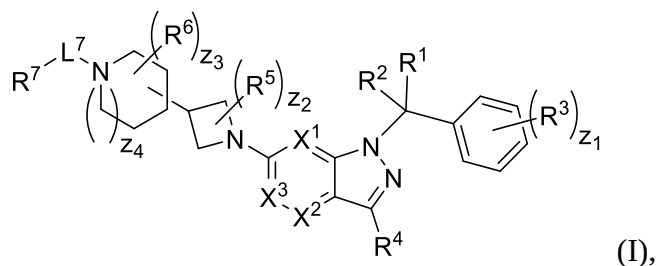


WHAT IS CLAIMED IS:

1. A compound having structural Formula (I):



or a pharmaceutically acceptable salt thereof, wherein:

$X^1$  is  $CR^8$  or N;

$X^2$  is  $CR^9$  or N;

$X^3$  is  $CR^{10}$  or N;

$n_1, n_2, n_3, n_4, n_5, n_6, n_7, n_8, n_9$  and  $n_{10}$  are independently an integer from 0 to

4;

$m_1, m_2, m_3, m_4, m_5, m_6, m_7, m_8, m_9, m_{10}, v_1, v_2, v_3, v_4, v_5, v_6, v_7, v_8, v_9$  and

$v_{10}$  are independently 1 or 2;

$z_1$  is an integer from 0 to 5;

$z_2$  is an integer from 0 to 2;

$z_3$  is an integer from 0 to 11;

$z_4$  is an integer from 0 to 2;

$L^7$  is a bond,  $-O-$ ,  $-S-$ ,  $-NR^{7.2B}-$ ,  $-C(O)-$ ,  $-C(O)O-$ ,  $-S(O)-$ ,  $-S(O)_2-$ ,

substituted or unsubstituted alkylene, substituted or unsubstituted heteroalkylene, substituted or unsubstituted cycloalkylene, substituted or unsubstituted heterocycloalkylene, substituted or unsubstituted arylene, or substituted or unsubstituted heteroarylene;

$R^1$  is hydrogen, halogen,  $-CX^{1.1}_3$ ,  $-CHX^{1.1}_2$ ,  $-CH_2X^{1.1}$ ,  $-CN$ ,  $-N_3$ ,  $-SO_{n1}R^{1A}$ ,  $-SO_{v1}NR^{1B}R^{1C}$ ,  $-NHN R^{1B}R^{1C}$ ,  $-ONR^{1B}R^{1C}$ ,  $-NHC(O)NHN R^{1B}R^{1C}$ ,  $-NHC(O)NR^{1B}R^{1C}$ ,  $-N(O)_{m1}$ ,  $-NR^{1B}R^{1C}$ ,  $-C(O)R^{1D}$ ,  $-C(O)OR^{1D}$ ,  $-C(O)NR^{1B}R^{1C}$ ,  $-OR^{1A}$ ,  $-NR^{1B}SO_2R^{1A}$ ,  $-NR^{1B}C(O)R^{1D}$ ,  $-NR^{1B}C(O)OR^{1D}$ ,  $-NR^{1B}OR^{1D}$ ,  $-OCX^{1.1}_3$ ,  $-OCHX^{1.1}_2$ , substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

$R^2$  is hydrogen, halogen,  $-CX^{2.1}_3$ ,  $-CHX^{2.1}_2$ ,  $-CH_2X^{2.1}$ ,  $-CN$ ,  $-N_3$ ,  $-SO_{n2}R^{2A}$ ,  $-SO_{v2}NR^{2B}R^{2C}$ ,  $-NHN R^{2B}R^{2C}$ ,  $-ONR^{2B}R^{2C}$ ,  $-NHC(O)NHN R^{2B}R^{2C}$ ,  $-NHC(O)NR^{2B}R^{2C}$ ,  $-N(O)_{m2}$ ,  $-NR^{2B}R^{2C}$ ,  $-C(O)R^{2D}$ ,  $-C(O)OR^{2D}$ ,  $-C(O)NR^{2B}R^{2C}$ ,  $-OR^{2A}$ ,  $-NR^{2B}SO_2R^{2A}$ ,  $-NR^{2B}C(O)R^{2D}$ ,  $-NR^{2B}C(O)OR^{2D}$ ,  $-NR^{2B}OR^{2D}$ ,  $-OCX^{2.1}_3$ ,  $-OCHX^{2.1}_2$ , substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

$R^3$  is independently hydrogen, halogen,  $-CX^{3.1}_3$ ,  $-CHX^{3.1}_2$ ,  $-CH_2X^{3.1}$ ,  $-CN$ ,  $-N_3$ ,  $-SO_{n3}R^{3A}$ ,  $-SO_{v3}NR^{3B}R^{3C}$ ,  $-NHN R^{3B}R^{3C}$ ,  $-ONR^{3B}R^{3C}$ ,  $-NHC(O)NHN R^{3B}R^{3C}$ ,  $-NHC(O)NR^{3B}R^{3C}$ ,  $-N(O)_{m3}$ ,  $-NR^{3B}R^{3C}$ ,  $-C(O)R^{3D}$ ,  $-C(O)OR^{3D}$ ,  $-C(O)NR^{3B}R^{3C}$ ,  $-OR^{3A}$ ,  $-NR^{3B}SO_2R^{3A}$ ,  $-NR^{3B}C(O)R^{3D}$ ,  $-NR^{3B}C(O)OR^{3D}$ ,  $-NR^{3B}OR^{3D}$ ,  $-OCX^{3.1}_3$ ,  $-OCHX^{3.1}_2$ , substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl or substituted or unsubstituted heteroaryl;

$R^4$  is hydrogen, halogen,  $-CX^{4.1}_3$ ,  $-CHX^{4.1}_2$ ,  $-CH_2X^{4.1}$ ,  $-CN$ ,  $-N_3$ ,  $-SO_{n4}R^{4A}$ ,  $-SO_{v4}NR^{4B}R^{4C}$ ,  $-NHN R^{4B}R^{4C}$ ,  $-ONR^{4B}R^{4C}$ ,  $-NHC(O)NHN R^{4B}R^{4C}$ ,  $-NHC(O)NR^{4B}R^{4C}$ ,  $-N(O)_{m4}$ ,  $-NR^{4B}R^{4C}$ ,  $-C(O)R^{4D}$ ,  $-C(O)OR^{4D}$ ,  $-C(O)NR^{4B}R^{4C}$ ,  $-OR^{4A}$ ,  $-NR^{4B}SO_2R^{4A}$ ,  $-NR^{4B}C(O)R^{4D}$ ,  $-NR^{4B}C(O)OR^{4D}$ ,  $-NR^{4B}OR^{4D}$ ,  $-OCX^{4.1}_3$ ,  $-OCHX^{4.1}_2$ , substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl or substituted or unsubstituted heteroaryl;

$R^5$  is independently hydrogen, halogen, oxo,  $-CX^{5.1}_3$ ,  $-CHX^{5.1}_2$ ,  $-CH_2X^{5.1}$ ,  $-CN$ ,  $-N_3$ ,  $-SO_{n5}R^{5A}$ ,  $-SO_{v5}NR^{5B}R^{5C}$ ,  $-NHN R^{5B}R^{5C}$ ,  $-ONR^{5B}R^{5C}$ ,  $-NHC(O)NHN R^{5B}R^{5C}$ ,  $-NHC(O)NR^{5B}R^{5C}$ ,  $-N(O)_{m5}$ ,  $-NR^{5B}R^{5C}$ ,  $-C(O)R^{5D}$ ,  $-C(O)OR^{5D}$ ,  $-C(O)NR^{5B}R^{5C}$ ,  $-OR^{5A}$ ,  $-NR^{5B}SO_2R^{5A}$ ,  $-NR^{5B}C(O)R^{5D}$ ,  $-NR^{5B}C(O)OR^{5D}$ ,  $-NR^{5B}OR^{5D}$ ,  $-OCX^{5.1}_3$ ,  $-OCHX^{5.1}_2$ , substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl or substituted or unsubstituted heteroaryl;

$R^6$  is independently hydrogen, halogen, oxo,  $-CX^{6.1}_3$ ,  $-CHX^{6.1}_2$ ,  $-CH_2X^{6.1}$ ,  $-CN$ ,  $-N_3$ ,  $-SO_{n6}R^{6A}$ ,  $-SO_{v6}NR^{6B}R^{6C}$ ,  $-NHN R^{6B}R^{6C}$ ,  $-ONR^{6B}R^{6C}$ ,  $-NHC(O)NHN R^{6B}R^{6C}$ ,  $-NHC(O)NR^{6B}R^{6C}$ ,  $-N(O)_{m6}$ ,  $-NR^{6B}R^{6C}$ ,  $-C(O)R^{6D}$ ,  $-C(O)OR^{6D}$ ,  $-C(O)NR^{6B}R^{6C}$ ,  $-OR^{6A}$ ,  $-$

$\text{NR}^{6\text{B}}\text{SO}_2\text{R}^{6\text{A}}$ ,  $-\text{NR}^{6\text{B}}\text{C}(\text{O})\text{R}^{6\text{D}}$ ,  $-\text{NR}^{6\text{B}}\text{C}(\text{O})\text{OR}^{6\text{D}}$ ,  $-\text{NR}^{6\text{B}}\text{OR}^{6\text{D}}$ ,  $-\text{OCX}^{6.1}_3$ ,  $-\text{OCHX}^{6.1}_2$ , substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl or substituted or unsubstituted heteroaryl;

$\text{R}^7$  is hydrogen, halogen,  $-\text{CX}^{7.1}_3$ ,  $-\text{CHX}^{7.1}_2$ ,  $-\text{CH}_2\text{X}^{7.1}$ ,  $-\text{CN}$ ,  $-\text{N}_3$ ,  $-\text{SO}_{\text{n}7}\text{R}^{7\text{A}}$ ,  $-\text{SO}_{\text{v}7}\text{NR}^{7\text{B}}\text{R}^{7\text{C}}$ ,  $-\text{NHNR}^{7\text{B}}\text{R}^{7\text{C}}$ ,  $-\text{ONR}^{7\text{B}}\text{R}^{7\text{C}}$ ,  $-\text{NHC}(\text{O})\text{NHNR}^{7\text{B}}\text{R}^{7\text{C}}$ ,  $-\text{NHC}(\text{O})\text{NR}^{7\text{B}}\text{R}^{7\text{C}}$ ,  $-\text{N}(\text{O})_{\text{m}7}$ ,  $-\text{NR}^{7\text{B}}\text{R}^{7\text{C}}$ ,  $-\text{C}(\text{O})\text{R}^{7\text{D}}$ ,  $-\text{C}(\text{O})\text{OR}^{7\text{D}}$ ,  $-\text{C}(\text{O})\text{NR}^{7\text{B}}\text{R}^{7\text{C}}$ ,  $-\text{OR}^{7\text{A}}$ ,  $-\text{NR}^{7\text{B}}\text{SO}_2\text{R}^{7\text{A}}$ ,  $-\text{NR}^{7\text{B}}\text{C}(\text{O})\text{R}^{7\text{D}}$ ,  $-\text{NR}^{7\text{B}}\text{C}(\text{O})\text{OR}^{7\text{D}}$ ,  $-\text{NR}^{7\text{B}}\text{OR}^{7\text{D}}$ ,  $-\text{OCX}^{7.1}_3$ ,  $-\text{OCHX}^{7.1}_2$ , substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl or substituted or unsubstituted heteroaryl;

$\text{R}^8$  is hydrogen, halogen,  $-\text{CX}^{8.1}_3$ ,  $-\text{CHX}^{8.1}_2$ ,  $-\text{CH}_2\text{X}^{8.1}$ ,  $-\text{CN}$ ,  $-\text{N}_3$ ,  $-\text{SO}_{\text{n}8}\text{R}^{8\text{A}}$ ,  $-\text{SO}_{\text{v}8}\text{NR}^{8\text{B}}\text{R}^{8\text{C}}$ ,  $-\text{NHNR}^{8\text{B}}\text{R}^{8\text{C}}$ ,  $-\text{ONR}^{8\text{B}}\text{R}^{8\text{C}}$ ,  $-\text{NHC}(\text{O})\text{NHNR}^{8\text{B}}\text{R}^{8\text{C}}$ ,  $-\text{NHC}(\text{O})\text{NR}^{8\text{B}}\text{R}^{8\text{C}}$ ,  $-\text{N}(\text{O})_{\text{m}8}$ ,  $-\text{NR}^{8\text{B}}\text{R}^{8\text{C}}$ ,  $-\text{C}(\text{O})\text{R}^{8\text{D}}$ ,  $-\text{C}(\text{O})\text{OR}^{8\text{D}}$ ,  $-\text{C}(\text{O})\text{NR}^{8\text{B}}\text{R}^{8\text{C}}$ ,  $-\text{OR}^{8\text{A}}$ ,  $-\text{NR}^{8\text{B}}\text{SO}_2\text{R}^{8\text{A}}$ ,  $-\text{NR}^{8\text{B}}\text{C}(\text{O})\text{R}^{8\text{D}}$ ,  $-\text{NR}^{8\text{B}}\text{C}(\text{O})\text{OR}^{8\text{D}}$ ,  $-\text{NR}^{8\text{B}}\text{OR}^{8\text{D}}$ ,  $-\text{OCX}^{8.1}_3$ ,  $-\text{OCHX}^{8.1}_2$ , substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

$\text{R}^9$  is hydrogen, halogen,  $-\text{CX}^{9.1}_3$ ,  $-\text{CHX}^{9.1}_2$ ,  $-\text{CH}_2\text{X}^{9.1}$ ,  $-\text{CN}$ ,  $-\text{N}_3$ ,  $-\text{SO}_{\text{n}9}\text{R}^{9\text{A}}$ ,  $-\text{SO}_{\text{v}9}\text{NR}^{9\text{B}}\text{R}^{9\text{C}}$ ,  $-\text{NHNR}^{9\text{B}}\text{R}^{9\text{C}}$ ,  $-\text{ONR}^{9\text{B}}\text{R}^{9\text{C}}$ ,  $-\text{NHC}(\text{O})\text{NHNR}^{9\text{B}}\text{R}^{9\text{C}}$ ,  $-\text{NHC}(\text{O})\text{NR}^{9\text{B}}\text{R}^{9\text{C}}$ ,  $-\text{N}(\text{O})_{\text{m}9}$ ,  $-\text{NR}^{9\text{B}}\text{R}^{9\text{C}}$ ,  $-\text{C}(\text{O})\text{R}^{9\text{D}}$ ,  $-\text{C}(\text{O})\text{OR}^{9\text{D}}$ ,  $-\text{C}(\text{O})\text{NR}^{9\text{B}}\text{R}^{9\text{C}}$ ,  $-\text{OR}^{9\text{A}}$ ,  $-\text{NR}^{9\text{B}}\text{SO}_2\text{R}^{9\text{A}}$ ,  $-\text{NR}^{9\text{B}}\text{C}(\text{O})\text{R}^{9\text{D}}$ ,  $-\text{NR}^{9\text{B}}\text{C}(\text{O})\text{OR}^{9\text{D}}$ ,  $-\text{NR}^{9\text{B}}\text{OR}^{9\text{D}}$ ,  $-\text{OCX}^{9.1}_3$ ,  $-\text{OCHX}^{9.1}_2$ , substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

$\text{R}^{10}$  is hydrogen, halogen,  $-\text{CX}^{10.1}_3$ ,  $-\text{CHX}^{10.1}_2$ ,  $-\text{CH}_2\text{X}^{10.1}$ ,  $-\text{CN}$ ,  $-\text{N}_3$ ,  $-\text{SO}_{\text{n}10}\text{R}^{10\text{A}}$ ,  $-\text{SO}_{\text{v}10}\text{NR}^{10\text{B}}\text{R}^{10\text{C}}$ ,  $-\text{NHNR}^{10\text{B}}\text{R}^{10\text{C}}$ ,  $-\text{ONR}^{10\text{B}}\text{R}^{10\text{C}}$ ,  $-\text{NHC}(\text{O})\text{NHNR}^{10\text{B}}\text{R}^{10\text{C}}$ ,  $-\text{NHC}(\text{O})\text{NR}^{10\text{B}}\text{R}^{10\text{C}}$ ,  $-\text{N}(\text{O})_{\text{m}10}$ ,  $-\text{NR}^{10\text{B}}\text{R}^{10\text{C}}$ ,  $-\text{C}(\text{O})\text{R}^{10\text{D}}$ ,  $-\text{C}(\text{O})\text{OR}^{10\text{D}}$ ,  $-\text{C}(\text{O})\text{NR}^{10\text{B}}\text{R}^{10\text{C}}$ ,  $-\text{OR}^{10\text{A}}$ ,  $-\text{NR}^{10\text{B}}\text{SO}_2\text{R}^{10\text{A}}$ ,  $-\text{NR}^{10\text{B}}\text{C}(\text{O})\text{R}^{10\text{D}}$ ,  $-\text{NR}^{10\text{B}}\text{C}(\text{O})\text{OR}^{10\text{D}}$ ,  $-\text{NR}^{10\text{B}}\text{OR}^{10\text{D}}$ ,  $-\text{OCX}^{10.1}_3$ ,  $-\text{OCHX}^{10.1}_2$ , substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl,

substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

$R^{1A}, R^{1B}, R^{1C}, R^{1D}, R^{2A}, R^{2B}, R^{2C}, R^{2D}, R^{3A}, R^{3B}, R^{3C}, R^{3D}, R^{4A}, R^{4B}, R^{4C}, R^{4D}, R^{5A}, R^{5B}, R^{5C}, R^{5D}, R^{6A}, R^{6B}, R^{6C}, R^{6D}, R^{7A}, R^{7B}, R^{7C}, R^{7D}, R^{7.2B}, R^{8A}, R^{8B}, R^{8C}, R^{8D}, R^{9A}, R^{9B}, R^{9C}, R^{9D}, R^{10A}, R^{10B}, R^{10C}$  and  $R^{10D}$  are independently hydrogen, halogen,  $-CF_3$ ,  $-CCl_3$ ,  $-CBr_3$ ,  $-Cl_3$ ,  $-COOH$ ,  $-CONH_2$ , substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;  $R^{1B}, R^{1C}, R^{2B}, R^{2C}, R^{3B}, R^{3C}, R^{4B}, R^{4C}, R^{5B}, R^{5C}, R^{6B}, R^{6C}, R^{7B}, R^{7C}, R^{8B}, R^{8C}, R^{9B}, R^{9C}, R^{10B}$  and  $R^{10C}$  substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; and

$X^{1.1}, X^{2.1}, X^{3.1}, X^{4.1}, X^{5.1}, X^{6.1}, X^{7.1}, X^{8.1}, X^{9.1}$  and  $X^{10.1}$  are independently  $-Cl$ ,  $-Br$ ,  $-I$  or  $-F$ ,

wherein at least one of  $X^1, X^2$  and  $X^3$  is N.

2. The compound of claim 1, or a pharmaceutically acceptable salt thereof, wherein:

$z_1$  is 2;

$z_2$  is 0;

$z_4$  is 1; and

$R^7$  is hydrogen, substituted or unsubstituted alkyl, phenyl,  $-F$ ,  $-OH$ ,  $CH_2OH$ ,  $-(CH_2)_2OH$ ,  $-(CH_2)_3OH$ ,  $-C(CH_3)_2OH$ ,  $-CH_2SO_2NH_2$ ,  $-(CH_2)_2SO_2NH_2$ ,  $-CH_2C(O)NH_2$ ,  $-(CH_2)_2C(O)NH_2$ ,  $-(CH_2)_3C(O)NH_2$ ,  $-CH_2NHSO_2CF_3$ ,  $-(CH_2)_2NHSO_2CF_3$ ,  $-(CH_2)_3NHSO_2CF_3$ ,  $-CH_2NHSO_2CH_3$ ,  $-(CH_2)_2NHSO_2CH_3$ ,  $-(CH_2)_3NHSO_2CH_3$ ,  $-CH_2SO_2CH_3$ ,  $-(CH_2)_2SO_2CH_3$ ,  $-CH_2SO_2NH_2$  or  $-(CH_2)_2SO_2NH_2$ .

3. The compound of claim 2, or a pharmaceutically acceptable salt thereof, wherein  $R^1$  and  $R^2$  are independently hydrogen, substituted or unsubstituted alkyl or substituted or unsubstituted heteroalkyl.

4. The compound of claim 1, or a pharmaceutically acceptable salt thereof, wherein the compound has structural Formula (II):



R<sup>4</sup> is hydrogen, -CX<sup>4.1</sup><sub>3</sub>, -CN, -C(O)NR<sup>4B</sup>R<sup>4C</sup>, substituted or unsubstituted alkyl, unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted

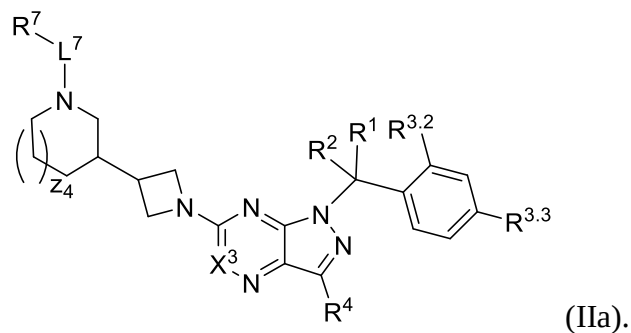
$R^{3.3}$  is hydrogen, halogen,  $-CX^{3.3}_3$ ,  $-CHX^{3.3}_2$ ,  $-CH_2X^{3.3}$ ,  $-CN$ ,  $-N_3$ ,  $-SO_{n3.3}R^{3.3A}$ ,  $-SO_{v3.3}NR^{3.3B}R^{3.3C}$ ,  $-NHN R^{3.3B}R^{3.3C}$ ,  $-ONR^{3.3B}R^{3.3C}$ ,  $-NHC(O)NHN R^{3.3B}R^{3.3C}$ ,  $-NHC(O)NR^{3.3B}R^{3.3C}$ ,  $-N(O)_{m3.3}$ ,  $-NR^{3.3B}R^{3.3C}$ ,  $-C(O)R^{3.3D}$ ,  $-C(O)OR^{3.3D}$ ,  $-C(O)NR^{3.3B}R^{3.3C}$ ,  $-OR^{3.3A}$ ,  $-NR^{3.3B}SO_2R^{3.3A}$ ,  $-NR^{3.3B}C(O)R^{3.3D}$ ,  $-NR^{3.3B}C(O)OR^{3.3D}$ ,  $-NR^{3.3B}OR^{3.3D}$ ,  $-OCX^{3.3}_3$ ,  $-OCHX^{3.3}_2$ , substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

R<sup>3.2A</sup>, R<sup>3.2B</sup>, R<sup>3.2C</sup>, R<sup>3.2D</sup>, R<sup>3.3A</sup>, R<sup>3.3B</sup>, R<sup>3.3C</sup> and R<sup>3.3D</sup> are independently hydrogen, halogen, -CF<sub>3</sub>, -CCl<sub>3</sub>, -CBr<sub>3</sub>, -Cl<sub>3</sub>, -COOH, -CONH<sub>2</sub>, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted

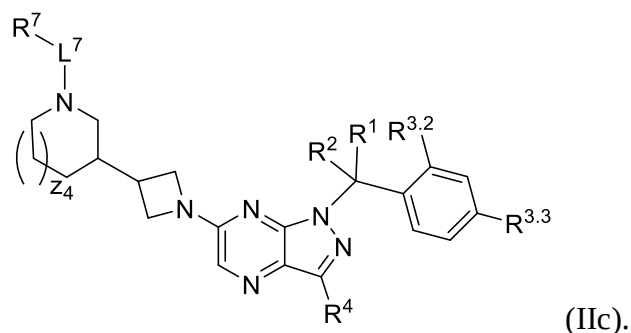
heteroaryl;  $R^{3.2B}$ ,  $R^{3.2C}$ ,  $R^{3.3B}$  and  $R^{3.3C}$  substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; and

$X^{3.2}$  and  $X^{3.3}$  are independently  $-Cl$ ,  $-Br$ ,  $-I$  or  $-F$ .

5. The compound of claim 4, or a pharmaceutically acceptable salt thereof, wherein the compound has structural Formula (IIa):



6. The compound of claim 5, or a pharmaceutically acceptable salt thereof, wherein the compound has structural Formula (IIc):



7. The compound of claim 6, or a pharmaceutically acceptable salt thereof, wherein  $z_4$  is 1.

8. The compound of claim 6, or a pharmaceutically acceptable salt thereof, wherein  $R^1$  and  $R^2$  are independently hydrogen, substituted or unsubstituted alkyl or substituted or unsubstituted heteroalkyl.

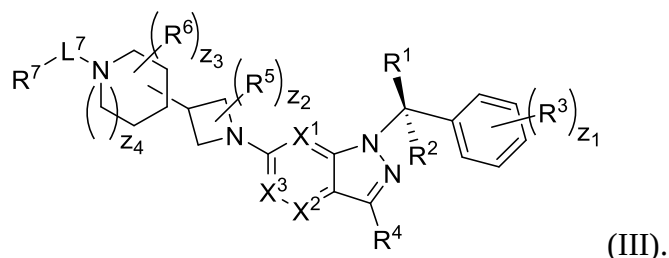
9. The compound of claim 8, or a pharmaceutically acceptable salt thereof, wherein  $R^1$  is hydrogen.
10. The compound of claim 8, or a pharmaceutically acceptable salt thereof, wherein  $R^2$  is substituted or unsubstituted alkyl.
11. The compound of claim 6, or a pharmaceutically acceptable salt thereof, wherein  $R^4$  is hydrogen,  $-\text{CN}$ ,  $-\text{C}(\text{O})\text{NH}_2$ ,  $-\text{CX}^{4.1}_3$  or substituted or unsubstituted alkyl.
12. The compound of claim 11, or a pharmaceutically acceptable salt thereof, wherein  $R^4$  is  $-\text{CN}$ ,  $-\text{C}(\text{O})\text{NH}_2$ ,  $-\text{CF}_3$  or  $-\text{CH}_3$ .
13. The compound of claim 6, or a pharmaceutically acceptable salt thereof, wherein  $R^{3.2}$  and  $R^{3.3}$  are independently halogen.
14. The compound of claim 13, or a pharmaceutically acceptable salt thereof, wherein  $R^{3.2}$  and  $R^{3.3}$  are independently chlorine.
15. The compound of claim 6, or a pharmaceutically acceptable salt thereof, wherein  $R^7$  is  $-\text{OR}^{7A}$ ,  $-\text{C}(\text{O})\text{R}^{7D}$ ,  $-\text{C}(\text{O})\text{OR}^{7D}$ ,  $-\text{C}(\text{O})\text{NR}^{7B}\text{R}^{7C}$ ,  $-\text{SO}_{n7}\text{R}^{7A}$ ,  $-\text{SO}_{v7}\text{NR}^{7B}\text{R}^{7C}$ , substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl or substituted or unsubstituted heteroaryl.
16. The compound of claim 15, or a pharmaceutically acceptable salt thereof, wherein  $L^7$  is a bond or substituted or unsubstituted alkylene.
17. The compound of claim 6, or a pharmaceutically acceptable salt thereof, wherein:

$L^7$  is a bond; and

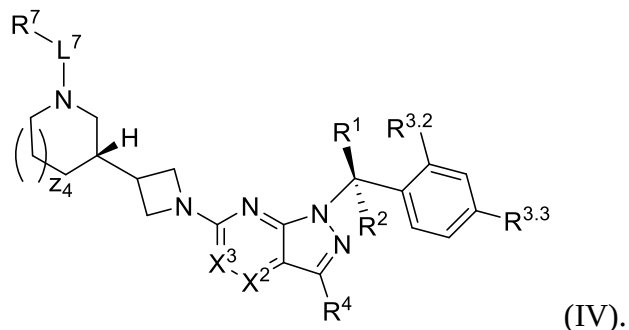
$R^7$  is hydrogen, substituted or unsubstituted alkyl, phenyl,  $-(\text{CH}_2)_2\text{OH}$ ,  $-\text{CH}_2\text{C}(\text{CH}_3)_2\text{OH}$ ,  $-(\text{CH}_2)_3\text{OH}$ ,  $-(\text{CH}_2)_2\text{CH}(\text{CH}_3)_2\text{OH}$ ,  $-(\text{CH}_2)_2\text{SO}_2\text{NH}_2$ ,  $-(\text{CH}_2)_3\text{SO}_2\text{NH}_2$ ,  $-(\text{CH}_2)_2\text{CONH}_2$ ,  $-(\text{CH}_2)_3\text{CONH}_2$ ,  $-(\text{CH}_2)_3\text{CON}(\text{H})\text{Me}$ ,  $-(\text{CH}_2)_3\text{CON}(\text{Me})_2$ ,  $-(\text{CH}_2)_2\text{SO}_2\text{Me}$ ,  $-(\text{CH}_2)_3\text{SO}_2\text{Me}$ ,  $-\text{CH}_2\text{CH}(\text{OH})\text{Me}$ ,  $-\text{CH}_2\text{CO}_2\text{H}$ ,  $-(\text{CH}_2)_2\text{CO}_2\text{H}$ ,  $-\text{CH}(\text{CH}_3)\text{CH}_2\text{CO}_2\text{H}$ ,  $-(\text{CH}_2)_3\text{CO}_2\text{H}$ ,  $-(\text{CH}_2)_2\text{SO}_2\text{NHCH}_3$ ,  $-(\text{CH}_2)_2\text{SO}_2\text{N}(\text{CH}_3)_2$ ,  $-(\text{CH}_2)_2\text{SO}_2-(\text{N-morpholinyl})$ , -

(CH<sub>2</sub>)<sub>2</sub>NHCOCH<sub>3</sub>, -(CH<sub>2</sub>)<sub>3</sub>NHCOCH<sub>3</sub>, -(CH<sub>2</sub>)<sub>2</sub>NHCOCH(CH<sub>3</sub>)<sub>2</sub>, -(CH<sub>2</sub>)<sub>2</sub>NHSO<sub>2</sub>CH<sub>3</sub>, -(CH<sub>2</sub>)<sub>2</sub>NHSO<sub>2</sub>CF<sub>3</sub>, -(CH<sub>2</sub>)<sub>2</sub>NHSO<sub>2</sub>NHCH(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>2</sub>CH(CH<sub>3</sub>)CH<sub>2</sub>OH (R and S), -CH(CH<sub>3</sub>)(CH<sub>2</sub>)<sub>2</sub>OH, -CH<sub>2</sub>-(2-imidazolyl), -CH<sub>2</sub>-(4-imidazolyl), -CH<sub>2</sub>-(3-pyrazolyl), 4-tetrahydropyranyl, 3-oxetanyl, -(CH<sub>2</sub>)<sub>2</sub>NHCO<sub>2</sub>Me, -(CH<sub>2</sub>)<sub>3</sub>NHCO<sub>2</sub>Me.

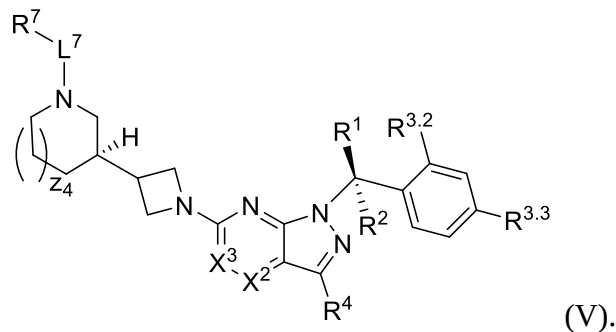
18. The compound of claim 1, or a pharmaceutically acceptable salt thereof, wherein the compound has structural Formula (III):



19. The compound of claim 1, or a pharmaceutically acceptable salt thereof, wherein the compound has structural Formula (IV):

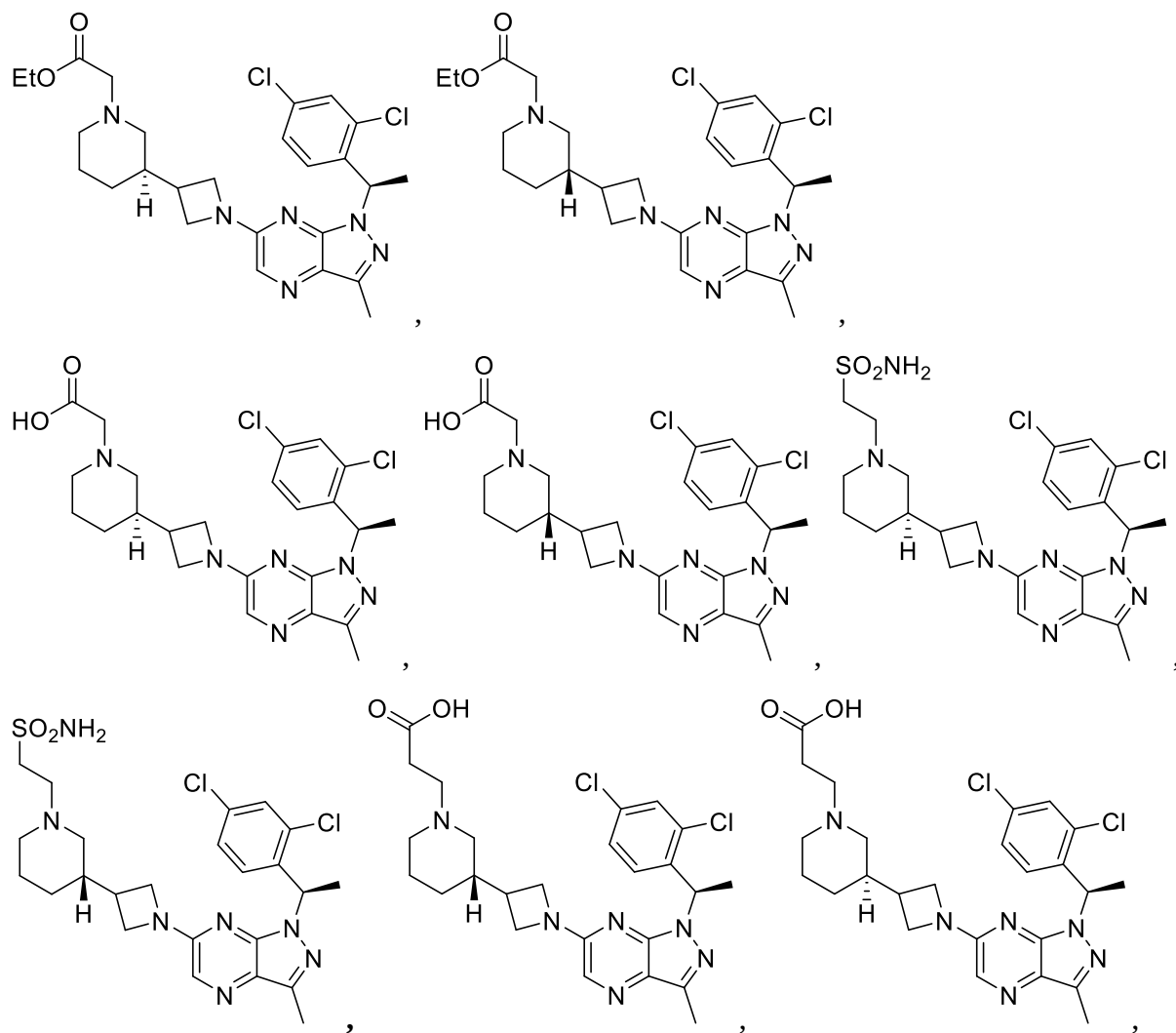


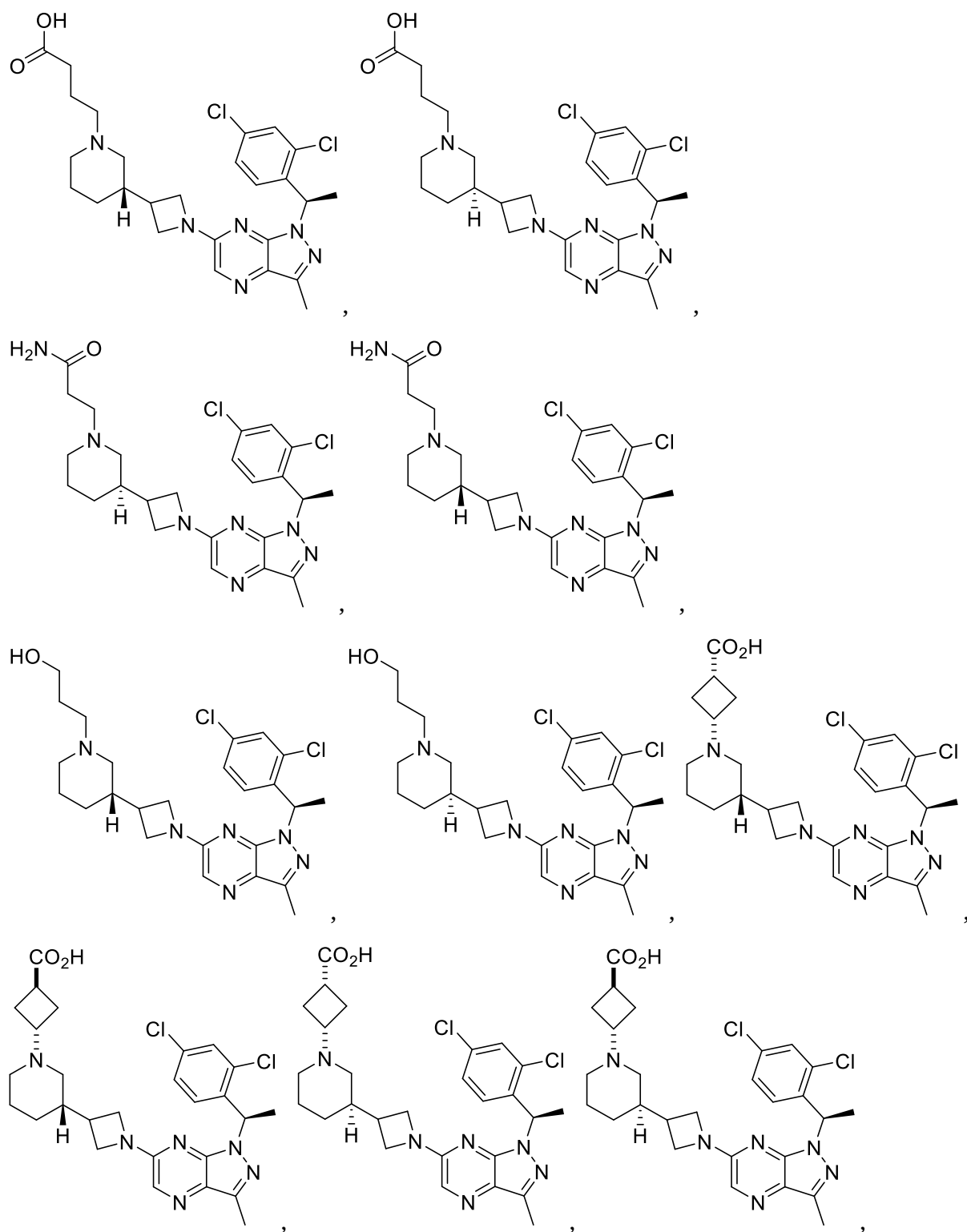
20. The compound of claim 1, or a pharmaceutically acceptable salt thereof, wherein the compound has structural Formula (V):

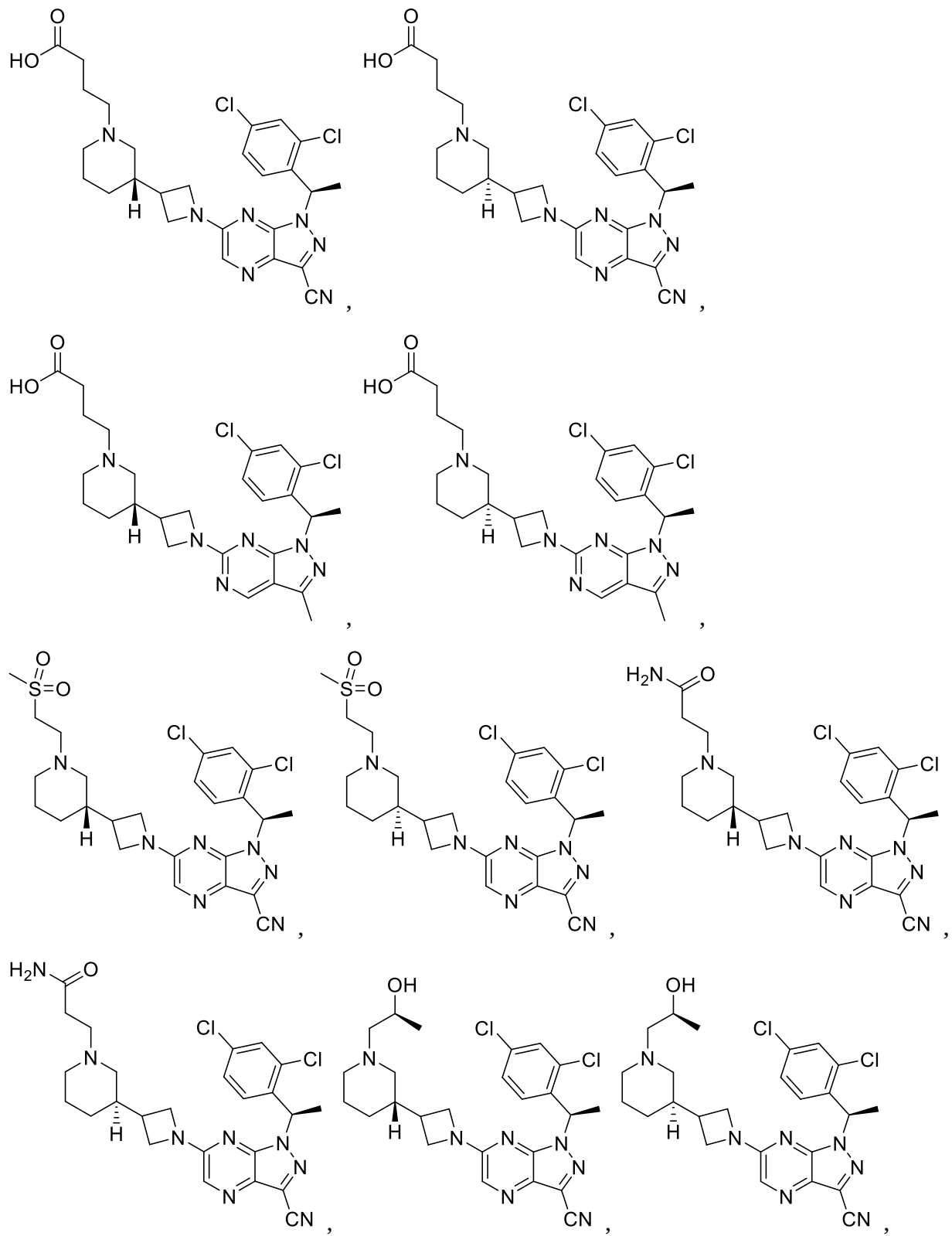


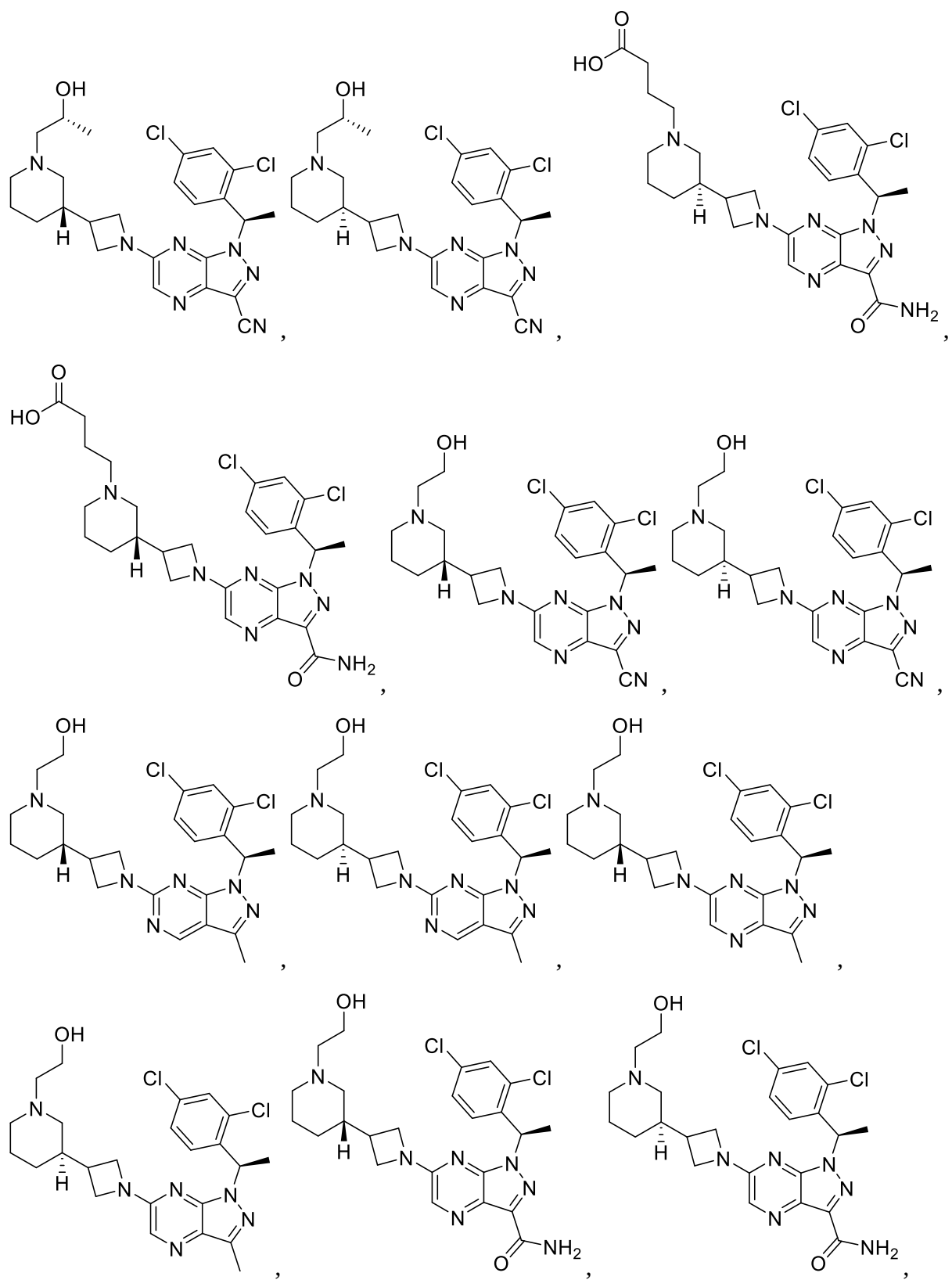
21. The compound of any one of claims 18 to 20, or a pharmaceutically acceptable salt thereof, wherein  $R^1$  is hydrogen or  $-CH_3$ .

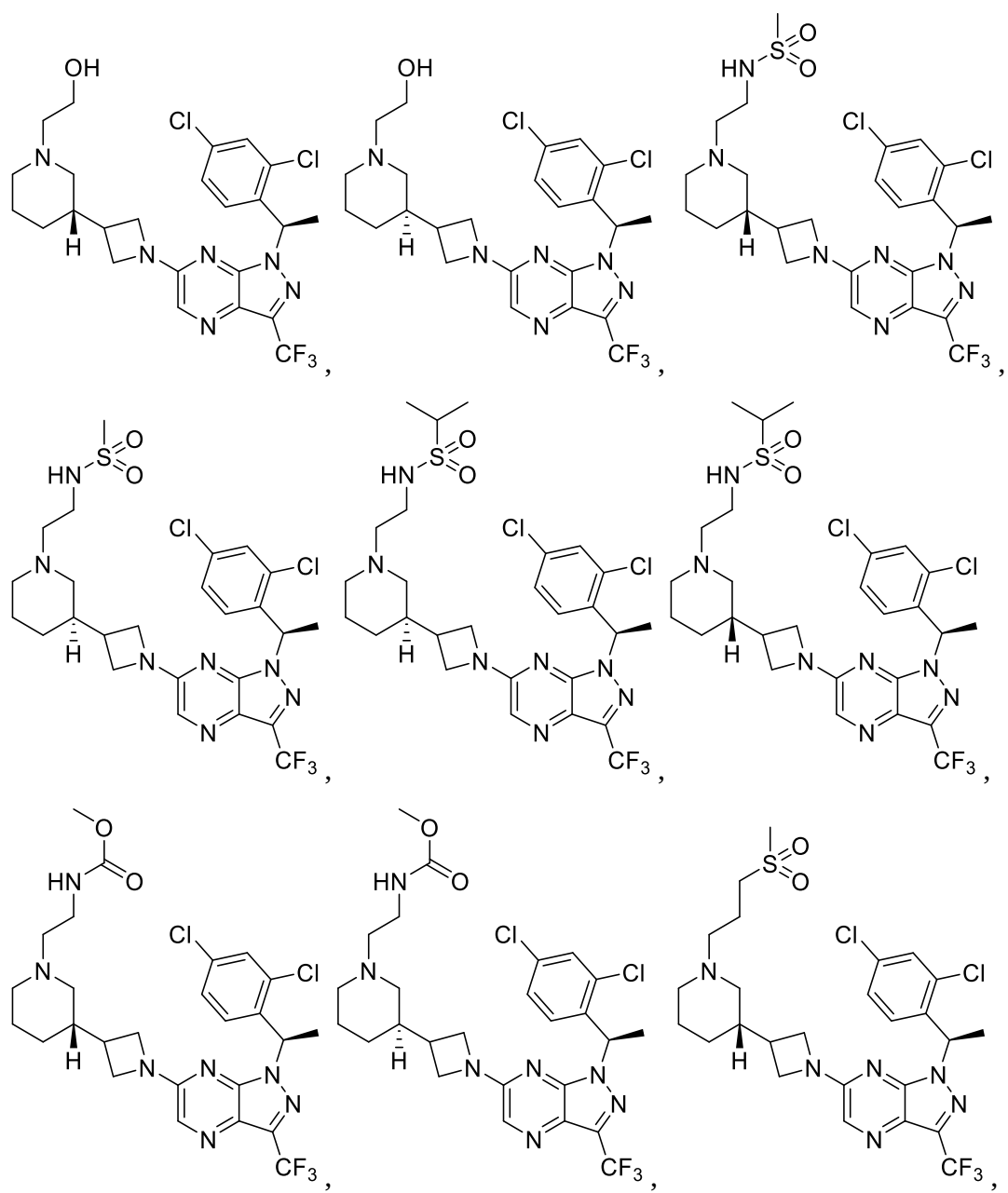
22. The compound of claim 1, or a pharmaceutically acceptable salt thereof, wherein the compound has the structure:

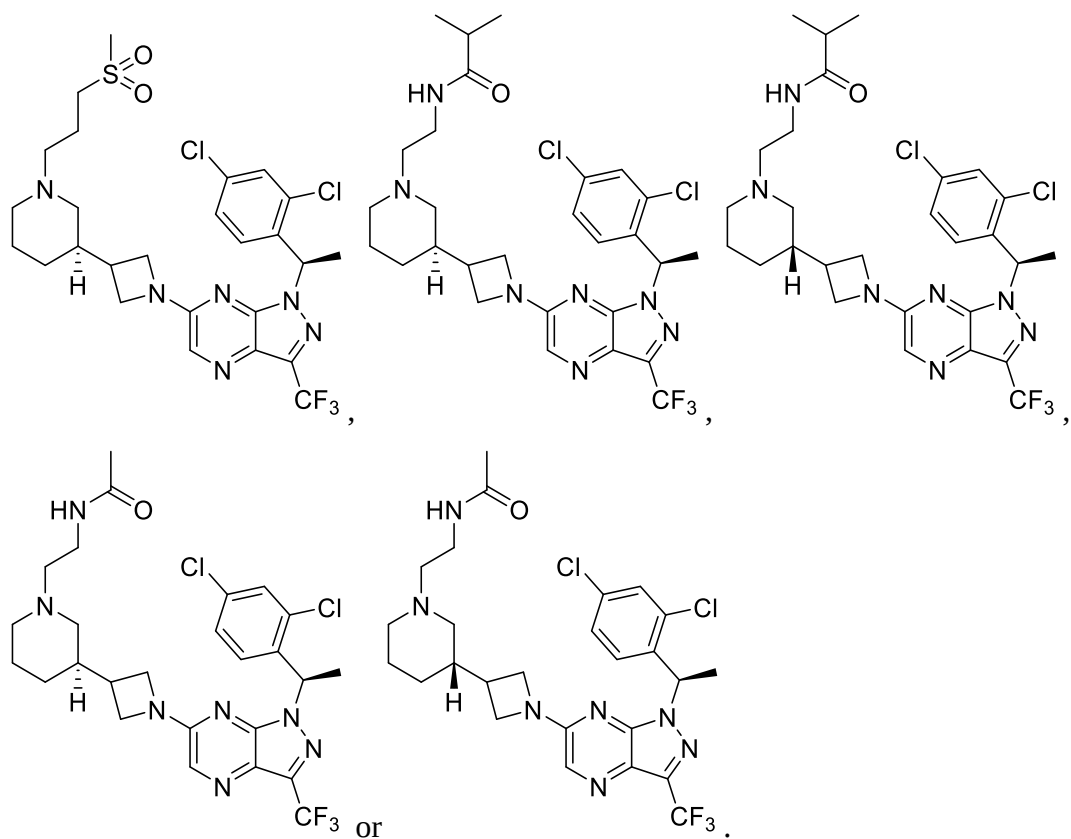




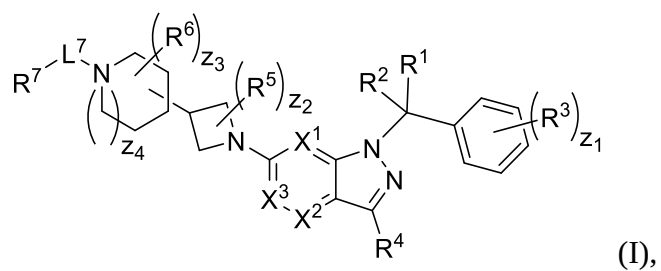








23. A pharmaceutical composition, comprising a compound having structural Formula (I) and a pharmaceutically acceptable excipient:



or a pharmaceutically acceptable salt thereof, wherein:

X<sup>1</sup> is CR<sup>8</sup> or N;

X<sup>2</sup> is CR<sup>9</sup> or N;

X<sup>3</sup> is CR<sup>10</sup> or N;

n<sub>1</sub>, n<sub>2</sub>, n<sub>3</sub>, n<sub>4</sub>, n<sub>5</sub>, n<sub>6</sub>, n<sub>7</sub>, n<sub>8</sub>, n<sub>9</sub> and n<sub>10</sub> are independently an integer from 0 to

4;

m1, m2, m3, m4, m5, m6, m7, m8, m9, m10, v1, v2, v3, v4, v5, v6, v7, v8, v9 and v10 are independently 1 or 2;

z1 is an integer from 0 to 5;

z2 is an integer from 0 to 2;

z3 is an integer from 0 to 11;

z4 is an integer from 0 to 2;

L<sup>7</sup> is a bond, -O-, -S-, -NR<sup>7.2B</sup>-, -C(O)-, -C(O)O-, -S(O)-, -S(O)<sub>2</sub>-,

substituted or unsubstituted alkylene, substituted or unsubstituted heteroalkylene, substituted or unsubstituted cycloalkylene, substituted or unsubstituted heterocycloalkylene, substituted or unsubstituted arylene, or substituted or unsubstituted heteroarylene;

R<sup>1</sup> is hydrogen, halogen, -CX<sup>1.1</sup><sub>3</sub>, -CHX<sup>1.1</sup><sub>2</sub>, -CH<sub>2</sub>X<sup>1.1</sup>, -CN, -N<sub>3</sub>, -SO<sub>n1</sub>R<sup>1A</sup>, -SO<sub>v1</sub>NR<sup>1B</sup>R<sup>1C</sup>, -NHNR<sup>1B</sup>R<sup>1C</sup>, -ONR<sup>1B</sup>R<sup>1C</sup>, -NHC(O)NHNR<sup>1B</sup>R<sup>1C</sup>, -NHC(O)NR<sup>1B</sup>R<sup>1C</sup>, -N(O)<sub>m1</sub>, -NR<sup>1B</sup>R<sup>1C</sup>, -C(O)R<sup>1D</sup>, -C(O)OR<sup>1D</sup>, -C(O)NR<sup>1B</sup>R<sup>1C</sup>, -OR<sup>1A</sup>, -NR<sup>1B</sup>SO<sub>2</sub>R<sup>1A</sup>, -NR<sup>1B</sup>C(O)R<sup>1D</sup>, -NR<sup>1B</sup>C(O)OR<sup>1D</sup>, -NR<sup>1B</sup>OR<sup>1D</sup>, -OCX<sup>1.1</sup><sub>3</sub>, -OCHX<sup>1.1</sup><sub>2</sub>, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

R<sup>2</sup> is hydrogen, halogen, -CX<sup>2.1</sup><sub>3</sub>, -CHX<sup>2.1</sup><sub>2</sub>, -CH<sub>2</sub>X<sup>2.1</sup>, -CN, -N<sub>3</sub>, -SO<sub>n2</sub>R<sup>2A</sup>, -SO<sub>v2</sub>NR<sup>2B</sup>R<sup>2C</sup>, -NHNR<sup>2B</sup>R<sup>2C</sup>, -ONR<sup>2B</sup>R<sup>2C</sup>, -NHC(O)NHNR<sup>2B</sup>R<sup>2C</sup>, -NHC(O)NR<sup>2B</sup>R<sup>2C</sup>, -N(O)<sub>m2</sub>, -NR<sup>2B</sup>R<sup>2C</sup>, -C(O)R<sup>2D</sup>, -C(O)OR<sup>2D</sup>, -C(O)NR<sup>2B</sup>R<sup>2C</sup>, -OR<sup>2A</sup>, -NR<sup>2B</sup>SO<sub>2</sub>R<sup>2A</sup>, -NR<sup>2B</sup>C(O)R<sup>2D</sup>, -NR<sup>2B</sup>C(O)OR<sup>2D</sup>, -NR<sup>2B</sup>OR<sup>2D</sup>, -OCX<sup>2.1</sup><sub>3</sub>, -OCHX<sup>2.1</sup><sub>2</sub>, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

R<sup>3</sup> is independently hydrogen, halogen, -CX<sup>3.1</sup><sub>3</sub>, -CHX<sup>3.1</sup><sub>2</sub>, -CH<sub>2</sub>X<sup>3.1</sup>, -CN, -N<sub>3</sub>, -SO<sub>n3</sub>R<sup>3A</sup>, -SO<sub>v3</sub>NR<sup>3B</sup>R<sup>3C</sup>, -NHNR<sup>3B</sup>R<sup>3C</sup>, -ONR<sup>3B</sup>R<sup>3C</sup>, -NHC(O)NHNR<sup>3B</sup>R<sup>3C</sup>, -NHC(O)NR<sup>3B</sup>R<sup>3C</sup>, -N(O)<sub>m3</sub>, -NR<sup>3B</sup>R<sup>3C</sup>, -C(O)R<sup>3D</sup>, -C(O)OR<sup>3D</sup>, -C(O)NR<sup>3B</sup>R<sup>3C</sup>, -OR<sup>3A</sup>, -NR<sup>3B</sup>SO<sub>2</sub>R<sup>3A</sup>, -NR<sup>3B</sup>C(O)R<sup>3D</sup>, -NR<sup>3B</sup>C(O)OR<sup>3D</sup>, -NR<sup>3B</sup>OR<sup>3D</sup>, -OCX<sup>3.1</sup><sub>3</sub>, -OCHX<sup>3.1</sup><sub>2</sub>, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl or substituted or unsubstituted heteroaryl;

$R^4$  is hydrogen, halogen,  $-CX^{4.1}_3$ ,  $-CHX^{4.1}_2$ ,  $-CH_2X^{4.1}$ ,  $-CN$ ,  $-N_3$ ,  $-SO_{n4}R^{4A}$ ,  $-SO_{v4}NR^{4B}R^{4C}$ ,  $-NHN R^{4B}R^{4C}$ ,  $-ONR^{4B}R^{4C}$ ,  $-NHC(O)NHN R^{4B}R^{4C}$ ,  $-NHC(O)NR^{4B}R^{4C}$ ,  $-N(O)_{m4}$ ,  $-NR^{4B}R^{4C}$ ,  $-C(O)R^{4D}$ ,  $-C(O)OR^{4D}$ ,  $-C(O)NR^{4B}R^{4C}$ ,  $-OR^{4A}$ ,  $-NR^{4B}SO_2R^{4A}$ ,  $-NR^{4B}C(O)R^{4D}$ ,  $-NR^{4B}C(O)OR^{4D}$ ,  $-NR^{4B}OR^{4D}$ ,  $-OCX^{4.1}_3$ ,  $-OCHX^{4.1}_2$ , substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl or substituted or unsubstituted heteroaryl;

$R^5$  is independently hydrogen, halogen, oxo,  $-CX^{5.1}_3$ ,  $-CHX^{5.1}_2$ ,  $-CH_2X^{5.1}$ ,  $-CN$ ,  $-N_3$ ,  $-SO_{n5}R^{5A}$ ,  $-SO_{v5}NR^{5B}R^{5C}$ ,  $-NHN R^{5B}R^{5C}$ ,  $-ONR^{5B}R^{5C}$ ,  $-NHC(O)NHN R^{5B}R^{5C}$ ,  $-NHC(O)NR^{5B}R^{5C}$ ,  $-N(O)_{m5}$ ,  $-NR^{5B}R^{5C}$ ,  $-C(O)R^{5D}$ ,  $-C(O)OR^{5D}$ ,  $-C(O)NR^{5B}R^{5C}$ ,  $-OR^{5A}$ ,  $-NR^{5B}SO_2R^{5A}$ ,  $-NR^{5B}C(O)R^{5D}$ ,  $-NR^{5B}C(O)OR^{5D}$ ,  $-NR^{5B}OR^{5D}$ ,  $-OCX^{5.1}_3$ ,  $-OCHX^{5.1}_2$ , substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl or substituted or unsubstituted heteroaryl;

$R^6$  is independently hydrogen, halogen, oxo,  $-CX^{6.1}_3$ ,  $-CHX^{6.1}_2$ ,  $-CH_2X^{6.1}$ ,  $-CN$ ,  $-N_3$ ,  $-SO_{n6}R^{6A}$ ,  $-SO_{v6}NR^{6B}R^{6C}$ ,  $-NHN R^{6B}R^{6C}$ ,  $-ONR^{6B}R^{6C}$ ,  $-NHC(O)NHN R^{6B}R^{6C}$ ,  $-NHC(O)NR^{6B}R^{6C}$ ,  $-N(O)_{m6}$ ,  $-NR^{6B}R^{6C}$ ,  $-C(O)R^{6D}$ ,  $-C(O)OR^{6D}$ ,  $-C(O)NR^{6B}R^{6C}$ ,  $-OR^{6A}$ ,  $-NR^{6B}SO_2R^{6A}$ ,  $-NR^{6B}C(O)R^{6D}$ ,  $-NR^{6B}C(O)OR^{6D}$ ,  $-NR^{6B}OR^{6D}$ ,  $-OCX^{6.1}_3$ ,  $-OCHX^{6.1}_2$ , substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl or substituted or unsubstituted heteroaryl;

$R^7$  is hydrogen, halogen,  $-CX^{7.1}_3$ ,  $-CHX^{7.1}_2$ ,  $-CH_2X^{7.1}$ ,  $-CN$ ,  $-N_3$ ,  $-SO_{n7}R^{7A}$ ,  $-SO_{v7}NR^{7B}R^{7C}$ ,  $-NHN R^{7B}R^{7C}$ ,  $-ONR^{7B}R^{7C}$ ,  $-NHC(O)NHN R^{7B}R^{7C}$ ,  $-NHC(O)NR^{7B}R^{7C}$ ,  $-N(O)_{m7}$ ,  $-NR^{7B}R^{7C}$ ,  $-C(O)R^{7D}$ ,  $-C(O)OR^{7D}$ ,  $-C(O)NR^{7B}R^{7C}$ ,  $-OR^{7A}$ ,  $-NR^{7B}SO_2R^{7A}$ ,  $-NR^{7B}C(O)R^{7D}$ ,  $-NR^{7B}C(O)OR^{7D}$ ,  $-NR^{7B}OR^{7D}$ ,  $-OCX^{7.1}_3$ ,  $-OCHX^{7.1}_2$ , substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl or substituted or unsubstituted heteroaryl;

$R^8$  is hydrogen, halogen,  $-CX^{8.1}_3$ ,  $-CHX^{8.1}_2$ ,  $-CH_2X^{8.1}$ ,  $-CN$ ,  $-N_3$ ,  $-SO_{n8}R^{8A}$ ,  $-SO_{v8}NR^{8B}R^{8C}$ ,  $-NHN R^{8B}R^{8C}$ ,  $-ONR^{8B}R^{8C}$ ,  $-NHC(O)NHN R^{8B}R^{8C}$ ,  $-NHC(O)NR^{8B}R^{8C}$ ,  $-N(O)_{m8}$ ,  $-NR^{8B}R^{8C}$ ,  $-C(O)R^{8D}$ ,  $-C(O)OR^{8D}$ ,  $-C(O)NR^{8B}R^{8C}$ ,  $-OR^{8A}$ ,  $-NR^{8B}SO_2R^{8A}$ ,  $-$

$\text{NR}^{8\text{B}}\text{C}(\text{O})\text{R}^{8\text{D}}$ ,  $-\text{NR}^{8\text{B}}\text{C}(\text{O})\text{OR}^{8\text{D}}$ ,  $-\text{NR}^{8\text{B}}\text{OR}^{8\text{D}}$ ,  $-\text{OCX}^{8.1.3}$ ,  $-\text{OCHX}^{8.1.2}$ , substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

$\text{R}^9$  is hydrogen, halogen,  $-\text{CX}^{9.1.3}$ ,  $-\text{CHX}^{9.1.2}$ ,  $-\text{CH}_2\text{X}^{9.1}$ ,  $-\text{CN}$ ,  $-\text{N}_3$ ,  $-\text{SO}_{\text{n}9}\text{R}^{9\text{A}}$ ,  $-\text{SO}_{\text{v}9}\text{NR}^{9\text{B}}\text{R}^{9\text{C}}$ ,  $-\text{NHNR}^{9\text{B}}\text{R}^{9\text{C}}$ ,  $-\text{ONR}^{9\text{B}}\text{R}^{9\text{C}}$ ,  $-\text{NHC}(\text{O})\text{NHNR}^{9\text{B}}\text{R}^{9\text{C}}$ ,  $-\text{NHC}(\text{O})\text{NR}^{9\text{B}}\text{R}^{9\text{C}}$ ,  $-\text{N}(\text{O})_{\text{m}9}$ ,  $-\text{NR}^{9\text{B}}\text{R}^{9\text{C}}$ ,  $-\text{C}(\text{O})\text{R}^{9\text{D}}$ ,  $-\text{C}(\text{O})\text{OR}^{9\text{D}}$ ,  $-\text{C}(\text{O})\text{NR}^{9\text{B}}\text{R}^{9\text{C}}$ ,  $-\text{OR}^{9\text{A}}$ ,  $-\text{NR}^{9\text{B}}\text{SO}_2\text{R}^{9\text{A}}$ ,  $-\text{NR}^{9\text{B}}\text{C}(\text{O})\text{R}^{9\text{D}}$ ,  $-\text{NR}^{9\text{B}}\text{C}(\text{O})\text{OR}^{9\text{D}}$ ,  $-\text{NR}^{9\text{B}}\text{OR}^{9\text{D}}$ ,  $-\text{OCX}^{9.1.3}$ ,  $-\text{OCHX}^{9.1.2}$ , substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

$\text{R}^{10}$  is hydrogen, halogen,  $-\text{CX}^{10.1.3}$ ,  $-\text{CHX}^{10.1.2}$ ,  $-\text{CH}_2\text{X}^{10.1}$ ,  $-\text{CN}$ ,  $-\text{N}_3$ ,  $-\text{SO}_{\text{n}10}\text{R}^{10\text{A}}$ ,  $-\text{SO}_{\text{v}10}\text{NR}^{10\text{B}}\text{R}^{10\text{C}}$ ,  $-\text{NHNR}^{10\text{B}}\text{R}^{10\text{C}}$ ,  $-\text{ONR}^{10\text{B}}\text{R}^{10\text{C}}$ ,  $-\text{NHC}(\text{O})\text{NHNR}^{10\text{B}}\text{R}^{10\text{C}}$ ,  $-\text{NHC}(\text{O})\text{NR}^{10\text{B}}\text{R}^{10\text{C}}$ ,  $-\text{N}(\text{O})_{\text{m}10}$ ,  $-\text{NR}^{10\text{B}}\text{R}^{10\text{C}}$ ,  $-\text{C}(\text{O})\text{R}^{10\text{D}}$ ,  $-\text{C}(\text{O})\text{OR}^{10\text{D}}$ ,  $-\text{C}(\text{O})\text{NR}^{10\text{B}}\text{R}^{10\text{C}}$ ,  $-\text{OR}^{10\text{A}}$ ,  $-\text{NR}^{10\text{B}}\text{SO}_2\text{R}^{10\text{A}}$ ,  $-\text{NR}^{10\text{B}}\text{C}(\text{O})\text{R}^{10\text{D}}$ ,  $-\text{NR}^{10\text{B}}\text{C}(\text{O})\text{OR}^{10\text{D}}$ ,  $-\text{NR}^{10\text{B}}\text{OR}^{10\text{D}}$ ,  $-\text{OCX}^{10.1.3}$ ,  $-\text{OCHX}^{10.1.2}$ , substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

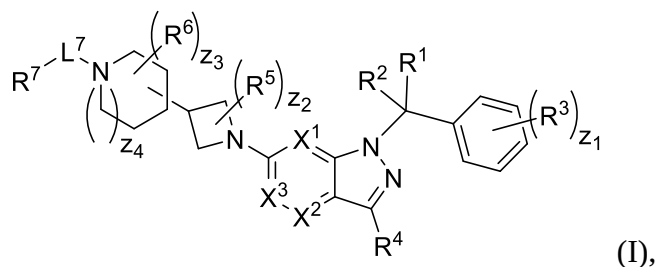
$\text{R}^{1\text{A}}, \text{R}^{1\text{B}}, \text{R}^{1\text{C}}, \text{R}^{1\text{D}}, \text{R}^{2\text{A}}, \text{R}^{2\text{B}}, \text{R}^{2\text{C}}, \text{R}^{2\text{D}}, \text{R}^{3\text{A}}, \text{R}^{3\text{B}}, \text{R}^{3\text{C}}, \text{R}^{3\text{D}}, \text{R}^{4\text{A}}, \text{R}^{4\text{B}}, \text{R}^{4\text{C}}, \text{R}^{4\text{D}}, \text{R}^{5\text{A}}, \text{R}^{5\text{B}}, \text{R}^{5\text{C}}, \text{R}^{5\text{D}}, \text{R}^{6\text{A}}, \text{R}^{6\text{B}}, \text{R}^{6\text{C}}, \text{R}^{6\text{D}}, \text{R}^{7\text{A}}, \text{R}^{7\text{B}}, \text{R}^{7\text{C}}, \text{R}^{7\text{D}}, \text{R}^{7.2\text{B}}, \text{R}^{8\text{A}}, \text{R}^{8\text{B}}, \text{R}^{8\text{C}}, \text{R}^{8\text{D}}, \text{R}^{9\text{A}}, \text{R}^{9\text{B}}, \text{R}^{9\text{C}}, \text{R}^{9\text{D}}, \text{R}^{10\text{A}}, \text{R}^{10\text{B}}, \text{R}^{10\text{C}}$  and  $\text{R}^{10\text{D}}$  are independently hydrogen, halogen,  $-\text{CF}_3$ ,  $-\text{CCl}_3$ ,  $-\text{CBr}_3$ ,  $-\text{Cl}_3$ ,  $-\text{COOH}$ ,  $-\text{CONH}_2$ , substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;  $\text{R}^{1\text{B}}, \text{R}^{1\text{C}}, \text{R}^{2\text{B}}, \text{R}^{2\text{C}}, \text{R}^{3\text{B}}, \text{R}^{3\text{C}}, \text{R}^{4\text{B}}, \text{R}^{4\text{C}}, \text{R}^{5\text{B}}, \text{R}^{5\text{C}}, \text{R}^{6\text{B}}, \text{R}^{6\text{C}}, \text{R}^{7\text{B}}, \text{R}^{7\text{C}}, \text{R}^{8\text{B}}, \text{R}^{8\text{C}}, \text{R}^{9\text{B}}, \text{R}^{9\text{C}}, \text{R}^{10\text{B}}$  and  $\text{R}^{10\text{C}}$  substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; and

$\text{X}^{1.1}, \text{X}^{2.1}, \text{X}^{3.1}, \text{X}^{4.1}, \text{X}^{5.1}, \text{X}^{6.1}, \text{X}^{7.1}, \text{X}^{8.1}, \text{X}^{9.1}$  and  $\text{X}^{10.1}$  are independently  $-\text{Cl}$ ,  $-\text{Br}$ ,  $-\text{I}$  or  $-\text{F}$ ,

wherein at least one of  $\text{X}^1, \text{X}^2$  and  $\text{X}^3$  is N.

24. The pharmaceutical composition of claim 23 for use in treating a disease or disorder mediated by CCR4.

25. A compound having structural Formula (I):



or a pharmaceutically acceptable salt thereof, for use in inhibiting C-C chemokine receptor type 4 (CCR4), wherein:

$X^1$  is  $CR^8$  or N;

$X^2$  is  $CR^9$  or N;

$X^3$  is  $CR^{10}$  or N;

$n_1, n_2, n_3, n_4, n_5, n_6, n_7, n_8, n_9$  and  $n_{10}$  are independently an integer from 0 to 4;

$m_1, m_2, m_3, m_4, m_5, m_6, m_7, m_8, m_9, m_{10}, v_1, v_2, v_3, v_4, v_5, v_6, v_7, v_8, v_9$  and  $v_{10}$  are independently 1 or 2;

$z_1$  is an integer from 0 to 5;

$z_2$  is an integer from 0 to 2;

$z_3$  is an integer from 0 to 11;

$z_4$  is an integer from 0 to 2;

$L^7$  is a bond,  $-O-$ ,  $-S-$ ,  $-NR^{7.2B}-$ ,  $-C(O)-$ ,  $-C(O)O-$ ,  $-S(O)-$ ,  $-S(O)_2-$ , substituted or unsubstituted alkylene, substituted or unsubstituted heteroalkylene, substituted or unsubstituted cycloalkylene, substituted or unsubstituted heterocycloalkylene, substituted or unsubstituted arylene, or substituted or unsubstituted heteroarylene;

$R^1$  is hydrogen, halogen,  $-CX^{1.1}_3$ ,  $-CHX^{1.1}_2$ ,  $-CH_2X^{1.1}$ ,  $-CN$ ,  $-N_3$ ,  $-SO_{n1}R^{1A}$ ,  $-SO_{v1}NR^{1B}R^{1C}$ ,  $-NHN R^{1B}R^{1C}$ ,  $-ONR^{1B}R^{1C}$ ,  $-NHC(O)NHN R^{1B}R^{1C}$ ,  $-NHC(O)NR^{1B}R^{1C}$ ,  $-N(O)_{m1}$ ,  $-NR^{1B}R^{1C}$ ,  $-C(O)R^{1D}$ ,  $-C(O)OR^{1D}$ ,  $-C(O)NR^{1B}R^{1C}$ ,  $-OR^{1A}$ ,  $-NR^{1B}SO_2R^{1A}$ ,  $-NR^{1B}C(O)R^{1D}$ ,  $-NR^{1B}C(O)OR^{1D}$ ,  $-NR^{1B}OR^{1D}$ ,  $-OCX^{1.1}_3$ ,  $-OCHX^{1.1}_2$ , substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted

cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

$R^2$  is hydrogen, halogen,  $-CX^{2.1}_3$ ,  $-CHX^{2.1}_2$ ,  $-CH_2X^{2.1}$ ,  $-CN$ ,  $-N_3$ ,  $-SO_{n2}R^{2A}$ ,  $-SO_{v2}NR^{2B}R^{2C}$ ,  $-NHN R^{2B}R^{2C}$ ,  $-ONR^{2B}R^{2C}$ ,  $-NHC(O)NHN R^{2B}R^{2C}$ ,  $-NHC(O)NR^{2B}R^{2C}$ ,  $-N(O)_{m2}$ ,  $-NR^{2B}R^{2C}$ ,  $-C(O)R^{2D}$ ,  $-C(O)OR^{2D}$ ,  $-C(O)NR^{2B}R^{2C}$ ,  $-OR^{2A}$ ,  $-NR^{2B}SO_2R^{2A}$ ,  $-NR^{2B}C(O)R^{2D}$ ,  $-NR^{2B}C(O)OR^{2D}$ ,  $-NR^{2B}OR^{2D}$ ,  $-OCX^{2.1}_3$ ,  $-OCHX^{2.1}_2$ , substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

$R^3$  is independently hydrogen, halogen,  $-CX^{3.1}_3$ ,  $-CHX^{3.1}_2$ ,  $-CH_2X^{3.1}$ ,  $-CN$ ,  $-N_3$ ,  $-SO_{n3}R^{3A}$ ,  $-SO_{v3}NR^{3B}R^{3C}$ ,  $-NHN R^{3B}R^{3C}$ ,  $-ONR^{3B}R^{3C}$ ,  $-NHC(O)NHN R^{3B}R^{3C}$ ,  $-NHC(O)NR^{3B}R^{3C}$ ,  $-N(O)_{m3}$ ,  $-NR^{3B}R^{3C}$ ,  $-C(O)R^{3D}$ ,  $-C(O)OR^{3D}$ ,  $-C(O)NR^{3B}R^{3C}$ ,  $-OR^{3A}$ ,  $-NR^{3B}SO_2R^{3A}$ ,  $-NR^{3B}C(O)R^{3D}$ ,  $-NR^{3B}C(O)OR^{3D}$ ,  $-NR^{3B}OR^{3D}$ ,  $-OCX^{3.1}_3$ ,  $-OCHX^{3.1}_2$ , substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl or substituted or unsubstituted heteroaryl;

$R^4$  is hydrogen, halogen,  $-CX^{4.1}_3$ ,  $-CHX^{4.1}_2$ ,  $-CH_2X^{4.1}$ ,  $-CN$ ,  $-N_3$ ,  $-SO_{n4}R^{4A}$ ,  $-SO_{v4}NR^{4B}R^{4C}$ ,  $-NHN R^{4B}R^{4C}$ ,  $-ONR^{4B}R^{4C}$ ,  $-NHC(O)NHN R^{4B}R^{4C}$ ,  $-NHC(O)NR^{4B}R^{4C}$ ,  $-N(O)_{m4}$ ,  $-NR^{4B}R^{4C}$ ,  $-C(O)R^{4D}$ ,  $-C(O)OR^{4D}$ ,  $-C(O)NR^{4B}R^{4C}$ ,  $-OR^{4A}$ ,  $-NR^{4B}SO_2R^{4A}$ ,  $-NR^{4B}C(O)R^{4D}$ ,  $-NR^{4B}C(O)OR^{4D}$ ,  $-NR^{4B}OR^{4D}$ ,  $-OCX^{4.1}_3$ ,  $-OCHX^{4.1}_2$ , substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl or substituted or unsubstituted heteroaryl;

$R^5$  is independently hydrogen, halogen, oxo,  $-CX^{5.1}_3$ ,  $-CHX^{5.1}_2$ ,  $-CH_2X^{5.1}$ ,  $-CN$ ,  $-N_3$ ,  $-SO_{n5}R^{5A}$ ,  $-SO_{v5}NR^{5B}R^{5C}$ ,  $-NHN R^{5B}R^{5C}$ ,  $-ONR^{5B}R^{5C}$ ,  $-NHC(O)NHN R^{5B}R^{5C}$ ,  $-NHC(O)NR^{5B}R^{5C}$ ,  $-N(O)_{m5}$ ,  $-NR^{5B}R^{5C}$ ,  $-C(O)R^{5D}$ ,  $-C(O)OR^{5D}$ ,  $-C(O)NR^{5B}R^{5C}$ ,  $-OR^{5A}$ ,  $-NR^{5B}SO_2R^{5A}$ ,  $-NR^{5B}C(O)R^{5D}$ ,  $-NR^{5B}C(O)OR^{5D}$ ,  $-NR^{5B}OR^{5D}$ ,  $-OCX^{5.1}_3$ ,  $-OCHX^{5.1}_2$ , substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl or substituted or unsubstituted heteroaryl;

$R^6$  is independently hydrogen, halogen, oxo,  $-CX^{6.1}_3$ ,  $-CHX^{6.1}_2$ ,  $-CH_2X^{6.1}$ ,  $-CN$ ,  $-N_3$ ,  $-SO_{n6}R^{6A}$ ,  $-SO_{v6}NR^{6B}R^{6C}$ ,  $-NHNR^{6B}R^{6C}$ ,  $-ONR^{6B}R^{6C}$ ,  $-NHC(O)NHNR^{6B}R^{6C}$ ,  $-NHC(O)NR^{6B}R^{6C}$ ,  $-N(O)_{m6}$ ,  $-NR^{6B}R^{6C}$ ,  $-C(O)R^{6D}$ ,  $-C(O)OR^{6D}$ ,  $-C(O)NR^{6B}R^{6C}$ ,  $-OR^{6A}$ ,  $-NR^{6B}SO_2R^{6A}$ ,  $-NR^{6B}C(O)R^{6D}$ ,  $-NR^{6B}C(O)OR^{6D}$ ,  $-NR^{6B}OR^{6D}$ ,  $-OCX^{6.1}_3$ ,  $-OCHX^{6.1}_2$ , substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl or substituted or unsubstituted heteroaryl;

$R^7$  is hydrogen, halogen,  $-CX^{7.1}_3$ ,  $-CHX^{7.1}_2$ ,  $-CH_2X^{7.1}$ ,  $-CN$ ,  $-N_3$ ,  $-SO_{n7}R^{7A}$ ,  $-SO_{v7}NR^{7B}R^{7C}$ ,  $-NHNR^{7B}R^{7C}$ ,  $-ONR^{7B}R^{7C}$ ,  $-NHC(O)NHNR^{7B}R^{7C}$ ,  $-NHC(O)NR^{7B}R^{7C}$ ,  $-N(O)_{m7}$ ,  $-NR^{7B}R^{7C}$ ,  $-C(O)R^{7D}$ ,  $-C(O)OR^{7D}$ ,  $-C(O)NR^{7B}R^{7C}$ ,  $-OR^{7A}$ ,  $-NR^{7B}SO_2R^{7A}$ ,  $-NR^{7B}C(O)R^{7D}$ ,  $-NR^{7B}C(O)OR^{7D}$ ,  $-NR^{7B}OR^{7D}$ ,  $-OCX^{7.1}_3$ ,  $-OCHX^{7.1}_2$ , substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl or substituted or unsubstituted heteroaryl;

$R^8$  is hydrogen, halogen,  $-CX^{8.1}_3$ ,  $-CHX^{8.1}_2$ ,  $-CH_2X^{8.1}$ ,  $-CN$ ,  $-N_3$ ,  $-SO_{n8}R^{8A}$ ,  $-SO_{v8}NR^{8B}R^{8C}$ ,  $-NHNR^{8B}R^{8C}$ ,  $-ONR^{8B}R^{8C}$ ,  $-NHC(O)NHNR^{8B}R^{8C}$ ,  $-NHC(O)NR^{8B}R^{8C}$ ,  $-N(O)_{m8}$ ,  $-NR^{8B}R^{8C}$ ,  $-C(O)R^{8D}$ ,  $-C(O)OR^{8D}$ ,  $-C(O)NR^{8B}R^{8C}$ ,  $-OR^{8A}$ ,  $-NR^{8B}SO_2R^{8A}$ ,  $-NR^{8B}C(O)R^{8D}$ ,  $-NR^{8B}C(O)OR^{8D}$ ,  $-NR^{8B}OR^{8D}$ ,  $-OCX^{8.1}_3$ ,  $-OCHX^{8.1}_2$ , substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

$R^9$  is hydrogen, halogen,  $-CX^{9.1}_3$ ,  $-CHX^{9.1}_2$ ,  $-CH_2X^{9.1}$ ,  $-CN$ ,  $-N_3$ ,  $-SO_{n9}R^{9A}$ ,  $-SO_{v9}NR^{9B}R^{9C}$ ,  $-NHNR^{9B}R^{9C}$ ,  $-ONR^{9B}R^{9C}$ ,  $-NHC(O)NHNR^{9B}R^{9C}$ ,  $-NHC(O)NR^{9B}R^{9C}$ ,  $-N(O)_{m9}$ ,  $-NR^{9B}R^{9C}$ ,  $-C(O)R^{9D}$ ,  $-C(O)OR^{9D}$ ,  $-C(O)NR^{9B}R^{9C}$ ,  $-OR^{9A}$ ,  $-NR^{9B}SO_2R^{9A}$ ,  $-NR^{9B}C(O)R^{9D}$ ,  $-NR^{9B}C(O)OR^{9D}$ ,  $-NR^{9B}OR^{9D}$ ,  $-OCX^{9.1}_3$ ,  $-OCHX^{9.1}_2$ , substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

$R^{10}$  is hydrogen, halogen,  $-CX^{10.1}_3$ ,  $-CHX^{10.1}_2$ ,  $-CH_2X^{10.1}$ ,  $-CN$ ,  $-N_3$ ,  $-SO_{n10}R^{10A}$ ,  $-SO_{v10}NR^{10B}R^{10C}$ ,  $-NHNR^{10B}R^{10C}$ ,  $-ONR^{10B}R^{10C}$ ,  $-NHC(O)NHNR^{10B}R^{10C}$ ,  $-NHC(O)NR^{10B}R^{10C}$ ,  $-N(O)_{m10}$ ,  $-NR^{10B}R^{10C}$ ,  $-C(O)R^{10D}$ ,  $-C(O)OR^{10D}$ ,  $-C(O)NR^{10B}R^{10C}$ ,  $-$

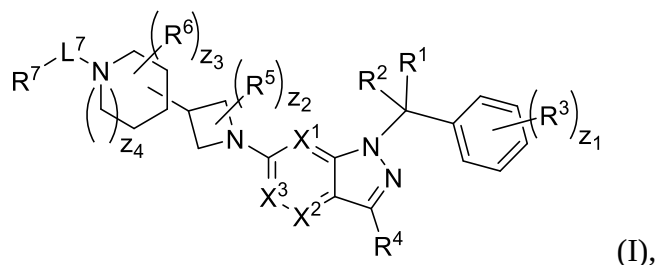
OR<sup>10A</sup>, -NR<sup>10B</sup>SO<sub>2</sub>R<sup>10A</sup>, -NR<sup>10B</sup>C(O)R<sup>10D</sup>, -NR<sup>10B</sup>C(O)OR<sup>10D</sup>, -NR<sup>10B</sup>OR<sup>10D</sup>, -OCX<sup>10.1</sup><sub>3</sub>, -OCHX<sup>10.1</sup><sub>2</sub>, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

R<sup>1A</sup>, R<sup>1B</sup>, R<sup>1C</sup>, R<sup>1D</sup>, R<sup>2A</sup>, R<sup>2B</sup>, R<sup>2C</sup>, R<sup>2D</sup>, R<sup>3A</sup>, R<sup>3B</sup>, R<sup>3C</sup>, R<sup>3D</sup>, R<sup>4A</sup>, R<sup>4B</sup>, R<sup>4C</sup>, R<sup>4D</sup>, R<sup>5A</sup>, R<sup>5B</sup>, R<sup>5C</sup>, R<sup>5D</sup>, R<sup>6A</sup>, R<sup>6B</sup>, R<sup>6C</sup>, R<sup>6D</sup>, R<sup>7A</sup>, R<sup>7B</sup>, R<sup>7C</sup>, R<sup>7D</sup>, R<sup>7.2B</sup>, R<sup>8A</sup>, R<sup>8B</sup>, R<sup>8C</sup>, R<sup>8D</sup>, R<sup>9A</sup>, R<sup>9B</sup>, R<sup>9C</sup>, R<sup>9D</sup>, R<sup>10A</sup>, R<sup>10B</sup>, R<sup>10C</sup> and R<sup>10D</sup> are independently hydrogen, halogen, -CF<sub>3</sub>, -CCl<sub>3</sub>, -CBr<sub>3</sub>, -Cl<sub>3</sub>, -COOH, -CONH<sub>2</sub>, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; R<sup>1B</sup>, R<sup>1C</sup>, R<sup>2B</sup>, R<sup>2C</sup>, R<sup>3B</sup>, R<sup>3C</sup>, R<sup>4B</sup>, R<sup>4C</sup>, R<sup>5B</sup>, R<sup>5C</sup>, R<sup>6B</sup>, R<sup>6C</sup>, R<sup>7B</sup>, R<sup>7C</sup>, R<sup>8B</sup>, R<sup>8C</sup>, R<sup>9B</sup>, R<sup>9C</sup>, R<sup>10B</sup> and R<sup>10C</sup> substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; and

X<sup>1.1</sup>, X<sup>2.1</sup>, X<sup>3.1</sup>, X<sup>4.1</sup>, X<sup>5.1</sup>, X<sup>6.1</sup>, X<sup>7.1</sup>, X<sup>8.1</sup>, X<sup>9.1</sup> and X<sup>10.1</sup> are independently -Cl, -Br, -I or -F,

wherein at least one of X<sup>1</sup>, X<sup>2</sup> and X<sup>3</sup> is N.

26. A compound having structural Formula (I):



or a pharmaceutically acceptable salt thereof, for use in treating a disease or disorder mediated by CCR4, wherein:

X<sup>1</sup> is CR<sup>8</sup> or N;

X<sup>2</sup> is CR<sup>9</sup> or N;

X<sup>3</sup> is CR<sup>10</sup> or N;

n<sub>1</sub>, n<sub>2</sub>, n<sub>3</sub>, n<sub>4</sub>, n<sub>5</sub>, n<sub>6</sub>, n<sub>7</sub>, n<sub>8</sub>, n<sub>9</sub> and n<sub>10</sub> are independently an integer from 0 to

4;

m1, m2, m3, m4, m5, m6, m7, m8, m9, m10, v1, v2, v3, v4, v5, v6, v7, v8, v9 and v10 are independently 1 or 2;

z1 is an integer from 0 to 5;

z2 is an integer from 0 to 2;

z3 is an integer from 0 to 11;

z4 is an integer from 0 to 2;

L<sup>7</sup> is a bond, -O-, -S-, -NR<sup>7.2B</sup>-, -C(O)-, -C(O)O-, -S(O)-, -S(O)<sub>2</sub>-,

substituted or unsubstituted alkylene, substituted or unsubstituted heteroalkylene, substituted or unsubstituted cycloalkylene, substituted or unsubstituted heterocycloalkylene, substituted or unsubstituted arylene, or substituted or unsubstituted heteroarylene;

R<sup>1</sup> is hydrogen, halogen, -CX<sup>1.1</sup><sub>3</sub>, -CHX<sup>1.1</sup><sub>2</sub>, -CH<sub>2</sub>X<sup>1.1</sup>, -CN, -N<sub>3</sub>, -SO<sub>n1</sub>R<sup>1A</sup>, -SO<sub>v1</sub>NR<sup>1B</sup>R<sup>1C</sup>, -NHNR<sup>1B</sup>R<sup>1C</sup>, -ONR<sup>1B</sup>R<sup>1C</sup>, -NHC(O)NHNR<sup>1B</sup>R<sup>1C</sup>, -NHC(O)NR<sup>1B</sup>R<sup>1C</sup>, -N(O)<sub>m1</sub>, -NR<sup>1B</sup>R<sup>1C</sup>, -C(O)R<sup>1D</sup>, -C(O)OR<sup>1D</sup>, -C(O)NR<sup>1B</sup>R<sup>1C</sup>, -OR<sup>1A</sup>, -NR<sup>1B</sup>SO<sub>2</sub>R<sup>1A</sup>, -NR<sup>1B</sup>C(O)R<sup>1D</sup>, -NR<sup>1B</sup>C(O)OR<sup>1D</sup>, -NR<sup>1B</sup>OR<sup>1D</sup>, -OCX<sup>1.1</sup><sub>3</sub>, -OCHX<sup>1.1</sup><sub>2</sub>, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

R<sup>2</sup> is hydrogen, halogen, -CX<sup>2.1</sup><sub>3</sub>, -CHX<sup>2.1</sup><sub>2</sub>, -CH<sub>2</sub>X<sup>2.1</sup>, -CN, -N<sub>3</sub>, -SO<sub>n2</sub>R<sup>2A</sup>, -SO<sub>v2</sub>NR<sup>2B</sup>R<sup>2C</sup>, -NHNR<sup>2B</sup>R<sup>2C</sup>, -ONR<sup>2B</sup>R<sup>2C</sup>, -NHC(O)NHNR<sup>2B</sup>R<sup>2C</sup>, -NHC(O)NR<sup>2B</sup>R<sup>2C</sup>, -N(O)<sub>m2</sub>, -NR<sup>2B</sup>R<sup>2C</sup>, -C(O)R<sup>2D</sup>, -C(O)OR<sup>2D</sup>, -C(O)NR<sup>2B</sup>R<sup>2C</sup>, -OR<sup>2A</sup>, -NR<sup>2B</sup>SO<sub>2</sub>R<sup>2A</sup>, -NR<sup>2B</sup>C(O)R<sup>2D</sup>, -NR<sup>2B</sup>C(O)OR<sup>2D</sup>, -NR<sup>2B</sup>OR<sup>2D</sup>, -OCX<sup>2.1</sup><sub>3</sub>, -OCHX<sup>2.1</sup><sub>2</sub>, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

R<sup>3</sup> is independently hydrogen, halogen, -CX<sup>3.1</sup><sub>3</sub>, -CHX<sup>3.1</sup><sub>2</sub>, -CH<sub>2</sub>X<sup>3.1</sup>, -CN, -N<sub>3</sub>, -SO<sub>n3</sub>R<sup>3A</sup>, -SO<sub>v3</sub>NR<sup>3B</sup>R<sup>3C</sup>, -NHNR<sup>3B</sup>R<sup>3C</sup>, -ONR<sup>3B</sup>R<sup>3C</sup>, -NHC(O)NHNR<sup>3B</sup>R<sup>3C</sup>, -NHC(O)NR<sup>3B</sup>R<sup>3C</sup>, -N(O)<sub>m3</sub>, -NR<sup>3B</sup>R<sup>3C</sup>, -C(O)R<sup>3D</sup>, -C(O)OR<sup>3D</sup>, -C(O)NR<sup>3B</sup>R<sup>3C</sup>, -OR<sup>3A</sup>, -NR<sup>3B</sup>SO<sub>2</sub>R<sup>3A</sup>, -NR<sup>3B</sup>C(O)R<sup>3D</sup>, -NR<sup>3B</sup>C(O)OR<sup>3D</sup>, -NR<sup>3B</sup>OR<sup>3D</sup>, -OCX<sup>3.1</sup><sub>3</sub>, -OCHX<sup>3.1</sup><sub>2</sub>, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl or substituted or unsubstituted heteroaryl;

$R^4$  is hydrogen, halogen,  $-CX^{4.1}_3$ ,  $-CHX^{4.1}_2$ ,  $-CH_2X^{4.1}$ ,  $-CN$ ,  $-N_3$ ,  $-SO_{n4}R^{4A}$ ,  $-SO_{v4}NR^{4B}R^{4C}$ ,  $-NHN R^{4B}R^{4C}$ ,  $-ONR^{4B}R^{4C}$ ,  $-NHC(O)NHN R^{4B}R^{4C}$ ,  $-NHC(O)NR^{4B}R^{4C}$ ,  $-N(O)_{m4}$ ,  $-NR^{4B}R^{4C}$ ,  $-C(O)R^{4D}$ ,  $-C(O)OR^{4D}$ ,  $-C(O)NR^{4B}R^{4C}$ ,  $-OR^{4A}$ ,  $-NR^{4B}SO_2R^{4A}$ ,  $-NR^{4B}C(O)R^{4D}$ ,  $-NR^{4B}C(O)OR^{4D}$ ,  $-NR^{4B}OR^{4D}$ ,  $-OCX^{4.1}_3$ ,  $-OCHX^{4.1}_2$ , substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl or substituted or unsubstituted heteroaryl;

$R^5$  is independently hydrogen, halogen, oxo,  $-CX^{5.1}_3$ ,  $-CHX^{5.1}_2$ ,  $-CH_2X^{5.1}$ ,  $-CN$ ,  $-N_3$ ,  $-SO_{n5}R^{5A}$ ,  $-SO_{v5}NR^{5B}R^{5C}$ ,  $-NHN R^{5B}R^{5C}$ ,  $-ONR^{5B}R^{5C}$ ,  $-NHC(O)NHN R^{5B}R^{5C}$ ,  $-NHC(O)NR^{5B}R^{5C}$ ,  $-N(O)_{m5}$ ,  $-NR^{5B}R^{5C}$ ,  $-C(O)R^{5D}$ ,  $-C(O)OR^{5D}$ ,  $-C(O)NR^{5B}R^{5C}$ ,  $-OR^{5A}$ ,  $-NR^{5B}SO_2R^{5A}$ ,  $-NR^{5B}C(O)R^{5D}$ ,  $-NR^{5B}C(O)OR^{5D}$ ,  $-NR^{5B}OR^{5D}$ ,  $-OCX^{5.1}_3$ ,  $-OCHX^{5.1}_2$ , substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl or substituted or unsubstituted heteroaryl;

$R^6$  is independently hydrogen, halogen, oxo,  $-CX^{6.1}_3$ ,  $-CHX^{6.1}_2$ ,  $-CH_2X^{6.1}$ ,  $-CN$ ,  $-N_3$ ,  $-SO_{n6}R^{6A}$ ,  $-SO_{v6}NR^{6B}R^{6C}$ ,  $-NHN R^{6B}R^{6C}$ ,  $-ONR^{6B}R^{6C}$ ,  $-NHC(O)NHN R^{6B}R^{6C}$ ,  $-NHC(O)NR^{6B}R^{6C}$ ,  $-N(O)_{m6}$ ,  $-NR^{6B}R^{6C}$ ,  $-C(O)R^{6D}$ ,  $-C(O)OR^{6D}$ ,  $-C(O)NR^{6B}R^{6C}$ ,  $-OR^{6A}$ ,  $-NR^{6B}SO_2R^{6A}$ ,  $-NR^{6B}C(O)R^{6D}$ ,  $-NR^{6B}C(O)OR^{6D}$ ,  $-NR^{6B}OR^{6D}$ ,  $-OCX^{6.1}_3$ ,  $-OCHX^{6.1}_2$ , substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl or substituted or unsubstituted heteroaryl;

$R^7$  is hydrogen, halogen,  $-CX^{7.1}_3$ ,  $-CHX^{7.1}_2$ ,  $-CH_2X^{7.1}$ ,  $-CN$ ,  $-N_3$ ,  $-SO_{n7}R^{7A}$ ,  $-SO_{v7}NR^{7B}R^{7C}$ ,  $-NHN R^{7B}R^{7C}$ ,  $-ONR^{7B}R^{7C}$ ,  $-NHC(O)NHN R^{7B}R^{7C}$ ,  $-NHC(O)NR^{7B}R^{7C}$ ,  $-N(O)_{m7}$ ,  $-NR^{7B}R^{7C}$ ,  $-C(O)R^{7D}$ ,  $-C(O)OR^{7D}$ ,  $-C(O)NR^{7B}R^{7C}$ ,  $-OR^{7A}$ ,  $-NR^{7B}SO_2R^{7A}$ ,  $-NR^{7B}C(O)R^{7D}$ ,  $-NR^{7B}C(O)OR^{7D}$ ,  $-NR^{7B}OR^{7D}$ ,  $-OCX^{7.1}_3$ ,  $-OCHX^{7.1}_2$ , substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl or substituted or unsubstituted heteroaryl;

$R^8$  is hydrogen, halogen,  $-CX^{8.1}_3$ ,  $-CHX^{8.1}_2$ ,  $-CH_2X^{8.1}$ ,  $-CN$ ,  $-N_3$ ,  $-SO_{n8}R^{8A}$ ,  $-SO_{v8}NR^{8B}R^{8C}$ ,  $-NHN R^{8B}R^{8C}$ ,  $-ONR^{8B}R^{8C}$ ,  $-NHC(O)NHN R^{8B}R^{8C}$ ,  $-NHC(O)NR^{8B}R^{8C}$ ,  $-N(O)_{m8}$ ,  $-NR^{8B}R^{8C}$ ,  $-C(O)R^{8D}$ ,  $-C(O)OR^{8D}$ ,  $-C(O)NR^{8B}R^{8C}$ ,  $-OR^{8A}$ ,  $-NR^{8B}SO_2R^{8A}$ ,  $-$

$\text{NR}^{8\text{B}}\text{C}(\text{O})\text{R}^{8\text{D}}$ ,  $-\text{NR}^{8\text{B}}\text{C}(\text{O})\text{OR}^{8\text{D}}$ ,  $-\text{NR}^{8\text{B}}\text{OR}^{8\text{D}}$ ,  $-\text{OCX}^{8.1.3}$ ,  $-\text{OCHX}^{8.1.2}$ , substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

$\text{R}^9$  is hydrogen, halogen,  $-\text{CX}^{9.1.3}$ ,  $-\text{CHX}^{9.1.2}$ ,  $-\text{CH}_2\text{X}^{9.1}$ ,  $-\text{CN}$ ,  $-\text{N}_3$ ,  $-\text{SO}_{\text{n}9}\text{R}^{9\text{A}}$ ,  $-\text{SO}_{\text{v}9}\text{NR}^{9\text{B}}\text{R}^{9\text{C}}$ ,  $-\text{NHNr}^{9\text{B}}\text{R}^{9\text{C}}$ ,  $-\text{ONR}^{9\text{B}}\text{R}^{9\text{C}}$ ,  $-\text{NHC}(\text{O})\text{NHNr}^{9\text{B}}\text{R}^{9\text{C}}$ ,  $-\text{NHC}(\text{O})\text{NR}^{9\text{B}}\text{R}^{9\text{C}}$ ,  $-\text{N}(\text{O})_{\text{m}9}$ ,  $-\text{NR}^{9\text{B}}\text{R}^{9\text{C}}$ ,  $-\text{C}(\text{O})\text{R}^{9\text{D}}$ ,  $-\text{C}(\text{O})\text{OR}^{9\text{D}}$ ,  $-\text{C}(\text{O})\text{NR}^{9\text{B}}\text{R}^{9\text{C}}$ ,  $-\text{OR}^{9\text{A}}$ ,  $-\text{NR}^{9\text{B}}\text{SO}_2\text{R}^{9\text{A}}$ ,  $-\text{NR}^{9\text{B}}\text{C}(\text{O})\text{R}^{9\text{D}}$ ,  $-\text{NR}^{9\text{B}}\text{C}(\text{O})\text{OR}^{9\text{D}}$ ,  $-\text{NR}^{9\text{B}}\text{OR}^{9\text{D}}$ ,  $-\text{OCX}^{9.1.3}$ ,  $-\text{OCHX}^{9.1.2}$ , substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

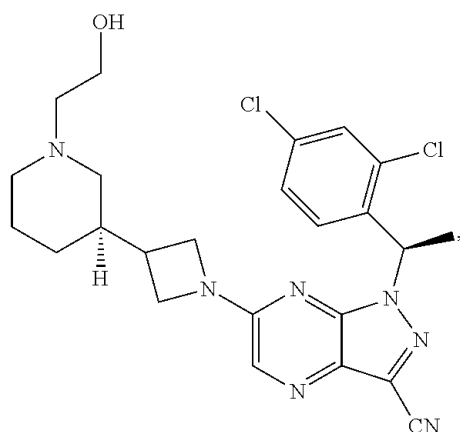
$\text{R}^{10}$  is hydrogen, halogen,  $-\text{CX}^{10.1.3}$ ,  $-\text{CHX}^{10.1.2}$ ,  $-\text{CH}_2\text{X}^{10.1}$ ,  $-\text{CN}$ ,  $-\text{N}_3$ ,  $-\text{SO}_{\text{n}10}\text{R}^{10\text{A}}$ ,  $-\text{SO}_{\text{v}10}\text{NR}^{10\text{B}}\text{R}^{10\text{C}}$ ,  $-\text{NHNr}^{10\text{B}}\text{R}^{10\text{C}}$ ,  $-\text{ONR}^{10\text{B}}\text{R}^{10\text{C}}$ ,  $-\text{NHC}(\text{O})\text{NHNr}^{10\text{B}}\text{R}^{10\text{C}}$ ,  $-\text{NHC}(\text{O})\text{NR}^{10\text{B}}\text{R}^{10\text{C}}$ ,  $-\text{N}(\text{O})_{\text{m}10}$ ,  $-\text{NR}^{10\text{B}}\text{R}^{10\text{C}}$ ,  $-\text{C}(\text{O})\text{R}^{10\text{D}}$ ,  $-\text{C}(\text{O})\text{OR}^{10\text{D}}$ ,  $-\text{C}(\text{O})\text{NR}^{10\text{B}}\text{R}^{10\text{C}}$ ,  $-\text{OR}^{10\text{A}}$ ,  $-\text{NR}^{10\text{B}}\text{SO}_2\text{R}^{10\text{A}}$ ,  $-\text{NR}^{10\text{B}}\text{C}(\text{O})\text{R}^{10\text{D}}$ ,  $-\text{NR}^{10\text{B}}\text{C}(\text{O})\text{OR}^{10\text{D}}$ ,  $-\text{NR}^{10\text{B}}\text{OR}^{10\text{D}}$ ,  $-\text{OCX}^{10.1.3}$ ,  $-\text{OCHX}^{10.1.2}$ , substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

$\text{R}^{1\text{A}}, \text{R}^{1\text{B}}, \text{R}^{1\text{C}}, \text{R}^{1\text{D}}, \text{R}^{2\text{A}}, \text{R}^{2\text{B}}, \text{R}^{2\text{C}}, \text{R}^{2\text{D}}, \text{R}^{3\text{A}}, \text{R}^{3\text{B}}, \text{R}^{3\text{C}}, \text{R}^{3\text{D}}, \text{R}^{4\text{A}}, \text{R}^{4\text{B}}, \text{R}^{4\text{C}}, \text{R}^{4\text{D}}, \text{R}^{5\text{A}}, \text{R}^{5\text{B}}, \text{R}^{5\text{C}}, \text{R}^{5\text{D}}, \text{R}^{6\text{A}}, \text{R}^{6\text{B}}, \text{R}^{6\text{C}}, \text{R}^{6\text{D}}, \text{R}^{7\text{A}}, \text{R}^{7\text{B}}, \text{R}^{7\text{C}}, \text{R}^{7\text{D}}, \text{R}^{7.2\text{B}}, \text{R}^{8\text{A}}, \text{R}^{8\text{B}}, \text{R}^{8\text{C}}, \text{R}^{8\text{D}}, \text{R}^{9\text{A}}, \text{R}^{9\text{B}}, \text{R}^{9\text{C}}, \text{R}^{9\text{D}}, \text{R}^{10\text{A}}, \text{R}^{10\text{B}}, \text{R}^{10\text{C}}$  and  $\text{R}^{10\text{D}}$  are independently hydrogen, halogen,  $-\text{CF}_3$ ,  $-\text{CCl}_3$ ,  $-\text{CBr}_3$ ,  $-\text{Cl}_3$ ,  $-\text{COOH}$ ,  $-\text{CONH}_2$ , substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;  $\text{R}^{1\text{B}}, \text{R}^{1\text{C}}, \text{R}^{2\text{B}}, \text{R}^{2\text{C}}, \text{R}^{3\text{B}}, \text{R}^{3\text{C}}, \text{R}^{4\text{B}}, \text{R}^{4\text{C}}, \text{R}^{5\text{B}}, \text{R}^{5\text{C}}, \text{R}^{6\text{B}}, \text{R}^{6\text{C}}, \text{R}^{7\text{B}}, \text{R}^{7\text{C}}, \text{R}^{8\text{B}}, \text{R}^{8\text{C}}, \text{R}^{9\text{B}}, \text{R}^{9\text{C}}, \text{R}^{10\text{B}}$  and  $\text{R}^{10\text{C}}$  substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; and

$\text{X}^{1.1}, \text{X}^{2.1}, \text{X}^{3.1}, \text{X}^{4.1}, \text{X}^{5.1}, \text{X}^{6.1}, \text{X}^{7.1}, \text{X}^{8.1}, \text{X}^{9.1}$  and  $\text{X}^{10.1}$  are independently  $-\text{Cl}$ ,  $-\text{Br}$ ,  $-\text{I}$  or  $-\text{F}$ ,

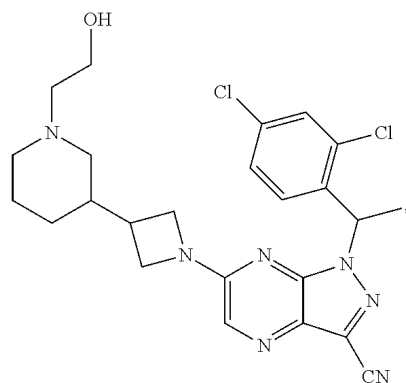
wherein at least one of  $\text{X}^1, \text{X}^2$  and  $\text{X}^3$  is N.

27. A compound having the formula:



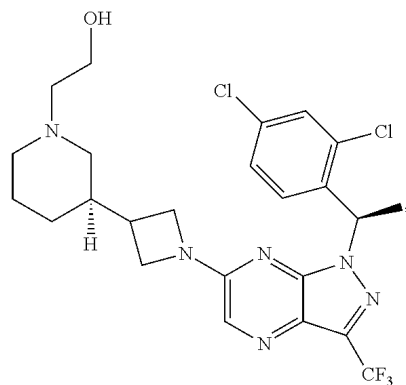
or a pharmaceutically acceptable salt thereof.

28. A compound having the formula:



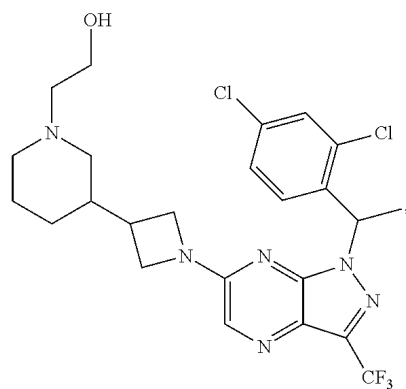
or a pharmaceutically acceptable salt thereof.

29. A compound having the formula:



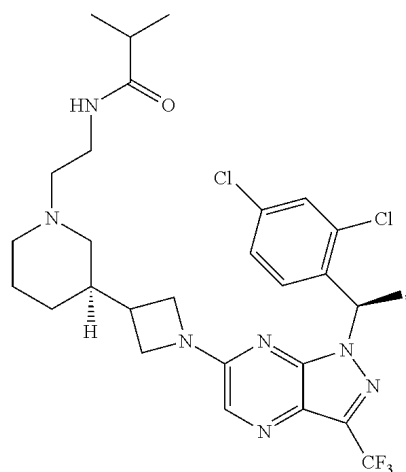
or a pharmaceutically acceptable salt thereof.

30. A compound having the formula:



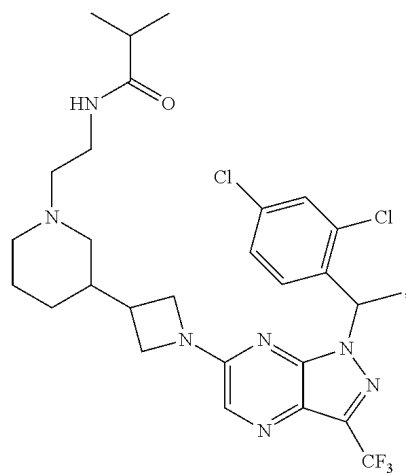
or a pharmaceutically acceptable salt thereof.

31. A compound having the formula:



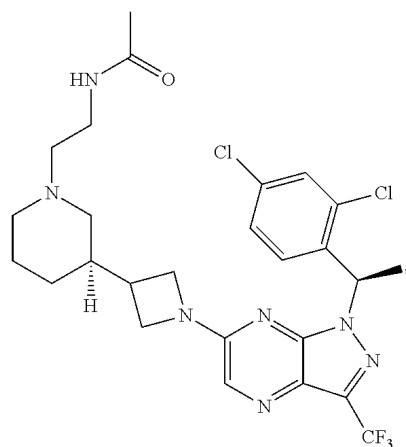
or a pharmaceutically acceptable salt thereof.

32. A compound having the formula:



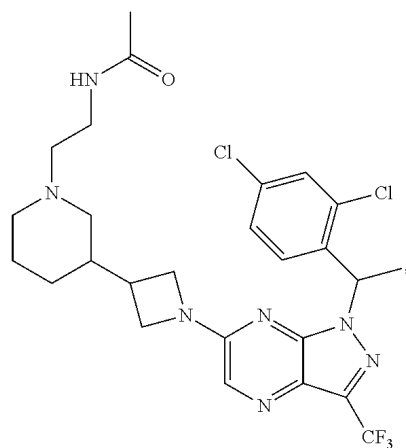
or a pharmaceutically acceptable salt thereof.

33. A compound having the formula:



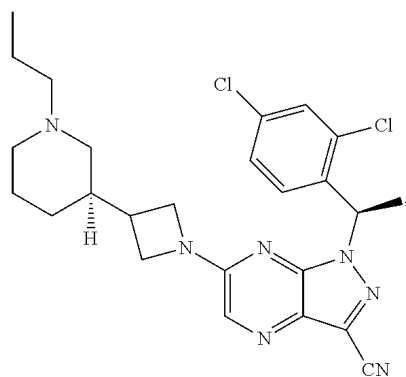
or a pharmaceutically acceptable salt thereof.

34. A compound having the formula:



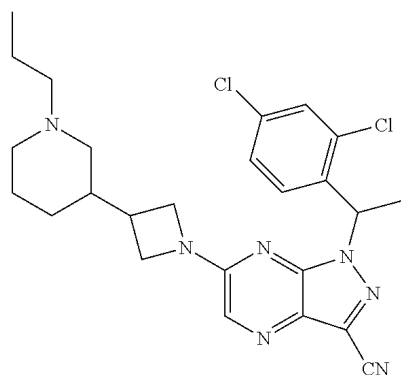
or a pharmaceutically acceptable salt thereof.

35. A compound having the formula:



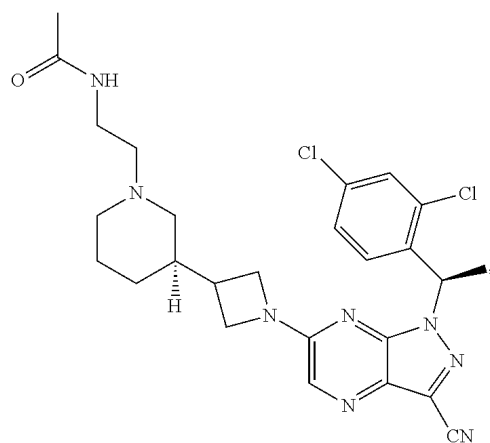
or a pharmaceutically acceptable salt thereof.

36. A compound having the formula:



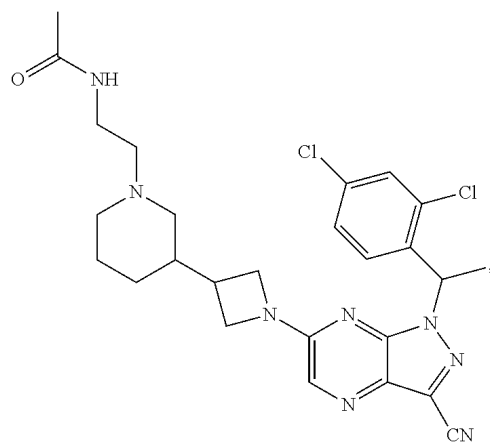
or a pharmaceutically acceptable salt thereof.

37. A compound having the formula:



or a pharmaceutically acceptable salt thereof.

38. A compound having the formula:



or a pharmaceutically acceptable salt thereof.

39. The pharmaceutical composition of claim 24 or compound of claim 25 or 26, wherein the disease or disorder is cancer.

40. The pharmaceutical composition of claim 24 or compound of claim 25 or 26 of claim 39, wherein the disease or disorder is cancer selected from the group consisting of solid and lymphoid cancers, kidney, breast, lung, bladder, colon, ovarian, prostate, pancreas, stomach, brain, head and neck, skin, uterine, testicular, glioma, esophagus, and liver cancer, including hepatocarcinoma, lymphoma, including B-acute lymphoblastic lymphoma, non-Hodgkin's lymphomas, Burkitt's, Small Cell, and Large Cell lymphomas, Hodgkin's lymphoma, leukemia (including MDS, AML, ALL, ATLL and CML), multiple myeloma, brain cancer, glioma, glioblastoma, neuroblastoma, prostate cancer, colorectal cancer, pancreatic cancer, cervical cancer, gastric cancer, ovarian cancer, lung cancer, cancer of the head, cancer of the thyroid, endocrine system, brain, breast, cervix, colon, head & neck, liver, kidney, lung, non-small cell lung, melanoma, mesothelioma, ovary, sarcoma, stomach, uterus, Medulloblastoma, colorectal cancer, pancreatic cancer, thyroid carcinoma, cholangiocarcinoma, pancreatic adenocarcinoma, skin cutaneous melanoma, colon adenocarcinoma, rectum adenocarcinoma, stomach adenocarcinoma, esophageal carcinoma, head and neck squamous cell carcinoma, breast invasive carcinoma, lung adenocarcinoma, lung squamous cell carcinoma, Hodgkin's Disease, Non-Hodgkin's Lymphoma, multiple myeloma, neuroblastoma, glioma, glioblastoma multiforme, ovarian cancer, rhabdomyosarcoma, primary thrombocytosis, primary macroglobulinemia, primary brain tumors, malignant pancreatic insulanoma, malignant carcinoid, urinary bladder cancer, premalignant skin lesions, testicular cancer, lymphomas, thyroid cancer, neuroblastoma, esophageal cancer, genitourinary tract cancer, malignant hypercalcemia, endometrial cancer, adrenal cortical cancer, neoplasms of the endocrine or exocrine pancreas, medullary thyroid cancer, medullary thyroid carcinoma, melanoma, colorectal cancer, papillary thyroid cancer, hepatocellular carcinoma, prostate cancer, thyroid carcinoma, cholangiocarcinoma, pancreatic adenocarcinoma, skin cutaneous melanoma, colon adenocarcinoma, rectum adenocarcinoma, stomach adenocarcinoma, esophageal carcinoma, head and neck squamous cell carcinoma, breast invasive carcinoma, lung adenocarcinoma, lung squamous cell carcinoma, medullary thyroid carcinoma, familial medullary thyroid carcinoma, acinar carcinoma, acinous carcinoma, adenocystic carcinoma, adenoid cystic carcinoma, carcinoma adenomatosum, carcinoma of adrenal cortex, alveolar carcinoma, alveolar cell

carcinoma, basal cell carcinoma, carcinoma basocellulare, basaloid carcinoma, basosquamous cell carcinoma, bronchioalveolar carcinoma, bronchiolar carcinoma, bronchogenic carcinoma, cerebriform carcinoma, cholangiocellular carcinoma, chorionic carcinoma, colloid carcinoma, comedo carcinoma, corpus carcinoma, cribriform carcinoma, carcinoma en cuirasse, carcinoma cutaneum, cylindrical carcinoma, cylindrical cell carcinoma, duct carcinoma, carcinoma durum, embryonal carcinoma, encephaloid carcinoma, epiermoid carcinoma, carcinoma epitheliale adenoides, exophytic carcinoma, carcinoma ex ulcere, carcinoma fibrosum, gelatiniformi carcinoma, gelatinous carcinoma, giant cell carcinoma, carcinoma gigantocellulare, glandular carcinoma, granulosa cell carcinoma, hair-matrix carcinoma, hematoid carcinoma, hepatocellular carcinoma, Hurthle cell carcinoma, hyaline carcinoma, hypernephroid carcinoma, infantile embryonal carcinoma, carcinoma in situ, intraepidermal carcinoma, intraepithelial carcinoma, Krompecher's carcinoma, Kulchitzky-cell carcinoma, large-cell carcinoma, lenticular carcinoma, carcinoma lenticulare, lipomatous carcinoma, lymphoepithelial carcinoma, carcinoma medullare, medullary carcinoma, melanotic carcinoma, carcinoma molle, mucinous carcinoma, carcinoma muciparum, carcinoma mucocellulare, mucoepidermoid carcinoma, carcinoma mucosum, mucous carcinoma, carcinoma myxomatodes, nasopharyngeal carcinoma, oat cell carcinoma, carcinoma ossificans, osteoid carcinoma, papillary carcinoma, periportal carcinoma, preinvasive carcinoma, prickle cell carcinoma, pultaceous carcinoma, renal cell carcinoma of kidney, reserve cell carcinoma, carcinoma sarcomatodes, schneiderian carcinoma, scirrhous carcinoma, carcinoma scroti, signet-ring cell carcinoma, carcinoma simplex, small-cell carcinoma, solanoid carcinoma, spheroidal cell carcinoma, spindle cell carcinoma, carcinoma spongiosum, squamous carcinoma, squamous cell carcinoma, string carcinoma, carcinoma telangiectaticum, carcinoma telangiectodes, transitional cell carcinoma, carcinoma tuberosum, tuberous carcinoma, verrucous carcinoma, or carcinoma villosum.