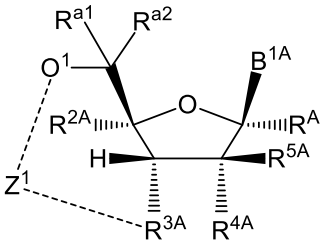
WHAT IS CLAIMED IS:

1. Use of a compound of Formula (I), or a pharmaceutically acceptable salt thereof, in the preparation of a medicament for ameliorating or treating a *Picornaviridae* viral infection, wherein the compound of Formula (I) has the structure:

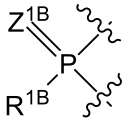


(I)

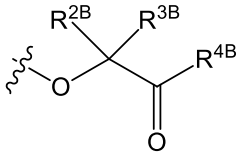
wherein:

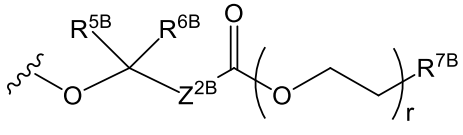
B^{1A} is an optionally substituted heterocyclic base or an optionally substituted heterocyclic base with a protected amino group;

when -------- are both absent, Z^1 is absent, O^1 is OR^{1A}, R^{3A} is selected from the group consisting of H, halo, OH, –OC(=O)R"^{A} and an optionally substituted O-linked amino acid;

when -------- are each a single bond, then Z^1 is 

, O^1 is O, R^{3A} is O, R^{2A} is halo, $–CHF_2$, $–(CH_2)_{1\text{-}6}F$, $–(CH_2)_{1\text{-}6}Cl$, $–(CH_2)_{1\text{-}6}N_3$, $–(CH_2)_{1\text{-}6}NH_2$ or –CN, and R^{1B} is selected from the group consisting of O^-, OH, an –O–optionally substituted $C_{1\text{-}6}$ alkyl.

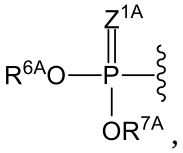
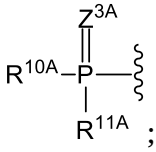


and


;

R^{a1} and R^{a2} are independently hydrogen or deuterium;

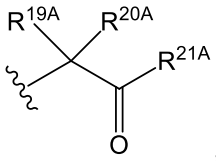
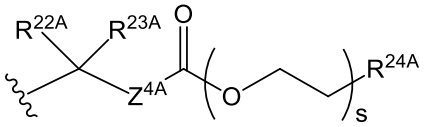
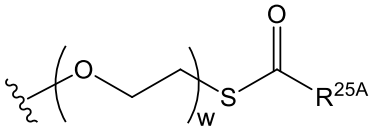
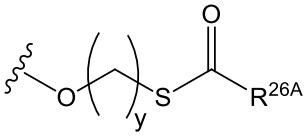
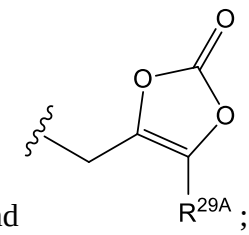
R^A is hydrogen, deuterium, an unsubstituted $C_{1\text{-}3}$ alkyl, an unsubstituted $C_{2\text{-}4}$ alkenyl, an unsubstituted $C_{2\text{-}3}$ alkynyl or cyano;

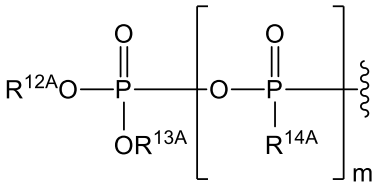
R^{1A} is selected from the group consisting of hydrogen, an optionally substituted acyl, an optionally substituted O-linked amino acid,  and  ;

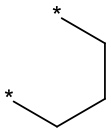
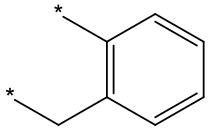
R^{2A} is an unsubstituted C_{2-4} alkyl or $–(CH_2)_{1-6}$ F, and R^{5A} is selected from the group consisting of halo, OH, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{2-6} alkenyl and an optionally substituted C_{2-6} alkynyl; or

R^{2A} is halo, an unsubstituted C_{2-4} alkenyl, $–CHF_2$, $–(CH_2)_{1-6}$ Cl, $–(CH_2)_{1-6}N_3$, $–(CH_2)_{1-6}NH_2$ or -CN, and R^{5A} is selected from the group consisting of H, halo, OH, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{2-6} alkenyl and an optionally substituted C_{2-6} alkynyl;

R^{4A} is selected from the group consisting of H, OH, halo, N_3, $–OC(=O)R"^{B}$, an optionally substituted O-linked amino acid and $NR"^{B1}R"^{B2}$, or R^{3A} and R^{4A} are both an oxygen atom connected via a carbonyl to form a 5-membered ring;

R^{6A}, R^{7A} and R^{8A} are independently selected from the group consisting of absent, hydrogen, an optionally substituted C_{1-24} alkyl, an optionally substituted C_{2-24} alkenyl, an optionally substituted C_{2-24} alkynyl, an optionally substituted C_{3-6} cycloalkyl, an optionally substituted C_{3-6} cycloalkenyl, an optionally substituted aryl, an optionally substituted heteroaryl, an optionally substituted aryl(C_{1-6} alkyl), an optionally substituted $*–(CR^{15A}R^{16A})_p–O–C_{1-24}$ alkyl, an optionally substituted $*–(CR^{17A}R^{18A})_q–O–C_{1-24}$ alkenyl,  ,  ,  ,  and  ; or

R^{6A} is  and R^{7A} is absent or hydrogen; or

R^{6A} and R^{7A} are taken together to form a moiety selected from the group consisting of an optionally substituted  and an optionally substituted  , wherein the oxygens connected to R^{6A} and R^{7A}, the phosphorus and the moiety form a six-membered to ten-membered ring system;

R^{9A} is independently selected from the group consisting of an optionally substituted C_{1-24} alkyl, an optionally substituted C_{2-24} alkenyl, an optionally substituted C_{2-24} alkynyl, an optionally substituted C_{3-6} cycloalkyl, an optionally substituted C_{3-6} cycloalkenyl, $NR^{30A}R^{31A}$, an optionally substituted N-linked amino acid and an optionally substituted N-linked amino acid ester derivative;

R^{10A} and R^{11A} are independently an optionally substituted N-linked amino acid or an optionally substituted N-linked amino acid ester derivative;

R^{12A} and R^{13A} are independently absent or hydrogen;

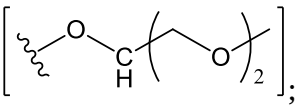
R^{14A} is O^-, OH or methyl;

each R^{15A}, each R^{16A}, each R^{17A} and each R^{18A} are independently hydrogen, an optionally substituted C_{1-24} alkyl or an alkoxy;

R^{19A}, R^{20A}, R^{22A} and R^{23A} are independently selected from the group consisting of hydrogen, an optionally substituted C_{1-24} alkyl and an optionally substituted aryl;

R^{21A} is selected from the group consisting of hydrogen, an optionally substituted C_{1-24} alkyl, an optionally substituted aryl, an optionally substituted –O–C_{1-24} alkyl, an optionally substituted –O–aryl, an optionally substituted –O–heteroaryl and an optionally substituted –O–monocyclic heterocyclyl;

R^{24A} is selected from the group consisting of hydrogen, an optionally substituted C_{1-24} alkyl, an optionally substituted aryl, an optionally substituted –O–C_{1-24} alkyl, an

optionally substituted –O–aryl, an optionally substituted –O–heteroaryl, an optionally substituted –O–monocyclic heterocyclyl and  ;

R^{25A}, R^{26A} and R^{29A} are independently selected from the group consisting of hydrogen, an optionally substituted C_{1-24} alkyl and an optionally substituted aryl;

R^{30A} and R^{31A} are independently selected from the group consisting of hydrogen, an optionally substituted C_{1-24} alkyl, an optionally substituted C_{2-24} alkenyl, an optionally substituted C_{2-24} alkynyl, an optionally substituted C_{3-6} cycloalkyl, an optionally substituted C_{3-6} cycloalkenyl and an optionally substituted aryl(C_{1-4} alkyl);

$R"^{A}$ and each $R"^{B}$ are independently an optionally substituted C_{1-24} alkyl;

each $R"^{B1}$ and each $R"^{B2}$ are independently hydrogen and an optionally substituted C_{1-6} alkyl;

R^{2B}, R^{3B}, R^{5B} and R^{6B} are independently hydrogen or an optionally substituted C_{1-24} alkyl;

R^{4B} and R^{7B} are independently selected from the group consisting of hydrogen, an optionally substituted C_{1-24} alkyl, an optionally substituted aryl, an optionally substituted –O–C_{1-24} alkyl, an optionally substituted –O–aryl, an optionally substituted –O–heteroaryl and an optionally substituted –O–monocyclic heterocyclyl;

m and w are 0 or 1;

p and q are independently 1, 2 or 3;

r and s are independently 0, 1, 2 or 3;

y is 3, 4 or 5; and

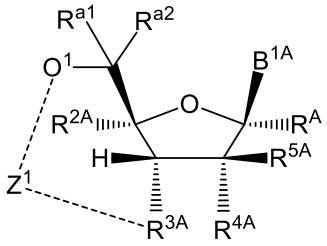
Z^{1A}, Z^{2A}, Z^{3A}, Z^{4A}, Z^{1B} and Z^{2B} are independently O or S.

2. The use of Claim 1, wherein the Picornaviridae virus is selected from the group consisting of an Aphthovirus, an Enterovirus, a Rhinovirus, a Hepatovirus and a Parechovirus.

3. The use of Claim 2, wherein the Enterovirus is selected from the group consisting of an enterovirus A, enterovirus B, enterovirus C, enterovirus D, enterovirus E, enterovirus F, enterovirus G, enterovirus Henterovirus J, preferably

wherein the Enterovirus is selected from the group consisting of rhinovirus A, rhinovirus B and rhinovirus C.

4. Use of a compound of Formula (I), or a pharmaceutically acceptable salt thereof, in the preparation of a medicament for ameliorating or treating a *Flaviviridae* viral infection, wherein the compound of Formula (I) has the structure:

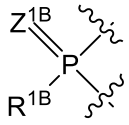


(I)

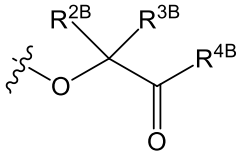
wherein:

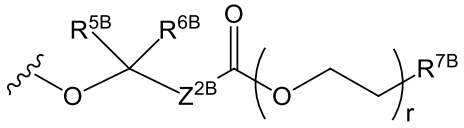
B^{1A} is an optionally substituted heterocyclic base or an optionally substituted heterocyclic base with a protected amino group;

when -------- are both absent, Z^1 is absent, O^1 is OR^{1A}, R^{3A} is selected from the group consisting of H, halo, OH, –OC(=O)R"^{A} and an optionally substituted O-linked amino acid;

when -------- are each a single bond, then Z^1 is 

, O^1 is O, R^{3A} is O, R^{2A} is halo, $–CHF_2$, $–(CH_2)_{1\text{-}6}F$, $–(CH_2)_{1\text{-}6}Cl$, $–(CH_2)_{1\text{-}6}N_3$, $–(CH_2)_{1\text{-}6}NH_2$ or –CN, and R^{1B} is selected from the group consisting of O^-, OH, an –O–optionally substituted $C_{1\text{-}6}$ alkyl.

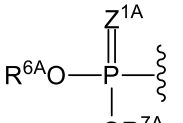
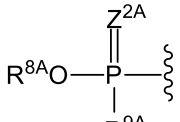
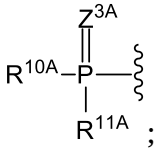


and


;

R^{a1} and R^{a2} are independently hydrogen or deuterium;

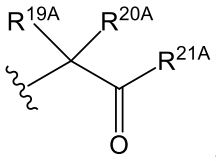
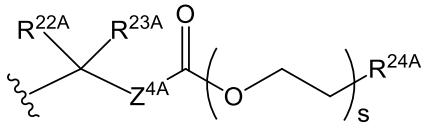
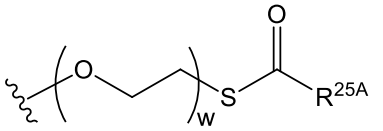
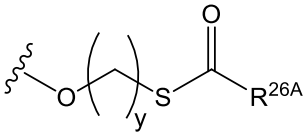
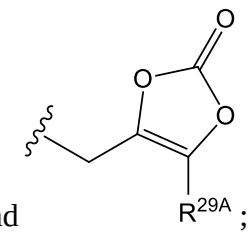
R^A is hydrogen, deuterium, an unsubstituted $C_{1\text{-}3}$ alkyl, an unsubstituted $C_{2\text{-}4}$ alkenyl, an unsubstituted $C_{2\text{-}3}$ alkynyl or cyano;

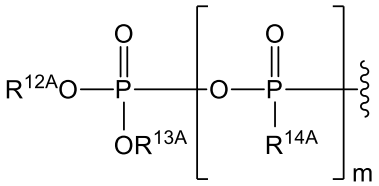
R^{1A} is selected from the group consisting of hydrogen, an optionally substituted acyl, an optionally substituted O-linked amino acid,  ,  and  ;

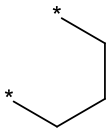
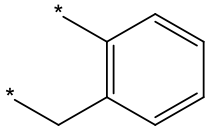
R^{2A} is halo, an unsubstituted $C_{2\text{-}4}$ alkyl, an unsubstituted $C_{2\text{-}4}$ alkenyl, $–(CH_2)_{1\text{-}6}F$, or –CN, and R^{5A} is selected from the group consisting of OH, an optionally substituted $C_{1\text{-}6}$ alkyl, an optionally substituted $C_{2\text{-}6}$ alkenyl and an optionally substituted $C_{2\text{-}6}$ alkynyl; or

R^{2A} is $–CHF_2$, $–(CH_2)_{1\text{-}6}$ Cl, $–(CH_2)_{1\text{-}6}N_3$ or $–(CH_2)_{1\text{-}6}NH_2$, and R^{5A} is selected from the group consisting of H, halo, OH, an optionally substituted $C_{1\text{-}6}$ alkyl, an optionally substituted $C_{2\text{-}6}$ alkenyl and an optionally substituted $C_{2\text{-}6}$ alkynyl;

R^{4A} is selected from the group consisting of OH, halo, N_3, $–OC(=O)R^{"B}$, an optionally substituted O-linked amino acid and $NR^{"B1}R^{"B2}$, or R^{3A} and R^{4A} are both an oxygen atom connected via a carbonyl to form a 5-membered ring;

R^{6A}, R^{7A} and R^{8A} are independently selected from the group consisting of absent, hydrogen, an optionally substituted $C_{1\text{-}24}$ alkyl, an optionally substituted $C_{2\text{-}24}$ alkenyl, an optionally substituted $C_{2\text{-}24}$ alkynyl, an optionally substituted $C_{3\text{-}6}$ cycloalkyl, an optionally substituted $C_{3\text{-}6}$ cycloalkenyl, an optionally substituted aryl, an optionally substituted heteroaryl, an optionally substituted aryl($C_{1\text{-}6}$ alkyl), an optionally substituted $*–(CR^{15A}R^{16A})_p–O–C_{1\text{-}24}$ alkyl, an optionally substituted $*–(CR^{17A}R^{18A})_q–O–C_{1\text{-}24}$ alkenyl,  ,  ,  ,  and  ; or

R^{6A} is  and R^{7A} is absent or hydrogen; or

R^{6A} and R^{7A} are taken together to form a moiety selected from the group consisting of an optionally substituted  and an optionally substituted  , wherein the oxygens connected to R^{6A} and R^{7A}, the phosphorus and the moiety form a six-membered to ten-membered ring system;

R^{9A} is independently selected from the group consisting of an optionally substituted C_{1-24} alkyl, an optionally substituted C_{2-24} alkenyl, an optionally substituted C_{2-24} alkynyl, an optionally substituted C_{3-6} cycloalkyl, an optionally substituted C_{3-6} cycloalkenyl, $NR^{30A}R^{31A}$, an optionally substituted N-linked amino acid and an optionally substituted N-linked amino acid ester derivative;

R^{10A} and R^{11A} are independently an optionally substituted N-linked amino acid or an optionally substituted N-linked amino acid ester derivative;

R^{12A} and R^{13A} are independently absent or hydrogen;

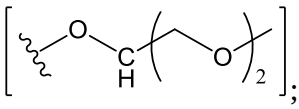
R^{14A} is O^-, OH or methyl;

each R^{15A}, each R^{16A}, each R^{17A} and each R^{18A} are independently hydrogen, an optionally substituted C_{1-24} alkyl or an alkoxy;

R^{19A}, R^{20A}, R^{22A} and R^{23A} are independently selected from the group consisting of hydrogen, an optionally substituted C_{1-24} alkyl and an optionally substituted aryl;

R^{21A} is selected from the group consisting of hydrogen, an optionally substituted C_{1-24} alkyl, an optionally substituted aryl, an optionally substituted –O–C_{1-24} alkyl, an optionally substituted –O–aryl, an optionally substituted –O–heteroaryl and an optionally substituted –O–monocyclic heterocyclyl;

R^{24A} is selected from the group consisting of hydrogen, an optionally substituted C_{1-24} alkyl, an optionally substituted aryl, an optionally substituted –O–C_{1-24} alkyl, an

optionally substituted –O–aryl, an optionally substituted –O–heteroaryl, an optionally substituted –O–monocyclic heterocyclyl and  ;

R^{25A}, R^{26A} and R^{29A} are independently selected from the group consisting of hydrogen, an optionally substituted C_{1-24} alkyl and an optionally substituted aryl;

R^{30A} and R^{31A} are independently selected from the group consisting of hydrogen, an optionally substituted C_{1-24} alkyl, an optionally substituted C_{2-24} alkenyl, an optionally substituted C_{2-24} alkynyl, an optionally substituted C_{3-6} cycloalkyl, an optionally substituted C_{3-6} cycloalkenyl and an optionally substituted aryl(C_{1-4} alkyl);

$R"^{A}$ and each $R"^{B}$ are independently an optionally substituted C_{1-24} alkyl;

each $R"^{B1}$ and each $R"^{B2}$ are independently hydrogen and an optionally substituted C_{1-6} alkyl;

R^{2B}, R^{3B}, R^{5B} and R^{6B} are independently hydrogen or an optionally substituted C_{1-24} alkyl;

R^{4B} and R^{7B} are independently selected from the group consisting of hydrogen, an optionally substituted C_{1-24} alkyl, an optionally substituted aryl, an optionally substituted –O–C_{1-24} alkyl, an optionally substituted –O–aryl, an optionally substituted –O–heteroaryl and an optionally substituted –O–monocyclic heterocyclyl;

m and w are 0 or 1;

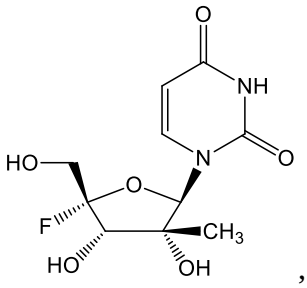
p and q are independently 1, 2 or 3;

r and s are independently 0, 1, 2 or 3;

y is 3, 4 or 5; and

Z^{1A}, Z^{2A}, Z^{3A}, Z^{4A}, Z^{1B} and Z^{2B} are independently O or S;

provided that the compound of Formula (I), or a pharmaceutically acceptable salt thereof, cannot be selected from the group consisting of: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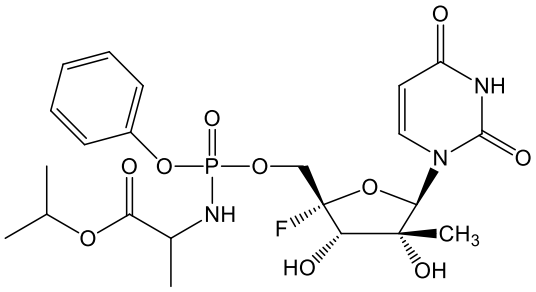
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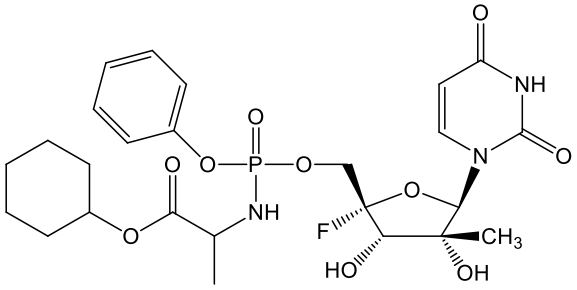
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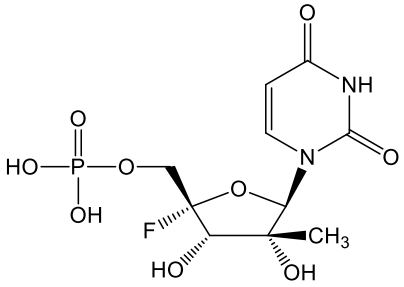
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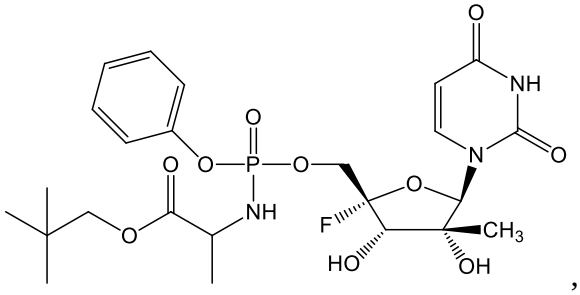
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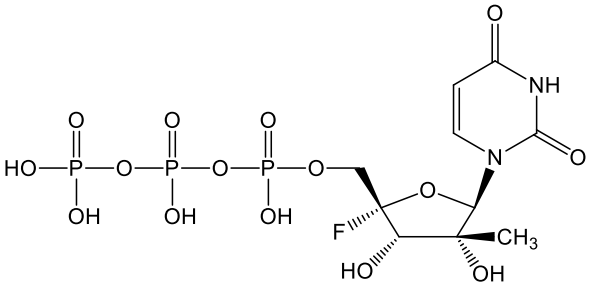
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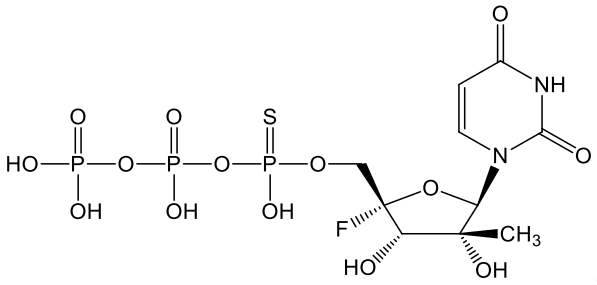
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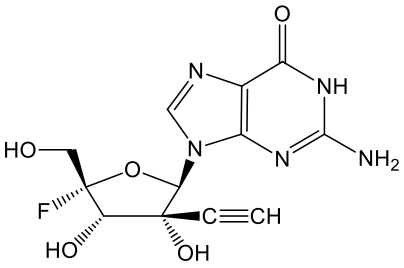
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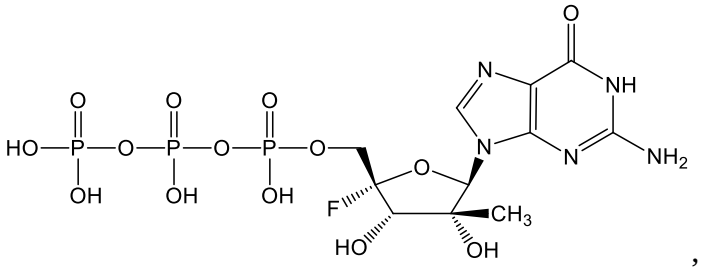
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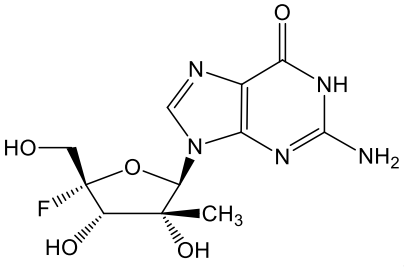
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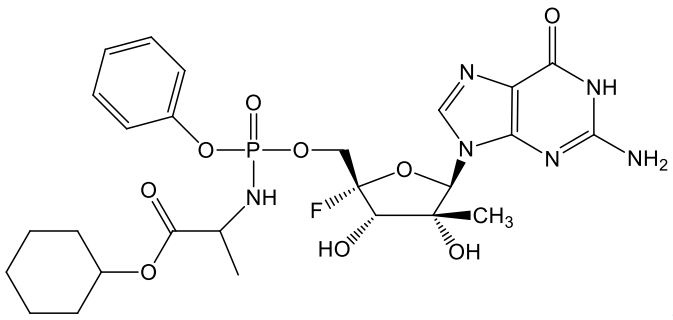
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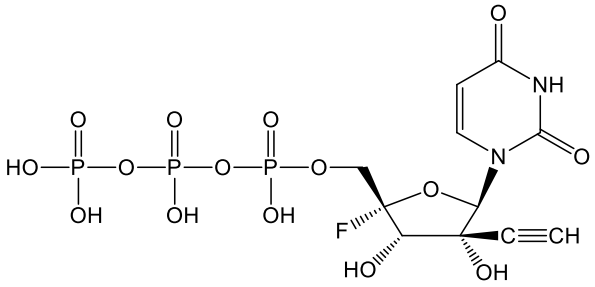
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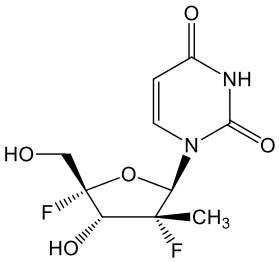
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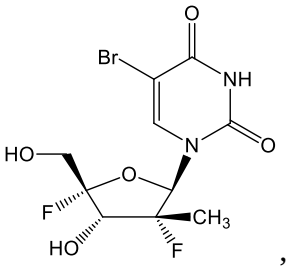
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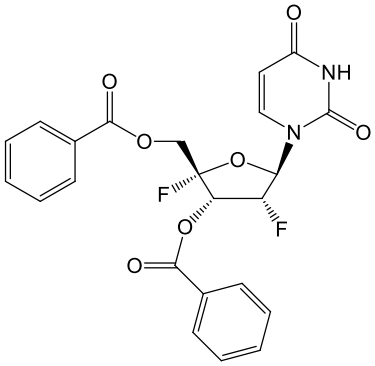
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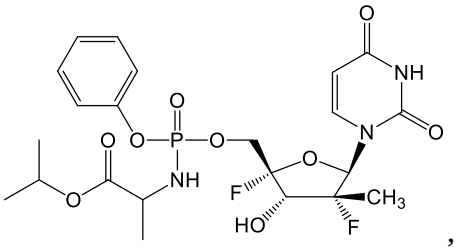
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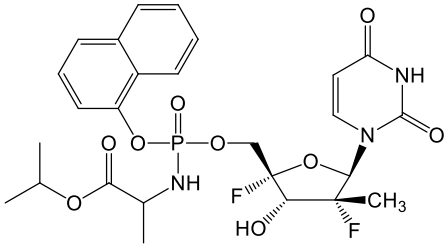
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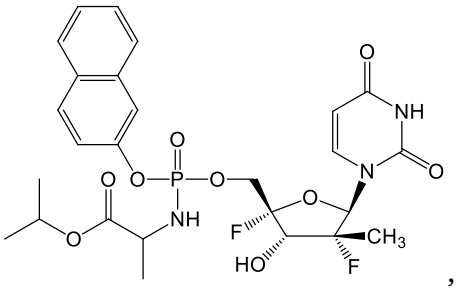
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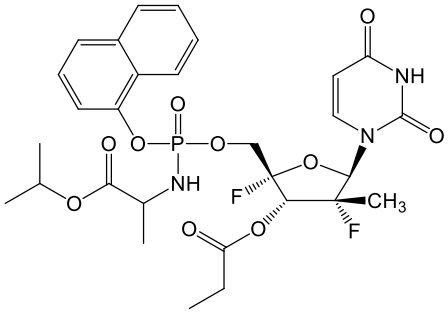
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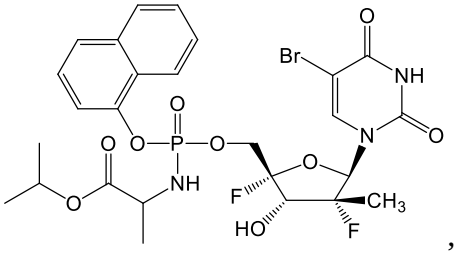
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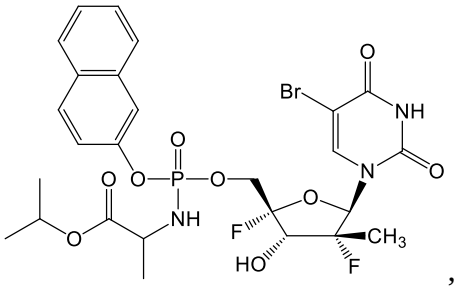
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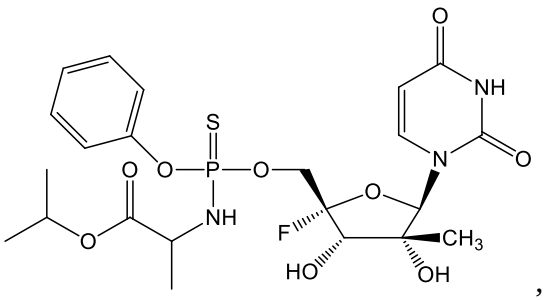
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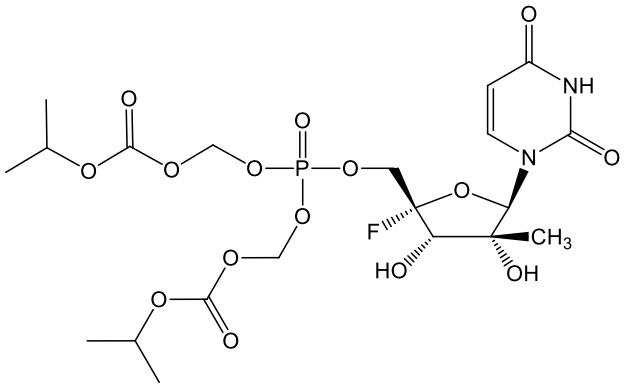
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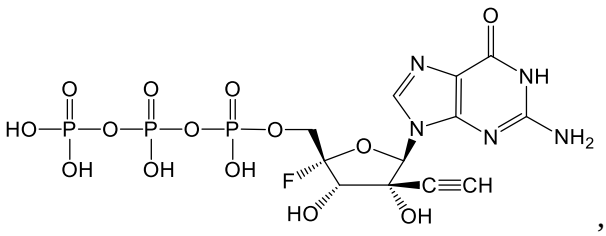
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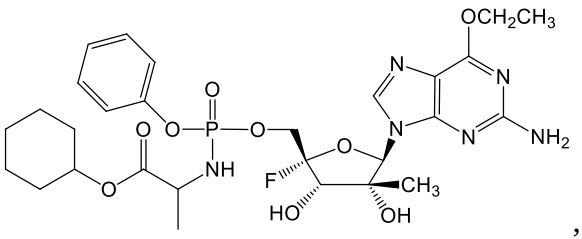
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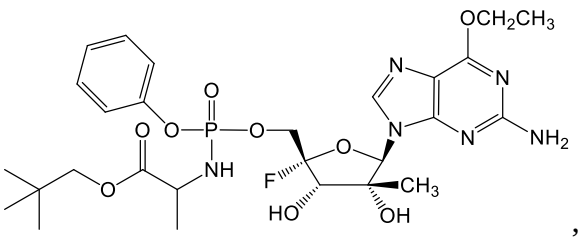
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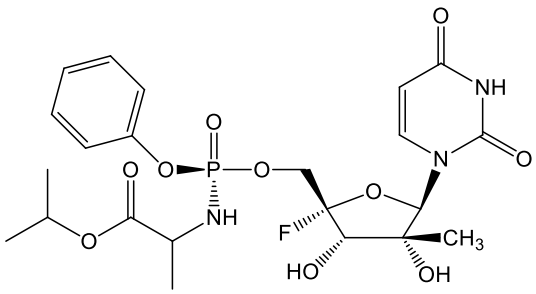
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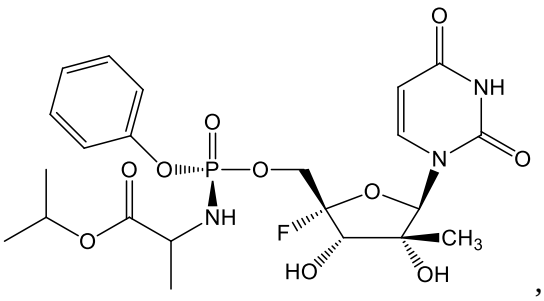
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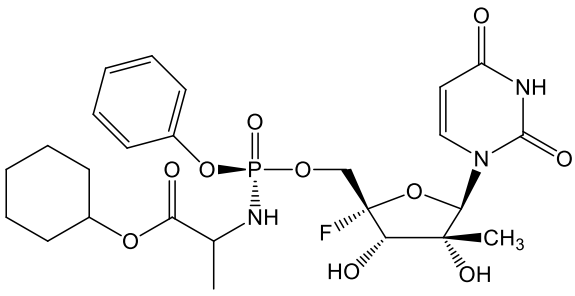
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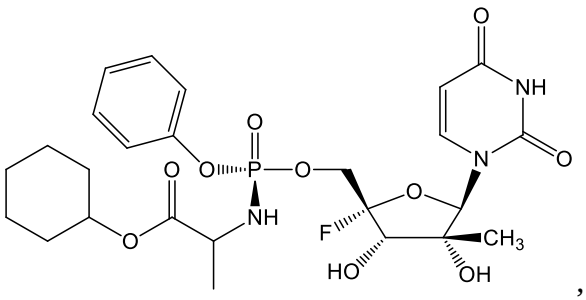
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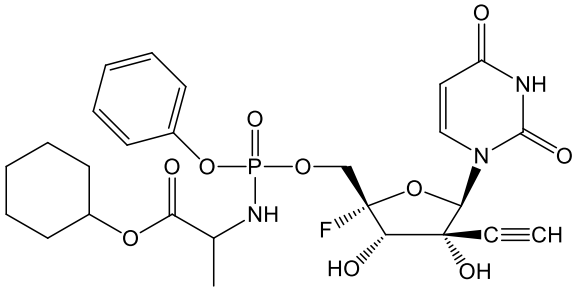
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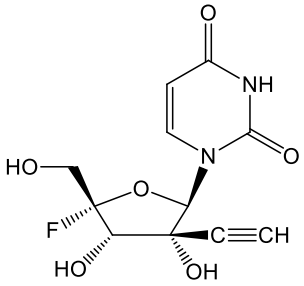
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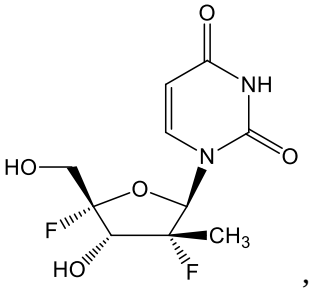
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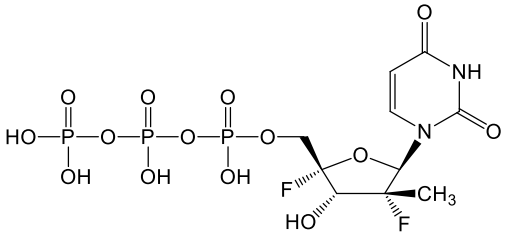
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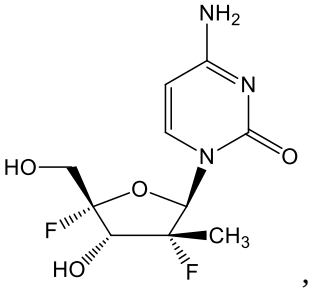
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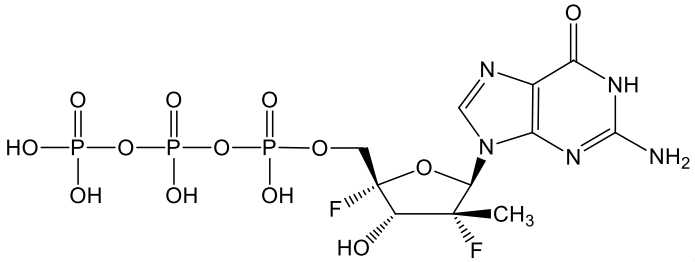
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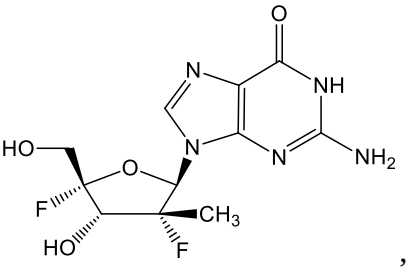
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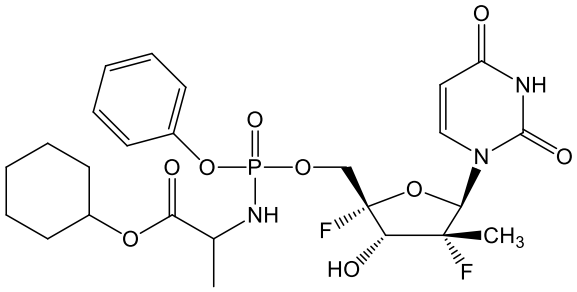
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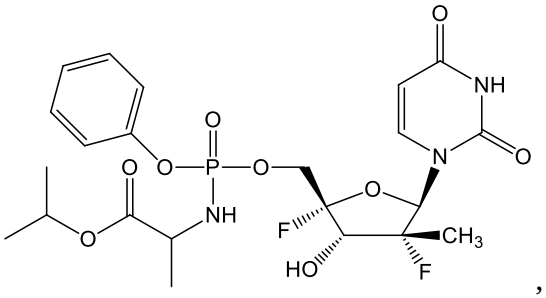
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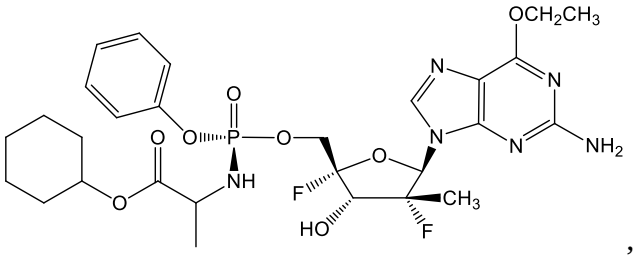
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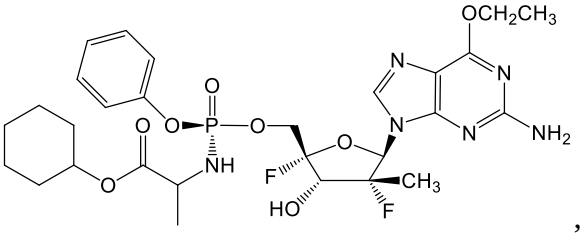
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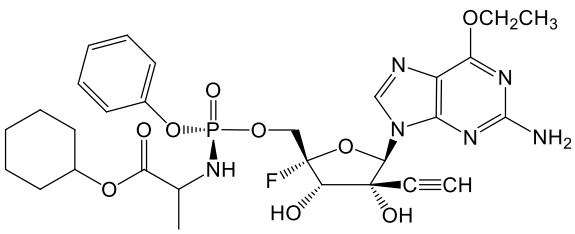
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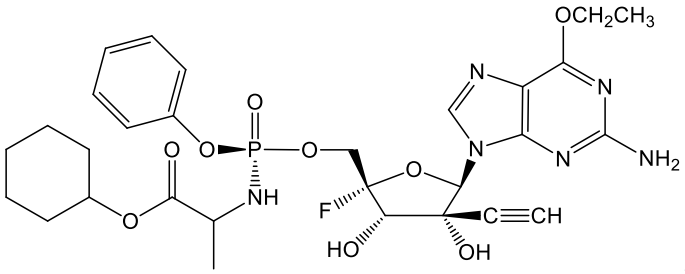
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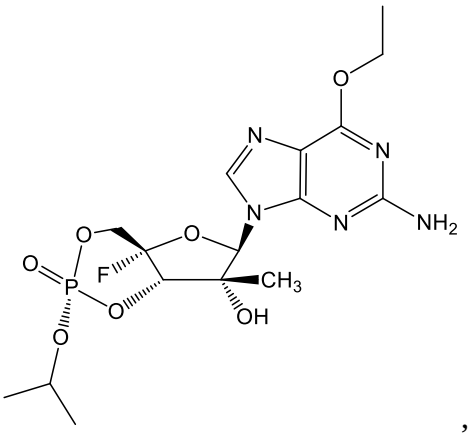
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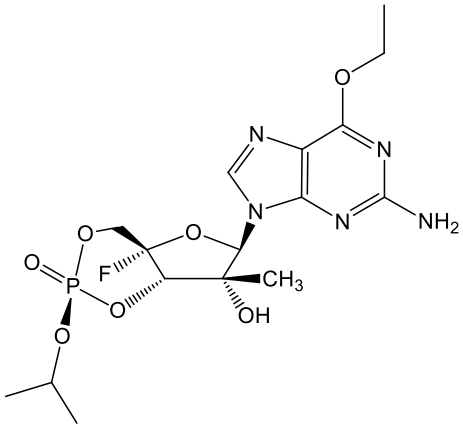
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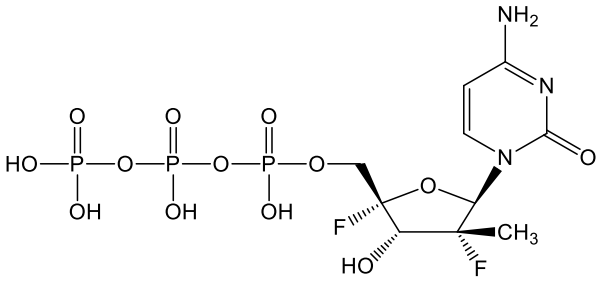
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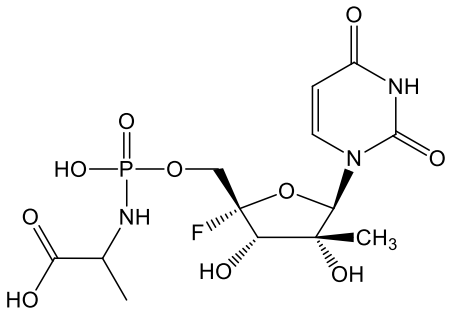
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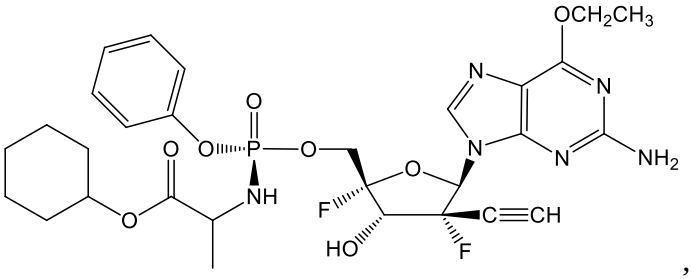
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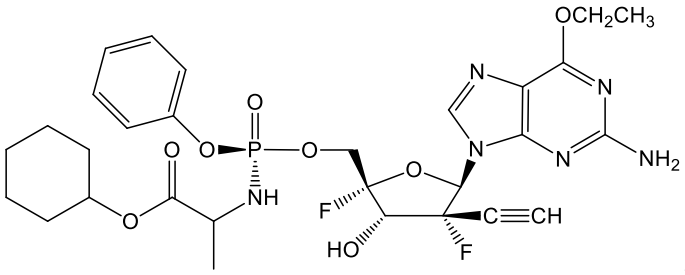
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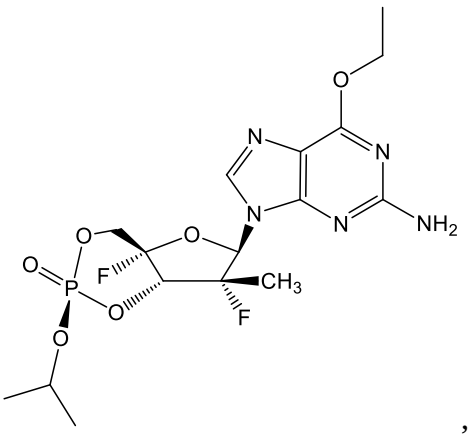
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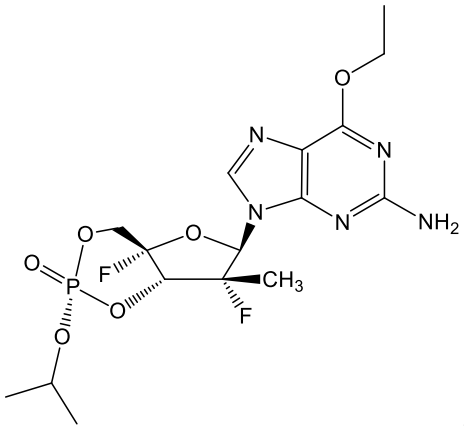
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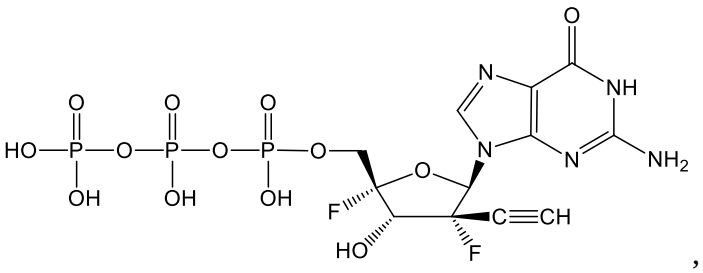
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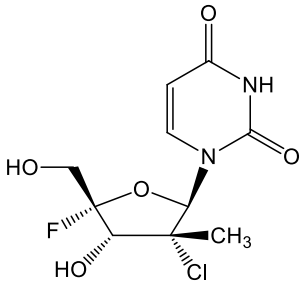
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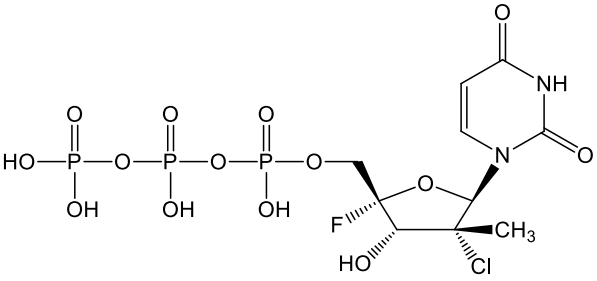
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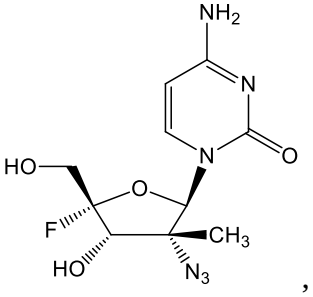
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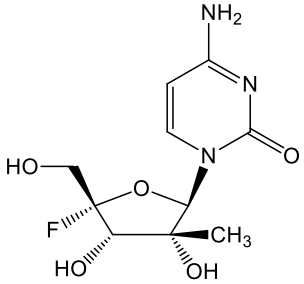
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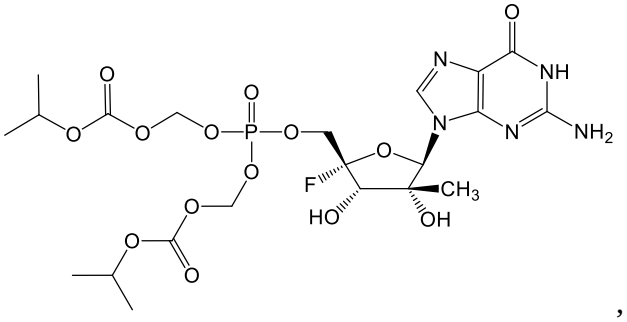
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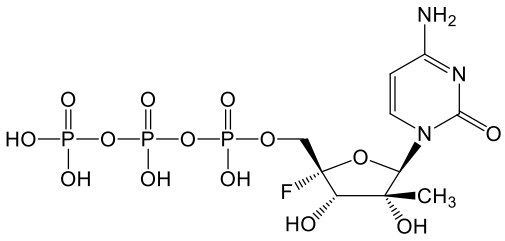
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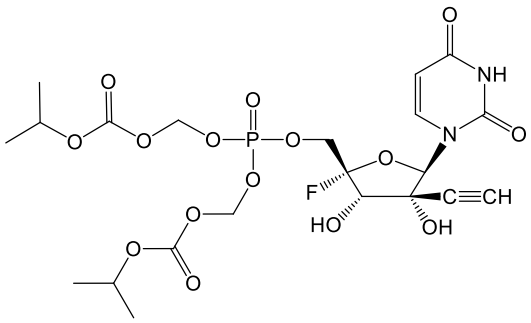
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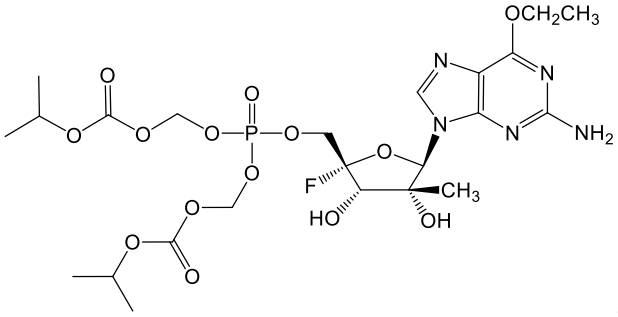
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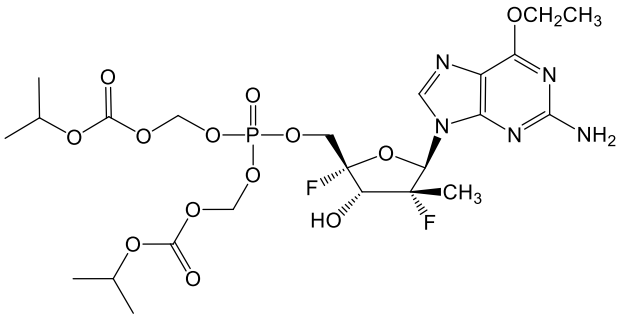
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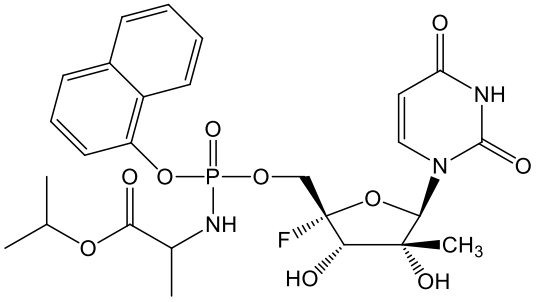
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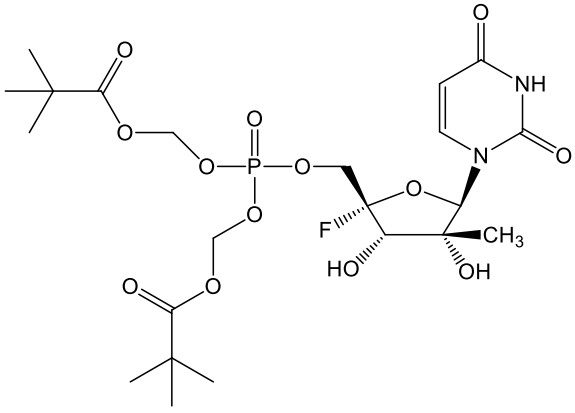
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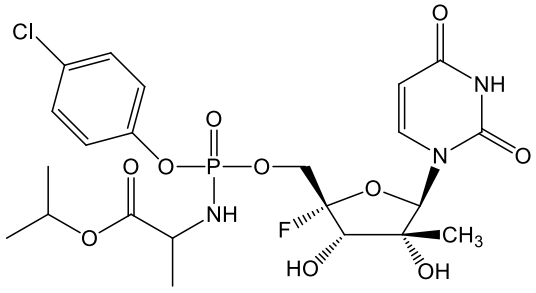
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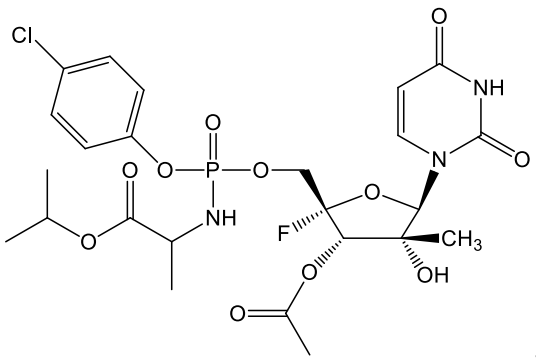
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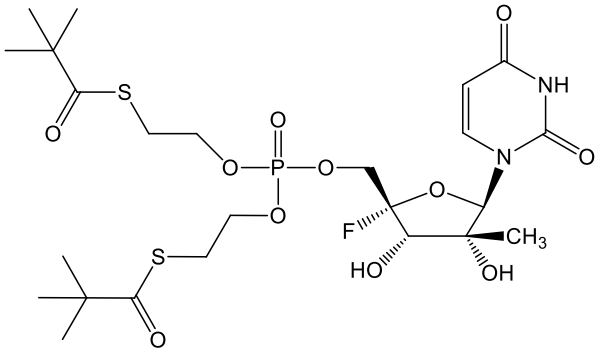
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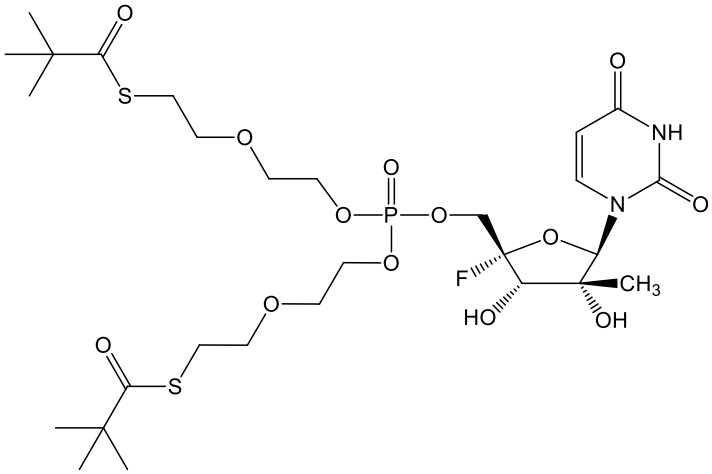
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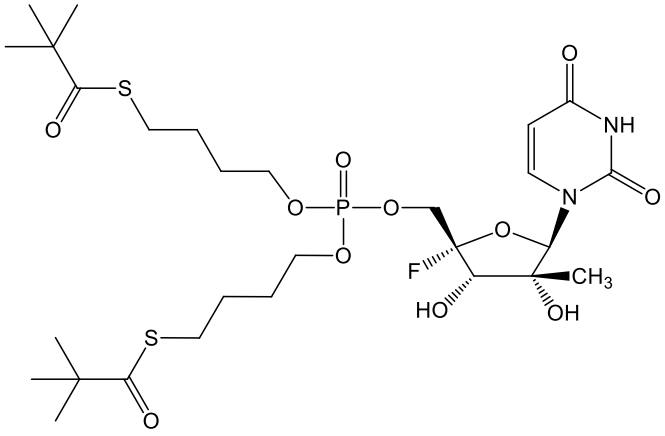
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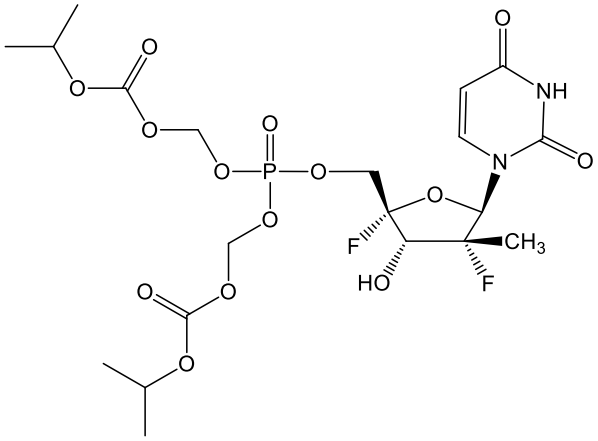
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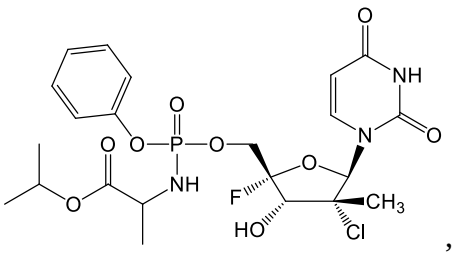
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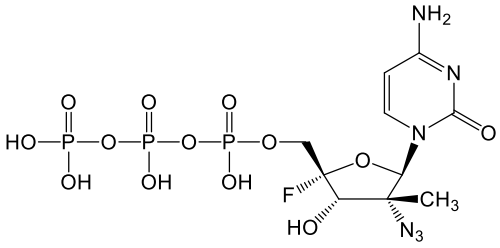
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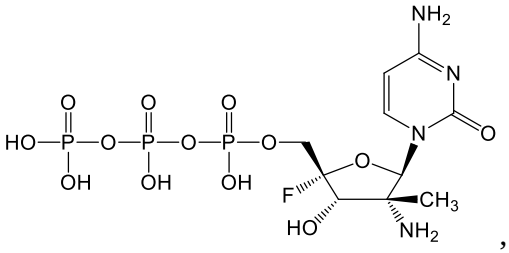
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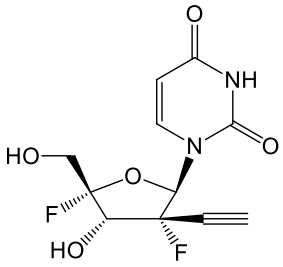
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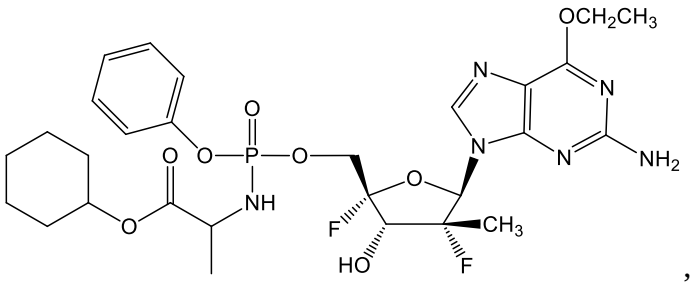
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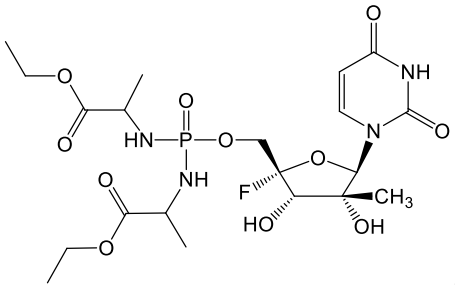
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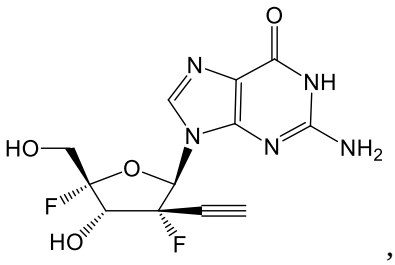
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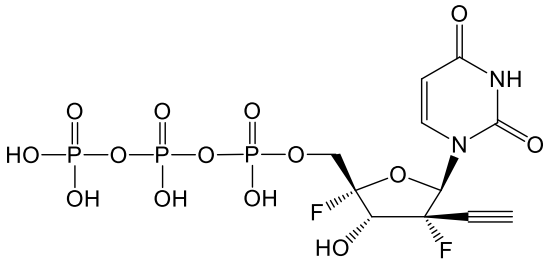
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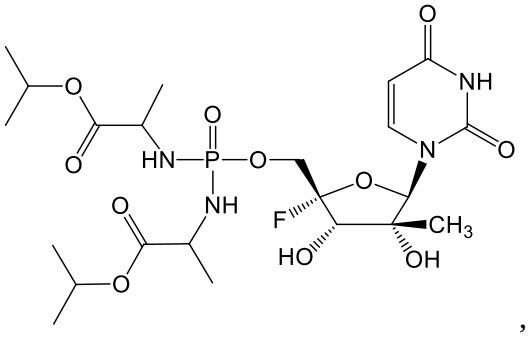
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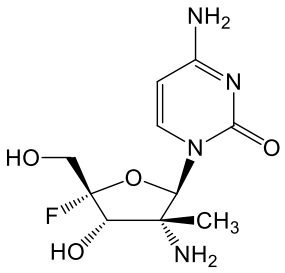
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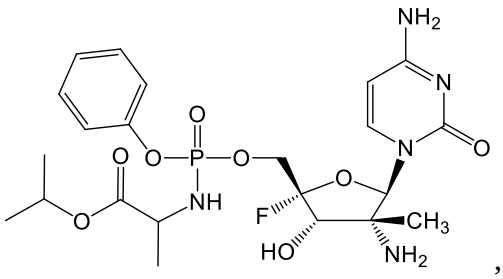
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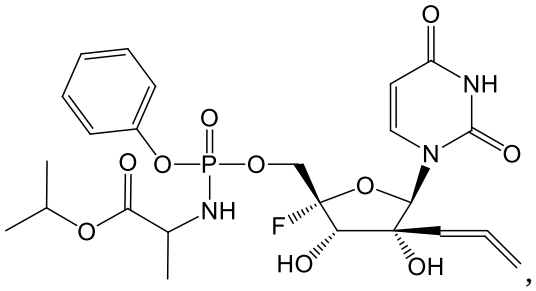
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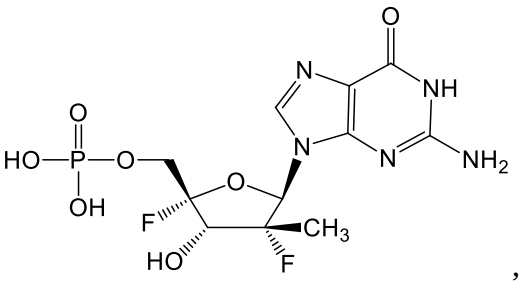
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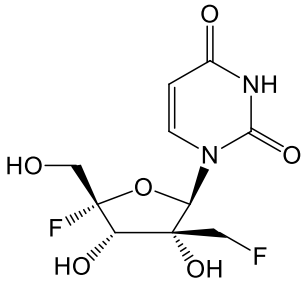
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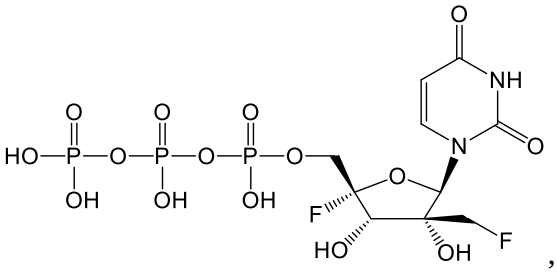
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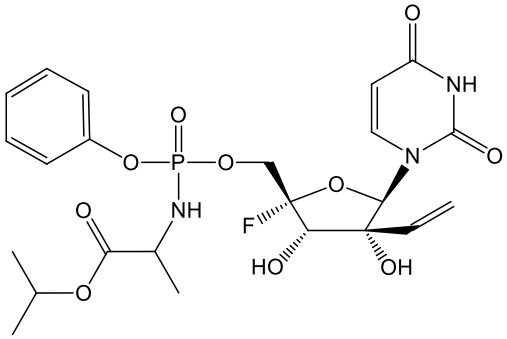
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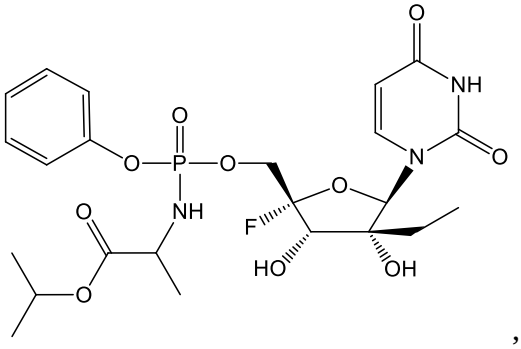
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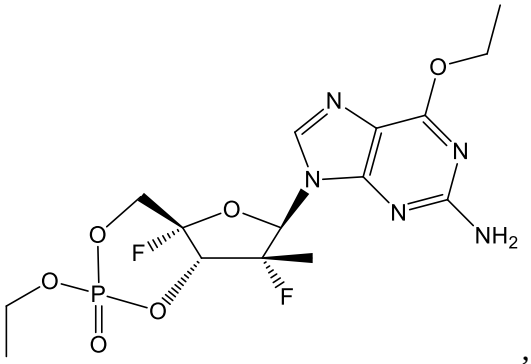
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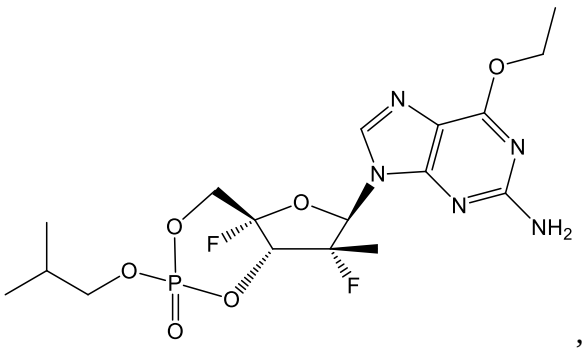
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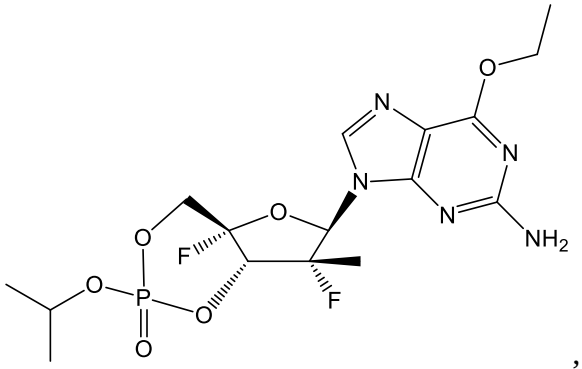
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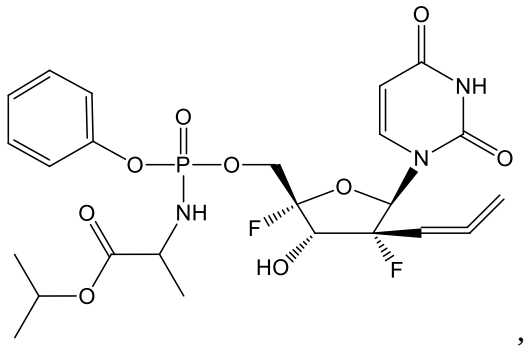
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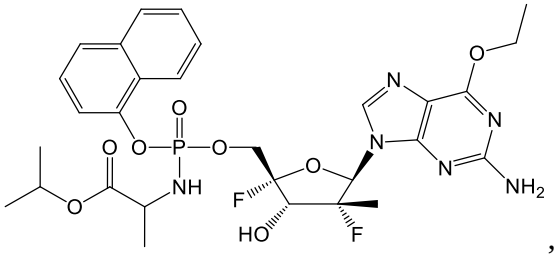
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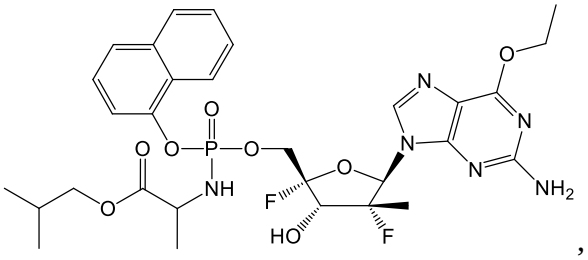
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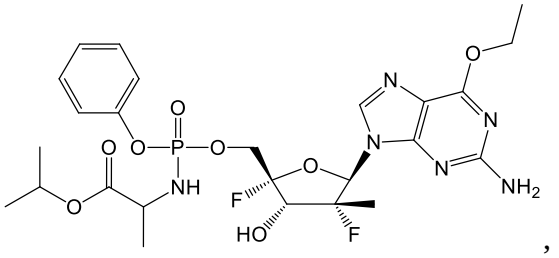
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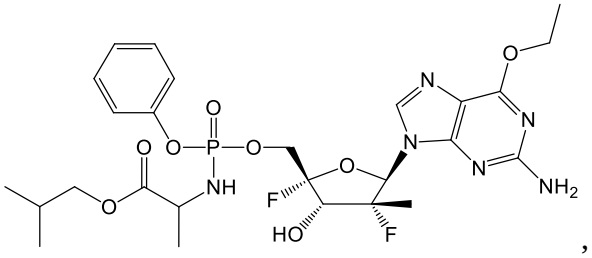
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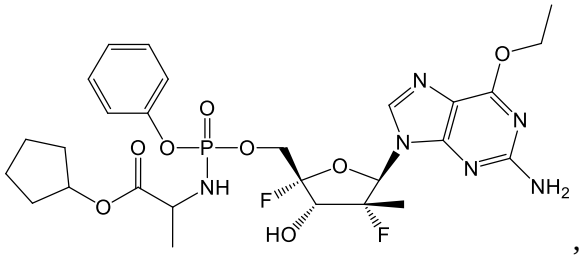
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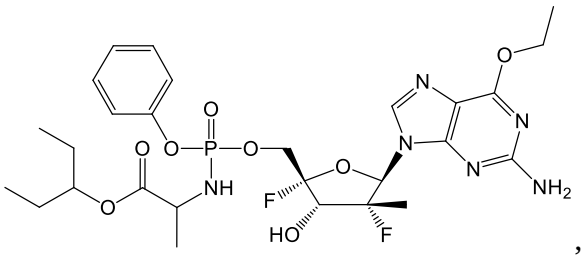
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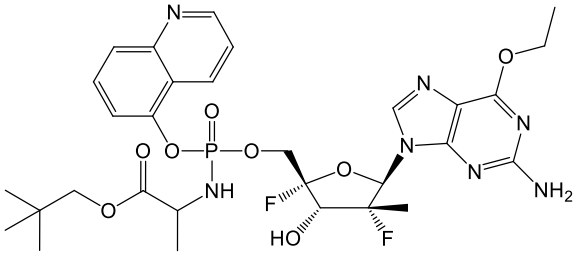
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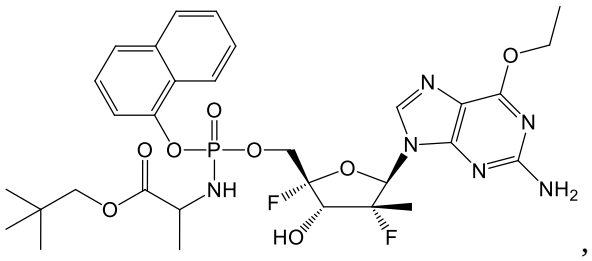
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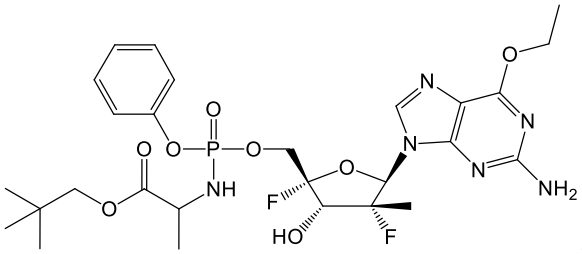
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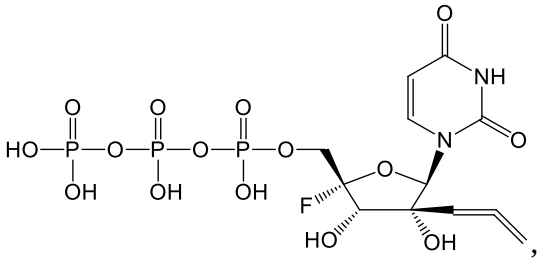
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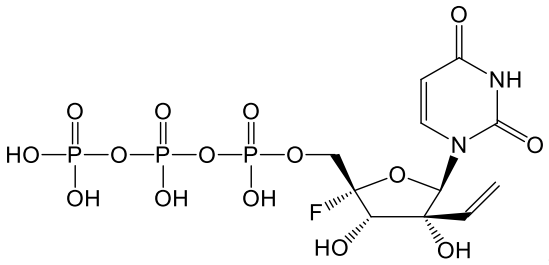
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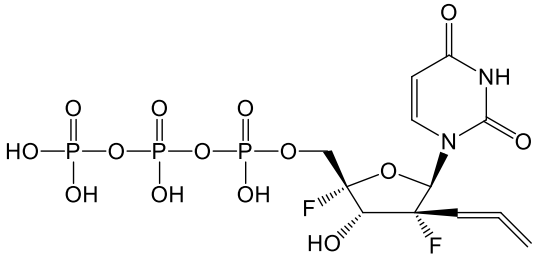
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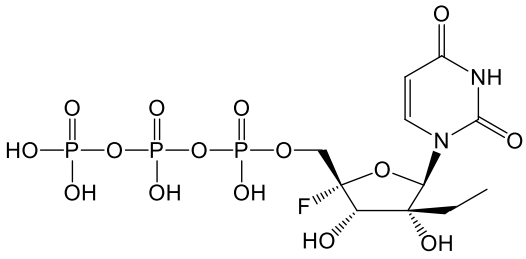

, or a pharmaceutically acceptable salt of the foregoing.

5. The use of Claim 4, wherein the Flaviviridae virus is selected from the group consisting of a Flavivirus, a Hepacirvirus and a Pestivirus, preferably

wherein the Flaviviridae virus is selected from the group consisting of hepatitis C virus (HCV), yellow fever virus (YFV), West Nile virus (WNV), dengue fever virus, an encephalitis virus from within the Flaviviridae family, classic swine fever virus and bovine diarrhea virus.

6. The use of any one of Claims 1-5, wherein R^{2A} is halo, preferably

fluoro; or

wherein R^{2A} is an unsubstituted C_{2-4} alkyl; or

wherein R^{2A} is an unsubstituted C_{2-4} alkenyl; or

wherein R^{2A} is $–CHF_2$; or

wherein R^{2A} is $–(CH_2)_{1-6}F$; or

wherein R^{2A} is $–(CH_2)_{1-6}Cl$; or

wherein R^{2A} is $–(CH_2)_{1-6}N_3$; or

wherein R^{2A} is $–(CH_2)_{1-6}NH_2$; or

wherein R^{2A} is –CN.

7. The use of any one of Claims 1-6, wherein R^{4A} is OH; or

wherein R^{4A} is halo, preferably F or Cl; orwherein R^{4A} is –OC(=O)$R^{"B}$ or an optionally substituted O-linked amino acid, or

wherein R^{4A} is N_3 or $NR^{"B1}R^{"B2}$.

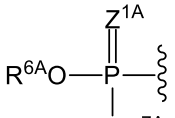
8. The use of any one of Claims 1-7, wherein R^{5A} is an optionally substituted C_{1-6} alkyl; or

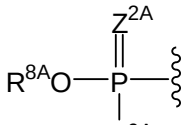
wherein R^{5A} is an optionally substituted C_{2-6} alkenyl; or

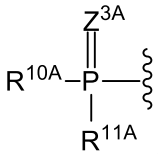
wherein R^{5A} is an optionally substituted C_{2-6} alkynyl.

9. The use of any one of Claims 1-8, wherein R^{1A} is hydrogen; or

wherein R^{1A} is an optionally substituted acyl or an optionally substituted O-linked amino acid; or

wherein R^{1A} is  ; or

wherein R^{1A} is  ; or

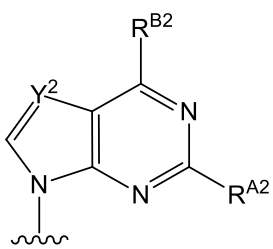
wherein R^{1A} is  .

10. The use of any one of Claims 1-9, wherein R^{A} is hydrogen; or

wherein R^{A} is deuterium.

11. The use of any one of Claims 1-10, wherein R^{a1} and R^{a2} are both hydrogen.

12. The use of any one of Claims 1-11, wherein B^{1A} is selected from the group consisting of: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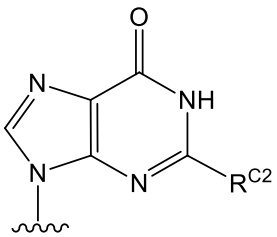
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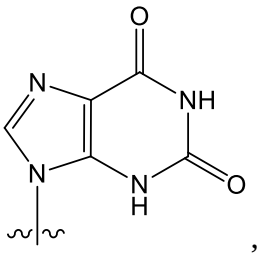
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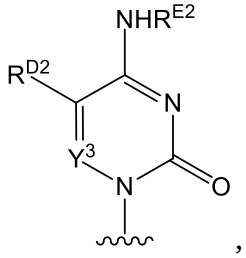
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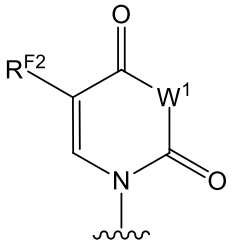
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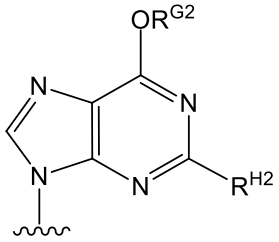

;

wherein:

R^{A2} is selected from the group consisting of hydrogen, halogen and NHR^{J2}, wherein R^{J2} is selected from the group consisting of hydrogen, $-C(=O)R^{K2}$ and $-C(=O)OR^{L2}$;

R^{B2} is halogen or NHR^{W2}, wherein R^{W2} is selected from the group consisting of hydrogen, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{2-6} alkenyl, an optionally substituted C_{3-8} cycloalkyl, $-C(=O)R^{M2}$ and $-C(=O)OR^{N2}$;

R^{C2} is hydrogen or NHR^{O2}, wherein R^{O2} is selected from the group consisting of hydrogen, $-C(=O)R^{P2}$ and $-C(=O)OR^{Q2}$;

R^{D2} is selected from the group consisting of hydrogen, deuterium, halogen, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{2-6} alkenyl and an optionally substituted C_{2-6} alkynyl;

R^{E2} is selected from the group consisting of hydrogen, hydroxy, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{3-8} cycloalkyl, $-C(=O)R^{R2}$ and $-C(=O)OR^{S2}$;

R^{F2} is selected from the group consisting of hydrogen, halogen, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{2-6} alkenyl and an optionally substituted C_{2-6} alkynyl;

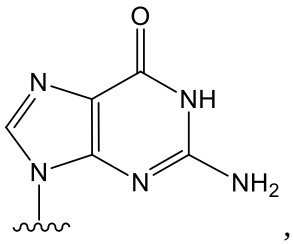
Y^2 and Y^3 are independently N or CR^{I2}, wherein R^{I2} is selected from the group consisting of hydrogen, halogen, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{2-6} alkenyl and an optionally substituted C_{2-6} alkynyl;

W^1 is NH, $–NCH_2-OC(=O)CH(NH_2)-CH(CH_3)_2$ or $–(CH_2)_{1-2}–O-P(=O)(OW^{1A})_2$, wherein W^{1A} is selected from the group consisting of absent, hydrogen and an optionally substituted C_{1-6} alkyl;

R^{G2} is an optionally substituted C_{1-6} alkyl;

R^{H2} is hydrogen or NHR^{T2}, wherein R^{T2} is independently selected from the group consisting of hydrogen, $-C(=O)R^{U2}$ and $–C(=O)OR^{V2}$; and

R^{K2}, R^{L2}, R^{M2}, R^{N2}, R^{P2}, R^{Q2} R^{R2}, $R^{S2,}$ R^{U2} and R^{V2} are independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkenyl, C_{6-10} aryl, heteroaryl, heterocyclyl, aryl(C_{1-6} alkyl), heteroaryl(C_{1-6} alkyl) and heterocyclyl(C_{1-6} alkyl); preferably B^{1A} is



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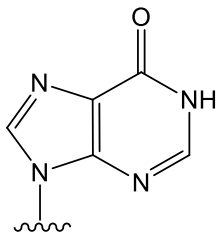

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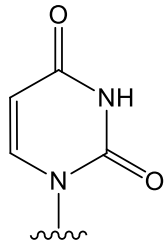

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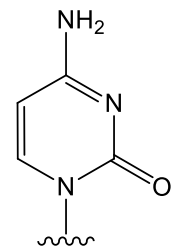

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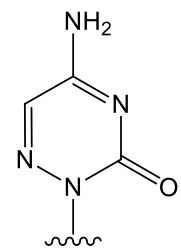

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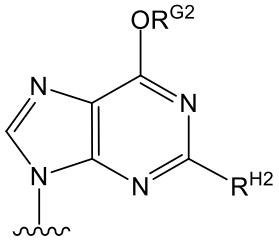

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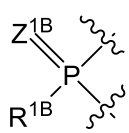
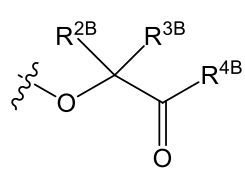
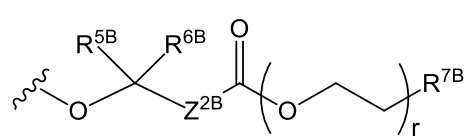
13. The use of any one of Claims 1-12, wherein when -------- are each a single bond, then Z^1 is 

, O^1 is O, R^{3A} is O, and R^{2A} is halo, $–CHF_2$, $–(CH_2)_{1-6}F$, $–(CH_2)_{1-6}Cl$, $–(CH_2)_{1-6}N_3$, $–(CH_2)_{1-6}NH_2$ or –CN, and R^{1B} is selected from the group consisting of O^-, OH, an –O–optionally substituted C_{1-6} alkyl. 

and 

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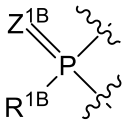
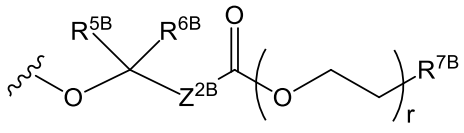
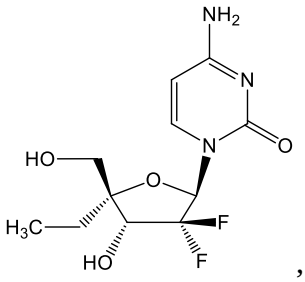
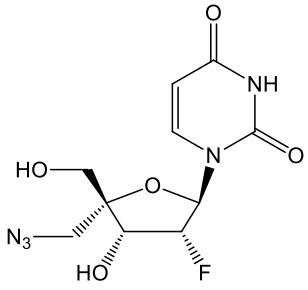
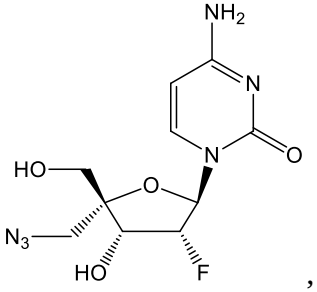
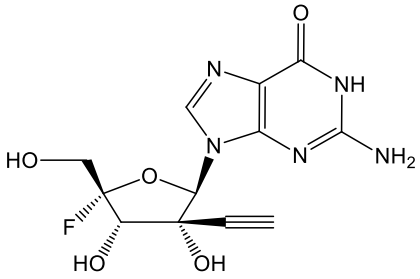
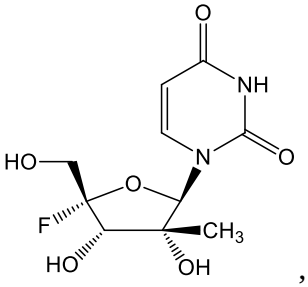
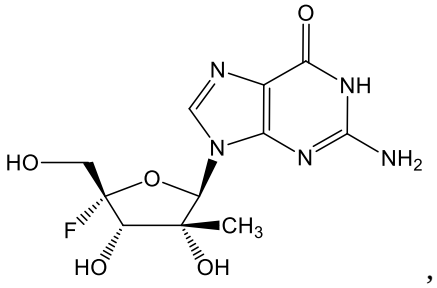
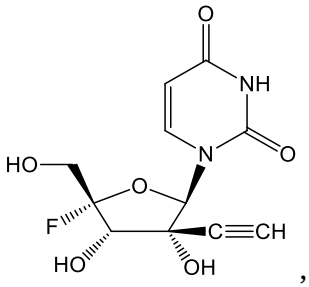
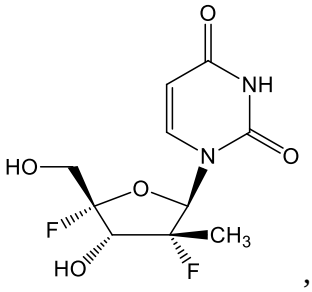
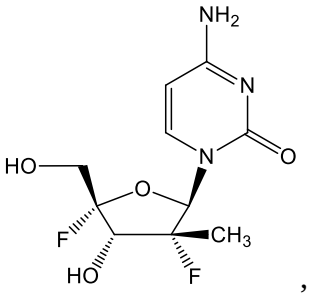
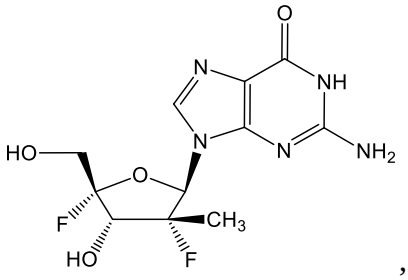
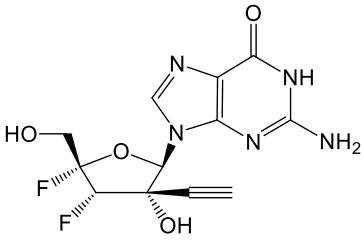
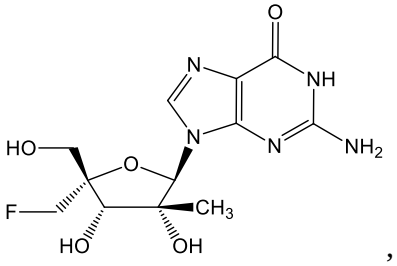
preferably wherein -------- are each a single bond; Z^1 is  ; O^1 is O; R^{3A} is O; R^{2A} is halo; R^{1B} is  ; and r is 0.

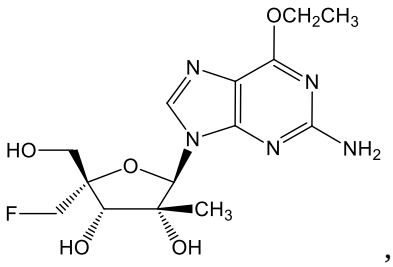
14. The use of Claim 1, wherein the compound is selected from the group consisting of:

 ,  ,  ,

 ,  ,  ,

 ,  ,  ,

 ,  ,  ,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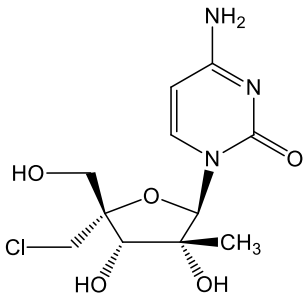
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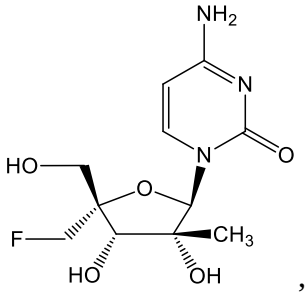
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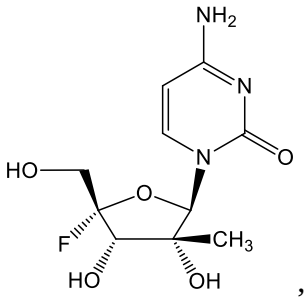
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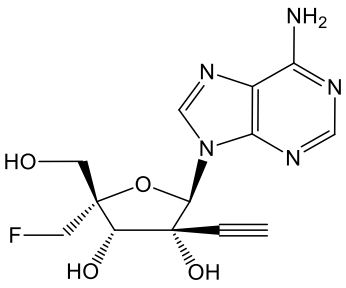
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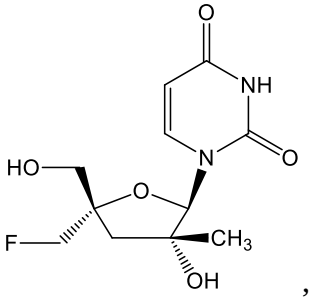
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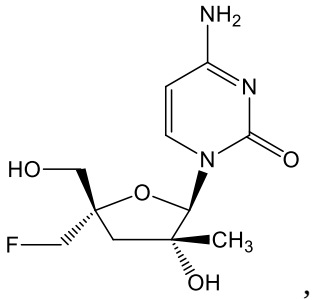
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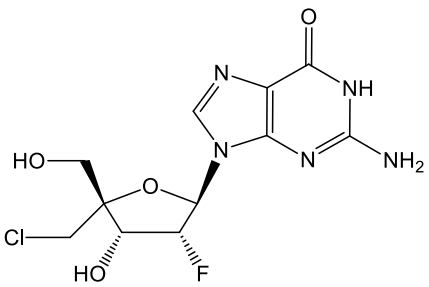
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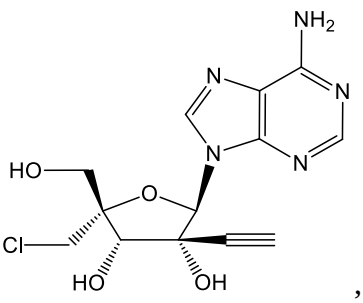
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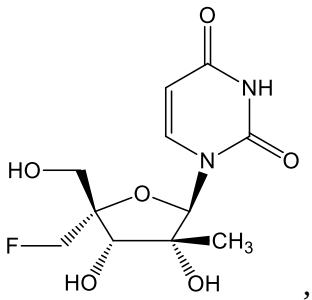
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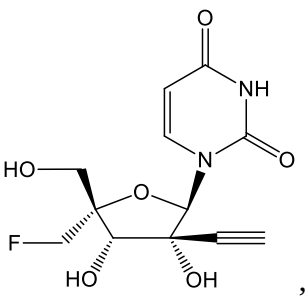
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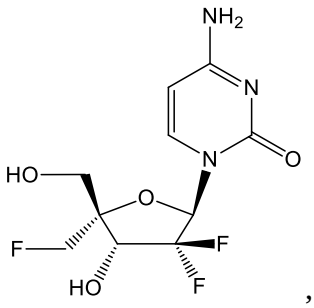
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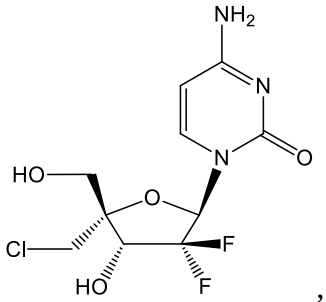
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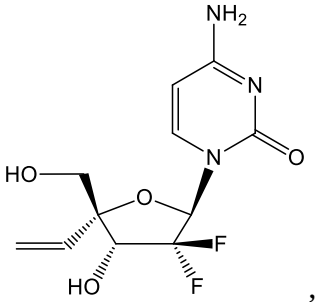
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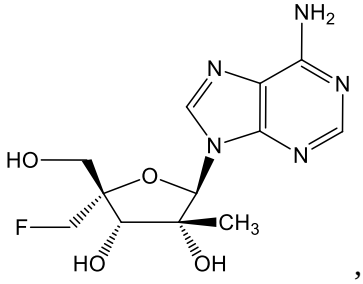
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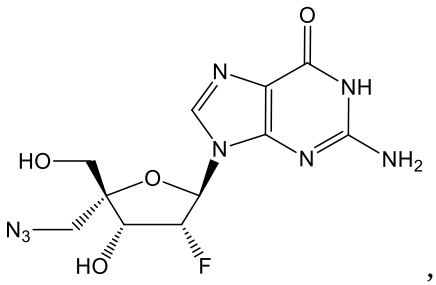
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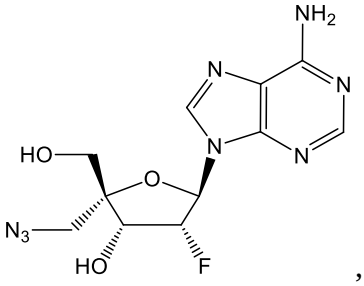
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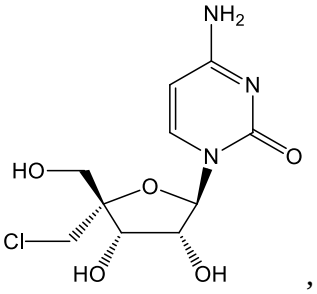
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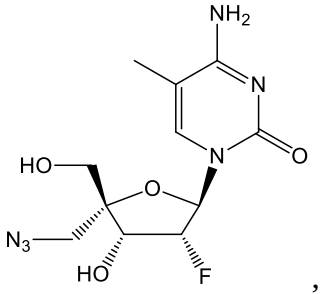
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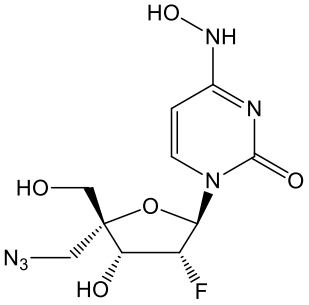
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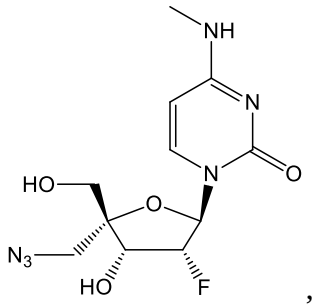
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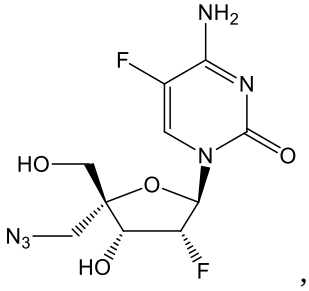
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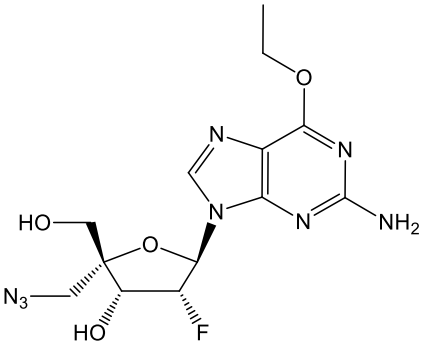
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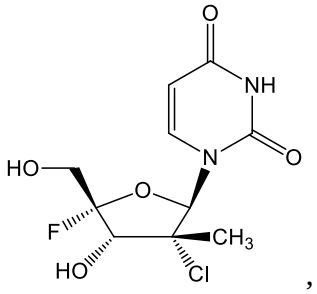
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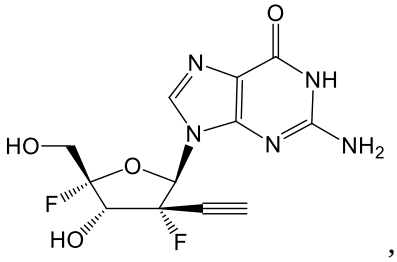
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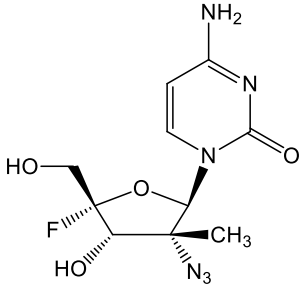
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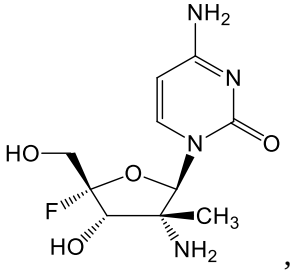
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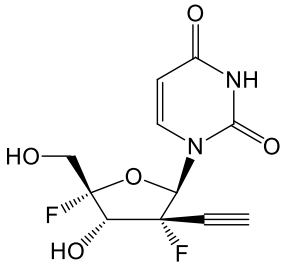
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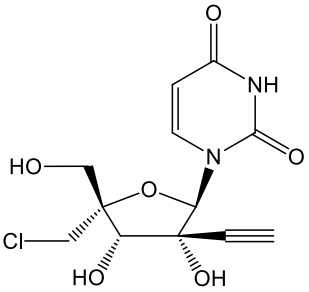
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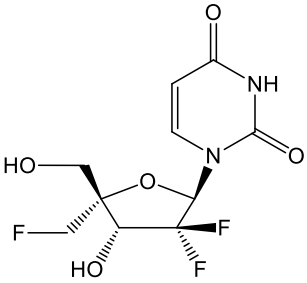
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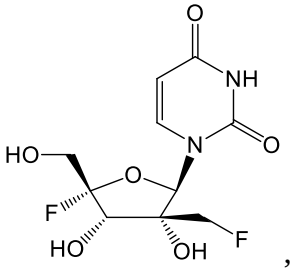
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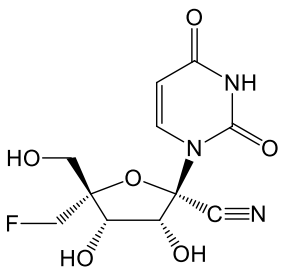
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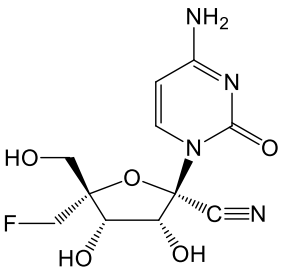
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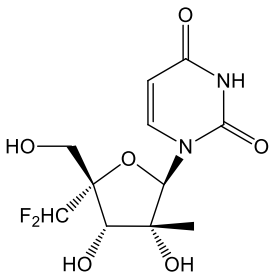
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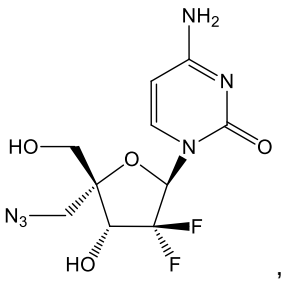
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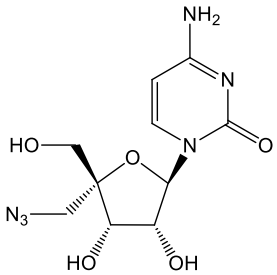
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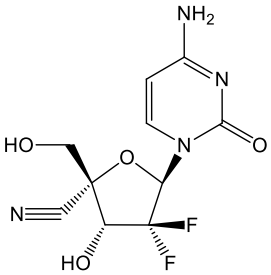
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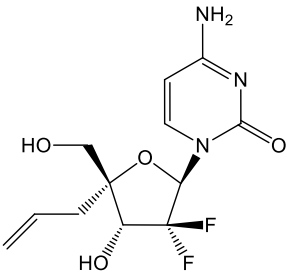
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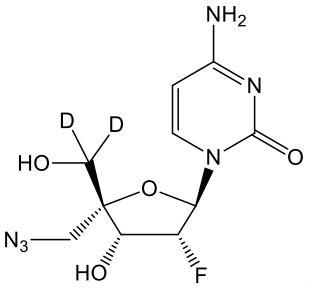
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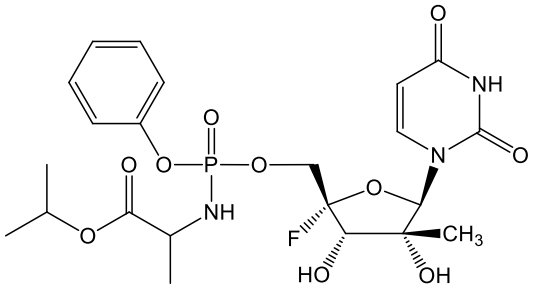
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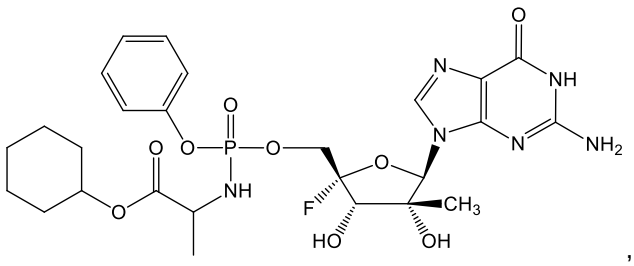
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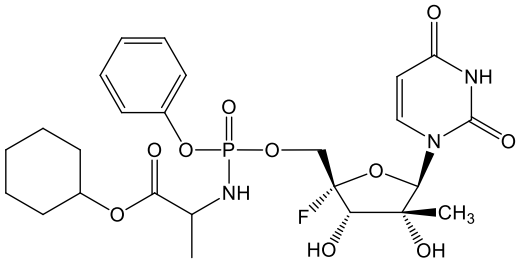
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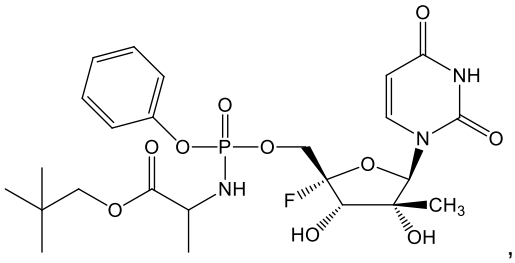
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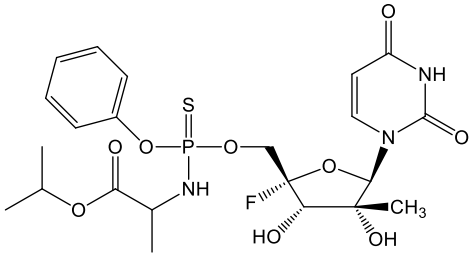
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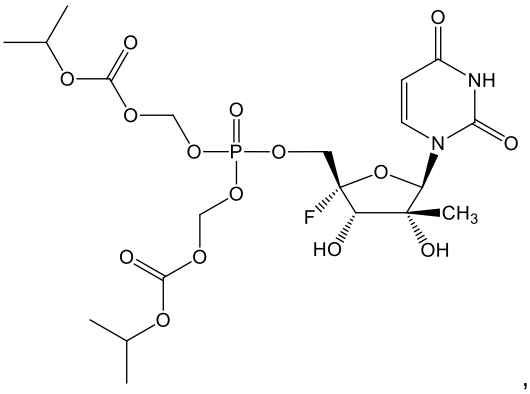
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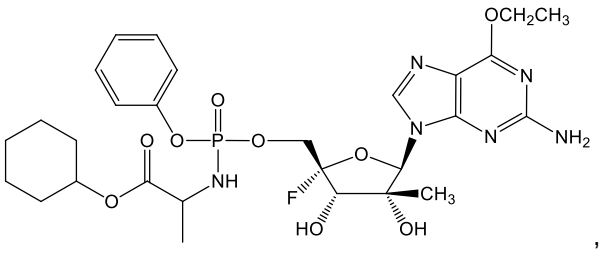
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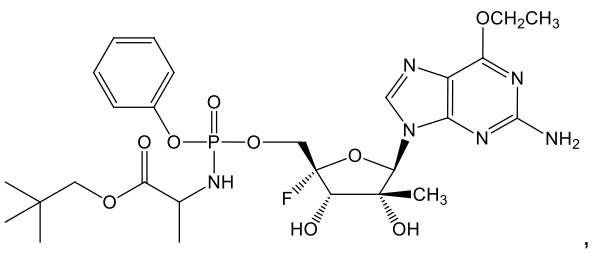
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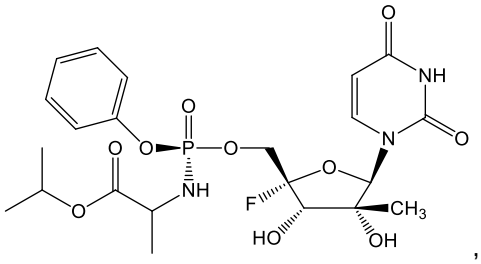
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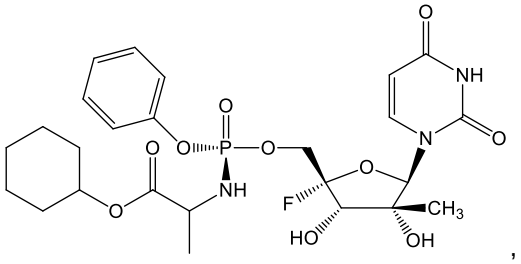
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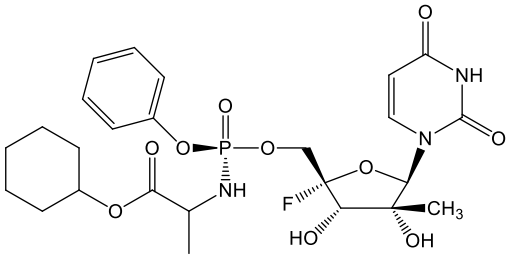
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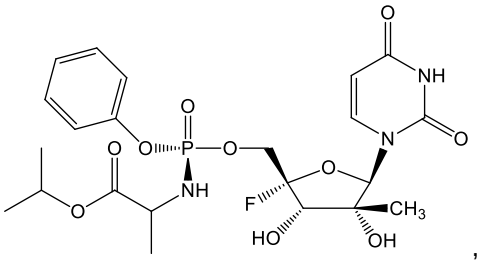
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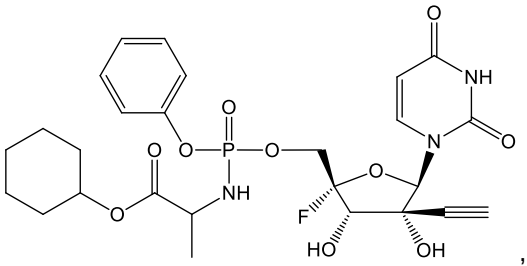
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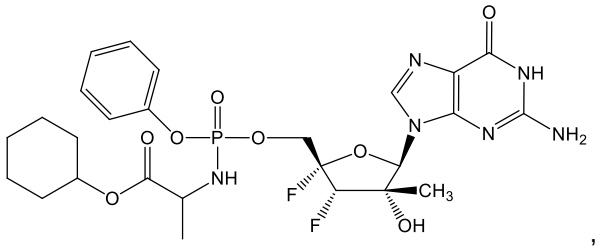
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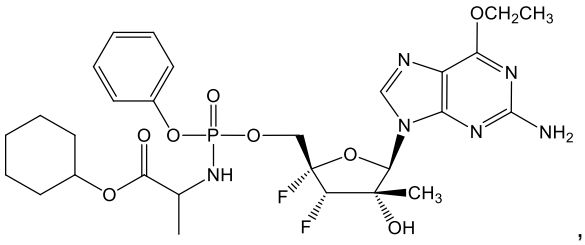
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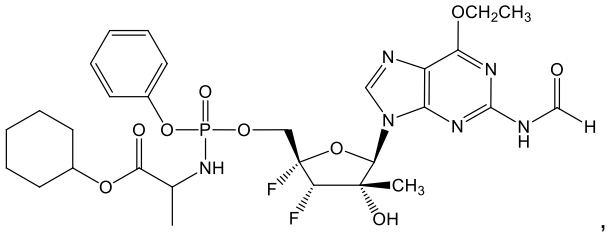
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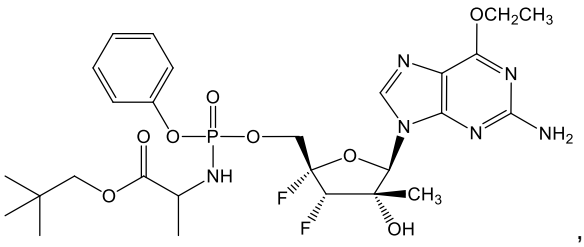
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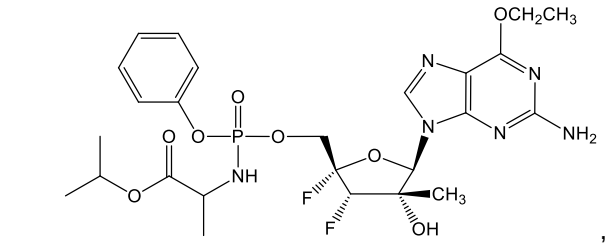
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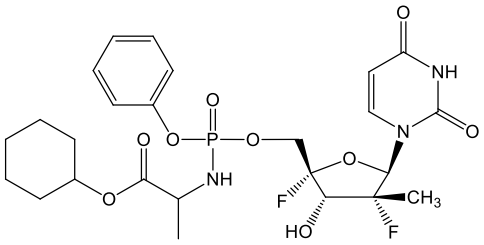
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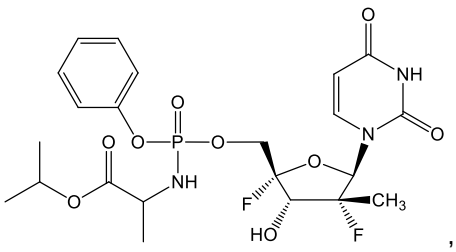
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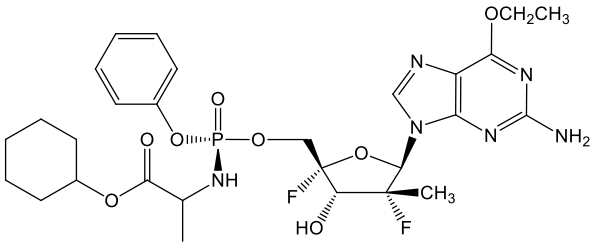
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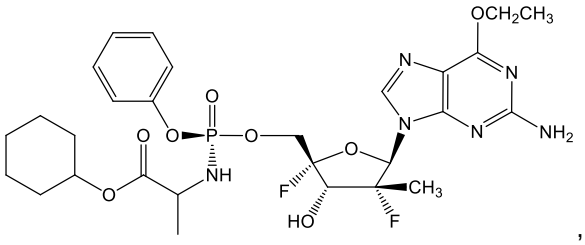
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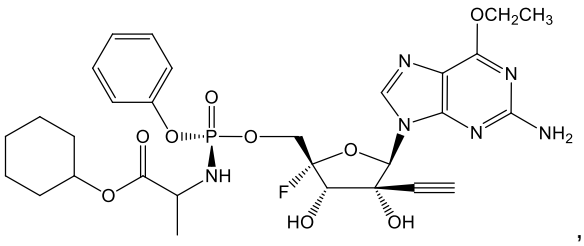
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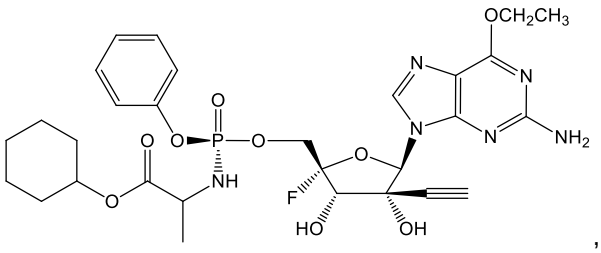
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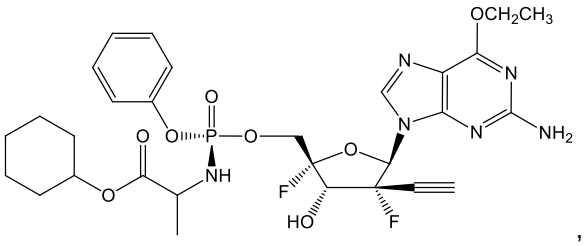
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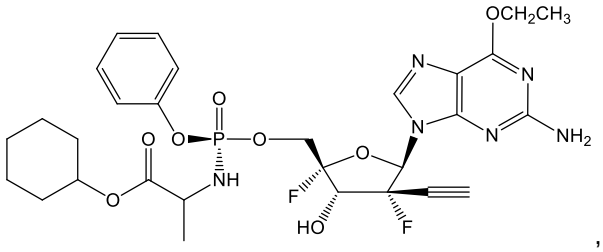
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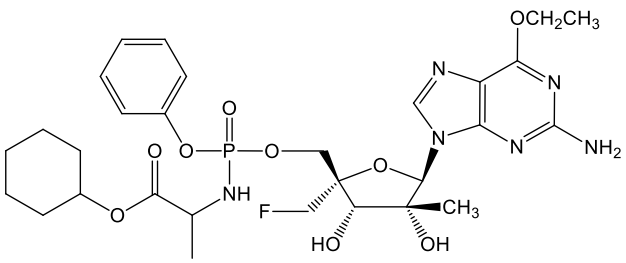
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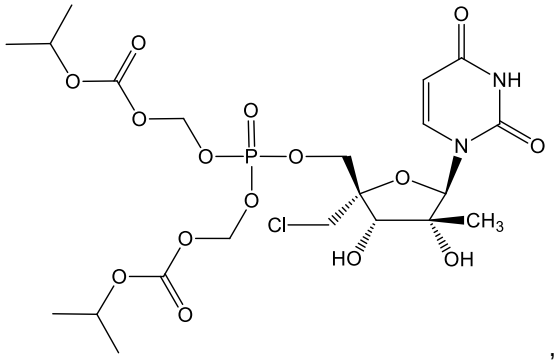
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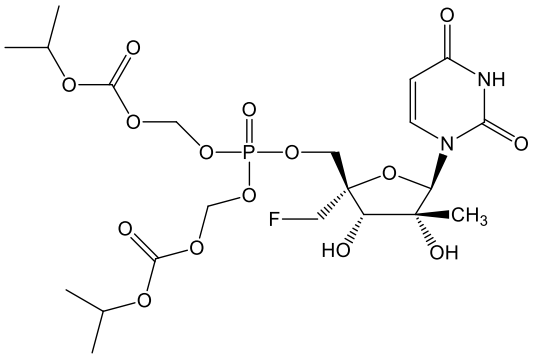
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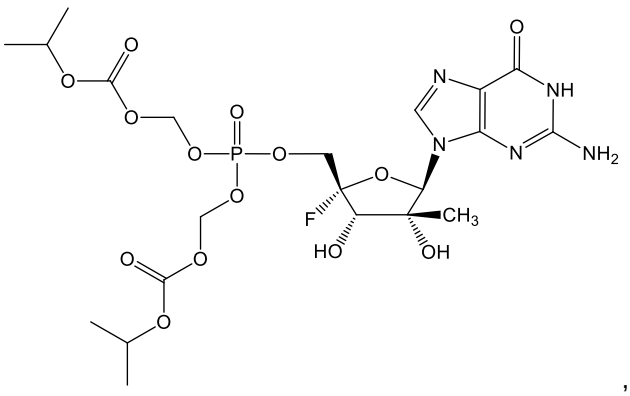
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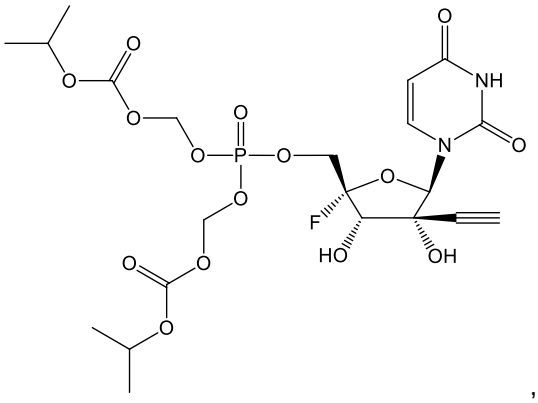
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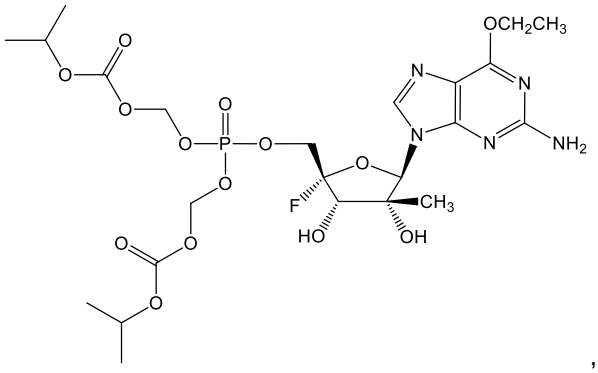
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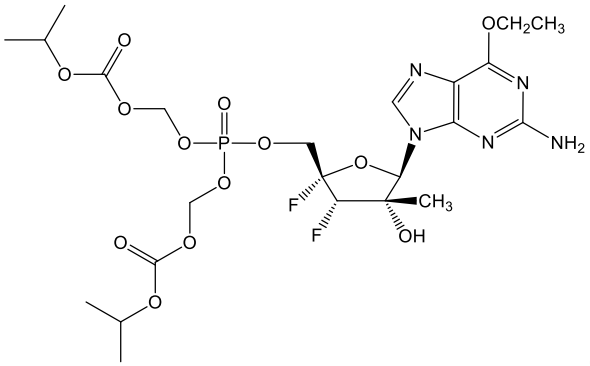
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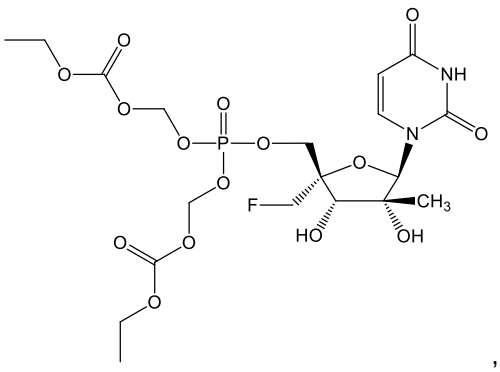
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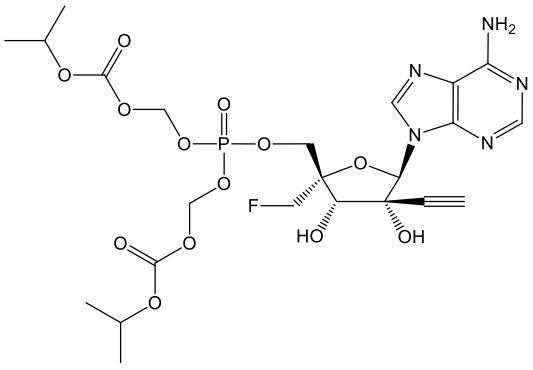
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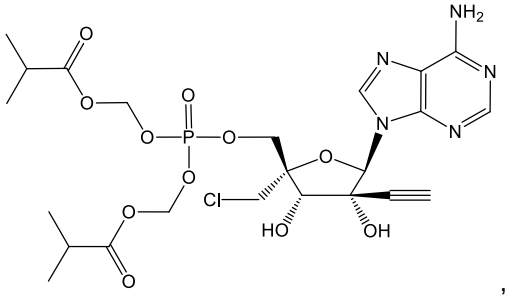
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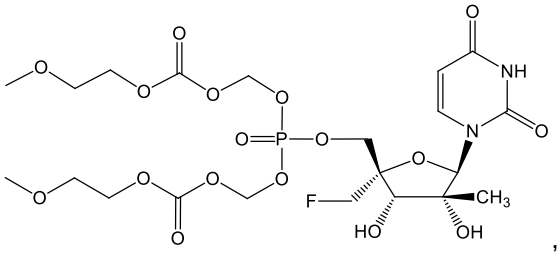
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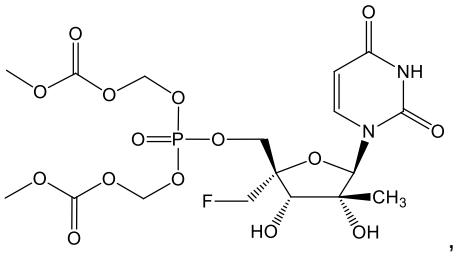
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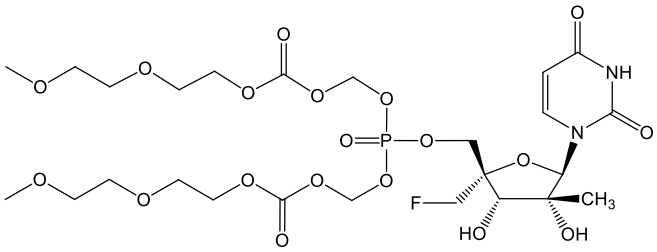
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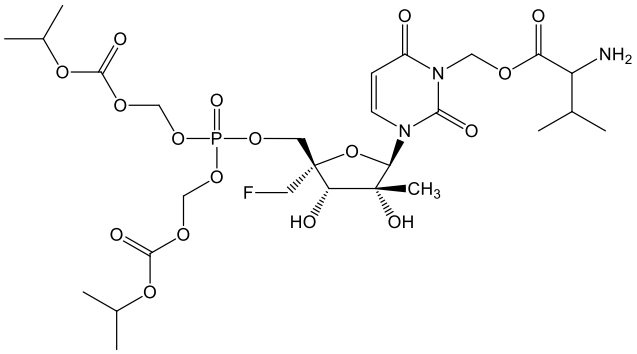
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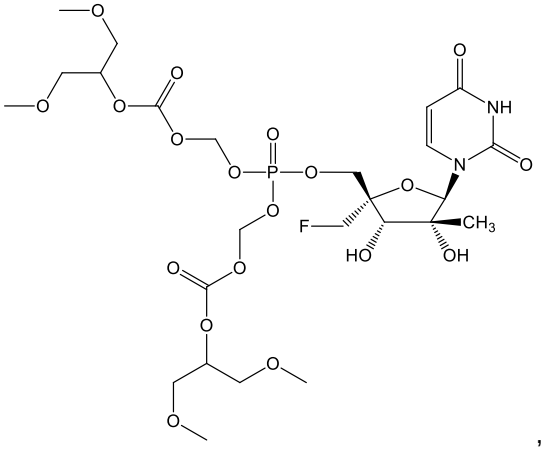
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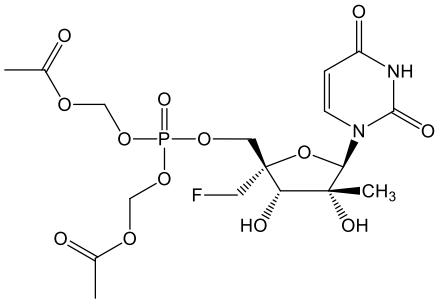
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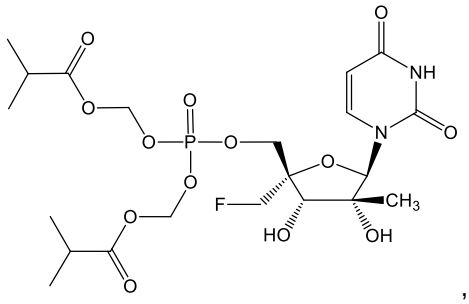
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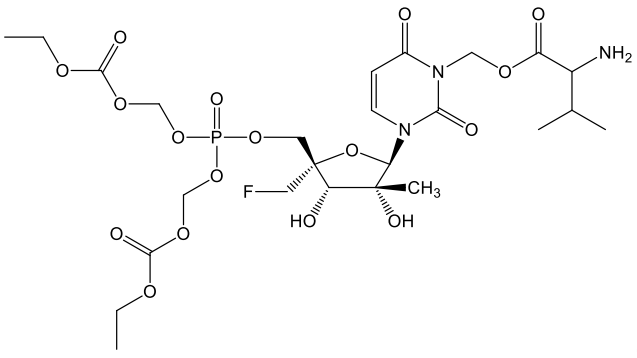
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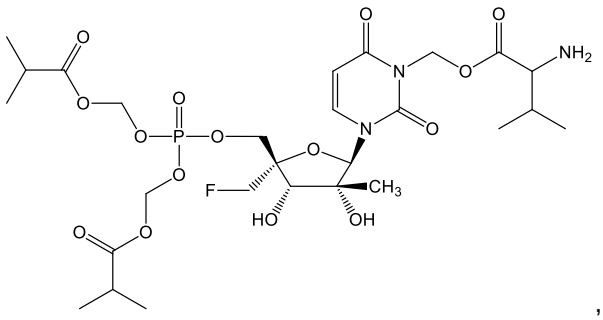
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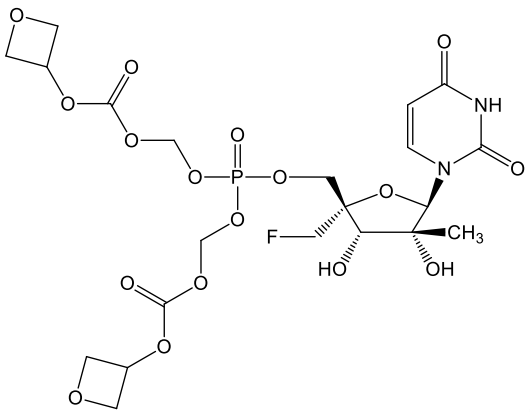
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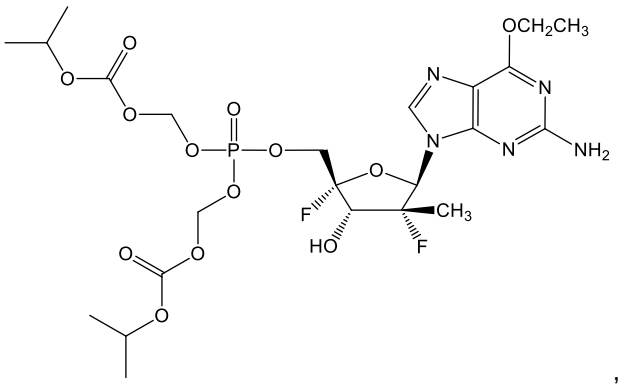
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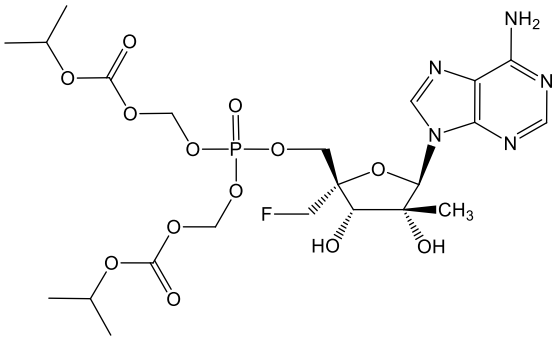
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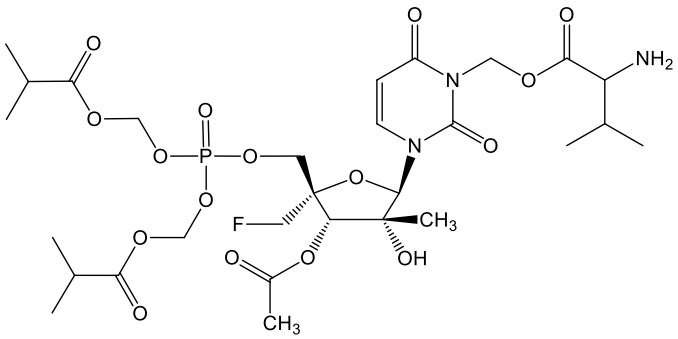
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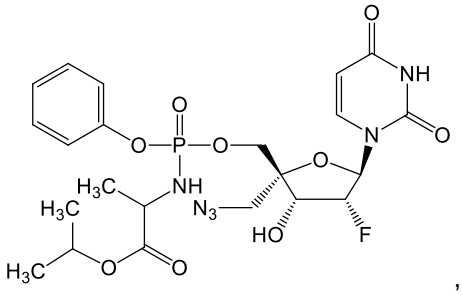
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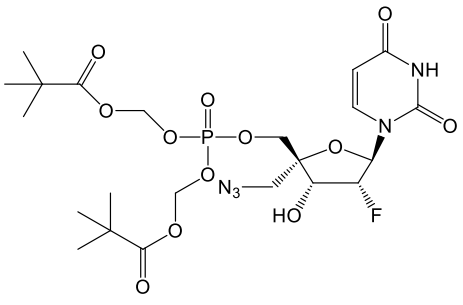
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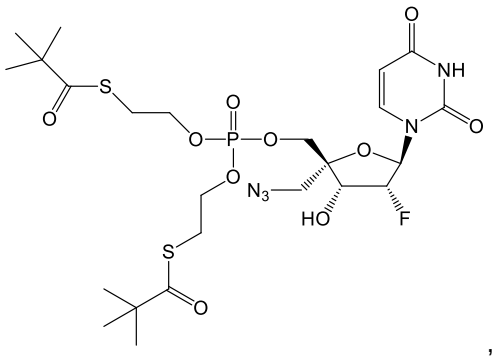
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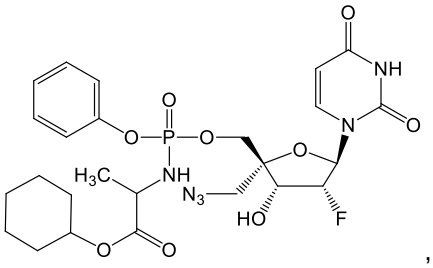
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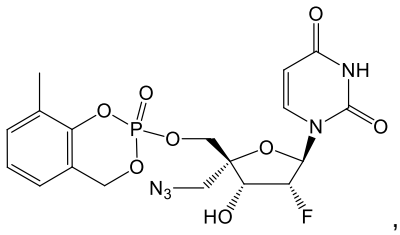
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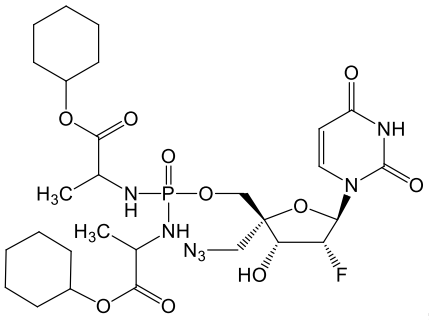
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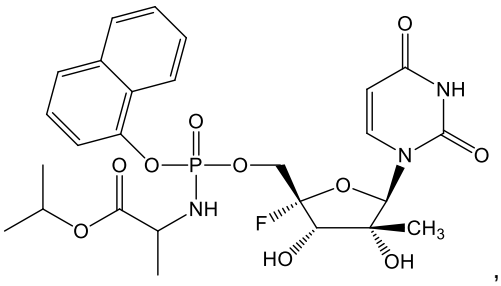
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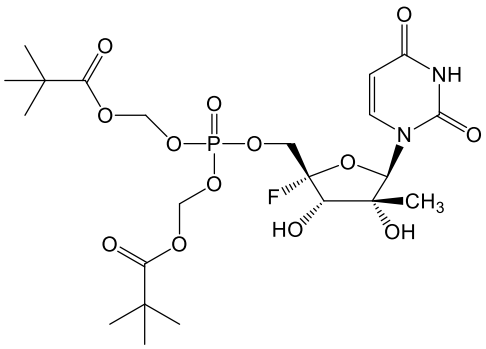
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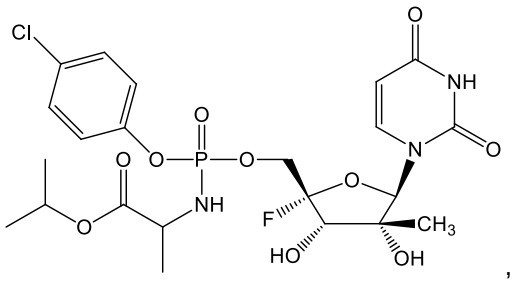
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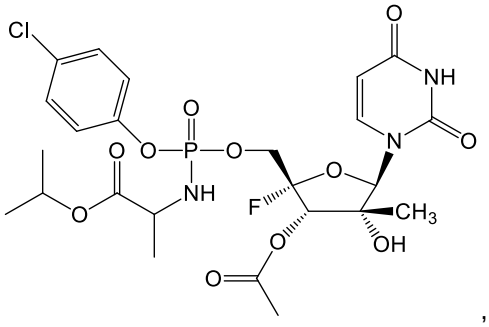
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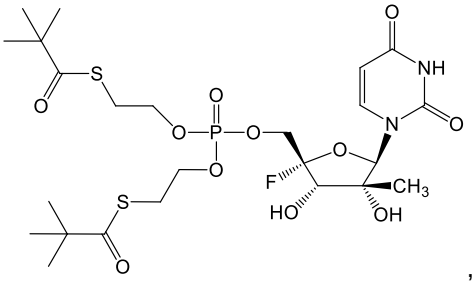
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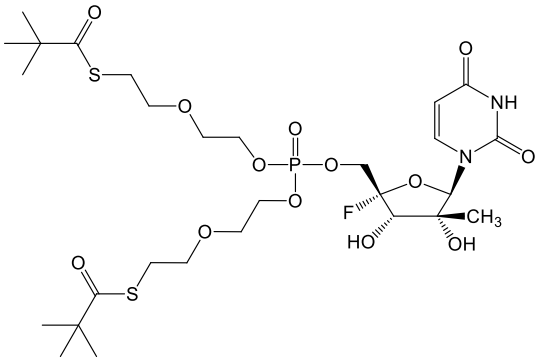
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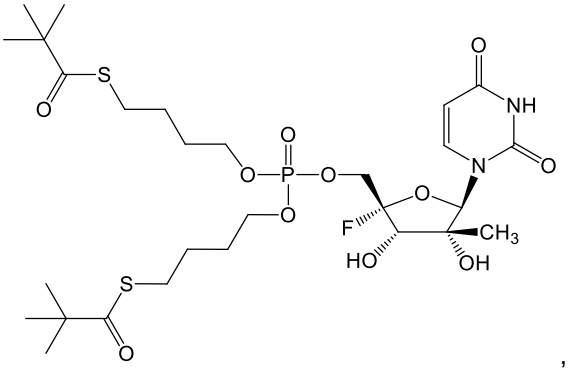
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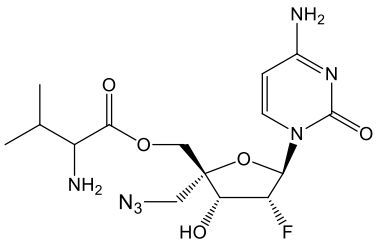
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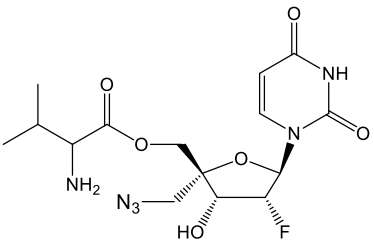
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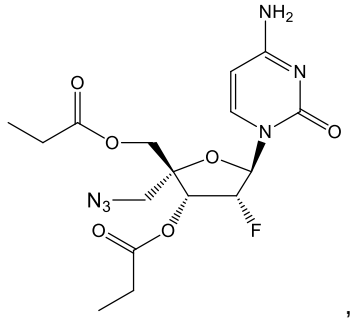
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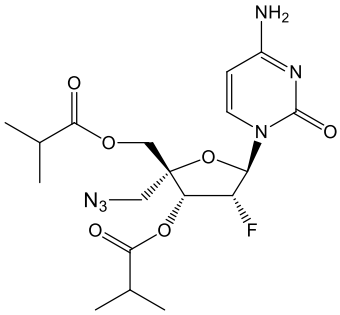
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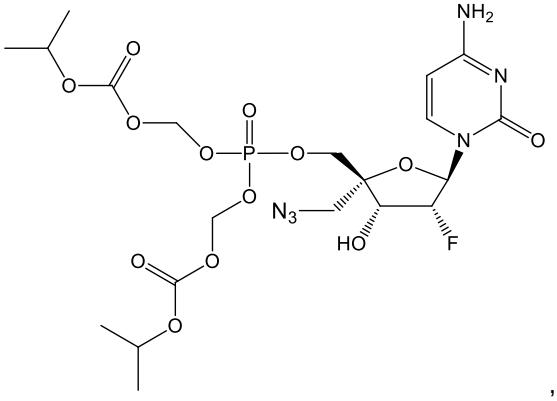
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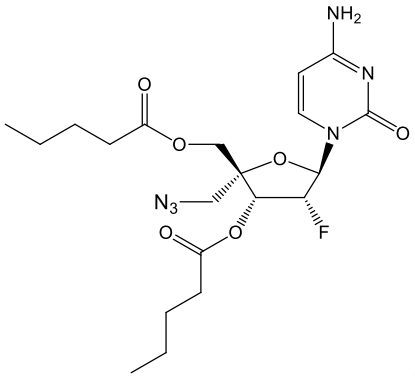
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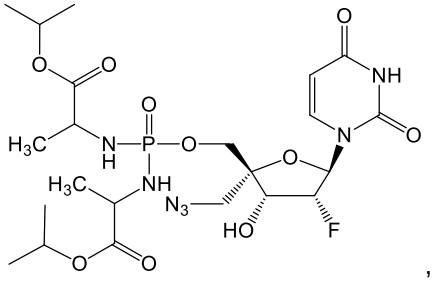
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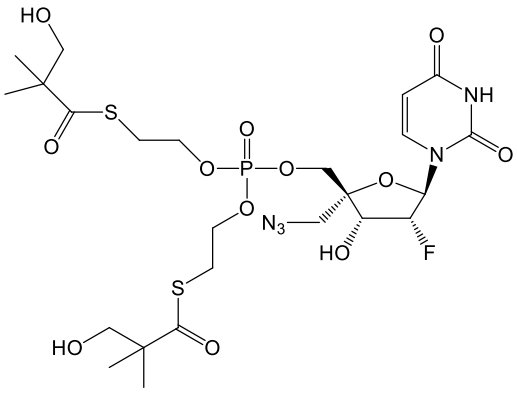
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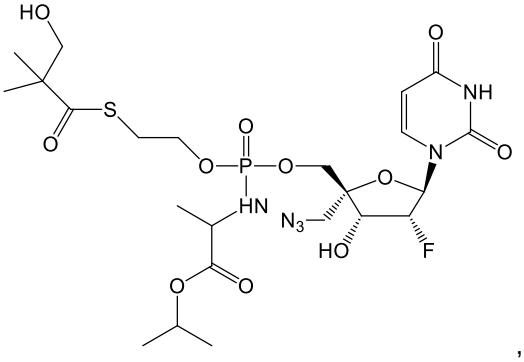
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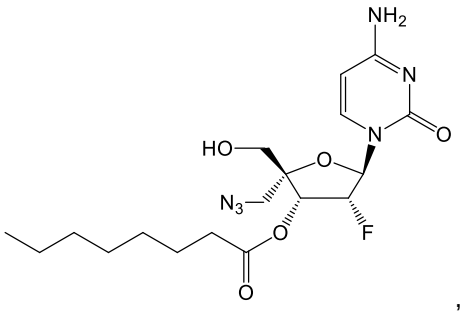
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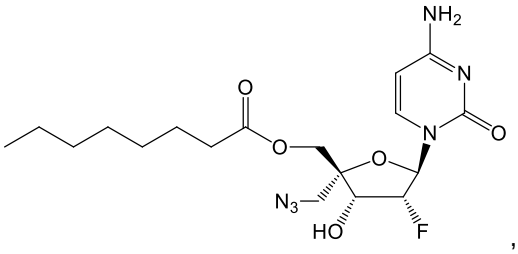
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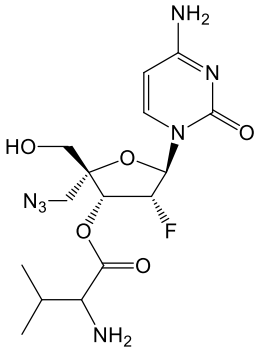
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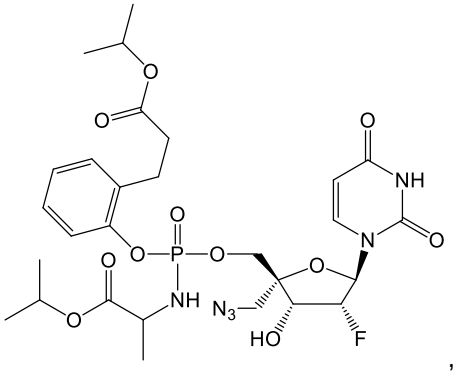
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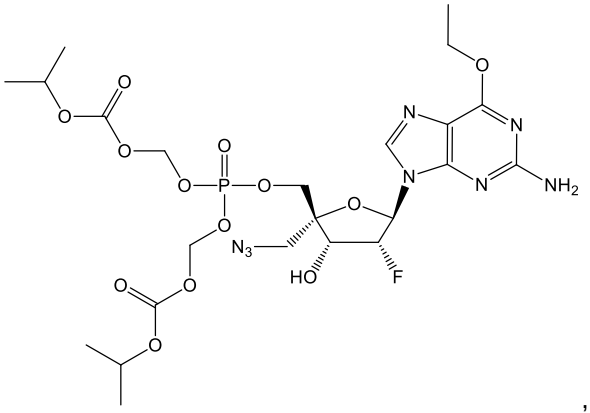
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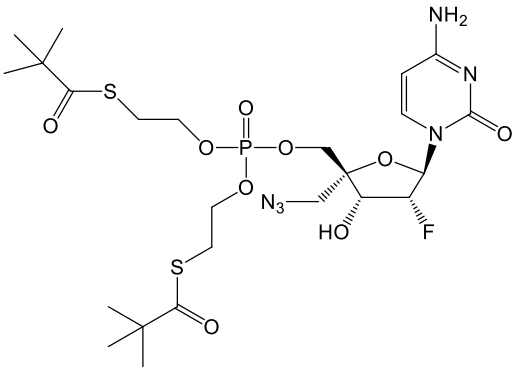
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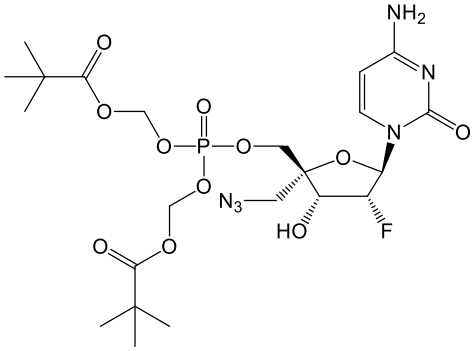
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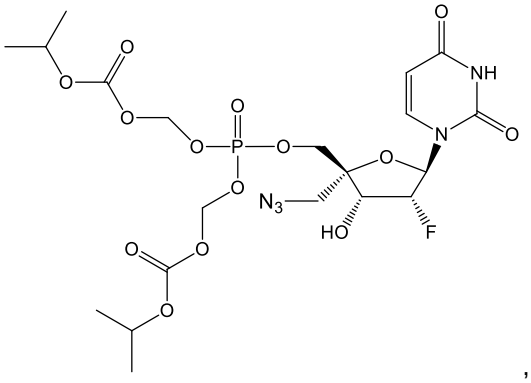
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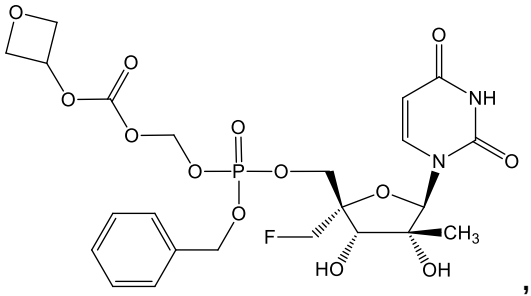
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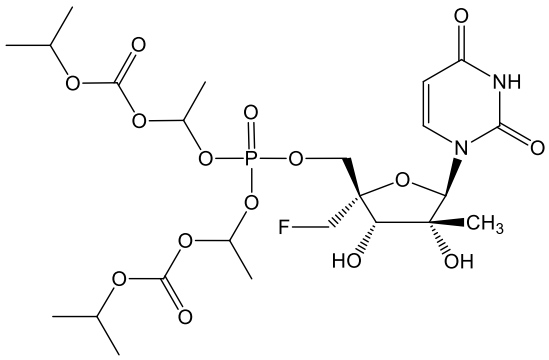
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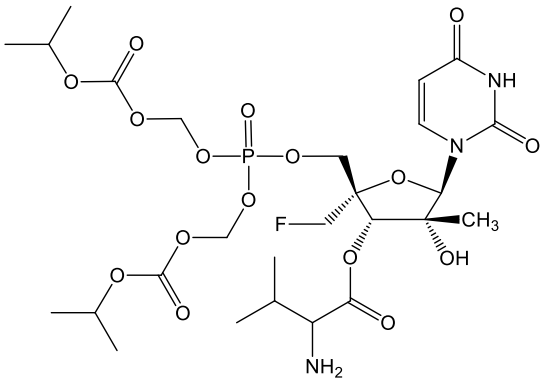
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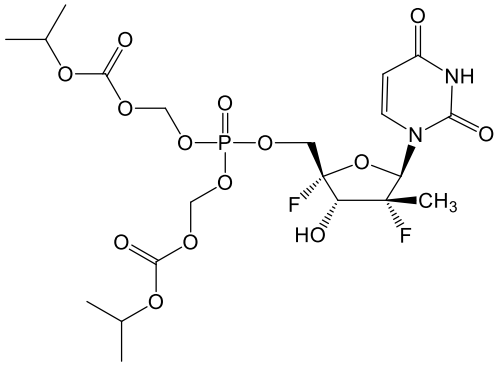
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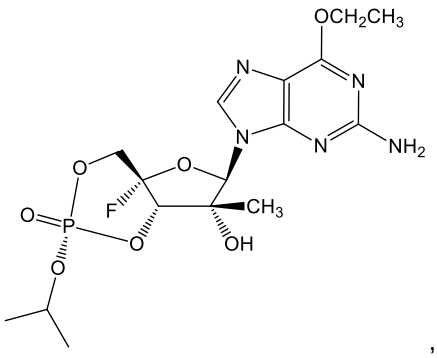
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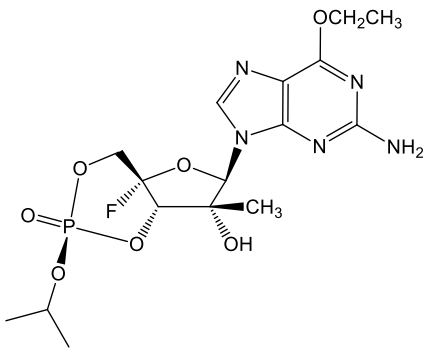
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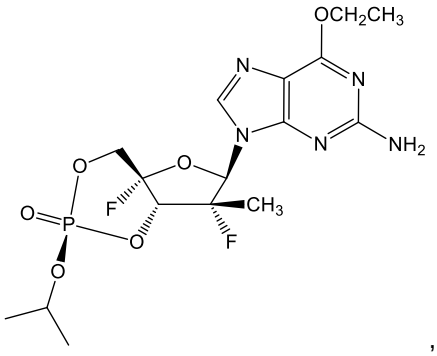
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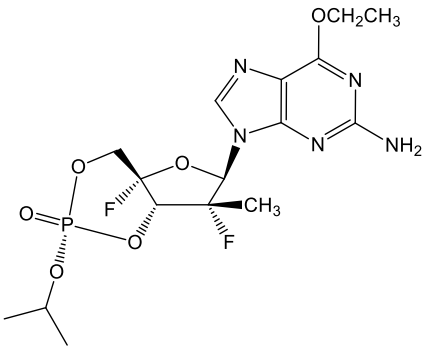
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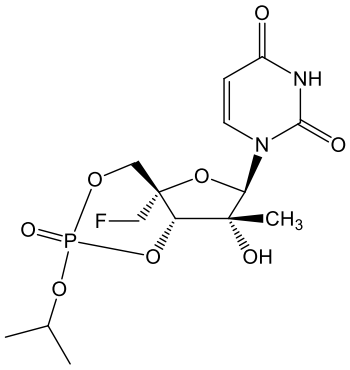
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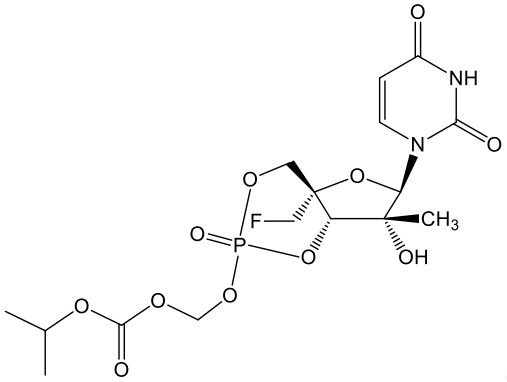
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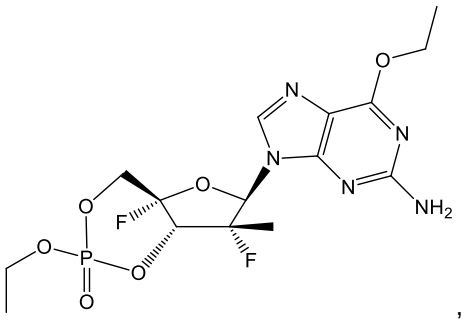
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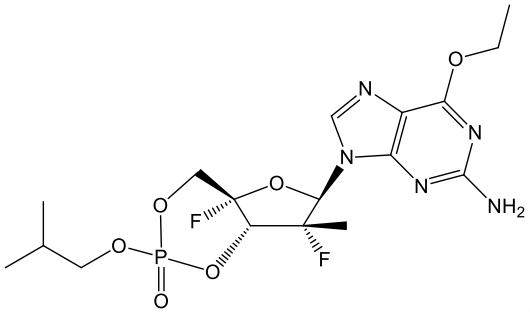
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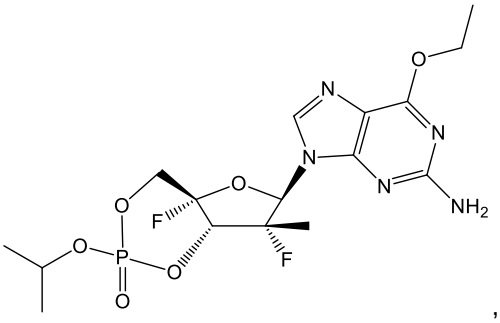
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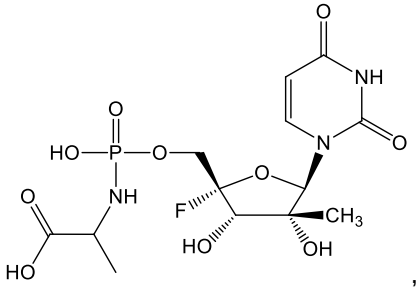
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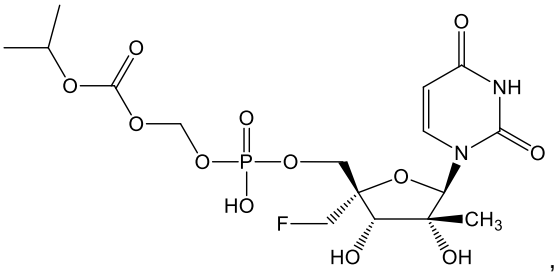
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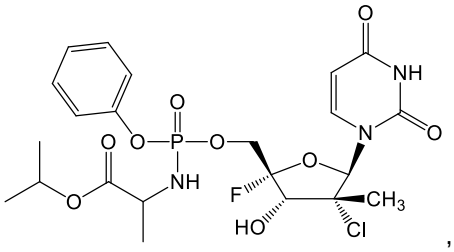
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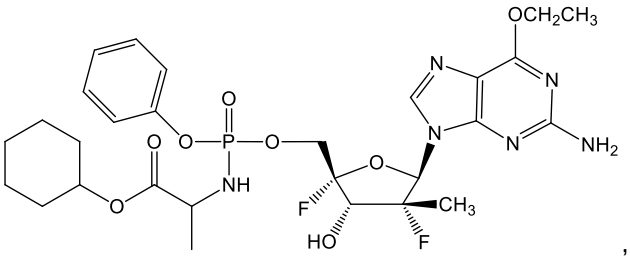
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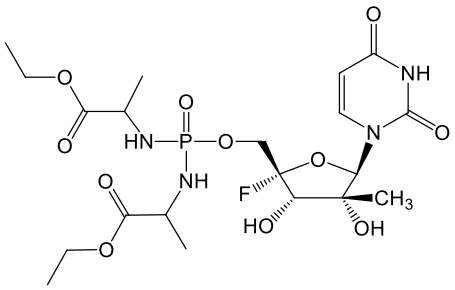
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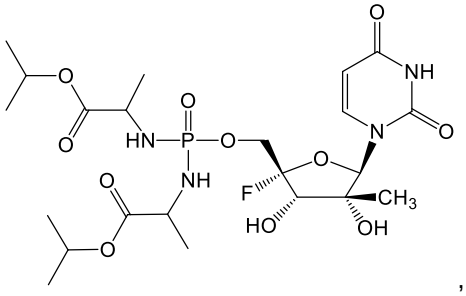
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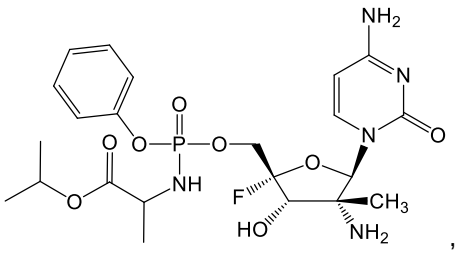
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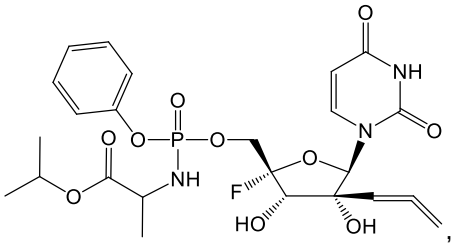
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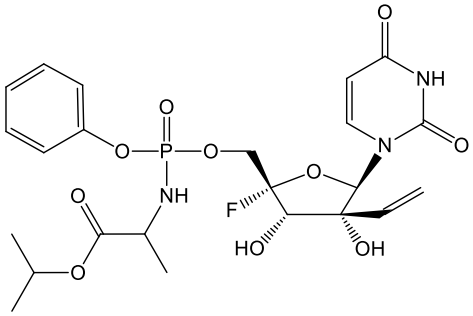
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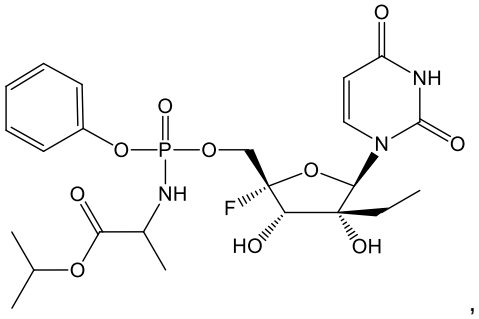
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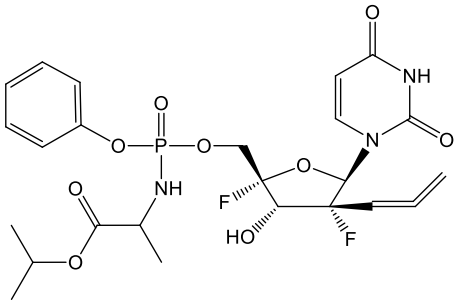
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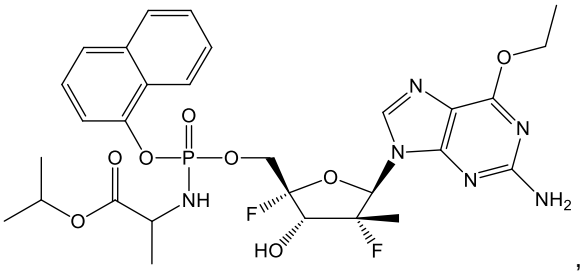
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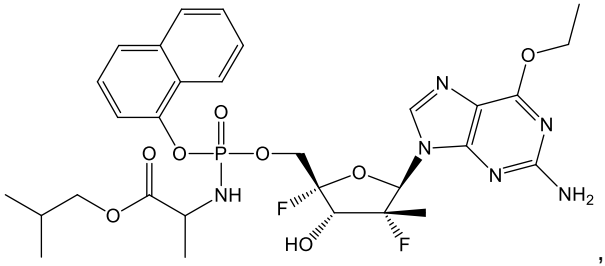
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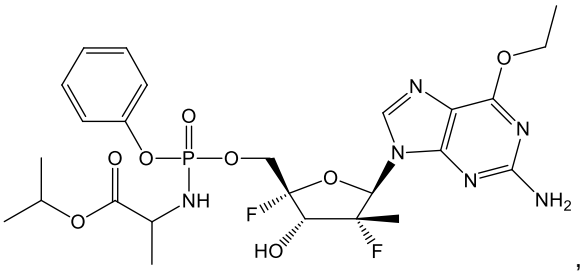
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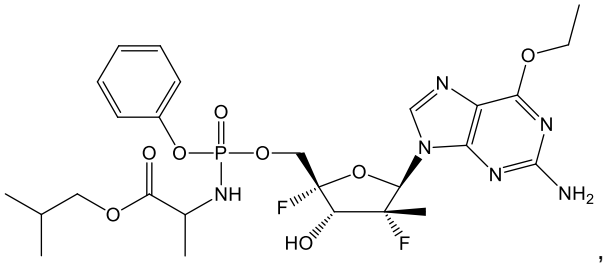
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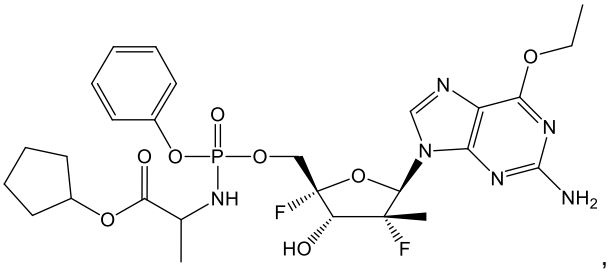
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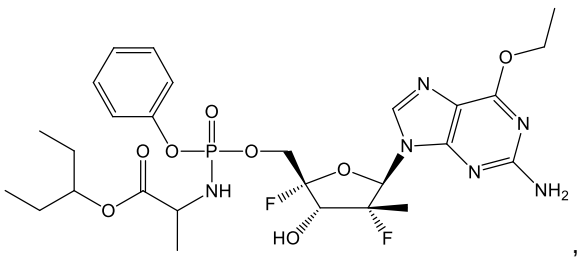
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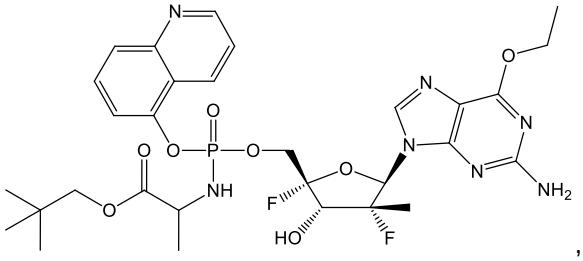
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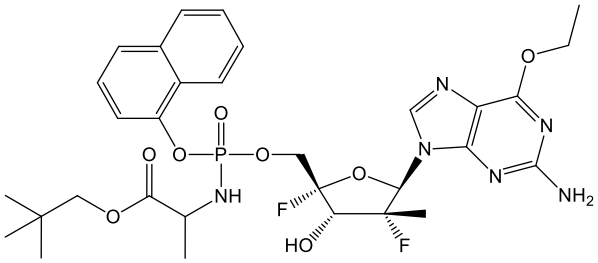
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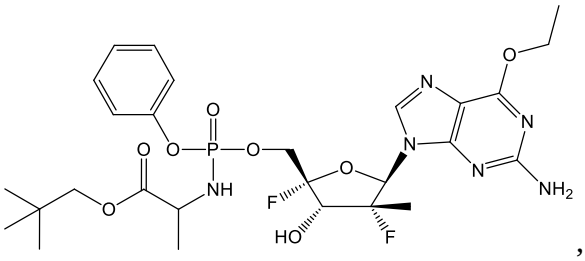
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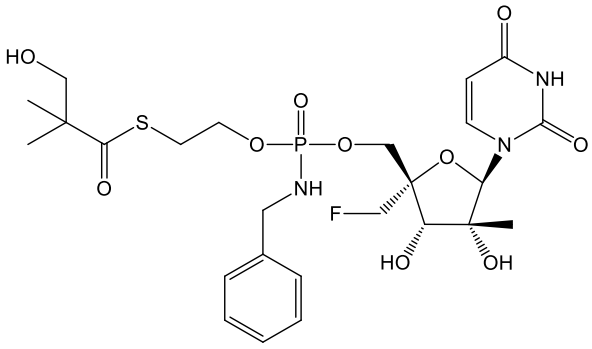
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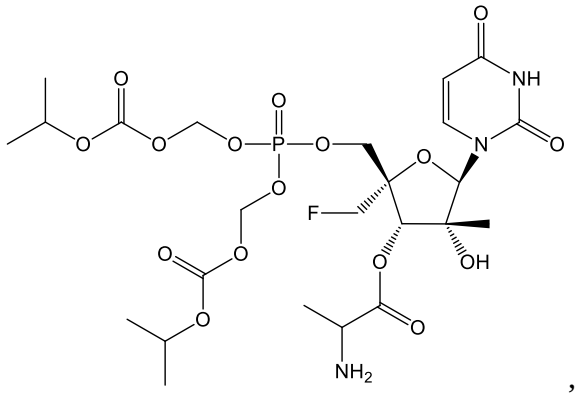
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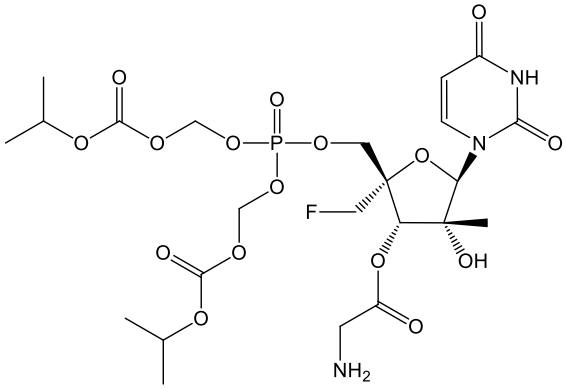
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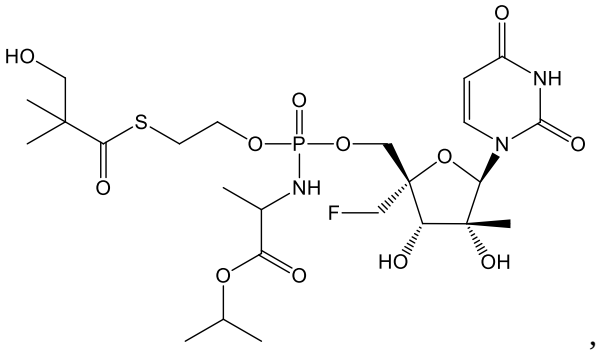
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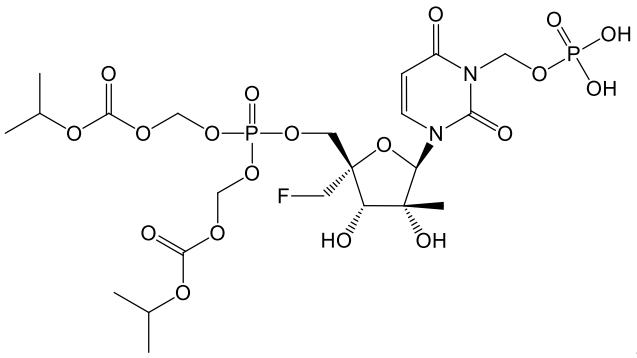
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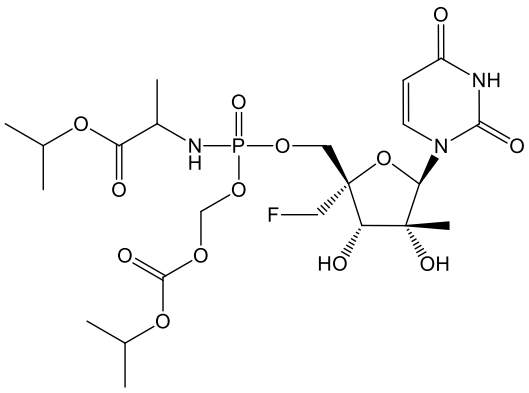
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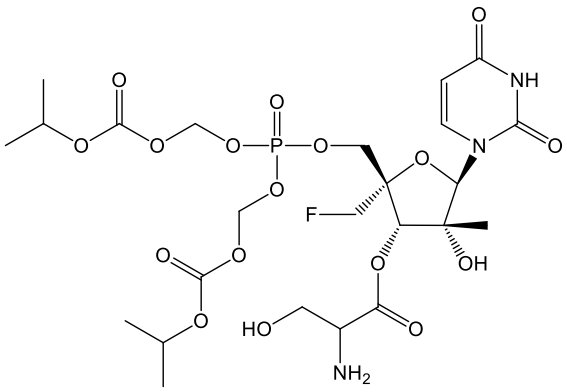
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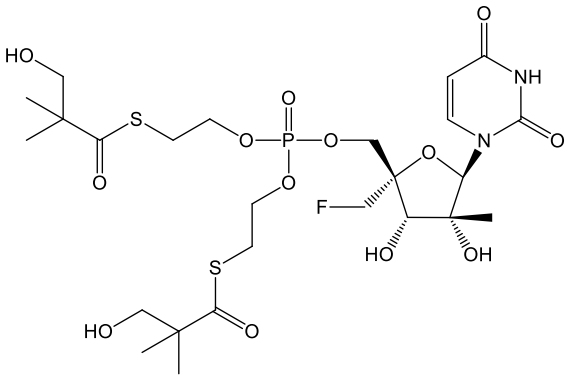
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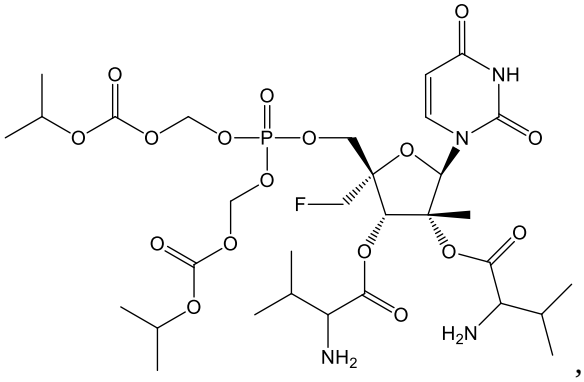
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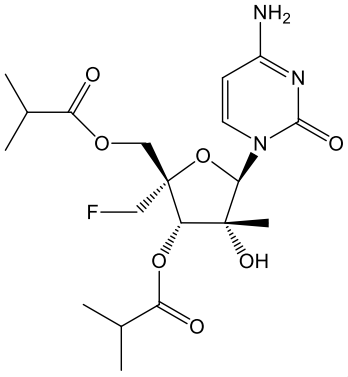
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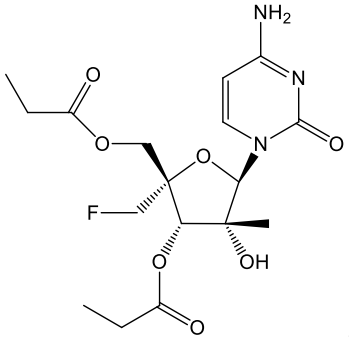
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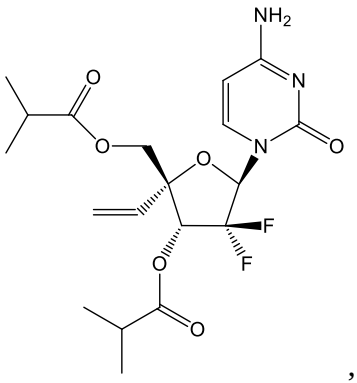
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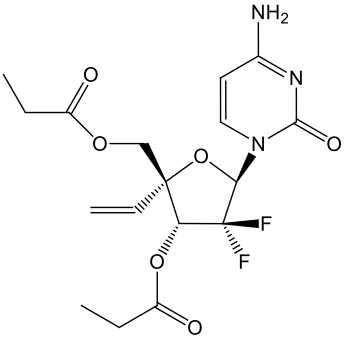
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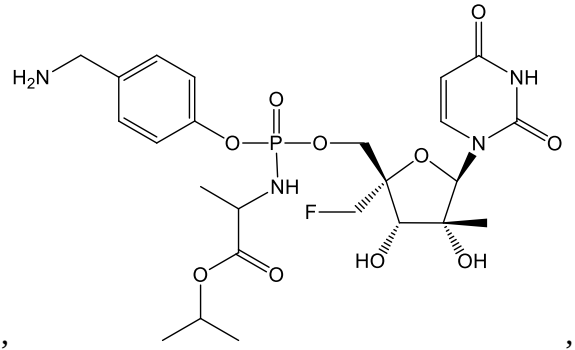
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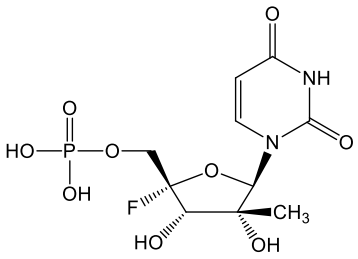
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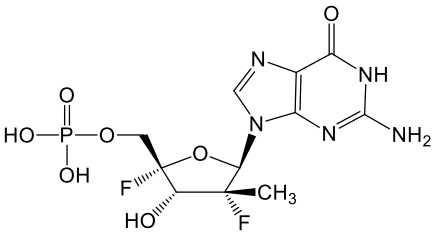
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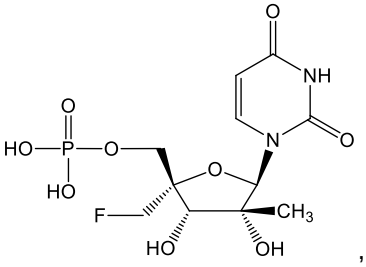
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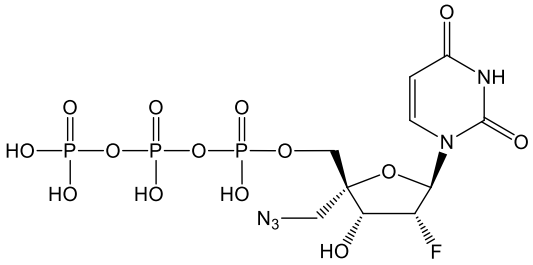
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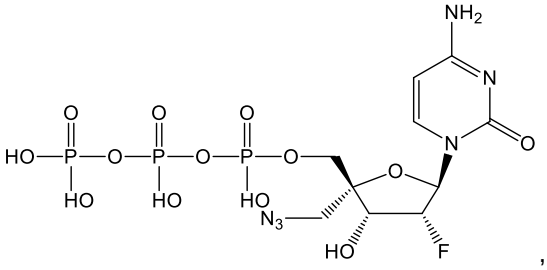
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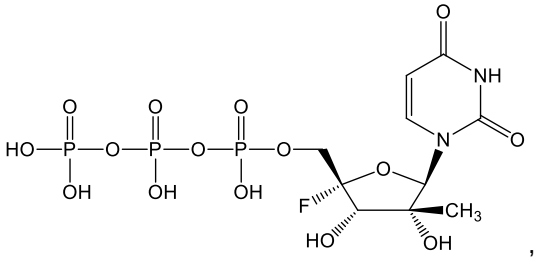
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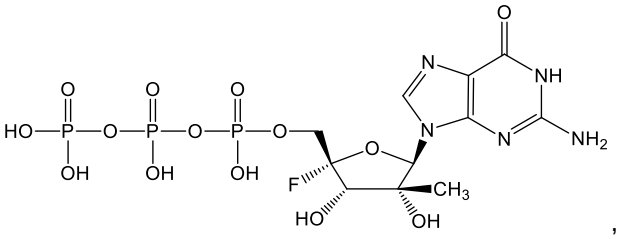
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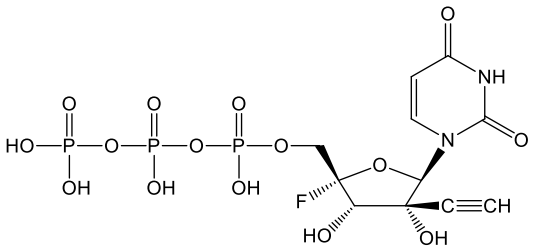
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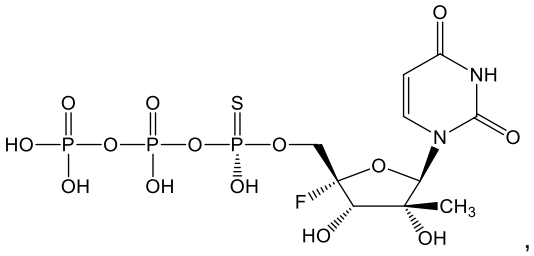
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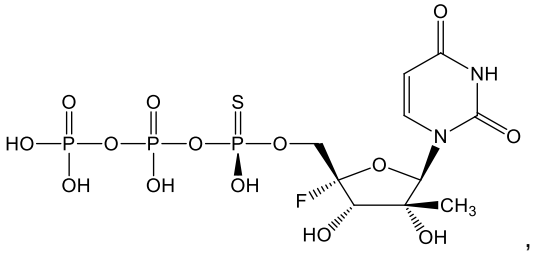
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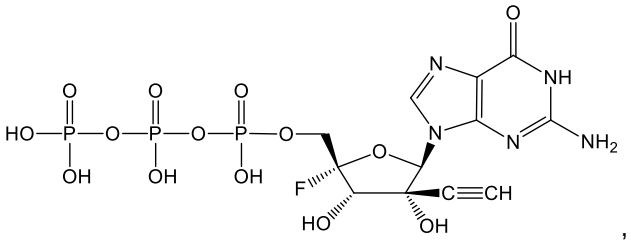
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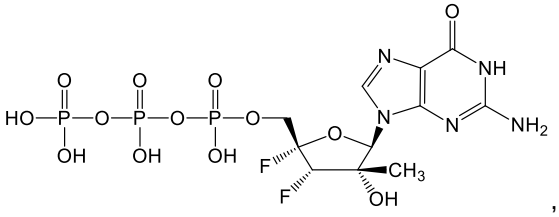
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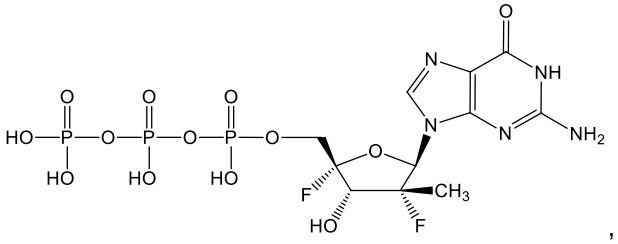
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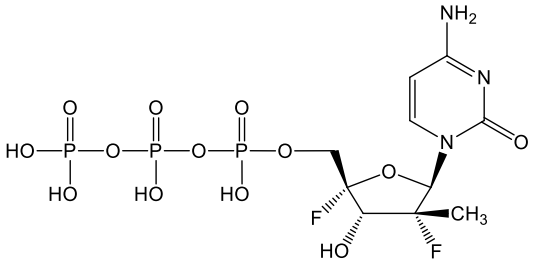
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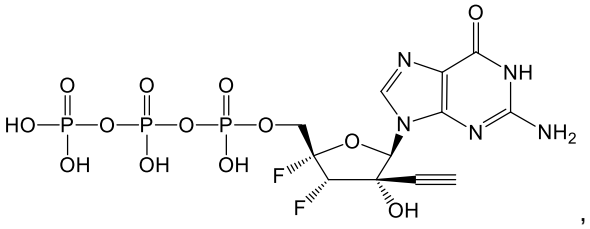
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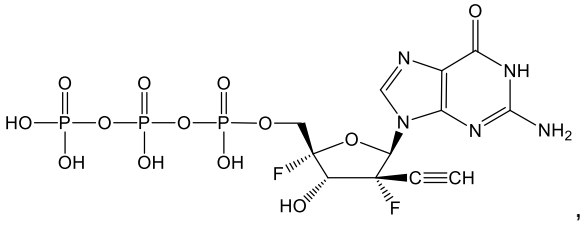
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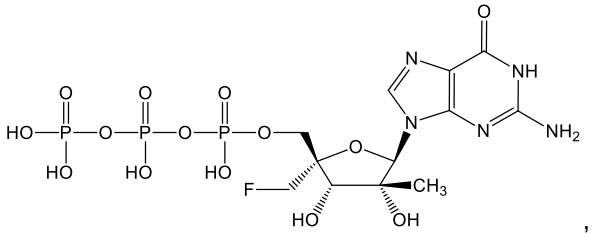
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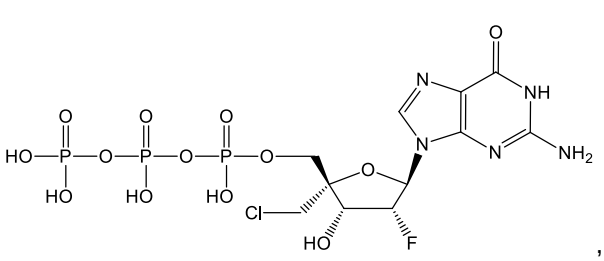
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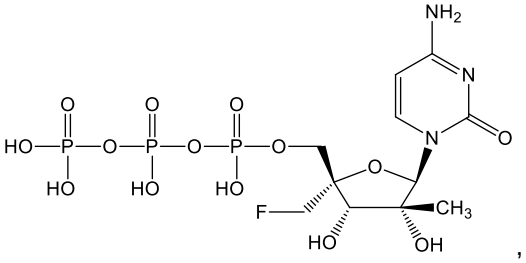
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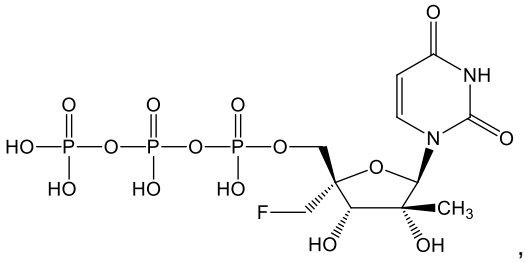
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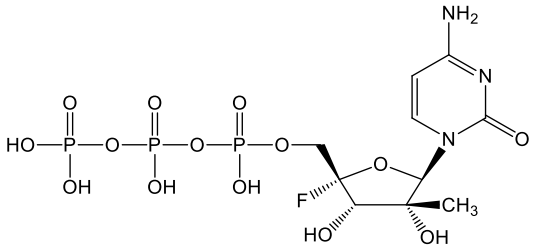
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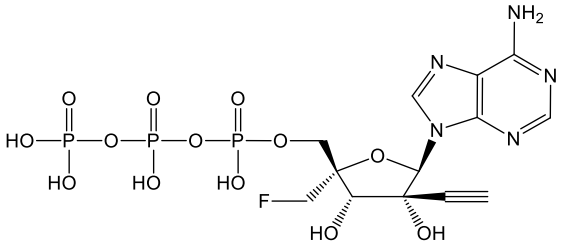
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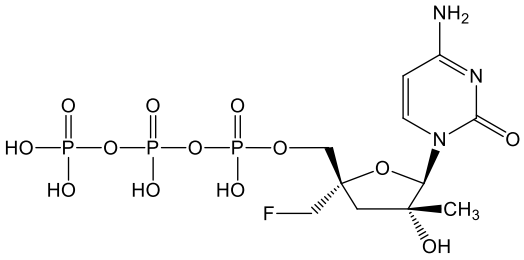
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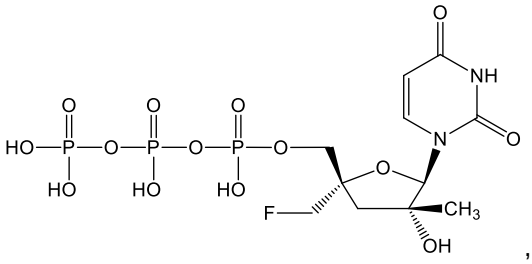
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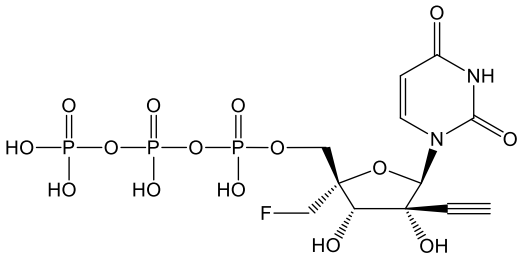
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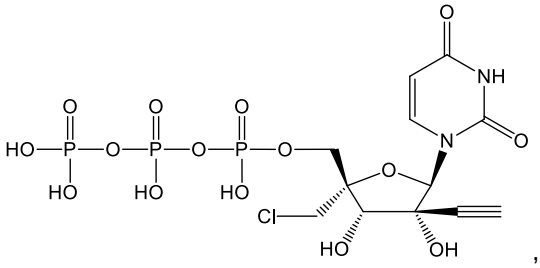
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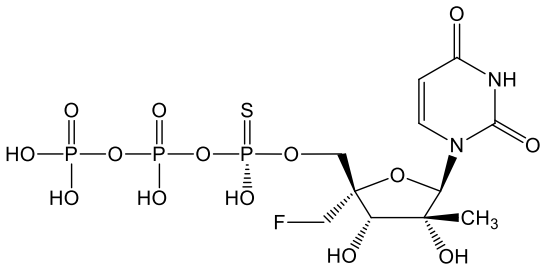
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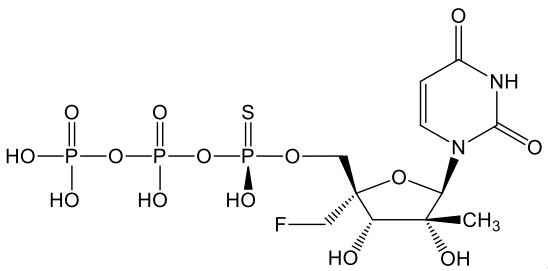
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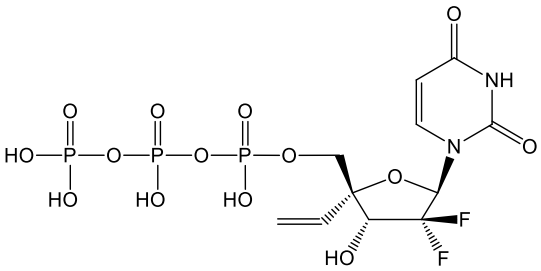
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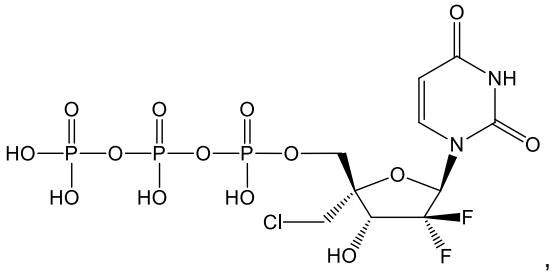
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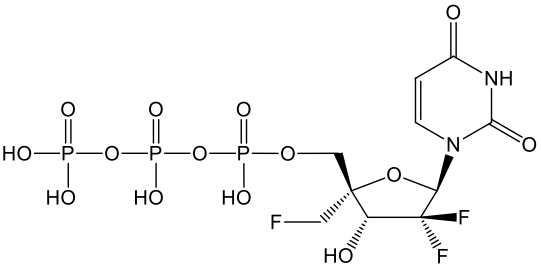
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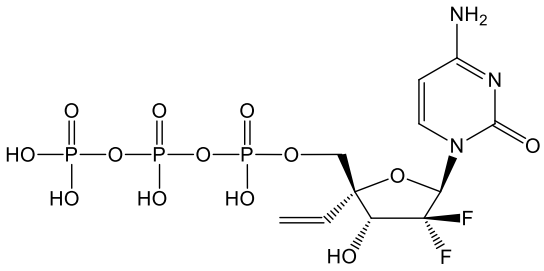
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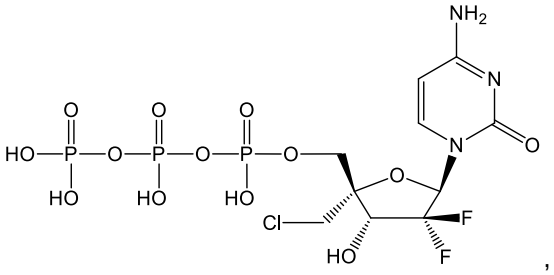
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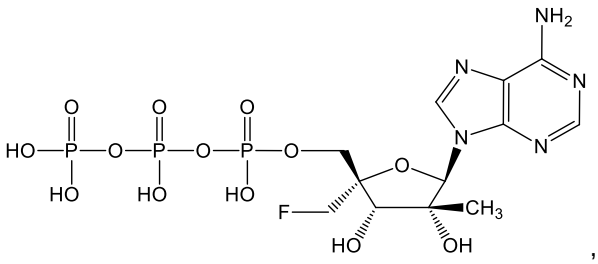
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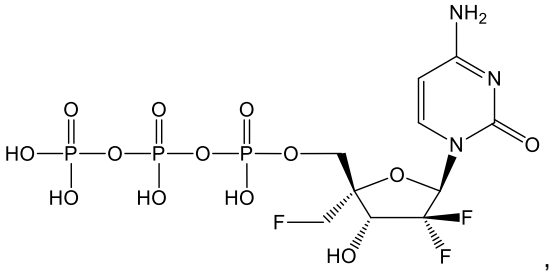
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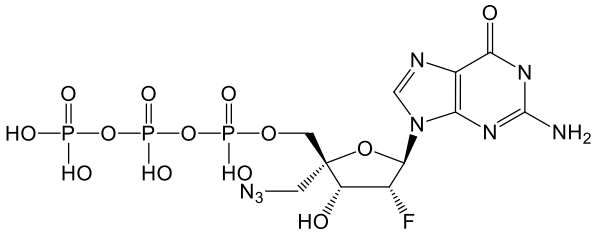
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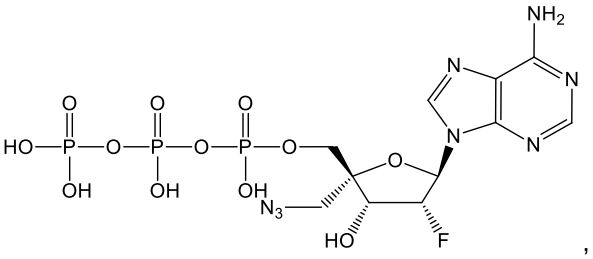
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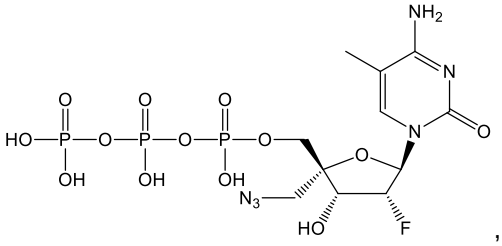
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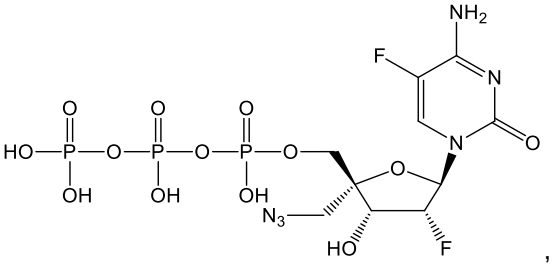
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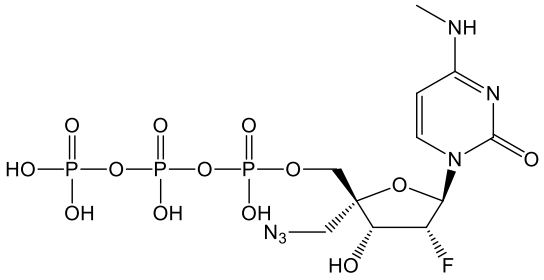
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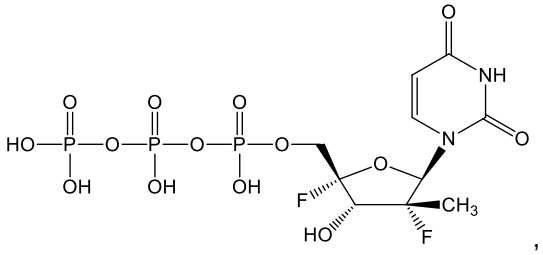
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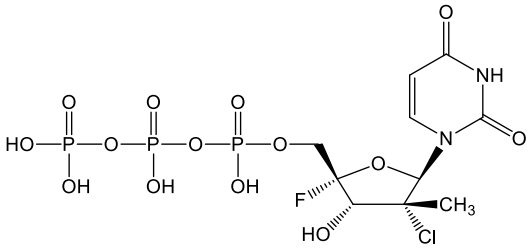
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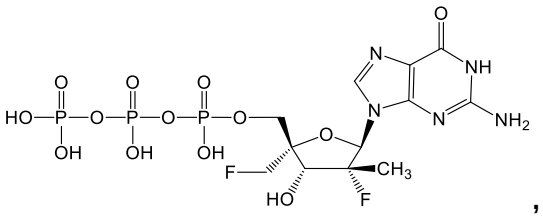
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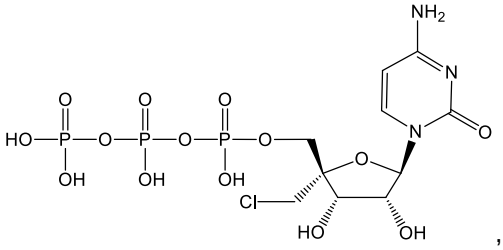
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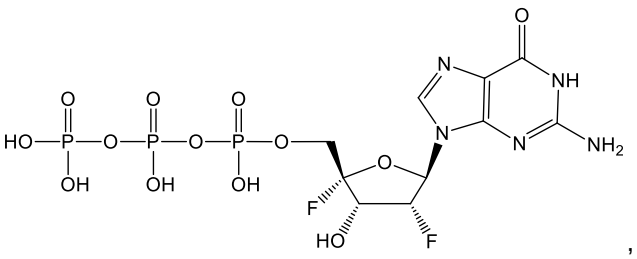
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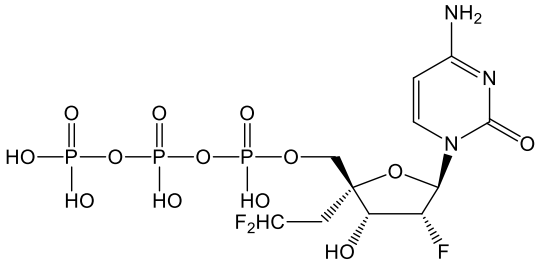
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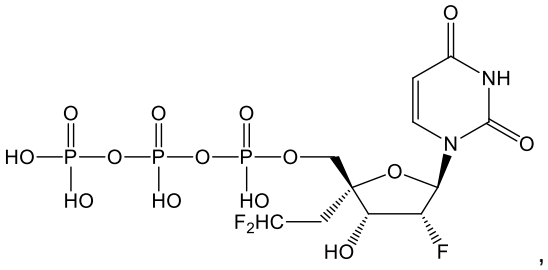
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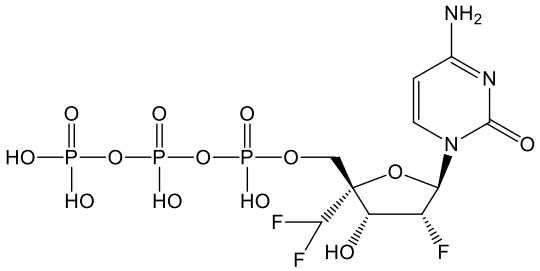
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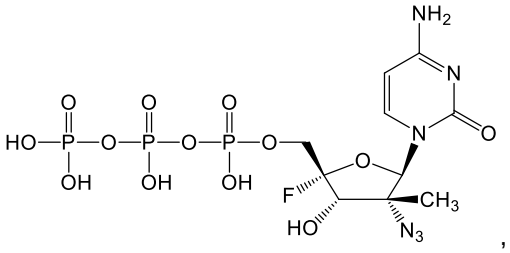
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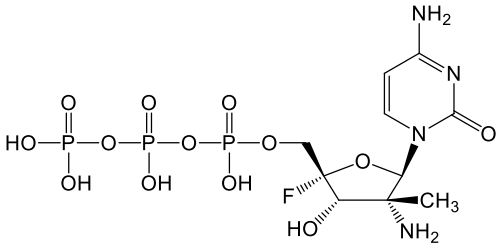
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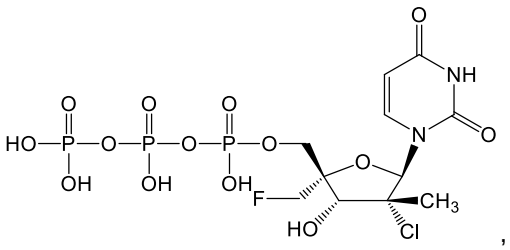
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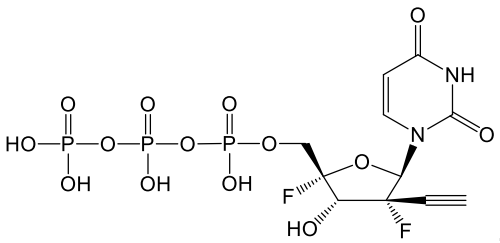
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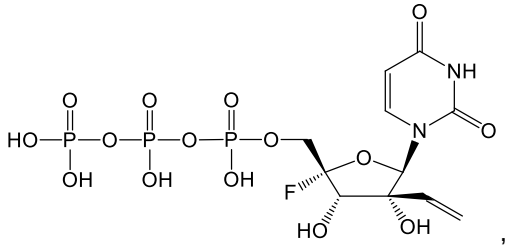
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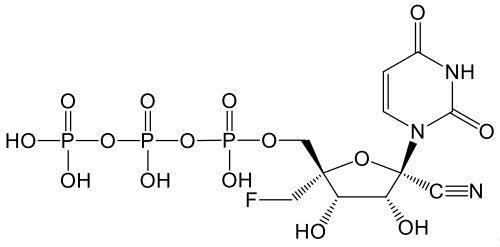
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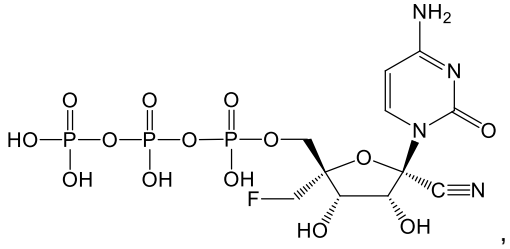
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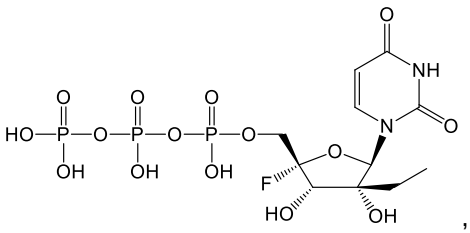
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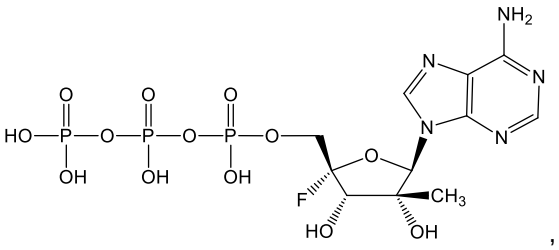
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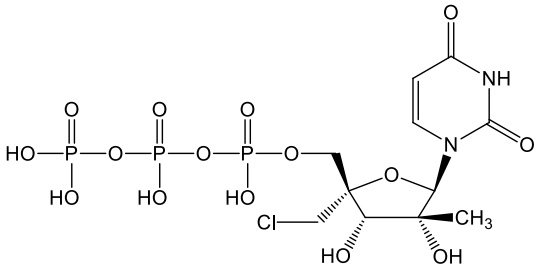
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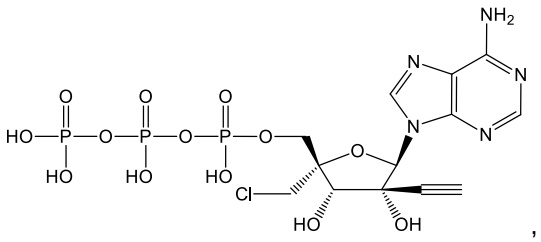
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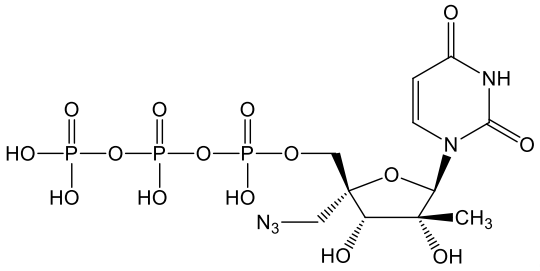
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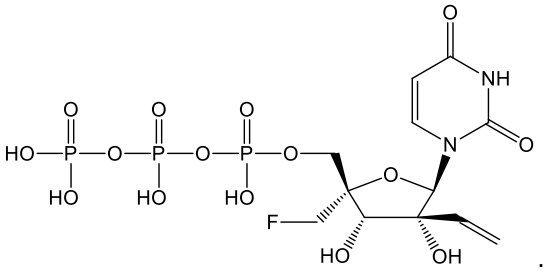
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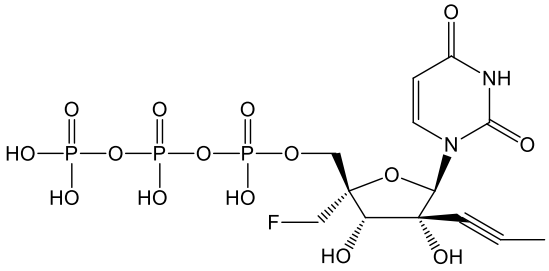
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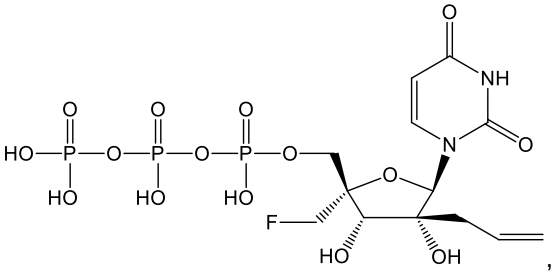
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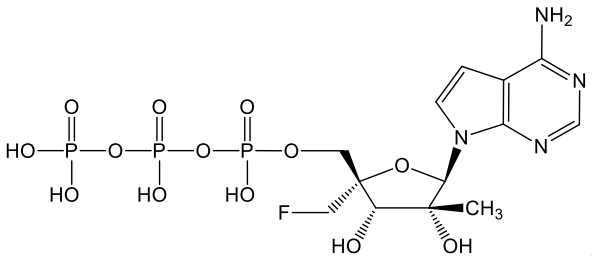
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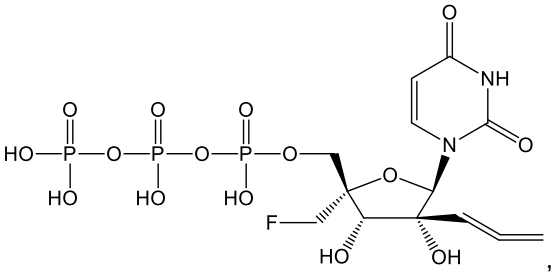
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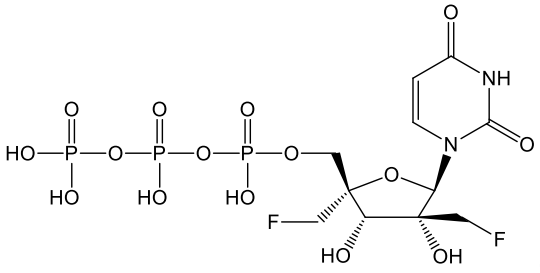
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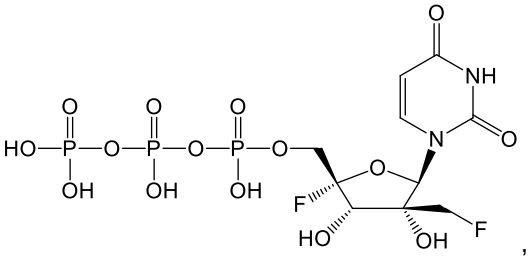
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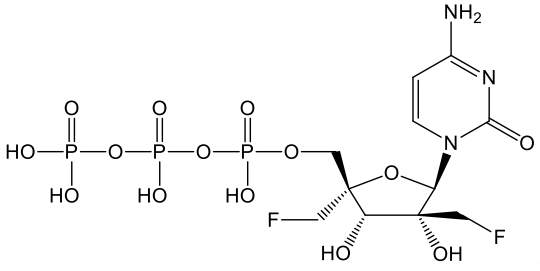
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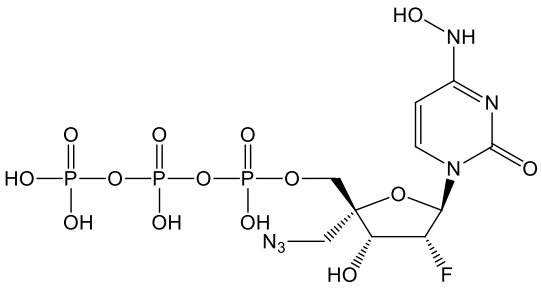
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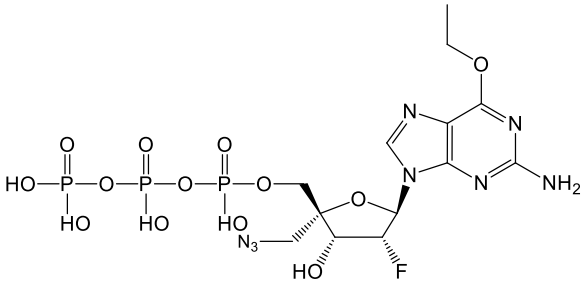
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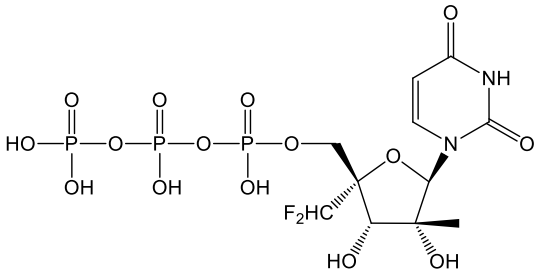
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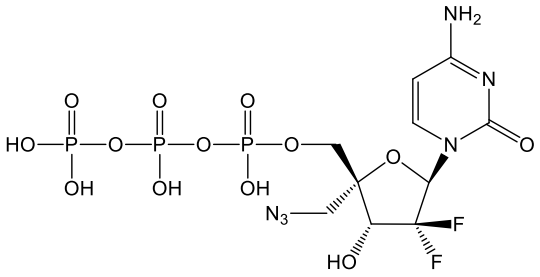
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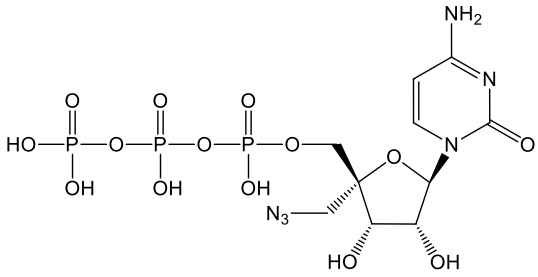
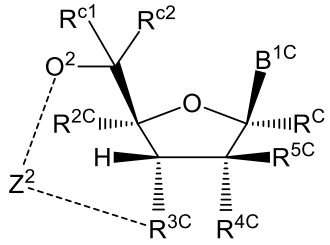

, or a pharmaceutically acceptable salt of the foregoing.

15. A compound of Formula (II), or a pharmaceutically acceptable salt thereof, wherein the compound of Formula (II) has the structure:

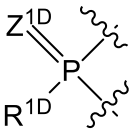
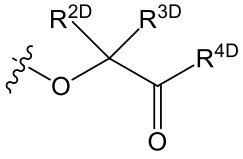
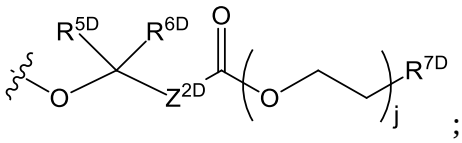


(II)

wherein:

B^{1C} is an optionally substituted heterocyclic base or an optionally substituted heterocyclic base with a protected amino group;

when -------- are both absent, then Z^2 is absent, O^2 is $OR^{1C}$and R^{3C} is selected from the group consisting of H, halo, OH, –OC(=O)R”^{C} and an optionally substituted O-linked amino acid;

when -------- are each a single bond, then Z^2 is  , O^2 is O, R^{3C} is O, R^{2C} is halo, $–CHF_2$, $–(CH_2)_{1-6}F$, $–(CH_2)_{1-6}Cl$, $–(CH_2)_{1-6}N_3$, $–(CH_2)_{1-6}NH_2$ or –CN, and R^{1D} is selected from the group consisting of O^-, OH, an –O–optionally substituted C_{1-6} alkyl,  ,  ;

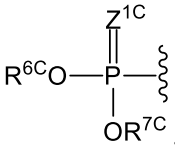
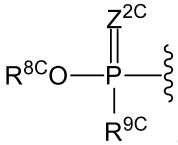
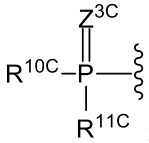
R^{2C} is halo, an unsubstituted C_{2-4} alkyl, an unsubstituted C_{2-4} alkenyl, $–(CH_2)_{1-6}F$, $–(CH_2)_{1-6}NH_2$, $–(CH_2)_{1-6}N_3$ or -CN, and R^{5C} is selected from the group consisting of an optionally substituted C_{1-6} alkyl, an optionally substituted C_{2-6} alkenyl and an optionally substituted C_{2-6} alkynyl, or

R^{2C} is $–CHF_2$ or $–(CH_2)_{1-6}Cl$, and R^{5C} is selected from the group consisting of H, halo, OH, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{2-6} alkenyl and an optionally substituted C_{2-6} alkynyl;

R^{4C} is selected from the group consisting of OH, halo, N_3, $–OC(=O)R^{"D}$, an optionally substituted O-linked amino acid and $NR^{"D1}R^{"D2}$, or R^{3C} and R^{4C} are both an oxygen atom connected via a carbonyl to form a 5-membered ring;

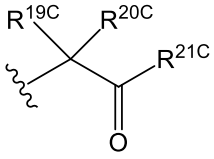
R^{c1} and R^{c2} are independently hydrogen or deuterium;

R^C is hydrogen, deuterium, an unsubstituted C_{1-3} alkyl, an unsubstituted C_{2-4} alkenyl, an unsubstituted C_{2-3} alkynyl or cyano;

R^{1C} is selected from the group consisting of hydrogen, an optionally substituted acyl, an optionally substituted O-linked amino acid,  ,  and  ;

R^{6C}, R^{7C} and R^{8C} are independently selected from the group consisting of absent, hydrogen, an optionally substituted C_{1-24} alkyl, an optionally substituted C_{2-24} alkenyl, an optionally substituted C_{2-24} alkynyl, an optionally substituted C_{3-6} cycloalkyl, an

optionally substituted C_{3-6} cycloalkenyl, an optionally substituted aryl, an optionally substituted heteroaryl, an optionally substituted aryl(C_{1-6} alkyl), an optionally substituted *–($CR^{15C}R^{16C}$)$_f$–O–C_{1-24} alkyl, an optionally substituted *–($CR^{17C}R^{18C}$)$_g$–O–C_{1-24} alkenyl,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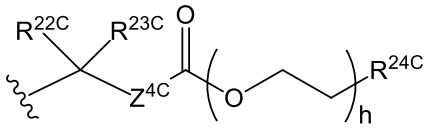
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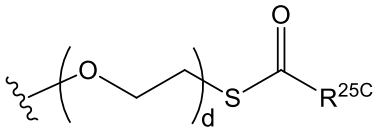
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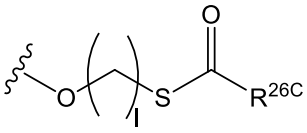
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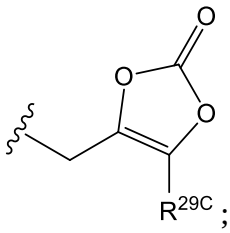
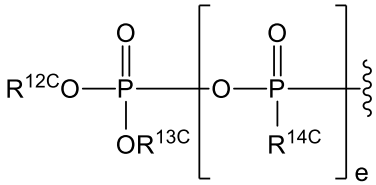
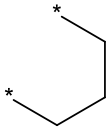
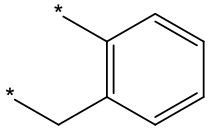

; or


R^{6C} is and R^{7C} is absent or hydrogen; or

R^{6C} and R^{7C} are taken together to form a moiety selected from the group consisting of an optionally substituted  and an optionally substituted  , wherein the oxygens connected to R^{6C} and R^{7C}, the phosphorus and the moiety form a six-membered to ten-membered ring system;

R^{9C} is independently selected from the group consisting of an optionally substituted C_{1-24} alkyl, an optionally substituted C_{2-24} alkenyl, an optionally substituted C_{2-24} alkynyl, an optionally substituted C_{3-6} cycloalkyl, an optionally substituted C_{3-6} cycloalkenyl, $NR^{30C}R^{31C}$, an optionally substituted N-linked amino acid and an optionally substituted N-linked amino acid ester derivative;

R^{10C} and R^{11C} are independently an optionally substituted N-linked amino acid or an optionally substituted N-linked amino acid ester derivative;

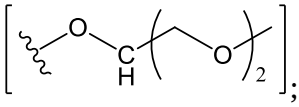
R^{12C} and R^{13C} are independently absent or hydrogen;

R^{14C} is O-, OH or methyl;

each R^{15C}, each R^{16C}, each R^{17C} and each R^{18C} are independently hydrogen, an optionally substituted C_{1-24} alkyl or an alkoxy;

R^{19C}, R^{20C}, R^{22C} and R^{23C} are independently selected from the group consisting of hydrogen, an optionally substituted C_{1-24} alkyl and an optionally substituted aryl;

R^{21C} is selected from the group consisting of hydrogen, an optionally substituted C_{1-24} alkyl, an optionally substituted aryl, an optionally substituted –O–C_{1-24} alkyl, an optionally substituted –O–aryl, an optionally substituted –O–heteroaryl and an optionally substituted –O–monocyclic heterocyclyl;

R^{24C} is selected from the group consisting of hydrogen, an optionally substituted C_{1-24} alkyl, an optionally substituted aryl, an optionally substituted –O–C_{1-24} alkyl, an optionally substituted –O–aryl, an optionally substituted –O–heteroaryl, an optionally substituted –O–monocyclic heterocyclyl and  ;

R^{25C}, R^{26C} and R^{29C} are independently selected from the group consisting of hydrogen, an optionally substituted C_{1-24} alkyl and an optionally substituted aryl;

R^{30C} and R^{31C} are independently selected from the group consisting of hydrogen, an optionally substituted C_{1-24} alkyl, an optionally substituted C_{2-24} alkenyl, an optionally substituted C_{2-24} alkynyl, an optionally substituted C_{3-6} cycloalkyl, an optionally substituted C_{3-6} cycloalkenyl and an optionally substituted aryl(C_{1-4} alkyl);

R''^{C} and each R''^{D} are independently an optionally substituted C_{1-24} alkyl;

each R''^{D1} and each R''^{D2} are independently hydrogen or an optionally substituted C_{1-24} alkyl;

R^{2D}, R^{3D}, R^{5D} and R^{6D} are independently hydrogen or an optionally substituted C_{1-24} alkyl;

R^{4D} and R^{7D} are independently selected from the group consisting of hydrogen, an optionally substituted C_{1-24} alkyl, an optionally substituted aryl, an optionally substituted –O–C_{1-24} alkyl, an optionally substituted –O–aryl, an optionally substituted –O–heteroaryl and an optionally substituted –O–monocyclic heterocyclyl;

d and e are independently 0 or 1;

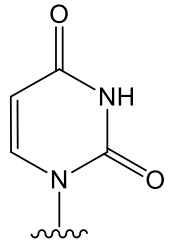
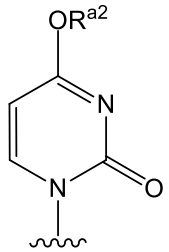
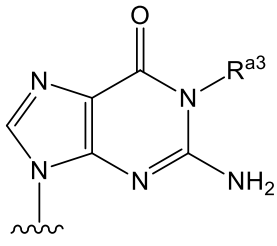
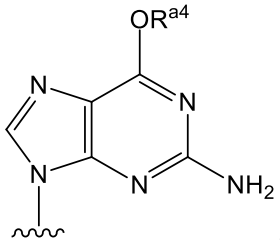
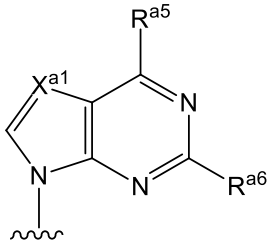
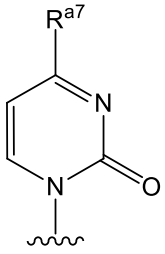
f and g are independently 1, 2 or 3;

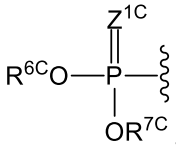
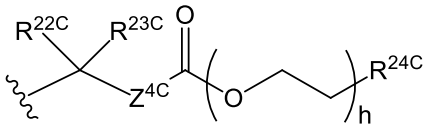
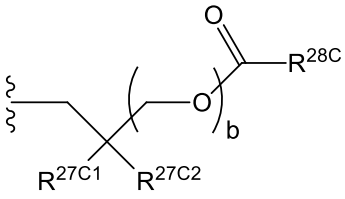
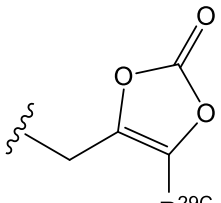
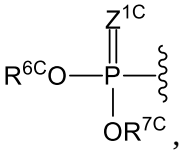
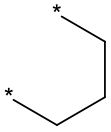
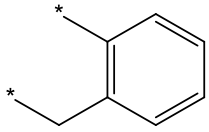
h and j are independently 0, 1, 2 or 3;

l is 3, 4 or 5; and

Z^{1C}, Z^{2C}, Z^{3C} and Z^{4C} are independently O or S;

provided that when R^{2C} is halo; -------- are both absent; Z^2 is absent; O^2 is OR^{1C};

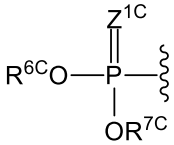
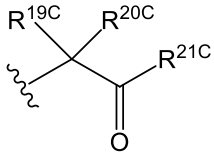
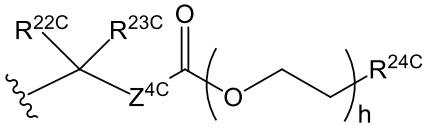
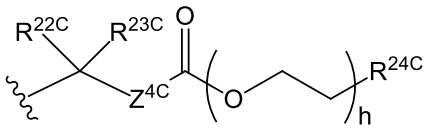
B^{1C} is selected from the group consisting of an optionally substituted  , an optionally substituted  , an optionally substituted  , an optionally substituted  , an optionally substituted  and an optionally substituted  , wherein R^{a2} is an optionally substituted C_{1-6} alkyl or an optionally substituted C_{3-6} cycloalkyl, R^{a3} and R^{a4} are independently selected from the group consisting of hydrogen, an unsubstituted C_{1-6} alkyl, an unsubstituted C_{3-6} alkenyl, an unsubstituted C_{3-6} alkynyl and an unsubstituted C_{3-6} cycloalkyl, R^{a5} is NHR^{a8}, and R^{a6} is hydrogen, halogen or NHR^{a9}; R^{a7} is NHR^{a10}; R^{a8} is selected from the group consisting of hydrogen, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{3-6} alkenyl, an optionally substituted C_{3-6} cycloalkyl, $–C(=O)R^{a11}$ and $–C(=O)OR^{a12}$; R^{a9} is selected from the group consisting of hydrogen, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{3-6} alkenyl, an optionally substituted C_{3-6} cycloalkyl, $–C(=O)R^{a13}$ and $–C(=O)OR^{a14}$; R^{a10} is selected from the group consisting of

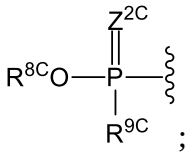
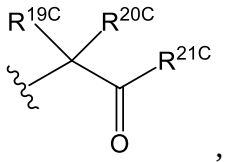
hydrogen, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{3-6} alkenyl, an optionally substituted C_{3-6} cycloalkyl, $–C(=O)R^{a15}$ and $–C(=O)OR^{a16}$; X^{a1} is N or $–CR^{a17}$; R^{a17} is selected from the group consisting of hydrogen, halogen, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{2-6} alkenyl and an optionally substituted C_{2-6} alkynyl; R^{a11}, R^{a12}, R^{a13}, R^{a14}, R^{a15} and R^{a16} are independently selected from the group consisting of C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkenyl, C_{6-10} aryl, heteroaryl, heterocyclyl, aryl(C_{1-6} alkyl), heteroaryl(C_{1-6} alkyl) and heterocyclyl(C_{1-6} alkyl); then R^{3C} is selected from the group consisting of H, halo and an optionally substituted O-linked amino acid; and R^{4C} is selected from the group consisting of OH, halo, N_3, $–OC(=O)R^{"D}$, an optionally substituted O-linked amino acid and $NR^{"D1}R^{"D2}$; or then R^{3C} is selected from the group consisting of H, halo, OH, $–OC(=O)R^{"C}$ and an optionally substituted O-linked amino acid and R^{4C} is an optionally substituted O-linked amino acid; or then R^{1C} is  , wherein R^{6C} and R^{7C} are independently  , wherein h is 1, 2 or 3,  or  ; or then R^{1C} is  , wherein R^{6C} and R^{7C} are taken together to form a moiety selected from the group consisting of an optionally substituted  and an optionally substituted  , wherein the oxygens connected to R^{6C} and R^{7C}, the phosphorus and the moiety form a six-membered to ten-membered ring system;

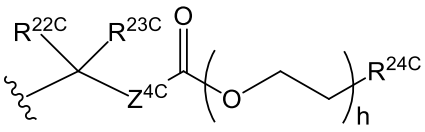
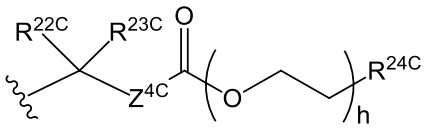
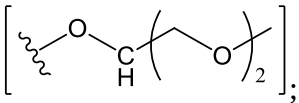
provided that when R^{2C} is an unsubstituted C_{1-4} alkyl, an unsubstituted C_{2-4} alkenyl, an unsubstituted C_{2-4} alkynyl, $—(CH_2)_{1-6}$halogen,$–(CH_2)_{1-6}N_3$ or $–(CH_2)_{1-6}NH_2$; ------- are both absent; Z^2 is absent; O^2 is OR^{1C}; R^{3C} is OH, $–OC(=O)R^{"C}$ or an optionally

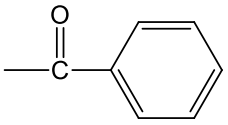
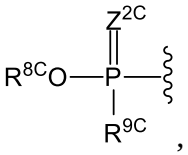
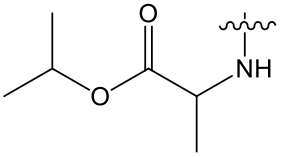
substituted O-linked amino acid; and R^{4C} is halo; then R^{5C} is selected from the group consisting of an optionally substituted C_{1-6} alkyl, an optionally substituted C_{2-6} alkenyl and an optionally substituted C_{2-6} alkynyl;

provided that when R^{2C} is an unsubstituted C_{1-4} alkyl, an unsubstituted C_{2-4} alkenyl, an unsubstituted C_{2-4} alkynyl, —$(CH_2)_{1-6}$ halogen, –$(CH_2)_{1-6}N_3$ or –$(CH_2)_{1-6}NH_2$; -------- are both absent; Z^2 is absent; O^2 is OR^{1C}; R^{4C} is halo; and R^{5C} is H or halo; then R^{3C} is H or halo;

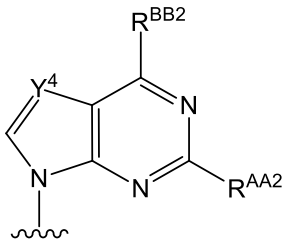
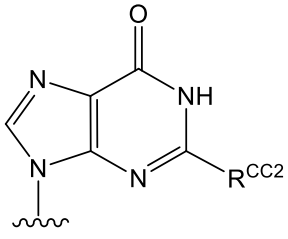
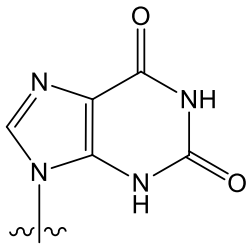
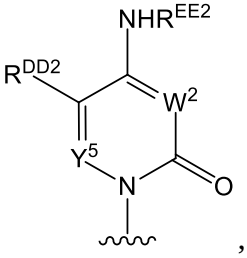
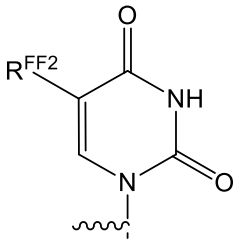
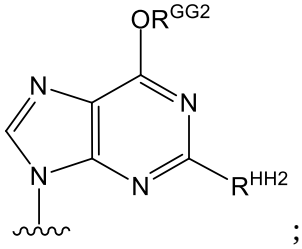
provided that when R^{2C} is an unsubstituted C_{1-4} alkyl, an unsubstituted C_{2-4} alkenyl, an unsubstituted C_{2-4} alkynyl or —$(CH_2)_{1-6}$ halogen; -------- are both absent; Z^2 is absent; O^2 is OR^{1C}; R^{3C} is OH, –OC(=O)R"^{C} or an optionally substituted O-linked amino acid; R^{4C} is halo; R^{5C} is H or halo; and R^{1C} is  then at least one of R^{6C} and R^{7C} is  , wherein R^{21C} is independently selected from the group consisting of an optionally substituted –O–heteroaryl and an optionally substituted –O–monocyclic heterocyclyl; or then at least one of R^{6C} and R^{7C} is  , wherein s is 1, 2 or 3; or then at least one of R^{6C} and R^{7C} is  , wherein s is 0 and R^{24C} is an optionally substituted –O–heteroaryl or an optionally substituted –O–monocyclic heterocyclyl;

provided that when R^{2C} is an unsubstituted C_{1-4} alkyl, an unsubstituted C_{2-4} alkenyl, an unsubstituted C_{2-4} alkynyl or —$(CH_2)_{1-6}$ halogen; -------- are both absent; Z^2 is absent; O^2 is OR^{1C}; R^{3C} is OH, –OC(=O)R"^{C} or an optionally substituted O-linked amino acid; R^{4C} is halo; R^{5C} is H or halo; and R^{1C} is  ; then R^{8C} is  ,

wherein R^{21C} is independently selected from the group consisting of an optionally substituted –O–heteroaryl and an optionally substituted –O–monocyclic heterocyclyl; or then R^{8C} is  , wherein s is 1, 2 or 3; or then R^{8C} is  , wherein s is 0 and R^{24C} is an optionally substituted –O–heteroaryl, an optionally substituted –O–monocyclic heterocyclyl or  ; and

provided that when -------- are both absent; Z^2 is absent; O^2 is OR^{1C}; R^{2C} is fluoro; R^{3C} is OH or $–OC(=O)R"^{C}$; R^{4C} is fluoro; and R^{5C} is methyl, ethyl or ethenyl; then R^{1C} cannot be selected from the group consisting of H,  and  , wherein R^{8C} is an unsubstituted aryl; R^{9C} is  and Z^{2C} is oxygen.

16. The compound of claim 15, wherein B^{1C} is selected from the group consisting of:

 ,  ,  ,  ,  and  ;

wherein:

R^{AA2} is selected from the group consisting of hydrogen, halogen and NHR^{JJ2}, wherein R^{JJ2} is selected from the group consisting of hydrogen, $-C(=O)R^{KK2}$ and $-C(=O)OR^{LL2}$;

R^{BB2} is halogen or NHR^{WW2}, wherein R^{WW2} is selected from the group consisting of hydrogen, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{2-6} alkenyl, an optionally substituted C_{3-8} cycloalkyl, $-C(=O)R^{MM2}$ and $-C(=O)OR^{NN2}$;

R^{CC2} is hydrogen or NHR^{OO2}, wherein R^{O2} is selected from the group consisting of hydrogen, $-C(=O)R^{PP2}$ and $-C(=O)OR^{QQ2}$;

R^{DD2} is selected from the group consisting of hydrogen, deuterium, halogen, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{2-6} alkenyl and an optionally substituted C_{2-6} alkynyl;

R^{EE2} is selected from the group consisting of hydrogen, hydroxy, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{3-8} cycloalkyl, $-C(=O)R^{RR2}$ and $-C(=O)OR^{SS2}$;

R^{FF2} is selected from the group consisting of hydrogen, halogen, an optionally substituted C_{1-6}alkyl, an optionally substituted C_{2-6} alkenyl and an optionally substituted C_{2-6} alkynyl;

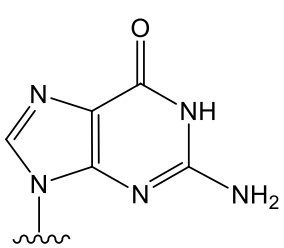
Y^4 and Y^5 are independently N or CR^{II2}, wherein R^{II2} is selected from the group consisting of hydrogen, halogen, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{2-6}-alkenyl and an optionally substituted C_{2-6}-alkynyl;

W^2 is NH, $-NCH_2$-$OC(=O)CH(NH_2)$-$CH(CH_3)_2$ or $-(CH_2)_{1-2}-O$-$P(=O)(OW^{2C})_2$, wherein W^{2C} is selected from the group consisting of absent, hydrogen and an optionally substituted C_{1-6} alkyl;

R^{GG2} is an optionally substituted C_{1-6} alkyl;

R^{HH2} is hydrogen or NHR^{TT2}, wherein R^{TT2} is independently selected from the group consisting of hydrogen, $-C(=O)R^{UU2}$ and $-C(=O)OR^{VV2}$; and

R^{KK2}, R^{LL2}, R^{MM2}, R^{NN2}, R^{PP2}, R^{QQ2} R^{RR2}, $R^{SS2,}$ R^{UU2} and R^{VV2} are independently selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkenyl, C_{6-10} aryl, heteroaryl, heterocyclyl, aryl(C_{1-6} alkyl), heteroaryl(C_{1-6} alkyl) and heterocyclyl(C_{1-6} alkyl); preferably B^{1A} is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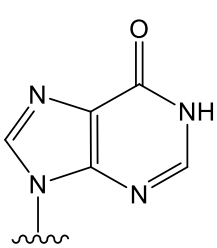
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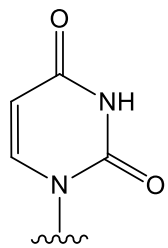
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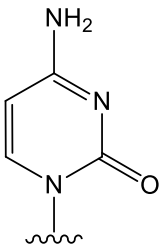
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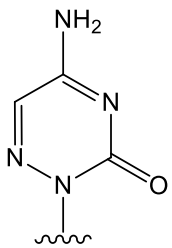
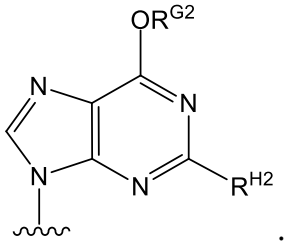

or

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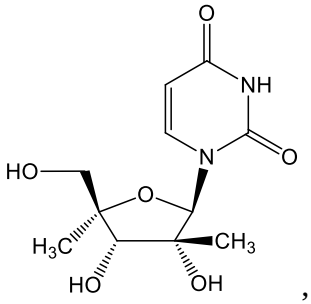
17. A compound selected from the group consisting of: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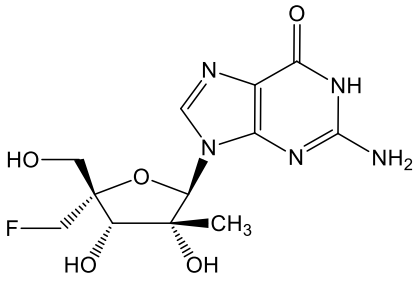
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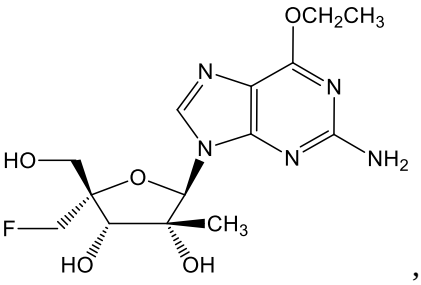
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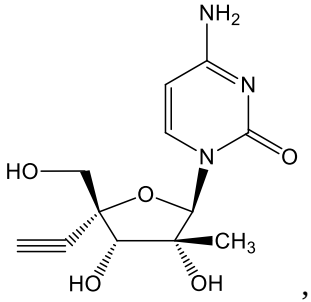
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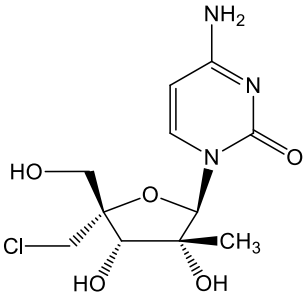
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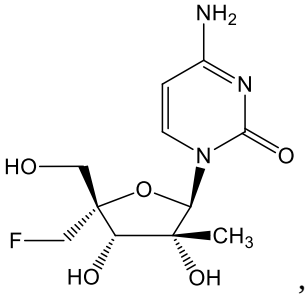
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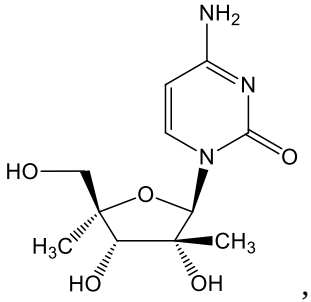
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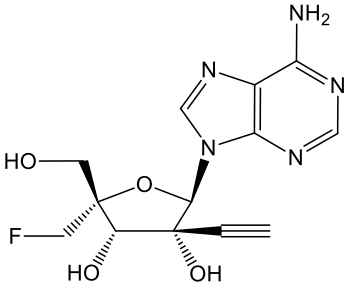
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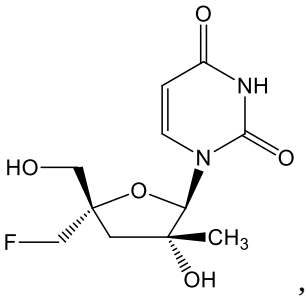
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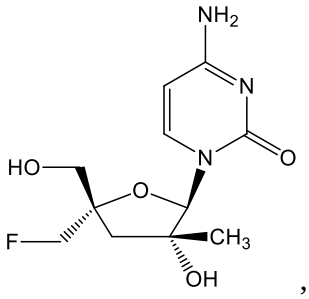
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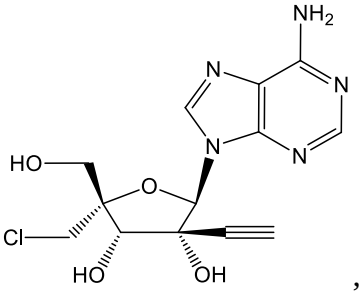
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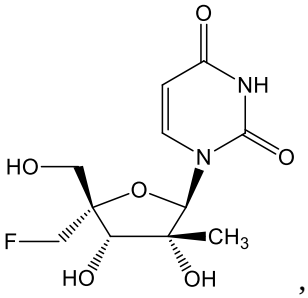
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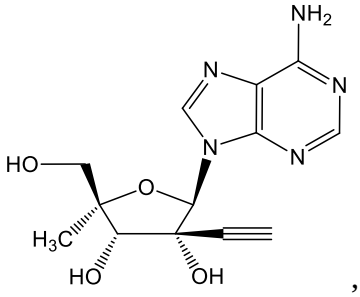
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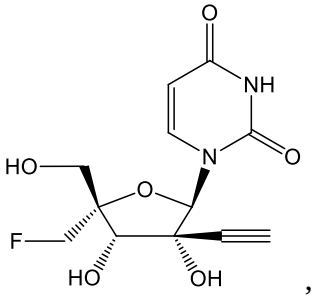
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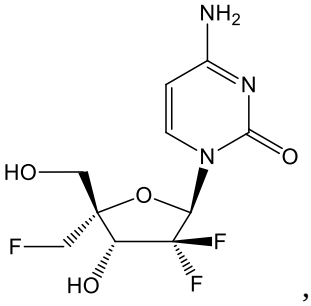
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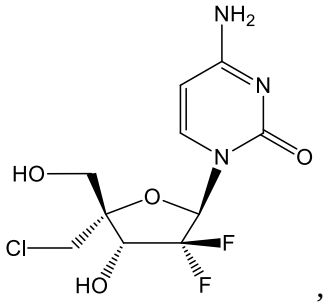
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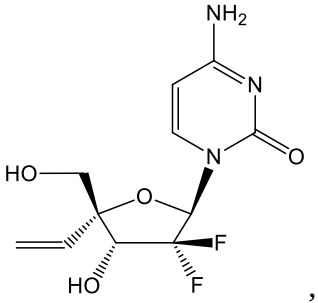
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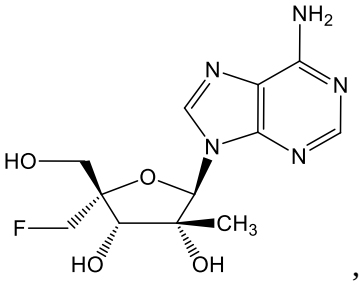
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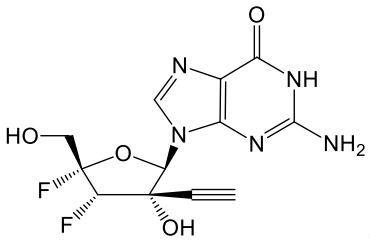
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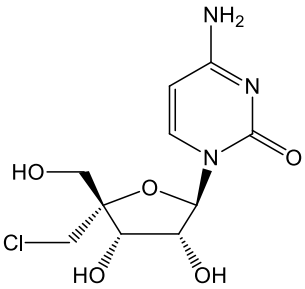
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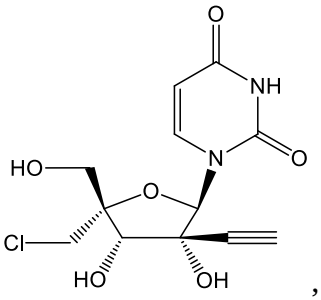
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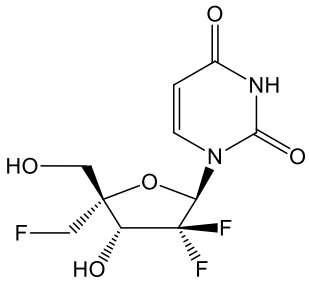
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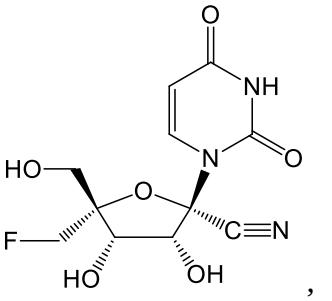
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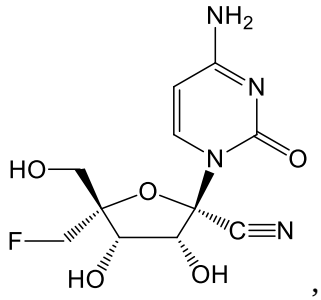
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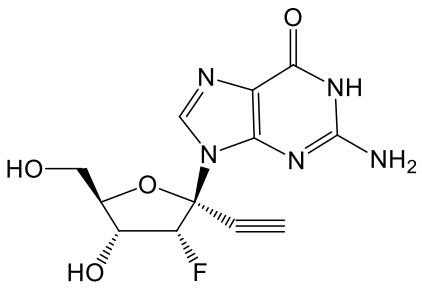
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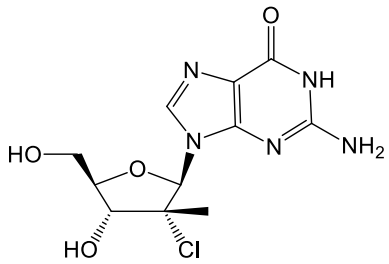
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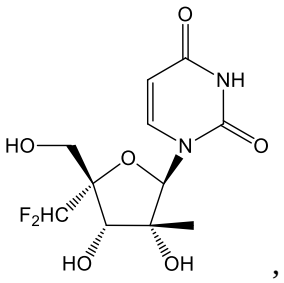
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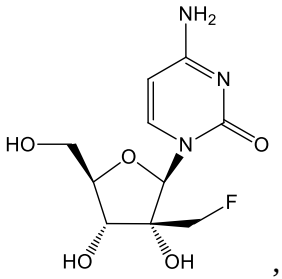
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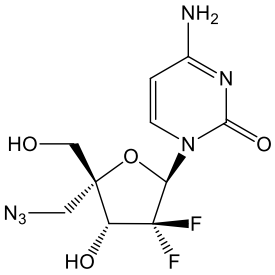
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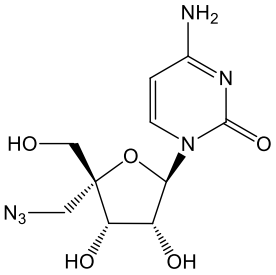
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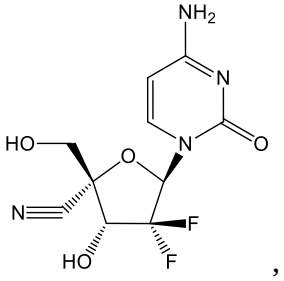
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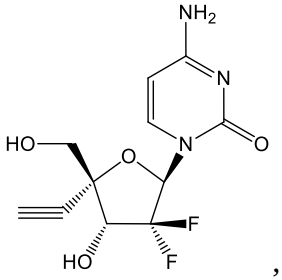
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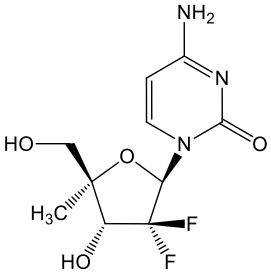
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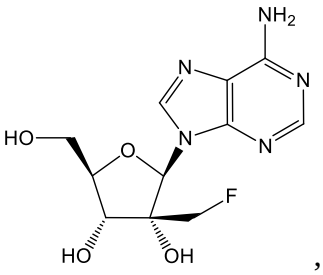
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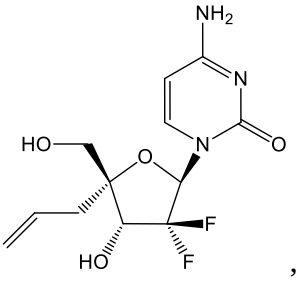
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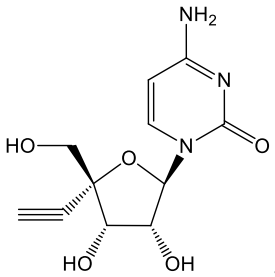
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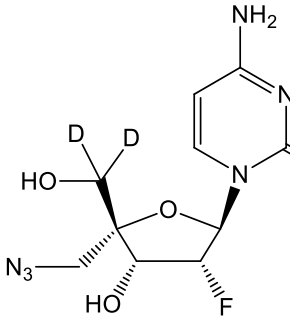
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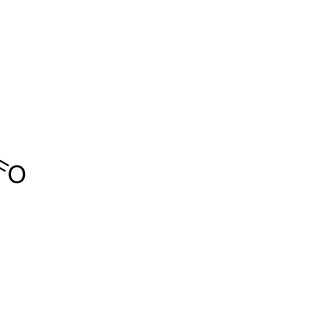
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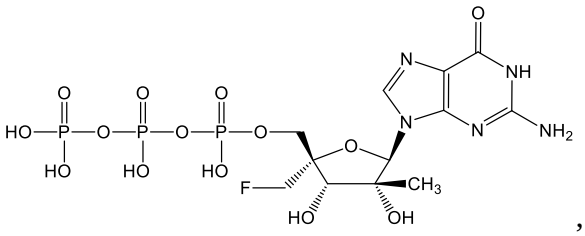
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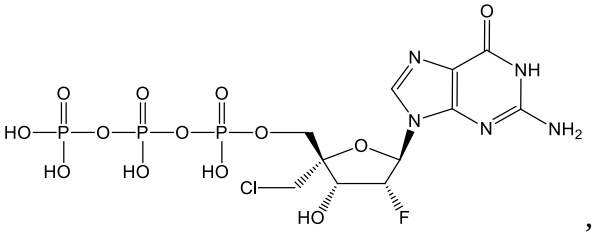
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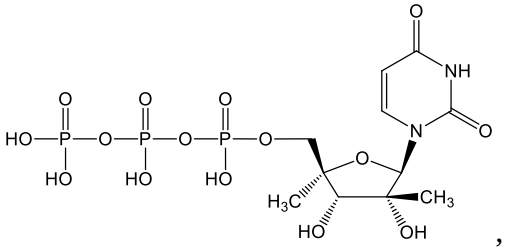
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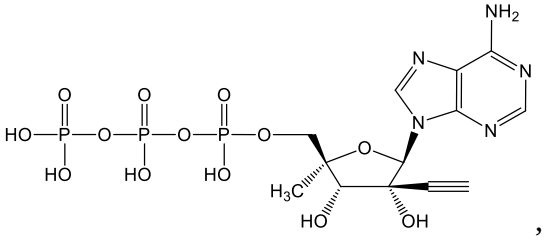
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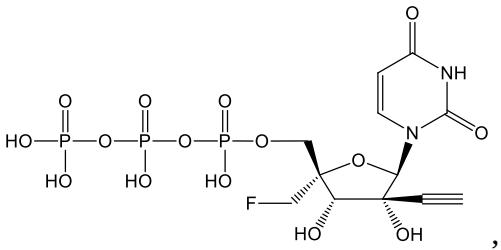
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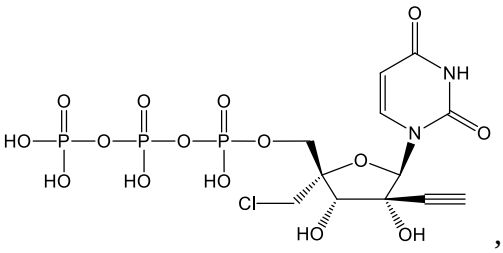
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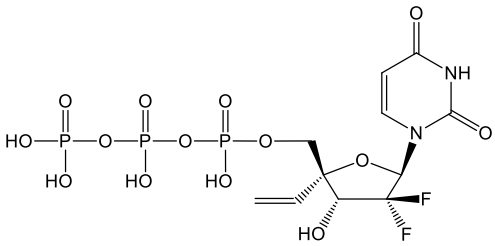
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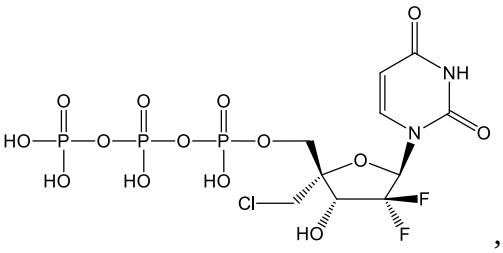
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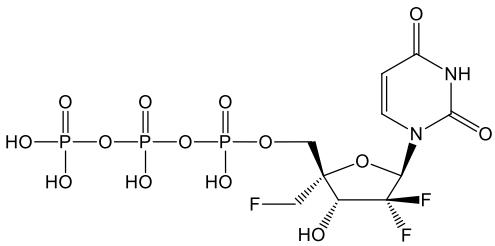
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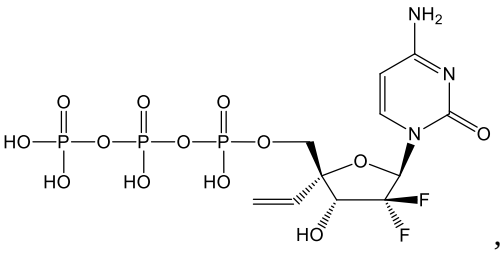
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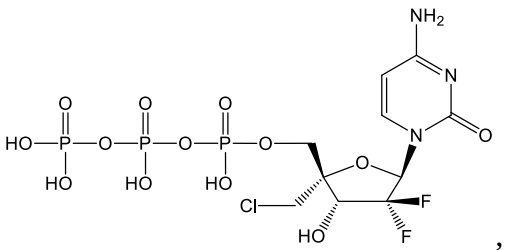
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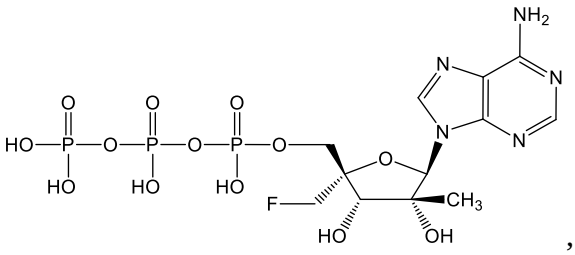
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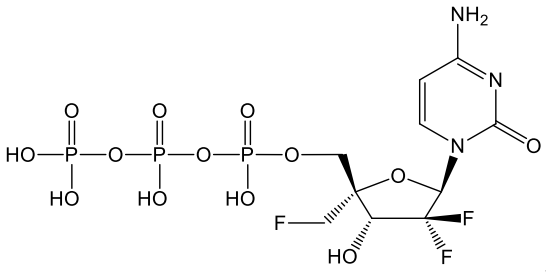
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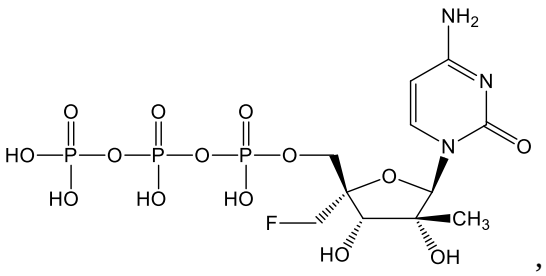
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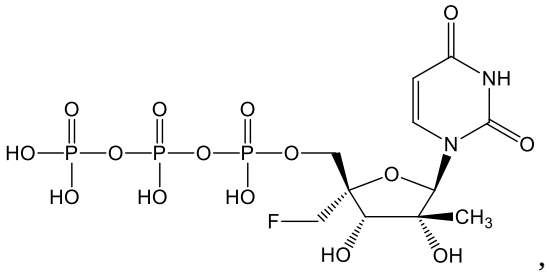
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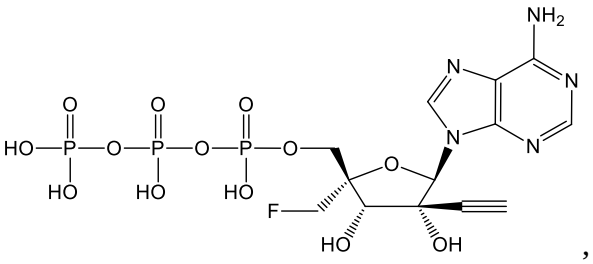
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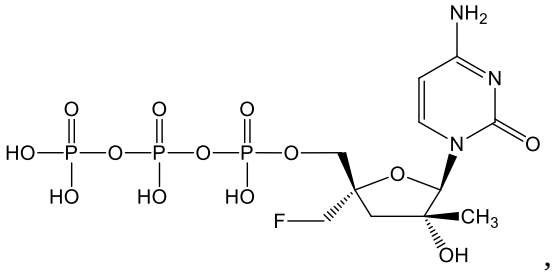
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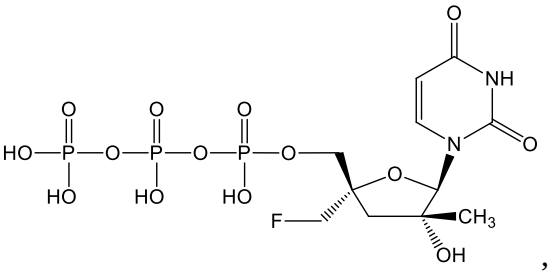
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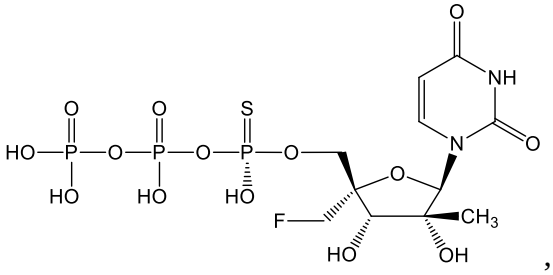
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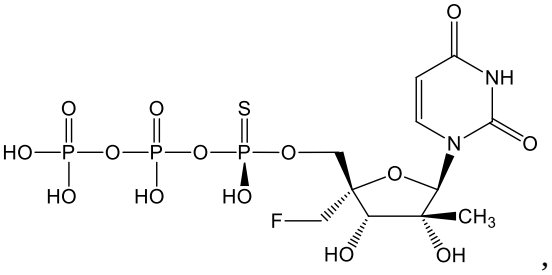
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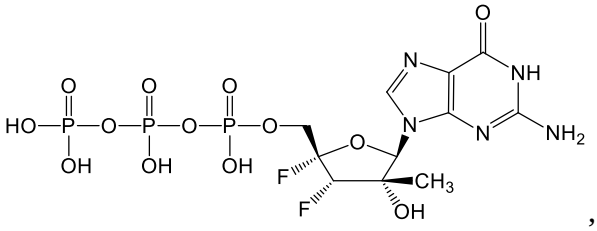
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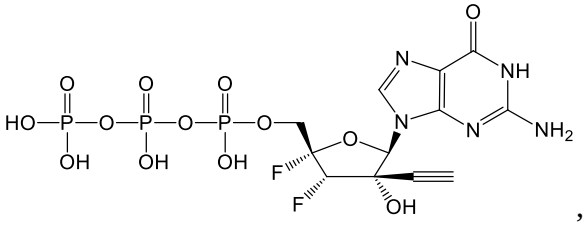
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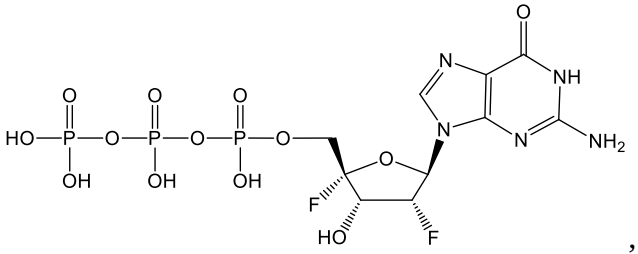
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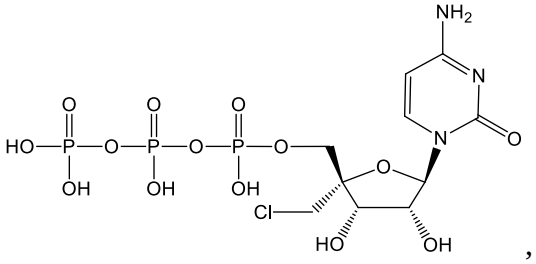
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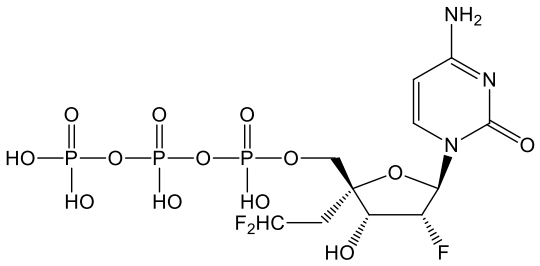
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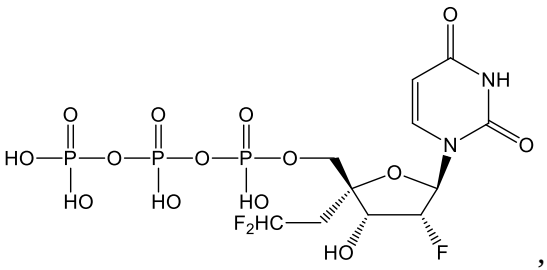
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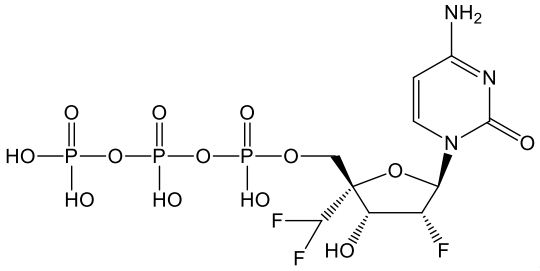
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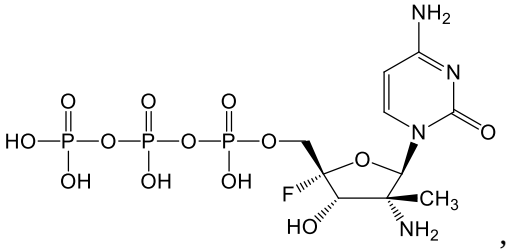
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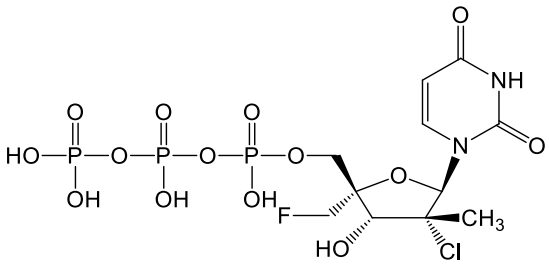
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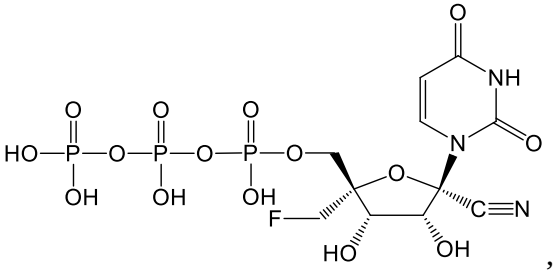
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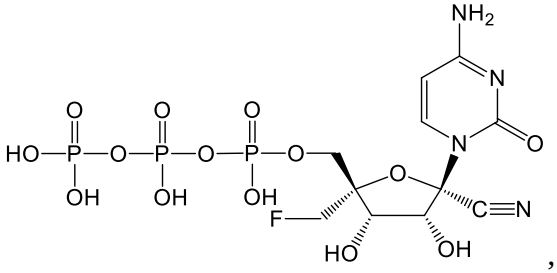
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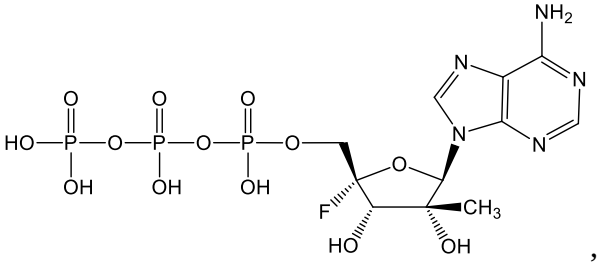
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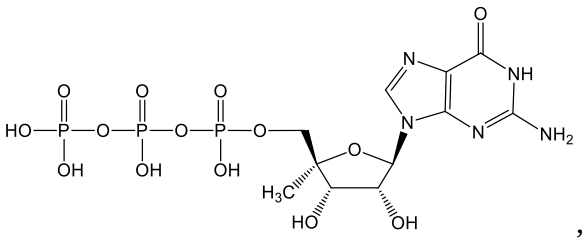
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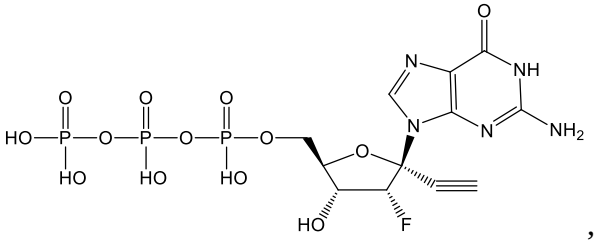
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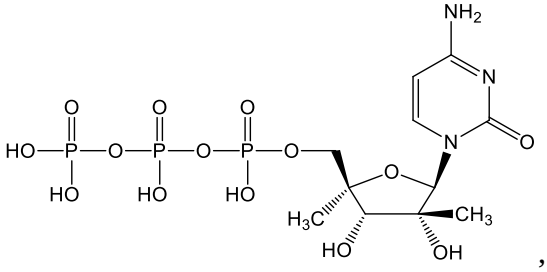
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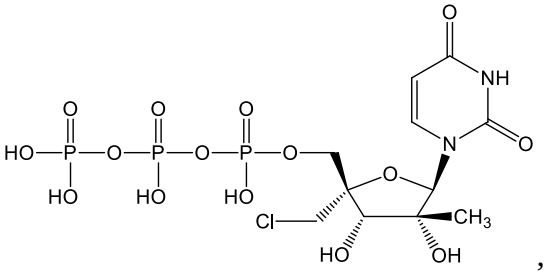
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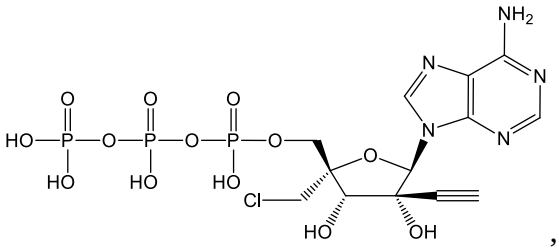
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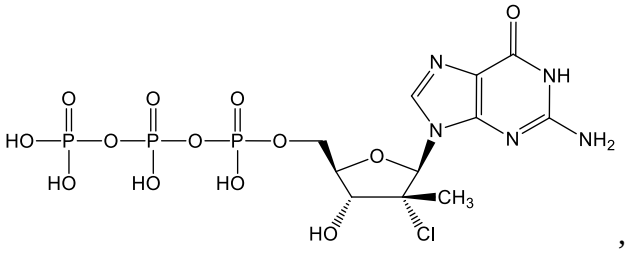
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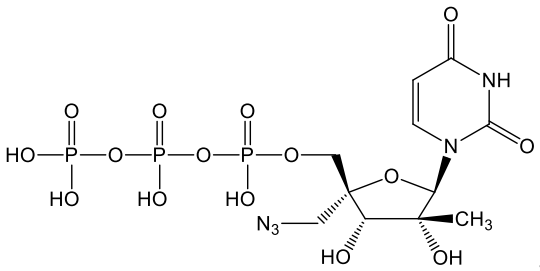
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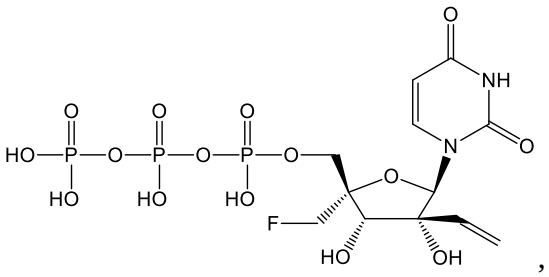
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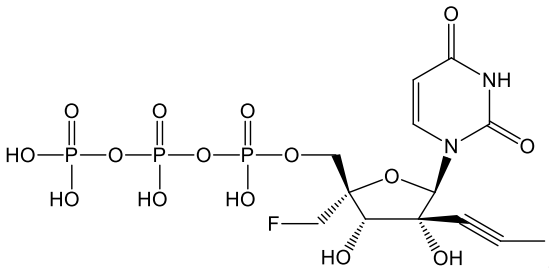
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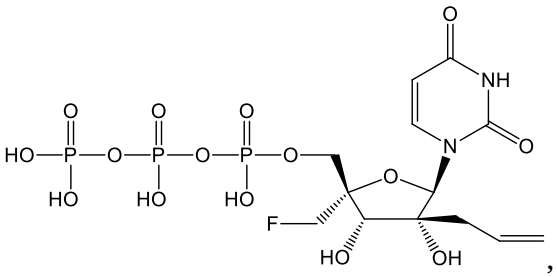
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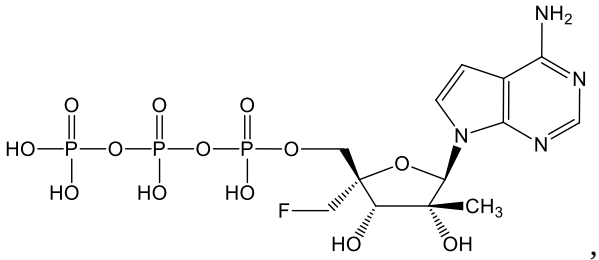
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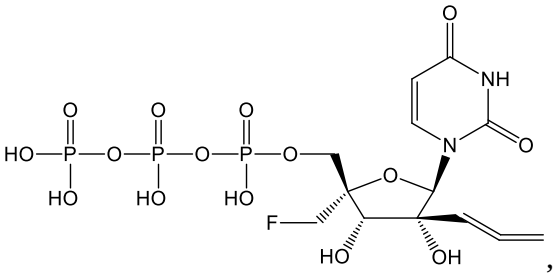
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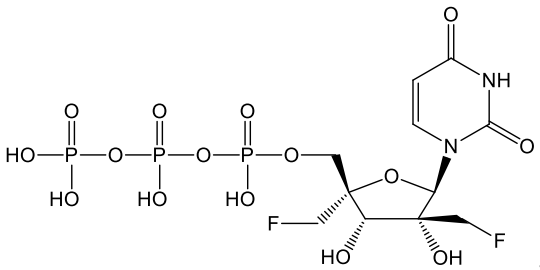
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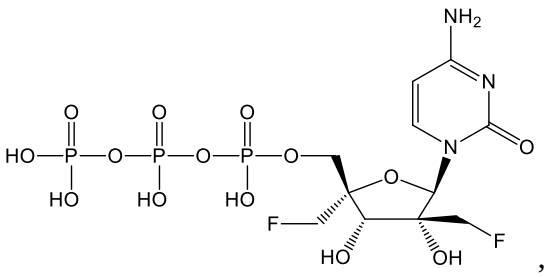
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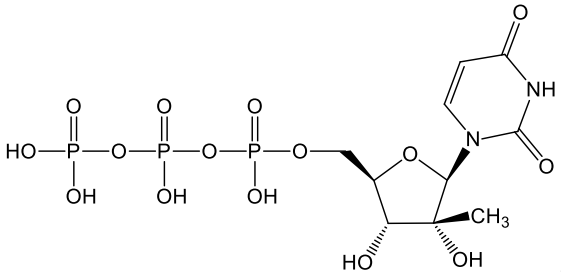
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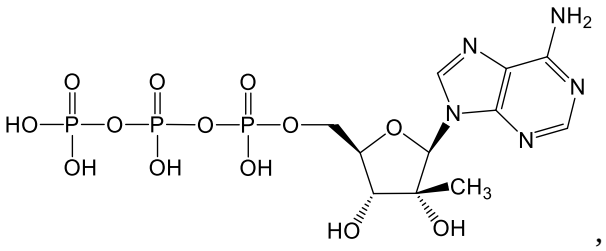
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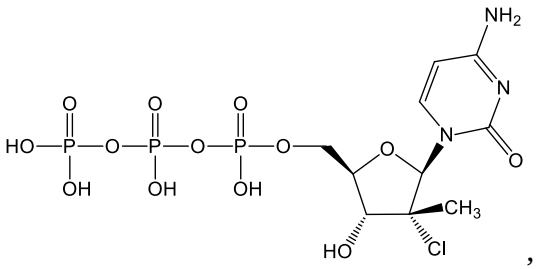
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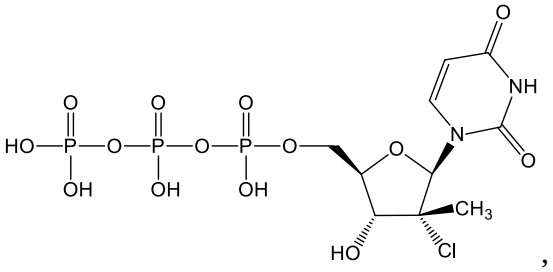
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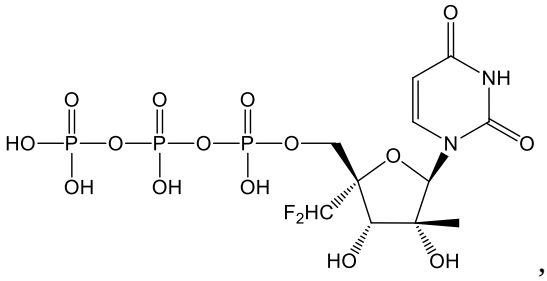
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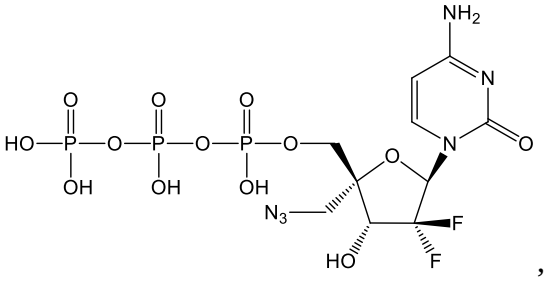
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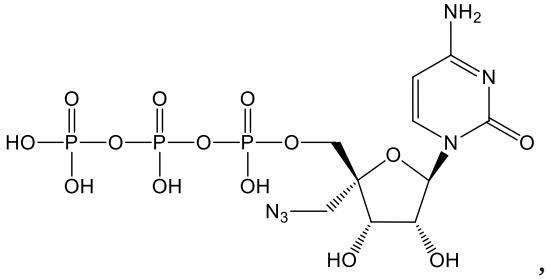
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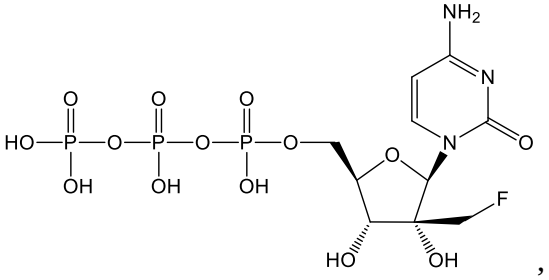
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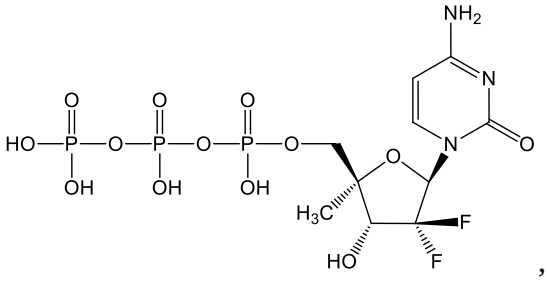
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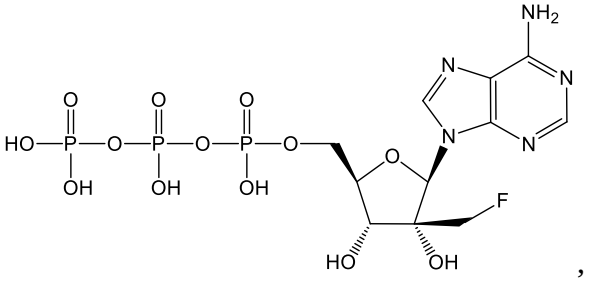
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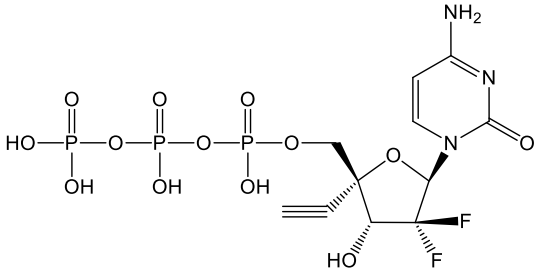
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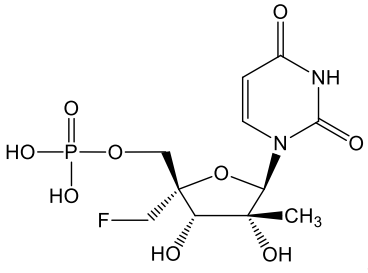
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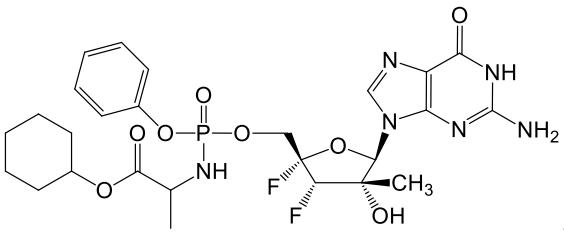
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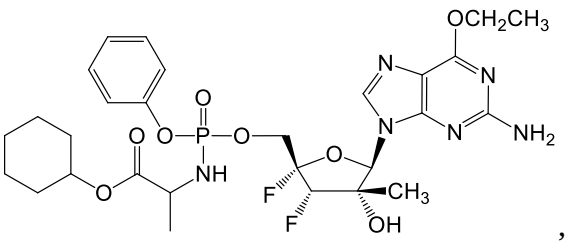
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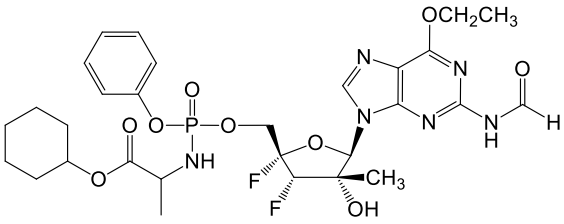
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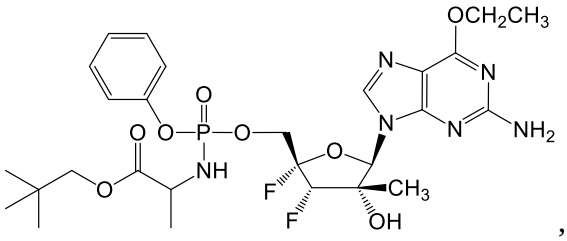
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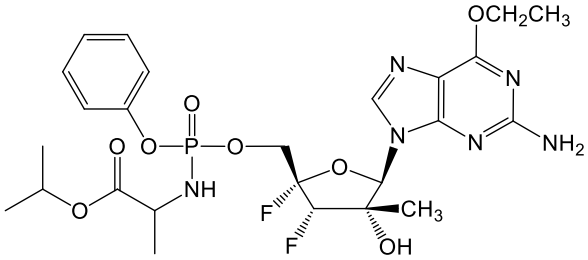
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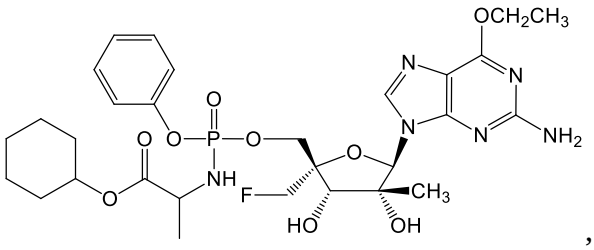
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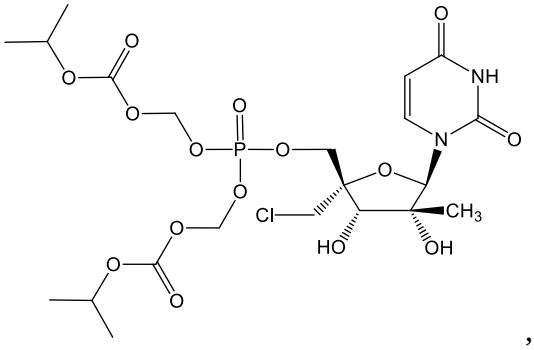
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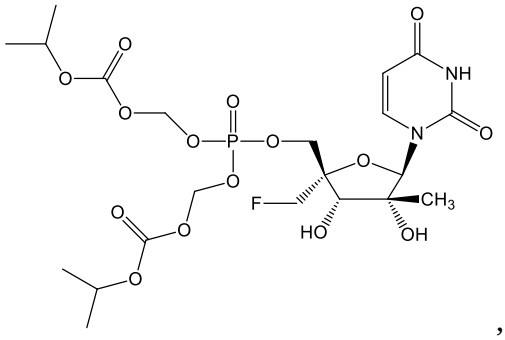
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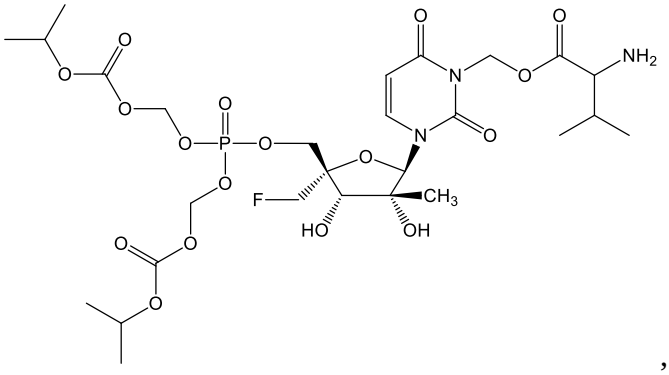
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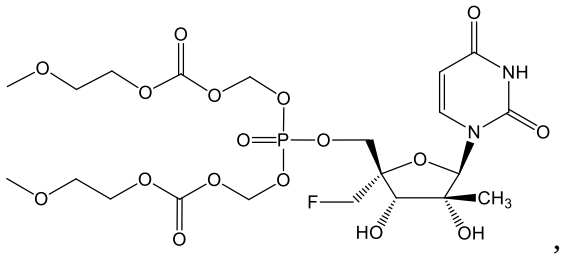
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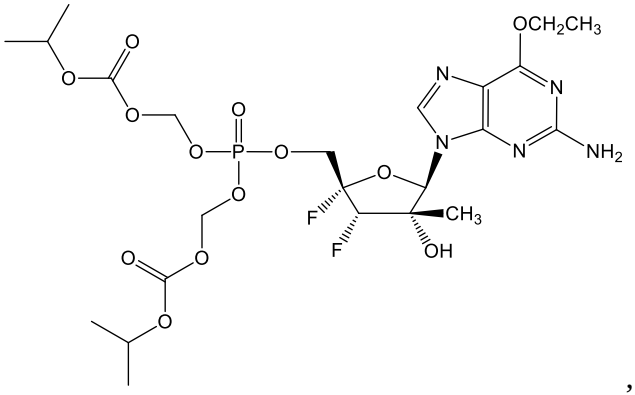
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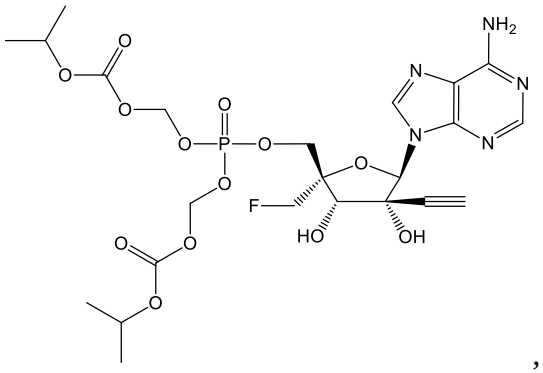
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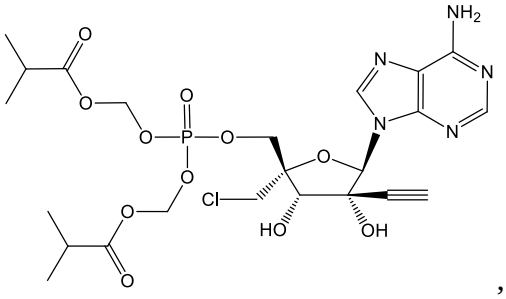
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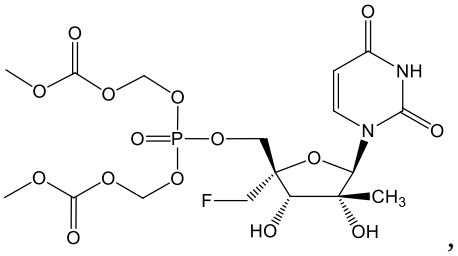
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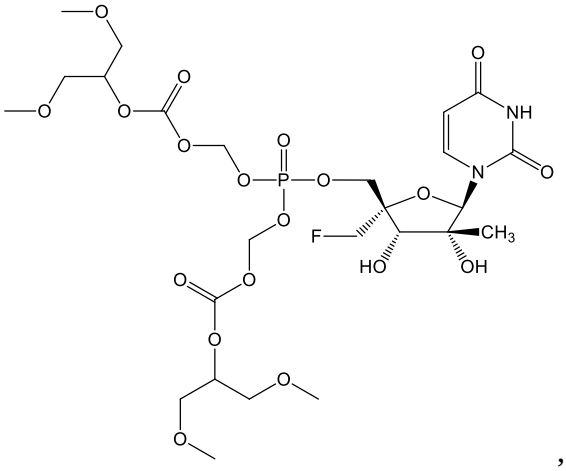
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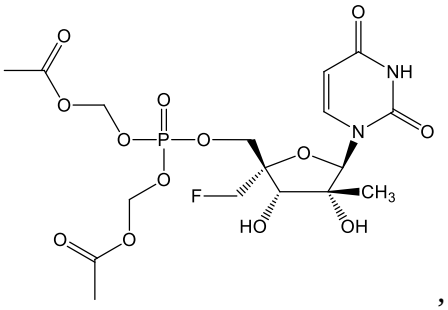
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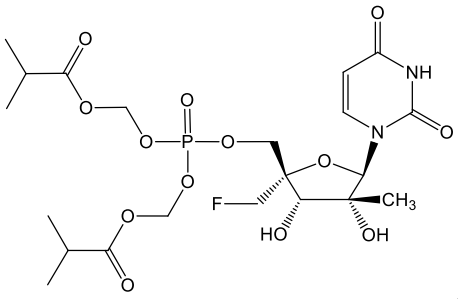
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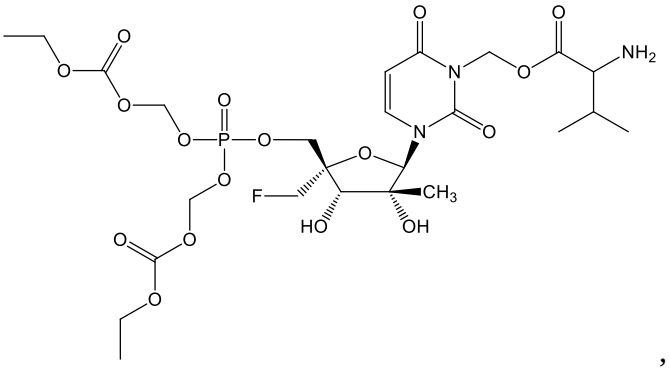
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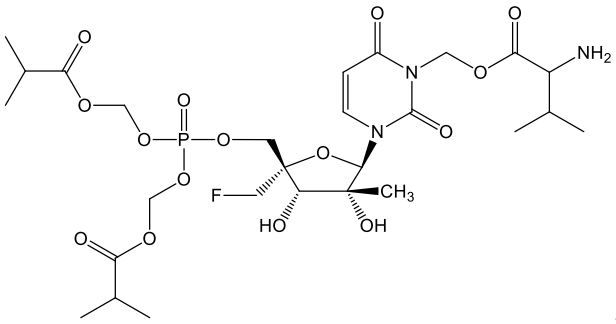
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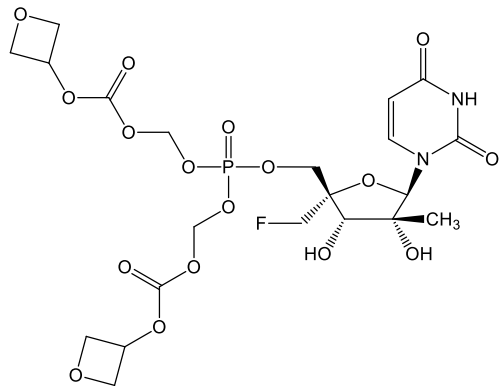
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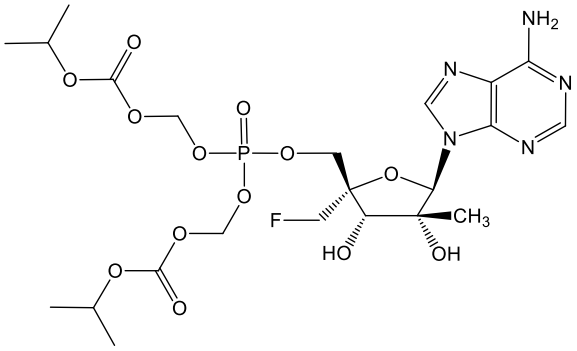
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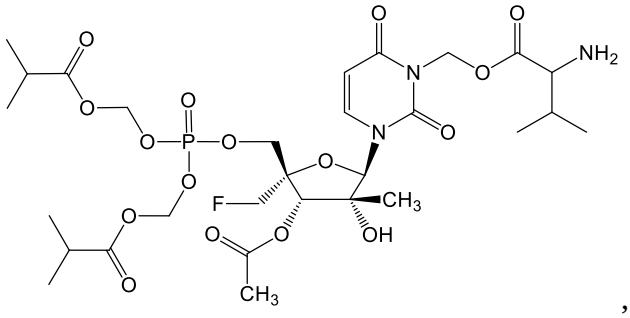
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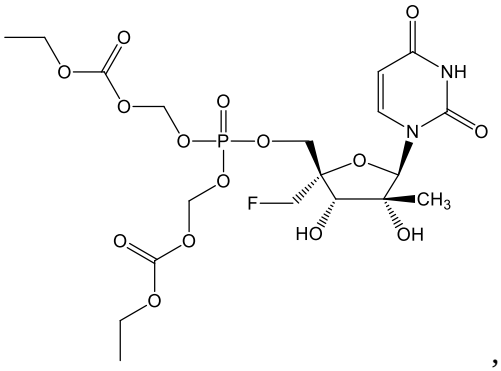
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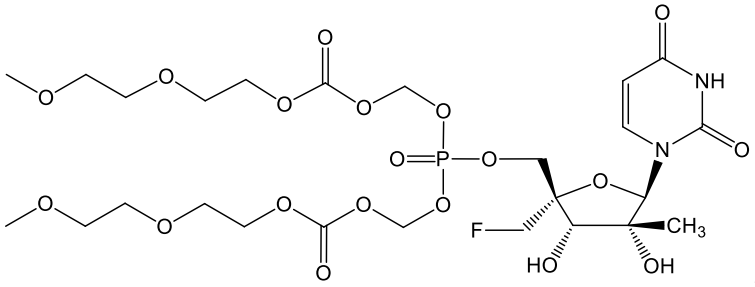
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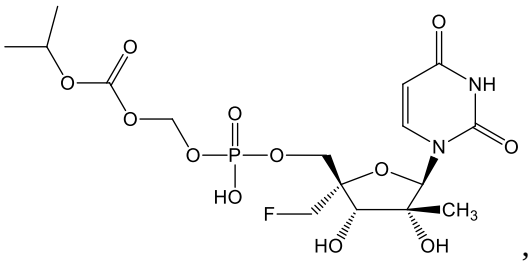
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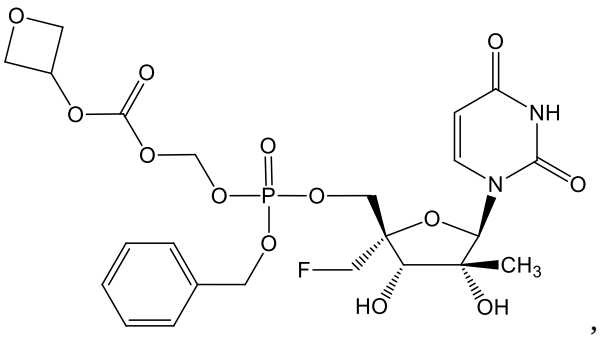
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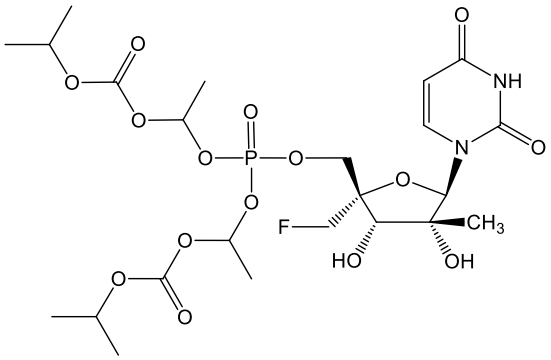
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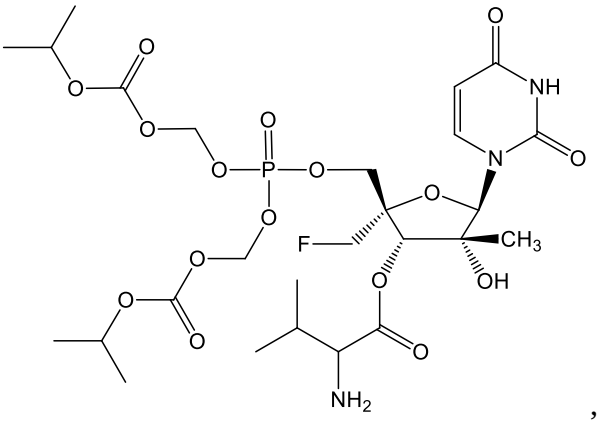
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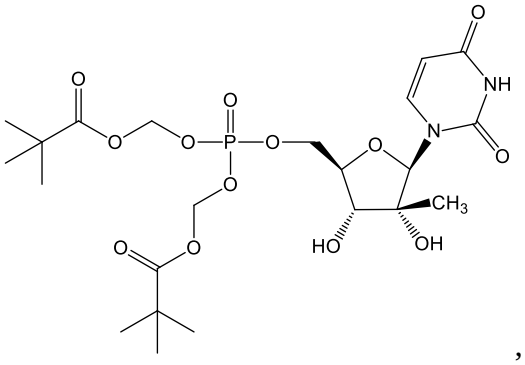
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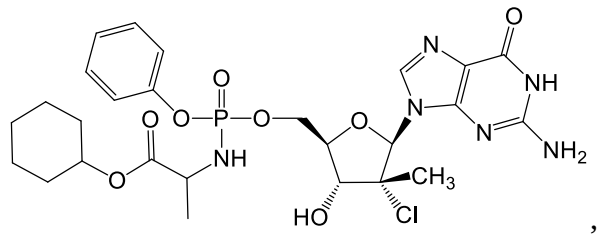
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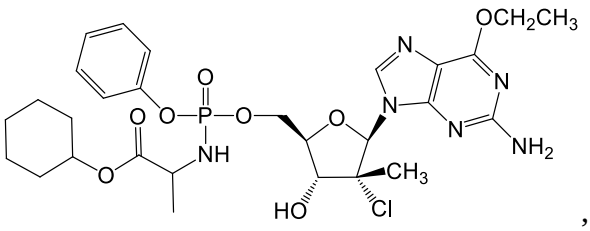
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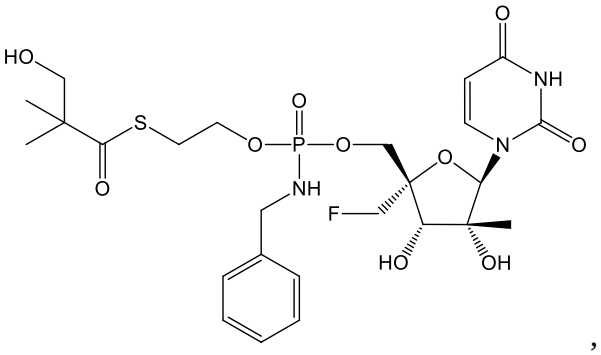
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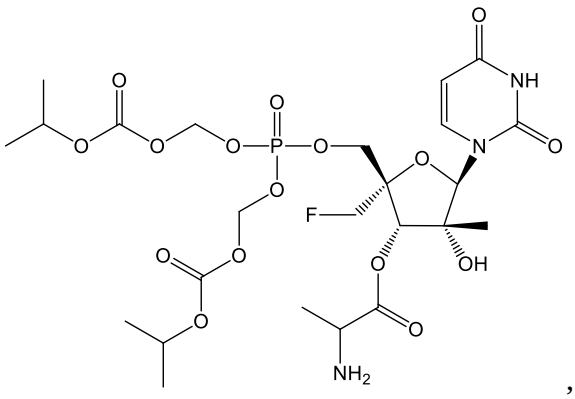
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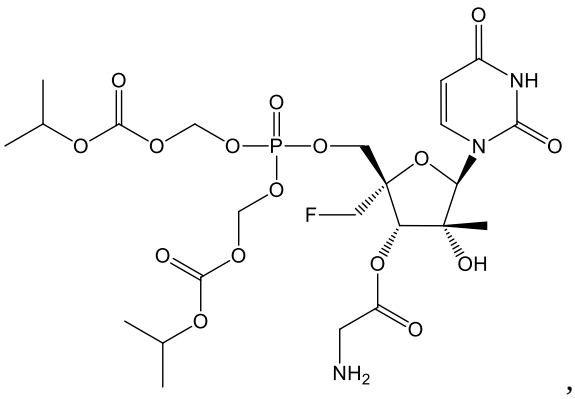
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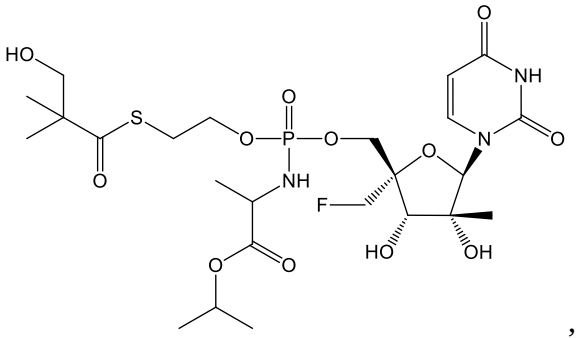
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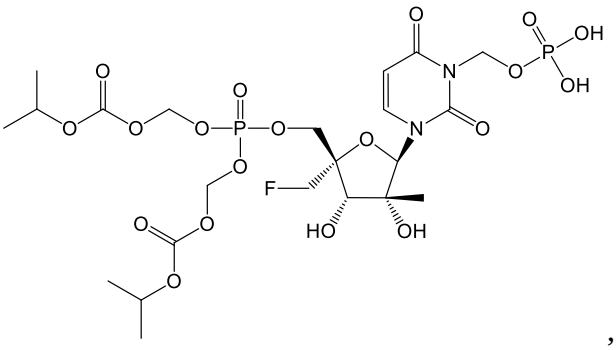
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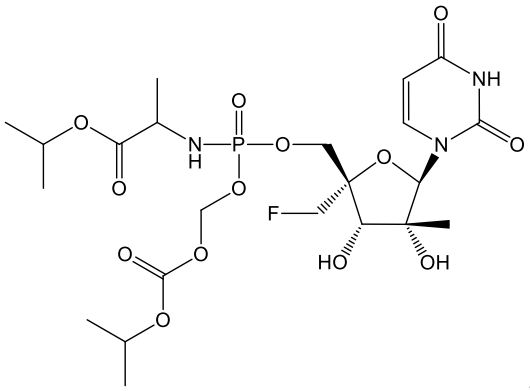
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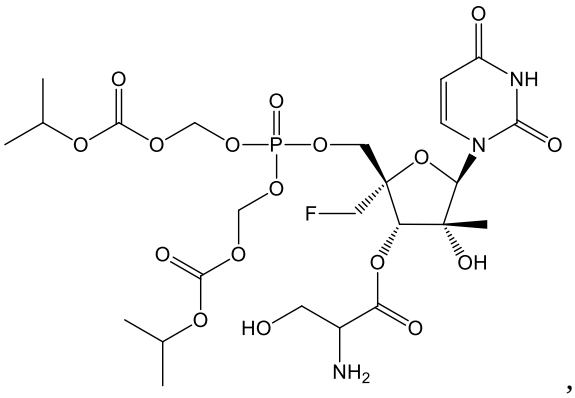
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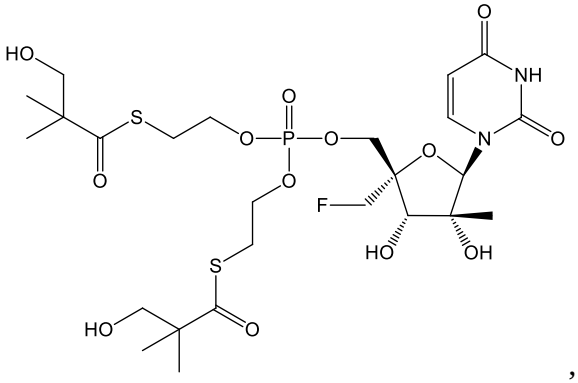
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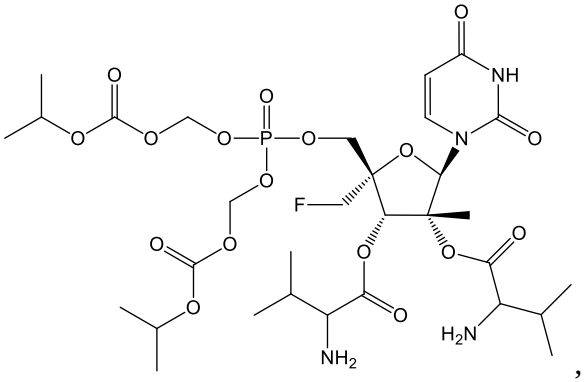
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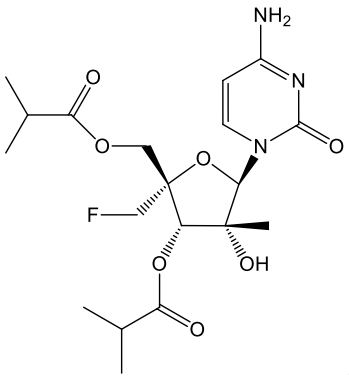
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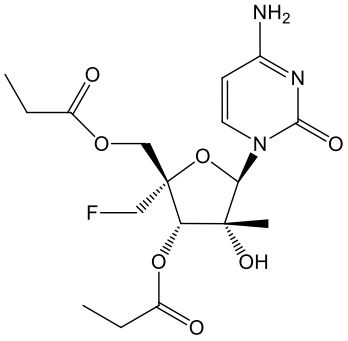
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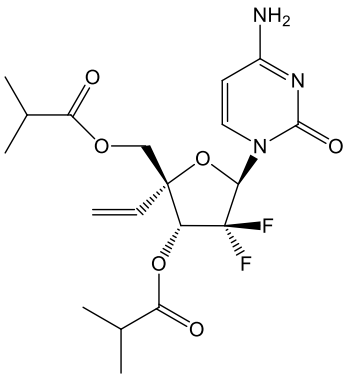
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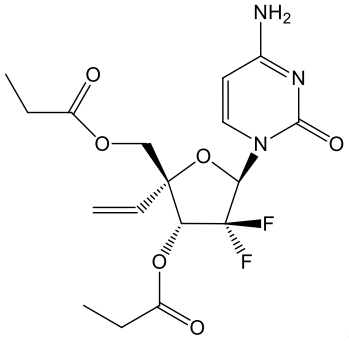
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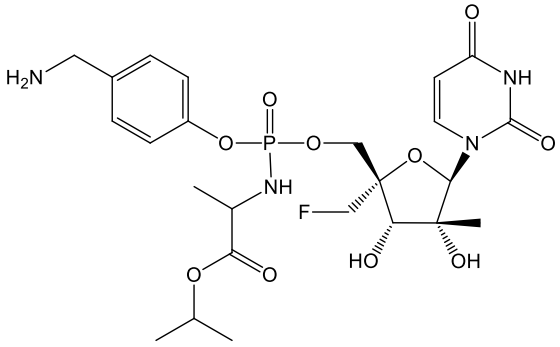
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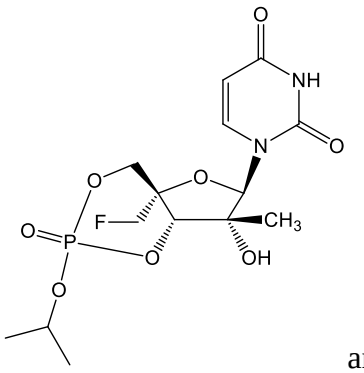
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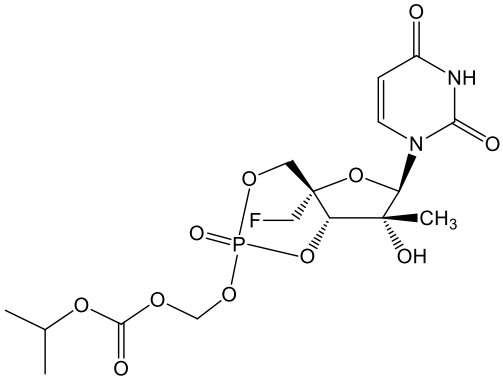
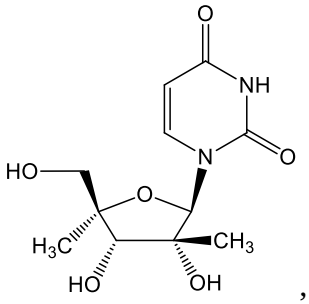

, or a pharmaceutically acceptable salt of the foregoing.

18. A pharmaceutical composition comprising an effective amount of a compound of any one of Claims 15-17, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier, diluent, excipient or combination thereof.

19. Use of a compound of any one of Claims 15-17 in the preparation of a medicament for ameliorating or treating a HCV infection, wherein the medicament is manufactured for use in combination with one or more agents selected from the group consisting of an interferon, ribavirin, a HCV protease inhibitor, a HCV polymerase inhibitor, a NS5A inhibitor, an antiviral compound, a compound of Formula (AA), a compound of Formula (BB) and a compound of Formula (CC), or a pharmaceutically acceptable salt any of the aforementioned compounds.

20. Use of a compound of any one of Claims 15-17 in the preparation of a medicament for contacting a cell infected with a hepatitis C virus, wherein the medicament is manufactured for use in combination with one or more agents selected from the group consisting of an interferon, ribavirin, a HCV protease inhibitor, a HCV polymerase inhibitor, a NS5A inhibitor, an antiviral compound, a compound of Formula (AA) , a compound of Formula (BB) and a compound of Formula (CC), or a pharmaceutically acceptable salt any of the aforementioned compounds.

21. Use of a compound selected from the group consisting of: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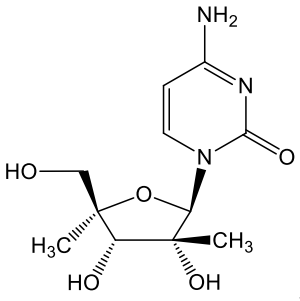
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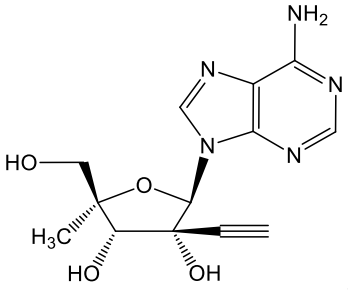
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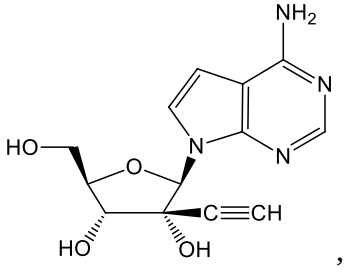
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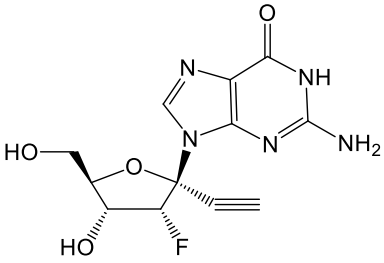
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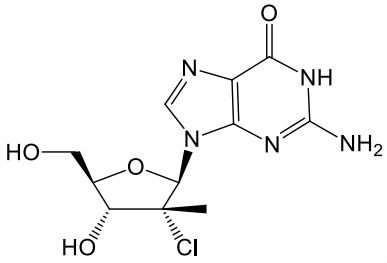
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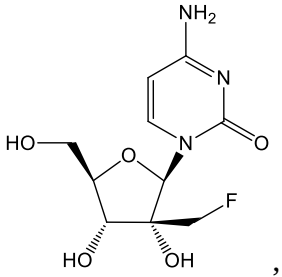
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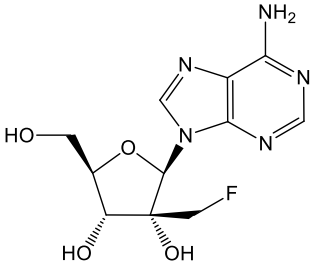
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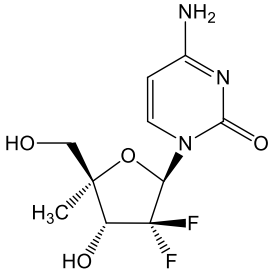
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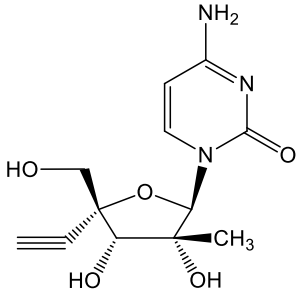
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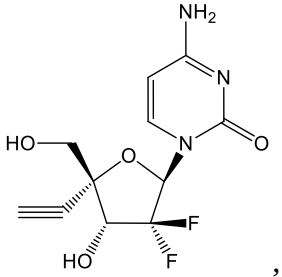
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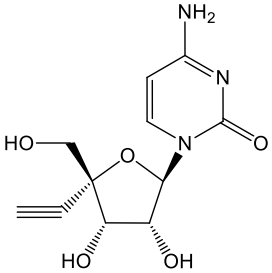
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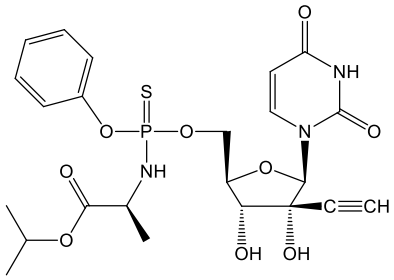
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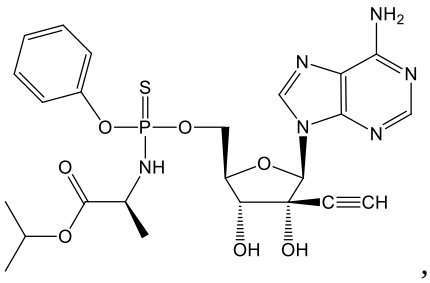
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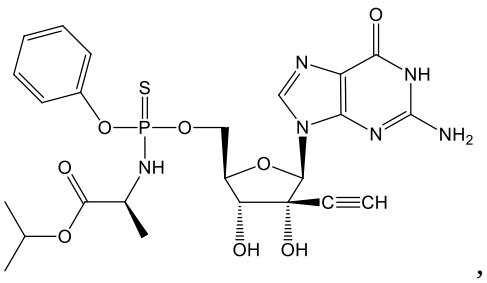
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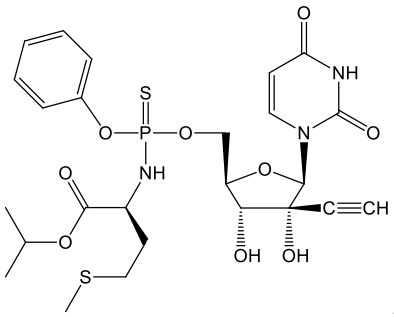
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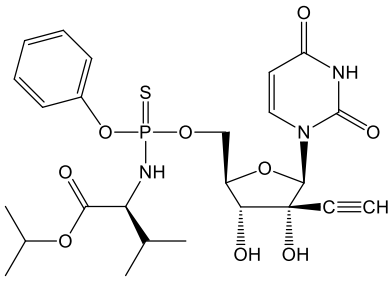
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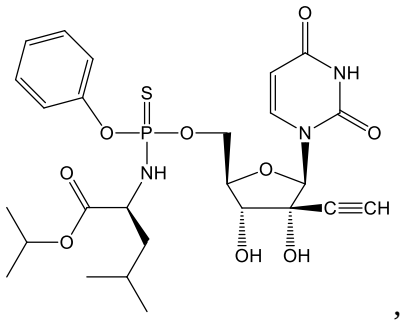
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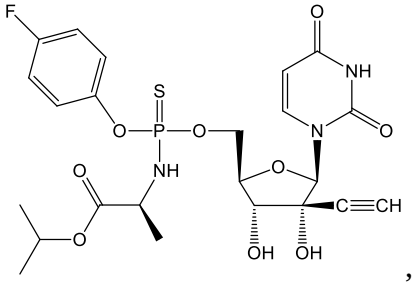
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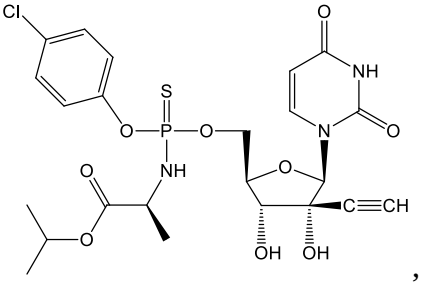
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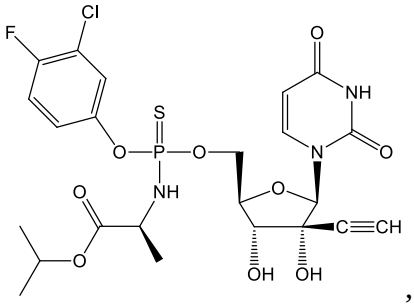
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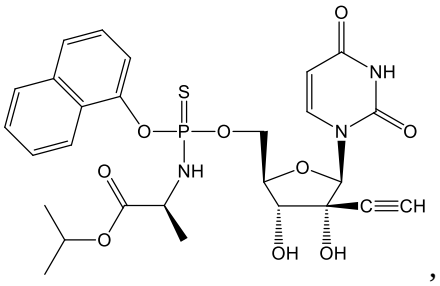
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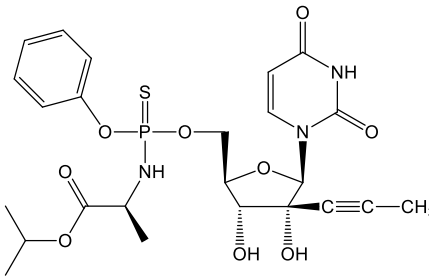
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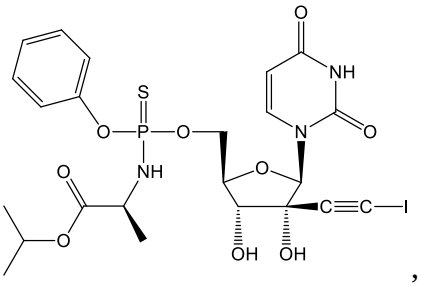
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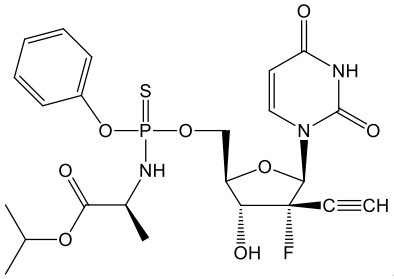
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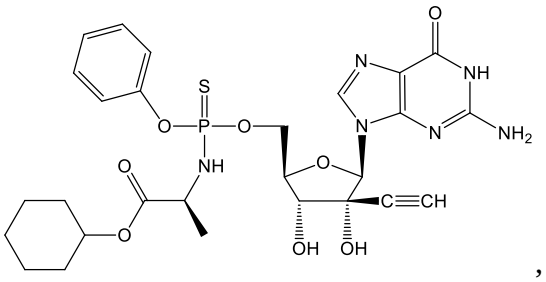
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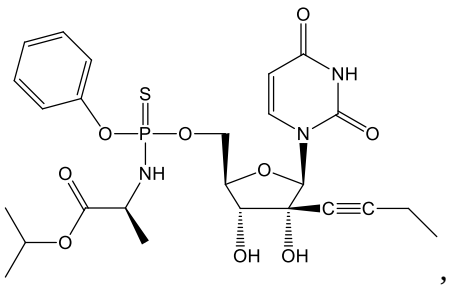
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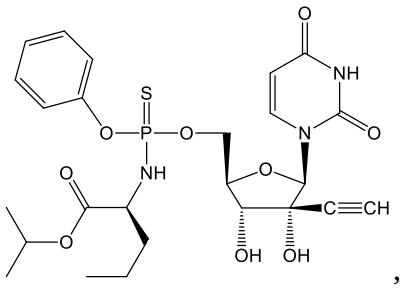
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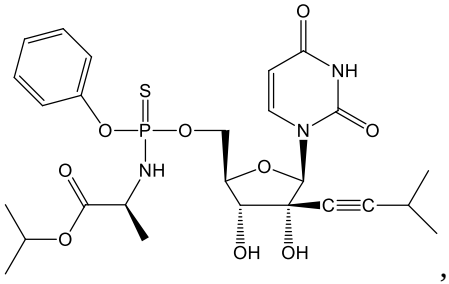
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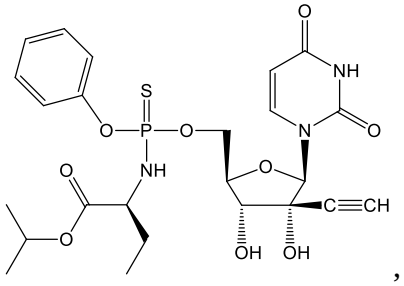
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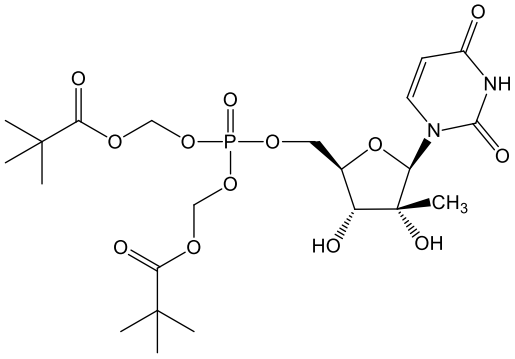
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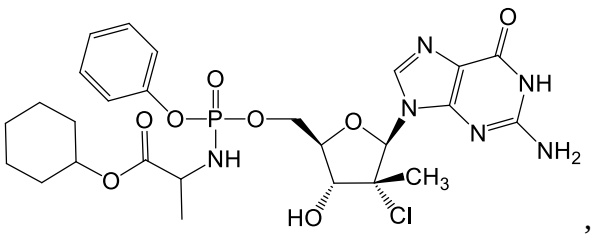
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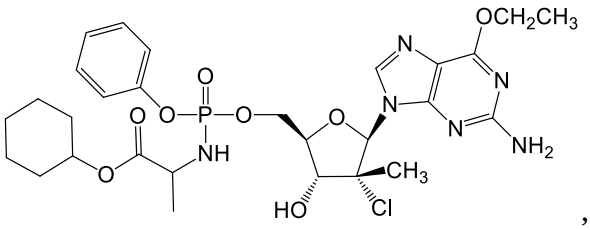
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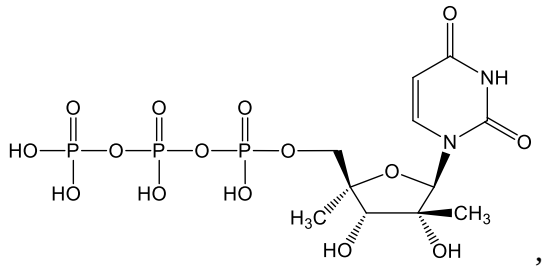
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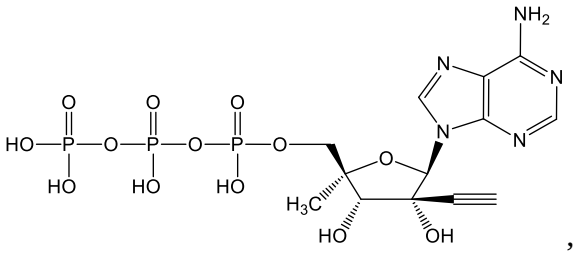
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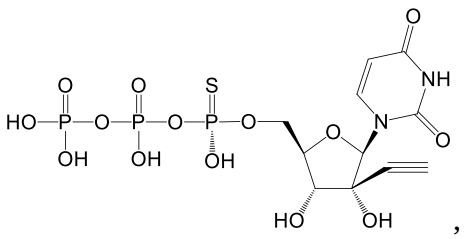
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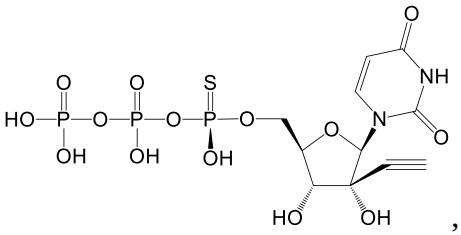
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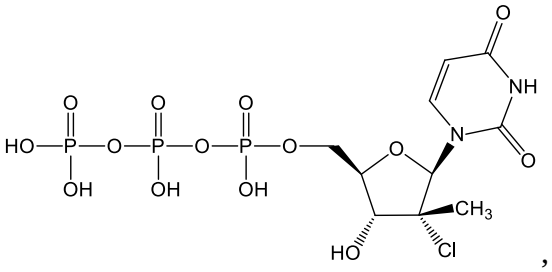
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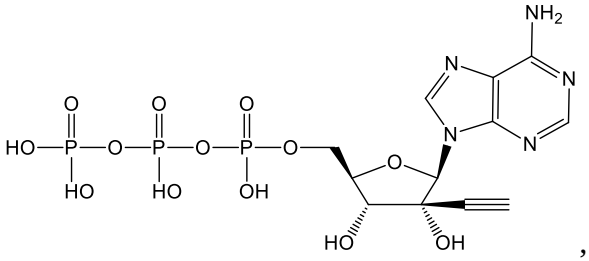
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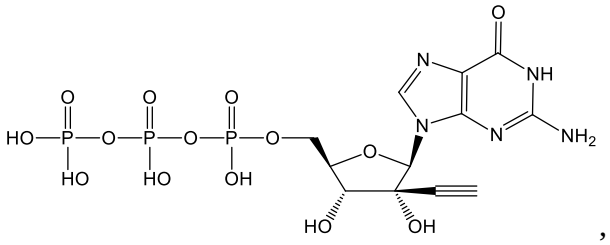
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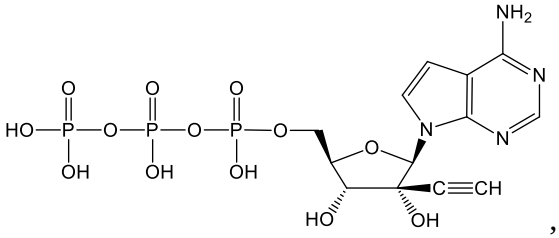
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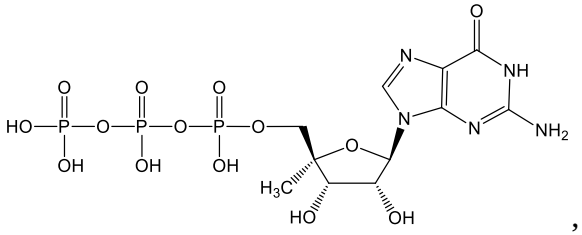
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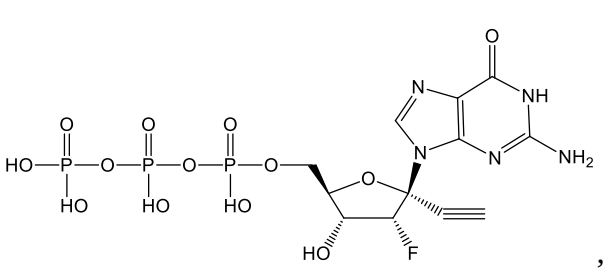
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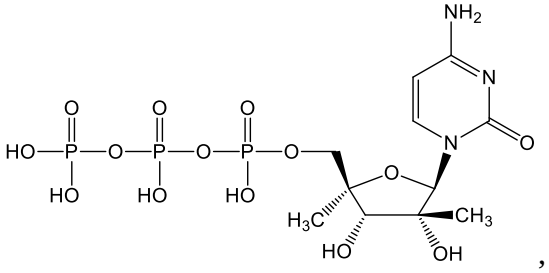
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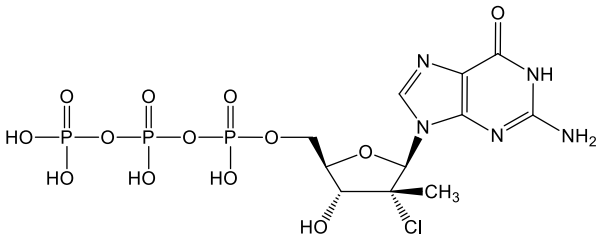
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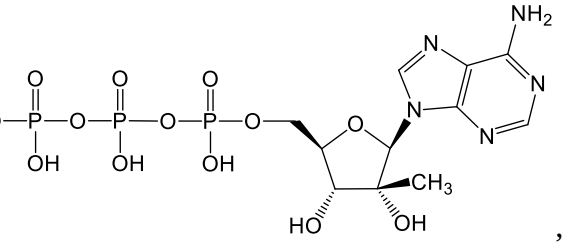
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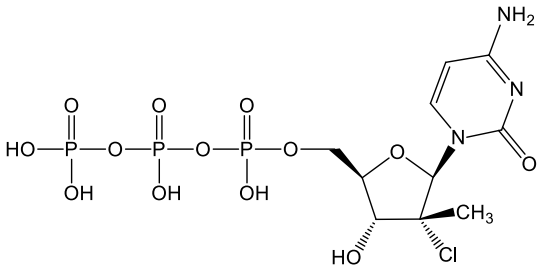
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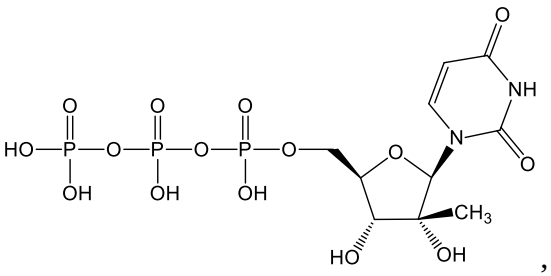
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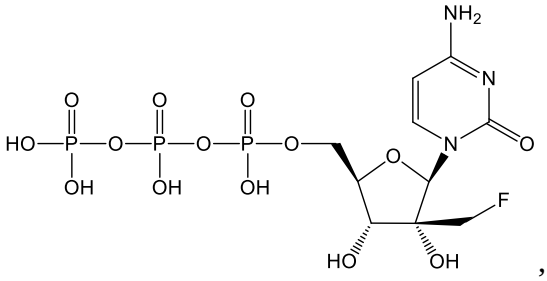
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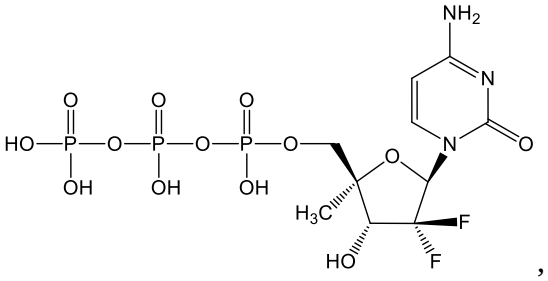
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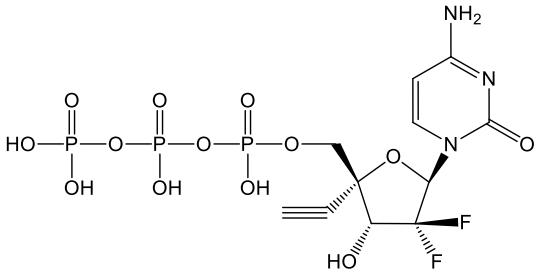
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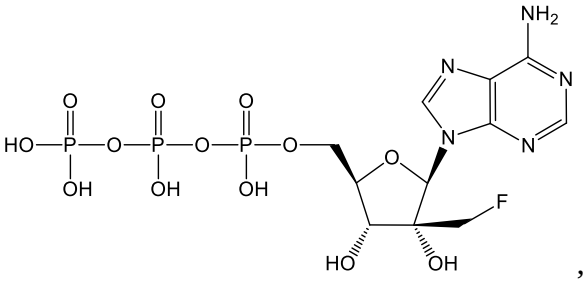
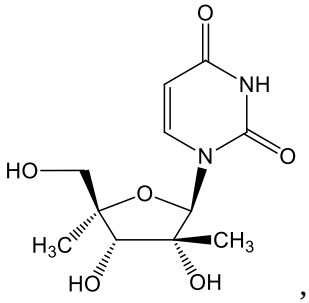

, or a pharmaceutically acceptable salt of the foregoing, in the preparation of a medicament for ameliorating or treating a *Picornaviridae* viral infection.

22. Use of a compound selected from the group consisting of: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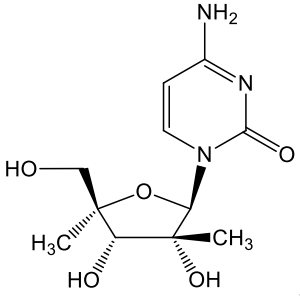
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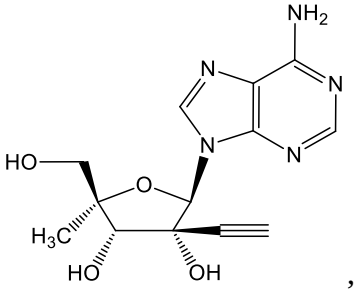
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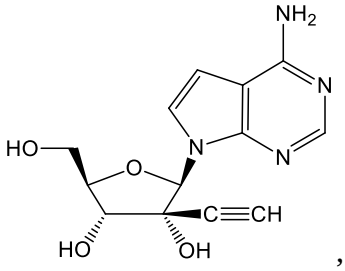
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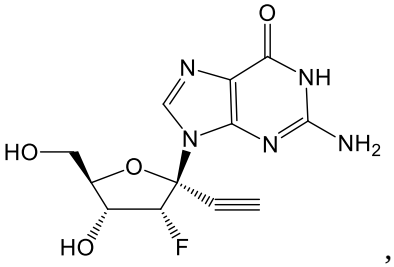
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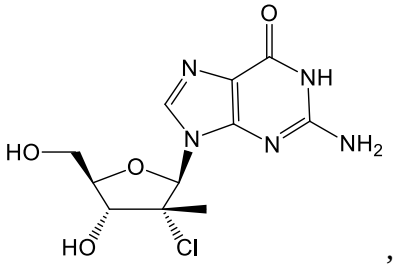
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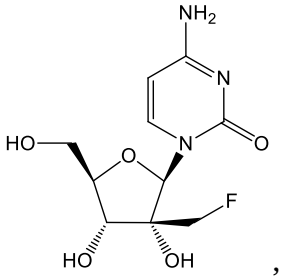
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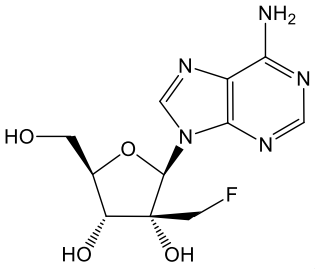
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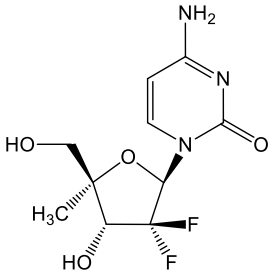
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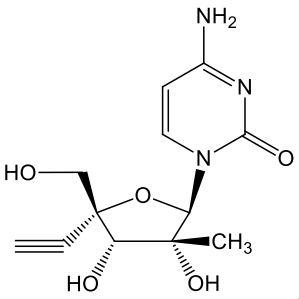
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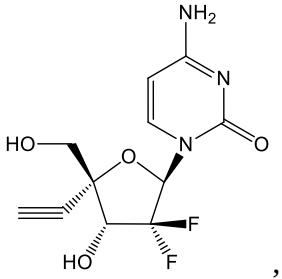
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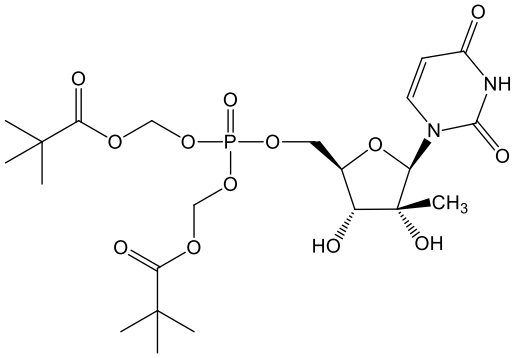
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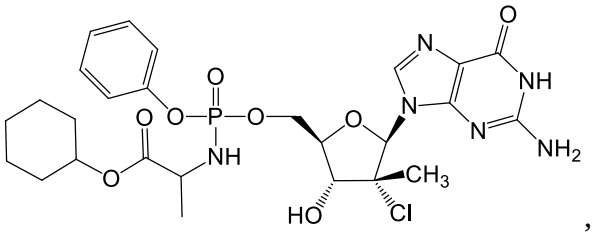
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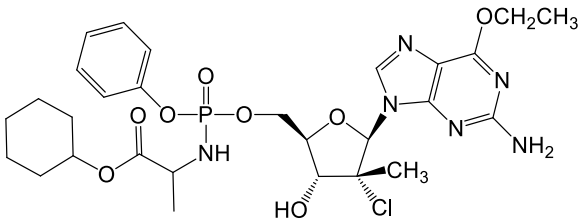
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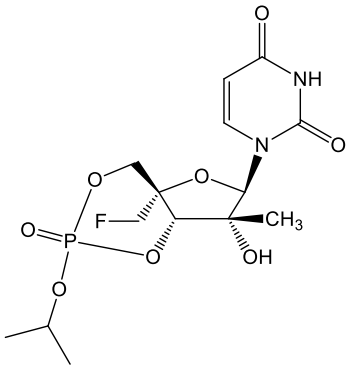
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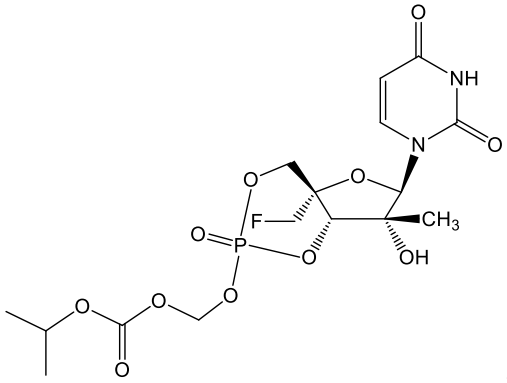
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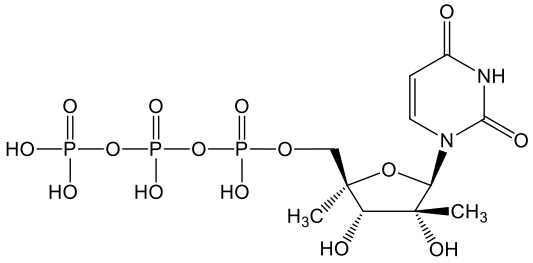
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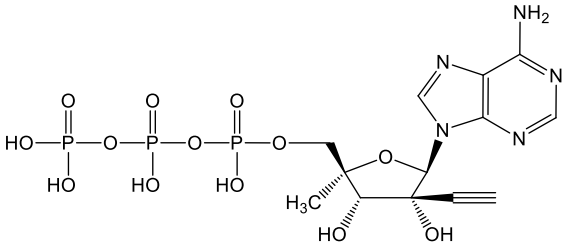
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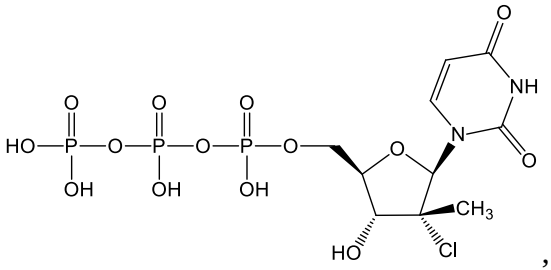
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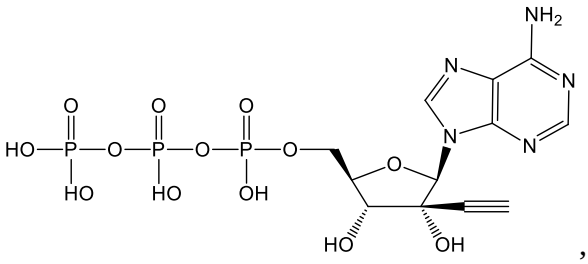
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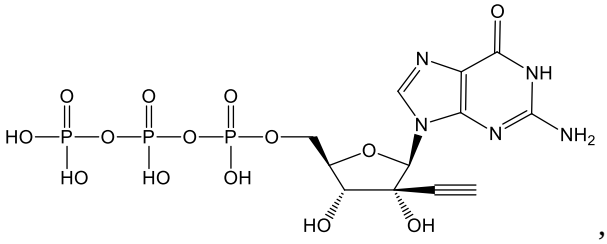
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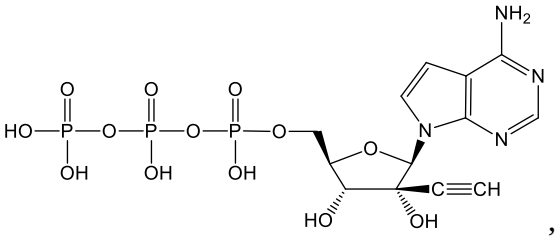
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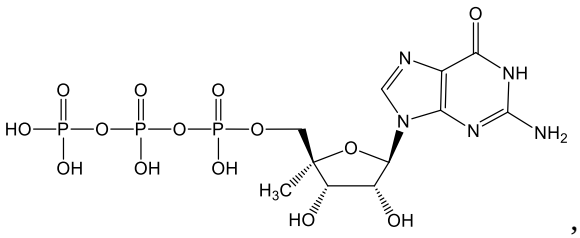
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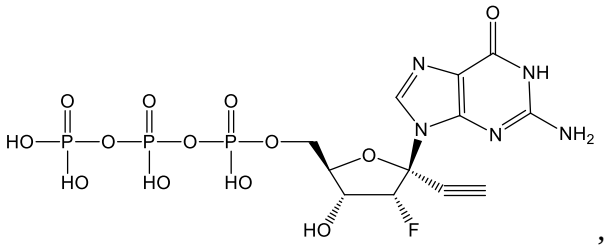
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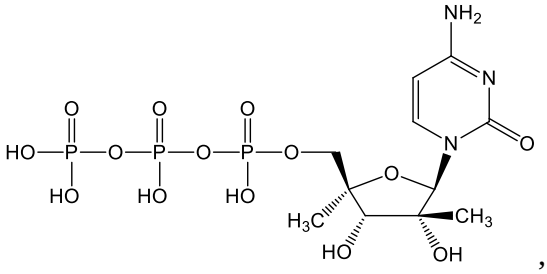
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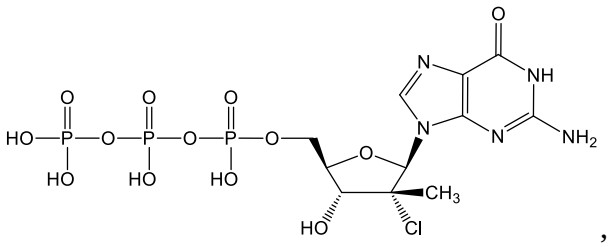
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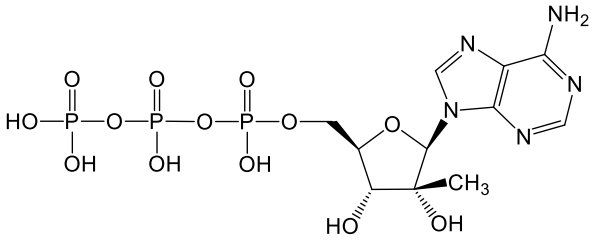
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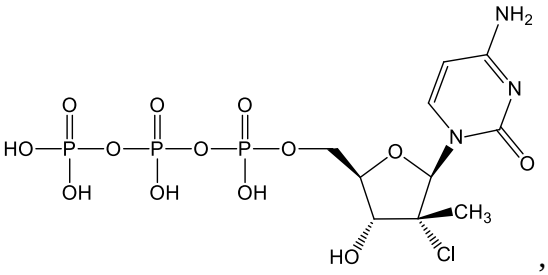
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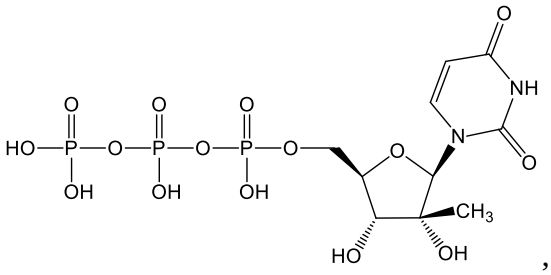
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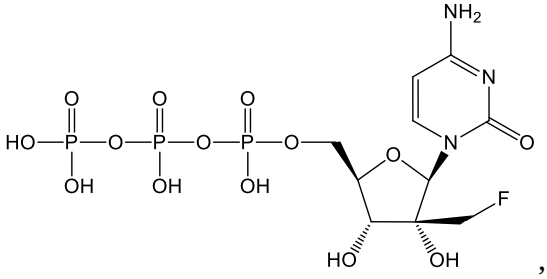
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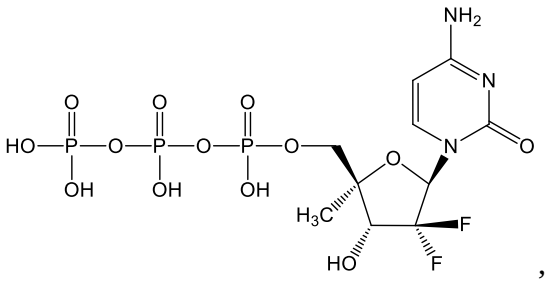
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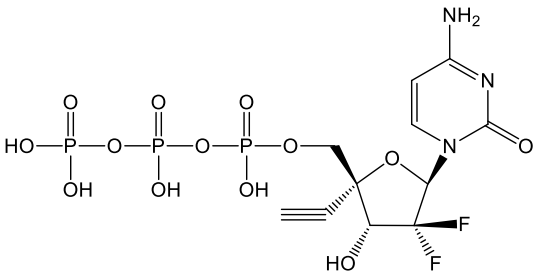
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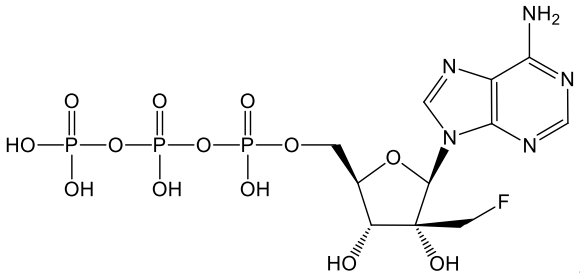
, or a pharmaceutically acceptable salt of the foregoing, in the preparation of a medicament for ameliorating or treating a *Flaviviridae* viral infection.