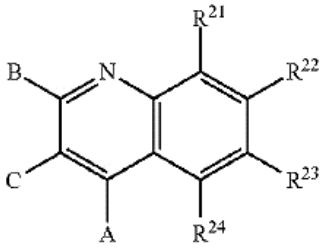
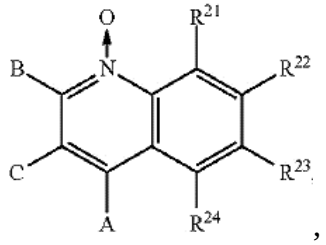
We claim:

1. A compound of claim having a structural Formula (IIIa) or (IIIa'),


(IIIa)

or


(IIIa')

,

or a tautomer, and/or salt thereof, wherein:

A is $-NH_2$;

B is hydrogen, alkyl, -CN, $-OR^4$, $-S(O)_aR^4$, $-NR^4R^5$, $-C(O)NR^4R^5$, $-CO_2R^4$, $-NR^4CO_2R^5$, $-NR^4C(O)NR^5R^6$, $-NR^4C(S)NR^5R^6$, $-NR^4C(=NH)NR^5R^6$, $-SO_2NR^4R^5$, $-NR^4SO_2R^5$, $-NR^4SO_2NR^5R^6$, $-B(OR^4)(OR^5)$, $-P(O)(OR^4)(OR^5)$, or $-P(O)(R^4)(OR^5)$;

C is $-CO_2R^7$;

a is 0, 1 or 2;

R^4, R^5, R^6, and R^7 are independently hydrogen, alkyl, substituted alkyl, aryl, substituted aryl, arylalkyl, substituted arylalkyl, acyl, substituted acyl, heteroalkyl, substituted heteroalkyl, heteroaryl, substituted heteroaryl, heteroarylalkyl or substituted heteroarylalkyl; or alternatively, R^4 and R^5, or R^5 and R^6, together with the atoms to which they are bonded, form a cycloheteroalkyl or substituted cycloheteroalkyl ring

R^{21} is hydrogen;

R^{22} is hydrogen, alkyl, substituted alkyl, halo, -CN, or $-OR^{27}$;

R^{23} is hydrogen, alkyl, substituted alkyl, -CN, $-OR^{29}$, $-S(O)_fR^{29}$, $-OC(O)R^{29}$, $-NR^{29}R^{30}$, $-C(O)NR^{29}R^{30}$, $-C(O)R^{29}$, $-CO_2R^{29}$, $-SO_2NR^{29}R^{30}$, or $-NR^{29}SO_2R^{30}$;

R^{24} is -O-L^1-L^2-R^{33} or -OR^{33};

L^1 is alkylene or substituted alkylene;

L^2 is -NR^{34}-, -O-, -S-, -NR^{34}-C(O)-, -C(O)-NR^{34}-, -O-C(O)-, -C(O)-O-, -NR^{34}-C(O)-O-, -O-C(O)-NR^{34}-, -NR^{34}-C(O)-NR^{35}-, -O-C(O)-O-, -heterocyclylene-C(O)-, or -(substituted heterocyclylene)-C(O)-;

R^{33} is alkyl, substituted alkyl, carbocyclyl, substituted carbocyclyl; aryl, substituted aryl, arylalkyl, substituted arylalkyl, heterocyclyl, substituted heterocyclvl, heteroalkyl, substituted heteroalkyl, heteroaryl, substituted heteroaryl, heteroarylalkyl, or substituted heteroarylalkyl;

R^{34} and R^{35} are independently hydrogen, alkyl, substituted alkyl, carbocyclyl, substituted carbocyclyl; aryl, substituted aryl, arylalkyl, substituted arylalkyl, heterocyclyl, substituted heterocyclyl, heteroalkyl, substituted heteroalkyl, heteroaryl, substituted heteroaryl, heteroarylalkyl, or substituted heteroarylalkyl;

f and g are independently 0, 1 or 2; and

R^{27}, R^{29}, and R^{30} are independently hydrogen, or alkyl;

wherein substituted, when used to modify a specified group or radical, means that one or more hydrogen atoms of the specified group or radical are each independently replaced with one or more substituent group(s);

wherein substituent groups on saturated carbon atoms in the substituted group or radical include one or more of -R^a, halo, -O^-, =O, -OR^b, -SR^b, -S^-, =S, -NR^cR^c, =NR^b, =N-OR^b, trihalomethyl, -CF_3, -CN, -OCN, -SCN, -NO, -NO_2, =N_2, -N_3, -$S(O)_2R^b$, -$S(O)_2NR^b$, -$S(O)_2O^-$, -$S(O)_2OR^b$, -$OS(O)_2R^b$, -$OS(O)_2O^-$, -$OS(O)_2OR^b$, -$P(O)(O^-)_2$, -$P(O)(OR^b)(O^-)$, -$P(O)(OR^b)(OR^b)$, -$C(O)R^b$, -$C(S)R^b$, -$C(NR^b)R^b$, -$C(O)O^-$, -$C(O)OR^b$, -$C(S)OR^b$, -$C(O)NR^cR^c$, -$C(NR^b)NR^cR^c$, -$OC(O)R^b$, -$OC(S)R^b$, -$OC(O)O^-$, -$OC(O)OR^b$, -$OC(S)OR^b$, -$NR^bC(O)R^b$, -$NR^bC(S)R^b$, -$NR^bC(O)O^-$, -$NR^bC(O)OR^b$, -$NR^bC(S)OR^b$, -$NR^bC(O)NR^cR^c$, -$NR^bC(NR^b)R^b$ or -$NR^bC(NR^b)NR^cR^c$,

wherein each R^a is independently selected from the group consisting of alkyl, cycloalkyl, heteroalkyl, cycloheteroalkyl, aryl, arylalkyl, heteroaryl and heteroarylalkyl; each R^b is independently hydrogen or R^a; and each R^c is

independently R^b or alternatively, the two R^cs may be taken together with the nitrogen atom to which they are bonded form a 4-, 5-, 6- or 7-membered cycloheteroalkyl which may optionally include from 1 to 4 of the same or different additional heteroatoms selected from the group consisting of O, N and S;

wherein the one or more substituent groups, taken together with the atoms to which they are bonded, may form a cyclic ring including cycloalkyl and cycloheteroalkyl;

wherein substituent groups on unsaturated carbon atoms in the specified group or radical include $-R^a$, halo, $-O^-$, $-OR^b$, $-SR^b$, $-S^-$, $-NR^cR^c$, trihalomethyl, $-CF_3$, -CN, -OCN, -SCN, -NO, $-NO_2$, $-N_3$, $-S(O)_2,R^b$, $-S(O)_2O^-$, $-S(O)_2OR^b$, $-OS(O)_2R^b$, $-OS(O)_2O^-$, $-OS(O)_2OR^b$, $-P(O)(O^-)_2$, $-P(O)(OR^b)(O^-)$, $-P(O)(OR^b)(OR^b)$, $-C(O)R^b$, $-C(S)R^b$, $-C(NR^b)R^b$, $-C(O)O^-$, $-C(O)OR^b$, $-C(S)OR^b$, $-C(O)NR^cR^c$, $-C(NR^b)NR^cR^c$, $-OC(O)R^b$, $-OC(S)R^b$, $-OC(O)O^-$, $-OC(O)OR^b$, $-OC(S)OR^b$, $-NR^bC(O)R^b$, $-NR^bC(S)R^b$, $-NR^bC(O)O^-$, $-NR^bC(O)OR^b$, $-NR^bC(S)OR^b$, $-NR^bC(O)NR^cR^c$, $-NR^bC(NR^b)R^b$ or $-NR^bC(NR^b)NR^cR^c$;

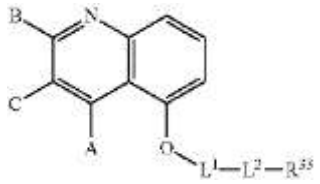
wherein substituent groups on nitrogen atoms in heteroatom-containing groups include $-R^a$, $-O^-$, $-OR^b$, $-SR^b$, $-S^-$, $-NR^cR^c$, trihalomethyl, $-CF_3$, -CN, -NO, $-NO_2$, $-S(O)_2R^b$, $-S(O)_2O^-$, $-S(O)_2OR^b$, $-OS(O)_2R^b$, $-OS(O)_2O^-$, $-OS(O)_2OR^b$, $-P(O)(O^-)_2$, $-P(O)(OR^b)(O^-)$, $-P(O)(OR^b)(OR^b)$, $-C(O)R^b$, $-C(S)R^b$, $-C(NR^b)R^b$, $-C(O)OR^b$, $-C(S)OR^b$, $-C(O)NR^cR^c$, $-C(NR^b)NR^cR^c$, $-OC(O)R^b$, $-OC(S)R^b$, $-OC(O)OR^b$, $-OC(S)OR^b$, $-NR^bC(O)R^b$, $-NR^bC(S)R^b$, $-NR^bC(O)OR^b$, $-NR^bC(S)OR^b$, $-NR^bC(O)NR^cR^c$, $-NR^bC(NR^b)R^b$ or $-NR^bC(NR^b)NR^cR^c$; and

wherein substituents used to substitute a specified group can be further substituted with one or more of the same or different substituent groups.

2. The compound of claim 1, wherein R^{21}, R^{22}, and R^{23} are all hydrogen.

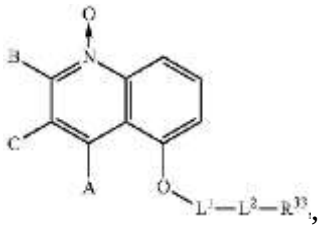
3. The compound of claim 1, wherein R^{21} and R^{22} are all hydrogen.

4. The compound of claim 1 having a structural Formula (IIIb) or (IIIb'),



(IIIb)

or



(IIIb')

or a tautomer, and/or salt thereof; wherein

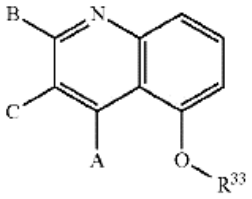
L^1 is alkylene or substituted alkylene;

L^2 is $-NR^{34}-$, -O-, -S-, $-NR^{34}$-C(O)-, -C(O)-NR^{34}-, -O-C(O)-, -C(O)-O-, $-NR^{34}$-C(O)-O-, -O-C(O)-NR^{34}-, $-NR^{34}$-C(O)-NR^{35}-, -O-C(O)-O-, -heterocyclylene-C(O)-, or -(substituted heterocyclylene)-C(O)-;

R^{33} is alkyl, substituted alkyl, carbocyclyl, substituted carbocyclyl; aryl, substituted aryl, arylalkyl, substituted arylalkyl, heterocyclyl, substituted heterocyclyl, heteroalkyl, substituted heteroalkyl, heteroaryl, substituted heteroaryl, heteroarylalkyl, or substituted heteroarylalkyl; and

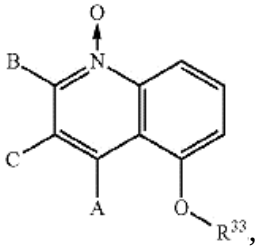
R^{34} and R^{35} are independently hydrogen, alkyl, substituted alkyl, carbocyclyl, substituted carbocyclyl; aryl, substituted aryl, arylalkyl, substituted arylalkyl, heterocyclyl, substituted heterocyclyl, heteroalkyl, substituted heteroalkyl, heteroaryl, substituted heteroaryl, heteroarylalkyl, or substituted heteroarylalkyl.

5. The compound of claim 1 having a structural Formula (IIIc), or (IIIc'),



(IIIc)

or



(IIIc')

or a tautomer, and/or salt, thereof; wherein

R^{33} is alkyl, substituted alkyl, carbocyclyl, substituted carbocyclyl; aryl, substituted aryl, arylalkyl, substituted arylalkyl, heterocyclyl, substituted heterocyclyl, heteroalkyl, substituted heteroalkyl, heteroaryl, substituted heteroaryl, heteroarylalkyl, or substituted heteroarylalkyl.

6. The compound of claim 5, wherein

R^{33} is alkyl, substituted alkyl, carbocyclyl, substituted carbocyclyl; heterocyclyl, substituted heterocyclyl, heteroalkyl, or substituted heteroalkyl.

7. The compound of claim 4, wherein

A is $-NH_2$;

B is hydrogen, or alkyl;

C is $-CO_2R^7$;

L^1 is alkylene or substituted alkylene;

L^2 is $-NR^{34}-$, -O-, $-NR^{34}-C(O)-$, $-C(O)-NR^{34}-$, -O-C(O)-, -C(O)-O-, -hetercyclylene

-C(O)-, or -(substituted hetercyclylene)-C(O)-;

R^{33} is alkyl, substituted alkyl, carbocyclyl, substituted carbocyclyl; aryl, substituted aryl, arylalkyl, substituted arylalkyl, heterocyclyl, substituted heterocyclyl, heteroalkyl, substituted heteroalkyl, heteroaryl, substituted heteroaryl, heteroarylalkyl, or substituted heteroarylalkyl; and

R^{34} and R^{35} are independently hydrogen, alkyl, or substituted alkyl.

8. The compound of claim 5, wherein

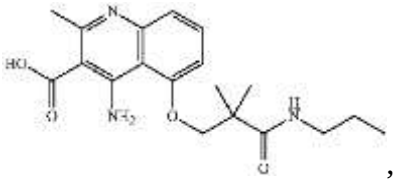
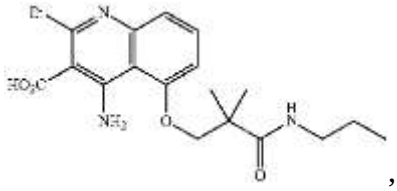
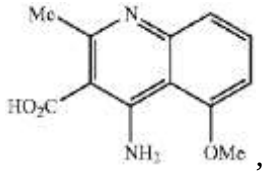
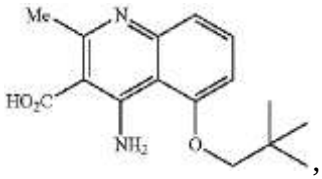
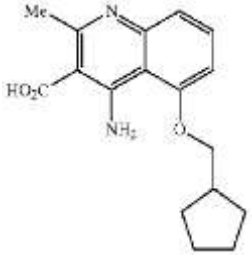
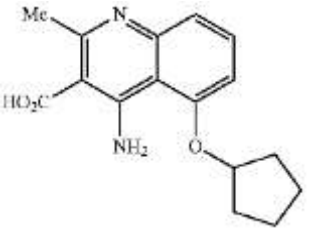
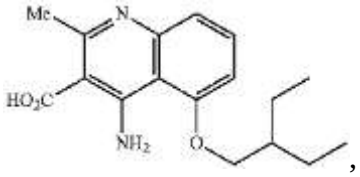
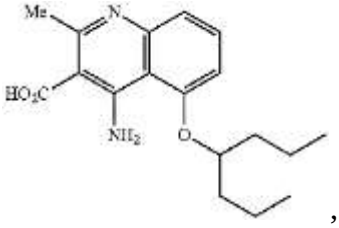
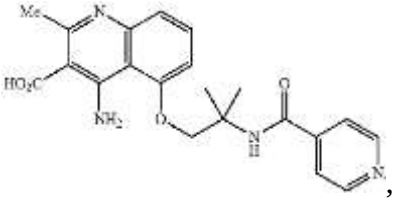
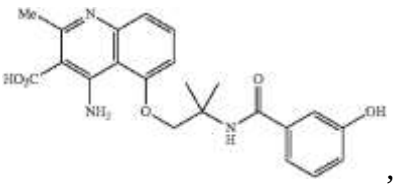
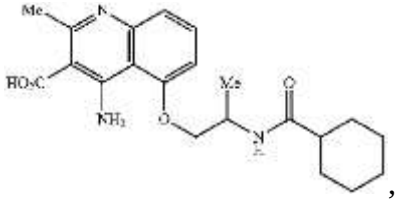
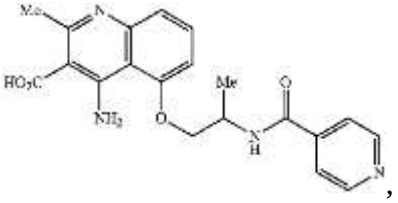
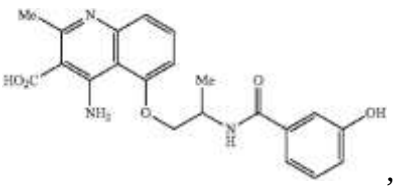
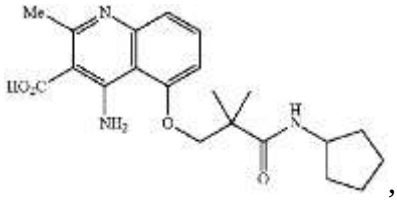
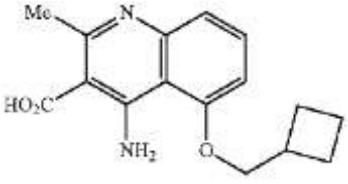
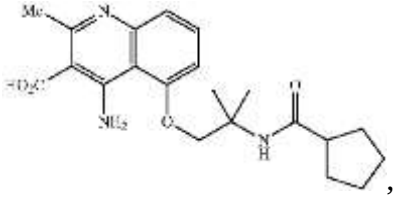
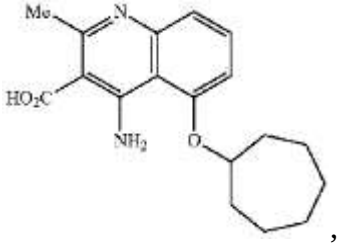
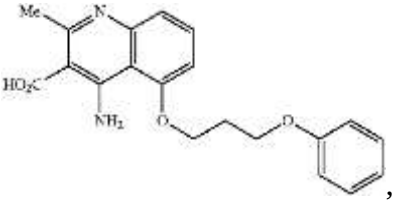
A is $-NH_2$;

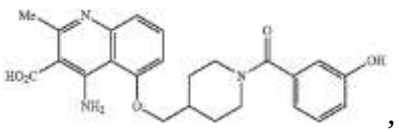
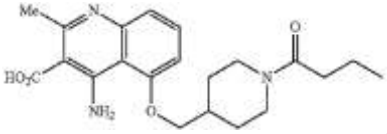
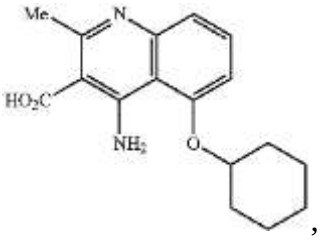
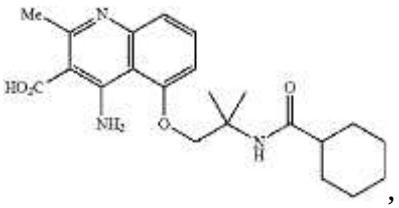
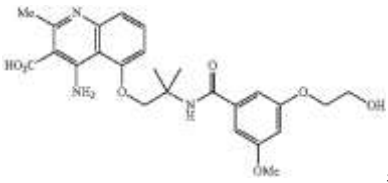
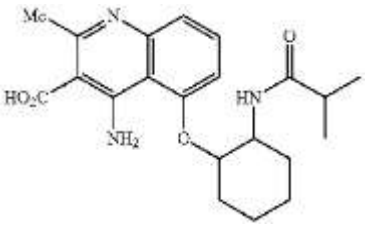
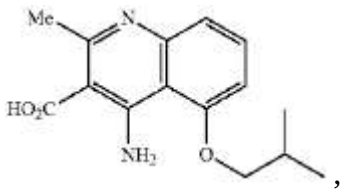
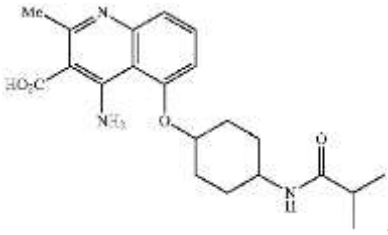
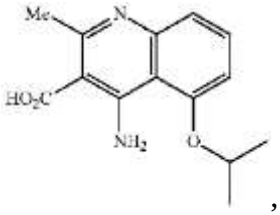
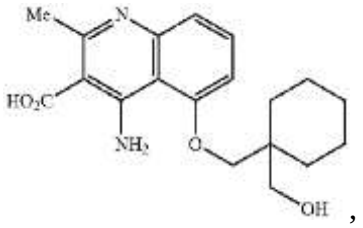
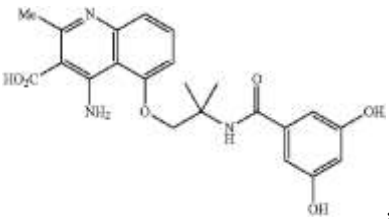
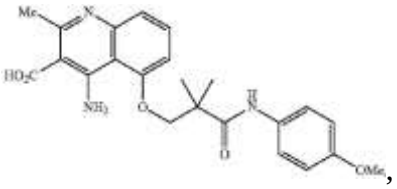
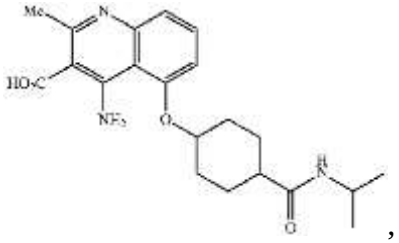
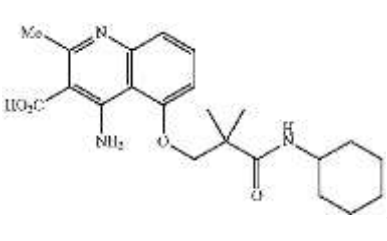
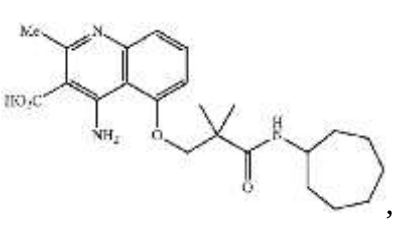
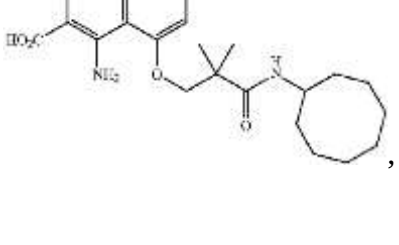
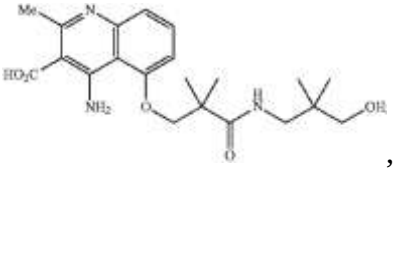
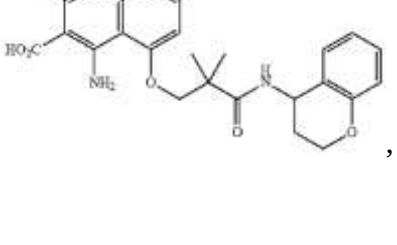
B is hydrogen, or alkyl;

C is $-CO_2R^7$;

R^{33} is alkyl, substituted alkyl, carbocyclyl, substituted carbocyclyl; heterocyclyl, substituted heterocyclyl, heteroalkyl, or substituted heteroalkyl.

9. The compound of claim 1, which is selected from the group consisting of

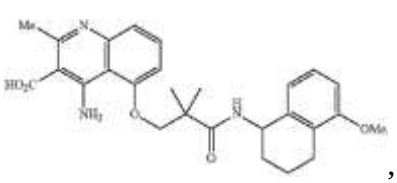
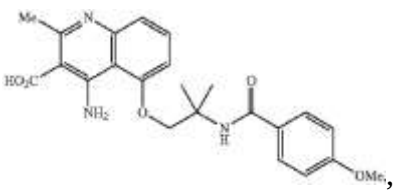
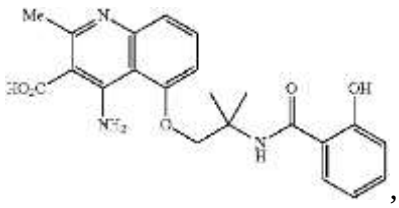
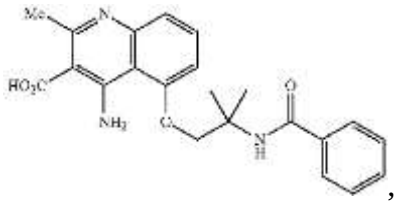
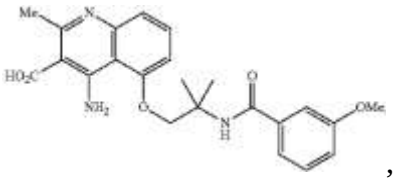
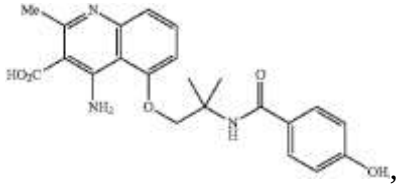
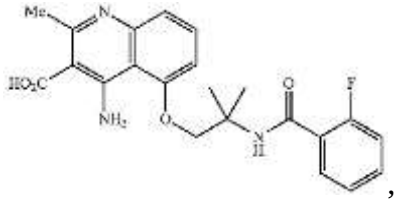
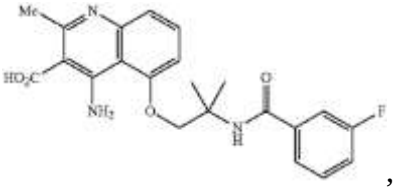
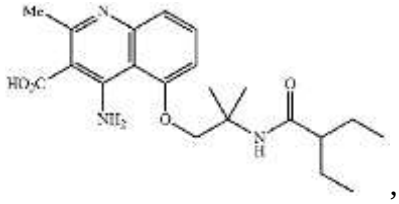
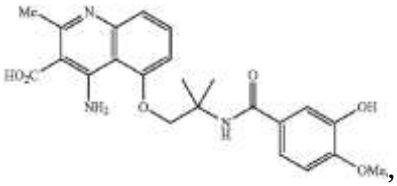
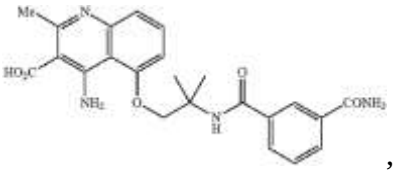
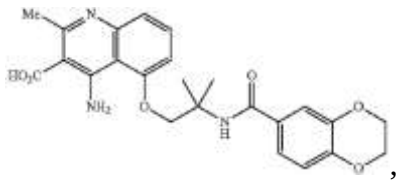
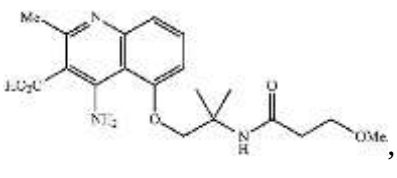
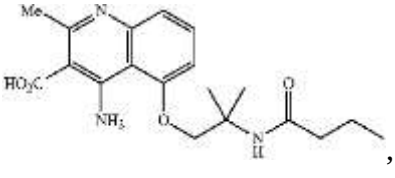
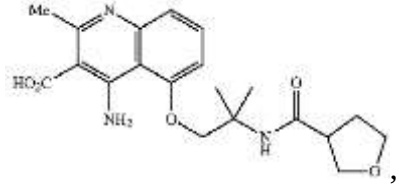
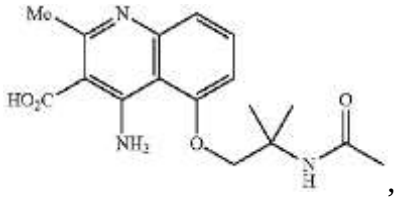
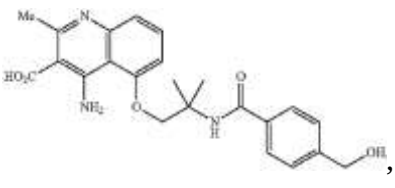
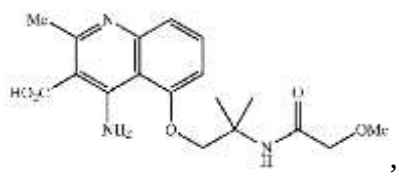
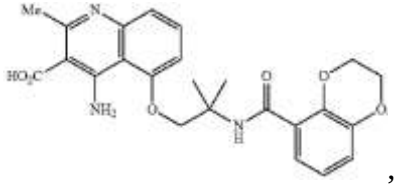
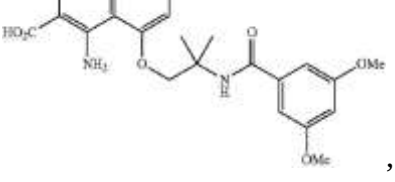
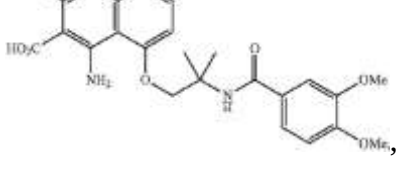

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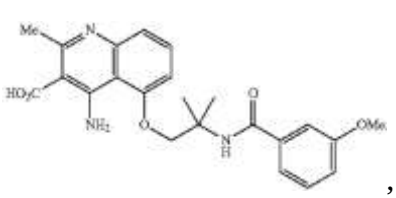
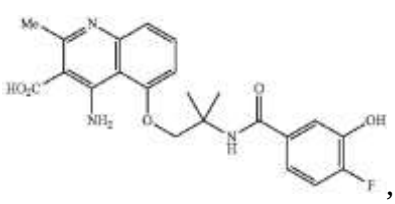
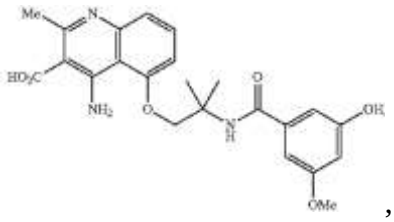

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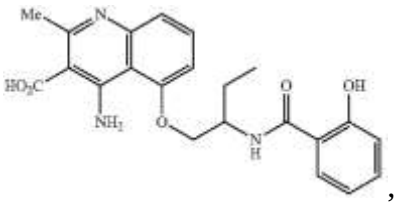
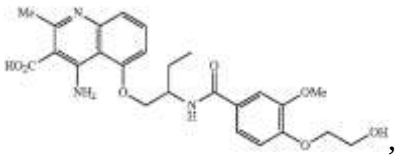
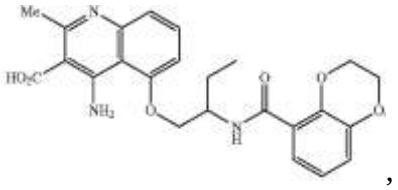
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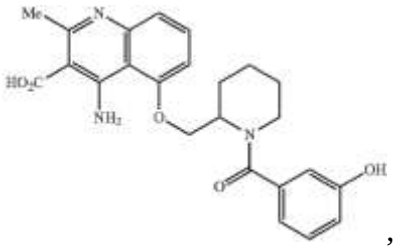
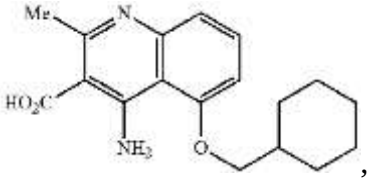
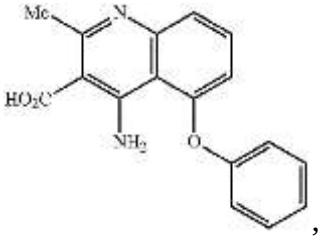
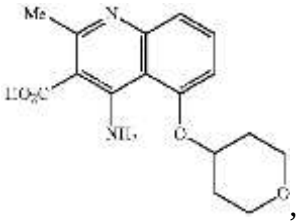
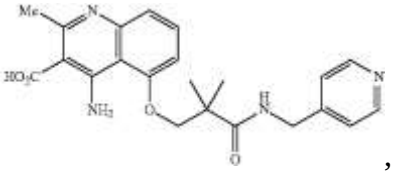
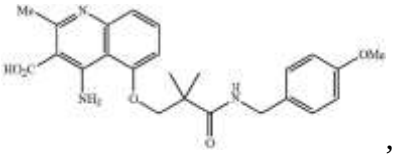
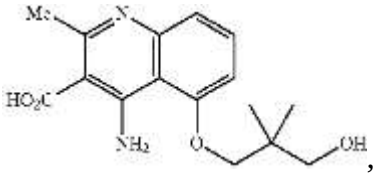
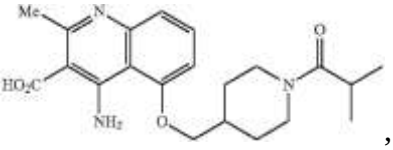
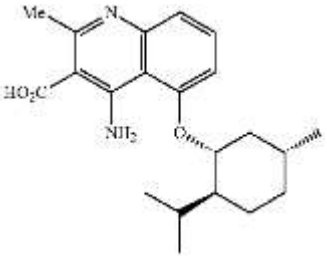
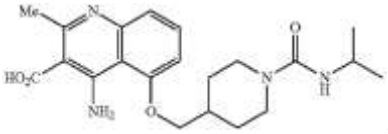
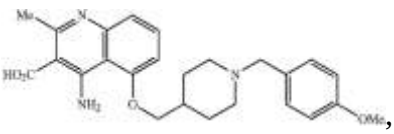
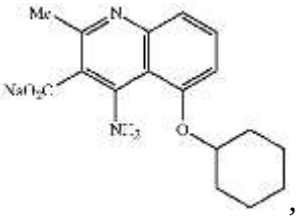
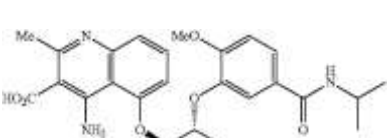
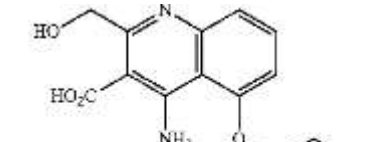
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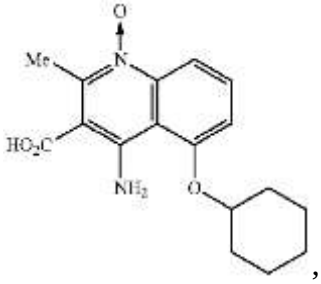
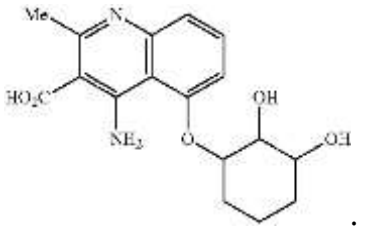
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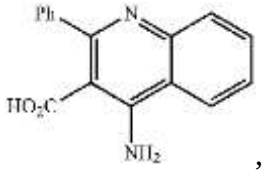
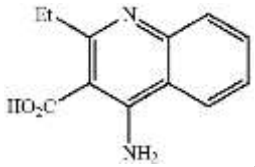
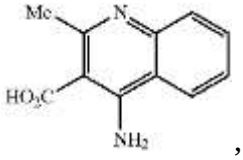
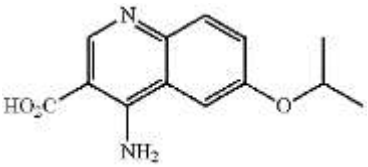
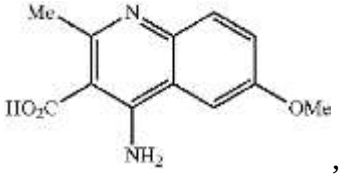
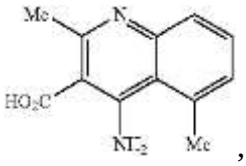
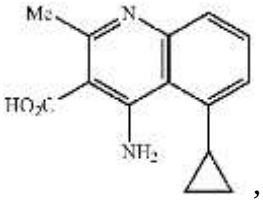
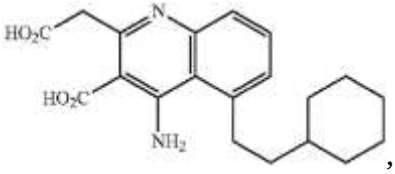
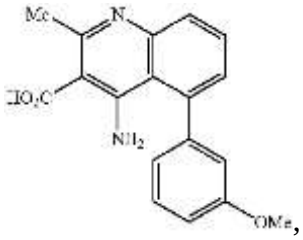
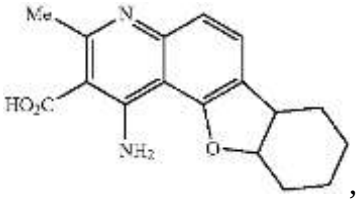
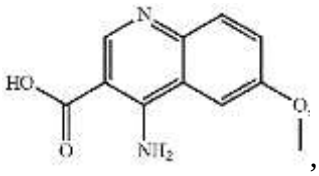
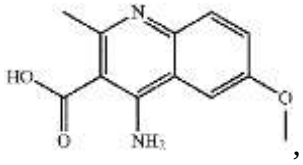
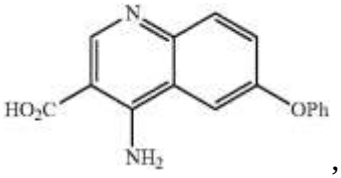
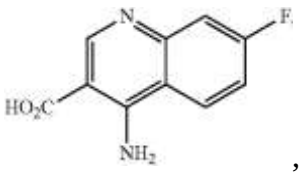
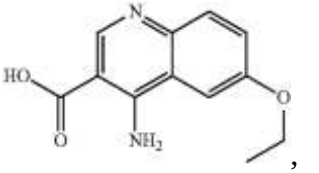
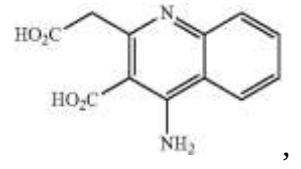

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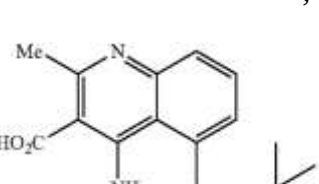
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10. The compound of claim 1, which is selected from the group consisting of


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or a tautomer, and/or salt, thereof.