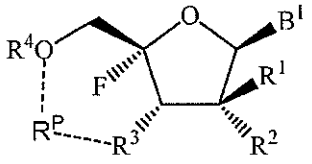
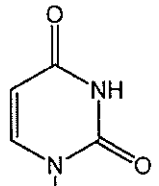
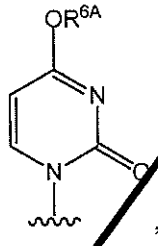
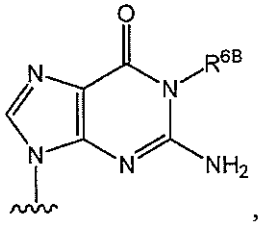
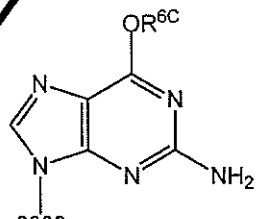
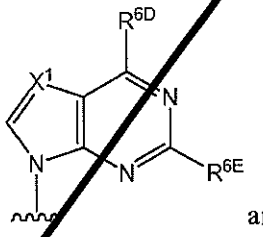
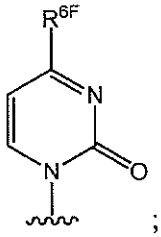
WHAT IS CLAIMED IS:

1. A compound of Formula (I), or a pharmaceutically acceptable salt thereof, having the structure:



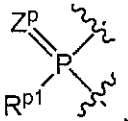
(I)

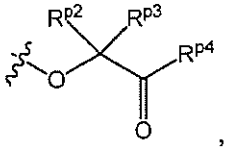
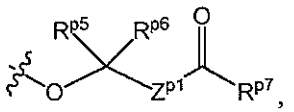
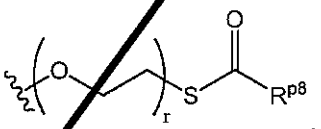
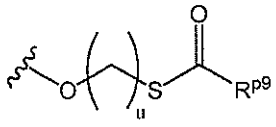
wherein:

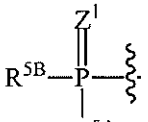
B^1 is selected from the group consisting of an optionally substituted  , an optionally substituted  , an optionally substituted  , an optionally substituted  , an optionally substituted  , and an optionally substituted  ;

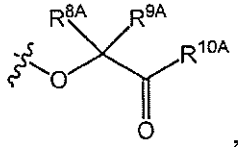
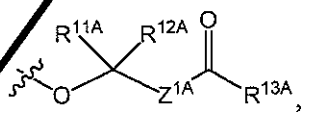
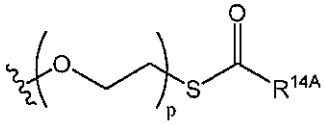
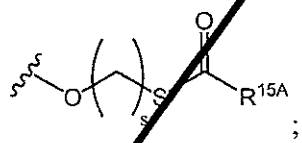
R^1 is selected from the group consisting of an optionally substituted C_{1-6} alkyl, an optionally substituted C_{2-6} alkenyl, an optionally substituted C_{2-6} alkynyl and an optionally substituted C_{3-6} cycloalkyl;

each -------- is absent or a single bond, provided that both -------- are each absent or both -------- are each a single bond;

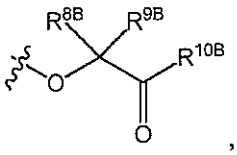
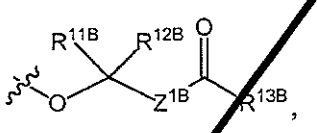
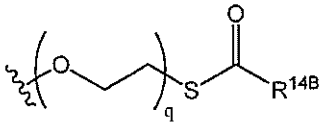
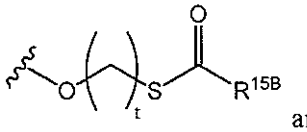
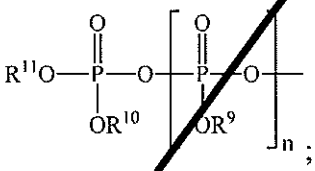
when both ------ are each a single bond, then R^2 is halo, N_3, $-OR^{7A}$ or $-N(R^{7B}R^{7C})$; R^4 is absent; R^3 is O; and R^p is  , wherein Z^p is O or S and R^{p1} is selected from the group consisting of O^-, OH, an –O–optionally substituted C_{1-6} alkyl.

 ,  ,  ,  , an optionally substituted N-linked amino acid and an optionally substituted N-linked amino acid ester derivative;

when both ------ are each absent, then R^p is absent; R^2 is halo, N_3, $-OR^{7A}$ or $-N(R^{7B}R^{7C})$; R^3 is –OH or $-OC(=O)R^8$; or R^2 and R^3 are each an oxygen atom which are linked together by a carbonyl group; and R^4 is hydrogen or  ;

R^{5A} is selected from the group consisting of O^-, OH, an optionally substituted N-linked amino acid, an optionally substituted N-linked amino acid ester derivative,  ,  ,  and  ;

R^{5B} is selected from the group consisting of O^-, OH, an –O–optionally substituted aryl, an –O–optionally substituted heteroaryl, an –O–optionally substituted heterocyclyl, an optionally substituted N-linked amino acid, an optionally substituted N-linked amino

acid ester derivative,  ,  ,  ,  and  ;

R^{6A} is an optionally substituted C_{1-6} alkyl or an optionally substituted C_{3-6} cycloalkyl;

R^{6B} and R^{6C} are independently selected from the group consisting of hydrogen, an unsubstituted C_{1-6} alkyl, an unsubstituted C_{3-6} alkenyl, an unsubstituted C_{3-6} alkynyl and an unsubstituted C_{3-6} cycloalkyl;

R^{6D} is NHR^{6G};

R^{6E} is hydrogen, halogen or NHR^{6I};

R^{6F} is NHR^{6I};

R^{6G} is selected from the group consisting of hydrogen, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{3-6} alkenyl, an optionally substituted C_{3-6} cycloalkyl, $-C(=O)R^{A1}$ and $-C(=O)OR^{A2}$;

R^{6H} is selected from the group consisting of hydrogen, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{3-6} alkenyl, an optionally substituted C_{3-6} cycloalkyl, $-C(=O)R^{A3}$ and $-C(=O)OR^{A4}$;

R^{6I} is selected from the group consisting of hydrogen, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{3-6} alkenyl, an optionally substituted C_{3-6} cycloalkyl, $-C(=O)R^{A5}$ and $-C(=O)OR^{A6}$;

X^1 is N or $-CR^{6J}$,

R^{6J} is selected from the group consisting of hydrogen, halogen, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{2-6} alkenyl or an optionally substituted C_{2-6} alkynyl;

R^{A1}, R^{A2}, R^{A3}, R^{A4}, R^{A5} and R^{A6} are independently selected from the group consisting of C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkenyl, C_{6-10} aryl, heteroaryl, heterocyclyl, aryl(C_{1-6} alkyl), heteroaryl(C_{1-6} alkyl) and heterocyclyl(C_{1-6} alkyl);

R^{7A} is hydrogen or $-C(=O)R^{12}$;

R^{7B} and R^{7C} are independently hydrogen or an optionally substituted C_{1-6} alkyl;

R^8 and R^{12} are independently an optionally substituted C_{1-6} alkyl or an optionally substituted C_{3-6} cycloalkyl;

R^9, R^{10} and R^{11} are independently absent or hydrogen;

R^{8A}, R^{9A}, R^{11A}, R^{12A}, R^{8B}, R^{9B}, R^{11B}, R^{12B}, R^{p2}, R^{p3}, R^{p5} and R^{p6} are independently selected from the group consisting of hydrogen, an optionally substituted C_{1-24} alkyl and an optionally substituted aryl;

R^{10A}, R^{10B}, R^{13A}, R^{13B}, R^{p4} and R^{p7} are independently selected from the group consisting of hydrogen, an optionally substituted C_{1-24} alkyl, an optionally substituted aryl, an optionally substituted –O–C_{1-24} alkyl, an optionally substituted –O–aryl, an optionally substituted –O–heteroaryl and an optionally substituted –O–monocyclic heterocyclyl;

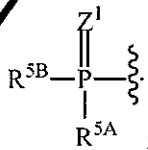
R^{14A}, R^{14B}, R^{15A}, R^{15B}, R^{p8} and R^{p9} are independently selected from the group consisting of hydrogen, an optionally substituted C_{1-24} alkyl and an optionally substituted aryl;

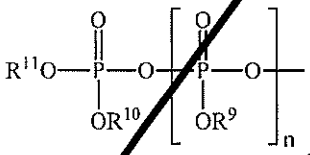
n is 0 or 1;

p, q, and r are independently 1 or 2;

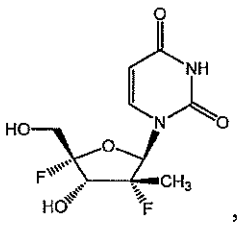
s, t and u are independently 3, 4 or 5;

Z^1, Z^{1A}, Z^{1B} and Z^{p1} are independently O or S; and

provided that when R^4 is  ; and R^{5A} is O^- or OH, then R^{5B} is O^-, OH,

or  , an optionally substituted N-linked amino acid or an optionally substituted N-linked amino acid ester derivative; and

provided that the compound is not selected from the group consisting of: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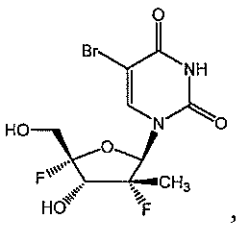
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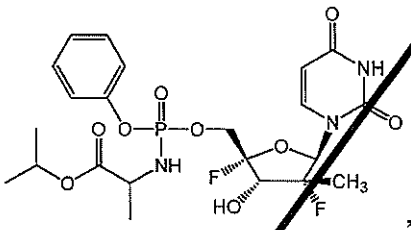
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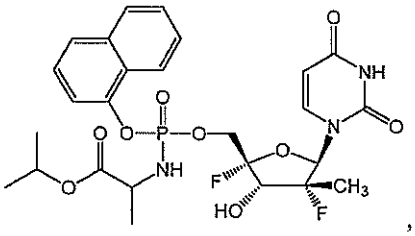
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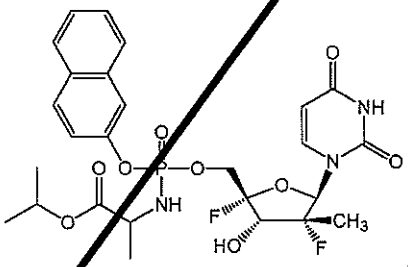
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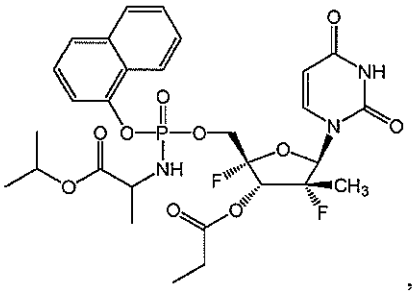
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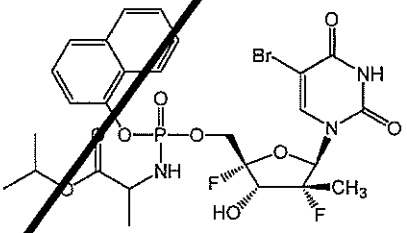
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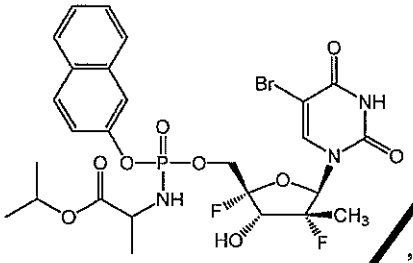

, or a pharmaceutically acceptable salt of the foregoing.

2. The compound of Claim 1, wherein R^2 is halo.

3. The compound of Claim 1, wherein R^2 is $-OR^{7A}$.

4. The compound of Claim 3, wherein R^{7A} is hydrogen.

5. The compound of Claim 3, wherein R^{7A} is $-C(=O)R^{12}$.

6. The compound of Claim 1, wherein R^2 is N_3.

7. The compound of Claim 1, wherein R^2 is $-N(R^{7B}R^{7C})$.

8. The compound of Claim 7, wherein R^2 is $-NH_2$.

9. The compound of Claim 7, wherein at least one of R^{7B} and R^{7C} is an optionally substituted C_{1-6} alkyl.

10. The compound of Claim 7, wherein R^{7B} and R^{7C} are both an optionally substituted C_{1-6} alkyl.

11. The compound of any one of Claims 1-10, wherein R^1 is an optionally substituted C_{1-6} alkyl.

12. The compound of any one of Claims 1-10, wherein R^1 is an optionally substituted C_{2-6} alkenyl.

13. The compound of any one of Claims 1-10, wherein R^1 is an optionally substituted C_{2-6} alkynyl.

14. The compound of any one of Claims 1-10, wherein R^1 is an optionally substituted C_{3-6} cycloalkyl.

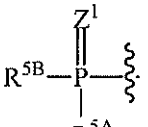
15. The compound of any one of Claims 1-14, wherein both ------ are each absent.

16. The compound of any one of Claims 1-15, wherein R^3 is –OH.

17. The compound of any one of Claims 1-15, wherein R^3 is $-OC(=O)R^8$.

18. The compound of Claim 1 or 15, R^2 and R^3 are both oxygen atoms and linked together by a carbonyl group.

19. The compound of any one of Claims 1-18, wherein R^4 is hydrogen.

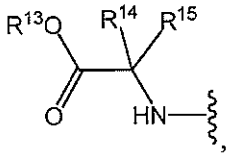
20. The compound of any one of Claims 1-18, wherein R^4 is  .

21. The compound of Claim 20, wherein R^{5A} is an optionally substituted N-linked amino acid.

22. The compound of Claim 20, wherein R^{5A} is an optionally substituted N-linked amino acid ester derivative.

23. The compound of Claim 20, wherein R^{5A} is selected from the group consisting of alanine, asparagine, aspartate, cysteine, glutamate, glutamine, glycine, proline, serine, tyrosine, arginine, histidine, isoleucine, leucine, lysine, methionine, phenylalanine, threonine, tryptophan, valine and ester derivatives thereof.

24. The compound of Claim 20, wherein R^{5A} is selected from the group consisting of alanine isopropyl ester, alanine cyclohexyl ester, alanine neopentyl ester, valine isopropyl ester, isoleucine isopropyl ester, methionine isopropyl ester and leucine isopropyl ester.

25. The compound of Claim 20, wherein R^{5A} has the structure  , wherein R^{13} is selected from the group consisting of hydrogen, an optionally substituted C_{1-6}-alkyl, an optionally substituted C_{3-6} cycloalkyl, an optionally substituted aryl, an optionally substituted aryl(C_{1-6} alkyl) and an optionally substituted haloalkyl; R^{14} is selected from the group consisting of hydrogen, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{1-6} haloalkyl, an optionally substituted C_{3-6} cycloalkyl, an optionally substituted C_6 aryl, an

optionally substituted C_{10} aryl and an optionally substituted aryl(C_{1-6} alkyl); and R^{15} is hydrogen or an optionally substituted C_{1-4}-alkyl; or R^{14} and R^{15} is taken together to form an optionally substituted C_{3-6} cycloalkyl.

26. The compound of Claim 25, wherein R^{14} is hydrogen.

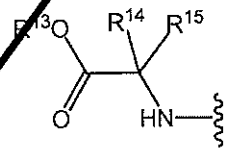
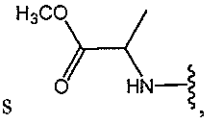
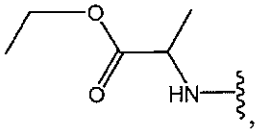
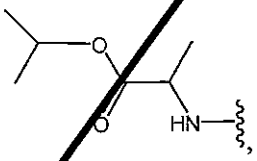
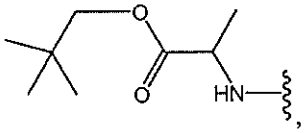
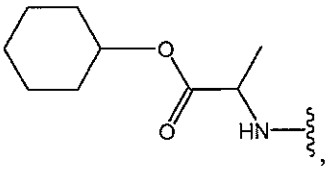
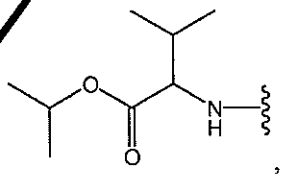
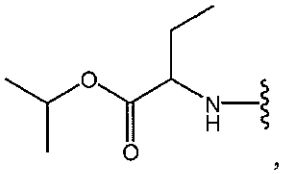
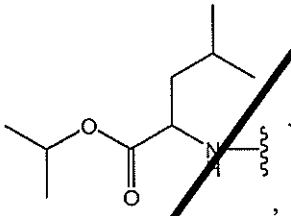
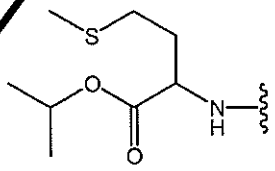
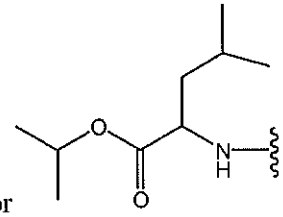
27. The compound of Claim 25, wherein R^{14} is an optionally substituted C_{1-6}-alkyl.

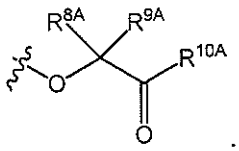
28. The compound of any one of Claims 25-27, wherein R^{15} is hydrogen.

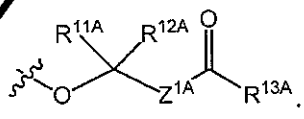
29. The compound of any one of Claims 25-27, wherein R^{15} is an optionally substituted C_{1-6} alkyl.

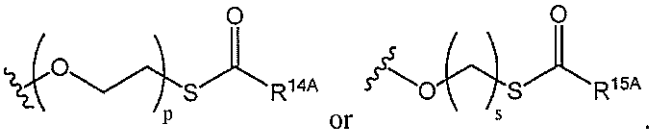
30. The compound of any one of Claims 25-29, wherein R^{13} is an optionally substituted C_{1-6} alkyl.

31. The compound of any one of Claims 25-29, wherein R^{13} is an optionally substituted C_{3-6} cycloalkyl.

32. The compound of Claim 25, wherein  is  ,  ,  ,  ,  ,  ,  ,  ,  or  .

33. The compound of any one of Claims 20-32, wherein R^{5A} is  .

34. The compound of any one of Claims 20-32, wherein R^{5A} is  .

35. The compound of any one of Claims 20-32, wherein R^{5A} is  or .

36. The compound of any one of Claims 20-32, wherein R^{5B} is an –O–optionally substituted aryl.

37. The compound of any one of Claims 20-32, wherein R^{5B} is an –O–optionally substituted heteroaryl.

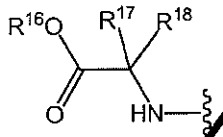
38. The compound of any one of Claims 20-32, wherein R^{5B} is an –O–optionally substituted heterocyclyl.

39. The compound of any one of Claims 20-32, wherein R^{5B} is an optionally substituted N-linked amino acid.

40. The compound of any one of Claims 20-32, wherein R^{5B} is, an optionally substituted N-linked amino acid ester derivative.

41. The compound of any one of Claims 20-32, wherein R^{5B} is selected from the group consisting of alanine, asparagine, aspartate, cysteine, glutamate, glutamine, glycine, proline, serine, tyrosine, arginine, histidine, isoleucine, leucine, lysine, methionine, phenylalanine, threonine, tryptophan, valine and ester derivatives thereof.

42. The compound of any one of Claims 20-32, wherein R^{5B} is selected from the group consisting of alanine isopropyl ester, alanine cyclohexyl ester, alanine neopentyl ester, valine isopropyl ester, isoleucine isopropyl ester, methionine isopropyl ester and leucine isopropyl ester.

43. The compound of any one of Claims 20-32, wherein R^{5B} has the structure  , wherein R^{16} is selected from the group consisting of hydrogen, an optionally substituted C_{1-6}-alkyl, an optionally substituted C_{3-6} cycloalkyl, an optionally substituted aryl, an optionally substituted aryl(C_{1-6} alkyl) and an optionally substituted haloalkyl; R^{17} is selected from the group consisting of hydrogen, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{1-6} haloalkyl, substituted an optionally substituted C_{3-6} cycloalkyl, an optionally substituted C_6 aryl, an optionally C_{10} aryl and an optionally substituted aryl(C_{1-6} alkyl); and R^{18} is hydrogen or an optionally substituted C_{1-4}-alkyl; or R^{17} and R^{18} is taken together to form an optionally substituted C_{3-6} cycloalkyl.

44. The compound of Claim 43, wherein R^{17} is hydrogen.

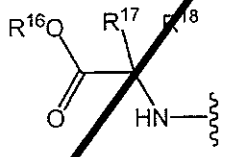
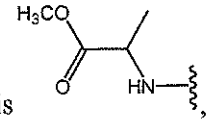
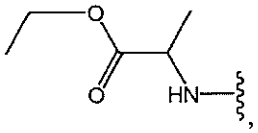
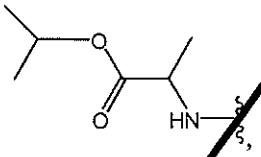
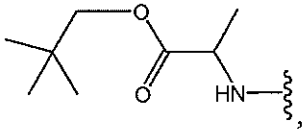
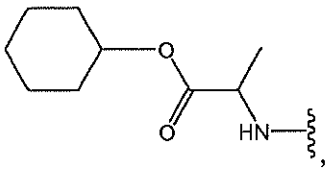
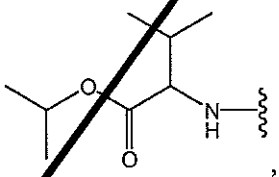
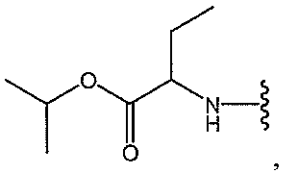
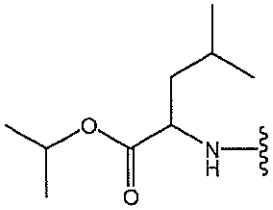
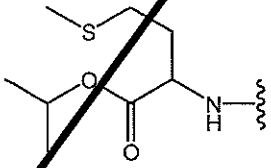
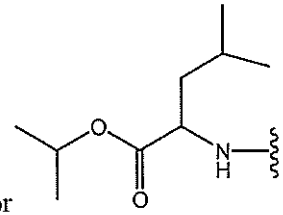
45. The compound of Claim 43, wherein R^{17} is an optionally substituted C_{1-6} alkyl.

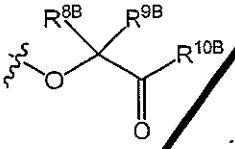
46. The compound of any one of Claims 43-45, wherein R^{18} is hydrogen.

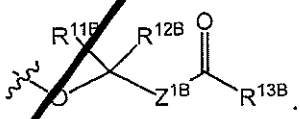
47. The compound of any one of Claims 43-45, wherein R^{18} is an optionally substituted C_{1-6} alkyl.

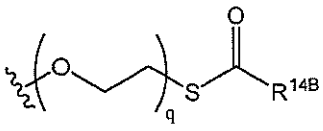
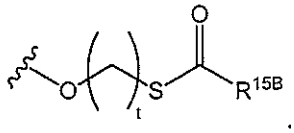
48. The compound of any one of Claims 43-47, wherein R^{16} is an optionally substituted C_{1-6} alkyl.

49. The compound of any one of Claims 43-47, wherein R^{16} is an optionally substituted C_{3-6} cycloalkyl.

50. The compound of Claim 43, wherein  is  ,  ,  ,  ,  ,  ,  ,  ,  , or  .

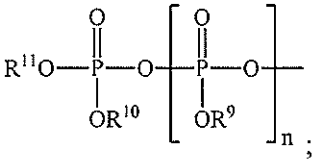
51. The compound of any one of Claims 20 or 33-35, wherein R^{5B} is  .

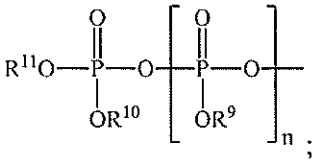
52. The compound of any one of Claims 20 or 33-35, wherein R^{5B} is  .

53. The compound of any one of Claims 20 or 33-35, wherein R^{5B} is  and  .

54. The compound of Claim 20, wherein R^{5A} is O^- or OH.

55. The compound of any one of Claims 20-35 or 54, wherein R^{5B} is O^- or OH.

56. The compound of Claim 20, wherein R^{5A} is O^- or OH; R^{5B} is  ; and n is 0.

57. The compound of Claim 20, wherein R^{5A} is O^- or OH; R^{5B} is  ; and n is 1.

58. The compound of any one of Claims 1-57, wherein Z^1 is O.

59. The compound of any one of Claims 1-57, wherein Z^1 is S.

60. The compound of any one of Claims 1-14, wherein both ------ are each a single bond.

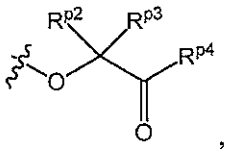
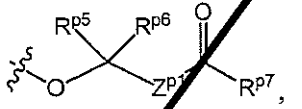
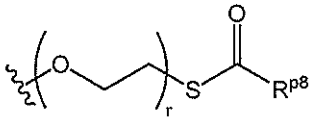
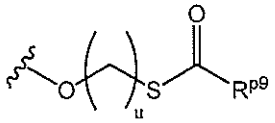
61. The compound of Claim 60, wherein Z^p is O.

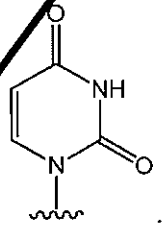
62. The compound of Claim 60, wherein Z^p is S.

63. The compound of any one of Claims 60-62, wherein R^{p1} is O^- or OH.

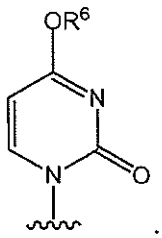
64. The compound of any one of Claims 60-62, wherein R^{p1} is an –O–optionally substituted C_{1-6} alkyl.

65. The compound of Claim 64, wherein R^{p1} is an –O–unsubstituted C_{1-6} alkyl.

66. The compound of any one of Claims 60-62, wherein R^{p1} is  ,  ,  ,  , an optionally substituted N-linked amino acid or an optionally substituted N-linked amino acid ester derivative.

67. The compound of any one of Claims 1-66, wherein B^1 is an optionally substituted  .

68. The compound of any one of Claims 1-66, wherein B^1 is an optionally substituted



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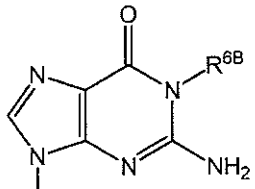
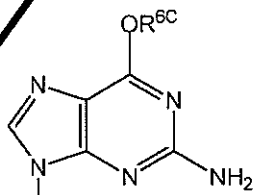
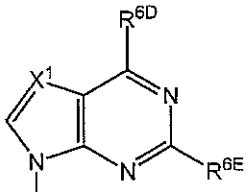
69. The compound of any one of Claims 1-66, wherein B^1 is an optionally substituted



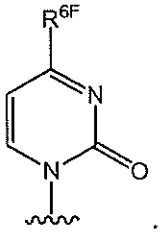
an optionally substituted , an optionally substituted





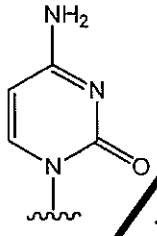
or an optionally substituted .

70. The compound of any one of Claims 1-66, wherein B^1 is an optionally substituted



.

71. The compound of any one of Claims 1-66, wherein B^1 is an optionally substituted



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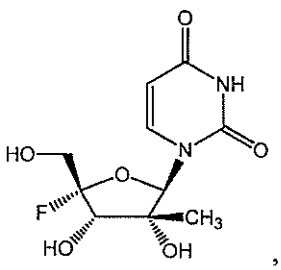
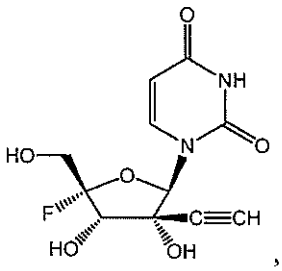
72. The compound of Claim 1 selected from the group consisting of:


,

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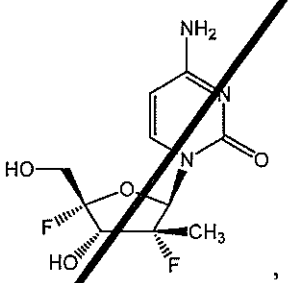
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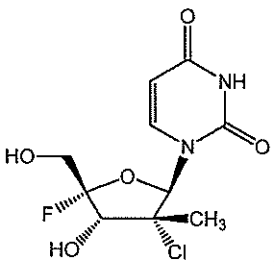
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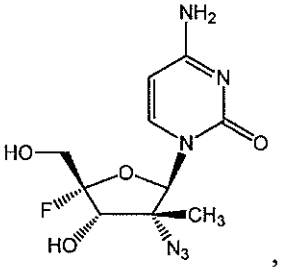
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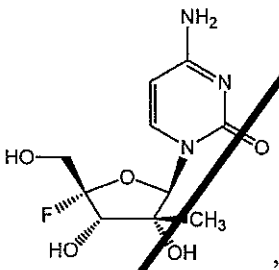
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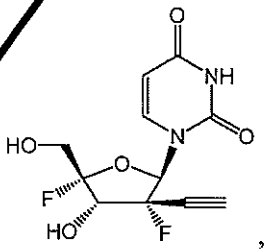
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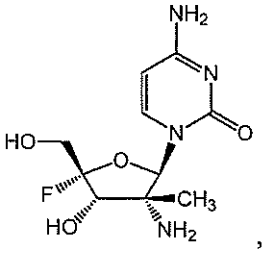
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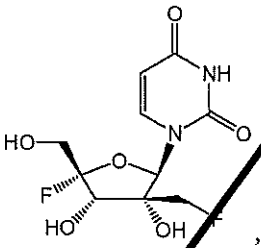
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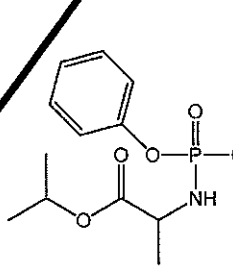
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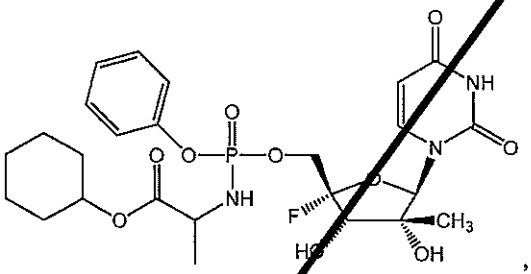
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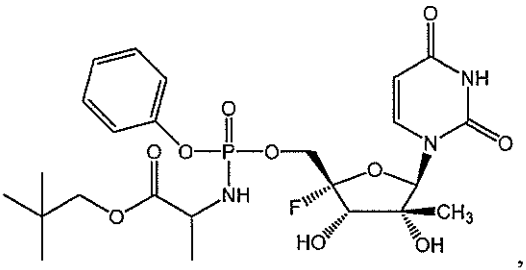
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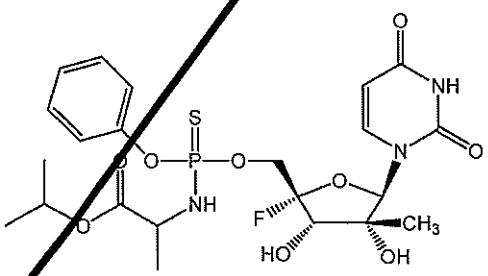
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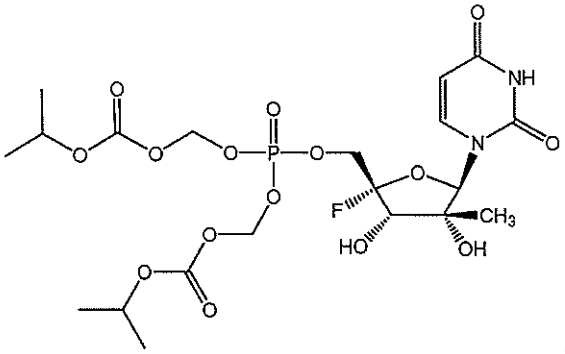
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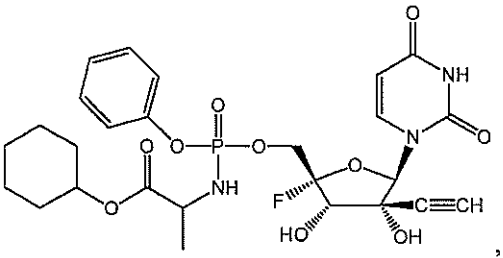

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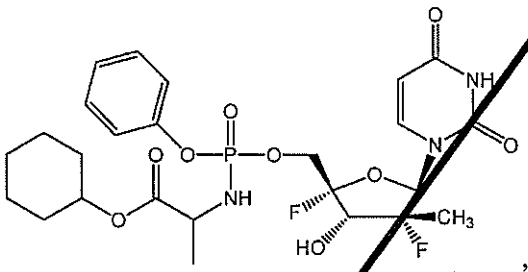

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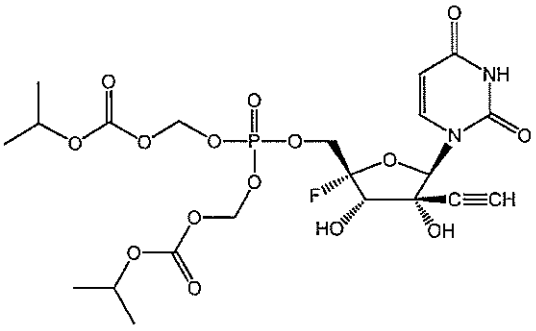

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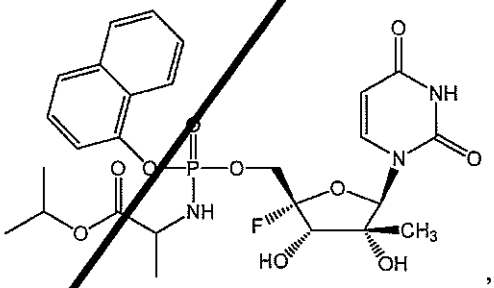

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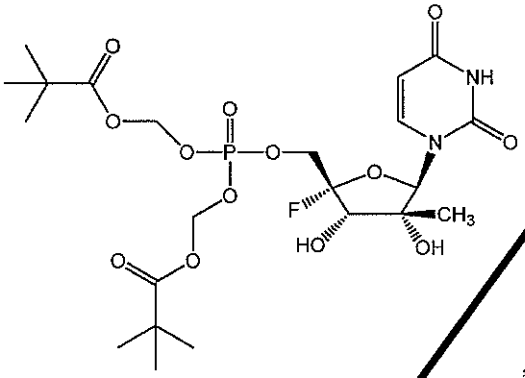

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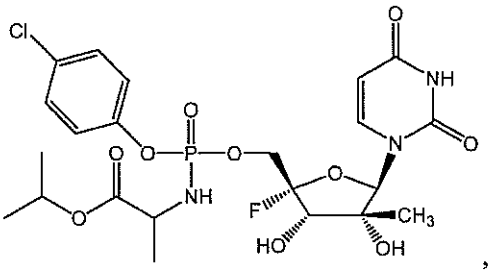

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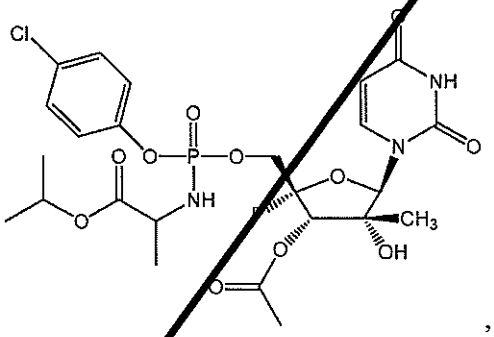

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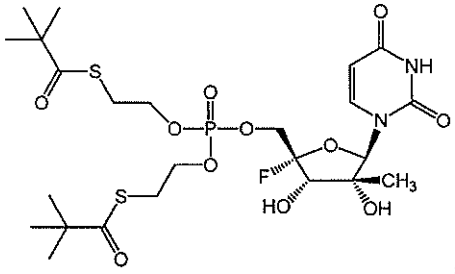

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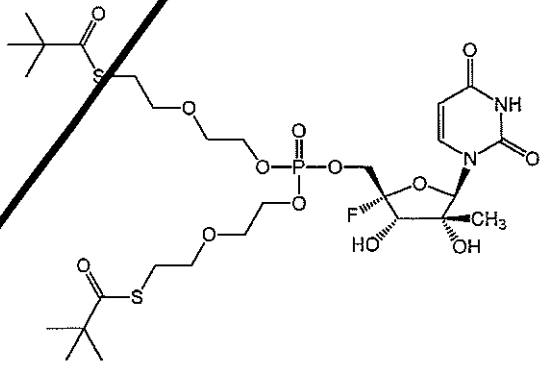

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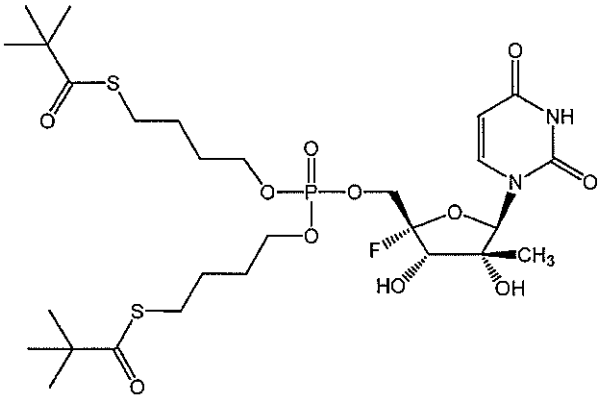
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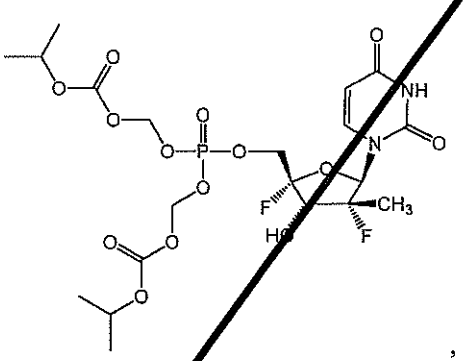
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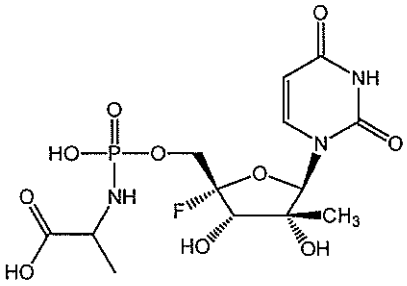
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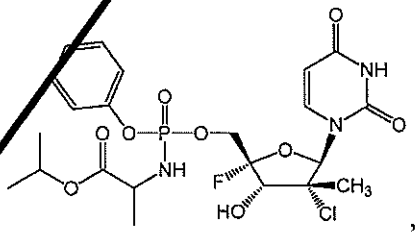
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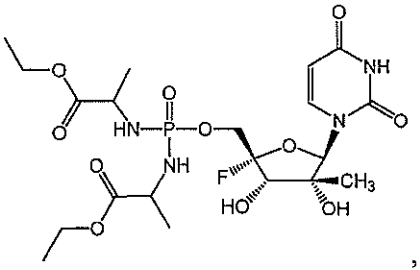
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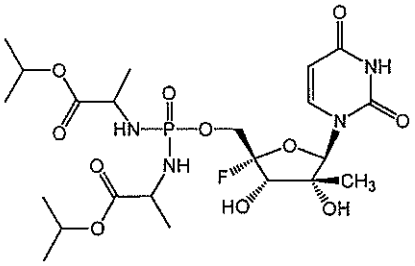
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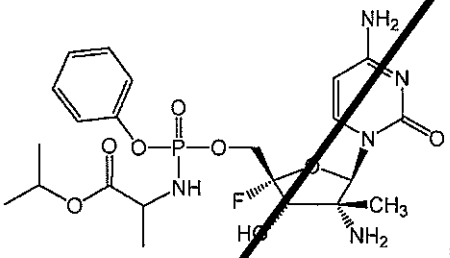
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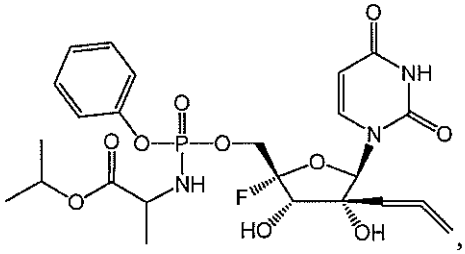
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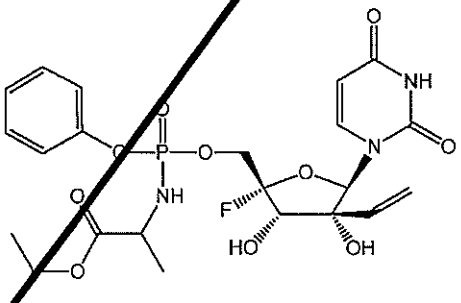
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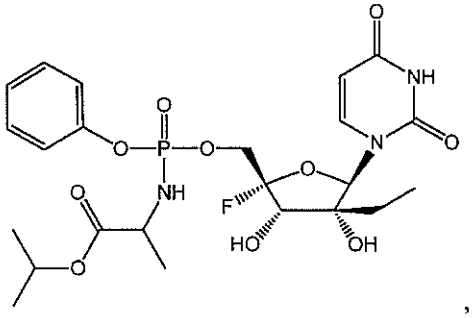
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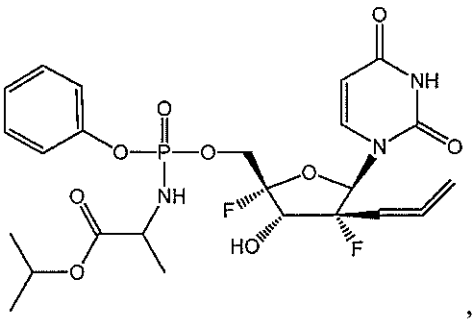

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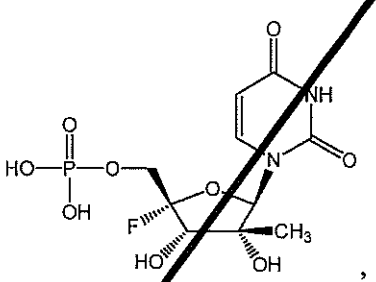

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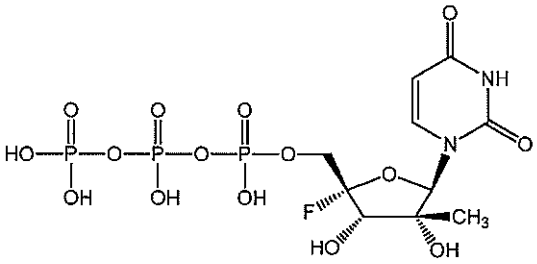

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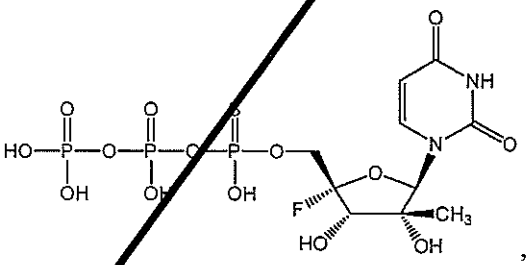

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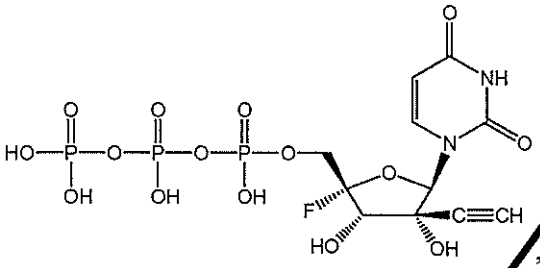

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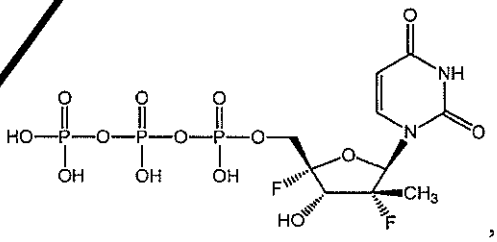

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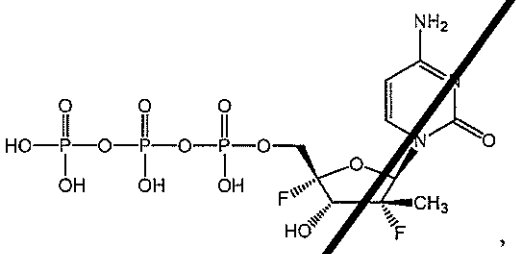

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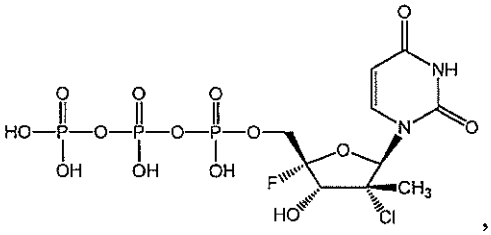

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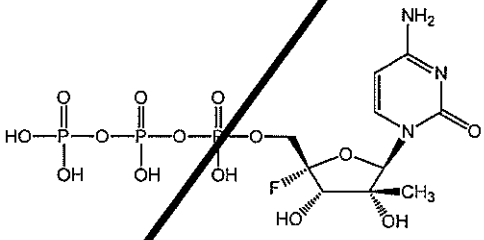

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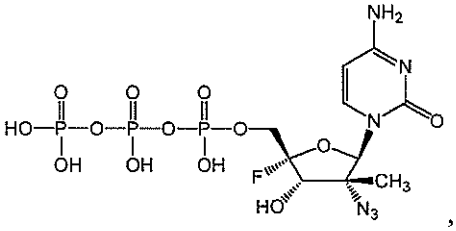

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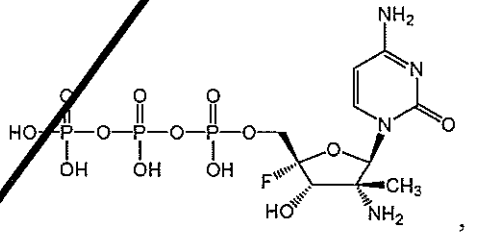

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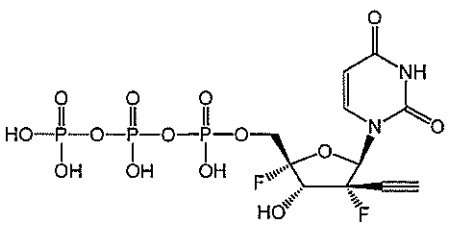

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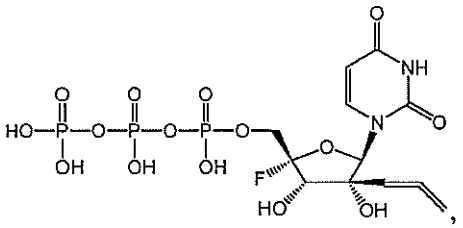
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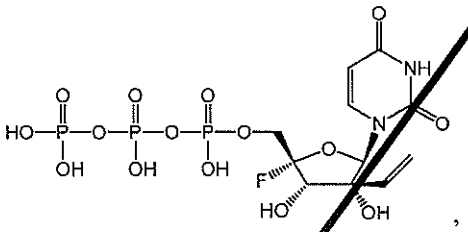
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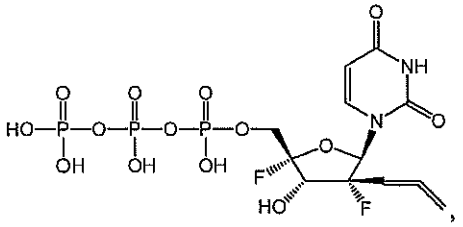
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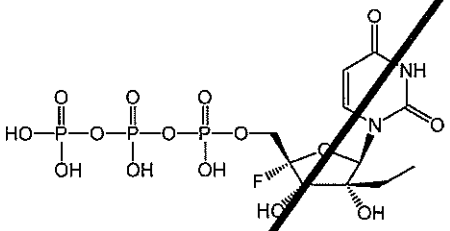
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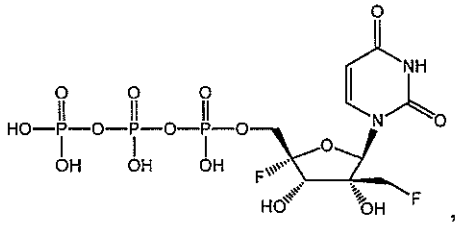
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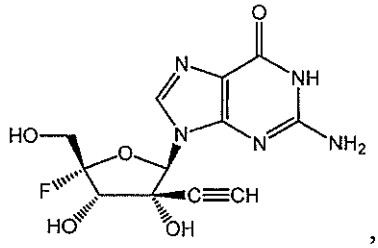
73. The compound of Claim 1 selected from the group consisting of: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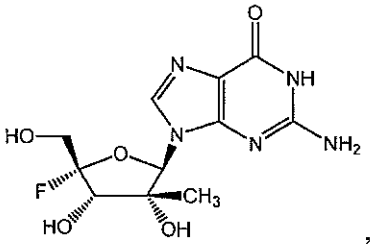
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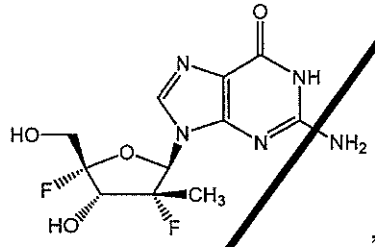
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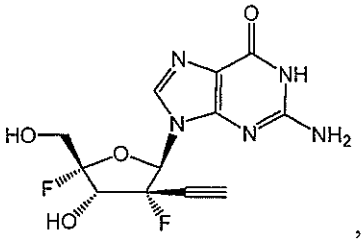
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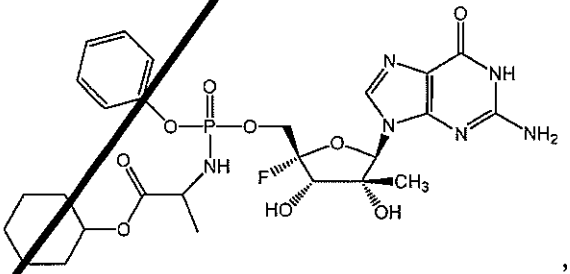
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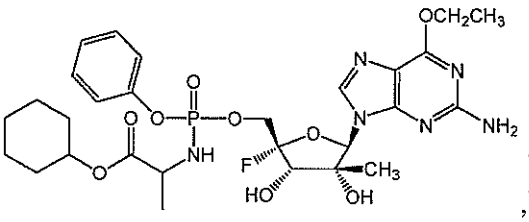
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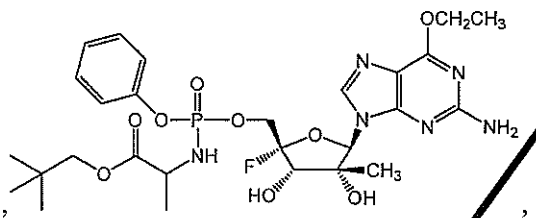
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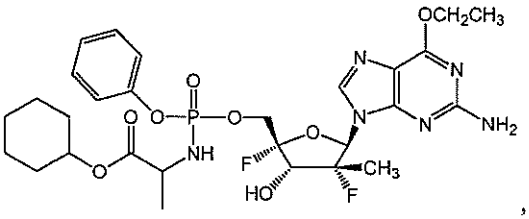
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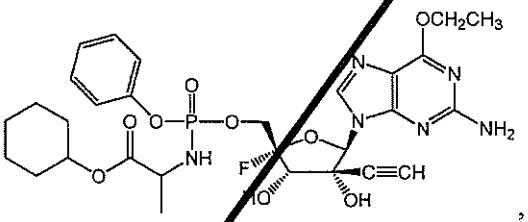
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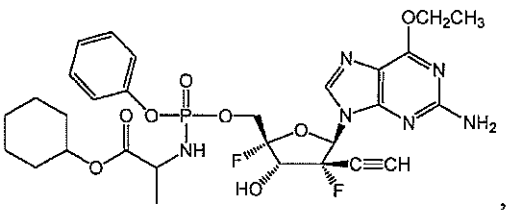
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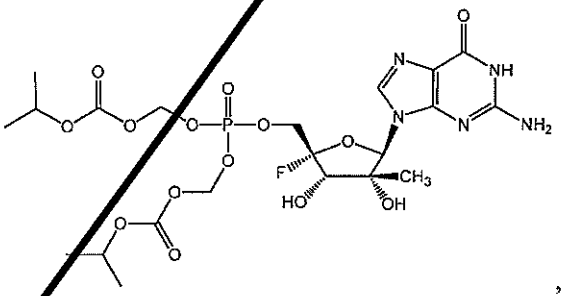
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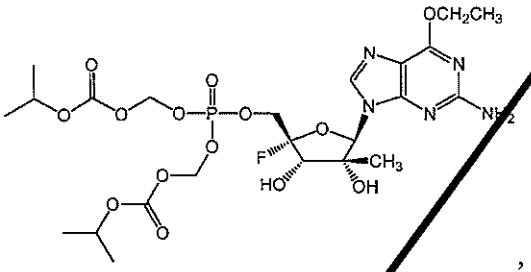
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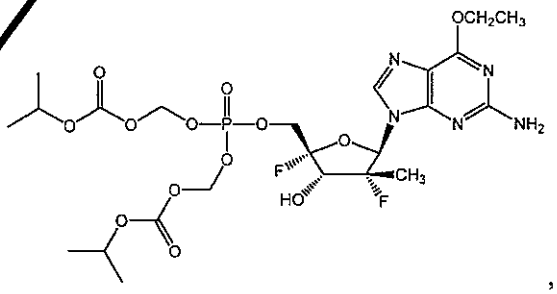
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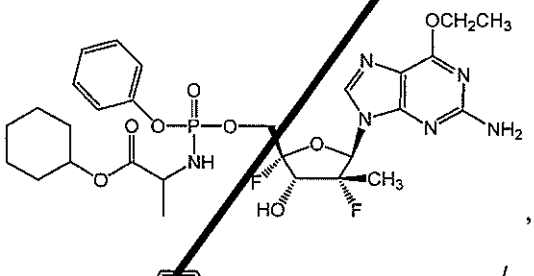
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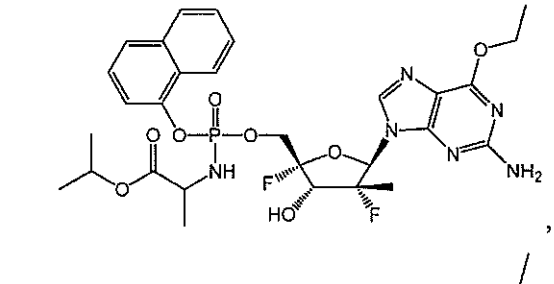
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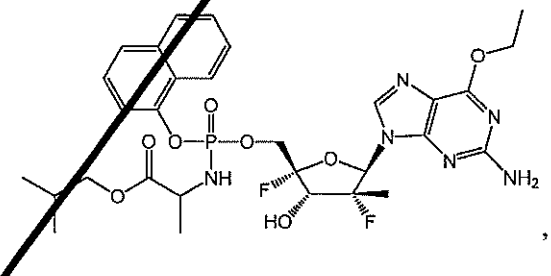
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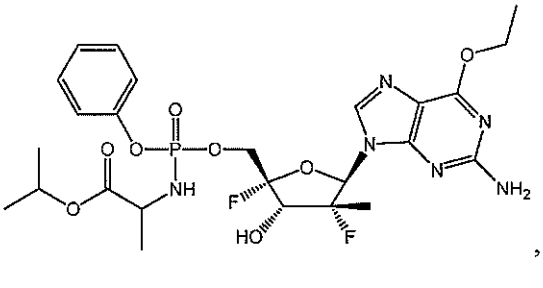
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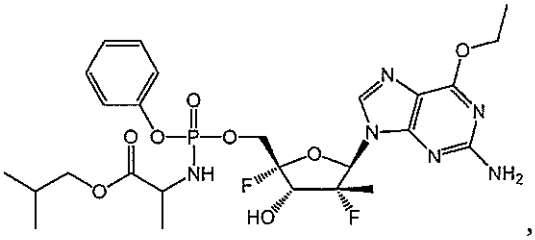
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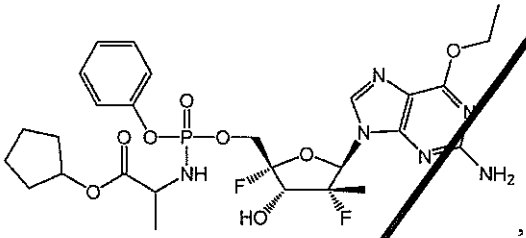
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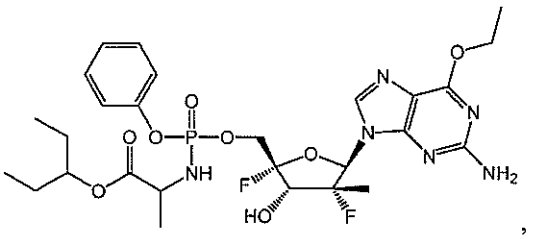
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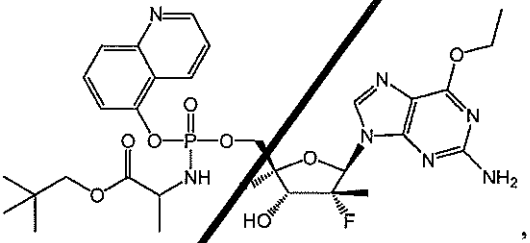
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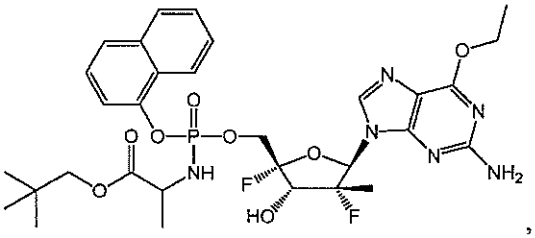
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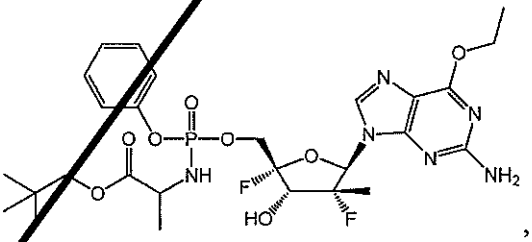
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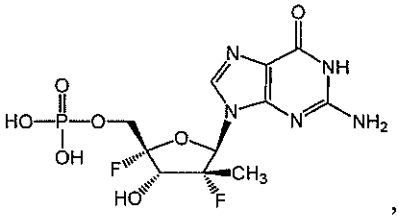
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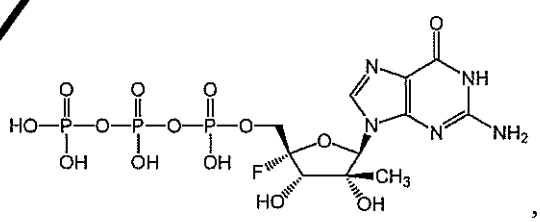
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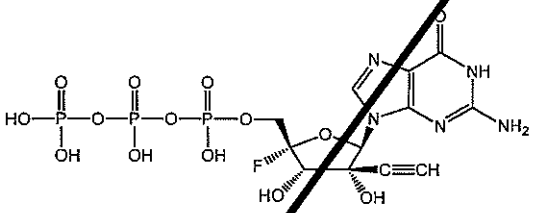
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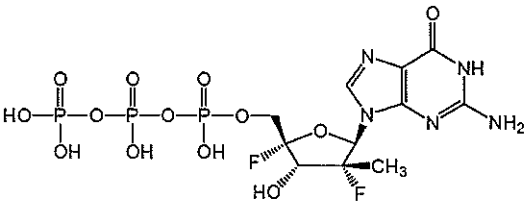
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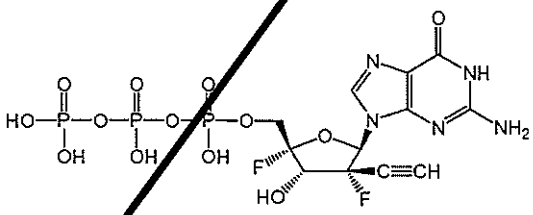
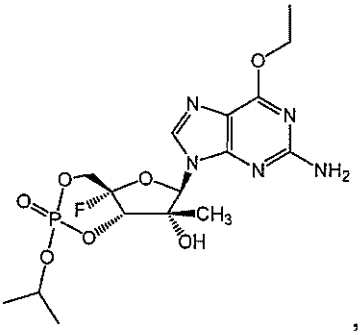

, or a pharmaceutically acceptable salt of the foregoing.

74. The compound of Claim 1 selected from the group consisting of: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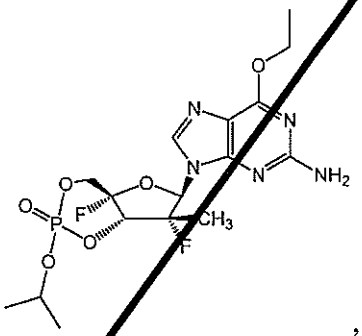
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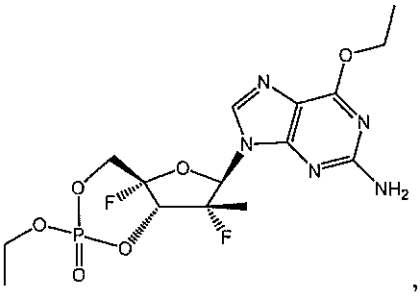
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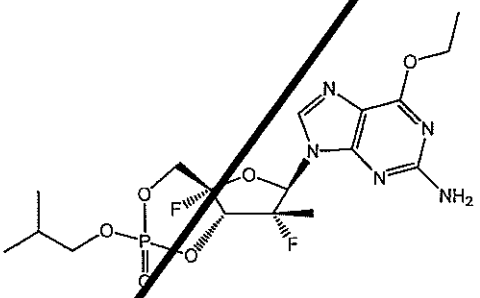
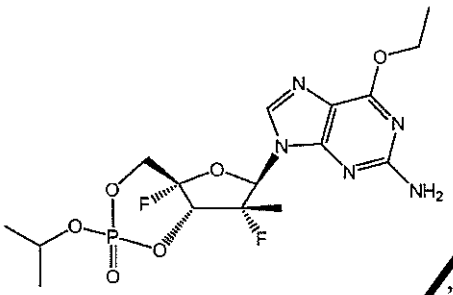

and

, or a pharmaceutically acceptable salt of the foregoing.

75. A pharmaceutical composition comprising an effective amount of a compound of any one of Claims 1-74, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier, diluent, excipient or combination thereof.

76. Use of a compound of any one of Claims 1-74, or a pharmaceutically acceptable salt thereof, or a pharmaceutical composition of Claim 75 for preparing a medicament for ameliorating or treating a HCV infection.

77. Use of a compound of any one of Claims 1-74, or a pharmaceutically acceptable salt thereof, for preparing a medicament for inhibiting NS5B polymerase activity of a hepatitis C virus.

78. Use of a compound of any one of Claims 1-74, or a pharmaceutically acceptable salt thereof, for preparing a medicament for inhibiting replication of a hepatitis C virus.

79. Use of a compound of any one of Claims 1-74, or a pharmaceutically acceptable salt thereof, for preparing a medicament for contacting a cell infected with a hepatitis C virus, whereby ameliorating or treating the HCV infection.

80. Use of a compound of any one of Claims 1-74 in the preparation of a medicament for ameliorating or treating a HCV infection, wherein the medicament is manufactured for use in combination with one or more agents selected from the group consisting of an interferon, ribavirin, a HCV protease inhibitor, a HCV polymerase inhibitor, a NS5A inhibitor, an antiviral compound, a compound of Formula (AA), a compound of Formula (BB) and a compound of Formula (CC), or a pharmaceutically acceptable salt any of the aforementioned compounds.

81. Use of a compound of any one of Claims 1-74 in the preparation of a medicament for contacting a cell infected with a hepatitis C virus, wherein the medicament is manufactured for use in combination with one or more agents selected from the group consisting of an interferon, ribavirin, a HCV protease inhibitor, a HCV polymerase inhibitor, a NS5A inhibitor, an antiviral compound, a compound of Formula (AA) , a compound of Formula (BB) and a compound of Formula (CC), or a pharmaceutically acceptable salt any of the aforementioned compounds.

82. The use of any one of Claim 80-81, wherein the one or more agents are selected from the group consisting of Compounds 1001-1016, 2001-2012, 3001-3014, 4001-4012, 5001-5012, 6001-6078, 7000-7027 and 8000-8016, or a pharmaceutically acceptable salt of any of the aforementioned compounds.

83. A method of ameliorating or treating a HCV infection comprising administering to a subject suffering from the HCV infection an effective amount of a compound of any one of Claims 1-74, or a pharmaceutically acceptable salt thereof, or a pharmaceutical composition of Claim 75.

84. A method for inhibiting NS5B polymerase activity of a hepatitis C virus comprising contacting a cell infected with the hepatitis C virus with an effective amount of a compound of any one of Claims 1-74, or a pharmaceutically acceptable salt thereof, or a pharmaceutical composition of Claim 75.

85. A method for inhibiting replication of a hepatitis C virus comprising contacting a cell infected with the hepatitis C virus with a compound of any one of Claims 1-74, or a pharmaceutically acceptable salt thereof, or a pharmaceutical composition of Claim 75.

86. A method for ameliorating or treating a HCV infection comprising contacting a cell infected with the hepatitis C virus with a compound of any one of Claims 1-74, or a pharmaceutically acceptable salt thereof, or a pharmaceutical composition of Claim 75.

87. A method of ameliorating or treating a HCV infection comprising contacting a cell infected with the hepatitis C virus with an effective amount of a compound of any one of Claims 1-74, in combination with one or more agents selected from the group consisting of an

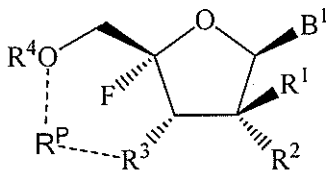
interferon, ribavirin, a HCV protease inhibitor, a HCV polymerase inhibitor, a NS5A inhibitor, an antiviral compound, a compound of Formula (AA), a compound of Formula (BB) and a compound of Formula (CC), or a pharmaceutically acceptable salt any of the aforementioned compounds.

88. A method of ameliorating or treating a HCV infection comprising administering to a subject suffering from the HCV infection an effective amount of a compound of any one of Claims 1-74, in combination with one or more agents selected from the group consisting of an interferon, ribavirin, a HCV protease inhibitor, a HCV polymerase inhibitor, a NS5A inhibitor, an antiviral compound, a compound of Formula (AA), a compound of Formula (BB) and a compound of Formula (CC), or a pharmaceutically acceptable salt any of the aforementioned compounds.

89. The method of any one of Claims 87-88, wherein the one or more agents are selected from the group consisting of Compounds 1001-1016, 2001-2012, 3001-3014, 4001-4012, 5001-5012, 6001-6078, 7000-7027 and 8000-8016, or a pharmaceutically acceptable salt of any of the aforementioned compounds.

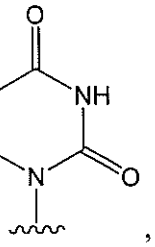
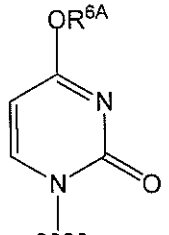
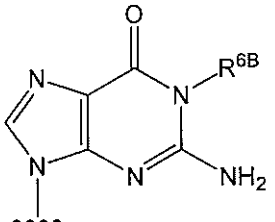
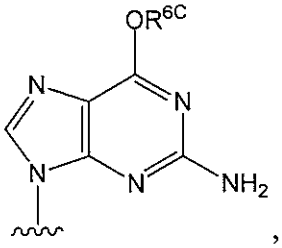
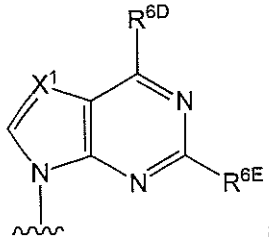
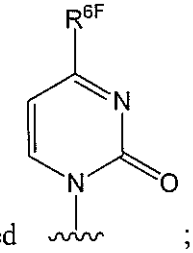
WHAT IS CLAIMED IS:

1. A compound of Formula (I), or a pharmaceutically acceptable salt thereof, having the structure:



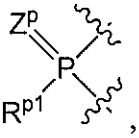
(I)

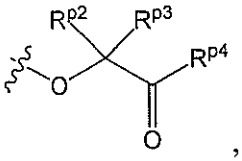
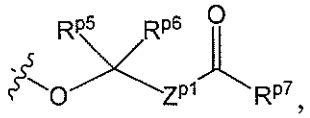
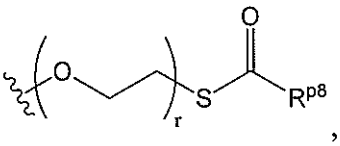
wherein:

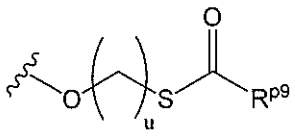
B^1 is selected from the group consisting of an optionally substituted  , an optionally substituted  , an optionally substituted  , an optionally substituted  , an optionally substituted  and an optionally substituted  ;

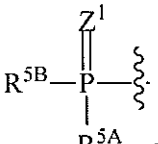
R^1 is selected from the group consisting of an optionally substituted C_{1-6} alkyl, an optionally substituted C_{2-6} alkenyl, an optionally substituted C_{2-6} alkynyl and an optionally substituted C_{3-6} cycloalkyl;

each -------- is absent or a single bond, provided that both -------- are each absent or both -------- are each a single bond;

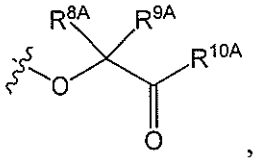
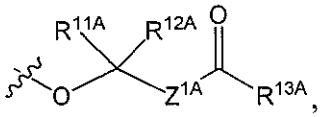
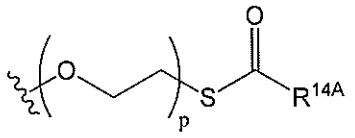
when both ------ are each a single bond, then R^2 is halo, N_3, $-OR^{7A}$ or $-N(R^{7B}R^{7C})$; R^4 is absent; R^3 is O; and R^p is  , wherein Z^p is O or S and R^{p1} is selected from the group consisting of O^-, OH, an –O–optionally substituted C_{1-6} alkyl,

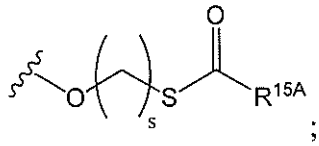
 ,  ,  ,

 , an optionally substituted N-linked amino acid and an optionally substituted N-linked amino acid ester derivative;

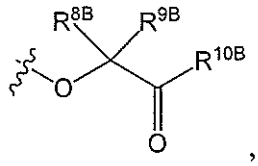
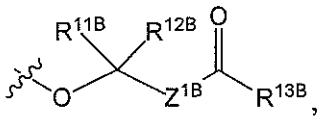
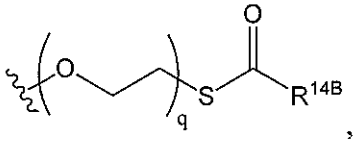
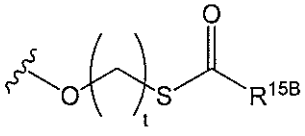
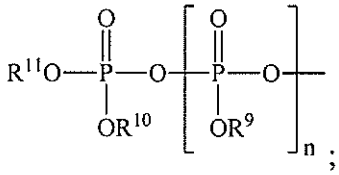
when both ------ are each absent, then R^p is absent; R^2 is halo, N_3, $-OR^{7A}$ or $-N(R^{7B}R^{7C})$; R^3 is –OH or $-OC(=O)R^8$; or R^2 and R^3 are each an oxygen atom which are linked together by a carbonyl group; and R^4 is hydrogen or  ;

R^{5A} is selected from the group consisting of O^-, OH, an optionally substituted N-linked amino acid, an optionally substituted N-linked amino acid ester derivative,

 ,  ,  and

 ;

R^{5B} is selected from the group consisting of O^-, OH, an –O–optionally substituted aryl, an –O–optionally substituted heteroaryl, an –O–optionally substituted heterocyclyl, an optionally substituted N-linked amino acid, an optionally substituted N-linked amino

acid ester derivative,  ,  ,  ,  and  ;

R^{6A} is an optionally substituted C_{1-6} alkyl or an optionally substituted C_{3-6} cycloalkyl;

R^{6B} and R^{6C} are independently selected from the group consisting of hydrogen, an unsubstituted C_{1-6} alkyl, an unsubstituted C_{3-6} alkenyl, an unsubstituted C_{3-6} alkynyl and an unsubstituted C_{3-6} cycloalkyl;

R^{6D} is NHR^{6G};

R^{6E} is hydrogen, halogen or NHR^{6H};

R^{6F} is NHR^{6I};

R^{6G} is selected from the group consisting of hydrogen, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{3-6} alkenyl, an optionally substituted C_{3-6} cycloalkyl, $-C(=O)R^{A1}$ and $-C(=O)OR^{A2}$;

R^{6H} is selected from the group consisting of hydrogen, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{3-6} alkenyl, an optionally substituted C_{3-6} cycloalkyl, $-C(=O)R^{A3}$ and $-C(=O)OR^{A4}$;

R^{6I} is selected from the group consisting of hydrogen, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{3-6} alkenyl, an optionally substituted C_{3-6} cycloalkyl, $-C(=O)R^{A5}$ and $-C(=O)OR^{A6}$;

X^1 is N or $-CR^{6J}$,

R^{6J} is selected from the group consisting of hydrogen, halogen, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{2-6} alkenyl and an optionally substituted C_{2-6} alkynyl;

R^{A1}, R^{A2}, R^{A3}, R^{A4}, R^{A5} and R^{A6} are independently selected from the group consisting of C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkenyl, C_{6-}

10 aryl, heteroaryl, heterocyclyl, aryl(C_{1-6} alkyl), heteroaryl(C_{1-6} alkyl) and heterocyclyl(C_{1-6} alkyl);

R^{7A} is hydrogen or $-C(=O)R^{12}$;

R^{7B} and R^{7C} are independently hydrogen or an optionally substituted C_{1-6} alkyl;

R^{8} and R^{12} are independently an optionally substituted C_{1-6} alkyl or an optionally substituted C_{3-6} cycloalkyl;

R^{9}, R^{10} and R^{11} are independently absent or hydrogen;

R^{8A}, R^{9A}, R^{11A}, R^{12A}, R^{8B}, R^{9B}, R^{11B}, R^{12B}, R^{p2}, R^{p3}, R^{p5} and R^{p6} are independently selected from the group consisting of hydrogen, an optionally substituted C_{1-24} alkyl and an optionally substituted aryl;

R^{10A}, R^{10B}, R^{13A}, R^{13B}, R^{p4} and R^{p7} are independently selected from the group consisting of hydrogen, an optionally substituted C_{1-24} alkyl, an optionally substituted aryl, an optionally substituted $-O-C_{1-24}$ alkyl, an optionally substituted –O–aryl, an optionally substituted –O–heteroaryl and an optionally substituted –O–monocyclic heterocyclyl;

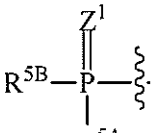
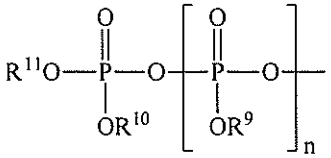
R^{14A}, R^{14B}, R^{15A}, R^{15B}, R^{p8} and R^{p9} are independently selected from the group consisting of hydrogen, an optionally substituted C_{1-24} alkyl and an optionally substituted aryl;

n is 0 or 1;

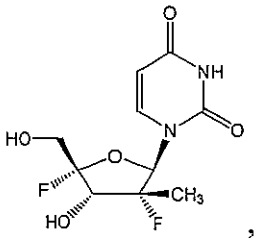
p, q, and r are independently 1 or 2;

s, t and u are independently 3, 4 or 5;

Z^{1}, Z^{1A}, Z^{1B} and Z^{p1} are independently O or S; and

provided that when R^{4} is  ; and R^{5A} is O^{-} or OH, then R^{5B} is O^{-}, OH, or  , an optionally substituted N-linked amino acid or an optionally substituted N-linked amino acid ester derivative; and

provided that the compound is not selected from the group consisting of: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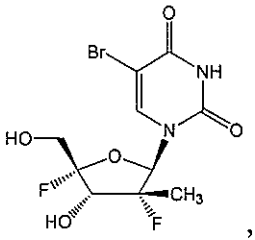
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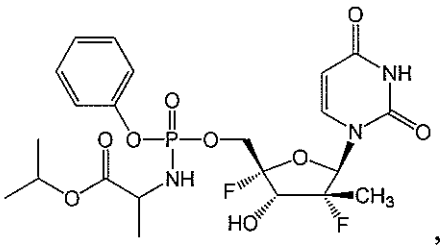
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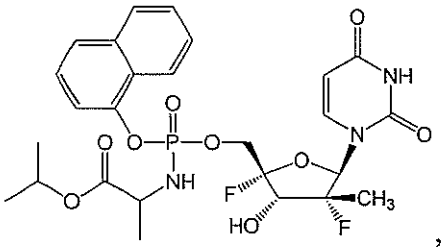
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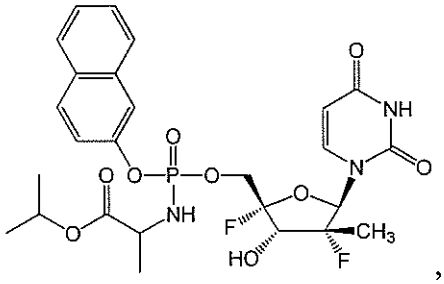
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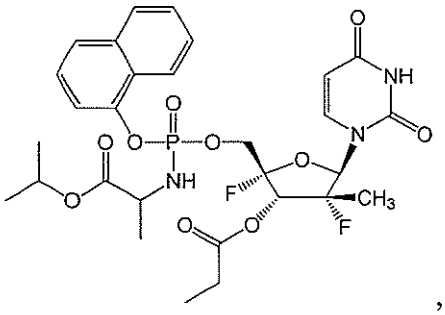
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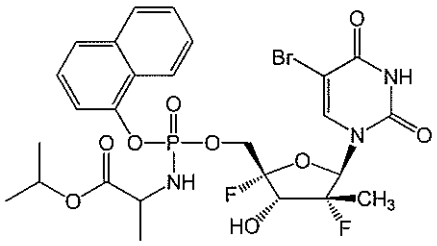
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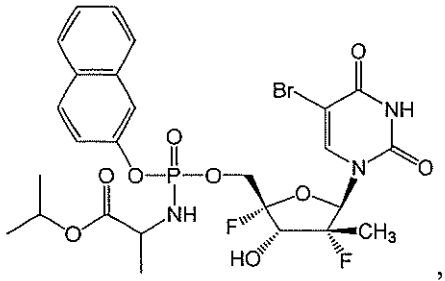

, or a pharmaceutically acceptable salt of the foregoing.

2. The compound of Claim 1, wherein R^2 is halo.

3. The compound of Claim 1, wherein R^2 is $-OR^{7A}$.

4. The compound of Claim 3, wherein R^{7A} is hydrogen.

5. The compound of Claim 1, wherein R^2 is selected from the group consisting of N_3, $-N(R^{7B}R^{7C})$ and $-NH_2$.

6. The compound of any one of Claims 1-5, wherein R^1 is an optionally substituted C_{1-6} alkyl.

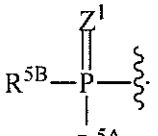
7. The compound of any one of Claims 1-5, wherein R^1 is selected from the group consisting of an optionally substituted C_{2-6} alkenyl, an optionally substituted C_{2-6} alkynyl and an optionally substituted C_{3-6} cycloalkyl.

8. The compound of any one of Claims 1-7, wherein both ------ are each absent.

9. The compound of any one of Claims 1- 8, wherein R^3 is –OH.

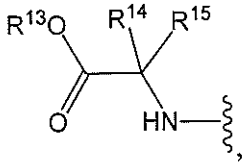
10. The compound of any one of Claims 1-8, wherein R^3 is $-OC(=O)R^8$.

11. The compound of any one of Claims 1-10, wherein R^4 is hydrogen.

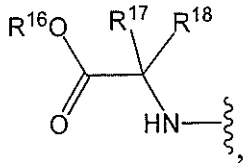
12. The compound of any one of Claims 1-10, wherein R^4 is  .

13. The compound of Claim 12, wherein R^{5A} is an optionally substituted N-linked amino acid or is an optionally substituted N-linked amino acid ester derivative; and R^{5B} is an optionally substituted N-linked amino acid or is an optionally substituted N-linked amino acid ester derivative.

14. The compound of Claim 12, wherein R^{5A} is selected from the group consisting of alanine isopropyl ester, alanine cyclohexyl ester, alanine neopentyl ester, valine isopropyl ester, isoleucine isopropyl ester, methionine isopropyl ester and leucine isopropyl ester; and R^{5B} is selected from the group consisting of alanine isopropyl ester, alanine cyclohexyl ester, alanine neopentyl ester, valine isopropyl ester, isoleucine isopropyl ester, methionine isopropyl ester and leucine isopropyl ester.

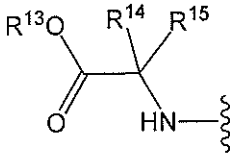
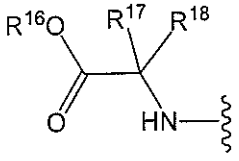
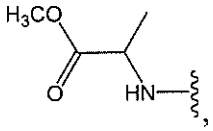
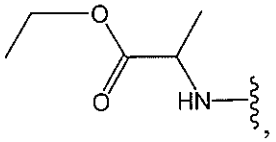
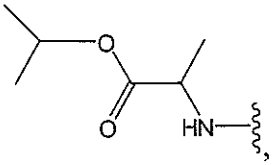
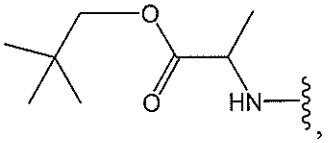
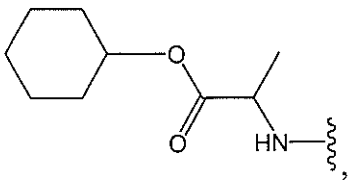
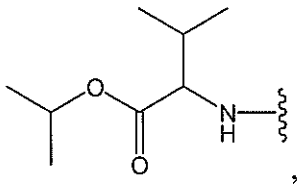
15. The compound of Claim 12, wherein R^{5A} has the structure  , wherein R^{13} is selected from the group consisting of hydrogen, an optionally substituted C_{1-6}-alkyl, an optionally substituted C_{3-6} cycloalkyl, an optionally substituted aryl, an optionally substituted aryl(C_{1-6} alkyl) and an optionally substituted haloalkyl; R^{14} is selected from the group consisting of hydrogen, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{1-6} haloalkyl, an optionally substituted C_{3-6} cycloalkyl, an optionally substituted C_6 aryl, an optionally substituted C_{10} aryl and an optionally substituted aryl(C_{1-6} alkyl); and R^{15} is hydrogen

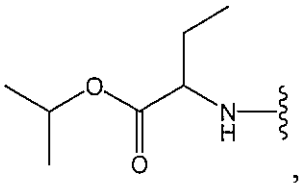
or an optionally substituted C_{1-4}-alkyl; or R^{14} and R^{15} is taken together to form an optionally substituted C_{3-6} cycloalkyl; and

R^{5B} has the structure  , wherein R^{16} is selected from the group consisting of hydrogen, an optionally substituted C_{1-6}-alkyl, an optionally substituted C_{3-6} cycloalkyl, an optionally substituted aryl, an optionally substituted aryl(C_{1-6} alkyl) and an optionally substituted haloalkyl; R^{17} is selected from the group consisting of hydrogen, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{1-6} haloalkyl, an optionally substituted C_{3-6} cycloalkyl, an optionally substituted C_6 aryl, an optionally C_{10} aryl and an optionally substituted aryl(C_{1-6} alkyl); and R^{18} is hydrogen or an optionally substituted C_{1-4}-alkyl; or R^{17} and R^{18} is taken together to form an optionally substituted C_{3-6} cycloalkyl.

16. The compound of Claim 15, wherein R^{14}, R^{15}, R^{17} and R^{18} are independently hydrogen or an optionally substituted C_{1-6}-alkyl.

17. The compound of any one of Claims 15-16, wherein R^{13} is an optionally substituted C_{1-6} alkyl or an optionally substituted C_{3-6} cycloalkyl.

18. The compound of Claim 15, wherein  and  are independently  ,  ,  ,  ,  ,  ,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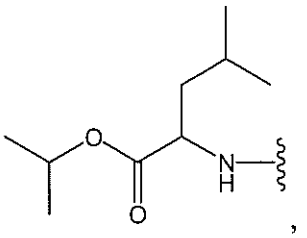
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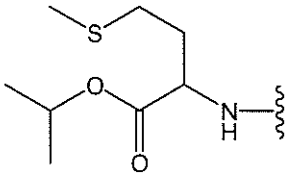
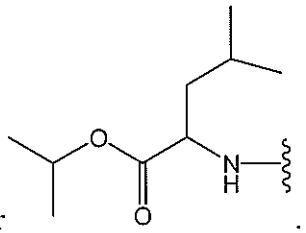
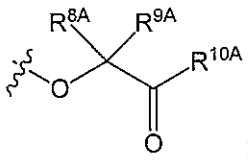
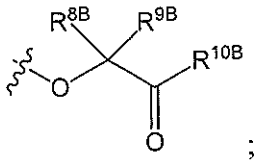
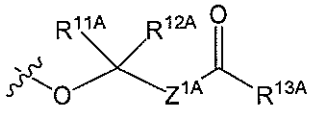
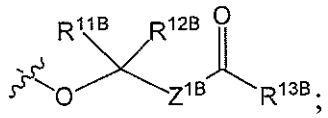
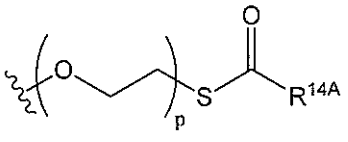
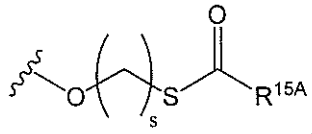
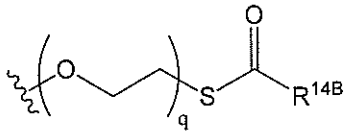
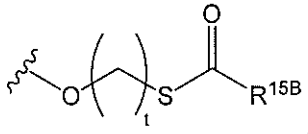
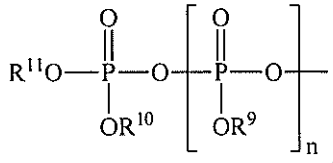


or .

19. The compound of Claim 12, wherein R^{5A} is  ; and R^{5B} is  ; or wherein R^{5A} is  ; and R^{5B} is  ; or wherein R^{5A} is  or  ; and R^{5B} is  or  .

20. The compound of Claim 12, wherein R^{5A} is an optionally substituted N-linked amino acid ester derivative; and R^{5B} is selected from the group consisting of an –O–optionally substituted aryl, an –O–optionally substituted heteroaryl and an –O–optionally substituted heterocyclyl.

21. The compound of Claim 12, wherein R^{5A} is O^- or OH; R^{5B} is O^-, OH or  ; and n is 0 or 1.

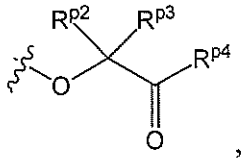
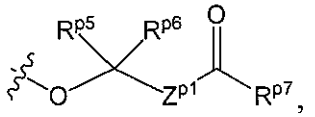
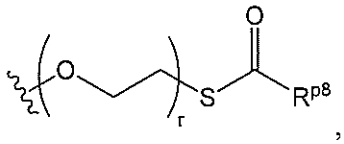
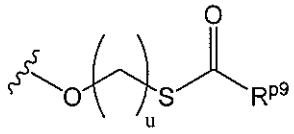
22. The compound of any one of Claims 1-21, wherein Z^1 is O.

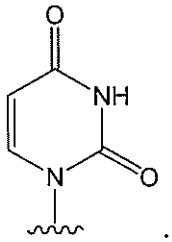
23. The compound of any one of Claims 1-21, wherein Z^1 is S.

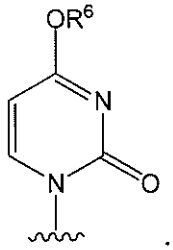
24. The compound of any one of Claims 1-7, wherein both ------ are each a single bond.

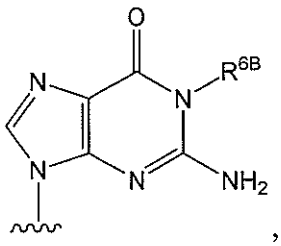
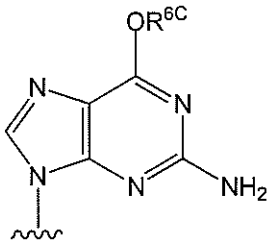
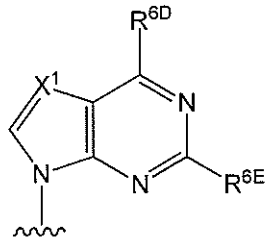
25. The compound of Claim 24, wherein Z^p is O.

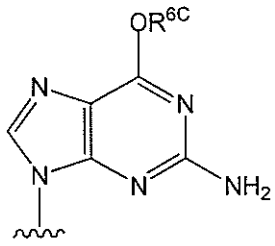
26. The compound of Claim 24, wherein Z^p is S.

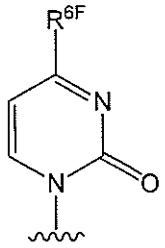
27. The compound of any one of Claims 24-26, wherein R^{p1} is O^-, OH, an –O–optionally substituted C_{1-6} alkyl, an –O–unsubstituted C_{1-6} alkyl,  ,  ,  ,  , an optionally substituted N-linked amino acid or an optionally substituted N-linked amino acid ester derivative.

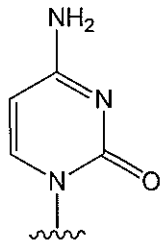
28. The compound of any one of Claims 1-27, wherein B^1 is an optionally substituted  .

29. The compound of any one of Claims 1-27, wherein B^1 is an optionally substituted  .

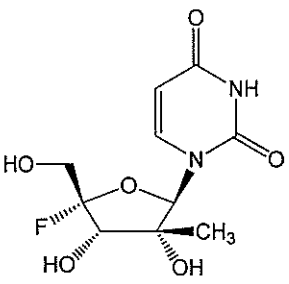
30. The compound of any one of Claims 1-27, wherein B^1 is an optionally substituted  , an optionally substituted  or an optionally substituted  .

31. The compound of Claim 30, wherein B^1 is an optionally substituted  .

32. The compound of any one of Claims 1-27, wherein B^1 is an optionally substituted  .

33. The compound of any one of Claims 1-27, wherein B^1 is an optionally substituted  .

34. The compound of Claim 1 selected from the group consisting of: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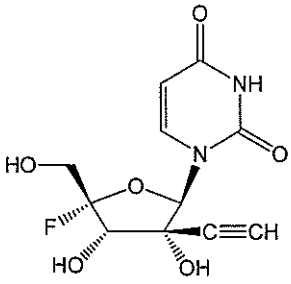
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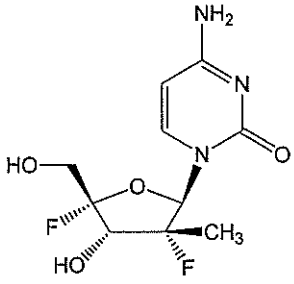
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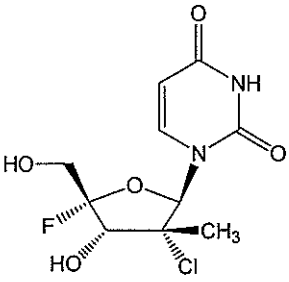
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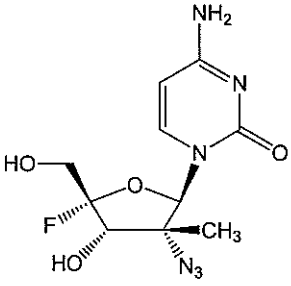
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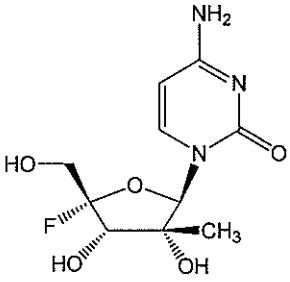
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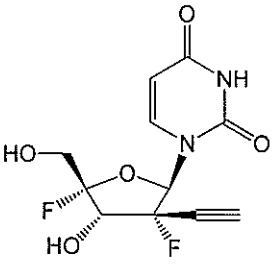
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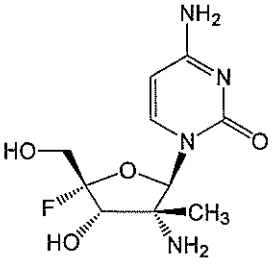
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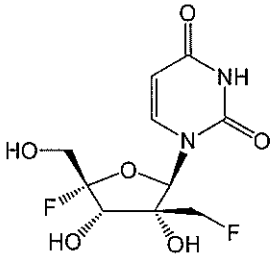
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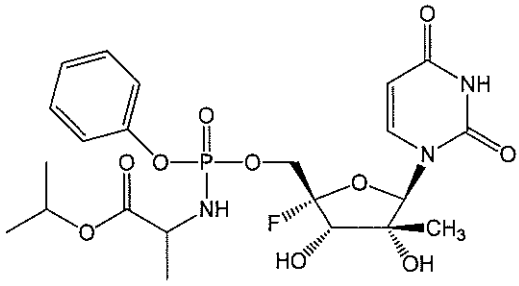
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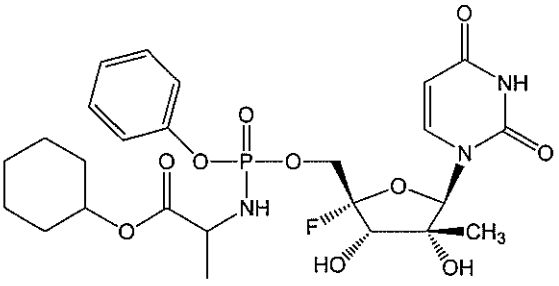
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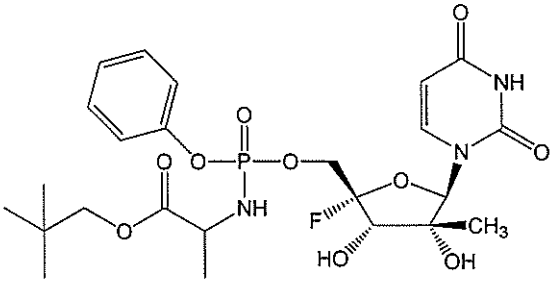
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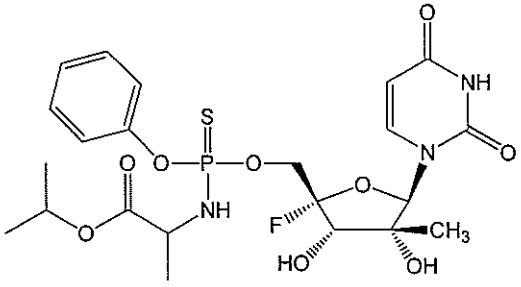
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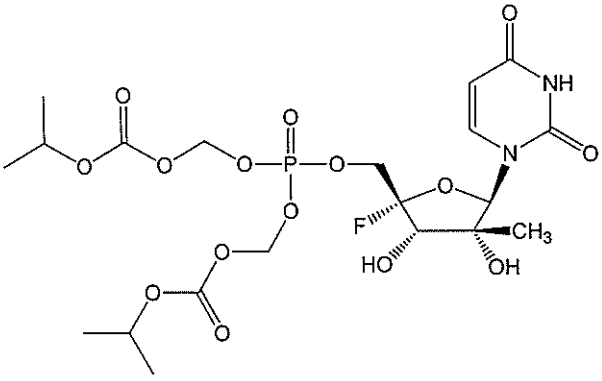
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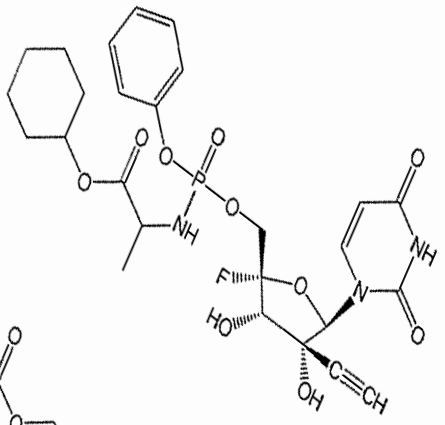

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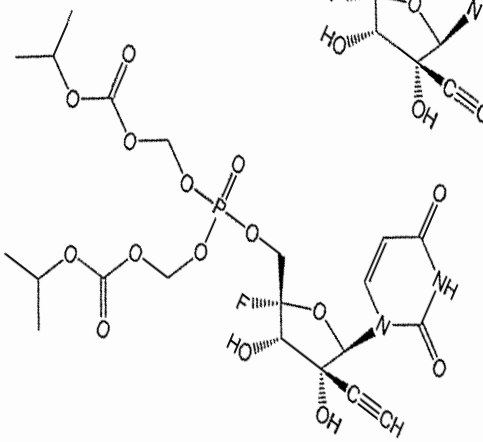

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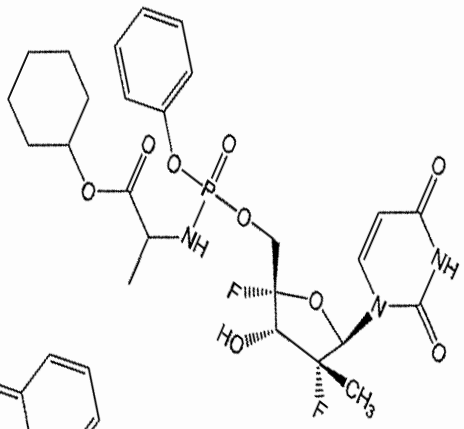

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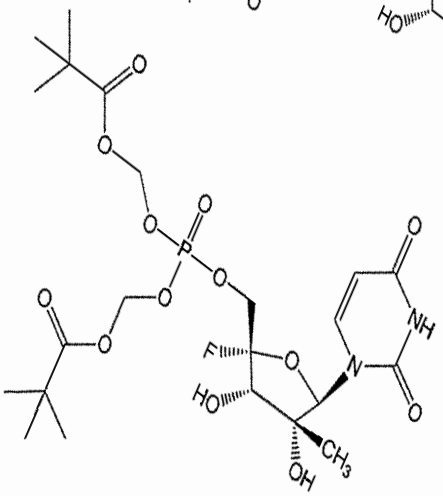

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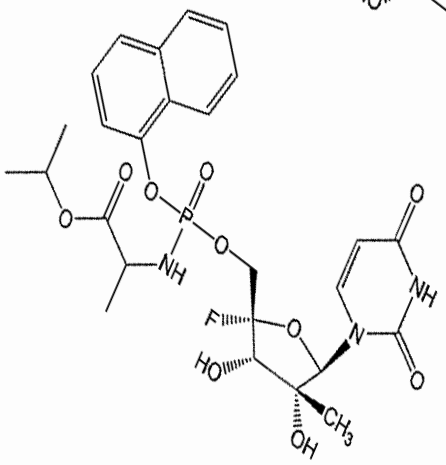

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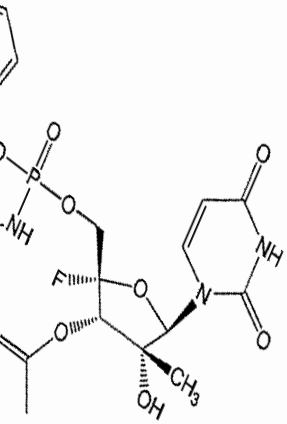

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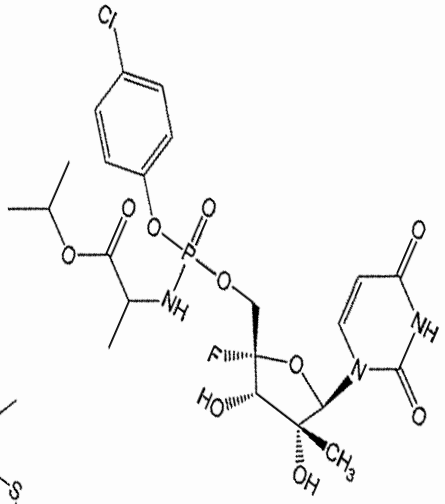

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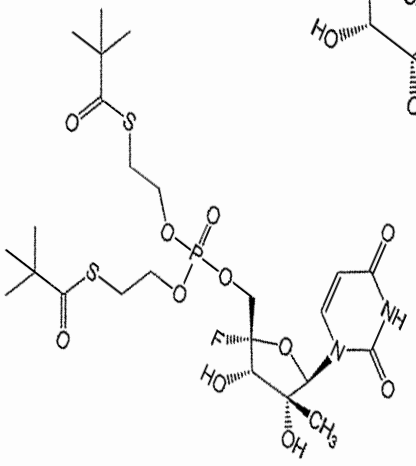

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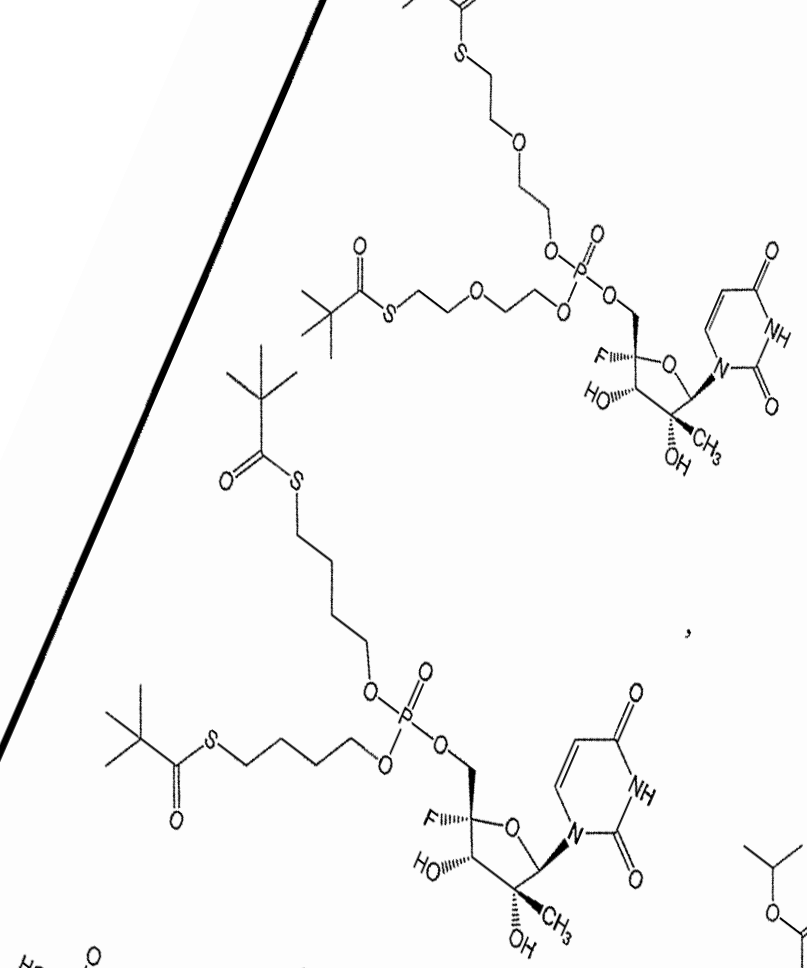

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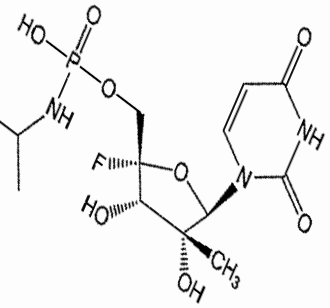

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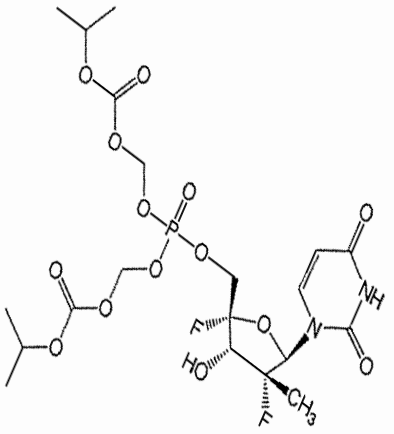

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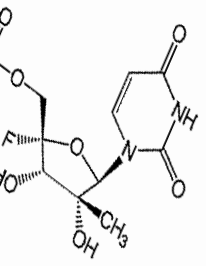

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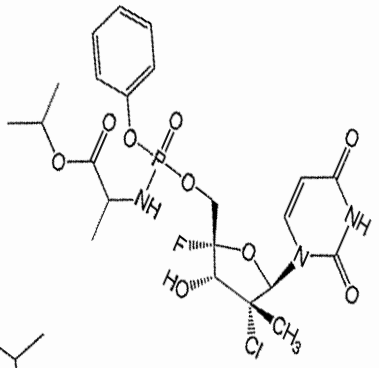

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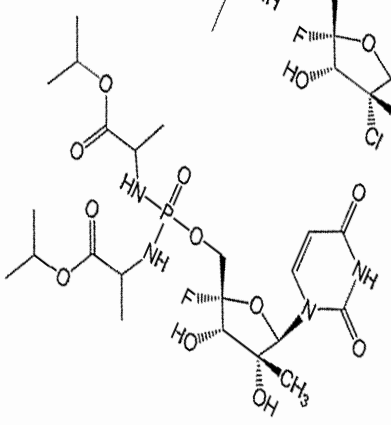

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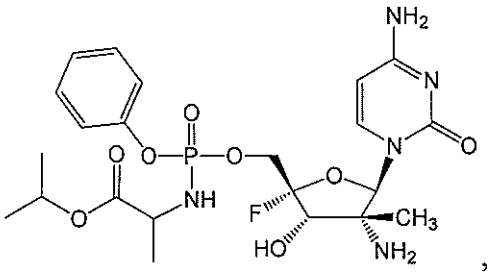
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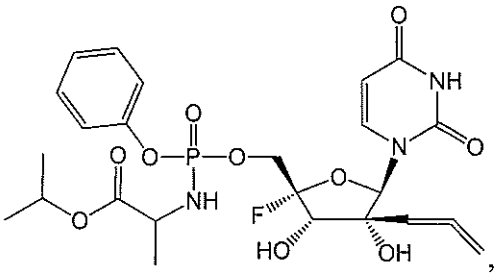
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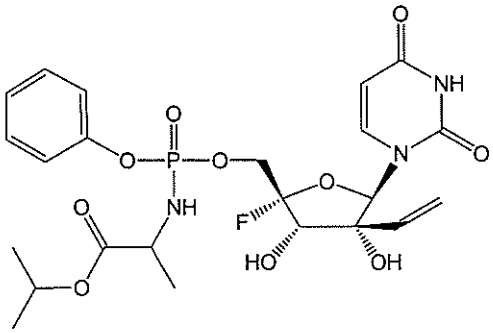
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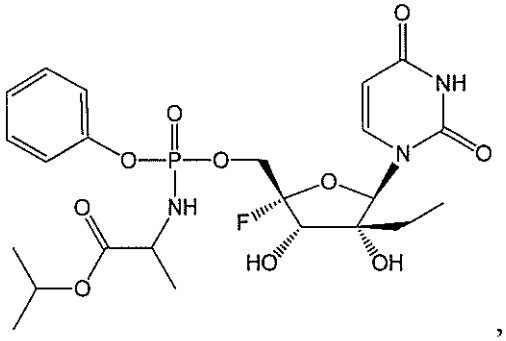
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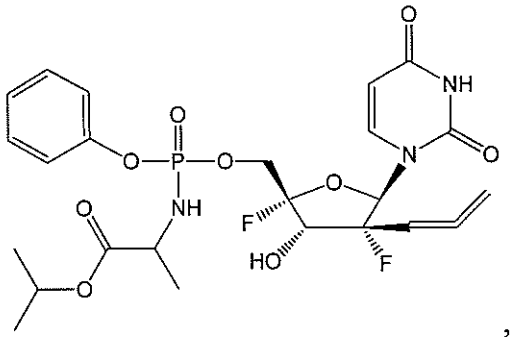
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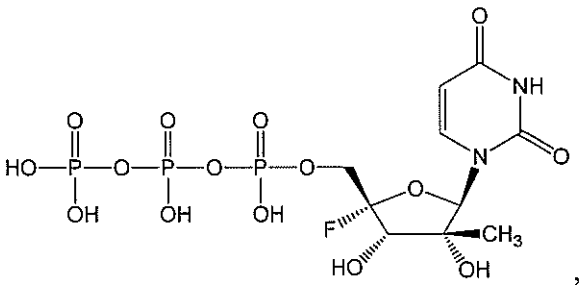
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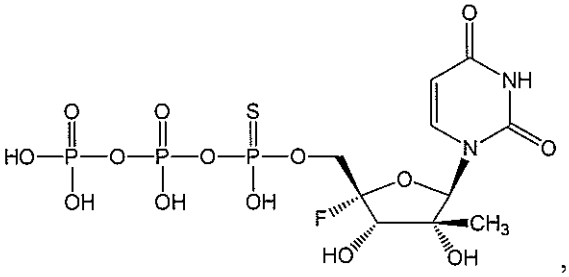
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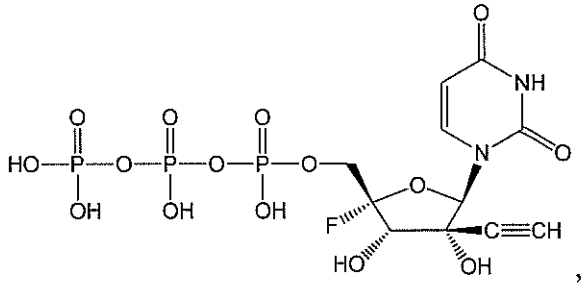
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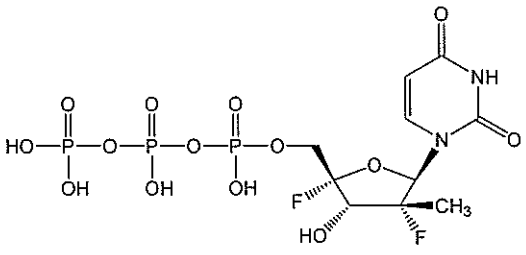
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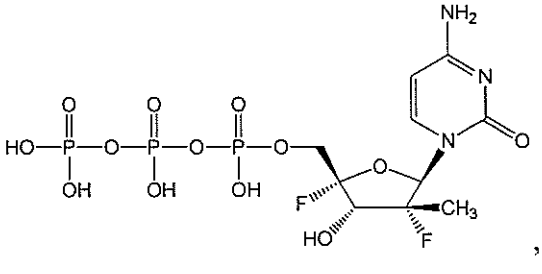
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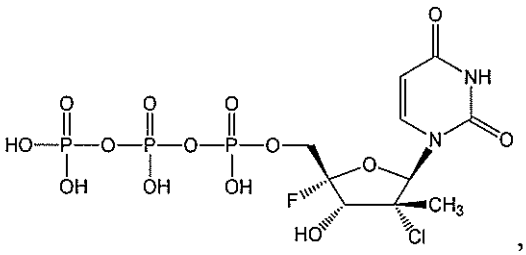
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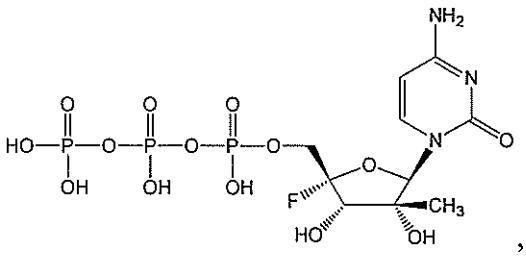
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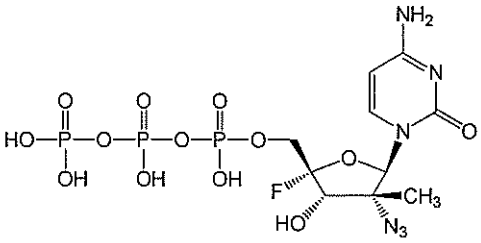
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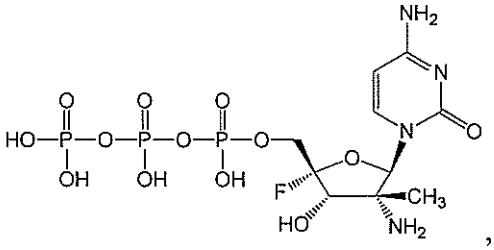
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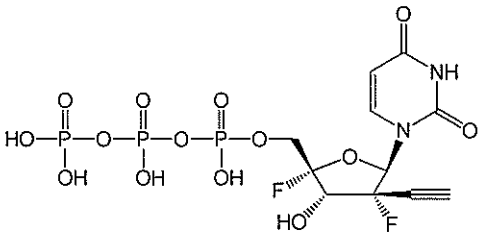
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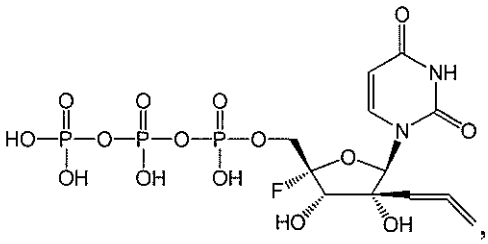
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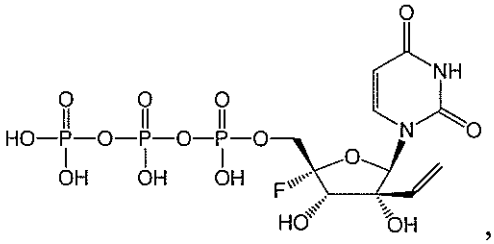
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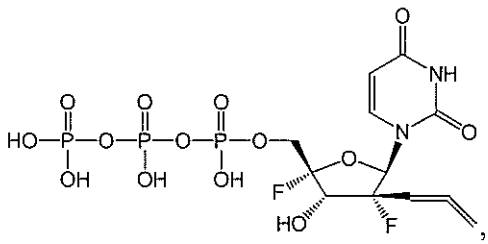
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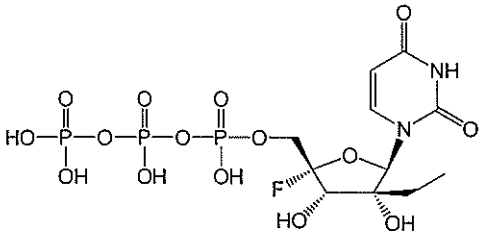
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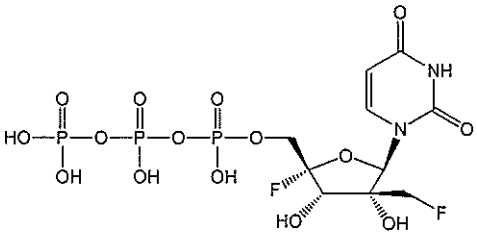
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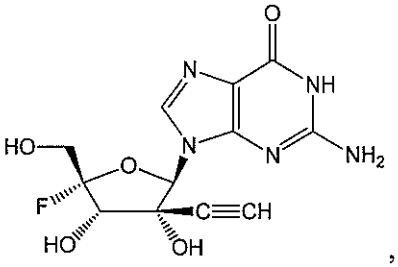
35. The compound of Claim 1 selected from the group consisting of: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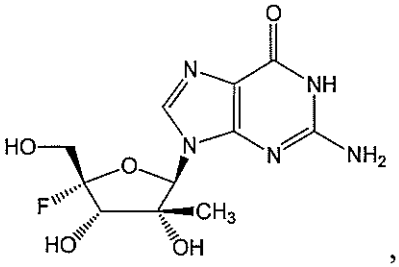
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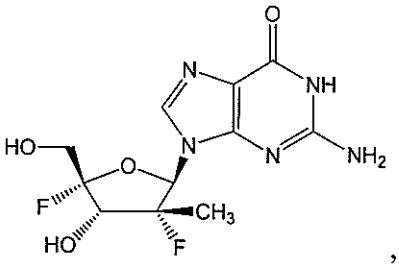
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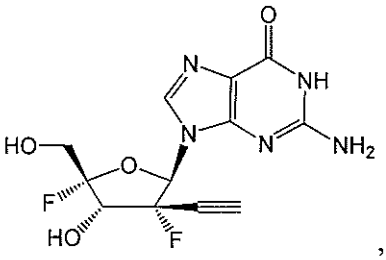
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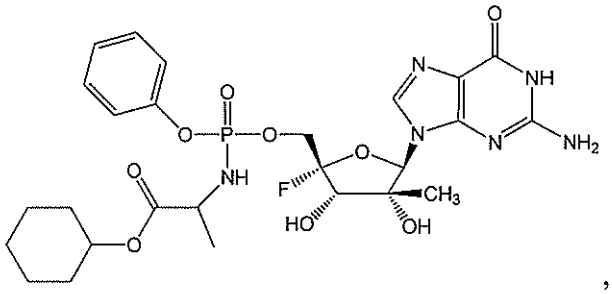
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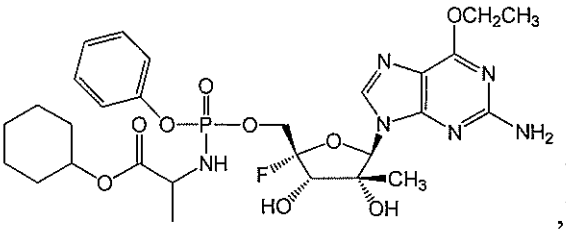
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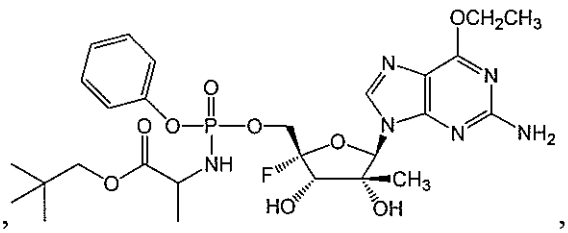
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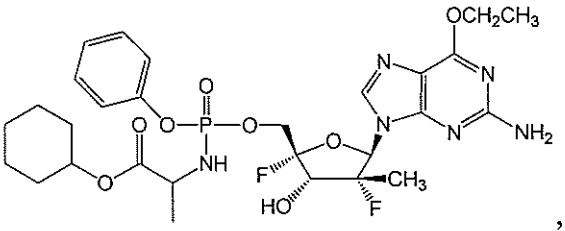
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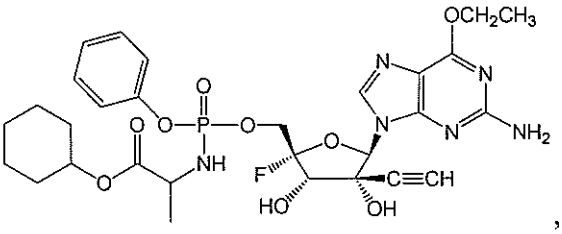
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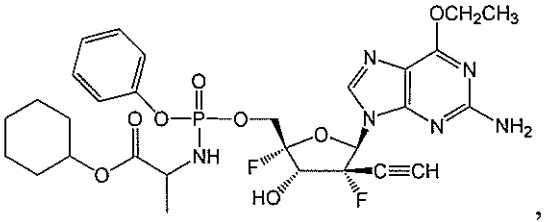
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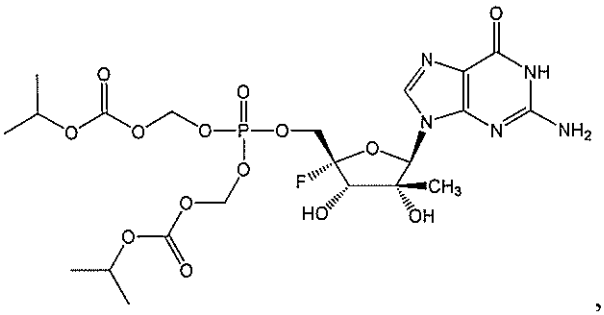
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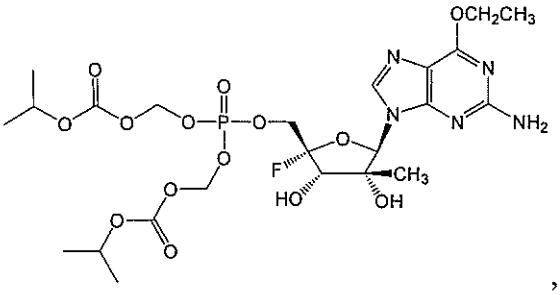
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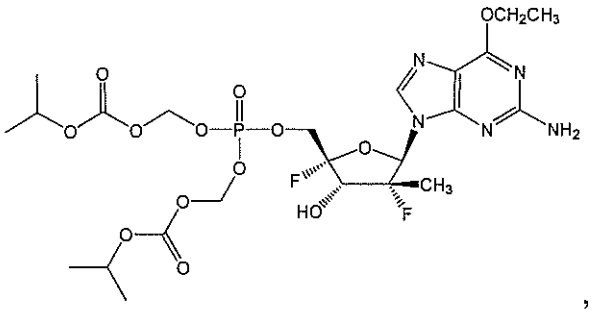
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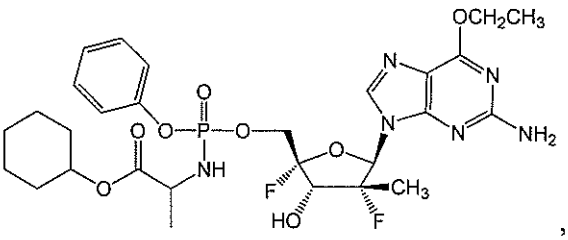
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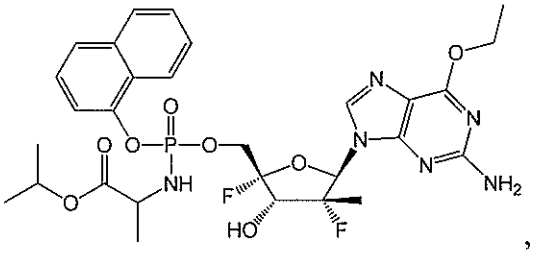
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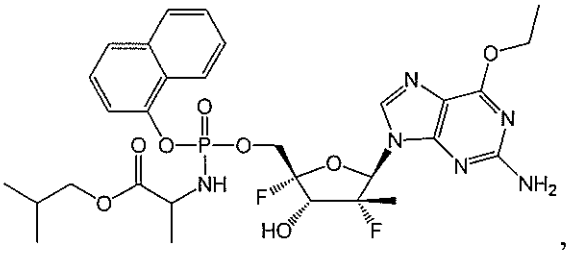
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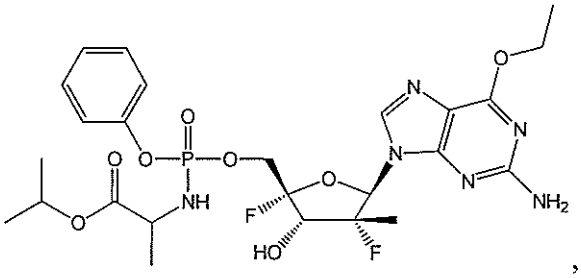
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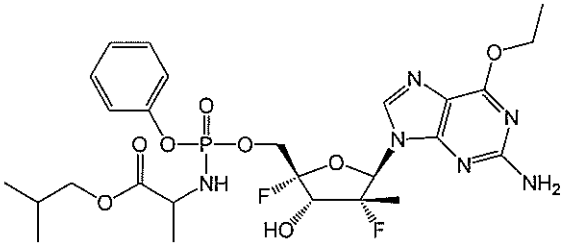
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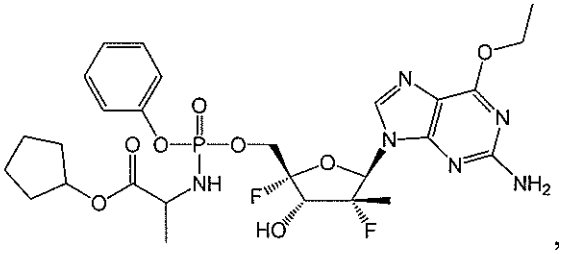
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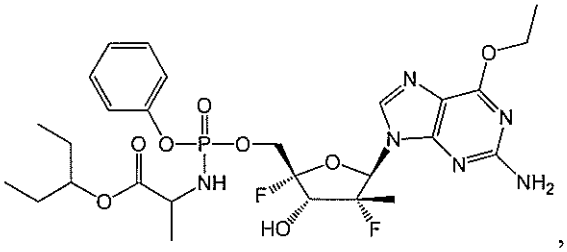
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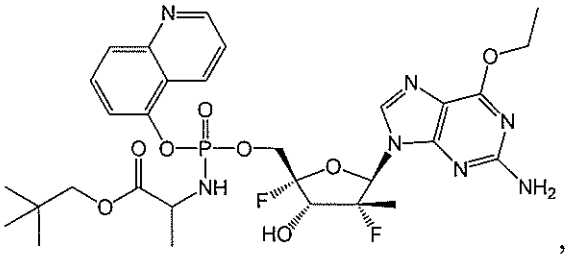
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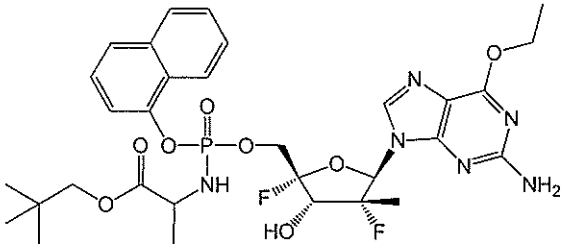
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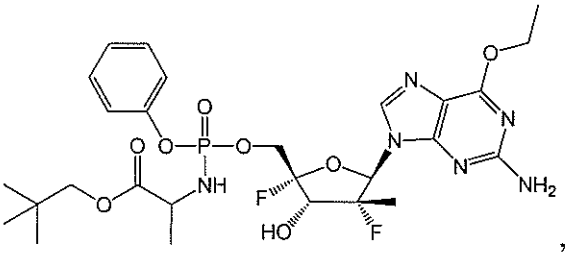
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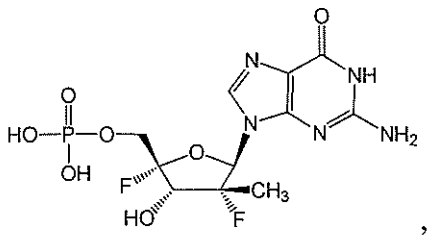
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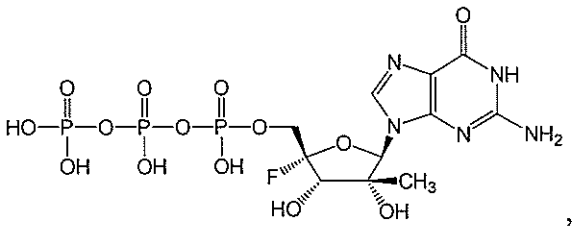
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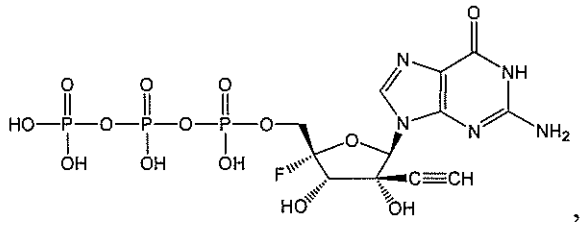
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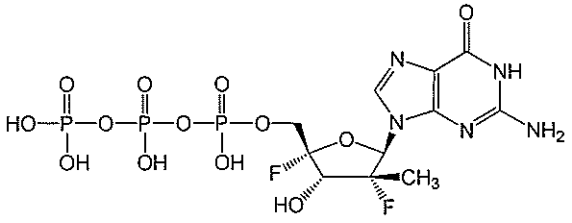
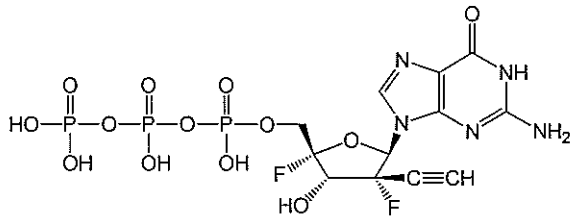
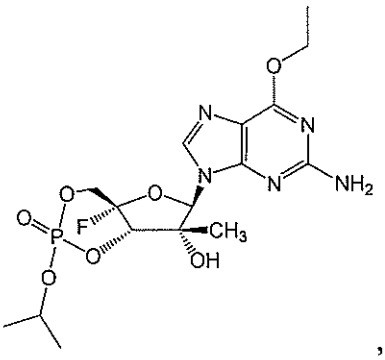

and

, or a pharmaceutically acceptable salt of the foregoing.

36. The compound of Claim 1 selected from the group consisting of:



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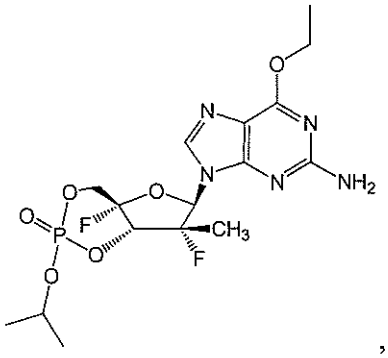

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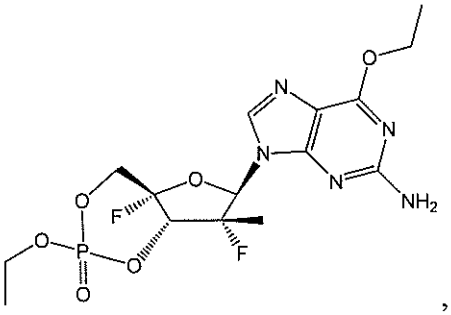
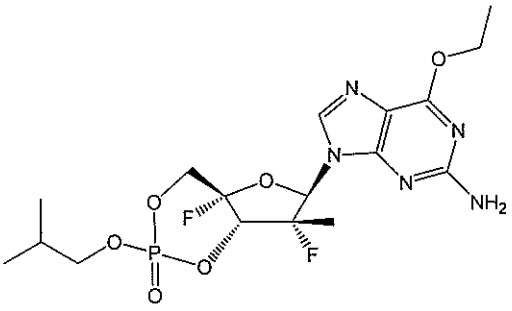
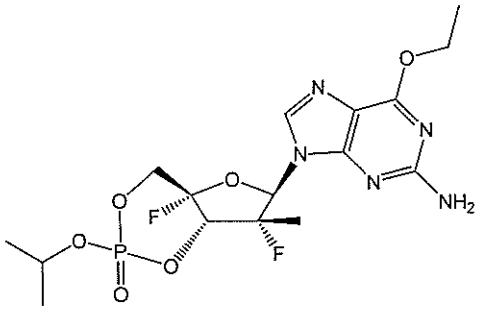


,

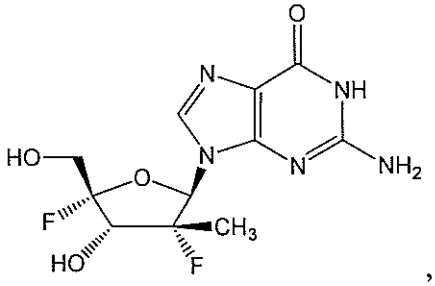


and



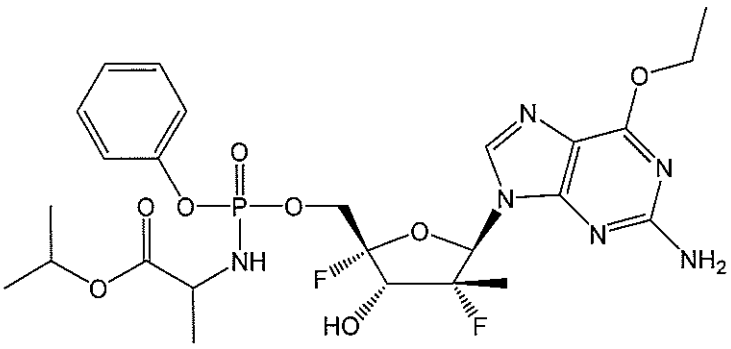
, or a pharmaceutically acceptable salt of the foregoing.

37. The compound of Claim 1, wherein the compound is



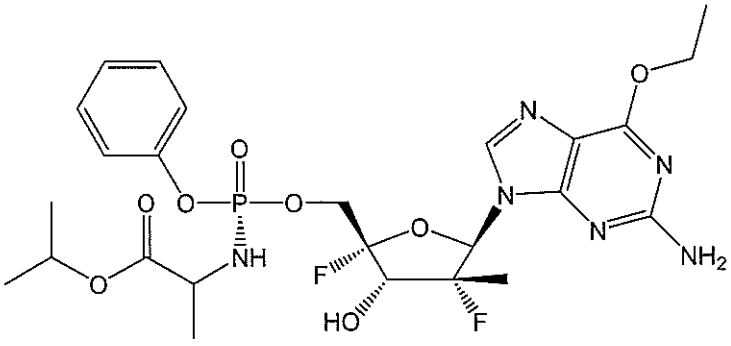
, or a pharmaceutically acceptable salt thereof.

38. The compound of Claim 1, wherein the compound is



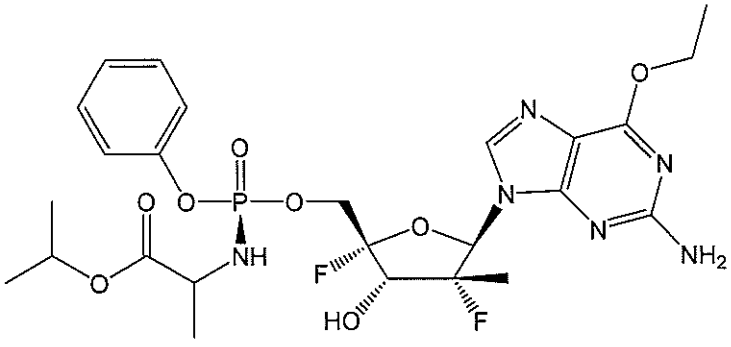
, or a pharmaceutically acceptable salt thereof.

39. The compound of Claim 1, wherein the compound is



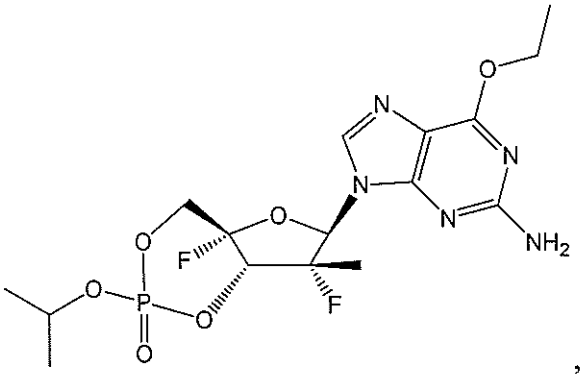
, or a pharmaceutically acceptable salt thereof.

40. The compound of Claim 1, wherein the compound is



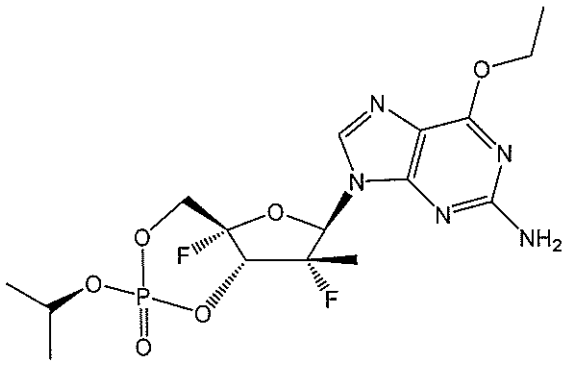
, or a pharmaceutically acceptable salt thereof.

41. The compound of Claim 1, wherein the compound is



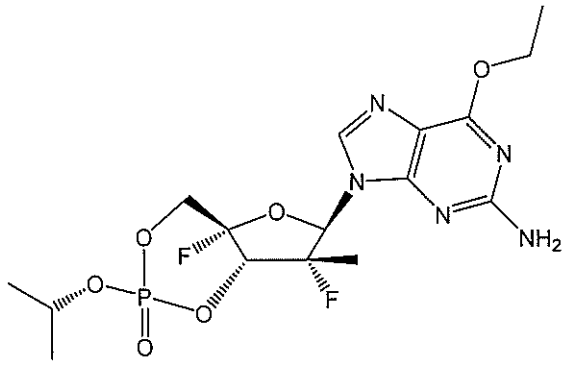
, or a pharmaceutically acceptable salt thereof.

42. The compound of Claim 1, wherein the compound is



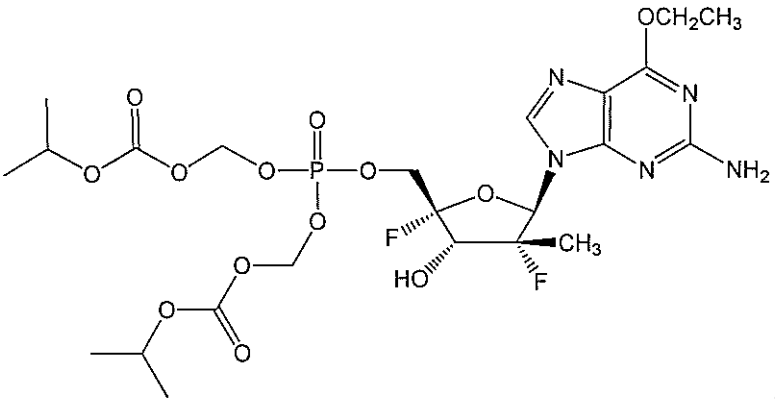
, or a pharmaceutically acceptable salt thereof.

43. The compound of Claim 1, wherein the compound is

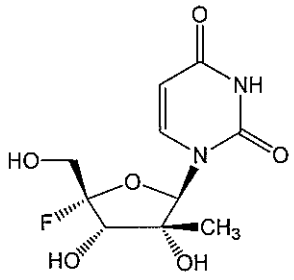


, or a pharmaceutically acceptable salt thereof.

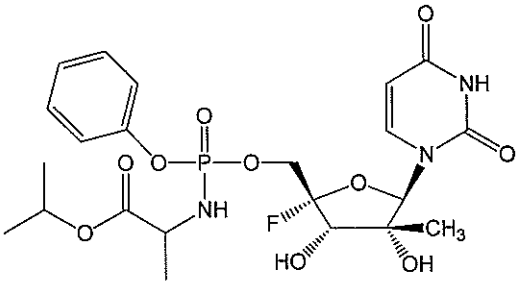
44. The compound of Claim 1, wherein the compound is



, or a pharmaceutically acceptable salt thereof.

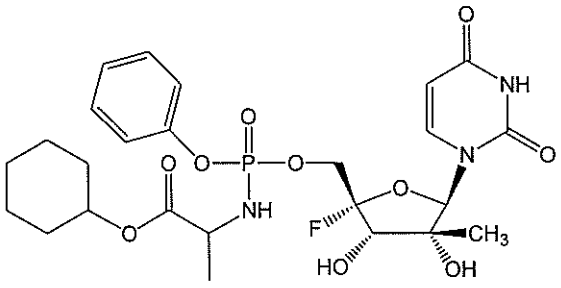
45. The compound of Claim 1, wherein the compound is  , or a pharmaceutically acceptable salt thereof.

46. The compound of Claim 1, wherein the compound is



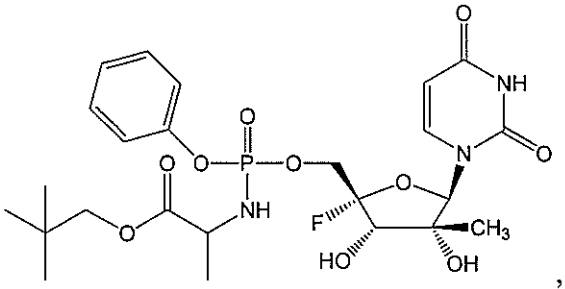
, or a pharmaceutically acceptable salt thereof.

47. The compound of Claim 1, wherein the compound is



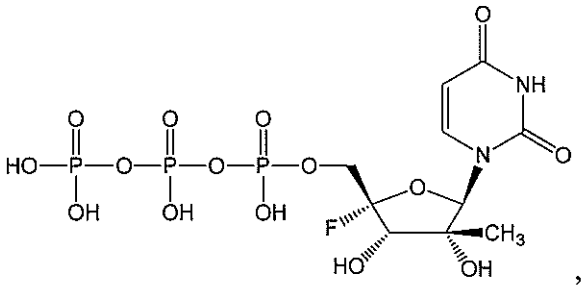
, or a pharmaceutically acceptable salt thereof.

48. The compound of Claim 1, wherein the compound is



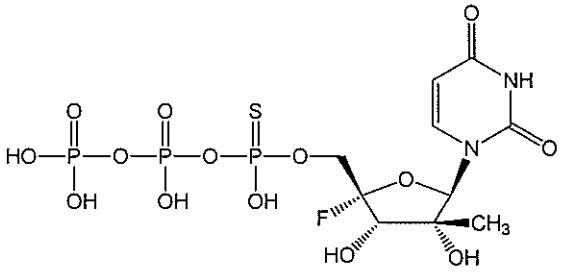
, or a pharmaceutically acceptable salt thereof.

49. The compound of Claim 1, wherein the compound is



, or a pharmaceutically acceptable salt thereof.

50. The compound of Claim 1, wherein the compound is



, or a pharmaceutically acceptable salt thereof.

51. A pharmaceutical composition comprising an effective amount of a compound of any one of Claims 1-50, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier, diluent, excipient or combination thereof.

52. Use of a compound of any one of Claims 1-50, or a pharmaceutically acceptable salt thereof, or a pharmaceutical composition of Claim 51 for preparing a medicament for ameliorating or treating a HCV infection.

53. Use of a compound of any one of Claims 1-50, or a pharmaceutically acceptable salt thereof, for preparing a medicament for inhibiting NS5B polymerase activity of a hepatitis C virus.

54. Use of a compound of any one of Claims 1-50, or a pharmaceutically acceptable salt thereof, for preparing a medicament for inhibiting replication of a hepatitis C virus.

55. Use of a compound of any one of Claims 1-50, or a pharmaceutically acceptable salt thereof, for preparing a medicament for contacting a cell infected with a hepatitis C virus, thereby ameliorating or treating the HCV infection.

56. Use of a compound of any one of Claims 1-50 in the preparation of a medicament for ameliorating or treating a HCV infection, wherein the medicament is manufactured for use in combination with one or more agents selected from the group consisting of an interferon, ribavirin, a HCV protease inhibitor, a HCV polymerase inhibitor, a NS5A inhibitor, an antiviral compound, a compound of Formula (AA), a compound of Formula (BB) and a compound of Formula (CC), or a pharmaceutically acceptable salt of any of the aforementioned compounds.

57. Use of a compound of any one of Claims 1-50 in the preparation of a medicament for contacting a cell infected with a hepatitis C virus, wherein the medicament is manufactured for use in combination with one or more agents selected from the group consisting of an interferon, ribavirin, a HCV protease inhibitor, a HCV polymerase inhibitor, a NS5A inhibitor, an antiviral compound, a compound of Formula (AA) , a compound of Formula (BB) and a compound of Formula (CC), or a pharmaceutically acceptable salt of any of the aforementioned compounds.

58. The use of any one of Claims 56-57, wherein the one or more agents are selected from the group consisting of Compounds 1001-1016, 2001-2012, 3001-3014, 4001-4012, 5001-5012, 6001-6078, 7000-7027 and 8000-8016, or a pharmaceutically acceptable salt of any of the aforementioned compounds.