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(54) Title: NOVEL CYCLIC BENZIMIDAZOLE DERIVATIVES USEFUL ANTI-DIABETIC AGENTS

(57) Abstract: Novel compounds of the structural formula (I) are activators of AMP-protein kinase and are useful in the treatment, prevention and suppression of diseases mediated by the AMPK- activated protein kinase. The compounds of the present invention are useful in the treatment of Type 2 diabetes, hyperglycemia, metabolic syndrome, obesity, hypercholesterolemia, and hypertension.



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## TITLE OF THE INVENTION

## NOVEL CYCLIC BENZIMIDAZOLE DERIVATIVES USEFUL ANTI-DIABETIC AGENTS

## BACKGROUND OF THE INVENTION

5 Diabetes is characterized by elevated levels of plasma glucose (hyperglycemia) in the fasting state or after administration of glucose during an oral glucose tolerance test. In type 1 diabetes, or insulin-dependent diabetes mellitus (IDDM), patients produce little or no insulin, the hormone which regulates glucose utilization. In Type 2 diabetes, or noninsulin-dependent diabetes mellitus (NIDDM), insulin is still produced by islet cells in the pancreas. Patients  
10 having Type 2 diabetes have a resistance to the effects of insulin in stimulating glucose and lipid metabolism in the main insulin-sensitive tissues, including muscle, liver and adipose tissues. These patients often have normal levels of insulin, and may have hyperinsulinemia (elevated plasma insulin levels), as they compensate for the reduced effectiveness of insulin by secreting increased amounts of insulin (Polonsky, *Int. J. Obes. Relat. Metab. Disord.* 24 Suppl 2:S29-31,  
15 2000). Insulin resistance is not primarily caused by a diminished number of insulin receptors but rather by a post-insulin receptor binding defect that is not yet completely understood. This lack of responsiveness to insulin results in insufficient insulin-mediated activation of uptake, oxidation and storage of glucose in muscle, and inadequate insulin-mediated repression of lipolysis in adipose tissue and of glucose production and secretion in the liver. Eventually, a  
20 patient may be become diabetic due to the inability to properly compensate for insulin resistance. In humans, the beta cells within the pancreatic islets initially compensate for insulin resistance by increasing insulin output. The onset of Type 2 diabetes due to insufficient increases (or actual declines) in beta cell mass is apparently due to increased beta cell apoptosis relative to non-diabetic insulin resistant individuals (Butler *et al.*, *Diabetes* 52:102-110, 2003).

25 Persistent or uncontrolled hyperglycemia is associated with increased and premature morbidity and mortality. Often abnormal glucose homeostasis is associated both directly and indirectly with obesity, hypertension, and alterations of the lipid, lipoprotein and apolipoprotein metabolism, as well as other metabolic and hemodynamic disease. Patients with Type 2 diabetes mellitus have a significantly increased risk of macrovascular and microvascular complications,  
30 including atherosclerosis, coronary heart disease, stroke, peripheral vascular disease, hypertension, nephropathy, neuropathy, and retinopathy. Therefore, effective therapeutic control of glucose homeostasis, lipid metabolism, obesity, and hypertension are critically important in the clinical management and treatment of diabetes mellitus.

Patients who have insulin resistance often exhibit several symptoms that together are  
35 referred to as Syndrome X or Metabolic Syndrome. Patients with Metabolic Syndrome have an increased risk of developing atherosclerosis and coronary heart disease.

There are several available treatments for Type 2 diabetes, each of which has its own

limitations and potential risks. Physical exercise and a reduction in dietary intake of calories often dramatically improve the diabetic condition and are the usual recommended first-line treatment of Type 2 diabetes and of pre-diabetic conditions associated with insulin resistance. Compliance with this treatment is generally very poor because of well-entrenched sedentary  
5 lifestyles and excess food consumption, especially of foods containing high amounts of fat and carbohydrates. Pharmacologic treatments for diabetes have largely focused on three areas of pathophysiology: (1) hepatic glucose production (biguanides, such as phenformin and metformin), (2) insulin resistance (PPAR agonists, such as rosiglitazone, troglitazone, engliazone, balaglitazone, MCC-555, netoglitazone, T-131, LY-300512, LY-818 and  
10 pioglitazone), (3) insulin secretion (sulfonylureas, such as tolbutamide, glipizide and glimipiride); (4) incretin hormone mimetics (GLP-1 derivatives and analogs, such as exenatide and liraglutide); and (5) inhibitors of incretin hormone degradation (DPP-4 inhibitors, such as sitagliptin).

Many of the current treatments for diabetes have unwanted side effects. Phenformin and  
15 metformin can induce lactic acidosis, nausea/vomiting, and diarrhea. Metformin has a lower risk of side effects than phenformin and is widely prescribed for the treatment of Type 2 diabetes. The currently marketed PPAR gamma agonists are modestly effective in reducing plasma glucose and hemoglobin A1C, and do not greatly improve lipid metabolism or the lipid profile. Sulfonylureas and related insulin secretagogues can cause insulin secretion even if the glucose  
20 level is low, resulting in hypoglycemia, which can be fatal in severe cases. The administration of insulin secretagogues must therefore be carefully controlled. There remains a need for treatments for diabetes that work by novel mechanisms of action and that exhibit fewer side effects.

AMP-activated protein kinase (AMPK) has been identified as a regulator of carbohydrate and fatty acid metabolism that helps maintain energy balance in response to environmental and  
25 nutritional stress. There is evidence that activation of AMPK results in a number of beneficial effects on lipid and glucose metabolism by reducing glucogenesis and de novo lipogenesis (fatty acid and cholesterol synthesis), and by increasing fatty acid oxidation and skeletal muscle glucose uptake. Inhibition of ACC, by phosphorylation by AMPK, leads to a decrease in fatty acid synthesis and to an increase in fatty acid oxidation, while inhibition of HMG-CoA  
30 reductase, by phosphorylation by AMPK, leads to a decrease in cholesterol synthesis (Carling, D. et.al., FEBS Letters 223:217 (1987)).

In the liver, AMPK activation results in a decrease in fatty acid and cholesterol synthesis, inhibiting hepatic glucose production and increasing fatty acid oxidation. It has been shown that AMP-activated protein kinase regulates triacylglycerol synthesis and fatty acid oxidation in liver  
35 and muscle via glycerol-3-phosphate acyltransferase (Muoio, D. M. et.al., Biochem. J. 338:783 (1999)). Another substrate of AMPK, hepatocyte nuclear factor-4 $\alpha$ , has been shown to be involved in type-1 maturity onset diabetes (Leclerc, I. et.al., Diabetes 50:1515 (2001)).

Additional processes believed to be regulated through AMPK activation include the stimulation of glucose transport in skeletal muscle and the regulation of key genes in fatty acid and glucose metabolism in the liver (Hardie, D. G. and Hawley, S. A., *Bioessays* 23: 1112 (2001), Kemp, B. E. et.al., *Biochem. Soc. Transactions* 31:162 (2003), Musi, N. and Goodyear, L. J., *Current Drug Targets-Immune, Endocrine and Metabolic Disorders* 2:119 (2002); Lochhead, P. A. et.al., *Diabetes* 49:896 (2000); and Zhou, G. et.al., *J. of Clin. Invest.* 108: 1167 (2001).

*In vivo* studies have demonstrated the following beneficial effects of both acute and chronic administration of AICAR, an AMPK activator, in rodent models of obesity and type 2 diabetes: 1) an improvement in glucose homeostasis in insulin-resistant diabetic (ob/ob) mice; 2) a decrease in blood glucose concentrations in ob/ob and db/db mice and a blood glucose reduction of 35% following 8 weeks of administration; and 3) a reduction in metabolic disturbances and a reduction of blood pressure in rats displaying characteristics of insulin resistance syndrome (Bergeron, R. et.al., *Diabetes* 50:1076 (2001); Song, S. M. et.al., *Diabetologia* 45:56 (2002); Halseth, A. E. et.al., *Biochem. and Biophys. Res. Comm.* 294:798 (2002); and Buhl, E. S. et.al., *Diabetes* 51: 2199 (2002)). A further study of 7 week AICAR administration in obese Zucker (fa/fa) rats lead to a reduction in plasma triglycerides and free fatty acids; an increase in HDL cholesterol; and a normalization of glucose metabolism as assessed by an oral glucose tolerance test (Minokoshi, Y. et.al., *Nature* 415: 339 (2002)). Expression of dominant negative AMPK in skeletal muscle of transgenic mice has demonstrated that the AICAR effect on stimulation of glucose transport is dependent on AMPK activation (Mu, J. et.al., *Molecular Cell* 7: 1085 (2001)).

Recent data also suggest that AMPK activation is involved in the glucose and lipid-lowering effects of the anti-diabetic drug metformin. It has been shown that the diabetes drug metformin can activate AMPK *in vivo* at high concentrations (Zhou, G. et.al., *J. of Clin. Invest.* 108: 1167 (2001); Musi, N. et.al. *Diabetes* 51: 2074 (2002)).

Based on these studies, it is expected that the *in vivo* activation of AMPK in the liver may result in the reduction of hepatic glucose output, an improvement in overall glucose homeostasis, a decrease in fatty acid and cholesterol synthesis, and an increase in fatty acid oxidation. Stimulation of AMPK in skeletal muscle is expected to result in an increase in glucose uptake and fatty acid oxidation with resulting improvement of glucose homeostasis, and an improvement in insulin action. Finally, the resulting increase in energy expenditure should lead to a decrease in body weight. The lowering of blood pressure has also been reported to be a consequence of AMPK activation.

Increased fatty acid synthesis is a characteristic of many tumor cells, therefore decreasing the synthesis of fatty acids via AMPK activation may also be useful as a cancer therapy. Activation of AMPK may also be useful to treat ischemic events in the brain (Blazquez, C. et.al., *J. Neurochem.* 73: 1674 (1999)); to prevent damage from reactive oxygen species (Zhou, M.



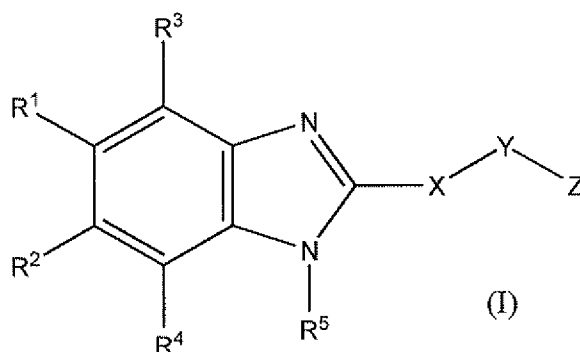
et.al., Am. J. Physiol. Endocrinol. Metab. 279: E622 (2000)); and to improve local circulatory systems (Chen, Z.-P., et.al. AMP-activated protein kinase phosphorylation of endothelial NO synthase. FEBS Letters 443: 285 (1999)).

Compounds that activate AMPK are expected to be useful to treat type 2 diabetes mellitus, obesity, hypertension, dyslipidemia, cancer, and metabolic syndrome, as well as cardiovascular diseases, such as myocardial infarction and stroke, by improving glucose and lipid metabolism and by reducing body weight. There is a need for potent AMPK activators that have pharmacokinetic and pharmacodynamic properties suitable for use as human pharmaceuticals.

Benzimidazole compounds are disclosed in WO 93/07124; WO 95/29897; WO 98/39342; WO 98/39343; WO 00/14095; WO 00/03997; WO 01/53272; WO 01/53291; WO 02/092575; WO 02/40019; WO 03/018061; WO 05/002520; WO 05/018672; WO 06/094209; US 6,312,662; US 6,489,476; US 2005/0148643; DE 3 316 095; JP 6 298 731; EP 0 126 030; EP 0 128 862; EP 0 129 506; and EP 0 120 403. AMPK activators are disclosed in WO 08/006432; WO 05/051298; WO 05/020892; US 2007/015665; US 2007/032529; US 2006/287356; and US 2005/038068.

#### SUMMARY OF THE INVENTION

The present invention is concerned with novel benzimidazole derivatives of structural Formula I:



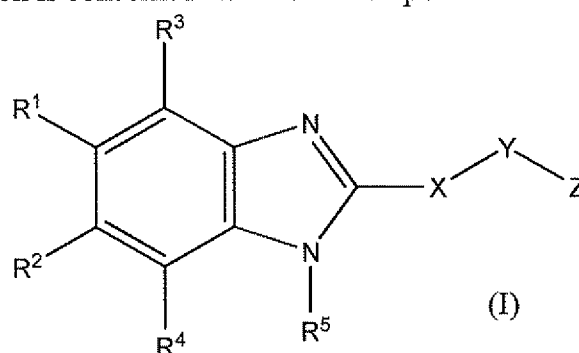
and pharmaceutically acceptable salts thereof. The compounds of structural formula I, and embodiments thereof, are activators of AMP-activated protein kinase (AMPK) and are useful in the treatment, prevention and suppression of diseases, disorders and conditions mediated by activation of AMP-activated protein kinase, such as Type 2 diabetes mellitus, insulin resistance, hyperglycemia, dyslipidemia, lipid disorders, obesity, hypertension, Metabolic Syndrome and atherosclerosis.

The present invention also relates to pharmaceutical compositions comprising the compounds of the present invention and a pharmaceutically acceptable carrier. The present invention also relates to methods for the treatment, control or prevention of disorders, diseases, and conditions responsive to activation of AMP-activated protein kinase in a subject in need

thereof by administering the compounds and pharmaceutical compositions of the present invention. The present invention also relates to the use of compounds of the present invention for manufacture of a medicament useful in treating diseases, disorders and conditions responsive to the activation of AMP-activated protein kinase. The present invention is also concerned with  
 5 treatment of these diseases, disorders and conditions by administering the compounds of the present invention in combination with a therapeutically effective amount of another agent known to be useful to treat the disease, disorder and condition. The invention is further concerned with processes for preparing the compounds of this invention.

## 10 DETAILED DESCRIPTION OF THE INVENTION

The present invention is concerned with novel compounds of structural Formula I:



or a pharmaceutically acceptable salt thereof, wherein:

X is absent or selected from:

- 15 (1) -S-,  
 (2) -O-,  
 (3) -NH-,  
 (4) -C(O)-,  
 (5) -NHC(O)-,  
 20 (6) -C(O)NH-,  
 (7) -NHSO<sub>2</sub>-,  
 (8) -SO<sub>2</sub>NH-, and  
 (9) -CO<sub>2</sub>-,

wherein NH is unsubstituted or substituted with 1 substituent selected from: -C<sub>1-6</sub>alkyl, -CO<sub>2</sub>H,  
 25 -CO<sub>2</sub>C<sub>1-6</sub>alkyl, -COC<sub>1-6</sub>alkyl, phenyl and -CH<sub>2</sub>phenyl;

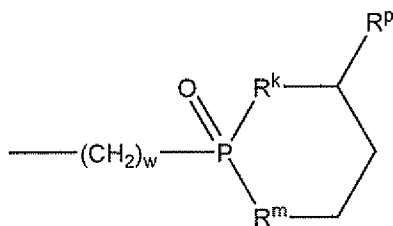
Y is selected from:

- (1) -CH<sub>2</sub>-,  
 (2) -CH<sub>2</sub>-CH<sub>2</sub>-,  
 (3) -CH<sub>2</sub>-CH<sub>2</sub>-CH<sub>2</sub>-,  
 30 (4) -CHF-, and  
 (5) -CF<sub>2</sub>-,

wherein each CH<sub>2</sub> and CHF is unsubstituted or substituted with 1 or 2 substituents selected from R<sup>b</sup>;

Z is selected from:

- (1)  $-(CH_2)_mP(O)(OH)_2$ ,
- 5 (2)  $-(CH_2)_mP(O)H(OH)$ ,
- (3)  $-(CH_2)_mP(O)(C_{1-6}alkyl)_2$ ,
- (4)  $-(CH_2)_mP(O)(OC_{1-6}alkyl)_2$ ,
- (5)  $-(CH_2)_mP(O)(OH)(C_{1-6}alkyl)$ ,
- (6)  $-(CH_2)_mP(O)(OH)(OC_{1-6}alkyl)$ ,
- 10 (7)  $-(CH_2)_mP(O)(C_{1-6}alkyl)(OC_{1-6}alkyl)$ ,
- (8)  $-(CH_2)_mP(O)(OH)(O-(CH_2)_{0-4}aryl)$ ,
- (9)  $-(CH_2)_mP(O)(NR^gC(R^h)_2CO_2H)_2$ ,
- (10)  $-(CH_2)_mP(O)(NR^gC(R^h)_2CO_2C_{1-6}alkyl)_2$ ,
- (11)  $-(CH_2)_mP(O)(OH)(NR^gC(R^h)_2CO_2H)_2$ ,
- 15 (12)  $-(CH_2)_mP(O)(OH)(NR^gC(R^h)_2CO_2C_{1-6}alkyl)$ ,
- (13)  $-(CH_2)_mP(O)(NR^gC(R^h)_2CO_2C_{1-6}alkyl)(O-R^i)$ ,
- (14)  $-(CH_2)_mP(O)(OC(R^h)_2OC(O)C_{1-6}alkyl)_2$ ,
- (15)  $-(CH_2)_mP(O)(OH)(OC(R^h)_2OC(O)C_{1-6}alkyl)$ ,
- (16)  $-(CH_2)_mP(O)(OH)(-O-(CH_2)_{1-4}S(O)C_{1-6}alkyl)$ ,
- 20 (17)  $-(CH_2)_mP(O)(-O-(CH_2)_{1-4}S(O)C_{1-6}alkyl)_2$ ,
- (18)  $-(CH_2)_mP(O)(OH)(-O-(CH_2)_{1-4}SC(O)C_{1-6}alkyl)$ ,
- (19)  $-(CH_2)_mP(O)(-O-(CH_2)_{1-4}SC(O)C_{1-6}alkyl)_2$ ,
- (20)  $-(CH_2)_mP(O)(-O-(CH_2)_{1-4}O)$ ,
- (21)  $-(CH_2)_wP(O)(R^v-R^n)R^o$ ,
- 25 (22)  $-(CH_2)_wP(O)(R^k-R^n)R^m-R^n$ , and
- (23)



provided that when R<sup>v</sup> is -O- or when R<sup>k</sup> and R<sup>m</sup> are both -O-, then R<sup>n</sup> attached to -O- is independently selected from: -H, -C<sub>1-6</sub>alkyl, -C(R<sup>q</sup>)<sub>2</sub>-OC(O)R<sup>s</sup>, and -C(R<sup>q</sup>)<sub>2</sub>-O-C(O)OR<sup>s</sup>,

- 30 provided that when R<sup>v</sup> is -NH- or when R<sup>k</sup> and R<sup>m</sup> are both -NH-, then R<sup>n</sup> attached to -NH- is independently selected from -H and -C(R<sup>u</sup>)<sub>2</sub>C(O)OR<sup>s</sup>, provided that when R<sup>k</sup> is -O- and R<sup>m</sup> is -NH-, then R<sup>n</sup> attached to -O- is independently selected from -H, -C<sub>1-6</sub>alkyl, aryl unsubstituted or substituted with 1, 2 or 3 substituents selected from R<sup>w</sup>, and heteroaryl unsubstituted or

substituted with 1, 2 or 3 substituents selected from  $R^w$ , and  $R^n$  attached to -NH- is independently selected from -H and  $-C(R^u)_2COOR^s$ , wherein  $R^u$  and  $R^u$  together with the carbon they are attached to may form a C<sub>3-7</sub>cycloalkyl ring, and wherein each CH<sub>2</sub> is unsubstituted or substituted with 1 or 2 substituents selected from C<sub>1-6</sub>alkyl, -OH and -NH<sub>2</sub>,  
 5 wherein each NH is unsubstituted or substituted with 1 substituent selected from  $R^c$ , wherein each alkyl, cycloalkyl, cycloheteroalkyl, cycloheteroalkenyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from  $R^c$ ;  
 each  $R^1$  and  $R^2$  is independently selected from:

- (1) hydrogen,
- 10 (2) halogen,
- (3) -CN,
- (4) -CF<sub>3</sub>,
- (5) -C<sub>1-6</sub>alkyl,
- (6) -C<sub>2-6</sub>alkenyl,
- 15 (7) -C<sub>2-6</sub>alkynyl,
- (8) -(CH<sub>2</sub>)<sub>p</sub>C<sub>3-10</sub>cycloalkyl,
- (9) -(CH<sub>2</sub>)<sub>p</sub>C<sub>3-7</sub>cycloalkyl-aryl,
- (10) -(CH<sub>2</sub>)<sub>p</sub>C<sub>3-7</sub>cycloalkyl-heteroaryl,
- (11) -(CH<sub>2</sub>)<sub>p</sub>C<sub>4-10</sub>cycloalkenyl,
- 20 (12) -(CH<sub>2</sub>)<sub>p</sub>C<sub>4-7</sub>cycloalkenyl-aryl,
- (13) -(CH<sub>2</sub>)<sub>p</sub>C<sub>4-7</sub>cycloalkenyl-heteroaryl,
- (14) aryl,
- (15) biphenyl,
- (16) -(CH<sub>2</sub>)<sub>p</sub>heteroaryl,
- 25 (17) -C<sub>2-6</sub>alkenyl-alkyl,
- (18) -C<sub>2-6</sub>alkenyl-aryl,
- (19) -C<sub>2-6</sub>alkenyl-heteroaryl,
- (20) -C<sub>2-6</sub>alkenyl-C<sub>3-7</sub>cycloalkyl,
- (21) -C<sub>2-6</sub>alkenyl-C<sub>3-7</sub>cycloalkenyl,
- 30 (22) -C<sub>2-6</sub>alkenyl-C<sub>2-7</sub>cycloheteroalkyl,
- (23) -C<sub>2-6</sub>alkenyl-C<sub>2-7</sub>cycloheteroalkenyl,
- (24) -C<sub>2-6</sub>alkynyl-(CH<sub>2</sub>)<sub>1-3</sub>-O-aryl,
- (25) -C<sub>2-6</sub>alkynyl-alkyl,
- (26) -C<sub>2-6</sub>alkynyl-aryl,
- 35 (27) -C<sub>2-6</sub>alkynyl-heteroaryl,
- (28) -C<sub>2-6</sub>alkynyl-C<sub>3-7</sub>cycloalkyl,
- (29) -C<sub>2-6</sub>alkynyl-C<sub>3-7</sub>cycloalkenyl,

- (30)  $-C_{2-6}alkynyl-C_{2-7}cycloheteroalkyl$ ,  
 (31)  $-C_{2-6}alkynyl-C_{2-7}cycloheteroalkenyl$ ,  
 (32)  $-C(O)NH-(CH_2)_0-3phenyl$ , and  
 (33)  $-(CH_2)_pC(O)phenyl$ ,

5 wherein each  $CH_2$  is unsubstituted or substituted with 1 or 2 substituents selected from: halogen,  $CF_3$ ,  $-OH$ ,  $-NH_2$ ,  $-C_{1-6}alkyl$ ,  $-OC_{1-6}alkyl$ ,  $-NHC_{1-6}alkyl$ , and  $-N(C_{1-6}alkyl)_2$ , each alkyl, alkenyl and alkynyl is unsubstituted or substituted with 1, 2 or 3 substituents selected from: halogen,  $CF_3$ ,  $-OH$ ,  $-NH_2$ ,  $-C_{1-6}alkyl$ ,  $-OC_{1-6}alkyl$ ,  $-NHC_{1-6}alkyl$ , and  $-N(C_{1-6}alkyl)_2$ , and  
 10 each cycloalkyl, cycloalkenyl, cycloheteroalkyl, cycloheteroalkenyl, phenyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2, 3 or 4 substituents independently selected from  $R^a$ , provided that at least one of and only one of  $R^1$  and  $R^2$  is selected from the group consisting of: hydrogen, halogen,  $-CN$ ,  $-CF_3$ ,  $-C_{1-6}alkyl$ ,  $-C_{2-6}alkenyl$  and  $-C_{2-6}alkynyl$ , and provided that if  $R^1$  or  $R^2$  is hydrogen, then at least one of  $R^3$  and  $R^4$  is not hydrogen;  
 $R^3$  and  $R^4$  are each independently selected from:

- 15 (1) hydrogen,  
 (2) halogen,  
 (3)  $-C_{1-6}alkyl$ ,  
 (4)  $-C_{2-6}alkenyl$ ,  
 (5)  $-C_{2-6}alkynyl$ ,  
 20 (6)  $-C_{3-10}cycloalkyl$ ,  
 (7)  $-C_{3-10}cycloalkenyl$ ,  
 (8) aryl,  
 (9) heteroaryl,  
 (10)  $-CN$ ,  
 25 (11)  $-CF_3$ ,  
 (12)  $-OH$ ,  
 (13)  $-OC_{1-6}alkyl$ ,  
 (14)  $-NH_2$ ,  
 (15)  $-NHC_{1-6}alkyl$ ,  
 30 (16)  $-N(C_{1-6}alkyl)_2$ ,  
 (17)  $-SC_{1-6}alkyl$ ,  
 (18)  $-SOC_{1-6}alkyl$ ,  
 (19)  $-SO_2C_{1-6}alkyl$ ,  
 (20)  $-NHSO_2C_{1-6}alkyl$ ,  
 35 (21)  $-NHC(O)C_{1-6}alkyl$ ,  
 (22)  $-SO_2NHC_{1-6}alkyl$ , and  
 (23)  $-C(O)NHC_{1-6}alkyl$ ;

R<sup>5</sup> is selected from:

- (1) hydrogen,
- (2) -C<sub>1-6</sub>alkyl,
- (3) -CH<sub>2</sub>CO<sub>2</sub>H, and
- (4) -CH<sub>2</sub>CO<sub>2</sub>C<sub>1-6</sub>alkyl;

each R<sup>a</sup> is independently selected from the group consisting of:

- (1) halogen,
- (2) oxo,
- (3) -(CH<sub>2</sub>)<sub>m</sub>OH,
- (4) -(CH<sub>2</sub>)<sub>m</sub>N(R<sub>j</sub>)<sub>2</sub>,
- (5) -(CH<sub>2</sub>)<sub>m</sub>NO<sub>2</sub>,
- (6) -(CH<sub>2</sub>)<sub>m</sub>CN,
- (7) -C<sub>1-6</sub>alkyl,
- (8) -(CH<sub>2</sub>)<sub>m</sub>CF<sub>3</sub>,
- (9) -(CH<sub>2</sub>)<sub>m</sub>OCF<sub>3</sub>,
- (10) -OCH<sub>2</sub>OC<sub>1-6</sub>alkyl,
- (11) -OCH<sub>2</sub>-aryl,
- (12) -(CH<sub>2</sub>)<sub>m</sub>C(=N-OH)N(R<sub>j</sub>)<sub>2</sub>,
- (13) -(CH<sub>2</sub>)<sub>m</sub>OC<sub>1-6</sub>alkyl,
- (14) -(CH<sub>2</sub>)<sub>m</sub>-O-aryl,
- (15) -(CH<sub>2</sub>)<sub>m</sub>SC<sub>1-6</sub>alkyl,
- (16) -(CH<sub>2</sub>)<sub>m</sub>S(O)C<sub>1-6</sub>alkyl,
- (17) -(CH<sub>2</sub>)<sub>m</sub>S(O)<sub>2</sub>C<sub>1-6</sub>alkyl,
- (18) -(CH<sub>2</sub>)<sub>m</sub>NHS(O)<sub>2</sub>C<sub>1-6</sub>alkyl,
- (19) -(CH<sub>2</sub>)<sub>m</sub>C(O)R<sup>f</sup>,
- (20) -(CH<sub>2</sub>)<sub>m</sub>C(O)N(R<sub>j</sub>)<sub>2</sub>,
- (21) -(CH<sub>2</sub>)<sub>m</sub>N(R<sub>j</sub>)C(O)R<sup>f</sup>,
- (22) -(CH<sub>2</sub>)<sub>m</sub>N(R<sub>j</sub>)C(O)N(R<sub>j</sub>)<sub>2</sub>,
- (23) -(CH<sub>2</sub>)<sub>m</sub>CO<sub>2</sub>H,
- (24) -(CH<sub>2</sub>)<sub>m</sub>OC(O)H,
- (25) -(CH<sub>2</sub>)<sub>m</sub>CO<sub>2</sub>R<sup>f</sup>,
- (26) -(CH<sub>2</sub>)<sub>m</sub>OC(O)R<sup>f</sup>,
- (27) -(CH<sub>2</sub>)<sub>m</sub>C<sub>3-7</sub>cycloalkyl,
- (28) -(CH<sub>2</sub>)<sub>m</sub>C<sub>3-7</sub>cycloalkenyl,
- (29) -(CH<sub>2</sub>)<sub>m</sub>C<sub>2-6</sub>cycloheteroalkyl,
- (30) -(CH<sub>2</sub>)<sub>m</sub>C<sub>2-6</sub>cycloheteroalkenyl,
- (31) -(CH<sub>2</sub>)<sub>m</sub>aryl, and

(32)  $-(\text{CH}_2)_m\text{heteroaryl}$ ,

wherein each  $\text{CH}_2$  is unsubstituted or substituted with 1 or 2 substituents selected from: oxo,  $-(\text{CH}_2)_{0-3}\text{OH}$ ,  $-\text{CN}$ ,  $-\text{NH}_2$ ,  $-\text{NH}(\text{C}_1\text{-6alkyl})$ ,  $-\text{N}(\text{C}_1\text{-6alkyl})_2$ ,  $-\text{C}_1\text{-6alkyl}$ ,  $-\text{OC}_1\text{-6alkyl}$ , halogen,  $-\text{CH}_2\text{F}$ ,  $-\text{CHF}_2$ ,  $-\text{CF}_3$ ,  $-\text{CO}_2\text{H}$ ,  $-\text{CO}_2\text{C}_1\text{-6alkyl}$ ,  $-\text{C}_3\text{-7cycloalkyl}$ , phenyl,  $\text{CH}_2\text{phenyl}$ , heteroaryl and  $\text{CH}_2\text{heteroaryl}$ , and each alkyl, cycloalkyl, cycloalkenyl, cycloheteroalkyl, cycloheteroalkenyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from: oxo,  $-(\text{CH}_2)_{0-3}\text{OH}$ ,  $-\text{CN}$ ,  $-\text{NH}_2$ ,  $-\text{NH}(\text{C}_1\text{-6alkyl})$ ,  $-\text{N}(\text{C}_1\text{-6alkyl})_2$ ,  $-\text{C}_1\text{-6alkyl}$ ,  $-\text{OC}_1\text{-6alkyl}$ , halogen,  $-\text{CH}_2\text{F}$ ,  $-\text{CHF}_2$ ,  $-\text{CF}_3$ ,  $-\text{CO}_2\text{H}$ ,  $-\text{CO}_2\text{C}_1\text{-6alkyl}$ ,  $-\text{C}_3\text{-7cycloalkyl}$ , phenyl,  $\text{CH}_2\text{phenyl}$ , heteroaryl and  $\text{CH}_2\text{heteroaryl}$ ;

10 each  $\text{R}^b$  is independently selected from:

- (1) hydrogen,
- (2)  $-\text{C}_1\text{-6alkyl}$ ,
- (3) halogen,
- (4)  $-\text{OH}$ ,
- 15 (5)  $-\text{NO}_2$ ,
- (6)  $-\text{NH}_2$ ,
- (7)  $-\text{NH}(\text{C}_1\text{-6alkyl})$ ,
- (8)  $-\text{N}(\text{C}_1\text{-6alkyl})_2$ ,
- (9)  $-\text{OC}_1\text{-6alkyl}$ ,
- 20 (10)  $-(\text{CH}_2)_q\text{CO}_2\text{H}$ ,
- (11)  $-(\text{CH}_2)_q\text{CO}_2\text{C}_1\text{-6alkyl}$ ,
- (12)  $-\text{CF}_3$ ,
- (13)  $-\text{CN}$ ,
- (14)  $-\text{SO}_2\text{C}_1\text{-6alkyl}$ , and
- 25 (15)  $-(\text{CH}_2)_q\text{CON}(\text{R}^e)_2$ ,

wherein each  $\text{CH}_2$  is unsubstituted or substituted with 1 or 2 halogens, and each alkyl, cycloalkyl, cycloalkenyl, cycloheteroalkyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2 or 3 halogens;

each  $\text{R}^c$  is independently selected from:

- 30 (1) halogen,
- (2) oxo,
- (3)  $-(\text{CH}_2)_r\text{OH}$ ,
- (4)  $-(\text{CH}_2)_r\text{N}(\text{R}^e)_2$ ,
- (5)  $-(\text{CH}_2)_r\text{CN}$ ,
- 35 (6)  $-\text{C}_1\text{-6alkyl}$ ,
- (7)  $-\text{CF}_3$ ,
- (8)  $-\text{C}_1\text{-6alkyl-OH}$ ,

- (9)  $-\text{OCH}_2\text{OC}_{1-6}\text{alkyl}$ ,  
 (10)  $-(\text{CH}_2)_r\text{OC}_{1-6}\text{alkyl}$ ,  
 (11)  $-\text{OCH}_2\text{aryl}$ ,  
 (12)  $-(\text{CH}_2)_r\text{SC}_{1-6}\text{alkyl}$ ,  
 5 (13)  $-(\text{CH}_2)_r\text{C}(\text{O})\text{R}^f$ ,  
 (14)  $-(\text{CH}_2)_r\text{C}(\text{O})\text{N}(\text{R}^e)_2$ ,  
 (15)  $-(\text{CH}_2)_r\text{CO}_2\text{H}$ ,  
 (16)  $-(\text{CH}_2)_r\text{CO}_2\text{R}^f$ ,  
 (17)  $-(\text{CH}_2)_r\text{C}_{3-7}\text{cycloalkyl}$ ,  
 10 (18)  $-(\text{CH}_2)_r\text{C}_{2-6}\text{cycloheteroalkyl}$ ,  
 (19)  $-(\text{CH}_2)_r\text{aryl}$ , and  
 (20)  $-(\text{CH}_2)_r\text{heteroaryl}$ ,

wherein each  $\text{CH}_2$  is unsubstituted or substituted with 1 or 2 substituents selected from: oxo,  $-\text{OH}$ ,  $-\text{CN}$ ,  $-\text{N}(\text{R}^h)_2$ ,  $-\text{C}_{1-6}\text{alkyl}$ ,  $-\text{OC}_{1-6}\text{alkyl}$ , halogen,  $-\text{CH}_2\text{F}$ ,  $-\text{CHF}_2$ ,  $-\text{CF}_3$ ,  $-\text{CO}_2\text{H}$ ,  $-\text{CO}_2\text{C}_{1-6}\text{alkyl}$ ,  $-\text{C}_{3-7}\text{cycloalkyl}$  and heteroaryl, and each alkyl, cycloalkyl, cycloheteroalkyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from: oxo,  $-\text{OH}$ ,  $-\text{CN}$ ,  $-\text{N}(\text{R}^h)_2$ ,  $-\text{C}_{1-6}\text{alkyl}$ ,  $-\text{OC}_{1-6}\text{alkyl}$ , halogen,  $-\text{CH}_2\text{F}$ ,  $-\text{CHF}_2$ ,  $-\text{CF}_3$ ,  $-\text{CO}_2\text{H}$ ,  $-\text{CO}_2\text{C}_{1-6}\text{alkyl}$ ,  $-\text{C}_{3-7}\text{cycloalkyl}$  and heteroaryl;

each  $\text{R}^e$ ,  $\text{R}^g$  and  $\text{R}^h$  is independently selected from:

- 20 (1) hydrogen, and  
 (2)  $\text{C}_{1-6}\text{alkyl}$ ,

wherein alkyl is unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from:  $-\text{OH}$ , oxo, halogen,  $\text{C}_{1-6}\text{alkyl}$ ,  $-\text{OC}_{1-6}\text{alkyl}$ ,  $-\text{NH}_2$ ,  $-\text{NH}(\text{C}_{1-6}\text{alkyl})$ , and  $-\text{N}(\text{C}_{1-6}\text{alkyl})_2$ ;

each  $\text{R}^j$  is independently selected from:

- 25 (1) hydrogen,  
 (2)  $-\text{C}_{1-6}\text{alkyl}$ ,  
 (3)  $-\text{C}_{3-6}\text{cycloalkyl}$ ,  
 (4)  $-\text{C}(\text{O})\text{R}^i$ , and  
 (5)  $-\text{SO}_2\text{R}^i$ ,

30 wherein alkyl and cycloalkyl are unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from:  $-\text{OH}$ , oxo, halogen,  $\text{C}_{1-6}\text{alkyl}$ ,  $-\text{OC}_{1-6}\text{alkyl}$ ,  $-\text{NH}_2$ ,  $-\text{NH}(\text{C}_{1-6}\text{alkyl})$ , and  $-\text{N}(\text{C}_{1-6}\text{alkyl})_2$ ;

each  $\text{R}^f$  and  $\text{R}^i$  is independently selected from:

- 35 (1)  $\text{C}_{1-6}\text{alkyl}$ ,  
 (2)  $\text{C}_{4-7}\text{cycloalkyl}$ ,  
 (3)  $\text{C}_{4-7}\text{cycloalkenyl}$ ,  
 (4)  $\text{C}_{3-7}\text{cycloheteroalkyl}$ ,



(5) C<sub>3-7</sub>cycloheteroalkenyl,

(6) aryl, and

(7) heteroaryl,

wherein alkyl, cycloalkyl, cycloalkenyl, cycloheteroalkyl, cycloheteroalkenyl, aryl and heteroaryl  
 5 are unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from: oxo, -OH, -CN, -  
 NH<sub>2</sub>, -C<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, halogen, -CH<sub>2</sub>F, -CHF<sub>2</sub>, -CF<sub>3</sub>, -CO<sub>2</sub>H, -CO<sub>2</sub>C<sub>1-6</sub>alkyl, -C<sub>3-7</sub>  
 cycloalkyl, and heteroaryl;

R<sup>k</sup>, R<sup>m</sup> and R<sup>v</sup> are each independently selected from

(1) -O-, and

10 (2) -NH-;

each R<sup>n</sup> is independently selected from:

(1) hydrogen,

(2) -C<sub>1-6</sub>alkyl,

(3) aryl,

15 (4) -C(R<sup>q</sup>)<sub>2</sub>-OC(O)R<sup>s</sup>,

(5) -C(R<sup>q</sup>)<sub>2</sub>-O-C(O)OR<sup>s</sup>, and

(6) -C(R<sup>u</sup>)<sub>2</sub>C(O)OR<sup>s</sup>,

wherein alkyl and aryl are unsubstituted or substituted with 1 or 2 substituents selected from R<sup>w</sup>,  
 and wherein R<sup>u</sup> and R<sup>u</sup> together with the carbon they are attached to may form a C<sub>3-7</sub>cycloalkyl  
 20 ring;

each R<sup>o</sup> is independently selected from: the group consisting of

(1) hydrogen,

(2) -C<sub>1-6</sub>alkyl,

(3) -CF<sub>3</sub>,

25 (4) -CHF<sub>2</sub>,

(5) -CH<sub>2</sub>F, and

(6) -CH<sub>2</sub>OH,

wherein alkyl is unsubstituted or substituted with 1 or 2 substituents selected from R<sup>w</sup>;

each R<sup>p</sup> is independently selected from:

30 (1) aryl, and

(2) heteroaryl,

wherein aryl and heteroaryl are unsubstituted or substituted with 1, 2 or 3 substituents selected  
 from R<sup>w</sup>;

each R<sup>q</sup> is independently selected from:

35 (1) hydrogen, and

(2) -C<sub>1-6</sub>alkyl,

wherein alkyl is unsubstituted or substituted with 1 or 2 substituents selected from R<sup>w</sup>;

each R<sup>S</sup> is independently selected from: -C<sub>1-6</sub>alkyl, and each alkyl is unsubstituted or substituted with 1 or 2 substituents selected from R<sup>W</sup>;

each R<sup>U</sup> is independently selected from:

- (1) hydrogen, and
- 5 (2) -C<sub>1-6</sub>alkyl,

wherein alkyl is unsubstituted or substituted with 1 or 2 substituents selected from R<sup>W</sup>;

each R<sup>W</sup> is independently selected from:

- (1) halogen,
- (2) CN,
- 10 (3) -C<sub>1-6</sub>alkyl,
- (4) -O-C<sub>1-6</sub>alkyl,
- (5) -O-CF<sub>3</sub>,
- (6) -NH(C<sub>1-6</sub>alkyl),
- (7) -N(C<sub>1-6</sub>alkyl)<sub>2</sub>,
- 15 (8) -S-C<sub>1-6</sub>alkyl,
- (9) -CO<sub>2</sub>C<sub>1-6</sub>alkyl,
- (10) -CONH(C<sub>1-6</sub>alkyl),
- (11) -CON(C<sub>1-6</sub>alkyl)<sub>2</sub>, and
- (12) phenyl,

20 wherein alkyl and phenyl are unsubstituted or substituted with 1 or 2 substituents selected from halogen and -C<sub>1-6</sub>alkyl;

n is 0, 1, 2, 3 or 4;

m is 0, 1, 2, 3 or 4;

p is 0, 1, 2, or 3;

25 q is 0, 1, 2, 3 or 4;

r is 0, 1 or 2; and

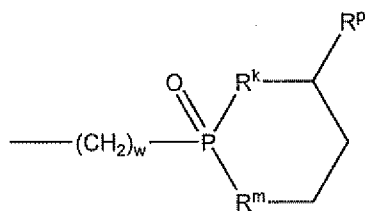
w is 0, 1, 2, 3 or 4.

In one embodiment of the present invention, X is absent or selected from: -S-, -O-, -NH-, -C(O)-, -NHC(O)-, -C(O)NH-, -NHSO<sub>2</sub>-, -SO<sub>2</sub>NH-, and -CO<sub>2</sub>-, each NH is unsubstituted or substituted with 1 substituent selected from: -C<sub>1-6</sub>alkyl, -CO<sub>2</sub>H, -CO<sub>2</sub>C<sub>1-6</sub>alkyl, -COC<sub>1-6</sub>alkyl, phenyl and -CH<sub>2</sub>phenyl. In a class of this embodiment, X is absent. In another class of this embodiment, X is selected from: -S-, -O-, -NH-, -C(O)-, -NHC(O)-, -C(O)NH-, -NHSO<sub>2</sub>-, -SO<sub>2</sub>NH-, and -CO<sub>2</sub>-. In another embodiment of the present invention, X is absent or selected from: -S- and -O-. In another embodiment of the present invention, X is absent. In another embodiment, X is absent or selected from: -S- and -O-. In another embodiment, X is absent or -S-. In another embodiment, X is -S-. In another embodiment, X is absent or -O-. In another embodiment, X is -O-.

In another embodiment of the present invention, Y is selected from: -CH<sub>2</sub>-, -CH<sub>2</sub>-CH<sub>2</sub>-, -CH<sub>2</sub>-CH<sub>2</sub>-CH<sub>2</sub>-, -CHF-, and -CF<sub>2</sub>-, wherein each CH<sub>2</sub> and CHF is unsubstituted or substituted with 1 or 2 substituents selected from R<sup>b</sup>; . In a class of this embodiment, Y is selected from: -CH<sub>2</sub>-, -CH<sub>2</sub>-CH<sub>2</sub>-, -CH<sub>2</sub>-CH<sub>2</sub>-CH<sub>2</sub>-, -CHF-, and -CF<sub>2</sub>-.

5 In another embodiment of the present invention, Y is selected from: -CH<sub>2</sub>- and -CH<sub>2</sub>-CH<sub>2</sub>-, wherein each -CH<sub>2</sub> is unsubstituted or substituted with 1 or 2 substituents selected from R<sup>b</sup>. In a class of this embodiment, Y is selected from: -CH<sub>2</sub>-, wherein CH<sub>2</sub> is unsubstituted or substituted with 1 or 2 substituents selected from R<sup>b</sup>. In another class of this embodiment, Y is -CH<sub>2</sub>-CH<sub>2</sub>-, wherein each -CH<sub>2</sub> is unsubstituted or substituted with 1 or 2 substituents selected from R<sup>b</sup>. In another class of this embodiment, Y is selected from: -CH<sub>2</sub>- and -CH<sub>2</sub>-CH<sub>2</sub>-. In another class of this embodiment, Y is -CH<sub>2</sub>-. In another class of this embodiment, Y is -CH<sub>2</sub>-CH<sub>2</sub>-.

In another embodiment of the present invention, Z is selected from: -  
 (CH<sub>2</sub>)<sub>m</sub>P(O)(OH)<sub>2</sub>, -(CH<sub>2</sub>)<sub>m</sub>P(O)H(OH), -(CH<sub>2</sub>)<sub>m</sub>P(O)(C<sub>1</sub>-6alkyl)<sub>2</sub>, -(CH<sub>2</sub>)<sub>m</sub>P(O)(OC<sub>1</sub>-  
 15 6alkyl)<sub>2</sub>, -(CH<sub>2</sub>)<sub>m</sub>P(O)(OH)(C<sub>1</sub>-6alkyl), -(CH<sub>2</sub>)<sub>m</sub>P(O)(OH)(OC<sub>1</sub>-6alkyl), -(CH<sub>2</sub>)<sub>m</sub>P(O)(C<sub>1</sub>-  
 6alkyl)(OC<sub>1</sub>-6alkyl), -(CH<sub>2</sub>)<sub>m</sub>P(O)(OH)(O-(CH<sub>2</sub>)<sub>0-4</sub>-aryl), -(CH<sub>2</sub>)<sub>m</sub>P(O)(NR<sub>g</sub>C(R<sup>h</sup>)<sub>2</sub>-  
 CO<sub>2</sub>H)<sub>2</sub>, -(CH<sub>2</sub>)<sub>m</sub>P(O)(NR<sub>g</sub>C(R<sup>h</sup>)<sub>2</sub>CO<sub>2</sub>C<sub>1</sub>-6alkyl)<sub>2</sub>, -(CH<sub>2</sub>)<sub>m</sub>P(O)(OH)(NR<sub>g</sub>C(R<sup>h</sup>)<sub>2</sub>CO<sub>2</sub>H)<sub>2</sub>,  
 -(CH<sub>2</sub>)<sub>m</sub>P(O)(OH)(NR<sub>g</sub>C(R<sup>h</sup>)<sub>2</sub>CO<sub>2</sub>C<sub>1</sub>-6alkyl), -(CH<sub>2</sub>)<sub>m</sub>P(O)(NR<sub>g</sub>C(R<sup>h</sup>)<sub>2</sub>CO<sub>2</sub>C<sub>1</sub>-6alkyl)(O-  
 20 Ri), -(CH<sub>2</sub>)<sub>m</sub>P(O)(OC(R<sup>h</sup>)<sub>2</sub>OC(O)C<sub>1</sub>-6alkyl)<sub>2</sub>, -(CH<sub>2</sub>)<sub>m</sub>P(O)(OH)(OC(R<sup>h</sup>)<sub>2</sub>OC(O)C<sub>1</sub>-6alkyl),  
 -(CH<sub>2</sub>)<sub>m</sub>P(O)(OH)(-O-(CH<sub>2</sub>)<sub>1-4</sub>-S(O)C<sub>1</sub>-6alkyl), -(CH<sub>2</sub>)<sub>m</sub>P(O)(-O-(CH<sub>2</sub>)<sub>1-4</sub>-S(O)C<sub>1</sub>-  
 6alkyl)<sub>2</sub>, -(CH<sub>2</sub>)<sub>m</sub>P(O)(OH)(-O-(CH<sub>2</sub>)<sub>1-4</sub>-SC(O)C<sub>1</sub>-6alkyl), -(CH<sub>2</sub>)<sub>m</sub>P(O)(-O-(CH<sub>2</sub>)<sub>1-4</sub>-  
 SC(O)C<sub>1</sub>-6alkyl)<sub>2</sub>, -(CH<sub>2</sub>)<sub>m</sub>P(O)(-O-(CH<sub>2</sub>)<sub>1-4</sub>-O), -(CH<sub>2</sub>)<sub>w</sub>-P(O)(R<sup>v</sup>-R<sup>n</sup>)R<sup>o</sup>, -(CH<sub>2</sub>)<sub>w</sub>-  
 P(O)(R<sup>k</sup>-R<sup>n</sup>)R<sup>m</sup>-R<sup>n</sup>, and



25 provided that when R<sup>v</sup> is -O- or when R<sup>k</sup> and R<sup>m</sup> are both -O-, then R<sup>n</sup> attached to -O- is independently selected from: -H, -C<sub>1</sub>-6alkyl, -C(R<sup>q</sup>)<sub>2</sub>-OC(O)R<sup>s</sup>, and -C(R<sup>q</sup>)<sub>2</sub>-O-C(O)OR<sup>s</sup>, provided that when R<sup>v</sup> is -NH- or when R<sup>k</sup> and R<sup>m</sup> are both -NH-, then R<sup>n</sup> attached to -NH- is independently selected from -H and -C(R<sup>u</sup>)<sub>2</sub>C(O)OR<sup>s</sup>, provided that when R<sup>k</sup> is -O- and R<sup>m</sup> is -NH-, then R<sup>n</sup> attached to -O- is independently selected from -H, -C<sub>1</sub>-6alkyl, aryl unsubstituted or  
 30 substituted with 1, 2 or 3 substituents selected from R<sup>w</sup>, and heteroaryl unsubstituted or substituted with 1, 2 or 3 substituents selected from R<sup>w</sup>, and R<sup>n</sup> attached to -NH- is independently selected from -H and -C(R<sup>u</sup>)<sub>2</sub>COOR<sup>s</sup>, wherein R<sup>u</sup> and R<sup>u</sup> together with the carbon they are attached to may form a C<sub>3-7</sub>cycloalkyl ring, and wherein each CH<sub>2</sub> is unsubstituted or substituted with 1 or 2 substituents selected from C<sub>1</sub>-6alkyl, -OH and -NH<sub>2</sub>,

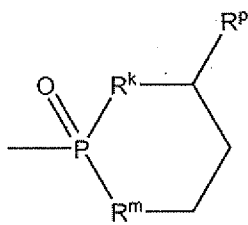
wherein each NH is unsubstituted or substituted with 1 substituent selected from R<sup>c</sup>, wherein each alkyl, cycloalkyl, cycloheteroalkyl, cycloheteroalkenyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from R<sup>c</sup>. In a class of this embodiment, Z is selected from: -P(O)(OH)<sub>2</sub>, -P(O)H(OH), -P(O)(C<sub>1-6</sub>alkyl)<sub>2</sub>, -P(O)(OC<sub>1-6</sub>alkyl)<sub>2</sub>, -

5 P(O)(OH)(C<sub>1-6</sub>alkyl), -P(O)(OH)(OC<sub>1-6</sub>alkyl), -P(O)(C<sub>1-6</sub>alkyl)(OC<sub>1-6</sub>alkyl), -P(O)(OH)(O-(CH<sub>2</sub>)<sub>0-4</sub>-aryl), -P(O)(NR<sub>g</sub>C(R<sup>h</sup>)<sub>2</sub>CO<sub>2</sub>H)<sub>2</sub>, -P(O)(NR<sub>g</sub>C(R<sup>h</sup>)<sub>2</sub>CO<sub>2</sub>C<sub>1-6</sub>alkyl)<sub>2</sub>, -

P(O)(OH)(NR<sub>g</sub>C(R<sup>h</sup>)<sub>2</sub>CO<sub>2</sub>H)<sub>2</sub>, -P(O)(OH)(NR<sub>g</sub>C(R<sup>h</sup>)<sub>2</sub>CO<sub>2</sub>C<sub>1-6</sub>alkyl), -

P(O)(NR<sub>g</sub>C(R<sup>h</sup>)<sub>2</sub>CO<sub>2</sub>C<sub>1-6</sub>alkyl)(O-R<sup>i</sup>), -P(O)(OC(R<sup>h</sup>)<sub>2</sub>OC(O)C<sub>1-6</sub>alkyl)<sub>2</sub>, -

10 P(O)(OH)(OC(R<sup>h</sup>)<sub>2</sub>OC(O)C<sub>1-6</sub>alkyl), -P(O)(OH)(-O-(CH<sub>2</sub>)<sub>1-4</sub>-S(O)C<sub>1-6</sub>alkyl), -P(O)(-O-(CH<sub>2</sub>)<sub>1-4</sub>-S(O)C<sub>1-6</sub>alkyl)<sub>2</sub>, -P(O)(OH)(-O-(CH<sub>2</sub>)<sub>1-4</sub>-SC(O)C<sub>1-6</sub>alkyl), -P(O)(-O-(CH<sub>2</sub>)<sub>1-4</sub>-SC(O)C<sub>1-6</sub>alkyl)<sub>2</sub>, -P(O)(-O-(CH<sub>2</sub>)<sub>1-4</sub>-O), -P(O)(R<sup>v</sup>-R<sup>n</sup>)R<sup>o</sup>, -P(O)(R<sup>k</sup>-R<sup>n</sup>)R<sup>m</sup>-R<sup>n</sup>, and



provided that when R<sup>v</sup> is -O- or when R<sup>k</sup> and R<sup>m</sup> are both -O-, then R<sup>n</sup> attached to -O- is independently selected from: -H, -C<sub>1-6</sub>alkyl, -C(R<sup>q</sup>)<sub>2</sub>-OC(O)R<sup>s</sup>, and -C(R<sup>q</sup>)<sub>2</sub>-O-C(O)OR<sup>s</sup>,

15 provided that when R<sup>v</sup> is -NH- or when R<sup>k</sup> and R<sup>m</sup> are both -NH-, then R<sup>n</sup> attached to -NH- is independently selected from -H and -C(R<sup>u</sup>)<sub>2</sub>C(O)OR<sup>s</sup>, provided that when R<sup>k</sup> is -O- and R<sup>m</sup> is -NH-, then R<sup>n</sup> attached to -O- is independently selected from -H, -C<sub>1-6</sub>alkyl, aryl unsubstituted or substituted with 1, 2 or 3 substituents selected from R<sup>w</sup>, and heteroaryl unsubstituted or substituted with 1, 2 or 3 substituents selected from R<sup>w</sup>, and R<sup>n</sup> attached to -NH- is

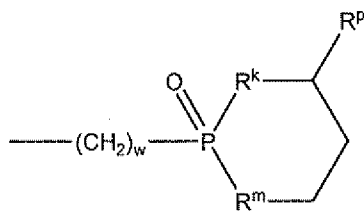
20 independently selected from -H and -C(R<sup>u</sup>)<sub>2</sub>COOR<sup>s</sup>, wherein R<sup>u</sup> and R<sup>u</sup> together with the carbon they are attached to may form a C<sub>3-7</sub>cycloalkyl ring, and wherein each alkyl, cycloalkyl, cycloheteroalkyl, cycloheteroalkenyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from R<sup>c</sup>.

In another embodiment of the present invention, Z is selected from: -

25 (CH<sub>2</sub>)<sub>m</sub>P(O)(OH)<sub>2</sub>, -(CH<sub>2</sub>)<sub>m</sub>P(O)H(OH), -(CH<sub>2</sub>)<sub>m</sub>P(O)(C<sub>1-6</sub>alkyl)<sub>2</sub>, -(CH<sub>2</sub>)<sub>m</sub>P(O)(OC<sub>1-6</sub>alkyl)<sub>2</sub>, -(CH<sub>2</sub>)<sub>m</sub>P(O)(OH)(C<sub>1-6</sub>alkyl), -(CH<sub>2</sub>)<sub>m</sub>P(O)(OH)(OC<sub>1-6</sub>alkyl), -(CH<sub>2</sub>)<sub>m</sub>P(O)(C<sub>1-6</sub>alkyl)(OC<sub>1-6</sub>alkyl), -(CH<sub>2</sub>)<sub>m</sub>P(O)(OH)(O-(CH<sub>2</sub>)<sub>0-4</sub>-aryl), -(CH<sub>2</sub>)<sub>m</sub>P(O)(NR<sub>g</sub>C(R<sup>h</sup>)<sub>2</sub>-CO<sub>2</sub>H)<sub>2</sub>, -(CH<sub>2</sub>)<sub>m</sub>P(O)(NR<sub>g</sub>C(R<sup>h</sup>)<sub>2</sub>CO<sub>2</sub>C<sub>1-6</sub>alkyl)<sub>2</sub>, -(CH<sub>2</sub>)<sub>m</sub>P(O)(OH)(NR<sub>g</sub>C(R<sup>h</sup>)<sub>2</sub>CO<sub>2</sub>H)<sub>2</sub>, -(CH<sub>2</sub>)<sub>m</sub>P(O)(OH)(NR<sub>g</sub>C(R<sup>h</sup>)<sub>2</sub>CO<sub>2</sub>C<sub>1-6</sub>alkyl), -(CH<sub>2</sub>)<sub>m</sub>P(O)(NR<sub>g</sub>C(R<sup>h</sup>)<sub>2</sub>CO<sub>2</sub>C<sub>1-6</sub>alkyl)(O-

30 R<sup>i</sup>), -(CH<sub>2</sub>)<sub>m</sub>P(O)(OC(R<sup>h</sup>)<sub>2</sub>OC(O)C<sub>1-6</sub>alkyl)<sub>2</sub>, -(CH<sub>2</sub>)<sub>m</sub>P(O)(OH)(OC(R<sup>h</sup>)<sub>2</sub>OC(O)C<sub>1-6</sub>alkyl), -(CH<sub>2</sub>)<sub>m</sub>P(O)(OH)(-O-(CH<sub>2</sub>)<sub>1-4</sub>-S(O)C<sub>1-6</sub>alkyl), -(CH<sub>2</sub>)<sub>m</sub>P(O)(-O-(CH<sub>2</sub>)<sub>1-4</sub>-S(O)C<sub>1-6</sub>alkyl)<sub>2</sub>, -(CH<sub>2</sub>)<sub>m</sub>P(O)(OH)(-O-(CH<sub>2</sub>)<sub>1-4</sub>-SC(O)C<sub>1-6</sub>alkyl), -(CH<sub>2</sub>)<sub>m</sub>P(O)(-O-(CH<sub>2</sub>)<sub>1-4</sub>-SC(O)C<sub>1-6</sub>alkyl)<sub>2</sub>, -(CH<sub>2</sub>)<sub>m</sub>P(O)(-O-(CH<sub>2</sub>)<sub>1-4</sub>-O), -(CH<sub>2</sub>)<sub>w</sub>-P(O)(R<sup>v</sup>-R<sup>n</sup>)R<sup>o</sup>, -(CH<sub>2</sub>)<sub>w</sub>-

P(O)(R<sup>k</sup>-R<sup>n</sup>)R<sup>m</sup>-R<sup>n</sup>, and



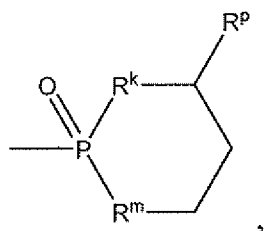
provided that when R<sup>v</sup> is -O- or when R<sup>k</sup> and R<sup>m</sup> are both -O-, then R<sup>n</sup> attached to -O- is independently selected from: -H, -C<sub>1-6</sub>alkyl, -C(R<sup>q</sup>)<sub>2</sub>-OC(O)R<sup>s</sup>, and -C(R<sup>q</sup>)<sub>2</sub>-O-C(O)OR<sup>s</sup>,

5 provided that when R<sup>v</sup> is -NH- or when R<sup>k</sup> and R<sup>m</sup> are both -NH-, then R<sup>n</sup> attached to -NH- is independently selected from -H and -C(R<sup>u</sup>)<sub>2</sub>C(O)OR<sup>s</sup>, provided that when R<sup>k</sup> is -O- and R<sup>m</sup> is -NH-, then R<sup>n</sup> attached to -O- is independently selected from -H, -C<sub>1-6</sub>alkyl, aryl unsubstituted or substituted with 1, 2 or 3 substituents selected from R<sup>w</sup>, and heteroaryl unsubstituted or substituted with 1, 2 or 3 substituents selected from R<sup>w</sup>, and R<sup>n</sup> attached to -NH- is

10 independently selected from -H and -C(R<sup>u</sup>)<sub>2</sub>COOR<sup>s</sup>, wherein R<sup>u</sup> and R<sup>u</sup> together with the carbon they are attached to may form a C<sub>3-7</sub>cycloalkyl ring, and wherein each CH<sub>2</sub> is unsubstituted or substituted with 1 or 2 substituents selected from C<sub>1-6</sub>alkyl, -OH and -NH<sub>2</sub>, wherein each alkyl and aryl is unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from R<sup>c</sup>. In a class of this embodiment, Z is selected from: -P(O)(OH)<sub>2</sub>, -P(O)H(OH), -

15 P(O)(C<sub>1-6</sub>alkyl)<sub>2</sub>, -P(O)(OC<sub>1-6</sub>alkyl)<sub>2</sub>, -P(O)(OH)(C<sub>1-6</sub>alkyl), -P(O)(OH)(OC<sub>1-6</sub>alkyl), -P(O)(C<sub>1-6</sub>alkyl)(OC<sub>1-6</sub>alkyl), -P(O)(OH)(O-(CH<sub>2</sub>)<sub>0-4</sub>-aryl), -P(O)(NR<sup>g</sup>C(R<sup>h</sup>)<sub>2</sub>CO<sub>2</sub>H)<sub>2</sub>, -P(O)(NR<sup>g</sup>C(R<sup>h</sup>)<sub>2</sub>CO<sub>2</sub>C<sub>1-6</sub>alkyl)<sub>2</sub>, -P(O)(OH)(NR<sup>g</sup>C(R<sup>h</sup>)<sub>2</sub>CO<sub>2</sub>H)<sub>2</sub>, -P(O)(OH)(NR<sup>g</sup>C(R<sup>h</sup>)<sub>2</sub>CO<sub>2</sub>C<sub>1-6</sub>alkyl), -P(O)(NR<sup>g</sup>C(R<sup>h</sup>)<sub>2</sub>CO<sub>2</sub>C<sub>1-6</sub>alkyl)(O-R<sup>i</sup>), -P(O)(OC(R<sup>h</sup>)<sub>2</sub>OC(O)C<sub>1-6</sub>alkyl)<sub>2</sub>, -P(O)(OH)(OC(R<sup>h</sup>)<sub>2</sub>OC(O)C<sub>1-6</sub>alkyl), -P(O)(OH)(-O-(CH<sub>2</sub>)<sub>1-4</sub>-S(O)C<sub>1-6</sub>alkyl), -P(O)(-O-(CH<sub>2</sub>)<sub>1-4</sub>-S(O)C<sub>1-6</sub>alkyl)<sub>2</sub>, -P(O)(OH)(-O-(CH<sub>2</sub>)<sub>1-4</sub>-SC(O)C<sub>1-6</sub>alkyl), -P(O)(-O-(CH<sub>2</sub>)<sub>1-4</sub>-SC(O)C<sub>1-6</sub>alkyl)<sub>2</sub>, -P(O)(-O-(CH<sub>2</sub>)<sub>1-4</sub>-O), -P(O)(R<sup>v</sup>-R<sup>n</sup>)R<sup>o</sup>, -P(O)(R<sup>k</sup>-R<sup>n</sup>)R<sup>m</sup>-R<sup>n</sup>, and

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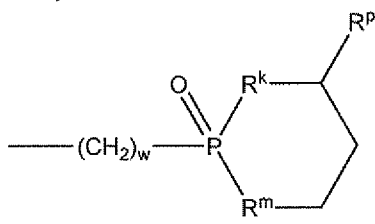


25 provided that when R<sup>v</sup> is -O- or when R<sup>k</sup> and R<sup>m</sup> are both -O-, then R<sup>n</sup> attached to -O- is independently selected from: -H, -C<sub>1-6</sub>alkyl, -C(R<sup>q</sup>)<sub>2</sub>-OC(O)R<sup>s</sup>, and -C(R<sup>q</sup>)<sub>2</sub>-O-C(O)OR<sup>s</sup>, provided that when R<sup>v</sup> is -NH- or when R<sup>k</sup> and R<sup>m</sup> are both -NH-, then R<sup>n</sup> attached to -NH- is independently selected from -H and -C(R<sup>u</sup>)<sub>2</sub>C(O)OR<sup>s</sup>, provided that when R<sup>k</sup> is -O- and R<sup>m</sup> is -NH-, then R<sup>n</sup> attached to -O- is independently selected from -H, -C<sub>1-6</sub>alkyl, aryl unsubstituted or substituted with 1, 2 or 3 substituents selected from R<sup>w</sup>, and heteroaryl unsubstituted or substituted with 1, 2 or 3 substituents selected from R<sup>w</sup>, and R<sup>n</sup> attached to -NH- is

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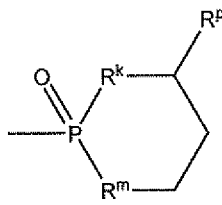
independently selected from -H and -C(R<sup>u</sup>)<sub>2</sub>COORS, wherein R<sup>u</sup> and R<sup>u</sup> together with the carbon they are attached to may form a C<sub>3-7</sub>cycloalkyl ring, and wherein each alkyl and aryl is unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from R<sup>c</sup>.

In another embodiment of the present invention, Z is selected from: -(CH<sub>2</sub>)<sub>m</sub>P(O)(OH)<sub>2</sub>,  
 5 -(CH<sub>2</sub>)<sub>m</sub>P(O)H(OH), -(CH<sub>2</sub>)<sub>m</sub>P(O)(C<sub>1-6</sub>alkyl)<sub>2</sub>, -(CH<sub>2</sub>)<sub>m</sub>P(O)(OC<sub>1-6</sub>alkyl)<sub>2</sub>, -  
 (CH<sub>2</sub>)<sub>m</sub>P(O)(OH)(C<sub>1-6</sub>alkyl), -(CH<sub>2</sub>)<sub>m</sub>P(O)(OH)(OC<sub>1-6</sub>alkyl), -(CH<sub>2</sub>)<sub>m</sub>P(O)(C<sub>1-6</sub>alkyl)(OC<sub>1-6</sub>alkyl), -(CH<sub>2</sub>)<sub>m</sub>P(O)(OH)(O-CH<sub>2</sub>-phenyl), -(CH<sub>2</sub>)<sub>m</sub>P(O)(NR<sub>g</sub>C(R<sup>h</sup>)<sub>2</sub>CO<sub>2</sub>H)<sub>2</sub>,  
 -(CH<sub>2</sub>)<sub>m</sub>P(O)(NR<sub>g</sub>C(R<sup>h</sup>)<sub>2</sub>CO<sub>2</sub>C<sub>1-6</sub>alkyl)<sub>2</sub>, -(CH<sub>2</sub>)<sub>m</sub>P(O)(OH)(NR<sub>g</sub>C(R<sup>h</sup>)<sub>2</sub>CO<sub>2</sub>H)<sub>2</sub>, -  
 (CH<sub>2</sub>)<sub>m</sub>P(O)(OH)(NR<sub>g</sub>C(R<sup>h</sup>)<sub>2</sub>CO<sub>2</sub>C<sub>1-6</sub>alkyl), -(CH<sub>2</sub>)<sub>m</sub>P(O)(NR<sub>g</sub>C(R<sup>h</sup>)<sub>2</sub>CO<sub>2</sub>C<sub>1-6</sub>alkyl)(O-  
 10 Ri), -(CH<sub>2</sub>)<sub>m</sub>P(O)(OC(R<sup>h</sup>)<sub>2</sub>OC(O)C<sub>1-6</sub>alkyl)<sub>2</sub>, -(CH<sub>2</sub>)<sub>m</sub>P(O)(OH)(OC(R<sup>h</sup>)<sub>2</sub>OC(O)C<sub>1-6</sub>alkyl),  
 -(CH<sub>2</sub>)<sub>m</sub>P(O)(OH)(-O-(CH<sub>2</sub>)<sub>1-4</sub>-S(O)C<sub>1-6</sub>alkyl), -(CH<sub>2</sub>)<sub>m</sub>P(O)(-O-(CH<sub>2</sub>)<sub>1-4</sub>-S(O)C<sub>1-6</sub>alkyl)<sub>2</sub>, -(CH<sub>2</sub>)<sub>m</sub>P(O)(OH)(-O-(CH<sub>2</sub>)<sub>2</sub>-SC(O)C<sub>1-6</sub>alkyl), -(CH<sub>2</sub>)<sub>m</sub>P(O)(-O-(CH<sub>2</sub>)<sub>2</sub>-  
 SC(O)C<sub>1-6</sub>alkyl)<sub>2</sub>, -(CH<sub>2</sub>)<sub>m</sub>P(O)(-O-(CH<sub>2</sub>)<sub>1-4</sub>-O), -(CH<sub>2</sub>)<sub>w</sub>-P(O)(R<sup>v</sup>-R<sup>n</sup>)R<sup>o</sup>, -(CH<sub>2</sub>)<sub>w</sub>-  
 P(O)(R<sup>k</sup>-R<sup>n</sup>)R<sup>m</sup>-R<sup>n</sup>, and



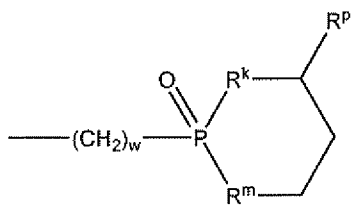
15 provided that when R<sup>v</sup> is -O- or when R<sup>k</sup> and R<sup>m</sup> are both -O-, then R<sup>n</sup> attached to -O- is independently selected from: -H, -C<sub>1-6</sub>alkyl, -C(R<sup>q</sup>)<sub>2</sub>-OC(O)RS, and -C(R<sup>q</sup>)<sub>2</sub>-O-C(O)ORS, provided that when R<sup>v</sup> is -NH- or when R<sup>k</sup> and R<sup>m</sup> are both -NH-, then R<sup>n</sup> attached to -NH- is independently selected from -H and -C(R<sup>u</sup>)<sub>2</sub>C(O)ORS, provided that when R<sup>k</sup> is -O- and R<sup>m</sup> is -  
 20 NH-, then R<sup>n</sup> attached to -O- is independently selected from -H, -C<sub>1-6</sub>alkyl, aryl unsubstituted or substituted with 1, 2 or 3 substituents selected from R<sup>w</sup>, and heteroaryl unsubstituted or substituted with 1, 2 or 3 substituents selected from R<sup>w</sup>, and R<sup>n</sup> attached to -NH- is independently selected from -H and -C(R<sup>u</sup>)<sub>2</sub>COORS, wherein R<sup>u</sup> and R<sup>u</sup> together with the carbon they are attached to may form a C<sub>3-7</sub>cycloalkyl ring, and wherein each CH<sub>2</sub> is  
 25 unsubstituted or substituted with 1 or 2 substituents selected from C<sub>1-6</sub>alkyl, -OH and -NH<sub>2</sub>, wherein each alkyl and phenyl is unsubstituted or substituted with 1, 2 or 3 substituents selected from R<sup>c</sup>. In a class of this embodiment, Z is selected from: -P(O)(OH)<sub>2</sub>, -P(O)H(OH), -P(O)(C<sub>1-6</sub>alkyl)<sub>2</sub>, -P(O)(OC<sub>1-6</sub>alkyl)<sub>2</sub>, -P(O)(OH)(C<sub>1-6</sub>alkyl), -P(O)(OH)(OC<sub>1-6</sub>alkyl), -P(O)(C<sub>1-6</sub>alkyl)(OC<sub>1-6</sub>alkyl), -P(O)(OH)(O-CH<sub>2</sub>-phenyl), -P(O)(NR<sub>g</sub>C(R<sup>h</sup>)<sub>2</sub>CO<sub>2</sub>H)<sub>2</sub>, -  
 30 P(O)(NR<sub>g</sub>C(R<sup>h</sup>)<sub>2</sub>CO<sub>2</sub>C<sub>1-6</sub>alkyl)<sub>2</sub>, -P(O)(OH)(NR<sub>g</sub>C(R<sup>h</sup>)<sub>2</sub>CO<sub>2</sub>H)<sub>2</sub>, -P(O)(OH)(NR<sub>g</sub>C(R<sup>h</sup>)<sub>2</sub>CO<sub>2</sub>C<sub>1-6</sub>alkyl), -P(O)(NR<sub>g</sub>C(R<sup>h</sup>)<sub>2</sub>CO<sub>2</sub>C<sub>1-6</sub>alkyl)(O-R<sup>i</sup>), -P(O)(OC(R<sup>h</sup>)<sub>2</sub>OC(O)C<sub>1-6</sub>alkyl)<sub>2</sub>, -P(O)(OH)(OC(R<sup>h</sup>)<sub>2</sub>OC(O)C<sub>1-6</sub>alkyl), -P(O)(OH)(-O-(CH<sub>2</sub>)<sub>1-4</sub>-S(O)C<sub>1-6</sub>alkyl), -P(O)(-O-(CH<sub>2</sub>)<sub>1-4</sub>-S(O)C<sub>1-6</sub>alkyl)<sub>2</sub>, -P(O)(OH)(-O-(CH<sub>2</sub>)<sub>2</sub>-

SC(O)C<sub>1-6</sub>alkyl), -P(O)(-O-(CH<sub>2</sub>)<sub>2</sub>-SC(O)C<sub>1-6</sub>alkyl)<sub>2</sub>, -P(O)(-O-(CH<sub>2</sub>)<sub>1-4</sub>-O), -P(O)(R<sup>v</sup>-R<sup>n</sup>)R<sup>o</sup>, -P(O)(R<sup>k</sup>-R<sup>n</sup>)R<sup>m</sup>-R<sup>n</sup>, and

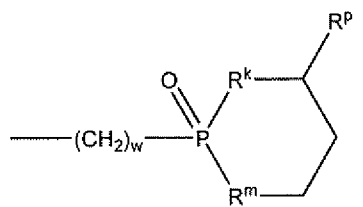


provided that when R<sup>v</sup> is -O- or when R<sup>k</sup> and R<sup>m</sup> are both -O-, then R<sup>n</sup> attached to -O- is independently selected from: -H, -C<sub>1-6</sub>alkyl, -C(R<sup>q</sup>)<sub>2</sub>-OC(O)R<sup>s</sup>, and -C(R<sup>q</sup>)<sub>2</sub>-O-C(O)OR<sup>s</sup>,  
 5 provided that when R<sup>v</sup> is -NH- or when R<sup>k</sup> and R<sup>m</sup> are both -NH-, then R<sup>n</sup> attached to -NH- is independently selected from -H and -C(R<sup>u</sup>)<sub>2</sub>C(O)OR<sup>s</sup>, provided that when R<sup>k</sup> is -O- and R<sup>m</sup> is -NH-, then R<sup>n</sup> attached to -O- is independently selected from -H, -C<sub>1-6</sub>alkyl, aryl unsubstituted or substituted with 1, 2 or 3 substituents selected from R<sup>w</sup>, and heteroaryl unsubstituted or  
 10 substituted with 1, 2 or 3 substituents selected from R<sup>w</sup>, and R<sup>n</sup> attached to -NH- is independently selected from -H and -C(R<sup>u</sup>)<sub>2</sub>COOR<sup>s</sup>, wherein R<sup>u</sup> and R<sup>u</sup> together with the carbon they are attached to may form a C<sub>3-7</sub>cycloalkyl ring, and wherein each alkyl and phenyl is unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from R<sup>c</sup>.

In another embodiment of the present invention, Z is selected from: -  
 15 (CH<sub>2</sub>)<sub>m</sub>P(O)(OH)<sub>2</sub>, -(CH<sub>2</sub>)<sub>m</sub>P(O)(OC(R<sup>h</sup>)<sub>2</sub>OC(O)C<sub>1-6</sub>alkyl)<sub>2</sub>, -(CH<sub>2</sub>)<sub>m</sub>P(O)(OH)(O-(CH<sub>2</sub>)<sub>0-4</sub>-aryl), -(CH<sub>2</sub>)<sub>m</sub>P(O)(OH)(-O-(CH<sub>2</sub>)<sub>1-4</sub>-SC(O)C<sub>1-6</sub>alkyl), -(CH<sub>2</sub>)<sub>m</sub>P(O)(-O-(CH<sub>2</sub>)<sub>1-4</sub>-SC(O)C<sub>1-6</sub>alkyl)<sub>2</sub>, and

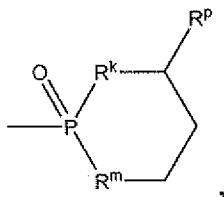


wherein each CH<sub>2</sub> is unsubstituted or substituted with 1 or 2 substituents selected from C<sub>1-6</sub>alkyl, -OH and -NH<sub>2</sub>, and wherein each alkyl and aryl is unsubstituted or substituted with 1, 2,  
 20 3 or 4 substituents selected from R<sup>c</sup>. In a class of this embodiment, Z is selected from: - (CH<sub>2</sub>)<sub>m</sub>P(O)(OH)<sub>2</sub>, -(CH<sub>2</sub>)<sub>m</sub>P(O)(OCH<sub>2</sub>OC(O)C<sub>1-6</sub>alkyl)<sub>2</sub>, -(CH<sub>2</sub>)<sub>m</sub>P(O)(OH)(O-CH<sub>2</sub>-aryl), -(CH<sub>2</sub>)<sub>m</sub>P(O)(OH)(-O-(CH<sub>2</sub>)<sub>1-4</sub>-SC(O)C<sub>1-6</sub>alkyl), -(CH<sub>2</sub>)<sub>m</sub>P(O)(-O-(CH<sub>2</sub>)<sub>1-4</sub>-SC(O)C<sub>1-6</sub>alkyl)<sub>2</sub>, and

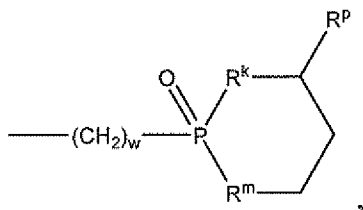


wherein each CH<sub>2</sub> is unsubstituted or substituted with 1 or 2 substituents selected from C<sub>1-6</sub>alkyl, -OH and -NH<sub>2</sub>, and wherein each alkyl and aryl is unsubstituted or substituted with 1, 2,  
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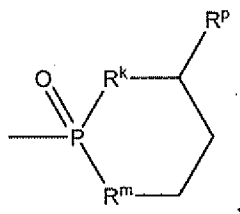
3 or 4 substituents selected from  $R^C$ . In a class of this embodiment, Z is selected from:  $-P(O)(OH)_2$ ,  $-P(O)(OCH_2OC(O)C_{1-6}alkyl)_2$ ,  $-P(O)(OH)(O-CH_2-aryl)$ ,  $-P(O)(OH)(-O-(CH_2)_{1-4}-SC(O)C_{1-6}alkyl)$ ,  $-P(O)(-O-(CH_2)_{1-4}-SC(O)C_{1-6}alkyl)_2$ , and



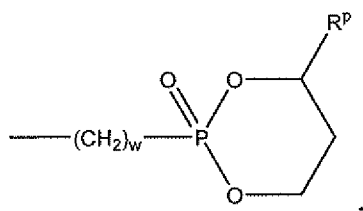
- 5 wherein each alkyl and aryl is unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from  $R^C$ . In another class of this embodiment, Z is selected from:  $-(CH_2)_mP(O)(OH)_2$ ,  $-(CH_2)_mP(O)(OCH_2OC(O)C(CH_3)_2)$ ,  $-(CH_2)_mP(O)(OH)(O-CH_2-phenyl)$ ,  $-(CH_2)_mP(O)(OH)(-O-(CH_2)_2-SC(O)-CH_2CH_3)$ ,  $-(CH_2)_mP(O)(-O-(CH_2)_2-SC(O)-CH_2CH_3)_2$ , and



- 10 wherein each  $CH_2$  is unsubstituted or substituted with 1 or 2 substituents selected from  $C_{1-6}alkyl$ ,  $-OH$  and  $-NH_2$ , and wherein each alkyl and phenyl is unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from  $R^C$ . In another class of this embodiment, Z is selected from:  $-P(O)(OH)_2$ ,  $-P(O)(OCH_2OC(O)C(CH_3)_2)$ ,  $-P(O)(OH)(O-CH_2-phenyl)$ ,  $-P(O)(OH)(-O-(CH_2)_2-SC(O)-CH_2CH_3)$ ,  $-P(O)(-O-(CH_2)_2-SC(O)-CH_2CH_3)_2$ , and



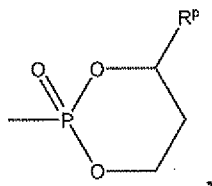
- 15 wherein each  $CH_2$  is unsubstituted or substituted with 1 or 2 substituents selected from  $C_{1-6}alkyl$ ,  $-OH$  and  $-NH_2$ , and wherein each alkyl and phenyl is unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from  $R^C$ . In another class of this embodiment, Z is selected from:  $-(CH_2)_mP(O)(OH)_2$ ,  $-(CH_2)_mP(O)(OCH_2OC(O)C(CH_3)_2)$ ,  $-(CH_2)_mP(O)(OH)(O-CH_2-phenyl)$ ,  $-(CH_2)_mP(O)(OH)(-O-(CH_2)_2-SC(O)-CH_2CH_3)$ ,  $-(CH_2)_mP(O)(-O-(CH_2)_2-SC(O)-CH_2CH_3)_2$ , and



wherein each  $CH_2$  is unsubstituted or substituted with 1 or 2 substituents selected from  $C_{1-6}alkyl$ ,  $-OH$  and  $-NH_2$ , and wherein each alkyl and phenyl is unsubstituted or substituted with 1,

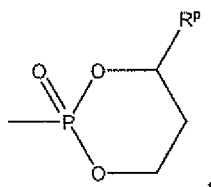


2 or 3 substituents selected from  $R^C$ . In another class of this embodiment, Z is selected from:  $-P(O)(OH)_2$ ,  $-P(O)(OCH_2OC(O)C(CH_3)_2)$ ,  $-P(O)(OH)(O-CH_2\text{-phenyl})$ ,  $-P(O)(OH)(-O-(CH_2)_2-SC(O)-CH_2CH_3)$ ,  $-P(O)(-O-(CH_2)_2-SC(O)-CH_2CH_3)_2$ , and



5 wherein each  $CH_2$  is unsubstituted or substituted with 1 or 2 substituents selected from  $C_{1-6}$ alkyl,  $-OH$  and  $-NH_2$ , and wherein each alkyl and phenyl is unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from  $R^C$ .

In another embodiment of the present invention, Z is selected from:  $-P(O)(OH)_2$ ,  $-P(O)(OCH_2OC(O)C(CH_3)_2)$ ,  $-P(O)(OH)(O-CH_2\text{-phenyl})$ ,  $-P(O)(OH)(-O-(CH_2)_2-SC(O)-CH_2CH_3)$ ,  $-P(O)(-O-(CH_2)_2-SC(O)-CH_2CH_3)_2$ , and



wherein each phenyl is unsubstituted or substituted with 1, 2 or 3 substituents selected from halogen and  $-OC_{1-6}$ alkyl. In a class of this embodiment, phenyl is substituted with 1 or 2 substituents selected from F and  $-OCH_3$ .

15 In another embodiment of the present invention, Z is  $-(CH_2)_mP(O)(OH)_2$ , wherein  $CH_2$  is unsubstituted or substituted with 1 or 2 substituents selected from  $C_{1-6}$ alkyl,  $-OH$  and  $-NH_2$ . In another embodiment of the present invention, Z is  $-(CH_2)_mP(O)(OH)_2$ . In yet another embodiment of the present invention, Z is  $-P(O)(OH)_2$ .

In another embodiment of the present invention, each  $R^1$  and  $R^2$  is independently selected from: hydrogen, halogen,  $-CN$ ,  $-CF_3$ ,  $-C_{1-6}$ alkyl,  $-C_{2-6}$ alkenyl,  $-C_{2-6}$ alkynyl,  $-(CH_2)_pC_{3-10}$ cycloalkyl,  $-(CH_2)_pC_{3-7}$ cycloalkyl-aryl,  $-(CH_2)_pC_{3-7}$ cycloalkyl-heteroaryl,  $-(CH_2)_pC_{4-10}$ cycloalkenyl,  $-(CH_2)_pC_{4-7}$ cycloalkenyl-aryl,  $-(CH_2)_pC_{4-7}$ cycloalkenyl-heteroaryl, aryl, biphenyl,  $-(CH_2)_p$ heteroaryl,  $-C_{2-6}$ alkenyl-alkyl,  $-C_{2-6}$ alkenyl-aryl,  $-C_{2-6}$ alkenyl-heteroaryl,  $-C_{2-6}$ alkenyl- $C_{3-7}$ cycloalkyl,  $-C_{2-6}$ alkenyl- $C_{3-7}$ cycloalkenyl,  $-C_{2-6}$ alkenyl- $C_{2-7}$ cycloheteroalkyl,  $-C_{2-6}$ alkenyl- $C_{2-7}$ cycloheteroalkenyl,  $-C_{2-6}$ alkynyl- $(CH_2)_{1-3}$ -O-aryl,  $-C_{2-6}$ alkynyl-alkyl,  $-C_{2-6}$ alkynyl-aryl,  $-C_{2-6}$ alkynyl-heteroaryl,  $-C_{2-6}$ alkynyl- $C_{3-7}$ cycloalkyl,  $-C_{2-6}$ alkynyl- $C_{3-7}$ cycloalkenyl,  $-C_{2-6}$ alkynyl- $C_{2-7}$ cycloheteroalkyl,  $-C_{2-6}$ alkynyl- $C_{2-7}$ cycloheteroalkenyl,  $-C(O)NH-(CH_2)_{0-3}$ phenyl, and  $-(CH_2)_pC(O)$ phenyl, wherein each  $CH_2$  is unsubstituted or substituted with 1 or 2 substituents selected from: halogen,  $CF_3$ ,  $-OH$ ,  $-NH_2$ ,  $-C_{1-6}$ alkyl,  $-OC_{1-6}$ alkyl,  $-NHC_{1-6}$ alkyl, and  $-N(C_{1-6}alkyl)_2$ , wherein each alkyl, alkenyl and alkynyl is unsubstituted or substituted with 1, 2 or 3 substituents selected from:

halogen, CF<sub>3</sub>, -OH, -NH<sub>2</sub>, -C<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, -NHC<sub>1-6</sub>alkyl, and -N(C<sub>1-6</sub>alkyl)<sub>2</sub>, and wherein each cycloalkyl, cycloalkenyl, cycloheteroalkyl, cycloheteroalkenyl, phenyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2, 3 or 4 substituents independently selected from R<sup>a</sup>, provided that at least one of and only one of R<sup>1</sup> and R<sup>2</sup> is selected from the group consisting of: hydrogen, halogen, -CN, -CF<sub>3</sub>, -C<sub>1-6</sub>alkyl, -C<sub>2-6</sub>alkenyl and -C<sub>2-6</sub>alkynyl, and provided that if R<sup>1</sup> or R<sup>2</sup> is hydrogen, then at least one of R<sup>3</sup> and R<sup>4</sup> is not hydrogen. In a class of this embodiment of the present invention, each R<sup>1</sup> is independently selected from: - (CH<sub>2</sub>)<sub>p</sub>C<sub>3-10</sub>cycloalkyl, -(CH<sub>2</sub>)<sub>p</sub>C<sub>3-7</sub>cycloalkyl-aryl, -(CH<sub>2</sub>)<sub>p</sub>C<sub>3-7</sub>cycloalkyl-heteroaryl, -(CH<sub>2</sub>)<sub>p</sub>C<sub>4-10</sub>cycloalkenyl, -(CH<sub>2</sub>)<sub>p</sub>C<sub>4-7</sub>cycloalkenyl-aryl, -(CH<sub>2</sub>)<sub>p</sub>C<sub>4-7</sub>cycloalkenyl-heteroaryl, aryl, biphenyl, -(CH<sub>2</sub>)<sub>p</sub>heteroaryl, -C<sub>2-6</sub>alkenyl-alkyl, -C<sub>2-6</sub>alkenyl-aryl, -C<sub>2-6</sub>alkenyl-heteroaryl, -C<sub>2-6</sub>alkenyl-C<sub>3-7</sub>cycloalkyl, -C<sub>2-6</sub>alkenyl-C<sub>3-7</sub>cycloalkenyl, -C<sub>2-6</sub>alkenyl-C<sub>2-7</sub>cycloheteroalkyl, -C<sub>2-6</sub>alkenyl-C<sub>2-7</sub>cycloheteroalkenyl, -C<sub>2-6</sub>alkynyl-(CH<sub>2</sub>)<sub>1-3</sub>-O-aryl, -C<sub>2-6</sub>alkynyl-alkyl, -C<sub>2-6</sub>alkynyl-aryl, -C<sub>2-6</sub>alkynyl-heteroaryl, -C<sub>2-6</sub>alkynyl-C<sub>3-7</sub>cycloalkyl, -C<sub>2-6</sub>alkynyl-C<sub>3-7</sub>cycloalkenyl, -C<sub>2-6</sub>alkynyl-C<sub>2-7</sub>cycloheteroalkyl, -C<sub>2-6</sub>alkynyl-C<sub>2-7</sub>cycloheteroalkenyl, -C(O)NH-(CH<sub>2</sub>)<sub>0-3</sub>phenyl, and -(CH<sub>2</sub>)<sub>p</sub>C(O)phenyl, wherein each CH<sub>2</sub> is unsubstituted or substituted with 1 or 2 substituents selected from: halogen, CF<sub>3</sub>, -OH, -NH<sub>2</sub>, -C<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, -NHC<sub>1-6</sub>alkyl, and -N(C<sub>1-6</sub>alkyl)<sub>2</sub>, wherein each alkyl, alkenyl and alkynyl is unsubstituted or substituted with 1, 2 or 3 substituents selected from: halogen, CF<sub>3</sub>, -OH, -NH<sub>2</sub>, -C<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, -NHC<sub>1-6</sub>alkyl, and -N(C<sub>1-6</sub>alkyl)<sub>2</sub>, and wherein each cycloalkyl, cycloalkenyl, cycloheteroalkyl, cycloheteroalkenyl, phenyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2, 3 or 4 substituents independently selected from R<sup>a</sup>, and R<sup>2</sup> is selected from the group consisting of: hydrogen, halogen, -CN, -CF<sub>3</sub>, -C<sub>1-6</sub>alkyl, -C<sub>2-6</sub>alkenyl and -C<sub>2-6</sub>alkynyl, and provided that if R<sup>1</sup> or R<sup>2</sup> is hydrogen, then at least one of R<sup>3</sup> and R<sup>4</sup> is not hydrogen. In another class of this embodiment, each R<sup>1</sup> and R<sup>2</sup> is independently selected from: hydrogen, halogen, -CN, -CF<sub>3</sub>, -C<sub>1-6</sub>alkyl, -C<sub>2-6</sub>alkenyl, -C<sub>2-6</sub>alkynyl, -C<sub>3-10</sub>cycloalkyl, -C<sub>3-7</sub>cycloalkyl-aryl, -C<sub>3-7</sub>cycloalkyl-heteroaryl, -C<sub>4-10</sub>cycloalkenyl, -C<sub>4-7</sub>cycloalkenyl-aryl, -C<sub>4-7</sub>cycloalkenyl-heteroaryl, aryl, biphenyl, -heteroaryl, -C<sub>2-6</sub>alkenyl-alkyl, -C<sub>2-6</sub>alkenyl-aryl, -C<sub>2-6</sub>alkenyl-heteroaryl, -C<sub>2-6</sub>alkenyl-C<sub>3-7</sub>cycloalkyl, -C<sub>2-6</sub>alkenyl-C<sub>3-7</sub>cycloalkenyl, -C<sub>2-6</sub>alkenyl-C<sub>2-7</sub>cycloheteroalkyl, -C<sub>2-6</sub>alkenyl-C<sub>2-7</sub>cycloheteroalkenyl, -C<sub>2-6</sub>alkynyl-(CH<sub>2</sub>)<sub>1-3</sub>-O-aryl, -C<sub>2-6</sub>alkynyl-alkyl, -C<sub>2-6</sub>alkynyl-aryl, -C<sub>2-6</sub>alkynyl-heteroaryl, -C<sub>2-6</sub>alkynyl-C<sub>3-7</sub>cycloalkyl, -C<sub>2-6</sub>alkynyl-C<sub>3-7</sub>cycloalkenyl, -C<sub>2-6</sub>alkynyl-C<sub>2-7</sub>cycloheteroalkyl, -C<sub>2-6</sub>alkynyl-C<sub>2-7</sub>cycloheteroalkenyl, -C(O)NH-(CH<sub>2</sub>)<sub>0-3</sub>phenyl, and -(CH<sub>2</sub>)<sub>p</sub>C(O)phenyl, wherein each CH<sub>2</sub> is unsubstituted or substituted with 1 or 2 substituents selected from: halogen, CF<sub>3</sub>, -OH, -NH<sub>2</sub>, -C<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, -NHC<sub>1-6</sub>alkyl, and -N(C<sub>1-6</sub>alkyl)<sub>2</sub>, wherein each alkyl, alkenyl and alkynyl is unsubstituted or substituted with 1, 2 or 3 substituents selected from: halogen, CF<sub>3</sub>, -OH, -NH<sub>2</sub>, -C<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, -NHC<sub>1-6</sub>alkyl, and -N(C<sub>1-6</sub>alkyl)<sub>2</sub>, and wherein each cycloalkyl, cycloalkenyl, cycloheteroalkyl,

cycloheteroalkenyl, phenyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2, 3 or 4 substituents independently selected from R<sup>a</sup>, provided that at least one of and only one of R<sup>1</sup> and R<sup>2</sup> is selected from the group consisting of: hydrogen, halogen, -CN, -CF<sub>3</sub>, -C<sub>1-6</sub>alkyl, -C<sub>2-6</sub>alkenyl and -C<sub>2-6</sub>alkynyl, and provided that if R<sup>1</sup> or R<sup>2</sup> is hydrogen, then at least one of R<sup>3</sup> and R<sup>4</sup> is not hydrogen. In a subclass of this class, each R<sup>1</sup> is independently selected from: -C<sub>3-10</sub>cycloalkyl, -C<sub>3-7</sub>cycloalkyl-aryl, -C<sub>3-7</sub>cycloalkyl-heteroaryl, -C<sub>4-10</sub>cycloalkenyl, -C<sub>4-7</sub>cycloalkenyl-aryl, -C<sub>4-7</sub>cycloalkenyl-heteroaryl, aryl, biphenyl, -heteroaryl, -C<sub>2-6</sub>alkenyl-alkyl, -C<sub>2-6</sub>alkenyl-aryl, -C<sub>2-6</sub>alkenyl-heteroaryl, -C<sub>2-6</sub>alkenyl-C<sub>3-7</sub>cycloalkyl, -C<sub>2-6</sub>alkenyl-C<sub>3-7</sub>cycloalkenyl, -C<sub>2-6</sub>alkenyl-C<sub>2-7</sub>cycloheteroalkyl, -C<sub>2-6</sub>alkenyl-C<sub>2-7</sub>cycloheteroalkenyl, -C<sub>2-6</sub>alkynyl-(CH<sub>2</sub>)<sub>1-3</sub>-O-aryl, -C<sub>2-6</sub>alkynyl-alkyl, -C<sub>2-6</sub>alkynyl-aryl, -C<sub>2-6</sub>alkynyl-heteroaryl, -C<sub>2-6</sub>alkynyl-C<sub>3-7</sub>cycloalkyl, -C<sub>2-6</sub>alkynyl-C<sub>3-7</sub>cycloalkenyl, -C<sub>2-6</sub>alkynyl-C<sub>2-7</sub>cycloheteroalkyl, -C<sub>2-6</sub>alkynyl-C<sub>2-7</sub>cycloheteroalkenyl, -C(O)NH-(CH<sub>2</sub>)<sub>0-3</sub>phenyl, and -(CH<sub>2</sub>)<sub>p</sub>C(O)phenyl, wherein each alkyl, alkenyl and alkynyl is unsubstituted or substituted with 1, 2 or 3 substituents selected from: halogen, CF<sub>3</sub>, -OH, -NH<sub>2</sub>, -C<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, -NHC<sub>1-6</sub>alkyl, and -N(C<sub>1-6</sub>alkyl)<sub>2</sub>, and wherein each cycloalkyl, cycloalkenyl, cycloheteroalkyl, cycloheteroalkenyl, phenyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2, 3 or 4 substituents independently selected from R<sup>a</sup>, and R<sup>2</sup> is selected from the group consisting of: hydrogen, halogen, -CN, -CF<sub>3</sub>, -C<sub>1-6</sub>alkyl, -C<sub>2-6</sub>alkenyl and -C<sub>2-6</sub>alkynyl, and provided that if R<sup>1</sup> or R<sup>2</sup> is hydrogen, then at least one of R<sup>3</sup> and R<sup>4</sup> is not hydrogen.

In another embodiment of the present invention, each R<sup>1</sup> and R<sup>2</sup> is independently selected from: hydrogen, halogen, -CF<sub>3</sub>, aryl, biphenyl, heteroaryl, -C<sub>2-6</sub>alkynyl-aryl, -C<sub>2-6</sub>alkynyl-heteroaryl, wherein each phenyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2 or 3 substituents independently selected from R<sup>a</sup>, provided that at least one of and only one of R<sup>1</sup> and R<sup>2</sup> is selected from the group consisting of: hydrogen, halogen and -CF<sub>3</sub>, and provided that if R<sup>1</sup> or R<sup>2</sup> is hydrogen, then at least one of R<sup>3</sup> and R<sup>4</sup> is not hydrogen. In a class of this embodiment, each R<sup>1</sup> is independently selected from: aryl, biphenyl, heteroaryl, -C<sub>2-6</sub>alkynyl-aryl, and -C<sub>2-6</sub>alkynyl-heteroaryl, wherein each phenyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2 or 3 substituents independently selected from R<sup>a</sup>, and R<sup>2</sup> is selected from the group consisting of: hydrogen, halogen and -CF<sub>3</sub>, and provided that if R<sup>2</sup> is hydrogen, then at least one of R<sup>3</sup> and R<sup>4</sup> is not hydrogen. In a subclass of this class, each R<sup>1</sup> is independently selected from: aryl, biphenyl, heteroaryl, -C<sub>2-6</sub>alkynyl-aryl, and -C<sub>2-6</sub>alkynyl-heteroaryl, wherein each phenyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2 or 3 substituents independently selected from R<sup>a</sup>, and R<sup>2</sup> is selected from the group consisting of: hydrogen, Cl and -CF<sub>3</sub>, and provided that if R<sup>2</sup> is hydrogen, then at least one of R<sup>3</sup> and R<sup>4</sup> is not hydrogen. In another class of this embodiment, each R<sup>1</sup> and R<sup>2</sup> is independently selected from: hydrogen, halogen, -CF<sub>3</sub>, aryl, biphenyl, heteroaryl, -C<sub>2</sub>alkynyl-aryl, and -C<sub>2</sub>alkynyl-heteroaryl, wherein each phenyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2 or 3 substituents

independently selected from  $R^a$ , provided that at least one of and only one of  $R^1$  and  $R^2$  is selected from the group consisting of: hydrogen, halogen and  $-CF_3$ , and provided that if  $R^1$  or  $R^2$  is hydrogen, then at least one of  $R^3$  and  $R^4$  is not hydrogen. In a subclass of this class, each  $R^1$  is independently selected from: aryl, biphenyl, heteroaryl,  $-C_2$ alkynyl-aryl, and  $-C_2$ alkynyl-heteroaryl, wherein each phenyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2 or 3 substituents independently selected from  $R^a$ , and  $R^2$  is selected from the group consisting of: hydrogen, halogen and  $-CF_3$ , and provided that if  $R^2$  is hydrogen, then at least one of  $R^3$  and  $R^4$  is not hydrogen. In another subclass of this class, each  $R^1$  is independently selected from: aryl, biphenyl, heteroaryl,  $-C_2$ alkynyl-aryl, and  $-C_2$ alkynyl-heteroaryl, wherein each phenyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2 or 3 substituents independently selected from  $R^a$ , and  $R^2$  is selected from the group consisting of: hydrogen, Cl and  $-CF_3$ , and provided that if  $R^2$  is hydrogen, then at least one of  $R^3$  and  $R^4$  is not hydrogen. In another class of this embodiment, each  $R^1$  and  $R^2$  is independently selected from: hydrogen, Cl,  $-CF_3$ , phenyl, biphenyl, indole,  $-C_2$ alkynyl-phenyl, and  $-C_2$ alkynyl-pyridine, wherein each phenyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2 or 3 substituents independently selected from  $R^a$ , provided that at least one of and only one of  $R^1$  and  $R^2$  is selected from the group consisting of: hydrogen, Cl and  $-CF_3$ , and provided that if  $R^1$  or  $R^2$  is hydrogen, then at least one of  $R^3$  and  $R^4$  is not hydrogen. In a subclass of this class, each  $R^1$  is independently selected from: phenyl, biphenyl, indole,  $-C_2$ alkynyl-phenyl, and  $-C_2$ alkynyl-pyridine, wherein each phenyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2 or 3 substituents independently selected from  $R^a$ , and  $R^2$  is selected from the group consisting of: hydrogen, Cl and  $-CF_3$ , and provided that if  $R^2$  is hydrogen, then at least one of  $R^3$  and  $R^4$  is not hydrogen. In a subclass of this subclass, and  $R^2$  is Cl. In another subclass of this subclass, and  $R^2$  is  $-CF_3$ . In another subclass of this subclass, and  $R^2$  is hydrogen.

In another embodiment of the present invention, each  $R^1$  and  $R^2$  is independently selected from: halogen,  $-CN$ ,  $-CF_3$ ,  $-C_1$ -6alkyl,  $-C_2$ -6alkenyl,  $-C_2$ -6alkynyl,  $-(CH_2)_pC_3$ -10cycloalkyl,  $-(CH_2)_pC_3$ -7cycloalkyl-aryl,  $-(CH_2)_pC_3$ -7cycloalkyl-heteroaryl,  $-(CH_2)_pC_4$ -10cycloalkenyl,  $-(CH_2)_pC_4$ -7cycloalkenyl-aryl,  $-(CH_2)_pC_4$ -7cycloalkenyl-heteroaryl, aryl, biphenyl,  $-(CH_2)_p$ heteroaryl,  $-C_2$ -6alkenyl-alkyl,  $-C_2$ -6alkenyl-aryl,  $-C_2$ -6alkenyl-heteroaryl,  $-C_2$ -6alkenyl- $C_3$ -7cycloalkyl,  $-C_2$ -6alkenyl- $C_3$ -7cycloalkenyl,  $-C_2$ -6alkenyl- $C_2$ -7cycloheteroalkyl,  $-C_2$ -6alkenyl- $C_2$ -7cycloheteroalkenyl,  $-C_2$ -6alkynyl- $(CH_2)_{1-3}$ -O-aryl,  $-C_2$ -6alkynyl-alkyl,  $-C_2$ -6alkynyl-aryl,  $-C_2$ -6alkynyl-heteroaryl,  $-C_2$ -6alkynyl- $C_3$ -7cycloalkyl,  $-C_2$ -6alkynyl- $C_3$ -7cycloalkenyl,  $-C_2$ -6alkynyl- $C_2$ -7cycloheteroalkyl,  $-C_2$ -6alkynyl- $C_2$ -7cycloheteroalkenyl,  $-C(O)NH$ - $(CH_2)_{0-3}$ phenyl, and  $-(CH_2)_pC(O)$ phenyl, wherein each  $CH_2$  is unsubstituted or substituted with 1 or 2 substituents selected from: halogen,  $CF_3$ ,  $-OH$ ,  $-NH_2$ ,  $-C_1$ -6alkyl,  $-OC_1$ -6alkyl,  $-NHC_1$ -6alkyl, and  $-N(C_1$ -6alkyl) $_2$ , wherein each alkyl, alkenyl and alkynyl is unsubstituted or substituted with 1, 2 or 3 substituents selected from: halogen,  $CF_3$ , -

OH, -NH<sub>2</sub>, -C<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, -NHC<sub>1-6</sub>alkyl, and -N(C<sub>1-6</sub>alkyl)<sub>2</sub>, and wherein each cycloalkyl, cycloalkenyl, cycloheteroalkyl, cycloheteroalkenyl, phenyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2, 3 or 4 substituents independently selected from R<sup>a</sup>, provided that at least one of and only one of R<sup>1</sup> and R<sup>2</sup> is selected from the group consisting of:  
 5 halogen, -CN, -CF<sub>3</sub>, -C<sub>1-6</sub>alkyl, -C<sub>2-6</sub>alkenyl and -C<sub>2-6</sub>alkynyl.

In a class of this embodiment of the present invention, each R<sup>1</sup> is independently selected from: -(CH<sub>2</sub>)<sub>p</sub>C<sub>3-10</sub>cycloalkyl, -(CH<sub>2</sub>)<sub>p</sub>C<sub>3-7</sub>cycloalkyl-aryl, -(CH<sub>2</sub>)<sub>p</sub>C<sub>3-7</sub>cycloalkyl-heteroaryl, -(CH<sub>2</sub>)<sub>p</sub>C<sub>4-10</sub>cycloalkenyl, -(CH<sub>2</sub>)<sub>p</sub>C<sub>4-7</sub>cycloalkenyl-aryl, -(CH<sub>2</sub>)<sub>p</sub>C<sub>4-7</sub>cycloalkenyl-heteroaryl, aryl, biphenyl, -(CH<sub>2</sub>)<sub>p</sub>heteroaryl, -C<sub>2-6</sub>alkenyl-alkyl, -C<sub>2-6</sub>alkenyl-aryl, -C<sub>2-6</sub>alkenyl-heteroaryl, -C<sub>2-6</sub>alkenyl-C<sub>3-7</sub>cycloalkyl, -C<sub>2-6</sub>alkenyl-C<sub>3-7</sub>cycloalkenyl, -C<sub>2-6</sub>alkenyl-C<sub>2-7</sub>cycloheteroalkyl, -C<sub>2-6</sub>alkenyl-C<sub>2-7</sub>cycloheteroalkenyl, -C<sub>2-6</sub>alkynyl-(CH<sub>2</sub>)<sub>1-3</sub>-O-aryl, -C<sub>2-6</sub>alkynyl-alkyl, -C<sub>2-6</sub>alkynyl-aryl, -C<sub>2-6</sub>alkynyl-heteroaryl, -C<sub>2-6</sub>alkynyl-C<sub>3-7</sub>cycloalkyl, -C<sub>2-6</sub>alkynyl-C<sub>3-7</sub>cycloalkenyl, -C<sub>2-6</sub>alkynyl-C<sub>2-7</sub>cycloheteroalkyl, -C<sub>2-6</sub>alkynyl-C<sub>2-7</sub>cycloheteroalkenyl, -C(O)NH-(CH<sub>2</sub>)<sub>0-3</sub>phenyl, and -(CH<sub>2</sub>)<sub>p</sub>C(O)phenyl,  
 10 wherein each CH<sub>2</sub> is unsubstituted or substituted with 1 or 2 substituents selected from: halogen, CF<sub>3</sub>, -OH, -NH<sub>2</sub>, -C<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, -NHC<sub>1-6</sub>alkyl, and -N(C<sub>1-6</sub>alkyl)<sub>2</sub>, wherein each alkyl, alkenyl and alkynyl is unsubstituted or substituted with 1, 2 or 3 substituents selected from: halogen, CF<sub>3</sub>, -OH, -NH<sub>2</sub>, -C<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, -NHC<sub>1-6</sub>alkyl, and -N(C<sub>1-6</sub>alkyl)<sub>2</sub>, and wherein each cycloalkyl, cycloalkenyl, cycloheteroalkyl, cycloheteroalkenyl, phenyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2, 3 or 4 substituents independently selected from R<sup>a</sup>, and R<sup>2</sup> is selected from the group consisting of: halogen, -CN, -CF<sub>3</sub>, -C<sub>1-6</sub>alkyl, -C<sub>2-6</sub>alkenyl and -C<sub>2-6</sub>alkynyl. In another class of this embodiment, each R<sup>1</sup> and R<sup>2</sup> is independently selected from: halogen, -CN, -CF<sub>3</sub>, -C<sub>1-6</sub>alkyl, -C<sub>2-6</sub>alkenyl, -C<sub>2-6</sub>alkynyl, -C<sub>3-10</sub>cycloalkyl, -C<sub>3-7</sub>cycloalkyl-aryl, -C<sub>3-7</sub>cycloalkyl-heteroaryl, -C<sub>4-10</sub>cycloalkenyl, -C<sub>4-7</sub>cycloalkenyl-aryl, -C<sub>4-7</sub>cycloalkenyl-heteroaryl, aryl, biphenyl, -heteroaryl, -C<sub>2-6</sub>alkenyl-alkyl, -C<sub>2-6</sub>alkenyl-aryl, -C<sub>2-6</sub>alkenyl-heteroaryl, -C<sub>2-6</sub>alkenyl-C<sub>3-7</sub>cycloalkyl, -C<sub>2-6</sub>alkenyl-C<sub>3-7</sub>cycloalkenyl, -C<sub>2-6</sub>alkenyl-C<sub>2-7</sub>cycloheteroalkyl, -C<sub>2-6</sub>alkenyl-C<sub>2-7</sub>cycloheteroalkenyl, -C<sub>2-6</sub>alkynyl-(CH<sub>2</sub>)<sub>1-3</sub>-O-aryl, -C<sub>2-6</sub>alkynyl-alkyl, -C<sub>2-6</sub>alkynyl-aryl, -C<sub>2-6</sub>alkynyl-heteroaryl, -C<sub>2-6</sub>alkynyl-C<sub>3-7</sub>cycloalkyl, -C<sub>2-6</sub>alkynyl-C<sub>3-7</sub>cycloalkenyl, -C<sub>2-6</sub>alkynyl-C<sub>2-7</sub>cycloheteroalkyl, -C<sub>2-6</sub>alkynyl-C<sub>2-7</sub>cycloheteroalkenyl, -C(O)NH-(CH<sub>2</sub>)<sub>0-3</sub>phenyl, and -(CH<sub>2</sub>)<sub>p</sub>C(O)phenyl, wherein each alkyl, alkenyl and alkynyl is unsubstituted or substituted with 1, 2 or 3 substituents selected from: halogen, CF<sub>3</sub>, -OH, -NH<sub>2</sub>, -C<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, -NHC<sub>1-6</sub>alkyl, and -N(C<sub>1-6</sub>alkyl)<sub>2</sub>, and wherein each cycloalkyl, cycloalkenyl, cycloheteroalkyl, cycloheteroalkenyl, phenyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2, 3 or 4 substituents independently selected from R<sup>a</sup>, provided that at least one of and only one of R<sup>1</sup> and R<sup>2</sup> is selected from the group consisting of: halogen, -CN, -CF<sub>3</sub>, -C<sub>1-6</sub>alkyl, -C<sub>2-6</sub>alkenyl and -C<sub>2-6</sub>alkynyl. In a subclass of this class, each R<sup>1</sup> is independently selected from: -C<sub>3-</sub>  
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10 cycloalkyl, -C<sub>3-7</sub>cycloalkyl-aryl, -C<sub>3-7</sub>cycloalkyl-heteroaryl, -C<sub>4-10</sub>cycloalkenyl, -C<sub>4-7</sub>cycloalkenyl-aryl, -C<sub>4-7</sub>cycloalkenyl-heteroaryl, aryl, biphenyl, -heteroaryl, -C<sub>2-6</sub>alkenyl-alkyl, -C<sub>2-6</sub>alkenyl-aryl, -C<sub>2-6</sub>alkenyl-heteroaryl, -C<sub>2-6</sub>alkenyl-C<sub>3-7</sub>cycloalkyl, -C<sub>2-6</sub>alkenyl-C<sub>3-7</sub>cycloalkenyl, -C<sub>2-6</sub>alkenyl-C<sub>2-7</sub>cycloheteroalkyl, -C<sub>2-6</sub>alkenyl-C<sub>2-7</sub>cycloheteroalkenyl, -  
 5 C<sub>2-6</sub>alkynyl-(CH<sub>2</sub>)<sub>1-3</sub>-O-aryl, -C<sub>2-6</sub>alkynyl-alkyl, -C<sub>2-6</sub>alkynyl-aryl, -C<sub>2-6</sub>alkynyl-heteroaryl, -C<sub>2-6</sub>alkynyl-C<sub>3-7</sub>cycloalkyl, -C<sub>2-6</sub>alkynyl-C<sub>3-7</sub>cycloalkenyl, -C<sub>2-6</sub>alkynyl-C<sub>2-7</sub>cycloheteroalkyl, -C<sub>2-6</sub>alkynyl-C<sub>2-7</sub>cycloheteroalkenyl, -C(O)NH-(CH<sub>2</sub>)<sub>0-3</sub>phenyl, and -  
 (CH<sub>2</sub>)<sub>p</sub>C(O)phenyl, wherein each alkyl, alkenyl and alkynyl is unsubstituted or substituted with 1, 2 or 3 substituents selected from: halogen, CF<sub>3</sub>, -OH, -NH<sub>2</sub>, -C<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, -  
 10 NHC<sub>1-6</sub>alkyl, and -N(C<sub>1-6</sub>alkyl)<sub>2</sub>, and wherein each cycloalkyl, cycloalkenyl, cycloheteroalkyl, cycloheteroalkenyl, phenyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2, 3 or 4 substituents independently selected from R<sup>a</sup>, and R<sup>2</sup> is selected from the group consisting of: halogen, -CN, -CF<sub>3</sub>, -C<sub>1-6</sub>alkyl, -C<sub>2-6</sub>alkenyl and -C<sub>2-6</sub>alkynyl.

In another embodiment of the present invention, each R<sup>1</sup> and R<sup>2</sup> is independently  
 15 selected from: halogen, -CF<sub>3</sub>, aryl, biphenyl, heteroaryl, -C<sub>2-6</sub>alkynyl-aryl, -C<sub>2-6</sub>alkynyl-heteroaryl, wherein each phenyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2 or 3 substituents independently selected from R<sup>a</sup>, provided that at least one of and only one of R<sup>1</sup> and R<sup>2</sup> is selected from the group consisting of: halogen and -CF<sub>3</sub>. In a class of this embodiment, each R<sup>1</sup> is independently selected from: aryl, biphenyl, heteroaryl, -C<sub>2-6</sub>alkynyl-aryl, and -C<sub>2-6</sub>alkynyl-heteroaryl, wherein each phenyl, aryl and heteroaryl is unsubstituted or substituted with  
 20 1, 2 or 3 substituents independently selected from R<sup>a</sup>, and R<sup>2</sup> is selected from the group consisting of: hydrogen, halogen and -CF<sub>3</sub>, and provided that if R<sup>2</sup> is hydrogen, then at least one of R<sup>3</sup> and R<sup>4</sup> is not hydrogen. In a subclass of this class, each R<sup>1</sup> is independently selected from: aryl, biphenyl, heteroaryl, -C<sub>2-6</sub>alkynyl-aryl, and -C<sub>2-6</sub>alkynyl-heteroaryl, wherein each  
 25 phenyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2 or 3 substituents independently selected from R<sup>a</sup>, and R<sup>2</sup> is selected from the group consisting of: Cl and -CF<sub>3</sub>.

In another class of this embodiment, each R<sup>1</sup> and R<sup>2</sup> is independently selected from: halogen, -CF<sub>3</sub>, aryl, biphenyl, heteroaryl, -C<sub>2</sub>alkynyl-aryl, and -C<sub>2</sub>alkynyl-heteroaryl, wherein each phenyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2 or 3 substituents  
 30 independently selected from R<sup>a</sup>, provided that at least one of and only one of R<sup>1</sup> and R<sup>2</sup> is selected from the group consisting of: halogen and -CF<sub>3</sub>. In a subclass of this class, each R<sup>1</sup> is independently selected from: aryl, biphenyl, heteroaryl, -C<sub>2</sub>alkynyl-aryl, and -C<sub>2</sub>alkynyl-heteroaryl, wherein each phenyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2 or 3 substituents independently selected from R<sup>a</sup>, and R<sup>2</sup> is selected from the group consisting of:  
 35 halogen and -CF<sub>3</sub>. In another subclass of this class, each R<sup>1</sup> is independently selected from: aryl, biphenyl, heteroaryl, -C<sub>2</sub>alkynyl-aryl, and -C<sub>2</sub>alkynyl-heteroaryl, wherein each phenyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2 or 3 substituents independently selected

from R<sup>a</sup>, and R<sup>2</sup> is selected from the group consisting of: Cl and -CF<sub>3</sub>. In another class of this embodiment, each R<sup>1</sup> and R<sup>2</sup> is independently selected from: Cl, -CF<sub>3</sub>, phenyl, biphenyl, indole, -C<sub>2</sub>alkynyl-phenyl, and -C<sub>2</sub>alkynyl-pyridine, wherein each phenyl and heteroaryl is unsubstituted or substituted with 1, 2 or 3 substituents independently selected from R<sup>a</sup>, provided that at least one of and only one of R<sup>1</sup> and R<sup>2</sup> is selected from the group consisting of: Cl and -CF<sub>3</sub>. In a subclass of this class, each R<sup>1</sup> is independently selected from: phenyl, biphenyl, indole, -C<sub>2</sub>alkynyl-phenyl, and -C<sub>2</sub>alkynyl-pyridine, wherein each phenyl and heteroaryl is unsubstituted or substituted with 1 or 2 substituents independently selected from R<sup>a</sup>, and R<sup>2</sup> is selected from the group consisting of: Cl and -CF<sub>3</sub>. In a subclass of this subclass, and R<sup>2</sup> is Cl. In another subclass of this subclass, and R<sup>2</sup> is -CF<sub>3</sub>. In another subclass of this subclass, and R<sup>2</sup> is hydrogen.

In another embodiment of the present invention, each R<sup>1</sup> and R<sup>2</sup> is independently selected from: halogen, aryl, and biphenyl, wherein each phenyl and aryl is unsubstituted or substituted with 1, 2 or 3 substituents independently selected from R<sup>a</sup>, provided that at least one of and only one of R<sup>1</sup> and R<sup>2</sup> is halogen. In a class of this embodiment, each R<sup>1</sup> is independently selected from: aryl, and biphenyl, wherein each phenyl and aryl is unsubstituted or substituted with 1, 2 or 3 substituents independently selected from R<sup>a</sup>, and R<sup>2</sup> is halogen. In another class of this embodiment, each R<sup>1</sup> and R<sup>2</sup> is independently selected from: halogen, phenyl, and biphenyl, wherein each phenyl is unsubstituted or substituted with 1, 2 or 3 substituents independently selected from R<sup>a</sup>, provided that at least one of and only one of R<sup>1</sup> and R<sup>2</sup> is halogen. In a subclass of this class, R<sup>2</sup> is Cl. In another subclass of this class, each R<sup>1</sup> is independently selected from: phenyl, and biphenyl, wherein each phenyl is unsubstituted or substituted with 1, 2 or 3 substituents independently selected from R<sup>a</sup>, and R<sup>2</sup> is halogen. In a subclass of this subclass, R<sup>2</sup> is Cl. In another class of this embodiment, each R<sup>1</sup> and R<sup>2</sup> is independently selected from: Cl, phenyl, biphenyl, wherein each phenyl is unsubstituted or substituted with 1, 2 or 3 substituents independently selected from R<sup>a</sup>, provided that at least one of and only one of R<sup>1</sup> and R<sup>2</sup> is Cl. In a subclass of this class, each R<sup>1</sup> is independently selected from: phenyl, biphenyl, wherein each phenyl is unsubstituted or substituted with 1, 2 or 3 substituents independently selected from R<sup>a</sup>, and R<sup>2</sup> is Cl.

In another embodiment of the present invention, each R<sup>1</sup> and R<sup>2</sup> is independently selected from: halogen, aryl, biphenyl, heteroaryl, -C<sub>2</sub>-alkynyl-aryl, wherein each phenyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2 or 3 substituents independently selected from R<sup>a</sup>, provided that at least one of and only one of R<sup>1</sup> and R<sup>2</sup> is halogen. In a class of this embodiment, R<sup>2</sup> is Cl. In another class of this embodiment, each R<sup>1</sup> is independently selected from: aryl, biphenyl, heteroaryl, -C<sub>2</sub>-alkynyl-aryl, wherein each phenyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2 or 3 substituents independently selected from R<sup>a</sup>, and R<sup>2</sup> is halogen. In a subclass of this class, R<sup>2</sup> is Cl. In another class of this embodiment, each R<sup>1</sup> and

R<sup>2</sup> is independently selected from: halogen, aryl, biphenyl, heteroaryl, -C<sub>2</sub>alkynyl-aryl, wherein each phenyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2 or 3 substituents independently selected from R<sup>a</sup>, provided that at least one of and only one of R<sup>1</sup> and R<sup>2</sup> is halogen. In a subclass of this class, R<sup>2</sup> is Cl. In another class of this embodiment, each R<sup>1</sup> is independently selected from: aryl, biphenyl, heteroaryl, -C<sub>2</sub>alkynyl-aryl, wherein each phenyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2 or 3 substituents independently selected from R<sup>a</sup>, and R<sup>2</sup> is halogen. In a subclass of this class, R<sup>2</sup> is Cl. In another class of this embodiment, each R<sup>1</sup> and R<sup>2</sup> is independently selected from: halogen, phenyl, biphenyl, heteroaryl, and -C<sub>2</sub>alkynyl-phenyl, wherein each phenyl and heteroaryl is unsubstituted or substituted with 1, 2 or 3 substituents independently selected from R<sup>a</sup>, provided that at least one of and only one of R<sup>1</sup> and R<sup>2</sup> is halogen. In a subclass of this class, each R<sup>1</sup> is independently selected from: phenyl, biphenyl, heteroaryl, and -C<sub>2</sub>alkynyl-phenyl, wherein each phenyl and heteroaryl is unsubstituted or substituted with 1, 2 or 3 substituents independently selected from R<sup>a</sup>, and R<sup>2</sup> is halogen. In a subclass of this class, R<sup>2</sup> is Cl. In another class of this embodiment, each R<sup>1</sup> and R<sup>2</sup> is independently selected from: halogen, phenyl, biphenyl, indole, and -C<sub>2</sub>alkynyl-phenyl, wherein each phenyl and indole is unsubstituted or substituted with 1, 2 or 3 substituents independently selected from R<sup>a</sup>, provided that at least one of and only one of R<sup>1</sup> and R<sup>2</sup> is halogen. In a subclass of this class, each R<sup>1</sup> is independently selected from: phenyl, biphenyl, indole, and -C<sub>2</sub>alkynyl-phenyl, wherein each phenyl and indole is unsubstituted or substituted with 1, 2 or 3 substituents independently selected from R<sup>a</sup>, and R<sup>2</sup> is halogen. In a subclass of this class, R<sup>2</sup> is Cl. In another class of this embodiment, each R<sup>1</sup> and R<sup>2</sup> is independently selected from: Cl, phenyl, biphenyl, indole, and -C<sub>2</sub>alkynyl-phenyl, wherein each phenyl and indole is unsubstituted or substituted with 1, 2 or 3 substituents independently selected from R<sup>a</sup>, provided that at least one of and only one of R<sup>1</sup> and R<sup>2</sup> is Cl. In a subclass of this class, each R<sup>1</sup> is independently selected from: phenyl, biphenyl, indole, and -C<sub>2</sub>alkynyl-phenyl, wherein each phenyl and indole is unsubstituted or substituted with 1, 2 or 3 substituents independently selected from R<sup>a</sup>, and R<sup>2</sup> is Cl.

In another embodiment of the present invention, R<sup>1</sup> is independently selected from: aryl, biphenyl, heteroaryl, -C<sub>2</sub>alkynyl-aryl, and -C<sub>2</sub>alkynyl-heteroaryl, wherein each phenyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2 or 3 substituents independently selected from R<sup>a</sup>; and R<sup>2</sup> is halogen; or a pharmaceutically acceptable salt thereof.

In another embodiment of the present invention, R<sup>3</sup> and R<sup>4</sup> are each independently selected from: hydrogen, halogen, -C<sub>1-6</sub>alkyl, -C<sub>2-6</sub>alkenyl, -C<sub>2-6</sub>alkynyl, -C<sub>3-10</sub>cycloalkyl, -C<sub>3-10</sub>cycloalkenyl, aryl, heteroaryl, -CN, -CF<sub>3</sub>, -OH, -OC<sub>1-6</sub>alkyl, -NH<sub>2</sub>, -NHC<sub>1-6</sub>alkyl, -N(C<sub>1-6</sub>alkyl)<sub>2</sub>, -SC<sub>1-6</sub>alkyl, -SOC<sub>1-6</sub>alkyl, -SO<sub>2</sub>C<sub>1-6</sub>alkyl, -NHSO<sub>2</sub>C<sub>1-6</sub>alkyl, -NHC(O)C<sub>1-6</sub>alkyl, -SO<sub>2</sub>NHC<sub>1-6</sub>alkyl, and -C(O)NHC<sub>1-6</sub>alkyl. In another class of this embodiment, R<sup>3</sup> and R<sup>4</sup> are each independently selected from: hydrogen, halogen, and -C<sub>1-6</sub>alkyl. In a subclass



of this class, R<sup>3</sup> and R<sup>4</sup> are each independently selected from: hydrogen, F, Br and Cl. In another subclass of this class, R<sup>3</sup> and R<sup>4</sup> are each independently selected from: hydrogen, F and Cl. In another subclass of this class, R<sup>3</sup> and R<sup>4</sup> are each independently selected from: hydrogen and Cl. In another subclass of this class, R<sup>3</sup> is hydrogen and R<sup>4</sup> is independently selected from:  
5 hydrogen and Cl.

In another embodiment of the present invention, R<sup>3</sup> and R<sup>4</sup> are each independently selected from: hydrogen and halogen. In a subclass of this class, R<sup>3</sup> and R<sup>4</sup> are each independently selected from: hydrogen, F, Br and Cl. In another subclass of this class, R<sup>3</sup> and R<sup>4</sup> are each independently selected from: hydrogen, F and Cl. In another subclass of this class,  
10 R<sup>3</sup> and R<sup>4</sup> are each independently selected from: hydrogen and Cl. In another subclass of this class, R<sup>3</sup> and R<sup>4</sup> are both hydrogen. In another subclass of this class, R<sup>3</sup> and R<sup>4</sup> are both Cl. In another subclass of this class, R<sup>3</sup> is hydrogen, and R<sup>4</sup> is independently selected from: hydrogen and halogen. In another subclass of this class, R<sup>3</sup> is hydrogen, and R<sup>4</sup> is independently selected from: hydrogen and Cl. In another subclass of this class, both R<sup>3</sup> and R<sup>4</sup> are hydrogen.

In another embodiment of the present invention, R<sup>3</sup> is independently selected from:  
15 hydrogen, halogen, -C<sub>1-6</sub>alkyl, -C<sub>2-6</sub>alkenyl, -C<sub>2-6</sub>alkynyl, -C<sub>3-10</sub>cycloalkyl, -C<sub>3-10</sub>cycloalkenyl, aryl, heteroaryl, -CN, -CF<sub>3</sub>, -OH, -OC<sub>1-6</sub>alkyl, -NH<sub>2</sub>, -NHC<sub>1-6</sub>alkyl, -N(C<sub>1-6</sub>alkyl)<sub>2</sub>, -SC<sub>1-6</sub>alkyl, -SOC<sub>1-6</sub>alkyl, -SO<sub>2</sub>C<sub>1-6</sub>alkyl, -NHSO<sub>2</sub>C<sub>1-6</sub>alkyl, -NHC(O)C<sub>1-6</sub>alkyl, -SO<sub>2</sub>NHC<sub>1-6</sub>alkyl, and -C(O)NHC<sub>1-6</sub>alkyl. In a class of this embodiment, R<sup>3</sup> is independently  
20 selected from: hydrogen, F, Br and Cl. In another subclass of this class, R<sup>3</sup> is independently selected from: hydrogen, F and Cl. In another subclass of this class, R<sup>3</sup> is independently selected from: hydrogen and Cl. In another subclass of this class, R<sup>3</sup> is hydrogen.

In another embodiment of the present invention, R<sup>3</sup> is independently selected from:  
25 hydrogen and halogen. In a subclass of this class, R<sup>3</sup> is independently selected from: hydrogen, F, Br and Cl. In another subclass of this class, R<sup>3</sup> is independently selected from: hydrogen, F and Cl. In another subclass of this class, R<sup>3</sup> is independently selected from: hydrogen and Cl. In another subclass of this class, R<sup>3</sup> is hydrogen. In another subclass of this class, R<sup>3</sup> is Cl.

In another embodiment of the present invention, R<sup>4</sup> is independently selected from:  
30 hydrogen, halogen, -C<sub>1-6</sub>alkyl, -C<sub>2-6</sub>alkenyl, -C<sub>2-6</sub>alkynyl, -C<sub>3-10</sub>cycloalkyl, -C<sub>3-10</sub>cycloalkenyl, aryl, heteroaryl, -CN, -CF<sub>3</sub>, -OH, -OC<sub>1-6</sub>alkyl, -NH<sub>2</sub>, -NHC<sub>1-6</sub>alkyl, -N(C<sub>1-6</sub>alkyl)<sub>2</sub>, -SC<sub>1-6</sub>alkyl, -SOC<sub>1-6</sub>alkyl, -SO<sub>2</sub>C<sub>1-6</sub>alkyl, -NHSO<sub>2</sub>C<sub>1-6</sub>alkyl, -NHC(O)C<sub>1-6</sub>alkyl, -SO<sub>2</sub>NHC<sub>1-6</sub>alkyl, and -C(O)NHC<sub>1-6</sub>alkyl. In a class of this embodiment, R<sup>4</sup> is independently  
35 selected from: hydrogen, F, Br and Cl. In another subclass of this class, R<sup>4</sup> is independently selected from: hydrogen, F and Cl. In another subclass of this class, R<sup>4</sup> is independently selected from: hydrogen and Cl. In another subclass of this class, R<sup>4</sup> is hydrogen. In another subclass of this class, R<sup>4</sup> is Cl.

In another embodiment of the present invention, R<sup>4</sup> is independently selected from:

hydrogen, and halogen. In a subclass of this class, R<sup>4</sup> is independently selected from: hydrogen, F, Br and Cl. In another subclass of this class, R<sup>4</sup> is independently selected from: hydrogen, F and Cl. In another subclass of this class, R<sup>4</sup> is independently selected from: hydrogen and Cl. In another subclass of this class, R<sup>4</sup> is hydrogen. In another subclass of this class, R<sup>4</sup> is Cl.

5 In another embodiment of the present invention, R<sup>5</sup> is selected from: hydrogen, -C<sub>1</sub>-6alkyl, -CH<sub>2</sub>CO<sub>2</sub>H, and -CH<sub>2</sub>CO<sub>2</sub>C<sub>1</sub>-6alkyl. In another embodiment of the present invention, R<sup>5</sup> is selected from: hydrogen, -CH<sub>2</sub>CO<sub>2</sub>H, and -CH<sub>2</sub>CO<sub>2</sub>C<sub>1</sub>-6alkyl. In another embodiment of the present invention, R<sup>5</sup> is selected from: hydrogen, and -C<sub>1</sub>-6alkyl. In another embodiment of the present invention, R<sup>5</sup> is -C<sub>1</sub>-6alkyl. In another embodiment of the present invention, R<sup>5</sup> is  
10 hydrogen.

In another embodiment of the present invention, each R<sup>a</sup> is independently selected from the group consisting of: halogen, oxo, -(CH<sub>2</sub>)<sub>m</sub>OH, -(CH<sub>2</sub>)<sub>m</sub>N(R<sub>j</sub>)<sub>2</sub>, -(CH<sub>2</sub>)<sub>m</sub>NO<sub>2</sub>, -(CH<sub>2</sub>)<sub>m</sub>CN, -C<sub>1</sub>-6alkyl, -(CH<sub>2</sub>)<sub>m</sub>CF<sub>3</sub>, -(CH<sub>2</sub>)<sub>m</sub>OCF<sub>3</sub>, -OCH<sub>2</sub>OC<sub>1</sub>-6alkyl, -OCH<sub>2</sub>-aryl, -(CH<sub>2</sub>)<sub>m</sub>C(=N-OH)N(R<sub>j</sub>)<sub>2</sub>, -(CH<sub>2</sub>)<sub>m</sub>OC<sub>1</sub>-6alkyl, -(CH<sub>2</sub>)<sub>m</sub>-O-aryl, -(CH<sub>2</sub>)<sub>m</sub>SC<sub>1</sub>-6alkyl, -  
15 (CH<sub>2</sub>)<sub>m</sub>S(O)C<sub>1</sub>-6alkyl, -(CH<sub>2</sub>)<sub>m</sub>S(O)<sub>2</sub>C<sub>1</sub>-6alkyl, -(CH<sub>2</sub>)<sub>m</sub>NHS(O)<sub>2</sub>C<sub>1</sub>-6alkyl, -(CH<sub>2</sub>)<sub>m</sub>C(O)R<sup>f</sup>, -(CH<sub>2</sub>)<sub>m</sub>C(O)N(R<sub>j</sub>)<sub>2</sub>, -(CH<sub>2</sub>)<sub>m</sub>N(R<sub>j</sub>)C(O)R<sup>f</sup>, -(CH<sub>2</sub>)<sub>m</sub>N(R<sub>j</sub>)C(O)N(R<sub>j</sub>)<sub>2</sub>, -(CH<sub>2</sub>)<sub>m</sub>CO<sub>2</sub>H, -(CH<sub>2</sub>)<sub>m</sub>OC(O)H, -(CH<sub>2</sub>)<sub>m</sub>CO<sub>2</sub>R<sup>f</sup>, -(CH<sub>2</sub>)<sub>m</sub>OC(O)R<sup>f</sup>, -(CH<sub>2</sub>)<sub>m</sub>C<sub>3</sub>-7cycloalkyl, -(CH<sub>2</sub>)<sub>m</sub>C<sub>3</sub>-7cycloalkenyl, -(CH<sub>2</sub>)<sub>m</sub>C<sub>2</sub>-6cycloheteroalkyl, -(CH<sub>2</sub>)<sub>m</sub>C<sub>2</sub>-6cycloheteroalkenyl, -(CH<sub>2</sub>)<sub>m</sub>aryl, and -(CH<sub>2</sub>)<sub>m</sub>heteroaryl, wherein each CH<sub>2</sub> is unsubstituted or substituted with 1 or 2 substituents selected from: oxo, -(CH<sub>2</sub>)<sub>0-3</sub>OH, -CN, -NH<sub>2</sub>, -NH(C<sub>1</sub>-6alkyl), -N(C<sub>1</sub>-6alkyl)<sub>2</sub>, -C<sub>1</sub>-6alkyl, -OC<sub>1</sub>-6alkyl, halogen, -CH<sub>2</sub>F, -CHF<sub>2</sub>, -CF<sub>3</sub>, -CO<sub>2</sub>H, -CO<sub>2</sub>C<sub>1</sub>-6alkyl, -C<sub>3</sub>-7cycloalkyl, phenyl, CH<sub>2</sub>phenyl, heteroaryl and CH<sub>2</sub>heteroaryl, and wherein alkyl, cycloalkyl, cycloalkenyl, cycloheteroalkyl, cycloheteroalkenyl, aryl and heteroaryl are unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from: oxo, -(CH<sub>2</sub>)<sub>0-3</sub>OH, -  
20 CN, -NH<sub>2</sub>, -NH(C<sub>1</sub>-6alkyl), -N(C<sub>1</sub>-6alkyl)<sub>2</sub>, -C<sub>1</sub>-6alkyl, -OC<sub>1</sub>-6alkyl, halogen, -CH<sub>2</sub>F, -CHF<sub>2</sub>, -CF<sub>3</sub>, -CO<sub>2</sub>H, -CO<sub>2</sub>C<sub>1</sub>-6alkyl, -C<sub>3</sub>-7cycloalkyl, phenyl, CH<sub>2</sub>phenyl, heteroaryl and CH<sub>2</sub>heteroaryl. In a class of this embodiment, each R<sup>a</sup> is independently selected from the group consisting of: halogen, oxo, -(CH<sub>2</sub>)<sub>m</sub>OH, -N(R<sub>j</sub>)<sub>2</sub>, -NO<sub>2</sub>, -CN, -C<sub>1</sub>-6alkyl, -CF<sub>3</sub>, -OCF<sub>3</sub>, -OCH<sub>2</sub>OC<sub>1</sub>-6alkyl, -OCH<sub>2</sub>-aryl, -C(=N-OH)N(R<sub>j</sub>)<sub>2</sub>, -OC<sub>1</sub>-6alkyl, -O-aryl, -SC<sub>1</sub>-6alkyl, -  
25 S(O)C<sub>1</sub>-6alkyl, -S(O)<sub>2</sub>C<sub>1</sub>-6alkyl, -NHS(O)<sub>2</sub>C<sub>1</sub>-6alkyl, -C(O)R<sup>f</sup>, -C(O)N(R<sub>j</sub>)<sub>2</sub>, -N(R<sub>j</sub>)C(O)R<sup>f</sup>, -N(R<sub>j</sub>)C(O)N(R<sub>j</sub>)<sub>2</sub>, -CO<sub>2</sub>H, -OC(O)H, -CO<sub>2</sub>R<sup>f</sup>, -OC(O)R<sup>f</sup>, -C<sub>3</sub>-7cycloalkyl, -C<sub>3</sub>-7cycloalkenyl, -C<sub>2</sub>-6cycloheteroalkyl, -C<sub>2</sub>-6cycloheteroalkenyl, aryl, and heteroaryl, wherein alkyl, cycloalkyl, cycloalkenyl, cycloheteroalkyl, cycloheteroalkenyl, aryl and heteroaryl are unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from: oxo, -(CH<sub>2</sub>)<sub>0-3</sub>OH, -CN, -NH<sub>2</sub>, -  
30 NH(C<sub>1</sub>-6alkyl), -N(C<sub>1</sub>-6alkyl)<sub>2</sub>, -C<sub>1</sub>-6alkyl, -OC<sub>1</sub>-6alkyl, halogen, -CH<sub>2</sub>F, -CHF<sub>2</sub>, -CF<sub>3</sub>, -CO<sub>2</sub>H, and -CO<sub>2</sub>C<sub>1</sub>-6alkyl.

In another embodiment of the present invention, each R<sup>a</sup> is independently selected from

the group consisting of: halogen,  $-(\text{CH}_2)_m\text{OH}$ ,  $-\text{C}_{1-6}\text{alkyl}$ ,  $-\text{CF}_3$ ,  $-\text{OC}_{1-6}\text{alkyl}$ ,  $-\text{SC}_{1-6}\text{alkyl}$ ,  $-\text{C}(\text{O})\text{N}(\text{C}_{1-6}\text{alkyl})_2$ ,  $-\text{C}(\text{O})\text{NH}-\text{C}_{3-7}\text{cycloalkyl}$ ,  $-\text{C}_{2-6}\text{cycloheteroalkyl}$ ,  $-\text{aryl}$ , and  $-\text{heteroaryl}$ , wherein each alkyl, cycloalkyl, cycloheteroalkyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2 or 3 substituents selected from: oxo,  $-(\text{CH}_2)_{0-3}\text{OH}$ ,  $-\text{CN}$ ,  $-\text{NH}_2$ ,  $-\text{NH}(\text{C}_{1-6}\text{alkyl})$ ,  $-\text{N}(\text{C}_{1-6}\text{alkyl})_2$ ,  $-\text{C}_{1-6}\text{alkyl}$ ,  $-\text{OC}_{1-6}\text{alkyl}$ , halogen,  $-\text{CH}_2\text{F}$ ,  $-\text{CHF}_2$ ,  $-\text{CF}_3$ ,  $-\text{CO}_2\text{H}$ , and  $-\text{CO}_2\text{C}_{1-6}\text{alkyl}$ ; or a pharmaceutically acceptable salt thereof.

In another embodiment of the present invention, each  $\text{R}^a$  is independently selected from the group consisting of: halogen,  $-(\text{CH}_2)_m\text{OH}$ ,  $-\text{C}_{1-6}\text{alkyl}$ ,  $-\text{CF}_3$ ,  $-(\text{CH}_2)_m\text{OC}_{1-6}\text{alkyl}$ ,  $-(\text{CH}_2)_m\text{SC}_{1-6}\text{alkyl}$ ,  $-(\text{CH}_2)_m\text{C}(\text{O})\text{N}(\text{R})_2$ ,  $-(\text{CH}_2)_m\text{C}_{2-6}\text{cycloheteroalkyl}$ ,  $-(\text{CH}_2)_m\text{aryl}$ , and  $-(\text{CH}_2)_m\text{heteroaryl}$ , wherein each  $\text{CH}_2$  is unsubstituted or substituted with 1 or 2 substituents selected from: oxo,  $-(\text{CH}_2)_{0-3}\text{OH}$ ,  $-\text{CN}$ ,  $-\text{NH}_2$ ,  $-\text{NH}(\text{C}_{1-6}\text{alkyl})$ ,  $-\text{N}(\text{C}_{1-6}\text{alkyl})_2$ ,  $-\text{C}_{1-6}\text{alkyl}$ ,  $-\text{OC}_{1-6}\text{alkyl}$ , halogen,  $-\text{CH}_2\text{F}$ ,  $-\text{CHF}_2$ ,  $-\text{CF}_3$ ,  $-\text{CO}_2\text{H}$ , and  $-\text{CO}_2\text{C}_{1-6}\text{alkyl}$ , and wherein alkyl, cycloheteroalkyl, aryl and heteroaryl are unsubstituted or substituted with 1, 2 or 3 substituents selected from: oxo,  $-(\text{CH}_2)_{0-3}\text{OH}$ ,  $-\text{CN}$ ,  $-\text{NH}_2$ ,  $-\text{NH}(\text{C}_{1-6}\text{alkyl})$ ,  $-\text{N}(\text{C}_{1-6}\text{alkyl})_2$ ,  $-\text{C}_{1-6}\text{alkyl}$ ,  $-\text{OC}_{1-6}\text{alkyl}$ , halogen,  $-\text{CH}_2\text{F}$ ,  $-\text{CHF}_2$ ,  $-\text{CF}_3$ ,  $-\text{CO}_2\text{H}$ , and  $-\text{CO}_2\text{C}_{1-6}\text{alkyl}$ . In a class of this embodiment, each  $\text{R}^a$  is independently selected from the group consisting of: halogen,  $-(\text{CH}_2)_m\text{OH}$ ,  $-\text{C}_{1-6}\text{alkyl}$ ,  $-\text{CF}_3$ ,  $-\text{OC}_{1-6}\text{alkyl}$ ,  $-\text{SC}_{1-6}\text{alkyl}$ ,  $-\text{C}(\text{O})\text{N}(\text{C}_{1-6}\text{alkyl})_2$ ,  $-\text{C}(\text{O})\text{NH}-\text{C}_{3-7}\text{cycloalkyl}$ ,  $-\text{C}_{2-6}\text{cycloheteroalkyl}$ ,  $-\text{aryl}$ , and  $-\text{heteroaryl}$ , wherein alkyl, cycloalkyl, cycloheteroalkyl, aryl and heteroaryl are unsubstituted or substituted with 1, 2, or 3 substituents selected from: oxo,  $-(\text{CH}_2)_{0-3}\text{OH}$ ,  $-\text{CN}$ ,  $-\text{NH}_2$ ,  $-\text{NH}(\text{C}_{1-6}\text{alkyl})$ ,  $-\text{N}(\text{C}_{1-6}\text{alkyl})_2$ ,  $-\text{C}_{1-6}\text{alkyl}$ ,  $-\text{OC}_{1-6}\text{alkyl}$ , halogen,  $-\text{CH}_2\text{F}$ ,  $-\text{CHF}_2$ ,  $-\text{CF}_3$ ,  $-\text{CO}_2\text{H}$ , and  $-\text{CO}_2\text{C}_{1-6}\text{alkyl}$ . In a subclass of this class, each  $\text{R}^a$  is independently selected from the group consisting of: halogen,  $-(\text{CH}_2)_m\text{OH}$ ,  $-\text{C}_{1-6}\text{alkyl}$ ,  $-\text{CF}_3$ ,  $-\text{OC}_{1-6}\text{alkyl}$ ,  $-\text{SC}_{1-6}\text{alkyl}$ ,  $-\text{C}(\text{O})\text{N}(\text{C}_{1-6}\text{alkyl})_2$ ,  $-\text{C}(\text{O})\text{NH}-\text{C}_{3-7}\text{cycloalkyl}$ ,  $-\text{C}_{2-6}\text{cycloheteroalkyl}$ ,  $-\text{phenyl}$ , and  $-\text{heteroaryl}$ , wherein alkyl, cycloalkyl, cycloheteroalkyl, phenyl and heteroaryl are unsubstituted or substituted with 1, 2 or 3 substituents selected from: oxo,  $-(\text{CH}_2)_{0-3}\text{OH}$ ,  $-\text{CN}$ ,  $-\text{NH}_2$ ,  $-\text{NH}(\text{C}_{1-6}\text{alkyl})$ ,  $-\text{N}(\text{C}_{1-6}\text{alkyl})_2$ ,  $-\text{C}_{1-6}\text{alkyl}$ ,  $-\text{OC}_{1-6}\text{alkyl}$ , halogen,  $-\text{CH}_2\text{F}$ ,  $-\text{CHF}_2$ ,  $-\text{CF}_3$ ,  $-\text{CO}_2\text{H}$ , and  $-\text{CO}_2\text{C}_{1-6}\text{alkyl}$ . In another subclass of this class, each  $\text{R}^a$  is independently selected from the group consisting of: halogen,  $-\text{OH}$ ,  $-\text{CH}_3$ ,  $-\text{CF}_3$ ,  $-\text{OCH}_3$ ,  $-\text{SCH}_3$ ,  $-\text{C}(\text{O})\text{N}(\text{CH}_3)_2$ ,  $-\text{C}(\text{O})\text{NH}-\text{cyclopropyl}$ , morpholine, phenyl, and pyridine, wherein alkyl, cycloalkyl, cycloheteroalkyl, phenyl and heteroaryl are unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from: oxo,  $-(\text{CH}_2)_{0-3}\text{OH}$ ,  $-\text{CN}$ ,  $-\text{NH}_2$ ,  $-\text{NH}(\text{C}_{1-6}\text{alkyl})$ ,  $-\text{N}(\text{C}_{1-6}\text{alkyl})_2$ ,  $-\text{C}_{1-6}\text{alkyl}$ ,  $-\text{OC}_{1-6}\text{alkyl}$ , halogen,  $-\text{CH}_2\text{F}$ ,  $-\text{CHF}_2$ ,  $-\text{CF}_3$ ,  $-\text{CO}_2\text{H}$ , and  $-\text{CO}_2\text{C}_{1-6}\text{alkyl}$ . In another subclass of this class, each  $\text{R}^a$  is independently selected from the group consisting of: F, Cl, Br,  $-\text{OH}$ ,  $-\text{CH}_2\text{OH}$ ,  $-\text{CH}_3$ ,  $-\text{CF}_3$ ,  $-\text{OCH}_3$ ,  $-\text{OCH}(\text{CH}_3)_2$ ,  $-\text{SCH}_3$ ,  $-\text{C}(\text{O})\text{N}(\text{CH}_3)_2$ ,  $-\text{C}(\text{O})\text{NH}-\text{cyclopropyl}$ , morpholine, phenyl, and pyridine, wherein alkyl, cycloalkyl, cycloheteroalkyl, phenyl and heteroaryl are unsubstituted or substituted with 1, 2, or 3 substituents selected from:  $-\text{C}_{1-6}\text{alkyl}$ .

In another embodiment of the present invention, each R<sup>a</sup> is -(CH<sub>2</sub>)<sub>m</sub>aryl, and phenyl, wherein each CH<sub>2</sub> is unsubstituted or substituted with 1 or 2 substituents selected from: oxo, -(CH<sub>2</sub>)<sub>0-3</sub>OH, -CN, -NH<sub>2</sub>, -NH(C<sub>1-6</sub>alkyl), -N(C<sub>1-6</sub>alkyl)<sub>2</sub>, -C<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, halogen, -CH<sub>2</sub>F, -CHF<sub>2</sub>, -CF<sub>3</sub>, -CO<sub>2</sub>H and -CO<sub>2</sub>C<sub>1-6</sub>alkyl, and wherein aryl is unsubstituted or substituted with 1, 2 or 3 substituents selected from: oxo, -(CH<sub>2</sub>)<sub>0-3</sub>OH, -CN, -NH<sub>2</sub>, -NH(C<sub>1-6</sub>alkyl), -N(C<sub>1-6</sub>alkyl)<sub>2</sub>, -C<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, halogen, -CH<sub>2</sub>F, -CHF<sub>2</sub>, -CF<sub>3</sub>, -CO<sub>2</sub>H and -CO<sub>2</sub>C<sub>1-6</sub>alkyl. In a class of this embodiment, each R<sup>a</sup> is -aryl, wherein aryl is unsubstituted or substituted with 1, 2 or 3 substituents selected from: oxo, -(CH<sub>2</sub>)<sub>0-3</sub>OH, -CN, -NH<sub>2</sub>, -NH(C<sub>1-6</sub>alkyl), -N(C<sub>1-6</sub>alkyl)<sub>2</sub>, -C<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, halogen, -CH<sub>2</sub>F, -CHF<sub>2</sub>, -CF<sub>3</sub>, -CO<sub>2</sub>H and -CO<sub>2</sub>C<sub>1-6</sub>alkyl. In another class of this embodiment, each R<sup>a</sup> is phenyl, wherein phenyl is unsubstituted or substituted with 1, 2 or 3 substituents selected from: oxo, -(CH<sub>2</sub>)<sub>0-3</sub>OH, -CN, -NH<sub>2</sub>, -NH(C<sub>1-6</sub>alkyl), -N(C<sub>1-6</sub>alkyl)<sub>2</sub>, -C<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, halogen, -CH<sub>2</sub>F, -CHF<sub>2</sub>, -CF<sub>3</sub>, -CO<sub>2</sub>H and -CO<sub>2</sub>C<sub>1-6</sub>alkyl. In another class of this embodiment, each R<sup>a</sup> is phenyl.

In another embodiment of the present invention, each R<sup>a</sup> is independently selected from the group consisting of: halogen, -C<sub>1-6</sub>alkyl, -(CH<sub>2</sub>)<sub>m</sub>aryl, and -(CH<sub>2</sub>)<sub>m</sub>heteroaryl, wherein each CH<sub>2</sub> is unsubstituted or substituted with 1 or 2 substituents selected from: oxo, -(CH<sub>2</sub>)<sub>0-3</sub>OH, -CN, -NH<sub>2</sub>, -NH(C<sub>1-6</sub>alkyl), -N(C<sub>1-6</sub>alkyl)<sub>2</sub>, -C<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, halogen, -CH<sub>2</sub>F, -CHF<sub>2</sub>, -CF<sub>3</sub>, -CO<sub>2</sub>H, and -CO<sub>2</sub>C<sub>1-6</sub>alkyl, and wherein alkyl, aryl and heteroaryl are unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from: oxo, -(CH<sub>2</sub>)<sub>0-3</sub>OH, -CN, -NH<sub>2</sub>, -NH(C<sub>1-6</sub>alkyl), -N(C<sub>1-6</sub>alkyl)<sub>2</sub>, -C<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, halogen, -CH<sub>2</sub>F, -CHF<sub>2</sub>, -CF<sub>3</sub>, -CO<sub>2</sub>H, and -CO<sub>2</sub>C<sub>1-6</sub>alkyl. In a class of this embodiment of the present invention, each R<sup>a</sup> is independently selected from the group consisting of: halogen, -C<sub>1-6</sub>alkyl, -aryl, and -heteroaryl, wherein alkyl, aryl and heteroaryl are unsubstituted or substituted with 1, 2 or 3 substituents selected from: oxo, -(CH<sub>2</sub>)<sub>0-3</sub>OH, -CN, -NH<sub>2</sub>, -NH(C<sub>1-6</sub>alkyl), -N(C<sub>1-6</sub>alkyl)<sub>2</sub>, -C<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, halogen, -CH<sub>2</sub>F, -CHF<sub>2</sub>, -CF<sub>3</sub>, -CO<sub>2</sub>H, and -CO<sub>2</sub>C<sub>1-6</sub>alkyl. In another class of this embodiment of the present invention, each R<sup>a</sup> is independently selected from the group consisting of: halogen, -C<sub>1-6</sub>alkyl, -aryl, and -heteroaryl, wherein alkyl, aryl and heteroaryl are unsubstituted or substituted with 1, 2 or 3 substituents selected from: -C<sub>1-6</sub>alkyl. In another class of this embodiment of the present invention, each R<sup>a</sup> is independently selected from the group consisting of: halogen, -C<sub>1-6</sub>alkyl, phenyl, and pyridine, wherein alkyl, phenyl and pyridine are unsubstituted or substituted with 1, 2 or 3 substituents selected from: oxo, -(CH<sub>2</sub>)<sub>0-3</sub>OH, -CN, -NH<sub>2</sub>, -NH(C<sub>1-6</sub>alkyl), -N(C<sub>1-6</sub>alkyl)<sub>2</sub>, -C<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, halogen, -CH<sub>2</sub>F, -CHF<sub>2</sub>, -CF<sub>3</sub>, -CO<sub>2</sub>H, and -CO<sub>2</sub>C<sub>1-6</sub>alkyl. In another class of this embodiment of the present invention, each R<sup>a</sup> is independently selected from the group consisting of: halogen, -C<sub>1-6</sub>alkyl, phenyl, and pyridine, wherein alkyl, phenyl and pyridine are unsubstituted or substituted with 1, 2 or 3 substituents selected from: -C<sub>1-6</sub>alkyl. In another class of this embodiment of the present invention, each R<sup>a</sup> is independently selected from the group consisting of: F, -CH<sub>3</sub>, phenyl, and

pyridine, wherein alkyl, phenyl and pyridine are unsubstituted or substituted with 1, 2 or 3 substituents selected from: -C<sub>1-6</sub>alkyl. In another class of this embodiment of the present invention, each R<sup>a</sup> is independently selected from the group consisting of: F, -CH<sub>3</sub>, phenyl, and pyridine.

5 In another embodiment of the present invention, each R<sup>b</sup> is independently selected from: hydrogen, -C<sub>1-6</sub>alkyl, halogen, -OH, -NO<sub>2</sub>, -NH<sub>2</sub>, -NH(C<sub>1-6</sub>alkyl), -N(C<sub>1-6</sub>alkyl)<sub>2</sub>, -OC<sub>1-6</sub>alkyl, -(CH<sub>2</sub>)<sub>q</sub>CO<sub>2</sub>H, -(CH<sub>2</sub>)<sub>q</sub>CO<sub>2</sub>C<sub>1-6</sub>alkyl, -CF<sub>3</sub>, -CN, -SO<sub>2</sub>C<sub>1-6</sub>alkyl, and -(CH<sub>2</sub>)<sub>q</sub>CON(R<sup>e</sup>)<sub>2</sub>, wherein each CH<sub>2</sub> is unsubstituted or substituted with 1 or 2 halogens, and wherein each alkyl is unsubstituted or substituted with 1, 2 or 3 halogens. In a class of this  
10 embodiment, each R<sup>b</sup> is independently selected from: hydrogen, -C<sub>1-6</sub>alkyl, halogen, -OH, -NO<sub>2</sub>, -NH<sub>2</sub>, -NH(C<sub>1-6</sub>alkyl), -N(C<sub>1-6</sub>alkyl)<sub>2</sub>, -OC<sub>1-6</sub>alkyl, -(CH<sub>2</sub>)<sub>q</sub>CO<sub>2</sub>H, -(CH<sub>2</sub>)<sub>q</sub>CO<sub>2</sub>C<sub>1-6</sub>alkyl, -CF<sub>3</sub>, -CN, -SO<sub>2</sub>C<sub>1-6</sub>alkyl, and -(CH<sub>2</sub>)<sub>q</sub>CON(R<sup>e</sup>)<sub>2</sub>.

In another embodiment of the present invention, each R<sup>b</sup> is independently selected from: hydrogen, -C<sub>1-6</sub>alkyl, halogen, -OH, -NO<sub>2</sub>, -NH<sub>2</sub>, -NH(C<sub>1-6</sub>alkyl), -N(C<sub>1-6</sub>alkyl)<sub>2</sub>, -OC<sub>1-6</sub>alkyl, -CF<sub>3</sub>, and -CN, wherein each CH<sub>2</sub> is unsubstituted or substituted with 1 or 2 halogens, and wherein each alkyl is unsubstituted or substituted with 1, 2 or 3 halogens. In a class of this  
15 embodiment, each R<sup>b</sup> is independently selected from: hydrogen, -C<sub>1-6</sub>alkyl, halogen, -OH, -NO<sub>2</sub>, -NH<sub>2</sub>, -NH(C<sub>1-6</sub>alkyl), -N(C<sub>1-6</sub>alkyl)<sub>2</sub>, -OC<sub>1-6</sub>alkyl, -CF<sub>3</sub>, and -CN.

In another embodiment of the present invention, each R<sup>b</sup> is independently selected from: hydrogen, and -C<sub>1-6</sub>alkyl, wherein each alkyl is unsubstituted or substituted with 1, 2 or 3  
20 halogens. In a class of this embodiment, each R<sup>b</sup> is independently selected from: hydrogen, and -C<sub>1-6</sub>alkyl. In another class of this embodiment, each R<sup>b</sup> is independently selected from: hydrogen, and methyl. In another embodiment of the present invention, each R<sup>b</sup> is hydrogen. In another embodiment of the present invention, each R<sup>b</sup> is methyl.

25 In another embodiment of the present invention, each R<sup>c</sup> is independently selected from: halogen, oxo, -(CH<sub>2</sub>)<sub>r</sub>OH, -(CH<sub>2</sub>)<sub>r</sub>N(R<sup>e</sup>)<sub>2</sub>, -(CH<sub>2</sub>)<sub>r</sub>CN, -C<sub>1-6</sub>alkyl, -CF<sub>3</sub>, -C<sub>1-6</sub>alkyl-OH, -OCH<sub>2</sub>OC<sub>1-6</sub>alkyl, -(CH<sub>2</sub>)<sub>r</sub>OC<sub>1-6</sub>alkyl, -OCH<sub>2</sub>aryl, -(CH<sub>2</sub>)<sub>r</sub>SC<sub>1-6</sub>alkyl, -(CH<sub>2</sub>)<sub>r</sub>C(O)R<sup>f</sup>, -(CH<sub>2</sub>)<sub>r</sub>C(O)N(R<sup>e</sup>)<sub>2</sub>, -(CH<sub>2</sub>)<sub>r</sub>CO<sub>2</sub>H, -(CH<sub>2</sub>)<sub>r</sub>CO<sub>2</sub>R<sup>f</sup>, -(CH<sub>2</sub>)<sub>r</sub>C<sub>3-7</sub>cycloalkyl, -(CH<sub>2</sub>)<sub>r</sub>C<sub>2-6</sub>cycloheteroalkyl, -(CH<sub>2</sub>)<sub>r</sub>aryl, and -(CH<sub>2</sub>)<sub>r</sub>heteroaryl, wherein each CH<sub>2</sub> is unsubstituted or  
30 substituted with 1 or 2 substituents selected from: oxo, -OH, -CN, -N(R<sup>h</sup>)<sub>2</sub>, -C<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, halogen, -CH<sub>2</sub>F, -CHF<sub>2</sub>, -CF<sub>3</sub>, -CO<sub>2</sub>H, -CO<sub>2</sub>C<sub>1-6</sub>alkyl, -C<sub>3-7</sub>cycloalkyl and heteroaryl, and wherein alkyl, cycloalkyl, cycloheteroalkyl, aryl and heteroaryl are unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from: oxo, -OH, -CN, -N(R<sup>h</sup>)<sub>2</sub>, -C<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, halogen, -CH<sub>2</sub>F, -CHF<sub>2</sub>, -CF<sub>3</sub>, -CO<sub>2</sub>H, -CO<sub>2</sub>C<sub>1-6</sub>alkyl, -C<sub>3-7</sub>cycloalkyl and  
35 heteroaryl. In a class of this embodiment, each R<sup>c</sup> is independently selected from: halogen, oxo, -(CH<sub>2</sub>)<sub>r</sub>OH, -(CH<sub>2</sub>)<sub>r</sub>N(R<sup>e</sup>)<sub>2</sub>, -(CH<sub>2</sub>)<sub>r</sub>CN, -C<sub>1-6</sub>alkyl, -CF<sub>3</sub>, -C<sub>1-6</sub>alkyl-OH, -OCH<sub>2</sub>OC<sub>1-6</sub>alkyl, -(CH<sub>2</sub>)<sub>r</sub>OC<sub>1-6</sub>alkyl, -OCH<sub>2</sub>aryl, -(CH<sub>2</sub>)<sub>r</sub>SC<sub>1-6</sub>alkyl, -(CH<sub>2</sub>)<sub>r</sub>C(O)R<sup>f</sup>, -(CH<sub>2</sub>)<sub>r</sub>C(O)N(R<sup>e</sup>)<sub>2</sub>, -

(CH<sub>2</sub>)<sub>r</sub>CO<sub>2</sub>H, -(CH<sub>2</sub>)<sub>r</sub>CO<sub>2</sub>R<sup>f</sup>, -(CH<sub>2</sub>)<sub>r</sub>C<sub>3-7</sub>cycloalkyl, -(CH<sub>2</sub>)<sub>r</sub>C<sub>2-6</sub>cycloheteroalkyl, -(CH<sub>2</sub>)<sub>r</sub>aryl, and -(CH<sub>2</sub>)<sub>r</sub>heteroaryl, wherein each CH<sub>2</sub> is unsubstituted or substituted with 1 or 2 substituents selected from: oxo, -OH, -CN, -N(R<sup>h</sup>)<sub>2</sub>, -C<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, halogen, -CH<sub>2</sub>F, -CHF<sub>2</sub>, -CF<sub>3</sub>, -CO<sub>2</sub>H, and -CO<sub>2</sub>C<sub>1-6</sub>alkyl, and wherein alkyl, cycloalkyl, cycloheteroalkyl, aryl and heteroaryl are unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from: oxo, -OH, -CN, -N(R<sup>h</sup>)<sub>2</sub>, -C<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, halogen, -CH<sub>2</sub>F, -CHF<sub>2</sub>, -CF<sub>3</sub>, -CO<sub>2</sub>H, and -CO<sub>2</sub>C<sub>1-6</sub>alkyl. In another class of the present invention, In a class of this embodiment, each R<sup>c</sup> is independently selected from: halogen, oxo, -OH, -N(R<sup>e</sup>)<sub>2</sub>, -CN, -C<sub>1-6</sub>alkyl, -CF<sub>3</sub>, -C<sub>1-6</sub>alkyl-OH, -OCH<sub>2</sub>OC<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, -OCH<sub>2</sub>aryl, -SC<sub>1-6</sub>alkyl, -C(O)R<sup>f</sup>, -C(O)N(R<sup>e</sup>)<sub>2</sub>, -CO<sub>2</sub>H, -CO<sub>2</sub>R<sup>f</sup>, -C<sub>3-7</sub>cycloalkyl, -C<sub>2-6</sub>cycloheteroalkyl, -aryl, and -heteroaryl.

In another embodiment of the present invention, each R<sup>c</sup> is independently selected from: halogen, and -(CH<sub>2</sub>)<sub>r</sub>OC<sub>1-6</sub>alkyl, wherein each CH<sub>2</sub> is unsubstituted or substituted with 1 or 2 substituents selected from: oxo, -OH, -CN, -N(R<sup>h</sup>)<sub>2</sub>, -C<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, halogen, -CH<sub>2</sub>F, -CHF<sub>2</sub>, -CF<sub>3</sub>, -CO<sub>2</sub>H, and -CO<sub>2</sub>C<sub>1-6</sub>alkyl. In a class of this embodiment, each R<sup>c</sup> is independently selected from: halogen, and -OC<sub>1-6</sub>alkyl. In another class of this embodiment, each R<sup>c</sup> is independently selected from: F, and -OCH<sub>3</sub>.

In another embodiment of the present invention, each R<sup>d</sup> is independently selected from the group consisting of: hydrogen, -NH<sub>2</sub>, -NH(C<sub>1-6</sub>alkyl), -N(C<sub>1-6</sub>alkyl)<sub>2</sub>, -C<sub>1-6</sub>alkyl, -C<sub>1-6</sub>alkyl-OH, -(CH<sub>2</sub>)<sub>r</sub>C<sub>3-7</sub>cycloalkyl, -(CH<sub>2</sub>)<sub>r</sub>C<sub>2-6</sub>cycloheteroalkyl, -(CH<sub>2</sub>)<sub>r</sub>aryl, and -(CH<sub>2</sub>)<sub>r</sub>heteroaryl, wherein each CH<sub>2</sub> is unsubstituted or substituted with 1 or 2 substituents selected from -OH, -NH<sub>2</sub>, -C<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, halogen, -CO<sub>2</sub>H, and -CO<sub>2</sub>C<sub>1-6</sub>alkyl, and wherein alkyl, cycloalkyl, cycloheteroalkyl, aryl and heteroaryl are unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from -OH, -NH<sub>2</sub>, -C<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, halogen, -CO<sub>2</sub>H, and -CO<sub>2</sub>C<sub>1-6</sub>alkyl. In a class of this embodiment, each R<sup>d</sup> is independently selected from the group consisting of: hydrogen, -NH<sub>2</sub>, -NH(C<sub>1-6</sub>alkyl), -N(C<sub>1-6</sub>alkyl)<sub>2</sub>, -C<sub>1-6</sub>alkyl, -C<sub>1-6</sub>alkyl-OH, wherein alkyl is unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from -OH, -NH<sub>2</sub>, -C<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, halogen, -CO<sub>2</sub>H, and -CO<sub>2</sub>C<sub>1-6</sub>alkyl. In another class of this embodiment, each R<sup>d</sup> is independently selected from the group consisting of: -NH<sub>2</sub>, -NH(C<sub>1-6</sub>alkyl), -N(C<sub>1-6</sub>alkyl)<sub>2</sub>, wherein alkyl is unsubstituted or substituted with 1, 2 or 3 substituents selected from -OH, -NH<sub>2</sub>, -C<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, halogen, -CO<sub>2</sub>H, and -CO<sub>2</sub>C<sub>1-6</sub>alkyl. In another class of this embodiment, each R<sup>d</sup> is independently selected from the group consisting of: hydrogen, -C<sub>1-6</sub>alkyl, -C<sub>1-6</sub>alkyl-OH, wherein alkyl is unsubstituted or substituted with 1, 2 or 3 substituents selected from -OH, -NH<sub>2</sub>, -C<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, halogen, -CO<sub>2</sub>H, and -CO<sub>2</sub>C<sub>1-6</sub>alkyl.

In another embodiment of the present invention, each R<sup>e</sup>, R<sup>g</sup> and R<sup>h</sup> is independently selected from: hydrogen, and C<sub>1-6</sub>alkyl, wherein alkyl is unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from: -OH, oxo, halogen, C<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, -NH<sub>2</sub>, -NH(C<sub>1-</sub>

6alkyl), and  $-N(C_{1-6}alkyl)_2$ . In a class of this embodiment, each  $R^e$ ,  $R^g$  and  $R^h$  is independently selected from: hydrogen, and  $C_{1-6}alkyl$ . In another class of this embodiment, each  $R^e$  is independently selected from: hydrogen, and  $C_{1-6}alkyl$ , wherein alkyl is unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from:  $-OH$ , oxo, halogen,  $C_{1-6}alkyl$ ,  $-OC_{1-6}alkyl$ ,  $-NH_2$ ,  $-NH(C_{1-6}alkyl)$ , and  $-N(C_{1-6}alkyl)_2$ . In a class of this embodiment, each  $R^e$  is independently selected from: hydrogen, and  $C_{1-6}alkyl$ . In another class of this embodiment, each  $R^g$  is independently selected from: hydrogen, and  $C_{1-6}alkyl$ , wherein alkyl is unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from:  $-OH$ , oxo, halogen,  $C_{1-6}alkyl$ ,  $-OC_{1-6}alkyl$ ,  $-NH_2$ ,  $-NH(C_{1-6}alkyl)$ , and  $-N(C_{1-6}alkyl)_2$ . In a class of this embodiment, each  $R^g$  is independently selected from: hydrogen, and  $C_{1-6}alkyl$ . In another class of this embodiment, each  $R^h$  is independently selected from: hydrogen, and  $C_{1-6}alkyl$ , wherein alkyl is unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from:  $-OH$ , oxo, halogen,  $C_{1-6}alkyl$ ,  $-OC_{1-6}alkyl$ ,  $-NH_2$ ,  $-NH(C_{1-6}alkyl)$ , and  $-N(C_{1-6}alkyl)_2$ . In a class of this embodiment, each  $R^h$  is independently selected from: hydrogen, and  $C_{1-6}alkyl$ .

In another embodiment of the present invention, each  $R^j$  is independently selected from: hydrogen,  $C_{1-6}alkyl$ ,  $C_{3-6}cycloalkyl$ ,  $-C(O)R^i$ , and  $-SO_2R^i$ , wherein alkyl and cycloalkyl are unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from:  $-OH$ , oxo, halogen,  $C_{1-6}alkyl$ ,  $-OC_{1-6}alkyl$ ,  $-NH_2$ ,  $-NH(C_{1-6}alkyl)$ , and  $-N(C_{1-6}alkyl)_2$ . In a class of this embodiment, each  $R^j$  is independently selected from: hydrogen,  $C_{1-6}alkyl$ ,  $-C(O)R^i$ , and  $-SO_2R^i$ , wherein alkyl is unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from:  $-OH$ , oxo, halogen,  $C_{1-6}alkyl$ ,  $-OC_{1-6}alkyl$ ,  $-NH_2$ ,  $-NH(C_{1-6}alkyl)$ , and  $-N(C_{1-6}alkyl)_2$ . In another class of this embodiment, each  $R^j$  is independently selected from: hydrogen, and  $C_{1-6}alkyl$ , wherein alkyl is unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from:  $-OH$ , oxo, halogen,  $C_{1-6}alkyl$ ,  $-OC_{1-6}alkyl$ ,  $-NH_2$ ,  $-NH(C_{1-6}alkyl)$ , and  $-N(C_{1-6}alkyl)_2$ . In another class of this embodiment, each  $R^j$  is independently selected from: hydrogen and  $C_{1-6}alkyl$ .

In another embodiment of the present invention, each  $R^j$  is independently selected from: hydrogen,  $-C_{1-6}alkyl$ , and  $-C_{3-6}cycloalkyl$ , wherein alkyl and cycloalkyl are unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from:  $-OH$ , oxo, halogen,  $C_{1-6}alkyl$ ,  $-OC_{1-6}alkyl$ ,  $-NH_2$ ,  $-NH(C_{1-6}alkyl)$ , and  $-N(C_{1-6}alkyl)_2$ . In a class of this embodiment, each  $R^j$  is independently selected from: hydrogen,  $-CH_3$ , and  $-cyclopropyl$ , wherein alkyl and cycloalkyl are unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from:  $-OH$ , oxo, halogen,  $C_{1-6}alkyl$ ,  $-OC_{1-6}alkyl$ ,  $-NH_2$ ,  $-NH(C_{1-6}alkyl)$ , and  $-N(C_{1-6}alkyl)_2$ . In another class of this embodiment, each  $R^j$  is independently selected from: hydrogen,  $-C_{1-6}alkyl$ , and  $-C_{3-6}cycloalkyl$ . In another class of this embodiment, each  $R^j$  is independently selected from: hydrogen,  $-CH_3$ , and  $-cyclopropyl$ .

In another embodiment of the present invention, each  $R^f$  and  $R^i$  is independently selected from:  $C_{1-6}alkyl$ ,  $C_{4-7}cycloalkyl$ ,  $C_{4-7}cycloalkenyl$ ,  $C_{3-7}cycloheteroalkyl$ ,  $C_{3-}$

7cycloheteroalkenyl, aryl, and heteroaryl, wherein alkyl, cycloalkyl, cycloalkenyl, cycloheteroalkyl, cycloheteroalkenyl, aryl and heteroaryl are unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from: oxo, -OH, -CN, -NH<sub>2</sub>, -C<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, halogen, -CH<sub>2</sub>F, -CHF<sub>2</sub>, -CF<sub>3</sub>, -CO<sub>2</sub>H, -CO<sub>2</sub>C<sub>1-6</sub>alkyl, -C<sub>3-7</sub>cycloalkyl, and heteroaryl. In a class of this  
 5 embodiment, each R<sup>f</sup> and R<sup>i</sup> is independently selected from: C<sub>1-6</sub>alkyl, C<sub>4-7</sub>cycloalkyl, C<sub>4-7</sub>cycloalkenyl, C<sub>3-7</sub>cycloheteroalkyl, C<sub>3-7</sub>cycloheteroalkenyl, aryl, and heteroaryl, wherein alkyl, cycloalkyl, cycloalkenyl, cycloheteroalkyl, cycloheteroalkenyl, aryl and heteroaryl are unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from: oxo, -OH, -CN, -NH<sub>2</sub>, -C<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, halogen, -CH<sub>2</sub>F, -CHF<sub>2</sub>, -CF<sub>3</sub>, -CO<sub>2</sub>H, and -CO<sub>2</sub>C<sub>1-6</sub>alkyl.

10 In a class of this embodiment, each R<sup>f</sup> is independently selected from: C<sub>1-6</sub>alkyl, C<sub>4-7</sub>cycloalkyl, C<sub>4-7</sub>cycloalkenyl, C<sub>3-7</sub>cycloheteroalkyl, C<sub>3-7</sub>cycloheteroalkenyl, aryl, and heteroaryl, wherein alkyl, cycloalkyl, cycloalkenyl, cycloheteroalkyl, cycloheteroalkenyl, aryl and heteroaryl are unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from: oxo, -OH, -CN, -NH<sub>2</sub>, -C<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, halogen, -CH<sub>2</sub>F, -CHF<sub>2</sub>, -CF<sub>3</sub>, -CO<sub>2</sub>H, -CO<sub>2</sub>C<sub>1-6</sub>alkyl, -  
 15 C<sub>3-7</sub>cycloalkyl, and heteroaryl. In a subclass of this class, each R<sup>f</sup> is independently selected from: C<sub>1-6</sub>alkyl, C<sub>4-7</sub>cycloalkyl, C<sub>4-7</sub>cycloalkenyl, C<sub>3-7</sub>cycloheteroalkyl, C<sub>3-7</sub>cycloheteroalkenyl, aryl, and heteroaryl, wherein alkyl, cycloalkyl, cycloalkenyl, cycloheteroalkyl, cycloheteroalkenyl, aryl and heteroaryl are unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from: oxo, -OH, -CN, -NH<sub>2</sub>, -C<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, halogen, -  
 20 CH<sub>2</sub>F, -CHF<sub>2</sub>, -CF<sub>3</sub>, -CO<sub>2</sub>H, and -CO<sub>2</sub>C<sub>1-6</sub>alkyl.

In another embodiment of the present invention, each R<sup>f</sup> is aryl, wherein aryl is unsubstituted or substituted with 1, 2 or 3 substituents selected from: oxo, -OH, -CN, -NH<sub>2</sub>, -C<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, halogen, -CH<sub>2</sub>F, -CHF<sub>2</sub>, -CF<sub>3</sub>, -CO<sub>2</sub>H, -CO<sub>2</sub>C<sub>1-6</sub>alkyl, and -C<sub>3-7</sub>cycloalkyl. In a class of this embodiment, each R<sup>f</sup> is phenyl, wherein phenyl is unsubstituted or  
 25 substituted with 1, 2 or 3 substituents selected from: oxo, -OH, -CN, -NH<sub>2</sub>, -C<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, halogen, -CH<sub>2</sub>F, -CHF<sub>2</sub>, -CF<sub>3</sub>, -CO<sub>2</sub>H, and -CO<sub>2</sub>C<sub>1-6</sub>alkyl. In a class of this embodiment, each R<sup>f</sup> is phenyl.

In another class of this embodiment, R<sup>i</sup> is independently selected from: C<sub>1-6</sub>alkyl, C<sub>4-7</sub>cycloalkyl, C<sub>4-7</sub>cycloalkenyl, C<sub>3-7</sub>cycloheteroalkyl, C<sub>3-7</sub>cycloheteroalkenyl, aryl, and  
 30 heteroaryl, wherein alkyl, cycloalkyl, cycloalkenyl, cycloheteroalkyl, cycloheteroalkenyl, aryl and heteroaryl are unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from: oxo, -OH, -CN, -NH<sub>2</sub>, -C<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, halogen, -CH<sub>2</sub>F, -CHF<sub>2</sub>, -CF<sub>3</sub>, -CO<sub>2</sub>H, -CO<sub>2</sub>C<sub>1-6</sub>alkyl, -C<sub>3-7</sub>cycloalkyl, and heteroaryl. In a subclass of this class, R<sup>i</sup> is independently selected from: C<sub>1-6</sub>alkyl, and aryl, wherein alkyl and aryl are unsubstituted or substituted with 1, 2, or 3  
 35 substituents selected from: oxo, -OH, -CN, -NH<sub>2</sub>, -C<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, halogen, -CH<sub>2</sub>F, -CHF<sub>2</sub>, -CF<sub>3</sub>, -CO<sub>2</sub>H, and -CO<sub>2</sub>C<sub>1-6</sub>alkyl. In a subclass of this subclass, R<sup>i</sup> is independently selected from: C<sub>1-6</sub>alkyl, and phenyl, wherein alkyl and phenyl are unsubstituted or substituted



with 1, 2, or 3 substituents selected from: oxo, -OH, -CN, -NH<sub>2</sub>, -C<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, halogen, -CH<sub>2</sub>F, -CHF<sub>2</sub>, -CF<sub>3</sub>, -CO<sub>2</sub>H, and -CO<sub>2</sub>C<sub>1-6</sub>alkyl. In another subclass of this subclass, R<sup>i</sup> is independently selected from: -C<sub>1-6</sub>alkyl and phenyl. In another subclass of this subclass, R<sup>i</sup> is independently selected from: methyl, ethyl and phenyl.

5 In another embodiment of the present invention, R<sup>k</sup>, R<sup>m</sup> and R<sup>v</sup> are each independently selected from: -O-, and -NH-. In a class of this embodiment, R<sup>k</sup> is -O-. In another class of this embodiment, R<sup>k</sup> is -NH-. In another class of this embodiment, R<sup>m</sup> is -O-. In another class of this embodiment, R<sup>m</sup> is -NH-. In another class of this embodiment, R<sup>v</sup> is -O-. In another class of this embodiment, R<sup>v</sup> is -NH-. In another embodiment of the present invention, R<sup>k</sup> and R<sup>m</sup>  
10 are each independently selected from -O-, and -NH-. In another embodiment of the present invention, R<sup>k</sup> and R<sup>m</sup> are -O-.

In another embodiment of the present invention, each R<sup>n</sup> is independently selected from: hydrogen, -C<sub>1-6</sub>alkyl, aryl, -C(R<sup>q</sup>)<sub>2</sub>-OC(O)R<sup>s</sup>, -C(R<sup>q</sup>)<sub>2</sub>-O-C(O)OR<sup>s</sup>, and -C(R<sup>u</sup>)<sub>2</sub>C(O)OR<sup>s</sup>,  
15 wherein alkyl and aryl are unsubstituted or substituted with 1 or 2 substituents selected from R<sup>w</sup>, and wherein R<sup>u</sup> and R<sup>u</sup> together with the carbon they are attached to may form a C<sub>3-7</sub>cycloalkyl ring. In a class of this embodiment, each R<sup>n</sup> is independently selected from: hydrogen, -C<sub>1-6</sub>alkyl, aryl, -C(R<sup>q</sup>)<sub>2</sub>-OC(O)R<sup>s</sup>, -C(R<sup>q</sup>)<sub>2</sub>-O-C(O)OR<sup>s</sup>, and -C(R<sup>u</sup>)<sub>2</sub>C(O)OR<sup>s</sup>, wherein alkyl and aryl are unsubstituted or substituted with 1 or 2 substituents selected from R<sup>w</sup>. In another class of this embodiment, each R<sup>n</sup> is independently selected from: hydrogen, -C<sub>1-6</sub>alkyl, and aryl,  
20 wherein alkyl and aryl are unsubstituted or substituted with 1 or 2 substituents selected from R<sup>w</sup>. In a subclass of this class, each R<sup>n</sup> is hydrogen. In another subclass of this class, each R<sup>n</sup> is -C<sub>1-6</sub>alkyl, wherein alkyl is unsubstituted or substituted with 1 or 2 substituents selected from R<sup>w</sup>. In another subclass of this class, each R<sup>n</sup> is aryl, wherein aryl is unsubstituted or substituted with 1 or 2 substituents selected from R<sup>w</sup>. In another class of this embodiment, each R<sup>n</sup> is  
25 independently selected from: -C(R<sup>q</sup>)<sub>2</sub>-OC(O)R<sup>s</sup>, -C(R<sup>q</sup>)<sub>2</sub>-O-C(O)OR<sup>s</sup>, and -C(R<sup>u</sup>)<sub>2</sub>C(O)OR<sup>s</sup>. In a subclass of this class, each R<sup>n</sup> is -C(R<sup>q</sup>)<sub>2</sub>-OC(O)R<sup>s</sup>. In another subclass of this class, each R<sup>n</sup> is C(R<sup>q</sup>)<sub>2</sub>-O-C(O)OR<sup>s</sup>. In yet another subclass of this class, each R<sup>n</sup> is -C(R<sup>u</sup>)<sub>2</sub>C(O)OR<sup>s</sup>.

In another embodiment of the present invention, each R<sup>o</sup> is independently selected from: the group consisting of hydrogen, -C<sub>1-6</sub>alkyl, -CF<sub>3</sub>, -CHF<sub>2</sub>, -CH<sub>2</sub>F, and -CH<sub>2</sub>OH, wherein alkyl  
30 is unsubstituted or substituted with 1 or 2 substituents selected from R<sup>w</sup>. In a class of this embodiment, each R<sup>o</sup> is independently selected from: the group consisting of hydrogen, -C<sub>1-6</sub>alkyl, and -CF<sub>3</sub>, wherein alkyl is unsubstituted or substituted with 1 or 2 substituents selected from R<sup>w</sup>. In another class of this embodiment, each R<sup>o</sup> is independently selected from: the group consisting of hydrogen, and -C<sub>1-6</sub>alkyl, wherein alkyl is unsubstituted or substituted with  
35 1 or 2 substituents selected from R<sup>w</sup>. In another class of this embodiment, each R<sup>o</sup> is hydrogen. In another class of this embodiment, each R<sup>o</sup> is -C<sub>1-6</sub>alkyl, wherein alkyl is unsubstituted or substituted with 1 or 2 substituents selected from R<sup>w</sup>. In another class of this embodiment, each

R<sup>o</sup> is -C<sub>1-6</sub>alkyl.

In another embodiment of the present invention, each RP is independently selected from: aryl, and heteroaryl, wherein aryl and heteroaryl are unsubstituted or substituted with 1, 2 or 3 substituents selected from R<sup>w</sup>. In another embodiment of the present invention, each RP is  
5 independently selected from: phenyl and pyridine, wherein phenyl and pyridine are unsubstituted or substituted with 1, 2 or 3 substituents selected from R<sup>w</sup>. In a class of this embodiment, each RP is independently selected from: phenyl and pyridine. In another embodiment of the present invention, RP is aryl, wherein aryl is unsubstituted or substituted with 1, 2 or 3 substituents selected from R<sup>w</sup>. In a class of this embodiment, each RP is phenyl, wherein phenyl is  
10 unsubstituted or substituted with 1, 2 or 3 substituents selected from R<sup>w</sup>. In another embodiment of the present invention, RP is heteroaryl, wherein heteroaryl is unsubstituted or substituted with 1, 2 or 3 substituents selected from R<sup>w</sup>. In another embodiment of the present invention, each RP is pyridine, wherein pyridine is unsubstituted or substituted with 1, 2 or 3 substituents selected from R<sup>w</sup>.

15 In another embodiment of the present invention, each R<sup>q</sup> is independently selected from: hydrogen, and -C<sub>1-6</sub>alkyl, wherein alkyl is unsubstituted or substituted with 1 or 2 substituents selected from R<sup>w</sup>. In a class of this embodiment, R<sup>q</sup> is hydrogen. In another class of this embodiment, R<sup>q</sup> is -C<sub>1-6</sub>alkyl, wherein alkyl is unsubstituted or substituted with 1 or 2 substituents selected from R<sup>w</sup>.

20 In another embodiment of the present invention, each R<sup>s</sup> is independently selected from: -C<sub>1-6</sub>alkyl, wherein alkyl is unsubstituted or substituted with 1 or 2 substituents selected from R<sup>w</sup>. In a class of this embodiment, each R<sup>s</sup> is independently selected from: -C<sub>1-6</sub>alkyl.

In another embodiment of the present invention, each R<sup>u</sup> is independently selected from: hydrogen, and -C<sub>1-6</sub>alkyl, wherein alkyl is unsubstituted or substituted with 1 or 2 substituents  
25 selected from R<sup>w</sup>. In one class of this embodiment, R<sup>u</sup> is hydrogen. In another class of this embodiment, R<sup>u</sup> is -C<sub>1-6</sub>alkyl, wherein alkyl is unsubstituted or substituted with 1 or 2 substituents selected from R<sup>w</sup>.

In another embodiment of the present invention, each R<sup>w</sup> is independently selected from: halogen, CN, -C<sub>1-6</sub>alkyl, -O-C<sub>1-6</sub>alkyl, -O-CF<sub>3</sub>, -NH(C<sub>1-6</sub>alkyl), -N(C<sub>1-6</sub>alkyl)<sub>2</sub>, -S-C<sub>1-6</sub>alkyl,  
30 -CO<sub>2</sub>C<sub>1-6</sub>alkyl, -CONH(C<sub>1-6</sub>alkyl), -CON(C<sub>1-6</sub>alkyl)<sub>2</sub>, and phenyl, wherein alkyl and phenyl are unsubstituted or substituted with 1 or 2 substituents selected from halogen and -C<sub>1-6</sub>alkyl. In a class of this embodiment, R<sup>w</sup> is independently selected from: halogen, CN, -C<sub>1-6</sub>alkyl, -O-C<sub>1-6</sub>alkyl, -O-CF<sub>3</sub>, -NH(C<sub>1-6</sub>alkyl), -N(C<sub>1-6</sub>alkyl)<sub>2</sub>, -S-C<sub>1-6</sub>alkyl, -CO<sub>2</sub>C<sub>1-6</sub>alkyl, -CONH(C<sub>1-6</sub>alkyl), and -CON(C<sub>1-6</sub>alkyl)<sub>2</sub>, wherein alkyl and phenyl are unsubstituted or substituted with 1  
35 or 2 substituents selected from halogen and -C<sub>1-6</sub>alkyl. In another class of this embodiment, R<sup>w</sup> is independently selected from: halogen, CN, -C<sub>1-6</sub>alkyl, -O-C<sub>1-6</sub>alkyl, -O-CF<sub>3</sub>, -NH(C<sub>1-6</sub>alkyl), -N(C<sub>1-6</sub>alkyl)<sub>2</sub>, and -S-C<sub>1-6</sub>alkyl. In another class of this embodiment, R<sup>w</sup> is

independently selected from: halogen, CN, -C<sub>1-6</sub>alkyl, -O-C<sub>1-6</sub>alkyl, and -O-CF<sub>3</sub>. In another embodiment of the present invention, each R<sup>W</sup> is independently selected from: halogen, CN, -C<sub>1-6</sub>alkyl, -O-C<sub>1-6</sub>alkyl, -O-CF<sub>3</sub>, -NH(C<sub>1-6</sub>alkyl), -N(C<sub>1-6</sub>alkyl)<sub>2</sub>, -S-C<sub>1-6</sub>alkyl, -CO<sub>2</sub>C<sub>1-6</sub>alkyl, -CONH(C<sub>1-6</sub>alkyl), and -CON(C<sub>1-6</sub>alkyl)<sub>2</sub>, wherein alkyl and phenyl are unsubstituted or substituted with 1 or 2 substituents selected from halogen and -C<sub>1-6</sub>alkyl. In a class of this embodiment, each R<sup>W</sup> is independently selected from: halogen, CN, -C<sub>1-6</sub>alkyl, -O-C<sub>1-6</sub>alkyl, -O-CF<sub>3</sub>, -NH(C<sub>1-6</sub>alkyl), -N(C<sub>1-6</sub>alkyl)<sub>2</sub>, and -S-C<sub>1-6</sub>alkyl. In another class of this embodiment, each R<sup>W</sup> is independently selected from: halogen, CN, and -C<sub>1-6</sub>alkyl. In another embodiment of the present invention, R<sup>W</sup> is halogen. In a class of this embodiment, R<sup>W</sup> is Cl.

In another embodiment of the present invention, n is 0, 1, 2, 3 or 4. In a class of this embodiment, n is 1, 2 or 3. In another class of this embodiment, n is 0, 1 or 2. In another class of this embodiment, n is 0. In another class of this embodiment, n is 1. In another class of this embodiment, n is 2.

In another embodiment of the present invention, m is 0, 1, 2, 3, or 4. In a class of this embodiment, m is 1, 2 or 3. In another class of this embodiment, m is 0, 1 or 2. In another class of this embodiment, m is 0 or 1. In another class of this embodiment, m is 0. In another class of this embodiment, m is 1.

In another embodiment of the present invention, p is 0, 1, 2 or 3. In a class of this embodiment, p is 1, 2 or 3. In another class of this embodiment, p is 0, 1 or 2. In another class of this embodiment, p is 0 or 2. In another class of this embodiment, p is 0. In another class of this embodiment, p is 1. In another class of this embodiment, p is 2.

In another embodiment of the present invention, q is 0, 1, 2, 3 or 4. In a class of this embodiment, q is 1, 2 or 3. In another class of this embodiment, q is 0, 1 or 2. In another class of this embodiment, q is 1 or 2. In another class of this embodiment, q is 0. In another class of this embodiment, q is 1. In another class of this embodiment, q is 2.

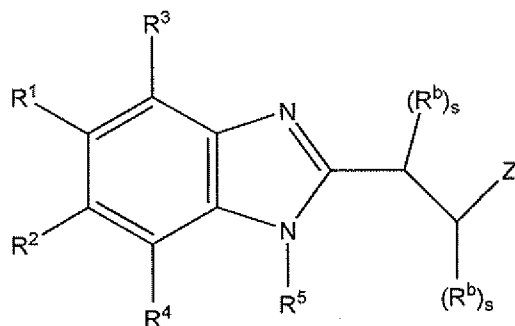
In another embodiment of the present invention, r is 0, 1 or 2. In a class of this embodiment, r is 0 or 1. In another class of this embodiment, r is 0. In another class of this embodiment, r is 1. In another class of this embodiment, r is 2.

In another embodiment of the present invention, s is 0, 1, 2, 3 or 4. In a class of this embodiment, s is 0, 1, 2 or 3. In a class of this embodiment, s is 0, 1 or 2. In another class of this embodiment, s is 0 or 1. In another class of this embodiment, s is 1 or 2. In another class of this embodiment, s is 0 or 2. In another class of this embodiment, s is 0. In another class of this embodiment, s is 1. In another class of this embodiment, s is 2. In another class of this embodiment, s is 3.

In another embodiment of the present invention, w is 0, 1, 2, 3 or 4. In a class of this embodiment, w is 0, 1, 2 or 3. In a class of this embodiment, w is 0, 1 or 2. In another class of this embodiment, w is 0 or 1. In another class of this embodiment, w is 1 or 2. In another class

of this embodiment, w is 0 or 2. In another class of this embodiment, w is 0. In another class of this embodiment, w is 1. In another class of this embodiment, w is 2. In another class of this embodiment, w is 3.

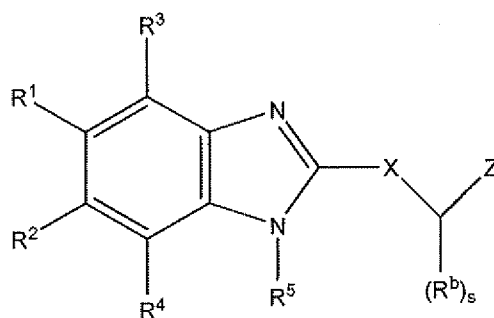
In another embodiment of the present invention, the invention relates to compounds of structural formula Ia:



(Ia)

or a pharmaceutically acceptable salt thereof.

In another embodiment of the present invention, the invention relates to compounds of structural formula Ib:

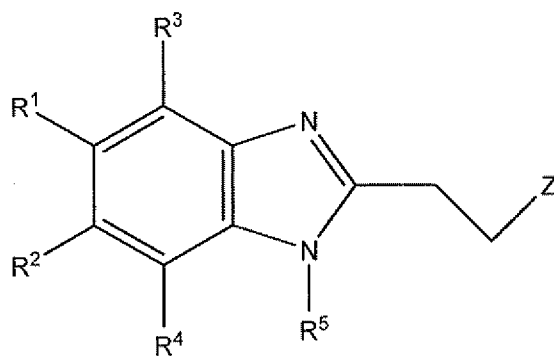


(Ib)

10

or a pharmaceutically acceptable salt thereof.

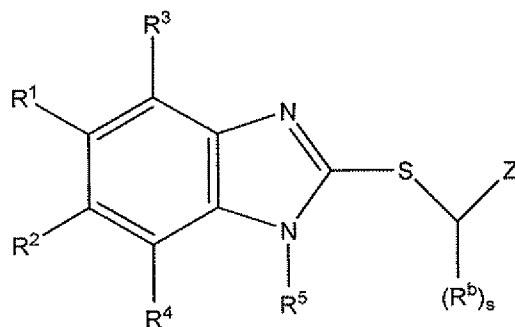
In another embodiment of the present invention, the invention relates to compounds of structural formula Ic:



(Ic)

15 or a pharmaceutically acceptable salt thereof.

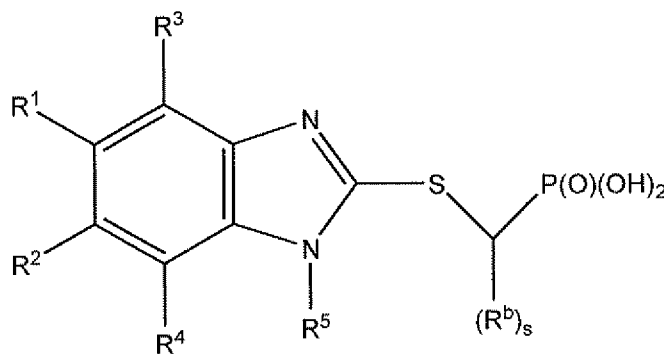
In another embodiment of the present invention, the invention relates to compounds of structural formula Id:



(Id)

or a pharmaceutically acceptable salt thereof.

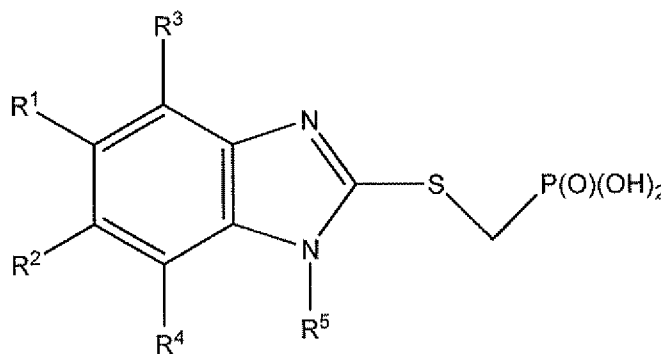
5 In another embodiment of the present invention, the invention relates to compounds of structural formula Ie:



(Ie)

or a pharmaceutically acceptable salt thereof.

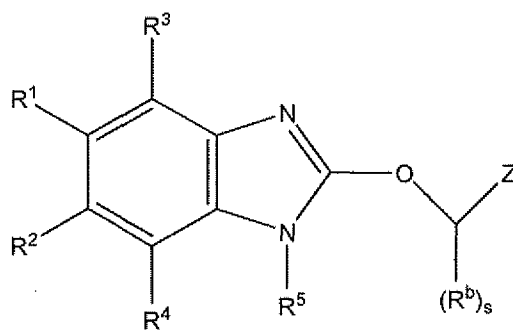
10 In another embodiment of the present invention, the invention relates to compounds of structural formula If:



(If)

or a pharmaceutically acceptable salt thereof.

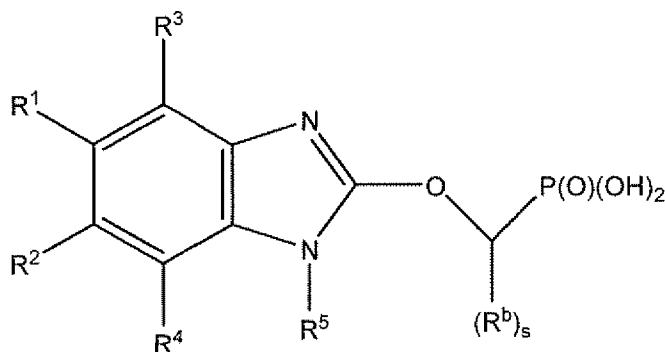
In another embodiment of the present invention, the invention relates to compounds of structural formula Ig:



(Ig)

or a pharmaceutically acceptable salt thereof.

In another embodiment of the present invention, the invention relates to compounds of structural formula Ih:

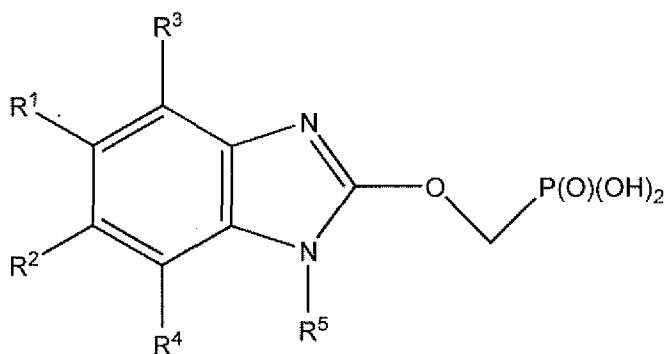


(Ih)

5

or a pharmaceutically acceptable salt thereof.

In another embodiment of the present invention, the invention relates to compounds of structural formula Ii:



(Ii)

10

or a pharmaceutically acceptable salt thereof.

The compound of structural formula I includes the compounds of structural formulas Ia, Ib, Ic, Id, Ie, If, Ig, Ih and Ii, and pharmaceutically acceptable salts, hydrates and solvates thereof.

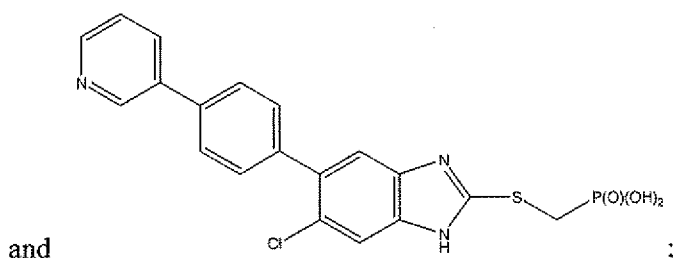
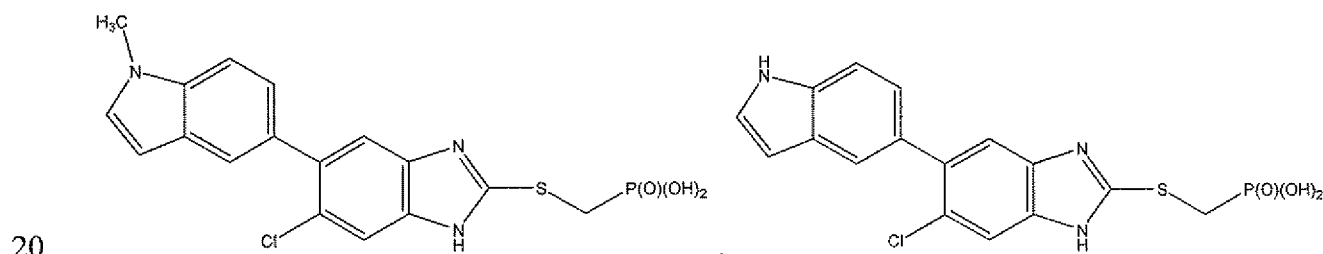
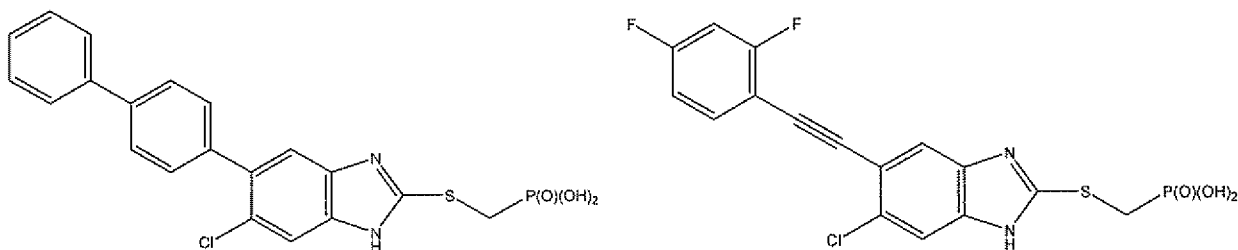
In one class of the embodiments of the compounds of structural formula I of the present invention: each R<sup>1</sup> is independently selected from: aryl, biphenyl, heteroaryl, and -C<sub>2</sub>alkynyl-

aryl, wherein each phenyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2 or 3 substituents independently selected from  $R^a$ ,  $R^2$  is halogen;  $R^3$ ,  $R^4$  and  $R^5$  are hydrogen; X is -S-; Y is -CH<sub>2</sub>-, wherein CH<sub>2</sub> is unsubstituted or substituted with 1 or 2 substituents selected from  $R^b$ ; Z is -P(O)(OH)<sub>2</sub>; each  $R^a$  is independently selected from the group consisting of:

5 halogen, -C<sub>1-6</sub>alkyl, -aryl, and -heteroaryl, wherein alkyl, aryl and heteroaryl are unsubstituted or substituted with 1, 2 or 3 substituents selected from: oxo, -(CH<sub>2</sub>)<sub>0-3</sub>OH, -CN, -NH<sub>2</sub>, -NH(C<sub>1-6</sub>alkyl), -N(C<sub>1-6</sub>alkyl)<sub>2</sub>, -C<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, halogen, -CH<sub>2</sub>F, -CHF<sub>2</sub>, -CF<sub>3</sub>, -CO<sub>2</sub>H, and -CO<sub>2</sub>C<sub>1-6</sub>alkyl; and each  $R^b$  is hydrogen; or a pharmaceutically acceptable salt thereof.

10 In another class of the embodiments of the compounds of structural formula I of the present invention: each  $R^1$  is independently selected from: phenyl, biphenyl, indole, and -C<sub>2</sub>alkynyl-phenyl, wherein each phenyl and indole is unsubstituted or substituted with 1, 2 or 3 substituents independently selected from  $R^a$ ;  $R^2$  is Cl;  $R^3$ ,  $R^4$  and  $R^5$  are hydrogen; X is -S-; Y is -CH<sub>2</sub>-; Z is -P(O)(OH)<sub>2</sub>; and each  $R^a$  is independently selected from the group consisting of: halogen, -C<sub>1-6</sub>alkyl, phenyl, and pyridine; or a pharmaceutically acceptable salt thereof.

15 Illustrative, but non-limiting, examples of the compounds of the present invention that are useful as activators of AMP-protein kinase are the following benzimidazoles.



or a pharmaceutically acceptable salt thereof.

25 "Alkyl", as well as other groups having the prefix "alk", such as alkoxy, alkanoyl, means

carbon chains of up to 10 carbons which may be linear or branched or combinations thereof. Examples of alkyl groups include methyl, ethyl, n-propyl, isopropyl, butyl, isobutyl, sec- and tert-butyl, pentyl, hexyl, heptyl, octyl, nonyl, and the like.

“Alkenyl” means carbon chains up to 10 carbons which contain at least one carbon-carbon double bond, and which may be linear or branched or combinations thereof. Examples of alkenyl include vinyl, allyl, isopropenyl, pentenyl, hexenyl, heptenyl, 1-propenyl, 2-butenyl, 2-methyl-2-butenyl, and the like. In one embodiment of the present invention, alkenyl is vinyl.

“Alkynyl” means carbon chains up to 10 carbons which contain at least one carbon-carbon triple bond, and which may be linear or branched or combinations thereof. Examples of alkynyl include ethynyl, propargyl, 3-methyl-1-pentyne, 2-heptyne and the like. In one embodiment of the present invention, alkynyl is ethynyl.

“Cycloalkyl” means mono- or bicyclic or bridged saturated carbocyclic rings, each having from 3 to 14 carbon atoms. Examples of cycloalkyl include cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, cycloheptyl, cyclooctyl, and decahydronaphthyl, and the like. In one embodiment of the present invention, cycloalkyl is selected from cyclopentyl and cyclohexyl. In another embodiment of the present invention, cycloalkyl is selected from cyclopropyl, cyclopentyl, and cyclohexyl.

“Cycloalkenyl” means nonaromatic, mono- or bicyclic or bridged carbocyclic rings, each having from 3 to 14 carbon atoms and containing at least one double bond. Examples of cycloalkenyl include cyclopropenyl, cyclobutenyl, cyclopentenyl, cyclohexenyl, cycloheptenyl, cyclooctenyl, decahydronaphthyl, bicyclo[2.2.1]hept-5-en-2-yl, and the like.

“Cycloheteroalkyl” means nonaromatic, mono- or bicyclic or bridged saturated carbocyclic rings, each having from 2 to 14 carbon atoms and containing 1, 2, 3, 4 or 5 heteroatoms selected from N, NH, O and S. Examples of cycloheteroalkyl include tetrahydrofuranyl, azetidyl, perhydroazepinyl, dihydrofuranyl, dioxanyl, oxanyl, morpholinyl, 1,4-dithianyl, piperazinyl, piperidinyl, 1,3-dioxolanyl, imidazolidinyl, imidazolyl, pyrrolinyl, pyrrolidinyl, pyranyl, tetrahydropyranyl, dihydropyranyl, oxathiolanyl, dithiolanyl, 1,3-dithianyl, oxathianyl, thiomorpholinyl, dioxidoisothiazolidinyl, azacycloheptyl, diazobicyclo[3.2.1]-octane, and hexahydroindazolyl. The cycloheteroalkyl ring may be substituted on the ring carbons and/or the ring nitrogens. In one embodiment of the present invention, cycloheteroalkyl is selected from piperidine, pyrrolidine, oxazolidine, 1,3-oxazolidine-2,4-dione, thiazolidine, 1,3-thiazolidine-2,4-dione, imidazolidine, and hydantoin, and the like. In another embodiment of the present invention cycloheteroalkyl is selected from: morpholine, pyrrolidine, piperazine, and piperidine. In another embodiment of the present invention, cycloheteroalkyl is imidazolidine.

“Cycloheteroalkenyl” means nonaromatic mono- or bicyclic or bridged rings each having from 2 to 14 carbon atoms containing at least one double bond and containing 1, 2, 3, 4 or 5 heteroatoms selected from N, NH, O and S. Examples of cycloheteroalkenyl include 1,2,4-



oxadiazol-5-one, 1,2,4-thiadiazol-5-one, 1,2,4-triazol-3-one, and 1,2,3,6-tetrahydropyridine, dihydro-1,3,4-oxadiazole, and [1,6]-dihydropyridine and the like. In one embodiment of the present invention, cycloheteroalkenyl is dihydro-1,3,4-oxadiazole. In another embodiment of the present invention, cycloheteroalkenyl is [1,6]-dihydropyridine.

5 "Aryl" means a monocyclic, bicyclic or tricyclic ring system containing 5-14 carbon atoms, wherein at least one of the rings is aromatic. Aryl thus includes ring systems in which an aromatic ring is fused to a non-aromatic ring, such as a cycloalkyl or cycloalkenyl ring. Examples of aryl include phenyl, naphthalene, biphenyl, indane and 5,6,7,8-  
10 tetrahydronaphthalene, and the like. In one embodiment of the present invention, aryl is phenyl, naphthalene, biphenyl, indane, and 5,6,7,8-tetrahydronaphthalene. In another embodiment of the present invention, aryl is phenyl, naphthalene, indane and 5,6,7,8-tetrahydronaphthalene. In one class of this embodiment, aryl is phenyl and naphthalene. In another class of this embodiment, aryl is phenyl. In another class of this embodiment, aryl is naphthalene.

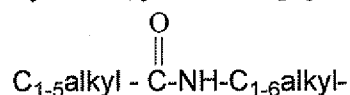
"Heteroaryl" means a monocyclic, bicyclic or tricyclic ring system containing 5-14  
15 carbon atoms and containing 1, 2, 3, 4 or 5 heteroatoms selected from N, NH, O and S wherein at least one of the heteroatom containing rings is aromatic. Heteroaryl thus includes ring systems in which an aromatic heteroatom containing ring is fused to a non-aromatic ring, such as a cycloalkyl, cycloalkenyl, cycloheteroalkyl or cycloheteroalkenyl ring, and also includes ring systems in which an aryl ring is fused to a non-aromatic heteroatom containing ring, such as  
20 acycloheteroalkyl or cycloheteroalkenyl ring. Examples of heteroaryls include: pyrazole, pyridine, pyrazine, pyrimidine, thiazole, thiophene, benzoimidazole, quinoline, isoquinoline, indole, indazole, carbazole, benzotriazole, benzofuran, benzothiazole, benzothiophene, benzoisooxazole, oxazole, furan, benzoxazole, isoxazole, indoline, isoindoline, tetrazole, imidazole, oxadiazole, thiadiazole, triazole, benzothiazole, benzopyrazole, imidazopyridine,  
25 benzodioxole, dihydropyridine, dihydropyrrolopyridine, dihydrobenzooxazine, benzodioxole, benzodioxine, pyrrolopyridine, triazolopyridine, dihydropyridooxazine, dihydrobenzooxazine, dihydroindole, dihydroisoindole, dihydrobenzoimidazole, dihydroquinoline, tetrahydroisoquinoline, tetrahydrocyclopentaindole, tetrahydroquinoxaline, and tetrahydropyridine. In one embodiment of the present invention, heteroaryl is selected from:  
30 imidazole, pyrazole, pyridine, pyrazine, pyrimidine, thiazole, thiophene, benzoimidazole, quinoline, isoquinoline, indole, indazole, carbazole, benzotriazole, benzofuran, benzothiazole, benzo[b]thiophene, benzo[d]isooxazole, 3,4-dihydro-2H-benzo[1,4]oxazine, benzo[1,3]dioxole, benzo[1,4]dioxine, 1H-pyrrolo[2,3-b]pyridine, 1,6-dihydro-pyridine, [1,2,4]triazolo[4,3-a]pyridine, 3,4 dihydropyrido [3,2-b][1,4]oxazine, 3,4-dihydro-2H-1,4-benzoxazine, 2,3-dihydro-  
35 1H-indole, 2,3-dihydro-1H-isoindole, 2,3-dihydrobenzoimidazole, 1,2-dihydroquinoline, 1,2,3,4-tetrahydroisoquinoline, 1,2,3,4-tetrahydrocyclopenta[b]indole, 1,2,3,4-tetrahydroquinoxaline, and 1,2,3,6-tetrahydropyridine. In another embodiment of the present invention, heteroaryl is

tetrazole. In another embodiment, heteroaryl is selected from: pyrazole, pyridine, pyrimidine, isoxazole, imidazole, oxazole, triazole, tetrazole, oxadiazole, thiazole, thiadiazole, and benzoxazole. In another embodiment of this invention, heteroaryl is tetrazole.

“Halogen” includes fluorine, chlorine, bromine and iodine. In one embodiment of the present invention, halogen is selected from fluorine, chlorine, and bromine.

When any variable (e.g., R<sup>1</sup>, R<sup>a</sup>, etc.) occurs more than one time in any constituent or in formula I, its definition on each occurrence is independent of its definition at every other occurrence. Also, combinations of substituents and/or variables are permissible only if such combinations result in stable compounds. A squiggly line across a bond in a substituent variable represents the point of attachment.

Under standard nomenclature used throughout this disclosure, the terminal portion of the designated side chain is described first, followed by the adjacent functionality toward the point of attachment. For example, a C<sub>1-5</sub> alkylcarbonylamino C<sub>1-6</sub> alkyl substituent is equivalent to:



In choosing compounds of the present invention, one of ordinary skill in the art will recognize that the various substituents, i.e. R<sup>1</sup>, R<sup>2</sup>, etc., are to be chosen in conformity with well-known principles of chemical structure connectivity and stability.

The term "substituted" shall be deemed to include multiple degrees of substitution by a named substituent. Where multiple substituent moieties are disclosed or claimed, the substituted compound can be independently substituted by one or more of the disclosed or claimed substituent moieties, singly or plurally. By independently substituted, it is meant that the (two or more) substituents can be the same or different.

Compounds of Formula I may contain one or more asymmetric centers and can thus occur as racemates and racemic mixtures, single enantiomers, diastereomeric mixtures and individual diastereomers. The present invention is meant to comprehend all such isomeric forms of the compounds of Formula I.

Some of the compounds described herein contain olefinic double bonds, and unless specified otherwise, are meant to include both E and Z geometric isomers.

Tautomers are defined as compounds that undergo rapid proton shifts from one atom of the compound to another atom of the compound. Some of the compounds described herein may exist as tautomers with different points of attachment of hydrogen. Such an example may be a ketone and its enol form known as keto-enol tautomers. The individual tautomers as well as mixture thereof are encompassed with compounds of Formula I.

Compounds of the Formula I may be separated into diastereoisomeric pairs of enantiomers by, for example, fractional crystallization from a suitable solvent, for example MeOH or ethyl acetate or a mixture thereof. The pair of enantiomers thus obtained may be

separated into individual stereoisomers by conventional means, for example by the use of an optically active amine as a resolving agent or on a chiral HPLC column.

Alternatively, any enantiomer of a compound of the general Formula I may be obtained by stereospecific synthesis using optically pure starting materials or reagents of known  
5 configuration.

Furthermore, some of the crystalline forms for compounds of the present invention may exist as polymorphs and as such are intended to be included in the present invention. In addition, some of the compounds of the instant invention may form solvates with water or common organic solvents. Such solvates are encompassed within the scope of this invention.

10 It is generally preferable to administer compounds of the present invention as enantiomerically pure formulations. Racemic mixtures can be separated into their individual enantiomers by any of a number of conventional methods. These include chiral chromatography, derivatization with a chiral auxiliary followed by separation by chromatography or crystallization, and fractional crystallization of diastereomeric salts.

15 The term "pharmaceutically acceptable salts" refers to salts prepared from pharmaceutically acceptable non-toxic bases or acids including inorganic or organic bases and inorganic or organic acids. Salts derived from inorganic bases include aluminum, ammonium, calcium, copper, ferric, ferrous, lithium, magnesium, manganic salts, manganous, potassium, sodium, zinc, and the like. Particularly preferred are the ammonium, calcium, magnesium,  
20 potassium, and sodium salts. Salts derived from pharmaceutically acceptable organic non-toxic bases include salts of primary, secondary, and tertiary amines, substituted amines including naturally occurring substituted amines, cyclic amines, and basic ion exchange resins, such as arginine, betaine, caffeine, choline, N,N'-dibenzylethylenediamine, diethylamine, 2-diethylaminoethanol, 2-dimethylaminoethanol, ethanolamine, ethylenediamine, N-ethyl-  
25 morpholine, N-ethylpiperidine, glucamine, glucosamine, histidine, hydrabamine, isopropylamine, lysine, methylglucamine, morpholine, piperazine, piperidine, polyamine resins, procaine, purines, theobromine, triethylamine, trimethylamine, tripropylamine, tromethamine, and the like. The term "pharmaceutically acceptable salt" further includes all acceptable salts such as acetate, lactobionate, benzenesulfonate, laurate, benzoate, malate, bicarbonate, maleate, bisulfate,  
30 mandelate, bitartrate, mesylate, borate, methylbromide, bromide, methylnitrate, calcium edetate, methylsulfate, camsylate, mucate, carbonate, napsylate, chloride, nitrate, clavulanate, N-methylglucamine, citrate, ammonium salt, dihydrochloride, oleate, edetate, oxalate, edisylate, pamoate (embonate), estolate, palmitate, esylate, pantothenate, fumarate, phosphate/diphosphate, gluceptate, polygalacturonate, gluconate, salicylate, glutamate, stearate, glycolylarsanilate,  
35 sulfate, hexylresorcinate, subacetate, hydrabamine, succinate, hydrobromide, tannate, hydrochloride, tartrate, hydroxynaphthoate, teoate, iodide, tosylate, isothionate, triethiodide, lactate, pantoate, valerate, and the like which can be used as a dosage form for modifying the

solubility or hydrolysis characteristics or can be used in sustained release or pro-drug formulations.

It will be understood that, as used herein, references to the compounds of Formula I are meant to also include the pharmaceutically acceptable salts.

5 Compounds of the present invention are activators of the AMP-activated protein kinase. The methods of treatment of this invention comprises a method of activating AMPK-activated protein kinase and treating AMPK-activated protein kinase mediated diseases by administering to a patient in need of such treatment a non-toxic therapeutically effective amount of a compound of this invention that activate AMPK-activated protein kinase.

10 AMP-activated protein kinase (AMPK) is a heterotrimeric enzyme composed of a catalytic  $\alpha$  subunit and regulatory  $\beta$  and  $\gamma$  subunits. There are two genes encoding isoforms of both the  $\alpha$  and  $\beta$  subunits ( $\alpha 1$ ,  $\alpha 2$ ,  $\beta 1$  and  $\beta 2$ ) and three genes encoding isoforms of the  $\gamma$  subunit ( $\gamma 1$ ,  $\gamma 2$  and  $\gamma 3$ ) leading to 12 possible heterotrimeric combinations. The  $\alpha 2$  isoform is predominately found in skeletal and cardiac muscle AMPK; both the  $\alpha 1$  and  $\alpha 2$  isoforms are  
15 found in hepatic AMPK; while in pancreatic islet  $\beta$ -cells the  $\alpha 1$  isoform AMPK predominates. In particular, the compounds of structural formula I are activators of at least one heterotrimeric isoform of AMP-activated protein kinase.

An "activator" is a compound that either increases the activity (phosphorylation of downstream substrates) of fully phosphorylated AMPK or that increases the phosphorylation of  
20 AMPK.

The compounds of the present invention are efficacious in the treatment and prevention of diseases, disorders and conditions responsive to the activation of AMP-activated protein kinase, including but not limited to: type 2 diabetes, insulin resistance, hyperglycemia, obesity, hyperinsulinemia, glucose intolerance, atherosclerosis, Metabolic Syndrome, hypertension, high  
25 hepatic glucose output, high blood glucose concentrations, nonalcoholic steatohepatitis, protection against ischemia and reperfusion damage, and lipid disorders, such as dyslipidemia, elevated levels of plasma triglycerides, elevated levels of free fatty acids, elevated levels of cholesterol, high levels of low density lipoprotein (LDL) and low levels of high density lipoprotein (HDL). The compounds are also useful for the treatment of cancer, hypoxia and  
30 glucocorticoid-induced apoptosis.

One or more of the following diseases may be treated by the administration of a therapeutically effective amount of a compound of Formula I, or a pharmaceutically acceptable salt thereof, to a patient in need of treatment: (1) non-insulin dependent diabetes mellitus (Type 2 diabetes); (2) hyperglycemia; (3) Metabolic Syndrome; (4) obesity; (5)  
35 hypercholesterolemia; (6) hypertriglyceridemia (elevated levels of triglyceride-rich-lipoproteins); (7) mixed or diabetic dyslipidemia; (8) low HDL cholesterol; (9) high LDL cholesterol; (10) atherosclerosis; and (11) hypertension.

Also, the compounds of Formula I may be used for the manufacture of a medicament for treating one or more of the above diseases.

One embodiment of the uses of the compounds is directed to the treatment of one or more of the following diseases by administering a therapeutically effective amount to a patient in need of treatment: (1) Type 2 diabetes; (2) hyperglycemia; (3) Metabolic Syndrome; (4) obesity; (5) hypercholesterolemia; and (6) hypertension.

The compounds may also be used for manufacturing a medicament for use in the treatment of one or more of the above diseases.

The compounds are expected to be effective in lowering glucose and lipids in diabetic patients and in non-diabetic patients who have impaired glucose tolerance and/or are in a pre-diabetic condition. The compounds may ameliorate hyperinsulinemia, which often occurs in diabetic or pre-diabetic patients, by modulating the swings in the level of serum glucose that often occurs in these patients. The compounds may also be effective in treating or reducing insulin resistance. The compounds may be effective in treating or preventing gestational diabetes.

The compounds, compositions, methods and medicaments as described herein may also be effective in reducing the risks of adverse sequelae associated with metabolic syndrome, and in reducing the risk of developing atherosclerosis, delaying the onset of atherosclerosis, and/or reducing the risk of sequelae of atherosclerosis. Sequelae of atherosclerosis include angina, claudication, heart attack, stroke, and others. By keeping hyperglycemia under control, the compounds may also be effective in delaying or preventing vascular restenosis and diabetic retinopathy.

The compounds of this invention may also have utility in improving or restoring  $\beta$ -cell function, so that they may be useful in treating type 1 diabetes or in delaying or preventing a patient with Type 2 diabetes from needing insulin therapy.

Other possible outcomes of treatment with the compounds of the present invention include, but are not limited to: 1) a decrease in fatty acid synthesis; 2) an increase in fatty acid oxidation and ketogenesis; 3) a decrease in cholesterol synthesis, lipogenesis, and triglyceride synthesis; 4) a decrease in blood glucose levels and concentration; 5) an improvement in glucose homeostasis; 6) a normalization of glucose metabolism; 7) a decrease in blood pressure; 8) an increase in HDL; 9) a decrease in plasma triglycerides; 10) a decrease in free fatty acids; 11) a decrease in hepatic glucose output; 12) an improvement in insulin action; 13) a decrease in blood pressure; 14) an improvement in insulin sensitivity; 15) a suppression of hepatic glucose output; 15) an inhibition of de novo lipogenesis; 16) stimulation of muscle glucose uptake; 17) modulation of insulin secretion by pancreatic  $\beta$  cells; and 16) a decrease in body weight.

The compounds generally may be efficacious in treating one or more of the following diseases: (1) Type 2 diabetes (also known as non-insulin dependent diabetes mellitus, or

NIDDM), (2) hyperglycemia, (3) impaired glucose tolerance, (4) insulin resistance, (5) obesity, (6) lipid disorders, (7) dyslipidemia, (8) hyperlipidemia, (9) hypertriglyceridemia, (10) hypercholesterolemia, (11) low HDL levels, (12) high LDL levels, (13) atherosclerosis and its sequelae, (14) vascular restenosis, (15) abdominal obesity, (16) retinopathy, (17) metabolic syndrome, (18) high blood pressure (hypertension), and (19) insulin resistance.

One aspect of the invention provides a method for the treatment and control of mixed or diabetic dyslipidemia, hypercholesterolemia, atherosclerosis, low HDL levels, high LDL levels, hyperlipidemia, and/or hypertriglyceridemia, which comprises administering to a patient in need of such treatment a therapeutically effective amount of a compound having formula I. The compound may be used alone or advantageously may be administered with a cholesterol biosynthesis inhibitor, particularly an HMG-CoA reductase inhibitor such as lovastatin, simvastatin, rosuvastatin, pravastatin, fluvastatin, atorvastatin, rivastatin, itavastatin, or ZD-4522. The compound may also be used advantageously in combination with other lipid lowering drugs such as cholesterol absorption inhibitors (for example stanol esters, sterol glycosides such as tiqueside, and azetidinones such as ezetimibe), ACAT inhibitors (such as avasimibe), CETP inhibitors (for example torcetrapib and those described in published applications WO2005/100298, WO2006/014413, and WO2006/014357), niacin and niacin receptor agonists, bile acid sequestrants, microsomal triglyceride transport inhibitors, and bile acid reuptake inhibitors. These combination treatments may be effective for the treatment or control of one or more related conditions selected from the group consisting of hypercholesterolemia, atherosclerosis, hyperlipidemia, hypertriglyceridemia, dyslipidemia, high LDL, and low HDL.

The present invention also relates to methods and medicaments for the treatment, control, or prevention of Type 2 diabetes by administering the compounds and pharmaceutical compositions of the present invention. The present invention also relates to methods and medicaments for the treatment, control, or prevention of Type 2 diabetes by administering the compounds of the present invention in combination with a therapeutically effective amount of another agent known to be useful to treat the condition. The present invention also relates to methods and medicaments for the treatment, control, or prevention of diabetes related disorders by administering the compounds and pharmaceutical compositions of the present invention alone, or in combination. The present invention also relates to methods and medicaments for the treatment and prevention of diabetes in pre-diabetic subject by administering the compounds and pharmaceutical compositions of the present invention alone, or in combination.

The present invention also relates to methods and medicaments for the treatment, control, or prevention of obesity by administering the compounds and pharmaceutical compositions of the present invention. The present invention also relates to methods and medicaments for the treatment, control, or prevention of obesity by administering the compounds of the present invention in combination with a therapeutically effective amount of another agent known to be

useful to treat the condition. The present invention also relates to methods and medicaments for the treatment, control, or prevention of obesity related disorders by administering the compounds and pharmaceutical compositions of the present invention alone, or in combination. The present invention also relates to methods and medicaments for the treatment and prevention of obesity in  
5 overweight subject by administering the compounds and pharmaceutical compositions of the present invention alone, or in combination. The compounds are also useful for the treatment of obesity related disorders, or eating disorders associated with excessive food intake, and complications associated therewith, including left ventricular hypertrophy, as well as treating or preventing obesity in other mammalian species, including canines and felines.

10 The present invention also relates to methods and medicaments for the treatment, control, or prevention of hyperglycemia by administering the compounds and pharmaceutical compositions of the present invention. The present invention also relates to methods and medicaments for the treatment, control, or prevention of hyperglycemia by administering the compounds of the present invention in combination with a therapeutically effective amount of  
15 another agent known to be useful to treat the condition.

The present invention also relates to methods and medicaments for the treatment, control, or prevention of insulin resistance by administering the compounds and pharmaceutical compositions of the present invention. The present invention also relates to methods and medicaments for the treatment, control, or prevention of insulin resistance by administering the  
20 compounds of the present invention in combination with a therapeutically effective amount of another agent known to be useful to treat the condition.

The present invention also relates to methods and medicaments for the treatment, control, or prevention of lipid disorders by administering the compounds and pharmaceutical compositions of the present invention. The present invention also relates to methods and  
25 medicaments for the treatment, control, or prevention of lipid disorders by administering the compounds of the present invention in combination with a therapeutically effective amount of another agent known to be useful to treat the condition. The present invention also relates to methods and medicaments for the treatment, control, or prevention of dyslipidemia related disorders and lipid disorder-related disorders by administering the compounds and  
30 pharmaceutical compositions of the present invention alone, or in combination.

The present invention also relates to methods and medicaments for the treatment, control, or prevention of atherosclerosis by administering the compounds and pharmaceutical compositions of the present invention. The present invention also relates to methods and medicaments for the treatment, control, or prevention of atherosclerosis by administering the  
35 compounds of the present invention in combination with a therapeutically effective amount of another agent known to be useful to treat the condition. The present invention also relates to methods and medicaments for the treatment, control, or prevention of atherosclerosis related

disorders by administering the compounds and pharmaceutical compositions of the present invention alone, or in combination.

The present invention also relates to methods and medicaments for the treatment, control, or prevention of hypertension by administering the compounds and pharmaceutical compositions of the present invention. The present invention also relates to methods and medicaments for the treatment, control, or prevention of hypertension by administering the compounds of the present invention in combination with a therapeutically effective amount of another agent known to be useful to treat the condition. The present invention also relates to methods and medicaments for the treatment, control, or prevention of hypertension related disorders by administering the compounds and pharmaceutical compositions of the present invention alone, or in combination. The present invention also relates to methods and medicaments for the treatment and prevention of hypertension in pre-hypertensive subject by administering the compounds and pharmaceutical compositions of the present invention alone, or in combination.

The present invention also relates to methods and medicaments for the treatment, control, or prevention of Metabolic Syndrome by administering the compounds and pharmaceutical compositions of the present invention. The present invention also relates to methods and medicaments for treating Metabolic Syndrome by administering the compounds of the present invention in combination with a therapeutically effective amount of another agent known to be useful to treat the condition.

The term "diabetes," as used herein, includes both insulin-dependent diabetes mellitus (i.e., IDDM, also known as type 1 diabetes) and non-insulin-dependent diabetes mellitus (i.e., NIDDM, also known as Type 2 diabetes). Type 1 diabetes, or insulin-dependent diabetes, is the result of an absolute deficiency of insulin, the hormone which regulates glucose utilization. Type 2 diabetes, or insulin-independent diabetes (i.e., non-insulin-dependent diabetes mellitus), often occurs in the face of normal, or even elevated levels of insulin and appears to be the result of the inability of tissues to respond appropriately to insulin. Most of the Type 2 diabetics are also obese. The compositions of the present invention are useful for treating both Type 1 and Type 2 diabetes. The term "diabetes associated with obesity" refers to diabetes caused by obesity or resulting from obesity. The compositions are especially effective for treating Type 2 diabetes. The compositions of the present invention are also useful for treating and/or preventing gestational diabetes mellitus.

Diabetes is characterized by a fasting plasma glucose level of greater than or equal to 126 mg/dl. A diabetic subject has a fasting plasma glucose level of greater than or equal to 126 mg/dl. A pre diabetic subject is someone suffering from prediabetes. Prediabetes is characterized by an impaired fasting plasma glucose (FPG) level of greater than or equal to 110 mg/dl and less than 126 mg/dl; or impaired glucose tolerance; or insulin resistance. A prediabetic subject is a subject with impaired fasting glucose (a fasting plasma glucose (FPG) level of greater



than or equal to 110 mg/dl and less than 126 mg/dl); or impaired glucose tolerance (a 2 hour plasma glucose level of  $\geq 140$  mg/dl and  $< 200$  mg/dl); or insulin resistance, resulting in an increased risk of developing diabetes.

5 Treatment of diabetes mellitus refers to the administration of a compound or combination of the present invention to treat a diabetic subject. One outcome of treatment may be decreasing the glucose level in a subject with elevated glucose levels. Another outcome of treatment may be decreasing insulin levels in a subject with elevated insulin levels. Another outcome of treatment may be decreasing plasma triglycerides in a subject with elevated plasma triglycerides. Another outcome of treatment is decreasing LDL cholesterol in a subject with high LDL cholesterol  
10 levels. Another outcome of treatment may be increasing HDL cholesterol in a subject with low HDL cholesterol levels. Another outcome of treatment is increasing insulin sensitivity. Another outcome of treatment may be enhancing glucose tolerance in a subject with glucose intolerance. Yet another outcome of treatment may be decreasing insulin resistance in a subject with increased insulin resistance or elevated levels of insulin. Prevention of diabetes mellitus, in particular diabetes associated with obesity, refers to the administration of a compound or  
15 combination of the present invention to prevent the onset of diabetes in a subject in need thereof. A subject in need of preventing diabetes is a prediabetic subject that is overweight or obese.

The term "diabetes related disorders" should be understood to mean disorders that are associated with, caused by, or result from diabetes. Examples of diabetes related disorders  
20 include retinal damage, kidney disease, and nerve damage.

The term "atherosclerosis" as used herein encompasses vascular diseases and conditions that are recognized and understood by physicians practicing in the relevant fields of medicine. Atherosclerotic cardiovascular disease, coronary heart disease (also known as coronary artery disease or ischemic heart disease), cerebrovascular disease and peripheral vessel disease are all  
25 clinical manifestations of atherosclerosis and are therefore encompassed by the terms "atherosclerosis" and "atherosclerotic disease." The combination comprised of a therapeutically effective amount of an anti-obesity agent in combination with a therapeutically effective amount of an anti-hypertensive agent may be administered to prevent or reduce the risk of occurrence, or recurrence where the potential exists, of a coronary heart disease event, a cerebrovascular event,  
30 or intermittent claudication. Coronary heart disease events are intended to include CHD death, myocardial infarction (i.e., a heart attack), and coronary revascularization procedures. Cerebrovascular events are intended to include ischemic or hemorrhagic stroke (also known as cerebrovascular accidents) and transient ischemic attacks. Intermittent claudication is a clinical manifestation of peripheral vessel disease. The term "atherosclerotic disease event" as used  
35 herein is intended to encompass coronary heart disease events, cerebrovascular events, and intermittent claudication. It is intended that persons who have previously experienced one or more non-fatal atherosclerotic disease events are those for whom the potential for recurrence of

such an event exists. The term "atherosclerosis related disorders" should be understood to mean disorders associated with, caused by, or resulting from atherosclerosis.

The term "hypertension" as used herein includes essential, or primary, hypertension wherein the cause is not known or where hypertension is due to greater than one cause, such as changes in both the heart and blood vessels; and secondary hypertension wherein the cause is known. Causes of secondary hypertension include, but are not limited to obesity; kidney disease; hormonal disorders; use of certain drugs, such as oral contraceptives, corticosteroids, cyclosporin, and the like. The term "hypertension" encompasses high blood pressure, in which both the systolic and diastolic pressure levels are elevated ( $\geq 140$  mmHg/ $\geq 90$  mmHg), and isolated systolic hypertension, in which only the systolic pressure is elevated to greater than or equal to 140 mm Hg, while the diastolic pressure is less than 90 mm Hg. Normal blood pressure may be defined as less than 120 mmHg systolic and less than 80 mmHg diastolic. A hypertensive subject is a subject with hypertension. A pre-hypertensive subject is a subject with a blood pressure that is between 120 mmHg over 80 mmHg and 139 mmHg over 89 mmHg. One outcome of treatment is decreasing blood pressure in a subject with high blood pressure. Treatment of hypertension refers to the administration of the compounds and combinations of the present invention to treat hypertension in a hypertensive subject. Treatment of hypertension-related disorder refers to the administration of a compound or combination of the present invention to treat the hypertension-related disorder. Prevention of hypertension, or a hypertension related disorder, refers to the administration of the combinations of the present invention to a pre-hypertensive subject to prevent the onset of hypertension or a hypertension related disorder. The hypertension-related disorders herein are associated with, caused by, or result from hypertension. Examples of hypertension-related disorders include, but are not limited to: heart disease, heart failure, heart attack, kidney failure, and stroke.

Dyslipidemias and lipid disorders are disorders of lipid metabolism including various conditions characterized by abnormal concentrations of one or more lipids (i.e. cholesterol and triglycerides), and/or apolipoproteins (i.e., apolipoproteins A, B, C and E), and/or lipoproteins (i.e., the macromolecular complexes formed by the lipid and the apolipoprotein that allow lipids to circulate in blood, such as LDL, VLDL and IDL). Hyperlipidemia is associated with abnormally high levels of lipids, LDL and VLDL cholesterol, and/or triglycerides. Treatment of dyslipidemia refers to the administration of the combinations of the present invention to a dyslipidemic subject. Prevention of dyslipidemia refers to the administration of the combinations of the present invention to a pre-dyslipidemic subject. A pre-dyslipidemic subject is a subject with higher than normal lipid levels, that is not yet dyslipidemic.

The terms "dyslipidemia related disorders" and "lipid disorder related disorders" should be understood to mean disorders associated with, caused by, or resulting from dyslipidemia or lipid disorders. Examples of dyslipidemia related disorder and lipid disorder related disorders

include, but are not limited to: hyperlipidemia, hypertriglyceridemia, hypercholesterolemia, low high density lipoprotein (HDL) levels, high plasma low density lipoprotein (LDL) levels, atherosclerosis and its sequelae, coronary artery or carotid artery disease, heart attack, and stroke.

The term "obesity" as used herein is a condition in which there is an excess of body fat.

5 The operational definition of obesity is based on the Body Mass Index (BMI), which is calculated as body weight per height in meters squared ( $\text{kg}/\text{m}^2$ ). "Obesity" refers to a condition whereby an otherwise healthy subject has a Body Mass Index (BMI) greater than or equal to  $30 \text{ kg}/\text{m}^2$ , or a condition whereby a subject with at least one co-morbidity has a BMI greater than or equal to  $27 \text{ kg}/\text{m}^2$ . An "obese subject" is an otherwise healthy subject with a Body Mass Index (BMI)  
10 greater than or equal to  $30 \text{ kg}/\text{m}^2$  or a subject with at least one co-morbidity with a BMI greater than or equal to  $27 \text{ kg}/\text{m}^2$ . An overweight subject is a subject at risk of obesity. A "subject at risk of obesity" is an otherwise healthy subject with a BMI of  $25 \text{ kg}/\text{m}^2$  to less than  $30 \text{ kg}/\text{m}^2$  or a subject with at least one co-morbidity with a BMI of  $25 \text{ kg}/\text{m}^2$  to less than  $27 \text{ kg}/\text{m}^2$ .

The increased risks associated with obesity occur at a lower Body Mass Index (BMI) in  
15 Asians. In Asian countries, including Japan, "obesity" refers to a condition whereby a subject with at least one obesity-induced or obesity-related co-morbidity, that requires weight reduction or that would be improved by weight reduction, has a BMI greater than or equal to  $25 \text{ kg}/\text{m}^2$ . In Asian countries, including Japan, an "obese subject" refers to a subject with at least one obesity-induced or obesity-related co-morbidity that requires weight reduction or that would be improved  
20 by weight reduction, with a BMI greater than or equal to  $25 \text{ kg}/\text{m}^2$ . In Asia-Pacific, a "subject at risk of obesity" is a subject with a BMI of greater than  $23 \text{ kg}/\text{m}^2$  to less than  $25 \text{ kg}/\text{m}^2$ .

As used herein, the term "obesity" is meant to encompass all of the above definitions of obesity.

Obesity-induced or obesity-related co-morbidities include, but are not limited to, diabetes  
25 mellitus, non-insulin dependent diabetes mellitus - type 2, diabetes associated with obesity, impaired glucose tolerance, impaired fasting glucose, insulin resistance syndrome, dyslipidemia, hypertension, hypertension associated with obesity, hyperuricacidemia, gout, coronary artery disease, myocardial infarction, angina pectoris, sleep apnea syndrome, Pickwickian syndrome, fatty liver; cerebral infarction, cerebral thrombosis, transient ischemic attack, orthopedic  
30 disorders, arthritis deformans, lumbodynia, emmeniopathy, and infertility. In particular, co-morbidities include: hypertension, hyperlipidemia, dyslipidemia, glucose intolerance, cardiovascular disease, sleep apnea, and other obesity-related conditions.

Treatment of obesity and obesity-related disorders refers to the administration of the compounds of the present invention to reduce or maintain the body weight of an obese subject.  
35 One outcome of treatment may be reducing the body weight of an obese subject relative to that subject's body weight immediately before the administration of the compounds of the present invention. Another outcome of treatment may be preventing body weight regain of body weight

previously lost as a result of diet, exercise, or pharmacotherapy. Another outcome of treatment may be decreasing the occurrence of and/or the severity of obesity-related diseases. The treatment may suitably result in a reduction in food or calorie intake by the subject, including a reduction in total food intake, or a reduction of intake of specific components of the diet such as carbohydrates or fats; and/or the inhibition of nutrient absorption; and/or the inhibition of the reduction of metabolic rate; and in weight reduction in patients in need thereof. The treatment may also result in an alteration of metabolic rate, such as an increase in metabolic rate, rather than or in addition to an inhibition of the reduction of metabolic rate; and/or in minimization of the metabolic resistance that normally results from weight loss.

Prevention of obesity and obesity-related disorders refers to the administration of the compounds of the present invention to reduce or maintain the body weight of a subject at risk of obesity. One outcome of prevention may be reducing the body weight of a subject at risk of obesity relative to that subject's body weight immediately before the administration of the compounds of the present invention. Another outcome of prevention may be preventing body weight regain of body weight previously lost as a result of diet, exercise, or pharmacotherapy. Another outcome of prevention may be preventing obesity from occurring if the treatment is administered prior to the onset of obesity in a subject at risk of obesity. Another outcome of prevention may be decreasing the occurrence and/or severity of obesity-related disorders if the treatment is administered prior to the onset of obesity in a subject at risk of obesity. Moreover, if treatment is commenced in already obese subjects, such treatment may prevent the occurrence, progression or severity of obesity-related disorders, such as, but not limited to, arteriosclerosis, Type II diabetes, polycystic ovarian disease, cardiovascular diseases, osteoarthritis, dermatological disorders, hypertension, insulin resistance, hypercholesterolemia, hypertriglyceridemia, and cholelithiasis.

The obesity-related disorders herein are associated with, caused by, or result from obesity. Examples of obesity-related disorders include overeating and bulimia, hypertension, diabetes, elevated plasma insulin concentrations and insulin resistance, dyslipidemias, hyperlipidemia, endometrial, breast, prostate and colon cancer, osteoarthritis, obstructive sleep apnea, cholelithiasis, gallstones, heart disease, abnormal heart rhythms and arrhythmias, myocardial infarction, congestive heart failure, coronary heart disease, sudden death, stroke, polycystic ovarian disease, craniopharyngioma, the Prader-Willi Syndrome, Frohlich's syndrome, GH-deficient subjects, normal variant short stature, Turner's syndrome, and other pathological conditions showing reduced metabolic activity or a decrease in resting energy expenditure as a percentage of total fat-free mass, e.g, children with acute lymphoblastic leukemia. Further examples of obesity-related disorders are metabolic syndrome, also known as syndrome X, insulin resistance syndrome, sexual and reproductive dysfunction, such as infertility, hypogonadism in males and hirsutism in females, gastrointestinal motility disorders, such as

obesity-related gastro-esophageal reflux, respiratory disorders, such as obesity-hypoventilation syndrome (Pickwickian syndrome), cardiovascular disorders, inflammation, such as systemic inflammation of the vasculature, arteriosclerosis, hypercholesterolemia, hyperuricaemia, lower back pain, gallbladder disease, gout, and kidney cancer. The compounds of the present invention  
5 are also useful for reducing the risk of secondary outcomes of obesity, such as reducing the risk of left ventricular hypertrophy.

The compounds of formula I are also useful for treating or preventing obesity and obesity-related disorders in cats and dogs. As such, the term "mammal" includes companion animals such as cats and dogs.

10 The term "metabolic syndrome", also known as syndrome X, is defined in the Third Report of the National Cholesterol Education Program Expert Panel on Detection, Evaluation and Treatment of High Blood Cholesterol in Adults (Adult Treatment Panel III, or ATP III), National Institutes of Health, 2001, NIH Publication No. 01-3670. E.S. Ford et al., JAMA, vol. 287 (3), Jan. 16, 2002, pp 356-359. Briefly, a person is defined as having metabolic syndrome if  
15 the person has three or more of the following disorders: abdominal obesity, hypertriglyceridemia, low HDL cholesterol, high blood pressure, and high fasting plasma glucose. The criteria for these are defined in ATP-III. Treatment of metabolic syndrome refers to the administration of the combinations of the present invention to a subject with metabolic syndrome. Prevention of metabolic syndrome refers to the administration of the combinations of the present invention to a  
20 subject with two of the disorders that define metabolic syndrome. A subject with two of the disorders that define metabolic syndrome is a subject that has developed two of the disorders that define metabolic syndrome, but has not yet developed three or more of the disorders that define metabolic syndrome.

Left ventricular hypertrophy (LVH) is identified based on left ventricular mass index  
25 (LVMI) and relative wall thickness (RWT). Left ventricular mass index is defined as left ventricular mass in grams divided by body surface area in meters<sup>2</sup>. Relative wall thickness is defined as 2 x posterior wall thickness/left ventricular end diastolic diameter. Normal LVMI values are typically 85 and normal RWT approximately 0.36. A male subject with LVH has a LVMI greater than 131 g/m<sup>2</sup>; a female subject with LVH has a LVMI greater than 100 g/m<sup>2</sup>. A  
30 subject with an elevated LVMI value is a male subject with a LVMI between 85 g/m<sup>2</sup> and 131 g/m<sup>2</sup>, or a female subject with a LVMI between 85 g/m<sup>2</sup> and 100 g/m<sup>2</sup>.

Treatment of cardiac hypertrophy, or left ventricular hypertrophy, refers to the administration of the combinations of the present invention to a subject with cardiac hypertrophy or left ventricular hypertrophy. Prevention of cardiac hypertrophy, or left ventricular  
35 hypertrophy, refers to the administration of the combinations of the present invention to decrease or maintain the LVMI in a subject with an elevated LVMI value or to prevent the increase of LVMI in a subject with a normal LVMI value.

One outcome of treatment of cardiac hypertrophy or left ventricular hypertrophy may be a decrease in ventricular mass. Another outcome of treatment of cardiac hypertrophy or left ventricular hypertrophy may be a decrease in the rate of increase of ventricular mass. Another outcome of treatment of cardiac hypertrophy or left ventricular hypertrophy may be a decrease in ventricular wall thickness. Another outcome of treatment of cardiac hypertrophy of left ventricular hypertrophy may be the decrease in the rate of increase in ventricular wall thickness.

The terms "administration of" and or "administering a" compound should be understood to mean providing a compound of the invention or a prodrug of a compound of the invention to the individual or mammal in need of treatment.

The administration of the compound of structural formula I in order to practice the present methods of therapy is carried out by administering an effective amount of the compound of structural formula I to the mammal in need of such treatment or prophylaxis. The need for a prophylactic administration according to the methods of the present invention is determined via the use of well known risk factors. The effective amount of an individual compound is determined, in the final analysis, by the physician or veterinarian in charge of the case, but depends on factors such as the exact disease to be treated, the severity of the disease and other diseases or conditions from which the patient suffers, the chosen route of administration other drugs and treatments which the patient may concomitantly require, and other factors in the physician's judgment.

The usefulness of the present compounds in these diseases or disorders may be demonstrated in animal disease models that have been reported in the literature.

The magnitude of prophylactic or therapeutic dose of a compound of Formula I will, of course, vary with the nature of the severity of the condition to be treated and with the particular compound of Formula I and its route of administration. It will also vary according to the age, weight and response of the individual patient. In general, the daily dose range lie within the range of from about 0.001 mg to about 100 mg per kg body weight of a mammal, preferably 0.01 mg to about 50 mg per kg, and most preferably 0.1 to 10 mg per kg, in single or divided doses. On the other hand, it may be necessary to use dosages outside these limits in some cases.

For use where a composition for intravenous administration is employed, a suitable dosage range is from about 0.001 mg to about 100 mg in one embodiment from about 0.01 mg to about 50 mg, and in another embodiment from 0.1 mg to 10 mg of a compound of Formula I per kg of body weight per day.

In the case where an oral composition is employed, a suitable dosage range is, e.g. from about 0.01 mg to about 1000 mg of a compound of Formula I per day. In one embodiment, the range is from about 0.1 mg to about 10 mg per day. For oral administration, the compositions are preferably provided in the form of tablets containing from 0.01 to 1,000 mg, preferably 0.01, 0.05, 0.1, 0.5, 1, 2, 2.5, 3, 4, 5, 6, 7, 8, 9, 10, 12, 12.5, 15, 20, 25, 30, 40, 50, 100, 250, 500, 750

or 1000 milligrams of the active ingredient for the symptomatic adjustment of the dosage to the patient to be treated.

Another aspect of the present invention provides pharmaceutical compositions which comprises a compound of Formula I and a pharmaceutically acceptable carrier. The term  
5 "composition", as in pharmaceutical composition, is intended to encompass a product comprising the active ingredient(s), and the inert ingredient(s) (pharmaceutically acceptable excipients) that make up the carrier, as well as any product which results, directly or indirectly, from combination, complexation or aggregation of any two or more of the ingredients, or from  
10 dissociation of one or more of the ingredients, or from other types of reactions or interactions of one or more of the ingredients. Accordingly, the pharmaceutical compositions of the present invention encompass any composition made by admixing a compound of Formula I, additional  
active ingredient(s), and pharmaceutically acceptable excipients.

Any suitable route of administration may be employed for providing a mammal, particularly a human or a companion animal such as a dog or cat, with an effective dosage of a  
15 compound of the present invention. For example, oral, rectal, topical, parenteral, ocular, pulmonary, and nasal routes of administration, and the like may be employed. Dosage forms include tablets, troches, dispersions, suspensions, solutions, capsules, creams, ointments, aerosols, and the like.

The pharmaceutical compositions of the present invention comprise a compound of  
20 Formula I as an active ingredient or a pharmaceutically acceptable salt thereof, and may also contain a pharmaceutically acceptable carrier and optionally other therapeutic ingredients. By "pharmaceutically acceptable" it is meant the carrier, diluent or excipient must be compatible with the other ingredients of the formulation and not deleterious to the recipient thereof. The compositions include compositions suitable for oral, rectal, topical, parenteral (including  
25 subcutaneous, intramuscular, and intravenous), ocular (ophthalmic), pulmonary (aerosol inhalation), or nasal administration, although the most suitable route in any given case will depend on the nature and severity of the conditions being treated and on the nature of the active ingredient. They may be conveniently presented in unit dosage form and prepared by any of the methods well-known in the art of pharmacy.

30 For administration by inhalation, the compounds of the present invention are conveniently delivered in the form of an aerosol spray presentation from pressurized packs or nebulizers, or as powders which may be formulated and the powder composition may be inhaled with the aid of an insufflation powder inhaler device. The preferred delivery systems for inhalation are metered dose inhalation (MDI) aerosol, which may be formulated as a suspension  
35 or solution of a compound of Formula I in suitable propellants, such as fluorocarbons or hydrocarbons and dry powder inhalation (DPI) aerosol, which may be formulated as a dry powder of a compound of Formula I with or without additional excipients.

Suitable topical formulations of a compound of formula I include transdermal devices, aerosols, creams, solutions, ointments, gels, lotions, dusting powders, and the like. The topical pharmaceutical compositions containing the compounds of the present invention ordinarily include about 0.005% to 5% by weight of the active compound in admixture with a  
5 pharmaceutically acceptable vehicle. Transdermal skin patches useful for administering the compounds of the present invention include those known to those of ordinary skill in that art.

In practical use, the compounds of Formula I can be combined as the active ingredient in intimate admixture with a pharmaceutical carrier according to conventional pharmaceutical compounding techniques. The carrier may take a wide variety of forms depending on the form of  
10 preparation desired for administration, e.g., oral or parenteral (including intravenous). In preparing the compositions for oral dosage form, any of the usual pharmaceutical media may be employed, such as, for example, water, glycols, oils, alcohols, flavoring agents, preservatives, coloring agents and the like in the case of oral liquid preparations, such as, for example, suspensions, elixirs and solutions; or carriers such as starches, sugars, microcrystalline cellulose,  
15 diluents, granulating agents, lubricants, binders, disintegrating agents and the like in the case of oral solid preparations such as, for example, powders, capsules and tablets, with the solid oral preparations being preferred over the liquid preparations. Because of their ease of administration, tablets and capsules represent the most advantageous oral dosage unit form in which case solid pharmaceutical carriers are obviously employed. If desired, tablets may be  
20 coated by standard aqueous or nonaqueous techniques.

In addition to the common dosage forms set out above, the compounds of Formula I may also be administered by controlled release means and/or delivery devices such as those described in U.S. Patent Nos. 3,845,770; 3,916,899; 3,536,809; 3,598,123; 3,630,200 and 4,008,719.

Pharmaceutical compositions of the present invention suitable for oral administration  
25 may be presented as discrete units such as capsules (including timed release and sustained release formulations), pills, cachets, powders, granules or tablets each containing a predetermined amount of the active ingredient, as a powder or granules or as a solution or a suspension in an aqueous liquid, a non-aqueous liquid, an oil-in-water emulsion or a water-in-oil liquid emulsion, including elixirs, tinctures, solutions, suspensions, syrups and emulsions. Such compositions  
30 may be prepared by any of the methods of pharmacy but all methods include the step of bringing into association the active ingredient with the carrier which constitutes one or more necessary ingredients. In general, the compositions are prepared by uniformly and intimately admixing the active ingredient with liquid carriers or finely divided solid carriers or both, and then, if necessary, shaping the product into the desired presentation. For example, a tablet may be  
35 prepared by compression or molding, optionally with one or more accessory ingredients. Compressed tablets may be prepared by compressing in a suitable machine, the active ingredient in a free-flowing form such as powder or granules, optionally mixed with a binder, lubricant,



inert diluent, surface active or dispersing agent. Molded tablets may be made by molding in a suitable machine, a mixture of the powdered compound moistened with an inert liquid diluent. Desirably, each tablet cachet or capsule contains from about 0.01 to 1,000 mg, particularly 0.01, 0.05, 0.1, 0.5, 1.0, 2, 2.5, 3, 4, 5, 6, 7, 8, 9, 10, 12, 15, 25, 30, 40, 50, 75, 100, 125, 150, 175, 180, 200, 225, 250, 500, 750 and 1,000 milligrams of the active ingredient for the symptomatic adjustment of the dosage to the patient to be treated.

Additional suitable means of administration of the compounds of the present invention include injection, intravenous bolus or infusion, intraperitoneal, subcutaneous, intramuscular, intranasal, and topical, with or without occlusion.

Exemplifying the invention is a pharmaceutical composition comprising any of the compounds described above and a pharmaceutically acceptable carrier. Also exemplifying the invention is a pharmaceutical composition made by combining any of the compounds described above and a pharmaceutically acceptable carrier. An illustration of the invention is a process for making a pharmaceutical composition comprising combining any of the compounds described above and a pharmaceutically acceptable carrier.

The dose may be administered in a single daily dose or the total daily dosage may be administered in divided doses of two, three or four times daily. Furthermore, based on the properties of the individual compound selected for administration, the dose may be administered less frequently, e.g., weekly, twice weekly, monthly, etc. The unit dosage will, of course, be correspondingly larger for the less frequent administration.

When administered via intranasal routes, transdermal routes, by rectal or vaginal suppositories, or through a continual intravenous solution, the dosage administration will, of course, be continuous rather than intermittent throughout the dosage regimen.

The following are examples of representative pharmaceutical dosage forms for the compounds of Formula I:

<u>Injectable Suspension (I.M.)</u>	<u>mg/mL</u>	<u>Tablet</u>	<u>mg/tablet</u>
Compound of Formula I	10	Compound of Formula I	25
Methylcellulose	5.0	Microcrystalline Cellulose	415
Tween 80	0.5	Povidone	14.0
Benzyl alcohol	9.0	Pregelatinized Starch	43.5
Benzalkonium chloride	1.0	Magnesium Stearate	2.5
Water for injection to a total volume of 1 mL			500



obesity, hypertension, Metabolic Syndrome, dyslipidemia, cancer, atherosclerosis, and related disorders thereof, which method comprises administration to a patient in need of such treatment an amount of a compound of the present invention and an amount of another pharmaceutical agent effective to treat that disorder, such that together they give effective relief.

5 The present invention also provides a method for the treatment or prevention of diabetes, obesity, hypertension, Metabolic Syndrome, dyslipidemia, cancer, atherosclerosis, and related disorders thereof, which method comprises administration to a patient in need of such treatment an amount of a compound of the present invention and an amount of another pharmaceutical agent useful in treating that particular condition, such that together they give effective relief.

10 Suitable pharmaceutical agents of use in combination with a compound of the present invention, include, but are not limited to:

(a) anti-diabetic agents such as (1) PPAR $\gamma$  agonists such as glitazones (e.g. ciglitazone; darglitazone; englitazone; isaglitazone (MCC-555); pioglitazone (ACTOS); rosiglitazone (AVANDIA); troglitazone; rivoglitazone, BRL49653; CLX-0921; 5-BTSD, GW-0207, LG-  
15 100641, R483, and LY-300512, and the like and compounds disclosed in WO97/10813, 97/27857, 97/28115, 97/28137, 97/27847, 03/000685, and 03/027112 and SPPARMS (selective PPAR gamma modulators) such as T131 (Amgen), FK614 (Fujisawa), netoglitazone, and metaglidase; (2) biguanides such as buformin; metformin; and phenformin, and the like; (3)  
20 protein tyrosine phosphatase-1B (PTP-1B) inhibitors such as ISIS 113715, A-401674, A-364504, IDD-3, IDD 2846, KP-40046, KR61639, MC52445, MC52453, C7, OC-060062, OC-86839, OC29796, TTP-277BC1, and those agents disclosed in WO 04/041799, 04/050646, 02/26707, 02/26743, 04/092146, 03/048140, 04/089918, 03/002569, 04/065387, 04/127570, and US 2004/167183; (4) sulfonylureas such as acetoheamide; chlorpropamide; diabinese; glibenclamide; glipizide; glyburide; glimepiride; gliclazide; glipentide; gliquidone; glisolamide;  
25 tolazamide; and tolbutamide, and the like; (5) meglitinides such as repaglinide, metiglinide (GLUFAST) and nateglinide, and the like; (6) alpha glucoside hydrolase inhibitors such as acarbose; adiposine; camiglibose; emiglitate; miglitol; voglibose; pradimicin-Q; salbostatin; CKD-711; MDL-25,637; MDL-73,945; and MOR 14, and the like; (7) alpha-amylase inhibitors such as tendamistat, trestatin, and A1-3688, and the like; (8) insulin secretagogues such as  
30 linoglriride nateglinide, mitiglinide (GLUFAST), ID1101 A-4166, and the like; (9) fatty acid oxidation inhibitors, such as clomoxir, and etomoxir, and the like; (10) A2 antagonists, such as midaglizole; isaglidole; deriglidole; idazoxan; earoxan; and fluparoxan, and the like; (11) insulin or insulin mimetics, such as biota, LP-100, novarapid, insulin detemir, insulin lispro, insulin glargine, insulin zinc suspension (lente and ultralente); Lys-Pro insulin, GLP-1 (17-36), GLP-1  
35 (73-7) (insulintropin); GLP-1 (7-36)-NH<sub>2</sub>) exenatide/Exendin-4, Exenatide LAR, Linaglutide, AVE0010, CJC 1131, BIM51077, CS 872, THO318, BAY-694326, GP010, ALBUGON (GLP-1 fused to albumin), HGX-007 (Epac agonist), S-23521, and compounds disclosed in WO

04/022004, WO 04/37859, and the like; (12) non-thiazolidinediones such as JT-501, and farglitazar (GW-2570/GI-262579), and the like; (13) PPAR $\alpha/\gamma$  dual agonists such as AVE 0847, CLX-0940, GW-1536, GW1929, GW-2433, KRP-297, L-796449, LBM 642, LR-90, LY510919, MK-0767, ONO 5129, SB 219994, TAK-559, TAK-654, 677954 (GlaxoSmithkline), E-3030  
5 (Eisai), LY510929 (Lilly), AK109 (Asahi), DRF2655 (Dr. Reddy), DRF8351 (Dr. Reddy), MC3002 (Maxocore), TY51501 (ToaEiyo), farglitazar, naveglitazar, muraglitazar, peliglitazar, tesaglitazar (GALIDA), reglitazar (JT-501), chiglitazar, and those disclosed in WO 99/16758, WO 99/19313, WO 99/20614, WO 99/38850, WO 00/23415, WO 00/23417, WO 00/23445, WO 00/50414, WO 01/00579, WO 01/79150, WO 02/062799, WO 03/033481, WO 03/033450, WO  
10 03/033453; and (14), insulin, insulin mimetics and other insulin sensitizing drugs; (15) VPAC2 receptor agonists; (16) GLK modulators, such as PSN105, RO 281675, RO 274375 and those disclosed in WO 03/015774, WO 03/000262, WO 03/055482, WO 04/046139, WO 04/045614, WO 04/063179, WO 04/063194, WO 04/050645, and the like; (17) retinoid modulators such as those disclosed in WO 03/000249; (18) GSK 3beta/GSK 3 inhibitors such as 4-[2-(2-  
15 bromophenyl)-4-(4-fluorophenyl-1*H*-imidazol-5-yl)]pyridine, CT21022, CT20026, CT-98023, SB-216763, SB410111, SB-675236, CP-70949, XD4241 and those compounds disclosed in WO 03/037869, 03/03877, 03/037891, 03/024447, 05/000192, 05/019218 and the like; (19) glycogen phosphorylase (HGLPa) inhibitors, such as AVE 5688, PSN 357, GPi-879, those disclosed in WO 03/037864, WO 03/091213, WO 04/092158, WO 05/013975, WO 05/013981, US  
20 2004/0220229, and JP 2004-196702, and the like; (20) ATP consumption promoters such as those disclosed in WO 03/007990; (21) fixed combinations of PPAR  $\gamma$  agonists and metformin such as AVANDAMET; (22) PPAR pan agonists such as GSK 677954; (23) GPR40 (G-protein coupled receptor 40) also called SNORF 55 such as BG 700, and those disclosed in WO 04/041266, 04/022551, 03/099793; (24) GPR119 (G-protein coupled receptor 119, also called  
25 RUP3; SNORF 25) such as RUP3, HGPRBMY26, PFI 007, SNORF 25; (25) adenosine receptor 2B antagonists such as ATL-618, ATI-802, E3080, and the like; (26) carnitine palmitoyl transferase inhibitors such as ST 1327, and ST 1326, and the like; (27) Fructose 1,6-  
bisphosphatase inhibitors such as CS-917, MB7803, and the like; (28) glucagon antagonists such as AT77077, BAY 694326, GW 4123X, NN2501, and those disclosed in WO 03/064404,  
30 WO 05/00781, US 2004/0209928, US 2004/029943, and the like; (30) glucose-6-phosphatase inhibitors; (31) phosphoenolpyruvate carboxykinase (PEPCK) inhibitors; (32) pyruvate dehydrogenase kinase (PDK) activators; (33) RXR agonists such as MC1036, CS00018, JNJ 10166806, and those disclosed in WO 04/089916, US 6759546, and the like; (34) SGLT inhibitors such as AVE 2268, KGT 1251, T1095/RWJ 394718; (35) BLX-1002; (36) alpha  
35 glucosidase inhibitors; (37) glucagon receptor agonists; (38) glucokinase activators; (39) GIP-1; and 40) insulin secretagogues;

(b) anti-dyslipidemic agents such as (1) bile acid sequestrants such as, cholestyramine,

colesevelam, colestipol, dialkylaminoalkyl derivatives of a cross-linked dextran; Colestid®; LoCholest®; and Questran®, and the like; (2) HMG-CoA reductase inhibitors such as atorvastatin, itavastatin, pitavastatin, fluvastatin, lovastatin, pravastatin, rivastatin, simvastatin, rosuvastatin (ZD-4522), and other statins, particularly simvastatin; (3) HMG-CoA synthase inhibitors; (4) cholesterol absorption inhibitors such as FMVP4 (Forbes Medi-Tech), KT6-971 (Kotobuki Pharmaceutical), FM-VA12 (Forbes Medi-Tech), FM-VP-24 (Forbes Medi-Tech), stanol esters, beta-sitosterol, sterol glycosides such as tiqueside; and azetidinones such as ezetimibe, and those disclosed in WO 04/005247 and the like; (5) acyl coenzyme A -cholesterol acyl transferase (ACAT) inhibitors such as avasimibe, eflucimibe, pactimibe (KY505), SMP 797 (Sumitomo), SM32504 (Sumitomo), and those disclosed in WO 03/091216, and the like; (6) CETP inhibitors such as JTT 705 (Japan Tobacco), torcetrapib, CP 532,632, BAY63-2149 (Bayer), SC 591, SC 795, and the like; (7) squalene synthetase inhibitors; (8) anti-oxidants such as probucol, and the like; (9) PPAR $\alpha$  agonists such as bezafibrate, ciprofibrate, clofibrate, etofibrate, fenofibrate, gemcabene, and gemfibrozil, GW 7647, BM 170744 (Kowa), LY518674 (Lilly), GW590735 (GlaxoSmithkline), KRP-101 (Kyorin), DRF10945 (Dr. Reddy), NS-220/R1593 (Nippon Shinyaku/Roche), ST1929 (Sigma Tau) MC3001/MC3004 (MaxoCore Pharmaceuticals, gemcabene calcium, other fibric acid derivatives, such as Atromid®, Lopid® and Tricor®, and those disclosed in US 6,548,538, and the like; (10) FXR receptor modulators such as GW 4064 (GlaxoSmithkline), SR 103912, QRX401, LN-6691 (Lion Bioscience), and those disclosed in WO 02/064125, WO 04/045511, and the like; (11) LXR receptor modulators such as GW 3965 (GlaxoSmithkline), T9013137, and XTCO179628 (X-Ceptor Therapeutics/Sanyo), and those disclosed in WO 03/031408, WO 03/063796, WO 04/072041, and the like; (12) lipoprotein synthesis inhibitors such as niacin; (13) renin angiotensin system inhibitors; (14) PPAR  $\delta$  partial agonists, such as those disclosed in WO 03/024395; (15) bile acid reabsorption inhibitors, such as BARI 1453, SC435, PHA384640, S8921, AZD7706, and the like; and bile acid sequesterants such as colesevelam (WELCHOL/ CHOLESTAGEL), colestipol, cholestyramine, and dialkylaminoalkyl derivatives of a cross-linked dextran, (16) PPAR $\delta$  agonists such as GW 501516 (Ligand, GSK), GW 590735, GW-0742 (GlaxoSmithkline), T659 (Amgen/Tularik), LY934 (Lilly), NNC610050 (Novo Nordisk) and those disclosed in WO97/28149, WO 01/79197, WO 02/14291, WO 02/46154, WO 02/46176, WO 02/076957, WO 03/016291, WO 03/033493, WO 03/035603, WO 03/072100, WO 03/097607, WO 04/005253, WO 04/007439, and JP10237049, and the like; (17) triglyceride synthesis inhibitors; (18) microsomal triglyceride transport (MTTP) inhibitors, such as implitapide, LAB687, JTT130 (Japan Tobacco), CP346086, and those disclosed in WO 03/072532, and the like; (19) transcription modulators; (20) squalene epoxidase inhibitors; (21) low density lipoprotein (LDL) receptor inducers; (22) platelet aggregation inhibitors; (23) 5-LO or FLAP inhibitors; and (24) niacin receptor agonists including HM74A receptor agonists; (25) PPAR modulators such as

those disclosed in WO 01/25181, WO 01/79150, WO 02/79162, WO 02/081428, WO 03/016265, WO 03/033453; (26) niacin-bound chromium, as disclosed in WO 03/039535; (27) substituted acid derivatives disclosed in WO 03/040114; (28) infused HDL such as LUV/ETC-588 (Pfizer), APO-A1 Milano/ETC216 (Pfizer), ETC-642 (Pfizer), ISIS301012, D4F (Bruin Pharma), synthetic trimeric ApoA1, Bioral Apo A1 targeted to foam cells, and the like; (29) IBAT inhibitors such as BARI143/HMR145A/ HMR1453 (Sanofi-Aventis, PHA384640E (Pfizer), S8921 (Shionogi) AZD7806 (AstrZeneca), AK105 (Asah Kasei), and the like; (30) Lp-PLA2 inhibitors such as SB480848 (GlaxoSmithkline), 659032 (GlaxoSmithkline), 677116 (GlaxoSmithkline), and the like; (31) other agents which affect lipic composition including ETC1001/ESP31015 (Pfizer), ESP-55016 (Pfizer), AGI1067 (AtheroGenics), AC3056 (Amylin), AZD4619 (AstrZeneca); and

(c) anti-hypertensive agents such as (1) diuretics, such as thiazides, including chlorthalidone, chlorthiazide, dichlorophenamide, hydroflumethiazide, indapamide, and hydrochlorothiazide; loop diuretics, such as bumetanide, ethacrynic acid, furosemide, and torsemide; potassium sparing agents, such as amiloride, and triamterene; and aldosterone antagonists, such as spironolactone, epi renone, and the like; (2) beta-adrenergic blockers such as acebutolol, atenolol, betaxolol, bevantolol, bisoprolol, bopindolol, carteolol, carvedilol, celiprolol, esmolol, indenolol, metoprolol, nadolol, nebivolol, penbutolol, pindolol, propanolol, sotalol, tertatolol, tilisolol, and timolol, and the like; (3) calcium channel blockers such as amlodipine, aranidipine, azelnidipine, barnidipine, benidipine, bepridil, cinaldipine, clevidipine, diltiazem, efonidipine, felodipine, gallopamil, isradipine, lacidipine, lemildipine, lercanidipine, nicardipine, nifedipine, nilvadipine, nimodepine, nisoldipine, nitrendipine, manidipine, pranidipine, and verapamil, and the like; (4) angiotensin converting enzyme (ACE) inhibitors such as benazepril; captopril; cilazapril; delapril; enalapril; fosinopril; imidapril; losinopril; moexipril; quinapril; quinaprilat; ramipril; perindopril; perindopril; quanipril; spirapril; tenocapril;trandolapril, and zofenopril, and the like; (5) neutral endopeptidase inhibitors such as omapatrilat, cadoxatril and ecadotril, fosidotril, sampatrilat, AVE7688, ER4030, and the like; (6) endothelin antagonists such as tezosentan, A308165, and YM62899, and the like; (7) vasodilators such as hydralazine, clonidine, minoxidil, and nicotiny alcohol, nicotinic acid or salt thereof, and the like; (8) angiotensin II receptor antagonists such as candesartan, eprosartan, irbesartan, losartan, prazosartan, tasosartan, telmisartan, valsartan, and EXP-3137, FI6828K, and RNH6270, and the like; (9)  $\alpha/\beta$  adrenergic blockers as nipradilol, arotinolol and amosulalol, and the like; (10) alpha 1 blockers, such as terazosin, urapidil, prazosin, bunazosin, trimazosin, doxazosin, naftopidil, indoramin, WHIP 164, and XEN010, and the like; (11) alpha 2 agonists such as lofexidine, tiamenidine, moxonidine, rilmenidine and guanobenz, and the like; (12) aldosterone inhibitors, and the like; (13) angiopoietin-2-binding agents such as those disclosed in WO 03/030833; and

(d) anti-obesity agents, such as (1) 5HT (serotonin) transporter inhibitors, such as paroxetine, fluoxetine, fenfluramine, fluvoxamine, sertraline, and imipramine, and those disclosed in WO 03/00663, as well as serotonin/noradrenaline re uptake inhibitors such as sibutramine (MERIDIA/REDUCTIL) and dopamine uptake inhibitor/Norepinephrine uptake inhibitors such as radafaxine hydrochloride, 353162 (GlaxoSmithkline), and the like; (2) NE (norepinephrine) transporter inhibitors, such as GW 320659, despiramine, talsupram, and nomifensine; (3) CB1 (cannabinoid-1 receptor) antagonist/inverse agonists, such as taranabant, rimonabant (ACCOMPLIA Sanofi Synthelabo), SR-147778 (Sanofi Synthelabo), AVE1625 (Sanofi-Aventis), BAY 65-2520 (Bayer), SLV 319 (Solvay), SLV326 (Solvay), CP945598 (Pfizer), E-6776 (Esteve), O1691 (Organix), ORG14481 (Organon), VER24343 (Vernalis), NESS0327 (Univ of Sassari/Univ of Cagliari), and those disclosed in US Patent Nos. 4,973,587, 5,013,837, 5,081,122, 5,112,820, 5,292,736, 5,532,237, 5,624,941, 6,028,084, and 6,509367; and WO 96/33159, WO97/29079, WO98/31227, WO 98/33765, WO98/37061, WO98/41519, WO98/43635, WO98/43636, WO99/02499, WO00/10967, WO00/10968, WO 01/09120, WO 01/58869, WO 01/64632, WO 01/64633, WO 01/64634, WO 01/70700, WO 01/96330, WO 02/076949, WO 03/006007, WO 03/007887, WO 03/020217, WO 03/026647, WO 03/026648, WO 03/027069, WO 03/027076, WO 03/027114, WO 03/037332, WO 03/040107, WO 04/096763, WO 04/111039, WO 04/111033, WO 04/111034, WO 04/111038, WO 04/013120, WO 05/000301, WO 05/016286, WO 05/066126 and EP-658546 and the like; (4) ghrelin agonists/antagonists, such as BVT81-97 (BioVitrum), RC1291 (Rejuvenon), SRD-04677 (Sumitomo), unacylated ghrelin (TheraTechnologies), and those disclosed in WO 01/87335, WO 02/08250, WO 05/012331, and the like; (5) H3 (histamine H3) antagonist/inverse agonists, such as thioperamide, 3-(1*H*-imidazol-4-yl)propyl N-(4-pentenyl)carbamate, clobenpropit, iodophenpropit, imoproxifan, GT2394 (Gliatech), and A331440, and those disclosed in WO 02/15905; and O-[3-(1*H*-imidazol-4-yl)propanol]carbamates (Kiec-Kononowicz, K. et al., Pharmazie, 55:349-55 (2000)), piperidine-containing histamine H3-receptor antagonists (Lazewska, D. et al., Pharmazie, 56:927-32 (2001), benzophenone derivatives and related compounds (Sasse, A. et al., Arch. Pharm.(Weinheim) 334:45-52 (2001)), substituted N-phenylcarbamates (Reidemeister, S. et al., Pharmazie, 55:83-6 (2000)), and proxifan derivatives (Sasse, A. et al., J. Med. Chem.. 43:3335-43 (2000)) and histamine H3 receptor modulators such as those disclosed in WO 03/024928 and WO 03/024929; (6) melanin-concentrating hormone 1 receptor (MCH1R) antagonists, such as T-226296 (Takeda), T71 (Takeda/Amgen), AMGN-608450, AMGN-503796 (Amgen), 856464 (GlaxoSmithkline), A224940 (Abbott), A798 (Abbott), ATC0175/AR224349 (Arena Pharmaceuticals), GW803430 (GlaxoSmithkline), NBI-1A (Neurocrine Biosciences), NGX-1 (Neurogen), SNP-7941 (Synaptic), SNAP9847 (Synaptic), T-226293 (Schering Plough), TPI-1361-17 (Saitama Medical School/University of California Irvine), and those disclosed WO 01/21169, WO 01/82925, WO 01/87834, WO 02/051809, WO

02/06245, WO 02/076929, WO 02/076947, WO 02/04433, WO 02/51809, WO 02/083134, WO  
02/094799, WO 03/004027, WO 03/13574, WO 03/15769, WO 03/028641, WO 03/035624, WO  
03/033476, WO 03/033480, WO 04/004611, WO 04/004726, WO 04/011438, WO 04/028459,  
WO 04/034702, WO 04/039764, WO 04/052848, WO 04/087680; and Japanese Patent  
5 Application Nos. JP 13226269, JP 1437059, JP2004315511, and the like; (7) MCH2R (melanin  
concentrating hormone 2R) agonist/antagonists; (8) NPY1 (neuropeptide Y Y1) antagonists, such  
as BMS205749, BIBP3226, J-115814, BIBO 3304, LY-357897, CP-671906, and GI-264879A;  
and those disclosed in U.S. Patent No. 6,001,836; and WO 96/14307, WO 01/23387, WO  
99/51600, WO 01/85690, WO 01/85098, WO 01/85173, and WO 01/89528; (9) NPY5  
10 (neuropeptide Y Y5) antagonists, such as 152,804, S2367 (Shionogi), E-6999 (Esteve), GW-  
569180A, GW-594884A (GlaxoSmithkline), GW-587081X, GW-548118X; FR 235,208;  
FR226928, FR 240662, FR252384; 1229U91, GI-264879A, CGP71683A, C-75 (Fasgen) LY-  
377897, LY366377, PD-160170, SR-120562A, SR-120819A, S2367 (Shionogi), JCF-104, and  
H409/22; and those compounds disclosed in U.S. Patent Nos. 6,140,354, 6,191,160, 6,258,837,  
15 6,313,298, 6,326,375, 6,329,395, 6,335,345, 6,337,332, 6,329,395, and 6,340,683 ; and EP-  
01010691, EP-01044970, and FR252384; and PCT Publication Nos. WO 97/19682, WO  
97/20820, WO 97/20821, WO 97/20822, WO 97/20823, WO 98/27063, WO 00/107409, WO  
00/185714, WO 00/185730, WO 00/64880, WO 00/68197, WO 00/69849, WO 01/09120, WO  
01/14376, WO 01/85714, WO 01/85730, WO 01/07409, WO 01/02379, WO 01/02379, WO  
20 01/23388, WO 01/23389, WO 01/44201, WO 01/62737, WO 01/62738, WO 01/09120, WO  
02/20488, WO 02/22592, WO 02/48152, WO 02/49648, WO 02/051806, WO 02/094789, WO  
03/009845, WO 03/014083, WO 03/022849, WO 03/028726, WO 05/014592, WO 05/01493;  
and Norman et al., J. Med. Chem. 43:4288-4312 (2000); (10) leptin, such as recombinant  
human leptin (PEG-OB, Hoffman La Roche) and recombinant methionyl human leptin (Amgen);  
25 (11) leptin derivatives, such as those disclosed in Patent Nos. 5,552,524; 5,552,523; 5,552,522;  
5,521,283; and WO 96/23513; WO 96/23514; WO 96/23515; WO 96/23516; WO 96/23517;  
WO 96/23518; WO 96/23519; and WO 96/23520; (12) opioid antagonists, such as nalmefene  
(Revex ®), 3-methoxynaltrexone, naloxone, and naltrexone; and those disclosed in WO  
00/21509; (13) orexin antagonists, such as SB-334867-A (GlaxoSmithkline); and those disclosed  
30 in WO 01/96302, 01/68609, 02/44172, 02/51232, 02/51838, 02/089800, 02/090355, 03/023561,  
03/032991, 03/037847, 04/004733, 04/026866, 04/041791, 04/085403, and the like; (14) BRS3  
(bombesin receptor subtype 3) agonists; (15) CCK-A (cholecystokinin-A) agonists, such as AR-  
R 15849, GI 181771, JMV-180, A-71378, A-71623, PD170292, PD 149164, SR146131,  
SR125180, butabindide, and those disclosed in US 5,739,106; (16) CNTF (ciliary neurotrophic  
35 factors), such as GI-181771 (Glaxo-SmithKline); SR146131 (Sanofi Synthelabo); butabindide;  
and PD170,292, PD 149164 (Pfizer); (17) CNTF derivatives, such as axokine (Regeneron); and  
those disclosed in WO 94/09134, WO 98/22128, and WO 99/43813; (18) GHS (growth



hormone secretagogue receptor) agonists, such as NN703, hexarelin, MK-0677, SM-130686, CP-424,391, L-692,429 and L-163,255, and those disclosed in U.S. Patent No. 6358951, U.S. Patent Application Nos. 2002/049196 and 2002/022637; and WO 01/56592, and WO 02/32888; (19) 5HT<sub>2c</sub> (serotonin receptor 2c) agonists, such as APD3546/AR10A (Arena Pharmaceuticals),  
5 ATH88651 (Athersys), ATH88740 (Athersys), BVT933 (Biovitrum/GSK), DPCA37215 (BMS), IK264; LY448100 (Lilly), PNU 22394; WAY 470 (Wyeth), WAY629 (Wyeth), WAY161503 (Biovitrum), R-1065, VR1065 (Vernalis/Roche) YM 348; and those disclosed in U.S. Patent No. 3,914,250; and PCT Publications 01/66548, 02/36596, 02/48124, 02/10169, 02/44152; 02/51844, 02/40456, 02/40457, 03/057698, 05/000849, and the like; (20) Mc3r (melanocortin 3  
10 receptor) agonists; (21) Mc4r (melanocortin 4 receptor) agonists, such as CHIR86036 (Chiron), CHIR915 (Chiron); ME-10142 (Melacure), ME-10145 (Melacure), HS-131 (Melacure), NBI72432 (Neurocrine Biosciences), NNC 70-619 (Novo Nordisk), TTP2435 (Transtech) and those disclosed in PCT Publications WO 99/64002, 00/74679, 01/991752, 01/0125192, 01/52880, 01/74844, 01/70708, 01/70337, 01/91752, 01/010842, 02/059095, 02/059107,  
15 02/059108, 02/059117, 02/062766, 02/069095, 02/12166, 02/11715, 02/12178, 02/15909, 02/38544, 02/068387, 02/068388, 02/067869, 02/081430, 03/06604, 03/007949, 03/009847, 03/009850, 03/013509, 03/031410, 03/094918, 04/028453, 04/048345, 04/050610, 04/075823, 04/083208, 04/089951, 05/000339, and EP 1460069, and US 2005049269, and JP2005042839, and the like; (22) monoamine reuptake inhibitors, such as sibutramine (Meridia®/Reductil®)  
20 and salts thereof, and those compounds disclosed in U.S. Patent Nos. 4,746,680, 4,806,570, and 5,436,272, and U.S. Patent Publication No. 2002/0006964, and WO 01/27068, and WO 01/62341; (23) serotonin reuptake inhibitors, such as dexfenfluramine, fluoxetine, and those in U.S. Patent No. 6,365,633, and WO 01/27060, and WO 01/162341; (24) GLP-1 (glucagon-like peptide 1) agonists; (25) Topiramate (Topimax®); (26) phytopharm compound 57 (CP 644,673);  
25 (27) ACC2 (acetyl-CoA carboxylase-2) inhibitors; (28)  $\beta_3$  (beta adrenergic receptor 3) agonists, such as rafebergren/AD9677/TAK677 (Dainippon/ Takeda), CL-316,243, SB 418790, BRL-37344, L-796568, BMS-196085, BRL-35135A, CGP12177A, BTA-243, GRC1087 (Glenmark Pharmaceuticals) GW 427353 (solabegron hydrochloride), Trecadrine, Zeneca D7114, N-5984 (Nisshin Kyorin), LY-377604 (Lilly), KT07924 (Kissei), SR 59119A, and those disclosed in US  
30 Patent Nos. 5,705,515, US 5,451,677; and WO94/18161, WO95/29159, WO97/46556, WO98/04526 WO98/32753, WO 01/74782, WO 02/32897, WO 03/014113, WO 03/016276, WO 03/016307, WO 03/024948, WO 03/024953, WO 03/037881, WO 04/108674, and the like; (29) DGAT1 (diacylglycerol acyltransferase 1) inhibitors; (30) DGAT2 (diacylglycerol acyltransferase 2) inhibitors; (31) FAS (fatty acid synthase) inhibitors, such as Cerulenin and  
35 C75; (32) PDE (phosphodiesterase) inhibitors, such as theophylline, pentoxifylline, zaprinast, sildenafil, amrinone, milrinone, cilostamide, rolipram, and cilomilast, as well as those described in WO 03/037432, WO 03/037899; (33) thyroid hormone  $\beta$  agonists, such as KB-2611

(KaroBioBMS), and those disclosed in WO 02/15845; and Japanese Patent Application No. JP 2000256190; (34) UCP-1 (uncoupling protein 1), 2, or 3 activators, such as phytanic acid, 4-[(E)-2-(5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-2-naphthalenyl)-1-propenyl]benzoic acid (TTNPB), and retinoic acid; and those disclosed in WO 99/00123; (35) acyl-estrogens, such as oleoyl-estrone, disclosed in del Mar-Grasa, M. et al., Obesity Research, 9:202-9 (2001); (36) glucocorticoid receptor antagonists, such as CP472555 (Pfizer), KB 3305, and those disclosed in WO 04/000869, WO 04/075864, and the like; (37) 11 $\beta$  HSD-1 (11-beta hydroxy steroid dehydrogenase type 1) inhibitors, such as BVT 3498 (AMG 331), BVT 2733, 3-(1-adamantyl)-4-ethyl-5-(ethylthio)-4H-1,2,4-triazole, 3-(1-adamantyl)-5-(3,4,5-trimethoxyphenyl)-4-methyl-4H-1,2,4-triazole, 3-adamantanyl-4,5,6,7,8,9,10,11,12,3a-decahydro-1,2,4-triazolo[4,3-a][11]annulene, and those compounds disclosed in WO 01/90091, 01/90090, 01/90092, 02/072084, 04/011410, 04/033427, 04/041264, 04/027047, 04/056744, 04/065351, 04/089415, 04/037251, and the like; (38) SCD-1 (stearoyl-CoA desaturase-1) inhibitors; (39) dipeptidyl peptidase IV (DPP-4) inhibitors, such as isoleucine thiazolidide, valine pyrrolidide, sitagliptin (Januvia), saxagliptin, alogliptin, NVP-DPP728, LAF237 (vildagliptin), P93/01, TSL 225, TMC-2A/2B/2C, FE 999011, P9310/K364, VIP 0177, SDZ 274-444, GSK 823093, E 3024, SYR 322, TS021, SSR 162369, GRC 8200, K579, NN7201, CR 14023, PHX 1004, PHX 1149, PT-630, SK-0403; and the compounds disclosed in WO 02/083128, WO 02/062764, WO 02/14271, WO 03/000180, WO 03/000181, WO 03/000250, WO 03/002530, WO 03/002531, WO 03/002553, WO 03/002593, WO 03/004498, WO 03/004496, WO 03/005766, WO 03/017936, WO 03/024942, WO 03/024965, WO 03/033524, WO 03/055881, WO 03/057144, WO 03/037327, WO 04/041795, WO 04/071454, WO 04/0214870, WO 04/041273, WO 04/041820, WO 04/050658, WO 04/046106, WO 04/067509, WO 04/048532, WO 04/099185, WO 04/108730, WO 05/009956, WO 04/09806, WO 05/023762, US 2005/043292, and EP 1 258 476; (40) lipase inhibitors, such as tetrahydrolipstatin (orlistat/XENICAL), ATL962 (Alizyme/Takeda), GT389255 (Genzyme/Peptimmune)Triton WR1339, RHC80267, lipstatin, teasaponin, and diethylumbelliferyl phosphate, FL-386, WAY-121898, Bay-N-3176, valilactone, esteracin, ebelactone A, ebelactone B, and RHC 80267, and those disclosed in WO 01/77094, WO 04/111004, and U.S. Patent Nos. 4,598,089, 4,452,813, 5,512,565, 5,391,571, 5,602,151, 4,405,644, 4,189,438, and 4,242,453, and the like; (41) fatty acid transporter inhibitors; (42) dicarboxylate transporter inhibitors; (43) glucose transporter inhibitors; and (44) phosphate transporter inhibitors; (45) anorectic bicyclic compounds such as 1426 (Aventis) and 1954 (Aventis), and the compounds disclosed in WO 00/18749, WO 01/32638, WO 01/62746, WO 01/62747, and WO 03/015769; (46) peptide YY and PYY agonists such as PYY336 (Nastech/Merck), AC162352 (IC Innovations/Curis/Amylin), TM30335/TM30338 (7TM Pharma), PYY336 (Emisphere Technologies), pegylated peptide YY3-36, those disclosed in WO 03/026591, 04/089279, and the like; (47) lipid metabolism modulators such as maslinic acid,

erythrodiol, ursolic acid uvaol, betulinic acid, betulin, and the like and compounds disclosed in WO 03/011267; (48) transcription factor modulators such as those disclosed in WO 03/026576; (49) Mc5r (melanocortin 5 receptor) modulators, such as those disclosed in WO 97/19952, WO 00/15826, WO 00/15790, US 20030092041, and the like; (50) Brain derived neutotropic factor (BDNF), (51) Mc1r (melanocortin 1 receptor modulators such as LK-184 (Proctor & Gamble), and the like; (52) 5HT6 antagonists such as BVT74316 (BioVitrum), BVT5182c (BioVitrum), E-6795 (Esteve), E-6814 (Esteve), SB399885 (GlaxoSmithkline), SB271046 (GlaxoSmithkline), RO-046790 (Roche), and the like; (53) fatty acid transport protein 4 (FATP4); (54) acetyl-CoA carboxylase (ACC) inhibitors such as CP640186, CP610431, CP640188 (Pfizer); (55) C-terminal growth hormone fragments such as AOD9604 (Monash Univ/Metabolic Pharmaceuticals), and the like; (56) oxyntomodulin; (57) neuropeptide FF receptor antagonists such as those disclosed in WO 04/083218, and the like; (58) amylin agonists such as Symlin/pramlintide/AC137 (Amylin); (59) Hoodia and trichocaulon extracts; (60) BVT74713 and other gut lipid appetite suppressants; (61) dopamine agonists such as bupropion (WELLBUTRIN/GlaxoSmithkline); (62) zonisamide (ZONEGRAN/Dainippon/Elan), and the like; and

(e) anorectic agents suitable for use in combination with a compound of the present invention include, but are not limited to, aminorex, amphechloral, amphetamine, benzphetamine, chlorphentermine, clobenzorex, cloforex, clominorex, clortermine, cyclexedrine, dexfenfluramine, dextroamphetamine, diethylpropion, diphemethoxidine, *N*-ethylamphetamine, fenbutrazate, fenfluramine, fenisorex, fenproporex, fludorex, fluminorex, furfurylmethylamphetamine, levamfetamine, levophacetoperane, mazindol, mefenorex, metamfepramone, methamphetamine, norpseudoephedrine, pentorex, phendimetrazine, phenmetrazine, phentermine, phenylpropanolamine, picilorex and sibutramine; and pharmaceutically acceptable salts thereof. A particularly suitable class of anorectic agent are the halogenated amphetamine derivatives, including chlorphentermine, cloforex, clortermine, dexfenfluramine, fenfluramine, picilorex and sibutramine; and pharmaceutically acceptable salts thereof. Particular halogenated amphetamine derivatives of use in combination with a compound of the present invention include: fenfluramine and dexfenfluramine, and pharmaceutically acceptable salts thereof.

Specific compounds of use in combination with a compound of the present invention include: simvastatin, mevastatin, ezetimibe, atorvastatin, sitagliptin, metformin, sibutramine, orlistat, Qnexa, topiramate, naltrexone, bupropion, phentermine, and losartan, losartan with hydrochlorothiazide. Specific CB1 antagonists/inverse agonists of use in combination with a compound of the present invention include: those described in WO03/077847, including: *N*-[3-(4-chlorophenyl)-2(*S*)-phenyl-1(*S*)-methylpropyl]-2-(4-trifluoromethyl-2-pyrimidyloxy)-2-methylpropanamide, *N*-[3-(4-chlorophenyl)-2-(3-cyanophenyl)-1-methylpropyl]-2-(5-trifluoromethyl-2-pyridyloxy)-2-methylpropanamide, *N*-[3-(4-chlorophenyl)-2-(5-chloro-3-

pyridyl)-1-methylpropyl]-2-(5-trifluoromethyl-2-pyridyloxy)-2-methylpropanamide, and pharmaceutically acceptable salts thereof; as well as those in WO05/000809, which includes the following: 3-{1-[bis(4-chlorophenyl)methyl]azetid-3-ylidene}-3-(3,5-difluorophenyl)-2,2-dimethylpropanenitrile, 1-{1-[1-(4-chlorophenyl)pentyl]azetid-3-yl}-1-(3,5-difluorophenyl)-2-

5 methylpropan-2-ol. 3-((S)-(4-chlorophenyl){3-[(1S)-1-(3,5-difluorophenyl)-2-hydroxy-2-methylpropyl]azetid-1-yl}methyl)benzotrile, 3-((S)-(4-chlorophenyl){3-[(1S)-1-(3,5-difluorophenyl)-2-fluoro-2-methylpropyl]azetid-1-yl}methyl)benzotrile, 3-((4-chlorophenyl){3-[1-(3,5-difluorophenyl)-2,2-dimethylpropyl]azetid-1-yl}methyl)benzotrile, 3-((1S)-1-{1-[(S)-(3-cyanophenyl)(4-cyanophenyl)methyl]azetid-3-yl}-2-fluoro-2-

10 methylpropyl)-5-fluorobenzotrile, 3-[(S)-(4-chlorophenyl)(3-[(1S)-2-fluoro-1-[3-fluoro-5-(4H-1,2,4-triazol-4-yl)phenyl]-2-methylpropyl]azetid-1-yl)methyl]benzotrile, and 5-((4-chlorophenyl){3-[(1S)-1-(3,5-difluorophenyl)-2-fluoro-2-methylpropyl]azetid-1-yl}methyl)thiophene-3-carbonitrile, and pharmaceutically acceptable salts thereof; as well as:

15 3-[(S)-(4-chlorophenyl)(3-[(1S)-2-fluoro-1-[3-fluoro-5-(5-oxo-4,5-dihydro-1,3,4-oxadiazol-2-yl)phenyl]-2-methylpropyl]azetid-1-yl)methyl]benzotrile, 3-[(S)-(4-chlorophenyl)(3-[(1S)-2-fluoro-1-[3-fluoro-5-(1,3,4-oxadiazol-2-yl)phenyl]-2-methylpropyl]azetid-1-yl)methyl]benzotrile, 3-[(S)-(3-[(1S)-1-[3-(5-amino-1,3,4-oxadiazol-2-yl)-5-fluorophenyl]-2-fluoro-2-methylpropyl]azetid-1-yl)(4-chlorophenyl)methyl]benzotrile, 3-[(S)-(4-cyanophenyl)(3-[(1S)-2-fluoro-1-[3-fluoro-5-(5-oxo-4,5-dihydro-1,3,4-oxadiazol-2-yl)phenyl]-2-

20 methylpropyl]azetid-1-yl)methyl]benzotrile, 3-[(S)-(3-[(1S)-1-[3-(5-amino-1,3,4-oxadiazol-2-yl)-5-fluorophenyl]-2-fluoro-2-methylpropyl]azetid-1-yl)(4-cyanophenyl)methyl]benzotrile, 3-[(S)-(4-cyanophenyl)(3-[(1S)-2-fluoro-1-[3-fluoro-5-(1,3,4-oxadiazol-2-yl)phenyl]-2-methylpropyl]azetid-1-yl)methyl]benzotrile, 3-[(S)-(4-chlorophenyl)(3-[(1S)-2-fluoro-1-[3-fluoro-5-(1,2,4-oxadiazol-3-yl)phenyl]-2-

25 methylpropyl]azetid-1-yl)methyl]benzotrile, 3-[(1S)-1-(1-[(S)-(4-cyanophenyl)[3-(1,2,4-oxadiazol-3-yl)phenyl]-methyl]azetid-3-yl)-2-fluoro-2-methylpropyl]-5-fluorobenzotrile, 5-(3-{1-[1-(diphenylmethyl)azetid-3-yl]-2-fluoro-2-methylpropyl}-5-fluorophenyl)-1H-tetrazole, 5-(3-{1-[1-(diphenylmethyl)azetid-3-yl]-2-fluoro-2-methylpropyl}-5-fluorophenyl)-1-methyl-1H-tetrazole, 5-(3-{1-[1-(diphenylmethyl)azetid-3-yl]-2-fluoro-2-methylpropyl}-5-

30 fluorophenyl)-2-methyl-2H-tetrazole, 3-[(4-chlorophenyl)(3-{2-fluoro-1-[3-fluoro-5-(2-methyl-2H-tetrazol-5-yl)phenyl]-2-methylpropyl]azetid-1-yl)methyl]benzotrile, 3-[(4-chlorophenyl)(3-{2-fluoro-1-[3-fluoro-5-(1-methyl-1H-tetrazol-5-yl)phenyl]-2-methylpropyl]azetid-1-yl)methyl]benzotrile, 3-[(4-cyanophenyl)(3-{2-fluoro-1-[3-fluoro-5-(1-methyl-1H-tetrazol-5-yl)phenyl]-2-methylpropyl]azetid-1-yl)methyl]benzotrile, 3-[(4-cyanophenyl)(3-{2-fluoro-1-[3-fluoro-5-(2-methyl-2H-tetrazol-5-yl)phenyl]-2-

35 methylpropyl]azetid-1-yl)methyl]benzotrile, 5-{3-[(S)-{3-[(1S)-1-(3-bromo-5-fluorophenyl)-2-fluoro-2-methylpropyl]azetid-1-yl}(4-chlorophenyl)methyl]phenyl}-1,3,4-oxadiazol-2(3H)-

one, 3-[(1*S*)-1-(1-[(*S*)-(4-chlorophenyl)[3-(5-oxo-4,5-dihydro-1,3,4-oxadiazol-2-yl)phenyl]methyl} azetid-3-yl)-2-fluoro-2-methylpropyl]-5-fluorobenzonitrile, 3-[(1*S*)-1-(1-[(*S*)-(4-cyanophenyl)[3-(5-oxo-4,5-dihydro-1,3,4-oxadiazol-2-yl)phenyl]methyl} azetid-3-yl)-2-fluoro-2-methylpropyl]-5-fluorobenzonitrile, 3-[(1*S*)-1-(1-[(*S*)-(4-cyanophenyl)[3-(1,3,4-oxadiazol-2-yl)phenyl]methyl} azetid-3-yl)-2-fluoro-2-methylpropyl]-5-fluorobenzonitrile, 3-[(1*S*)-1-(1-[(*S*)-(4-chlorophenyl)[3-(1,3,4-oxadiazol-2-yl)phenyl]methyl} azetid-3-yl)-2-fluoro-2-methylpropyl]-5-fluorobenzonitrile, 3-[(1*S*)-1-(1-[(*S*)-[3-(5-amino-1,3,4-oxadiazol-2-yl)phenyl](4-chlorophenyl)methyl} azetid-3-yl)-2-fluoro-2-methylpropyl]-5-fluorobenzonitrile, 3-[(1*S*)-1-(1-[(*S*)-[3-(5-amino-1,3,4-oxadiazol-2-yl)phenyl](4-cyanophenyl)methyl} azetid-3-yl)-2-fluoro-2-methylpropyl]-5-fluorobenzonitrile, 3-[(1*S*)-1-(1-[(*S*)-(4-chlorophenyl)[3-(1,2,4-oxadiazol-3-yl)phenyl]methyl} azetid-3-yl)-2-fluoro-2-methylpropyl]-5-fluorobenzonitrile, 3-[(1*S*)-1-(1-[(*S*)-(4-chlorophenyl)[3-(1,2,4-oxadiazol-3-yl)phenyl]methyl} azetid-3-yl)-2-fluoro-2-methylpropyl]-5-fluorobenzonitrile, 5-[3-((*S*)-(4-chlorophenyl){3-[(1*S*)-1-(3,5-difluorophenyl)-2-fluoro-2-methylpropyl] azetid-1-yl} methyl)phenyl]-1,3,4-oxadiazol-2(3*H*)-one, 5-[3-((*S*)-(4-chlorophenyl){3-[(1*S*)-1-(3,5-difluorophenyl)-2-fluoro-2-methylpropyl] azetid-1-yl} methyl)phenyl]-1,3,4-oxadiazol-2(3*H*)-one, 4-[(*S*)-{3-[(1*S*)-1-(3,5-difluorophenyl)-2-fluoro-2-methylpropyl] azetid-1-yl} [3-(5-oxo-4,5-dihydro-1,3,4-oxadiazol-2-yl)phenyl]methyl}-benzonitrile, and pharmaceutically acceptable salts thereof.

Specific NPY5 antagonists of use in combination with a compound of the present invention include: 3-oxo-N-(5-phenyl-2-pyrazinyl)-spiro[isobenzofuran-1(3*H*),4'-piperidine]-1'-carboxamide, 3-oxo-N-(7-trifluoromethylpyrido[3,2-*b*]pyridin-2-yl)spiro-[isobenzofuran-1(3*H*),4'-piperidine]-1'-carboxamide, N-[5-(3-fluorophenyl)-2-pyrimidinyl]-3-oxospiro[isobenzofuran-1(3*H*),4'-piperidine]-1'-carboxamide, trans-3'-oxo-N-(5-phenyl-2-pyrimidinyl)spiro[cyclohexane-1,1'(3'*H*)-isobenzofuran]-4-carboxamide, trans-3'-oxo-N-[1-(3-quinolyl)-4-imidazolyl]spiro[cyclohexane-1,1'(3'*H*)-isobenzofuran]-4-carboxamide, trans-3-oxo-N-(5-phenyl-2-pyrazinyl)spiro[4-azaisobenzofuran-1(3*H*),1'-cyclohexane]-4'-carboxamide, trans-N-[5-(3-fluorophenyl)-2-pyrimidinyl]-3-oxospiro[5-azaisobenzofuran-1(3*H*),1'-cyclohexane]-4'-carboxamide, trans-N-[5-(2-fluorophenyl)-2-pyrimidinyl]-3-oxospiro[5-azaisobenzofuran-1(3*H*),1'-cyclohexane]-4'-carboxamide, trans-N-[1-(3,5-difluorophenyl)-4-imidazolyl]-3-oxospiro[7-azaisobenzofuran-1(3*H*),1'-cyclohexane]-4'-carboxamide, trans-3-oxo-N-(1-phenyl-4-pyrazolyl)spiro[4-azaisobenzofuran-1(3*H*),1'-cyclohexane]-4'-carboxamide, trans-N-[1-(2-fluorophenyl)-3-pyrazolyl]-3-oxospiro[6-azaisobenzofuran-1(3*H*),1'-cyclohexane]-4'-carboxamide, trans-3-oxo-N-(1-phenyl-3-pyrazolyl)spiro[6-azaisobenzofuran-1(3*H*),1'-cyclohexane]-4'-carboxamide, trans-3-oxo-N-(2-phenyl-1,2,3-triazol-4-yl)spiro[6-azaisobenzofuran-1(3*H*),1'-cyclohexane]-4'-carboxamide, and pharmaceutically acceptable salts and esters thereof.

Specific ACC-1/2 inhibitors of use in combination with a compound of the present

invention include: 1'-[(4,8-dimethoxyquinolin-2-yl)carbonyl]-6-(1*H*-tetrazol-5-yl)spiro[chroman-2,4'-piperidin]-4-one; (5-{1'-[(4,8-dimethoxyquinolin-2-yl)carbonyl]-4-oxospiro[chroman-2,4'-piperidin]-6-yl}-2*H*-tetrazol-2-yl)methyl pivalate; 5-{1'-[(8-cyclopropyl-4-methoxyquinolin-2-yl)carbonyl]-4-oxospiro[chroman-2,4'-piperidin]-6-yl}nicotinic acid; 1'-(8-methoxy-4-morpholin-4-yl-2-naphthoyl)-6-(1*H*-tetrazol-5-yl)spiro[chroman-2,4'-piperidin]-4-one; and 1'-[(4-ethoxy-8-ethylquinolin-2-yl)carbonyl]-6-(1*H*-tetrazol-5-yl)spiro[chroman-2,4'-piperidin]-4-one; and pharmaceutically acceptable salts and esters thereof.

Specific MCH1R antagonist compounds of use in combination with a compound of the present invention include: 1-{4-[(1-ethylazetid-3-yl)oxy]phenyl}-4-{4-(4-fluorobenzyl)oxy}pyridin-2(1*H*)-one, 4-[(4-fluorobenzyl)oxy]-1-{4-[(1-isopropylazetid-3-yl)oxy]phenyl}pyridin-2(1*H*)-one, 1-[4-(azetid-3-yloxy)phenyl]-4-[(5-chloropyridin-2-yl)methoxy]pyridin-2(1*H*)-one, 4-[(5-chloropyridin-2-yl)methoxy]-1-{4-[(1-ethylazetid-3-yl)oxy]phenyl}pyridin-2(1*H*)-one, 4-[(5-chloropyridin-2-yl)methoxy]-1-{4-[(1-propylazetid-3-yl)oxy]phenyl}pyridin-2(1*H*)-one, and 4-[(5-chloropyridin-2-yl)methoxy]-1-(4-{(2*S*)-1-ethylazetid-2-yl}methoxy}phenyl)pyridin-2(1*H*)-one, or a pharmaceutically acceptable salt thereof.

Specific DP-IV inhibitors of use in combination with a compound of the present invention are selected from 7-[(3*R*)-3-amino-4-(2,4,5-trifluorophenyl)butanoyl]-3-(trifluoromethyl)-5,6,7,8-tetrahydro-1,2,4-triazolo[4,3-*a*]pyrazine. In particular, the compound of formula I is favorably combined with 7-[(3*R*)-3-amino-4-(2,4,5-trifluorophenyl)butanoyl]-3-(trifluoromethyl)-5,6,7,8-tetrahydro-1,2,4-triazolo[4,3-*a*]pyrazine, and pharmaceutically acceptable salts thereof.

Specific H3 (histamine H3) antagonists/inverse agonists of use in combination with a compound of the present invention include: those described in WO05/077905, including: 3-{4-[(1-cyclobutyl-4-piperidinyl)oxy]phenyl}-2-ethylpyrido[2,3-*d*]-pyrimidin-4(3*H*)-one, 3-{4-[(1-cyclobutyl-4-piperidinyl)oxy]phenyl}-2-methylpyrido[4,3-*d*]pyrimidin-4(3*H*)-one, 2-ethyl-3-(4-{3-[(3*S*)-3-methylpiperidin-1-yl]propoxy}phenyl)pyrido[2,3-*d*]pyrimidin-4(3*H*)-one 2-methyl-3-(4-{3-[(3*S*)-3-methylpiperidin-1-yl]propoxy}phenyl)pyrido[4,3-*d*]pyrimidin-4(3*H*)-one, 3-{4-[(1-cyclobutyl-4-piperidinyl)oxy]phenyl}-2,5-dimethyl-4(3*H*)-quinazolinone, 3-{4-[(1-cyclobutyl-4-piperidinyl)oxy]phenyl}-2-methyl-5-trifluoromethyl-4(3*H*)-quinazolinone, 3-{4-[(1-cyclobutyl-4-piperidinyl)oxy]phenyl}-5-methoxy-2-methyl-4(3*H*)-quinazolinone, 3-{4-[(1-cyclobutyl-4-piperidin-4-yl)oxy]phenyl}-5-fluoro-2-methyl-4(3*H*)-quinazolinone, 3-{4-[(1-cyclobutyl-4-piperidin-4-yl)oxy]phenyl}-7-fluoro-2-methyl-4(3*H*)-quinazolinone, 3-{4-[(1-cyclobutyl-4-piperidin-4-yl)oxy]phenyl}-6-methoxy-2-methyl-4(3*H*)-quinazolinone, 3-{4-[(1-cyclobutyl-4-piperidin-4-yl)oxy]phenyl}-6-fluoro-2-methyl-4(3*H*)-quinazolinone, 3-{4-[(1-cyclobutyl-4-piperidin-4-yl)oxy]phenyl}-8-fluoro-2-methyl-4(3*H*)-quinazolinone, 3-{4-[(1-cyclopentyl-4-piperidinyl)oxy]phenyl}-2-methylpyrido[4,3-*d*]pyrimidin-4(3*H*)-one, 3-

{4-[(1-cyclobutylpiperidin-4-yl)oxy]phenyl}-6-fluoro-2-methylpyrido[3,4-d]pyrimidin-4(3H)-one, 3-{4-[(1-cyclobutyl-4-piperidinyloxy]phenyl}-2-ethylpyrido[4,3-d]pyrimidin-4(3H)-one, 6-methoxy-2-methyl-3-{4-[3-(1-piperidinyloxy]propoxy]phenyl}pyrido[3,4-d]pyrimidin-4(3H)-one, 6-methoxy-2-methyl-3-{4-[3-(1-pyrrolidinyl)propoxy]phenyl}pyrido[3,4-d]pyrimidin-4(3H)-one,  
 5 2,5-dimethyl-3-{4-[3-(1-pyrrolidinyl)propoxy]phenyl}-4(3H)-quinazolinone, 2-methyl-3-{4-[3-(1-pyrrolidinyl)propoxy]phenyl}-5-trifluoromethyl-4(3H)-quinazolinone, 5-fluoro-2-methyl-3-{4-[3-(1-piperidinyloxy]phenyl}-4(3H)-quinazolinone, 6-methoxy-2-methyl-3-{4-[3-(1-piperidinyloxy]phenyl}-4(3H)-quinazolinone, 5-methoxy-2-methyl-3-(4-{3-[(3S)-3-methylpiperidin-1-yl]propoxy}phenyl)-4(3H)-quinazolinone, 7-methoxy-2-methyl-3-(4-{3-[(3S)-  
 10 3-methylpiperidin-1-yl]propoxy}phenyl)-4(3H)-quinazolinone, 2-methyl-3-(4-{3-[(3S)-3-methylpiperidin-1-yl]propoxy}phenyl)pyrido[2,3-d]pyrimidin-4(3H)-one, 5-fluoro-2-methyl-3-(4-{3-[(2R)-2-methylpyrrolidin-1-yl]propoxy}phenyl)-4(3H)-quinazolinone, 2-methyl-3-(4-{3-[(2R)-2-methylpyrrolidin-1-yl]propoxy}phenyl)pyrido[4,3-d]pyrimidin-4(3H)-one, 6-methoxy-2-methyl-3-(4-{3-[(2R)-2-methylpyrrolidin-1-yl]propoxy}phenyl)-4(3H)-quinazolinone, 6-  
 15 methoxy-2-methyl-3-(4-{3-[(2S)-2-methylpyrrolidin-1-yl]propoxy}phenyl)-4(3H)-quinazolinone, and pharmaceutically acceptable salts thereof.

Specific CCK1R agonists of use in combination with a compound of the present invention include: 3-(4-{[1-(3-ethoxyphenyl)-2-(4-methylphenyl)-1*H*-imidazol-4-yl]carbonyl}-1-piperazinyl)-1-naphthoic acid; 3-(4-{[1-(3-ethoxyphenyl)-2-(2-fluoro-4-methylphenyl)-1*H*-  
 20 imidazol-4-yl]carbonyl}-1-piperazinyl)-1-naphthoic acid; 3-(4-{[1-(3-ethoxyphenyl)-2-(4-fluorophenyl)-1*H*-imidazol-4-yl]carbonyl}-1-piperazinyl)-1-naphthoic acid; 3-(4-{[1-(3-ethoxyphenyl)-2-(2,4-difluorophenyl)-1*H*-imidazol-4-yl]carbonyl}-1-piperazinyl)-1-naphthoic acid; and 3-(4-{[1-(2,3-dihydro-1,4-benzodioxin-6-yl)-2-(4-fluorophenyl)-1*H*-imidazol-4-yl]carbonyl}-1-piperazinyl)-1-naphthoic acid; and pharmaceutically acceptable salts thereof.

Specific MC4R agonists of use in combination with a compound of the present invention include: 1) (5*S*)-1'-{[(3*R*,4*R*)-1-*tert*-butyl-3-(2,3,4-trifluorophenyl)piperidin-4-yl]carbonyl}-3-chloro-2-methyl-5-[1-methyl-1-(1-methyl-1*H*-1,2,4-triazol-5-yl)ethyl]-5*H*-spiro[furo[3,4-  
 25 *b*]pyridine-7,4'-piperidine]; 2) (5*R*)-1'-{[(3*R*,4*R*)-1-*tert*-butyl-3-(2,3,4-trifluorophenyl)piperidin-4-yl]carbonyl}-3-chloro-2-methyl-5-[1-methyl-1-(1-methyl-1*H*-1,2,4-triazol-5-yl)ethyl]-5*H*-spiro[furo[3,4-  
 30 *b*]pyridine-7,4'-piperidine]; 3) 2-(1'-{[(3*S*,4*R*)-1-*tert*-butyl-4-(2,4-difluorophenyl)pyrrolidin-3-yl]carbonyl}-3-chloro-2-methyl-5*H*-spiro[furo[3,4-*b*]pyridine-7,4'-piperidin]-5-yl)-2-methylpropanenitrile; 4) 1'-{[(3*S*,4*R*)-1-*tert*-butyl-4-(2,4-difluorophenyl)pyrrolidin-3-yl]carbonyl}-3-chloro-2-methyl-5-[1-methyl-1-(1-methyl-1*H*-1,2,4-triazol-5-yl)ethyl]-5*H*-spiro[furo[3,4-*b*]pyridine-7,4'-piperidine]; 5) *N*-[(3*R*,4*R*)-3-(3-chloro-2-methyl-5-[1-methyl-1-(1-methyl-1*H*-1,2,4-triazol-5-yl)ethyl]-1'*H*,5*H*-spiro[furo-[3,4-*b*]pyridine-  
 35 7,4'-piperidin]-1'-yl)carbonyl]-4-(2,4-difluorophenyl)-cyclopentyl]-*N*-methyltetrahydro-2*H*-pyran-4-amine; 6) 2-[3-chloro-1'-{[(1*R*,2*R*)-2-(2,4-difluorophenyl)-4-[methyl(tetrahydro-2*H*-

pyran-4-yl)amino]-cyclopentyl}-carbonyl)-2-methyl-5*H*-spiro[furo[3,4-*b*]pyridine-7,4'-piperidin]-5-yl]-2-methyl-propane-nitrile; and pharmaceutically acceptable salts thereof.

Suitable neurokinin-1 (NK-1) receptor antagonists may be favorably employed with the AMP-kinase activators of the present invention. NK-1 receptor antagonists of use in the present invention are fully described in the art. Specific neurokinin-1 receptor antagonists of use in the present invention include: (±)-(2*R*3*R*,2*S*3*S*)-*N*-{[2-cyclopropoxy-5-(trifluoromethoxy)-phenyl]methyl}-2-phenylpiperidin-3-amine; 2-(*R*)-(1-(*R*)-(3,5-bis(trifluoromethyl)-phenyl)ethoxy)-3-(*S*)-(4-fluorophenyl)-4-(3-(5-oxo-1*H*,4*H*-1,2,4-triazolo)methyl)morpholine; aperpitant; CJ17493; GW597599; GW679769; R673; RO67319; R1124; R1204; SSR146977; SSR240600; T-2328; and T2763; or a pharmaceutically acceptable salts thereof.

The term "therapeutically effective amount" means the amount the compound of structural formula I that will elicit the biological or medical response of a tissue, system, animal or human that is being sought by the researcher, veterinarian, medical doctor or other clinician, which includes alleviation of the symptoms of the disorder being treated. The novel methods of treatment of this invention are for disorders known to those skilled in the art. The term "mammal" includes humans, and companion animals such as dogs and cats.

The weight ratio of the compound of the Formula I to the second active ingredient may be varied and will depend upon the effective dose of each ingredient. Generally, an effective dose of each will be used. Thus, for example, when a compound of the Formula I is combined with a DPIV inhibitor the weight ratio of the compound of the Formula I to the DPIV inhibitor will generally range from about 1000:1 to about 1:1000, preferably about 200:1 to about 1:200. Combinations of a compound of the Formula I and other active ingredients will generally also be within the aforementioned range, but in each case, an effective dose of each active ingredient should be used.

The compounds of structural formula I of the present invention can be prepared according to the procedures of the following Schemes, Intermediates and Examples, using appropriate materials and are further exemplified by the following specific examples. Moreover, by utilizing the procedures described in the disclosure contained herein, one of ordinary skill in the art can readily prepare additional compounds of the present invention claimed herein. The compounds illustrated in the examples are not, however, to be construed as forming the only genus that is considered as the invention. The Examples further illustrate details for the preparation of the compounds of the present invention. Those skilled in the art will readily understand that known variations of the conditions and processes of the following preparative procedures can be used to prepare these compounds. The instant compounds are generally isolated in the form of their pharmaceutically acceptable salts, such as those previously described herein. The use of protecting groups for the amine and carboxylic acid functionalities to facilitate the desired reaction and minimize undesired reactions is well documented. Conditions required to remove



protecting groups are found in standard textbooks such as Greene, T, and Wuts, P. G. M., Protective Groups in Organic Synthesis, John Wiley & Sons, Inc., New York, NY, 1991. CBZ and BOC are commonly used protecting groups in organic synthesis, and their removal conditions are known to those skilled in the art. All temperatures are degrees Celsius unless  
5 otherwise noted. Mass spectra (MS) were measured by electron-spray ion-mass spectroscopy.

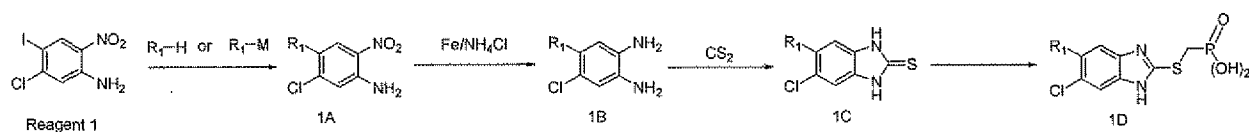
Abbreviations used in the description of the preparation of the compounds of the present invention: aq is aqueous; ACN is acetonitrile; AcOH is acetic acid; Bn is benzyl; BnBr is benzyl bromide; C is carbon; conc is concentrated; d is day(s); DAST is (diethylamino)sulfur trifluoride; DIBAL-H is di-isobutyl aluminum hydride; DCM is dichloromethane; DME is 1,2-  
10 dimethoxyethane; DMF is dimethyl formamide; DMSO is dimethyl sulfoxide; dppf is 1,1'-bis(diphenylphosphino)-ferrocene; Et is ethyl; EtO is ethoxy; Et<sub>2</sub>O is diethyl ether; EtOAc is ethyl acetate; EtOH is ethanol; Et<sub>3</sub>N is triethyl amine; Et<sub>3</sub>Si is triethyl silane; eq is equivalent; g is gram(s); h or hr is hour(s); HMDS is hexamethyldisilazane; HPLC is high pressure liquid chromatography; *i*-Pr is isopropyl; *O-i*-Pr is isopropoxy; KOAc is potassium acetate; L is liter;  
15 LC/MS is liquid chromatography/mass spectroscopy; LDA is lithium diisopropyl amide; M is molar; ml or mL is milliliter; Me is methyl; MeCN is acetonitrile; MeI is methyl iodide; MeO is methoxy; MeOH is methanol; min is minute(s); mm is millimeters of mercury; mmol is millimole(s); MP or Mp or mp is melting point; MPLC is medium pressure liquid chromatography; N is normal; NaOAc is sodium acetate; NBS is *N*-bromo succinamide; NIS is  
20 *N*-iodo succinamide; PPh<sub>3</sub> is triphenyl phosphine; wt % is weight percent; psi is pounds per square inch; RT or r.t. or rt is room temperature; Rt is retention time; Rochelles' Salt is potassium sodium tartrate; SEM is 2-(trimethylsilyl)-ethoxymethyl; SEMCl is 2-(trimethylsilyl)-ethoxymethyl chloride; Bu<sub>4</sub>NF and TBAF is tetrabutyl ammonium fluoride; TBS is *tert*-butyl dimethyl silyl chloride; TBSCl is *tert*-butyl dimethyl silyl chloride; TFA is trifluoro acetic acid;  
25 THF is tetrahydrofuran; TLC is thin layer chromatography; TMS is tetramethylsilyl; and TMSBr is tetramethylsilyl bromide.

Microwave (MW) reactions were performed with a single mode operating Biotage Emrys Optimizer in sealed reaction vials at the indicated fixed temperature held constant for the designated reaction time. The medium pressure liquid chromatography (MPLC) purifications  
30 were performed with Teledyne ISCO RediSep normal-phase columns pre-packed with 35-60 micron silica gel. The LC-MS system contained an Applied Biosystems API150EX MS operating in a positive ion mode receiving 0.1 mL/min flowrate with a Shimadzu UV detector receiving 0.1 mL/min flowrate. Unless specified, the LC conditions were solvent A = 0.03% TFA in acetonitrile; solvent B = 0.05% TFA in water; flowrate = 10 mL/min; column:  
35 Chromolith Performance RP-18e, 100×4.6 mm; gradient program: min (%B) 0 (95), 1.6 (5), 2.6 (5), 2.7 (95), 3.0 (95). Unless specified, the <sup>1</sup>H NMRs were obtained in DMSO-*d*<sub>6</sub> at 300 or 500 MHz and spectra were recorded in units δ with CD<sub>2</sub>HS(O)CD<sub>3</sub> (δ 2.504) as the reference line

internal standard. C, H, N microanalyses were performed by Robertson Microlit Laboratories, Inc., Madison, NJ.

The following reaction schemes illustrate methods which may be employed for the synthesis of the compounds of structural formula I described in this invention. All substituents are as defined above unless indicated otherwise. Several strategies based upon synthetic transformations known in the literature of organic synthesis may be employed for the preparation of the title compounds of general formula I.

Scheme 1

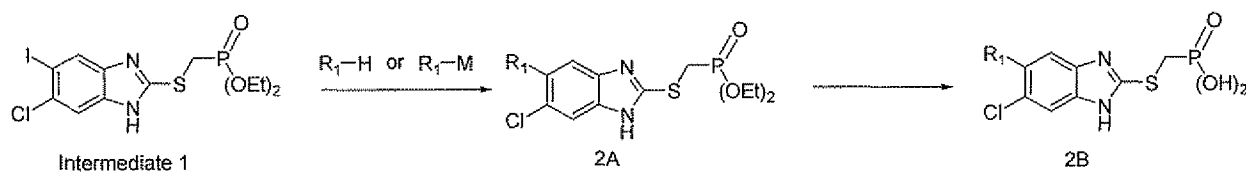


In Scheme 1, Reagent 1 is reacted with a boronic acid, boronate ester or stannane ( $R^1-M$ ) in the presence of palladium catalyst to afford compound 1A. Alternatively, Reagent 1 is reacted with an acetylene ( $R^1-H$ ) in the presence of palladium catalyst to afford compound 1A. The subsequent reduction of 1A with iron powder/ammonium chloride affords benzylidiamine 1B. Treatment of compound 1B with carbon disulfide under basic conditions gives 1,3-dihydro-2H-benzimidazole-2-thione 1C. The subsequent reaction with a base, such as potassium *tert*-butoxide, and toluene-4-sulfonic acid diethoxy-phosphorylmethyl ester, and the subsequent hydrolysis of the diethoxy substituents to hydroxy substituents affords the 2-substituted benzimidazole product 1D.

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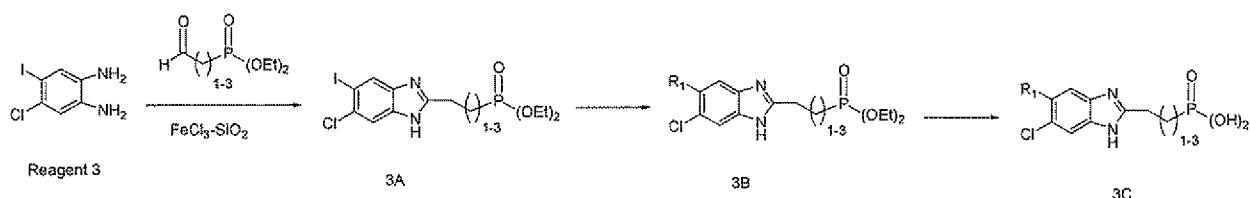
Scheme 2



In Scheme 2, Intermediate 1 is reacted with a boronic acid, boronate ester or stannane ( $R^1-M$ ) in the presence of palladium tetrakis(triphenylphosphine) to afford compound 2A. Alternatively, Intermediate 1 is reacted with an acetylene ( $R^1-H$ ) in the presence of copper (I) iodide and bis(triphenylphosphine)-palladium (II) chloride to afford compound 2A. Subsequent hydrolysis of compound affords the 2-substituted benzimidazole 2B.

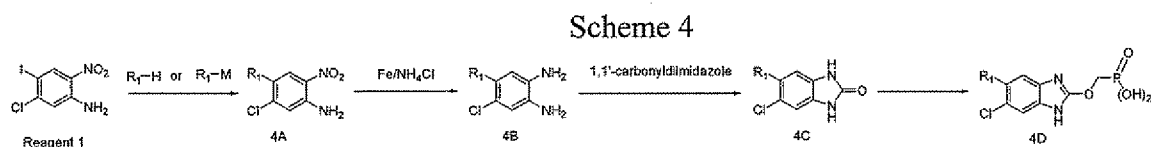
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Scheme 3



In Scheme 3, Reagent 3 is reacted with an oxo-alkyl phosphonic acid diethyl ester in the presence of  $\text{FeCl}_3\text{-SiO}_2$  to afford product 3A. Product 3A is then reacted with a boronic acid, boronate ester or stannane ( $\text{R}^1\text{-M}$ ) in the presence of palladium tetrakis(triphenyl)phosphine to afford product 3B. Alternatively, product 3A is reacted with an acetylene ( $\text{R}^1\text{-H}$ ) in the presence of copper (I) iodide to afford product 3B. Subsequent hydrolysis of the product 3B affords the 2-substituted benzimidazole 3C.

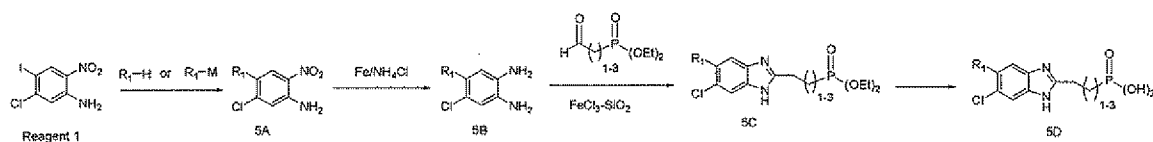
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In Scheme 4, Reagent 1 is reacted with a boronic acid, boronate ester or stannane ( $\text{R}^1\text{-M}$ ) in the presence of palladium catalyst to afford compound 4A. Alternatively, Reagent 1 is reacted with an acetylene ( $\text{R}^1\text{-H}$ ) in the presence of palladium catalyst to afford compound 4A. The subsequent reduction of 1A with iron powder/ammonium chloride affords benzyldiamine 4B. Treatment of compound 4B with 1,1'-carbonyldiimidazole gives 1,3-dihydro-2H-benzimidazole-2-one 4C. The subsequent reaction with a base, such as potassium fluoride, and diethyl (chloromethyl)phosphonate, and the subsequent hydrolysis of the diethoxy substituents to hydroxy substituents affords the 2-substituted benzimidazole product 4D.

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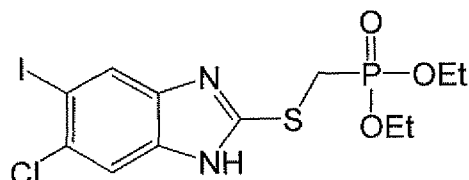
## Scheme 5



In Scheme 5, Reagent 1 is reacted with a boronic acid, boronate ester or stannane ( $\text{R}^1\text{-M}$ ) in the presence of palladium catalyst to afford compound 5A. Alternatively, Reagent 1 is reacted with an acetylene ( $\text{R}^1\text{-H}$ ) in the presence of palladium catalyst to afford compound 5A. The subsequent reduction of 1A with iron powder/ammonium chloride affords benzyldiamine 5B. The treatment of 5B with an oxo-alkyl phosphonic acid diethyl ester in the presence of  $\text{FeCl}_3\text{-SiO}_2$  affords product 5C. Subsequent hydrolysis of the product 5C affords the 2-substituted benzimidazole 5D.

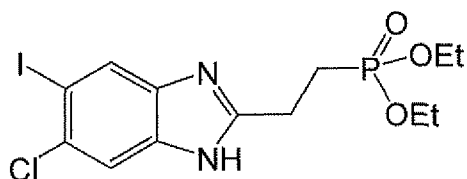
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## INTERMEDIATE 1



5 (6-Chloro-5-iodo-1H-benzoimidazol-2-ylsulfanylmethyl)-phosphonic acid diethyl ester. To a solution of 6-Chloro-5-iodo-1H-benzoimidazole-2-thiol (23.3 g, 75 mmol) in THF (450 mL) at 0 °C was added potassium tert-butoxide (9.23 g, 82 mmol). After 5 minutes, the mixture was warmed to r.t. and stirred for 20 minutes. The reaction was cooled back down to 0 °C. A solution of toluene-4-sulfonic acid diethoxy-phosphorylmethyl ester (26.6 g, 82 mmol) in 50 mL THF was slowly added. The reaction was stirred overnight as the ice bath gradually melted. The reaction was quenched with saturated aqueous ammonium chloride and was extracted twice with EtOAc. The combined EtOAc extracts were washed with brine, dried with MgSO<sub>4</sub>, and concentrated by rotary evaporation. The resulting residue was then dissolved in CH<sub>2</sub>Cl<sub>2</sub> and adsorbed onto silica gel for purification by flash chromatography (SiO<sub>2</sub>, 1 L). The desired product eluted using EtOAc. The product was further purified by filtration from Et<sub>2</sub>O. The resulting white solid was dried under vacuum for 2 hours to yield Intermediate 1. The mother liquor contained an undetermined amount of additional product.

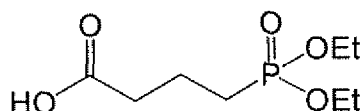
## INTERMEDIATE 2



20 [2-(6-Chloro-5-iodo-1H-benzoimidazol-2-yl)-ethyl]-phosphonic acid diethyl ester (1). 4-Chloro-5-iodo-benzene-1,2-diamine (250 mg, 0.93 mmol) was dissolved in 5 mL DMSO. (3-oxo-propyl)-phosphonic acid diethyl ester (prepared according to the procedure to Intermediate 5; 273 mg, 0.93 mmol) was added along with FeCl<sub>3</sub>-SiO<sub>2</sub> (1.87 g, 2.3 mmol), and the reaction mixture was stirred for 18 hr at 100 °C. The reaction mixture was then cooled to room temperature and diluted with EtOAc (50 mL). The reaction mixture was filtered over a pad of Celite<sup>TM</sup>, then washed three times with 50 mL portions of saturated aqueous ammonium chloride. The combined organic layers were dried over MgSO<sub>4</sub>, filtered and concentrated in *vacuo*. The resulting material was purified on ISCO (EtOAc/MeOH = 9/1) to yield Intermediate 2 as a brown oil.

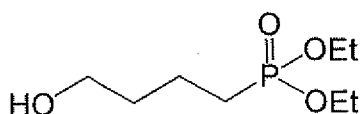
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## INTERMEDIATE 3



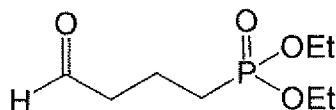
4-(Diethoxy-phosphoryl)-butyric acid (1). Triethyl-4-phosphonate (1 g, 3.9 mmol) was dissolved in 20 mL THF along with 1M NaOH (3.9 mL), and allowed to stir for 18 hr at ambient temperature. The solvent was then removed in *vacuo* and the residue was taken up in EtOAc and acidified with 1M HCl to pH ~ 1. The reaction mixture was extracted three times with EtOAc (20 mL), and the combined organic layers were dried over MgSO<sub>4</sub>, filtered and concentrated in *vacuo* to give Intermediate 3 as a colorless oil.

## INTERMEDIATE 4



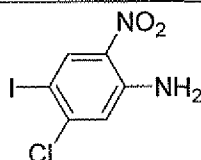
(4-Hydroxy-butyl)-phosphonic acid diethyl ester. To a solution of Intermediate 3 (585 mg, 2.6 mmol) in 15 mL THF at 0 °C is added 1M borane in THF (5.2 mL, 5.2 mmol). The reaction mixture was stirred for 4 hr at 0 °C, and then quenched with MeOH (1 mL). The solvent was removed in *vacuo*. The resulting residue was taken up in EtOAc (20 mL), and washed with 3-20 mL portions of 0.1 N HCl. The combined organic layers were dried over MgSO<sub>4</sub>, filtered and concentrated in *vacuo* to give Intermediate 4 as a colorless oil.

## INTERMEDIATE 5



(4-Oxo-butyl)-phosphonic acid diethyl ester. To a solution of Intermediate 4 (210 mg, 1.0 mmol) in 5 mL dichloromethane was added Dess-Martin Periodinate (640 mg, 1.5 mmol). The reaction was stirred for 2 hr at ambient temperature. Diethyl Ether (25 mL) was then added and the reaction was allowed to stir for an additional 45 minutes. The resulting white precipitate was filtered through a pad of Celite<sup>TM</sup>, and the filtrate containing the desired product was concentrated in *vacuo*. The resulting material was purified on ISCO (EtOAc/MeOH = 9/1) to give Intermediate 5 as a white semi-solid.

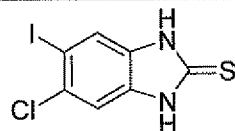
## INTERMEDIATE 6



5-chloro-4-iodo-2-nitroaniline. To a solution of 5-chloro-2-nitroaniline (25 g, 145 mmol) in AcOH (250 mL) was added *N*-iodosuccinimide (32.6 g 145 mmol). The mixture was stirred

overnight at 50°C, cooled to rt and filtered. The solid residue was washed with AcOH, water, saturated aqueous NaHCO<sub>3</sub> and water, and then dried to afford the desired product as a brown solid, which was used in the next step without further purification.

INTERMEDIATE 7



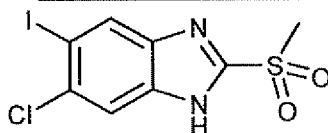
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5-chloro-6-iodo-1,3-dihydro-2H-benzimidazole-2-thione

Step A 4-chloro-5-iodobenzene-1,2-diamine. To a suspension of 5-chloro-4-iodo-2-nitroaniline (Intermediate 6, 36.5 g, 122 mmol) in EtOH (800 mL) and water (150 mL) was added iron powder (38 g, 673 mmol) and NH<sub>4</sub>Cl (16 g, 306 mmol). The mixture was heated under nitrogen at 50°C overnight. Additional iron powder (38 g, 673 mmol) and NH<sub>4</sub>Cl (16 g, 306 mmol) were added and heating was continued for 45 h. The reaction mixture was cooled, filtered and concentrated. The residue was re-dissolved in ethyl acetate and washed with sodium bicarbonate solution. The organic phase was concentrated to afford the desired product as a gray solid, which was used in the next step without further purification.

Step B 5-chloro-6-iodo-1,3-dihydro-2H-benzimidazole-2-thione. KOH (15.7 g, 238 mmol) in water (50 mL), followed by carbon disulfide (14.4 mL, 238 mmol), was added to a solution of 4-chloro-5-iodobenzene-1,2-diamine (50 g, 198 mmol) in EtOH (300 mL). The mixture was heated at reflux for 3 h, cooled and filtered. To the filtrate was added water (300 mL) and then AcOH (25 mL) in water (50 mL). The precipitate was collected, washed with water and a small amount of EtOH and dried to afford the desired product as a brown powder, which was used in the next step without further purification.

INTERMEDIATE 8



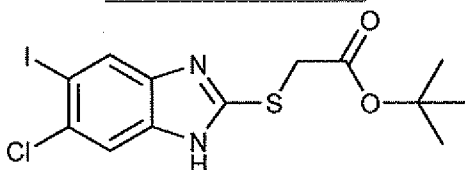
6-chloro-5-iodo-2-(methylsulfonyl)-1H-benzimidazole

Step A 6-chloro-5-iodo-2-(methylthio)-1H-benzimidazole. K<sub>2</sub>CO<sub>3</sub> (0.22 g, 1.61 mmol), followed by iodomethane (0.1 mL, 1.61 mmol), was added to a solution of 5-chloro-6-iodo-1,3-dihydro-2H-benzimidazole-2-thione (Intermediate 7, 1 g, 3.22 mmol) in acetone (20 mL) at 0°C. The reaction was stirred at rt for 1 h. Additional K<sub>2</sub>CO<sub>3</sub> (1.61 mmol) and iodomethane (1.61 mmol) were added, and stirring continued at rt overnight. Volatiles were removed and the residue was partitioned between EtOAc and water. Concentration afforded the desired product as a white foam, which was used in the next step without further purification.

Step B 6-chloro-5-iodo-2-(methylsulfonyl)-1H-benzimidazole. *m*-Chloroperbenzoic acid (1.4 g, 6.16 mmol) was added to a suspension of 6-chloro-5-iodo-2-(methylthio)-1H-benzimidazole (1.0g, 3.08 mmol) in DCM (50 mL). The reaction stirred at rt for 10 min then washed with 10%

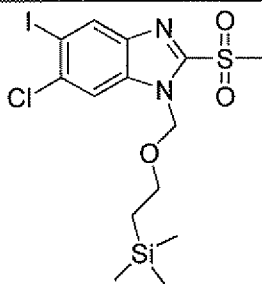
aqueous NaHCO<sub>3</sub>. The organic phase was concentrated. The residue was triturated with MeOH (3 mL) and filtered to afford the title compound as white powder. LC-MS: calculated for C<sub>8</sub>H<sub>6</sub>ClIN<sub>2</sub>O<sub>2</sub>S 356.57, observed m/e 357.30 (M + H)<sup>+</sup> (R<sub>t</sub> 1.21/2 min). NMR(CD<sub>3</sub>OD): 8.3 (1H,s), 7.9 (1H,s), 3.3 (3H,s).

5

INTERMEDIATE 9

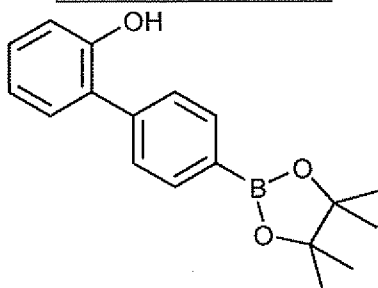
Tert-butyl 2-(6-chloro-5-iodo-1H-benzo[d]imidazol-2-ylthio)acetate. Cs<sub>2</sub>CO<sub>3</sub> (2.3 g, 7.08 mmol), followed by *tert*-butyl bromoacetate (0.52 mL, 3.54 mmol), was added to a solution of 5-chloro-6-iodo-1,3-dihydro-2*H*-benzimidazole-2-thione (Intermediate 7, 1.1 g, 3.54 mmol) in THF (20 mL) at 0°C. The reaction was stirred at rt for 0.5 h. Volatiles were removed and the residue was partitioned between EtOAc and water. Concentration afforded the desired product as a white powder. LC-MS: calculated for C<sub>13</sub>H<sub>14</sub>ClIN<sub>2</sub>O<sub>2</sub>S 423.95, observed m/e 424.8 (M+H)<sup>+</sup>.

10

INTERMEDIATE 10

6-chloro-5-iodo-2-(methylsulfonyl)-1-([2-(trimethylsilyl)ethoxy]methyl)-1H-benzimidazole. Et<sub>3</sub>N (20.95 mL, 150 mmol) and 2-(trimethylsilyl)ethoxy methyl chloride (17.29 mL, 98 mmol) were added to a solution of Intermediate 8 (26.8 g, 75 mmol) in THF (200 mL). The reaction was stirred at rt for 1 h. Volatiles were removed and the residue partitioned between EtOAc and water. The organic phase was washed with 2N aqueous HCl and brine, dried (MgSO<sub>4</sub>) and concentrated to afford the title compound as a white solid. LC-MS: calculated for C<sub>14</sub>H<sub>20</sub>ClN<sub>2</sub>O<sub>3</sub>SSi 485.97, observed m/e 428.83 (M + H)<sup>+</sup> (R<sub>t</sub> 2.30 min).

20

INTERMEDIATE 11

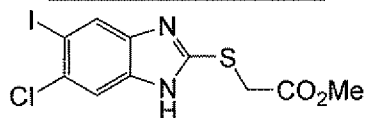
4'-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)biphenyl-2-ol.

25 Step A 4'-bromobiphenyl-2-ol. Potassium phosphate (2 M in water) (5.5 ml, 10.9 mmol) and

Pd(PPh<sub>3</sub>)<sub>4</sub> (209 mg, 0.18 mmol) were added to a solution of 1-bromo-4-iodobenzene (2.05 g, 7.25 mmol), and 2-hydroxybenzeneboronic acid (1 g, 7.25 mmol) in dioxane (50 mL). The reaction was heated at 100°C for 1 h. Volatiles were removed and the residue was purified by chromatography over silica eluting with 0-50% EtOAc/hexane to afford the desired product as a light yellow oil.

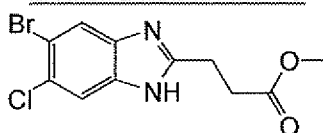
Step B 4'-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)biphenyl-2-ol. Potassium acetate (366 mg, 3.73 mmol) and dichloro [1,1'-bis (diphenylphosphino) ferrocene] palladium II DCM adduct (25.4 mg, 31 μmol) were added to a solution of 4'-bromobiphenyl-2-ol (310mg, 1.24 mmol), and bis(pinacolato)diboron (348 mg, 1.37 mmol) in DME (3 mL). The reaction was heated at 150°C under microwave irradiation for 10 min. Reaction mixture was filtered through a pad of Celite™ and purified by chromatography over silica eluting with 0-50% EtOAc/hexane to furnish the title compound as a white solid.

INTERMEDIATE 12



Methyl 2-(6-chloro-5-iodo-1H-benzimidazol-2-ylthio)acetate. A mixture of 6-chloro-5-iodo-2-thio-1H-benzimidazole (Intermediate 7; 4.00 g, 12.9 mmol), methyl bromoacetate (1.2 mL, 12.9 mmol), and Cs<sub>2</sub>CO<sub>3</sub> (8.41 g, 25.8 mmol) in 65 mL of THF was stirred for 2.5 h at rt. The volume of the solvent was reduced by rotary evaporation to about 20 mL, the mixture was diluted with 200 mL of EtOAc and washed with brine, dried (MgSO<sub>4</sub>) and evaporated. The resulting residue was subjected to chromatography on an 80 g column of SiO<sub>2</sub> eluting with 14% EtOAc in hexanes, followed by 20% to provide the title compound as an amorphous solid, which exists as a tautomer mixture in DMSO according to <sup>1</sup>H NMR: <sup>1</sup>H NMR (500 MHz, DMSO-*d*<sub>6</sub>): δ 3.66, 3.72, 3.73 (s each, 3H), 4.24, 4.25, 4.26 (s each, 2H), 7.71, 7.95 (s each, 1H), 7.99, 8.11, 8.22 (s each, 1H), 12.91 (br s, 1H); LC-MS: calculated for C<sub>10</sub>H<sub>8</sub>ClIN<sub>2</sub>O<sub>2</sub>S 382.6, observed m/e 382.9/384.9 (M + H)<sup>+</sup>.

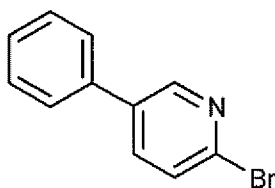
INTERMEDIATE 13



3-(5-bromo-6-chloro-1H-benzimidazol-2-yl)-propionic acid methyl ester may be prepared from the 5-bromo-6-chloro-phenyldiamine according to the procedure disclosed in Synthesis of new trifluoromethyl-substituted 11H-isoindolo[2,1-a]benzimidazol-11-one derivatives, Lingaiah, Boddupally P. V.; Yakaiah, Tallapally; Rao, Pamulaparthi S.; and Narsaiah, Banda, Heterocycles (2005), 65(10), 2329-2337.

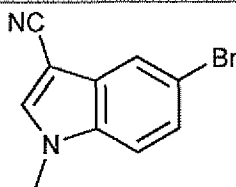
INTERMEDIATE 14





5 2-bromo-5-phenylpyridine.  $\text{Na}_2\text{CO}_3$  (1.117 mL, 2.234 mmol) followed by  $\text{Pd}(\text{PPh}_3)_4$  (51.6 mg, 0.045 mmol) were added to a solution of iodobenzene (0.1 mL, 0.894 mmol) and 2-bromopyridine-5-boronic acid (271 mg, 1.340 mmol) in DMF (4 mL). The reaction was heated at 60 °C for 4 h, cooled and concentrated. The residue was partitioned between EtOAc and water. The organic phase was washed with brine, dried ( $\text{MgSO}_4$ ), and concentrated. Chromatography over silica eluting with 4:1 hexanes:EtOAc afforded the title compound as an off-white solid. LC-MS: calculated for  $\text{C}_{11}\text{H}_8\text{BrN}$  234.09, observed  $m/e$  236.5 ( $\text{M} + \text{H}$ )<sup>+</sup> ( $R_t$  1.72 min).

#### INTERMEDIATE 15

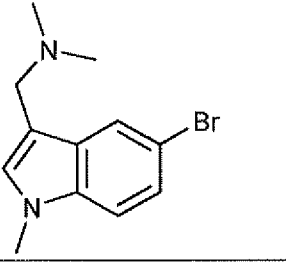
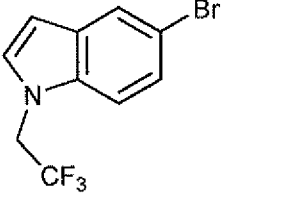
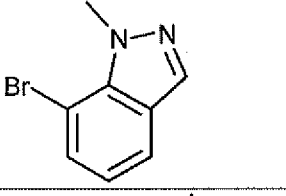
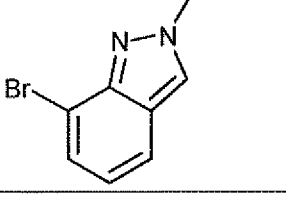
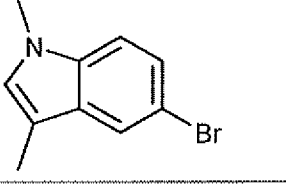
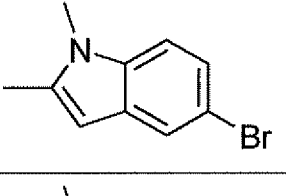
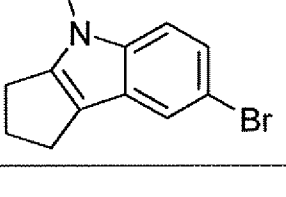
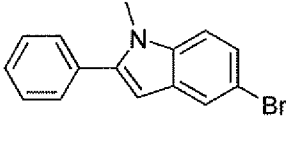


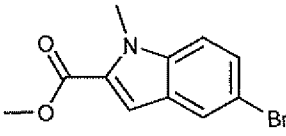
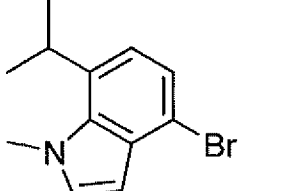
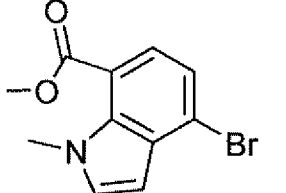
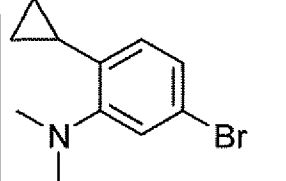
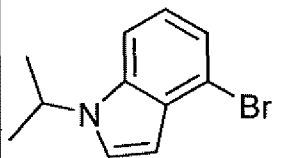
10 5-bromo-1-methyl-1H-indole-3-carbonitrile. To a solution of 5-bromo-1H-indole-3-carbonitrile (240 mg, 1.086 mmol) in DMF (2 mL) at 0°C was added NaH (130 mg, 3.26 mmol). After stirring at 0°C for 30 minutes, MeI (0.102 mL, 1.629 mmol) was added. Upon completion as judged by LCMS, the reaction was quenched with water. Volatiles were removed and the residue  
 15 partitioned between EtAOC and water. The organic phase was washed with brine, dried ( $\text{MgSO}_4$ ) and concentrated to afford the desired product as an off-white solid, which was used without further purification. LC-MS: calculated for  $\text{C}_{10}\text{H}_7\text{BrN}_2$  235.08, observed  $m/e$  236.97 ( $\text{M} + \text{H}$ )<sup>+</sup> ( $R_t$  1.04/2 min).

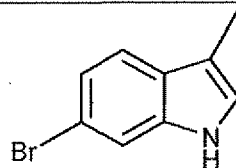
20 Intermediates 16-30 in Table I-1 were prepared following the procedures described for Intermediate 15 by substituting 5-bromo-1H-indole-3-carbonitrile with the appropriate amine, alcohol, acid or heterocycle from commercial sources or from among the Intermediates; and by substituting MeI with the appropriate alkylating agent from commercial sources.

Table I-1. Intermediates prepared according to the methods described in Intermediate 15.

In. No.	Name	Structure	HPLC-mass spectrum $m/e$

16	1-(5-bromo-1-methyl-1 <i>H</i> -indol-3-yl)- <i>N,N</i> -dimethylmethanamine		223.9
17	5-bromo-1-(2,2,2-trifluoroethyl)-1 <i>H</i> -indole		278.7
18	7-bromo-1-methyl-1 <i>H</i> -indazole		213.1
19	7-bromo-2-methyl-2 <i>H</i> -indazole		213.1
20	5-bromo-1,3-dimethyl-1 <i>H</i> -indole		224.9
21	5-bromo-1,2-dimethyl-1 <i>H</i> -indole		225.0
22	7-bromo-4-methyl-1,2,3,4-tetrahydrocyclopenta[b]indole		250.7
23	5-bromo-1-methyl-2-phenyl-1 <i>H</i> -indole		287.87

24	methyl 5-bromo-1-methyl-1H-indole-2-carboxylate		270.1
25	4-bromo-7-isopropyl-1-methyl-1H-indole		253.6
26	methyl 4-bromo-1-methyl-1H-indole-7-carboxylate		268.2
27	5-bromo-2-cyclopropyl-N,N-dimethylaniline		339.98
28	4-bromo-1-isopropyl-1H-indole		238.03

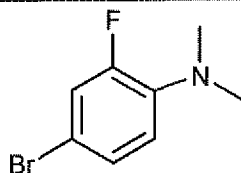
INTERMEDIATE 296-bromo-3-methyl-1H-indole

- 5 Step A 6-bromo-3-hydroxy-3-methyl-1,3-dihydro-2H-indol-2-one.  $\text{CH}_3\text{MgBr}$  (2 M in THF) (14.6 mL, 29.2 mmol) was added to a solution of 6-bromo-1H-indole-2,3-dione (2.2 g, 9.73 mmol) in THF (50 mL). The reaction was stirred at rt for 16 h then partitioned between saturated aqueous  $\text{NH}_4\text{Cl}$  (100 mL) and EtOAc (50 mL). The organic layer was separated, washed with brine, dried ( $\text{MgSO}_4$ ) and concentrated to afford the desired compound, which was used in the
- 10 next step without further purification.

Step B 6-bromo-3-methyl-1H-indole. A mixture of 6-bromo-3-hydroxy-3-methyl-1,3-dihydro-2H-indol-2-one (0.25 g, 1.0 mmol) and  $\text{BH}_3\text{-S}(\text{CH}_3)_2$  (5.16 mL, 1.0 M, 5.16 mmol) in THF (20 mL) was heated at 60 °C. The reaction was quenched with MeOH. Volatiles were removed. Chromatography over silica eluting with 4:1 hexane:EtOAc afforded the title compound. LC-

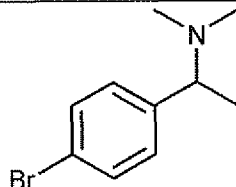
MS: calculated for  $C_9H_8BrN$ : 210.07; observed  $m/e$  211.0 ( $M + H$ )<sup>+</sup> ( $R_t$  1.14 min).

INTERMEDIATE 30



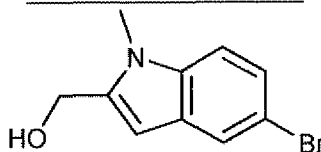
4-bromo-2-fluoro-N,N-dimethylaniline. To a solution of 2-fluoro-4-bromoaniline (1.0 g, 5.26 mmol) in AcOH (20 mL) at rt was added  $NaCNBH_3$  (1.654 g, 26.3 mmol). The mixture was stirred at rt overnight (~17 h). The reaction was cooled in an ice bath. Water (10 mL) was added, followed by solid KOH until pH >11. The mixture was extracted with DCM. The combined extracts were dried ( $MgSO_4$ ) and concentrated to afford the title compound, which was used without further purification. LC-MS: calculated for  $C_8H_9BrFN$  218.07, observed  $m/e$  219.99 ( $M + H$ )<sup>+</sup> ( $R_t$  0.96 min).

INTERMEDIATE 31



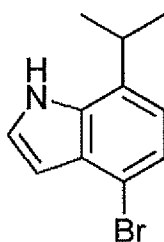
1-(4-bromophenyl)-N,N-dimethylethanamine. A solution of 1-(4-bromophenyl)ethylamine (1.65 g, 8.25 mmol), aqueous formaldehyde (1.8 mL, 37 wt% in water, 24.74 mmol), and NaOAc (2.71 g, 33.0 mmol) in MeOH (15 mL) was stirred at rt for 5 minutes.  $NaCNBH_3$  (1.04 g, 16.5 mmol) was added, and the mixture was stirred at rt for 2 h. The reaction was partitioned between water and EtOAc. The organic phase was washed with 2 N aqueous NaOH and brine, dried ( $MgSO_4$ ) and concentrated to afford the title compound, which was used without further purification.

INTERMEDIATE 32



(5-bromo-1-methyl-1H-indol-2-yl)methanol.  $LiAlH_4$  (0.4 mL, 0.800 mmol) was added to a solution of Intermediate 24 (100 mg, 0.373 mmol) in THF (4 mL) at 0 °C. The reaction mixture was stirred at rt for 15 min and quenched with ice-water. The aqueous phase was extracted with EtOAc. The combined organics were dried ( $MgSO_4$ ), filtered and concentrated to afford the title compound, which was used without further purification. LC-MS: calculated for  $C_{10}H_{10}BrNO$  240.1, observed  $m/e$  242.1 ( $M+H$ )<sup>+</sup>  $R_t$  (3.04/4min.).

INTERMEDIATE 33

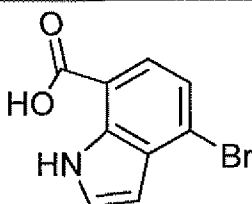


4-bromo-7-isopropyl-1H-indole

Step A 4-bromo-1-isopropyl-2-nitrobenzene. 1-Isopropyl-2-nitrobenzene (5 g, 30.3 mmol) and NBS (5.39 g, 30.3 mmol) were dissolved in TFA (150 mL) and H<sub>2</sub>SO<sub>4</sub> (15 mL). The reaction was stirred at rt for 15 h, and then poured into ice water (200 mL). The organic phase was washed with brine, dried (MgSO<sub>4</sub>), filtered and concentrated to afford the desired product, which was used in the following step without further purification.

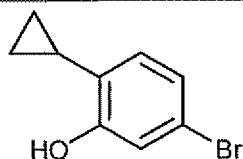
Step B 4-bromo-7-isopropyl-1H-indole. Vinyl magnesium bromide (1 M in THF) (98 mL, 98 mmol) was added to 4-bromo-1-isopropyl-2-nitrobenzene (4 g, 16.39 mmol) in THF (60 mL) at 40 °C. The reaction mixture was stirred for 1 h, then poured into saturated aqueous NH<sub>4</sub>Cl and extracted with ether. The combined ethereal extracts were dried (MgSO<sub>4</sub>) and concentrated. Chromatography over silica eluting with 1-20% EtOAc/ hexanes afforded the title compound. LC-MS: calculated for C<sub>11</sub>H<sub>12</sub>BrN 237.02, observed m/e 238.2 (M+H)<sup>+</sup> Rt (1.96/4min.).

INTERMEDIATE 34



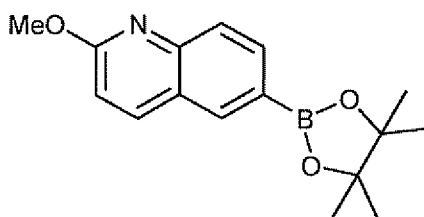
4-bromo-1H-indole-7-carboxylic acid. Intermediate 34 was prepared by the procedure of Step B of Intermediate 33, starting from the appropriate starting material.

INTERMEDIATE 35



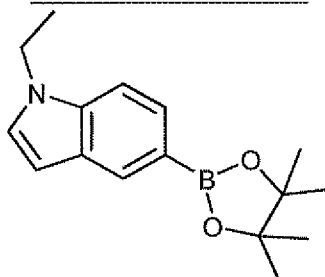
5-bromo-2-cyclopropylphenol. An ice-cold solution of H<sub>2</sub>SO<sub>4</sub> (0.23 mL, 4.31 mmol) in water (2 mL) was added to 5-bromo-2-cyclopropylaniline (300 mg, 1.42 mmol) at 0 °C. The reaction was stirred for 10 min, then sodium nitrite (98 mg, 1.415 mmol) in 2 mL cold water was added dropwise. The reaction was stirred at 0 °C for 1 h and then heated at 100 °C for 1 h. Reaction was extracted with EtOAc. Combined organic layers were washed with brine, dried (MgSO<sub>4</sub>), filtered and concentrated to afford the title compound, which was used without further purification. LC-MS calculated for C<sub>9</sub>H<sub>9</sub>BrO: 211.98, no ionization, (Rt: 1.57/ 4 min.).

INTERMEDIATE 36



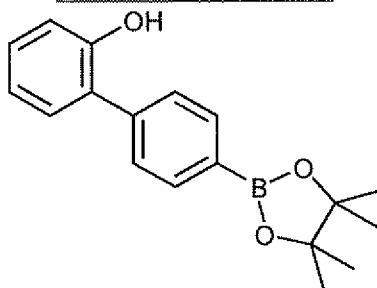
5 2-methoxy-6-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)quinoline. 6-bromo-2-methoxyquinoline (400 mg, 1.68 mmol), bis(pinacolato)diboron (482 mg, 1.90 mmol), PdCl<sub>2</sub>(dppf) (41 mg, 0.050 mmol), and NaOAc (413 mg, 5.04 mmol) were dissolved in DMF (10 mL) and heated at 90 °C for 24 h. The reaction was concentrated, diluted with EtOAc and filtered. The filtrate was concentrated. Chromatography over silica eluting with 10% EtOAc/hexanes afforded the title compound as a white solid. LC-MS: calculated for C<sub>16</sub>H<sub>20</sub>BNO<sub>3</sub> 285.15, observed m/e 286.2 (M + H)<sup>+</sup> (R<sub>t</sub> 2.06 min).

INTERMEDIATE 37



10 1-ethyl-5-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)-1H-indole. To a 0 °C suspension of NaH (43 mg, 1.81 mmol) in THF (4 mL) was added a solution of 5-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)-1H-indole (400 mg, 1.65 mmol, Aldrich) in THF (4 mL). The reaction mixture was maintained at 0 °C for 15 min, iodoethane (0.200 mL, 2.47 mmol) was added and  
 15 the reaction was heated at 50 °C for 30 min. The mixture was partitioned between water and EtOAc. The aqueous layer was extracted with EtOAc and the combined organics were washed with brine, dried (Na<sub>2</sub>SO<sub>4</sub>), filtered, and concentrated. Chromatography over silica eluting with 1-8% EtOAc/hexanes afforded the title compound as a white solid. LC-MS: calculated for C<sub>16</sub>H<sub>22</sub>BNO<sub>2</sub> 271.16, observed m/e 273.2 (M + H)<sup>+</sup> (R<sub>t</sub> 2.09 min).

INTERMEDIATE 38

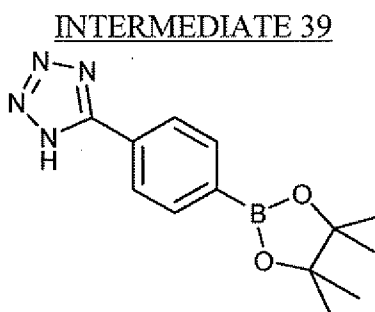


20 4'-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)biphenyl-2-ol.

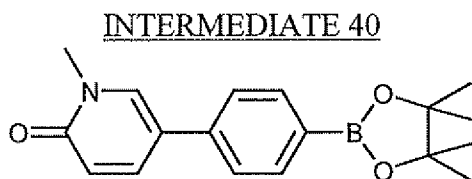
Step A 4'-bromobiphenyl-2-ol. Potassium phosphate (2 M in water) (5.5 ml, 10.9 mmol) and Pd(PPh<sub>3</sub>)<sub>4</sub> (209 mg, 0.18 mmol) were added to a solution of 1-bromo-4-iodobenzene (2.05 g,

7.25 mmol), and 2-hydroxybenzeneboronic acid (1 g, 7.25 mmol) in dioxane (50 mL). The reaction was heated at 100°C for 1 h. Volatiles were removed and the residue was purified by chromatography over silica eluting with 0-50% EtOAc/hexane to afford the desired product as a light yellow oil.

- 5 Step B 4'-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)biphenyl-2-ol. Potassium acetate (366 mg, 3.73 mmol) and dichloro [1,1'-bis (diphenylphosphino) ferrocene] palladium II DCM adduct (25.4 mg, 31 μmol) were added to a solution of 4'-bromobiphenyl-2-ol (310mg, 1.24 mmol), and bis(pinacolato)diboron (348 mg, 1.37 mmol) in DME (3 mL). The reaction was heated at 150°C under microwave irradiation for 10 min. Reaction mixture was filtered through a pad of celite  
10 and purified by chromatography over silica eluting with 0-50% EtOAc/hexane to furnish the title compound as a white solid.



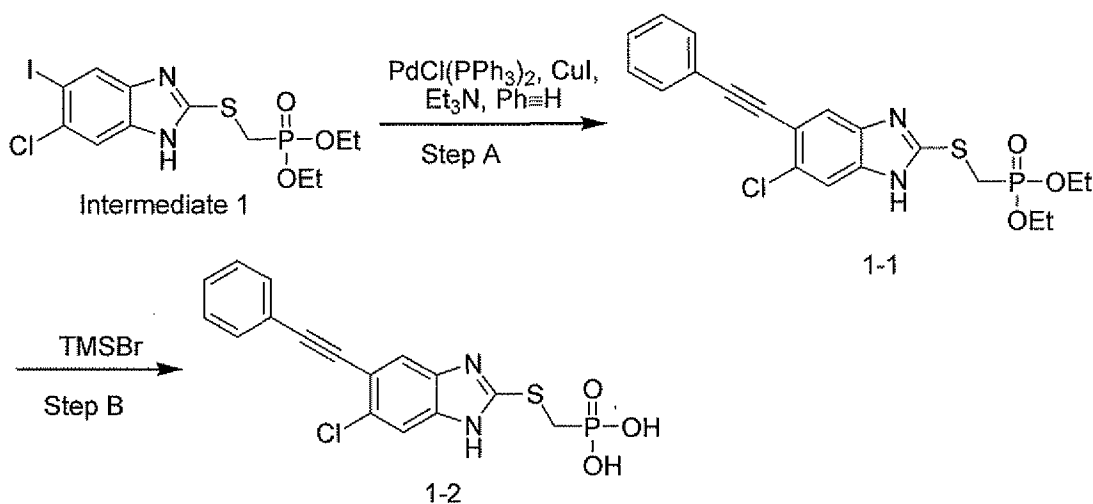
- 15 5-[4-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)phenyl]-1H-tetrazole. To a solution of 4-cyanophenyl)boronic acid (220 mg, 1.497 mmol) in DME (1.5 mL) was added pinacol (186 mg, 1.574 mmol) and MgSO<sub>4</sub> (660 mg, 5.48 mmol). The mixture was stirred at room temperature for 18 h and then filtered, rinsing with DME (1mL). To the filtrate was added azidotrimethylsilane (0.4 mL, 3.01 mmol) and dibutyltin oxide (37 mg, 0.149 mmol). The reaction was heated at 150°C under microwave irradiation for 15 min. The reaction mixture was concentrated.  
20 Chromatography over silica eluting with 50:50 EtOAc:hexanes afforded the title compound as a white solid. LC-MS: calculated for C<sub>13</sub>H<sub>17</sub>BN<sub>4</sub>O<sub>2</sub> 272.14, observed m/e 273.3 (M+H)<sup>+</sup> Rt (1.61/4 min.).



- 25 1-methyl-5-[4-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)phenyl]pyridin-2(1H)-one. To a solution of 5-Bromo-1-methylpyridine-2-(1H)-one (250 mg, 1.330 mmol) in dioxane (16 mL) was added Pd(PPh<sub>3</sub>)<sub>4</sub> (100 mg, 0.087mmol), 1,4 -benzenediboronic acid dipinacol ester (1.23 g, 3.73mmol) and 1 M aqueous K<sub>2</sub>CO<sub>3</sub> (4.8 mL). The reaction mixture was heated at 120 °C for 30 minutes, cooled and partitioned between EtOAc and water. The aqueous phase was extracted  
30 with EtOAc. The combined organics were washed with brine, dried (MgSO<sub>4</sub>), filtered and concentrated. Chromatography over silica eluting with 20-50% EtOAc/hexanes afforded the title

compound. LC-MS calculated for  $C_{18}H_{22}BN_2O_3$ : 311.17, observed  $m/e$  312.5 (M+H)<sup>+</sup> (Rt:1.75 / 4 min).

## EXAMPLE 1

5 (5-Chloro-6-phenylethynyl-1H-benzimidazol-2-ylsulfanylmethyl)-phosphonic acid

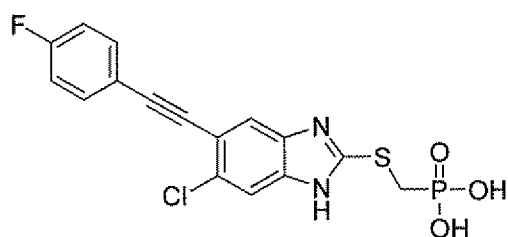
Step A: (5-Chloro-6-phenylethynyl-1H-benzimidazol-2-ylsulfanylmethyl)-phosphonic acid diethyl ester (1-1). A mixture of (6-Chloro-5-iodo-1H-benzimidazol-2-ylsulfanylmethyl)-phosphonic acid diethyl ester (Intermediate 1, 0.4 g, 1.0 mmol), phenyl acetylene (0.26 mL, 2.0 mmol), PdCl(PPh<sub>3</sub>)<sub>2</sub> (0.34 g, 0.050 mmol), CuI (0.018 g, 0.1 mmol), Et<sub>3</sub>N (0.96 mL, 6.94 mmol), and 10.0 mL of DMF was heated to 120 °C for 10 minutes using a microwave reactor. HPLC indicated the reaction was complete. The crude mixture was diluted with 40 mL EtOAc and washed with 3 x 40 mL H<sub>2</sub>O. The organic fractions were separated, combined, dried over MgSO<sub>4</sub>, and concentrated *in vacuo* to afford an oil. This oil was purified by MPLC to afford title compound 1-1 as clear oil.

Step B: (5-Chloro-6-phenylethynyl-1H-benzimidazol-2-ylsulfanylmethyl)-phosphonic acid (1-2). Compound 1-1 was stirred with TMSBr (0.41 mL, 3.2 mmol) and 2.7 mL of CH<sub>2</sub>Cl<sub>2</sub> for 5 hours before concentrating *in vacuo* to afford compound 1-2 as an oil. The oil was redissolved in 2 to 3 mL of MeOH and re-concentrated, then triturated with acetonitrile and EtOAc to afford title compound 1-2 as a white powder. mp 210-215 °C; LRMS (API-ES)  $m/e$  for  $C_{16}H_{12}ClN_2O_3PS$  (M+H)<sup>+</sup>, calcd 378.77, found 379.4; Anal. Calcd for  $C_{16}H_{12}ClN_2O_3PS + 1$  HBr: C, 41.81; H, 2.85; N, 6.09. Found: C, 42.11; H, 2.66; N, 6.21.

25

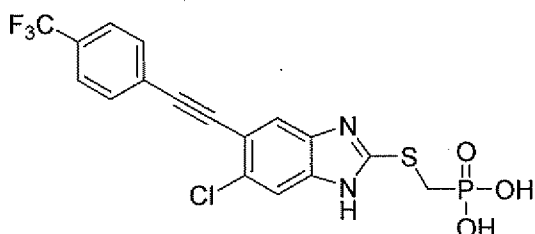
## EXAMPLE 2





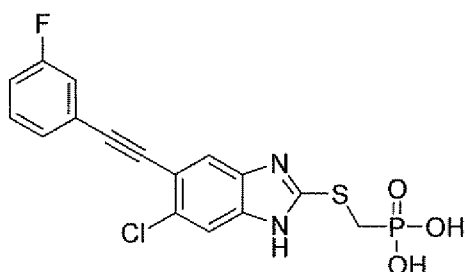
The compound of Example 2 was prepared according to the procedure for Example 1, using the appropriate starting materials and reagents. LRMS (API-ES)  $m/e$  for  $C_{16}H_{11}ClFN_2O_3PS$  ( $M+H$ )<sup>+</sup>, calcd 396.76, found 397.1. Anal. Calcd for  $C_{16}H_{11}ClFN_2O_3PS + 0.9 HBr$ : C, 40.92; H, 2.55; N, 5.97. Found: C, 40.66; H, 2.30; N, 6.06.

## EXAMPLE 3



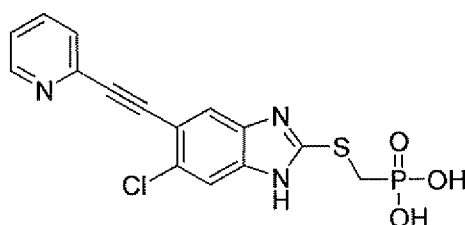
The compound of Example 3 was prepared according to the procedure for Example 1, using the appropriate starting materials and reagents. LRMS (API-ES)  $m/e$  for  $C_{17}H_{11}ClF_3N_2O_3PS$  ( $M+H$ )<sup>+</sup>, calcd 446.77, found 447.4; Anal. Calcd for  $C_{17}H_{11}ClF_3N_2O_3PS + 0.6 EtOAc + 0.2 CH_3CN$ : C, 46.78; H, 3.24; N, 5.95. Found: C, 47.16; H, 2.88; N, 6.25.

## EXAMPLE 4



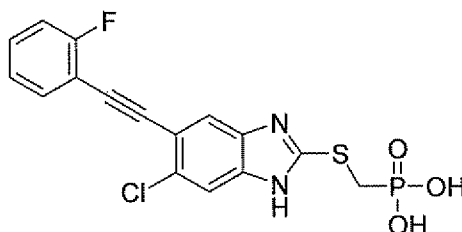
The compound of Example 4 was prepared according to the procedure for Example 1, using the appropriate starting materials and reagents. LRMS (API-ES)  $m/e$  for  $C_{16}H_{11}ClFN_2O_3PS$  ( $M+H$ )<sup>+</sup>, calcd 396.76, found 397.1; Anal. Calcd for  $C_{17}H_{11}ClF_3N_2O_3PS + 0.6 EtOAc + 0.2 CH_3CN$ : C, 40.69; H, 2.77; N, 5.93. Found: C, 40.83; H, 3.16; N, 5.70.

## EXAMPLE 5



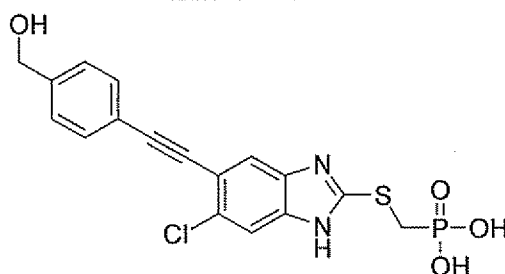
The compound of Example 5 was prepared according to the procedure for Example 1, using the appropriate starting materials and reagents. LRMS (API-ES)  $m/e$  for  $C_{15}H_{11}ClN_3O_3PS$  ( $M+H$ )<sup>+</sup>, calcd 379.76, found 380.1; Anal. Calcd for  $C_{15}H_{11}ClN_3O_3PS + 1.8 HBr + 1.3 H_2O$ : C, 32.83; H, 2.83; N, 7.66. Found: C, 32.84; H, 3.18; N, 7.73.

## EXAMPLE 6



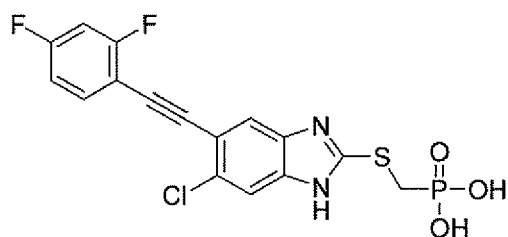
The compound of Example 6 was prepared according to the procedure for Example 1, using the appropriate starting materials and reagents. LRMS (API-ES)  $m/e$  for  $C_{16}H_{11}ClFN_2O_3PS$  ( $M-H$ )<sup>-</sup>, calcd 396.76, found 395.1; Anal. Calcd for  $C_{16}H_{11}ClFN_2O_3PS + 1.0 H_2O + 0.5 HBr + 1.0 MeOH$ : C, 41.90; H, 3.62; N, 5.75. Found: C, 41.48; H, 3.70; N, 5.54.

## EXAMPLE 7



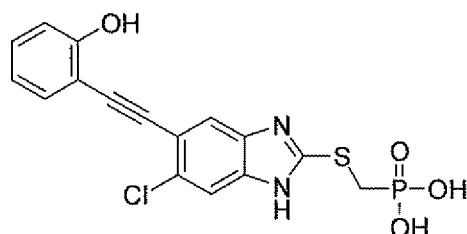
The compound of Example 7 was prepared according to the procedure for Example 1, using the appropriate starting materials and reagents. LRMS (API-ES)  $m/e$  for  $C_{17}H_{14}ClN_2O_4PS$  ( $M+H$ )<sup>+</sup>, calcd 408.80, found 409.4; Anal. Calcd for  $C_{17}H_{14}ClN_2O_4PS + 0.3 NH_4Br + 1 NH_4$ : C, 44.86; H, 4.03; N, 10.15. Found: C, 44.66; H, 4.16; N, 9.96.

## EXAMPLE 8



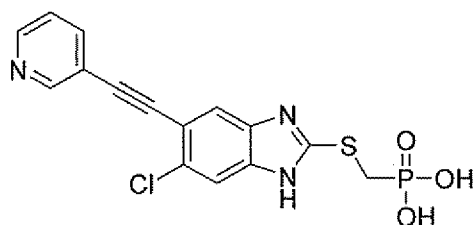
The compound of Example 8 was prepared according to the procedure for Example 1, using the appropriate starting materials and reagents. LRMS (API-ES)  $m/e$  for  $C_{16}H_{10}ClF_2N_2O_3PS$   $(M+H)^+$ , calcd 414.75, found 415.1; Anal. Calcd for  $C_{16}H_{10}ClF_2N_2O_3PS + 0.86 HBr$ : C, 39.68; H, 2.26; N, 5.78. Found: C, 39.32; H, 2.63; N, 6.02.

## EXAMPLE 9



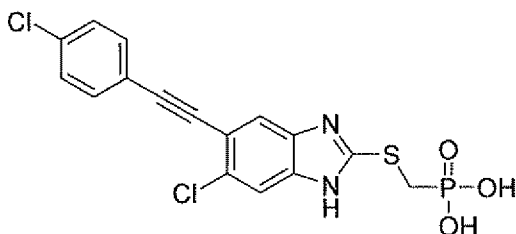
The compound of Example 9 was prepared according to the procedure for Example 1, using the appropriate starting materials and reagents. LRMS (API-ES)  $m/e$  for  $C_{16}H_{12}ClN_2O_4PS$   $(M+H)^+$ , calcd 394.77, found 395.1; Anal. Calcd for  $C_{16}H_{12}ClN_2O_4PS + 0.8 HBr + 1 H_2O$ : C, 40.24; H, 3.12; N, 5.87. Found: C, 40.34; H, 2.79; N, 5.47.

## EXAMPLE 10



The compound of Example 10 was prepared according to the procedure for Example 1, using the appropriate starting materials and reagents. LRMS (API-ES)  $m/e$  for  $C_{15}H_{11}ClN_3O_3PS$   $(M+H)^+$ , calcd 379.76, found 380.4; Anal. Calcd for  $C_{15}H_{11}ClN_3O_3PS + 0.8 HBr + 0.2 H_2O$ : C, 40.21; H, 2.74; N, 9.38. Found: C, 40.37; H, 3.11; N, 9.17.

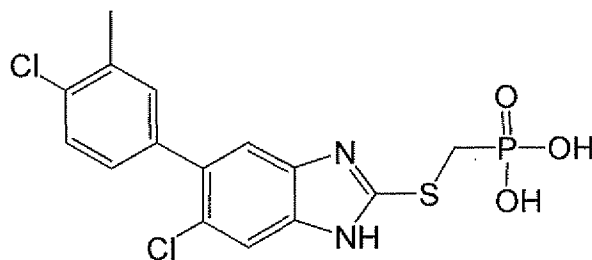
## EXAMPLE 11



The compound of Example 11 was prepared according to the procedure for Example 1, using the appropriate starting materials and reagents. LRMS (API-ES)  $m/e$  for  $C_{16}H_{11}Cl_2N_2O_3PS$  ( $M+H$ )<sup>+</sup>, calcd 411.96, found 413.1; Anal. Calcd for  $C_{16}H_{11}Cl_2N_2O_3PS + 0.9 HBr + 0.5 H_2O$ : C, 38.82; H, 2.63; N, 5.66. Found: C, 38.88; H, 2.99; N, 5.36.

5

## EXAMPLE 12

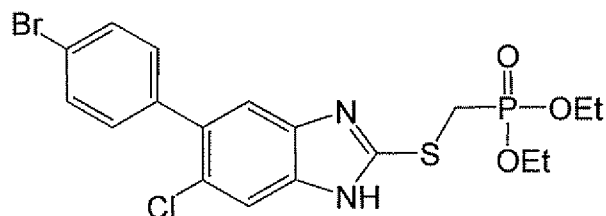


[6-Chloro-5-(4-chloro-3-methyl-phenyl)-1H-benzoimidazol-2-ylsulfanylmethyl]-phosphonic acid

Step A: [6-Chloro-5-(4-chloro-3-methyl-phenyl)-1H-benzoimidazol-2-ylsulfanylmethyl]-phosphonic acid diethyl ester (12-1). To a solution of (6-Chloro-5-iodo-1H-benzoimidazol-2-ylsulfanylmethyl)-phosphonic acid diethyl ester (Intermediate 1, 255 mg, 0.55 mmol) in toluene (2 mL) was added 4-chloro-*m*-tolueneboronic acid (185 mg, 1.1 mmol), tetrakis(triphenylphosphine)palladium(0) (70 mg, 0.061 mmol), and potassium carbonate (305 mg, 2.2 mmol) as a solution in H<sub>2</sub>O (1 mL). The resulting mixture was heated in a sealed microwave vial at 130 °C for 15 minutes. The reaction was quenched with saturated aqueous ammonium chloride, partitioned between CH<sub>2</sub>Cl<sub>2</sub> and H<sub>2</sub>O, and filtered through a Celite<sup>TM</sup> pad. The organic and aqueous layers were separated. The organic layer was dried with MgSO<sub>4</sub> and the solvent was removed by rotary evaporation. The residue was purified by flash chromatography (SiO<sub>2</sub>, 12 g) using a gradient up to 9:1 EtOAc:Hexane to isolate the title compound 12-1.

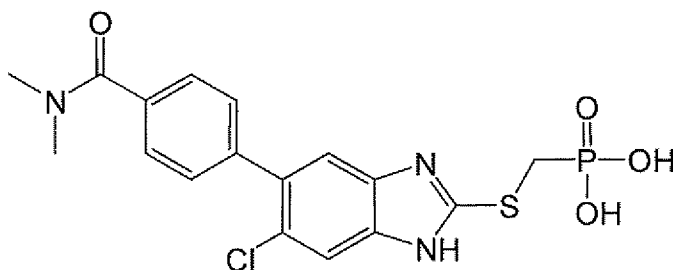
Step B: [6-Chloro-5-(4-chloro-3-methyl-phenyl)-1H-benzoimidazol-2-ylsulfanylmethyl]-phosphonic acid (12-2). To a solution of [6-Chloro-5-(4-chloro-3-methyl-phenyl)-1H-benzoimidazol-2-ylsulfanylmethyl]-phosphonic acid diethyl ester 12-1 (140 mg, 0.29 mmol) in CH<sub>2</sub>Cl<sub>2</sub> (0.8 mL) and hexamethyldisilazane (0.8 mL) was added bromotrimethylsilane (0.40 mL, 3.0 mmol). After stirring overnight at room temperature, the volatiles were removed from the mixture via a rotary evaporator. The resulting residue was dissolved in EtOAc (2 mL) and filtered through a 0.45 μm syringe filter. The filtrate was evaporated to dryness, and anhydrous MeOH was added. The mixture was triturated by sonication from MeOH to give a suspension of a fine white solid. The solid was isolated by centrifugation followed by decanting the MeOH. The resulting solid was further purified by a second trituration in MeOH, and then dried under vacuum at 40 °C overnight to afford the title compound 12-2. LRMS (API-ES)  $m/e$  for  $C_{15}H_{13}Cl_2N_2O_3PS$  ( $M+H$ )<sup>+</sup>, calcd 403.23, found 403.1. Anal. Calcd for  $C_{15}H_{13}Cl_2N_2O_3PS$ : C, 44.68; H, 3.25; N, 6.95. Found: C, 44.44; H, 3.43; N, 6.68.

## EXAMPLE 13



5 [5-(4-Bromo-phenyl)-6-chloro-1H-benzoimidazol-2-ylsulfanylmethyl]-phosphonic acid diethyl ester. The compound of Example 13 was prepared according to the procedure for Example 12, using the appropriate starting materials and reagents.

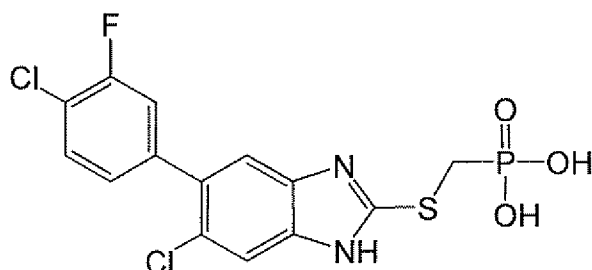
## EXAMPLE 14



10 [6-Chloro-5-(4-dimethylcarbamoyl-phenyl)-1H-benzoimidazol-2-ylsulfanylmethyl]-phosphonic acid. The compound of Example 14 was prepared according to the procedure for Example 12, using the appropriate starting materials and reagents. LRMS (API-ES) *m/e* for C<sub>17</sub>H<sub>17</sub>ClN<sub>3</sub>O<sub>4</sub>PS (M+H)<sup>+</sup>, calcd 425.83, found 426.1. Anal. Calcd for C<sub>17</sub>H<sub>17</sub>ClN<sub>3</sub>O<sub>4</sub>PS + 0.3 TFA: C, 45.95; H, 3.79; N, 9.13. Found: C, 46.04; H, 3.42; N, 8.84.

15

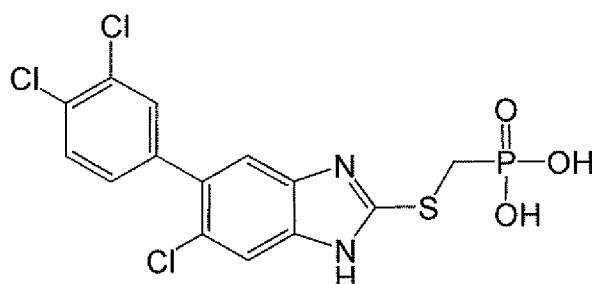
## EXAMPLE 15



[6-Chloro-5-(4-chloro-3-fluoro-phenyl)-1H-benzoimidazol-2-ylsulfanylmethyl]-phosphonic acid.

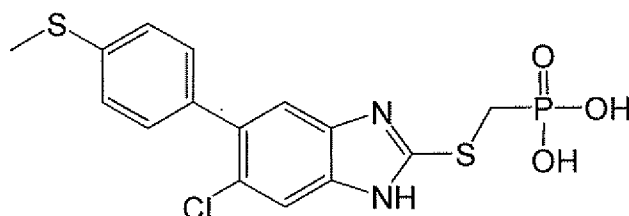
20 The compound of Example 15 was prepared according to the procedure for Example 12, using the appropriate starting materials and reagents. LRMS (API-ES) *m/e* for C<sub>14</sub>H<sub>10</sub>Cl<sub>2</sub>FN<sub>2</sub>O<sub>3</sub>PS (M+H)<sup>+</sup>, calcd 407.19, found 407.4. Anal. Calcd for C<sub>14</sub>H<sub>10</sub>Cl<sub>2</sub>FN<sub>2</sub>O<sub>3</sub>PS: C, 41.30; H, 2.48; N, 6.88. Found: C, 42.20; H, 3.32; N, 6.42.

## EXAMPLE 16



[6-Chloro-5-(3,4-dichloro-phenyl)-1H-benzoimidazol-2-ylsulfanylmethyl]-phosphonic acid. The compound of Example 16 was prepared according to the procedure for Example 12, using the appropriate starting materials and reagents. LRMS (API-ES) *m/e* for  $C_{14}H_{10}Cl_3N_2O_3PS$  ( $M+H$ )<sup>+</sup>,  
 5 calcd 423.64, found 425.1. Anal. Calcd for  $C_{14}H_{10}Cl_3N_2O_3PS + 0.3 H_2O$ : C, 39.19; H, 2.49; N, 6.53. Found: C, 39.22; H, 2.60; N, 6.46.

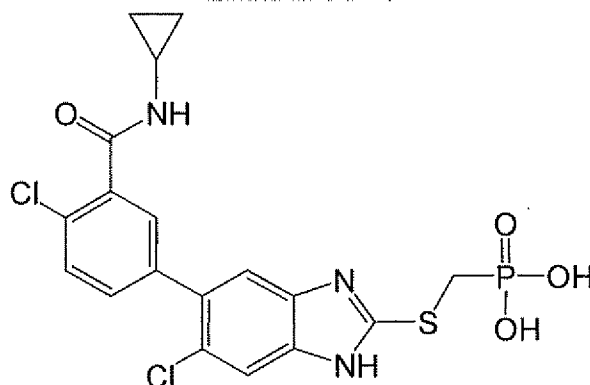
## EXAMPLE 17



[6-Chloro-5-(4-methylsulfanyl-phenyl)-1H-benzoimidazol-2-ylsulfanylmethyl]-phosphonic acid. The compound of Example 17 was prepared according to the procedure for Example 12, using the appropriate starting materials and reagents. LRMS (API-ES) *m/e* for  $C_{15}H_{14}ClFN_2O_3PS_2$  ( $M+H$ )<sup>+</sup>, calcd 400.85, found 401.1. Anal. Calcd for  $C_{15}H_{14}ClFN_2O_3PS_2$ : C, 44.95; H, 3.52; N, 6.99. Found: C, 44.63; H, 3.47; N, 6.81.

15

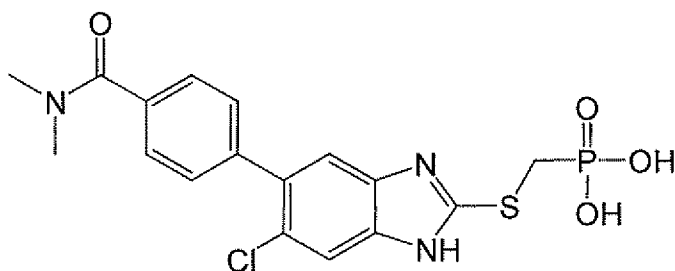
## EXAMPLE 18



[6-Chloro-5-(4-chloro-3-cyclopropylcarbamoyl-phenyl)-1H-benzoimidazol-2-ylsulfanylmethyl]-phosphonic acid. The compound of Example 18 was prepared according to the procedure for  
 20 Example 12, using the appropriate starting materials and reagents. LRMS (API-ES) *m/e* for  $C_{18}H_{16}Cl_2N_3O_4PS$  ( $M+H$ )<sup>+</sup>, calcd 472.29, found 472.4. Anal. Calcd for  $C_{18}H_{16}Cl_2N_3O_4PS$ : C,

44.92; H, 3.56; N, 8.73. Found: C, 44.91; H, 3.41; N, 8.47.

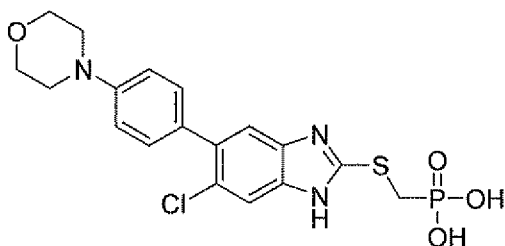
## EXAMPLE 19



5 [6-Chloro-5-(4-dimethylcarbamoyl-phenyl)-1H-benzoimidazol-2-ylsulfanylmethyl]-phosphonic acid. The compound of Example 19 was prepared according to the procedure for Example 12, using the appropriate starting materials and reagents. LRMS (API-ES)  $m/e$  for  $C_{17}H_{17}ClN_3O_4PS$  ( $M+H$ )<sup>+</sup>, calcd 425.83, found 426.1. Anal. Calcd for  $C_{17}H_{17}ClN_3O_4PS + 0.3$  TFA: C, 45.95; H, 3.79; N, 9.13. Found: C, 46.04; H, 3.42; N, 8.84.

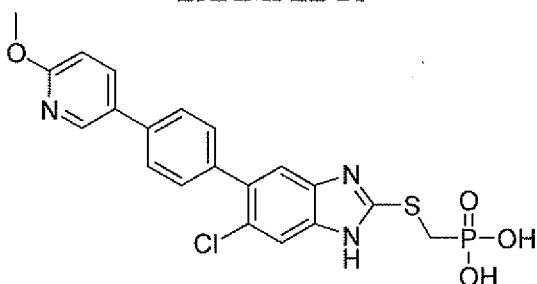
10

## EXAMPLE 20



15 (5-chloro-6-(4-morpholinophenyl)-1H-benzo[d]imidazol-2-ylthio)methylphosphonic acid. The compound of Example 20 was prepared according to the procedure for Example 12, using the appropriate starting materials and reagents. LRMS (API-ES)  $m/e$  for  $C_{18}H_{19}ClN_3O_4PS$  ( $M+H$ )<sup>+</sup>, calcd 439.05, found 440.4. Anal. Calcd for  $C_{18}H_{19}ClN_3O_4PS + 2.7$  HBr + 1.2 MeOH: C, 33.10; H, 3.83; N, 6.03. Found: C, 33.41; H, 4.21; N, 5.94.

## EXAMPLE 21

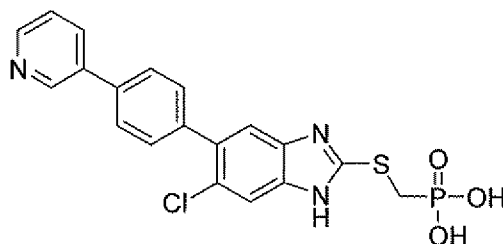


20

(5-chloro-6-(4-(6-methoxypyridin-3-yl)phenyl)-1H-benzo[d]imidazol-2-ylthio)methylphosphonic acid. The compound of Example 21 was prepared according to the procedure for Example 12, using the appropriate starting materials and reagents. LRMS (API-ES)  $m/e$  for  $C_{20}H_{17}ClN_3O_4PS$  ( $M+H$ )<sup>+</sup>, calcd 461.86, found 462.4. Anal. Calcd for  $C_{20}H_{17}ClN_3O_4PS + 0.3$  NH<sub>3</sub> + 2.5 H<sub>2</sub>O: C,

46.61; H, 4.60; N, 9.51. Found: C, 46.88; H, 4.60; N, 9.77.

## EXAMPLE 22

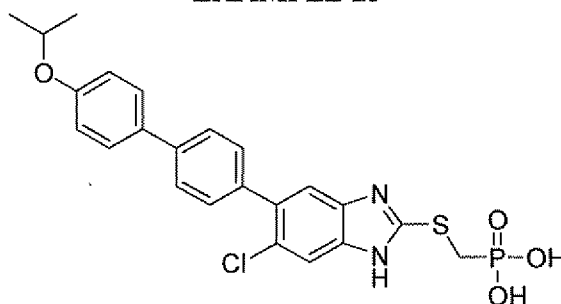


5 (5-chloro-6-(4-(pyridin-3-yl)phenyl)-1H-benzo[d]imidazol-2-ylthio)methylphosphonic acid.

The compound of Example 22 was prepared according to the procedure for Example 12, using the appropriate starting materials and reagents. LRMS (API-ES) *m/e* for C<sub>19</sub>H<sub>15</sub>ClN<sub>3</sub>O<sub>3</sub>PS (M+H)<sup>+</sup>, calcd 431.83, found 432.4. Anal. Calcd for C<sub>19</sub>H<sub>15</sub>ClN<sub>3</sub>O<sub>3</sub>PS + 3 HCl + 1 H<sub>2</sub>O: C, 40.81; H, 3.60; N, 7.51. Found: C, 40.96; H, 3.98; N, 7.76.

10

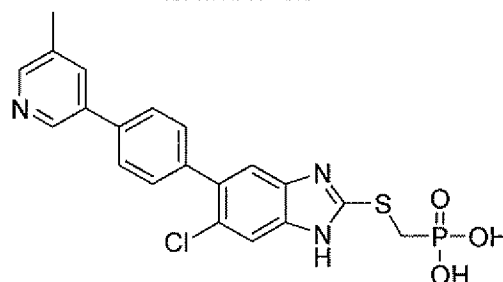
## EXAMPLE 23



(5-chloro-6-(4'-isopropoxy-biphenyl-4-yl)-1H-benzo[d]imidazol-2-ylthio)methylphosphonic acid. The compound of Example 23 was prepared according to the procedure for Example 12,

15 using the appropriate starting materials and reagents. LRMS (API-ES) *m/e* for C<sub>23</sub>H<sub>22</sub>ClN<sub>2</sub>O<sub>4</sub>PS (M+H)<sup>+</sup>, calcd 488.92, found 489.4. Anal. Calcd for C<sub>23</sub>H<sub>22</sub>ClN<sub>2</sub>O<sub>4</sub>PS + 0.2 HBr: C, 54.69; H, 4.43; N, 5.55. Found: C, 54.83; H, 4.25; N, 5.41.

## EXAMPLE 24



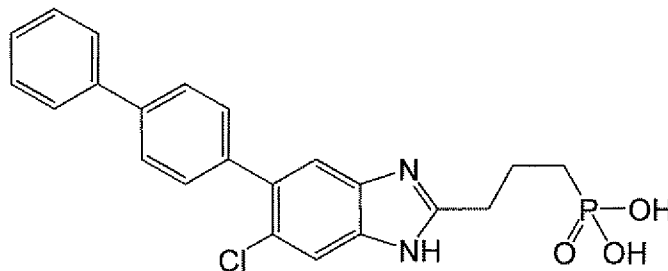
20

(5-chloro-6-[4-(5-methyl-pyridin-3-yl)-phenyl]-1H-benzo[d]imidazol-2-ylthio)methylphosphonic acid. The compound of Example 24 was prepared according to the procedure for Example 12, using the appropriate starting materials and reagents. LRMS (API-ES) *m/e* for C<sub>20</sub>H<sub>17</sub>ClN<sub>3</sub>O<sub>3</sub>PS



(M+H)<sup>+</sup>, calcd 445.86, found 446.6. Anal. Calcd for C<sub>20</sub>H<sub>17</sub>ClN<sub>3</sub>O<sub>3</sub>PS + 1.7 HCl + 1.5 H<sub>2</sub>O: C, 44.91; H, 4.09; N, 7.86. Found: C, 44.98; H, 4.44; N, 8.06.

## EXAMPLE 25



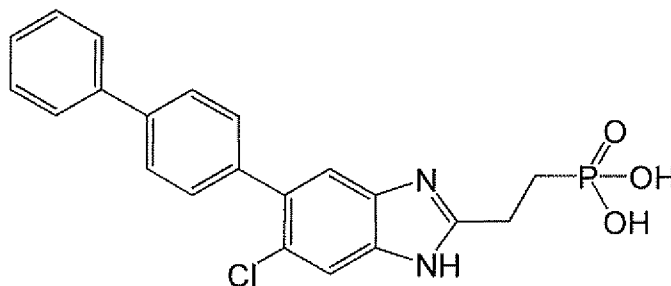
5 [3-(5-Biphenyl-4-yl-6-chloro-1H-benzoimidazol-2-yl)-propyl]-phosphonic acid

Step A: [3-(5-Biphenyl-4-yl-6-chloro-1H-benzoimidazol-2-yl)-propyl]-phosphonic acid diethyl ester (25-1). To a solution of Intermediate 5 (126 mg, 0.61 mmol) in 10 mL DMSO was added 6-Chloro-[1,1';4'1'']terphenyl-3,4-diamine (180 mg, 0.61 mmol) along with FeCl<sub>3</sub>-SiO<sub>2</sub> (1.24 g, 1.5 mmol). The reaction mixture was stirred for 18 hr at 100 °C, then cooled to room temperature and diluted with EtOAc (50 mL). The reaction mixture was filtered through a pad of Celite™, then washed with 3-50 mL portions of saturated aqueous ammonium chloride. The combined organic layers were dried over MgSO<sub>4</sub>, filtered and concentrated in *vacuo*. The resulting material was purified on ISCO (EtOAc/MeOH = 9/1) to give title compound 25-1 as a brown oil.

15 Step B: [3-(5-Biphenyl-4-yl-6-chloro-1H-benzoimidazol-2-yl)-propyl]-phosphonic acid (25-2).

To a solution of compound 25-1 (196 mg, 0.41 mmol) in 8 mL of CH<sub>2</sub>Cl<sub>2</sub> was added hexamethyldisilazane (2 mL), followed by bromo trimethylsilane (0.54 mL, 4.1 mmol). The reaction was stirred for 18 h at ambient temperature. The organic solvent was removed in *vacuo*, followed by the addition of H<sub>2</sub>O (2 mL). The crude product was sonicated and yielded a grey powder. The product was collected by vacuum filtration and washed three times with H<sub>2</sub>O and two times with MeOH. The product was dried in *vacuo* to give title compound 25-2 as a grey solid.

## EXAMPLE 26



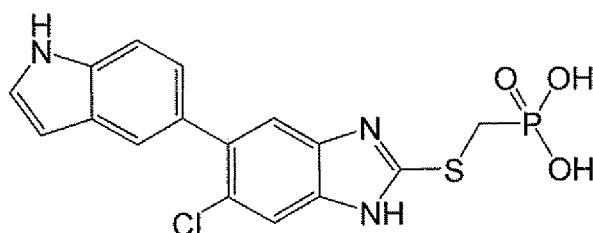
25 [2-(Biphenyl-4-yl-6-chloro-1H-benzoimidazol-2-yl)-ethyl]-phosphonic acid

Step A: [2-(Biphenyl-4-yl-6-chloro-1H-benzoimidazol-2-yl)-ethyl]-phosphonic acid diethyl ester (26-1). 4-Biphenylboronic acid (93 mg, 0.47 mmol), Cs<sub>2</sub>CO<sub>3</sub> (352 mg, 1.1 mmol), Pd(PPh<sub>3</sub>)<sub>4</sub> (43

mg, 0.036 mmol) and Intermediate 2 (160 mg, 0.36 mmol) in 2 mL DME, 1 mL EtOH, 0.6 mL H<sub>2</sub>O and 0.2 mL toluene were suspended in a microwave reactor vial and heated to 130 °C for 15 minutes in a microwave reactor. The resulting dark solution was diluted with EtOAc (150 mL), and washed with three 15 mL portions of saturated aqueous NH<sub>4</sub>Cl. The combined organic layers were dried over MgSO<sub>4</sub>, filtered and concentrated in *vacuo*. The resulting crude product

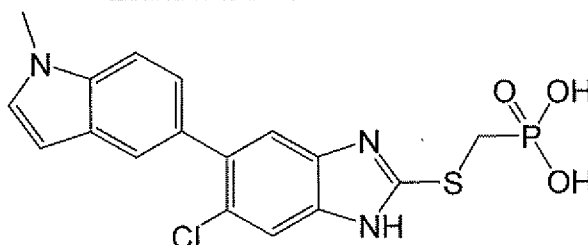
was purified on ISCO (EtOAc/MeOH = 9/1) to give title compound 26-1 as a yellow solid.  
Step B: [2-(Biphenyl-4-yl-6-chloro-1H-benzimidazol-2-yl)-ethyl]-phosphonic acid (26-2). To a solution of 26-1 (50 mg, 0.11 mmol) in 2 mL of CH<sub>2</sub>Cl<sub>2</sub> was added hexamethyldisilazane (1 mL), followed by bromo trimethylsilane (0.14 mL, 1.1 mmol). The reaction was stirred for 18 h at ambient temperature. The organic solvent was removed in *vacuo*, followed by the addition of H<sub>2</sub>O (2 mL). The solvent was removed in *vacuo* and the resulting residue was taken up in 1 mL of DMSO and purified by preparatory HPLC using a gradient of 30-80% CH<sub>3</sub>CN with 0.05% trifluoroacetic acid over 20 minutes. The pure fractions were combined and lyophilized to give title compound 26-2.

## EXAMPLE 27



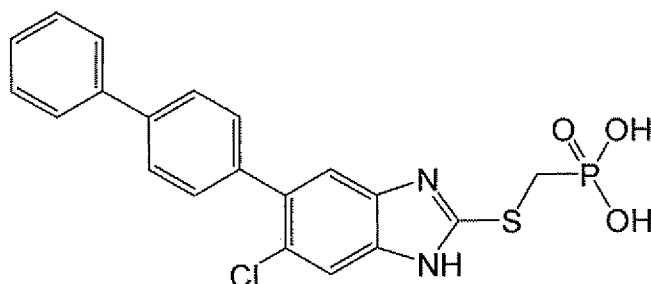
The compound of Example 27 was prepared according to the procedure for Example 12, using the appropriate starting materials and reagents. LC-MS:  $m/e$  394(M + H)<sup>+</sup> Anal. Calcd for C<sub>16</sub>H<sub>13</sub>N<sub>3</sub>O<sub>3</sub>ClSP + 1.0 H<sub>2</sub>O: C, 46.67; H, 3.67; N, 10.20. Found: C, 46.57; H, 3.70; N, 10.43.

## EXAMPLE 28



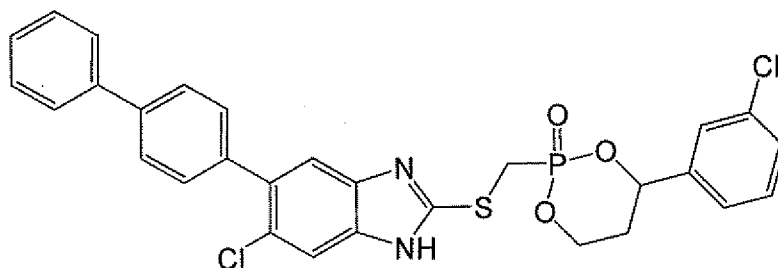
The compound of Example 28 was prepared according to the procedure for Example 12, using the appropriate starting materials and reagents. LC-MS:  $m/e$  408(M + H)<sup>+</sup> Anal. Calcd for C<sub>17</sub>H<sub>15</sub>N<sub>3</sub>O<sub>3</sub>ClSP + 0.3 TFA + 0.5 H<sub>2</sub>O; C, 46.87; H, 3.64; N, 9.32. Found: C, 46.80; H, 3.88; N, 9.25.

## EXAMPLE 29



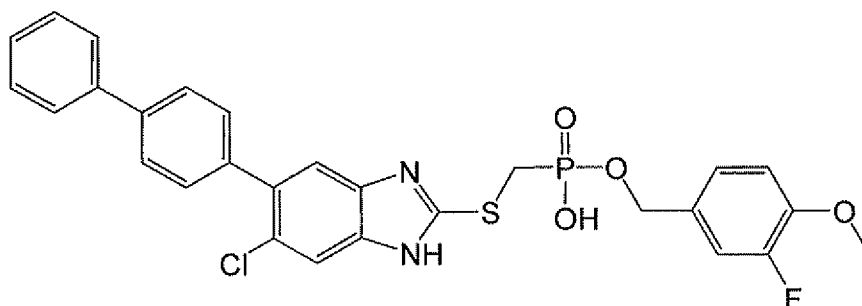
[2-(5-Biphenyl-4-yl-6-chloro-1H-benzimidazol-2-yl)-methyl]-phosphonic acid. The compound of Example 29 was prepared according to the procedure for Example 12, using the appropriate starting materials and reagents. LC-MS:  $m/e$  431(M + H)<sup>+</sup> Anal. Calcd for C<sub>20</sub>H<sub>16</sub>N<sub>2</sub>O<sub>3</sub>SP + 0.4 NH<sub>4</sub>Br + 0.3 CH<sub>3</sub>CN: C, 51.30; H, 3.87; N, 7.84. Found: C, 51.26; H, 4.25; N, 7.56.

## EXAMPLE 30



5-Biphenyl-4-yl-6-chloro-2-[4-(3-chloro-phenyl)-2-oxo-2lambda\*5\*-[1,3,2]-dioxaphosphinan-2-ylmethylsulfanyl]-1H-benzimidazole. A suspension of 2-(5-biphenyl-4-yl-6-chloro-1H-benzimidazol-2-ylsulfanylmethyl)-phosphonic acid (Example 29) in thionyl chloride (5 mL) was heated to reflux. After 45 minutes, the resulting suspension was evaporated by rotary evaporation. Toluene (5 mL) was added to residue and promptly removed by rotary evaporation. The resulting residue was diluted with DCM (2.5 mL), cooled to 0 °C, and treated with a solution of (S)-1-(3-chloro-phenyl)-propane-1,3-diol (115 mg, 0.62 mmol) in DCM (1 mL). Diisopropylethylamine (0.31 mL, 1.9 mmol) was then added. After 2 hours, the reaction was quenched with saturated aqueous ammonium chloride and extracted twice with EtOAc. The EtOAc extracts were washed with brine and dried with MgSO<sub>4</sub>. Following rotary evaporation of the combined EtOAc extracts, the resulting residue was purified by flash chromatography using an eluent gradient of up to 65 % EtOAc in DCM to isolate the title compound. LRMS (API-ES)  $m/e$  for C<sub>29</sub>H<sub>23</sub>Cl<sub>2</sub>N<sub>2</sub>O<sub>3</sub>PS (M+H)<sup>+</sup>, calcd 581.46, found 583.6. Anal. Calcd for C<sub>29</sub>H<sub>23</sub>Cl<sub>2</sub>N<sub>2</sub>O<sub>3</sub>PS + 1 H<sub>2</sub>O + 0.5 MeOH: C, 57.57; H, 4.42; N, 4.55. Found: C, 57.68; H, 4.24; N, 4.42.

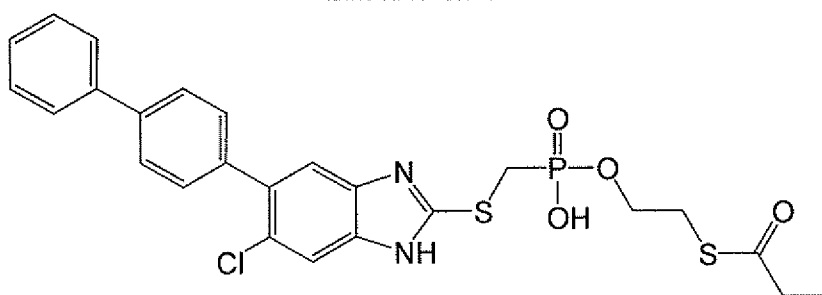
## EXAMPLE 31



(5-Biphenyl-4-yl-6-chloro-1H-benzoimidazol-2-ylsulfanylmethyl)-phosphonic acid mono-(3-fluoro-4-methoxy-benzyl) ester.

A suspension of 2-(5-Biphenyl-4-yl-6-chloro-1H-benzoimidazol-2-ylsulfanylmethyl)-phosphonic acid (Example 29, 730 mg, 1.7 mmol) in thionyl chloride (15 mL) was heated to reflux. After 15 minutes, the volatiles were removed by rotary evaporation. The resulting residue was diluted with dichloromethane (11 mL), and the suspension was cooled to 0 °C. A solution of (3-fluoro-4-methoxy-phenyl)-methanol (3.2 g, 20 mmol) in dichloromethane (2 mL) was added, followed by diisopropylethylamine (2.2 g, 17 mmol). After stirring for 15 hours at room temperature, the volatiles were removed by rotary evaporation. The resulting residue was partitioned between EtOAc and saturated aqueous ammonium chloride. The EtOAc layer was separated, washed with brine, dried with MgSO<sub>4</sub> and concentrated. The resulting residue was purified via preparatory HPLC with 0.05 % aqueous TFA and ACN to isolate the title compound. LRMS (API-ES) *m/e* for C<sub>28</sub>H<sub>23</sub>ClFN<sub>2</sub>O<sub>4</sub>PS (M+H)<sup>+</sup>, calcd 568.99, found 569.6. Anal. Calcd for C<sub>28</sub>H<sub>23</sub>ClFN<sub>2</sub>O<sub>4</sub>PS + 0.1 CF<sub>3</sub>CO<sub>2</sub>H: C, 58.36; H, 4.01; N, 4.83. Found: C, 58.23; H, 3.85; N, 4.80.

#### EXAMPLE 32



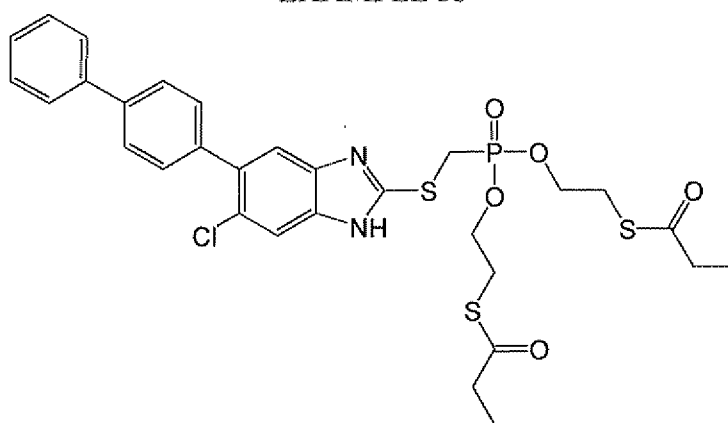
Thiopropionic acid S-{2-[(5-biphenyl-4-yl-6-chloro-1H-benzoimidazol-2-ylsulfanylmethyl)-hydroxy-phosphinoyloxy]-ethyl} ester.

A suspension of 2-(5-Biphenyl-4-yl-6-chloro-1H-benzoimidazol-2-ylsulfanylmethyl)-phosphonic acid (Example 29, 730 mg, 1.7 mmol) in thionyl chloride (2 mL) was heated to reflux for 10 minutes. The volatiles were removed by rotary evaporation. Toluene (2 x 3 mL) was added to the residue and promptly removed by rotary evaporation. The resulting residue was diluted with DCM and the solution was cooled to 0 °C. To this solution was added a solution of thiopropionic acid S-(2-hydroxy-ethyl) ester (210 mg, 1.6 mmol) in DCM (1 mL), followed by diisopropylethylamine (0.40 mL, 2.4 mmol). The

reaction was stirred overnight at room temperature, then quenched with AcOH (0.21 mL) and partitioned between CH<sub>2</sub>Cl<sub>2</sub> and brine. The organic layer was dried with MgSO<sub>4</sub>, and the volatiles were removed by rotary evaporation. The resulting residue was purified by flash chromatography (SiO<sub>2</sub>, 4 g) using an eluent of 1% AcOH/ 10% MeOH/ 89 % DCM to partially  
 5 isolate the title compound. The material was further purified by preparatory HPLC using 0.05 % TFA and ACN to isolate the title compound as a white solid. LRMS (API-ES) *m/e* for C<sub>25</sub>H<sub>24</sub>ClN<sub>2</sub>O<sub>4</sub>PS<sub>2</sub> (M+H)<sup>+</sup>, calcd 547.03, found 547.4. Anal. Calcd for C<sub>25</sub>H<sub>24</sub>ClN<sub>2</sub>O<sub>4</sub>PS<sub>2</sub>: C, 54.89; H, 4.42; N, 5.12. Found: C, 54.51; H, 4.23; N, 4.96.

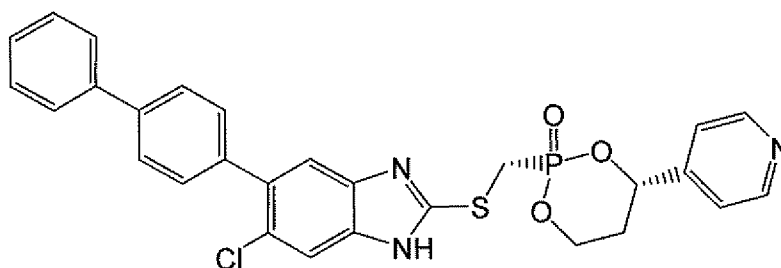
10

## EXAMPLE 33



Thiopropionic acid S-{2-[(5-biphenyl-4-yl-6-chloro-1H-benzoimidazol-2-yl)sulfanylmethyl]-(2-propionylsulfanyl-ethoxy)-phosphinoyloxy}-ethyl ester. To a suspension of 2-(5-Biphenyl-4yl-6-chloro-1H-benzoimidazol-2-yl)sulfanylmethyl)-phosphonic acid (Example 29, 206 mg, 0.48  
 15 mmol) in 1,2-dichloroethane (5 mL) at room temperature were added 2 drops of DMF, followed by oxalyl chloride (0.42 mL, 4.8 mmol). The suspension was heated to reflux for 20 minutes, and then cooled to room temperature. The volatiles were removed by rotary evaporation. The resulting residue was treated with toluene (2 x 3 mL), and the volatiles were again removed by rotary evaporation. The resulting residue was suspended in DCM and cooled to 0 °C. To this  
 20 solution was slowly added a solution of thiopropionic acid S-(2-hydroxy-ethyl) ester (350 mg, 2.6 mmol) in DCM (2 mL), followed by diisopropylethylamine (0.62 mL, 3.8 mmol). After stirring for 1 hour, the volatiles were removed and the resulting residue was partitioned between EtOAc and brine. The EtOAc layer was separated, dried with MgSO<sub>4</sub>, and the volatiles were removed. The resulting residue was purified by flash chromatography (SiO<sub>2</sub>, 4 g) eluting with a  
 25 gradient of up to 1:1 EtOAc:Hexane to isolate the title compound. LRMS (API-ES) *m/e* for C<sub>30</sub>H<sub>32</sub>ClN<sub>2</sub>O<sub>5</sub>PS<sub>3</sub>(M+H)<sup>+</sup>, calcd 663.22, found 663.6. Anal. Calcd for C<sub>30</sub>H<sub>32</sub>ClN<sub>2</sub>O<sub>5</sub>PS<sub>3</sub>: C, 54.33; H, 4.86; N, 4.22.

## EXAMPLE 34



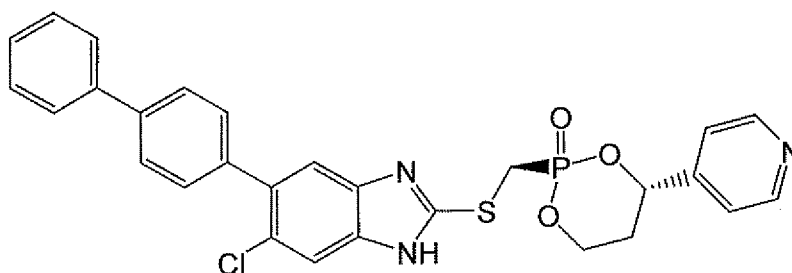
5 5-Biphenyl-4-yl-6-chloro-2-(cis{5[1-yl-(4-pyridyl)]}-1-phosphono-2,6-dioxophosphan-2ylmethylsulfanyl)-1H-benzoimidazole. To a suspension of (5-biphenyl-4-yl-6-chloro-1H-benzoimidazol-2-ylsulfanylmethyl)-phosphonic acid (Example 29, 207 mg, 0.48 mmol) in 1,2-dichloroethane (5 mL) was added DMF (2 drops), followed by the slow addition of oxalyl chloride (0.42 mL, 4.8 mmol). After 1 hour at reflux, additional oxalyl chloride (0.21 mL, 2.4 mmol) was added. The mixture was refluxed for another 10 minutes, and then the volatiles were removed by rotary evaporation. The resulting residue was diluted twice with toluene (2 x 3 mL) and then evaporated. The resulting residue was diluted with DCM (5 mL), and cooled to 0 °C.

10 To this mixture was added (S)-1-Pyridin-4-yl-propane-1,3-diol (390 mg, 2.5 mmol), followed by the dropwise addition of diisopropylethylamine (0.63 mL, 3.8 mmol). The mixture was stirred overnight as the ice bath gradually melted. The volatiles were removed by rotary evaporation, and the resulting residue was partitioned between EtOAc and brine. The mixture was filtered through celite and partitioned again. The EtOAc layer was separated, dried with MgSO<sub>4</sub>, and the

15 volatiles were removed. The resulting mixture was purified by flash chromatography (SiO<sub>2</sub>, 12 g) using 12 % isopropanol in DCM to elute the title compound as a mixture of cis/trans isomers. The title compound was isolated by preparatory HPLC (eluent: 20 mL aqueous ammonium bicarbonate, ACN). LRMS (API-ES) *m/e* for C<sub>28</sub>H<sub>23</sub>ClN<sub>3</sub>O<sub>3</sub>PS (M+H)<sup>+</sup>, calcd 548.00, found 548.4. Anal. Calcd for C<sub>28</sub>H<sub>23</sub>ClN<sub>3</sub>O<sub>3</sub>PS + 1 H<sub>2</sub>O + 0.4 CF<sub>3</sub>CO<sub>2</sub>H : C, 56.56; H, 4.19; N, 6.87.

20 Found: C, 56.41; H, 4.40; N, 6.53.

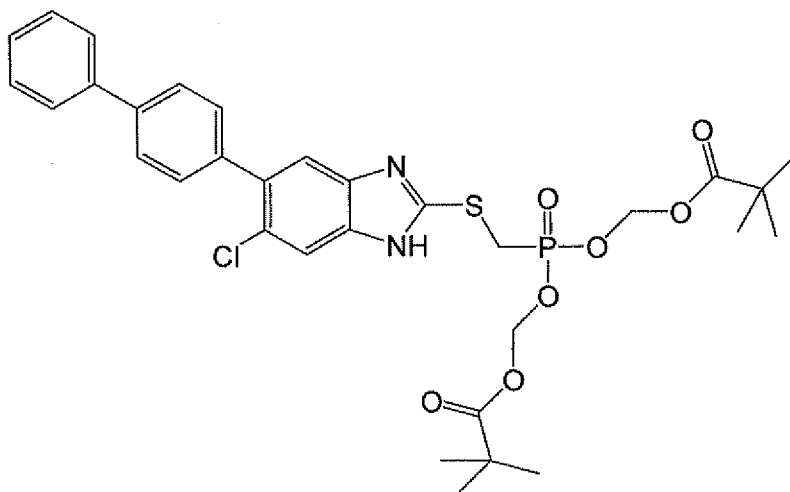
## EXAMPLE 35



25 5-Biphenyl-4-yl-6-chloro-2-(trans{5[1-yl-(4-pyridyl)]}-1-phosphono-2,6-dioxophosphan-2ylmethylsulfanyl)-1H-benzoimidazole. The title compound was prepared according to the procedure for Example 34 and isolated by preparatory HPLC as the trans isomer, along with the cis isomer of Example 34. LRMS (API-ES) *m/e* for C<sub>28</sub>H<sub>23</sub>ClN<sub>3</sub>O<sub>3</sub>PS (M+H)<sup>+</sup>, calcd 548.00, found 548.4. Anal. Calcd for C<sub>28</sub>H<sub>23</sub>ClN<sub>3</sub>O<sub>3</sub>PS + 1 H<sub>2</sub>O + 0.6 CF<sub>3</sub>CO<sub>2</sub>H : C, 55.28; H, 4.07; N,

6.62. Found: C, 55.21; H, 4.05; N, 6.44.

EXAMPLE 36



5 2,2-Dimethyl-propionic acid [5-biphenyl-4-yl-6-chloro-1-(2,2-dimethylpropionyl-oxymethyl)-  
1H-benzoimidazol-2-ylsulfanylmethyl]-(2,2-dimethyl-propionyl-oxymethoxy)-  
phosphinoyloxymethyl ester. A suspension of (5-biphenyl-4-yl-6-chloro-1H-benzoimidazol-2-  
 ylsulfanylmethyl)-phosphonic acid (Example 29, 0.15 g, 0.35 mmol), iodomethyl pivalate (0.25  
 g, 1.04 mmol), *i*Pr<sub>2</sub>EtN (0.29 mL, 1.74 mmol), and 1.75 mL of acetonitrile was stirred for 3 days.  
 After 3 days, the reaction solution was evaporated and the residue was purified by MPLC to  
 10 afford the title compound. mp 210-215 °C; LRMS (API-ES) *m/e* for C<sub>38</sub>H<sub>46</sub>ClN<sub>2</sub>O<sub>9</sub>PS (M+H)<sup>+</sup>,  
 calcd 773.27, found 773.6; Anal. Calcd for C<sub>38</sub>H<sub>46</sub>ClN<sub>2</sub>O<sub>9</sub>PS: C, 59.02; H, 6.00; N, 3.62. Found:  
 C, 59.13; H, 6.18; N, 3.65.

BIOLOGICAL EXAMPLE 1

15 AMPKSAMSF (in vitro AMPK activation assay)

The recombinant human AMPK complex 1 (containing α1β1γ1) was obtained from baculovirus expression system. Recombinant viruses were generated by cotransfection of AMPK/pBacPak9 clones with Baculogold baculovirus DNA (Pharming) in *spodoptera frugiperda 21* cells according to the manufacturer's instructions. Each round of virus  
 20 amplification was performed for 5 days in Grace's medium containing 10% serum. Virus that had been subjected to three rounds of amplification was used for all protein production procedures. To express the AMPK complex, *sf21* cells were adapted to serum free medium (SF900 II, Invitrogen) by sequential dilution from serum containing stocks into SF900II medium and maintained in shaker flasks at 90 rpm at 27°C. The  
 25 recombinant AMPK enzyme complex was produced by triple infection, one recombinant virus for each of the subunits, in *sf21* cells under serum free conditions. Cells were infected in log phase, 1 x 10<sup>6</sup> cells/ml, at a multiplicity of infection of ~5. Cells were harvested by centrifugation at 10,000 x g for 15 minutes after 72 hours of infection with

viruses. The insect cell pellet from 2 liters of culture was resuspended in 50 ml lysis buffer (20 mM Tris-HCl, 50 mM NaCl, 50 mM NaF, 30 mM Na PPI, 0.25 M sucrose, 10 mM ZnCl<sub>2</sub>, 2 mM DTT, 0.4 mg/ml digitonin) and subjected to two cycles of freeze-thaw lysis in a dry-ice ethanol bath. Insoluble material was removed by centrifugation at 10,000 x g and the supernatant was fractionated with use of polyethylene glycol (PEG). The protein fraction precipitating between 2.5 and 6% PEG was used for further purification using a Blue-Sepharose step (Zhou et al, *J. Clin. Invest.* 108, 1167-1174, 2001).

The total *in vitro* AMPK activation assay volume is 50  $\mu$ l in a 96-well plate. The reaction mixture contained 100  $\mu$ M ATP (0.5  $\mu$ Ci <sup>33</sup>P-ATP per reaction), and 50  $\mu$ M SAMS (HMRSAMSGHLVKRR) in a buffer (20 mM HEPES, pH 7.0, 5 mM MgCl<sub>2</sub>, 0.01% Brij35). The reaction was initiated with addition of the enzyme. After 30-minute incubation at 30°C, the reaction was stopped by addition of 80  $\mu$ l 1% H<sub>3</sub>PO<sub>4</sub>. Aliquots (100  $\mu$ l) were transferred to 96-well MultiScreen plates (MAPHNOB50; Millipore Corp., Bedford, Massachusetts, USA). The plate was washed three times with 1% H<sub>3</sub>PO<sub>4</sub> followed by detection in a Top-count. The counts per minute from the basal activity (the reaction without activator) was subtracted from each well and the data were expressed as % maximum AMP activation followed by EC<sub>50</sub> calculation. The % maximum AMP activation for selected compounds is provided in the table below.

The compounds of the present invention have greater than 50% maximum AMP activation of human AMPK complex 1 (containing  $\alpha$ 1 $\beta$ 1 $\gamma$ 1), and EC<sub>50</sub> values of less than 10 micromolar.

The compounds of Examples 1-36 were tested in the *in vitro* AMPK activation assay using recombinant human AMPK complex 1 (containing  $\alpha$ 1 $\beta$ 1 $\gamma$ 1) and found to have EC<sub>50</sub> values of less than 10 micromolar and greater than 60% maximum AMP activation. Preferred compounds of the present invention were found to have EC<sub>50</sub> values of less than 0.1 micromolar in the *in vitro* AMPK activation assay using recombinant human AMPK complex 1.

Maximum AMP Activation for Selected Compounds

Example No.	% Maximum AMP Activation of human AMPK Complex 1	EC <sub>50</sub> (nM)
8	249	184
22	132	82
27	228	233



28	166	58
29	276	137

## BIOLOGICAL EXAMPLE 2

### Inhibition of Fatty Acid Synthesis (FAS) by AMPK activators in db/+ Mice:

To determine the effect of AMPK activators on Fatty Acid Synthesis (FAS) in the liver, the effect of oral pre-dosing of compounds on the amount of <sup>3</sup>H incorporated into hepatic triglyceride is determined as described by Sakurai T, Miyazawa S, Shindo Y, and T. Hashimoto (Biochim Biophys Acta. 1974 Sep 19;360 (3):275-88). Briefly, mice (db/+, Jackson Laboratory, Maine) are orally dosed with AMPK activators at time = -8 h. Then at time = -1 h, mice are injected with 0.5 ml of 0.15 M NaCl containing 0.2 mCi of <sup>3</sup>H water per 100 g of body weight. At time 0, mice are sacrificed via cervical dislocation and livers are harvested for FAS analysis. To analyze livers for FAS, samples of liver are heated at 90 °C for 5 hours in a 4 M KOH / 50% ethanol solution. Then the alkaline hydrolysate of liver is extracted with hexane and acidified to a pH <2 with 10 M H<sub>2</sub>SO<sub>4</sub>. The fatty acids of liver are then extracted from acidified hydrolysate with additional hexane, dried down with a stream of warm air, then re-suspended in scintillation fluid, and counted on a beta counter. The amount of fatty acids synthesized per gram of liver is calculated based on the amount of <sup>3</sup>H incorporated into hepatic triglyceride. The amount of <sup>3</sup>H radiolabelled fatty acids synthesized in mice with treated with an AMPK activator is significantly less than the amount of <sup>3</sup>H radiolabelled fatty acids synthesized in the control mice.

## BIOLOGICAL EXAMPLE 3

### In vivo study for therapy with an AMPK activator in Mice (Glucose Tolerance Test):

DIO mice are treated simultaneously with an effective dose of an AMPK-activated protein kinase activator.

Materials and Methods: Male C57BL/6NT mice (Taconic, 16-18 weeks old at the beginning of the drug administration) are used. Mice are given water and high fat diet D12492 (Research Diet Inc.) ad libitum. They are kept in an animal room which is maintained at 23 ± 2 C temperature, 55 ± 15 % relative humidity and on a 12-hr light-dark cycle (7:00-19:00) during a quarantine and acclimatization period of 1 week. Animals are then administered vehicle (5ml/kg of 0.5% methylcellulose in distilled water) by oral gavage twice-daily at 9 AM and 5 PM. After 9 days, stable body weight is observed. The following day (day -1), the mice are fasted for 4 hours and tail bled to determine the glucose and insulin levels. Animals are sorted into groups based on plasma glucose, insulin levels and body weight (n=8). The body weight and food in the hopper are recorded on day 0 before compound dosing is initiated. One of the groups is orally administered vehicle while the second group is administered an AMPK-activated protein kinase activator of the present invention at a dose of 30 mg/kg (5 ml/kg) twice-daily for 12 days by gavage. Body weight and food intake are measured every other day. On day 5, the animals are

fasted 4 hours for measuring plasma glucose and insulin levels after morning dosing. At day 12, body weight and food intake are measured and animals receive their last morning dose. Mice again are fasted 4 hours, blood is collected at a set time point ( $t = 0$  min), and then challenged with dextrose orally (2 g/kg). Plasma glucose and insulin levels are determined from tail bleeds taken at 20 and 90 minutes after dextrose challenge. The plasma glucose and insulin excursion profile from  $t = 0$  to  $t = 90$  min is used to integrate an area under the curve (AUC) for each treatment. Percent inhibition values for each treatment are generated from the AUC data normalized to the C57BL/6NT mice fed with D7012. Preferred compounds of the present invention significantly reduce day 12 glucose and/or insulin AUC during the Oral Glucose Tolerance Test after an oral dose in the range of 0.1 to 100 mg/kg.

#### BIOLOGICAL EXAMPLE 4

##### Acute food intake studies in Diet Induced Obese (DIO) mice: General Procedure

Adult DIO mice are used in these studies. After at least 2 days of acclimation to the vivarium conditions (controlled humidity and temperature, lights on for 12 hours out of 24 hours) food (D12492 (Research Diet Inc.) is removed from rodent cages. An AMPK activator of the present invention or the vehicle is administered orally, intraperitoneally, subcutaneously or intravenously before the return of a known amount of food to cage. The optimal interval between dosing and food presentation is based on the half-life of the compound based on when brain concentrations of the compound is the highest. Food remaining is measured at several intervals. Food intake is calculated as grams of food eaten per gram of body weight within each time interval and the appetite-suppressant effect of the AMPK activator is compared to the effect of the vehicle. The food intake of mice treated with an AMPK activator is significantly less than the food intake of control mice.

25

#### BIOLOGICAL EXAMPLE 5

##### Chronic weight reduction studies in Diet Induced Obese (DIO) mice: General Procedure

Adult DIO mice are used in these studies. Upon or soon after weaning, rats or mice are made obese due to exclusive access to diets containing fat and sucrose in higher proportions than in the control diet. The diet used to induce obesity is Research Diets D12451 chow (45% fat). The rodents ingest chow until they are significantly heavier and have a higher proportion of body fat than control diet rats, often 9 weeks. The rodents receive injections (1 to 4 per day) or continuous infusions of an AMPK activator of the present invention or the vehicle either orally, intraperitoneally, subcutaneously or intravenously. Food intake and body weights are measured daily or more frequently. Food intake is calculated as grams of food eaten per gram of body weight within each time interval and the appetite-suppressant and weight loss effect of the AMPK activator of the present invention is compared to the effect of the vehicle. The weight

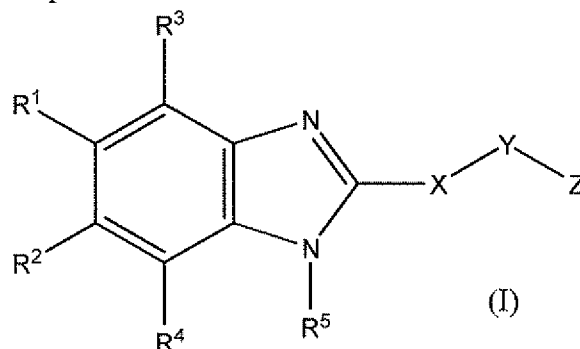
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loss of mice treated with an AMPK activator is significantly greater than the weight loss of control mice.

5 While the invention has been described and illustrated with reference to certain particular  
embodiments thereof, those skilled in the art will appreciate that various changes, modifications  
and substitutions can be made therein without departing from the spirit and scope of the  
invention. For example, effective dosages other than the particular dosages as set forth herein  
above may be applicable as a consequence of variations in the responsiveness of the mammal  
being treated for any of the indications for the compounds of the invention indicated above.  
10 Likewise, the specific pharmacological responses observed may vary according to and depending  
upon the particular active compound selected or whether there are present pharmaceutical  
carriers, as well as the type of formulation and mode of administration employed, and such  
expected variations or differences in the results are contemplated in accordance with the objects  
and practices of the present invention. It is intended, therefore, that the invention be defined by  
15 the scope of the claims which follow and that such claims be interpreted as broadly as is  
reasonable.

WHAT IS CLAIMED IS:

1. A compound of structural formula I:



5 or a pharmaceutically acceptable salt thereof, wherein:

X is absent or selected from:

- (1) -S-,
- (2) -O-,
- (3) -NH-,
- 10 (4) -C(O)-,
- (5) -NHC(O)-,
- (6) -C(O)NH-,
- (7) -NHSO<sub>2</sub>-,
- (8) -SO<sub>2</sub>NH-, and
- 15 (9) -CO<sub>2</sub>-,

wherein NH is unsubstituted or substituted with 1 substituent selected from: -C<sub>1-6</sub>alkyl, -CO<sub>2</sub>H, -CO<sub>2</sub>C<sub>1-6</sub>alkyl, -COC<sub>1-6</sub>alkyl, phenyl and -CH<sub>2</sub>phenyl;

Y is selected from:

- (1) -CH<sub>2</sub>-,
- 20 (2) -CH<sub>2</sub>-CH<sub>2</sub>-,
- (3) -CH<sub>2</sub>-CH<sub>2</sub>-CH<sub>2</sub>-,
- (4) -CHF-, and
- (5) -CF<sub>2</sub>-,

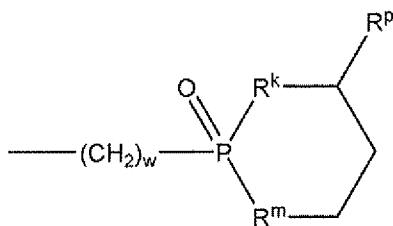
wherein each CH<sub>2</sub> and CHF is unsubstituted or substituted with 1 or 2 substituents selected from

25 R<sub>b</sub>;

Z is selected from:

- (1) -(CH<sub>2</sub>)<sub>m</sub>P(O)(OH)<sub>2</sub>,
- (2) -(CH<sub>2</sub>)<sub>m</sub>P(O)H(OH),
- (3) -(CH<sub>2</sub>)<sub>m</sub>P(O)(C<sub>1-6</sub>alkyl)<sub>2</sub>,
- 30 (4) -(CH<sub>2</sub>)<sub>m</sub>P(O)(OC<sub>1-6</sub>alkyl)<sub>2</sub>,
- (5) -(CH<sub>2</sub>)<sub>m</sub>P(O)(OH)(C<sub>1-6</sub>alkyl),

- (6)  $-(CH_2)_mP(O)(OH)(OC_{1-6}alkyl)$ ,
- (7)  $-(CH_2)_mP(O)(C_{1-6}alkyl)(OC_{1-6}alkyl)$ ,
- (8)  $-(CH_2)_mP(O)(OH)(O-(CH_2)_{0-4}aryl)$ ,
- (9)  $-(CH_2)_mP(O)(NR^gC(R^h)_2CO_2H)_2$ ,
- 5 (10)  $-(CH_2)_mP(O)(NR^gC(R^h)_2CO_2C_{1-6}alkyl)_2$ ,
- (11)  $-(CH_2)_mP(O)(OH)(NR^gC(R^h)_2CO_2H)_2$ ,
- (12)  $-(CH_2)_mP(O)(OH)(NR^gC(R^h)_2CO_2C_{1-6}alkyl)$ ,
- (13)  $-(CH_2)_mP(O)(NR^gC(R^h)_2CO_2C_{1-6}alkyl)(O-R^i)$ ,
- (14)  $-(CH_2)_mP(O)(OC(R^h)_2OC(O)C_{1-6}alkyl)_2$ ,
- 10 (15)  $-(CH_2)_mP(O)(OH)(OC(R^h)_2OC(O)C_{1-6}alkyl)$ ,
- (16)  $-(CH_2)_mP(O)(OH)(-O-(CH_2)_{1-4}S(O)C_{1-6}alkyl)$ ,
- (17)  $-(CH_2)_mP(O)(-O-(CH_2)_{1-4}S(O)C_{1-6}alkyl)_2$ ,
- (18)  $-(CH_2)_mP(O)(OH)(-O-(CH_2)_{1-4}SC(O)C_{1-6}alkyl)$ ,
- (19)  $-(CH_2)_mP(O)(-O-(CH_2)_{1-4}SC(O)C_{1-6}alkyl)_2$ ,
- 15 (20)  $-(CH_2)_mP(O)(-O-(CH_2)_{1-4}O)$ ,
- (21)  $-(CH_2)_w-P(O)(R^v-R^n)R^o$ ,
- (22)  $-(CH_2)_w-P(O)(R^k-R^n)R^m-R^n$ , and
- (23)



20 provided that when  $R^v$  is -O- or when  $R^k$  and  $R^m$  are both -O-, then  $R^n$  attached to -O- is independently selected from: -H,  $-C_{1-6}alkyl$ ,  $-C(R^q)_2-OC(O)RS$ , and  $-C(R^q)_2-O-C(O)ORS$ , provided that when  $R^v$  is -NH- or when  $R^k$  and  $R^m$  are both -NH-, then  $R^n$  attached to -NH- is independently selected from -H and  $-C(R^u)_2C(O)ORS$ , provided that when  $R^k$  is -O- and  $R^m$  is -NH-, then  $R^n$  attached to -O- is independently selected from -H,  $-C_{1-6}alkyl$ , aryl unsubstituted or

25 substituted with 1, 2 or 3 substituents selected from  $R^w$ , and heteroaryl unsubstituted or substituted with 1, 2 or 3 substituents selected from  $R^w$ , and  $R^n$  attached to -NH- is independently selected from -H and  $-C(R^u)_2COORS$ , wherein  $R^u$  and  $R^u$  together with the carbon they are attached to may form a  $C_{3-7}cycloalkyl$  ring, and wherein each  $CH_2$  is unsubstituted or substituted with 1 or 2 substituents selected from  $C_{1-6}alkyl$ , -OH and  $-NH_2$ ,

30 wherein each NH is unsubstituted or substituted with 1 substituent selected from  $R^c$ , wherein each alkyl, cycloalkyl, cycloheteroalkyl, cycloheteroalkenyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from  $R^c$ ; each  $R^1$  and  $R^2$  is independently selected from:

- (1) hydrogen,  
 (2) halogen,  
 (3) -CN,  
 (4) -CF<sub>3</sub>,  
 5 (5) -C<sub>1-6</sub>alkyl,  
 (6) -C<sub>2-6</sub>alkenyl,  
 (7) -C<sub>2-6</sub>alkynyl,  
 (8) -(CH<sub>2</sub>)<sub>p</sub>C<sub>3-10</sub>cycloalkyl,  
 (9) -(CH<sub>2</sub>)<sub>p</sub>C<sub>3-7</sub>cycloalkyl-aryl,  
 10 (10) -(CH<sub>2</sub>)<sub>p</sub>C<sub>3-7</sub>cycloalkyl-heteroaryl,  
 (11) -(CH<sub>2</sub>)<sub>p</sub>C<sub>4-10</sub>cycloalkenyl,  
 (12) -(CH<sub>2</sub>)<sub>p</sub>C<sub>4-7</sub>cycloalkenyl-aryl,  
 (13) -(CH<sub>2</sub>)<sub>p</sub>C<sub>4-7</sub>cycloalkenyl-heteroaryl,  
 (14) aryl,  
 15 (15) biphenyl,  
 (16) -(CH<sub>2</sub>)<sub>p</sub>heteroaryl,  
 (17) -C<sub>2-6</sub>alkenyl-alkyl,  
 (18) -C<sub>2-6</sub>alkenyl-aryl,  
 (19) -C<sub>2-6</sub>alkenyl-heteroaryl,  
 20 (20) -C<sub>2-6</sub>alkenyl-C<sub>3-7</sub>cycloalkyl,  
 (21) -C<sub>2-6</sub>alkenyl-C<sub>3-7</sub>cycloalkenyl,  
 (22) -C<sub>2-6</sub>alkenyl-C<sub>2-7</sub>cycloheteroalkyl,  
 (23) -C<sub>2-6</sub>alkenyl-C<sub>2-7</sub>cycloheteroalkenyl,  
 (24) -C<sub>2-6</sub>alkynyl-(CH<sub>2</sub>)<sub>1-3</sub>-O-aryl,  
 25 (25) -C<sub>2-6</sub>alkynyl-alkyl,  
 (26) -C<sub>2-6</sub>alkynyl-aryl,  
 (27) -C<sub>2-6</sub>alkynyl-heteroaryl,  
 (28) -C<sub>2-6</sub>alkynyl-C<sub>3-7</sub>cycloalkyl,  
 (29) -C<sub>2-6</sub>alkynyl-C<sub>3-7</sub>cycloalkenyl,  
 30 (30) -C<sub>2-6</sub>alkynyl-C<sub>2-7</sub>cycloheteroalkyl,  
 (31) -C<sub>2-6</sub>alkynyl-C<sub>2-7</sub>cycloheteroalkenyl,  
 (32) -C(O)NH-(CH<sub>2</sub>)<sub>0-3</sub>phenyl, and  
 (33) -(CH<sub>2</sub>)<sub>p</sub>C(O)phenyl,

wherein each CH<sub>2</sub> is unsubstituted or substituted with 1 or 2 substituents selected from: halogen,  
 35 -CF<sub>3</sub>, -OH, -NH<sub>2</sub>, -C<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, -NHC<sub>1-6</sub>alkyl, and -N(C<sub>1-6</sub>alkyl)<sub>2</sub>, each alkyl,  
 alkenyl and alkynyl is unsubstituted or substituted with 1, 2 or 3 substituents selected from:  
 halogen, CF<sub>3</sub>, -OH, -NH<sub>2</sub>, -C<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, -NHC<sub>1-6</sub>alkyl, and -N(C<sub>1-6</sub>alkyl)<sub>2</sub>, and

each cycloalkyl, cycloalkenyl, cycloheteroalkyl, cycloheteroalkenyl, phenyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2, 3 or 4 substituents independently selected from R<sup>a</sup>, provided that at least one of and only one of R<sup>1</sup> and R<sup>2</sup> is selected from the group consisting of: hydrogen, halogen, -CN, -CF<sub>3</sub>, -C<sub>1-6</sub>alkyl, -C<sub>2-6</sub>alkenyl and -C<sub>2-6</sub>alkynyl, and provided that if

5 R<sup>1</sup> or R<sup>2</sup> is hydrogen, then at least one of R<sup>3</sup> and R<sup>4</sup> is not hydrogen;

R<sup>3</sup> and R<sup>4</sup> are each independently selected from:

- (1) hydrogen,
- (2) halogen,
- (3) -C<sub>1-6</sub>alkyl,
- 10 (4) -C<sub>2-6</sub>alkenyl,
- (5) -C<sub>2-6</sub>alkynyl,
- (6) -C<sub>3-10</sub>cycloalkyl,
- (7) -C<sub>3-10</sub>cycloalkenyl,
- (8) aryl,
- 15 (9) heteroaryl,
- (10) -CN,
- (11) -CF<sub>3</sub>,
- (12) -OH,
- (13) -OC<sub>1-6</sub>alkyl,
- 20 (14) -NH<sub>2</sub>,
- (15) -NHC<sub>1-6</sub>alkyl,
- (16) -N(C<sub>1-6</sub>alkyl)<sub>2</sub>,
- (17) -SC<sub>1-6</sub>alkyl,
- (18) -SOC<sub>1-6</sub>alkyl,
- 25 (19) -SO<sub>2</sub>C<sub>1-6</sub>alkyl,
- (20) -NHSO<sub>2</sub>C<sub>1-6</sub>alkyl,
- (21) -NHC(O)C<sub>1-6</sub>alkyl,
- (22) -SO<sub>2</sub>NHC<sub>1-6</sub>alkyl, and
- (23) -C(O)NHC<sub>1-6</sub>alkyl;

30 R<sup>5</sup> is selected from:

- (1) hydrogen,
- (2) -C<sub>1-6</sub>alkyl,
- (3) -CH<sub>2</sub>CO<sub>2</sub>H, and
- (4) -CH<sub>2</sub>CO<sub>2</sub>C<sub>1-6</sub>alkyl;

35 each R<sup>a</sup> is independently selected from the group consisting of:

- (1) halogen,
- (2) oxo,

- (3)  $-(\text{CH}_2)_m\text{OH}$ ,  
 (4)  $-(\text{CH}_2)_m\text{N}(\text{R}_j)_2$ ,  
 (5)  $-(\text{CH}_2)_m\text{NO}_2$ ,  
 (6)  $-(\text{CH}_2)_m\text{CN}$ ,  
 5 (7)  $-\text{C}_{1-6}\text{alkyl}$ ,  
 (8)  $-(\text{CH}_2)_m\text{CF}_3$ ,  
 (9)  $-(\text{CH}_2)_m\text{OCF}_3$ ,  
 (10)  $-\text{OCH}_2\text{OC}_{1-6}\text{alkyl}$ ,  
 (11)  $-\text{OCH}_2\text{-aryl}$ ,  
 10 (12)  $-(\text{CH}_2)_m\text{C}(=\text{N-OH})\text{N}(\text{R}_j)_2$ ,  
 (13)  $-(\text{CH}_2)_m\text{OC}_{1-6}\text{alkyl}$ ,  
 (14)  $-(\text{CH}_2)_m\text{-O-aryl}$ ,  
 (15)  $-(\text{CH}_2)_m\text{SC}_{1-6}\text{alkyl}$ ,  
 (16)  $-(\text{CH}_2)_m\text{S}(\text{O})\text{C}_{1-6}\text{alkyl}$ ,  
 15 (17)  $-(\text{CH}_2)_m\text{S}(\text{O})_2\text{C}_{1-6}\text{alkyl}$ ,  
 (18)  $-(\text{CH}_2)_m\text{NHS}(\text{O})_2\text{C}_{1-6}\text{alkyl}$ ,  
 (19)  $-(\text{CH}_2)_m\text{C}(\text{O})\text{R}^f$ ,  
 (20)  $-(\text{CH}_2)_m\text{C}(\text{O})\text{N}(\text{R}_j)_2$ ,  
 (21)  $-(\text{CH}_2)_m\text{N}(\text{R}_j)\text{C}(\text{O})\text{R}^f$ ,  
 20 (22)  $-(\text{CH}_2)_m\text{N}(\text{R}_j)\text{C}(\text{O})\text{N}(\text{R}_j)_2$ ,  
 (23)  $-(\text{CH}_2)_m\text{CO}_2\text{H}$ ,  
 (24)  $-(\text{CH}_2)_m\text{OC}(\text{O})\text{H}$ ,  
 (25)  $-(\text{CH}_2)_m\text{CO}_2\text{R}^f$ ,  
 (26)  $-(\text{CH}_2)_m\text{OC}(\text{O})\text{R}^f$ ,  
 25 (27)  $-(\text{CH}_2)_m\text{C}_{3-7}\text{cycloalkyl}$ ,  
 (28)  $-(\text{CH}_2)_m\text{C}_{3-7}\text{cycloalkenyl}$ ,  
 (29)  $-(\text{CH}_2)_m\text{C}_{2-6}\text{cycloheteroalkyl}$ ,  
 (30)  $-(\text{CH}_2)_m\text{C}_{2-6}\text{cycloheteroalkenyl}$ ,  
 (31)  $-(\text{CH}_2)_m\text{aryl}$ , and  
 30 (32)  $-(\text{CH}_2)_m\text{heteroaryl}$ ,

wherein each  $\text{CH}_2$  is unsubstituted or substituted with 1 or 2 substituents selected from: oxo,  $-(\text{CH}_2)_{0-3}\text{OH}$ ,  $-\text{CN}$ ,  $-\text{NH}_2$ ,  $-\text{NH}(\text{C}_{1-6}\text{alkyl})$ ,  $-\text{N}(\text{C}_{1-6}\text{alkyl})_2$ ,  $-\text{C}_{1-6}\text{alkyl}$ ,  $-\text{OC}_{1-6}\text{alkyl}$ , halogen,  $-\text{CH}_2\text{F}$ ,  $-\text{CHF}_2$ ,  $-\text{CF}_3$ ,  $-\text{CO}_2\text{H}$ ,  $-\text{CO}_2\text{C}_{1-6}\text{alkyl}$ ,  $-\text{C}_{3-7}\text{cycloalkyl}$ , phenyl,  $\text{CH}_2\text{phenyl}$ , heteroaryl and  $\text{CH}_2\text{heteroaryl}$ , and each alkyl, cycloalkyl, cycloalkenyl, cycloheteroalkyl,

35 cycloheteroalkenyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from: oxo,  $-(\text{CH}_2)_{0-3}\text{OH}$ ,  $-\text{CN}$ ,  $-\text{NH}_2$ ,  $-\text{NH}(\text{C}_{1-6}\text{alkyl})$ ,  $-\text{N}(\text{C}_{1-6}\text{alkyl})_2$ ,  $-\text{C}_{1-6}\text{alkyl}$ ,  $-\text{OC}_{1-6}\text{alkyl}$ , halogen,  $-\text{CH}_2\text{F}$ ,  $-\text{CHF}_2$ ,  $-\text{CF}_3$ ,  $-\text{CO}_2\text{H}$ ,  $-\text{CO}_2\text{C}_{1-6}\text{alkyl}$ ,  $-\text{C}_3-$



7cycloalkyl, phenyl, CH<sub>2</sub>phenyl, heteroaryl and CH<sub>2</sub>heteroaryl;

each R<sup>b</sup> is independently selected from:

- (1) hydrogen,
- (2) -C<sub>1-6</sub>alkyl,
- 5 (3) halogen,
- (4) -OH,
- (5) -NO<sub>2</sub>,
- (6) -NH<sub>2</sub>,
- (7) -NH(C<sub>1-6</sub>alkyl),
- 10 (8) -N(C<sub>1-6</sub>alkyl)<sub>2</sub>,
- (9) -OC<sub>1-6</sub>alkyl,
- (10) -(CH<sub>2</sub>)<sub>q</sub>CO<sub>2</sub>H,
- (11) -(CH<sub>2</sub>)<sub>q</sub>CO<sub>2</sub>C<sub>1-6</sub>alkyl,
- (12) -CF<sub>3</sub>,
- 15 (13) -CN,
- (14) -SO<sub>2</sub>C<sub>1-6</sub>alkyl, and
- (15) -(CH<sub>2</sub>)<sub>q</sub>CON(R<sup>e</sup>)<sub>2</sub>,

wherein each CH<sub>2</sub> is unsubstituted or substituted with 1 or 2 halogens, and each alkyl is unsubstituted or substituted with 1, 2 or 3 halogens;

20 each R<sup>c</sup> is independently selected from:

- (1) halogen,
- (2) oxo,
- (3) -(CH<sub>2</sub>)<sub>r</sub>OH,
- (4) -(CH<sub>2</sub>)<sub>r</sub>N(R<sup>e</sup>)<sub>2</sub>,
- 25 (5) -(CH<sub>2</sub>)<sub>r</sub>CN,
- (6) -C<sub>1-6</sub>alkyl,
- (7) -CF<sub>3</sub>,
- (8) -C<sub>1-6</sub>alkyl-OH,
- (9) -OCH<sub>2</sub>OC<sub>1-6</sub>alkyl,
- 30 (10) -(CH<sub>2</sub>)<sub>r</sub>OC<sub>1-6</sub>alkyl,
- (11) -OCH<sub>2</sub>aryl,
- (12) -(CH<sub>2</sub>)<sub>r</sub>SC<sub>1-6</sub>alkyl,
- (13) -(CH<sub>2</sub>)<sub>r</sub>C(O)R<sup>f</sup>,
- (14) -(CH<sub>2</sub>)<sub>r</sub>C(O)N(R<sup>e</sup>)<sub>2</sub>,
- 35 (15) -(CH<sub>2</sub>)<sub>r</sub>CO<sub>2</sub>H,
- (16) -(CH<sub>2</sub>)<sub>r</sub>CO<sub>2</sub>R<sup>f</sup>,
- (17) -(CH<sub>2</sub>)<sub>r</sub>C<sub>3-7</sub>cycloalkyl,

(18)  $-(\text{CH}_2)_r\text{C}_{2-6}\text{cycloheteroalkyl}$ ,

(19)  $-(\text{CH}_2)_r\text{aryl}$ , and

(20)  $-(\text{CH}_2)_r\text{heteroaryl}$ ,

wherein each  $\text{CH}_2$  is unsubstituted or substituted with 1 or 2 substituents selected from: oxo, -OH, -CN,  $-\text{N}(\text{R}^h)_2$ ,  $-\text{C}_{1-6}\text{alkyl}$ ,  $-\text{OC}_{1-6}\text{alkyl}$ , halogen,  $-\text{CH}_2\text{F}$ ,  $-\text{CHF}_2$ ,  $-\text{CF}_3$ ,  $-\text{CO}_2\text{H}$ ,  $-\text{CO}_2\text{C}_{1-6}\text{alkyl}$ ,  $-\text{C}_{3-7}\text{cycloalkyl}$  and heteroaryl, and each alkyl, cycloalkyl, cycloheteroalkyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from: oxo, -OH, -CN,  $-\text{N}(\text{R}^h)_2$ ,  $-\text{C}_{1-6}\text{alkyl}$ ,  $-\text{OC}_{1-6}\text{alkyl}$ , halogen,  $-\text{CH}_2\text{F}$ ,  $-\text{CHF}_2$ ,  $-\text{CF}_3$ ,  $-\text{CO}_2\text{H}$ ,  $-\text{CO}_2\text{C}_{1-6}\text{alkyl}$ ,  $-\text{C}_{3-7}\text{cycloalkyl}$  and heteroaryl;

each  $\text{R}^e$ ,  $\text{R}^g$  and  $\text{R}^h$  is independently selected from:

(1) hydrogen, and

(2)  $\text{C}_{1-6}\text{alkyl}$ ,

wherein alkyl is unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from: -OH, oxo, halogen,  $\text{C}_{1-6}\text{alkyl}$ ,  $-\text{OC}_{1-6}\text{alkyl}$ ,  $-\text{NH}_2$ ,  $-\text{NH}(\text{C}_{1-6}\text{alkyl})$ , and  $-\text{N}(\text{C}_{1-6}\text{alkyl})_2$ ;

each  $\text{R}^j$  is independently selected from:

(1) hydrogen,

(2)  $-\text{C}_{1-6}\text{alkyl}$ ,

(3)  $-\text{C}_{3-6}\text{cycloalkyl}$ ,

(4)  $-\text{C}(\text{O})\text{R}^i$ , and

(5)  $-\text{SO}_2\text{R}^i$ ,

wherein alkyl and cycloalkyl are unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from: -OH, oxo, halogen,  $\text{C}_{1-6}\text{alkyl}$ ,  $-\text{OC}_{1-6}\text{alkyl}$ ,  $-\text{NH}_2$ ,  $-\text{NH}(\text{C}_{1-6}\text{alkyl})$ , and  $-\text{N}(\text{C}_{1-6}\text{alkyl})_2$ ;

each  $\text{R}^f$  and  $\text{R}^i$  is independently selected from:

(1)  $\text{C}_{1-6}\text{alkyl}$ ,

(2)  $\text{C}_{4-7}\text{cycloalkyl}$ ,

(3)  $\text{C}_{4-7}\text{cycloalkenyl}$ ,

(4)  $\text{C}_{3-7}\text{cycloheteroalkyl}$ ,

(5)  $\text{C}_{3-7}\text{cycloheteroalkenyl}$ ,

(6) aryl, and

(7) heteroaryl,

wherein each alkyl, cycloalkyl, cycloalkenyl, cycloheteroalkyl, cycloheteroalkenyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from: oxo, -OH, -CN,  $-\text{NH}_2$ ,  $-\text{C}_{1-6}\text{alkyl}$ ,  $-\text{OC}_{1-6}\text{alkyl}$ , halogen,  $-\text{CH}_2\text{F}$ ,  $-\text{CHF}_2$ ,  $-\text{CF}_3$ ,  $-\text{CO}_2\text{H}$ ,  $-\text{CO}_2\text{C}_{1-6}\text{alkyl}$ ,  $-\text{C}_{3-7}\text{cycloalkyl}$ , and heteroaryl;

$\text{R}^k$ ,  $\text{R}^m$  and  $\text{R}^v$  are each independently selected from

(1) -O-, and

(2) -NH-;

each R<sup>n</sup> is independently selected from:

- (1) hydrogen,
- (2) -C<sub>1-6</sub>alkyl,
- 5 (3) aryl,
- (4) -C(R<sup>q</sup>)<sub>2</sub>-OC(O)R<sup>s</sup>,
- (5) -C(R<sup>q</sup>)<sub>2</sub>-O-C(O)OR<sup>s</sup>, and
- (6) -C(R<sup>u</sup>)<sub>2</sub>C(O)OR<sup>s</sup>,

wherein alkyl and aryl are unsubstituted or substituted with 1 or 2 substituents selected from R<sup>w</sup>,  
10 and wherein R<sup>u</sup> and R<sup>u</sup> together with the carbon they are attached to may form a C<sub>3-7</sub>cycloalkyl ring;

each R<sup>o</sup> is independently selected from: the group consisting of

- (1) hydrogen,
- (2) -C<sub>1-6</sub>alkyl,
- 15 (3) -CF<sub>3</sub>,
- (4) -CHF<sub>2</sub>,
- (5) -CH<sub>2</sub>F, and
- (6) -CH<sub>2</sub>OH,

wherein alkyl is unsubstituted or substituted with 1 or 2 substituents selected from R<sup>w</sup>;

20 each R<sup>p</sup> is independently selected from:

- (1) aryl, and
- (2) heteroaryl,

wherein aryl and heteroaryl are unsubstituted or substituted with 1, 2 or 3 substituents selected from R<sup>w</sup>;

25 each R<sup>q</sup> is independently selected from:

- (1) hydrogen, and
- (2) -C<sub>1-6</sub>alkyl,

wherein alkyl is unsubstituted or substituted with 1 or 2 substituents selected from R<sup>w</sup>;

30 each R<sup>s</sup> is independently selected from: -C<sub>1-6</sub>alkyl, wherein alkyl is unsubstituted or substituted with 1 or 2 substituents selected from R<sup>w</sup>;

each R<sup>u</sup> is independently selected from:

- (1) hydrogen, and
- (2) -C<sub>1-6</sub>alkyl,

wherein alkyl is unsubstituted or substituted with 1 or 2 substituents selected from R<sup>w</sup>;

35 each R<sup>w</sup> is independently selected from:

- (1) halogen,
- (2) CN,

- (3) -C<sub>1-6</sub>alkyl,  
 (4) -O-C<sub>1-6</sub>alkyl,  
 (5) -O-CF<sub>3</sub>,  
 (6) -NH(C<sub>1-6</sub>alkyl),  
 5 (7) -N(C<sub>1-6</sub>alkyl)<sub>2</sub>,  
 (8) -S-C<sub>1-6</sub>alkyl,  
 (9) -CO<sub>2</sub>C<sub>1-6</sub>alkyl,  
 (10) -CONH(C<sub>1-6</sub>alkyl),  
 (11) -CON(C<sub>1-6</sub>alkyl)<sub>2</sub>, and  
 10 (12) phenyl,

wherein alkyl and phenyl are unsubstituted or substituted with 1 or 2 substituents selected from halogen and -C<sub>1-6</sub>alkyl;

n is 0, 1, 2, 3 or 4;

m is 0, 1, 2, 3 or 4;

15 p is 0, 1, 2, or 3;

q is 0, 1, 2, 3 or 4;

r is 0, 1 or 2; and

w is 0, 1, 2, 3 or 4.

20 2. The compound according to Claim 1 or a pharmaceutically acceptable salt thereof, wherein:

X is absent or selected from:

- (1) -S-,  
 (2) -O-,  
 25 (3) -NH-,  
 (4) -C(O)-,  
 (5) -NHC(O)-,  
 (6) -C(O)NH-,  
 (7) -NHSO<sub>2</sub>-,  
 30 (8) -SO<sub>2</sub>NH-, and  
 (9) -CO<sub>2</sub>-,

wherein NH is unsubstituted or substituted with 1 substituent selected from: -C<sub>1-6</sub>alkyl, -CO<sub>2</sub>H, -CO<sub>2</sub>C<sub>1-6</sub>alkyl, -COC<sub>1-6</sub>alkyl, phenyl and -CH<sub>2</sub>phenyl;

Y is selected from:

- 35 (1) -CH<sub>2</sub>-,  
 (2) -CH<sub>2</sub>-CH<sub>2</sub>-,  
 (3) -CH<sub>2</sub>-CH<sub>2</sub>-CH<sub>2</sub>-,

(4) -CHF-, and

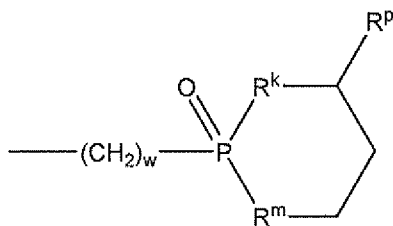
(5) -CF<sub>2</sub>-,

wherein each CH<sub>2</sub> and CHF is unsubstituted or substituted with 1 or 2 substituents selected from R<sup>b</sup>;

5 Z is selected from:

(1) -(CH<sub>2</sub>)<sub>m</sub>P(O)(OH)<sub>2</sub>,(2) -(CH<sub>2</sub>)<sub>m</sub>P(O)H(OH),(3) -(CH<sub>2</sub>)<sub>m</sub>P(O)(C<sub>1-6</sub>alkyl)<sub>2</sub>,(4) -(CH<sub>2</sub>)<sub>m</sub>P(O)(OC<sub>1-6</sub>alkyl)<sub>2</sub>,10 (5) -(CH<sub>2</sub>)<sub>m</sub>P(O)(OH)(C<sub>1-6</sub>alkyl),(6) -(CH<sub>2</sub>)<sub>m</sub>P(O)(OH)(OC<sub>1-6</sub>alkyl),(7) -(CH<sub>2</sub>)<sub>m</sub>P(O)(C<sub>1-6</sub>alkyl)(OC<sub>1-6</sub>alkyl),(8) -(CH<sub>2</sub>)<sub>m</sub>P(O)(OH)(O-(CH<sub>2</sub>)<sub>0-4</sub>-aryl),(9) -(CH<sub>2</sub>)<sub>m</sub>P(O)(NR<sup>g</sup>C(R<sup>h</sup>)<sub>2</sub>CO<sub>2</sub>H)<sub>2</sub>,15 (10) -(CH<sub>2</sub>)<sub>m</sub>P(O)(NR<sup>g</sup>C(R<sup>h</sup>)<sub>2</sub>CO<sub>2</sub>C<sub>1-6</sub>alkyl)<sub>2</sub>,(11) -(CH<sub>2</sub>)<sub>m</sub>P(O)(OH)(NR<sup>g</sup>C(R<sup>h</sup>)<sub>2</sub>CO<sub>2</sub>H)<sub>2</sub>,(12) -(CH<sub>2</sub>)<sub>m</sub>P(O)(OH)(NR<sup>g</sup>C(R<sup>h</sup>)<sub>2</sub>CO<sub>2</sub>C<sub>1-6</sub>alkyl),(13) -(CH<sub>2</sub>)<sub>m</sub>P(O)(NR<sup>g</sup>C(R<sup>h</sup>)<sub>2</sub>CO<sub>2</sub>C<sub>1-6</sub>alkyl)(O-R<sup>i</sup>),(14) -(CH<sub>2</sub>)<sub>m</sub>P(O)(OC(R<sup>h</sup>)<sub>2</sub>OC(O)C<sub>1-6</sub>alkyl)<sub>2</sub>,20 (15) -(CH<sub>2</sub>)<sub>m</sub>P(O)(OH)(OC(R<sup>h</sup>)<sub>2</sub>OC(O)C<sub>1-6</sub>alkyl),(16) -(CH<sub>2</sub>)<sub>m</sub>P(O)(OH)(-O-(CH<sub>2</sub>)<sub>1-4</sub>-S(O)C<sub>1-6</sub>alkyl),(17) -(CH<sub>2</sub>)<sub>m</sub>P(O)(-O-(CH<sub>2</sub>)<sub>1-4</sub>-S(O)C<sub>1-6</sub>alkyl)<sub>2</sub>,(18) -(CH<sub>2</sub>)<sub>m</sub>P(O)(OH)(-O-(CH<sub>2</sub>)<sub>1-4</sub>-SC(O)C<sub>1-6</sub>alkyl),(19) -(CH<sub>2</sub>)<sub>m</sub>P(O)(-O-(CH<sub>2</sub>)<sub>1-4</sub>-SC(O)C<sub>1-6</sub>alkyl)<sub>2</sub>,25 (20) -(CH<sub>2</sub>)<sub>m</sub>P(O)(-O-(CH<sub>2</sub>)<sub>1-4</sub>-O), and

(21)



wherein each CH<sub>2</sub> is unsubstituted or substituted with 1 or 2 substituents selected from C<sub>1-</sub>

6alkyl, -OH and -NH<sub>2</sub>, each NH is unsubstituted or substituted with 1 substituent selected from

30 R<sup>c</sup>, and each alkyl and aryl is unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from R<sup>c</sup>;

each R<sup>1</sup> and R<sup>2</sup> is independently selected from:

(1) hydrogen,

- (2) halogen,  
 (3) -CN,  
 (4) -CF<sub>3</sub>,  
 (5) -C<sub>1-6</sub>alkyl,  
 5 (6) -C<sub>2-6</sub>alkenyl,  
 (7) -C<sub>2-6</sub>alkynyl,  
 (8) -(CH<sub>2</sub>)<sub>p</sub>C<sub>3-10</sub>cycloalkyl,  
 (9) -(CH<sub>2</sub>)<sub>p</sub>C<sub>3-7</sub>cycloalkyl-aryl,  
 (10) -(CH<sub>2</sub>)<sub>p</sub>C<sub>3-7</sub>cycloalkyl-heteroaryl,  
 10 (11) -(CH<sub>2</sub>)<sub>p</sub>C<sub>4-10</sub>cycloalkenyl,  
 (12) -(CH<sub>2</sub>)<sub>p</sub>C<sub>4-7</sub>cycloalkenyl-aryl,  
 (13) -(CH<sub>2</sub>)<sub>p</sub>C<sub>4-7</sub>cycloalkenyl-heteroaryl,  
 (14) aryl,  
 (15) biphenyl,  
 15 (16) -(CH<sub>2</sub>)<sub>p</sub>heteroaryl,  
 (17) -C<sub>2-6</sub>alkenyl-alkyl,  
 (18) -C<sub>2-6</sub>alkenyl-aryl,  
 (19) -C<sub>2-6</sub>alkenyl-heteroaryl,  
 (20) -C<sub>2-6</sub>alkenyl-C<sub>3-7</sub>cycloalkyl,  
 20 (21) -C<sub>2-6</sub>alkenyl-C<sub>3-7</sub>cycloalkenyl,  
 (22) -C<sub>2-6</sub>alkenyl-C<sub>2-7</sub>cycloheteroalkyl,  
 (23) -C<sub>2-6</sub>alkenyl-C<sub>2-7</sub>cycloheteroalkenyl,  
 (24) -C<sub>2-6</sub>alkynyl-(CH<sub>2</sub>)<sub>1-3</sub>-O-aryl,  
 (25) -C<sub>2-6</sub>alkynyl-alkyl,  
 25 (26) -C<sub>2-6</sub>alkynyl-aryl,  
 (27) -C<sub>2-6</sub>alkynyl-heteroaryl,  
 (28) -C<sub>2-6</sub>alkynyl-C<sub>3-7</sub>cycloalkyl,  
 (29) -C<sub>2-6</sub>alkynyl-C<sub>3-7</sub>cycloalkenyl,  
 (30) -C<sub>2-6</sub>alkynyl-C<sub>2-7</sub>cycloheteroalkyl,  
 30 (31) -C<sub>2-6</sub>alkynyl-C<sub>2-7</sub>cycloheteroalkenyl,  
 (32) -C(O)NH-(CH<sub>2</sub>)<sub>0-3</sub>phenyl, and  
 (33) -(CH<sub>2</sub>)<sub>p</sub>C(O)phenyl,

wherein each CH<sub>2</sub> is unsubstituted or substituted with 1 or 2 substituents selected from: halogen, -CF<sub>3</sub>, -OH, -NH<sub>2</sub>, -C<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, -NHC<sub>1-6</sub>alkyl, and -N(C<sub>1-6</sub>alkyl)<sub>2</sub>, each alkyl,  
 35 alkenyl and alkynyl is unsubstituted or substituted with 1, 2 or 3 substituents selected from: halogen, CF<sub>3</sub>, -OH, -NH<sub>2</sub>, -C<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, -NHC<sub>1-6</sub>alkyl, and -N(C<sub>1-6</sub>alkyl)<sub>2</sub>, and each cycloalkyl, cycloalkenyl, cycloheteroalkyl, cycloheteroalkenyl, phenyl, aryl and heteroaryl is

unsubstituted or substituted with 1, 2, 3 or 4 substituents independently selected from R<sup>a</sup>, provided that at least one of and only one of R<sup>1</sup> and R<sup>2</sup> is selected from the group consisting of: hydrogen, halogen, -CN, -CF<sub>3</sub>, -C<sub>1-6</sub>alkyl, -C<sub>2-6</sub>alkenyl and -C<sub>2-6</sub>alkynyl, and provided that if R<sup>1</sup> or R<sup>2</sup> is hydrogen, then at least one of R<sup>3</sup> and R<sup>4</sup> is not hydrogen;

5 R<sup>3</sup> and R<sup>4</sup> are each independently selected from:

- (1) hydrogen,
- (2) halogen,
- (3) -C<sub>1-6</sub>alkyl,
- (4) -C<sub>2-6</sub>alkenyl,
- 10 (5) -C<sub>2-6</sub>alkynyl,
- (6) -C<sub>3-10</sub>cycloalkyl,
- (7) -C<sub>3-10</sub>cycloalkenyl,
- (8) aryl,
- (9) heteroaryl,
- 15 (10) -CN,
- (11) -CF<sub>3</sub>,
- (12) -OH,
- (13) -OC<sub>1-6</sub>alkyl,
- (14) -NH<sub>2</sub>,
- 20 (15) -NHC<sub>1-6</sub>alkyl,
- (16) -N(C<sub>1-6</sub>alkyl)<sub>2</sub>,
- (17) -SC<sub>1-6</sub>alkyl,
- (18) -SOC<sub>1-6</sub>alkyl,
- (19) -SO<sub>2</sub>C<sub>1-6</sub>alkyl,
- 25 (20) -NHSO<sub>2</sub>C<sub>1-6</sub>alkyl,
- (21) -NHC(O)C<sub>1-6</sub>alkyl,
- (22) -SO<sub>2</sub>NHC<sub>1-6</sub>alkyl, and
- (23) -C(O)NHC<sub>1-6</sub>alkyl;

R<sup>5</sup> is selected from:

- 30 (1) hydrogen,
- (2) -C<sub>1-6</sub>alkyl,
- (3) -CH<sub>2</sub>CO<sub>2</sub>H, and
- (4) -CH<sub>2</sub>CO<sub>2</sub>C<sub>1-6</sub>alkyl;

each R<sup>a</sup> is independently selected from the group consisting of:

- 35 (1) halogen,
- (2) oxo,
- (3) -(CH<sub>2</sub>)<sub>m</sub>OH,

- (4)  $-(\text{CH}_2)_m\text{N}(\text{Rj})_2$ ,  
 (5)  $-(\text{CH}_2)_m\text{NO}_2$ ,  
 (6)  $-(\text{CH}_2)_m\text{CN}$ ,  
 (7)  $-\text{C}_{1-6}\text{alkyl}$ ,  
 5 (8)  $-(\text{CH}_2)_m\text{CF}_3$ ,  
 (9)  $-(\text{CH}_2)_m\text{OCF}_3$ ,  
 (10)  $-\text{OCH}_2\text{OC}_{1-6}\text{alkyl}$ ,  
 (11)  $-\text{OCH}_2\text{-aryl}$ ,  
 (12)  $-(\text{CH}_2)_m\text{C}(=\text{N-OH})\text{N}(\text{Rj})_2$ ,  
 10 (13)  $-(\text{CH}_2)_m\text{OC}_{1-6}\text{alkyl}$ ,  
 (14)  $-(\text{CH}_2)_m\text{-O-aryl}$ ,  
 (15)  $-(\text{CH}_2)_m\text{SC}_{1-6}\text{alkyl}$ ,  
 (16)  $-(\text{CH}_2)_m\text{S}(\text{O})\text{C}_{1-6}\text{alkyl}$ ,  
 (17)  $-(\text{CH}_2)_m\text{S}(\text{O})_2\text{C}_{1-6}\text{alkyl}$ ,  
 15 (18)  $-(\text{CH}_2)_m\text{NHS}(\text{O})_2\text{C}_{1-6}\text{alkyl}$ ,  
 (19)  $-(\text{CH}_2)_m\text{C}(\text{O})\text{R}^f$ ,  
 (20)  $-(\text{CH}_2)_m\text{C}(\text{O})\text{N}(\text{Rj})_2$ ,  
 (21)  $-(\text{CH}_2)_m\text{N}(\text{Rj})\text{C}(\text{O})\text{R}^f$ ,  
 (22)  $-(\text{CH}_2)_m\text{N}(\text{Rj})\text{C}(\text{O})\text{N}(\text{Rj})_2$ ,  
 20 (23)  $-(\text{CH}_2)_m\text{CO}_2\text{H}$ ,  
 (24)  $-(\text{CH}_2)_m\text{OC}(\text{O})\text{H}$ ,  
 (25)  $-(\text{CH}_2)_m\text{CO}_2\text{R}^f$ ,  
 (26)  $-(\text{CH}_2)_m\text{OC}(\text{O})\text{R}^f$ ,  
 (27)  $-(\text{CH}_2)_m\text{C}_{3-7}\text{cycloalkyl}$ ,  
 25 (28)  $-(\text{CH}_2)_m\text{C}_{3-7}\text{cycloalkenyl}$ ,  
 (29)  $-(\text{CH}_2)_m\text{C}_{2-6}\text{cycloheteroalkyl}$ ,  
 (30)  $-(\text{CH}_2)_m\text{C}_{2-6}\text{cycloheteroalkenyl}$ ,  
 (31)  $-(\text{CH}_2)_m\text{aryl}$ , and  
 (32)  $-(\text{CH}_2)_m\text{heteroaryl}$ ,  
 30 wherein each  $\text{CH}_2$  is unsubstituted or substituted with 1 or 2 substituents selected from: oxo,  $-(\text{CH}_2)_{0-3}\text{OH}$ ,  $-\text{CN}$ ,  $-\text{NH}_2$ ,  $-\text{NH}(\text{C}_{1-6}\text{alkyl})$ ,  $-\text{N}(\text{C}_{1-6}\text{alkyl})_2$ ,  $-\text{C}_{1-6}\text{alkyl}$ ,  $-\text{OC}_{1-6}\text{alkyl}$ , halogen,  $-\text{CH}_2\text{F}$ ,  $-\text{CHF}_2$ ,  $-\text{CF}_3$ ,  $-\text{CO}_2\text{H}$ ,  $-\text{CO}_2\text{C}_{1-6}\text{alkyl}$ ,  $-\text{C}_{3-7}\text{cycloalkyl}$ , phenyl,  $\text{CH}_2\text{phenyl}$ , heteroaryl and  $\text{CH}_2\text{heteroaryl}$ , and each alkyl, cycloalkyl, cycloalkenyl, cycloheteroalkyl, cycloheteroalkenyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2, 3 or 4  
 35 substituents selected from: oxo,  $-(\text{CH}_2)_{0-3}\text{OH}$ ,  $-\text{CN}$ ,  $-\text{NH}_2$ ,  $-\text{NH}(\text{C}_{1-6}\text{alkyl})$ ,  $-\text{N}(\text{C}_{1-6}\text{alkyl})_2$ ,  $-\text{C}_{1-6}\text{alkyl}$ ,  $-\text{OC}_{1-6}\text{alkyl}$ , halogen,  $-\text{CH}_2\text{F}$ ,  $-\text{CHF}_2$ ,  $-\text{CF}_3$ ,  $-\text{CO}_2\text{H}$ ,  $-\text{CO}_2\text{C}_{1-6}\text{alkyl}$ ,  $-\text{C}_{3-7}\text{cycloalkyl}$ , phenyl,  $\text{CH}_2\text{phenyl}$ , heteroaryl and  $\text{CH}_2\text{heteroaryl}$ ;



each R<sup>b</sup> is independently selected from:

- (1) hydrogen,
- (2) -C<sub>1-6</sub>alkyl,
- (3) halogen,
- 5 (4) -OH,
- (5) -NO<sub>2</sub>,
- (6) -NH<sub>2</sub>,
- (7) -NH(C<sub>1-6</sub>alkyl),
- (8) -N(C<sub>1-6</sub>alkyl)<sub>2</sub>,
- 10 (9) -OC<sub>1-6</sub>alkyl,
- (10) -(CH<sub>2</sub>)<sub>q</sub>CO<sub>2</sub>H,
- (11) -(CH<sub>2</sub>)<sub>q</sub>CO<sub>2</sub>C<sub>1-6</sub>alkyl,
- (12) -CF<sub>3</sub>,
- (13) -CN,
- 15 (14) -SO<sub>2</sub>C<sub>1-6</sub>alkyl, and
- (15) -(CH<sub>2</sub>)<sub>q</sub>CON(R<sup>e</sup>)<sub>2</sub>,

wherein each CH<sub>2</sub> is unsubstituted or substituted with 1 or 2 halogens, and each alkyl is unsubstituted or substituted with 1, 2 or 3 halogens;

each R<sup>c</sup> is independently selected from:

- 20 (1) halogen,
- (2) oxo,
- (3) -(CH<sub>2</sub>)<sub>r</sub>OH,
- (4) -(CH<sub>2</sub>)<sub>r</sub>N(R<sup>e</sup>)<sub>2</sub>,
- (5) -(CH<sub>2</sub>)<sub>r</sub>CN,
- 25 (6) -C<sub>1-6</sub>alkyl,
- (7) -CF<sub>3</sub>,
- (8) -C<sub>1-6</sub>alkyl-OH,
- (9) -OCH<sub>2</sub>OC<sub>1-6</sub>alkyl,
- (10) -(CH<sub>2</sub>)<sub>r</sub>OC<sub>1-6</sub>alkyl,
- 30 (11) -OCH<sub>2</sub>aryl,
- (12) -(CH<sub>2</sub>)<sub>r</sub>SC<sub>1-6</sub>alkyl,
- (13) -(CH<sub>2</sub>)<sub>r</sub>C(O)R<sup>f</sup>,
- (14) -(CH<sub>2</sub>)<sub>r</sub>C(O)N(R<sup>e</sup>)<sub>2</sub>,
- (15) -(CH<sub>2</sub>)<sub>r</sub>CO<sub>2</sub>H,
- 35 (16) -(CH<sub>2</sub>)<sub>r</sub>CO<sub>2</sub>R<sup>f</sup>,
- (17) -(CH<sub>2</sub>)<sub>r</sub>C<sub>3-7</sub>cycloalkyl,
- (18) -(CH<sub>2</sub>)<sub>r</sub>C<sub>2-6</sub>cycloheteroalkyl,

(19)  $-(\text{CH}_2)_r$ aryl, and

(20)  $-(\text{CH}_2)_r$ heteroaryl,

wherein each  $\text{CH}_2$  is unsubstituted or substituted with 1 or 2 substituents selected from: oxo, -OH, -CN,  $-\text{N}(\text{R}^h)_2$ ,  $-\text{C}_{1-6}$ alkyl,  $-\text{OC}_{1-6}$ alkyl, halogen,  $-\text{CH}_2\text{F}$ ,  $-\text{CHF}_2$ ,  $-\text{CF}_3$ ,  $-\text{CO}_2\text{H}$ ,  $-\text{CO}_2\text{C}_{1-6}$ alkyl,  $-\text{C}_{3-7}$ cycloalkyl and heteroaryl, and each alkyl, cycloalkyl, cycloheteroalkyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from: oxo, -OH, -CN,  $-\text{N}(\text{R}^h)_2$ ,  $-\text{C}_{1-6}$ alkyl,  $-\text{OC}_{1-6}$ alkyl, halogen,  $-\text{CH}_2\text{F}$ ,  $-\text{CHF}_2$ ,  $-\text{CF}_3$ ,  $-\text{CO}_2\text{H}$ ,  $-\text{CO}_2\text{C}_{1-6}$ alkyl,  $-\text{C}_{3-7}$ cycloalkyl and heteroaryl;

each  $\text{R}^e$ ,  $\text{R}^g$  and  $\text{R}^h$  is independently selected from:

- 10 (1) hydrogen, and  
 (2)  $\text{C}_{1-6}$ alkyl,

wherein alkyl is unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from: -OH, oxo, halogen,  $\text{C}_{1-6}$ alkyl,  $-\text{OC}_{1-6}$ alkyl,  $-\text{NH}_2$ ,  $-\text{NH}(\text{C}_{1-6}$ alkyl), and  $-\text{N}(\text{C}_{1-6}$ alkyl)<sub>2</sub>;

each  $\text{R}^j$  is independently selected from:

- 15 (1) hydrogen,  
 (2)  $-\text{C}_{1-6}$ alkyl,  
 (3)  $-\text{C}_{3-6}$ cycloalkyl,  
 (4)  $-\text{C}(\text{O})\text{R}^i$ , and  
 (5)  $-\text{SO}_2\text{R}^i$ ,

20 wherein alkyl and cycloalkyl are unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from: -OH, oxo, halogen,  $\text{C}_{1-6}$ alkyl,  $-\text{OC}_{1-6}$ alkyl,  $-\text{NH}_2$ ,  $-\text{NH}(\text{C}_{1-6}$ alkyl), and  $-\text{N}(\text{C}_{1-6}$ alkyl)<sub>2</sub>;

each  $\text{R}^f$  and  $\text{R}^i$  is independently selected from:

- 25 (1)  $\text{C}_{1-6}$ alkyl,  
 (2)  $\text{C}_{4-7}$ cycloalkyl,  
 (3)  $\text{C}_{4-7}$ cycloalkenyl,  
 (4)  $\text{C}_{3-7}$ cycloheteroalkyl,  
 (5)  $\text{C}_{3-7}$ cycloheteroalkenyl,  
 (6) aryl, and  
 30 (7) heteroaryl,

wherein each alkyl, cycloalkyl, cycloalkenyl, cycloheteroalkyl, cycloheteroalkenyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from: oxo, -OH, -CN,  $-\text{NH}_2$ ,  $-\text{C}_{1-6}$ alkyl,  $-\text{OC}_{1-6}$ alkyl, halogen,  $-\text{CH}_2\text{F}$ ,  $-\text{CHF}_2$ ,  $-\text{CF}_3$ ,  $-\text{CO}_2\text{H}$ ,  $-\text{CO}_2\text{C}_{1-6}$ alkyl,  $-\text{C}_{3-7}$ cycloalkyl, and heteroaryl;

35  $\text{R}^k$  and  $\text{R}^m$  are each independently selected from

- (1) -O-, and  
 (2) -NH-;

each R<sup>P</sup> is independently selected from:

- (1) aryl, and
- (2) heteroaryl,

wherein aryl and heteroaryl are unsubstituted or substituted with 1, 2 or 3 substituents selected from R<sup>W</sup>;

each R<sup>W</sup> is independently selected from:

- (1) halogen,
- (2) CN,
- (3) -C<sub>1-6</sub>alkyl,
- (4) -O-C<sub>1-6</sub>alkyl,
- (5) -O-CF<sub>3</sub>,
- (6) -NH(C<sub>1-6</sub>alkyl),
- (7) -N(C<sub>1-6</sub>alkyl)<sub>2</sub>,
- (8) -S-C<sub>1-6</sub>alkyl,
- (9) -CO<sub>2</sub>C<sub>1-6</sub>alkyl,
- (10) -CONH(C<sub>1-6</sub>alkyl),
- (11) -CON(C<sub>1-6</sub>alkyl)<sub>2</sub>, and
- (12) phenyl,

wherein alkyl and phenyl are unsubstituted or substituted with 1 or 2 substituents selected from halogen and -C<sub>1-6</sub>alkyl;

n is 0, 1, 2, 3 or 4;

m is 0, 1, 2, 3 or 4;

p is 0, 1, 2, or 3;

q is 0, 1, 2, 3 or 4;

r is 0, 1 or 2; and

w is 0 or 1.

3. The compound according to Claim 2, wherein R<sup>1</sup> is independently selected from:

- (1) aryl,
- (2) biphenyl,
- (3) heteroaryl,
- (4) -C<sub>2</sub>alkynyl-aryl, and
- (5) -C<sub>2</sub>alkynyl-heteroaryl,

wherein each phenyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2 or 3 substituents independently selected from R<sup>a</sup>; and

R<sup>2</sup> is selected from the group consisting of: hydrogen, halogen and -CF<sub>3</sub>, provided that if R<sup>2</sup> is

hydrogen, then at least one of R<sup>3</sup> and R<sup>4</sup> is not hydrogen;  
or a pharmaceutically acceptable salt thereof.

4. The compound according to Claim 3, wherein each R<sup>a</sup> is independently  
5 selected from the group consisting of:

- (1) halogen,
- (2) -(CH<sub>2</sub>)<sub>m</sub>OH,
- (3) -C<sub>1-6</sub>alkyl,
- (4) -CF<sub>3</sub>,
- 10 (5) -OC<sub>1-6</sub>alkyl,
- (6) -SC<sub>1-6</sub>alkyl,
- (7) -C(O)N(C<sub>1-6</sub>alkyl)<sub>2</sub>,
- (8) -C(O)NH-C<sub>3-7</sub>cycloalkyl,
- (9) -C<sub>2-6</sub>cycloheteroalkyl,
- 15 (10) -aryl, and
- (11) -heteroaryl,

wherein each alkyl, cycloalkyl, cycloheteroalkyl, aryl and heteroaryl is unsubstituted or  
substituted with 1, 2 or 3 substituents selected from: oxo, -(CH<sub>2</sub>)<sub>0-3</sub>OH, -CN, -NH<sub>2</sub>, -NH(C<sub>1-  
6</sub>alkyl), -N(C<sub>1-6</sub>alkyl)<sub>2</sub>, -C<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, halogen, -CH<sub>2</sub>F, -CHF<sub>2</sub>, -CF<sub>3</sub>, -CO<sub>2</sub>H, and -  
20 CO<sub>2</sub>C<sub>1-6</sub>alkyl; or a pharmaceutically acceptable salt thereof.

5. The compound according to Claim 4, wherein X is absent, or selected  
from:

- (1) -S-, and
- 25 (2) -O-;

or a pharmaceutically acceptable salt thereof.

6. The compound according to Claim 5, wherein X is -S-; or a  
pharmaceutically acceptable salt thereof.

30

7. The compound according to Claim 6, wherein Y is selected from:

- (1) -CH<sub>2</sub>-, and
- (2) -CH<sub>2</sub>-CH<sub>2</sub>-,

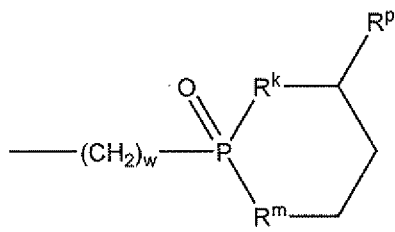
wherein each-CH<sub>2</sub>- is unsubstituted or substituted with 1 or 2 substituents selected from R<sup>b</sup>; or a  
35 pharmaceutically acceptable salt thereof.

8. The compound according to Claim 7, Y is -CH<sub>2</sub>-; or a pharmaceutically

acceptable salt thereof.

9. The compound according to Claim 8, wherein Z is selected from:

- (1)  $-(\text{CH}_2)_m\text{P}(\text{O})(\text{OH})_2$ ,
- (2)  $-(\text{CH}_2)_m\text{P}(\text{O})(\text{OC}(\text{R}^h)_2\text{OC}(\text{O})\text{C}_{1-6}\text{alkyl})_2$ ,
- (3)  $-(\text{CH}_2)_m\text{P}(\text{O})(\text{OH})(\text{O}-(\text{CH}_2)_{0-4}\text{-aryl})$ ,
- (4)  $-(\text{CH}_2)_m\text{P}(\text{O})(\text{OH})(-\text{O}-(\text{CH}_2)_{1-4}\text{-SC}(\text{O})\text{C}_{1-6}\text{alkyl})$ ,
- (5)  $-(\text{CH}_2)_m\text{P}(\text{O})(-\text{O}-(\text{CH}_2)_{1-4}\text{-SC}(\text{O})\text{C}_{1-6}\text{alkyl})_2$ , and
- (6)



wherein each  $\text{CH}_2$  is unsubstituted or substituted with 1 or 2 substituents selected from  $\text{C}_{1-6}$ alkyl,  $-\text{OH}$  and  $-\text{NH}_2$ , and each alkyl and aryl is unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from  $\text{R}^c$ ; or a pharmaceutically acceptable salt thereof.

10. The compound according to Claim 9, wherein Z is  $-\text{P}(\text{O})(\text{OH})_2$ ; or a pharmaceutically acceptable salt thereof.

11. The compound according to Claim 10, wherein  $\text{R}^3$ ,  $\text{R}^4$  and  $\text{R}^5$  are hydrogen; or a pharmaceutically acceptable salt thereof.

12. The compound according to Claim 1, wherein:

each  $\text{R}^1$  is independently selected from:

- (1) aryl,
- (2) biphenyl,
- (3) heteroaryl, and
- (4)  $-\text{C}_2\text{alkynyl-aryl}$ ,

wherein each phenyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2 or 3 substituents independently selected from  $\text{R}^a$ ;

$\text{R}^2$  is halogen;

$\text{R}^3$ ,  $\text{R}^4$  and  $\text{R}^5$  are hydrogen;

X is  $-\text{S}-$ ;

Y is  $-\text{CH}_2-$ , wherein  $\text{CH}_2$  is unsubstituted or substituted with 1 or 2 substituents selected from  $\text{R}^b$ ;

Z is  $-P(O)(OH)_2$ ;

each  $R^a$  is independently selected from the group consisting of:

- (1) halogen,
- (2)  $-C_{1-6}$ alkyl,
- 5 (3) -aryl, and
- (4) -heteroaryl,

wherein each alkyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2 or 3 substituents selected from: oxo,  $-(CH_2)_{0-3}OH$ ,  $-CN$ ,  $-NH_2$ ,  $-NH(C_{1-6}alkyl)$ ,  $-N(C_{1-6}alkyl)_2$ ,  $-C_{1-6}alkyl$ ,  $-OC_{1-6}alkyl$ , halogen,  $-CH_2F$ ,  $-CHF_2$ ,  $-CF_3$ ,  $-CO_2H$ , and  $-CO_2C_{1-6}alkyl$ ; and

10 each  $R^b$  is hydrogen;

or a pharmaceutically acceptable salt thereof.

13. The compound according to Claim 12 wherein:

each  $R^1$  is independently selected from:

- 15 (1) phenyl,
- (2) biphenyl,
- (3) indole, and
- (4)  $-C_2alkynyl-phenyl$ ,

wherein each phenyl and indole is unsubstituted or substituted with 1, 2 or 3 substituents

20 independently selected from  $R^a$ ;

$R^2$  is Cl;

$R^3$ ,  $R^4$  and  $R^5$  are hydrogen;

X is  $-S-$ ;

Y is  $-CH_2-$ ;

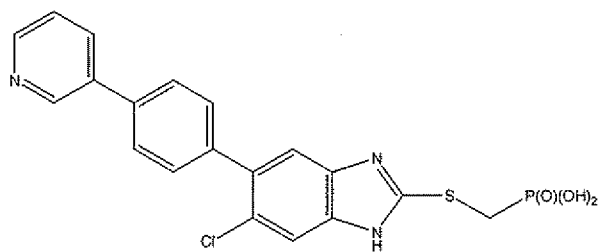
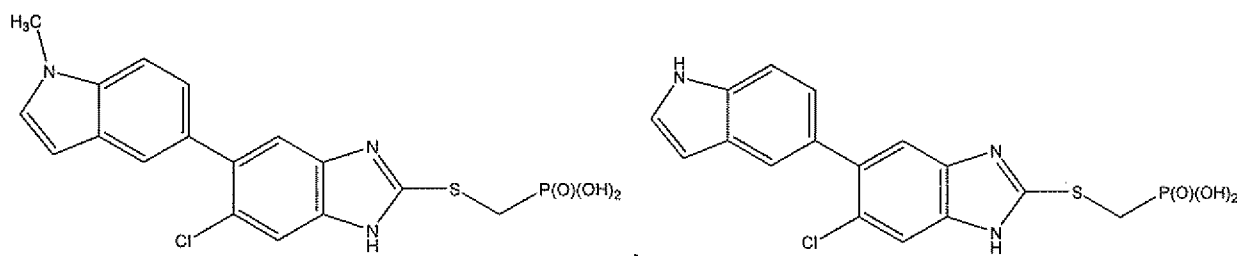
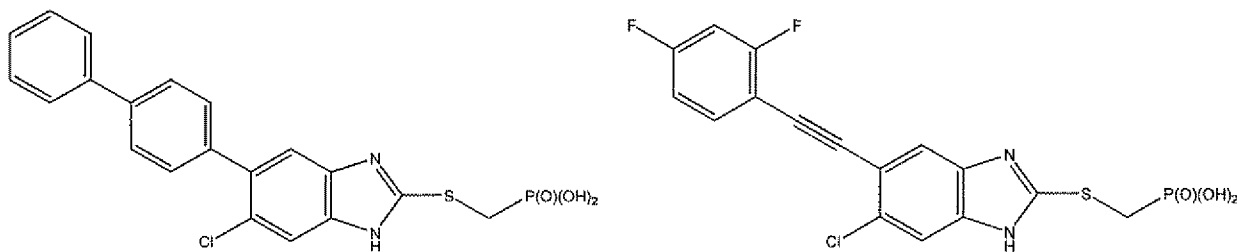
25 Z is  $-P(O)(OH)_2$ ; and

each  $R^a$  is independently selected from the group consisting of:

- (1) halogen,
- (2)  $-C_{1-6}alkyl$ ,
- (3) phenyl, and
- 30 (4) pyridine;

or a pharmaceutically acceptable salt thereof.

14. The compound according to Claim 13 selected from:



5 and

;

or a pharmaceutically acceptable salt thereof.

15. A composition comprising a compound according to Claim 1 and a  
10 pharmaceutically acceptable carrier.

16. A composition comprising a compound according to Claim 1 and a  
compound selected from simvastatin, ezetimibe, taranabant and sitagliptin; and a  
pharmaceutically acceptable carrier.

15

17. The use of a compound according to Claim 1 for the preparation of a  
medicament useful for the treatment of a disorder, condition, or disease responsive to the  
activation of AMP-activated protein kinase in a mammal in need thereof.

20 18. The use according to Claim 17 wherein the disorder, condition, or disease  
is selected from the group consisting of: Type 2 diabetes, hyperglycemia, Metabolic Syndrome,  
obesity, hypercholesterolemia, and hypertension.

19. The use according to Claim 17 wherein the disorder, condition, or disease

is Type 2 diabetes.

20. The use according to Claim 17 wherein the disorder, condition, or disease is obesity.

5

21. A method of treating a disorder, condition or disease responsive to the activation of AMP-activated protein kinase in a patient in need thereof comprising administration of a therapeutically effective amount of a compound according to Claim 1.

10

22. The method of Claim 21 wherein the disorder, condition, or disease is selected from the group consisting of: Type 2 diabetes, hyperglycemia, Metabolic Syndrome, obesity, hypercholesterolemia, hypertension, and cancer.



**INTERNATIONAL SEARCH REPORT**

International application No.

PCT/US 09/61575

**A. CLASSIFICATION OF SUBJECT MATTER**  
 IPC(8) - A01N 43/50; A61K 31/415; C07D 243/08 (2009.01)  
 USPC - 514/399-400; 540/575  
 According to International Patent Classification (IPC) or to both national classification and IPC

**B. FIELDS SEARCHED**

Minimum documentation searched (classification system followed by classification symbols)  
 USPC- 514/399-400; 540/575

Documentation searched other than minimum documentation to the extent that such documents are included in the fields searched  
 USPC- 514/218, 234.5, 235.8, 254.09, 396 (text search-see search terms below)

Electronic data base consulted during the international search (name of data base and, where practicable, search terms used)  
 PubWEST (USPT, PGPB, EPAB, JPAB), Google Patents/Scholar  
 Search Terms Used: benzimidazole, phosphonate, AMPK, diabetes, simvastatin

**C. DOCUMENTS CONSIDERED TO BE RELEVANT**

Category*	Citation of document, with indication, where appropriate, of the relevant passages	Relevant to claim No.
X ----- Y	US 6,399,782 B1 (Kasibhatla et al.) 04 June 2002 (04.06.2002) col 1, ln 24-45, col 4, ln 44-50, col 11, ln 57 to col 12, ln 39, col 82, ln 14-17, col 115, ln 41-47	1-2, 15 ----- 3-14, 16-22
Y	US 4,278,791 A (Botta et al.) 14 June 1981 (14.06.1981) col 1, ln 9-32	3-14
Y	US 7,393,847 B2 (Eckhardt et al.) 01 July 2008 (01.07.2008) col 1, ln 20-42; col 14, ln 30	16
Y	US 7,119,205 B2 (Iyengar et al.) 10 October 2006 (10.10.2006) col 4, ln 46-55; col 5, ln 34-40	17-22
P/A	WO 2008/135743 A1 (Sullivan et al.) 13 November 2008 (13.11.2008) compound 8a and 9a on pg 4	1-2

Further documents are listed in the continuation of Box C.

\* Special categories of cited documents:

"A" document defining the general state of the art which is not considered to be of particular relevance	"T" later document published after the international filing date or priority date and not in conflict with the application but cited to understand the principle or theory underlying the invention
"E" earlier application or patent but published on or after the international filing date	"X" document of particular relevance; the claimed invention cannot be considered novel or cannot be considered to involve an inventive step when the document is taken alone
"L" document which may throw doubts on priority claim(s) or which is cited to establish the publication date of another citation or other special reason (as specified)	"Y" document of particular relevance; the claimed invention cannot be considered to involve an inventive step when the document is combined with one or more other such documents, such combination being obvious to a person skilled in the art
"O" document referring to an oral disclosure, use, exhibition or other means	"&" document member of the same patent family
"P" document published prior to the international filing date but later than the priority date claimed	

Date of the actual completion of the international search 03 December 2009 (03.12.2009)	Date of mailing of the international search report <b>15 DEC 2009</b>
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Name and mailing address of the ISA/US Mail Stop PCT, Attn: ISA/US, Commissioner for Patents P.O. Box 1450, Alexandria, Virginia 22313-1450 Facsimile No. 571-273-3201	Authorized officer:  Lee W. Young  PCT Helpdesk: 571-272-4300 PCT OSP: 571-272-7774
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