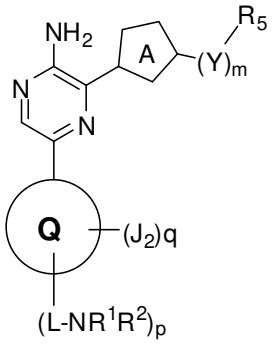
CLAIMS

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

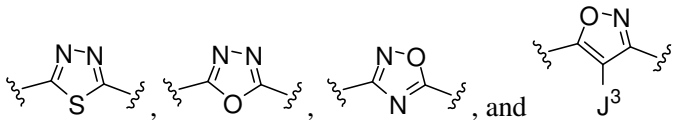


IA

or a pharmaceutically acceptable salt thereof; wherein

Y is a C_1-C_{10}aliphatic chain wherein up to three methylene units of the aliphatic chain are optionally replaced with O, NR^0, S, C(O) or $S(O)_2$;

Ring A is a 5 membered heteroaryl ring selected from



;

J^3 is H or C_{1-4}alkyl wherein 1 methylene unit of the alkyl group can optionally be replaced with O, NH, N(C_{1-4}alkyl), or S and optionally substituted with 1-3 halo;

Q is a 5-6 membered monocyclic aromatic ring containing 0-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur; or an 8-10 membered bicyclic aromatic ring containing 0-6 heteroatoms independently selected from nitrogen, oxygen, and sulfur ;

R^5 is H; a 3-7 membered monocyclic fully saturated, partially unsaturated, or aromatic ring containing 0-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur; an 8-10 membered bicyclic fully saturated, partially unsaturated, or aromatic ring containing 0-6 heteroatoms independently selected from nitrogen, oxygen, and sulfur; R^5 is optionally substituted with 1-5 J^5 groups;

L is a C_{1-4}alkyl chain wherein up to two methylene units of the alkyl chain are optionally replaced with O, NR^6, S, –C(O)–, –SO–, or $–SO_2–$;

R^0 is H or C_1-C_6alkyl wherein one methylene unit of the alkyl chain can be optionally replaced with O, NH, N(C_{1-4}alkyl), or S;

R^1 is H or C_1-C_6alkyl;

R^2 is H, C_1-C_6alkyl, –(C_2-C_6alkyl)–Z or a 4-8 membered cyclic ring containing 0-2 nitrogen atoms; wherein said ring is bonded via a carbon atom and is optionally substituted with one occurrence of J^Z;

or R^1 and R^2, taken together with the atom to which they are bound, form a 4-8 membered heterocyclic ring containing 1-2 heteroatoms selected from oxygen, nitrogen, and sulfur; wherein said heterocyclic ring is optionally substituted with one occurrence of J^{Z1};

J^{Z1} is halo, CN, C_1-C_8aliphatic, -$(X)_t$–CN, or -$(X)_r$–Z; wherein said up to two methylene units of said C_1-C_8aliphatic can be optionally replaced with O, NR, S, P(O), C(O), S(O), or $S(O)_2$; wherein said C_1-C_8aliphatic is optionally substituted with halo, CN, or NO_2;

X is C_1-C_4alkyl;

each t, r and m is independently 0 or 1;

Z is $–NR^3R^4$;

R^3 is H or C_1-C_2alkyl;

R^4 is H or C_1-C_6alkyl;

or R^3 and R^4, taken together with the atom to which they are bound, form a 4-8 membered heterocyclic ring containing 1-2 heteroatoms selected from oxygen, nitrogen, and sulfur; wherein said ring is optionally substituted with one occurrence of J^Z;

R^6 is H, or C_1-C_6alkyl;

J^Z is independently NH_2, NH(C_{1-4}aliphatic), N(C_{1-4}aliphatic)$_2$, halogen, C_{1-4}aliphatic, OH, O(C_{1-4}aliphatic), NO_2, CN, CO_2H, CO(C_{1-4}aliphatic), CO_2(C_{1-4}aliphatic), O(haloC_{1-4}aliphatic), or haloC_{1-4}aliphatic;

J^5 is halo, oxo, CN, NO_2, X^1-R, or $–(X^1)_p$-Q^4;

X^1 is C_{1-10}aliphatic; wherein 1-3 methylene units of said C_{1-10}aliphatic are optionally replaced with –NR'–, -O-, -S-, C(=NR'), C(O), $S(O)_2$, or S(O); wherein X^1 is optionally and independently substituted with 1-4 occurrences of NH_2, NH(C_{1-4}aliphatic), N(C_{1-4}aliphatic)$_2$, halogen, C_{1-4}aliphatic, OH, O(C_{1-4}aliphatic), NO_2, CN, CO_2H, CO_2(C_{1-4}aliphatic), C(O)NH_2, C(O)NH(C_{1-4}aliphatic), C(O)N(C_{1-4}aliphatic)$_2$, SO(C_{1-4}aliphatic), SO_2(C_{1-4}aliphatic), SO_2NH(C_{1-4}aliphatic), SO_2NH(C_{1-4}aliphatic), NHC(O)(C_{1-4}aliphatic), N(C_{1-4}aliphatic)C(O)(C_{1-4}aliphatic), wherein said C_{1-4}aliphatic is optionally substituted with 1-3 occurrences of halo;

Q^4 is a 3-8 membered saturated or unsaturated monocyclic ring having 0-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, or a 8-10 membered saturated or unsaturated bicyclic

ring having 0-6 heteroatoms independently selected from nitrogen, oxygen, and sulfur; each Q^4 is optionally substituted with 1-5 J^{Q4};

J^{Q4} is halo, CN, or C_{1-4}alkyl wherein up to 2 methylene units are optionally replaced with O, NR*, S, C(O), S(O), or $S(O)_2$;

R is H or C_{1-4}alkyl wherein said C_{1-4}alkyl is optionally substituted with 1-4 halo;

J^2 is halo; CN; a 5-6 membered aromatic or nonaromatic monocyclic ring having 0-3 heteroatoms selected from oxygen, nitrogen, and sulfur; or a C_{1-10}aliphatic group wherein up to 2 methylene units are optionally replaced with O, NR", C(O), S, S(O), or $S(O)_2$; wherein said C_{1-10}aliphatic group is optionally substituted with 1-3 halo or CN; and said monocyclic ring is optionally substituted with 1-3 occurrences of halo; CN; a C_{3-6}cycloalkyl; a 3-7 membered heterocyclyl containing 0-2 heteroatoms selected from oxygen, nitrogen, and sulfur; or a C_{1-4}alkyl wherein up to one methylene unit of the alkyl chain is optionally replaced with O, NR", or S; and wherein said C_{1-4}alkyl is optionally substituted with 1-3 halo;

q is 0, 1, or 2;

p is 0 or 1;

R', R", and R* are each independently H, C_{1-4}alkyl, or is absent; wherein said C_{1-4}alkyl is optionally substituted with 1-4 halo.

2. The compound of claim 1, wherein

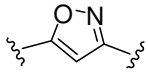
Y is a C_1-C_6aliphatic chain wherein one methylene unit of the alkyl chain is optionally replaced with C(O) or $–NR^0–$;

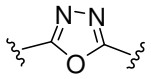
R^5 is a 3-7 membered monocyclic fully saturated, partially unsaturated, or aromatic ring containing 0-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur; or an 8-10 membered bicyclic fully saturated, partially unsaturated, or aromatic ring containing 0-6 heteroatoms independently selected from nitrogen, oxygen, and sulfur; R^5 is optionally substituted with 1-5 J^5 groups;

J^{Z1} is $-(X)_t–CN$, C_1-C_6alkyl or $-(X)_r–Z$;

X^1 is C_{1-10}aliphatic; wherein 1-3 methylene units of said C_{1-10}aliphatic are optionally replaced with –NR'–, -O-, -S-, C(O), $S(O)_2$, or S(O); wherein X^1 is optionally and independently substituted with 1-4 occurrences of NH_2, $NH(C_{1-4}aliphatic)$, $N(C_{1-4}aliphatic)_2$, halogen, C_{1-4}aliphatic, OH, $O(C_{1-4}aliphatic)$, NO_2, CN, CO_2H, $CO_2(C_{1-4}aliphatic)$, $C(O)NH_2$, $C(O)NH(C_{1-4}aliphatic)$, $C(O)N(C_{1-4}aliphatic)_2$, $SO(C_{1-4}aliphatic)$, $SO_2(C_{1-4}aliphatic)$, $SO_2NH(C_{1-4}aliphatic)$, $SO_2NH(C_{1-4}aliphatic)$, $NHC(O)(C_{1-4}aliphatic)$, $N(C_{1-4}aliphatic)C(O)(C_{1-4}aliphatic)$, wherein said C_{1-4}aliphatic is optionally substituted with 1-3 occurrences of halo.

3. The compound any one of claims 1-2,

wherein ring A is  ; or

wherein ring A is  .

4. The compound of any one of claims 1-3, wherein Y is NH;

R^5 is 5-6 membered monocyclic aryl or heteroaryl ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, and sulfur, R^5 is optionally fused to a 5-6 membered aromatic ring containing 0-2 heteroatoms selected from N, O, and S; each R^5 is optionally substituted with 1-5 J^5 groups;

L is–C(O)– or $–SO_2–$;

R^1 is H, or C_1-C_6alkyl;

R^2 is $–(C_2$-C_6alkyl)–Z or a 4-8 membered cyclic ring containing 0-2 nitrogen atoms; wherein said ring is bonded via a carbon atom and is optionally substituted with one occurrence of J^Z;

or R^1 and R^2, taken together with the atom to which they are bound, form a 4-8 membered heterocyclic ring containing 1-2 nitrogen atoms; wherein said heterocyclic ring is optionally substituted with one occurrence of J^{Z1};

J^{Z1} is $-(X)_t–CN$, C_1-C_6alkyl or $-(X)_r–Z$;

R^3 is H or C_1-C_2alkyl;

R^4 is H or C_1-C_6alkyl;

or R^3 and R^4, taken together with the atom to which they are bound, form a 4-8 membered heterocyclic ring containing 1-2 heteroatoms selected from oxygen, nitrogen, and sulfur; wherein said ring is optionally substituted with one occurrence of J^Z;

J^5 is halogen, NO_2, CN, O(haloC_{1-4}aliphatic), haloC_{1-4}aliphatic, or a C_{1-6}aliphatic group wherein up to 2 methylene units are optionally replaced with C(O), O, or NR'; and

J^2 is halo, C_1-C_2alkyl optionally substituted with 1-3 fluoro, or CN,

preferably wherein L is –C(O)–, m is 0, and R^1 and R^2, taken together with the atom to which they are bound, form a 4-8 membered heterocyclic ring containing 1-2 nitrogen atoms,

more preferably

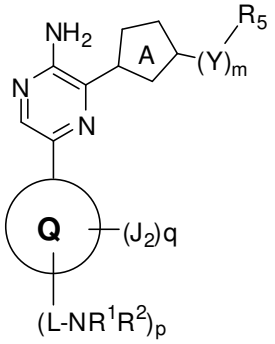
wherein said heterocyclyl is pyrrolidinyl, piperidinyl, piperazinyl, azepanyl, or 1,4-diazepanyl.

5. The compound of any one of claims 1-4, wherein m is 0, q is 0, and $–L–NR^1R^2$ is C(O)pyrrolidinyl, C(O)piperidinyl, C(O)piperazinyl, C(O)azepanyl, C(O) 1,4-diazepanyl, C(O)NH-piperidinyl, $C(O)NHCH_2CH_2$-pyrrolidinyl, $C(O)NHCH_2CH_2$-piperidinyl,

$CON(CH_3)CH_2CH_2N(CH_3)_2$, wherein said pyrrolidinyl, piperidinyl, piperazinyl, azepanyl or 1,4-diazepanyl is optionally substituted with C_{1-4}alkyl or $N(C_{1-4}alkyl)_2$.

6. The compound of any one of claims 1-4, wherein J^2 is halo, CN, phenyl, oxazolyl, or a C_{1-6}aliphatic group wherein up to 2 methylene units are optionally replaced with O, NR", C(O), S, S(O), or $S(O)_2$; said C_{1-6}aliphatic group is optionally substituted with 1-3 fluoro or CN.

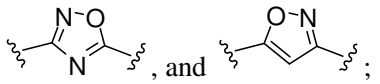
7. The compound of claim 5 having Formula IIA:



IIA

or a pharmaceutically acceptable salt thereof, wherein

Ring A is a 5 membered heteroaryl ring selected from



Y is a C_1-C_4alkyl chain wherein one methylene unit of the alkyl chain is optionally replaced with –NR^0–;

Q is a 5-6 membered monocyclic aromatic ring containing 0-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur; or an 8-10 membered bicyclic aromatic ring containing 0-6 heteroatoms independently selected from nitrogen, oxygen, and sulfur;

R^5 is 5-6 membered monocyclic aryl or heteroaryl ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, and sulfur, R^5 is optionally fused to a 5-6 membered aromatic ring containing 0-2 heteroatoms selected from N, O, and S; each R^5 is optionally substituted with 1-5 J^5 groups;

L is–C(O)– or $–SO_2–$;

R^1 is H, or C_1-C_6alkyl;

R^0 is H or C_1-C_6alkyl;

R^2 is C_1-C_6alkyl, –(C_2-C_6alkyl)–Z or a 4-8 membered cyclic ring containing 0-2 nitrogen atoms; wherein said ring is bonded via a carbon atom and is optionally substituted with one occurrence of J^Z;

or R^1 and R^2, taken together with the atom to which they are bound, form a 4-8 membered heterocyclic ring containing 1-2 heteroatoms selected from nitrogen, sulfur, and oxygen; wherein said heterocyclic ring is optionally substituted with one occurrence of J^{Z1};

J^{Z1} is $(X)_t$–CN, C_1-C_6alkyl or -$(X)_r$–Z;

X is C_1-C_4alkyl;

each t, r and m is independently 0 or 1;

Z is $–NR^3R^4$;

R^3 is H or C_1-C_2alkyl;

R^4 is H or C_1-C_6alkyl;

or R^3 and R^4, taken together with the atom to which they are bound, form a 4-8 membered heterocyclic ring containing 1-2 heteroatoms selected from oxygen, nitrogen, and sulfur; wherein said ring is optionally substituted with one occurrence of J^Z;

J^Z is NH_2, NH(C_{1-4}aliphatic), N(C_{1-4}aliphatic)$_2$, halogen, C_{1-4}aliphatic, OH, O(C_{1-4}aliphatic), NO_2, CN, CO_2H, CO(C_{1-4}aliphatic), CO_2(C_{1-4}aliphatic), O(haloC_{1-4}aliphatic), or haloC_{1-4}aliphatic;

J^5 is halogen, NO_2, CN, O(haloC_{1-4}aliphatic), haloC_{1-4}aliphatic, or a C_{1-6}aliphatic group wherein up to 2 methylene units are optionally replaced with C(O), O, or NR';

J^2 is halo; CN; phenyl; oxazolyl; or a C_{1-6}aliphatic group wherein up to 2 methylene units are optionally replaced with O, NR", C(O), S, S(O), or $S(O)_2$; said C_{1-6}aliphatic group is optionally substituted with 1-3 fluoro or CN;

R' and R" are each independently H or C_1-C_4 alkyl;

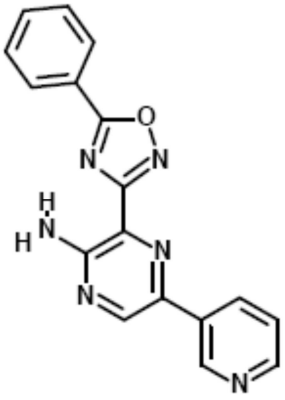
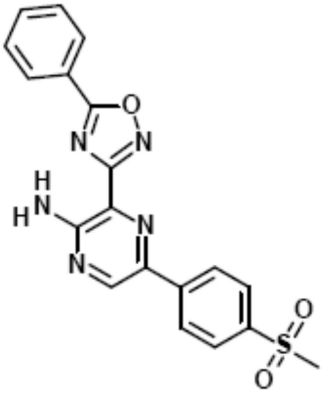
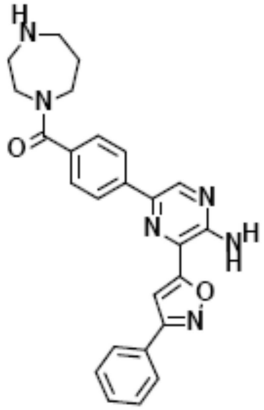
q is 0, 1, or 2,

p is 0 or 1.

8. The compound of any one of claims 1-7, wherein Q is phenyl or pyridyl.

9. The compound of claim 7, selected from the following:

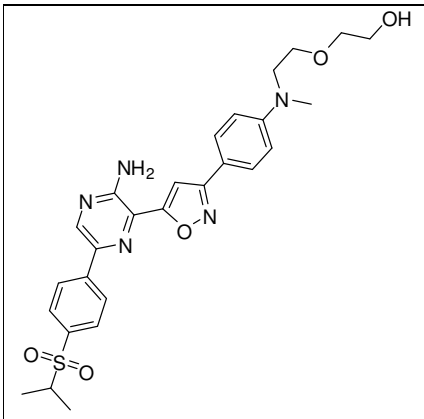
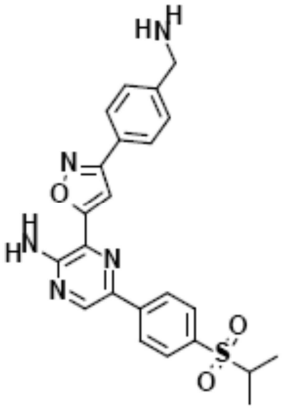
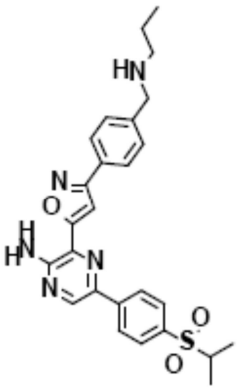
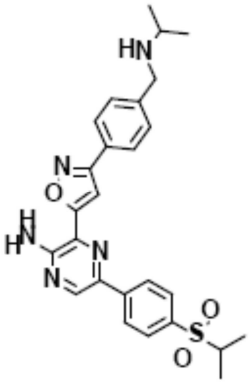
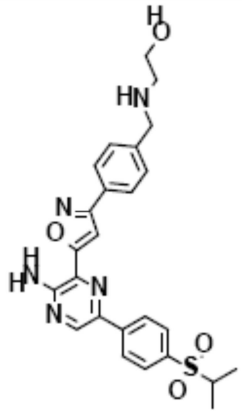
Table IIA-2 (part 1)

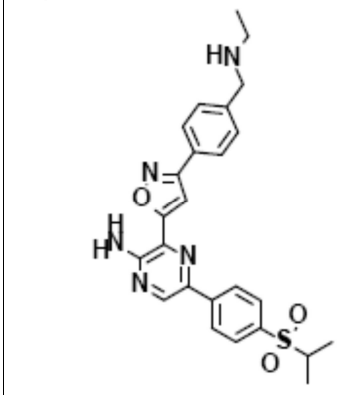
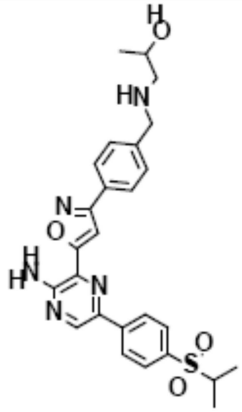
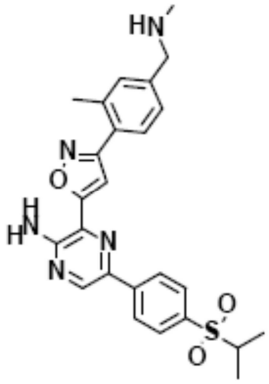
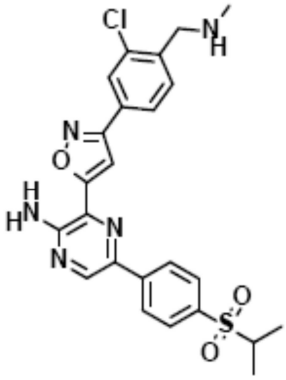
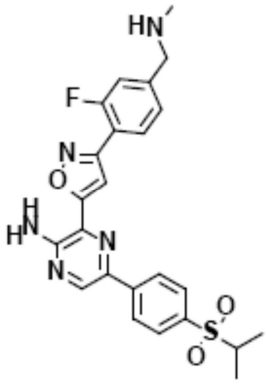
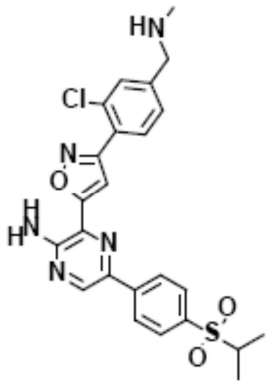
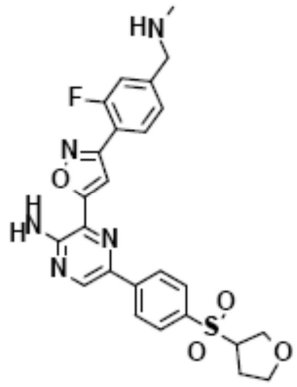
		
IIA-1	IIA-2	IIA-3

or a pharmaceutically acceptable salt thereof; or

selected from the following:

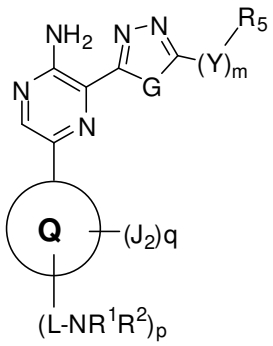
Table IIA-2 (part 2)

		
IIA-4	IIA-5	IIA-6
		

	IIA-8	IIA-9
		
IIA-10	IIA-11	IIA-12
		
IIA-13	IIA-14	IIA-15
		
IIA-16		

or a pharmaceutically acceptable salt thereof.

10. The compound of claim 1 having Formula IA':



IA'

or a pharmaceutically acceptable salt thereof; wherein

Y is a C_1-C_4alkyl chain wherein one methylene unit of the alkyl chain is optionally replaced with –NR^0–;

G is O or S;

Q is a 5-6 membered monocyclic aromatic ring containing 0-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur; or an 8-10 membered bicyclic aromatic ring containing 0-6 heteroatoms independently selected from nitrogen, oxygen, and sulfur;

R^5 is a 3-7 membered monocyclic fully saturated, partially unsaturated, or aromatic ring containing 0-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur; or an 8-10 membered bicyclic fully saturated, partially unsaturated, or aromatic ring containing 0-6 heteroatoms independently selected from nitrogen, oxygen, and sulfur; R^5 is optionally substituted with 1-5 J^5 groups;

L is C_{1-4}alkyl chain wherein up to two methylene units of the alkyl chain are optionally replaced with O, NR^6, S, –C(O)–, –SO–, or –SO_2–;

R^0 is H or C_1-C_6alkyl;

R^1 is H or C_1-C_6alkyl;

R^2 is H, C_1-C_6alkyl, –(C_2-C_6alkyl)–Z or a 4-8 membered cyclic ring containing 0-2 nitrogen atoms; wherein said ring is bonded via a carbon atom and is optionally substituted with one occurrence of J^Z;

or R^1 and R^2, taken together with the atom to which they are bound, form a 4-8 membered heterocyclic ring containing 1-2 heteroatoms selected from nitrogen, sulfur, and oxygen; wherein said heterocyclic ring is optionally substituted with one occurrence of J^{Z1};

J^{Z1} is -$(X)_t$–CN, C_1-C_6alkyl or -$(X)_r$–Z;

X is C_1-C_4alkyl;

each t, r and m is independently 0 or 1;

Z is –NR^3R^4;

R^3 is H or C_1-C_2alkyl;

R^4 is H or C_1-C_6alkyl;

or R^3 and R^4, taken together with the atom to which they are bound, form a 4-8 membered heterocyclic ring containing 1-2 heteroatoms selected from oxygen, nitrogen, and sulfur; wherein said ring is optionally substituted with one occurrence of J^Z;

R^6 is H, or C_1-C_6alkyl;

J^Z is independently NH_2, $NH(C_{1-4}aliphatic)$, $N(C_{1-4}aliphatic)_2$, halogen, C_{1-4}aliphatic, OH, $O(C_{1-4}aliphatic)$, NO_2, CN, CO_2H, $CO(C_{1-4}aliphatic)$, $CO_2(C_{1-4}aliphatic)$, $O(haloC_{1-4}aliphatic)$, or $haloC_{1-4}$aliphatic;

J^5 is halo, oxo, CN, NO_2, X^1-R, or $-(X^1)_p$-Q^4,

X^1 is C_{1-10}aliphatic; wherein 1-3 methylene units of said C_{1-10}aliphatic are optionally replaced with –NR'–, -O-, -S-, C(O), $S(O)_2$, or S(O); wherein X^1 is optionally and independently substituted with 1-4 occurrences of NH_2, $NH(C_{1-4}aliphatic)$, $N(C_{1-4}aliphatic)_2$, halogen, C_{1-4}aliphatic, OH, $O(C_{1-4}aliphatic)$, NO_2, CN, CO_2H, $CO_2(C_{1-4}aliphatic)$, $C(O)NH_2$, $C(O)NH(C_{1-4}aliphatic)$, $C(O)N(C_{1-4}aliphatic)_2$, $SO(C_{1-4}aliphatic)$, $SO_2(C_{1-4}aliphatic)$, $SO_2NH(C_{1-4}aliphatic)$, $SO_2NH(C_{1-4}aliphatic)$, $NHC(O)(C_{1-4}aliphatic)$, $N(C_{1-4}aliphatic)C(O)(C_{1-4}aliphatic)$, wherein said C_{1-4}aliphatic is optionally substituted with 1-3 occurrences of halo;

Q^4 is a 3-8 membered saturated or unsaturated monocyclic ring having 0-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, or a 8-10 membered saturated or unsaturated bicyclic ring having 0-6 heteroatoms independently selected from nitrogen, oxygen, and sulfur; each Q^4 is optionally substituted with 1-5 J^{Q4};

J^{Q4} is halo, CN, or C_{1-4}alkyl wherein up to 2 methylene units are optionally replaced with O, NR*, S, C(O), S(O), or $S(O)_2$;

R is H or C_{1-4}alkyl wherein said C_{1-4}alkyl is optionally substituted with 1-4 halo;

J^2 is halo; CN; a 5-6 membered aromatic or nonaromatic monocyclic ring having 0-3 heteroatoms selected from oxygen, nitrogen, and sulfur; or a C_{1-10}aliphatic group wherein up to 2 methylene units are optionally replaced with O, NR", C(O), S, S(O), or $S(O)_2$; wherein said C_{1-10}aliphatic group is optionally substituted with 1-3 halo or CN; and said monocyclic ring is optionally substituted with 1-3 halo; CN; a C_{3-6}cycloalkyl; a 3-7 membered heterocyclyl containing 0-2 heteroatoms selected from oxygen, nitrogen, and sulfur or a C_{1-4}alkyl wherein up to one methylene unit of the alkyl chain is optionally replaced with O, NR", or S;

q is 0, 1, or 2,

p is 0 or 1; and

R', R", and R* are each independently H, C_{1-4}alkyl, or is absent; wherein said C_{1-4}alkyl is optionally substituted with 1-4 halo.

11. The compound of claim 10, wherein J^5 is halo, CN, phenyl, oxazolyl, or a C_{1-6}aliphatic group wherein up to 2 methylene units are optionally replaced with O, NR', C(O), S, S(O), or $S(O)_2$; said C_{1-6}aliphatic group is optionally substituted with 1-3 fluoro or CN.

12. The compound of any one of claims 1-3, 7, 10, and 11, wherein p is 0.

13. The compound of claim 12, wherein Q is phenyl, indolyl, pyridyl, naphthyl, benzothienyl, or quinolinyl.

14. The compound of claim 13, wherein Q is phenyl or pyridyl, preferably wherein J^2 is $-OCH_3$, $-OCH_2CH_2N(CH_3)_2$, $-NHCH_2CH_2N(CH_3)_2$, or piperazinyl.

15. The compound of claim 14, wherein Q is substituted in the ortho position, the para position, or in both the ortho and the para position, or wherein Q is substituted at the para position with J^2, wherein the J^2 is a C_{1-6}aliphatic group wherein the methylene group bonded to Ring Q is replaced with $-SO_2-$.

16. The compound of claim 14, wherein at least one more methylene unit of the C_{1-6}aliphatic group is optionally replaced with a heteroatom selected from the group consisting of O, NR", and S.

17. The compound of claim 14, wherein Q is substituted at the para position with $-SO_2(C_{1-4}alkyl)$, $-SO_2(C_{1-4}alkyl)N(C_{1-4}alkyl)_2$, $C(O)N(C_{1-4}alkyl)_2$, C(O)(1,4-diazepanyl), CO(azepanyl), C(O)(piperazinyl), or C(O)(piperidinyl).

18. The compound of claim 15, wherein at least one more-methylene unit of the C_{1-6}aliphatic group is optionally replaced with a heteroatom selected from the group consisting of O, NR", and S.

19. The compound of claim 14, wherein Q is phenyl,
preferably Q is optionally substituted in the ortho-position with one J^2, wherein J^2 is $C_{1-}C_4$alkyl, NH_2, $NHC(O)CH_3$, $O(C_{1-}C_4alkyl)$, CH_2OH, CH_2OCH_3, $CH_2CH_2OCH_3$, CH_2CN, CN, $CH_2C(O)NH_2$, OH, OCF_3, CF_3, CHF_2, -CH=CHF, $NHC(O)CH_3$, $C(O)CH_3$, $C(O)NH_2$, SCH_3, $S(O)CH_3$, $S(O)CH_2CH_3$, $SO_2CH(CH_3)_2$, $-C\equiv CH_2$, oxazolyl, or phenyl,
more preferably wherein Q is substituted in the ortho position with J^2, wherein J^2 is CH_2OH, CHF_2, $S(O)CH_3$, or $S(O)CH_2CH_3$.

20. The compound of claim 14 or 19, wherein Q is optionally substituted in the ortho-position with J^2, wherein J^2 is $C_{1\text{-}4}$alkyl, -C≡C-($C_{1\text{-}4}$alkyl), CH=CH_2, CH=CHF, O($C_{1\text{-}4}$alkyl), NH($C_{1\text{-}4}$alkyl), N($C_{1\text{-}4}$alkyl)$_2$, -($C_{1\text{-}4}$alkyl)OH, -($C_{1\text{-}4}$alkyl)O($C_{1\text{-}4}$alkyl), -($C_{1\text{-}4}$alkyl)NH_2, -($C_{1\text{-}4}$alkyl)NH($C_{1\text{-}4}$alkyl), -($C_{1\text{-}4}$alkyl)N($C_{1\text{-}4}$alkyl)$_2$, -($C_{1\text{-}4}$alkyl)CN, CO($C_{1\text{-}4}$alkyl), CON($C_{1\text{-}4}$alkyl)$_2$, C(O)O($C_{1\text{-}4}$alkyl), S($C_{1\text{-}4}$alkyl), -S-($C_{1\text{-}4}$alkyl)NH_2, S(O)($C_{1\text{-}4}$alkyl)NH_2, S(O)$_2$($C_{1\text{-}4}$alkyl)OH, S(O)($C_{1\text{-}4}$alkyl)NHC(O)O(t-butyl), NHS(O)$_2$($C_{1\text{-}4}$alkyl), halo, or CN.

21. The compound of claim 14 or 19, wherein J^2 is CH_2CH_2OH, $SCH(CH_3)_2$, -C≡CCH_3, halo, CN, $CON(CH_3)_2$, CH_2CN, S(O)$CH_2CH_2NH_2$, $SCH_2CH_2NH_2$, C(O)OCH_3, $CH_2N(CH_3)_2$, S(O)CH_2CH_2NHBOC, $N(CH_3)_2$, $NHSO_2CH_3$, CH=CHF, CH_2OCH_3, CH=CH_2, SCH_2CH_3, or -CH=CH.

22. The compound of claim 14 or 19, wherein Q is optionally substituted in the para position with J^2, wherein J^2 is -SO_2($C_{1\text{-}4}$alkyl), -SO_2($C_{3\text{-}6}$cycloalkyl), -SO_2(3-6 membered heterocyclyl), -SO_2($C_{1\text{-}4}$alkyl)N($C_{1\text{-}4}$alkyl)$_2$, -C(O)($C_{1\text{-}4}$alkyl), -($C_{1\text{-}4}$alkyl)N($C_{1\text{-}4}$alkyl)$_2$, or -NHC(O)($C_{1\text{-}4}$alkyl), or wherein Q is optionally substituted in the meta position with J^2 wherein J^2 is $C_{1\text{-}4}$alkyl, $C_{1\text{-}4}$alkoxy, halo, halo$C_{1\text{-}4}$alkyl, halo$C_{1\text{-}4}$alkoxyl, CN, SO_2($C_{1\text{-}4}$alkyl), $NHSO_2$($C_{1\text{-}4}$alkyl), C(O)($C_{1\text{-}4}$alkyl), $C(O)NH_2$, NHC(O)($C_{1\text{-}4}$alkyl), -($C_{1\text{-}4}$alkyl)-OH, -($C_{1\text{-}4}$alkyl)-O($C_{1\text{-}4}$alkyl), -($C_{1\text{-}4}$alkyl)-NH_2, -($C_{1\text{-}4}$alkyl)-N($C_{1\text{-}4}$alkyl)$_2$, or -($C_{1\text{-}4}$alkyl)NH($C_{1\text{-}4}$alkyl).

23. The compound of claim 13, wherein Q is naphthyl or benzothienyl.

24. The compound of claim 14, wherein Q is pyridyl.

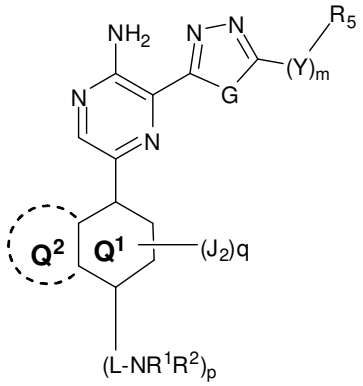
25. The compound of claim 14 or 24, wherein Q is substituted in the ortho-position with one J^2, wherein J^2 is CN.

26. The compound of claim 14 or 24, wherein Q is substituted with one or two J^2, wherein J^2 is a $C_{1\text{-}6}$aliphatic group wherein up to 2 methylene units are optionally replaced with O or NR",
preferably wherein J^2 is -OCH_3, -$OCH_2CH_2N(CH_3)_2$, -$NHCH_2CH_2N(CH_3)_2$, or piperazinyl.

27. The compound of any one of claims 1-3, 7, 10, and 11, wherein p is 1.

28. The compound of claim 27, wherein Q is phenyl, pyridyl, or naphthyl,
preferably wherein Q is phenyl,
preferably wherein said pyridyl is 3-pyridyl or 4-pyridyl.

29. The compound of claim 10, wherein Q comprises Q^1 and optionally Q^2 as shown in formula IA-i, wherein Q^1 is a six membered ring and $-LNR^1R^2$ is substituted in the para-position as shown below:



IA-i.

or a pharmaceutically acceptable salt thereof.

30. The compound of claim 10 or 29, wherein J^5 is halogen, NO_2, CN, O(haloC_{1-4}aliphatic), haloC_{1-4}aliphatic, or a C_{1-6}aliphatic group wherein up to 2 methylene units are optionally replaced with C(O), O, or NR'.

31. The compound of any one of claims 27-29, wherein L is –C(O)– or $-SO_2-$.

32. The compound of any one of claims 27-31, wherein R^1 and R^2, taken together with the atom to which they are bound, form a 4-8 membered heterocyclic ring containing 1-2 heteroatoms selected from nitrogen, sulfur, and oxygen,
preferably wherein said heterocyclic ring is selected from pyrrolidinyl, piperidinyl, piperazinyl, morpholinyl, 1,4-diazepanyl, and 1,4-oxazepanyl,
more preferably wherein said heterocyclic ring is optionally substituted with halo, CN, C_{1-6}aliphatic, haloC_{1-6}aliphatic, –C(O)O(C_{1-6}aliphatic), C(O)H, C(O)(C_{1-6}aliphatic), P(O)(OC_{1-4}alkyl)$_2$, NH(C_{1-6}aliphatic), or N(C_{1-6}aliphatic)$_2$.

33. The compound of claim 29, wherein R^1 is C_1-C_6alkyl.

34. The compound of claim 29 or 33, wherein R^2 is C_1-C_6alkyl, or R^2 is –(C_2-C_6alkyl)–Z.

35. The compound of claim 7 or claim 10, wherein m is 0 and R^5 is thienyl, thiazolyl, furanyl, pyrrolidinyl, azetidinyl, piperidinyl, piperazinyl, morpholinyl, pyridinonyl, pyridyl, tetrahydropyridinyl, tetrahydroisoquinolinyl, 1,4-diazepanyl, azabicyclo[2.2.1]heptanyl, or phenyl.

36. The compound of claim 35, wherein R^5 is phenyl, piperidinyl or thienyl.

37. The compound of claim 36, wherein Q is optionally substituted in the para position with -$SO_2(C_{1\text{-}4}alkyl)$, -$SO_2(C_{1\text{-}4}alkyl)N(C_{1\text{-}4}alkyl)_2$, $C(O)N(C_{1\text{-}4}alkyl)_2$, C(O)(1,4-diazepanyl), C(O)(piperazinyl), or C(O)(piperidinyl).

38. The compound of any one of claims 35-37, wherein R^5 is optionally substituted with 1-2 J^5 groups, wherein J^5 is selected from halo, CN, NO_2, X^1-R, or $–(X^1)_p$-Q^4; p is 0-1; X^1 is a $C_{1\text{-}10}$aliphatic wherein 1-3 methylene units of said $C_{1\text{-}6}$aliphatic are optionally replaced with -NR'–, -O-, -S-, C(=NH)-, C(O), $S(O)_2$, or S(O); R is H; and Q^4 is a 3-6 membered monocyclic ring containing 0-2 heteroatoms selected from O and N, wherein X^1 is optionally substituted with 1-3 occurrences of halo or CN,
preferably wherein J^5 is a $C_{1\text{-}10}$aliphatic chain wherein 1-2 methylene units of X^1 are replaced with -O- or –NR'–.

39. The compound of claim 36 or 37, wherein R^5 is piperidinyl optionally substituted with NH_2 or $–(C_{1\text{-}4}alkyl)NH_2$.

40. The compound of claim 35, wherein R^5 is thienyl optionally substituted with CN, $C_{1\text{-}6}$alkyl, $–(C_{1\text{-}4}alkyl)NH_2$, $–(C_{1\text{-}4}alkyl)NH(C_{1\text{-}6}alkyl)$, $–(C_{1\text{-}4}alkyl)N(C_{1\text{-}6}alkyl)_2$, $O(C_{1\text{-}6}alkyl)$, pyrrolidinyl, wherein said alkyl is optionally substituted with 1-3 halo.

41 The compound of claim 36, wherein Q^4 is an optionally substituted 3-6 membered cycloalkyl ring, or wherein Q^4 is an optionally substituted 3-6 membered heterocyclic ring selected from pyrrolidinyl, azetidinyl, and thienyl.

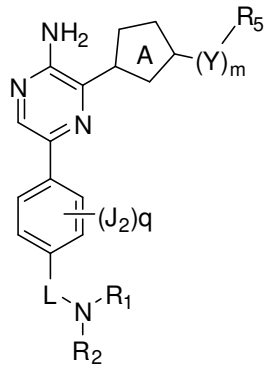
42. The compound of claim 36, wherein J^5 is halo, $C_{1\text{-}6}$alkyl, NO_2, CN, $C_{1\text{-}6}$alkyl, -$CH=CH_2$, OH, OCH_3, OCH_2CH_3, $OCH(CH_3)_2$, NH_2, CH_2NH_2, CH_2OH, $CH(CH_3)NHCH_3$, $C(CH_3)_2NH_2$, $CH_2CH_2NH_2$, CH_2CH_2OH, CH_2NHCH_3, $CH_2N(CH_3)_2$, $CH(CH_3)NH_2$, $CH(CH_3)NHC(O)O(CH_3)_3$, $CH_2NHC(CH_3)_2$, $CH_2NHCH_2CHF_2$, $CH_2NHCH_2CH(CH_3)OH$, $CH_2NHCH_2C(CH_3)_2OH$, $CH_2NHCH_2CH(OH)$-cyclopropyl, $CH_2NHCH_2CH_2N(CH_3)_2$, $CH_2NHCH(CH_2CH_3)_3$, CH_2NHCH_3, $CH_2NHCH_2CH_3$, $CH_2NHCH_2CH_2CH_3$, CH_2NH-cyclopropyl, $CH_2NHCH_2CH_2OH$, $CH_2NHCH_2CH_2OCH_3$, $CH_2NHCH_2CH_2OCH_2CH_2OH$, azetidinyl, pyrrolidinyl, CF_3, $C(=NH)NH_2$, $C(=NH)NH(CH_3)$, thienyl, CH_2NH-cyclopropyl, $CH_2NH(CH_2OH)_3$, OCH_2CH_2OH, $OCH_2CH_2CH_2OH$, $OCH_2CH_2NHC(O)OC(CH_3)_3$, $CH_2NHC(O)O(CH_3)_3$, or $CH_2OC(O)CH_3$.

43. The compound of claim 7, 10, or 29, wherein m is 1.

44. The compound of claim 43, wherein R^5 is H.

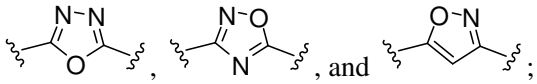
45. The compound of claim 43, wherein Y is -NH-, -$NHCH_2$-, -NHC(O)-, C(O)NH, C(O)$NHCH_2$, C(O), -$NHCH(CH_3)$- or -$N(CH_3)CH_2$-; and R^5 is phenyl,
preferably wherein R^5 is optionally substituted with halo, $C_{1\text{-}4}$alkyl wherein up to 1 methylene unit is optionally replaced with O, NR', or S.

46. A compound of Formula IA-ii:



IA-ii

or a pharmaceutically acceptable salt thereof; wherein
Y is NH;
Ring A is a 5 membered heteroaryl ring selected from



R^5 is 5-6 membered monocyclic aryl or heteroaryl ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, and sulfur, R^5 is optionally fused to a 5-6 membered aromatic ring containing 0-2 heteroatoms selected from N, O, and S; each R^5 is optionally substituted with 1-5 J^5 groups;
L is –C(O)– or –SO_2–;
R^1 is H, or C_1-C_6alkyl;
R^2 is –(C_2-C_6alkyl)–Z or a 4-8 membered cyclic ring containing 0-2 nitrogen atoms; wherein said ring is bonded via a carbon atom and is optionally substituted with one occurrence of J^Z;
or R^1 and R^2, taken together with the atom to which they are bound, form a 4-8 membered heterocyclic ring containing 1-2 nitrogen atoms; wherein said heterocyclic ring is optionally substituted with one occurrence of J^{Z1};
J^{Z1} is -$(X)_t$–CN, C_1-C_6alkyl or -$(X)_r$–Z;

X is C_1-C_4alkyl;

each t, r and m is independently 0 or 1;

Z is $–NR^3R^4$;

R^3 is H or C_1-C_2alkyl;

R^4 is H or C_1-C_6alkyl;

or R^3 and R^4, taken together with the atom to which they are bound, form a 4-8 membered heterocyclic ring containing 1-2 nitrogen atoms; wherein said ring is optionally substituted with one occurrence of J^Z;

each J^Z and J^5 is independently NH_2, $NH(C_{1\text{-}4}aliphatic)$, $N(C_{1\text{-}4}aliphatic)_2$, halogen, $C_{1\text{-}4}$aliphatic, OH, $O(C_{1\text{-}4}aliphatic)$, NO_2, CN, CO_2H, $CO(C_{1\text{-}4}aliphatic)$, $CO_2(C_{1\text{-}4}aliphatic)$, $O(haloC_{1\text{-}4}aliphatic)$, or $haloC_{1\text{-}4}aliphatic$;

J^2 is halo, C_1-C_2alkyl optionally substituted with 1-3 fluoro or CN;

q is 0, 1, or 2.

47. The compound of claim 46, wherein m is 0 or wherein q is 0.

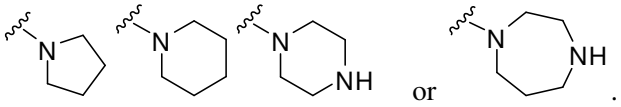
48. The compound of any one of claims 46-47, wherein L is –C(O)–.

49. The compound of claim 48, wherein R^1 and R^2, taken together with the atom to which they are bound, form a 4-8 membered heterocyclic ring containing 1-2 nitrogen atoms.

50. The compound of claim 48 or 49, wherein t is 1 or t is 0.

51. The compound of claim 50, wherein R^1 and R^2, taken together with the atom to which they are bound, form a heterocyclyl selected from pyrrolidinyl, piperidinyl, piperazinyl, azepanyl, and 1,4-diazepanyl,

preferably wherein said heterocyclyl is



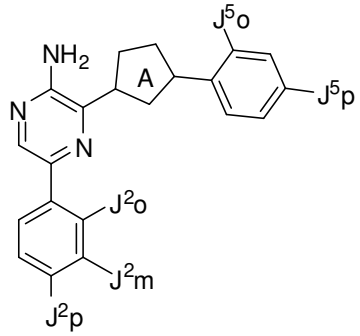
52. The compound of claim 51, wherein J^{Z1} is $(X)_r$-Z, or J^{Z1} is $C_{1\text{-}4}$alkyl or $N(C_{1\text{-}4}alkyl)_2$.

53. The compound of claim 46, wherein R^1 is H or C_1-C_6alkyl; and R^2 is $–(C_2$-C_6alkyl)–Z.

54. The compound of claim 53, wherein R^3 and R^4 are both C_1-C_2alkyl~~-~~, or wherein R^3 and R^4, taken together with the atom to which they are bound, form a ring selected from pyrrolidinyl, piperidinyl, piperazinyl, azepanyl, and 1,4-diazepanyl,
preferably wherein said ring is pyrrolidinyl or piperidinyl.

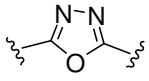
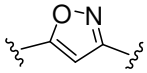
55. The compound of claim 46, wherein m is 0, q is 0, and –L–NR^1R^2 is C(O)pyrrolidinyl, C(O)piperidinyl, C(O)piperazinyl, C(O)azepanyl, C(O)1,4-diazepanyl, C(O)NH-piperidinyl, $C(O)NHCH_2CH_2$-pyrrolidinyl, $C(O)NHCH_2CH_2$-piperidinyl, $CON(CH_3)CH_2CH_2N(CH_3)_2$, wherein said pyrrolidinyl, piperidinyl, piperazinyl, azepanyl, or 1,4-diazepanyl is optionally substituted with C_{1-4}alkyl or $N(C_{1-4}alkyl)_2$.

56. The compound of any one of claims 1-3, having Formula IA-iii**:**

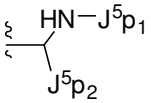


IA-iii:

or a pharmaceutically acceptable salt thereof, wherein

Ring A is  or ,

J^5o is H, F, Cl, C_{1-4}aliphatic, $O(C_{1-3}aliphatic)$, or OH;

J^5p is  ;

J^5p1 is H, C_{1-4}aliphatic, oxetanyl, tetrahydrofuranyl, tetrahydropyranyl; wherein J^5p1 is optionally substituted with 1-2 occurrences of OH or halo;

J^5p2 is H, methyl, ethyl, CH_2F, CF_3, or CH_2OH;

J^2o is H, CN, or SO_2CH_3;

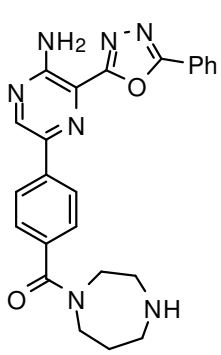
J^2m is H, F, Cl, or methyl;

J^2p is $-SO_2(C_{1-6}alkyl)$, $-SO_2(C_{3-6}cycloalkyl)$, $-SO_2$(4-6 membered heterocyclyl), $-SO_2(C_{1-4}alkyl)N(C_{1-4}alkyl)_2$, or $-SO_2(C_{1-4}alkyl)$-(4-6 membered heterocyclyl), wherein said heterocyclyl contains 1

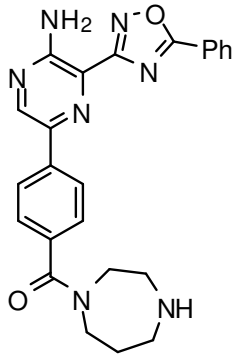
heteroatom selected from oxygen, nitrogen, and sulfur; and wherein said J^2p is optionally substituted with 1-3 occurences halo, OH, or $O(C_{1-4}alkyl)$.

57. A compound selected from the following:

Table IA-1

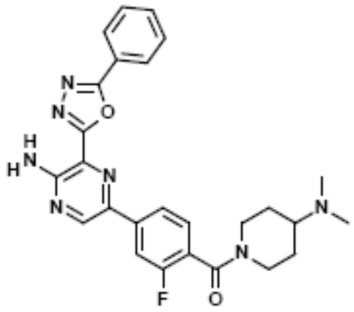
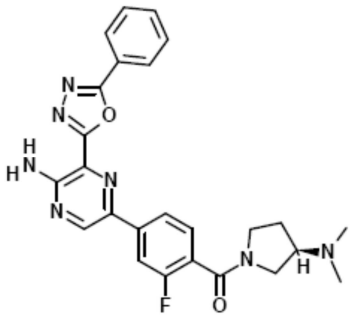
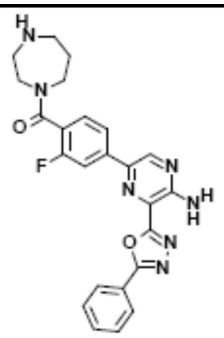
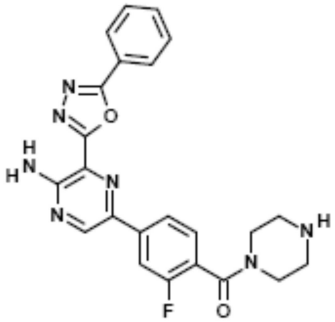
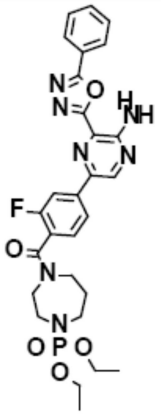
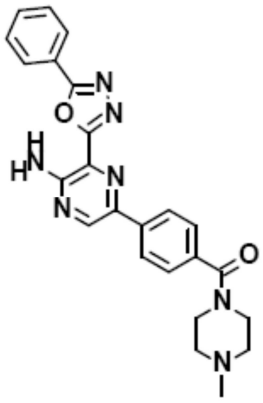


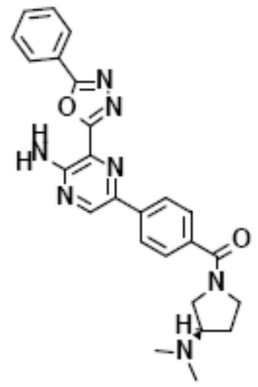
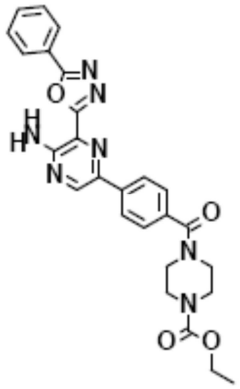
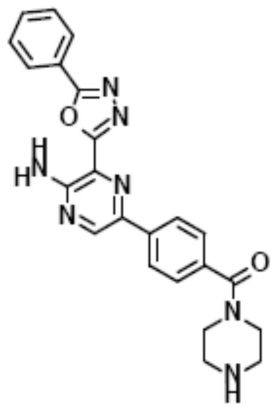
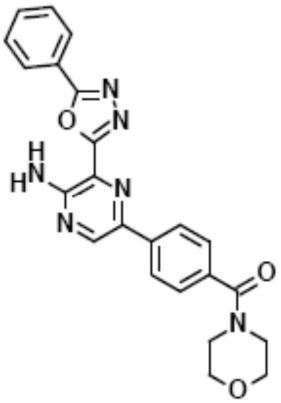
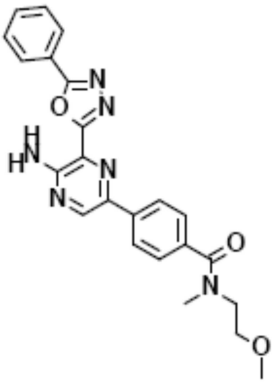
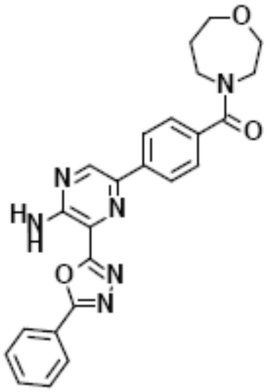
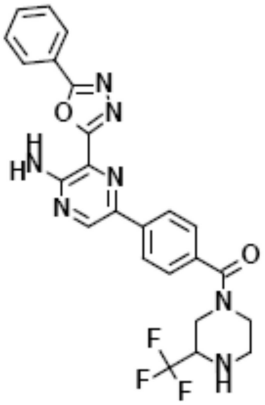
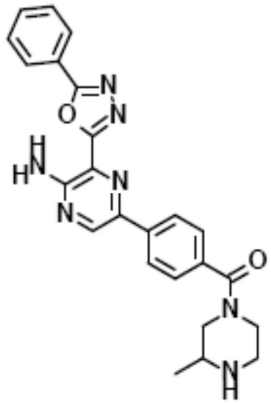
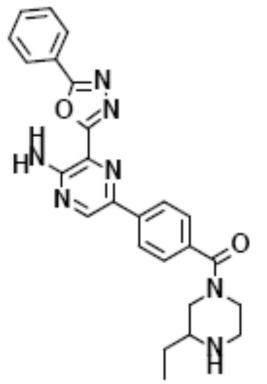
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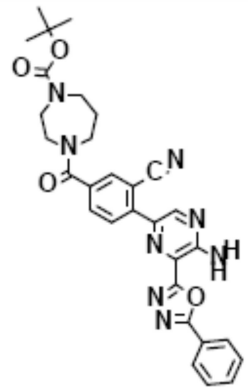
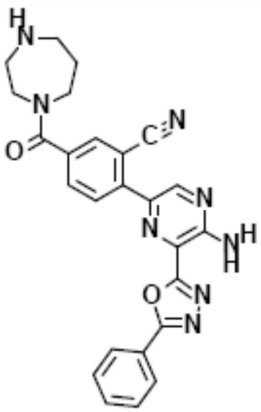
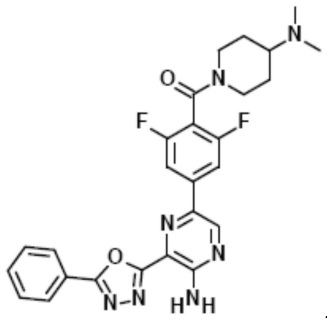
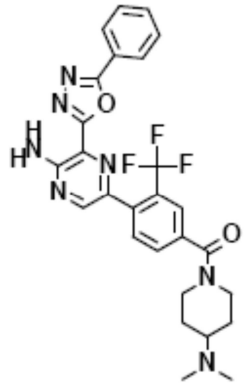
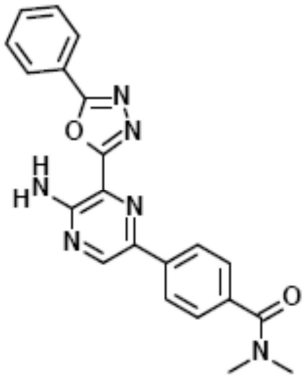
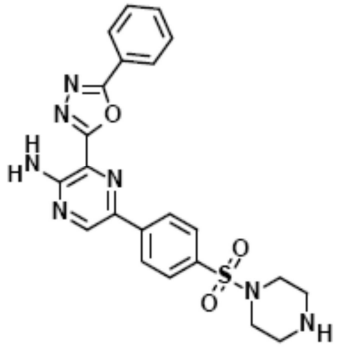
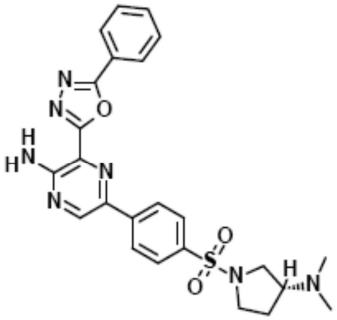
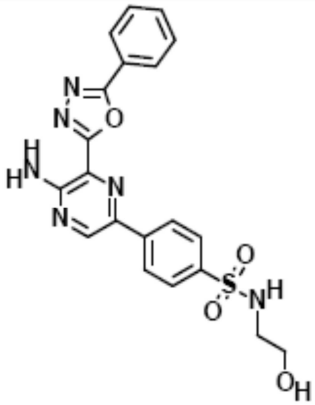
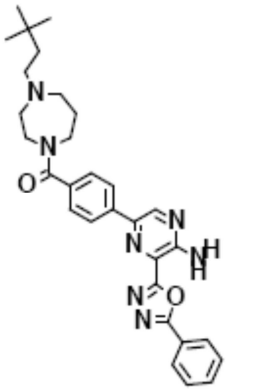


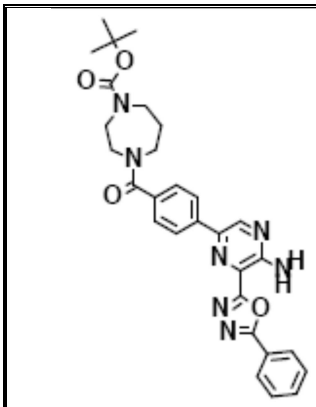
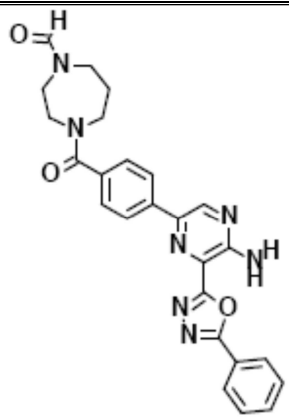
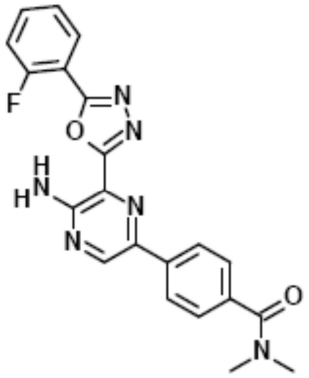
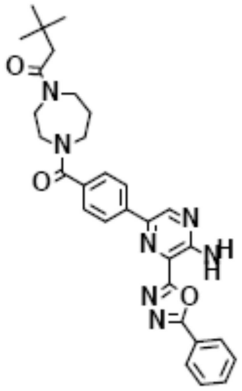
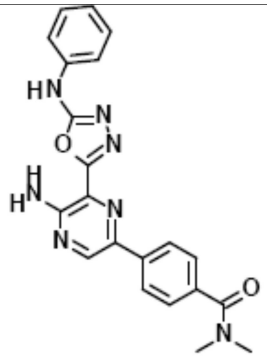
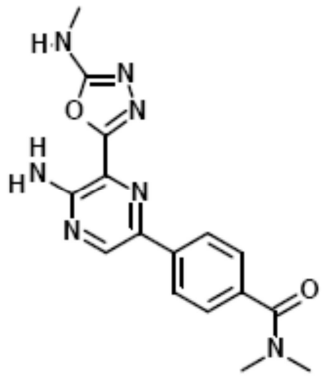
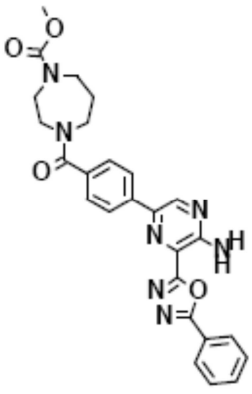
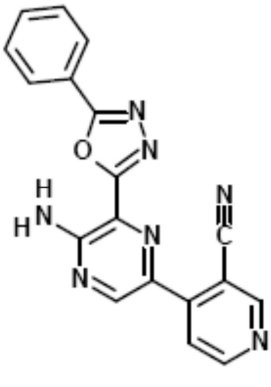
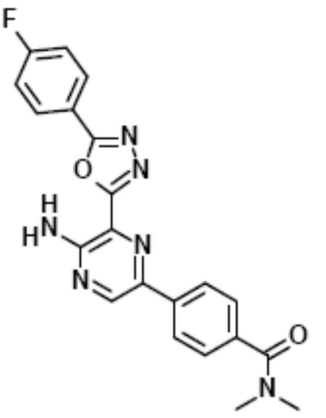
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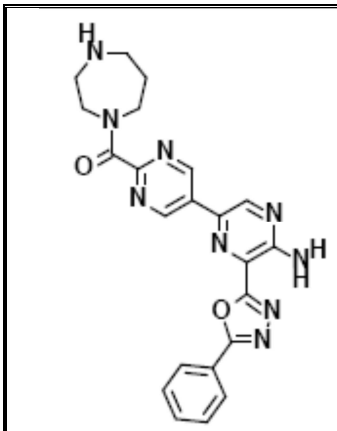
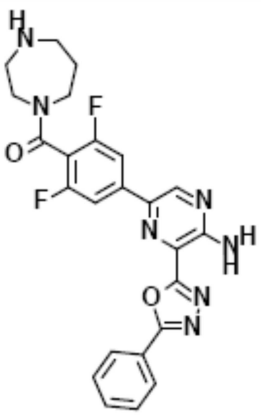
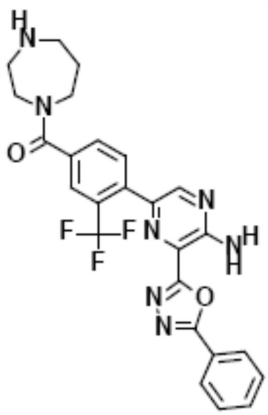
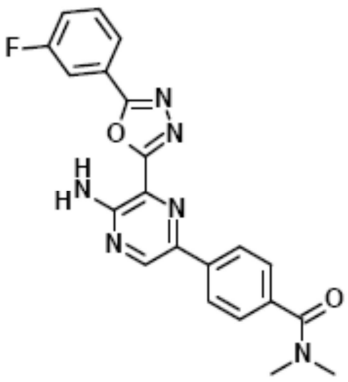
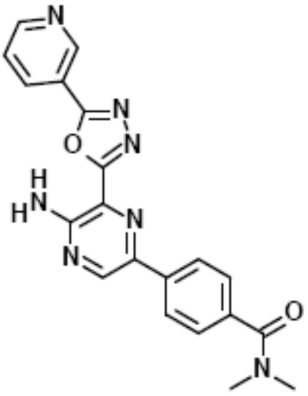
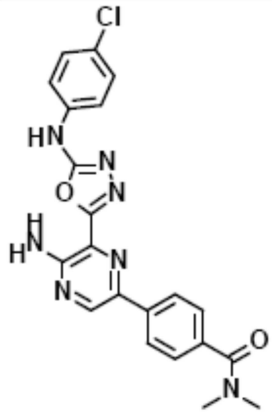
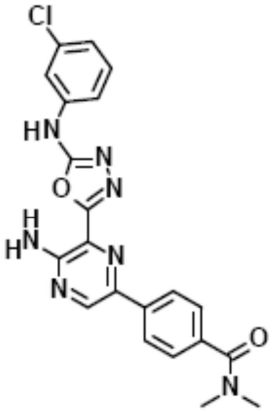
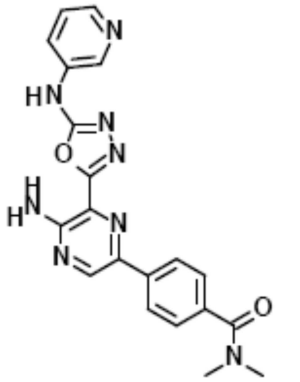
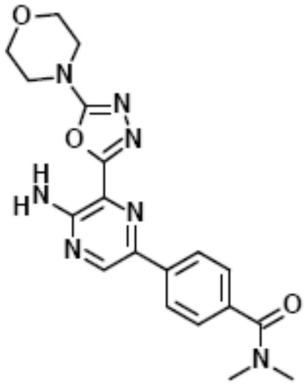
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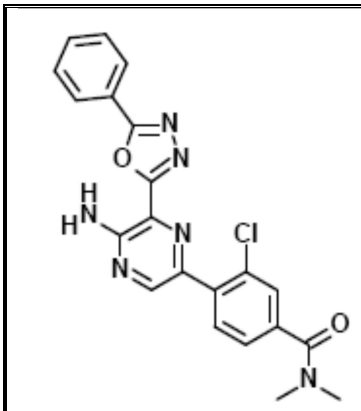
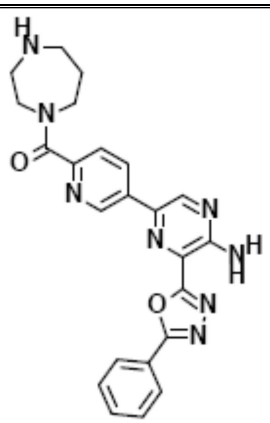
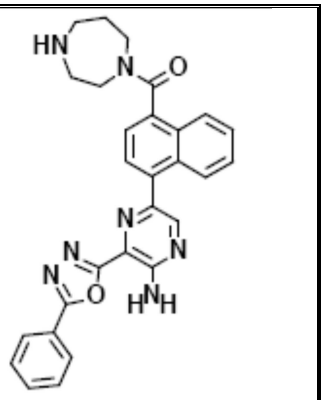
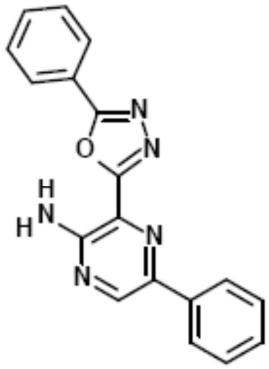
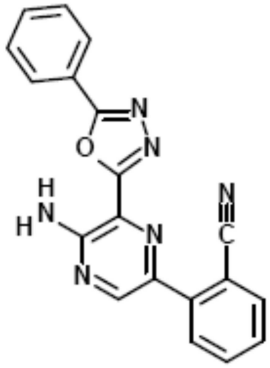
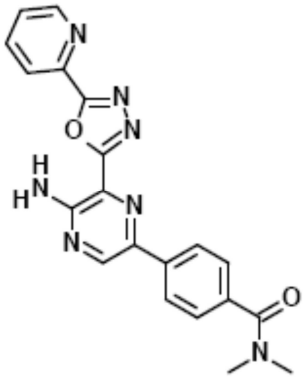
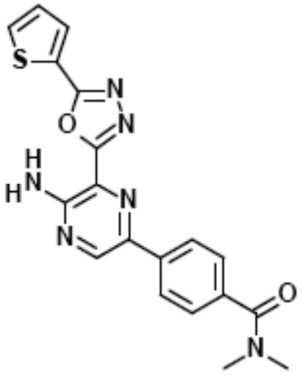
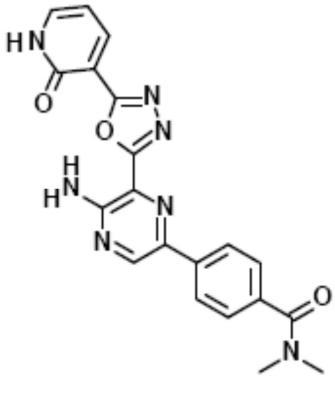
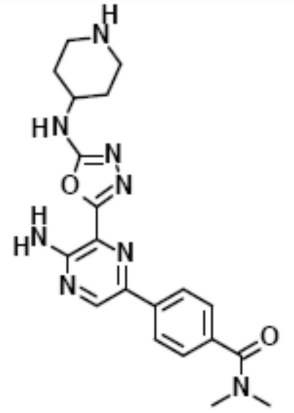
		
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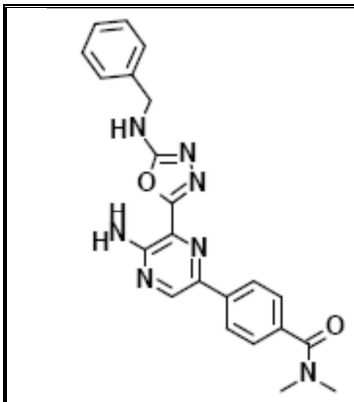
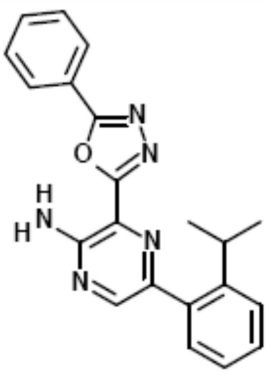
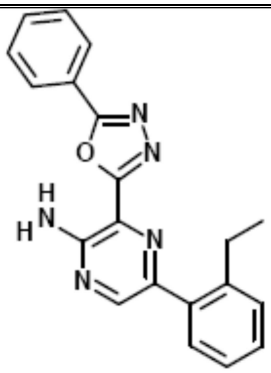
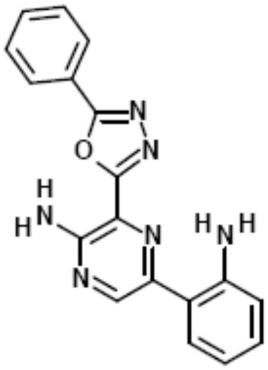
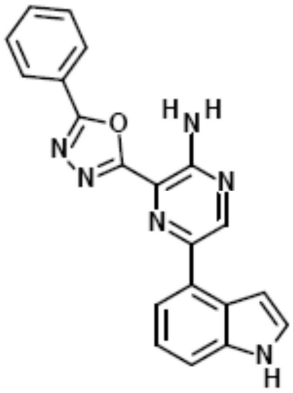
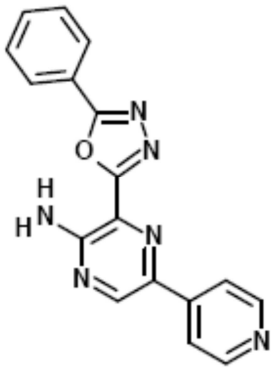
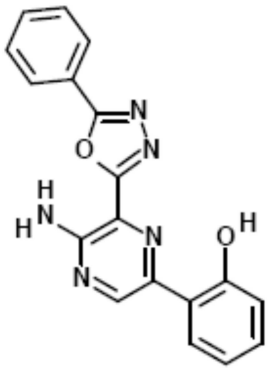
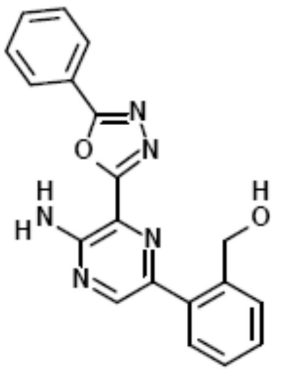
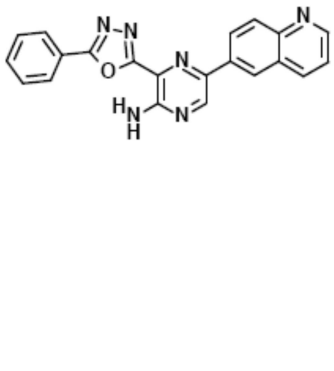
		
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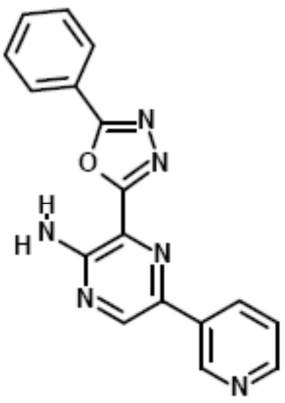
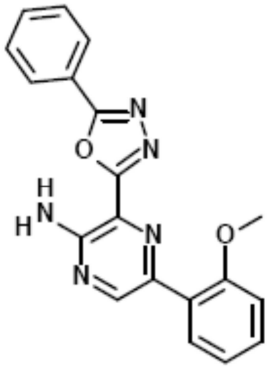
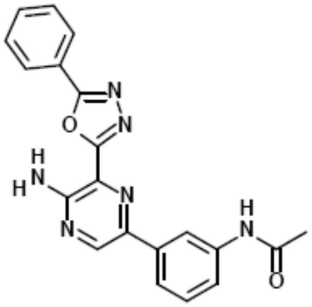
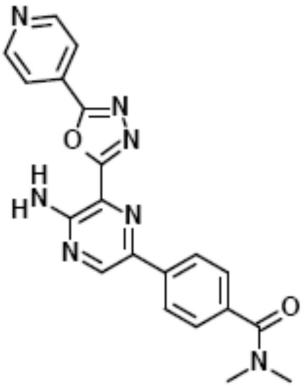
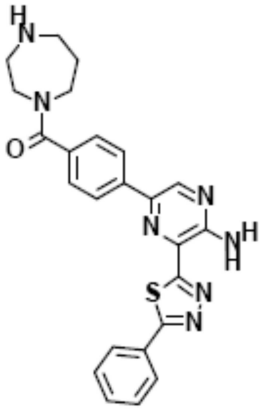
		
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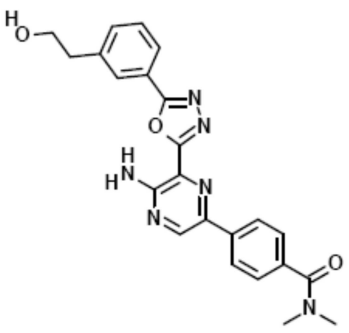
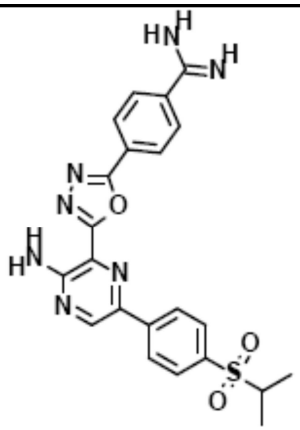
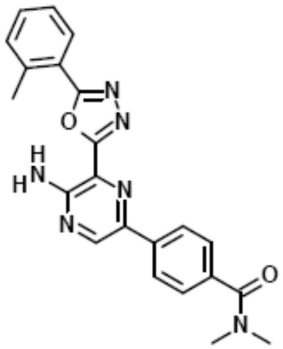
		
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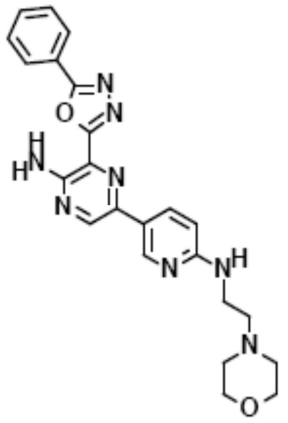
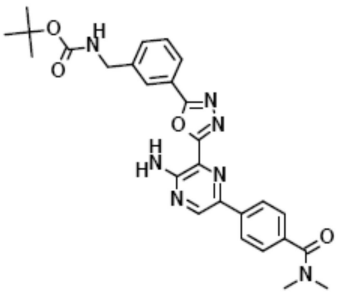
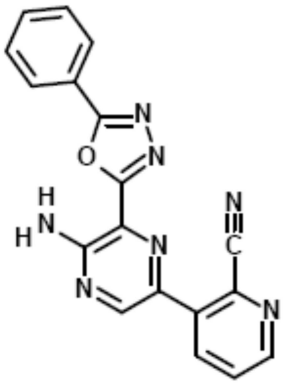
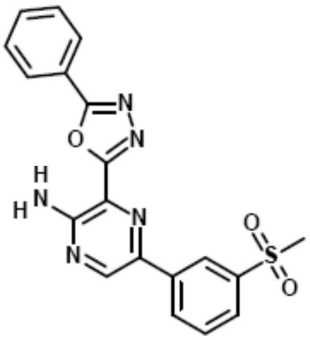
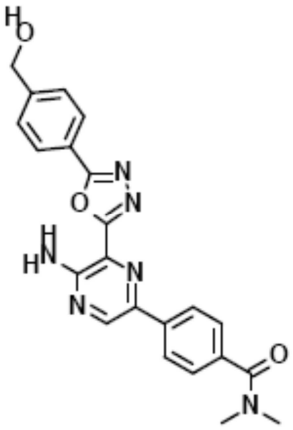
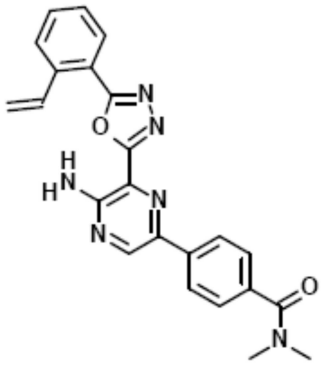
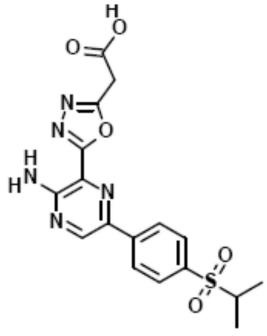
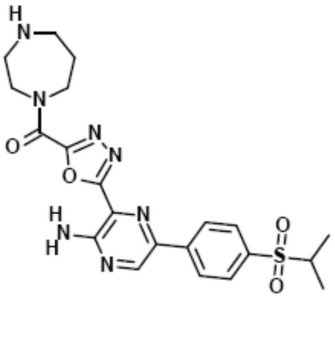
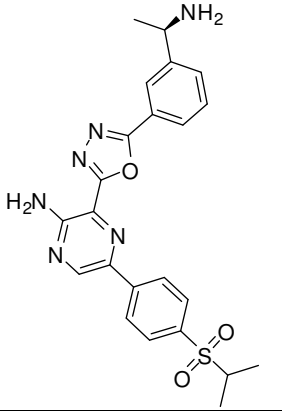
		
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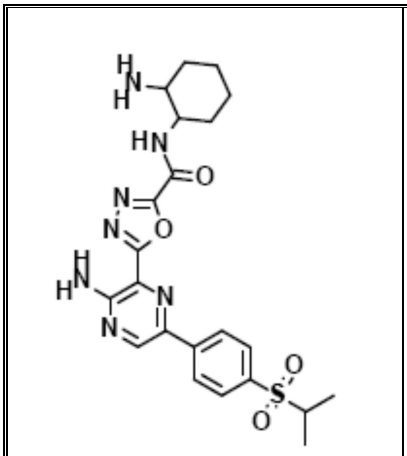
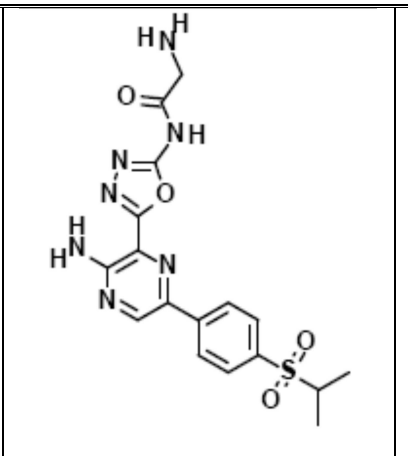
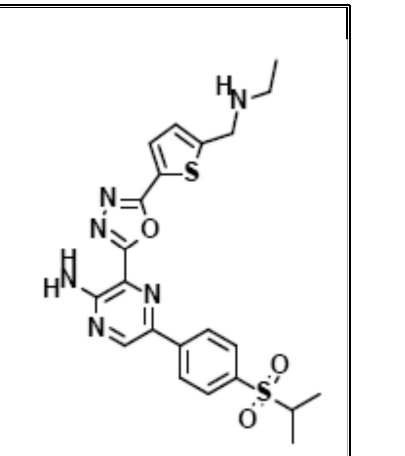
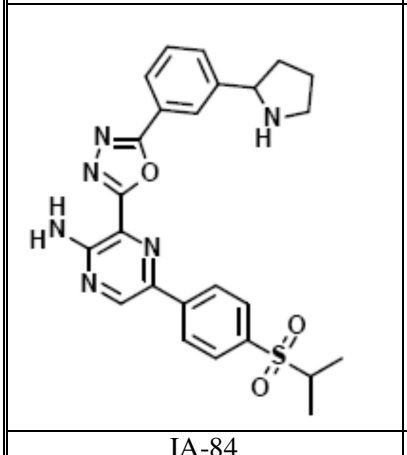
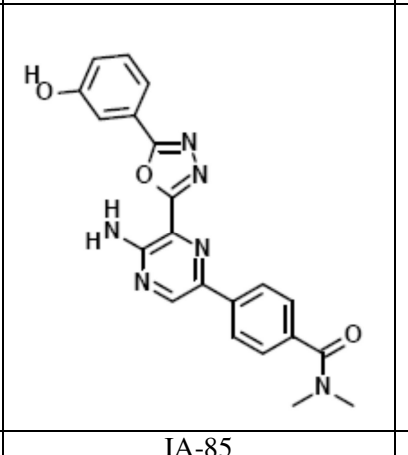
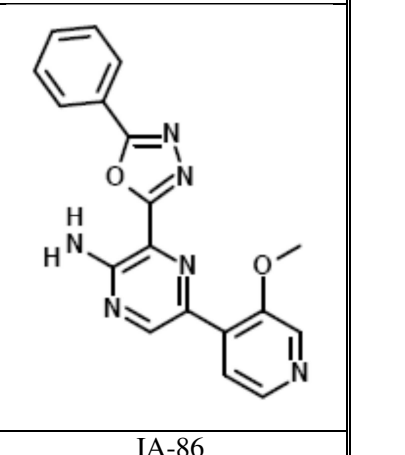
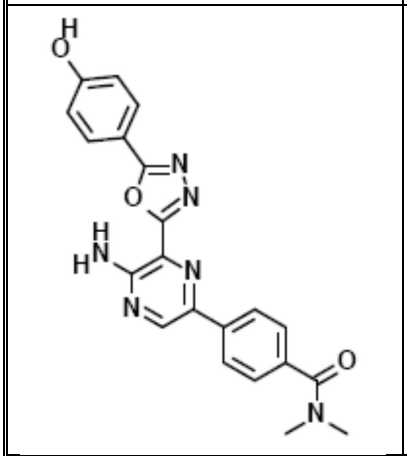
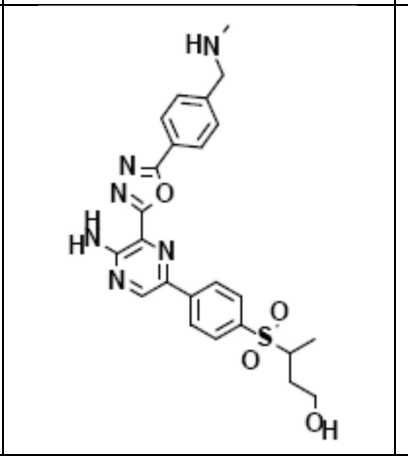
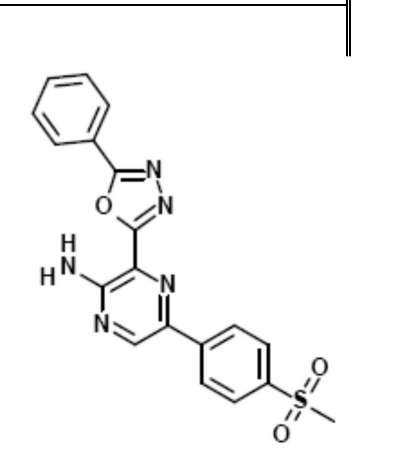
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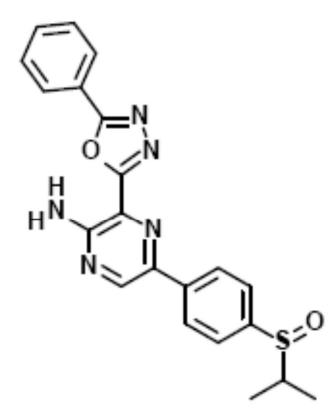
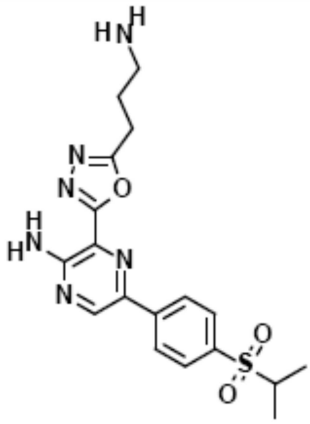
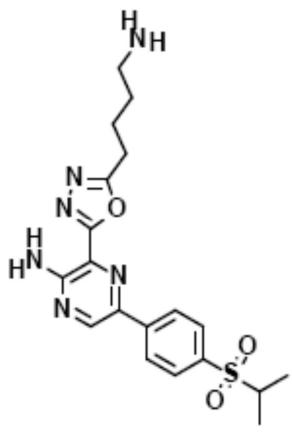
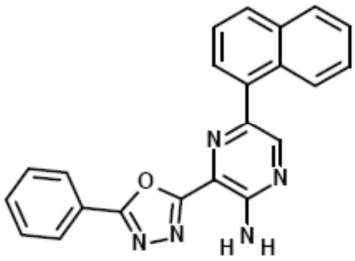
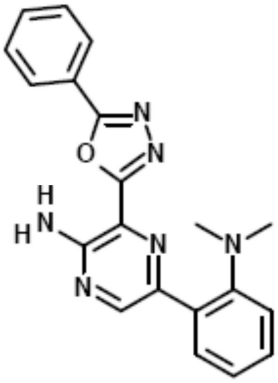
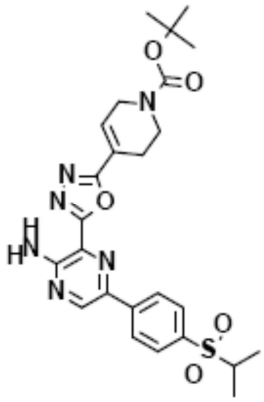
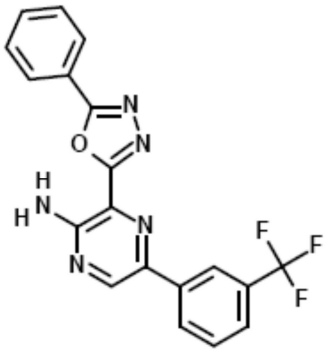
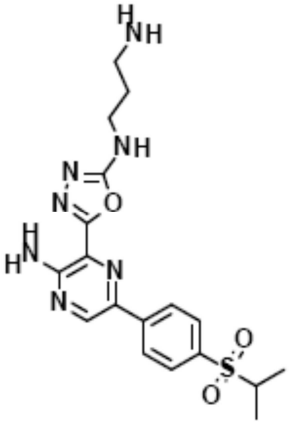
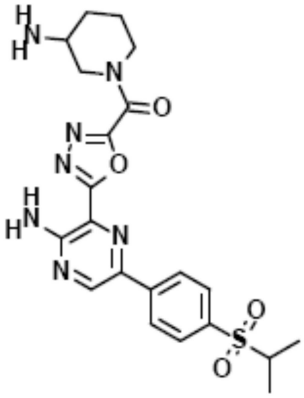
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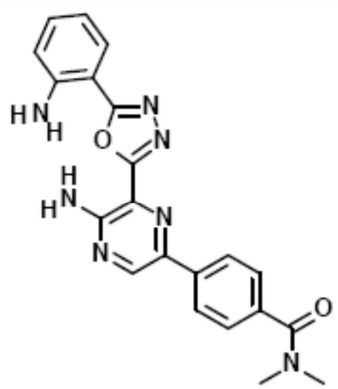
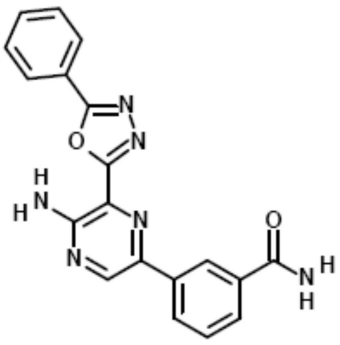
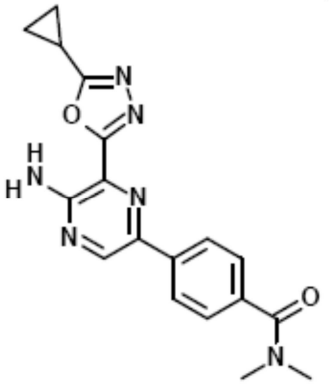
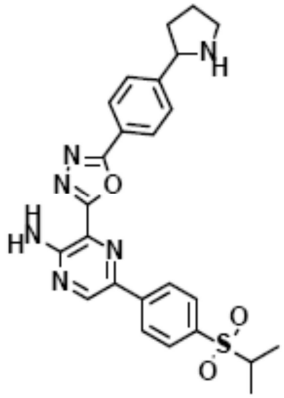
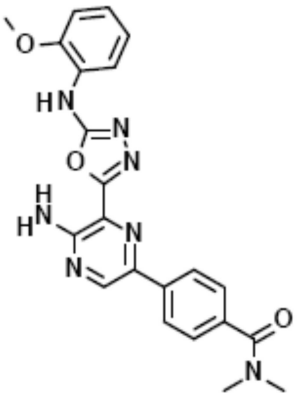
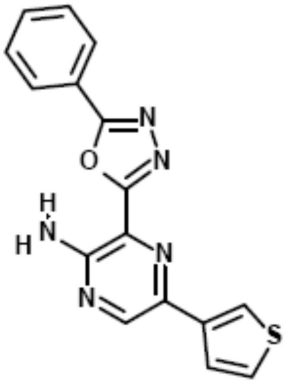
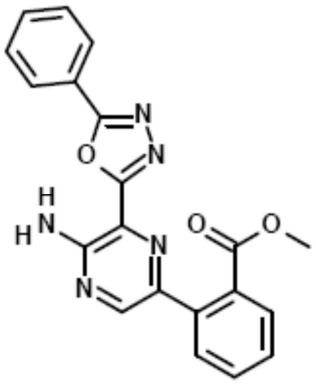
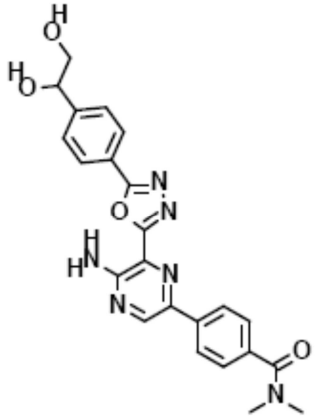
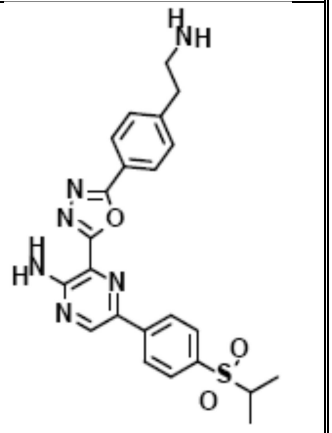
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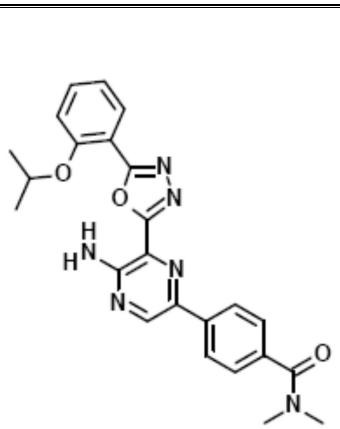
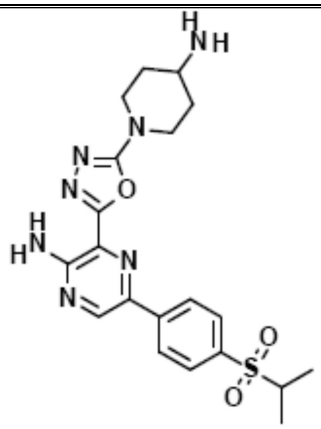
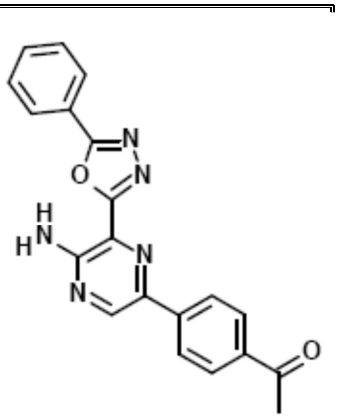
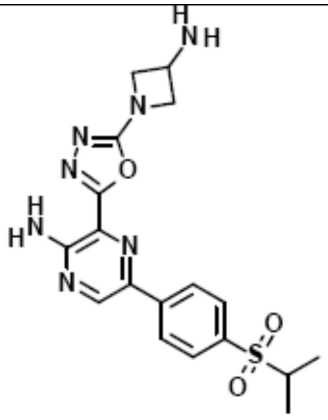
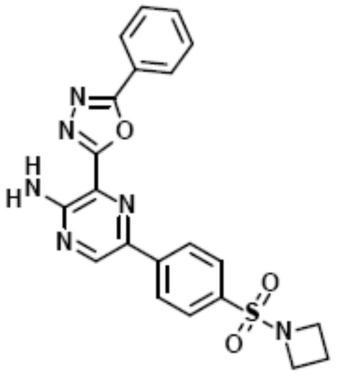
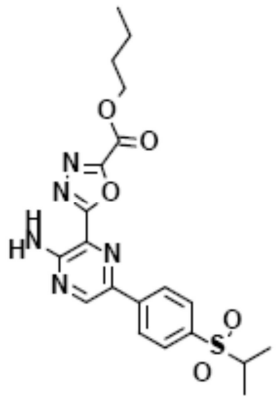
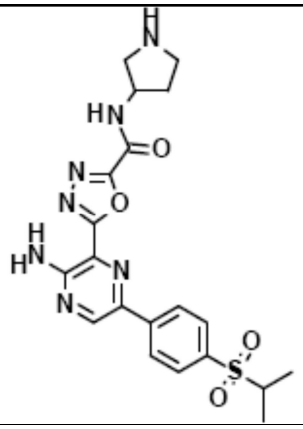
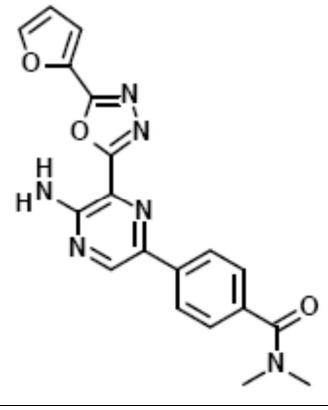
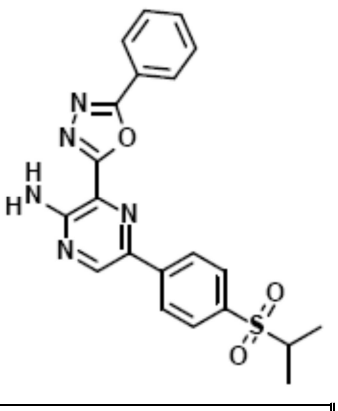
		
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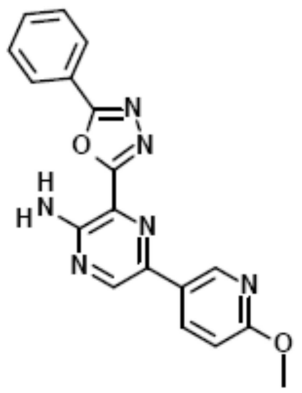
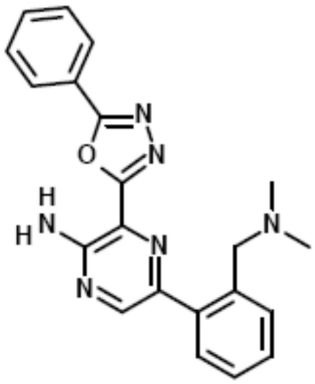
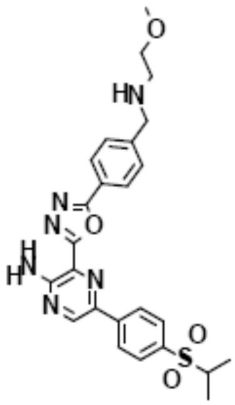
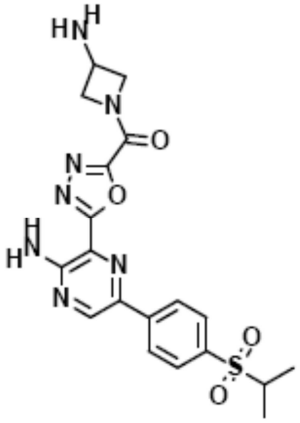
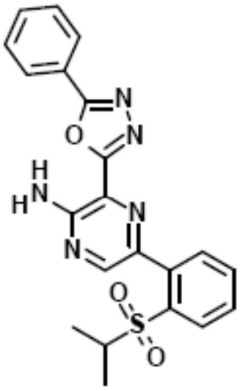
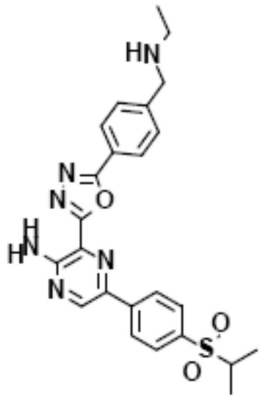
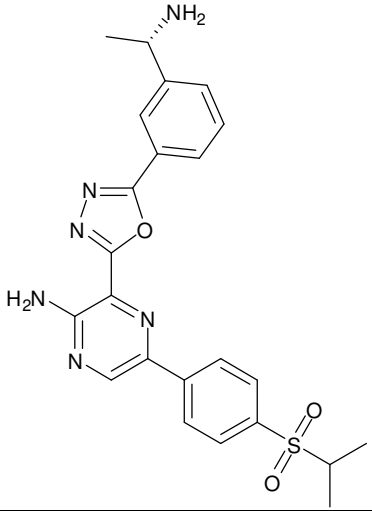
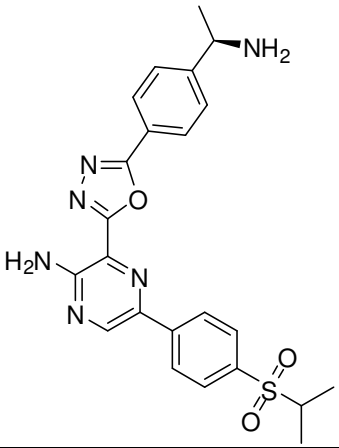
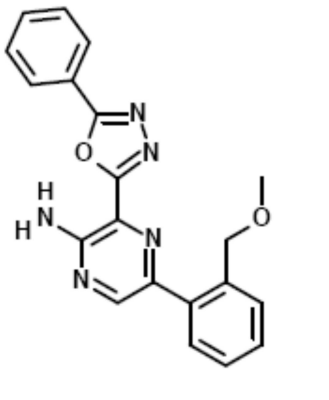
		
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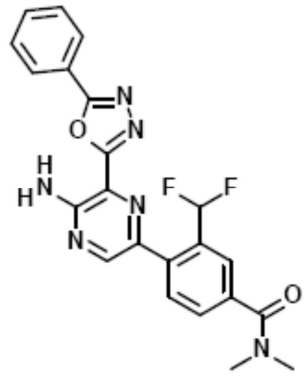
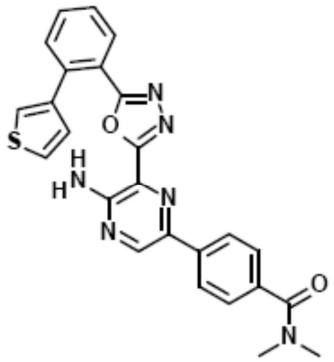
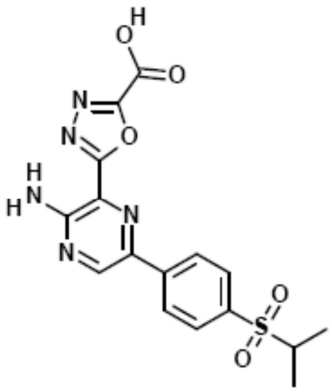
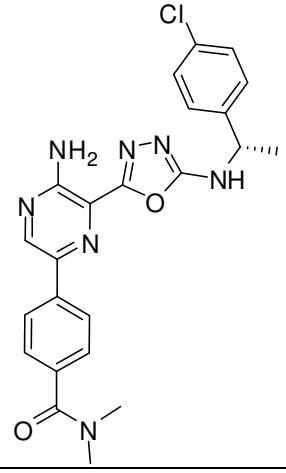
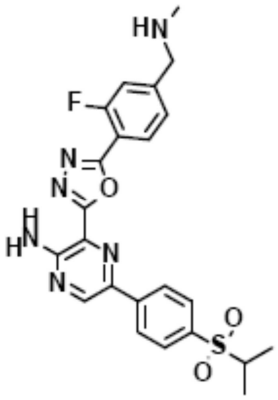
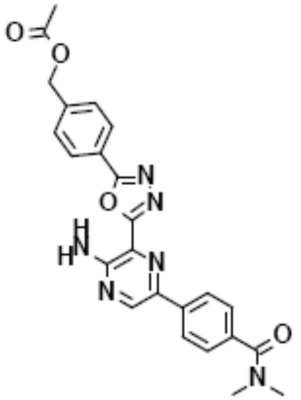
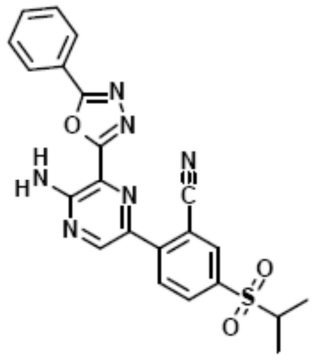
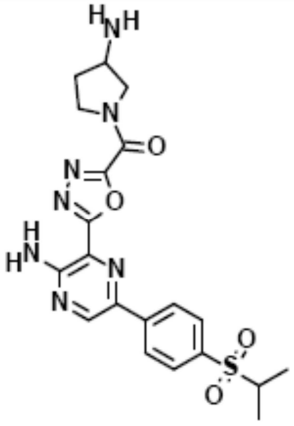
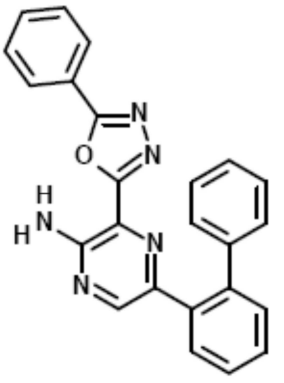
		
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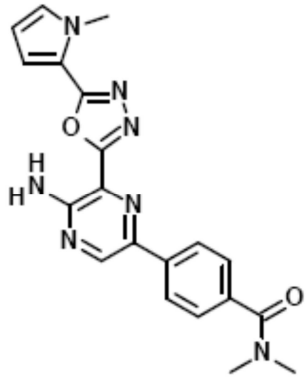
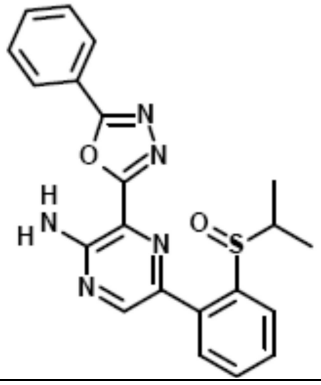
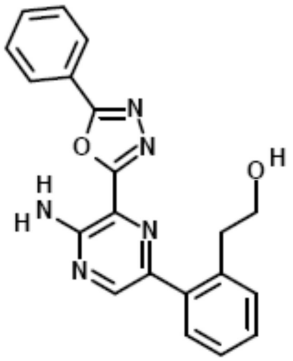
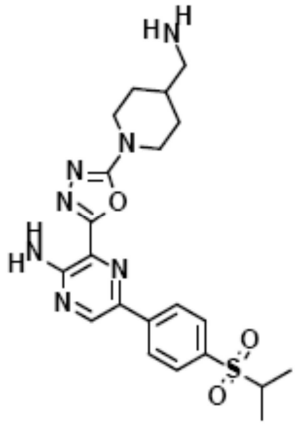
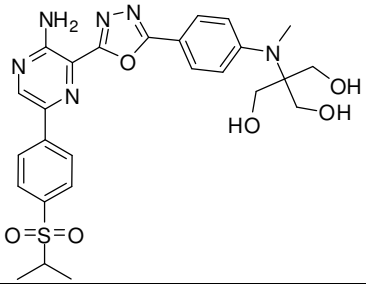
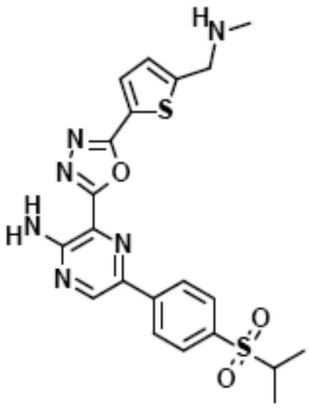
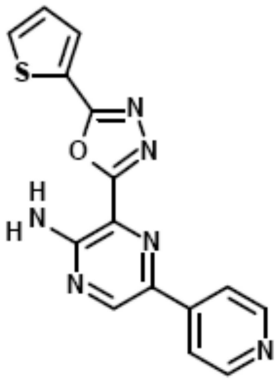
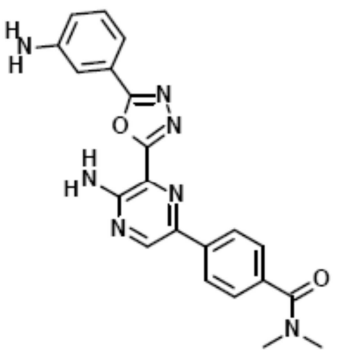
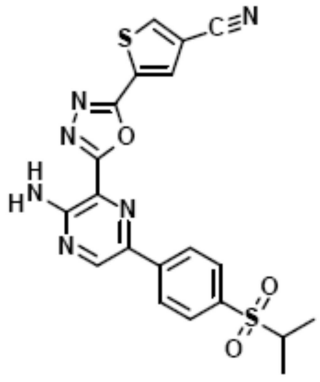
		
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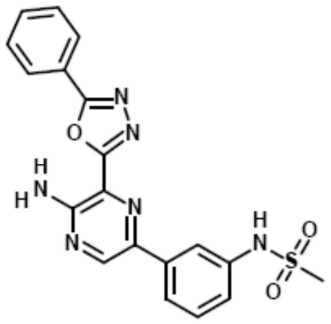
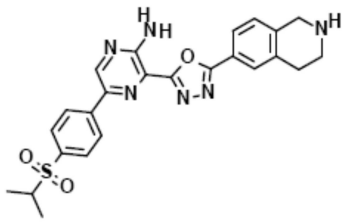
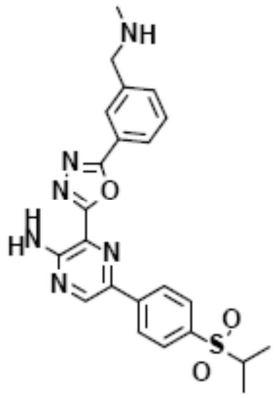
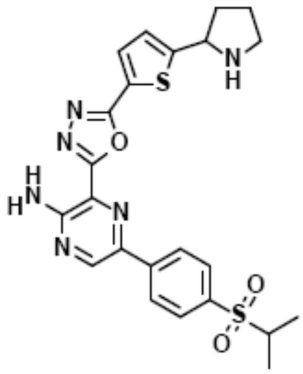
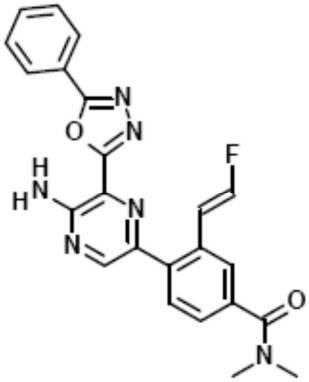
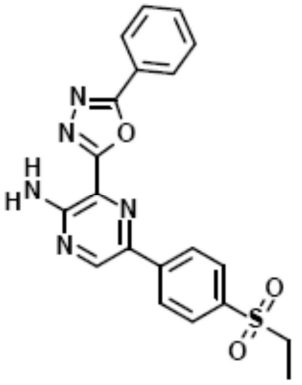
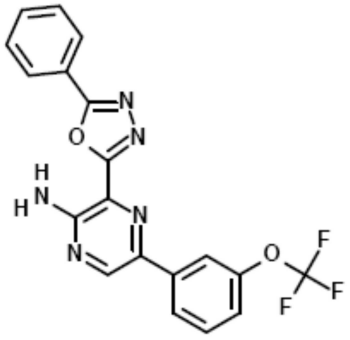
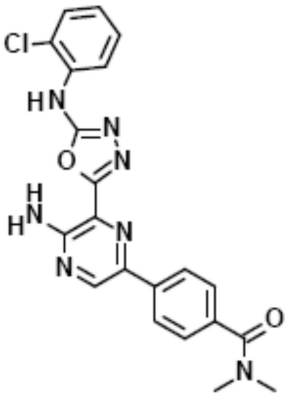
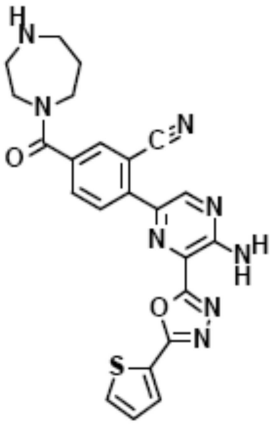
		
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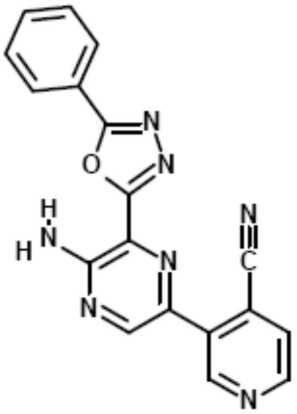
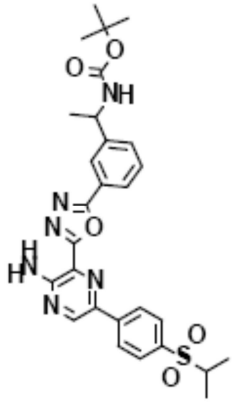
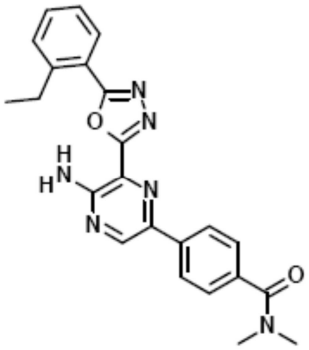
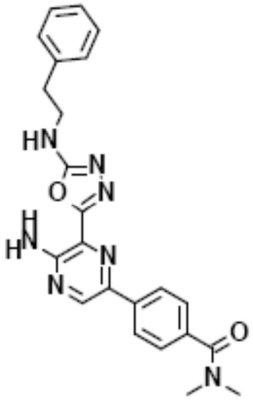
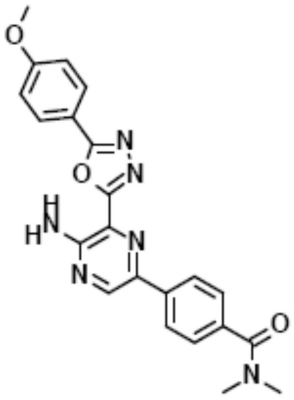
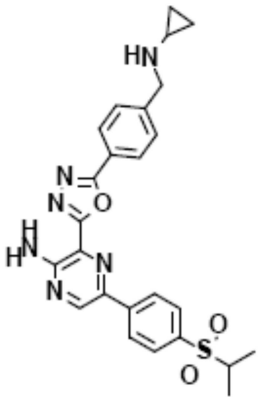
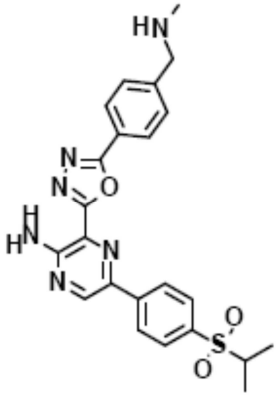
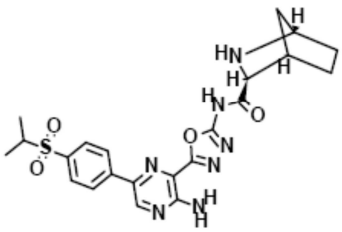
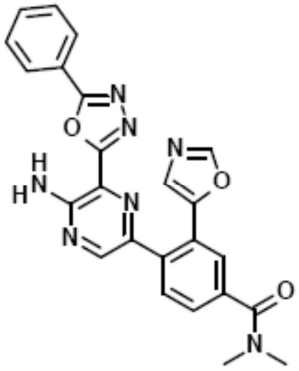
		
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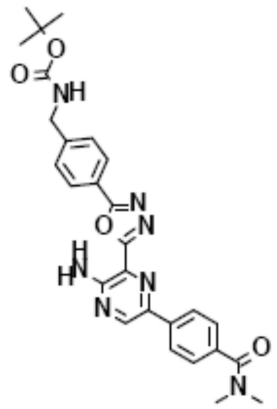
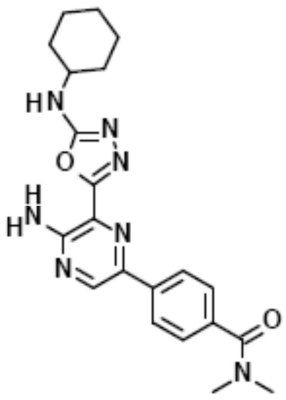
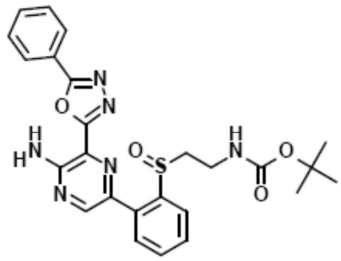
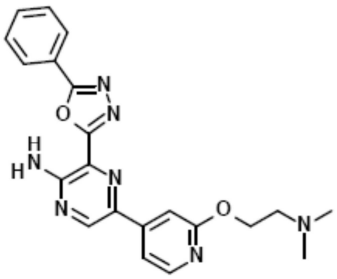
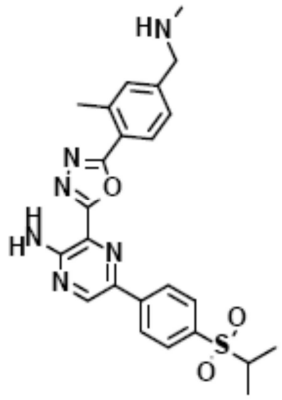
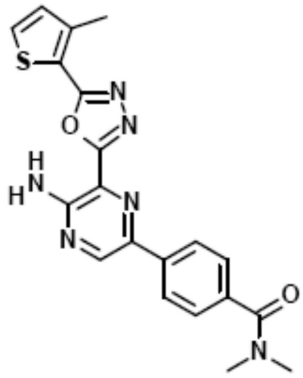
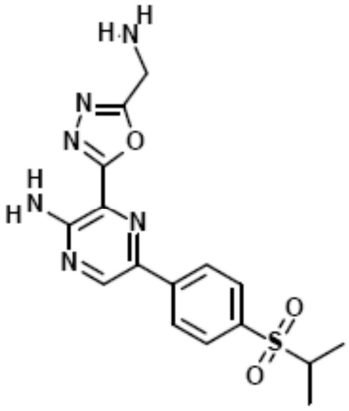
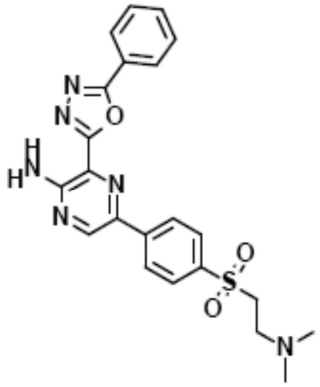
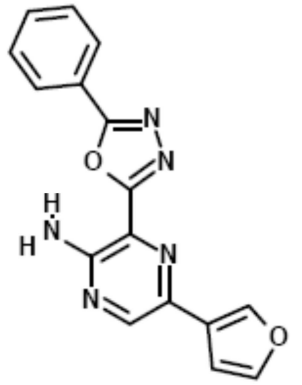
		
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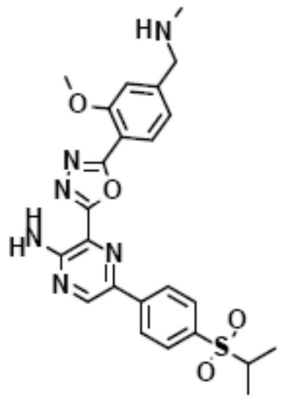
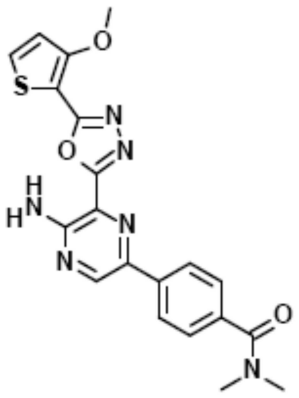
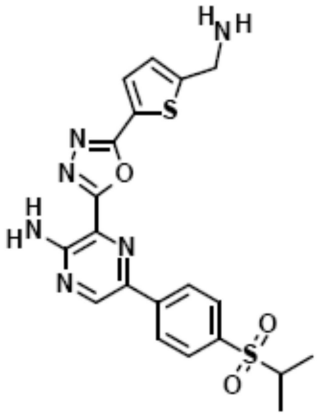
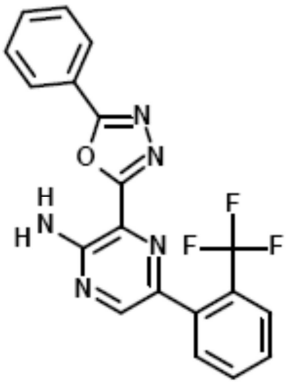
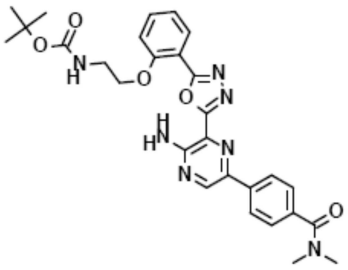
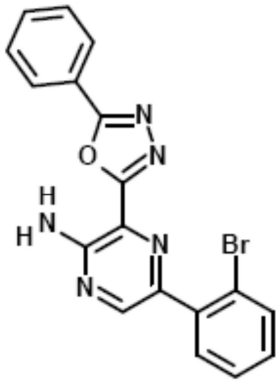
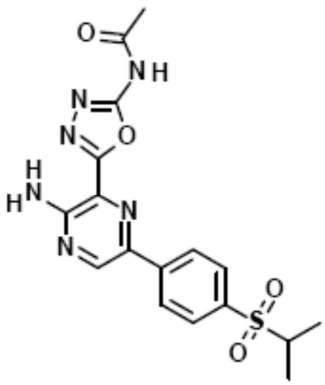
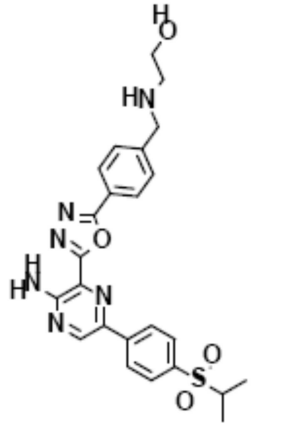
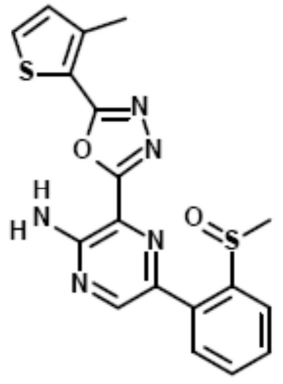
		
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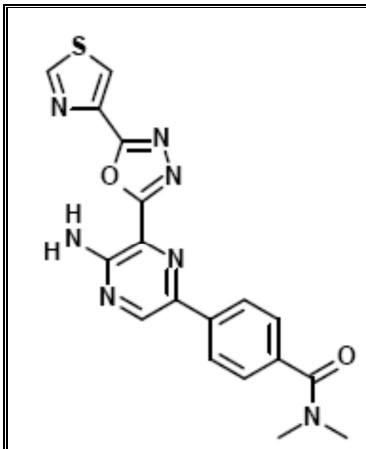
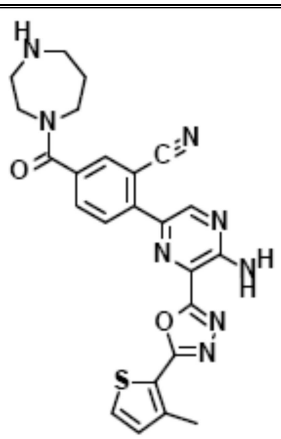
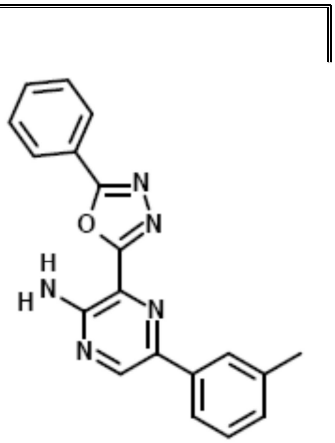
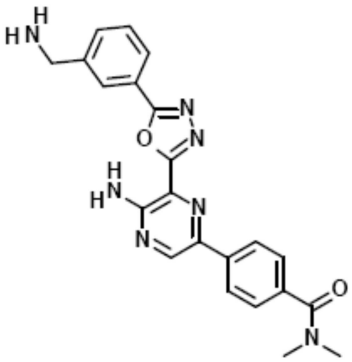
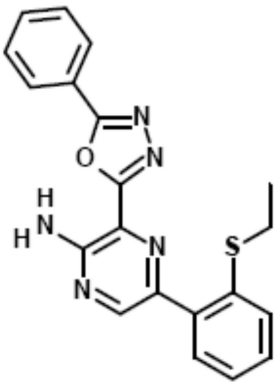
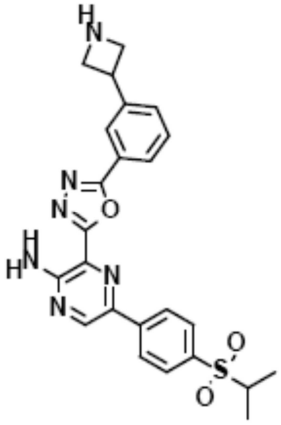
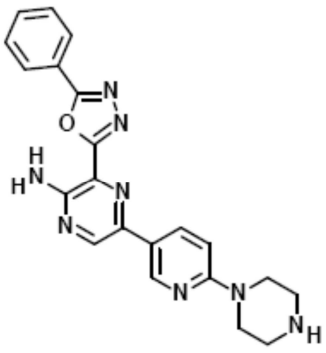
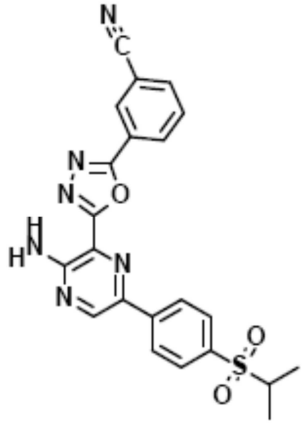
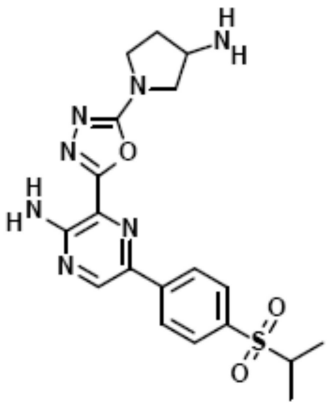
		
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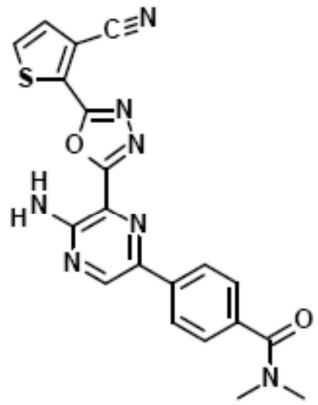
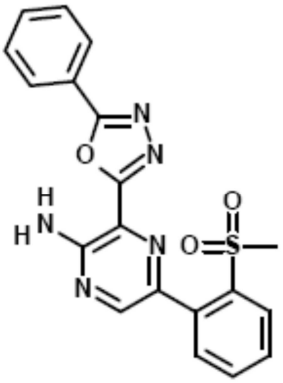
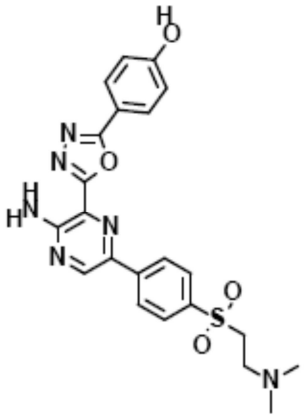
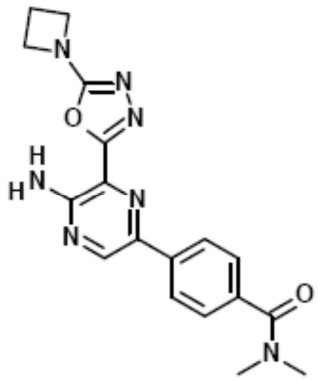
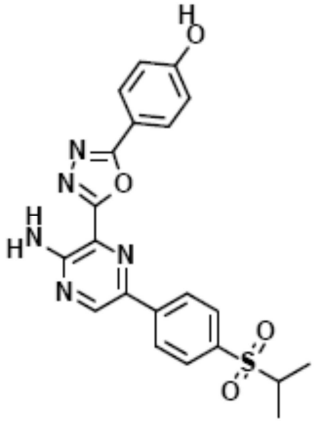
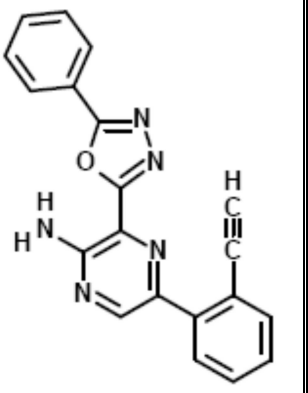
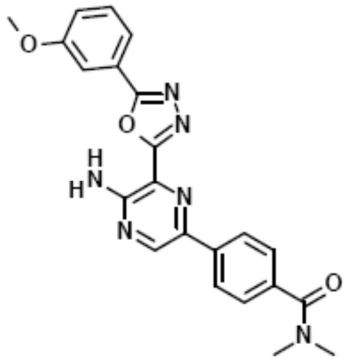
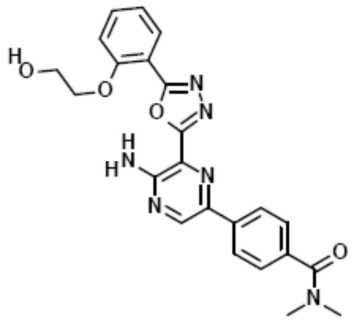
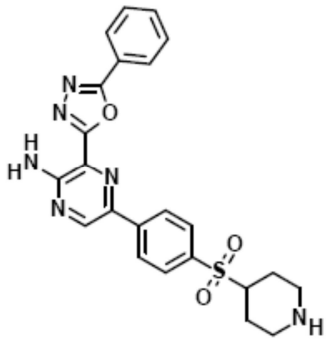
		
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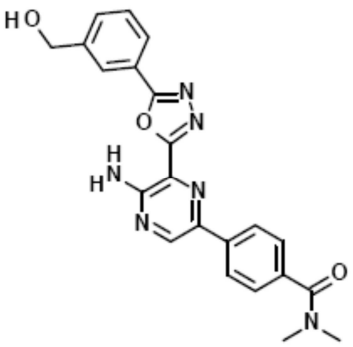
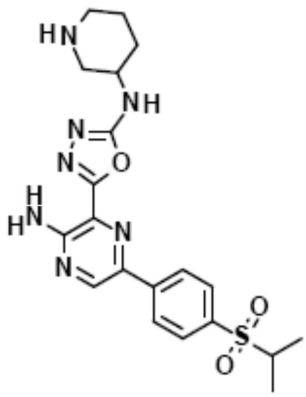
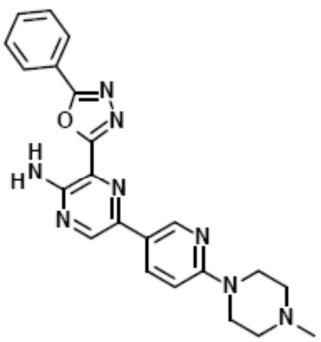
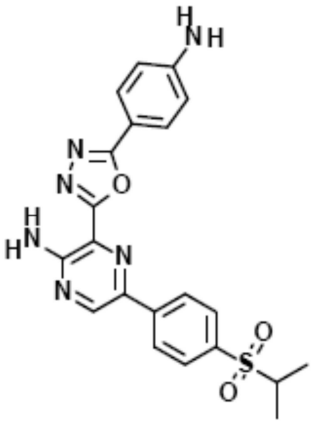
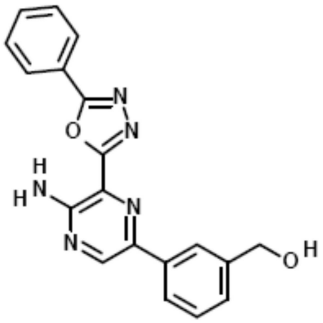
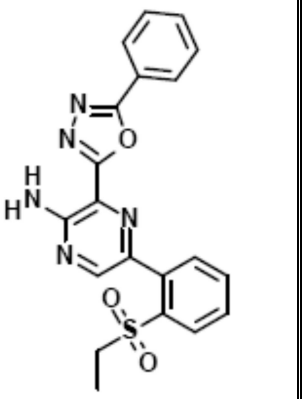
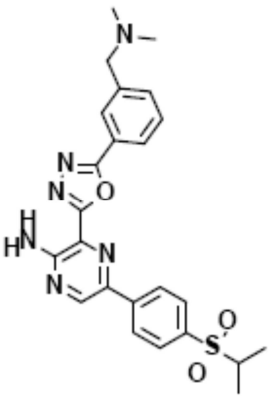
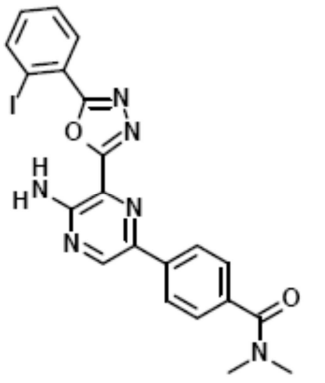
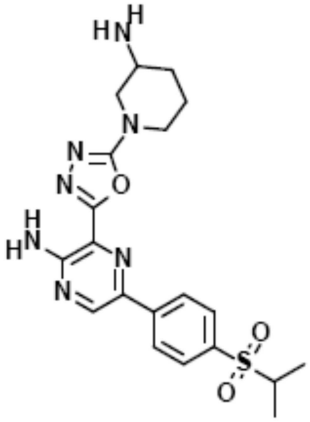
		
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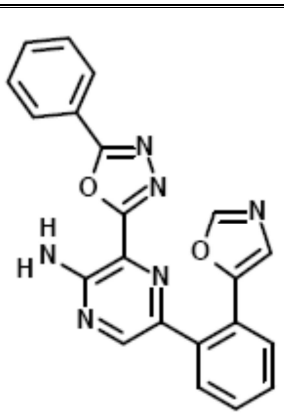
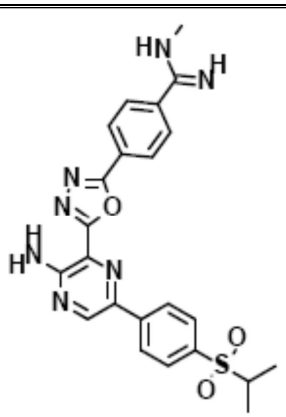
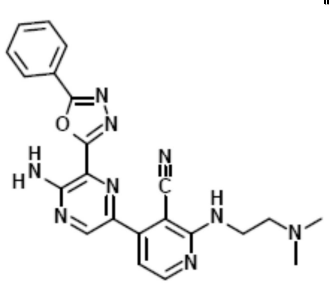
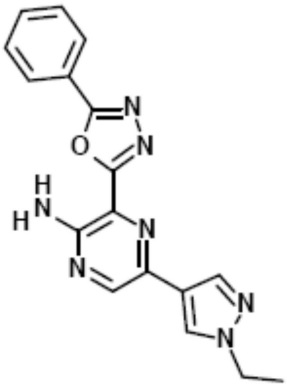
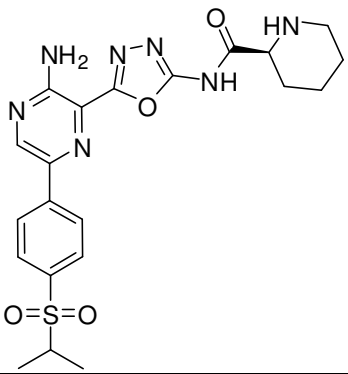
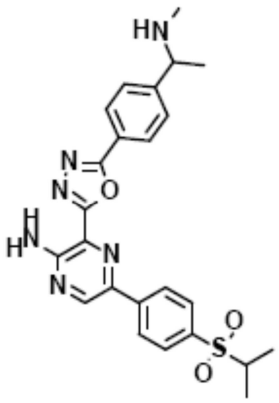
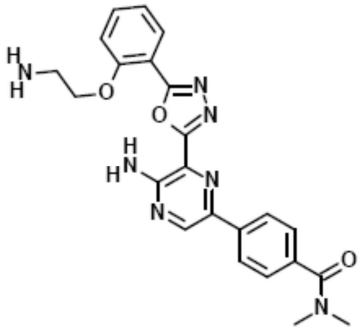
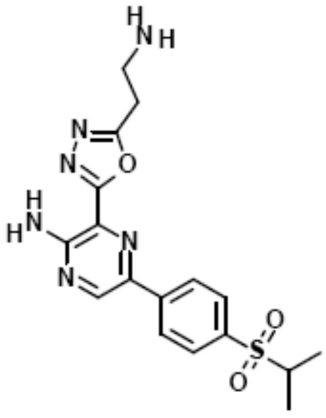
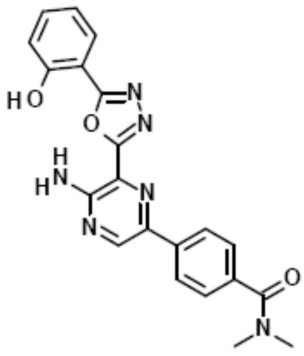
		
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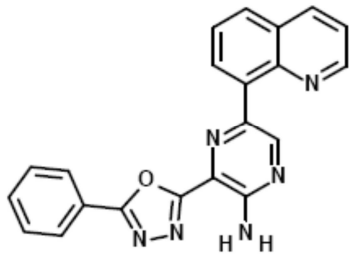
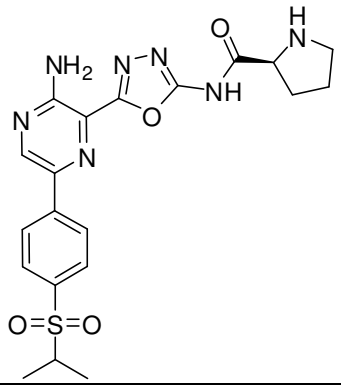
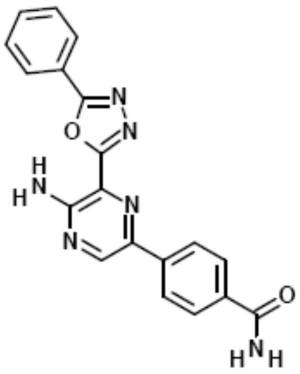
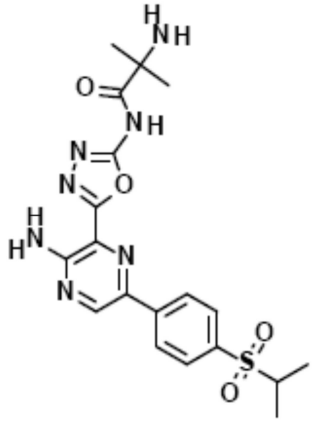
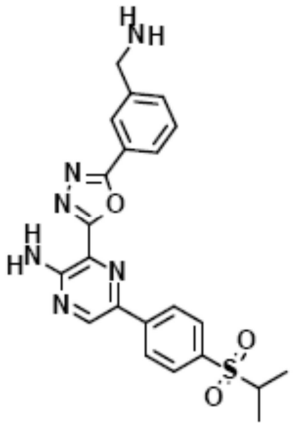
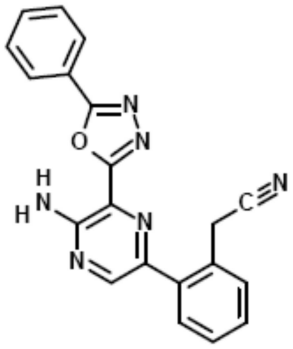
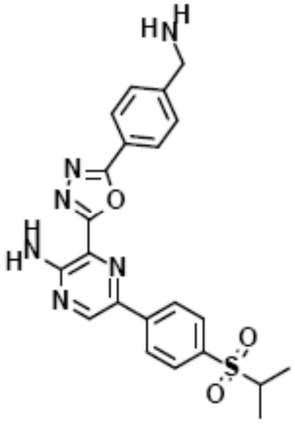
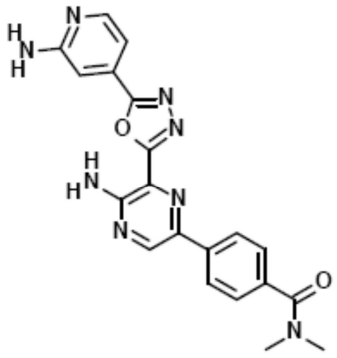
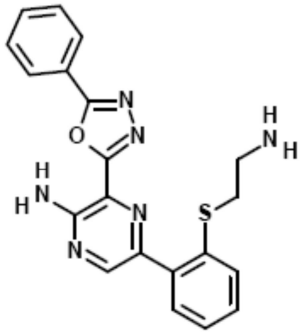
		
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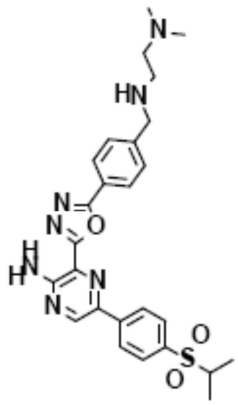
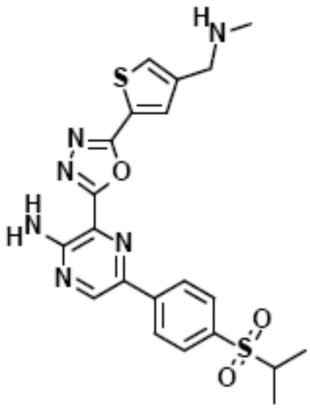
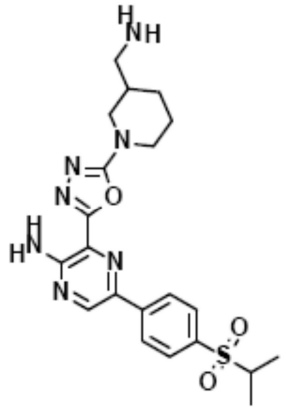
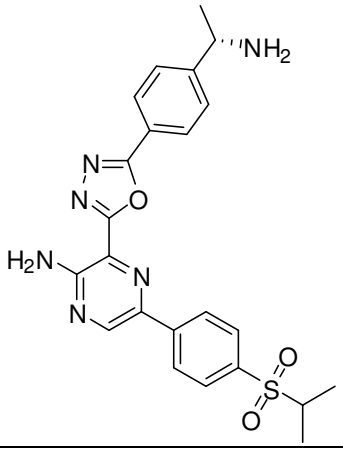
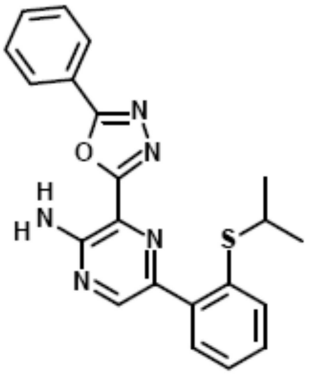
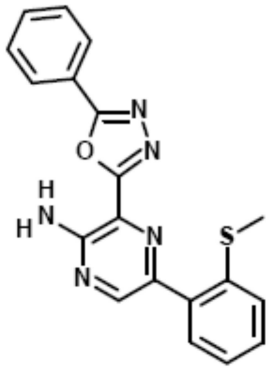
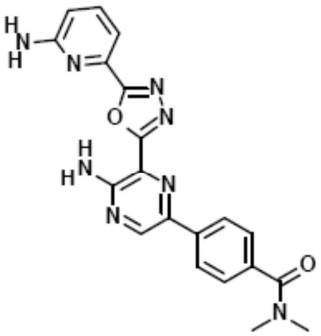
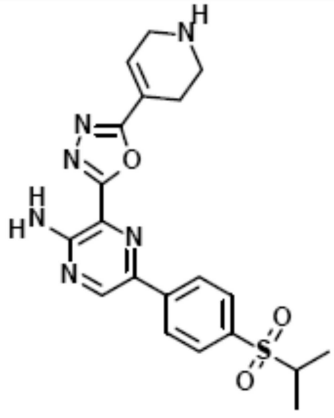
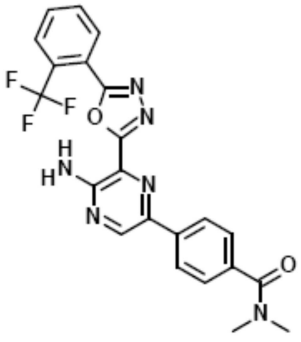
		
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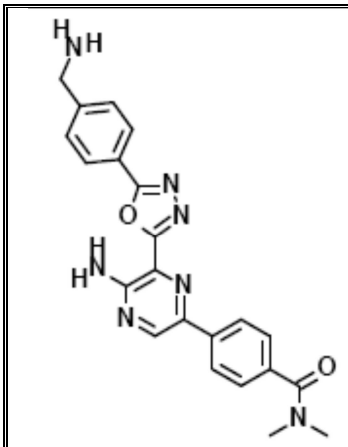
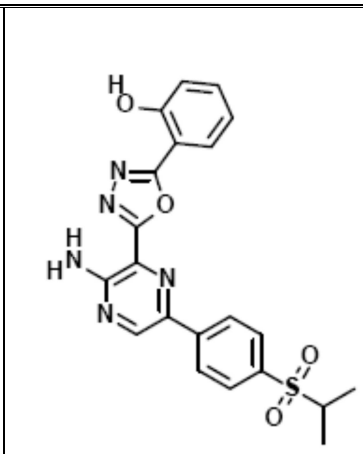
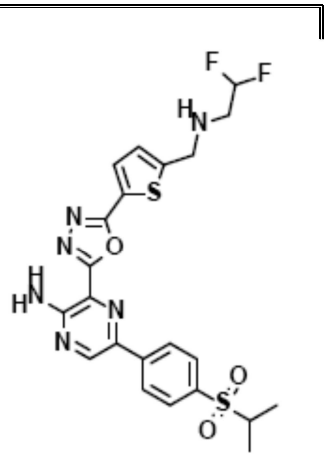
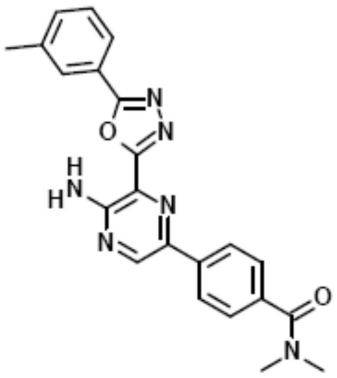
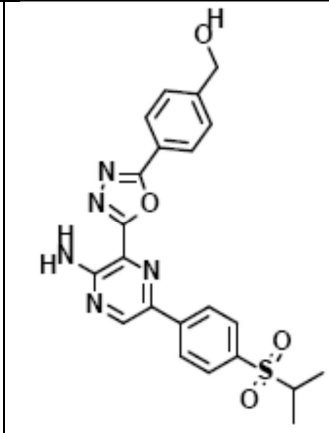
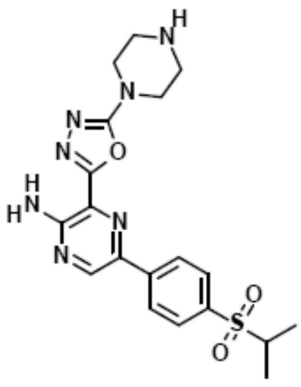
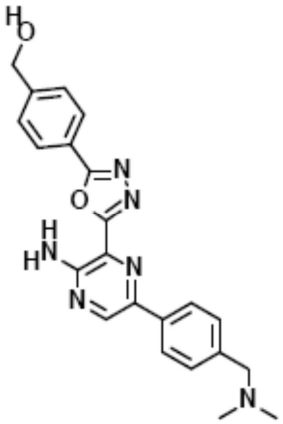
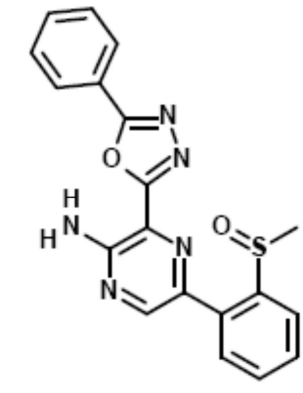
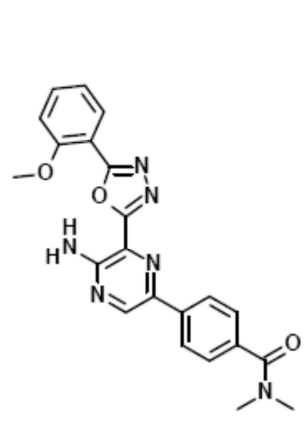
		
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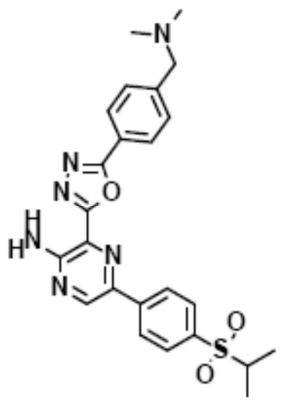
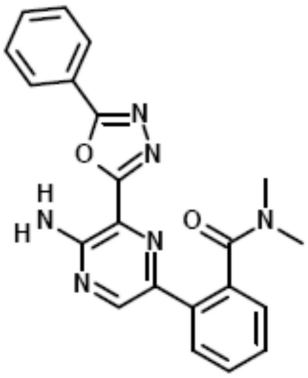
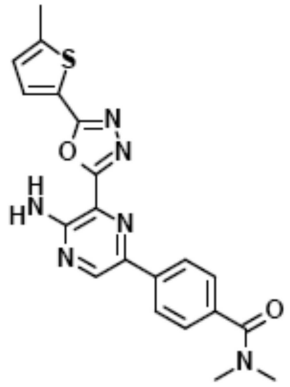
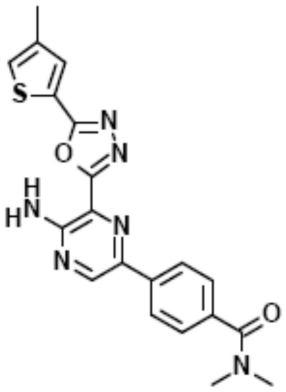
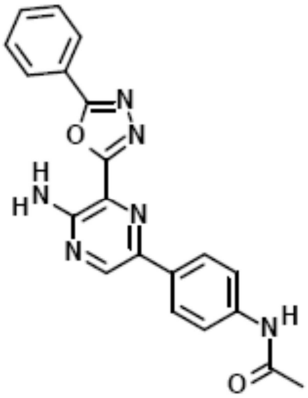
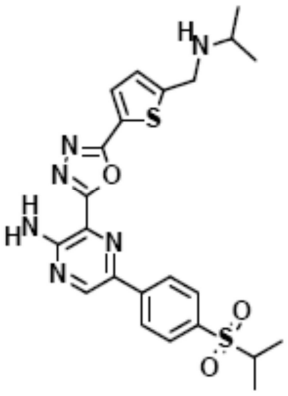
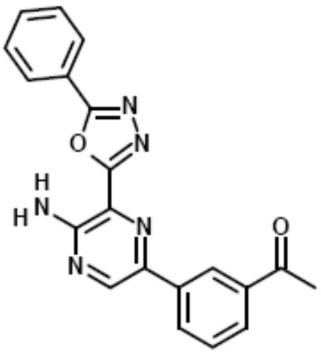
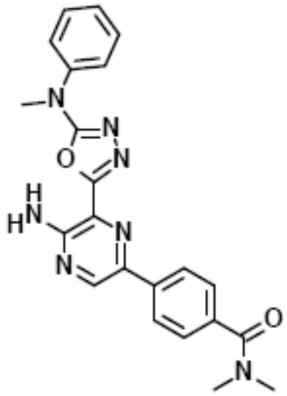
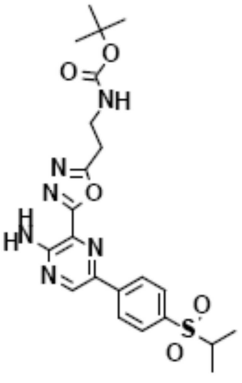
		
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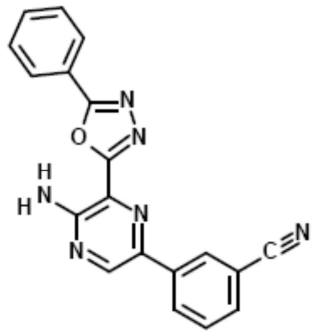
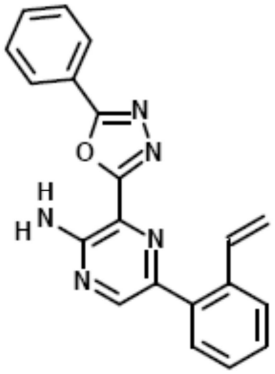
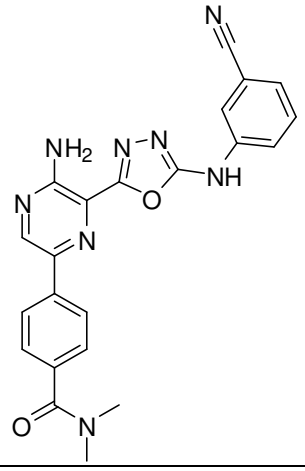
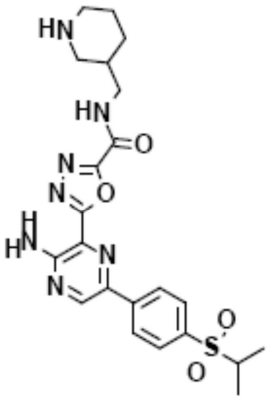
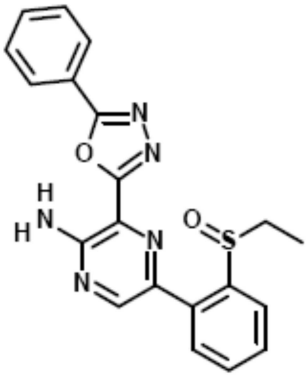
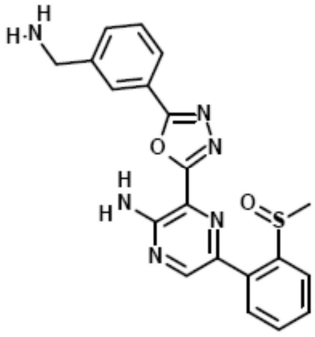
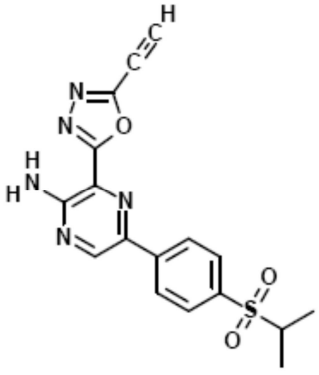
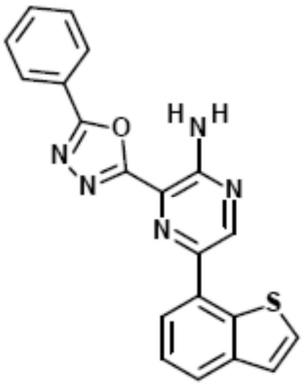
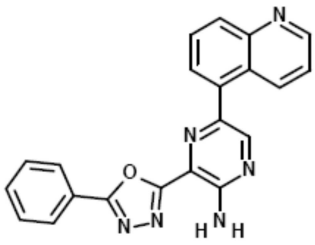
		
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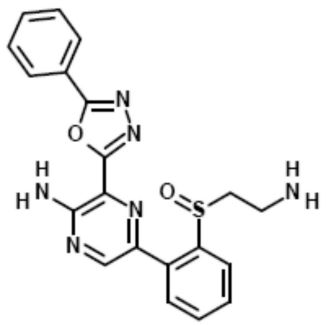
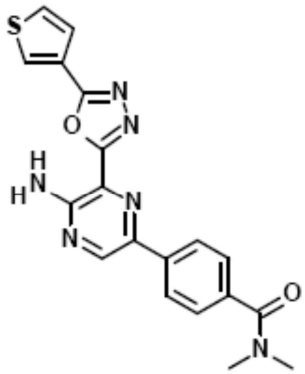
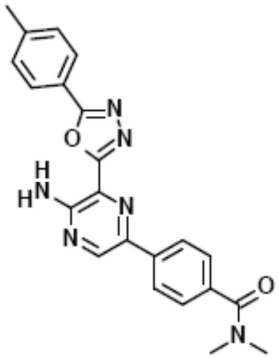
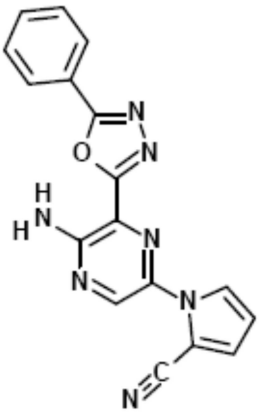
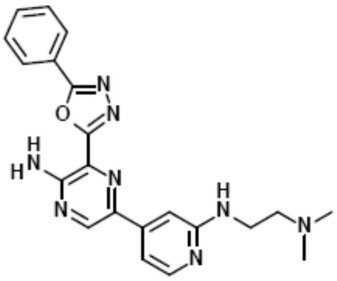
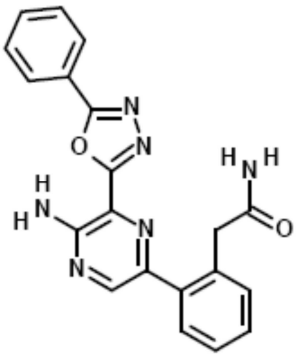
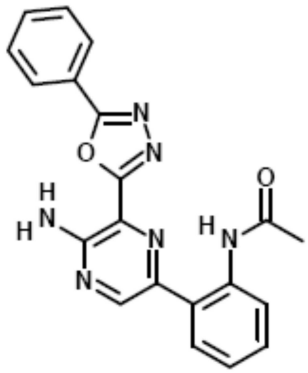
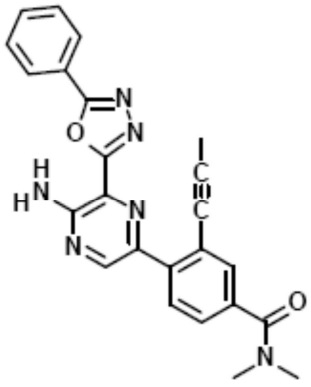
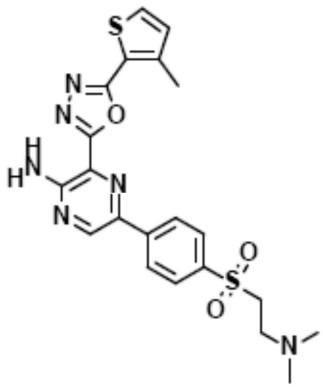
		
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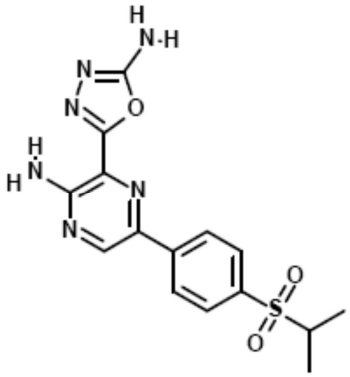
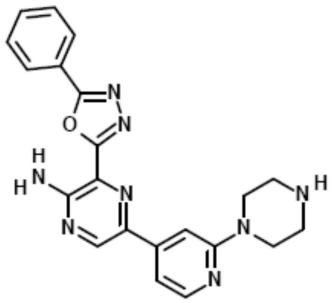
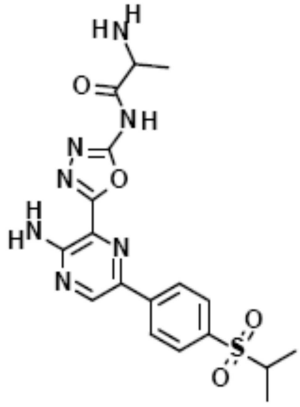
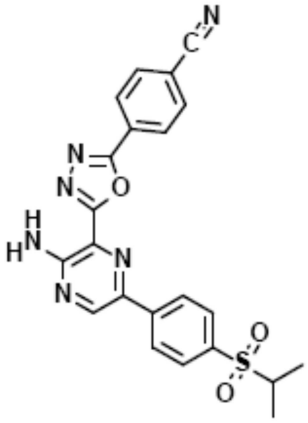
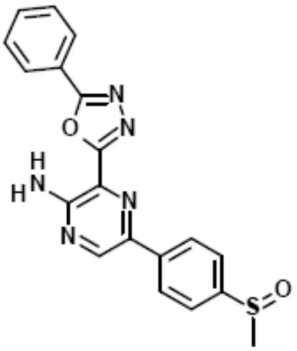
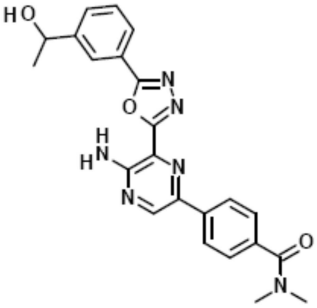
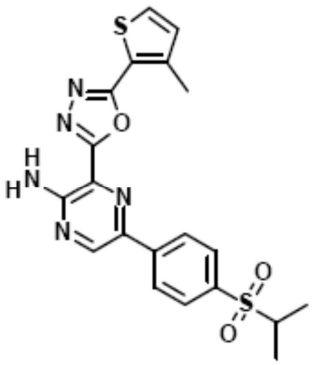
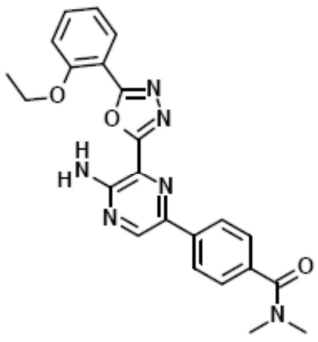
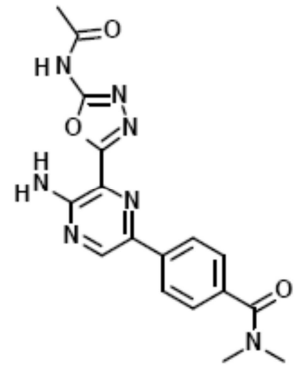
		
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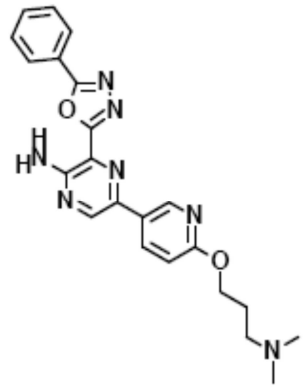
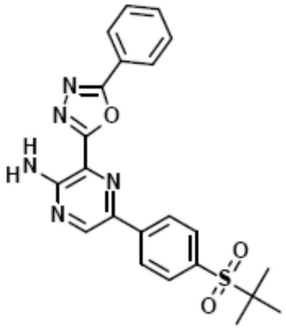
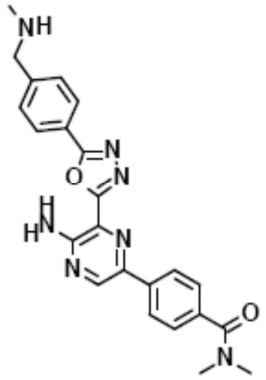
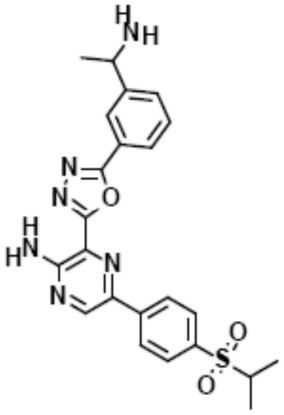
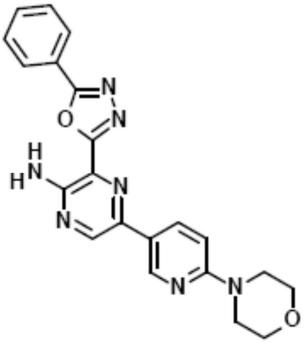
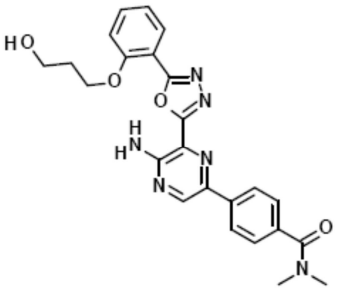
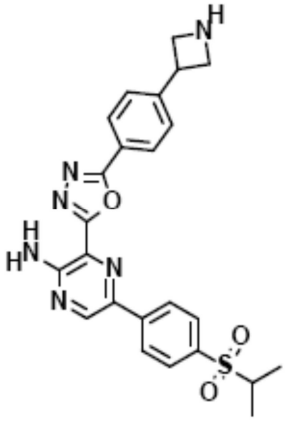
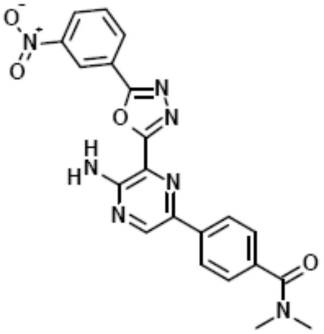
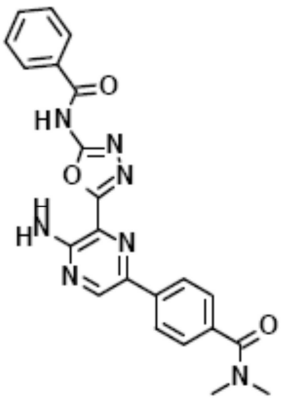
		
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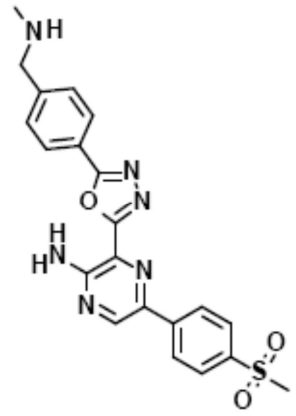
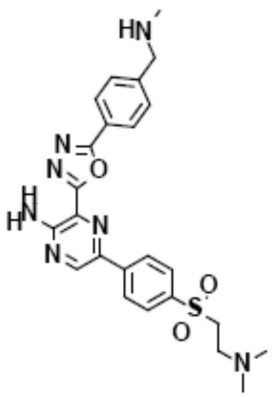
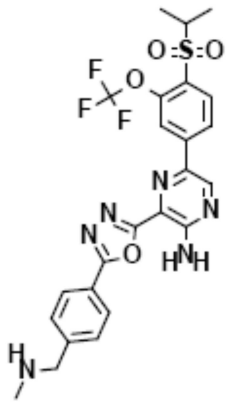
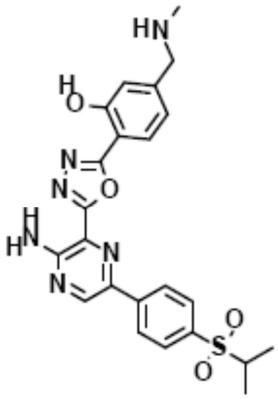
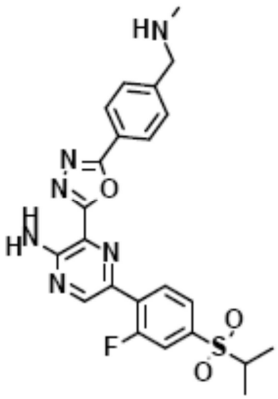
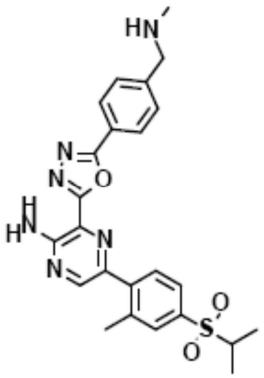
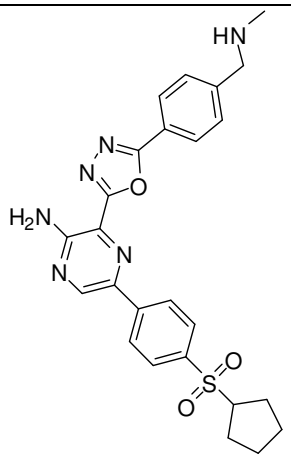
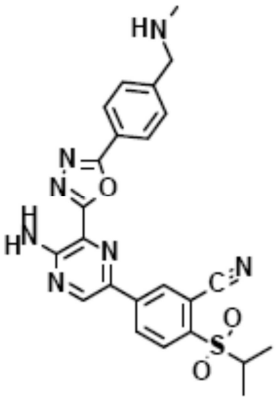
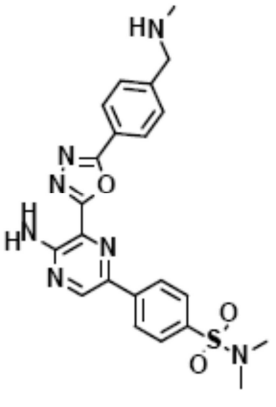
		
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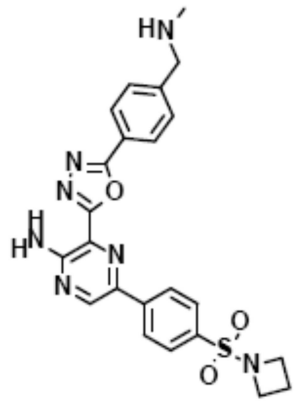
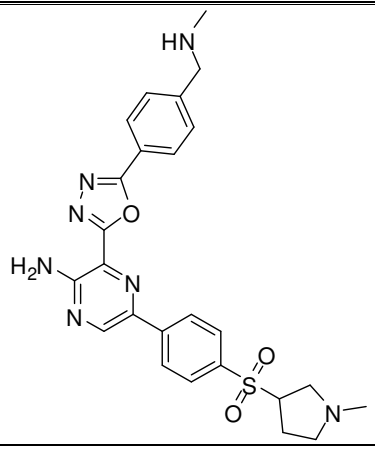
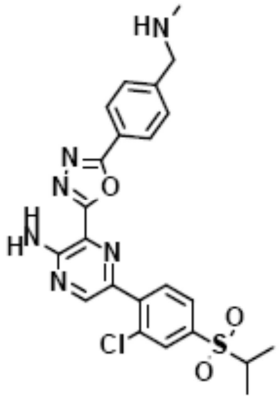
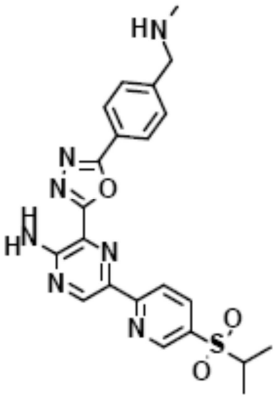
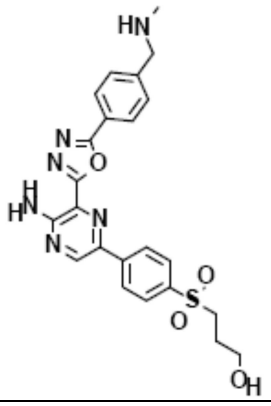
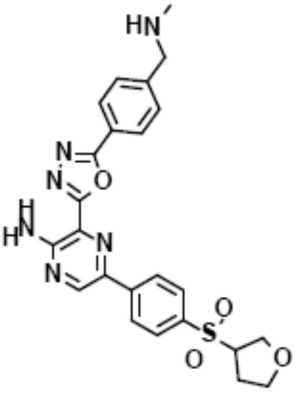
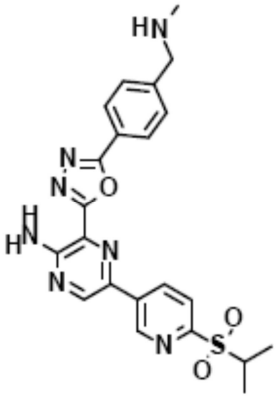
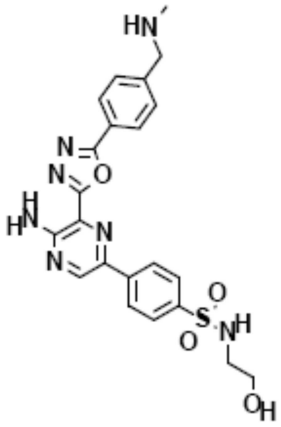
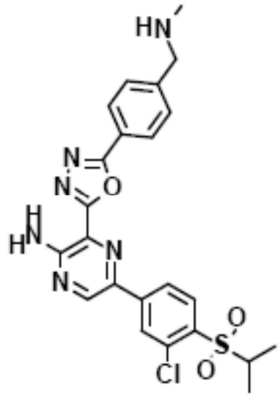
		
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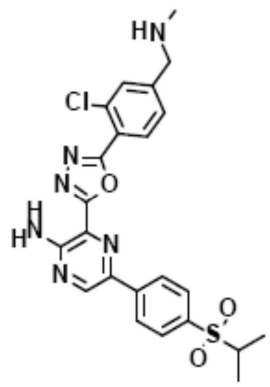
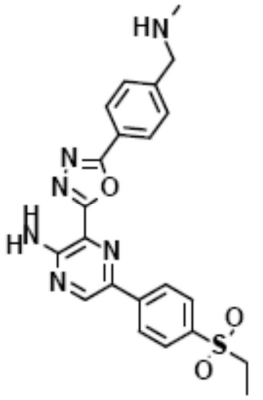
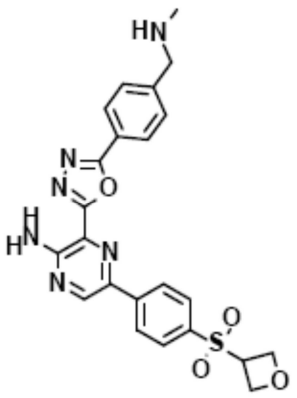
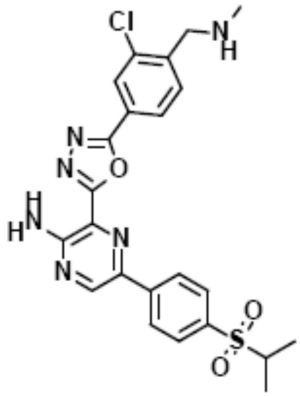
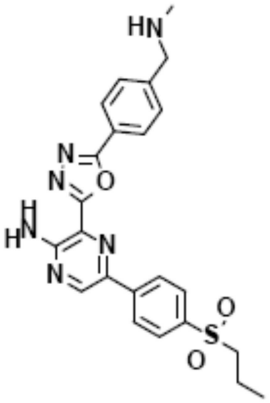
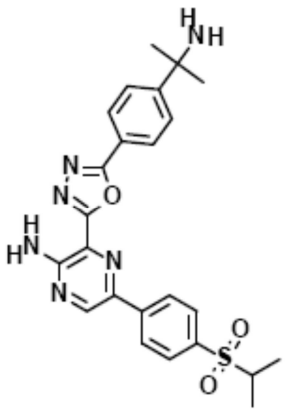
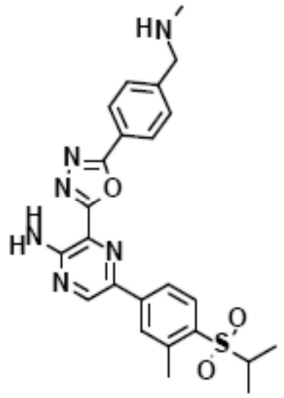
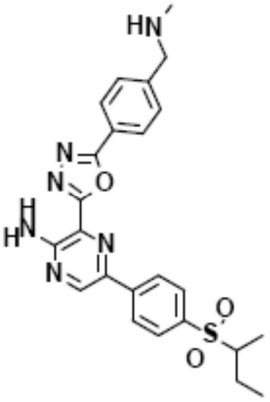
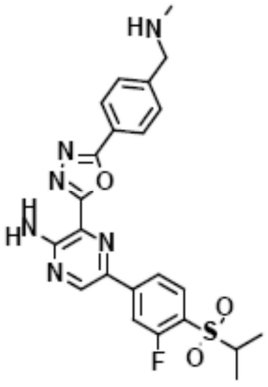
		
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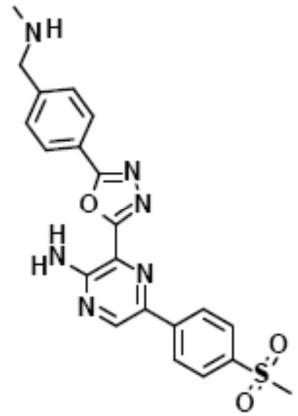
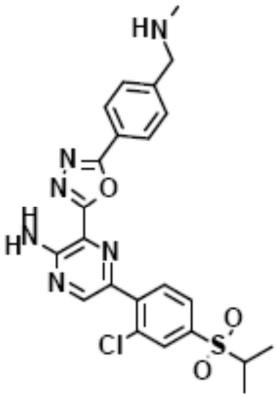
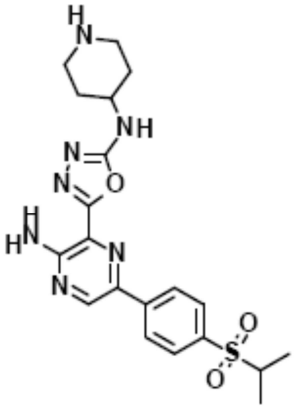
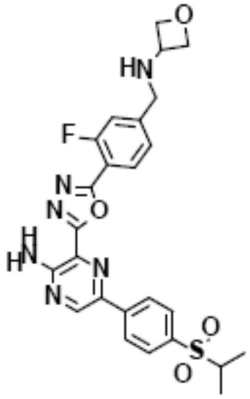
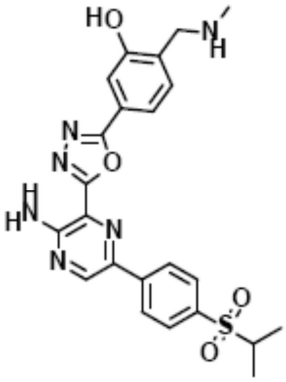
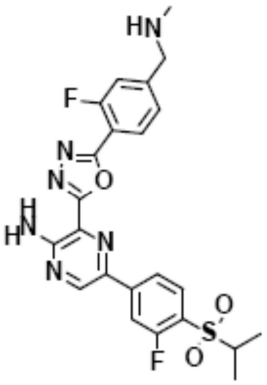
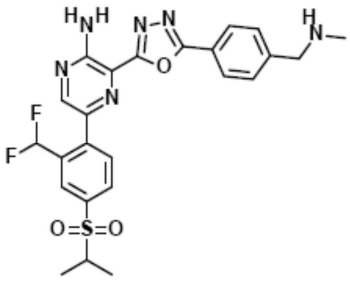
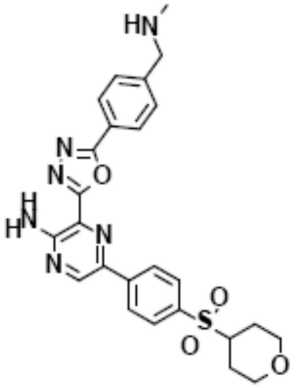
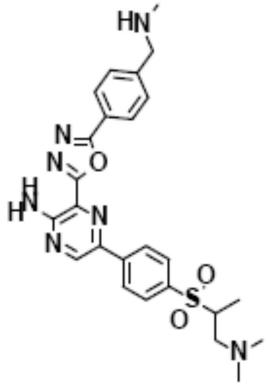
		
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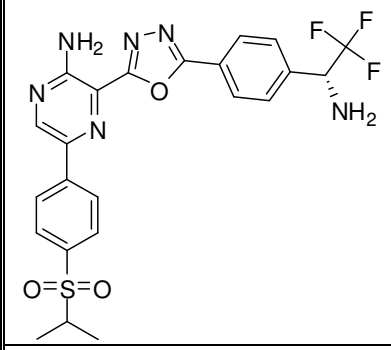
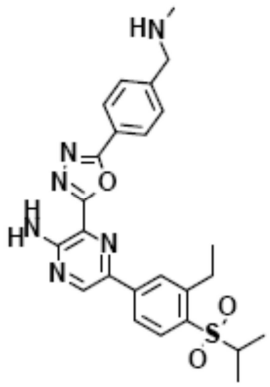
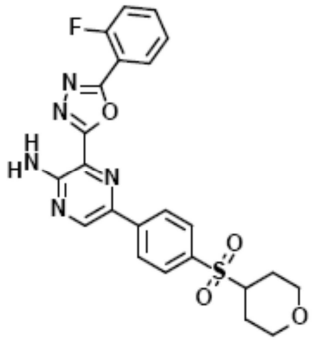
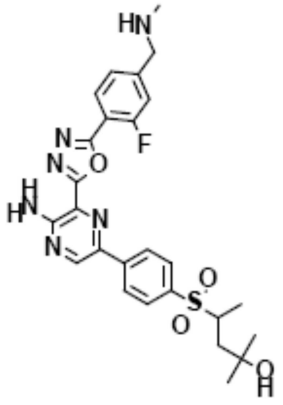
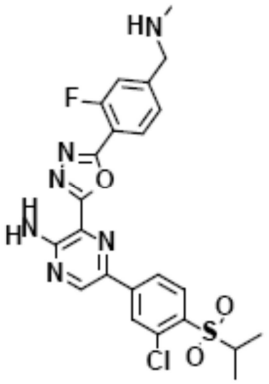
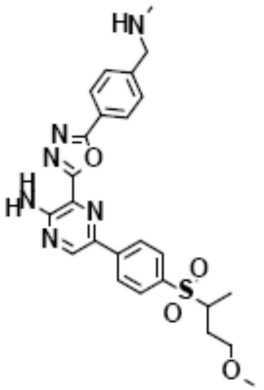
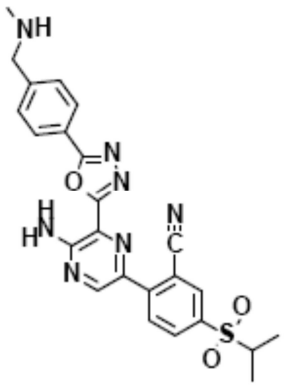
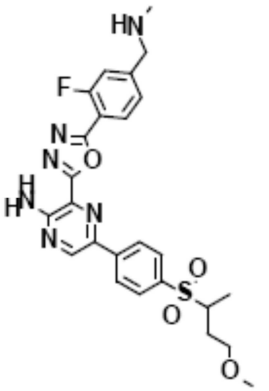
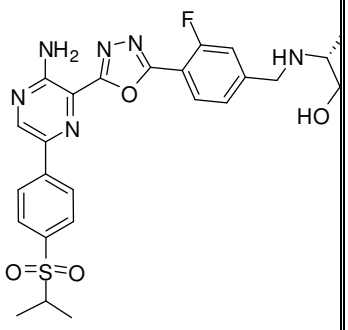
		
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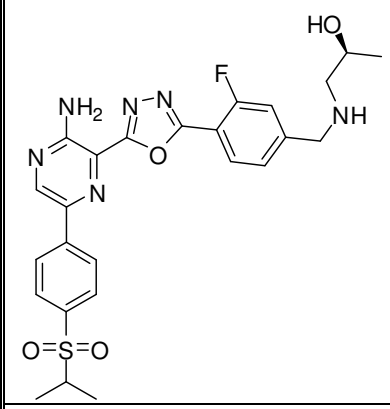
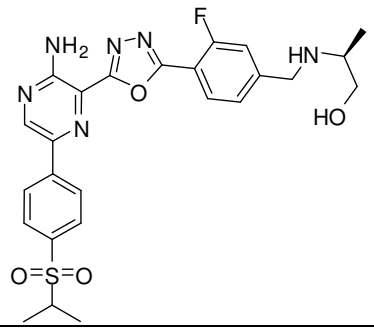
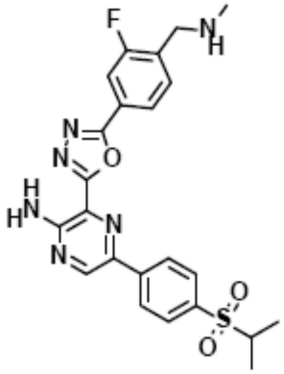
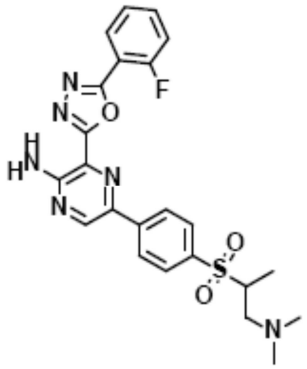
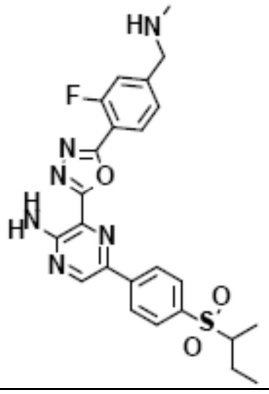
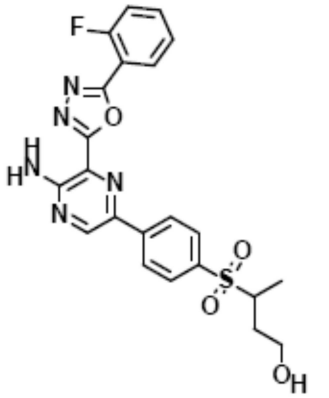
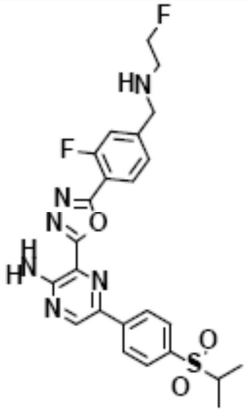
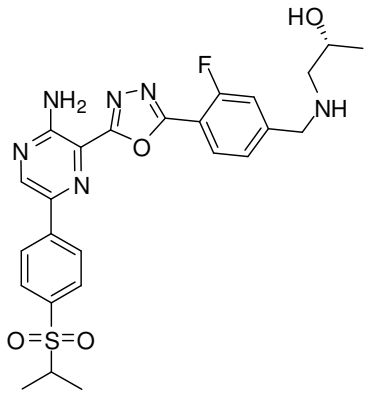
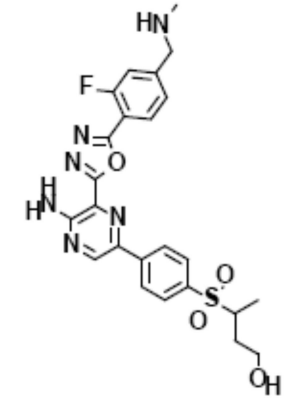
		
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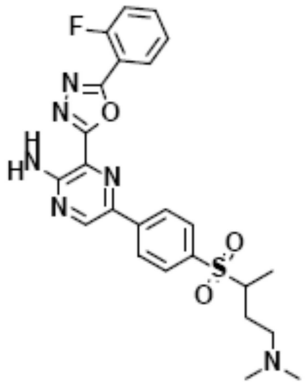
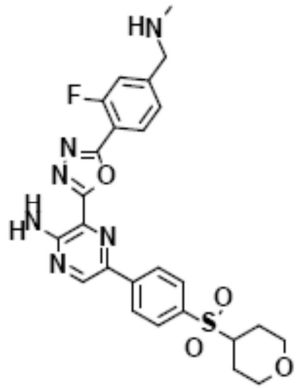
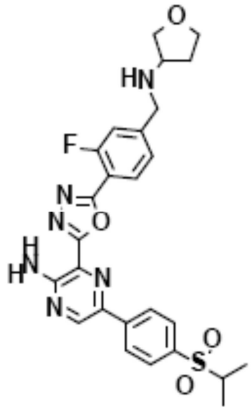
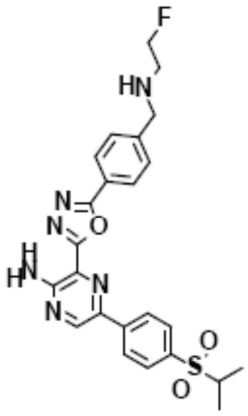
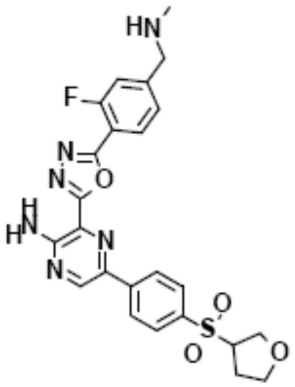
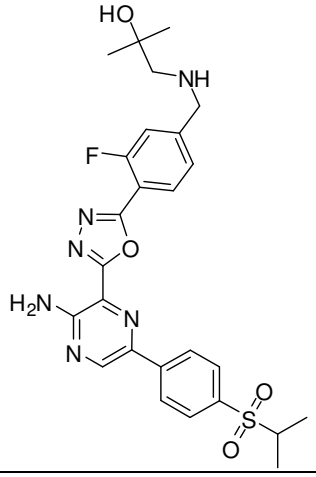
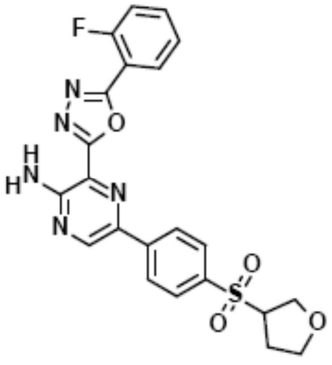
		
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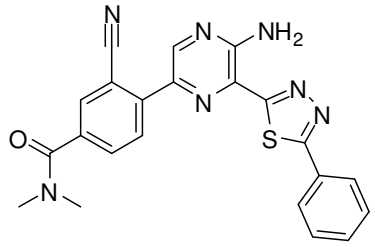
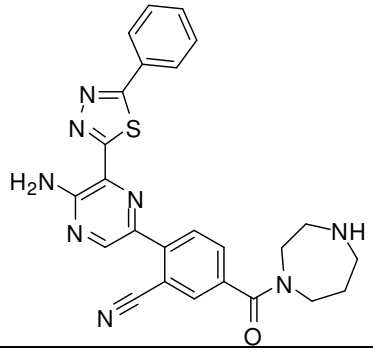
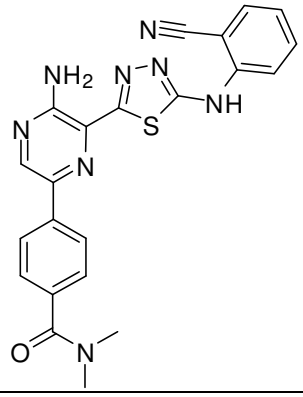
		
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IA-340	IA-341	IA-342

		
IA-343	IA-344	IA-345
		
IA-346	IA-347	IA-348
		
IA-349		

or a pharmaceutically acceptable salt thereof, or a

compound selected from the following:

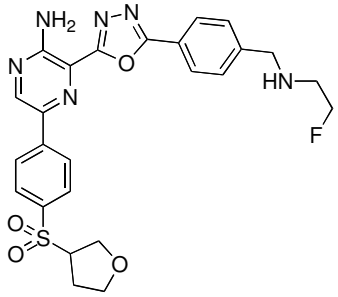
Table IVA

		
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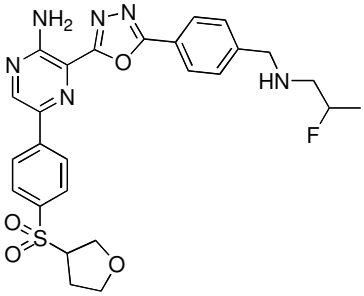
or a pharmaceutically acceptable salt thereof.

59. A compound selected from the following:

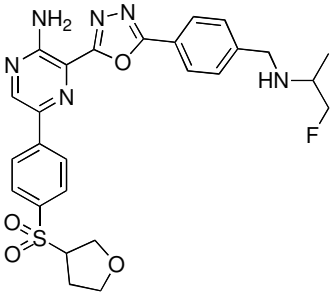
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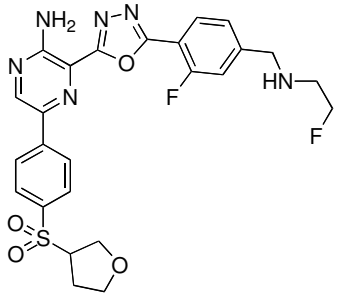
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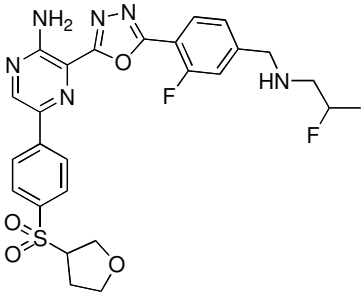
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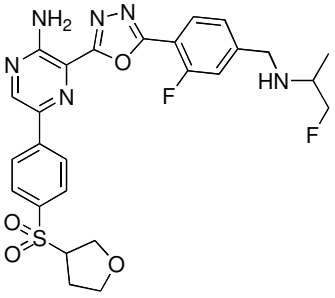
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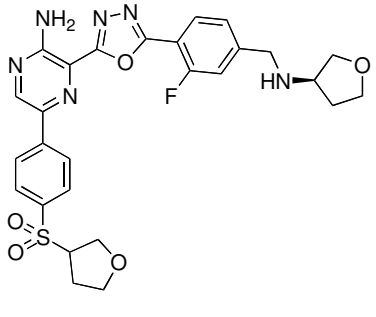
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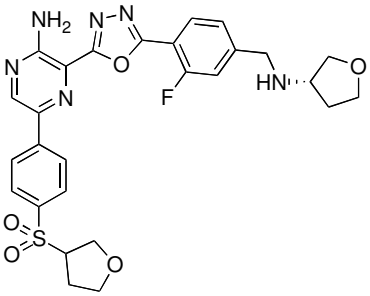
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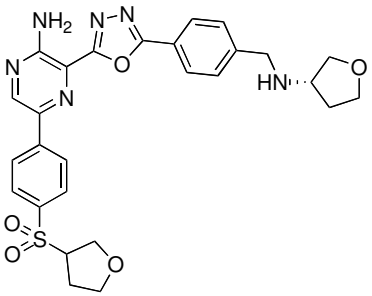
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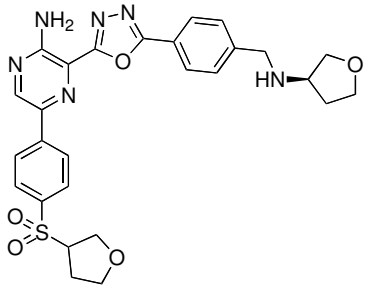
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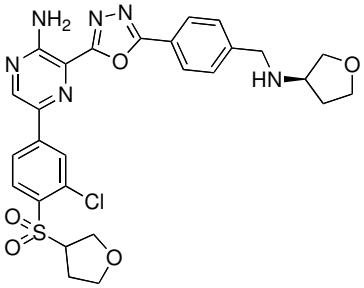
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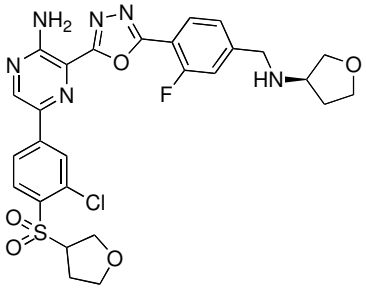
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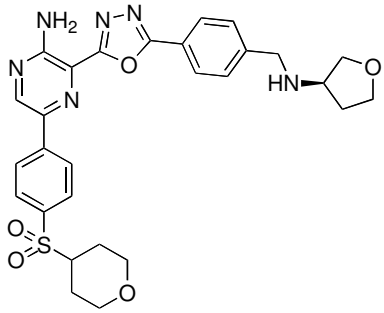
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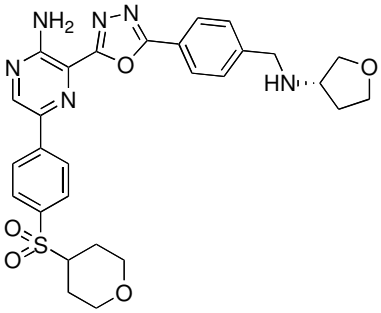
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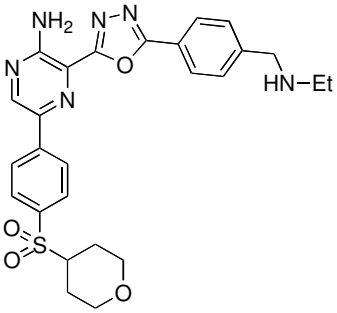
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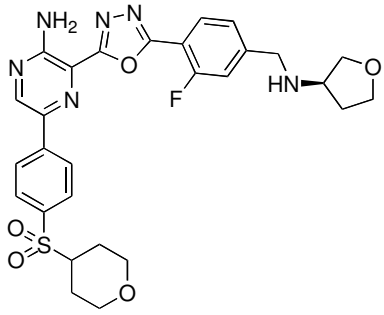
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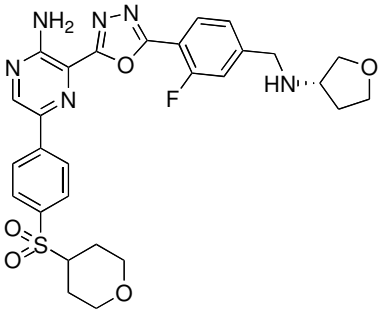
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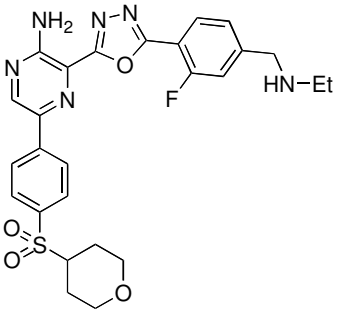
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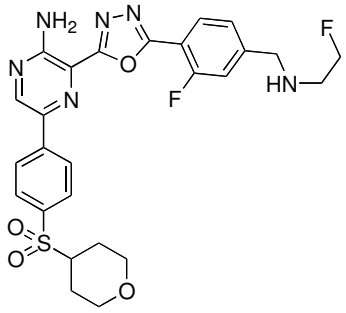
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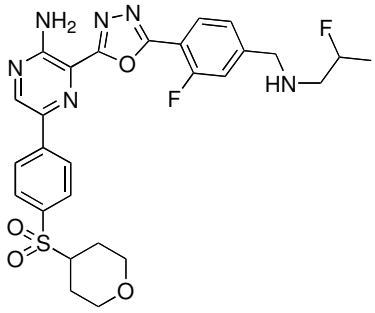


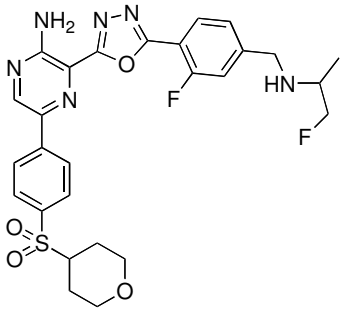
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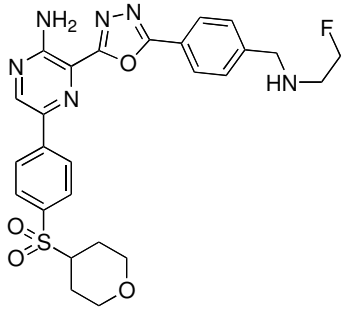


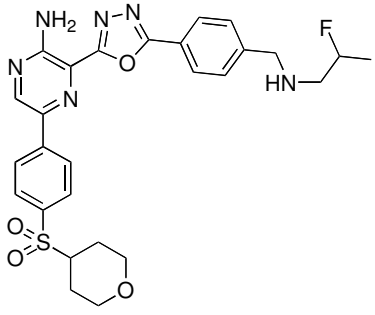
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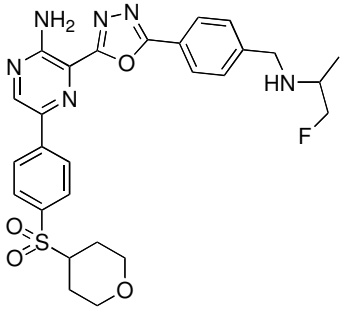

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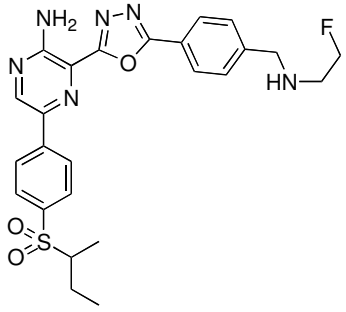

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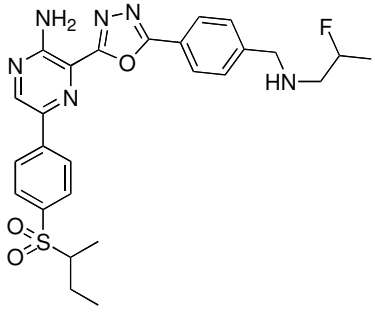

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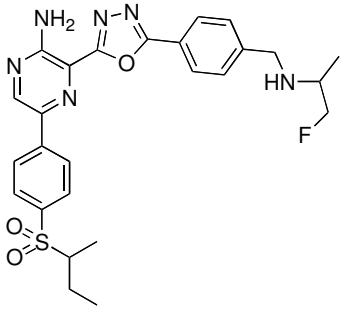

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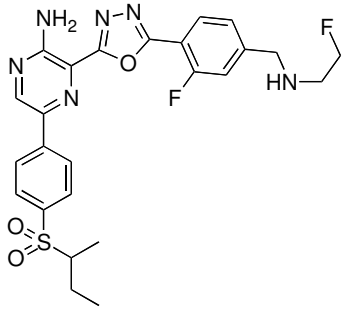

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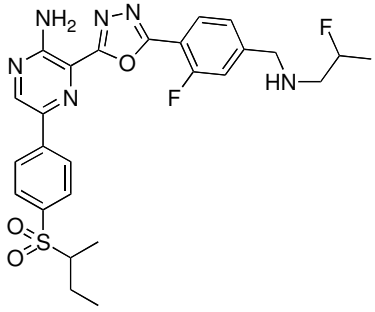

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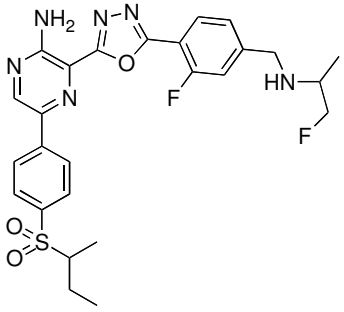

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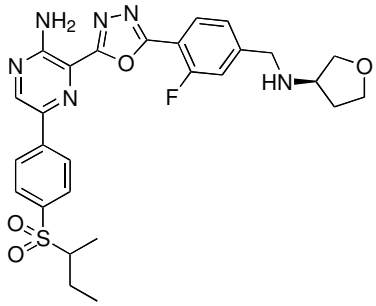

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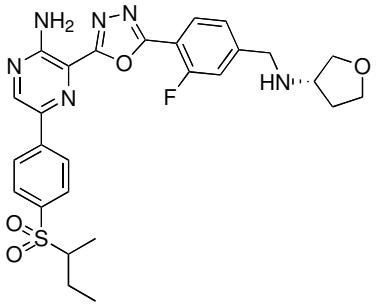

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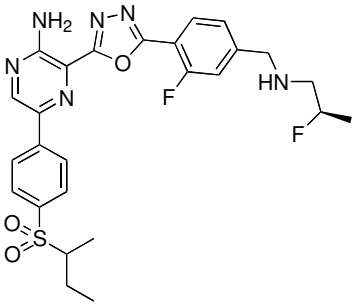

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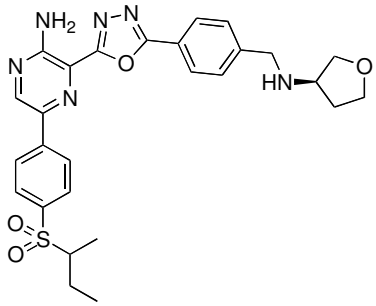
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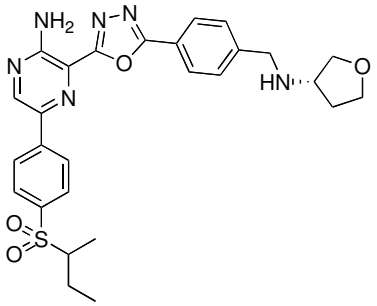
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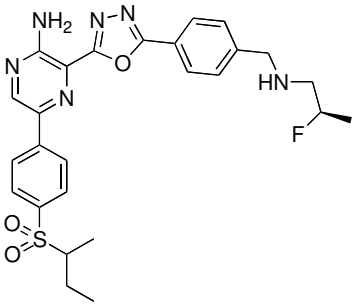
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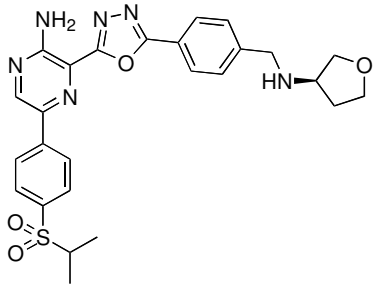
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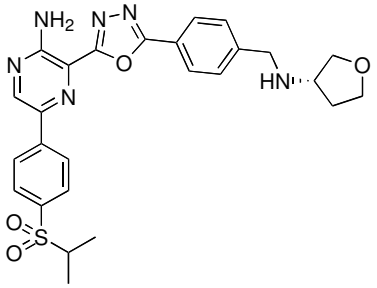
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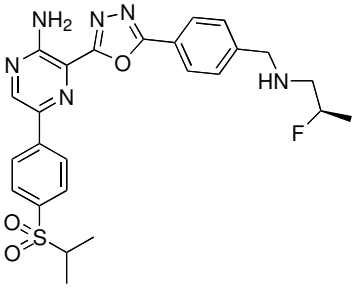
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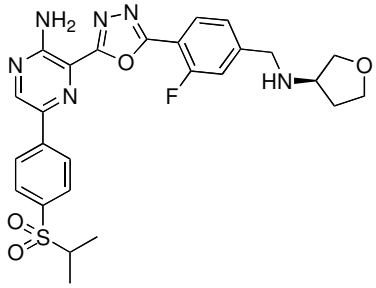
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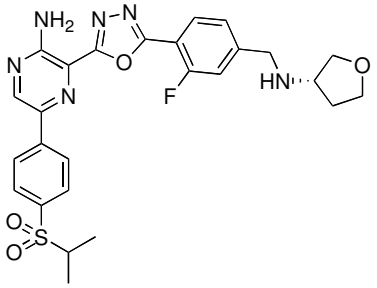
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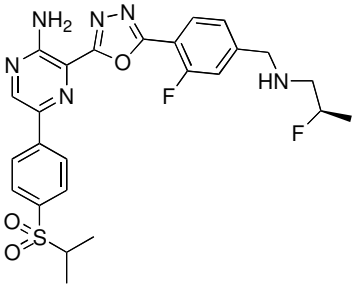
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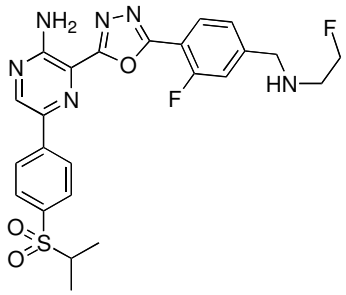
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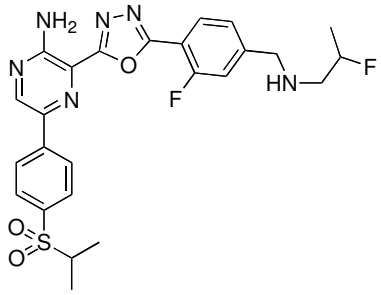
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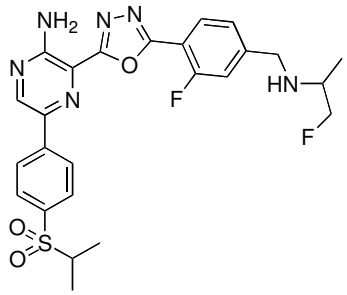
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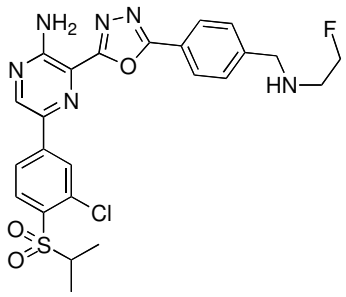
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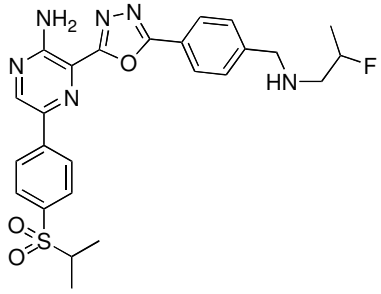
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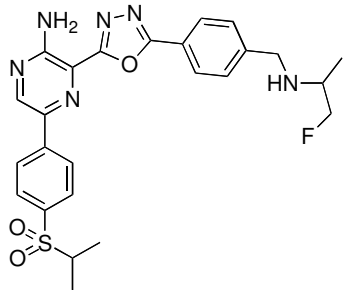
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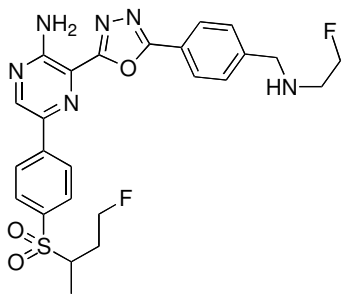
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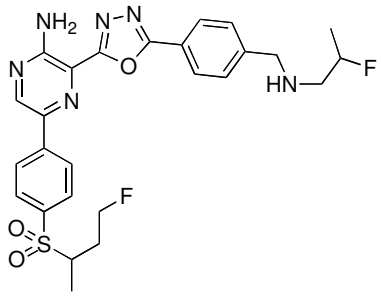
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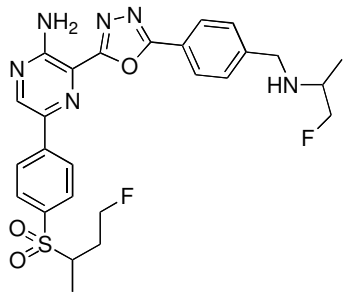
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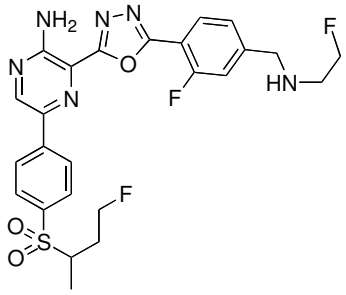
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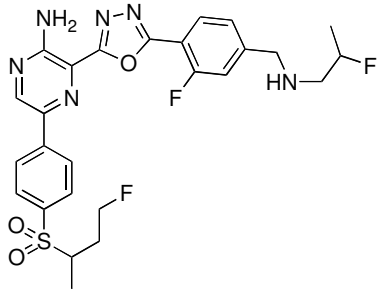
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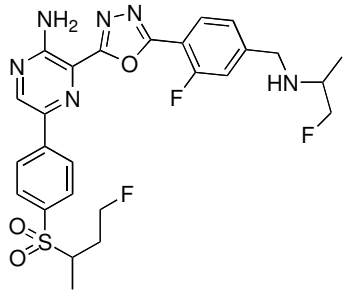
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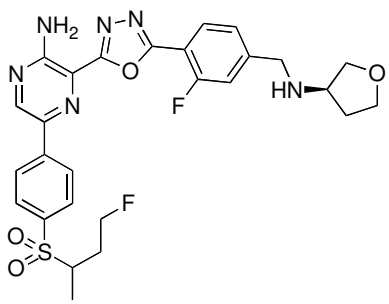
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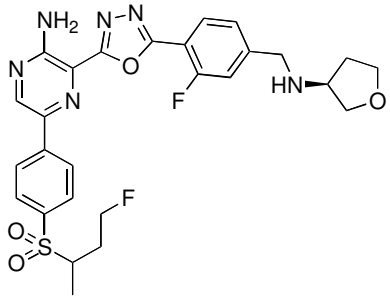
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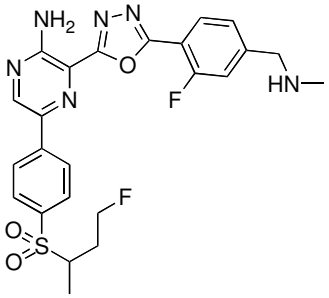
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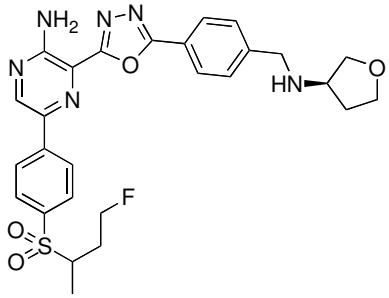
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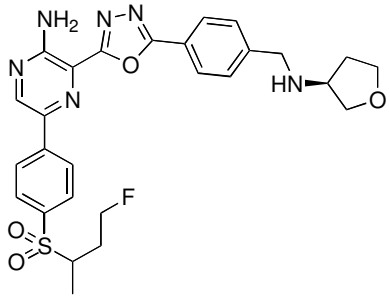
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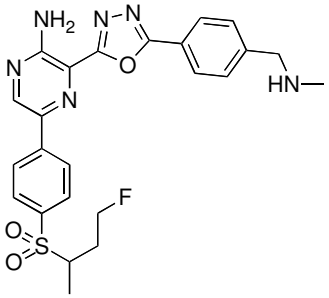
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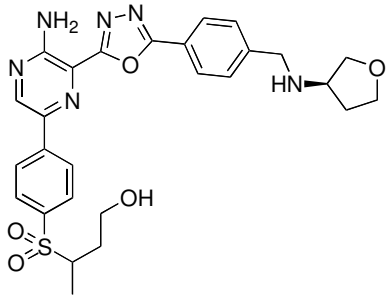
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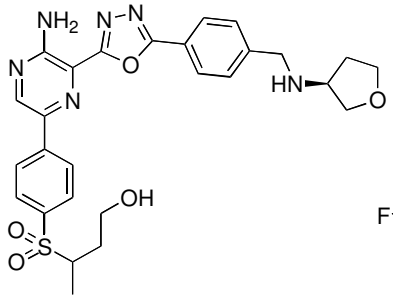
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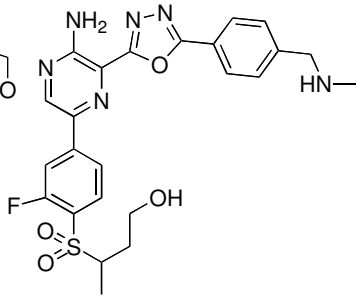
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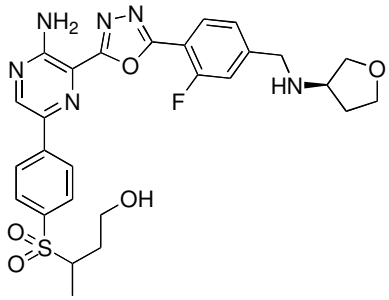
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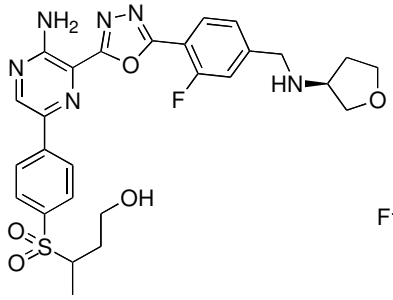
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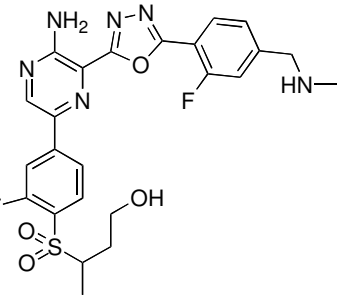
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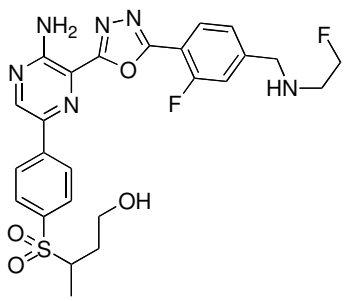
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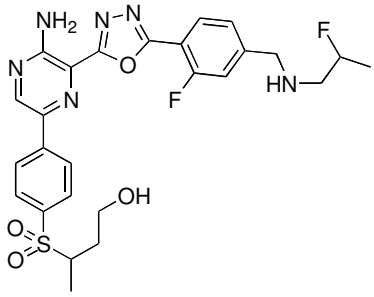


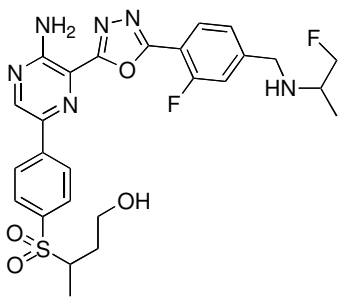
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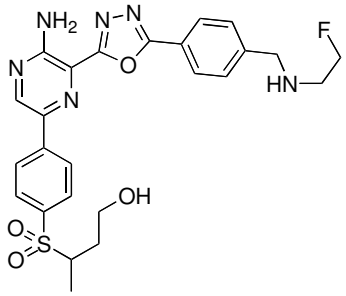


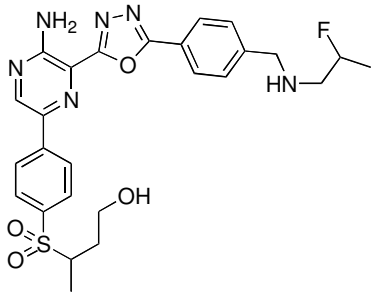
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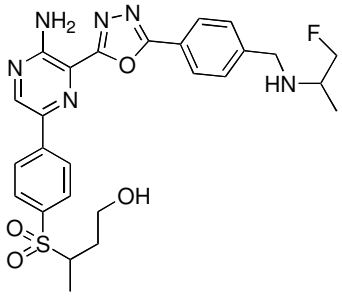

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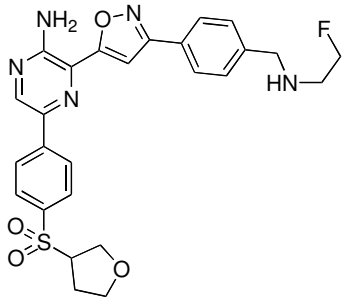

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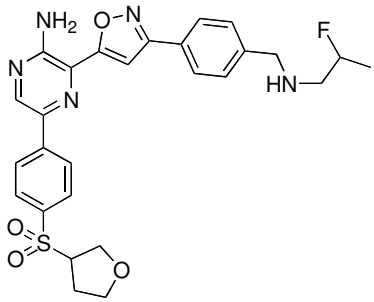

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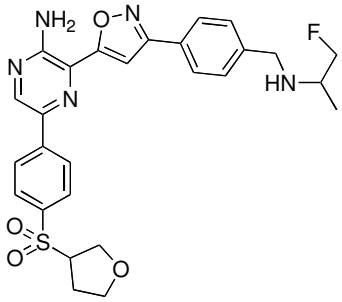

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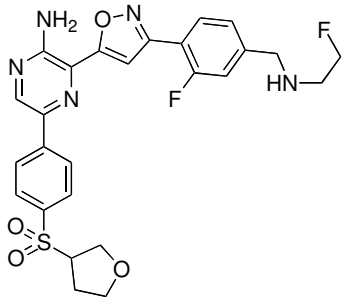

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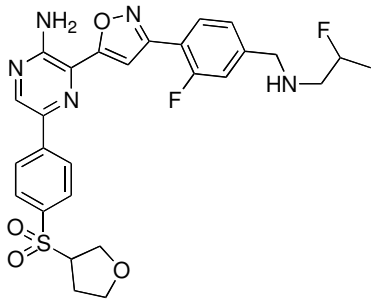

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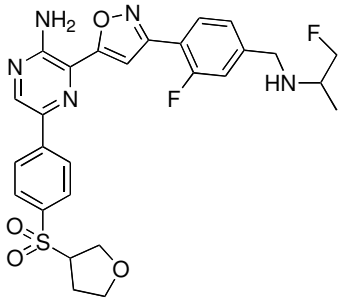

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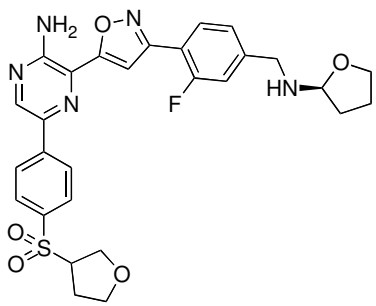

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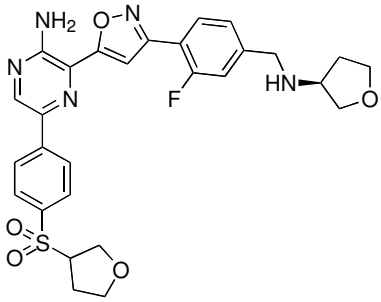

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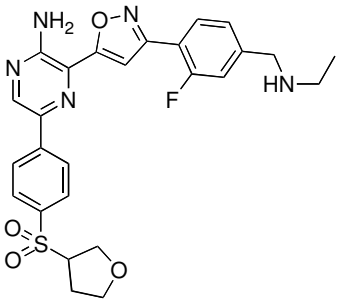

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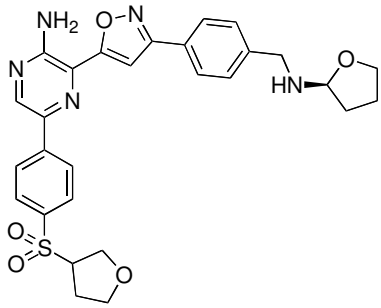

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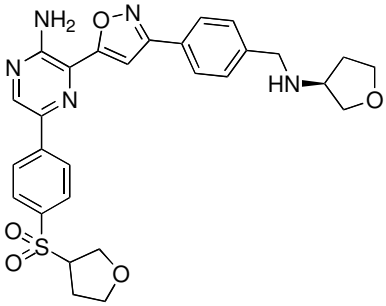

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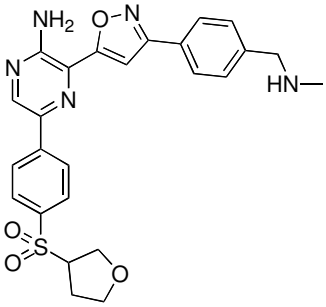

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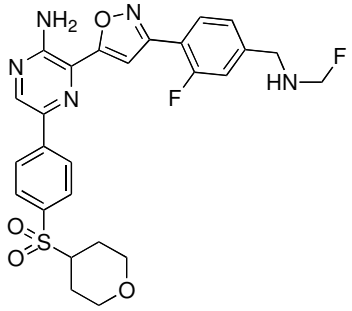

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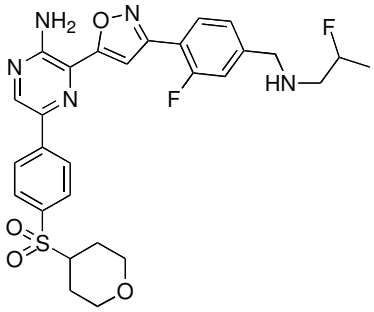

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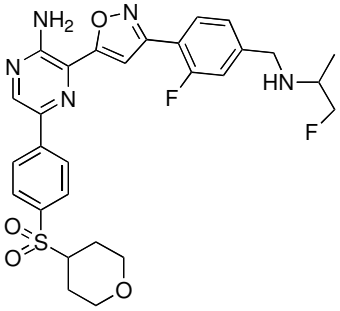

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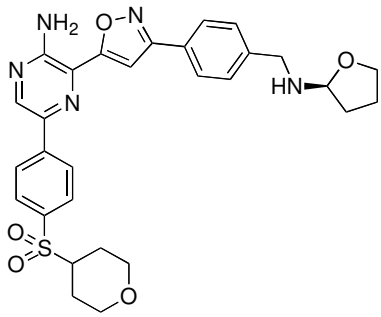

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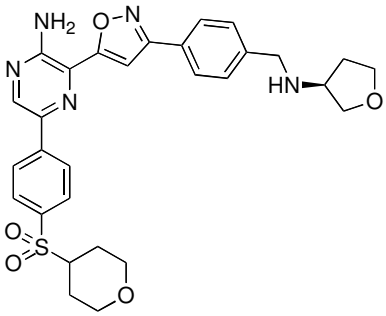

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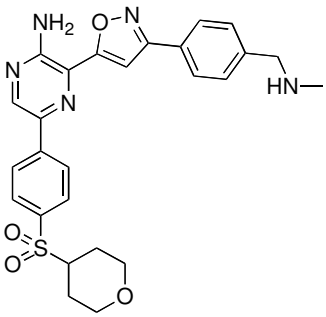

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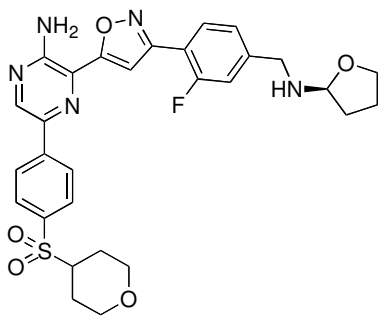

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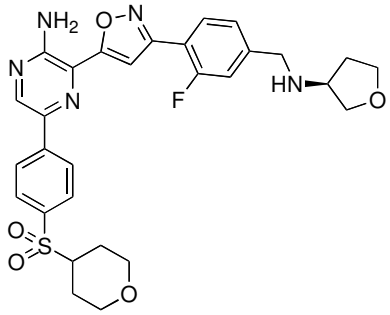

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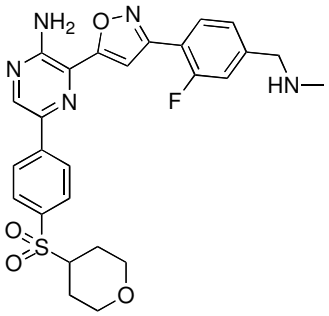

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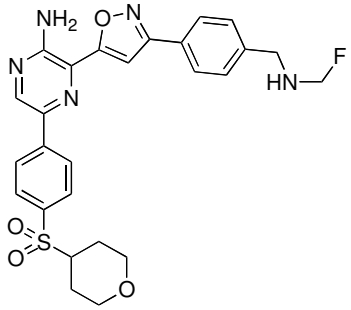
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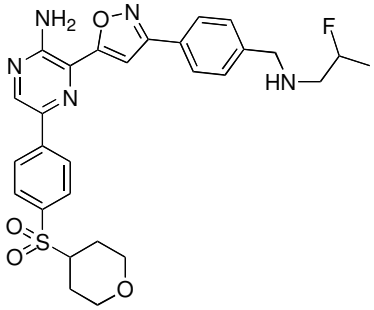
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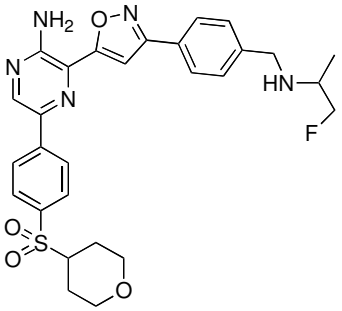
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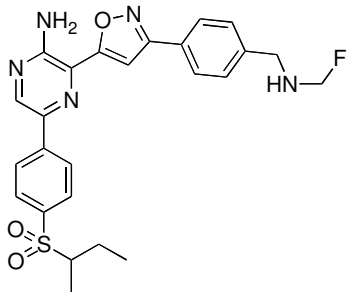
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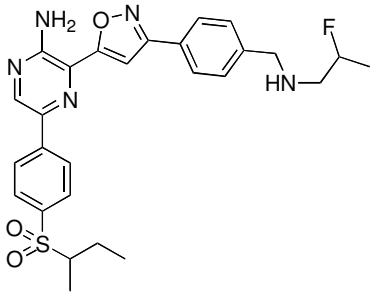
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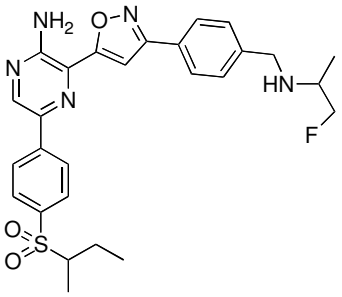
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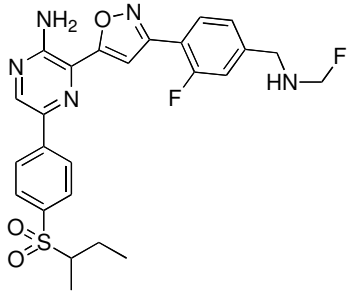
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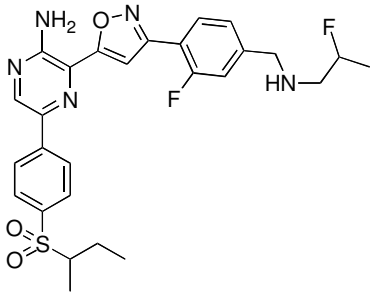
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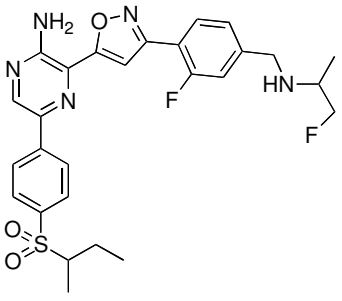
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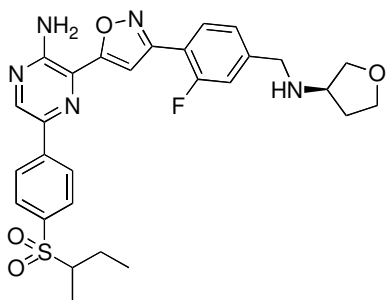
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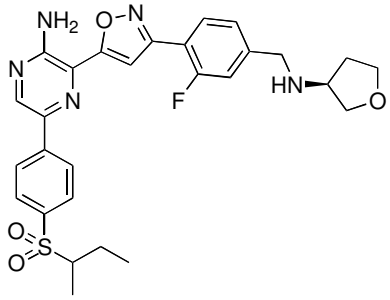
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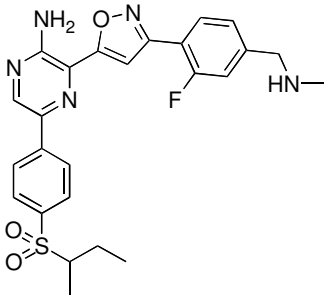
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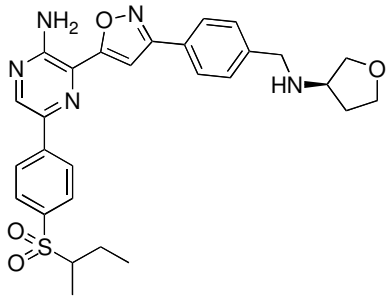
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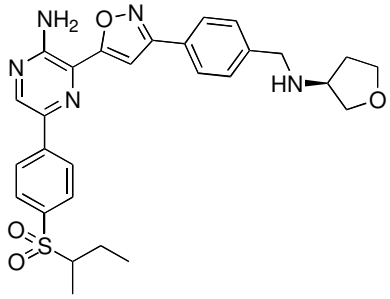
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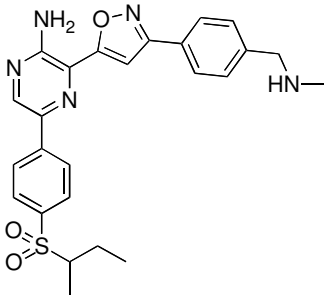
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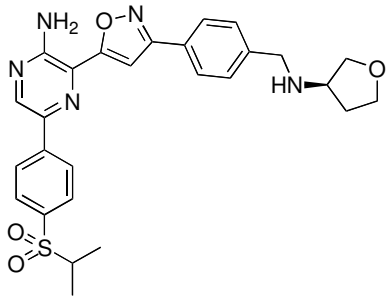
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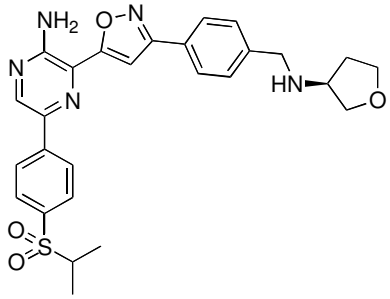
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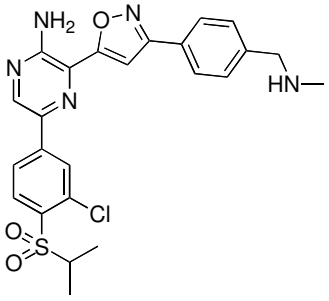
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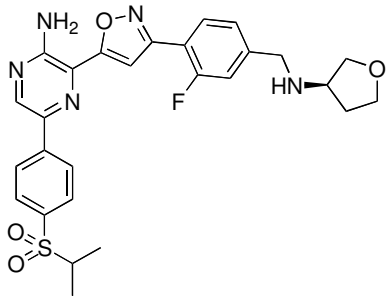
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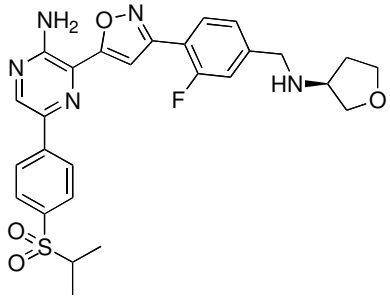
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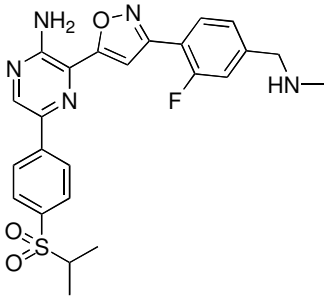
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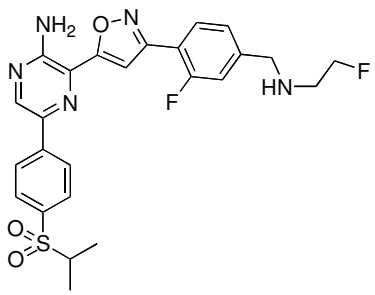
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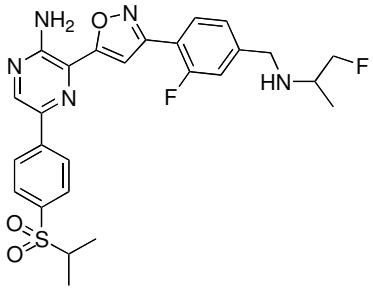
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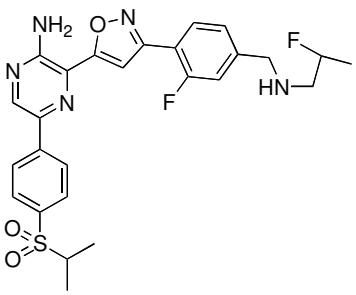
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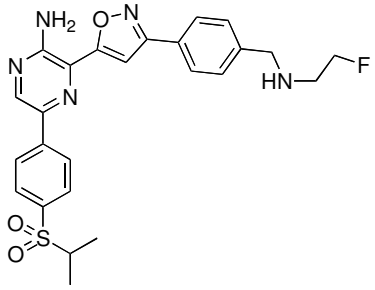
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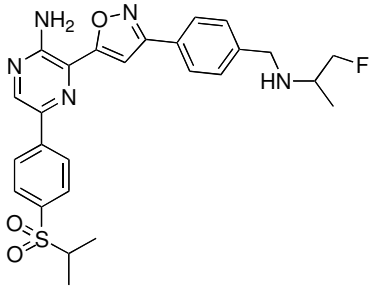
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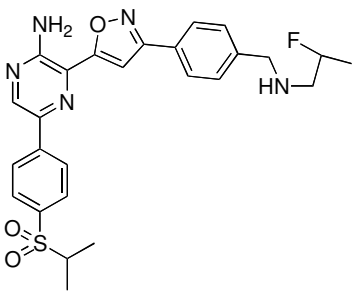
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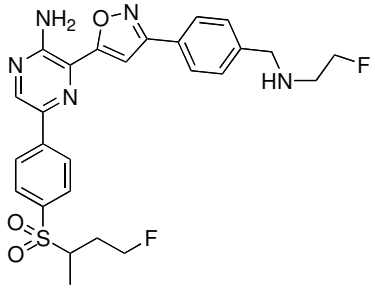
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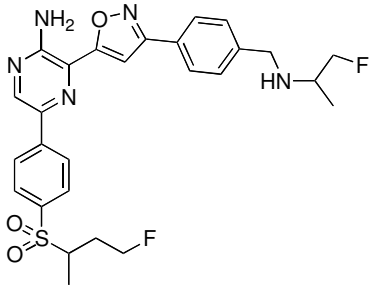
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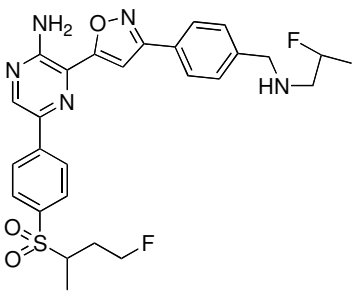
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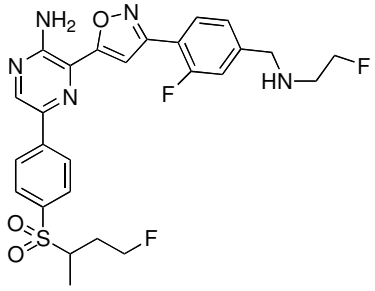
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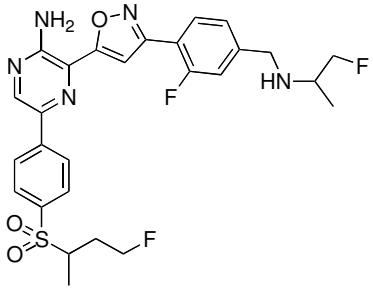
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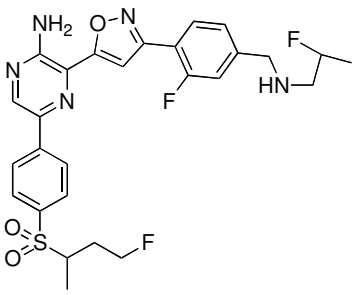
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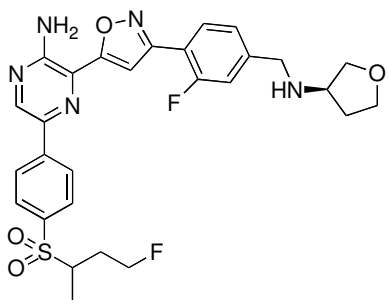
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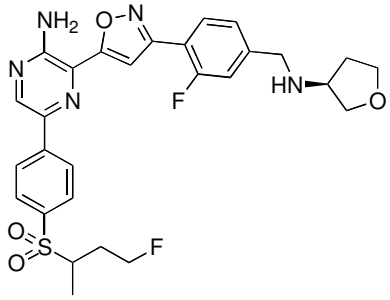
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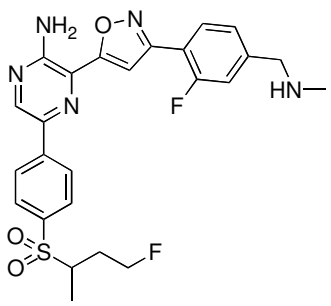
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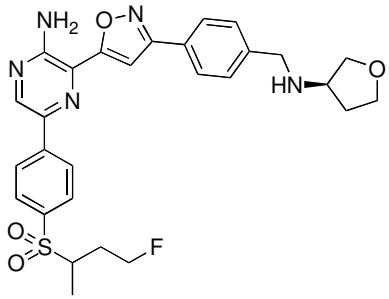
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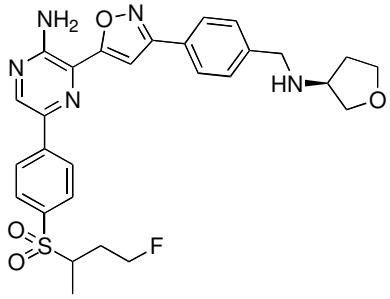
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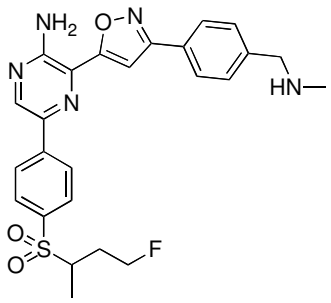
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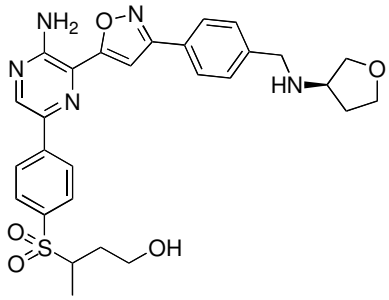
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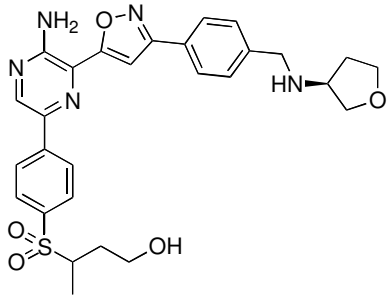
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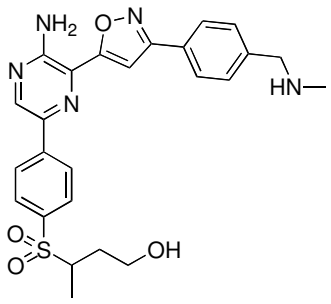
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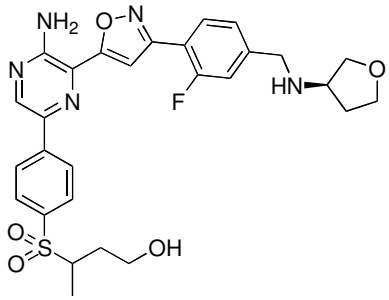
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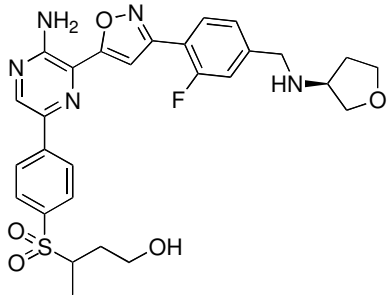
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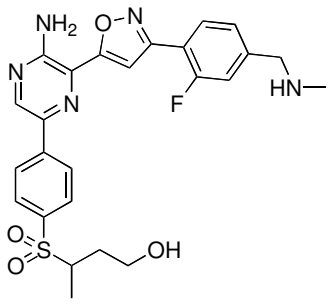
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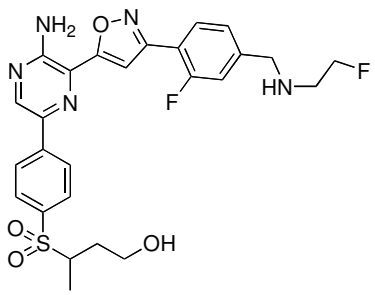
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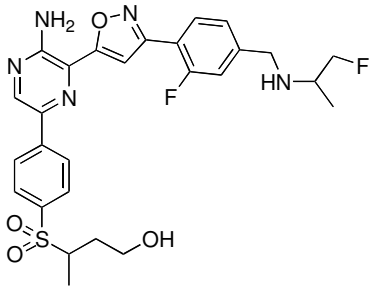
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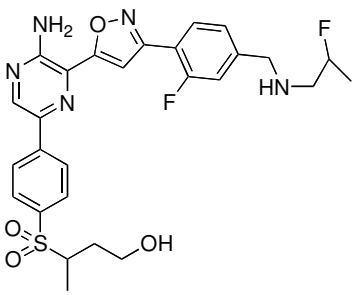
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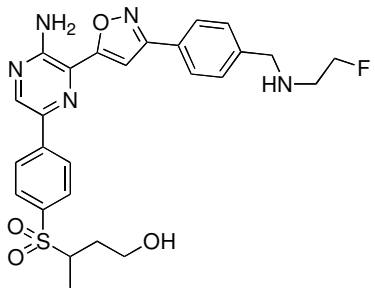
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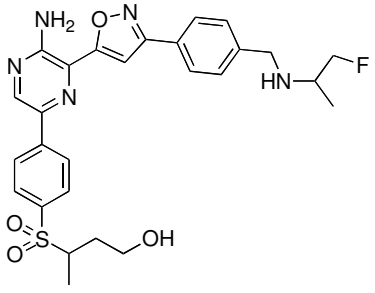
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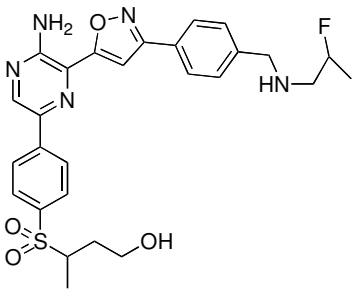
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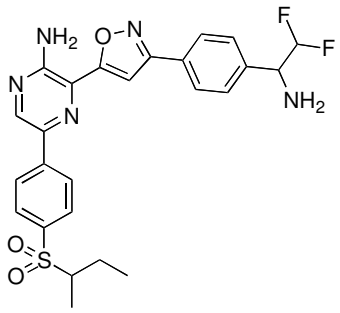
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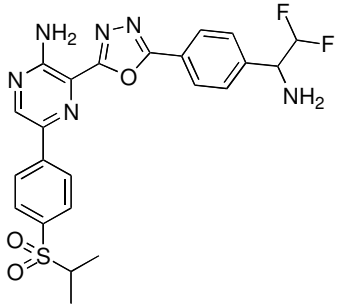
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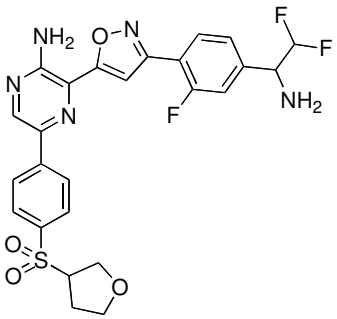
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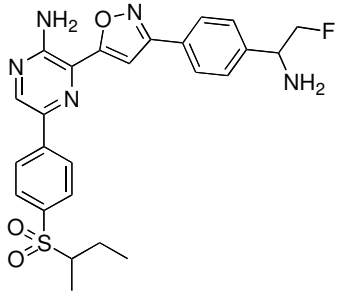
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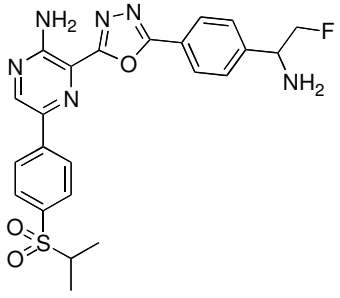
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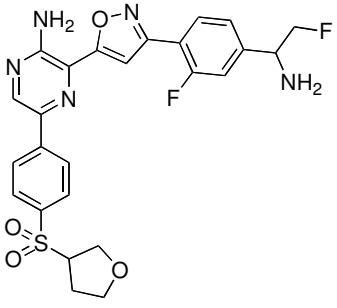
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P150.

or a pharmaceutically acceptable salt thereof.

60. A pharmaceutical composition comprising a compound of any one of claims 1-59 and a pharmaceutically acceptable carrier.

61. A compound of any one of claims 1-59, or a pharmaceutically acceptable salt thereof, for use in therapy.

62. Use of a compound of any one of claims 1-59 in the manufacture of a medicament for treating cancer in a patient.

63. The use of claim 62, wherein the medicament is to be conjointly administered to said patient with an additional therapeutic agent selected from a DNA-damaging agent; wherein said additional therapeutic agent is appropriate for the disease being treated; and said additional therapeutic agent is to be administered together with said medicament as a single dosage form or separately from said medicament as part of a multiple dosage form.

64. The use of claim 63, wherein said DNA-damaging agent is selected chemotherapy or radiation treatment,
preferably, wherein said DNA-damaging agent is selected from ionizing radiation, radiomimetic neocarzinostatin, a platinating agent, a Topo I inhibitor, a Topo II inhibitor, an antimetabolite, an alkylating agent, an alkyl sulphonates, an antimetabolite, and an antibiotic,
more preferably wherein said DNA damaging agent is Cisplatin, Oxaliplatin, Carboplatin, Nedaplatin, Lobaplatin, Triplatin Tetranitrate, Picoplatin, Satraplatin, ProLindac, Aroplatin, Camptothecin, Topotecan, Irinotecan/SN38, Rubitecan, Belotecan, Etoposide, Daunorubicin, Doxorubicin, Aclarubicin, Epirubicin, Idarubicin, Amrubicin, Pirarubicin, Valrubicin, Zorubicin, Teniposide, ; Aminopterin, Methotrexate, Pemetrexed, Raltitrexed, Pentostatin, Cladribine, Clofarabine, Fludarabine, Thioguanine, Mercaptopurine, Fluorouracil, Capecitabine, Tegafur, Carmofur, Floxuridine, Cytarabine, Gemcitabine, Azacitidine, Hydroxyurea, Mechlorethamine, Cyclophosphamide, Ifosfamide, Trofosfamide, Chlorambucil, Melphalan, Prednimustine, Bendamustine, Uramustine, Estramustine, Carmustine, Lomustine, Semustine, Fotemustine, Nimustine, Ranimustine, Streptozocin, Busulfan, Mannosulfan, Treosulfan, Carboquone, ThioTEPA, Triaziquone, Triethylenemelamine, Procarbazine, Dacarbazine, Temozolomide, Altretamine, Mitobronitol, Actinomycin, Bleomycin, Mitomycin, or Plicamycin.

65. The use of any one of claims 62-64, wherein said cancer is a solid tumor selected from the following cancers: Oral: buccal cavity, lip, tongue, mouth, pharynx; Cardiac: sarcoma (angiosarcoma, fibrosarcoma, rhabdomyosarcoma, liposarcoma), myxoma, rhabdomyoma, fibroma, lipoma and

teratoma; Lung: bronchogenic carcinoma (squamous cell or epidermoid, undifferentiated small cell, undifferentiated large cell, adenocarcinoma), alveolar (bronchiolar) carcinoma, bronchial adenoma, sarcoma, lymphoma, chondromatous hamartoma, mesothelioma; Gastrointestinal: esophagus (squamous cell carcinoma, larynx, adenocarcinoma, leiomyosarcoma, lymphoma), stomach (carcinoma, lymphoma, leiomyosarcoma), pancreas (ductal adenocarcinoma, insulinoma, glucagonoma, gastrinoma, carcinoid tumors, vipoma), small bowel or small intestines (adenocarcinoma, lymphoma, carcinoid tumors, Karposi's sarcoma, leiomyoma, hemangioma, lipoma, neurofibroma, fibroma), large bowel or large intestines (adenocarcinoma, tubular adenoma, villous adenoma, hamartoma, leiomyoma), colon, colon-rectum, colorectal; rectum, Genitourinary tract: kidney (adenocarcinoma, Wilm's tumor [nephroblastoma], lymphoma), bladder and urethra (squamous cell carcinoma, transitional cell carcinoma, adenocarcinoma), prostate (adenocarcinoma, sarcoma), testis (seminoma, teratoma, embryonal carcinoma, teratocarcinoma, choriocarcinoma, sarcoma, interstitial cell carcinoma, fibroma, fibroadenoma, adenomatoid tumors, lipoma); Liver: hepatoma (hepatocellular carcinoma), cholangiocarcinoma, hepatoblastoma, angiosarcoma, hepatocellular adenoma, hemangioma, biliary passages; Bone: osteogenic sarcoma (osteosarcoma), fibrosarcoma, malignant fibrous histiocytoma, chondrosarcoma, Ewing's sarcoma, malignant lymphoma (reticulum cell sarcoma), multiple myeloma, malignant giant cell tumor chordoma, osteochronfroma (osteocartilaginous exostoses), benign chondroma, chondroblastoma, chondromyxofibroma, osteoid osteoma and giant cell tumors; Nervous system: skull (osteoma, hemangioma, granuloma, xanthoma, osteitis deformans), meninges (meningioma, meningiosarcoma, gliomatosis), brain (astrocytoma, medulloblastoma, glioma, ependymoma, germinoma [pinealoma], glioblastoma multiform, oligodendroglioma, schwannoma, retinoblastoma, congenital tumors), spinal cord neurofibroma, meningioma, glioma, sarcoma); Gynecological: uterus (endometrial carcinoma), cervix (cervical carcinoma, pre-tumor cervical dysplasia), ovaries (ovarian carcinoma [serous cystadenocarcinoma, mucinous cystadenocarcinoma, unclassified carcinoma], granulosa-thecal cell tumors, Sertoli-Leydig cell tumors, dysgerminoma, malignant teratoma), vulva (squamous cell carcinoma, intraepithelial carcinoma, adenocarcinoma, fibrosarcoma, melanoma), vagina (clear cell carcinoma, squamous cell carcinoma, botryoid sarcoma (embryonal rhabdomyosarcoma), fallopian tubes (carcinoma), breast; Skin: malignant melanoma, basal cell carcinoma, squamous cell carcinoma, Karposi's sarcoma, keratoacanthoma, moles dysplastic nevi, lipoma, angioma, dermatofibroma, keloids, psoriasis, Thyroid gland: papillary thyroid carcinoma, follicular thyroid carcinoma; medullary thyroid carcinoma, multiple endocrine neoplasia type 2A, multiple endocrine neoplasia type 2B, familial medullary thyroid cancer, pheochromocytoma, paraganglioma; and Adrenal glands: neuroblastoma,

preferably wherein said cancer is selected from lung cancer, head and neck cancer, pancreatic cancer, gastric cancer, and brain cancer.

66. Use of a compound of any one of claims 1-59 in the manufacture of a medicament for sensitizing a cancer cell in a patient to a DNA damaging agent.

67. The use of claim 66,
preferably wherein said cancer cell is a cancer cell having defects in the ATM signaling cascade, more preferably wherein said defect is altered expression or activity of one or more of the following: ATM, p53, CHK2, MRE11, RAD50, NBS1, 53BP1, MDC1 or H2AX;
or preferably wherein said cell is a cancer cell expressing DNA damaging oncogenes,
more preferably wherein said cancer cell has altered expression or activity of one or more of the following: K-Ras, N-Ras, H-Ras, Raf, Myc, Mos, E2F, Cdc25A, CDC4, CDK2, Cyclin E, Cyclin A and Rb.