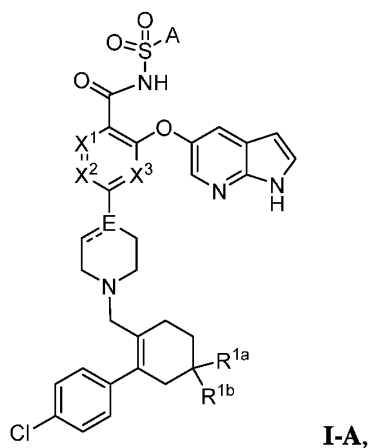


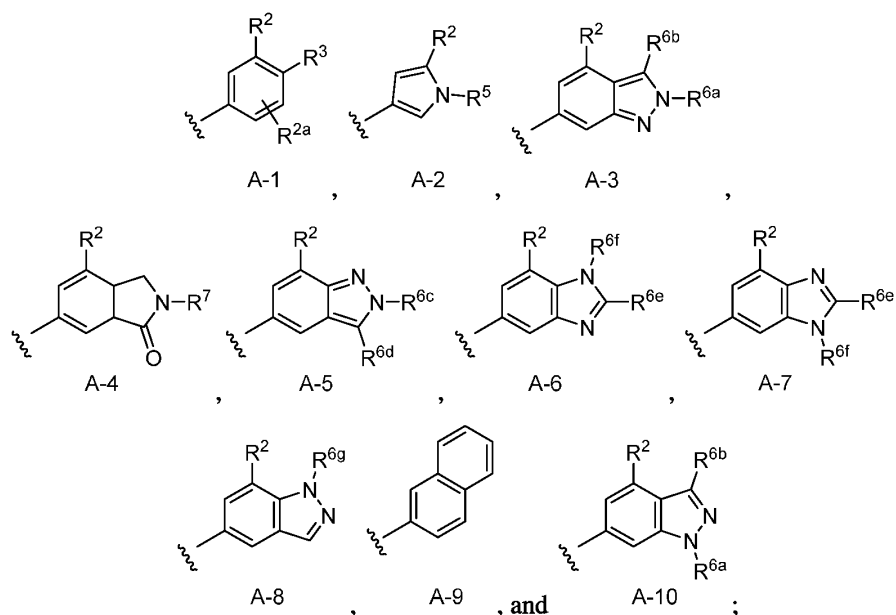
What is Claimed Is:

1. A compound having Formula I-A:



or a pharmaceutically acceptable salt or solvate thereof, wherein:

A is selected from the group consisting of:



E is a carbon atom and == is a double bond; or

E is a -C(H)- and == is a single bond; or

E is a nitrogen atom and == is a single bond;

X¹, X², and X³ are each independently selected from the group consisting of -CR⁸= and -N=;

R^{1a} and R^{1b} taken together with the carbon atom to which they are attached form a 3-, 4-, or 5-membered optionally substituted cycloalkyl; or

R^{1a} and R^{1b} taken together with the carbon atom to which they are attached form a 4- or 5-membered optionally substituted heterocyclo;

R^2 is selected from the group consisting of $-\text{NO}_2$, $-\text{SO}_2\text{CH}_3$, and $-\text{SO}_2\text{CF}_3$;

R^{2a} is selected from the group consisting of hydrogen and halogen;

R^3 is selected from the group consisting of hydrogen, $-\text{CN}$, $-\text{C}\equiv\text{CH}$, and $-\text{N}(\text{R}^{4a})(\text{R}^{4b})$;

R^{4a} is selected from the group consisting of optionally substituted C_{1-6} alkyl, optionally substituted C_{3-6} cycloalkyl, heterocyclo, heteroalkyl, (cycloalkyl)alkyl, and (heterocyclo)alkyl;

R^{4b} is selected from the group consisting of hydrogen and C_{1-4} alkyl;

R^5 is selected from the group consisting of is selected from the group consisting of optionally substituted C_{1-6} alkyl, heterocyclo, heteroalkyl, (cycloalkyl)alkyl, and (heterocyclo)alkyl;

R^{6a} , R^{6c} , R^{6e} , R^{6f} , and R^{6g} are each independently selected from the group consisting of hydrogen, optionally substituted C_{1-6} alkyl, optionally substituted C_{3-6} cycloalkyl, optionally substituted aryl, optionally substituted heteroaryl, heterocyclo, heteroalkyl, (cycloalkyl)alkyl, and (heterocyclo)alkyl;

R^{6b} and R^{6d} are each independently selected from the group consisting of hydrogen, C_{1-4} alkyl, and halogen;

R^7 is selected from the group consisting of optionally substituted C_{1-6} alkyl, heterocyclo, heteroalkyl, (cycloalkyl)alkyl, and (heterocyclo)alkyl; and

R^8 is selected from the group consisting of hydrogen and halogen.

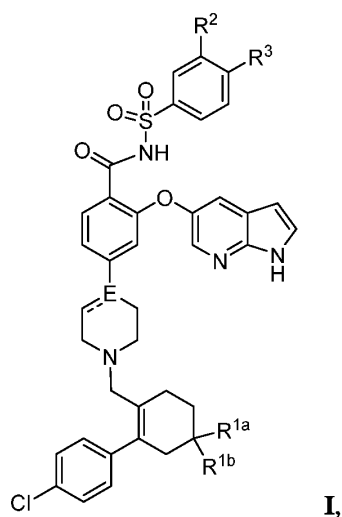
2. The compound of claim 1, or a pharmaceutically acceptable salt or solvate thereof, wherein:

A is selected from the group consisting of A-1, A-2, A-3, A-4, A-5, A-6, A-7, A-8, and A-9;

R^{4a} is selected from the group consisting of optionally substituted C_{1-6} alkyl, heterocyclo, heteroalkyl, (cycloalkyl)alkyl, and (heterocyclo)alkyl; and

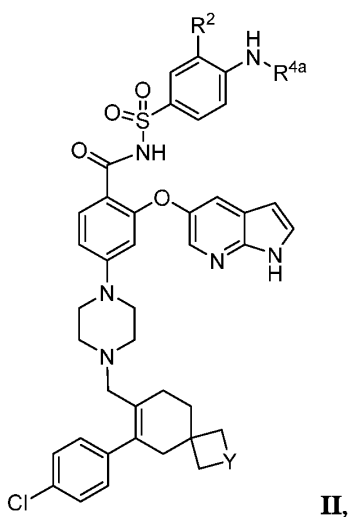
R^{6a} , R^{6c} , R^{6e} , R^{6f} , and R^{6g} are each independently selected from the group consisting of hydrogen, optionally substituted C_{1-6} alkyl, heterocyclo, heteroalkyl, (cycloalkyl)alkyl, and (heterocyclo)alkyl.

3. The compound of claim 1, or a pharmaceutically acceptable salt or solvate thereof, having Formula I:

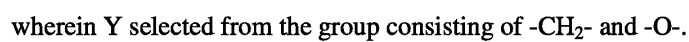


wherein R^{4a} is selected from the group consisting of C_{1-6} alkyl, optionally substituted heterocyclo, (cycloalkyl)alkyl, and (heterocyclo)alkyl.

4. The compound of claims 1 or 3, or a pharmaceutically acceptable salt or solvate thereof, having Formula II:



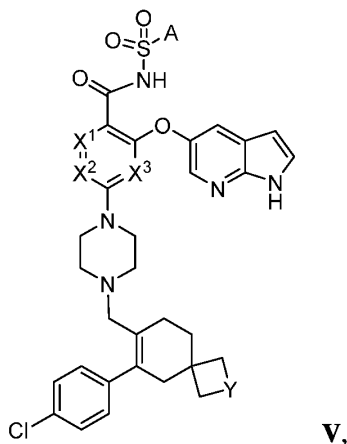
5. The compound of claims 1 or 3, or a pharmaceutically acceptable salt or solvate thereof, having Formula III:

*Nc1ccc(cc1S(=O)(=O)NC(=O)c2ccc(cc2Oc3c[nH]c4ccccc34)c5ccc(cc5N6CCc7c(ccc7C8CC8)C9=CC=C(C=C9)Cl)CC6)C(=O)N

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7. The compound of claims 1 or 2, or a pharmaceutically acceptable salt or solvate thereof, having Formula V:



wherein Y selected from the group consisting of -CH₂- and -O-,

8. The compound of any one of claims 1, 2, or 7, or a pharmaceutically acceptable salt or solvate thereof, wherein A is A-1.

9. The compound of any one of claims 1, 2, or 7, or a pharmaceutically acceptable salt or solvate thereof, wherein A is A-2.

10. The compound of any one of claims 1, 2, or 7, or a pharmaceutically acceptable salt or solvate thereof, wherein A is A-3.

11. The compound of any one of claims 1, 2, or 7, or a pharmaceutically acceptable salt or solvate thereof, wherein A is A-4.

12. The compound of any one of claims 1, 2, or 7, or a pharmaceutically acceptable salt or solvate thereof, wherein A is A-5.

13. The compound of any one of claims 1, 2, or 7, or a pharmaceutically acceptable salt or solvate thereof, wherein A is A-6.

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21. The compound of any one of claims 1, 2, or 6-18, or a pharmaceutically acceptable salt or solvate thereof, wherein X^1 and X^3 are each $-CH=$, and X^2 is $-CF=$.

22. The compound of any one of claims 1, 2, or 6-18, or a pharmaceutically acceptable salt or solvate thereof, wherein X^1 and X^2 are each $-CH=$, and X^3 is $-CF=$.

23. The compound of any one of claims 1, 2, or 6-18, or a pharmaceutically acceptable salt or solvate thereof, wherein X^1 is $-N=$, and X^2 and X^3 are each $-CH=$.

24. The compound of any one of claims 1, 2, or 6-18, or a pharmaceutically acceptable salt or solvate thereof, wherein X^1 and X^3 are each $-CH=$, and X^2 is $-N=$.

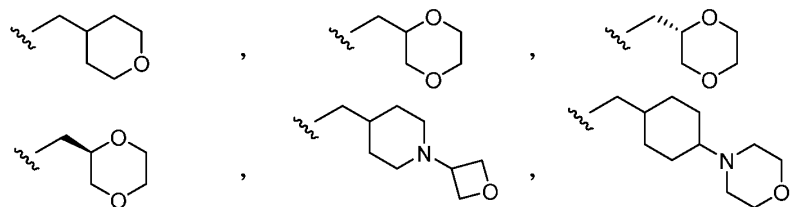
25. The compound of any one of claims 1, 2, or 6-18, or a pharmaceutically acceptable salt or solvate thereof, wherein X^1 and X^2 are each $-CH=$, and X^3 is $-N=$.

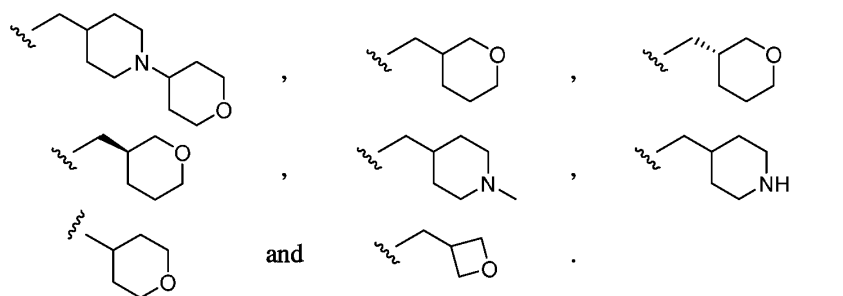
26. The compound of any one of claims 4-25, or a pharmaceutically acceptable salt or solvate thereof, wherein Y is $-O-$.

27. The compound of any one of claims 4-25, or a pharmaceutically acceptable salt or solvate thereof, wherein Y is $-CH_2-$.

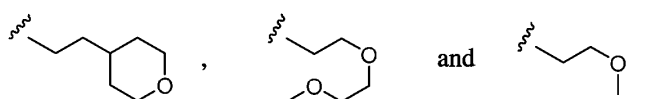
28. The compound of any one of claims 1-15 or 17-27, or a pharmaceutically acceptable salt or solvate thereof, wherein R^2 is $-NO_2$.

29. The compound of any one of claims 1-8 or 17-28, or a pharmaceutically acceptable salt or solvate thereof, wherein R^{4a} is selected from the group consisting of:

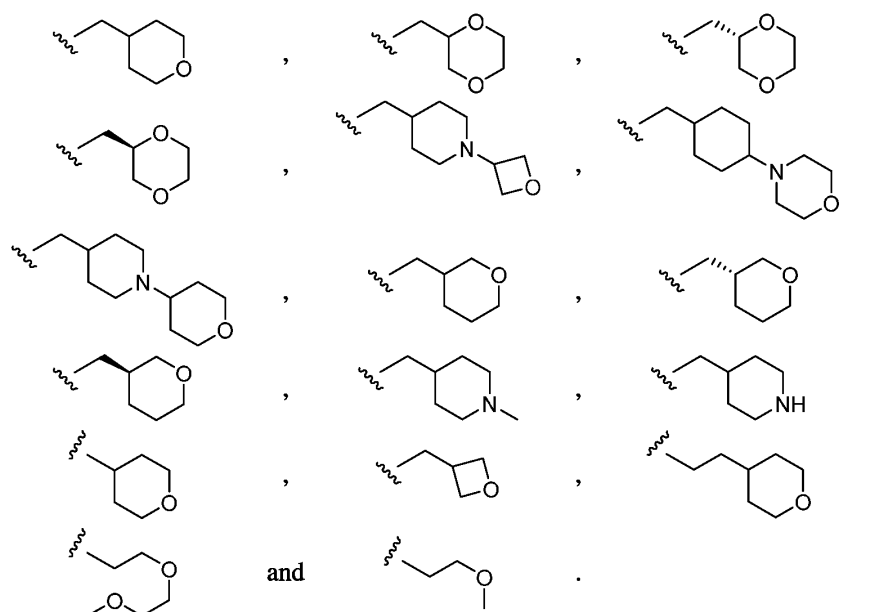




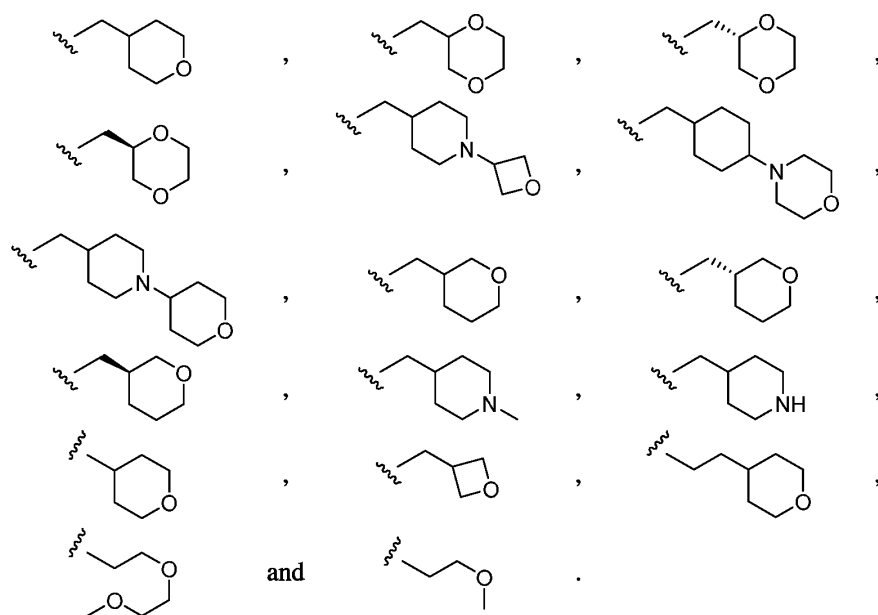
30. The compound of claims 1-8 or 17-28, or a pharmaceutically acceptable salt or solvate thereof, wherein R^{4a} is selected from the group consisting of:



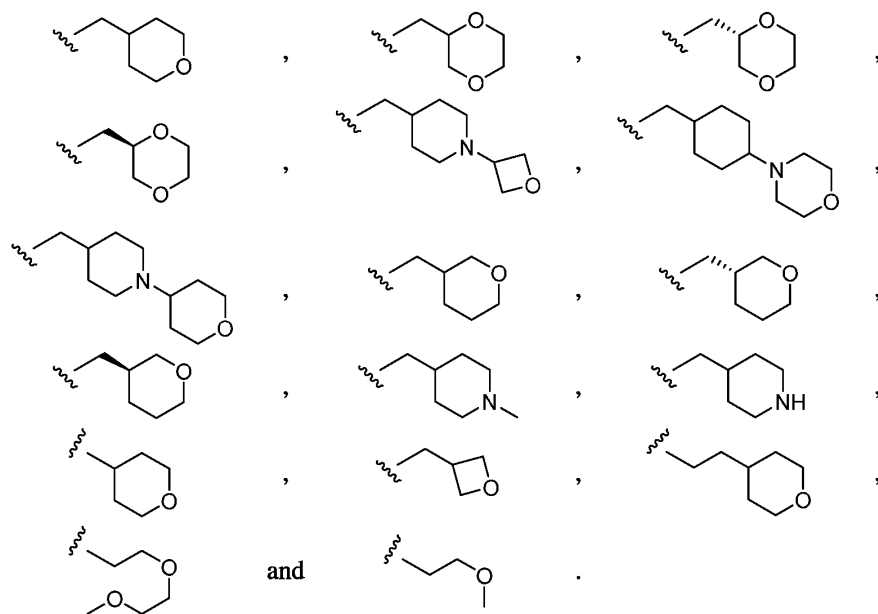
31. The compound of any one of claims 1, 2, 7, 9, or 19-28, or a pharmaceutically acceptable salt or solvate thereof, wherein R^5 is selected from the group consisting of:



32. The compound of any one of claims 1, 2, 7, 10, or 19-28, or a pharmaceutically acceptable salt or solvate thereof, wherein R^{6a} is selected from the group consisting of:



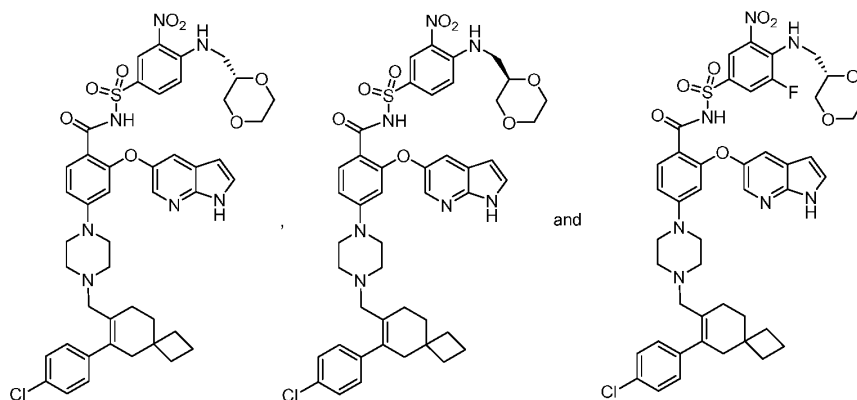
33. The compound of any one of claims 1, 2, 7, 11, or 19-28, or a pharmaceutically acceptable salt or solvate thereof, wherein R^7 is selected from the group consisting of:



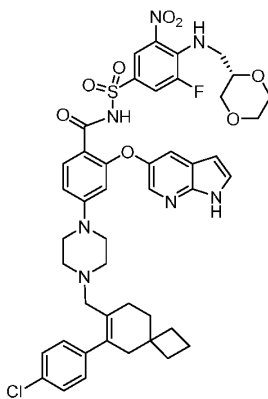
34. The compound of claim 1, or a pharmaceutically acceptable salt or solvate thereof, selected from one or more of the compounds of Table 1 and Table 1-A.

35. The compound of claim 1, or a pharmaceutically acceptable salt or solvate thereof, selected from one or more of the compounds of Table 1-C.

36. The compound of claim 34, or a pharmaceutically acceptable salt or solvate thereof, selected from the group consisting of:



37. The compound of claim 36, or a pharmaceutically acceptable salt or solvate thereof, which is:



38. A pharmaceutical composition comprising the compound of any one of claims 1-37, or a pharmaceutically acceptable salt or solvate thereof, and a pharmaceutically acceptable carrier.

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

40. The method claim 39, wherein the hyperproliferative disease is cancer.

41. The method of claim 40, wherein the cancer is selected from one or more of the cancers of Table 2.

42. The method of claim 40, wherein the cancer is selected from the group consisting of acute monocytic leukemia, acute myelogenous leukemia, chronic myelogenous leukemia, chronic lymphocytic leukemia mixed lineage leukaemia, NUT-midline carcinoma, multiple myeloma, small cell lung cancer, neuroblastoma, Burkitt's lymphoma, cervical cancer, esophageal cancer, ovarian cancer, colorectal cancer, prostate cancer, and breast cancer.

43. The method of any one of claims 39-42 further comprising administering a therapeutically effective amount of a second therapeutic agent useful in the treatment of the disease.

44. The pharmaceutical composition of claim 38 for use in treating a hyperproliferative disease.

45. The pharmaceutical composition of claim 44, wherein the hyperproliferative disease is cancer.

46. The pharmaceutical composition of claim 45, wherein the cancer is selected from one or more of the cancers of Table 2.

47. The pharmaceutical composition of claim 44, wherein the cancer is selected from the group consisting of acute monocytic leukemia, acute myelogenous leukemia, chronic myelogenous leukemia, chronic lymphocytic leukemia mixed lineage leukaemia, NUT-midline carcinoma, multiple myeloma, small cell lung cancer,

neuroblastoma, Burkitt's lymphoma, cervical cancer, esophageal cancer, ovarian cancer, colorectal cancer, prostate cancer, and breast cancer.

48. A compound of any one of claims 1-37, or a pharmaceutically acceptable salt or solvate thereof, for use in treatment of a hyperproliferative disease.

49. The compound of claim 48, wherein the hyperproliferative disease is cancer.

50. The compound of claim 49, wherein the cancer is selected from one or more of the cancers of Table 2.

51. The compound of claim 48, wherein the cancer is selected from the group consisting of acute monocytic leukemia, acute myelogenous leukemia, chronic myelogenous leukemia, chronic lymphocytic leukemia mixed lineage leukaemia, NUT-midline carcinoma, multiple myeloma, small cell lung cancer, neuroblastoma, Burkitt's lymphoma, cervical cancer, esophageal cancer, ovarian cancer, colorectal cancer, prostate cancer, and breast cancer.

52. Use of a compound of any one of claims 1-37, or a pharmaceutically acceptable salt or solvate thereof, for the manufacture of a medicament for treatment of a hyperproliferative disease.

53. The use of claim 52, wherein the hyperproliferative disease is cancer.

54. The use of claim 53, wherein the cancer is selected from one or more of the cancers of Table 2.

55. The use of claim 52, wherein the cancer is selected from the group consisting of acute monocytic leukemia, acute myelogenous leukemia, chronic myelogenous leukemia, chronic lymphocytic leukemia mixed lineage leukaemia, NUT-midline carcinoma, multiple myeloma, small cell lung cancer, neuroblastoma, Burkitt's lymphoma, cervical cancer, esophageal cancer, ovarian cancer, colorectal cancer, prostate cancer, and breast cancer.

56. A kit comprising the compound of any one of claims 1-37, or a pharmaceutically acceptable salt or solvate thereof, and instructions for administering the compound, or a pharmaceutically acceptable salt or solvate thereof, to a patient having a hyperproliferative disease.

57. The kit of claim 56, wherein the hyperproliferative disease is cancer.

58. The kit of claim 57, wherein the cancer is selected from one or more of the cancers of Table 2.

59. The kit of claim 57, wherein the cancer is selected from the group consisting of acute monocytic leukemia, acute myelogenous leukemia, chronic myelogenous leukemia, chronic lymphocytic leukemia mixed lineage leukemia, NUT-midline carcinoma, multiple myeloma, small cell lung cancer, neuroblastoma, Burkitt's lymphoma, cervical cancer, esophageal cancer, ovarian cancer, colorectal cancer, prostate cancer, and breast cancer.

60. The kit of any one of claims 56-59 further comprising one or more additional therapeutic agents.