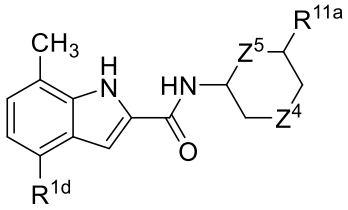
What is Claimed Is:

1. A compound of Formula **IV**:



IV,

wherein:

R^{1d} is fluoro;

Z^4 is selected from the group consisting of -O-, -C(R^{28a})(R^{28b})-, and -N(R^{23})-; or Z^4 is absent;

Z^5 is selected from the group consisting of -CH_2- and -CH_2CH_2-;

R^{11a} is selected from the group consisting of optionally substituted alkyl, optionally substituted heterocyclo, optionally substituted heteroaryl, and -N(R^{12b})C(=O)R^{13c};

R^{12b} is selected from the group consisting of hydrogen, alkyl, cycloalkyl, and heterocyclo, (C_1-C_4 alkoxy)C_1-C_4 alkyl, and (hydroxy)C_1-C_4 alkyl;

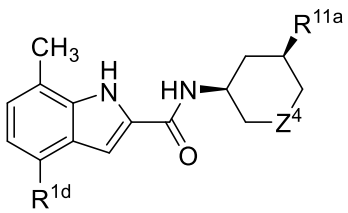
R^{13c} is selected from the group consisting of alkyl, haloalkyl, alkoxy, (alkoxy)alkyl, (hydroxy)alkyl, (cyano)alkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocycle, amino, (amino)alkyl, (C_3-C_6 cycloalkyl)oxy, and (4- to 8-membered heterocyclo)oxy;

R^{23} is selected from the group consisting of hydrogen and C_1-C_4 alkyl; and

R^{28a} and R^{28b} are independently selected from the group consisting of hydrogen, alkyl, and halo,

or a pharmaceutically acceptable salt or solvate thereof.

2. The compound of claim 2 of Formula **IV-A**:



IV-A,

or a pharmaceutically acceptable salt or solvate thereof.

3. The compound of claim 2, wherein:

R^{11a} is selected from the group consisting of:

(A) unsubstituted 4- to 14-membered heterocyclo;

(B) substituted 4- to 14-membered heterocyclo having one, two or three substituents independently selected from the group consisting of:

(i) $-N(R^{12a})C(=O)R^{13a}$; (ii) $-C(=O)R^{13b}$; (iii) C_1-C_4 alkyl; (iv) (C_1-C_4 alkoxy)C_1-C_4 alkyl; (v) (hydroxy)C_1-C_4 alkyl; (vi) C_1-C_4 haloalkyl; (vii) amino; (vii) hydroxy; (viii) $-N(R^{12a})S(=O)_2R^{24}$; (ix) $-S(=O)_2R^{24}$; (x) unsubstituted C_3-C_6 cycloalkyl; (xi) substituted C_3-C_6 cycloalkyl having one or two substituents independently selected from the group consisting of halo, hydroxy, C_1-C_4 alkyl, amino, and (amino)C_1-C_4 alkyl; (xii) unsubstituted 4- to 14-membered heterocyclo; and substituted 4- to 14-membered heterocyclo having one or two substituents independently selected from the group consisting of amino, hydroxy, and C_1-C_4 alkyl; (xiii) $-C(=N-R^{60})R^{61}$; and(xiv) $-C(=C-NO_2)R^{64}$;

(C) unsubstituted 5- to 10-membered heteroaryl;

(D) substituted 5- or 6-membered heteroaryl having one, two, three, or four substituents independently selected from the group consisting of halo and C_1-C_4 alkyl;

(E) C_1-C_6 alkyl; and

(F) $-N(R^{12b})C(=O)R^{13c}$;

R^{12a} and R^{12b} are each independently selected from the group consisting of hydrogen, C_1-C_4 alkyl, (C_1-C_4 alkoxy)C_1-C_4 alkyl, and (hydroxy)C_1-C_4 alkyl;

R^{13a}, R^{13b}, and R^{13c} are each independently selected from the group consisting of (A) C_1-C_6 alkyl; (B) C_1-C_6 haloalkyl; (C) unsubstituted C_3-C_6 cycloalkyl; (D) C_1-C_6 alkoxy; (E) (C_1-C_4 alkoxy)C_1-C_4 alkyl; (F) (hydroxy)C_1-C_4 alkyl; (G) (cyano)alkyl; (H) unsubstituted C_6-C_{10} aryl; (I) substituted C_6-C_{10} aryl, having one, two, three, or four substituents independently selected from the group consisting of halo, amino, hydroxy, and C_1-C_4 alkyl; (J) unsubstituted 5- or 6-membered heteroaryl; (K) substituted 5- or 6-membered heteroaryl having one, two, three, or four substituents independently selected from the group consisting of halo, amino, hydroxy, and C_1-C_4 alkyl; (L) unsubstituted 4- to 14-membered heterocyclo; (M) substituted 4- to 14-membered heterocyclo having one or two substituents independently selected from the group consisting of amino, hydroxy, and C_1-C_4 alkyl; (N) amino; (O) (amino)alkyl; (P) (C_3-C_6 cycloalkyl)oxy; and (Q) (4- to 8-membered heterocyclo)oxy;

R^{24} is selected from the group consisting of C_1-C_4 alkyl and (hydroxy)C_1-C_4 alkyl;

R^{60} is selected from the group consisting of cyano, nitro, hydroxy, C_1-C_6 alkoxy, -C(=O)R^{62}, and -S(=O)$_2R^{62}$;

R^{61} is selected from the group consisting of C_1-C_6 alkyl, C_3-C_6 cycloalkyl, and -$NR^{63a}R^{63b}$;

R^{62} is selected from the group consisting of C_1-C_6 alkyl, C_3-C_6 cycloalkyl, and -$NR^{63a}R^{63b}$;

R^{63a} is selected from the group consisting of hydrogen, C_1-C_6 alkyl, and C_3-C_6 cycloalkyl;

R^{63b} is selected from the group consisting of hydrogen, C_1-C_6 alkyl, and C_3-C_6 cycloalkyl; or

R^{63a} and R^{63b} taken together with the nitrogen atom to which they are attached form a 4- to 6-membered optionally substituted heterocyclo;

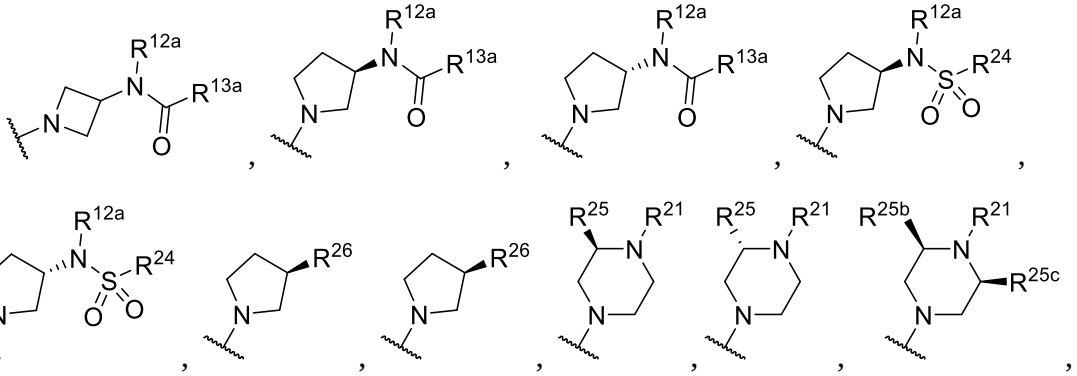
R^{64} is selected from the group consisting of C_1-C_6 alkyl, C_3-C_6 cycloalkyl, and -$NR^{63c}R^{63d}$;

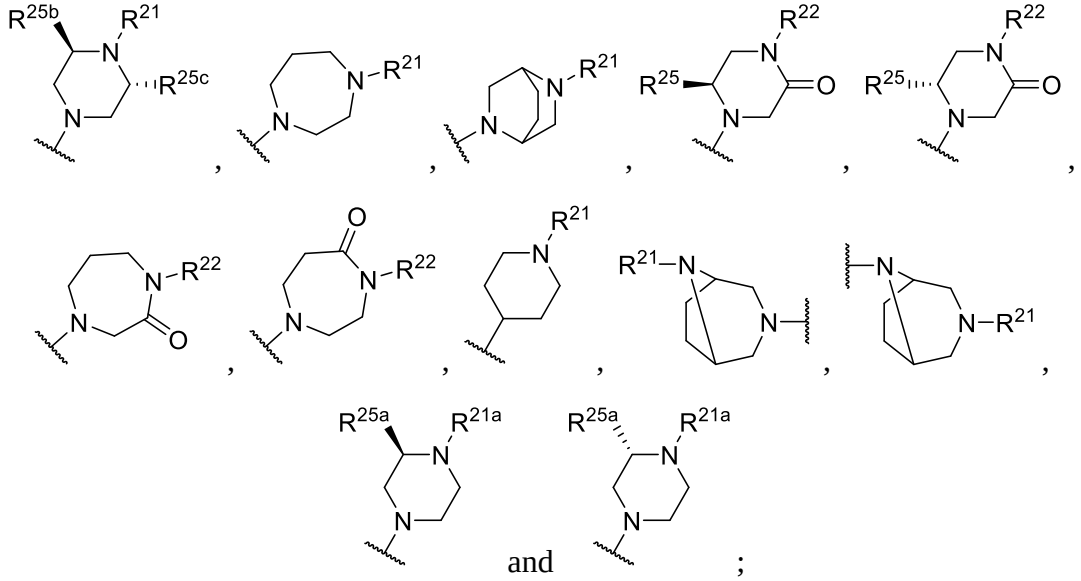
R^{63c} is selected from the group consisting of hydrogen, C_1-C_6 alkyl, and C_3-C_6 cycloalkyl;and

R^{63d} is selected from the group consisting of hydrogen, C_1-C_6 alkyl, and C_3-C_6 cycloalkyl; or

R^{63c} and R^{63d} taken together with the nitrogen atom to which they are attached form a 4- to 6-membered optionally substituted heterocyclo, or a pharmaceutically acceptable salt or solvate thereof.

4. The compound of claim 3, wherein R^{11a} is a substituted 4- to 14-membered heterocyclo selected from the group consisting of:





and ;

R^{12a} is selected from the group consisting of hydrogen, C_1-C_3 alkyl, (C_1-C_4 alkoxy)C_1-C_4 alkyl; and (hydroxy)C_1-C_4 alkyl;

R^{13a} is selected from the group consisting of C_1-C_4 alkyl; amino; unsubstituted C_3-C_6 cycloalkyl; substituted C_3-C_6 cycloalkyl having one or two substituents independently selected from the group consisting of halo, hydroxy, C_1-C_4 alkyl, amino, and (amino)C_1-C_4 alkyl; (C_1-C_4 alkoxy)C_1-C_4 alkyl; (hydroxy)C_1-C_4 alkyl; unsubstituted 4- to 14-membered heterocyclo; and substituted 4- to 14-membered heterocyclo having one or two substituents independently selected from the group consisting of amino, hydroxy, and C_1-C_4 alkyl;

R^{13b} is selected from the group consisting of C_1-C_4 alkyl; amino; C_1-C_4 haloalkyl; C_1-C_4 alkoxy; (hydroxy)C_1-C_4 alkyl; (C_1-C_4 alkoxy)C_1-C_4 alkyl; (amino)alkyl; unsubstituted C_3-C_6 cycloalkyl; substituted C_3-C_6 cycloalkyl having one or two substituents independently selected from the group consisting of halo, hydroxy, C_1-C_4 alkyl, amino, and (amino)C_1-C_4 alkyl; unsubstituted 4- to 14-membered heterocyclo; and substituted 4- to 14-membered heterocyclo having one or two substituents independently selected from the group consisting of amino, hydroxy, and C_1-C_4 alkyl; (C_3-C_6 cycloalkyl)oxy; and (4- to 8-membered heterocyclo)oxy;

R^{21} is selected from the group consisting of hydrogen, -C(=O)R^{13b}, C_1-C_4 alkyl, C_1-C_4 haloalkyl, unsubstituted 4- to 14-membered heterocyclo, and -S(=O)$_2R^{24}$;

R^{22} is selected from the group consisting of C_1-C_4 alkyl; unsubstituted C_3-C_6 cycloalkyl; substituted C_3-C_6 cycloalkyl having one or two substituents independently selected from the group consisting of halo, hydroxy, C_1-C_4 alkyl, amino, and (amino)C_1-C_4 alkyl; unsubstituted 4- to 14-membered heterocyclo; and substituted 4- to 14-membered heterocyclo

having one or two substituents independently selected from the group consisting of amino, hydroxy, and C_1-C_4 alkyl;

R^{24} is selected from the group consisting of C_1-C_4 alkyl and (hydroxy)C_1-C_4 alkyl;

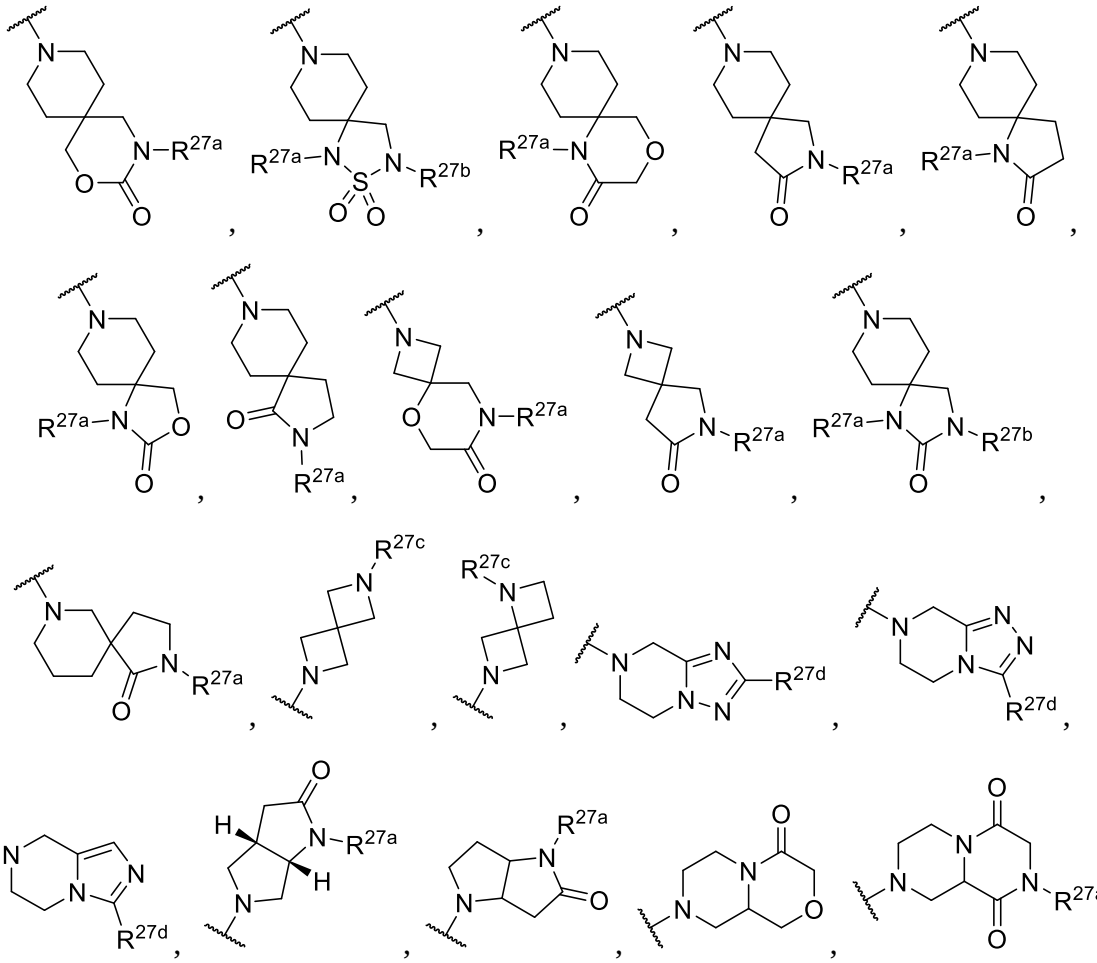
R^{25} is selected from the group consisting of hydrogen, C_1-C_4 alkyl, and C_1-C_4 haloalkyl;

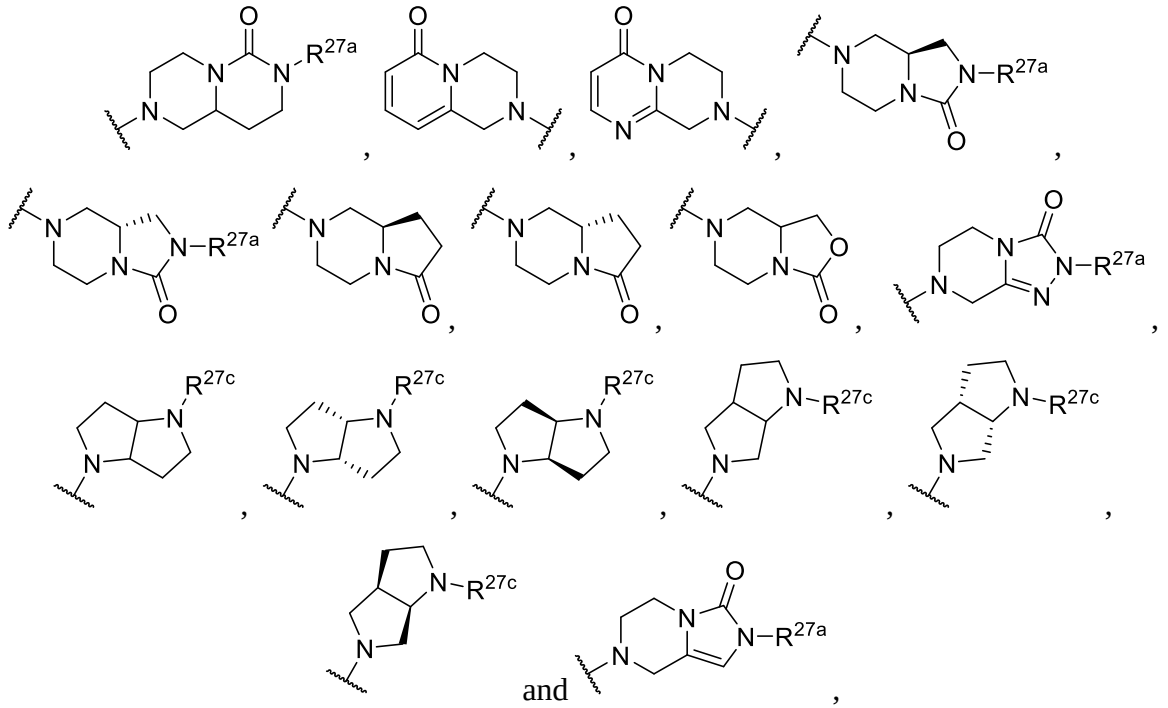
R^{25b} and R^{25c} are independently selected from the group consisting of C_1-C_4 alkyl and C_1-C_4 haloalkyl;

R^{26} is selected from the group consisting of unsubstituted 4- to 14-membered heterocyclo; and substituted 4- to 14-membered heterocyclo having one or two substituents independently selected from the group consisting of amino, hydroxy, and C_1-C_4 alkyl; and

R^{21a} and R^{25a} taken together with the atoms to which they are attached form an optionally substituted 4- to 8-membered heterocyclo, or a pharmaceutically acceptable salt or solvate thereof.

5. The compound of claim 3, wherein R^{11a} is a substituted 4- to 14-membered heterocyclo selected from the group consisting of:





and

R^{27a} and R^{27b} are each independently selected from the group consisting of hydrogen, C_1-C_4 alkyl, C_1-C_4 haloalkyl, (C_1-C_4 alkoxy)C_1-C_4 alkyl, and (hydroxy)C_1-C_4 alkyl;

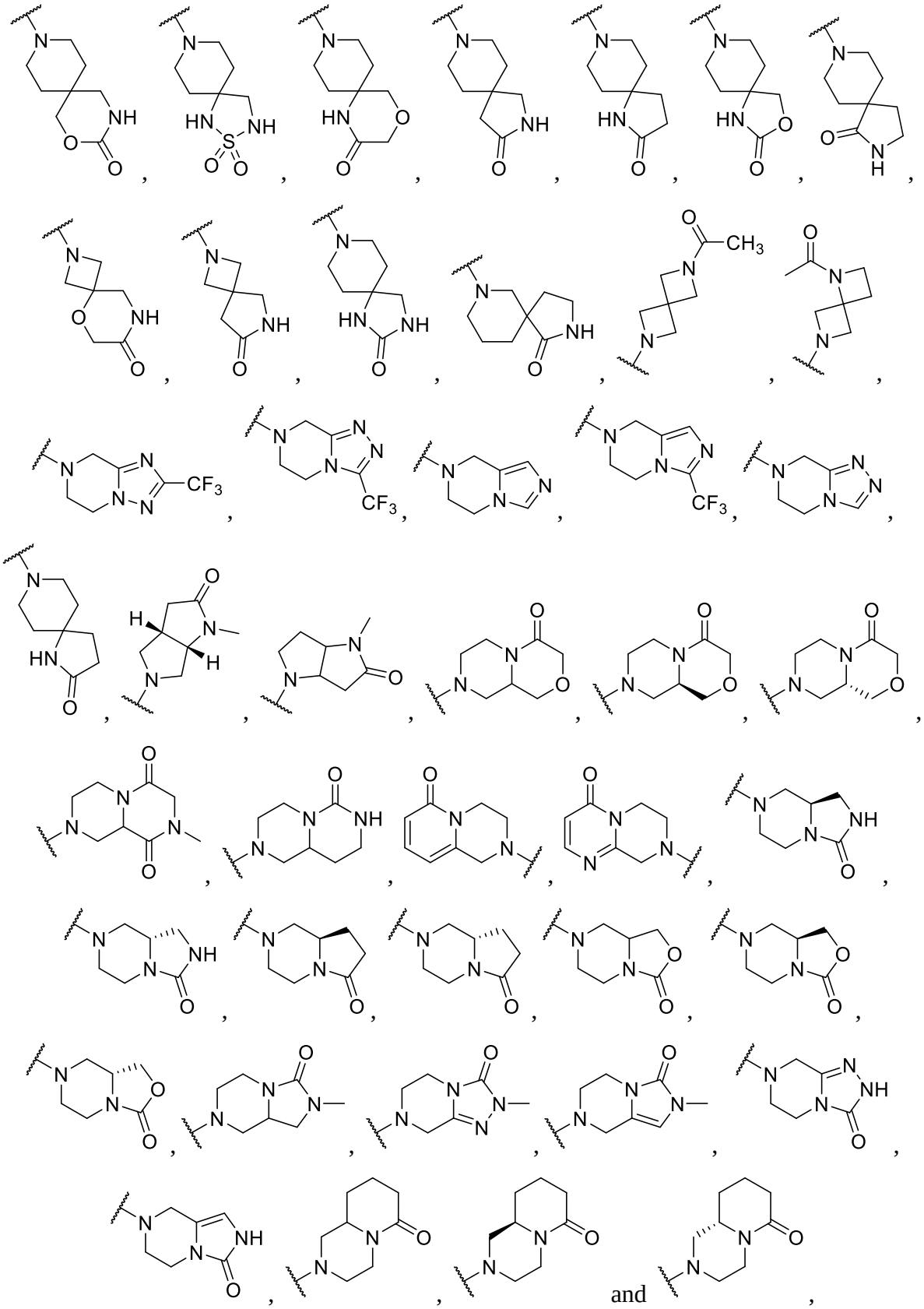
R^{27c} is selected from the group consisting of hydrogen; -C(=O)R^{13b}; C_1-C_4 alkyl; C_1-C_4 haloalkyl; unsubstituted 4- to 14-membered heterocyclo; and substituted 4- to 14-membered heterocyclo having one or two substituents independently selected from the group consisting of amino, hydroxy, and C_1-C_4 alkyl; and -S(=O)$_2$$R^{24}$;

R^{27d} is selected from the group consisting of hydrogen; C_1-C_4 alkyl; and C_1-C_4 haloalkyl;

R^{13b} is selected from the group consisting of C_1-C_4 alkyl; aminoC_1-C_4 haloalkyl; C_1-C_4 alkoxy; (hydroxy)C_1-C_4 alkyl; (C_1-C_4 alkoxy)C_1-C_4 alkyl; (amino)alkyl; unsubstituted C_3-C_6 cycloalkyl; substituted C_3-C_6 cycloalkyl having one or two substituents independently selected from the group consisting of halo, hydroxy, C_1-C_4 alkyl, amino, and (amino)C_1-C_4 alkyl; unsubstituted 4- to 14-membered heterocyclo; substituted 4- to 14-membered heterocyclo having one or two substituents independently selected from the group consisting of amino, hydroxy, and C_1-C_4 alkyl; (C_3-C_6 cycloalkyl)oxy; and (4- to 8-membered heterocyclo)oxy; and

R^{24} is selected from the group consisting of C_1-C_4 alkyl and (hydroxy)C_1-C_4 alkyl, or a pharmaceutically acceptable salt or solvate thereof.

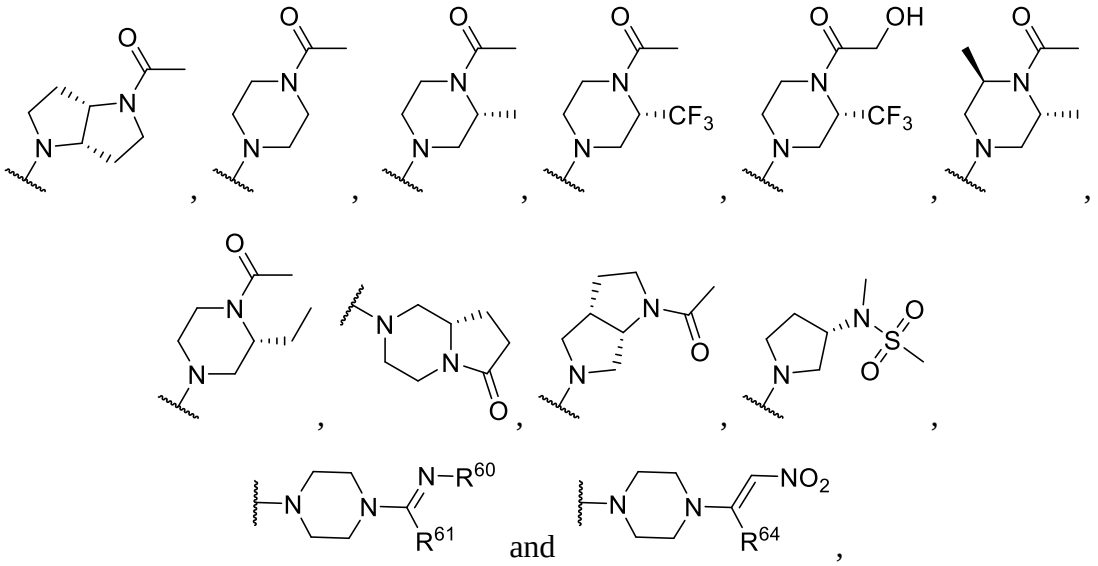
6. The compound of claim 5, wherein R^{11a} is a substituted 4- to 14-membered heterocyclo selected from the group consisting of:



and

or a pharmaceutically acceptable salt or solvate thereof.

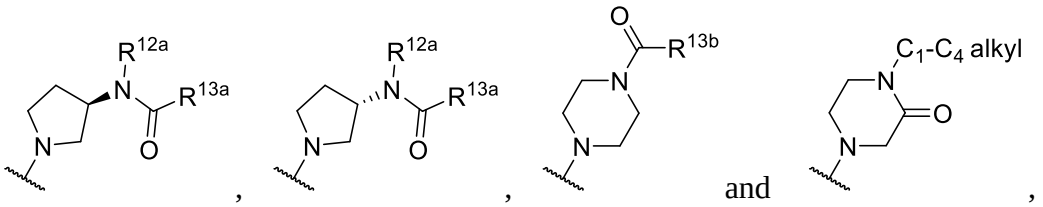
7. The compound of claim 3, wherein R^{11a} is a substituted 4- to 14-membered heterocyclo selected from the group consisting of:



or a pharmaceutically acceptable salt or solvate thereof.

8. The compound of claim 2, wherein Z^4 is $-CH_2-$, or a pharmaceutically acceptable salt or solvate thereof.

9. The compound of claim 2, wherein R^{11a} is a substituted 4- to 14-membered heterocyclo is selected from the group consisting of

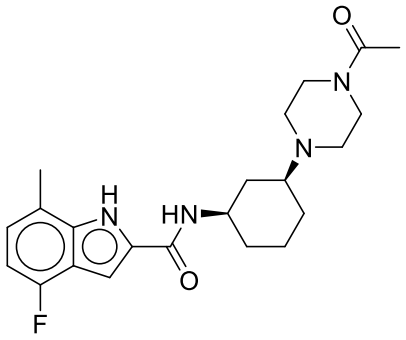
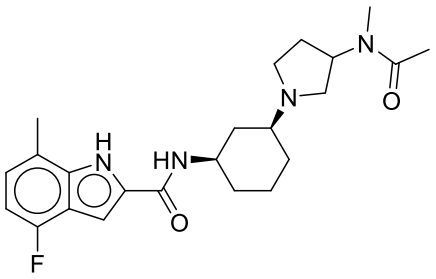
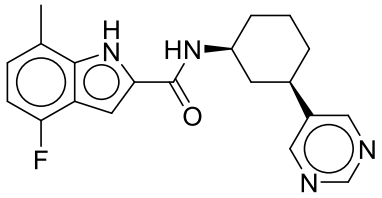
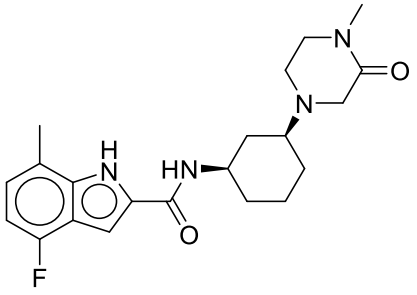
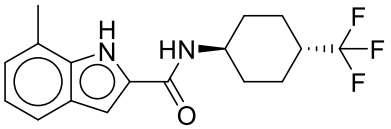
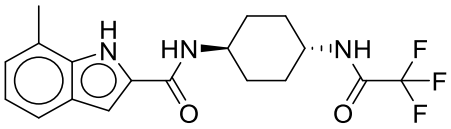
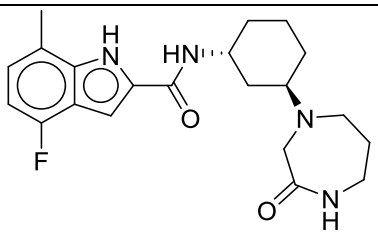
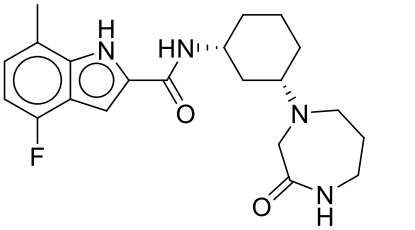
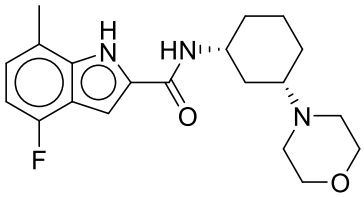
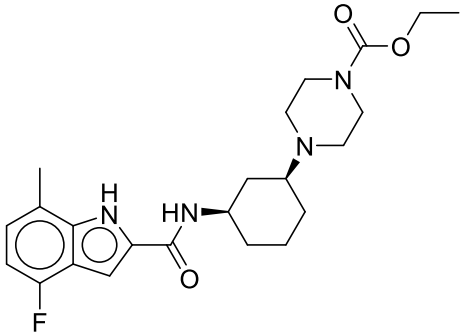


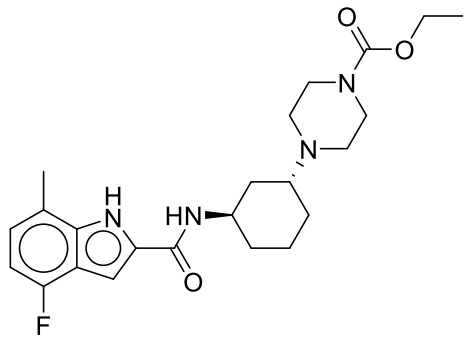
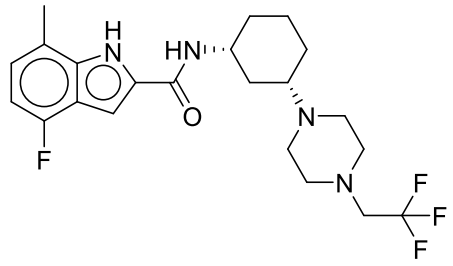
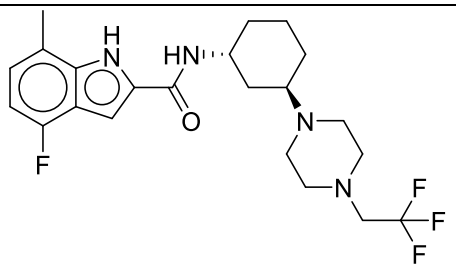
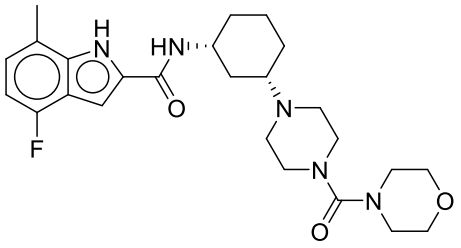
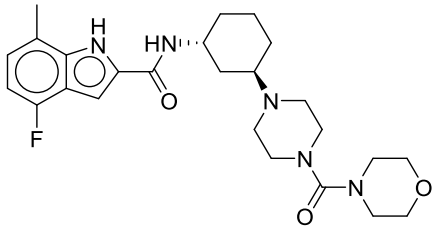
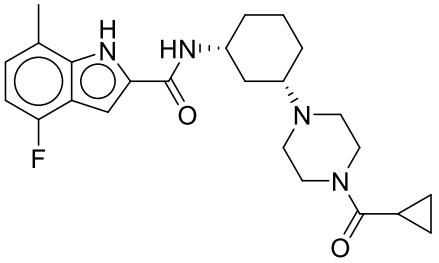
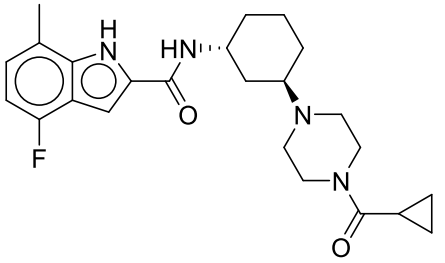
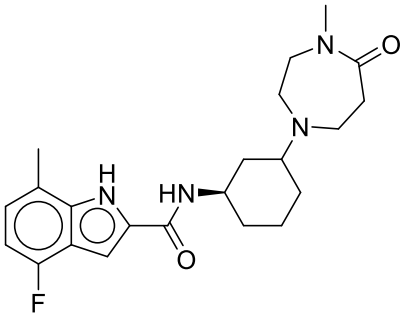
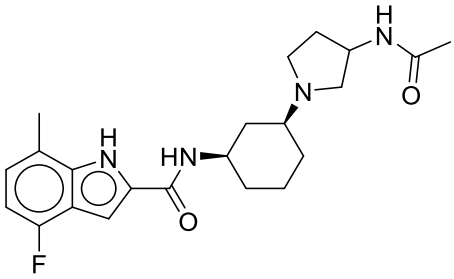
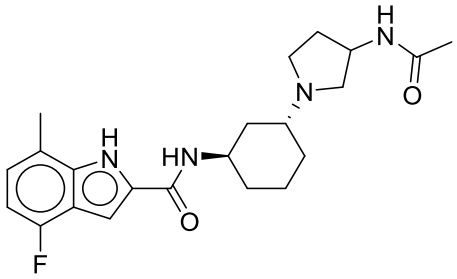
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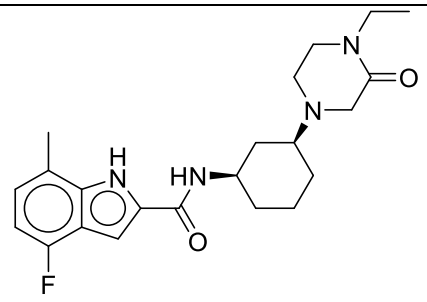
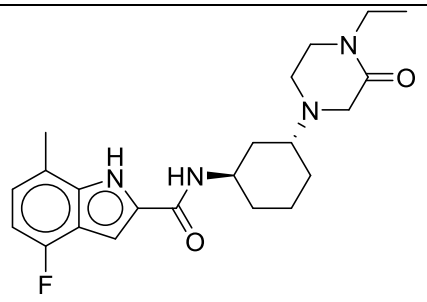
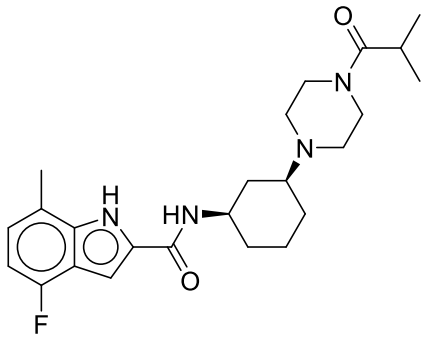
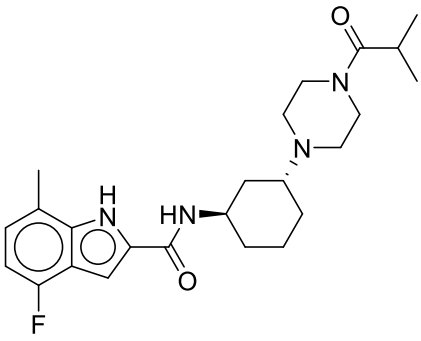
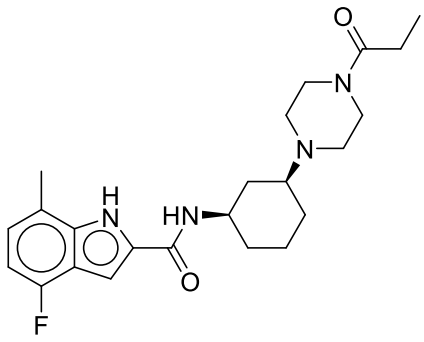
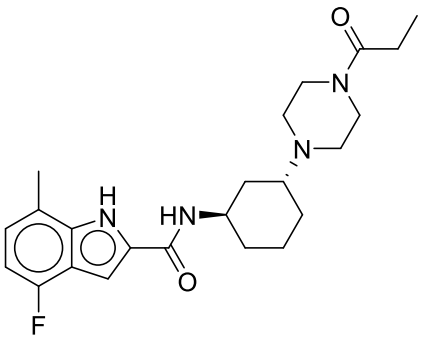
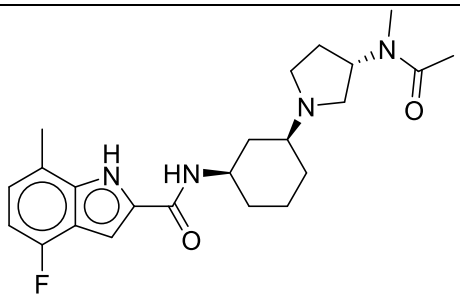
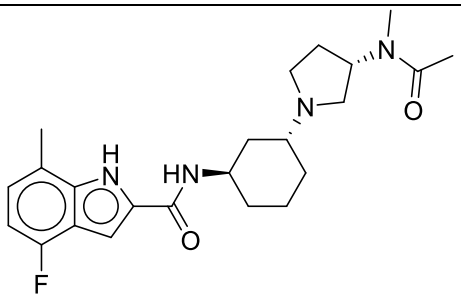
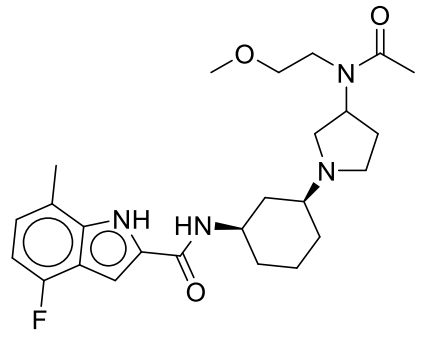
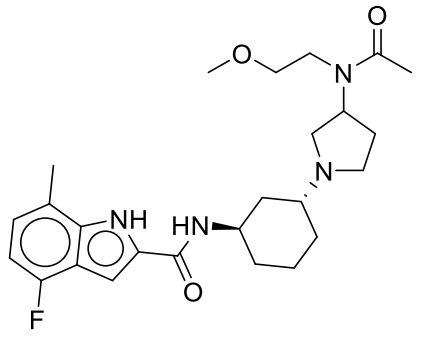
10. The compound of claim 9, wherein: R^{12a} is selected from the group consisting of hydrogen and C_1-C_3 alkyl; R^{13a} is C_1-C_4 alkyl; and R^{13b} is C_1-C_4 alkyl, or a pharmaceutically acceptable salt or solvate thereof.

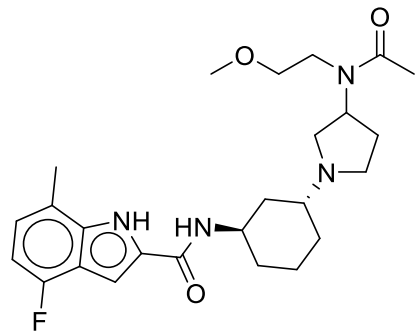
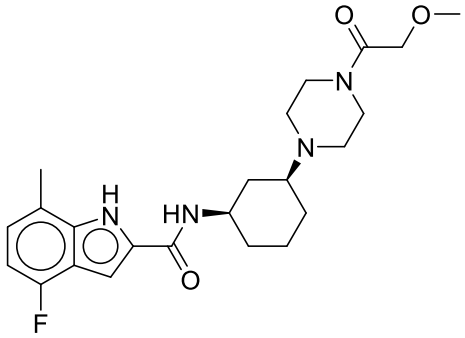
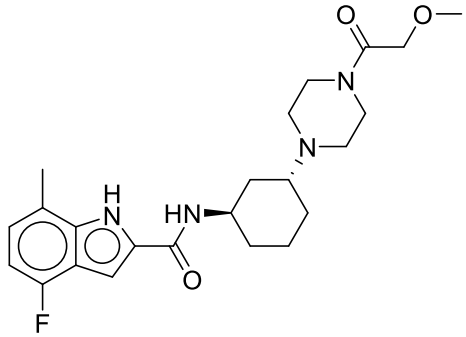
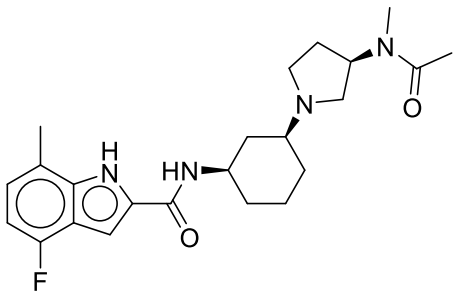
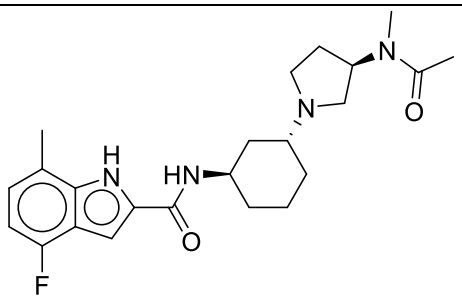
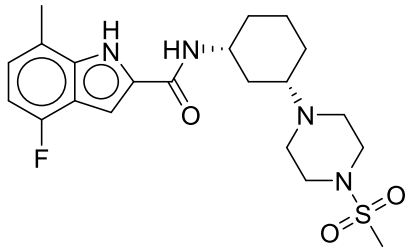
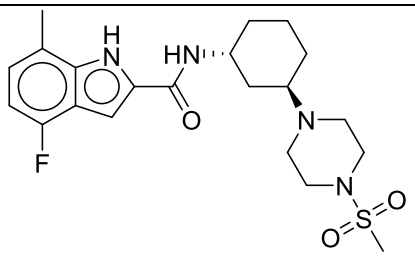
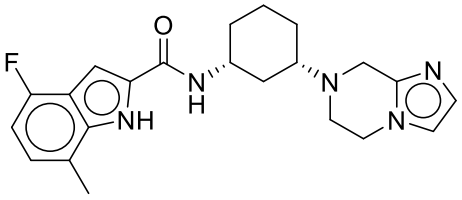
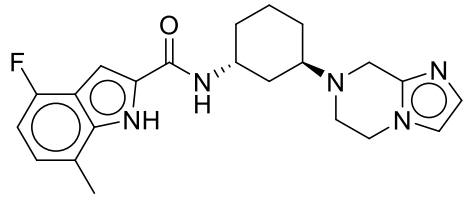
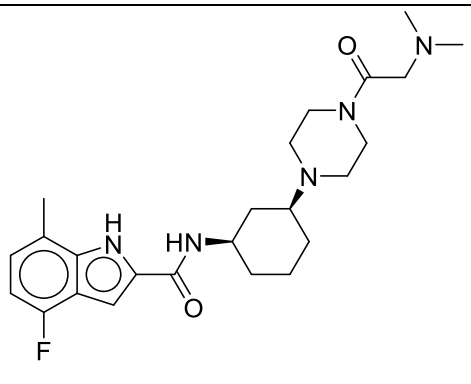
11. The compound of claim 10, wherein: R^{12a} is selected from the group consisting of hydrogen and methyl; R^{13a} is methyl; and R^{13b} is methyl, or a pharmaceutically acceptable salt or solvate thereof.

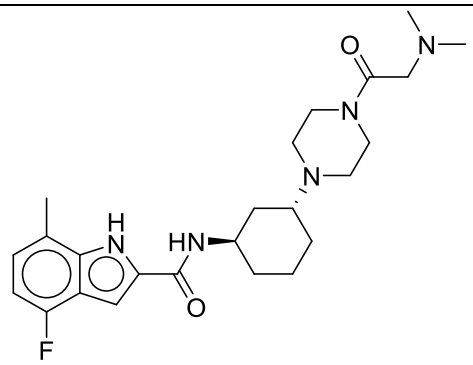
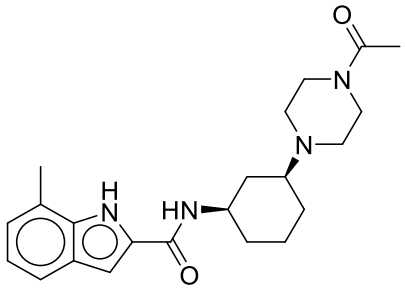
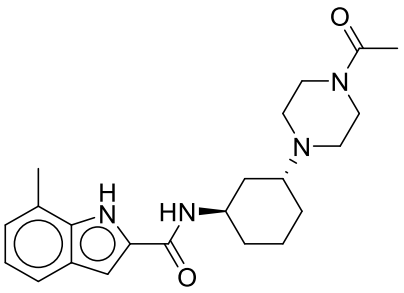
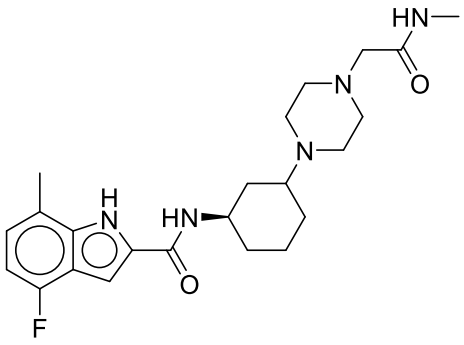
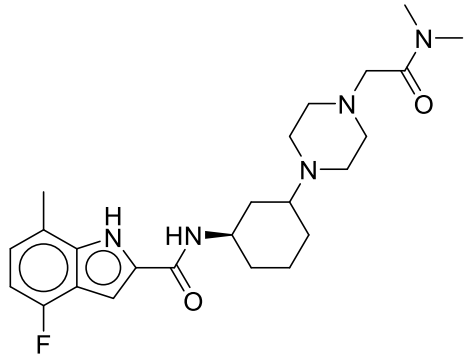
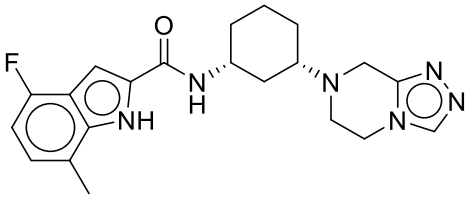
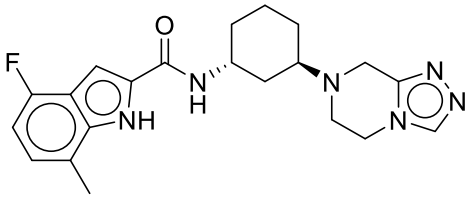
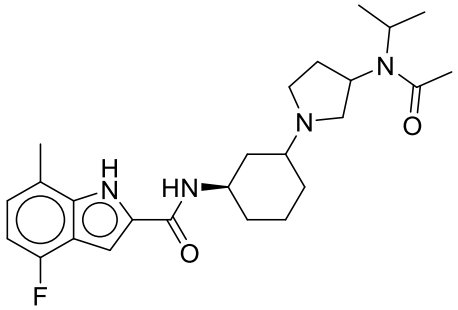
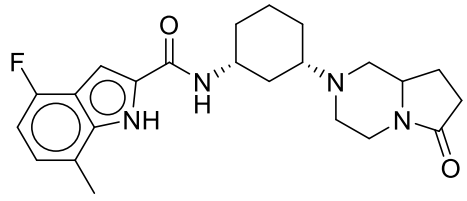
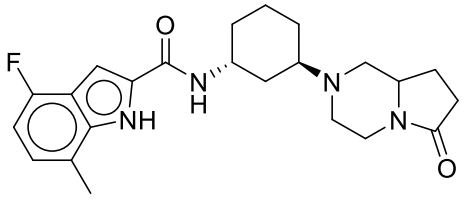
12. A compound selected from the group consisting of:

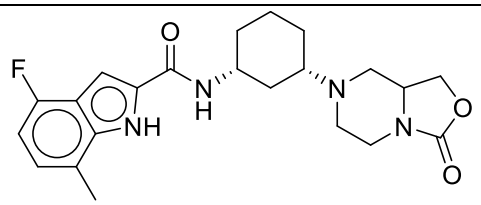
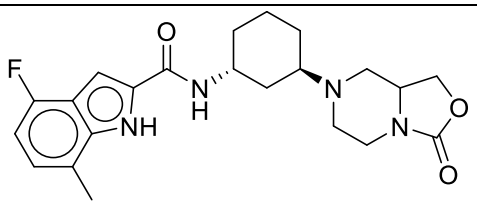
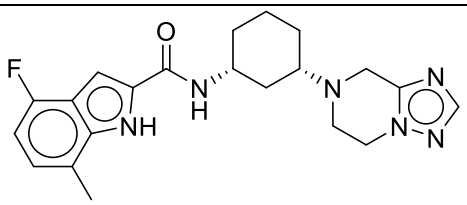
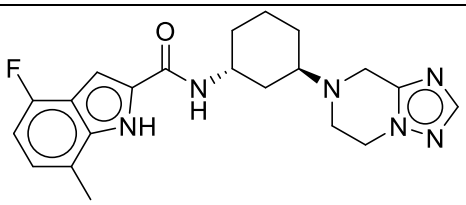
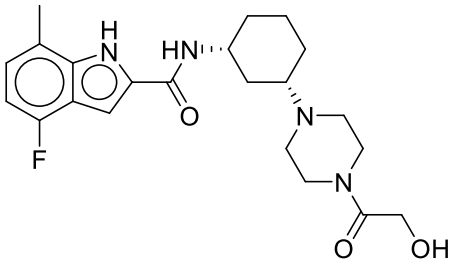
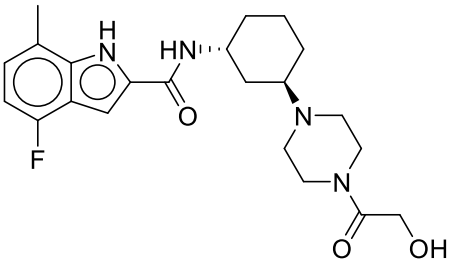
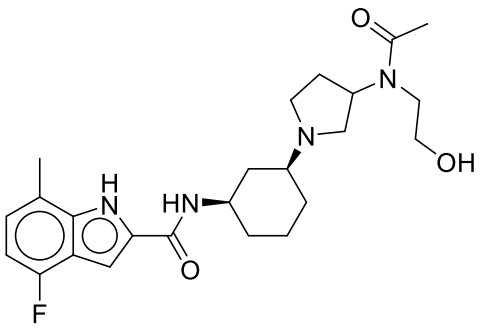
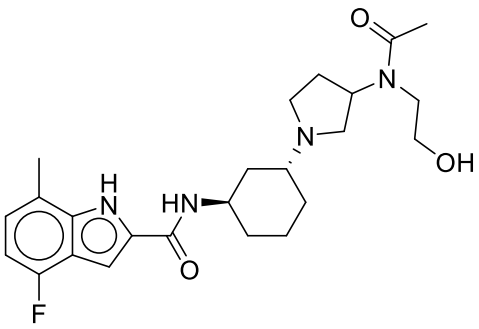
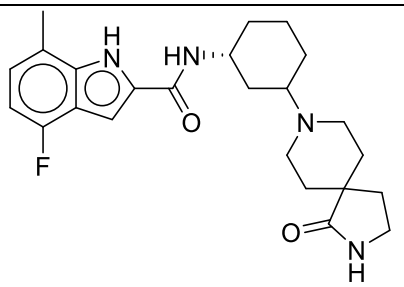
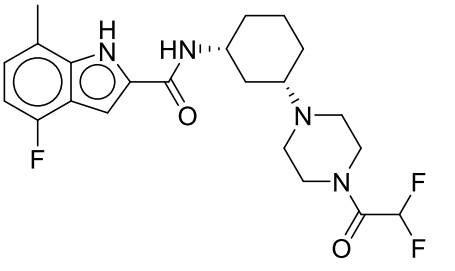
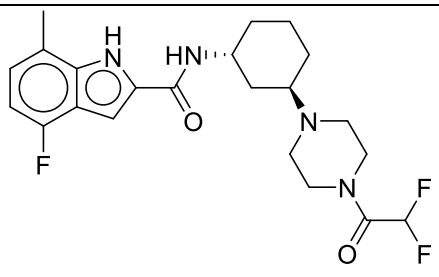
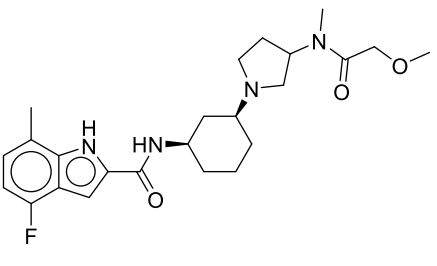
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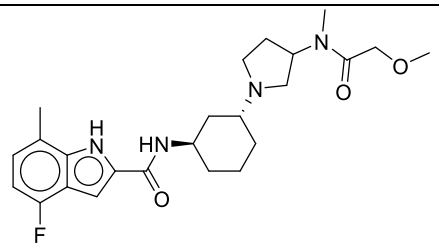
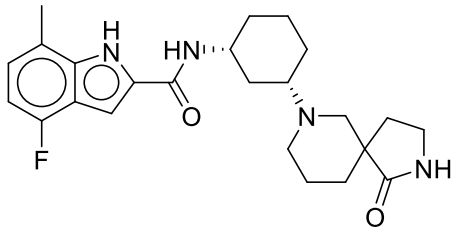
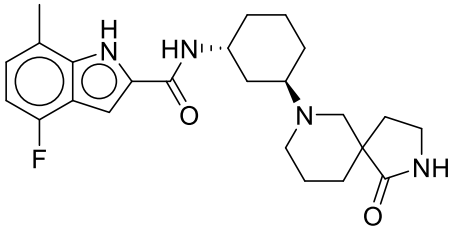
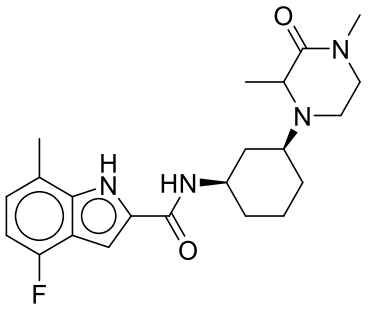
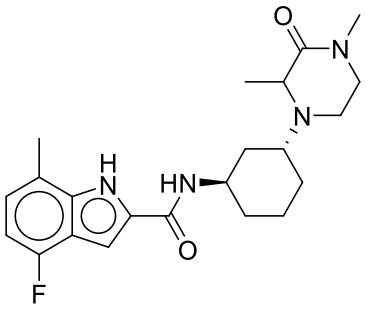
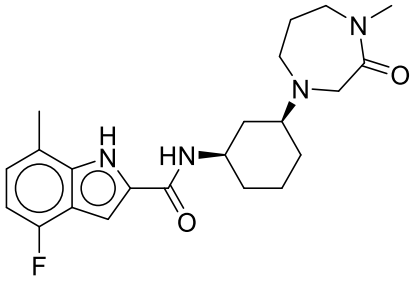
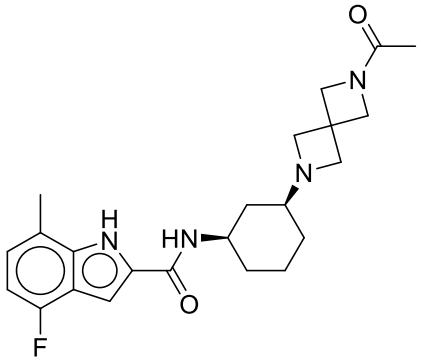
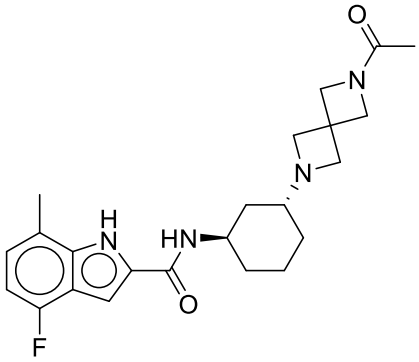
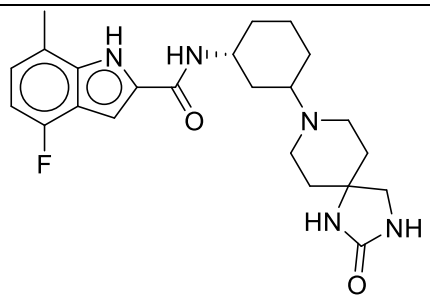
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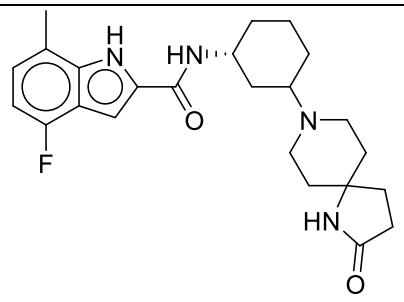
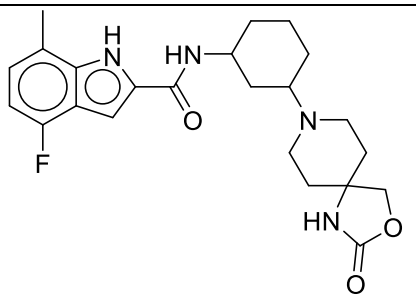
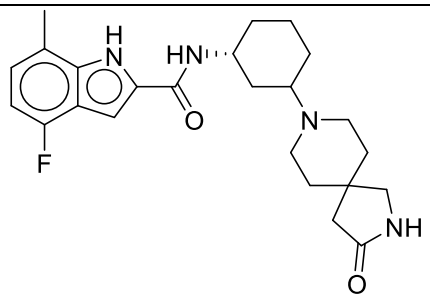
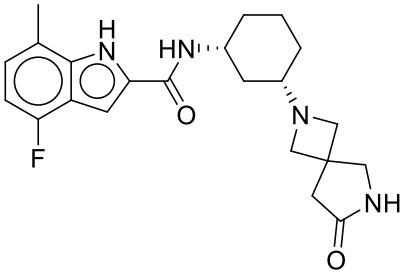
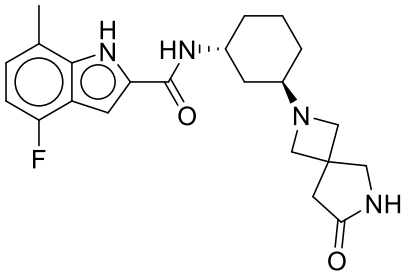
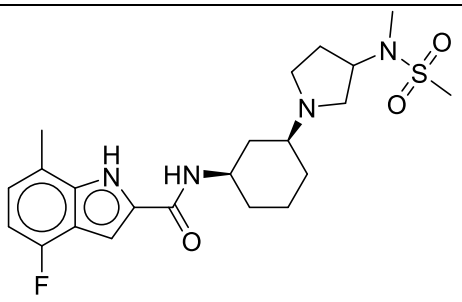
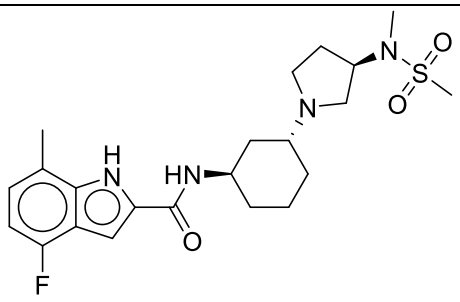
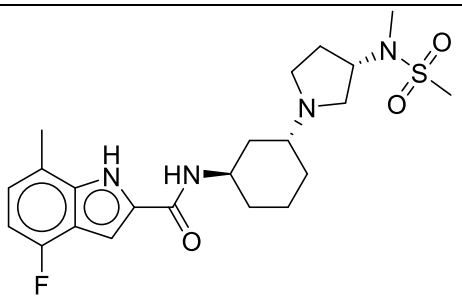
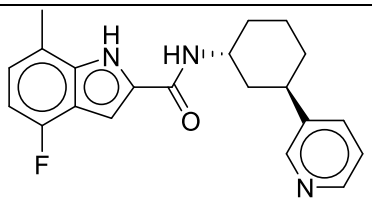
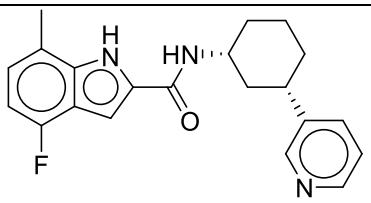
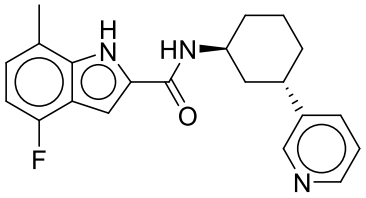
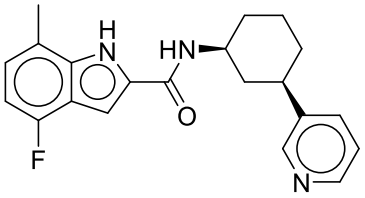
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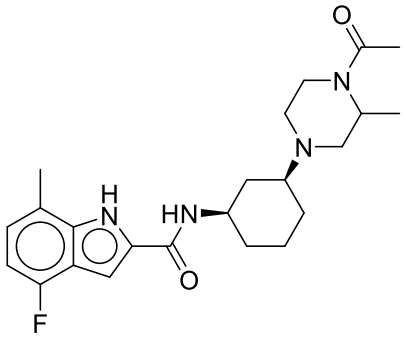
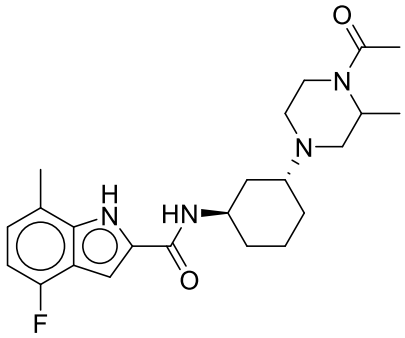
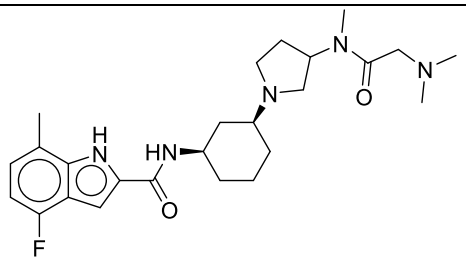
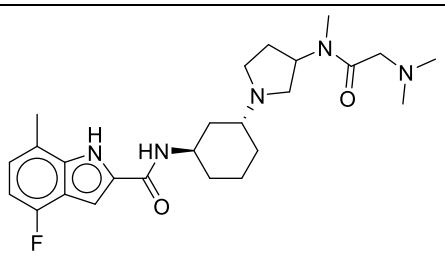
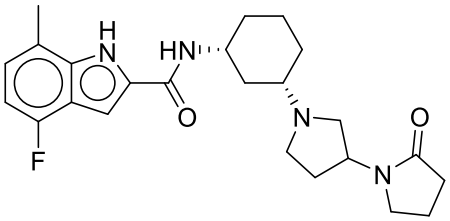
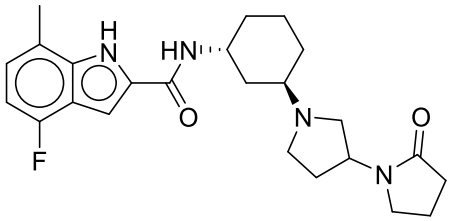
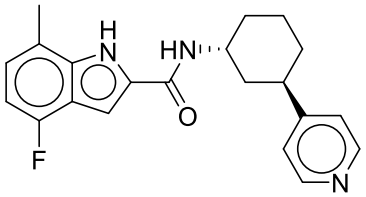
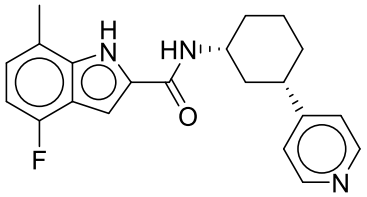
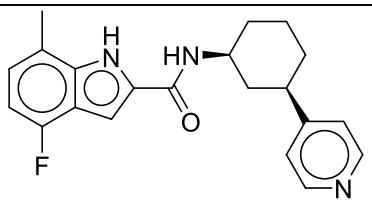
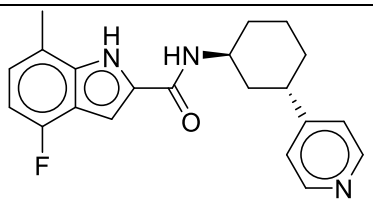
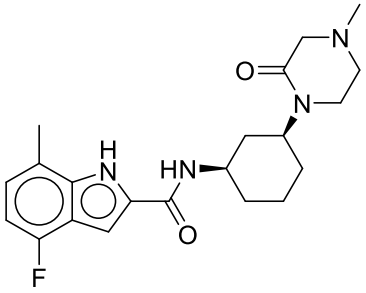
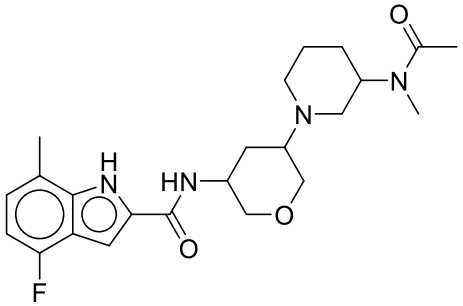
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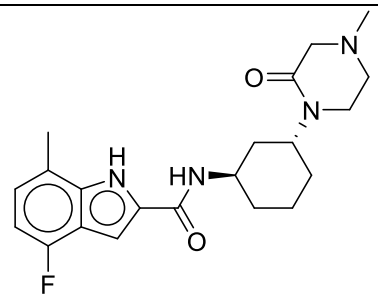
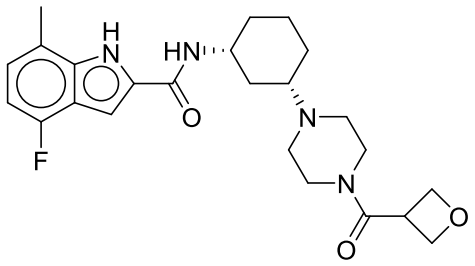
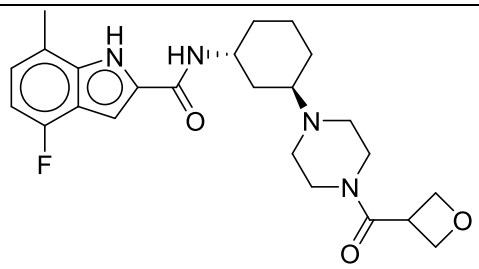
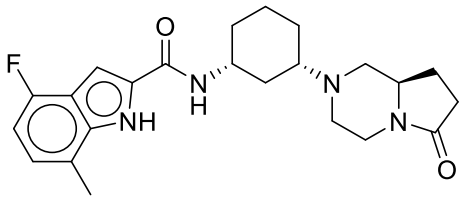
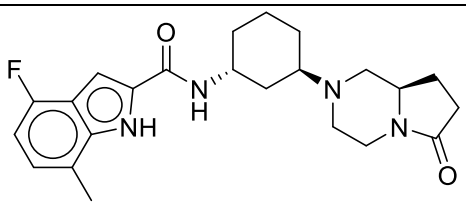
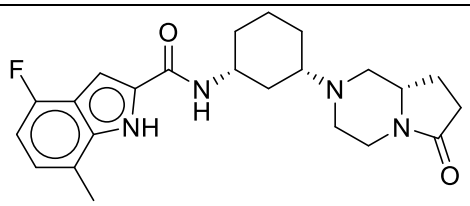
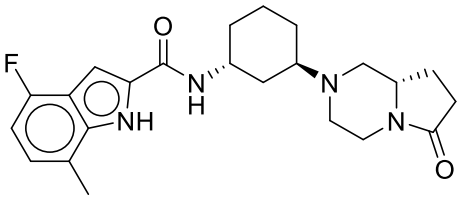
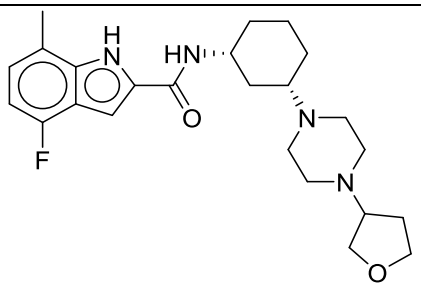
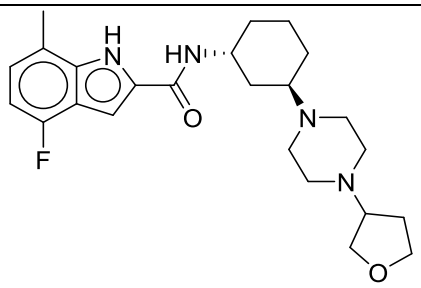
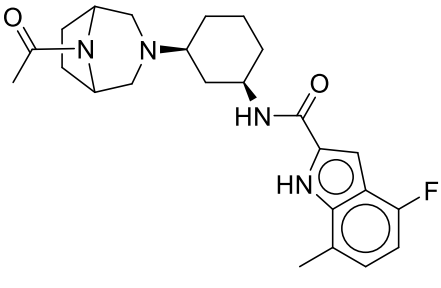
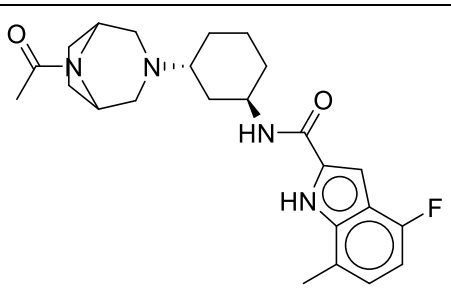
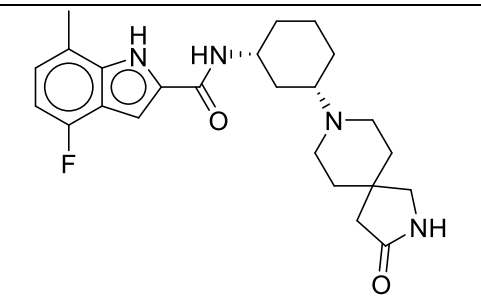
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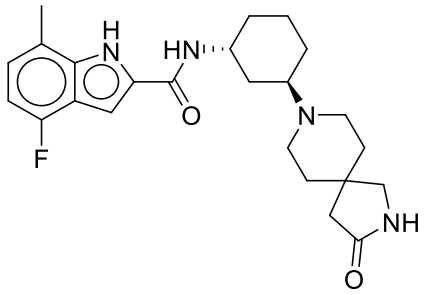
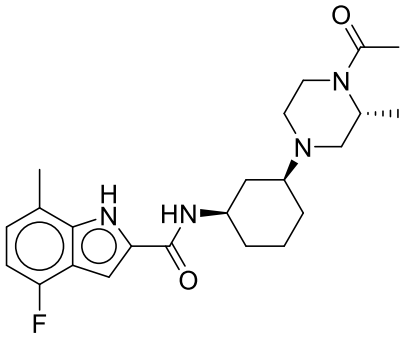
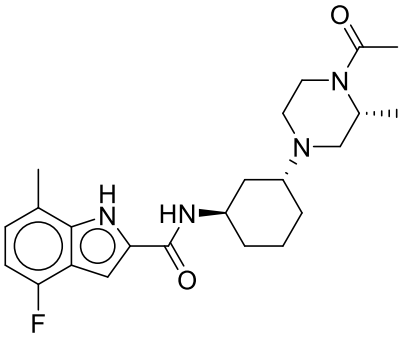
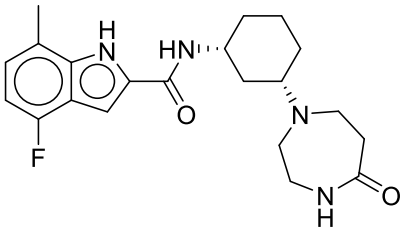
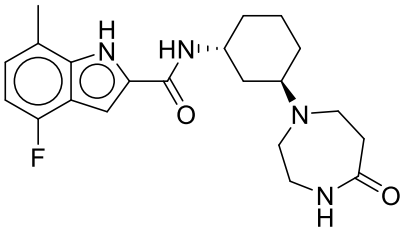
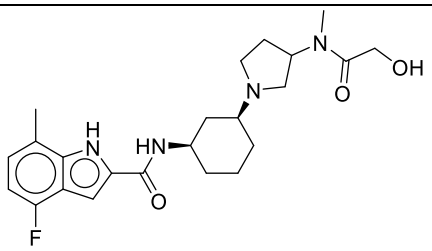
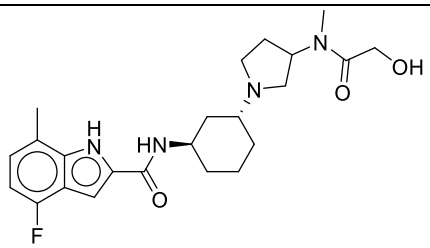
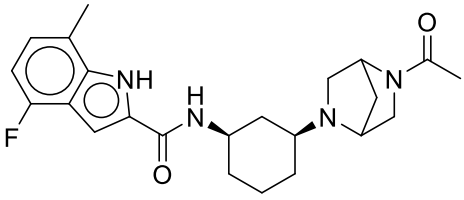
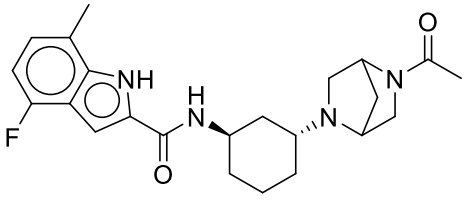
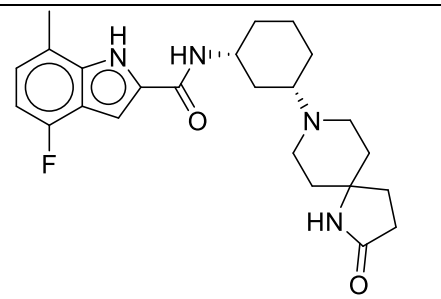
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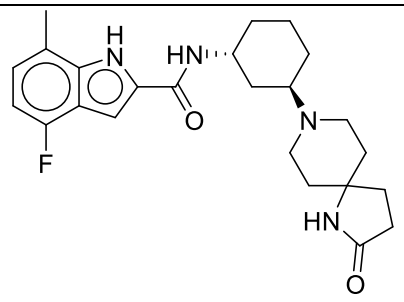
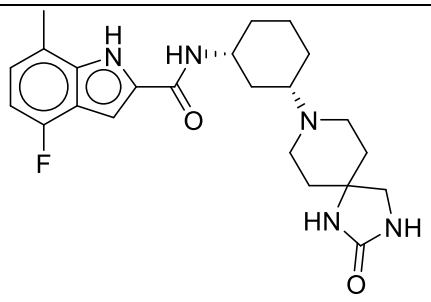
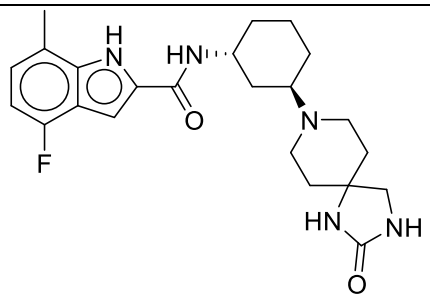
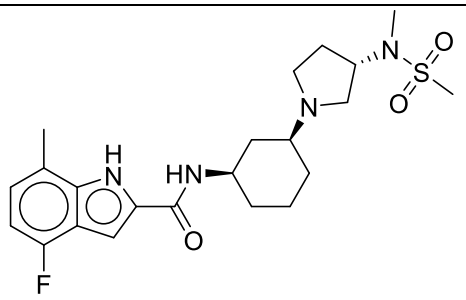
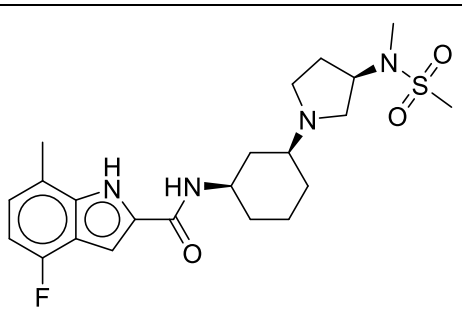
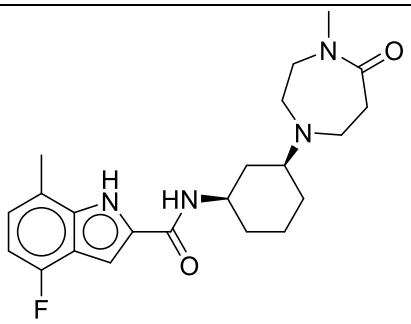
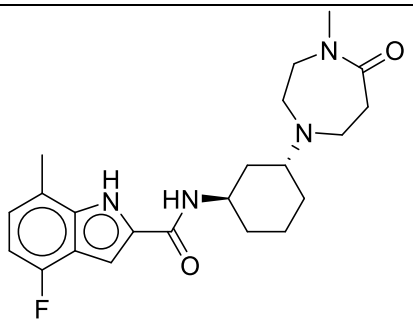
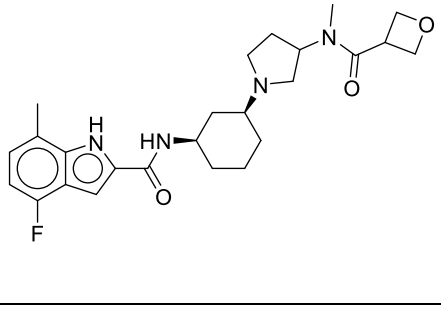
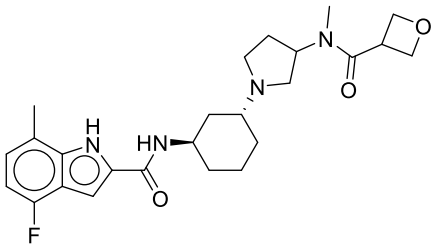
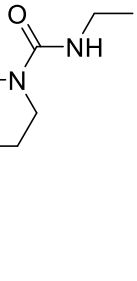
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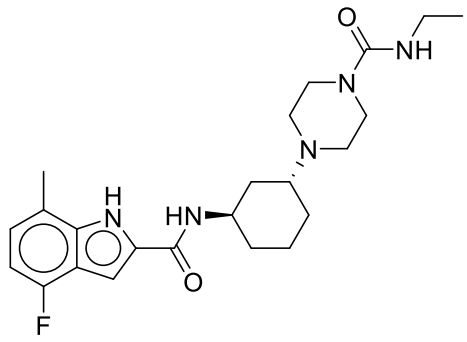
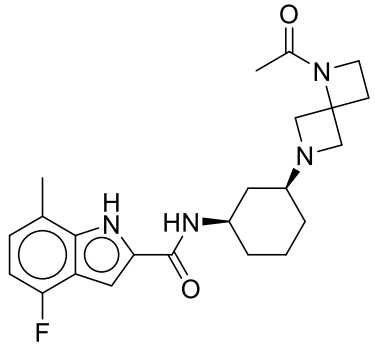
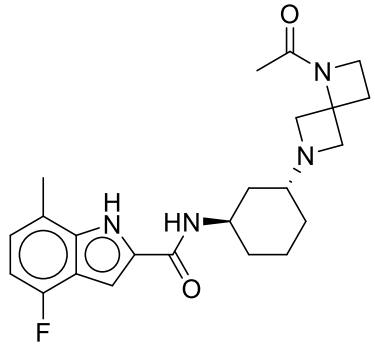
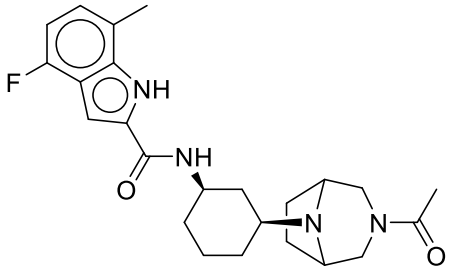
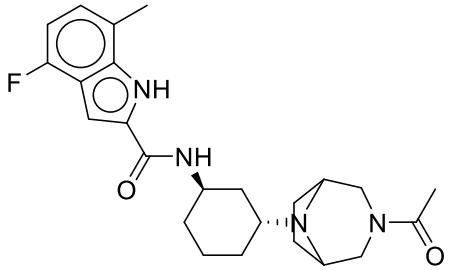
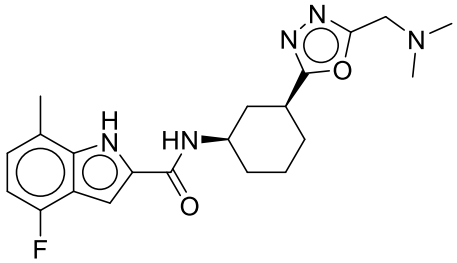
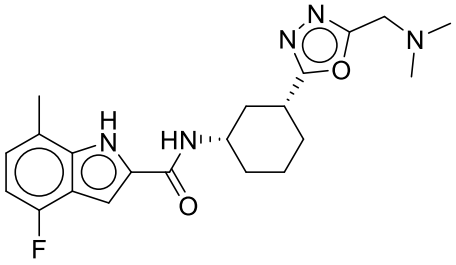
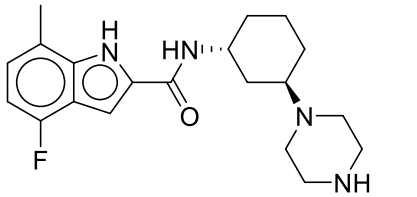
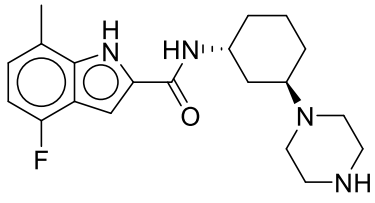
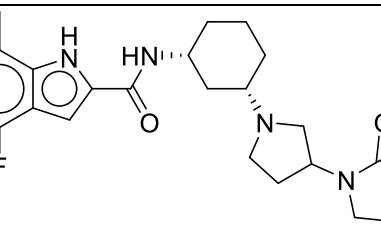
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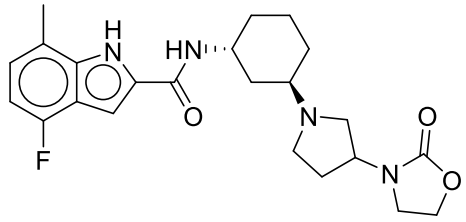
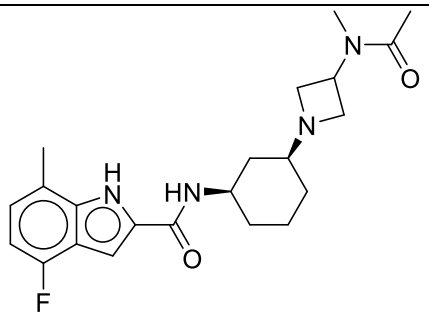
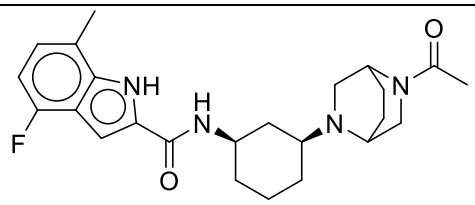
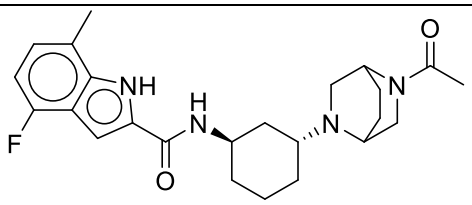
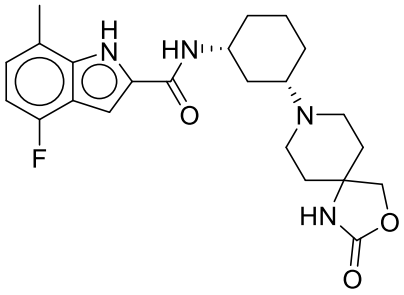
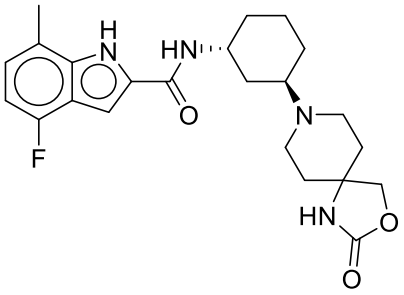
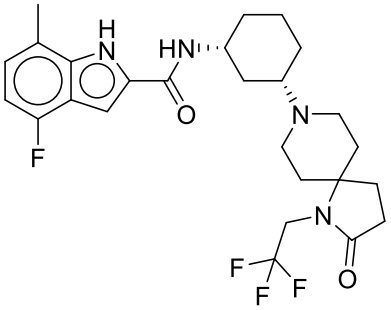
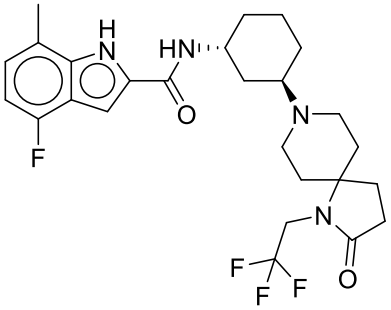
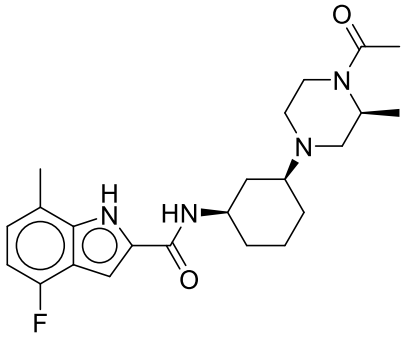
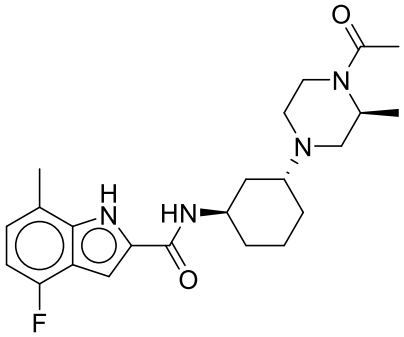
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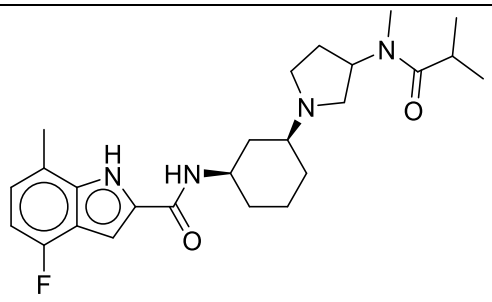
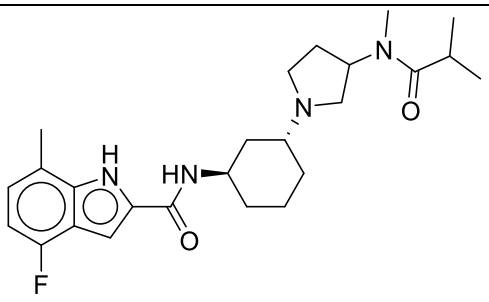
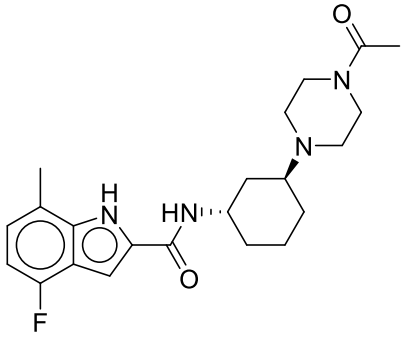
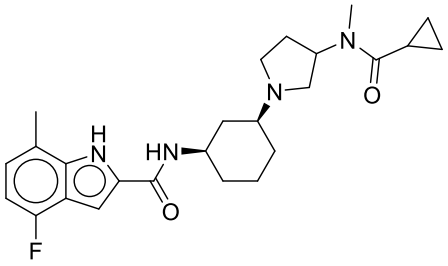
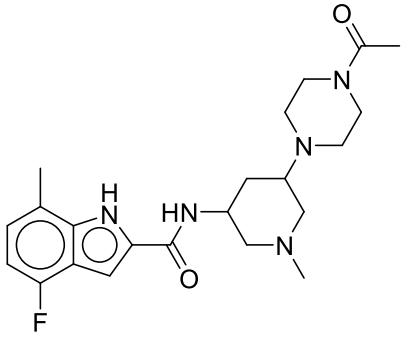
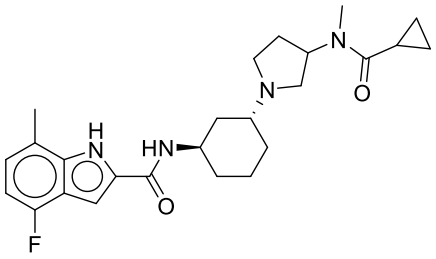
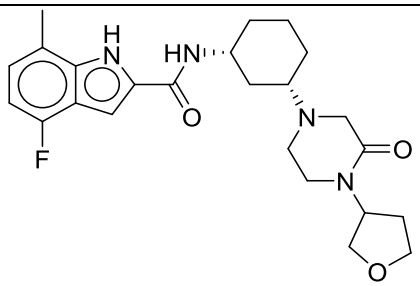
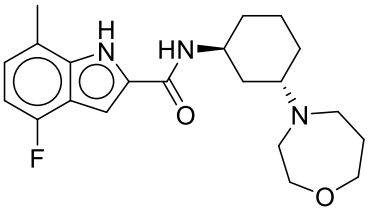
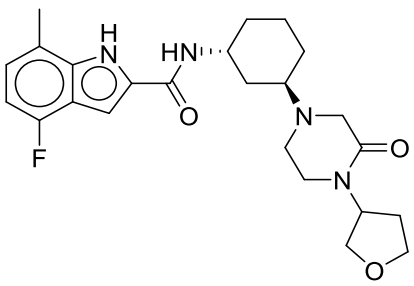
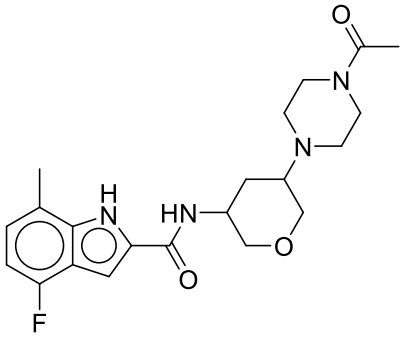
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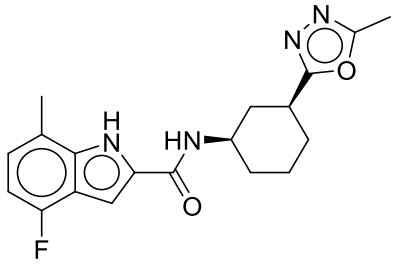
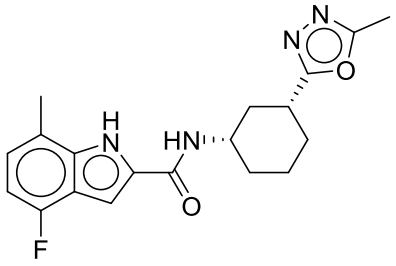
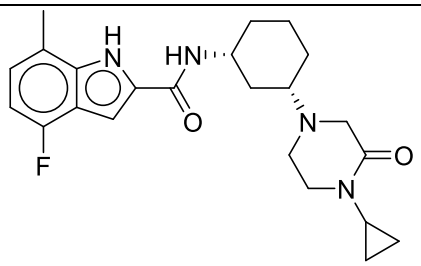
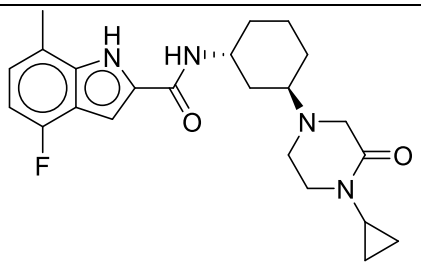
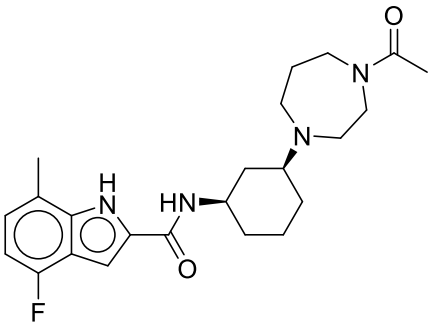
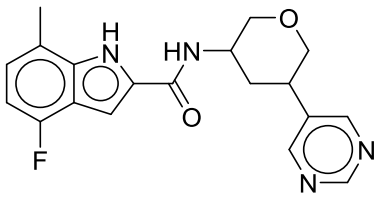
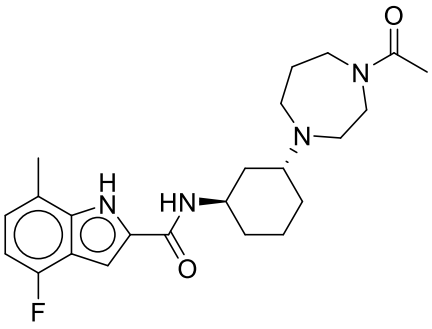
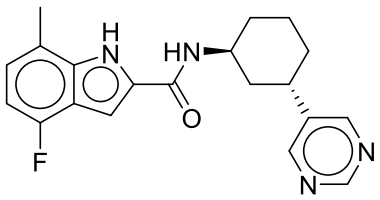
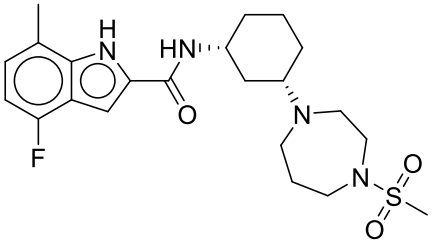
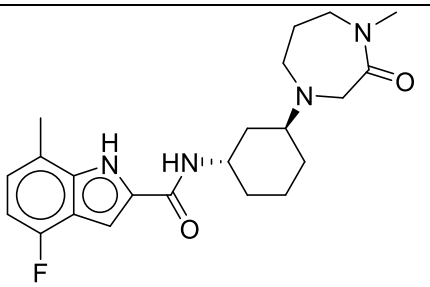
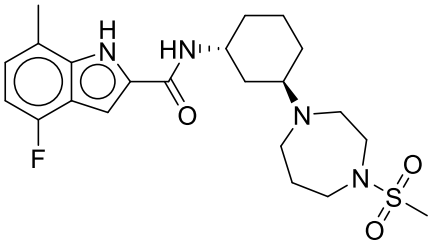
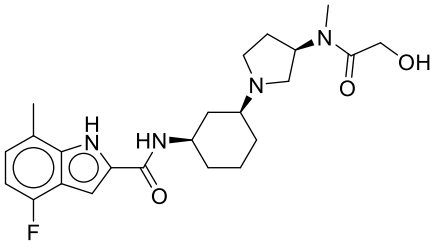
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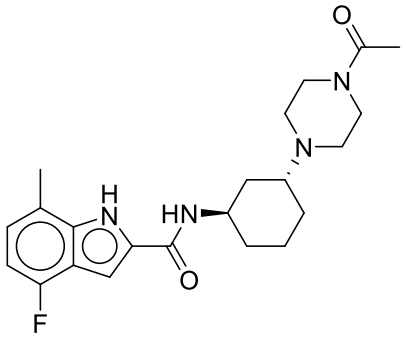
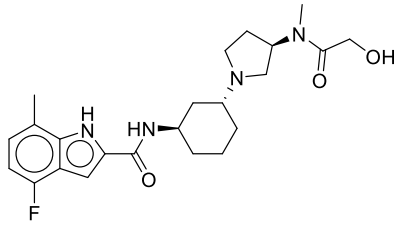
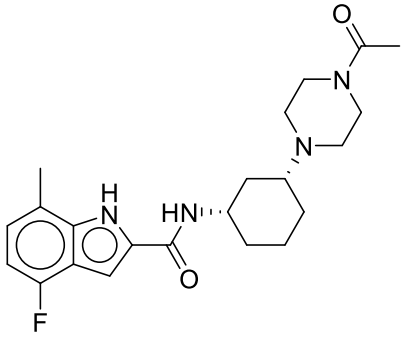
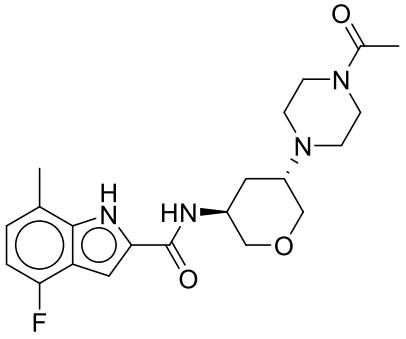
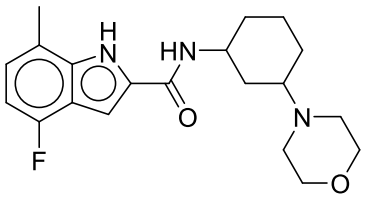
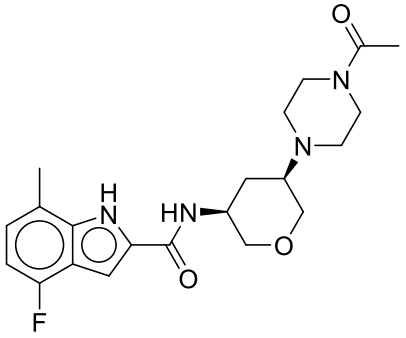
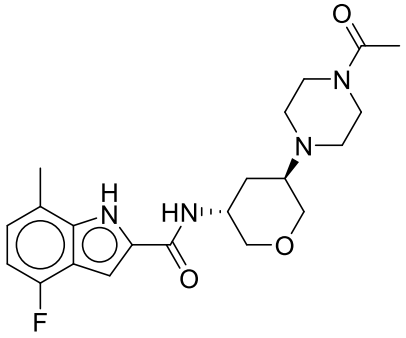
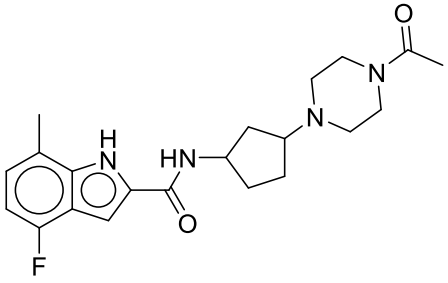
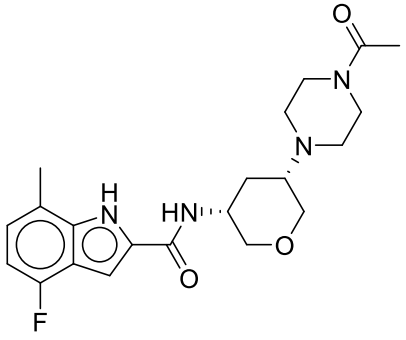
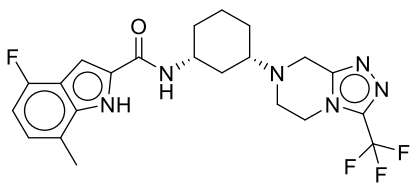
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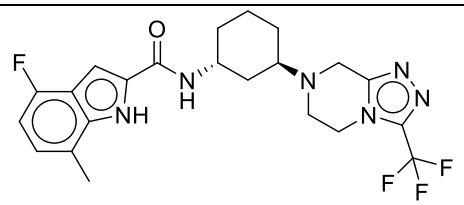
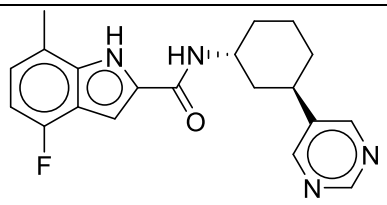
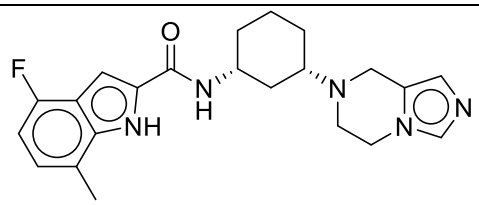
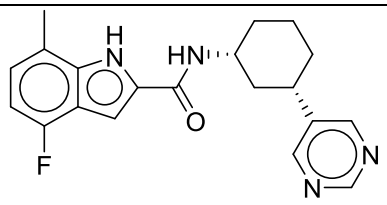
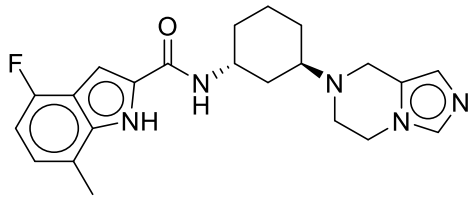
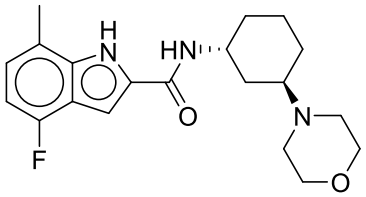
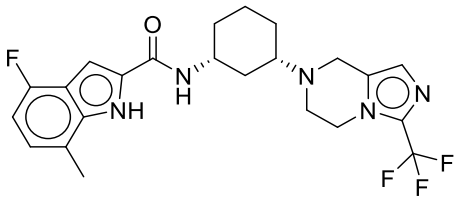
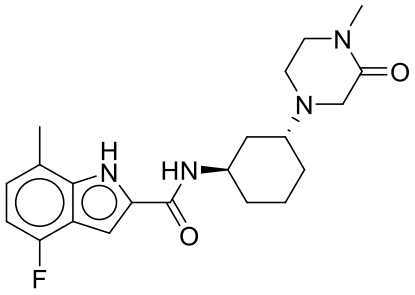
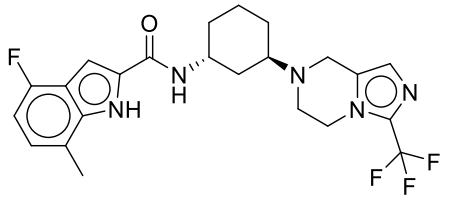
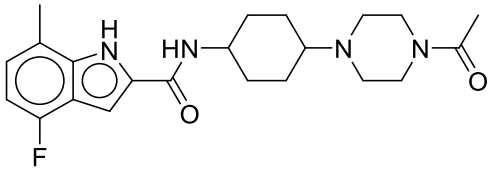
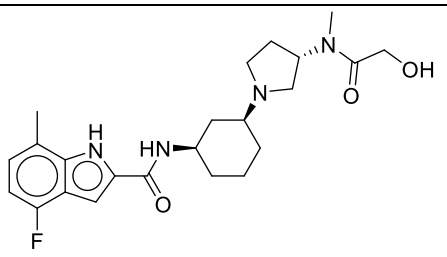
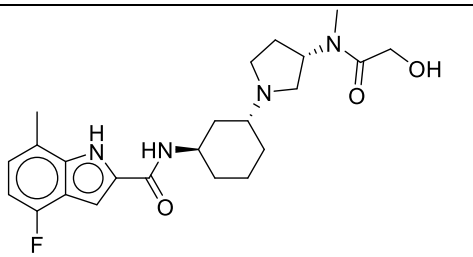
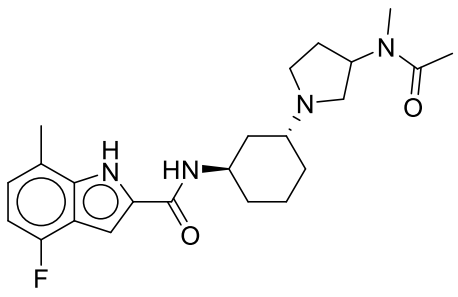
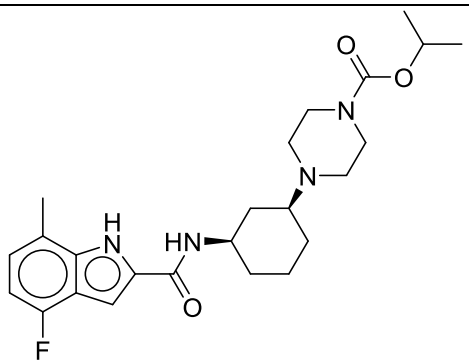
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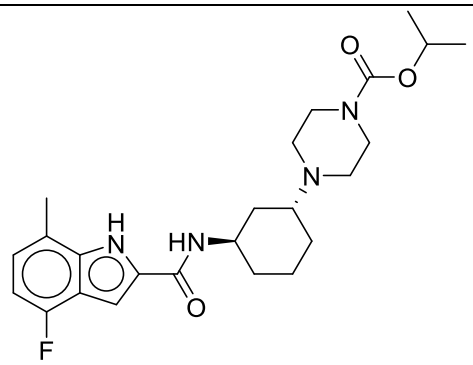
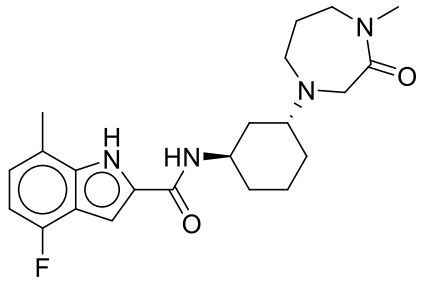
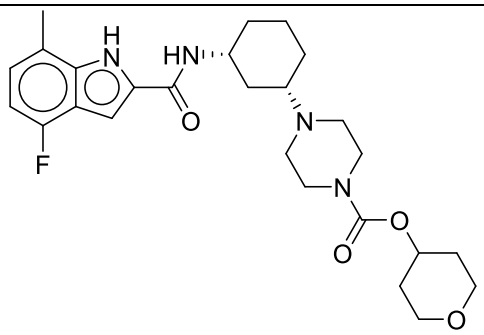
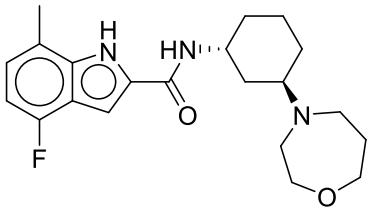
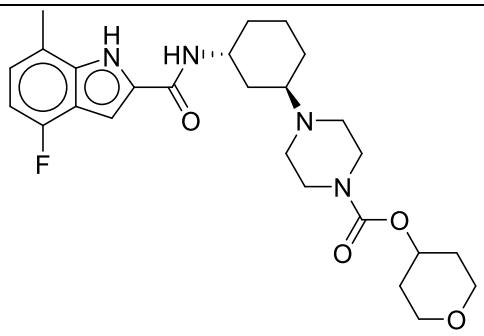
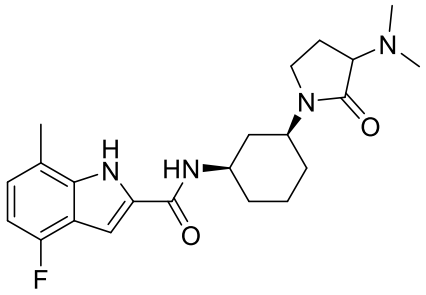
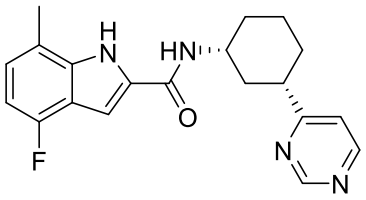
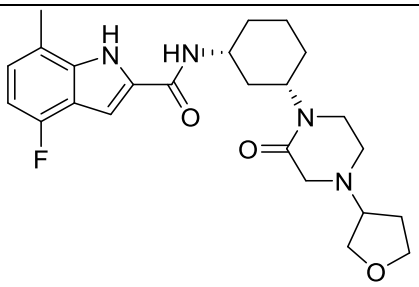
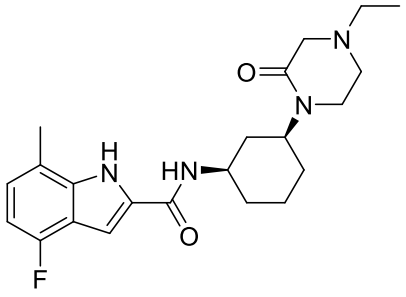
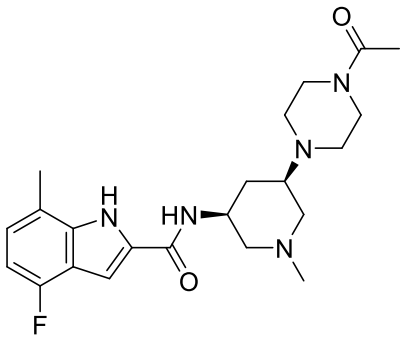
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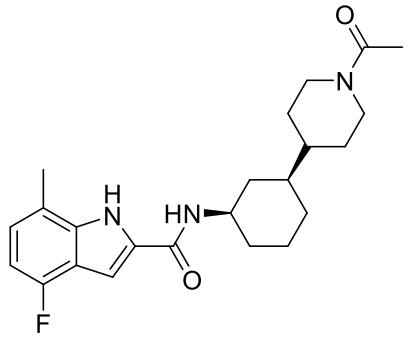
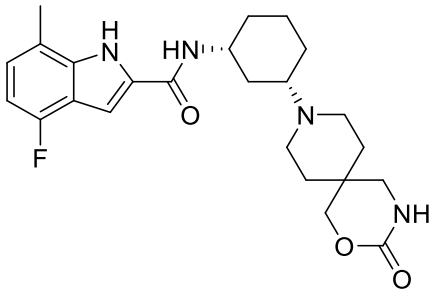
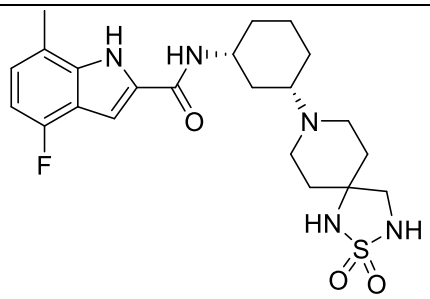
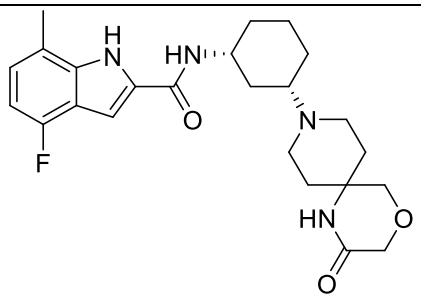
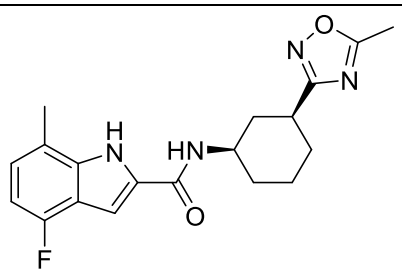
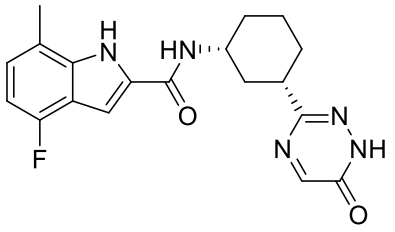
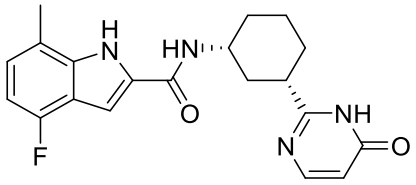
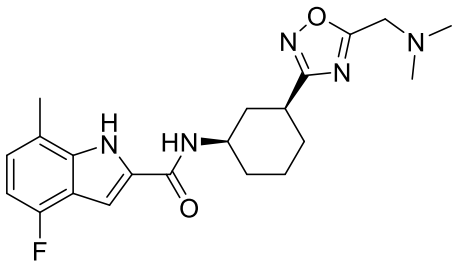
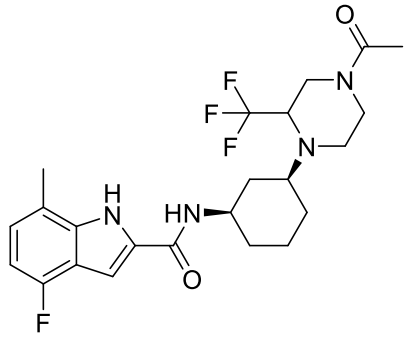
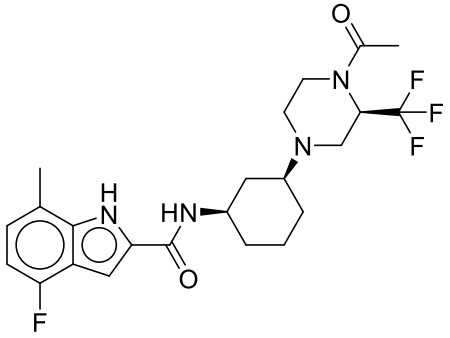
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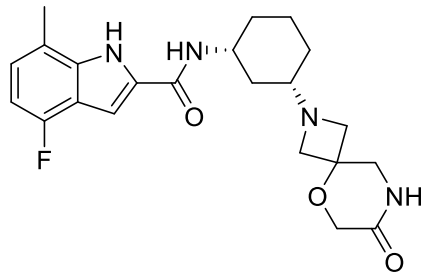
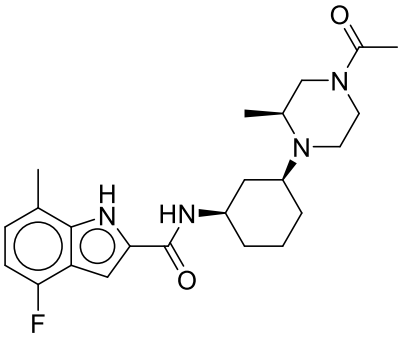
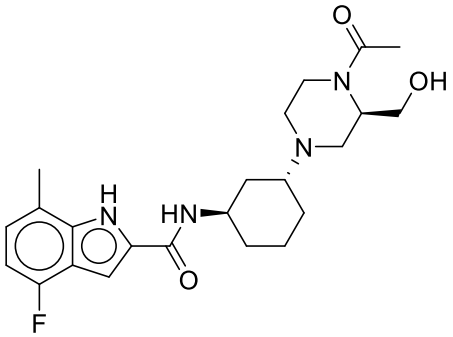
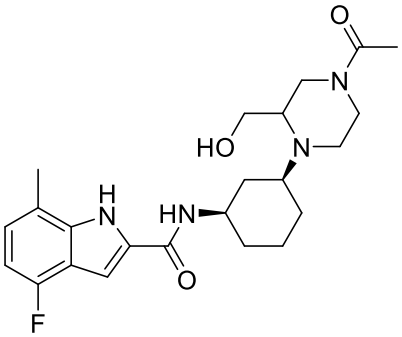
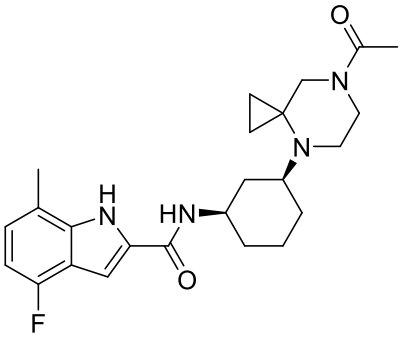
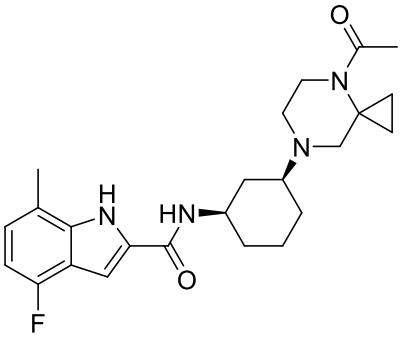
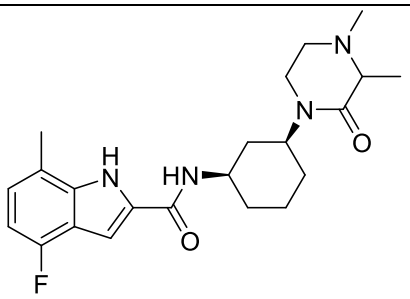
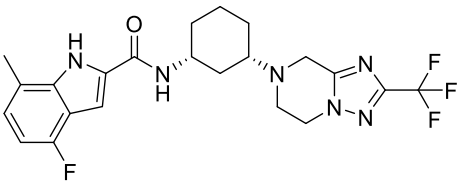
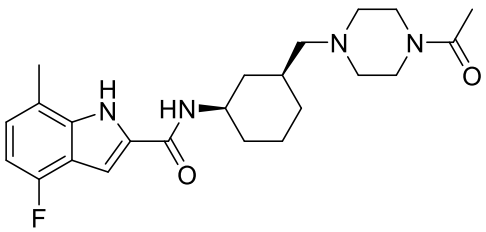
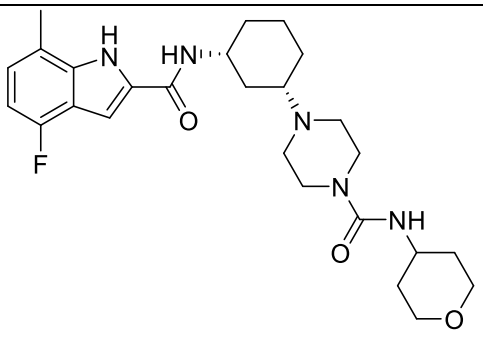
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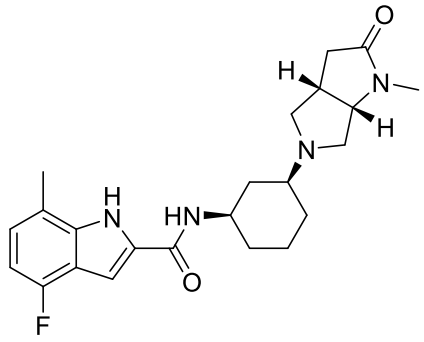
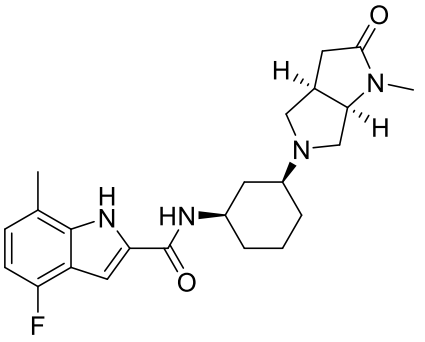
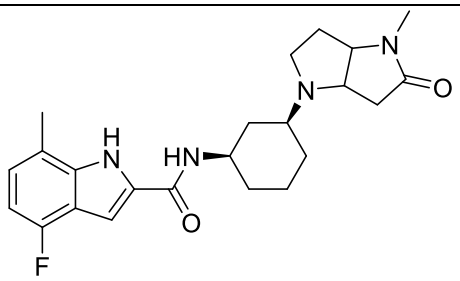
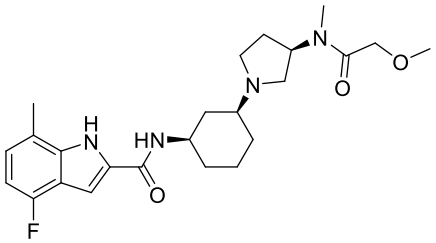
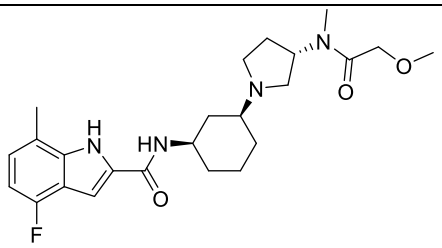
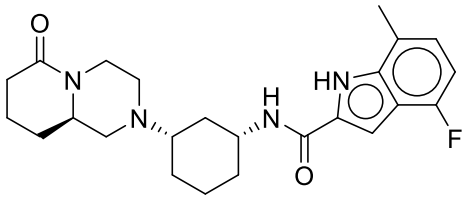
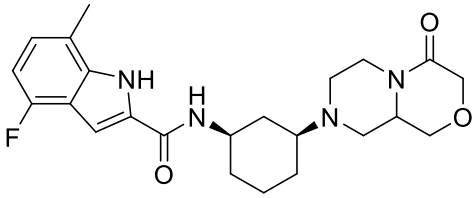
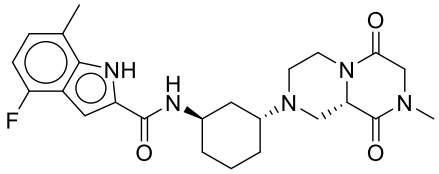
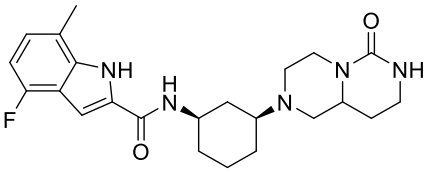
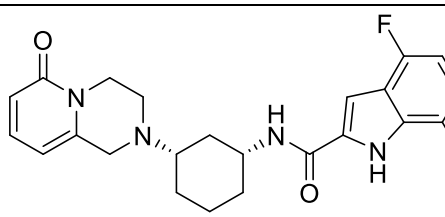
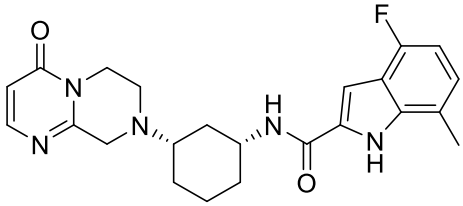
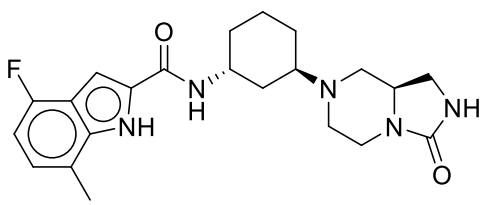
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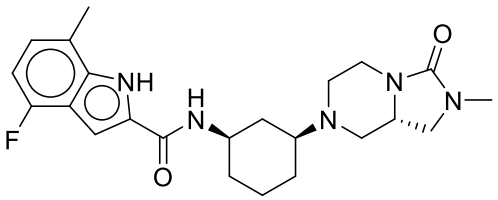
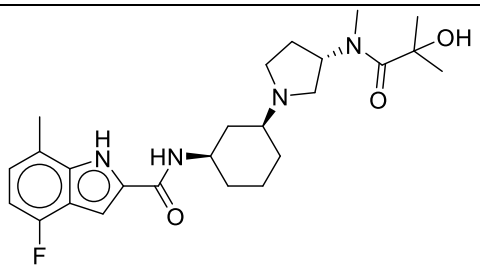
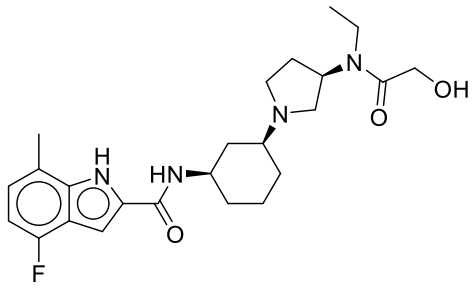
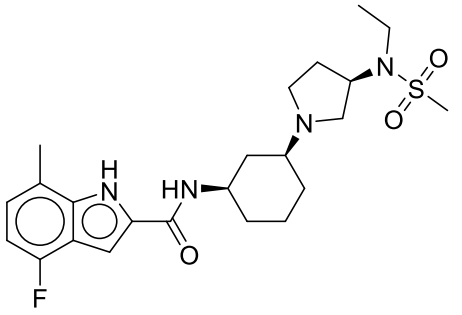
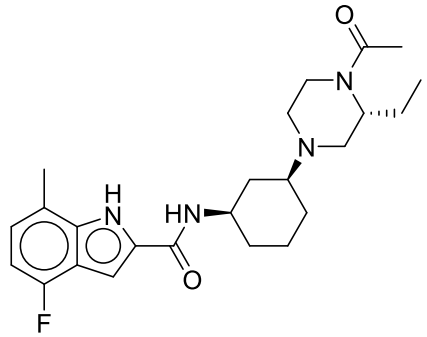
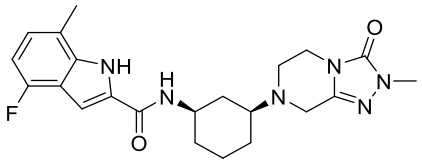
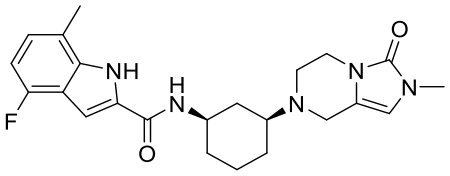
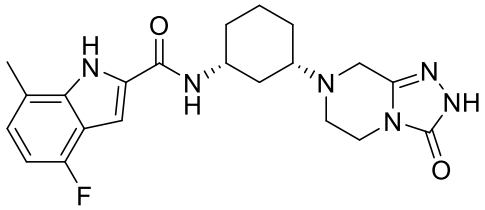
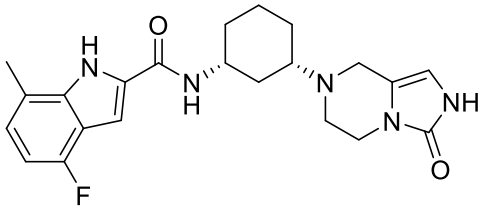
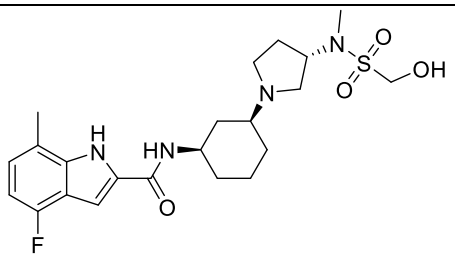
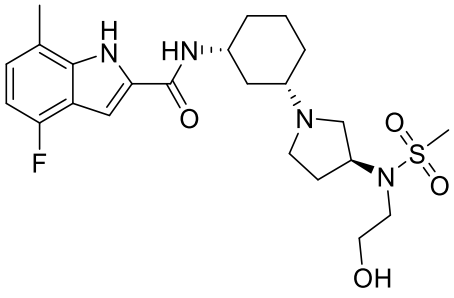
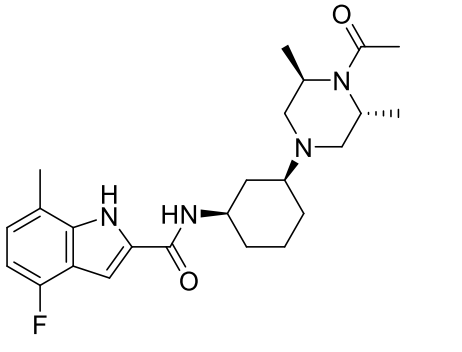
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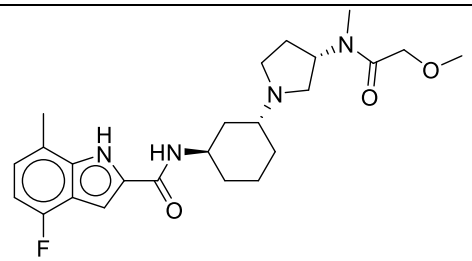
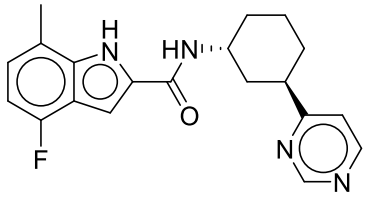
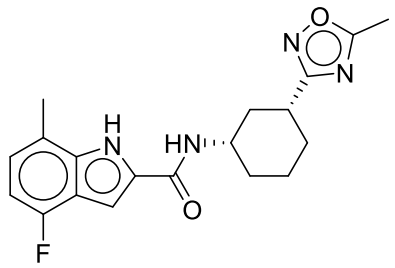
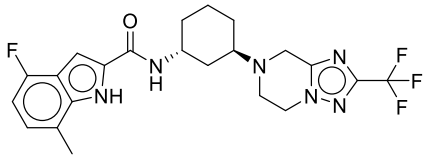
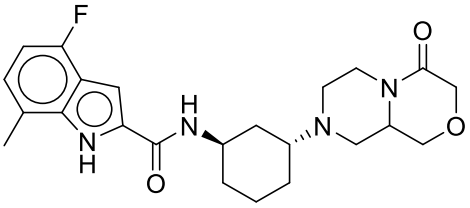
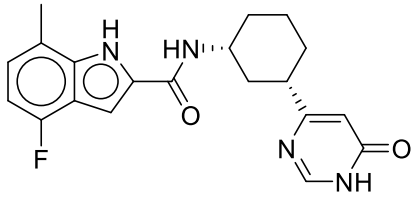
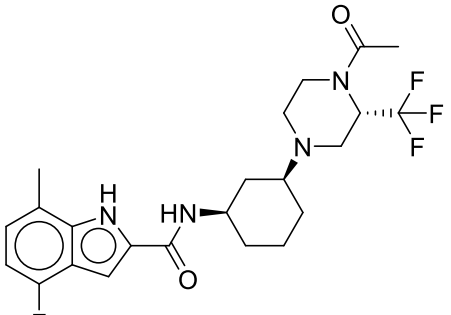
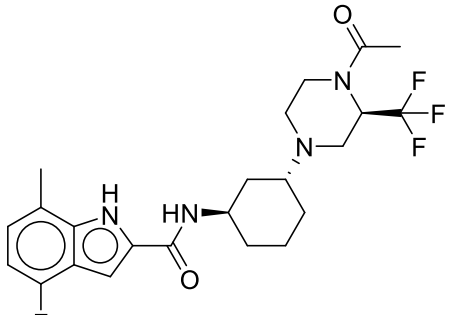
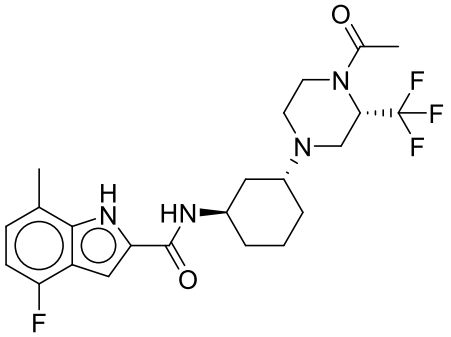
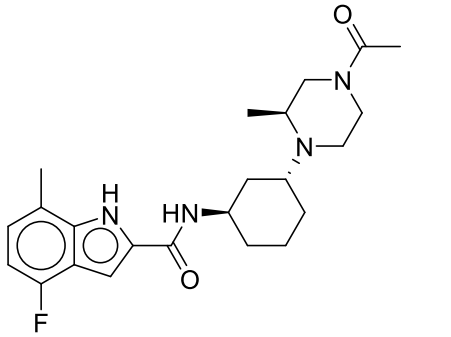
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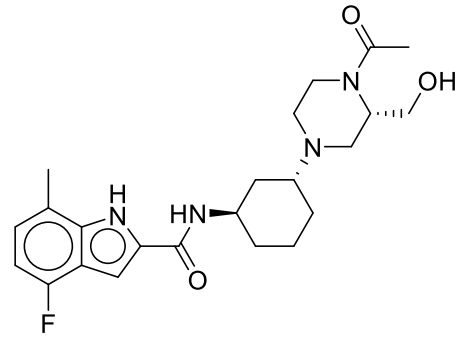
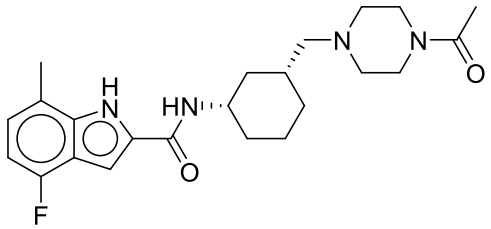
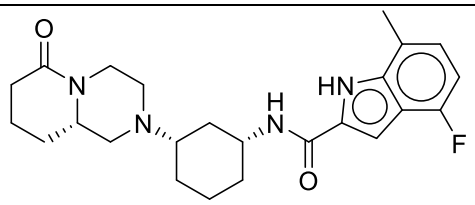
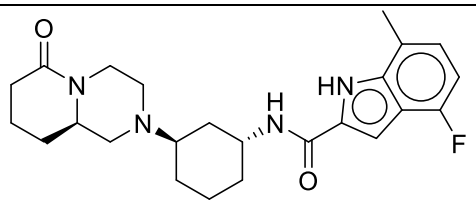
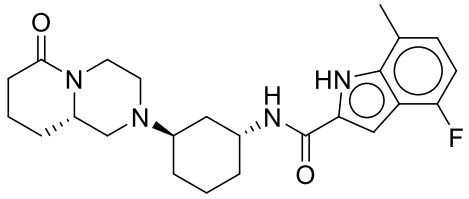
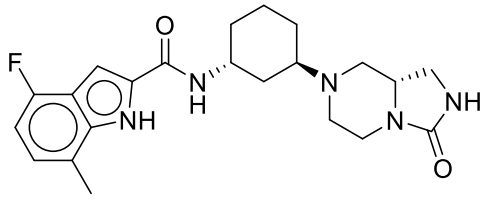
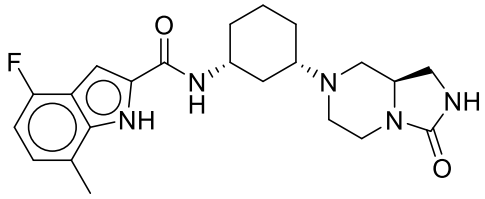
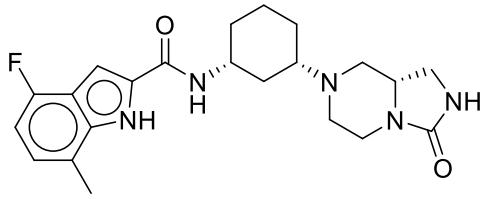
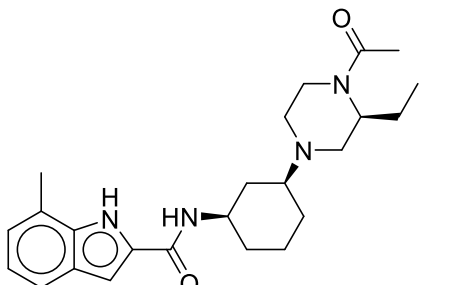
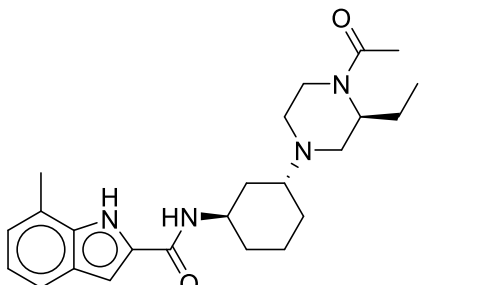
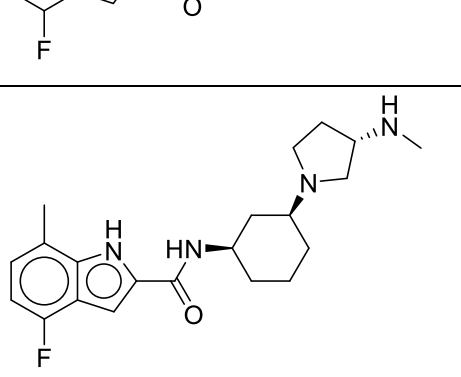
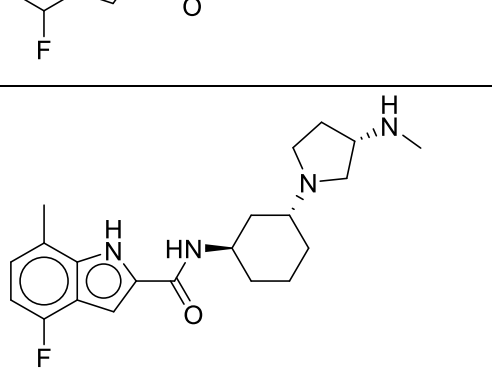
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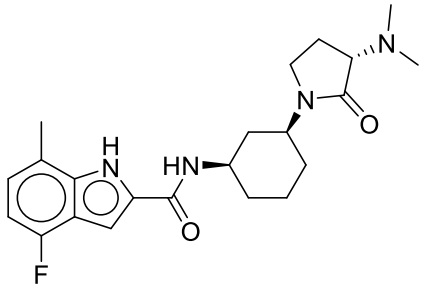
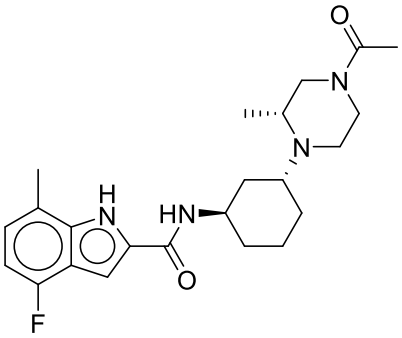
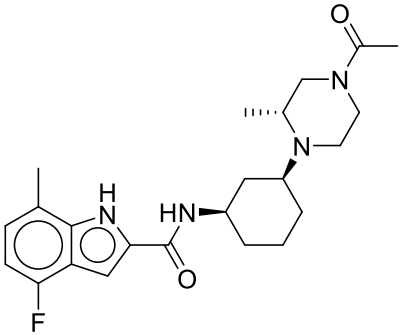
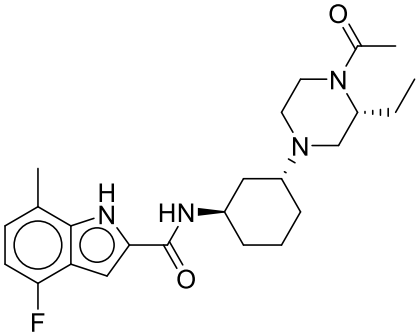
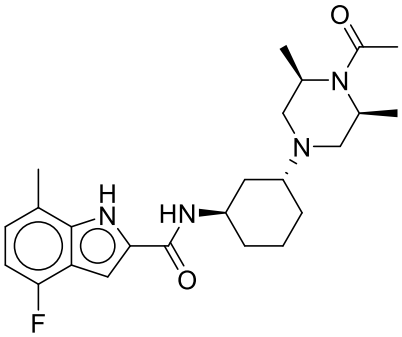
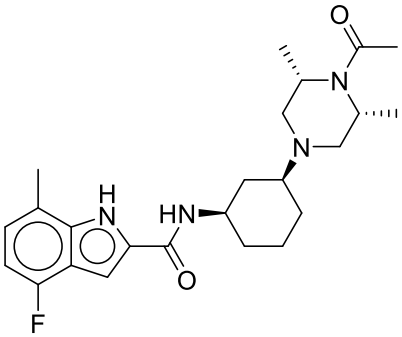
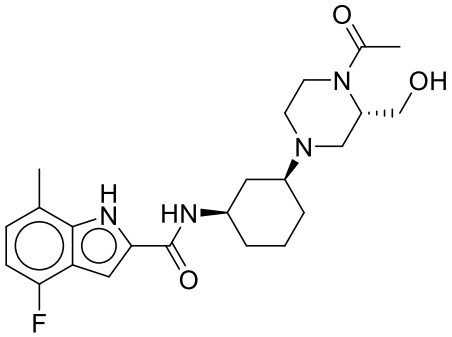
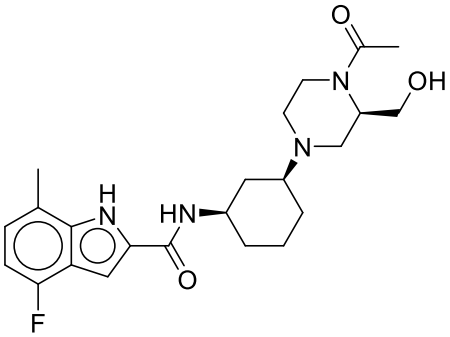
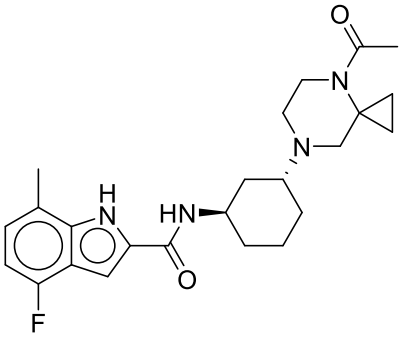
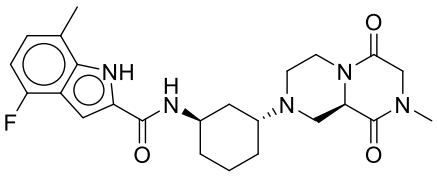
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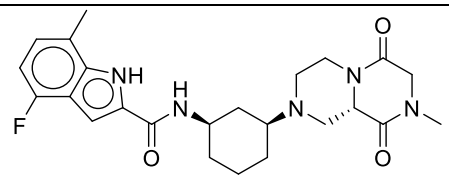
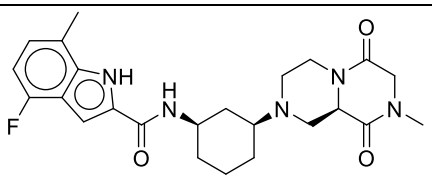
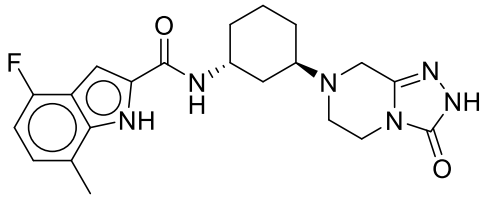
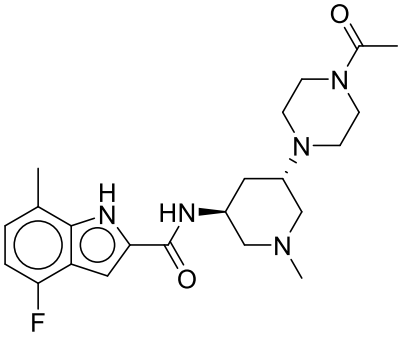
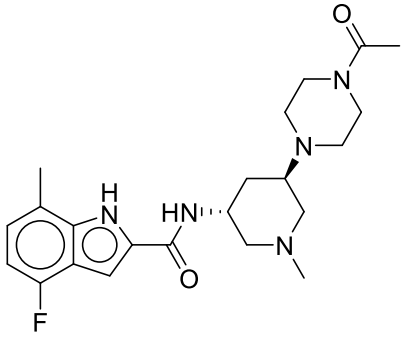
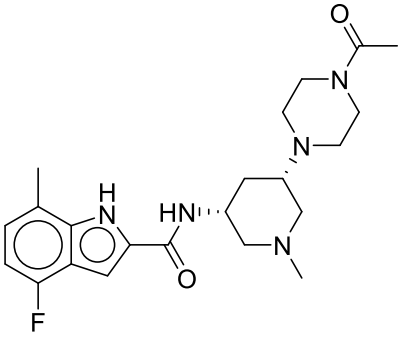
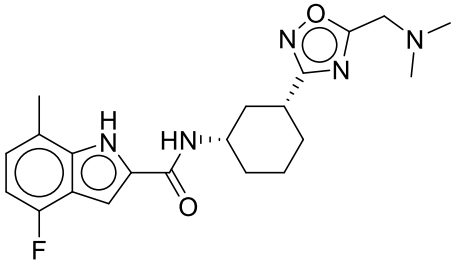
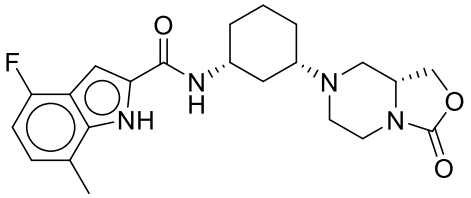
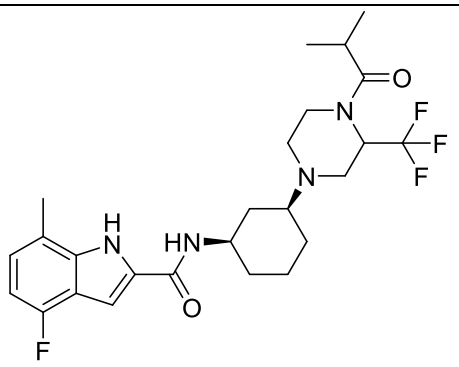
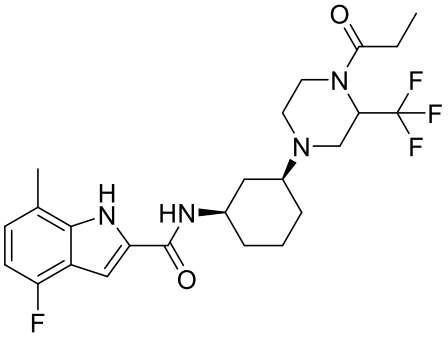
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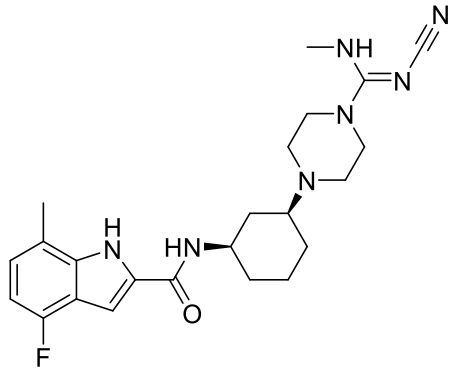
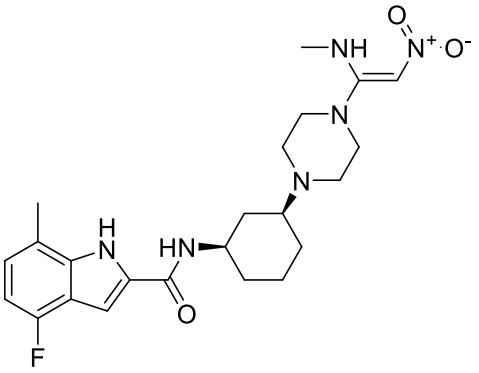
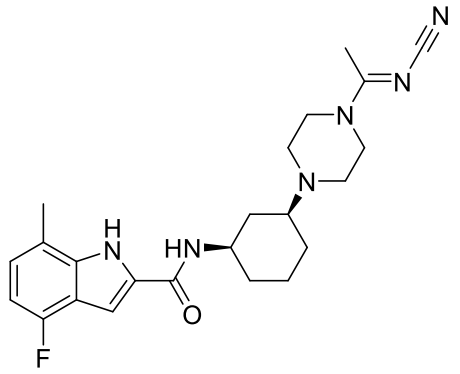
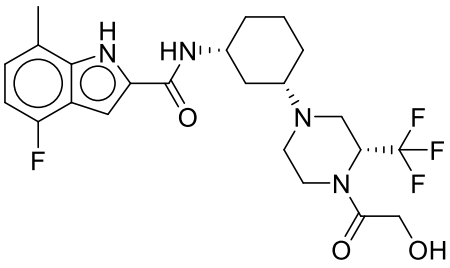
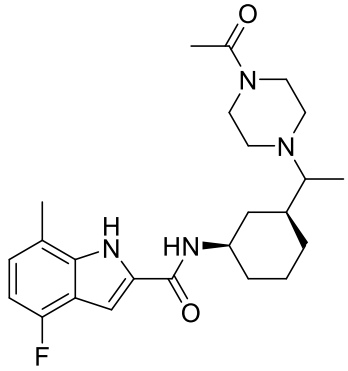
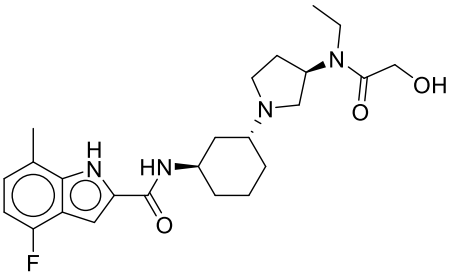
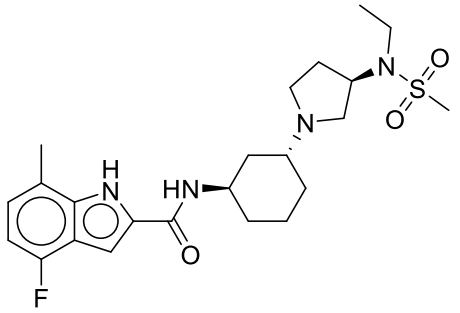
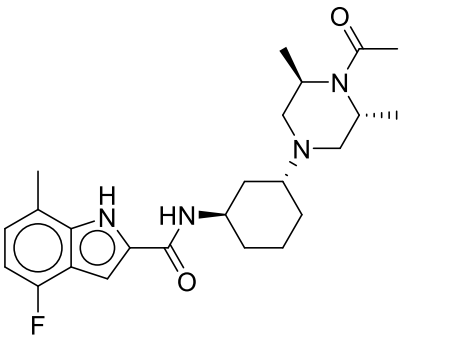
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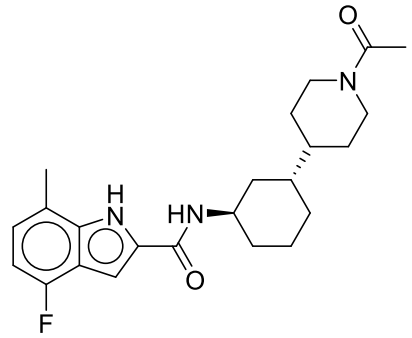
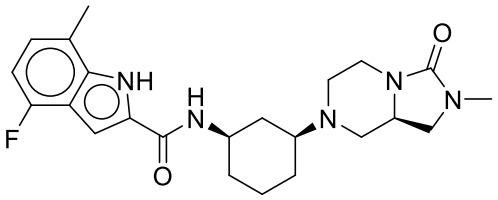
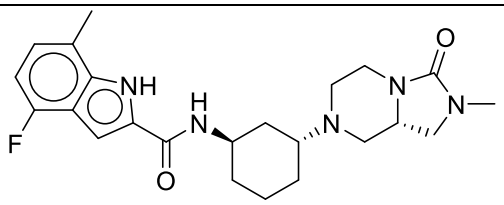
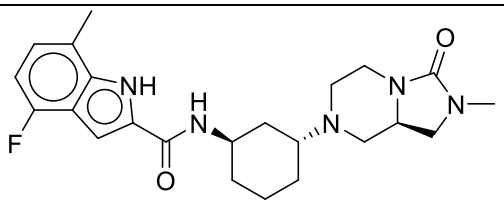
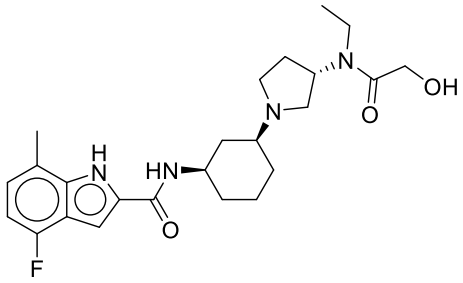
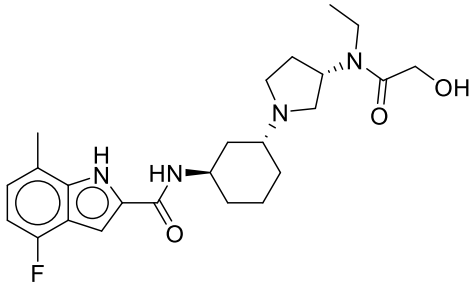
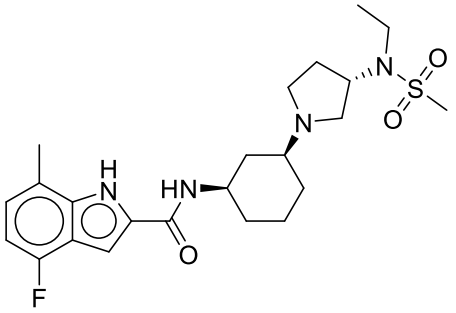
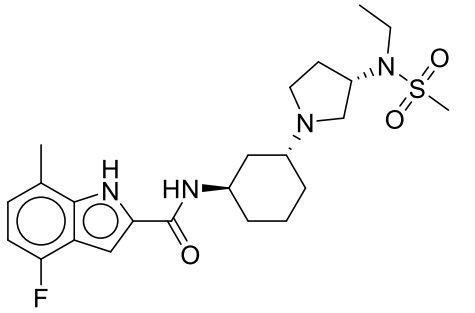
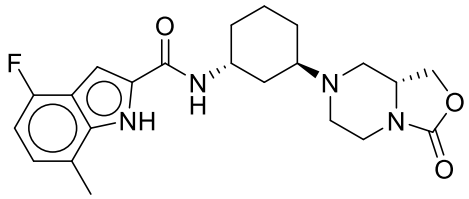
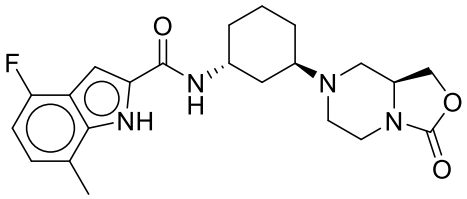
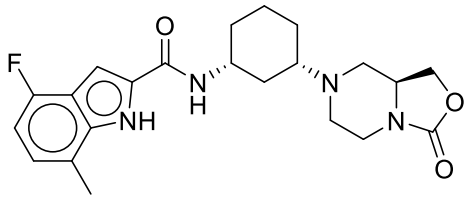
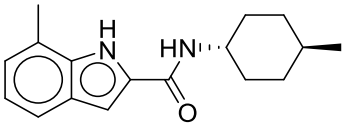
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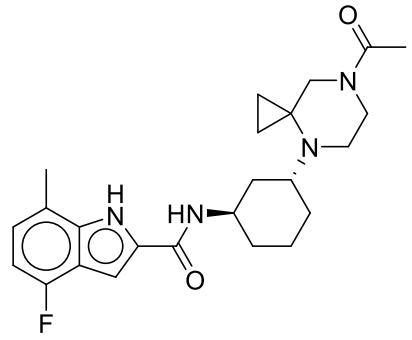
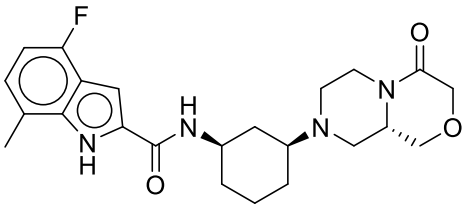
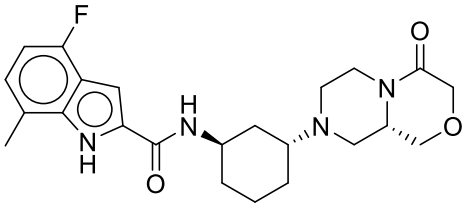
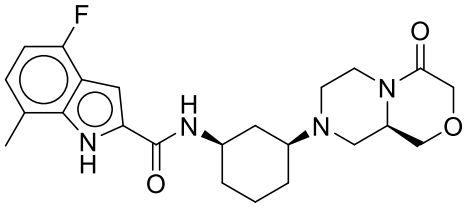
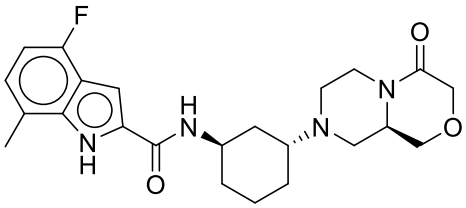
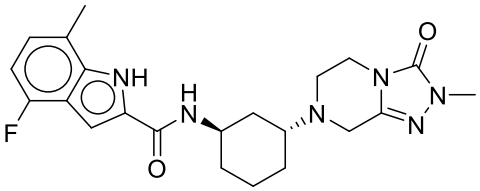
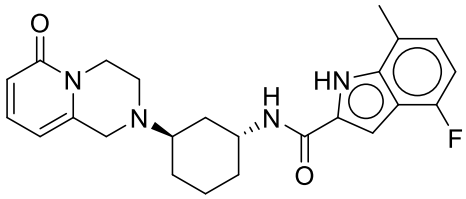
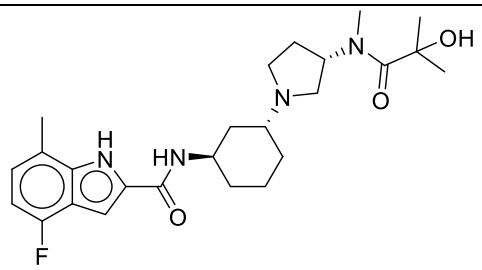
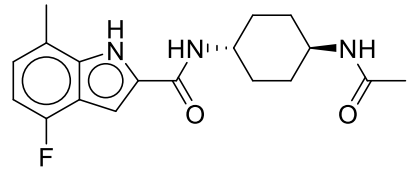
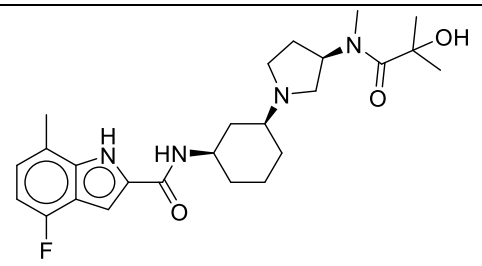
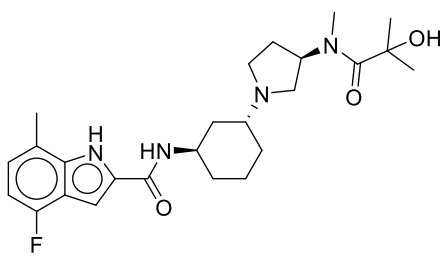
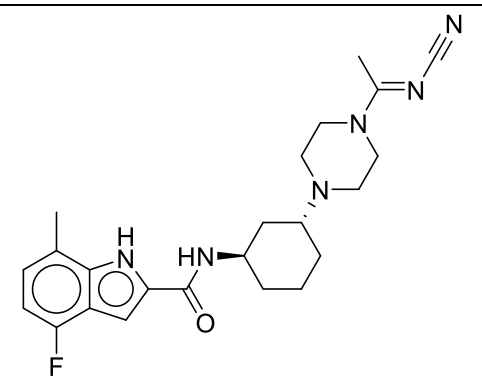
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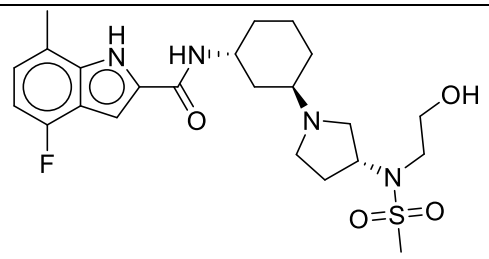
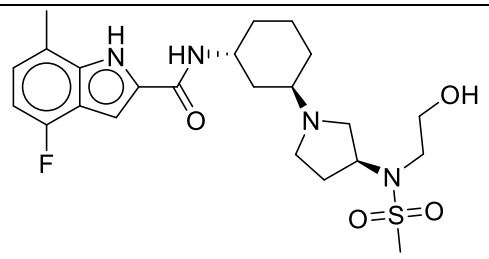
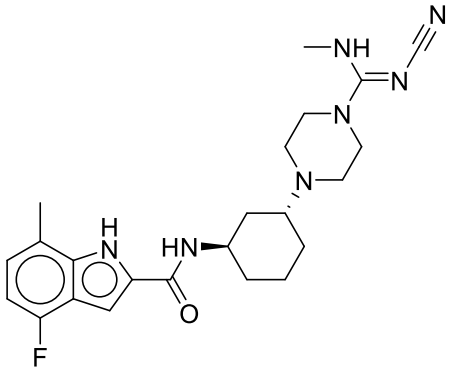
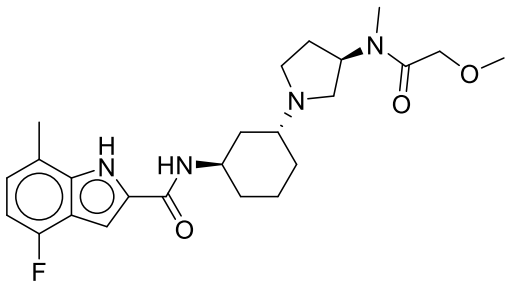
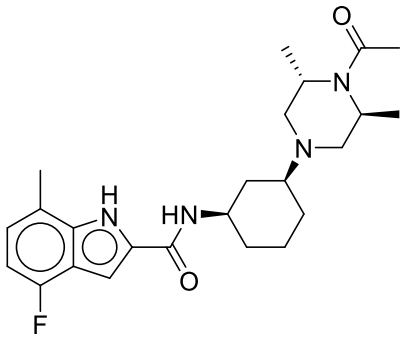
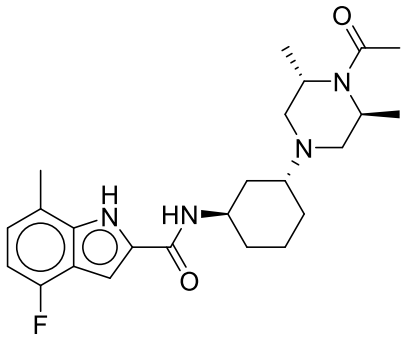
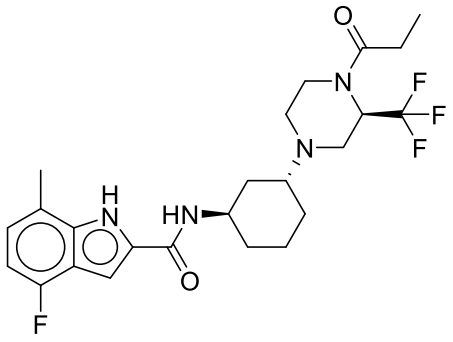
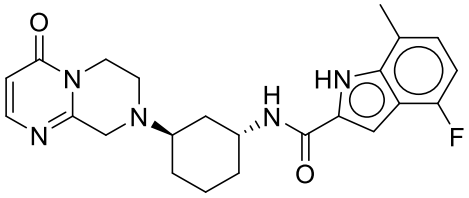
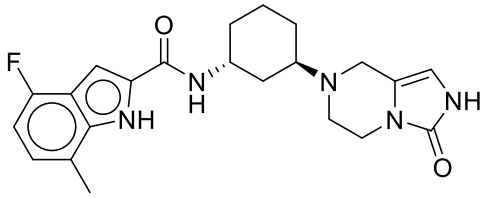
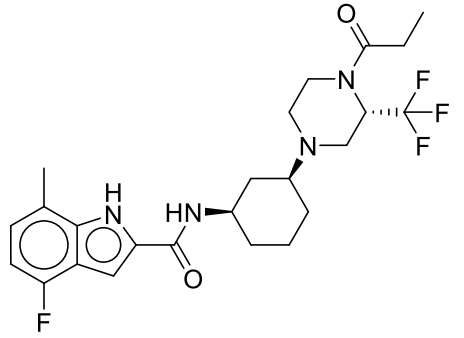
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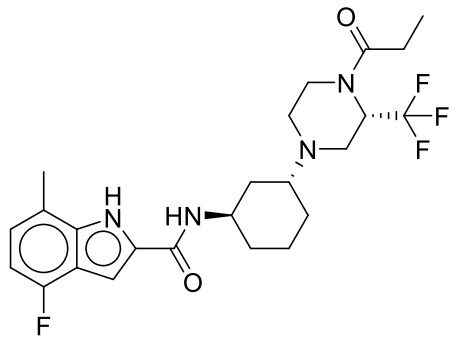
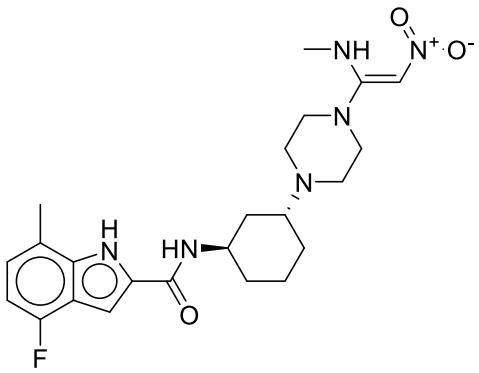
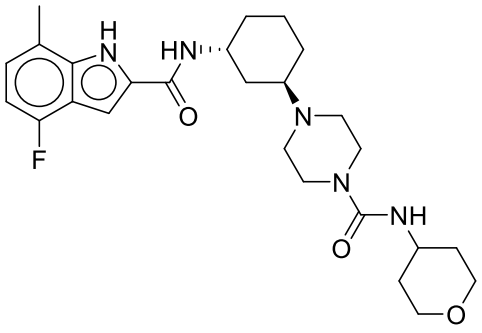
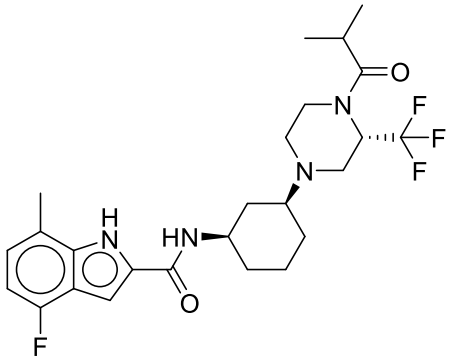
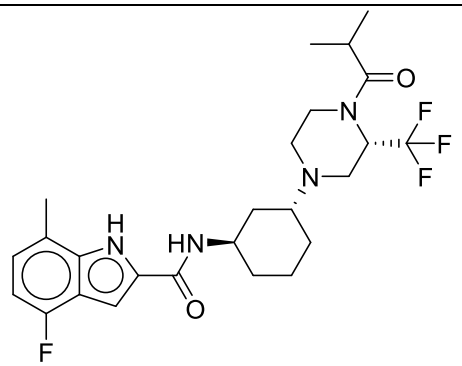
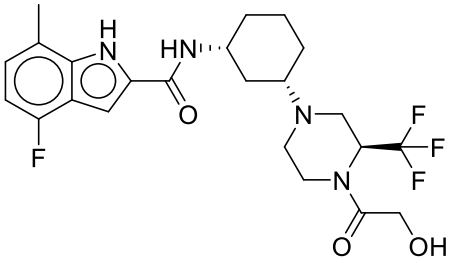
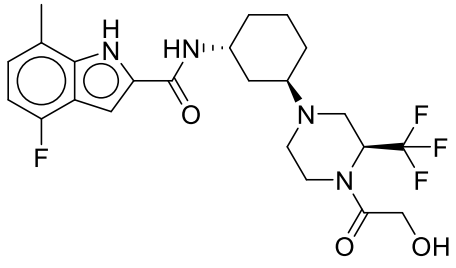
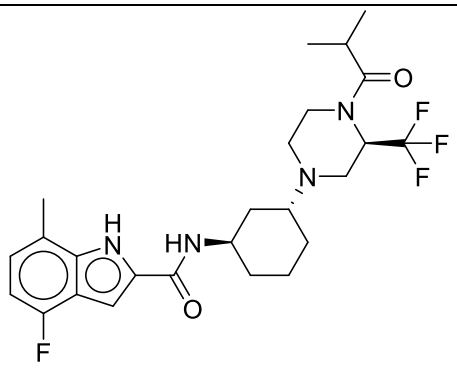
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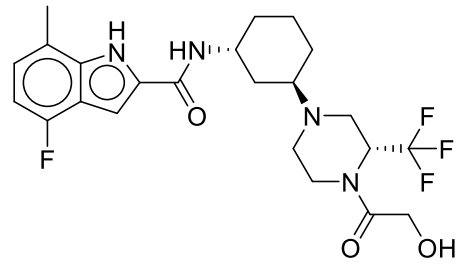
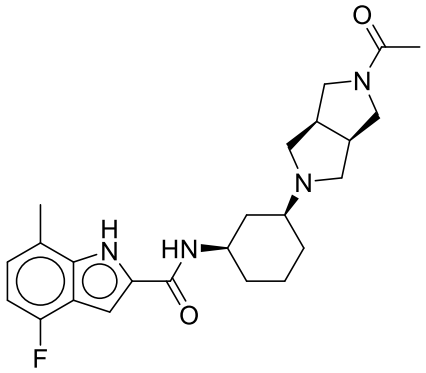
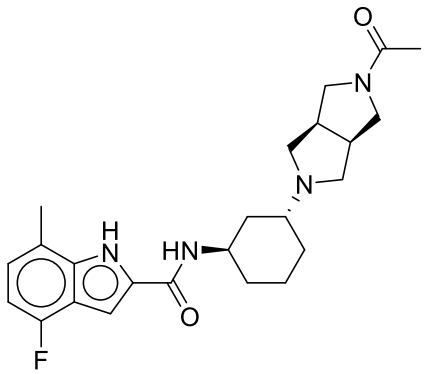
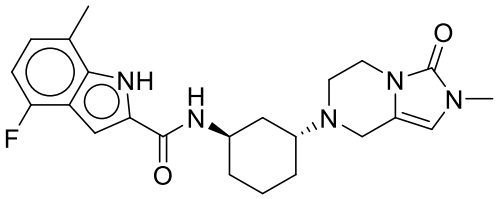
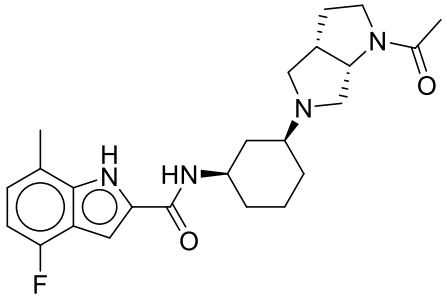
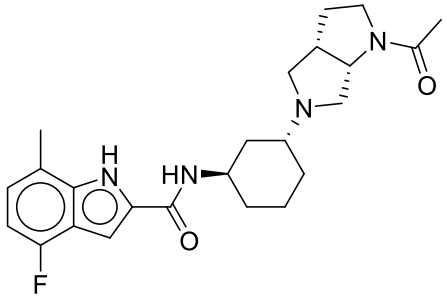
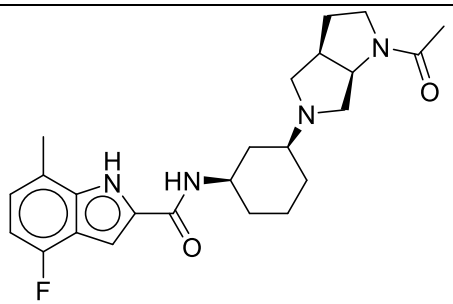
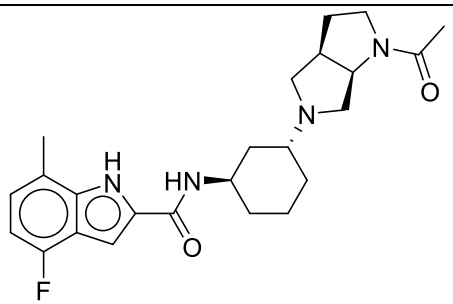
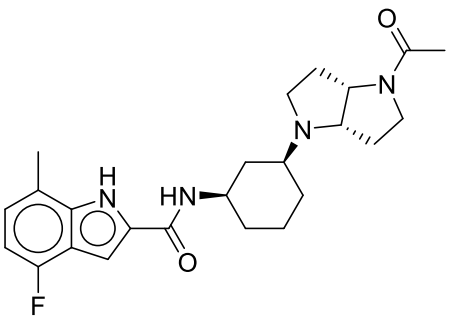
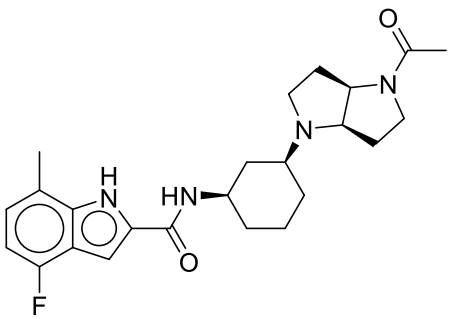
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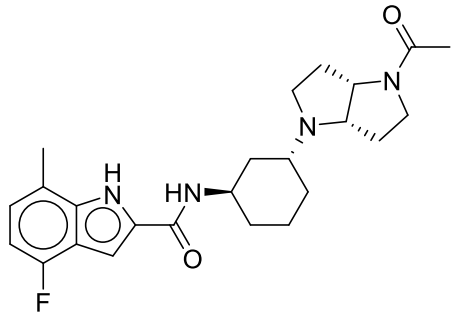
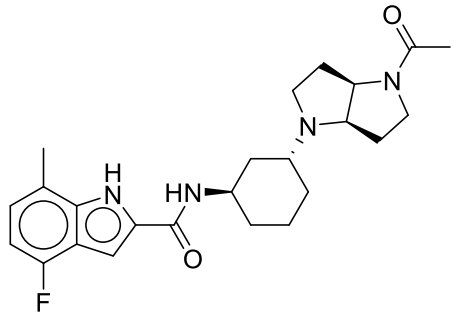
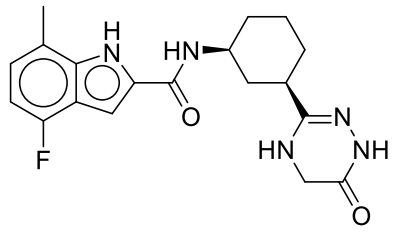
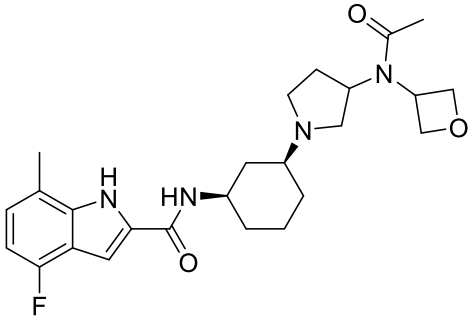
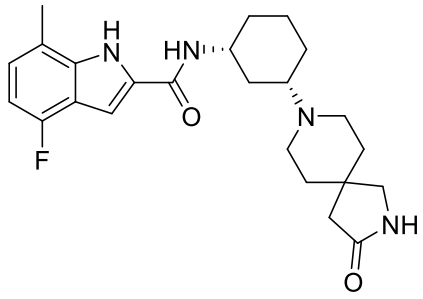
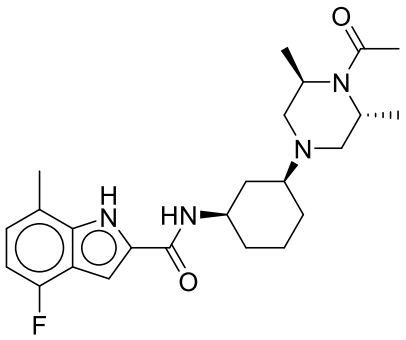
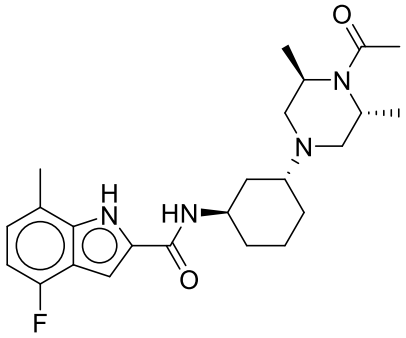
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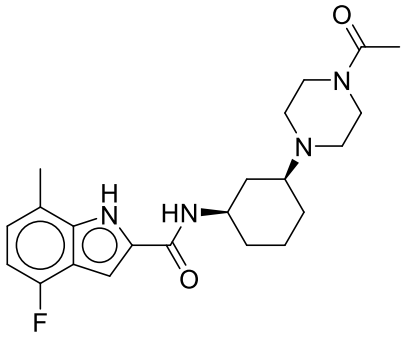
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or a pharmaceutically acceptable salt or solvate thereof.

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

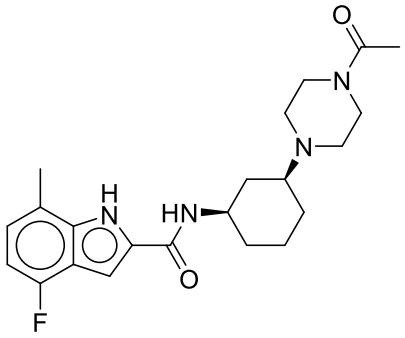
14. The compound of claim 12 that is:



,

or a pharmaceutically acceptable salt or solvate thereof.

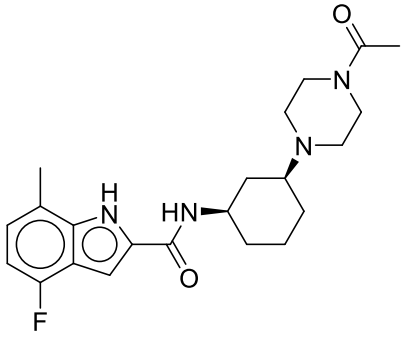
15. The compound of claim 12 that is:



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or a pharmaceutically acceptable salt thereof.

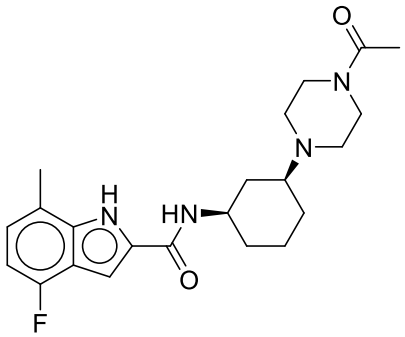
16. The compound of claim 12 that is:



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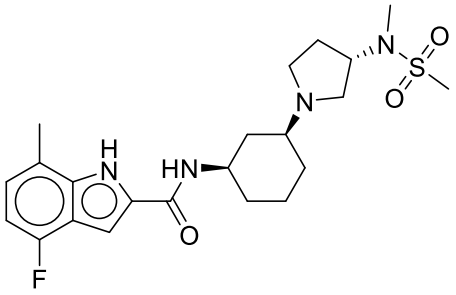
or a pharmaceutically acceptable solvate thereof.

17. The compound of claim 12 that is:



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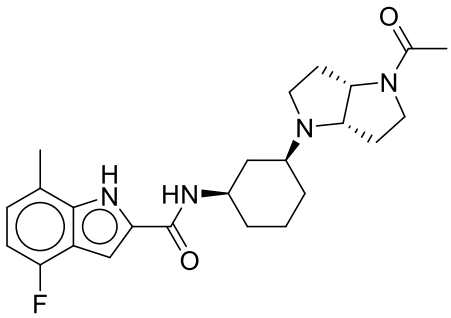
18. The compound of claim 12 that is:



,

or a pharmaceutically acceptable salt or solvate thereof.

19. The compound of claim 12 that is:



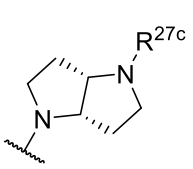
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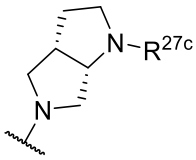
or a pharmaceutically acceptable salt or solvate thereof.

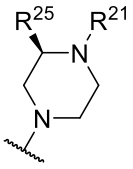
20. The compound of claim 2, wherein:

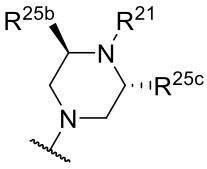
Z^4 is $-CH_2-$;

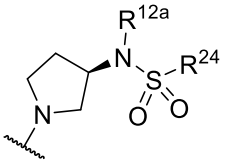
R^{11a} is selected from the group consisting of:

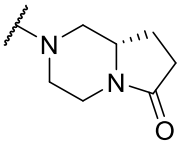


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R^{12a} is selected from the group consisting of hydrogen and C_1-C_3 alkyl;

R^{21} is -C(=O)R^{13b};

R^{27c} is -C(=O)R^{13b};

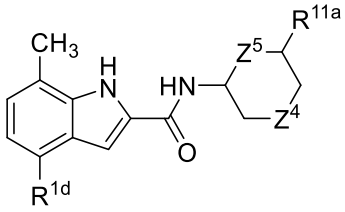
R^{13b} is selected from the group consisting of C_1-C_4 alkyl and (hydroxy)C_1-C_4 alkyl;

R^{24} is C_1-C_4 alkyl;

R^{25} is selected from the group consisting of hydrogen, C_1-C_4 alkyl, and C_1-C_4 haloalkyl; and

R^{25b} and R^{25c} are independently selected from the group consisting of C_1-C_4 alkyl and C_1-C_4 haloalkyl, or a pharmaceutically acceptable salt or solvate thereof.

21. A compound of Formula **IV**:



IV,

wherein:

R^{1d} is selected from the group consisting of hydrogen, halogen, alkyl, alkenyl, (hydroxy)alkyl, and alkoxy;

Z^4 is selected from the group consisting of -O- and -CH_2-; or Z^4 is absent;

Z^5 is selected from the group consisting of -CH_2- and -CH_2CH_2-;

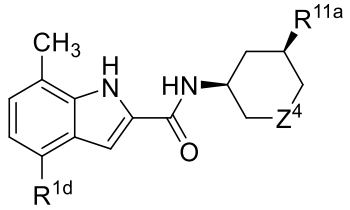
R^{11a} is selected from the group consisting of optionally substituted alkyl, optionally substituted heterocyclo, optionally substituted heteroaryl, and -N(R^{12b})C(=O)R^{13c};

R^{12b} is selected from the group consisting of hydrogen and alkyl; and

R^{13c} is selected from the group consisting of alkyl, haloalkyl, alkoxy, (alkoxy)alkyl, (hydroxy)alkyl, (cyano)alkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, and optionally substituted heterocycle,

or a pharmaceutically acceptable salt or solvate thereof.

22. The compound of claim 21 of Formula **IV-A**:



IV-A,

or a pharmaceutically acceptable salt or solvate thereof.

23. The compound of claim 22, wherein:

R^{11a} is selected from the group consisting of:

(A) unsubstituted 4- to 14-membered heterocyclo;

(B) substituted 4- to 14-membered heterocyclo having one, two or three substituents independently selected from the group consisting of:

(i) $-N(R^{12a})C(=O)R^{13a}$; (ii) $-C(=O)R^{13b}$; and (iii) C_1-C_4 alkyl;

(C) unsubstituted 5- to 10-membered heteroaryl;

(D) substituted 5- or 6-membered heteroaryl having one, two, three, or four substituents independently selected from the group consisting of halo and C_1-C_4 alkyl;

(E) C_1-C_6 alkyl; and

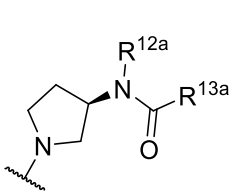
(F) $-N(R^{12b})C(=O)R^{13c}$;

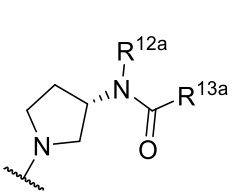
R^{12a} and R^{12b} are each independently selected from the group consisting of hydrogen and C_1-C_4 alkyl;

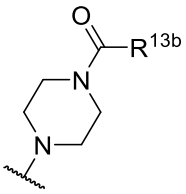
R^{13a}, R^{13b}, and R^{13c} are each independently selected from the group consisting of (A) C_1-C_6 alkyl; (B) C_1-C_6 haloalkyl; (C) unsubstituted C_3-C_6 cycloalkyl; (D) C_1-C_6 alkoxy; (E) (C_1-C_4 alkoxy)C_1-C_4 alkyl; (F) (hydroxy)C_1-C_4 alkyl; (G) (cyano)alkyl; (H) unsubstituted C_6-C_{10} aryl; (I) substituted C_6-C_{10} aryl, having one, two, three, or four substituents independently selected from the group consisting of halo, amino, hydroxy, and C_1-C_4 alkyl; (J) unsubstituted 5- or 6-membered heteroaryl; (K) substituted 5- or 6-membered heteroaryl having one, two, three, or four substituents independently selected from the group consisting of halo, amino, hydroxy, and C_1-C_4 alkyl; (L) unsubstituted 4- to 14-membered heterocyclo; and (M) substituted 4- to 14-membered heterocyclo having one or two substituents independently selected from the group consisting of amino, hydroxy, and C_1-C_4 alkyl, or a pharmaceutically acceptable salt or solvate thereof.

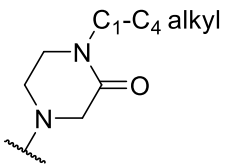
24. The compound of claim 22, wherein Z^4 is $-CH_2-$, or a pharmaceutically acceptable salt or solvate thereof.

25. The compound of claim 22, wherein R^{11a} is a substituted 4- to 14-membered heterocyclo is selected from the group consisting of



,


,


and


,
or a pharmaceutically acceptable salt or solvate thereof.

26. The compound of claim 25, wherein: R^{12a} is selected from the group consisting of hydrogen and C_1-C_3 alkyl; R^{13a} is C_1-C_4 alkyl; and R^{13b} is C_1-C_4 alkyl, or a pharmaceutically acceptable salt or solvate thereof.

27. The compound of claim 26, wherein: R^{12a} is selected from the group consisting of hydrogen and methyl; R^{13a} is methyl; and R^{13b} is methyl, or a pharmaceutically acceptable salt or solvate thereof.

28. The compound of claim 22, wherein R^{1d} is fluoro, or a pharmaceutically acceptable salt or solvate thereof.

29. A pharmaceutical composition comprising the compound of claim 21, or a pharmaceutically acceptable salt or solvate thereof, and a pharmaceutically acceptable carrier.

30. A pharmaceutical composition comprising the compound of claim 14 , or a pharmaceutically acceptable salt or solvate thereof, and a pharmaceutically acceptable carrier.

31. A pharmaceutical composition comprising the compound of claim 15, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.

32. A pharmaceutical composition comprising the compound of claim 16, or a pharmaceutically acceptable solvate thereof, and a pharmaceutically acceptable carrier.

33. A pharmaceutical composition comprising the compound of claim 17 and a pharmaceutically acceptable carrier.