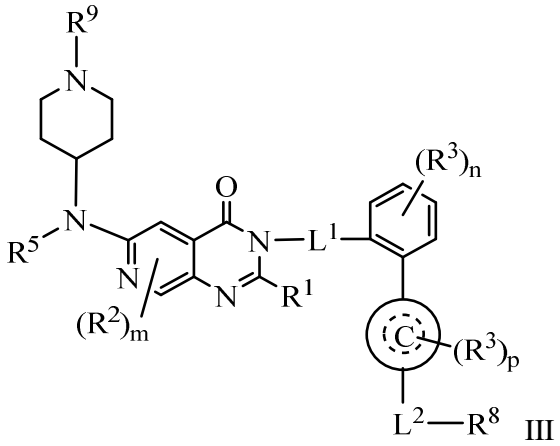
CLAIMS

1. A compound of Formula III:



III

or a pharmaceutically acceptable salt thereof, wherein:

L^1 is $–(CH_2)–$, $–(CH_2)_2–$, $–(CH_2)_3–$, $–CH((C_1\text{-}C_8)alkyl)(CH_2)–$, $–CH((C_1\text{-}C_8)alkyl)(CH_2)_2–$, $–(CH_2)_2\text{-}O–$, $–CH_2CH{=}CH–$, $–CH_2C{\equiv}C–$ or $–CH_2(cyclopropyl)–$;

L^2 is $-C(R^6)(R^6)-$, $-C(R^6)(R^6)C(R^6)(R^6)-$, $-C(R^6){=}C(R^6)-$, $-N(R^5)C(R^6)(R^6)-$, $-OC(R^6)(R^6)-$, $-C(=O)-$, $-C(=O)N(R^5)C(R^6)(R^6)-$ or a bond;

Ring C is a heteroaryl;

R^1 is H, OH, halo, CN, $(C_1\text{-}C_8)$alkyl, $(C_1\text{-}C_8)$haloalkyl, $(C_3\text{-}C_6)$cycloalkyl or NR^5R^5;

R^2 is independently H, halo, CN, NO, NO_2, C≡H, $(C_1\text{-}C_8)$alkyl, $(C_1\text{-}C_8)$haloalkyl, CH_2SR^5, OR^5, NHR^5, NR^5R^5, $[(C_1\text{-}C_8)alkylene]heterocyclyl$, $[(C_1\text{-}C_8)alkylene]heteroaryl$, $[(C_1\text{-}C_8)alkylene]NHR^5$, $[(C_1\text{-}C_8)alkylene]NR^5R^5$, $[(C_1\text{-}C_8)alkylyne]NR^5R^5$, $C(O)R^5$, $C(O)OR^5$, $C(O)NHR^5$, $C(O)NR^5R^5$, SR^5, $S(O)R^5$, SO_2R^5, SO_2NHR^5, $SO_2NR^5R^5$, $NH(CO)R^6$, $NR^5(CO)R^6$, aryl, heteroaryl, cycloalkyl or heterocyclyl;

R^3 is independently OH, halo, CN, NO_2, $(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$haloalkyl, $(C_1\text{-}C_6)$alkoxy, C≡H, NHR^7, NR^7R^7, CO_2H, CO_2R^7, $[(C_1\text{-}C_3)alkylene]$ $(C_1\text{-}C_3)$alkoxy, $[(C_1\text{-}C_3)alkylene]CO_2H$, $(C_3\text{-}C_5)$cycloalkyl, =O. =S, SR^7, SO_2R^7, $NH(CO)R^7$ or $NR^7(CO)R^7$;

R^5 is independently H, $(C_1\text{-}C_3)$alkyl, $(C_1\text{-}C_3)$haloalkyl, $(C_3\text{-}C_5)$cycloalkyl or heterocyclyl;

R^6 is independently H, OH, halo, CN, $(C_1\text{-}C_3)$alkyl, $(C_1\text{-}C_3)$haloalkyl, $(C_1\text{-}C_3)$alkoxy, NHR^7, NR^7R^7, CO_2H, $[(C_1\text{-}C_3)alkylene]CO_2H$, $(C_3\text{-}C_5)$cycloalkyl, SR^7, $NH(CO)R^7$ or $NR^7(CO)R^7$;

R^7 is independently H, $(C_1\text{-}C_8)$alkyl, $(C_1\text{-}C_8)$haloalkyl, cycloalkyl, heterocyclyl, aryl or heteroaryl;

R^8 is H, OH, CO_2H, CO_2R^7, $CF_2C(R^6)_2OH$, $C(R^6)_2OH$, $C(CF_3)_2OH$, SO_2H, SO_3H, $CF_2SO_2C(R^6)_3$, $CF_2SO_2N(H)R^5$, $SO_2N(H)R^5$, $SO_2N(H)C(O)R^6$, $C(O)N(H)SO_2R^5$, C(O)haloalkyl, $C(O)N(H)OR^5$, $C(O)N(R^5)OH$, $C(O)N(H)R^5$, $C(O)NR^5C(O)N(R^5)_2$, $P(O)(OR^5)OH$, $P(O)(O)N(H)R^5$, $P(O)(C(R^6)_3)C(R^6)_3$, $B(OH)_2$, heterocyclyl or heteroaryl;

R^9 is H, $(C_1\text{-}C_8)$alkyl, $(C_1\text{-}C_8)$haloalkyl, cycloalkyl or heterocyclyl;

m is 0, 1, or 2;

n is 0, 1, 2 or 3;

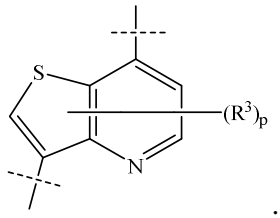
p is 0, 1, 2 or 3;

wherein any alkyl, alkylene, cycloalkyl, heterocyclyl, heteroaryl or aryl is optionally substituted with 1, 2 or 3 groups selected from OH, CN, SH, SCH_3, SO_2CH_3, SO_2NH_2, $SO_2NH(C_1\text{-}C_4)$alkyl, halogen, NH_2, $NH(C_1\text{-}C_4)$alkyl, $N[(C_1\text{-}C_4)\text{alkyl}]_2$, NH(aryl), $C(O)NH_2$, C(O)NH(alkyl), $CH_2C(O)NH$(alkyl), COOH, COOMe, acetyl, $(C_1\text{-}C_8)$alkyl, $(C_1\text{-}C_8)$haloalkyl, $O(C_1\text{-}C_8)$alkyl, $O(C_1\text{-}C_8)$haloalkyl, $(C_2\text{-}C_8)$alkenyl, $(C_2\text{-}C_8)$alkynyl, thioalkyl, cyanomethylene, alkylaminyl, alkylene-$C(O)NH_2$, alkylene-C(O)-NH(Me), NHC(O)alkyl, CH_2-C(O)-$(C_1\text{-}C_8)$alkyl, C(O)-$(C_1\text{-}C_8)$alkyl, and alkylcarbonylaminyl.

2. The compound or the salt of claim 1, wherein L^1 is a bond.

3. The compound or the salt of claim 1, wherein Ring C is heteroaryl.

4. The compound or the salt of claim 1, wherein Ring C is



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5. The compound or the salt of claim 1, wherein R^1 is H, $(C_1\text{-}C_8)$alkyl or $(C_1\text{-}C_8)$haloalkyl.

6. The compound or the salt of claim 1, wherein R^2 is halo, CN, $(C_1\text{-}C_8)$alkyl, $(C_1\text{-}C_8)$haloalkyl or OR^5.

7. The compound or the salt of claim 1, wherein R^2 is halo, CN or $(C_1\text{-}C_8)$haloalkyl.

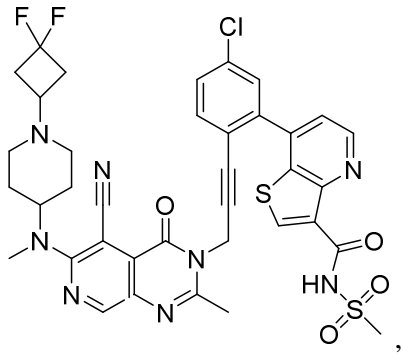
8. The compound or the salt of claim 1, wherein R^5 is H, $(C_1\text{-}C_3)$alkyl or $(C_1\text{-}C_3)$haloalkyl.

9. The compound or the salt of claim 1, wherein R^8 is CO_2H or $C(O)N(H)SO_2R^5$.

10. The compound or the salt of claim 1, wherein R^9 is cycloalkyl or heterocyclyl.

11. The compound or the salt of claim 1, wherein p = 0 or 1.

12. A compound having the formula:



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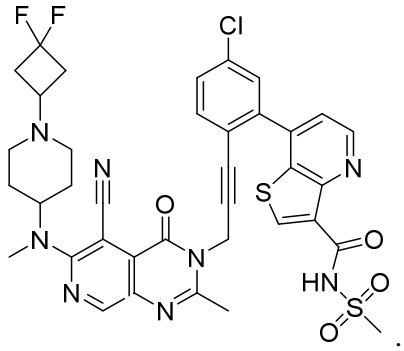
or a pharmaceutically acceptable salt thereof.

13. A compound having the formula:



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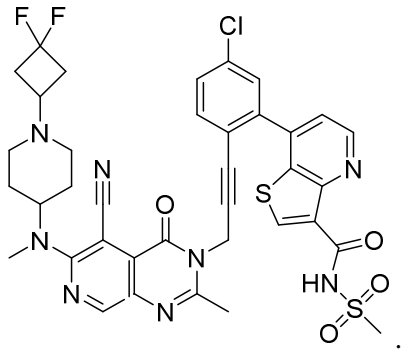
14. A pharmaceutically acceptable salt of a compound having the formula:



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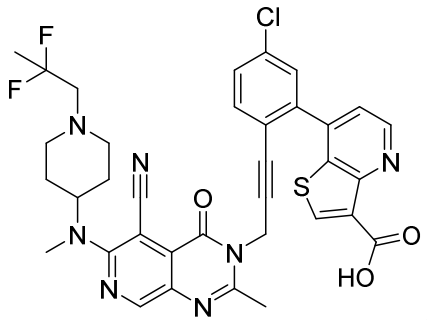
15. A compound having the formula:



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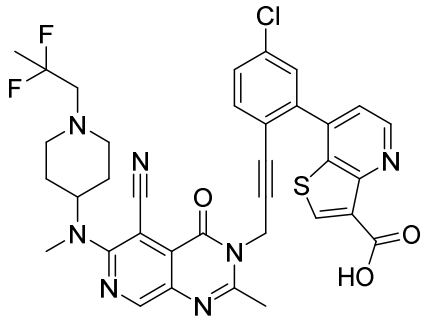
or a pharmaceutically acceptable salt thereof.

16. A compound having the formula:



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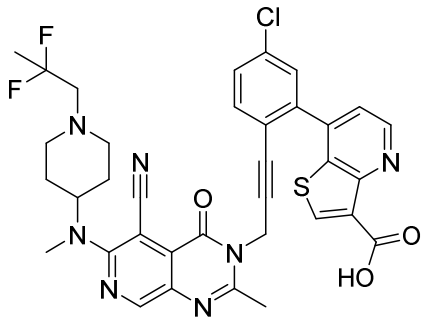
17. A pharmaceutically acceptable salt of a compound having the formula:



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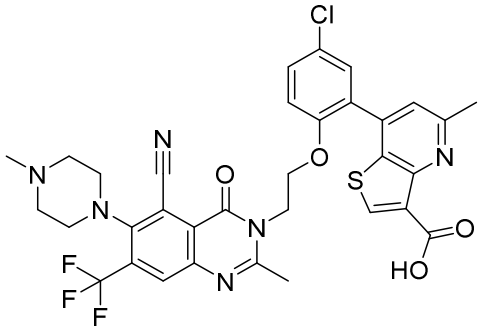
18. A compound having the formula:



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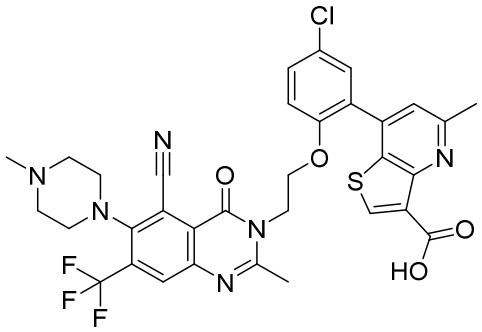
or a pharmaceutically acceptable salt thereof.

19. A compound having the formula:



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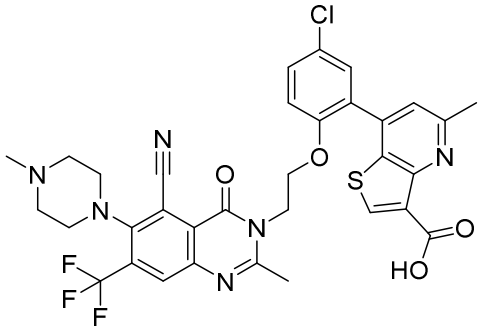
20. A pharmaceutically acceptable salt of a compound having the formula:



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21. A pharmaceutical composition comprising:

(a) a compound or a salt of any one of claims 1-20; and

(b) a pharmaceutically acceptable carrier, diluent, or excipient.

22. Use of a compound or a salt of any one of claims 1-20 in the manufacture of a medicament for treating cancer.

23. The use of claim 22, wherein the cancer is colon cancer, gastric cancer, thyroid cancer, lung cancer, leukemia, B-cell lymphoma, T-cell lymphoma, hairy cell lymphoma, Hodgkin's lymphoma, non-Hodgkin's lymphoma, Burkitt's lymphoma, pancreatic cancer, melanoma, brain cancer, CNS cancer, renal cancer, prostate cancer, ovarian cancer, or breast cancer.

24. The use of claim 23 wherein the cancer is a metastatic cancer.

25. The use of claim 23, wherein the cancer is breast cancer, prostate cancer, or lung cancer.

26. The use of claim 25, wherein the cancer is breast cancer.

27. The use of claim 26, wherein the breast cancer is hormone receptor positive breast cancer.

28. The pharmaceutical composition of claim 21 for use in treating cancer.