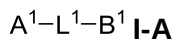


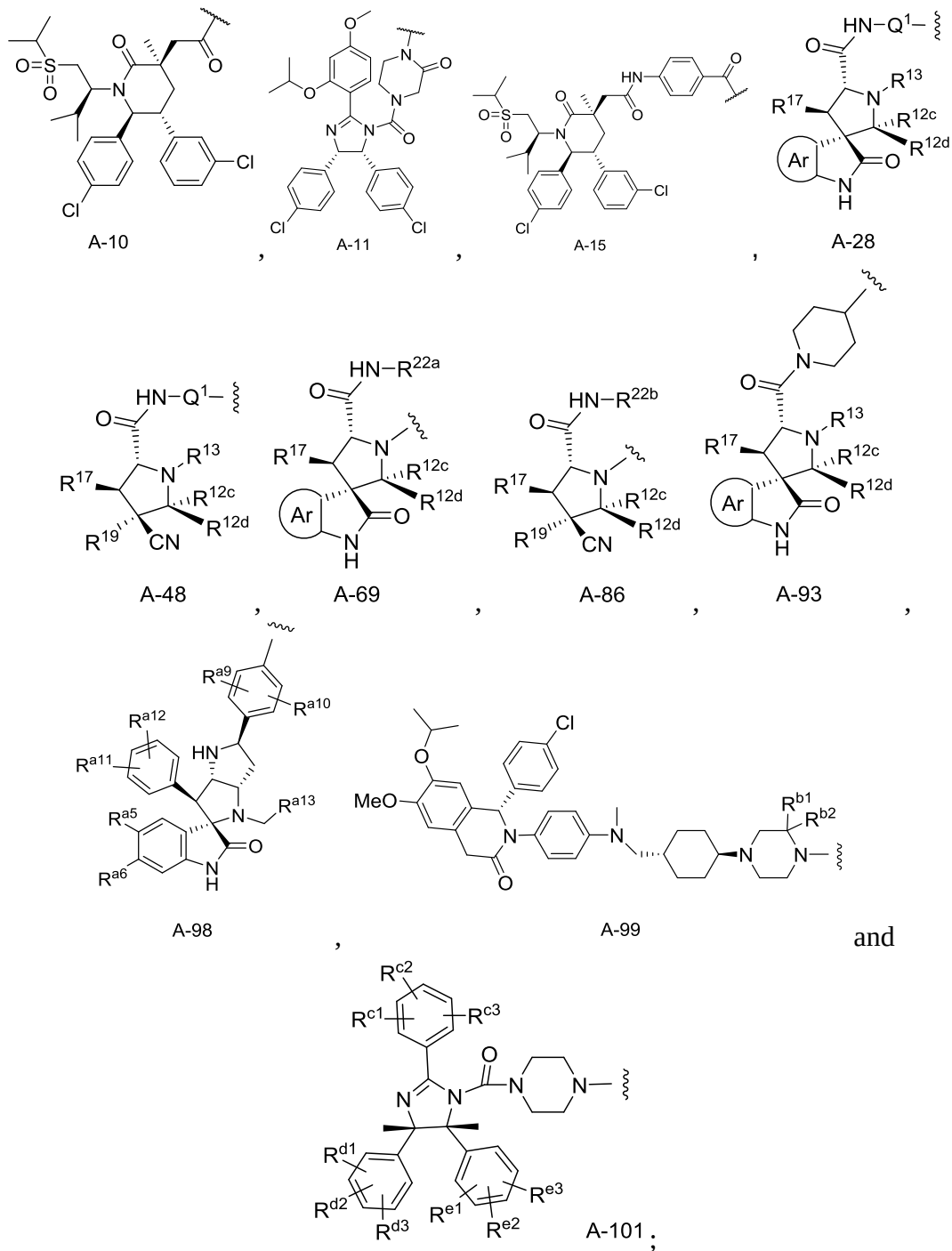
CLAIMS

1. A compound having Formula I-A:



or a pharmaceutically acceptable salt or solvate thereof, wherein:

A^1 is selected from the group consisting of:



R^{12c} and R^{12d} are independently selected from the group consisting of hydrogen and optionally substituted C_{1-8} alkyl; or

R^{12c} and R^{12d} taken together with the carbon atom to which they are attached form a 4- to 8-membered optionally substituted cycloalkyl or a 4- to 8-membered optionally substituted heterocyclo;

R^{13} is selected from the group consisting of hydrogen, optionally substituted C_{1-6} alkyl, and heteroalkyl;

R^{17} is selected from the group consisting of optionally substituted aryl and optionally substituted heteroaryl;

R^{19} is selected from the group consisting optionally substituted aryl and optionally substituted heteroaryl;

R^{22a} is selected from the group consisting of optionally substituted cycloalkyl, optionally substituted heterocyclo, optionally substituted aryl, and optionally substituted heteroaryl;

R^{22b} is selected from the group consisting of optionally substituted cycloalkyl, optionally substituted heterocyclo, optionally substituted aryl, and optionally substituted heteroaryl;

Q^1 is selected from the group consisting of alkylenyl, phenylenyl, heteroarylenyl, cycloalkylenyl, and heterocyclenyl;

 is a fused optionally substituted phenyl, fused optionally substituted thienyl, fused optionally substituted pyridyl, or fused optionally substituted pyrimidyl group;

R^{a5} , R^{a6} , R^{a11} , and R^{a12} are each independently selected from the group consisting of hydrogen and halo;

R^{a9} and R^{a10} are independently selected from the group consisting of hydrogen, halo, C_{1-4} alkyl, haloalkyl, alkoxy, and haloalkoxy;

R^{a13} is selected from the group consisting of hydrogen, C_{1-4} alkyl, and C_{3-8} cycloalkyl;

R^{b1} and R^{b2} are each hydrogen; or

R^{b1} and R^{b2} taken together form a $-C(=O)-$ group;

R^{c1} , R^{c2} , R^{c3} , R^{d1} , R^{d2} , R^{d3} , R^{e1} , R^{e2} , and R^{e3} are each independently selected from the group consisting of hydrogen, halo, C_{1-6} alkyl, haloalkyl, alkoxy, and haloalkoxy;

L^1 is $-X^1-L^2-Y^1-$;

X^1 is X^2 ; or

X^1 is absent;

X^2 is selected from the group consisting of $-N(H)C(=O)-$, $-C(=O)N(H)-$, $-C(=O)N(H)S(O)_2-$, $-N(H)C(=O)N(H)-$, $-N(H)C(=O)O-$, $-OC(=O)N(H)-$, $-SO_2-$, $-O-$, $-N(H)-$, $-SO_2N(H)-$, $-N(H)SO_2-$, $-CH_2-$, $-CH=CH-$, and $-C\equiv C-$;

L^2 is selected from the group consisting of alkylenyl, heteroalkylenyl, $-A^4-(CH_2)_m-W-(CH_2)_n-$ and $-(CH_2)_m-W-(CH_2)_u-O-(CH_2)_v-$; or

L^2 is absent;

A^4 is selected from the group consisting of 5-membered heteroarylenyl and 6-membered heteroarylenyl; or

A^4 is absent;

W is selected from the group consisting of phenylenyl, 5-membered heteroarylenyl, 6-membered heteroarylenyl, heterocyclenyl, and cycloalkylenyl;

m is 0, 1, 2, 3, 4, 5, 6, or 7;

n is 0, 1, 2, 3, 4, 5, 6, 7, or 8;

u is 0, 1, 2, or 3;

v is 1, 2, 3, or 4;

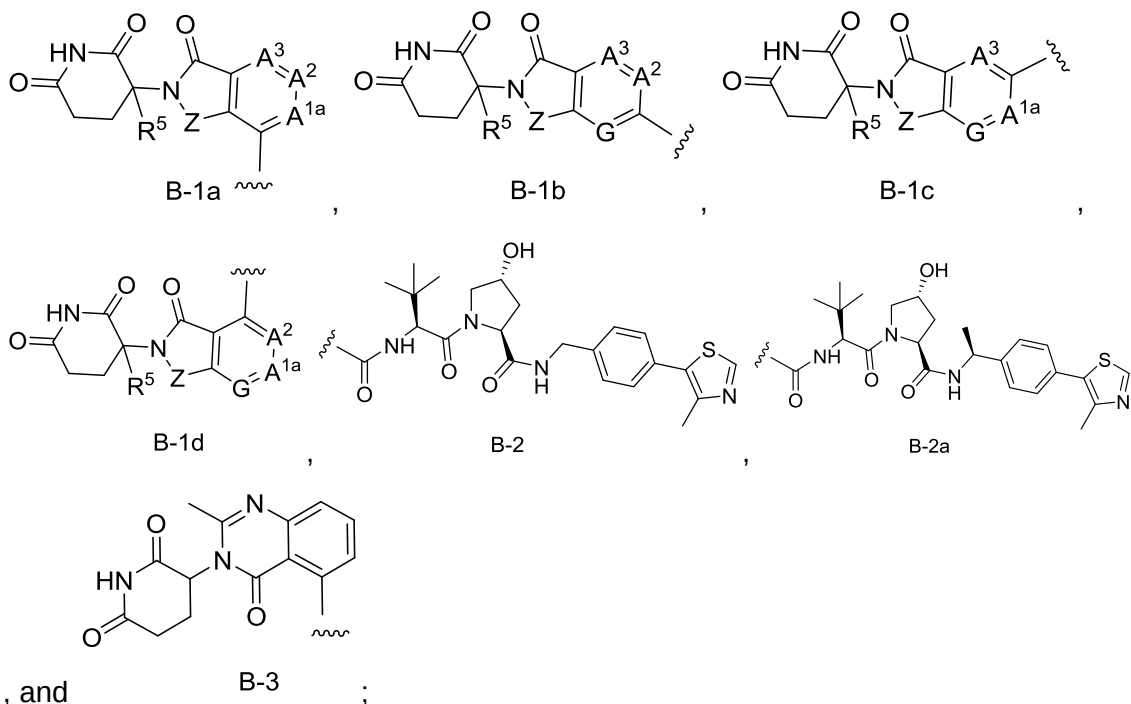
Y^1 is selected from the group consisting of $-C\equiv C-$, $-CH=CH-$, $-CH_2-$, $-O-$, $-N(R^{2b})-$, $-C(=O)N(R^{2c})-$, $-N(R^{2d})C(=O)CH_2O-$, and $-N(R^{2e})C(=O)CH_2N(R^{2f})-$; or

Y^1 is absent;

wherein the carboxamide nitrogen atom of $-N(R^{2d})C(=O)CH_2O-$ and $-N(R^{2e})C(=O)CH_2N(R^{2f})-$, and the carbon atom of $-C(=O)N(R^{2c})-$ is attached to L^2 ;

R^{2a} , R^{2b} , R^{2c} , R^{2d} , R^{2e} , and R^{2f} are each independently selected from the group consisting of hydrogen and C_{1-4} alkyl;

B^1 is selected from the group consisting of:



, and

A^{1a} is selected from the group consisting of $-C(R^{16a})=$ and $-N=$;

A^2 is selected from the group consisting of $-C(R^{16b})=$ and $-N=$;

A^3 is selected from the group consisting of $-C(R^{16c})=$ and $-N=$;

G is selected from the group consisting of $-C(R^{16d})=$ and $-N=$;

Z is selected from the group consisting of $-CH_2$ and $-C(=O)-$;

R^5 is selected from the group consisting of hydrogen, methyl, and fluoro;

R^{16a} is selected from the group consisting of hydrogen, halo, and C_{1-4}

alkyl;

R^{16b} is selected from the group consisting of hydrogen, halo, and C_{1-4}

alkyl;

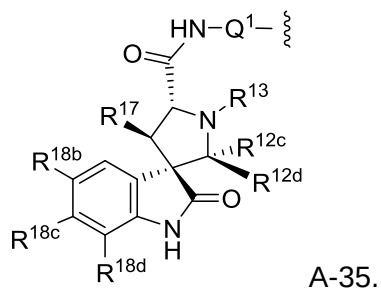
R^{16c} is selected from the group consisting of hydrogen, halo, and C_{1-4}

alkyl; and

R^{16d} is selected from the group consisting of hydrogen, halo, and C_{1-4}

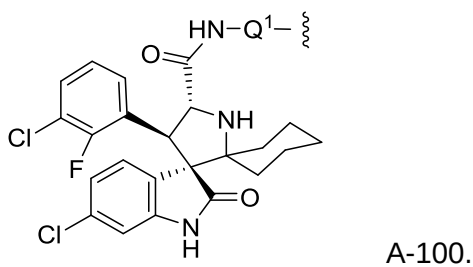
alkyl.

2. The compound of claim 1, or a pharmaceutically acceptable salt or solvate thereof, wherein A^1 is:

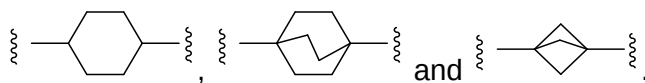


3. The compound of claim 2, or a pharmaceutically acceptable salt or solvate thereof, wherein:

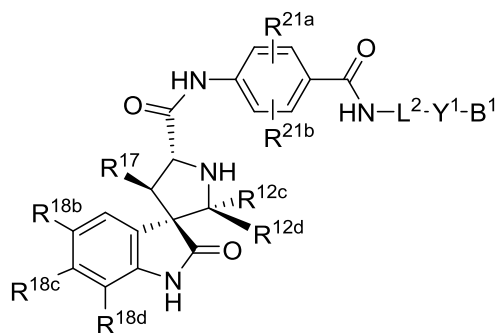
A¹ is:



4. The compound of claim 3, or a pharmaceutically acceptable salt or solvate thereof, wherein Q¹ is cycloalkylenyl selected from the group consisting of:



5. The compound of claim 2, or a pharmaceutically acceptable salt or solvate thereof, having Formula **VII**:

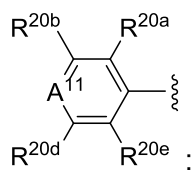


VII,

wherein:

R^{12c} and R^{12d} taken together with the carbon atom to which they are attached form a 4-membered cycloalkyl or 6-membered optionally substituted cycloalkyl;

R^{17} is:



A^{11} is $-C(R^{20c})=$;

R^{20a} , R^{20b} , and R^{20c} are each hydrogen;

R^{20d} and R^{20e} are independently selected from the group consisting of hydrogen and halo;

R^{18b} , R^{18c} , and R^{18d} are each independently selected from the group consisting of hydrogen and halo; and

R^{21a} and R^{21b} are each independently selected from the group consisting of hydrogen, halo, C_{1-4} alkyl, haloalkyl, alkoxy, and haloalkoxy.

6. The compound of claim 2, or a pharmaceutically acceptable salt or solvate thereof, wherein L^2 is C_{1-12} alkylenyl.

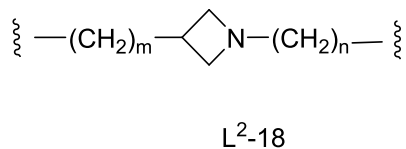
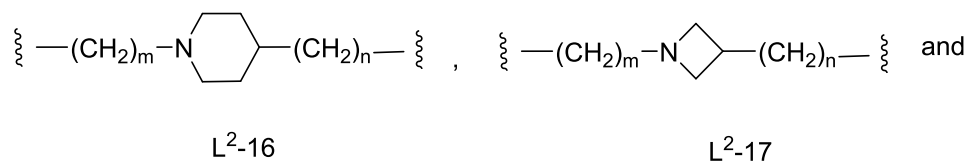
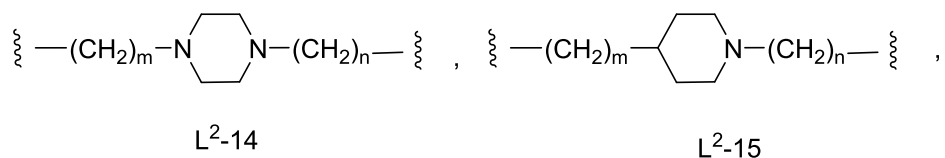
7. The compound of claim 2, or a pharmaceutically acceptable salt or solvate thereof, wherein L^2 is 3- to 12-membered heteroalkylenyl.

8. The compound of claim 2, or a pharmaceutically acceptable salt or solvate thereof, wherein:

L^2 is $-A^4-(CH_2)_m-W-(CH_2)_n-$; and
 A^4 is absent.

9. The compound of claim 8, or a pharmaceutically acceptable salt or solvate thereof, wherein W is heterocyclenyl.

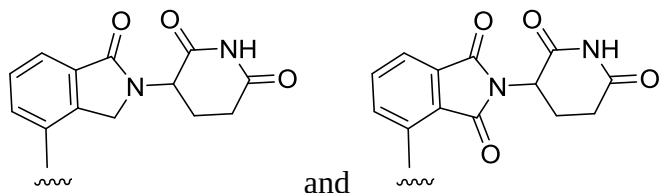
10. The compound of claim 9, or a pharmaceutically acceptable salt or solvate thereof, wherein L^2 is selected from the group consisting of:



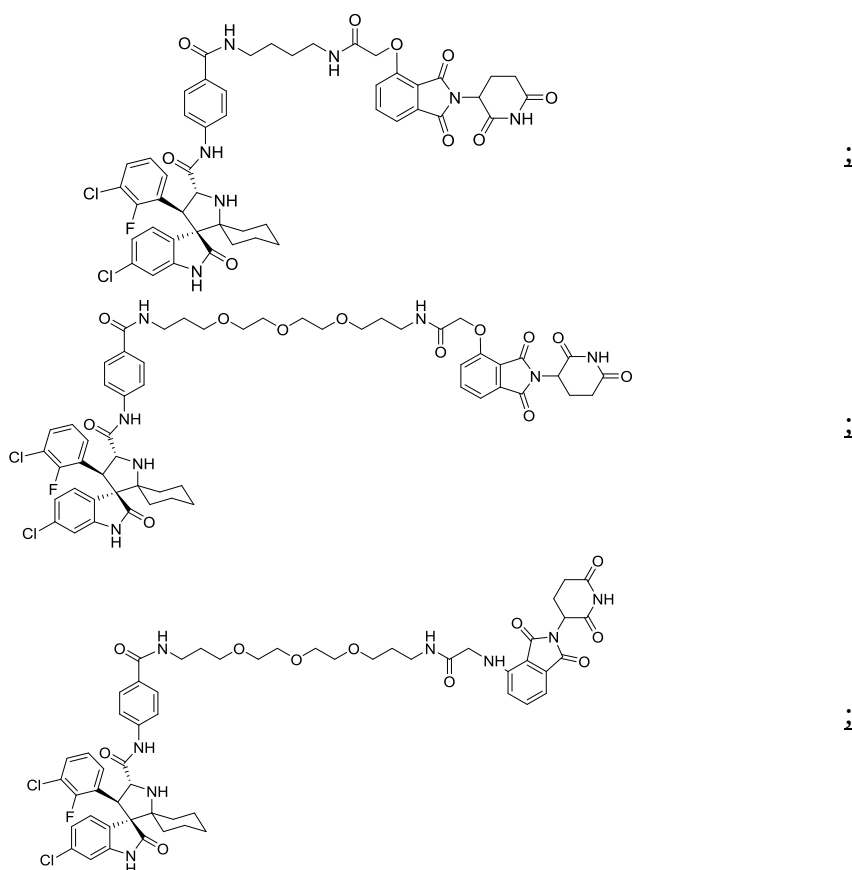
11. The compound of claim 10, or a pharmaceutically acceptable salt or solvate thereof, wherein m is 0, and n is 0 or 1.

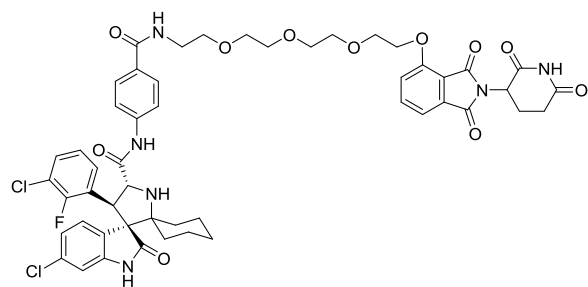
12. The compound of claim 11, or a pharmaceutically acceptable salt or solvate thereof, wherein Y^1 is $-C\equiv C-$.

13. The compound of claim 2, or a pharmaceutically acceptable salt or solvate thereof, wherein B^1 is selected from the group consisting of:

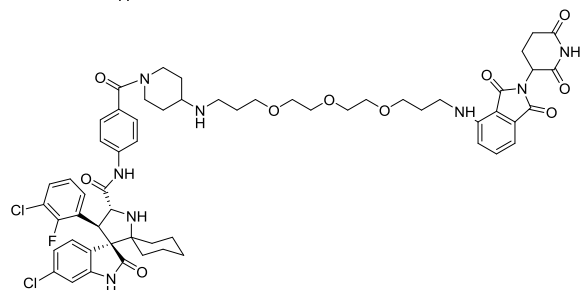


14. The compound of claim 1, or a pharmaceutically acceptable salt or solvate thereof, selected from the group consisting of:

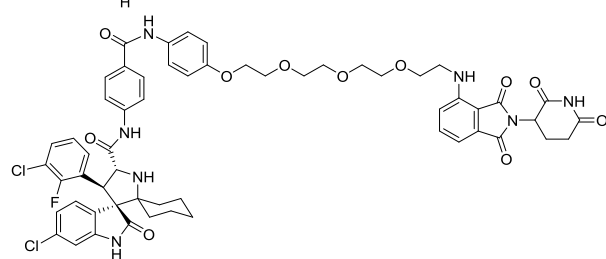




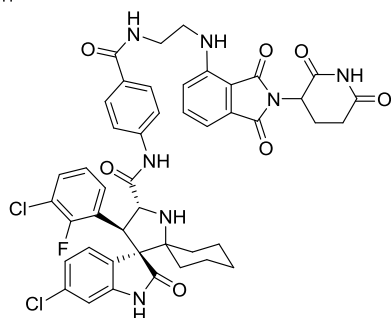
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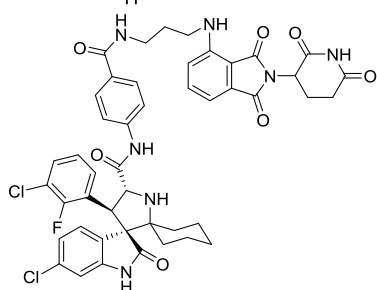
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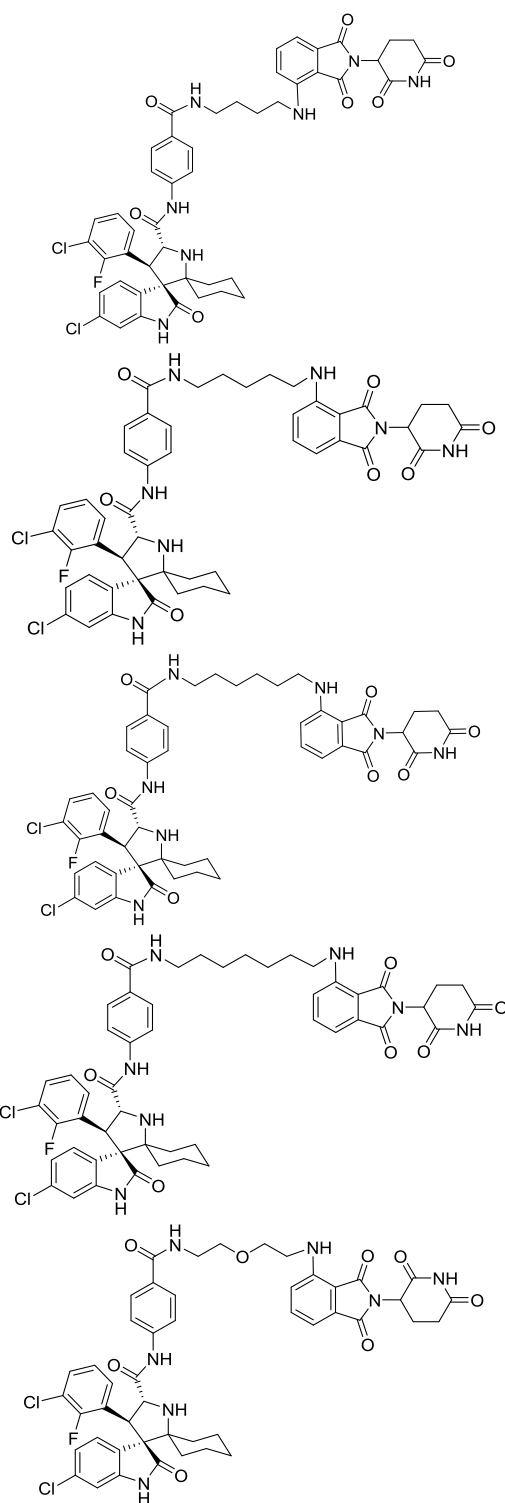
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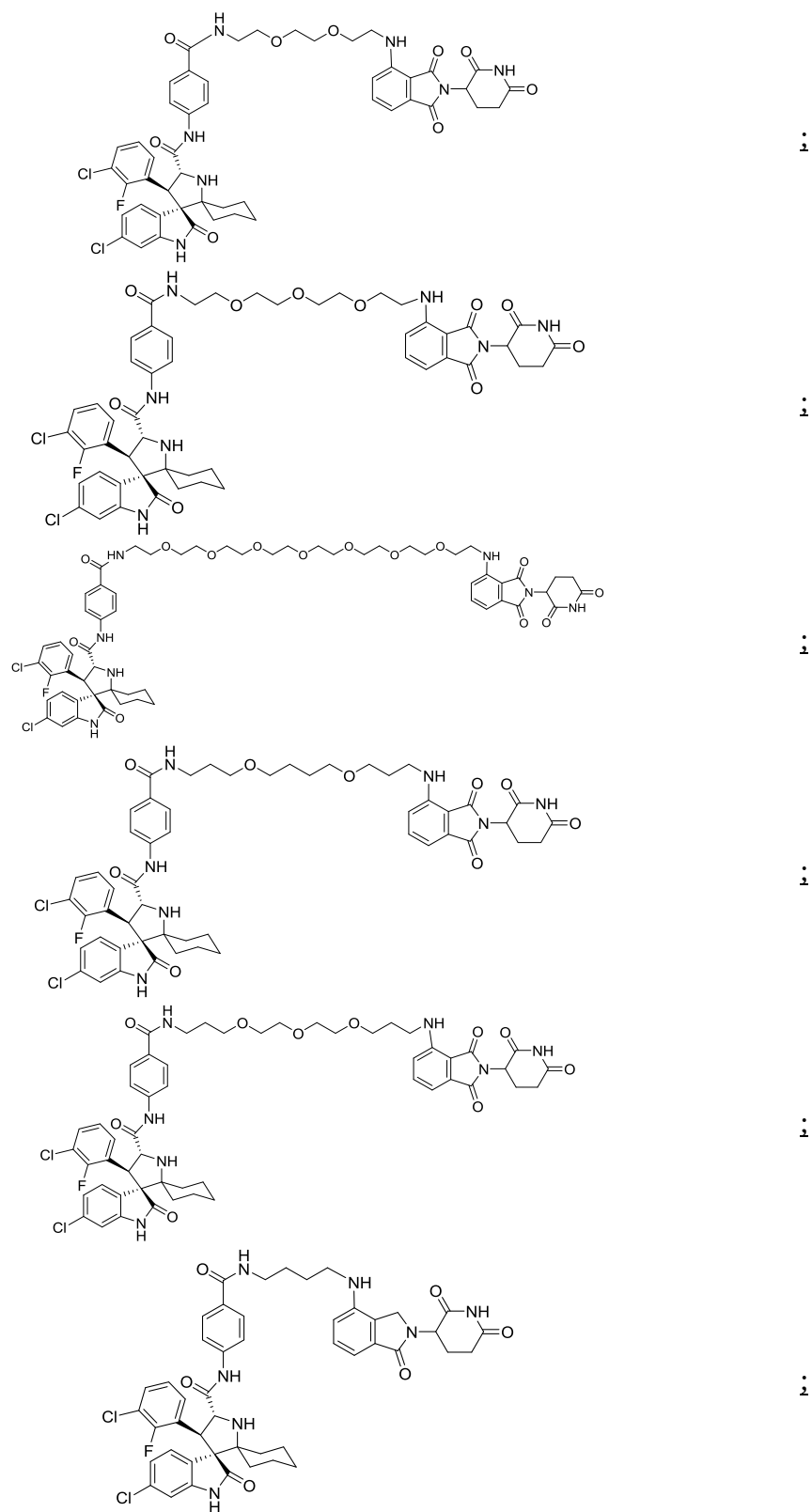


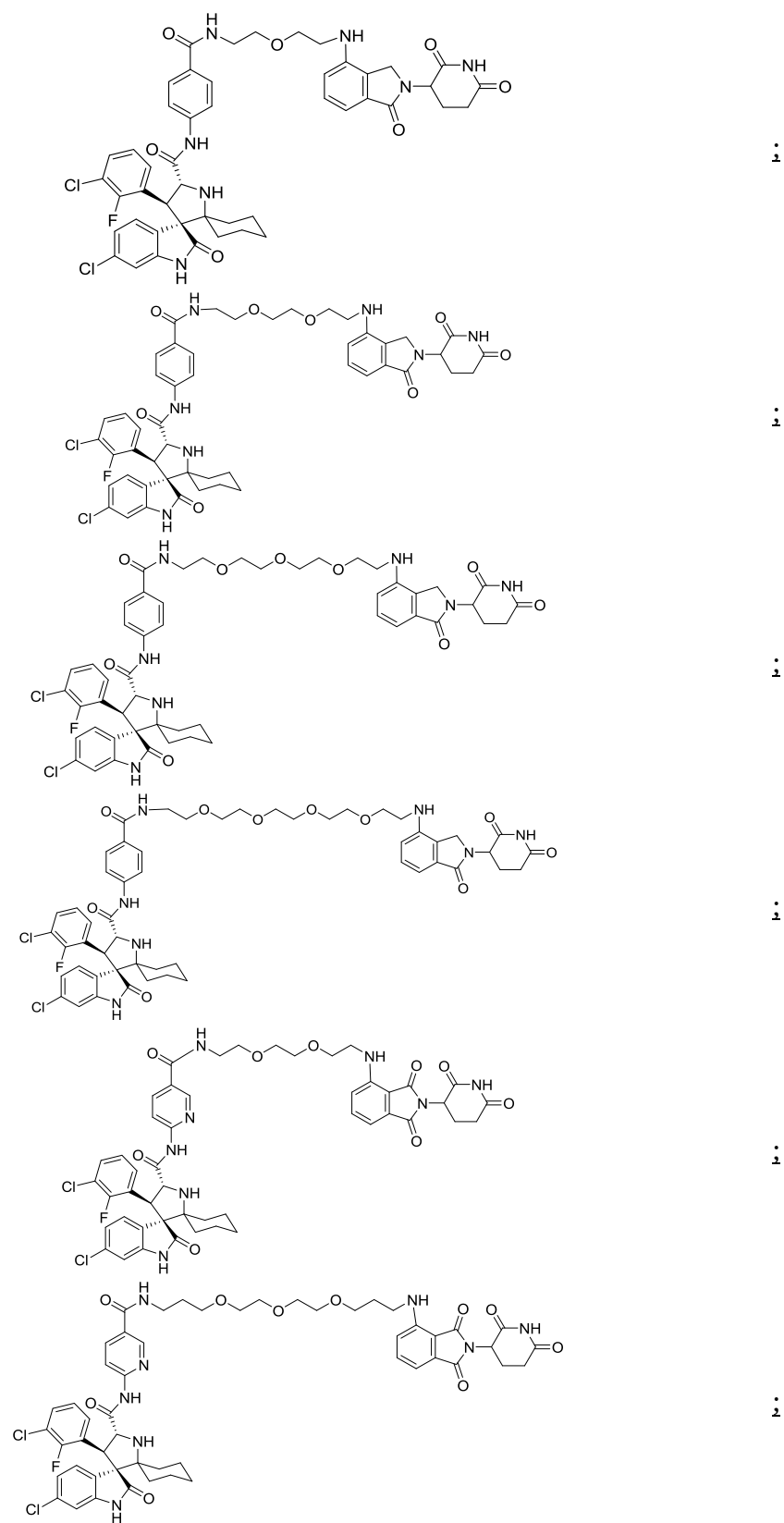
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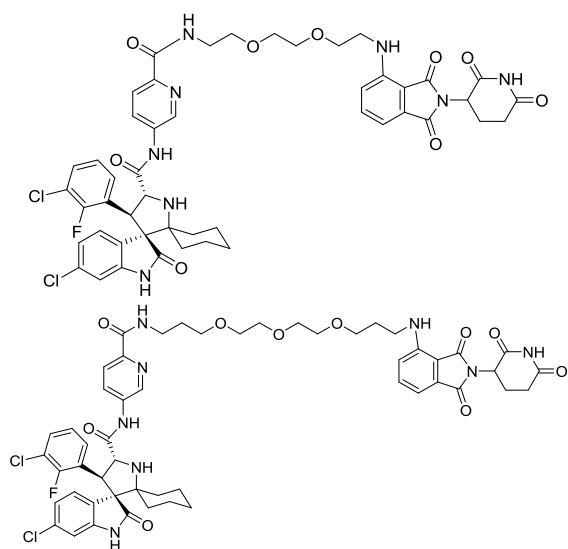


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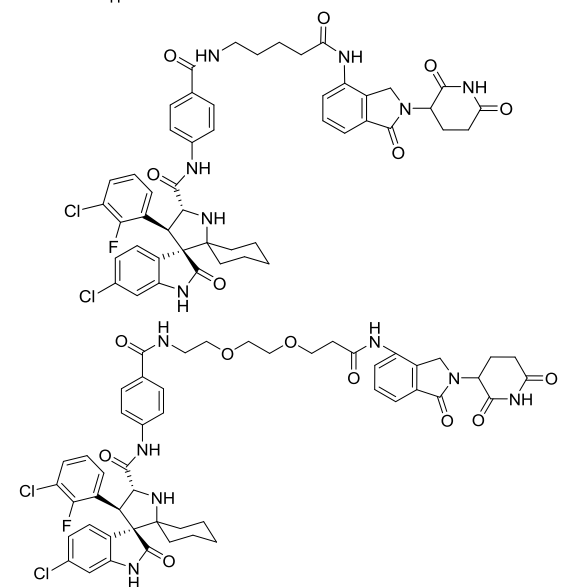




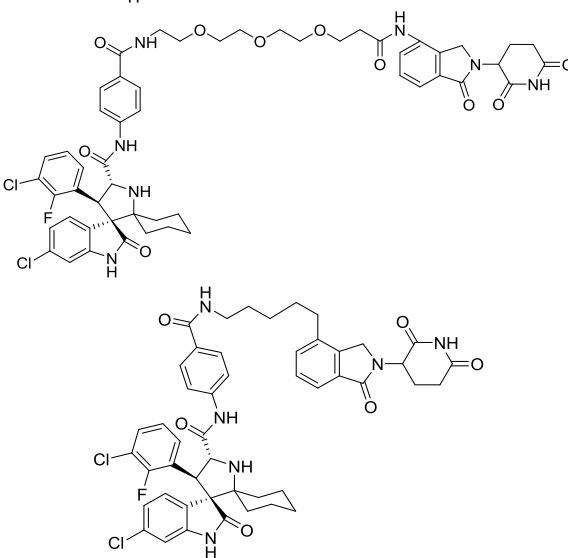




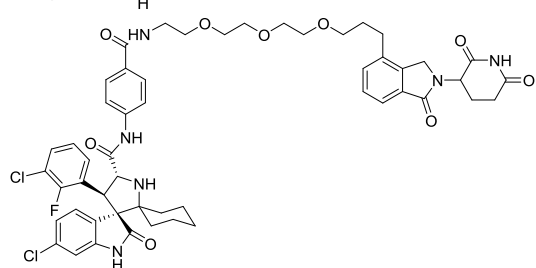
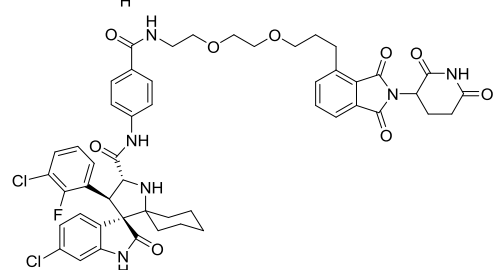
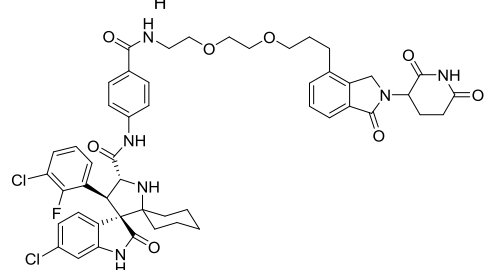
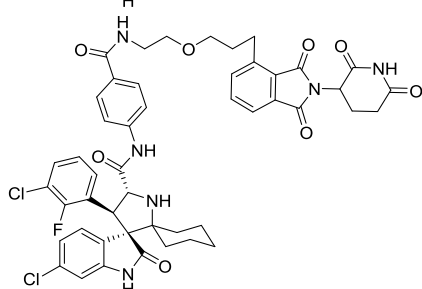
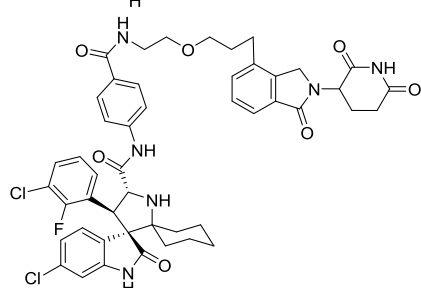
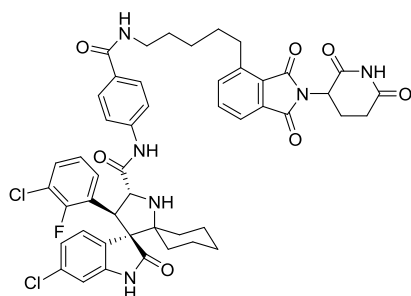
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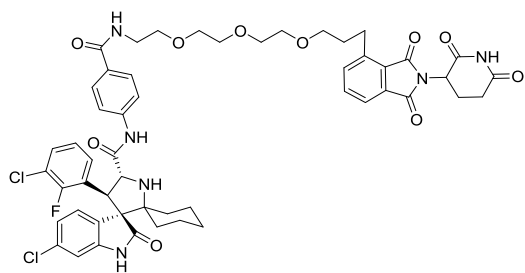


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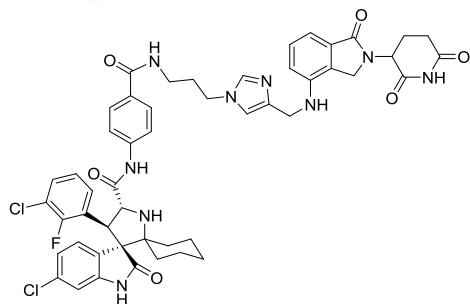


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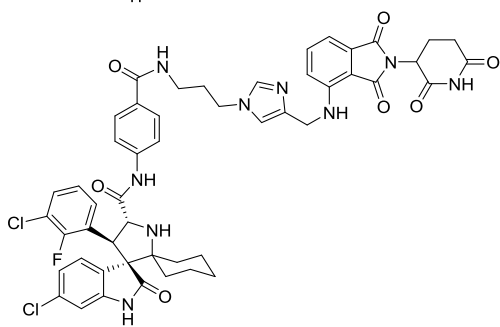




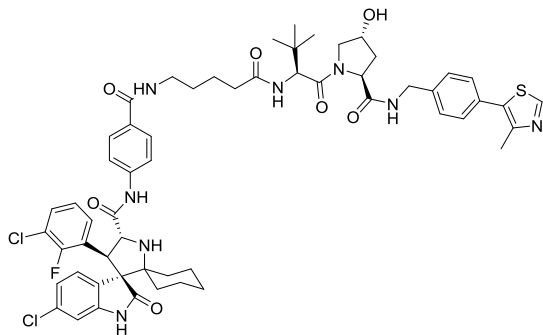
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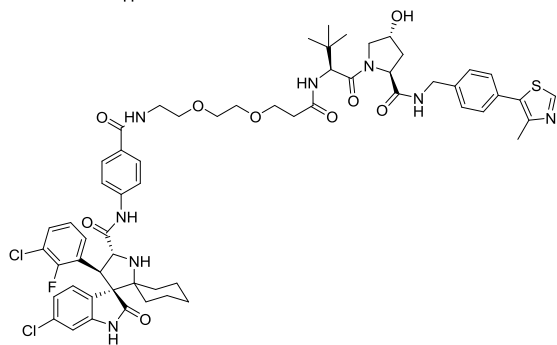
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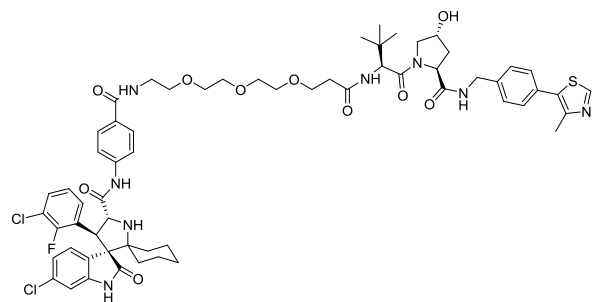
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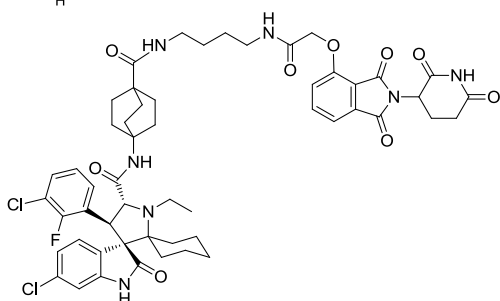
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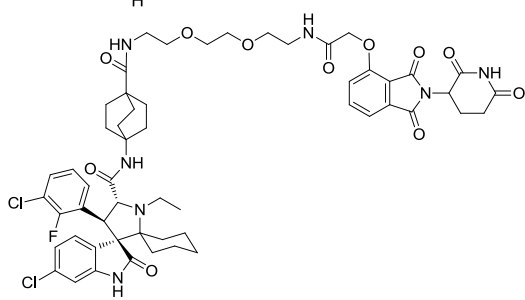
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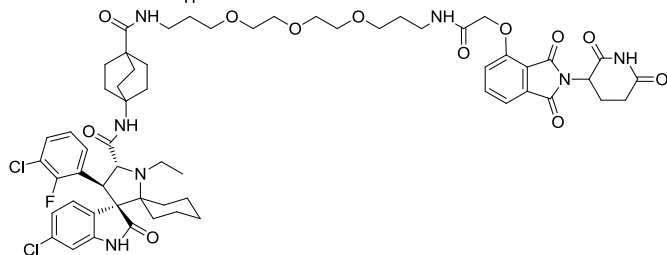
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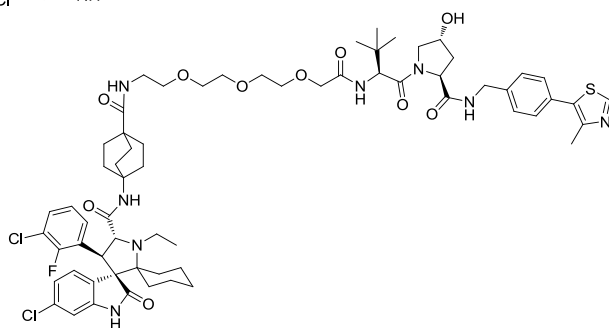
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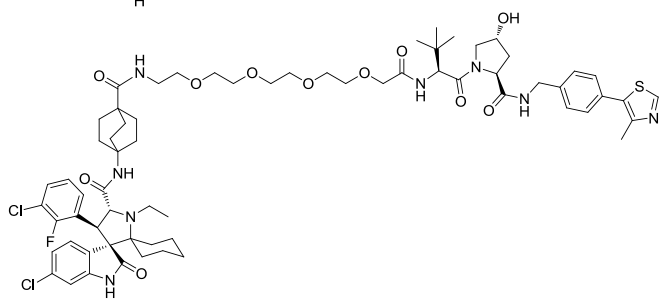
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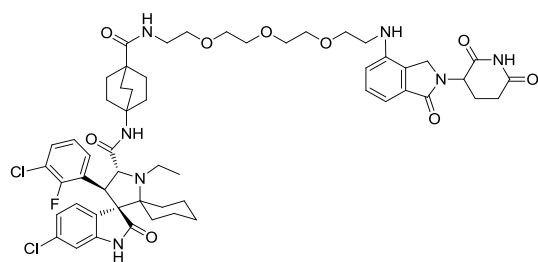
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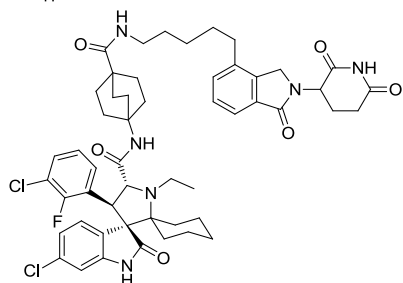
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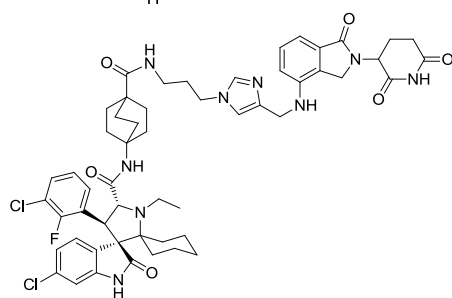
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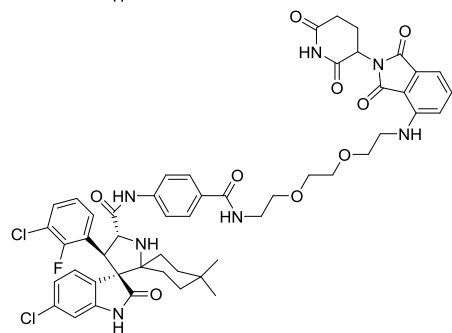
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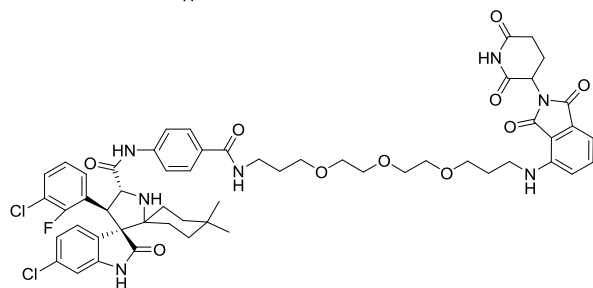
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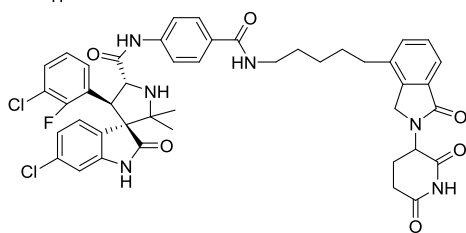
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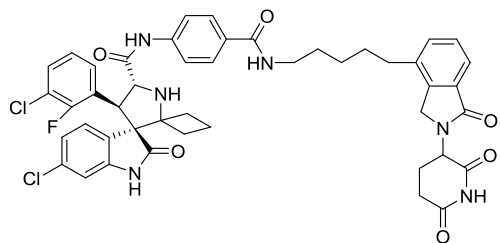
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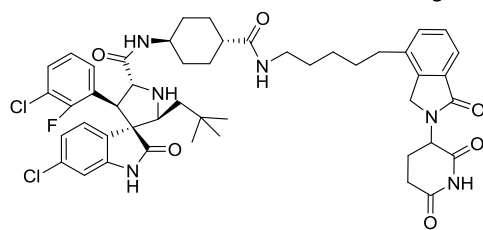
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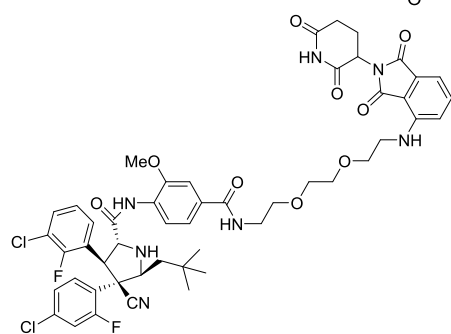
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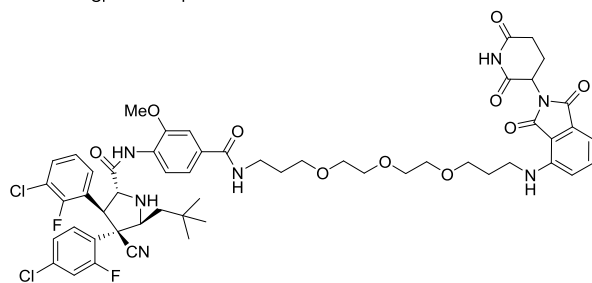
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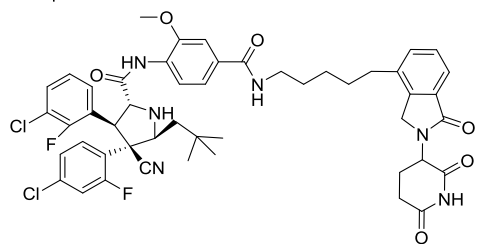
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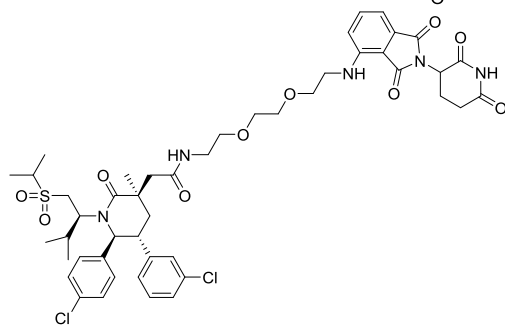
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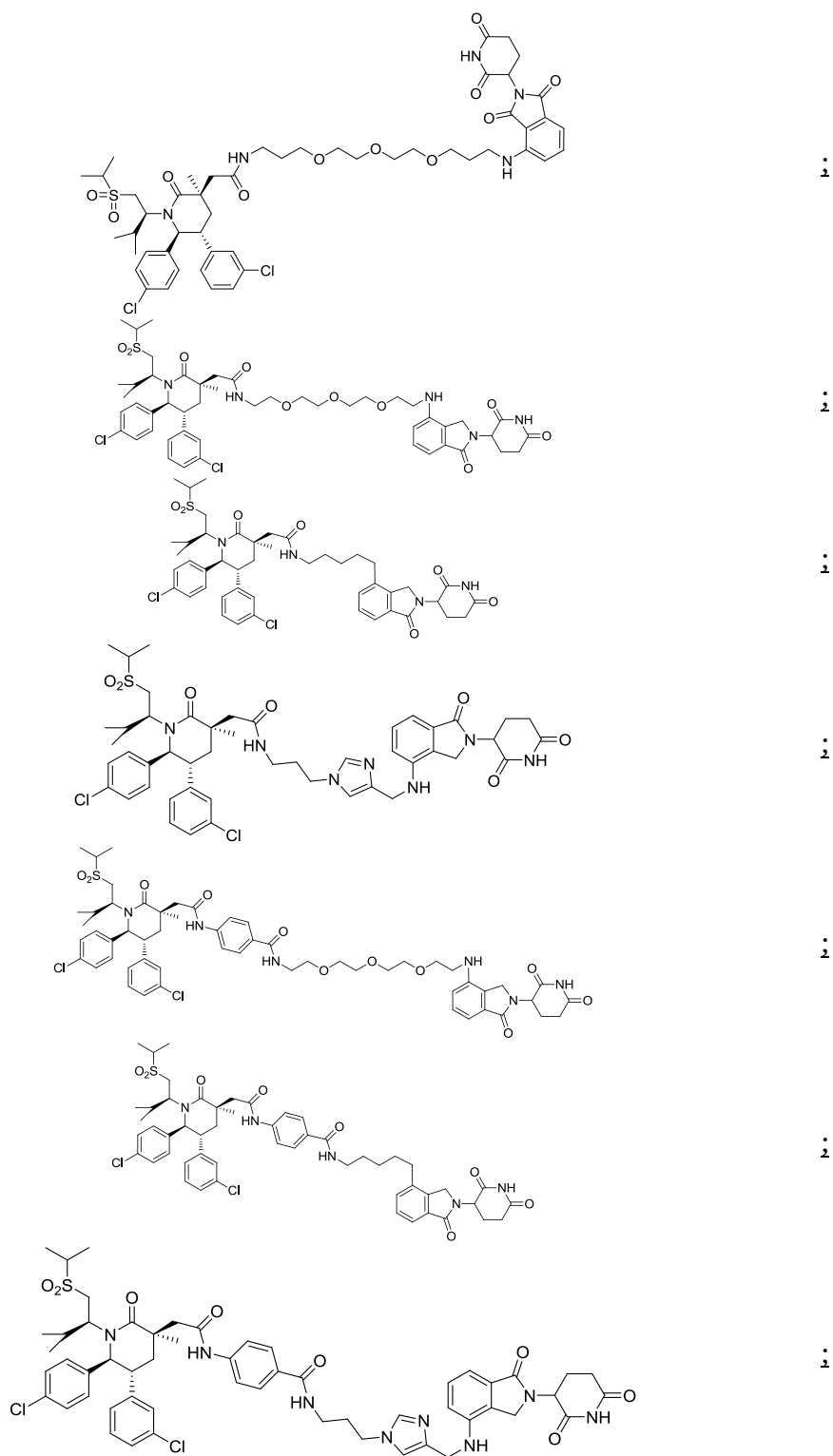
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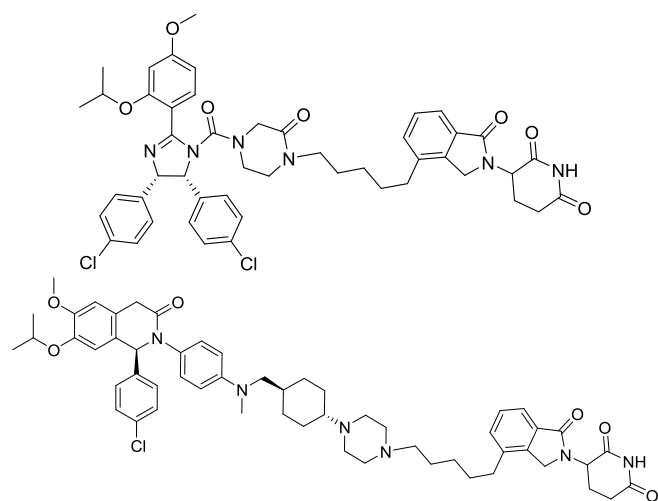


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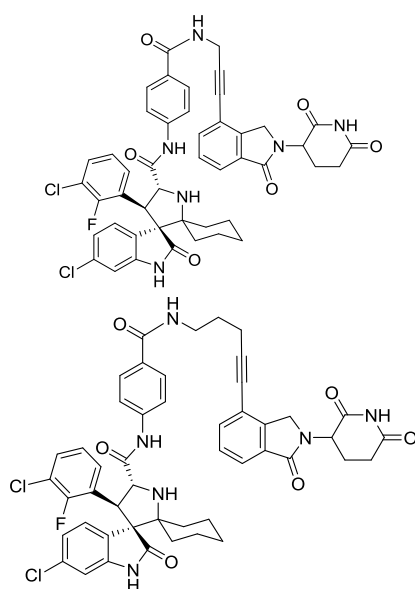
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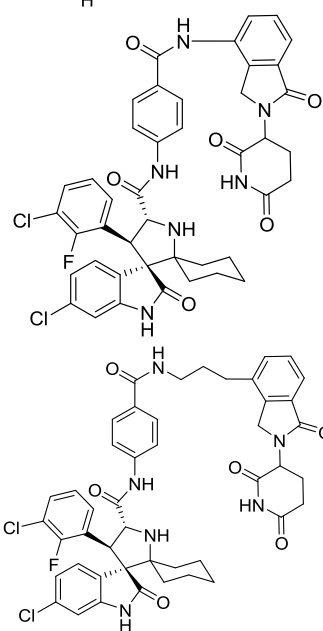
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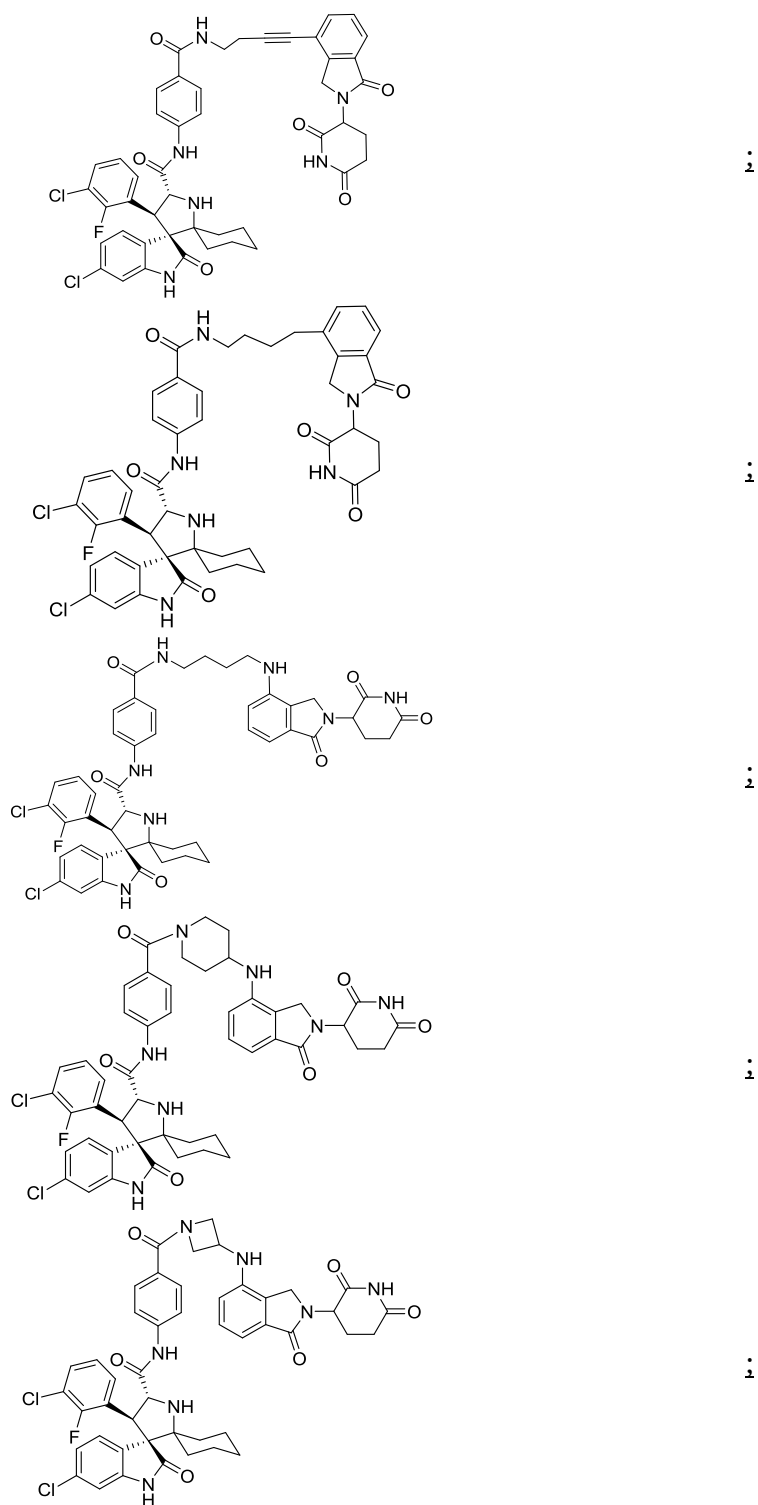
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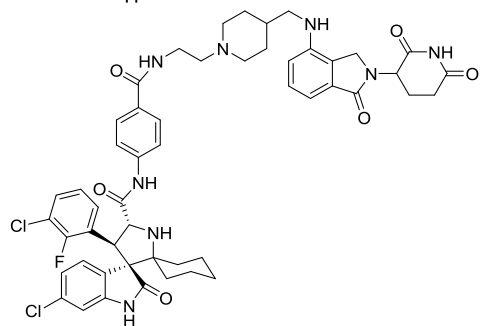
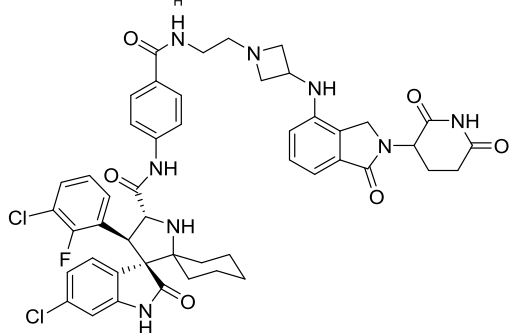
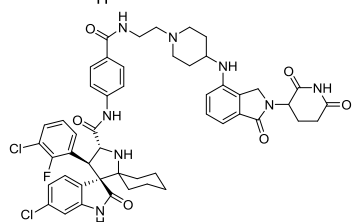
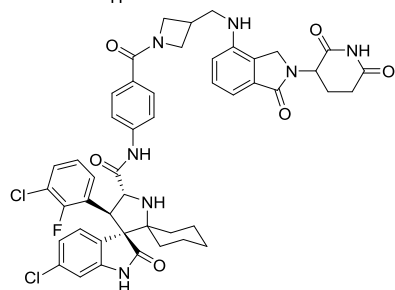
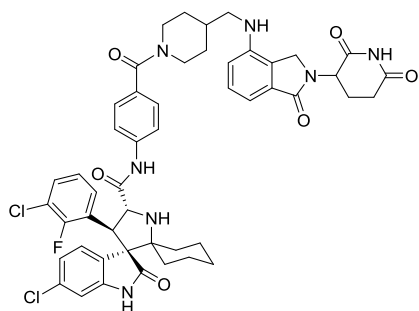
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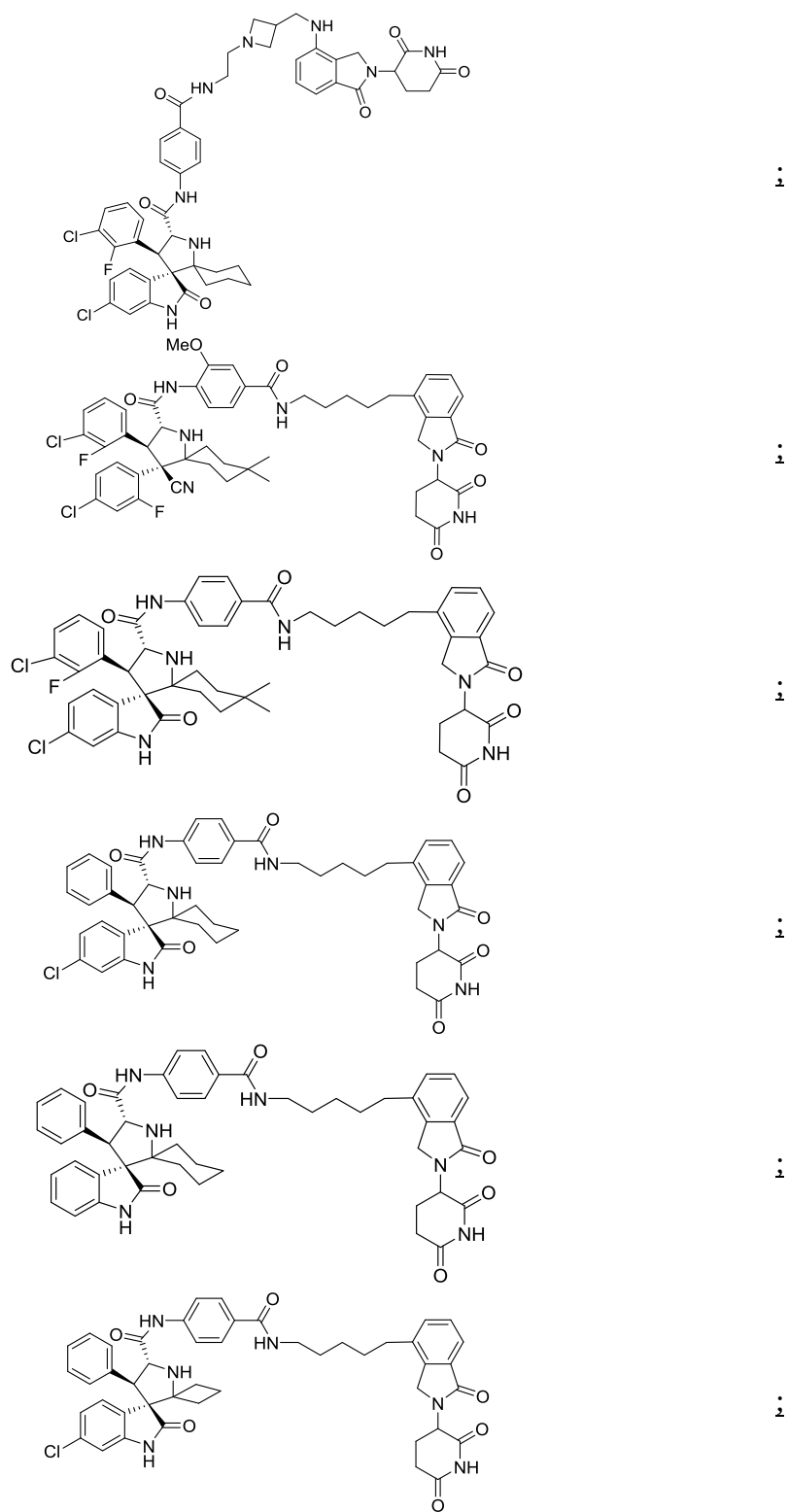


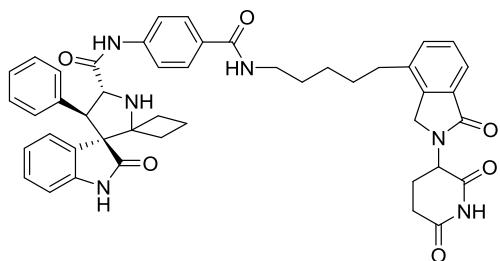
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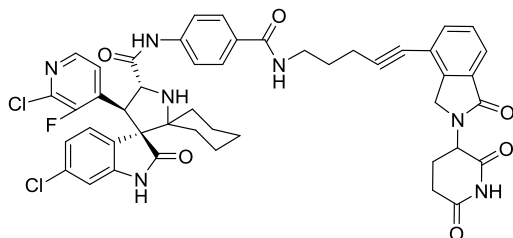




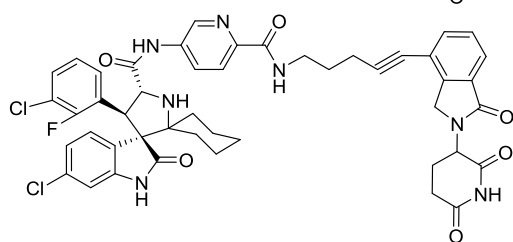




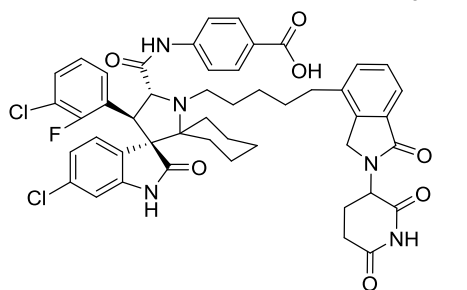
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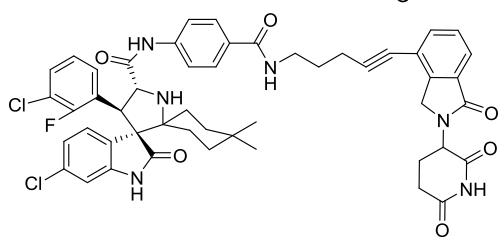
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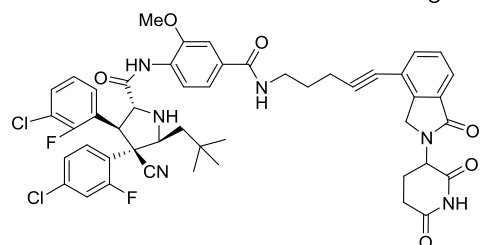
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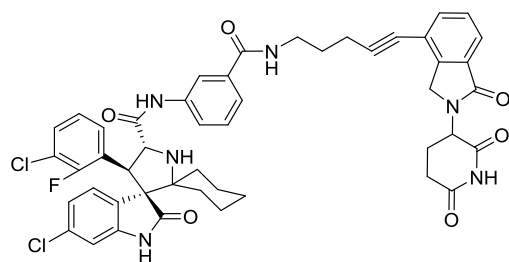
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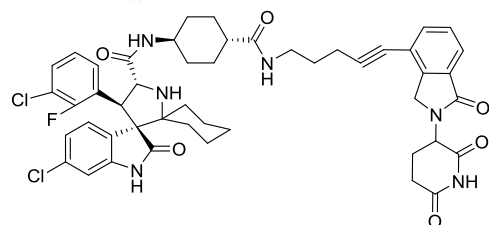
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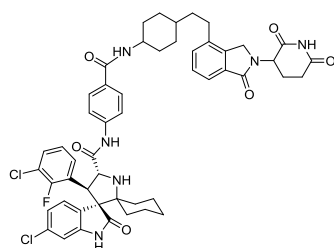
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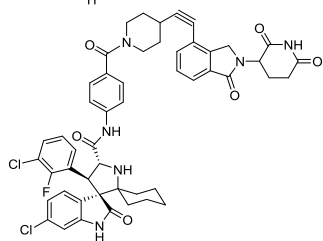
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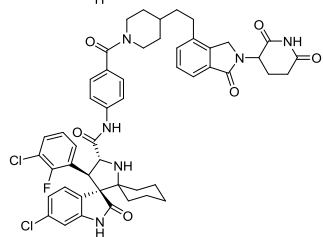
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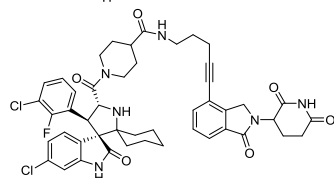
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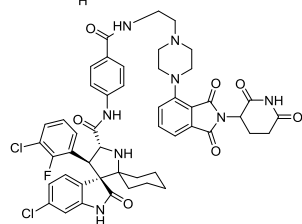
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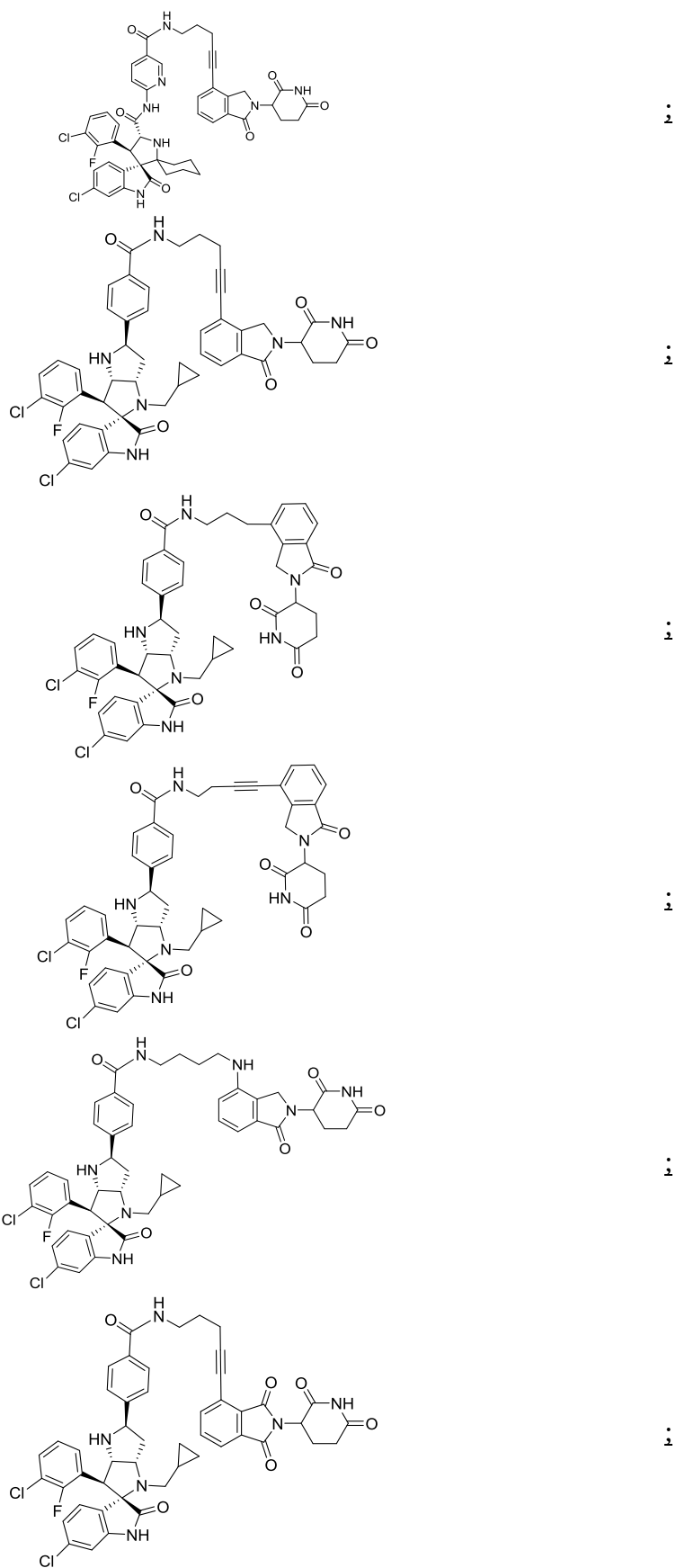
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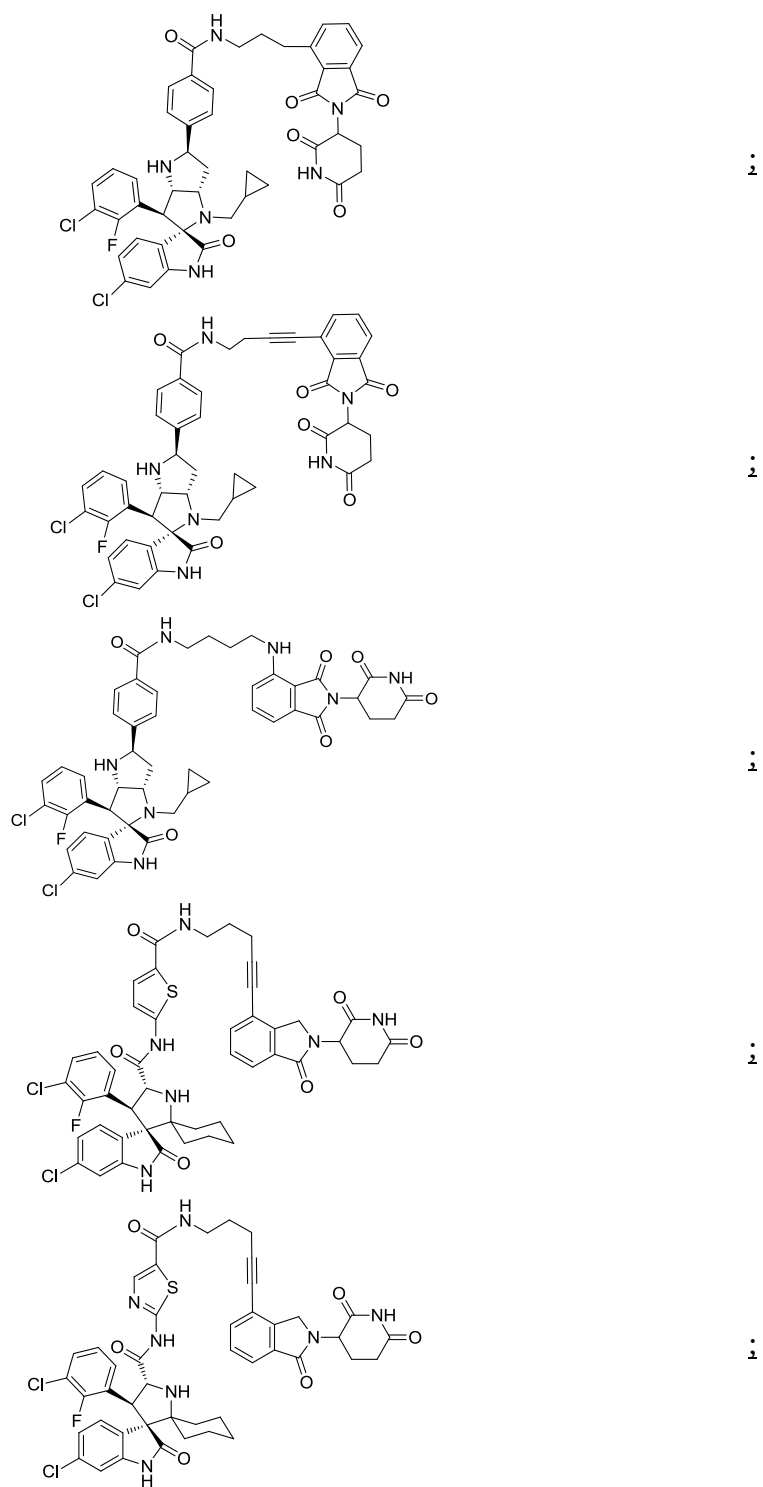


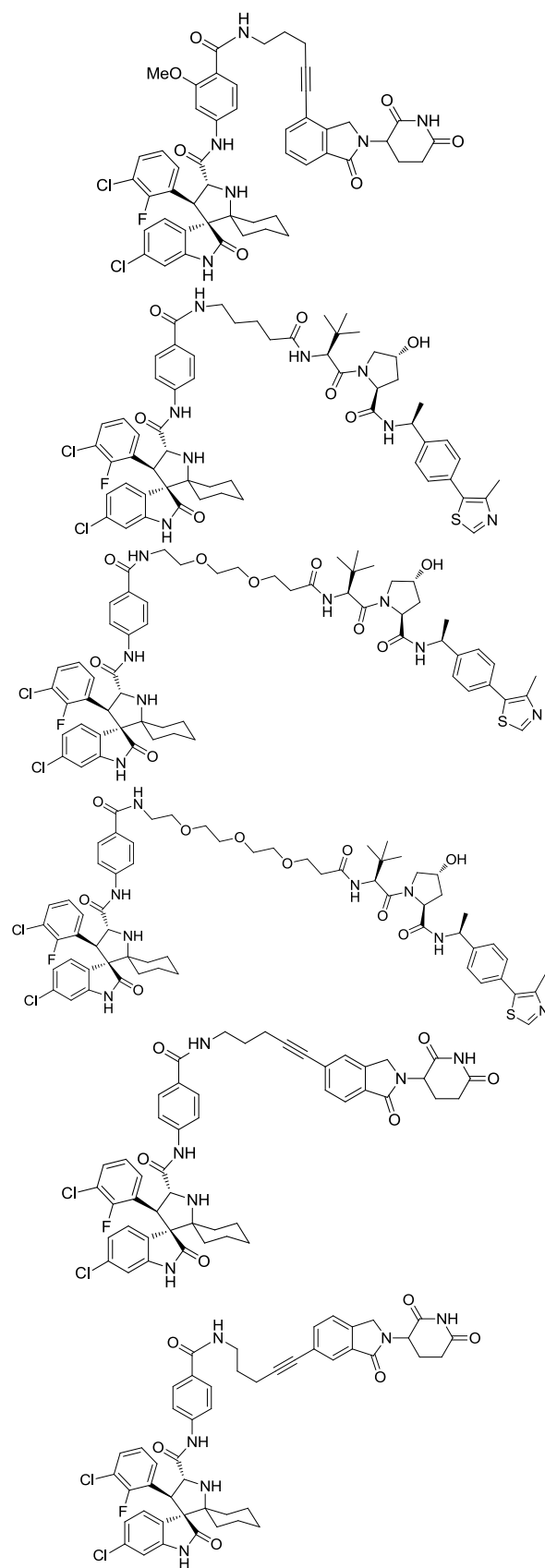
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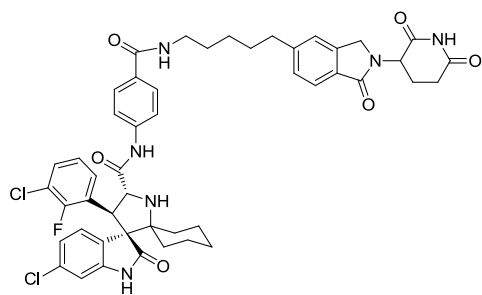
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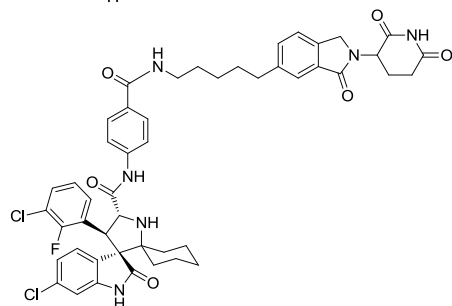
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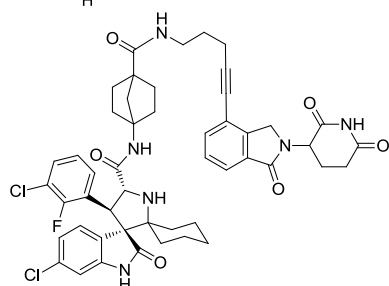
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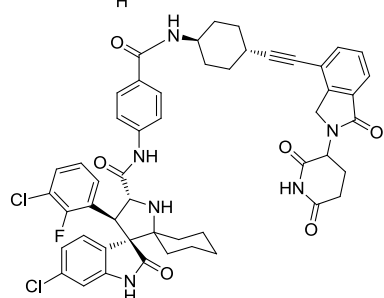
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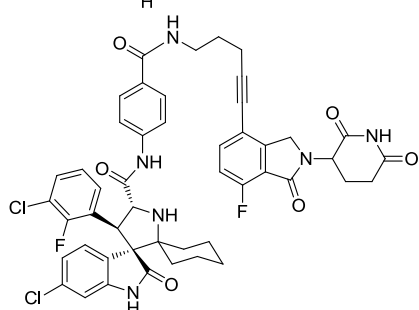
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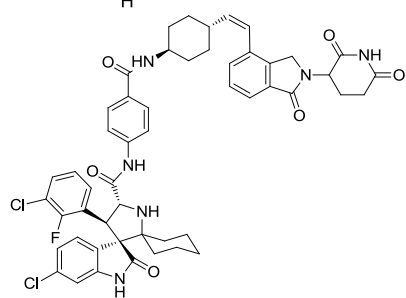
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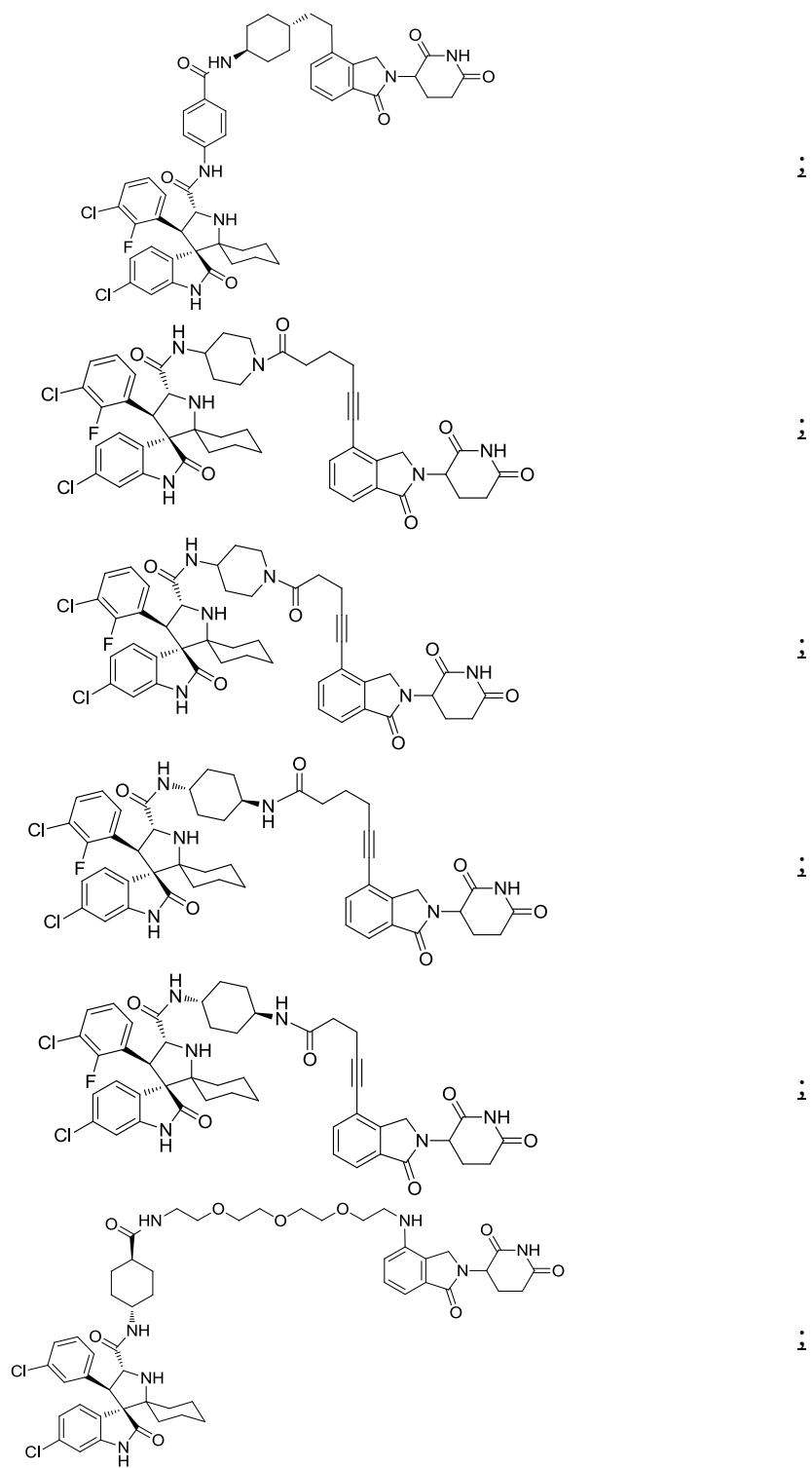
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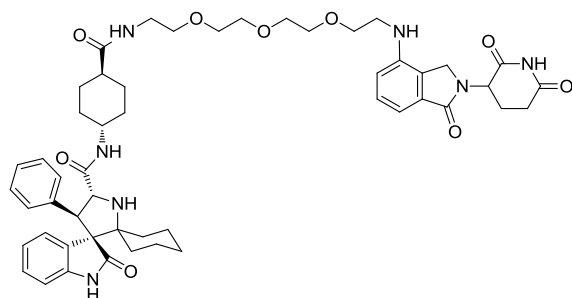


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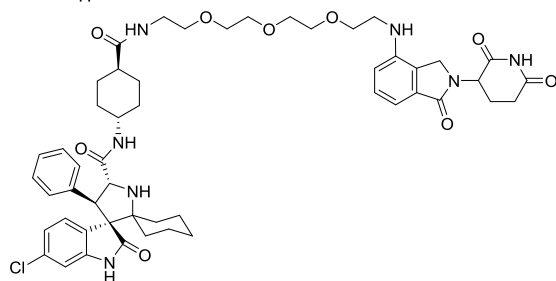


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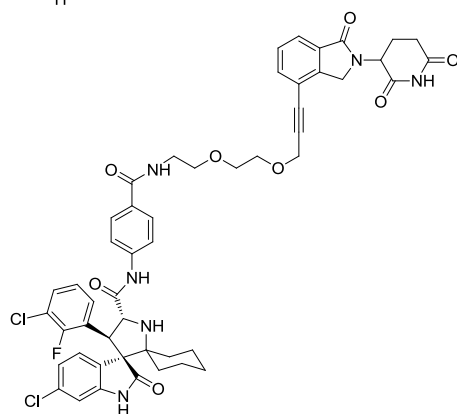




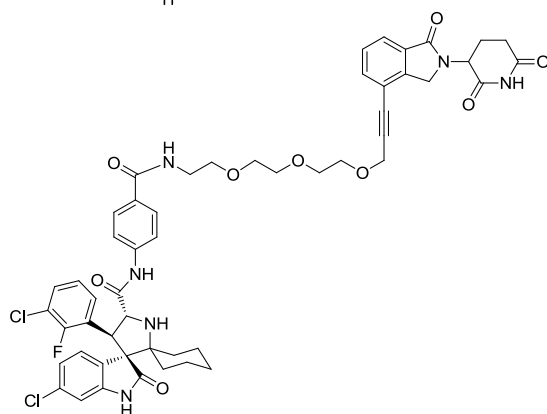
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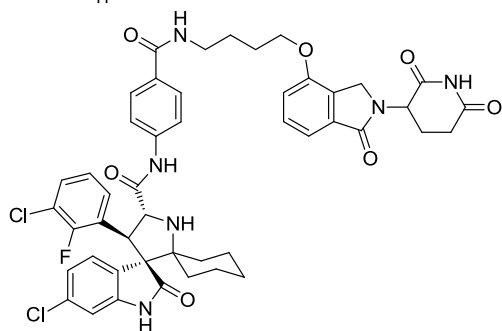
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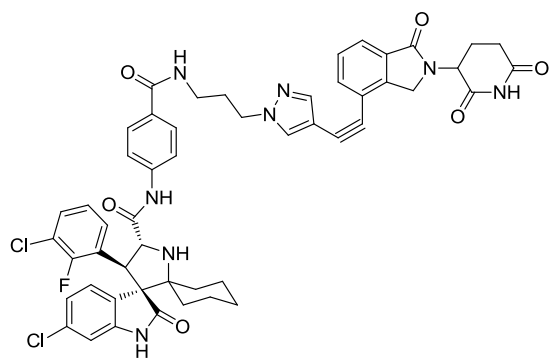
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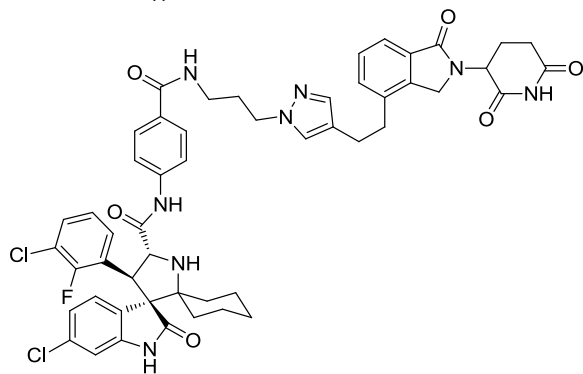
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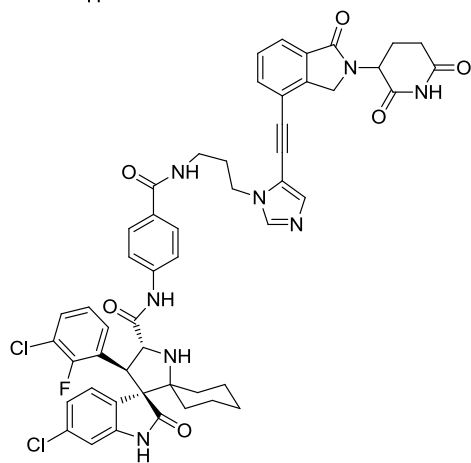
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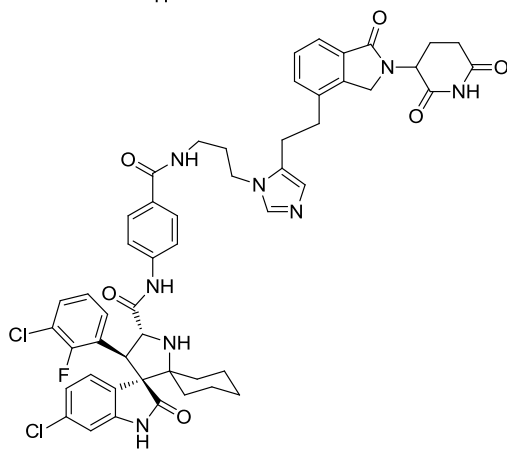
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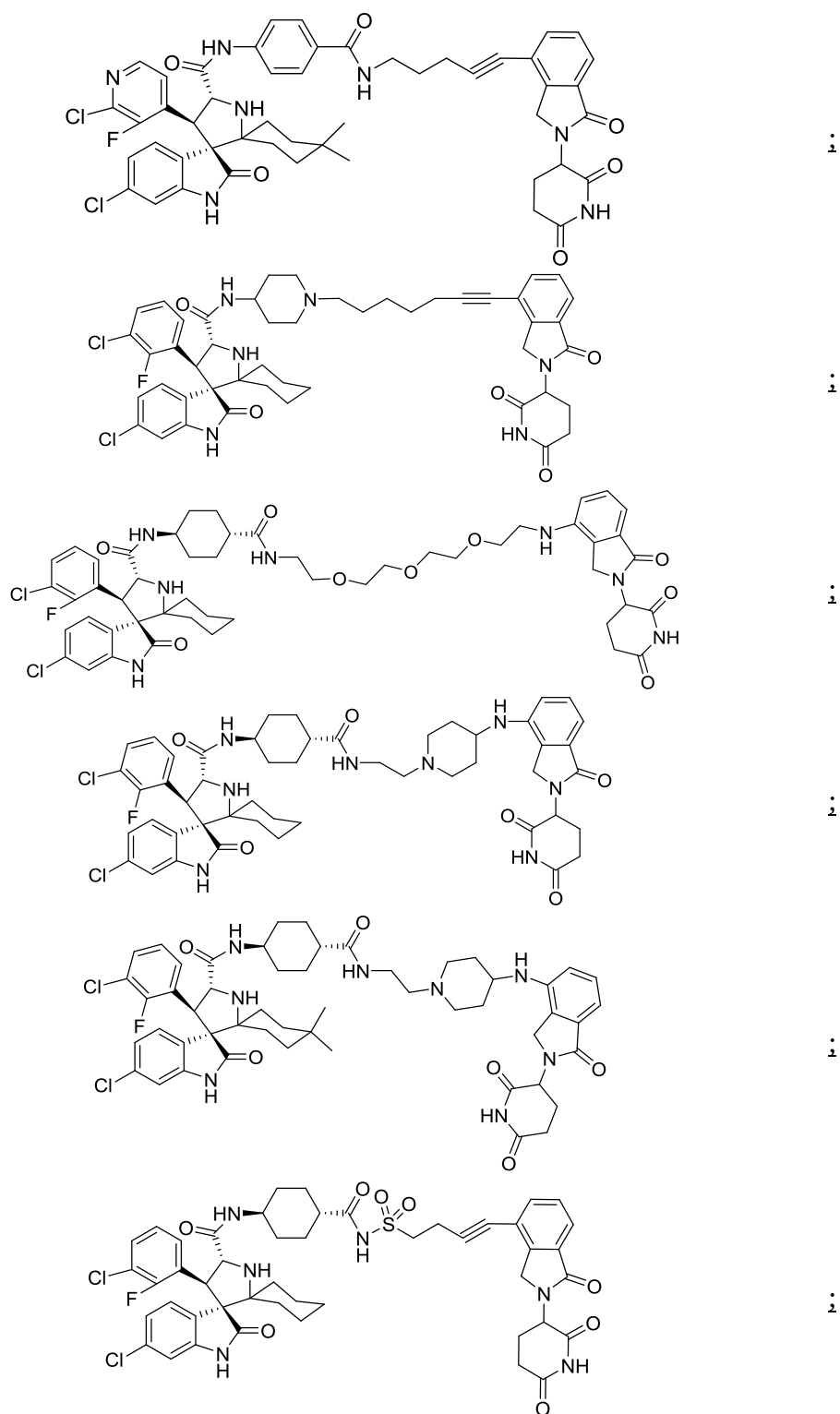
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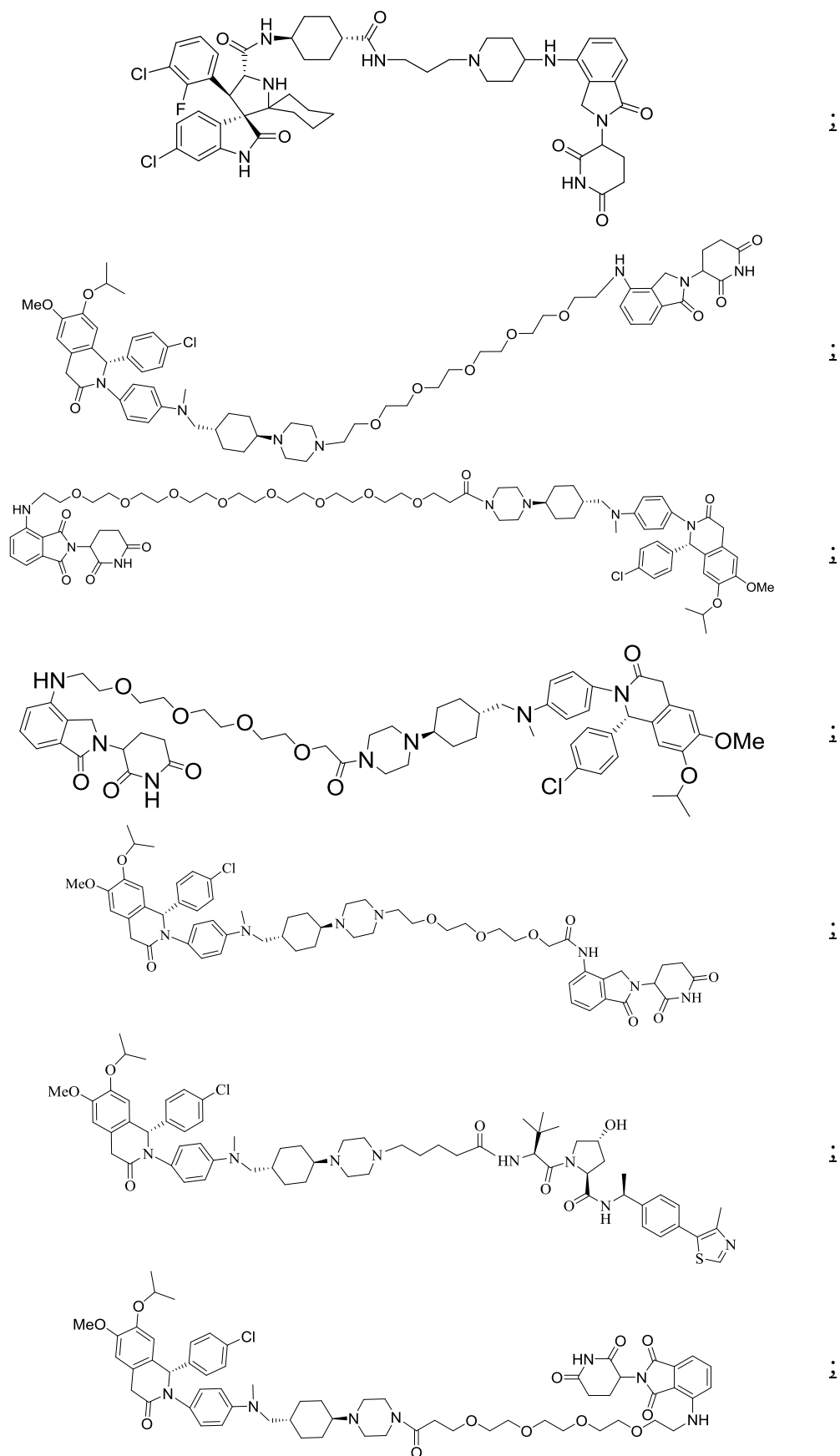


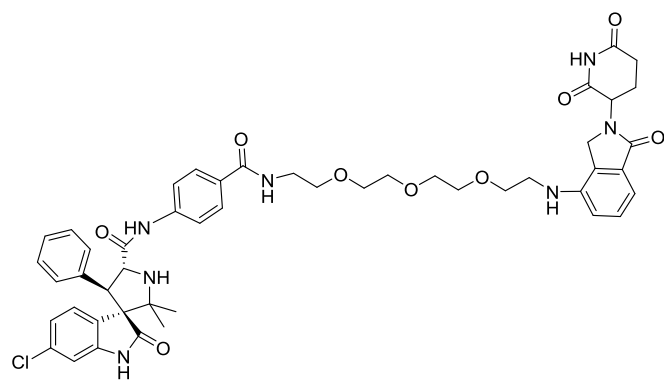
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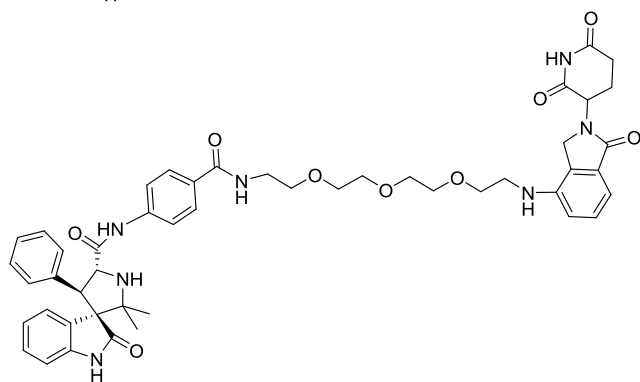
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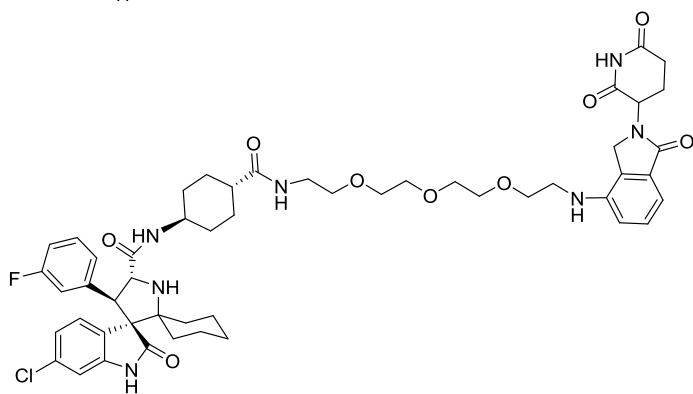




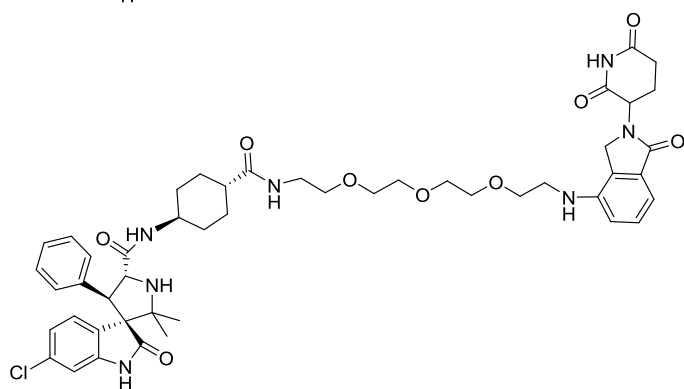
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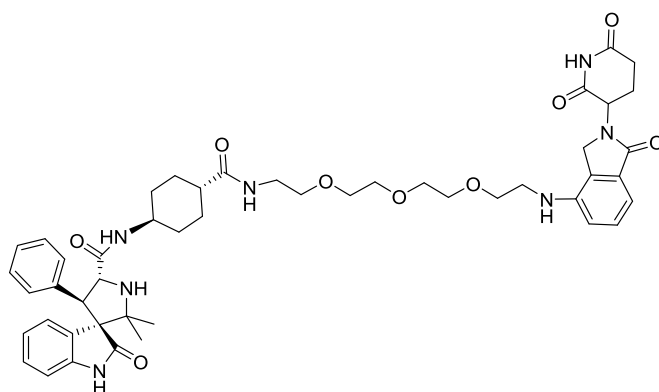
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and



15. A pharmaceutical composition comprising the compound of claim 1, or a pharmaceutically acceptable salt or solvate thereof, and a pharmaceutically acceptable carrier.

16. Use of the compound of claim 1, or a pharmaceutically acceptable salt or solvate thereof for treating a patient having cancer, a chronic autoimmune disorder, an inflammatory condition, a proliferative disorder, sepsis, or a viral infection.

17. The use of claim 16, wherein the cancer is selected from the group consisting of adrenal cancer, acinic cell carcinoma, acoustic neuroma, acral lentiginous melanoma, acrospiroma, acute eosinophilic leukemia, acute erythroid leukemia, acute lymphoblastic leukemia, acute megakaryoblastic leukemia, acute monocytic leukemia, acute promyelocytic leukemia, adenocarcinoma, adenoid cystic carcinoma, adenoma, adenomatoid odontogenic tumor, adenosquamous carcinoma, adipose tissue neoplasm, adrenocortical carcinoma, adult T-cell leukemia/lymphoma, aggressive NK-cell leukemia, AIDS-related lymphoma, alveolar rhabdomyosarcoma, alveolar soft part sarcoma, ameloblastic fibroma, anaplastic large cell lymphoma, anaplastic thyroid cancer, angioimmunoblastic T-cell lymphoma, angiomyolipoma, angiosarcoma, astrocytoma, atypical teratoid rhabdoid tumor, B-cell chronic lymphocytic leukemia, B-cell prolymphocytic leukemia, B-cell lymphoma, basal cell carcinoma, biliary tract cancer, bladder cancer, blastoma, bone cancer, Brenner tumor, Brown tumor, Burkitt's lymphoma, breast cancer, brain cancer, carcinoma, carcinoma

in situ, carcinosarcoma, cartilage tumor, cementoma, myeloid sarcoma, chondroma, chordoma, choriocarcinoma, choroid plexus papilloma, clear-cell sarcoma of the kidney, craniopharyngioma, cutaneous T-cell lymphoma, cervical cancer, colorectal cancer, degos disease, desmoplastic small round cell tumor, diffuse large B-cell lymphoma, dysembryoplastic neuroepithelial tumor, dysgerminoma, embryonal carcinoma, endocrine gland neoplasm, endodermal sinus tumor, enteropathy-associated T-cell lymphoma, esophageal cancer, fetus in fetu, fibroma, fibrosarcoma, follicular lymphoma, follicular thyroid cancer, ganglioneuroma, gastrointestinal cancer, germ cell tumor, gestational choriocarcinoma, giant cell fibroblastoma, giant cell tumor of the bone, glial tumor, glioblastoma multiforme, glioma, gliomatosis cerebri, glucagonoma, gonadoblastoma, granulosa cell tumor, gynandroblastoma, gallbladder cancer, gastric cancer, hairy cell leukemia, hemangioblastoma, head and neck cancer, hemangiopericytoma, hematological malignancy, hepatoblastoma, hepatosplenic T-cell lymphoma, Hodgkin's lymphoma, non-Hodgkin's lymphoma, invasive lobular carcinoma, intestinal cancer, kidney cancer, laryngeal cancer, lentigo maligna, lethal midline carcinoma, leukemia, leydig cell tumor, liposarcoma, lung cancer, lymphangioma, lymphangiosarcoma, lymphoepithelioma, lymphoma, acute lymphocytic leukemia, acute myelogenous leukemia, chronic lymphocytic leukemia, liver cancer, small cell lung cancer, non-small cell lung cancer, MALT lymphoma, malignant fibrous histiocytoma, malignant peripheral nerve sheath tumor, malignant triton tumor, mantle cell lymphoma, marginal zone B-cell lymphoma, mast cell leukemia, mediastinal germ cell tumor, medullary carcinoma of the breast, medullary thyroid cancer, medulloblastoma, melanoma, meningioma, merkel cell cancer, mesothelioma, metastatic urothelial carcinoma, mixed Mullerian tumor, mucinous tumor, multiple myeloma, muscle tissue neoplasm, mycosis fungoides, myxoid liposarcoma, myxoma, myxosarcoma, nasopharyngeal carcinoma, neurinoma, neuroblastoma, neurofibroma, neuroma, nodular melanoma, ocular cancer, oligoastrocytoma, oligodendroglioma, oncocytoma, optic nerve sheath meningioma, optic nerve tumor, oral cancer, osteosarcoma, ovarian cancer, pancoast tumor, papillary thyroid cancer, paraganglioma, pinealoblastoma, pineocytoma, pituicytoma, pituitary adenoma, pituitary tumor, plasmacytoma, polyembryoma, precursor T-lymphoblastic lymphoma, primary central nervous system lymphoma, primary effusion lymphoma, preimary peritoneal cancer, prostate cancer, pancreatic cancer, pharyngeal cancer, pseudomyxoma peritonei, renal cell carcinoma, renal medullary carcinoma, retinoblastoma, rhabdomyoma, rhabdomyosarcoma, Richter's transformation, rectal

cancer, sarcoma, Schwannomatosis, seminoma, Sertoli cell tumor, sex cord-gonadal stromal tumor, signet ring cell carcinoma, skin cancer, small blue round cell tumors, small cell carcinoma, soft tissue sarcoma, somatostatinoma, soot wart, spinal tumor, splenic marginal zone lymphoma, squamous cell carcinoma, synovial sarcoma, Sezary's disease, small intestine cancer, squamous carcinoma, stomach cancer, T-cell lymphoma, testicular cancer, thecoma, thyroid cancer, transitional cell carcinoma, throat cancer, urachal cancer, urogenital cancer, urothelial carcinoma, uveal melanoma, uterine cancer, verrucous carcinoma, visual pathway glioma, vulvar cancer, vaginal cancer, Waldenstrom's macroglobulinemia, Warthin's tumor, and Wilms' tumor.

18. A kit comprising the compound of claim 1, or a pharmaceutically acceptable salt or solvate thereof, and instructions for administering the compound, or a pharmaceutically acceptable salt or solvate thereof, to a patient having cancer, a chronic autoimmune disorder, an inflammatory condition, a proliferative disorder, sepsis, or a viral infection.

19. The kit of claim 18, wherein the patient has cancer.