty weird thing for a whack-job intergalactic tyrant to do.

GAMORA

Did you know what the secret was that I was protecting?

QUILL

Not at the time because you were afraid that if I knew, Thanos could get it out of me, too. I know now because Nebula told me about Vormir and the soul stone and Thanos trading your life for it, but it was a little late to do anything about it.

GAMORA

Hmm.

Gamora looks down and sees that Quill is still holding her hand.

GAMORA (CONT'D)

Peter Quill.

QUILL

Yes.

GAMORA

I know that you and...this other version of me had... some thing.

QUILL

Yes.

Gamora tears her hand away from Quill and stuffs the device in a pocket of her coat, where it is silenced.

GAMORA

And I do not care! I am not her! I will not magically become her because you ply me with gifts! And we face bigger issues than your libido!

Gamora stomps away. Quill yells to her retreating back --

QUILL

Nothing's bigger than my libido!
And I can see how you would find a field modulator very useful! I'LL TRY TO KEEP THAT IN MIND THE NEXT TIME I GO SHOPPING FOR YOU!

EXT. SCRAPYARD - MORNING

Lilandra, Drax and Mantis TRUDGE UPHILL past piles of scrap toward the top of a low rise.

LILANDRA

I still can't believe my sister could change so much in the years that I was gone. We were so close, growing up.

DRAX

Why does your sister call herself the Deathbird?

LILANDRA

The Bird of Death is a mythological figure from ancient Shi'ar history. She's a sort of avenging angel. I don't understand why Cal'syee took that name, anymore than I know why she wants to kill me.

MANTIS

I am sorry that your sister wants to kill you. I never had a sister. I was raised by a planet. The Guardians saved me from him, and now they are my family.

LILANDRA

Really? So tell me then... why do you guard the galaxy?

MANTIS

Oh! No one has ever asked me that before.

DRAX

Love. We do it for love.

Lilandra looks at Drax with mild surprise.

They reach the top of a low rise. We PEDESTAL UP and TILT DOWN to see the VISTA OF BROKEN SHIPS spread out before them. Lilandra POINTS down the far side of the hill.

LILANDRA

I see a Shi'ar scout ship! I know that model!

EXT. SCRAPYARD OFFICE - MORNING

GAMORA and QUILL approach a rough shack, set back among the piles of scrap.

CENTAURI MAN

Took your time, dumbass!

Quill startles. For a split second, the man is Yondu. Quill does a double take. It is clearly not Yondu. The Centauri Man's left sleeve hangs limp.

QUILL

Good morning! It's a nice selection of salvage materials you have here.

CENTAURI MAN

You talk real pretty, don't you?
"Salvage materials." It's scrap!
But it's my scrap! Now why don't
you tell me what kind of scrap
you're looking for?

Gamora steps forward. Quill tries to push her back.

QUILL

We're just looking for a few pieces
of ablation armor to patch some
holes in our hull.

CENTAURI MAN

Ablation armor, huh? Yeah all
right. Pull as much as you need and
bring it up to my weigh station.

QUILL

We're in kind of a hurry. How about a flat rate. 40,000 units.

CENTAURI MAN

You in a hurry? Well that comes with a premium rush charge. 80,000 units then.

Gamora looks agitated by the negotiations.

QUILL

Look man, you got me over a barrel. 50,000 units.

CENTAURI MAN

I seen your ship. I can guess its armor capacity. 75,000 units.

QUILL

60,000 units, and that's as high as I can go.

CENTAURI MAN

I guess you don't value your time as much as you say then. 70,000 units.

Gamora reaches the end of her patience and pulls her sword.

GAMORA

Do you value your other arm?

A robotic gun arm whips into place over the Centauri Man's left shoulder with an electronic whine.

CENTAURI MAN

Come to my yard and threaten me?

QUILL

Whoa, now!

Quill steps between Gamora and the Centauri Man.

QUILL (CONT'D)

Easy, we're all friends here, just conducting a little business. No need for swords...

He puts a fingertip on Gamora's sword, nudging it down.

QUILL (CONT'D)
 ...or guns, thank you sir. I'm
 sorry for the trouble, and I will
 offer you 100,000 units if we can
 be on about our business.

The Centauri Man retracts his gun arm. Quill turns to Gamora.

QUILL (CONT'D)
 Wow, I forgot how stabby you were
 when we first met.

I/E. SHI'AR SHIP IN SCRAPYARD - MOMENTS LATER

Lilandra CLIMBS INTO the CLUTTERED INTERIOR of a Shi'ar scout ship. Drax and Mantis lean in. We PUSH IN through them to follow Lilandra inside.

The scout craft is a single person ship. The tiny cabin is disorderly and covered in thick dust. Lilandra looks in all directions, getting her bearings. She crawls to the rear of the cabin. She BANGS ON A PANEL.

MANTIS
 Are you all right?

LILANDRA
 Yes! It's just this panel's stuck!

Lilandra KICKS THE PANEL. It bangs open, throwing up a cloud of dust. Lilandra CLIMBS IN head first. Her upper half disappears inside the panel. We hear assorted banging and clanging. Lilandra's body JERKS as if she's pulling something. The something comes free, and Lilandra FALLS BACKWARDS. She RAISES a head-sized component.

LILANDRA (CONT'D)
 Here, I've got it!

Lilandra CARRIES THE HEAVY COMPONENT TO THE DOOR and ROLLS IT OUT. Her attention turns to something else inside the ship.

LILANDRA (CONT'D)
 I'll be out in a minute!

Lilandra turns to the craft's pilot seat. On the pilot's console is a SMALL LEATHER POUCH. Lilandra takes and OPENS THE POUCH to find a CARVEN FIFE. Lilandra PLAYS A SHORT TUNE. It is the song she sang to her mother. Lilandra's eyes moisten.

MANTIS
 Is that music?

LILANDRA
Yes! I found...

Lilandra is distracted by a blinking light on the pilot's console.

LILANDRA (CONT'D)
Oh! There are still active systems.

Lilandra toggles a switch on the panel. A view screen comes to life.

EXT. SCRAPYARD OFFICE - MOMENTS LATER

Quill hands a small pouch to the Centauri Man.

QUILL
Now sir, if you'll just accept that
with my...oops!

Quill snatches the pouch away. He returns it to a jacket pocket, and extracts an identical pouch.

QUILL (CONT'D)
Sorry! Force of habit.

Quill hands over the pouch. Centauri Man opens it and appears to be satisfied. A shadow falls over the scene. The Centauri looks up and his face turns to fear.

I/E. SHI'AR SHIP IN SCRAPYARD - MOMENTS LATER

Lilandra is illuminated by the active viewscreen. The screen shows a picture of herself. An inset shows the face of Admiral Kala. Lilandra is startled.

LILANDRA
Oh!

ADMIRAL KALA (ON SCREEN)
...to all citizens of the galaxy.
The Shi'ar Imperium seeks the
dangerous traitor Lilandra
Neramani, the K'ythri extremist
responsible for shutting down the
Universal Neural Teleportation
Network.

LILANDRA
What? But that's not...

ADMIRAL KALA (ON SCREEN)
 The terrorist Lilandra is desperate to destabilize the Shi'ar Imperium after a failed coup attempt. She has developed a method of harnessing the Teleportation Network as a weapon of mass destruction, and she has now begun an assault against numerous solar systems. All, apparently, in an effort to undermine our Majestrix.

LILANDRA
 No no no!

ADMIRAL KALA (ON SCREEN)
 If you see this woman, please notify us at once so that we may bring Shi'ar justice to bear and restore normal operations to the Teleportation Network.

ADMIRAL KALA (ON SCREEN) (CONT'D)
 And now, a brief personal message from our Majestrix Cal'syee Neramani, who cares deeply about your continued well-being.

A brief bit of MUSICAL FANFARE PLAYS accompanied by the Shi'ar imperial crest. Deathbird appears, dressed in FULL ARMOR and BEAK-LIKE HELMET which hides her upper face.

DEATHBIRD (ON SCREEN)
 Lilandra. I hope you see the folly of your actions. I beg of you: end these violations and turn yourself over to me before you cause incalculable damage to untold civilizations. How can you stand to hurt so many people? I know you will do the right thing.

The image fades, and is replaced by Admiral Kala.

ADMIRAL KALA (ON SCREEN)
 Message repeats. This message is being broadcast to all citizens of the galaxy.

We hear SHOUTING. Lilandra RISES and RUNS to the door.

LILANDRA
 Mantis! Drax!

EXT. SCRAPYARD OFFICE - MOMENTS LATER

Quill and Gamora LOOK BEHIND and UP. We TILT UP with them to see TERMA'S SUN DARKENING as FILAMENTS SPIN AWAY. The Centauri Man FLEES.

QUILL

Can I just have one little "I told you so" moment?

GAMORA

We need to find Lilandra, right now!

XANDAR - I/E. STARBLASTER/CITY - DAY

RHOMANN DEY's eyes tear as he hugs his daughter. Together they watch Xandar's sun dim.

ZEN-WHOBERI EXT. - DAY

ZAHIRA and the METAHMA STAND among a crowd of Zehoberei, who all kneel before the dimming sun, while OVERSEERS flee behind them.

EARTH EXT. - DAY

OLD GRANDPA QUILL and HIS DAUGHTER, PETER'S AUNT sit at a picnic table in a wooded clearing, surrounded by rambunctious grandchildren. A shadow passes and a wind rises. The children stop and point at the sky. Grandpa LOOKS UP IN DESPAIR.

MOORD EXT. - DAY

The BADOON BIRTHING PITS writhe with tiny reptoids sunbathing on rocks. The Badoon HATCHLINGS cry out as the sun dims. Several ADULT SUPERVISORS point at the sky in fear.

KREE HOMEWORLD EXT. - TRAINING ARENA - DAY

KREE FIGHTERS engage in fierce battle. They stop as one to gape at the filaments extending from their dimming sun. They drop their weapons to the ground.

BROODWORLD EXT. - DUSK

The ETERNAL DUSK OF BROODWORLD turns to night as its tiny sun grows even dimmer. Millions of Brood fill the landscape, buzzing in fearful anger.

I/E. SCRAPYARD/THE BENATAR - DAY

THE GUARDIANS CONVERGE FROM SEVERAL DIRECTIONS ON THE BENATAR'S BOARDING RAMP. Rocket, Nebula and Groot CLIMB DOWN the ramp.

QUILL

Did you all see what is going on up there? I assume this means the crazy bird lady found us!

LILANDRA

No, I think she's indiscriminately attacking every system in the vicinity!

NEBULA

And she is somehow broadcasting her lies directly through the Network. Every system in the galaxy will be hunting us.

LILANDRA

This is horrible! I don't understand how she could do this! Billions of people could be at risk!

GROOT

I am Groot.

QUILL

Yeah. Trillions.

ROCKET

Please tell me we have at least one piece of good news!

DRAX

We have this!

Drax hefts the heavy inertial dampener unit. Rocket runs to him and inspects it, moving his paws over it.

ROCKET

That looks like it'll do. Good find.

MANTIS

Lilandra took it from a Shi'ar scout ship!

GAMORA
How long will it take you to
install?

ROCKET
Not long.

GAMORA
And then what?

Rocket mumbles something inaudible. Gamora leans in --

GAMORA (CONT'D)
What did you say?

ROCKET
I said I know someone! In the
neighborhood.

GAMORA
You what? You know someone?

QUILL
What does that even mean?

ROCKET
Look. There's another planet in
this system. A hidden planet. And I
know someone there I think might be
able to help us. I got a history
with them though, and I don't
really wanna talk about it.

QUILL
No wonder you've been so squirrely
since we got here!

ROCKET
Don't you call me squirrel! I've
got nothing to do with those guys!

QUILL
Is it someone we can trust, at
least?

ROCKET
Not for a minute. But do you trust
me?

QUILL
Kinda? Sorta? I don't trust you not
to put a turd in my pillow, but I
guess I trust you not to hand us
over to a crazed super villain.

ROCKET

You're gonna wanna hold on to that thought.

A BLAST ROCKS THE SHIP, CATCHING EVERYONE OFF GUARD. THE GUARDIANS ASSUME DEFENSIVE POSITIONS.

GAMORA

Oh what now?

The Centauri Man is standing nearby with his arm cannon extended. A wisp of smoke curls from the barrel. ASSORTED LOWLIFES crowd behind him with weapons drawn, jostling each other for a view of the Guardians.

QUILL

Oh come on! I am one hundred percent sure I gave you the real money bag!

CENTAURI MAN

It was real all right. And you all seemed to be in an awful hurry. Hiding something maybe?

DRAX

We are definitely not hiding any known fugitives!

QUILL

Dude!

He points at Lilandra with his gun arm.

CENTAURI MAN

That's that SHEE-ARR girl what's killing our sun. Isn't it.

Drax quietly hands the inertial dampener to Nebula and rests his hands on his knife pommels.

ROCKET

Try to keep your new playmates occupied while I install this, would you?

GAMORA

Lilandra, get in the ship.

The Centauri Man waves his gun arm.

CENTAURI MAN

Nobody move! Just set down your weapons.

GAMORA

I think we know where this is going.

GAMORA DRAWS HER SWORD, and RUNS toward the Centauri Man. HE FIRES and MISSES, AGAIN and AGAIN. GAMORA SLICES OFF his GUN ARM. HE SCREAMS.

The crowd of lowlifes react with surprise and MOVE TO ATTACK. DRAX DRAWS HIS BLADES, YELLS, and CHARGES toward them. QUILL, GROOT, and MANTIS FOLLOW.

We PAN away from the fight, MOVING IN on Lilandra, looking perturbed. SHE SHIMMERS MOMENTARILY with a SHEATH of GOLDEN ENERGY, which QUICKLY RECEDES.

Lilandra LOOKS DOWN to see Rocket TAKE HER HAND.

ROCKET

Come on, kid. You don't gotta watch this.

Rocket, Nebula and Lilandra CLIMB UP the ramp. We see the face of Ayesha PEEKING OUT of a viewport above. The SOUNDS OF VIOLENCE CONTINUE OFF-SCREEN.

INT. BENATAR FLIGHT DECK - DAY

Quill is in the pilot seat. Lilandra sits behind him, SLUMPED OVER and FIDDLING with her new fife. Mantis takes the seat next to hers. She looks at Lilandra with obvious concern.

QUILL

Rocket! Are we ready!

ROCKET (O.S.)

Yeah! Give it a go!

Quill PULLS BACK GENTLY on the flight stick and the ship SLOWLY RISES. Quill laughs.

An EXPLOSION ROCKS THE SHIP. Quill looks out the fore window. We TILT DOWN to see the group of LOWLIFES SURROUNDING a STANDING GUN PLATFORM.

QUILL

It looks like those junkers are back with heavy artillery!

ROCKET (O.S.)

Well punch it! Don't let them mess up all my work!

Quill PULLS BACK HARD on the flight stick, causing everyone to lean back into their seats. ANOTHER EXPLOSION WOBBLER THE SHIP, but it KEEPS CLIMBING. Beyond the front window, the scrap yard DROPS AWAY.

Rocket CLIMBS UP the stairs and HOPS up into the empty pilot seat.

ROCKET (CONT'D)
Well that was unpleasant. I'll be happy to see the last of that particular batch of goons.

Rocket calls up a navigation screen that shows the local system.

ROCKET (CONT'D)
Ok, Terma is here.

Rocket draws a parabola around the sun.

ROCKET (CONT'D)
Where we're going is here.

QUILL
But that's the same orbit!

ROCKET
Uh huh.

QUILL
But that's insane. Who ever heard of planets sharing an orbit?

ROCKET
No one did. That's the point. So no one comes looking for this one.

QUILL
How does that even work? Are you saying someone put the planet there?

ROCKET
Uh huh.

QUILL
And you know this someone?

ROCKET
Uh huh.

QUILL

All right. Take us to see your great and powerful wizard. But if they send flying monkeys after us I'll set fire to you myself.

ROCKET

Yeah, fair enough.

INT. BENATAR LIVING AREA - OUTER SPACE

Gamora idles through the living quarters, frowning. Nebula sits in shadows, oiling her parts.

NEBULA

I know that you have been avoiding me.

Gamora startles slightly, and turns to Nebula.

GAMORA

I watched you kill my sister.

NEBULA

I am your sister.

GAMORA

You are what she could have been! But you took that from her! Now she will never have that chance!

NEBULA

No. I am what she became. With your help.

Gamora frowns at Nebula.

NEBULA (CONT'D)

I also feel the loss. You have no idea. I feel like I killed a part of myself. But the stakes were too high. I could not allow my earlier self to bring the gauntlet to Thanos. You weren't here to see it the first time. It was... horrible.

Gamora looks pained, unsure what to say.

NEBULA (CONT'D)

I wish you had stayed. After Thanos.

GAMORA

Everyone on this ship seems to have some unique expectation of me that I can not live up to. Stay with you and all of these lunatics? All any of you do is yell at each other!

NEBULA

We argue because we are family.

GAMORA

You call this family? Has their insanity infected you as well?

NEBULA

After some years of observing people who care for one another, I have concluded that some part, possibly a large part, of what makes family is sharing common memories. The things that we argue about, those are sometimes the things that define our bonds.

Gamora looks confused.

GAMORA

To what end? It appears that all this "family" does is fly around doing one idiotic thing after another. I have not felt so out of control since Thanos took me as a child!

NEBULA

As I have come to understand it, this is life. If we're not doing one idiotic thing, we're doing some other idiotic thing. I have learned that the important thing is that we do the idiotic thing together. And so life goes until the endless black night claims us. Maybe there's something more, but I still haven't figured that out yet.

Nebula turns and looks sadly to the floor --

NEBULA (CONT'D)

I miss my friend Tony.

AYESHA

She's right, you know.

Gamora and Nebula both startle to see Ayesha in a doorway. She stands WRAPPED in a BLANKET, her HAIR ASKEW.

AYESHA (CONT'D)

We Sovereign engineer our citizens to perfectly fit our community. Every Sovereign citizen knows their place and lives in the comfort of full belonging.

Ayesha steps further into the living area. She laughs crazily.

AYESHA (CONT'D)

Every citizen is loved. Cared for. Their lives are purposeful and fulfilling. There is no greater satisfaction than a life of service to the community that designed us.

O.S. "I DON'T LIKE MONDAYS" by THE BOOMTOWN RATS PLAYS. (PRE-LAP)

Ayesha collapses to a bench and SOBS.

AYESHA (CONT'D)

And without these things, I am nothing.

Gamora and Nebula share a look over Ayesha's trembling shoulders.

INT. BENATAR FLIGHT DECK - OUTER SPACE

Lilandra cocks her head, listening to Quill's music. She half-heartedly blows a few notes on her fife, keeping tune with "I DON'T LIKE MONDAYS".

MANTIS

What is that instrument you are playing?

LILANDRA

It is a fife I found in the scout ship. They are used primarily to call the Shi'ar to war, but my mother taught me to play for pleasure.

DRAX

Oh, I know this instrument! It is a clavicle!

QUILL

What? I think a clavicle is a bone.

Rocket snickers.

ROCKET

Yeah, a musical bone.

DRAX

Yes! My people are legendary for carving the bones of our enemies into wind instruments! The clavicle has the most unique voice.

QUILL

Ok, that is creepy AF.

LILANDRA

We just call it a fife. Quill, what is Mondays?

QUILL

Huh? Oh, it's a day of the week. Uh, which is seven days on Terra.

LILANDRA

Why does the singer not like Mondays?

QUILL

Because Monday is the worst day of the week. It's the day when everything bad happens.

LILANDRA

It must be comforting to be able to predict when the bad things will happen.

QUILL

Oh, well, it's not...

LILANDRA

Since I came back it feels like every day is Monday.

QUILL

Yeah, I guess...

LILANDRA

It's like I went to sleep, and when I woke up, my mother was sick, and my sister hated me, and I didn't know why.

(MORE)

LILANDRA (CONT'D)

And then my mother died, and now my sister wants to kill me, and she's threatening the whole galaxy if I don't let her.

Quill is silent for a moment.

QUILL

Yeah, that is pretty messed up. When I was...you know, my mom died too, when I was even younger than you. And then I got kidnapped and dragged into space on the same day. So that was a bad Monday! And then every day after that felt pretty bad too, for a long, looong time.

MANTIS

I was orphaned and then taken from my homeworld.

DRAX

I lost my wife and daughter to a murderous psychopath.

Rocket turns away, mumbling. Quill looks at him, then back to Lilandra.

QUILL

So we get it! I know that nothing can bring your mom back. But it gets better!

LILANDRA

But I feel responsible for all the people who are suffering because of me. I keep thinking about Rhomann Dey and his little girl and how afraid he was for her!

QUILL

But we're gonna get you to Aerie so you can fix this whole mess, right?

Mantis and Drax both nod. Lilandra looks unsure.

QUILL (CONT'D)

After you do this Phoenix thing, you'll have the power to stop all this, right?

LILANDRA

If I can complete my fusion with the Phoenix Force, I think my people will stop following Cal'syee and accept my leadership. But I'm not even ready to lead them!

QUILL

You know, another Peter I know, he told me that "with great power comes great responsibility". And this Phoenix Force gives you super awesome powers, so it just goes to follow that you also have super awesome responsibilities. And I know that your mom believed in you, or she wouldn't have given them to you.

Lilandra sniffles and wipes her teary eyes.

LILANDRA

I really don't like Mondays.

EXT. TERMA - OUTER SPACE

Terra shrinks into the distance as the Benatar FLIES TOWARDS Terma's sun.

INT. BENATAR FLIGHT DECK - OUTER SPACE

Quill and Lilandra are sitting alone. Quill monitors the flight controls. Lilandra is sitting in the same position we last saw her, quietly playing a tune on her fife.

QUILL

We ought to reach Rocket's Planet X soon. Ship's still holding together, for now. They don't make them like this anymore! I think Yondu cheated some A'askavariian merchants out of a whole fleet of these M-Class ships. Hah! Wow, I just realized...this might be the last one of them.

Quill shakes his head and turns to Lilandra.

QUILL (CONT'D)

What's that tune you're playing? It sounds vaguely familiar.

LILANDRA

Not unless you visited the Shi'ar court. It's a song my mother used to sing to my sister and me when we were little.

QUILL

Oh yeah? Let's hear it! If you want, that is.

Lilandra nods. She plays a verse of the tune, and then softly sings --

LILANDRA

Baby blackbirds sleeping on momma's bough,

'til Aerie's dawn burns away the dark night

Arise, and spread your wings, and seize the sun,

And fear not for I shall soothe your seared wings.

Lilandra CRIES.

QUILL

Wow, that...

LILANDRA

I'm sorry! I just miss her so much.

QUILL

No, it's okay! It's just... that song is pretty intense. How old were you?

Lilandra snuffles.

LILANDRA

Still in the crib. We were her little blackbirds. She meant for us to lead an empire.

Lilandra smiles for a moment.

LILANDRA (CONT'D)

She called us that because when we were babies, our crests were slow to fill in, so we both just had downy black fuzz for the longest time.

Quill looks from side to side, leans in and says quietly --

QUILL

My mom used to call me her little Starlord. It was super embarrassing, when I was a kid.

DRAX

HAH! Your mother gave you that name?

Quill and Lilandra startle. Quill yells--

QUILL

What are you doing up here?

DRAX

Rocket sent me up to ask if we are there yet.

QUILL

No we are not there yet! You tell Rocket if he sends you up here to ask me that again, so help me I will turn this ship around and bring us right back to Terma!

EXT. HALF-WORLD - OUTER SPACE

The Benatar FLIES PAST Terma's sun, directly INTO THE CAMERA. We ARC AROUND the ship to reveal its destination--

SUPER: HALF-WORLD

M22 1149209519+W180208

Half of a planet revolves around Terma's sun, dragging an orbiting cloud of planetary debris and one artificial satellite.

INT. BENATAR FLIGHT DECK - OUTER SPACE

The Guardians have reconvened on the flight deck. They look with awe at the shattered half-planet outside the forward view.

QUILL

I think I'm going to need a fresh set of those embroidered undergarments.

ROCKET

Welcome to Half-World.

QUILL

Is it just me, or are dead planets
kind of a running theme lately?

NEBULA

I will stay with the ship.

EXT. HALF-WORLD - MOMENTS LATER

The Benatar navigates through the asteroid cloud surrounding Half-World to dock at the artificial satellite in its shadow.

I/E. WUNDAGORE DOCKING BAY - NIGHT

The Benatar GLIDES to a BERTH in the enormous docking bay.
The ship's launch ramp descends.

Quill, Gamora, Rocket, Groot, Drax, Mantis, and Lилandra
CLIMB CAUTIOUSLY down the ramp.

The satellite appears to be running at low power. The docking
bay is lit by FLICKERING EMERGENCY LIGHTING.

GAMORA

This is insanity. What are we doing
here?

QUILL

Rocket insists that he has friends
here who can help us find Aerie.

ROCKET

I didn't say I had friends! I said
I know people!

As the Guardians WALK OUT-OF-FRAME, AYESHA TENTATIVELY CLIMBS
DOWN THE RAMP.

INT. WUNDAGORE HALLWAY - NIGHT

The Guardians round a corner into a dark service hallway full
of piping and machinery. We hear CHITTERING NOISES.

MANTIS

I sense that something is here with
us.

The Guardians WALK QUICKLY along the hallway. Something
FOLLOWS THEM in the shadows, MOVING AMONG THE PIPES.

DRAX

Yes, something is hunting us.

The Guardians DRAW THEIR WEAPONS. The shadowy follower SNICKERS. It LEAPS and YELLS --

SEBASTIAN

And I pounce!

A STRANGE RACCOON LEAPS ONTO ROCKET. The newcomer is paler than Rocket, almost blond, and wearing a harness stuffed with tool pockets. Rocket and the new raccoon ROLL ACROSS THE FLOOR, SCREECHING AND BITING.

The Guardians are surprised. Drax points and LAUGHS HARD.

Groot REACHES DOWN and TAKES A RACCOON IN EACH HAND, lifting them by the scruffs of their necks. Rocket and Sebastian futilely CLAW the air for a moment.

DRAX

It's like Rocket's evil twin!
Except that Rocket is the evil
twin.

The hall LIGHTS UP with a loud CLACK. A silver haired woman in leather workmen's clothing and shop apron enters.

EVIE

Sebastian, have you found...oh!

The woman and the Guardians regard each other.

SEBASTIAN

Yes mah! I found them and I
pounced!

EVIE

Rocket?

Rocket looks embarrassed.

ROCKET

Hi, mah.

Quill LAUGHS.

QUILL

Whaaat? You! "Mah"? You have a
mother? I mean, she's... whatever
you are ma'am, no disrespect, but
you're obviously not a raccoon.

AYESHA

Fool.

The Guardians turn, startled to see Ayesha off the ship.

AYESHA (CONT'D)

You stand in the presence of Herbert Edgar Wyndham. Perhaps the galaxy's foremost cybergene geneticist. Much of our Sovereign enhancements are based upon her work.

EVIE

Ah yes. You Sovereign and your gold skin fetish.

Evie turns back to Quill.

EVIE (CONT'D)

Yes, you could say I am his mother. And people who do not call me "mah" often call me Evie. My full name is such a mouthful.

Evie turns back to Rocket.

EVIE (CONT'D)

It's quite a surprise to see you, Rocket. I never expected you to return after you abandoned us in our moment of greatest need.

The Guardians look at Rocket, who still dangles in Groot's hand. Rocket shrugs.

ROCKET

Hey! It's complicated! All right?

Groot drops Rocket and Sebastian. Rocket BRUSHES DUST from his clothes. Sebastian SCURRIES to Evie and climbs up her clothing to PERCH ON HER SHOULDER. Evie peers at Drax.

EVIE

And who is this fine specimen? Don't see many of his species.

Rocket looks glad for the change of subject.

ROCKET

That's Drax. Drax the Decimator.

Drax looks offended.

DRAX
I would kill all ten!

EVIE
Mm. Splendid reticular activating system. Not much by way of cerebral cortex.

Drax gestures proudly, looking vindicated.

EVIE (CONT'D)
So, Rocket! Why have you brought me this...fascinatingly diverse group?

ROCKET
We...uh...we need your help.

EVIE
I'm sorry, you what?

Rocket turns surly.

ROCKET
I'm sure you've noticed how your sun is being sucked! Well, that's happening to the whole galaxy, and we need your help to save it!

EVIE
Save the...! Hah! Hah hah hah!

ROCKET
That's a fake laugh. And you owe me!

Evie stops laughing, and regards the Guardians.

EVIE
Indeed? Why don't we all move somewhere more comfortable to talk. And Rocket, while we discuss who owes whom, you can introduce me to your friends.

INT. WUNDAGORE LIVING SPACE - DAY

Evie's living quarters are filled with exotic equipment and experiments. The Guardians have made themselves comfortable.

Sebastian lies on his back in a round cushioned chair, eating joojafruits from a bowl. Rocket eyes him with disgust.

EVIE

And so where does this...Gladiator, come in?

LILANDRA

Before everything changed, he was a battle slave. He fought his way out of the arena. He became very famous on Chandrilar. And he and my sister...

Lilandra blushes, but continues.

LILANDRA (CONT'D)

He came out of the arena with a hatred of the Imperium. He filled my sister's head with thoughts of rebellion. But while I was away... everything changed. He had become my mother's emissary. And my sister...none of it makes sense to me.

EVIE

And he sent you coordinates to Aerie?

GAMORA

Partial coordinates. That is why we need your help. Can you help us complete the coordinates and find Aerie?

EVIE

I can see why Rocket brought you here. I do have an exceptionally thorough collection of stellar cartography data. For my own projects, you see.

Nebula enters. She sees Evie and immediately **DRAWS HER WEAPON.**

NEBULA

Rocket, I have recalibrated the inertial dampener as you asked. Why have you delivered us to the High Evolutionary?

QUILL

Who now? I'm getting whiplash from all these revelations.

NEBULA

Thanos often employed this... person. She is responsible for much of what was done to me.

ROCKET

Oh! Well, you and me and golden girl over there all got that in common, so take a number.

EVIE

Ah, Thanos. A butcher. His work was... so inelegant. I'm sure I could have done better for you. Please, put away your weapon. No one here will harm you. But Rocket! Have you told your friends nothing of our shared history?

Rocket mumbles something inaudible. He shakes his head at Nebula and reaches out to PUSH DOWN her weapon. Nebula reluctantly lowers the weapon, but leaves it unholstered at her side.

EVIE (CONT'D)

I'll admit, I provided some...ignoble services for Thanos.

Drax looks confused.

EVIE (CONT'D)

Questionable.

Drax smiles and nods.

EVIE (CONT'D)

Eventually I left it all to settle down here and create my own world.

The Guardians look shocked.

EVIE (CONT'D)

Yes! It was to be my...counterpoint to the inimical forces of evolution. So cruel, so brutal. Mine was to be a kinder, gentler world.

Evie GESTURES, and A SCREEN APPEARS with a view of the planet below, as it was before it was severed.

AYESHA

How delightful!

EVIE

And it was! Right up until Galactus came.

QUILL

Guh-what-now?

In the view screen, the planet DARKENS, and Evie's face along with it.

EVIE

Galactus. The Devourer of Worlds. A cosmic entity who consumes entire planets. Allegedly to balance the scales of the universe, or some such orloni feces.

A SILVER STREAK orbits once around the planet.

EVIE (CONT'D)

Of course, he didn't just come straight away. First he sent his "herald" to warn us of our impending doom. Which gave us a ticking clock, you see.

Evie leans forward, looking grim, and raises her hand with three fingers extended. She ticks them down as she speaks --

EVIE (CONT'D)

Our options... Fight. Evacuate. Run. No one fights Galactus.

DRAX

Aren't evacuate and run the same thing?

EVIE

Ah! Not in this case! I placed this hunk of rock here, you see! Spun it up! Gave it atmosphere and oceans and a complete biosphere! And to do what? Feed some monstrous being's appetites? No!

Evie paces the room, growing more animated as she discusses her craft.

EVIE (CONT'D)

The planet already had an engine. But that was designed for an inert rock. Not for a planet with spin and life.

(MORE)

EVIE (CONT'D)

I knew I could make the necessary modifications, but I needed a special pilot.

Evie looks at Rocket sadly.

EVIE (CONT'D)

A living pilot. An animal brain, programmed over a billion years for survival, modified to interface with my planetary drive.

DRAX

You used Rocket!

Evie pivots toward Drax. Her expression turns breezy, almost cheerful.

EVIE

I did! Rocket's species are vermin, you see, prolific throughout the universe. I have a freezer full of them!

Rocket jumps to his feet. Nebula gently puts her hand on his shoulder.

ROCKET

Don't you call me vermin!

Evie's face turns sad again.

EVIE

But I had only enough time to adapt one.

Rocket SHAKES OFF Nebula's hand. He and Evie PROWL the room, circling each other.

ROCKET

And so you tortured me!

EVIE

If by torture you mean enhancing you with the finest cybernetic upgrades, then yes, I did! What is one life for billions? But then you took the beautiful enhancements I gave you, and what did you do? You stole a ship and blasted your way out!

ROCKET

Because I was an animal! All I knew from you was pain, and fear, and rage! I had to escape!

Evie's floating screen shows an enormous figure hovering over half of the planet.

EVIE

So we evacuated as many as we could in the time we had left. And we tried to move the planet anyway. You can see the result. We moved...HALF of the planet. My only consolation was that Galactus had arrived by then, and we managed to send him halfway across the universe. Hah!

In the screen, half of the planet FLIES OUT-OF-FRAME with Galactus on it. Rocket deflates.

ROCKET

I'm so, so sorry about the people on the planet. You put all these things in me to make me faster and smarter, but I still barely understood. Even now that whole time is just a haze. I'm sorry, but you asked too much of this poor dumb talking woodland beast. But you know what? I went out there and tried to make a life for myself and everybody thought I was some kind of a joke! People called me vermin, and rodent, and rabbit. But somehow I found some friends! A family even! People who respected me, on a good day. And then the cruel, unjust universe took them away from me. And I spent five years trying to get them back. And then, magically, I got them back. So I get it now! I'm sorry I couldn't help you when you needed me.

Rocket shakes his head mournfully.

ROCKET (CONT'D)

But you! So, what, you lost, and now you're just sitting here on top of your dead planet with your...your...Sebastian, for company? Look! We both have a chance here to save a lot of people, and I think we owe it to each other to take it. So will you please, please, just help us stop the crazy sun sucking lady already?

Evie looks with pride at Rocket.

EVIE

Rocket. You have learned to care about something.

Evie wipes her hand across the floating screen, and it disappears.

EVIE (CONT'D)

I guess we should get to work on saving the galaxy then.

The moment is interrupted by the sound of Sebastian smacking loudly on his joojafruit.

ROCKET

What's the matter with him anyway? Why's he so happy? Did you pobotomize him or something?

GROOT

I am Groot!

ROCKET

Lobotomize, pobotomize, whatever! It's disgusting! I can't believe I'm related to this guy!

SEBASTIAN

Rocket, would you like a joojafruit?

ROCKET

No! No, I don't want a joojafruit!

Rocket extends a hand to Sebastian.

ROCKET (CONT'D)

Yeah, gimme a joojafruit.

INT. WUNDAGORE LIVING SPACE - DAY

Gamora and Lilandra sit together. We can see, OUT-OF-FOCUS in the deep background and BEYOND A THICK GLASS PARTITION, Evie and the Guardians WORKING at several floating screens.

LILANDRA

Many people will die because of me.

GAMORA

No. Not because of you.

LILANDRA

Peter said with super awesome powers come super awesome responsibilities. Aren't I responsible for what my sister does in my name?

GAMORA

You are not responsible for the actions of people who seek to harm you.

LILANDRA

But if I let my sister continue...she'll stop if I give myself over. Won't she?

GAMORA

She will never stop. And if you give her the Phoenix Force, she will only use it for the worst. I have seen rulers on the path your sister is on. My...adoptive father...was such a ruler, with a harsh and uncompromising ideology. He destroyed so many lives. Until he was stopped. By compassionate people, who cared about the lives of others.

LILANDRA

Cal'syee is still my sister, and I love her. I don't understand why she is doing all this. Why she's so angry! I can't believe she really wants to destroy so many lives. We are twins. If she is a monster, am I also a monster?

GAMORA

You are not a monster.

We hear sounds of argument in the background. Gamora looks up.

GAMORA (CONT'D)
I should find out what is
happening. I will be back.

Gamora RISES and moves OUT-OF-FOCUS.

Lilandra picks two joojafruit pits out of Sebastian's bowl, and takes one in each hand.

She focuses on her right hand, and a golden glow surrounds it. The right-hand pit slowly cracks open and sprouts, sending out fine green tendrils.

She focuses on her left hand, where an angry red glow appears. The left-hand pit flashes into flame and collapses into a palm full of ash.

Lilandra compares the two hands while we hear OFF-SCREEN V.O.

RHOMANN DEY (O.S.)
I can't lose Duranna again.

ROCKET (O.S.)
But there were people here.

CENTAURI MAN (O.S.)
That's that SHEE-AR girl what's
killing our sun.

EVIE (O.S.)
What is one life for billions?

Lilandra YELLS and THROWS the pits to the floor. She wipes her hands across her face, leaving a smudge of ash from forehead to chin. She RISES and WALKS OUT-OF-FRAME.

INT. WUNDAGORE LAB - DAY

Evie and the Guardians cluster around a series of floating screens, which seem to show a set of galactic maps. A number of points have been highlighted.

Ayesha prowls the perimeter of the room, admiring the collection of exotic hardware resting on lab benches. Several closed doors offer mysteries.

EVIE
The coordinates you received are
lacking a dimension. The Shi'ar
have managed to keep Aerie's
location well hidden.

(MORE)

EVIE (CONT'D)

It could be anywhere on this axis.
These are only the most likely
possibilities.

QUILL

And I'm saying, even if we knew
which one of these was right, if
any of them are, how would we even
get there without using jump
points?

GAMORA

This does not sound good.

QUILL

It's not!

A BLINKING LIGHT draws Evie's attention. She swipes the air
and a new screen appears, showing the Apocalypse.

EVIE

Rocket, have you brought me even
more visitors?

QUILL

Oh no no no. Where's Lilandra?

GAMORA

She's right...

Gamora turns to peer through the thick glass wall. The room
on the other side is empty.

GAMORA (CONT'D)

...there. No.

ROCKET

The docking bay!

INT. WUNDAGORE DOCKING BAY - MOMENTS LATER

LILANDRA WALKS INTO THE DOCKING BAY FROM ONE END, WHILE AT
THE OTHER, A SHI'AR SHIP DRIFTS INTO A BERTH BESIDE THE
BENATAR.

Lilandra WALKS FORWARD RESOLUTELY to meet the ship.

The SHIP'S LANDING RAMP LOWERS, and DEATHBIRD DESCENDS. She
is FULLY ARMORED AND CARRIES A TALL SPEAR. Behind her are
several soldiers.

Deathbird leaves her soldiers at the ramp and WALKS forward
to meet Lilandra at the center of the bay.

THE GUARDIANS ENTER THE LANDING BAY, WITH GAMORA IN FRONT.

GAMORA

Lilandra, no!

QUILL

How did she even find us? Oh my god, Rocket, did your mom call them?

GAMORA

No, you idiot! Lilandra called her herself! She's giving herself up!

Lilandra looks sadly back at the Guardians.

LILANDRA

Cruel to be kind, Peter.

Deathbird reaches Lilandra, who faces back to her.

DEATHBIRD

Lil. Finally. I missed you at mom's funeral. Your new friends should stay back! I'm only here for you.

LILANDRA

How could you do all this, Cal? Hurt so many people? What would momma say?

DEATHBIRD

Mom! Mom was a weak ruler, Lil! And the Imperium, our people, have suffered for it! And after the disappearance, she basically checked out! Who do you think has been running the Imperium for the last five years?

LILANDRA

That's no excuse for the things you have done! You killed Feather's Edge! You've threatened entire civilizations! Trillions of people!

DEATHBIRD

Feather's Edge challenged us, Lil! They had to be made an example of! Don't you get it, Lil? This isn't just about you and me! The Imperium was CRUMBLING under mom's rule!

(MORE)

DEATHBIRD (CONT'D)

We lived in fear of every tin-pot dictator and would-be conqueror in the galaxy! You remember the Kree purist and his Infinity Stone? The insane Celestial? The mad Titan?

ROCKET

You know, those things happened to ALL of us, Douchebird!

DEATHBIRD

And WE had the power to stop them. We are the Shi'ar! A warrior people! WE wrested the power of the Phoenix Force from the cosmos! WE built the roads through this galaxy! WE were feared and respected! And we can enforce order if we return to our ancient ways and show our strength! I just want to make the Imperium great again! Who else is going to keep order and protect against another mad Titan? The Kree? The Skrulls? The Spartoi? Hah!

LILANDRA

Then why did momma pass the Phoenix Force to ME, Cal?

Deathbird is taken aback.

DEATHBIRD

It was a sentimental mistake, Lil. I love you, but you lack the leadership our people need to survive. I'm not happy about what I have to do to take control of the Phoenix Force. But if I have to balance your life against the lives of our people...so be it.

Drax steps forward toward Lilandra and Deathbird.

DRAX

Lilandra! I once summoned our enemies out of pain and rage! You did it out of compassion! You are a better friend than I!

QUILL

I don't think that was the takeaway here!

DRAX

And I protect my friends!

DRAX CHARGES FORWARD, KNIVES RAISED. DEATHBIRD GRABS LILANDRA'S WRIST. The Shi'ar soldiers RAISE WEAPONS. The GUARDIANS DO THE SAME. A FIREFIGHT ERUPTS, and the Guardians TAKE COVER.

DEATHBIRD

Enough of this!

DRAX

Lilandra!

DRAX KEEPS RUNNING. DEATHBIRD THROWS HER SPEAR and HITS DRAX IN THE CHEST. He FALLS to the ground, SCREAMING.

MANTIS

Drax!

LILANDRA

No! Stop this!

GAMORA CHARGES. Deathbird steps forward and PULLS the SPEAR from Drax.

Gamora and Deathbird FIGHT. Behind them, Mantis KNEELS beside Drax.

Gamora raises her leg for a HIGH KICK... and Deathbird PLUNGES HER SPEAR INTO GAMORA'S SIDE. Gamora SCREAMS as Deathbird USES THE SPEAR to RAISE GAMORA into the air, then SLAM her to the ground. Nebula RUNS toward them. She is hit by shots fired by the Shi'ar soldiers, and THROWN aside.

QUILL

No! NOOOOO!

LILANDRA

STOP THIS!

Lilandra SCREAMS and EMITS A BURST OF GOLD/RED LIGHT that EXPANDS to fill the docking bay, THROWING all of the combatants to the ground.

Quill lands near Groot, who is SMOLDERING. Quill TEARS OFF his jacket and uses it to SMOTHER the flames.

Lilandra STUMBLES over to Drax and Mantis, and FALLS across him. Drax struggles to speak.

LILANDRA (CONT'D)

Drax!

Drax smiles.

DRAX

Kamaria.

Drax's head falls to the deck.

Deathbird STEPS BEHIND Lilandra and KNOCKS HER UNCONSCIOUS.

DEATHBIRD

That's the stuff I need, Lil!

Quill, Rocket and the other Guardians struggle to regain their feet. Shi'ar soldiers STEP IN behind Deathbird and advance on the fallen Guardians. They CARRY AWAY Lilandra.

DEATHBIRD (CONT'D)

I told Lilandra I wasn't here to hurt her friends. I'm a leader of my word. The rest of you may live.

Deathbird APPROACHES Gamora, who lies panting and clutching her side. Gamora GLARES furiously at Deathbird.

DEATHBIRD (CONT'D)

But I'm taking this one. Daughter of Thanos. The galaxy will see what becomes of the families of those who harm us.

Shi'ar soldiers DRAG Gamora, kicking weakly, to their ship.

Quill tries to get up, trips over Groot and tangles in his own jacket.

QUILL

Gamora! GAMORA!

Rocket crawls to Drax.

ROCKET

Oh man. What did you do?

Mantis cries. Quill FLIES UP...

The Shi'ar ship RISES. It SLIDES OUT of the hangar and FIRES TWO MISSILES at the Benatar, which EXPLODES, KNOCKING QUILL against the far wall. The remaining Guardians hide from FLYING DEBRIS.

QUILL

OH COME ON!

MOMENTS LATER

Ayesha enters the hangar bay and surveys the damage.

AYESHA

I see that went poorly for you.
Typical. Guardians indeed! Though
your friend on the floor there is
quite fortunate.

Rocket looks confused and angry.

ROCKET

Howzat?

AYESHA

To be mortally wounded in the
presence of the galaxy's foremost
cybergeneticist.

Rocket's face shows dawning understanding.

INT. WUNDAGORE LAB - MOMENTS LATER

Quill and Rocket pull a floating equipment cart with Drax sprawled across it. Mantis and Groot push the rear of the cart. Evie looks up from the stellar cartography screens where she is still working. Sebastian lies curled on a chair.

ROCKET

Do we gotta have the conversation
about who owes who what again? FIX
HIM!

EVIE

Sebastian! Suspension!

Sebastian JUMPS out of his chair. He extracts a device from his harness and POINTS it at Drax. Drax RISES into the air.

ROCKET

You had that the whole time?

EVIE

Zero point energy. It's useful in
the lab.

ROCKET

And you couldn't have used some of
that to help us just now?

Evie opens a door, and Sebastian waves Drax through it.

EVIE

Is this what you want to do? Waste time arguing about this instead of saving your friend?

ROCKET

We can do both!

INT. WUNDAGORE COLD STORAGE - MOMENTS LATER

Sebastian waves the floating body of Drax into a long, brightly lit room, followed by Evie, and Quill and Rocket. Glass-fronted storage units line the walls. Many of them contain OTHER RACCOONS.

ROCKET

What the...

Quill laughs.

QUILL

You weren't kidding when you said you had a freezer full!

EVIE

Yes. They're not much to look at now, but the babies are just so cute! You should see them trying to drink from a faucet with their little hands. It's to die for.

Evie and Sebastian load Drax into an empty storage unit.

Rocket moves along the line of cases, peering through the glass fronts. The cases are labeled with names: Judson, Blackjack, Pyko, Dyvyne, Lynx, Amalya, Lylla.

EVIE (CONT'D)

Your friend's body will be preserved. I will examine him more closely at a more suitable moment.

Rocket continues down the line of cases.

QUILL

Rocket!

ROCKET

What?

QUILL

I thought we lost you for a second there!

ROCKET

Yeah.

INT. WUNDAGORE LAB - MOMENTS LATER

The Guardians reassemble in the lab. Nebula works at repairing herself. Ayesha stands with Mantis. Groot inspects his singed parts.

MANTIS

I was with him while he...while...

Mantis cries.

MANTIS (CONT'D)

I have never...it was so...there was pain, but there was also joy and relief because he would see his wife and daughter again, but also sadness because he would miss...
us.

Ayesha tentatively extends a hand to Mantis. Mantis LEANS IN and CLUTCHES Ayesha and sobs. Ayesha's face shows surprise and discomfort.

NEBULA

I have lost my sister. Again.

QUILL

We are NOT gonna lose Gamora again!

ROCKET

That's right, we are not!

QUILL

We're not?

ROCKET

At least one good thing came of this whole mess. I took a page out of Yondu's book and put a tracker on the kid.

QUILL

You what?

ROCKET

Big sister's gonna lead us right to Aerie. And then we're gonna kick some dumb Shi'ar tail and get Nu-Gamora and the kid back.

QUILL

I am fully onboard with that plan. Except for the part where we lost our ship. And we can't use the jump points if we had one.

ROCKET

Mah?

EVIE

Yes, I think I can help with that. If you're prepared for it, Rocket.

ROCKET

Where do I get plugged in?

QUILL

I'm sorry, am I missing something?

ROCKET

The planet, Quill. The whole planet is a ship.

EVIE

Oversimplified, but basically true.

QUILL

Even if that's true, how are we even going to get down to the planet?

EVIE

That's not how it works, boyo.

INT. WUNDAGORE CONTROL ROOM - OUTER SPACE

Evie, with Sebastian on her shoulder, leads the Guardians into the station's control room. A curved view screen showing the planet below fills the entire outer wall. At the room's center, a cybernetic cradle waits for a pilot. Rocket strips off his jumper and climbs into the cradle.

ROCKET

Plug me in!

EVIE

Sebastian! Interface!

Sebastian LEAPS to the ground. He pulls recessed cables from the cradle and plugs them into ports on Rocket's back. Rocket winces painfully with each attachment.

EVIE (CONT'D)

When I built my counter world, I started with a lattice of vibranium and then accreted stellar matter over it.

QUILL

That's great. What does any of that mean?

ROCKET

NGH! The planet is super strong and it OW! vibrates.

QUILL

Vibrates?

EVIE

It uses a vibratory propulsion system of my own design. The entire planet vibrates to a new position. It only moves one molecule at a time, but it repeats with almost infinite speed. I call it my "scoots" drive because it scoots the planet along.

Quill nods.

QUILL

The name needs some work, but it's a good starting point.

Sebastian stands back. Evie inspects the connections between Rocket and the cradle. She "hmpfs" and adjusts several of them.

EVIE

Rocket, reach out. Can you feel the station?

ROCKET

Yeah. It's unpleasant. Feels like dark corners full of cobwebs.

EVIE

Oh bitch, moan, whine. Rocket, of all my children, you were the least agreeable.

ROCKET

You wanna say that to somebody who doesn't have a planetary engine strapped to their back?

EVIE

If you are done threatening me, see
if you can navigate the station
down and into the planetary core.

The Guardians JUMP as the station rocks. The forward view
shows the planet RISING UP.

QUILL

Well, that is trippy. You sure
we're not just going to crash into
the planet?

EXT. HALF-WORLD - OUTER SPACE

Wundagore station DIPS from its position and SWOOPS DOWN
toward the planet's exposed core. We PUSH IN on it, to see
the planet's vibranium framework, consisting of concentric
rings and cross braces. We KEEP PUSHING IN, until the
satellite drifts into a MASSIVE RECEPTACLE at the center of
the framework and CLICKS INTO PLACE.

INT. WUNDAGORE CONTROL ROOM - OUTER SPACE

The satellite SHUDDERS and the sounds of its joining
REVERBERATE LOUDLY throughout the interior.

ROCKET

Whoa-hoa! I felt that!

Evie grimaces.

EVIE

Since we no longer have spin or an
environment to protect, your
enhancements should allow you to
pilot with relative ease. Your
neural controllers should be
expanding throughout the lattice,
though it may take you some time to
integrate with the entire
structure.

QUILL

So, uh, I have a concern. Once we
get there, we still don't have a
ship. How are we gonna fight the
entire Shi'ar armada?

ROCKET

That is an excellent NGH! question.

QUILL

Man, I wish we had some of those Avengers dudes. There were so many of them!

ROCKET

I know, right?

EVIE

Well, the vibrational field was designed to encompass the entire planet. Any ship that moves into our shadow should slide into the field and travel along with us.

QUILL

So we put out a call for help!

ROCKET

And anyone who can meet our trajectory between here...

Rocket points at the forward view screen, and a pale dot appears. He slashes the air and a long parabolic line appears, ending in a brighter dot.

ROCKET (CONT'D)

...and Aerie gets dragged along for the ride. Assuming we don't smash them to pieces.

QUILL

All right. I'll start making calls. You think we could get that chick who head-butted Thanos?

ROCKET

Firstly, I do not think you are NGH! remembering that moment correctly. Secondly, she never gave me her number. Go figure.

QUILL

I really wish we still had Thor.

ROCKET

Yeah, where is that guy when you really need him?

INT. WUNDAGORE CONTROL ROOM - OUTER SPACE

Quill sits at a comm terminal.

QUILL
This is a galactic emergency!

MOMENTS LATER

Quill faces Corsair on the comm window.

CORSAIR
Hey, Petey! Didn't expect to hear from you again so soon.

QUILL
Nooooobody calls me "Petey"! Now listen up...we got an all hands situation here!

MOMENTS LATER

Kraglin's face appears on comms. Kraglin cheerfully regards Quill.

KRAGLIN
Hey, Quill!

QUILL
Kraglin, we got some major shit going down! I need you to pass the word along to the other Ravagers!

MOMENTS LATER

Quill faces an unhappy Howard the Duck. Howard tips back a martini glass.

QUILL
No, I am not "quacking up"! This is legit! Biggest fight since Thanos! And "quacking up" is not a thing!

MOMENTS LATER

The comm window fills with static which slowly resolves into a Nova Corp logo. Rhomann Dey appears.

RHOMANN DEY
Quill! What did you do to piss off the Shi'ar? And what the hell are they doing to our sun?

QUILL
I'm sorry, we're doing our best. In fact, this is about that. We've got a plan to fix it!

(MORE)

QUILL (CONT'D)

And if you could maybe scrounge up
a few Nova Corp ships, we could
really use the help!

Dey frowns and shakes his head.

MOMENTS LATER

The image on the comm screen rolls drunkenly.

THOR

Hang on, I've got it. No! Don't
touch that!

The image settles on Thor. He looks flushed with excitement.

QUILL

Thor! We've got an all-hands
emergency!

THOR

Quail, my old friend! You don't
say!

QUILL

You might have noticed a little
thing happening with all the suns
in the galaxy getting sucked up.

THOR

Really? Hadn't noticed.

QUILL

Where...where are you?

Thor looks behind him.

THOR

Wants to know where we are, boys!

The camera view swings around to reveal a hall full of
vikings dressed much like Thor.

THOR (O.S.) (CONT'D)

We're in Valhalla! Aren't we, boys!

The vikings cheer. The camera swings back to Thor, who waves
an ale mug at Quill.

QUILL

Isn't...uh...isn't Valhalla where
your people go after they die?
You're not dead, are you? How am I
even reaching you?

THOR

Nonsense! Far from it! I feel better than I have in ages! I found my brothers! Bill and I joined the other lads in the Thor Corps here and defeated Surtur. We have his head right here!

QUILL

The...Thor Corps?

Thor turns away from the camera.

THOR

Who's got Surtur's head? Anyone? I know it's here somewhere!

Quill looks nervously to Rocket in his cybernetic cradle. Rocket waves his hand in a "move it along" gesture.

QUILL

I'm sure it will turn up! We could really use your help right now! The Shi'ar are using their teleportation network to suck up all the suns in the galaxy until they get the Phoenix Force.

THOR

Oh yes, the Shi'ar teleportation network. I remember the day they turned that on. I gave it a go. It'll never catch on, I said. Just frightfully unreliable, those jump points. Not like the bifrost!

QUILL

So we're getting ready to go fight the Shi'ar Imperium and save the galaxy again. Can you help us?

THOR

What, the whole Imperium?

QUILL

Maybe just their imperial armada?

Thor turns to the hall behind him.

THOR

What about it, boys? You want to go slay some more demons?

QUILL

Well, not really demons. More like people.

Thor turns back to the screen.

THOR

Are they evil people?

QUILL

Their leader is evil for sure. The rest...I can't guess the motivations of a bunch of people when their leader is an insane murderous dictator. Hard to separate them, you know? But, I wanna say, maybe more misguided than evil? It's complicated. But again, leader, evil as heck.

Thor stares blankly for a moment, digesting this.

THOR

Good enough! Me and the boys will be there!

QUILL

And I am sending you coordinates to join us!

MOMENTS LATER

ROCKET

Man, I thought you were never NGH! gonna get that guy off the line.

QUILL

I know, right?

ROCKET

Hey, you got any tunes with you? Because this isn't as much fun as it looks and I could really do with a little distraction here.

Quill cautiously pulls his Zune from his bandolier strap. He stops short of handing it to Rocket.

QUILL

You put on Flash Gordon, I will paint a white stripe down your back.

ROCKET

All right, all right, Starlad, keep your panties on.

Quill hands the Zune toward Rocket. A cybernetic tentacle reaches up to take it, and jacks it into Rocket's cradle.
"EASTBOUND AND DOWN" by JERRY REED PLAYS.

QUILL

Are you shitting me?

ROCKET

What, you don't want a little suitable traveling music? Or is it just killing you that you're not the only one who knows old Terran cultural references now? I'm driving, I pick the tunes! Everybody grab hold of something, I think this is gonna be...

EXT. HALF-WORLD - OUTER SPACE

The half-world goes from zero to a million mph in no time and immediately disappears from sight.

MOMENTS LATER

The vibrational drive seems to push the half-world forward through multi-colored concentric waves, like a neon jellyfish propelling through a bioluminescent sea.

INT. WUNDAGORE CONTROL ROOM - SLIP SPACE

CLOSE-UP OF MANTIS, watching the intense display on the foreword view screens. The lightshow reflects in her eyes. We PAN from Mantis to Nebula to Groot to Quill, each of them agape at the display.

Rocket shouts with joy--

ROCKET

...INTENSE! WOOOOOOOOO! Do you guys see that? NOW THIS IS FLYING!!!

I/E. THIRD QUADRANT FLIGHT DECK - MOMENTS LATER

KRAGLIN stands at the captain's position on the bridge, peering out through the forward view screen, which shows deep, empty space. Squidly, a grizzled ravager with beard dreads sits at the pilot seat.

KRAGLIN

Any sign of...anything?

SQUIDLY
No sir, cap'n, nothing but dead...

THE THIRD QUADRANT IS SWEEPED INTO THE HALF-WORLD'S PSYCHEDLIC SLIPSTREAM.

KRAGLIN
Ohhh my Gooooo!

SQUIDLY
We're moving, cap'n, we're moving!

KRAGLIN
I can see that, Squidly! Waaahooooo!

EXT. AERIE - OUTER SPACE

SUPER: *AERIE*
SHI'AR HOMEWORLD
G14 1421710191+1141820

The Apocalypse hangs above a green and gold world, in orbit around a heartily glowing sun.

INT. APOCALYPSE MEDICAL HALLWAY - OUTER SPACE

A Scrubbed Soldier and a Salty Soldier man a security cubby off the main hall. A pile of Gamora's gear lies on a console in the cubby. The soldiers pluck through Gamora's array of tools and hand weapons. They pause their examination to salute as Deathbird and Admiral Kala walk by, caught up in intense conversation --

ADMIRAL KALA
Majestrix, at least allow me to issue you with an escort detail.

DEATHBIRD
I will remind you that it is death for any but the imperial candidate to step foot on Aerie. I will take my sister down alone. No one must follow us down, no matter what happens.

ADMIRAL KALA
As you wish, Majestrix.

They pass one door and turn into another.

INT. APOCALYPSE MEDICAL BAY 1 - OUTER SPACE

A Medical Technician attends to Lilandra. Lilandra is strapped into a floating vertical gurney and wears an unpleasant-looking electronic halo. She looks only slightly conscious. The technician checks the wiring on the halo.

DEATHBIRD

After I've fused with the Phoenix,
we'll start cleansing the Imperium
at once. Those loyal to me will
stand. The rest will fall.

ADMIRAL KALA

I will make preparations to leave
as soon as you are ready.

Deathbird turns to the Medical Technician.

DEATHBIRD

You! Do whatever you need to do to
keep the prisoner in the next room
alive.

Admiral Kala jerks her head in the direction that Deathbird has indicated. The Medical Technician startles and SCURRIES OUT.

DEATHBIRD (CONT'D)

Her public execution will make for
a visceral object lesson to anyone
thinking about harming my Imperium.

INT. APOCALYPSE MEDICAL BAY 2 - MOMENTS LATER

Gamora lies dressed in a white gown, bound to a medical table by a series of pulsating energy rings. She squirms in pain while fruitlessly reaching for a nearby surgical tray. The Medical Technician enters through a glass door. She LOOKS back out the door, then turns to Gamora.

The Medical Technician approaches Gamora with her head lowered to avoid eye contact, and examines Gamora's wound. Gamora moans in pain.

GAMORA

What have you done with Lilandra?

MEDICAL TECHNICIAN

I didn't do anything with Majestrix
Lilandra. Except help her sleep.
You should really try to stay
still. This is going to hurt.

She INSERTS a lighted probe into Gamora's wound. She is DISTRACTED by the sight of Deathbird towing Lilandra's gurney past the glass door, and PUSHES the probe. Gamora SCREAMS.

INT. APOCALYPSE MEDICAL HALLWAY - OUTER SPACE

Deathbird and Admiral Kala push Lilandra past the security cubby and exit OUT-OF-FRAME.

The Scrubbed Soldier RAISES Gamora's collapsible sword. The blade EXTENDS, catching him by surprise.

SCRUBBED SOLDIER

What! Nearly took my own head off with that one!

SALTY SOLDIER

Serve you right for treating with foreign technology.

INT. APOCALYPSE MEDICAL BAY 2 - MOMENTS LATER

MEDICAL TECHNICIAN

I'm sorry! This will only take a moment more.

The Medical Technician removes the probe and wipes a wand across the wound, which begins to stitch closed from within.

She looks around, then leans in to Gamora and whispers--

MEDICAL TECHNICIAN (CONT'D)

Were you really trying to rescue her?

GAMORA

Yes! I was trying to save her from her sister! From your Deathbird!

MEDICAL TECHNICIAN

Not everyone follows the Deathbird. I know many people at home who are still loyal to Lilandra. And I heard the Deathbird say she would purge them!

GAMORA

If you unstrap me from this table I might still be able to save Lilandra!

MEDICAL TECHNICIAN

Oh no! The Deathbird has already taken Majestrix Lilandra down to Aerie's surface! And I would get in sooo much trouble!

GAMORA

Do you want to save your Majestrix and your friends at home?

INT. APOCALYPSE MEDICAL HALLWAY - OUTER SPACE

The Scrubbed Soldier picks up Quill's homemade music player.

SCRUBBED SOLDIER

What do you think this one is?

SALTY SOLDIER

Set of hidden whirling blades, I've no doubt.

INT. APOCALYPSE MEDICAL BAY 2 - MOMENTS LATER

The Medical Technician pushes a control and the energy restraints POWER DOWN.

Gamora leaps to her feet.

GAMORA

Where are my clothes and weapons?

The Medical Technician opens her mouth to speak and--

"BAD REPUTATION" by JOAN JETT PLAYS.

GAMORA (CONT'D)

Never mind.

Gamora GRABS SURGICAL TOOLS from the tray.

INT. APOCALYPSE MEDICAL HALLWAY - OUTER SPACE

The music plays VERY LOUDLY. The Scrubbed Soldier drops the homemade player and puts his hands to his ears.

SCRUBBED SOLDIER

What is it?

SALTY SOLDIER

Some kind of sonic weapon!

Gamora enters the cubby. The soldiers look up at her, hands still held to their ears. Gamora STABS each of them with surgical tools. They fall.

Gamora starts grabbing clothing. We PAN back to the medical bay door, where the Medical Technician peeks out. She looks each way and creeps into the hallway.

Gamora finishes dressing and LOADS her weapons. She glances at the music player, begins to reach for it. Frowns. Drops her hand.

GAMORA

Are you coming? Come on!

MEDICAL TECHNICIAN

Where are we going?

GAMORA

You tell me. Where can we get a ship?

I/E. APOCALYPSE LAUNCH BAY - OUTER SPACE

A half dozen soldiers stand at attention at the entrance to the launch bay. The tail end of a ship's drive DISAPPEARS beyond the bay doors. Several other small craft wait on pads.

Gamora RUNS into the room and SCREAMS and ATTACKS the soldiers. They FIGHT.

Gamora defeats the soldiers.

The Medical Technician peeks into the bay.

MEDICAL TECHNICIAN

You killed them!

Gamora contemplates the Technician.

GAMORA

I did.

MEDICAL TECHNICIAN

I am a medical officer. My calling is to save lives. This is not right!

Gamora looks at the soldiers on the ground and takes a deep breath.

GAMORA

I am sorry. I know these are still your people. We can discuss the morality of my actions and how I might better approach situations like this, later.

(MORE)

GAMORA (CONT'D)

But in this moment, we are fighting
a war to protect the innocent.

The Technician bites her lip and nods. Gamora points at a ship.

GAMORA (CONT'D)

That one looks fast.

EXT. TEMPLE OF THE PHOENIX - DAY

An ancient monument carved into mountain rock, shrouded in mists pierced by shafts of golden morning light.

Below the monument, a dozen robed members of the SISTERHOOD OF THE PHOENIX stand around a large flat stone circle, their hoods casting long beak-like shadows. A small craft LANDS in the circle. Its ramp SLIDES DOWN.

Deathbird CLIMBS DOWN the ramp, assisting Lilandra, who is conscious but uncoordinated. Lilandra enters a shaft of sunlight and FLICKERS with power. SISTER CERISE lowers her hood and meets Deathbird at the ramp.

SISTER CERISE

But what is this? Only the
candidate may walk the Sun God's
Way. You know this, Cal'syee
Neramani.

DEATHBIRD

I'm rewriting the succession plans,
Sister. Lil's passing the torch to
me.

The other sisters lower their hoods, revealing surprised faces.

SISTER CERISE

This cannot be!

DEATHBIRD

My mother made a mistake. I'm
correcting it.

SISTER CERISE

No! Look at her! The transference
was made! The fusion has already
begun! You cannot redirect this!
She is the egg and the Phoenix must
be...

Lilandra CRACKLES. She raises her head.

LILANDRA

Uhh... Cal? Cal'syee? What are...

A burst of energy from Lilandra PUSHES Deathbird back, leaving Lilandra to FALL to her hands and knees. She breathes heavily. Deathbird GRABS her by the wrist and PULLS her up.

SISTER CERISE

Can't you see? The Phoenix WILL be reborn in Lilandra! You must allow her to shape it!

Cerise steps closer to Lilandra. Deathbird EXTENDS her spear and POINTS it at Sister Cerise. She steps back to Lilandra's side, keeping Sister Cerise at a distance.

DEATHBIRD

Shape it! Can't YOU see? My mother's weak leadership was disastrous for the Imperium, and Lilandra will only continue her reign. I'm doing this for our people! So we can be strong again!

LILANDRA

Cal, everything feels so... I can feel the morning sun on your face... because I am the sun. Can you feel me touching you?

DEATHBIRD

Hang on, Lil. Save some of that for me. Just for a few more steps. Come on, we're going this way.

Deathbird pulls Lilandra onto a stone path that leads further up toward the top of the monument.

I/E. SHI'AR FLAGSHIP APOCALYPSE - OUTER SPACE

ADMIRAL KALA watches Aerie rotate in the bridge screens. COMMANDER VIVALI peers into a scanner while assorted bridge staff occupy themselves at other stations.

COMMANDER VIVALI

Admiral Kala, I am tracking an unauthorized ship launch.

ADMIRAL KALA

From where? To where?

COMMANDER VIVALI

Just left launch bay three. Looks like it's heading down to Aerie.

ADMIRAL KALA

Blasphemy. No one but the Majestrix and her guard may land on Aerie. Destroy that ship and find out afterwards who launched it.

COMMANDER VIVALI

Yes, Admiral!

Commander Vitali turns to her console. She looks surprised.

ADMIRAL KALA

What is it, Vitali?

COMMANDER VIVALI

Something confusing, mum. Long range sensors just picked up...what appears to be... a new planetary body in the system. But its orbit is...no, it's not orbiting at all! It's moving toward Aerie at high velocity!

Admiral Kala speaks into a comm device--

ADMIRAL KALA

This is Admiral Kala. This is not a drill. General quarters. All hands to battle stations. All ships prepare to launch!

Vivali points at the main view screen, where the mass becomes visible and rapidly fills the screen.

COMMANDER VIVALI

Admiral!

CLOSE-UP of Admiral Kala looking up at the view screen in fear.

INT. WUNDAGORE CONTROL ROOM - MOMENTS LATER

CLOSE-UP of Rocket in his cybernetic cradle, screaming--

ROCKET

AAAAAAHHH! AAAAAHHH!

EXT. AERIE - OUTER SPACE - MOMENTS LATER

THE HALF-WORLD SLAMS INTO THE APOCALYPSE, SHATTERING IT. HUNDREDS OF SMALL CRAFT SCATTER LIKE DANDELION SEEDS.

Many of the smaller ships are caught up in the impact. Many others fly free.

INT. WUNDAGORE CONTROL ROOM - MOMENTS LATER

Rocket is still screaming.

ROCKET
Blam! I smushed you!

Rocket turns to the other Guardians.

ROCKET (CONT'D)
What do you know? Drax was right!
That was intensely satisfying. I
think I'm ready to take a big dump
now!

QUILL
Rocket, you disgusting maniac!
Gamora and Lилandra were on that
ship!

ROCKET
Relax, Quill! You would not believe
the sensory input on this rig.
Right now I can tell you that
Lилandra is on the planet, and
Gamora is piloting a ship
approaching her location. I could
even tell you what Gamora had for
breakfast. Here's a hint. It wasn't
Wheaties.

QUILL
Oh thank God! All right, let's send
out the cavalry to clear that
Shi'ar armada out of our way.

Quill moves to the comm terminal. "CA PLAN POUR MOI" by
PLASTIC BERTRAND PLAYS.

QUILL (CONT'D)
This is Half-World calling all
forces! Sorry for the bumpy ride!
You're on mop-up duty! Pick a
target and let's do this thing!

EXT. AERIE - MOMENTS LATER

A handful of Nova Corp Starblasters FLY out of the Half-
World's shadow. We PUSH-IN to one ship. Rhomann Dey can be
seen through the cockpit glass.

RHOMANN DEY

This is Nova Corp... what's left of
it... Moving into attack formation.

I/E. THIRD QUADRANT FLIGHT DECK - MOMENTS LATER

Kraglin pats Squidly on the shoulder and points to a
targeting screen full of moving dots.

KRAGLIN

Quill, Kraglin here. We are taking
position, and we brought along some
friends!

INT. STAKAR'S SHIP - MOMENTS LATER

Stakar's crew - MARTINEX, CHARLIE-27, ALETA, MAINFRAME, AND
KRUGARR - all man their stations.

STAKAR

Yo, Quill! I got a small fleet of
seasick Ravagers behind me with a
lot of pent up aggression to work
out. I hope you left enough of
these Shi'ar pukes for everybody!

INT. STARJAMMER FLIGHT DECK - MOMENTS LATER

Corsair and Raza sit in the pilot seats while Hepzibah and
Ch'od sit behind.

CORSAIR

Heeeey, Petey! I feel the need, the
need for speed! Starjammers are
present and accounted for, and
ready for the Danger Zone!

INT. WUNDAGORE CONTROL ROOM - MOMENTS LATER

QUILL

I need to have a serious talk with
that guy!

EXT. AERIE - MOMENTS LATER

Now that it's stopped, the Half-World is just a big satellite
orbiting Aerie. The scattered Shi'ar ships begin to
reassemble into formation.

INT. SHI'AR FIGHTER - MOMENTS LATER

A Shi'ar pilot frantically points out the forward viewscreen.

EXT. AERIE - MOMENTS LATER

DOZENS OF SHIPS EMERGE FROM BEHIND THE HALF-WORLD AND BEGIN FIRING ON THE SHI'AR SHIPS. COMING UP BEHIND THE SHIPS, A CLUSTER OF HUMANOID FIGURES EMERGES.

We PUSH-IN and FOCUS to see THOR and BETA RAY BILL at the head of a column of FLYING VIKING WARRIORS, SCREAMING and WAVING ASSORTED WEAPONS.

The leading edge of attackers SMASH into the Shi'ar formation. The two groups of forces FIGHT.

EXT. TEMPLE OF THE PHOENIX - DAY

The Half-World sits visible in Aerie's daylight sky. The Sisters of the Phoenix mill about the landing site. Gamora's stolen ship rests beside Deathbird's ship. The landing ramp DROPS DOWN and Gamora steps out. The Medical Technician peeks out of the ship.

SISTER CERISE

You mustn't be here!

GAMORA

Maybe not, but I think you know why
I am here. Which way can I find
Lilandra?

Sister Cerise, hesitantly, points along the stone path. Gamora LEAPS DOWN from the ramp and RUNS.

EXT. TEMPLE OF THE PHOENIX - DAY

The very summit of the mountain has been cut away to leave a flattened disc, with symbols carved into it like an ornate sundial. The gnomon of the sundial is a raised stone pedestal with a spiral stair wrapping around it. Deathbird looks up with awe at the Half-World visible in the sky.

DEATHBIRD

It looks like I underestimated your
Guard Dog friends.

Lilandra looks more alert but still slurs--

LILANDRA

Guardians.

Deathbird DRAGS Lilandra across the face of the dial. As they pass, energy crackles between Lilandra and symbols carved into the rock floor. The entire face of the dial begins pulsating with energy.

Deathbird brings Lilandra up the spiral stair to the platform.

DEATHBIRD

Not that it will matter, shortly.
It's time, Lil. I need you to do
this for me. Give me the Phoenix.

GAMORA

Lilandra, don't!

Deathbird startles to see Gamora. She PULLS LILANDRA TO HER.

LILANDRA

Gamora! I was afraid you were dead!

Gamora LEAPS FORWARD just as a LIQUID BEAM OF SUNLIGHT PUNCHES DOWN to surround Lilandra and Deathbird. A wave of energy EXPANDS out from the center of the dial, causing the symbols carved into the dial to crackle with light energy. Gamora SCREAMS as she is THROWN back to the edge of the summit.

INT. WUNDAGORE CONTROL ROOM - MOMENTS LATER

The main screen shows a STARBLASTER TAKING FIRE FROM a PURSUING SHI'AR FIGHTER. THOR and BILL APPROACH THE SHI'AR FIGHTER FROM BEHIND and CRASH THROUGH it. They FLY ON as the ship EXPLODES.

QUILL

This is fun viewing and all, but
can you show me Gamora and Lilandra
down on the planet?

ROCKET

Gamora and Lilandra is such a
mouthful. Can we just call them
GamLandra? But yeah, I think I can
get them.

Rocket reaches out as if he is twiddling imaginary dials. While the battle continues to rage in peripheral screens, the CENTER SCREEN JUMPS then GOES STATIC then RESOLVES to a picture of Deathbird, Lilandra, and Gamora. Deathbird and Lilandra stand enveloped by a sparkling ray of light. Gamora stands outside the light.

GAMORA

Lilandra, you can't let her take
the Phoenix Force!

Lilandra cries.

LILANDRA

Gamora, I'm so tired of running and fighting. I'm not strong enough! I'm not like you!

QUILL

Oh man, this is bad. We gotta get down there. How can we get down there?

EXT. TEMPLE OF THE PHOENIX - MOMENTS LATER

We TILT UP to see that the beam of light in which Deathbird and Lilandra stand pierces the sky all the way to Aerie's sun. Gamora prowls the perimeter of the sundial, unable to move closer.

DEATHBIRD

You know there are two ways this can go, right Lil? And one of them's going to make me very sad. Please. Please, give me what I need.

LILANDRA

Why, Cal? Why do this at all? I don't understand how you came to hate me so much!

DEATHBIRD

Hate you? I could never hate you, Lil! You were half of me! I was shattered when you died! It took me ages to crawl out of the hole your death put me in. And when I got out, I saw the truth. The tyrant Thanos was able to kill you because OUR MOTHER was not protecting us! Not you, not me, not any of our people! So I took it upon myself to do what she couldn't! I will protect our people! All of us! If that means losing you again...if it means I must become the Bird of Death...then so be it. I want you to give me the Phoenix voluntarily, Lil! I do! Please! But if you don't, I will take it from you!

Gamora, stuck outside the sundial, has to yell--

GAMORA

Your sister is right about one thing, Lilandra!

(MORE)

GAMORA (CONT'D)

My father was a tyrant who hurt many people! He should have been stopped! I wish that I'd found the strength to stop him myself! Your sister has also become a tyrant! She said she had to destroy Feather's Edge to protect you! And threaten the galaxy, to protect you! Now she says she must destroy you to protect you! She will never stop hurting people, not until someone stops her!

DEATHBIRD

Om my god shut up you insufferable woman! Just shut up! I will deal with you after!

GAMORA

I know why your mother chose the way she did! It wasn't a mistake! Lilandra, she chose you for your compassion! Yes, a leader needs strength to protect her people... but she also needs love, to protect their hearts!

INT. WUNDAGORE CONTROL ROOM - MOMENTS LATER

The Guardians focus breathlessly on the Gamora / Lilandra / Deathbird show on the main screen, while the space battle rages on, mostly ignored on secondary screens. A Shi'ar ship FLIES into a Thor Corpsman, who SPRAWLS across the ship's front window. He REARS BACK and SMASHES the ship's window.

QUILL

Aaah! I wish we could do anything!
I've never felt so... so...

EVIE

Impotent?

QUILL

Not a word I would have used,
but...

MANTIS

Gamora is right to try to inspire Lilandra. I wish we were close enough for me to touch Lilandra I could help give her confidence.

QUILL
Mantis, that's brilliant! It gives
me an idea!

The secondary screens show a red streamer TWISTING BACK AND FORTH, UP AND DOWN, SLICING THROUGH A ROW OF SHI'AR SHIPS, WHICH EACH EXPLODE IN TURN. The THIRD QUADRANT FLIES THROUGH THE EXPANDING DEBRIS.

Quill turns to Evie.

QUILL (CONT'D)
You said this...ship, world,
whatever, it vibrates?

EVIE
In simplistic terms, yes.

QUILL
Can it make a sound?

EVIE
I don't follow.

QUILL
Can you use the vibrational drive
to play sound? Like a broadcast?

EVIE
It could. But you do know that
sound doesn't carry through a
vacuum, don't you?

QUILL
Of course! Of course I know that!
Can we get close enough to touch
Aerie's atmosphere?

EVIE
We can, though the gravitational
effects on the planet could be
catastrophic.

QUILL
Have we got a better plan?

Evie shrugs.

EVIE
Rocket, you'll need to turn the
exposed vibranium frame toward the
planet.

ROCKET

On it. Don't you just love it when
a crazy against-all-odds last ditch
plan comes together?

EXT. TEMPLE OF THE PHOENIX - MOMENTS LATER

The light beam surrounding Lilandra and Deathbird intensifies. The surrounding environment darkens as clouds gather in a vortex around the beam, and a winds rises.

DEATHBIRD

Hearts and minds! The language of
philosophers! Strength is the only
thing that matters!

Deathbird **DRAWS A DAGGER.**

GAMORA

Wait!

Lilandra cries.

LILANDRA

I'm sorry, Cal. I didn't even want
to be the Majestrix. I just wanted
us to be like we used to be.

DEATHBIRD

And I really didn't want to have to
do it this way Lil, but you're not
giving me any choice.

Deathbird **STABS** Lilandra in the abdomen. Lilandra spasms and jerks backwards. The beam of light **PULSES RED, GOLD, RED, GOLD.**

GAMORA

NOOOO!!!

Lilandra falls from Deathbird's grip to her hands and knees on the platform. She kneels, panting. The **CLOUDS THICKEN** and the **WIND INCREASES.**

And then we hear **THE BIGGEST FEEDBACK SQUEAL IN THE UNIVERSE.** Gamora and Deathbird put their hands to their ears and look up. We **TILT UP TO SEE HALF-WORLD, MUCH LARGER IN THE SKY AND LOOKING LIKE THE GALAXY'S BIGGEST WOOFER.** The opening notes of "BLACKBIRD" by **THE BEATLES PLAY.**

We **PUSH IN** on Lilandra who, even through the pain and tears, **LOOKS UP.** And **THE VOICE OF QUILL STARTS SINGING--**

QUILL (O.S.)
 BLACKBIRD SINGING IN THE DEAD OF
 NIGHT...
 TAKE THESE BROKEN WINGS AND LEARN
 TO FLY...

Lilandra, crying and gasping, smiles through the tears and laughs--

LILANDRA
 Oh, momma!

INT. WUNDAGORE CONTROL ROOM - MOMENTS LATER

Quill eyes are closed and his hand raised as if he were holding a microphone. The Guardians watch him earnestly sing--

QUILL
 ALL YOUR LIFE...

EVIE
 Are you sure this...?

ROCKET
 Ssh, let him go, he's on a roll.

EXT. TEMPLE OF THE PHOENIX - MOMENTS LATER

The winds have whipped into a virtual cyclone. The shaft of light pulses rapidly. Deathbird looks around in confusion.

DEATHBIRD
 What is happening?

QUILL (O.S.)
 YOU WERE ONLY WAITING FOR THIS
 MOMENT TO ARRISE...

Lilandra CRIES deeply, her body WRACKED with pain and tears. She looks up and she LAUGHS.

LILANDRA
Quill you idiot, you are so cheesy!

But she RISES. She GRABS Deathbird's armor and slowly PULLS HERSELF UP, grimacing and crying out. Deathbird watches her with dawning horror.

LILANDRA (CONT'D)
 I'm so sorry, Cal. I'm sorry I left
 you.

Lilandra STANDS. She HUGS Deathbird.

DEATHBIRD
What are you doing?

LILANDRA
You're right. Our people need a leader. It can't be you. And I'm not ready. I need your...your drive.

Lilandra CLUTCHES Deathbird tightly. The quality of the light changes around them.

DEATHBIRD
What?

LILANDRA
I have to be what our people need. I have to be...a Guardian of the Galaxy.

DEATHBIRD
No! What is this? Stop! STOOOOP!!!

LILANDRA
I love you, Cal... we'll never be apart again.

DEATHBIRD STABS LILANDRA, AGAIN AND AGAIN. LILANDRA SPASMS WITH EACH BLOW BUT CLINGS TIGHT TO DEATHBIRD. THE LIGHT SURROUNDING THEM BECOMES BLINDING.

FADE TO WHITE.

INT. WUNDAGORE CONTROL ROOM - MOMENTS LATER

The Guardians cry out and shield their eyes against the sudden brightness.

ROCKET
Ahhh! Hang on, I can filter that.

The brightness tones down, becomes bearable, REVEALING --

THE PLANET AERIE is ENVELOPED BY AN ENORMOUS GLOWING PHOENIX SHAPE WHICH EMITS WARM GOLDEN LIGHT.

On the secondary screens, the combatant stop fighting.

XANDAR - I/E. STARBLASTER/CITY - DAY

MISS SUVANN and DURANNA watch out the apartment window as the sun resumes glowing warmly, surrounded by a Phoenix-shaped halo.

ZEN-WHOBERI EXT. - DAY

We PAN through a crowd of Zehoberei, standing with their arms raised to the Phoenix-haloed sun.

EARTH EXT. - TOWN HALL - DAY

OLD GRANDPA QUILL sits in the back of a room at a town hall meeting. People are yelling and gesturing angrily. Grandpa Quill looks over his shoulder, where a newcomer SLAMS OPEN the double doors. Sunshine BURSTS into the room. The crowd looks back. They rise. Grandpa Quill is the first to file outside the doors into the golden light of the Phoenix-haloed sun. Grandpa Quill smiles and cries.

MOORD EXT. - BADOON BIRTHING PITS - DAY

The Badoon hatchlings in the BADOON BIRTHING PITS wriggle contentedly on their warming rocks. They roll over and quiet as they go to sleep beneath the Phoenix-haloed sun.

KREE HOMEWORLD EXT. - WAR ROOM - DAY

Preparations for war are underway at a KREE MILITARY BRIEFING. The team leader receives a notification on her communications device, and interrupts the briefing to respond. She turns to a blank wall, gestures to it, and it turns transparent, allowing golden sunlight to stream in to the war room.

BROODWORLD EXT. - DUSK

The BROODWORLD's dim sun BURSTS INTO BRIGHTNESS, FLOODING THE LANDSCAPE WITH GOLDEN LIGHT. Millions of Brood HISS IN ANGER and FLY from the light or CRAWL into holes in the ground.

EXT. TEMPLE OF THE PHOENIX - DAY

THE SHAFT OF LIGHT WITHDRAWS FROM THE PEDESTAL, REVEALING--

A SINGLE WOMAN, WHO COLLAPSES TO ONE KNEE. Gamora approaches her cautiously.

INT. WUNDAGORE CONTROL ROOM - MOMENTS LATER

MANTIS

Did we win?

ROCKET

Well, the remaining Shi'ar ships have stopped firing, so that's a good sign. Whoops! There goes one of their ships.

(MORE)

ROCKET (CONT'D)

I should probably signal the Thor Corps to stand down.

QUILL

What's happening down there? I only see one girl. Is that...

ROCKET

Hold on! We got one incoming. Something very small and very fast! There! It's...a guy?

Rocket points to one of the secondary screens, which shows a small blur rocketing through space.

QUILL

Now what?

ROCKET

He just shot past us! Looks like... he's headed down there.

EXT. TEMPLE OF THE PHOENIX - DAY

Gamora watches the young woman on the pedestal RISE. She looks older than Lilandra, but younger than Deathbird. The moment is disrupted by a sonic BOOM. Gamora and the young woman both LOOK UP. We TILT UP with them and then IMMEDIATELY TILT DOWN to follow the PERSON that DROPS from the sky.

GLADIATOR STANDS in a cloud of dust. He LOOKS UP at the young woman on the pedestal, looks to the ground and DROPS to one knee, RAISES his fist to his heart.

GLADIATOR

Majestrix Lilandra! This unworthy one has failed you, again and again. And yet he would still lay his sword at your feet, if you would have his pledge of loyalty.

LILANDRA WALKS DOWN the spiral steps of the pedestal, comes to Gladiator.

LILANDRA

Gladiator, I would not be here, as you see me now, without your help. My mother chose wisely. I accept your service.

Gladiator kneels even more deeply. Gamora looks quizzically up at Lilandra.

GAMORA
Lilandra? You look...

LILANDRA
Yes, it's me. And more.

GAMORA
What happened to your sister?

LILANDRA
She's here! I took her in, made her part of me. You were right. She had to be stopped. And yet, she still had necessary qualities. I had to become the Lilandra that my people need me to be. And now, she and I will be together always.

The Sisters of the Phoenix CLIMB UP the path and begin filing onto the sundial.

INT. WUNDAGORE CONTROL ROOM - MOMENTS LATER

ROCKET
I'm sorry, what now?

QUILL
Can we call a ship to take us down there now?

EXT. TEMPLE OF THE PHOENIX - DAY

The Guardians FILE DOWN the ramp of a Shi'ar ship. Quill looks back at the ship, which quickly withdraws.

QUILL
Well, that's a change from five minutes ago.

LILANDRA (O.S.)
Guardians!

The Guardians turn as Lilandra RUNS to them. She PICKS UP Rocket before he can react and HUGS him. Rocket STIFFENS and flings his arms out...before relaxing into the hug and hanging limply in Lilandra's arms.

ROCKET
Yeah, okay, sure.

Quill, watching them, grins and pokes Nebula with his elbow. Nebula jerks in surprise at the unexpected touch. Looks to Quill, then to Lilandra and Rocket. Smiles weakly.

Lilandra releases Rocket, turns to Quill, and reaches for a hug. Quill accepts the hug, awkwardly.

LILANDRA
My monkey man.

Rocket and Nebula both smirk.

QUILL
Not gonna be a thing!

Lilandra releases Quill.

QUILL (CONT'D)
You look... different.

ROCKET
You kinda look more like Dbird now.

LILANDRA
We fused together with the Phoenix.
I am Lilandra but there is some of
Cal'syee in me.

ROCKET
That's gonna haunt me.

QUILL
Wait, so you say you're you and not
her? But how do we know you're not
her saying she's you?

Lilandra laughs. She find Quill's Zune clipped to his bandolier strap, and TAPS IT until "ALONE AGAIN OR" by LOVE PLAYS. Quill looks confused.

Gamora enters.

QUILL (CONT'D)
Gamora!

NEBULA
Sister.

Gamora nods.

Quill rushes to Gamora. Her hand goes to the sword at her hip. Quill stops short with his hands out.

QUILL
I get it, I get it!

Quill gently reaches for Gamora's elbow. She allows him to turn her and lead her a few steps away.

QUILL (CONT'D)

After all we've been through, will you at least talk to me? I'm so happy to see you alive! I saw what you did with Lilandra. I think the Gamora I knew would have done the same thing.

GAMORA

This was...difficult. Is this what your Guardians do, Peter Quill?

QUILL

Well, kind of, it varies a lot by the job. But we could really use you. That's why you should come back! I mean, join us! God I hate time travel!

GAMORA

Why would I join your traveling menagerie of broken freaks?

QUILL

Because you're one of us! Maybe that didn't sound right. Because you have a home with us. I know you've been out there looking for one. You went to Zen-Whoberi, right?

GAMORA

I did. And... they did not need me. What I am, what Thanos made me... they had no use for it.

QUILL

Well, we do! Old you once said to me, "I thought you already found your family." Meaning... meaning... her and the rest of the menagerie. She was my family. We are a family!

GAMORA

Have I not made it clear that I do not wish to be your mate?

QUILL

No, it's not like that! It's not just me! It's all of us. We're different without you. Less good. This is totally apart from me wanting the booty call. We need you. Because you make us better.

NEBULA

He is right.

Quill and Gamora turn to see the other Guardians watching them.

NEBULA (CONT'D)

He is an idiot. But he is right. Thanos broke us. You, and me. I know you wanted to leave him, for a long time. You didn't, until you joined them. And I couldn't, either. Until I followed your example. That is what your other Nebula was missing.

ROCKET

And for what it's worth, you and Quill were good together. He's got no brain and you've got no heart. You're a perfect match!

Everyone frowns at Rocket. Rocket shrugs --

ROCKET (CONT'D)

What?

INT. TEMPLE OF THE PHOENIX - DAY

Gamora and Nebula have moved inside the temple, which is dominated by a central sarcophagus. Numerous insets are carved into the stone walls, showcasing figures from Shi'ar myth.

NEBULA

I am glad that the Deathbird did not manage to kill you.

GAMORA

I was lucky. I had help.

NEBULA

Help is good. It is hard to be alone.

GAMORA

I'm sorry. For what I said. And how I have avoided you. Everything that has happened since you... since Thanos brought us forward... to Terra... it's been very confusing.

NEBULA

It has been difficult for me as well. I have...

Nebula waves vaguely toward the door, indicating the Guardians.

NEBULA (CONT'D)

...them. And it is good. Most of the time. But they don't remember the same things that I remember. They don't remember growing up with Thanos. Being tortured. Being twisted into his tools. Being used to destroy.

Gamora moves closer to Nebula. They both lean back against the sarcophagus and look up at the temple ceiling.

GAMORA

I remember these things all too well. I guess these are things we will always share.

NEBULA

Yes.

GAMORA

Does that make us family?

NEBULA

We have always been family. Sisters.

GAMORA

Sisters.

INT. TEMPLE OF THE PHOENIX - NIGHT

A crowd has gathered inside the cavernous stone hall of the temple. ASSORTED RAVAGERS play drinking games with SHI'AR PILOTS. The THOR CORPS wave flagons at the SISTERS OF THE PHOENIX. The Guardians and other familiar faces mingle through the crowd.

We PUSH IN among the crowd and see Quill NAVIGATING the room. Quill approaches KRAGLIN and SNAPS A SALUTE, which Kraglin returns.

QUILL

Cap'n.

KRAGLIN

Cap'n.

Quill walks past THOR WAVING A FLAGON and talking to two SISTERS OF THE PHOENIX.

THOR

I was in the midst of an outlandish adventure at the time, battling demonic forces to save this dimension or some such nonsense - I can't quite recall, it all bleeds together after awhile.

Thor sees Quill passing and calls after him.

THOR (CONT'D)

Quail! We live to fight another day, eh?

Quill smiles tightly, nods, and keeps walking. He approaches a small cluster of NOVA CORP PILOTS drinking with STAKAR and the OG GUARDIANS.

RHOMANN DEY

Heeey, if it isn't Star Prince!

Quill winces as Rhomann Dey drunkenly pats his shoulder. Dey speaks to Stakar--

RHOMANN DEY (CONT'D)

You guys know Star Prince, don't you? He's all right. And you're all right, too! Thank you, for helping to protect my daughter.

STAKAR

Glad to do it! Good to know the old gang is still needed sometimes.

CHARLIE-27

It was a fight to remember!

ALETA

Yondu taught you well, Quill.

MARTINEX

Even if he was a damn jackass.

Quill salutes the OG Guardians, gives Dey a genuine smile, shakes his hand, and moves on. He approaches the STARJAMMERS, where Groot and Ch'od and Nebula and Raza stand in conversation, and CORSAIR has cornered Gamora.

CORSAIR

You look nice. What's your story?

GAMORA

Oh god. Not another one.

HEPZIBAH

Don't worry darling, this one's taken.

QUILL

Corsair! Madame Hepzibah! Thank you for answering our call.

CORSAIR

It was our pleasure, Petey.

QUILL

Hey, about that!

CORSAIR

Yeah?

Quill reconsiders for a moment.

QUILL

Maybe you should take a trip home. Visit your boys. Let them know you're alive. I'm sure they'd be glad to see you.

CORSAIR

Thanks for the advice, son.

Quill winces, and leads Gamora away.

GAMORA

Peter Quill, maybe you are not as stupid and dishonorable and inept as I thought.

QUILL

Uh... thank you?

Quill reaches into his jacket and pulls out another homemade music player, labeled "SUPER SORRY GAMORA MIX". Gamora jerks back.

QUILL (CONT'D)

Wait, wait! This one's different. The first one I made was for you, but maybe really it was for you, for me. This one is for you. For you, for you. I didn't even wrap it. No strings attached. Even if you walk out and never see any of us again, I want you to have it.

Gamora looks at him for a long moment, before reaching out to take the device.

GAMORA
I accept your gift, Peter Quill.

QUILL
That's great!

Rocket approaches.

ROCKET
This crowd is getting riled. You
gonna do this, it's now or never!

QUILL
Okay, yeah.

Quill climbs up on what looks like a stone sarcophagus.
SISTER CERISE shoots him a nasty look.

QUILL (CONT'D)
Sorry Sister! Sorry! I just need it
for a minute!

Quill tries to speak to the crowd.

QUILL (CONT'D)
Ahem! Hey everybody! Can I get
everybody's attention? Everybody?

The crowd pays him no mind. Quill looks down to Rocket, who shrugs.

GROOT
I. AM. GROOOOOT!

The crowd silences. Quill looks to Groot, who smiles back.

QUILL
First off... thank you, everyone!
You saved the galaxy today!

The crowd cheers.

QUILL (CONT'D)
No shit! Me and my friends here, we
call ourselves the Guardians of the
Galaxy.

Laughter and jeers from the crowd.

QUILL (CONT'D)

Yeah, yeah. Take it up with Ronan!
But I was reminded today, there's
only a few of us. And it's a big
galaxy! And while we were up there
fighting today, I looked around,
and I remembered the end of one of
my favorite movies, The Muppets
Take Manhattan.

Confused faces in the crowd.

ROCKET

Don't worry, he'll make some sense
out of it.

QUILL

At the end of that movie, Kermit
the Frog looked around, and he
said, that's what we've been
missing! That's what we need! More
frogs and dogs and bears and
chickens and... and whatever!

ROCKET

Ehn?

The volume of the room rises slightly as the crowd's
attention begins to drift. Quill tries to keep their
attention.

QUILL

You know, I look around the room,
and I see a bunch of losers!

The crowd turns back, but with a temper.

QUILL (CONT'D)

You know! People who've lost stuff!

Quill's audience looks around with confusion.

QUILL (CONT'D)

Man, that worked so well last time!

Gamora JUMPS UP to stand beside Quill.

GAMORA

Many of you know me as a daughter
of Thanos!

The crowd snaps to attention.

GAMORA (CONT'D)

Thanos terrorized the entire galaxy! Many of you here suffered terrible losses at his hands! The reason that Thanos terrorized you for as long as he did was because he built an unstoppable fighting force!

The crowd murmurs angrily.

GAMORA (CONT'D)

If we are to protect the galaxy from future threats like Thanos, WE MUST BUILD OUR OWN UNSTOPPABLE FIGHTING FORCE!

The crowd ROARS and RAISES drink-filled fists. A voice cries out--

MANGLED RAVAGER

That green whore is right!

The Mangled Ravager TAKES A SUCKER PUNCH FROM--

DRAX

That green woman is NOT a whore! She is my friend! And no one talks that way about my friend!

Drax, off balance with a heavy chest plate, stumbles over the Mangled Ravager at his feet. Mantis and Ayesha, at his sides, steady him and set him into a floating medical chair. Drax gives Quill a thumbs up. Quill shakes his head and laughs.

QUILL

That's right! And you are all invited to join the Guardians of the Galaxy!

NEBULA

(quietly)

I guess we'd better lay in more yaro root.

At the far end of the temple, a golden glow enters and RIPPLES through the crowd. Silence falls and the crowd parts as Lilandra walks through, followed by Gladiator. Lilandra approaches the sarcophagus where Quill and Gamora stand, and raises her hand. Quill helps her up.

LILANDRA

I want to personally thank you all
for answering the Guardians' call
today.

Lilandra speaks at a normal volume. The crowd attends her
raptly.

LILANDRA (CONT'D)

The Shi'ar will no longer hide our
heritage. Today, I return the
Shi'ar throne here to Aerie, our
rightful home.

MANGLED RAVAGER

(quietly)

Weren't we just fighting the
Shi'ar?

LILANDRA

I open Aerie to all well
intentioned visitors. And I offer
it as a home for the Guardians of
the Galaxy!

The crowd ERUPTS INTO YELLING. Lilandra looks to Gamora and
Quill, who looks shocked.

LILANDRA (CONT'D)

If you will have it.

EXT. TEMPLE OF THE PHOENIX - DAY

Lilandra and the Guardians stand, lined up beneath a Shi'ar
jumpship parked on the temple's stone landing pad.

DRAX

You got older! Did I miss another
five years?

LILANDRA

No Drax, it's complicated.

ROCKET

Wow, this is top of the line stuff.
This baby can jump all by itself
without the teleportation network!

Quill turns to Lilandra.

QUILL

I'll call it... the Lilandra.

LILANDRA
No! The Cal'syee.

Quill nods.

QUILL
Thank you.

LILANDRA
Thank me by returning soon.

QUILL
Oh, we will. Just got some
unfinished business.

Quill points up to the sky where the Half-World is still visible.

The Guardians file into the Cal'syee. The ramp closes behind them, and the ship RISES, and SHOOTS into the sky.

FADE TO BLACK

INT. CAL'SYEE LIVING QUARTERS - OUTER SPACE

CLOSE-UP OF GAMORA, her head tilted as she contemplates something O.S. She raises a pair of headphones, and hesitantly slides them over her ears.

THE END (NOT REALLY)

"I'M COMING OUT" by DIANA ROSS PLAYS.

RUN CREDITS.

CREDIT BREAK 1 - INT. STARJAMMER LIVING QUARTERS - OUTER SPACE

I'M COMING OUT is PLAYING HERE. Corsair looks into a mirror and carefully COMBS HIS HAIR. He takes a tiny scissor to his bushy 70's porn 'stache. He smacks on some aftershave. He inspects his face from several angles, seems to be satisfied.

He exits the ship's tiny washroom to find Hepzibah waiting. Hepzibah tugs on Corsair's flared collars, straightening them.

HEPZIBAH
Are you sure you're ready for this?

CORSAIR

When the kid's right, he's right.
I've put it off for too long.

Together they CLIMB UP to the flight deck, where Ch'od and Raza sit in the pilot seats. The forward screen shows a view of-- EARTH.

CH'OD

A fine watery world indeed!

RAZA

We're running a Sikorsky search for your two boys Scott and Alex. If they're alive and on Earth, we'll find them.

CORSAIR

Three.

RAZA

Sorry?

CORSAIR

Three boys, actually. I don't talk much about Gabe. Kid was a schmuck.

RAZA

Oh. Well all right then.

END CREDITS - AERIE IMPERIAL PALACE - DAY

Lilandra walks with Sister Cerise, visiting the site of a new Shi'ar Imperial palace under construction. A Lanky Courier delivers a package to her: an unmarked box. Lilandra opens the box. Inside lies a homemade electronic device labeled "HOITY TOITY PRINCESS MIX". Lilandra smiles, and presses a button on it. "THE MONKEES" by THE MONKEES PLAYS. Lilandra smiles.

END CREDITS - INT. WUNDAGORE DOCKING BAY

THE MONKEES is PLAYING HERE. The CAL'SYEE sits in a berth. ROCKET and LYLLA peer into the ship's exposed guts. Quill and Nebula stand on the ship's ramp. In the deep background, Drax and Mantis PLAY with a gaze of RACCOON KITS which CLIMB on Groot's raised arms.

QUILL

I'm not seeing any difference.

ROCKET

Are you sure?

QUILL
I checked it three times!

ROCKET
Well, did Nebula check it?

Nebula rolls her eyes and shakes her head. Nebula and Lylla share a look.

LYLLA
Okay, boys. Why don't you take a break and let the women handle it?

ROCKET
What?

LYLLA
No, really! Scoot!

GAMORA runs into the bay, followed shortly by AYESHA.

GAMORA
Are any of you monitoring the exterior scanners?

QUILL
No, why?

Gamora points toward the energy field leading to open space, beyond which a golden glow is visible.

GAMORA
Because that!

The glow resolves into a golden-skinned man.

LYLLA
He's not wearing a suit!

ROCKET
Oh great, another one of these guys.

ADAM WARLOCK PASSES THROUGH the energy screen and LANDS at the far end of the deck.

ADAM WARLOCK
Ah, excuse me! I apologize for not knocking. I guess you all are the Guardians?

The Guardians gape at Adam.

ADAM WARLOCK (CONT'D)
 Hi! Well, I'm looking for the
 Sovereign High Priestess Ayesha. I
 heard she might be here.

Ayesha RUNS and STUMBLES to Adam and FALLS upon him. He catches her, and she clings to him.

AYESHA
 Oh Adam! My beautiful, puissant,
 perfect Adam. You have come to me
 at last. And now you can perform
 the function for which you were
 created.

Ayesha lets go of Adam, turns to the Guardians, and points.

AYESHA (CONT'D)
 Kill them! Kill them all!

END CREDITS - INT. BROOD STARSHIP ACANTI - OUTER SPACE

The BROOD QUEEN greets the BADOON BROTHER ROYAL in her chambers. The Brood Queen's wings VIBRATE as she speaks.

BROOD QUEEN
 Sssssooo we are agreed?

BROTHER ROYAL
 Imperiatrix, the Badoon Brotherhood stands with you. The Teleportation Network is too important to our combined efforts. The Shi'ar have already broken our treaties and shown terrible disrespect. A revived Shi'ar Imperium would be too great a threat for us to tolerate their control any longer.

BROOD QUEEN
 Yessss. We mussst control the network!

BROTHER ROYAL
 And if we could neutralize, or even acquire, the Phoenix Force... what power!

BROOD QUEEN
 Sssssooo be it. We will desstroy the Ssshhi'arr Imperium!

END CREDITS - WUNDAGORE OBSERVATION BUBBLE

CLOSE UP of a green hand PRESSING A BUTTON on an electronic device. "SOONER OR LATER" by THE GRASS ROOTS PLAYS. PULL BACK TO REVEAL Gamora listening to her music player. She smiles and nods to the music.

Gamora and Quill stand inside a transparent blister, beyond which lies an unnamed sun, festooned with streamers of brightly glowing stellar debris. Quill stares down at a monitoring device in his hand.

Gamora removes one of her earbuds, and offers it to Quill. Quill looks confused. Gamora nods in the direction of the sun outside. She takes the device from Quill and sets it on a railing, puts the earbud in his hand. He brings it to his ear, hears the song, and smiles. Together, they turn to face the light of the beautiful solar scene.

MORE CREDITS - as SOONER OR LATER PLAYS.

END CREDITS - TERMA'S SUN - OUTER SPACE

We TILT DOWN to REVEAL A SEATED FIGURE FLOATING IN SPACE. We have no sense of scale, until we PUSH IN ON HIM and KEEP PUSHING IN, and finally see that he SITS on a SLEIGH made of assorted rough materials which is being TOWED by a tiny silver figure on a silver board.

GALACTUS

Norrin! At last! We're back! Now
where did I park my ship?

THE END