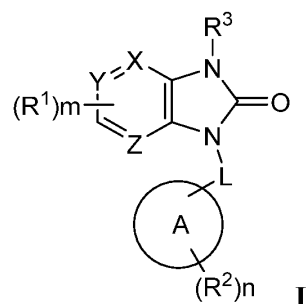


What is claimed is:

1. A compound of Formula I:



5

or a pharmaceutically acceptable salt thereof, wherein:

X is CH or S, wherein when X is S, Z is CH;

Y is CH or a bond;

Z is CH or S, wherein when Z is S, X is CH;

10 A is aryl, C₃-C₁₀cycloalkyl, heteroaryl or cycloheteroalkyl;

L is a straight or branched (C₁-C₅)alkylenyl, wherein one or more -CH₂- groups in L are optionally and independently replaced with a moiety selected from the group consisting of O, and NH;

R¹ is halogen, C₁-C₆alkyl, or cycloheteroalkyl;

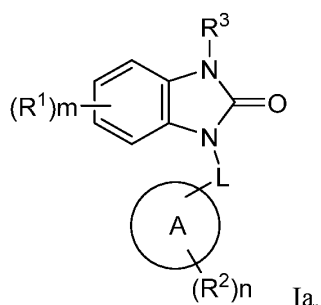
15 each occurrence of R² is independently selected from -C₁-C₆alkylNR⁴COC₃-C₆cycloalkyl, -C₁-C₆alkylNR⁴COC₁-C₆alkyl, -C₁-C₆alkylCONR⁴C₁-C₆alkyl, halogen, alkoxy, -C₁-C₆alkylcycloheteroalkyl, -C₁-C₆alkylCONR⁴aryl, C₁-C₆alkyl, -C₁-C₆alkylCOcycloheteroalkyl, -C₁-C₆alkylCONR⁴heteroaryl, -C₁-C₆alkylNR⁴SO₂C₁-C₆alkyl, -C₁-C₆alkylNR⁴SO₂C₃-C₆cycloalkyl, C₃-C₆cycloalkyl, -C₁-C₆alkylCONR⁴C₃-C₆cycloalkyl, cycloheteroalkyl, haloC₁-C₆alkyl, -CONR⁴haloalkyl, -COcycloheteroalkyl, CN, -CONR⁴C₁-C₆alkyl, -CONR⁴C₃-C₆cycloalkyl, heteroaryl, aryl, haloalkoxy, -C₁-C₆alkylC₃-C₁₀cycloalkyl, oxo, -C₁-C₆alkylheteroaryl, -NR⁴COC₁-C₆alkyl, wherein the -C₁-C₆alkylNR⁴COC₃-C₆cycloalkyl, -C₁-C₆alkylCONR⁴C₃-C₆cycloalkyl, -C₁-C₆alkylCONR⁴aryl, C₁-C₆alkylcycloheteroalkyl, -C₁-C₆alkylCOcycloheteroalkyl, C₃-C₆cycloalkyl, cycloheteroalkyl, heteroaryl, -C₁-C₆alkylC₃-C₁₀cycloalkyl, is unsubstituted or substituted with 1 to 3

20

25

substituents selected from the group consisting of alkoxy, CN, -C₁-C₆alkylOH, halogen, C₁-C₆alkyl, haloC₁-C₆alkyl, oxo, OH, CN, -C₁-C₆alkylCN, -COC₁-C₆alkyl and C₃-C₆cycloalkyl;
 R³ is hydrogen, C₁-C₆alkyl or haloC₁-C₆alkyl;
 R⁴ is C₁-C₆alkyl or hydrogen;
 m is 0, 1 or 2; and
 n is 0, 1, 2 or 3.

2. The compound of claim 1, or a pharmaceutically acceptable salt thereof, having the Formula Ia



A is aryl, C₃-C₁₀cycloalkyl, heteroaryl or cycloheteroalkyl;

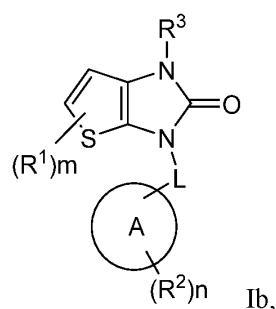
L is a straight or branched (C₁-C₅)alkylenyl, wherein one or more -CH₂- groups in L are optionally and independently replaced with a moiety selected from the group consisting of O, and NH;

each occurrence of R¹ is independently selected from halogen, C₁-C₆alkyl, or cycloheteroalkyl;

each occurrence of R² is independently selected from -C₁-C₆alkylNR⁴COC₃-C₆cycloalkyl, -C₁-C₆alkylNR⁴COC₁-C₆alkyl, -C₁-C₆alkylCONR⁴C₁-C₆alkyl, halogen, alkoxy, -C₁-C₆alkylcycloheteroalkyl, -C₁-C₆alkylCONR⁴aryl, C₁-C₆alkyl, -C₁-C₆alkylCOcycloheteroalkyl, -C₁-C₆alkylCONR⁴heteroaryl, -C₁-C₆alkylNR⁴SO₂C₁-C₆alkyl, -C₁-C₆alkylNR⁴SO₂C₃-C₆cycloalkyl, C₃-C₆cycloalkyl, -C₁-C₆alkylCONR⁴C₃-C₆cycloalkyl, cycloheteroalkyl, haloC₁-C₆alkyl, -CONR⁴haloalkyl, -COcycloheteroalkyl, CN, -CONR⁴C₁-C₆alkyl, -CONR⁴C₃-C₆cycloalkyl, heteroaryl, aryl, haloalkoxy, -C₁-C₆alkylC₃-C₁₀cycloalkyl, oxo, -C₁-C₆alkylheteroaryl, -NR⁴COC₁-C₆alkyl, wherein the -C₁-C₆alkylNR⁴COC₃-C₆cycloalkyl, -C₁-C₆alkylCONR⁴C₃-C₆cycloalkyl, -C₁-C₆alkylCONR⁴aryl, -C₁-

- C₆alkylcycloheteroalkyl, -C₁-C₆alkylCOcycloheteroalkyl, C₃-C₆cycloalkyl, cycloheteroalkyl, heteroaryl, -C₁-C₆alkylC₃-C₁₀cycloalkyl, is unsubstituted or substituted with 1 to 3 substituents selected from the group consisting of alkoxy, CN, -C₁-C₆alkylOH, halogen, C₁-C₆alkyl, haloC₁-C₆alkyl, oxo, OH, CN, -C₁-C₆alkylCN, -COC₁-C₆alkyl and C₃-C₆cycloalkyl;
- 5 R³ is C₁-C₆alkyl or haloC₁-C₆alkyl;
- R⁴ is C₁-C₆alkyl or hydrogen;
- m is 0, 1 or 2; and
- n is 0, 1, 2 or 3.

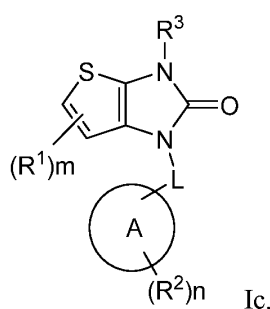
- 10 3. The compound of claim 1, or a pharmaceutically acceptable salt thereof, having the Formula Ib



- A is aryl, C₃-C₁₀cycloalkyl, heteroaryl or cycloheteroalkyl;
- L is a straight or branched (C₁-C₅)alkylenyl, wherein one or more -CH₂- groups in L are
- 15 optionally and independently replaced with a moiety selected from the group consisting of O, and NH;
- each occurrence of R¹ is independently selected from halogen, C₁-C₆alkyl, or cycloheteroalkyl;
- each occurrence of R² is independently selected from -C₁-C₆alkylNR⁴COC₃-C₆cycloalkyl,
- 20 -C₁-C₆alkylNR⁴COC₁-C₆alkyl, -C₁-C₆alkylCONR⁴C₁-C₆alkyl, halogen, alkoxy, -C₁-C₆alkylcycloheteroalkyl, -C₁-C₆alkylCONR⁴aryl, C₁-C₆alkyl, -C₁-C₆alkylCOcycloheteroalkyl, -C₁-C₆alkylCONR⁴heteroaryl, -C₁-C₆alkylNR⁴SO₂C₁-C₆alkyl, -C₁-C₆alkylNR⁴SO₂C₃-C₆cycloalkyl, C₃-C₆cycloalkyl, -C₁-C₆alkylCONR⁴C₃-C₆cycloalkyl, cycloheteroalkyl, haloC₁-C₆alkyl, -CONR⁴haloalkyl, -COcycloheteroalkyl, CN, -CONR⁴C₁-
- 25 C₆alkyl, -CONR⁴C₃-C₆cycloalkyl, heteroaryl, aryl, haloalkoxy, -C₁-C₆alkylC₃-C₁₀cycloalkyl,

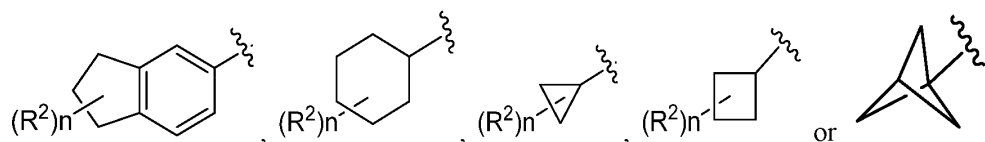
- oxo, -C₁-C₆alkylheteroaryl, -NR⁴COC₁-C₆alkyl, wherein the -C₁-C₆alkylNR⁴COC₃-C₆cycloalkyl, -C₁-C₆alkylCONR⁴C₃-C₆cycloalkyl, -C₁-C₆alkylCONR⁴aryl, -C₁-C₆alkylcycloheteroalkyl, -C₁-C₆alkylCOcycloheteroalkyl, C₃-C₆cycloalkyl, cycloheteroalkyl, heteroaryl, -C₁-C₆alkylC₃-C₁₀cycloalkyl, is unsubstituted or substituted with 1 to 3 substituents selected from the group consisting of alkoxy, CN, -C₁-C₆alkylOH, halogen, C₁-C₆alkyl, haloC₁-C₆alkyl, oxo, OH, CN, -C₁-C₆alkylCN, -COC₁-C₆alkyl and C₃-C₆cycloalkyl; R³ is C₁-C₆alkyl or haloC₁-C₆alkyl; R⁴ is C₁-C₆alkyl or hydrogen; m is 0, 1 or 2; and n is 0, 1, 2 or 3.

4. The compound of claim 1, or a pharmaceutically acceptable salt thereof, having the Formula Ic



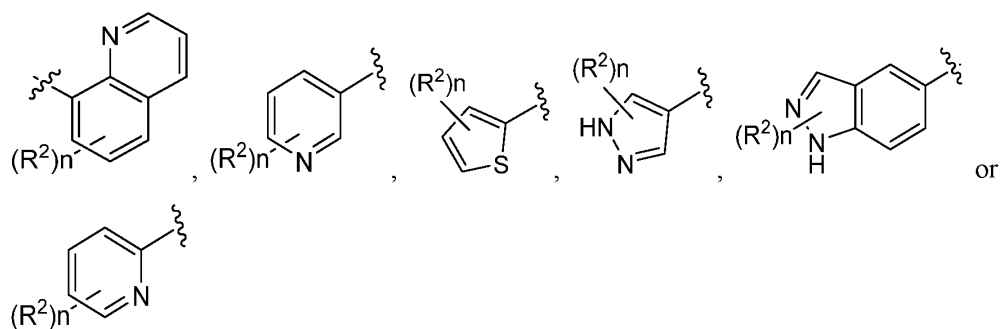
- A is aryl, C₃-C₁₀cycloalkyl, heteroaryl or cycloheteroalkyl; L is a straight or branched (C₁-C₅)alkylenyl, wherein one or more -CH₂- groups in L are optionally and independently replaced with a moiety selected from the group consisting of O, and NH; each occurrence of R¹ is independently selected from halogen, C₁-C₆alkyl, or cycloheteroalkyl; each occurrence of R² is independently selected from -C₁-C₆alkylNR⁴COC₃-C₆cycloalkyl, -C₁-C₆alkylNR⁴COC₁-C₆alkyl, -C₁-C₆alkylCONR⁴C₁-C₆alkyl, halogen, alkoxy, -C₁-C₆alkylcycloheteroalkyl, -C₁-C₆alkylCONR⁴aryl, C₁-C₆alkyl, -C₁-C₆alkylCOcycloheteroalkyl, -C₁-C₆alkylCONR⁴heteroaryl, -C₁-C₆alkylNR⁴SO₂C₁-C₆alkyl, -C₁-C₆alkylNR⁴SO₂C₃-C₆cycloalkyl, C₃-C₆cycloalkyl, -C₁-C₆alkylCONR⁴C₃-C₆cycloalkyl,

- cycloheteroalkyl, haloC₁-C₆alkyl, -CONR⁴haloalkyl, -COcycloheteroalkyl, CN, -CONR⁴C₁-C₆alkyl, -CONR⁴C₃-C₆cycloalkyl, heteroaryl, aryl, haloalkoxy, -C₁-C₆alkylC₃-C₁₀cycloalkyl, oxo, -C₁-C₆alkylheteroaryl, -NR⁴COC₁-C₆alkyl, wherein the -C₁-C₆alkylNR⁴COC₃-C₆cycloalkyl, -C₁-C₆alkylCONR⁴C₃-C₆cycloalkyl, -C₁-C₆alkylCONR⁴aryl, -C₁-C₆alkylcycloheteroalkyl, -C₁-C₆alkylCOcycloheteroalkyl, C₃-C₆cycloalkyl, cycloheteroalkyl, heteroaryl, -C₁-C₆alkylC₃-C₁₀cycloalkyl, is unsubstituted or substituted with 1 to 3 substituents selected from the group consisting of alkoxy, CN, -C₁-C₆alkylOH, halogen, C₁-C₆alkyl, haloC₁-C₆alkyl, oxo, OH, CN, -C₁-C₆alkylCN, COC₁-C₆alkyl and C₃-C₆cycloalkyl; R³ is C₁-C₆alkyl or haloC₁-C₆alkyl;
- R⁴ is C₁-C₆alkyl or hydrogen;
- m is 0, 1 or 2; and
- n is 0, 1, 2 or 3.
5. The compound of any one of claims 1-4, or pharmaceutically acceptable salt thereof, wherein L is -CH₂-, -CH₂CH₂-, -CH₂CH₂CH₂CH₂-, -CH₂CH₂CH₂O-, or -CHCH₃-.
6. The compound of any one of claims 1-5, or a pharmaceutically acceptable salt thereof, wherein A is aryl.
7. The compound of any one of claims 1-6, or a pharmaceutically acceptable salt thereof, wherein A is aryl, wherein the aryl is phenyl.
8. The compound of any one of claims 1-5, or a pharmaceutically acceptable salt thereof, wherein A is C₃-C₁₀cycloalkyl.
9. The compound of any one of claims 1-5 or 8, or a pharmaceutically acceptable salt thereof, wherein A is C₃-C₁₀cycloalkyl, wherein the C₃-C₁₀cycloalkyl is:



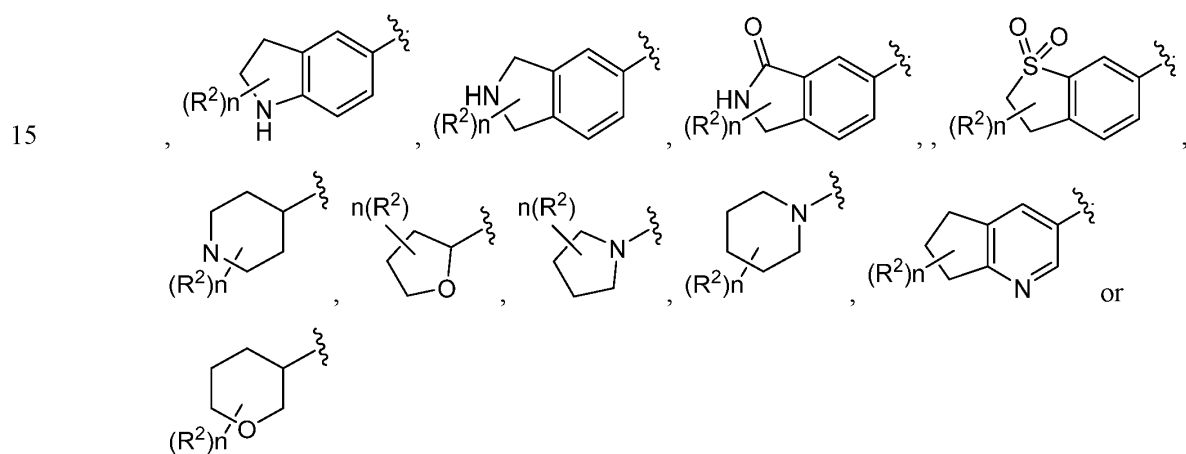
10. The compound of any one of claims 1-5, or a pharmaceutically acceptable salt thereof, wherein A is heteroaryl.

11. The compound of any one of claims 1-4 or 10, or a pharmaceutically acceptable salt thereof, wherein A is heteroaryl, wherein the heteroaryl is:

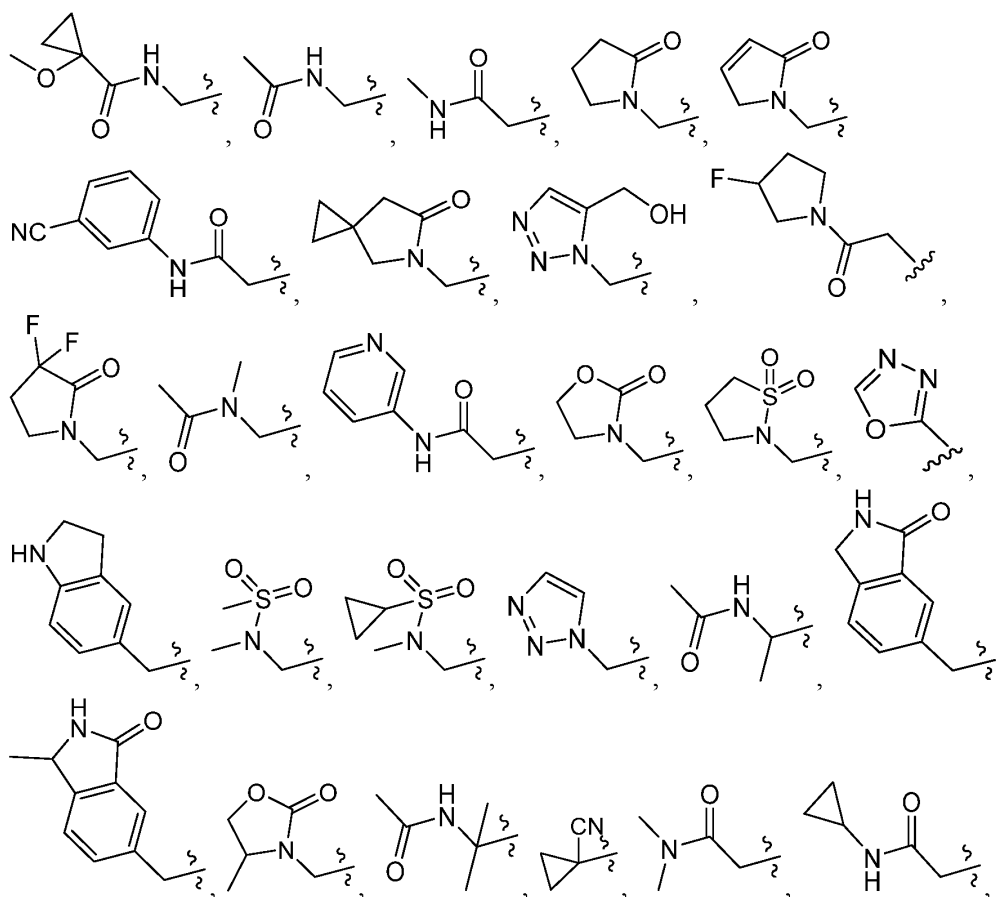


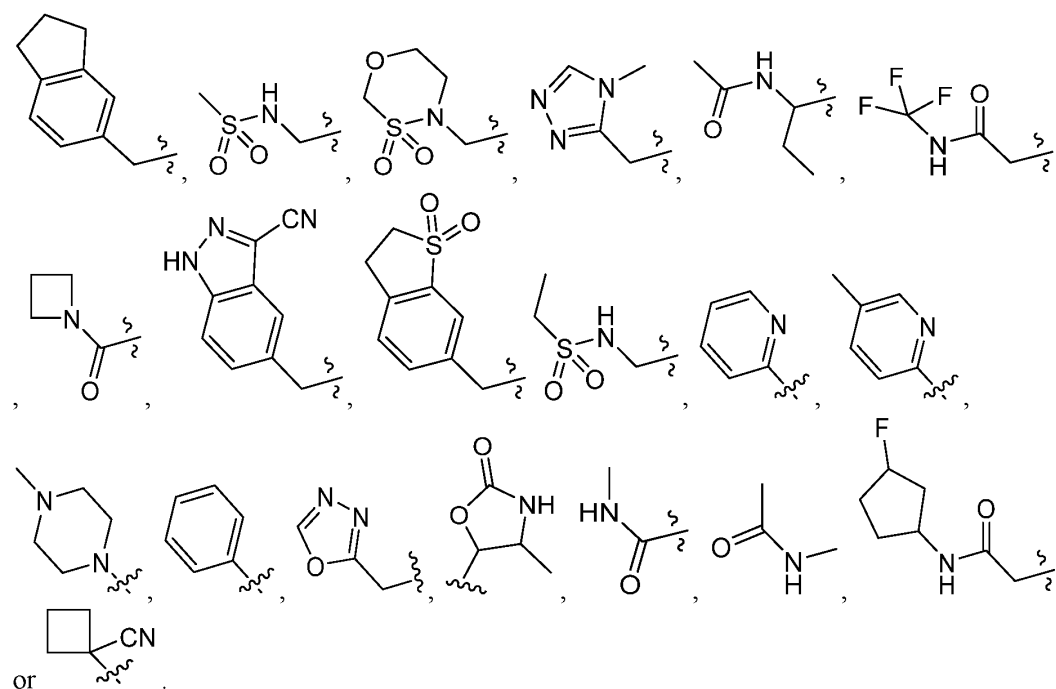
- 10 12. The compound of any one of claims 1-5, or a pharmaceutically acceptable salt thereof,
wherein A is cycloheteroalkyl.

13. The compound of any one of claims 1-4 or 12, or a pharmaceutically acceptable salt thereof, wherein A is a cycloheteroalkyl, wherein the cycloheteroalkyl is:



14. The compound of any one of claims 1-13, or a pharmaceutically acceptable salt thereof,
wherein m is 0.
15. The compound of any one of claims 1-13, or a pharmaceutically acceptable salt thereof,
5 wherein m is 1 or 2 and R¹ is fluorine, chlorine, pyrrolidine, methyl or ethyl.
16. The compound of any one of claims 1-15, or a pharmaceutically acceptable salt thereof,
wherein n is 0.
17. The compound of any one of claims 1-15, or a pharmaceutically acceptable salt thereof,
10 wherein n is 1, 2 or 3 and R² is chlorine, fluorine, iodine, methoxy, isopropoxy, methyl,
difluoromethyl, trifluoromethoxy, isobutyl,

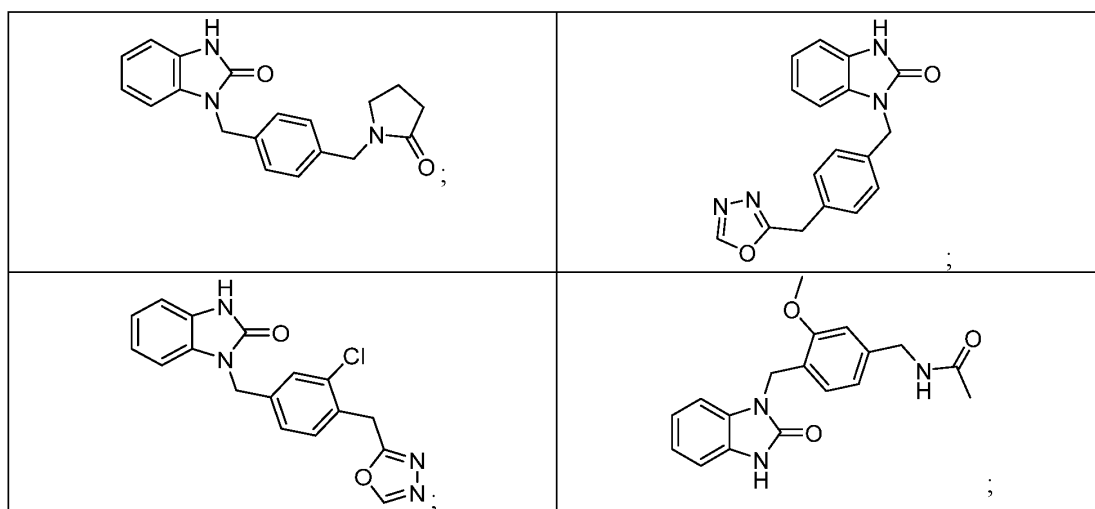




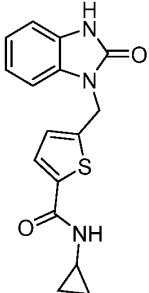
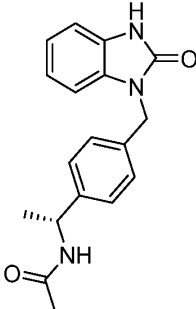
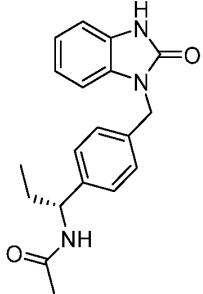
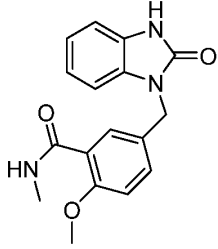
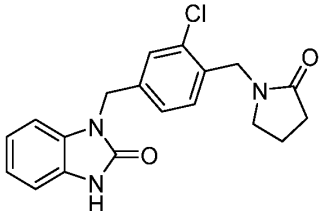
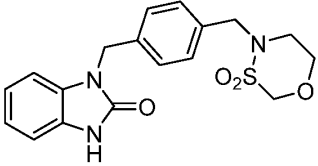
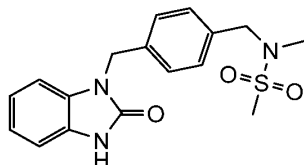
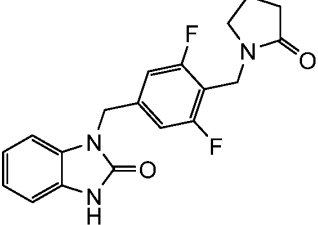
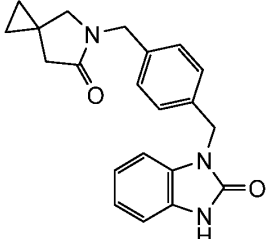
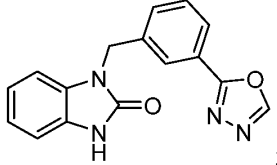
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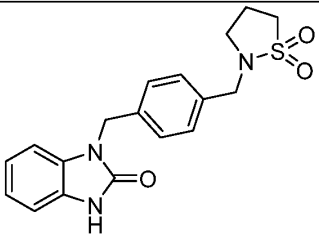
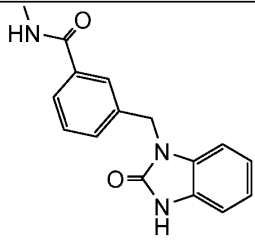
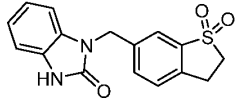
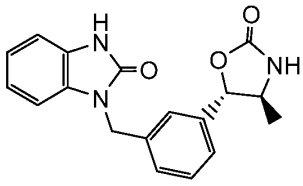
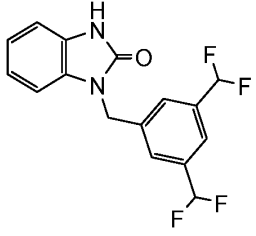
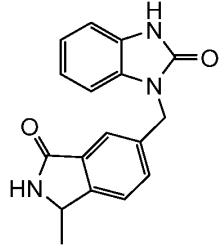
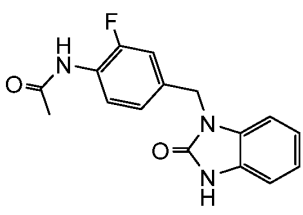
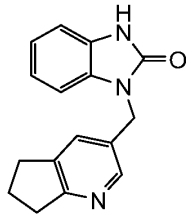
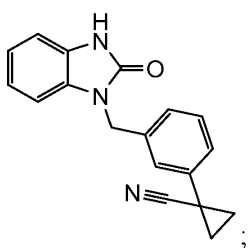
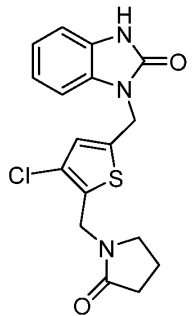
18. The compound of any one of claims 1-17, or a pharmaceutically acceptable salt thereof, and R^3 is hydrogen, methyl or difluoromethyl.

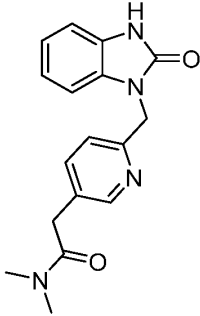
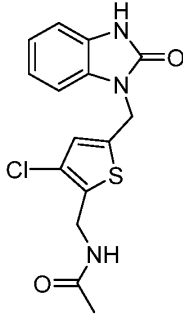
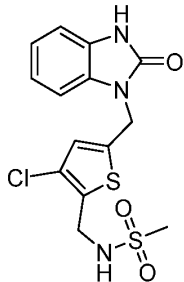
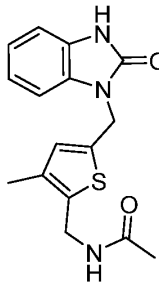
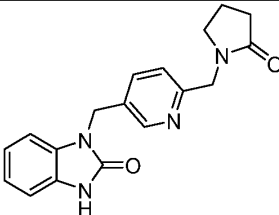
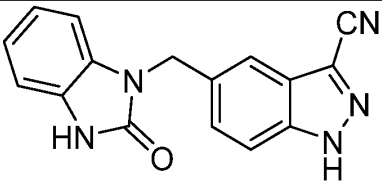
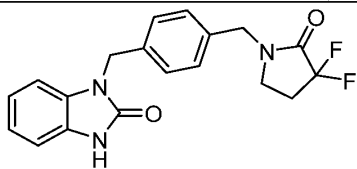
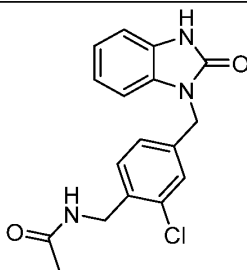
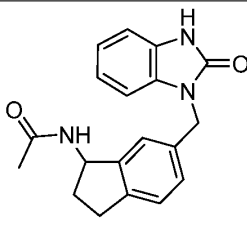
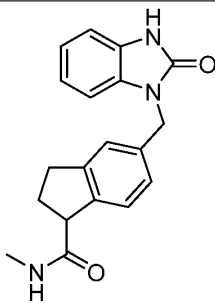
19. A compound selected from:

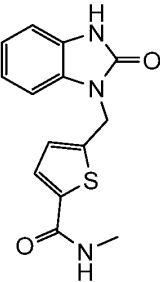
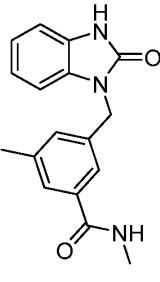
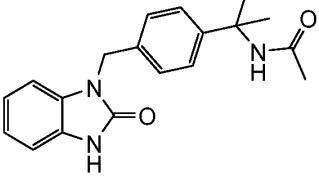
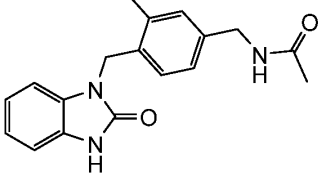
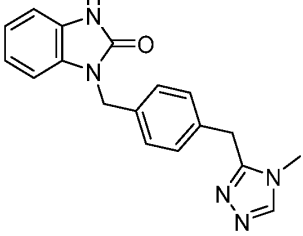
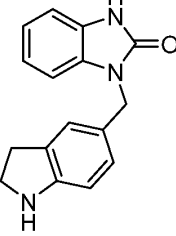
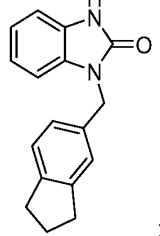
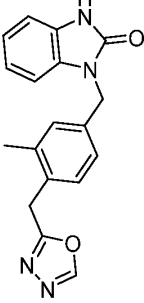
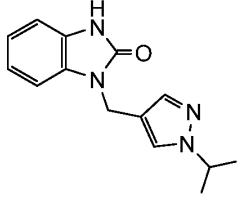
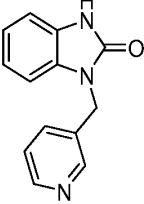


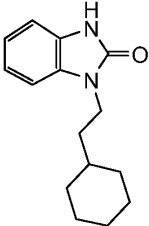
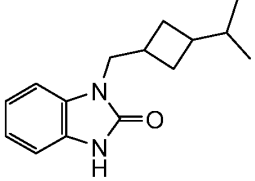
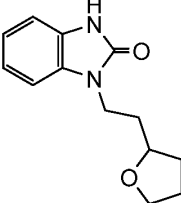
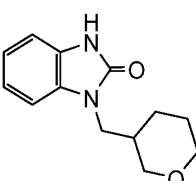
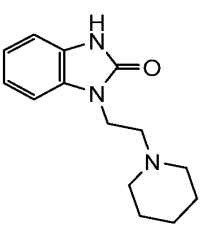
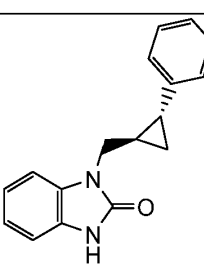
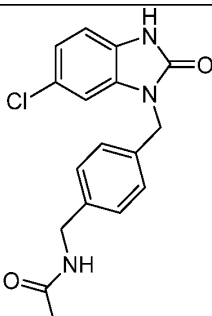
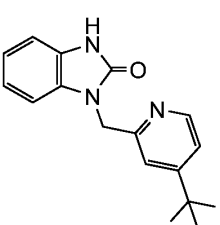
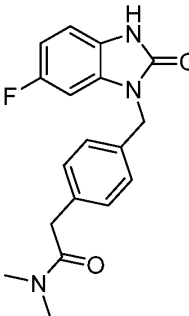
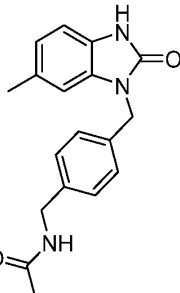
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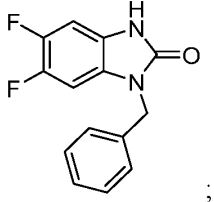
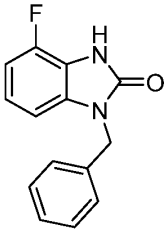
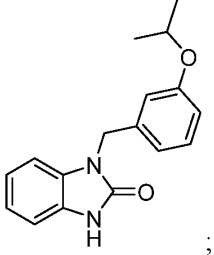
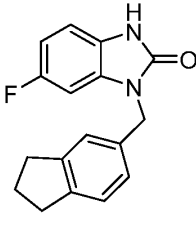
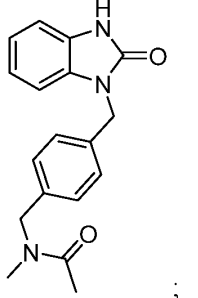
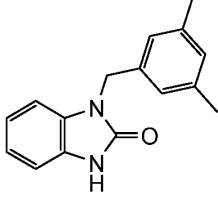
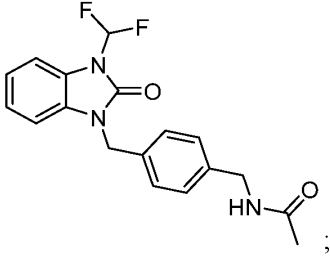
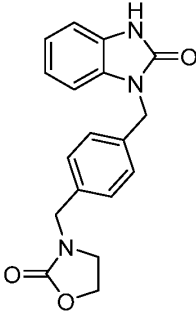
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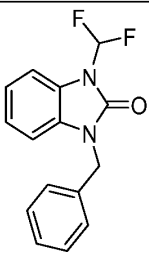
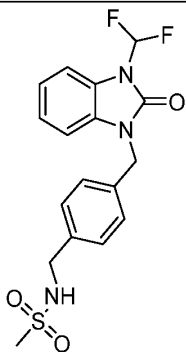
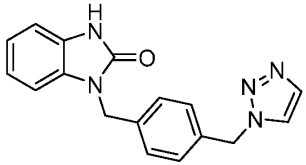
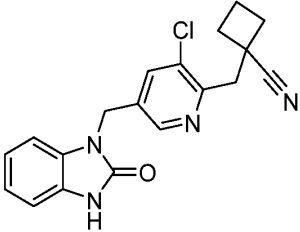
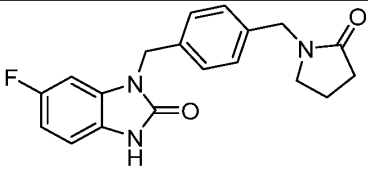
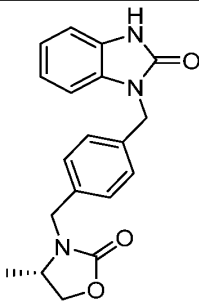
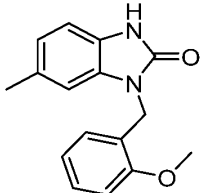
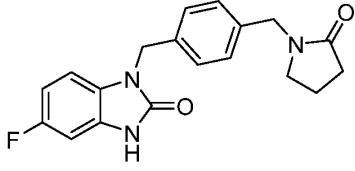
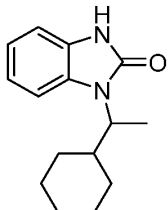
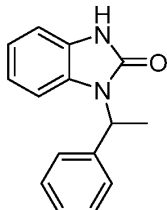
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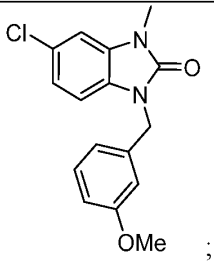
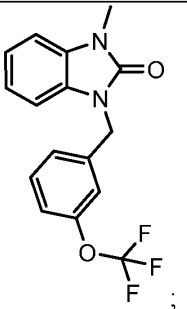
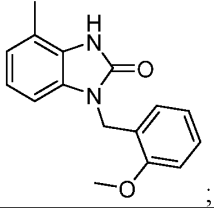
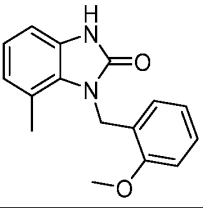
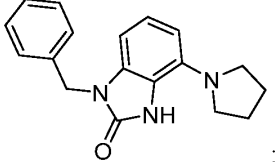
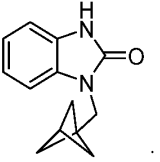
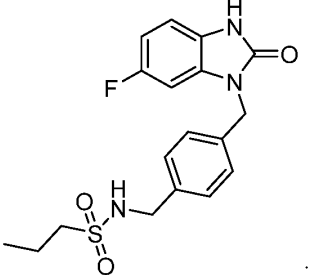
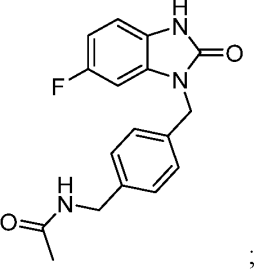
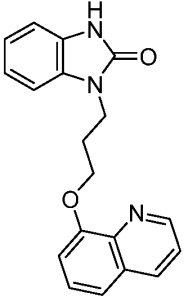
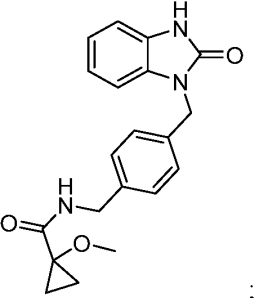
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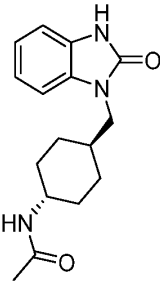
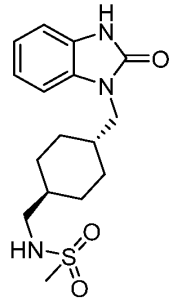
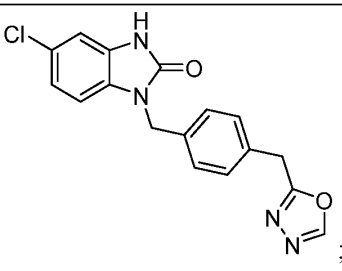
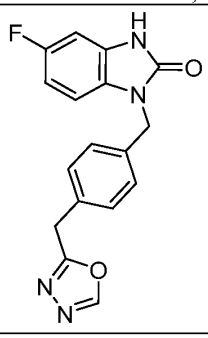
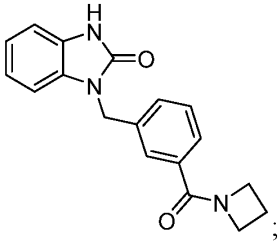
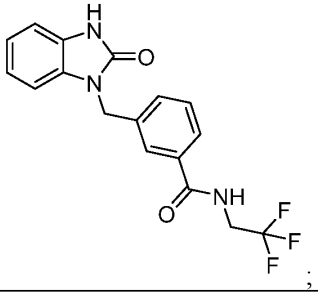
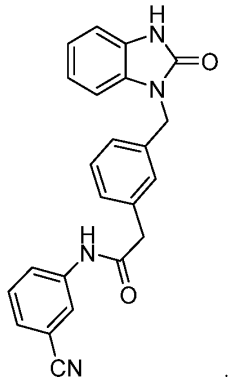
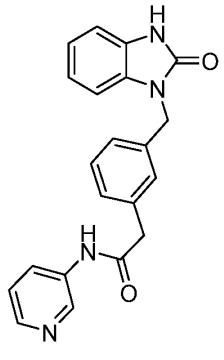
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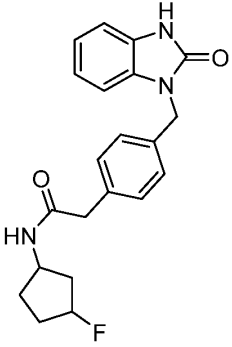
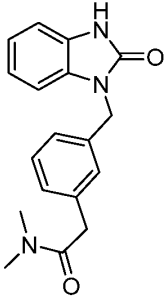
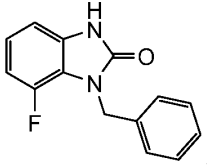
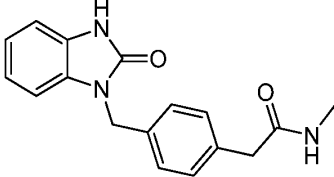
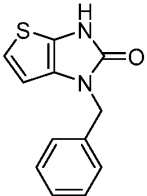
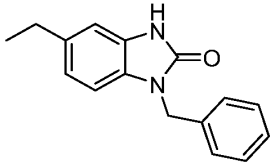
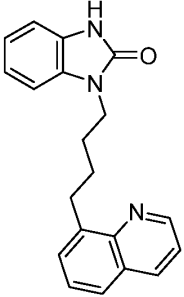
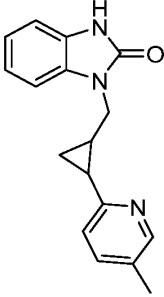
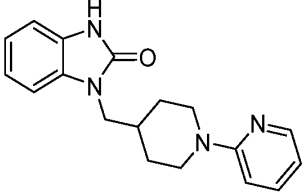
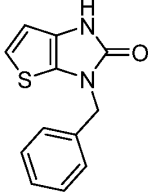
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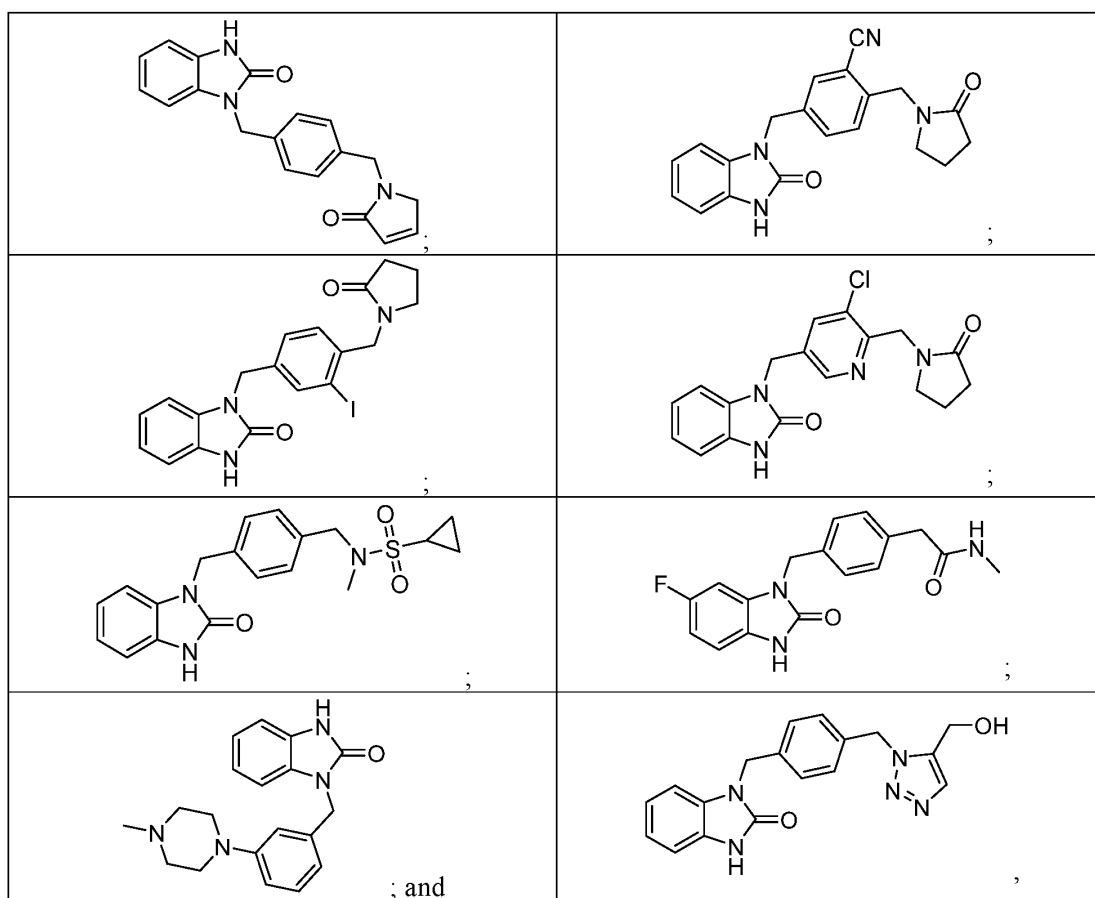
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 <chem>O=C1N(Cc2ccccc2)c2ccccc2N1C(F)(F)F</chem> ;	 <chem>CS(=O)(=O)NCc1ccc(cc1)CN2C(=O)c3ccccc3N2C(F)(F)F</chem> ;
 <chem>c1ccn[nH]1Cc2ccc(cc2)CN3C(=O)c4ccccc4N3C(F)(F)F</chem> ;	 <chem>N#CCC1(C)CC1Cc2cc(Cl)ccc2CN3C(=O)c4ccccc4N3C(F)(F)F</chem> ;
 <chem>O=C1N(Cc2ccc(cc2)CN3CCCC3=O)c2ccccc2N1C(F)(F)F</chem> ;	 <chem>O=C1N(Cc2ccc(cc2)CN3CCCC3=O)c2ccccc2N1C(F)(F)F</chem> ;
 <chem>O=C1N(Cc2ccc(cc2)CN3CCCC3=O)c2ccccc2N1C(F)(F)F</chem> ;	 <chem>O=C1N(Cc2ccc(cc2)CN3CCCC3=O)c2ccccc2N1C(F)(F)F</chem> ;
 <chem>O=C1N(Cc2ccc(cc2)CN3CCCC3=O)c2ccccc2N1C(F)(F)F</chem> ;	 <chem>O=C1N(Cc2ccc(cc2)CN3CCCC3=O)c2ccccc2N1C(F)(F)F</chem> ;

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or a pharmaceutically acceptable salt thereof.

20. A method of treating cancer comprising administering to a patient in need thereof a compound, or pharmaceutically acceptable salt thereof, of any one of claims 1-19.

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21. The use of a compound, or pharmaceutically acceptable salt thereof, of any one of claims 1-19 to treat cancer in a patient in need thereof.

22. A pharmaceutical composition comprising a compound of any one of claims 1-19, or a pharmaceutically acceptable salt thereof and a pharmaceutically acceptable carrier.

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23. A pharmaceutical composition comprising a compound of any one of claims 1-19 and a pharmaceutically acceptable carrier.