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(71) **Applicant** (for all designated States except US): **ARENA PHARMACEUTICALS, INC.** [US/US]; 6166 Nancy Ridge Drive, San Diego, California 92121 (US).

(72) Inventors; and

(75) **Inventors/Applicants** (for US only): **JONES, Robert M.** [GB/US]; 10937 Corte luz del Sol, San Diego, California 92130 (US). **HAN, Sangdon** [KR/US]; 9953 Fieldthorn Street, San Diego, California 92127 (US). **THORESEN, Lars** [US/US]; 7130 Shoreline Drive, No. 1110, San Diego, California 92122 (US). **JUNG, Jae-Kyu** [KR/US]; 16478 Camelas Walk, San Diego, California 92127 (US). **STRAH-PLEYNET, Sonja** [US/US]; 27 Melrose Avenue, Newton, Massachusetts 02466 (US).

ZHU, Xiuwen [CN/US]; 11367 Black Colt Lane, San Diego, California 92130 (US). **XIONG, Yifeng** [US/US]; 5036 Pearlman Way, San Diego, California 92130 (US). **YUE, Dawei** [CN/US]; 11353 Nahama Lanc, San Diego, CA 92130 (US).

(74) **Agents:** **SPRUCE, Lyle, W.** et al.; Arena Pharmaceuticals, Inc., 6166 Nancy Ridge Drive, San Diego, California 92121 (US).

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(54) **Title:** CANNABINOID RECEPTOR MODULATORS

(57) **Abstract:** The present invention relates to certain compounds of Formula Ia and pharmaceutical compositions thereof that modulate the activity of the cannabinoid CB2 receptor. The present invention further relates to certain compounds of Formula Ia and pharmaceutical compositions thereof that modulate the activities of both the CB1 receptor and the CB2 receptor. Compounds of the present invention and pharmaceutical compositions thereof are directed to methods useful in the treatment of: pain, for example bone and joint pain, muscle pain, dental pain, migraine and other headache pain, inflammatory pain, neuropathic pain, pain that occurs as an adverse effect of therapeutics and pain associated with osteoarthritis; hyperalgesia; allodynia; inflammatory hyperalgesia; neuropathic hyperalgesia; acute nociception; osteoporosis; multiple sclerosis-associated spasticity; autoimmune disorders; allergic reactions; CNS inflammation; atherosclerosis; undesired immune cell activity and inflammation; age-related macular degeneration; cough; leukemia; lymphoma; CNS tumors; prostate cancer; Alzheimer's disease; stroke-induced damage; dementia; amyotrophic lateral sclerosis, and Parkinson's disease.

