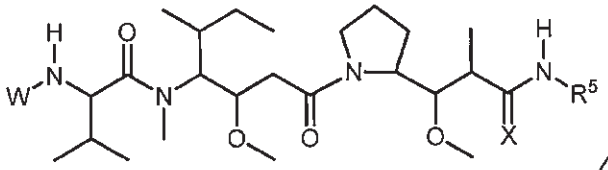
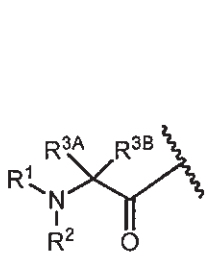
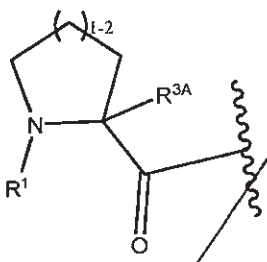
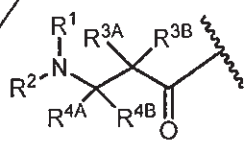
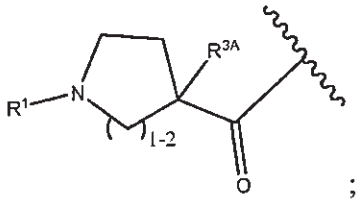
We claim:

1. A compound of formula **I**:



I

or a pharmaceutically acceptable salt or solvate thereof, wherein, independently for each occurrence,

W is , ,  or ;

R^1 is hydrogen, C_1-C_8 alkyl or C_1-C_8 haloalkyl;

R^2 is hydrogen, C_1-C_8 alkyl or C_1-C_8 haloalkyl;

R^{3A} and R^{3B} are either of the following:

(i) R^{3A} is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl, halogen or aralkyl; and

R^{3B} is C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl, aralkyl or halogen; or

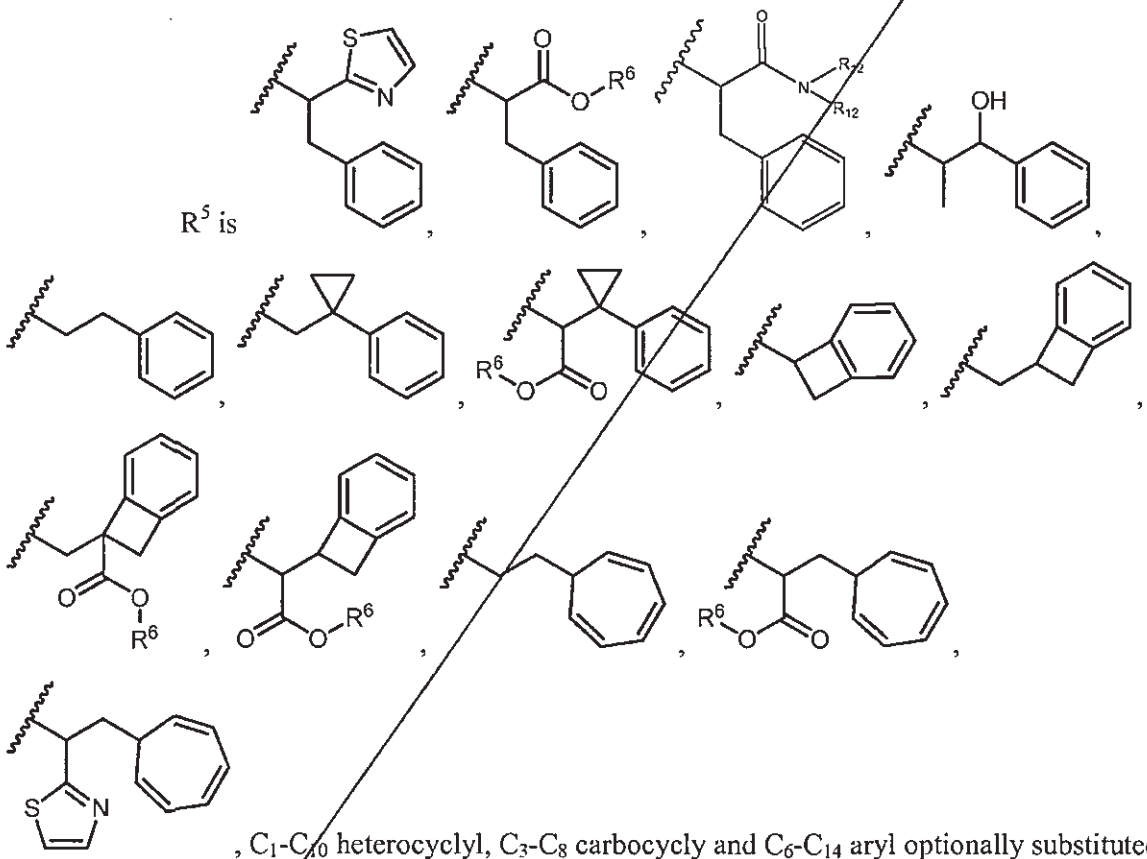
(ii) R^{3A} and R^{3B} taken together are C_2-C_8 alkylene or C_1-C_8 heteroalkylene;

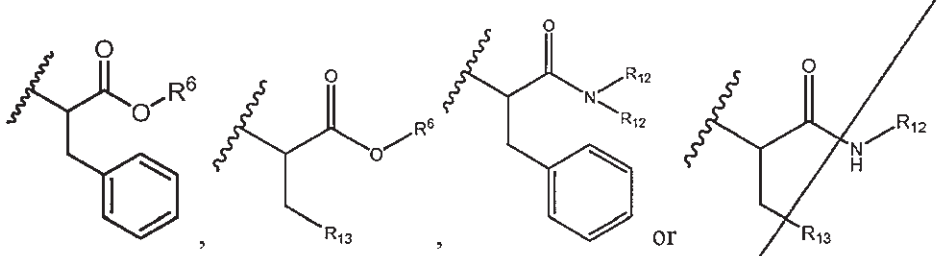
R^{4A} and R^{4B} are either of the following:

(i) R^{4A} is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl; and

R^{4B} is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl; or

(ii) R^{4A} and R^{4B} taken together are C_2-C_8 alkylene or C_1-C_8 heteroalkylene;

R^5 is , C_1-C_{10} heterocyclyl, C_3-C_8 carbocycly and C_6-C_{14} aryl optionally substituted with 1, 2, 3, 4 or 5 groups independently selected from the group consisting of -C_1-C_8 alkyl, -C_1-C_8 alkyl-N(R')$_2$, -C_1-C_8 alkyl-C(O)R', -C_1-C_8 alkyl-C(O)OR' -O-(C_1-C_8 alkyl), -C(O)R', -OC(O)R', -C(O)OR', -C(O)N(R')$_2$, -NHC(O)R', -S(O)$_2$R', -S(O)R', -OH, halogen, -N_3, -N(R')$_2$, -CN, -NHC(=NH)NH_2, -$NHCONH_2$, -S(=O)$_2$R' and -SR', wherein each R' is independently selected from the group consisting of hydrogen, C_1-C_8 alkyl and unsubstituted aryl, or two R' can, together with the nitrogen to which they are attached, form a C_1-C_{10} heterocyclyl;

or R^5 is 

optionally substituted with 1, 2, 3, 4 or 5 groups independently selected from the group consisting of C_1-C_8 alkyl, -C_1-C_8 alkyl-N(R')$_2$, -C_1-C_8 alkyl-C(O)R', -C_1-C_8 alkyl-C(O)OR', -O-(C_1-C_8 alkyl), -C(O)R', -OC(O)R', -C(O)OR', -C(O)N(R')$_2$, -NHC(O)R', -S(O)$_2$R', -S(O)R', -OH, halogen, -N_3, -N(R')$_2$, -CN, -NHC(=NH)NH_2, -$NHCONH_2$, -S(=O)$_2$R', -SR' and arylene-R', wherein each R' is independently selected from the group consisting of hydrogen, C_1-C_8 alkyl, C_1-C_8heterocyclyl, C_1-C_{10}alkylene-C_3-C_8heterocyclyl and aryl, or two R' can, together with the nitrogen to which they are attached, form a C_1-C_{10} heterocyclyl;

R^6 is hydrogen, -C_1-C_8 alkyl, -C_2-C_8 alkenyl, -C_2-C_8 alkynyl or -C_1-C_8 haloalkyl;

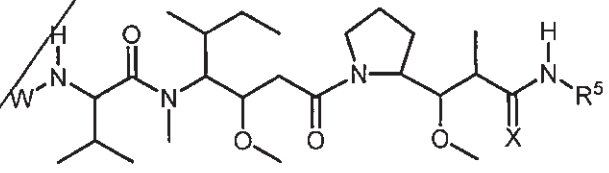
R^{12} is hydrogen, C_1-C_4 alkyl, C_1-C_{10} heterocyclyl or C_6-C_{14} aryl;

R^{13} is C_1-C_{10} heterocyclyl; and

X is O or S;

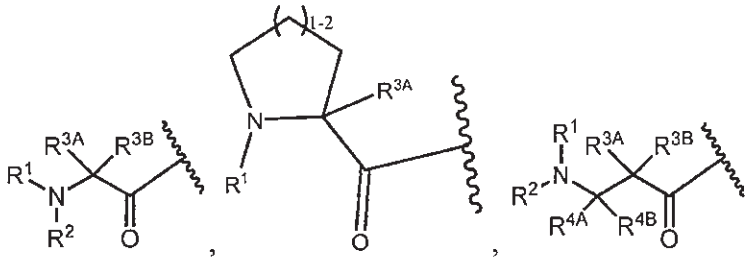
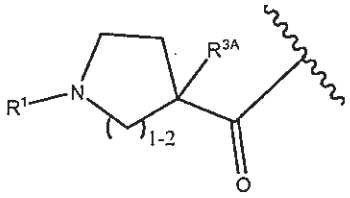
provided that when R^{3A} is hydrogen X is S.

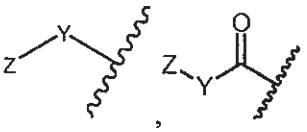
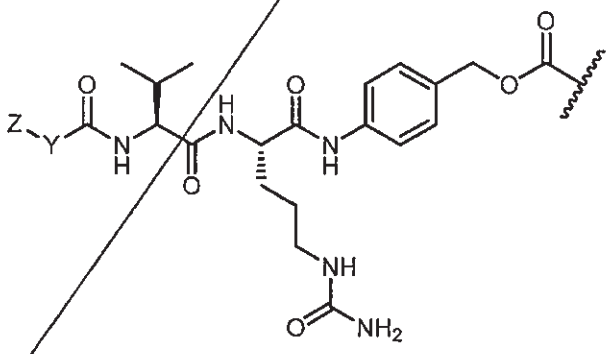
2. A compound of formula **IIa**:



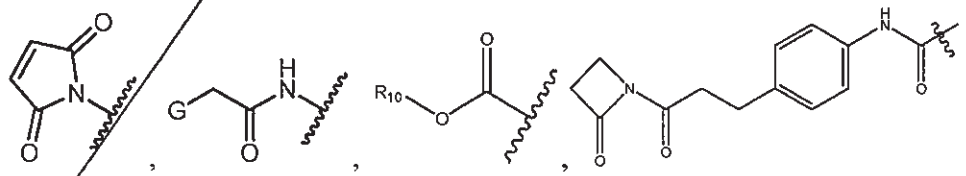
IIa

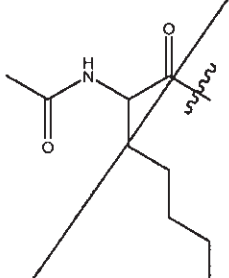
or a pharmaceutically acceptable salt or solvate thereof, wherein, independently for each occurrence,

W is  or ;

R^1 is  or ;

Y is -C_2-C_{20} alkylene-, -C_2-C_{20} heteroalkylene-; -C_3-C_8 carbocyclo-, -arylene-, -C_3-C_8heterocyclo-, -C_1-C_{10}alkylene-arylene-, -arylene-C_1-C_{10}alkylene-, -C_1-C_{10}alkylene-(C_3-C_8carbocyclo)-, -(C_3-C_8carbocyclo)-C_1-C_{10}alkylene-, -C_1-C_{10}alkylene-(C_3-C_8heterocyclo)- or -(C_3-C_8 heterocyclo)-C_1-C_{10}alkylene-;

Z is 



or -NH_2; G is halogen, -OH, -SH or –S-C_1-C_6 alkyl;

R^2 is hydrogen, C_1-C_8 alkyl or C_1-C_8 haloalkyl;

R^{3A} and R^{3B} are either of the following:

(i) R^{3A} is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl, aralkyl or halogen; and

R^{3B} is C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl or halogen; or

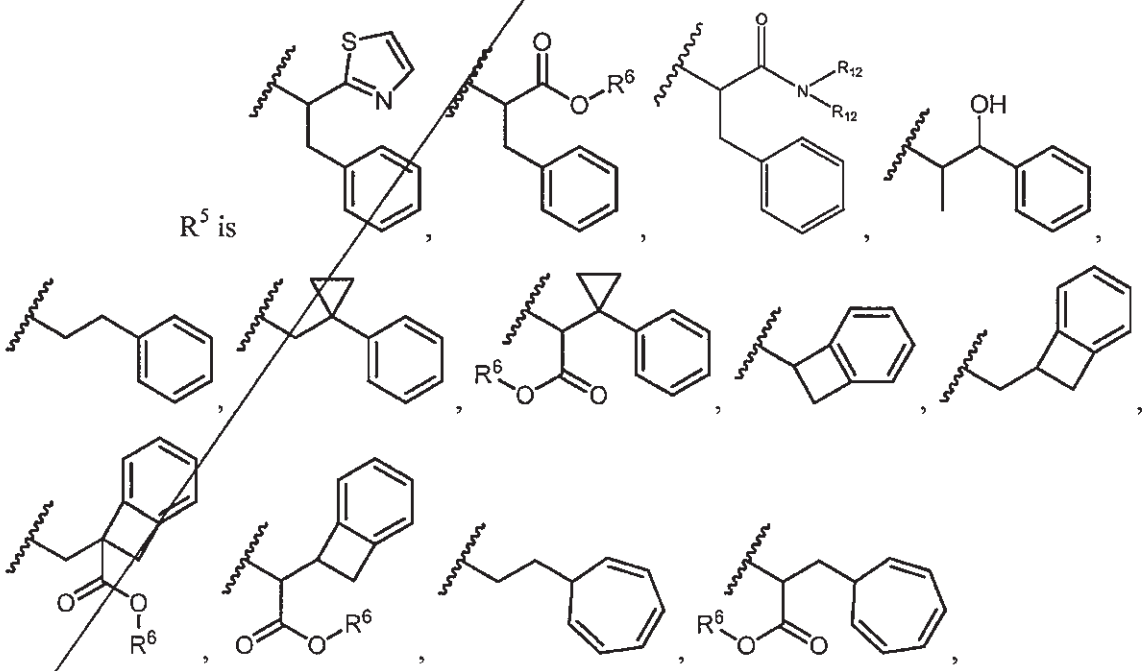
(ii) R^{3A} and R^{3B} taken together are C_2-C_8 alkylene or C_1-C_8 heteroalkylene;

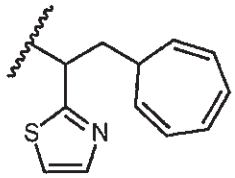
R^{4A} and R^{4B} are either of the following:

(i) R^{4A} is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl; and

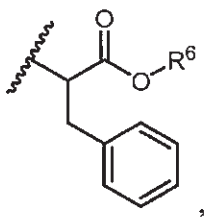
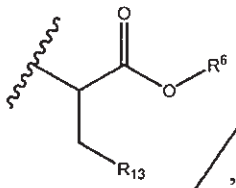
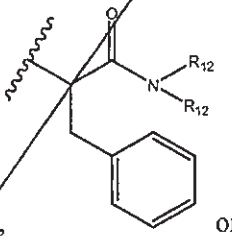
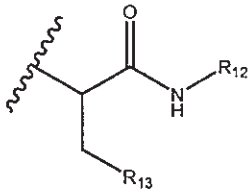
R^{4B} is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl; or

(ii) R^{4A} and R^{4B} taken together are C_2-C_8 alkylene or C_1-C_8 heteroalkylene;

R^5 is 



, C_1-C_{10} heterocyclyl, C_3-C_8 carbocycly and C_6-C_{14} aryl optionally substituted with 1, 2, 3, 4 or 5 groups independently selected from the group consisting of -C_1-C_8 alkyl, -C_1-C_8 alkyl-N(R')$_2$, -C_1-C_8 alkyl-C(O)R', -C_1-C_8 alkyl-C(O)OR' -O-(C_1-C_8 alkyl), -C(O)R', -OC(O)R', -C(O)OR', -C(O)N(R')$_2$, -NHC(O)R', -S(O)$_2$R', -S(O)R', -OH, halogen, -N_3, -N(R')$_2$, -CN, -NHC(=NH)NH_2, -$NHCONH_2$, -S(=O)$_2$R' and -SR', wherein each R' is independently selected from the group consisting of hydrogen, C_1-C_8 alkyl and unsubstituted aryl, or two R' can, together with the nitrogen to which they are attached, form a C_1-C_{10} heterocyclyl;

or R^5 is , ,  or 

optionally substituted with 1, 2, 3, 4 or 5 groups independently selected from the group consisting of C_1-C_8 alkyl, -C_1-C_8 alkyl-N(R')$_2$, -C_1-C_8 alkyl-C(O)R', -C_1-C_8 alkyl-C(O)OR', -O-(C_1-C_8 alkyl), -C(O)R', -OC(O)R', -C(O)OR', -C(O)N(R')$_2$, -NHC(O)R', -S(O)$_2$R', -S(O)R', -OH, halogen, -N_3, -N(R')$_2$, -CN, -NHC(=NH)NH_2, -$NHCONH_2$, -S(=O)$_2$R', -SR' and arylene-R', wherein each R' is independently selected from the group consisting of hydrogen, C_1-C_8 alkyl, C_1-C_8heterocyclyl, C_1-C_{10}alkylene-C_3-C_8heterocyclyl and aryl, or two R' can, together with the nitrogen to which they are attached, form a C_1-C_{10} heterocyclyl;

R^6 is hydrogen, -C_1-C_8 alkyl, -C_2-C_8 alkenyl, -C_2-C_8 alkynyl or -C_1-C_8 haloalkyl;

R^{12} is hydrogen, C_1-C_4 alkyl, C_1-C_{10} heterocyclyl or C_6-C_{14} aryl;

R^{13} is C_1-C_{10} heterocyclyl; and

R^7 is independently selected for each occurrence from the group consisting of F, Cl, I, Br, NO_2, CN and CF_3;

R^{10} is hydrogen, -C_1-C_{10}alkyl, -C_3-C_8carbocyclyl, -aryl, -C_1-C_{10}heteroalkyl, -C_3-C_8heterocyclo, -C_1-C_{10}alkylene-aryl, -arylene-C_1-C_{10}alkyl, -C_1-C_{10}alkylene-(C_3-C_8carbocyclo), -

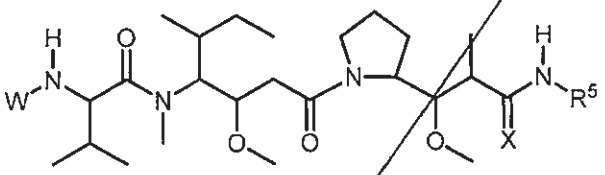
(C_3-C_8 carbocyclo)-C_1-C_{10}alkyl, -C_1-C_{10}alkylene-(C_3-C_8heterocyclo), and -(C_3-C_8 heterocyclo)-C_1-C_{10}alkyl, where aryl on R_{10} comprising aryl is optionally substituted with $[R_7]_h$;

h is 1, 2, 3, 4 or 5; and

X is O or S;

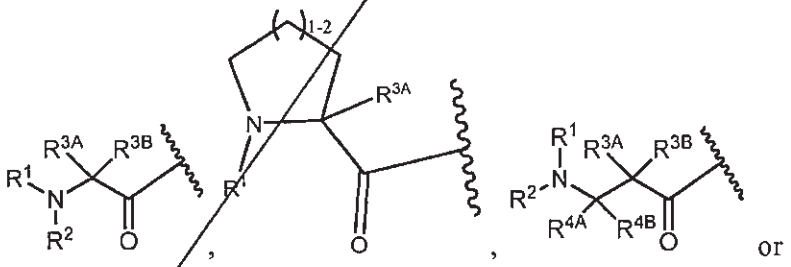
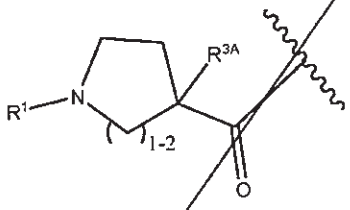
provided that when R^{3A} is hydrogen X is S.

3. A compound of formula **IIIa**:



IIIa

or a pharmaceutically acceptable salt or solvate thereof, wherein, independently for each occurrence,

W is  or ;

R^1 is hydrogen, C_1-C_8 alkyl or C_1-C_8 haloalkyl;

R^2 is hydrogen, C_1-C_8 alkyl or C_1-C_8 haloalkyl;

R^{3A} and R^{3B} are either of the following:

(i) R^{3A} is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl, aralkyl or halogen; and

R^{3B} is C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl, halogen or aralkyl; or

(ii) R^{3A} and R^{3B} taken together are C_2-C_8 alkylene or C_1-C_8 heteroalkylene;

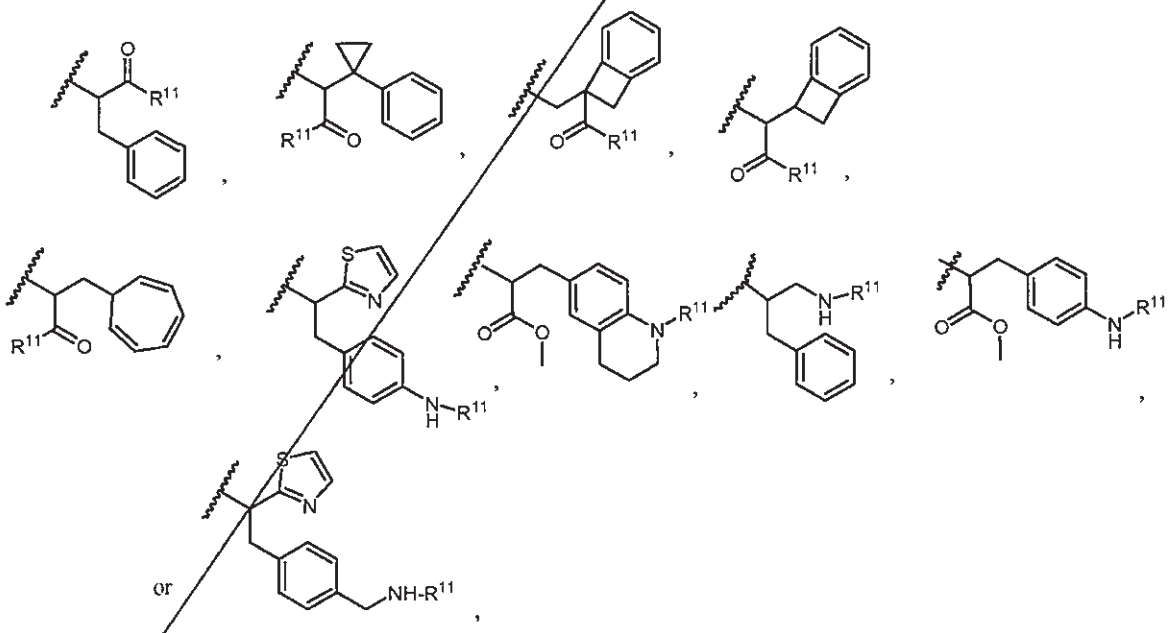
R^{4A} and R^{4B} are either of the following:

(i) R^{4A} is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl; and

R^{4B} is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl; or

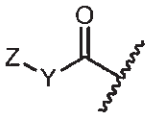
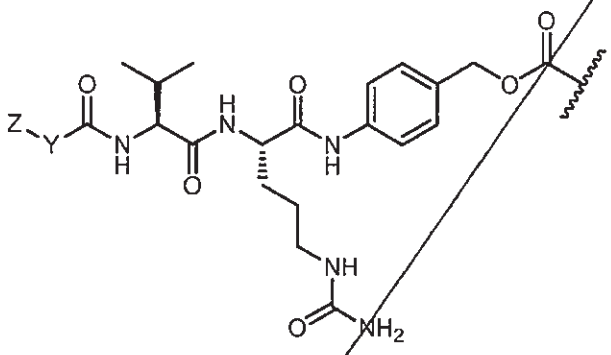
(ii) R^{4A} and R^{4B} taken together are C_2-C_8 alkylene or C_1-C_8 heteroalkylene;

R^5 is

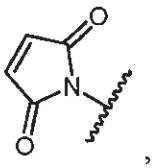
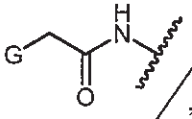
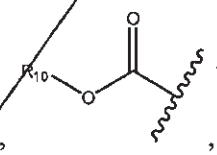
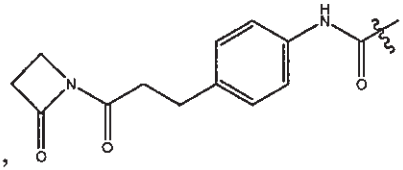
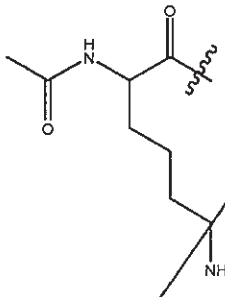


optionally substituted with 1, 2, 3, 4 or 5 groups independently selected from the group consisting of C_1-C_8 alkyl, -O-(C_1-C_8 alkyl), -C(O)R', -OC(O)R', -C(O)OR', -C(O)NH_2, -C(O)NHR', -C(O)N(R')$_2$, -NHC(O)R', -S(O)$_2$R', -S(O)R', -OH, halogen, -N_3, -NH_2, -NH(R'),

$-N(R')_2$, -CN, $-NHC(=NH)NH_2$, $-NHCONH_2$, $-S(=O)_2R'$ and -SR', wherein each R' is independently selected from the group consisting of hydrogen, C_1-C_8 alkyl and unsubstituted aryl;

R^{11} is  or ;

Y is $-C_2$-C_{20} alkylene-, $-C_2$-C_{20} heteroalkylene-, C_3-C_8 carbocyclo-, -arylene-, $-C_3$-C_8heterocyclo-, $-C_1$-C_{10}alkylene-arylene-, -arylene-C_1-C_{10}alkylene-, $-C_1$-C_{10}alkylene-(C_3-C_8carbocyclo)-, -(C_3-C_8carbocyclo)-C_1-C_{10}alkylene-, $-C_1$-C_{10}alkylene-(C_3-C_8heterocyclo)-, or -(C_3-C_8 heterocyclo)-C_1-C_{10}alkylene-;

Z is , , , ,  NH_2 or $-NH_2$;

R^7 is independently selected for each occurrence from the group consisting of F, Cl, I, Br, NO_2, CN and CF_3;

R^{10} is hydrogen, $-C_1$-C_{10}alkyl, $-C_3$-C_8carbocycle, aryl, $-C_1$-C_{10}heteroalkyl, $-C_3$-C_8heterocyclo, $-C_1$-C_{10}alkylene-aryl, -arylene-C_1-C_{10}alkyl, $-C_1$-C_{10}alkylene-(C_3-C_8carbocyclo), -

(C_3-C_8 carbocyclo)-C_1-C_{10}alkyl, -C_1-C_{10}alkylene-(C_3-C_8heterocyclo), and -(C_3-C_8 heterocyclo)-C_1-C_{10}alkyl, where aryl on R_{10} comprising aryl is optionally substituted with $[R_7]_h$;

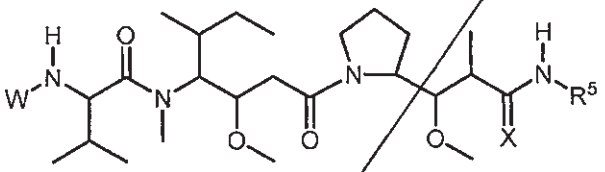
h is 1, 2, 3, 4 or 5; and

X is O or S.

R^6 is hydrogen, C_1-C_8 alkyl or C_1-C_8 haloalkyl; and

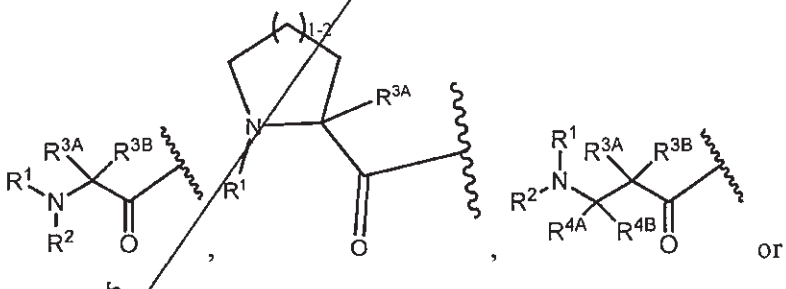
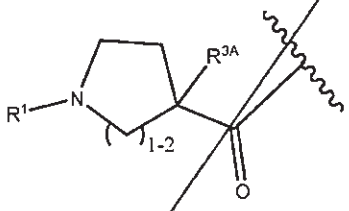
h is 1, 2, 3, 4 or 5.

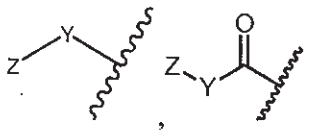
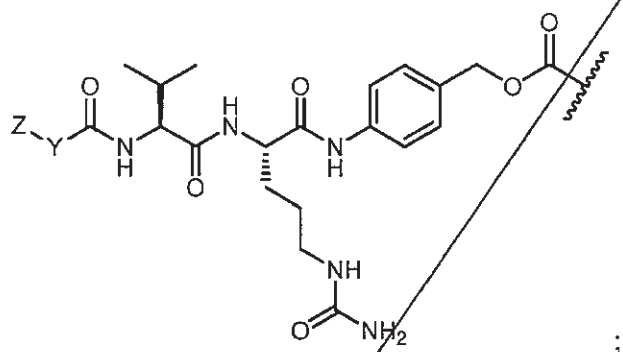
4. A compound of formula **IIb**:



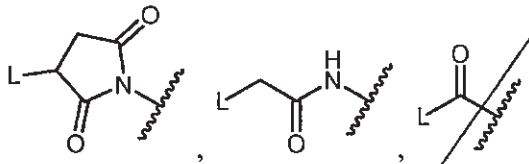
IIb

or a pharmaceutically acceptable salt or solvate thereof, wherein, independently for each occurrence,

W is  or ;

R^1 is  ; 

Y is -C_2-C_{20} alkylene-, -C_2-C_{20} heteroalkylene-, -C_3-C_8 carbocyclo-, -arylene-, -C_3-C_8heterocyclo-, -C_1-C_{10}alkylene-arylene-, -arylene-C_1-C_{10}alkylene-, -C_1-C_{10}alkylene-(C_3-C_8carbocyclo)-, -(C_3-C_8carbocyclo)-C_1-C_{10}alkylene-, -C_1-C_{10}alkylene-(C_3-C_8heterocyclo)-, or -(C_3-C_8 heterocyclo)-C_1-C_{10}alkylene-;

Z is  , ;

L is an antibody;

R^2 is hydrogen, C_1-C_8 alkyl or C_1-C_8 haloalkyl;

R^{3A} and R^{3B} are either of the following:

(i) R^{3A} is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl, aralkyl or halogen; and

R^{3B} is C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl, halogen or aralkyl; or

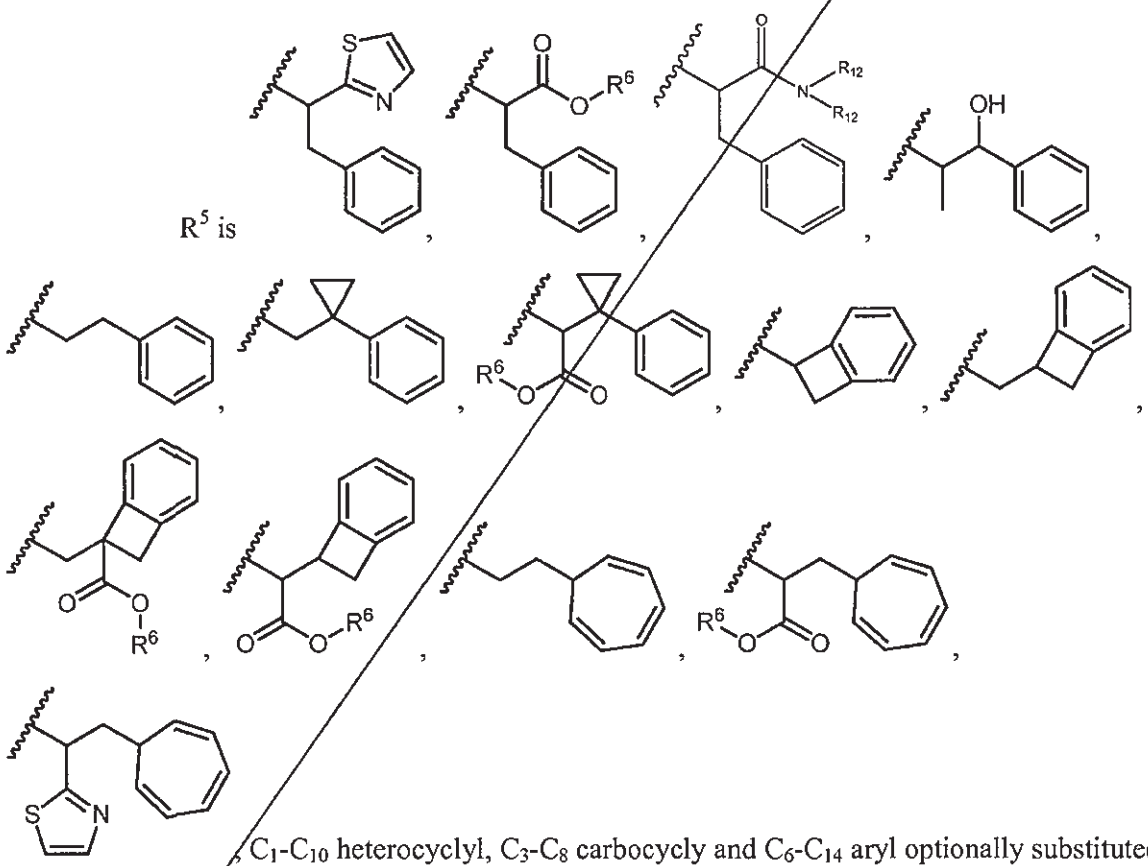
(ii) R^{3A} and R^{3B} taken together are C_2-C_8 alkylene or C_1-C_8 heteroalkylene;

R^{4A} and R^{4B} are either of the following:

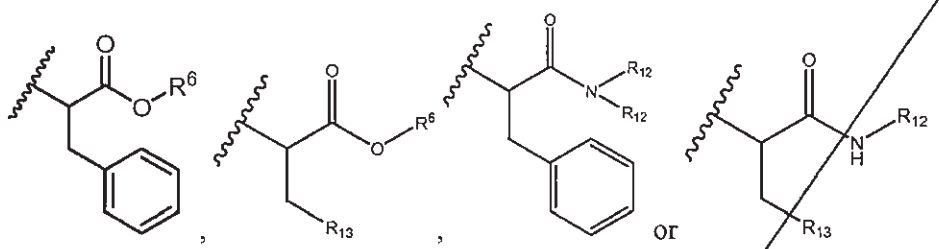
(i) R^{4A} is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl; and

R^{4B} is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl; or

(ii) R^{4A} and R^{4B} taken together are C_2-C_8 alkylene or C_1-C_8 heteroalkylene;

R^5 is 

, C_1-C_{10} heterocyclyl, C_3-C_8 carbocycly and C_6-C_{14} aryl optionally substituted with 1, 2, 3, 4 or 5 groups independently selected from the group consisting of -C_1-C_8 alkyl, -C_1-C_8 alkyl-N(R')$_2$, -C_1-C_8 alkyl-C(O)R', -C_1-C_8 alkyl-C(O)OR' -O-(C_1-C_8 alkyl), -C(O)R', -OC(O)R', -C(O)OR', -C(O)N(R')$_2$, -NHC(O)R', -S(O)$_2$R', -S(O)R', -OH, halogen, -N_3, -N(R')$_2$, -CN, -NHC(=NH)NH_2, -$NHCONH_2$, -S(=O)$_2$R' and -SR', wherein each R' is independently selected from the group consisting of hydrogen, C_1-C_8 alkyl and unsubstituted aryl, or two R' can, together with the nitrogen to which they are attached, form a C_1-C_{10} heterocyclyl;

or R^5 is 

optionally substituted with 1, 2, 3, 4 or 5 groups independently selected from the group consisting of C_1-C_8 alkyl, -C_1-C_8 alkyl-N(R')$_2$, -C_1-C_8 alkyl-C(O)R', -C_1-C_8 alkyl-C(O)OR', -O-(C_1-C_8 alkyl), -C(O)R', -OC(O)R', -C(O)OR', -C(O)N(R')$_2$, -NHC(O)R', -S(O)$_2$R', -S(O)R', -OH, halogen, -N_3, -N(R')$_2$, -CN, -NHC(=NH)NH_2, -$NHCONH_2$, -S(=O)$_2$R', -SR' and arylene-R', wherein each R' is independently selected from the group consisting of hydrogen, C_1-C_8 alkyl, C_1-C_8heterocyclyl, C_1-C_{10}alkylene-C_3-C_8heterocyclyl and aryl, or two R' can, together with the nitrogen to which they are attached, form a C_1-C_{10} heterocyclyl;

R^6 is hydrogen, -C_1-C_8 alkyl, -C_2-C_8 alkenyl, -C_2-C_8 alkynyl or -C_1-C_8 haloalkyl;

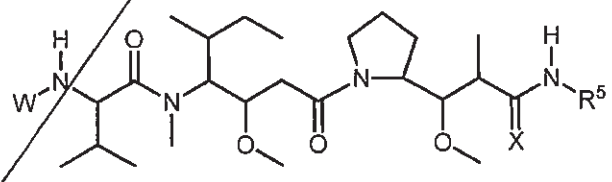
R^{12} is hydrogen, C_1-C_4 alkyl, C_1-C_{10} heterocyclyl or C_6-C_{14} aryl;

R^{13} is C_1-C_{10} heterocyclyl; and

X is O or S;

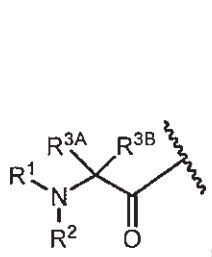
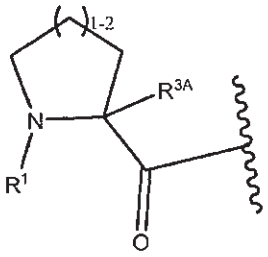
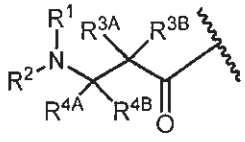
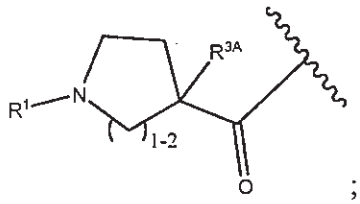
provided that when R^{3A} is hydrogen X is S.

5. A compound of formula **IIIb**:



IIIb

or a pharmaceutically acceptable salt or solvate thereof, wherein, independently for each occurrence,

W is  ,  ,  or  ;

R^1 is hydrogen, C_1-C_8 alkyl or C_1-C_8 haloalkyl;

R^2 is hydrogen, C_1-C_8 alkyl or C_1-C_8 haloalkyl;

R^{3A} and R^{3B} are either of the following:

(i) R^{3A} is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl, aralkyl or halogen; and

R^{3B} is C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl, halogen or aralkyl; or

(ii) R^{3A} and R^{3B} taken together are C_2-C_8 alkylene or C_1-C_8 heteroalkylene;

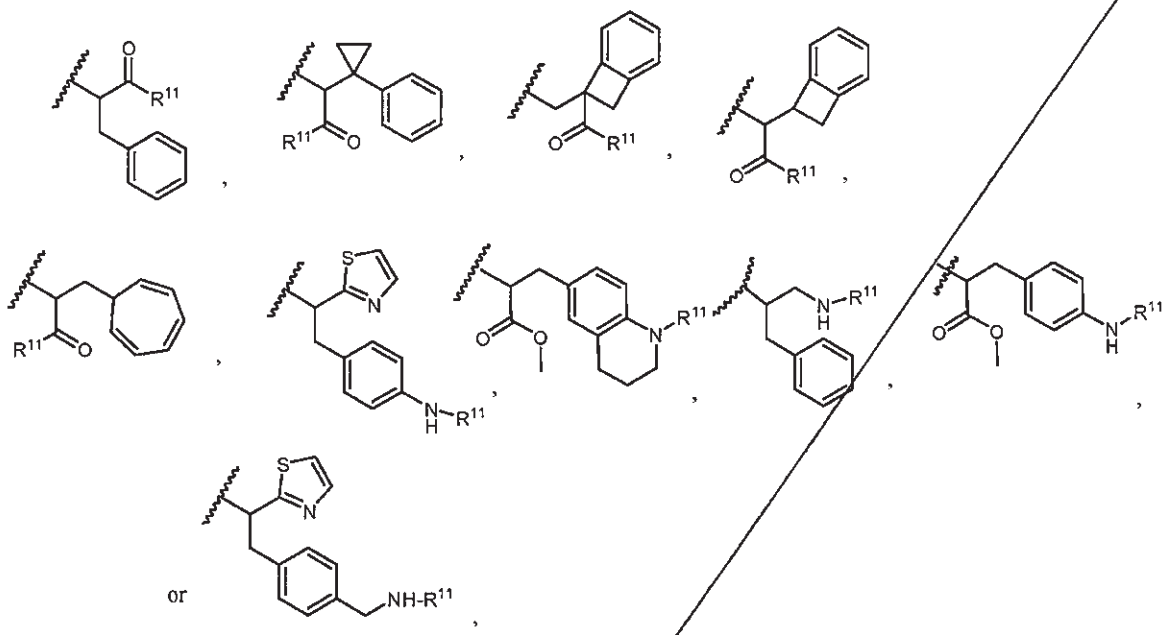
R^{4A} and R^{4B} are either of the following:

(i) R^{4A} is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl; and

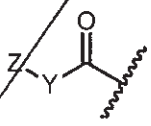
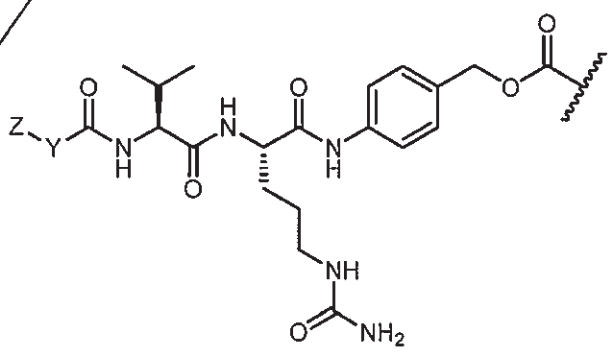
R^{4B} is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl; or

(ii) R^{4A} and R^{4B} taken together are C_2-C_8 alkylene or C_1-C_8 heteroalkylene;

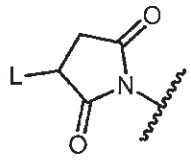
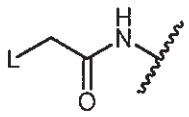
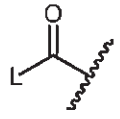
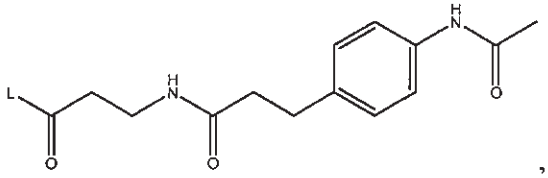
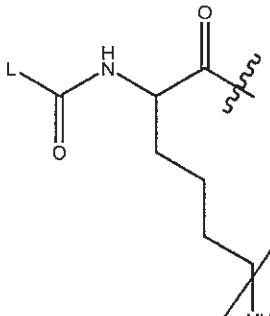
R^5 is



optionally substituted with 1, 2, 3, 4 or 5 groups independently selected from the group consisting of C_1-C_8 alkyl, -O-(C_1-C_8 alkyl), -C(O)R', -OC(O)R', -C(O)OR', -C(O)NH_2, -C(O)NHR', -C(O)N(R')$_2$, -NHC(O)R', -S(O)$_2$R', -S(O)R', -OH, halogen, -N_3, -NH_2, -NH(R'), -N(R')$_2$, -CN, -NHC(=NH)NH_2, -NHCONH_2, -S(=O)$_2$R' and -SR', wherein each R' is independently selected from the group consisting of hydrogen, C_1-C_8 alkyl and unsubstituted aryl;

R^{11} is  or ;

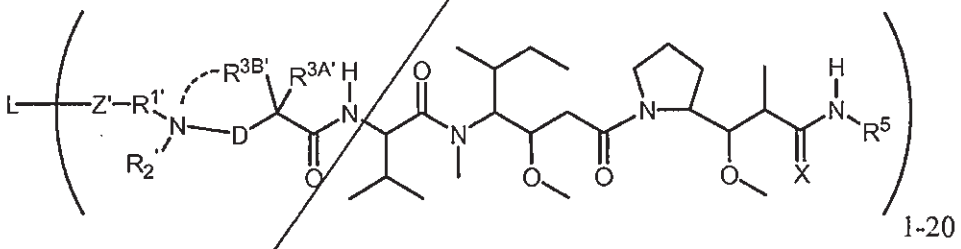
Y is -C_2-C_{20} alkylene-, -C_2-C_{20} heteroalkylene-, -C_3-C_8 carbocyclo-, -arylene-, -C_3-C_8heterocyclo-, -C_1-C_{10}alkylene-arylene-, -arylene-C_1-C_{10}alkylene-, -C_1-C_{10}alkylene-(C_3-C_8carbocyclo)-, -(C_3-C_8carbocyclo)-C_1-C_{10}alkylene-, -C_1-C_{10}alkylene-(C_3-C_8heterocyclo)-, or -(C_3-C_8 heterocyclo)-C_1-C_{10}alkylene-;

Z is , , , , , NH_2 or -NHL;

L is an antibody;

X is O or S.

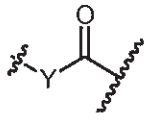
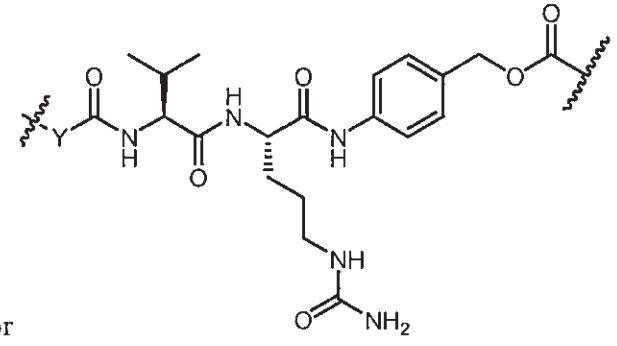
6. A compound of formula **IIc**:



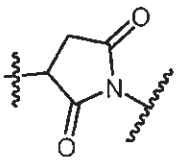
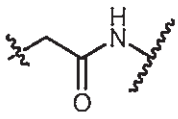
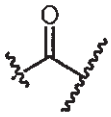
1-20

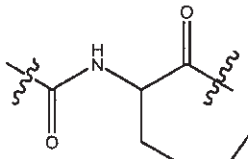
IIc

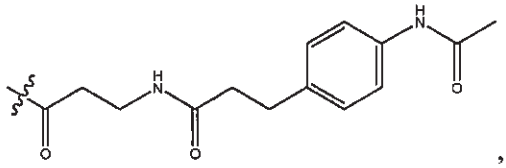
or a pharmaceutically acceptable salt or solvate thereof, wherein, independently for each occurrence,

$R^{1'}$ is  or ;

Y is -C_2-C_{20} alkylene-, -C_2-C_{20} heteroalkylene-, -C_3-C_8 carbocyclo-, -arylene-, -C_3-C_8heterocyclo-, -C_1-C_{10}alkylene-arylene-, -arylene-C_1-C_{10}alkylene-, -C_1-C_{10}alkylene-(C_3-C_8carbocyclo)-, -(C_3-C_8carbocyclo)-C_1-C_{10}alkylene-, -C_1-C_{10}alkylene-(C_3-C_8heterocyclo)-, or -(C_3-C_8 heterocyclo)-C_1-C_{10}alkylene-;

Z' is  ,  ,  ,



 ,  , or –NH-;

L is an antibody;

D is –C($R^{4A'}$)($R^{4B'}$)- or is absent;

$R^{2'}$ is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, or is absent if  is present;

$R^{3A'}$ and $R^{3B'}$ are either of the following:

(i) $R^{3A'}$ is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl, aralkyl or halogen; and

$R^{3B'}$ is C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl, halogen or aralkyl, or $R^{3B'}$ is C_2-C_4 alkylene and forms 5-7 member ring as indicated by  ; or

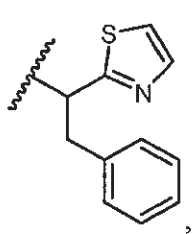
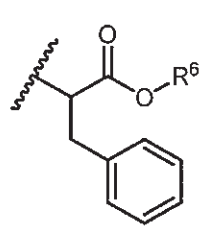
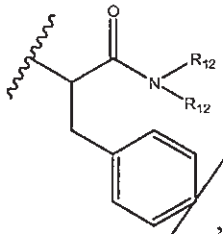
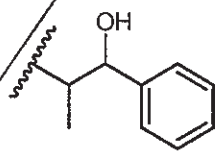
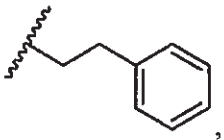
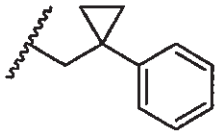
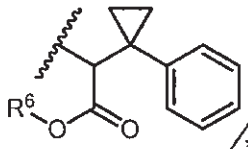
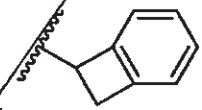
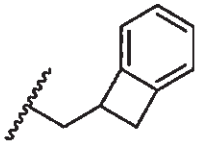
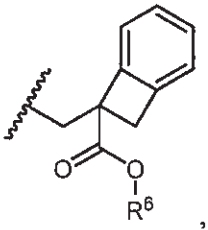
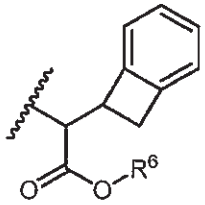
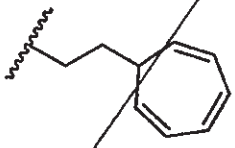
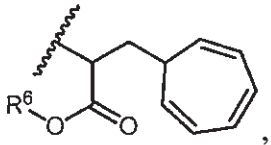
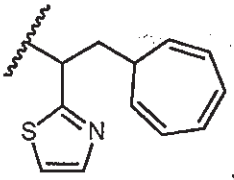
(ii) $R^{3A'}$ and $R^{3B'}$ taken together are C_2-C_8 alkylene or C_1-C_8 heteroalkylene;

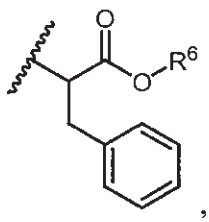
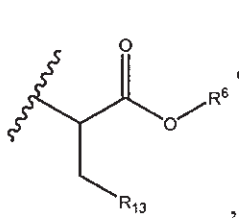
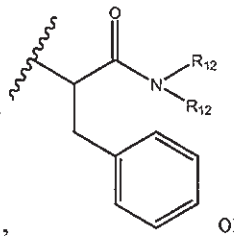
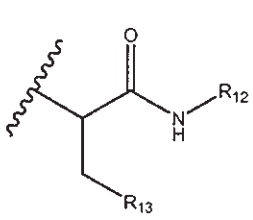
$R^{4A'}$ and $R^{4B'}$ are either of the following:

(i) $R^{4A'}$ is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl; and

$R^{4B'}$ is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl; or

(ii) $R^{4A'}$ and $R^{4B'}$ taken together are C_2-C_8 alkylene or C_1-C_8 heteroalkylene;

R^5 is , , , , , , , , , , , , , , , C_1-C_{10} heterocyclyl, C_3-C_8 carbocycly and C_6-C_{14} aryl optionally substituted with 1, 2, 3, 4 or 5 groups independently selected from the group consisting of -C_1-C_8 alkyl, -C_1-C_8 alkyl-$N(R')_2$, -C_1-C_8 alkyl-C(O)R', -C_1-C_8 alkyl-C(O)OR' -O-(C_1-C_8 alkyl), -C(O)R', -OC(O)R', -C(O)OR', -C(O)$N(R')_2$, -NHC(O)R', -$S(O)_2$R', -S(O)R', -OH, halogen, -N_3, -$N(R')_2$, -CN, -NHC(=NH)NH_2, -$NHCONH_2$, -$S(=O)_2$R' and -SR', wherein each R' is independently selected from the group consisting of hydrogen, C_1-C_8 alkyl and unsubstituted aryl, or two R' can, together with the nitrogen to which they are attached, form a C_1-C_{10} heterocyclyl;

or R^5 is , , , or 

optionally substituted with 1, 2, 3, 4 or 5 groups independently selected from the group consisting of C_1-C_8 alkyl, -C_1-C_8 alkyl-N(R')$_2$, -C_1-C_8 alkyl-C(O)R', -C_1-C_8 alkyl-C(O)OR', -O-(C_1-C_8 alkyl), -C(O)R', -OC(O)R', -C(O)OR', -C(O)N(R')$_2$, -NHC(O)R', -S(O)$_2$R', -S(O)R', -OH, halogen, -N_3, -N(R')$_2$, -CN, -NHC(=NH)NH_2, -$NHCONH_2$, -S(=O)$_2$R', -SR' and arylene-R', wherein each R' is independently selected from the group consisting of hydrogen, C_1-C_8 alkyl, C_1-C_8heterocyclyl, C_1-C_{10}alkylene-C_3-C_8heterocyclyl and aryl, or two R' can, together with the nitrogen to which they are attached, form a C_1-C_{10} heterocyclyl;

R^6 is hydrogen, -C_1-C_8 alkyl, -C_2-C_8 alkenyl, -C_2-C_8 alkynyl or -C_1-C_8 haloalkyl;

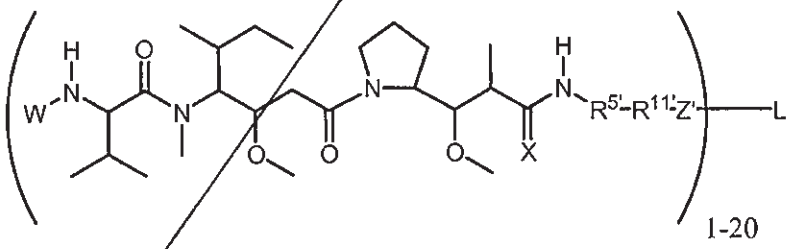
R^{12} is hydrogen, C_1-C_4 alkyl, C_1-C_{10} heterocyclyl or C_6-C_{14} aryl;

R^{13} is C_1-C_{10} heterocyclyl; and

X is O or S;

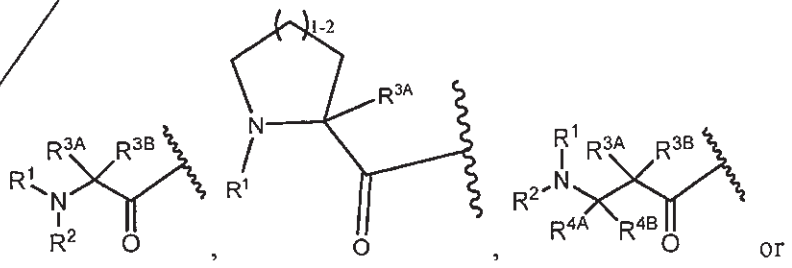
provided that when R^{3A} is hydrogen X is S.

7. A compound of formula **IIIc**:

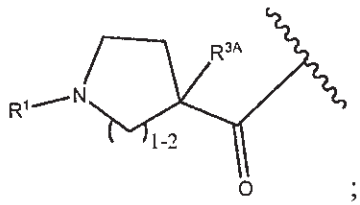


IIIc

or a pharmaceutically acceptable salt or solvate thereof, wherein, independently for each occurrence,

W is 

or



;

R^1 is hydrogen, C_1-C_8 alkyl or C_1-C_8 haloalkyl;

R^2 is hydrogen, C_1-C_8 alkyl or C_1-C_8 haloalkyl;

R^{3A} and R^{3B} are either of the following:

(i) R^{3A} is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl, aralkyl or halogen; and

R^{3B} is C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl, halogen or aralkyl; or

(ii) R^{3A} and R^{3B} taken together are C_2-C_8 alkylene or C_1-C_8 heteroalkylene;

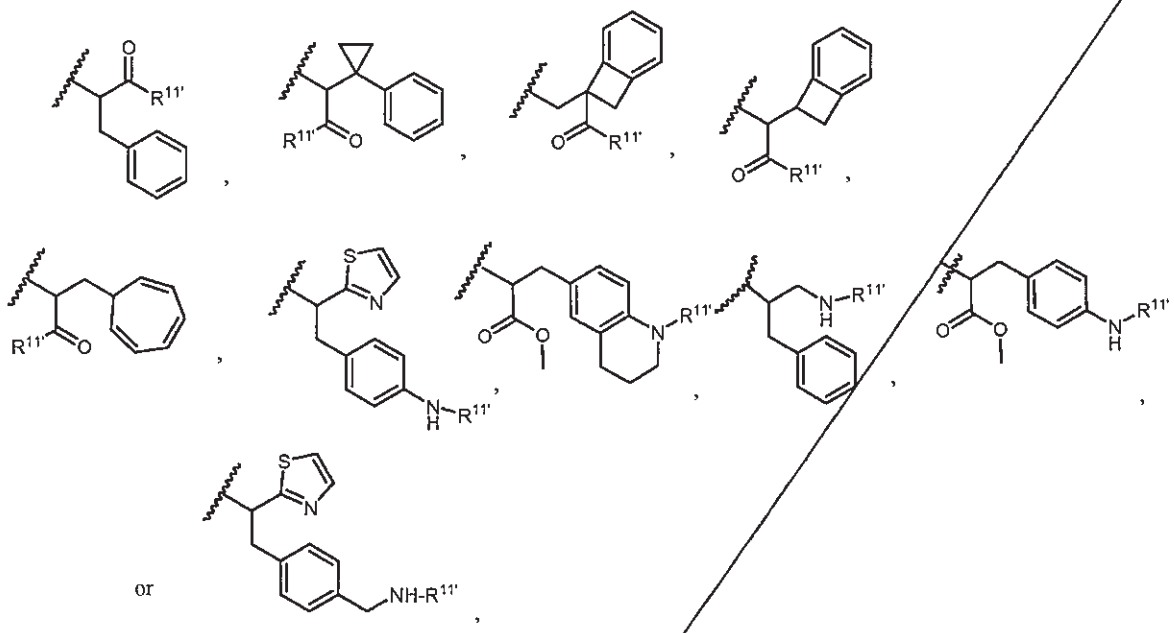
R^{4A} and R^{4B} are either of the following:

(i) R^{4A} is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl; and

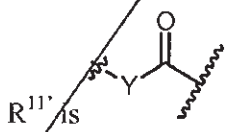
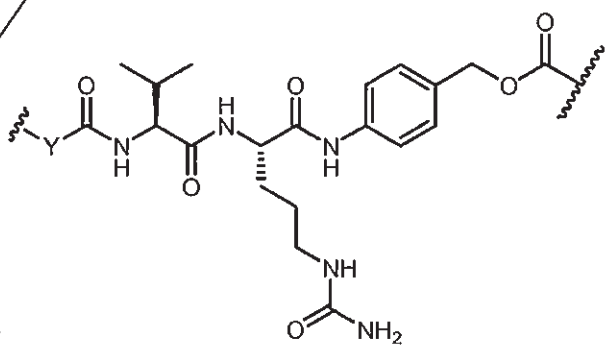
R^{4B} is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl; or

(ii) R^{4A} and R^{4B} taken together are C_2-C_8 alkylene or C_1-C_8 heteroalkylene;

R^5 is

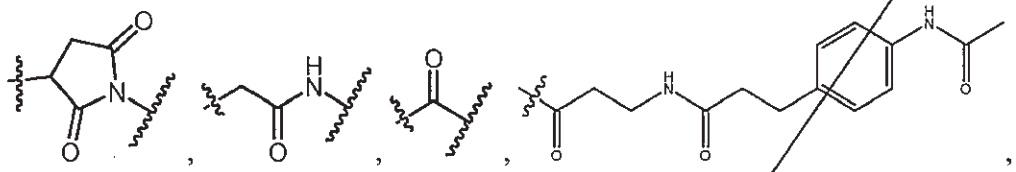
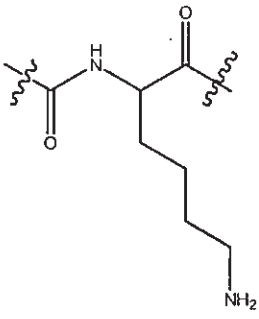


optionally substituted with 1, 2, 3, 4 or 5 groups independently selected from the group consisting of C_1-C_8 alkyl, -O-(C_1-C_8 alkyl), -C(O)R', -OC(O)R', -C(O)OR', -C(O)NH_2, -C(O)NHR', -C(O)N(R')$_2$, -NHC(O)R', -S(O)$_2$R', -S(O)R', -OH, halogen, -N_3, -NH_2, -NH(R'), -N(R')$_2$, -CN, -NHC(=NH)NH_2, -NHCONH_2, -S(=O)$_2$R' and -SR', wherein each R' is independently selected from the group consisting of hydrogen, C_1-C_8 alkyl and unsubstituted aryl;

$R^{11'}$ is  or ;

Y is -C_2-C_{20} alkylene-, -C_2-C_{20} heteroalkylene-, -C_3-C_8 carbocyclo-, -arylene-, -C_3-C_8heterocyclo-, -C_1-C_{10}alkylene-arylene-, -arylene-C_1-C_{10}alkylene-, -C_1-C_{10}alkylene-(C_3-

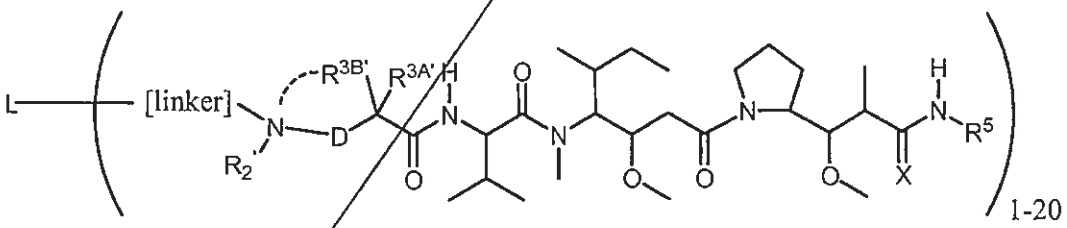
C_8carbocyclo)-, -(C_3-C_8carbocyclo)-C_1-C_{10}alkylene-, -C_1-C_{10}alkylene-(C_3-C_8heterocyclo)-, or -(C_3-C_8 heterocyclo)-C_1-C_{10}alkylene-;

Z' is , , or –NH-;

L is an antibody;

X is O or S.

8. A compound of formula **IId**:



IId

or a pharmaceutically acceptable salt or solvate thereof, wherein, independently for each occurrence,

L is an antibody;

[linker] is a divalent linker;

D is $-C(R^{4A'})(R^{4B'})-$ or is absent;

$R^{2'}$ is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, or is absent if ⋯ is present;

$R^{3A'}$ and $R^{3B'}$ are either of the following:

(i) $R^{3A'}$ is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl, aralkyl or halogen; and

$R^{3B'}$ is C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl, halogen or aralkyl, or $R^{3B'}$ is C_2-C_4 alkylene and forms 5-7 member ring as indicated by ⌒ ; or

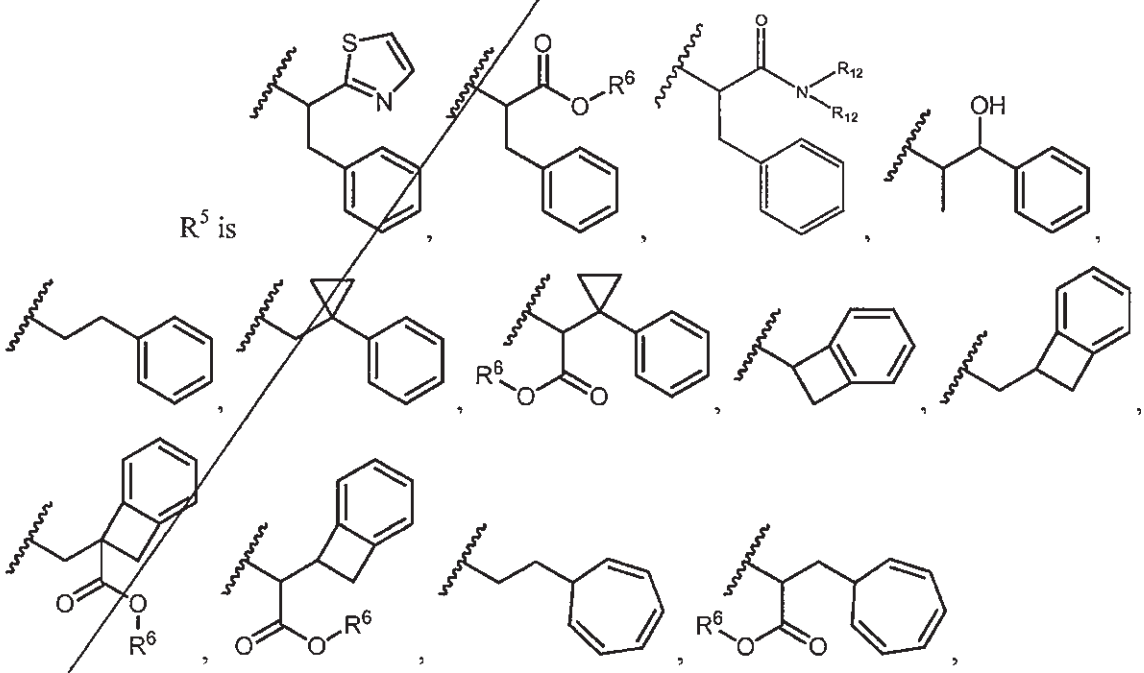
(ii) $R^{3A'}$ and $R^{3B'}$ taken together are C_2-C_8 alkylene or C_1-C_8 heteroalkylene;

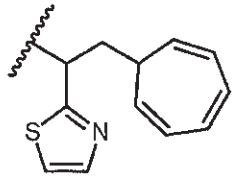
$R^{4A'}$ and $R^{4B'}$ are either of the following:

(i) $R^{4A'}$ is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl; and

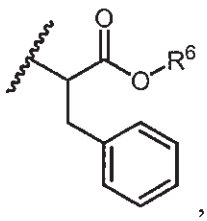
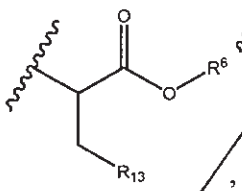
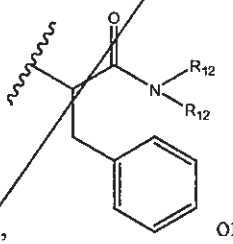
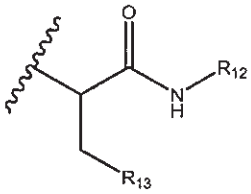
$R^{4B'}$ is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl; or

(ii) $R^{4A'}$ and $R^{4B'}$ taken together are C_2-C_8 alkylene or C_1-C_8 heteroalkylene;

R^5 is 



, C_1-C_{10} heterocyclyl, C_3-C_8 carbocycly and C_6-C_{14} aryl optionally substituted with 1, 2, 3, 4 or 5 groups independently selected from the group consisting of -C_1-C_8 alkyl, -C_1-C_8 alkyl-N(R')$_2$, -C_1-C_8 alkyl-C(O)R', -C_1-C_8 alkyl-C(O)OR' -O-(C_1-C_8 alkyl), -C(O)R', -OC(O)R', -C(O)OR', -C(O)N(R')$_2$, -NHC(O)R', -S(O)$_2$R', -S(O)R', -OH, halogen, -N_3, -N(R')$_2$, -CN, -NHC(=NH)NH_2, -$NHCONH_2$, -S(=O)$_2$R' and -SR', wherein each R' is independently selected from the group consisting of hydrogen, C_1-C_8 alkyl and unsubstituted aryl, or two R' can, together with the nitrogen to which they are attached, form a C_1-C_{10} heterocyclyl;

or R^5 is , ,  or 

optionally substituted with 1, 2, 3, 4 or 5 groups independently selected from the group consisting of C_1-C_8 alkyl, -C_1-C_8 alkyl-N(R')$_2$, -C_1-C_8 alkyl-C(O)R', -C_1-C_8 alkyl-C(O)OR', -O-(C_1-C_8 alkyl), -C(O)R', -OC(O)R', -C(O)OR', -C(O)N(R')$_2$, -NHC(O)R', -S(O)$_2$R', -S(O)R', -OH, halogen, -N_3, -N(R')$_2$, -CN, -NHC(=NH)NH_2, -$NHCONH_2$, -S(=O)$_2$R', -SR' and arylene-R', wherein each R' is independently selected from the group consisting of hydrogen, C_1-C_8 alkyl, C_1-C_8heterocyclyl, C_1-C_{10}alkylene-C_3-C_8heterocyclyl and aryl, or two R' can, together with the nitrogen to which they are attached, form a C_1-C_{10} heterocyclyl;

R^6 is hydrogen, -C_1-C_8 alkyl, -C_2-C_8 alkenyl, -C_2-C_8 alkynyl or -C_1-C_8 haloalkyl;

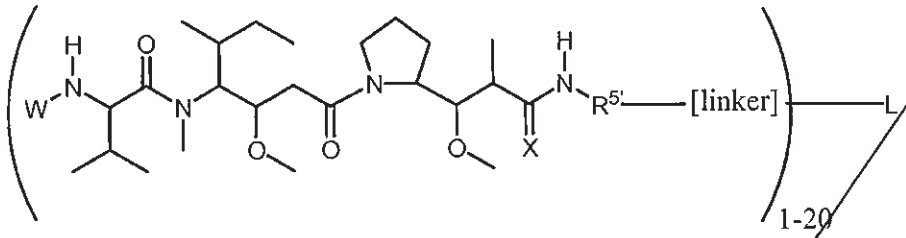
R^{12} is hydrogen, C_1-C_4 alkyl, C_1-C_{10} heterocyclyl or C_6-C_{14} aryl;

R^{13} is C_1-C_{10} heterocyclyl; and

X is O or S;

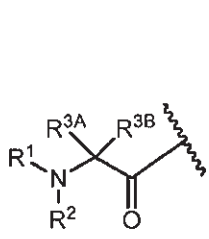
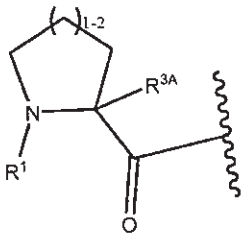
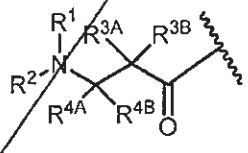
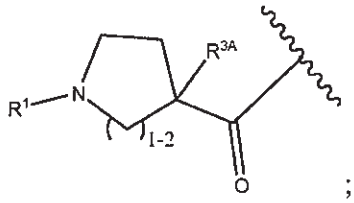
provided that when R^{3A} is hydrogen X is S.

9. A compound of formula **IIId**:



IIId

or a pharmaceutically acceptable salt or solvate thereof, wherein, independently for each occurrence,

W is  ,  ,  or  ;

R^1 is hydrogen, C_1-C_8 alkyl or C_1-C_8 haloalkyl;

R^2 is hydrogen, C_1-C_8 alkyl or C_1-C_8 haloalkyl;

R^{3A} and R^{3B} are either of the following:

(i) R^{3A} is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl, aralkyl or halogen; and

R^{3B} is C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl, halogen or aralkyl; or

(ii) R^{3A} and R^{3B} taken together are C_2-C_8 alkylene or C_1-C_8 heteroalkylene;

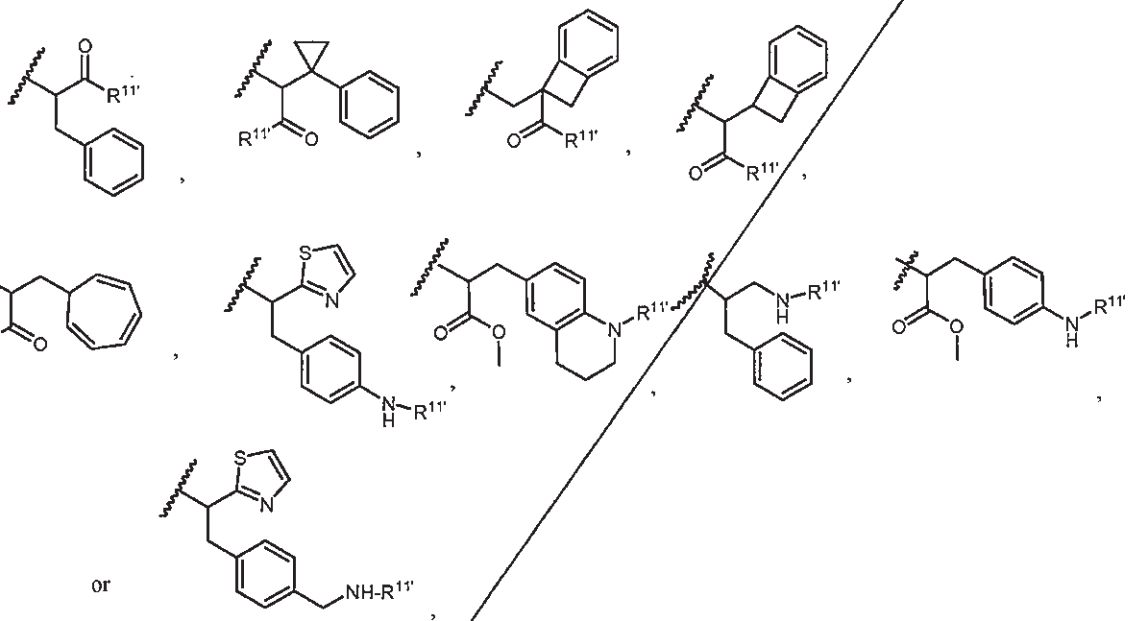
R^{4A} and R^{4B} are either of the following:

(i) R^{4A} is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl; and

R^{4B} is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl; or

(ii) R^{4A} and R^{4B} taken together are C_2-C_8 alkylene or C_1-C_8 heteroalkylene;

R^5 is



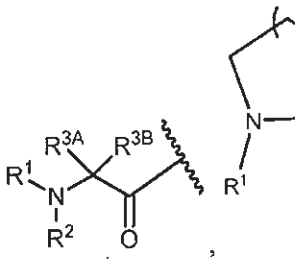
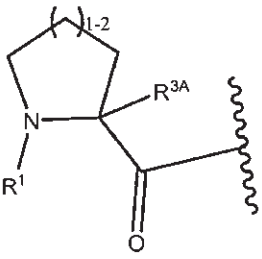
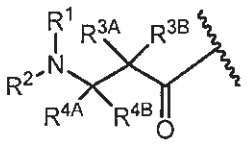
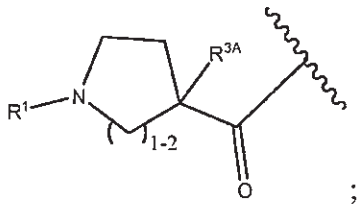
optionally substituted with 1, 2, 3, 4 or 5 groups independently selected from the group consisting of C_1-C_8 alkyl, -O-(C_1-C_8 alkyl), -C(O)R', -OC(O)R', -C(O)OR', -C(O)NH_2, -C(O)NHR', -C(O)N(R')$_2$, -NHC(O)R', -S(O)$_2$R', -S(O)R', -OH, halogen, -N_3, -NH_2, -NH(R'), -N(R')$_2$, -CN, -NHC(=NH)NH_2, -$NHCONH_2$, -S(=O)$_2$R' and -SR', wherein each R' is independently selected from the group consisting of hydrogen, C_1-C_8 alkyl and unsubstituted aryl;

[linker] is a divalent linker;

L is an antibody;

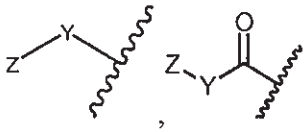
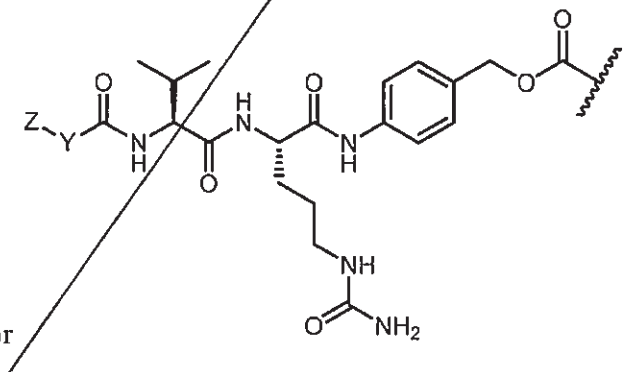
X is O or S.

10. The compound, salt or solvate of any of claims 1-9, wherein

W is  ,  ,  or  ;

11. The compound, salt or solvate of any of claims 1, 3, 5, 7 or 9, wherein R^1 is hydrogen, C_1-C_8 alkyl or C_1-C_8 haloalkyl.

12. The compound, salt or solvate of claim 2 or 4 wherein R^1 is

 , or  .

13. The compound, salt or solvate of any of claims 1-9, wherein R^2 is hydrogen, or C_1-C_8 alkyl.

14. The compound, salt or solvate of any of claims 1-5 and 9, wherein R^{3A} is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl; and R^{3B} is C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl, aralkyl or halogen.

15. The compound, salt or solvate of any of claims 1-5 and 9, wherein R^{3A} and R^{3B} taken together are C_2-C_8 alkylene or C_1-C_8 heteroalkylene.

16. The compound, salt or solvate of any of claims 1-5 and 9, wherein R^{4A} is hydrogen, C_1-C_8

alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl; and R^{4B} is C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl; or R^{4A} and R^{4B} taken together are C_2-C_8 alkylene or C_1-C_8 heteroalkylene.

17. The compound, salt or solvate of any of claim 6 or 8, wherein $R^{3A'}$ and $R^{3B'}$ are defined as either of the following:

(i) $R^{3A'}$ is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl, aralkyl or halogen; and

$R^{3B'}$ is C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl, halogen or aralkyl, or $R^{3B'}$ is C_2-C_8 alkylene and forms 5-7 member ring as indicated by  ; or

(ii) $R^{3A'}$ and $R^{3B'}$ taken together are C_2-C_8 alkylene or C_1-C_8 heteroalkylene;

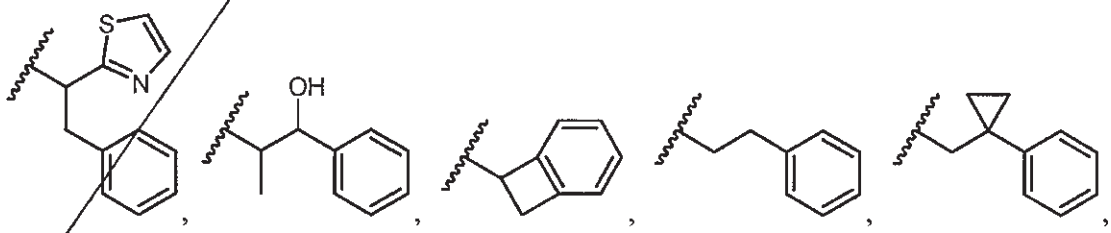
18. The compound, salt or solvate of any of claim 6 or 8, wherein $R^{4A'}$ and $R^{4B'}$ are defined as either of the following:

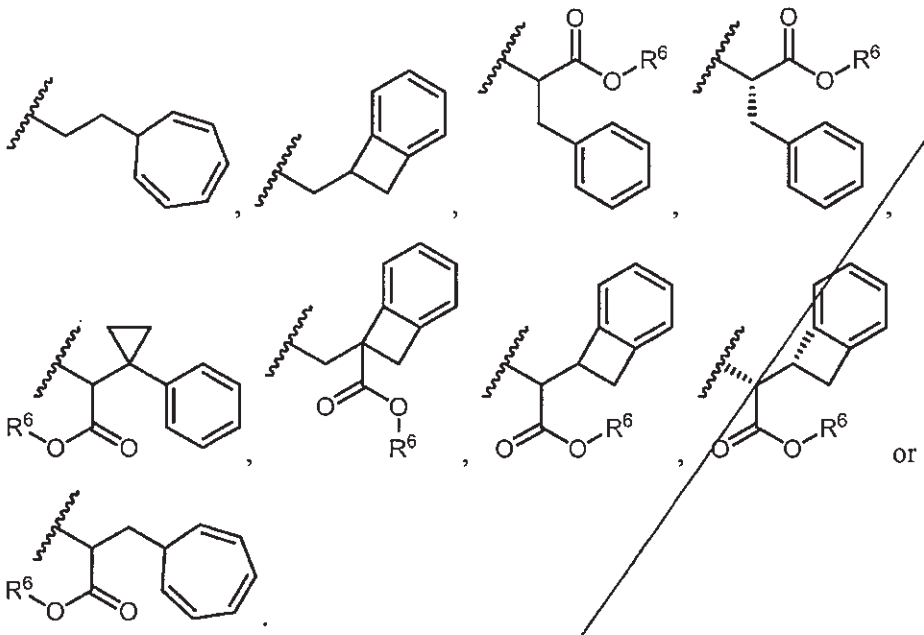
(i) $R^{4A'}$ is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl; and

$R^{4B'}$ is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl; or

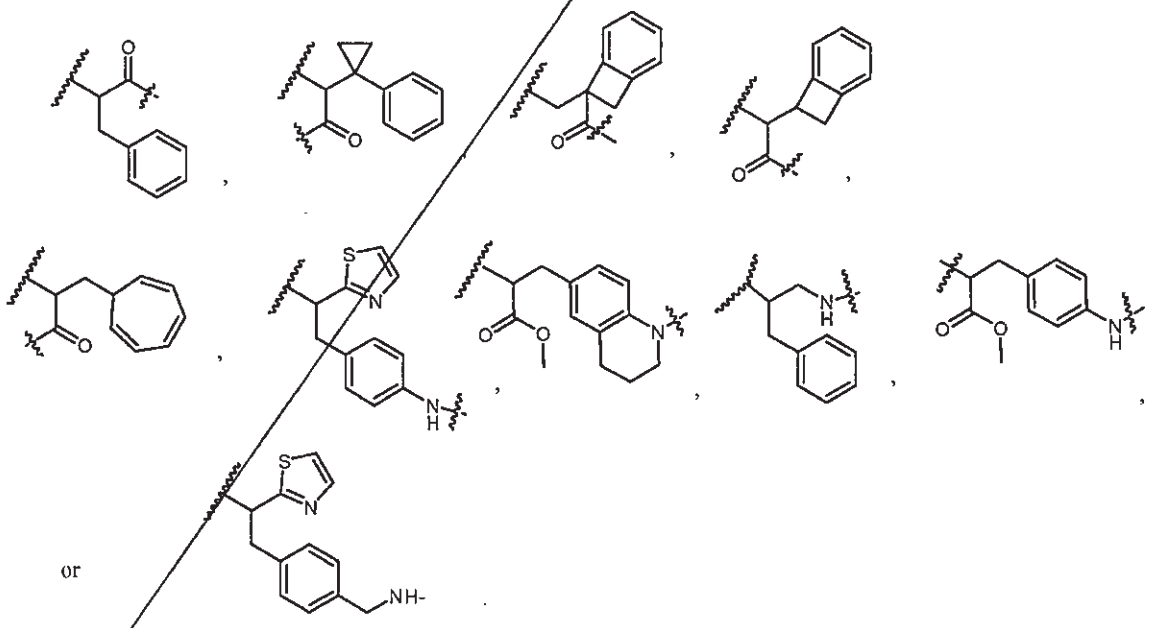
(ii) $R^{4A'}$ and $R^{4B'}$ taken together are C_2-C_8 alkylene or C_1-C_8 heteroalkylene;

19. The compound, salt or solvate of any of claims 1-2, 4, 6 and 8, wherein R^5 is





20. The compound, salt or solvate of any of claims 3, 5, 7 and 9, wherein R^5 is

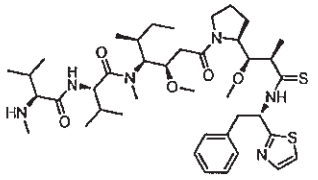
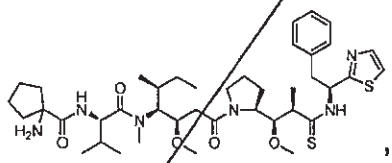
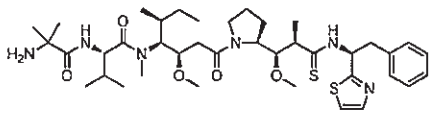
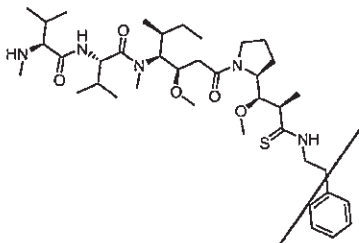
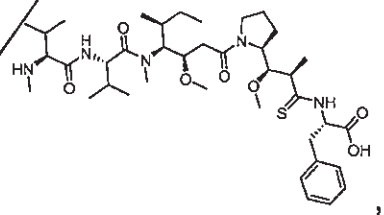
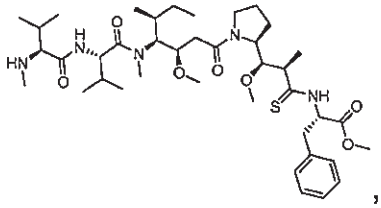
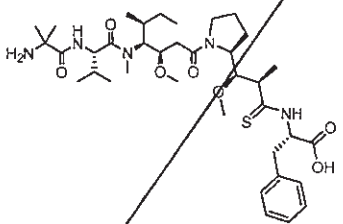
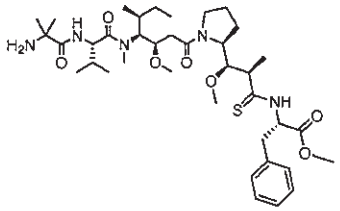
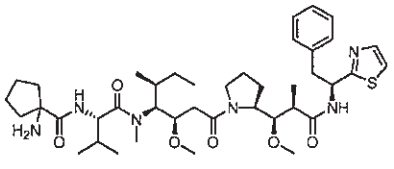


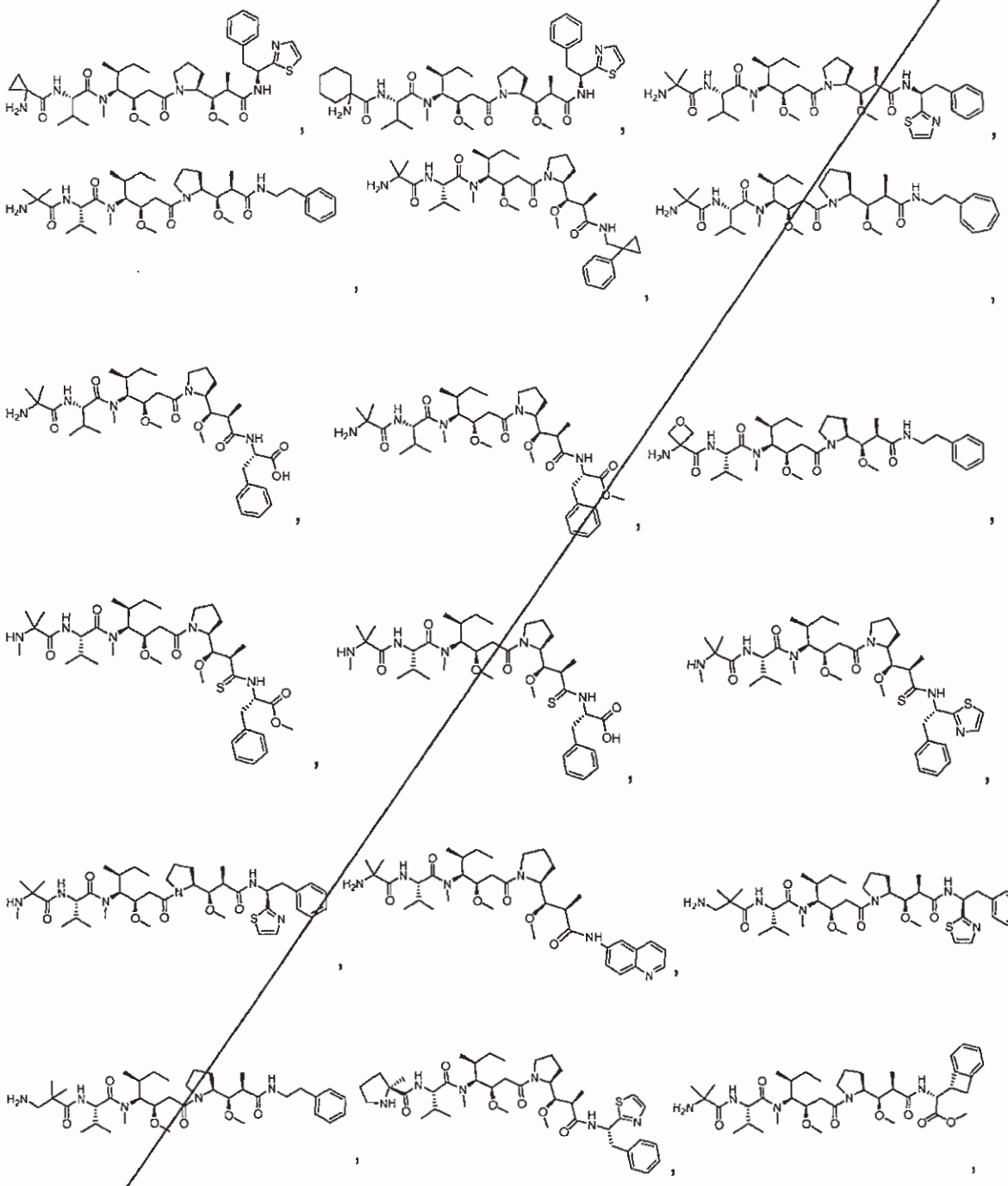
21. The compound, salt or solvate of any of claims 2-9 wherein Y is -C_2-C_{20} alkylene-, -C_2-C_{20} heteroalkylene-, -C_3-C_8 carbocyclo-, -arylene-, -C_3-C_8heterocyclo-, -C_1-C_{10}alkylene-arylene-, -

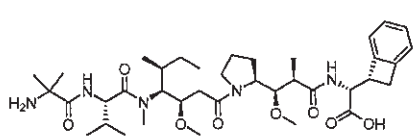
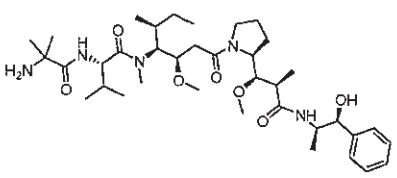
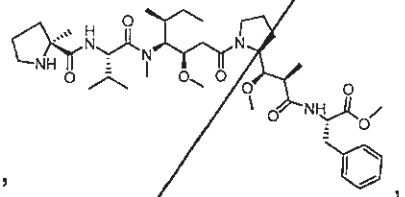
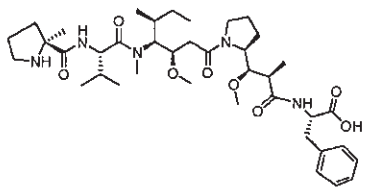
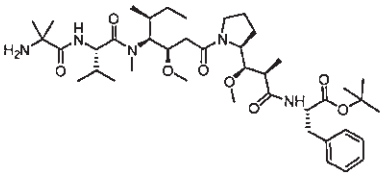
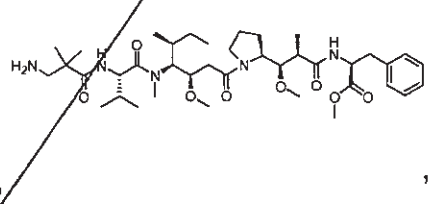
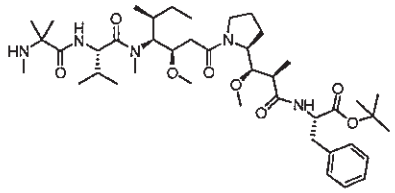
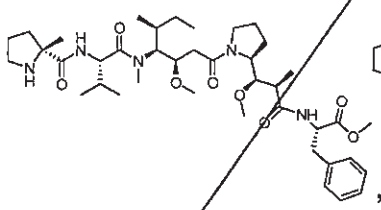
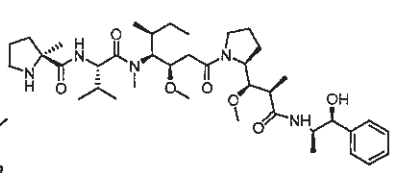
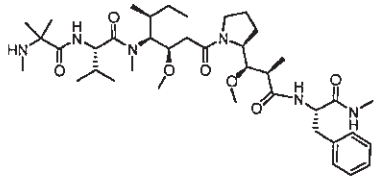
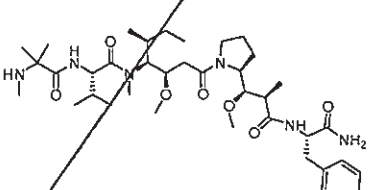
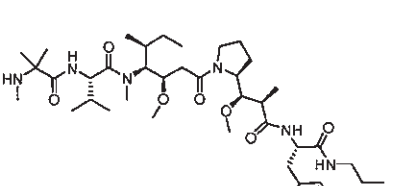
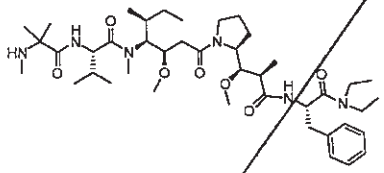
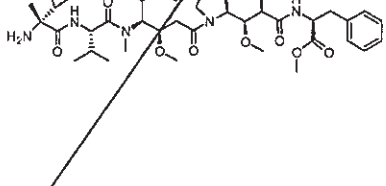
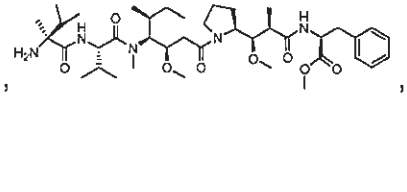
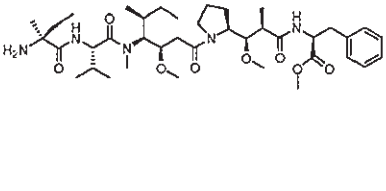
arylene-C_1-C_{10}alkylene-, -C_1-C_{10}alkylene-(C_3-C_8carbocyclo)-, -(C_3-C_8carbocyclo)-C_1-C_{10}alkylene-, -C_1-C_{10}alkylene-(C_3-C_8heterocyclo)-, or -(C_3-C_8 heterocyclo)-C_1-C_{10}alkylene-;

22. The compound, salt or solvate of any of claims 5-9 wherein antibody is selected from trastuzumab, oregovomab, edrecolomab, cetuximab, a humanized monoclonal antibody to the vitronectin receptor ($\alpha_v\beta_3$); alemtuzumab; a humanized anti-HLA-DR antibody for the treatment of non-Hodgkin's lymphoma; 1311 Lym-1; a murine anti-HLA-Dr10 antibody for the treatment of non-Hodgkin's lymphoma; a humanized anti-CD2 mAb for the treatment of Hodgkin's Disease or non-Hodgkin's lymphoma; labetuzumab; bevacizumab; ibritumomab tiuxetan; ofatumumab; panitumumab; rituximab; tositumomab; ipilimumab; gemtuzumab; an anti-IL13 antibody; and an anti-Notch antibody.

23. A compound, or a pharmaceutically acceptable salt or solvate thereof, selected from:


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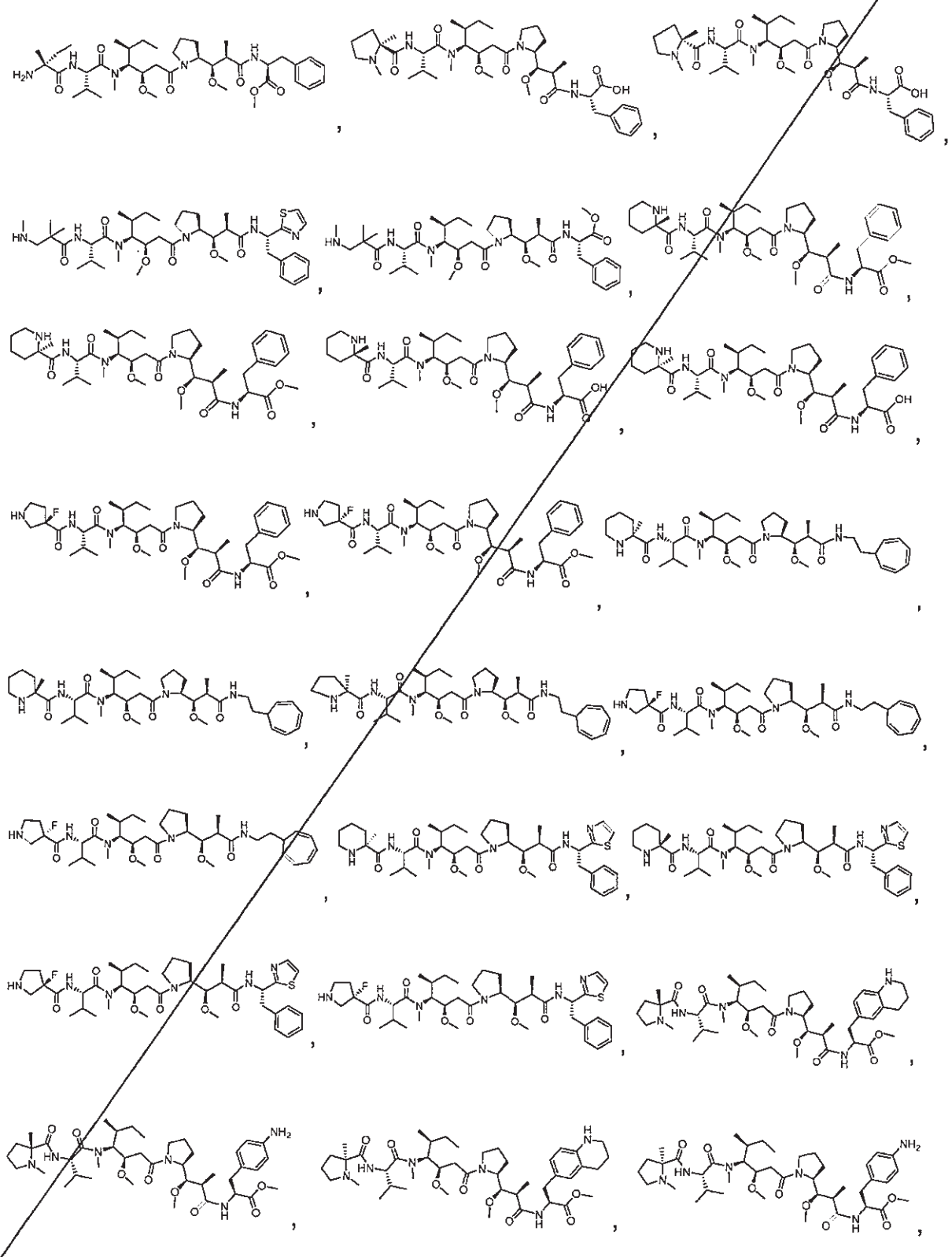


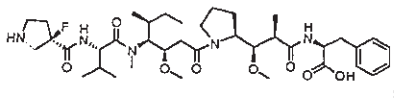
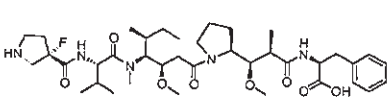
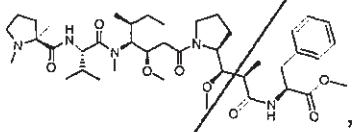
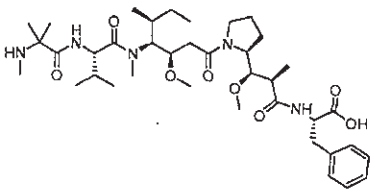
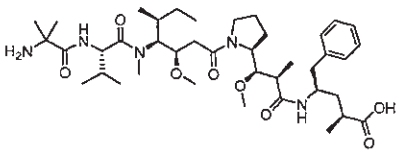
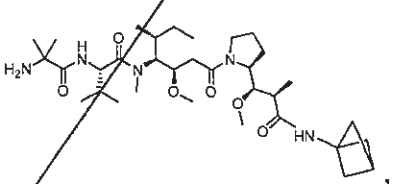
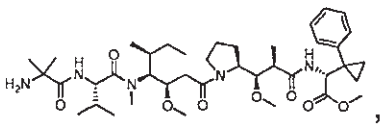
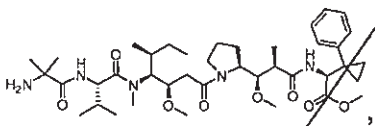
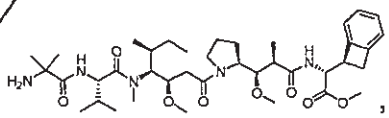
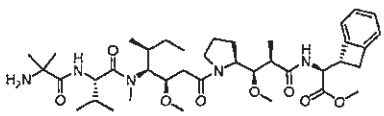
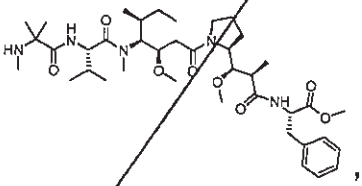
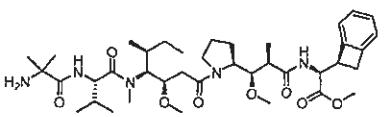
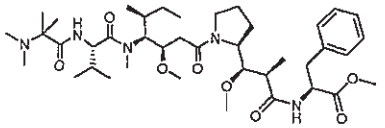
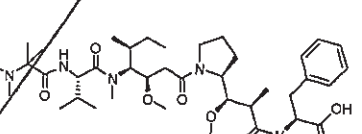
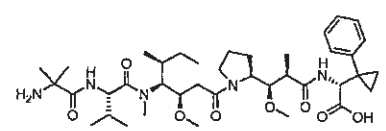
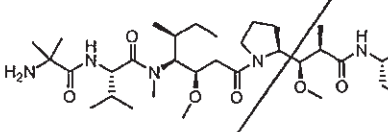
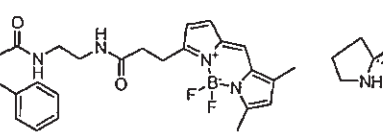
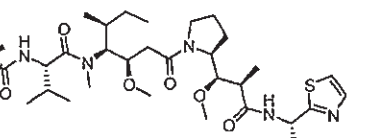
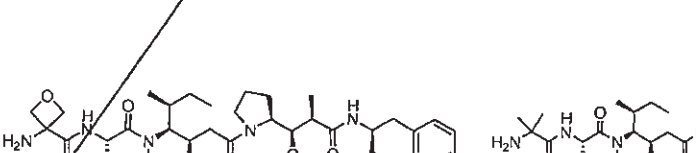
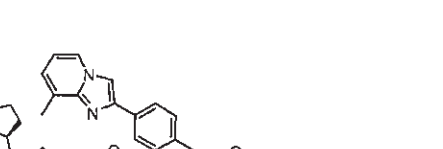

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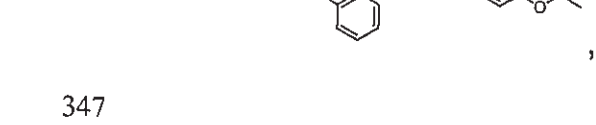
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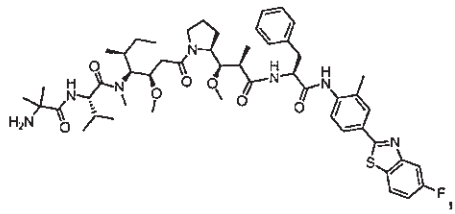
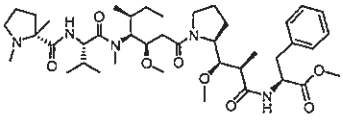
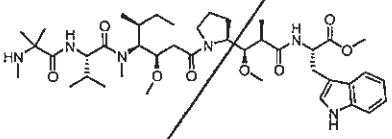
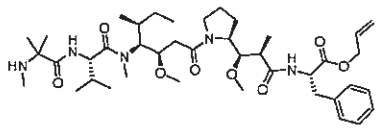
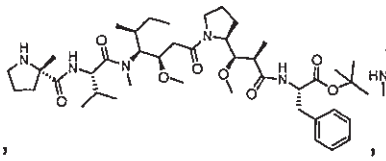
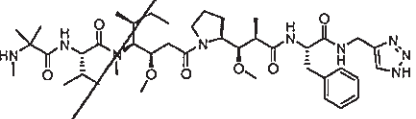
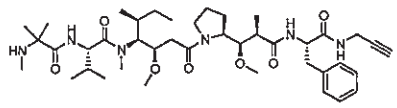
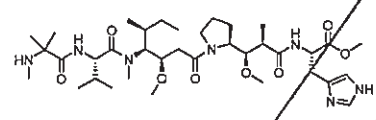
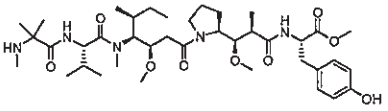
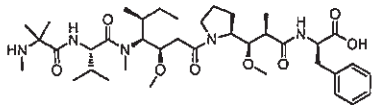
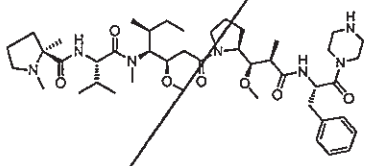
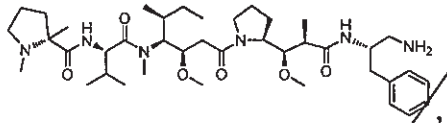
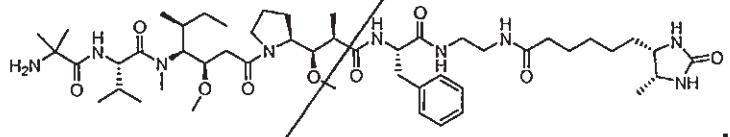
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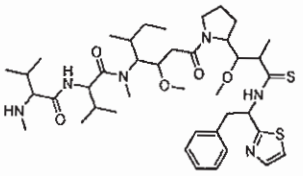
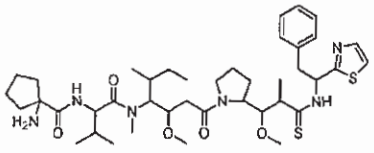
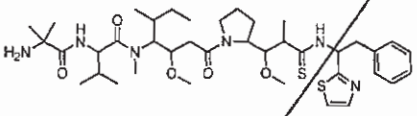
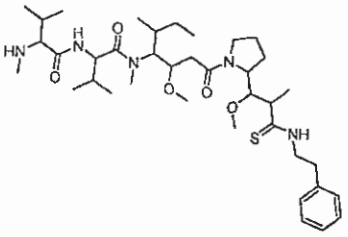
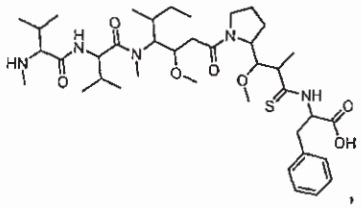
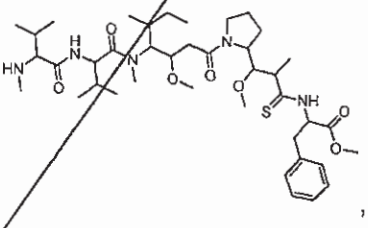
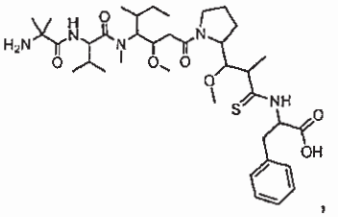
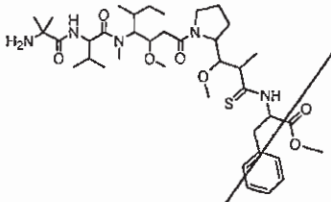
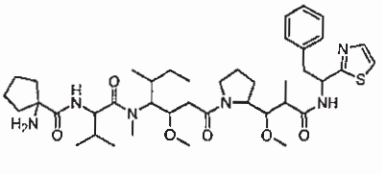
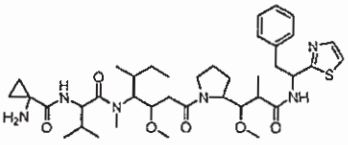
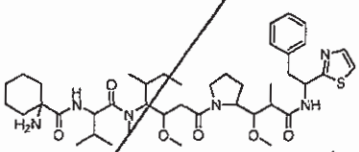
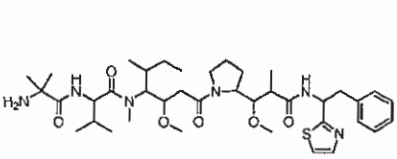
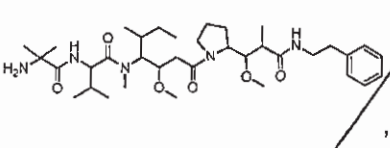
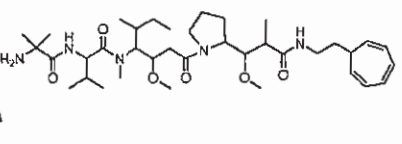
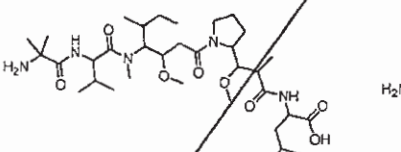
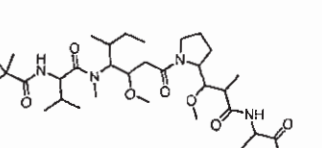
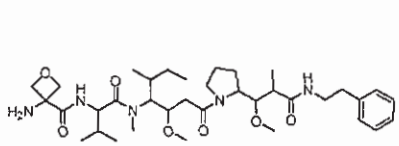



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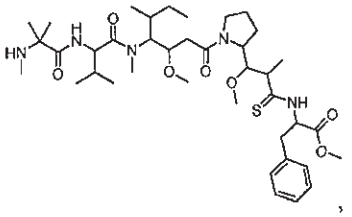
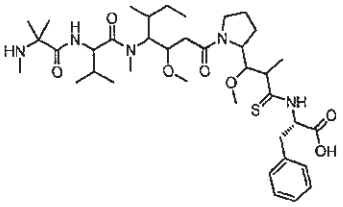
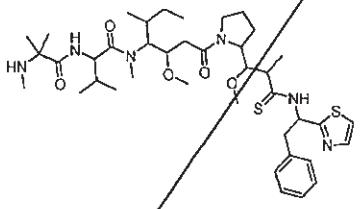
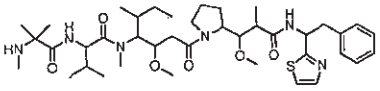
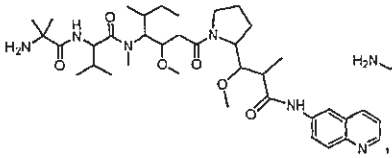
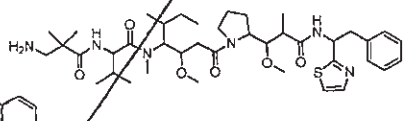
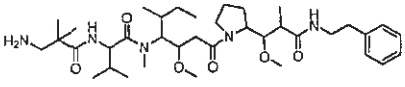
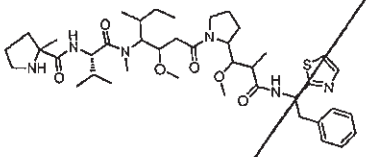
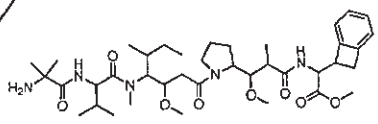
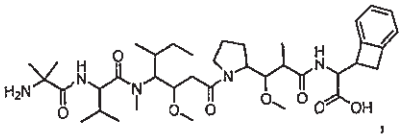
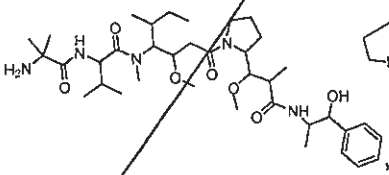
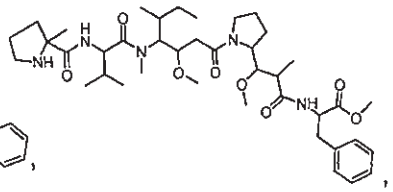
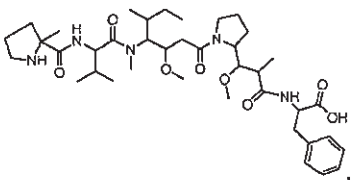
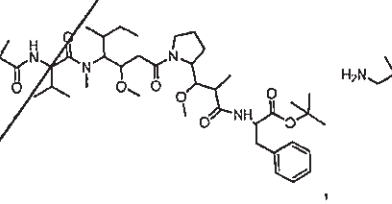
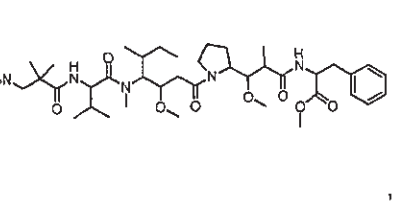
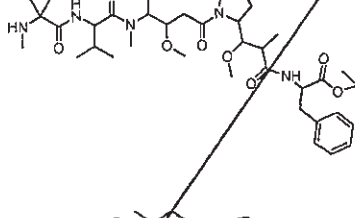
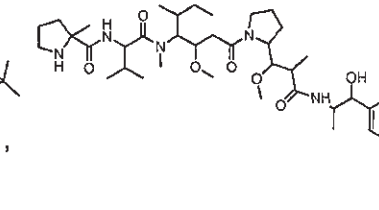
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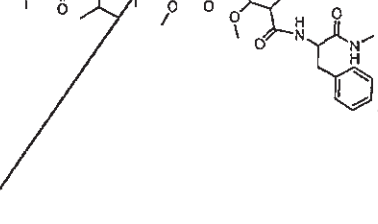
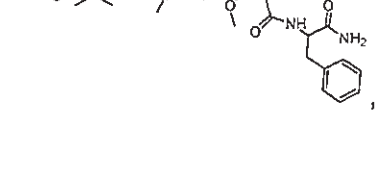

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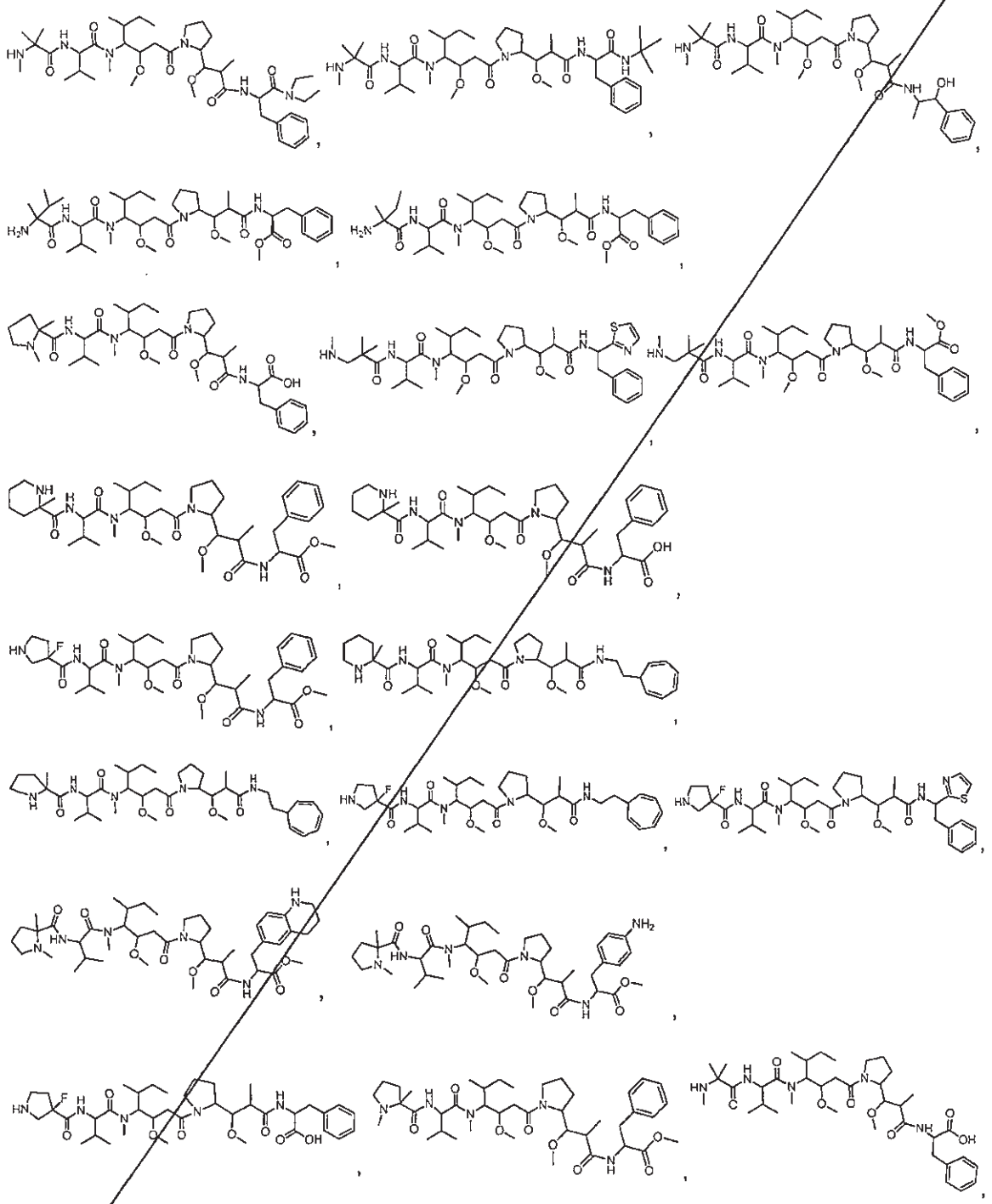

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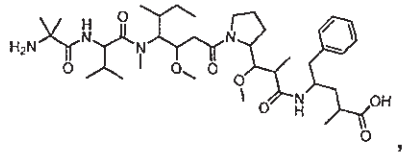
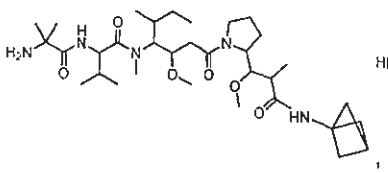
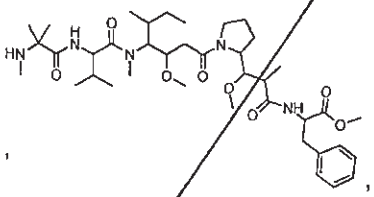
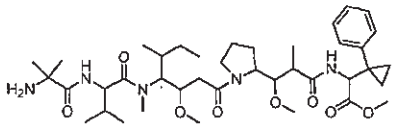
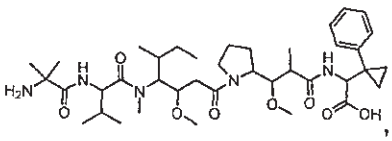
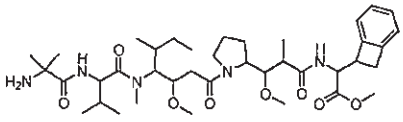
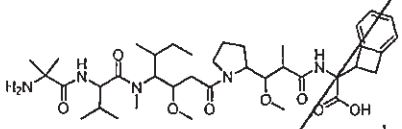
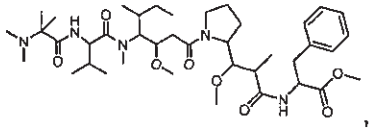
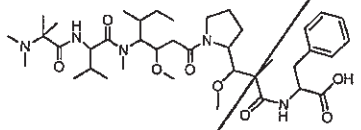
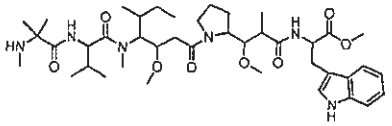
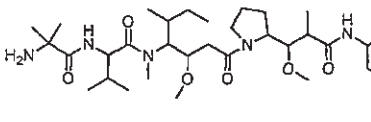
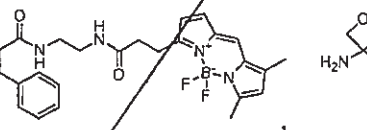
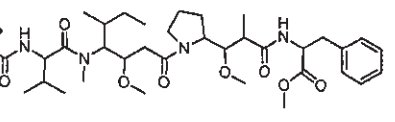
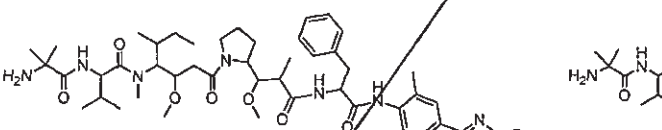
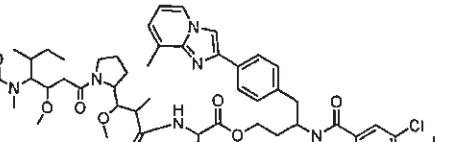
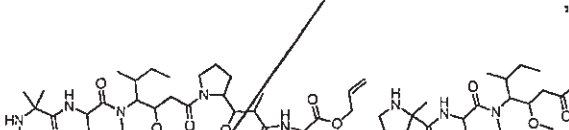
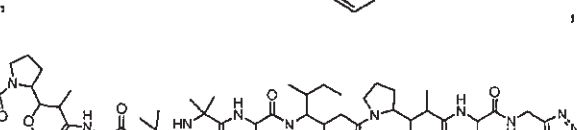
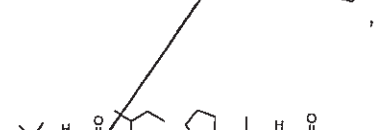
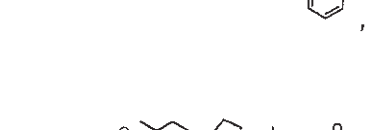
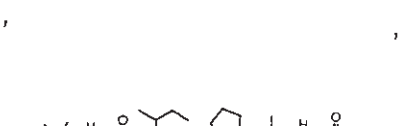
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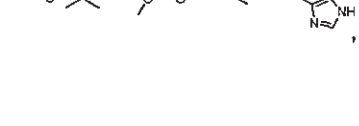
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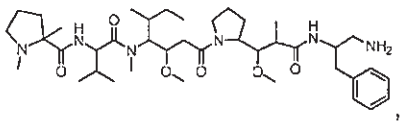
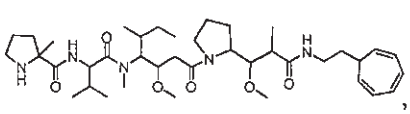
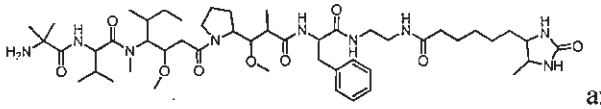
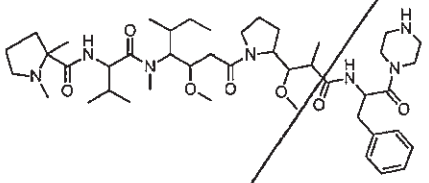
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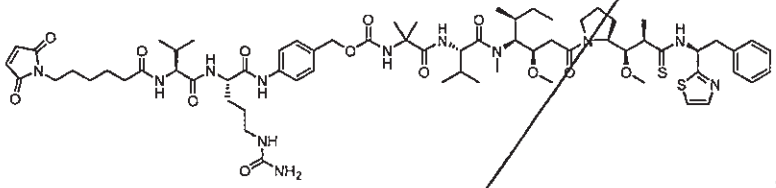
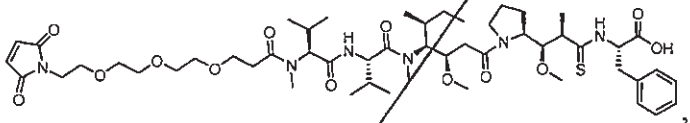
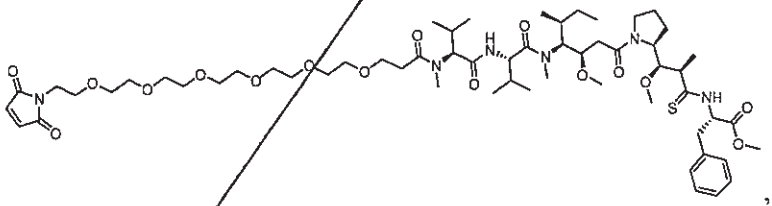
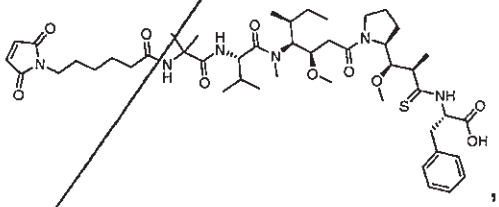
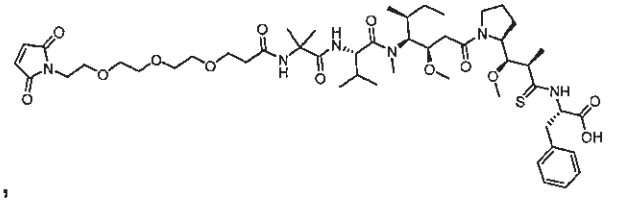
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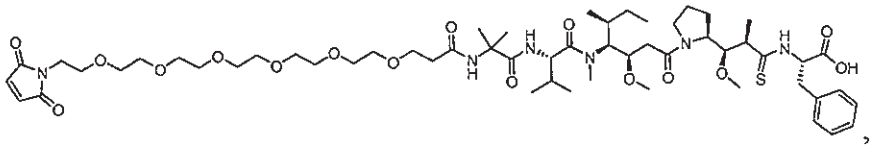

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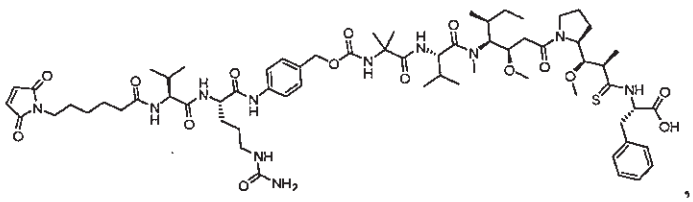
25. A payload-linker or an antibody-drug-conjugate comprising a radical of a compound of claim 23 or 24.

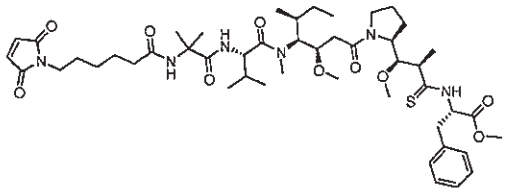
26. An antibody drug conjugatc comprising a radical of a compound of claims 1-3.

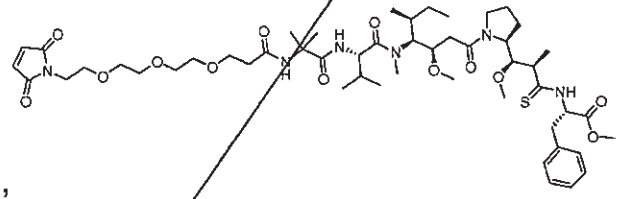
27. A compound, or a pharmaceutically acceptable salt or solvate thereof, selected from:

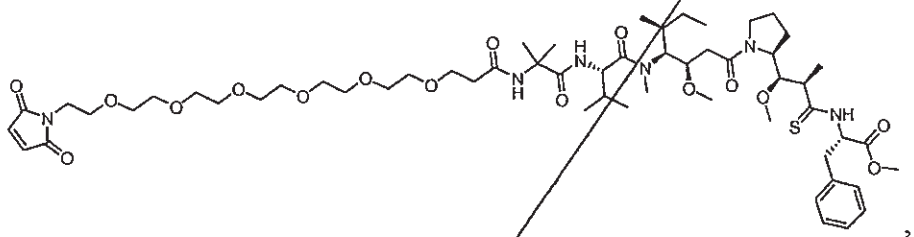

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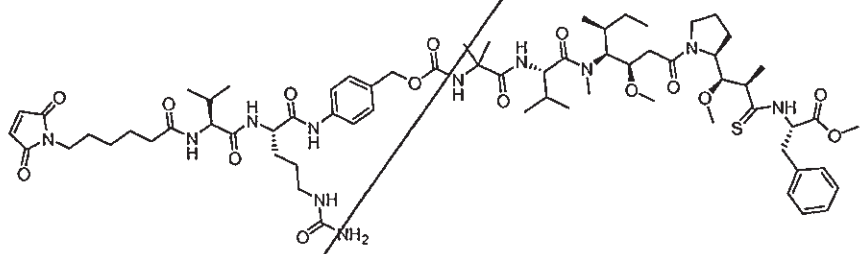


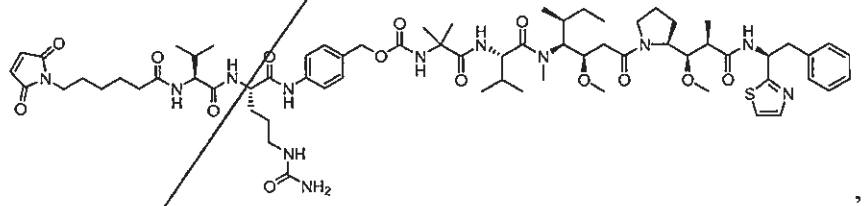


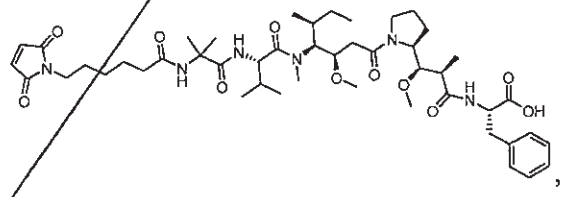


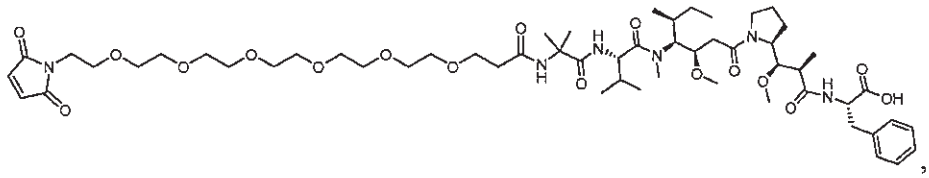


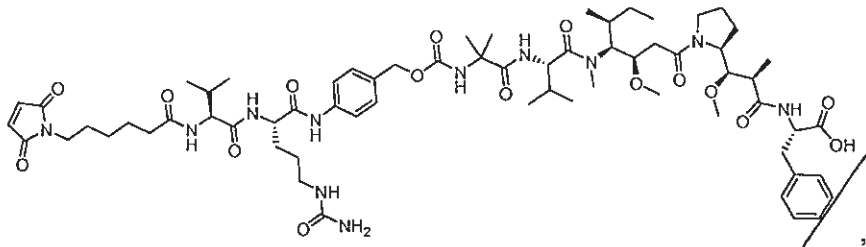


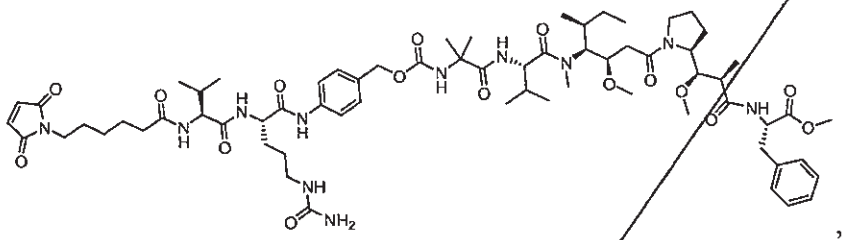


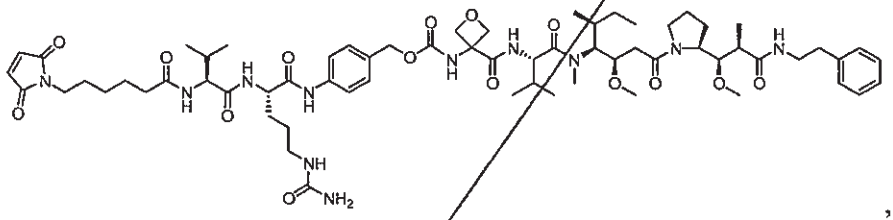


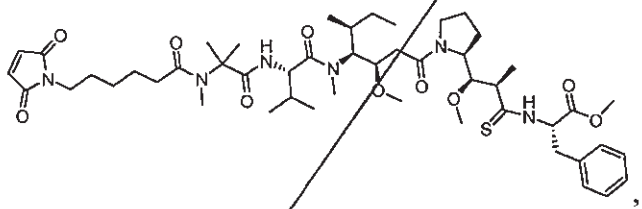


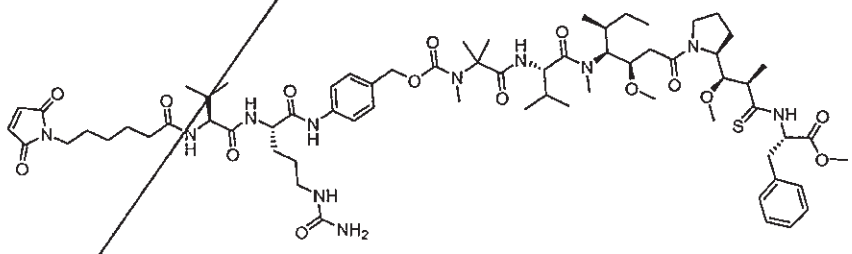


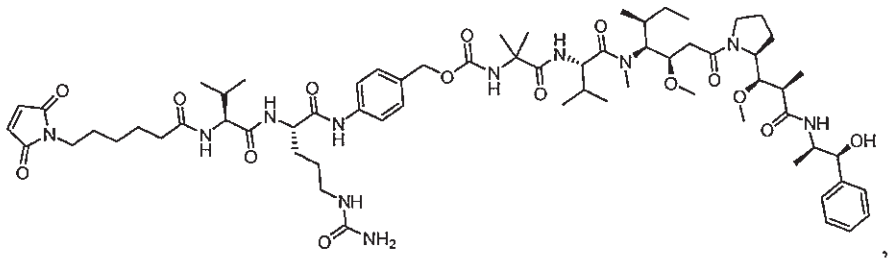




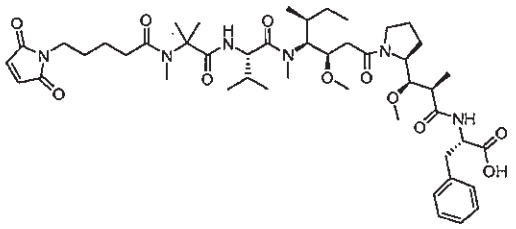




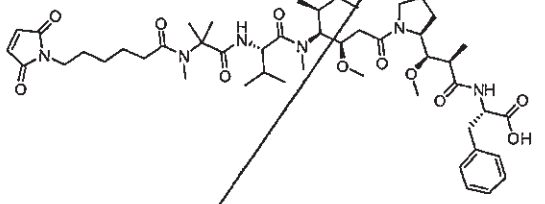




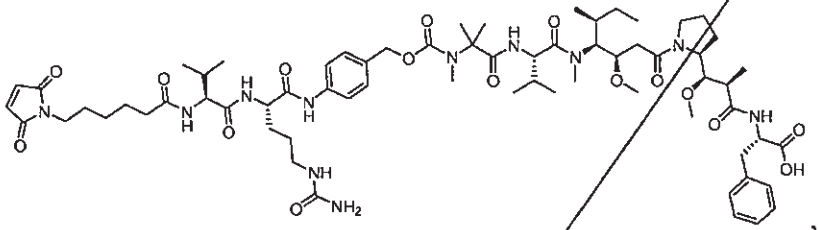
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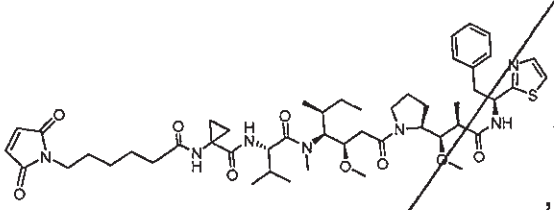
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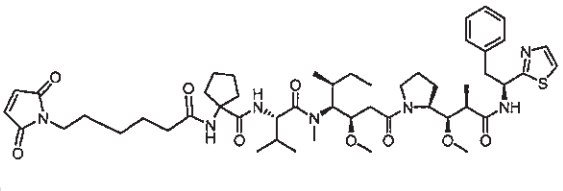
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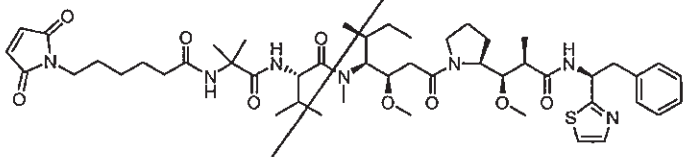
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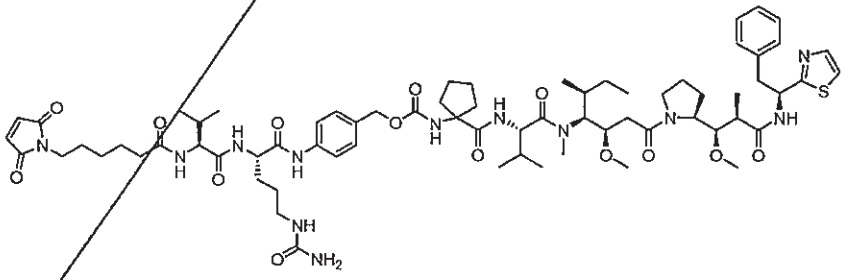
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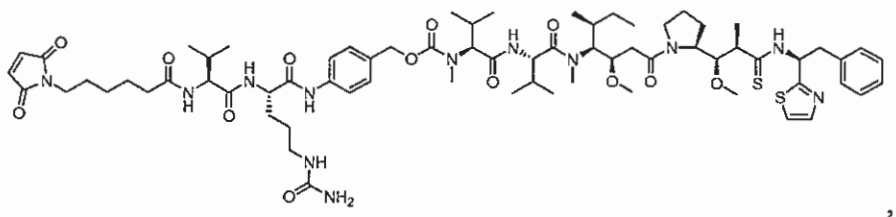
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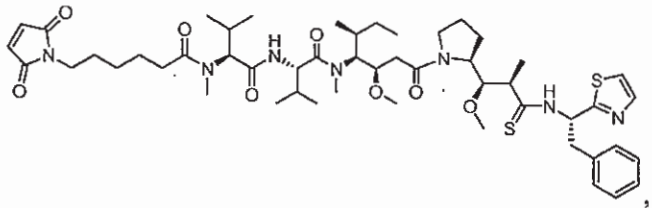
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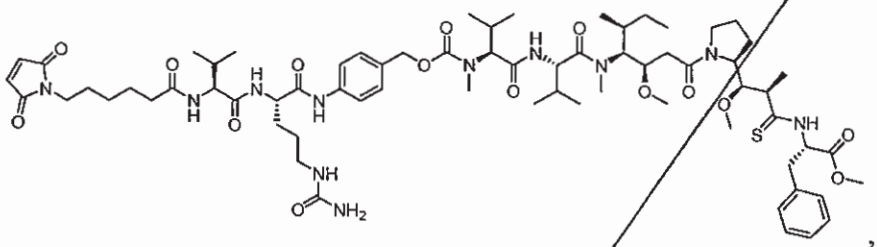
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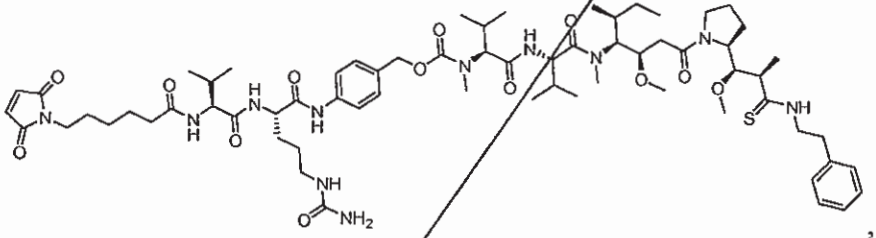
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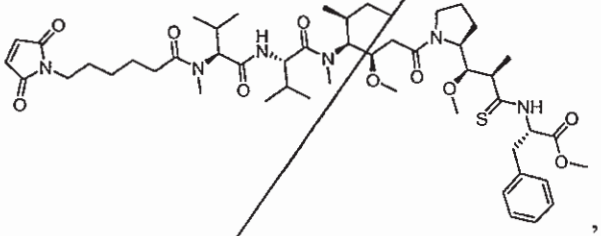
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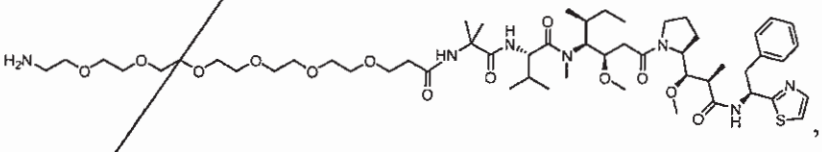
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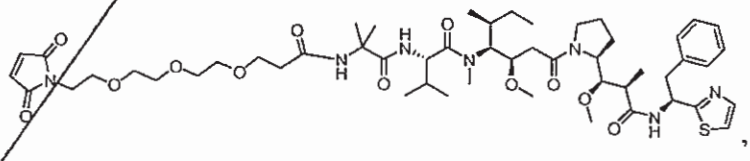
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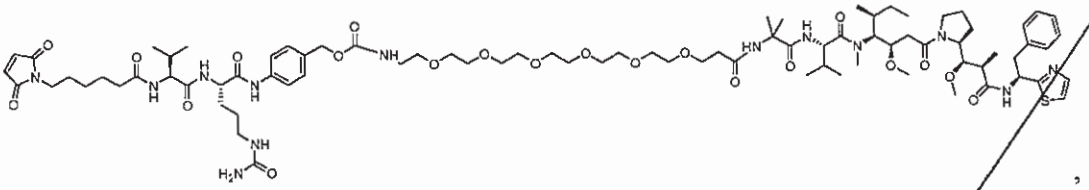
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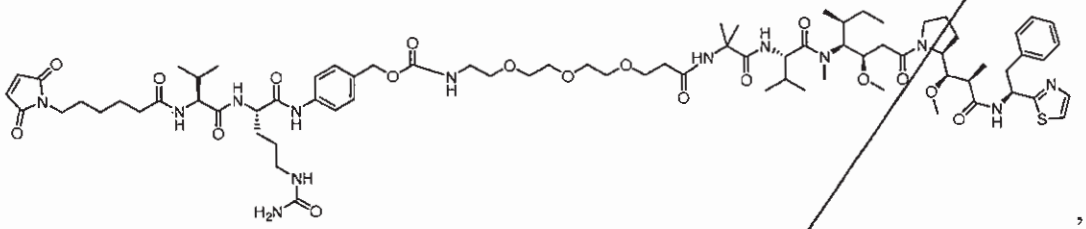
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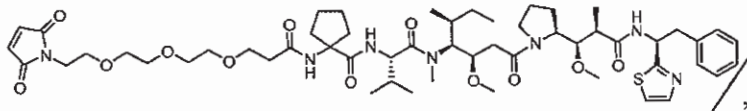
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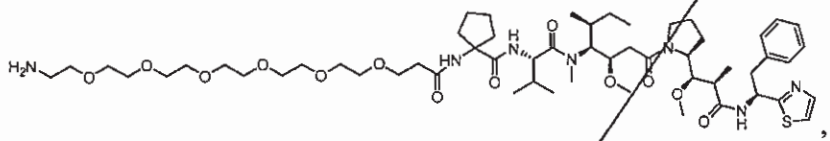
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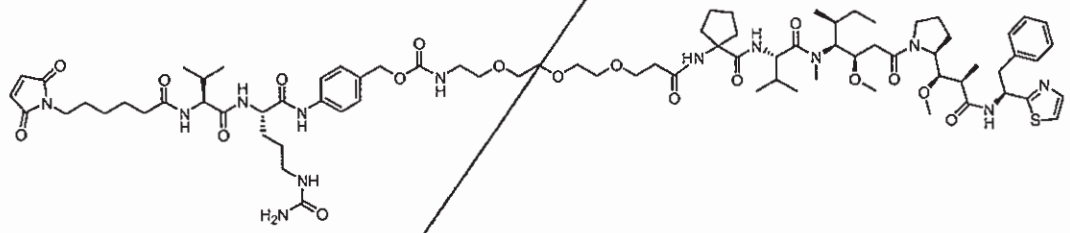
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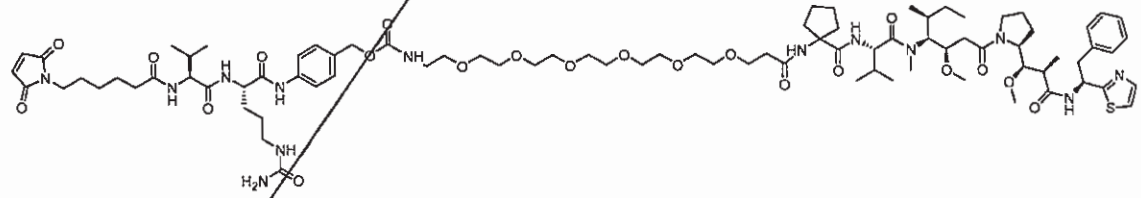
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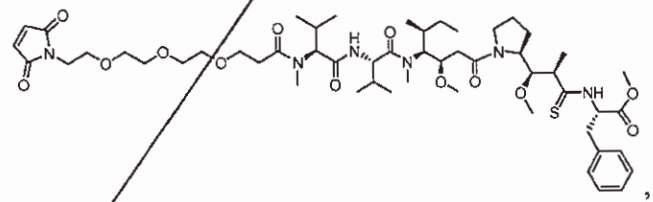
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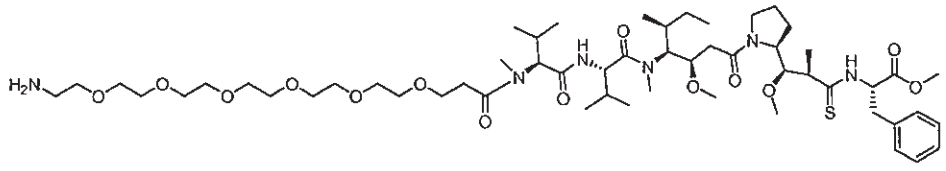
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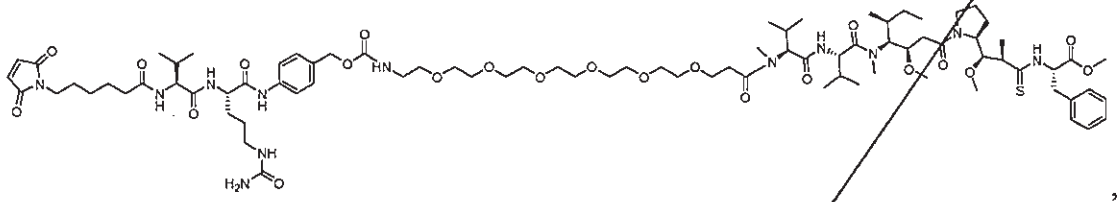
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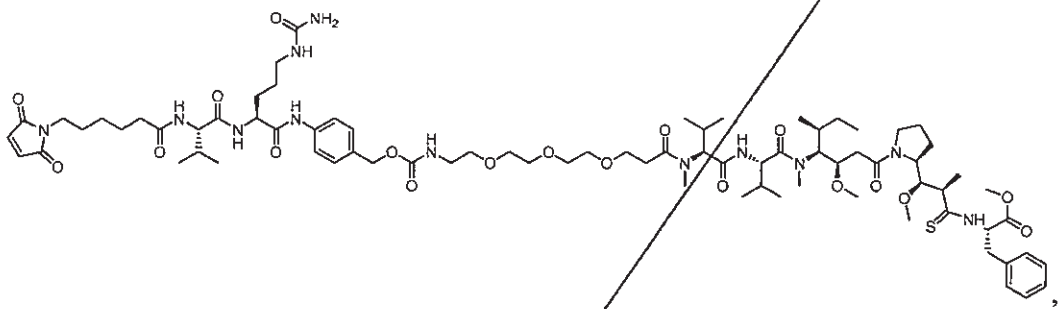
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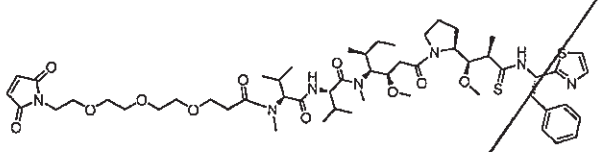
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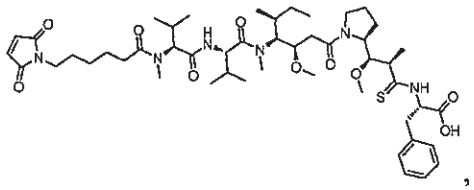
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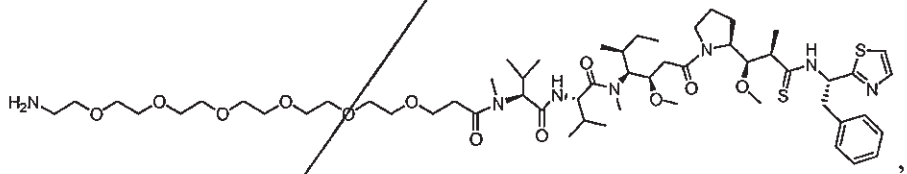
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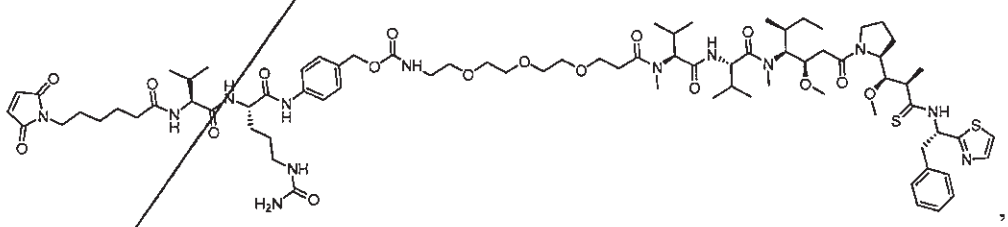
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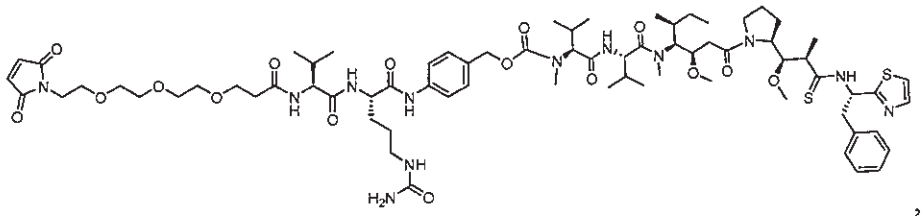
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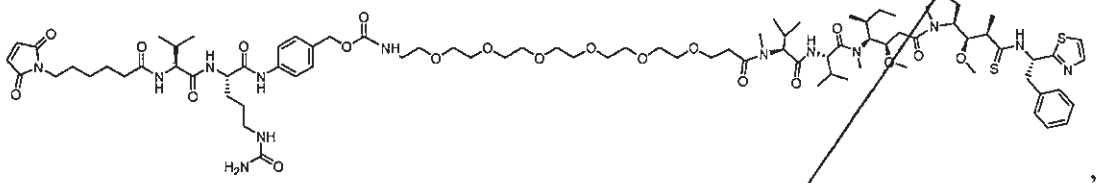
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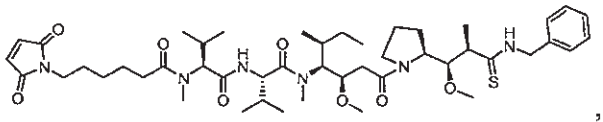
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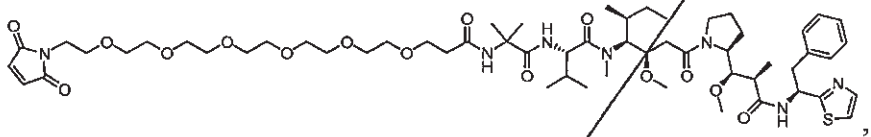
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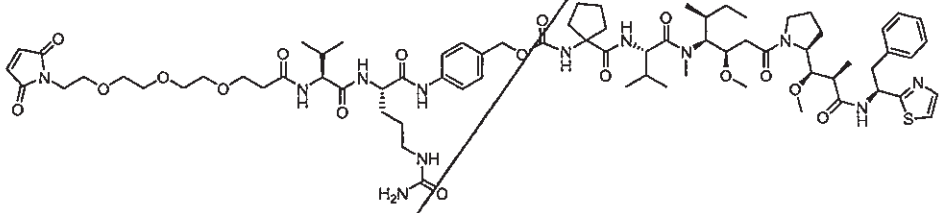
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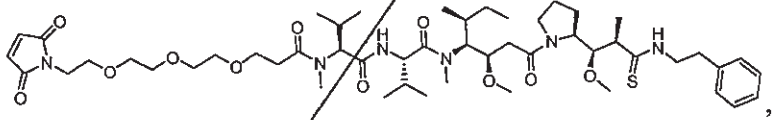
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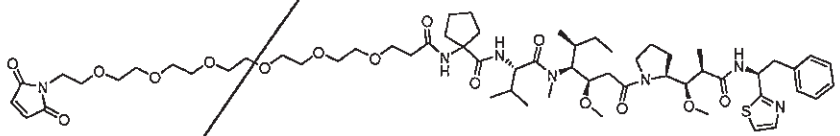
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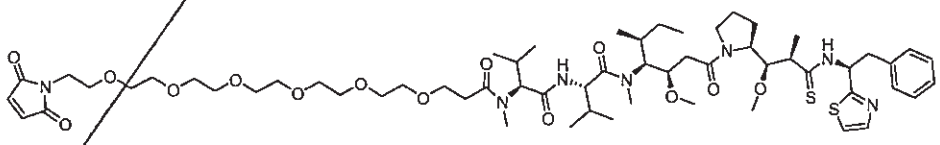
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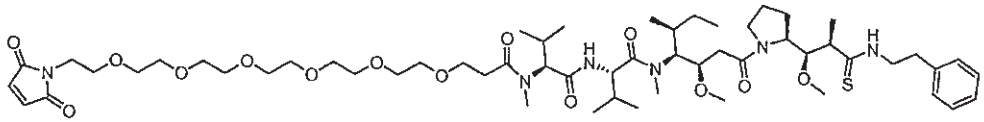
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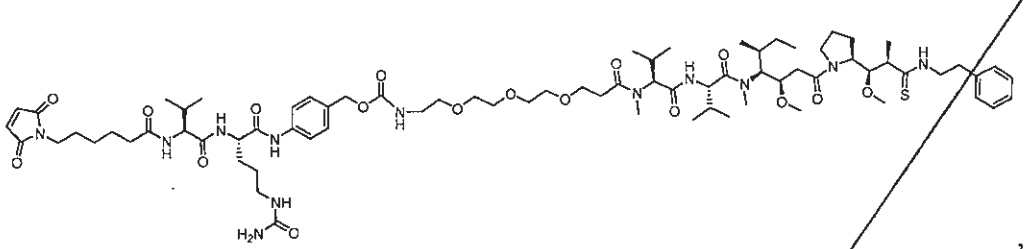


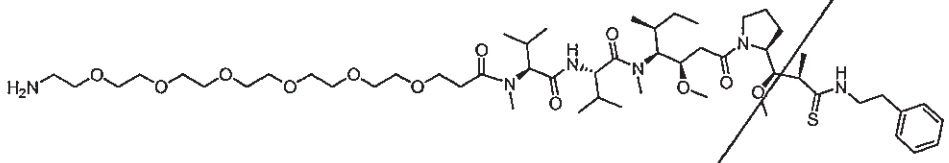
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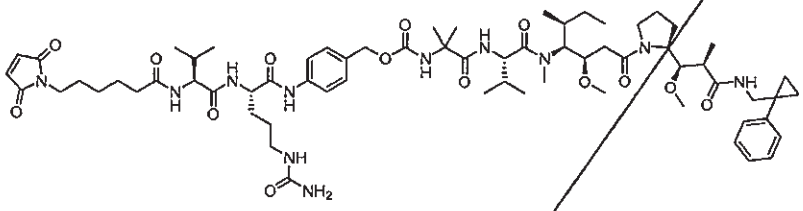


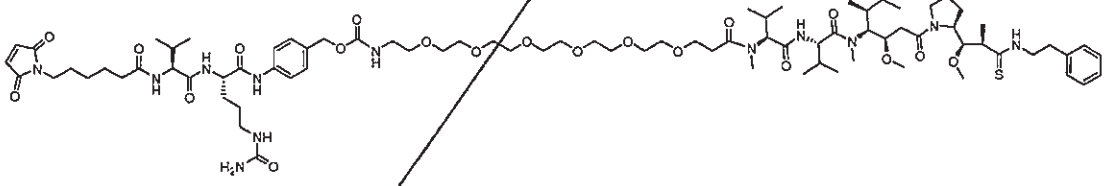
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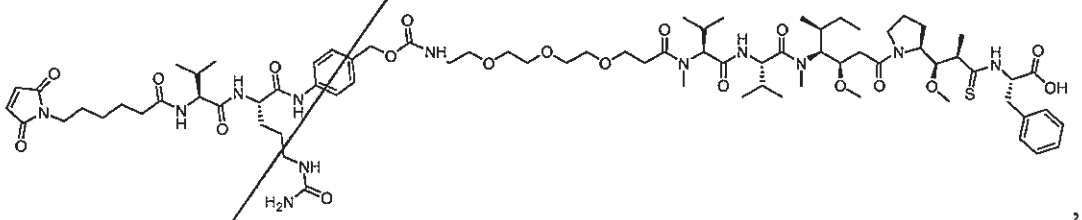


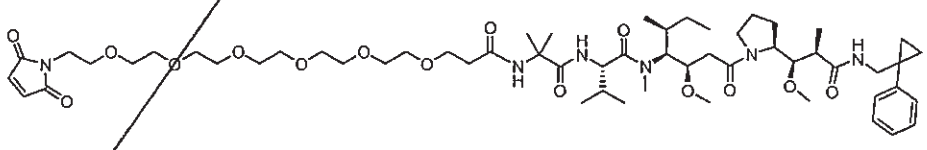


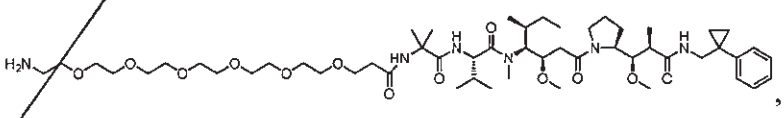


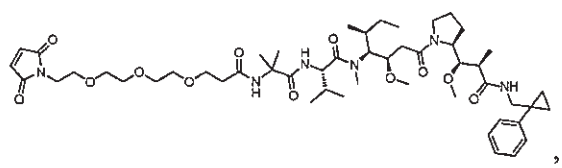




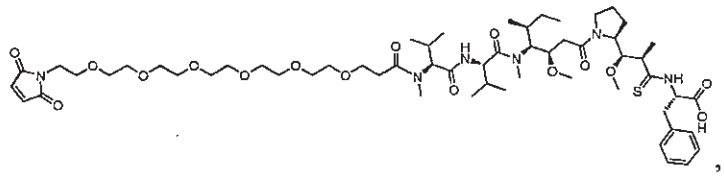




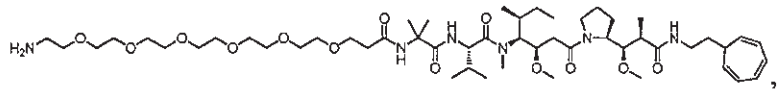




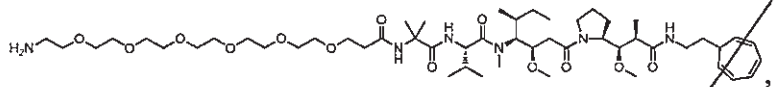
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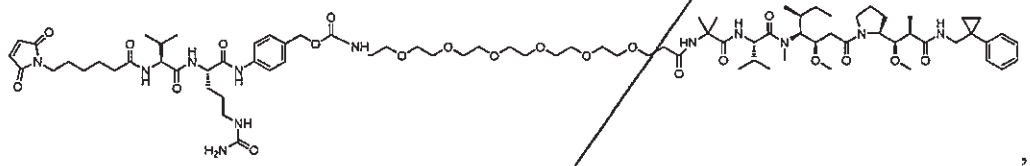
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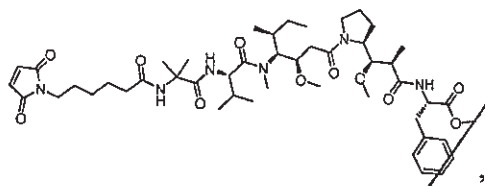
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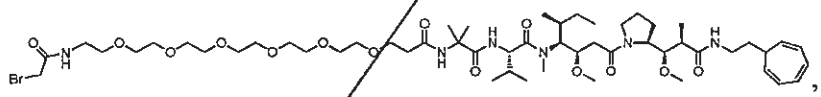
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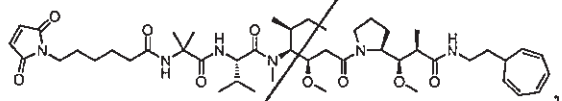
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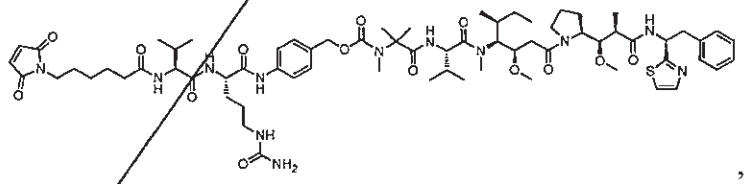
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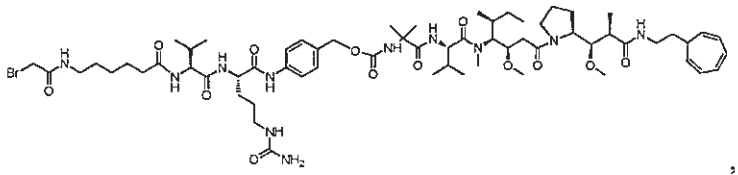
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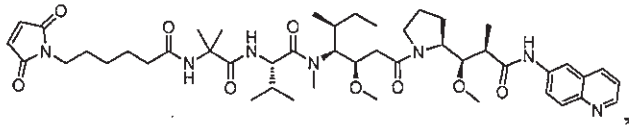


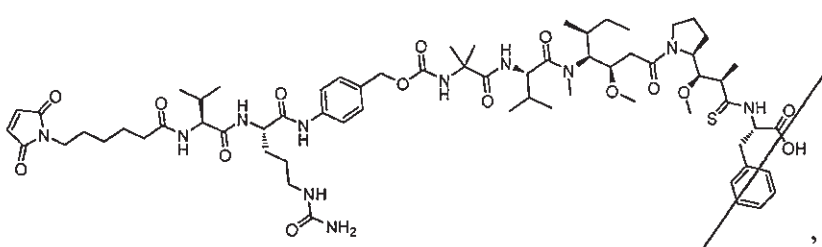
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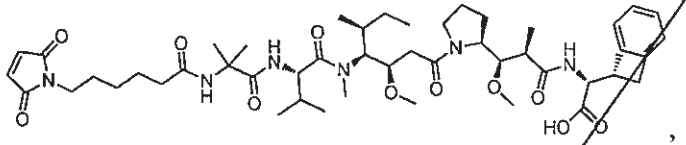


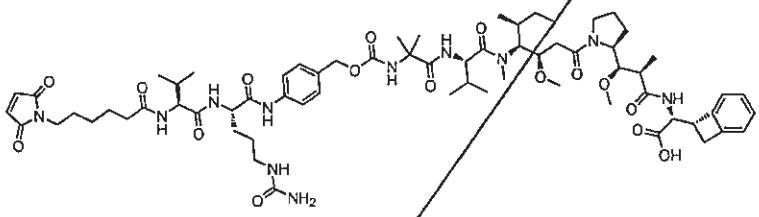
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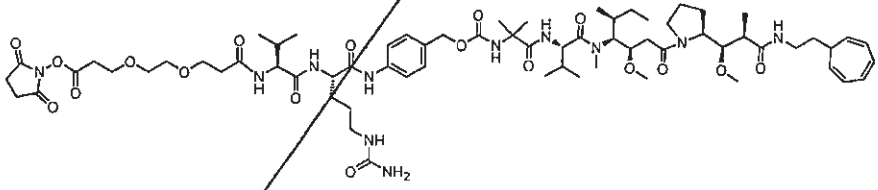


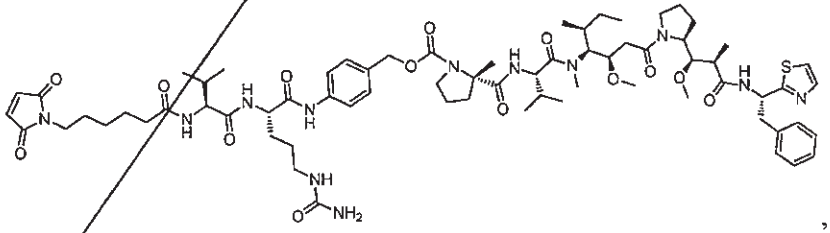


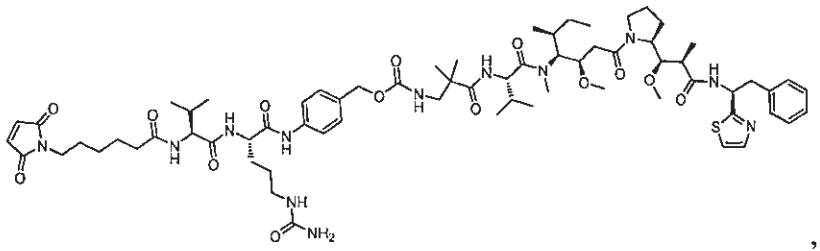




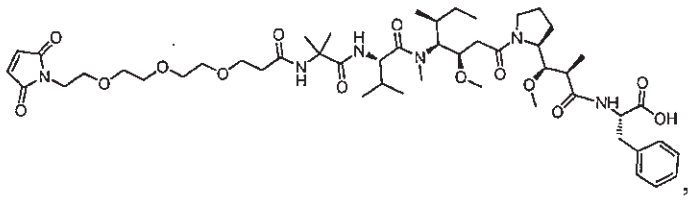




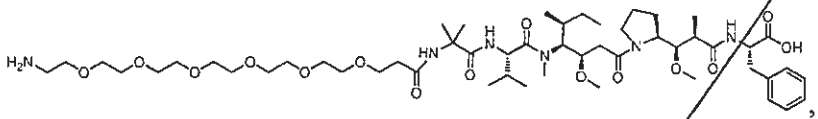




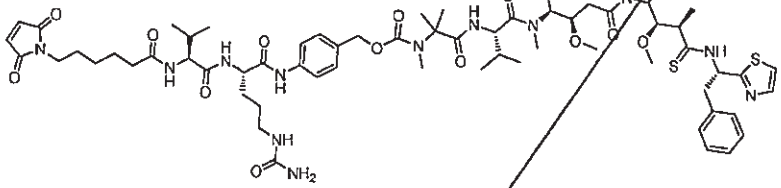
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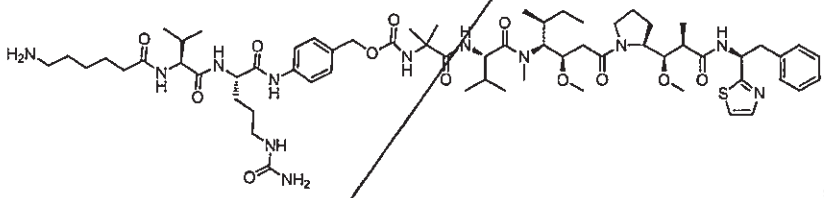
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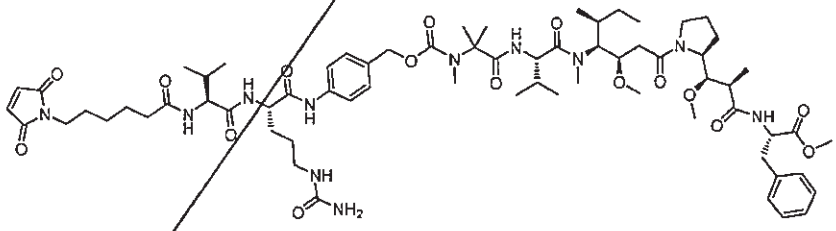
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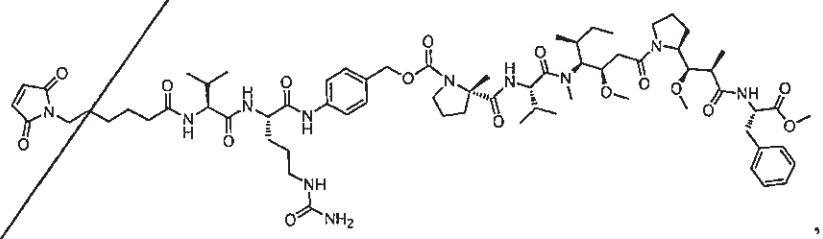
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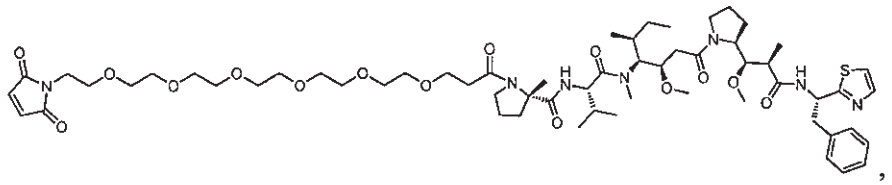
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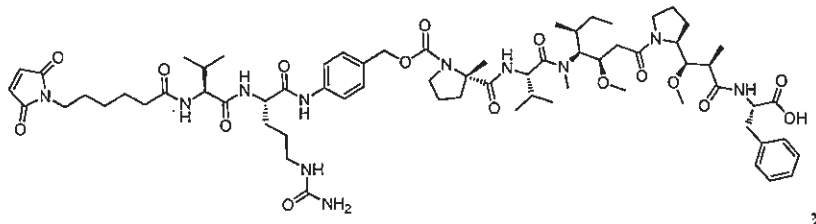


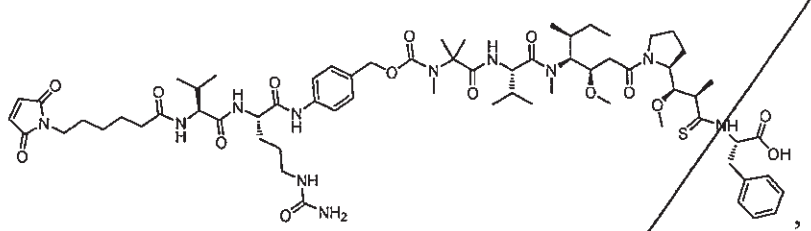
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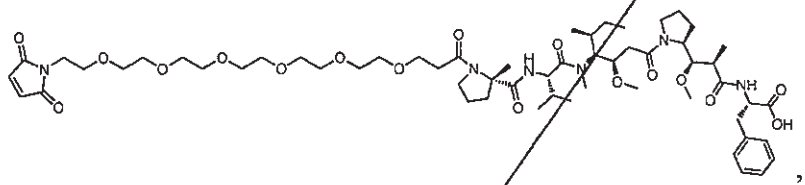


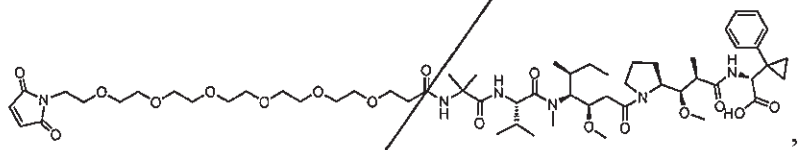
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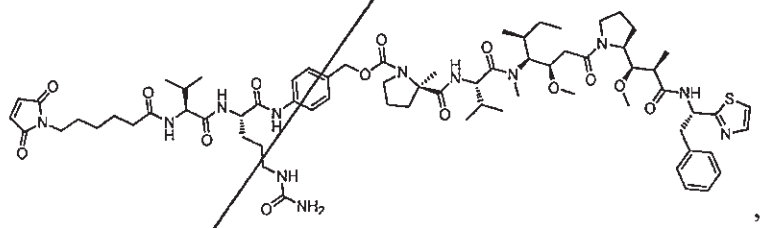


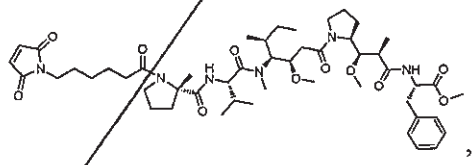


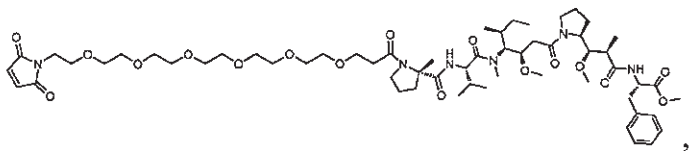


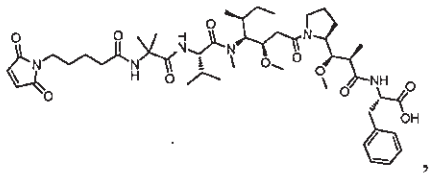


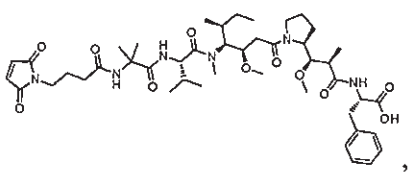


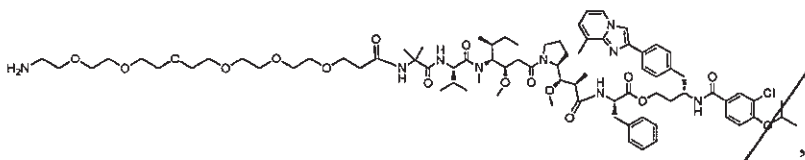


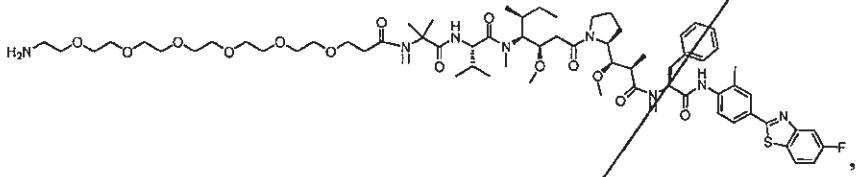


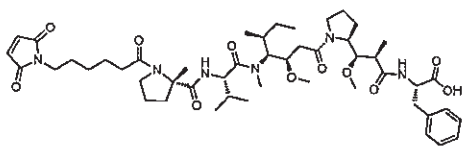

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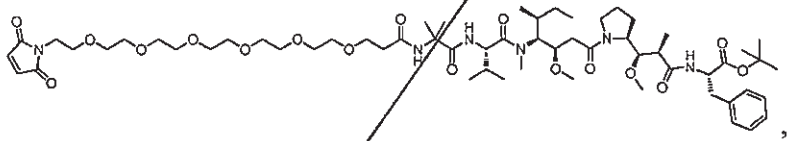

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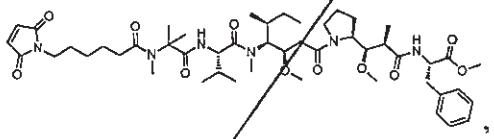

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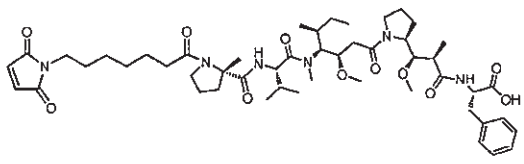

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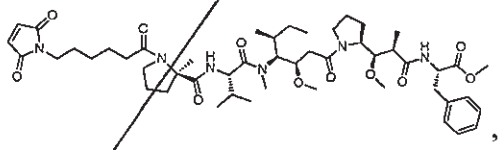

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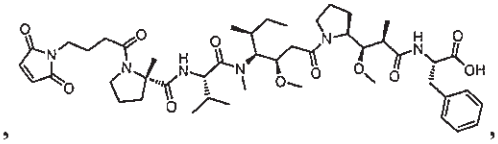

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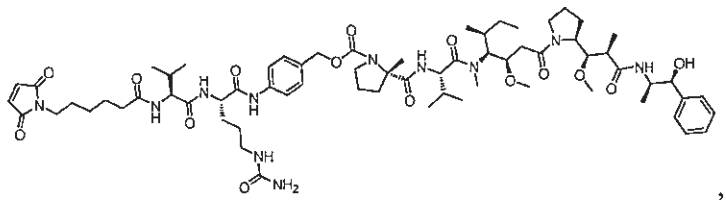

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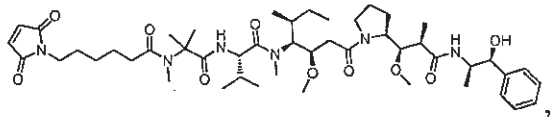

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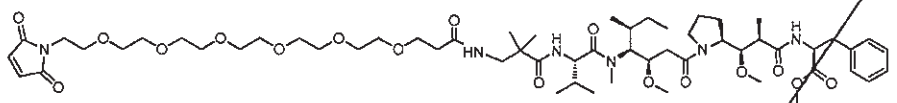

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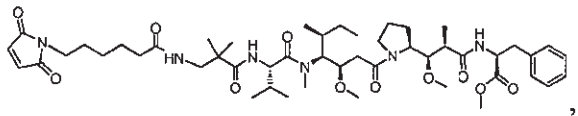

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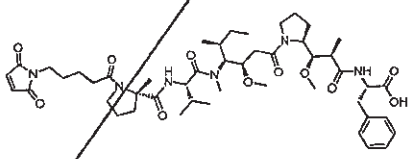

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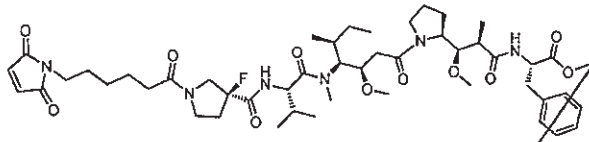


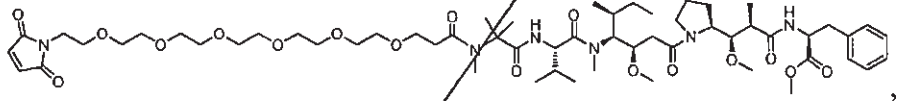


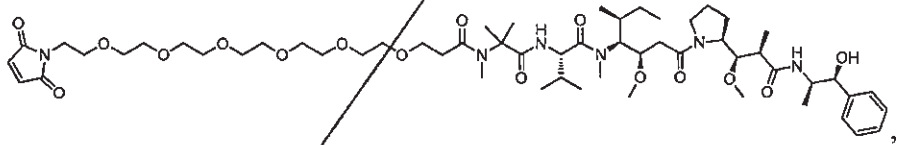


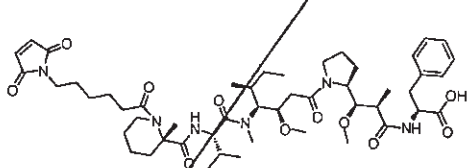


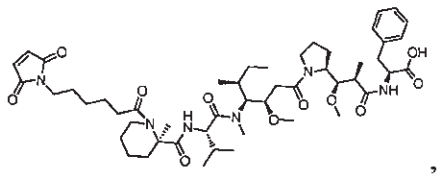


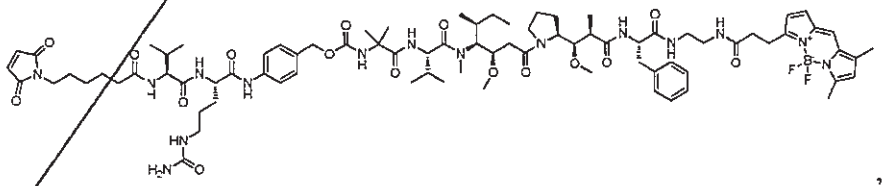


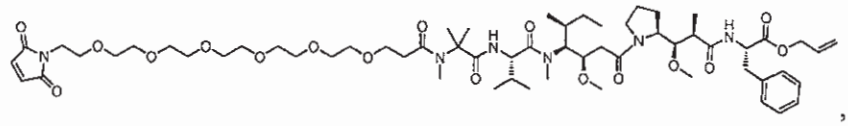


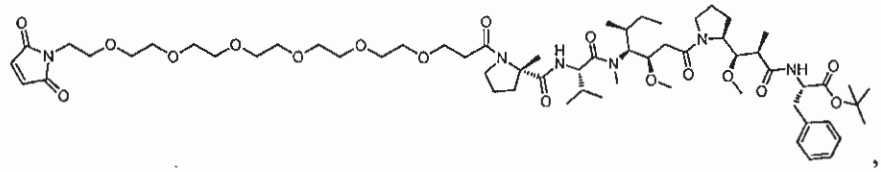


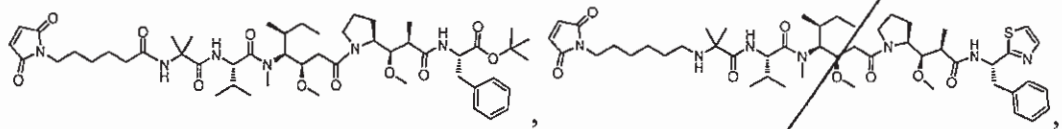


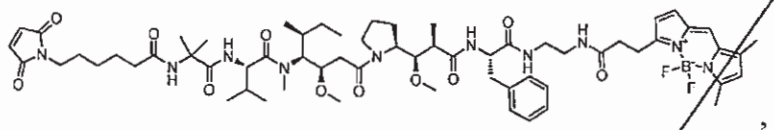


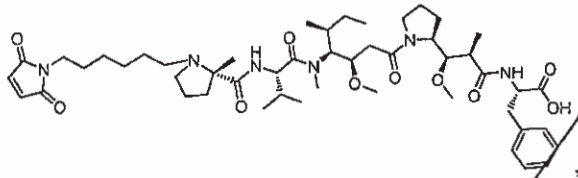


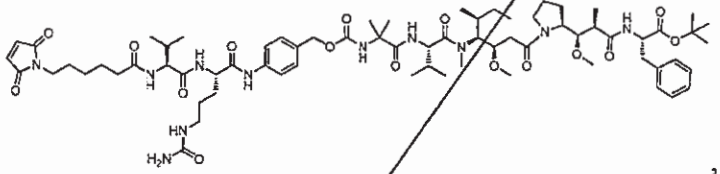


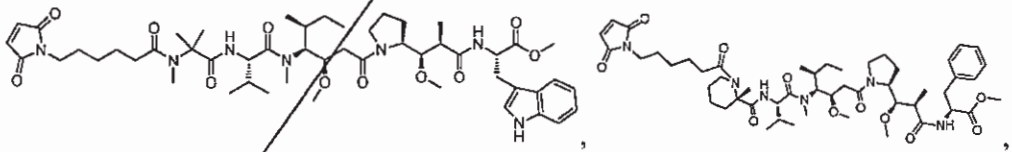


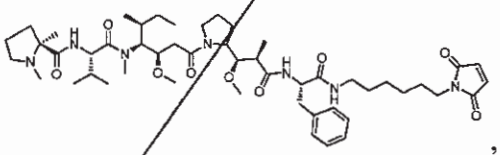


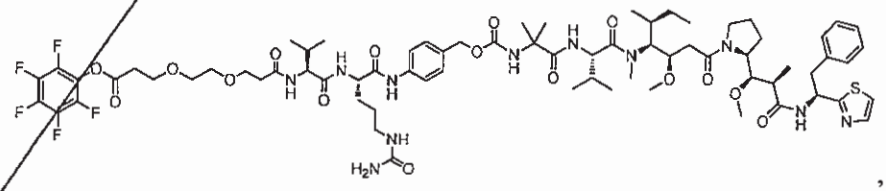


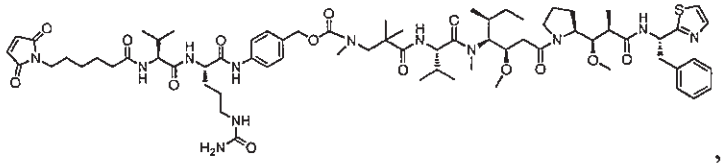




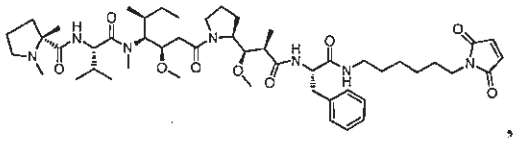




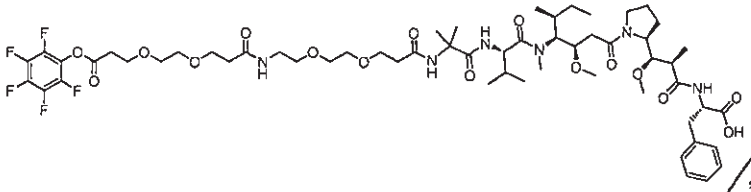




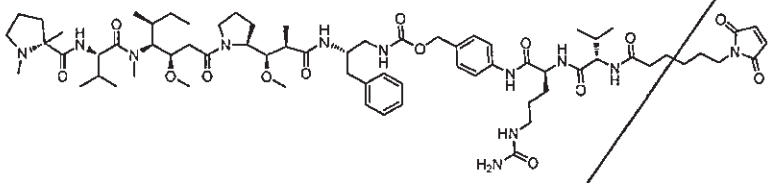
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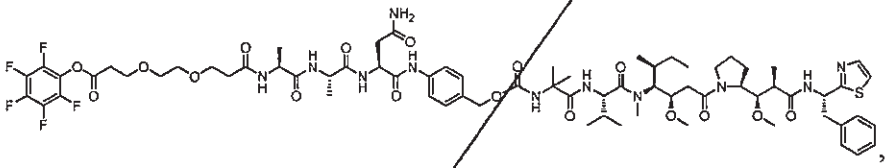
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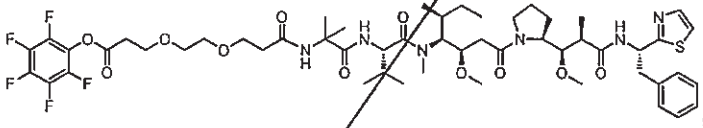
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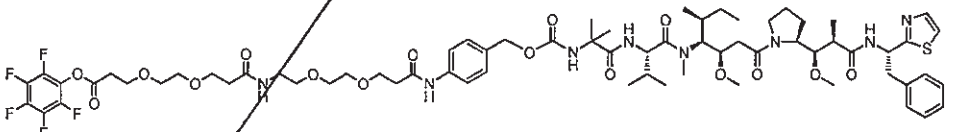
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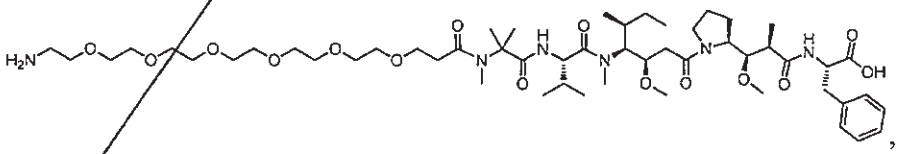
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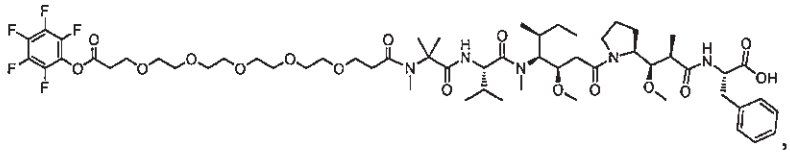
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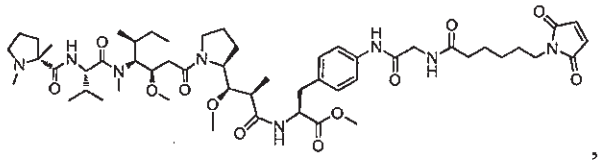


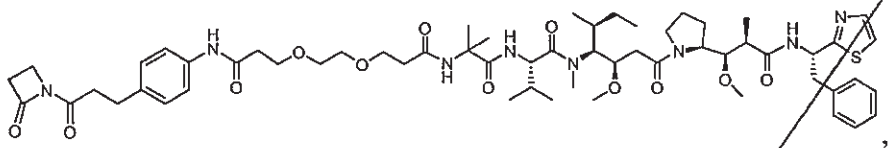
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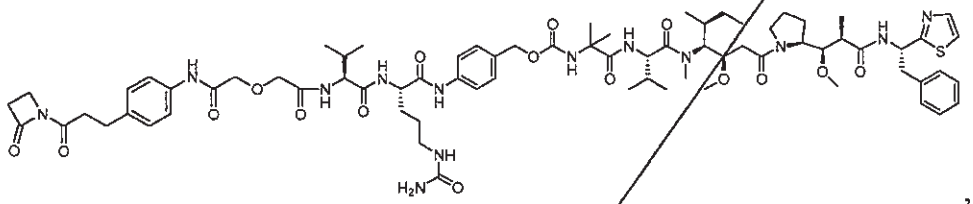


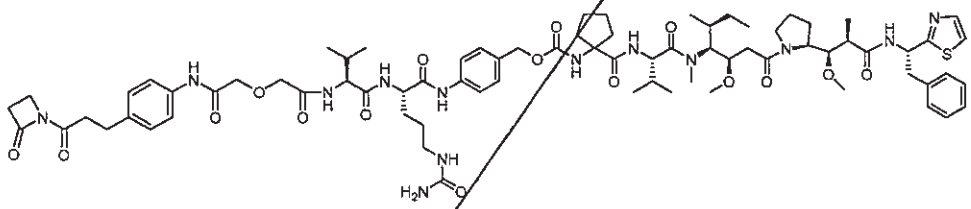
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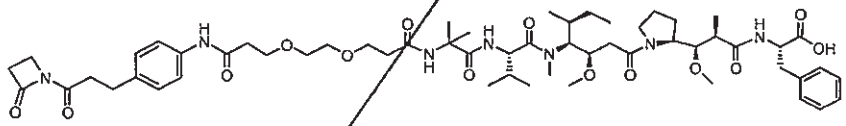


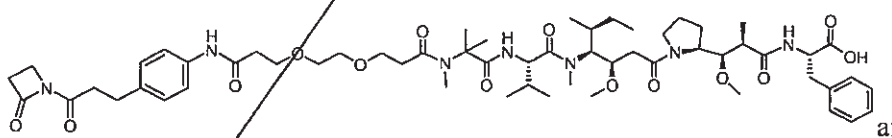




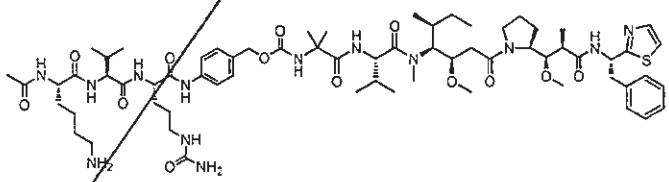








and



28. An antibody-drug-conjugate comprising a radical of a compound of claims 23-27.

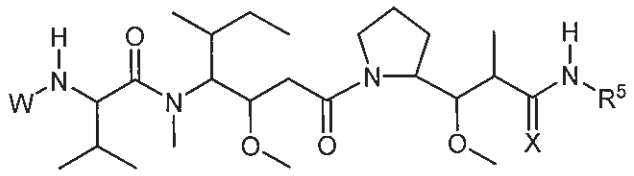
29. A pharmaceutical composition comprising a compound of any one of claims 1-28, or a pharmaceutically acceptable salt or solvate thereof, and pharmaceutically acceptable excipient.

30. Use of the compound of any one of claims 1-28 in the manufacture of a medicament useful for the treatment of cancer.

31. Use of the composition of claim 29 in the manufacture of a medicament useful for the treatment of cancer.

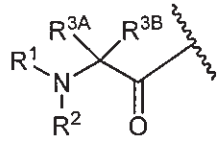
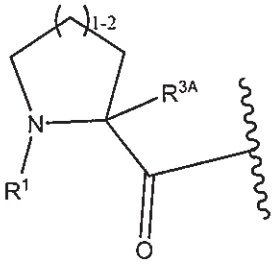
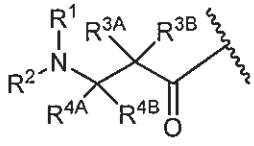
Claims

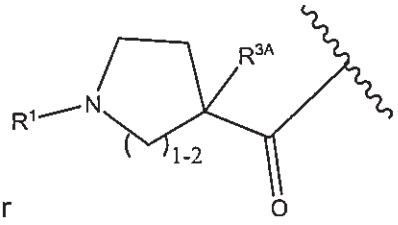
1. A compound of formula I:



I

or a pharmaceutically acceptable salt or solvate thereof, wherein, independently for each occurrence,

W is , , 

or ;

R^1 is hydrogen, C_1-C_8 alkyl or C_1-C_8 haloalkyl;

R^2 is hydrogen, C_1-C_8 alkyl or C_1-C_8 haloalkyl;

R^{3A} and R^{3B} are either of the following:

(i) R^{3A} is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl, halogen or aralkyl; and

R^{3B} is C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl, aralkyl or halogen; or

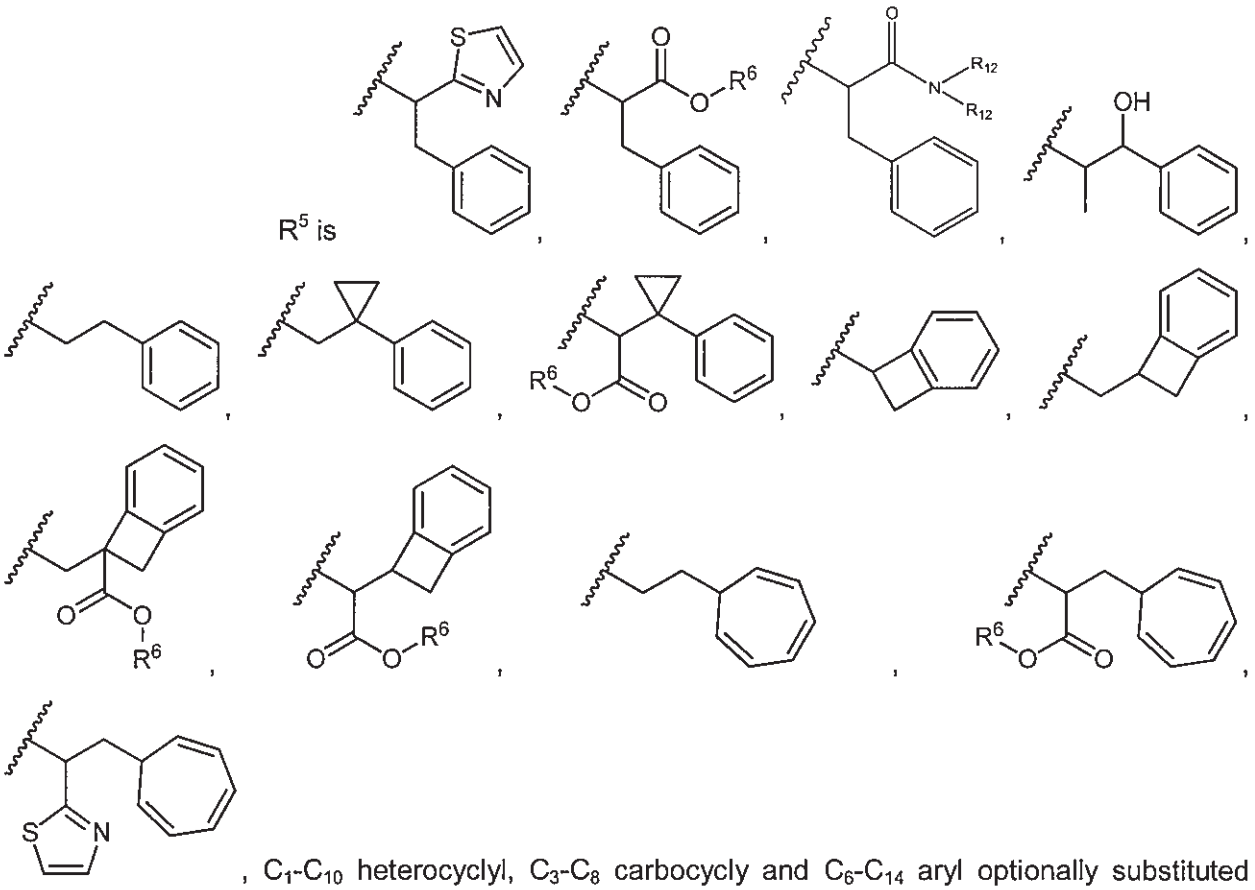
(ii) R^{3A} and R^{3B} taken together are C_2-C_8 alkylene or C_1-C_8 heteroalkylene;

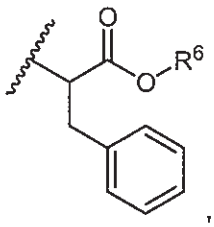
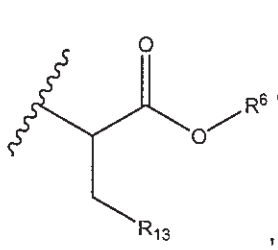
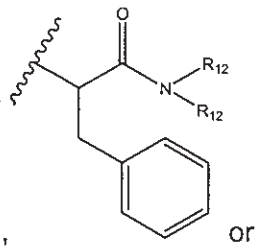
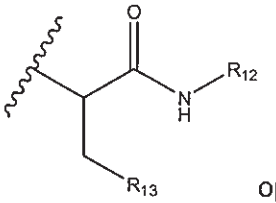
R^{4A} and R^{4B} are either of the following:

(i) R^{4A} is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl; and

R^{4B} is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl; or

(ii) R^{4A} and R^{4B} taken together are C_2-C_8 alkylene or C_1-C_8 heteroalkylene;

R^5 is , C_1-C_{10} heterocyclyl, C_3-C_8 carbocycly and C_6-C_{14} aryl optionally substituted with 1, 2, 3, 4 or 5 groups independently selected from the group consisting of -C_1-C_8 alkyl, -C_1-C_8 alkyl-$N(R')_2$, -C_1-C_8 alkyl-C(O)R', -C_1-C_8 alkyl-C(O)OR' -O-(C_1-C_8 alkyl), -C(O)R', -OC(O)R', -C(O)OR', -$C(O)N(R')_2$, -NHC(O)R', -$S(O)_2R'$, -S(O)R', -OH, halogen, -N_3, -$N(R')_2$, -CN, -$NHC(=NH)NH_2$, -$NHCONH_2$, -$S(=O)_2R'$ and -SR', wherein each R' is independently selected from the group consisting of hydrogen, C_1-C_8 alkyl and unsubstituted aryl, or two R' can, together with the nitrogen to which they are attached, form a C_1-C_{10} heterocyclyl;

or R^5 is , ,  or  optionally substituted with 1, 2, 3, 4 or 5 groups independently selected from the group consisting of C_1-C_8 alkyl, -C_1-C_8 alkyl-N(R')$_2$, -C_1-C_8 alkyl-C(O)R', -C_1-C_8 alkyl-C(O)OR', -O-(C_1-C_8 alkyl), -C(O)R', -OC(O)R', -C(O)OR', -C(O)N(R')$_2$, -NHC(O)R', -S(O)$_2$R', -S(O)R', -OH, halogen, -N_3, -N(R')$_2$, -CN, -NHC(=NH)NH_2, -$NHCONH_2$, -S(=O)$_2$R', -SR' and arylene-R', wherein each R' is independently selected from the group consisting of hydrogen, C_1-C_8 alkyl, C_1-C_8heterocyclyl, C_1-C_{10}alkylene-C_3-C_8heterocyclyl and aryl, or two R' can, together with the nitrogen to which they are attached, form a C_1-C_{10} heterocyclyl;

R^6 is hydrogen, -C_1-C_8 alkyl, -C_2-C_8 alkenyl, -C_2-C_8 alkynyl or -C_1-C_8 haloalkyl;

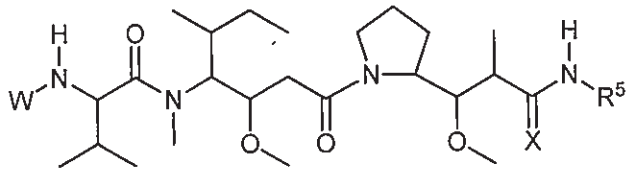
R^{12} is hydrogen, C_1-C_4 alkyl, C_1-C_{10} heterocyclyl or C_6-C_{14} aryl;

R^{13} is C_1-C_{10} heterocyclyl; and

X is O or S;

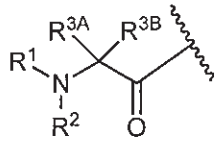
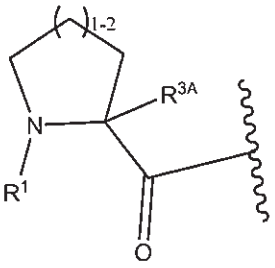
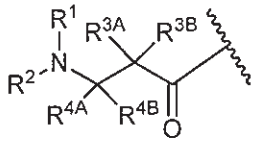
provided that when R^{3A} is hydrogen X is S.

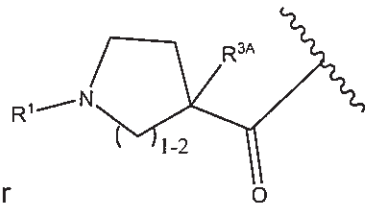
2. A compound of formula **IIa**:



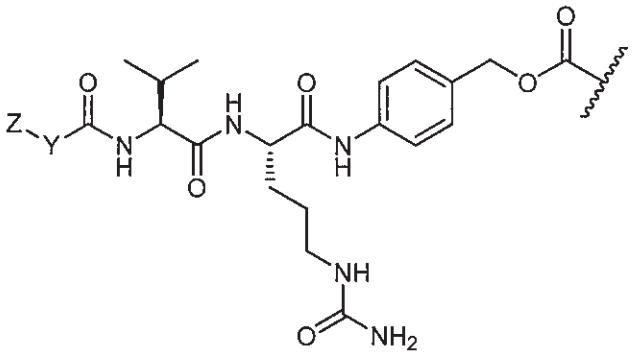
IIa

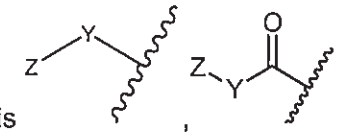
or a pharmaceutically acceptable salt or solvate thereof, wherein, independently for each occurrence,

W is  ,  , 

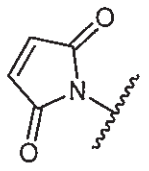
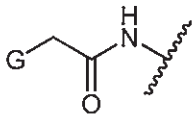
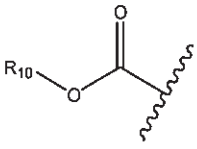
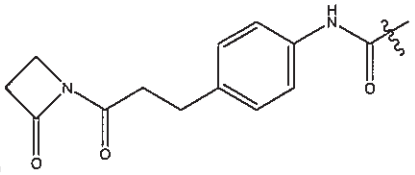


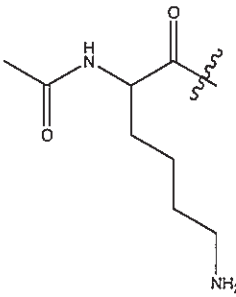
or ;



R^1 is  or ;

Y is -C_2-C_{20} alkylene-, -C_2-C_{20} heteroalkylene-; -C_3-C_8 carbocyclo-, -arylene-, -C_3-C_8heterocyclo-, -C_1-C_{10}alkylene-arylene-, -arylene-C_1-C_{10}alkylene-, -C_1-C_{10}alkylene-(C_3-C_8carbocyclo)-, -(C_3-C_8carbocyclo)-C_1-C_{10}alkylene-, -C_1-C_{10}alkylene-(C_3-C_8heterocyclo)- or -(C_3-C_8 heterocyclo)-C_1-C_{10}alkylene-;

Z is  ,  ,  , 



NH_2 or -NH_2; G is halogen, -OH, -SH or –S-C_1-C_6 alkyl;

R^2 is hydrogen, C_1-C_8 alkyl or C_1-C_8 haloalkyl;

R^{3A} and R^{3B} are either of the following:

(i) R^{3A} is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl, aralkyl or halogen; and

R^{3B} is C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl or halogen; or

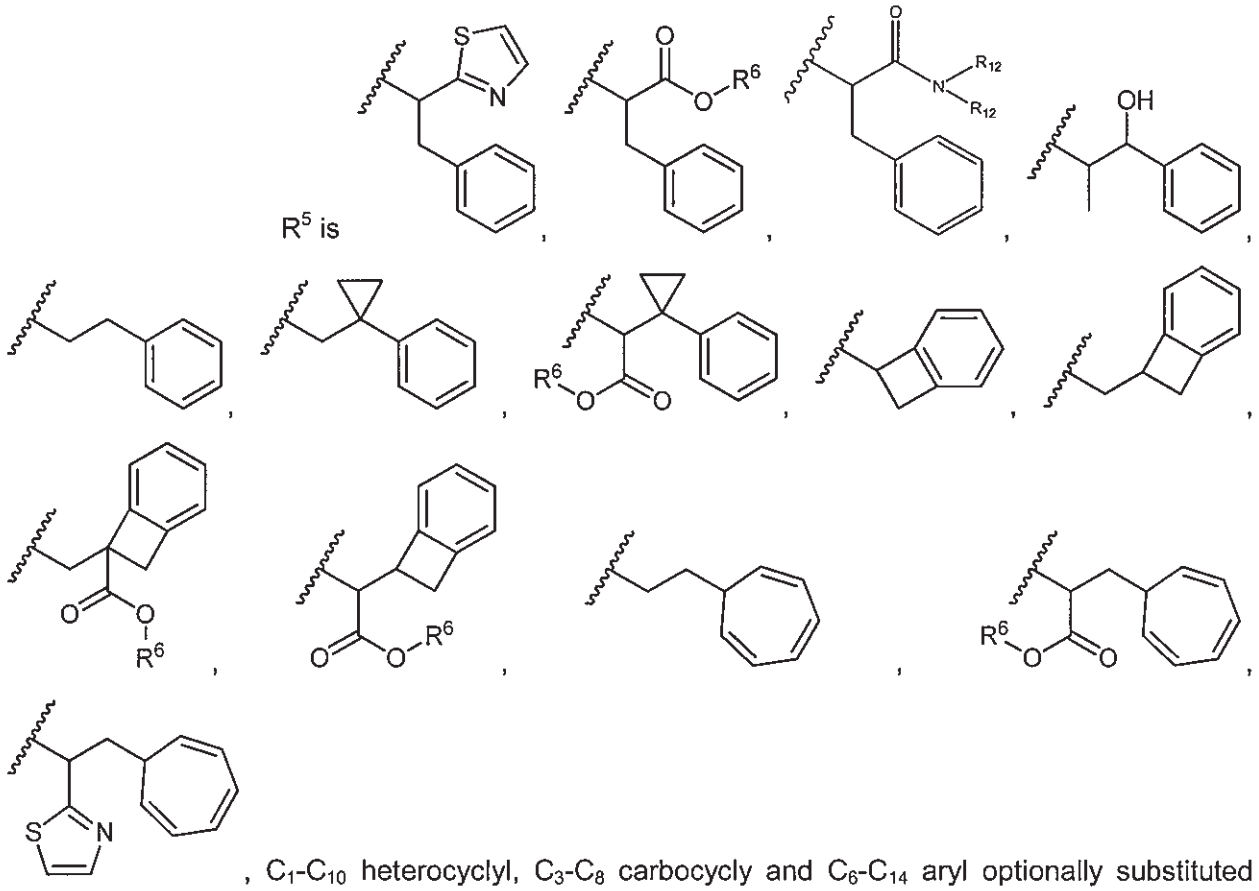
(ii) R^{3A} and R^{3B} taken together are C_2-C_8 alkylene or C_1-C_8 heteroalkylene;

R^{4A} and R^{4B} are either of the following:

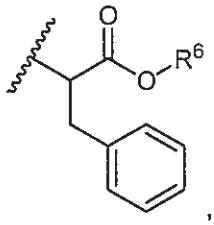
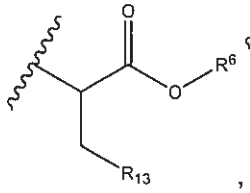
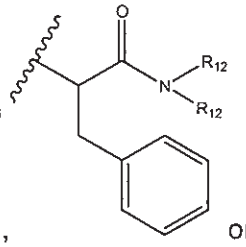
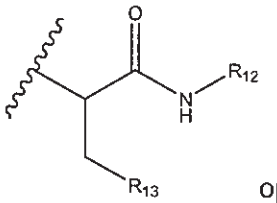
(i) R^{4A} is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl; and

R^{4B} is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl; or

(ii) R^{4A} and R^{4B} taken together are C_2-C_8 alkylene or C_1-C_8 heteroalkylene;

R^5 is , C_1-C_{10} heterocyclyl, C_3-C_8 carbocycly and C_6-C_{14} aryl optionally substituted with 1, 2, 3, 4 or 5 groups independently selected from the group consisting of -C_1-C_8 alkyl, -C_1-C_8

alkyl-$N(R')_2$, -C_1-C_8 alkyl-C(O)R', -C_1-C_8 alkyl-C(O)OR' -O-(C_1-C_8 alkyl), -C(O)R', -OC(O)R', -C(O)OR', -$C(O)N(R')_2$, -NHC(O)R', -$S(O)_2R'$, -S(O)R', -OH, halogen, -N_3, -$N(R')_2$, -CN, -$NHC(=NH)NH_2$, -$NHCONH_2$, -$S(=O)_2R'$ and -SR', wherein each R' is independently selected from the group consisting of hydrogen, C_1-C_8 alkyl and unsubstituted aryl, or two R' can, together with the nitrogen to which they are attached, form a C_1-C_{10} heterocyclyl;

or R^5 is , ,  or  optionally substituted with 1, 2, 3, 4 or 5 groups independently selected from the group consisting of C_1-C_8 alkyl, -C_1-C_8 alkyl-$N(R')_2$, -C_1-C_8 alkyl-C(O)R', -C_1-C_8 alkyl-C(O)OR', -O-(C_1-C_8 alkyl), -C(O)R', -OC(O)R', -C(O)OR', -$C(O)N(R')_2$, -NHC(O)R', -$S(O)_2R'$, -S(O)R', -OH, halogen, -N_3, -$N(R')_2$, -CN, -$NHC(=NH)NH_2$, -$NHCONH_2$, -$S(=O)_2R'$, -SR' and arylene-R', wherein each R' is independently selected from the group consisting of hydrogen, C_1-C_8 alkyl, C_1-C_8heterocyclyl, C_1-C_{10}alkylene-C_3-C_8heterocyclyl and aryl, or two R' can, together with the nitrogen to which they are attached, form a C_1-C_{10} heterocyclyl;

R^6 is hydrogen, -C_1-C_8 alkyl, -C_2-C_8 alkenyl, -C_2-C_8 alkynyl or -C_1-C_8 haloalkyl;

R^{12} is hydrogen, C_1-C_4 alkyl, C_1-C_{10} heterocyclyl or C_6-C_{14} aryl;

R^{13} is C_1-C_{10} heterocyclyl; and

R^7 is independently selected for each occurrence from the group consisting of F, Cl, I, Br, NO_2, CN and CF_3;

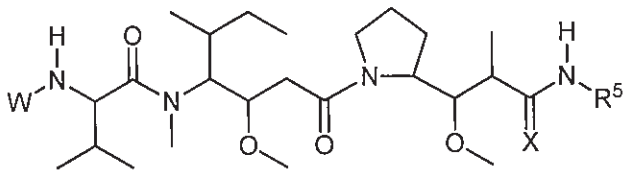
R^{10} is hydrogen, -C_l-C_{l0}alkyl, -C_3-C_8carbocyclyl, -aryl, -C_l-C_{10}heteroalkyl, -C_3-C_8heterocyclo, -C_l-C_{l0}alkylene-aryl, -arylene-C_l-C_{l0}alkyl, -C_l-C_{l0}alkylene-(C_3-C_8carbocyclo), -(C_3-C_8 carbocyclo)-C_l-C_{l0}alkyl, -C_l-C_{l0}alkylene-(C_3-C_8heterocyclo), and -(C_3-C_8 heterocyclo)-C_l-C_{l0}alkyl, where aryl on R_{10} comprising aryl is optionally substituted with $[R_7]_h$;

h is 1, 2, 3, 4 or 5; and

X is O or S;

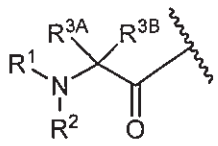
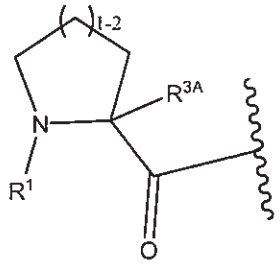
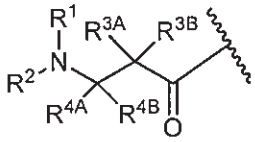
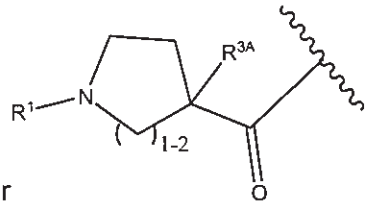
provided that when R^{3A} is hydrogen X is S.

3. A compound of formula **IIIa**:



IIIa

or a pharmaceutically acceptable salt or solvate thereof, wherein, independently for each occurrence,

W is  ,  ,  or  ;

R^1 is hydrogen, C_1-C_8 alkyl or C_1-C_8 haloalkyl;

R^2 is hydrogen, C_1-C_8 alkyl or C_1-C_8 haloalkyl;

R^{3A} and R^{3B} are either of the following:

(i) R^{3A} is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl, aralkyl or halogen; and

R^{3B} is C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl, halogen or aralkyl; or

(ii) R^{3A} and R^{3B} taken together are C_2-C_8 alkylene or C_1-C_8 heteroalkylene;

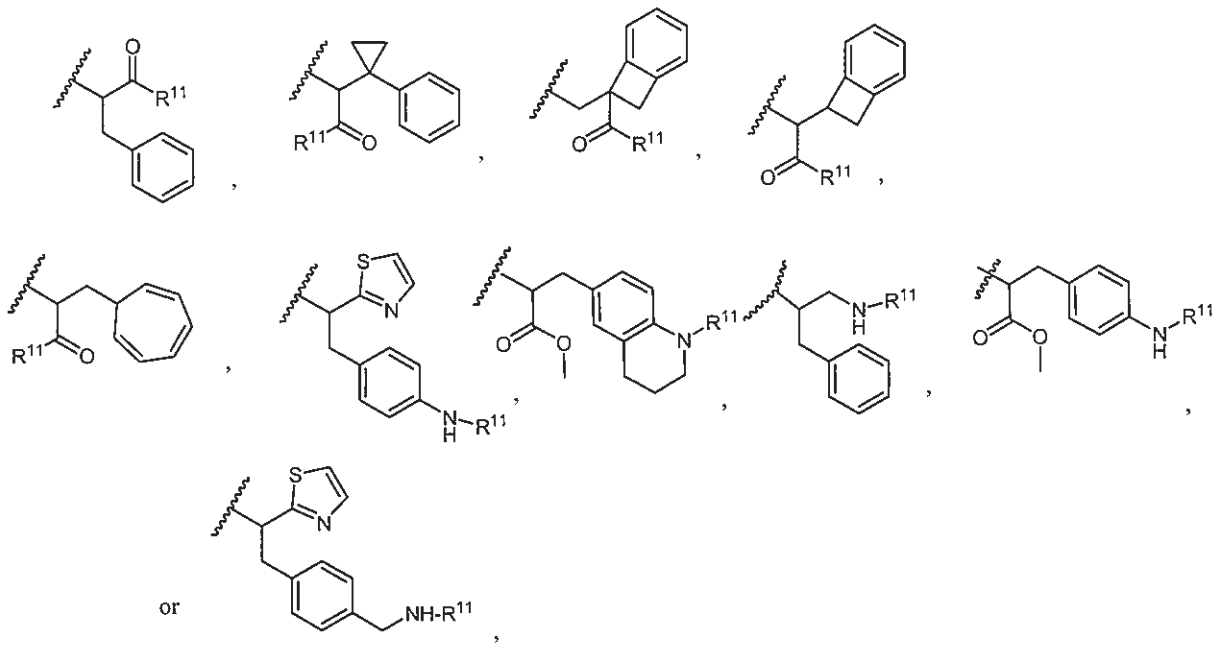
R^{4A} and R^{4B} are either of the following:

(i) R^{4A} is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl; and

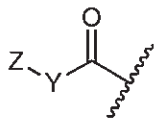
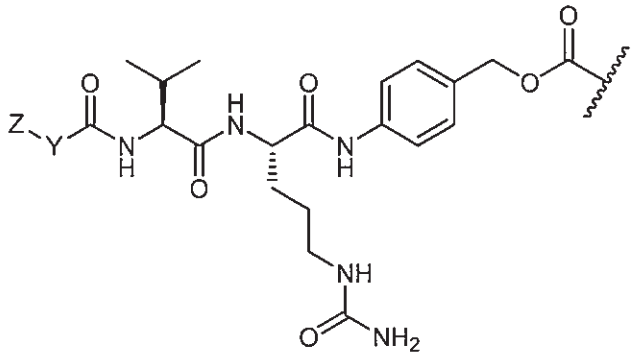
R^{4B} is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl; or

(ii) R^{4A} and R^{4B} taken together are C_2-C_8 alkylene or C_1-C_8 heteroalkylene;

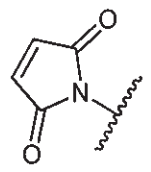
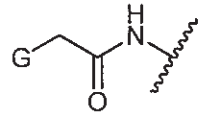
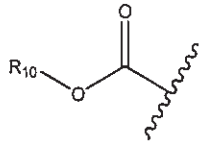
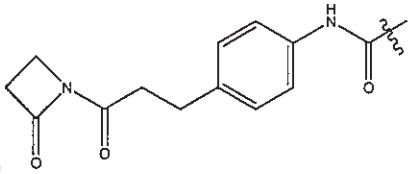
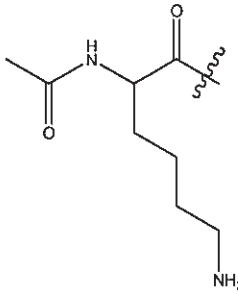
R^5 is



optionally substituted with 1, 2, 3, 4 or 5 groups independently selected from the group consisting of C_1-C_8 alkyl, -O-(C_1-C_8 alkyl), -C(O)R', -OC(O)R', -C(O)OR', -C(O)NH_2, -C(O)NHR', -C(O)$N(R')_2$, -NHC(O)R', -$S(O)_2$R', -S(O)R', -OH, halogen, -N_3, -NH_2, -NH(R'), -$N(R')_2$, -CN, -NHC(=NH)NH_2, -$NHCONH_2$, -$S(=O)_2$R' and -SR', wherein each R' is independently selected from the group consisting of hydrogen, C_1-C_8 alkyl and unsubstituted aryl;

R^{11} is  or ;

Y is -C_2-C_{20} alkylene-, -C_2-C_{20} heteroalkylene-, C_3-C_8 carbocyclo-, -arylene-, -C_3-C_8heterocyclo-, -C_1-C_{10}alkylene-arylene-, -arylene-C_1-C_{10}alkylene-, -C_1-C_{10}alkylene-(C_3-C_8carbocyclo)-, -(C_3-C_8carbocyclo)-C_1-C_{10}alkylene-, -C_1-C_{10}alkylene-(C_3-C_8heterocyclo)-, or -(C_3-C_8 heterocyclo)-C_1-C_{10}alkylene-;

Z is , , , ,  NH_2 or -NH_2;

R^7 is independently selected for each occurrence from the group consisting of F, Cl, I, Br, NO_2, CN and CF_3;

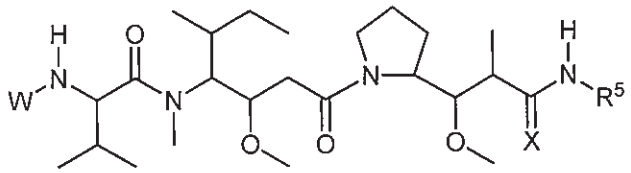
R^{10} is hydrogen, -C_1-C_{10}alkyl, -C_3-C_8carbocycle, aryl, -C_1-C_{10}heteroalkyl, -C_3-C_8heterocyclo, -C_1-C_{10}alkylene-aryl, -arylene-C_1-C_{10}alkyl, -C_1-C_{10}alkylene-(C_3-C_8carbocyclo), -(C_3-C_8 carbocyclo)-C_1-C_{10}alkyl, -C_1-C_{10}alkylene-(C_3-C_8heterocyclo), and -(C_3-C_8 heterocyclo)-C_1-C_{10}alkyl, where aryl on R_{10} comprising aryl is optionally substituted with $[R_7]_h$;

X is O or S.

R^6 is hydrogen, C_1-C_8 alkyl or C_1-C_8 haloalkyl; and

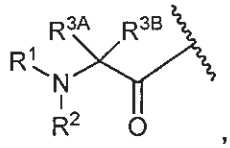
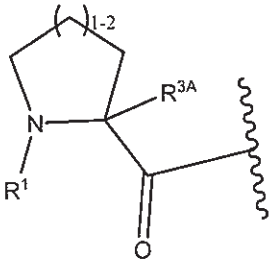
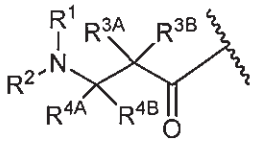
h is 1, 2, 3, 4 or 5.

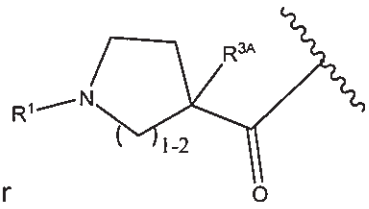
4. A compound of formula **IIb**:

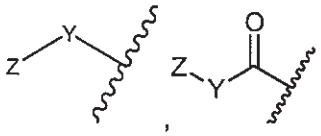
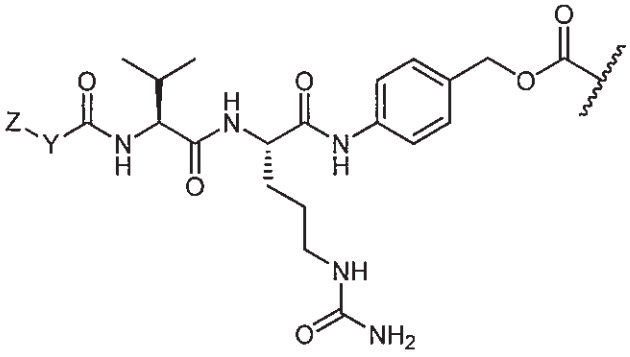


IIb

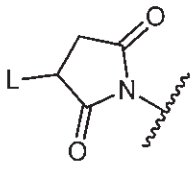
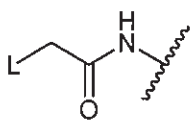
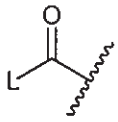
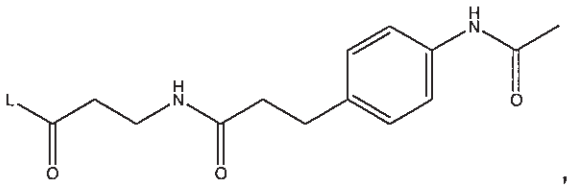
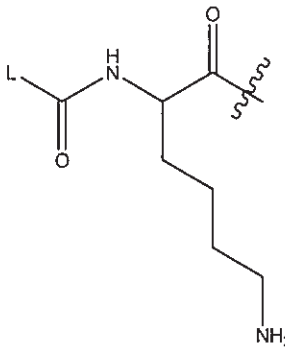
or a pharmaceutically acceptable salt or solvate thereof, wherein, independently for each occurrence,

W is  ,  , 

or  ;

R^1 is  ,  ;

Y is -C_2-C_{20} alkylene-, -C_2-C_{20} heteroalkylene-, -C_3-C_8 carbocyclo-, -arylene-, -C_3-C_8heterocyclo-, -C_1-C_{10}alkylene-arylene-, -arylene-C_1-C_{10}alkylene-, -C_1-C_{10}alkylene-(C_3-C_8carbocyclo)-, -(C_3-C_8carbocyclo)-C_1-C_{10}alkylene-, -C_1-C_{10}alkylene-(C_3-C_8heterocyclo)-, or -(C_3-C_8 heterocyclo)-C_1-C_{10}alkylene-;

Z is , , , , , NH_2 or -NHL;

L is an antibody;

R^2 is hydrogen, C_1-C_8 alkyl or C_1-C_8 haloalkyl;

R^{3A} and R^{3B} are either of the following:

(i) R^{3A} is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl, aralkyl or halogen; and

R^{3B} is C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl, halogen or aralkyl; or

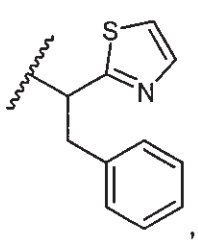
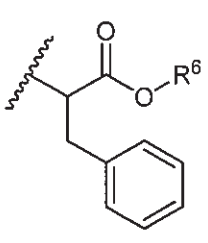
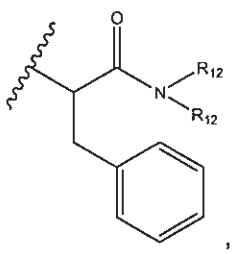
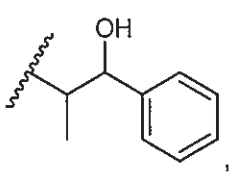
(ii) R^{3A} and R^{3B} taken together are C_2-C_8 alkylene or C_1-C_8 heteroalkylene;

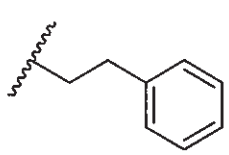
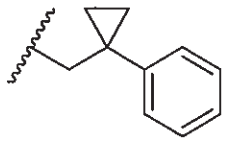
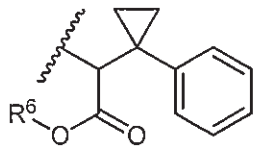
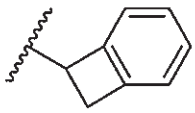
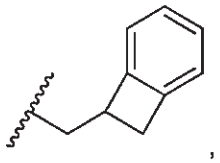
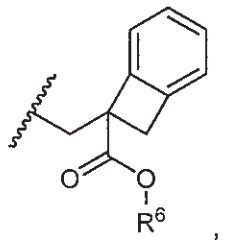
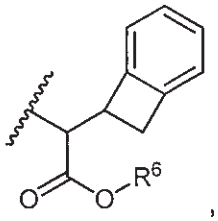
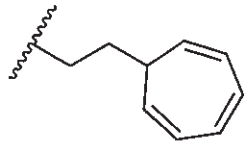
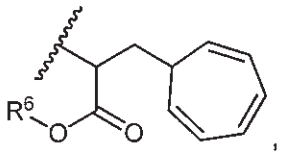
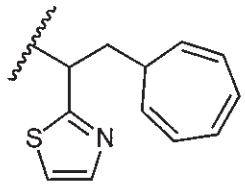
R^{4A} and R^{4B} are either of the following:

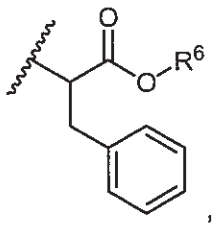
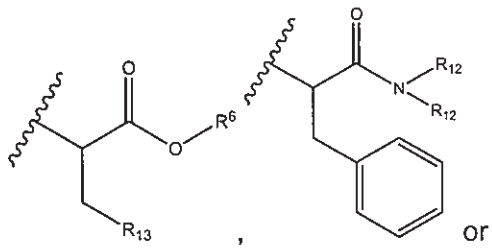
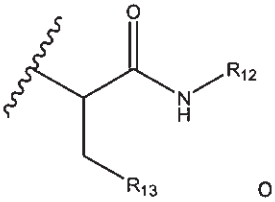
(i) R^{4A} is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl; and

R^{4B} is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl; or

(ii) R^{4A} and R^{4B} taken together are C_2-C_8 alkylene or C_1-C_8 heteroalkylene;

R^5 is , , , ,


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,

,

, C_1-C_{10} heterocyclyl, C_3-C_8 carbocycly and C_6-C_{14} aryl optionally substituted with 1, 2, 3, 4 or 5 groups independently selected from the group consisting of -C_1-C_8 alkyl, -C_1-C_8 alkyl-$N(R')_2$, -C_1-C_8 alkyl-C(O)R', -C_1-C_8 alkyl-C(O)OR' -O-(C_1-C_8 alkyl), -C(O)R', -OC(O)R', -C(O)OR', -$C(O)N(R')_2$, -NHC(O)R', -$S(O)_2$R', -S(O)R', -OH, halogen, -N_3, -$N(R')_2$, -CN, -$NHC(=NH)NH_2$, -$NHCONH_2$, -$S(=O)_2$R' and -SR', wherein each R' is independently selected from the group consisting of hydrogen, C_1-C_8 alkyl and unsubstituted aryl, or two R' can, together with the nitrogen to which they are attached, form a C_1-C_{10} heterocyclyl;

or R^5 is

,

, or

optionally substituted with 1, 2, 3, 4 or 5 groups independently selected from the group consisting of C_1-C_8 alkyl, -C_1-C_8 alkyl-$N(R')_2$, -C_1-C_8 alkyl-C(O)R', -C_1-C_8 alkyl-C(O)OR', -O-(C_1-C_8 alkyl), -C(O)R', -OC(O)R', -C(O)OR', -$C(O)N(R')_2$, -NHC(O)R', -$S(O)_2$R', -S(O)R', -OH, halogen, -N_3, -$N(R')_2$, -CN, -$NHC(=NH)NH_2$, -$NHCONH_2$, -$S(=O)_2$R', -SR' and arylene-R', wherein each R' is independently selected from the group consisting of hydrogen, C_1-C_8 alkyl, C_1-C_8heterocyclyl, C_1-C_{10}alkylene-C_3-C_8heterocyclyl and aryl, or two R' can, together with the nitrogen to which they are attached, form a C_1-C_{10} heterocyclyl;

R^6 is hydrogen, -C_1-C_8 alkyl, -C_2-C_8 alkenyl, -C_2-C_8 alkynyl or -C_1-C_8 haloalkyl;

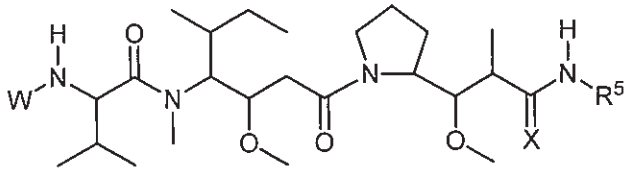
R^{12} is hydrogen, C_1-C_4 alkyl, C_1-C_{10} heterocyclyl or C_6-C_{14} aryl;

R^{13} is C_1-C_{10} heterocyclyl; and

X is O or S;

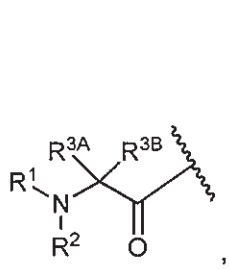
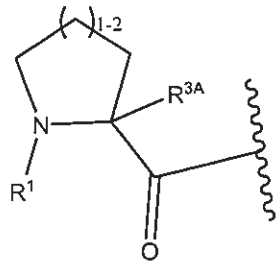
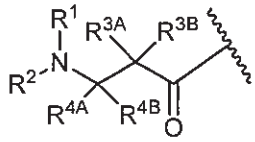
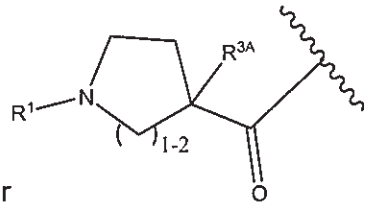
provided that when R^{3A} is hydrogen X is S.

5. A compound of formula **IIIb**:



IIIb

or a pharmaceutically acceptable salt or solvate thereof, wherein, independently for each occurrence,

W is  ,  ,  or  ;

R^1 is hydrogen, C_1-C_8 alkyl or C_1-C_8 haloalkyl;

R^2 is hydrogen, C_1-C_8 alkyl or C_1-C_8 haloalkyl;

R^{3A} and R^{3B} are either of the following:

(i) R^{3A} is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl, aralkyl or halogen; and

R^{3B} is C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl, halogen or aralkyl; or

(ii) R^{3A} and R^{3B} taken together are C_2-C_8 alkylene or C_1-C_8 heteroalkylene;

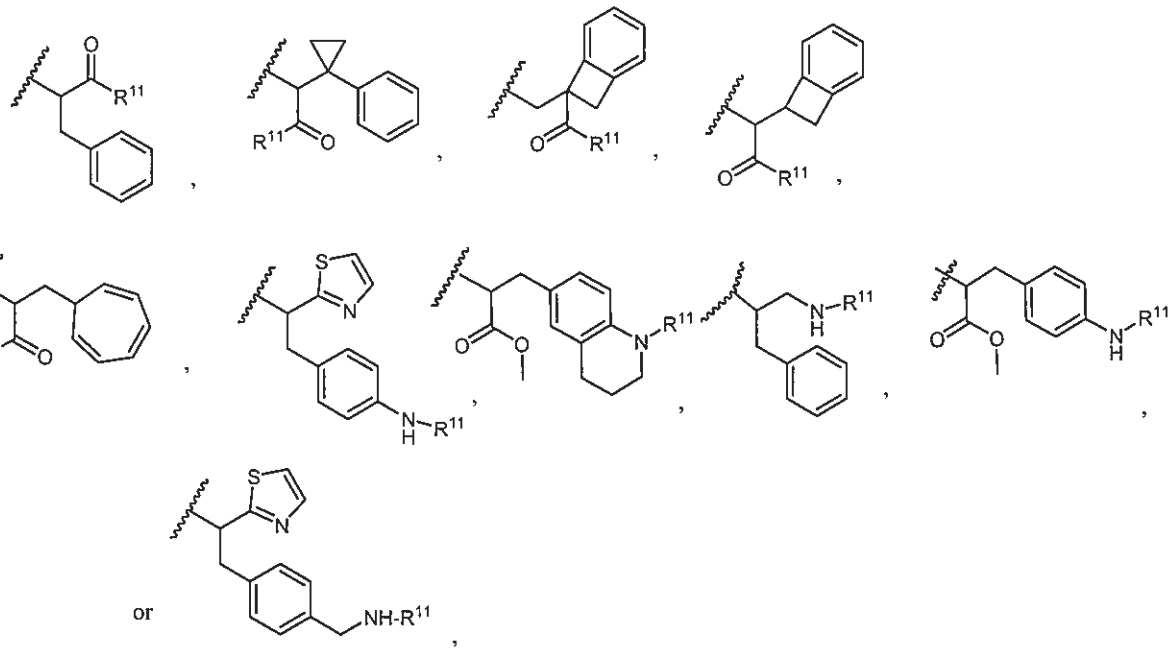
R^{4A} and R^{4B} are either of the following:

(i) R^{4A} is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl; and

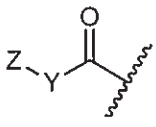
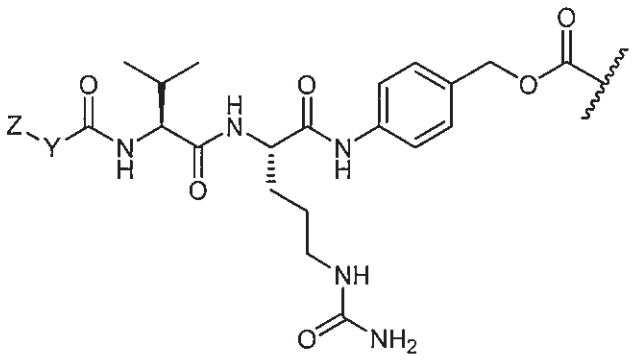
R^{4B} is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl; or

(ii) R^{4A} and R^{4B} taken together are C_2-C_8 alkylene or C_1-C_8 heteroalkylene;

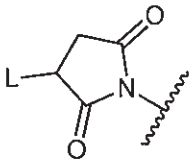
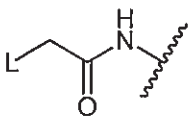
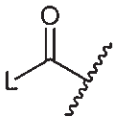
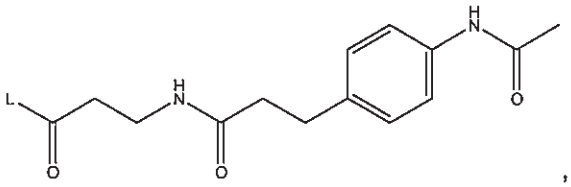
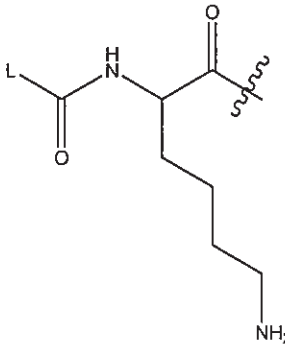
R^5 is



optionally substituted with 1, 2, 3, 4 or 5 groups independently selected from the group consisting of C_1-C_8 alkyl, -O-(C_1-C_8 alkyl), -C(O)R', -OC(O)R', -C(O)OR', -C(O)NH_2, -C(O)NHR', -C(O)$N(R')_2$, -NHC(O)R', -$S(O)_2$R', -S(O)R', -OH, halogen, -N_3, -NH_2, -NH(R'), -$N(R')_2$, -CN, -NHC(=NH)NH_2, -$NHCONH_2$, -$S(=O)_2$R' and -SR', wherein each R' is independently selected from the group consisting of hydrogen, C_1-C_8 alkyl and unsubstituted aryl;

R^{11} is  or ;

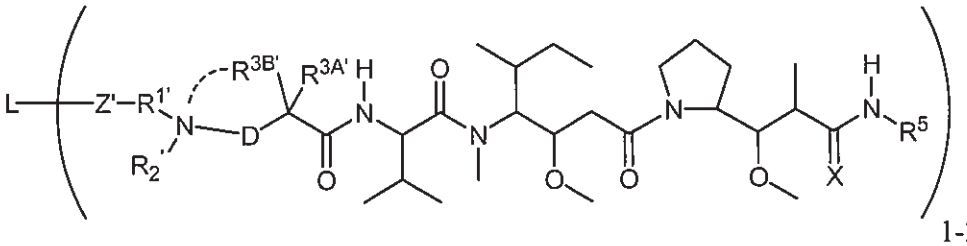
Y is -C_2-C_{20} alkylene-, -C_2-C_{20} heteroalkylene-, -C_3-C_8 carbocyclo-, -arylene-, -C_3-C_8heterocyclo-, -C_1-C_{10}alkylene-arylene-, -arylene-C_1-C_{10}alkylene-, -C_1-C_{10}alkylene-(C_3-C_8carbocyclo)-, -(C_3-C_8carbocyclo)-C_1-C_{10}alkylene-, -C_1-C_{10}alkylene-(C_3-C_8heterocyclo)-, or -(C_3-C_8 heterocyclo)-C_1-C_{10}alkylene-;

Z is , , , ,  NH_2 or -NHL;

L is an antibody;

X is O or S.

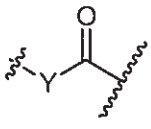
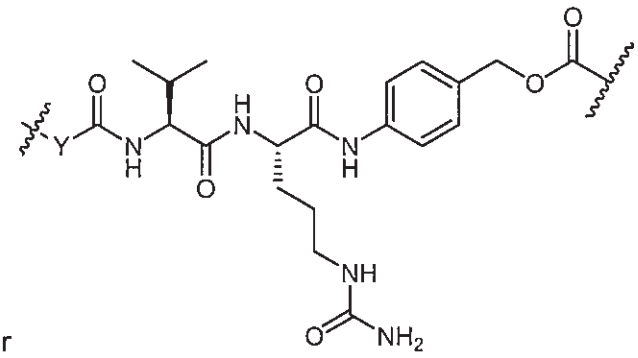
6. A compound of formula **IIc**:



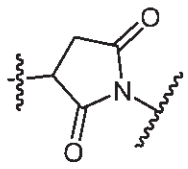
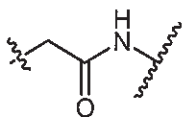
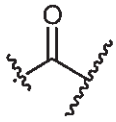
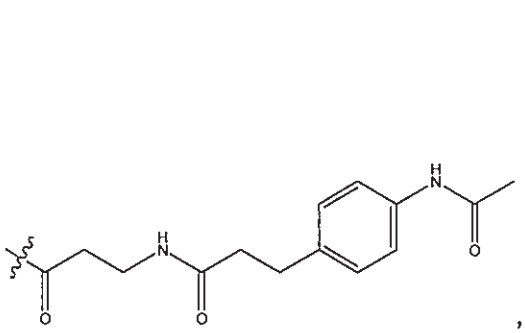
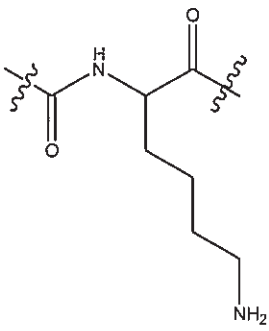
1-20

IIc

or a pharmaceutically acceptable salt or solvate thereof, wherein, independently for each occurrence,

$R^{1'}$ is  or ;

Y is -C_2-C_{20} alkylene-, -C_2-C_{20} heteroalkylene-, -C_3-C_8 carbocyclo-, -arylene-, -C_3-C_8heterocyclo-, -C_1-C_{10}alkylene-arylene-, -arylene-C_1-C_{10}alkylene-, -C_1-C_{10}alkylene-(C_3-C_8carbocyclo)-, -(C_3-C_8carbocyclo)-C_1-C_{10}alkylene-, -C_1-C_{10}alkylene-(C_3-C_8heterocyclo)-, or -(C_3-C_8 heterocyclo)-C_1-C_{10}alkylene-;

Z' is , , , , , NH_2, or –NH-;

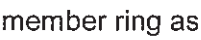
L is an antibody;

D is –C($R^{4A'}$)($R^{4B'}$)- or is absent;

$R^{2'}$ is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, or is absent if  is present;

$R^{3A'}$ and $R^{3B'}$ are either of the following:

(i) $R^{3A'}$ is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl, aralkyl or halogen; and

$R^{3B'}$ is C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl, halogen or aralkyl, or $R^{3B'}$ is C_2-C_4 alkylene and forms 5-7 member ring as indicated by  ; or

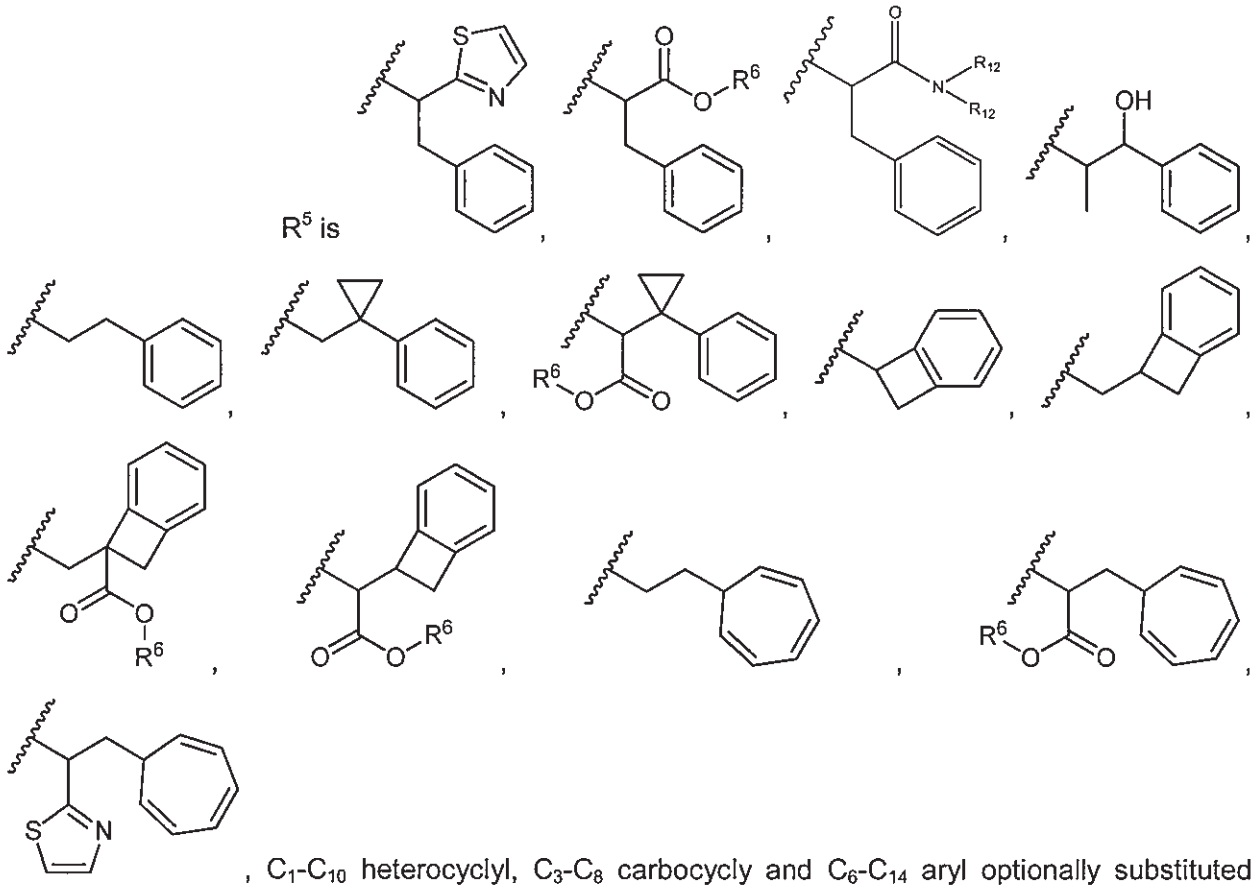
(ii) $R^{3A'}$ and $R^{3B'}$ taken together are C_2-C_8 alkylene or C_1-C_8 heteroalkylene;

$R^{4A'}$ and $R^{4B'}$ are either of the following:

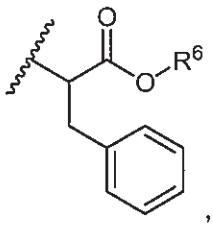
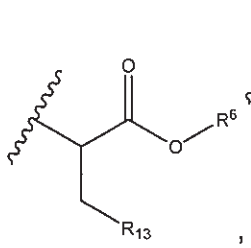
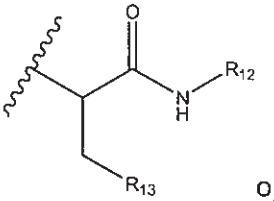
(i) $R^{4A'}$ is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl; and

$R^{4B'}$ is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl; or

(ii) $R^{4A'}$ and $R^{4B'}$ taken together are C_2-C_8 alkylene or C_1-C_8 heteroalkylene;

R^5 is , C_1-C_{10} heterocyclyl, C_3-C_8 carbocycly and C_6-C_{14} aryl optionally substituted with 1, 2, 3, 4 or 5 groups independently selected from the group consisting of -C_1-C_8 alkyl, -C_1-C_8 alkyl-$N(R')_2$, -C_1-C_8 alkyl-C(O)R', -C_1-C_8 alkyl-C(O)OR' -O-(C_1-C_8 alkyl), -C(O)R', -OC(O)R', -C(O)OR', -$C(O)N(R')_2$, -NHC(O)R', -$S(O)_2R'$, -S(O)R', -OH, halogen, -N_3, -$N(R')_2$, -CN, -$NHC(=NH)NH_2$, -$NHCONH_2$, -$S(=O)_2R'$ and -SR', wherein each R' is independently selected from the group consisting of hydrogen, C_1-C_8 alkyl and unsubstituted aryl, or two R' can, together with

the nitrogen to which they are attached, form a C_1-C_{10} heterocyclyl;

or R^5 is  ,  , or  optionally substituted with 1, 2, 3, 4 or 5 groups independently selected from the group consisting of C_1-C_8 alkyl, -C_1-C_8 alkyl-N(R')$_2$, -C_1-C_8 alkyl-C(O)R', -C_1-C_8 alkyl-C(O)OR', -O-(C_1-C_8 alkyl), -C(O)R', -OC(O)R', -C(O)OR', -C(O)N(R')$_2$, -NHC(O)R', -S(O)$_2$R', -S(O)R', -OH, halogen, -N_3, -N(R')$_2$, -CN, -NHC(=NH)NH_2, -$NHCONH_2$, -S(=O)$_2$R', -SR' and arylene-R', wherein each R' is independently selected from the group consisting of hydrogen, C_1-C_8 alkyl, C_1-C_8heterocyclyl, C_1-C_{10}alkylene-C_3-C_8heterocyclyl and aryl, or two R' can, together with the nitrogen to which they are attached, form a C_1-C_{10} heterocyclyl;

R^6 is hydrogen, -C_1-C_8 alkyl, -C_2-C_8 alkenyl, -C_2-C_8 alkynyl or -C_1-C_8 haloalkyl;

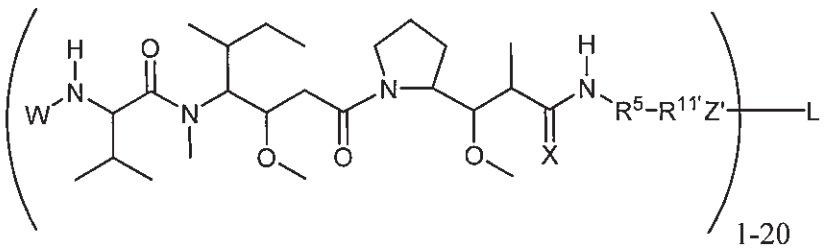
R^{12} is hydrogen, C_1-C_4 alkyl, C_1-C_{10} heterocyclyl or C_6-C_{14} aryl;

R^{13} is C_1-C_{10} heterocyclyl; and

X is O or S;

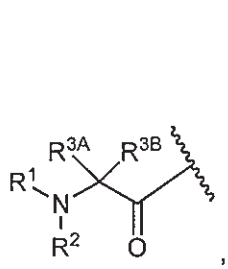
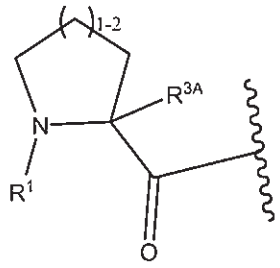
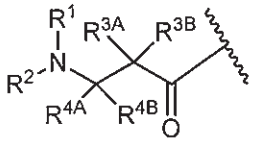
provided that when R^{3A} is hydrogen X is S.

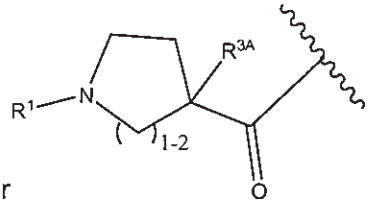
7. A compound of formula **IIIc**:



IIIc

or a pharmaceutically acceptable salt or solvate thereof, wherein, independently for each occurrence,

W is  ,  , 



or ;

R^1 is hydrogen, C_1-C_8 alkyl or C_1-C_8 haloalkyl;

R^2 is hydrogen, C_1-C_8 alkyl or C_1-C_8 haloalkyl;

R^{3A} and R^{3B} are either of the following:

(i) R^{3A} is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl, aralkyl or halogen; and

R^{3B} is C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl, halogen or aralkyl; or

(ii) R^{3A} and R^{3B} taken together are C_2-C_8 alkylene or C_1-C_8 heteroalkylene;

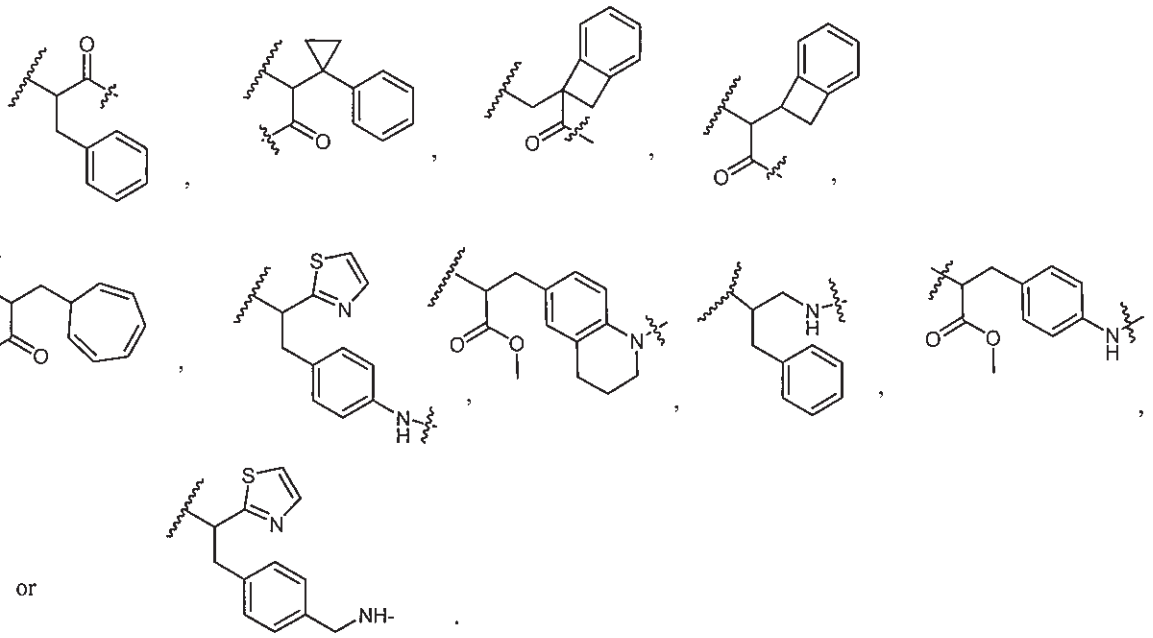
R^{4A} and R^{4B} are either of the following:

(i) R^{4A} is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl; and

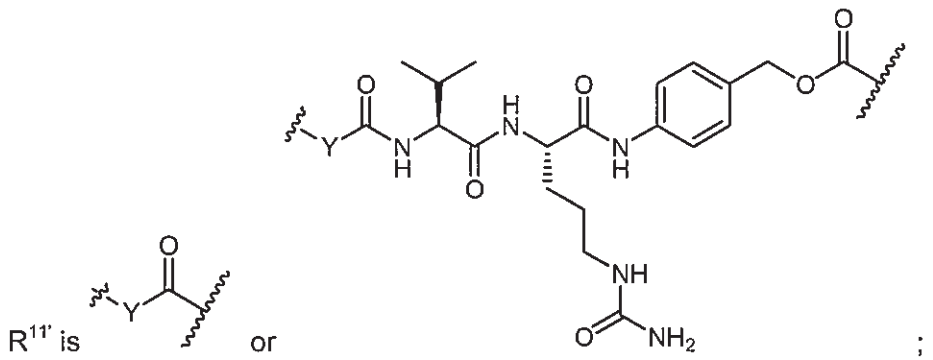
R^{4B} is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl; or

(ii) R^{4A} and R^{4B} taken together are C_2-C_8 alkylene or C_1-C_8 heteroalkylene;

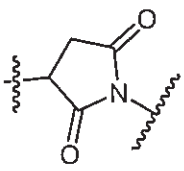
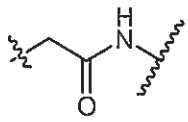
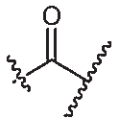
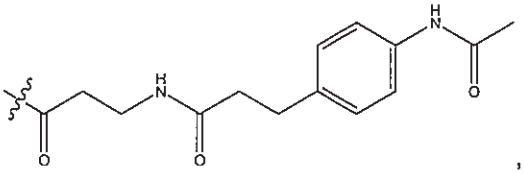
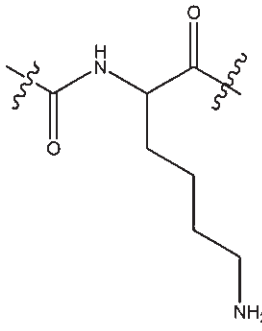
R^5 is



optionally substituted with 1, 2, 3, 4 or 5 groups independently selected from the group consisting of C_1-C_8 alkyl, -O-(C_1-C_8 alkyl), -C(O)R', -OC(O)R', -C(O)OR', -C(O)NH_2, -C(O)NHR', -C(O)N(R')$_2$, -NHC(O)R', -S(O)$_2$R', -S(O)R', -OH, halogen, -N_3, -NH_2, -NH(R'), -N(R')$_2$, -CN, -NHC(=NH)NH_2, -$NHCONH_2$, -S(=O)$_2$R' and -SR', wherein each R' is independently selected from the group consisting of hydrogen, C_1-C_8 alkyl and unsubstituted aryl;



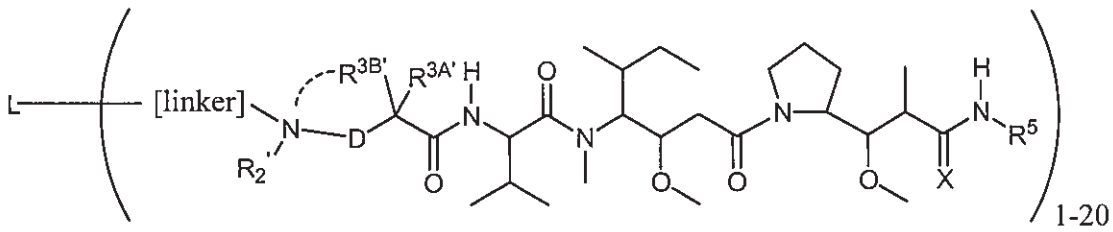
Y is -C_2-C_{20} alkylene-, -C_2-C_{20} heteroalkylene-, -C_3-C_8 carbocyclo-, -arylene-, -C_3-C_8heterocyclo-, -C_1-C_{10}alkylene-arylene-, -arylene-C_1-C_{10}alkylene-, -C_1-C_{10}alkylene-(C_3-C_8carbocyclo)-, -(C_3-C_8carbocyclo)-C_1-C_{10}alkylene-, -C_1-C_{10}alkylene-(C_3-C_8heterocyclo)-, or -(C_3-C_8 heterocyclo)-C_1-C_{10}alkylene-;

Z' is , , , , , or –NH-;

L is an antibody;

X is O or S.

8. A compound of formula **IId**:



IId

or a pharmaceutically acceptable salt or solvate thereof, wherein, independently for each occurrence,

L is an antibody;

[linker] is a divalent linker;

D is $-C(R^{4A'})(R^{4B'})-$ or is absent;

$R^{2'}$ is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, or is absent if  is present;

$R^{3A'}$ and $R^{3B'}$ are either of the following:

(i) $R^{3A'}$ is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl, aralkyl or halogen; and

$R^{3B'}$ is C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl, halogen or aralkyl, or $R^{3B'}$ is C_2-C_4 alkylene and forms 5-7 member ring as indicated by ⌒ ; or

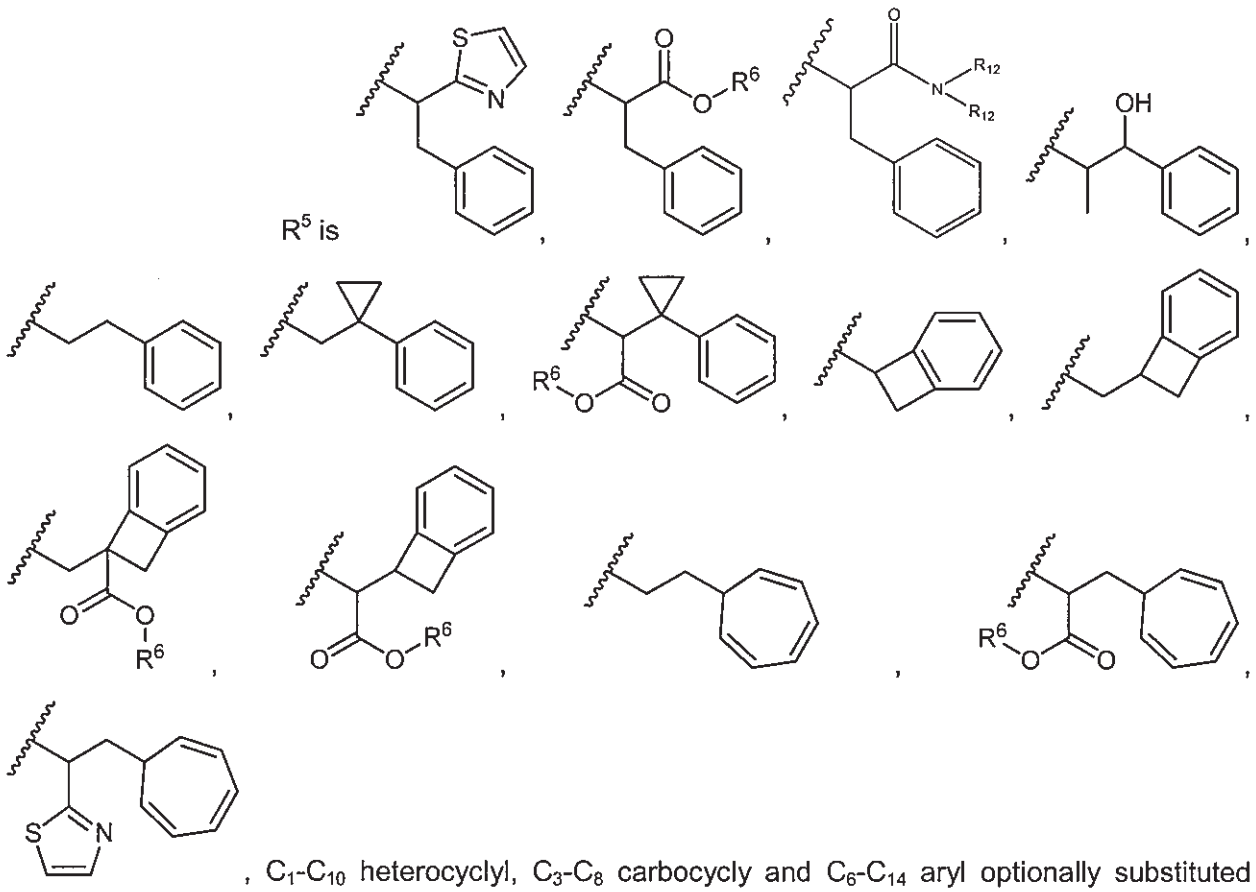
(ii) $R^{3A'}$ and $R^{3B'}$ taken together are C_2-C_8 alkylene or C_1-C_8 heteroalkylene;

$R^{4A'}$ and $R^{4B'}$ are either of the following:

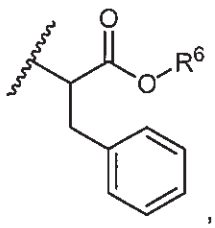
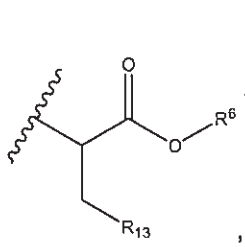
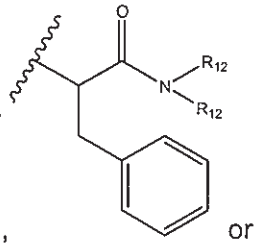
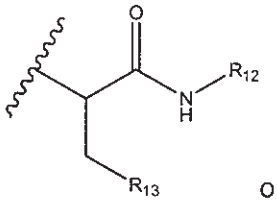
(i) $R^{4A'}$ is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl; and

$R^{4B'}$ is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl; or

(ii) $R^{4A'}$ and $R^{4B'}$ taken together are C_2-C_8 alkylene or C_1-C_8 heteroalkylene;

R^5 is , C_1-C_{10} heterocyclyl, C_3-C_8 carbocycly and C_6-C_{14} aryl optionally substituted with 1, 2, 3, 4 or 5 groups independently selected from the group consisting of -C_1-C_8 alkyl, -C_1-C_8 alkyl-$N(R')_2$, -C_1-C_8 alkyl-C(O)R', -C_1-C_8 alkyl-C(O)OR' -O-(C_1-C_8 alkyl), -C(O)R', -OC(O)R', -C(O)OR', -$C(O)N(R')_2$, -NHC(O)R', -$S(O)_2R'$, -S(O)R', -OH, halogen, -N_3, -$N(R')_2$, -CN, -$NHC(=NH)NH_2$, -$NHCONH_2$, -$S(=O)_2R'$ and -SR', wherein each R' is independently selected from

the group consisting of hydrogen, C_1-C_8 alkyl and unsubstituted aryl, or two R' can, together with the nitrogen to which they are attached, form a C_1-C_{10} heterocyclyl;

or R^5 is , ,  or  optionally substituted with 1, 2, 3, 4 or 5 groups independently selected from the group consisting of C_1-C_8 alkyl, -C_1-C_8 alkyl-N(R')$_2$, -C_1-C_8 alkyl-C(O)R', -C_1-C_8 alkyl-C(O)OR', -O-(C_1-C_8 alkyl), -C(O)R', -OC(O)R', -C(O)OR', -C(O)N(R')$_2$, -NHC(O)R', -S(O)$_2$R', -S(O)R', -OH, halogen, -N_3, -N(R')$_2$, -CN, -NHC(=NH)NH_2, -$NHCONH_2$, -S(=O)$_2$R', -SR' and arylene-R', wherein each R' is independently selected from the group consisting of hydrogen, C_1-C_8 alkyl, C_1-C_8heterocyclyl, C_1-C_{10}alkylene-C_3-C_8heterocyclyl and aryl, or two R' can, together with the nitrogen to which they are attached, form a C_1-C_{10} heterocyclyl;

R^6 is hydrogen, -C_1-C_8 alkyl, -C_2-C_8 alkenyl, -C_2-C_8 alkynyl or -C_1-C_8 haloalkyl;

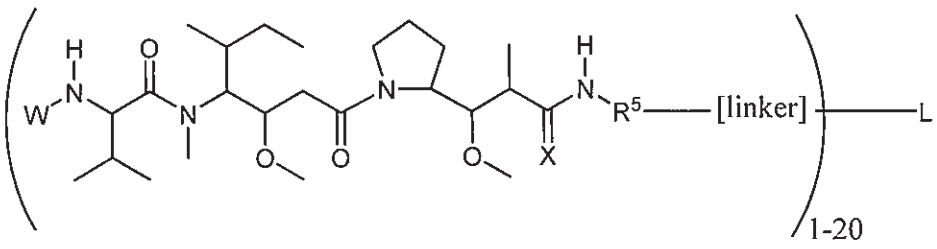
R^{12} is hydrogen, C_1-C_4 alkyl, C_1-C_{10} heterocyclyl or C_6-C_{14} aryl;

R^{13} is C_1-C_{10} heterocyclyl; and

X is O or S;

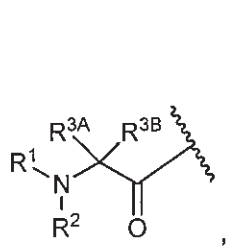
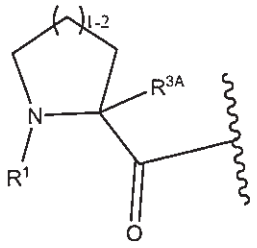
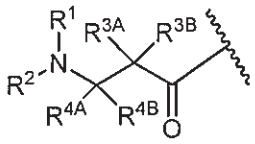
provided that when R^{3A} is hydrogen X is S.

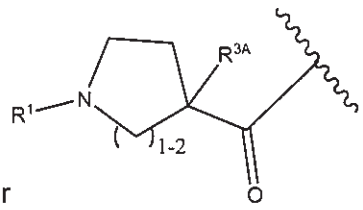
9. A compound of formula **IIId**:



IIId

or a pharmaceutically acceptable salt or solvate thereof, wherein, independently for each occurrence,

W is  ,  , 



or ;

R^1 is hydrogen, C_1-C_8 alkyl or C_1-C_8 haloalkyl;

R^2 is hydrogen, C_1-C_8 alkyl or C_1-C_8 haloalkyl;

R^{3A} and R^{3B} are either of the following:

(i) R^{3A} is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl, aralkyl or halogen; and

R^{3B} is C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl, halogen or aralkyl; or

(ii) R^{3A} and R^{3B} taken together are C_2-C_8 alkylene or C_1-C_8 heteroalkylene;

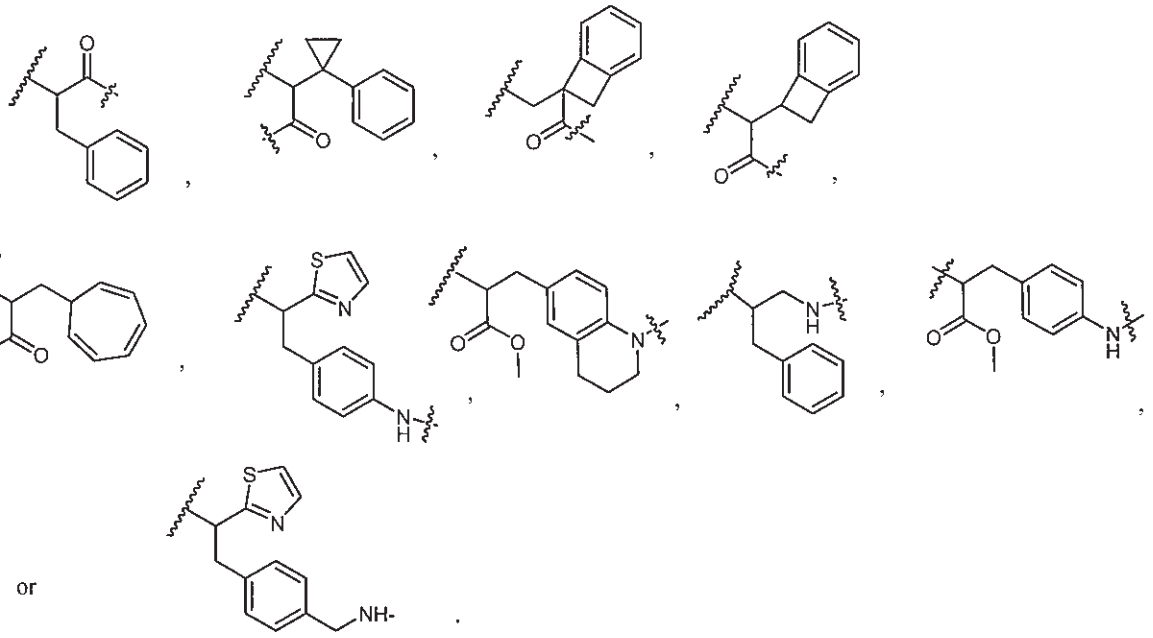
R^{4A} and R^{4B} are either of the following:

(i) R^{4A} is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl; and

R^{4B} is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl; or

(ii) R^{4A} and R^{4B} taken together are C_2-C_8 alkylene or C_1-C_8 heteroalkylene;

R^5 is



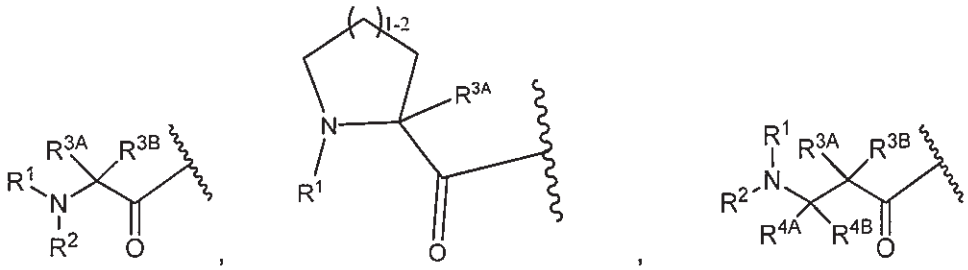
optionally substituted with 1, 2, 3, 4 or 5 groups independently selected from the group consisting of C_1-C_8 alkyl, -O-(C_1-C_8 alkyl), -C(O)R', -OC(O)R', -C(O)OR', -C(O)NH_2, -C(O)NHR', -C(O)N(R')$_2$, -NHC(O)R', -S(O)$_2$R', -S(O)R', -OH, halogen, -N_3, -NH_2, -NH(R'), -N(R')$_2$, -CN, -NHC(=NH)NH_2, -$NHCONH_2$, -S(=O)$_2$R' and -SR', wherein each R' is independently selected from the group consisting of hydrogen, C_1-C_8 alkyl and unsubstituted aryl;

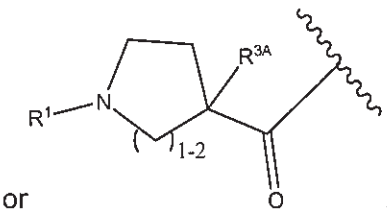
[linker] is a divalent linker;

L is an antibody;

X is O or S.

10. The compound, salt or solvate of claim 1, wherein

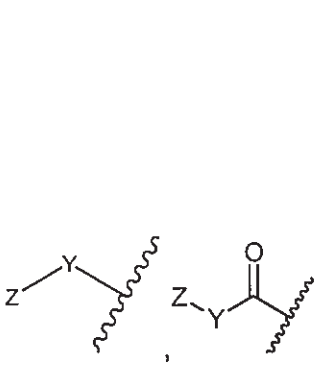
W is 



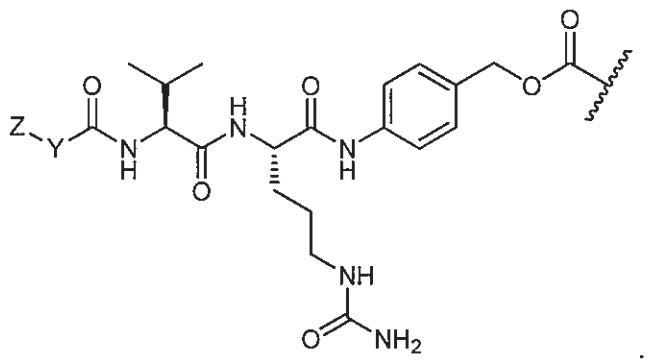
or .

11. The compound, salt or solvate of claim 1, wherein R^1 is hydrogen, C_1-C_8 alkyl or C_1-C_8 haloalkyl.

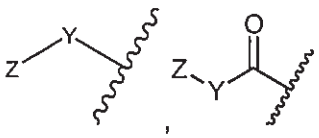
12. The compound, salt or solvate of claim 2, wherein R^1 is



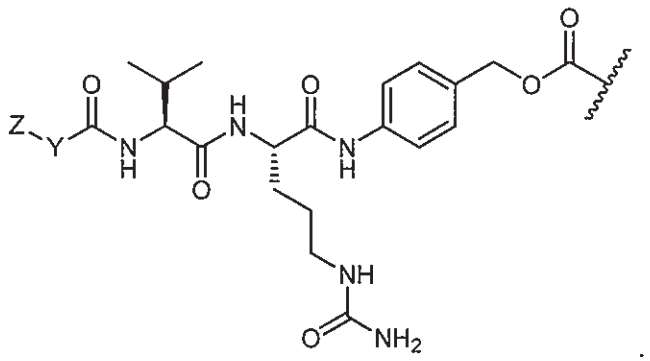
,

or  .

13. The compound, salt or solvate of claim 4 wherein R^1 is



,

or  .

14. The compound, salt or solvate of claim 1, wherein R^{3A} is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl; and R^{3B} is C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl, aralkyl or halogen.

15. The compound, salt or solvate of claim 1, wherein R^{3A} and R^{3B} taken together are C_2-C_8 alkylene or C_1-C_8 heteroalkylene.

16. The compound, salt or solvate of claim 1, wherein R^{4A} is hydrogen, C_1-C_8 alkyl, C_1-C_8

haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl; and R^{4B} is C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl; or R^{4A} and R^{4B} taken together are C_2-C_8 alkylene or C_1-C_8 heteroalkylene.

17. The compound, salt or solvate of claim 6, wherein $R^{3A'}$ and $R^{3B'}$ are defined as either of the following:

(i) $R^{3A'}$ is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl, aralkyl or halogen; and

$R^{3B'}$ is C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl, halogen or aralkyl, or $R^{3B'}$ is C_2-C_4 alkylene and forms 5-7 member ring as indicated by  ; or

(ii) $R^{3A'}$ and $R^{3B'}$ taken together are C_2-C_8 alkylene or C_1-C_8 heteroalkylene;

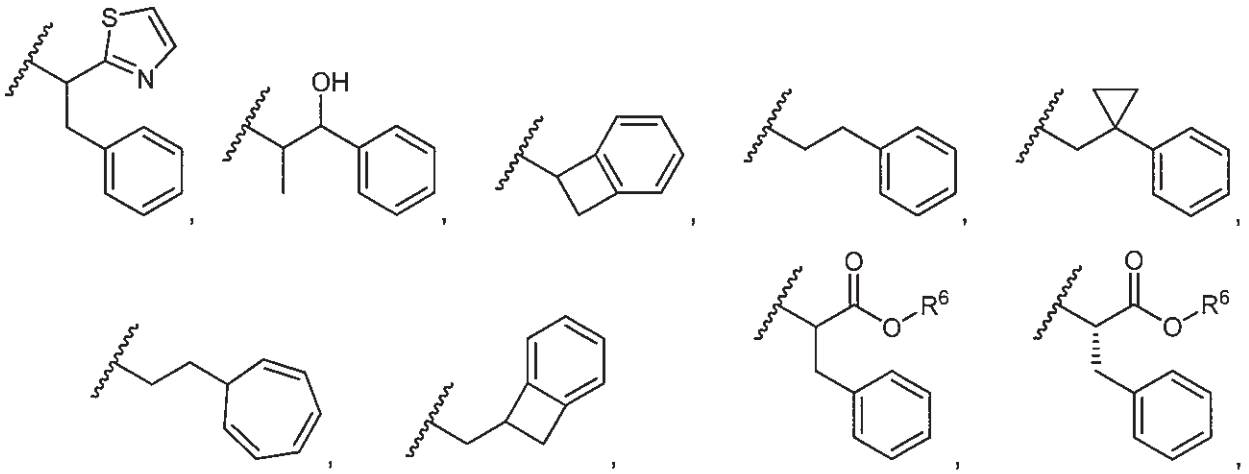
18. The compound, salt or solvate of claim 6, wherein $R^{4A'}$ and $R^{4B'}$ are defined as either of the following:

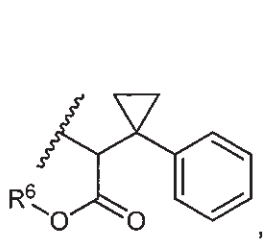
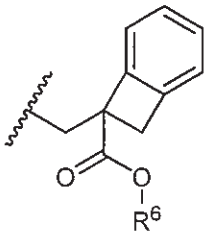
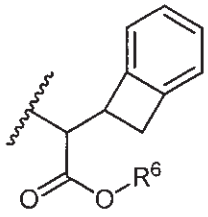
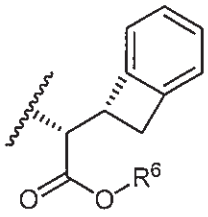
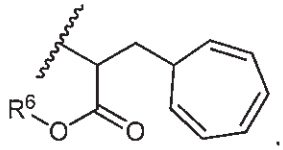
(i) $R^{4A'}$ is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl; and

$R^{4B'}$ is hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_3-C_8 carbocyclyl, C_1-C_{10} heterocyclyl, aryl, heteroaralkyl or aralkyl; or

(ii) $R^{4A'}$ and $R^{4B'}$ taken together are C_2-C_8 alkylene or C_1-C_8 heteroalkylene;

19. The compound, salt or solvate of claim 1, wherein R^5 is

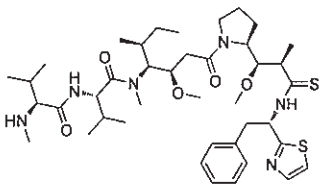
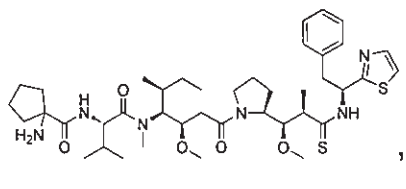
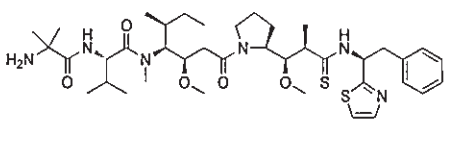


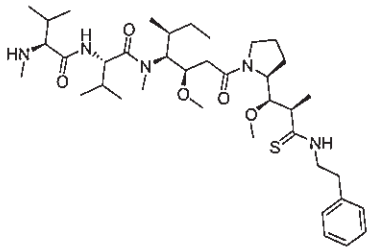
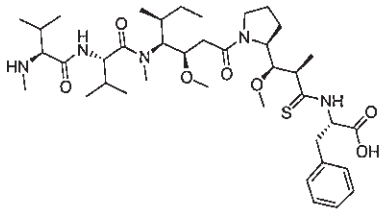
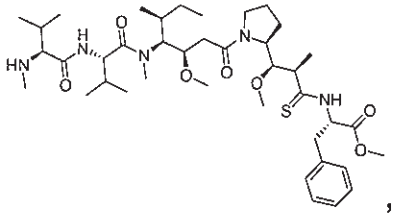
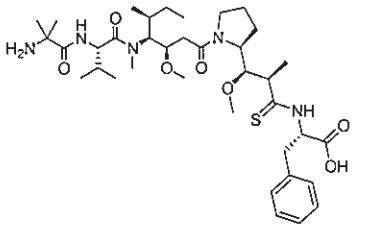
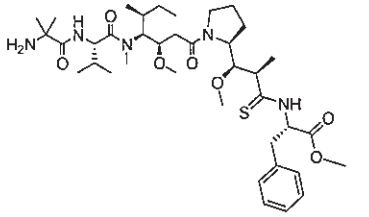
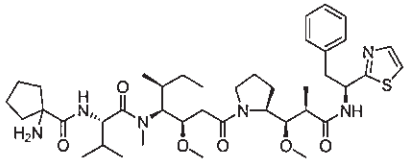
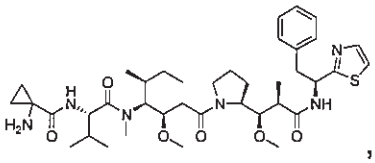
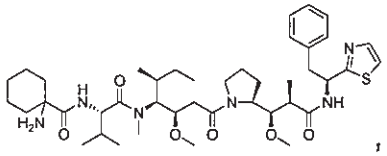
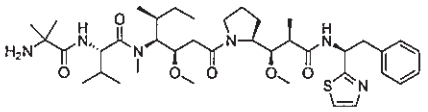
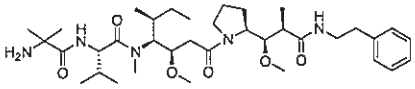
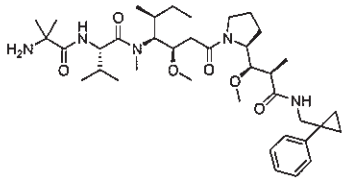
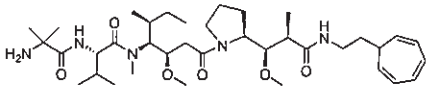
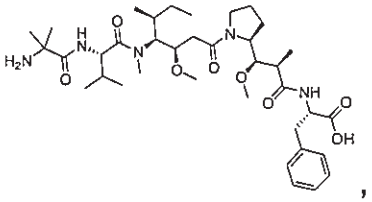
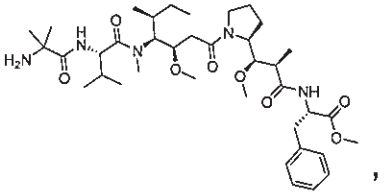
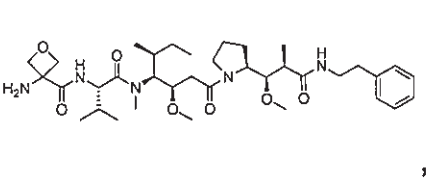
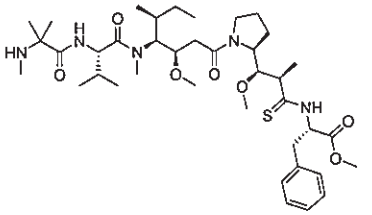
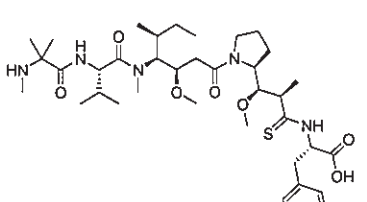
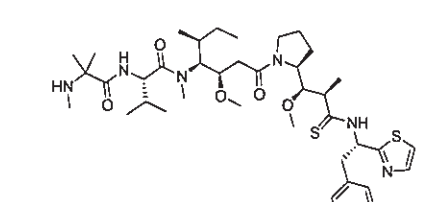
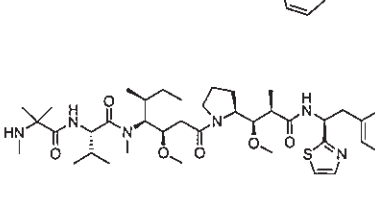
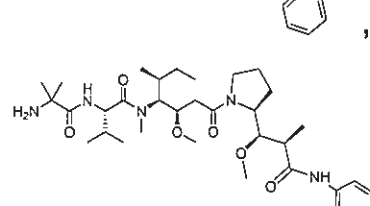
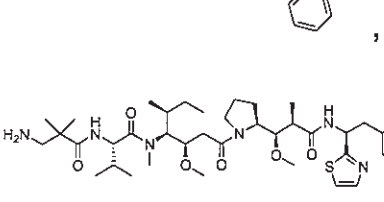

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,

,

or

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20. The compound, salt or solvate of claim 2, wherein Y is -C_2-C_{20} alkylene-, -C_2-C_{20} heteroalkylene-, -C_3-C_8 carbocyclo-, -arylene-, -C_3-C_8heterocyclo-, -C_1-C_{10}alkylene-arylene-, -arylene-C_1-C_{10}alkylene-, -C_1-C_{10}alkylene-(C_3-C_8carbocyclo)-, -(C_3-C_8carbocyclo)-C_1-C_{10}alkylene-, -C_1-C_{10}alkylene-(C_3-C_8heterocyclo)-, or -(C_3-C_8 heterocyclo)-C_1-C_{10}alkylene-;

21. The compound, salt or solvate of claim 5, wherein antibody is selected from trastuzumab, oregovomab, edrecolomab, cetuximab, a humanized monoclonal antibody to the vitronectin receptor ($\alpha_v\beta_3$); alemtuzumab; a humanized anti-HLA-DR antibody for the treatment of non-Hodgkin's lymphoma; 131I Lym-1; a murine anti-HLA-Dr10 antibody for the treatment of non-Hodgkin's lymphoma; a humanized anti-CD2 mAb for the treatment of Hodgkin's Disease or non-Hodgkin's lymphoma; labetuzumab; bevacizumab; ibritumomab tiuxetan; ofatumumab; panitumumab; rituximab; tositumomab; ipilimumab; gemtuzumab; an anti-IL13 antibody; and an anti-Notch antibody.

22. A compound, or a pharmaceutically acceptable salt or solvate thereof, selected from:

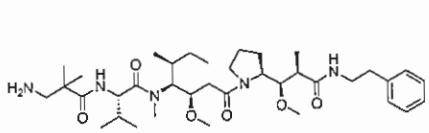
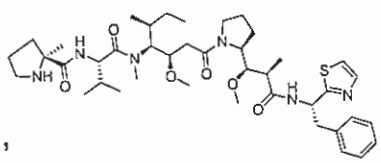
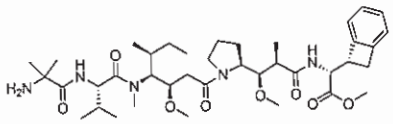
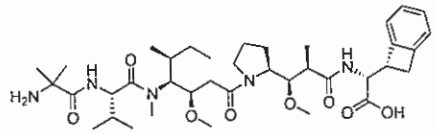
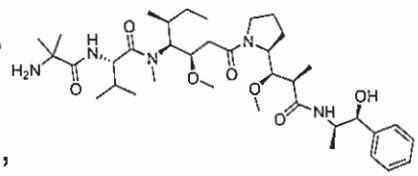
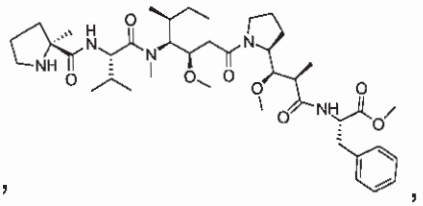
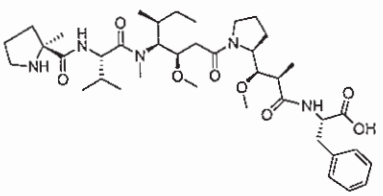
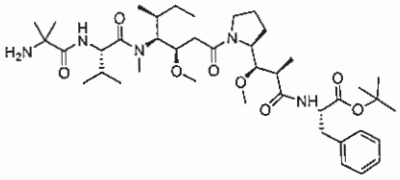
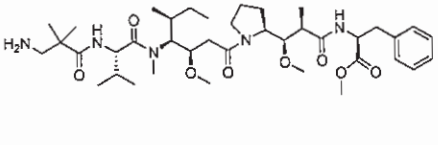
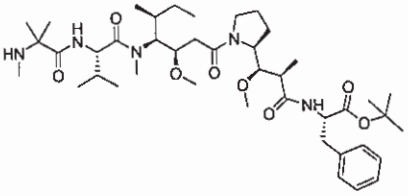
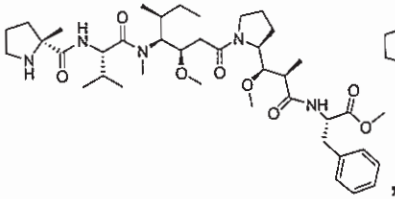
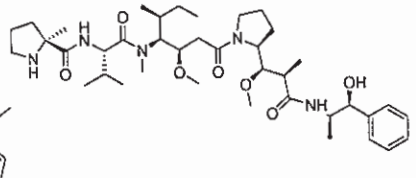
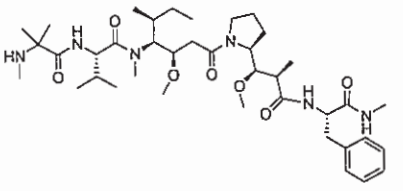
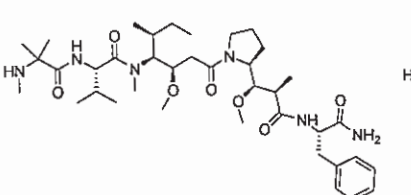
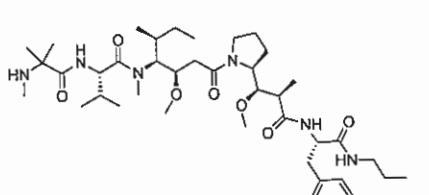
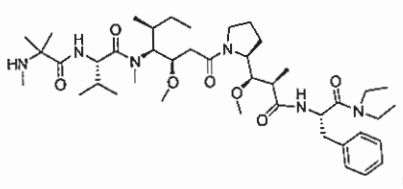
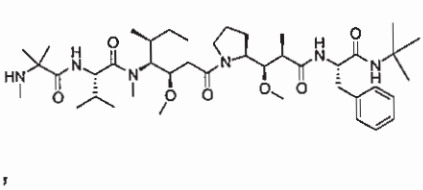
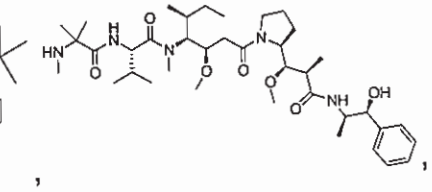
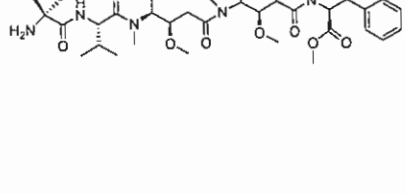
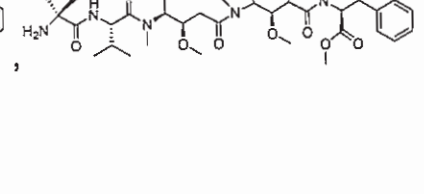
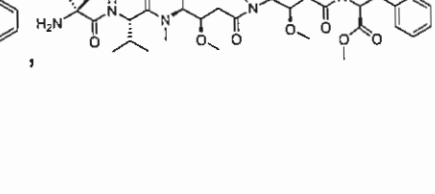

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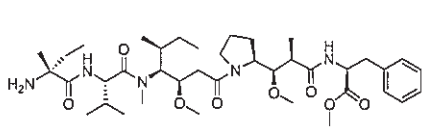
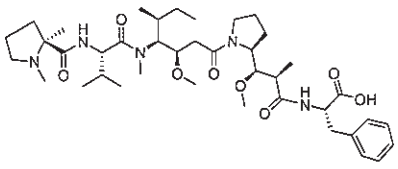
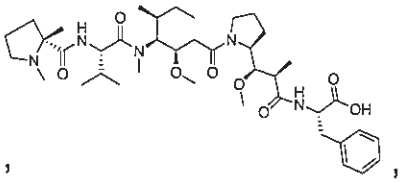
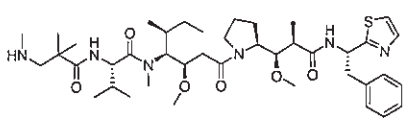
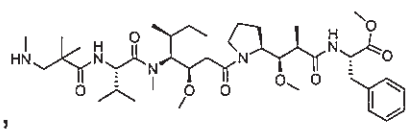
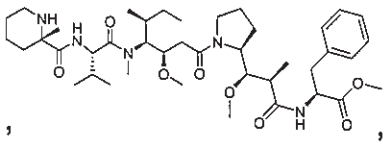
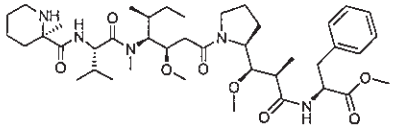
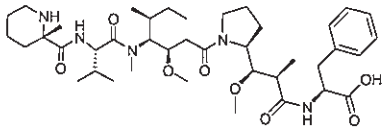
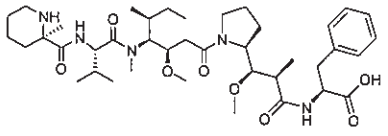
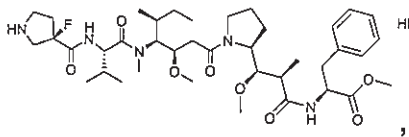
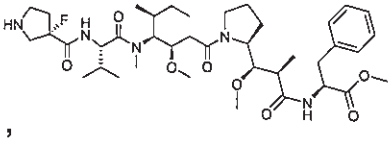
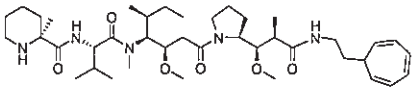
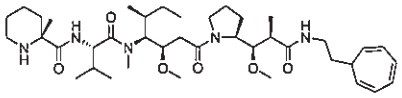
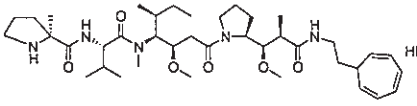
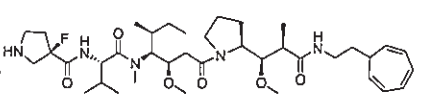
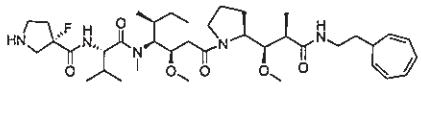
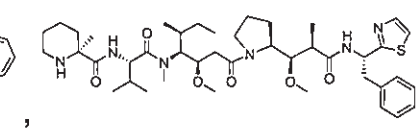
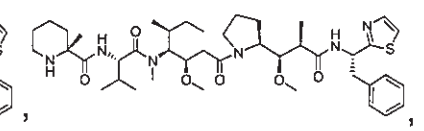
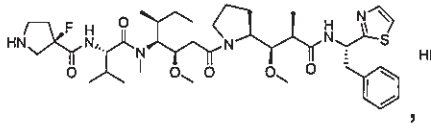
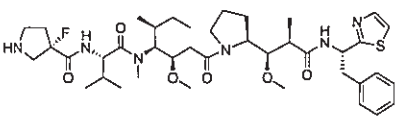
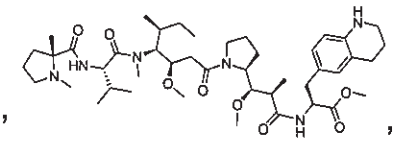
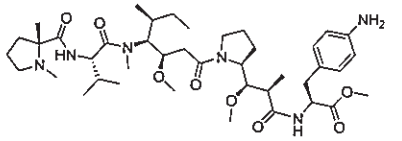
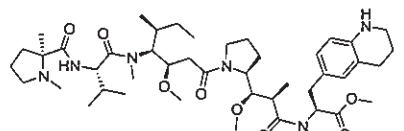
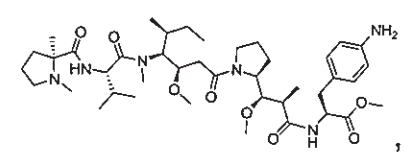
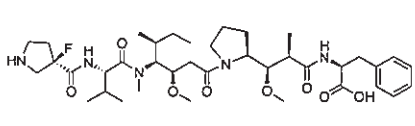
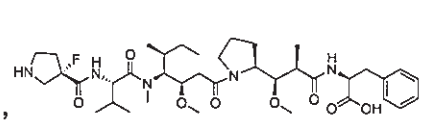
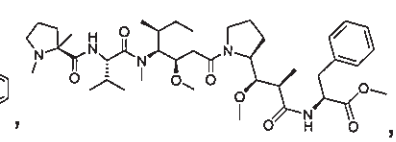
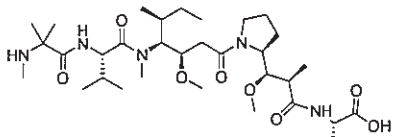
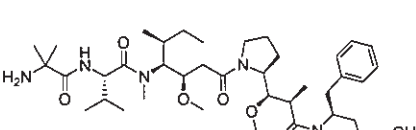
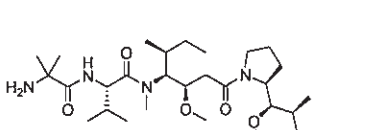
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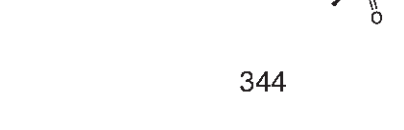

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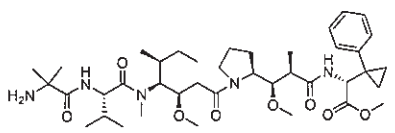
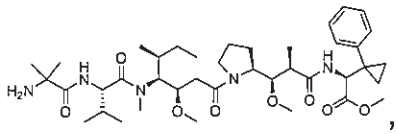
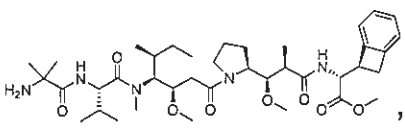
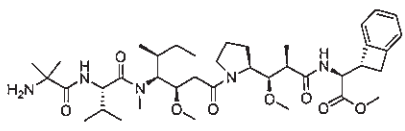
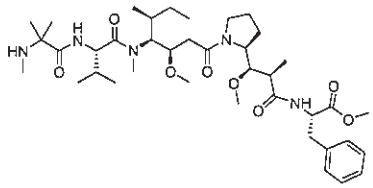
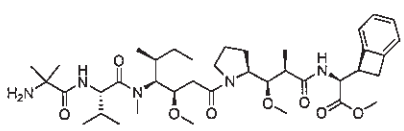
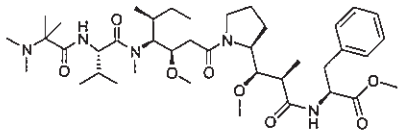
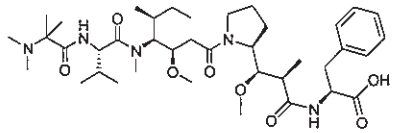
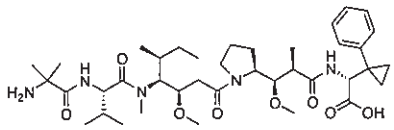
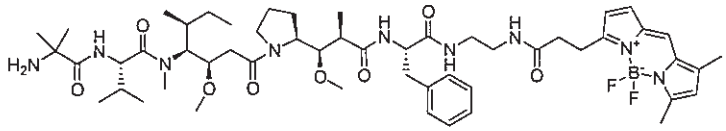
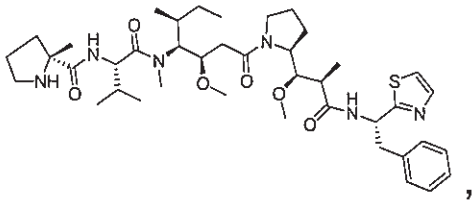
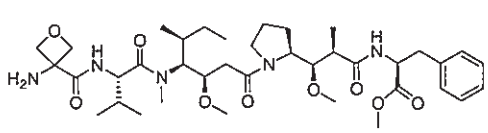
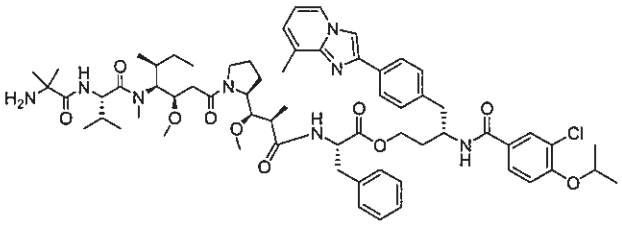
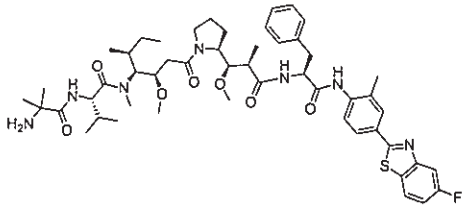
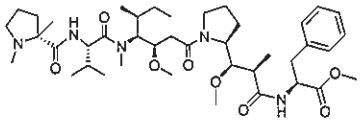
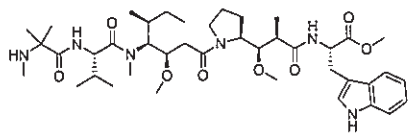
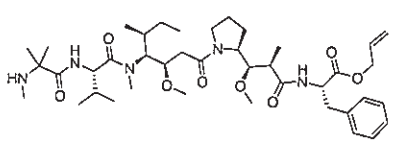
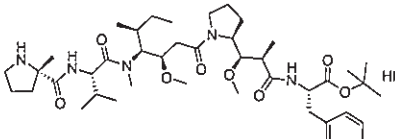
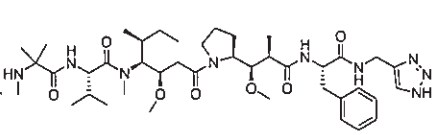
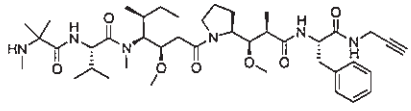
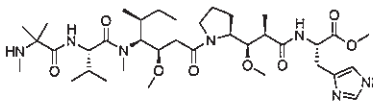
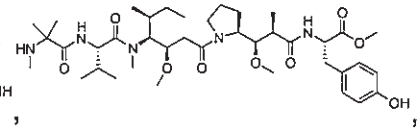
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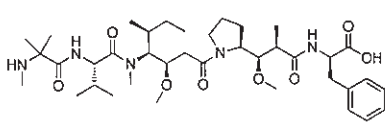
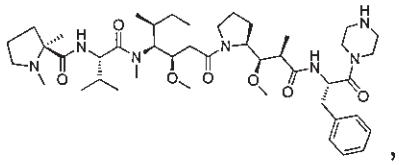
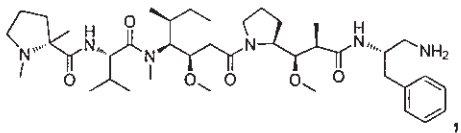
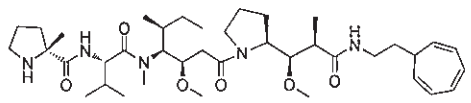
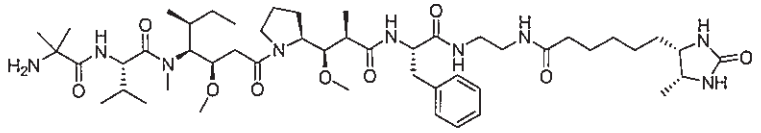
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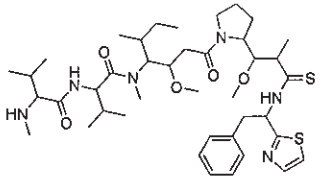
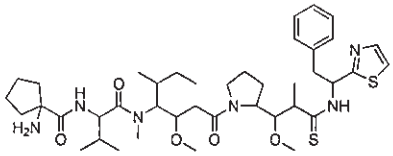
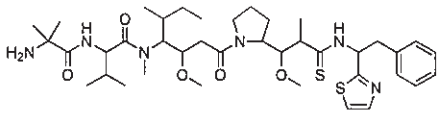
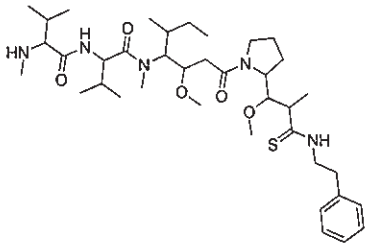
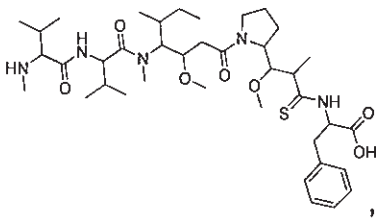
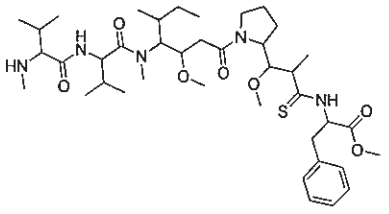
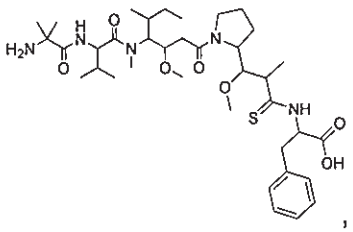
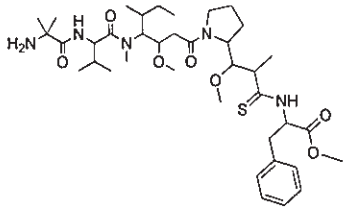
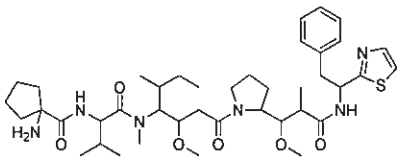
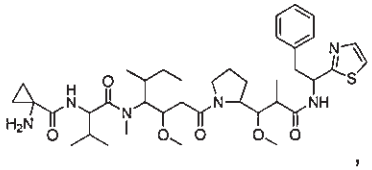
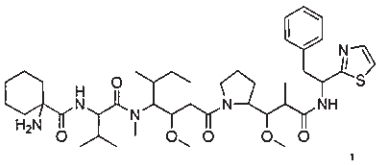
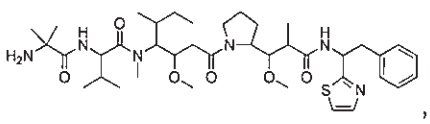
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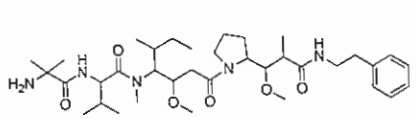
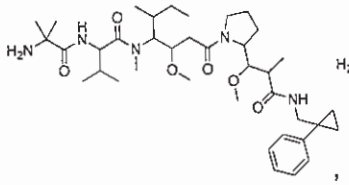
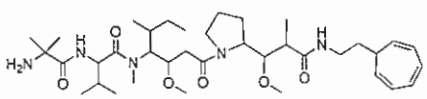
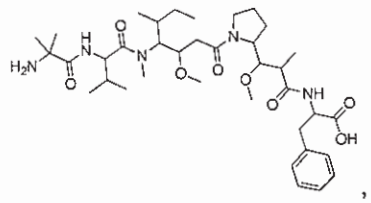
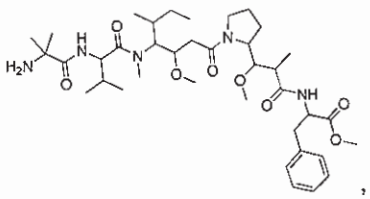
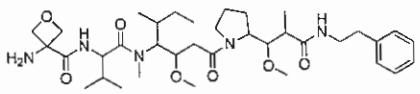
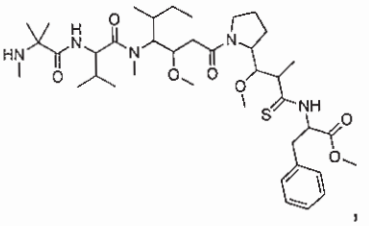
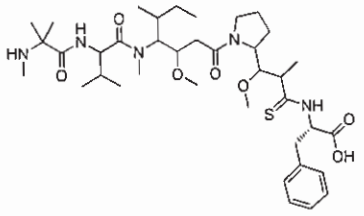
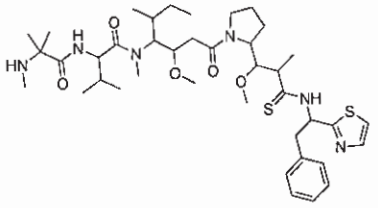
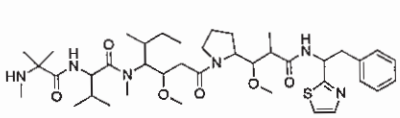
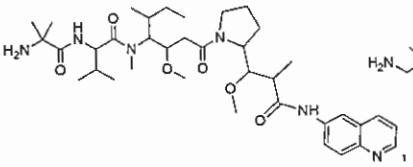
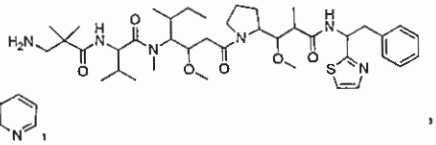
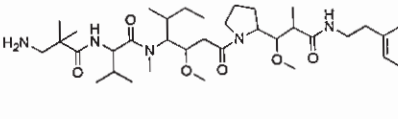
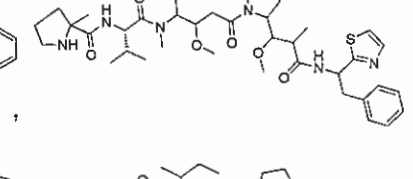
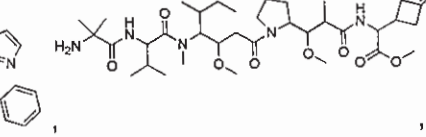
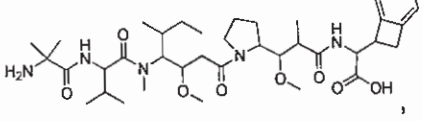
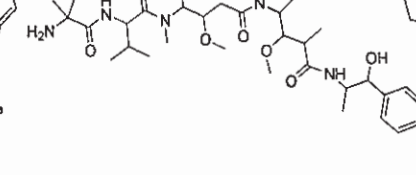
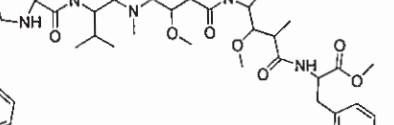
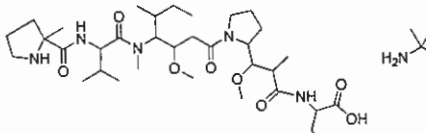
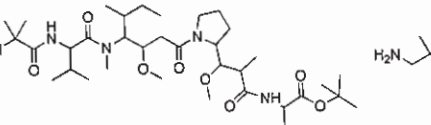
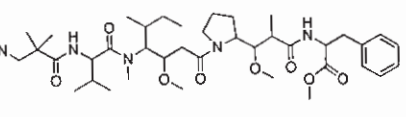
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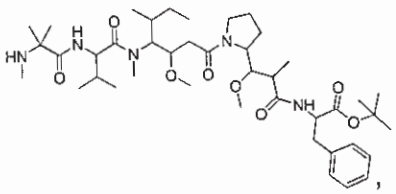
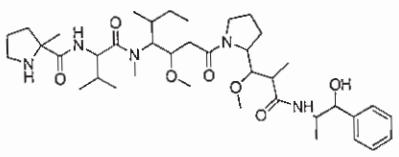
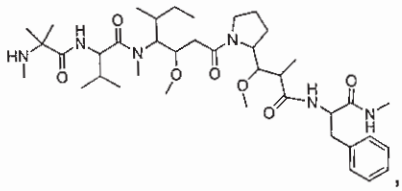
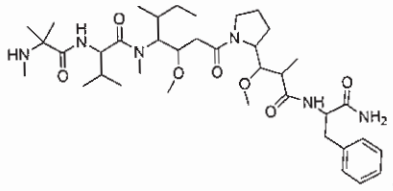
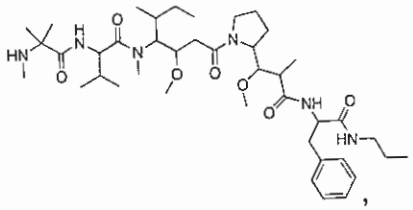
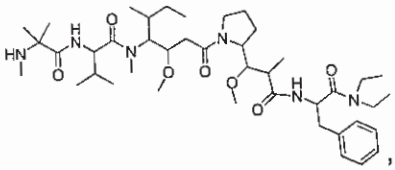
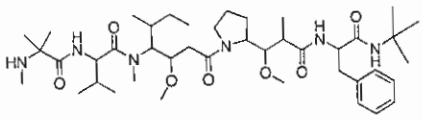
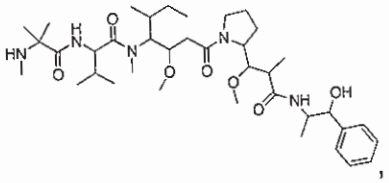
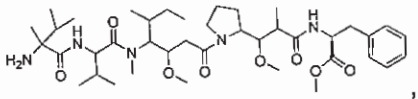
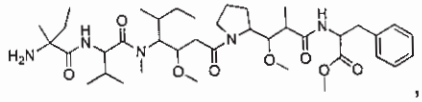
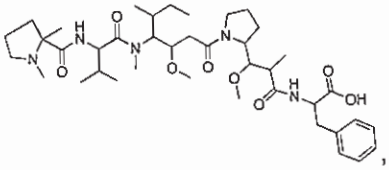
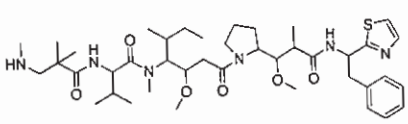
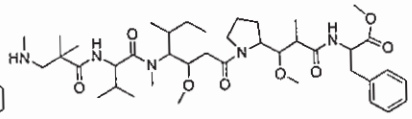
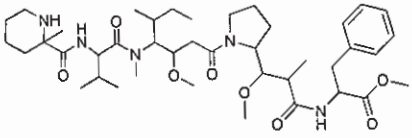
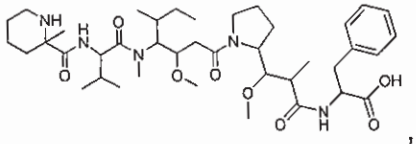
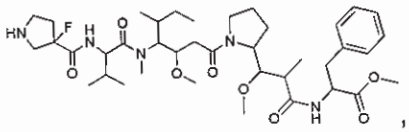
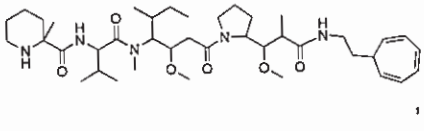
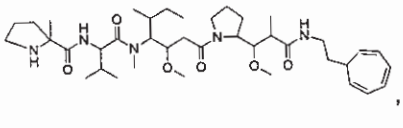
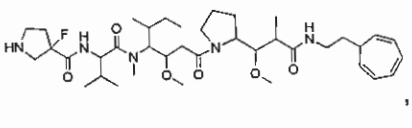
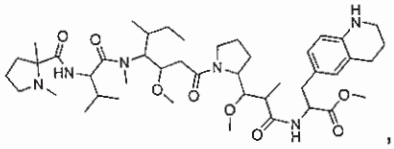
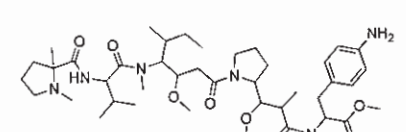
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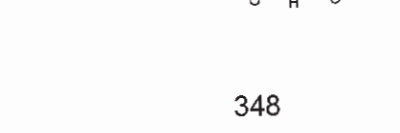
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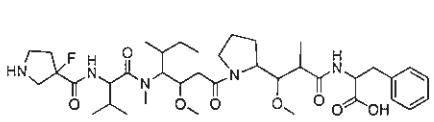
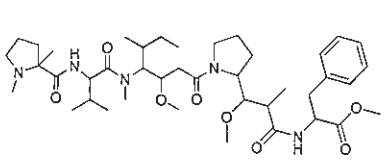
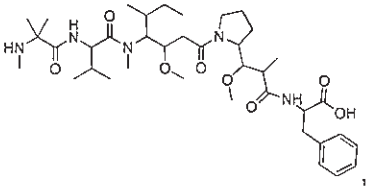
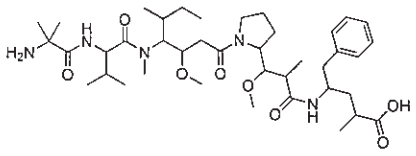
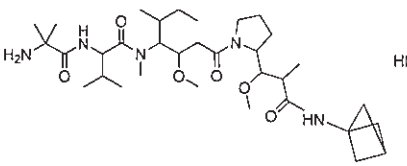
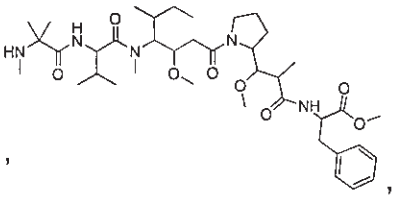
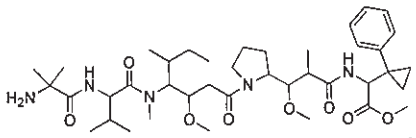
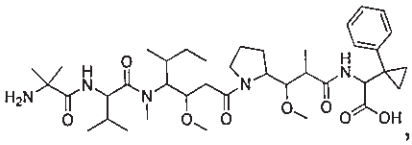
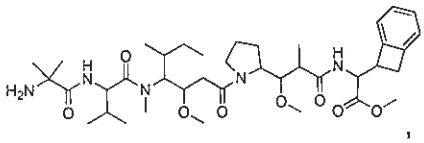
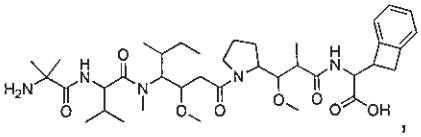
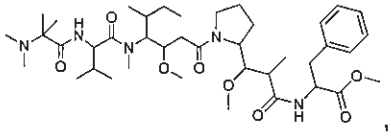
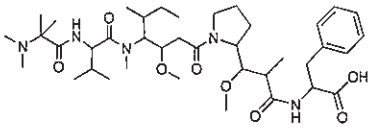
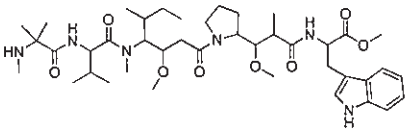
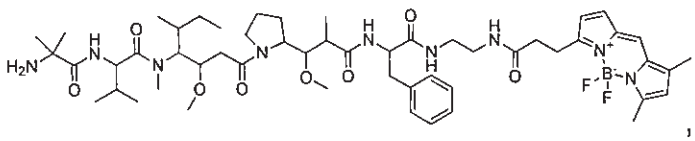
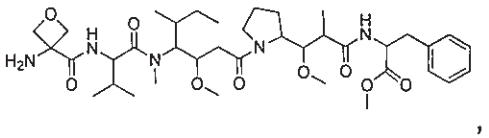
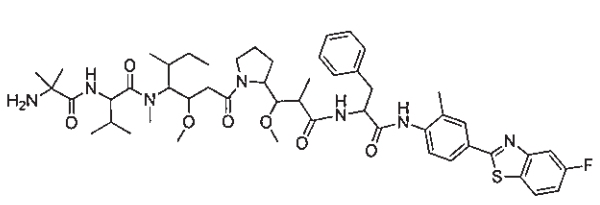
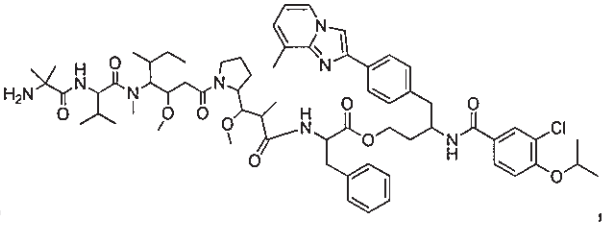
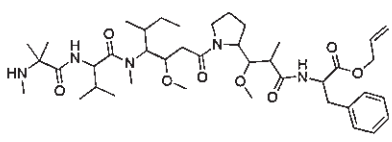
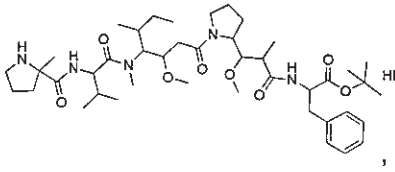
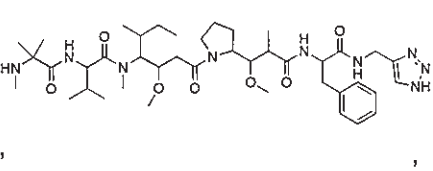
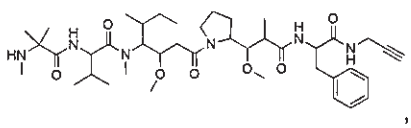
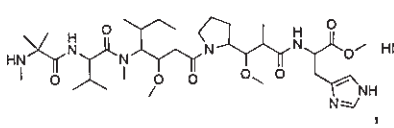
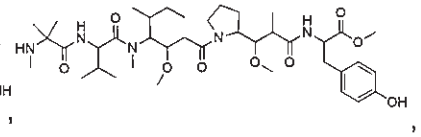
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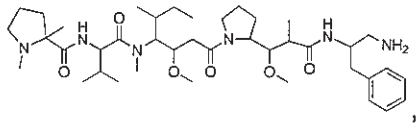
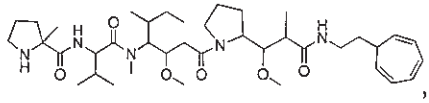
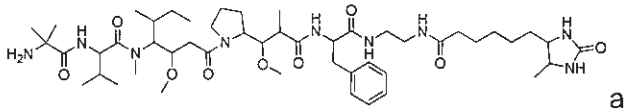
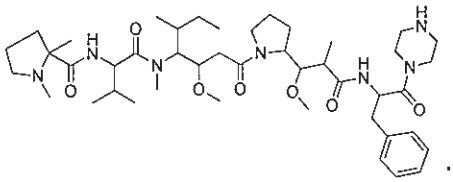
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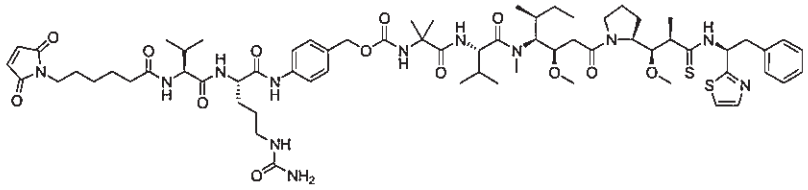
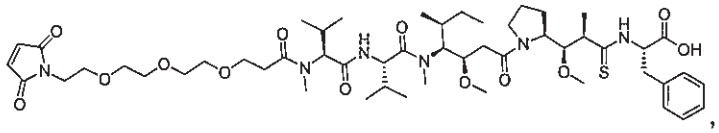
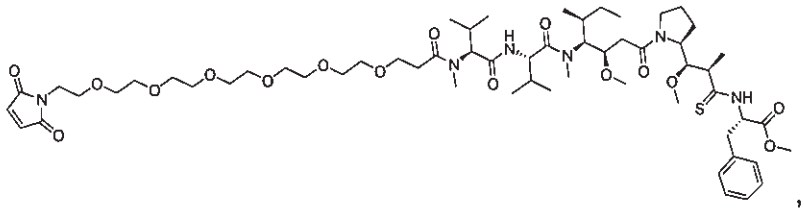
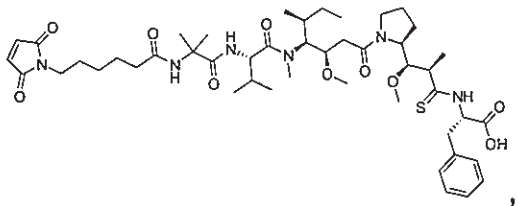
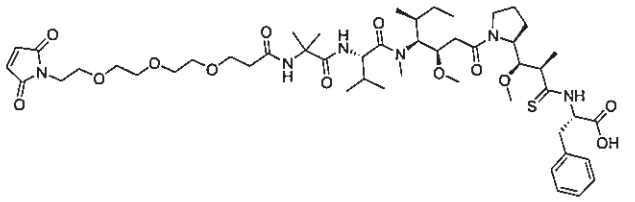
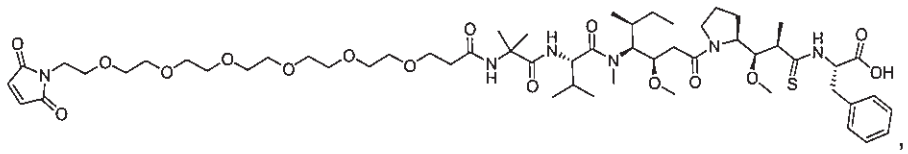

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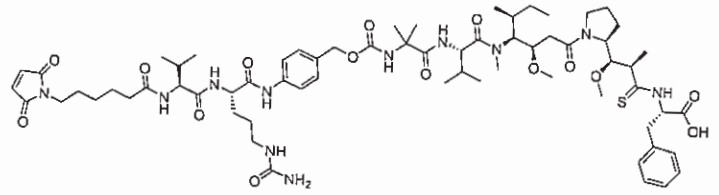

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24. A payload-linker comprising a radical of a compound of claim 22 or 23.

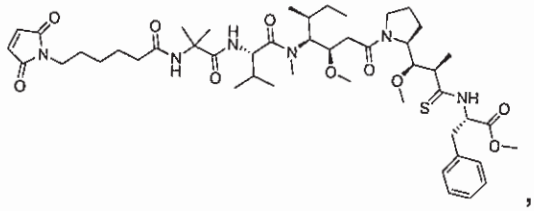
25. An antibody drug conjugate comprising a radical of a compound of any of claims 1, 2, or 3.

26. A compound, or a pharmaceutically acceptable salt or solvate thereof, selected from:

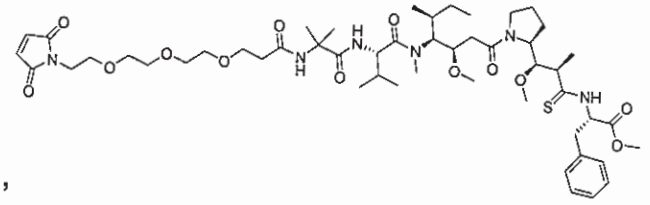

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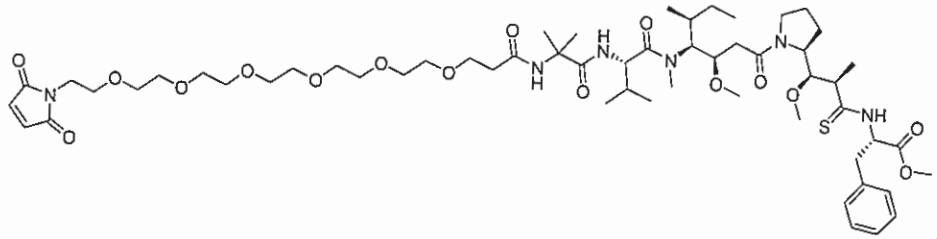
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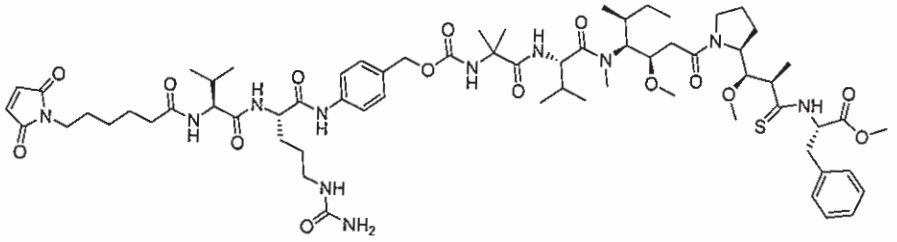
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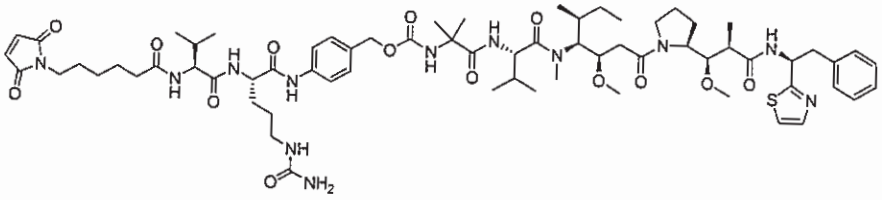
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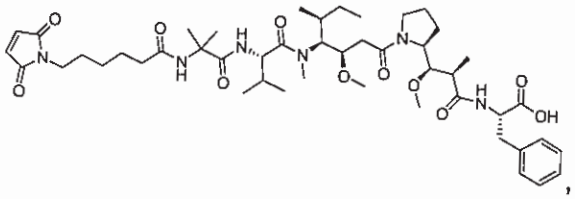
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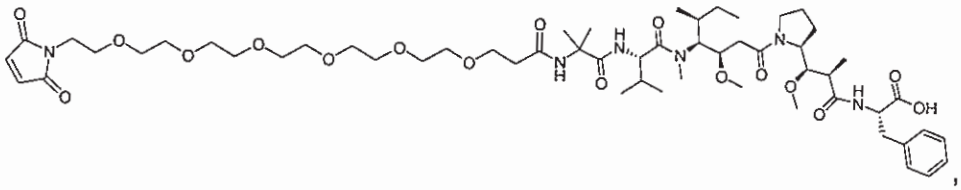
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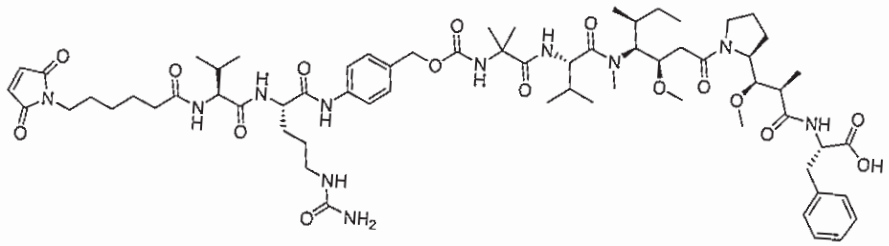
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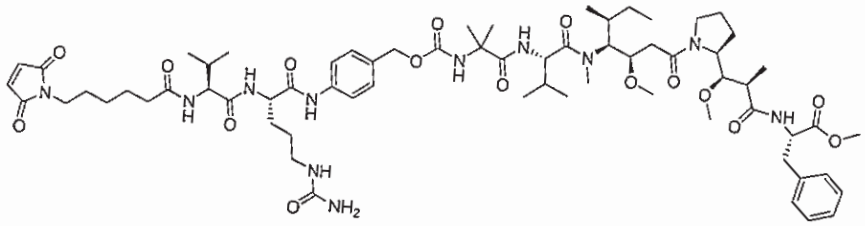
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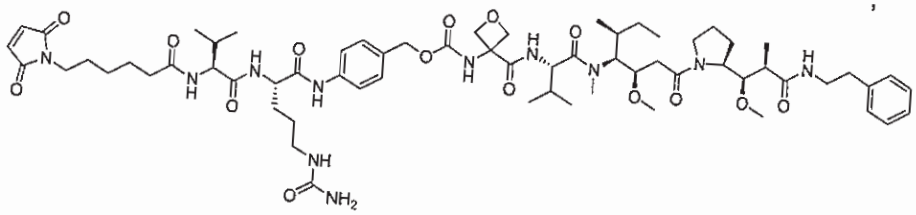
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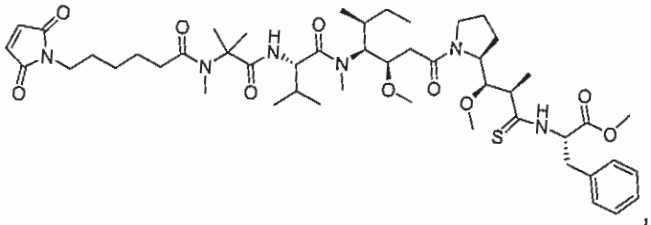
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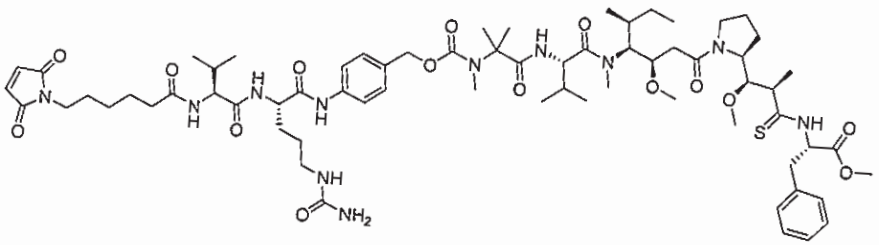
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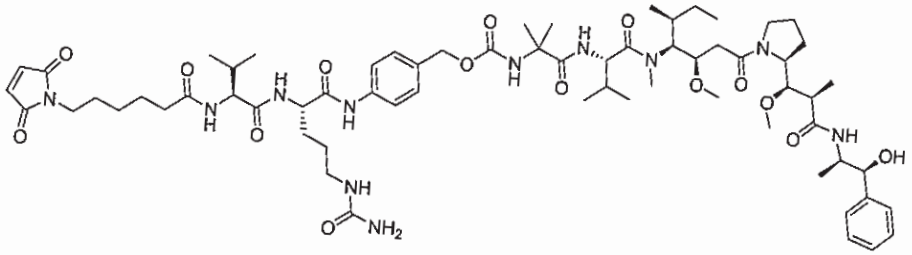
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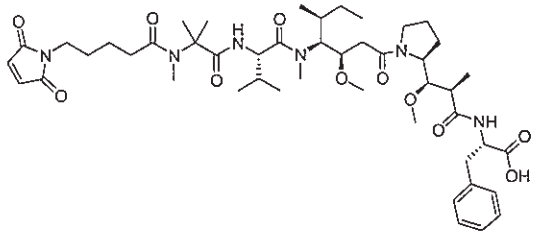
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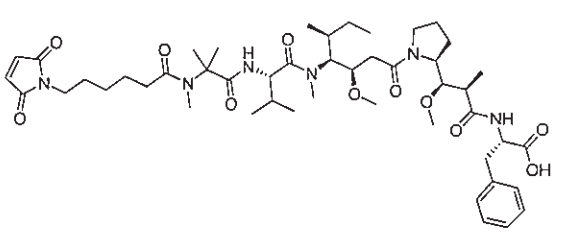
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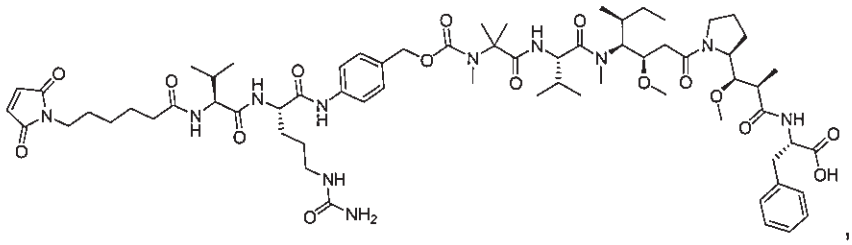
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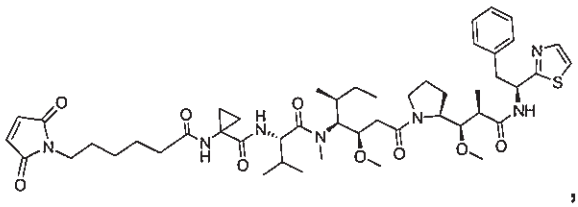
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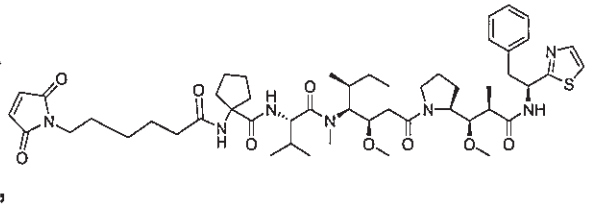
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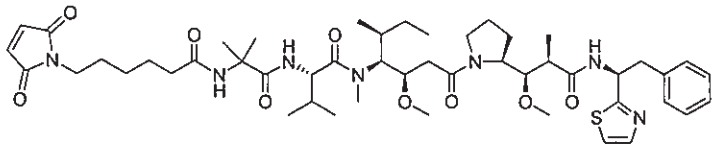
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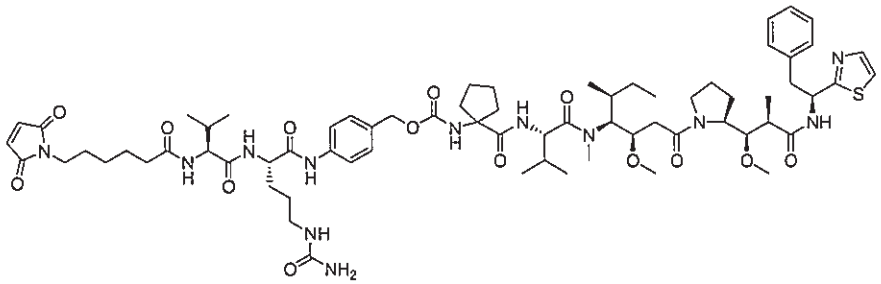
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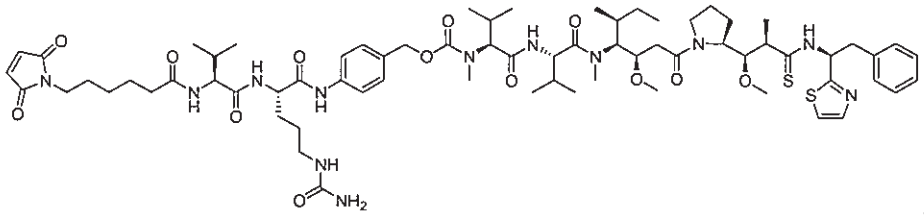
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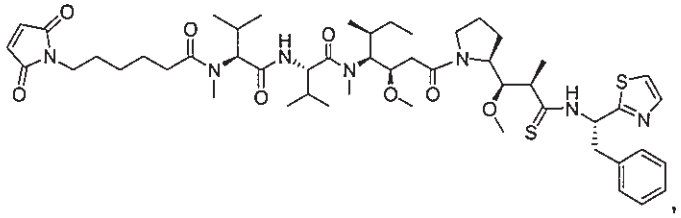
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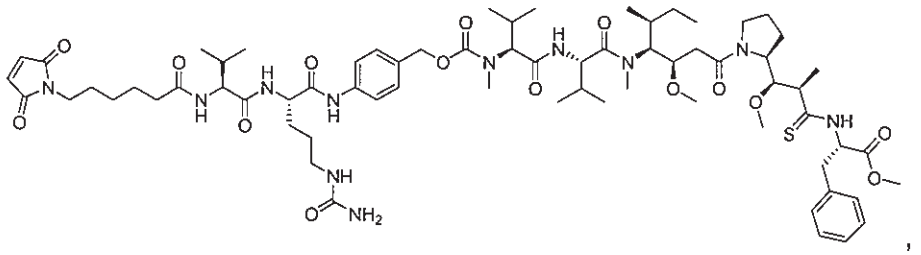
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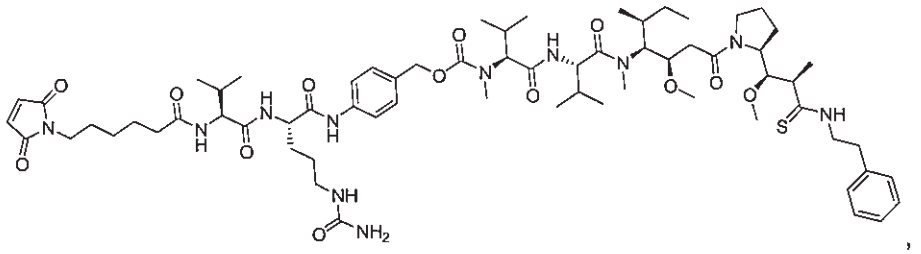


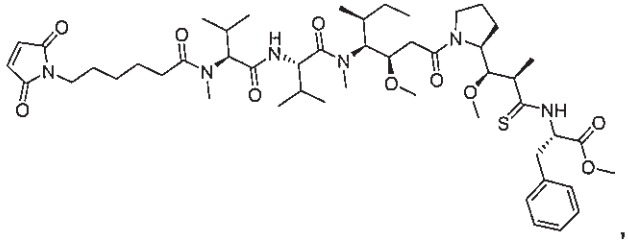
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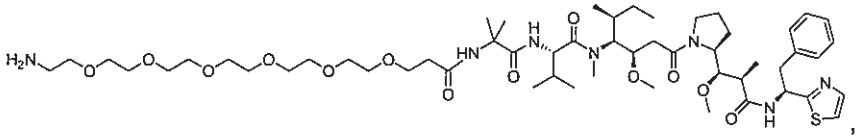


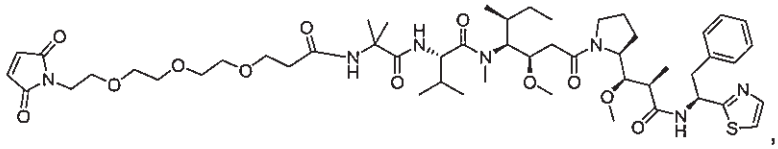
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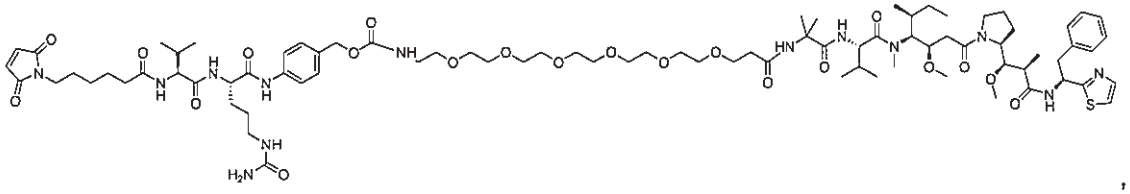


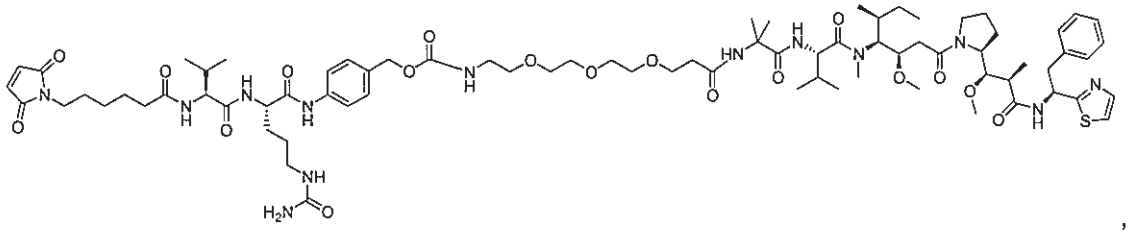


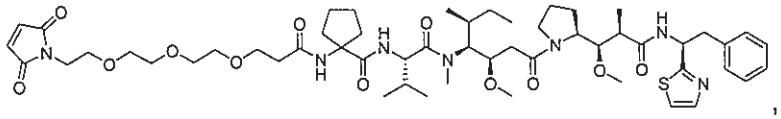


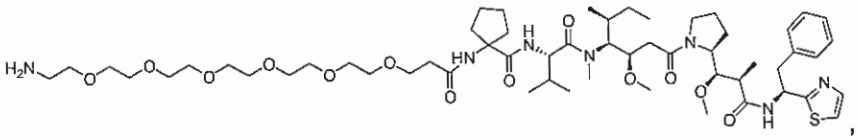


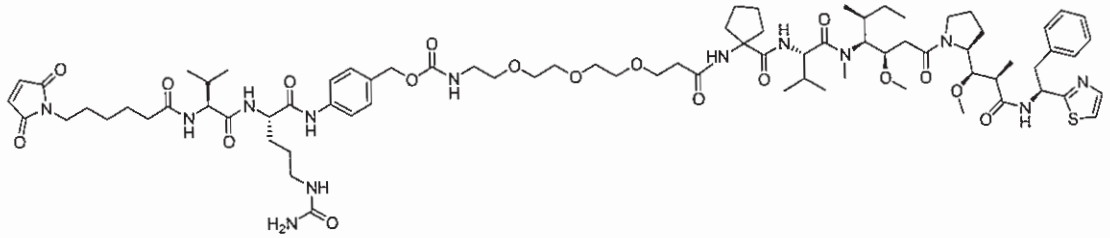


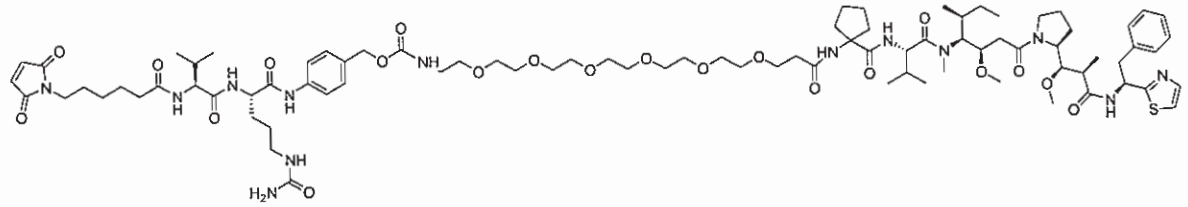


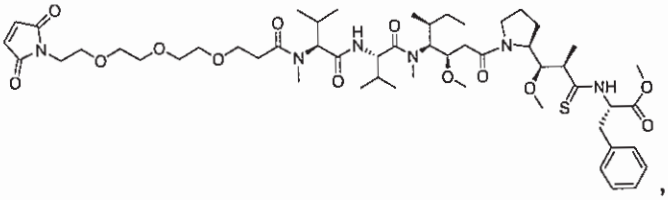


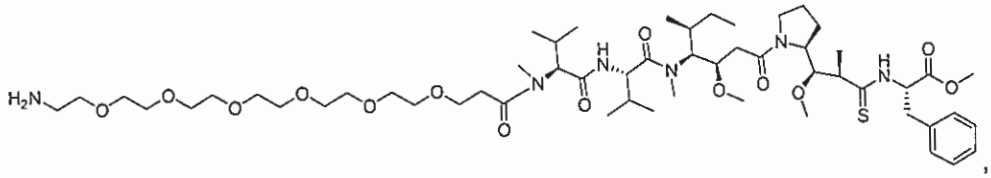


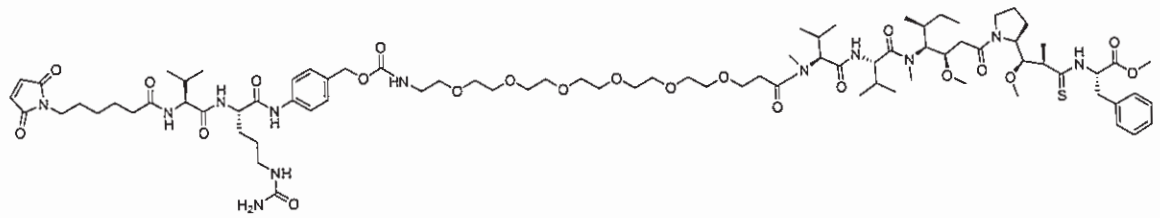


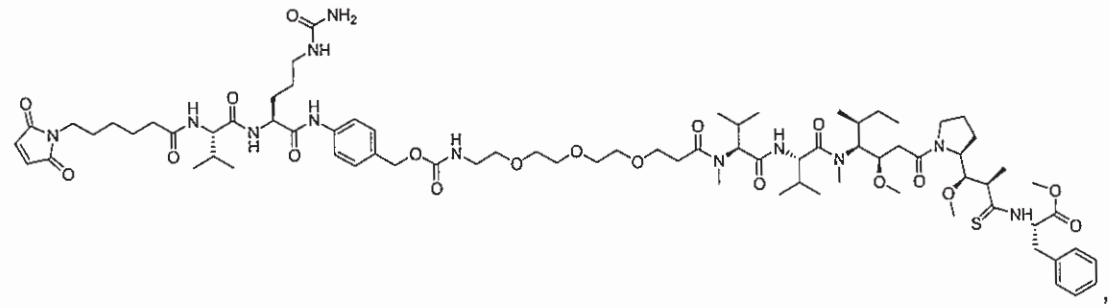


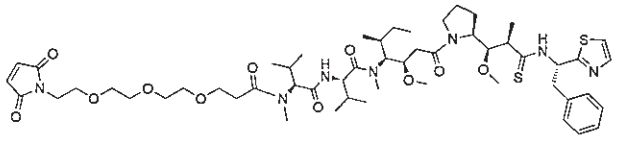




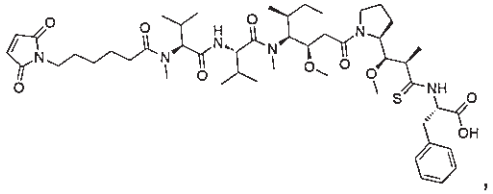




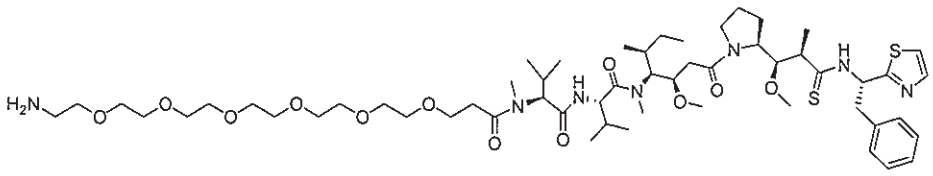




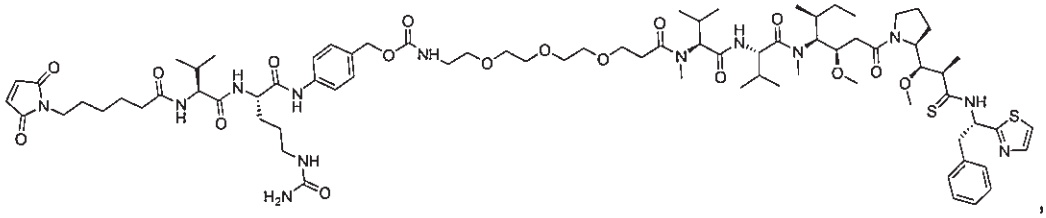
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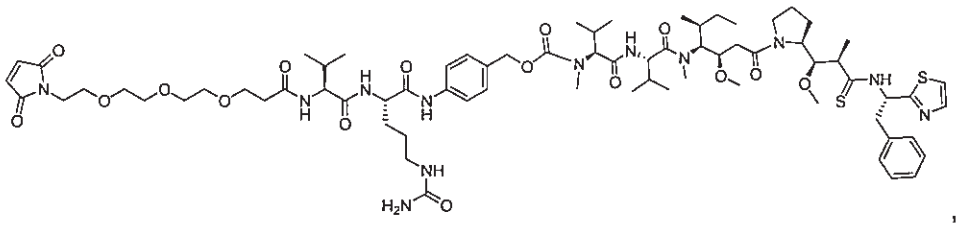
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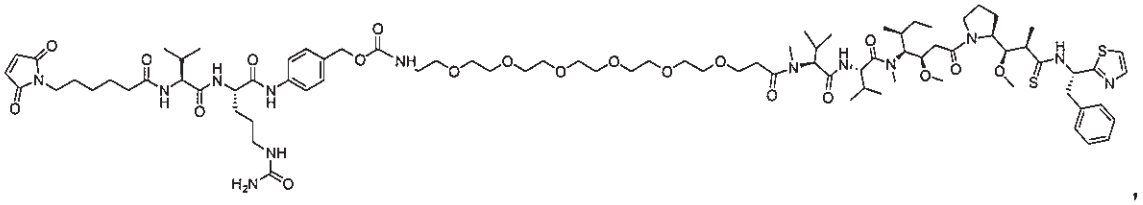
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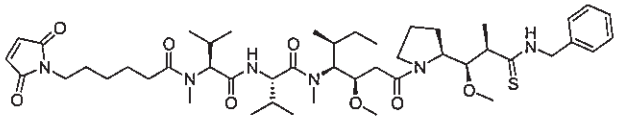
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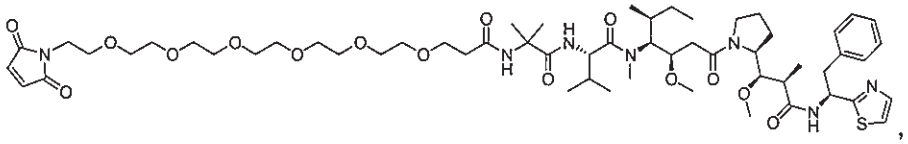
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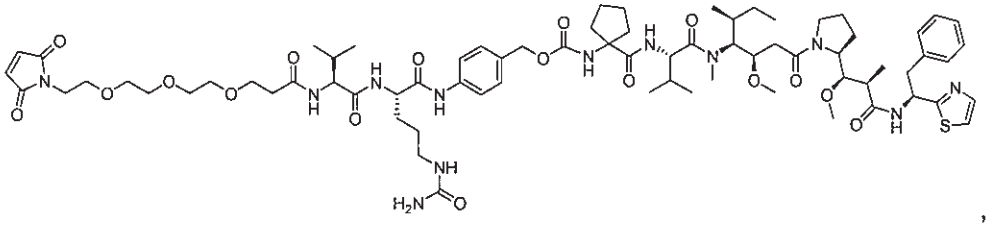
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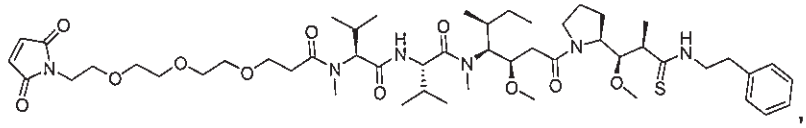
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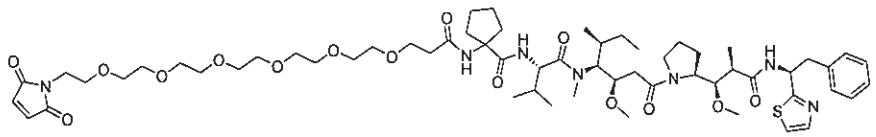


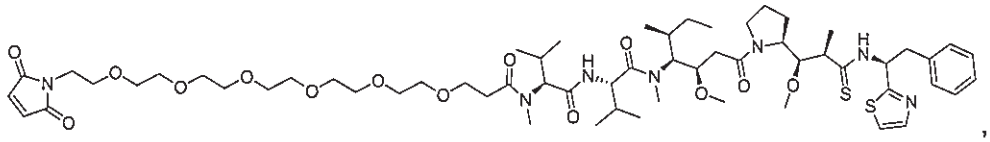
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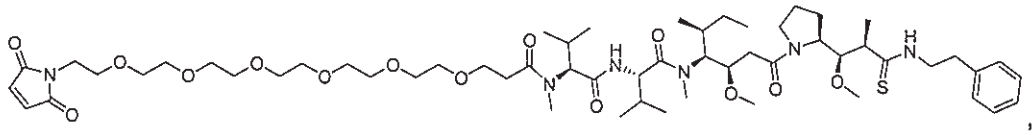


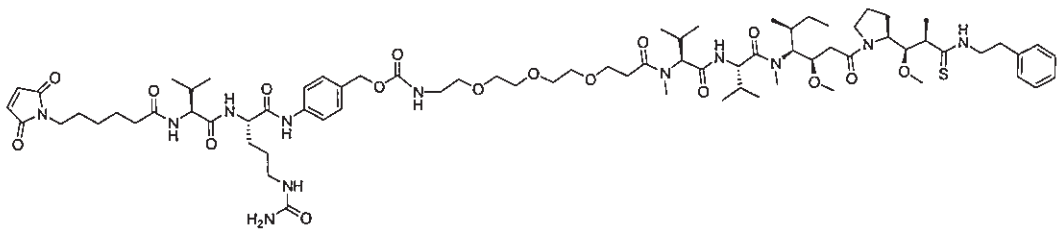
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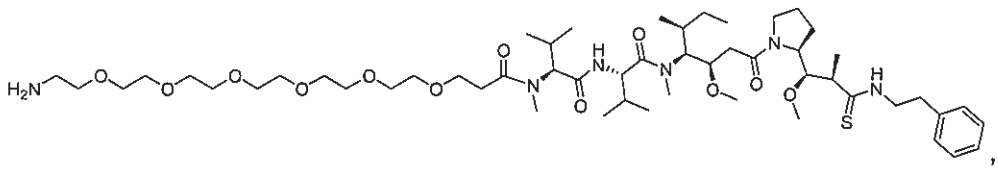


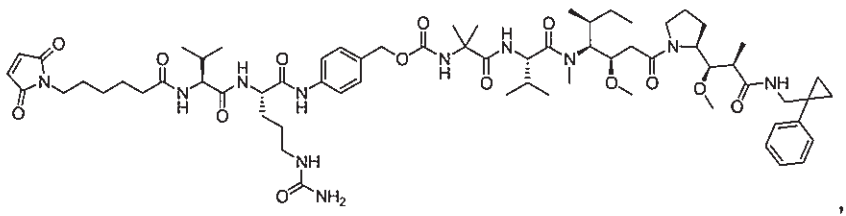


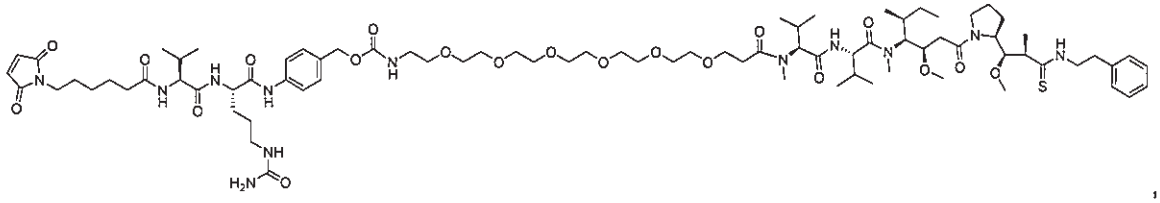


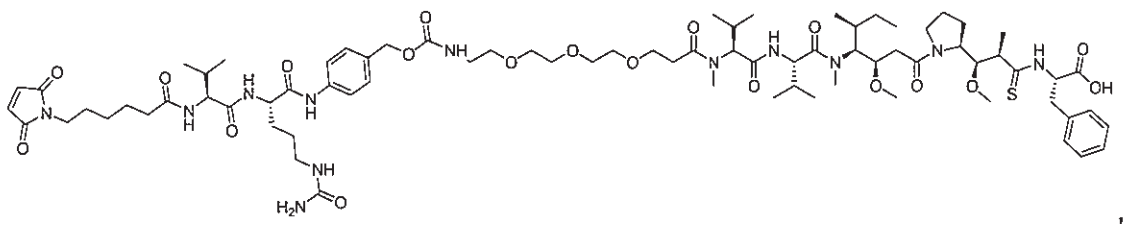


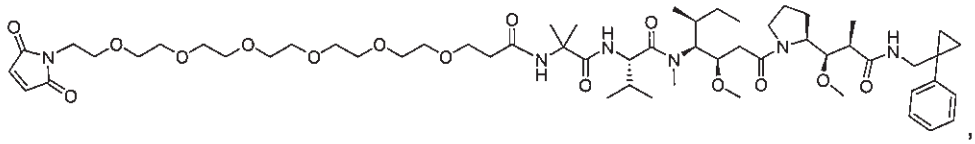


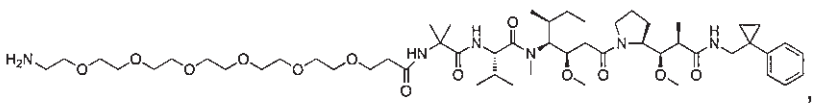


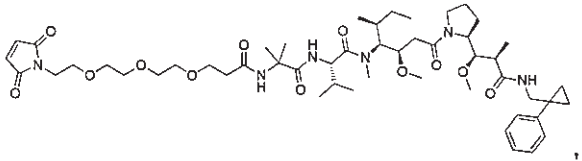


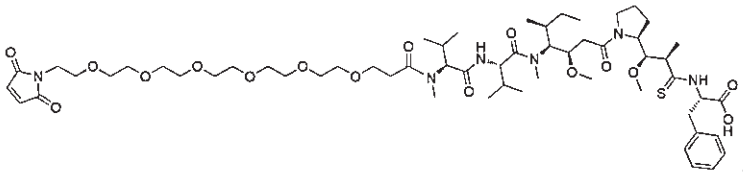


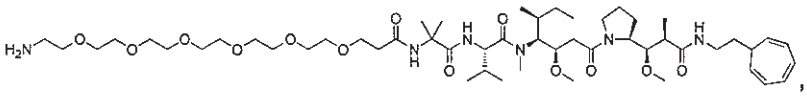


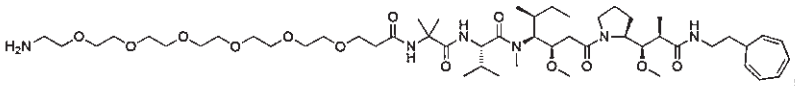


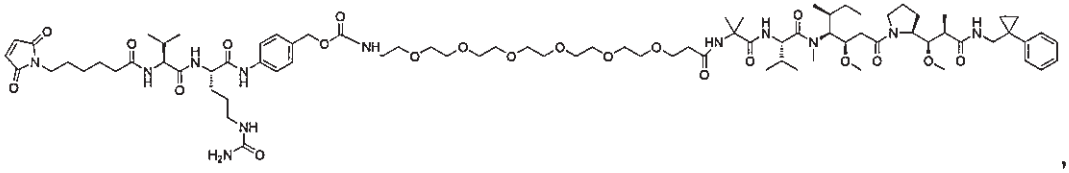


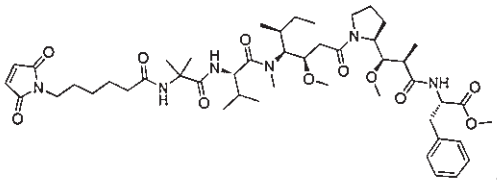


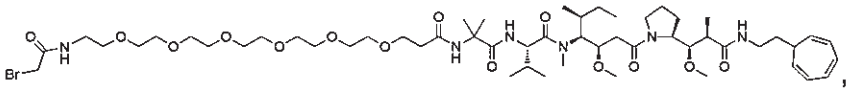


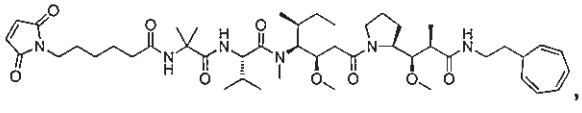


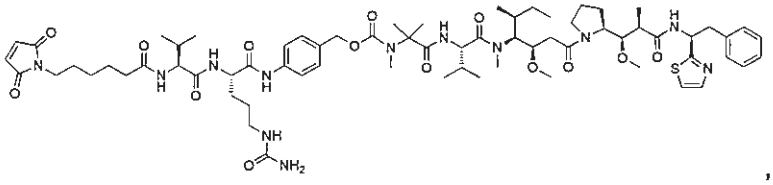


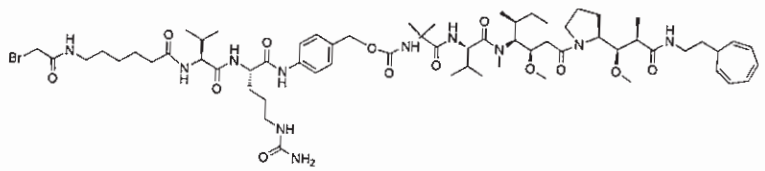




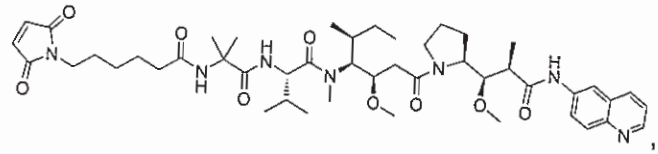




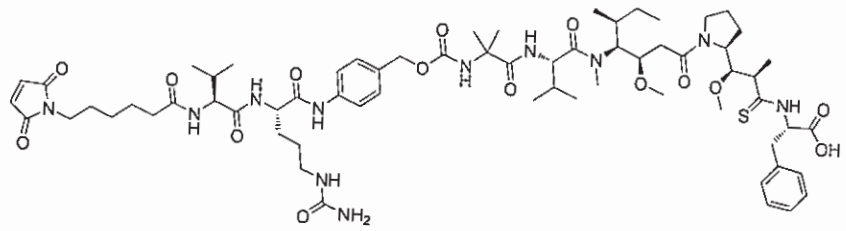




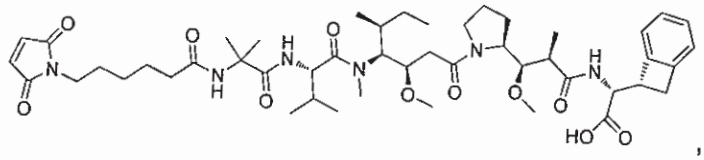
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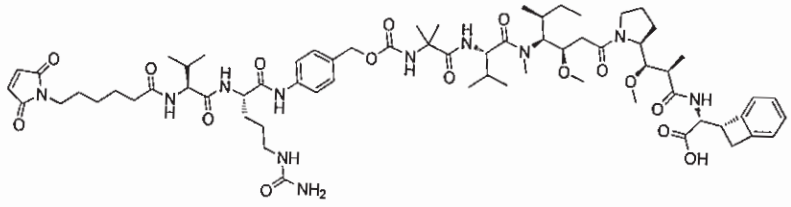
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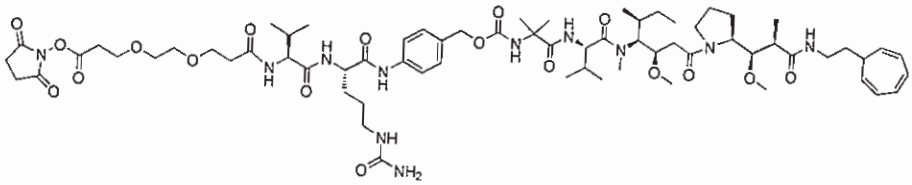
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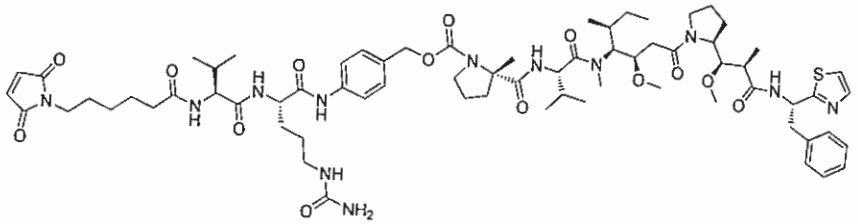
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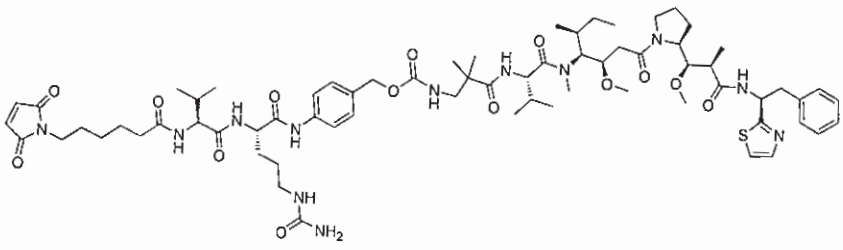
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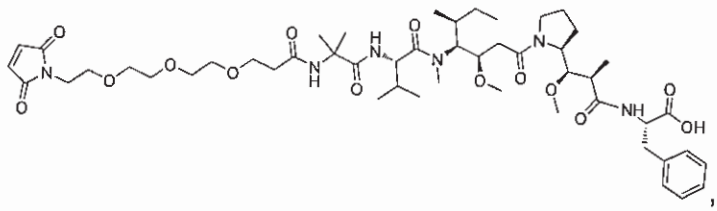
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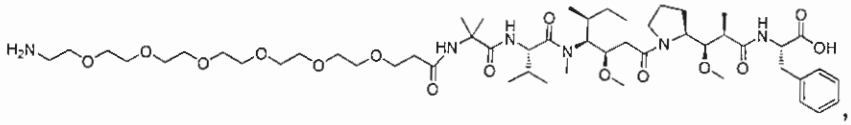
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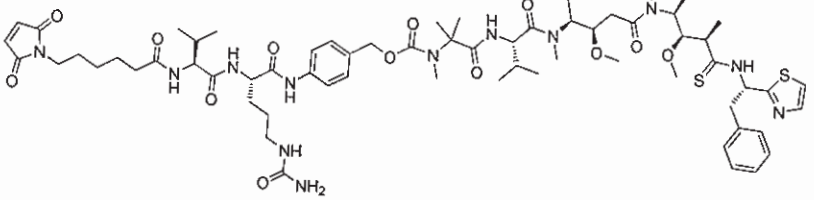
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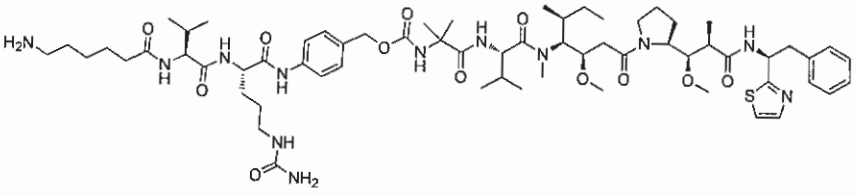
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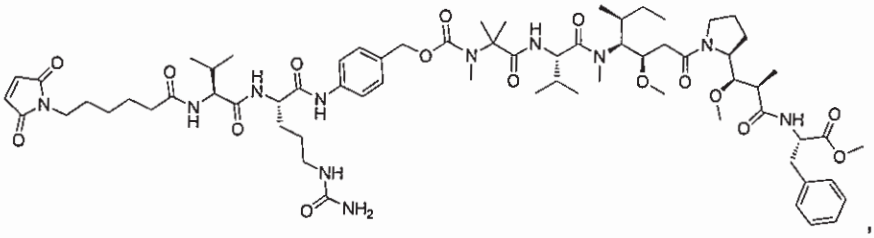
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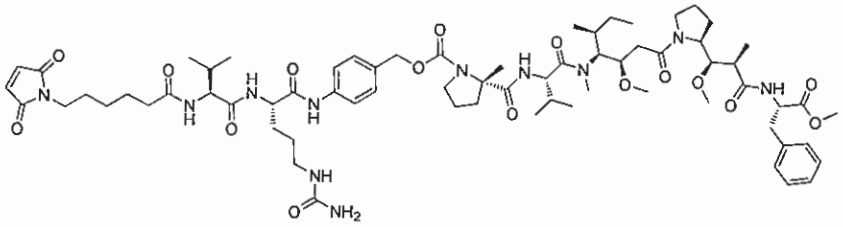
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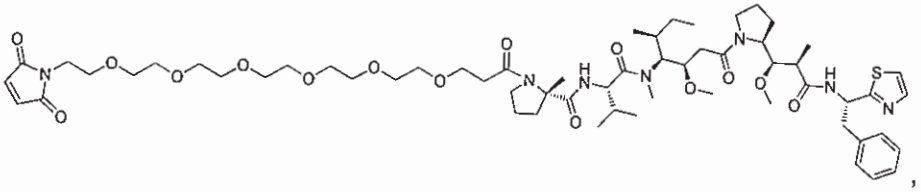
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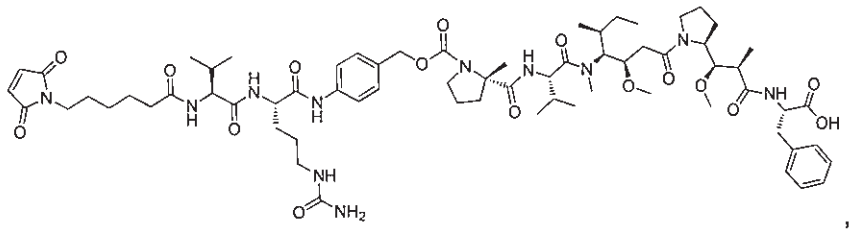
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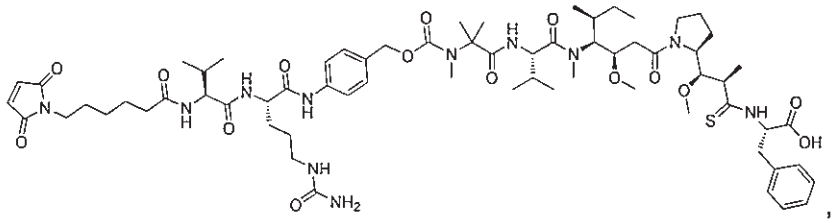


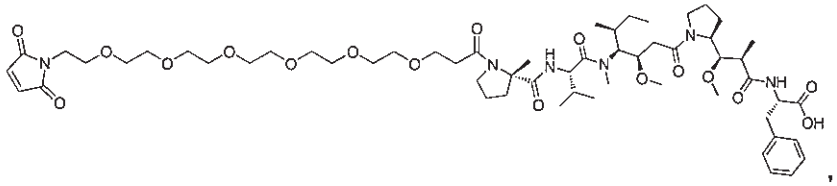
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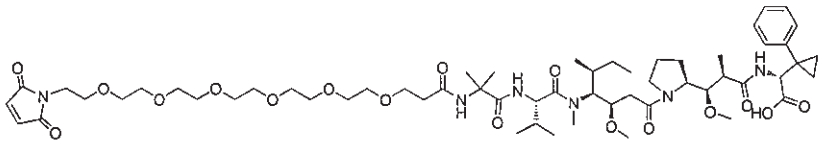


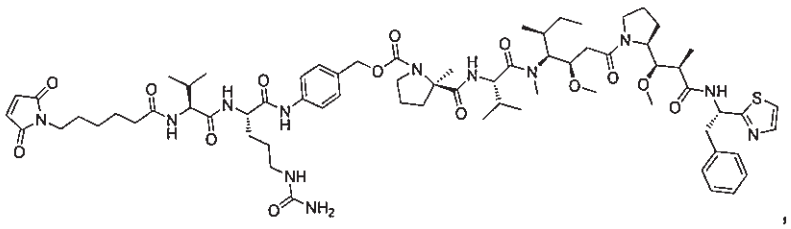
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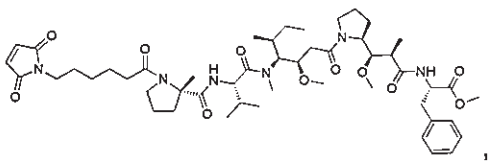


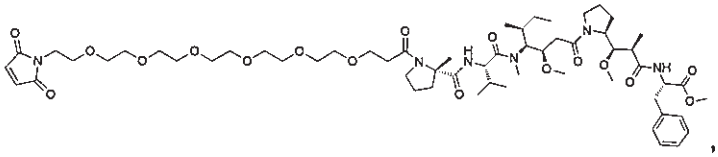


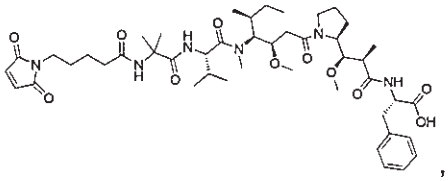


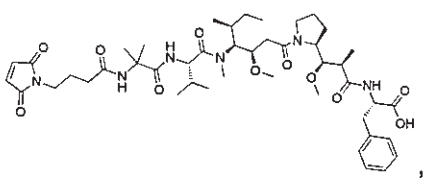


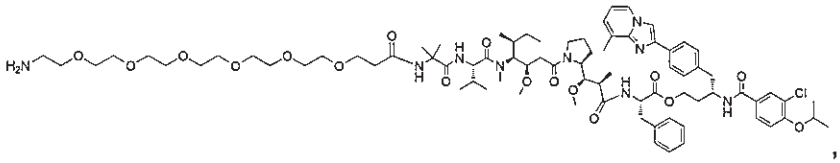


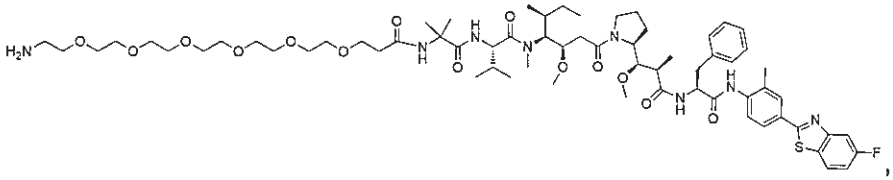


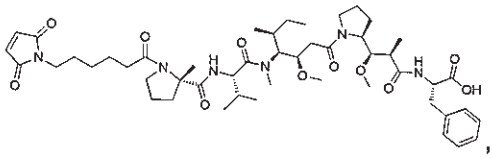


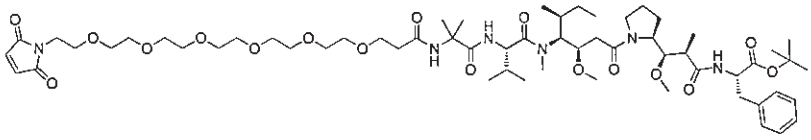


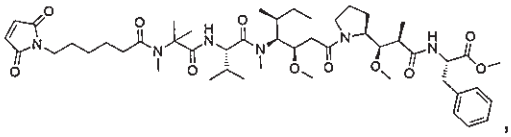


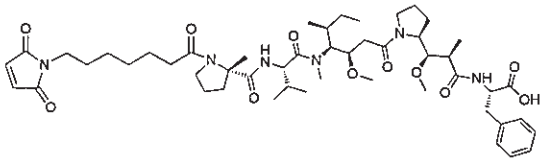


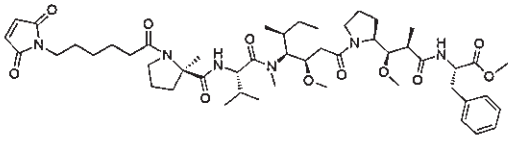


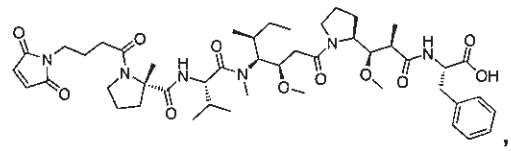


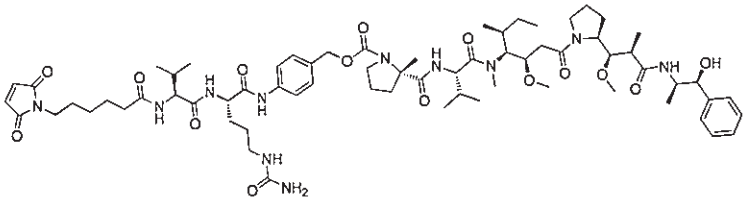


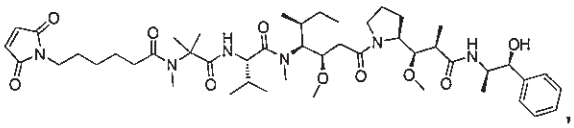


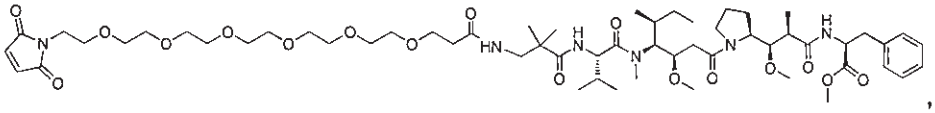


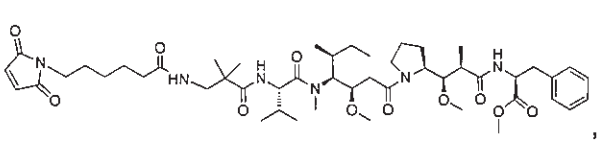


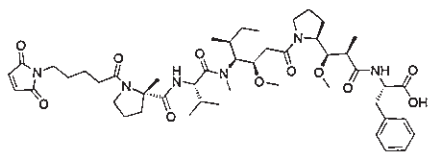


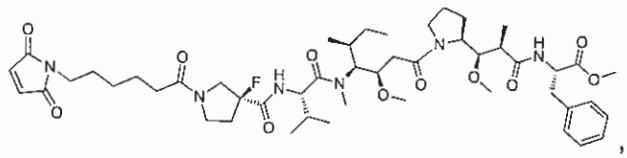


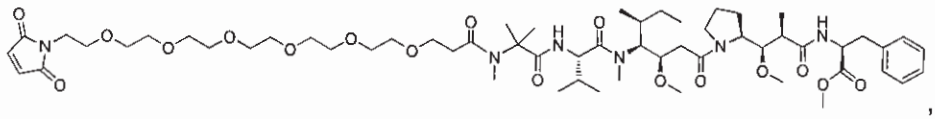


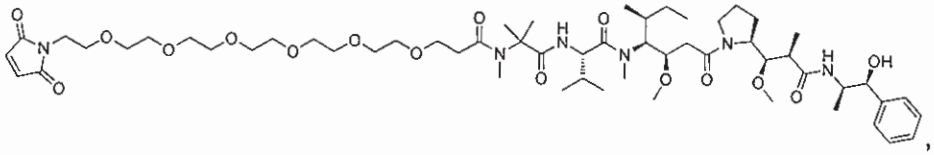


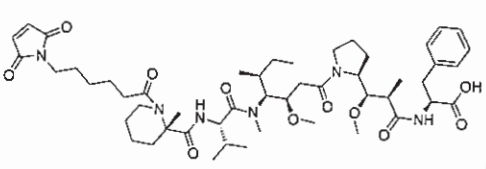


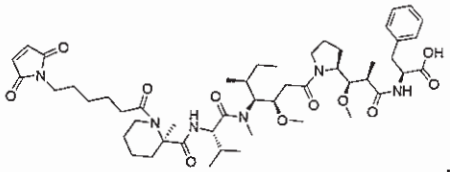


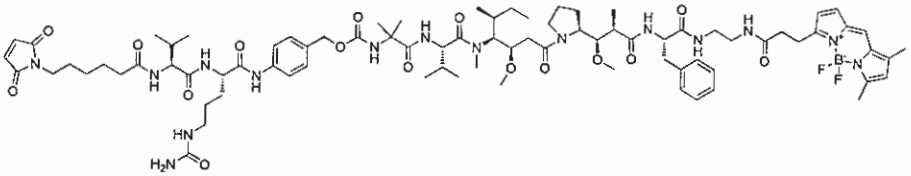


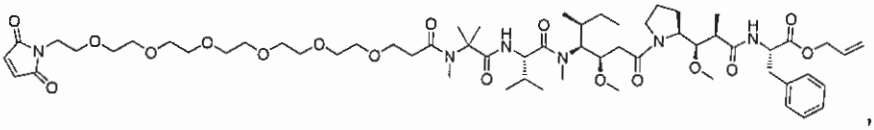


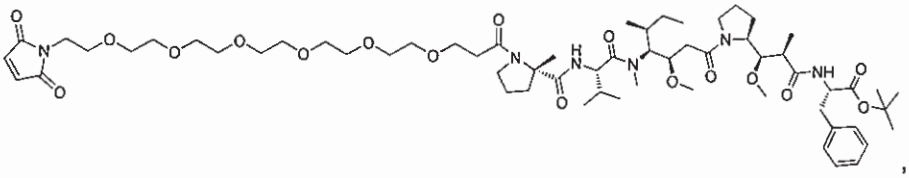


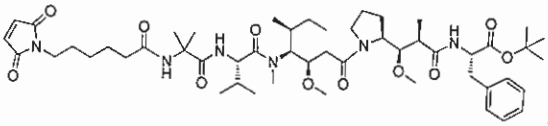


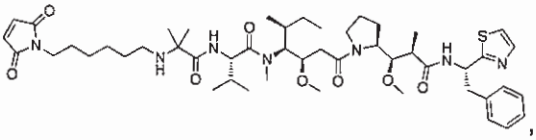


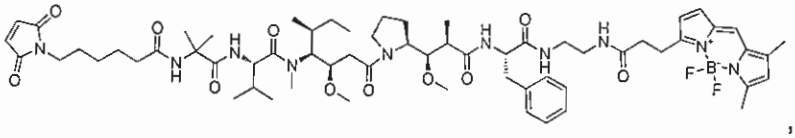


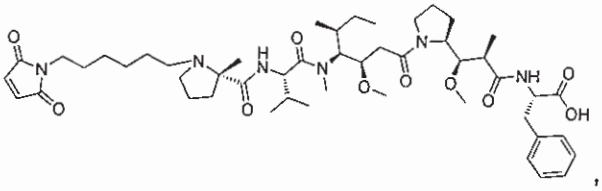


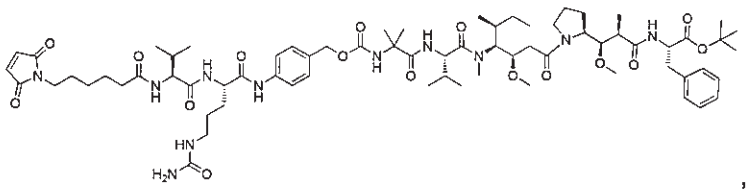


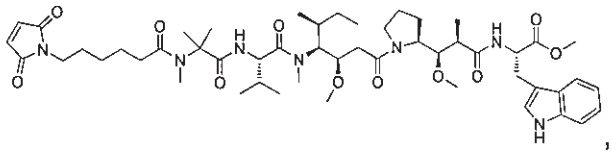


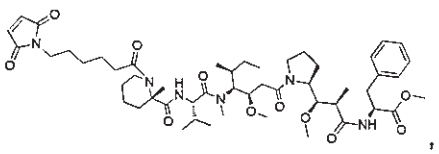


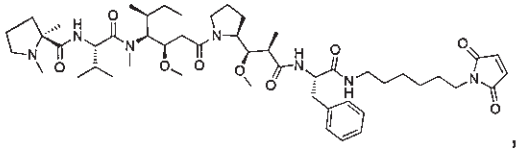


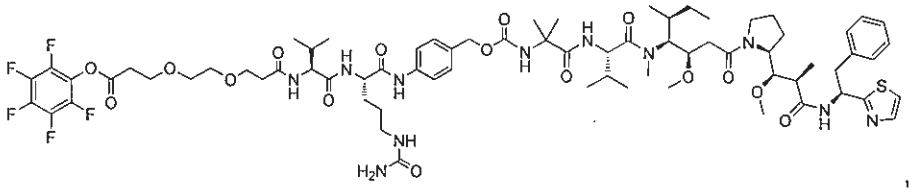


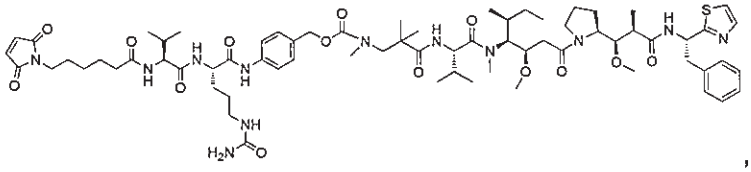


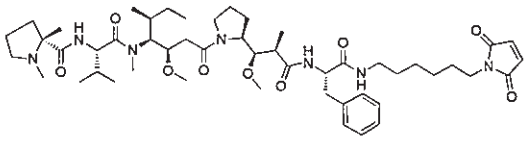


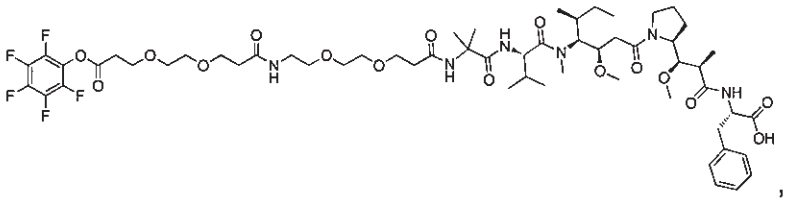


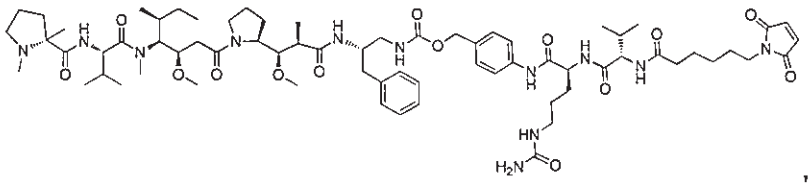


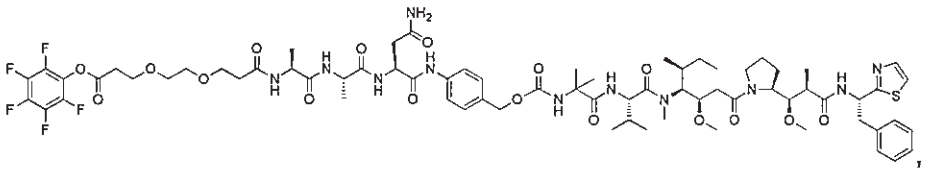


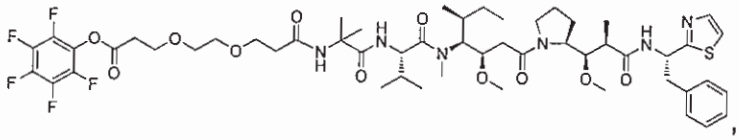


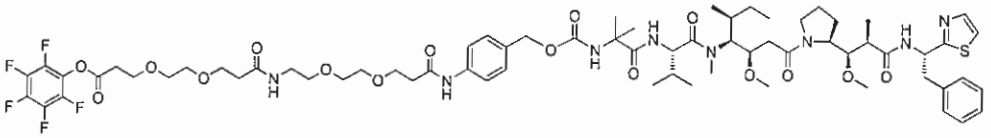


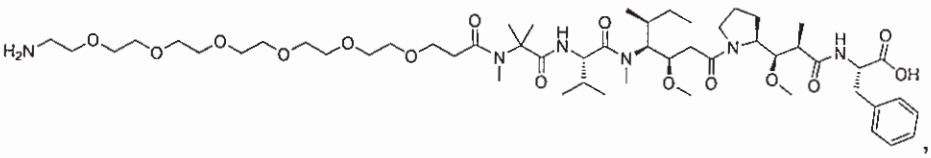


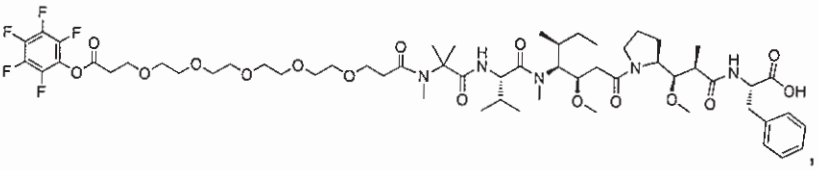


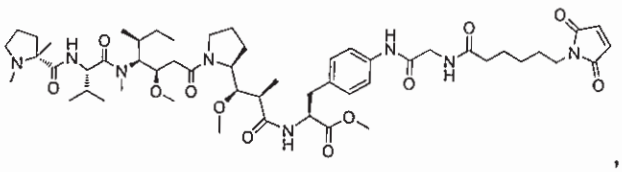


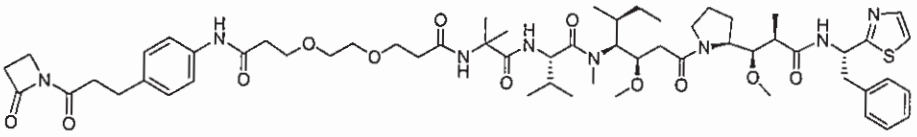


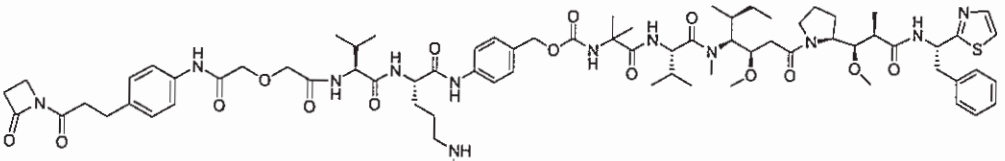


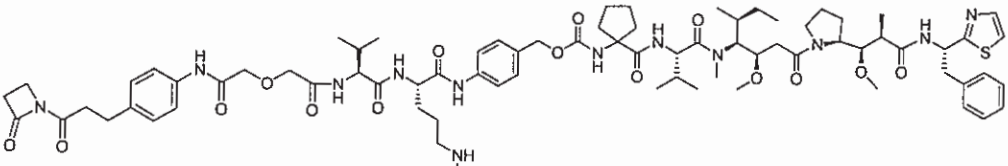


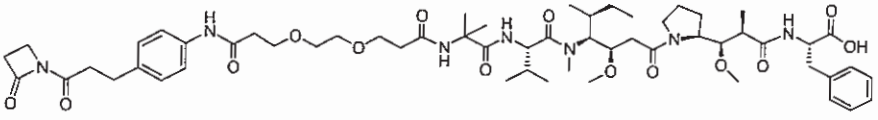


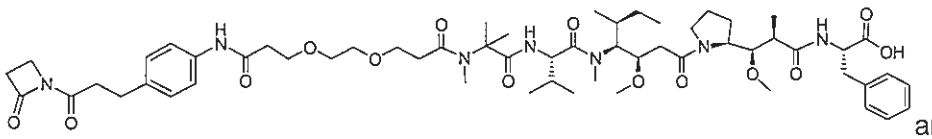




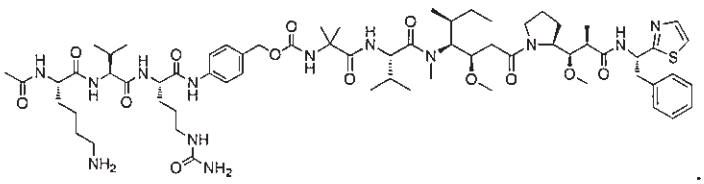








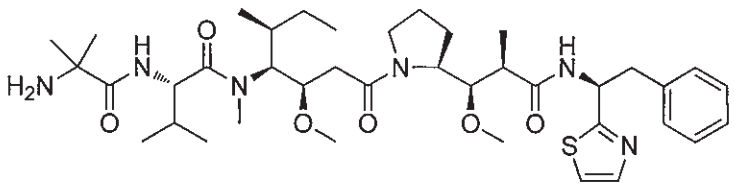
and



27. An antibody-drug-conjugate comprising a radical of a compound of any one of claims 22, 23, 24, 25 or 26.

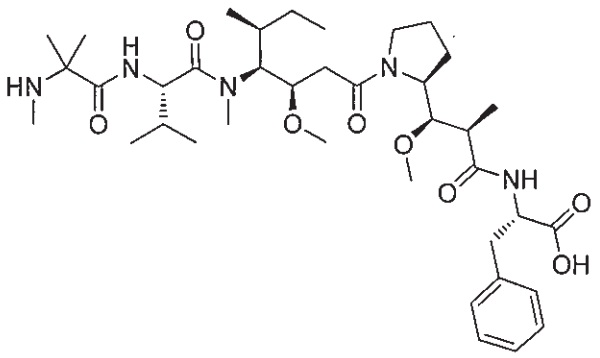
28. A pharmaceutical composition comprising a compound of claim 1, or a pharmaceutically acceptable salt or solvate thereof, and pharmaceutically acceptable excipient.

29. The compound:



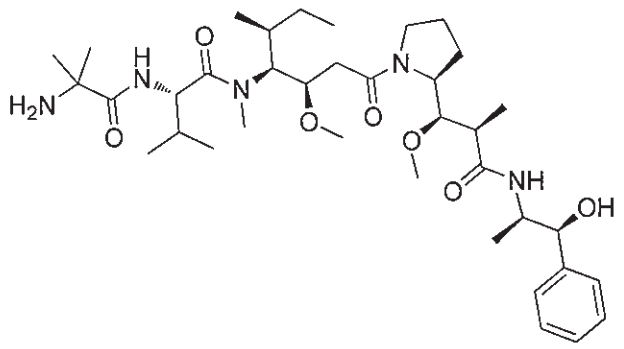
or a pharmaceutically acceptable salt or solvate thereof.

30. The compound:



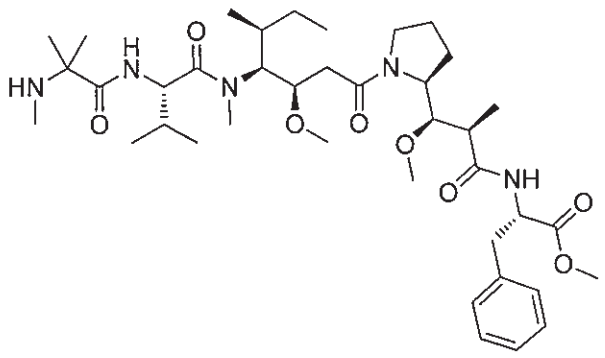
or a pharmaceutically acceptable salt or solvate thereof.

31. The compound:



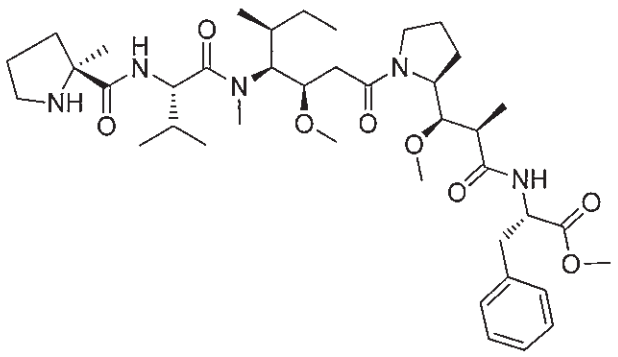
or a pharmaceutically acceptable salt or solvate thereof.

32. The compound:



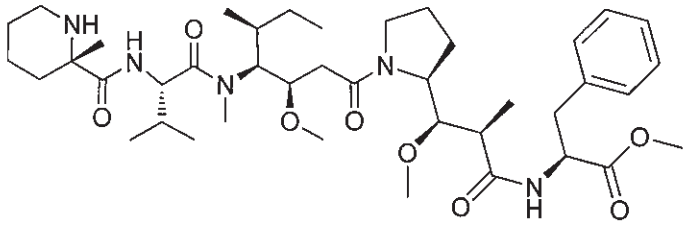
or a pharmaceutically acceptable salt or solvate thereof.

33. The compound:



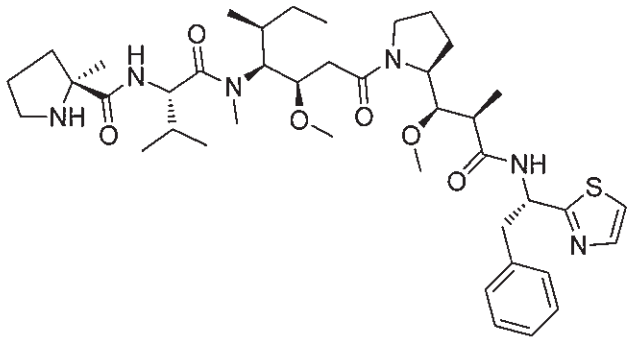
or a pharmaceutically acceptable salt or solvate thereof.

34. The compound:



or a pharmaceutically acceptable salt or solvate thereof.

35. The compound:



or a pharmaceutically acceptable salt or solvate thereof.