

GUARDIANS OF THE GALAXY VOL. 2

Written by

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Marvel Studios

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BLACK:

O.S. "BRANDY" by LOOKING GLASS PLAYS.

EXT. FORD COBRA MUSTANG - DAY

SUPER: *MISSOURI*
EARTH
1980

OVERHEAD SHOT: A '79 Cobra winds alongside the Missouri River, past swaying loosestrife, vibrant sugar maples, and oily self-pump gas stations. A hazy sun glints off the hood of the Cobra which, like its descendant the Milano, is orange and teal.

We MOVE DOWN AND IN on a fresh-faced girl of 18 in the passenger seat: MEREDITH QUILL. As "Brandy" blasts from the car stereo, she pushes her fine, feathered hair from her mouth, and sings along, out-of-tune -

MEREDITH

Do do do do do do do do do do!

The driver, a MYSTERIOUS MAN in his 30's, dressed in sleek, mod attire, LAUGHS.

Meredith LAUGHS too. She SINGS and dances with abandon in her seat. She's a lively goofball, and it's apparent where Peter Quill received much of his personality.

EXT. DAIRY QUEEN/WOODS - MOMENTS LATER

The Cobra pulls beside this Dairy Queen in a desolate area.

EXT. WOODS BEHIND DAIRY QUEEN - MOMENTS LATER

The Mysterious Man helps Meredith down the steep hillside into the woods. "Brandy" continues to play on the car stereo in the lot behind them. Meredith GIGGLES.

MYSTERIOUS MAN

This way, my river lily.

MEREDITH

Where are you taking me?

The Mysterious Man shows her a STRANGE SPROUT nestled amongst the trees.

A few inches tall and decidedly alien in nature, its delicate limbs twist and turn in a complex pattern.

MEREDITH (CONT'D)
Oh. It's beautiful.

The Mysterious Man looks proudly at Meredith. With a perpetually excited glint in his eye, and the air of a self-empowerment guru, he is an intoxicating presence.

MYSTERIOUS MAN
I was afraid it wouldn't take to the soil, but it rooted quickly.

He nods toward the sky between the branches above.

MYSTERIOUS MAN (CONT'D)
Soon it will be everywhere - all across the universe, fulfilling life's one true purpose.

MEREDITH
Which is what?

MYSTERIOUS MAN
Expansion.

The Mysterious Man takes her in his arms. He gazes into her eyes. She grows almost teary.

MEREDITH
I'm not sure what you're talking about. But I like the way you say it.

MYSTERIOUS MAN
My heart is yours, Meredith Quill.

MEREDITH
I can't believe I fell in love with a spaceman.

And they KISS, with passion, and love. "DO DO DO DO DO DO DO DO DO DO DO!" sings Looking Glass as SOURCE BECOMES SCORE and we TILT DOWN to the plant. It TWITCHES AND GROWS AND TWISTS.

We PUSH IN ON IT, where we see the plant is made, not only of cellulose and leaves, but of a BRIGHT COSMIC LIGHT. And we KEEPING PUSHING IN, INTO THE PLANT ITSELF, more FLESH-LIKE than you'd imagine, where COLORFUL BACTERIA OVERCOMES US as "BRANDY" DISTORTS AND TRANSFORMS into something epic.

O.S. A CRACK OF INTERDIMENSIONAL THUNDER

SUPER: *34 Years Later*

EXT. THE SOVEREIGN - OUTER SPACE

An artificial, golden planet, made of interlocking orbs, revolves around a blue sun.

We PUSH IN on THUNDEROUS INTERDIMENSIONAL CRACKS on one small patch of planet.

SUPER: *THE SOVEREIGN*
M49 5IOL339P21+H9LNI31

I/E. POWER STATION - DAY

A DIMENSIONAL CRACK SNAPS in the sky overhead. PETER QUILL looks from it to an old MATTEL ELECTRONICS FOOTBALL GAME converted into a tracker. A RED DOT APPROACHES.

QUILL
 Showtime, a-holes! It'll be here
 any minute!

GAMORA (O.S.)
 Which will be its loss.

Quill turns toward GAMORA, loading a rifle. DRAX, ROCKET, and BABY GROOT also ready themselves for battle in this grand, open-air power station. Dozens of BATTERIES are couched in conductor towers encircling them. Quill, Gamora, and Rocket wear flying rigs.

QUILL
 Is that a rifle?

GAMORA
 You don't know what a rifle is?

QUILL
 I thought your thing was a sword.

GAMORA
 We've been hired to stop an
 interdimensional beast from feeding
 on those batteries' energy, and I'm
 going to stop it with a sword?

QUILL
 (mumbling to himself)
 Don't look at me like I'm stupid.
 You're the one being all
 inconsistent.

A LOUDER, LARGER CRACK: something seems to be fighting its way through the sky.

GAMORA
Drax, why aren't you wearing one of
Rocket's aero-rigs?

DRAX
It hurts.

GAMORA
Hurts?

DRAX
(muttering)
I have sensitive nipples.

Rocket, who is working on a pair of speakers wired to Quill's
Walkman, LAUGHS HARD at this. Drax points at him.

DRAX (CONT'D)
What about him?! What's he doing?!

ROCKET
If I finish this, we can listen to
tunes while we work.

DRAX
How is that a priority?

ROCKET
Blame Quill! He's the one who loves
music so much!

QUILL
I agree with Drax. It's hardly
important right now.

ROCKET
Oh, sure, okayyyy, Quill.

Rocket WINKS at him.

QUILL
No, I really agree with him.

ROCKET
Sure, I know.

Rocket WINKS some more.

DRAX
I can clearly see you winking.

ROCKET
Damn. I'm using my left eye?

Rocket hears a small GROWL.

He looks down and sees Baby Groot - newly unpotted, only nine inches tall or so - angrily THROWING ASIDE some foraging Orloni. Then he looks up at Rocket, explaining:

GROOT

I am Groot.

ROCKET

They were not looking at you funny.

AN EVEN LARGER CRACK!

Rocket swirls as a GIGANTIC BEAST - a hundred-foot-long Lovecraftian monstrosity - BREAKS THROUGH THE INTERDIMENSIONAL RIFT. THE ABILISK is the color of a pinkie mouse with kaleidoscopic and deadly SPLATTER MATTER pulsing from its maw.

ROCKET (CONT'D)

Well. That's intense.

Rocket, Quill, and Gamora JET-PACK OUT OF THE WAY, while they BLAST at the creature. Drax HOLLERS, CHARGING it with his twin blades. Quill TURNS ON his mask.

But we FOCUS on baby Groot, who trots up to the stereo speakers and Walkman.

He fiddles with two wires. They SPARK, the stereo POWERS UP, and "MR. BLUE SKY" by ELECTRIC LIGHT ORCHESTRA PLAYS as -

THE CREDITS START

Baby Groot DANCES IN-FOCUS in the foreground as the Guardians get PUMMELED by the beast OUT-OF-FOCUS in the background.

Baby Groot's dancing is arrhythmic and many of his "dance moves" are nonsensical mixtures of trembling, swaying, and making weird faces.

But it is joyous.

As Groot struts, Quill comes ROLLING behind him. As he stands, he sees Groot dancing and looks at him, worried.

QUILL

Groot, look - !

A TENTACLE FLIES IN FROM OFF-SCREEN, KNOCKING Quill OUT-OF-FRAME as Groot dances on, blissfully unaware.

Groot, smiling, dances onward, as DRAX, in the clutches of a giant tentacle, is SLAMMED NUMEROUS TIMES BESIDE HIM.

Groot arrives at GAMORA, who is blasting at the OFF-SCREEN BEAST.

GAMORA

Get out of the way, Groot! You're going to get hurt!

Groot stops dancing. He WAVES at her.

GAMORA (CONT'D)

Hi.

She AERO-JETS back into the fray.

As Groot DANCES, Drax FALLS directly behind him.

Groot FREEZES.

Drax stares at him a moment, suspicious. Groot stays frozen.

Drax LEAVES, and Groot COMMENCES THE DANCE where he left off.

Groot sees an INSECT FLYING BY.

Suddenly dancing is forgotten and GETTING THIS BUG is all-important. He CHASES it.

He HOPS up and grabs it from the air...

And starts EATING it.

Rocket spots this and FLIES DOWN beside him, worried. He PRIES OPEN GROOT'S MOUTH with his fingers, frantically trying to get it out.

ROCKET

Spit it out! Spit it out!

Groot COUGHS IT OUT. The bug FLIES crookedly away, one wing mulched.

Rocket JETS OFF back toward the battle, muttering:

ROCKET (CONT'D)

Disgusting.

Groot sees something else and becomes furious. We follow his line of sight to a GRAZING ORLONI.

Groot SCREAMS A WAR CRY and ATTACKS IT. He GROWS HIS BRANCHES AROUND IT, and the terrified Orloni DARTS AWAY, DRAGGING GROOT WITH IT.

Groot's anger becomes panic as he is DRAGGED AROUND BY THE ORLONI and can't let go.

The Orloni DARTS around the power station and underneath the RAGING BATTLE, a CRYING Groot bouncing along behind it.

Finally, he LETS GO and goes TUMBLING, ROLLING directly INTO THE CAMERA.

And then stands up and, as if none of it happened at all, starts DANCING AGAIN.

We PAN and see the speakers and Walkman beside him, and we realize Baby Groot has traveled around the entire Power Station and has arrived back where he started -

When Drax is FLUNG by the beast into the stereo system, SMASHING it.

Groot stops dancing. Angry that Drax has ruined his fun, he picks up a piece of the stereo and beats him with it.

CREDITS END.

Drax stands and glares at the ferocious beast as Rocket, Quill, and Gamora BLAST at it without effect.

DRAX

The beast's hide is too thick to be pierced from the outside. I must cut through it from the inside.

GAMORA

Huh?

Drax HOLLERS, CHARGING the creature.

GAMORA (CONT'D)

Drax, no! That doesn't make -

The creature OPENS ITS ENORMOUS MOUTH, SCREECHING, and Drax LEAPS INSIDE IT, instantly swallowed up.

QUILL

What is he doing?!

GAMORA

He said the skin is too thick to be pierced from the outside, so he --

QUILL
That doesn't make sense!

GAMORA
I tried to tell -- !

QUILL
Its skin is the same thickness from
the inside as from the out!

GAMORA
I REALIZE THAT.

INT. BEAST'S STOMACH - DOESN'T MATTER

Drax HOLLERS as he SLASHES AWAY inside the goo of the beast's stomach. To no avail.

I/E. POWER STATION - DAY

Quill reloads his pistol, thinking.

QUILL
Gamora, there's a cut on its neck -
Rocket, get it to look up.

Quill and Rocket JET UP HIGH up over the creature as they BLAST REPEATEDLY at it.

QUILL (CONT'D)
Hey, you giant Sea Monkey, up here!

Gamora's rifle is jammed. She tosses it down. PULLS HER SWORD. SNAPS IT OPEN.

The beast SCREECHES at Quill and Rocket FLYING overhead. The colorful SPLATTER MATTER FLIES FROM ITS MOUTH, BATTERING ROCKET, BURNING his clothes.

But its neck is exposed, where the skin is thinner, and there is a small wound.

Gamora DASHES, LEAPING HIGH into the air, and she PLUNGES her sword directly into the wound.

She holds tight to the hilt as she FALLS, SLICING AN INCISION down the length of the creature's neck.

The beast WOBBLER, TOPPLES, and DIES. As it COLLAPSES, Drax SPILLS OUT of the wound. He raises his arms in victory.

DRAX
Ha ha! I have single-handedly
vanquished the beast!

Quill SCOFFS. Rocket SNORTS. Gamora stares at him, dead-eyed. Baby Groot throws a rock at him.

DRAX (CONT'D)

What?

I/E. POWER STATION - MOMENTS LATER

The Guardians de-rig by the Anulax batteries.

DRAX

What are they called again?

QUILL

Anulax batteries.

DRAX

Harbulary batteries.

QUILL

That's nothing like what I just said. But they're worth thousands of units a piece. Which is why the Sovereign hired us to protect them.

Rocket pulls out one of the ANULAX BATTERIES, checking it out.

Gamora, Drax, and Quill walk on. Rocket stays back a moment. Quill nods down the walkway, where GOLDEN SOVEREIGN CITIZENS stand at the edge of the station, gawking.

QUILL (CONT'D)

Just be careful what you say around these folks. They're easily offended and the cost of transgression is death.

DRAX

Sounds judgmental for a bunch of golden morons.

QUILL

That's the kind of thing you might want to keep to yourself.

GAMORA

I'll hold my tongue, as long as they deliver what was promised.

EXT. LAIR OF THE HIGH PRIESTESS - MORNING

An enormous golden palace in the shape of a globe, dappled by morning sunlight.

AYESHA (O.S.)
 We thank you, Guardians, for
 putting your life on the line. We
 could not risk the lives of our own
 Sovereign citizens.

INT. LAIR OF THE HIGH PRIESTESS - DAY

HIGH PRIESTESS AYESHA is stunningly beautiful with golden skin. Her CHAMBERMAIDS and other DENIZENS flutter throughout her luxurious lair, all of whom are equally perfect.

AYESHA
 Every citizen is born exactly as
 designed by the community,
 impeccable, both physically and
 mentally. We control the DNA of our
 progeny, germinating them in
 birthing pods.

QUILL
 I guess I prefer making people the
 old-fashioned way.

AYESHA
 Well... perhaps someday you could
 give me a history lesson in the
 archaic ways of our ancestors...
 for academic purposes.

QUILL
 Yeah, I mean, if it's for research
 that could be pretty --

Quill sees Gamora staring at him.

QUILL (CONT'D)
 Pretty repulsive. I'm not into that
 kind of casual -

GAMORA
 Oh, please.
 (to Ayesha)
 Your people promised something in
 trade for our services. Bring it
 and we shall gladly be on our way.

Ayesha nods.

Two SOLDIERS emerge with A WOMAN in a hood and cloak, her wrists bound by SHACKLES. They SHOVE HER TO HER KNEES and yank back her hood, REVEALING --

NEBULA. Her clothes are tattered. Her hand is now just a low-tech metal claw.

She glares at Gamora. Gamora glares at her. Quill looks from one to the other, feeling the tension.

QUILL
(quietly)
Family reunion. Yaaaay.

AYESHA
I understand she is your sister?

Gamora roughly picks Nebula up, starts to go.

GAMORA
She's worth no more to me than the bounty due for her on Xandar.

AYESHA
Our soldiers apprehended her attempting to steal the batteries. Do with her as you please.

QUILL
Thank you, High Priestess Ayesha.

Quill starts to go.

AYESHA
What is your heritage, Mr. Quill?

Quill turns back towards her, uncomfortable with the question.

QUILL
My mother is from earth.

AYESHA
And your father?

QUILL
He's... not from Missouri, that's all I know.

Ayesha stares at him as if she's eaten something foul.

AYESHA
I see it within you, an unorthodox genealogy. A hybrid that seems particularly... reckless.

Quill tries not to let this affect him, but it does. Rocket grins a huge, fake grin at Ayesha.

ROCKET

You know, they told me you people were conceited douchebags. But that isn't true at all.

Rocket turns to Quill and WINKS. The Guardians shift uncomfortably.

ROCKET (CONT'D)

Oh, shit, I'm using my wrong eye again, aren't I?

(to Ayesha)

I'm sorry. That was meant to be behind your back.

Drax YANKS Rocket away.

Gamora and Quill head out of the lair. Drax and Rocket are a few paces behind.

DRAX

Count yourself blessed they didn't kill you.

ROCKET

You're telling me. You wanna buy some batteries?

Rocket grins and shows Drax something hidden in his bag - TWO ANULAX BATTERIES.

"LAKE SHORE DRIVE" by ALIOTTA, HAYNES, AND JEREMIAH PLAYS.

Drax LAUGHS. Rocket SHUSHES him so Quill and Gamora don't hear.

EXT. SOVEREIGN SPACE DOCK/THE MILANO - MOMENTS LATER

The Milano RISES into the blue sunset over the Sovereign Space Dock filled with golden, capsule-shaped ships.

Rocket works the controls as they rise up. He speaks into the comm:

ROCKET

Let's get baldy back to Xandar and retrieve that bounty!

INT. MILANO LOWER FLIGHT DECK - OUTER SPACE

Groot lies on the rear window peering out the back as they pass overhead.

On the CASSETTE PLAYER AWESOME MIX VOL. 2 is playing; we PAN away from it, MOVING IN on Quill, looking perturbed as he takes off his jacket.

Gamora is nearby, putting shackles on Nebula.

GAMORA
You all right?

QUILL
That stuff about my father. Who does she think she is?

GAMORA
I know you're sensitive about that.

QUILL
I'm not sensitive about it. I just don't know who he is.

Gamora nods.

QUILL (CONT'D)
Sorry if it looked like I was flirting with her. I wasn't.

GAMORA
I don't care if you were.

Gamora pushes Nebula to the rear of the craft.

QUILL
I think you do care. That's why I'm apologizing.

Quill watches her go, somewhat longingly.

DRAX
Gamora is not the one for you, Quill.

Quill is startled to see Drax directly beside him.

DRAX (CONT'D)
There are two types of beings in the universe. Those who dance, and those who do not.

QUILL
Uh huh.

DRAX
I first met my beloved at a war rally.

(MORE)

DRAX (CONT'D)

Everyone in the village flailed about, dancing. Except one woman. My Ovette. I knew immediately she was the one.

Quill nods, trying to be polite.

DRAX (CONT'D)

The most melodic song in the world could be playing, and she wouldn't even tap her foot. She wouldn't move a muscle. One might assume she was dead.

QUILL

Well, that is pretty hot, but--

DRAX

It would make my nether regions engorge -

QUILL

All right, okay, fascinating, don't need to hear it. I get your point, I'm a dancer and Gamora is not.

Drax smiles kindly, clutches Quill's shoulder.

DRAX

You just need to find a woman who is pathetic, like you.

At the rear of the ship, Gamora roughly restrains Nebula. Nebula notices a bowl of fruit.

NEBULA

I am hungry. Hand me some of that yaro root.

GAMORA

No. It's not ripe yet. And I hate you.

NEBULA

You hate me?! You left me there while you stole that stone for yourself. Yet here you stand, a hero, a Garden of the Galaxy!

GAMORA

A what?

Nebula stares at her, confused.

GAMORA (CONT'D)
'Guardians of the Galaxy.'

NEBULA
Oh.

GAMORA
Why would we be 'the Gardens of the Galaxy'?

NEBULA
I don't know. I thought it was stupid.

GAMORA
Yeah, it would be.

NEBULA
It's still wordy.

GAMORA
I wasn't the one who thought of it.

NEBULA
Your name doesn't matter. I'll be free of these shackles soon enough, and I'll kill you, I swear.

GAMORA
No. You'll live out your days in a prison on Xandar, wishing you could.

WARNING LIGHTS FLASH.

I/E. MILANO FLIGHT DECK - MOMENTS LATER

Gamora MOVES UP from the stairs. Rocket and Quill are in the pilot seats. Drax is moving up from the back.

QUILL
We got an armed Sovereign fleet, approaching from the rear.

Gamora takes the center seat, sees a REARVIEW SCAN:

Golden, capsule-shaped, Sovereign OMNICRAFT, with a video screen on front and a blaster on each side - getting closer.

GAMORA
Why would they do that?!

DRAX

Probably because Rocket stole some of their batteries.

Quill and Gamora look at Rocket, astounded. Rocket gawks at Drax, betrayed.

ROCKET

Dude.

DRAX

Oh, right. He didn't steal one of those. I don't know why they're after us. What a mystery this is.

THE SOVEREIGN FIRE UPON THE MILANO.

Quill does his best to evade their blasts.

QUILL

What were you thinking?!

ROCKET

Dude, it was really easy to steal.

GAMORA

That's your defense?

ROCKET

Come on. You saw how that high-priestess talked down to us! I'm teaching her a lesson!

QUILL

Oh! I didn't realize your motivation was altruism. A shame the Sovereign have mistaken your intentions and are trying to kill us.

ROCKET

Exactly.

QUILL

I WAS BEING SARCASTIC!

ROCKET

Oh no! You tricked me! You're supposed to use a sarcastic voice! Now I look foolish!

Drax points at Rocket and LAUGHS at him.

QUILL
SHUT UP, DRAX! You knew! You should
 have told us!

Drax is aghast. He looks at Rocket.

DRAX
 Did you tell him it was easy to
 steal?

ROCKET
 Are you kidding me?

DRAX
 What?

ROCKET
 You never listen to anything!

GAMORA
None of you listens! Can we please
 just put the bickering on hold
 until after we survive the massive
 space battle?!

Rocket glances at Quill, nodding back at Gamora.

ROCKET
 Whoa. Somebody woke up on the wrong
 side of the bed this morning.

QUILL
 Do not try to bro down with me
 right now, dude. I will fricking
 punch you in your fricking face.

ROCKET
 Real nice! Resorting to violence.

QUILL
 More incoming!

MORE SHIP FLY AT THEM from the front.

ROCKET
GOOD! I WANT TO KILL SOME GUYS!

They twist and turn between the oncoming ships as ROCKET
 FIRES AT THEM, SCREAMING. They EXPLODE.

On the front of the Sovereign ships is the VIDEO IMAGE OF A
 PILOT.

SOVEREIGN PILOT (ON SHIP)
Bloody hell!

INT. SOVEREIGN PILOT BAY - DAY

The same SOVEREIGN PILOT sits in a REMOTE POD. On a SCREEN in front of her we see ROCKET FIRING.

The SHIP IS HIT and the SCREEN GOES STATIC.

The Pilot SHOUTS in anger, like a kid who lost at a video game.

High Priestess Ayesha surveys from a walkway above; ROWS OF PODS containing PILOTS, all flying their Omnicraft remotely.

I/E. MILANO FLIGHT DECK

GAMORA
You're not killing anyone. Those ships are all remotely piloted.

INT. SOVEREIGN PILOT BAY - DAY

A SOVEREIGN ADMIRAL is beside Ayesha.

AYESHA
What is the delay, Admiral?

ADMIRAL
High Priestess, if we destroy their craft, we risk destroying the batteries. They're extraordinarily combustible and could, in turn, destroy the entire fleet.

AYESHA
We have thousands of batteries and thousands of ships. Our concern is their slight against our people. We hired them and they steal from us? It is heresy of the highest order.

The Admiral speaks into his comm.

ADMIRAL
All command modules -

A FRIGHTENED SOVEREIGN PILOT, on the outskirts of the battle, hears the Admiral in his headset.

ADMIRAL (O.S.) (CONT'D)
Fire with the intent to kill.

A MEAN SOVEREIGN PILOT, FIRING at the Milano, smirks.

I/E. MILANO FLIGHT DECK - OUTER SPACE

THE MILANO'S WING IS STRUCK. The EMERGENCY SYSTEMS FLASH ON.

QUILL

What's the closest habitable planet?

Gamora dances her fingers over the UNIVERSAL NEURAL TELEPORTATION NETWORK, clicking through "jump points" until she finds one.

GAMORA

It's called Berhert.

QUILL

How many jumps?

GAMORA

Only one. But the access point is 47 clicks away. And it's through that Quantum Asteroid Field over there.

Quill spots, to his side, a HUGE FIELD OF SMALL, GLOWING ASTEROIDS, SWIRLING IN RANDOM PATTERNS, DISAPPEARING OUT OF SPACE and EMERGING AGAIN a few feet or a few yards away.

Quill ZOOMS SIDEWAYS toward the field.

DRAX

Quill, to make it through that, you'd have to be the greatest pilot in the universe.

Quill smirks.

QUILL

Lucky for us -

ROCKET

I am.

Rocket FLIPS the pilot controls between them so that he's the one piloting the ship. Quill gapes at him.

The Milano DIVES into the QUANTUM ASTEROID FIELD, SWOOPING in and around the SWIRLING ATOMIZED STONES, barely missing them.

The Sovereign ships FOLLOW. They are not pilots on par with Rocket, so most of the ships are immediately PELTED WITH STONES AND DESTROYED.

INT. SOVEREIGN PILOT BAY - DAY

One after another the SOVEREIGN PILOTS screens go blank, and they FALL BACK, angry and upset.

PUSH IN on Ayesha, barely containing her fury.

I/E. MILANO FLIGHT DECK - OUTER SPACE

Quill FLIPS the controls back, so he's piloting again.

ROCKET
What are you doing?!

QUILL
I've been flying this rig since I was ten years old.

ROCKET
I was cybernetically engineered to pilot a spacecraft!

Rocket FLIPS the controls back to him.

QUILL
You were cybernetically engineered to be a douchebag.

Quill FLIPS the controls back to him.

GAMORA
Stop it!

ROCKET
Quill, later on tonight you're gonna lay down in your bed and there's gonna be something squishy in your pillowcase and you're gonna be, like, 'what's this?' and it's gonna be because I put a turd in there.

Rocket FLIPS the switch back.

QUILL
You put your turd in my bed, I shave you.

ROCKET
Oh it won't be my turd, it will be Drax's.

Drax LAUGHS cheerfully. Gamora glances at him. He explains:

DRAX

I have famously huge turds.

GAMORA

We're about to die, and this is what we're discussing?

DRAX

They raise havoc with the pipes. That's why I do all the plumbing. I take responsibility for my actions. Unlike some people...

Drax eyes baby Groot.

QUILL

Groot, he's right, you have to start aiming inside the box.

Groot looks ashamed. Quill FLIPS the controls back.

GAMORA

Stop it.

Rocket SWITCHES it back. Quill SWITCHES it back.

They're nearing the end of the Asteroid Field when both go to switch it at the same time and --

WHAM! A LARGE ASTEROID SMASHES THROUGH the stern of the Milano.

I/E. MILANO LIVING AREA - OUTER SPACE

A CHUNK OF THE REAR OF THE CRAFT DISAPPEARS.

Nebula IS SUCKED toward the hole - but, fortunately, her arms are shackled to a post, so she doesn't fly out.

Her face and body cover with frost.

I/E. MILANO FLIGHT DECK - OUTER SPACE

Everything FLIES AROUND THE SPACECRAFT, RUSHING THROUGH THE HOLE.

Groot GOES FLYING, but Quill CATCHES HIM, and casually TOSSES him back to Drax --

So that he can punch in a code, causing -

I/E. MILANO LIVING AREA - OUTER SPACE

A PROTECTIVE ENERGY SHIELD SLIDES UP in front of the hole.
Nebula COLLAPSES to the floor. She yells upstairs --

NEBULA

Idiots!

I/E. MILANO FLIGHT DECK - OUTER SPACE

Everyone catches their breath, relieved.

ROCKET

Well, that's what you get when
Quill flies.

Gamora THROWS SOMETHING HARD at the back of Rocket's head.

ROCKET (CONT'D)

Ow!

GAMORA

There's still a Sovereign craft
behind us!

The electronics FLICKER.

QUILL

Our weapons are down!

GAMORA

Twenty clicks to the jump.

The Mean Pilot BLASTS at them from the sole Sovereign Craft,
TAKING OUT another part of a wing. The Milano is TREMBLING.

Drax starts climbing down into the living area.

QUILL

Where's he going?

INT. SOVEREIGN PILOT BAY - DAY

A group of pilots have gathered around the Mean Pilot,
rooting him on, like kids at a video arcade.

FRIGHTENED PILOT

Come on, Zylak, you can do this.

I/E. MILANO LIVING AREA - OUTER SPACE

Nebula sees the bowl of yaro root has spilled in front of
her.

She reaches for a piece, but it's KICKED OUT OF HER WAY.

She looks up to see Drax, grabbing a cable on a spool attached to the wall.

DRAX
It's not ripe.

Drax HOOKS the cable to his belt. A folder on the wall reads *SPACESUITS FOR EMERGENCY* and, below that, in Rocket's scrawl: *OR FOR FUN*.

Drax pulls a small disk from the folder. He slaps it between his shoulder blades and a SHIMMERY SHEATH COVERS HIS ENTIRE BODY - a thin force-field spacesuit.

I/E. MILANO FLIGHT DECK - OUTER SPACE

Gamora watches THE MAP leading to the jump point.

GAMORA
Fifteen clicks.

Another BLAST from the Sovereign craft HITS them.

INT. SOVEREIGN PILOT BAY - DAY

The pilots rooting on the Mean Pilot erupt into CHEERS.

I/E. MILANO LIVING AREA - OUTER SPACE

Drax grabs a huge rifle.

He punches buttons on the wall. A SECOND PROTECTIVE SHIELD OPENS UP between him and Nebula, and THE FIRST PROTECTIVE SHEATH OPENS, exposing him to space --

INT. SOVEREIGN PILOT BAY - DAY

The Mean Pilot watches in awe as Drax JUMPS OUT the back of the Milano.

I/E. MILANO LIVING AREA - OUTER SPACE

Drax smiles. The cable UNSPOOLS and SNAPS TAUT when it reaches its end.

Drax is DRAGGED HAPHAZARDLY by the Milano like a water sled on a boat.

I/E. MILANO FLIGHT DECK - OUTER SPACE

ON THE MAP, the jump point gets closer.

GAMORA

Ten clicks.

I/E. MILANO LIVING AREA - OUTER SPACE

The Mean Pilot BLASTS WILDLY at Drax, missing him by mere inches.

Drax brings the sight to his eye. Aims at the ship.

DRAX

Die, spaceship.

And he SHOOTS, BLASTING the Sovereign ship.

INT. SOVEREIGN PILOT BAY - DAY

The Mean Pilot SCREAMS as his lights go out. The Frightened Pilot shakes his head in disgust.

FRIGHTENED PILOT

You suck, Zylak.

Zylak is really sad.

I/E. MILANO FLIGHT DECK - OUTER SPACE

As Quill and Rocket leave the asteroid field, it seems for a moment they're scot-free...

GAMORA

Five clicks!

Then DOZENS OF OMNICRAFT pull around them on both sides.

QUILL

Son-of-a-! They went around the field!

INT. SOVEREIGN PILOT BAY - DAY

Ayesha smiles.

I/E. MILANO FLIGHT DECK - OUTER SPACE

It looks like the end of the road for the Guardians when -

THERE IS A BLINDING BURST OF LIGHT AND ALL OF THE OMNICRAFT EXPLODE.

INT. SOVEREIGN PILOT BAY - DAY

Ayesha watches in shock as the screens in the pods go dead.

ADMIRAL
Someone destroyed all the ships.

AYESHA
What?! WHO?!

But the Admiral doesn't know.

I/E. MILANO FLIGHT DECK - OUTER SPACE

Rocket sees the BRIGHT WHITE LIGHT is emanating from an OVAL-SHAPED SPACECRAFT.

ROCKET
What is that?!

Quill sees the FLICKERING framework of a JUMP POINT.

QUILL
Doesn't matter! That's the jump
point! GO! GO!

As they're about to reach the jump point, Rocket sees a MAN standing casually atop the oval ship, LIGHT BURSTING THROUGH HIS BODY and into the craft - the source of the explosion.

ROCKET
It's a guy.

Quill doesn't see as the Milano DISAPPEARS INTO THE JUMP POINT.

I/E. MILANO LIVING AREA/DIRECTLY ABOVE BERHERT - DAY

The ship POPS IN HERE, TELEPORTING directly above the earth-like planet. Because the ship is in such bad shape, parts of it TEAR OFF AND SPIRAL AWAY as it enters this new atmosphere.

I/E. MILANO FLIGHT DECK - OUTER SPACE

Gamora sees Drax being dragged in the REARVIEW MONITOR.

GAMORA
Oh my God.

I/E. MILANO LIVING AREA/DIRECTLY ABOVE BERHERT - DAY

Drax WHIPS WILDLY OUT of the back of the ship. The CABLE SPOOL on the wall is coming off -

I/E. MILANO FLIGHT DECK/BERHERT FOREST - DAY

Quill sees a green forest APPROACHING UNBELIEVABLY FAST.

He turns toward Gamora, but she's gone. Instead Baby Groot is sitting alone, happily munching on candies as if he's watching a movie.

QUILL

Groot, put on your seat belt!

I/E. MILANO LIVING AREA/DIRECTLY ABOVE BERHERT - DAY

The SPOOL DETACHES and FLIES toward the back, which would leave Drax in the upper reaches of the planet's atmosphere -

But Gamora has made it downstairs - she GRABS ONTO THE SPOOL with one hand while CLUTCHING onto a secure part of the ship with her other. As it SNAPS TIGHT, it nearly wrenches her apart. She GROANS.

QUILL

Prepare for a really bad -

The Milano HITS THE TREES, BARRELING OVER THEM. They PART and FLATTEN and SWAT at the windshield.

Out back, Gamora HOLDS TIGHT despite searing pain, as Drax BOUNCES VIOLENTLY off the trees.

DRAX

Ow! Ow! Ow! Ow!

And, eventually, the Milano comes to an ABRUPT STOP.

SUPER: *BERHERT*

M20 22A4834126+306CA12

Drax pushes himself up in the dirt. He CHUCKLES. He glances back at Gamora like the madman he is.

DRAX (CONT'D)

That was awesome.

Gamora nods, sure, yeah, okay, whatever, dude.

I/E. CRASHED MILANO - CLEARING - MOMENTS LATER

CRANE DOWN OVER THE SMOKING, BATTERED MILANO TO our heroes, and a still-shackled Nebula.

GAMORA

Either one of you could have gotten us through that field, if you had flown with what's between your ears instead of what's between your legs!

QUILL

If what's between my legs had a hand on it, I guarantee I could have landed this ship.

GAMORA

It's not funny, Peter. We almost died. Because of your arrogance.

QUILL

(re: Rocket)

More like because he stoled Anulax batteries!

DRAX

They're called Harbulary batteries.

QUILL

No, they're not!

ROCKET

You know why I did it, Star-Munch?

Quill fumes.

ROCKET (CONT'D)

Do you?

QUILL

I'm not going to answer to 'Star-Munch.'

ROCKET

I DID IT BECAUSE I WANTED TO.

QUILL

Dick.

ROCKET

What are we even talking about this for? We just had a little man save us by blowing up fifty ships!

DRAX

How little?

Rocket shows him with his finger and thumb.

ROCKET

Like this.

GAMORA

A little one-inch man saved us?

ROCKET

Well, if he got closer I'm sure
he'd be much larger.

QUILL

That's how eyes work, you stupid
raccoon.

ROCKET

Don't call me a raccoon!

QUILL

Oh, I'm sorry, I meant to say
'trash panda.'

Rocket pauses, unsure, looks at Drax.

ROCKET

Is that better?

DRAX

I don't know.

QUILL

It's worse.

ROCKET

YOU SON-OF-A-!!

Rocket LEAPS, SNAPPING at Quill, when Nebula looks up into
the sky.

NEBULA

Someone followed you through the
jump point.

A HUGE SPACESHIP HOVERS overhead.

The Guardians COCK THEIR WEAPONS as they FALL BACK-TO-BACK in
tight formation.

NEBULA (CONT'D)

Set me free. You'll need my help.

GAMORA

I'm not a fool, Nebula.

NEBULA

You're a fool if you deprive
yourself a hand in combat.

GAMORA

You'll attack me the moment I let
you go.

NEBULA
 (mumbly, unconvincing)
 No, I won't.

QUILL
 You'd think an evil supervillain
 would learn how to properly lie.

DRAX
 I bet it's the one-inch man!!

The SHIP LANDS, CRUSHING ALL OF THE TREES AROUND IT.

A HATCH OPENS, and an adventurous, outer space frontiersman steps forward. He has grown hardened and haggard over the years, but he is definitely the MYSTERIOUS MAN from the beginning of the film. MANTIS, a creepy woman with antennae, emerges behind him.

The Man smiles.

MYSTERIOUS MAN
 After all these years, I've found
 you.

QUILL
 Who the hell are you?

MYSTERIOUS MAN
 I figured my rugged good looks
 would make that obvious. My name's
 Ego. And I'm your Dad, Peter.

EXT. CONTRAXIA - OUTER SPACE

QUIET. A planet of mostly water and white icy patches of land, revolving around two overlapping suns.

SUPER: *CONTRAXIA*
M15 5127512731+X1955KX

EXT. THE IRON LOTUS - DAY

SNOW FALLS GENTLY over this sleepy, pastel-colored town of wood and stone buildings.

PUSH IN on the Iron Lotus, a robot brothel and saloon. ASSORTED RAVAGERS, including KRAGLIN, as well as some ROBOTIC COURTESANS, are drunk and GIGGLING, trying to catch snowflakes on their tongues.

INT. IRON LOTUS SUITE - DAY

YONDU UDONTA is staring out the window as he puts on his pants. He looks utterly disconnected and alone.

Behind him are three ROBOT COURTESANS. One pushes a button on her neck and she POWERS DOWN.

TULLK (O.S.)
Yondu! Come on down!

Yondu looks down at the street where an older Ravager, TULLK, drunkenly dances, waving for him to join.

INT. IRON LOTUS - MOMENTS LATER

Yondu exits his suite. Two bodyguards, BRAHL and HALF-NUT, salute and follow him as he descends the stairwell.

At the bottom of the stairs a group of RAVAGERS in BLUE UNIFORMS LAUGH. A gruff, older warrior, STAKAR, and a man seemingly made of diamonds, MARTINEX are among them.

Yondu stops when he sees them. He's struck. Stakar LAUGHS as he tells a story -

STAKAR
And I was like, Aleta, I love you,
but you're crazy now, you always
been -

Yondu approaches Stakar with trepidation.

YONDU
Stakar.

Stakar is surprised to see him.

YONDU (CONT'D)
Been some time. I'd -

STAKAR
Seems like this establishment is
the wrong kind of disreputable.

The blue-coats turn and walk away.

YONDU
Stakar...

Stakar glances at the PROPRIETOR as he passes her.

STAKAR

There are a hundred Ravager factions, Sneeper. You just lost the business of ninety-nine by serving one.

PROPRIETOR

Please, sir! Sir!

Yondu stands there for a moment, hurt, as they head out the door.

But, little by little, his hurt turns to rage and he FOLLOWS.

EXT. IRON LOTUS - DAY

Yondu trots quickly toward Stakar and the others.

YONDU

You all can go to hell! I don't care what you think of me!

Stakar swirls toward him, furious.

STAKAR

Then why you following us for?!

YONDU

'Cause you'll listen to what I got to say!

STAKAR

I don't got to listen to nothing! You betrayed the code! Ravagers don't deal in kids!

YONDU

I didn't know what was going on -

STAKAR

You didn't know 'cause you didn't want to know, 'cause it made you rich!

YONDU

I demand a seat at the table! I wear the flames same as you!

STAKAR

You may dress like a Ravager but you won't hear no Horns of Freedom when you die, boy, and the Colors of Ogord will not flash over your grave!

(MORE)

STAKAR (CONT'D)

You think I take some pleasure in
exiling you, you're wrong. You
broke all our hearts.

Stakar and the others storm away. Martinex stays a moment,
staring at Yondu, and then moves on too.

Yondu is left alone, shaken as the WHITE SNOW FALLS GENTLY on
his blue face.

NEARBY, a MONSTROUS RAVAGER leans in toward Kraglin, Tullk,
GEF THE RAVAGER, OBLO, and RETCH. As he eyes Yondu, he
WHISPERS:

MONSTROUS RAVAGER

First Quill betrays us and Yondu
just lets him go, scot-free. Now
he's getting all riled over
nothing. We followed him 'cause he
was the one wasn't afraid to do
what needed to be done. Seems like
he's going soft.

KRAGLIN

If he's so soft why you whispering
for?

MONSTROUS RAVAGER

You know I'm right, Kraglin.

TULLK

You best watch what you say about
the Cap'n, Tay -

RETCH

Who the hell is that?!

Tullk stops when he sees High Priestess Ayesha approaching
beside them. The Chambermaids ROLL OUT a LONG BLUE CLOTH so
she doesn't touch unconsecrated ground.

She STOPS at the carpet's end. Does her best to force a
smile.

AYESHA

Yondu Udonta, I have a proposition
for you.

Yondu looks at her.

EGO (PRE-LAP)

When your mother passed away, I
hired Yondu to pick you up.

EXT. CAMPFIRE/CRASHED MILANO - NIGHT

Quill sits around a campfire with Ego, Mantis and the others, eating. Ego indulges heartily.

EGO (CONT'D)

I would have done so myself, but 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. But instead of returning you, Yondu kept you. I have no clue as to why.

QUILL

Because I was a skinny kid who could squeeze into places adults couldn't, making thieving easier.

EGO

I've been trying to track you down ever since.

DRAX

I thought Yondu was your father.

QUILL

What?

Drax stares at him.

QUILL (CONT'D)

We've been together all this time and you thought Yondu was my actual, blood relative?

DRAX

You look exactly alike.

ROCKET

One's blue.

QUILL

He wasn't my father. Yondu was the guy who abducted me. He'd beat the crap out of me so I'd learn how to fight and he kept me in terror threatening to eat me.

EGO

Eat you?!

QUILL

Yes.

EGO

That son-of-a-bitch.

GAMORA

How'd you locate us now?

EGO

Even where I reside, out past the edge of what's known, we've heard tell of the man they call Star-Lord.

He stands, handing his dish to Gamora.

EGO (CONT'D)

Say we head out that way now? Your associates are welcome, even that triangle-faced monkey there.

Rocket, self-conscious, feels his nose.

EGO (CONT'D)

I promise you, it's like no place you've ever seen. And there I can explain your very special heritage, and finally be the father I've always wanted to be.

(almost teary)

'Scuse me. I gotta take a whizz.

Ego leaves. Quill looks at Gamora.

QUILL

Not buying it.

GAMORA

Peter, we need to take a walk.

EXT. CAMPFIRE/CRASHED MILANO - NIGHT

Ego is WHISTLING "BRANDY" and PEEING into the bushes.

Mantis looks at Drax. She GRINS, or at least her best attempt at grinning. It's kind of creepy.

MANTIS

I am Mantis.

DRAX

What are you doing?

MANTIS

Smiling. I hear it is the thing to do to make people like you.

DRAX

Not if you do it like that.

MANTIS

Oh. I was raised alone on Ego's planet. I do not understand the intricacies of social interaction.

She points at Rocket.

MANTIS (CONT'D)

Can I pet your puppy? It is adorable.

DRAX

(mischievous)

Yes...

She goes to pet Rocket: startled, he SWIRLS and SNAPS at her.

MANTIS

AHH!

She pulls back her hand. Drax LAUGHS, heartily.

DRAX

That's called a practical joke!

She GIGGLES.

MANTIS

I liked it very much!

They both LAUGH together. Nebula shakes her head with disbelief.

EXT. BESIDE CRASHED MILANO - MOMENTS LATER

Quill and Gamora enter this private spot; the campfire flickers through the trees beyond them.

QUILL

Give me a break! After all this time, and he just expects to be my Dad all of the sudden!

GAMORA

I hear you.

QUILL

I mean, this could be a trap - the Kree purists, the Ravagers, now the Sovereign - they all want us dead.

GAMORA

I know, but -

QUILL

But what?

GAMORA

What was that story you told me about Zardu Hasselfrau?

QUILL

Who?

GAMORA

The wonderful television-singer man. He had a magic boat.

QUILL

David Hasselhoff?

GAMORA

Right.

QUILL

He had a talking car, not a magic -

GAMORA

Why did it talk again?

QUILL

Just to be a good friend, I guess.

GAMORA

And as a child you carried his picture in your pocket, and you told the other children he was your father, but he was out of town --

QUILL

(embarrassed)

Shooting Knight Rider or touring with his band in Germany. Why are you bringing this up now? I was drunk when I told you that.

GAMORA

I love that story.

QUILL

I don't. It's just sad! I was so sad because I'd see the other kids off playing catch with their dads, and I wanted that, more than anything in the world.

Gamora takes Quill's hands in her own.

GAMORA

My point is, maybe this man is your Hasselhoff. I know it's a long shot. But I lost my father as a child. I'd give anything...

Quill nods, grudgingly.

GAMORA (CONT'D)

If he ends up being evil, we'll just kill him.

Quill CHUCKLES.

GAMORA (CONT'D)

What's funny?

I/E. CRASHED MILANO - SUNRISE

Inside the ship, "THE CHAIN" BY FLEETWOOD MAC PLAYS on the cassette player. Nebula is angry.

NEBULA

You're leaving me with that fox?!

Rocket is SOLDERING the ship.

GAMORA

He's not a fox.

Gamora glances at Rocket as she grabs her outer-space-adventurer version of luggage.

GAMORA (CONT'D)

Shoot her if she does anything suspicious. Or if you feel like it.

Rocket GRUNTS. Gamora looks at a sad Baby Groot.

GAMORA (CONT'D)

It will just be a couple days. We'll be back before Rocket's finished fixing the ship.

Gamora steps out. Rocket sees Groot, who is ABOUT TO CRY as he watches them go.

Drax and Quill come from the back of the ship.

DRAX
What about your spool of songs?

QUILL
I have clones.

DRAX
What if the Sovereign come?

QUILL
There's no way for them to know they're here.

DRAX
I am uncertain about parting ways.

QUILL
You're like an old woman.

DRAX
Because I am wise?

Quill turns to Rocket as Drax and Gamora head toward the ship. He starts to say something nice - perhaps something conciliatory but --

ROCKET
Hope daddy isn't as big of a dick as you, orphan boy.

Quill just shakes his head and SNICKERS.

QUILL
So what's your goal here? To get everyone to hate you? 'Cause it's working.

Quill turns back around with Gamora and Drax and walks away.

Rocket looks at the others leaving as THE SONG BECOMES SCORE: *I can still hear you saying you will never break the chain.* Rocket watches them move away.

IN SLOW-MOTION, Quill, Drax, and Gamora approach the oval ship. The slit opens. Ego, with Mantis, is waiting inside.

Ego smiles and CLASPS his hand on Quill as he enters.

INT. EGOS SHIP. SUNRISE

Quill sits back against the wall, alone, nervous. He looks across the way at a SLEEP CHAMBER, where Mantis helps Ego lie down on a slab.

She places her hand on his forehead with her hand: her antennae ALIGHT. And he drifts off to sleep.

Quill takes a small, folded piece of paper out of his pocket.

It's the PHOTO OF DAVID HASSELHOFF.

He looks at it, then looks at Ego. Quill's eyes fill with cautious hope. And the SONG ENDS.

EXT. BERHERT - MOMENTS LATER

Ego's ship rises, blocking out the sun.

EXT. EGO'S SHIP - OUTER SPACE

The Orb moves through a rainbowish funnel of space and time; technology beyond what even the Guardians know.

INT. EGO'S SHIP - OUTER SPACE

Quill and Drax are drinking tea and LAUGHING with Mantis.

QUILL

Can I ask you a personal question?

MANTIS

Oh, no one has ever asked me a personal question!

QUILL

The antennae, what are they for?

MANTIS

Their purpose?

Gamora ENTERS, pouring herself some tea.

DRAX

Yes, Quill and I have a bet.

QUILL

You're not supposed to say that.

DRAX

I say that if you are about to go through a doorway that is too low, your antennae will feel this, and stop you from being decapitated.

QUILL

Just making clear - if it's anything else - any other answer - I win?

Gamora smiles, warmed by the good-natured, by-now-familiar bickering between Quill and Drax.

MANTIS

They are not for feeling doorways.

DRAX

(bummed)

Damn. I just lost my entire life's savings.

QUILL

Three pairs of pants.

MANTIS

I think they have something to do with my empathic abilities.

GAMORA

What are - ?

MANTIS

If I touch someone I can feel their feelings -

QUILL

You read minds?

MANTIS

No. Telepaths know thoughts. Empaths feel feelings. Emotions.

She looks at Quill.

MANTIS (CONT'D)

May I?

Quill doesn't stop her. Mantis, cautiously, touches him. Her hand quivers as his emotions shoot through her and her antennae ALIGHT. She is moved.

MANTIS (CONT'D)

You feel love.

QUILL

Yeah, I guess, yeah, I have sort of a general, unselfish love for everyone.

MANTIS

No, romantic, sexual love.

QUILL

No. No, I don't.

Mantis nods at Gamora.

MANTIS

For her.

QUILL

No.

Gamora is embarrassed. Drax starts LAUGHING UPROARIOUSLY.

DRAX

She just told everyone your deepest, darkest secret, Quill!
HAHAHAHAHAHA!!!

QUILL

What the hell, dude? That's a total overreaction.

Drax SLAPS HIS CHEST.

DRAX

DO ME! DO ME!

Mantis touches Drax. She grins brightly.

MANTIS

I have never felt such humor!

She starts GIGGLING and before long both she and Drax are LAUGHING HYSTERICALLY.

QUILL

You got to be kidding me.

Drax and Mantis both point at Quill, clutching onto each other and FALLING OVER WITH LAUGHTER. Quill's humiliated.

QUILL (CONT'D)

That's so incredibly uncool.

Mantis wipes the tears from her eyes, composing herself. She goes to touch Gamora, who grabs her wrist though her clothes.

GAMORA

Touch me. And the only thing you're going to feel is a broken jaw.

Mantis smiles, nods, backs away.

MANTIS

I can also alter emotions, to some extent.

QUILL

Like what?

MANTIS

If I touch someone who is sad I can ease them into contentment, for a short while. I can make a stubborn person compliant. But I mostly use it to help my Master sleep. He lies awake at night, thinking about his progeny.

Quill looks at her, struck by this.

DRAX

Do one of those on me!

Mantis touches him. He grins expectantly.

MANTIS

Sleep.

Drax COLLAPSES, INSTANTLY ASLEEP. Mantis smiles at the others, hoping she has pleased. Quill and Gamora look at Drax, SNORING. They're surprised.

GAMORA

Is that real?

QUILL

It's kind of like someone put a baby's head on a big, muscular body, isn't it?

FADE TO BLACK.

O.S. ALIEN INSECTS CHIRP

EXT. CRASHED MILANO - NIGHT

Four moons shine over the forest. The campfire CRACKLES beside the Milano, and "SOUTHERN NIGHTS" BY GLENN CAMPBELL emerges from the cassette player within.

The Monstrous Ravager and Kraglin lead a group of Ravagers up over a ravine. Dozens of M-Ships quietly lower behind them. Kraglin nods toward the sounds of Glenn Campbell in the distance. They raise their weapons.

OVERHEAD SHOT: dozens and dozens of Ravagers come from different directions, surrounding the Milano.

One Ravager cluster, lead by Half-Nut, CREEPS close enough to the Milano that they see the lights within the vehicle and can hear Rocket inside HUMMING along to the song.

Half-Nut licks his lips in anticipation, closing in for the kill, when he steps on a small pedal. It CLICKS.

A HUNDRED DARTS FLY AT THE GROUP from traps set in trees. They STICK INTO THE RAVAGERS' BODIES, knocking them instantly unconscious. As one Ravager FALLS, a GUNSHOT is discharged.

INT. CRASHED MILANO - NIGHT

Nebula is awakened by the SHOT. She sees a frightened Groot, peering through a hole at the bodies falling.

PULL BACK TO REVEAL, beside him, a futuristic walkie-talkie with ROCKET'S HUMS emerging.

EXT. CRASHED MILANO - PERCUSSIVE BOMB TRAP - NIGHT

Rocket is crouched on a limb in shadows above the Milano, smiling and HUMMING to "Southern Nights" into his comm.

He spots A LARGER GROUP OF RAVAGERS APPROACHING THE MILANO from the other side, led by Retch.

Rocket LEAPS TOWARD THEM, from one tree limb to another like a squirrel.

The GROUP enters a clearing close to the ship. A TALL RAVAGER looks up and spots Rocket LEAPING OVER THEIR HEADS.

TALL RAVAGER

There!

The Ravagers BLAST at Rocket, following him. He HOPS from tree to tree as BULLETS WHIZZ PAST HIM, leading them right where he wants them.

He stops in a tree at the end of the run. He holds a device with two buttons. He presses one of them.

A PERCUSSIVE BOMB at the feet of the Ravagers BURSTS, sending half of them FLYING UP into the air.

As the confused group on the ground watches, Rocket presses the second button and a second BOMB BURSTS. They FLY UP INTO THE AIR as well.

Rocket SNICKERS, as he continues pushes the buttons and the two groups of Ravagers FLY UP and DOWN until the bombs are depleted of energy.

Retch looks up from the ground, to see the little animal hopping away in the tree limbs overhead.

EXT. CRASHED MILANO - STICKY DISK TRAP - NIGHT

An EVEN LARGER GROUP OF RAVAGERS walk beneath the branches, MOONLIGHT FLICKERING ON THEIR FACES.

TILT UP TO REVEAL ROCKET'S SILHOUETTE on a gnarled limb. He's clutching an armful of small discs. He breathes shallowly, waits. As soon as the last Ravager is passing beneath him, he LEAPS onto his back.

Rocket JUMPS FORWARD FROM ONE MAN TO THE NEXT, SLAPPING A STICKY-DISC to each of their heads - SLAP! SLAP! SLAP! SLAP!

And then he LEAPS from the Ravager at the front of the line BACK UP INTO THE TREES.

The men are confused. They bring their fingers to the sticky discs on their bodies.

Rocket smiles in the tree as he flicks a trigger. The STICKY-DISCS SEND ELECTRICITY COURSING THROUGH ALL OF THE MEN'S BODIES.

They CONVULSE for a moment, then COLLAPSE.

EXT. CRASHED MILANO - CLEARING - NIGHT

Rocket LEAPS to the ground in a crouch. He sees Brahl approaching in front of him, and then another RAVAGER approaching from behind. They train their weapons on him.

BRAHL

Ain't so tough now without all your
toys, are you?

Rocket LEAPS up onto Brahl's face.

He PUNCHES HIM IN THE THORAX so hard he can't breathe.

The other Ravager SHOTS at him, but Rocket BACKFLIPS over the SHOT so Brahl is STRUCK instead.

Rocket LANDS on the back of the shooter's neck and RAPID-FIRE PUNCHES HIM in the head, until the man CRUMPLES to the ground, unconscious.

As Rocket lands, he HEARS WHISTLING and he looks up to see -- YONDU'S ARROW FLYING THROUGH THE TREES, DIRECTLY TOWARD HIM.

ROCKET

Crap.

Another high-pitched WHISTLE and the arrow STOPS ABRUPTLY, FLOATING with the tip almost grazing Rocket's forehead.

Yondu waltzes out of the trees with Tullk, Kraglin, the Monstrous Ravager, and many more.

Rocket reluctantly raises his hands in surrender.

YONDU

Hey there, rat.

ROCKET

How's it going, you blue idiot?

YONDU

Eh, not so bad. We got a pretty good gig. A golden gal with quite a high opinion of herself offered us a large sum to deliver you and your pals to her, so she can kill y'all.

INT. CRASHED MILANO - NIGHT

Nebula looks out the window to see even more Ravagers surrounding Rocket. She looks at baby Groot.

NEBULA

Your friend. There's too many of them. They're going to kill him.

Groot looks as if he's about to cry.

NEBULA (CONT'D)

He needs my help. If you care about him, you need to get me out of these bonds.

Groot is unsure.

EXT. CRASHED MILANO - CLEARING - NIGHT

The Ravagers have entirely encircled Rocket. There's no chance of escape. Though upset, he mostly holds it in.

YONDU

Pretty easy to find you, since we put a tracer on your ship back during the War over Xandar.

ROCKET

You give me your word you won't hurt Groot, and I'll tell you where the batteries are.

YONDU

Lucky for you my word don't mean squat. Otherwise I'd actually hand you over.

MONSTROUS RAVAGER

Otherwise you'd what?!

Yondu scowls at the Monstrous Ravager.

YONDU

We'll take the batteries. They're worth a a quarter mil on the open market -

MONSTROUS RAVAGER

That priestess offered us a million! A quarter is only one third of that!

YONDU

A quarter ain't one-th -

OBLO

A quarter is four times a million! We're in the money!

GEF THE RAVAGER

No, idiot. A quarter is twenty-five.

YONDU

No -

GEF THE RAVAGER

We can't even buy a pair of boots with twenty-five units!

YONDU

The point is, we aren't stupid
enough to help kill the Guardians
of the Galaxy. We'd have the whole
Nova Corps on us.

KRAGLIN

(realizing)

That ain't right. I just gotta say
it this one time, Cap'n.

Everyone looks at Kraglin.

KRAGLIN (CONT'D)

No matter how many times Quill
betrays you, you protect him, like
none of the rest of us much matter.
I'm the one what sticks up for you,
me and Tullk.

MONSTROUS RAVAGER

Damn straight, lad. You're right:
he's going soft. S'pose it's time
for a change in leadership!

KRAGLIN

Uh -

The Monstrous Ravager points his weapon at Yondu.

Others follow his lead.

A handful of others, including Tullk and the Innocent
Ravager, raise their weapons in their Captain's defense, so
that the whole circle are aiming at one another. Kraglin is
confused.

TULLK

Put you damn guns down!

Rocket is in the center of the potential crossfire.

ROCKET

Hold on! There's got to be some
sort of peaceful resolution here!
Or even a violent resolution, where
I'm standing over there.

Yondu glares at the Monstrous Ravager. His FIN LIGHTS UP and
he starts to WHISTLE when -

A GUNSHOT RINGS OUT; THE FIN IS BLOWN OFF THE TOP OF YONDU'S
HEAD. The arrow CLATTERS to the ground.

Rocket watches as Yondu, confused, TOTTERS there for a moment, and then COLLAPSES --

REVEALING NEBULA behind him, clutching a smoking pistol. Rocket looks at her, dead-eyed: really?

She SHOOTS HIM WITH A BLAST OF ELECTRICITY, knocking him unconscious.

The Ravagers gape at Nebula.

NEBULA
Well, hello, boys.

She takes a bite from a piece of yaro root she stole from the Milano. As she chews, she becomes disgusted.

She spits it out.

NEBULA (CONT'D)
It's not ripe.

EXT. RED PLANET - MOMENTS LATER

Ego's ship ARRIVES at a bold red planet, twisting in front of an enormous yellow sun, so close it seems like the sun is about to devour it. "MY SWEET LORD" BY GEORGE HARRISON PLAYS.

SUPER: *EGO'S PLANET*
G52 22C848T12F+E16UC22

INT. EGO'S SHIP - SLEEP CHAMBER - OUTER SPACE

Mantis sets her hand on Ego's forehead, waking him.

EXT. EGO'S PLANET/SPACEPORT - MOMENTS LATER

Ego's ship lands in a spaceport. It organically JOINS the spot where it lands - strands of material actually linking up with the landing pad itself.

From the front of the craft, a FLOATING TRAM emerges, with Ego, Mantis, Quill, Gamora, and Drax.

As the TRAM GLIDES toward its destination, the Guardians are overwhelmed by transcendently splendid surroundings. The plant life is colorful and alien. Tall, twisting obelisks seem to have no function other than beauty itself.

EGO
Welcome, friends, to my world.

QUILL
Wow. You have your own planet?

EGO
But a trifle, no larger than your
earth's moon.

DRAX
Humility. I like it. I too, am
extraordinarily humble.

Even Gamora smiles at the wonder of it all.

Multicolored mercurial clumps FLOAT BY.

Drax pokes one, and it BURSTS INTO A DOZEN VIBRANT HUES.

EXT. TRAM/PALACE - MOMENTS LATER

Ahead of them looms an astounding palace atop a mountain.

QUILL
It's beautiful.

The tram STOPS.

They step off it and toward the palace, Ego stops beside a
large FOUNTAIN.

EGO
Peter, consider this a token of a
father's pride.

Ego motions; the WATERS OF THE FOUNTAIN FALL AWAY, REVEALING
a GIANT STATUE OF STAR-LORD: Quill stands heroically, with
foolish-looking Guardians kneeling around him worshipfully.

EGO (CONT'D)
A memorial to the War Over Xandar,
when you single-handedly saved the
galaxy.

GAMORA
Single-handedly?

QUILL
Whoa. It's perfect.

GAMORA
You've got to be kidding.

DRAX
Why am I dead? Why did you all kill
me?!

GAMORA
That's Ronan. That's you.

Drax is sitting on Quill's shoulder, with a raccoon tail.

DRAX

When was I that tiny?

Gamora shakes her head in disbelief. They step past the statue and onto the steps approaching the palace.

GAMORA

You own a planet and can destroy two dozen spaceships without a suit. What are you, exactly?

EGO

I'm what they call a Celestial, sweetheart.

The Guardians STOP behind him, astounded.

QUILL

A Celestial. Like a... god?

EGO

Small 'g', son. At least on the days I'm feeling humble as Drax.

He LAUGHS and walks up the stairs.

INT. PALACE - MOMENTS LATER

Ego SAUNTERS with Quill, Gamora, Drax, and Mantis, through the enormous open doors, toward huge DIORAMAS lining either side of the palace, like cosmic Stations of the Cross.

EGO

This form you see before you is only an extension of who I truly am. I don't know where I came from, exactly.

The DIORAMAS around them begin to ANIMATE: *In the first, a FLICKERING BRAIN COMPOSED OF POLYCHROMATIC LIGHT FLOATS in space.*

EGO (CONT'D)

The first thing I remember is flickering, adrift in the cosmos - utterly and entirely alone.

The flickering brain pulls cosmic dust and rocks into itself, ingesting them, GROWING.

EGO (CONT'D)

I fed on the matter around me like plankton. I grew smarter and stronger.

A hard metal shell forms around the brain, with channels running through for his energy to flow like rivers.

EGO (CONT'D)

I formed a sheathe to protect myself from the elements.

Ego continues developing outward from the shell, growing the planet, then its beautiful landscapes and structures.

EGO (CONT'D)

And continued building from there, layer by layer, the very planet you walk on now. I built the spires reaching up to the sky and the tunnels burrowing into its depths.

QUILL

Wow.

EGO

But I was no ant to be fulfilled solely by labor. I wanted more. I desired... meaning.

In the core shell - the Self Chamber - the flickering brain floats, alone, perhaps sad.

EGO (CONT'D)

There must be some life out there in the universe besides just me, I thought, and I set myself to task with finding it.

The brain grows a SKELETAL FRAMEWORK OF LIGHT up from the self chamber and to the surface of the planet. He pulls molecules around this shape to create his "human" self.

EGO (CONT'D)

I created what I imagined biological life might be like, down to the most minute detail.

DRAX

Did you make a penis?

QUILL

Dude.

DRAX

If he's a planet, how did he make a baby with your mother? He would smush her.

QUILL

I don't need to hear about how my parents, you know -

DRAX

Why? My father would tell me the story of impregnating my mother every winter solstice.

QUILL

That's disgusting.

DRAX

It was beautiful. You earthers have hang-ups.

EGO

Yes, Drax, I've got a penis.

QUILL

Oh my God.

EGO

It's not half bad. I've also got pain receptors, a digestive system, and all the accompanying junk. I wanted to experience what it truly meant to be human as I set out amongst the stars.

In another DIORAMA, Ego explores various uninhabited and barren planets.

EGO (CONT'D)

I visited thousands of planets over thousands of years, one barren husk after the next until I found what I sought...

Ego stares down at a CUTE ALIEN CHILD.

EGO (CONT'D)

Life. I was not alone in this universe after all.

Ego reminisces: wistful? Sad? It's hard to tell.

QUILL

When did you meet my mother?

EGO
Not long after.

Ego turns toward the last set of DIORAMAS. They show Meredith and Ego kissing and Ego with his hand on Meredith's pregnant belly.

EGO (CONT'D)
It was with Meredith that I
experienced love for the first
time. I called her my river lily.
And from that love, Peter, you.

In the final DIORAMA we PUSH IN on the belly and see, inside the womb, VERY young Peter Quill, a fetus, himself encased in light.

Quill looks up in amazement - this story is the story of himself. And Ego gazes at Quill with adoration.

EGO (CONT'D)
I searched for you for so long.
When I heard a man from earth held
an Infinity Stone in his hand
without dying, I knew you must be
the son of the woman I loved.

Ego puts his hand on Quill. Quill wants to believe, but he can't quite let it go.

QUILL
If you loved her why did you leave
her?

EXT. THE ECLECTOR - OUTER SPACE

The Ravagers' massive ship FLOATS in space.

SUPER: *RAVAGER TERRITORY*
HE2 6SM6R16617+6241023

TULLK (O.S.)
You can't do this!

INT. ECLECTOR CENTRAL AREA - OUTER SPACE

Ravagers LAUGH as they DRAG Tullk across the floor while he STRUGGLES to get free.

TULLK
This is mutiny! Mutiny!

They shove Tullk into a cylindrical room as a glass door CLOSES on him.

He continues SCREAMING and SLAMMING ON THE GLASS, but we can barely hear him.

Half-Nut smiles and presses a button. The outside of the compartment OPENS so that Tullk is SUCKED INTO SPACE.

EXT. THE ECLECTOR - OUTER SPACE

Tullk FLOATS AWAY, opening his mouth to scream, but he can't. His FACE AND BODY SWELL QUICKLY and he EXPIRES there.

As we CURL AROUND his lifeless body, we REVEAL the countless other CORPSES of Ravagers loyal to Yondu, leading like bread crumbs toward nothing at all.

INT. ECLECTOR CENTRAL AREA - OUTER SPACE

Yondu watches this, helplessly. He's in a chair, his hands tied behind him. He's a wreck, his headpiece destroyed, wires hanging from a gap in his head where the fin used to be. He sees the mutineers grab the innocent Oblo, DRAGGING HIM to the same fate as Tullk.

OBLO
Cap'n, help me! Cap'n?!

Yondu drops his head in shame.

MONSTROUS RAVAGER
You're the one what kilt those men
by leading 'em down the wrong path.

He PUNCHES Yondu.

MONSTROUS RAVAGER (CONT'D)
Because you're weak.

He PUNCHES him again.

MONSTROUS RAVAGER (CONT'D)
And stupid.

The Monstrous Ravager turns towards the Ravagers, who listen, rapt and vengeful. Nebula leans calmly against a wall, watching. Kraglin watches too, seemingly concerned.

MONSTROUS RAVAGER (CONT'D)
It's time for the Ravagers to once
again rise to glory with a new
Cap'n... TASERFACE.

The Ravagers SHOUT IN APPROVAL. Taserface throws his arms up in glory - when he hears SNICKERING. He stops.

He and the other Ravagers turn and see Rocket, also in a chair with his arms secured behind him, GIGGLING.

ROCKET

I'm sorry. Your name is... it's 'Taserface'?

TASERFACE

That's right.

ROCKET

Do you... shoot tasers out of your face?

TASERFACE

It's metaphorical!

ROCKET

For what?

Taserface thinks. Time for a new answer:

TASERFACE

It's a name what strikes fear in anyone what hears it!

ROCKET

(doubtful)
Really?... Okay, sure.

Taserface screams at him, SPIT FLYING EVERYWHERE.

TASERFACE

You shut up! You're next!

Taserface goes back to Yondu, bringing out his blade.

TASERFACE (CONT'D)

Udonta, I been waiting to do this for a long ti -

Again they hear SNICKERING. Rocket is burying his mouth in his chest, TRYING TO STOP FROM CRACKING UP.

TASERFACE (CONT'D)

What?! What?!

ROCKET

I'm sorry, I'm so sorry. I just keep imagining you waking up one morning, looking in the mirror, and, in all seriousness, saying 'You know what would be a really kickass name? Taserface!'

Nebula smirks. The Ravagers are TRYING NOT TO LAUGH. Rocket can't stop LAUGHING.

ROCKET (CONT'D)
 What was your second choice?!
 Scrotum Hat?!

The Ravagers all BUST OUT LAUGHING.

TASERFACE
New plan. We're killing you first.

Taserface SHOVES HIM BACK, ready to plunge the knife in him. Rocket's smile disappears. He stares at Taserface with dead eyes.

ROCKET
 Well, dying is certainly better than having to live an entire life as a moronic shitbag who thinks 'Taserface' is a cool name.

Taserface goes to stab him, when -

NEBULA
 That's enough killing for today.

Taserface turns toward her, irritated.

TASERFACE
 Thought you were the biggest sadist in the galaxy.

NEBULA
 That was when Daddy was paying my bills. The Priestess wants to kill the fox herself. And he -
 (re: Yondu)
 - has bounties on his head in at least twelve Kree provinces.

Taserface glares at her. It's obvious he's considering attacking her.

NEBULA (CONT'D)
 I assure you, I am not as easy a mark as an old man without his magic stick or a talking woodland beast.

Taserface decides not to risk it.

NEBULA (CONT'D)

I want ten percent of the take, and
a couple more things.

INT. ECLECTOR DOCKING BAY HALL - LATER

Nebula is TRYING OUT A BRAND NEW HAND as Kraglin leads her
through this hall.

KRAGLIN

We got a whole box of hands if that
one don't work out.

NEBULA

It's fine.

KRAGLIN

You think them Kree is gonna
execute the Cap'n?

NEBULA

The Kree consider themselves
merciful. It will be painless.

Kraglin comes to an open doorway beside a huge DOCKING BAY,
and an M-SHIP decked out with lots of weapons.

KRAGLIN

Well, there it is, best ship we
got. The location of Ego's planet's
in the nav. We'll wire you the ten
percent when we's paid. What you
gonna do with your share?

Nebula stops at the doorway.

NEBULA

As a child my father would have
Gamora and me battle one another in
'training.' Every time my sister
prevailed my father would replace a
piece of me with machinery,
claiming he wanted me to be her
equal. But she won, again and again
and again. Never once refraining.
Because of them, I am this. So
after I murder my sister, I will
buy a warship with every
conceivable instrument of death.

(MORE)

NEBULA (CONT'D)

I will hunt my father like a dog
and I will tear him apart slowly,
piece by piece, until he knows some
semblance of the profound and
unceasing pain I know every single
day.

Kraglin stares at her, weirded-out.

KRAGLIN

Yeah... I was talking about, like,
a pretty necklace. Or a nice hat.
Something that'll make the other
girls go 'oooooo, that's nice.'

Nebula gives him a look of pure death.

KRAGLIN (CONT'D)

Anyway, uh, happy trails.

INT. PALACE COURTYARD - DAY

Quill looks up at a GIANT SCULPTURE of his mother. He is
upset. Ego is behind him, watching him, sadly.

QUILL

My mother told everyone my father
was from the stars.

Quill turns to look at his father, somewhat accusatory.

QUILL (CONT'D)

She had brain cancer - so everyone
thought she was delusional.

Ego looks sad, ashamed.

EGO

Peter -

QUILL

Listen. I'd love to believe all of
this, I really would - but you left
the most wonderful woman ever, to
die alone!

Ego has tears in his eyes.

EGO

I didn't want to leave your mother,
Peter. But if I don't return
regularly to this planet, and the
light within, this form will wither
and perish --

QUILL

So why didn't you come back?! Why'd you send Yondu, a criminal, of all people, to fetch me?!

EGO

I loved your mother, Peter! I couldn't stand to set foot on an earth where she wasn't living! You can't imagine what that's like!

QUILL

I know exactly what that's like! I had to watch her die!

Ego stops, seeming to hear his son. He touches him.

EGO

Over the millions and millions of years of my existence I have made many mistakes, Peter. But you're not one of them. Please give me the chance to be the father she would want me to be.

Quill looks at him, vulnerable.

EGO (CONT'D)

There are so many things I need to teach you. This planet, and the light within... they are a part of you.

QUILL

What do you mean?

Ego takes Quill's hands in his own, gently, putting them in the correct position.

EGO

Give me your hands, son. Here. Hold them like that.

Quill holds his hands apart. Ego steps back, holding his hands in the same way.

EGO (CONT'D)

Now close your eyes and concentrate. Take your brain to the center of the planet.

Quill concentrates. He holds his hand out. A white light emanates from it.

EGO (CONT'D)

Yes! Yes!

QUILL

Whoa.

The light disappears as quickly as it came.

EGO

Yes, yes - it's okay. Just relax.
Concentrate. You can do it. Bring
it back.

Quill concentrates and the LIGHT, once again, bursts up from the palms of his hands.

EGO (CONT'D)

Yes, yes, now - shape it -

Ego shows him, pulling in the molecules around him, so that the light itself forms into the shape of a ball.

EGO (CONT'D)

Feel the energy.

Quill tries to pull molecules into the ball. And, little by little, they come, and the ball glows brighter.

EGO (CONT'D)

Yes.

Quill laughs. Ego is JOYOUS. He almost looks as if he's going to break down in tears.

EGO (CONT'D)

You're home, Peter.

Ego cups his hands.

EGO (CONT'D)

Here.

Quill, smiling, THROWS him the ball. Ego LAUGHS. He inspects the cosmic ball of light, and he throws it back to Quill.

Quill LAUGHS, catching it, and throws it back. Ego moves back further.

And Ego and Quill continue tossing the ball back and forth there, LAUGHING, a friendly father and son game of catch in the middle of a palace courtyard.

EXT. PALACE - DAY

Drax and Mantis sit here, soaking in the sun and gazing at the lush, flowing hills, like something an alien Maxfield Parrish would paint.

DRAX

How did you get here?

MANTIS

Ego found me in my larva state, orphaned on my homeworld. He raised me by hand, and kept me as his own.

DRAX

So you're a pet?

MANTIS

I suppose.

DRAX

People usually want cute pets. Why would Ego want a hideous one?

MANTIS

I am hideous?

DRAX

You're horrifying to look at, yes.

Mantis seems sad about this. Drax notice this, feels bad.

DRAX (CONT'D)

But it is a good thing.

MANTIS

Oh?

DRAX

When you are ugly and someone loves you, you know they love you for who you are. Beautiful people never know who to trust.

MANTIS

Well, then I am certainly grateful to be ugly!

(thinking)

Poor Gamora. She can never trust anyone.

Drax nods and stares out at spattered patches of water.

DRAX

Those pools remind me of a time I took my daughter to visit the Forgotten Lakes on my homeworld. She was like you.

MANTIS

Disgusting?

DRAX

Innocent.

Drax stares out at them without expression.

Slowly, Mantis TOUCHES his shoulder.

And, as she does, TEARS INSTANTLY FLOW DOWN HER CHEEKS. She stares with Drax at the hills. They feel the sadness together: she cries while he's stoic.

MANTIS

I have never met anyone like you, or your friends. You are filled with such... love. It is a thing I did not know existed, not like this, and I think... I think it may be the very finest of all things. It both hurts and soothes the heart.

She looks at Drax. There is something she wants to say, but she is torn.

MANTIS (CONT'D)

Drax, there is something I must tell -

GAMORA (O.S.)

What's going on?

Drax and Mantis turn to see her behind them. She smiles.

MANTIS

I am learning many things. Like I am a pet and ugly.

GAMORA

You're not ugly.
(admonishing)

Drax.

Drax, confused, points at Mantis, as if her ugliness proves itself.

GAMORA (CONT'D)

Mantis, can you show us where we'll be staying? I'm getting eye-strain in this place.

Mantis nods, yes.

EXT. PATH TO SLEEPING QUARTERS - MOMENTS LATER

Gamora, Drax, and Mantis walk across the sunset.

GAMORA

Why are there no other beings on this planet?

MANTIS

The planet IS Ego. A dog would not invite a flea to live on his back.

GAMORA

And you're not a flea?

MANTIS

I'm a flea with a purpose. I help him sleep.

Gamora curls around Mantis, cutting her off.

GAMORA

What were you about to say to Drax before I walked out?

Mantis looks around, worried.

MANTIS

Nothing.

Gamora and Drax share a look: why is she so scared? Mantis moves on.

MANTIS (CONT'D)

Your quarters are this way.

INT. ECLECTOR CELL - OUTER SPACE

Rocket HITS THE GROUND, hard. Yondu LANDS equally hard on the ground beside him.

They look up to see Taserface, Gef the Ravager and an OBTUSE RAVAGER locking the cell door.

TASERFACE

We'll deliver you to the Kree in the morning. Neither one of you gonna last much longer after that.

Rocket crawls toward them as they walk away.

ROCKET

Okay, Taserface. See you later, Taserface. Hey, Taserface, tell the other guys we said hi, Taserface!

Taserface glances back, perturbed, as he disappears around the corner.

INT. ECLECTOR HALLWAY - OUTER SPACE

Taserface, Gef, and Obtuse come around the hall.

GEF THE RAVAGER

What about the little plant? Can I smash it with a rock?

TASERFACE

No, Gef! It's too adorable to kill. Bring it to the tailor.

INT. ECLECTOR CELL - OUTER SPACE

Yondu and Rocket settle. Yondu looks like a beaten man.

ROCKET

No offense, but your employees are a bunch of jerks.

YONDU

I was a Kree battle-slave for twenty years when Stakar freed me. He offered me a place in the Ravagers. Said all I needed to do was adhere to the code. But I was young and greedy and stupid - like you stealing those batteries.

ROCKET

That was mostly Drax.

YONDU

Me and Stakar, and the other captains - we weren't so different from you and your friends. The only family I ever had. But I broke the code. They exiled me.

YONDU (CONT'D)

These ones here are the ones who followed - of course they're jerks. Which is what I deserve.

ROCKET

Slow down, drama queen. You might deserve this, but I don't. We gotta get out of here.

YONDU

Where's Quill?

ROCKET

Went off with his old man.

YONDU

Ego?

Yondu looks concerned. Rocket stares at him, picking this up.

ROCKET

Yeah. It's a day for dumbass names.

Yondu SNICKERS.

ROCKET (CONT'D)

You smiled and for a second I got a warm feeling, but then it was ruined by those disgusting-ass teeth. Ever heard of floss?

Yondu's smile disappears.

YONDU

You're like a professional asshole or - ?

ROCKET

Pretty much a pro. Why didn't you deliver Quill to Ego like you promised?

YONDU

He was skinny, could fit into places we couldn't. Good for thieving.

Rocket nods, GRUMBLES.

YONDU (CONT'D)

I got an idea on how to get outta here. But we're gonna need your little friend.

INT. BAR/QUADRANT FLIGHT DECK - OUTER SPACE

Baby Groot is wearing a tiny Ravager uniform. He reacts to clothes like a cat, struggling to take them off but unable. Ravagers are gathered around him, drunk and LAUGHING. They are CHANTING "MASCOT."

RETCH

Lil' feller's all worked up! Needs
a drank!

Retch POURS ALCOHOL on him. The Ravagers LAUGH MORE as others POUR DRINKS on him as well. Groot SCREAMS at them, furious but helpless.

RETCH (CONT'D)

Lookit how cute it is when it's all
riled up!

HALF-NUT

It's Goddang precious!

INT. ECLECTOR CELL - LATER

Groot, in shadows, MOPES down the hallway, looking traumatized. His clothes are torn and he's soaked in alcohol.

As he passes the cell, he hears -

YONDU (O.S.)

Hey, twig. C'mere.

Groot sees Yondu and Rocket looking at him in the cell. He steps toward them.

ROCKET

Oh, man. What'd they do to you?

YONDU

Hey, you wanna help us get outta
here?

Groot NODS. Rocket looks unsure. Yondu speaks slowly.

YONDU (CONT'D)

There's something I need you to
get, and bring back to me.

Groot NODS.

YONDU (CONT'D)

In the Cap'n's quarters, there's a
prototype fin, like the thing I
wore on my head.

Groot NODS.

YONDU (CONT'D)

There's a drawer next to the bunk.
It's inside that. It's red. You
got it?

Groot NODS EMPHATICALLY and DARTS OFF to get it. Yondu looks
at Rocket, pleased.

Rocket looks more than a bit uncertain.

INT. CAPTAIN'S QUARTERS - MOMENTS LATER

Baby Groot CREEPS into this dark room. DRUNKEN RAVAGERS are
sprawled everywhere.

He spots a bureau. A drawer is half open.

His face lights up.

MOMENTS LATER

Baby Groot stands outside of the cell, beaming, holding A
PAIR OF SHORTS.

YONDU

That's my underwears.

ROCKET

Yeah, I was pretty sure he didn't
know what you were talking about.
You have to explain it more
careful.

YONDU

All right. It's a prototype fin -

MOMENTS LATER

Groot is back in front of the cell, holding a wriggling
ORLONI in his hands.

ROCKET

That's an orloni. It's a fin,
Groot.

YONDU

You explain it this time.

Rocket starts to speak -

MOMENTS LATER

Groot looks hopeful, holding out a CYBERNETIC EYE.

YONDU

That's Vorker's eye. He takes it out when he sleeps. Go look again.

Groot starts to SLINK OFF -

ROCKET

But leave the eye here.

YONDU

Why?

Rocket CAN HARDLY SPEAK he finds it so funny.

ROCKET

He's gonna wake up tomorrow and he's not gonna know where his eye is!

MOMENTS LATER

Groot is DRAGGING a LARGE PIECE OF FURNITURE to the cell.

ROCKET

That's a desk. We told you it was this big.

Rocket shows him how small it is with his hands.

Groot makes a face like "Oh!" as if NOW he gets it. It's all coming together.

MOMENTS LATER

Groot is holding a SEVERED TOE.

ROCKET

Tell me you guys have a refrigerator somewhere with a bunch of severed human toes.

Yondu SUBTLY SHAKES HIS HEAD.

ROCKET (CONT'D)

Okay, then let's just agree to never discuss this.

Yondu RIPS the Ravager patch off his jacket.

YONDU

The drawer you want to open. Has this symbol on it, okay?

Groot takes it. He looks at Yondu and NODS.

And then, slowly, HE PLACES IT ON TOP OF HIS HEAD.

YONDU (CONT'D)

What? No.

ROCKET

He thinks you want him to wear it as a hat.

YONDU

That's not what I said.

Groot takes it off his head.

GROOT

I am Groot.

ROCKET

(translating)

He's relieved that you don't want him to.

GROOT

I am Groot.

ROCKET

He hates hats.

GROOT

I am Groot.

ROCKET

On anyone, not just himself.

GROOT

I am Groot.

ROCKET

One minute you think someone has a weird-shaped head. The next minute, it's just because you realize part of that head is a hat.

(to Groot)

That's why you don't like hats?

Groot nods.

YONDU

This is an important conversation
right now?

ROCKET

No. Let's try again.

INT. CAPTAIN'S QUARTERS - MOMENTS LATER

Taserface is SNORING and SLOBBERING in his bed. We see the Ravager Patch tossed up onto the bed beside him. Then Groot's vines GROW up the bed, and he pulls himself up beside the sleeping giant.

Groot clasps the Ravager patch in his hand and looks fearfully around.

He spots the Ravager symbol on a night stand drawer.

He stares at the symbol in his hand, then at the drawer, then at the symbol, and then at the drawer again, and then one more time for good measure -- he wants to be very, very sure they're the same.

He creeps carefully towards the drawer, GROWING his vines out to grab the handle and PULL IT slowly open...

He peers inside.

Beside some writing instruments and a tin of candies, there lies a RED FIN, taller and more shark-like than Yondu's current model. Groot smiles hugely, picking up -

THE TIN OF CANDIES! He's found it!

KRAGLIN (O.S.)

That ain't it.

Groot SWIRLS to see KRAGLIN, BACKLIT IN THE DOORWAY, LOOMING OVER HIM, intimidating as hell. And CUT TO --

INT. ECLECTOR CELL - MOMENTS LATER

The RED FIN PLOPS DOWN at Yondu's feet.

Yondu and Rocket look up to see Kraglin, holding Groot. He stares at the ground -

KRAGLIN

I didn't mean to do a mutiny.
(pause, then, sadly)
They killed all my friends.

YONDU
Go get the third quadrant ready for
release.

Kraglin SALUTES.

ROCKET
One more thing.

Kraglin stares at him.

ROCKET (CONT'D)
You got any clones of Quill's old
music on the ship?

INT. ECLECTOR BATHROOM - OUTER SPACE

Brahl is shaving, when, suddenly, JAY AND THE AMERICAN'S
"COME A LITTLE BIT CLOSER" STARTS PLAYING over the intercom.

He looks up, confused.

INT. ECLECTOR HALLWAY/CELL - OUTER SPACE

TWO RAVAGERS outside the cell hear the MUSIC. They turn,
unlocking the cell door.

As they enter, THE CAMERA OVERTAKES them, arriving before
they do at --

Yondu, sitting calmly; Rocket is finishing ATTACHING THE BIG-
ASS FIN TO HIS HEAD. Its electrical systems POP on.

PUSH IN ON the two surprised Ravagers trying to UNHOLSTER
THEIR PISTOLS in time.

Too late.

Yondu WHISTLES.

INT. ECLECTOR CLOSET - OUTER SPACE

The ARROW FLIES OFF a shelf of supplies and SHOOTS TOWARD A
WALL.

INT. ECLECTOR CELL - OUTER SPACE

The ARROW PUNCHES THROUGH THE WALL behind the Ravagers. They
swirl to see it --

IT SHOOTS THROUGH ONE RAVAGER

And THEN THE OTHER --

And then to Yondu; he CATCHES it, and STANDS.

He SAUNTERS past the two Ravagers as they WOBBLE and FALL. Rocket and Groot follow.

On the way out the door, Rocket looks down and sees TWO PISTOLS beside the dead Ravagers.

He smiles.

INT. CAPTAIN'S QUARTERS - OUTER SPACE

Taserface is awoken by JAY AND THE AMERICANS on the PA. He glances over to see the open drawer beside him, sans gargantuan fin.

He SCRAMBLES for the comm, yelling into it --

TASERFACE
He's got it!

INT. BAR/QUADRANT FLIGHT DECK - OUTER SPACE

The hoard of Ravagers hear Taserface's voice.

TASERFACE (O.S.)
HE'S GOT IT! YONDU'S GOT THE DAMN
FIN!

RETCH
GO!

SERIES OF SHOTS - INT. ALL OVER THE SHIP - OUTER SPACE

ALL OF THE RAVAGERS all over the ship, in a panic, LOAD THEIR WEAPONS and HEAD TOWARD THE CELL.

INT. ECLECTOR HALLWAY - OUTER SPACE

Yondu and Rocket and Groot COME AROUND THIS CORNER IN SLOW-MOTION, the three biggest badasses in the history of cinema.

A HOARD OF RAVAGERS, led by Brahl, FILE IN at the end of the hallway.

But Yondu WHISTLES and the ARROW TWISTS QUICKLY BACK AND FORTH, SLICING THROUGH EACH OF THEM.

Yondu SLAMS through a door into -

INT. ECLECTOR DOCKING BAY - OUTER SPACE

Our heroes step onto a catwalk in this, the biggest space in the Eclector. There are catwalks throughout and dozens of docked M-ships. The SCURRILOUS RAVAGER sees them from above --

SCURRILOUS RAVAGER

Down there!

IN AN EXTREME WIDE ANGLE, we see the ARROW FLYING UP AND DOWN, BACKWARDS AND FORWARDS, CUTTING THROUGH ALL SORTS OF RAVAGERS, closer and further from CAMERA.

We TRAVEL BEHIND YONDU AND ROCKET as BODIES FALL AROUND THEM IN SLOW-MOTION LIKE FIREWORKS.

Groot looks up and sees RETCH looking down at him.

RETCH FLEES in terror as Groot GROWS branches to pull himself up behind him.

Groot HOWLS FURIOUSLY, TAKING CHASE.

Retch YOWLS like a child as he frantically runs.

But Groot GROWS HIS BRANCHES around RETCH's legs, TRIPPING HIM.

BAM! He FALLS, face first to the floor.

And, with a WAR CRY, Baby Groot FLINGS the sadistic Ravager off the edge towards the abyss below.

As RETCH FALLS past Yondu and Rocket, Baby Groot DROPS back down onto Rocket's shoulder, and they push their way through the doorway -

INT. ECLECTOR SECURITY DOCK - OUTER SPACE

Yondu, Rocket, and Groot move into this area, where they look up at DOZENS OF SECURITY MONITORS encircling them showing Ravagers filing toward them from every part of the ship.

Yondu WHISTLES as he watches the MONITORS -

ON A MONITOR, the arrow FLIES out the wall. He whistles so that it strikes TWO RAVAGERS running towards them.

It ZIPS out of that room and

INT. DARK HALL - OUTER SPACE

A HOARD of Ravagers come running down a hall. The ARROW ZIPS overhead, smashing out all the lights so that the hall is completely dark, except for the DIM RED LIGHT OF THE ARROW.

And we can just make out the RED LIGHT smashing through the body of every Ravager there and then on into --

INT. SPACEPORT - OUTER SPACE

A YELLING CROWD OF RAVAGERS come, hungry for war, when the arrow SHOOTS THROUGH THE CHAINS holding a giant spaceship in place over their heads.

It FALLS, instantly CRUSHING them all, and then zips on --

INT. BAR - OUTER SPACE

Gef the Ravager is drunkenly drinking a mug of beer, when the arrow zips past him and through the mug, SHATTERING it.

As Gef looks at the shattered mug, confused, the arrow comes flying back, ripping through Gef himself, FLINGING him off the bar stool.

INT. ECLECTOR SECURITY DOCK - OUTER SPACE

Rocket also uses the MONITORS to pinpoint where their attackers are. He methodically SHOOTS THROUGH the walls, striking the Ravagers as they get closer.

WIDE OVERHEAD SHOT, the CAMERA REVOLVES as hoards of Ravagers GET CLOSE to Yondu and Rocket but the arrow and gunshots ZIP THROUGH THE WALLS taking them all down, one by one, like Busby Berkely gone mad.

Then Yondu stops, seeing something on one of the MONITORS.

Taserface, clutching a big ass gun, is marching down the hall towards them.

Yondu WHISTLES, loudly and angrily.

INTERCUT - INT. ENGINE ROOM/SECURITY DOCK - OUTER SPACE

Taserface sees THE ARROW COMING AROUND A CORNER TOWARDS HIM.

Yondu WHISTLES again.

The ARROW BURSTS INTO FLAMES.

Taserface DODGES it.

He turns to watch it go, CACKLING pridefully over his agility.

But his smile quickly dissipates.

The arrow PLUNGES into a giant tank - which EXPLODES, ENGULFING HIM.

EXT. ECLECTOR - OUTER SPACE

A huge portion of the giant spacecraft EXPLODES, leading to a domino effect of one part of the ship BURSTING after another.

INT. ECLECTOR SECURITY DOCK - OUTER SPACE

ROCKET is dumbfounded as he sees on the MONITORS the numerous EXPLOSIONS throughout the ship.

ROCKET
You maniac. The whole ship is gonna
 blow.

INT. ECLECTOR SECURITY DOCK - OUTER SPACE

A DOOR SWINGS OPEN and TASERFACE FALLS ONTO THE FLOOR, ENGULFED IN FLAMES, but furious.

He angrily SLAPS off the flames as he reaches for a COMMUNICATIONS MODULE.

INT. ECLECTOR SECURITY DOCK - OUTER SPACE

YONDU
 Not the whole ship.

Yondu catches the arrow and walks out.

INT. BAR/QUADRANT FLIGHT DECK - OUTER SPACE

Kraglin ENTERS, pulling latches and flipping switches and twisting dials on elementary flight controls.

INT. ECLECTOR SECURITY DOCK - OUTER SPACE

With pained effort, Taserface PULLS UP A VIDEO SCREEN with a SOVEREIGN CHAMBERMAID.

CHAMBERMAID (ON SCREEN)
 Who is this? You're not supposed to
 be on this line.

TASERFACE
 I'm sending you the coordinates for
 Yondu's ship.

INT. QUADRANT FLIGHT DECK - OUTER SPACE

Yondu enters with Rocket and Groot.

YONDU
Release the quadrant.

KRAGLIN
Aye Capn'

INT. ECLECTOR SECURITY DOCK - OUTER SPACE

TASERFACE
I only ask one thing. That your
High Priestess tells him the name
of the man what sealed his fate:
Taserface.

The CHAMBERMAID laughs uncontrollably at his name.

Taserface looks really sad as he EXPLODES.

INT. QUADRANT FLIGHT DECK - OUTER SPACE

As Rocket and Groot, frightened, feel the SHIP EXPLODING
around them, Kraglin pulls up one final latch -

EXT. ECLECTOR - OUTER SPACE

THE ENTIRE REAR UPPER QUADRANT OF THE ECLECTOR DETACHES FROM
THE REST OF THE SHIP, while the remains CONTINUE EXPLODING.

I/E. QUADRANT FLIGHT DECK - OUTER SPACE

Rocket and Groot are amazed as the SHIP thrusts forward, away
from the explosions.

Kraglin keys into a JUMP POINT ahead. Nearby, Rocket pulls up
the Navigation panel.

KRAGLIN
Where to, Cap'n?

Rocket SETS THE DESTINATION:

ROCKET
Ego.

YONDU
NO, BOY!

The Quadrant TREMBLES as they hit THE JUMP POINT. It BLOOPS
out of present space, making the JUMP to -

EXT. DESERT - DAY

The Quadrant POPS into a blue sky above a DESERT with two fighting KRONANS.

INT. QUADRANT FLIGHT DECK - VARIOUS OUTER SPACE LOCATIONS

Inside the ship, Rocket, Yondu, Kraglin, and baby Groot hold on for dear life as the ship VIOLENTLY SHAKES and THE LOCATIONS OUTSIDE OF THE WINDOW RAPIDLY SHIFT.

Their bodies DISTEND SLIGHTLY. Yondu is furious.

YONDU

It ain't healthy for a mammalian
body to hop over fifty jumps at a
time.

ROCKET

I know that.

YONDU

We're about to do seven-hundred.

Rocket looks bummed.

EXT. PINK SKY - AMOEBA BLOBS - OUTER SPACE

The Quadrant pops out of a jump point into this Pepto Bismol pink land, SMASHING THROUGH an AMOEBA-LIKE BLOB, and then through the next jump point.

INT. QUADRANT FLIGHT DECK - VARIOUS OUTER SPACE LOCATIONS

Kraglin, Yondu, Rocket, and Baby Groot all SCREAM, their entire faces and bodies distorting as if in some evil funhouse mirror.

EXT. RED PLANET LANDSCAPE - VARIOUS

The yellow sun CURVES SLOWLY WEST TO EAST over this magnificent landscape.

"BRING IT ON HOME TO ME" BY SAM COOKE PLAYS.

EXT. SLEEPING QUARTERS - VERANDA - DAY

TILT DOWN to Quill, on this veranda, gazing out at the beauty. The Walkman is connected to small, jerry-rigged speakers nearby, PLAYING SAM COOKE.

QUILL

So I guess this could all be mine
someday.

Gamora isn't paying attention. She's fooling with a communications device, which has no reception.

GAMORA

Rocket? Rocket, you there? Dammit.

Quill comes up behind her, messing with her.

GAMORA (CONT'D)

What are you doing, Peter?

QUILL

Dance with me.

GAMORA

No. I'm not --

QUILL

Come on. This is Sam Cooke, one of the greatest Earth singers of all time.

Gamora lets out an exasperated SIGH, but, reluctantly, starts DANCING with him. She is incredibly light on her feet.

Quill smiles and Gamora, despite herself, does as well. He TWIRLS HER AND BRINGS HER BACK IN. This is definitely not the first time they've done this.

QUILL (CONT'D)

Drax thinks you're not a dancer.

GAMORA

If you ever tell anyone about this, I'll kill you.

They look at each other.

QUILL

When are we going to do something about this... unspoken thing between us?

GAMORA

What unspoken thing?

QUILL

This Cheers-Sam-and-Diane-guy-and-girl-on-a-TV-show-who-dig-each-other-but-never-say-it-'cause-when-they-do-the-ratings-would-go-down sort of thing?

GAMORA

There is no unspoken thing between us.

QUILL

Well, that's a Catch-22. Because if you said there was, it would be spoken, and then you'd be a liar. So by saying there isn't, you're telling the truth, and admitting there is.

GAMORA

That's not --

Gamora PULLS AWAY.

GAMORA (CONT'D)

What we should be discussing right now is that something about this place doesn't feel right.

QUILL

What are you talking about? You were the one who wanted me to come here!

Gamora moves into --

INT. SLEEPING QUARTERS - DAY

GAMORA

That girl, Mantis. She's afraid of something.

Quill follows her. He stops, staring at her, hurt and frustrated.

QUILL

Why are you trying to take this from me?

GAMORA

I'm not --

QUILL

He's my father. He's blood -

GAMORA

You have blood on earth. You never wanted to return there.

QUILL

Again - you made me come here!
And Earth?! Earth is the place my
mother died in front of me.

GAMORA

No, it's because that's real, and
this is a fantasy.

QUILL

This is real. I'm only half human,
remember?

GAMORA

That's the half I'm worried about.

QUILL

Oh, I get it. You're jealous
because I'm part god! You like me
being the weak one!

Gamora adds some pieces to her transmitter.

GAMORA

Uh. You were insufferable to begin
with. I haven't been able to reach
Rocket. I'm going to see if I can
get a signal outside.

QUILL

You know, this isn't Cheers after
all. It's whatever the show is
where one person is willing to, you
know, open themselves up to new
possibilities, and the other person
is just kind of a jerk who doesn't
trust anyone! It's a show that
doesn't exist - it would never be
made, it would be so horrible! It
would get zero ratings!

GAMORA

You're having a conversation with
yourself! I don't know what Cheers
is!

QUILL

I finally found my family, don't
you understand that!?

GAMORA

I thought you already had.

QUILL

So this is how it ends, then? Our whole story. Like this? You and me?

GAMORA

Get it through your head, Peter. There is no you and me. There never was.

Quill watches her leave.

EXT. EGO'S FIELDS - SUNSET

Gamora sits, alone in the fields, pouting, fuming. She stops, staring angrily inward.

Two plants, nearby, flutter against one another in the wind, making a CLICKING sound. She side-eyes them. They don't stop.

She slices them off with her sword.

GAMORA

Dammit.

Gamora hears something. She turns to see, in the distance, an M-ship flying toward the planet.

She watches as it gets closer and closer, and realizes it is FLYING DIRECTLY AT HER.

Gamora RUNS.

INT. NEBULA'S SHIP - SUNSET

Nebula HOLLERS as she BLASTS HER GUNS, DIVING towards Gamora.

EXT. HILLSIDE - SUNSET

Gamora FLEES from Nebula's ship like Cary Grant from the crop duster in *North by Northwest* as HUGE CHUNKS OF LAND EXPLODE on either side of her.

Gamora leaps into a DITCH, LANDING HARD, as the M-Ship SWOOPS just a couple feet above her.

GAMORA

You psychopath.

Gamora sees the M-Ship banking and FLYING BACK at her again.

She stands and runs along the hillside as GUN BLASTS burst behind her. But Gamora sees a CAVERN, leading down into the earth.

She DARTS into it.

INT. EGO'S CAVERN - FIRST/SECOND LEVELS - SUNSET

As Gamora RUNS down the cavern, she glances back over her shoulder where Nebula, insane with rage, continues FLYING towards her --

The M-SHIP ENTERS THE CAVERN, which is too small for it, CLIPPING ITS WINGS - but it keeps flying. It again BLASTS at Gamora as she FLEES -

The BLASTS cause the ground to COLLAPSE around Gamora, and she FALLS, SMASHING DOWN THROUGH ONE LEVEL, to another level below, SLAMMING HARD on the ground.

The underside of the M-ship gets SCRAPED APART as it flies above her, and pieces of it come RAINING DOWN around her.

Nebula ZOOMS towards a huge cavern wall. She tries to turn her ship in time, to no avail.

She SIDESWIPES it, falling down, CRASHING on the ground, where she is now on the same level as Gamora.

Gamora sees something beside her: it's one of the ENORMOUS BLASTERS from the M-ship, attached to an AMMO RIG.

INT. NEBULA'S M-SHIP - SUNSET

Nebula sees Gamora, through the canopy, picking up the blaster, and clutching it. It is comically enormous.

Nebula struggles to get free and out of the way, but her legs have been pinned in the crash -

INT. EGO'S CAVERN - SECOND/THIRD LEVELS - SUNSET

Gamora CLAMPS two metal switches together, MACHINE-FIRING THE GUN, as she walks forward.

The front of the M-ship is peppered with blasts and then EXPLODES.

The explosion causes the thin ground around it to COLLAPSE, and the entire ship FALLS BACKWARDS to an even LOWER LEVEL - BURSTING some more as it hits the ground.

Gamora gazes down at the ship.

I/E. NEBULA'S SQUASHED M-SHIP - SUNSET

Nebula is a mess. Her legs are broken, trapped in the ship. There is a FIRE at her feet.

She struggles, trying to get out, but her machine parts are SPARKING and she can hardly breathe. It seems as she's going to die, when --

Part of the ship is TORN AWAY. She sees Gamora.

Gamora GRABS HER, unceremoniously PULLING HER FREE, just as the M-ship EXPLODES, PITCHING THEM BOTH to the ground.

They lie next to each other. Nebula COUGHS as her legs are healing, CRACKING back into place.

She looks over and eyes Gamora.

And then she HOLLERS and attacks her.

GAMORA

Are you kidding me?!

They FIGHT.

Nebula snatches Gamora's blade from her, and TUMBLES on top of her as she gains the upper hand. She holds the blade above Gamora, ready to plummet it into her.

She wants to - she really does - but now that the moment is here...

She SCREAMS in frustration, and falls back.

NEBULA

I win.

Gamora eyes her, a little surprised.

NEBULA (CONT'D)

I win. I bested you in combat.

GAMORA

Uh, no, I just spared your life -

NEBULA

You were stupid enough to let me live so -

GAMORA

You just let me live!

NEBULA

I WIN!

GAMORA
Nebula, I really don't need
this. My day has been bad
enough -

NEBULA (CONT'D)
I don't need you always
trying to beat me!

GAMORA
I'm not the one who just flew
across the universe because I
wanted to win!

NEBULA
Don't tell me what I want!

GAMORA
I don't have to because you make it
obvi -

NEBULA
YOU WERE THE ONE WHO WANTED TO WIN,
I JUST WANTED A SISTER!

Gamora stops suddenly, struck. Nebula is cracking.

NEBULA (CONT'D)
You were all I had, but you were
the one who needed to win! Thanos
pulled my eye from my head and my
brain from my skull and my arm from
my body because of you!

Gamora doesn't know what to say. Nebula is almost instantly
embarrassed.

They sit there for a moment, saying nothing.

EXT. SLEEPING QUARTERS - NIGHT

The Quarters are entombed in stars. The dim sound of "BRANDY"
comes from within.

INT. SLEEPING QUARTERS - NIGHT

Quill lies in bed, unable to sleep, listening to the song.

EGO (O.S.)
You all right, son?

Quill turns to see Ego in the doorway.

EGO (CONT'D)
I saw your girl stomp off earlier
in quite a huff.

Quill sits up, nods.

QUILL

Yeah.

Ego sits beside him.

EGO

It's fortuitous you're listening to this song.

QUILL

You know - ?

EGO

'Brandy' by Looking Glass. A favorite of your mom's.

QUILL

Yes.

EGO

One of earth's greatest musical compositions. Perhaps its very greatest.

QUILL

Yeah, it is.

EGO

You and I, Peter, we're the sailor in the song.

Ego speaks along with the lyrics as they play.

EGO (CONT'D)

He came on a summer's day, bringing gifts from far away - like the child I put in your mother, or the freedom you brought Gamora.

Quill listens.

EGO (CONT'D)

Brandy, you're a fine girl, what a good wife you would be. But my life, my love, my lady is the sea. The sea calls the sailor back. He loves the girl, but that's not his place. The sea calls upon him as history calls upon great men, and sometimes we are deprived the pleasures of mortals.

QUILL

Well, you might not be mortal, but me -

EGO

Death will remain a stranger to both of us as long as the light burns within the planet.

Ego smiles.

QUILL

I'm immortal? That's... really?

EGO

Yes, as long as the light exists.

QUILL

And I can use the light to make cool things? Like how you made all this?

EGO

It'll take thousands of years of practice before you get really good at it . But, yes.

QUILL

Well, get ready for an eight hundred foot statue of Pac Man, then. With Skeletor. And Heather Locklear. I'm gonna make some weird shit.

Ego puts his arm around him, smiles kindly.

EGO

I can't wait to see your weird shit.

QUILL

Wow, that...

EGO

Came out a little disgusting.

They CHUCKLE.

EGO (CONT'D)

It is a tremendous responsibility, Peter. Only we can remake the universe. Only we can take the bridle of the cosmos and lead it where it needs to go.

QUILL

How?

Ego holds up his fingers, letting forth a flame of white cosmic light. Quill holds up his fingers, letting forth a smaller, less intense flame of white cosmic light.

REVEAL MANTIS, IN THE HALL, around the corner, looking at Ego and Quill and the light emanating from their fingers.

EGO

Come with me.

Mantis looks like she's having a panic attack.

INT. DRAX'S SLEEPING QUARTERS - MOMENTS LATER

CLOSE-UP OF DRAX, sound asleep.

MANTIS (O.S.)

Drax! Drax!

He WAKES to see a panicked Mantis sitting on the bed beside him.

MANTIS (CONT'D)

Drax, we need to talk -

DRAX

Ugh. I am sorry, but I like a woman with some meat on her bones.

MANTIS

What?

DRAX

I tried to let you down easily by telling you I found you disgusting.

MANTIS

No! That's not what I -

Drax starts to GAG.

MANTIS (CONT'D)

What are you doing?!

DRAX

I'm imagining being with you physically!

MANTIS

Drax, that's not - I don't like you like that. I don't even like the type of thing you are.

DRAX

(offended)

Hey! There's no need to get personal!

MANTIS

Listen! Ego's gotten exactly what he wanted. I should have told you earlier, I am stupid. You are in danger.

EXT. NEBULA'S SQUASHED M-SHIP - NIGHT

Gamora and Nebula still sit here, quietly and awkwardly. Gamora glances down a twisting tunnel, where phosphorescent lights shine brightly.

GAMORA

What's that?

She moves towards it. Nebula, hesitantly, follows.

INT. PALACE - NIGHT

Ego and Quill enter the palace.

EGO

You need to readjust the way you process life. Everything around us - including the girl - is temporary. We are forever.

QUILL

Doesn't eternity get boring?

EGO

Not if you have a purpose, Peter. Which is why you're here. I told you how all those years ago I had an unceasing impulse to find life.

Ego is standing underneath *the diorama of him facing the little alien girl.*

EGO (CONT'D)

I didn't tell you how when I did find it, it was all so... disappointing.

INT. TWISTING CAVERNS - NIGHT

Gamora and Nebula move further down the cavern, stepping into light, getting closer.

EGO

And that is when I came to a
profound realization.

INT. PALACE - NIGHT

EGO

My innate desire to seek out other
life was not so that I could walk
among that life.

Ego looks at his son, moved by the memories.

EGO (CONT'D)

Peter, I had found meaning.

Quill is taken aback. But Ego sets his finger lightly on his forehead, and the white light bursts through his son's body.

We see THE COSMOS IN QUILL'S EYES. He looks ecstatic, far beyond where he stands, and seems to finally understand.

QUILL

I see it. Eternity.

INT. TWISTING CAVERNS - NIGHT

Gamora and Nebula stop, in horror.

GAMORA

Oh my God.

They are staring at piles and piles of skeletons of various species, thousands of them, seeming to go on forever.

NEBULA

We need to get off this planet.

EXT. GALAXY/UNIVERSE - OUTER SPACE

We see traces of the UNIVERSAL NEURAL TELEPORTATION NETWORK, the Quadrant a blinking light POPPING IN and OUT on a trail across the cosmos -

And then ZOOM BACK FURTHER TO THE UNIVERSE, the same blinking light making its way while ROCKET, YONDU, and KRAGLIN SCREAM.

EXT. ASTEROIDS - OUTER SPACE

WATCHERS swirl to the Quadrant SWISH past them and JUMPS OUT.

They turn back to STAN LEE, in a spacesuit with a fishbowl helmet.

STAN LEE

Anyway, before I was so rudely interrupted, that time I was a World War II vet -

EXT. RED PLANET - OUTER SPACE

THE QUADRANT POPS INTO SPACE, EGO'S PLANET nearby.

INT. QUADRANT FLIGHT DECK - OUTER SPACE

Yondu, Kraglin, Rocket and Groot FALL OUT OF THEIR SEATS, RETCHING, clutching their stomachs.

YONDU

What the hell you doing, boy?!

ROCKET

I could tell by how you talked about him - this Ego is bad news. We're here to save Quill.

YONDU

For what?
(derisively)
For 'honor'? For 'love'?

ROCKET

No! I don't care about those things! I want to save Quill so I can prove I'm better than him! I can lord this over him forever!

Yondu LAUGHS bitterly as he pulls himself up to the controls. Rocket yanks himself up beside him.

ROCKET (CONT'D)

What are you laughing at me for?!

YONDU

You can fool yourself and everyone else but you can't fool me. I know who you are.

ROCKET

You don't know anything about me, loser.

YONDU

I know everything about you. I know you play like the meanest and the hardest 'cause you actually the most scared of all.

ROCKET

Shut up.

YONDU

I know you steal batteries you don't need and you push away anyone who's willing to put up with you, 'cause just a little bit of love reminds you how big and empty that hole inside you actually is!

ROCKET

I said, shut up.

YONDU

I know the scientists what made you never gave a rat's ass about you -

ROCKET

I'm serious, dude - !

YONDU

Just like my own damn parents, who sold me, their own little baby, into slavery! I know who you are, boy, because you're me.

They stare at each other there, a mirror.

ROCKET

What kind of pair are we?

YONDU

The kind that's about to go fight a planet I reckon.

ROCKET

All right, okay, that's - Wait. Fight a what?

INT. DRAX'S SLEEPING QUARTERS - NIGHT

Gamora, furious, BURSTS into the room. She sees Mantis standing with Drax.

She RUNS to her, GRABBING HER by the neck --

DRAX

Hey!

And she SLAMS her against the wall.

GAMORA

Who are you people?! What is this place?!

DRAX

(re: Nebula)

What is she doing here?

NEBULA

Just watching the fireworks.

DRAX

Gamora, let her go!

GAMORA

The bodies in the caverns, who are they?!

MANTIS

You are scared.

Gamora, whose skin is touching Mantis, lets go of her neck, terrified.

INT. PALACE - NIGHT

The DIORAMAS all around Quill and Ego TRANSFORM into a map of the universe. Quill stares in his cosmic reverie at the PLANETS around him - thousands of them with pieces of EGO'S LIFEFORM - GLOWING COSMIC PLANTS - buried within them.

EGO

I call it the Expansion. It is my purpose. And now it's yours as well.

QUILL

It's beautiful.

Quill stares up at a DIORAMA: *Ego grabs handfuls of his own body, engulfed in light, and plants the wriggling pieces on various planets.*

EGO

Over thousands of years I implanted thousands of extensions of myself on thousands of worlds.

In the DIORAMAS, the COSMIC PLANTS OVERGROW and COVER each of the planets, like chocolate on a malt ball.

EGO (CONT'D)

I needed to fulfill life's one true purpose: to grow and to spread, covering all that exists, until everything... is me.

INT. DRAX'S SLEEPING QUARTERS - NIGHT

Gamora backs away, recovering.

GAMORA

What did she do to me?!

DRAX

She already told me everything.

INT. PALACE - NIGHT

EGO

I only had one problem. A single Celestial doesn't have enough power for such an enterprise. But two Celestials - well now, that just might do.

INT. DRAX'S SLEEPING QUARTERS - NIGHT

MANTIS

The bodies are his children.

Gamora is horrified.

INT. PALACE - NIGHT

On the DIORAMAS we see Ego with hundreds of species of female aliens.

EGO

Out of all my labors the most beguiling was attempting to graft my DNA with that of another species. I hoped the result of such a coupling would be enough to power the expansion.

INT. ECLECTOR HALLWAY - NIGHT

Yondu and Rocket walk here.

EGO (O.S.)

I had Yondu deliver some of them to me. It broke the Ravager code - but I compensated him generously. And, to ease his conscience, I told him I would never hurt them.

INT. PALACE - NIGHT

EGO

That was true. They never felt a thing. But, one after the other, they failed me. None of them had the Celestial genes. Until you, Peter. Out of all my spawn, only you have carried the connection to the light.

Peter smiles, an enchanted idiot, the cosmos in his eyes.

INT. DRAX'S SLEEPING QUARTERS - NIGHT

GAMORA

We need to find Peter now and get off this damn planet.

MANTIS

Ego will have won him to his side by now. He has a way of -

NEBULA

Then we just go.

GAMORA

No. He's our friend.

NEBULA

All any of you do is yell at each other. You're not friends.

DRAX

You're right. We're family. We leave no one behind.
(To Nebula)
Except maybe you.

NEBULA

Oh my god.

INT. PALACE - NIGHT

EGO

For the first time in my life, I am truly not alone.

Quill suddenly looks sad.

EGO (CONT'D)
What is it, son?

QUILL
My friends.

EGO
That's the mortal in you, Peter.

QUILL
Yes. I don't need that.

EGO
What are we?

QUILL
Forever.

EGO
What are they?

QUILL
Temporary.

EGO
You think you love them. But love is merely an evolutionary trick in the service of reproduction. We are beyond such things.

QUILL
Yes.

EGO
Now -

QUILL
But my mother.

Ego looks at him, questioningly.

QUILL (CONT'D)
You said you loved my mother.

EGO
That I did. My river lily, who knew the words to every song that came on the radio. I returned to earth to see her three times. I knew if I came back a fourth, I'd never leave.

(MORE)

EGO (CONT'D)

The expansion, the reason for my very existence would be over. So I did what I had to do. But it broke my heart to put that tumor in her head.

QUILL

Wh- what?

ZOLLY IN ON QUILL as the cosmos disappear from his eyes. Tears stream down his face.

EGO

I know that sounds bad -

QUILL PULLS OUT HIS PISTOLS AND FIRES; THE BLAST TEARS THROUGH EGO, DISPERSING the MOLECULES forming his body.

Quill SHOTS at him AGAIN and AGAIN and AGAIN. The flesh disappears from Ego like bites from a cookie, exposing the angry alien skeletal form beneath.

But, as the charge on Peter's blasters wears out, Ego just looks at him, and, although he's filled with holes, he's merely disappointed.

EGO (CONT'D)

Who in the hell do you think you are?

QUILL

You killed my mother!

EGO TRANSFORMS into DAVID HASSELHOFF.

EGO

I tried so hard to find the form that best suited you, and this is the thanks I get?

And then, once again, BECOMES HIS USUAL FORM.

EGO (CONT'D)

You really need to grow up.

A SPIKY COSMIC LIGHT-PROPELLED TENDRIL SHOTS UP from the floor behind Quill, and JUTS into Quill's body.

Quill is THRUST INTO THE AIR. He opens his mouth to SCREAM and WHITE LIGHT EMITS.

EGO (CONT'D)
 I wanted to do this together! But I suppose you'll have to learn by spending the next thousand years as a battery, 'Star-Lord'.

INT. DRAX'S SLEEPING QUARTERS - NIGHT

THROUGH THE WINDOW to the PALACE - PAN TO Gamora watching as her TRANSMITTER - the one she was trying to contact Rocket on - BEEPS. She answers.

GAMORA
 Rocket?!

Gamora follows Drax, Nebula, and a confused Mantis as they move out.

INT. LASER DRILL - OUTER SPACE

Rocket, Yondu, and Groot are CRAWLING into a huge LASER DRILL.

ROCKET
 Keep that transmitter nearby so I can find you. We're in an old piece of construction equipment Yondu once used to slice open the Bank of A'askavaria.

GAMORA (O.S.)
 Ego's unhinged -

ROCKET
 I know. Get ready.

YONDU
 Drop it, Kraglin!

INT. QUADRANT FLIGHT DECK - OUTER SPACE

Kraglin YANKS a lever.

I/E. LASER DRILL - OUTER SPACE

An ugly, bulbous and uneven craft PLOPS from the Quadrant, and heads toward Ego's surface.

ROCKET
 I got a plan.

YONDU
 What is it?

ROCKET
It's pretty simple.

INT. PALACE - NIGHT

Ego walks calmly up beside the trapped Quill. He snatches the Walkman off of him. He stares at it. Quill can barely speak.

QUILL
NO.

EGO PRESSES PLAY. A distorted version of "Brandy" plays. He stares at it - perhaps he's feeling wistful sadness, or perhaps nothing at all.

'Brandy, you're a fine girl. What a good wife you would be.'

EGO
'My life, my love, my lady is the sea'? Peter, THIS IS THE SEA.

EGO CRUSHES THE WALKMAN IN HIS GRIP as Quill watches helplessly.

The POWER SURGES from Quill through the TENTACLE and throughout the entire PALACE --

EXT. PALACE - NIGHT

As Gamora, Mantis, Drax, and Nebula run toward the Palace it BURSTS WITH COSMIC LIGHT, so brightly they have to protect their eyes.

INT. PALACE - NIGHT

EGO basks in the power and we TRAVEL down his legs --

INT. RED PLANET/SELF CHAMBER - NIGHT

We FOLLOW THE ENERGY THROUGH THE SURFACE OF THE PLANET --
THROUGH THE TWISTING VEINS OF LIGHT BENEATH --

And INTO an ENORMOUS, METAL ORB, the SELF CHAMBER, which EXPLODES WITH LIGHT.

Boom.

EARTH - EXT. WOODS BEHIND DAIRY QUEEN - MOMENTS LATER

We PUSH INTO the small plant - now a bit larger - that Ego planted at the very beginning of the film.

It LIGHTS UP and GROWS, INSTANTLY BURSTING UPWARDS -

EARTH - EXT. DQ - MOMENTS LATER

The PLANT BURSTS UP BEHIND the Dairy Queen (now a modern DQ), a huge ORGANIC, BLOB-LIKE MASS OF LIGHT that comes down instantly on the building, CRUSHING it and everyone inside --

AND CONTINUING TO SPILL FORWARD, SPREADING.

INT. PALACE - NIGHT

EGO SUMMONS all his energy, when, SUDDENLY, a DOOR beside him SMASHES APART.

Drax has kicked through it and Gamora, Nebula and Mantis are with him. Ego turns to see them, then hears a RUMBLING above him.

He turns to look at a window on the palace wall behind him.

AND THE GIANT LASER DRILL COMES SMASHING THROUGH THE PALACE WALL.

YONDU

Hey there, Jackass.

Ego looks surprised.

The LASER DRILL lands on Ego, SQUASHING HIM.

The tendril retracts from Quill as he falls and heaves for breath.

EARTH - EXT. STREET - DAY

The cosmic plant, barreling down the street, suddenly STOPS.

INT. PALACE/LASER DRILL - SUNRISE

Drax, Gamora, Nebula, and Mantis rush into the crumbling palace.

The door on the side of the Laser Drill SLIDES OPEN. Baby Groot is standing there, smiling, and waving.

DRAX

Out of the way, dumber, smaller
Groot.

As Drax crawls in, Groot starts PUNCHING Drax as hard as he can. Probably because he called him dumb, but who's to say.

Gamora helps up Quill.

GAMORA
I told you something didn't feel
right.

QUILL
'I told you so.' That's really what
I need right now.

GAMORA
I came back, didn't I?

QUILL
Because there's an unspoken thing.

GAMORA
There is no unspoken thing.

INT. LASER DRILL - NIGHT

Drax, Mantis, Gamora, and Quill step inside the door.

DRAX
What are you doing? You could have
killed us all crashing in here like
that!

ROCKET
Uh, 'Thank you, Rocket'?

DRAX
We had it under control.

MANTIS
We did not. That is only an
extension of his true self. He will
be back soon.

QUILL
(re: Nebula)
What's Smurfette doing here!?

NEBULA
Back rubs, dishes, killing gods,
whatever I need to do to get a damn
ride home.

ROCKET
She tried to murder me!

NEBULA
I saved you, you stupid fox.

GAMORA
He's not a fox.

GROOT
I am Groot.

ROCKET
I'm not a raboon either!

GROOT
I am Groot.

ROCKET
'Raccoon,' whatever!

Drax looks out the window.

INT. PALACE - NIGHT

TENTACLE-LIKE STRANDS BURST UP through the palace flooring all around the drill.

INT. PALACE - NIGHT

Drax turns to the others.

DRAX
How do we kill a Celestial?

QUILL
There's the center to him - his brain, his soul, whatever it is, in some sort of shell --

MANTIS
It's in the caverns below the surface.

Quill climbs up the ladder to see -

QUILL
YONDU?

Nebula looks at Gamora.

NEBULA
If he's got that fin back, I am so screwed.

I/E. PALACE - SUNRISE

Yondu THRUSTS the ship upward for takeoff. But TENTACLES wrap around the ship --

And YANK IT BACK DOWN into the floor, destroying the foundation of the palce.

THE ENTIRE PALACE SLOPES.

INT. LASER DRILL - SUNRISE

Everyone FALLS forward.

YONDU
Thrusters are out!

Quill starts rewiring the mechanics.

QUILL
I guess I should be glad I was a
skinny kid. Otherwise you would
have delivered me to this maniac!

YONDU
You still reckon that's the reason
I kept you around, you idiot?!

QUILL
That's what you told me, you old
doofus!

YONDU
Once I figured out what happened to
them other kids, I wasn't gonna
just hand you over.

QUILL
You said you were gonna eat me!

YONDU
That was being funny!

QUILL
Not to me!!

ROCKET
You people have issues.

Quill sees THROUGH THE WINDSHIELD where EGO'S CREEPY SKELETAL
is GROWING IN FRONT OF THEM.

QUILL
Of course I have issues that's my
fricking father!!... Thrusters are
back up.

Quill thrusts the ship FORWARD instead of up.

It CRASHES through Ego and DOWN THE SLOPING FLOOR --

And OUT THROUGH the giant pane of glass at the end.

I/E. LASER DRILL/CRACK IN THE PLANET - SUNRISE

Everyone holds on in what's essentially the worst roller coaster drop ever.

YONDU

We should be going up!

QUILL

We can't. Ego wants to eradicate the universe as we know it. We have to kill him.

They PLUMMET toward a fissure in the earth below. It's too small for the ship.

QUILL (CONT'D)

Rocket!

ROCKET

Got it.

Rocket BLASTS the lasers perfectly, CHIPPING AWAY PIECES of rock, forming an opening in the crack.

They SMASH into the opening, barely fitting, leading down into the planet.

Quill flies perfectly, TWISTING through tunnels and around corners.

Rocket mans the lasers, BLASTING PIECES OUT OF PLACE just in time so they can SCRAPE through.

ROCKET (CONT'D)

So, we're saving the galaxy again?

QUILL

I guess.

ROCKET

Awesome. We'll really be able to jack up our prices if we're two-time-galaxy savers.

QUILL

I seriously can't believe that is where your mind goes.

ROCKET

It was just a random thought, man! I thought we were friends!

(MORE)

ROCKET (CONT'D)

Of course I care about the planets,
and the buildings, and all of the
animals on the planets.

QUILL

And the people.

ROCKET

Meh.

Mantis GIGGLES.

MANTIS

The crabby puppy is so cute he
makes me want to die!

DRAX

Your suicidal thoughts sadden me,
but your wish will likely come
true.

I/E. QUADRANT FLIGHT DECK - OUTER SPACE

MEANWHILE, Kraglin is mellowly hanging out, eating some soup
and listening to "WHAM BAM" BY SILVER as he sees something
out in the distance of space. He looks a bit closer.

SOVEREIGN OMNICRAFT ARE POPPING THROUGH JUMP POINTS ABOVE
EGO'S PLANET.

EXT. AYESHA'S SPACECRAFT - OUTER SPACE

AYESHA is remotely piloting one of the ships. She looks
determined and angry on the vid-screen.

And, one by one, Sovereign OMNICRAFT POP IN all around her,
until there is a large fleet.

INT. SOVEREIGN PILOT BAY - DAY

Ayesha, in full pilot gear, yells into her comm.

AYESHA

Pilots, release envoy units!

EXT. AYESHA'S SPACECRAFT - OUTER SPACE

Smaller, more nimble robotic ENVOYS, like big pods with
blasters for arms - detach from the front of every Omnicraft.

AYESHA

Our sensors detect the batteries
are below the surface of the
planet.

INT. SOVEREIGN PILOT BAY - DAY

AYESHA

Dive!

OVERHEAD SHOT: On the screens in all the pods, the envoys DIVE toward the planet from slightly different directions.

I/E. QUADRANT FLIGHT DECK - OUTER SPACE

Kraglin, in shock, watches the massive fleet of envoys diving downward. He grabs the comm.

KRAGLIN

Uhh... Cap'n?

No answer.

KRAGLIN (CONT'D)

Cap'n?

INT. LASER DRILL/CRACK IN THE PLANET - SUNRISE

Yondu doesn't hear the CRACKLING SPEAKER beside him as they maneuver down through the fissure. Quill eyes him.

YONDU

So why'd Ego want you here?

QUILL

He needs my genetic connection to the light to help destroy the universe. He tried to teach me how to control the power.

YONDU

So could you?

QUILL

A little. I made a ball.

YONDU

A ball?

QUILL

I thought as hard as a could, that's all I could come up with.

YONDU

You 'thought'?

Quill nods.

YONDU (CONT'D)
You think when I make this arrow
fly I use my head?

QUILL
What do you use?

They look at each other instead of where they're going, and
the CRASH into an overhanging piece of rock.

The entire side door is RIPPED OFF.

As the SCREECH through a smaller space and into --

INT. PLANET'S HOLLOW/LASER DRILL - DAY

The Laser Drill DROPS into this enormous open space within
the planet.

The Guardians gather on the side of the ship open to the
hollow, gazing out at its stunning beauty, lit by Ego's white
glow running throughout it.

GAMORA
Whoa.

Mantis turns, looking through the portholes on the other
side.

MANTIS
There! That's Ego's core.

Mantis points at the Self Chamber, down below them. They
twist down towards it.

GAMORA
That ore's thick. Rocket, we're
gonna need to use the big laser.

Rocket nods, FLICKS switches.

All the small lasers on the sides move through grooves to
combine into one huge laser in the center of the ship: the
MEGA-LASER.

MANTIS
We must hurry. It will not take Ego
long to find us.

ROCKET
Keep it still!

Quill steadies the craft as best he can beside the Self Chamber. But it's an unwieldy beast, built for power, not precision.

Rocket powers up the mega-laser and holds tight to the SHUDDERING CONTROLS as it DRILLS, BURNING a HOLE into the protective sheathe. It melts and drips down.

QUILL

We drill into the center, we kill him.

Quill holds tight to the steering wheel. Yondu notices the BLINKING LIGHT on the comm. He taps it.

YONDU

What is it, Kraglin?

KRAGLIN (O.S.)

Um, remember that Ayesha chick?

YONDU

Yeah, why?

Yondu looks out the window where AYESHA'S SQUADRON is SWOOPING OUT OF the cracks in the ceiling all around them.

YONDU (CONT'D)

Aw, hell.

Quill PULLS AWAY from the envoys.

But the Sovereign envoys start BLASTING AT THE CRAFT all at once; the LASER LOSES POWER and the VEHICLE TURNS SIDEWAYS -

Drax, Mantis, and Gamora GO TUMBLING from the hole in the side. Nebula and Groot grab onto the floor.

INT. BELOW SELF CHAMBER - DAY

Gamora, Drax, and Mantis FALL from an incredible height. They LAND - ONE, TWO, THREE - WITH APLOMB.

Gamora looks up and sees the Laser Drill CURL behind the Self Chamber as it tries to avoid the envoys' BLASTERS.

INT. SELF CHAMBER/LASER DRILL - DAY

Nebula and Groot settle as the ship rights itself and BLASTS PIERCE the ship around them.

Quill peers down at Rocket, who has jumped out of his seat and is pouring out the contents of his satchel.

QUILL
Why aren't you firing the laser?!

ROCKET
They blew out the generator!
I think I packed a small detonator.

NEBULA
A detonator is worthless without
explosives!

ROCKET
We got these!

Rocket shows Nebula the Anulax batteries.

Quill leaves the controls to Yondu as he CLIMBS down beside Rocket, now messing with wiring on his BOMB.

QUILL
Is it strong enough to kill Ego?

ROCKET
If it is, it will cause a chain
reaction throughout his entire
nervous system.

QUILL
Meaning what?

ROCKET
The entire planet will explode.
We'll have to get out of here fast.
I rigged a timer.

Rocket stuffs the bomb back in his satchel. Groot climbs on his back.

Rocket and Quill slap on their AERO RIGS.

QUILL
Go!

The run and jump out of the laser drill, FLYING ON THEIR AERO RIGS, avoiding the GUNFIRE.

The ZOOM towards the blast hole on the side of the self chamber.

INT. OPENING OF BLAST HOLE - DAY

Rocket and Quill land here, messily, TUMBLING.

INT. BELOW SELF CHAMBER - DAY

Mantis is worried about something else entirely; the entire chasm begins TREMBLING and the walls start to MUTATE.

MANTIS

He's coming.

DRAX

Didn't you say you could make him sleep?

MANTIS

When he wants! He's too powerful! I can't!

DRAX

You don't have to believe in yourself because I believe in you.

They look ahead. They see, on the enormous wall in front of them, the LIGHT-FORM of a giant EGO SCREAMING ANGRILY.

His SCREAM becomes a TUNNEL OF ROCKS RUSHING TOWARDS THEM like a train.

Mantis sees a nerve bundle on the ground coming from Ego's Core. Although afraid, she grabs it.

MANTIS

SLEEP!

She SCREAMS with effort and some pain as energy travels through the bundle and into the core, where it darkens.

The LIGHT LEAVES THE ROCK FORMATION and it SLAMS into the ground in front of them, SPLASHING DIRT OVER THEM.

But they are safe, shivering. Drax and Gamora look at each other.

DRAX

I never thought she'd be able to do it. With as skinny and weak as she appears to be.

Mantis's arm is TREMBLING.

MANTIS

I don't know how long I can hold him!

GAMORA

You need to, girl. If you don't
keep Ego at bay, we all die.

INT. OPENING OF BLAST HOLE - DAY

Rocket shines a powerful PEN-LIGHT inside the cavity,
exposing the interior, spattered with Swiss-cheese-like holes
glowing with light.

ROCKET

The metal is too thick! For the
bomb to work we'd actually need to
place it on Ego's core. And our
fat butts ain't gonna fit through
those tiny holes.

QUILL

Well...

Quill slowly eyes Groot, who is playing with a leaf on his
arm and thinking about something else entirely.

ROCKET

That's a terrible idea.

QUILL

Which is the only kind of idea we
got left.

Rocket SIGHS. He puts Groot on his back and MOVES with Groot
deeper into the blast hole, mumbling to himself:

ROCKET

Unbelievable. 'Rocket, do this.
Rocket, do that.'

Quill turns toward the opening. PUSH UP AND IN ON QUILL.

QUILL

Uh, what a day.

He jumps out into the fray.

INT. PLANET'S HOLLOW - DAY

Quill FLIES UP as a ship FLIES in toward him BLASTING, and
he's about to fire back. MAN VS. SPACESHIP. This is most
likely the beginning of the biggest, baddest fight scene
ever, but instead we CUT TO -

INT. INSIDE BLAST HOLE - DAY

Quiet. Blasts in the deep background. Rocket places a tiny bomb in front of Groot. It is a small, simple device with two switches and two buttons. He explains, very carefully:

ROCKET

All right. First you flick this switch, then this switch. That activates it. And then you push this button, which will give you five minutes to get out of there. Whatever you do don't push this button, because that will set off the bomb immediately, and we'll all be dead. Now repeat back what I just said.

GROOT

I am Groot.

ROCKET

Uh huh.

GROOT

I am Groot.

ROCKET

That's right.

GROOT

I am Groot.

ROCKET

No! That's the button that will kill everyone! Try again.

Groot thinks.

GROOT

I am Groot.

Rocket nods.

GROOT (CONT'D)

I am Groot.

Rocket nods.

GROOT (CONT'D)

I am Groot.

ROCKET

No! That's exactly what you just said! How is that even possible?! Which button is the button you're supposed to push?! Point to it.

Groot thinks. And he points to the one that will kill everyone.

ROCKET (CONT'D)

NO!!!

QUILL (O.S.)

Hey, you're making him nervous!

Rocket runs to see, at the end of the hole, a sliver of the outside as Quill peeks in while SHOOTING at envoys.

ROCKET

Shut up! And give me some tape! Does anyone have any tape out there!? I want to put some tape over the death button!

QUILL

I don't have any tape. Let me check.

Quill disappears from the hole. As Rocket waits, he hears, amongst the chaos, faintly -

QUILL (O.S.) (CONT'D)

Yo, Yondu, do you have any - ow! - do you have any tape?!

O.S. GUN BLASTS.

We hear VOICES GRUMBLING.

Rocket and Groot look around, waiting. Rocket is impatient. He coughs. Groot is like a bored kid in a waiting room. He shifts around and plays with the wires on the bomb.

Quill reappears outside the hole, SHOOTING an envoy.

QUILL (CONT'D)

No one has any tape.

ROCKET

Not a single person has tape?

QUILL

You have priceless batteries and an atomic bomb in your bag! If anyone had tape it would be you!

ROCKET

That's exactly my point! I have to do everything!

QUILL

Dude, you're wasting time!

Rocket turns back to Groot, who has already taken the bomb and is heading towards the hole.

He makes a "WHEEEEEEE" sound and smiles brightly as he HOPS into the hole and SLIDES down as if on a water slide.

Rocket, heavy-lidded, watches him go.

ROCKET

We're all gonna die.

INT. PLANET'S HOLLOW/LASER DRILL - DAY

Yondu and Nebula, in the cockpit, are being overcome as blasts come through the walls.

YONDU

We're done for without the generator.

Nebula MOANS, frustrated. She flips open a section of the dashboard, then a part of her arm.

INT. PLANET'S HOLLOW/LASER DRILL - DAY

The remaining Sovereign envoys have ENCIRCLED the battered Laser Drill, BLASTING IT TO BITS.

Quill FLIES into the Laser Drill, SLAMMING into the wall.

AYESHA (ON SHIP)

Guardians! Perhaps it will provide you solace that your deaths are not without purpose.

Nebula is feeding the wires from the craft into her mechanical arm.

INT. SOVEREIGN PILOT BAY - DAY

The actual Ayesha, fitted with the pilot gear, looks at the Laser Drill on the screen.

AYESHA

They will serve as a warning to all
of those tempted with betraying us;
don't screw with the Sovereign.

INT. PLANET'S HOLLOW/LASER DRILL - DAY

Yondu works some switches: The LASERS slide back into the slots all over the ship.

YONDU

This is gonna hurt.

NEBULA

Promises, promises.

Yondu flips ALL the switches; ALL THE POWER RUNS PAINFULLY OUT OF NEBULA'S BODY INTO THE VEHICLE --

AND THE LASERS BEAM OUT OF THE SHIP IN ALL DIRECTIONS AT ONCE, like a dangerous disco ball, slicing through almost nearly every single ENVOY.

INT. BELOW SELF CHAMBER - DAY

A BEAM ALMOST HITS Drax, but he LEAPS out of the way. Smoke rises from a hole in the ground between him and Mantis.

DRAX

Hey!

INT. PLANET'S HOLLOW/LASER DRILL - DAY

With flair, Yondu spins the pilot's wheel, so that the whole rig REVOLVES.

Ayesha looks on, in horror as the BEAMS SLICE THROUGH the remaining CRAFT - and one is COMING HER WAY.

AYESHA (ON SHIP)

NO!!

AYESHA'S ENVOY IS RIPPED APART.

INT. SOVEREIGN PILOT BAY - DAY

Ayesha SITS BACK. She looks around her at the other pods: all of them are down.

AYESHA

NO! NOOOOO!!

INT. PLANET'S HOLLOW/LASER DRILL - DAY

Quill sees FLAMING CHUNKS FLY into the rig...

And FIRE SPILLING toward the ship's engine, dripping fuel.

QUILL
We're gonna blow!

Yondu WHISTLES as the FLAMES HIT THE FUEL -

INT. BELOW SELF CHAMBER - DAY

Gamora watches as the ENTIRE LASER DRILL EXPLODES. She is stricken.

GAMORA
Peter?

She sees a tiny body flying from the ship - it's Nebula, who LANDS across from her on her feet.

Gamora looks at her, worried. Nebula gives her what might be a little smile, and looks upward. Gamora follows her line of sight.

Quill is FLYING FROM THE EXPLOSION on his aero-rig. Yondu is holding onto a flying arrow: his one arm up straight, his heels touching. Quill looks at him and SNICKERS.

YONDU
What?

QUILL
You look like Mary Poppins.

YONDU
Is he cool?

Quill looks at the man who raised him. He smiles.

QUILL
Yeah. He's cool.

Yondu looks out at the Guardians as he comes in for a landing.

YONDU
I'm Mary Poppins, y'all!

Quill and Yondu LAND beside Nebula. Gamora sees Quill and MARCHES TOWARD HIM.

The CAMERA CIRCLES GAMORA AND QUILL, FIERY SHIP FRAGMENTS RAINING DOWN AROUND THEM IN SLOW-MOTION, as if this is the greatest heavy metal video of all time.

The other Guardians enter, one by one - Nebula, Drax, Yondu, Rocket FLYING DOWN on his aero-rig, and finally, Mantis, staring forward with concentration until --

A HUGE CHUNK OF SPACESHIP FLIES IN FROM THE SIDE, FLATTENING MANTIS. The others all look down at her in shock.

QUILL

Oh. Wow.

Mantis, UNCONSCIOUS BENEATH a ship fragment, has lost hold of Ego.

THE ENTIRE HOLLOW AROUND THEM BEGINS TO RUMBLE. THE GROUND AND WALLS THEMSELVES SHIFT and WAVER.

The whole cavity is alive. Drax checks on Mantis.

DRAX

She's just unconscious.

INT. SELF CHAMBER TUNNELS - DAY

Groot RUNS and HOPS through the tunnels. He comes to a crossroads.

He sees a COSMIC LIGHT emanating from one tunnel. He dashes off toward it.

INT. BELOW SELF CHAMBER - DAY

QUILL

How long before the bomb goes off?

ROCKET

In the unlikely event Groot doesn't kill us all, about six minutes.

Yondu speaks into the comm on his lapel.

YONDU

Kraglin.

INT. QUADRANT FLIGHT DECK - DAY

Kraglin, NODDING OUT, abruptly wakes.

YONDU (O.S.)

We need the Quadrant for extraction in T-minus five minutes.

KRAGLIN
Aye, Cap'n!

EXT. BELOW SELF CHAMBER - DAY

Our heroes peer up to see the SURFACE OF THE PLANET UNFOLDING ABOVE THEM, so that THE BRIGHT SKY SHINES THROUGH.

QUILL
Someone needs to be up top when
Kraglin arrives. Drax, take Mantis.

Drax nods. He picks up Mantis. Quill grabs the aero-rig off himself and SLAPS it on Drax's back, which AUTOMATICALLY WRAPS around his upper body.

DRAX
Ahhh! My nipples!

He FLIES UPWARD.

The ground around them SPLITS INTO ENORMOUS CRACKS. Gamora sees a CRACK IN THE EARTH RUSHING TOWARD her and Quill, and she turns toward him.

And Gamora's side CRUMBLES AWAY, GAMORA FALLING DOWN with it.

QUILL
Gamora!!

HUGE BURSTS OF EARTH SHOOT UP all around Drax, Yondu, Rocket, and Quill.

The planet has formed GIANT TENTACLES THAT HURTLE towards our heroes.

EXT. LOWER RIFT - DAY

Gamora is PLUMMETING, seemingly to her death, when she looks over and sees Nebula FALLING just behind her.

Nebula grabs Gamora's arm and then grabs onto a passing cliff.

They SNAP TO A STOP- OW! - hanging down off the side.

Nebula tosses Gamora up onto a flat surface.

As Nebula climbs up after her, Gamora looks at her, wary but surprised by this beneficence.

NEBULA
Oh, get over it.

EXT. BELOW SELF CHAMBER - DAY

Quill BLASTS a tentacle.

Yondu WHISTLES, the ARROW WEAVING THROUGH TENTACLES around them.

Rocket TOSSES a bunch of tiny bombs at some, which they stick to and EXPLODE.

But they are by no means winning this fight.

EXT. PLANET SURFACE - DAY

The giant Quadrant LOWERS toward the surface.

EXT. LOWER RIFT - DAY

Gamora looks at Nebula.

GAMORA

We have to get up to the extraction point!

They look over the edge and see a huge RIFT OF LAND RISING QUICKLY. They look at each other and JUMP -

They GRAB ONTO THE EDGE of the rising rift, CLUTCHING TO IT as it FLIES upward toward the open space above them.

EXT. PLANET SURFACE - DAY

Drax FLIES UP onto the surface; he sees the Quadrant waiting for him there. He DARTS for the ship.

INT. QUADRANT FLIGHT DECK - DAY

Kraglin opens the LOADING DOOR

EXT. PLANET SURFACE - DAY

But huge swatches of the planet reach up and GRAB onto the Quadrant, YANKING IT DOWN.

INT. QUADRANT FLIGHT DECK - DAY

Kraglin, freaking out, throws the thrusters into high gear.

I/E. PLANET SURFACE/QUADRANT LOADING BAY - DAY

The thrusters FLARE as the massive ship STRUGGLES to free itself from Ego's tendrils.

And it does PULL ITSELF UP for a moment, but the tendrils tighten, SLAMMING it back down.

The whole Quadrant starts to TIP OVER. Kraglin falls down against the side of the ship.

Drax sees the ship FALLING TOWARDS HIM and he RUNS away from it in fear.

But he arrives at the edge of a cliff. He crouches as the ship CONTINUES DOWN toward him, about to SQUASH both he and Mantis --

But Kraglin heroically CRAWLS his way back up to the controls as he dangles from them. He pushes on the thrusters, so that the ship goes back upright.

Drax turns and again RUNS toward the Quadrant.

EXT. PLANET'S HOLLOW - DAY

Gamora and Nebula are still rising on the rift when they SLAM into a wall near the opening in the surface of the planet.

EXT. BELOW SELF CHAMBER - DAY

Quill turns and sees Ego, in his terrifying SKELETAL LIGHT FORM, STROLLING DOWN TOWARDS HIM as the land around him PARTS LIKE THE RED SEA.

As Ego walks, THE DIRT AND MOLECULES AROUND EGO FORM ORGANS IN HIS BODY, piecing himself back together.

Quill sees a tentacle SLAM Yondu to the ground and COVER HIS ENTIRE BODY.

He turns to see Rocket HOLLERING as he FIRES at tentacles, but they OVERWHELM him.

EXT. PLANET SURFACE - DAY

The earth WRAPS AROUND Drax's legs like quicksand, pulling him and Mantis down into it.

EXT. PLANET'S HOLLOW - DAY

Gamora and Nebula scramble, trying to CLIMB BACK UP, when TENDRILS WRAP AROUND THEM, stopping them from going further.

INT. SELF CHAMBER TUNNELS - DAY

The walls are tightening around Groot. He grows his branches to try to stop them, but they aren't working.

He begins to CRY, like an actual baby, terrified, on the brink of suffocating.

EXT. BELOW SELF CHAMBER - DAY

Ego approaches his son. He is fully formed, and he is more truly "himself." Alien. Dark eyes and pale skin.

EGO
I told you I don't want to do this alone.

EXT. BELOW SELF CHAMBER - DAY

EGO
You cannot deny the purpose the universe has bestowed upon you!

And once again, the LIGHT TENDRILS STAB THROUGH QUILL'S BACK, thrusting him to his knees.

Smaller light tendrils stab into his face and body.

And we see the LIGHT being sucked out of Quill and up into the Self Chamber once more as it BURSTS WITH LIGHT.

EARTH - EXT. STREET - DAY

POLICE OFFICERS and bystanders are in the streets, snapping phone photos, etc, beside the HUGE, STILL SWATCH OF EGO'S LIFEFORM.

OFFICER FITZGIBBON
Please, everyone. Step back. I need you all to clear the -

WEIRD OLD MAN
What is that?

The LIFEFORM ALIGHTS WITH ENERGY and MOVES again, SPILLING INCREDIBLY QUICKLY towards them.

People abandon their cars in traffic as it RUNS OVER THEM.

A WOMAN FALLS. People TRAMPLE around her.

But an old man's hands reach in, helping her up.

REVEAL GRANDPA QUILL, in his 70's or 80's now.

GRANDPA QUILL
Come on, ma'am.

He HELPS the woman into an SUV.

He SLAMS on the gas, SCREECHING AWAY from the enormous tidal wave of organic light.

XANDAR - I/E. STARBLASTER/CITY - DAY

EGO'S LIFEFORM smashes down the PARK WALLS and into the street.

EGO
(O.S)
It doesn't need to be like this
Peter

EXT. BELOW SELF CHAMBER - DAY

Ego approaches his son.

EGO
Why are you destroying our chance?!

AAKON - EXT. AAKON CITY - NIGHT

AAKONS run from a giant wave behind them.

EGO
(O.S)
Stop pretending you aren't, what
you are!

KREE HOMEWORLD - EXT. STEEP HILLSIDE - DAY

KREE MONKS run from the cosmic flesh as it pours down the hillside behind them.

But it's too fast, RUSHING OVER THEM.

PRIMITIVE PLANET - EXT. WETLANDS - DAY

THOUSANDS OF ORLONI are darting in fear across this dusty desert, as it WASHES OVER them.

EGO
(O.S)
One in billions..

ARAGO-7 - EXT. STONY LANDSCAPE - DAY

THREE HURCTARIANS run, SCREAMING.

EGO
(O.S)
Trillions, even more!

EASIK - EXT. FOREST - NIGHT

AN EASIK MOTHER clutches her BABY, covering it with her own body, as the spreading lifeform LOOMS UP behind her.

She closes her eyes and waits for the worst.

EXT. BELOW SELF CHAMBER - DAY

Quill looks up at Ego, barely able to focus, as the molecules form skin over the muscle and skeleton and innards beneath.

EGO

What greater meaning could life
possibly have to offer?!

Yondu struggles beneath the tentacle beside Quill.

YONDU

I don't use my head to fly the
arrow, boy! I use my h -

Quill hears this as the earth COVERS Yondu's face.

Quill LOOKS INWARD. And suddenly, everything becomes...

QUIET.

Tears come to Peter Quill's eyes as he remember those around him and what they mean to him. And we see his MEMORIES.

- YOUNG PETER QUILL AND HIS MOTHER CUDDLED AND LISTENING TO MUSIC ON THE WALKMAN TOGETHER, EACH WITH ONE EAR PIECE.

- QUILL AND DRAX LAUGHING HYSTERICALLY ON THE MILANO.

- GAMORA AND PETER LOOKING INTO EACH OTHER'S EYES AND DANCING ON KNOWHERE.

- QUILL AND ROCKET FLYING THROUGH THE SKY ON AERO-RIGS FOR THE FIRST TIME, SMILING AS THE AIR RUSHES THROUGH THEIR HAIR. BABY GROOT CLUTCHES HAPPILY ONTO QUILL'S BACK.

- YONDU AND YOUNG QUILL IN THE FOREST. YONDU'S ARM IS ON PETER'S ARM AS HE TEACHES HIM HOW TO SHOOT.

Quill looks back up at Ego as we HEAR the gentle chords of FLEETWOOD MAC'S "THE CHAIN" starts echoing throughout the hollow.

He clutches his fist and we see the light growing within it.

Bits of earth begin to ROLL UP AND SCRAMBLE AND SWIRL around Quill's body, his arms, his legs, as if he's pulling them towards himself with magnets.

And Ego looks confused, as the GROUND QUAKES AROUND HIM.

Quill glares at his father, his voice distorting with Celestial thunder.

QUILL

You shouldn't have killed my mom
and squished my walkman.

Ahd a SOLID TORNADO OF EARTH PROPELS QUILL FORWARD. Ego tries to protect himself as Quill SLAMS into him, FLYING UPWARDS WITH HIM --

Quill raises his fist, NOW A GIANT CLUB. And he SMASHES Ego.

As Ego loses his concentration --

EXT. PLANET'S SURFACE - DAY

A pair of arms are protruding from the surface of the planet, still holding Mantis aloft.

The earth falls away, and Drax, who was entirely covered, heaves for breath.

EXT. CRACK IN PLANET - DAY

The TENDRILS FALL, freeing Gamora and Nebula as they GASP.

EXT. BELOW SELF CHAMBER - DAY

Yondu BREAKS THROUGH THE ROCKS around him, drawing in breath.

The TENTACLES HOLDING ROCKET ALOFT CRUMBLE, and he looks around, confused.

EARTH - EXT. ST. CHARLES, MISSOURI - DAY

The WAVE PUSHES UP against the back of Grandpa Quill's CAMARO and suddenly STOPS:

the mountainous plant, a hundred stories high, is up against the back of the car.

EASIK - EXT. FOREST - NIGHT

The Easik Mother clutching her baby looks behind her; the wave has stopped.

She clutches her baby to her chest, relieved.

INT. SELF CHAMBER TUNNELS - DAY

The tunnel around Groot SNAPS BACK to what it was. Once more he can see the light at the tunnel's end, and one looks like a GIANT BRAIN composed of prismatic light.

He RUNS forward.

INT. INSIDE BLAST HOLE - DAY

Rocket flies up and yells at Groot.

ROCKET

Groot! Groot, if you can hear me, hurry up - I'm not sure how long Quill can keep him distracted!

INT. SELF CHAMBER CORE - DAY

Groot ARRIVES at the end of the tunnel, and stops there.

The center of the core holds a huge cosmic placenta, and, within that, EGO'S TRUE SELF, the COSMIC BRAIN. It ROILS FURIOUSLY, the reflection of its fight with Quill, thrashing around within this womb.

Although afraid, Groot places the bomb on the placenta.

Groot stares at both buttons, scared - he doesn't know which one to pick.

Groot makes a decision on which button to press. He goes to push the death button.

Then his finger STOPS just millimeters from the button, TREMBLING. He thinks...

And then changes the course of his finger, PUSHING THE CORRECT BUTTON.

THE COUNTDOWN CLOCK COMMENCES.

Baby Groot turns, terrified, and RUNS.

I/E. PLANET SURFACE/QUADRANT LOADING BAY - DAY

Drax moves with Mantis into the loading bay. He throws her down and climbs up a ladder.

THE CAMERA SWINGS TO GAMORA AND NEBULA, climbing up to the surface in the dirt storm.

INT. PLANETS HOLLOW - DAY

Ego RISES on his own MOLECULAR TORNADO and STRIKES BACK at Quill. He YELLS as he SLAMS Quill against the wall, DRAGGING his face along the wall.

He TOSSES Quill into a another wall.

EXT. BELOW SELF CHAMBER/PLANET'S HOLLOW - DAY

QUILL brings his ARM FILLED WITH LIGHT away from the wall, so that he causes a WAVE OF LIGHT AND ROCK around the interior of the hollow, FLYING TO EGO and knocking him aside.

Yondu protects his face as DIRT SWIRLS in the wake of the Quill/Ego battle.

Rocket, carrying Groot, FLIES BACK DOWN beside him.

ROCKET

Yondu! We're about to blow!

YONDU

Get to the ship.

ROCKET

Not without Quill.

YONDU

You gotta take care of the twig.

ROCKET

Not without you.

YONDU

I ain't done nothing right my whole damn life, rat. You need to give me this.

Rocket, hesitantly, nods. He grabs some things from his bag. He hands them to Yondu.

ROCKET

A space suit and an aero rig. I only have one of each.

Yondu nods. Rocket nods too.

Rocket starts to go, but STOPS and looks at Yondu.

He wants to say something, but he doesn't know what. Baby Groot does.

GROOT
I am Groot.

YONDU
What's that?

ROCKET
He says welcome to the frickin'
Guardians of the Galaxy... only he
didn't use 'frickin'.

YONDU
Bye, twig.

Groot waves.

And Rocket FLIES UP toward the surface. Rocket mutters to Groot.

ROCKET
We're gonna need to have a
discussion about your language.

EXT. BELOW SELF CHAMBER/PLANET'S HOLLOW - DAY

Ego SLAMS Quill back against a wall. Ego pulls the huge rocks away from the wall, FLYING THEM TOWARDS HIM and BATTERING HIM THERE.

Ego and Quill FLY TOWARDS each other.

Ego uses the LIGHT TO BRING ROCKS TO HIS BODY, forming a giant AVATAR OF HIMSELF.

Quill brings YELLOW ROCKS to his body, forming a GIANT PAC-MAN.

Ego's form flies into Pac-Man's mouth, so hard there's a SONIC BOOM.

They fall, TUMBLING, still striking one another on the way down.

They LAND HARD.

INT. SELF CHAMBER CORE - DAY

The timer counts down. A minute left.

I/E. PLANET SURFACE/QUADRANT LOADING BAY - DAY

Gamora and Nebula are caring for Mantis as Rocket and Groot ARRIVE.

GAMORA
Where's Peter?

Rocket doesn't answer. Or he can't answer.

GAMORA (CONT'D)
Rocket, where is he?!

Rocket looks down at a timer in his hand. The time is almost there.

GAMORA (CONT'D)
Rocket?! Rocket, look at me! Where
is he?!

Rocket just shakes his head a little.

But Groot points sadly outside.

GAMORA (CONT'D)
I'm not leaving without him.

Gamora hardens. She stands and SNATCHES A RIFLE off the wall.
She COCKS IT.

She STARTS OUT the bay door --

When AN ELECTRICAL BLAST HITS HER from behind.

She FALLS OVER, unconscious, REVEALING Rocket with his gun.

ROCKET
I'm sorry. I can only afford to
lose one friend today.
(into comm)
Kraglin, GO!

INT. QUADRANT FLIGHT DECK - DAY

Drax looks uncertain as Kraglin presses thrust.

DRAX
Wait. Is Quill back?
(into comm)
Rocket, where's Quill?!

I/E. PLANET SURFACE/QUADRANT LOADING BAY - DAY

Rocket looks sadly out the bay door as it CLOSES; Drax's
voice echoes on his comm.

DRAX (O.S.)
Where's Quill?! WHERE'S QUILL?!

EXT. BELOW SELF CHAMBER - DAY

Quill and Ego are exhausted, on their knees and leaning against one another like boxers after too many rounds.

INT. SELF CHAMBER CORE - DAY

The timer reads 00:26 seconds

EXT. BELOW SELF CHAMBER - DAY

Ego reaches for the core..

EGO

No, we need to stop it!

Quill throws him to the ground. But Ego comes back up, grasping his son's jacket, pleading with him now.

EGO (CONT'D)

Listen to me! You are a god! If you kill me, you'll just be like everyone else!

QUILL

What's so wrong with that?

Ego looks at his son, scared.

EGO

NO -

INT. SELF CHAMBER CORE - DAY

The countdown reaches zero. The brain EXPLODES.

I/E. EGO'S NERVOUS SYSTEM - DAY

The explosion causes the life forces to BURST THROUGH THE ENTIRE PLANET.

EXT. BELOW SELF CHAMBER - DAY

Everything around Quill is EXPLODING.

He looks down at his hands, where the glow FADES and DISAPPEARS.

He gazes up at the mammoth walls around him as they BLOW UP and COLLAPSE.

He lowers at head, at peace with the death that's coming, when, from the side, through the debris --

YONDU IS FLYING TOWARDS HIM ON AN AERO-RIG.

Yondu GRABS him, almost a tackle, really, LIFTING HIM up and FLYING AWAY.

EXT. PLANET'S HOLLOW - DAY

As Yondu and Quill FLY UPWARD, the planet EXPLODES behind them, flames licking their heels, huge stretches of the planet caving in.

EXT. SKY - DAY

Yondu holds a surprised Quill as they SOAR up into the sky,

YONDU
He may have been your father, boy.
But he wasn't your daddy.

QUILL
What?

YONDU
I'm sorry I didn't do it right. I'm
damn lucky you're my boy.

Quill is touched.

Yondu SLAPS the SPACESUIT disk onto Quill; THE SHIMMERY SHEATHES COVERS HIM.

QUILL
What?

Yondu breathes out as completely as he can, emptying his lungs. And they EXIT THE PLANET'S ATMOSPHERE, bursting into -

EXT. SPACE - OUTER SPACE

Quill struggles to get free, but Yondu holds him there, trapping him, but it is also an embrace. The ENTIRE PLANET is COLLAPSING BEHIND THEM.

QUILL
Yondu, you can't! What are you
doing? What are you doing?!

Yondu's jet pack expires its supply of fuel, and they STOP THERE, in space, FLOATING.

Yondu's grip weakens. Quill turns to face him.

QUILL (CONT'D)
Yondu. Yondu, no!

Yondu grabs his son's face with both hands, looking and touching him with love.

QUILL (CONT'D)

No.

And Yondu's FACE EXPANDS and his BODY GOES LIMP as he DIES there. And he starts to DRIFT AWAY. Quill grabs onto his shirt. He is CRYING.

QUILL (CONT'D)

No!

And, suddenly, behind Quill, Rocket and Drax PROPEL themselves toward him in aero-rigs, GRABBING him.

FADE TO BLACK

INT. ECLECTOR CREMATORY - LATER

Yondu's body lies on a plank here: Various colored cloths are laid in strips over his body and face, yaro lilies beneath him, red-fired pyres and Yondu's toys all around.

Rocket, Groot, Drax, Gamora, Mantis, and Kraglin surround the table. Quill is at the head. He has to say a few words. But it is not easy.

QUILL

The other day I told Gamora how I used to pretend my dad was David Hasselhoff.

Rocket and Drax exchange a look.

QUILL (CONT'D)

He's a singer and actor from earth... a really famous guy.

Drax nods.

QUILL (CONT'D)

And, you know, today it struck me. Yondu didn't have a talking car, but he did have a flying arrow. And he didn't have the voice of an angel, but he did have the whistle of one. And both David Hasselhoff and Yondu went on kickass adventures, and hooked up with hot women, and fought robots.

(MORE)

QUILL (CONT'D)
 So, the thing is, David Hasselhoff
 kinda did end up being my Dad after
 all, only he was Yondu. I had a
 pretty cool Dad.

Quill starts to break down.

QUILL (CONT'D)
 And what I'm trying to say here is,
 that thing you're searching for
 your whole life, sometimes it's
 right there by your side all along
 and you don't even know it.

Gamora sees Nebula, watching from a darkened doorway, before
 she turns and walks away. She moves after her.

Groot looks up at an upset Rocket.

GROOT
 I am Groot?

ROCKET
 Yeah. That's the friend I was
 talking about.

GROOT
 I am Groot.

ROCKET
 He did call you 'twig.'

INT. QUADRANT SMALL HALLWAY - MOMENTS LATER

Gamora catches up to Nebula in the hall.

GAMORA
 Nebula.

Nebula turns toward her, but she doesn't look her in the eye.

GAMORA (CONT'D)
 I was just a child. Like you. I was
 concerned with staying alive until
 the next day - every day. And I
 never considered what Thanos was
 doing to you. I am sorry.

Nebula nods.

GAMORA (CONT'D)
 I'm trying to make it right,
 everything I did.
 (MORE)

GAMORA (CONT'D)

There are little girls like you were - little boys - all over the universe - who are in danger. You can stay with us, and help them.

NEBULA

I'll help them by killing Thanos.

GAMORA

I don't know if that's possible.

Nebula shrugs: maybe. She turns to leave. But Gamora grabs her, perhaps too roughly. Nebula turns, ready to snap.

And Gamora EMBRACES her. Nebula does not know how to react.

GAMORA (CONT'D)

You'll always be my sister.

Tears well in Nebula's eyes and, for just a moment, she embraces her sister back with one hand...

Before pushing her away and leaving.

INT. ECLECTOR CREMATORY - MOMENTS LATER

The Guardians lift Yondu on the plank. A bulbous and rusty crematory is at the center of the room. It doesn't burn with fire, but a SWIRLING, VIBRANT COSMIC ENERGY.

They SLIDE YONDU IN as they watch with sadness and respect as his body is enveloped by the sparkling colors. Quill closes the door on the crematory.

As Quill moves away, Kraglin approaches.

KRAGLIN

Pete.

Quill turns toward him. He's holding something.

KRAGLIN (CONT'D)

Cap'n found this for you in a junker shop. Said someday you'd come back to the fold.

Kraglin puts an MP3 player in his hand.

KRAGLIN (CONT'D)

It's called a Zune - what everyone listens to on earth nowadays. It's got three hundred songs.

Quill nods, touched.

QUILL

Wait.

Quill holds out Yondu's arrow. Kraglin's lip trembles.

QUILL (CONT'D)

Rocket grabbed the pieces and reassembled them. I think Yondu would want you to have it.

KRAGLIN

Thank you... Cap'n.

EXT. QUADRANT - OUTER SPACE

Yondu's SPARKLING ASHES ARE BLOWN OUT IN SPURTS FROM THE CREMATORY INTO SPACE.

INT. QUADRANT FLIGHT DECK - OUTER SPACE

Rocket, Drax, and Mantis are here, watching Yondu's ashes in the vacuum of space, SWIRLING almost magically.

INT. CAPTAIN'S QUARTERS - OUTER SPACE

Quill sits down on the bed in Yondu's quarters. He scrolls through selections on the Zune.

He comes to "FATHER AND SON" by CAT STEVENS.

He PRESSES PLAY.

He listens. As he does, Groot crawls up onto the bed, and then onto his lap.

Quill offers him one of the ear buds.

Groot holds it against his ear, amazed by the clarity of sound. Quill watches him, hearing the beauty of the song more through Groot's face than the music itself.

And they sit there together, listening to the music, a new father and son.

INT. M-SHIP - OUTER SPACE

Nebula FLIES AWAY, sad, perhaps regretful, but forcing her chin up to brace against what's to come.

INT. QUADRANT SMALL HALLWAY - OUTER SPACE

Gamora watches, THROUGH A WINDOW, as Nebula leaves.

INT. QUADRANT FLIGHT DECK - OUTER SPACE

Rocket sees something by the ashes. His eyes alight.

ROCKET

They came.

INT. CAPTAIN'S QUARTERS - OUTER SPACE

Groot sees COLORFUL FLASHING LIGHTS out of the window. He pulls on Quill's shirt to show him.

They go to get a better view.

INT. QUADRANT FLIGHT DECK - OUTER SPACE

Drax and Rocket see Yondu's COSMIC ASHES PULSING AND SWIRLING out in space as, one by one, enormous RAVAGER SHIPS arrive around them.

They each FLASH SPECIFIC LIGHT SEQUENCES - and, with all the ships together - it looks like fireworks.

DRAX

What is it?

ROCKET

I sent word to Yondu's old Ravager buddies and told them what he did.

Quill comes up behind them with Groot, just as Gamora enters. Quill smiles.

QUILL

It's a Ravager funeral.

INT. HALLWAY - OUTER SPACE

Kraglin sees it from here. He SCREAMS with joy, and he slams his fist twice against his chest, a Ravager salute.

I/E. RAVAGER FLIGHT DECK 1 - OUTER SPACE

STAKAR and Martinex watch him there, moved.

MARTINEX

He didn't let us down after all, Cap'n.

STAKAR

No, he did not, son. He did not.

I/E. RAVAGER FLIGHT DECK 2 - OUTER SPACE

CHARLIE-27, an enormous man, is wistful as he salutes.

CHARLIE-27
Fare thee well, old friend.

I/E. RAVAGER FLIGHT DECK 3 - OUTER SPACE

ALETA is here, tears in her eyes, alcohol in her hand, an ALL-FEMALE RAVAGER CREW around her.

ALETA
See you in the stars, Yondu Udonta.

INT. QUADRANT FLIGHT DECK - OUTER SPACE

And the Guardians all watch, enchanted by the majesty.

ROCKET
He didn't chase 'em away.

QUILL
No.

ROCKET
Even though he yelled at 'em.

Quill shakes his head.

ROCKET (CONT'D)
And was always mean.

Quill shakes his head.

ROCKET (CONT'D)
And he stole batteries he didn't need.

Quill is surprised - what? And then he looks at Rocket, a little animal who doesn't know the rules of how to be any more than a young boy whose tribe sold him into slavery.

QUILL
Of course not.

Baby Groot is on Gamora's shoulder. He reaches for Drax, who takes him. Baby Groot YAWNS and nuzzles into Drax's shoulder, falling asleep. Drax lovingly pats his back.

Gamora looks at Drax and Groot, and Rocket, and Mantis, taking it all in, this strange family of hers. She turns to Quill, staring at him with love.

QUILL (CONT'D)

What?

GAMORA

It's just some unspoken thing.

Quill wraps his arm around her and she sinks into him.

Mantis smiles and becomes teary and GASPS, overwhelmed, as she looks out the window.

MANTIS

It's beautiful.

DRAX

It is. And so are you.

(beat)

On the inside.

They turn back to the window and they stand there together, our Guardians of the Galaxy, watching the Ravager funeral and the colorful dust of an old friend dance.

And the shape of the dust seems to form something very close to an ARROW.

Rocket sees this and he cries.

THE END (NOT REALLY)

RUN CREDITS.

"SURRENDER" BY CHEAP TRICK PLAYS.

CREDIT BREAK 1 - INT. ECLECTOR HALLWAY - OUTER SPACE

SURRENDER is PLAYING HERE. Kraglin has had a version of Yondu's fin implanted in his head. He looks nervously down at the arrow on the floor.

He tries to WHISTLE. It just flips around like a dead fish.

He WHISTLES again, and it FLIES UP, hitting a wall, and falls back down again.

He WHISTLES again, and it ZIPS AWAY. We HEAR A SCREAM.

Kraglin looks around the corner where Drax is sitting, the ARROW IMPALED in his chest, yelling in agony.

Kraglin looks around, hoping no one saw him there, and he tries to slink away.

MORE CREDITS as SURRENDER CHORUS KICKS IN: *Mommy's all right, Daddy's all right, they just seem a little weird.*

END CREDITS - INT. STAKAR'S SHIP - OUTER SPACE

Stakar looks sad, serious.

STAKAR

It's a shame it takes a tragedy like losing Yondu to bring us all back together. But I think he'd be proud if he knew we were working as a team again.

Over Stakar we see this incredibly motley crew - MARTINEX, CHARLIE-27, ALETA, who is holding MAINFRAME (a robotic head in a cage), and the mouthless, wormlike KRUGARR,

STAKAR (CONT'D)

What say we steal some shit?

CHARLIE-27

In.

MARTINEX

Dope.

MAINFRAME

I MISSED you guys!

Krugarr makes a hex symbol and TWO COLORFUL THUMBS-UP BURST in front of him.

ALETA

Hell. Yes.

END CREDITS - INT. BIRTHING PODS CHAMBER - DAY

Ayesha sits on a bench, brooding, disheveled and still furious. The Chambermaid cautiously approaches.

CHAMBERMAID

High Priestess, the Council is waiting.

AYESHA

They are perturbed I have wasted our resources.

The Chambermaid smiles politely, nods slightly, agreeing in a circumspect manner. Ayesha stares across the way.

AYESHA (CONT'D)

When they see what I have created here, their wrath will dissipate, though it will be some time.

The Chambermaid looks where Ayesha is looking.

CHAMBERMAID

That is not just another birthing pod, ma'am?

AYESHA

That, my child, is the next step in our evolution: more powerful, more beautiful, and more capable of destroying the Guardians of the Galaxy.

A large, human-sized cocoon stands where Ayesha stares.

AYESHA (CONT'D)

I think I shall call him... 'Adam'.

BOX OVER CREDITS - INT. GROOT'S BEDROOM - OUTER SPACE

Quill is standing in the bedroom doorway, looking down.

QUILL

Dude, seriously, you got to clean up your room. It's a complete mess.

We REVEAL a gawky ADOLESCENT GROOT, hunched over, playing a video game, in this very messy room.

ADOLESCENT GROOT

I am Groot.

QUILL

I'm not boring, man. You're boring. Once I got stuck on a planet where everyone was just lines and dots. I had to use geometry to get out of prison. Is that boring?

Adolescent Groot shakes his head in disdain.

QUILL (CONT'D)

You know what's boring? Not doing the dishes. What's boring is me tripping over your vines everywhere.

Adolescent Groot SIGHS.

QUILL (CONT'D)

Drax and I switched pants in the middle of that party last weekend. For no reason other than we're awesome and very much not boring.

Quill starts to walk away then comes back.

QUILL (CONT'D)

Once I got a venereal disease that made me float for three days... Don't tell Gamora... it's dormant, but... If that's boring then, I guess I'm boring.

He looks at him.

QUILL (CONT'D)

I'm not boring.

Groot ROLLS HIS EYES and makes an exasperated sound.

QUILL (CONT'D)

What's boring is when you roll your eyes like that at me and make an exasperated sound like I'm an old, boring, stupid idiot.

Quill thinks.

QUILL (CONT'D)

Now I know how Yondu felt.

Quill begins to CRY.

QUILL (CONT'D)

Yondu.

CUT TO BLACK.

THE END