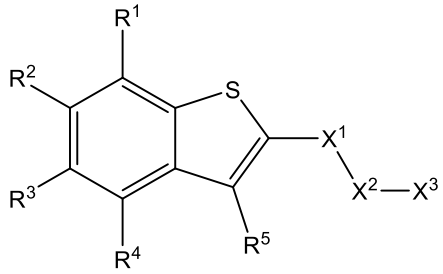
WHAT IS CLAIMED IS:

1. A compound of formula (Ia'):



(Ia')

or a pharmaceutically acceptable salt thereof, wherein

R^1 is selected from the group consisting of H, F, C_1-C_3 alkyl and C_1-C_3 haloalkyl;

R^2 is selected from the group consisting of halogen, C_1-C_3 alkyl, C_1-C_3 haloalkyl, OC_1-C_3 alkyl, OC_1-C_3 haloalkyl, OH, C_2-C_3 alkenyl, C_2-C_3 alkynyl, $N(C_1$-C_3 alkyl$)_2$, $NH(C_1$-C_3 alkyl), and SC_1-C_3 alkyl;

R^3 is selected from the group consisting of halogen, C_1-C_3 alkyl, C_1-C_3 haloalkyl, OC_1-C_3 alkyl, OC_1-C_3 haloalkyl, OH, C_2-C_3 alkenyl, C_2-C_3 alkynyl, $N(C_1$-C_3 alkyl$)_2$, $NH(C_1$-C_3 alkyl), and SC_1-C_3 alkyl;

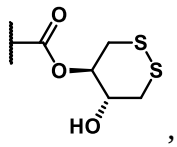
R^4 is selected from the group consisting of H, F, C_1-C_4 alkyl, and C_1-C_3 haloalkyl;

R^5 is selected from H, F, Cl, OR^6,C_1-C_3 alkyl and C_1-C_3 haloalkyl;

each R^6 is independently selected from the group consisting of H, C_1-C_4 alkyl, and C_1-C_4 haloalkyl;

X^1 is C(O);

X^2 is CHR^8CHR^8;

X^3 is selected from the group consisting of $COOR^6$,  , SO_2R^6, and $C(O)N(R^9)_2$; wherein each R^9 is independently selected from the group consisting of H, $COOR^6$, and SO_2R^6

each R^8 is independently selected from the group consisting of H, C_1-C_4 alkyl, C_1-C_4 alkyl substituted by OH, C_1-C_4 alkyl substituted by OC_1-C_3 alkyl and C_3-C_6 cycloalkyl, and where optionally 2 R^8 are taken together, along with the atoms to which they are attached, to form a 3- to 6-membered fused ring.

2. The compound of claim 1 or a pharmaceutically acceptable salt thereof, wherein

R^1 is selected from the group consisting of H and F;

R^2 is selected from the group consisting of Br, Cl, F, CH_3, CH_2CH_3, $CH_2CH_2CH_3$, CH_2CH_2F, $CH=CH_2$, $C\equiv CH$, OH, OCH_3, OCH_2CH_3, $OCHF_2$, SCH_3, and $NHCH_3$;

R^3 is selected from the group consisting of Br, Cl, F, CH_3, CH_2CH_3, $CH_2CH_2CH_3$, CH_2CH_2F, $CH=CH_2$, $C\equiv CH$, OH, OCH_3, OCH_2CH_3, $OCHF_2$, SCH_3, and $NHCH_3$;

R^4 is selected from the group consisting of H and F;

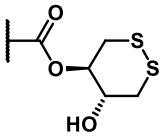
R^5 is selected from the group consisting of H and Cl;

each R^6 is independently selected from the group consisting of H, C_1-C_4 alkyl, and C_1-C_4 haloalkyl;

X^1 is C(O);

X^2 is CHR^8CHR^8;

X^3 is selected from the group consisting of COOH, $COOC(CH_3)_3$, and



; and

each R^8 is selected from the group consisting of H and C_1-C_4 alkyl.

3. The compound of claim 1 or a pharmaceutically acceptable salt thereof, wherein

R^1 is selected from the group consisting of H and F;

R^2 is selected from the group consisting of Br, Cl, F, CH_3, CH_2CH_3, $CH_2CH_2CH_3$, CH_2CH_2F, $CH=CH_2$, $C\equiv CH$, OH, OCH_3, OCH_2CH_3, $OCHF_2$, SCH_3, and $NHCH_3$;

R^3 is selected from the group consisting of Br, Cl, F, CH_3, CH_2CH_3, $CH_2CH_2CH_3$, CH_2CH_2F, $CH=CH_2$, $C\equiv CH$, OH, OCH_3, OCH_2CH_3, $OCHF_2$, SCH_3, and $NHCH_3$;

R^4 is selected from the group consisting of H and F;

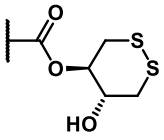
R^5 is selected from the group consisting of H and Cl;

each R^6 is independently selected from the group consisting of H, C_1-C_4 alkyl, and C_1-C_4 haloalkyl;

X^1 is C(O);

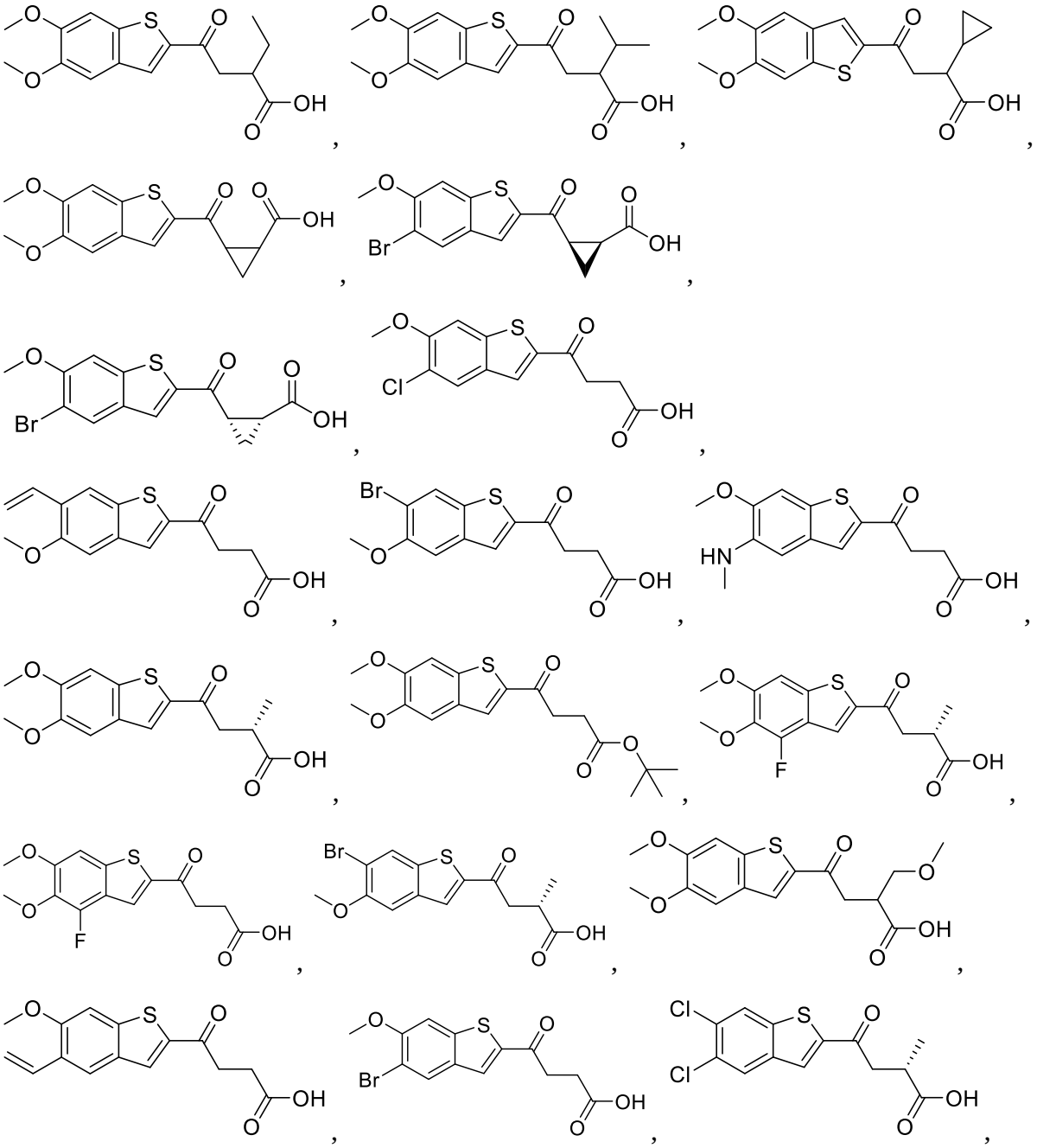
X^2 is CHR^8CHR^8;

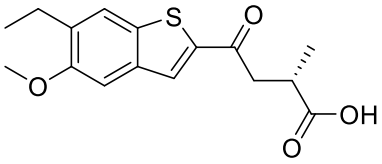
X^3 is selected from the group consisting of COOH, $COOC(CH_3)_3$, and


; and

the 2 R^8 are taken together, along with the atoms to which they are attached, to form a 3- to 6-membered fused ring.

4. A compound selected from the group consisting of:

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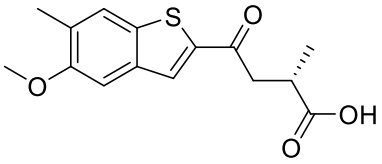
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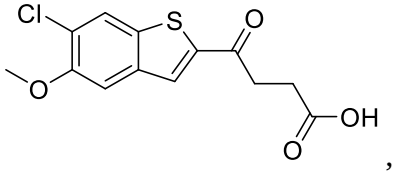
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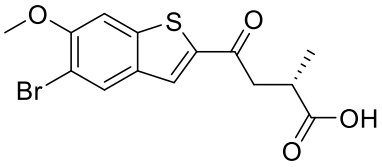
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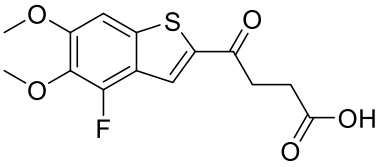
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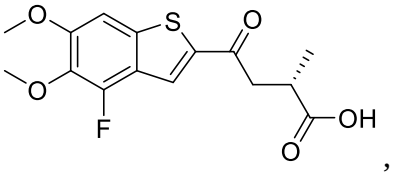
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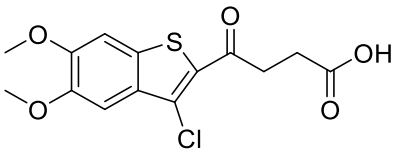
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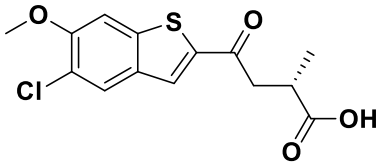
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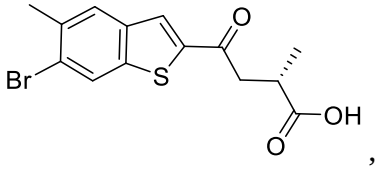
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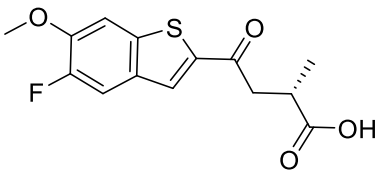
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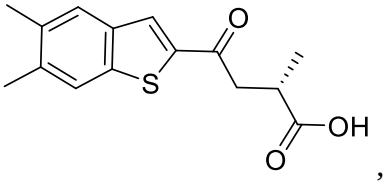
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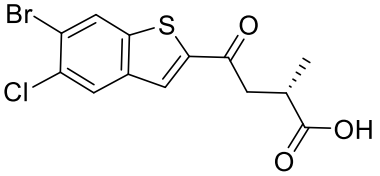
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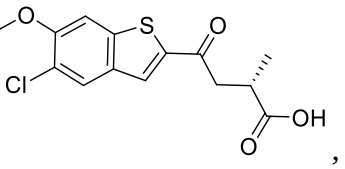
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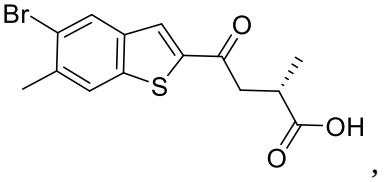
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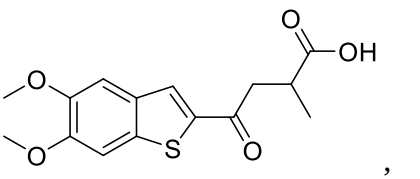
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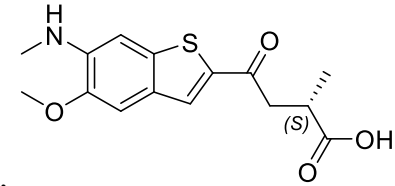
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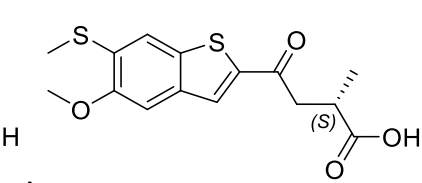
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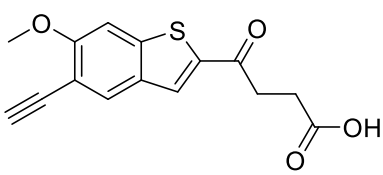
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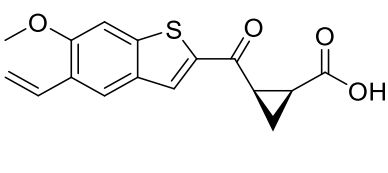
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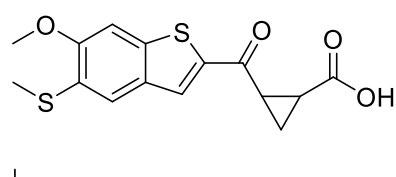
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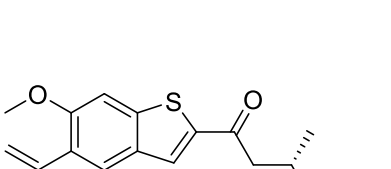
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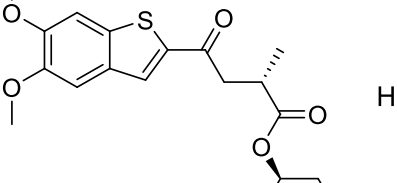
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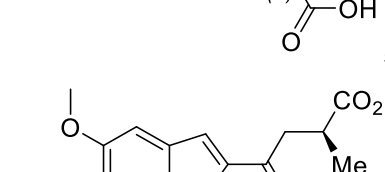
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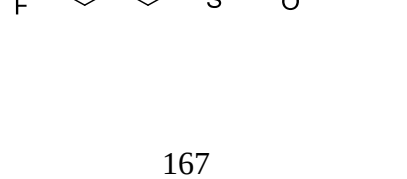
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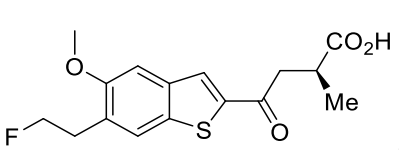
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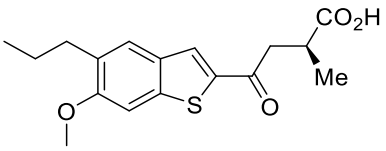
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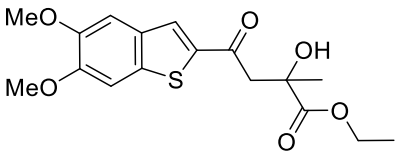
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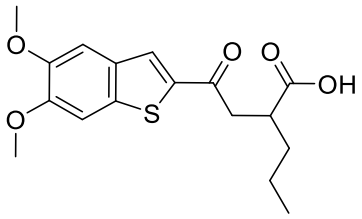
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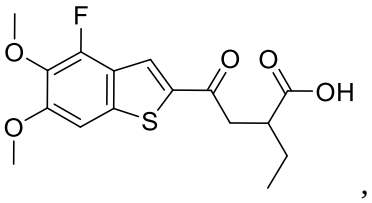
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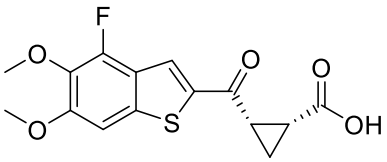
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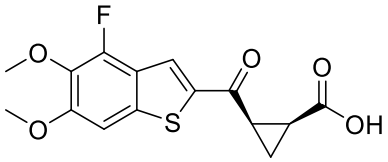
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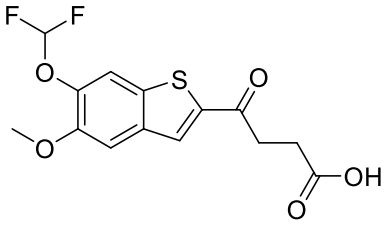
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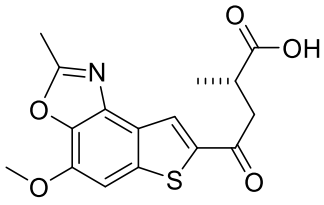
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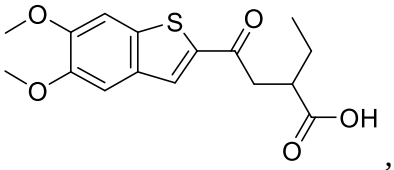
, or a pharmaceutically acceptable salt thereof.

5. The compound according to claim 4, wherein the compound is selected from the group consisting of: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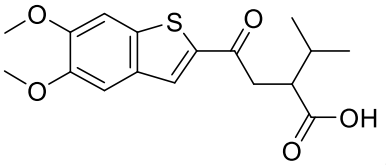
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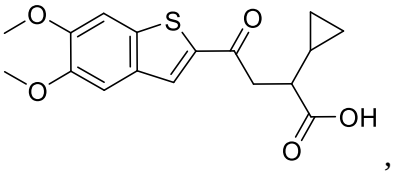
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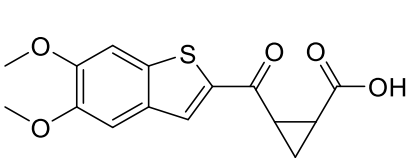
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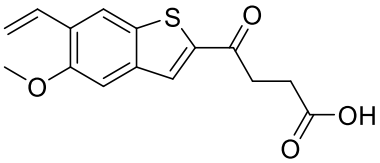
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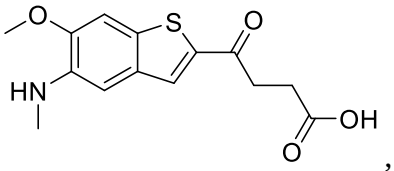
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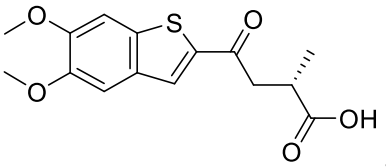
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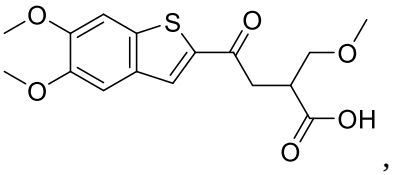
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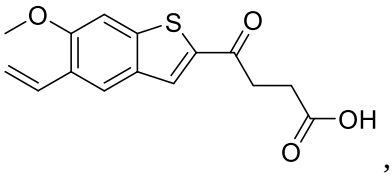
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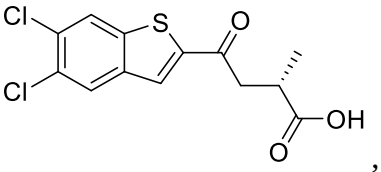
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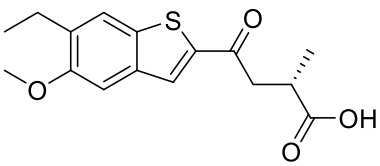
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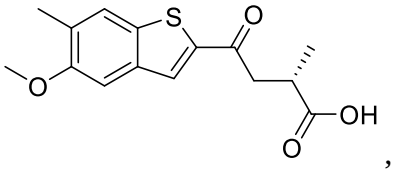
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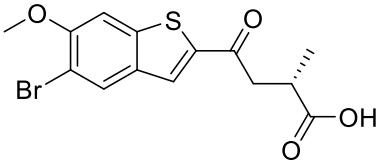
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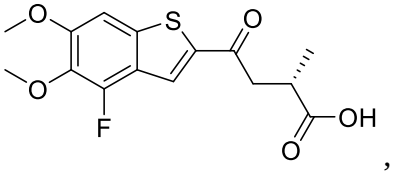
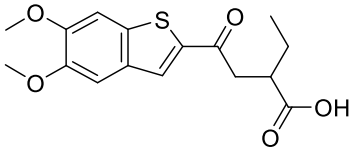
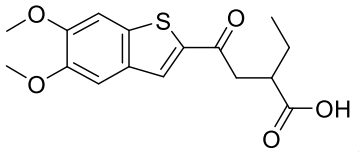

, or a pharmaceutically acceptable salt thereof.

6. The compound according to claim 5, wherein the compound is compound selected from the group consisting of

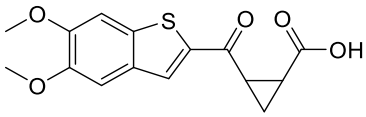


and pharmaceutically acceptable salts thereof.

7. The compound according to claim 6, wherein the compound is

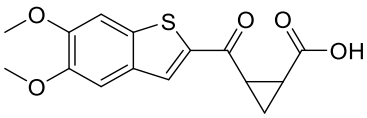

.

8. The compound according to claim 5, wherein the compound is compound selected from the group consisting of

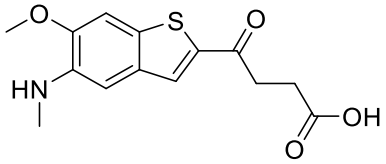


and pharmaceutically acceptable salts thereof.

9. The compound according to claim 8, wherein the compound is

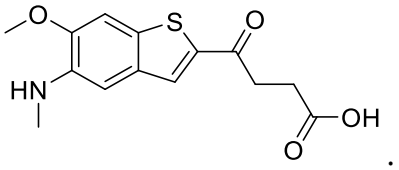

.

10. The compound according to claim 5, wherein the compound is compound selected from the group consisting of



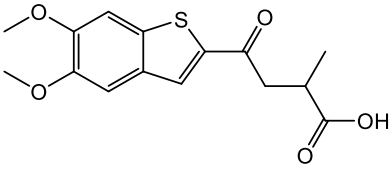
and pharmaceutically acceptable salts thereof.

11. The compound according to claim 10, wherein the compound is



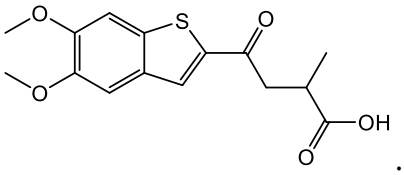
.

12. The compound according to claim 4, wherein the compound is compound selected from the group consisting of



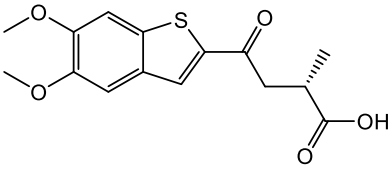
and pharmaceutically acceptable salts thereof.

13. The compound according to claim 12, wherein the compound is



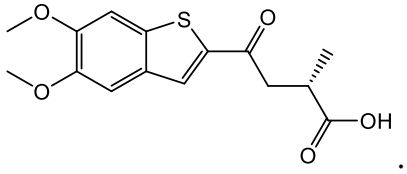
.

14. The compound according to claim 5, wherein the compound is compound selected from the group consisting of



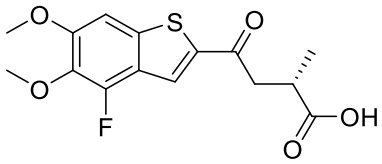
and pharmaceutically acceptable salts thereof.

15. The compound according to claim 14, wherein the compound is



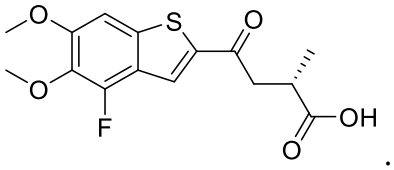
.

16. The compound according to claim 5, wherein the compound is compound selected from the group consisting of



and pharmaceutically acceptable salts thereof.

17. The compound according to claim 16, wherein the compound is



.

18. A pharmaceutical composition, said pharmaceutical composition comprising a compound according to any one of claims 1 to 17, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.

19. A compound according to any one of claims of 1 to 17, or a pharmaceutically acceptable salt thereof, for use in therapy.

20. A compound according to any one of claims of 1 to 17, or a pharmaceutically acceptable salt thereof, for use in treating a cell proliferation disorder in a subject.

21. A compound, or a pharmaceutically acceptable salt thereof, for use according to claim 20, wherein the cell proliferation disorder is cancer.

22. A pharmaceutical composition according to claim 18 for use in of treating a cell proliferation disorder in a subject.

23. A pharmaceutical composition for use according to claim 22, wherein the cell proliferation disorder is cancer.