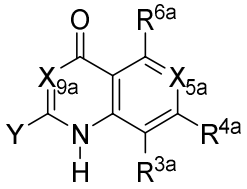
CLAIMS

What is claimed is:

1. A compound of formula (I):



(I)

or a pharmaceutically acceptable salt thereof, wherein:

X_{5a} is N, $N^+–O^-$, or $N^+–CH_3$;

X_{9a} is N or CR^{9a};

R^{3a} is H, halo, –CN, C_1-C_6 alkyl, C_1-C_6 alkenyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkenyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, $–NH_2$, –NH(C_1-C_6 alkyl), –N(C_1-C_6 alkyl)$_2$, –OH, –(C_1-C_6 alkylene)-OH, –(C_1-C_6 alkylene)-(C_1-C_6 alkoxy), –(C_1-C_6 alkylene)-NH_2, –(C_1-C_6 alkylene)-NH(C_1-C_6 alkyl), –(C_1-C_6 alkylene)-N(C_1-C_6 alkyl)$_2$, –O(C_1-C_6 alkylene)-(C_1-C_6 alkoxy), –O(C_1-C_6 alkylene)-NH_2, –O(C_1-C_6 alkylene)-NH(C_1-C_6 alkyl), –O(C_1-C_6 alkylene)-N(C_1-C_6 alkyl)$_2$, –C(O)(C_1-C_6 alkyl), –C(O)NH_2, –C(O)NH(C_1-C_6 alkyl), –C(O)N(C_1-C_6 alkyl)$_2$, –C(O)OH, –C(O)O(C_1-C_6 alkyl), or $–C(S)NH_2$;

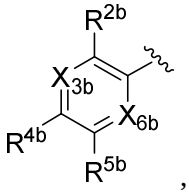
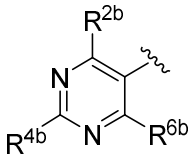
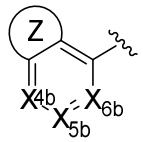
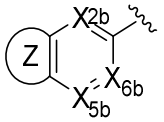
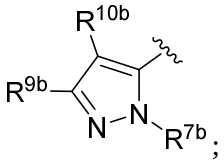
R^{4a} is H, halo, –CN, C_1-C_6 alkyl, C_1-C_6 alkenyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkenyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, $–NH_2$, –NH(C_1-C_6 alkyl), –N(C_1-C_6 alkyl)$_2$, –OH, –(C_1-C_6 alkylene)-OH, –(C_1-C_6 alkylene)-(C_1-C_6 alkoxy), –(C_1-C_6 alkylene)-NH_2, –(C_1-C_6 alkylene)-NH(C_1-C_6 alkyl), –(C_1-C_6 alkylene)-N(C_1-C_6 alkyl)$_2$, –O(C_1-C_6 alkylene)-(C_1-C_6 alkoxy), –O(C_1-C_6 alkylene)-NH_2, –O(C_1-C_6 alkylene)-NH(C_1-C_6 alkyl), –O(C_1-C_6 alkylene)-N(C_1-C_6 alkyl)$_2$, –C(O)(C_1-C_6 alkyl), –C(O)NH_2, –C(O)NH(C_1-C_6 alkyl), –C(O)N(C_1-C_6 alkyl)$_2$, –C(O)OH, –C(O)O(C_1-C_6 alkyl), or $–C(S)NH_2$;

R^{6a} is halo, –CN, C_1-C_6 alkyl, C_1-C_6 alkenyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkenyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, $–NH_2$, –NH(C_1-C_6 alkyl), –N(C_1-C_6 alkyl)$_2$, $–NHC(O)NH_2$, –NHC(O)NH(C_1-C_6 alkyl), –OH, –(C_1-C_6 alkylene)-OH, –(C_1-C_6 alkylene)-(C_1-C_6 alkoxy), –(C_1-C_6 alkylene)-NH_2, –(C_1-C_6 alkylene)-NH(C_1-C_6 alkyl), –(C_1-C_6 alkylene)-N(C_1-C_6 alkyl)$_2$, –O(C_1-C_6 alkylene)-(C_1-C_6 alkoxy), –O(C_1-C_6 alkylene)-NH_2, –O(C_1-C_6 alkylene)-NH(C_1-C_6 alkyl), –O(C_1-C_6 alkylene)-N(C_1-C_6 alkyl)$_2$, –C(O)(C_1-C_6 alkyl), –C(O)NH_2, –C(O)NH(C_1-C_6 alkyl), –C(O)N(C_1-C_6 alkyl)$_2$, –C(O)OH, –C(O)O(C_1-C_6 alkyl), –C(NH)NH_2, $–C(S)NH_2$, $–SO_2NH_2$, or 5-10 membered heteroaryl comprising 1-3 heteroatoms selected from nitrogen, oxygen, and sulfur, wherein said heteroaryl is optionally substituted with 1-2 $R^{a'}$;

R^{9a} is H, halo, –CN, C_1-C_6 alkyl, C_1-C_6 alkenyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkenyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, $–NH_2$, –NH(C_1-C_6 alkyl), –N(C_1-C_6 alkyl)$_2$, –OH, –(C_1-C_6 alkylene)-OH, –(C_1-C_6 alkylene)-(C_1-C_6 alkoxy), –(C_1-C_6 alkylene)-NH_2, –(C_1-C_6 alkylene)-NH(C_1-C_6 alkyl), –(C_1-C_6 alkylene)-N(C_1-C_6 alkyl)$_2$, –O(C_1-C_6 alkylene)-(C_1-C_6 alkoxy), –O(C_1-C_6 alkylene)-NH_2,

–O(C_1-C_6 alkylene)-NH(C_1-C_6 alkyl), –O(C_1-C_6 alkylene)-N(C_1-C_6 alkyl)$_2$, –C(O)(C_1-C_6 alkyl), –C(O)NH_2, –C(O)NH(C_1-C_6 alkyl), –C(O)N(C_1-C_6 alkyl)$_2$, –C(O)OH, –C(O)O(C_1-C_6 alkyl), or –C(S)NH_2;

each $R^{a'}$ is independently halo, –OH, C_1-C_6 alkyl, C_1-C_6 haloalkyl, –C(O)O(C_1-C_6 alkyl), or –C(O)NH_2;

Y is , , , , or ;

X_{2b} is N or CR^{2b};

X_{3b} is N or CR^{3b};

X_{4b} is N or CR^{4b};

X_{5b} is N or CR^{5b};

X_{6b} is N or CR^{6b};

Z is a 5-7 membered aromatic or nonaromatic ring optionally containing 1-3 heteroatoms selected from nitrogen and oxygen and optionally substituted with one or more R^z;

R^{2b} is H, halo, C_1-C_6 alkyl, C_1-C_6 alkenyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkenyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, –OH, –NH(C_1-C_6 alkyl), –N(C_1-C_6 alkyl)$_2$, –(C_1-C_6 alkylene)-OH, –(C_1-C_6 alkylene)-C(O)OH, –C(O)(C_1-C_6 alkyl), –C(O)(C_1-C_6 haloalkyl), –C(O)O(C_1-C_6 alkyl), –Si(C_1-C_6 alkyl)$_3$, C_3-C_6 cycloalkyl, (C_1-C_6 alkyl)-(C_3-C_6 cycloalkyl)–, or (C_1-C_6 haloalkyl)-(C_3-C_6 cycloalkyl)–, wherein cycloalkyl in said C_3-C_6 cycloalkyl, (C_1-C_6 alkyl)-(C_3-C_6 cycloalkyl)–, or (C_1-C_6 haloalkyl)-(C_3-C_6 cycloalkyl)– is optionally substituted with one or more halo;

R^{3b} is H, halo, C_1-C_6 alkyl, C_1-C_6 alkenyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkenyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, –OH, –NH_2, –NH(C_1-C_6 alkyl), –N(C_1-C_6 alkyl)$_2$, –(C_1-C_6 alkylene)-OH, –(C_1-C_6 alkylene)-C(O)OH, –C(O)(C_1-C_6 alkyl), –C(O)(C_1-C_6 haloalkyl), –Si(C_1-C_6 alkyl)$_3$, C_3-C_6 cycloalkyl, (C_1-C_6 alkyl)-(C_3-C_6 cycloalkyl)–, or (C_1-C_6 haloalkyl)-(C_3-C_6 cycloalkyl)–, wherein cycloalkyl in said C_3-C_6 cycloalkyl, (C_1-C_6 alkyl)-(C_3-C_6 cycloalkyl)–, or (C_1-C_6 haloalkyl)-(C_3-C_6 cycloalkyl)– is optionally substituted with one or more halo;

R^{4b} is H, halo, C_1-C_6 alkyl, C_1-C_6 alkenyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkenyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, –OH, –NH_2, –NH(C_1-C_6 alkyl), –N(C_1-C_6 alkyl)$_2$, –(C_1-C_6 alkylene)-OH, –(C_1-C_6 haloalkylene)-OH, –(C_1-C_6 alkylene)-C(O)OH, –(C_1-C_6 haloalkylene)-C(O)OH, –C(O)(C_1-C_6 alkyl), –C(O)(C_1-C_6 haloalkyl), –C(O)O(C_1-C_6 alkyl), –Si(C_1-C_6 alkyl)$_3$, C_6-C_{10} aryl, C_3-C_{10} cycloalkyl, (C_1-C_6 alkyl)-(C_3-C_6 cycloalkyl)–, (C_1-C_6 haloalkyl)-(C_3-C_6 cycloalkyl)–, or 4-10 membered heterocyclyl comprising 1-3 heteroatoms selected from nitrogen and oxygen, wherein cycloalkyl in said C_3-C_{10} cycloalkyl, (C_1-C_6 alkyl)-(C_3-C_6 cycloalkyl)–, or (C_1-C_6 haloalkyl)-(C_3-C_6 cycloalkyl)– is optionally substituted with one or more halo and said heteroyclyl is optionally substituted with 1-2 $R^{b'}$;

R^{5b} is H, halo, C_1-C_6 alkyl, C_1-C_6 alkenyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkenyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, –OH, $–NH_2$, –NH(C_1-C_6 alkyl), –N(C_1-C_6 alkyl)$_2$, –(C_1-C_6 alkylene)-OH, –(C_1-C_6 alkylene)-C(O)OH, –C(O)(C_1-C_6 alkyl), –C(O)(C_1-C_6 haloalkyl), –Si(C_1-C_6 alkyl)$_3$, C_3-C_6 cycloalkyl, (C_1-C_6 alkyl)-(C_3-C_6 cycloalkyl)–, or (C_1-C_6 haloalkyl)-(C_3-C_6 cycloalkyl)–, wherein cycloalkyl in said C_3-C_6 cycloalkyl, (C_1-C_6 alkyl)-(C_3-C_6 cycloalkyl)–, or (C_1-C_6 haloalkyl)-(C_3-C_6 cycloalkyl)– is optionally substituted with one or more halo;

R^{6b} is H, halo, C_1-C_6 alkyl, C_1-C_6 alkenyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkenyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, –OH, $–NH_2$, –NH(C_1-C_6 alkyl), –N(C_1-C_6 alkyl)$_2$, –(C_1-C_6 alkylene)-OH, –(C_1-C_6 alkylene)-C(O)OH, –C(O)(C_1-C_6 alkyl), –C(O)(C_1-C_6 haloalkyl), –Si(C_1-C_6 alkyl)$_3$, C_3-C_6 cycloalkyl, (C_1-C_6 alkyl)-(C_3-C_6 cycloalkyl)–, or (C_1-C_6 haloalkyl)-(C_3-C_6 cycloalkyl)–, wherein cycloalkyl in said C_3-C_6 cycloalkyl, (C_1-C_6 alkyl)-(C_3-C_6 cycloalkyl)–, or (C_1-C_6 haloalkyl)-(C_3-C_6 cycloalkyl)– is optionally substituted with one or more halo;

R^{7b} is C_1-C_6 alkyl;

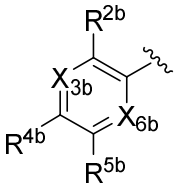
R^{9b} is C_1-C_6 alkyl;

R^{10b} is H or halo;

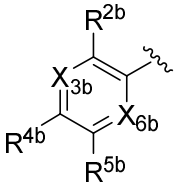
each $R^{b'}$ is independently C_1-C_6 alkyl or C_1-C_6 haloalkyl; and

R^z is halo, C_1-C_6 alkyl, C_1-C_6 alkenyl, C_1-C_6 alkoxy, C_1-C_6 haloalkyl, C_1-C_6 haloalkenyl, –CN, $–C(O)NH_2$, –C(O)NH(C_1-C_6 alkyl), –C(O)N(C_1-C_6 alkyl)$_2$, or –C(O)OH;

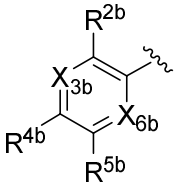
provided that:

(i) if Y is 

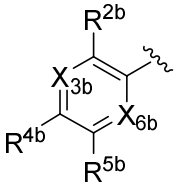
, X_{3b} is CR^{3b}, and X_{6b} is CR^{6b}, then no more than three of R^{2b}, R^{3b}, R^{4b}, R^{5b}, and R^{6b} are H; and

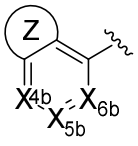
(ii) if Y is 

, X_{3b} is N, and X_{6b} is CR^{6b}, then no more than three of R^{2b}, R^{4b}, R^{5b}, and R^{6b} are H; and

(iii) if Y is 

, X_{3b} is CR^{3b}, and X_{6b} is N, then no more than three of R^{2b}, R^{3b}, R^{4b}, and R^{5b} are H; and

(iv) if X_{9a} is N, Y is , X_{3b} is CR^{3b}, and X_{6b} is CR^{6b}, then no more than two of R^{2b}, R^{3b}, R^{4b}, R^{5b}, and R^{6b} are halo; and

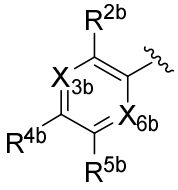
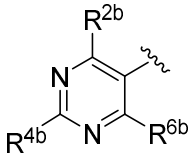
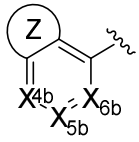
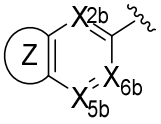
(v) if X_{9a} is N, Y is , X_{4b} is CR^{4b}, X_{5b} is CR^{5b}, and X_{6b} is CR^{6b}, then:

no more than two of R^{4b}, R^{5b}, and R^{6b} are H; or

Z is substituted with one or more R^z.

2. The compound of claim 1, wherein:

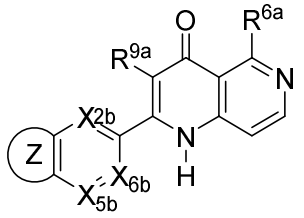
R^{6a} is halo, –CN, C_1-C_6 alkyl, C_1-C_6 alkenyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkenyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, $–NH_2$, –NH(C_1-C_6 alkyl), –N(C_1-C_6 alkyl)$_2$, –OH, –(C_1-C_6 alkylene)-OH, –(C_1-C_6 alkylene)-(C_1-C_6 alkoxy), –(C_1-C_6 alkylene)-NH_2, –(C_1-C_6 alkylene)-NH(C_1-C_6 alkyl), –(C_1-C_6 alkylene)-N(C_1-C_6 alkyl)$_2$, –O(C_1-C_6 alkylene)-(C_1-C_6 alkoxy), –O(C_1-C_6 alkylene)-NH_2, –O(C_1-C_6 alkylene)-NH(C_1-C_6 alkyl), –O(C_1-C_6 alkylene)-N(C_1-C_6 alkyl)$_2$, –C(O)(C_1-C_6 alkyl), –C(O)NH_2, –C(O)NH(C_1-C_6 alkyl), –C(O)N(C_1-C_6 alkyl)$_2$, –C(O)OH, –C(O)O(C_1-C_6 alkyl), or –C(S)NH_2;

Y is , , , or ;

R^{2b} is H, halo, C_1-C_6 alkyl, C_1-C_6 alkenyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkenyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, –OH, –NH(C_1-C_6 alkyl), –N(C_1-C_6 alkyl)$_2$, –(C_1-C_6 alkylene)-OH, –(C_1-C_6 alkylene)-C(O)OH, –C(O)(C_1-C_6 alkyl), –C(O)(C_1-C_6 haloalkyl), –Si(C_1-C_6 alkyl)$_3$, C_3-C_6 cycloalkyl, (C_1-C_6 alkyl)-(C_3-C_6 cycloalkyl)–, or (C_1-C_6 haloalkyl)-(C_3-C_6 cycloalkyl)–, wherein cycloalkyl in said C_3-C_6 cycloalkyl, (C_1-C_6 alkyl)-(C_3-C_6 cycloalkyl)–, or (C_1-C_6 haloalkyl)-(C_3-C_6 cycloalkyl)– is optionally substituted with one or more halo; and

R^{4b} is H, halo, C_1-C_6 alkyl, C_1-C_6 alkenyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkenyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, –OH, $–NH_2$, –NH(C_1-C_6 alkyl), –N(C_1-C_6 alkyl)$_2$, –(C_1-C_6 alkylene)-OH, –(C_1-C_6 alkylene)-C(O)OH, –C(O)(C_1-C_6 alkyl), –C(O)(C_1-C_6 haloalkyl), –Si(C_1-C_6 alkyl)$_3$, C_3-C_6 cycloalkyl, (C_1-C_6 alkyl)-(C_3-C_6 cycloalkyl)–, or (C_1-C_6 haloalkyl)-(C_3-C_6 cycloalkyl)–, wherein cycloalkyl in said C_3-C_6 cycloalkyl, (C_1-C_6 alkyl)-(C_3-C_6 cycloalkyl)–, or (C_1-C_6 haloalkyl)-(C_3-C_6 cycloalkyl)– is optionally substituted with one or more halo.

3. The compound of claim 1, wherein the compound is of formula (I-D):



(I-D)

or a pharmaceutically acceptable salt thereof, wherein:

R^{6a} is halo, –CN, C_1-C_6 alkyl, C_1-C_6 alkenyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkenyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, $–NH_2$, –NH(C_1-C_6 alkyl), –N(C_1-C_6 alkyl)$_2$, $–NHC(O)NH_2$, –NHC(O)NH(C_1-C_6 alkyl), –OH, –(C_1-C_6 alkylene)-OH, –(C_1-C_6 alkylene)-(C_1-C_6 alkoxy), –(C_1-C_6 alkylene)-NH_2, –(C_1-C_6 alkylene)-NH(C_1-C_6 alkyl), –(C_1-C_6 alkylene)-N(C_1-C_6 alkyl)$_2$, –O(C_1-C_6 alkylene)-(C_1-C_6 alkoxy), –O(C_1-C_6 alkylene)-NH_2, –O(C_1-C_6 alkylene)-NH(C_1-C_6 alkyl), –O(C_1-C_6 alkylene)-N(C_1-C_6 alkyl)$_2$, –C(O)(C_1-C_6 alkyl), $–C(O)NH_2$, –C(O)NH(C_1-C_6 alkyl), –C(O)N(C_1-C_6 alkyl)$_2$, –C(O)OH, –C(O)O(C_1-C_6 alkyl), $–C(NH)NH_2$, $–C(S)NH_2$, $–SO_2NH_2$, or 5-10 membered heteroaryl comprising 1-3 heteroatoms selected from nitrogen, oxygen, and sulfur, wherein said heteroaryl is optionally substituted with 1-2 $R^{a'}$;

R^{9a} is H, halo, –CN, C_1-C_6 alkyl, C_1-C_6 alkenyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkenyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, $–NH_2$, –NH(C_1-C_6 alkyl), –N(C_1-C_6 alkyl)$_2$, –OH, –(C_1-C_6 alkylene)-OH, –(C_1-C_6 alkylene)-(C_1-C_6 alkoxy), –(C_1-C_6 alkylene)-NH_2, –(C_1-C_6 alkylene)-NH(C_1-C_6 alkyl), –(C_1-C_6 alkylene)-N(C_1-C_6 alkyl)$_2$, –O(C_1-C_6 alkylene)-(C_1-C_6 alkoxy), –O(C_1-C_6 alkylene)-NH_2, –O(C_1-C_6 alkylene)-NH(C_1-C_6 alkyl), –O(C_1-C_6 alkylene)-N(C_1-C_6 alkyl)$_2$, –C(O)(C_1-C_6 alkyl), $–C(O)NH_2$, –C(O)NH(C_1-C_6 alkyl), –C(O)N(C_1-C_6 alkyl)$_2$, –C(O)OH, –C(O)O(C_1-C_6 alkyl), or $–C(S)NH_2$;

each $R^{a'}$ is independently halo, –OH, C_1-C_6 alkyl, C_1-C_6 haloalkyl, –C(O)O(C_1-C_6 alkyl), or $–C(O)NH_2$;

X_{2b} is N or CR^{2b};

X_{5b} is N or CR^{5b};

X_{6b} is N or CR^{6b};

Z is a 5-7 membered aromatic or nonaromatic ring optionally containing 1-3 heteroatoms selected from nitrogen and oxygen and is optionally substituted with one or more R^z;

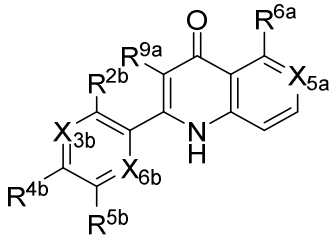
R^{2b} is H, halo, C_1-C_6 alkyl, C_1-C_6 alkenyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkenyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, –OH, –NH(C_1-C_6 alkyl), –N(C_1-C_6 alkyl)$_2$, –(C_1-C_6 alkylene)-OH, –(C_1-C_6 alkylene)-C(O)OH, –C(O)(C_1-C_6 alkyl), –C(O)(C_1-C_6 haloalkyl), –C(O)O(C_1-C_6 alkyl), –Si(C_1-C_6 alkyl)$_3$, C_3-C_6 cycloalkyl, (C_1-C_6 alkyl)-(C_3-C_6 cycloalkyl)–, or (C_1-C_6 haloalkyl)-(C_3-C_6 cycloalkyl)–, wherein cycloalkyl in said C_3-C_6 cycloalkyl, (C_1-C_6 alkyl)-(C_3-C_6 cycloalkyl)–, or (C_1-C_6 haloalkyl)-(C_3-C_6 cycloalkyl)– is optionally substituted with one or more halo;

R^{5b} is H, halo, C_1-C_6 alkyl, C_1-C_6 alkenyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkenyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, –OH, $–NH_2$, –NH(C_1-C_6 alkyl), –N(C_1-C_6 alkyl)$_2$, –(C_1-C_6 alkylene)-OH, –(C_1-C_6 alkylene)-C(O)OH, –C(O)(C_1-C_6 alkyl), –C(O)(C_1-C_6 haloalkyl), –Si(C_1-C_6 alkyl)$_3$, C_3-C_6 cycloalkyl, (C_1-C_6 alkyl)-(C_3-C_6 cycloalkyl)–, or (C_1-C_6 haloalkyl)-(C_3-C_6 cycloalkyl)–, wherein cycloalkyl in said C_3-C_6 cycloalkyl, (C_1-C_6 alkyl)-(C_3-C_6 cycloalkyl)–, or (C_1-C_6 haloalkyl)-(C_3-C_6 cycloalkyl)– is optionally substituted with one or more halo;

R^{6b} is H, halo, C_1-C_6 alkyl, C_1-C_6 alkenyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkenyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, $–NH_2$, –NH(C_1-C_6 alkyl), –N(C_1-C_6 alkyl)(C_2-C_6 alkyl), –(C_1-C_6 alkylene)-OH, –(C_1-C_6 alkylene)-C(O)OH, –C(O)(C_1-C_6 alkyl), –C(O)(C_1-C_6 haloalkyl), –Si(C_1-C_6 alkyl)$_3$, C_3-C_6 cycloalkyl, (C_1-C_6 alkyl)-(C_3-C_6 cycloalkyl)–, or (C_1-C_6 haloalkyl)-(C_3-C_6 cycloalkyl)–, wherein cycloalkyl in said C_3-C_6 cycloalkyl, (C_1-C_6 alkyl)-(C_3-C_6 cycloalkyl)–, or (C_1-C_6 haloalkyl)-(C_3-C_6 cycloalkyl)– is optionally substituted with one or more halo; and

R^z is halo, C_1-C_6 alkyl, C_1-C_6 alkenyl, C_1-C_6 alkoxy, C_1-C_6 haloalkenyl, –CN, $–C(O)NH_2$, –C(O)NH(C_1-C_6 alkyl), –C(O)N(C_1-C_6 alkyl)$_2$, or –C(O)OH.

4. The compound of claim 1, wherein the compound is of formula (I-E):



(I-E)

or a pharmaceutically acceptable salt thereof, wherein:

X_{5a} is N or N^+–O^-;

R^{6a} is halo, –CN, C_1-C_6 alkyl, C_1-C_6 alkenyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkenyl, C_1-C_4 alkoxy, C_1-C_6 haloalkoxy, $–NH_2$, –NH(C_1-C_6 alkyl), –N(C_1-C_6 alkyl)$_2$, $–NHC(O)NH_2$, –NHC(O)NH(C_1-C_6 alkyl), –OH, –(C_1-C_6 alkylene)-OH, –(C_1-C_6 alkylene)-(C_1-C_6 alkoxy), –(C_1-C_6 alkylene)-NH_2, –(C_1- alkylene)-NH(C_1-C_6 alkyl), –(C_1-C_6 alkylene)-N(C_1-C_6 alkyl)$_2$, –O(C_1-C_6 alkylene)-(C_1-C_6 alkoxy), –O(C_1-C_6 alkylene)-NH_2, –O(C_1-C_6 alkylene)-NH(C_1-C_6 alkyl), –O(C_1-C_6 alkylene)-N(C_1-C_6 alkyl)$_2$, –C(O)(C_1-C_6 alkyl), $–C(O)NH_2$, –C(O)NH(C_1-C_6 alkyl), –C(O)N(C_1-C_6 alkyl)$_2$, –C(O)OH, –C(O)O(C_1-C_6 alkyl), $–C(NH)NH_2$, $–C(S)NH_2$, $–SO_2NH_2$, or 5-10 membered heteroaryl comprising 1-3 heteroatoms selected from nitrogen, oxygen, and sulfur, wherein said heteroaryl is optionally substituted with 1-2 $R^{a'}$;

R^{9a} is H, halo, –CN, C_1-C_6 alkyl, C_1-C_6 alkenyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkenyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, $–NH_2$, –NH(C_1-C_6 alkyl), –N(C_1-C_6 alkyl)$_2$, –OH, –(C_1-C_6 alkylene)-OH, –(C_1-C_6 alkylene)-(C_1-C_6 alkoxy), –(C_1-C_6 alkylene)-NH_2, –(C_1-C_6 alkylene)-NH(C_1-C_6 alkyl), –(C_1-C_6 alkylene)-N(C_1-C_6 alkyl)$_2$, –O(C_1-C_6 alkylene)-(C_1-C_6 alkoxy), –O(C_1-C_6 alkylene)-NH_2, –O(C_1-C_6 alkylene)-NH(C_1-C_6 alkyl), –O(C_1-C_6 alkylene)-N(C_1-C_6 alkyl)$_2$, –C(O)(C_1-C_6 alkyl), $–C(O)NH_2$, –C(O)NH(C_1-C_6 alkyl), –C(O)N(C_1-C_6 alkyl)$_2$, –C(O)OH, –C(O)O(C_1-C_6 alkyl), or $–C(S)NH_2$;

each $R^{a'}$ is independently halo, –OH, C_1-C_6 alkyl, C_1-C_6 haloalkyl, –C(O)O(C_1-C_6 alkyl), or –C(O)NH_2;

X_{3b} is N or CR^{3b};

X_{6b} is N or CR^{6b};

R^{2b} is H, halo, C_1-C_6 alkyl, C_1-C_6 alkenyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkenyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, –OH, –NH(C_1-C_6 alkyl), –N(C_1-C_6 alkyl)$_2$, –(C_1-C_6 alkylene)-OH, –(C_1-C_6 alkylene)-C(O)OH, –C(O)(C_1-C_6 alkyl), –C(O)(C_1-C_6 haloalkyl), –C(O)O(C_1-C_6 alkyl), –Si(C_1-C_6 alkyl)$_3$, C_3-C_6 cycloalkyl, (C_1-C_6 alkyl)-(C_3-C_6 cycloalkyl)–, or (C_1-C_6 haloalkyl)-(C_3-C_6 cycloalkyl)–, wherein cycloalkyl in said C_3-C_6 cycloalkyl, (C_1-C_6 alkyl)-(C_3-C_6 cycloalkyl)–, or (C_1-C_6 haloalkyl)-(C_3-C_6 cycloalkyl)– is optionally substituted with one or more halo;

R^{3b} is H, halo, C_1-C_6 alkyl, C_1-C_6 alkenyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkenyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, –OH, –NH_2, –NH(C_1-C_6 alkyl), –N(C_1-C_6 alkyl)$_2$, –(C_1-C_6 alkylene)-OH, –(C_1-C_6 alkylene)-C(O)OH, –C(O)(C_1-C_6 alkyl), –C(O)(C_1-C_6 haloalkyl), –Si(C_1-C_6 alkyl)$_3$, C_3-C_6 cycloalkyl, (C_1-C_6 alkyl)-(C_3-C_6 cycloalkyl)–, or (C_1-C_6 haloalkyl)-(C_3-C_6 cycloalkyl)–, wherein cycloalkyl in said C_3-C_6 cycloalkyl, (C_1-C_6 alkyl)-(C_3-C_6 cycloalkyl)–, or (C_1-C_6 haloalkyl)-(C_3-C_6 cycloalkyl)– is optionally substituted with one or more halo;

R^{4b} is H, halo, C_1-C_6 alkyl, C_1-C_6 alkenyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkenyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, –OH, –NH_2, –NH(C_1-C_6 alkyl), –N(C_1-C_6 alkyl)$_2$, –(C_1-C_6 alkylene)-OH, –(C_1-C_6 haloalkylene)-OH, –(C_1-C_6 haloalkylene)-C(O)OH, –C(O)(C_1-C_6 alkyl), –C(O)(C_1-C_6 haloalkyl), –C(O)(O)(C_1-C_6 alkyl), –Si(C_1-C_6 alkyl)$_3$, C_6-C_{10} aryl, C_3-C_{10} cycloalkyl, (C_1-C_6 alkyl)-(C_3-C_6 cycloalkyl)–, or (C_1-C_6 haloalkyl)-(C_3-C_6 cycloalkyl)–, or 4-10 membered heterocyclyl comprising 1-3 heteroatoms selected from nitrogen and oxygen, wherein cycloalkyl in said C_3-C_{10} cycloalkyl, (C_1-C_6 alkyl)-(C_3-C_6 cycloalkyl)–, or (C_1-C_6 haloalkyl)-(C_3-C_6 cycloalkyl)– is optionally substituted with one or more halo and said heteroyclyl is optionally substituted with 1-2 $R^{b'}$;

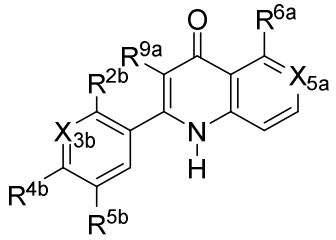
R^{5b} is H, halo, C_1-C_6 alkyl, C_1-C_6 alkenyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkenyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, –OH, –NH_2, –NH(C_1-C_6 alkyl), –N(C_1-C_6 alkyl)$_2$, –(C_1-C_6 alkylene)-OH, –(C_1-C_6 alkylene)-C(O)OH, –C(O)(C_1-C_6 alkyl), –C(O)(C_1-C_6 haloalkyl), –Si(C_1-C_6 alkyl)$_3$, C_3-C_6 cycloalkyl, (C_1-C_6 alkyl)-(C_3-C_6 cycloalkyl)–, or (C_1-C_6 haloalkyl)-(C_3-C_6 cycloalkyl)–, wherein cycloalkyl in said C_3-C_6 cycloalkyl, (C_1-C_6 alkyl)-(C_3-C_6 cycloalkyl)–, or (C_1-C_6 haloalkyl)-(C_3-C_6 cycloalkyl)– is optionally substituted with one or more halo;

R^{6b} is H, halo, C_1-C_6 alkyl, C_1-C_6 alkenyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkenyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, –OH, –NH_2, –NH(C_1-C_6 alkyl), –N(C_1-C_6 alkyl)$_2$, –(C_1-C_6 alkylene)-OH, –(C_1-C_6 alkylene)-C(O)OH, –C(O)(C_1-C_6 alkyl), –C(O)(C_1-C_6 haloalkyl), –Si(C_1-C_6 alkyl)$_3$, C_3-C_6 cycloalkyl, (C_1-C_6 alkyl)-(C_3-C_6 cycloalkyl)–, or (C_1-C_6 haloalkyl)-(C_3-C_6 cycloalkyl)–, wherein cycloalkyl in said C_3-C_6 cycloalkyl, (C_1-C_6 alkyl)-(C_3-C_6 cycloalkyl)–, or (C_1-C_6 haloalkyl)-(C_3-C_6 cycloalkyl)– is optionally substituted with one or more halo; and

each $R^{b'}$ is independently C_1-C_6 alkyl or C_1-C_6 haloalkyl,

provided that if X_{3b} is CR^{3b} and X_{6b} is CR^{6b}, then no more than three of R^{2b}, R^{3b}, R^{4b}, R^{5b}, and R^{6b} are H.

5. The compound of claim 1, wherein the compound is of formula (I-F):



(I-F)

or a pharmaceutically acceptable salt thereof, wherein:

X_{5a} is N, $N^+–O^-$, or $N^+–CH_3$;

R^{6a} is halo, –CN, C_1-C_6 alkyl, C_1-C_6 alkenyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkenyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, $–NH_2$, –NH(C_1-C_6 alkyl), –N(C_1-C_6 alkyl)$_2$, $–NHC(O)NH_2$, –NHC(O)NH(C_1-C_6 alkyl), –OH, –(C_1-C_6 alkylene)-OH, –(C_1-C_6 alkylene)-(C_1-C_6 alkoxy), –(C_1-C_6 alkylene)-NH_2, –(C_1-C_6 alkylene)-NH(C_1-C_6 alkyl), –(C_1-C_6 alkylene)-N(C_1-C_6 alkyl)$_2$, –O(C_1-C_6 alkylene)-(C_1-C_6 alkoxy), –O(C_1-C_6 alkylene)-NH_2, –O(C_1-C_6 alkylene)-NH(C_1-C_6 alkyl), –O(C_1-C_6 alkylene)-N(C_1-C_6 alkyl)$_2$, –C(O)(C_1-C_6 alkyl), $–C(O)NH_2$, –C(O)NH(C_1-C_6 alkyl), –C(O)N(C_1-C_6 alkyl)$_2$, –C(O)OH, –C(O)O(C_1-C_6 alkyl), $–C(NH)NH_2$, $–C(S)NH_2$, $–SO_2NH_2$, or 5-10 membered heteroaryl comprising 1-3 heteroatoms selected from nitrogen, oxygen, and sulfur, wherein said heteroaryl is optionally substituted with 1-2 $R^{a'}$;

R^{9a} is H, halo, –CN, C_1-C_6 alkyl, C_1-C_6 alkenyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkenyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, $–NH_2$, –NH(C_1-C_6 alkyl), –N(C_1-C_6 alkyl)$_2$, –OH, –(C_1-C_6 alkylene)-OH, –(C_1-C_6 alkylene)-(C_1-C_6 alkoxy), –(C_1-C_6 alkylene)-NH_2, –(C_1-C_6 alkylene)-NH(C_1-C_6 alkyl), –(C_1-C_6 alkylene)-N(C_1-C_6 alkyl)$_2$, –O(C_1-C_6 alkylene)-(C_1-C_6 alkoxy), –O(C_1-C_6 alkylene)-NH_2, –O(C_1-C_6 alkylene)-NH(C_1-C_6 alkyl), –O(C_1-C_6 alkylene)-N(C_1-C_6 alkyl)$_2$, –C(O)(C_1-C_6 alkyl), $–C(O)NH_2$, –C(O)NH(C_1-C_6 alkyl), –C(O)N(C_1-C_6 alkyl)$_2$, –C(O)OH, –C(O)O(C_1-C_6 alkyl), or $–C(S)NH_2$;

each $R^{a'}$ is independently halo, –OH, C_1-C_6 alkyl, C_1-C_6 haloalkyl, –C(O)O(C_1-C_6 alkyl), or $–C(O)NH_2$;

X_{3b} is N or CH;

R^{2b} is halo, C_1-C_6 alkyl, C_1-C_6 alkenyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkenyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, –OH, –NH(C_1-C_6 alkyl), –N(C_1-C_6 alkyl)$_2$, –(C_1-C_6 alkylene)-OH, –(C_1-C_6 alkylene)-C(O)OH, –C(O)(C_1-C_6 alkyl), –C(O)(C_1-C_6 haloalkyl), –C(O)O(C_1-C_6 alkyl), –Si(C_1-C_6 alkyl)$_3$, C_3-C_6 cycloalkyl, (C_1-C_6 alkyl)-(C_3-C_6 cycloalkyl)–, or (C_1-C_6 haloalkyl)-(C_3-C_6 cycloalkyl)–, wherein cycloalkyl in said C_3-C_6 cycloalkyl, (C_1-C_6 alkyl)-(C_3-C_6 cycloalkyl)–, or (C_1-C_6 haloalkyl)-(C_3-C_6 cycloalkyl)– is optionally substituted with one or more halo;

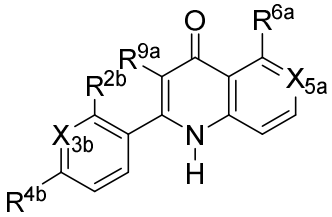
R^{4b} is halo, C_1-C_6 alkyl, C_1-C_6 alkenyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkenyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, –OH, $–NH_2$, –NH(C_1-C_6 alkyl), –N(C_1-C_6 alkyl)$_2$, –(C_1-C_6 alkylene)-OH, –(C_1-C_6 haloalkylene)-OH, –(C_1-C_6 haloalkylene)-C(O)OH, –C(O)(C_1-C_6 alkyl), –C(O)(C_1-C_6 haloalkyl), –C(O)(O)(C_1-C_6 alkyl), –Si(C_1-C_6 alkyl)$_3$, C_6-C_{10} aryl, C_3-C_{10} cycloalkyl, (C_1-C_6 alkyl)-(C_3-C_6

cycloalkyl)–,
(C_1-C_6 haloalkyl)-(C_3-C_6 cycloalkyl)–, or 4-10 membered heterocyclyl comprising 1-3 heteroatoms selected from nitrogen and oxygen, wherein cycloalkyl in said C_3-C_6 cycloalkyl, (C_1-C_6 alkyl)-(C_3-C_6 cycloalkyl)–, or
(C_1-C_6 haloalkyl)-(C_3-C_6 cycloalkyl)– is optionally substituted with one or more halo and said heteroyclyl is optionally substituted with 1-2 $R^{b'}$;

R^{5b} is halo, C_1-C_6 alkyl, C_1-C_6 alkenyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkenyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, –OH, $–NH_2$, –NH(C_1-C_6 alkyl), –N(C_1-C_6 alkyl)$_2$, –(C_1-C_6 alkylene)-OH, –(C_1-C_6 alkylene)-C(O)OH, –C(O)(C_1-C_6 alkyl), –C(O)(C_1-C_6 haloalkyl), –Si(C_1-C_6 alkyl)$_3$, C_3-C_6 cycloalkyl, (C_1-C_6 alkyl)-(C_3-C_6 cycloalkyl)–, or (C_1-C_6 haloalkyl)-(C_3-C_6 cycloalkyl)–, wherein cycloalkyl in said
C_3-C_6 cycloalkyl, (C_1-C_6 alkyl)-(C_3-C_6 cycloalkyl)–, or (C_1-C_6 haloalkyl)-(C_3-C_6 cycloalkyl)– is optionally substituted with one or more halo; and

each $R^{b'}$ is independently C_1-C_6 alkyl or C_1-C_6 haloalkyl.

6. The compound of claim 1, wherein the compound is of formula (I-G):



(I-G)

or a pharmaceutically acceptable salt thereof, wherein:

X_{5a} is N or N^+–O^-;

R^{6a} is halo, –CN, C_1-C_6 alkyl, C_1-C_6 alkenyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkenyl, C_1-C_4 alkoxy, C_1-C_6 haloalkoxy, $–NH_2$, –NH(C_1-C_6 alkyl), –N(C_1-C_6 alkyl)$_2$, –NHC(O)NH_2, –NHC(O)NH(C_1-C_6 alkyl), –OH, –(C_1-C_6 alkylene)-OH, –(C_1-C_6 alkylene)-(C_1-C_6 alkoxy), –(C_1-C_6 alkylene)-NH_2, –(C_1-C_6 alkylene)-NH(C_1-C_6 alkyl), –(C_1-C_6 alkylene)-N(C_1-C_6 alkyl)$_2$, –O(C_1-C_6 alkylene)-(C_1-C_6 alkoxy), –O(C_1-C_6 alkylene)-NH_2, –O(C_1-C_6 alkylene)-NH(C_1-C_6 alkyl), –O(C_1-C_6 alkylene)-N(C_1-C_6 alkyl)$_2$, –C(O)(C_1-C_6 alkyl), –C(O)NH_2, –C(O)NH(C_1-C_6 alkyl), –C(O)N(C_1-C_6 alkyl)$_2$, –C(O)OH, –C(O)O(C_1-C_6 alkyl), –C(NH)NH_2, –C(S)NH_2, –SO_2NH_2, or 5-10 membered heteroaryl comprising 1-3 heteroatoms selected from nitrogen, oxygen, and sulfur, wherein said heteroaryl is optionally substituted with 1-2 $R^{a'}$;

R^{9a} is H, halo, –CN, C_1-C_6 alkyl, C_1-C_6 alkenyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkenyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, $–NH_2$, –NH(C_1-C_6 alkyl), –N(C_1-C_6 alkyl)$_2$, –OH,–(C_1-C_6 alkylene)-OH, –(C_1-C_6 alkylene)-(C_1-C_6 alkoxy), –(C_1-C_6 alkylene)-NH_2, –(C_1-C_6 alkylene)-NH(C_1-C_6 alkyl), –(C_1-C_6 alkylene)-N(C_1-C_6 alkyl)$_2$, –O(C_1-C_6 alkylene)-(C_1-C_6 alkoxy), –O(C_1-C_6 alkylene)-NH_2, –O(C_1-C_6 alkylene)-NH(C_1-C_6 alkyl), –O(C_1-C_6 alkylene)-N(C_1-C_6 alkyl)$_2$, –C(O)(C_1-C_6 alkyl), –C(O)NH_2, –C(O)NH(C_1-C_6 alkyl), –C(O)N(C_1-C_6 alkyl)$_2$, –C(O)OH, –C(O)O(C_1-C_6 alkyl), or –C(S)NH_2;

each $R^{a'}$ is independently halo, –OH, C_1-C_6 alkyl, C_1-C_6 haloalkyl, –C(O)O(C_1-C_6 alkyl), or –C(O)NH_2;

X_{3b} is N or CH;

R^{2b} is halo, C_1-C_6 alkyl, C_1-C_6 alkenyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkenyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, –OH, –NH(C_1-C_6 alkyl), –N(C_1-C_6 alkyl)$_2$, –(C_1-C_6 alkylene)-OH, –(C_1-C_6 alkylene)-C(O)OH, –C(O)(C_1-C_6 alkyl), –C(O)(C_1-C_6 haloalkyl), –C(O)O(C_1-C_6 alkyl), –Si(C_1-C_6 alkyl)$_3$, C_3-C_6 cycloalkyl, (C_1-C_6 alkyl)-(C_3-C_6 cycloalkyl)–, or (C_1-C_6 haloalkyl)-(C_3-C_6 cycloalkyl)–, wherein cycloalkyl in said C_3-C_6 cycloalkyl, (C_1-C_6 alkyl)-(C_3-C_6 cycloalkyl)–, or (C_1-C_6 haloalkyl)-(C_3-C_6 cycloalkyl)– is optionally substituted with one or more halo;

R^{4b} is halo, C_1-C_6 alkyl, C_1-C_6 alkenyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkenyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, –OH, –NH_2, –NH(C_1-C_6 alkyl), –N(C_1-C_6 alkyl)$_2$, –(C_1-C_6 alkylene)-OH, –(C_1-C_6 haloalkylene)-OH, –(C_1-C_6 alkylene)-C(O)OH, –(C_1-C_6 haloalkylene)-C(O)OH, –C(O)(C_1-C_6 alkyl), –C(O)(C_1-C_6 haloalkyl), –C(O)(O)(C_1-C_6 alkyl), –Si(C_1-C_6 alkyl)$_3$, C_6-C_{10} aryl,C_3-C_{10} cycloalkyl, (C_1-C_6 alkyl)-(C_3-C_6 cycloalkyl)–, (C_1-C_6 haloalkyl)-(C_3-C_6 cycloalkyl)–, or 4-10 membered heterocyclyl comprising 1-3 heteroatoms selected from nitrogen and oxygen, wherein cycloalkyl in said C_3-C_{10} cycloalkyl, (C_1-C_6 alkyl)-(C_3-C_6 cycloalkyl)–, or (C_1-C_6 haloalkyl)-(C_3-C_6 cycloalkyl)– is optionally substituted with one or more halo and said heteroyclyl is optionally substituted with 1-2 $R^{b'}$; and

each $R^{b'}$ is independently C_1-C_6 alkyl or C_1-C_6 haloalkyl.

7. The compound of any one of claims 1 to 6, wherein X_{5a} is N.

8. The compound of any one of claims 1 to 7, wherein X_{9a} is CR^{9a} and R^{9a} is H, halo, C_1-C_6 alkyl, C_1-C_6 alkoxy, –C(O)OH, or –C(O)O(C_1-C_6 alkyl),

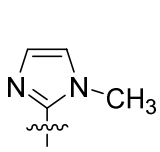
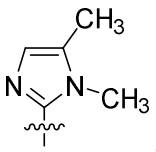
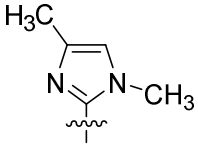
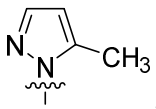
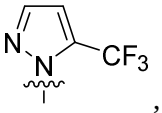
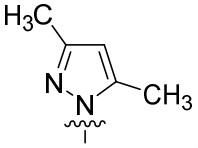
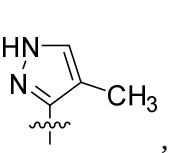
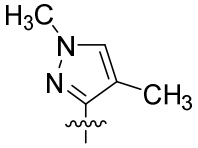
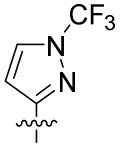
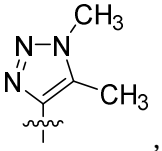
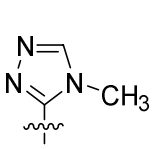
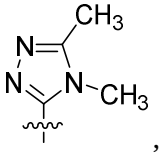
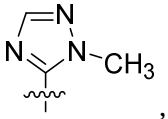
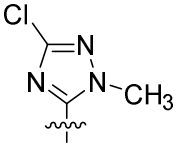
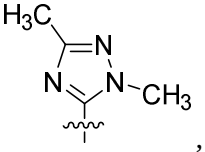
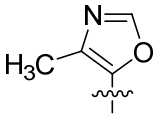
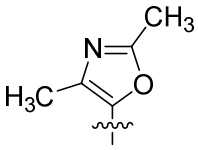
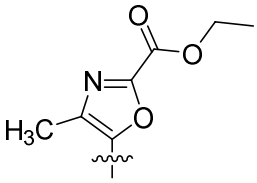
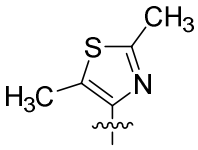
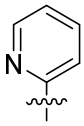
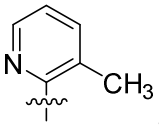
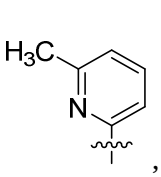
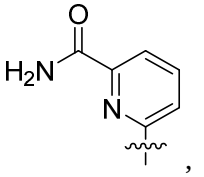
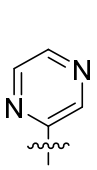
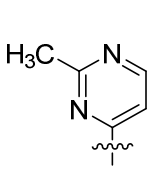
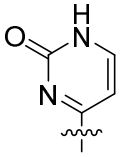
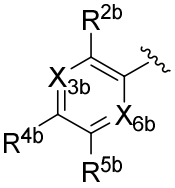
optionally wherein R^{9a} is H, Cl, Br, –CH_3, –OCH_3, –OCH_2CH_3, –C(O)OH, or –C(O)OCH_3.

9. The compound of any one of claims 1 to 8, wherein R^{3a} is H or C_1-C_6 alkyl, optionally wherein R^{3a} is H or –CH_3.

10. The compound of any one of claims 1 to 9, wherein R^{4a} is H.

11. The compound of any one of claims 1 to 10, wherein R^{6a} is H, –CN, C_1-C_6 alkoxy, –NH(C_1-C_6 alkyl), –N(C_1-C_6 alkyl)$_2$, –NHC(O)NH_2, –NHC(O)NH(C_1-C_6 alkyl), –OH, –O(C_1-C_6 alkylene)-(C_1-C_6 alkoxy), –O(C_1-C_6 alkylene)-N(C_1-C_6 alkyl)$_2$, –C(O)NH_2, –C(O)NH(C_1-C_6 alkyl), –C(O)N(C_1-C_6 alkyl)$_2$, –C(O)OH, –C(O)O(C_1-C_6 alkyl), –C(NH)NH_2, –C(S)NH_2, –SO_2NH_2, or 5-10 membered heteroaryl comprising 1-3 heteroatoms selected from nitrogen, oxygen, and sulfur, wherein said heteroaryl is optionally substituted with 1-2 $R^{a'}$; and each $R^{a'}$ is independently Cl, –OH, –CH_3, –CH_2CH_3, –CF_3, –C(O)OCH_2CH_3, or –C(O)NH_2,

optionally wherein R^{6a} is H, –CN, –OCH_3, –$OCH_2CH_2CH(CH_3)_2$, –NH(CH_3), –N(CH_3)$_2$, –NHC(O)NH_2, –NHC(O)$NHCH_3$, –OH, –$OCH_2CH_2OCH_3$, –$OCH_2CH_2N(CH_3)_2$, –C(O)NH_2, –C(O)NH(CH_3), –

$C(O)N(CH_3)_2$, $–C(O)OH$, $–C(O)OCH_3$, $–C(NH)NH_2$, $–C(S)NH_2$, $–SO_2NH_2$, , , , , , , , , , , , , , , , , , , , , , , , , , , or .

12. The compound of any one of claims 1 to 11, wherein Y is .

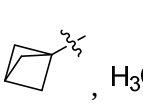
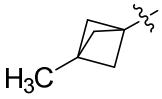
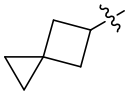
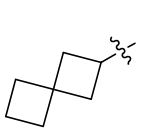
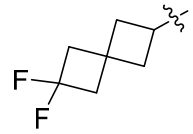
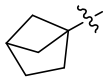
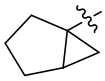
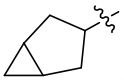
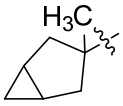
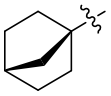
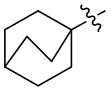
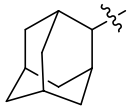
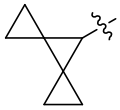
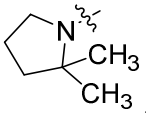
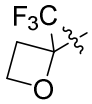
13. The compound of claim 12, wherein X_{3b} is CR^{3b} and R^{3b} is H, halo, C_1-C_6 alkyl, or C_1-C_6 haloalkyl, optionally wherein R^{3b} is H, F, $–CH_3$ or $–CF_3$.

14. The compound of claim 12 or 13, wherein X_{6b} is CR^{6b} and R^{6b} is H, halo, or C_1-C_6 alkyl, optionally wherein R^{6b} is H, F, or $–CH_3$.

15. The compound of any one of claims 12 to 14, wherein R^{2b} is H, halo, C_1-C_6 alkyl, C_1-C_6 alkoxy, –(C_1-C_6 alkylene)-OH, or $–C(O)O(C_1$-C_6 alkyl), optionally wherein R^{2b} is H, F, Cl, $–CH_3$, $–CH_2CH_3$, $–OCH_3$, $–CH_2OH$, $–CH_2CH_2CH_2OH$, or $–C(O)OCH_3$.

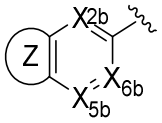
16. The compound of any one of claims 12 to 15, wherein R^{4b} is H, halo, C_1-C_6 alkyl, C_1-C_6 alkenyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkenyl, C_1-C_6 haloalkoxy, –(C_1-C_6 alkylene)-OH, –(C_1-C_6 haloalkylene)-OH, –(C_1-C_6 alkylene)-C(O)OH, –(C_1-C_6 haloalkylene)-C(O)OH, $–C(O)O(C_1$-C_6 alkyl), $–Si(C_1$-C_6 alkyl)$_3$, C_6-C_{10} aryl, C_3-C_{10} cycloalkyl, (C_1-C_6 alkyl)-(C_3-C_6 cycloalkyl)–, (C_1-C_6 haloalkyl)-(C_3-C_6 cycloalkyl)–, or 4-10 membered heterocyclyl comprising 1-3 heteroatoms selected from nitrogen and oxygen, wherein cycloalkyl in said C_3-C_{10} cycloalkyl, (C_1-C_6 alkyl)-(C_3-C_6 cycloalkyl)–, or (C_1-C_6 haloalkyl)-(C_3-C_6

cycloalkyl)– is optionally substituted with one or more halo and said heteroyclyl is optionally substituted with 1-2 $R^{b'}$; and each $R^{b'}$ is independently $–CH_3$ or $–CF_3$;

optionally wherein R^{4b} is H, Cl, $–CH_3$, $–CH(CH_3)_2$, $–C(CH_3)_3$, $–C(CH_3)_2(CH_2CH_3)$, $–CF_3$, $–C(CH_3)_2(CHF_2)$, $–C(CH_3)_2(CF_3)$, $–CH_2C(CH_3)_2F$, $–C(=CH_2)(CF_3)$, $–CH=C(CH_3)_2$, $–OCF_3$, $–C(CH_3)_2(CH_2OH)$, $–C(CH_3)(CF_3)(CH_2OH)$, $–C(CH_3)_2(C(O)OH)$, $–C(CH_3)(CF_3)(C(O)OH)$, $–C(O)OCH_3$, $–Si(CH_3)_3$, phenyl, 1-methylcyclopropyl, 1-trifluoromethylcyclopropyl, cyclobutyl, 1-methylcyclobutyl, 3,3-difluoro-1-methylcyclobutyl, cyclopentyl, 1-methylcyclopentyl, 1-trifluoromethylcyclopentyl, 3,3-difluoro-1-methylcyclopentyl, 4,4-difluoro-1-methylcyclohexyl, , , , , , , , , , , , , , , or .

17. The compound of any one of claims 12 to 16, wherein R^{5b} is H, halo, C_1-C_6 alkyl, C_1-C_6 haloalkyl, C_1-C_6 alkoxy, or C_3-C_6 cycloalkyl,

optionally wherein R^{5b} is H, F, Cl, $–CH_3$, $–CH_2CH_3$, $–CH(CH_3)_2$, $–C(CH_3)_3$, $–CF_3$, $–OCH_3$, or cyclopropyl.

18. The compound of any one of claims 1 to 11, wherein Y is .

19. The compound of claim 18, wherein X_{2b} is CR^{2b} and R^{2b} is H or C_1-C_6 alkyl; optionally wherein R^{2b} is H or $–CH_3$.

20. The compound of claim 18 or 19, wherein X_{5b} is N.

21. The compound of claim 18 or 19, wherein X_{5b} is CR^{5b} and R^{5b} is H or C_1-C_6 alkyl; optionally wherein R^{5b} is H or $–CH_3$.

22. The compound of any one of claims 18 to 21, wherein X_{6b} is CR^{6b} and R^{6b} is H, C_1-C_6 alkyl, –OH, or $–N(C_1$-C_6 alkyl$)_2$

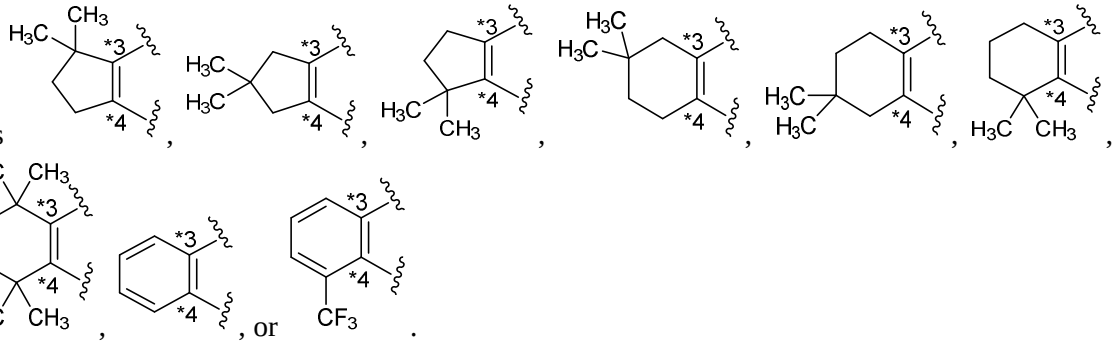
optionally wherein R^{6b} is H, $–CH_3$, –OH, $–N(CH_3)_2$, $–N(CH_2CH_2CH_2)_3$, $–N(CH_3)(CH_2CH_2CH_2CH_3)$, $–N(CH_2CH_3)(CH_2CH_2CH_2CH_3)$, or $–N(CH_2CH(CH_3)_2)$.

23. The compound of any one of claims 18 to 22, wherein Z is a 5-6 membered aromatic or nonaromatic carbocycle optionally substituted with one to four R^z;

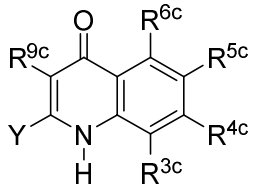
optionally wherein:

R^z is C_1-C_6 alkyl or C_1-C_6 haloalkyl; and/or

R^z is $–CH_3$ or $–CF_3$; and/or

Z is , or .

24. A compound of formula (II):



(II)

or a pharmaceutically acceptable salt thereof, wherein:

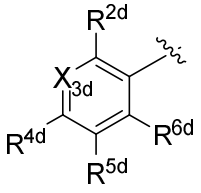
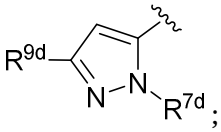
R^{3c} is H, halo, or C_1-C_6 alkyl;

R^{4c} is H, halo, –CN, or C_1-C_6 alkoxy;

R^{5c} is H, halo, –CN, C_1-C_6 alkyl, C_1-C_6 haloalkyl, C_1-C_6 alkoxy, or –C(O)O(C_1-C_6 alkyl);

R^{6c} is halo, –OH, –CN, C_1-C_6 alkoxy, $C(O)NH_2$, or 5-10 membered heteroaryl comprising 1-3 heteroatoms selected from nitrogen and oxygen;

R^{9c} is H, C_1-C_6 alkyl, –(C_1-C_6 alkylene)-OH, –(C_1-C_6 alkylene)-O(C_1-C_6 alkyl), or –C(O)O(C_1-C_6 alkyl);

Y is  or ;

X_{3d} is N or CR^{3d};

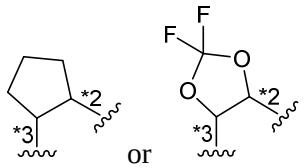
R^{2d}, R^{3d}, and R^{4d} are defined as follows:

(i) R^{2d} is H, halo, –OH, C_1-C_6 alkyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, or –(C_1-C_6 alkylene)-OH;

R^{3d} is H, halo, C_1-C_6 alkyl, C_1-C_6 haloalkyl, C_1-C_6 alkoxy, or C_1-C_6 haloalkoxy; and

R^{4d} is H, halo, C_1-C_6 alkyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkenyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, –(C_1-C_6 alkylene)-OH, –(C_1-C_6 alkylene)-(C_1-C_6 alkoxy), –Si(C_1-C_6 alkyl)$_3$, –C(O)O(C_1-C_6 alkyl), (C_1-C_6 alkyl)-(C_3-C_6 cycloalkyl)–, (C_1-C_6 haloalkyl)-(C_3-C_6 cycloalkyl)–, or C_3-C_6 cycloalkyl, wherein cycloalkyl in said C_3-C_6 cycloalkyl, (C_1-C_6 alkyl)-(C_3-C_6 cycloalkyl)–, or (C_1-C_6 haloalkyl)-(C_3-C_6 cycloalkyl)– is optionally substituted with one or more halogen or –CN; or

(ii) R^{2d} and R^{3d}, together with the carbon atoms to which they are attached, form a ring of formula:

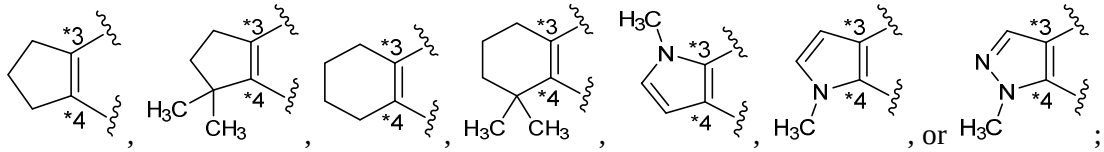


or ; and

R^{4d} is H, halo, C_1-C_6 alkyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkenyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, –(C_1-C_6 alkylene)-OH, –(C_1-C_6 alkylene)-(C_1-C_6 alkoxy), –Si(C_1-C_6 alkyl)$_3$, –C(O)O(C_1-C_6 alkyl), (C_1-C_6 alkyl)-(C_3-C_6 cycloalkyl)–, (C_1-C_6 haloalkyl)-(C_3-C_6 cycloalkyl)–, or C_3-C_6 cycloalkyl, wherein cycloalkyl in said C_3-C_6 cycloalkyl, (C_1-C_6 alkyl)-(C_3-C_6 cycloalkyl)–, or (C_1-C_6 haloalkyl)-(C_3-C_6 cycloalkyl)– is optionally substituted with one or more halogen or –CN; or

(iii) R^{2d} is H, halo, –OH, C_1-C_6 alkyl, C_1-C_6 alkoxy, C_1-C_6 haloalkoxy, or –(C_1-C_6 alkylene)-OH; and

R^{3d} and R^{4d}, together with the carbon atoms to which they are attached, form a ring of formula:



, , , , , , or ;

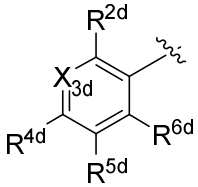
R^{5d} is H, halo, C_1-C_6 alkyl, C_1-C_6 haloalkyl, C_1-C_6 alkoxy, or –C(O)(C_1-C_6 alkyl);

R^{6d} is H, halo, or C_1-C_6 alkyl;

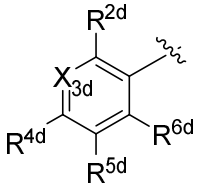
R^{7d} is C_1-C_6 alkyl; and

R^{9d} is C_1-C_6 alkyl;

provided that:

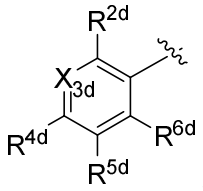
(i) if Y' is 

and X_{3d} is CR^{3d}, then no more than four of R^{2d}, R^{3d}, R^{4d}, R^{5d}, and R^{6d} are H; and

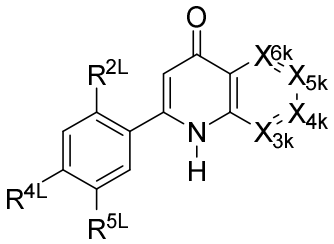
(ii) if Y' is  and X_{3d} is N, then no more than three of R^{2d}, R^{4d}, R^{5d}, and R^{6d} are H.

25. The compound of claim 28, wherein:

R^{6c} is halo, –OH, –CN, C_1-C_6 alkoxy, or $C(O)NH_2$; and

Y is .

26. A compound of formula (III):



(III)

or a pharmaceutically acceptable salt threof, wherein:

X_{3k} is N or CH;

X_{4k} is N or CH;

X_{5k} is N or CR^{5k};

X_{6k} is N, N^+–O^-, or CR^{6k};

R^{5k} is H, C_1-C_6 alkoxy, –OH, $–OCH_2CH_2N(CH_3)_2$, or $–N(CH_3)(CH_2CH_2OCH_3)$;

R^{6k} is H, –OH, C_1-C_6 alkoxy, or $–C(O)NH_2$;

R^{2L} is C_1-C_6 alkyl;

R^{4L} is C_1-C_6 alkyl, C_1-C_6 haloalkyl, or (C_1-C_6 haloalkyl)-(C_3-C_6 cycloalkyl)–; and

R^{5L} is H, halo, or C_1-C_6 alkyl,

provided that:

(i) at least one of X_{3k}, X_{4k}, and X_{5k} is N, or X_{6k} is N or N^+–O^-; and

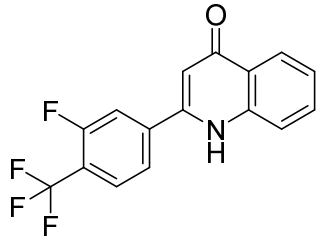
(ii) no more than two of X_{3k}, X_{4k}, X_{5k}, and X_{6k} are N; and

(iii) if X_{6k} is $N^+–O^-$, then X_{3k} and X_{4k} are CH, and X_{5k} is CR^{5k}; and

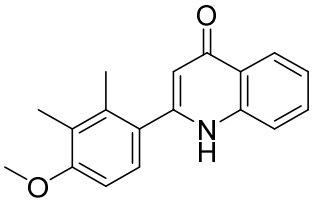
(iv) if X_{5k} is N, then X_{4k} is N.

27. The compound of claim 30, wherein R^{6k} is H, –OH, or C_1-C_6 alkoxy.

28. A compound selected from:

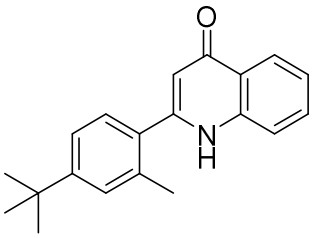


2-[3-fluoro-4-(trifluoromethyl)phenyl]-1*H*-quinolin-4-one,

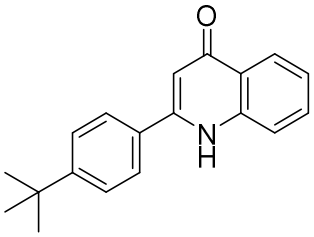


2-(4-methoxy-2,3-dimethyl-phenyl)-1*H*-quinolin-4-one,

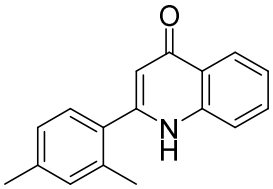
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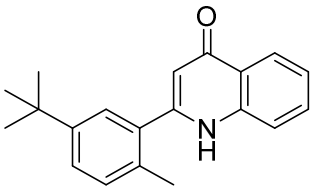
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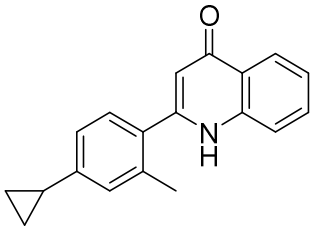
2-(4-*tert*-butylphenyl)-1*H*-quinolin-4-one,



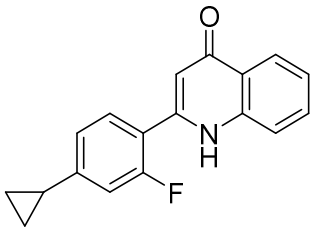
2-(2,4-dimethylphenyl)-1*H*-quinolin-4-one,



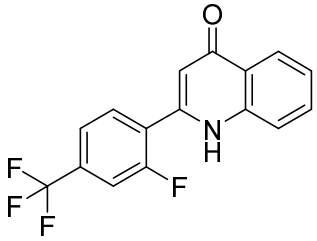
2-(5-*tert*-butyl-2-methyl-phenyl)-1*H*-quinolin-4-one,



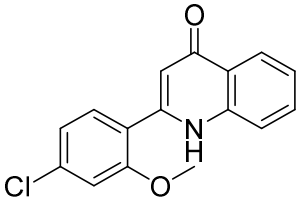
2-(4-cyclopropyl-2-methyl-phenyl)-1*H*-quinolin-4-one,



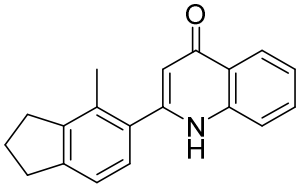
2-(4-cyclopropyl-2-fluoro-phenyl)-1*H*-quinolin-4-one,



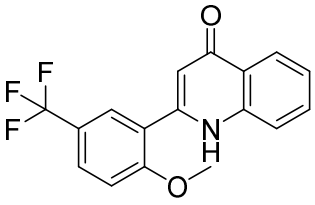
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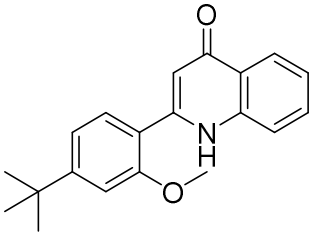
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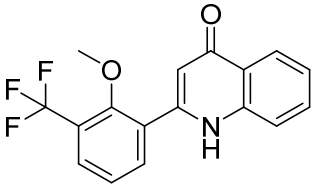
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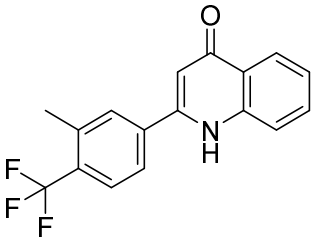
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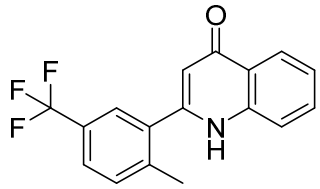
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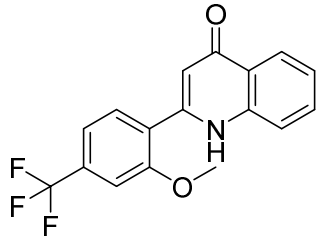
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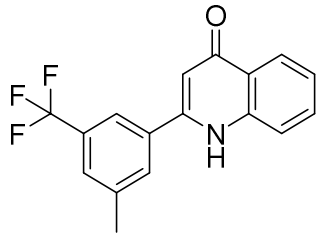
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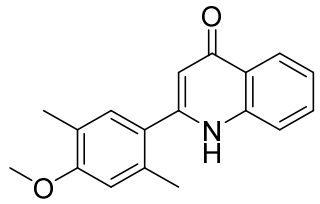
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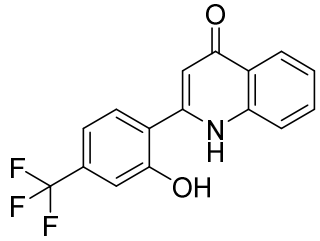
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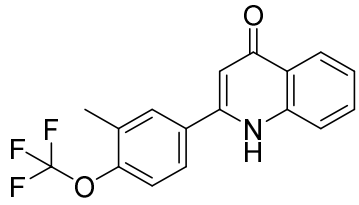
2-[3-methyl-5-(trifluoromethyl)phenyl]-1*H*-quinolin-4-one,



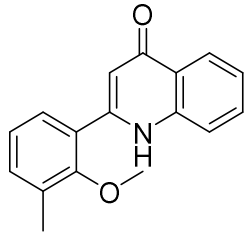
2-(4-methoxy-2,5-dimethyl-phenyl)-1*H*-quinolin-4-one,



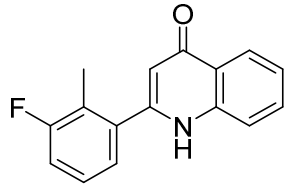
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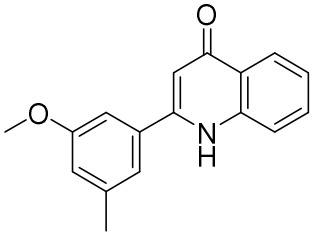
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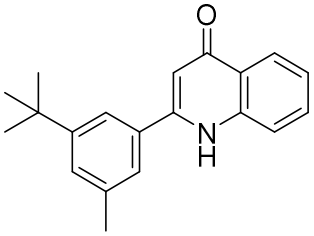
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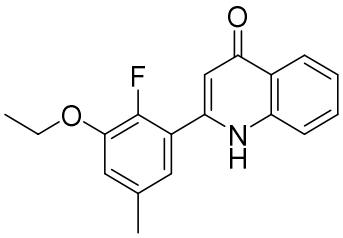
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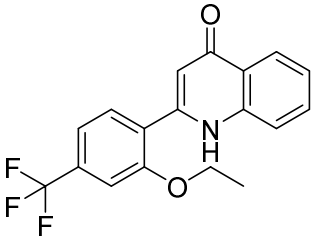
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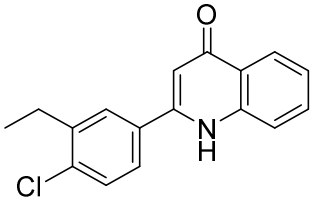
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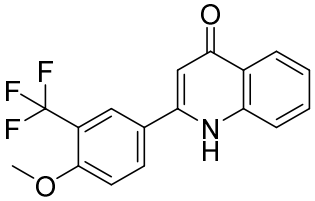
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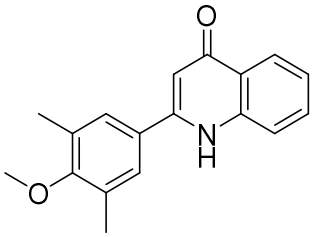
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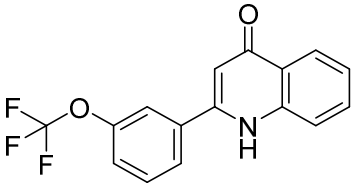
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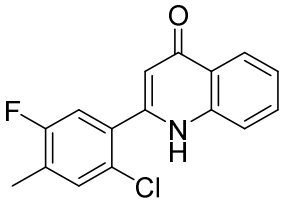
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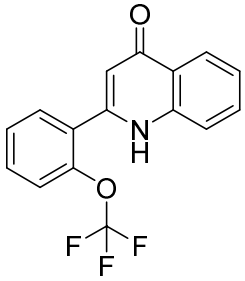
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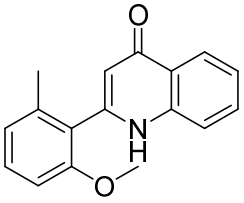
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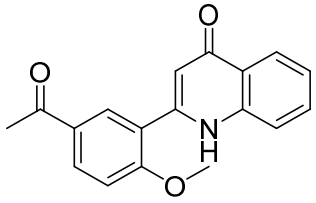
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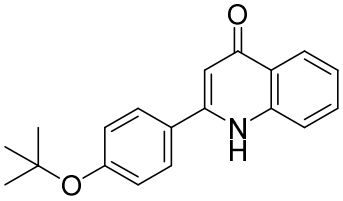
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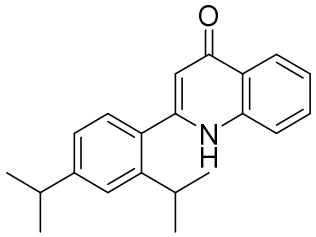
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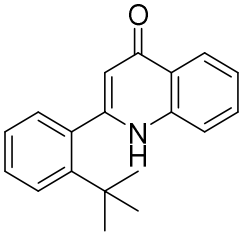
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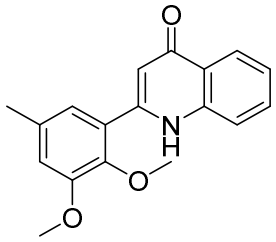
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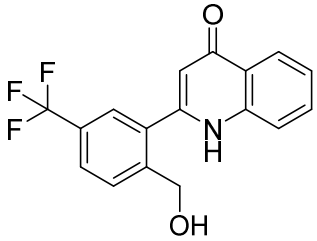
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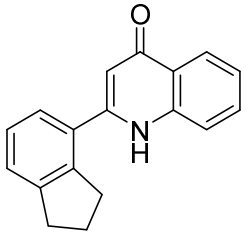
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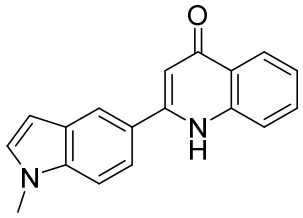
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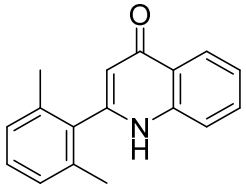
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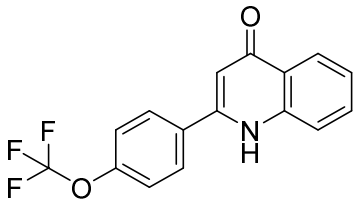
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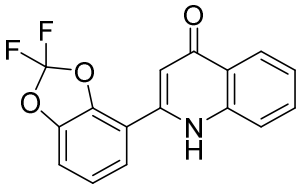
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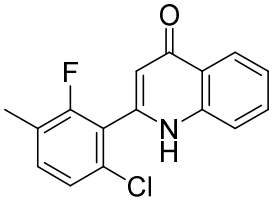
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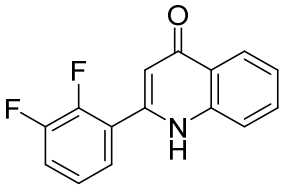
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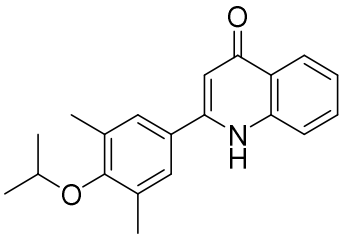
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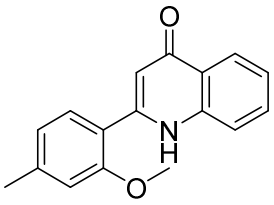
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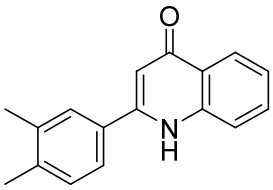
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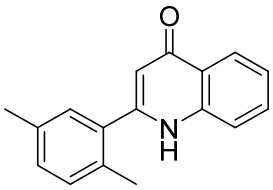
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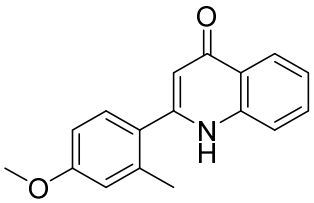
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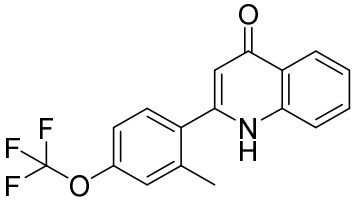
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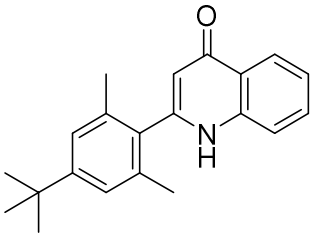
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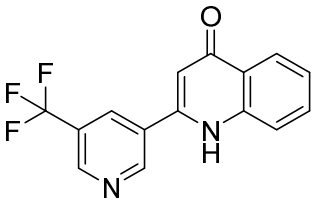


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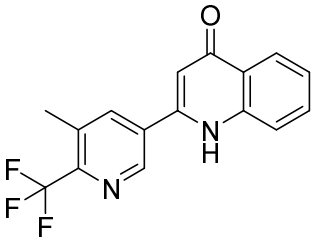


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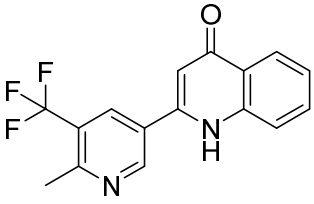
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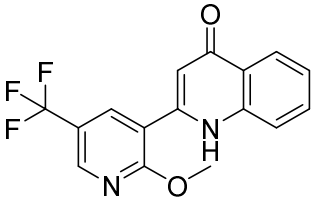
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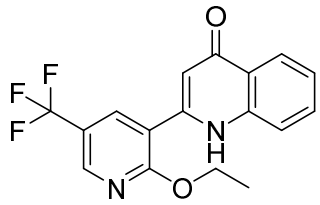
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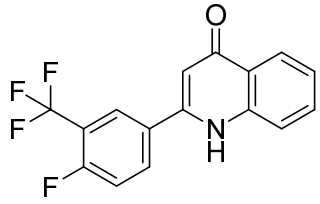
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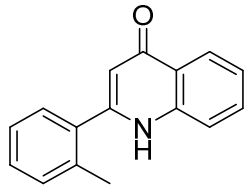
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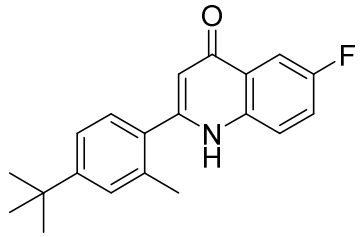
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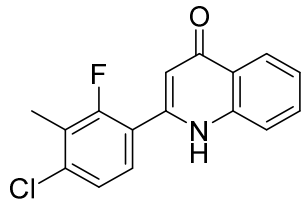
2-[4-fluoro-3-(trifluoromethyl)phenyl]-1*H*-quinolin-4-one,



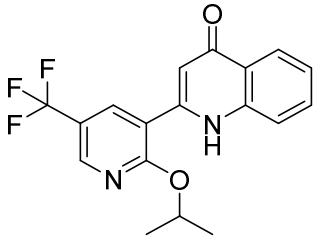
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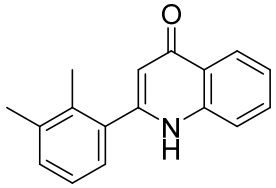
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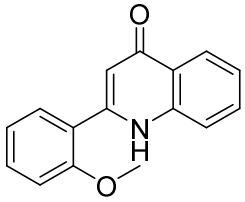
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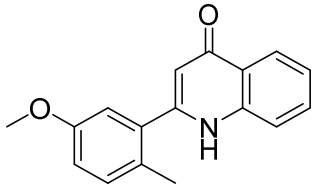
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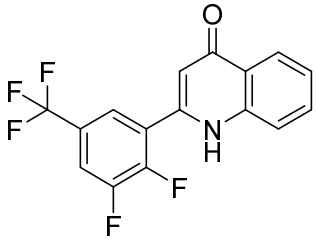
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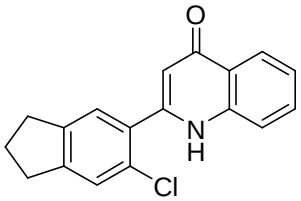
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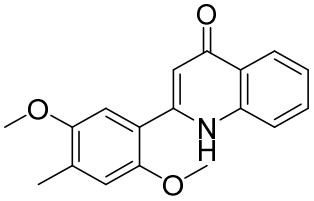
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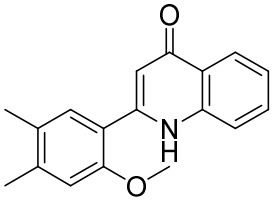
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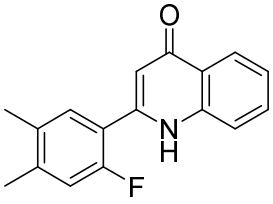
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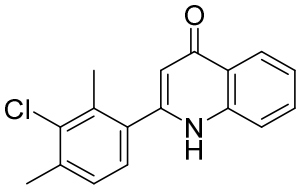
2-(2,5-dimethoxy-4-methyl-phenyl)-1*H*-quinolin-4-one,



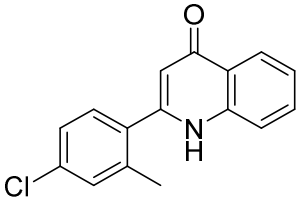
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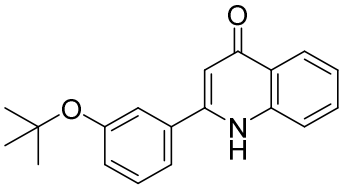
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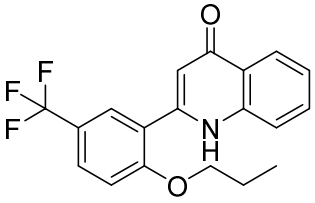
2-(3-chloro-2,4-dimethyl-phenyl)-1*H*-quinolin-4-one,



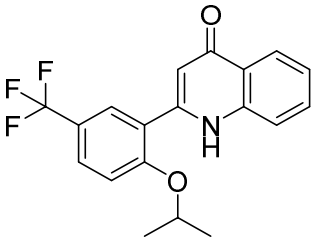
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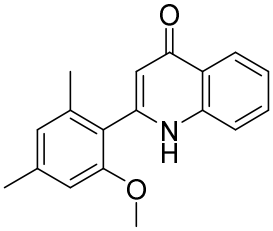
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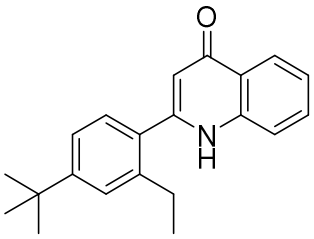
2-[2-propoxy-5-(trifluoromethyl)phenyl]-1*H*-quinolin-4-one,



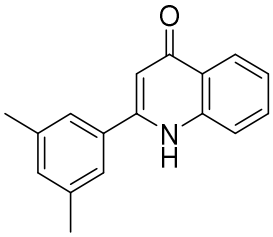
2-[2-isopropoxy-5-(trifluoromethyl)phenyl]-1*H*-quinolin-4-one,



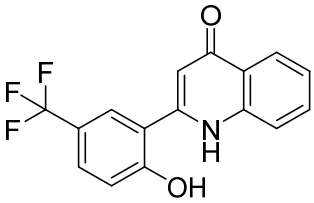
2-(2-methoxy-4,6-dimethyl-phenyl)-1*H*-quinolin-4-one,



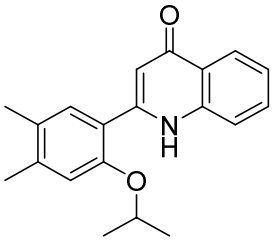
2-(4-*tert*-butyl-2-ethyl-phenyl)-1*H*-quinolin-4-one,



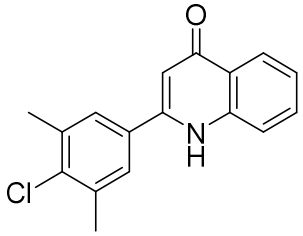
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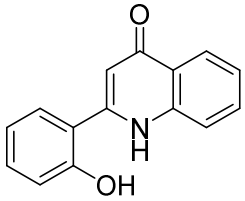
2-[2-hydroxy-5-(trifluoromethyl)phenyl]-1*H*-quinolin-4-one,



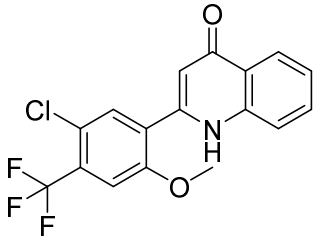
2-(2-isopropoxy-4,5-dimethyl-phenyl)-1*H*-quinolin-4-one,



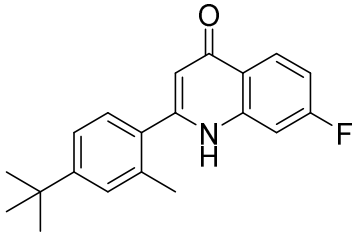
2-(4-chloro-3,5-dimethyl-phenyl)-1*H*-quinolin-4-one,



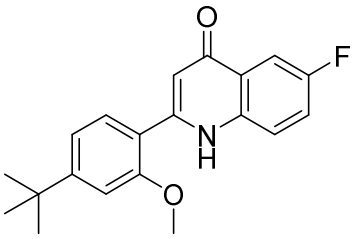
2-(2-hydroxyphenyl)-1*H*-quinolin-4-one,



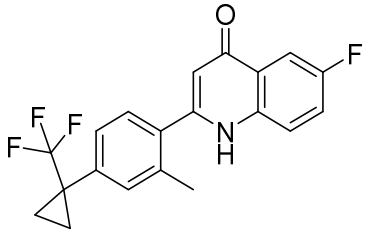
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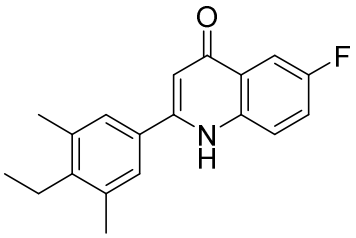
2-(4-*tert*-butyl-2-methyl-phenyl)-7-fluoro-1*H*-quinolin-4-one,



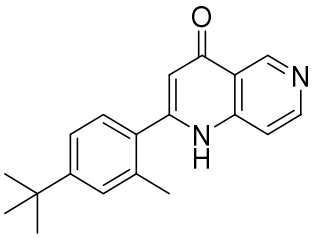
2-(4-tert-butyl-2-methoxy-phenyl)-6-fluoro- 1*H*-quinolin-4-one,



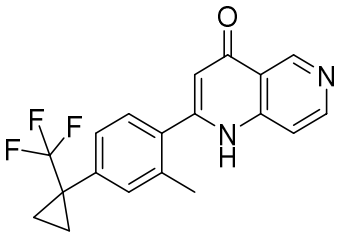
6-fluoro-2-[2-methyl-4-[1-(trifluoromethyl)cyclopropyl]phenyl]- 1*H*-quinolin-4-one,



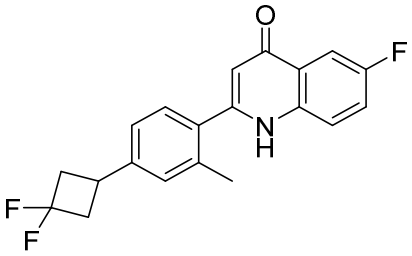
2-(4-ethyl-3,5-dimethyl-phenyl)-6-fluoro-1*H*-quinolin-4-one,



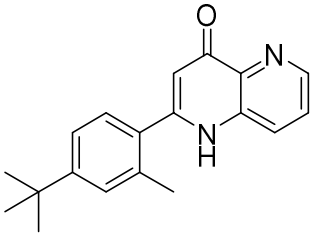
2-(4-tert-butyl-2-methyl-phenyl)-1*H*-1,6-naphthyridin-4-one,



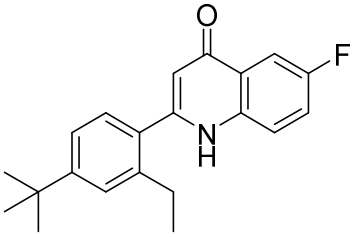
2-[2-methyl-4-[1-(trifluoromethyl)cyclopropyl]phenyl]-1*H*-1,6-naphthyridin-4-one,



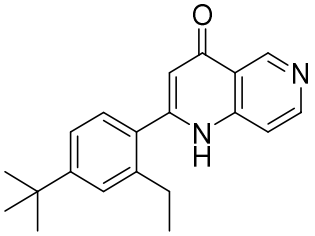
2-[4-(3,3-difluorocyclobutyl)-2-methyl-phenyl]-6-fluoro-1*H*-quinolin-4-one,



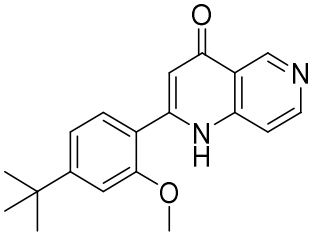
2-(4-tert-butyl-2-methyl-phenyl)-1*H*-1,5-naphthyridin-4-one,



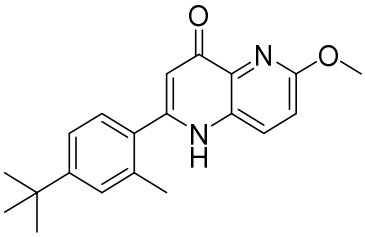
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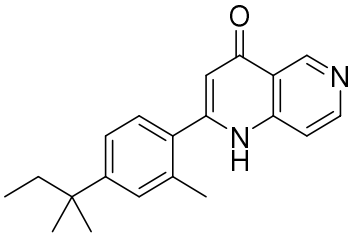
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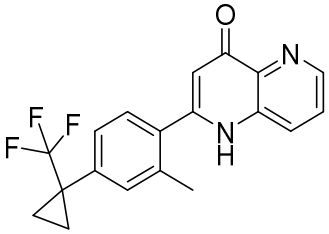
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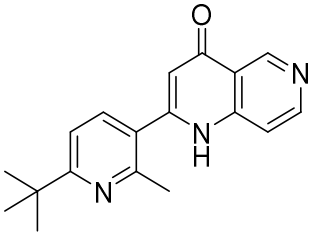
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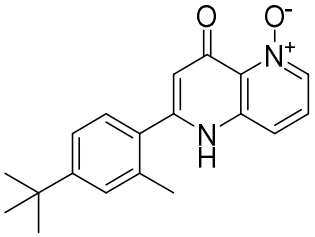
2-[4-(1,1-dimethylpropyl)-2-methyl-phenyl]-1*H*-1,6-naphthyridin-4-one,



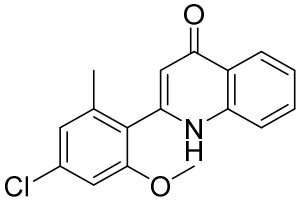
2-[2-methyl-4-[1-(trifluoromethyl)cyclopropyl]phenyl]-1*H*-1,5-naphthyridin-4-one,



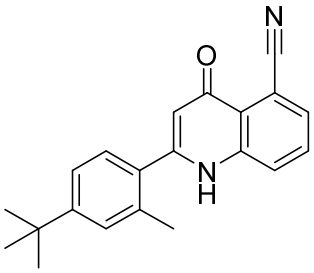
2-(6-tert-butyl-2-methyl-3-pyridyl)-1*H*-1,6-naphthyridin-4-one,



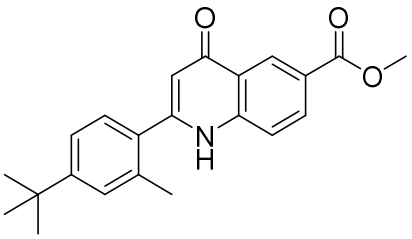
2-(4-tert-butyl-2-methyl-phenyl)-5-oxido-1*H*-1,5-naphthyridin-5-ium-4-one,



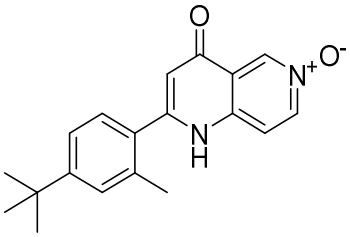
2-(4-chloro-2-methoxy-6-methyl-phenyl)-1*H*-quinolin-4-one,



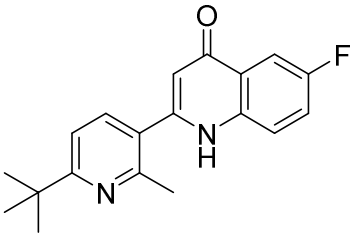
2-(4-tert-butyl-2-methyl-phenyl)-4-oxo-1*H*-quinoline-5-carbonitrile,



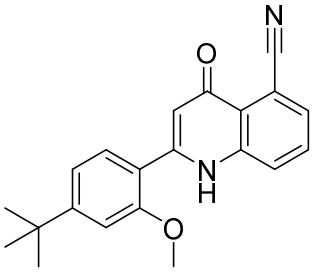
methyl 2-(4-tert-butyl-2-methyl-phenyl)-4-oxo-1*H*-quinoline-6-carboxylate,



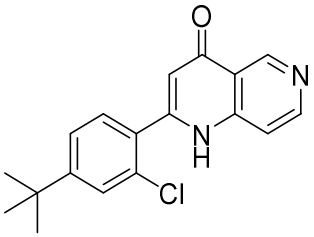
2-(4-tert-butyl-2-methyl-phenyl)-6-oxido-1*H*-1,6-naphthyridin-6-ium-4-one,



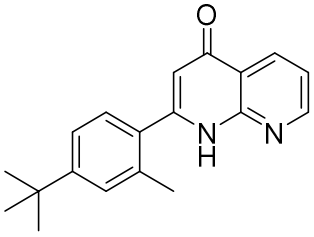
2-(6-tert-butyl-2-methyl-3-pyridyl)-6-fluoro-1*H*-quinolin-4-one,



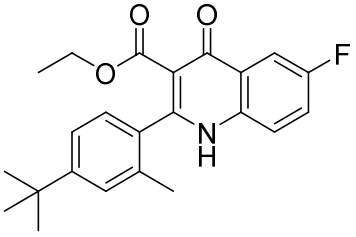
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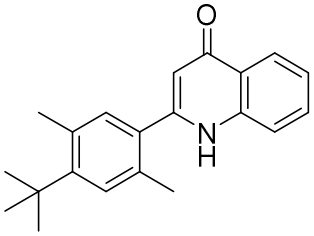
2-(4-tert-butyl-2-chloro-phenyl)-1*H*-1,6-naphthyridin-4-one,



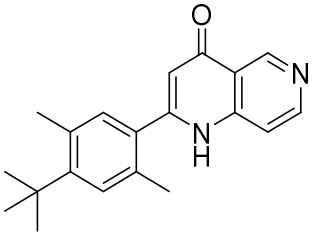
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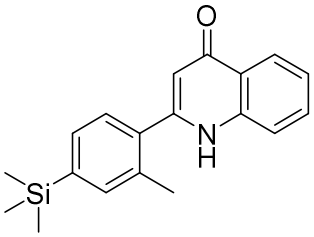
ethyl 2-(4-tert-butyl-2-methyl-phenyl)-6-fluoro-4-oxo-1*H*-quinoline-3-carboxylate,



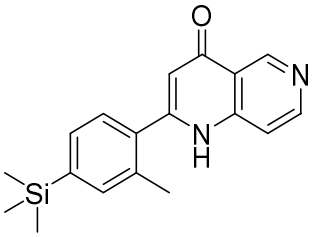
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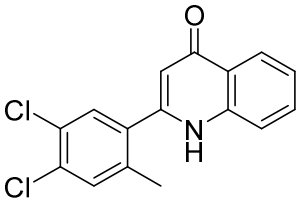
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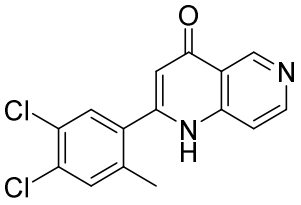
2-(2-methyl-4-trimethylsilyl-phenyl)-1*H*-quinolin-4-one,



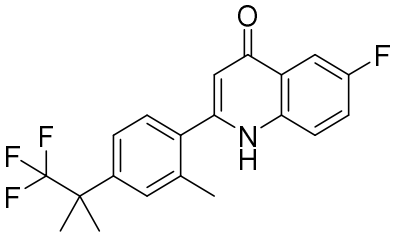
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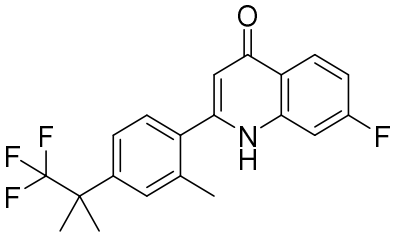
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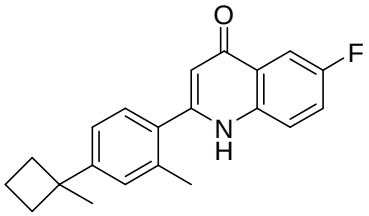
2-(4,5-dichloro-2-methyl-phenyl)-1*H*-1,6-naphthyridin-4-one,



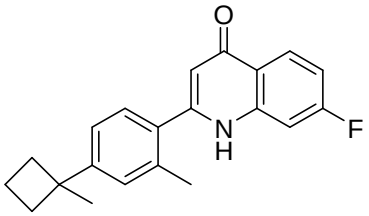
6-fluoro-2-[2-methyl-4-(2,2,2-trifluoro-1,1-dimethyl-ethyl)phenyl]-1*H*-quinolin-4-one,



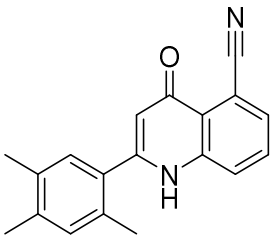
7-fluoro-2-[2-methyl-4-(2,2,2-trifluoro-1,1-dimethyl-ethyl)phenyl]-1*H*-quinolin-4-one,



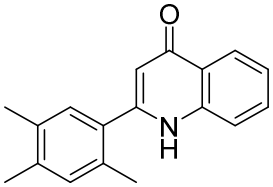
6-fluoro-2-[2-methyl-4-(1-methylcyclobutyl)phenyl]-1*H*-quinolin-4-one,



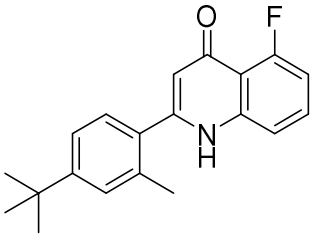
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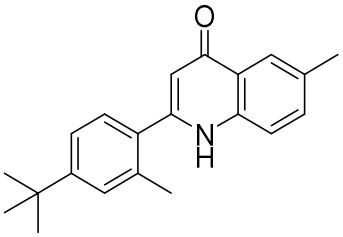
4-oxo-2-(2,4,5-trimethylphenyl)-1*H*-quinoline-5-carbonitrile,



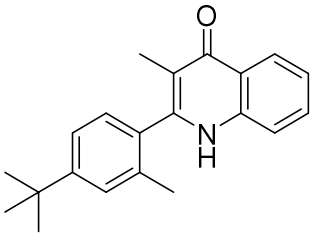
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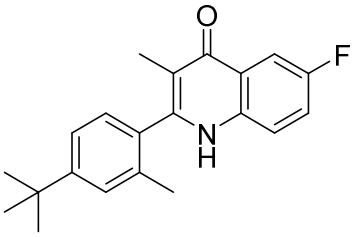
2-(4-tert-butyl-2-methyl-phenyl)-5-fluoro-1*H*-quinolin-4-one,



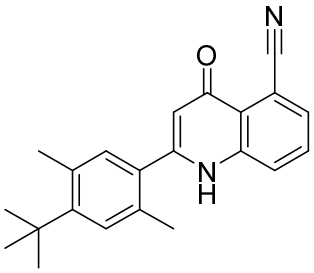
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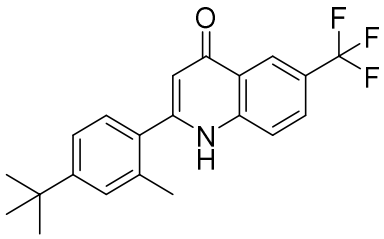
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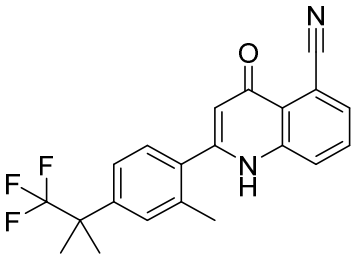
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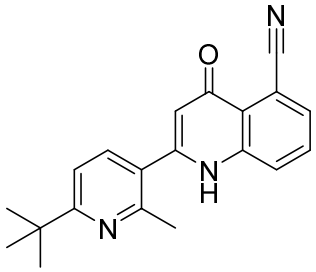
2-(4-tert-butyl-2,5-dimethyl-phenyl)-4-oxo-1*H*-quinoline-5-carbonitrile,



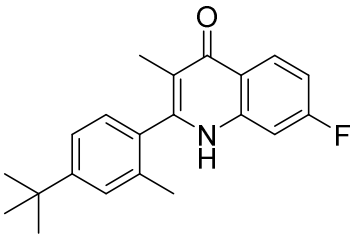
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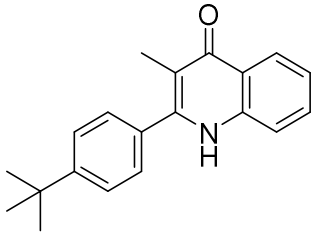
2-[2-methyl-4-(2,2,2-trifluoro-1,1-dimethyl-ethyl)phenyl]-4-oxo-1*H*-quinoline-5-carbonitrile,



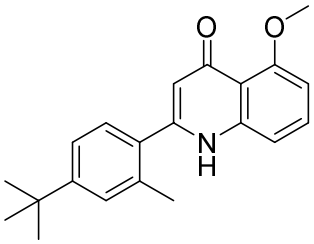
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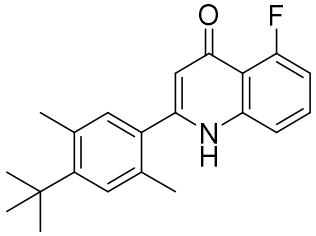
2-(4-tert-butyl-2-methyl-phenyl)-7-fluoro-3-methyl-1*H*-quinolin-4-one,



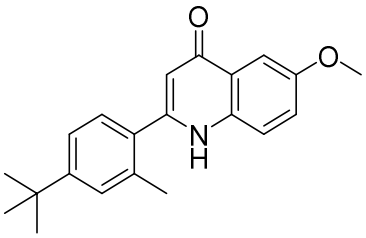
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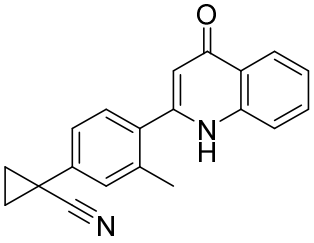
2-(4-tert-butyl-2-methyl-phenyl)-5-methoxy-1*H*-quinolin-4-one,



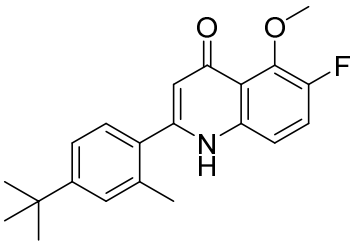
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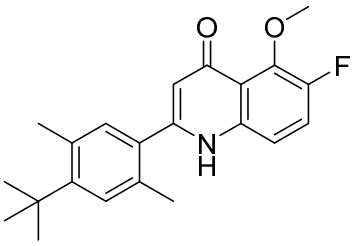
2-(4-tert-butyl-2-methyl-phenyl)-6-methoxy-1*H*-quinolin-4-one,



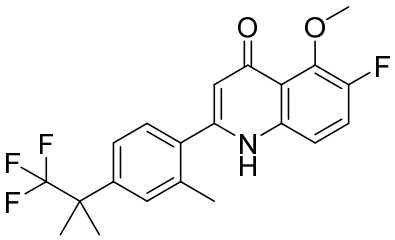
1-[3-methyl-4-(4-oxo-1*H*-quinolin-2-yl)phenyl]cyclopropanecarbonitrile,



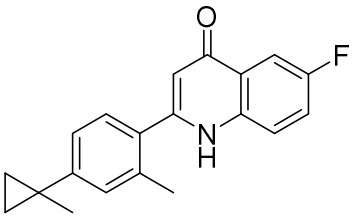
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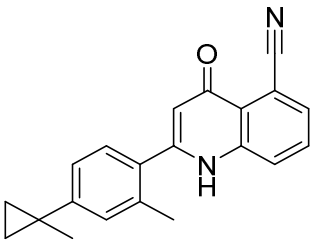
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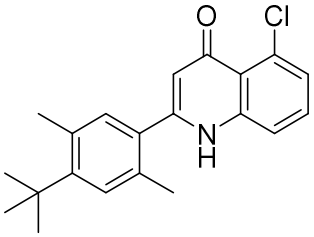
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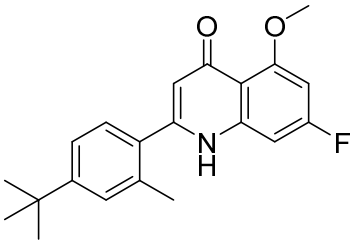
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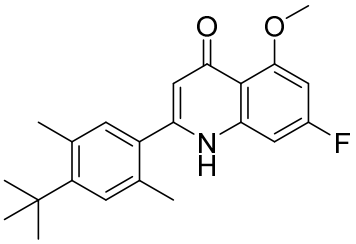
2-[2-methyl-4-(1-methylcyclopropyl)phenyl]-4-oxo-1*H*-quinoline-5-carbonitrile,



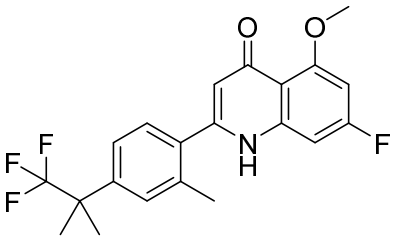
2-(4-tert-butyl-2,5-dimethyl-phenyl)-5-chloro-1*H*-quinolin-4-one,



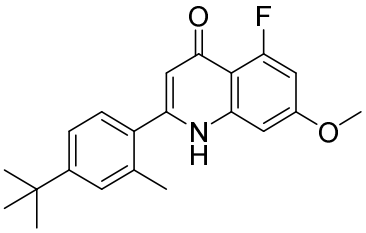
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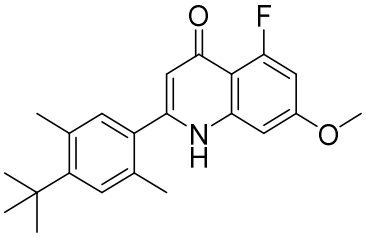
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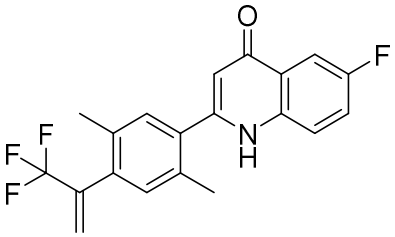
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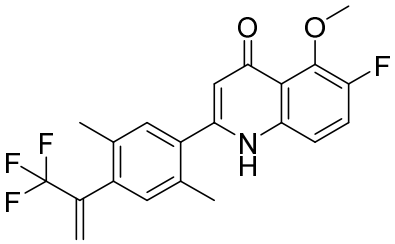
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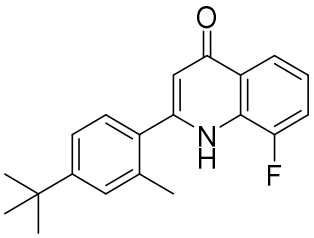
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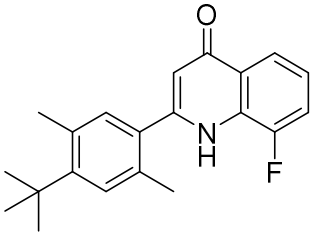
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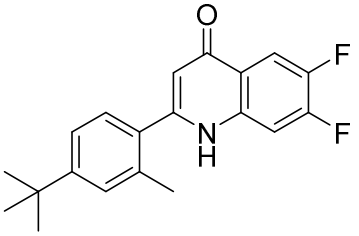
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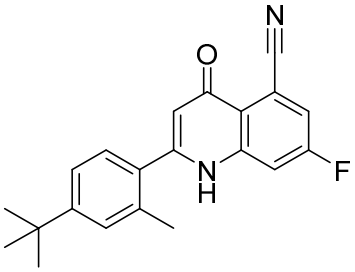
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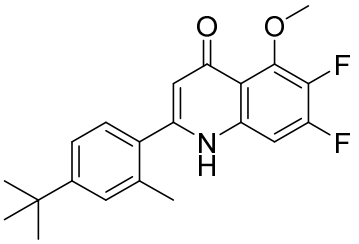
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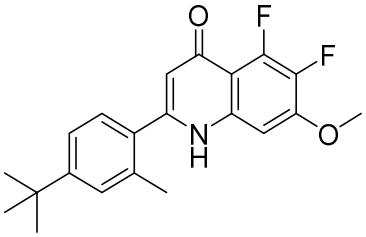
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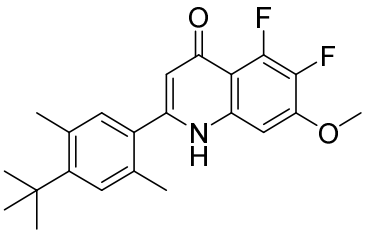
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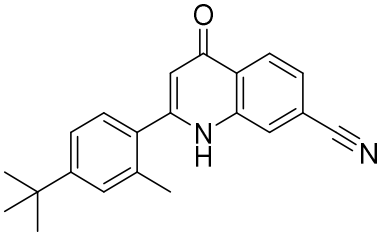
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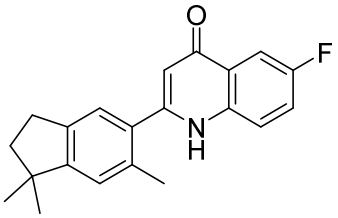
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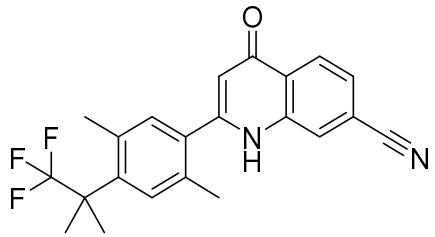
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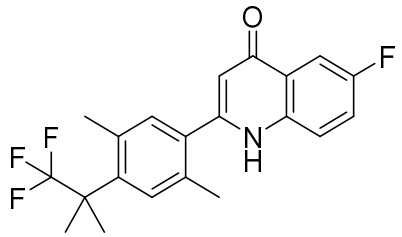
2-(4-tert-butyl-2-methyl-phenyl)-4-oxo-1*H*-quinoline-7-carbonitrile,



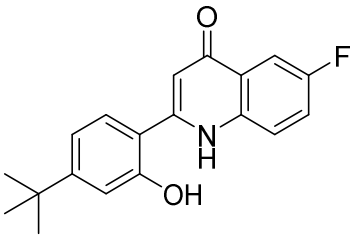
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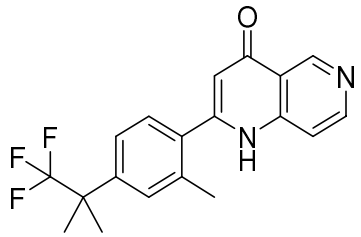
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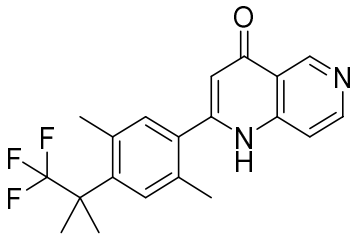
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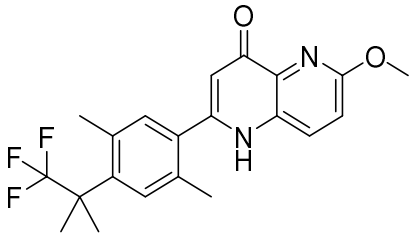
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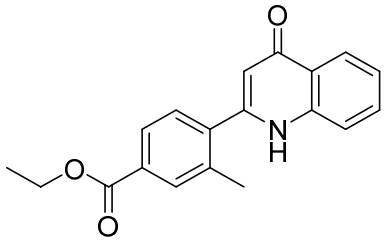
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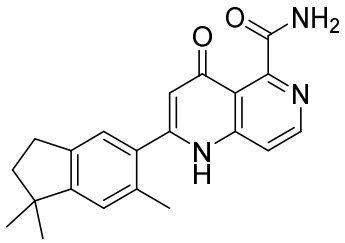
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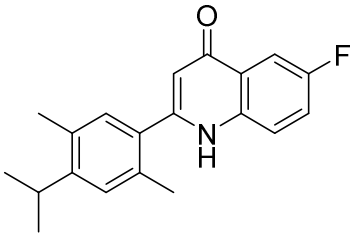
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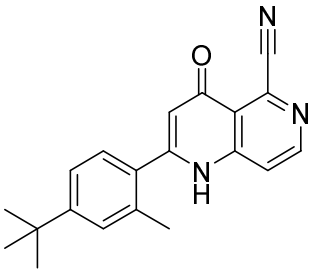
ethyl 3-methyl-4-(4-oxo-1*H*-quinolin-2-yl)benzoate,



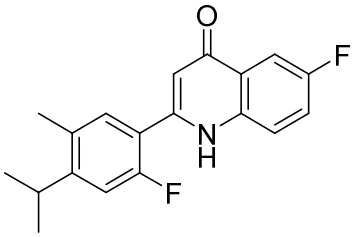
4-oxo-2-(1,1,6-trimethylindan-5-yl)-1*H*-1,6-naphthyridine-5-carboxamide,



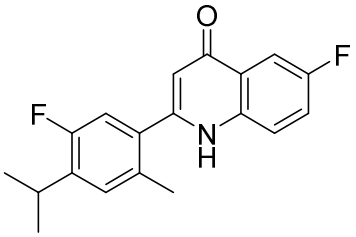
6-fluoro-2-(4-isopropyl-2,5-dimethyl-phenyl)-1*H*-quinolin-4-one,



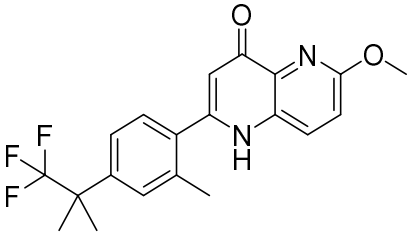
2-(4-tert-butyl-2-methyl-phenyl)-4-oxo-1*H*-1,6-naphthyridine-5-carbonitrile,



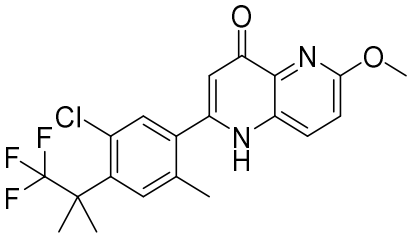
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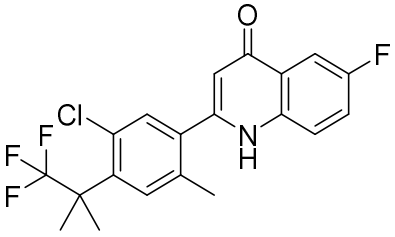
6-fluoro-2-(5-fluoro-4-isopropyl-2-methyl-phenyl)-1*H*-quinolin-4-one,



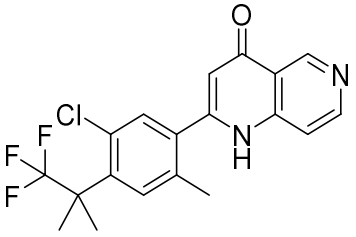
6-methoxy-2-[2-methyl-4-(2,2,2-trifluoro-1,1-dimethyl-ethyl)phenyl]-1*H*-1,5-naphthyridin-4-one,



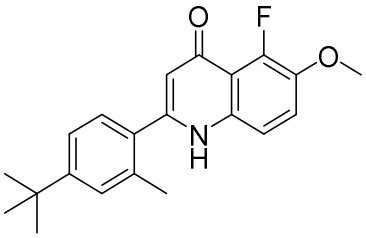
2-[5-chloro-2-methyl-4-(2,2,2-trifluoro-1,1-dimethyl-ethyl)phenyl]-6-methoxy-1*H*-1,5-naphthyridin-4-one,



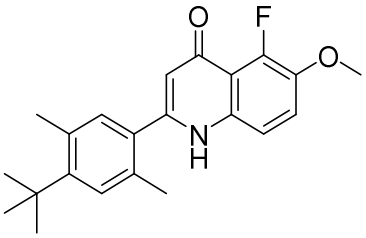
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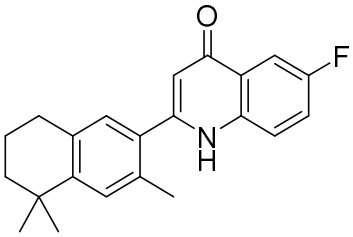
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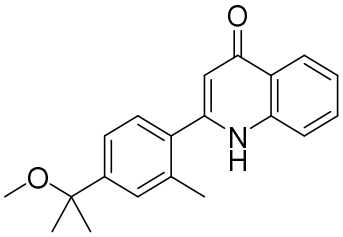
2-(4-tert-butyl-2-methyl-phenyl)-5-fluoro-6-methoxy-1*H*-quinolin-4-one,



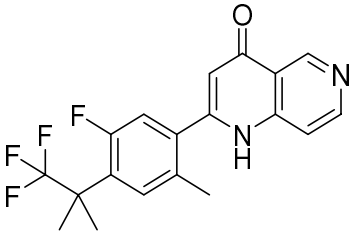
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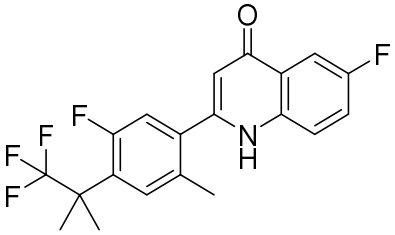
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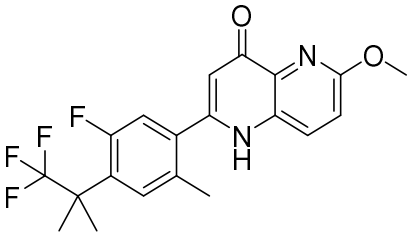
2-[4-(1-methoxy-1-methyl-ethyl)-2-methyl-phenyl]-1*H*-quinolin-4-one,



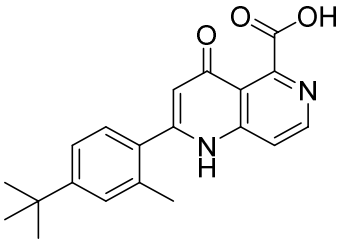
2-[5-fluoro-2-methyl-4-(2,2,2-trifluoro-1,1-dimethyl-ethyl)phenyl]-1*H*-1,6-naphthyridin-4-one,



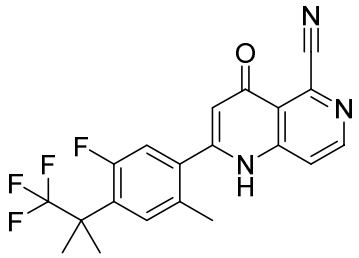
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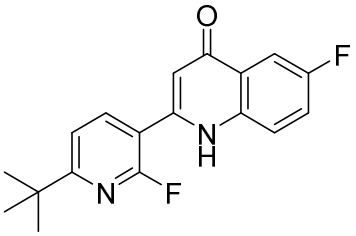
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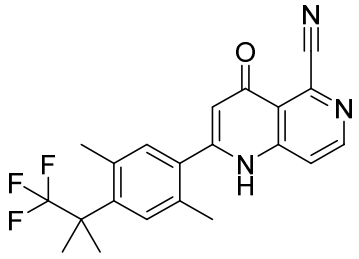
2-(4-tert-butyl-2-methyl-phenyl)-4-oxo-1*H*-1,6-naphthyridine-5-carboxylic acid,



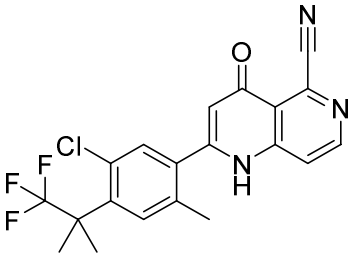
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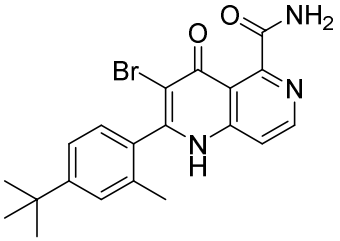
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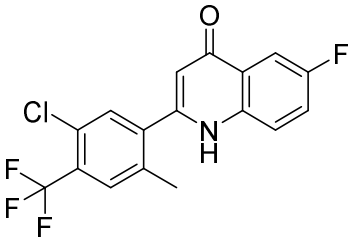
2-[2,5-dimethyl-4-(2,2,2-trifluoro-1,1-dimethyl-ethyl)phenyl]-4-oxo-1*H*-1,6-naphthyridine-5-carbonitrile,



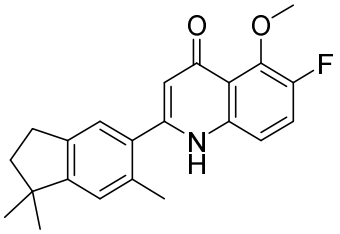
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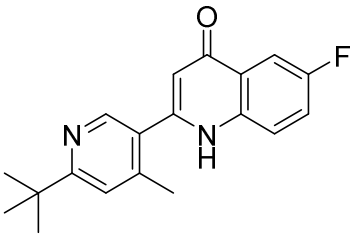
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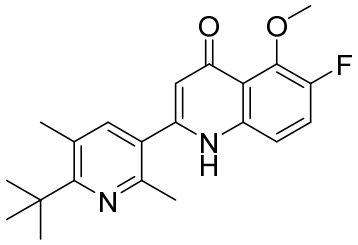
2-[5-chloro-2-methyl-4-(trifluoromethyl)phenyl]-6-fluoro-1*H*-quinolin-4-one,



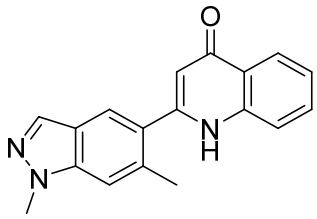
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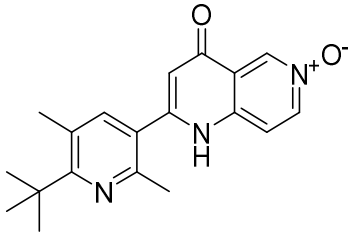
2-(6-tert-butyl-4-methyl-3-pyridyl)-6-fluoro-1*H*-quinolin-4-one,



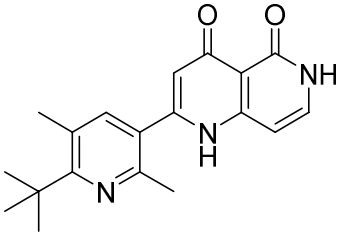
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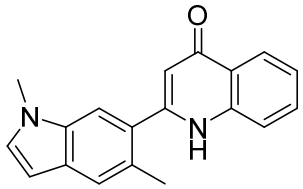
2-(1,6-dimethylindazol-5-yl)-1*H*-quinolin-4-one,



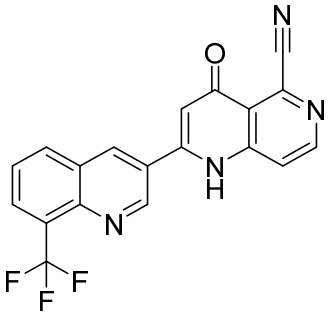
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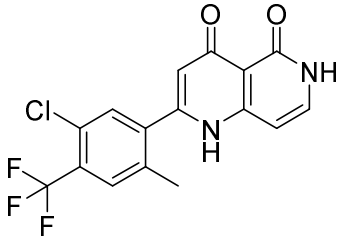
2-(6-tert-butyl-2,5-dimethyl-3-pyridyl)-1,6-dihydro-1,6-naphthyridine-4,5-dione,



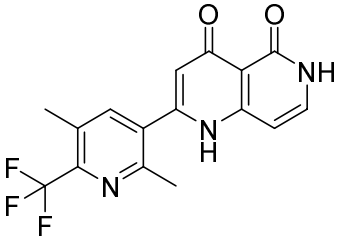
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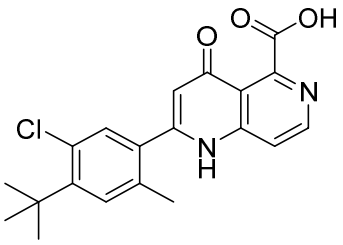
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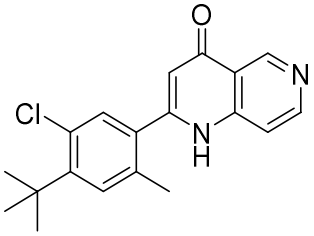
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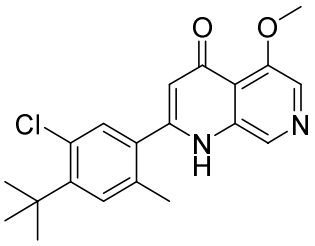
2-[2,5-dimethyl-6-(trifluoromethyl)-3-pyridyl]-1,6-dihydro-1,6-naphthyridine-4,5-dione,



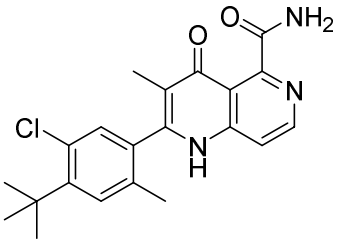
2-(4-tert-butyl-5-chloro-2-methyl-phenyl)-4-oxo-1*H*-1,6-naphthyridine-5-carboxylic acid,



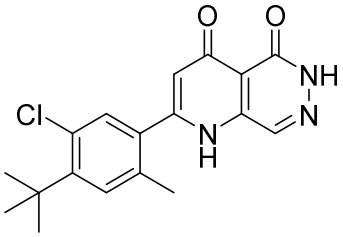
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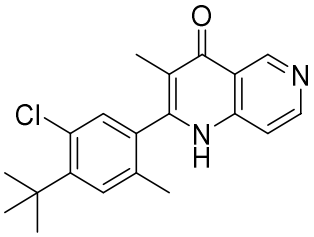
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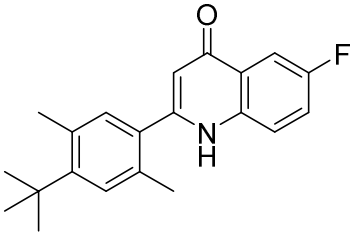
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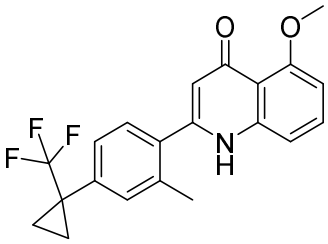
2-(4-tert-butyl-5-chloro-2-methyl-phenyl)-1,6-dihydropyrido[2,3-d]pyridazine-4,5-dione,



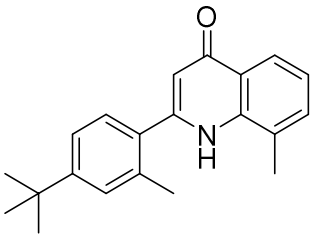
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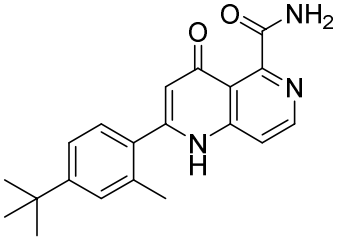
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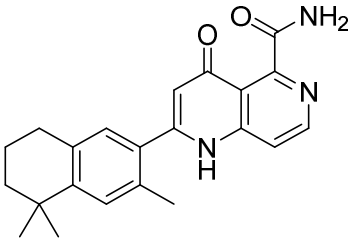
5-methoxy-2-[2-methyl-4-[1-(trifluoromethyl)cyclopropyl]phenyl]-1*H*-quinolin-4-one,



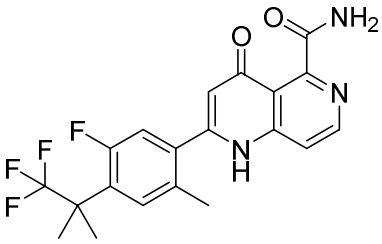
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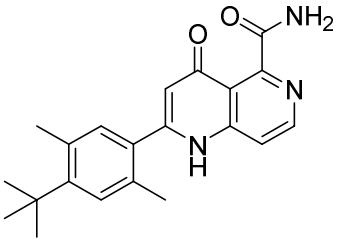
2-(4-*tert*-butyl-2-methyl-phenyl)-4-oxo-1*H*-1,6-naphthyridine-5-carboxamide,



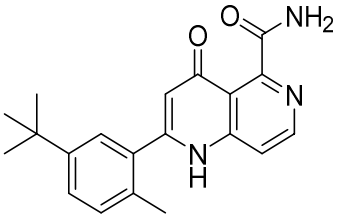
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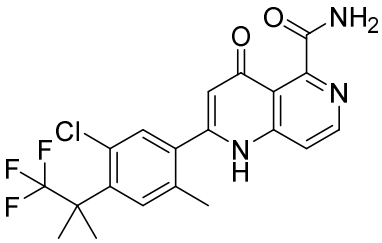
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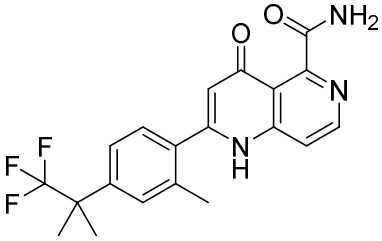
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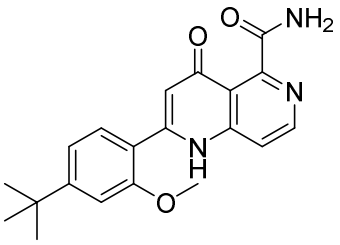
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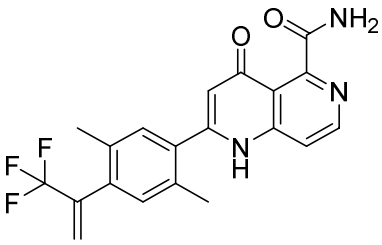
2-[5-chloro-2-methyl-4-(2,2,2-trifluoro-1,1-dimethyl-ethyl)phenyl]-4-oxo-1*H*-1,6-naphthyridine-5-carboxamide,



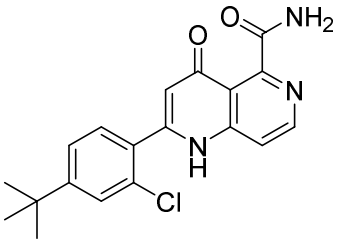
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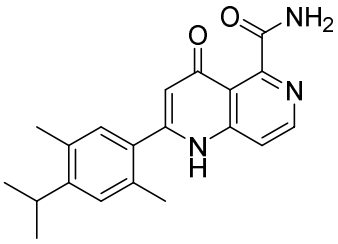
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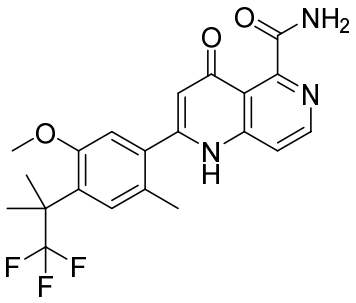
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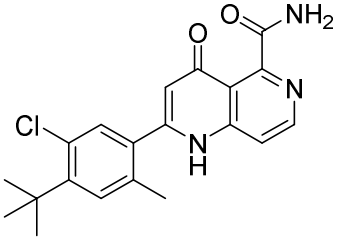
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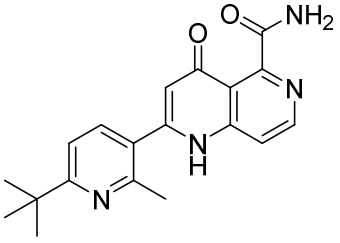
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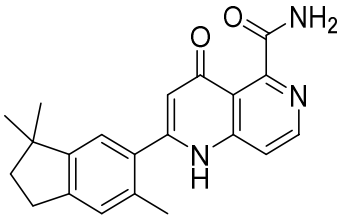
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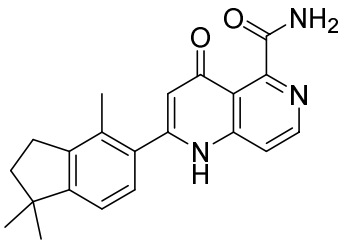
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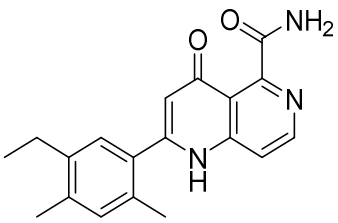
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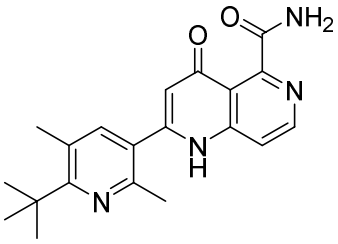
4-oxo-2-(3,3,6-trimethylindan-5-yl)-1*H*-1,6-naphthyridine-5-carboxamide,



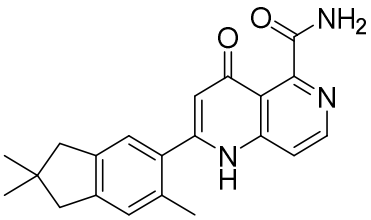
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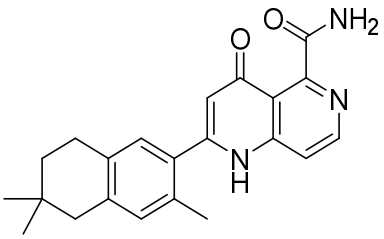
2-(5-ethyl-2,4-dimethyl-phenyl)-4-oxo-1*H*-1,6-naphthyridine-5-carboxamide,



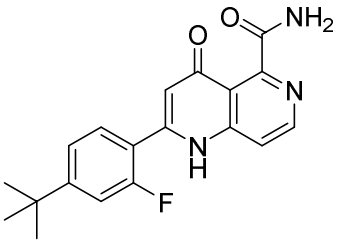
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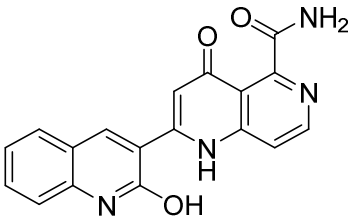
4-oxo-2-(2,2,6-trimethylindan-5-yl)-1*H*-1,6-naphthyridine-5-carboxamide,



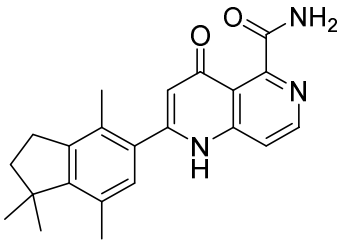
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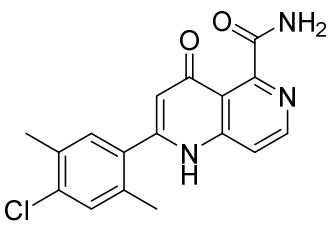
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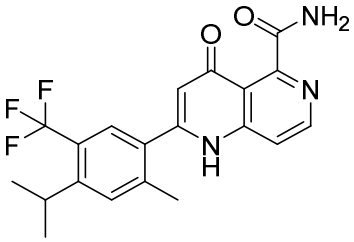
2-(2-hydroxy-3-quinolyl)-4-oxo-1*H*-1,6-naphthyridine-5-carboxamide,



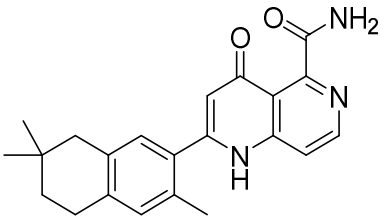
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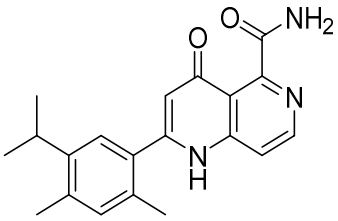
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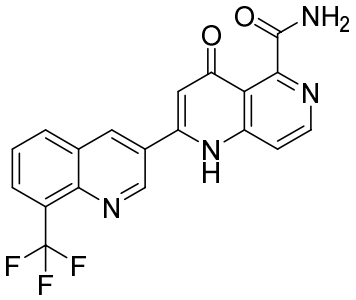
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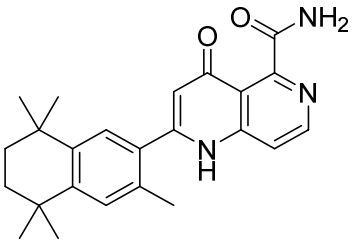
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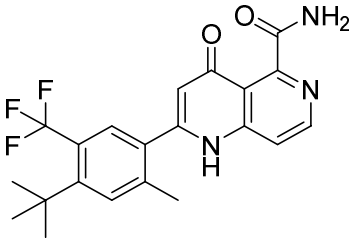
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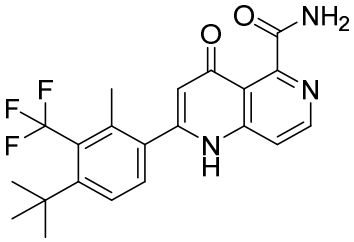
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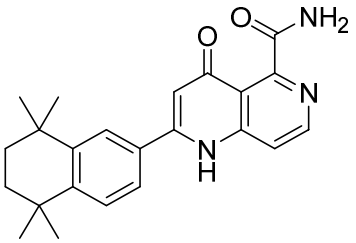
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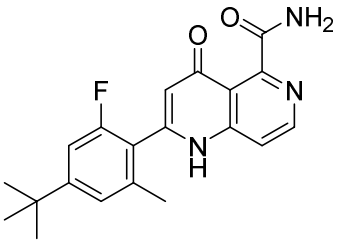
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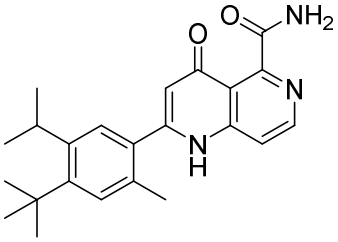
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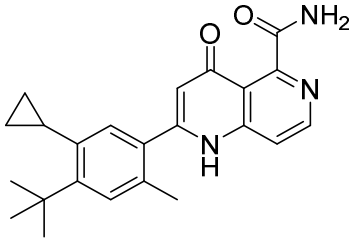
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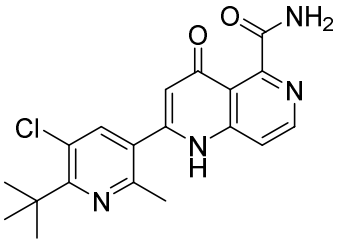
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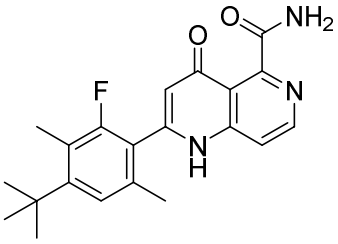
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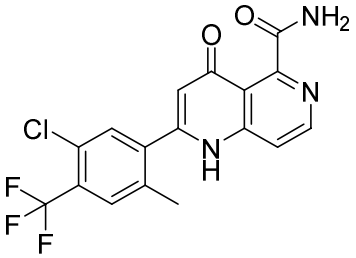
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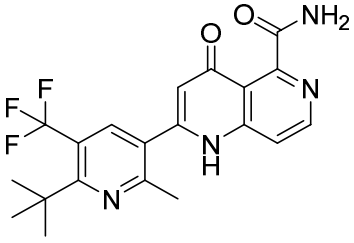
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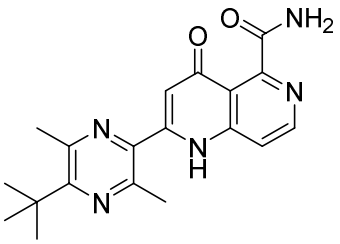
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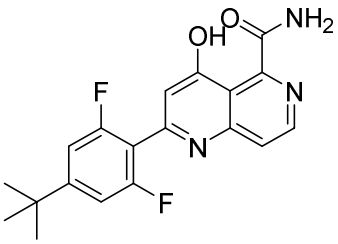
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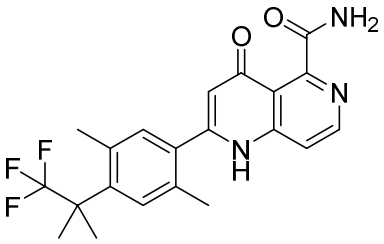
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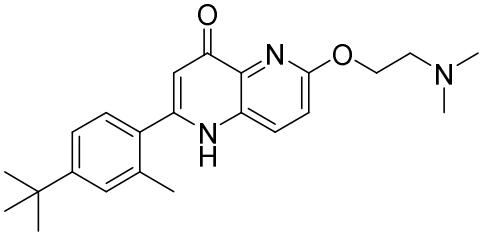
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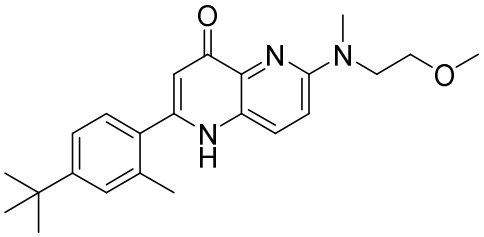
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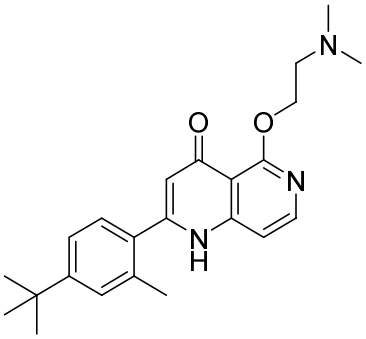
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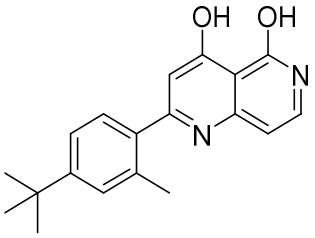
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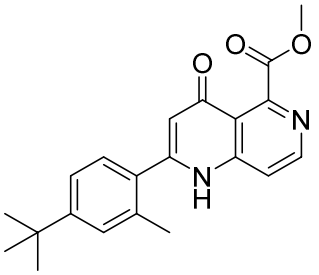
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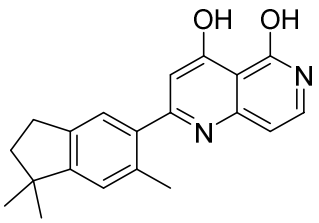
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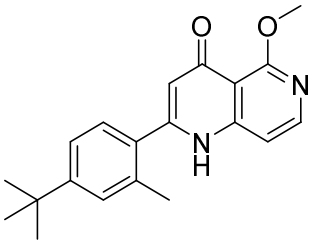
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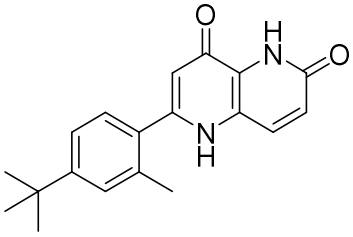
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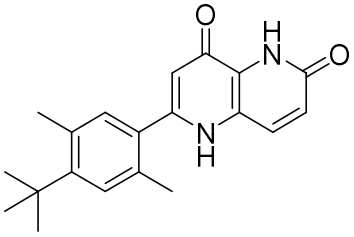
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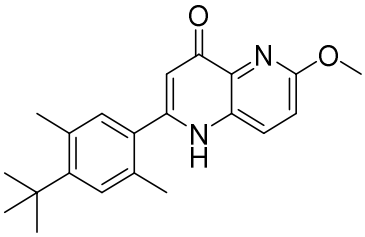
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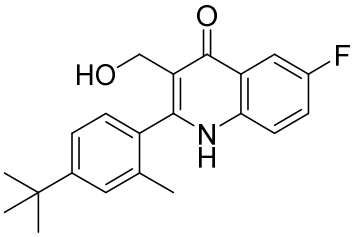
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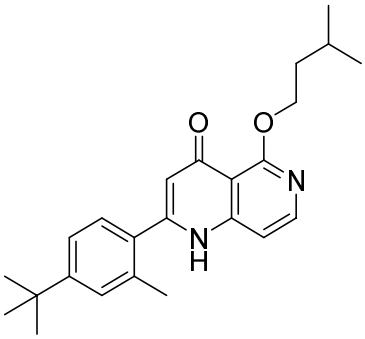
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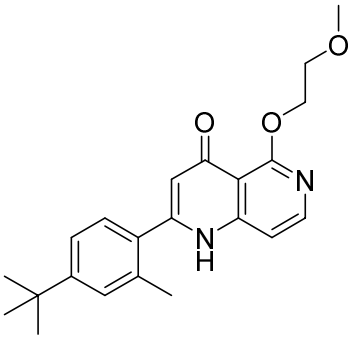
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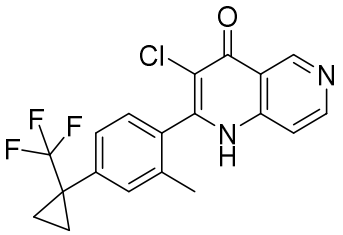
2-(4-*tert*-butyl-2-methyl-phenyl)-6-fluoro-3-(hydroxymethyl)-1*H*-quinolin-4-one,



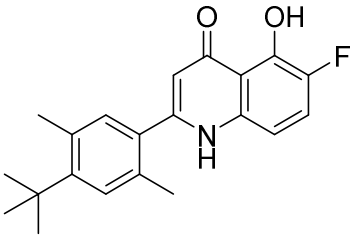
2-(4-*tert*-butyl-2-methyl-phenyl)-5-isopentyloxy-1*H*-1,6-naphthyridin-4-one,



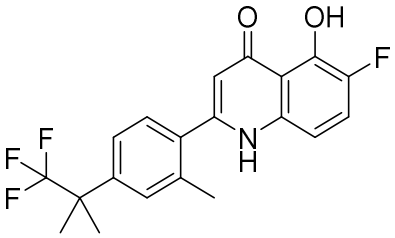
2-(4-*tert*-butyl-2-methyl-phenyl)-5-(2-methoxyethoxy)-1*H*-1,6-naphthyridin-4-one,



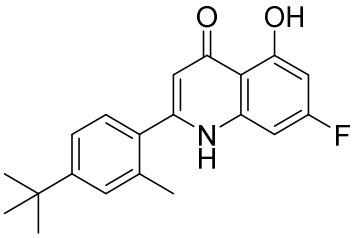
3-chloro-2-[2-methyl-4-[1-(trifluoromethyl)cyclopropyl]phenyl]-1*H*-1,6-naphthyridin-4-one,



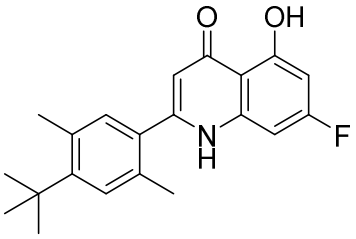
2-(4-*tert*-butyl-2,5-dimethyl-phenyl)-6-fluoro-5-hydroxy-1*H*-quinolin-4-one,



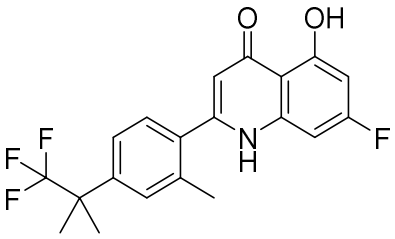
6-fluoro-5-hydroxy-2-[2-methyl-4-(2,2,2-trifluoro-1,1-dimethyl-ethyl)phenyl]-1*H*-quinolin-4-one,



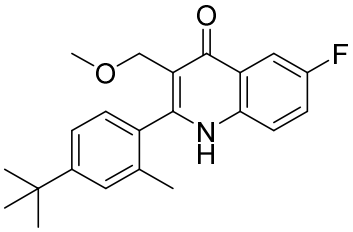
2-(4-*tert*-butyl-2-methyl-phenyl)-7-fluoro-5-hydroxy-1*H*-quinolin-4-one,



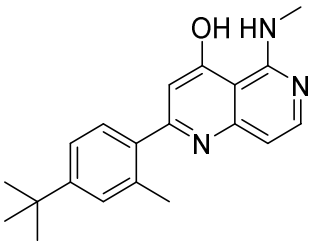
2-(4-*tert*-butyl-2,5-dimethyl-phenyl)-7-fluoro-5-hydroxy-1*H*-quinolin-4-one,



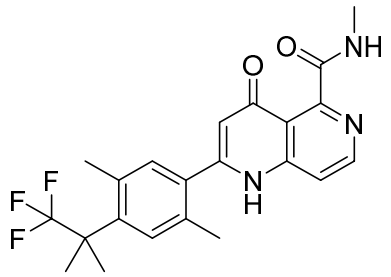
7-fluoro-5-hydroxy-2-[2-methyl-4-(2,2,2-trifluoro-1,1-dimethyl-ethyl)phenyl]-1*H*-quinolin-4-one,



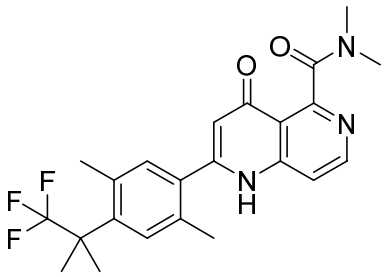
2-(4-*tert*-butyl-2-methyl-phenyl)-6-fluoro-3-(methoxymethyl)-1*H*-quinolin-4-one,



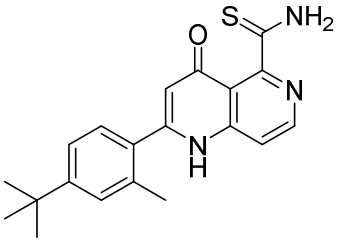
2-(4-*tert*-butyl-2-methyl-phenyl)-5-(methylamino)-1,6-naphthyridin-4-ol,



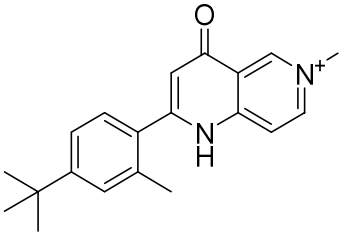
2-[2,5-dimethyl-4-(2,2,2-trifluoro-1,1-dimethyl-ethyl)phenyl]-N-methyl-4-oxo-1*H*-1,6-naphthyridine-5-carboxamide,



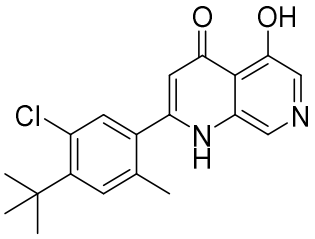
2-[2,5-dimethyl-4-(2,2,2-trifluoro-1,1-dimethyl-ethyl)phenyl]-N,N-dimethyl-4-oxo-1*H*-1,6-naphthyridine-5-carboxamide,



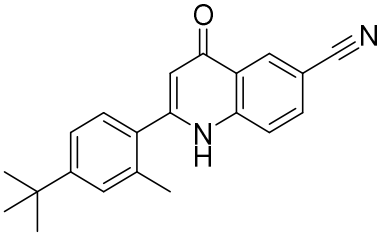
2-(4-*tert*-butyl-2-methyl-phenyl)-4-oxo-1*H*-1,6-naphthyridine-5-carbothioamide,



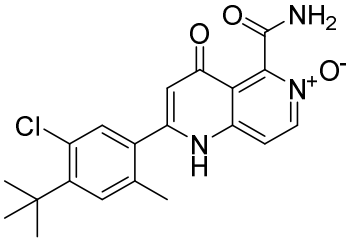
2-(4-*tert*-butyl-2-methyl-phenyl)-6-methyl-1*H*-1,6-naphthyridin-6-ium-4-one,



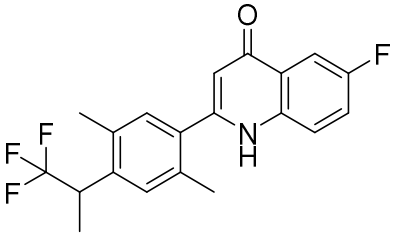
2-(4-*tert*-butyl-5-chloro-2-methyl-phenyl)-5-hydroxy-1*H*-1,7-naphthyridin-4-one,



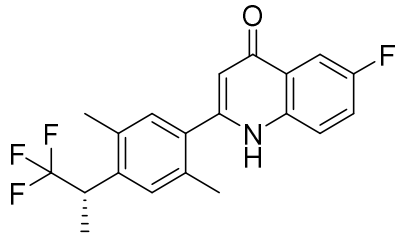
2-(4-*tert*-butyl-2-methyl-phenyl)-4-oxo-1*H*-quinoline-6-carbonitrile,



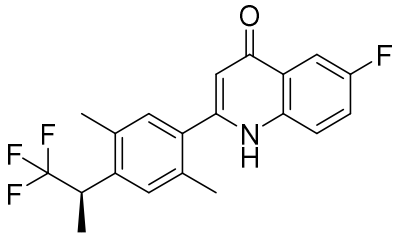
2-(4-*tert*-butyl-5-chloro-2-methyl-phenyl)-6-oxido-4-oxo-1*H*-1,6-naphthyridin-6-ium-5-carboxamide,



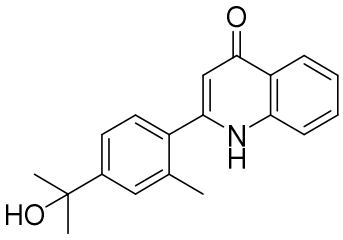
2-[2,5-dimethyl-4-(2,2,2-trifluoro-1-methyl-ethyl)phenyl]-6-fluoro-1H-quinolin-4-one,



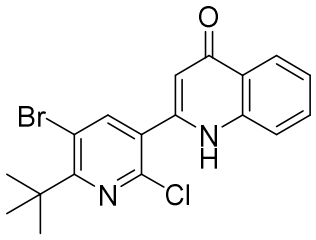
(S)-2-[2,5-dimethyl-4-(2,2,2-trifluoro-1-methyl-ethyl)phenyl]-6-fluoro-1*H*-quinolin-4-one,



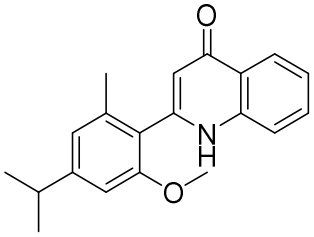
(R)-2-[2,5-dimethyl-4-(2,2,2-trifluoro-1-methyl-ethyl)phenyl]-6-fluoro-1*H*-quinolin-4-one,



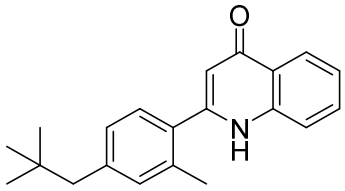
2-[4-(1-hydroxy-1-methyl-ethyl)-2-methyl-phenyl]-1*H*-quinolin-4-one,



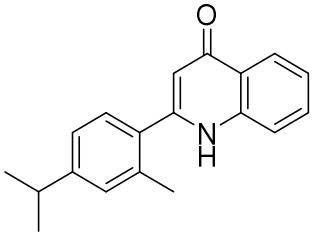
2-(5-bromo-6-*tert*-butyl-2-chloro-3-pyridyl)-1*H*-quinolin-4-one,



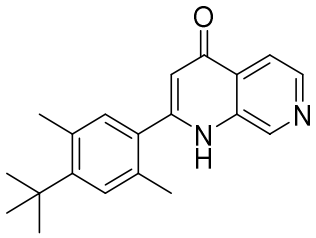
2-(4-isopropyl-2-methoxy-6-methyl-phenyl)-1*H*-quinolin-4-one,



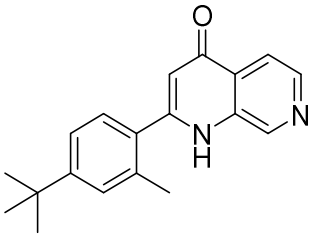
2-[4-(2,2-dimethylpropyl)-2-methyl-phenyl]-1*H*-quinolin-4-one,



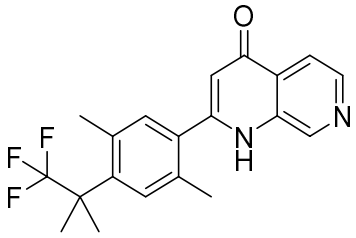
2-(4-isopropyl-2-methyl-phenyl)-1*H*-quinolin-4-one,



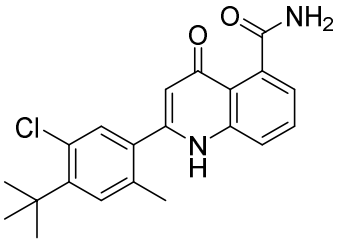
2-(4-*tert*-butyl-2,5-dimethyl-phenyl)-1*H*-1,7-naphthyridin-4-one,



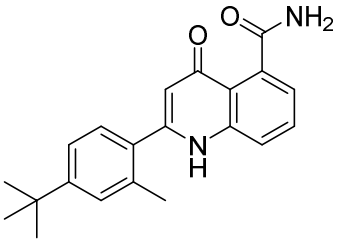
2-(4-*tert*-butyl-2-methyl-phenyl)-1*H*-1,7-naphthyridin-4-one,



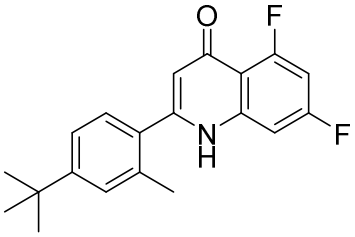
2-[2,5-dimethyl-4-(2,2,2-trifluoro-1,1-dimethyl-ethyl)phenyl]-1*H*-1,7-naphthyridin-4-one,



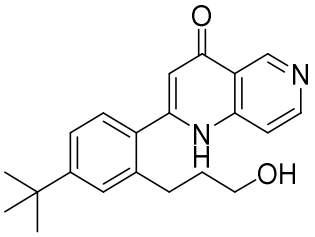
2-(4-*tert*-butyl-5-chloro-2-methyl-phenyl)-4-oxo-1*H*-quinoline-5-carboxamide,



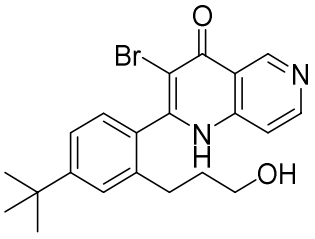
2-(4-*tert*-butyl-2-methyl-phenyl)-4-oxo-1*H*-quinoline-5-carboxamide,



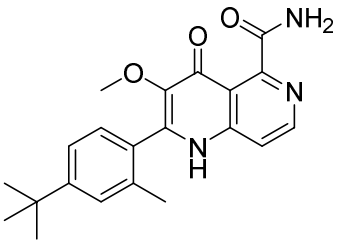
2-(4-*tert*-butyl-2-methyl-phenyl)-5,7-difluoro-1*H*-quinolin-4-one,



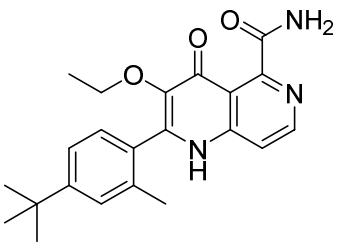
2-[4-*tert*-butyl-2-(3-hydroxypropyl)phenyl]-1*H*-1,6-naphthyridin-4-one,



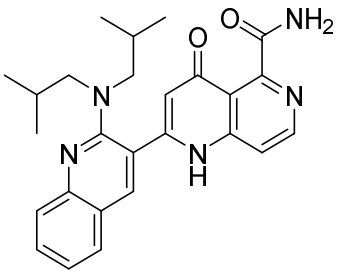
3-bromo-2-[4-*tert*-butyl-2-(3-hydroxypropyl)phenyl]-1*H*-1,6-naphthyridin-4-one,



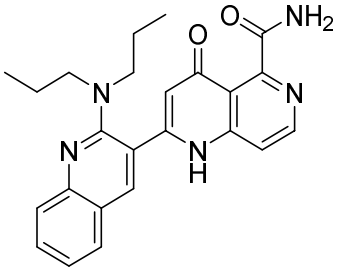
2-(4-*tert*-butyl-2-methyl-phenyl)-3-methoxy-4-oxo-1H-1,6-naphthyridine-5-carboxamide,



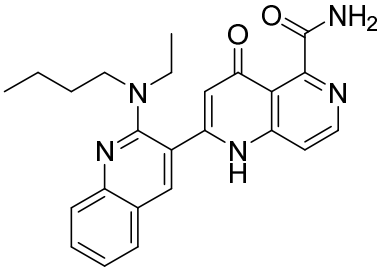
2-(4-*tert*-butyl-2-methyl-phenyl)-3-ethoxy-4-oxo-1H-1,6-naphthyridine-5-carboxamide,



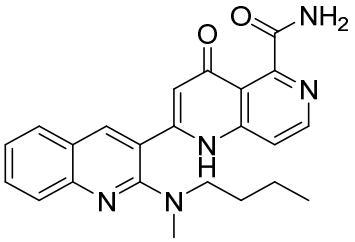
2-[2-(diisobutylamino)-3-quinolyl]-4-oxo-1*H*-1,6-naphthyridine-5-carboxamide,



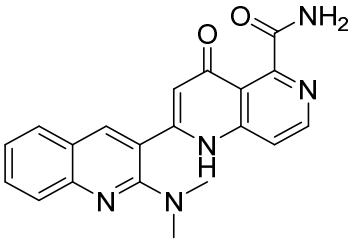
2-[2-(dipropylamino)-3-quinolyl]-4-oxo-1*H*-1,6-naphthyridine-5-carboxamide,



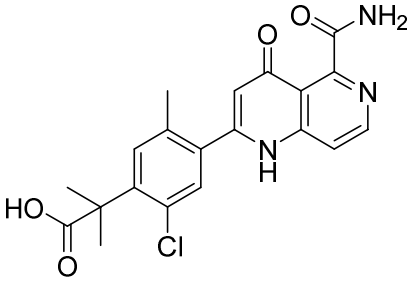
2-[2-[butyl(ethyl)amino]-3-quinolyl]-4-oxo-1*H*-1,6-naphthyridine-5-carboxamide,



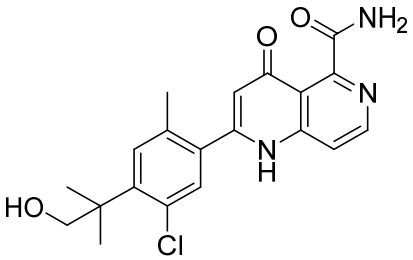
2-[2-[butyl(methyl)amino]-3-quinolyl]-4-oxo-1*H*-1,6-naphthyridine-5-carboxamide,



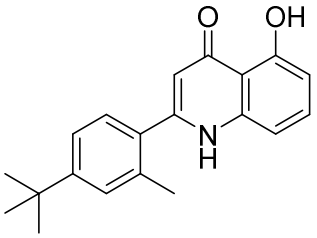
2-[2-(dimethylamino)-3-quinolyl]-4-oxo-1*H*-1,6-naphthyridine-5-carboxamide,



2-(4-(5-carbamoyl-4-oxo-1,4-dihydro-1,6-naphthyridin-2-yl)-2-chloro-5-methylphenyl)-2-methylpropanoic acid,



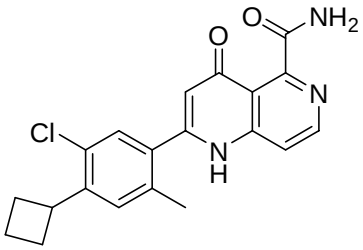
2-(5-chloro-4-(1-hydroxy-2-methylpropan-2-yl)-2-methylphenyl)-4-oxo-1,4-dihydro-1,6-naphthyridine-5-carboxamide, and



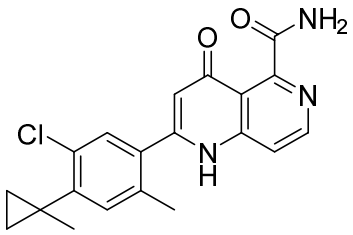
2-(4-(tert-butyl)-2-methylphenyl)-5-hydroxyquinolin-4(1H)-one,

or a pharmaceutically acceptable salt thereof.

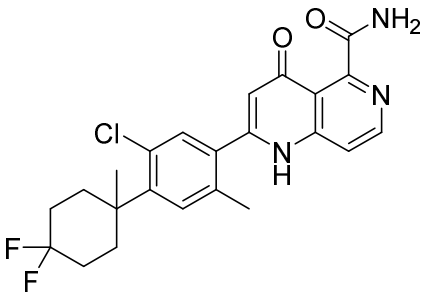
29. A compound selected from:



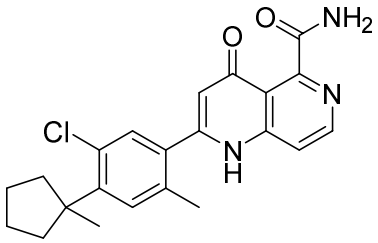
2-(5-chloro-4-cyclobutyl-2-methyl-phenyl)-4-oxo-1*H*-1,6-naphthyridine-5-carboxamide,



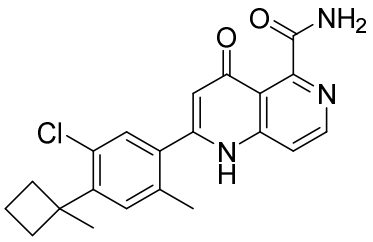
2-[5-chloro-2-methyl-4-(1-methylcyclopropyl)phenyl]-4-oxo-1*H*-1,6-naphthyridine-5-carboxamide,



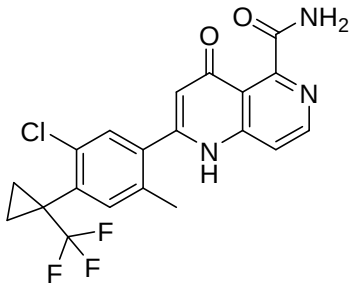
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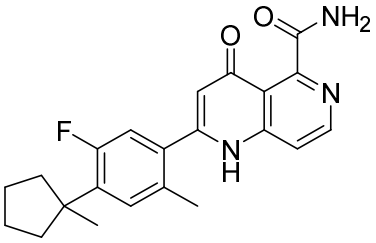
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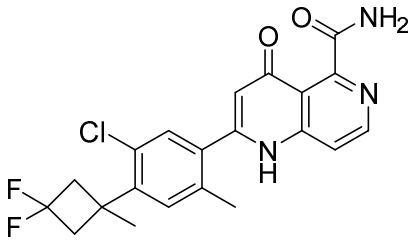
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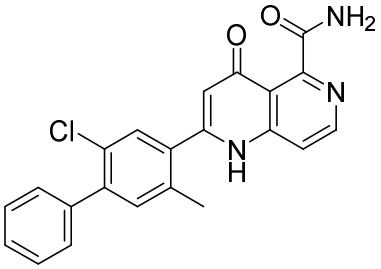
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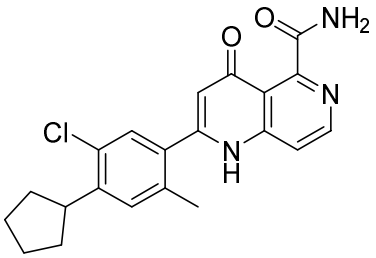
2-[5-fluoro-2-methyl-4-(1-methylcyclopentyl)phenyl]-4-oxo-1*H*-1,6-naphthyridine-5-carboxamide,



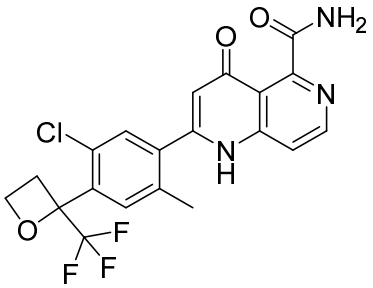
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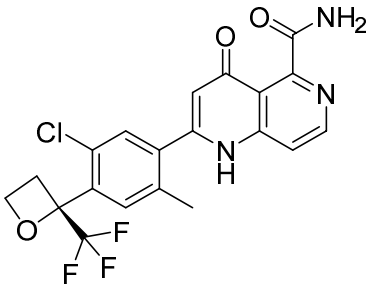
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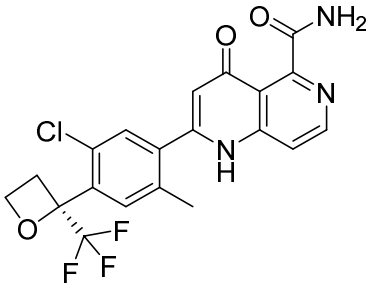
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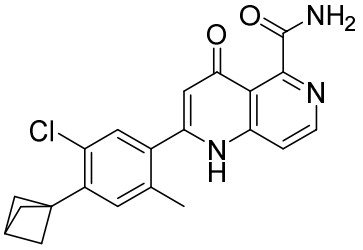
2-[5-chloro-2-methyl-4-[2-(trifluoromethyl)oxetan-2-yl]phenyl]-4-oxo-1*H*-1,6-naphthyridine-5-carboxamide,



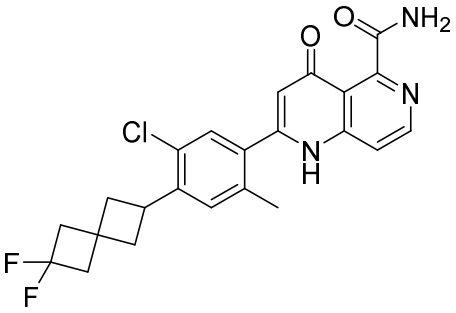
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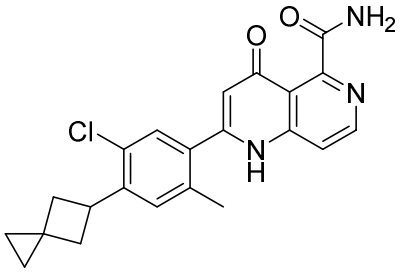
(S)-2-(5-chloro-2-methyl-4-(2-(trifluoromethyl)oxetan-2-yl)phenyl)-4-oxo-1,4-dihydro-1,6-naphthyridine-5-carboxamide,



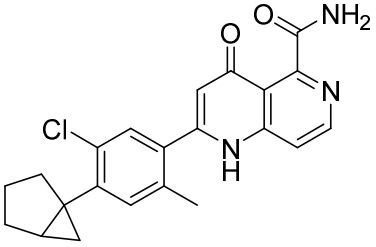
2-[4-(1-bicyclo[1.1.1]pentanyl)-5-chloro-2-methyl-phenyl]-4-oxo-1*H*-1,6-naphthyridine-5-carboxamide,



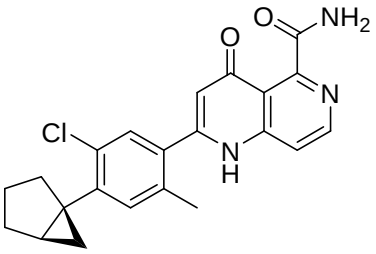
2-[5-chloro-4-(2,2-difluorospiro[3.3]heptan-6-yl)-2-methyl-phenyl]-4-oxo-1*H*-1,6-naphthyridine-5-carboxamide,



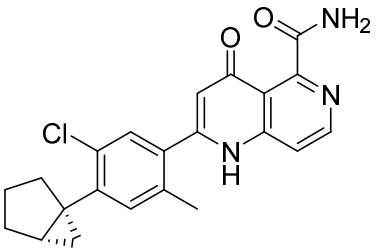
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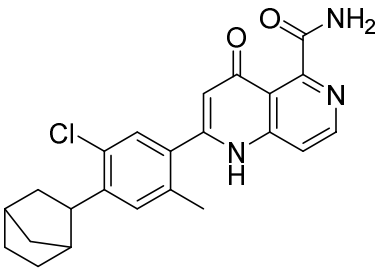
2-[4-(1-bicyclo[3.1.0]hexanyl)-5-chloro-2-methyl-phenyl]-4-oxo-1*H*-1,6-naphthyridine-5-carboxamide,



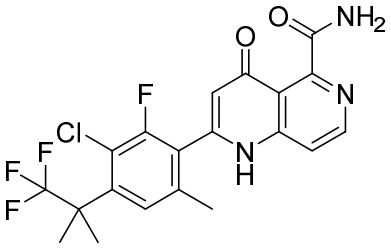
2-(4-((1R,5R)-bicyclo[3.1.0]hexan-1-yl)-5-chloro-2-methylphenyl)-4-oxo-1,4-dihydro-1,6-naphthyridine-5-carboxamide,



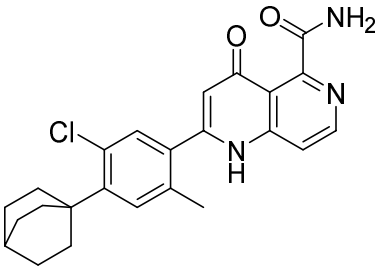
2-(4-((1S,5S)-bicyclo[3.1.0]hexan-1-yl)-5-chloro-2-methylphenyl)-4-oxo-1,4-dihydro-1,6-naphthyridine-5-carboxamide,



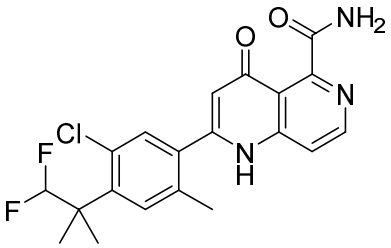
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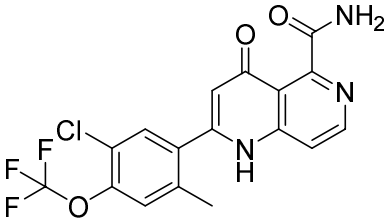
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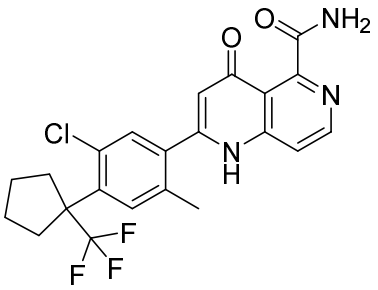
2-[4-(1-bicyclo[2.2.2]octanyl)-5-chloro-2-methyl-phenyl]-4-oxo-1*H*-1,6-naphthyridine-5-carboxamide,



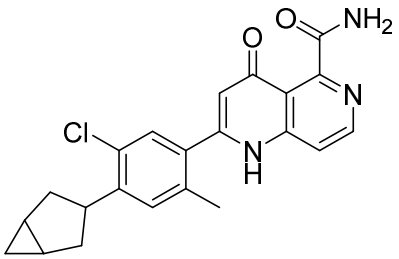
2-[5-chloro-4-(2,2-difluoro-1,1-dimethyl-ethyl)-2-methyl-phenyl]-4-oxo-1*H*-1,6-naphthyridine-5-carboxamide,



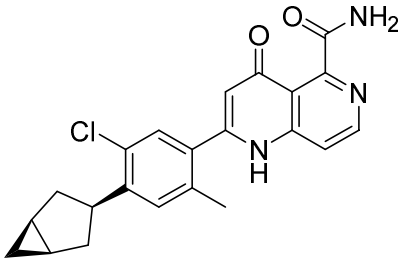
2-[5-chloro-2-methyl-4-(trifluoromethoxy)phenyl]-4-oxo-1*H*-1,6-naphthyridine-5-carboxamide,



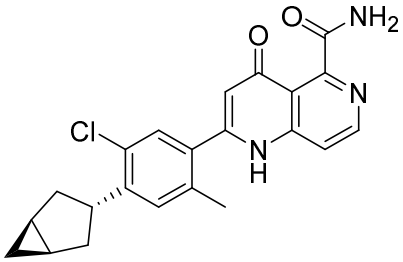
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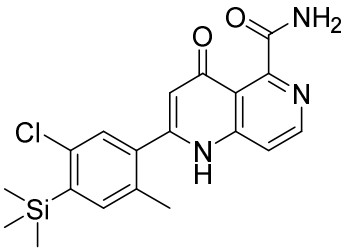
2-[4-(3-bicyclo[3.1.0]hexanyl)-5-chloro-2-methyl-phenyl]-4-oxo-1*H*-1,6-naphthyridine-5-carboxamide,



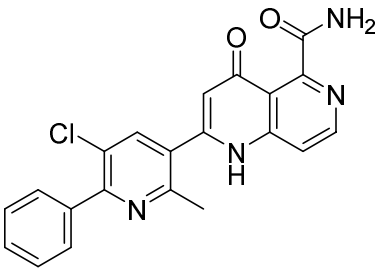
2-(4-((1R,3r,5S)-bicyclo[3.1.0]hexan-3-yl)-5-chloro-2-methylphenyl)-4-oxo-1,4-dihydro-1,6-naphthyridine-5-carboxamide,



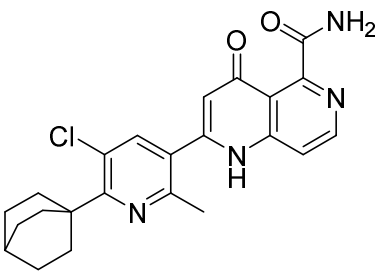
2-(4-((1R,3s,5S)-bicyclo[3.1.0]hexan-3-yl)-5-chloro-2-methylphenyl)-4-oxo-1,4-dihydro-1,6-naphthyridine-5-carboxamide,



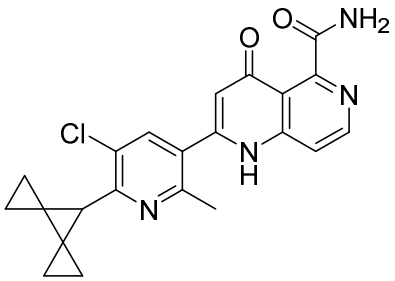
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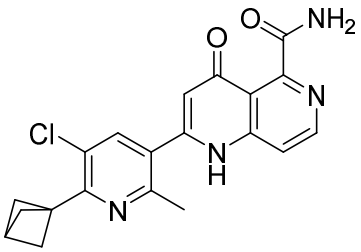
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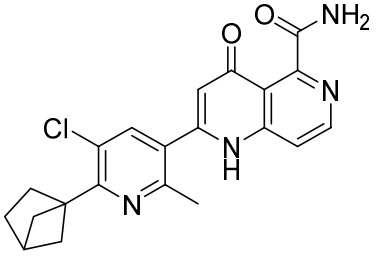
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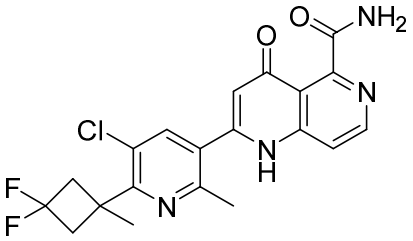
2-(5-chloro-6-dispiro[2.0.2^{4}.1^{3}]heptan-7-yl-2-methyl-3-pyridyl)-4-oxo-1*H*-1,6-naphthyridine-5-carboxamide,



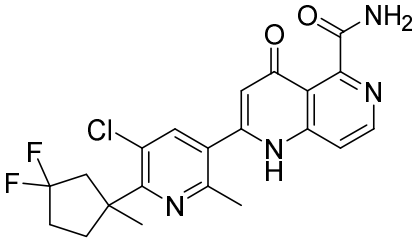
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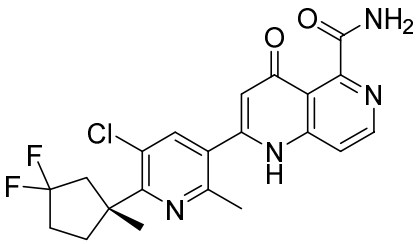
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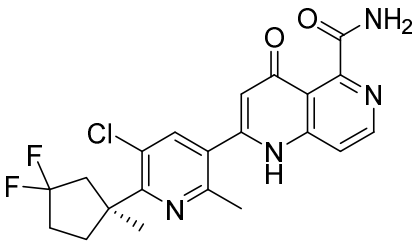
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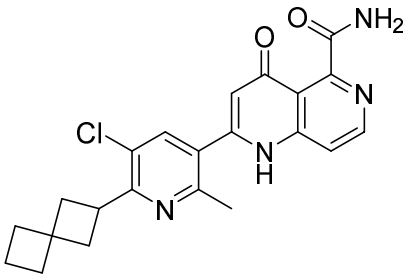
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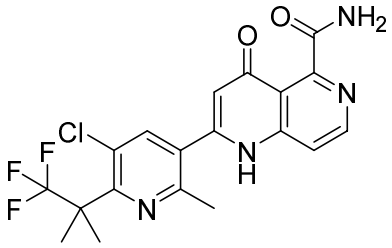
(R)-2-(5-chloro-6-(3,3-difluoro-1-methylcyclopentyl)-2-methylpyridin-3-yl)-4-oxo-1,4-dihydro-1,6-naphthyridine-5-carboxamide,



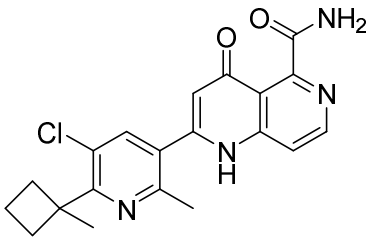
(S)-2-(5-chloro-6-(3,3-difluoro-1-methylcyclopentyl)-2-methylpyridin-3-yl)-4-oxo-1,4-dihydro-1,6-naphthyridine-5-carboxamide,



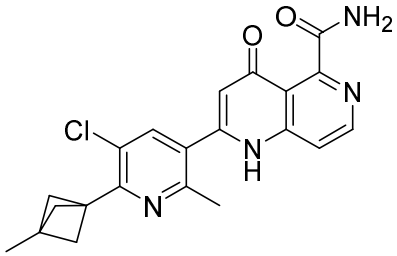
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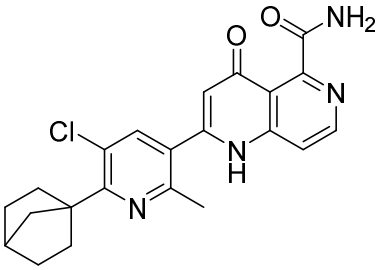
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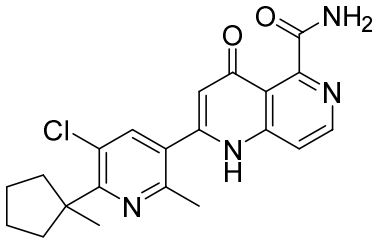
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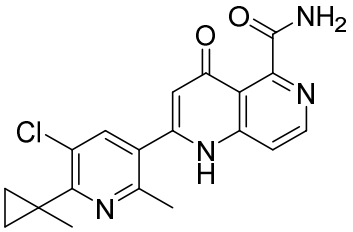
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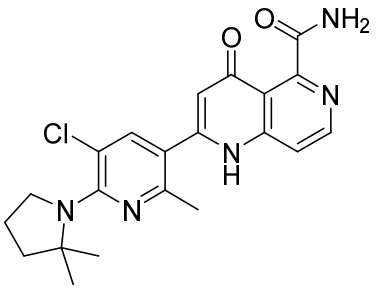
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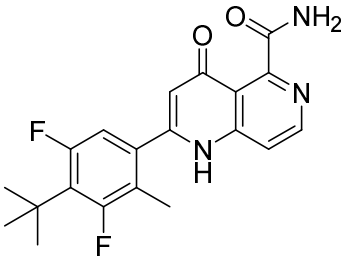
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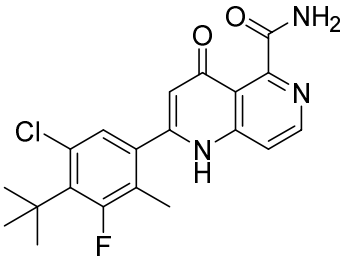
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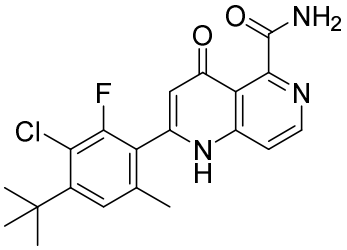
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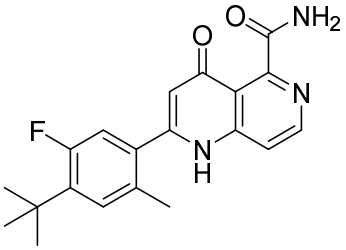
2-(4-*tert*-butyl-3,5-difluoro-2-methyl-phenyl)-4-oxo-1*H*-1,6-naphthyridine-5-carboxamide,



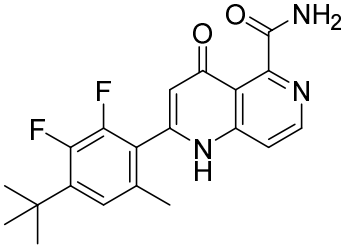
2-(4-*tert*-butyl-5-chloro-3-fluoro-2-methyl-phenyl)-4-oxo-1*H*-1,6-naphthyridine-5-carboxamide,



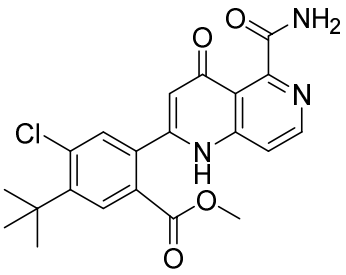
2-(4-*tert*-butyl-3-chloro-2-fluoro-6-methyl-phenyl)-4-oxo-1*H*-1,6-naphthyridine-5-carboxamide,



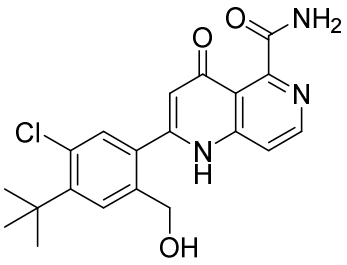
2-(4-*tert*-butyl-5-fluoro-2-methyl-phenyl)-4-oxo-1*H*-1,6-naphthyridine-5-carboxamide,



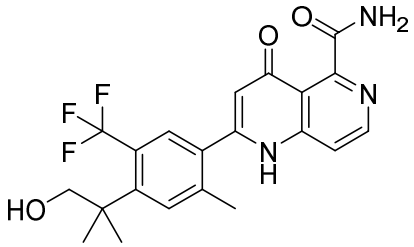
2-(4-*tert*-butyl-2,3-difluoro-6-methyl-phenyl)-4-oxo-1*H*-1,6-naphthyridine-5-carboxamide,



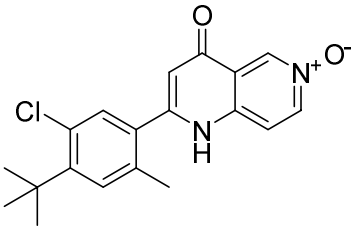
methyl 5-*tert*-butyl-2-(5-carbamoyl-4-oxo-1*H*-1,6-naphthyridin-2-yl)-4-chloro-benzoate,



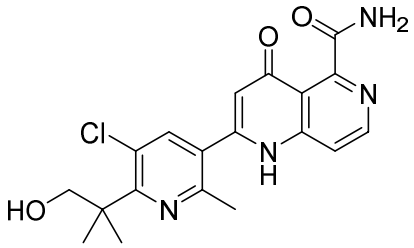
2-[4-*tert*-butyl-5-chloro-2-(hydroxymethyl)phenyl]-4-oxo-1*H*-1,6-naphthyridine-5-carboxamide,



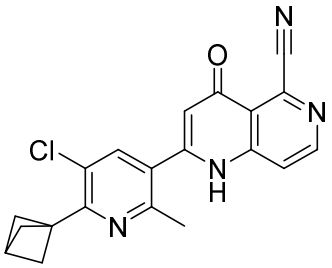
2-[4-(2-hydroxy-1,1-dimethyl-ethyl)-2-methyl-5-(trifluoromethyl)phenyl]-4-oxo-1*H*-1,6-naphthyridine-5-carboxamide,



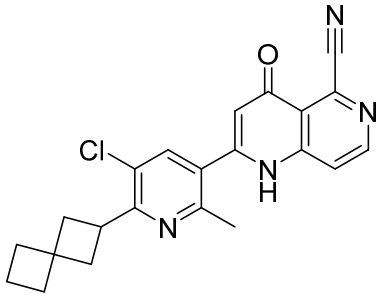
2-(4-*tert*-butyl-5-chloro-2-methyl-phenyl)-6-oxido-1*H*-1,6-naphthyridin-6-ium-4-one,



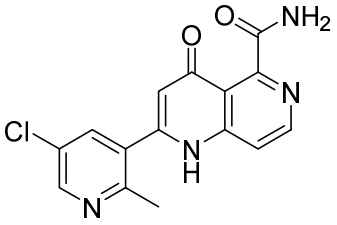
2-[5-chloro-6-(2-hydroxy-1,1-dimethyl-ethyl)-2-methyl-3-pyridyl]-4-oxo-1*H*-1,6-naphthyridine-5-carboxamide,



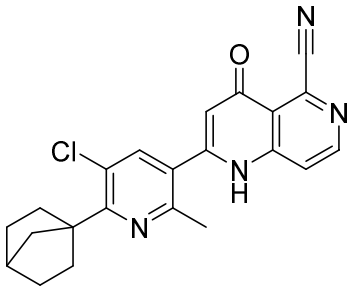
2-[6-(1-bicyclo[1.1.1]pentanyl)-5-chloro-2-methyl-3-pyridyl]-4-oxo-1*H*-1,6-naphthyridine-5-carbonitrile,



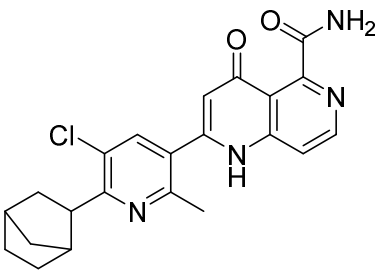
2-(5-chloro-2-methyl-6-spiro[3.3]heptan-2-yl-3-pyridyl)-4-oxo-1*H*-1,6-naphthyridine-5-carbonitrile,



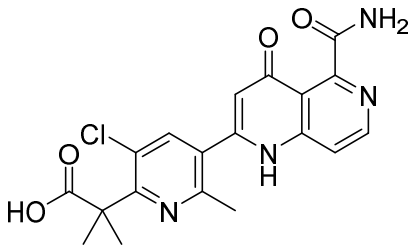
2-(5-chloro-2-methyl-3-pyridyl)-4-oxo-1*H*-1,6-naphthyridine-5-carboxamide,



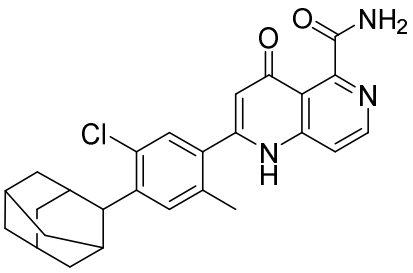
2-(5-chloro-2-methyl-6-norbornan-1-yl-3-pyridyl)-4-oxo-1*H*-1,6-naphthyridine-5-carbonitrile,



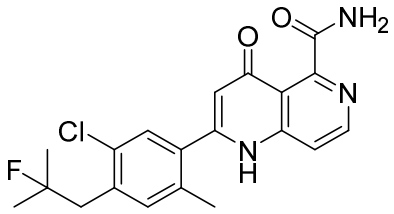
2-(5-chloro-2-methyl-6-norbornan-2-yl-3-pyridyl)-4-oxo-1*H*-1,6-naphthyridine-5-carboxamide,



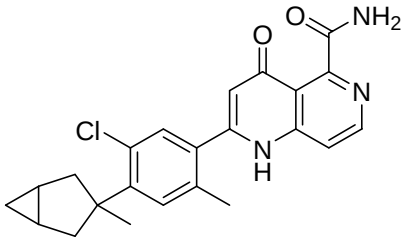
2-[5-(5-carbamoyl-4-oxo-1*H*-1,6-naphthyridin-2-yl)-3-chloro-6-methyl-2-pyridyl]-2-methyl-propanoic acid,



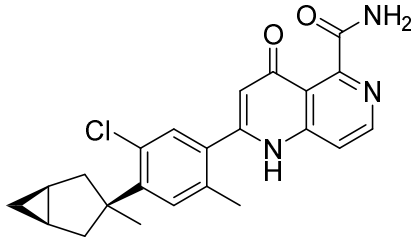
2-[4-(2-adamantyl)-5-chloro-2-methyl-phenyl]-4-oxo-1*H*-1,6-naphthyridine-5-carboxamide,



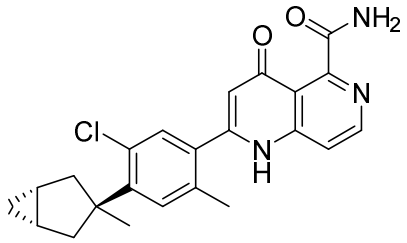
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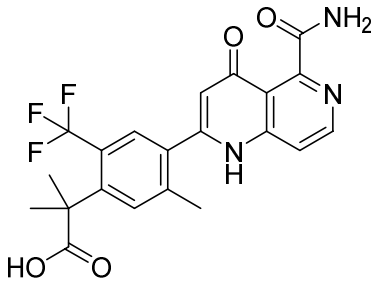
2-[5-chloro-2-methyl-4-(3-methyl-3-bicyclo[3.1.0]hexanyl)phenyl]-4-oxo-1*H*-1,6-naphthyridine-5-carboxamide,



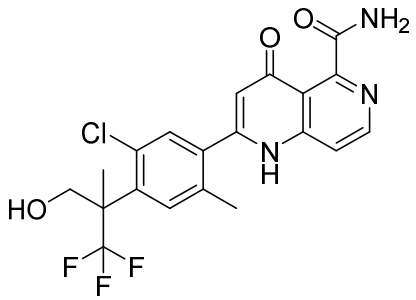
2-(5-chloro-2-methyl-4-((1R,3r,5S)-3-methylbicyclo[3.1.0]hexan-3-yl)phenyl)-4-oxo-1,4-dihydro-1,6-naphthyridine-5-carboxamide,



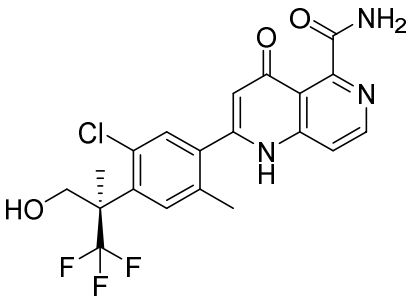
2-(5-chloro-2-methyl-4-((1R,3s,5S)-3-methylbicyclo[3.1.0]hexan-3-yl)phenyl)-4-oxo-1,4-dihydro-1,6-naphthyridine-5-carboxamide,



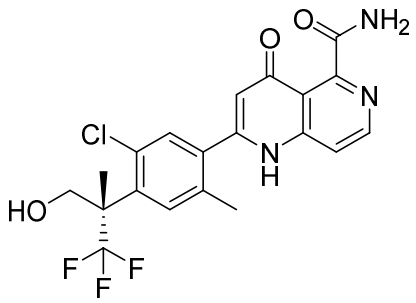
2-[4-(5-carbamoyl-4-oxo-1*H*-1,6-naphthyridin-2-yl)-5-methyl-2-(trifluoromethyl)phenyl]-2-methyl-propanoic acid,



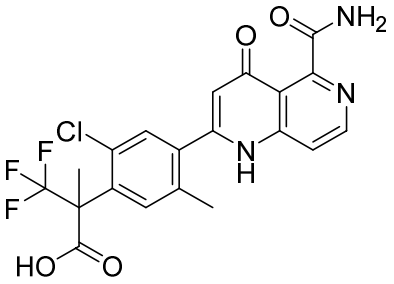
2-[5-chloro-2-methyl-4-[2,2,2-trifluoro-1-(hydroxymethyl)-1-methyl-ethyl]phenyl]-4-oxo-1*H*-1,6-naphthyridine-5-carboxamide,



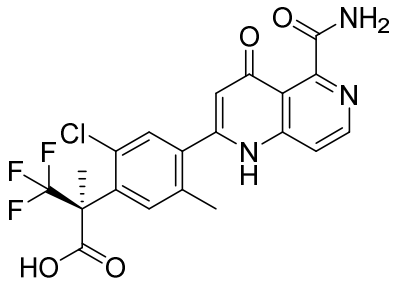
(R)-2-(5-chloro-2-methyl-4-(1,1,1-trifluoro-3-hydroxy-2-methylpropan-2-yl)phenyl)-4-oxo-1,4-dihydro-1,6-naphthyridine-5-carboxamide,



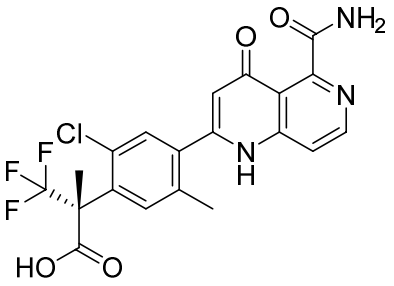
(S)-2-(5-chloro-2-methyl-4-(1,1,1-trifluoro-3-hydroxy-2-methylpropan-2-yl)phenyl)-4-oxo-1,4-dihydro-1,6-naphthyridine-5-carboxamide,



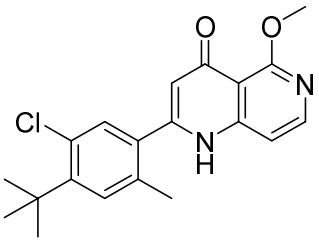
2-[4-(5-carbamoyl-4-oxo-1*H*-1,6-naphthyridin-2-yl)-2-chloro-5-methyl-phenyl]-3,3,3-trifluoro-2-methyl-propanoic acid,



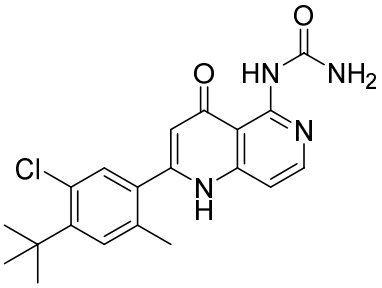
(S)-2-(4-(5-carbamoyl-4-oxo-1,4-dihydro-1,6-naphthyridin-2-yl)-2-chloro-5-methylphenyl)-3,3,3-trifluoro-2-methylpropanoic acid,



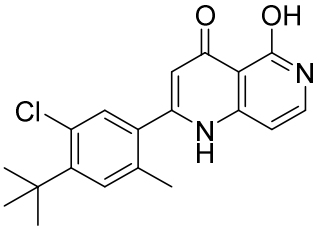
(R)-2-(4-(5-carbamoyl-4-oxo-1,4-dihydro-1,6-naphthyridin-2-yl)-2-chloro-5-methylphenyl)-3,3,3-trifluoro-2-methylpropanoic acid,



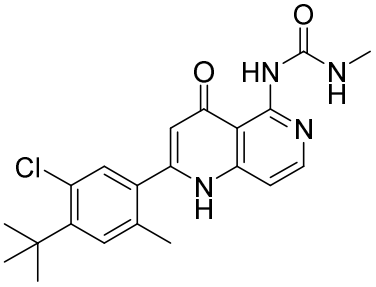
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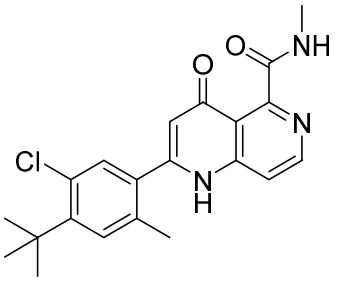
[2-(4-*tert*-butyl-5-chloro-2-methyl-phenyl)-4-oxo-1*H*-1,6-naphthyridin-5-yl]urea,



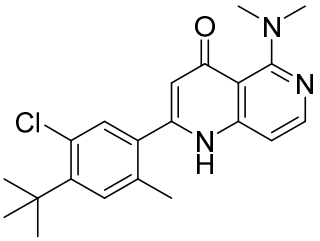
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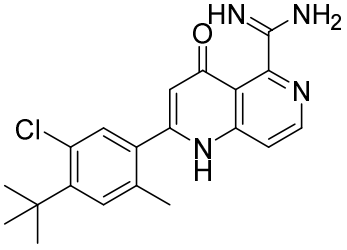
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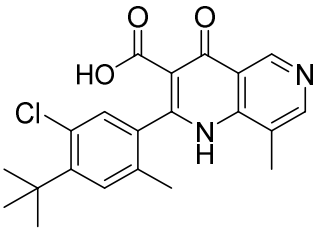
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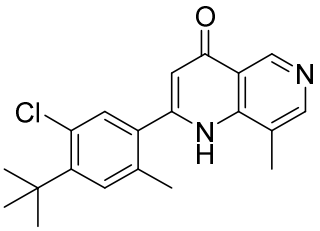
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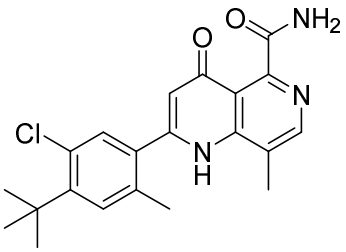
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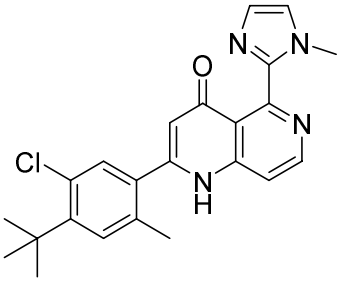
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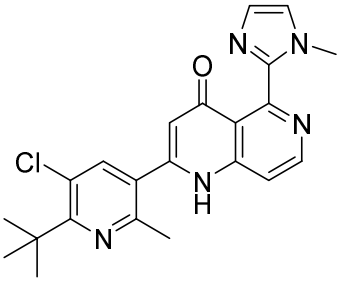
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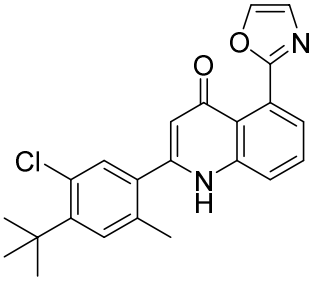
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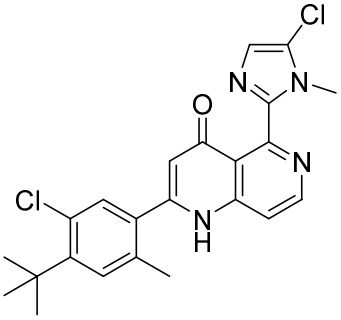
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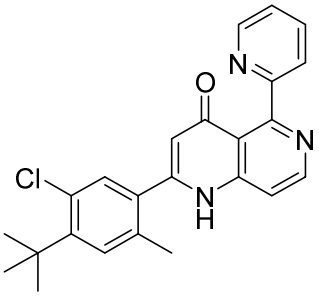
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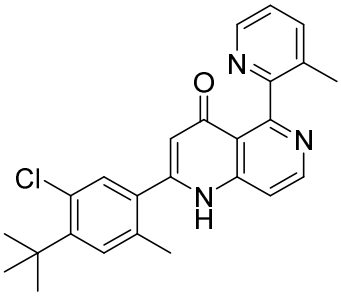
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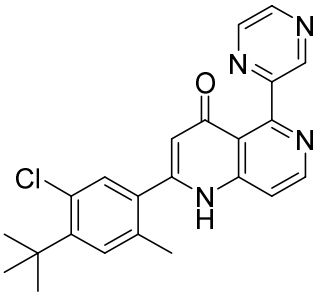
2-(4-*tert*-butyl-5-chloro-2-methyl-phenyl)-5-(5-chloro-1-methyl-imidazol-2-yl)-1*H*-1,6-naphthyridin-4-one,



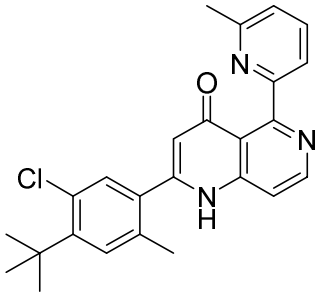
2-(4-*tert*-butyl-5-chloro-2-methyl-phenyl)-5-(2-pyridyl)-1*H*-1,6-naphthyridin-4-one,



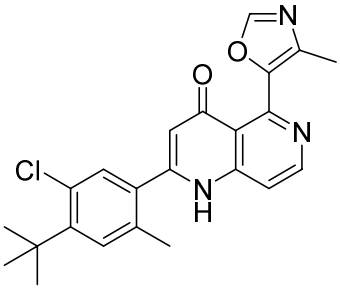
2-(4-*tert*-butyl-5-chloro-2-methyl-phenyl)-5-(3-methyl-2-pyridyl)-1*H*-1,6-naphthyridin-4-one,



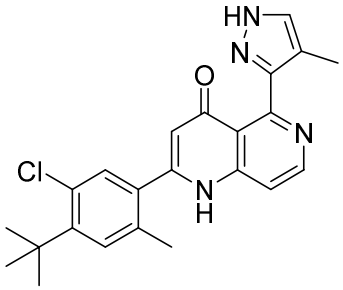
2-(4-*tert*-butyl-5-chloro-2-methyl-phenyl)-5-pyrazin-2-yl-1*H*-1,6-naphthyridin-4-one,



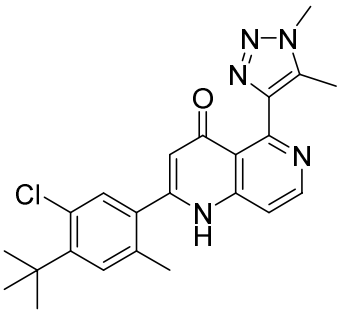
2-(4-*tert*-butyl-5-chloro-2-methyl-phenyl)-5-(6-methyl-2-pyridyl)-1*H*-1,6-naphthyridin-4-one,



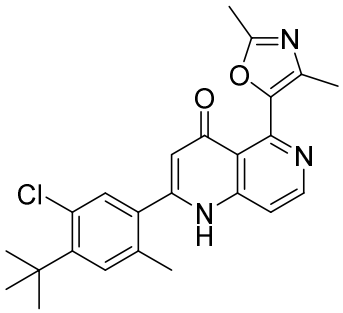
2-(4-*tert*-butyl-5-chloro-2-methyl-phenyl)-5-(4-methyloxazol-5-yl)-1*H*-1,6-naphthyridin-4-one,



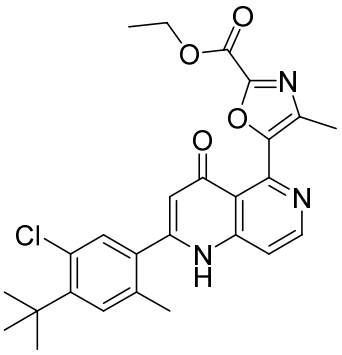
2-(4-*tert*-butyl-5-chloro-2-methyl-phenyl)-5-(4-methyl-1*H*-pyrazol-3-yl)-1*H*-1,6-naphthyridin-4-one,



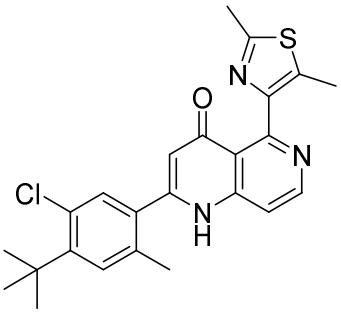
2-(4-*tert*-butyl-5-chloro-2-methyl-phenyl)-5-(1,5-dimethyltriazol-4-yl) -1*H*-1,6-naphthyridin-4-one,



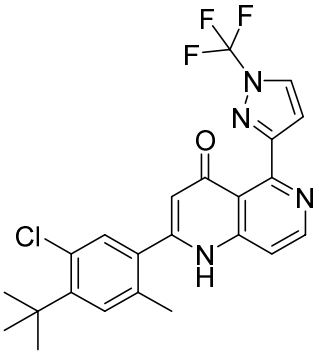
2-(4-*tert*-butyl-5-chloro-2-methyl-phenyl)-5-(2,4-dimethyloxazol-5-yl)-1*H*-1,6-naphthyridin-4-one,



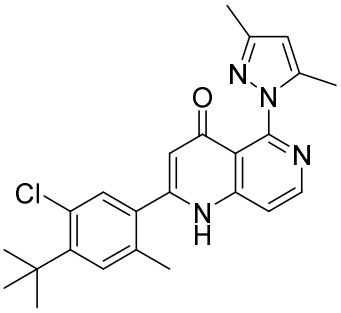
ethyl 5-[2-(4-*tert*-butyl-5-chloro-2-methyl-phenyl)-4-oxo-1*H*-1,6-naphthyridin-5-yl]-4-methyl-oxazole-2-carboxylate,



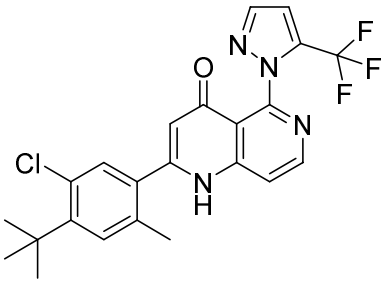
2-(4-*tert*-butyl-5-chloro-2-methyl-phenyl)-5-(2,5-dimethylthiazol-4-yl)-1*H*-1,6-naphthyridin-4-one,



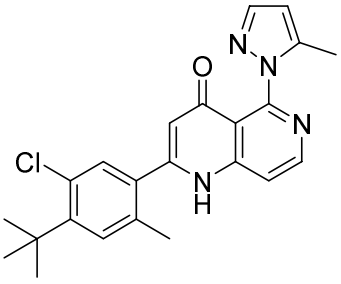
2-(4-*tert*-butyl-5-chloro-2-methyl-phenyl)-5-[1-(trifluoromethyl)pyrazol-3-yl]-1*H*-1,6-naphthyridin-4-one,



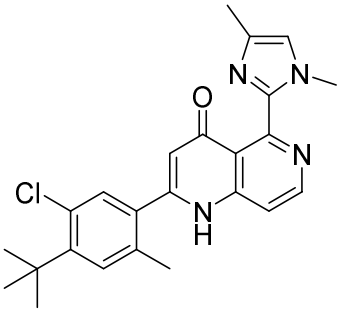
2-(4-*tert*-butyl-5-chloro-2-methyl-phenyl)-5-(3,5-dimethylpyrazol-1-yl)-1*H*-1,6-naphthyridin-4-one,



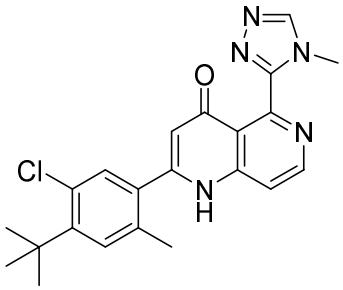
2-(4-*tert*-butyl-5-chloro-2-methyl-phenyl)-5-[5-(trifluoromethyl)pyrazol-1-yl]-1*H*-1,6-naphthyridin-4-one,



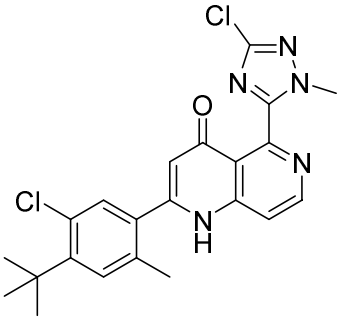
2-(4-*tert*-butyl-5-chloro-2-methyl-phenyl)-5-(5-methylpyrazol-1-yl)-1*H*-1,6-naphthyridin-4-one,



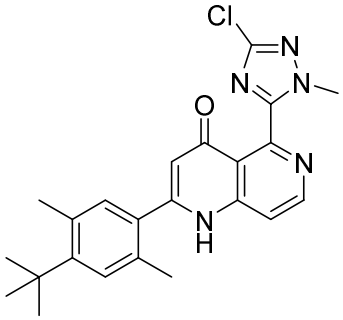
2-(4-*tert*-butyl-5-chloro-2-methyl-phenyl)-5-(1,4-dimethylimidazol-2-yl)-1*H*-1,6-naphthyridin-4-one,



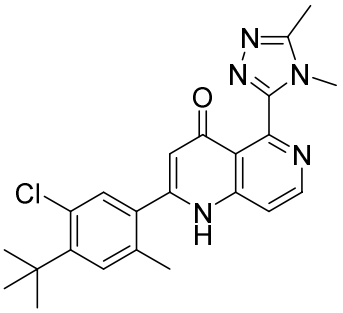
2-(4-*tert*-butyl-5-chloro-2-methyl-phenyl)-5-(4-methyl-1,2,4-triazol-3-yl)-1*H*-1,6-naphthyridin-4-one,



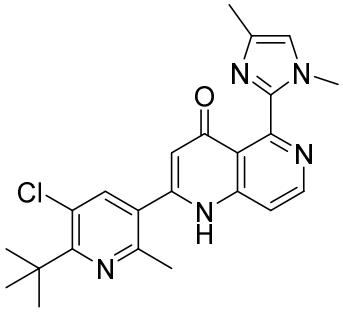
2-(4-*tert*-butyl-5-chloro-2-methyl-phenyl)-5-(5-chloro-2-methyl-1,2,4-triazol-3-yl)-1*H*-1,6-naphthyridin-4-one,



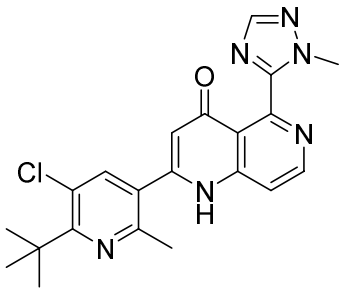
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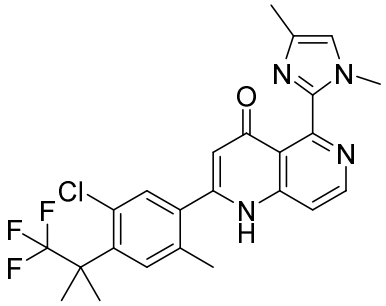
2-(4-*tert*-butyl-5-chloro-2-methyl-phenyl)-5-(4,5-dimethyl-1,2,4-triazol-3-yl)-1*H*-1,6-naphthyridin-4-one,



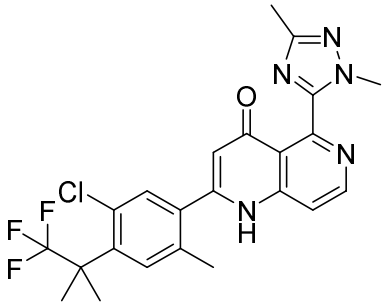
2-(6-*tert*-butyl-5-chloro-2-methyl-3-pyridyl)-5-(1,4-dimethylimidazol-2-yl)-1*H*-1,6-naphthyridin-4-one,



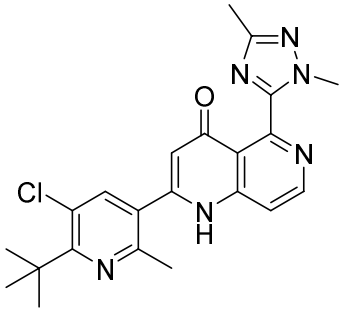
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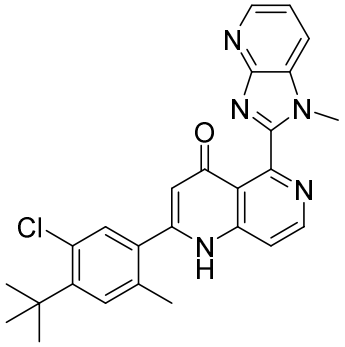
2-[5-chloro-2-methyl-4-(2,2,2-trifluoro-1,1-dimethyl-ethyl)phenyl]-5-(1,4-dimethylimidazol-2-yl)-1*H*-1,6-naphthyridin-4-one,



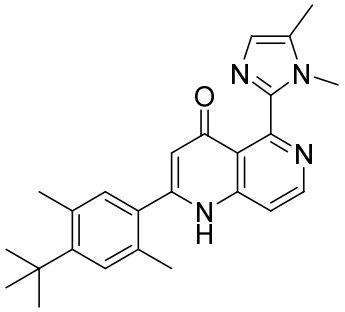
2-[5-chloro-2-methyl-4-(2,2,2-trifluoro-1,1-dimethyl-ethyl)phenyl]-5-(2,5-dimethyl-1,2,4-triazol-3-yl)-1*H*-1,6-naphthyridin-4-one,



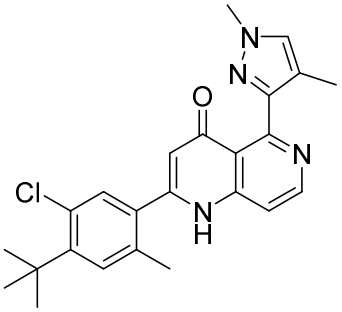
2-(6-*tert*-butyl-5-chloro-2-methyl-3-pyridyl)-5-(2,5-dimethyl-1,2,4-triazol-3-yl)-1*H*-1,6-naphthyridin-4-one,



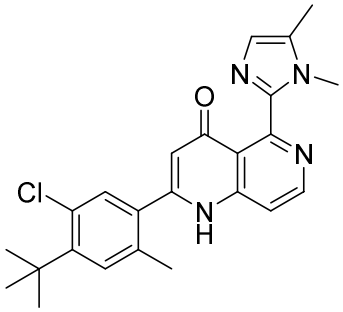
2-(4-*tert*-butyl-5-chloro-2-methyl-phenyl)-5-(1-methylimidazo[4,5-b]pyridin-2-yl)-1*H*-1,6-naphthyridin-4-one,



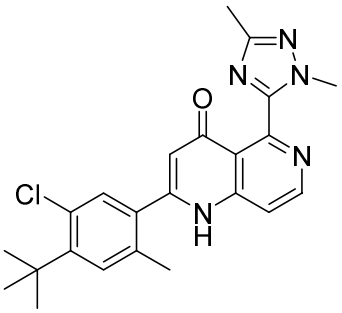
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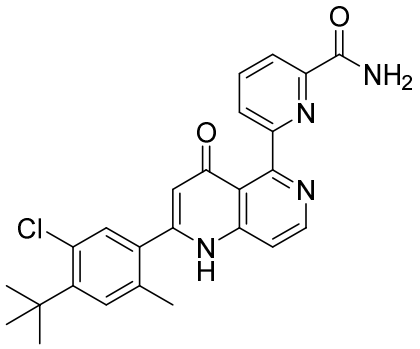
2-(4-*tert*-butyl-5-chloro-2-methyl-phenyl)-5-(1,4-dimethylpyrazol-3-yl)-1*H*-1,6-naphthyridin-4-one,



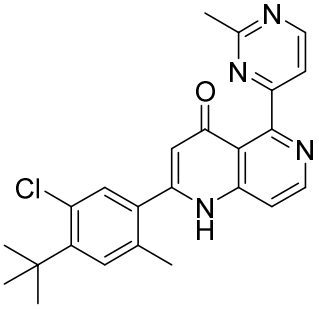
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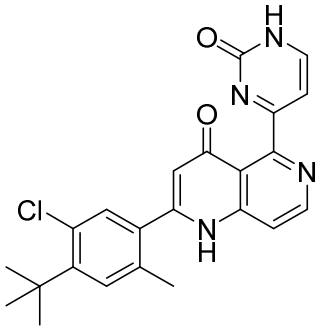
2-(4-*tert*-butyl-5-chloro-2-methyl-phenyl)-5-(2,5-dimethyl-1,2,4-triazol-3-yl)-1*H*-1,6-naphthyridin-4-one,



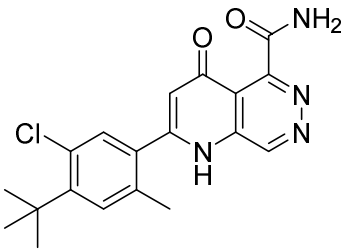
6-[2-(4-*tert*-butyl-5-chloro-2-methyl-phenyl)-4-oxo-1*H*-1,6-naphthyridin-5-yl]pyridine-2-carboxamide,



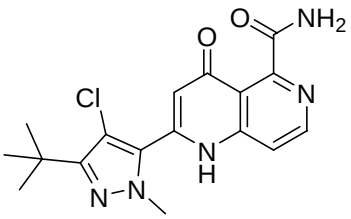
2-(4-*tert*-butyl-5-chloro-2-methyl-phenyl)-5-(2-methylpyrimidin-4-yl)-1*H*-1,6-naphthyridin-4-one,



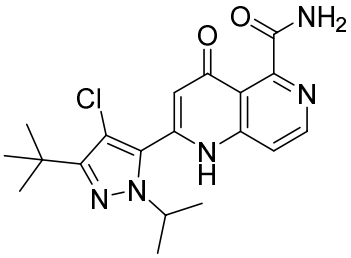
2-(4-*tert*-butyl-5-chloro-2-methyl-phenyl)-5-(2-oxo-1*H*-pyrimidin-4-yl)-1*H*-1,6-naphthyridin-4-one,



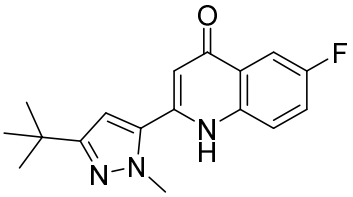
2-(4-tert-butyl-5-chloro-2-methyl-phenyl)-4-oxo-1H-pyrido[2,3-d]pyridazine-5-carboxamide,



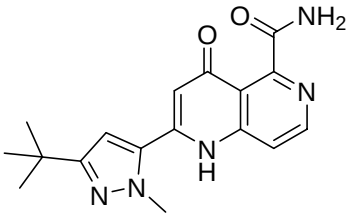
2-(5-*tert*-butyl-4-chloro-2-methyl-pyrazol-3-yl)-4-oxo-1*H*-1,6-naphthyridine-5-carboxamide,



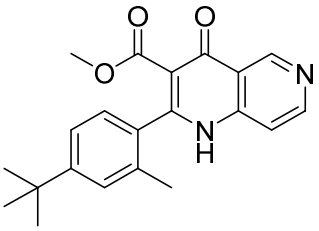
2-(5-*tert*-butyl-4-chloro-2-isopropyl-pyrazol-3-yl)-4-oxo-1*H*-1,6-naphthyridine-5-carboxamide,



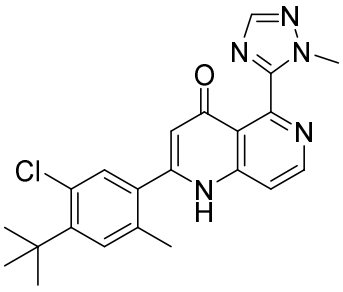
2-(5-*tert*-butyl-2-methyl-pyrazol-3-yl)-6-fluoro-1*H*-quinolin-4-one,



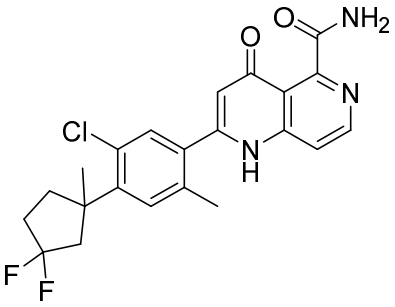
2-(5-*tert*-butyl-2-methyl-pyrazol-3-yl)-4-oxo-1*H*-1,6-naphthyridine-5-carboxamide,



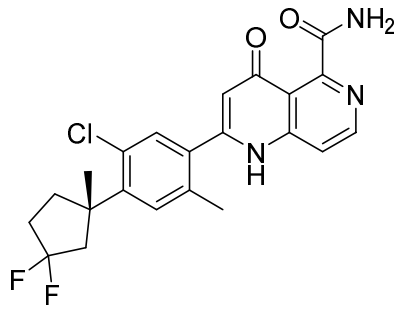
methyl 2-(4-(tert-butyl)-2-methylphenyl)-4-oxo-1,4-dihydro-1,6-naphthyridine-3-carboxylate,



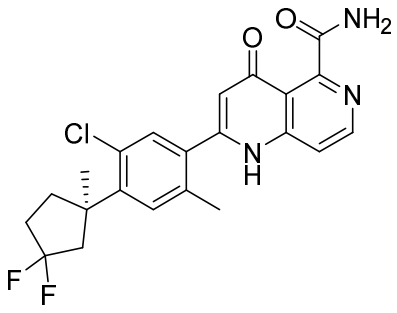
2-(4-(tert-butyl)-5-chloro-2-methylphenyl)-5-(1-methyl-1H-1,2,4-triazol-5-yl)-1,6-naphthyridin-4(1H)-one,



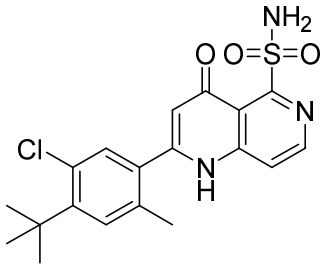
2-(5-chloro-4-(3,3-difluoro-1-methylcyclopentyl)-2-methylphenyl)-4-oxo-1,4-dihydro-1,6-naphthyridine-5-carboxamide,



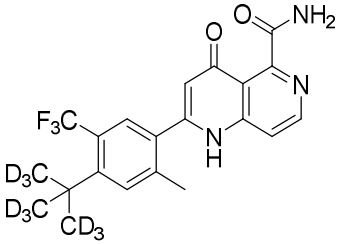
(S)-2-(5-chloro-4-(3,3-difluoro-1-methylcyclopentyl)-2-methylphenyl)-4-oxo-1,4-dihydro-1,6-naphthyridine-5-carboxamide,



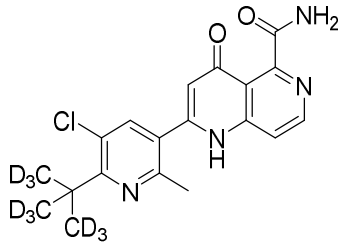
(R)-2-(5-chloro-4-(3,3-difluoro-1-methylcyclopentyl)-2-methylphenyl)-4-oxo-1,4-dihydro-1,6-naphthyridine-5-carboxamide,



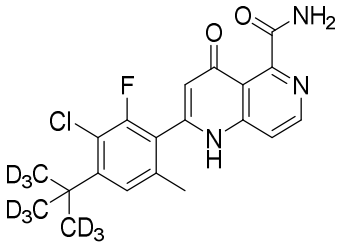
2-(4-(tert-butyl)-5-chloro-2-methylphenyl)-4-oxo-1,4-dihydro-1,6-naphthyridine-5-sulfonamide,



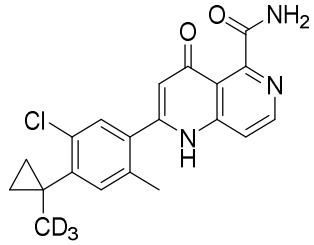
2-(2-methyl-4-(2-(methyl-d_3)propan-2-yl-1,1,1,3,3,3-d_6)-5-(trifluoromethyl)phenyl)-4-oxo-1,4-dihydro-1,6-naphthyridine-5-carboxamide,



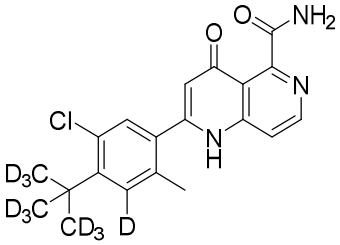
2-(5-chloro-2-methyl-6-(2-(methyl-d_3)propan-2-yl-1,1,1,3,3,3-d_6)pyridin-3-yl)-4-oxo-1,4-dihydro-1,6-naphthyridine-5-carboxamide,



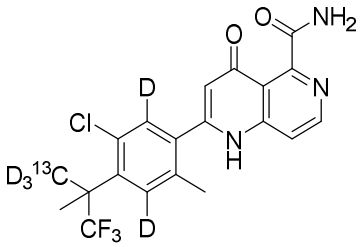
2-(3-chloro-2-fluoro-6-methyl-4-(2-(methyl-d_3)propan-2-yl-1,1,1,3,3,3-d_6)phenyl)-4-oxo-1,4-dihydro-1,6-naphthyridine-5-carboxamide,



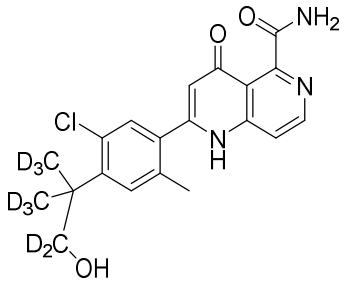
2-(5-chloro-2-methyl-4-(1-(methyl-d_3)cyclopropyl)phenyl)-4-oxo-1,4-dihydro-1,6-naphthyridine-5-carboxamide,



2-(5-chloro-2-methyl-4-(2-(methyl-d_3)propan-2-yl-1,1,1,3,3,3-d_6)phenyl-3-d)-4-oxo-1,4-dihydro-1,6-naphthyridine-5-carboxamide,



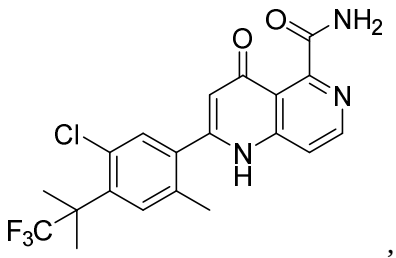
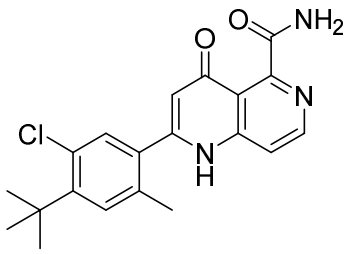
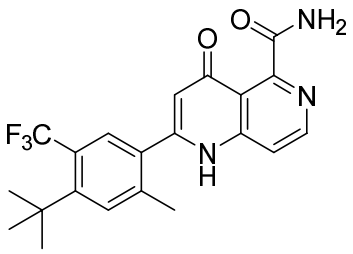
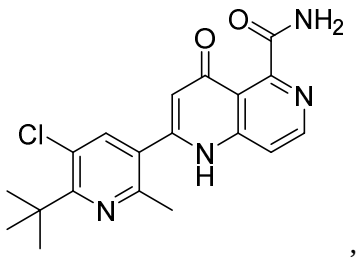
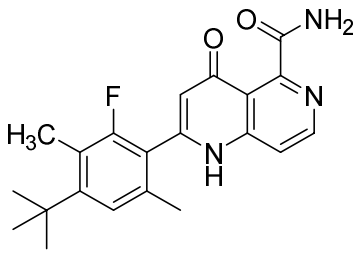
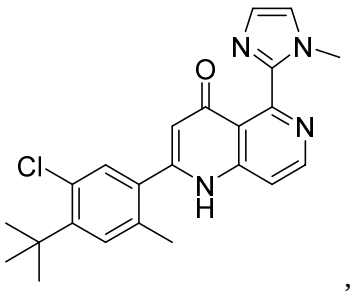
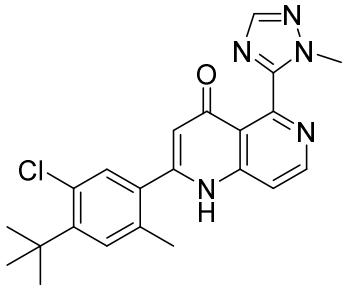
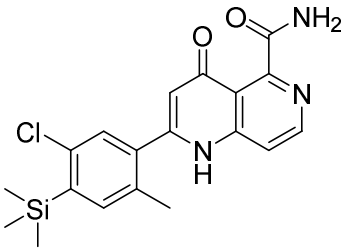
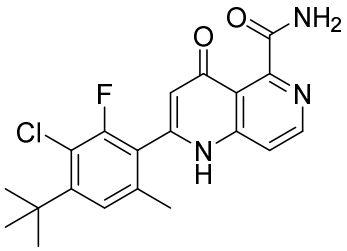
2-(5-chloro-2-methyl-4-(1,1,1-trifluoro-2-methylpropan-2-yl-3-^{13}C-3,3,3-d$_3$)phenyl-3,6-d$_2$)-4-oxo-1,4-dihydro-1,6-naphthyridine-5-carboxamide, and

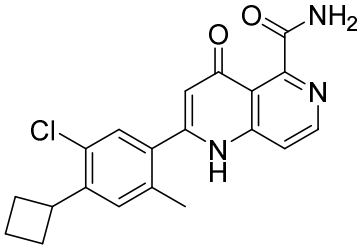
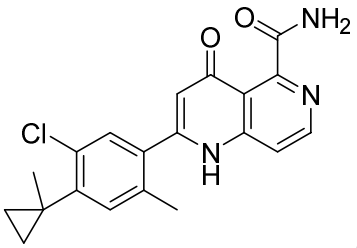
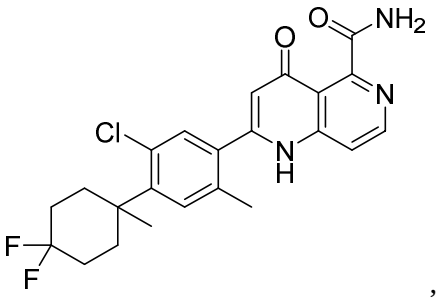
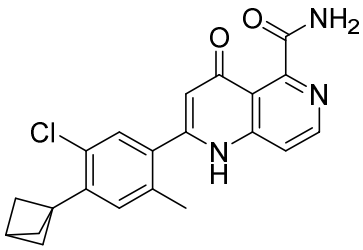
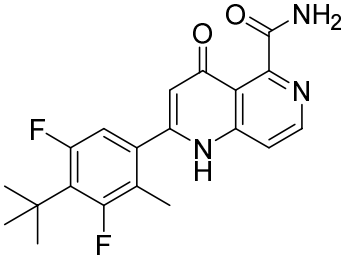
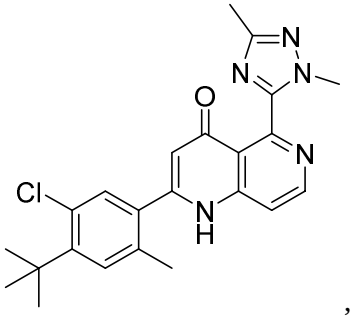
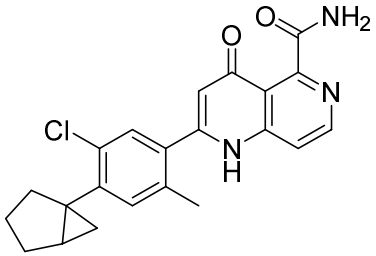
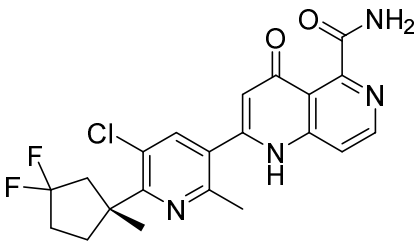
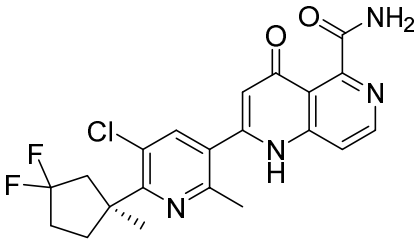
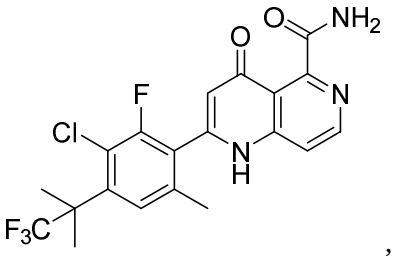
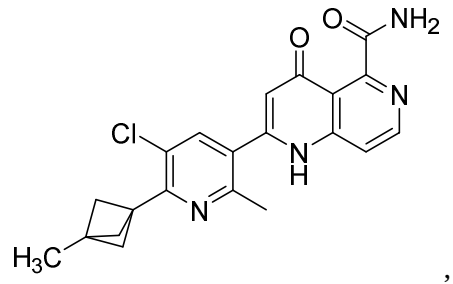
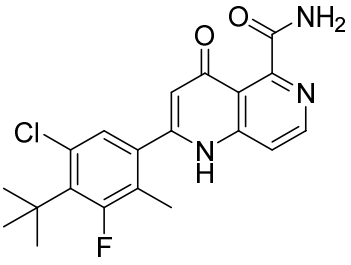


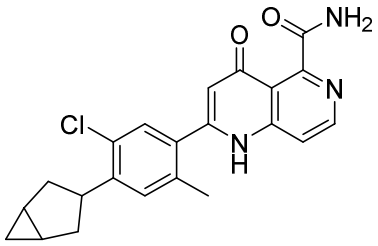
2-(5-chloro-4-(1-hydroxy-2-(methyl-d3)propan-2-yl-1,1,3,3,3-d5)-2-methylphenyl)-4-oxo-1,4-dihydro-1,6-naphthyridine-5-carboxamide,

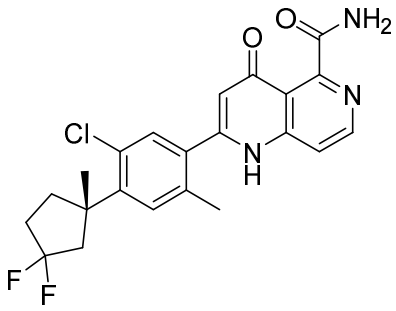
or a pharmaceutically acceptable salt thereof.

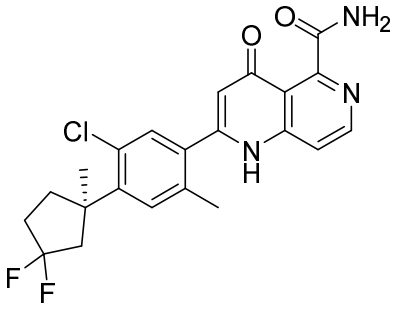
30. A compound selected from:


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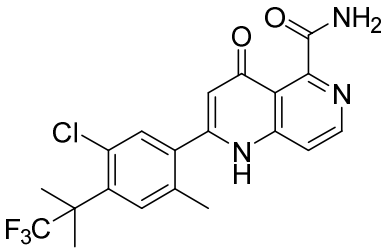
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or a pharmaceutically acceptable salt thereof.

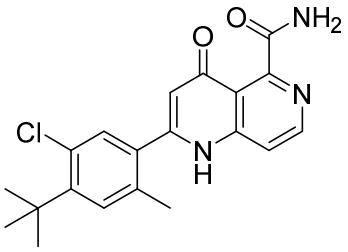
31. A compound, wherein the compound is:



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or a pharmaceutically acceptable salt thereof.

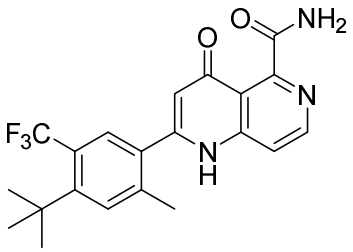
32. A compound, wherein the compound is:



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or a pharmaceutically acceptable salt thereof.

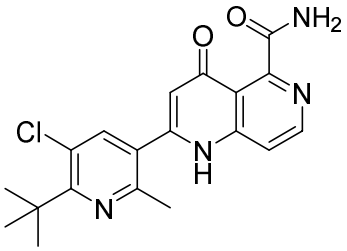
33. A compound, wherein the compound is:



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or a pharmaceutically acceptable salt thereof.

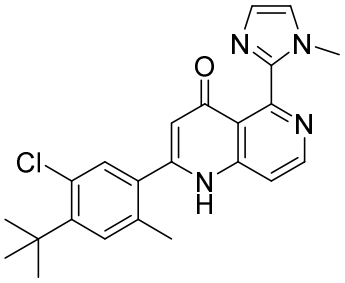
34. A compound, wherein the compound is:



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or a pharmaceutically acceptable salt thereof.

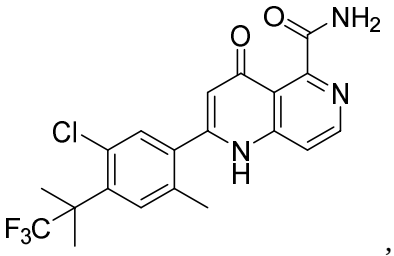
35. A compound, wherein the compound is:

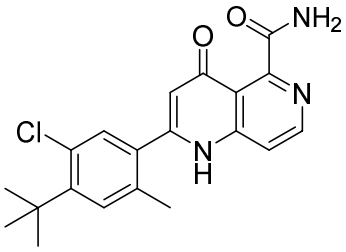


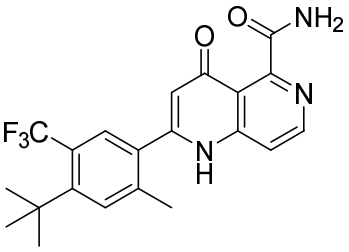
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or a pharmaceutically acceptable salt thereof.

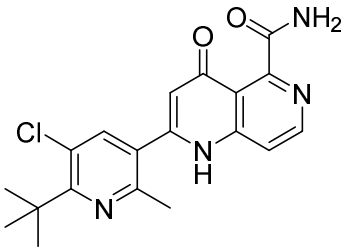
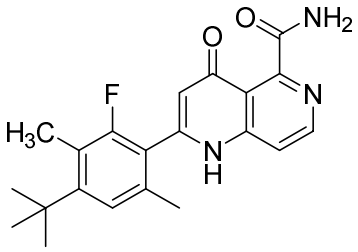
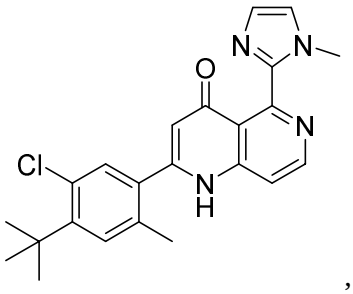
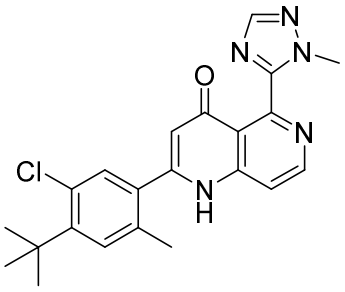
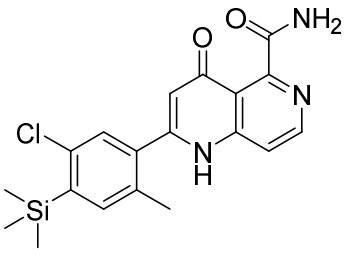
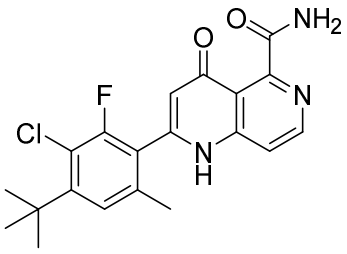
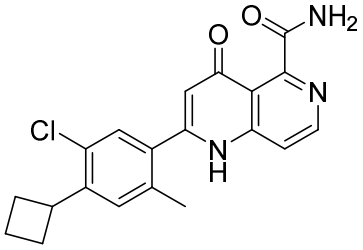
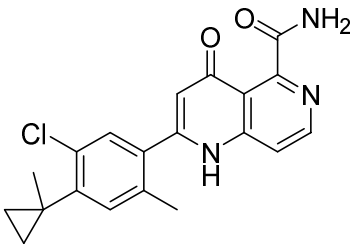
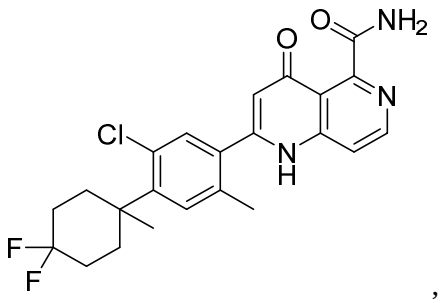
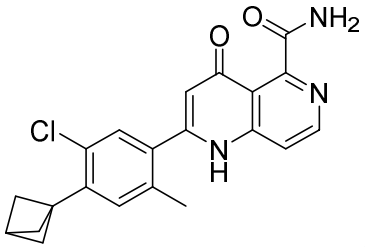
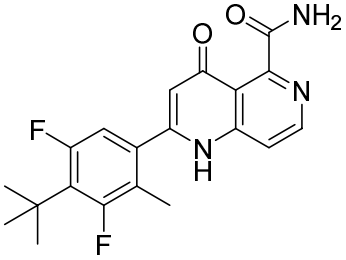
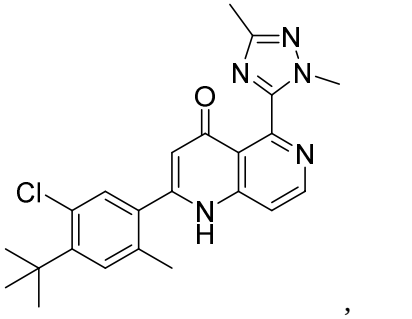
36. A compound selected from:



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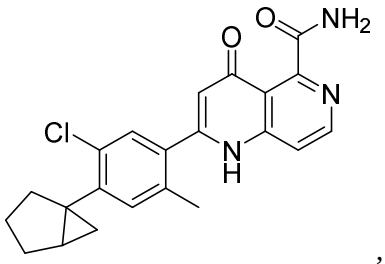
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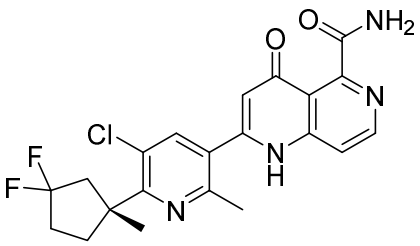
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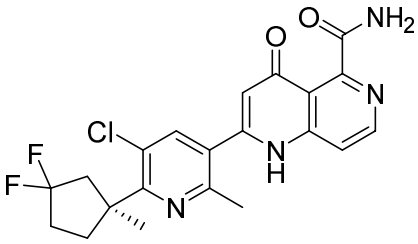
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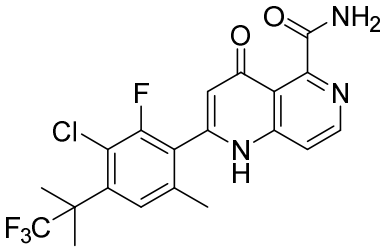
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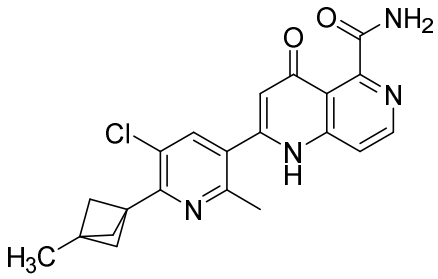
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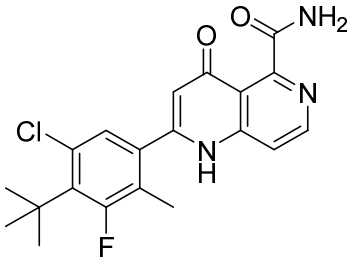


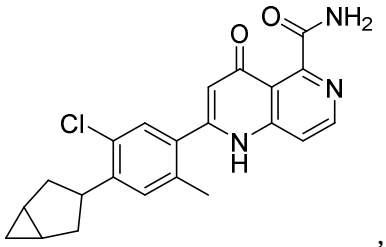
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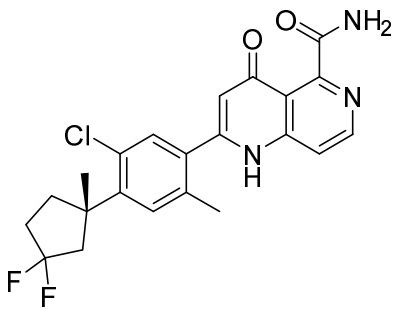
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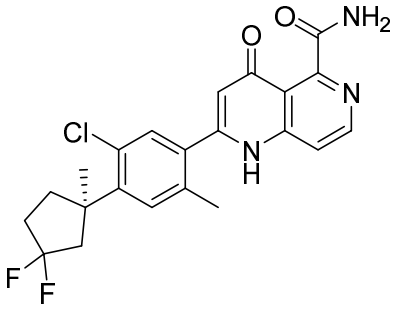
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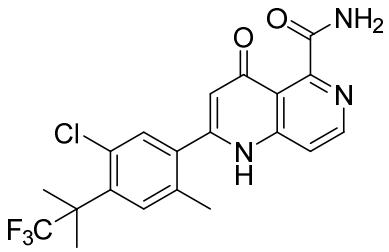
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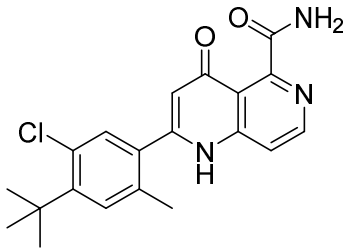
.

37. A compound, wherein the compound is:



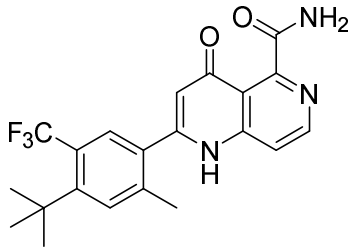
.

38. A compound, wherein the compound is:



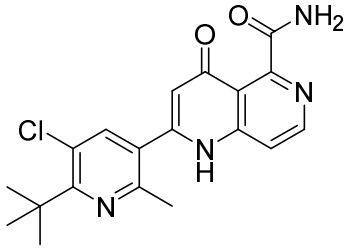
.

39. A compound, wherein the compound is:



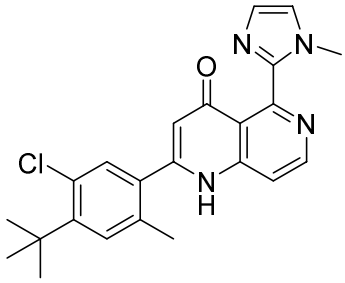
.

40. A compound, wherein the compound is:



.

41. A compound, wherein the compound is:



.

42. The compound of any one of claims 1 to 35 in a non-salt form.

43. A pharmaceutical composition comprising the compound of any one of claims 1 to 35, or a pharmaceutically acceptable salt thereof, or the compound of any one of claims 36 to 42 and one or more pharmaceutically acceptable carriers or vehicles.

44. A method of inhibiting a voltage-gated sodium channel in a subject comprising administering to the subject the compound of any one of claims 1 to 35, or a pharmaceutically acceptable salt thereof, the compound of any one of claims 36 to 42, or the pharmaceutical composition of claim 43.

45. The method of claim 44, wherein the voltage-gated sodium channel is $Na_V1.8$.

46. A method of treating or lessening the severity in a subject of chronic pain, gut pain, neuropathic pain, musculoskeletal pain, acute pain, inflammatory pain, cancer pain, idiopathic pain, postsurgical pain, visceral pain, multiple sclerosis, Charcot-Marie-Tooth syndrome, incontinence, pathological cough, or cardiac arrhythmia comprising administering to the subject an effective amount of the compound of any one of claims 1 to 35, or a pharmaceutically acceptable salt thereof, the compound of any one of claims 36 to 42, or the pharmaceutical composition of claim 43.

47. The method of claim 46, where the method comprises treating or lessening the severity in the subject of:

(i) neuropathic pain, optionally wherein:

the neuropathic pain comprises post-herpetic neuralgia; or

the neuropathic pain comprises small-fiber neuropathy; or

the neuropathic pain comprises idiopathic small-fiber neuropathy; or

the neuropathic pain comprises diabetic neuropathy, optionally wherein the diabetic neuropathy comprises diabetic peripheral neuropathy; or

(ii) musculoskeletal pain, optionally wherein the musculoskeletal pain comprises osteoarthritis pain; or

(iii) acute pain, optionally wherein the acute pain comprises acute post-operative pain; or

(iv) postsurgical pain, optionally wherein:

the postsurgical pain comprises bunionectomy pain; or

the postsurgical pain comprises abdominoplasty pain; or

the postsurgical pain comprises herniorrhaphy pain

(v) visceral pain.

48. The method of claims 46 or 47, wherein said subject is treated with one or more additional therapeutic agents administered concurrently with, prior to, or subsequent to treatment with the compound, pharmaceutically acceptable salt, or pharmaceutical composition.

49. Use of the compound of any one of claims 1 to 35, or a pharmaceutically acceptable salt thereof, the compound of any one of claims 36 to 42, or the pharmaceutical composition of claim 43, as a medicament.

50. Use of the compound of any one of claims 1 to 35, or a pharmaceutically acceptable salt thereof, the compound of any one of claims 36 to 42, or the pharmaceutical composition of claim 43 in the manufacture of a medicament for the treatment of pain.