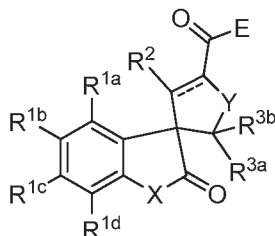


What Is Claimed Is:

I A compound having Formula I:



I

wherein:

5 R^{1a} , R^{1b} , R^{1c} , and R^{1d} are independently selected from the group consisting of hydrogen, halogen, hydroxy, amino, nitro, cyano, alkoxy, aryloxy, optionally substituted alkyl, haloalkyl, optionally substituted cycloalkyl, optionally substituted alkenyl, optionally substituted cycloalkenyl, optionally substituted aryl, optionally substituted heteroaryl, carboxamido, and sulfonamido;

10 R^2 is selected from the group consisting of optionally substituted aryl and optionally substituted heteroaryl;

R^{3a} is selected from the group consisting of halo, optionally substituted alkyl, optionally substituted (cycloalkyl)alkyl, optionally substituted cycloalkyl, optionally substituted alkenyl, optionally substituted cycloalkenyl, optionally substituted aryl, and
15 optionally substituted heteroaryl;

R^{3a} is selected from the group consisting of halo, optionally substituted alkyl, optionally substituted (cycloalkyl)alkyl, optionally substituted cycloalkyl, optionally substituted alkenyl, optionally substituted cycloalkenyl, optionally substituted aryl, and optionally substituted heteroaryl; or

20 R^{3a} and R^{3b} taken together form a 3- to 9-membered optionally substituted cycloalkyl or a 3- to 9-membered optionally substituted heterocyclo;

E is selected from the group consisting of $-OR^{26a}$ and $-NR^{26b}R^{26c}$;

R^{26a} is selected from the group consisting of hydrogen, optionally substituted alkyl, optionally substituted cycloalkyl, and optionally substituted aryl;

25 R^{26b} is selected from the group consisting of hydrogen and optionally substituted C_1 - C_6 alkyl;

R^{26c} is selected from the group consisting of hydrogen, optionally substituted alkyl, optionally substituted cycloalkyl, optionally substituted heterocyclo, optionally substituted aryl, optionally substituted heteroaryl, aralkyl, and $-SO_2R^{5b}$; or

R^{26b} and R^{26c} taken together form a 4- to 9-membered optionally substituted
5 heterocyclo;

X is selected from the group consisting of O, S, and NR' ;

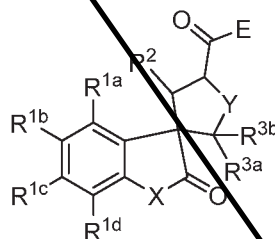
Y is selected from the group consisting of O, S, and NR'' ;

R' is selected from the group consisting of hydrogen, optionally substituted alkyl, aralkyl, and optionally substituted cycloalkyl;

10 R'' is selected from the group consisting of hydrogen, optionally substituted alkyl, aralkyl, and optionally substituted cycloalkyl; and

$\equiv$ represents a single or a double bond,
or a pharmaceutically acceptable salt thereof.

15 2. The compound of claim 1 having Formula III:

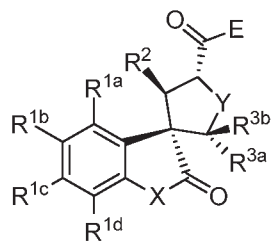


III,

or a pharmaceutically acceptable salt thereof.

3. The compound of claim 2 having Formula VI:

20

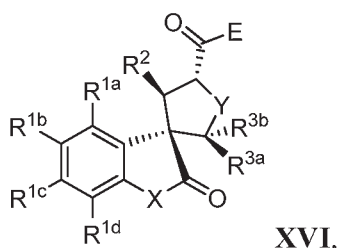


VI,

or a pharmaceutically acceptable salt thereof.

4. The compound of claim 2 having Formula XVI:

25



or a pharmaceutically acceptable salt thereof.

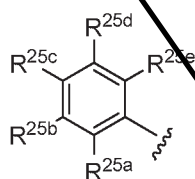
5. The compound of any one of claims 1-4, wherein:
 5 E is $-\text{NR}^{26b}\text{R}^{26c}$;
 R^2 is optionally substituted aryl;
 R^{3a} is halo or $\text{C}_1\text{-C}_{10}$ alkyl;
 R^{3b} is halo or $\text{C}_1\text{-C}_{10}$ alkyl; or
 R^{3a} and R^{3b} taken together form a 3- to 9-membered optionally substituted
 10 cycloalkyl or a 3- to 9-membered optionally substituted heterocyclo;
 R^{26b} is hydrogen; and
 X and Y are NH ,
 or a pharmaceutically acceptable salt thereof.
- 15 6. The compound of any one of claims 1-5, wherein R^{3a} and R^{3b} are each independently $\text{C}_1\text{-C}_{10}$ alkyl, or a pharmaceutically acceptable salt thereof.
7. The compound of any one of claims 1-5, wherein R^{3a} and R^{3b} taken together form a 4- to 8-membered optionally substituted cycloalkyl or a 4- to 8-membered optionally
 20 substituted heterocyclo, or a pharmaceutically acceptable salt thereof.
8. The compound of claim 7, wherein R^{3a} and R^{3b} taken together form a 6-membered optionally substituted heterocyclo, or a pharmaceutically acceptable salt thereof.
- 25 9. The compound of claim 8, wherein R^{3a} and R^{3b} taken together form an optionally substituted piperidine or a tetrahydropyran, or a pharmaceutically acceptable salt thereof.

10. The compound of claim 7, wherein R^{3a} and R^{3b} taken together form a 4- to 8-membered optionally substituted cycloalkyl, or a pharmaceutically acceptable salt thereof.

5 11. The compound of claim 10, wherein R^{3a} and R^{3b} are taken together to form an unsubstituted cyclobutyl, cyclopentyl, cyclohexyl, or cycloheptyl ring, or a pharmaceutically acceptable salt thereof.

12. The compound of any one of claims 1-11, wherein:
 10 R^{1a} and R^{1d} are each hydrogen;
 R^{1b} is selected from the group consisting of hydrogen and fluoro; and
 R^{1c} is selected from the group consisting of fluoro and chloro,
 or a pharmaceutically acceptable salt thereof.

15 13. The compound of any one of claims 1-12, wherein R^2 is optionally substituted aryl having Formula R2-1:

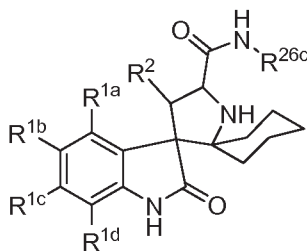


R2-1

wherein R^{25a} , R^{25b} , R^{25c} , R^{25d} , and R^{25e} are each independently selected from the group consisting of hydrogen, halogen, hydroxy, nitro, amino, cyano, alkoxy, alkyl, or
 20 haloalkyl, or a pharmaceutically acceptable salt thereof.

14. The compound of any one of claims 1-12, wherein R^2 is optionally substituted pyridyl, or a pharmaceutically acceptable salt thereof.

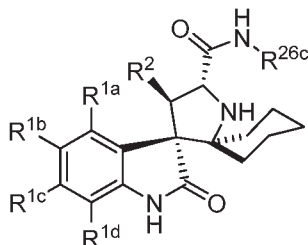
25 15. The compound of claim 1 having Formula XXVI



XXVI,

or a pharmaceutically acceptable salt thereof.

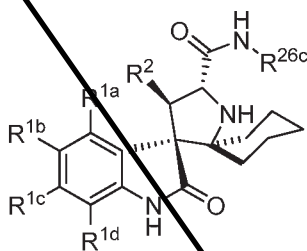
16. The compound of claim 15 having Formula **XXVII**:



XXVII,

or a pharmaceutically acceptable salt thereof.

17. The compound of claim 15 having Formula **XXVIII**:



XXVIII,

or a pharmaceutically acceptable salt thereof.

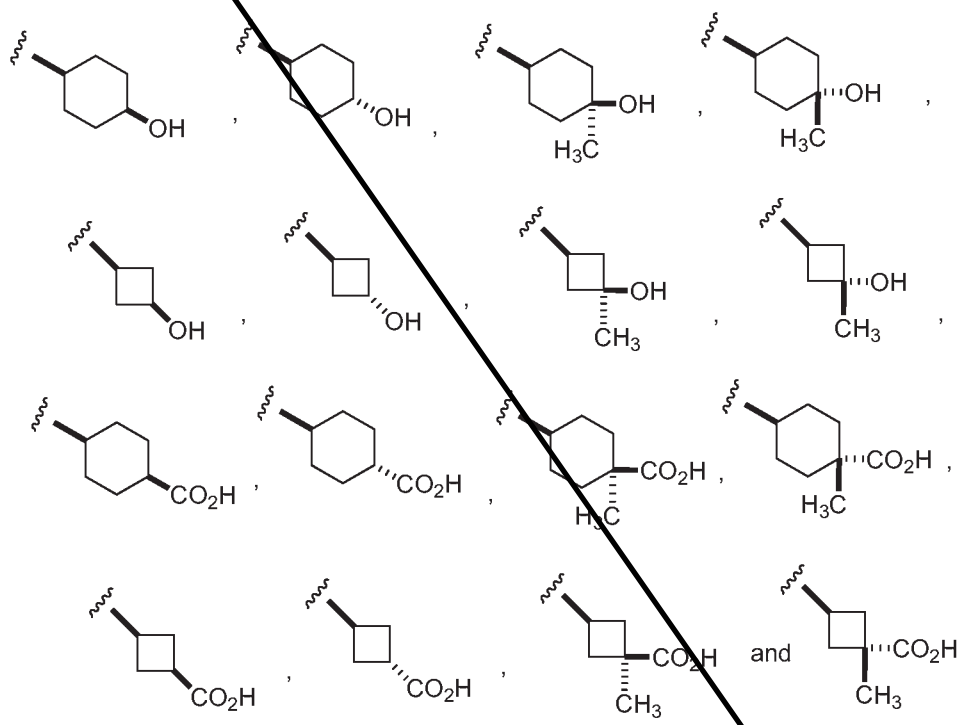
18. The compound of any one of claims 1-17, wherein R^{26c} is optionally substituted alkyl, or a pharmaceutically acceptable salt thereof.

19. The compound of claim 18, wherein the optionally substituted alkyl is substituted with an optionally substituted cycloalkyl, or a pharmaceutically acceptable salt thereof.

20. The compound of claim 18, wherein the optionally substituted alkyl is substituted with an optionally substituted heteroaryl, or a pharmaceutically acceptable salt thereof.

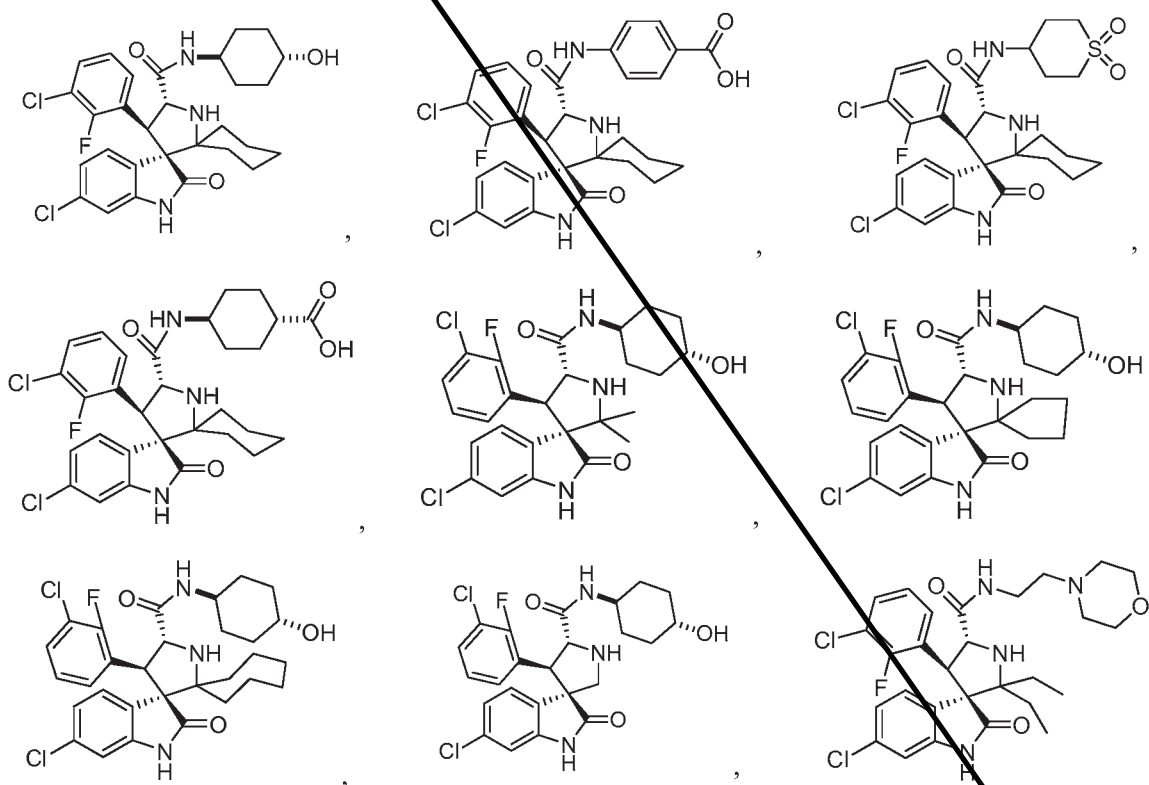
21. The compound of any one of claims 1-17, wherein R^{26c} is aralkyl, or a pharmaceutically acceptable salt thereof.

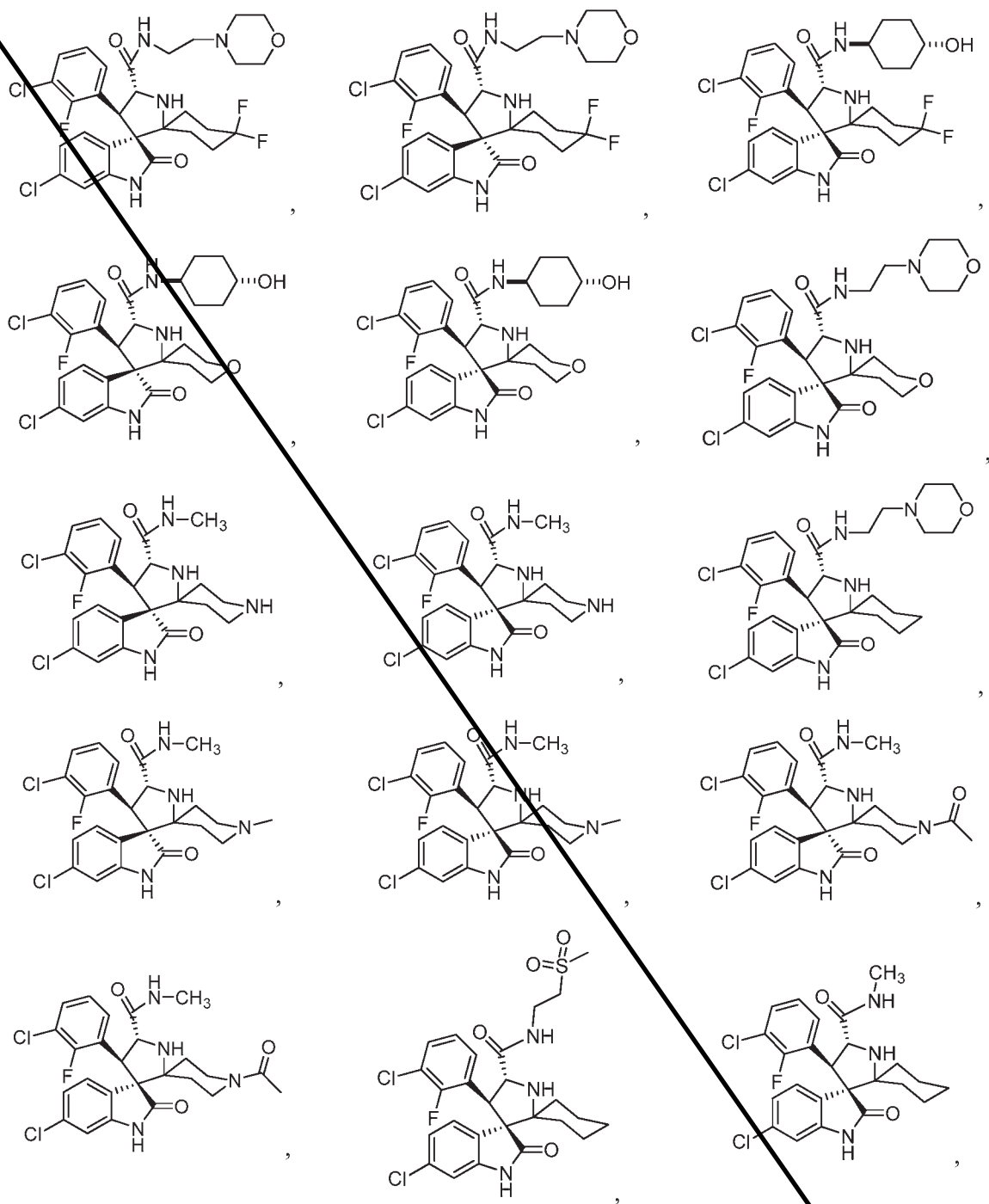
22. The compound of any one of claims 1-17, wherein R^{26c} is optionally substituted cycloalkyl, or a pharmaceutically acceptable salt thereof.
23. The compound claim 22, wherein R^{26c} is hydroxycycloalkyl, or a
5 pharmaceutically acceptable salt thereof.
24. The compound of claim 22, wherein the optionally substituted cycloalkyl is substituted with at least one $-CO_2H$, or a pharmaceutically acceptable salt thereof.
- 10 25. The compound of claim 22, wherein R^{26c} is selected from the group consisting of:

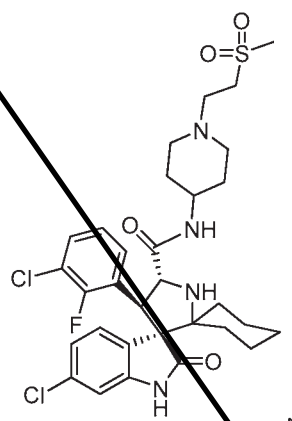
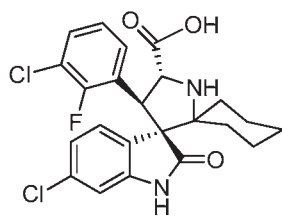
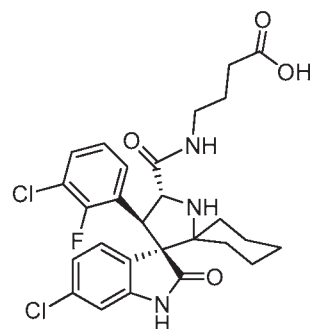
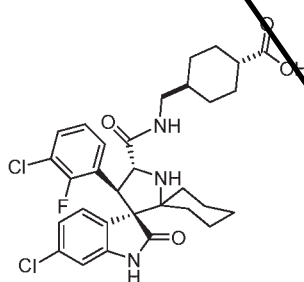
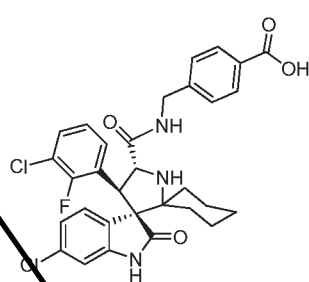
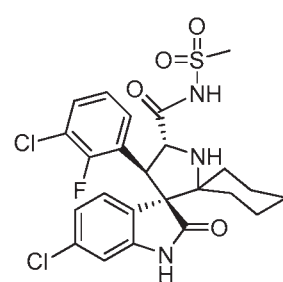
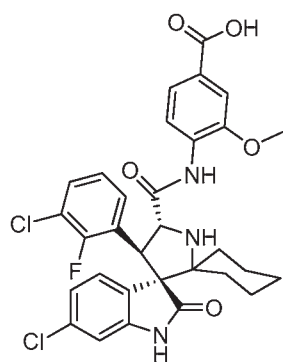
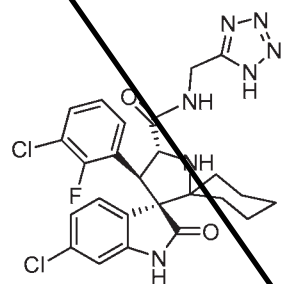
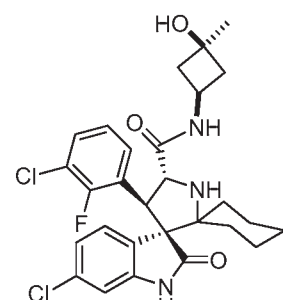
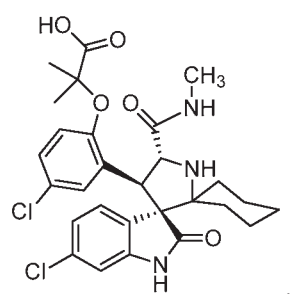
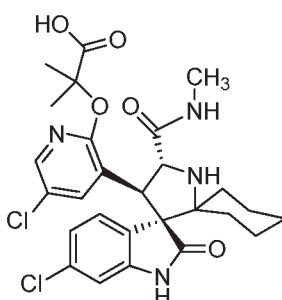
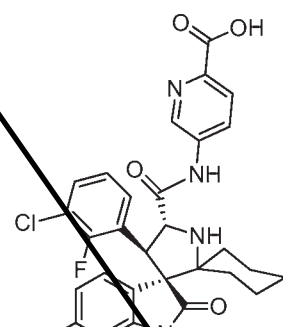


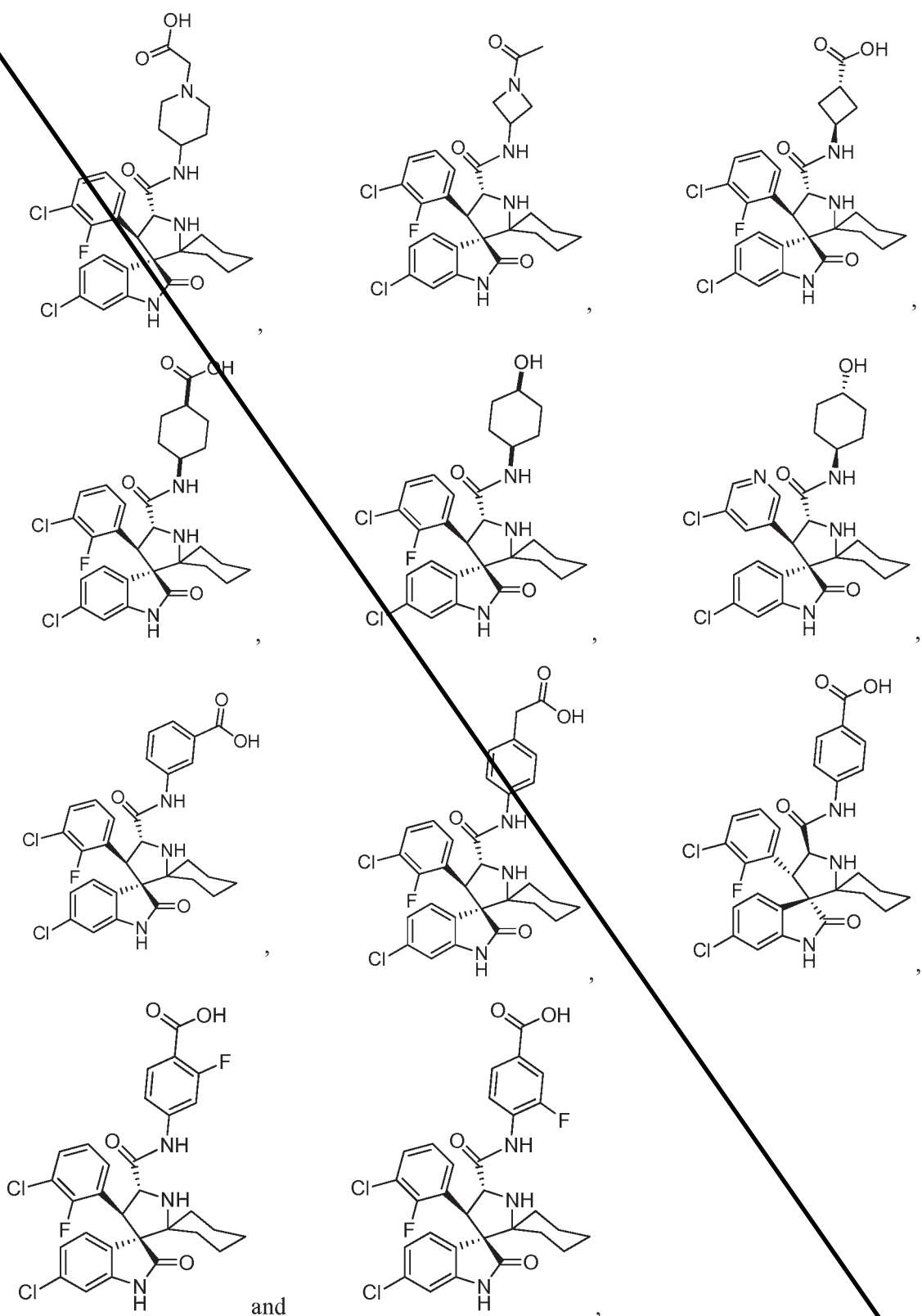
- or a pharmaceutically acceptable salt thereof.
26. The compound of any one of claims 1-17 wherein R^{26c} is optionally substituted
15 heterocyclo, or a pharmaceutically acceptable salt thereof.
27. The compound of any one of claims 1-17, wherein R^{26c} is optionally substituted aryl, or a pharmaceutically acceptable salt thereof.

28. The compound of claim 27, wherein R^{26c} is optionally substituted phenyl, or a pharmaceutically acceptable salt thereof.
29. The compound of claim 28, wherein the optionally substituted phenyl is substituted with at least one $-CO_2H$, or a pharmaceutically acceptable salt thereof.
30. The compound of any one of claims 1-17, wherein R^{26c} is optionally substituted heteroaryl, or a pharmaceutically acceptable salt thereof.
31. The compound of claim 30, wherein R^{26c} is optionally substituted pyridyl, or a pharmaceutically acceptable salt thereof.
32. A compound selected from the group consisting of:



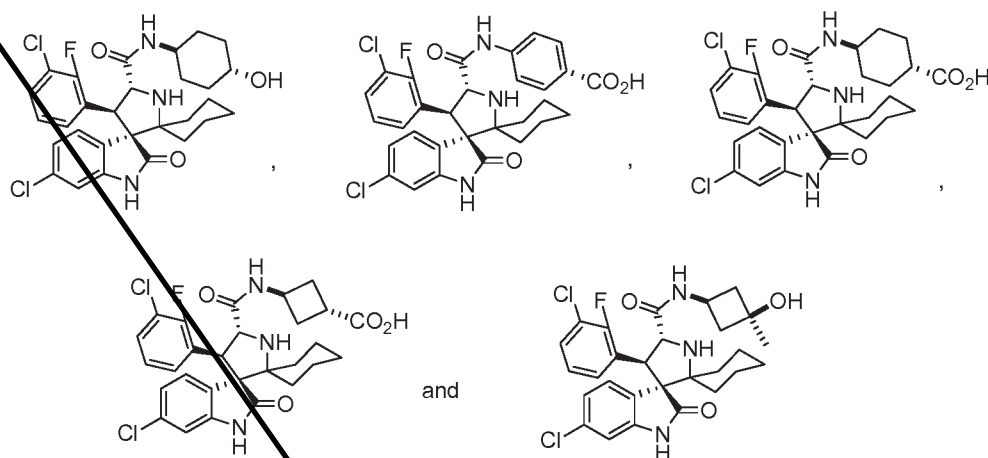






or a pharmaceutically acceptable salt thereof.

33. A compound selected from the group consisting of:



or a pharmaceutically acceptable salt thereof.

5

34. The compound of claim 1, wherein E is -OR^{26a}, or a pharmaceutically acceptable salt thereof.

35. The compound of claim 34, wherein R^{26a} is hydrogen, or a pharmaceutically acceptable salt thereof.

10

36. A pharmaceutical composition comprising the compound of any one of claims 1-33, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.

15

37. A method of treating a patient comprising administering to the patient a therapeutically effective amount of the compound of any one of claims 1-33, or a pharmaceutically acceptable salt thereof, wherein the patient has a hyperproliferative disease.

20

38. The method of claim 37, wherein the hyperproliferative disease is cancer.

39. The method of claim 38, wherein the cancer is selected from the group consisting of melanoma, lung cancer, sarcoma, colon cancer, prostate cancer, choriocarcinoma,

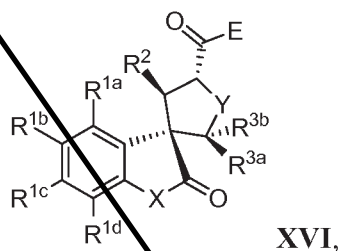
breast cancer, retinoblastoma, stomach carcinoma, acute myeloid leukemia, lymphoma, multiple myeloma, and leukemia.

40. The method of claim 39, wherein the cancer is selected from the group consisting of liposarcoma and melanoma.

41. A kit comprising a compound of any one of claims 1-33, or a pharmaceutically acceptable salt thereof, and instructions for administering the compound to a patient having a hyperproliferative disease.

42. The kit of claim 41, wherein the hyperproliferative disease is cancer.

43. A method of preparing a compound having Formula XVI:



comprising:

a) allowing a compound of claim 3 to isomerize; and

b) isolating the compound having Formula XVI substantially free from the compound of claim 3,

wherein X and Y are NH.

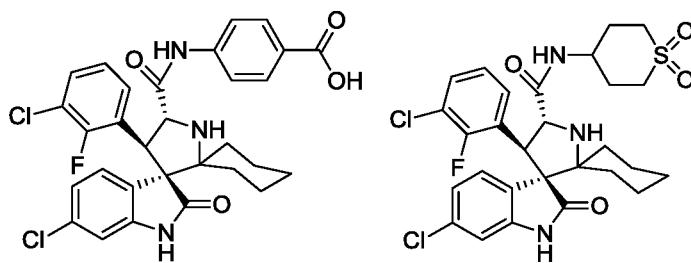
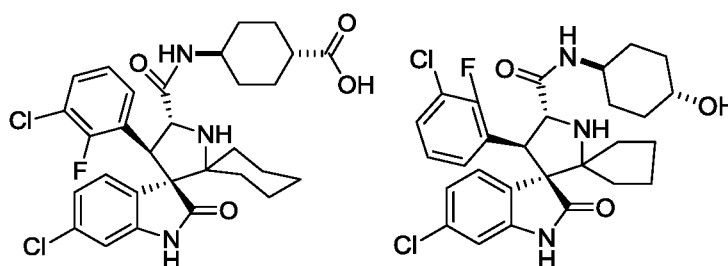
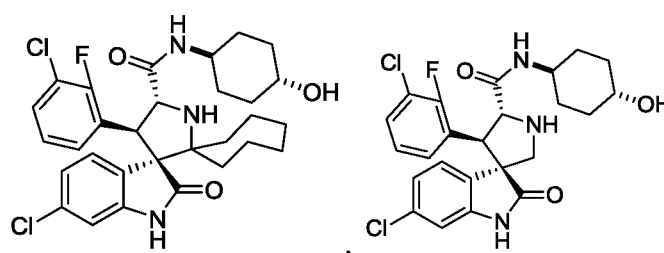
44. The method of claim 43, wherein E is $-OR^{26a}$.

45. The method of claim 43, wherein E is $-NR^{26b}R^{26c}$.

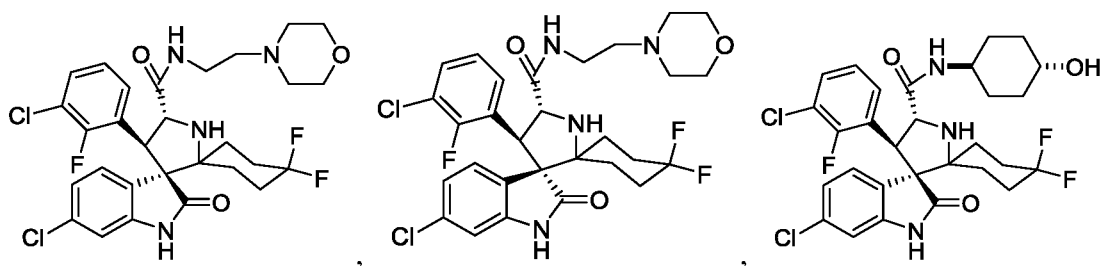
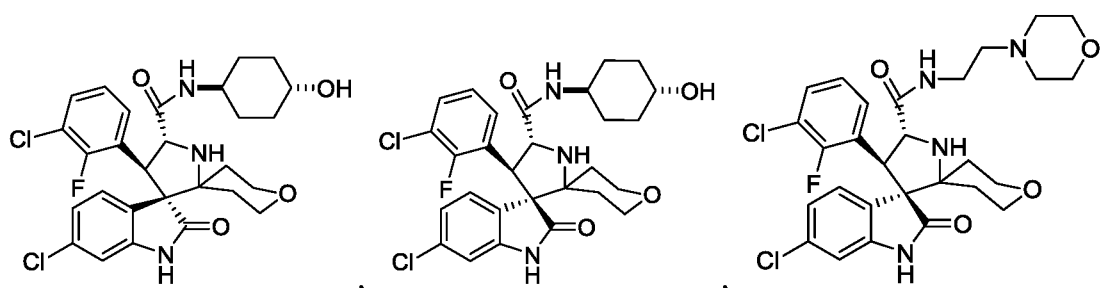
46. The method of any one of claims 43-45, wherein R^{3a} and R^{3b} taken together form a 3- to 9-membered optionally substituted cycloalkyl.

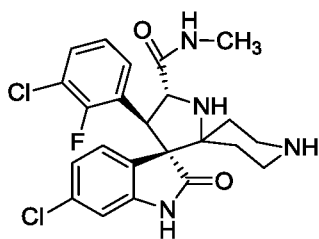
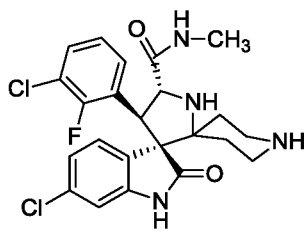
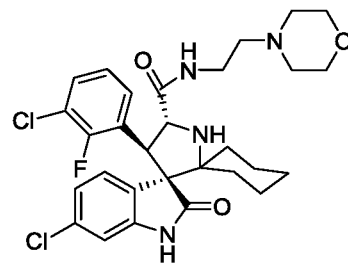
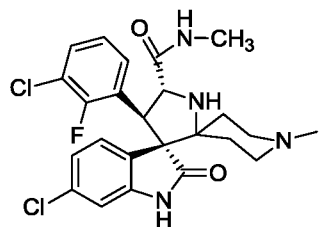
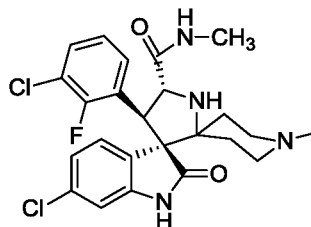
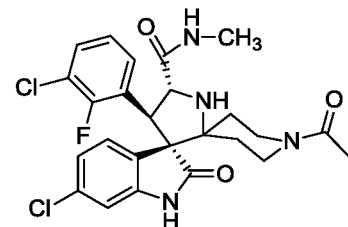
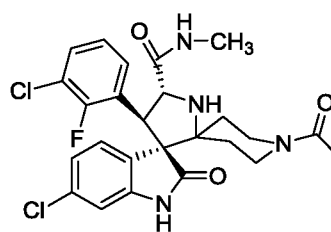
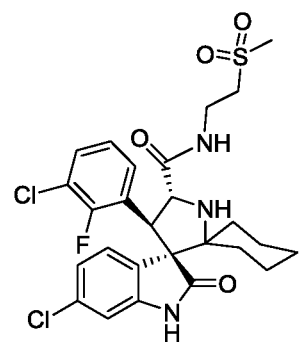
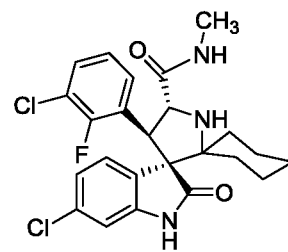
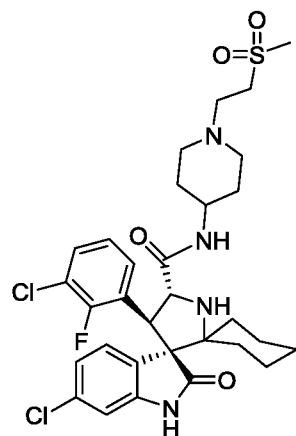
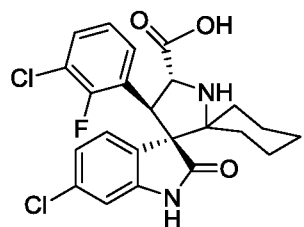
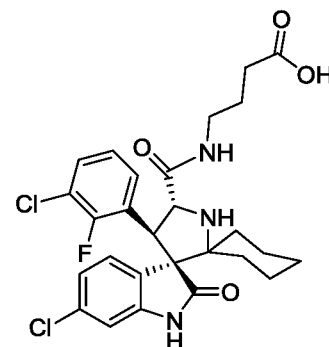
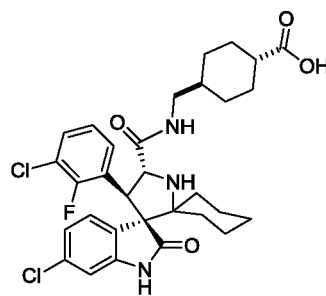
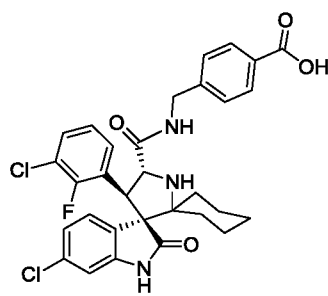
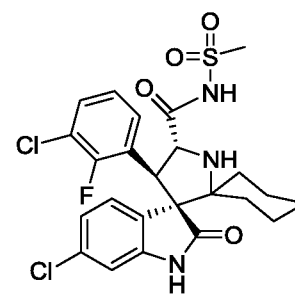
CLAIMS

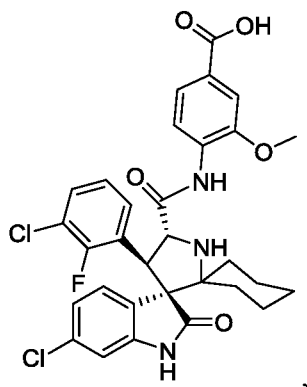
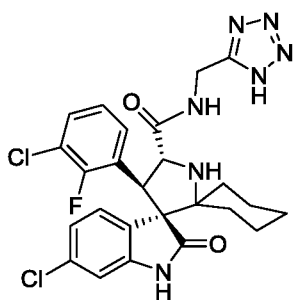
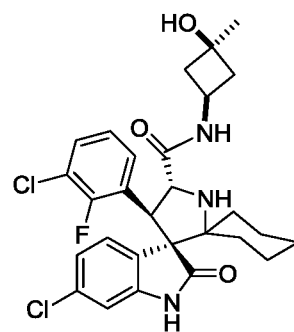
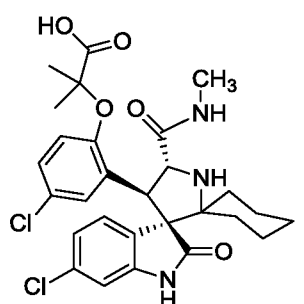
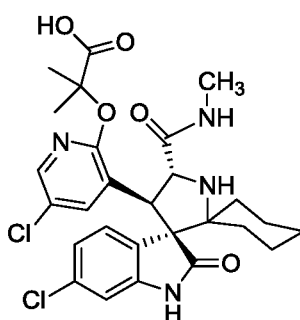
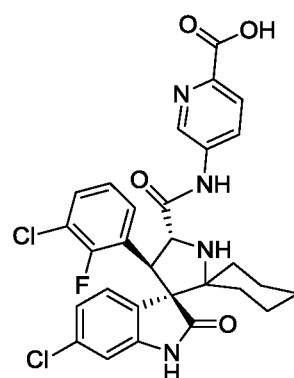
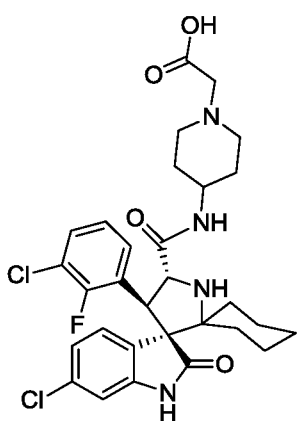
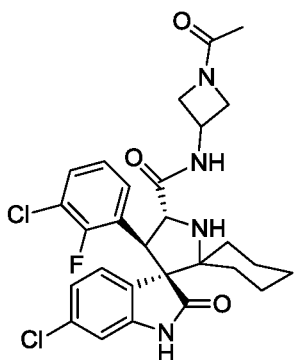
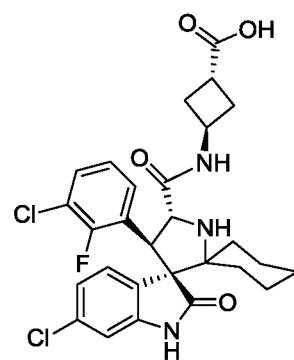
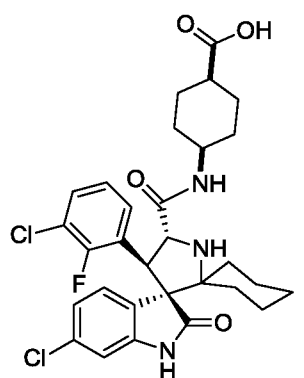
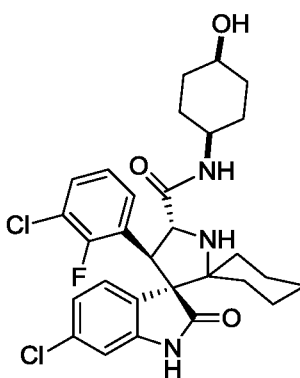
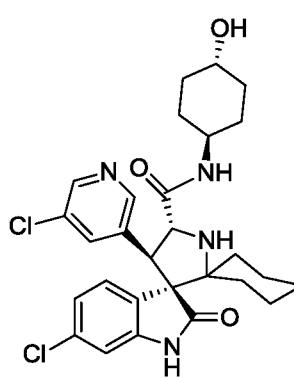
1. A compound selected from the group consisting of:

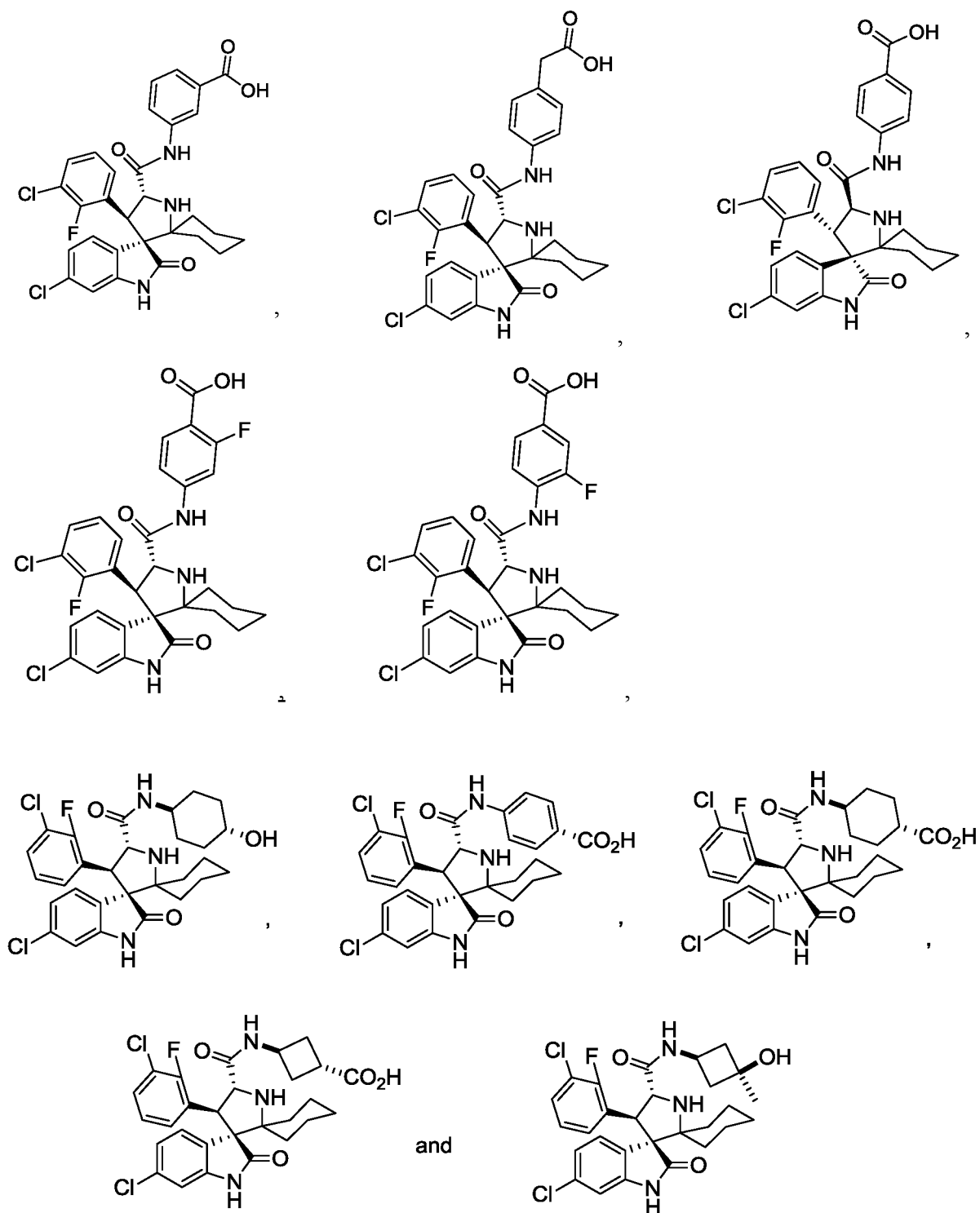


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or a pharmaceutically acceptable salt thereof.

2. A pharmaceutical composition comprising the compound of claim 1, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.

3. A method of treatment of melanoma, lung cancer, sarcoma, colon cancer, prostate cancer, choriocarcinoma, breast cancer, retinoblastoma, stomach carcinoma, acute myeloid leukemia,

lymphoma, multiple myeloma, and leukemia, comprising administering to patient in need thereof a compound of claim 1 or the pharmaceutical composition of claim 2.

4. Use of a compound of claim 1 for the manufacture of a medicament for the treatment of melanoma, lung cancer, sarcoma, colon cancer, prostate cancer, choriocarcinoma, breast cancer, retinoblastoma, stomach carcinoma, acute myeloid leukemia, lymphoma, multiple myeloma, and leukemia.

5. A kit comprising a compound of claim 1, or a pharmaceutically acceptable salt, thereof, and instructions for administering the compound to a patient having cancer.