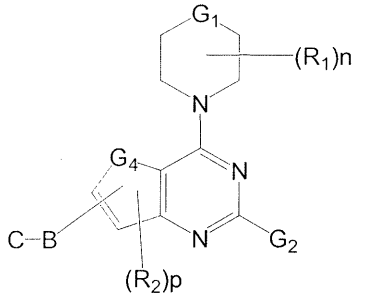
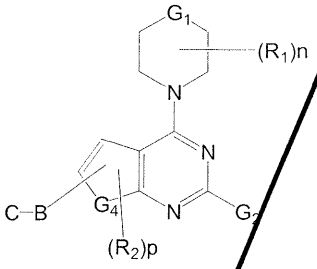
WE CLAIM:

1. A compound represented by formula (XIV) or (XV):



(XIV)



(XV)

or a pharmaceutically acceptable salt thereof,

B is a straight- or branched-, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylalkynyl, heterocyclylalkyl, heterocyclylalkenyl, heterocyclylalkynyl, aryl, heteroaryl, heterocyclyl, cycloalkyl, cycloalkenyl, alkylarylalkyl, alkylarylalkenyl, alkylarylalkynyl, alkenylarylalkyl, alkenylarylalkenyl, alkenylarylalkynyl, alkynylarylalkyl, alkynylarylalkenyl, alkynylarylalkynyl, alkylheteroarylalkyl, alkylheteroarylalkenyl, alkylheteroarylalkynyl, alkenylheteroarylalkyl, alkenylheteroarylalkenyl, alkenylheteroarylalkynyl, alkynylheteroarylalkyl, alkynylheteroarylalkenyl, alkynylheteroarylalkynyl, alkylheterocyclylalkyl, alkylheterocyclylalkenyl, alkylhererocyclylalkynyl, alkenylheterocyclylalkyl, alkenylheterocyclylalkenyl, alkenylheterocyclylalkynyl, alkynylheterocyclylalkyl, alkynylheterocyclylalkenyl, alkynylheterocyclylalkynyl, alkylaryl, alkenylaryl, alkynylaryl, alkylheteroaryl, alkenylheteroaryl, or alkynylheteroaryl, in which one or more methylenes can be interrupted or terminated by O, S, S(O), SO_2, $N(R_8)$, C(O), aryl, heteroaryl, or heterocyclic;

n is 0, 1, 2, 3 or 4;

p is 0 or 1;

G_1 is CHR_1, S, O, NR_{10} or $NS(O)_2R_{10}$;

G_2 is substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl or, substituted or unsubstituted heterocyclic;

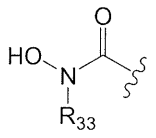
each R_1 and R_2 is independently hydroxy, amino, halogen, alkoxy, alkylamino, dialkylamino, CF_3, CN, NO_2, sulfonyl, acyl, aliphatic of 4 to 12 atoms, aryl, heteroaryl or heterocyclic;

each R_8 is independently hydrogen, acyl, or aliphatic of 4 to 12 atoms;

R_{10} is hydrogen, hydroxy, amino, alkoxy, alkylamino, dialkylamino, sulfonyl, acyl, aliphatic of 4 to 12 atoms, aryl, heteroaryl or heterocyclic;

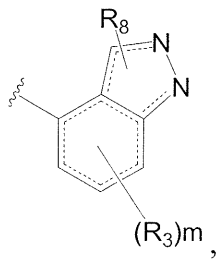
G_4 is S; and

C is



; where R_{33} is hydrogen or C_1-C_8-alkyl.

2. The compound of claim 1 wherein G_2 is



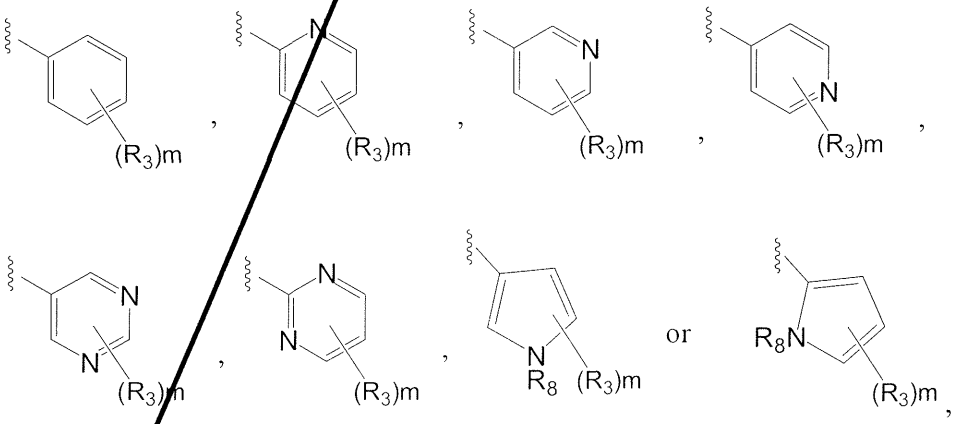
wherein:

represents a single or double bond;

R_3 is hydroxy, amino, halogen, alkoxy, alkylamino, dialkylamino, CF_3, CN, NO_2, sulfonyl, acyl, aliphatic of 4 to 12 atoms, aryl, heteroaryl or heterocyclic; and

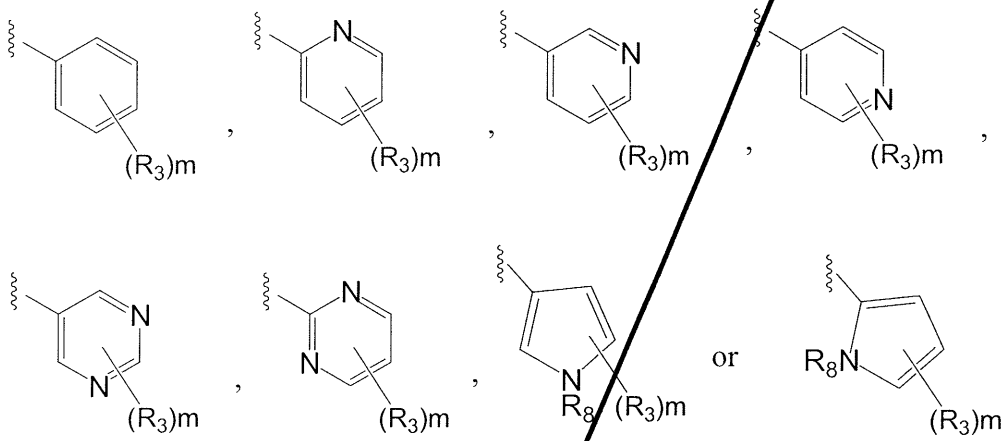
m is 0, 1, 2 or 3.

3. The compound of claim 1, wherein G_2 is



wherein each R_3 is hydroxyl, amino, halogen, alkoxy, alkylamino, dialkylamino, CF_3, CN, NO_2, sulfonyl, acyl, aliphatic of 4 to 12 atoms, aryl, heteroaryl or heterocyclic;
m is 0, 1, 2 or 3; and
R_8 is hydrogen, acyl, or aliphatic of 4 to 12 atoms.

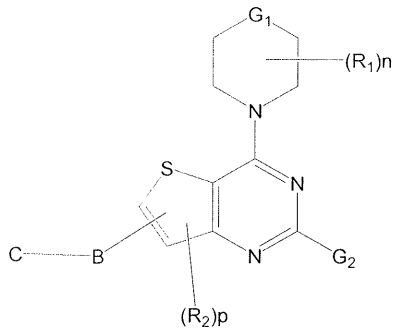
4. The compound of claim 1, wherein G_2 is



wherein m is 1 and R_3 is hydroxy, hydroxymethyl, amino, acylamino, acetylamino or methylamino.

5. The compound of any one of claims 1 to 4, wherein B is straight chain C_2-C_{10} alkyl, C_2-C_{10} alkenyl, C_2-C_{10} alkynyl, C_1-C_{10} alkoxy, alkoxyC_1-C_{10}alkoxy, C_1-C_{10} alkylamino, alkoxyC_1-C_{10}alkylamino, C_1-C_{10} alkylcarbonylamino, C_1-C_{10} alkylaminocarbonyl, aryloxyC_1-C_{10}alkoxy, aryloxyC_1-C_{10}alkylamino, aryloxyC_1-C_{10}alkylamino carbonyl, C_1-C_{10}-alkylaminoalkylaminocarbonyl, C_1-C_{10} alkyl(N-alkyl)aminoalkyl-aminocarbonyl, alkylaminoalkylamino, alkylcarbonylaminoalkylamino, alkyl(N-alkyl)aminoalkylamino, (N-alkyl)alkylcarbonylaminoalkylamino, alkylaminoalkyl, alkylaminoalkylaminoalkyl, alkylpiperazinoalkyl, piperazinoalkyl, alkylpiperazino, alkenylaryloxyC_1-C_{10}alkoxy, alkenylarylaminoC_1-C_{10}alkoxy, alkenylaryllalkylaminoC_1-C_{10}alkoxy, alkenylaryloxyC_1-C_{10}alkylamino, alkenylaryloxyC_1-C_{10}alkylaminocarbonyl, piperazinoalkylaryl, heteroarylC_1-C_{10}alkyl, heteroarylC_2-C_{10}alkenyl, heteroarylC_2-C_{10}alkynyl, heteroarylC_1-C_{10}alkylamino, heteroarylC_1-C_{10}alkoxy, heteroaryloxyC_1-C_{10}alkyl, heteroaryloxyC_2-C_{10}alkenyl, heteroaryloxyC_2-C_{10}alkynyl, heteroaryloxyC_1-C_{10}alkylamino or heteroaryloxyC_1-C_{10}alkoxy.

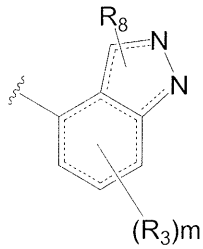
6. The compound of claim 1, represented by formula (XIV):



(XIV)

wherein G_1, G_2, n, p, B, C, R_1, R_2 and R_8 are as defined in claim 1.

7. The compound of claim 6 wherein G_2 is



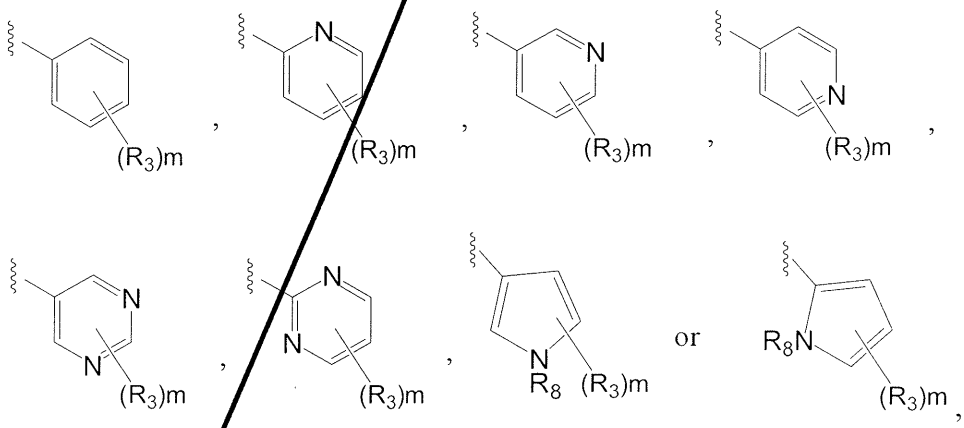
wherein:

represents a single or double bond;

R_3 is hydroxy, amino, halogen, alkoxy, alkylamino, dialkylamino, CF_3, CN, NO_2, sulfonyl, acyl, aliphatic of 4 to 12 atoms, aryl, heteroaryl or heterocyclic; and

m is 0, 1, 2 or 3.

8. The compound of claim 6, wherein G_2 is

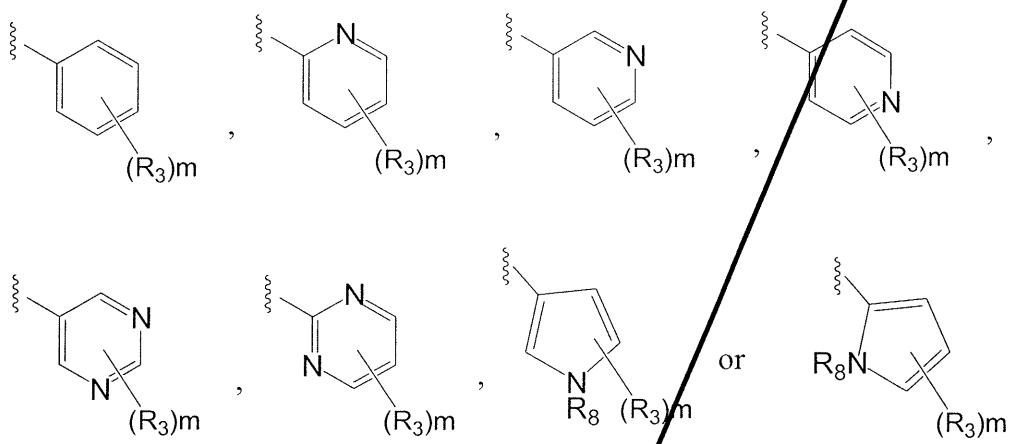


wherein each R_3 is hydroxyl, amino, halogen, alkoxy, alkylamino, dialkylamino, CF_3, CN, NO_2, sulfonyl, acyl, aliphatic of 4 to 12 atoms, aryl, heteroaryl or heterocyclic;

m is 0, 1, 2 or 3; and

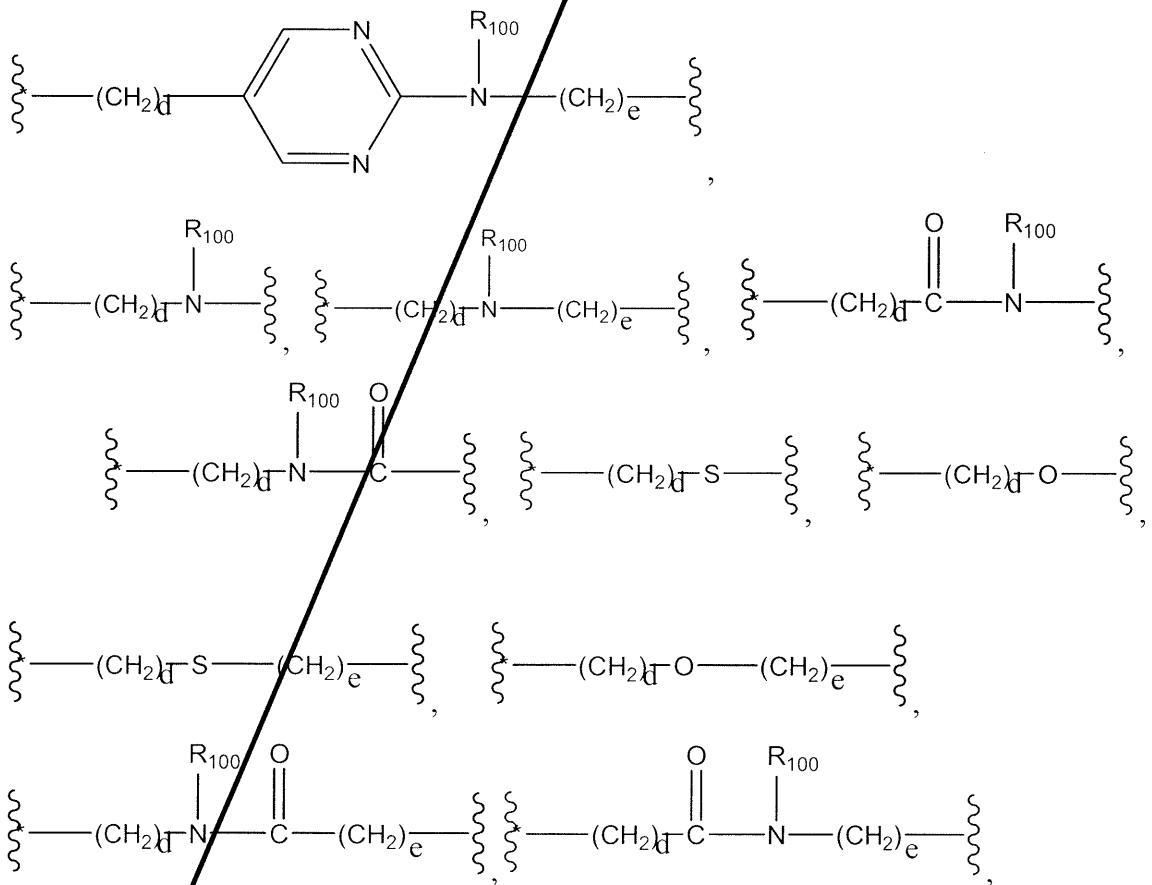
R_8 is hydrogen, acyl, or aliphatic of 4 to 12 atoms.

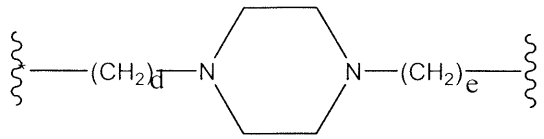
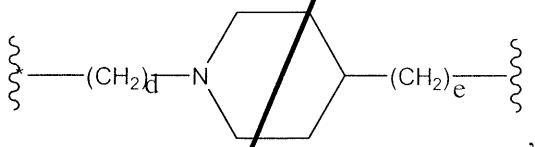
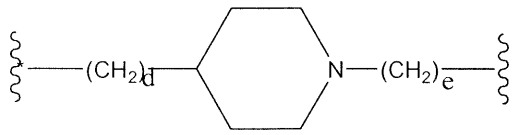
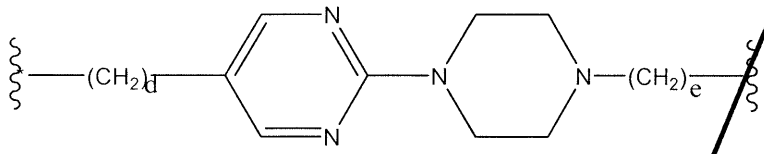
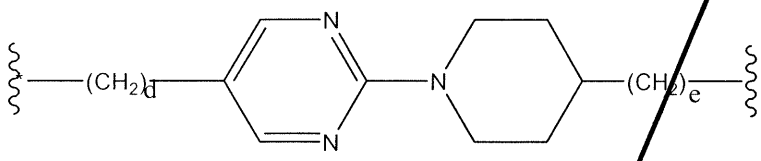
9. The compound of claim 6, wherein G_2 is



wherein m is 1 and R_3 is hydroxy, hydroxymethyl, amino, acylamino, acetylamino or methylamino.

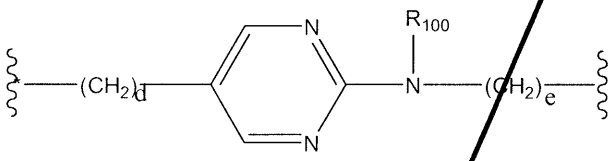
10. The compound of any one of claims 1, 2, 3, 4, 6, 7, 8 or 9, wherein B is




,

,

,

, or

,

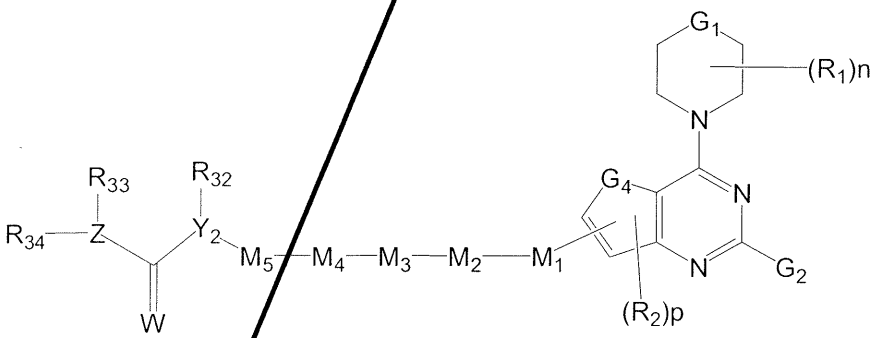
wherein d and e are independently 0, 1, 2, 3, 4, 5, 6, 7 or 8; and R_{100} is hydrogen, C_1-C_8 alkyl, C_2-C_8 alkenyl, C_2-C_8 alkynyl or C_3-C_8 cycloalkyl.

11. The compound of claim 10, wherein B is


,

wherein R_{100} is hydrogen or methyl.

12. A compound represented by Formula (XX):



(XX)

wherein;

n is 0, 1, 2, 3 or 4;

p is 0 or 1;

G_1 is CHR_1, S, O, NR_{10} or $NS(O)_2R_{10}$;

G_2 is substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl or, substituted or unsubstituted heterocyclic;

G_4 is S or O;

each R_1 and R_2 is independently hydroxy, amino, halogen, alkoxy, alkylamino, dialkylamino, CF_3, CN, NO_2, sulfonyl, acyl, aliphatic of 4 to 12 atoms, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocyclic, or substituted heterocyclic;

each R_8 is independently hydrogen, acyl, or aliphatic of 4 to 12 atoms;

R_{10} is hydrogen, hydroxy, amino, alkoxy, alkylamino, dialkylamino, sulfonyl, acyl, aliphatic of 4 to 12 atoms, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocyclic, or R_3 is hydroxy, amino, halogen, alkoxy, alkylamino, dialkylamino, CF_3, CN, NO_2, sulfonyl, acyl, aliphatic of 4 to 12 atoms, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocyclic, or substituted heterocyclic;

R_{33} is H or C_1-C_8-alkyl;

R_{34} is OH;

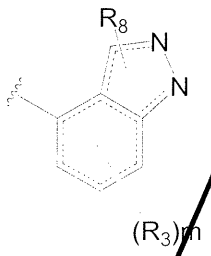
W is O;

Y_2 and R_{32} are both absent;

Z is N;

M_1 is absent, O, S, NR_8, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, aryl, heteroaryl, heterocyclic, SO, SO_2 or C=O; M_2 is absent, C_1-C_6 alkyl, O, NR_8, heterocyclic, aryl, heteroaryl, or C=O; M_3 is absent, O, NR_8, S, SO, SO2, CO, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, aryl, heteroaryl, or heterocyclic; M_4 is absent, O, NR_8, heteroaryl, heterocyclic or aryl; and M_5 is C_1-C_8 alkyl, C_2-C_8 alkenyl, C_2-C_8alkynyl, heteroaryl, heterocyclic or aryl.

13. The compound of claim 12 wherein G_2 is



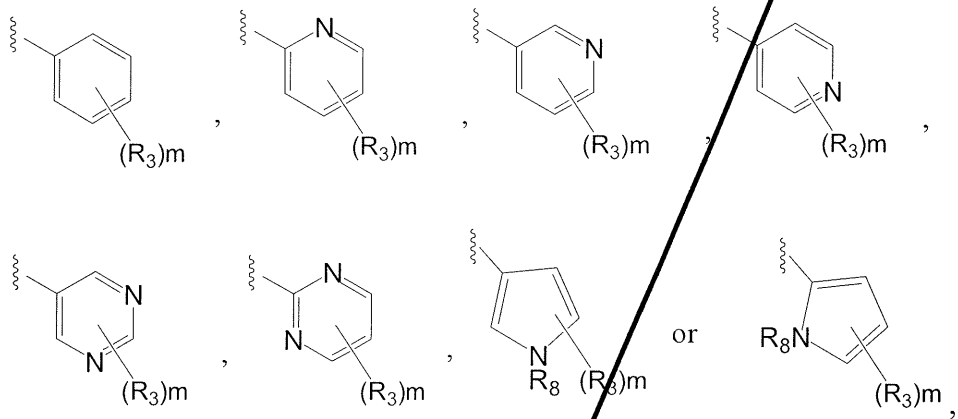
wherein:

represents a single or double bond;

R_3 is hydroxy, amino, halogen, alkoxy, alkylamino, dialkylamino, CF_3, CN, NO_2, sulfonyl, acyl, aliphatic of 4 to 12 atoms, aryl, heteroaryl or heterocyclic; and

m is 0, 1, 2 or 3.

14. The compound of claim 12, wherein G_2 is

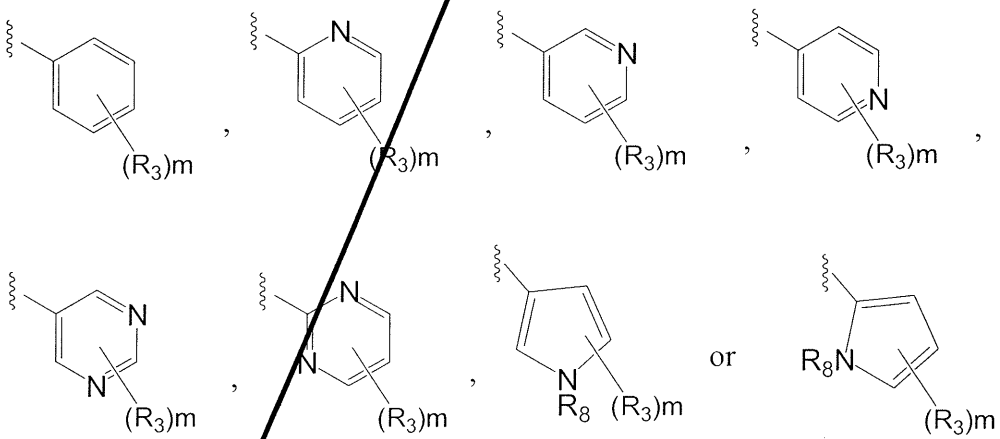


wherein each R_3 is hydroxyl, amino, halogen, alkoxy, alkylamino, dialkylamino, CF_3, CN, NO_2, sulfonyl, acyl, aliphatic of 4 to 12 atoms, aryl, heteroaryl or heterocyclic;

m is 0, 1, 2 or 3; and

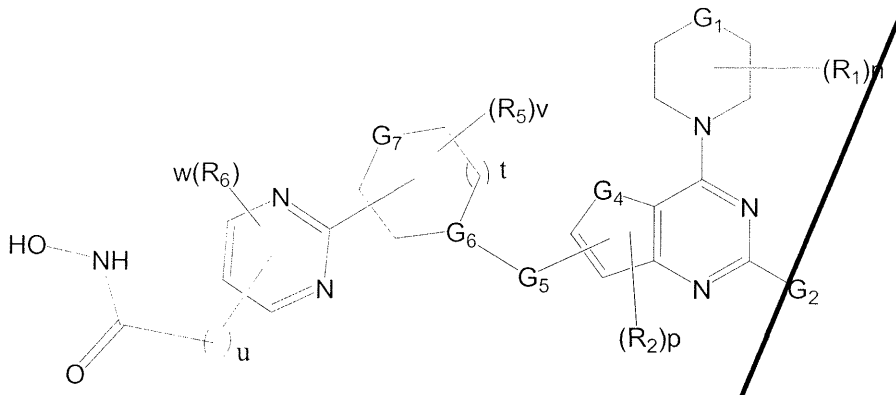
R_8 is hydrogen, acyl, or aliphatic of 4 to 12 atoms.

15. The compound of claim 12, wherein G_2 is



wherein m is 1 and R_3 is hydroxy, hydroxymethyl, amino, acylamino, acetylamino or methylamino.

16. A compound of claim 1, represented by Formula (XXII):



(XXII)

wherein G_1, G_2, n, p, R_1, R_2, and R_8 are as defined in claim 1;

t, v and w are independently 0, 1, 2 or 3;

u is 0, 1, 2, 3, 4, 5, 6, 7 or 8;

G_4 is S or O;

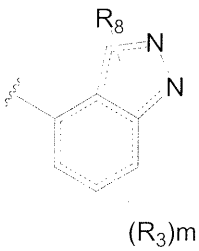
G_5 is absent, C_1-C_8 alkyl or a C_1-C_8 alkyl interrupted by one or more O, S, S(O), SO_2, $N(R_8)$, C(O);

G_6 is CR_1 or N;

G_7 is $-CHR_1$, $-NR_8$, S or O; and

R_5 and R_6 are independently hydroxy, amino, halogen, alkoxy, alkylamino, dialkylamino, CF_3, CN, NO_2, sulfonyl, acyl, aliphatic, substituted aliphatic, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocyclic, or substituted heterocyclic.

17. The compound of claim 14 wherein G_2 is



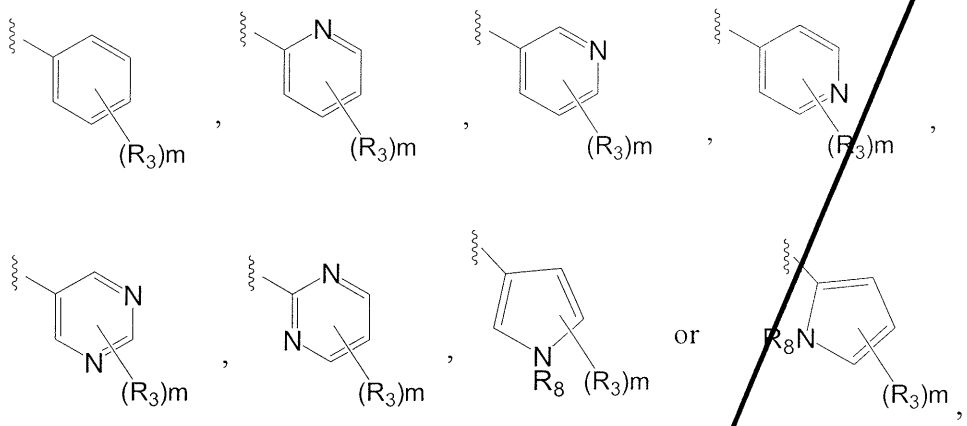
wherein:

represents a single or double bond;

R_3 is hydroxy, amino, halogen, alkoxy, alkylamino, dialkylamino, CF_3, CN, NO_2, sulfonyl, acyl, aliphatic of 4 to 12 atoms, aryl, heteroaryl or heterocyclic; and

m is 0, 1, 2 or 3.

18. The compound of claim 16, wherein G_2 is

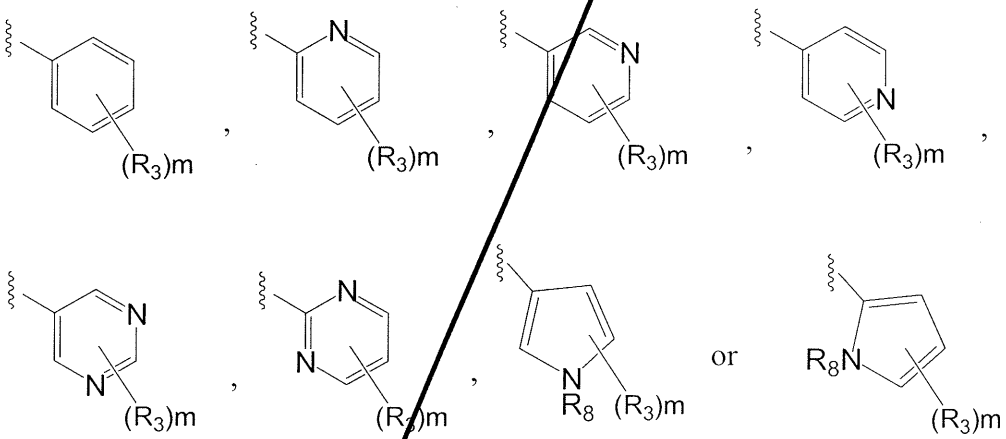


wherein each R_3 is hydroxyl, amino, halogen, alkoxy, alkylamino, dialkylamino, CF_3, CN, NO_2, sulfonyl, acyl, aliphatic of 4 to 12 atoms, aryl, heteroaryl or heterocyclic;

m is 0, 1, 2 or 3; and

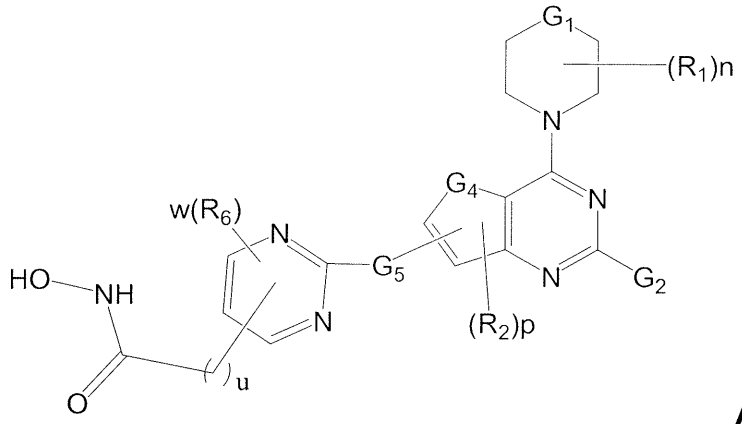
R_8 is hydrogen, acyl, or aliphatic of 4 to 12 atoms.

19. The compound of claim 16, wherein G_2 is



wherein m is 1 and R_3 is hydroxy, hydroxymethyl, amino, acylamino, acetylamino or methylamino.

20. A compound of claim 1 represented by formula XXIV:



(XXIV),

wherein G_1, G_2, n, p, R_1, R_2 and R_8 are as defined in claim 1;

w is 0, 1, 2 or 3;

u is 0, 1, 2, 3, 4, 5, 6, 7 or 8;

G_4 is S or O;

G_5 is absent, C_1-C_8 alkyl or a C_1-C_8 alkyl interrupted by one or more O, S, S(O), SO_2, $N(R_8)$, and C(O); and

each R_6 is amino, halogen, alkoxy, alkylamino, dialkylamino, CF_3, CN, NO_2, sulfonyl, acyl, aliphatic of 4 to 12 atoms, aryl, heteroaryl or heterocyclic.

21. A compound of claim 20, wherein:

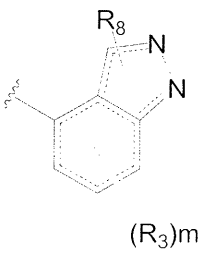
G_1 is O;

G_2 is optionally substituted phenyl, pyridyl, pyrimidyl, indazolyl, pyrrolyl or benzimidazolyl;

G_5 is $-N(R_8)$-C_1-C_4-alkyl; and

u is 0.

22. The compound of claim 20 or claim 21 wherein G_2 is



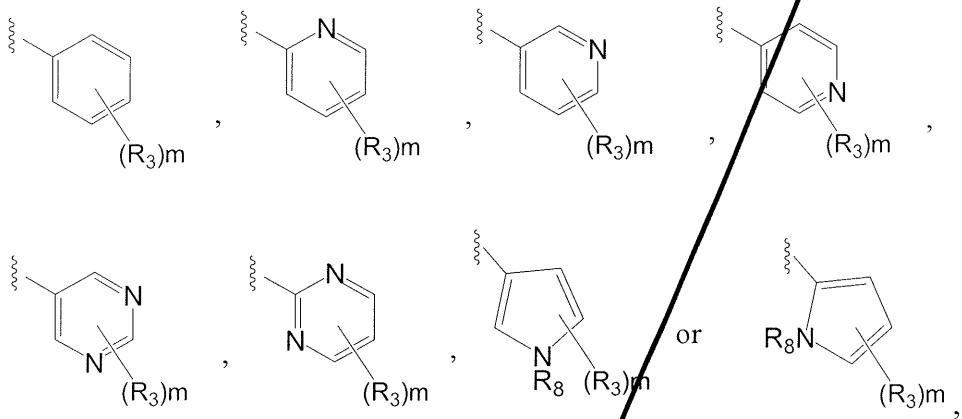
wherein:

═══ represents a single or double bond;

R_3 is hydroxy, amino, halogen, alkoxy, alkylamino, dialkylamino, CF_3, CN, NO_2, sulfonyl, acyl, aliphatic of 4 to 12 atoms, aryl, heteroaryl or heterocyclic; and

m is 0, 1, 2 or 3.

23. A compound of claim 20 or claim 21, wherein G_2 is

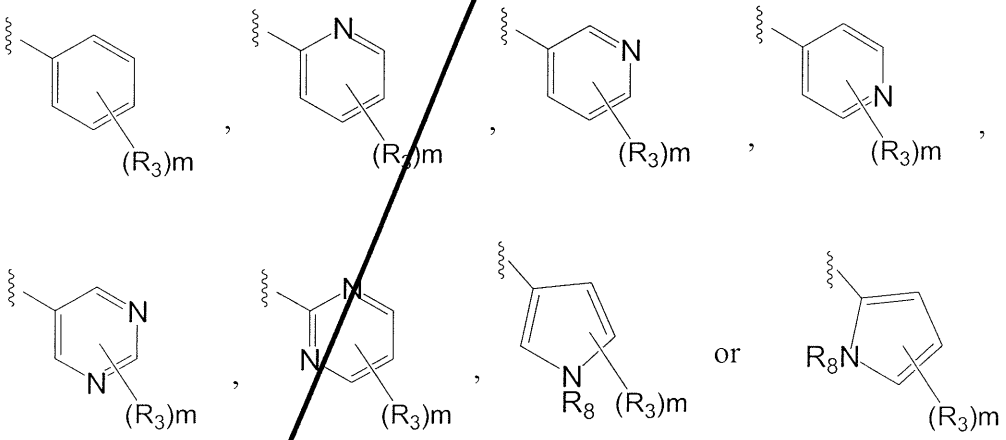


wherein each R_3 is hydroxyl, amino, halogen, alkoxy, alkylamino, dialkylamino, CF_3, CN, NO_2, sulfonyl, acyl, aliphatic of 4 to 12 atoms, aryl, heteroaryl or heterocyclic;

m is 0, 1, 2 or 3; and

R_8 is hydrogen, acyl, or aliphatic of 4 to 12 atoms.

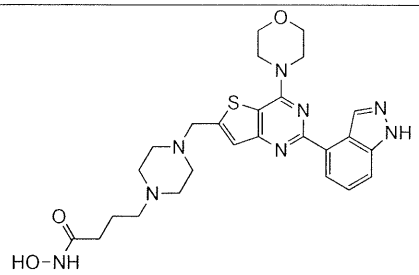
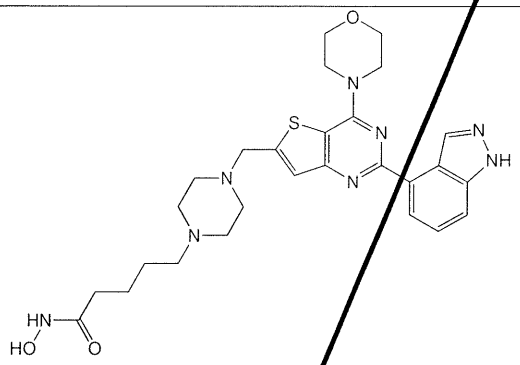
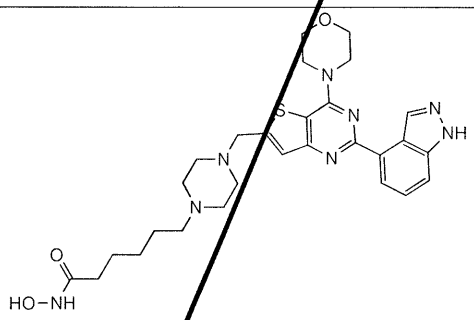
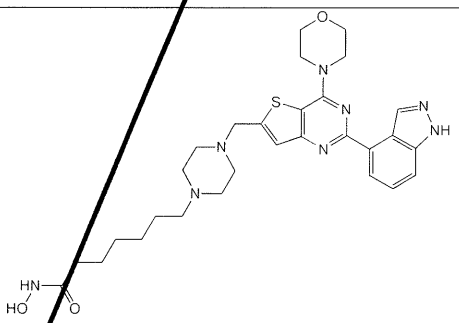
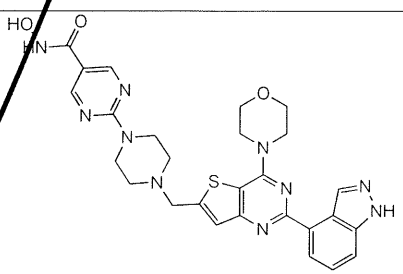
24. The compound of claim 20 or 21, wherein G_2 is

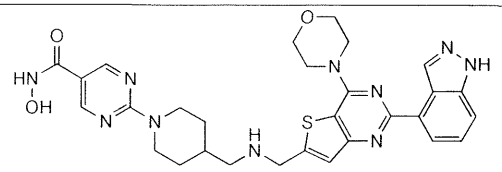
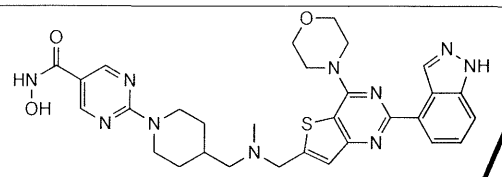
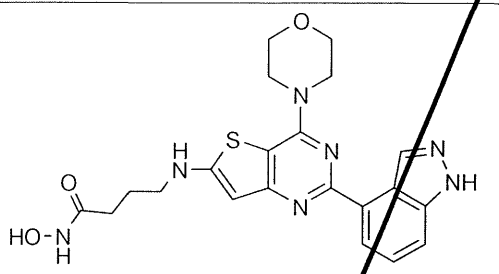
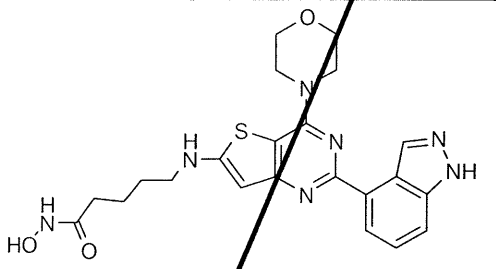
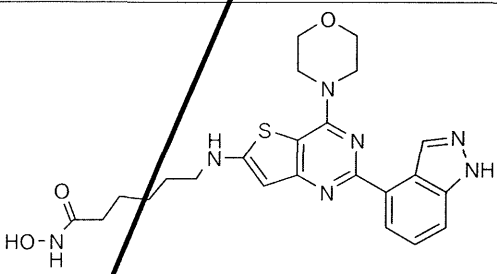
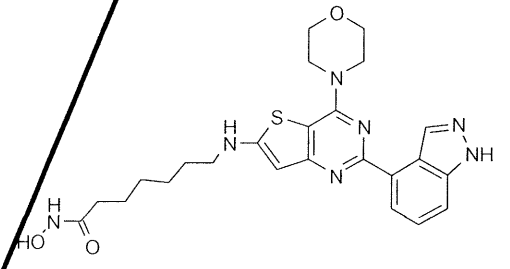


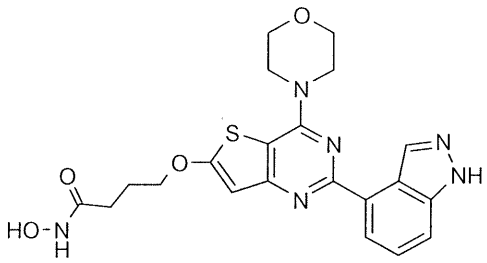
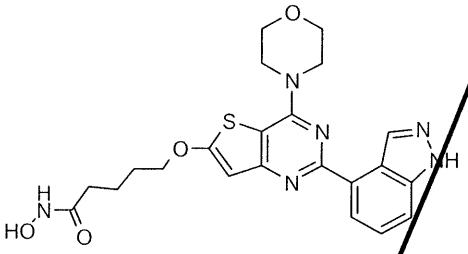
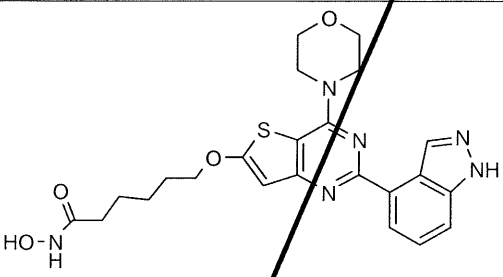
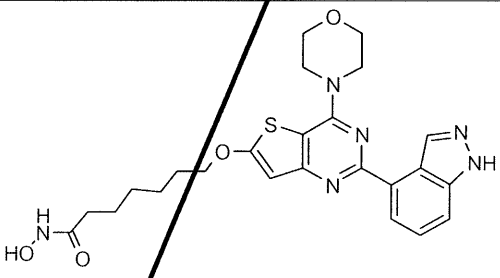
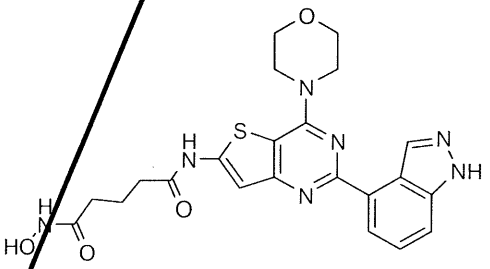
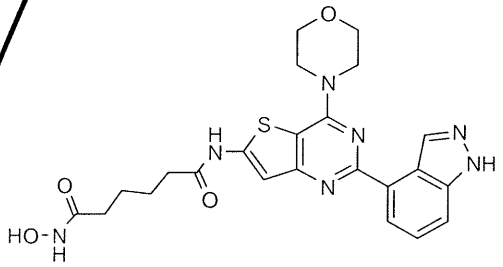
wherein m is 1 and R_3 is hydroxy, hydroxymethyl, amino, acylamino, acetylamino or methylamino.

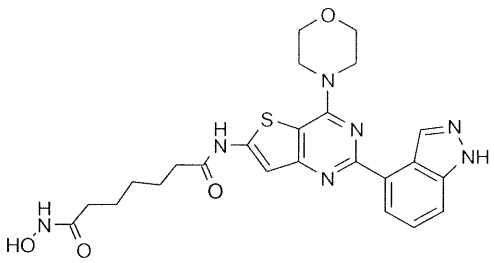
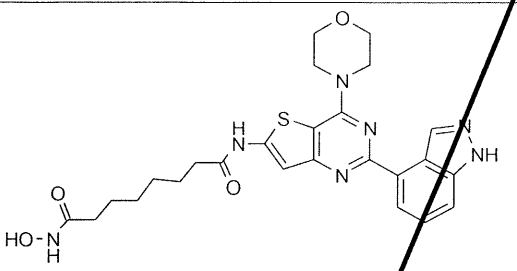
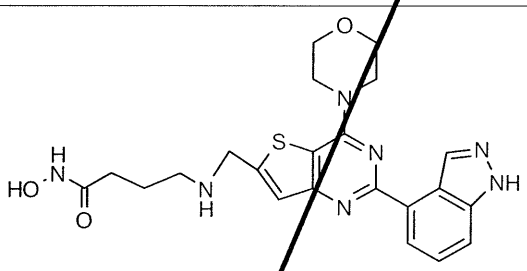
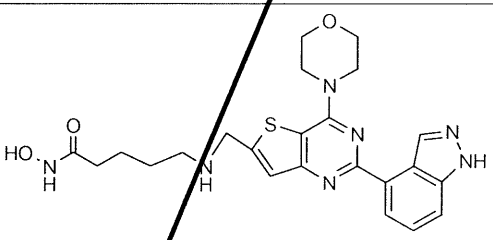
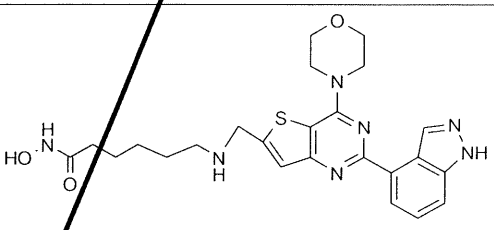
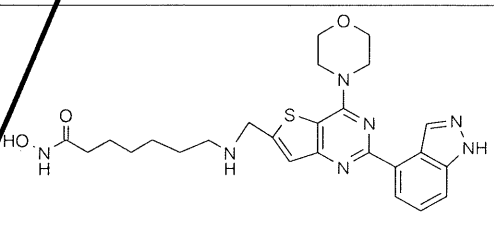
25. A compound selected from the compounds set forth in Table A:

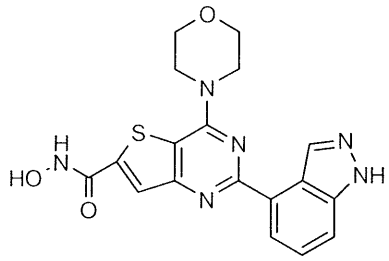
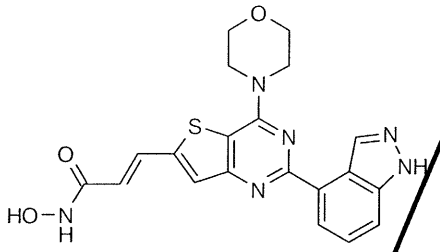
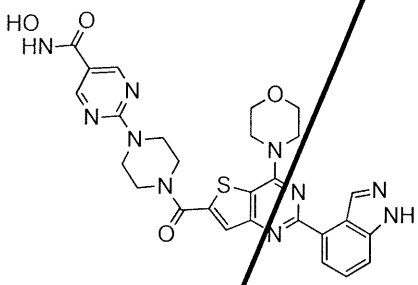
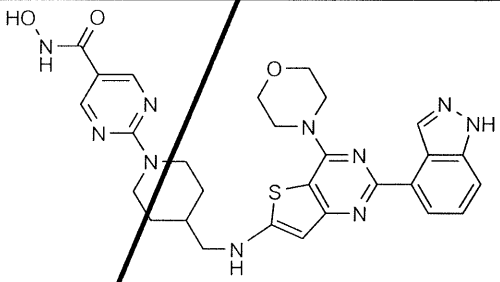
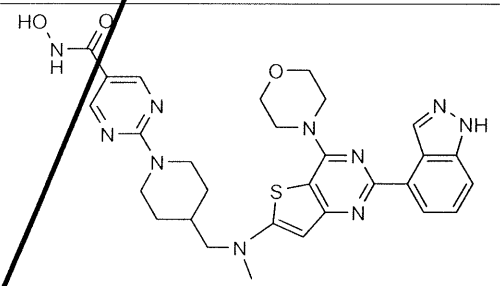
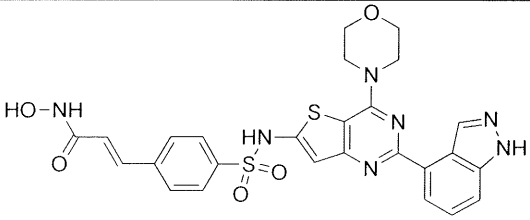
Table A

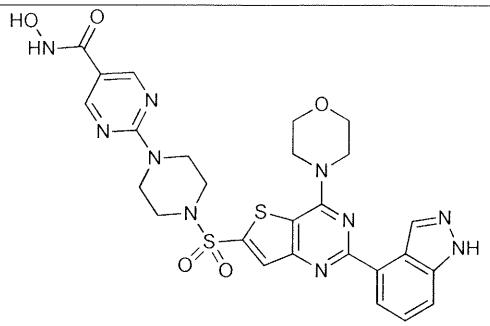
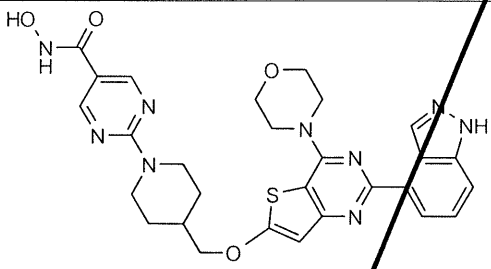
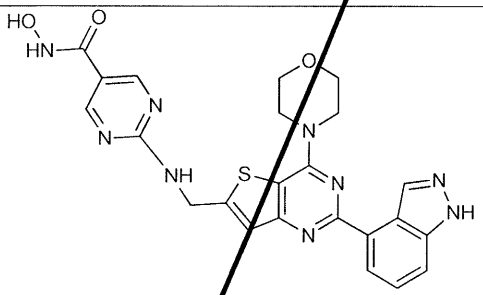
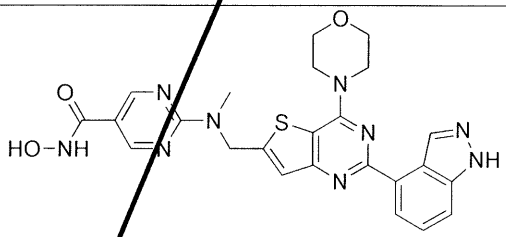
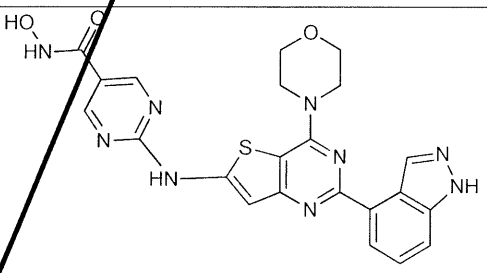
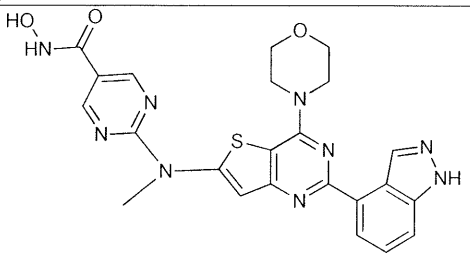
Compound No.	Structure
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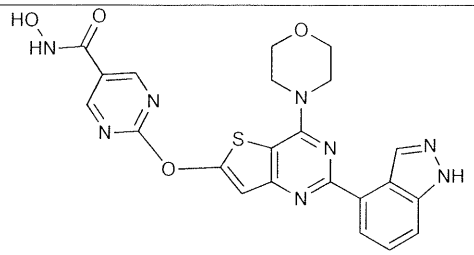
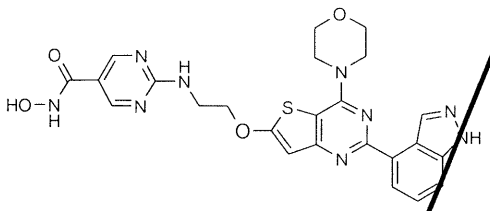
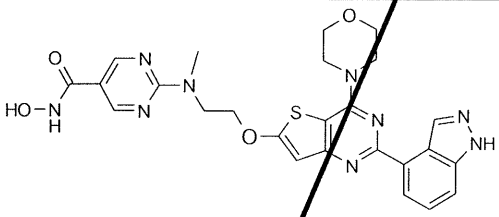
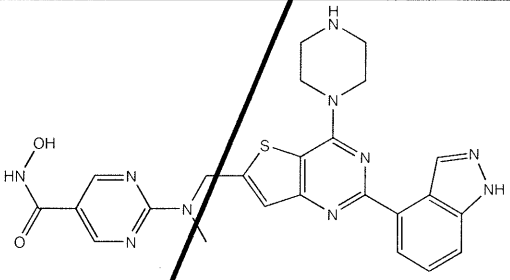
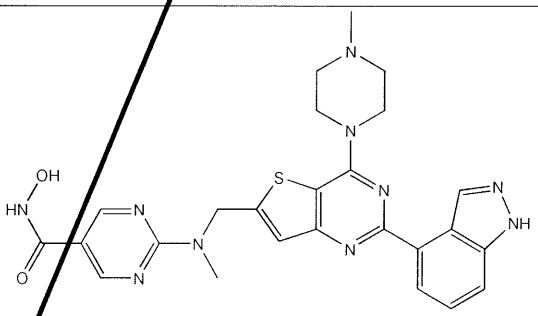
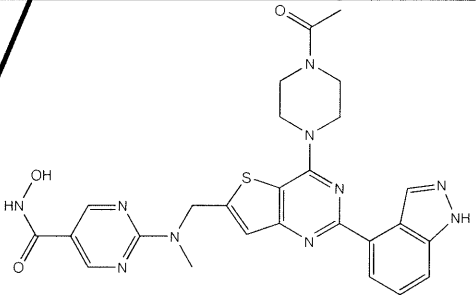
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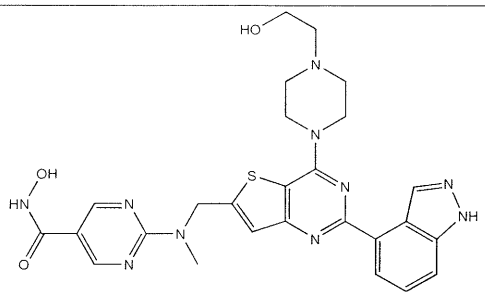
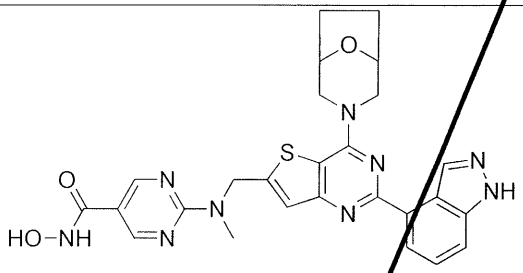
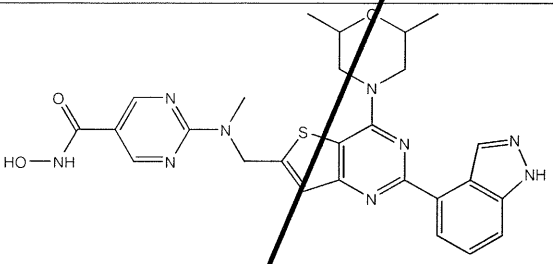
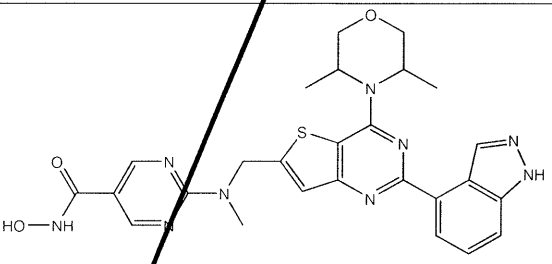
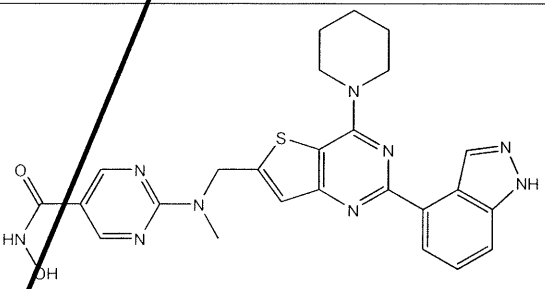
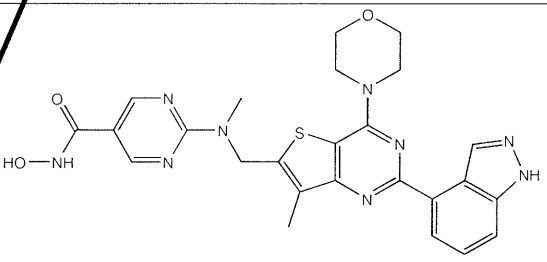
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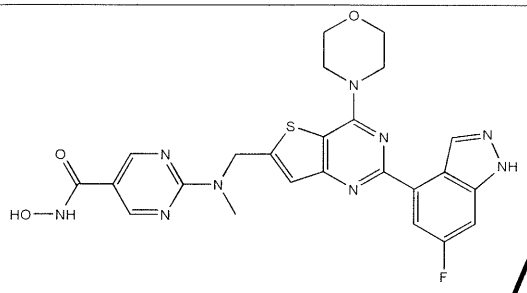
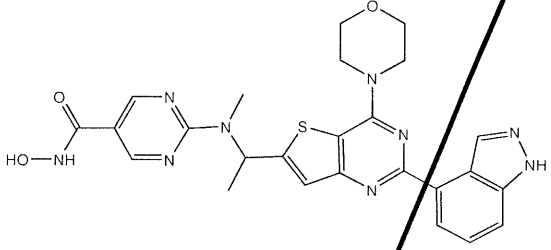
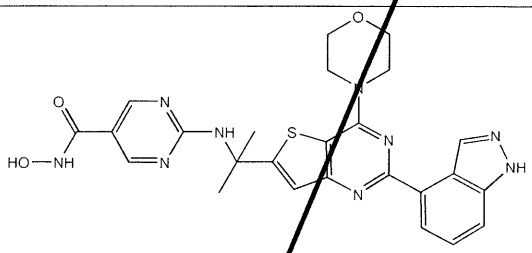
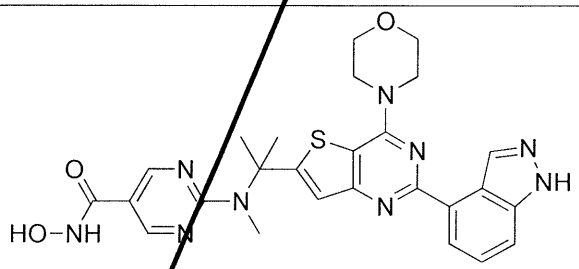
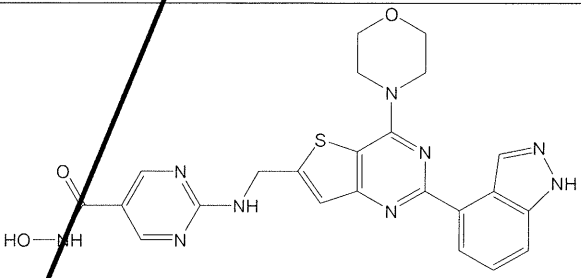
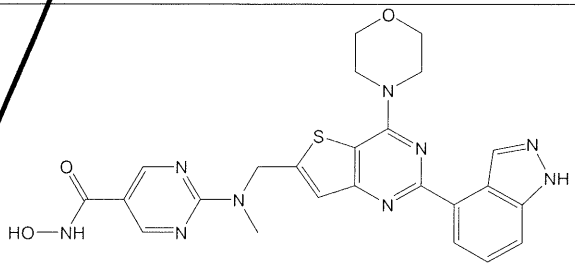
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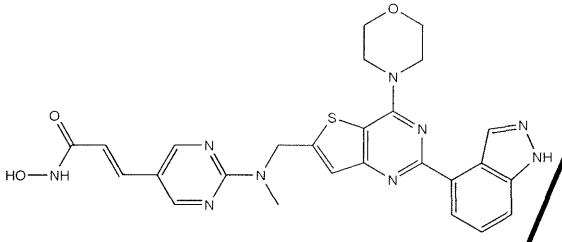
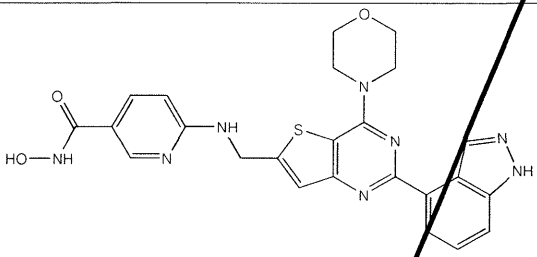
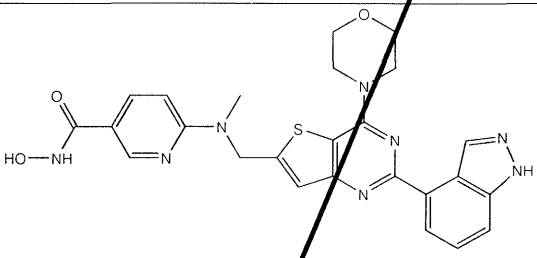
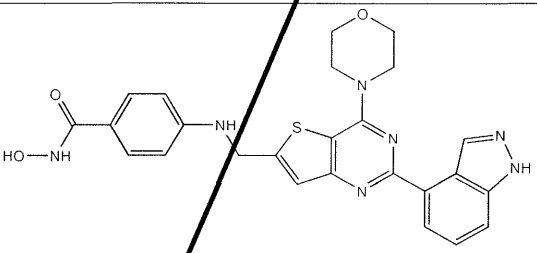
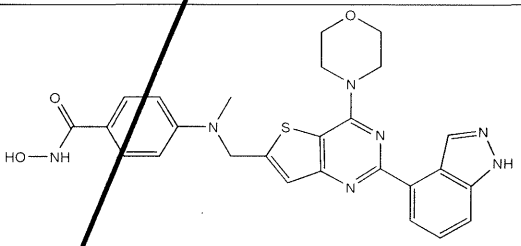
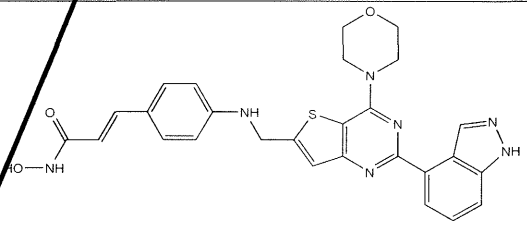
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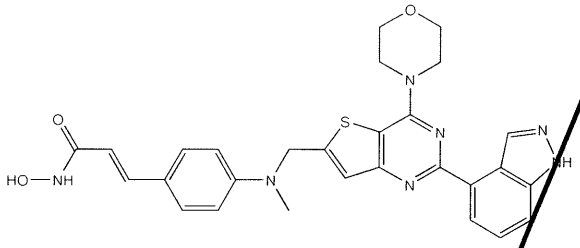
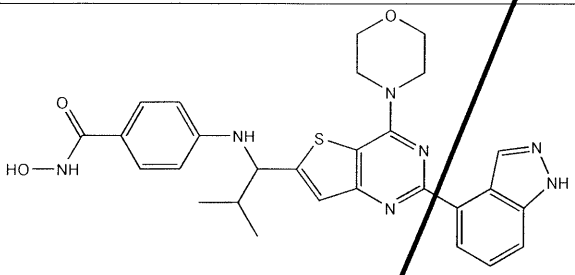
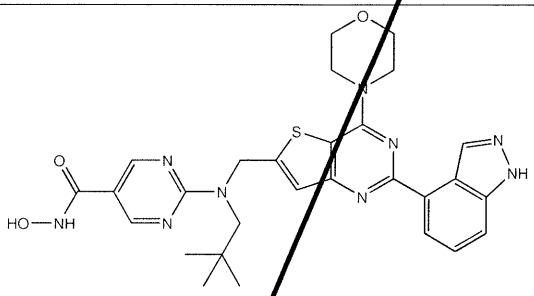
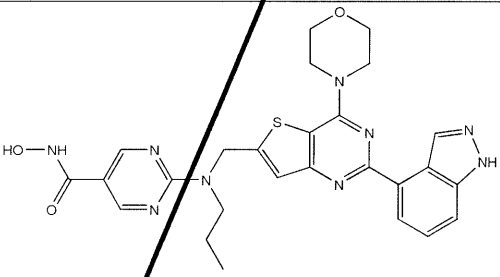
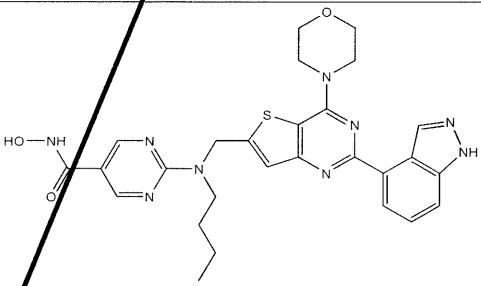
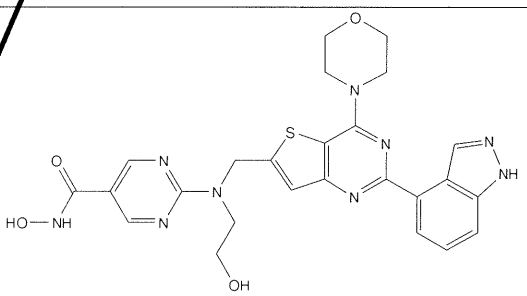
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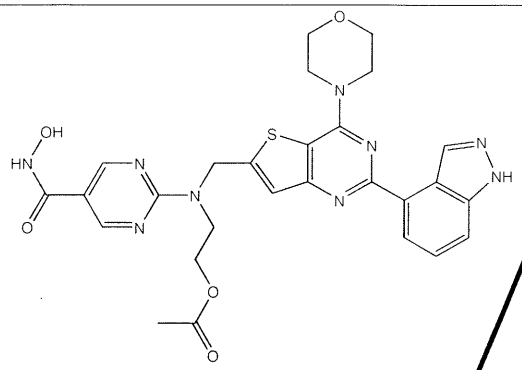
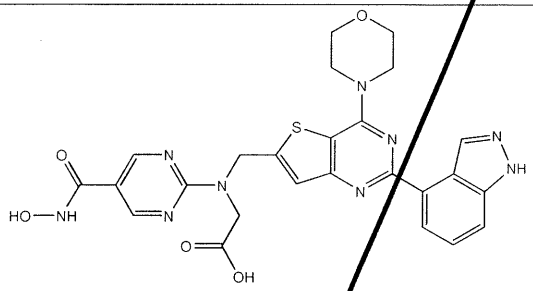
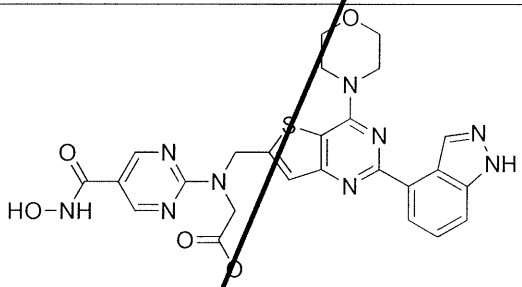
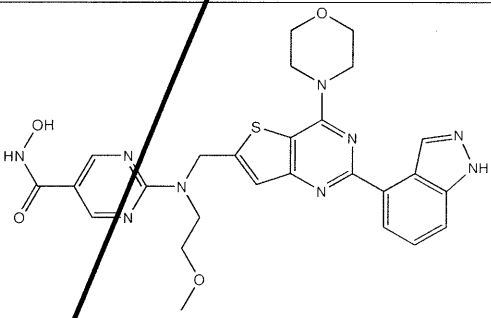
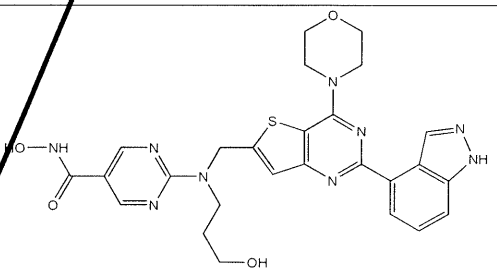
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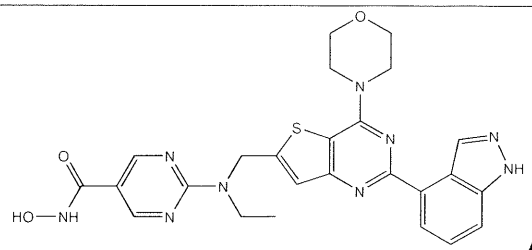
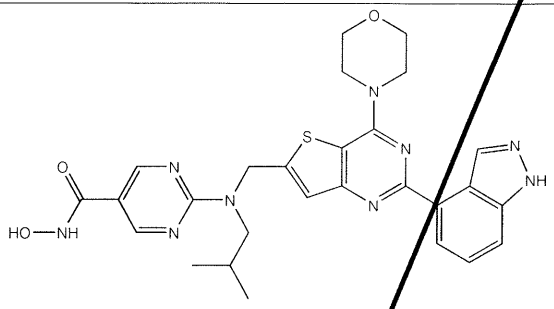
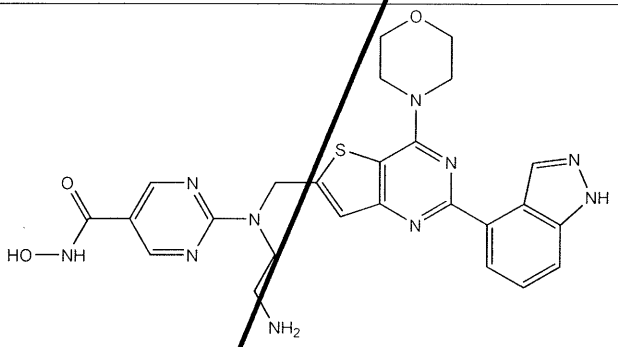
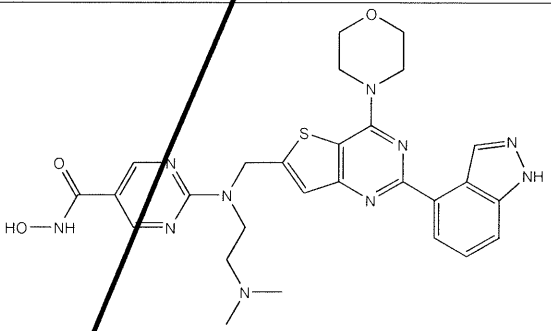
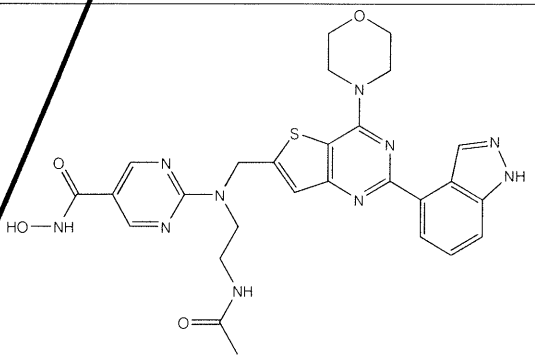
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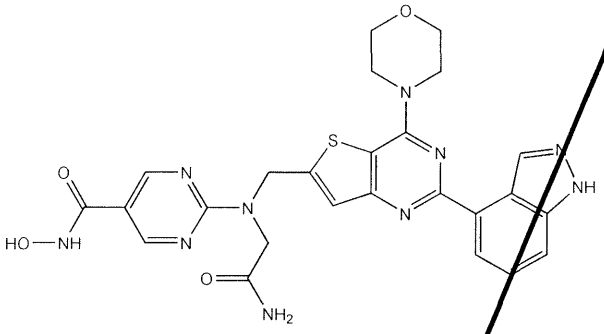
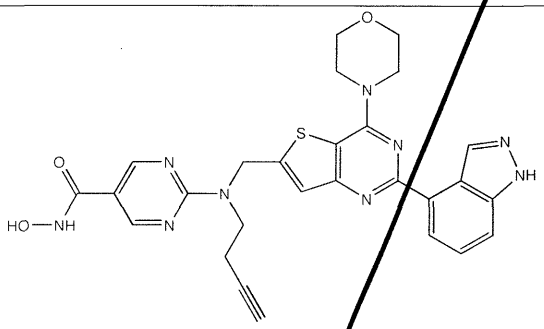
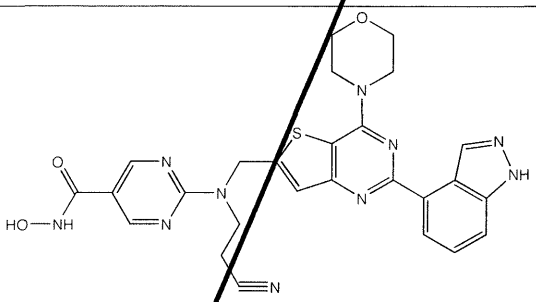
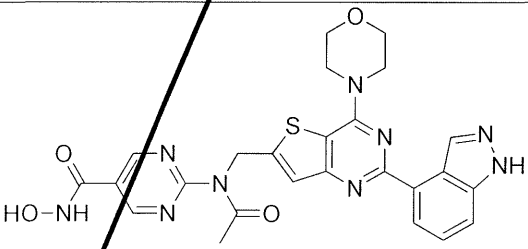
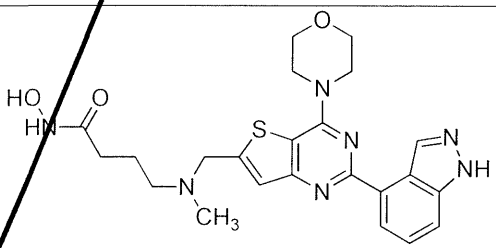
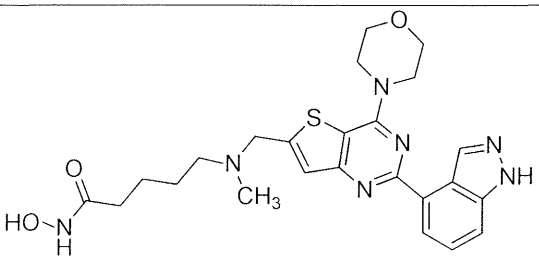
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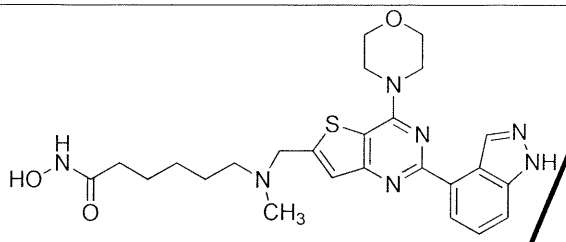
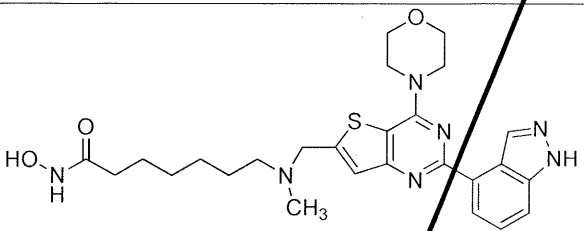
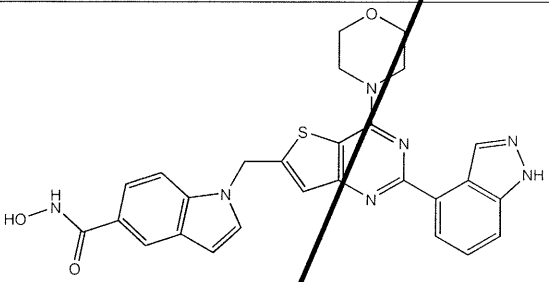
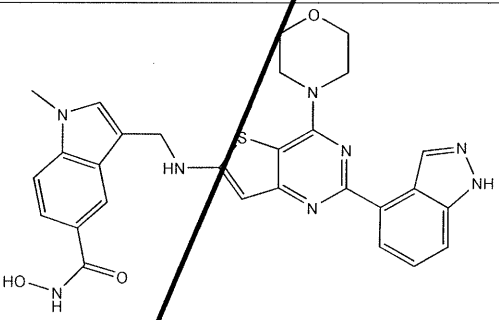
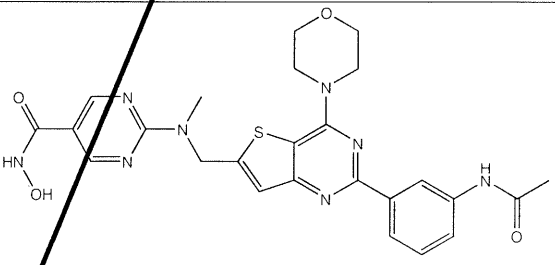
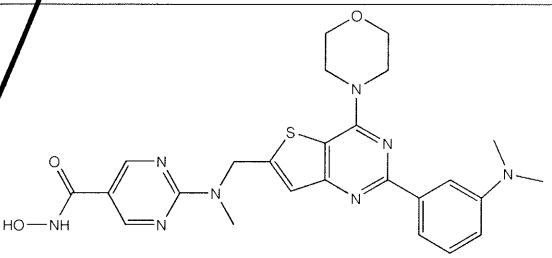
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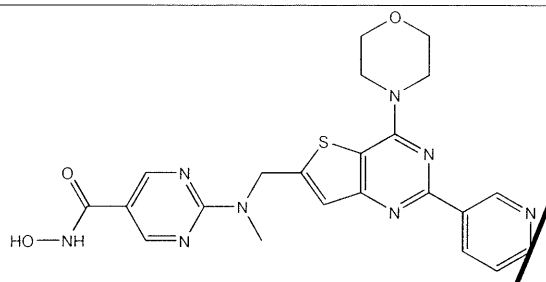
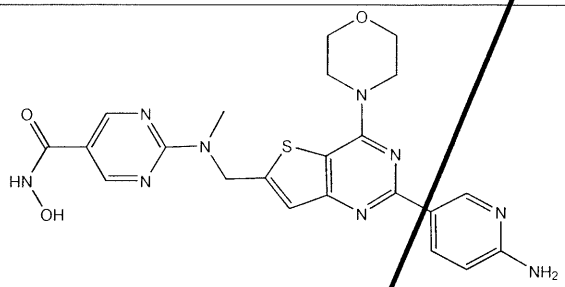
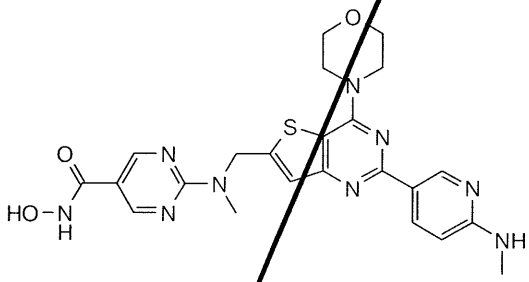
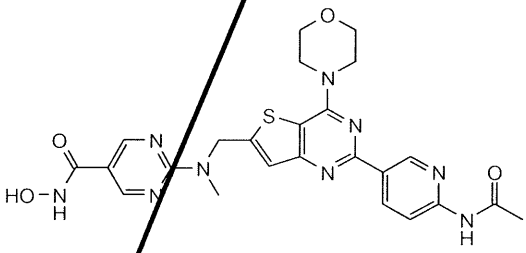
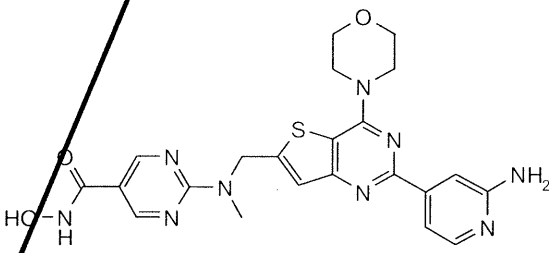
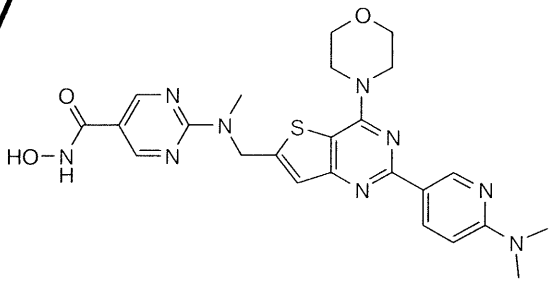
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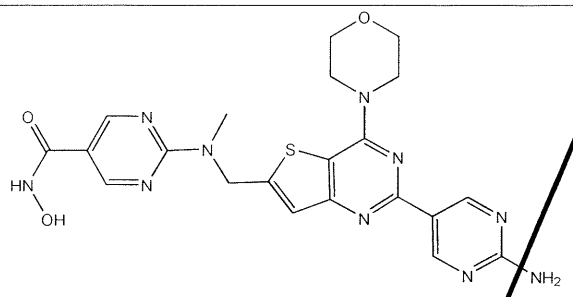
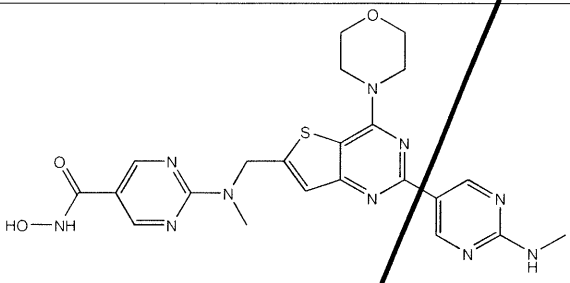
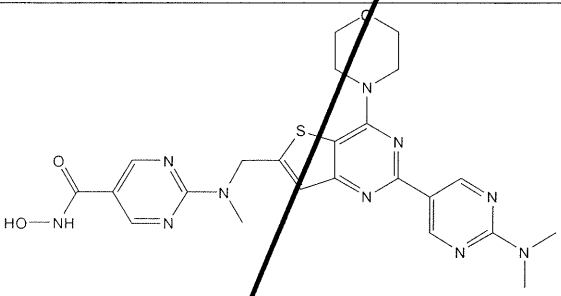
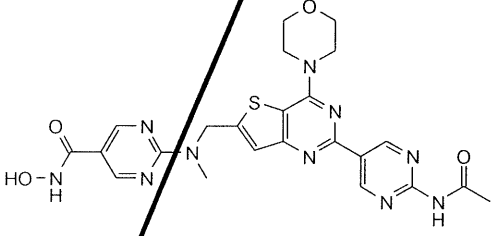
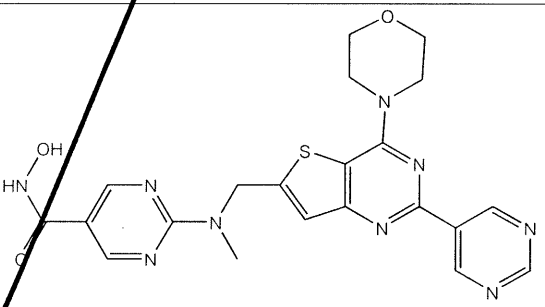
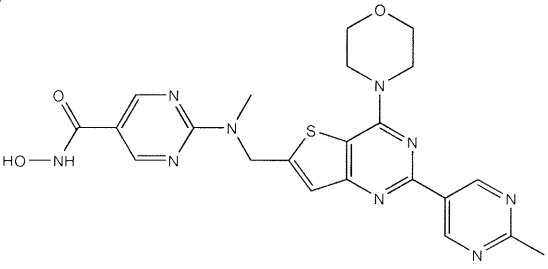
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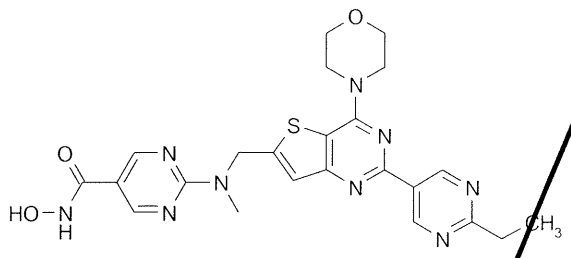
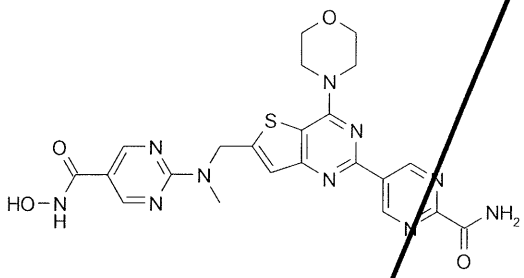
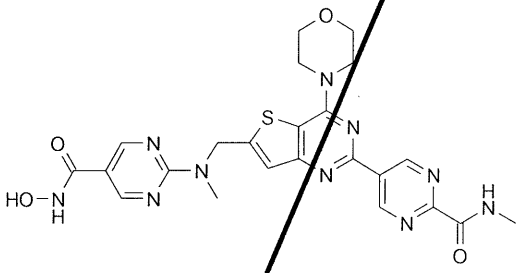
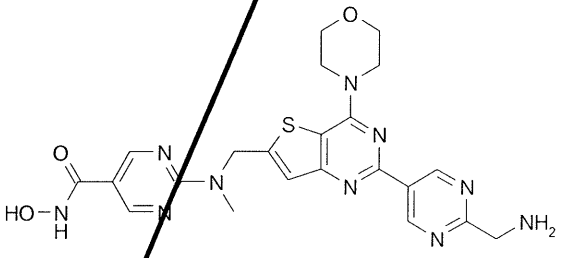
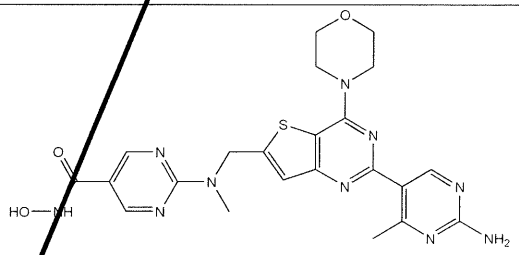
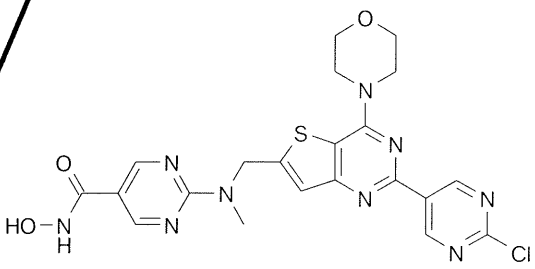
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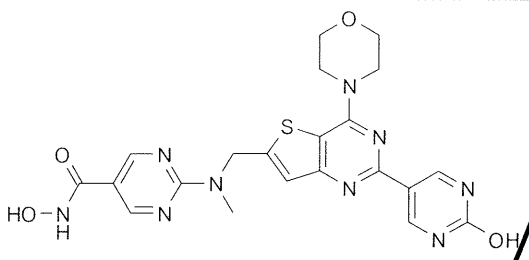
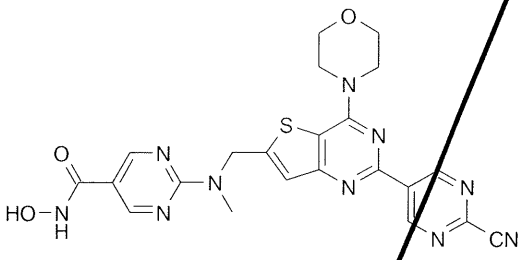
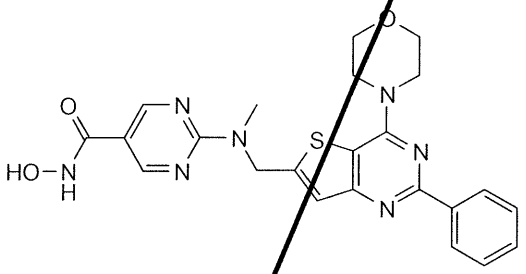
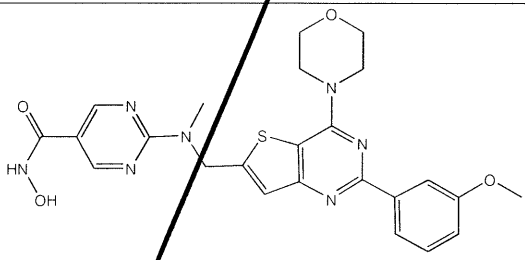
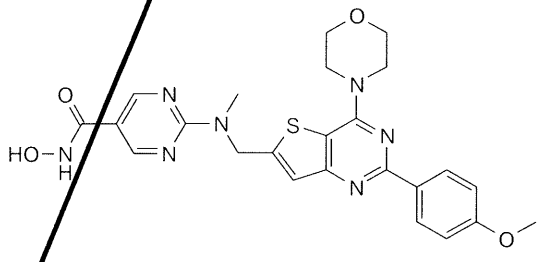
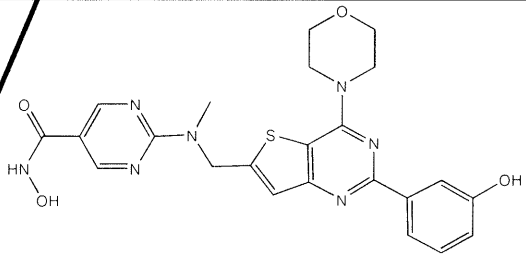
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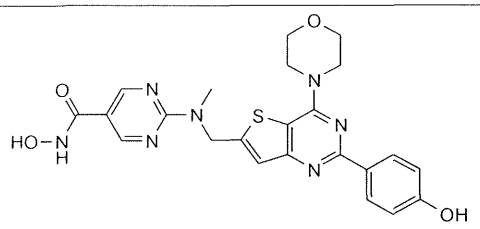
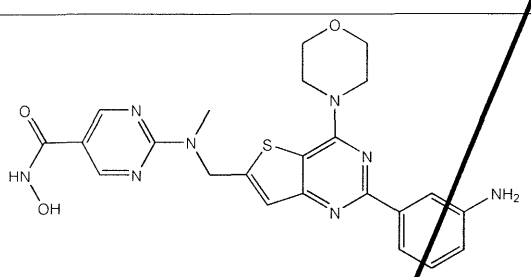
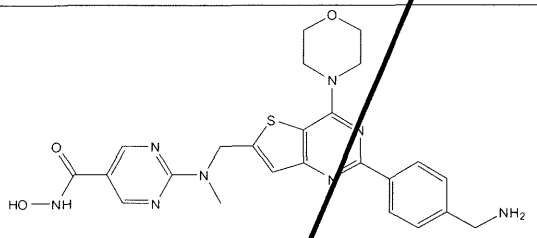
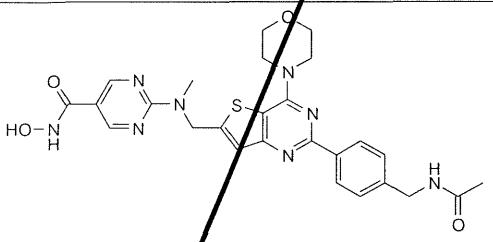
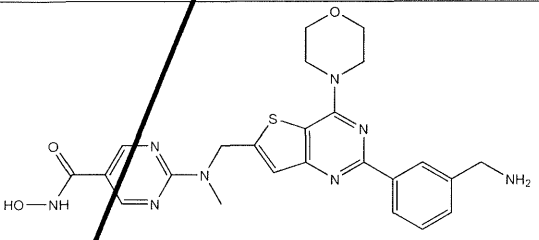
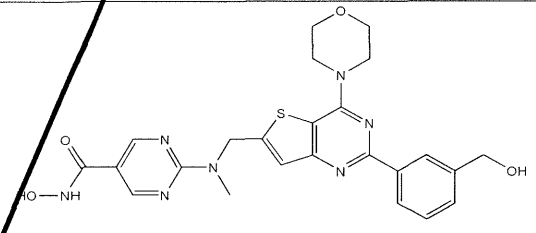
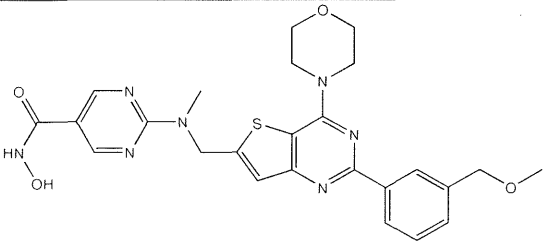
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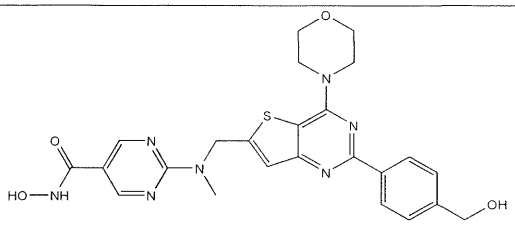
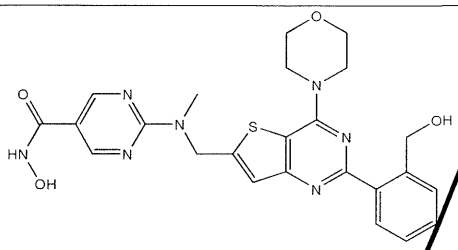
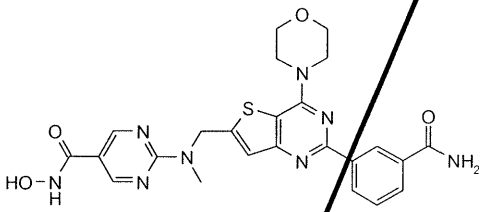
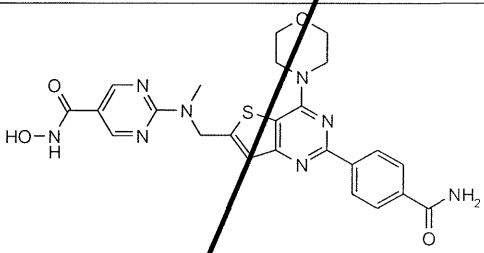
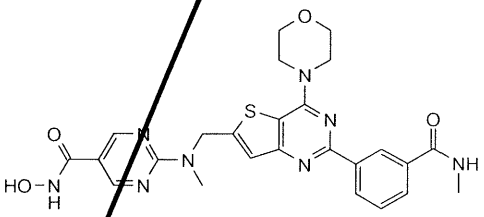
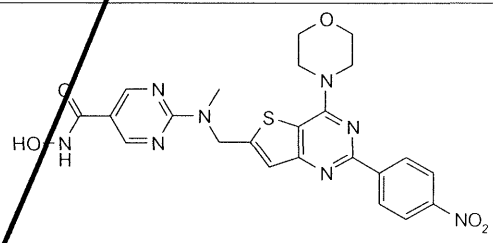
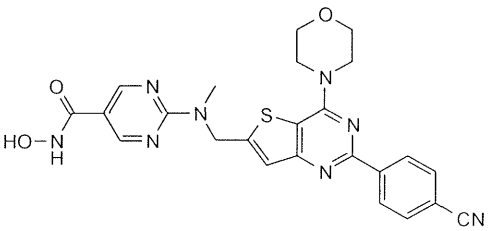
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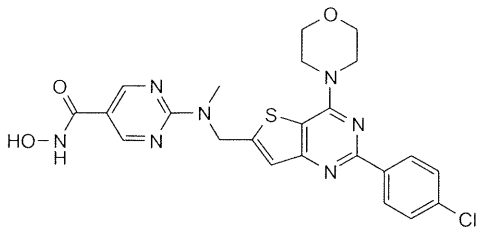
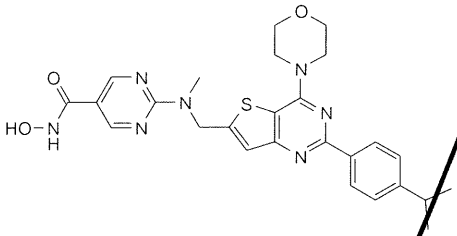
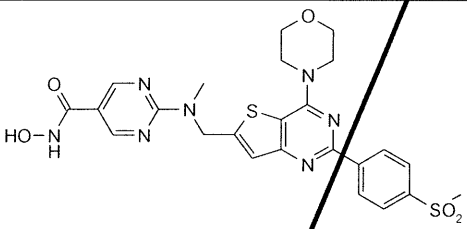
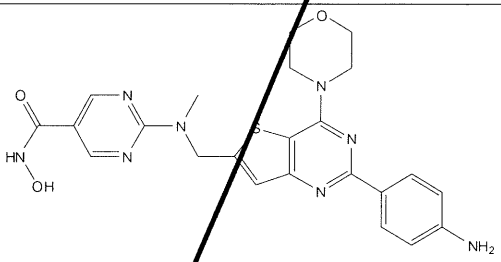
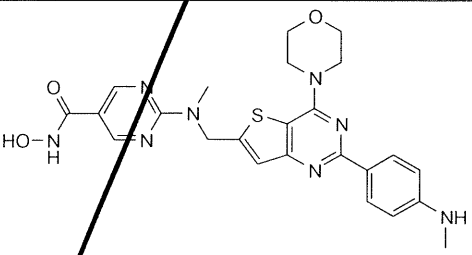
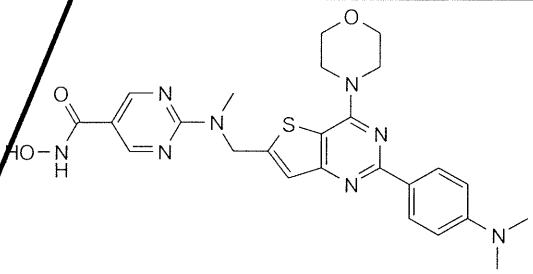
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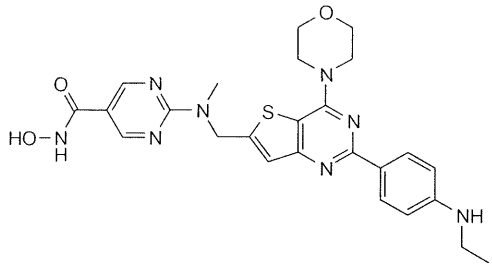
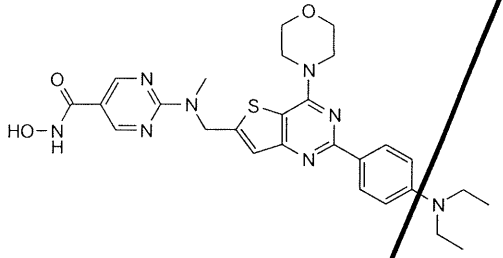
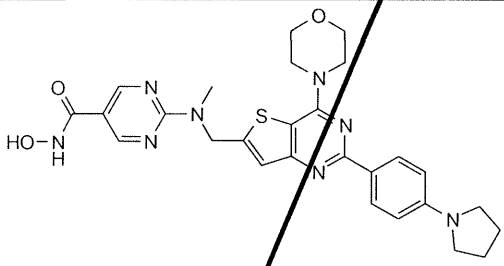
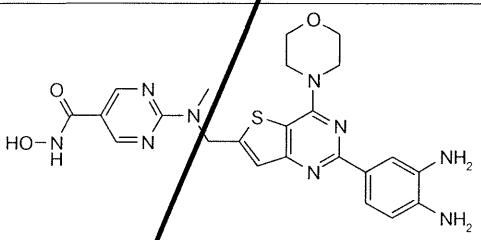
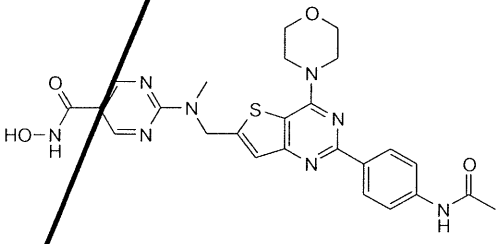
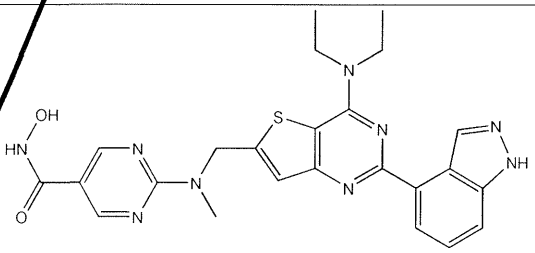
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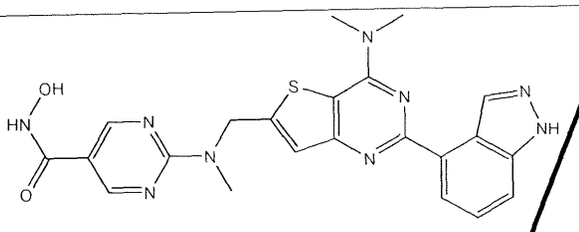
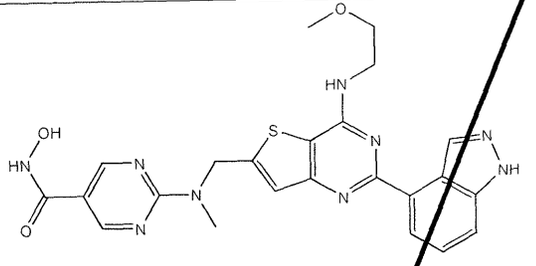
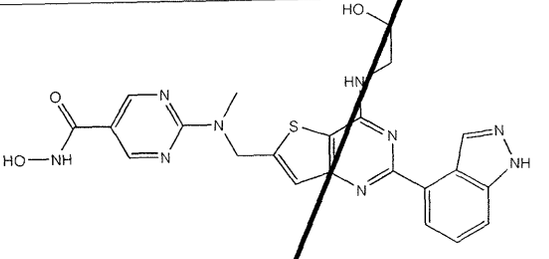
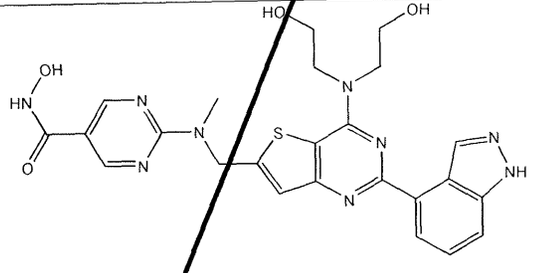
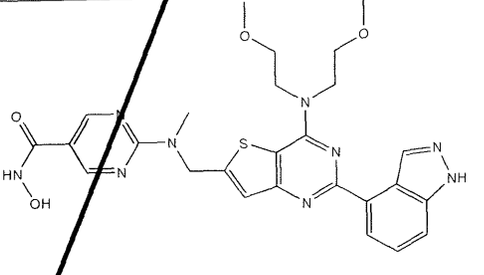
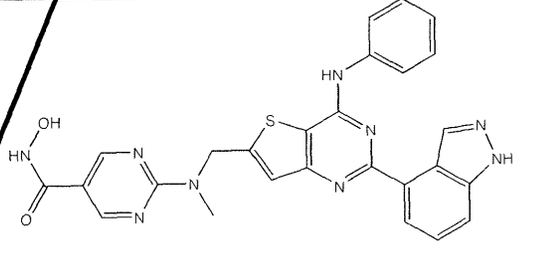
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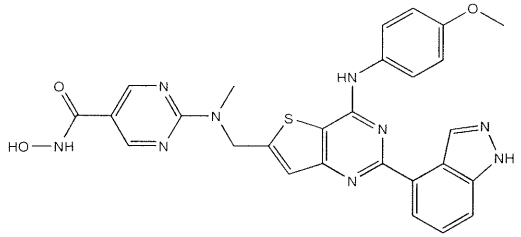
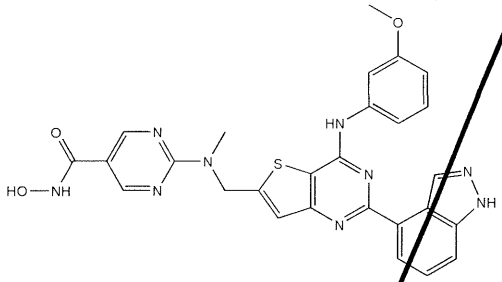
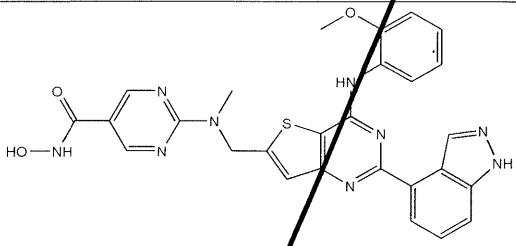
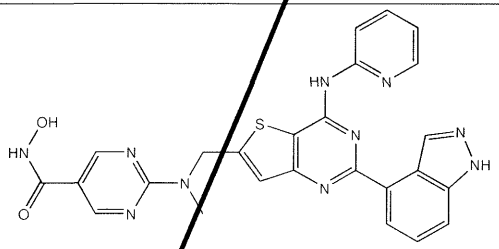
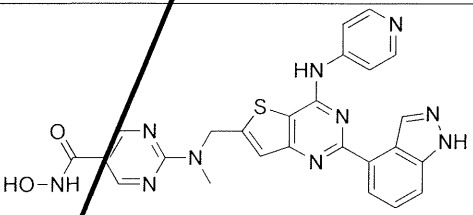
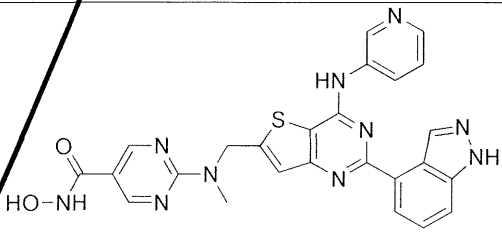
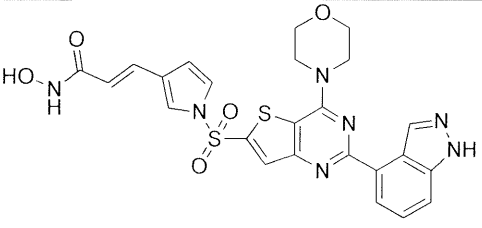
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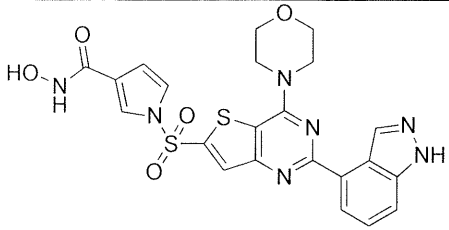
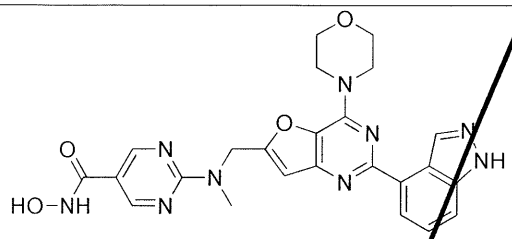
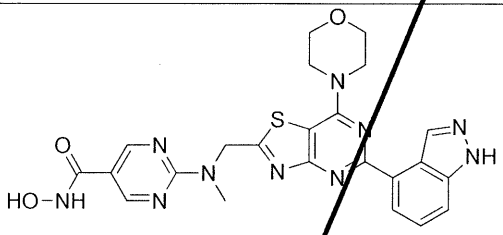
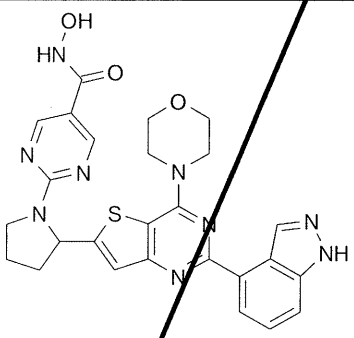
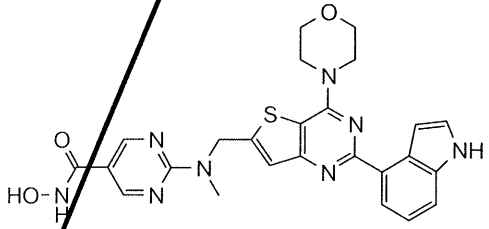
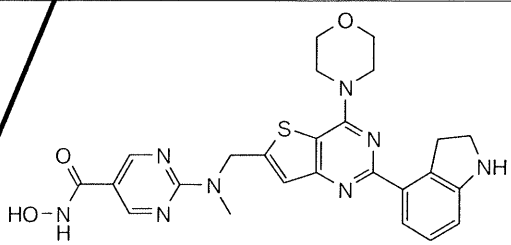
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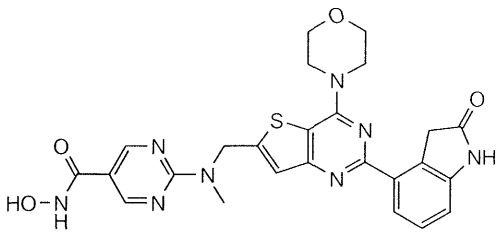
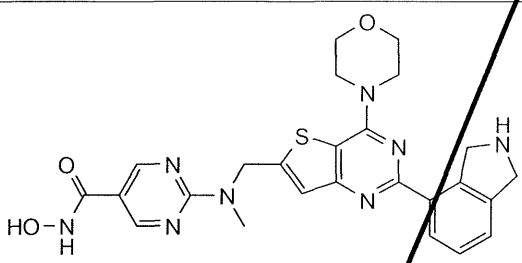
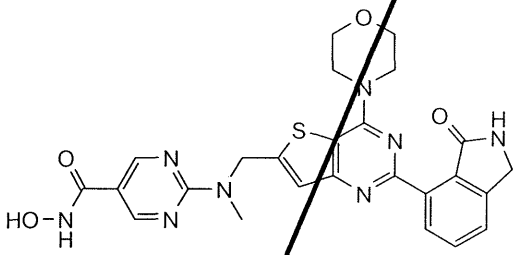
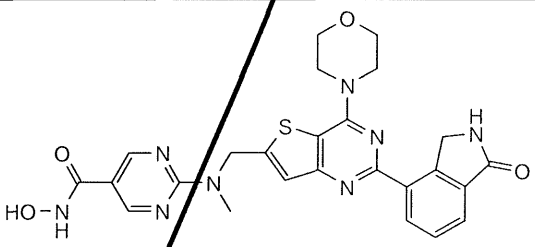
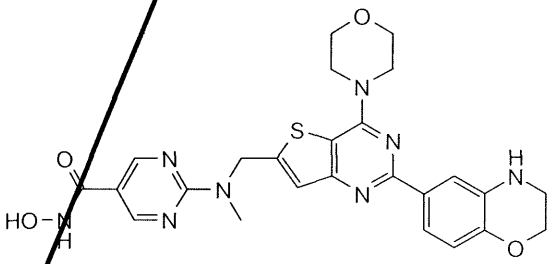
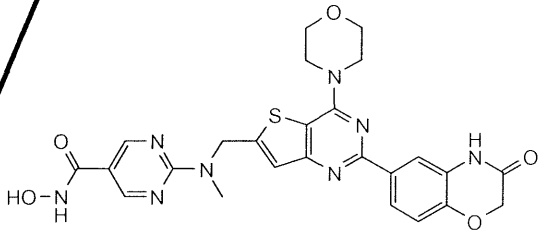
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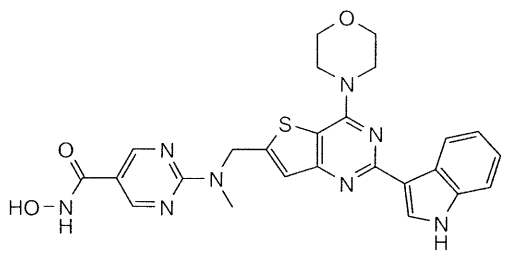
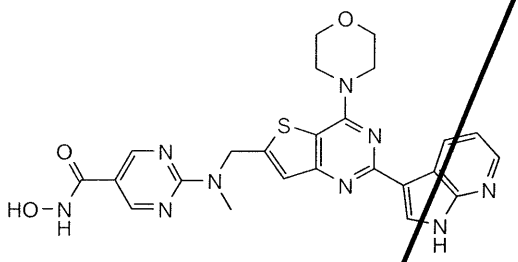
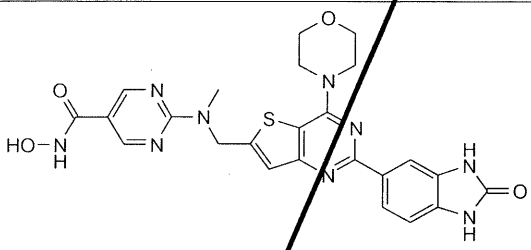
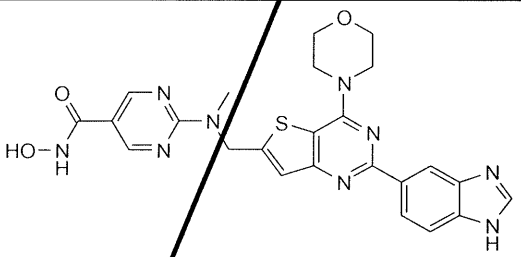
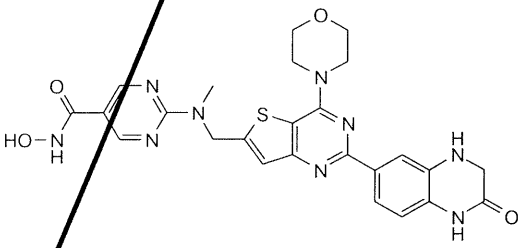
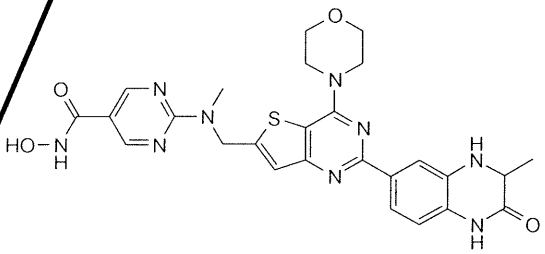
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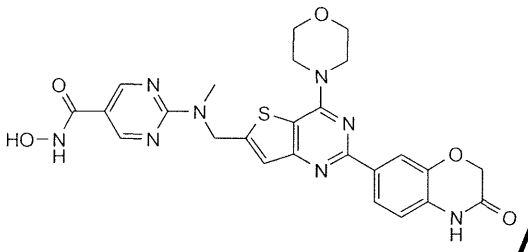
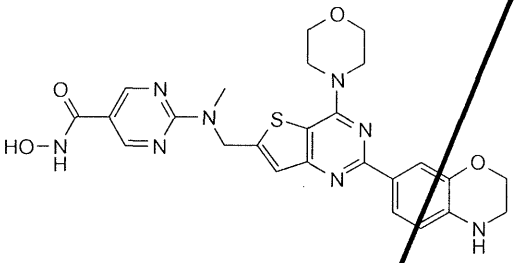
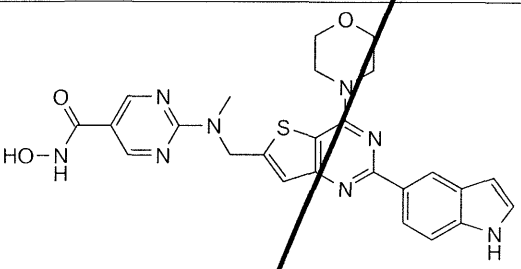
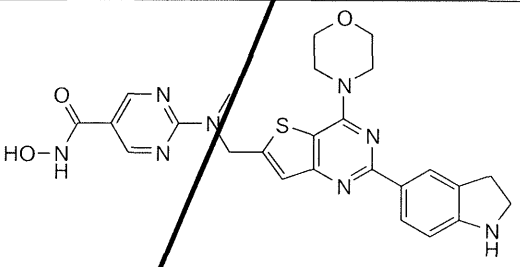
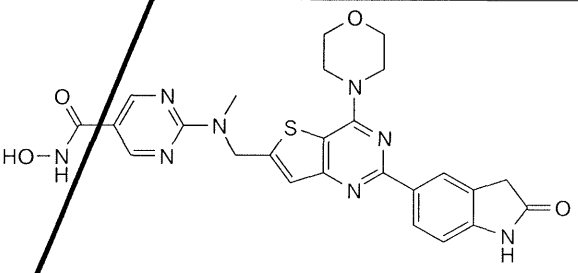
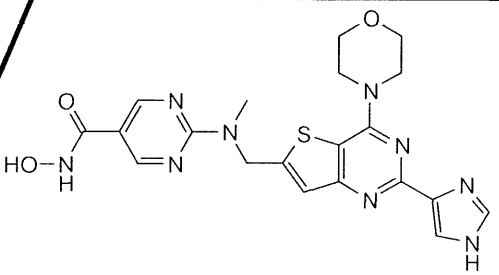
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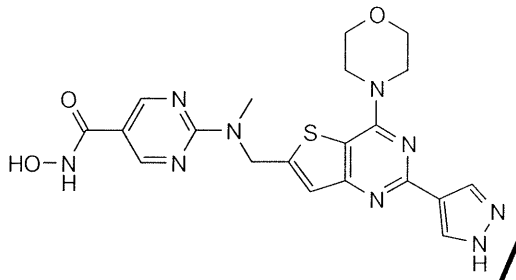
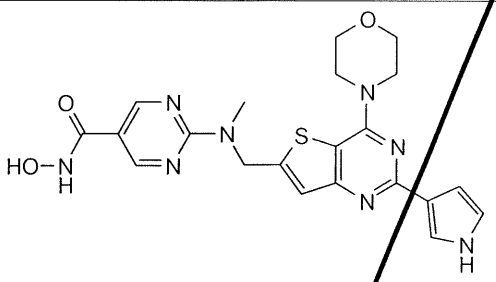
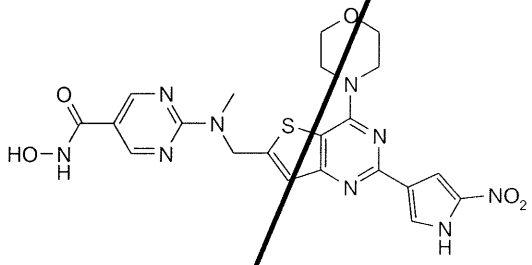
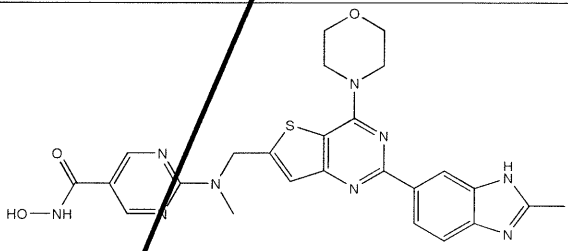
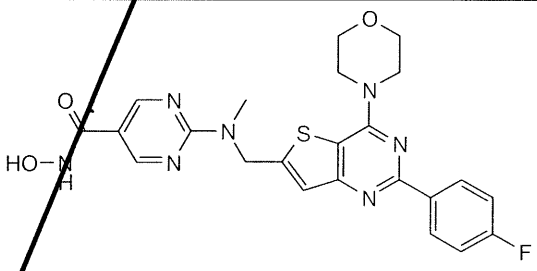
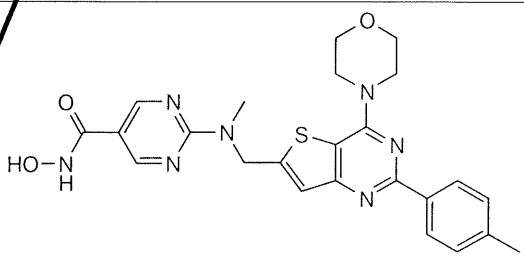
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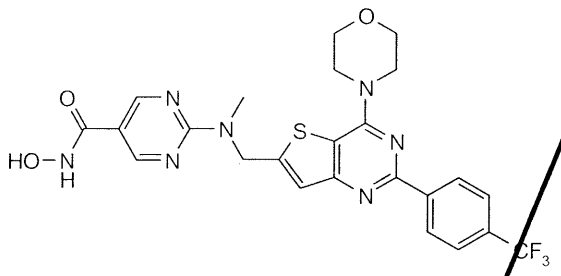
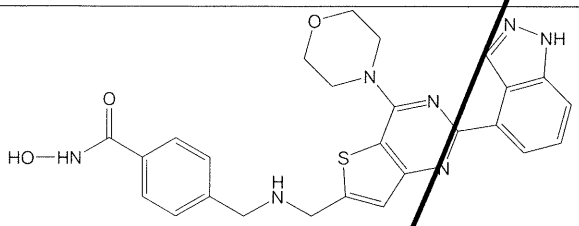
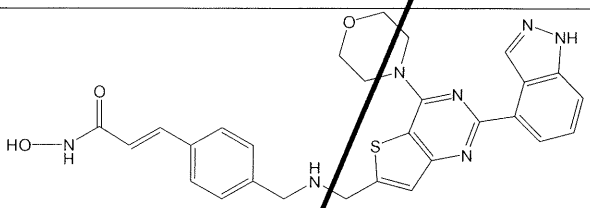
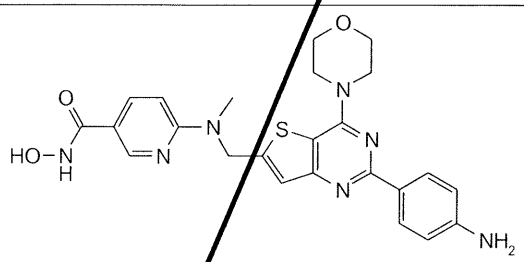
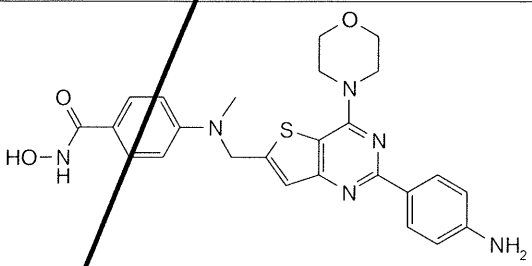
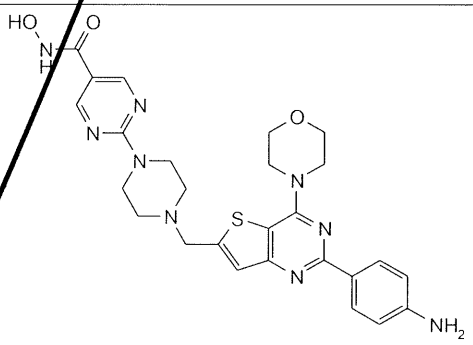
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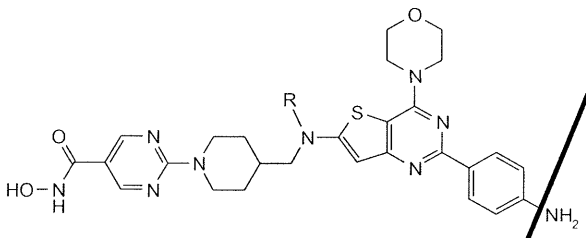
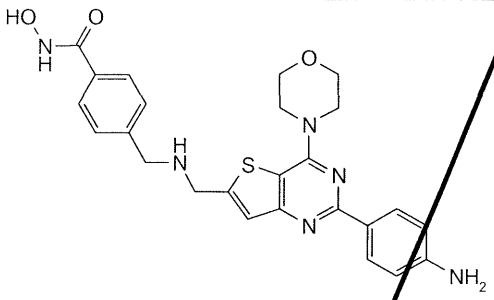
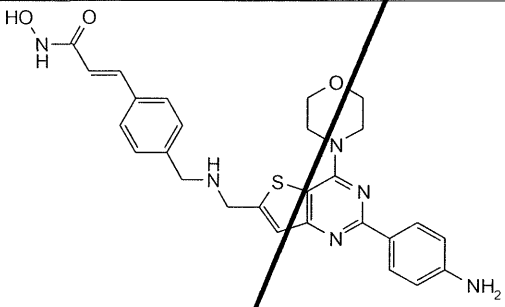
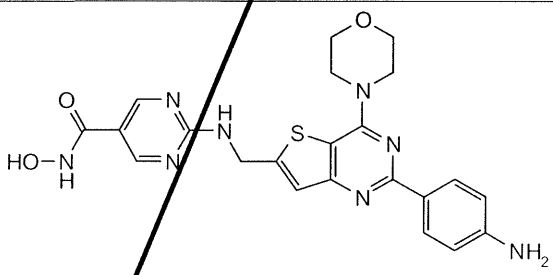
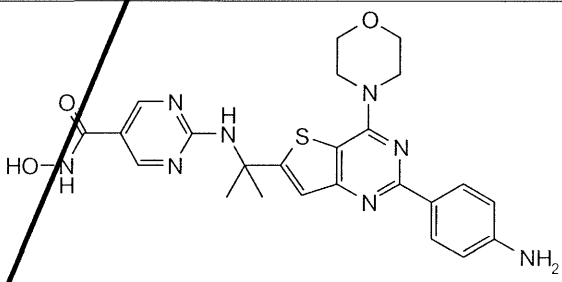
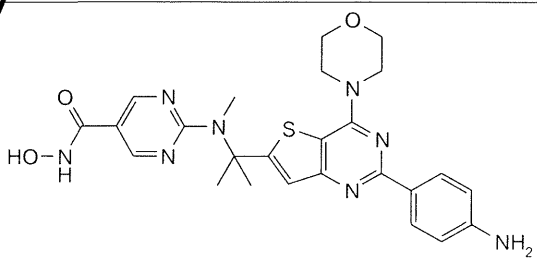
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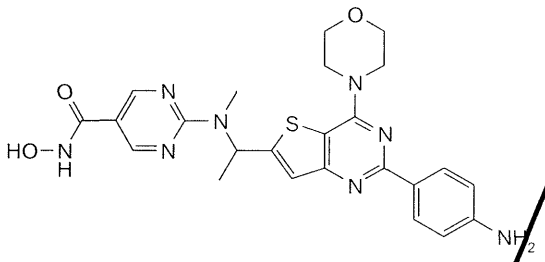
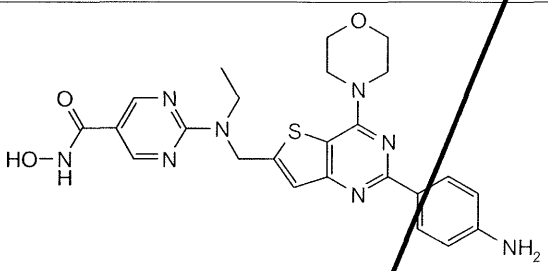
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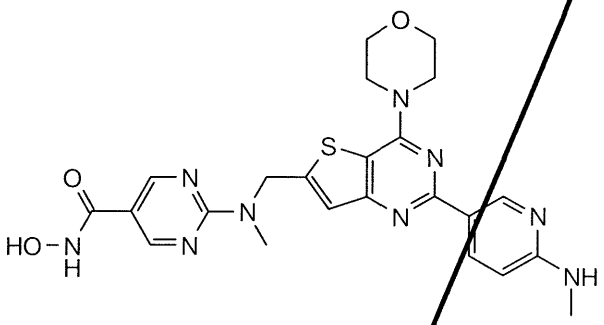
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or a pharmaceutically acceptable salt thereof.

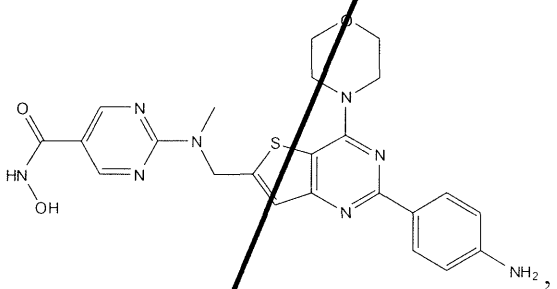
26. A compound of the formula:



,

or a pharmaceutically acceptable salt thereof.

27. A compound of the formula:



,

or a pharmaceutically acceptable salt thereof.

28. A pharmaceutical composition comprising a compound of any one of claims 1 to 27 and a pharmaceutically acceptable carrier.

29. Use of a compound of any one of claims 1 to 27 in the manufacture of a medicament for treating a PI3K related disease or disorder in a subject in need thereof.

30. The use of claim 29, wherein the disease or disorder is a cell proliferative disorder.

31. The use of claim 30, wherein the disease or disorder is papilloma, glioblastoma, Kaposi's sarcoma, melanoma, non-small cell lung cancer, ovarian cancer, prostate cancer, squamous cell carcinoma, astrocytoma, head cancer, neck cancer, bladder cancer, breast cancer, lung cancer, colorectal cancer, thyroid cancer, pancreatic cancer, gastric cancer, hepatocellular carcinoma, leukemia, lymphoma, Hodgkin's disease or Burkitt's disease.

32. Use of a compound of any one of claims 1 to 27 in the manufacture of a medicament for treating an HDAC-mediated disease in a subject in need thereof.

33. Use of a compound of any one of claims 1 to 27 in the manufacture of a medicament for treating a disease mediated by both PI3K and HDAC in a subject in need thereof.

34. A compound of any one of claims 1 to 27 for use in treating a PI3K related disease or disorder in a subject in need thereof.

35. The compound for use of claim 34, wherein the disease or disorder is a cell proliferative disorder.

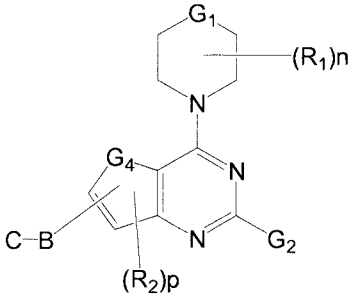
36. The compound for use of claim 35, wherein the disease or disorder is papilloma, glioblastoma, Kaposi's sarcoma, melanoma, non-small cell lung cancer, ovarian cancer, prostate cancer, squamous cell carcinoma, astrocytoma, head cancer, neck cancer, bladder cancer, breast cancer, lung cancer, colorectal cancer, thyroid cancer, pancreatic cancer, gastric cancer, hepatocellular carcinoma, leukemia, lymphoma, Hodgkin's disease or Burkitt's disease.

37. A compound of any one of claims 1 to 27 for use in treating an HDAC-mediated disease in a subject in need thereof.

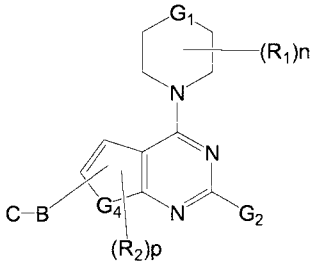
38. A compound of any one of claims 1 to 27 for use in treating a disease mediated by both PI3K and HDAC in a subject in need thereof.

WE CLAIM:

1. A compound represented by formula (XIV) or (XV):



(XIV)



(XV)

or a pharmaceutically acceptable salt thereof,

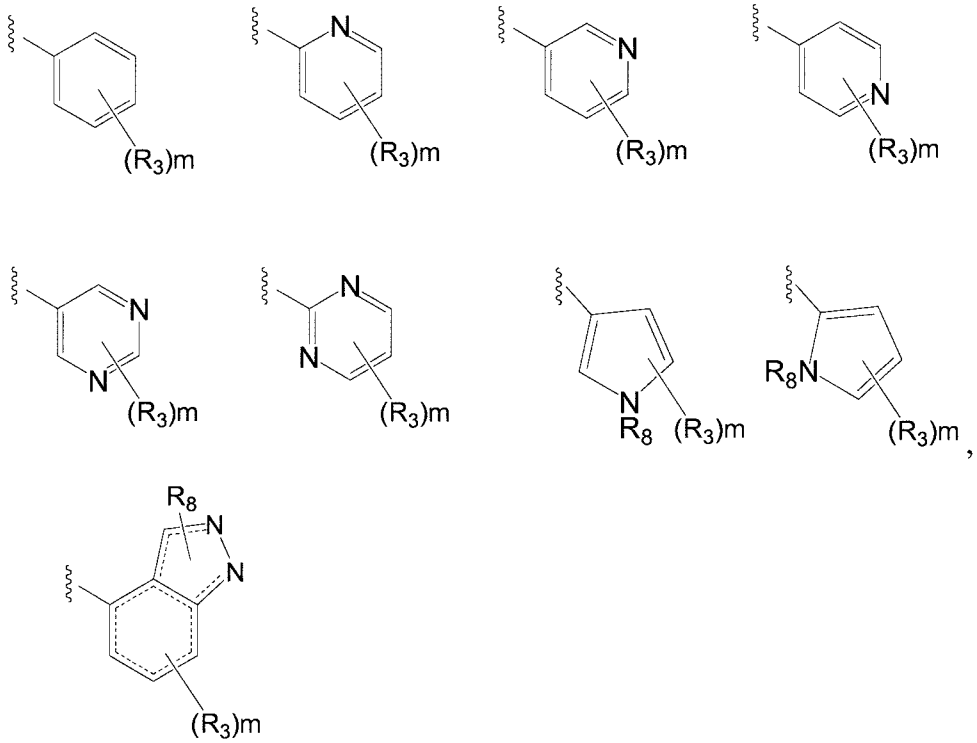
B is a straight- or branched-, alkyl alkenyl, alkynyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylalkynyl, heterocyclylalkyl, heterocyclylalkenyl, heterocyclylalkynyl, aryl, heteroaryl, heterocyclyl, cycloalkyl, cycloalkenyl, alkylarylalkyl, alkylarylalkenyl, alkylarylalkynyl, alkenylarylalkyl, alkenylarylalkenyl, alkenylarylalkynyl, alkynylarylalkyl, alkynylarylalkenyl, alkynylarylalkynyl, alkylheteroarylalkyl, alkylheteroarylalkenyl, alkylheteroarylalkynyl, alkenylheteroarylalkyl, alkenylheteroarylalkenyl, alkenylheteroarylalkynyl, alkynylheteroarylalkyl, alkynylheteroarylalkenyl, alkynylheteroarylalkynyl, alkylheterocyclylalkyl, alkylheterocyclylalkenyl, alkylhererocyclylalkynyl, alkenylheterocyclylalkyl, alkenylheterocyclylalkenyl, alkenylheterocyclylalkynyl, alkynylheterocyclylalkyl, alkynylheterocyclylalkenyl, alkynylheterocyclylalkynyl, alkylaryl, alkenylaryl, alkynylaryl, alkylheteroaryl, alkenylheteroaryl, or alkynylheteroaryl, in which one or more methylenes can be interrupted or terminated by O, S, S(O), SO_2, $N(R_8)$, C(O), aryl, heteroaryl, or heterocyclic;

n is 0, 1, 2, 3 or 4;

p is 0 or 1;

G_1 is CHR_1, S, O, NR_{10} or $NS(O)_2R_{10}$;

G_2 is selected from the groups below:



wherein

represents a single or double bond;

m is 0, 1, 2 or 3;

each R_3 is hydrogen, hydroxy, amino, halogen, alkoxy, alkylamino, dialkylamino, CF_3, CN, NO_2, sulfonyl, acyl, aliphatic, aliphatic, aryl, heteroaryl or heterocyclyl;

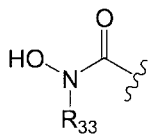
each R_1 and R_2 is independently hydroxy, amino, halogen, alkoxy, alkylamino, dialkylamino, CF_3, CN, NO_2, sulfonyl, acyl, aliphatic of 4 to 12 atoms, aryl, heteroaryl or heterocyclic;

each R_8 is independently hydrogen, acyl, or aliphatic of 4 to 12 atoms;

R_{10} is hydrogen, hydroxy, amino, alkoxy, alkylamino, dialkylamino, sulfonyl, acyl, aliphatic of 4 to 12 atoms, aryl, heteroaryl or heterocyclic;

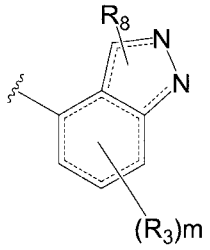
G_4 is S; and

C is



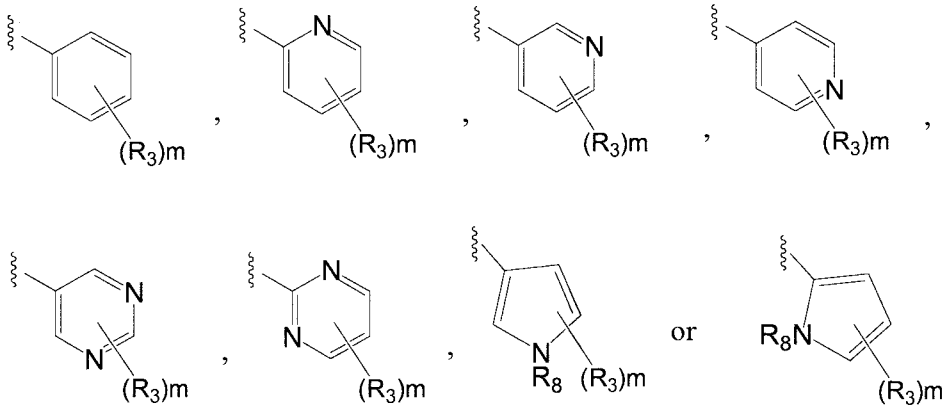
; where R_{33} is hydrogen or C_1-C_8-alkyl.

2. The compound of claim 1 wherein G_2 is



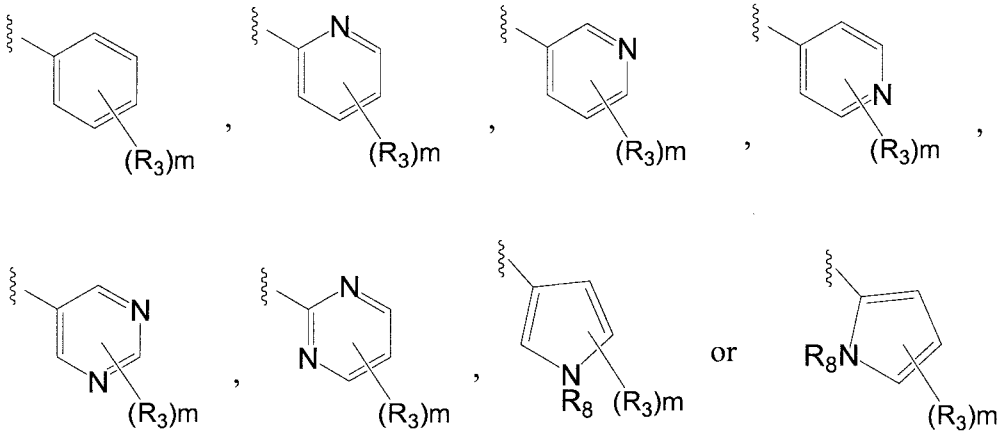
.

3. The compound of claim 1, wherein G_2 is



.

4. The compound of claim 1, wherein G_2 is

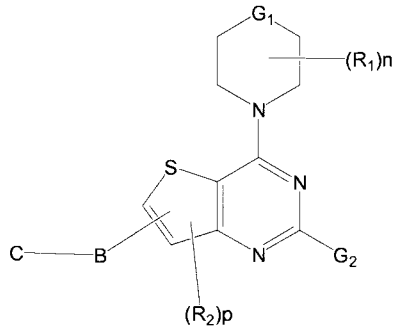


wherein m is 1 and R_3 is hydroxy, hydroxymethyl, amino or methylamino.

5. The compound of any one of claims 1 to 4, wherein B is straight chain C_2-C_{10} alkyl, C_2-C_{10} alkenyl, C_2-C_{10} alkynyl, C_1-C_{10} alkoxy, alkoxyC_1-C_{10}alkoxy, C_1-C_{10} alkylamino, alkoxyC_1-C_{10}alkylamino, C_1-C_{10} alkylcarbonylamino, C_1-C_{10} alkylaminocarbonyl, aryloxyC_1-C_{10}alkoxy, aryloxyC_1-C_{10}alkylamino, aryloxyC_1-C_{10}alkylamino carbonyl, C_1-

C_{10}-alkylaminoalkylaminocarbonyl, C_1-C_{10} alkyl(N-alkyl)aminoalkyl-aminocarbonyl, alkylaminoalkylamino, alkylcarbonylaminoalkylamino, alkyl(N-alkyl)aminoalkylamino, (N-alkyl)alkylcarbonylaminoalkylamino, alkylaminoalkyl, alkylaminoalkylaminoalkyl, alkylpiperazinoalkyl, piperazinoalkyl, alkylpiperazino, alkenylaryloxyC_1-C_{10}alkoxy, alkenylarylaminoC_1-C_{10}alkoxy, alkenylaryllalkylaminoC_1-C_{10}alkoxy, alkenylaryloxyC_1-C_{10}alkylamino, alkenylaryloxyC_1-C_{10}alkylaminocarbonyl, piperazinoalkylaryl, heteroarylC_1-C_{10}alkyl, heteroarylC_2-C_{10}alkenyl, heteroarylC_2-C_{10}alkynyl, heteroarylC_1-C_{10}alkylamino, heteroarylC_1-C_{10}alkoxy, heteroaryloxyC_1-C_{10}alkyl, heteroaryloxyC_2-C_{10}alkenyl, heteroaryloxyC_2-C_{10}alkynyl, heteroaryloxyC_1-C_{10}alkylamino or heteroaryloxyC_1-C_{10}alkoxy.

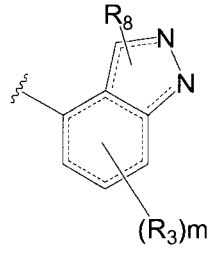
6. The compound of claim 1, represented by formula (XIV):



(XIV)

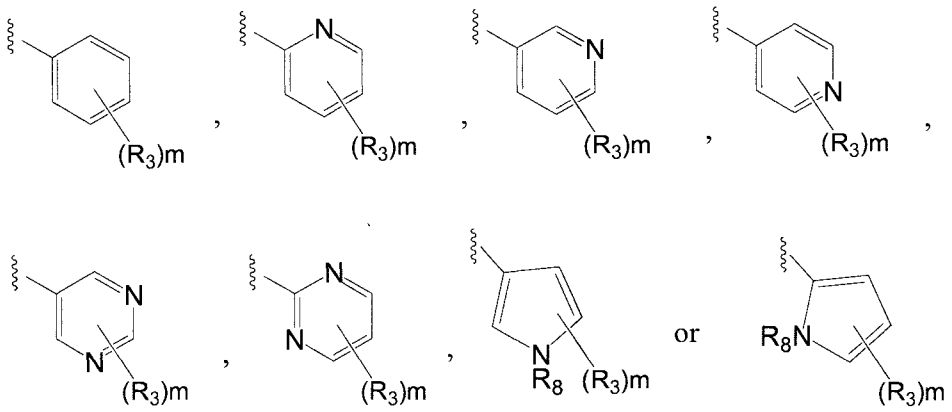
wherein G_1, G_2, n, p, B, C, R_1, R_2 and R_8 are as defined in claim 1.

7. The compound of claim 6 wherein G_2 is

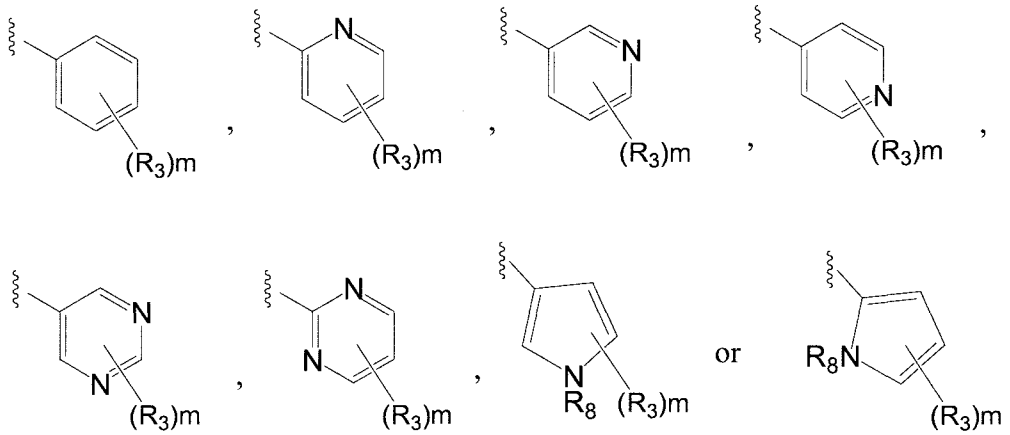


.

8. The compound of claim 6, wherein G_2 is

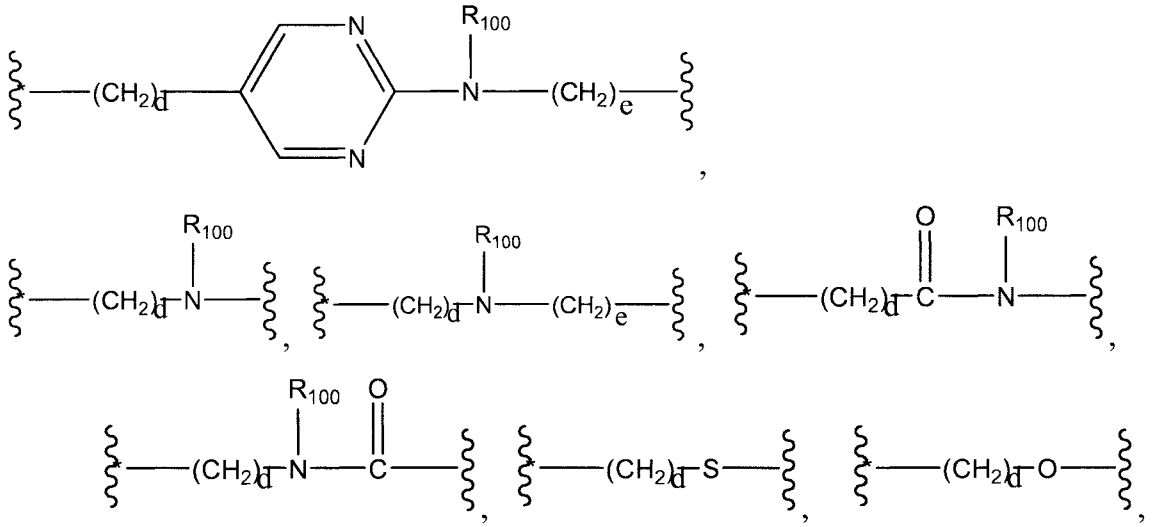


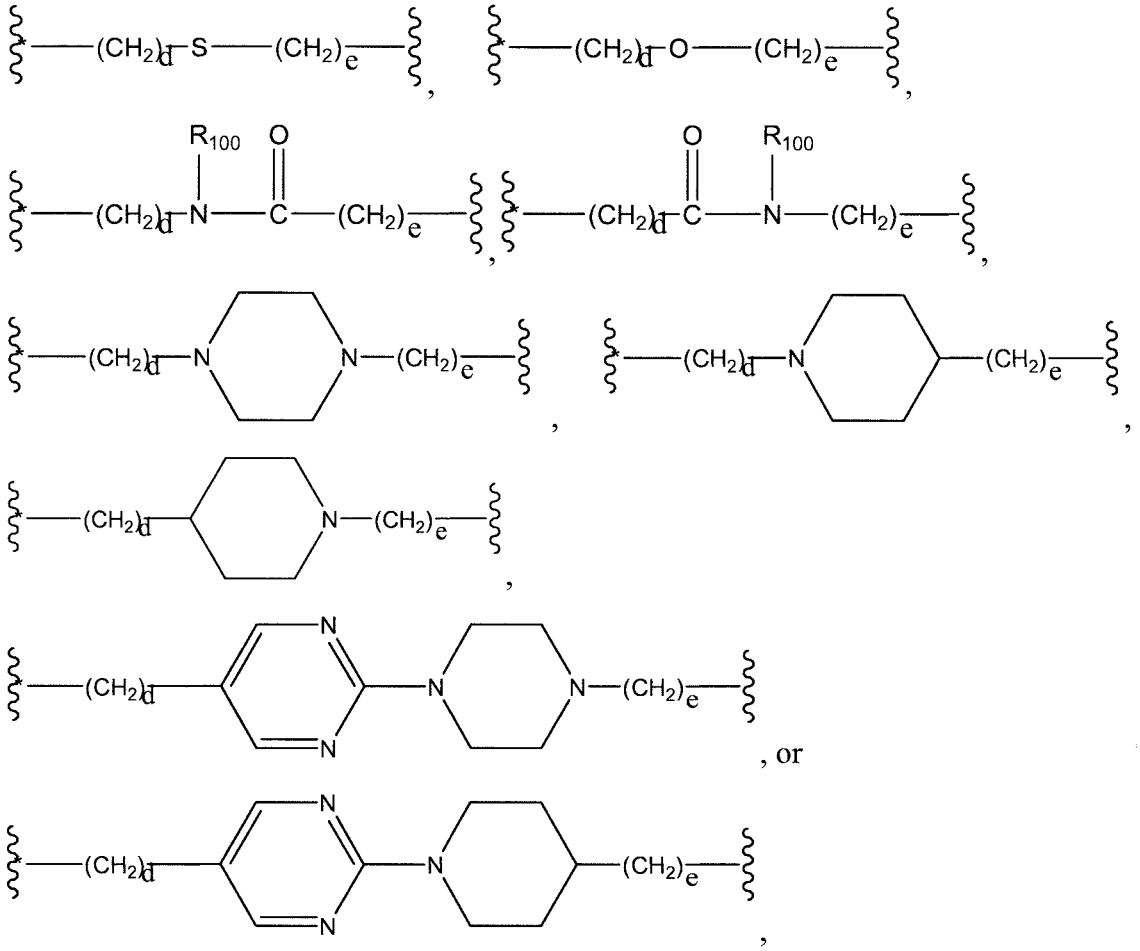
9. The compound of claim 6, wherein G_2 is



wherein m is 1 and R_3 is hydroxy, hydroxymethyl, amino or methylamino.

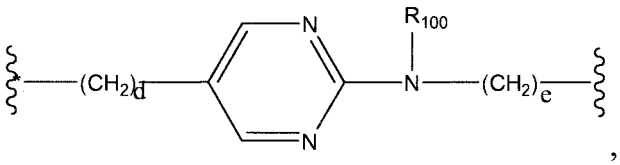
10. The compound of any one of claims 1, 2, 3, 4, 6, 7, 8 or 9, wherein B is





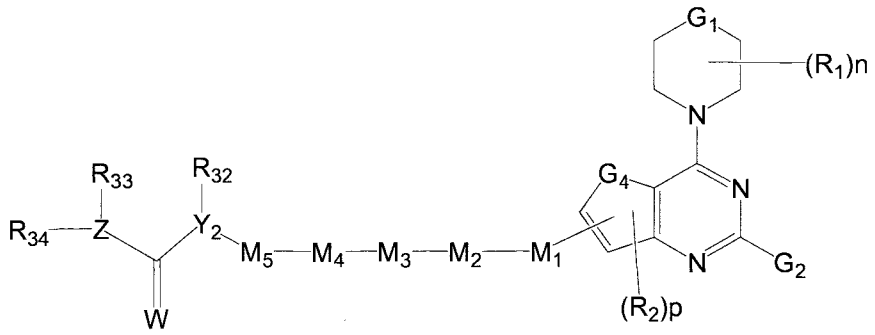
wherein d and e are independently 0, 1, 2, 3, 4, 5, 6, 7 or 8; and R_{100} is hydrogen, C_1-C_8 alkyl, C_2-C_8 alkenyl, C_2-C_8 alkynyl or C_3-C_8 cycloalkyl.

11. The compound of claim 10, wherein B is



wherein R_{100} is hydrogen or methyl.

12. A compound represented by Formula (XX):



(XX)

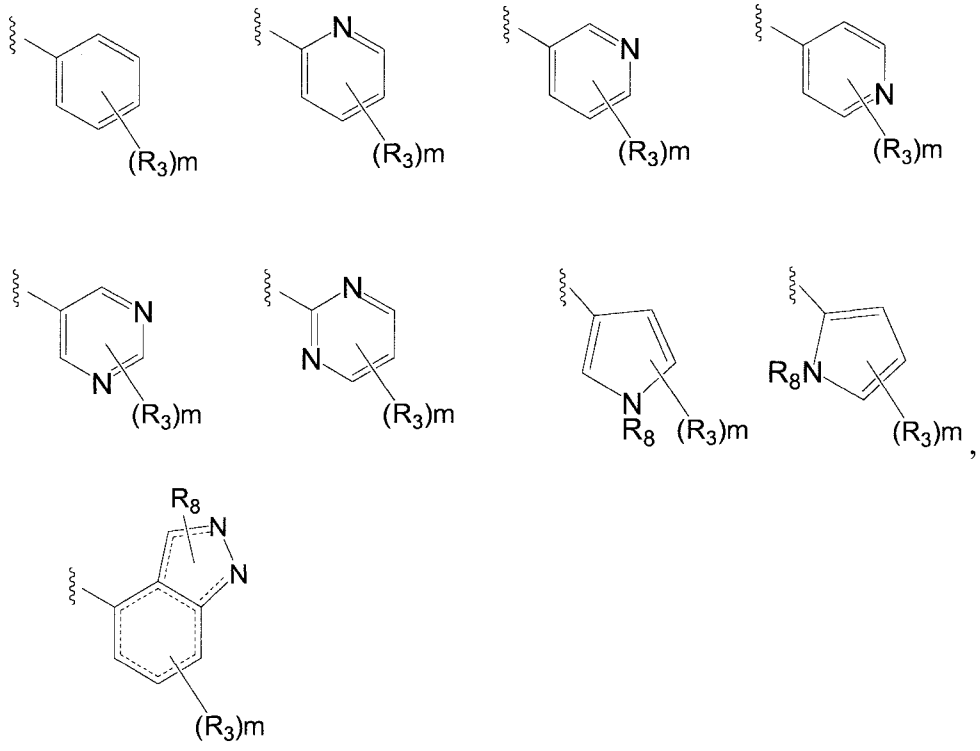
wherein;

n is 0, 1, 2, 3 or 4;

p is 0 or 1;

G_1 is CHR_1, S, O, NR_{10} or $NS(O)_2R_{10}$;

G_2 is selected from the groups below:



represents a single or double bond;

m is 0, 1, 2 or 3;

each R_3 is hydrogen, hydroxy, amino, halogen, alkoxy, alkylamino, dialkylamino, CF_3, CN, NO_2, sulfonyl, acyl, aliphatic, aryl, heteroaryl or heterocyclyl;

G_4 is S or O;

each R_1 and R_2 is independently hydroxy, amino, halogen, alkoxy, alkylamino, dialkylamino, CF_3, CN, NO_2, sulfonyl, acyl, aliphatic of 4 to 12 atoms, aryl, heteroaryl, or heterocyclic;

each R_8 is independently hydrogen, acyl, or aliphatic of 4 to 12 atoms;

R_{10} is hydrogen, hydroxy, amino, alkoxy, alkylamino, dialkylamino, sulfonyl, acyl, aliphatic of 4 to 12 atoms, aryl, heteroaryl, or heterocyclic;

R_{33} is H or C_1-C_8-alkyl;

R_{34} is OH;

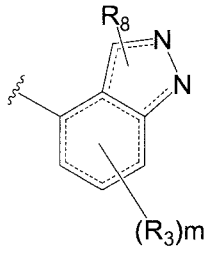
W is O;

Y_2 and R_{32} are both absent;

Z is N;

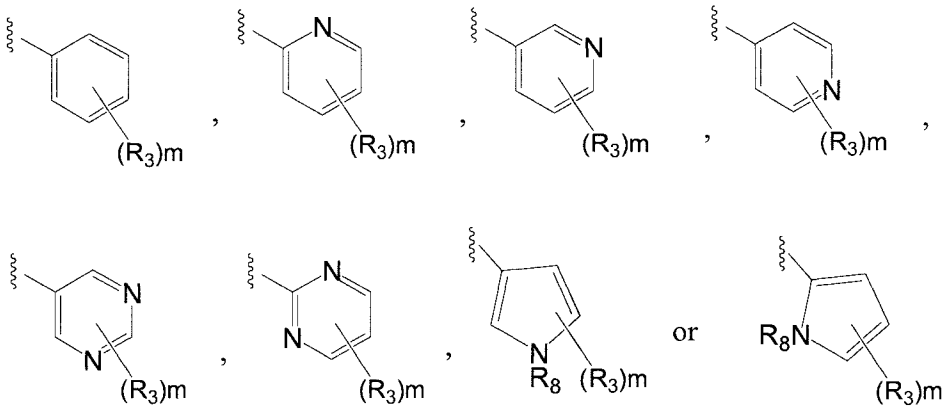
M_1 is absent, O, S, NR_8, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, aryl, heteroaryl, heterocyclic, SO, SO_2 or C=O; M_2 is absent, C_1-C_6 alkyl, O, NR_8, heterocyclic, aryl, heteroaryl, or C=O; M_3 is absent, O, NR_8, S, SO, SO2, CO, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, aryl, heteroaryl, or heterocyclic; M_4 is absent, O, NR_8, heteroaryl, heterocyclic or aryl; and M_5 is C_1-C_8 alkyl, C_2-C_8 alkenyl, C_2-C_8alkynyl, heteroaryl, heterocyclic or aryl.

13. The compound of claim 12 wherein G_2 is



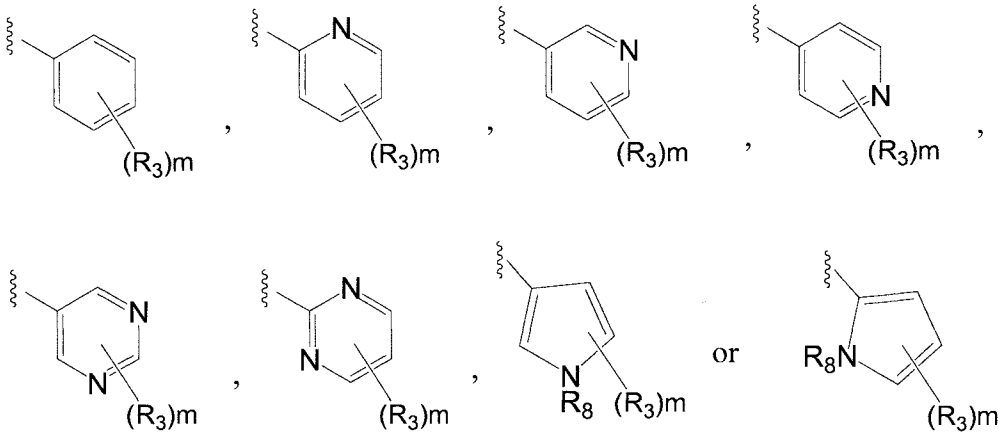
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14. The compound of claim 12, wherein G_2 is



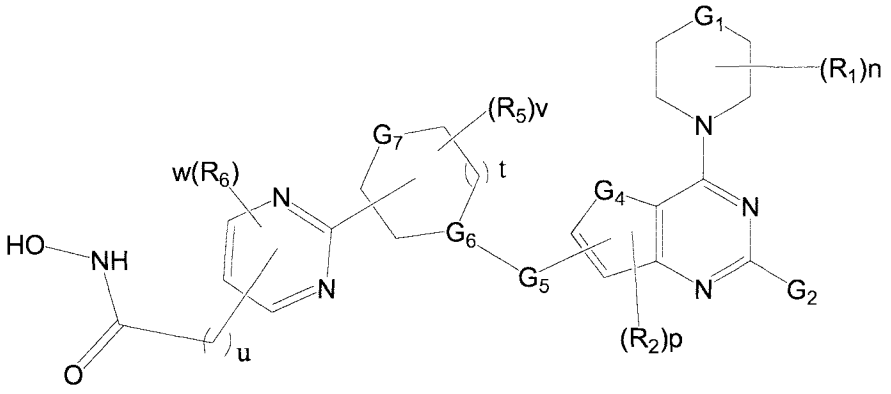
.

15. The compound of claim 12, wherein G_2 is



wherein m is 1 and R_3 is hydroxy, hydroxymethyl, aminoor methylamino.

16. A compound of claim 1, represented by Formula (XXII):



(XXII)

wherein G_1, G_2, n, p, R_1, R_2, and R_8 are as defined in claim 1;

t, v and w are independently 0, 1, 2 or 3;

u is 0, 1, 2, 3, 4, 5, 6, 7 or 8;

G_4 is S or O;

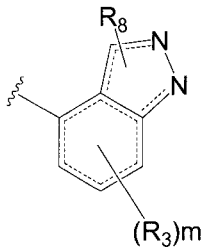
G_5 is absent, C_1-C_8 alkyl or a C_1-C_8 alkyl interrupted by one or more O, S, S(O), SO_2, $N(R_8)$, C(O);

G_6 is CR_1 or N;

G_7 is $-CHR_1$, $-NR_8$, S or O; and

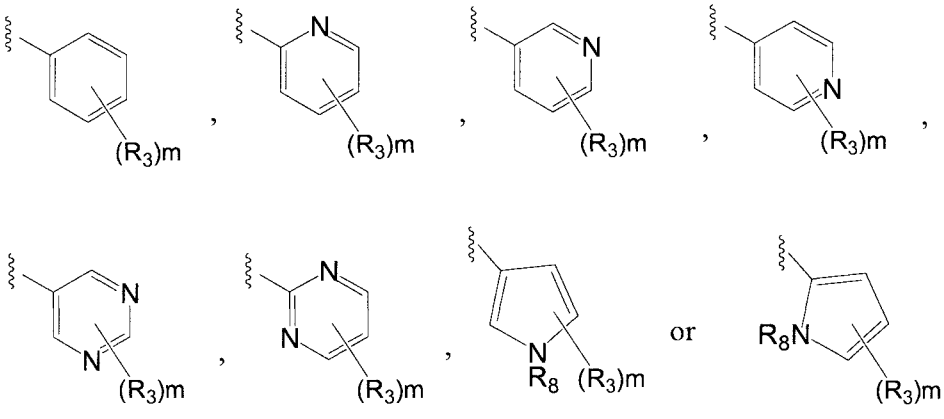
R_5 and R_6 are independently hydroxy, amino, halogen, alkoxy, alkylamino, dialkylamino, CF_3, CN, NO_2, sulfonyl, acyl, aliphatic, aryl, heteroaryl, or heterocyclic.

17. The compound of claim 16 wherein G_2 is



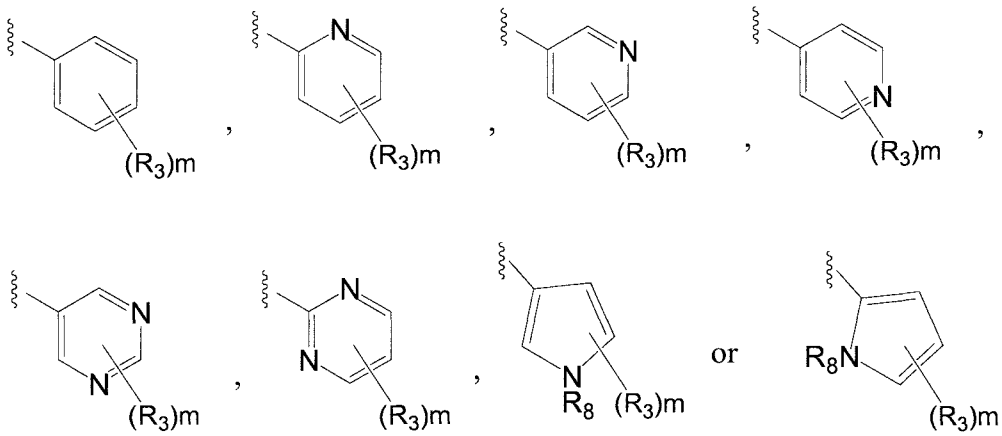
.

18. The compound of claim 16, wherein G_2 is



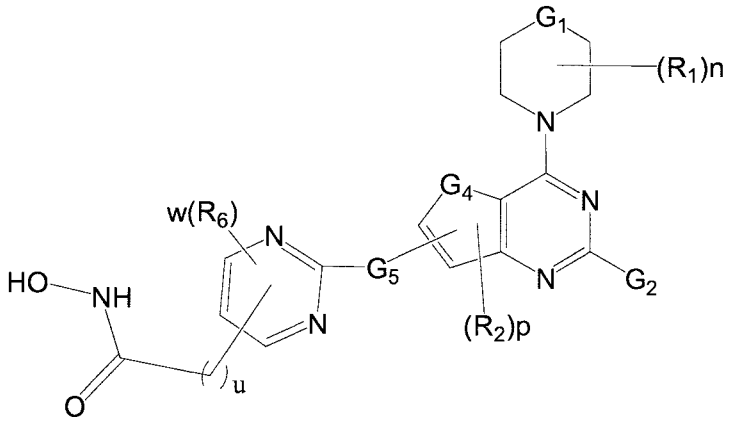
.

19. The compound of claim 16, wherein G_2 is



wherein m is 1 and R_3 is hydroxy, hydroxymethyl, amino, acylamino, acetylamino or methylamino.

20. A compound of claim 1 represented by formula XXIV:



(XXIV),

wherein G_1, G_2, n, p, R_1, R_2 and R_8 are as defined in claim 1;

w is 0, 1, 2 or 3;

u is 0, 1, 2, 3, 4, 5, 6, 7 or 8;

G_4 is S or O;

G_5 is absent, C_1-C_8 alkyl or a C_1-C_8 alkyl interrupted by one or more O, S, S(O), SO_2, $N(R_8)$, and C(O); and

each R_6 is amino, halogen, alkoxy, alkylamino, dialkylamino, CF_3, CN, NO_2, sulfonyl, acyl, aliphatic of 4 to 12 atoms, aryl, heteroaryl or heterocyclic.

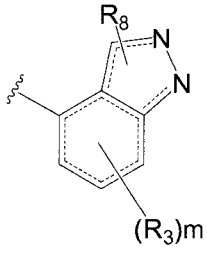
21. A compound of claim 20, wherein:

G_1 is O;

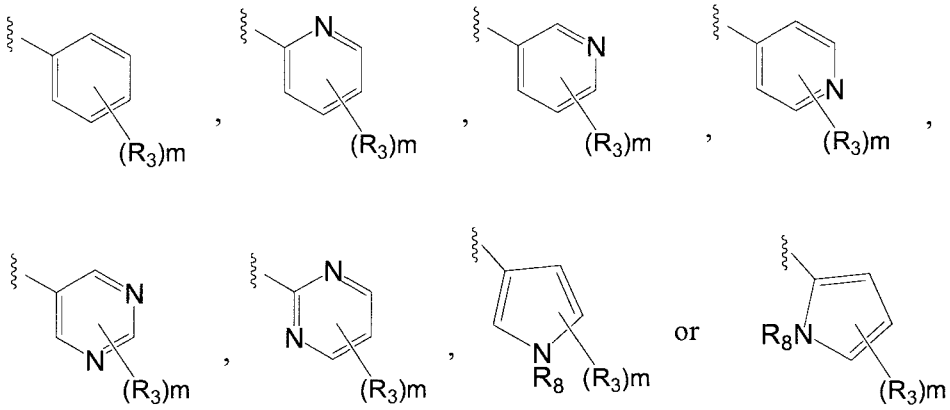
G_5 is $-N(R_8)$-C_1-C_4-alkyl; and

u is 0.

22. The compound of claim 20 or claim 21 wherein G_2 is



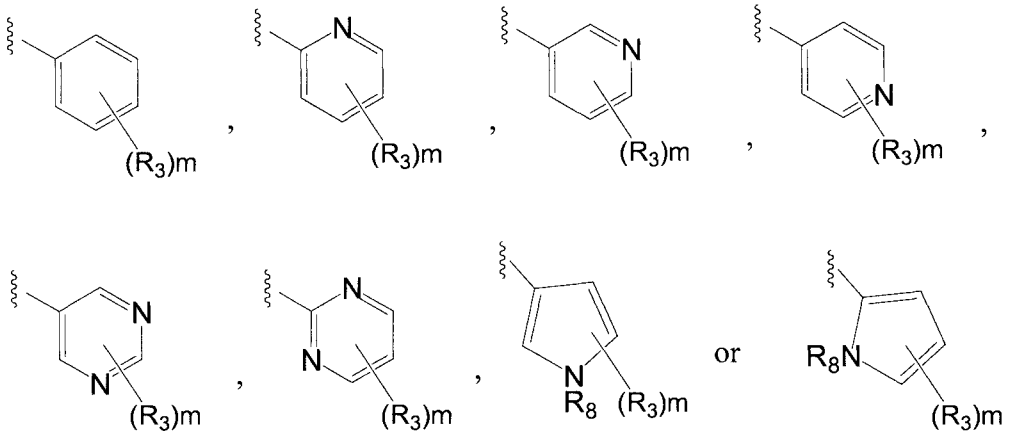
23. A compound of claim 20 or claim 21, wherein G_2 is



or

.

24. The compound of claim 20 or 21, wherein G_2 is

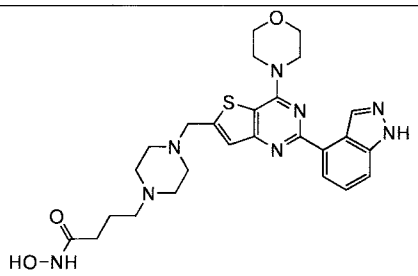
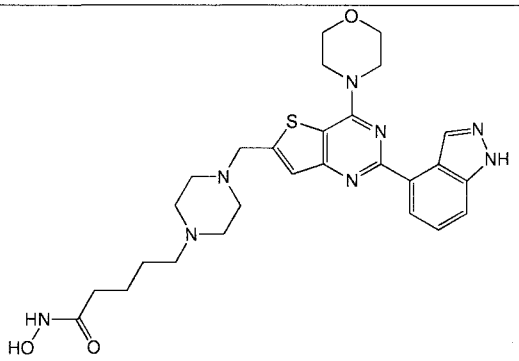
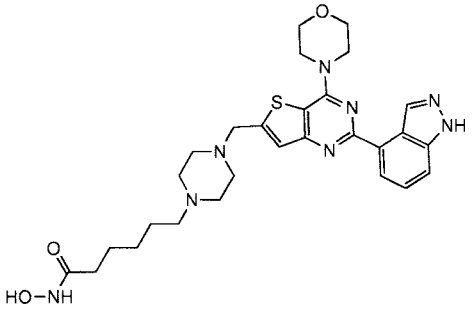
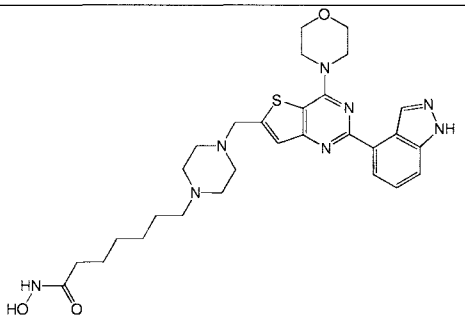
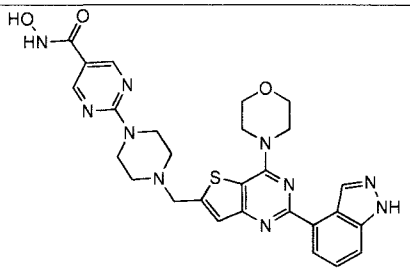


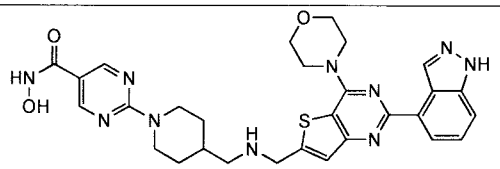
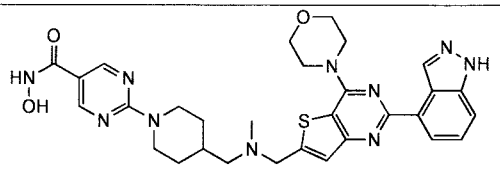
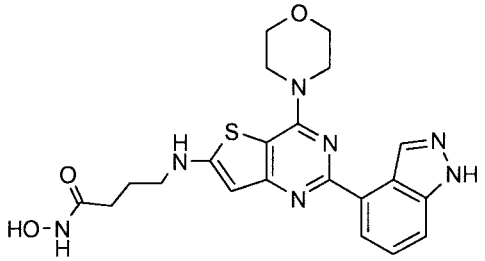
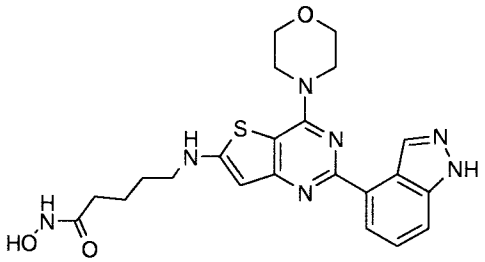
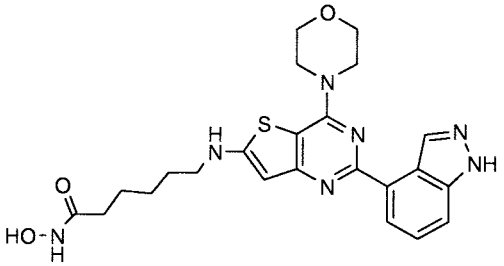
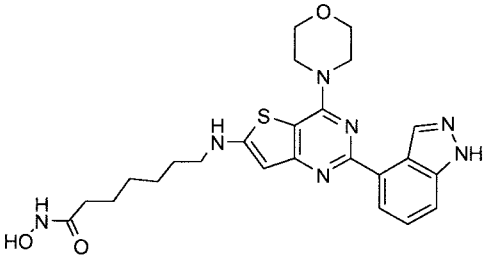
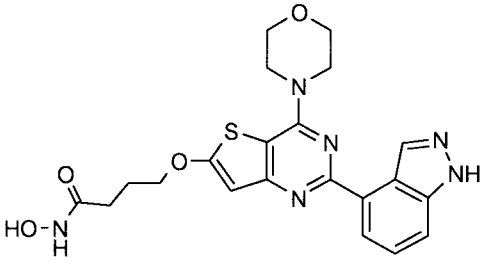
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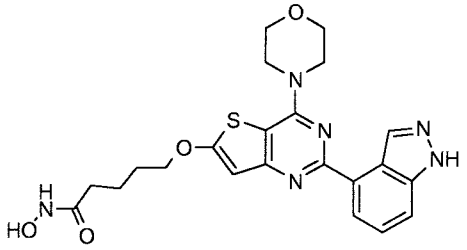
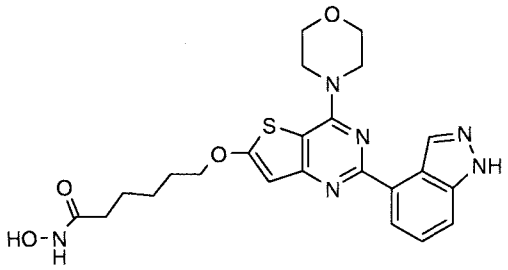
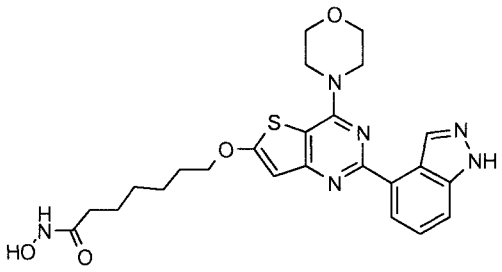
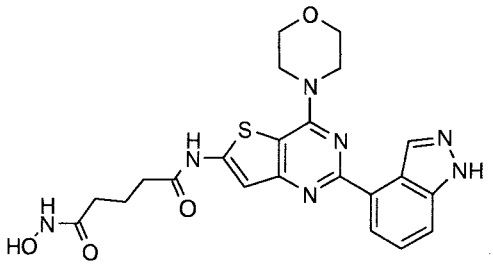
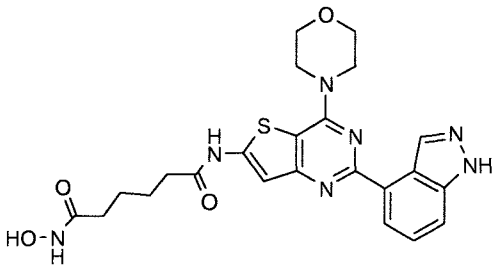
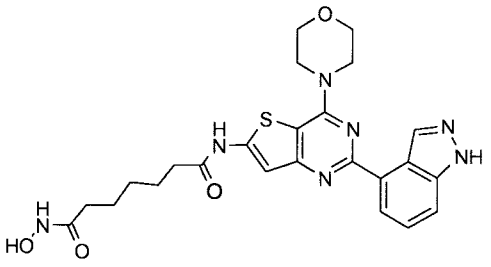
wherein m is 1 and R_3 is hydroxy, hydroxymethyl, amino or methylamino.

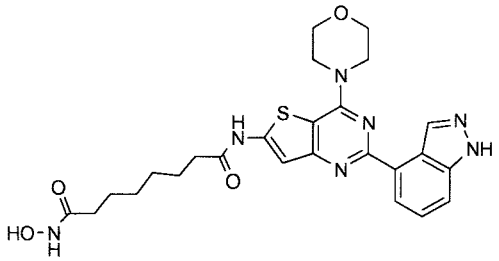
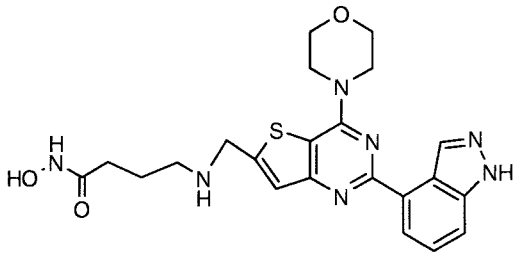
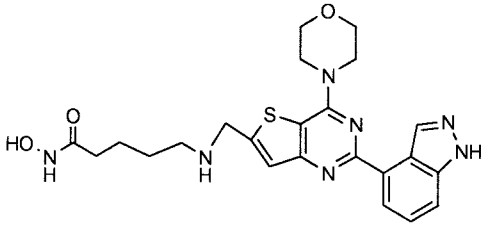
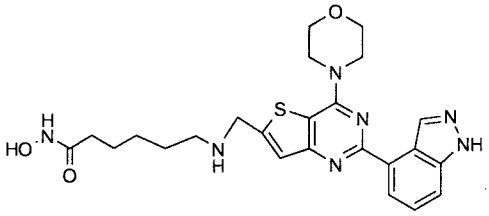
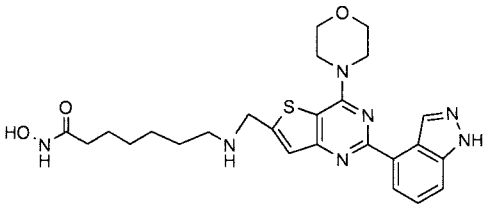
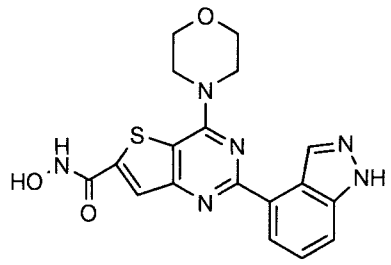
25. A compound selected from the compounds set forth in Table A:

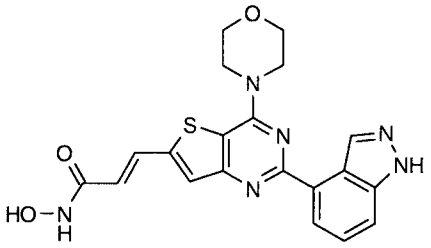
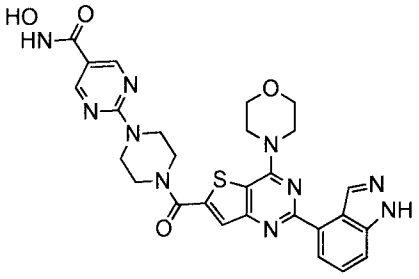
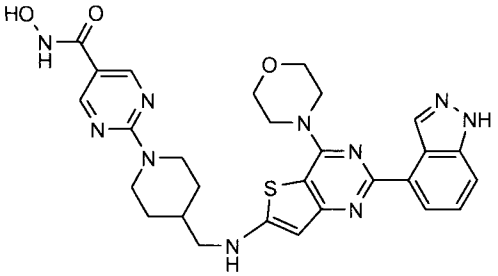
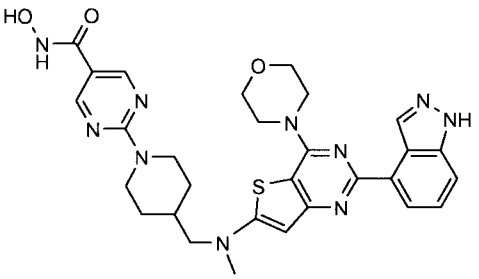
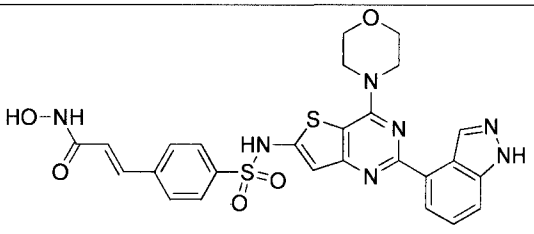
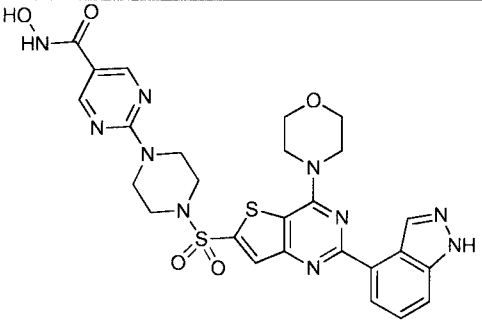
Table A

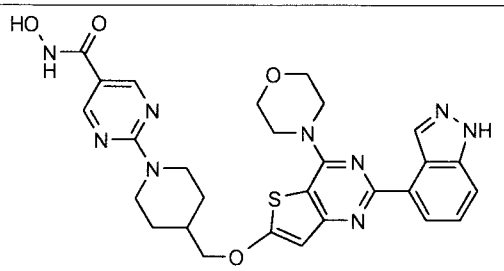
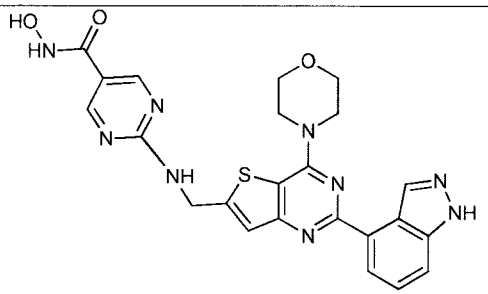
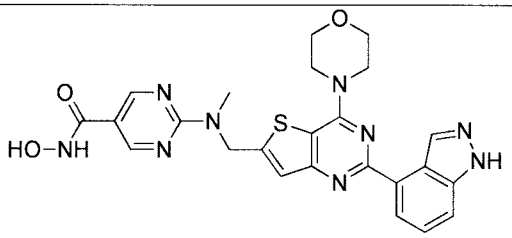
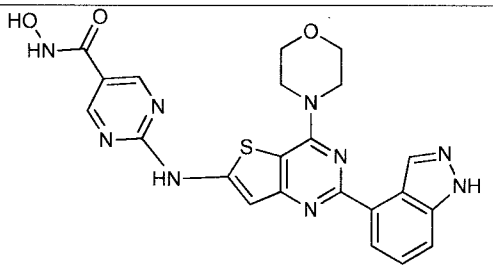
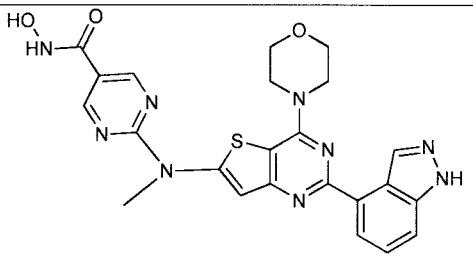
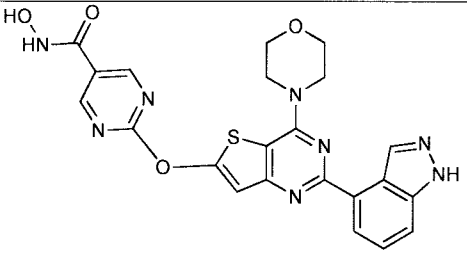
Compound No.	Structure
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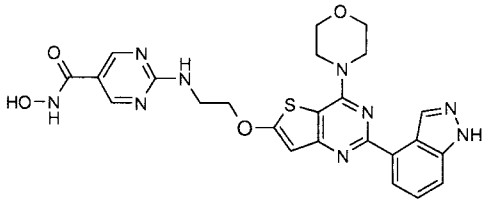
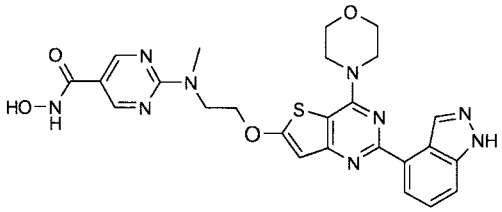
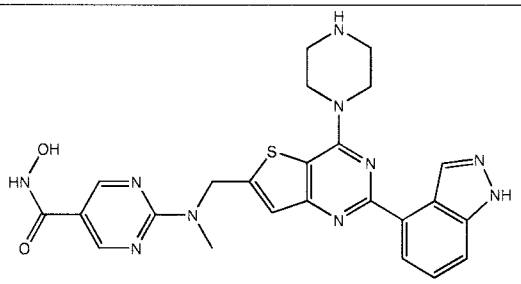
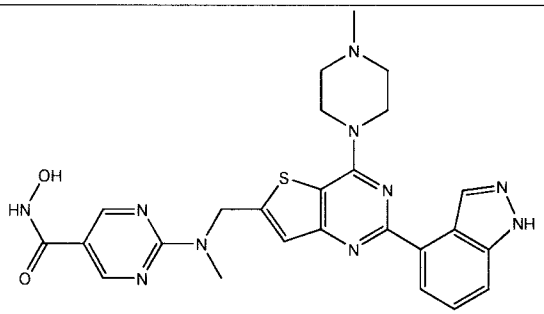
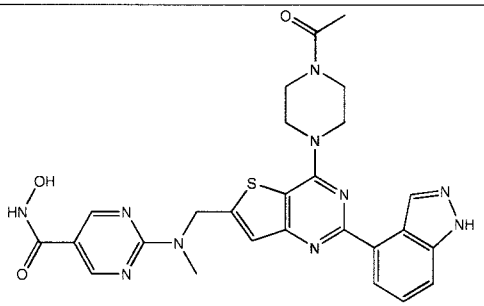
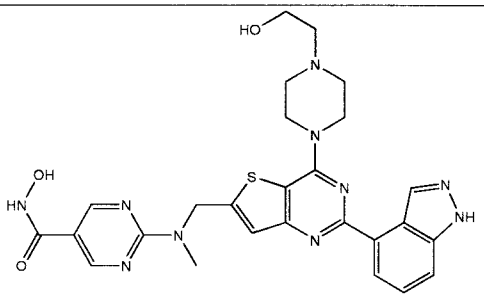
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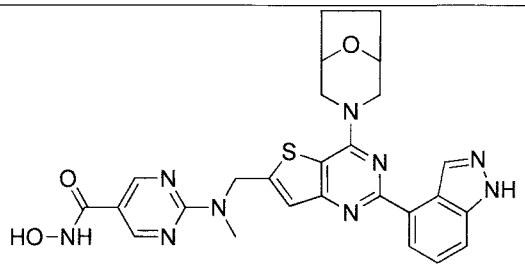
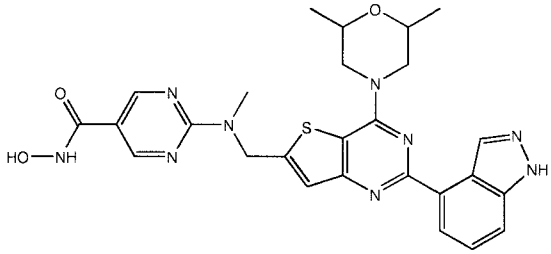
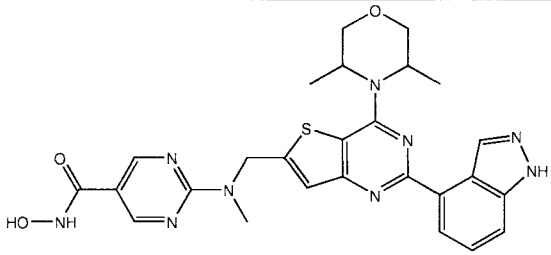
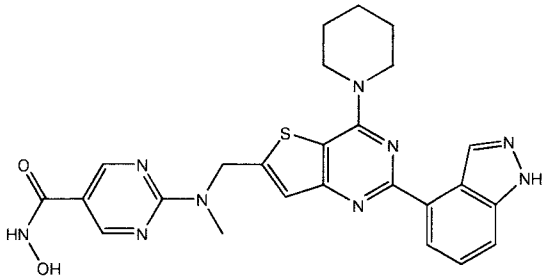
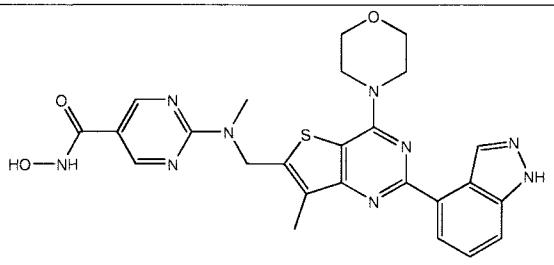
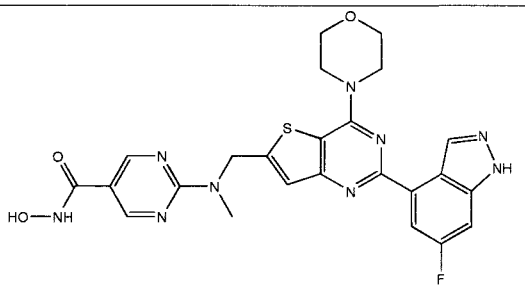
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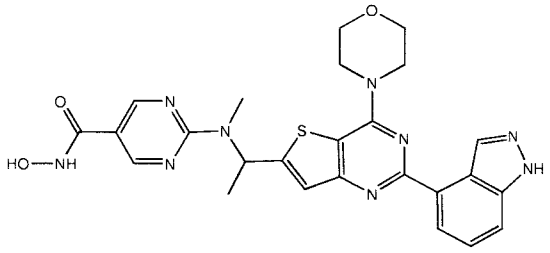
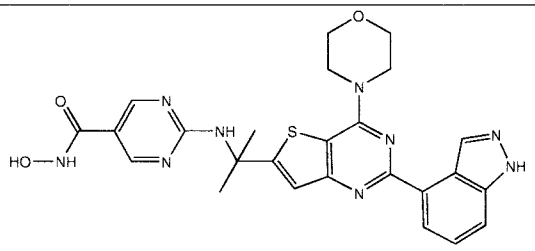
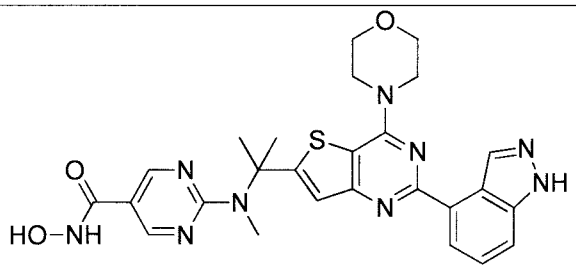
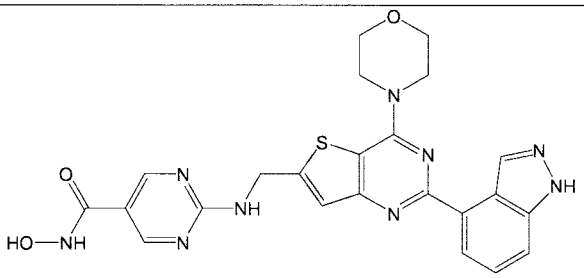
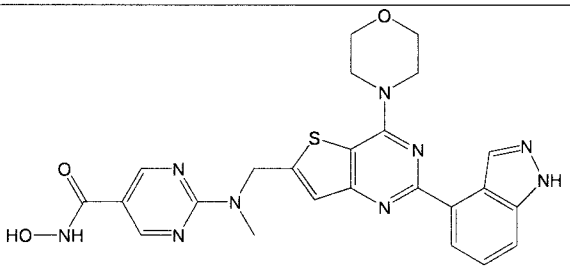
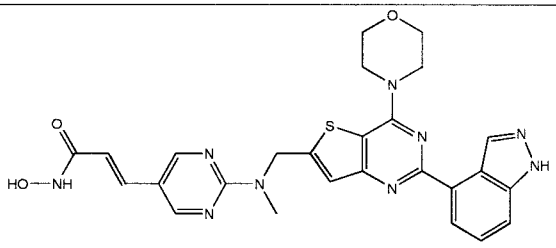
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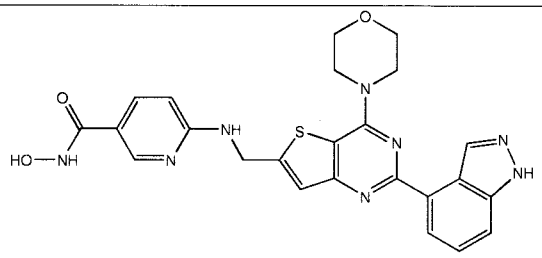
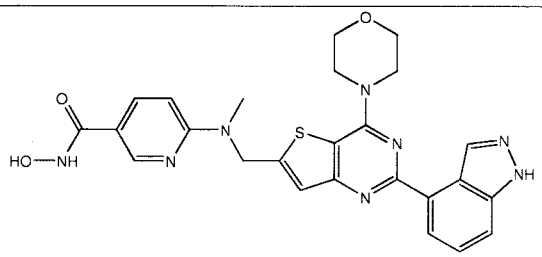
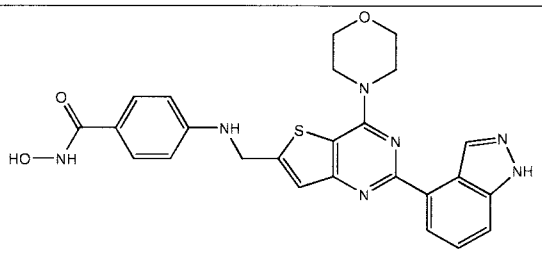
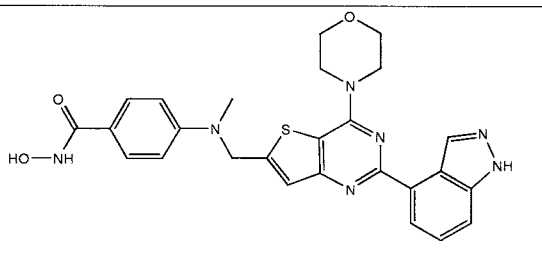
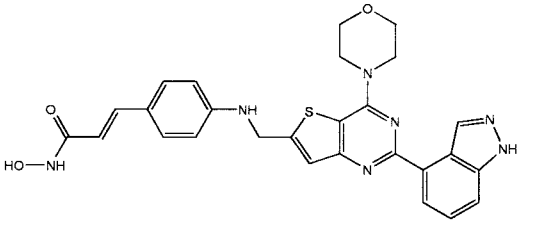
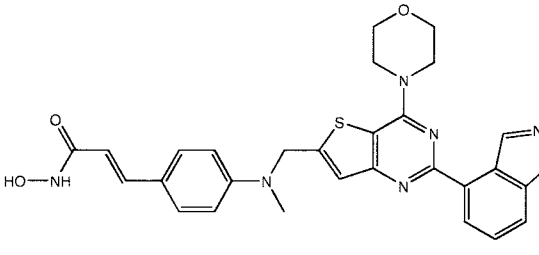
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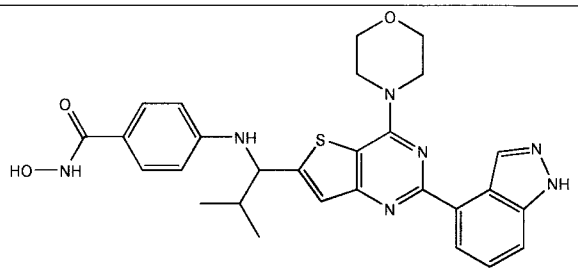
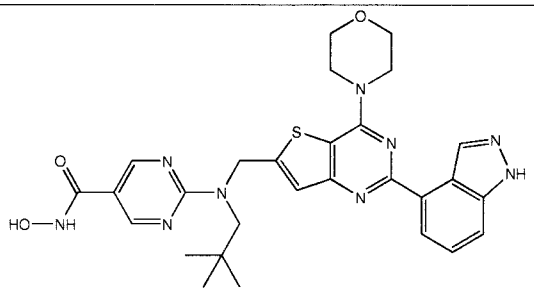
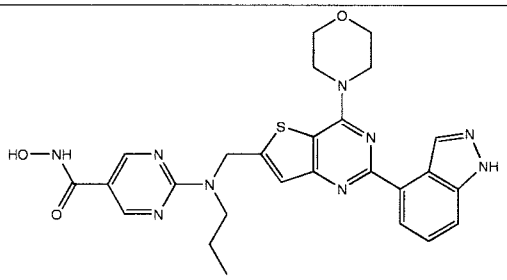
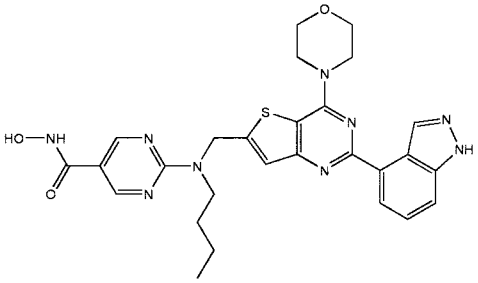
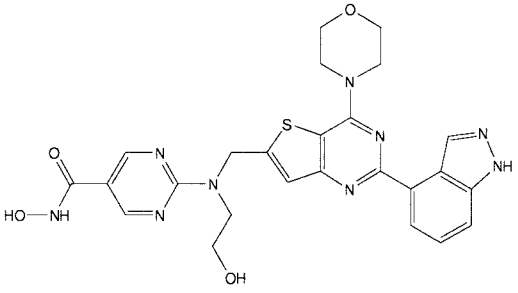
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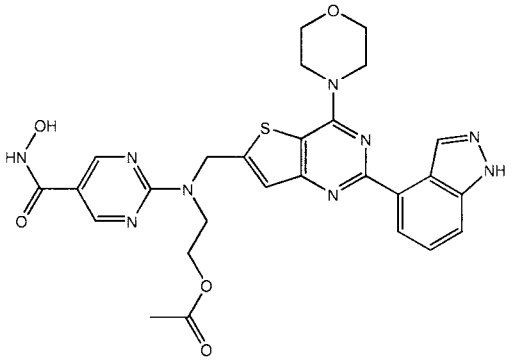
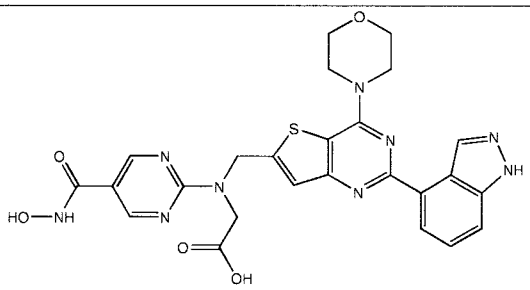
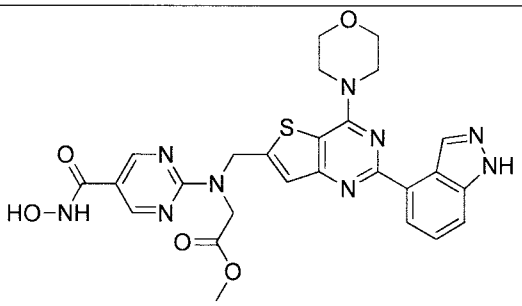
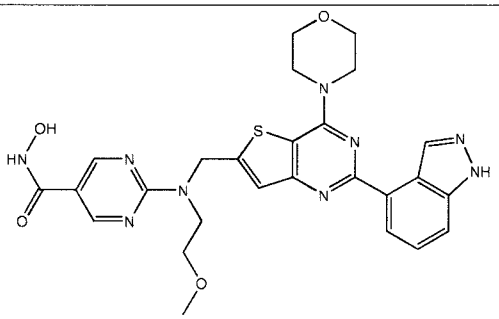
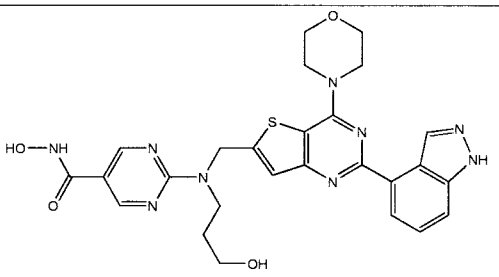
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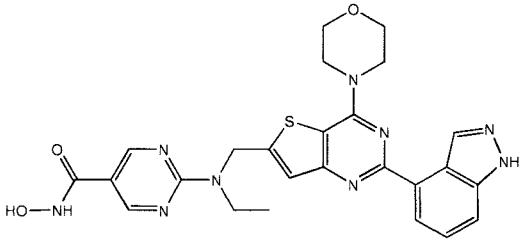
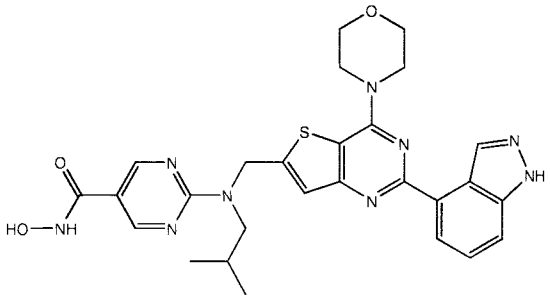
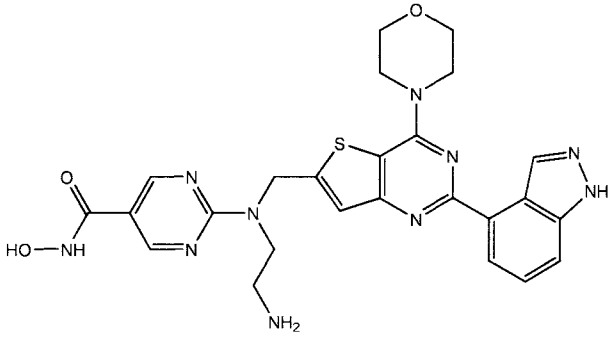
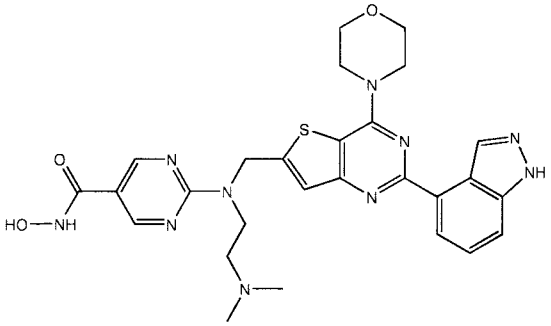
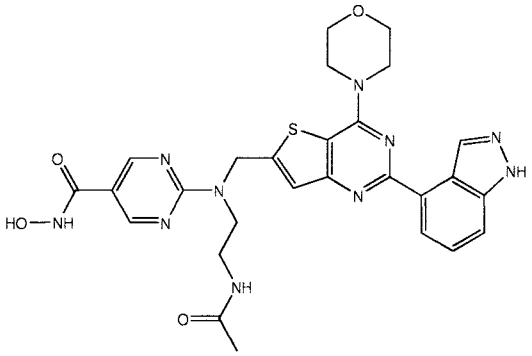
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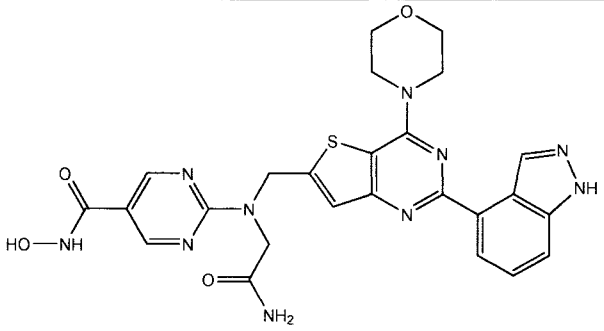
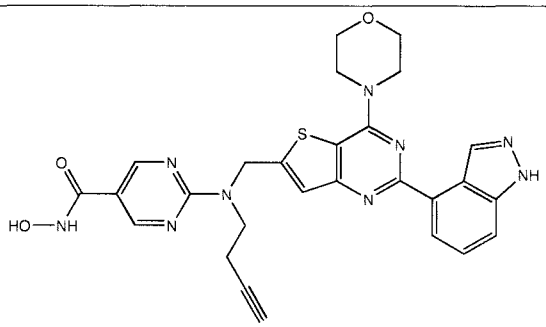
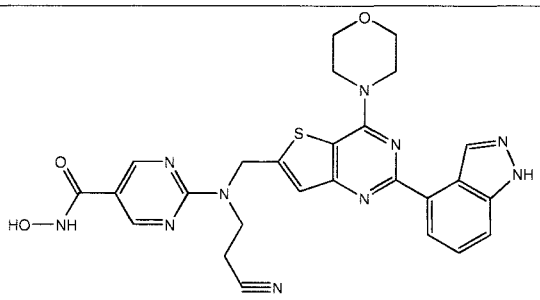
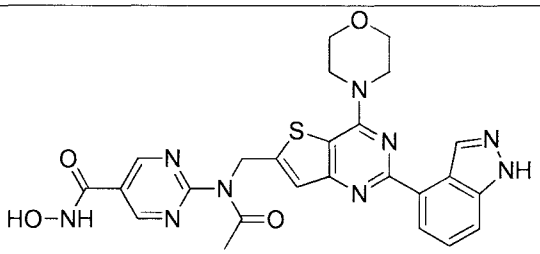
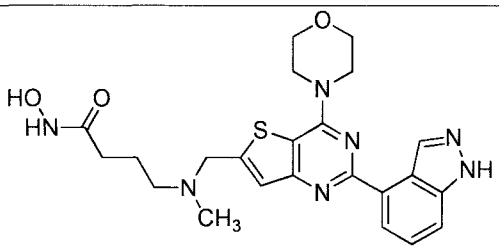
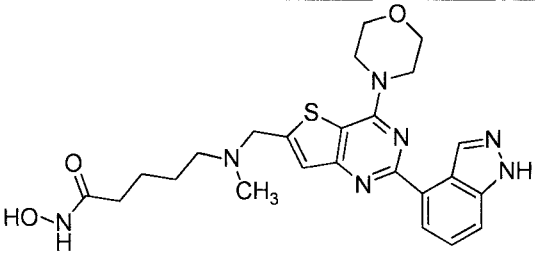
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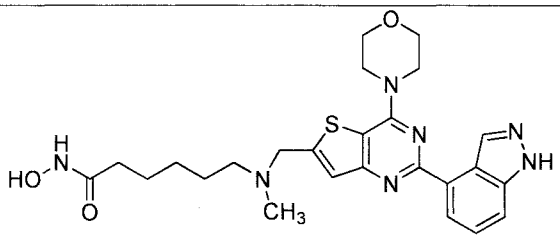
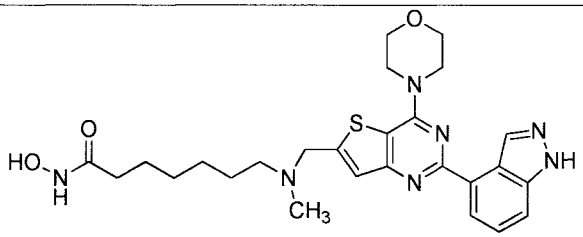
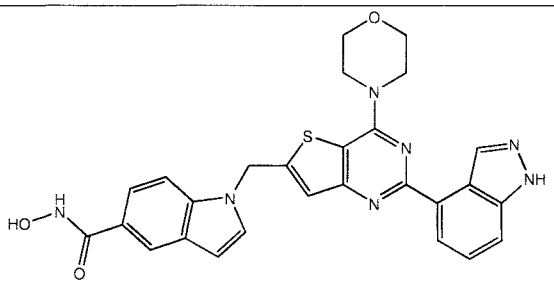
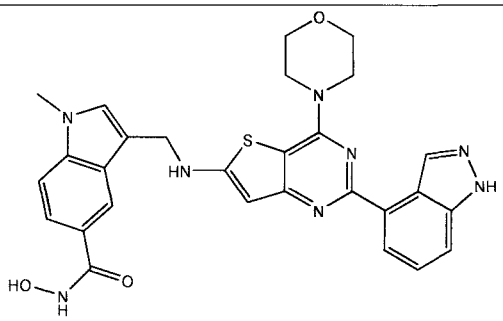
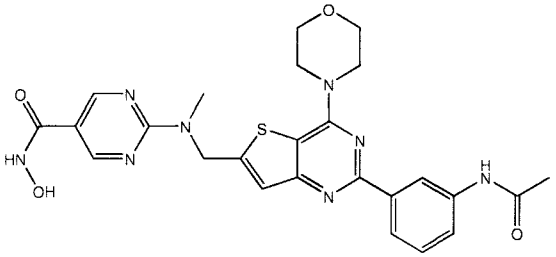
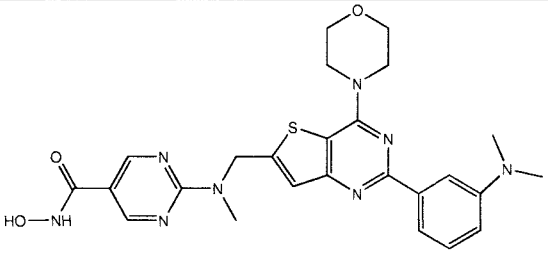
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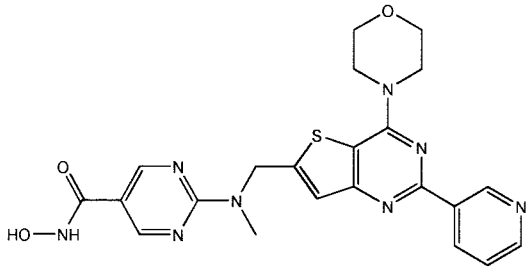
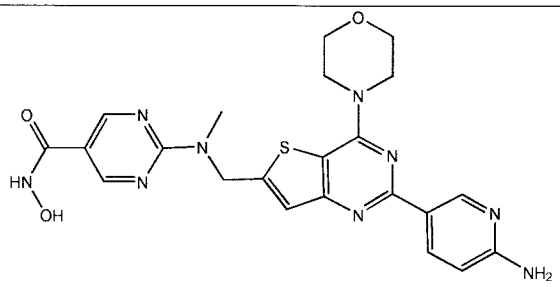
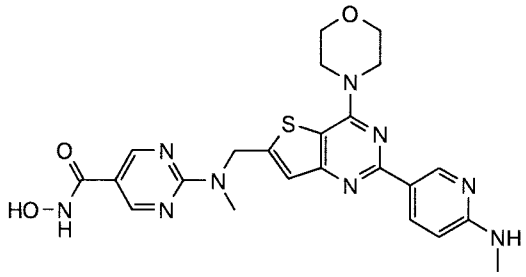
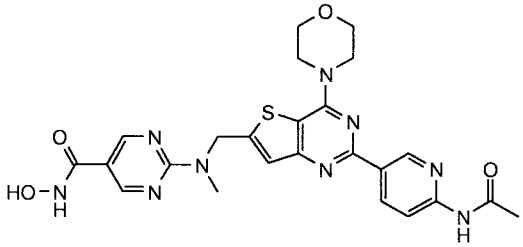
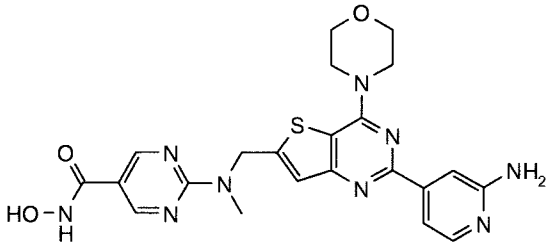
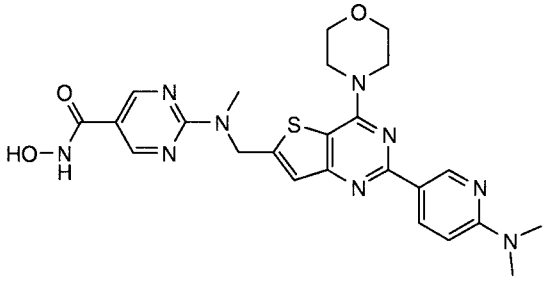
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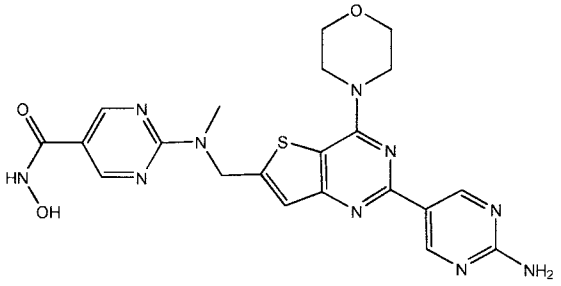
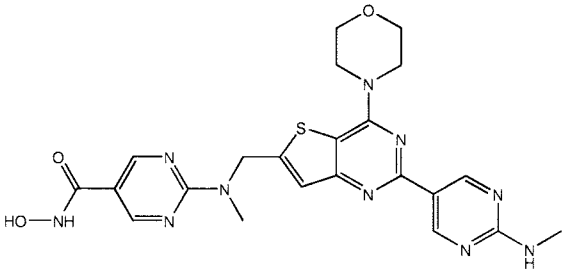
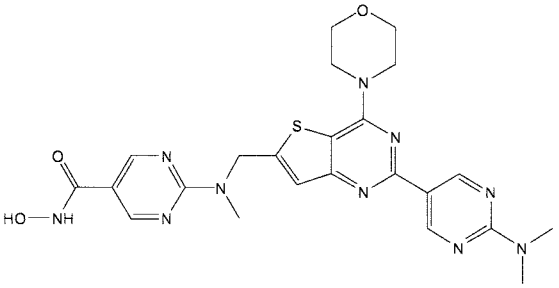
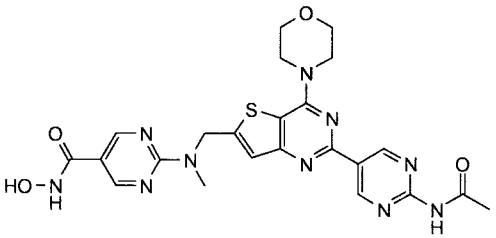
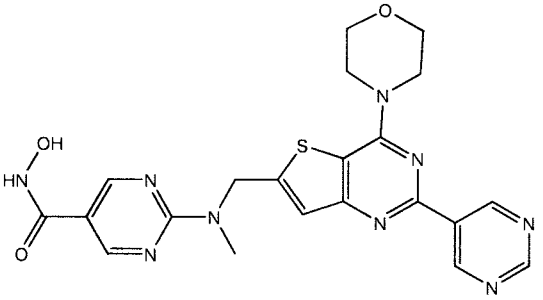
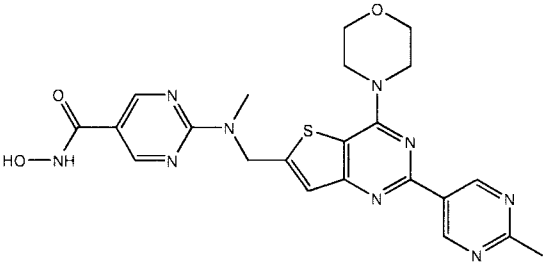
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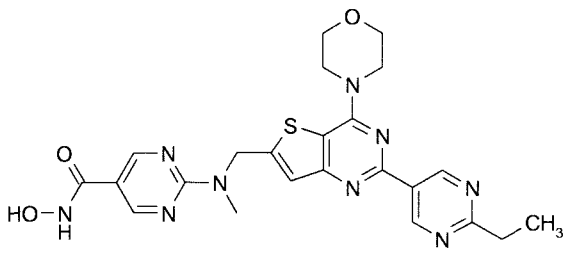
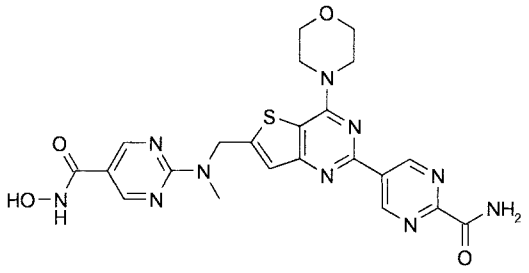
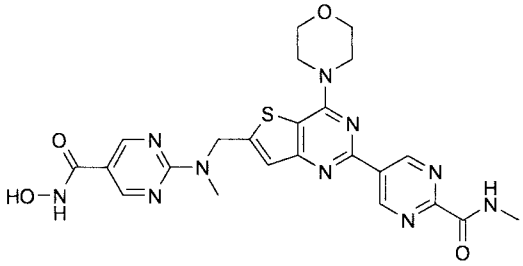
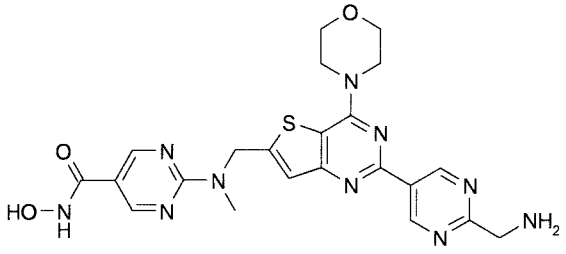
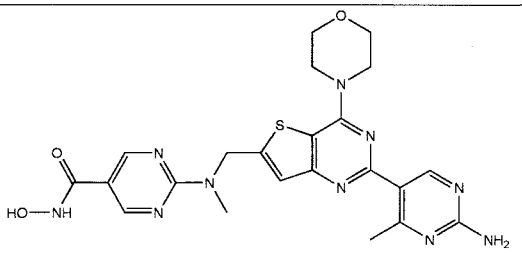
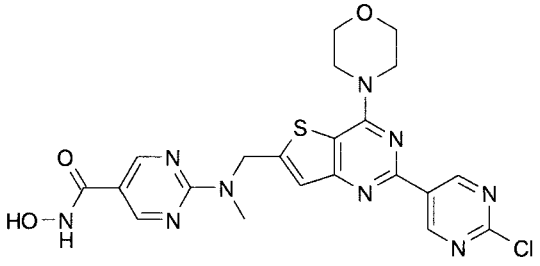
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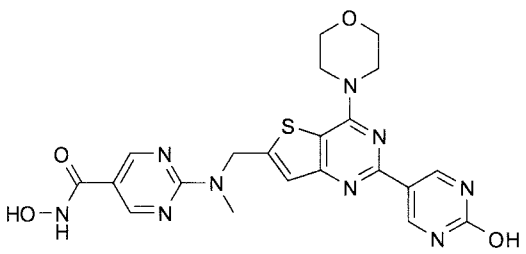
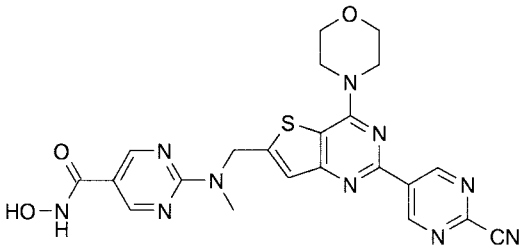
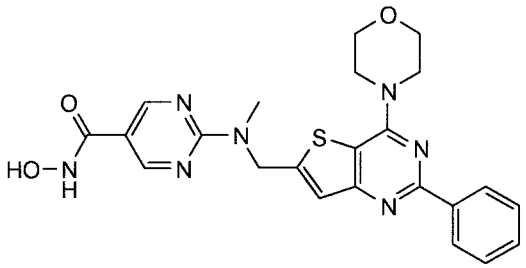
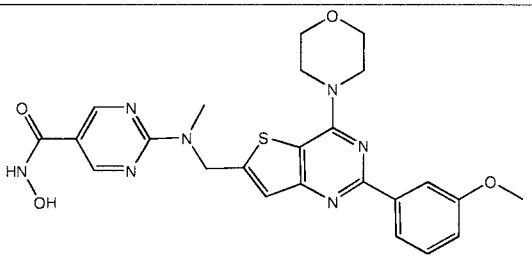
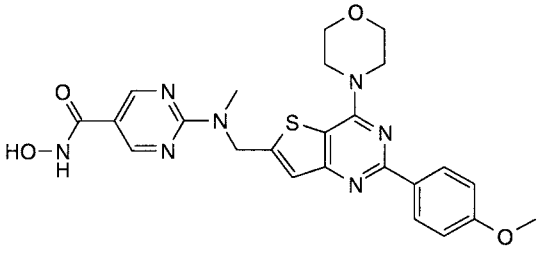
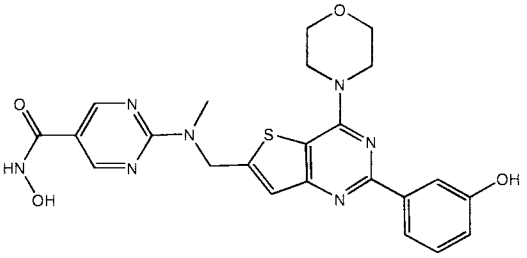
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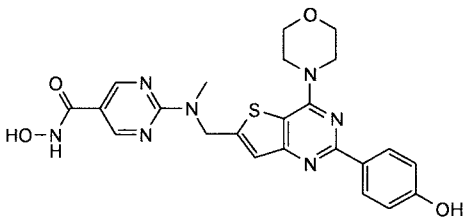
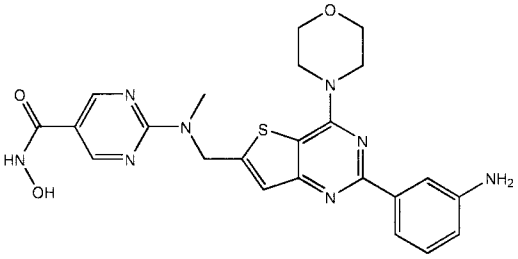
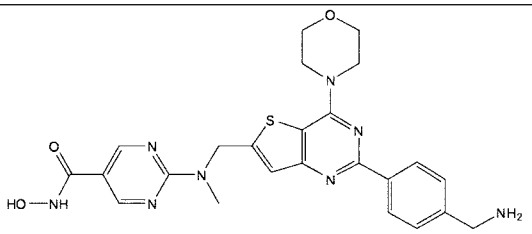
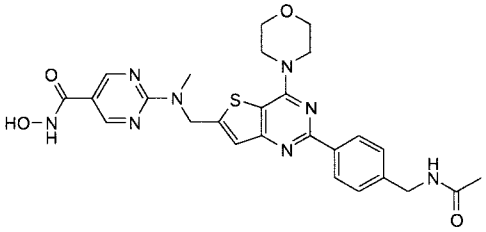
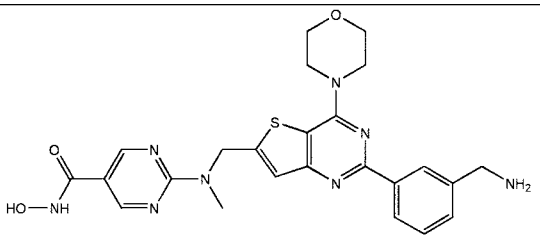
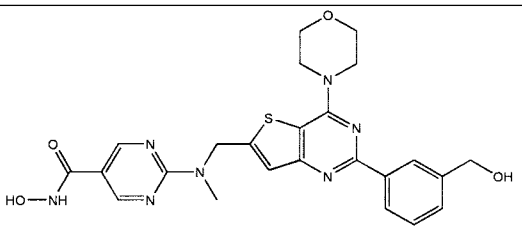
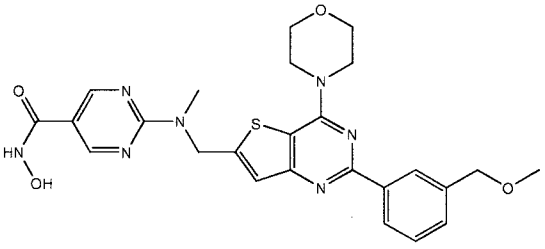
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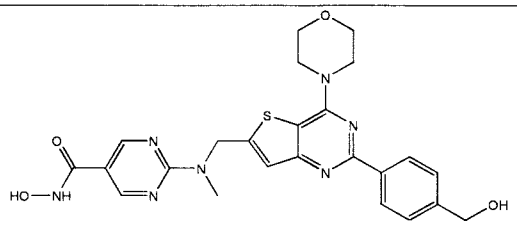
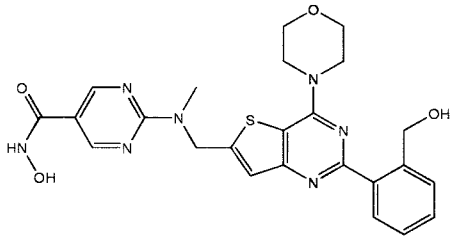
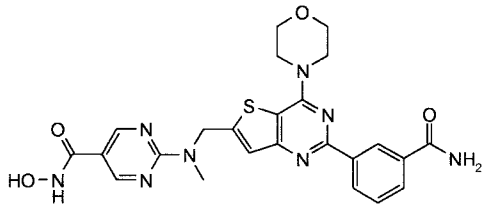
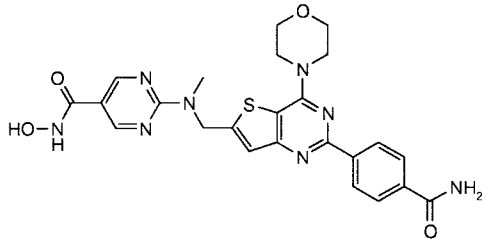
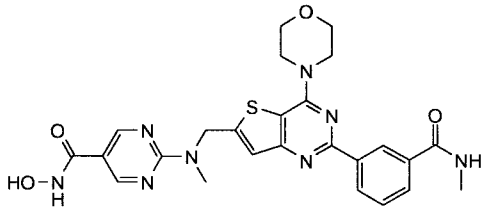
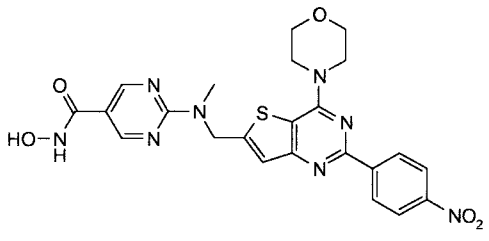
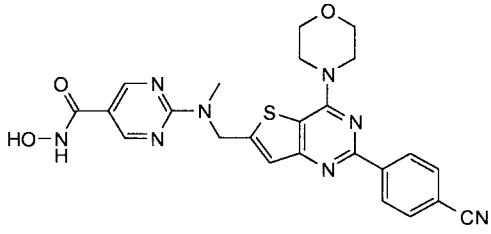
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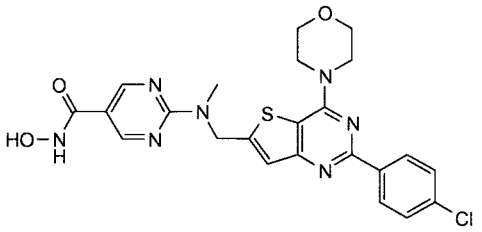
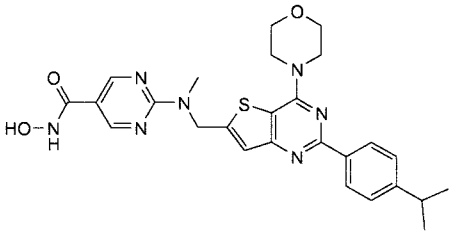
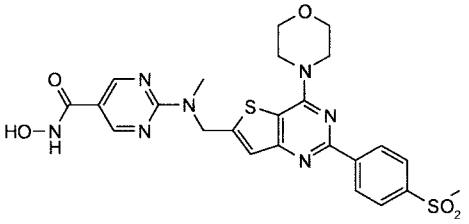
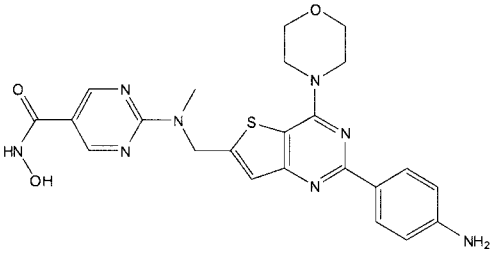
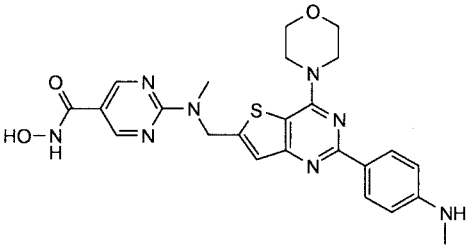
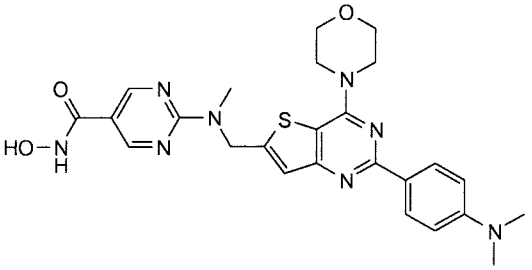
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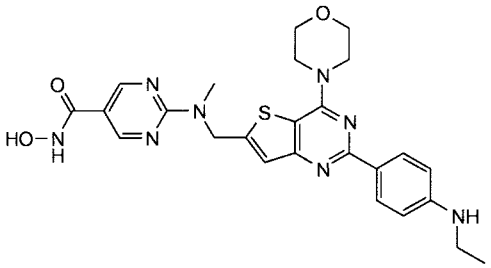
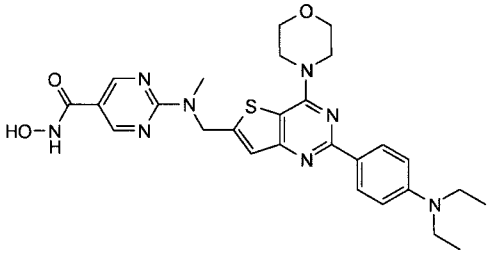
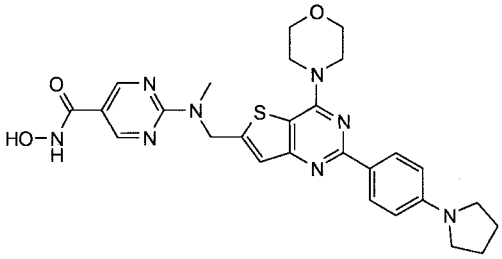
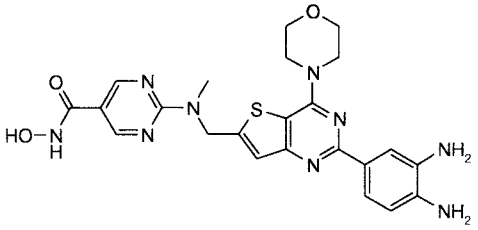
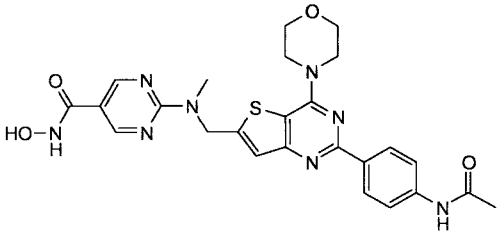
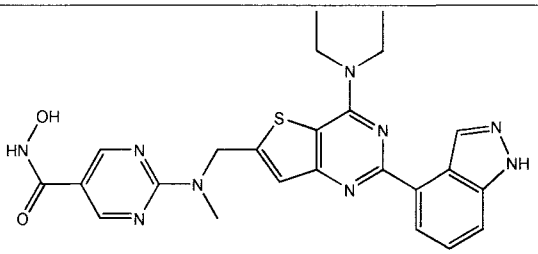
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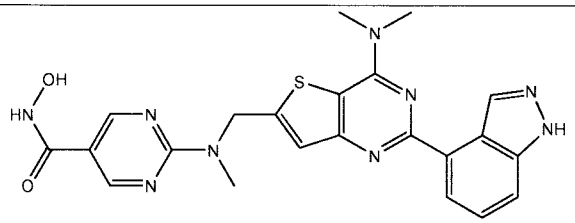
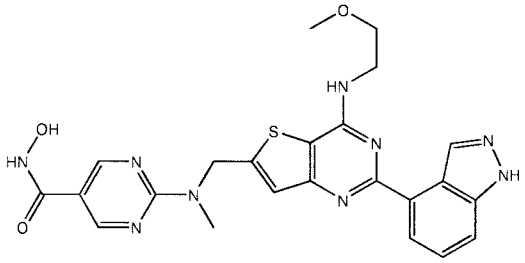
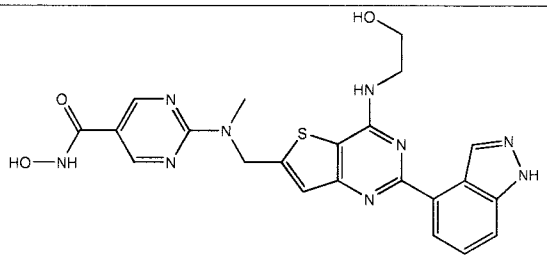
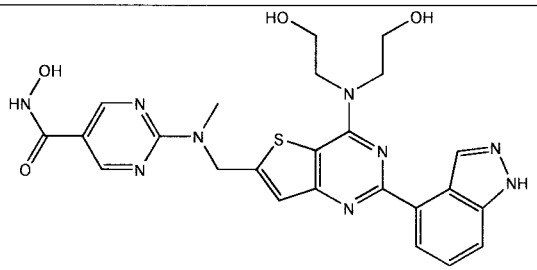
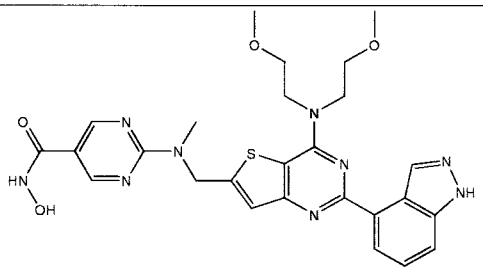
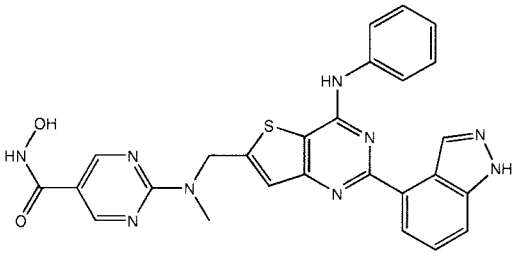
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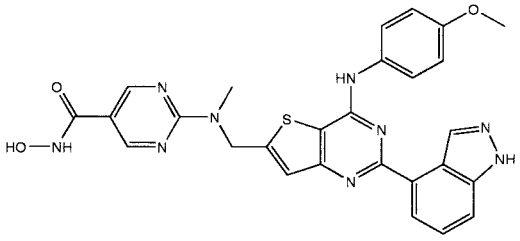
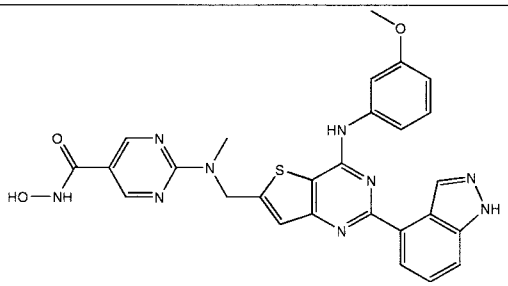
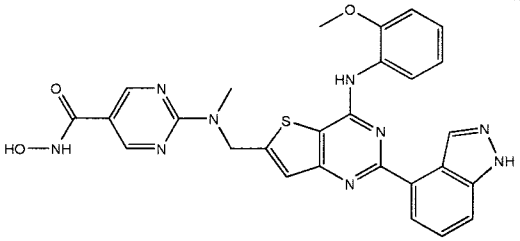
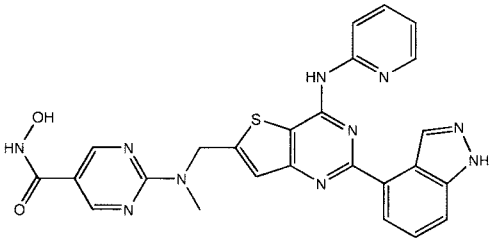
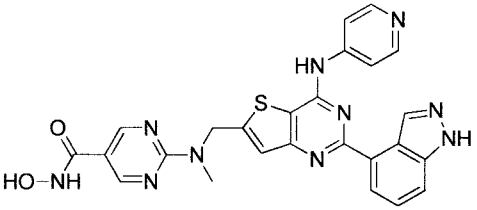
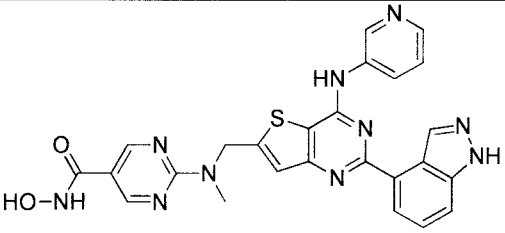
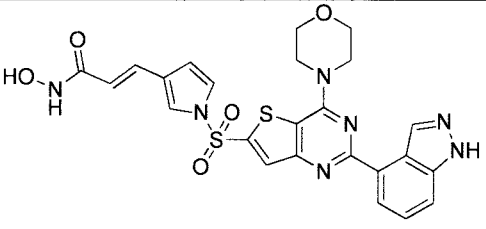
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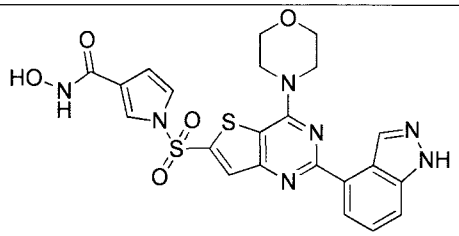
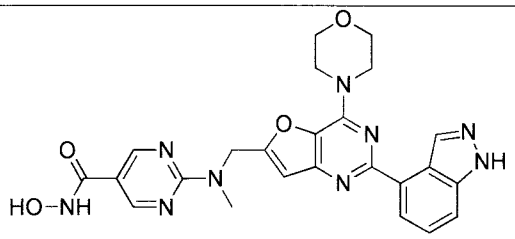
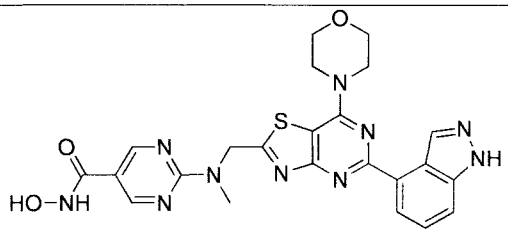
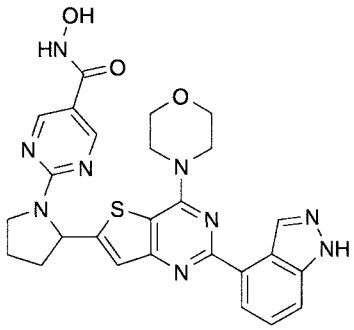
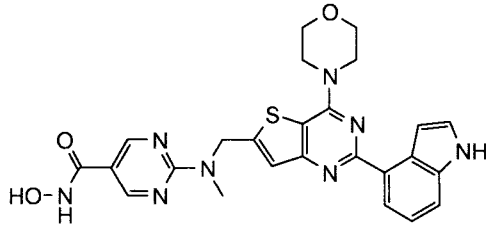
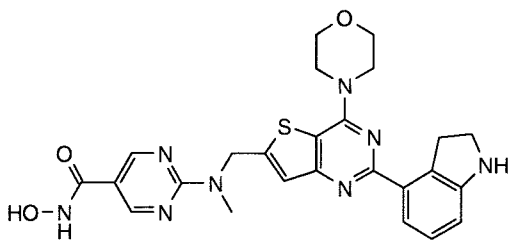
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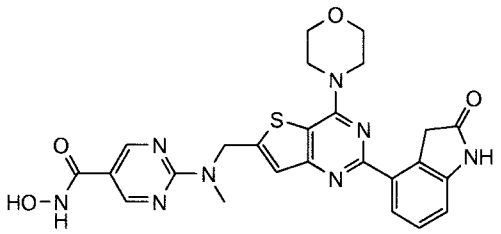
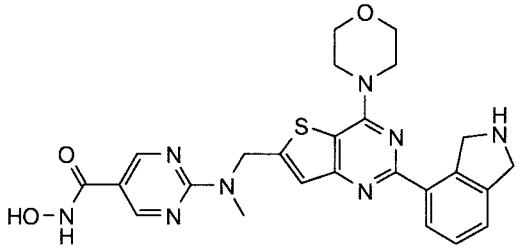
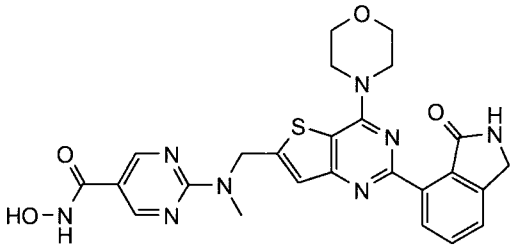
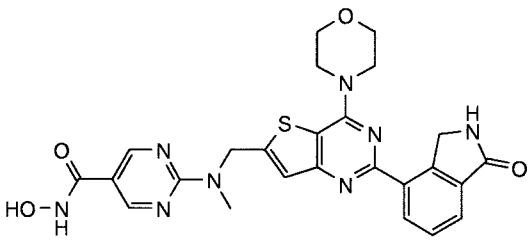
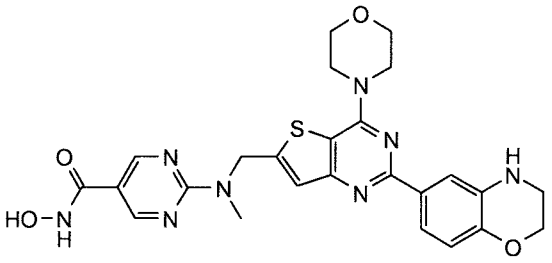
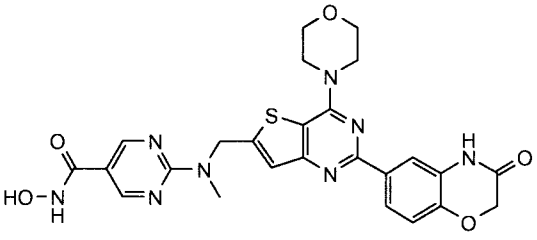
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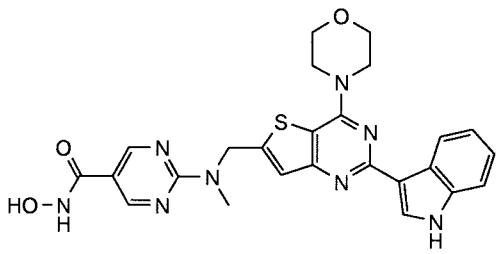
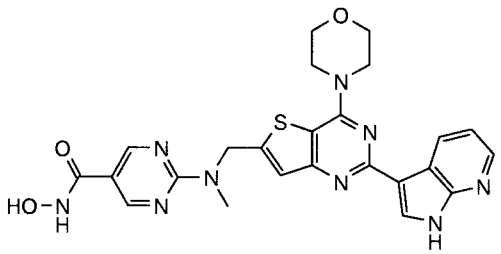
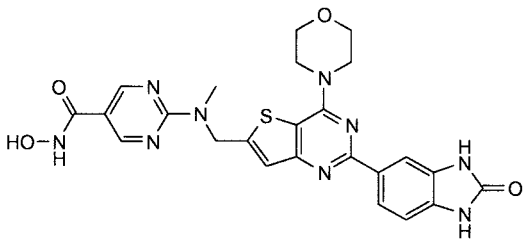
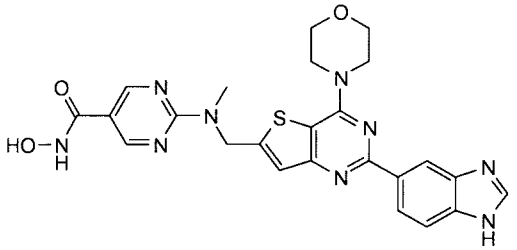
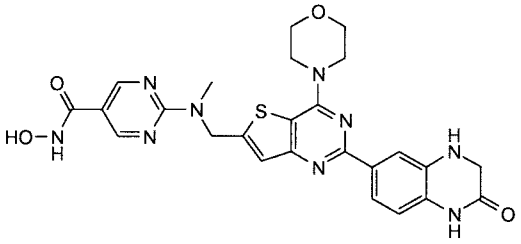
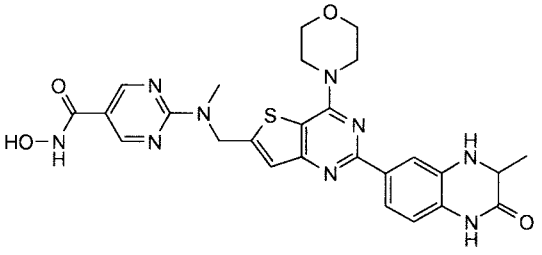
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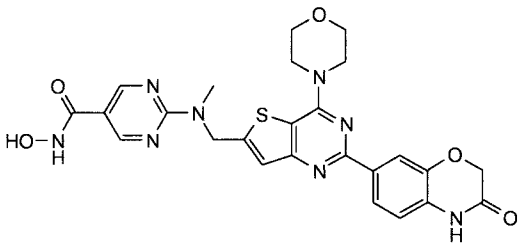
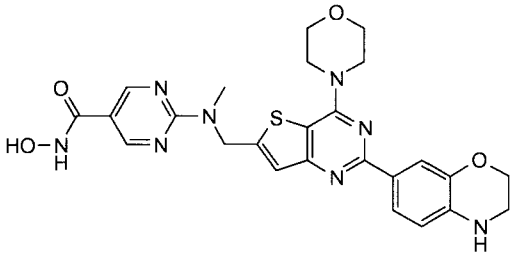
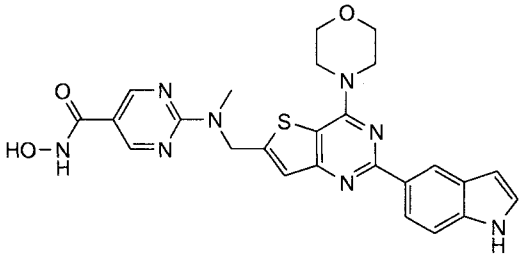
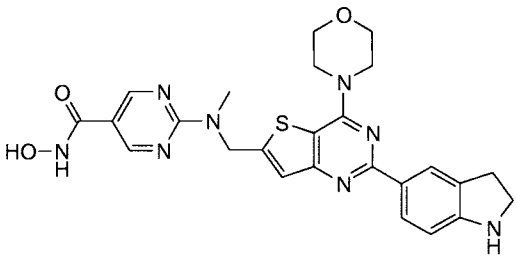
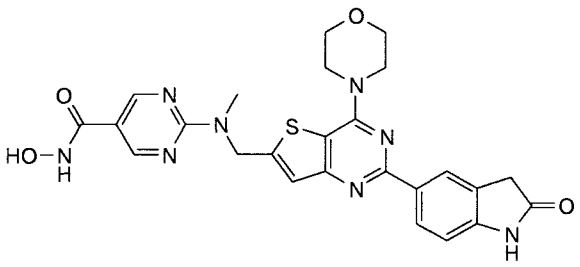
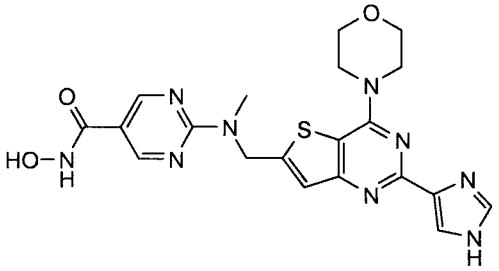
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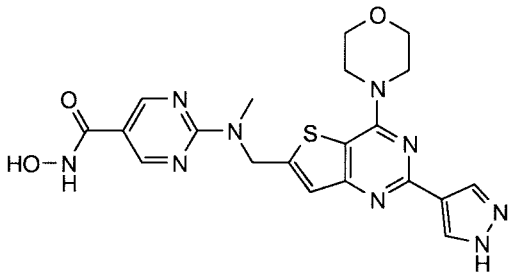
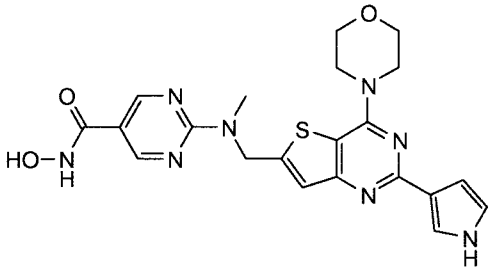
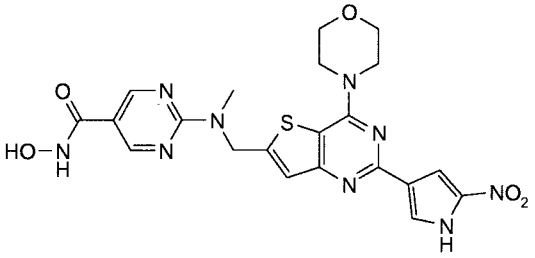
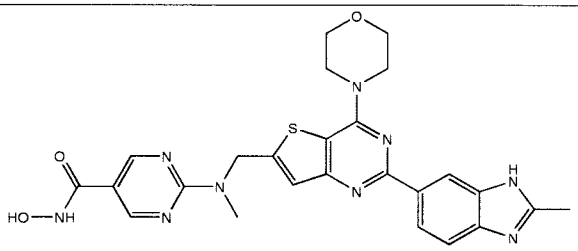
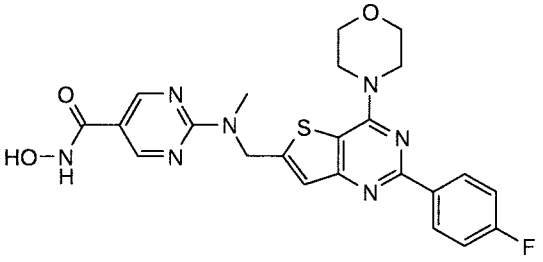
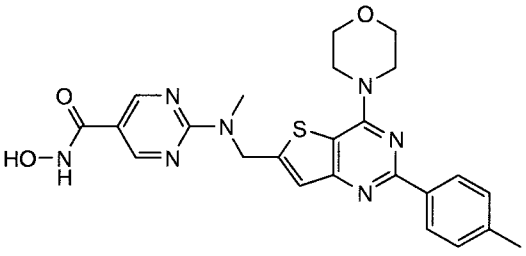
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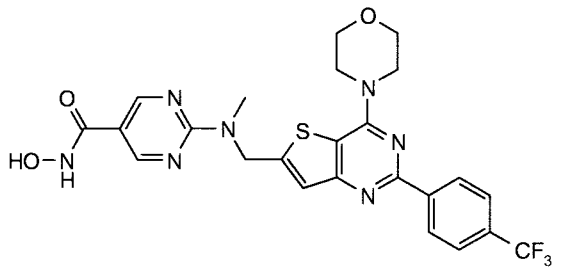
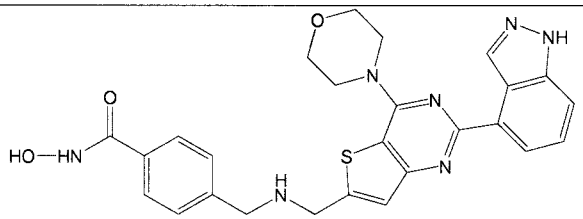
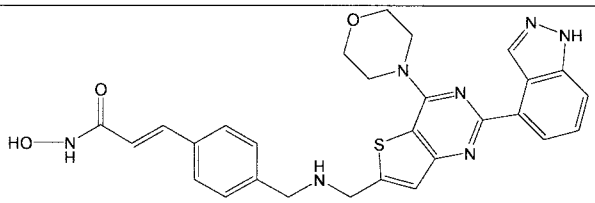
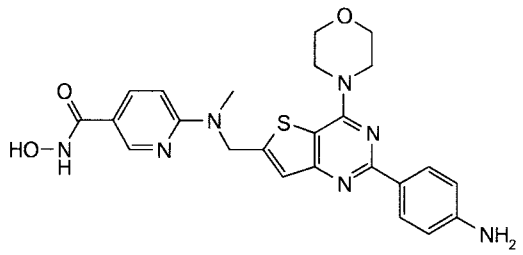
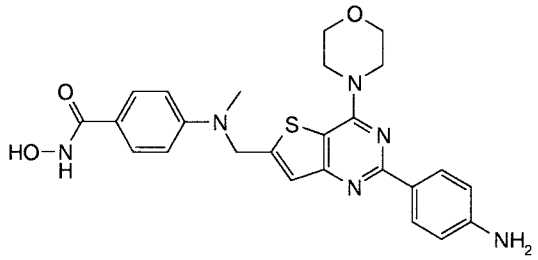
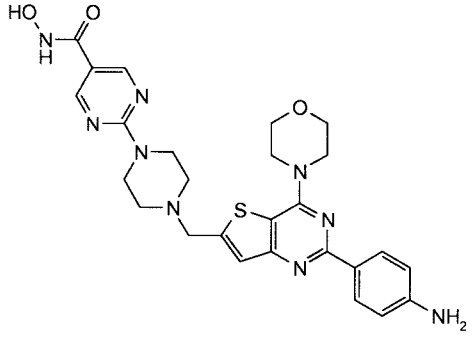
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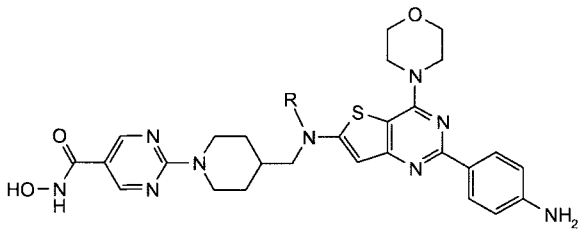
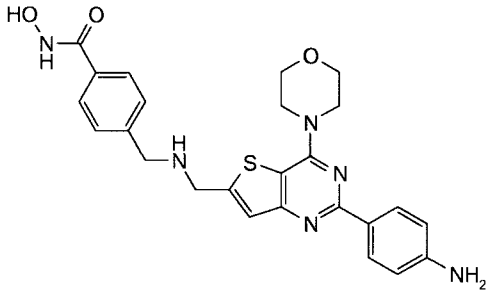
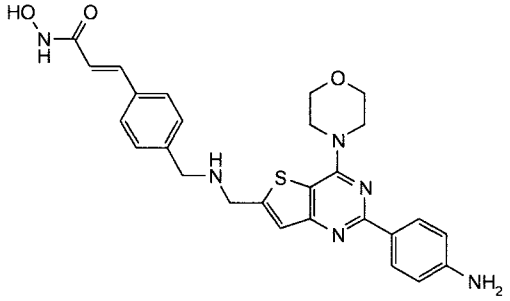
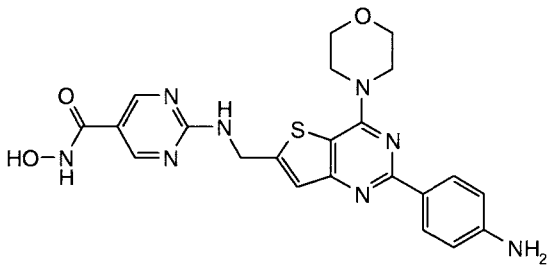
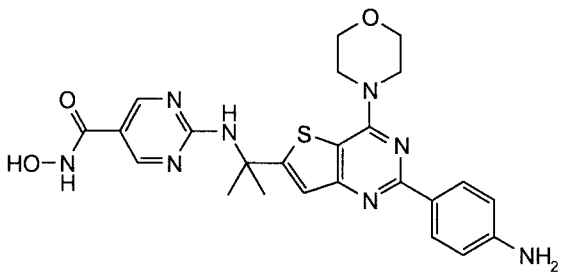
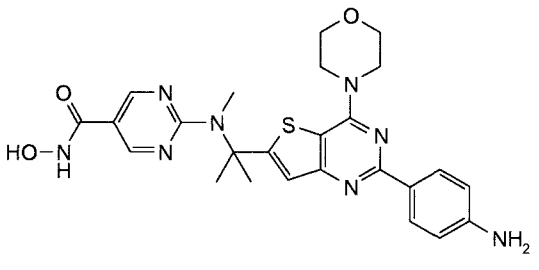
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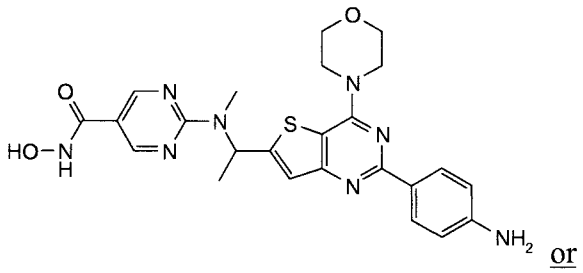
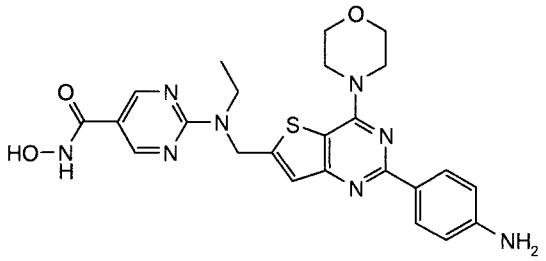
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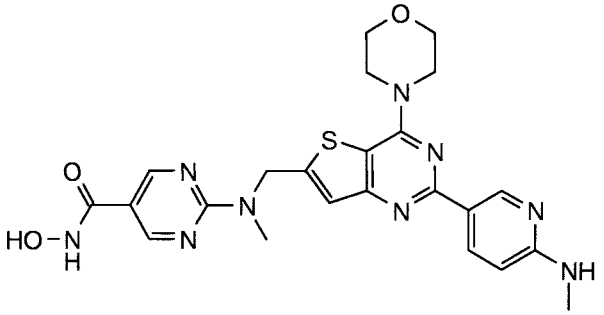
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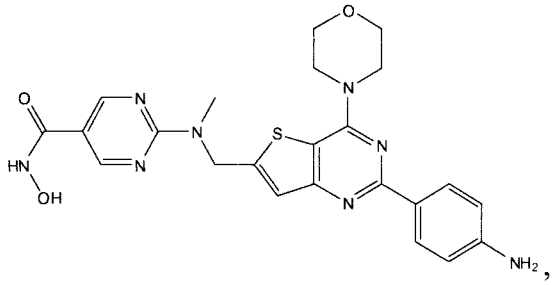
or a pharmaceutically acceptable salt thereof.

26. A compound of the formula:



or a pharmaceutically acceptable salt thereof.

27. A compound of the formula:



or a pharmaceutically acceptable salt thereof.

28. A pharmaceutical composition comprising a compound of any one of claims 1 to 27 and a pharmaceutically acceptable carrier.

29. Use of a compound of any one of claims 1 to 27 in the manufacture of a medicament for treating a PI3K related disease or disorder in a subject in need thereof.

30. The use of claim 29, wherein the disease or disorder is a cell proliferative disorder.

31. The use of claim 30, wherein the disease or disorder is papilloma, glioblastoma, Kaposi's sarcoma, melanoma, non-small cell lung cancer, ovarian cancer, prostate cancer, squamous cell carcinoma, astrocytoma, head cancer, neck cancer, bladder cancer, breast cancer, lung cancer, colorectal cancer, thyroid cancer, pancreatic cancer, gastric cancer, hepatocellular carcinoma, leukemia, lymphoma, Hodgkin's disease or Burkitt's disease.

32. Use of a compound of any one of claims 1 to 27 in the manufacture of a medicament for treating an HDAC-mediated disease in a subject in need thereof.

33. Use of a compound of any one of claims 1 to 27 in the manufacture of a medicament for treating a disease mediated by both PI3K and HDAC in a subject in need thereof.

34. A compound of any one of claims 1 to 27 for use in treating a PI3K related disease or disorder in a subject in need thereof.

35. The compound for use of claim 34, wherein the disease or disorder is a cell proliferative disorder.

36. The compound for use of claim 35, wherein the disease or disorder is papilloma, glioblastoma, Kaposi's sarcoma, melanoma, non-small cell lung cancer, ovarian cancer, prostate cancer, squamous cell carcinoma, astrocytoma, head cancer, neck cancer, bladder cancer, breast cancer, lung cancer, colorectal cancer, thyroid cancer, pancreatic cancer, gastric cancer, hepatocellular carcinoma, leukemia, lymphoma, Hodgkin's disease or Burkitt's disease.

37. A compound of any one of claims 1 to 27 for use in treating an HDAC-mediated disease in a subject in need thereof.

38. A compound of any one of claims 1 to 27 for use in treating a disease mediated by both PI3K and HDAC in a subject in need thereof.