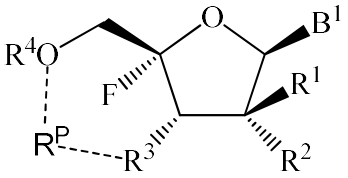
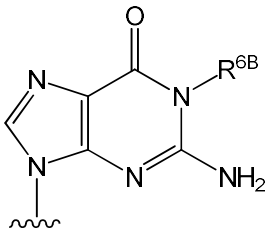
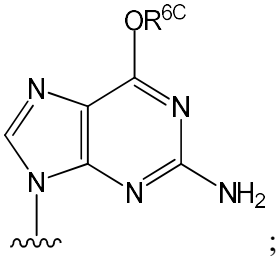
CLAIMS

1. A compound of Formula (I), or a pharmaceutically acceptable salt thereof, having the structure:



(I)

wherein:

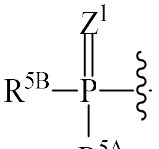
B^1 is selected from the group consisting of an optionally substituted  and an optionally substituted ;

R^1 is selected from the group consisting of an optionally substituted C_{1-6} alkyl, an optionally substituted C_{2-6} alkenyl, an optionally substituted C_{2-6} alkynyl and an optionally substituted C_{3-6} cycloalkyl;

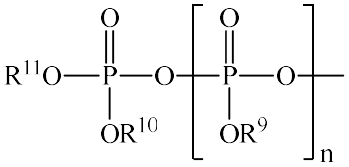
each -------- is absent and R^p is absent;

R^2 is halo;

R^3 is –OH or –OC(=O)R^8;

R^4 is hydrogen or ;

R^{5A} is selected from the group consisting of O^- and OH;

R^{5B} is selected from the group consisting of O^-, and ;

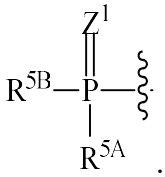
R^{6B} and R^{6C} are independently selected from the group consisting of hydrogen, an unsubstituted C_{1-6} alkyl, an unsubstituted C_{3-6} alkenyl, an unsubstituted C_{3-6} alkynyl and an unsubstituted C_{3-6} cycloalkyl;

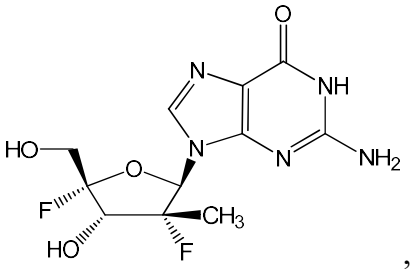
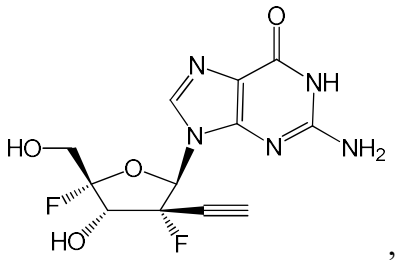
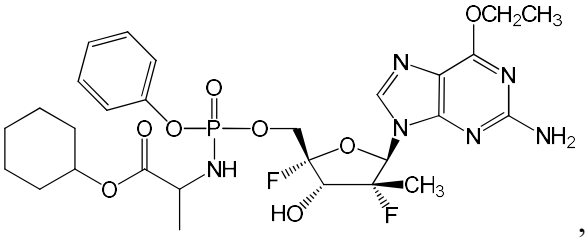
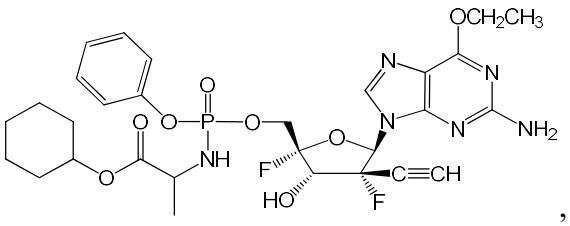
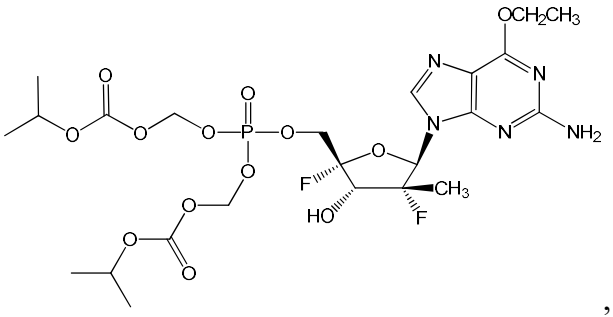
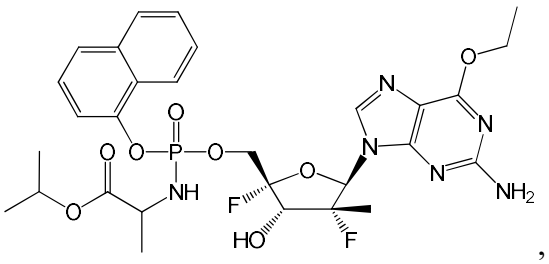
R^8 is an optionally substituted C_{1-6} alkyl or an optionally substituted C_{3-6} cycloalkyl;

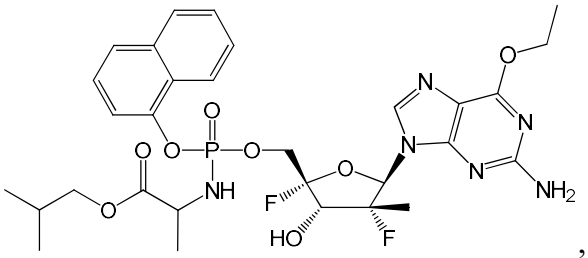
R^9, R^{10} and R^{11} are independently absent or hydrogen;

n is 0 or 1; and

Z^1, is O or S.

2. The compound of Claim 1, wherein R^3 is –OH.
3. The compound of Claim 1, wherein R^3 is –OC(=O)R^8.
4. The compound of any one of Claims 1-3, wherein R^4 is hydrogen.
5. The compound of any one of Claims 1-3, wherein R^4 is .
6. The compound of any one of Claims 1-5, wherein Z^1 is O.
7. The compound of any one of Claims 1-5, wherein Z^1 is S.
8. A compound selected from the group consisting of:

,
,
,
,
,
,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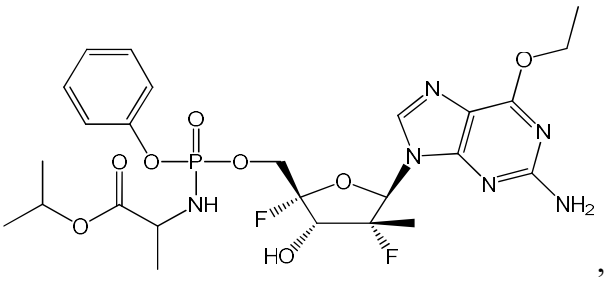
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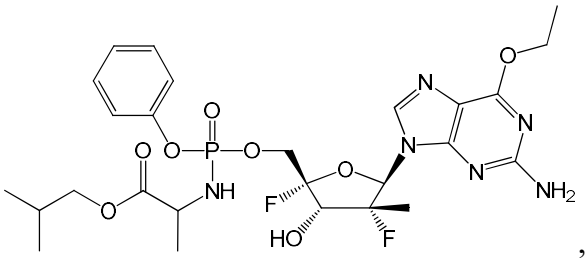
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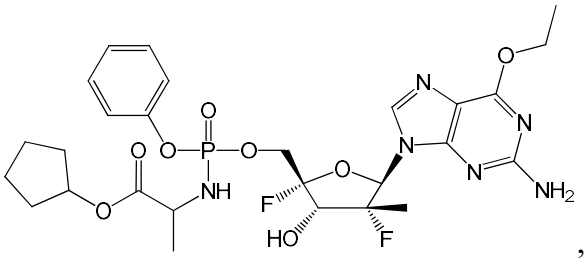
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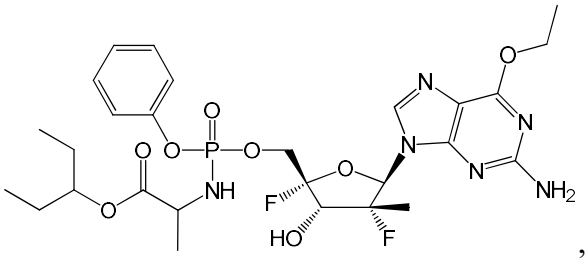
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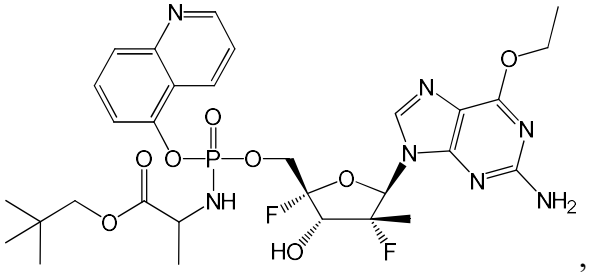
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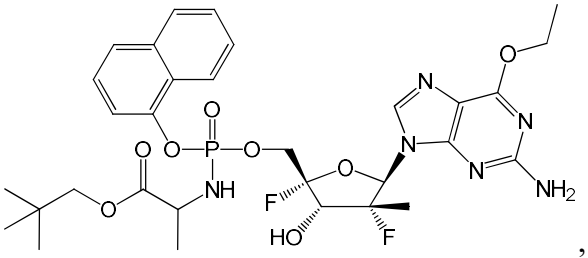
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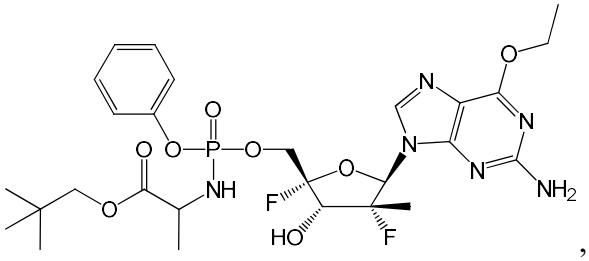
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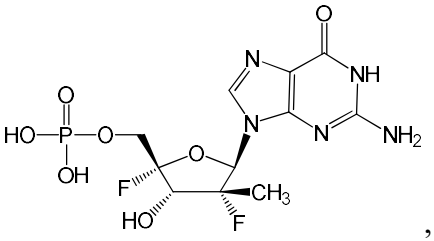
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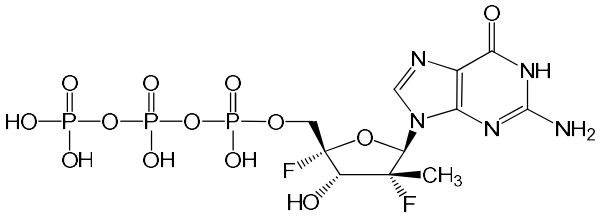
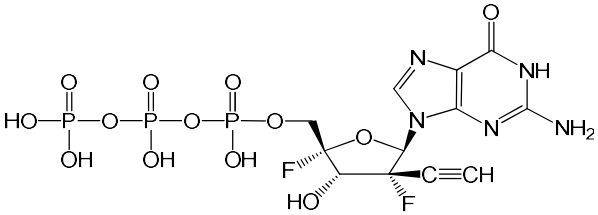
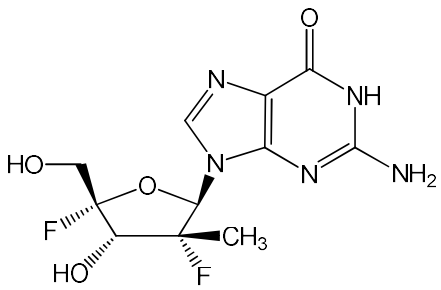
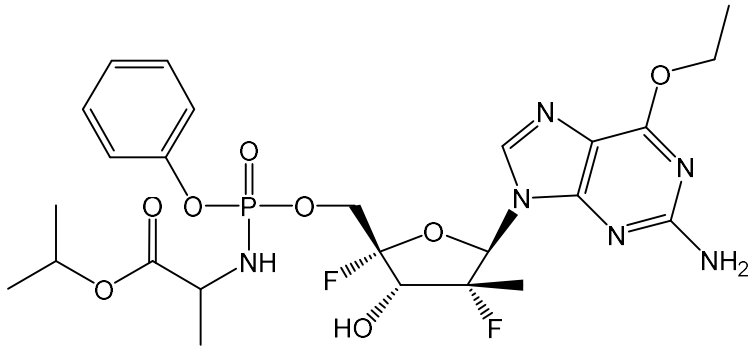

and

, or a pharmaceutically acceptable salt of the foregoing.

9. The compound of Claim 8, wherein the compound is



, or a pharmaceutically acceptable salt thereof.

10. The compound of Claim 8, wherein the compound is



, or a pharmaceutically acceptable salt thereof

11. A pharmaceutical composition comprising an effective amount of a compound of any one of Claims 1-10, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier, diluent, excipient or combination thereof.

12. Use of a compound of any one of Claims 1-10, or a pharmaceutically acceptable salt thereof, or a pharmaceutical composition of Claim 11 for preparing a medicament for ameliorating or treating a HCV infection.

13. Use of a compound of any one of Claims 1-11, or a pharmaceutically acceptable salt thereof, for preparing a medicament for inhibiting NS5B polymerase activity of a hepatitis C virus *in vivo*.

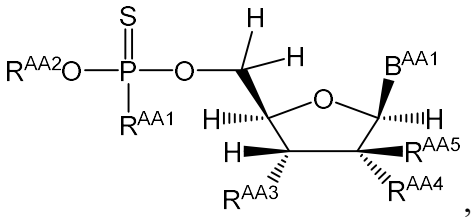
14. Use of a compound of any one of Claims 1-11, or a pharmaceutically acceptable salt thereof, for preparing a medicament for inhibiting replication of a hepatitis C virus *in vivo*.

15. Use of a compound of any one of Claims 1-37, or a pharmaceutically acceptable salt thereof, for preparing a medicament for contacting a cell infected with a hepatitis C virus *in vivo*, thereby ameliorating or treating the HCV infection.

16. Use of a compound of any one of Claims 1-11 in the preparation of a medicament for ameliorating or treating a HCV infection, wherein the medicament is manufactured for use in combination with one or more agents, or pharmaceutically acceptable salts thereof, selected from the group consisting of an interferon, ribavirin, a HCV protease inhibitor, a HCV polymerase

inhibitor, a NS5A inhibitor, an antiviral compound, a compound of Formula (AA), a compound of Formula (BB) and a compound of Formula (CC), wherein:

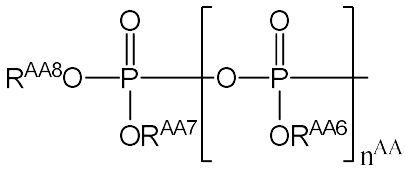
Formula (AA) has the structure:

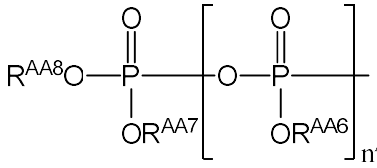


, wherein:

B^{AA1} is an optionally substituted heterocyclic base or an optionally substituted heterocyclic base with a protected amino group;

R^{AA1} is selected from the group consisting of O^-, OH, and an optionally substituted N-linked amino acid;

R^{AA2} is absent or selected from the group consisting of hydrogen, an optionally substituted aryl, an optionally substituted heteroaryl, an optionally substituted heterocyclyl and , wherein R^{AA6}, R^{AA7} and R^{AA8} are independently absent or hydrogen, and n^{AA} is 0 or 1;

provided that when R^{AA1} is O^- or OH, then R^{AA2} is absent, hydrogen or ;

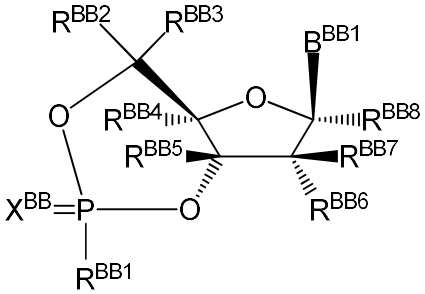
R^{AA3} is selected from the group consisting of hydrogen, halogen, $-OR^{AA9}$ and $-OC(=O)R^{AA10}$;

R^{AA4} is selected from the group consisting of halogen, $-OR^{AA11}$ and $-OC(=O)R^{AA12}$; or R^{AA3} and R^{AA4} are both an oxygen atom which are linked together by a carbonyl group;

R^{AA5} is selected from the group consisting of an optionally substituted C_{2-6} alkyl, an optionally substituted C_{2-6} alkenyl, an optionally substituted C_{2-6} alkynyl and an optionally substituted C_{3-6} cycloalkyl; or R^{AA4} and R^{AA5} together form $–(C_{1-6}$ alkyl)-O– or –O-(C_{1-6} alkyl)–;

R^{AA9} and R^{AA11} are independently hydrogen or an optionally substituted C_{1-6} alkyl; and R^{AA10} and R^{AA12} are independently an optionally substituted C_{1-6} alkyl or an optionally substituted C_{3-6} cycloalkyl;

Formula (BB) has the structure:



, wherein:

B^{BB1} is an optionally substituted heterocyclic base or an optionally substituted heterocyclic base with a protected amino group;

X^{BB} is O (oxygen) or S (sulfur);

R^{BB1} is selected from the group consisting of $–Z^{BB}–R^{BB9}$, and an optionally substituted N-linked amino acid;

Z^{BB} is selected from the group consisting of O (oxygen), S (sulfur) and $N(R^{BB10})$;

R^{BB2} and R^{BB3} are independently selected from the group consisting of hydrogen, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{2-6} alkenyl, an optionally substituted C_{2-6} alkynyl, an optionally substituted C_{1-6} haloalkyl and an optionally substituted aryl(C_{1-6} alkyl); or R^{BB2} and R^{BB3} are taken together to form a group selected from the group consisting of an optionally substituted C_{3-6} cycloalkyl, an optionally substituted C_{3-6} cycloalkenyl, an optionally substituted C_{3-6} aryl and an optionally substituted C_{3-6} heteroaryl;

R^{BB4} is selected from the group consisting of hydrogen, halogen, azido, cyano, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{2-6} alkenyl, an optionally substituted C_{2-6} alkynyl and an optionally substituted allenyl;

R^{BB5} is hydrogen or an optionally substituted C_{1-6} alkyl;

R^{BB6} is selected from the group consisting of hydrogen, halogen, azido, amino, cyano, an optionally substituted C_{1-6} alkyl, $-OR^{BB11}$ and $-OC(=O)R^{BB12}$;

R^{BB7} is selected from the group consisting of hydrogen, halogen, azido, cyano, an optionally substituted C_{1-6} alkyl, $-OR^{BB13}$ and $-OC(=O)R^{BB14}$;

R^{BB8} is selected from the group consisting of hydrogen, halogen, azido, cyano, an optionally substituted C_{1-6} alkyl, $-OR^{BB15}$ and $-OC(=O)R^{BB16}$;

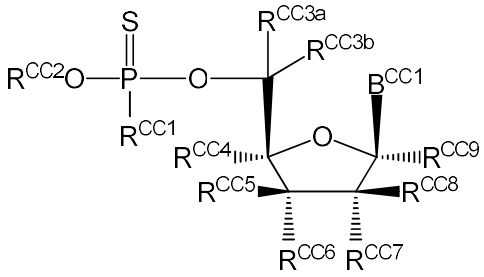
R^{BB9} is selected from the group consisting of an optionally substituted alkyl, an optionally substituted alkenyl, an optionally substituted alkynyl, an optionally substituted cycloalkyl, an optionally substituted cycloalkenyl, an optionally substituted aryl, an optionally substituted heteroaryl, an optionally substituted heterocyclyl, an optionally substituted aryl(C_{1-6}alkyl), an optionally substituted heteroaryl(C_{1-6}alkyl) and an optionally substituted heterocyclyl(C_{1-6}alkyl);

R^{BB10} is selected from the group consisting of hydrogen, an optionally substituted alkyl, an optionally substituted alkenyl, an optionally substituted alkynyl, an optionally substituted cycloalkyl, an optionally substituted cycloalkenyl, an optionally substituted aryl, an optionally substituted heteroaryl, an optionally substituted heterocyclyl, an optionally substituted aryl(C_{1-6}alkyl), an optionally substituted heteroaryl(C_{1-6}alkyl) and an optionally substituted heterocyclyl(C_{1-6}alkyl);

R^{BB11}, R^{BB13} and R^{BB15} are independently hydrogen or an optionally substituted C_{1-6} alkyl; and

R^{BB12}, R^{BB14} and R^{BB16} are independently an optionally substituted C_{1-6} alkyl or an optionally substituted C_{3-6} cycloalkyl; and

Formula (CC) has the structure:

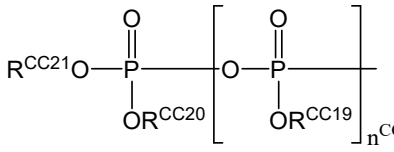


, wherein:

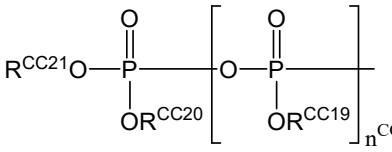
B^{CC1} is an optionally substituted heterocyclic base or an optionally substituted heterocyclic base with a protected amino group;

R^{CC1} is selected from the group consisting of O^-, OH, and;

R^{CC2} is selected from the group consisting of an optionally substituted aryl, an optionally substituted heteroaryl, an optionally substituted heterocyclyl and



, wherein R^{CC19}, R^{CC20} and R^{CC21} are independently

absent or hydrogen, and n^{CC} is 0 or 1; provided that when R^{CC1} is O^- or OH, then R^{CC2} is ;

R^{CC3a} and R^{CC3b} are independently selected from the group consisting of hydrogen, deuterium, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{2-6} alkenyl, an optionally substituted C_{2-6} alkynyl, an optionally substituted C_{1-6} haloalkyl and aryl(C_{1-6} alkyl); or R^{CC3a} and R^{CC3b} are taken together to form an optionally substituted C_{3-6} cycloalkyl;

R^{CC4} is selected from the group consisting of hydrogen, azido, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{2-6} alkenyl and an optionally substituted C_{2-6} alkynyl;

R^{CC5} is selected from the group consisting of hydrogen, halogen, azido, cyano, an optionally substituted C_{1-6} alkyl, $-OR^{CC10}$ and $-OC(=O)R^{CC11}$;

R^{CC6} is selected from the group consisting of hydrogen, halogen, azido, cyano, an optionally substituted C_{1-6} alkyl, $-OR^{CC12}$ and $-OC(=O)R^{CC13}$;

R^{CC7} is selected from the group consisting of hydrogen, halogen, azido, cyano, an optionally substituted C_{1-6} alkyl, $-OR^{CC14}$ and $-OC(=O)R^{CC15}$; or R^{CC6} and R^{CC7} are both oxygen atoms and linked together by a carbonyl group;

R^{CC8} is selected from the group consisting of hydrogen, halogen, azido, cyano, an optionally substituted C_{1-6} alkyl, $-OR^{CC16}$ and $-OC(=O)R^{CC17}$;

R^{CC9} is selected from the group consisting of hydrogen, azido, cyano, an optionally substituted C_{1-6} alkyl and $-OR^{CC18}$;

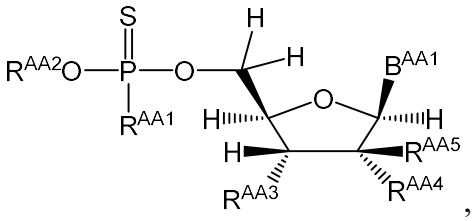
R^{CC10}, R^{CC12}, R^{CC14}, R^{CC16} and R^{CC18} are independently selected from the group consisting of hydrogen and an optionally substituted C_{1-6} alkyl; and

R^{CC11}, R^{CC13}, R^{CC15} and R^{CC17} are independently selected from the group consisting of an optionally substituted C_{1-6} alkyl and an optionally substituted C_{3-6} cycloalkyl, or a pharmaceutically acceptable salt of any of the aforementioned compounds.

17. Use of a compound of any one of Claims 1-11 in the preparation of a medicament for contacting a cell infected with a hepatitis C virus *in vivo*, wherein the medicament is manufactured for use in combination with one or more agents, or pharmaceutically acceptable salts thereof, selected from the group consisting of an interferon, ribavirin, a HCV protease inhibitor, a HCV

polymerase inhibitor, a NS5A inhibitor, an antiviral compound, a compound of Formula (AA) , a compound of Formula (BB) and a compound of Formula (CC), wherein:

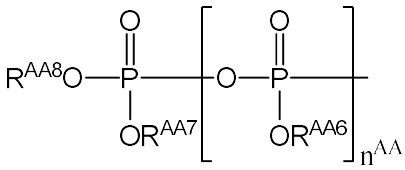
Formula (AA) has the structure:

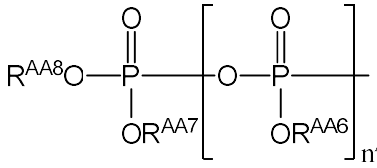


, wherein:

B^{AA1} is an optionally substituted heterocyclic base or an optionally substituted heterocyclic base with a protected amino group;

R^{AA1} is selected from the group consisting of O^-, OH, and an optionally substituted N-linked amino;

R^{AA2} is absent or selected from the group consisting of hydrogen, an optionally substituted aryl, an optionally substituted heteroaryl, an optionally substituted heterocyclyl and , wherein R^{AA6}, R^{AA7} and R^{AA8} are independently absent or hydrogen, and n^{AA} is 0 or 1;

provided that when R^{AA1} is O^- or OH, then R^{AA2} is absent, hydrogen or ;

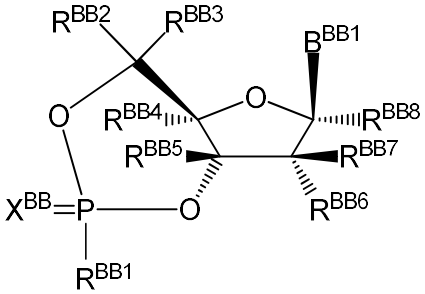
R^{AA3} is selected from the group consisting of hydrogen, halogen, $-OR^{AA9}$ and $-OC(=O)R^{AA10}$;

R^{AA4} is selected from the group consisting of halogen, $-OR^{AA11}$ and $-OC(=O)R^{AA12}$; or R^{AA3} and R^{AA4} are both an oxygen atom which are linked together by a carbonyl group;

R^{AA5} is selected from the group consisting of an optionally substituted C_{2-6} alkyl, an optionally substituted C_{2-6} alkenyl, an optionally substituted C_{2-6} alkynyl and an optionally substituted C_{3-6} cycloalkyl; or R^{AA4} and R^{AA5} together form $–(C_{1-6}$ alkyl)-O– or $–O-(C_{1-6}$ alkyl)–;

R^{AA9} and R^{AA11} are independently hydrogen or an optionally substituted C_{1-6} alkyl; and R^{AA10} and R^{AA12} are independently an optionally substituted C_{1-6} alkyl or an optionally substituted C_{3-6} cycloalkyl;

Formula (BB) has the structure:



, wherein:

B^{BB1} is an optionally substituted heterocyclic base or an optionally substituted heterocyclic base with a protected amino group;

X^{BB} is O (oxygen) or S (sulfur);

R^{BB1} is selected from the group consisting of $–Z^{BB}–R^{BB9}$, and an optionally substituted N-linked amino acid;

Z^{BB} is selected from the group consisting of O (oxygen), S (sulfur) and $N(R^{BB10})$;

R^{BB2} and R^{BB3} are independently selected from the group consisting of hydrogen, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{2-6} alkenyl, an optionally substituted C_{2-6} alkynyl, an optionally substituted C_{1-6} haloalkyl and an optionally substituted aryl(C_{1-6} alkyl); or R^{BB2} and R^{BB3} are taken together to form a group selected from the group consisting of an optionally substituted C_{3-6} cycloalkyl, an optionally substituted C_{3-6} cycloalkenyl, an optionally substituted C_{3-6} aryl and an optionally substituted C_{3-6} heteroaryl;

R^{BB4} is selected from the group consisting of hydrogen, halogen, azido, cyano, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{2-6} alkenyl, an optionally substituted C_{2-6} alkynyl and an optionally substituted allenyl;

R^{BB5} is hydrogen or an optionally substituted C_{1-6} alkyl;

R^{BB6} is selected from the group consisting of hydrogen, halogen, azido, amino, cyano, an optionally substituted C_{1-6} alkyl, $-OR^{BB11}$ and $-OC(=O)R^{BB12}$;

R^{BB7} is selected from hydrogen, halogen, azido, cyano, an optionally substituted C_{1-6} alkyl, $-OR^{BB13}$ and $-OC(=O)R^{BB14}$;

R^{BB8} is selected from the group consisting of hydrogen, halogen, azido, cyano, an optionally substituted C_{1-6} alkyl, $-OR^{BB15}$ and $-OC(=O)R^{BB16}$;

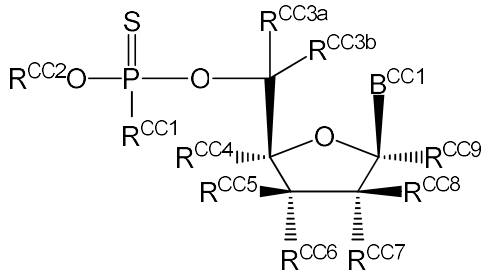
R^{BB9} is selected from the group consisting of an optionally substituted alkyl, an optionally substituted alkenyl, an optionally substituted alkynyl, an optionally substituted cycloalkyl, an optionally substituted cycloalkenyl, an optionally substituted aryl, an optionally substituted heteroaryl, an optionally substituted heterocyclyl, an optionally substituted aryl(C_{1-6}alkyl), an optionally substituted heteroaryl(C_{1-6}alkyl) and an optionally substituted heterocyclyl(C_{1-6}alkyl);

R^{BB10} is selected from the group consisting of hydrogen, an optionally substituted alkyl, an optionally substituted alkenyl, an optionally substituted alkynyl, an optionally substituted cycloalkyl, an optionally substituted cycloalkenyl, an optionally substituted aryl, an optionally substituted heteroaryl, an optionally substituted heterocyclyl, an optionally substituted aryl(C_{1-6}alkyl), an optionally substituted heteroaryl(C_{1-6}alkyl) and an optionally substituted heterocyclyl(C_{1-6}alkyl);

R^{BB11}, R^{BB13} and R^{BB15} are independently hydrogen or an optionally substituted C_{1-6} alkyl; and

R^{BB12}, R^{BB14} and R^{BB16} are independently an optionally substituted C_{1-6} alkyl or an optionally substituted C_{3-6} cycloalkyl; and

Formula (CC) has the structure:

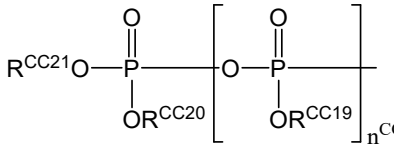


, wherein:

B^{CC1} is an optionally substituted heterocyclic base or an optionally substituted heterocyclic base with a protected amino group;

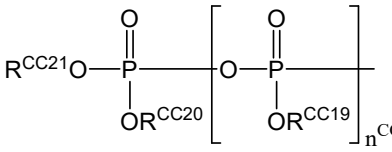
R^{CC1} is selected from the group consisting of O^-, OH, and an optionally substituted N-linked amino acid;

R^{CC2} is selected from the group consisting of an optionally substituted aryl, an optionally substituted heteroaryl, an optionally substituted heterocyclyl and



, wherein R^{CC19}, R^{CC20} and R^{CC21} are independently

absent or hydrogen, and n^{CC} is 0 or 1; provided that when R^{CC1} is O^- or OH, then

R^{CC2} is ;

R^{CC3a} and R^{CC3b} are independently selected from the group consisting of hydrogen, deuterium, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{2-6} alkenyl, an optionally substituted C_{2-6} alkynyl, an optionally substituted C_{1-6} haloalkyl and aryl(C_{1-6} alkyl); or R^{CC3a} and R^{CC3b} are taken together to form an optionally substituted C_{3-6} cycloalkyl;

R^{CC4} is selected from the group consisting of hydrogen, azido, an optionally substituted C_{1-6} alkyl, an optionally substituted C_{2-6} alkenyl and an optionally substituted C_{2-6} alkynyl;

R^{CC5} is selected from the group consisting of hydrogen, halogen, azido, cyano, an optionally substituted C_{1-6} alkyl, $-OR^{CC10}$ and $-OC(=O)R^{CC11}$;

R^{CC6} is selected from the group consisting of hydrogen, halogen, azido, cyano, an optionally substituted C_{1-6} alkyl, $-OR^{CC12}$ and $-OC(=O)R^{CC13}$;

R^{CC7} is selected from the group consisting of hydrogen, halogen, azido, cyano, an optionally substituted C_{1-6} alkyl, $-OR^{CC14}$ and $-OC(=O)R^{CC15}$; or R^{CC6} and R^{CC7} are both oxygen atoms and linked together by a carbonyl group;

R^{CC8} is selected from the group consisting of hydrogen, halogen, azido, cyano, an optionally substituted C_{1-6} alkyl, $-OR^{CC16}$ and $-OC(=O)R^{CC17}$;

R^{CC9} is selected from the group consisting of hydrogen, azido, cyano, an optionally substituted C_{1-6} alkyl and $-OR^{CC18}$;

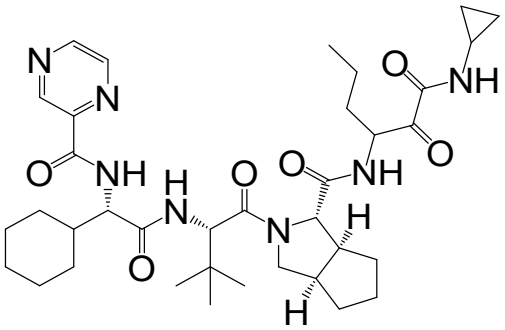
R^{CC10}, R^{CC12}, R^{CC14}, R^{CC16} and R^{CC18} are independently selected from the group consisting of hydrogen and an optionally substituted C_{1-6} alkyl; and

R^{CC11}, R^{CC13}, R^{CC15} and R^{CC17} are independently selected from the group consisting of an optionally substituted C_{1-6} alkyl and an optionally substituted C_{3-6} cycloalkyl, or a pharmaceutically acceptable salt of any of the aforementioned compounds.

18. The use of Claim 16 or 17, wherein the one or more agents, or pharmaceutically acceptable salts thereof, are selected from the group consisting of

ABT-450, GS-9256, GS-9451, IDX-320, ACH-1625, ACH-2684, PHX1766, PSI-661, GS-6620, TMC649128, NM283, BCX5191, IDX19368, IDX19370, ABT-333, BI-207127, ABT-072, MK-3281, TMC647055, BMS-791325, PPI-383, GS9669,

PPI-461, ACH-2928, GS-5885, BMS-824393, ABT 267, ACH-3102, AZD-7295, IDX719, PPI-668, MK8742, GSK805, alisporivir, MIR-122, clemizole, ITX 5061, BIT225, NIM811, SCY-635, miravirsen, GS9620,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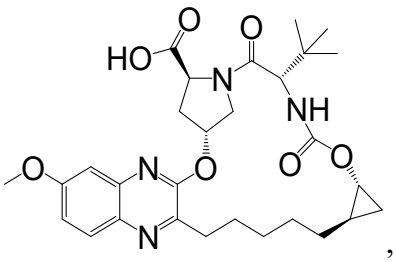
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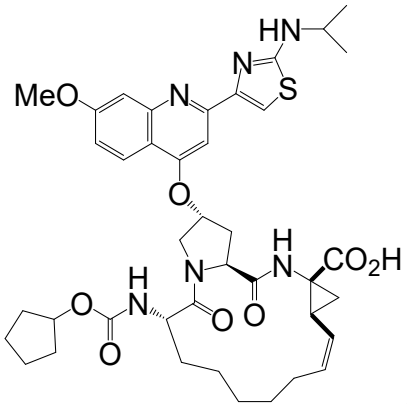
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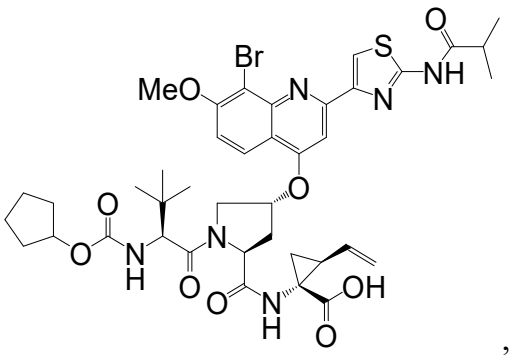
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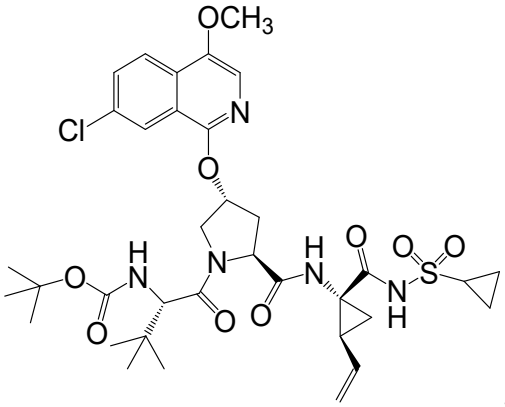
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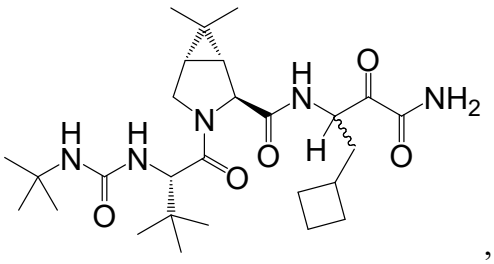
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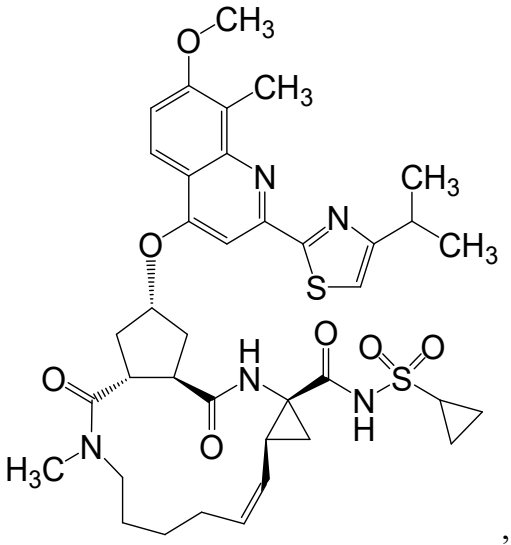
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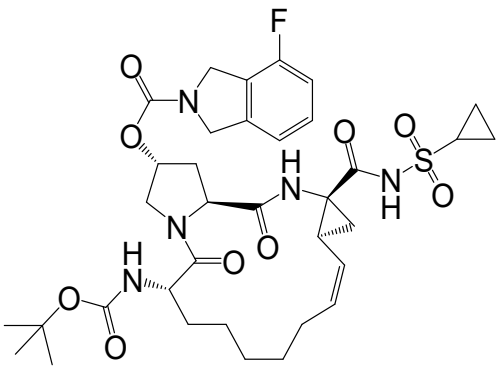
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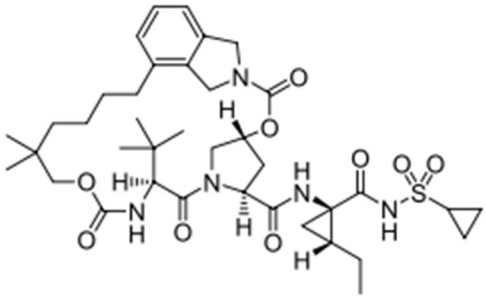
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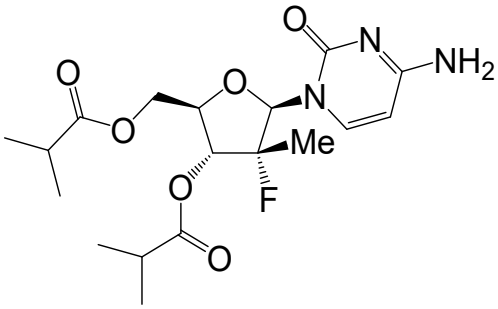
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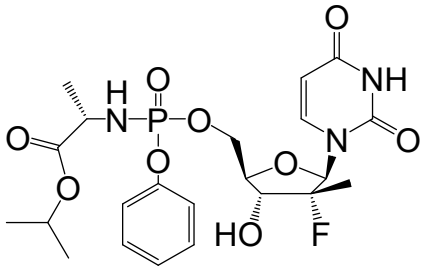
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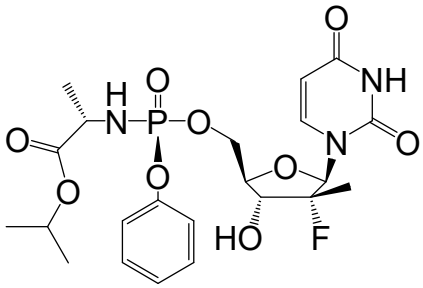
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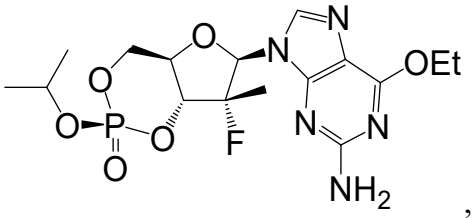
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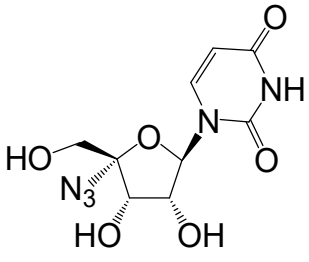
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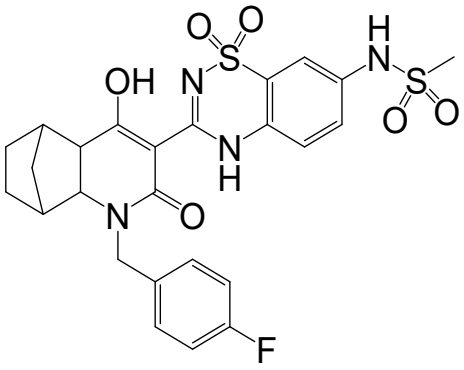
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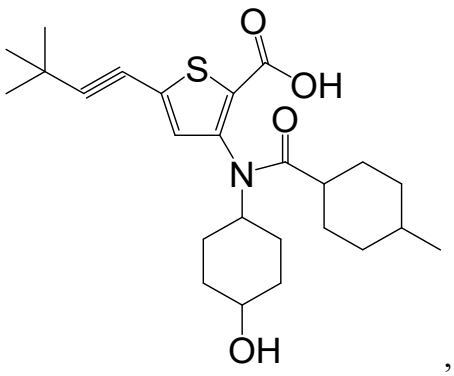
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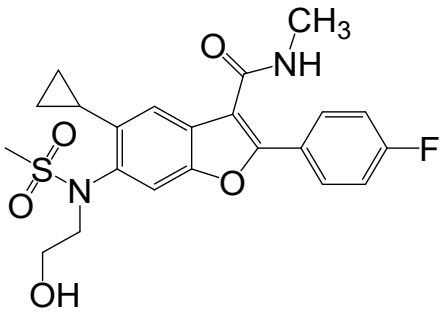
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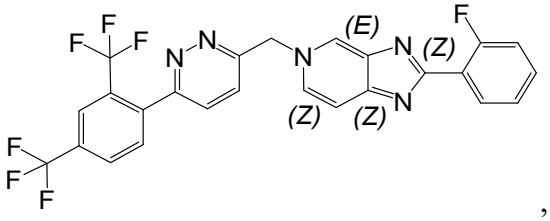
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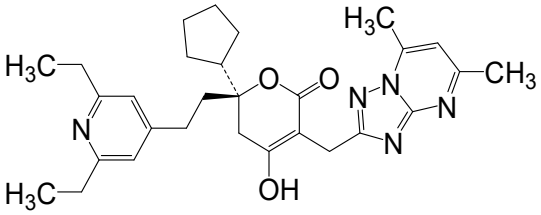
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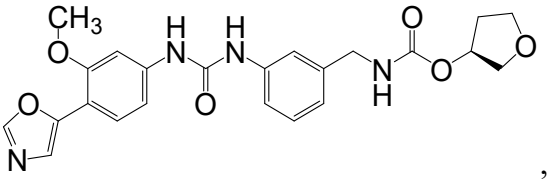
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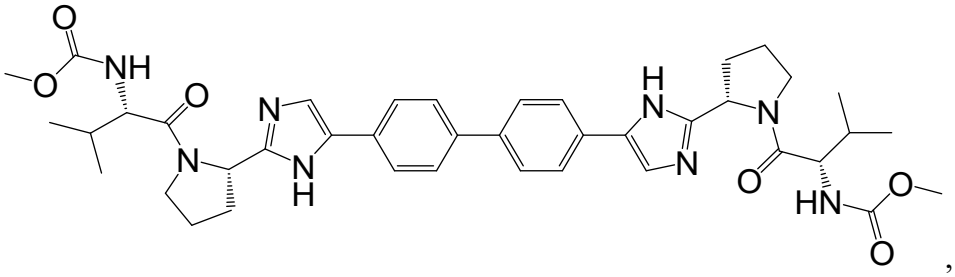
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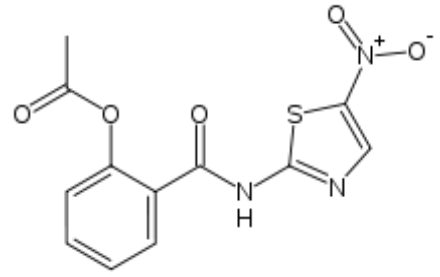
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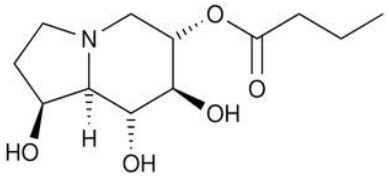
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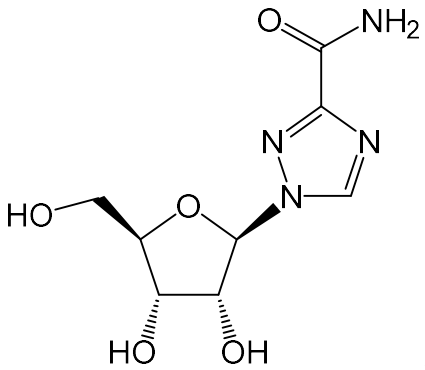
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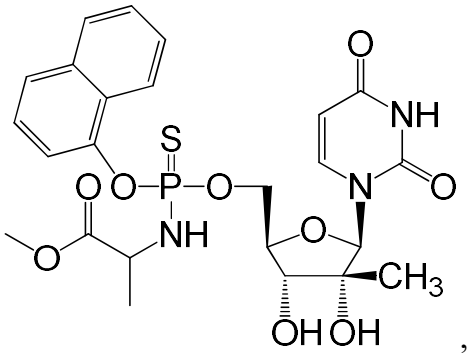
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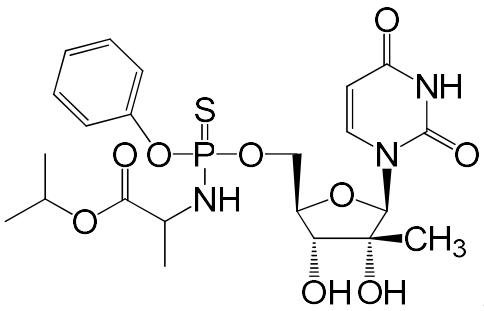
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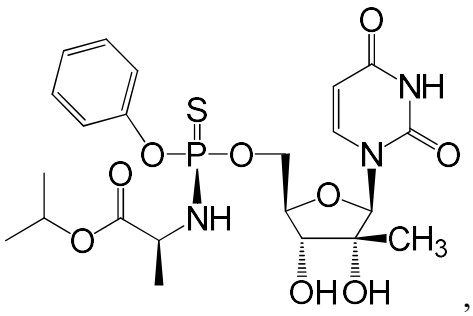
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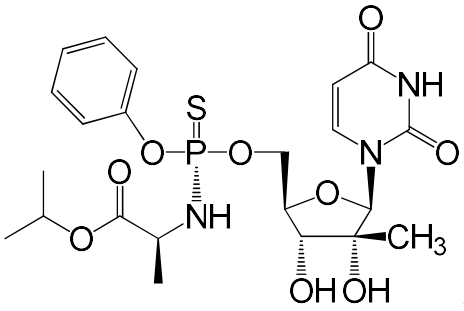
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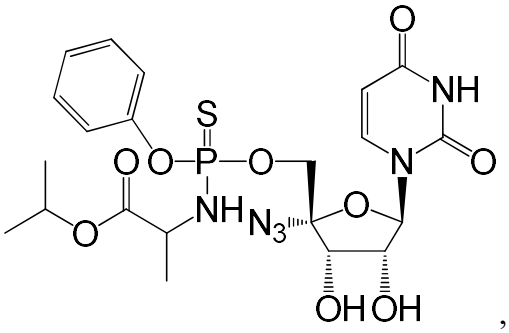
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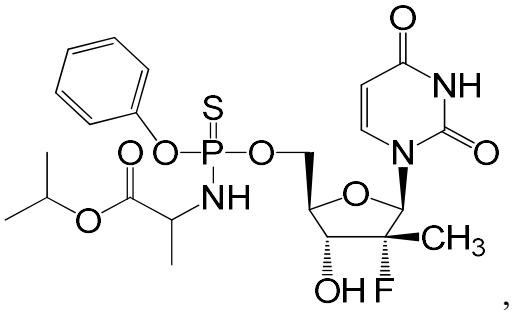
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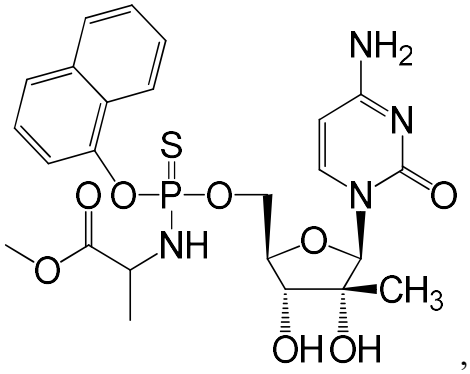
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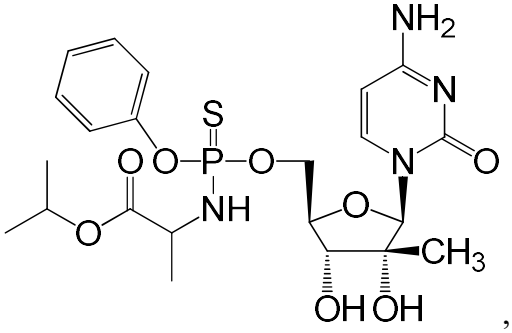
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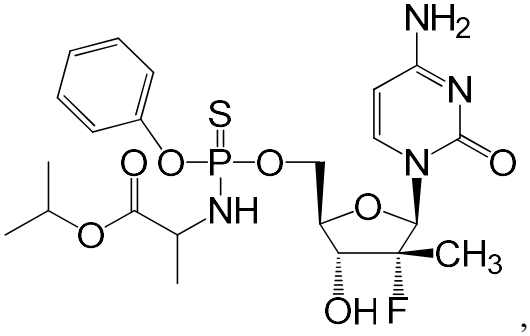
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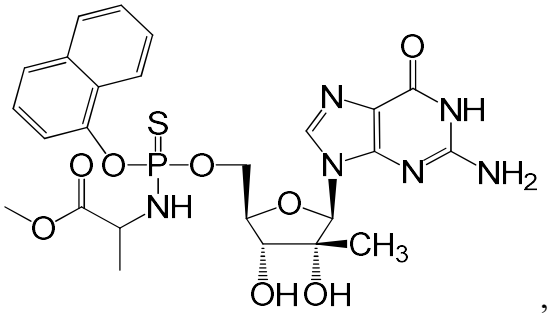
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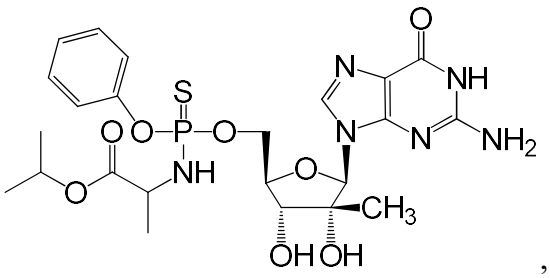
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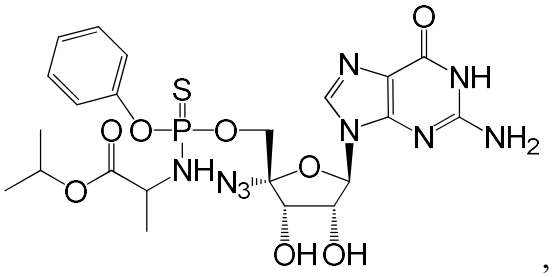
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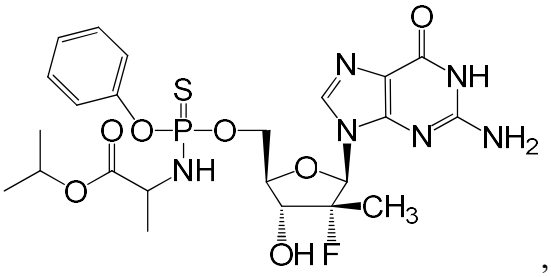
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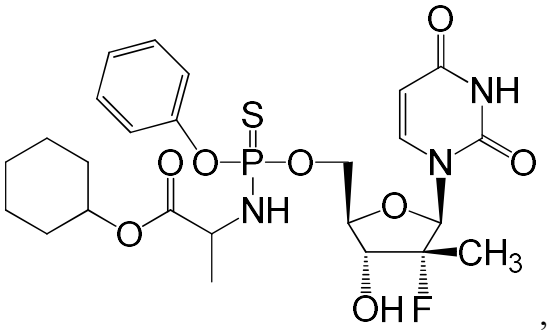
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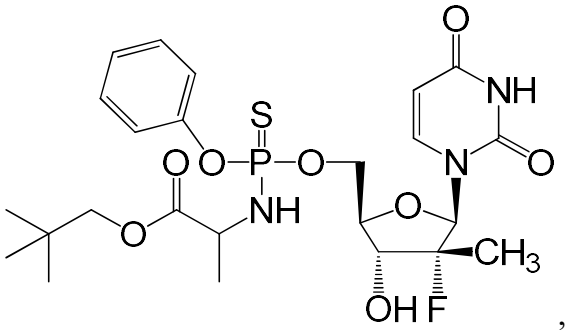
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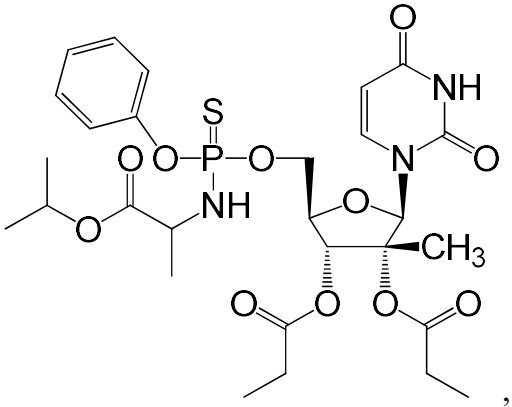
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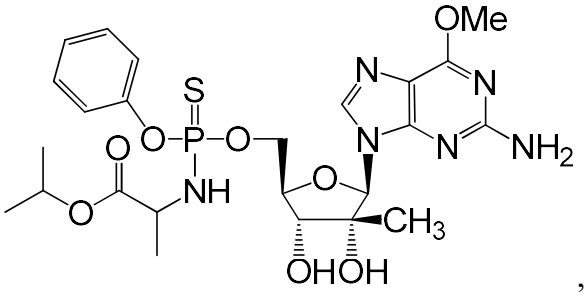
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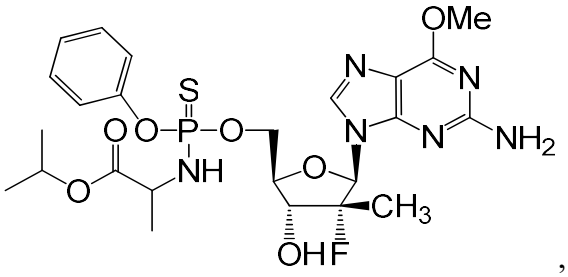
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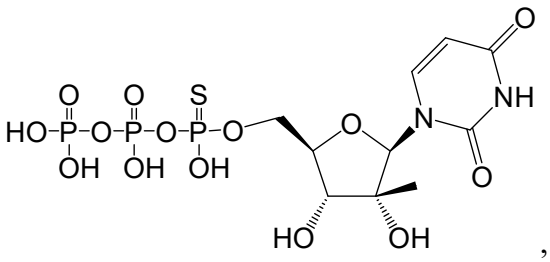
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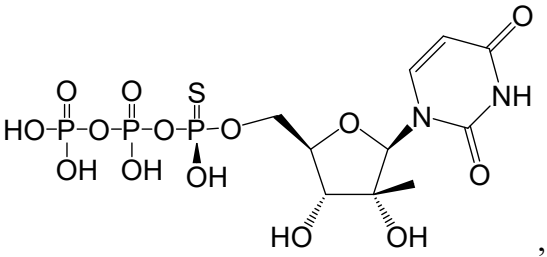
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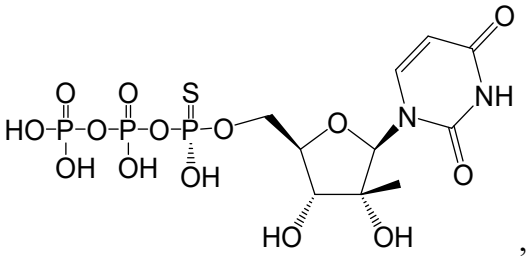
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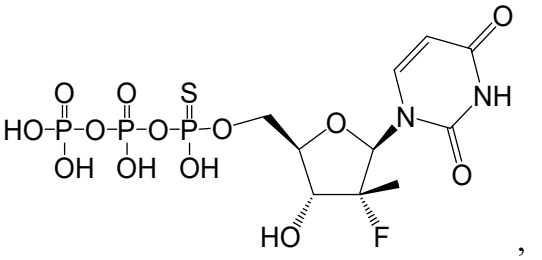
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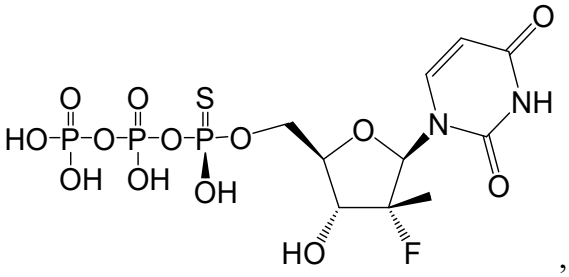
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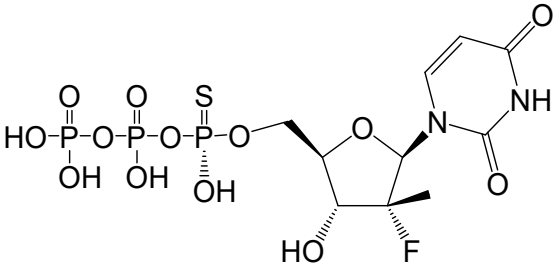
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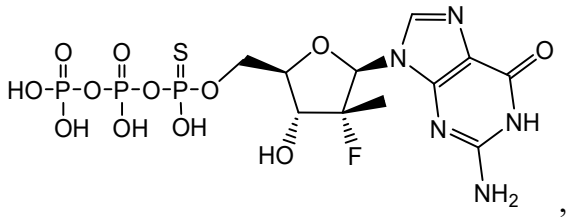
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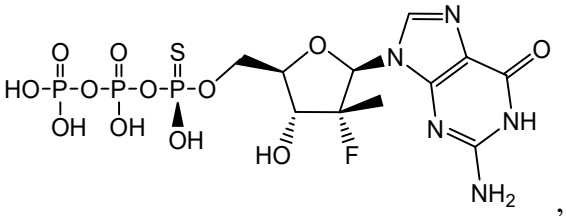
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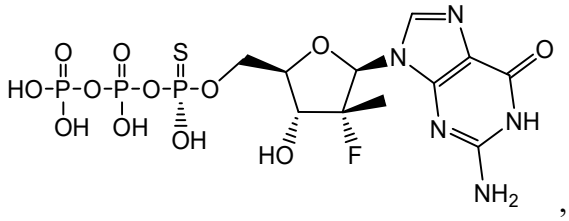
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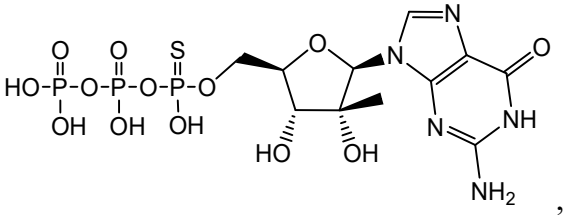
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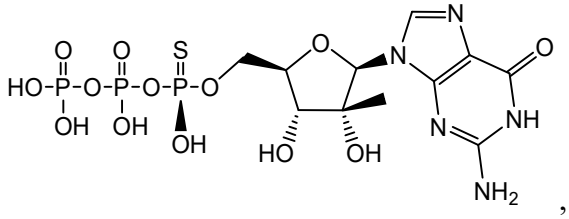
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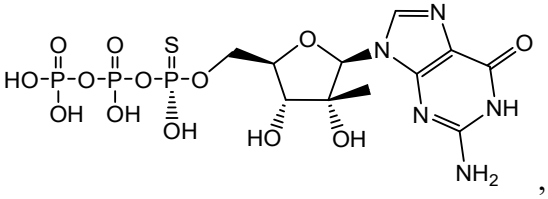
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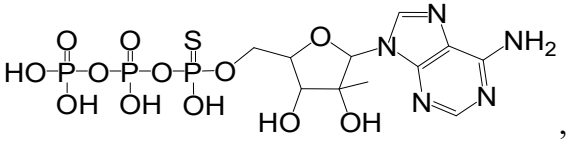
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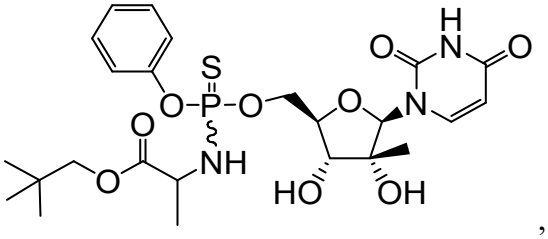
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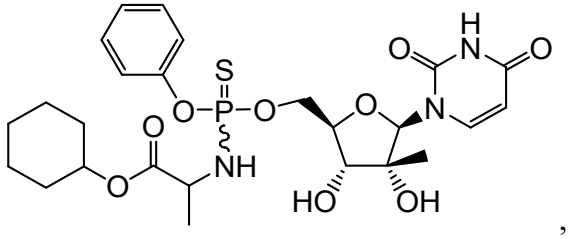
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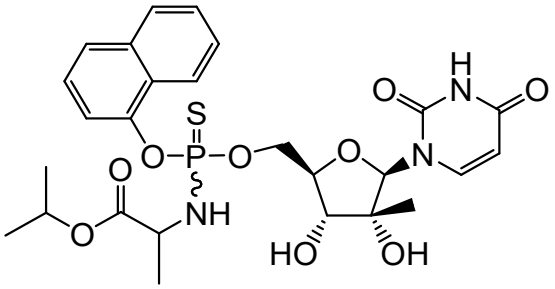
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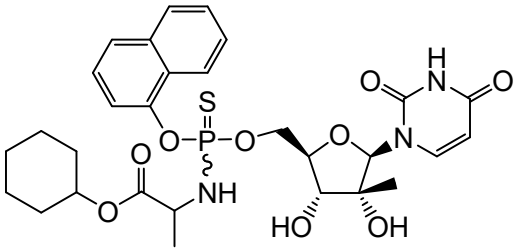
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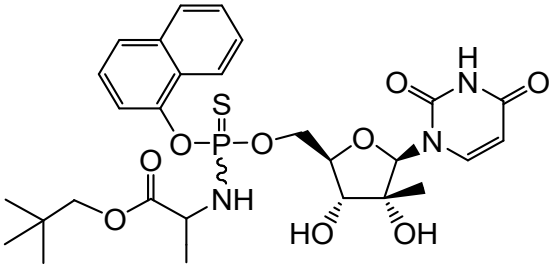
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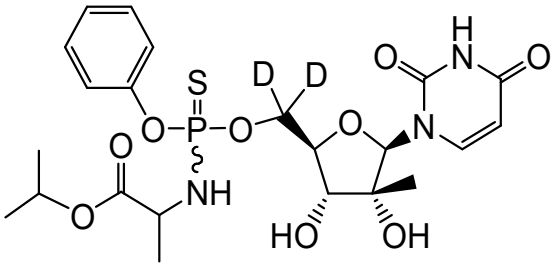
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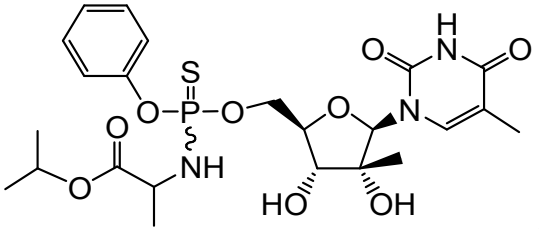
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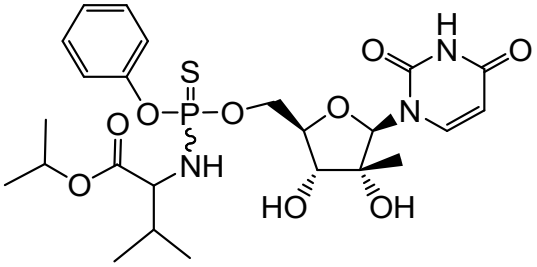
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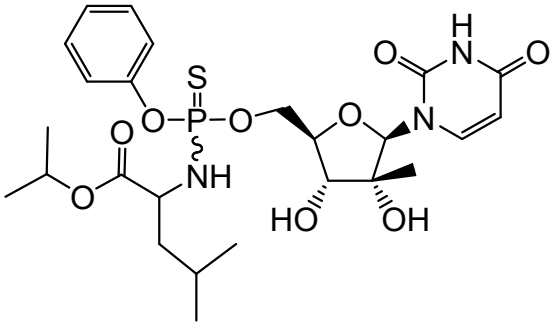
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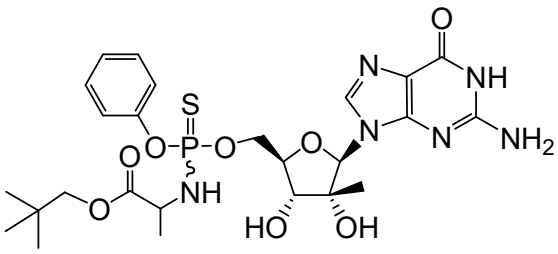
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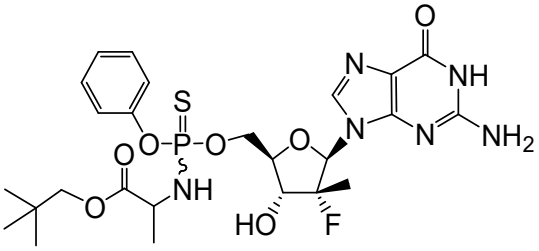
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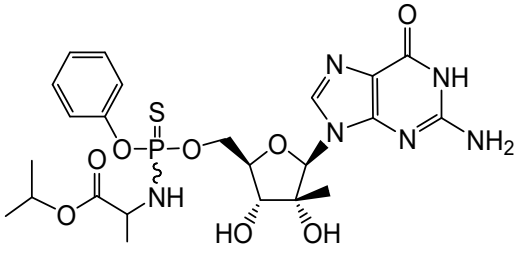
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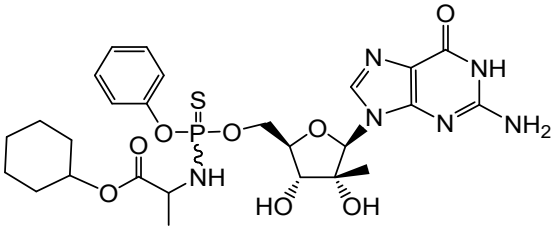
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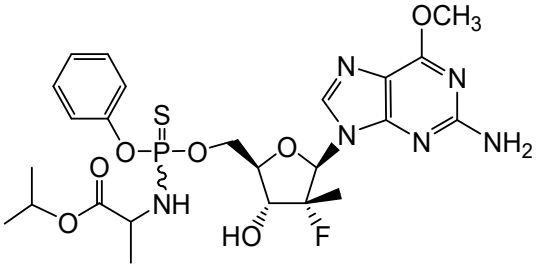
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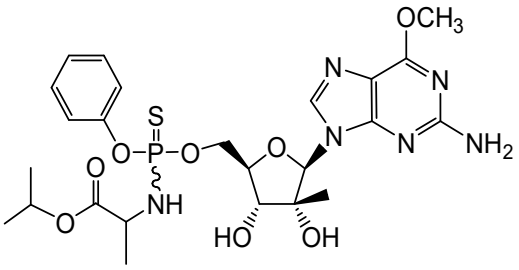
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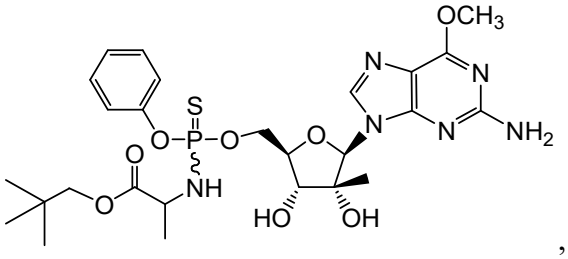
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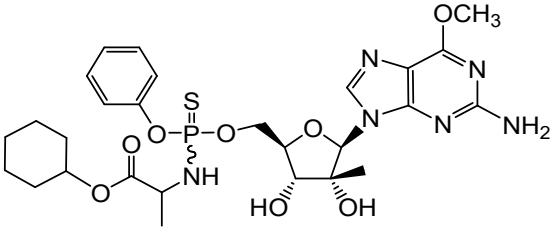
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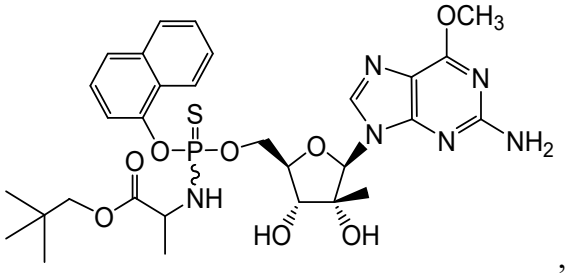
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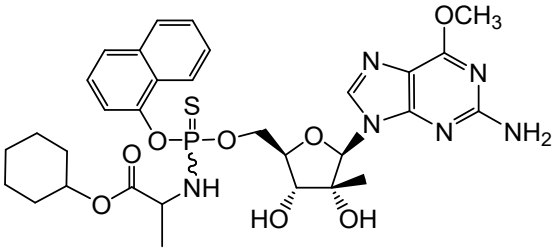
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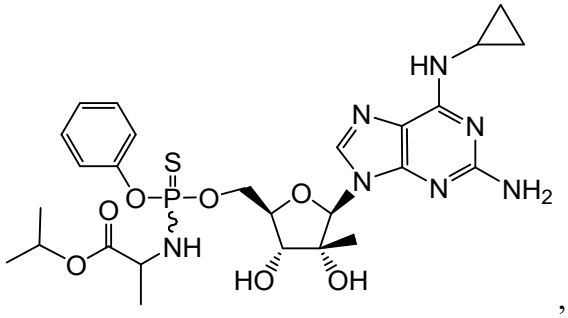
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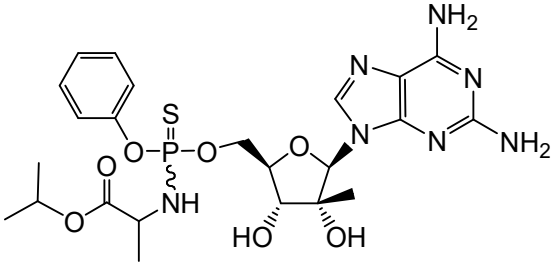
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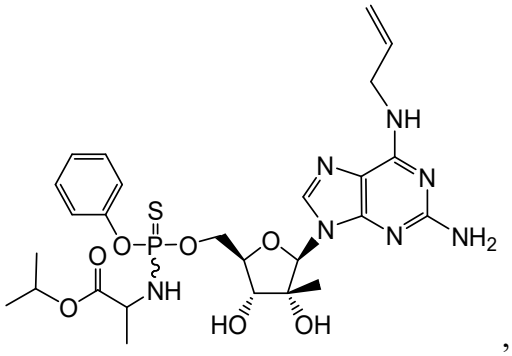
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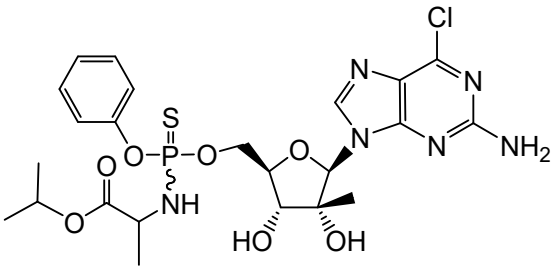
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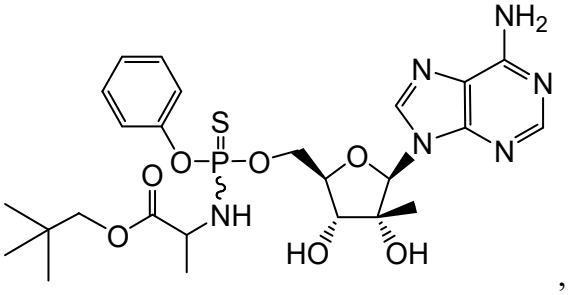
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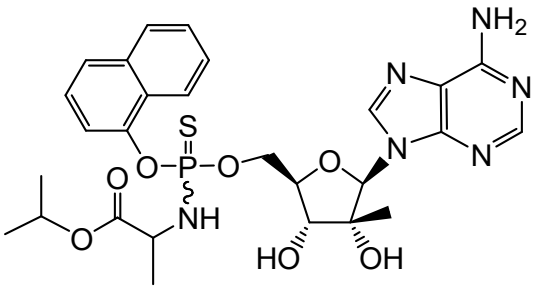
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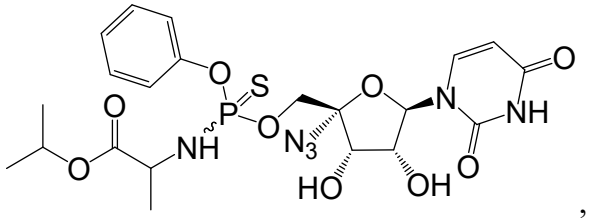
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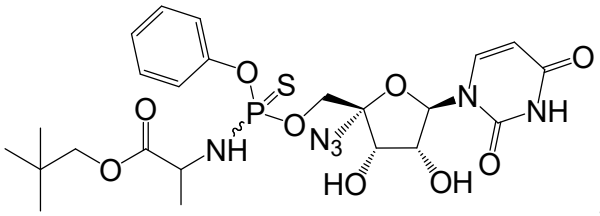
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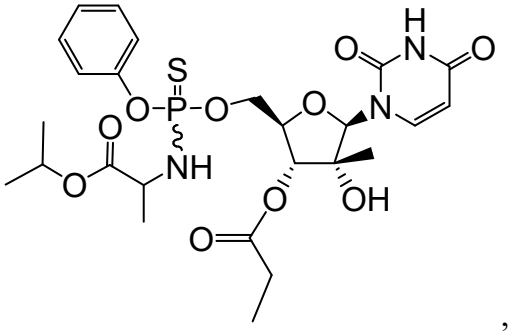
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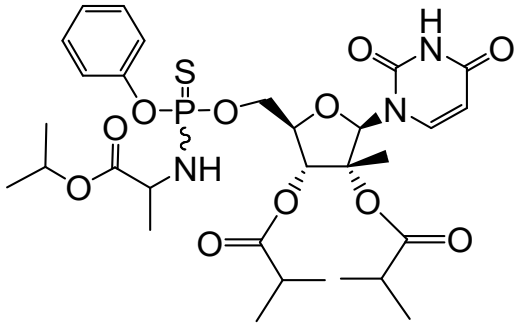
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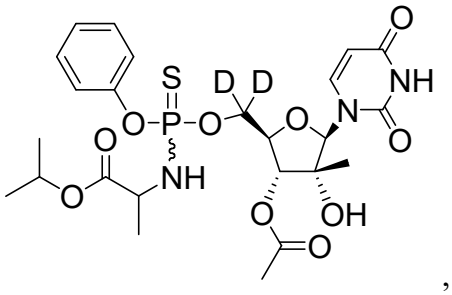
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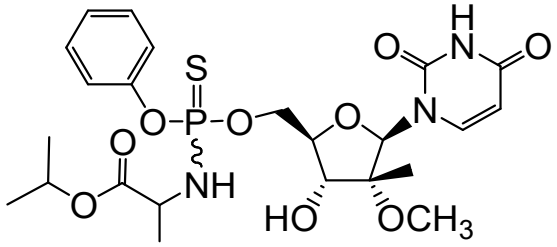
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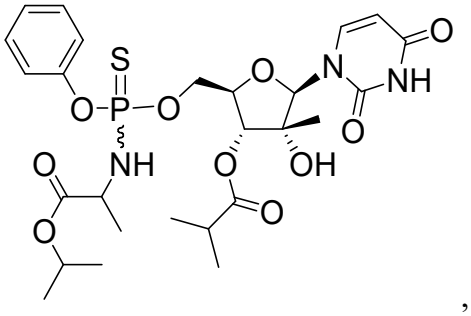
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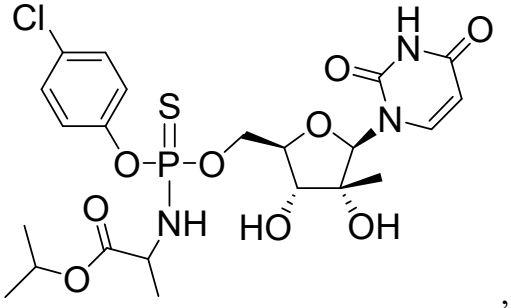
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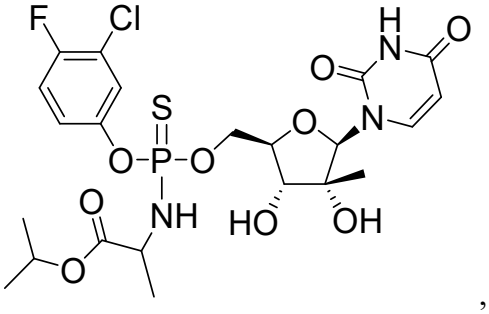
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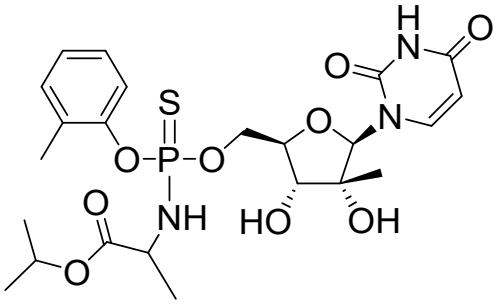
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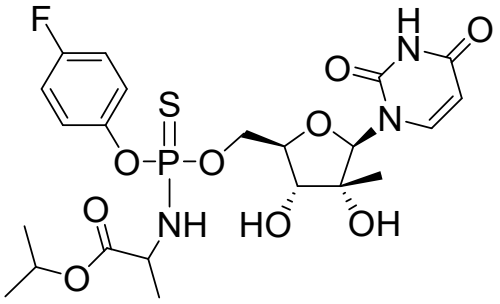
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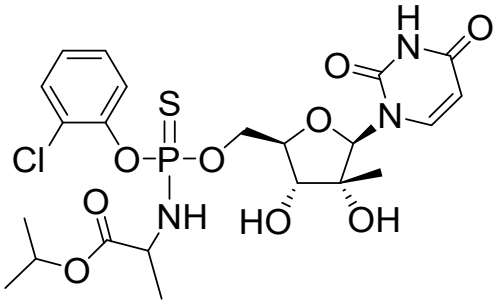
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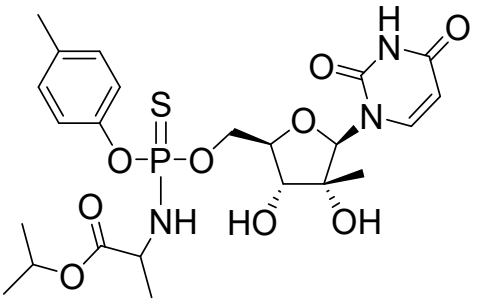
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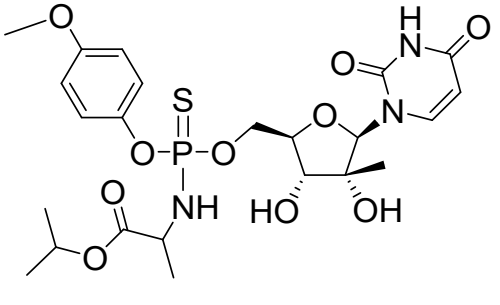
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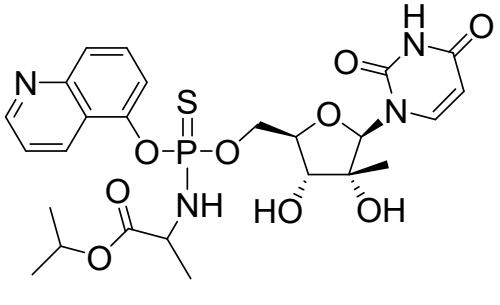
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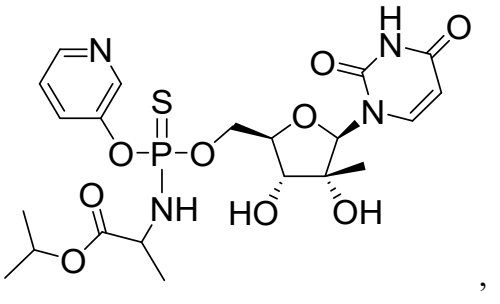
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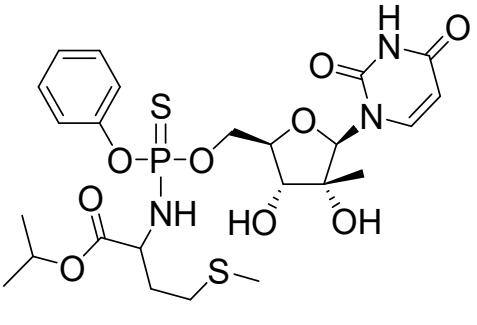
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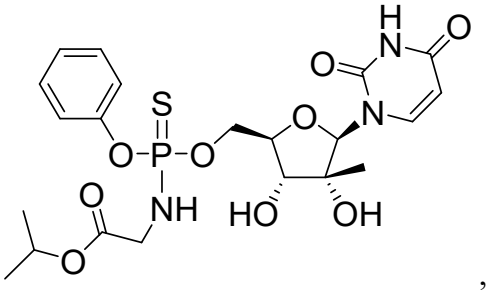
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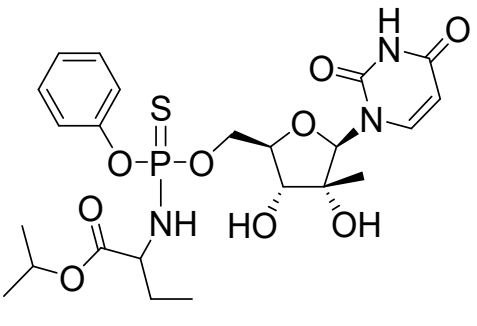
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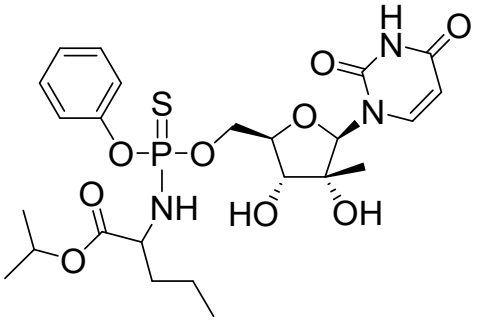
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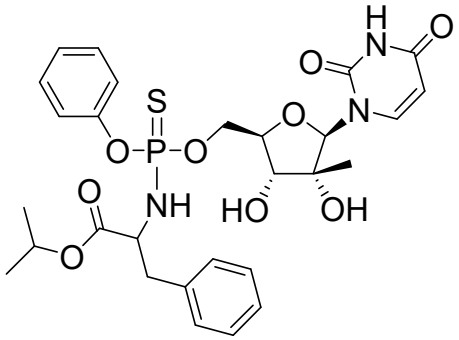
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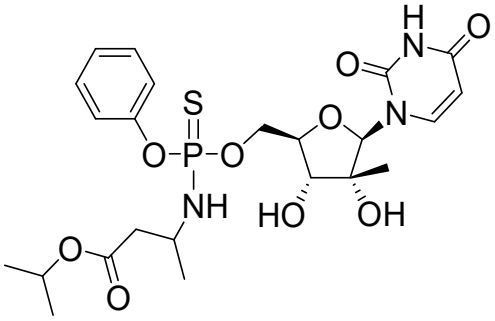
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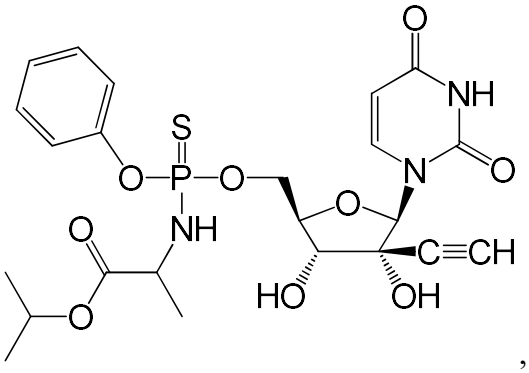
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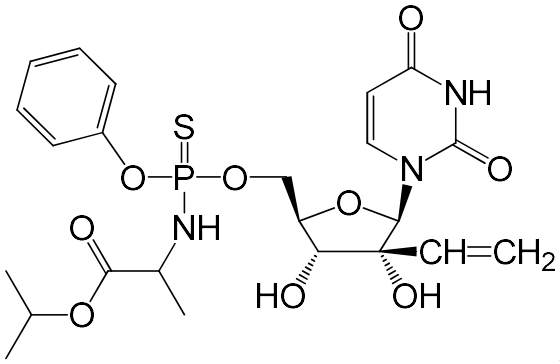
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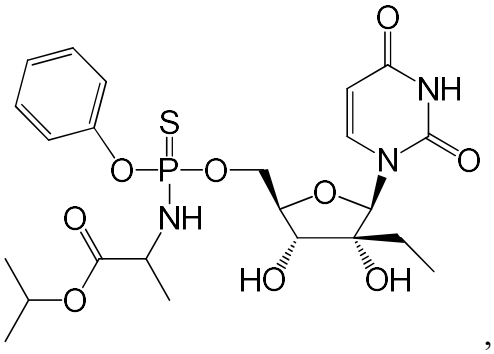
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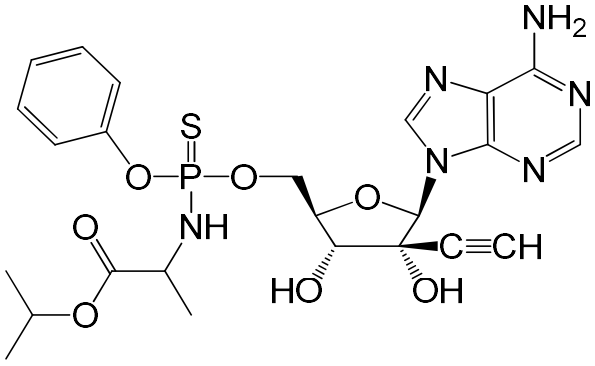
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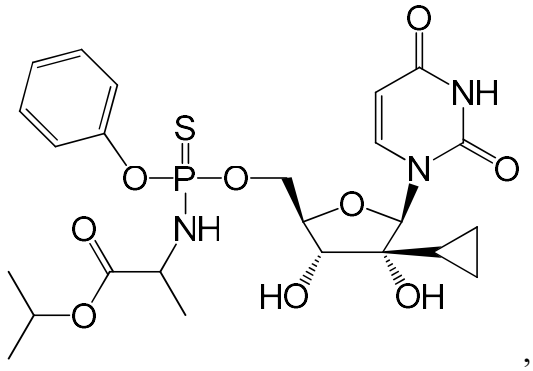
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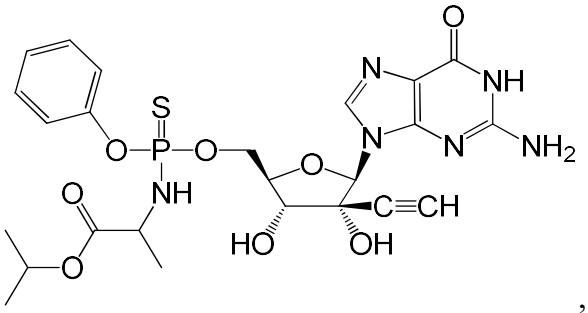
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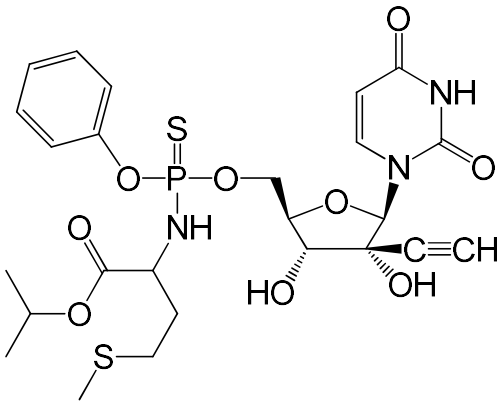
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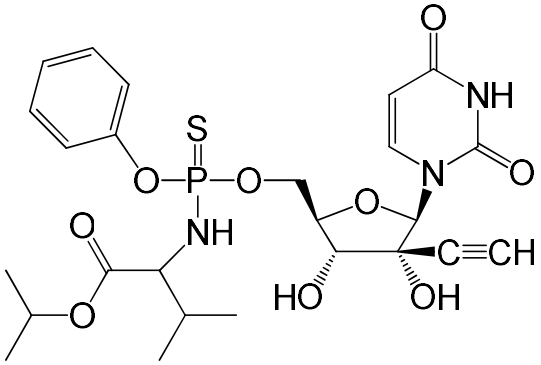
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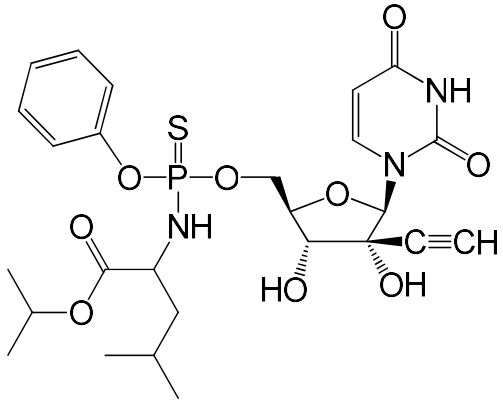
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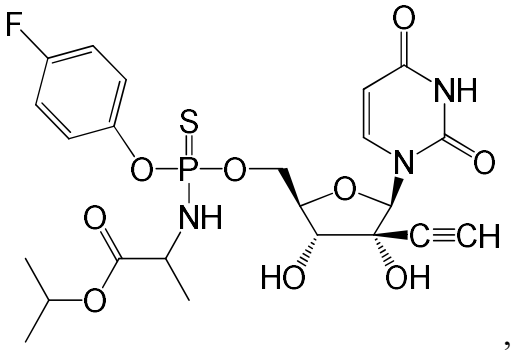
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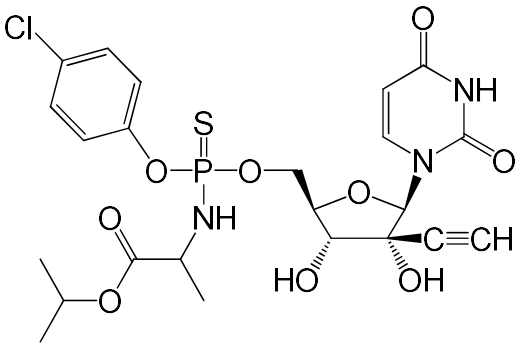
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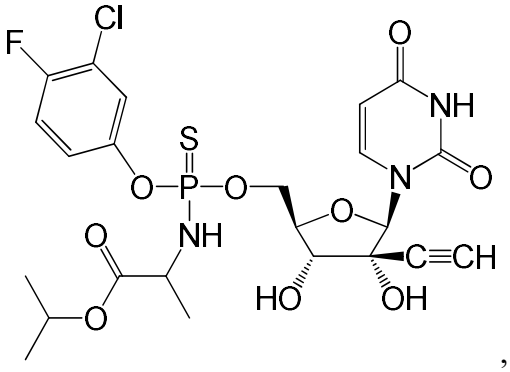
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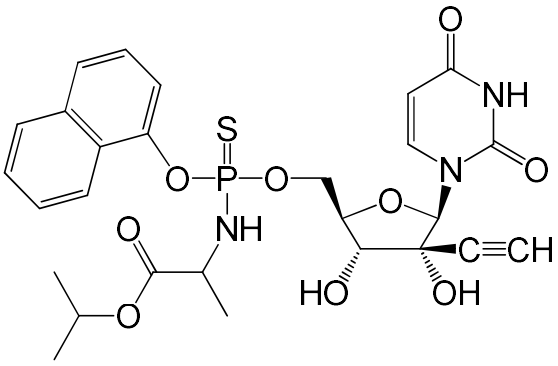
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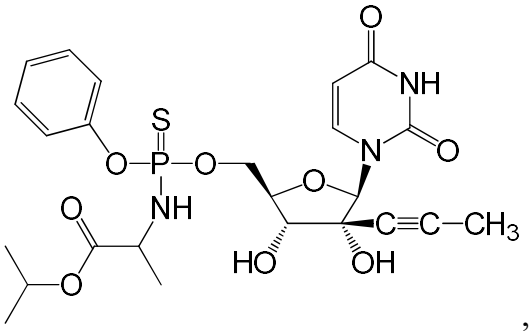
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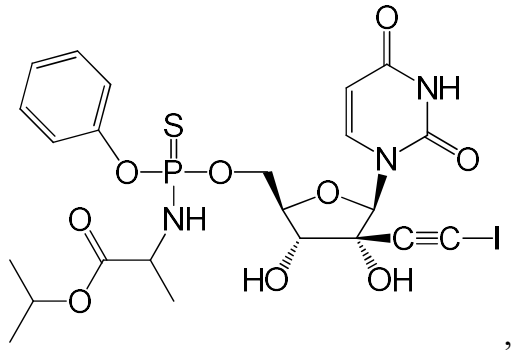
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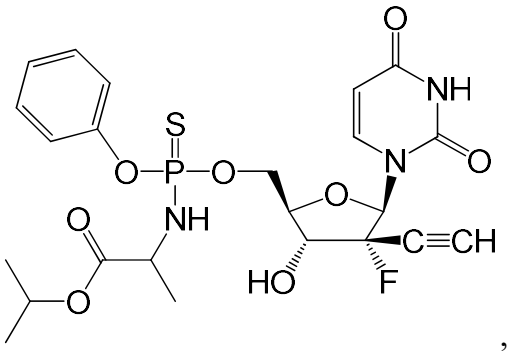
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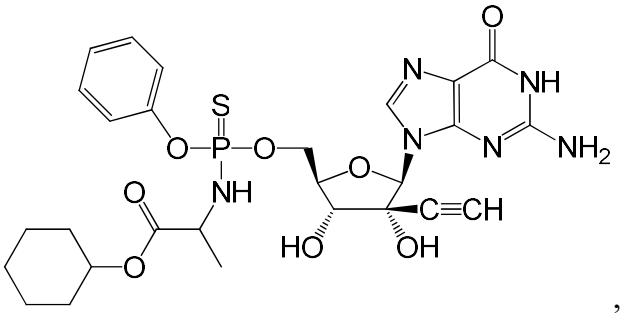
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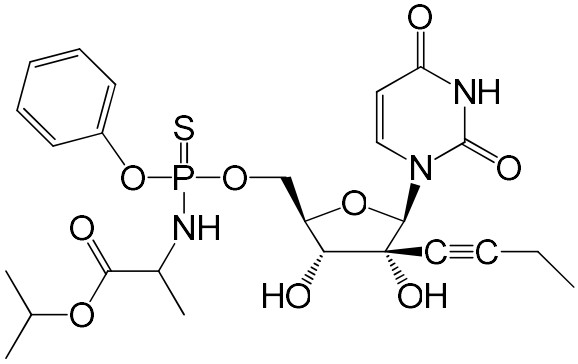
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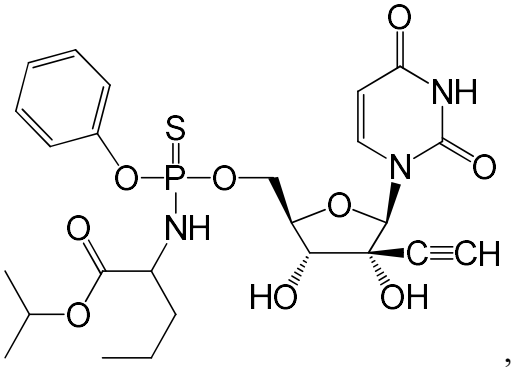
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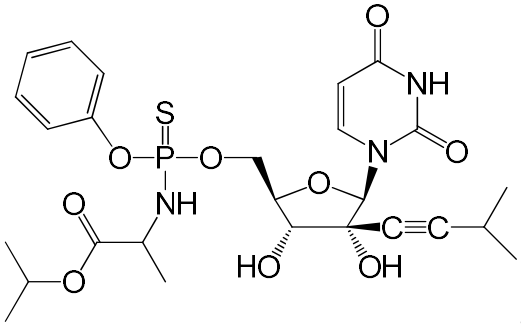
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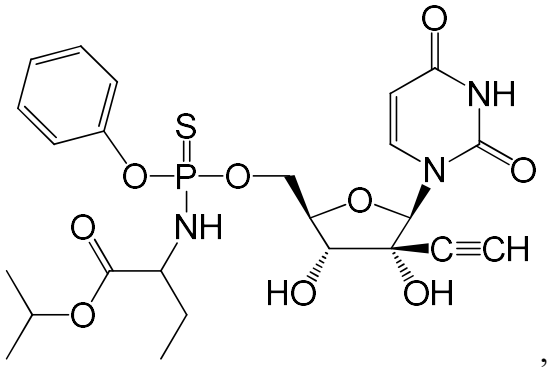
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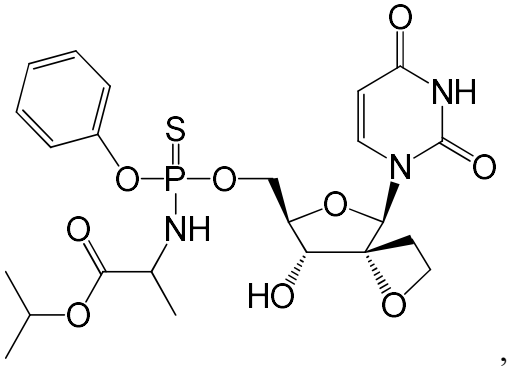
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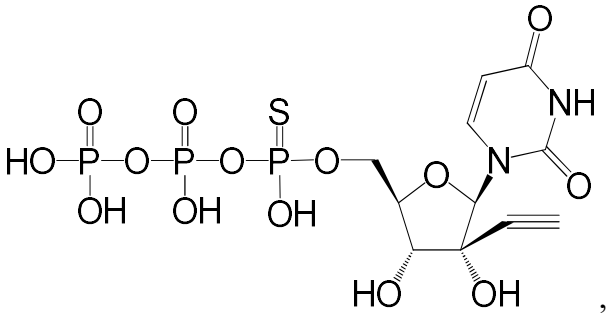
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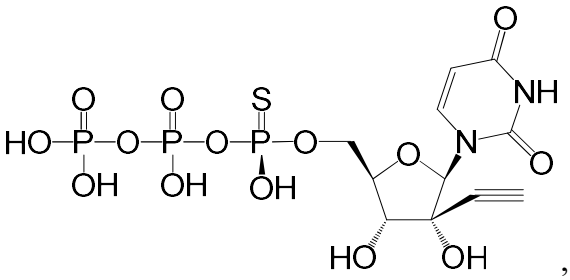
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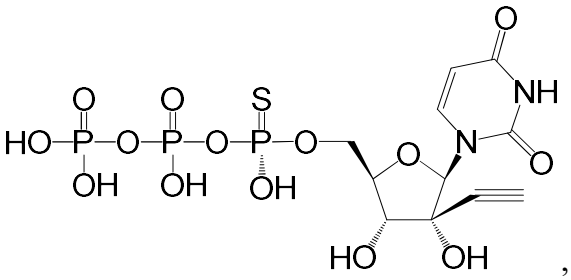
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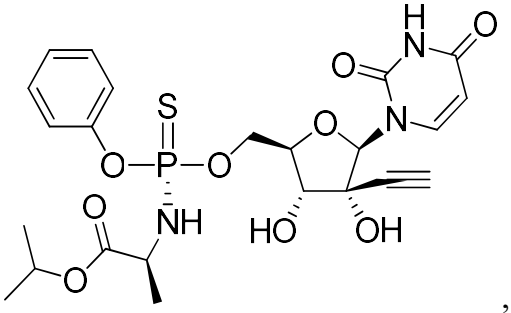
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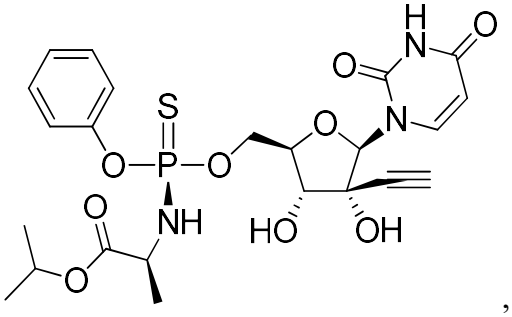
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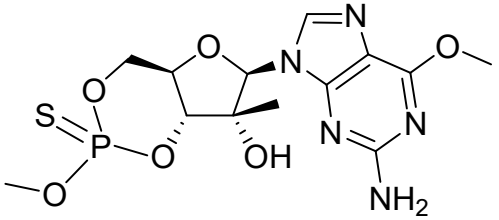
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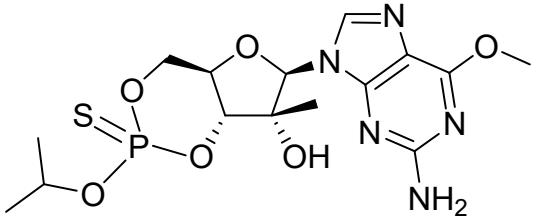
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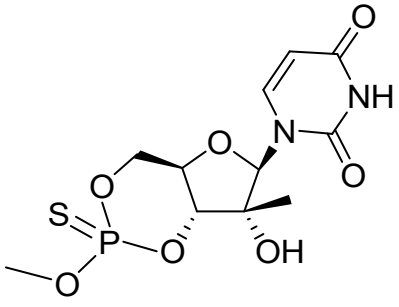
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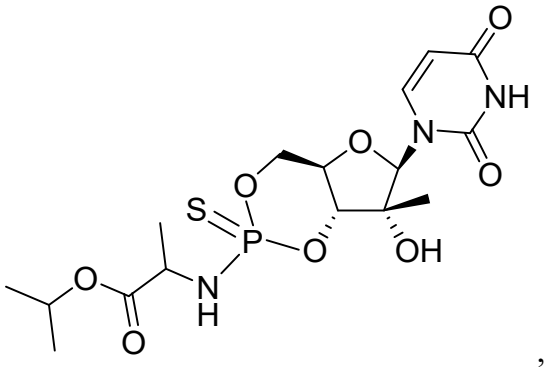
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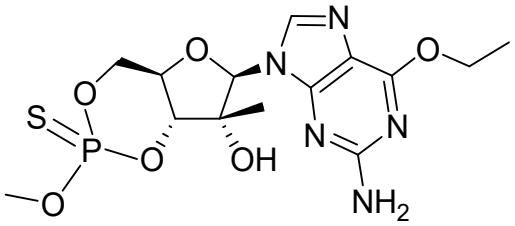
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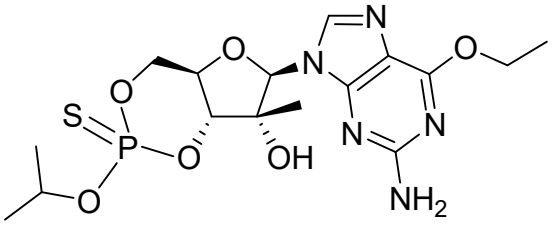
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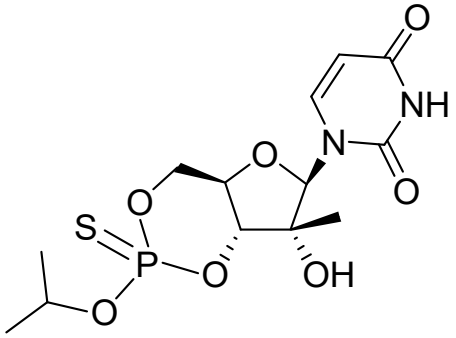
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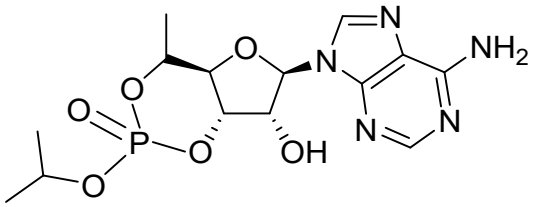
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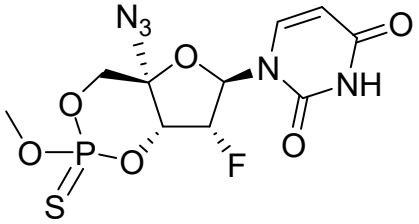
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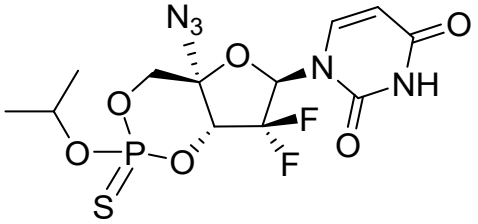
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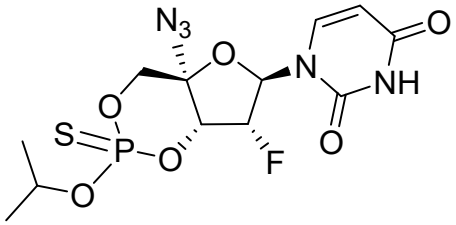
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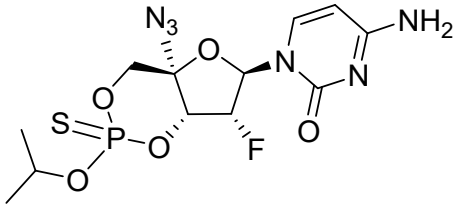
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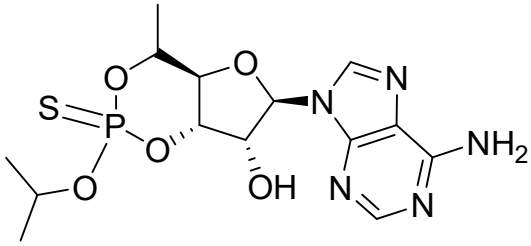
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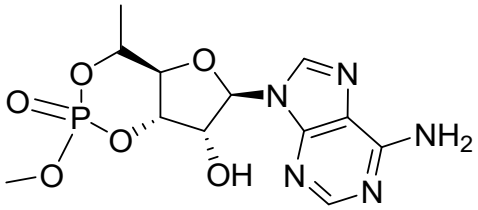
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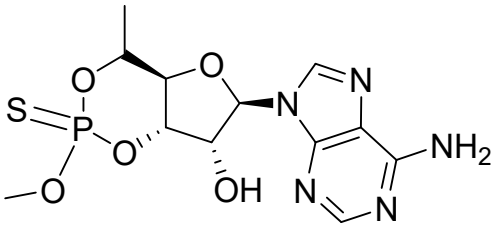
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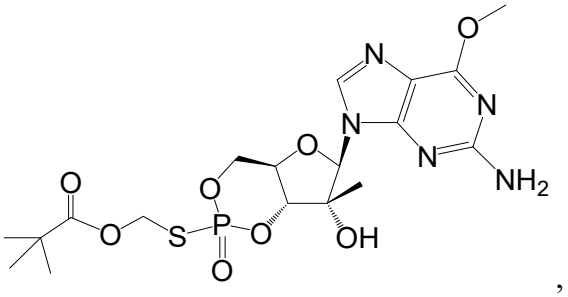
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or a pharmaceutically acceptable salt of any of the aforementioned compounds.