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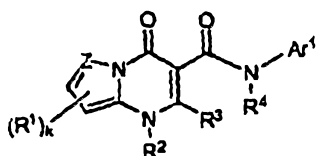
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(54) **Title:** MODULATORS OF CYSTIC FIBROSIS TRANSMEMBRANE CONDUCTANCE REGULATOR



(I)

(57) **Abstract:** The present invention relates to
modulators of ATP-Binding Cassette ("ABC")
transporters or fragments thereof of formula (I),
including Cystic Fibrosis Transmembrane Conductance
Regulator, compositions thereof, and methods
therewith. The present invention also relates to methods
of treating diseases using such CFTR modulators.



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MODULATORS OF CYSTIC FIBROSIS TRANSMEMBRANECONDUCTANCE REGULATORCROSS-REFERENCE TO RELATED APPLICATIONS

[001] The present application claims priority under 35 U.S.C. § 119 to United States Provisional Application No. 61/013,336, filed December 13, 2007 and entitled "MODULATORS OF CYSTIC FIBROSIS TRANSMEMBRANE CONDUCTANCE REGULATOR," the entire contents of which is incorporated herein by reference.

BACKGROUND OF THE INVENTION

[002] Any discussion of the prior art throughout the specification should in no way be considered as an admission that such prior art is widely known or forms part of the common general knowledge of the field. ATP cassette transporters are a family of membrane transporter proteins that regulate the transport of a wide variety of pharmacological agents, potentially toxic drugs, and xenobiotics, as well as anions. They are homologous membrane proteins that bind and use cellular adenosine triphosphate (ATP) for their specific activities. Some of these transporters were discovered as multidrug resistance proteins (like the MDR1-P glycoprotein, or the multidrug resistance protein, MRP1), defending malignant cancer cells against chemotherapeutic agents. To date, 48 such transporters have been identified and grouped into 7 families based on their sequence identity and function.

[003] One member of the ATP cassette transporters family commonly associated with disease is the cAMP/ATP-mediated anion channel, CFTR. CFTR is expressed in a variety of cells types, including absorptive and secretory epithelia cells, where it regulates anion flux across the membrane, as well as the activity of other ion channels and proteins. In epithelia cells, normal functioning of CFTR is critical for the maintenance of electrolyte transport throughout the body, including respiratory and digestive tissue. CFTR is composed of approximately 1480 amino acids that encode a protein made up of a tandem repeat of transmembrane domains, each containing six transmembrane helices and a nucleotide binding domain. The two transmembrane domains are linked by a large, polar, regulatory (R)-domain with multiple phosphorylation sites that regulate channel activity and cellular trafficking.

[004] The gene encoding CFTR has been identified and sequenced (*See* Gregory, R. J. *et al.* (1990) *Nature* 347:382-386; Rich, D. P. *et al.* (1990) *Nature* 347:358-362), Riordan, J. R. *et al.* (1989) *Science* 245:1066-1073). A defect in this gene causes mutations in CFTR resulting in cystic fibrosis ("CF"), the most common fatal genetic disease in

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humans. Cystic fibrosis affects approximately one in every 2,500 infants in the United States. Within the general United States population, up to 10 million people carry a single copy of the defective gene without apparent ill effects. In contrast, individuals with two copies of the CF associated gene suffer from the debilitating and fatal effects of CF, including chronic lung disease.

[005] In patients with cystic fibrosis, mutations in CFTR endogenously expressed in respiratory epithelia leads to reduced apical anion secretion causing an imbalance in ion and fluid transport. The resulting decrease in anion transport contributes to enhanced mucus accumulation in the lung and the accompanying microbial infections that ultimately cause death in CF patients. In addition to respiratory disease, CF patients typically suffer from gastrointestinal problems and pancreatic insufficiency that, if left untreated, results in death. In addition, the majority of males with cystic fibrosis are infertile and fertility is decreased among females with cystic fibrosis. In contrast to the severe effects of two copies of the CF associated gene, individuals with a single copy of the CF associated gene exhibit increased resistance to cholera and to dehydration resulting from diarrhea – perhaps explaining the relatively high frequency of the CF gene within the population.

[006] Sequence analysis of the CFTR gene of CF chromosomes has revealed a variety of disease causing mutations (Cutting, G. R. *et al.* (1990) *Nature* 346:366-369; Dean, M. *et al.* (1990) *Cell* 61:863:870; and Kerem, B-S. *et al.* (1989) *Science* 245:1073-1080; Kerem, B-S *et al.* (1990) *Proc. Natl. Acad. Sci. USA* 87:8447-8451). To date, more than 1000 disease causing mutations in the CF gene have been identified (<http://www.genet.sickkids.on.ca/cftr/>). The most prevalent mutation is a deletion of phenylalanine at position 508 of the CFTR amino acid sequence, and is commonly referred to as $\Delta F508$ -CFTR. This mutation occurs in approximately 70 % of the cases of cystic fibrosis and is associated with a severe disease. Another mutation, G551D-CFTR involves the replacement of Gly with Asp at position 551.

[007] The mutation in CFTR prevents the nascent protein from folding correctly. This results in the inability of the mutant protein to exit the ER, and traffic to the plasma membrane. As a result, the number of channels present in the membrane is far less than observed in cells expressing wild-type CFTR. In addition to impaired trafficking, the mutation results in defective channel gating. Together, the reduced number of channels in the membrane and the defective gating lead to reduced anion transport across epithelia leading to defective ion and fluid transport. (Quinton, P. M. (1990), *FASEB J.* 4: 2709-2727). Studies have shown, however, that the reduced numbers of mutated CFTR in the

membrane are functional, albeit less than wild-type CFTR. (Dalemans et al. (1991), Nature Lond. 354: 526-528; Denning *et al.*, supra; Pasyk and Foskett (1995), J. Cell. Biochem. 270: 12347-50). In addition to $\Delta F508$ -CFTR and G551D-CFTR, other disease causing mutations in CFTR that result in defective trafficking, synthesis, and/or channel gating could be up- or down-regulated to alter anion secretion and modify disease progression and/or severity.

[008] Although CFTR transports a variety of molecules in addition to anions, it is clear that this role (the transport of anions, chloride and bicarbonate) represents one element in an important mechanism of transporting ions and water across the epithelium. The other elements include the epithelial Na^+ channel, ENaC, $\text{Na}^+/\text{2Cl}^-/\text{K}^+$ co-transporter, Na^+/K^+ -ATPase pump and the basolateral membrane K^+ channels, that are responsible for the uptake of chloride into the cell.

[009] These elements work together to achieve directional transport across the epithelium via their selective expression and localization within the cell. Chloride absorption takes place by the coordinated activity of ENaC and CFTR present on the apical membrane and the Na^+/K^+ -ATPase pump and Cl^- channels expressed on the basolateral surface of the cell. Secondary active transport of chloride from the luminal side leads to the accumulation of intracellular chloride, which can then passively leave the cell via Cl^- channels, resulting in a vectorial transport. Arrangement of $\text{Na}^+/\text{2Cl}^-/\text{K}^+$ co-transporter, Na^+/K^+ -ATPase pump and the basolateral membrane K^+ channels on the basolateral surface and CFTR on the luminal side coordinate the secretion of chloride via CFTR on the luminal side. Because water is probably never actively transported itself, its flow across epithelia depends on tiny transepithelial osmotic gradients generated by the bulk flow of sodium and chloride.

[010] Defective bicarbonate transport due to mutations in CFTR is hypothesized to cause defects in certain secretory functions. See, e.g., "Cystic fibrosis: impaired bicarbonate secretion and mucoviscidosis," Paul M. Quinton, Lancet 2008; 372: 415-417.

[011] In addition to cystic fibrosis, modulation of CFTR activity may be beneficial for other diseases not directly caused by mutations in CFTR, such as secretory diseases and other protein folding diseases mediated by CFTR. CFTR regulates chloride and bicarbonate flux across the epithelia of many cells to control fluid movement, protein solubilization, mucus viscosity, and enzyme activity. Defects in CFTR can cause blockage of the airway or ducts in many organs, including the liver and pancreas. Any disease which involves thickening of the mucus, impaired fluid regulation, impaired mucus clearance, or

blocked ducts leading to inflammation and tissue destruction could be a candidate for potentiators.

[012] These include, but are not limited to, chronic obstructive pulmonary disease (COPD), asthma, smoke induced COPD, chronic bronchitis, rhinosinusitis, constipation, dry eye disease, and Sjögren's Syndrome. COPD is characterized by airflow limitation that is progressive and not fully reversible. The airflow limitation is due to mucus hypersecretion, emphysema, and bronchiolitis. Activators of mutant or wild-type CFTR offer a potential treatment of mucus hypersecretion and impaired mucociliary clearance that is common in COPD. Specifically, increasing anion secretion across CFTR may facilitate fluid transport into the airway surface liquid to hydrate the mucus and optimized periciliary fluid viscosity. This would lead to enhanced mucociliary clearance and a reduction in the symptoms associated with COPD. Dry eye disease is characterized by a decrease in tear aqueous production and abnormal tear film lipid, protein and mucin profiles. There are many causes of dry eye, some of which include age, Lasik eye surgery, arthritis, medications, chemical/thermal burns, allergies, and diseases, such as cystic fibrosis and Sjögren's syndrome. Increasing anion secretion via CFTR would enhance fluid transport from the corneal endothelial cells and secretory glands surrounding the eye to increase corneal hydration. This would help to alleviate the symptoms associated with dry eye disease. Sjögren's syndrome is an autoimmune disease in which the immune system attacks moisture-producing glands throughout the body, including the eye, mouth, skin, respiratory tissue, liver, vagina, and gut. Symptoms, include, dry eye, mouth, and vagina, as well as lung disease. The disease is also associated with rheumatoid arthritis, systemic lupus, systemic sclerosis, and polymyositis/dermatomyositis. Defective protein trafficking is believed to cause the disease, for which treatment options are limited. Modulators of CFTR activity may hydrate the various organs afflicted by the disease and help to elevate the associated symptoms.

[013] It is believed that mutations in CFTR prevent the nascent protein from folding correctly, resulting in the inability of this mutant protein to exit the ER, and traffic to the plasma membrane. As a result, insufficient amounts of the mature protein are present at the plasma membrane and chloride transport within epithelial tissues is significantly reduced. In fact, this cellular phenomenon of defective ER processing of CFTR by the ER machinery, has been shown to be the underlying basis not only for CF disease, but for a wide range of other isolated and inherited diseases. The two ways that the ER machinery can malfunction is either by loss of coupling to ER export of the proteins leading to

degradation, or by the ER accumulation of these defective/misfolded proteins [Aridor M, *et al.*, *Nature Med.*, 5(7), pp 745- 751 (1999); Shastry, B.S., *et al.*, *Neurochem. International*, 43, pp 1-7 (2003); Rutishauser, J., *et al.*, *Swiss Med Wkly*, 132, pp 211-222 (2002); Morello, JP *et al.*, *TIPS*, 21, pp. 466- 469 (2000); Bross P., *et al.*, *Human Mut.*, 14, pp. 186-198 (1999)]. The diseases associated with the first class of ER malfunction are cystic fibrosis (due to misfolded $\Delta F508$ -CFTR as discussed above), hereditary emphysema (due to $\alpha 1$ -antitrypsin; non Piz variants), hereditary hemochromatosis, haagulation-fibrinolysis deficiencies, such as protein C deficiency, Type 1 hereditary angioedema, lipid processing deficiencies, such as familial hypercholesterolemia, Type 1 chylomicronemia, abetalipoproteinemia, lysosomal storage diseases, such as I-cell disease/pseudo-Hurler, Mucopolysaccharidoses (due to lysosomal processing enzymes), Sandhof/Tay-Sachs (due to β -hexosaminidase), Crigler-Najjar type II (due to UDP-glucuronyl-sialyl-transferase), polyendocrinopathy/hyperinsulemia, Diabetes mellitus (due to insulin receptor), Laron dwarfism (due to growth hormone receptor), myeloperoxidase deficiency, primary hypoparathyroidism (due to preproparathyroid hormone), melanoma (due to tyrosinase). The diseases associated with the latter class of ER malfunction are Glycanosis CDG type 1, hereditary emphysema (due to $\alpha 1$ -Antitrypsin (PiZ variant), congenital hyperthyroidism, osteogenesis imperfecta (due to Type I, II, IV procollagen), hereditary hypofibrinogenemia (due to fibrinogen), ACT deficiency (due to $\alpha 1$ -antichymotrypsin), Diabetes insipidus (DI), neurophyseal DI (due to vasopressin hormone/V2-receptor), neprogenic DI (due to aquaporin II), Charcot-Marie Tooth syndrome (due to peripheral myelin protein 22), Perlizaeus-Merzbacher disease, neurodegenerative diseases such as Alzheimer's disease (due to β APP and presenilins), Parkinson's disease, amyotrophic lateral sclerosis, progressive supranuclear palsy, Pick's disease, several polyglutamine neurological disorders such as Huntington, spinocerebellar ataxia type I, spinal and bulbar muscular atrophy, dentatorubal pallidolusian, and myotonic dystrophy, as well as spongiform encephalopathies, such as hereditary Creutzfeldt-Jakob disease (due to prion protein processing defect), Fabry disease (due to lysosomal α -galactosidase A), Straussler-Scheinker syndrome (due to Prp processing defect), infertility, pancreatitis, and liver disease.

[014] Other diseases implicated by a mutation in CFTR include male infertility caused by congenital bilateral absence of the vas deferens (CBAVD), mild pulmonary disease, idiopathic pancreatitis, and allergic bronchopulmonary aspergillosis (ABPA). See,

“CFTR-opathies: disease phenotypes associated with cystic fibrosis transmembrane regulator gene mutations,” Peadar G. Noone and Michael R. Knowles, *Respir. Res.* 2001, 2: 328-332 (incorporated herein by reference).

[015] In addition to up-regulation of CFTR activity, reducing anion secretion by CFTR modulators may be beneficial for the treatment of secretory diarrheas, in which epithelial water transport is dramatically increased as a result of secretagogue activated chloride transport. The mechanism involves elevation of cAMP and stimulation of CFTR. Although there are numerous causes of diarrhea, the major consequences of diarrheal diseases, resulting from excessive chloride transport are common to all, and include dehydration, acidosis, impaired growth and death. Acute and chronic diarrheas represent a major medical problem in many areas of the world. Diarrhea is both a significant factor in malnutrition and the leading cause of death (5,000,000 deaths/year) in children less than five years old.

[016] Secretory diarrheas are also a dangerous condition in patients with acquired immunodeficiency syndrome (AIDS) and chronic inflammatory bowel disease (IBD). 16 million travelers to developing countries from industrialized nations every year develop diarrhea, with the severity and number of cases of diarrhea varying depending on the country and area of travel.

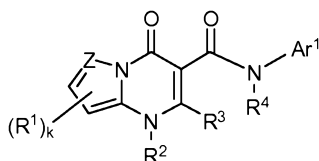
[017] Accordingly, there is a need for modulators of CFTR activity, and compositions thereof, which can be used to modulate the activity of the CFTR in the cell membrane of a mammal.

[018] There is a need for methods of treating diseases caused by mutation in CFTR using such modulators of CFTR activity.

[019] There is a need for methods of modulating CFTR activity in an *ex vivo* cell membrane of a mammal.

SUMMARY OF THE INVENTION

[020] It has now been found that compounds of this invention, and pharmaceutically acceptable compositions thereof, are useful as modulators of ABC transporter activity. These compounds have the general formula **I**:



I

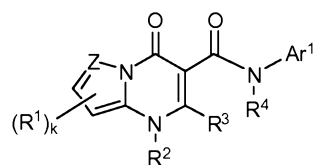
or a pharmaceutically acceptable salt thereof, wherein R^1 , R^2 , R^3 , R^4 , and Ar^1 are described generally and in classes and subclasses below.

[021] These compounds and pharmaceutically acceptable compositions are useful for treating or lessening the severity of a variety of diseases, disorders, or conditions, including, but not limited to, cystic fibrosis, asthma, smoke induced COPD, chronic bronchitis, rhinosinusitis, constipation, pancreatitis, pancreatic insufficiency, male infertility caused by congenital bilateral absence of the vas deferens (CBAVD), mild pulmonary disease, idiopathic pancreatitis, allergic bronchopulmonary aspergillosis (ABPA), liver disease, hereditary emphysema, hereditary hemochromatosis, coagulation-fibrinolysis deficiencies, such as protein C deficiency, Type 1 hereditary angioedema, lipid processing deficiencies, such as familial hypercholesterolemia, Type 1 chylomicronemia, abetalipoproteinemia, lysosomal storage diseases, such as I-cell disease/pseudo-Hurler, mucopolysaccharidoses, Sandhof/Tay-Sachs, Crigler-Najjar type II, polyendocrinopathy/hyperinsulemia, Diabetes mellitus, Laron dwarfism, myeloperoxidase deficiency, primary hypoparathyroidism, melanoma, glycanosis CDG type 1, congenital hyperthyroidism, osteogenesis imperfecta, hereditary hypofibrinogenemia, ACT deficiency, Diabetes insipidus (DI), neurophyseal DI, neprogenic DI, Charcot-Marie Tooth syndrome, Perlizaeus-Merzbacher disease, neurodegenerative diseases such as Alzheimer's disease, Parkinson's disease, amyotrophic lateral sclerosis, progressive supranuclear palsy, Pick's disease, several polyglutamine neurological disorders such as Huntington, spinocerebellar ataxia type I, spinal and bulbar muscular atrophy, dentatorubal pallidolulsian, and myotonic dystrophy, as well as spongiform encephalopathies, such as hereditary Creutzfeldt-Jakob disease (due to prion protein processing defect), Fabry disease, Straussler-Scheinker syndrome, COPD, dry-eye disease, or Sjogren's disease.

DETAILED DESCRIPTION OF THE INVENTION

[022] *I. General Description of Compounds of the Invention:*

[023] The present invention relates to compounds of formula **I** useful as modulators of ABC transporter activity:



I;

or a pharmaceutically acceptable salt thereof, wherein:

Ar¹ is a 5-6 membered aromatic monocyclic ring having 0-4 heteroatoms independently selected from nitrogen, oxygen, or sulfur, wherein said ring is optionally fused to a 5-12 membered monocyclic or bicyclic, aromatic, partially unsaturated, or saturated ring, wherein each ring contains 0-4 heteroatoms independently selected from nitrogen, oxygen, or sulfur, wherein Ar¹ has m substituents, each independently selected from -WR^W;

W is a bond or is an optionally substituted C₁-C₆ alkylidene chain wherein up to two methylene units of W are optionally and independently replaced by O, -CO-, -CS-, -COCO-, -CONR'-, -CONR'NR'-, -CO₂-, -OCO-, -NR'CO₂-, -O-, -NR'CONR'-, -C(O)NR'-, -OCONR'-, -NR'NR', -NR'NR'CO-, -NR'CO-, -S-, -SO-, -SO₂-, -NR'-, -SO₂NR'-, NR'SO₂-, or -NR'SO₂NR'-;

Z is -CH-, -CR¹-, or N,

m is 0-5;

k is 0-2;

each of R¹ is independently -X-R^X;

X is a bond or is an optionally substituted C₁-C₆ alkylidene chain wherein up to two methylene units of X are optionally and independently replaced by -CO-, -CS-, -COCO-, -CONR'-, -CONR'NR'-, -CO₂-, -OCO-, -NR'CO₂-, -O-, -NR'CONR'-, -OCONR'-, -NR'NR', -NR'NR'CO-, -NR'CO-, -S-, -SO-, -SO₂-, -NR'-, -SO₂NR'-, NR'SO₂-, or -NR'SO₂NR'-;

R^X is independently R', halo, NO₂, CN, CF₃, or OCF₃;

R² is hydrogen;

R³ is hydrogen;

R⁴ is hydrogen or a C₁₋₆ aliphatic group optionally substituted with -X-R^X;

R' is independently selected from hydrogen or an optionally substituted group selected from a C₁-C₈ aliphatic group, a 3-8-membered saturated, partially unsaturated, or fully unsaturated monocyclic ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur, or an 8-12 membered saturated, partially unsaturated, or fully unsaturated bicyclic ring system having 0-5 heteroatoms independently selected from nitrogen, oxygen, or sulfur; or two occurrences of R' are taken together with the atom(s) to which they are bound to form an optionally substituted 3-12 membered saturated, partially unsaturated, or fully unsaturated monocyclic or bicyclic ring having 0-4 heteroatoms independently selected from nitrogen, oxygen, or sulfur.

[024] 2. *Compounds and Definitions:*

[025] Compounds of this invention include those described generally above, and are further illustrated by the classes, subclasses, and species disclosed herein. As used herein, the following definitions shall apply unless otherwise indicated.

[026] The term "ABC-transporter" as used herein means an ABC-transporter protein or a fragment thereof comprising at least one binding domain, wherein said protein or fragment thereof is present *in vivo* or *in vitro*. The term "binding domain" as used herein means a domain on the ABC-transporter that can bind to a modulator. See, e.g., Hwang, T. C. *et al.*, J. Gen. Physiol. (1998): 111(3), 477-90.

[027] The term "CFTR" as used herein means cystic fibrosis transmembrane conductance regulator or a mutation thereof capable of regulator activity, including, but not limited to, $\Delta F508$ CFTR and G551D CFTR (see, e.g., <http://www.genet.sickkids.on.ca/cftr/>, for CFTR mutations).

[028] The term "modulating" as used herein means increasing or decreasing by a measurable amount.

[029] For purposes of this invention, the chemical elements are identified in accordance with the Periodic Table of the Elements, CAS version, Handbook of Chemistry and Physics, 75th Ed. Additionally, general principles of organic chemistry are described in "Organic Chemistry", Thomas Sorrell, University Science Books, Sausalito: 1999, and "March's Advanced Organic Chemistry", 5th Ed., Ed.: Smith, M.B. and March, J., John Wiley & Sons, New York: 2001, the entire contents of which are hereby incorporated by reference.

[030] As described herein, compounds of the invention may optionally be substituted with one or more substituents, such as are illustrated generally above, or as exemplified by particular classes, subclasses, and species of the invention. It will be appreciated that the phrase "optionally substituted" is used interchangeably with the phrase "substituted or unsubstituted." In general, the term "substituted", whether preceded by the term "optionally" or not, refers to the replacement of hydrogen radicals in a given structure with the radical of a specified substituent. Unless otherwise indicated, an optionally substituted group may have a substituent at each substitutable position of the group, and when more than one position in any given structure may be substituted with more than one substituent selected from a specified group, the substituent may be either the same or different at every position. Combinations of substituents envisioned by this invention are preferably those that result in the formation of stable or chemically feasible compounds.

The term “stable”, as used herein, refers to compounds that are not substantially altered when subjected to conditions to allow for their production, detection, and preferably their recovery, purification, and use for one or more of the purposes disclosed herein. In some embodiments, a stable compound or chemically feasible compound is one that is not substantially altered when kept at a temperature of 40°C or less, in the absence of moisture or other chemically reactive conditions, for at least a week.

[031] The term “aliphatic” or “aliphatic group”, as used herein, means a straight-chain (i.e., unbranched) or branched, substituted or unsubstituted hydrocarbon chain that is completely saturated or that contains one or more units of unsaturation, or a monocyclic hydrocarbon or bicyclic hydrocarbon that is completely saturated or that contains one or more units of unsaturation, but which is not aromatic (also referred to herein as “carbocycle” “cycloaliphatic” or “cycloalkyl”), that has a single point of attachment to the rest of the molecule. Unless otherwise specified, aliphatic groups contain 1-20 aliphatic carbon atoms. In some embodiments, aliphatic groups contain 1-10 aliphatic carbon atoms. In other embodiments, aliphatic groups contain 1-8 aliphatic carbon atoms. In still other embodiments, aliphatic groups contain 1-6 aliphatic carbon atoms, and in yet other embodiments aliphatic groups contain 1-4 aliphatic carbon atoms. In some embodiments, “cycloaliphatic” (or “carbocycle” or “cycloalkyl”) refers to a monocyclic C₃-C₈ hydrocarbon or bicyclic or tricyclic C₈-C₁₄ hydrocarbon that is completely saturated or that contains one or more units of unsaturation, but which is not aromatic, that has a single point of attachment to the rest of the molecule wherein any individual ring in said bicyclic ring system has 3-7 members. Suitable aliphatic groups include, but are not limited to, linear or branched, substituted or unsubstituted alkyl, alkenyl, alkynyl groups and hybrids thereof such as (cycloalkyl)alkyl, (cycloalkenyl)alkyl or (cycloalkyl)alkenyl. Suitable cycloaliphatic groups include cycloalkyl, bicyclic cycloalkyl (e.g., decalin), bridged bicycloalkyl such as norbornyl or [2.2.2]bicyclo-octyl, or bridged tricyclic such as adamantyl.

[032] The term “heteroaliphatic”, as used herein, means aliphatic groups wherein one or two carbon atoms are independently replaced by one or more of oxygen, sulfur, nitrogen, phosphorus, or silicon. Heteroaliphatic groups may be substituted or unsubstituted, branched or unbranched, cyclic or acyclic, and include “heterocycle”, “heterocyclyl”, “heterocycloaliphatic”, or “heterocyclic” groups.

[033] The term “heterocycle”, “heterocyclyl”, “heterocycloaliphatic”, or “heterocyclic” as used herein means non-aromatic, monocyclic, bicyclic, or tricyclic ring systems in which one or more ring members is an independently selected heteroatom. In some embodiments, the “heterocycle”, “heterocyclyl”, “heterocycloaliphatic”, or “heterocyclic” group has three to fourteen ring members in which one or more ring members is a heteroatom independently selected from oxygen, sulfur, nitrogen, or phosphorus, and each ring in the system contains 3 to 7 ring members.

[034] The term “heteroatom” means one or more of oxygen, sulfur, nitrogen, phosphorus, or silicon (including, any oxidized form of nitrogen, sulfur, phosphorus, or silicon; the quaternized form of any basic nitrogen or; a substitutable nitrogen of a heterocyclic ring, for example N (as in 3,4-dihydro-2*H*-pyrrolyl), NH (as in pyrrolidinyl) or NR⁺ (as in N-substituted pyrrolidinyl)).

[035] The term “unsaturated”, as used herein, means that a moiety has one or more units of unsaturation.

[036] The term “alkoxy”, or “thioalkyl”, as used herein, refers to an alkyl group, as previously defined, attached to the principal carbon chain through an oxygen (“alkoxy”) or sulfur (“thioalkyl”) atom.

[037] The terms “haloaliphatic” and “haloalkoxy” means aliphatic or alkoxy, as the case may be, substituted with one or more halo atoms. The term “halogen” or “halo” means F, Cl, Br, or I. Examples of haloaliphatic include -CHF₂, -CH₂F, -CF₃, -CF₂-, or perhaloalkyl, such as, -CF₂CF₃.

[038] The term “aryl” used alone or as part of a larger moiety as in “aralkyl”, “aralkoxy”, or “aryloxyalkyl”, refers to monocyclic, bicyclic, and tricyclic ring systems having a total of five to fourteen ring members, wherein at least one ring in the system is aromatic and wherein each ring in the system contains 3 to 7 ring members. The term “aryl” may be used interchangeably with the term “aryl ring”. The term “aryl” also refers to heteroaryl ring systems as defined hereinbelow.

[039] The term “heteroaryl”, used alone or as part of a larger moiety as in “heteroaralkyl” or “heteroaryloxy”, refers to monocyclic, bicyclic, and tricyclic ring systems having a total of five to fourteen ring members, wherein at least one ring in the system is aromatic, at least one ring in the system contains one or more heteroatoms, and wherein each ring in the system contains 3 to 7 ring members. The term “heteroaryl” may be used interchangeably with the term “heteroaryl ring” or the term “heteroaromatic”.

[040] An aryl (including aralkyl, aralkoxy, aryloxyalkyl and the like) or heteroaryl (including heteroaralkyl and heteroarylalkoxy and the like) group may contain one or more substituents. Suitable substituents on the unsaturated carbon atom of an aryl or heteroaryl group are selected from halo; $-R^\circ$; $-OR^\circ$; $-SR^\circ$; 1,2-methylene-dioxy; 1,2-ethylenedioxy; phenyl (Ph) optionally substituted with R° ; $-O(Ph)$ optionally substituted with R° ; $-(CH_2)_{1-2}(Ph)$, optionally substituted with R° ; $-CH=CH(Ph)$, optionally substituted with R° ; $-NO_2$; $-CN$; $-N(R^\circ)_2$; $-NR^\circ C(O)R^\circ$; $-NR^\circ C(O)N(R^\circ)_2$; $-NR^\circ CO_2R^\circ$; $-NR^\circ NR^\circ C(O)R^\circ$; $-NR^\circ NR^\circ C(O)N(R^\circ)_2$; $-NR^\circ NR^\circ CO_2R^\circ$; $-C(O)C(O)R^\circ$; $-C(O)CH_2C(O)R^\circ$; $-CO_2R^\circ$; $-C(O)R^\circ$; $-C(O)N(R^\circ)_2$; $-OC(O)N(R^\circ)_2$; $-S(O)_2R^\circ$; $-SO_2N(R^\circ)_2$; $-S(O)R^\circ$; $-NR^\circ SO_2N(R^\circ)_2$; $-NR^\circ SO_2R^\circ$; $-C(=S)N(R^\circ)_2$; $-C(=NH)-N(R^\circ)_2$; or $-(CH_2)_{0-2}NHC(O)R^\circ$ wherein each independent occurrence of R° is selected from hydrogen, optionally substituted C_{1-6} aliphatic, an unsubstituted 5-6 membered heteroaryl or heterocyclic ring, phenyl, $-O(Ph)$, or $-CH_2(Ph)$, or, notwithstanding the definition above, two independent occurrences of R° , on the same substituent or different substituents, taken together with the atom(s) to which each R° group is bound, form a 3-8-membered cycloalkyl, heterocyclyl, aryl, or heteroaryl ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur. Optional substituents on the aliphatic group of R° are selected from NH_2 , $NH(C_{1-4}aliphatic)$, $N(C_{1-4}aliphatic)_2$, halo, $C_{1-4}aliphatic$, OH , $O(C_{1-4}aliphatic)$, NO_2 , CN , CO_2H , $CO_2(C_{1-4}aliphatic)$, $O(haloC_{1-4}aliphatic)$, or $haloC_{1-4}aliphatic$, wherein each of the foregoing $C_{1-4}aliphatic$ groups of R° is unsubstituted.

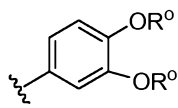
[041] An aliphatic or heteroaliphatic group, or a non-aromatic heterocyclic ring may contain one or more substituents. Suitable substituents on the saturated carbon of an aliphatic or heteroaliphatic group, or of a non-aromatic heterocyclic ring are selected from those listed above for the unsaturated carbon of an aryl or heteroaryl group and additionally include the following: $=O$, $=S$, $=NNHR^*$, $=NN(R^*)_2$, $=NNHC(O)R^*$, $=NNHCO_2(alkyl)$, $=NNHSO_2(alkyl)$, or $=NR^*$, where each R^* is independently selected from hydrogen or an optionally substituted C_{1-6} aliphatic. Optional substituents on the aliphatic group of R^* are selected from NH_2 , $NH(C_{1-4}aliphatic)$, $N(C_{1-4}aliphatic)_2$, halo, $C_{1-4}aliphatic$, OH , $O(C_{1-4}aliphatic)$, NO_2 , CN , CO_2H , $CO_2(C_{1-4}aliphatic)$, $O(haloC_{1-4}aliphatic)$, or $halo(C_{1-4}aliphatic)$, wherein each of the foregoing $C_{1-4}aliphatic$ groups of R^* is unsubstituted.

[042] Optional substituents on the nitrogen of a non-aromatic heterocyclic ring are selected from $-R^+$, $-N(R^+)_2$, $-C(O)R^+$, $-CO_2R^+$, $-C(O)C(O)R^+$, $-C(O)CH_2C(O)R^+$, $-SO_2R^+$, $-SO_2N(R^+)_2$, $-C(=S)N(R^+)_2$, $-C(=NH)-N(R^+)_2$, or $-NR^+SO_2R^+$; wherein R^+ is hydrogen, an

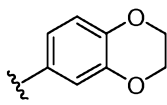
optionally substituted C_{1-6} aliphatic, optionally substituted phenyl, optionally substituted $-O(Ph)$, optionally substituted $-CH_2(Ph)$, optionally substituted $-(CH_2)_{1-2}(Ph)$; optionally substituted $-CH=CH(Ph)$; or an unsubstituted 5-6 membered heteroaryl or heterocyclic ring having one to four heteroatoms independently selected from oxygen, nitrogen, or sulfur, or, notwithstanding the definition above, two independent occurrences of R^+ , on the same substituent or different substituents, taken together with the atom(s) to which each R^+ group is bound, form a 3-8-membered cycloalkyl, heterocyclyl, aryl, or heteroaryl ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur. Optional substituents on the aliphatic group or the phenyl ring of R^+ are selected from NH_2 , $NH(C_{1-4} \text{ aliphatic})$, $N(C_{1-4} \text{ aliphatic})_2$, halo, C_{1-4} aliphatic, OH , $O(C_{1-4} \text{ aliphatic})$, NO_2 , CN , CO_2H , $CO_2(C_{1-4} \text{ aliphatic})$, $O(\text{halo } C_{1-4} \text{ aliphatic})$, or $\text{halo}(C_{1-4} \text{ aliphatic})$, wherein each of the foregoing C_{1-4} aliphatic groups of R^+ is unsubstituted.

[043] The term “alkylidene chain” refers to a straight or branched carbon chain that may be fully saturated or have one or more units of unsaturation and has two points of attachment to the rest of the molecule. The term “spirocycloalkylidene” refers to a carbocyclic ring that may be fully saturated or have one or more units of unsaturation and has two points of attachment from the same ring carbon atom to the rest of the molecule.

[044] As detailed above, in some embodiments, two independent occurrences of R^o (or R^+ , or any other variable similarly defined herein), are taken together together with the atom(s) to which each variable is bound to form a 3-8-membered cycloalkyl, heterocyclyl, aryl, or heteroaryl ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur. Exemplary rings that are formed when two independent occurrences of R^o (or R^+ , or any other variable similarly defined herein) are taken together with the atom(s) to which each variable is bound include, but are not limited to the following: a) two independent occurrences of R^o (or R^+ , or any other variable similarly defined herein) that are bound to the same atom and are taken together with that atom to form a ring, for example, $N(R^o)_2$, where both occurrences of R^o are taken together with the nitrogen atom to form a piperidin-1-yl, piperazin-1-yl, or morpholin-4-yl group; and b) two independent occurrences of R^o (or R^+ , or any other variable similarly defined herein) that are bound to different atoms and are taken together with both of those atoms to form a ring, for example where a phenyl group is substituted with two occurrences of OR^o

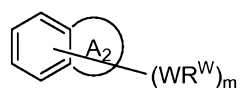


, these two occurrences of R^o are taken together with the oxygen atoms to

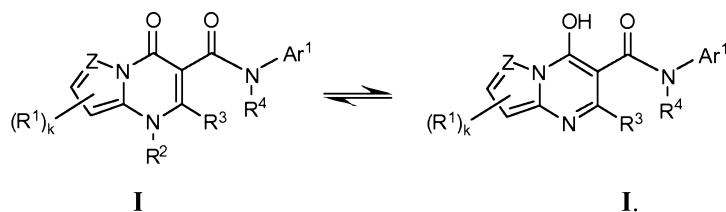
which they are bound to form a fused 6-membered oxygen containing ring: .

It will be appreciated that a variety of other rings can be formed when two independent occurrences of R^o (or R^+ , or any other variable similarly defined herein) are taken together with the atom(s) to which each variable is bound and that the examples detailed above are not intended to be limiting.

[045] A substituent bond in, e.g., a bicyclic ring system, as shown below, means that the substituent can be attached to any substitutable ring atom on either ring of the bicyclic ring system:



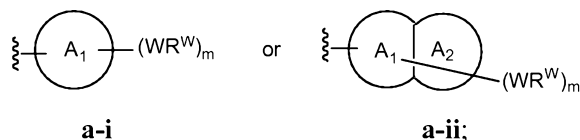
[046] Unless otherwise stated, structures depicted herein are also meant to include all isomeric (e.g., enantiomeric, diastereomeric, and geometric (or conformational)) forms of the structure; for example, the R and S configurations for each asymmetric center, (Z) and (E) double bond isomers, and (Z) and (E) conformational isomers. Therefore, single stereochemical isomers as well as enantiomeric, diastereomeric, and geometric (or conformational) mixtures of the present compounds are within the scope of the invention. Unless otherwise stated, all tautomeric forms of the compounds of the invention are within the scope of the invention. E.g., when R^2 in compounds of formula **I** is hydrogen, compounds of formula **I** may exist as tautomers:



[047] Additionally, unless otherwise stated, structures depicted herein are also meant to include compounds that differ only in the presence of one or more isotopically enriched atoms. For example, compounds having the present structures except for the replacement of hydrogen by deuterium or tritium, or the replacement of a carbon by a ^{13}C - or ^{14}C -enriched carbon are within the scope of this invention. Such compounds are useful, for example, as analytical tools or probes in biological assays.

[048] 3. *Description of Exemplary Compounds:*

[049] In some embodiments of the present invention, Ar¹ is selected from:



wherein ring A₁ is a 5-6 membered aromatic monocyclic ring having 0-4 heteroatoms independently selected from nitrogen, oxygen, or sulfur; or

A₁ and A₂, together, is an 8-14 membered aromatic, bicyclic or tricyclic aryl ring, wherein each ring contains 0-4 heteroatoms independently selected from nitrogen, oxygen, or sulfur.

[050] In some embodiments, A₁ is an optionally substituted 6 membered aromatic ring having 0-4 heteroatoms, wherein said heteroatom is nitrogen. In some embodiments, A₁ is an optionally substituted phenyl. Or, A₁ is an optionally substituted pyridyl, pyrimidinyl, pyrazinyl or triazinyl. Or, A₁ is an optionally substituted pyrazinyl or triazinyl. Or, A₁ is an optionally substituted pyridyl.

[051] In some embodiments, A₁ is an optionally substituted 5-membered aromatic ring having 0-3 heteroatoms, wherein said heteroatom is nitrogen, oxygen, or sulfur. In some embodiments, A₁ is an optionally substituted 5-membered aromatic ring having 1-2 nitrogen atoms.

[052] In some embodiments, A₂ is an optionally substituted 6 membered aromatic ring having 0-4 heteroatoms, wherein said heteroatom is nitrogen. In some embodiments, A₂ is an optionally substituted phenyl. Or, A₂ is an optionally substituted pyridyl, pyrimidinyl, pyrazinyl, or triazinyl.

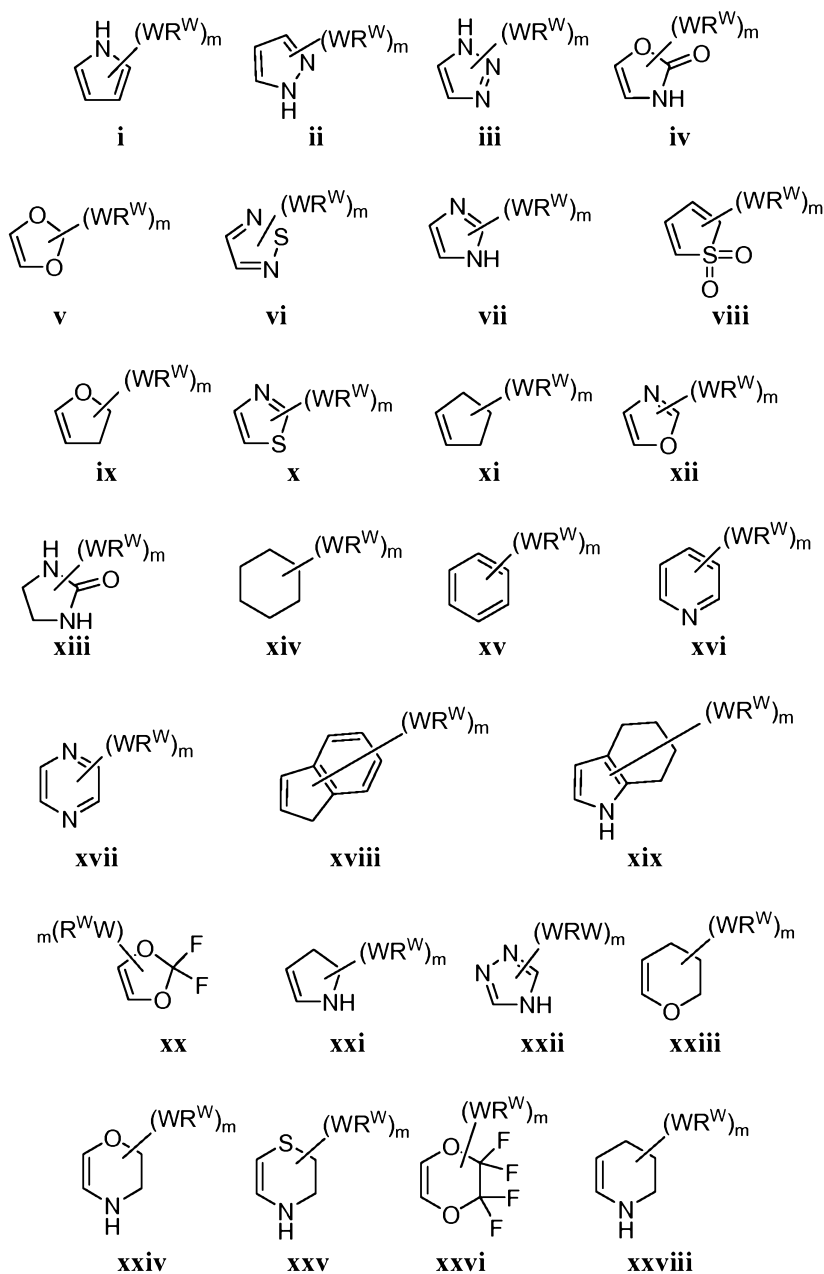
[053] In some embodiments, A₂ is an optionally substituted 5-membered aromatic ring having 0-3 heteroatoms, wherein said heteroatom is nitrogen, oxygen, or sulfur. In some embodiments, A₂ is an optionally substituted 5-membered aromatic ring having 1-2 nitrogen atoms. In certain embodiments, A₂ is an optionally substituted pyrrolyl.

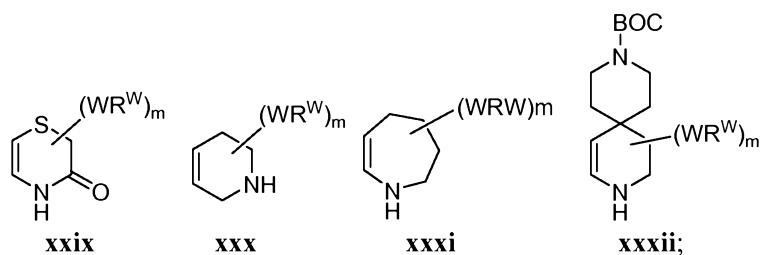
[054] In some embodiments, A₂ is an optionally substituted 5-7 membered saturated or unsaturated heterocyclic ring having 1-3 heteroatoms independently selected from nitrogen, sulfur, or oxygen. Exemplary such rings include piperidyl, piperazyl, morpholinyl, thiomorpholinyl, pyrrolidinyl, tetrahydrofuranyl, etc.

[055] In some embodiments, A₂ is an optionally substituted 5-10 membered saturated or unsaturated carbocyclic ring. In one embodiment, A₂ is an optionally

substituted 5-10 membered saturated carbocyclic ring. Exemplary such rings include cyclohexyl, cyclopentyl, etc.

[056] In some embodiments, ring A₂ is selected from:





wherein ring A₂ is fused to ring A₁ through two adjacent ring atoms.

[057] In other embodiments, W is a bond or is an optionally substituted C₁-C₆ alkylidene chain wherein up to two methylene units of W are optionally and independently replaced by O, -CO-, -CS-, -COCO-, -CONR', -CONR'NR', -CO₂-, -OCO-, -NR'CO₂-, -O-, -NR'CONR', -C(O)NR', -OCONR', -NR'NR', -NR'NR'CO-, -NR'CO-, -S-, -SO, -SO₂-, -NR'-, -SO₂NR', NR'SO₂-, or -NR'SO₂NR', and R^W is R' or halo

[058] In still other embodiments, each occurrence of WR^W is independently -C1-C3 alkyl, t-butyl, C1-C3 perhaloalkyl, -OH, -O(C1-C3alkyl), -CF₃, -OCF₃, -SCF₃, -F, -Cl, -Br, or -COOR', -COR', -O(CH₂)₂N(R')(R'), -O(CH₂)N(R')(R'), -CON(R')(R'), -(CH₂)₂OR', -(CH₂)OR', optionally substituted 5-7 membered heterocyclic ring, optionally substituted 5-7 membered cycloaliphatic group, optionally substituted monocyclic or bicyclic aromatic ring, optionally substituted arylsulfone, optionally substituted 5-membered heteroaryl ring, -N(R')(R'), -(CH₂)₂N(R')(R'), -C≡CCH₂N(R')(R') or -(CH₂)N(R')(R').

[059] In one embodiment of Ar¹ in formula **a-i**, ring A₁ is a phenyl ring, m is 2, and each WR^W is independently -CF₃, or optionally substituted 5-7 membered heterocyclic ring.

[060] In one embodiment of Ar¹ in formula **a-i**, ring A₁ is a phenyl ring, m is 3, and each WR^W is independently -OH, or t-butyl.

[061] In one embodiment of Ar¹ in formula **a-i**, ring A₁ is a phenyl ring, m is 2 or 3, and each WR^W is independently -OH, -CF₃, or optionally substituted 5-7 membered cycloaliphatic group.

[062] In one embodiment of Ar¹ in formula **a-i**, ring A₁ is a phenyl ring, m is 2 or 3, and each WR^W is independently -OH, -F, or optionally substituted 5-7 membered cycloaliphatic group.

[063] In some embodiments, m is 0. Or, m is 1. Or, m is 2. In some embodiments, m is 3. In yet other embodiments, m is 4.

[064] In one embodiment of the present invention, R^1 , R^2 , R^3 , and R^4 are simultaneously hydrogen.

[065] In another embodiment of the present invention, k is 1 or 2 and each R^1 is independently C1-C3 alkyl.

[066] In one embodiment, k is 1 and R^1 is C1-C3 alkyl.

[067] In one embodiment, k is 1 and R^1 is methyl.

[068] In one embodiment, k is 1 and R^1 is ethyl.

[069] In one embodiment, k is 1 and R^1 is halo.

[070] In one embodiment, k is 1 and R^1 is CF_3 .

[071] In some embodiments, X is a bond or is an optionally substituted C_{1-6} alkylidene chain wherein one or two non-adjacent methylene units are optionally and independently replaced by O, NR' , S, SO_2 , or COO, CO, and R^X is R' or halo. In still other embodiments, each occurrence of XR^X is independently $-C_{1-3}alkyl$, $-O(C_{1-3}alkyl)$, $-CF_3$, $-OCF_3$, $-SCF_3$, $-F$, $-Cl$, $-Br$, OH, $-COOR'$, $-COR'$, $-O(CH_2)_2N(R')(R')$, $-O(CH_2)N(R')(R')$, $-CON(R')(R')$, $-(CH_2)_2OR'$, $-(CH_2)OR'$, optionally substituted phenyl, $-N(R')(R')$, $-(CH_2)_2N(R')(R')$, or $-(CH_2)N(R')(R')$.

[072] In one embodiment, R^1 is H, C1-C4 aliphatic, halo, or C3-C6 cycloaliphatic.

[073] In some embodiments, R^4 is hydrogen. In certain other embodiment, R^4 is C_{1-4} straight or branched aliphatic.

[074] In some embodiments, R^W is selected from halo, cyano, CF_3 , CHF_2 , $OCHF_2$, Me, Et, $CH(Me)_2$, $CHMeEt$, n-propyl, t-butyl, $-OH$, OMe, OEt, OPh, O-fluorophenyl, O-difluorophenyl, O-methoxyphenyl, O-tolyl, O-benzyl, SMe, SCF_3 , $SCHF_2$, SEt, CH_2CN , NH_2 , $NHMe$, $N(Me)_2$, $NHEt$, $N(Et)_2$, $C(O)CH_3$, $C(O)Ph$, $C(O)NH_2$, SPh, SO_2 -(amino-pyridyl), SO_2NH_2 , SO_2Ph , SO_2NHPh , SO_2 -N-morpholino, SO_2 -N-pyrrolidyl, N-pyrrolyl, N-morpholino, 1-piperidyl, phenyl, benzyl, (cyclohexyl-methylamino)methyl, 4-Methyl-2,4-dihydro-pyrazol-3-one-2-yl, benzimidazol-2-yl, furan-2-yl, 4-methyl-4H-[1,2,4]triazol-3-yl, 3-(4'-chlorophenyl)-[1,2,4]oxadiazol-5-yl, $NHC(O)Me$, $NHC(O)Et$, $NHC(O)Ph$, $NHSO_2Me$, 2-indolyl, 5-indolyl, $-CH_2CH_2OH$, $-OCF_3$, O-(2,3-dimethylphenyl), 5-methylfuryl, $-SO_2$ -N-piperidyl, 2-tolyl, 3-tolyl, 4-tolyl, O-butyl, $NHCO_2C(Me)_3$, $CO_2C(Me)_3$, isopropenyl, n-butyl, O-(2,4-dichlorophenyl), $NHSO_2PhMe$, O-(3-chloro-5-trifluoromethyl-2-pyridyl), phenylhydroxymethyl, 2-methylpyrrolyl, 3-fluoropyrrolyl, 3,3-difluoropyrrolyl, 3,3-dimethylpyrrolyl, 2,5-dimethylpyrrolyl, $NHCOCH_2C(Me)_3$, O-(2-*tert*-butyl)phenyl, 2,3-dimethylphenyl, 3,4-dimethylphenyl, 4-hydroxymethyl phenyl, 4-dimethylaminophenyl, 2-trifluoromethylphenyl, 3-trifluoromethylphenyl, 4-trifluoromethylphenyl, 4-

cyanomethylphenyl, 4-isobutylphenyl, 3-pyridyl, 4-pyridyl, 4-isopropylphenyl, 3-isopropylphenyl, 2-methoxyphenyl, 3-methoxyphenyl, 4-methoxyphenyl, 3,4-methylenedioxyphenyl, 2-ethoxyphenyl, 3-ethoxyphenyl, 4-ethoxyphenyl, 2-methylthiophenyl, 4-methylthiophenyl, 2,4-dimethoxyphenyl, 2,5-dimethoxyphenyl, 2,6-dimethoxyphenyl, 3,4-dimethoxyphenyl, 5-chloro-2-methoxyphenyl, 2-OCF₃-phenyl, 3-trifluoromethoxy-phenyl, 4-trifluoromethoxyphenyl, 2-phenoxyphenyl, 4-phenoxyphenyl, 2-fluoro-3-methoxy-phenyl, 2,4-dimethoxy-5-pyrimidyl, 5-isopropyl-2-methoxyphenyl, 2-fluorophenyl, 3-fluorophenyl, 4-fluorophenyl, 3-cyanophenyl, 3-chlorophenyl, 4-chlorophenyl, 2,3-difluorophenyl, 2,4-difluorophenyl, 2,5-difluorophenyl, 3,4-difluorophenyl, 3,5-difluorophenyl, 3-chloro-4-fluoro-phenyl, 3,5-dichlorophenyl, 2,5-dichlorophenyl, 2,3-dichlorophenyl, 3,4-dichlorophenyl, 2,4-dichlorophenyl, 3-methoxycarbonylphenyl, 4-methoxycarbonyl phenyl, 3-isopropylloxycarbonylphenyl, 3-acetamidophenyl, 4-fluoro-3-methylphenyl, 4-methanesulfinyl-phenyl, 4-methanesulfonyl-phenyl, 4-N-(2-N,N-dimethylaminoethyl)carbamoylphenyl, 5-acetyl-2-thienyl, 2-benzothieryl, 3-benzothieryl, furan-3-yl, 4-methyl-2-thienyl, 5-cyano-2-thienyl, N'-phenylcarbonyl-N-piperazinyl, -NHCO₂Et, -NHCO₂Me, N-pyrrolidinyl, -NHSO₂(CH₂)₂N-piperidine, -NHSO₂(CH₂)₂N-morpholine, -NHSO₂(CH₂)₂N(Me)₂, COCH₂N(Me)COCH₂NHMe, -CO₂Et, O-propyl, -CH₂CH₂NHCO₂C(Me)₃, aminomethyl, pentyl, adamantyl, cyclopentyl, ethoxyethyl, C(Me)₂CH₂OH, C(Me)₂CO₂Et, -CHOHMe, CH₂CO₂Et, -C(Me)₂CH₂NHCO₂C(Me)₃, O(CH₂)₂OEt, O(CH₂)₂OH, CO₂Me, hydroxymethyl, 1-methyl-1-cyclohexyl, 1-methyl-1-cyclooctyl, 1-methyl-1-cycloheptyl, C(Et)₂C(Me)₃, C(Et)₃, CONHCH₂CH(Me)₂, 2-aminomethyl-phenyl, ethenyl, 1-piperidinylcarbonyl, ethynyl, cyclohexyl, 4-methylpiperidinyl, -OCO₂Me, -C(Me)₂CH₂NHCO₂CH₂CH(Me)₂, -C(Me)₂CH₂NHCO₂CH₂CH₂CH₃, -C(Me)₂CH₂NHCO₂Et, -C(Me)₂CH₂NHCO₂Me, -C(Me)₂CH₂NHCO₂CH₂C(Me)₃, -CH₂NHCOCF₃, -CH₂NHCO₂C(Me)₃, -C(Me)₂CH₂NHCO₂(CH₂)₃CH₃, C(Me)₂CH₂NHCO₂(CH₂)₂OMe, C(OH)(CF₃)₂, -C(Me)₂CH₂NHCO₂CH₂-tetrahydrofuran-3-yl, C(Me)₂CH₂O(CH₂)₂OMe, or 3-ethyl-2,6-dioxopiperidin-3-yl.

[075] In one embodiment, R' is hydrogen.

[076] In one embodiment, R' is a C1-C8 aliphatic group, optionally substituted with up to 3 substituents selected from halo, CN, CF₃, CHF₂, OCF₃, or OCHF₂, wherein up to two methylene units of said C1-C8 aliphatic is optionally replaced with -CO-, -CONH(C1-C4 alkyl)-, -CO₂-, -OCO-, -N(C1-C4 alkyl)CO₂-, -O-, -N(C1-C4 alkyl)CON(C1-C4 alkyl)-, -OCON(C1-C4 alkyl)-, -N(C1-C4 alkyl)CO-, -S-, -N(C1-C4

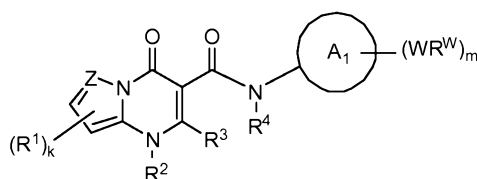
alkyl)-, -SO₂N(C1-C4 alkyl)-, N(C1-C4 alkyl)SO₂-, or -N(C1-C4 alkyl)SO₂N(C1-C4 alkyl)-.

[077] In one embodiment, R' is a 3-8 membered saturated, partially unsaturated, or fully unsaturated monocyclic ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur, wherein R' is optionally substituted with up to 3 substituents selected from halo, CN, CF₃, CHF₂, OCF₃, OCHF₂, or C1-C6 alkyl, wherein up to two methylene units of said C1-C6 alkyl is optionally replaced with -CO-, -CONH(C1-C4 alkyl)-, -CO₂-, -OCO-, -N(C1-C4 alkyl)CO₂-, -O-, -N(C1-C4 alkyl)CON(C1-C4 alkyl)-, -OCON(C1-C4 alkyl)-, -N(C1-C4 alkyl)CO-, -S-, -N(C1-C4 alkyl)-, -SO₂N(C1-C4 alkyl)-, N(C1-C4 alkyl)SO₂-, or -N(C1-C4 alkyl)SO₂N(C1-C4 alkyl)-.

[078] In one embodiment, R' is an 8-12 membered saturated, partially unsaturated, or fully unsaturated bicyclic ring system having 0-5 heteroatoms independently selected from nitrogen, oxygen, or sulfur; wherein R' is optionally substituted with up to 3 substituents selected from halo, CN, CF₃, CHF₂, OCF₃, OCHF₂, or C1-C6 alkyl, wherein up to two methylene units of said C1-C6 alkyl is optionally replaced with -CO-, -CONH(C1-C4 alkyl)-, -CO₂-, -OCO-, -N(C1-C4 alkyl)CO₂-, -O-, -N(C1-C4 alkyl)CON(C1-C4 alkyl)-, -OCON(C1-C4 alkyl)-, -N(C1-C4 alkyl)CO-, -S-, -N(C1-C4 alkyl)-, -SO₂N(C1-C4 alkyl)-, N(C1-C4 alkyl)SO₂-, or -N(C1-C4 alkyl)SO₂N(C1-C4 alkyl)-.

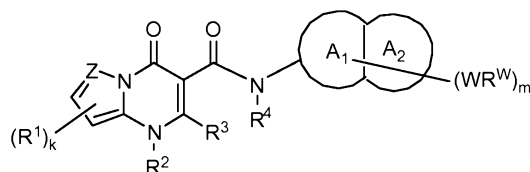
[079] In one embodiment, two occurrences of R' are taken together with the atom(s) to which they are bound to form an optionally substituted 3-12 membered saturated, partially unsaturated, or fully unsaturated monocyclic or bicyclic ring having 0-4 heteroatoms independently selected from nitrogen, oxygen, or sulfur, wherein R' is optionally substituted with up to 3 substituents selected from halo, CN, CF₃, CHF₂, OCF₃, OCHF₂, or C1-C6 alkyl, wherein up to two methylene units of said C1-C6 alkyl is optionally replaced with -CO-, -CONH(C1-C4 alkyl)-, -CO₂-, -OCO-, -N(C1-C4 alkyl)CO₂-, -O-, -N(C1-C4 alkyl)CON(C1-C4 alkyl)-, -OCON(C1-C4 alkyl)-, -N(C1-C4 alkyl)CO-, -S-, -N(C1-C4 alkyl)-, -SO₂N(C1-C4 alkyl)-, N(C1-C4 alkyl)SO₂-, or -N(C1-C4 alkyl)SO₂N(C1-C4 alkyl)-.

[080] According to one embodiment, the present invention provides compounds of formula **IIA**:

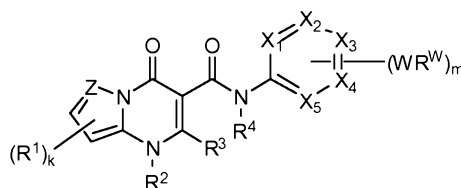


IIA

[081] According to one embodiment, the present invention provides compounds of formula **IIB**:

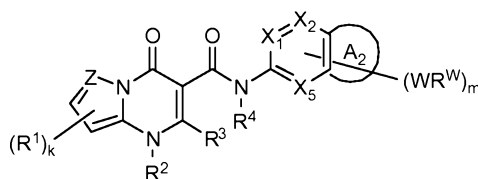
**IIB**

[082] According to one embodiment, the present invention provides compounds of formula **IIIA**:

**IIIA**

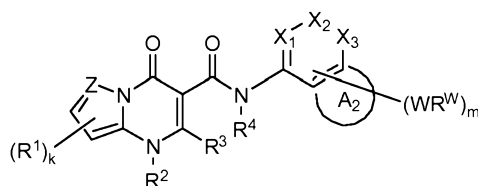
wherein each of X_1 , X_2 , X_3 , X_4 , and X_5 is independently selected from CH or N.

[083] According to one embodiment, the present invention provides compounds of formula **IIIB**:

**IIIB**

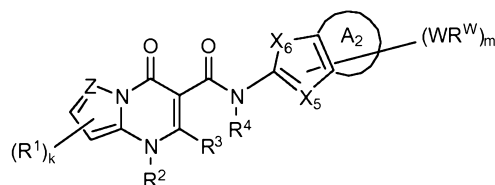
wherein each of X_1 , X_2 , and X_5 is independently selected from CH or N.

[084] According to one embodiment, the present invention provides compounds of formula **IIIC**:

**IIIC**

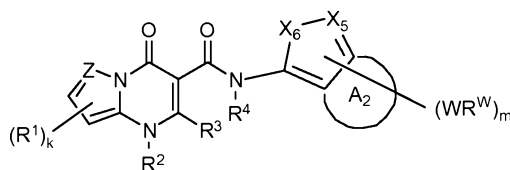
wherein each of X_1 , X_2 , and X_3 is independently selected from CH or N.

[085] According to one embodiment, the present invention provides compounds of formula **IIID**:

**IIID**

wherein X_5 is independently selected from CH or N and X_6 is O, S, or NR' .

[086] According to one embodiment, the present invention provides compounds of formula **IIIE**:

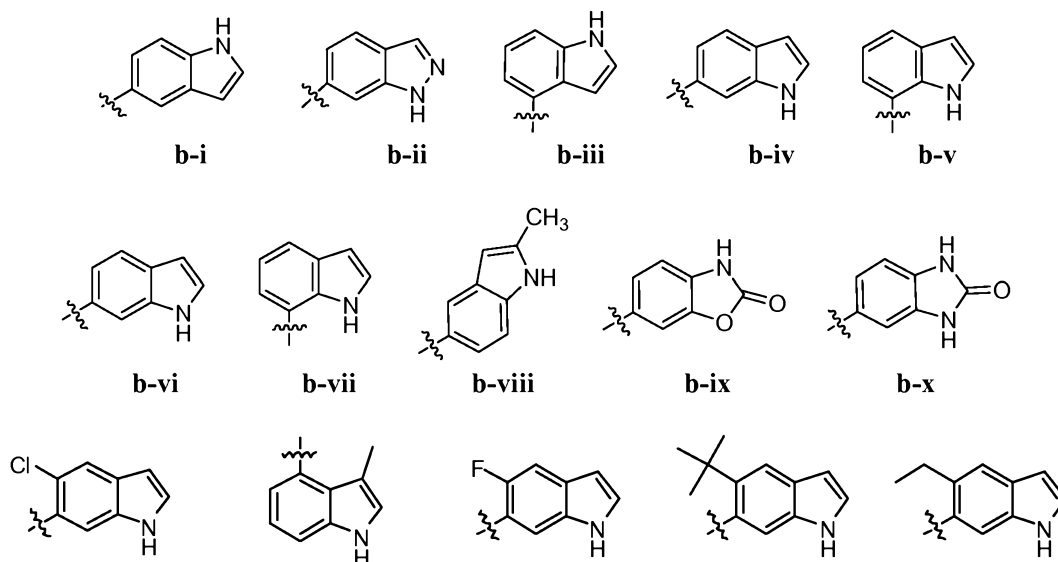
**IIIE**

wherein X_5 is independently selected from CH or N and X_6 is O, S, or NR' .

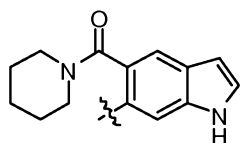
[087] In some embodiments of formula **IIIA**, each of X_1 , X_2 , X_3 , X_4 , and X_5 is CH.

[088] In some embodiments of formula **IIIA**, X_1 , X_2 , X_3 , X_4 , and X_5 taken together is an optionally substituted ring selected from pyridyl, pyrazinyl, or pyrimidinyl.

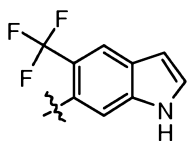
[089] In some embodiments of formula **IIIB**, or formula **IIIC**, X_1 , X_2 , X_3 , or, X_5 , taken together with ring A_2 is an optionally substituted ring selected from:



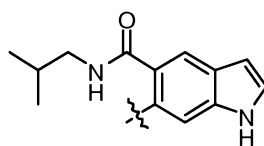
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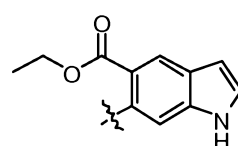
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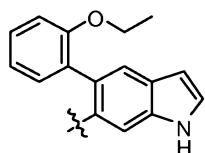


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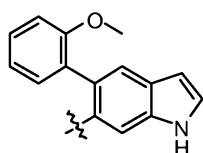


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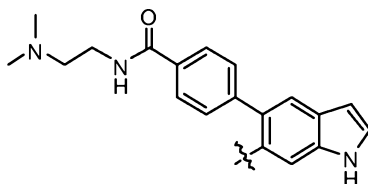
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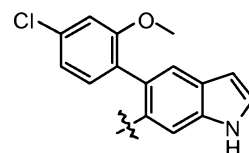
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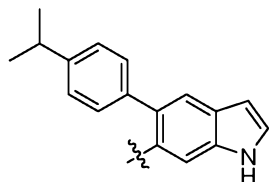
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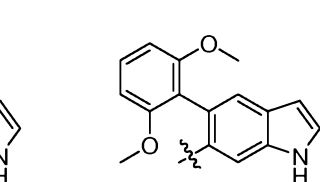
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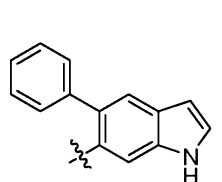
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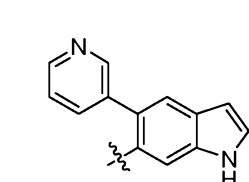
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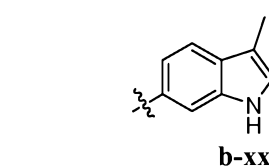
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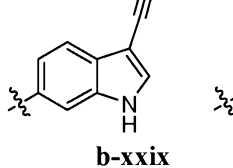
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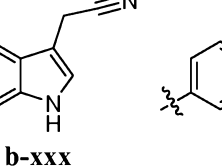
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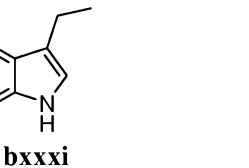
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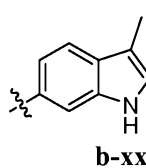
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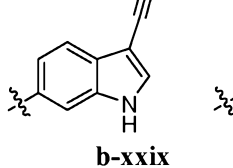
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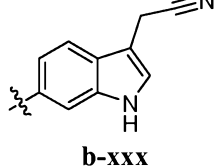
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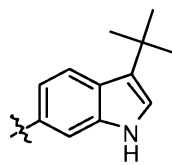
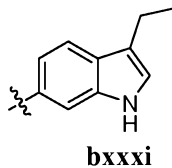
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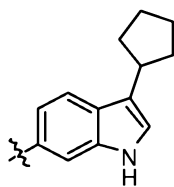
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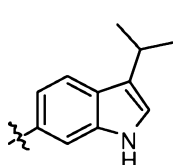
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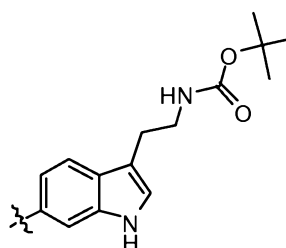
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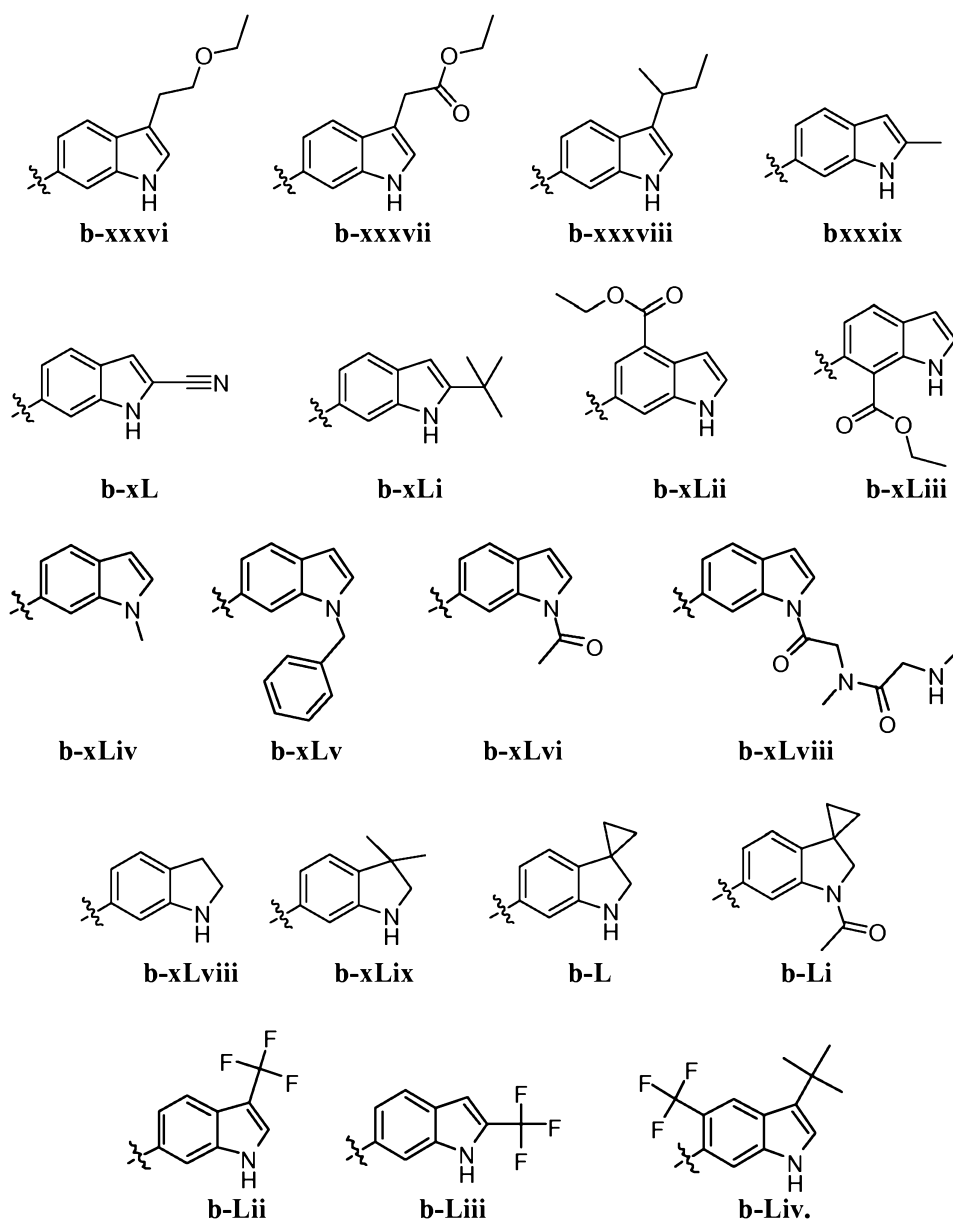
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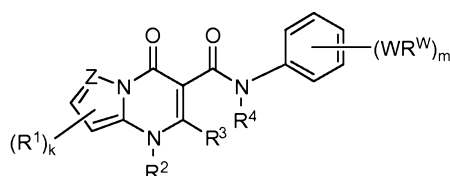


[090] In some embodiments, R^w is selected from halo, cyano, CF_3 , CHF_2 , $OCHF_2$, Me, Et, $CH(Me)_2$, $CHMeEt$, n-propyl, t-butyl, OH, OMe, OEt, OPh, O-fluorophenyl, O-difluorophenyl, O-methoxyphenyl, O-tolyl, O-benzyl, SMe, SCF_3 , $SCHF_2$, SEt, CH_2CN , NH_2 , $NHMe$, $N(Me)_2$, $NHEt$, $N(Et)_2$, $C(O)CH_3$, $C(O)Ph$, $C(O)NH_2$, SPh, SO_2 -(amino-pyridyl), SO_2NH_2 , SO_2Ph , SO_2NHPh , SO_2 -N-morpholino, SO_2 -N-pyrrolidyl, N-pyrrolyl, N-morpholino, 1-piperidyl, phenyl, benzyl, (cyclohexyl-methylamino)methyl, 4-Methyl-2,4-dihydro-pyrazol-3-one-2-yl, benzimidazol-2yl, furan-2-yl, 4-methyl-4H-[1,2,4]triazol-

3-yl, 3-(4'-chlorophenyl)-[1,2,4]oxadiazol-5-yl, NHC(O)Me, NHC(O)Et, NHC(O)Ph, or NHSO₂Me.

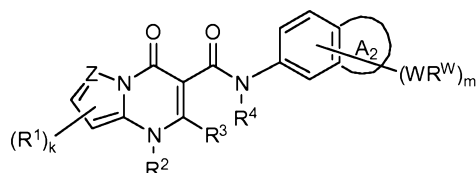
[091] In some embodiments, X and R^X, taken together, is Me, Et, halo, CN, CF₃, OH, OMe, OEt, SO₂N(Me)(fluorophenyl), SO₂-(4-methyl-piperidin-1-yl), or SO₂-N-pyrrolidinyl.

[092] According to another embodiment, the present invention provides compounds of formula **IVA**:



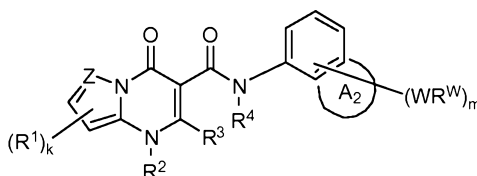
IVA.

[093] According to another embodiment, the present invention provides compounds of formula **IVB**:



IVB.

[094] According to another embodiment, the present invention provides compounds of formula **IVC**:



IVC.

[095] In one embodiment, the present invention provides compounds of formula **IVA**, formula **IVB**, or formula **IVC**, wherein k is 1, and R¹ is H, Me, Et, or halo. In another embodiment, k is 1 and R¹ is Me. In another embodiment, k is 1 and R¹ is Et.

[096] In one embodiment, the present invention provides compounds of formula **IVB**, or formula **IVC**, wherein ring A₂ is an optionally substituted, saturated, unsaturated,

or aromatic seven membered ring with 0-3 heteroatoms selected from O, S, or N.

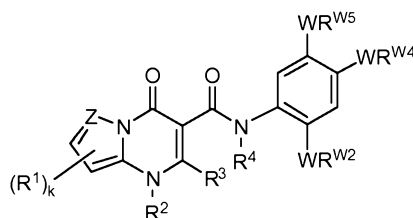
Exemplary rings include azepanyl, 5,5-dimethyl azepanyl, etc.

[097] In one embodiment, the present invention provides compounds of formula **IVB**, or formula **IVC**, wherein ring A₂ is an optionally substituted, saturated, unsaturated, or aromatic six membered ring with 0-3 heteroatoms selected from O, S, or N. Exemplary rings include piperidinyl, 4,4-dimethylpiperidinyl, etc.

[098] In one embodiment, the present invention provides compounds of formula **IVB**, or formula **IVC**, wherein ring A₂ is an optionally substituted, saturated, unsaturated, or aromatic five membered ring with 0-3 heteroatoms selected from O, S, or N.

[099] In one embodiment, the present invention provides compounds of formula **IVB**, or formula **IVC**, wherein ring A₂ is an optionally substituted five membered ring with one nitrogen atom, e.g., pyrrolyl or pyrrolidinyl.

[0100] According to one embodiment of formula **IVA**, the following compound of formula **VA-1** is provided:



VA-1

wherein each of WR^{W2} and WR^{W4} is independently selected from hydrogen, CN, CF₃, OCF₃, halo, C1-C6 straight or branched alkyl, 3-12 membered cycloaliphatic, phenyl, C5-C10 heteroaryl or C3-C7 heterocyclic, wherein said heteroaryl or heterocyclic has up to 3 heteroatoms selected from O, S, or N, wherein said WR^{W2} and WR^{W4} is independently and optionally substituted with up to three substituents selected from -OR', -CF₃, -OCF₃, SR', S(O)R', SO₂R', -SCF₃, halo, CN, -COOR', -COR', -O(CH₂)₂N(R')(R'), -O(CH₂)N(R')(R'), -CON(R')(R'), -(CH₂)₂OR', -(CH₂)OR', CH₂CN, optionally substituted phenyl or phenoxy, -N(R')(R'), -NR'C(O)OR', -NR'C(O)R', -(CH₂)₂N(R')(R'), or -(CH₂)N(R')(R'); and

WR^{W5} is selected from hydrogen, halo, -OH, NH₂, CN, CHF₂, NHR', N(R')₂, -NHC(O)R', -NHC(O)OR', NHSO₂R', -OR', CH₂OH, CH₂N(R')₂, C(O)OR', C(O)N(R')₂, SO₂NHR', SO₂N(R')₂, OSO₂N(R')₂, OSO₂CF₃, or CH₂NHC(O)OR'. Or, WR^{W4} and WR^{W5} taken together form a 5-7 membered ring containing 0-3 three heteroatoms selected from N, O, or S, wherein said ring is optionally substituted with up to three WR^W substituents.

[0101] In one embodiment, the present invention provides compounds of formula VA-1, wherein k is 0.

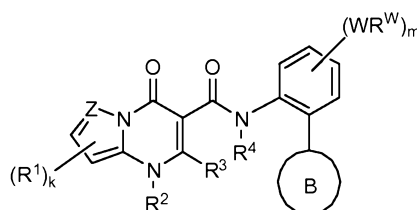
[0102] In one embodiment, the present invention provides compounds of formula VA-1, wherein k is 1 and R¹ is halo.

[0103] In one embodiment, the present invention provides compounds of formula VA-1, wherein k is 1 and R¹ is C1-C3 alkyl.

[0104] In one embodiment, the present invention provides compounds of formula VA-1, wherein k is 1 and R¹ is Me.

[0105] In one embodiment, the present invention provides compounds of formula VA-1, wherein k is 1 and R¹ is ethyl.

[0106] In another embodiment, the present invention provides compounds of formula VA-2:



VA-2

wherein:

ring B is a 5-7 membered monocyclic or bicyclic, heterocyclic or heteroaryl ring optionally substituted with up to n occurrences of -Q-R^Q;

Q is W;

R^Q is R^W;

m is 0-4;

n is 0-4; and

R¹, k, W, Z, and R^W are as defined above.

[0107] In one embodiment, m is 0-2. Or, m is 0. Or m is 1.

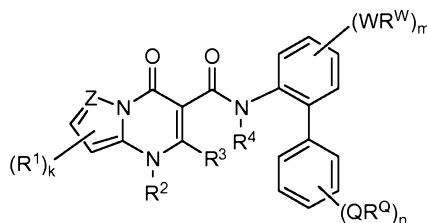
[0108] In one embodiment, n is 0-2. Or, n is 0. Or, n is 1.

[0109] In another embodiment, ring B is a 5-7 membered monocyclic, heterocyclic ring having up to 2 heteroatoms selected from O, S, or N, optionally substituted with up to n occurrences of -Q-R^Q. Exemplary heterocyclic rings include N-morpholinyl, N-piperidinyl, 4-benzoyl-piperazin-1-yl, pyrrolidin-1-yl, or 4-methyl-piperidin-1-yl.

[0110] In another embodiment, ring B is a 5-6 membered monocyclic, heteroaryl ring having up to 2 heteroatoms selected from O, S, or N, optionally substituted with up to

n occurrences of $-Q-R^Q$. Exemplary such rings include benzimidazol-2-yl, 5-methyl-furan-2-yl, 2,5-dimethyl-pyrrol-1-yl, pyridine-4-yl, indol-5-yl, indol-2-yl, 2,4-dimethoxy-pyrimidin-5-yl, furan-2-yl, furan-3-yl, 2-acyl-thien-2-yl, benzothiophen-2-yl, 4-methyl-thien-2-yl, 5-cyano-thien-2-yl, 3-chloro-5-trifluoromethyl-pyridin-2-yl.

[0111] In another embodiment of formula **IVA**, the present invention provides compounds of formula **VA-3**:



VA-3

wherein:

- Q is W;
- R^Q is R^W ;
- m is 0-4;
- n is 0-4; and
- R^1 , k, W, Z, and R^W are as defined above.

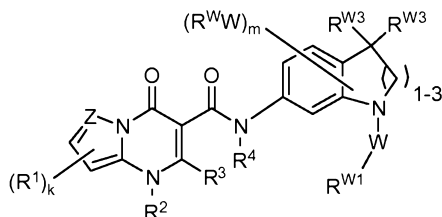
[0112] In one embodiment, n is 0-2.

[0113] In another embodiment, m is 0-2. In one embodiment, m is 0. In one embodiment, m is 1. Or, m is 2.

[0114] In one embodiment, QR^Q taken together is halo, CF_3 , OCF_3 , CN, C1-C6 aliphatic, O-C1-C6 aliphatic, O-phenyl, $NH(C1-C6 \text{ aliphatic})$, or $N(C1-C6 \text{ aliphatic})_2$, wherein said aliphatic and phenyl are optionally substituted with up to three substituents selected from C1-C6 alkyl, O-C1-C6 alkyl, halo, cyano, OH, or CF_3 , wherein up to two methylene units of said C1-C6 aliphatic or C1-C6 alkyl is optionally replaced with $-CO-$, $-CONR'-$, $-CO_2-$, $-OCO-$, $-NR'CO_2-$, $-O-$, $-NR'CONR'-$, $-OCONR'-$, $-NR'CO-$, $-S-$, $-NR'-$, SOR' , SO_2R' , $-SO_2NR'-$, $NR'SO_2-$, or $-NR'SO_2NR'-$. In another embodiment, R' above is C1-C4 alkyl.

[0115] Exemplary QR^Q include methyl, isopropyl, sec-butyl, hydroxymethyl, CF_3 , NMe_2 , CN, CH_2CN , fluoro, chloro, OEt, OMe, SMe, OCF_3 , OPh, $C(O)OMe$, $C(O)O-iPr$, $S(O)Me$, $NHC(O)Me$, or $S(O)_2Me$.

[0116] In another embodiment, the present invention provides compounds of formula **VB-1**:



VB-1

wherein:

R^{W1} is hydrogen or C1-C6 aliphatic;

each of R^{W3} is hydrogen or C1-C6 aliphatic; or

both R^{W3} taken together form a C3-C6 cycloalkyl or heterocyclic ring having up to two heteroatoms selected from O, S, or NR' , wherein said ring is optionally substituted with up to two WR^W substituents;

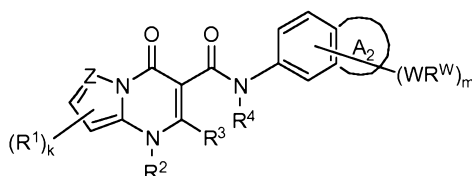
m is 0-4; and

k , R^1 , W , Z , and R^W are as defined above.

[0117] In one embodiment, WR^{W1} is hydrogen, C1-C6 aliphatic, $C(O)C1-C6$ aliphatic, or $C(O)OC1-C6$ aliphatic.

[0118] In another embodiment, each R^{W3} is hydrogen, C1-C4 alkyl. Or, both R^{W3} taken together form a C3-C6 cycloaliphatic ring or 5-7 membered heterocyclic ring having up to two heteroatoms selected from O, S, or N, wherein said cycloaliphatic or heterocyclic ring is optionally substituted with up to three substituents selected from WR^{W1} . Exemplary such rings include cyclopropyl, cyclopentyl, optionally substituted piperidyl, etc.

[0119] In another embodiment, the present invention provides compounds of formula **VB-2**:



VB-2

wherein:

ring A_2 is a phenyl or a 5-6 membered heteroaryl ring, wherein ring A_2 and the phenyl ring fused thereto together have up to 4 substituents independently selected from WR^W ;

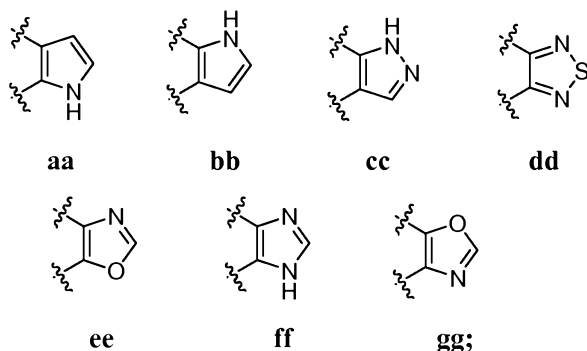
m is 0-4; and

W, R^W, Z, k, and R¹ are as defined above.

[0120] In one embodiment, ring A₂ is an optionally substituted 5-membered ring selected from pyrrolyl, furanyl, thienyl, pyrazolyl, imidazolyl, thiazolyl, oxazolyl, thiadiazolyl, oxadiazolyl, or triazolyl.

[0121] In one embodiment, ring A₂ is an optionally substituted 5-membered ring selected from pyrrolyl, pyrazolyl, thiadiazolyl, imidazolyl, oxazolyl, or triazolyl.

Exemplary such rings include:



wherein said ring is optionally substituted as set forth above.

[0122] In another embodiment, ring A₂ is an optionally substituted 6-membered ring. Exemplary such rings include pyridyl, pyrazinyl, or triazinyl. In another embodiment, said ring is an optionally pyridyl.

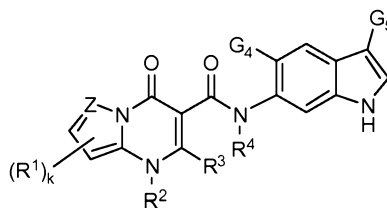
[0123] In one embodiment, ring A₂ is phenyl.

[0124] In another embodiment, ring A₂ is pyrrolyl, pyrazolyl, pyridyl, or thiadiazolyl.

[0125] Exemplary W in formula **VB-2** includes a bond, C(O), C(O)O or C1-C6 alkylene.

[0126] Exemplary R^W in formula **VB-2** include cyano, halo, C1-C6 aliphatic, C3-C6 cycloaliphatic, aryl, 5-7 membered heterocyclic ring having up to two heteroatoms selected from O, S, or N, wherein said aliphatic, phenyl, and heterocyclic are independently and optionally substituted with up to three substituents selected from C1-C6 alkyl, O-C1-C6 alkyl, halo, cyano, OH, or CF₃, wherein up to two methylene units of said C1-C6 aliphatic or C1-C6 alkyl is optionally replaced with -CO-, -CONR'-, -CO₂-, -OCO-, -NR'CO₂-, -O-, -NR'CONR'-, -OCONR'-, -NR'CO-, -S-, -NR'-, -SO₂NR'-, NR'SO₂-, or -NR'SO₂NR'-. In another embodiment, R' above is C1-C4 alkyl.

[0127] In one embodiment, the present invention provides compounds of formula VB-3:



VB-3

wherein:

G₄ is hydrogen, halo, CN, CF₃, CHF₂, CH₂F, optionally substituted C1-C6 aliphatic, aryl-C1-C6 alkyl, or a phenyl, wherein G₄ is optionally substituted with up to 4 WR^W substituents; wherein up to two methylene units of said C1-C6 aliphatic or C1-C6 alkyl is optionally replaced with -CO-, -CONR'-, -CO₂-, -OCO-, -NR'CO₂-, -O-, -NR'CONR'-, -OCONR'-, -NR'CO-, -S-, -NR'-, -SO₂NR'-, NR'SO₂-, or -NR'SO₂NR'-; ;

G₅ is hydrogen, an optionally substituted C1-C6 aliphatic, CF₃, or CN; wherein said indole ring system is further optionally substituted with up to 3 substituents independently selected from WR^W.

[0128] In one embodiment, G₄ is hydrogen. Or, G₅ is hydrogen.

[0129] In another embodiment, G₄ is hydrogen, and G₅ is C1-C6 aliphatic, CF₃, or CN, wherein said aliphatic is optionally substituted with C1-C6 alkyl, halo, cyano, or CF₃, and wherein up to two methylene units of said C1-C6 aliphatic or C1-C6 alkyl is optionally replaced with -CO-, -CONR'-, -CO₂-, -OCO-, -NR'CO₂-, -O-, -NR'CONR'-, -OCONR'-, -NR'CO-, -S-, -NR'-, -SO₂NR'-, NR'SO₂-, or -NR'SO₂NR'-. In another embodiment, R' above is C1-C4 alkyl.

[0130] In another embodiment, G₄ is hydrogen, and G₅ is cyano, CF₃, methyl, ethyl, propyl, isopropyl, butyl, sec-butyl, t-butyl, cyanomethyl, methoxyethyl, CH₂C(O)OMe, (CH₂)₂-NHC(O)O-*tert*-butyl, or cyclopentyl.

[0131] In another embodiment, G₅ is hydrogen, and G₄ is halo, C1-C6 aliphatic or phenyl, wherein said aliphatic or phenyl is optionally substituted with C1-C6 alkyl, halo, cyano, or CF₃, wherein up to two methylene units of said C1-C6 aliphatic or C1-C6 alkyl is optionally replaced with -CO-, -CONR'-, -CO₂-, -OCO-, -NR'CO₂-, -O-, -NR'CONR'-, -OCONR'-, -NR'CO-, -S-, -NR'-, -SO₂NR'-, NR'SO₂-, or -NR'SO₂NR'-. In another embodiment, R' above is C1-C4 alkyl.

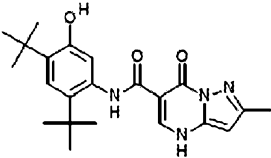
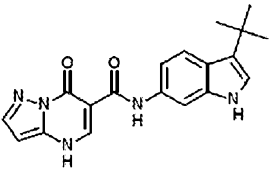
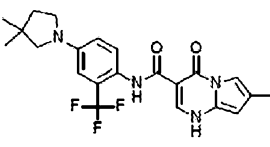
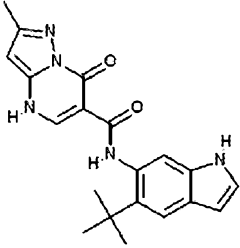
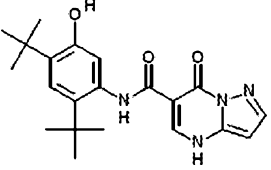
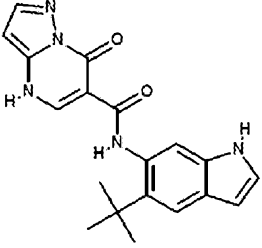
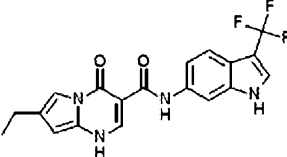
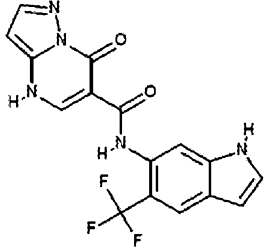
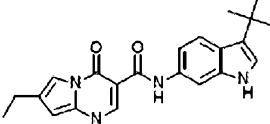
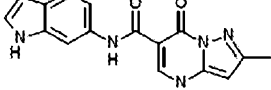
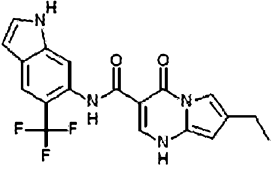
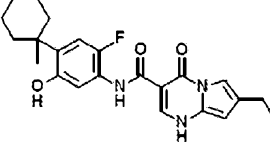
[0132] In another embodiment, G₅ is hydrogen, and G₄ is halo, CF₃, ethoxycarbonyl, t-butyl, 2-methoxyphenyl, 2-ethoxyphenyl, (4-C(O)NH(CH₂)₂-NMe₂)-phenyl, 2-methoxy-4-chloro-phenyl, pyridine-3-yl, 4-isopropylphenyl, 2,6-dimethoxyphenyl, sec-butylaminocarbonyl, ethyl, t-butyl, or piperidin-1-ylcarbonyl.

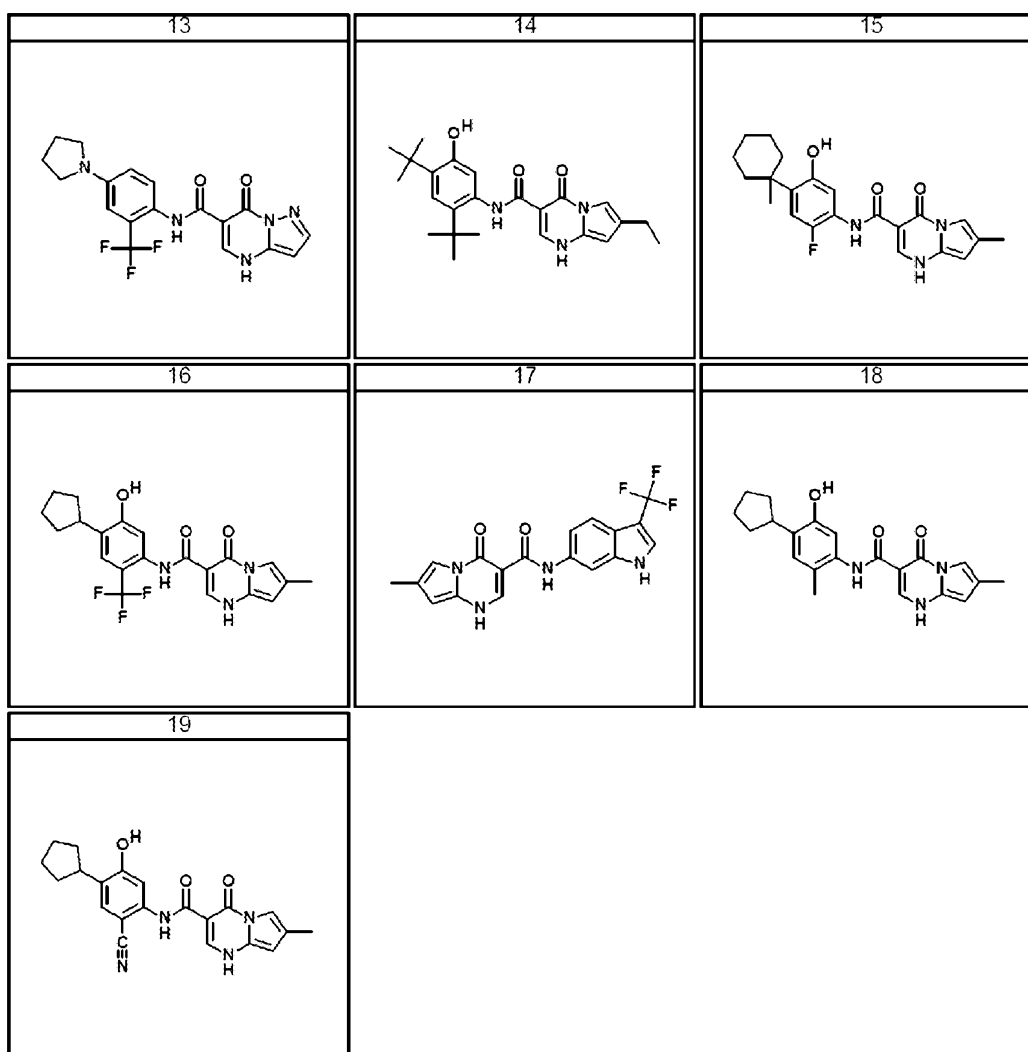
[0133] In another embodiment, G₄ and G₅ are both hydrogen, and the nitrogen ring atom of said indole ring is substituted with C1-C6 aliphatic, C(O)(C1-C6 aliphatic), or benzyl, wherein said aliphatic or benzyl is optionally substituted with C1-C6 alkyl, halo, cyano, or CF₃, wherein up to two methylene units of said C1-C6 aliphatic or C1-C6 alkyl is optionally replaced with -CO-, -CONR'-, -CO₂-, -OCO-, -NR'CO₂-, -O-, -NR'CONR'-, -OCONR'-, -NR'CO-, -S-, -NR'-, -SO₂NR'-, NR'SO₂-, or -NR'SO₂NR'-. In another embodiment, R' above is C1-C4 alkyl.

[0134] In another embodiment, G₄ and G₅ are both hydrogen, and the nitrogen ring atom of said indole ring is substituted with acyl, benzyl, C(O)CH₂N(Me)C(O)CH₂NHMe, or ethoxycarbonyl.

[0135] Representative compounds of the present invention are set forth below in Table 1 below.

[0136] Table 1

1	2	3
		
4	5	6
		
7	8	9
		
10	11	12
		



[0137] *4. General Synthetic Schemes*

[0138] Compounds of the present invention are readily prepared by methods known in the art. Illustrated in the Examples hereinbelow are exemplary methods for the preparation of compounds of the present invention.

[0139] *5. Uses, Formulation and Administration*

[0140] *Pharmaceutically acceptable compositions*

[0141] In one aspect of the present invention, pharmaceutically acceptable compositions are provided, wherein these compositions comprise any of the compounds as described herein, and optionally comprise a pharmaceutically acceptable carrier, adjuvant or vehicle. In certain embodiments, these compositions optionally further comprise one or more additional therapeutic agents.

[0142] It will also be appreciated that certain of the compounds of present invention can exist in free form for treatment, or where appropriate, as a pharmaceutically acceptable derivative or a prodrug thereof. According to the present invention, a pharmaceutically acceptable derivative or a prodrug includes, but is not limited to, pharmaceutically acceptable salts, esters, salts of such esters, or any other adduct or derivative which upon administration to a patient in need thereof is capable of providing, directly or indirectly, a compound as otherwise described herein, or a metabolite or residue thereof.

[0143] As used herein, the term “pharmaceutically acceptable salt” refers to those salts which are, within the scope of sound medical judgement, suitable for use in contact with the tissues of humans and lower animals without undue toxicity, irritation, allergic response and the like, and are commensurate with a reasonable benefit/risk ratio. A “pharmaceutically acceptable salt” means any non-toxic salt or salt of an ester of a compound of this invention that, upon administration to a recipient, is capable of providing, either directly or indirectly, a compound of this invention or an inhibitorily active metabolite or residue thereof.

[0144] Pharmaceutically acceptable salts are well known in the art. For example, S. M. Berge, *et al.* describe pharmaceutically acceptable salts in detail in *J. Pharmaceutical Sciences*, **1977**, *66*, 1-19, incorporated herein by reference. Pharmaceutically acceptable salts of the compounds of this invention include those derived from suitable inorganic and organic acids and bases. Examples of pharmaceutically acceptable, nontoxic acid addition salts are salts of an amino group formed with inorganic acids such as hydrochloric acid, hydrobromic acid,

phosphoric acid, sulfuric acid and perchloric acid or with organic acids such as acetic acid, oxalic acid, maleic acid, tartaric acid, citric acid, succinic acid or malonic acid or by using other methods used in the art such as ion exchange. Other pharmaceutically acceptable salts include adipate, alginate, ascorbate, aspartate, benzenesulfonate, benzoate, bisulfate, borate, butyrate, camphorate, camphorsulfonate, citrate, cyclopentanepropionate, digluconate, dodecylsulfate, edisylate (ethanedisulfonate), ethanesulfonate, formate, fumarate, glucoheptonate, glycerophosphate, gluconate, hemisulfate, heptanoate, hexanoate, hydroiodide, 2-hydroxy-ethanesulfonate, lactobionate, lactate, laurate, lauryl sulfate, malate, maleate, malonate, methanesulfonate, 2-naphthalenesulfonate, nicotinate, nitrate, oleate, oxalate, palmitate, pamoate, pectinate, persulfate, 3-phenylpropionate, phosphate, picrate, pivalate, propionate, stearate, succinate, sulfate, tartrate, thiocyanate, p-toluenesulfonate, undecanoate, valerate salts, and the like. Salts derived from appropriate bases include alkali metal, alkaline earth metal, ammonium and $N^+(C_{1-4}alkyl)_4$ salts. This invention also envisions the quaternization of any basic nitrogen-containing groups of the compounds disclosed herein. Water or oil-soluble or dispersible products may be obtained by such quaternization. Representative alkali or alkaline earth metal salts include sodium, lithium, potassium, calcium, magnesium, and the like. Further pharmaceutically acceptable salts include, when appropriate, nontoxic ammonium, quaternary ammonium, and amine cations formed using counterions such as halide, hydroxide, carboxylate, sulfate, phosphate, nitrate, loweralkyl sulfonate and aryl sulfonate.

[0145] As described above, the pharmaceutically acceptable compositions of the present invention additionally comprise a pharmaceutically acceptable carrier, adjuvant, or vehicle, which, as used herein, includes any and all solvents, diluents, or other liquid vehicle, dispersion or suspension aids, surface active agents, isotonic agents, thickening or emulsifying agents, preservatives, solid binders, lubricants and the like, as suited to the particular dosage form desired. Remington's Pharmaceutical Sciences, Sixteenth Edition, E. W. Martin (Mack Publishing Co., Easton, Pa., 1980) discloses various carriers used in formulating pharmaceutically acceptable compositions and known techniques for the preparation thereof. Except insofar as any conventional carrier medium is incompatible with the compounds of the invention, such as by producing any undesirable biological effect or otherwise interacting in a deleterious manner with any other component(s) of the pharmaceutically acceptable

composition, its use is contemplated to be within the scope of this invention. Some examples of materials which can serve as pharmaceutically acceptable carriers include, but are not limited to, ion exchangers, alumina, aluminum stearate, lecithin, serum proteins, such as human serum albumin, buffer substances such as phosphates, glycine, sorbic acid, or potassium sorbate, partial glyceride mixtures of saturated vegetable fatty acids, water, salts or electrolytes, such as protamine sulfate, disodium hydrogen phosphate, potassium hydrogen phosphate, sodium chloride, zinc salts, colloidal silica, magnesium trisilicate, polyvinyl pyrrolidone, polyacrylates, waxes, polyethylene-polyoxypropylene-block polymers, wool fat, sugars such as lactose, glucose and sucrose; starches such as corn starch and potato starch; cellulose and its derivatives such as sodium carboxymethyl cellulose, ethyl cellulose and cellulose acetate; powdered tragacanth; malt; gelatin; talc; excipients such as cocoa butter and suppository waxes; oils such as peanut oil, cottonseed oil; safflower oil; sesame oil; olive oil; corn oil and soybean oil; glycols; such a propylene glycol or polyethylene glycol; esters such as ethyl oleate and ethyl laurate; agar; buffering agents such as magnesium hydroxide and aluminum hydroxide; alginic acid; pyrogen-free water; isotonic saline; Ringer's solution; ethyl alcohol, and phosphate buffer solutions, as well as other non-toxic compatible lubricants such as sodium lauryl sulfate and magnesium stearate, as well as coloring agents, releasing agents, coating agents, sweetening, flavoring and perfuming agents, preservatives and antioxidants can also be present in the composition, according to the judgment of the formulator.

[0146] *Uses of Compounds and Pharmaceutically Acceptable Compositions*

[0147] In yet another aspect, the present invention provides a method of treating, or lessening the severity of a condition, disease, or disorder implicated by CFTR mutation. In certain embodiments, the present invention provides a method of treating a condition, disease, or disorder implicated by a deficiency of the CFTR activity, the method comprising administering a composition comprising a compound of formula (I) to a subject, preferably a mammal, in need thereof.

[0148] In certain embodiments, the present invention provides a method of treating cystic fibrosis, asthma, smoke induced COPD, chronic bronchitis, rhinosinusitis, constipation, pancreatitis, pancreatic insufficiency, male infertility caused by congenital bilateral absence of the vas deferens (CBAVD), mild pulmonary disease, idiopathic pancreatitis, allergic bronchopulmonary aspergillosis (ABPA), liver disease, hereditary emphysema, hereditary

hemochromatosis, coagulation-fibrinolysis deficiencies, such as protein C deficiency, Type 1 hereditary angioedema, lipid processing deficiencies, such as familial hypercholesterolemia, Type 1 chylomicronemia, abetalipoproteinemia, lysosomal storage diseases, such as I-cell disease/pseudo-Hurler, mucopolysaccharidoses, Sandhof/Tay-Sachs, Crigler-Najjar type II, polyendocrinopathy/hyperinsulemia, Diabetes mellitus, Laron dwarfism, myeloperoxidase deficiency, primary hypoparathyroidism, melanoma, glycanosis CDG type 1, congenital hyperthyroidism, osteogenesis imperfecta, hereditary hypofibrinogenemia, ACT deficiency, Diabetes insipidus (DI), neurophyseal DI, neprogenic DI, Charcot-Marie Tooth syndrome, Perlizaeus-Merzbacher disease, neurodegenerative diseases such as Alzheimer's disease, Parkinson's disease, amyotrophic lateral sclerosis, progressive supranuclear palsy, Pick's disease, several polyglutamine neurological disorders such as Huntington, spinocerebellar ataxia type I, spinal and bulbar muscular atrophy, dentatorubal pallidoluysian, and myotonic dystrophy, as well as spongiform encephalopathies, such as hereditary Creutzfeldt-Jakob disease (due to prion protein processing defect), Fabry disease, Strausler-Scheinker syndrome, COPD, dry-eye disease, or Sjogren's disease, comprising the step of administering to said mammal an effective amount of a composition comprising a compound of the present invention.

[0149] According to an alternative preferred embodiment, the present invention provides a method of treating cystic fibrosis comprising the step of administering to said mammal a composition comprising the step of administering to said mammal an effective amount of a composition comprising a compound of the present invention.

[0150] According to the invention an "effective amount" of the compound or pharmaceutically acceptable composition is that amount effective for treating or lessening the severity of one or more of the diseases, disorders or conditions as recited above.

[0151] The compounds and compositions, according to the method of the present invention, may be administered using any amount and any route of administration effective for treating or lessening the severity of one or more of the diseases, disorders or conditions as recited above.

[0152] In certain embodiments, the compounds and compositions of the present invention are useful for treating or lessening the severity of cystic fibrosis in patients who exhibit residual CFTR activity in the apical membrane of respiratory and non-respiratory

epithelia. The presence of residual CFTR activity at the epithelial surface can be readily detected using methods known in the art, e.g., standard electrophysiological, biochemical, or histochemical techniques. Such methods identify CFTR activity using *in vivo* or *ex vivo* electrophysiological techniques, measurement of sweat or salivary Cl^- concentrations, or *ex vivo* biochemical or histochemical techniques to monitor cell surface density. Using such methods, residual CFTR activity can be readily detected in patients heterozygous or homozygous for a variety of different mutations, including patients homozygous or heterozygous for the most common mutation, ΔF508 .

[0153] In another embodiment, the compounds and compositions of the present invention are useful for treating or lessening the severity of cystic fibrosis in patients who have residual CFTR activity induced or augmented using pharmacological methods or gene therapy. Such methods increase the amount of CFTR present at the cell surface, thereby inducing a hitherto absent CFTR activity in a patient or augmenting the existing level of residual CFTR activity in a patient.

[0154] In one embodiment, the compounds and compositions of the present invention are useful for treating or lessening the severity of cystic fibrosis in patients within certain genotypes exhibiting residual CFTR activity, e.g., class III mutations (impaired regulation or gating), class IV mutations (altered conductance), or class V mutations (reduced synthesis) (Lee R. Choo-Kang, Pamela L., Zeitlin, *Type I, II, III, IV, and V cystic fibrosis Transmembrane Conductance Regulator Defects and Opportunities of Therapy*; Current Opinion in Pulmonary Medicine 6:521 – 529, 2000). Other patient genotypes that exhibit residual CFTR activity include patients homozygous for one of these classes or heterozygous with any other class of mutations, including class I mutations, class II mutations, or a mutation that lacks classification.

[0155] In one embodiment, the compounds and compositions of the present invention are useful for treating or lessening the severity of cystic fibrosis in patients within certain clinical phenotypes, e.g., a moderate to mild clinical phenotype that typically correlates with the amount of residual CFTR activity in the apical membrane of epithelia. Such phenotypes include patients exhibiting pancreatic insufficiency or patients diagnosed with idiopathic pancreatitis and congenital bilateral absence of the vas deferens, or mild lung disease.

[0156] The exact amount required will vary from subject to subject, depending on the species, age, and general condition of the subject, the severity of the infection, the particular agent, its mode of administration, and the like. The compounds of the invention are preferably formulated in dosage unit form for ease of administration and uniformity of dosage. The expression "dosage unit form" as used herein refers to a physically discrete unit of agent appropriate for the patient to be treated. It will be understood, however, that the total daily usage of the compounds and compositions of the present invention will be decided by the attending physician within the scope of sound medical judgment. The specific effective dose level for any particular patient or organism will depend upon a variety of factors including the disorder being treated and the severity of the disorder; the activity of the specific compound employed; the specific composition employed; the age, body weight, general health, sex and diet of the patient; the time of administration, route of administration, and rate of excretion of the specific compound employed; the duration of the treatment; drugs used in combination or coincidental with the specific compound employed, and like factors well known in the medical arts. The term "patient", as used herein, means an animal, preferably a mammal, and most preferably a human.

[0157] The pharmaceutically acceptable compositions of this invention can be administered to humans and other animals orally, rectally, parenterally, intracisternally, intravaginally, intraperitoneally, topically (as by powders, ointments, drops or patch), buccally, as an oral or nasal spray, or the like, depending on the severity of the infection being treated. In certain embodiments, the compounds of the invention may be administered orally or parenterally at dosage levels of about 0.01 mg/kg to about 50 mg/kg and preferably from about 0.5 mg/kg to about 25 mg/kg, of subject body weight per day, one or more times a day, to obtain the desired therapeutic effect.

[0158] Liquid dosage forms for oral administration include, but are not limited to, pharmaceutically acceptable emulsions, microemulsions, solutions, suspensions, syrups and elixirs. In addition to the active compounds, the liquid dosage forms may contain inert diluents commonly used in the art such as, for example, water or other solvents, solubilizing agents and emulsifiers such as ethyl alcohol, isopropyl alcohol, ethyl carbonate, ethyl acetate, benzyl alcohol, benzyl benzoate, propylene glycol, 1,3-butylene glycol, dimethylformamide, oils (in particular, cottonseed, groundnut, corn, germ, olive, castor, and sesame oils), glycerol,

tetrahydrofurfuryl alcohol, polyethylene glycols and fatty acid esters of sorbitan, and mixtures thereof. Besides inert diluents, the oral compositions can also include adjuvants such as wetting agents, emulsifying and suspending agents, sweetening, flavoring, and perfuming agents.

[0159] Injectable preparations, for example, sterile injectable aqueous or oleaginous suspensions may be formulated according to the known art using suitable dispersing or wetting agents and suspending agents. The sterile injectable preparation may also be a sterile injectable solution, suspension or emulsion in a nontoxic parenterally acceptable diluent or solvent, for example, as a solution in 1,3-butanediol. Among the acceptable vehicles and solvents that may be employed are water, Ringer's solution, U.S.P. and isotonic sodium chloride solution. In addition, sterile, fixed oils are conventionally employed as a solvent or suspending medium. For this purpose any bland fixed oil can be employed including synthetic mono- or diglycerides. In addition, fatty acids such as oleic acid are used in the preparation of injectables.

[0160] The injectable formulations can be sterilized, for example, by filtration through a bacterial-retaining filter, or by incorporating sterilizing agents in the form of sterile solid compositions which can be dissolved or dispersed in sterile water or other sterile injectable medium prior to use.

[0161] In order to prolong the effect of a compound of the present invention, it is often desirable to slow the absorption of the compound from subcutaneous or intramuscular injection. This may be accomplished by the use of a liquid suspension of crystalline or amorphous material with poor water solubility. The rate of absorption of the compound then depends upon its rate of dissolution that, in turn, may depend upon crystal size and crystalline form. Alternatively, delayed absorption of a parenterally administered compound form is accomplished by dissolving or suspending the compound in an oil vehicle. Injectable depot forms are made by forming microcapsule matrices of the compound in biodegradable polymers such as polylactide-polyglycolide. Depending upon the ratio of compound to polymer and the nature of the particular polymer employed, the rate of compound release can be controlled. Examples of other biodegradable polymers include poly(orthoesters) and poly(anhydrides). Depot injectable formulations are also prepared by entrapping the compound in liposomes or microemulsions that are compatible with body tissues.

[0162] Compositions for rectal or vaginal administration are preferably suppositories which can be prepared by mixing the compounds of this invention with suitable non-irritating excipients or carriers such as cocoa butter, polyethylene glycol or a suppository wax which are solid at ambient temperature but liquid at body temperature and therefore melt in the rectum or vaginal cavity and release the active compound.

[0163] Solid dosage forms for oral administration include capsules, tablets, pills, powders, and granules. In such solid dosage forms, the active compound is mixed with at least one inert, pharmaceutically acceptable excipient or carrier such as sodium citrate or dicalcium phosphate and/or a) fillers or extenders such as starches, lactose, sucrose, glucose, mannitol, and silicic acid, b) binders such as, for example, carboxymethylcellulose, alginates, gelatin, polyvinylpyrrolidone, sucrose, and acacia, c) humectants such as glycerol, d) disintegrating agents such as agar--agar, calcium carbonate, potato or tapioca starch, alginic acid, certain silicates, and sodium carbonate, e) solution retarding agents such as paraffin, f) absorption accelerators such as quaternary ammonium compounds, g) wetting agents such as, for example, cetyl alcohol and glycerol monostearate, h) absorbents such as kaolin and bentonite clay, and i) lubricants such as talc, calcium stearate, magnesium stearate, solid polyethylene glycols, sodium lauryl sulfate, and mixtures thereof. In the case of capsules, tablets and pills, the dosage form may also comprise buffering agents.

[0164] Solid compositions of a similar type may also be employed as fillers in soft and hard-filled gelatin capsules using such excipients as lactose or milk sugar as well as high molecular weight polyethylene glycols and the like. The solid dosage forms of tablets, dragees, capsules, pills, and granules can be prepared with coatings and shells such as enteric coatings and other coatings well known in the pharmaceutical formulating art. They may optionally contain opacifying agents and can also be of a composition that they release the active ingredient(s) only, or preferentially, in a certain part of the intestinal tract, optionally, in a delayed manner. Examples of embedding compositions that can be used include polymeric substances and waxes. Solid compositions of a similar type may also be employed as fillers in soft and hard-filled gelatin capsules using such excipients as lactose or milk sugar as well as high molecular weight polyethylene glycols and the like.

[0165] The active compounds can also be in microencapsulated form with one or more excipients as noted above. The solid dosage forms of tablets, dragees, capsules, pills, and

granules can be prepared with coatings and shells such as enteric coatings, release controlling coatings and other coatings well known in the pharmaceutical formulating art. In such solid dosage forms the active compound may be admixed with at least one inert diluent such as sucrose, lactose or starch. Such dosage forms may also comprise, as is normal practice, additional substances other than inert diluents, e.g., tableting lubricants and other tableting aids such as magnesium stearate and microcrystalline cellulose. In the case of capsules, tablets and pills, the dosage forms may also comprise buffering agents. They may optionally contain opacifying agents and can also be of a composition that they release the active ingredient(s) only, or preferentially, in a certain part of the intestinal tract, optionally, in a delayed manner. Examples of embedding compositions that can be used include polymeric substances and waxes.

[0166] Dosage forms for topical or transdermal administration of a compound of this invention include ointments, pastes, creams, lotions, gels, powders, solutions, sprays, inhalants or patches. The active component is admixed under sterile conditions with a pharmaceutically acceptable carrier and any needed preservatives or buffers as may be required. Ophthalmic formulation, eardrops, and eye drops are also contemplated as being within the scope of this invention. Additionally, the present invention contemplates the use of transdermal patches, which have the added advantage of providing controlled delivery of a compound to the body. Such dosage forms are prepared by dissolving or dispensing the compound in the proper medium. Absorption enhancers can also be used to increase the flux of the compound across the skin. The rate can be controlled by either providing a rate controlling membrane or by dispersing the compound in a polymer matrix or gel.

[0167] The activity of a compound utilized in this invention as a modulator of CFTR may be assayed according to methods described generally in the art and in the Examples herein.

[0168] It will also be appreciated that the compounds and pharmaceutically acceptable compositions of the present invention can be employed in combination therapies, that is, the compounds and pharmaceutically acceptable compositions can be administered concurrently with, prior to, or subsequent to, one or more other desired therapeutics or medical procedures. The particular combination of therapies (therapeutics or procedures) to employ in a combination regimen will take into account compatibility of the desired therapeutics and/or

procedures and the desired therapeutic effect to be achieved. It will also be appreciated that the therapies employed may achieve a desired effect for the same disorder (for example, an inventive compound may be administered concurrently with another agent used to treat the same disorder), or they may achieve different effects (e.g., control of any adverse effects). As used herein, additional therapeutic agents that are normally administered to treat or prevent a particular disease, or condition, are known as “appropriate for the disease, or condition, being treated.”

[0169] In one embodiment, the additional agent is selected from a mucolytic agent, a bronchodilator, an anti-biotic, an anti-infective agent, an anti-inflammatory agent, a CFTR modulator other than a compound of the present invention, or a nutritional agent. In a further embodiment, the additional agent is a CFTR modulator other than a compound of the present invention.

[0170] The amount of additional therapeutic agent present in the compositions of this invention will be no more than the amount that would normally be administered in a composition comprising that therapeutic agent as the only active agent. Preferably the amount of additional therapeutic agent in the presently disclosed compositions will range from about 50 % to 100 % of the amount normally present in a composition comprising that agent as the only therapeutically active agent.

[0171] The compounds of this invention or pharmaceutically acceptable compositions thereof may also be incorporated into compositions for coating an implantable medical device, such as prostheses, artificial valves, vascular grafts, stents and catheters. Accordingly, the present invention, in another aspect, includes a composition for coating an implantable device comprising a compound of the present invention as described generally above, and in classes and subclasses herein, and a carrier suitable for coating said implantable device. In still another aspect, the present invention includes an implantable device coated with a composition comprising a compound of the present invention as described generally above, and in classes and subclasses herein, and a carrier suitable for coating said implantable device. Suitable coatings and the general preparation of coated implantable devices are described in US Patents 6,099,562; 5,886,026; and 5,304,121. The coatings are typically biocompatible polymeric materials such as a hydrogel polymer, polymethyldisiloxane, polycaprolactone, polyethylene glycol, polylactic acid, ethylene vinyl acetate, and mixtures thereof. The coatings may

optionally be further covered by a suitable topcoat of fluorosilicone, polysaccharides, polyethylene glycol, phospholipids or combinations thereof to impart controlled release characteristics in the composition.

[0172] Another aspect of the invention relates to modulating CFTR activity in a biological sample or a patient (e.g., *in vitro* or *in vivo*), which method comprises administering to the patient, or contacting said biological sample with a compound of Formula (I) or a composition comprising said compound. The term “biological sample”, as used herein, includes, without limitation, cell cultures or extracts thereof; biopsied material obtained from a mammal or extracts thereof; and blood, saliva, urine, feces, semen, tears, or other body fluids or extracts thereof.

[0173] Modulation of CFTR in a biological sample is useful for a variety of purposes that are known to one of skill in the art. Examples of such purposes include, but are not limited to, the study of CFTR in biological and pathological phenomena; and the comparative evaluation of new modulators of CFTR.

[0174] In yet another embodiment, a method of modulating activity of an anion channel *in vitro* or *in vivo*, is provided comprising the step of contacting said channel with a compound of formula (I). In preferred embodiments, the anion channel is a chloride channel or a bicarbonate channel. In other preferred embodiments, the anion channel is a chloride channel.

[0175] According to an alternative embodiment, the present invention provides a method of increasing the number of functional CFTR in a membrane of a cell, comprising the step of contacting said cell with a compound of Formula (I).

[0176] According to another preferred embodiment, the activity of the CFTR is measured by measuring the transmembrane voltage potential. Means for measuring the voltage potential across a membrane in the biological sample may employ any of the known methods in the art, such as optical membrane potential assay or other electrophysiological methods.

[0177] The optical membrane potential assay utilizes voltage-sensitive FRET sensors described by Gonzalez and Tsien (*See*, Gonzalez, J. E. and R. Y. Tsien (1995) “Voltage sensing by fluorescence resonance energy transfer in single cells.” *Biophys J* **69**(4): 1272-80, and Gonzalez, J. E. and R. Y. Tsien (1997); “Improved indicators of cell membrane potential that use fluorescence resonance energy transfer” *Chem Biol* **4**(4): 269-77) in combination with instrumentation for measuring fluorescence changes such as the Voltage/Ion Probe Reader

(VIPR) (*See*, Gonzalez, J. E., K. Oades, et al. (1999) "Cell-based assays and instrumentation for screening ion-channel targets" *Drug Discov Today* **4**(9): 431-439).

[0178] These voltage sensitive assays are based on the change in fluorescence resonant energy transfer (FRET) between the membrane-soluble, voltage-sensitive dye, DiSBAC₂(3), and a fluorescent phospholipid, CC2-DMPE, which is attached to the outer leaflet of the plasma membrane and acts as a FRET donor. Changes in membrane potential (V_m) cause the negatively charged DiSBAC₂(3) to redistribute across the plasma membrane and the amount of energy transfer from CC2-DMPE changes accordingly. The changes in fluorescence emission can be monitored using VIPRTM II, which is an integrated liquid handler and fluorescent detector designed to conduct cell-based screens in 96- or 384-well microtiter plates.

[0179] In another aspect the present invention provides a kit for use in measuring the activity of CFTR or a fragment thereof in a biological sample *in vitro* or *in vivo* comprising (i) a composition comprising a compound of Formula (I) or any of the above embodiments; and (ii) instructions for a) contacting the composition with the biological sample and b) measuring activity of said CFTR or a fragment thereof. In one embodiment, the kit further comprises instructions for a) contacting an additional composition with the biological sample; b) measuring the activity of said CFTR or a fragment thereof in the presence of said additional compound, and c) comparing the activity of the CFTR in the presence of the additional compound with the density of the CFTR in the presence of a composition of Formula (I). In preferred embodiments, the kit is used to measure the density of CFTR.

[0180] In order that the invention described herein may be more fully understood, the following examples are set forth. It should be understood that these examples are for illustrative purposes only and are not to be construed as limiting this invention in any manner.

[0181] EXAMPLES

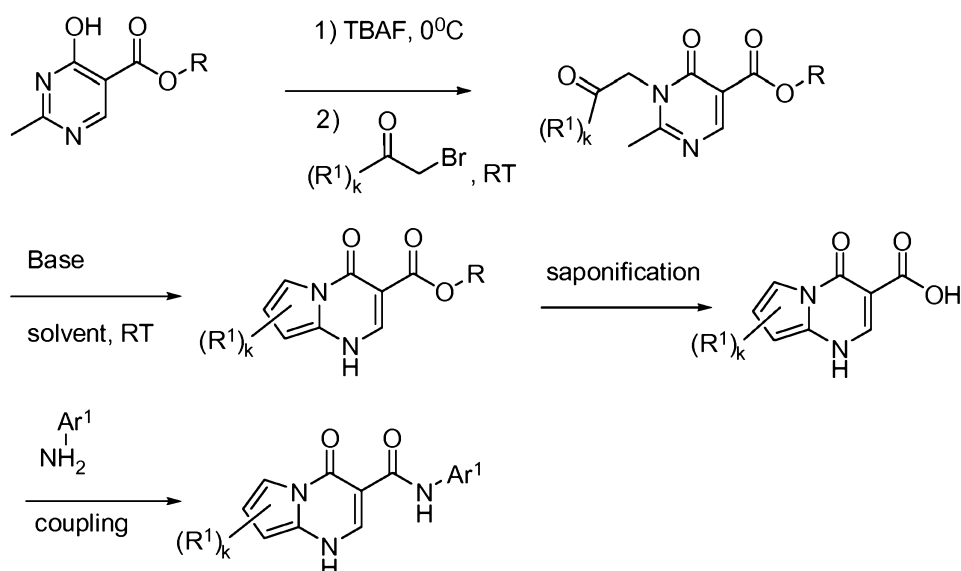
General Synthetic Schemes

[0182] Compounds of the present invention are readily prepared by methods known in the art. Illustrated below are exemplary methods for the preparation of compounds of the present invention.

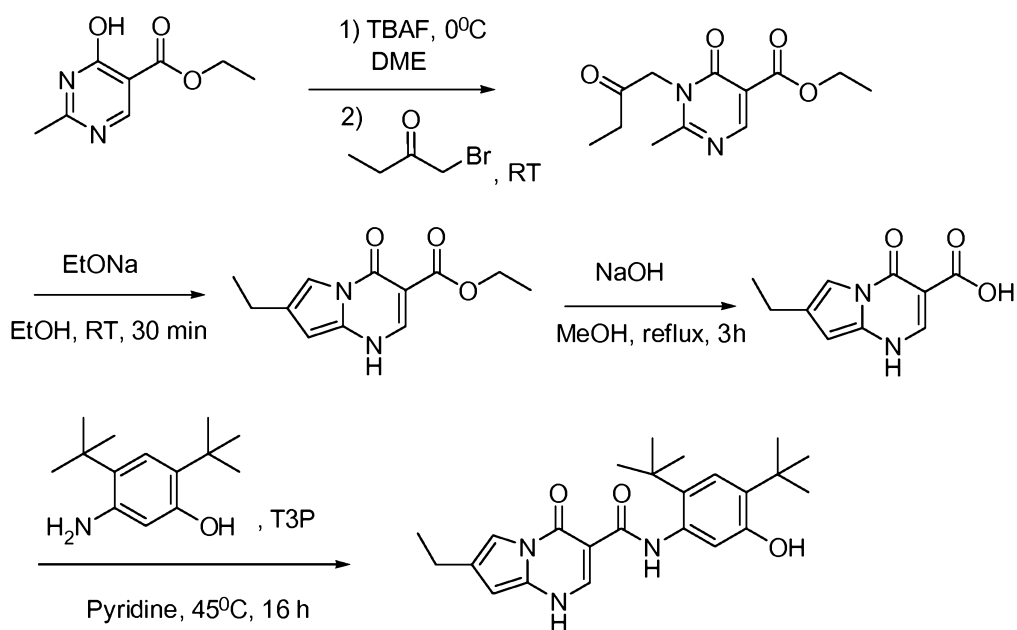
[0183] The schemes below illustrate the synthesis compounds of Formula (I) of the present invention.

[0184] In order that the invention described herein may be more fully understood, the following examples are set forth. It should be understood that these examples are for illustrative purposes only and are not to be construed as limiting this invention in any manner.

[0185] Scheme 1



[0186] Example 1: Preparation of *N*-(2,4-di-*tert*-butyl-5-hydroxyphenyl)-7-ethyl-4-oxo-1,4-dihydropyrrolo[1,2-*a*]pyrimidine-3-carboxamide (Compound 14, Table 1)



[0187] Ethyl 4-hydroxy-2-methylpyrimidine-5-carboxylate (1.5 g, 8.234 mmol) was suspended in DME (48mL) and TBAF (13.17 mL, 1 M solution in THF, 13.17 mmol) was added dropwise at 0°C. The resulting solution was stirred for 10 minutes and a solution of 1-bromo-2-butanone (1.318 g, 8.728 mmol) in DME (3 mL) was added dropwise. The reaction was stirred at room temperature overnight. The solution was then concentrated *in vacuo* and partitioned between EtOAc and saturated aqueous NH₄Cl. The EtOAc layer was separated, dried over Na₂SO₄ and concentrated *in vacuo* to give an oil. The crude material was purified by flash chromatography 0-100% EtOAc/hexanes to obtain pure desired product, ethyl 2-methyl-6-oxo-1-(2-oxobutyl)-1,6-dihydropyrimidine-5-carboxylate, as an off white solid; 1.73g (83%). LC/MS (10-99% CH₃CN/0.05% TFA in H₂O/0.05% TFA gradient over 3 min): M+H *m/z* 252.9, retention time 0.76 minutes. ¹H NMR (400.0 MHz, CDCl₃) δ 8.62 (s, 1H), 4.88 (s, 2H), 4.38 (m, 2H), 2.68 (m, 2H), 2.49 (s, 3H), 1.39 (t, J = 7.1 Hz, 3H) and 1.18 (t, J = 7.3 Hz, 3H).

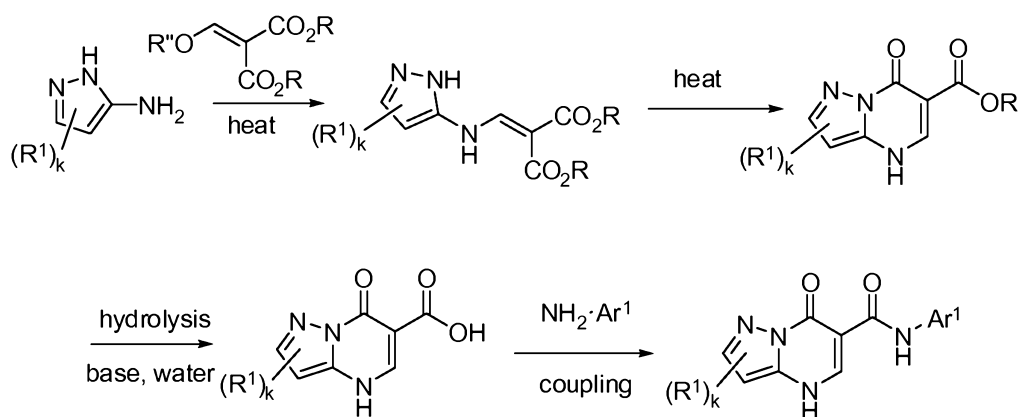
[0188] To a solution of sodium ethoxide in ethanol (1.906 g, 2.196 mL, 5.882 mmol) under a nitrogen atmosphere was added ethanol (9.2 mL), yielding a 5%w/w sodium ethoxide solution. Ethyl 2-methyl-6-oxo-1-(2-oxobutyl)-1,6-dihydropyrimidine-5-carboxylate (0.74g, 2.941 mmol) dissolved in ethanol (7mL) was added dropwise to the sodium ethoxide solution. The reaction mixture was stirred for 30 minutes, the solvent was removed under reduced pressure, and the resulting solid was treated with 6M HCl to pH 5. The resulting precipitate, ethyl 7-ethyl-4-oxo-1,4-dihydropyrrolo[1,2-a]pyrimidine-3-carboxylate, was collected by vacuum filtration as a tan solid; 0.63g (92 %). LC/MS (10-99% CH₃CN/0.05% TFA in H₂O/0.05% TFA gradient over 3 min): M+H *m/z* 235.1, retention time 0.99 minutes. ¹H NMR (400.0 MHz, DMSO) δ 12.74 (bs, 1H), 8.37 (s, 1H), 7.17 (t, J = 0.9 Hz, 1H), 6.00 (d, J = 1.9 Hz, 1H), 4.20 (q, J = 7.1 Hz, 2H), 2.57 - 2.50 (m, 2H), 1.27 (t, J = 7.1 Hz, 3H) and 1.18 (t, J = 7.5 Hz, 3H).

[0189] Ethyl 7-ethyl-4-oxo-1,4-dihydropyrrolo[1,2-a]pyrimidine-3-carboxylate (0.63g, 2.711 mmol) was dissolved in a solution of methanol (8 mL)/ sodium hydroxide (13.56 mL, 2.0 M, 27.11 mmol) and heated at reflux for 3 hours. The mixture was allowed to cool to room temperature and methanol was removed *in vacuo*. The aqueous solution was cooled to 0°C and concentrated HCl was slowly added until a precipitate formed (pH 4). The precipitate was filtered, washed with water and dried to give 7-ethyl-4-oxo-1,4-dihydropyrrolo[1,2-a]pyrimidine-3-carboxylic acid; 0.43g (77%). LC/MS (10-99% CH₃CN/0.05% TFA in

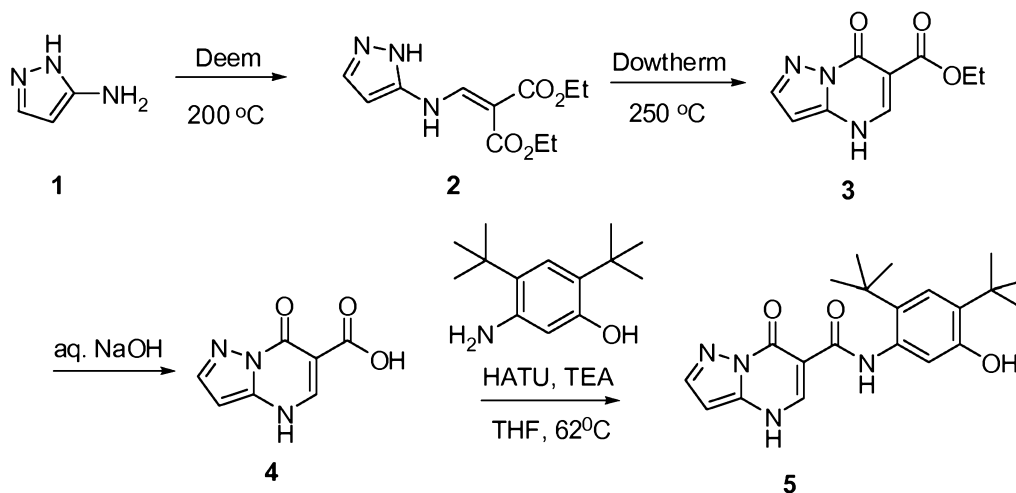
H₂O/0.05% TFA gradient over 3 min): M+H *m/z* 207.1, retention time 1.10 minutes. ¹H NMR (400.0 MHz, DMSO) δ 13.42 (bs, 1H), 12.89 (bs, 1H), 8.51 (s, 1H), 7.29 (t, *J* = 0.8 Hz, 1H), 6.17 (d, *J* = 1.8 Hz, 1H), 2.61 - 2.50 (m, 2H) and 1.20 (t, *J* = 7.5 Hz, 3H).

[0190] To a solution of 7-ethyl-4-oxo-1,4-dihydropyrrolo[1,2-*a*]pyrimidine-3-carboxylic acid (32.3 mg, 0.1566 mmol) in 2-methyltetrahydrofuran (400 μL) was added 1-Propanephosphonic acid cyclic anhydride (249.1 mg, 233.0 μL, 0.3915 mmol) followed by the addition of pyridine (24.77 mg, 25.33 μL, 0.3132 mmol). The reaction was sealed and heated at 45°C for 30 minutes upon which 5-amino-2,4-di-*tert*-butylphenol (41.59 mg, 0.1879 mmol) was added and the reaction was heated at 45°C for 16h. The solvent was removed *in vacuo* and the residue was purified by reverse phase HPLC (40-100% acetonitrile with 0.035% TFA in water with 0.05% TFA) to give *N*-(2,4-di-*tert*-butyl-5-hydroxyphenyl)-7-ethyl-4-oxo-1,4-dihydropyrrolo[1,2-*a*]pyrimidine-3-carboxamide. LC/MS (10-99% CH₃CN/0.05% TFA in H₂O/0.05% TFA gradient over 3 min): M+H *m/z* 410.5, retention time 2.24 minutes. ¹H NMR (400.0 MHz, DMSO) δ 13.07 (d, *J* = 6.6 Hz, 1H), 10.72 (s, 1H), 9.20 (s, 1H), 8.55 (d, *J* = 6.8 Hz, 1H), 7.32 (s, 1H), 7.16 (s, 1H), 7.11 (s, 1H), 6.11 (d, *J* = 1.7 Hz, 1H), 2.59 (q, *J* = 7.5 Hz, 2H), 1.36 (s, 18H) and 1.22 (t, *J* = 7.5 Hz, 3H).

[0191] Scheme 2



[0192] Example 2: Preparation of *N*-(2,4-di-*tert*-butyl-5-hydroxyphenyl)-7-oxo-4,7-dihydropyrazolo[1,5-*a*]pyrimidine-6-carboxamide (Compound 5, Table 1)



[0193] A mixture of 1H-pyrazol-5-amine **1** (2 g, 24.1 mmol) and diethyl 2-((ethoxymethylene)malonate (10.4 g, 48.2 mmol) was heated at 200⁰C until the starting material was consumed completely. The reaction mixture was allowed to cool to room temperature and EtOH (10 mL) was added. A precipitate formed, which was removed by filtration, washed with EtOH and dried under vacuum to give diethyl 2-((1H-pyrazol-5-ylamino)methylene)malonate; 4.0 g (66 %). ¹H NMR (300 MHz, CDCl₃) δ 10.95 (d, *J* = 13.5 Hz, 1 H), 8.60 (d, *J* = 13.8 Hz, 1 H), 7.52 (d, *J* = 2.4 Hz, 1 H), 6.08 (d, *J* = 2.4 Hz, 1 H), 4.30 (q, *J* = 7.2 Hz, 2 H), 4.22 (q, *J* = 7.2 Hz, 2 H), 1.36 (t, *J* = 7.2 Hz, 3 H), 1.31 (t, *J* = 7.2 Hz, 3 H).

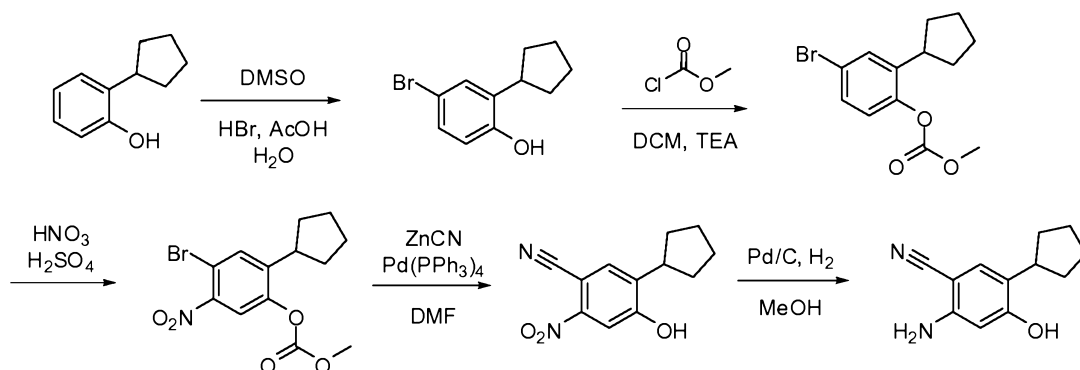
[0194] A solution of the 2-((1H-pyrazol-5-ylamino)methylene)malonate (4.0 g, 15.8 mmol) in Dowtherm (15 mL) was heated to 250⁰C for 2 hours. The reaction mixture was allowed to cool to room temperature, DMF/EtOH (10 mL, 1/1, v/v) was added to the mixture and formed precipitate was filtered, which was washed with EtOH and dried under vacuum to give ethyl 7-oxo-4,7-dihydropyrazolo[1,5-a]pyrimidine-6-carboxylate; 1.9 g (58 %). ¹H NMR (300 MHz, DMSO) δ 13.01 (brs, 1 H), 8.58 (s, 1 H), 7.91 (d, *J* = 2.1 Hz, 1 H), 6.30 (d, *J* = 1.8 Hz, 1 H), 4.22 (q, *J* = 7.2 Hz, 2 H), 1.27 (t, *J* = 7.2 Hz, 3 H).

[0195] A suspension of ethyl 7-oxo-4,7-dihydropyrazolo[1,5-a]pyrimidine-6-carboxylate (1.9 g, 9.2 mmol) in 10% aq. NaOH (12 mL, 30.0 mmol) was refluxed for 2 hours. The reaction mixture was allowed to cool to room temperature; the solution was acidified to pH 3-4 with 6 M HCl. The forming precipitate was filtered, washed with water and dried to afford 7-oxo-4,7-dihydropyrazolo[1,5-a]pyrimidine-6-carboxylic acid; 1.6 g (97%). ¹H NMR

(300 MHz, DMSO) δ 8.53 (s, 1 H), 7.94 (d, J = 1.8 Hz, 1 H), 6.32 (d, J = 1.8 Hz, 1 H). MS (ESI) m/z : 177.9 [M-H].

[0196] To a vial charged with 7-oxo-4,7-dihydropyrazolo[1,5-a]pyrimidine-6-carboxylic acid (50 mg, 0.28 mmol) and HATU (117 mg, 0.31 mmol) was added 2 mL of THF followed by triethylamine (85 mg, 0.84 mmol). The reaction mixture was allowed to stir for 10 minutes at room temperature, upon which 5-amino-2,4-di-*tert*-butylphenol (62 mg, 0.28 mmol) was added and the reaction was heated at 65°C for 16h. After 16h, the reaction was cooled to room temperature and the solvent was removed *in vacuo*. The residue was purified by reverse phase HPLC (10%-99% CH₃CN (0.035% TFA)/H₂O (0.05% TFA)). LC/MS (10-99% CH₃CN/0.05% TFA in H₂O/0.05% TFA gradient over 3 min) to give *N*-(2,4-di-*tert*-butyl-5-hydroxyphenyl)-7-oxo-4,7-dihydropyrazolo[1,5-a]pyrimidine-6-carboxamide; M+H m/z 383.3, retention time 1.71 minutes. ¹H NMR (400.0 MHz, DMSO) δ 13.48 (s, 1H), 10.68 (s, 1H), 9.24 (s, 1H), 8.78 (s, 1H), 8.06 (d, J = 2.0 Hz, 1H), 7.17 (s, 1H), 7.13 (s, 1H), 6.41 (d, J = 2.0 Hz, 1H), 1.36 (d, J = 4.5 Hz, 18H).

[0197] Example 3: Synthesis of 2-amino-5-cyclopentyl-4-hydroxybenzonitrile



[0198] To a stirring solution of 2-cyclopentyl phenol (7.9 g, 48.7 mmol) in acetic acid (32 mL) and water (16 mL) was added HBr (33% in AcOH, 50.45 mL, 292.2 mmol) followed by the dropwise addition of DMSO (34.8 g, 31.6 mL, 445.0 mmol) over 10 min. The reaction was quenched with saturated aqueous NaHCO₃ and concentrated *in vacuo* to remove gasses. The residue was brought up in ether (200 mL), washed with water (2 x 100 mL) and brine (100 mL) then dried over Na₂SO₄. The solution was filtered and concentrated *in vacuo* to produce an oil which was purified by silica gel chromatography (0-10% ethyl acetate/hexane) to provide 4-bromo-2-cyclopentylphenol (10.5 g, 89% yield) as a colorless oil. ¹H NMR (400.0 MHz, DMSO-*d*₆) δ 9.59 (s, 1H), 7.20 (d, J = 2.5 Hz, 1H), 7.13 (dd, J = 2.5, 8.5 Hz, 1H), 6.73

(d, $J = 8.5$ Hz, 1H), 3.21 - 3.13 (m, 1H), 1.95 - 1.88 (m, 2H), 1.77 - 1.69 (m, 2H), 1.65 - 1.44 (m, 4H).

[0199] 4-Bromo-2-cyclopentylphenol (10.0 g, 41.47 mmol) and DMAP (253 mg, 2.07 mmol) was dissolved in dichloromethane (50 mL) and triethylamine (11.6 mL, 82.94 mmol), cooled to 0 °C and treated with methyl chloroformate (4.8 mL, 62.20 mmol). The reaction was allowed to warm to room temperature over 2 h. The reaction was quenched with water, the layers separated, and the aqueous layer re-extracted with dichloromethane. The combined organic extracts were dried over Na₂SO₄, filtered and concentrated *in vacuo* to yield an oil that was purified by silica gel chromatography (20% ethyl acetate/hexane) to yield 4-bromo-2-cyclopentylphenyl methyl carbonate (10.5 g, 85% yield). ¹H NMR (400.0 MHz, DMSO-d₆) δ 7.52 (d, $J = 2.4$ Hz, 1H), 7.44 (dd, $J = 2.4, 8.6$ Hz, 1H), 7.22 - 7.17 (m, 1H), 3.84 (s, 3H), 3.07 - 2.98 (m, 1H), 1.95 - 1.88 (m, 2H), 1.79 - 1.71 (m, 2H), 1.66 - 1.46 (m, 4H).

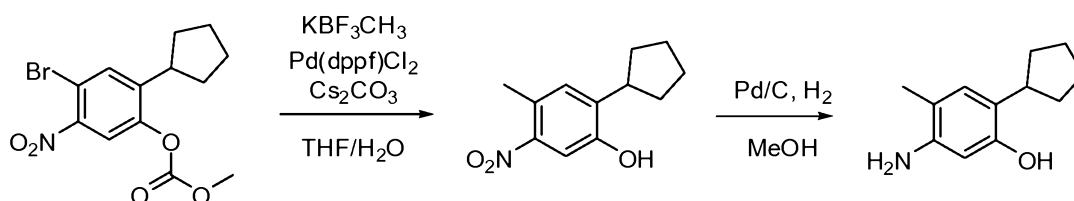
[0200] Concentrated H₂SO₄ (115 mL) was added to 4-bromo-2-cyclopentylphenyl methyl carbonate (26.09 g, 87.21 mmol) and the mixture stirred and cooled to -10 °C. KNO₃ (13.22 g, 130.80 mmol) was then added in portions with continuous stirring. The reaction was stirred at -10 °C for 1 h then quenched with ice resulting in precipitation of an off-white solid. The solid was filtered, washed with water and dried to provide the product. The water phase was extracted with dichloromethane (3 x 10 mL) and the combined organic extracts dried over Na₂SO₄. Purification by silica gel chromatography (5-20% ethyl acetate/hexane) provided additional 4-bromo-2-cyclopentyl-5-nitrophenyl methyl carbonate (combined 21.72 g, 72% yield). ¹H NMR (400.0 MHz, DMSO-d₆) δ 8.12 (s, 1H), 7.88 (s, 1H), 3.88 (d, $J = 5.7$ Hz, 3H), 3.13 (dd, $J = 9.4, 17.2$ Hz, 1H), 1.96 - 1.92 (m, 2H), 1.80 - 1.75 (m, 2H), 1.68 - 1.54 (m, 4H).

[0201] To a microwave vial charged with 4-bromo-2-cyclopentyl-5-nitrophenyl methyl carbonate (102 mg, 0.29 mmol), zinc cyanide (35 mg, 0.30 mmol) and Pd(PPh₃)₄ (21 mg, 0.02 mmol) under an N₂ atmosphere was added DMF (500 μL). The reaction was heated under microwave irradiation at 130 °C for 30 min. The reaction was quenched with saturated aqueous Na₂CO₃ and extracted with ethyl acetate (3 x 10 mL). The combined organic extracts were dried over Na₂SO₄, filtered and concentrated *in vacuo* to yield a brown oil. Purification by silica gel chromatography (0-15% ethyl acetate/hexanes) afforded 5-cyclopentyl-4-hydroxy-2-nitrobenzonitrile as a light yellow solid (40 mg, 58% yield). ¹H NMR (400.0 MHz, DMSO-

δ 11.62 (s, 1H), 7.84 (s, 1H), 7.70 (s, 1H), 3.29 - 3.24 (m, 1H), 1.99 - 1.93 (m, 2H), 1.78 - 1.76 (m, 2H), 1.66 - 1.57 (m, 4H).

[0202] A flask containing 10% Pd/C (4 mg) was evacuated and placed under a N_2 atmosphere and suspended in ethanol (2 mL). To this was added 5-cyclopentyl-4-hydroxy-2-nitrobenzonitrile (42 mg, 0.18 mmol) as a solution in ethanol (1.5 mL). The reaction was stirred under H_2 atmosphere for 2 h, then filtered and concentrated *in vacuo* to provide 2-amino-5-cyclopentyl-4-hydroxybenzonitrile as a yellow oil (36 mg, quantitative yield). $M+H$ m/z 203.1.

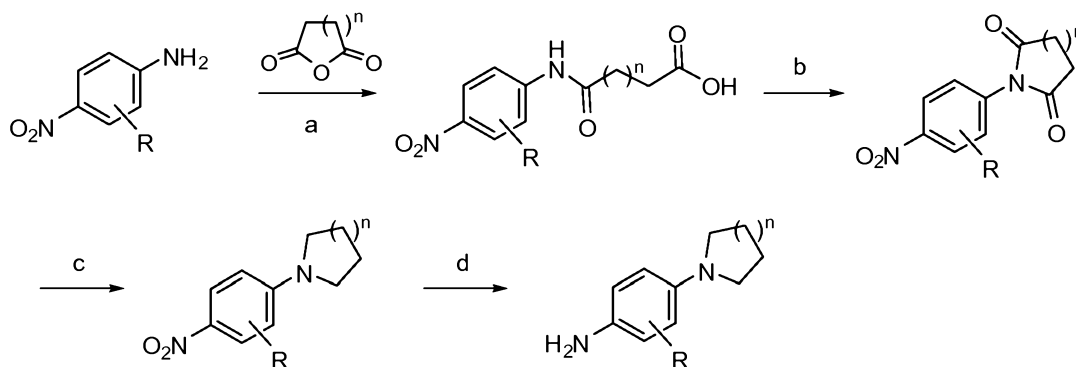
[0203] Example 4: Synthesis of 5-amino-2-cyclopentyl-4-methylphenol



[0204] To a microwave tube charged with 4-bromo-2-cyclopentyl-5-nitrophenyl methyl carbonate (500 mg, 1.45 mmol), Pd(dppf)Cl₂ (96 mg, 0.13 mmol), potassium trifluoro-methyl-boron (177 mg, 1.45 mmol) and cesium carbonate (1420 mg, 4.36 mmol) was added tetrahydrofuran (2.5 mL) and water (1.25 mL). The reaction heated at 110 °C for 35 min under microwave irradiation. The reaction was partitioned between ethyl acetate and water. The organic layer was separated, dried over Na₂SO₄, filtered and concentrated *in vacuo* to yield a brown oil. Purification by silica gel chromatography (0-6% ethyl acetate/hexanes) provided 2-cyclopentyl-4-methyl-5-nitro-phenol (167 mg, 52% yield). ¹H NMR (400.0 MHz, DMSO-d₆) δ 10.08 (s, 1H), 7.43 - 7.38 (m, 1H), 7.22 (s, 1H), 3.28 - 3.21 (m, 1H), 2.43 (s, 3H), 1.96 - 1.91 (m, 2H), 1.80 - 1.51 (m, 6H).

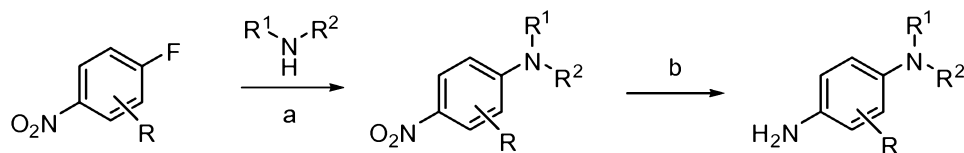
[0205] A flask charged with 10% Pd/C (16 mg) was evacuated and placed under a N_2 atmosphere. To this was added 2-cyclopentyl-4-methyl-5-nitro-phenol (160 mg, 0.72 mmol) as a solution in methanol (3 mL). The reaction mixture was stirred under H_2 atmosphere for 4 h, then filtered and concentrated *in vacuo* to provide 5-amino-2-cyclopentyl-4-methylphenol a light tan solid (130 mg, 94% yield). ¹H NMR (400.0 MHz, DMSO-d₆) δ 8.47 (s, 1H), 6.60 (s, 1H), 6.08 (s, 1H), 4.44 (s, 2H), 3.02 (dd, J = 2.4, 17.2 Hz, 1H), 1.91 (s, 3H), 1.84 - 1.77 (m, 2H), 1.71 - 1.66 (m, 2H), 1.58 - 1.54 (m, 2H), 1.44 - 1.39 (m, 2H).

[0206] Scheme 4



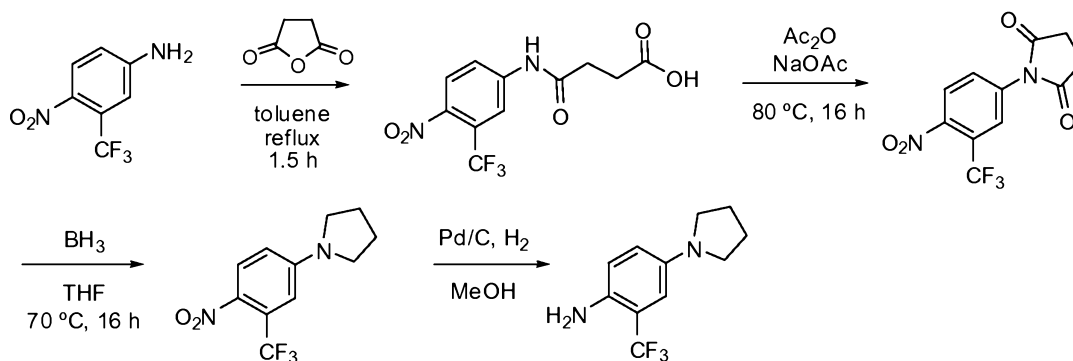
a) Toluene, reflux; b) Ac_2O , NaOAc , heat; c) BH_3 , THF, heat; d) Pd/C , H_2 , MeOH. $n = 1, 2$, or 3 .

[0207] Scheme 5



a) CH_3CN , Et_3N , heat or DMSO , Na_2CO_3 , heat; b) Pd/C , H_2 , EtOH ; g) HATU , Et_3N , DMF or propyl phosphonic acid cyclic anhydride (T3P°), pyridine, 2-methyltetrahydrofuran.

[0208] Example 5: Synthesis of 4-(pyrrolidin-1-yl)-2-(trifluoromethyl)aniline



[0209] To a solution of 4-nitro-3-(trifluoromethyl)aniline (2.0 g, 9.7 mmol) in toluene (30 mL) was added tetrahydrofuran-2,5-dione (1.2 g, 11.6 mmol) and the mixture refluxed for 1.5 h. The reaction mixture was cooled, filtered, and the solid washed with ether to provide 4-

(4-nitro-3-(trifluoromethyl)phenylamino)-4-oxobutanoic acid (1.1 g, 39% yield). M+H *m/z* 307.3.

[0210] A solution of 4-(4-nitro-3-(trifluoromethyl)phenylamino)-4-oxobutanoic acid (1.1 g, 3.6 mmol) and NaOAc (1.6 g, 19.7 mmol) in acetic anhydride (15 mL) was stirred for 16 h at 80 °C. The reaction was cooled and filtered. The filtrate was diluted with water and extracted with dichloromethane. The combined organic layers were washed with 1 N NaOH, dried over MgSO₄, filtered, and concentrated *in vacuo* to provide 1-(4-nitro-3-(trifluoromethyl)phenyl)pyrrolidine-2,5-dione (0.4 g, 39% yield). M+H *m/z* 289.1.

[0211] To a solution of 1-(4-nitro-3-(trifluoromethyl)phenyl)pyrrolidine-2,5-dione (400 mg, 1.39 mmol) in THF (10 mL) was added BH₃ (1.39 mL of 1 M in THF, 1.39 mmol) dropwise. The reaction mixture was then refluxed under N₂ atmosphere for 16 h. The reaction was cooled, quenched with methanol, and concentrated *in vacuo* to provide 1-(4-nitro-3-(trifluoromethyl)phenyl)pyrrolidine as a yellow solid (360 mg, quantitative yield). M+H *m/z* 261.1.

[0212] To a flask charged with 10% Pd/C (50 mg) under inert atmosphere was added a solution of 1-(4-nitro-3-(trifluoromethyl)phenyl)pyrrolidine (350 mg, 1.34 mmol) in ethanol. The reaction was stirred under H₂ atmosphere for 16 h, then filtered and dried down to provide 4-(pyrrolidin-1-yl)-2-(trifluoromethyl)aniline (300 mg, 97% yield). M+H *m/z* 231.3. ¹H NMR (400.0 MHz, DMSO-*d*₆) δ 6.84 (d, *J* = 8.8 Hz, 1H), 6.72 (dd, *J* = 2.5, 8.8 Hz, 1H), 6.53 (d, *J* = 2.7 Hz, 1H), 4.74 (s, 2H), 3.18 (m, 4H), 1.99 - 1.95 (m, 4H).

[0213] Set forth below in Table 2 is the characterizing data for compounds of the present invention prepared according to the above Examples.

[0214] Table 2

Cmpd #	LC/MS M+1	LC/RT min	NMR
1	397.50	1.74	¹ H NMR (400 MHz, DMSO) δ 13.32 (s, 1H), 10.72 (s, 1H), 9.24 (s, 1H), 8.72 (s, 1H), 7.16 (d, <i>J</i> = 8.0 Hz, 2H), 6.25 (s, 1H), 2.35 (s, 3H), 1.37 (s, 9H), 1.36 (s, 9H)
2	350.40	1.48	¹ H NMR (400.0 MHz, DMSO) δ 13.47 (s, 1H), 11.10 (s, 1H), 10.75 (s, 1H), 8.79 (s, 1H), 8.07 (d, <i>J</i> = 2 Hz, 1H), 8.06 (d, <i>J</i> = 1.7, 1H), 7.66 (d, <i>J</i> = 8.5 Hz, 1H), 7.02 (dd, <i>J</i> = 1.8, 8.6 Hz, 1H), 6.99 (d, <i>J</i> = 2.3 Hz, 1H), 6.41 (d, <i>J</i> = 2.0 Hz, 1H), 1.39 (s, 9H)
3	433.20	2.10	

Cmpd #	LC/MS M+1	LC/RT min	NMR
4	364.30	1.40	¹ H NMR (400 MHz, DMSO) δ 13.31 (s, 1H), 10.96 (s, 1H), 10.80 (s, 1H), 8.75 (s, 1H), 7.58 (d, J = 12.3 Hz, 2H), , 7.31 (t, J = 2.7 Hz, 1H), 6.40 (s, 1H), 6.25 (s, 1H), 2.36 (s, 3H), 1.44 (s, 9H)
5	383.30	1.71	
6	350.50	1.35	
7	389.30	1.95	¹ H NMR (400.0 MHz, DMSO) δ 13.13 (d, J = 6.8 Hz, 1H), 11.83 (d, J = 2.2 Hz, 1H), 11.36 (s, 1H), 8.57 (d, J = 6.8 Hz, 1H), 8.29 (d, J = 1.5 Hz, 1H), 7.91 (s, 1H), 7.54 (d, J = 8.4 Hz, 1H), 7.31 (s, 1H), 7.20 - 7.17 (m, 1H), 6.13 (d, J = 1.8 Hz, 1H), 2.60 (d, J = 7.5 Hz, 2H) and 1.22 (t, J = 7.5 Hz, 3H)
8	362.20	1.29	
9	377.50	2.09	¹ H NMR (400.0 MHz, DMSO) δ 13.07 (d, J = 6.9 Hz, 1H), 11.22 (s, 1H), 10.72 (s, 1H), 8.55 (d, J = 6.7 Hz, 1H), 8.07 (d, J = 1.8 Hz, 1H), 7.64 (d, J = 8.5 Hz, 1H), 7.31 (s, 1H), 6.99 - 6.96 (m, 2H), 6.11 (d, J = 1.8 Hz, 1H), 2.63 - 2.57 (q, 2H), 1.39 (s, 9H) and 1.22 (t, J = 7.5 Hz, 3H)
10	308.30	2.17	
11	389.10	1.72	
12	412.20	2.54	
13	392.30	1.48	
14	410.50	2.24	¹ H NMR (400.0 MHz, DMSO) δ 13.07 (d, J = 6.6 Hz, 1H), 10.72 (s, 1H), 9.20 (s, 1H), 8.55 (d, J = 6.8 Hz, 1H), 7.32 (s, 1H), 7.16 (s, 1H), 7.11 (s, 1H), 6.11 (d, J = 1.7 Hz, 1H), 2.59 (q, J = 7.5 Hz, 2H), 1.36 (s, 18H) and 1.22 (t, J = 7.5 Hz, 3H)
15	398.20	2.10	¹ H NMR (400.0 MHz, DMSO) δ 13.14 (s, 1H), 11.37 (d, J = 2.2 Hz, 1H), 9.38 (s, 1H), 8.54 (s, 1H), 8.02 (d, J = 7.5 Hz, 1H), 7.30 (s, 1H), 6.99 (d, J = 13.8 Hz, 1H), 6.09 (d, J = 1.7 Hz, 1H), 2.21 (s, 3H), 2.12 - 2.07 (m, 2H), 1.60 - 1.51 (m, 2H), 1.42 - 1.36 (m, 6H) and 1.25 (s, 3H)
16	420.30	2.06	¹ H NMR (400.0 MHz, DMSO) δ 13.14 (s, 1H), 11.40 (s, 1H), 10.28 (s, 1H), 8.54 (s, 1H), 7.92 (s, 1H), 7.35 (s, 1H), 7.31 (s, 1H), 6.08 (d, J = 1.7 Hz, 1H), 3.20 - 3.16 (m, 1H), 2.20 (s, 3H), 1.94 (d, J = 5.0 Hz, 2H) and 1.77 - 1.51 (m, 6H)
17	375.10	1.70	¹ H NMR (400.0 MHz, DMSO) δ 13.12 (d, J = 6.4 Hz, 1H), 11.83 (d, J = 2.3 Hz, 1H), 11.35 (s, 1H), 8.56 (d, J = 6.8 Hz, 1H), 8.29 (d, J = 1.6 Hz, 1H), 7.91 (t, J = 1.3 Hz, 1H), 7.55 (d, J = 8.3 Hz, 1H), 7.30 (s, 1H), 7.19 (dd, J = 1.8, 8.6 Hz, 1H), 6.09 (d, J = 1.8 Hz, 1H) and 2.22

Cmpd #	LC/MS M+1	LC/RT min	NMR
			(s, 3H)
18	366	1.85	¹ H NMR (400.0 MHz, DMSO-d ₆) δ 13.07 (s, 1H), 11.02 (s, 1H), 9.08 (s, 1H), 8.53 (s, 1H), 7.88 (s, 1H), 7.30 (s, 1H), 6.94 (s, 1H), 6.07 (d, J = 1.8 Hz, 1H), 3.17 - 3.12 (m, 1H), 2.23 (s, 3H), 2.20 (s, 3H), 1.92 - 1.86 (m, 2H), 1.76 - 1.73 (m, 2H), 1.62 - 1.48 (m, 4H).
19	377	1.76	

[0215] Assays for Detecting and Measuring Δ F508-CFTR Potentiation Properties of Compounds

[0216] Membrane potential optical methods for assaying Δ F508-CFTR modulation properties of compounds

[0217] The assay utilizes fluorescent voltage sensing dyes to measure changes in membrane potential using a fluorescent plate reader (e.g., FLIPR III, Molecular Devices, Inc.) as a readout for increase in functional Δ F508-CFTR in NIH 3T3 cells. The driving force for the response is the creation of a chloride ion gradient in conjunction with channel activation by a single liquid addition step after the cells have previously been treated with compounds and subsequently loaded with a voltage sensing dye.

[0218] Identification of Potentiator Compounds

[0219] To identify potentiators of Δ F508-CFTR, a double-addition HTS assay format was developed. This HTS assay utilizes fluorescent voltage sensing dyes to measure changes in membrane potential on the FLIPR III as a measurement for increase in gating (conductance) of Δ F508 CFTR in temperature-corrected Δ F508 CFTR NIH 3T3 cells. The driving force for the response is a Cl⁻ ion gradient in conjunction with channel activation with forskolin in a single liquid addition step using a fluorescent plate reader such as FLIPR III after the cells have previously been treated with potentiator compounds (or DMSO vehicle control) and subsequently loaded with a redistribution dye.

[0220] Solutions

Bath Solution #1: (in mM) NaCl 160, KCl 4.5, CaCl₂ 2, MgCl₂ 1, HEPES 10, pH 7.4 with NaOH.

Chloride-free bath solution: Chloride salts in Bath Solution #1 are substituted with gluconate salts.

[0221] Cell Culture

[0222] NIH3T3 mouse fibroblasts stably expressing $\Delta F508$ -CFTR are used for optical measurements of membrane potential. The cells are maintained at 37 °C in 5% CO₂ and 90 % humidity in Dulbecco's modified Eagle's medium supplemented with 2 mM glutamine, 10 % fetal bovine serum, 1 X NEAA, β -ME, 1 X pen/strep, and 25 mM HEPES in 175 cm² culture flasks. For all optical assays, the cells were seeded at ~20,000/well in 384-well matrigel-coated plates and cultured for 2 hrs at 37 °C before culturing at 27 °C for 24 hrs. for the potentiator assay. For the correction assays, the cells are cultured at 27 °C or 37 °C with and without compounds for 16 – 24 hours. Electrophysiological Assays for assaying $\Delta F508$ -CFTR modulation properties of compounds.

[0224] 1.Ussing Chamber Assay

[0225] Ussing chamber experiments were performed on polarized airway epithelial cells expressing $\Delta F508$ -CFTR to further characterize the $\Delta F508$ -CFTR modulators identified in the optical assays. Non-CF and CF airway epithelia were isolated from bronchial tissue, cultured as previously described (Galiotta, L.J.V., Lantero, S., Gazzolo, A., Sacco, O., Romano, L., Rossi, G.A., & Zegarra-Moran, O. (1998) *In Vitro Cell. Dev. Biol.* **34**, 478-481), and plated onto Costar® Snapwell™ filters that were precoated with NIH3T3-conditioned media. After four days the apical media was removed and the cells were grown at an air liquid interface for >14 days prior to use. This resulted in a monolayer of fully differentiated columnar cells that were ciliated, features that are characteristic of airway epithelia. Non-CF HBE were isolated from non-smokers that did not have any known lung disease. CF-HBE were isolated from patients homozygous for $\Delta F508$ -CFTR.

[0226] HBE grown on Costar® Snapwell™ cell culture inserts were mounted in an Ussing chamber (Physiologic Instruments, Inc., San Diego, CA), and the transepithelial resistance and short-circuit current in the presence of a basolateral to apical Cl⁻ gradient (I_{sc}) were measured using a voltage-clamp system (Department of Bioengineering, University of Iowa, IA). Briefly, HBE were examined under voltage-clamp recording conditions (V_{hold} = 0 mV) at 37 °C. The basolateral solution contained (in mM) 145 NaCl, 0.83 K₂HPO₄, 3.3 KH₂PO₄, 1.2 MgCl₂, 1.2 CaCl₂, 10 Glucose, 10 HEPES (pH adjusted to 7.35 with NaOH) and

the apical solution contained (in mM) 145 NaGluconate, 1.2 MgCl₂, 1.2 CaCl₂, 10 glucose, 10 HEPES (pH adjusted to 7.35 with NaOH).

[0227] Identification of Potentiator Compounds

[0228] Typical protocol utilized a basolateral to apical membrane Cl⁻ concentration gradient. To set up this gradient, normal ringers was used on the basolateral membrane, whereas apical NaCl was replaced by equimolar sodium gluconate (titrated to pH 7.4 with NaOH) to give a large Cl⁻ concentration gradient across the epithelium. Forskolin (10 μM) and all test compounds were added to the apical side of the cell culture inserts. The efficacy of the putative ΔF508-CFTR potentiators was compared to that of the known potentiator, genistein.

[0229] 2. Patch-clamp Recordings

[0230] Total Cl⁻ current in ΔF508-NIH3T3 cells was monitored using the perforated-patch recording configuration as previously described (Rae, J., Cooper, K., Gates, P., & Watsky, M. (1991) *J. Neurosci. Methods* **37**, 15-26). Voltage-clamp recordings were performed at 22 °C using an Axopatch 200B patch-clamp amplifier (Axon Instruments Inc., Foster City, CA). The pipette solution contained (in mM) 150 N-methyl-D-glucamine (NMDG)-Cl, 2 MgCl₂, 2 CaCl₂, 10 EGTA, 10 HEPES, and 240 μg/ml amphotericin-B (pH adjusted to 7.35 with HCl). The extracellular medium contained (in mM) 150 NMDG-Cl, 2 MgCl₂, 2 CaCl₂, 10 HEPES (pH adjusted to 7.35 with HCl). Pulse generation, data acquisition, and analysis were performed using a PC equipped with a Digidata 1320 A/D interface in conjunction with Clampex 8 (Axon Instruments Inc.). To activate ΔF508-CFTR, 10 μM forskolin and 20 μM genistein were added to the bath and the current-voltage relation was monitored every 30 sec.

[0231] Identification of Potentiator Compounds

[0232] The ability of ΔF508-CFTR potentiators to increase the macroscopic ΔF508-CFTR Cl⁻ current ($I_{\Delta F508}$) in NIH3T3 cells stably expressing ΔF508-CFTR was also investigated using perforated-patch-recording techniques. The potentiators identified from the optical assays evoked a dose-dependent increase in $I_{\Delta F508}$ with similar potency and efficacy observed in the optical assays. In all cells examined, the reversal potential before and during potentiator application was around -30 mV, which is the calculated E_{Cl} (-28 mV).

[0233] Cell Culture

[0234] NIH3T3 mouse fibroblasts stably expressing Δ F508-CFTR are used for whole-cell recordings. The cells are maintained at 37 °C in 5% CO₂ and 90 % humidity in Dulbecco's modified Eagle's medium supplemented with 2 mM glutamine, 10 % fetal bovine serum, 1 X NEAA, β -ME, 1 X pen/strep, and 25 mM HEPES in 175 cm² culture flasks. For whole-cell recordings, 2,500 - 5,000 cells were seeded on poly-L-lysine-coated glass coverslips and cultured for 24 - 48 hrs at 27 °C before use to test the activity of potentiators; and incubated with or without the correction compound at 37 °C for measuring the activity of correctors.

[0235] 3.Single-channel recordings

[0236] Gating activity of wt-CFTR and temperature-corrected Δ F508-CFTR expressed in NIH3T3 cells was observed using excised inside-out membrane patch recordings as previously described (Dalemans, W., Barbry, P., Champigny, G., Jallat, S., Dott, K., Dreyer, D., Crystal, R.G., Pavirani, A., Lecocq, J-P., Lazdunski, M. (1991) *Nature* 354, 526 – 528) using an Axopatch 200B patch-clamp amplifier (Axon Instruments Inc.). The pipette contained (in mM): 150 NMDG, 150 aspartic acid, 5 CaCl₂, 2 MgCl₂, and 10 HEPES (pH adjusted to 7.35 with Tris base). The bath contained (in mM): 150 NMDG-Cl, 2 MgCl₂, 5 EGTA, 10 TES, and 14 Tris base (pH adjusted to 7.35 with HCl). After excision, both wt- and Δ F508-CFTR were activated by adding 1 mM Mg-ATP, 75 nM of the catalytic subunit of cAMP-dependent protein kinase (PKA; Promega Corp. Madison, WI), and 10 mM NaF to inhibit protein phosphatases, which prevented current rundown. The pipette potential was maintained at 80 mV. Channel activity was analyzed from membrane patches containing ≤ 2 active channels. The maximum number of simultaneous openings determined the number of active channels during the course of an experiment. To determine the single-channel current amplitude, the data recorded from 120 sec of Δ F508-CFTR activity was filtered "off-line" at 100 Hz and then used to construct all-point amplitude histograms that were fitted with multigaussian functions using Bio-Patch Analysis software (Bio-Logic Comp. France). The total microscopic current and open probability (P_o) were determined from 120 sec of channel activity. The P_o was determined using the Bio-Patch software or from the relationship $P_o = I/i(N)$, where I = mean current, i = single-channel current amplitude, and N = number of active channels in patch.

[0237] Cell Culture

[0238] NIH3T3 mouse fibroblasts stably expressing $\Delta F508$ -CFTR are used for excised-membrane patch-clamp recordings. The cells are maintained at 37 °C in 5% CO₂ and 90 % humidity in Dulbecco's modified Eagle's medium supplemented with 2 mM glutamine, 10 % fetal bovine serum, 1 X NEAA, β -ME, 1 X pen/strep, and 25 mM HEPES in 175 cm² culture flasks. For single channel recordings, 2,500 - 5,000 cells were seeded on poly-L-lysine-coated glass coverslips and cultured for 24 - 48 hrs at 27 °C before use.

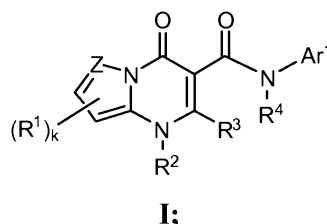
[0239] Compounds of the invention are useful as modulators of ATP binding cassette transporters. Examples of activities and efficacies of the compounds of the invention are shown below in Table 3. The compound activity is illustrated with “+++” if activity was measured to be less than 5.0 μ M, “++” if activity was measured to be from 5 μ M to 20.0 μ M, “+” if activity was measured to be greater than 20.0 μ M, and “-” if no data was available. The efficacy is illustrated with “+++” if efficacy was calculated to be greater than 100 %, “++” if efficacy was calculated to be from 100 % to 25 %, “+” if efficacy was calculated to be less than 25 %, and “-” if no data was available. It should be noted that 100 % efficacy is the maximum response obtained with 4-methyl-2-(5-phenyl-1H-pyrazol-3-yl)phenol.

[0240] Table 3

Compound No.	Activity EC ₅₀ (μ m)	% Efficacy
1	+++	++
2	+++	+++
3	+++	++
4	+++	++
5	+++	++
6	+++	++
7	+++	++
8	+++	++
9	+++	++
10	+	++
11	+++	++
12	++	++
13	++	++
14	+++	++
15	+++	++
16	+++	++
17	+++	++
18	+++	++
19	+++	++

What is claimed is:

1. A compound of formula I



or a pharmaceutically acceptable salt thereof, wherein:

Ar¹ is a 5-6 membered aromatic monocyclic ring having 0-4 heteroatoms independently selected from nitrogen, oxygen, or sulfur, wherein said ring is optionally fused to a 5-12 membered monocyclic or bicyclic, aromatic, partially unsaturated, or saturated ring, wherein each ring contains 0-4 heteroatoms independently selected from nitrogen, oxygen, or sulfur, wherein Ar¹ has m substituents, each independently selected from -WR^W;

W is a bond or is an optionally substituted C₁-C₆ alkylidene chain wherein up to two methylene units of W are optionally and independently replaced by O, -CO-, -CS-, -COCO-, -CONR'-, -CONR'NR'-, -CO₂-, -OCO-, -NR'CO₂-, -O-, -NR'CONR'-, -C(O)NR'-, -OCONR'-, -NR'NR', -NR'NR'CO-, -NR'CO-, -S-, -SO-, -SO₂-, -NR'-, -SO₂NR'-, NR'SO₂-, or -NR'SO₂NR'-;

R^W is independently R', halo, cyano, CF₃, CHF₂, OCHF₂, Me, Et, CH(Me)₂, CHMeEt, n-propyl, t-butyl, OH, OMe, OEt, OPh, O-fluorophenyl, O-difluorophenyl, O-methoxyphenyl, O-tolyl, O-benzyl, SMe, SCF₃, SCHF₂, SEt, CH₂CN, NH₂, NHMe, N(Me)₂, NH₂Et, N(Et)₂, C(O)CH₃, C(O)Ph, C(O)NH₂, SPh, SO₂-(amino-pyridyl), SO₂NH₂, SO₂Ph, SO₂NHPh, SO₂-N-morpholino, SO₂-N-pyrrolidyl, N-pyrrolyl, 2-methylpyrrolyl, 3-fluoropyrrolyl, 3,3-difluoropyrrolyl, 3,3-dimethylpyrrolyl, 2,5-dimethylpyrrolyl, N-morpholino, 1-piperidyl, phenyl, benzyl, (cyclohexyl-methylamino)methyl, 4-Methyl-2,4-dihydro-pyrazol-3-one-2-yl, benzimidazol-2-yl, furan-2-yl, 4-methyl-4H-[1,2,4]triazol-3-yl, 3-(4'-chlorophenyl)-[1,2,4]oxadiazol-5-yl, NHC(O)Me, NHC(O)Et, NHC(O)Ph, or NHSO₂Me;

Z is -CH-, -CR¹-, or N,

m is 0-5;

k is 0-1;

each of R^1 is independently $-X-R^X$;

X is a bond or is an optionally substituted C_1 - C_6 alkylidene chain wherein up to two methylene units of X are optionally and independently replaced by $-CO-$, $-CS-$, $-COCO-$, $-CONR'-$, $-CONR'NR'-$, $-CO_2-$, $-OCO-$, $-NR'CO_2-$, $-O-$, $-NR'CONR'-$, $-OCONR'-$, $-NR'NR'$, $-NR'NR'CO-$, $-NR'CO-$, $-S-$, $-SO-$, $-SO_2-$, $-NR'-$, $-SO_2NR'-$, $NR'SO_2-$, or $-NR'SO_2NR'-$;

R^X is independently R' , halo, NO_2 , CN, CF_3 , or OCF_3 ;

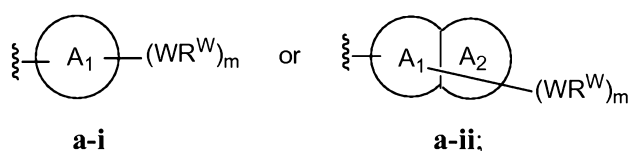
R^2 is hydrogen;

R^3 is hydrogen;

R^4 is hydrogen or a C_{1-6} aliphatic group optionally substituted with $-X-R^X$;

R' is independently selected from hydrogen or an optionally substituted group selected from a C_1 - C_8 aliphatic group, a 3-8-membered saturated, partially unsaturated, or fully unsaturated monocyclic ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur, or an 8-12 membered saturated, partially unsaturated, or fully unsaturated bicyclic ring system having 0-5 heteroatoms independently selected from nitrogen, oxygen, or sulfur; or two occurrences of R' are taken together with the atom(s) to which they are bound to form an optionally substituted 3-12 membered saturated, partially unsaturated, or fully unsaturated monocyclic or bicyclic ring having 0-4 heteroatoms independently selected from nitrogen, oxygen, or sulfur.

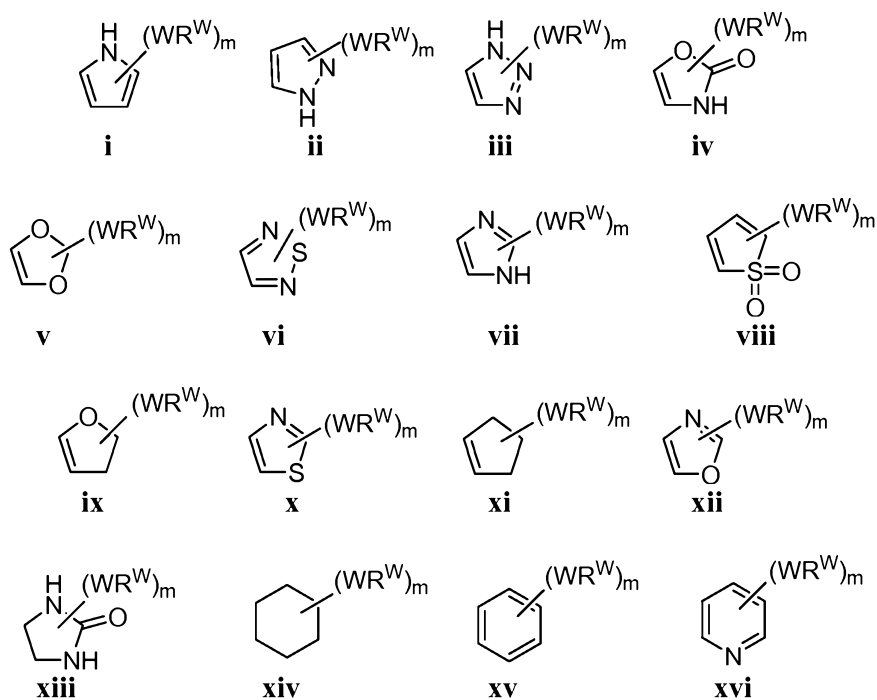
2. The compound according to claim 1, wherein Ar^1 is selected from:



wherein ring A_1 5-6 membered aromatic monocyclic ring having 0-4 heteroatoms independently selected from nitrogen, oxygen, or sulfur; or

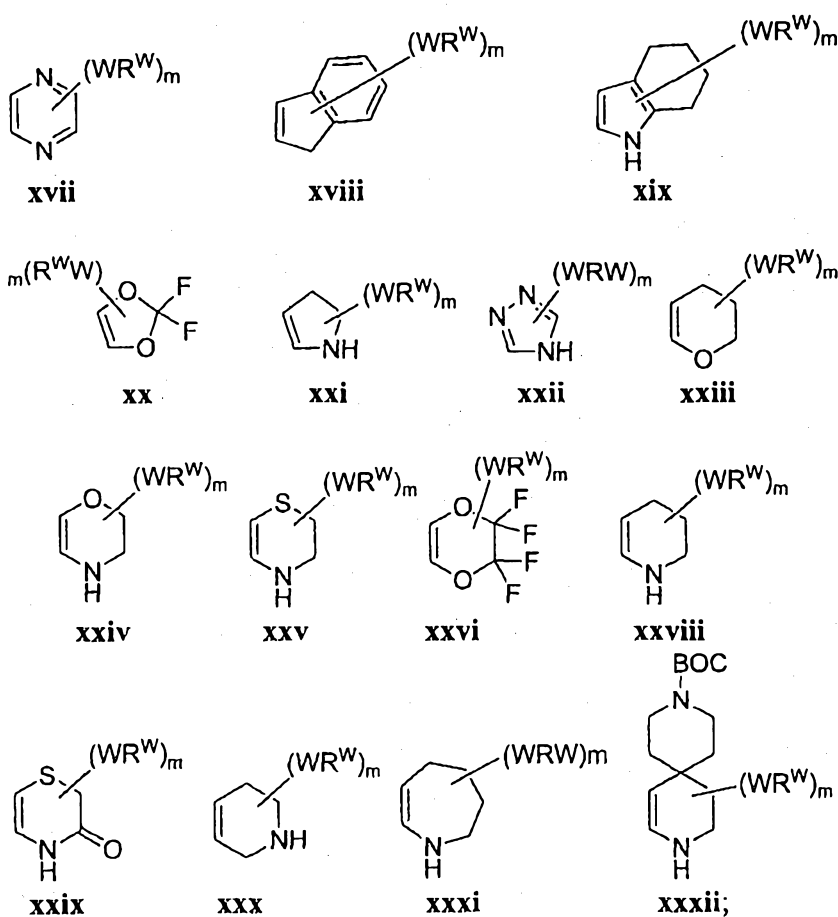
A_1 and A_2 , together, is an 8-14 membered aromatic, bicyclic, or tricyclic aromatic ring, wherein each ring contains 0-4 heteroatoms independently selected from nitrogen, oxygen, or sulfur.

3. The compound according to claim 2, wherein A_1 is an optionally substituted 6 membered aromatic ring having 0-4 heteroatoms, wherein said heteroatom is nitrogen.
4. The compound according to claim 2, wherein A_1 is an optionally substituted phenyl.
5. The compound according to claim 2, wherein A_2 is an optionally substituted 6 membered aromatic ring having 0-4 heteroatoms independently selected from nitrogen, oxygen, or sulfur.
6. The compound according to claim 2, wherein A_2 is an optionally substituted 5-membered aromatic ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur.
7. The compound according to claim 2, wherein A_2 is a 5-membered aromatic ring having 1-2 nitrogen atoms.
8. The compound according to claim 2, wherein A_2 is selected from:



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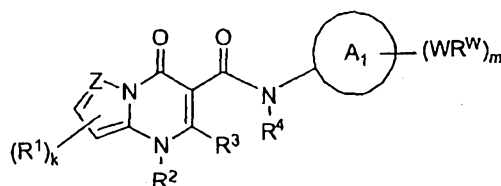
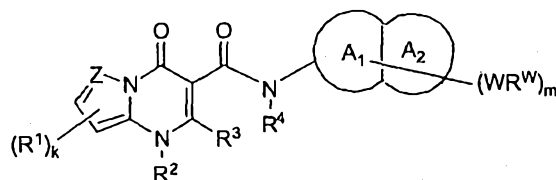
wherein ring A_2 is fused to ring A_1 through two adjacent ring atoms.

9. The compound according to any one of claims 1-8, wherein R^2 and R^4 is hydrogen.
10. The compound according to any one of claims 1-9, wherein R^1 is hydrogen.
11. The compound according to any one of claims 1-9, wherein R^1 is C1-C3 alkyl.
12. The compound according to claim 11, wherein R^1 is methyl.
13. The compound according to claim 11, wherein R^1 is ethyl.

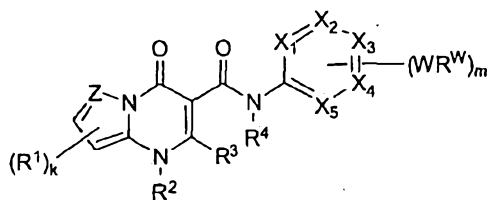
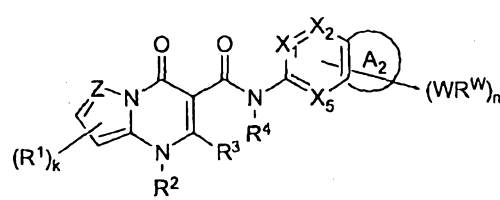
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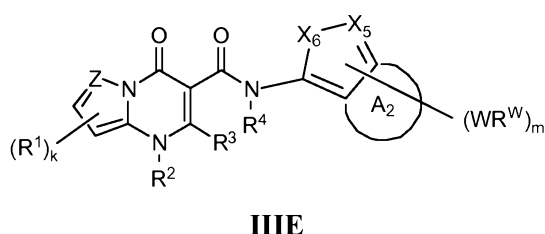
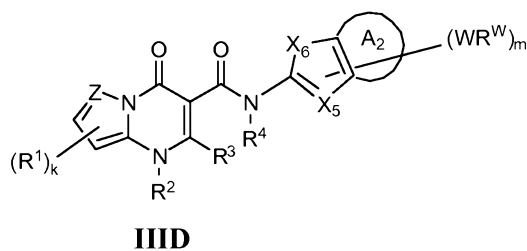
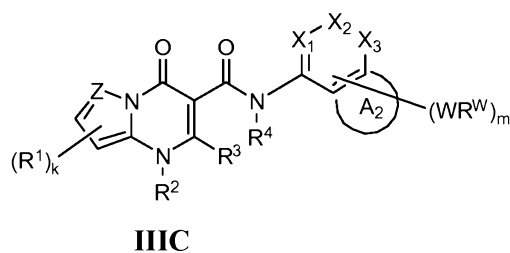
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14. The compound according to any one of claims 1-13, wherein each occurrence of WR^W is independently -C1-C3 alkyl, t-butyl, C1-C3 perhaloalkyl, -OH, -O(C1-C3alkyl), -CF₃, -OCF₃, -SCF₃, -F, -Cl, -Br, or -COOR', -COR', -O(CH₂)₂N(R')(R'), -O(CH₂)N(R')(R'), -CON(R')(R'), -(CH₂)₂OR', -(CH₂)OR', optionally substituted 5-7 membered heterocyclic ring, optionally substituted 5-7 membered cycloaliphatic group, optionally substituted monocyclic or bicyclic aromatic ring, optionally substituted arylsulfone, optionally substituted 5-membered heteroaryl ring, -N(R')(R'), -(CH₂)₂N(R')(R'), -C≡CCH₂N(R')(R') or -(CH₂)N(R')(R').
15. The compound according to claim 2, wherein said compound has formula **IIA** or formula **IIB**:

**IIA****IIB**

16. The compound according to claim 2, wherein said compound has formula **IIIA**, formula **IIIB**, formula **IIIC**, formula **IIID**, or formula **IIIE**:

**IIIA****IIIB**



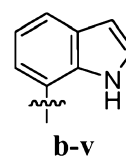
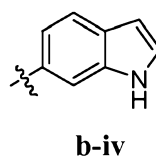
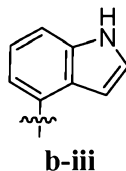
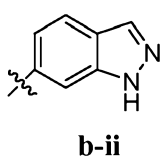
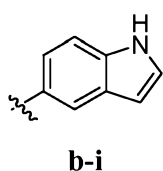
wherein:

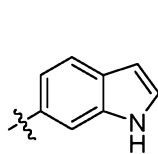
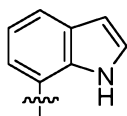
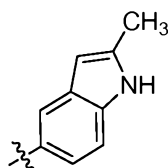
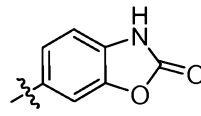
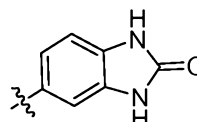
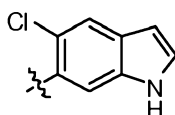
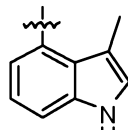
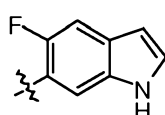
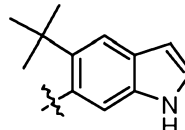
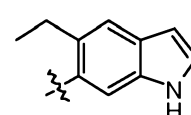
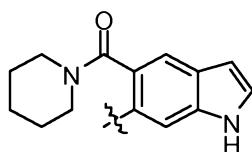
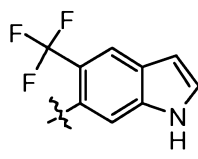
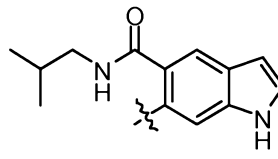
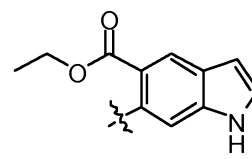
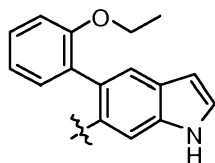
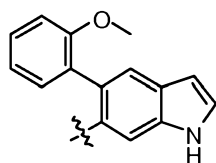
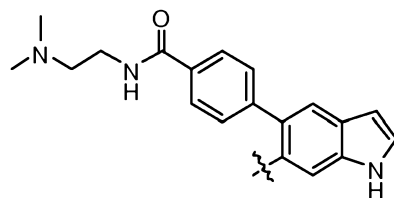
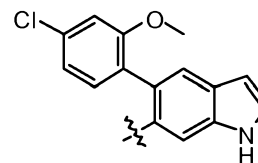
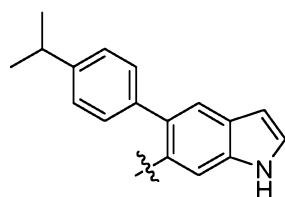
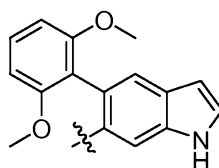
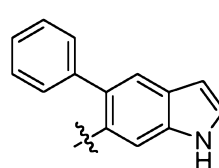
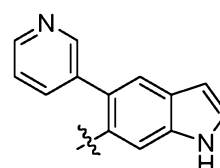
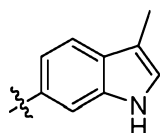
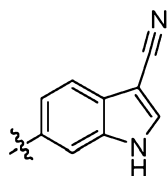
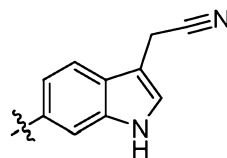
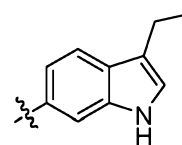
each of X_1 , X_2 , X_3 , X_4 , and X_5 is independently selected from CH or N; and
 X_6 is O, S, or NR' .

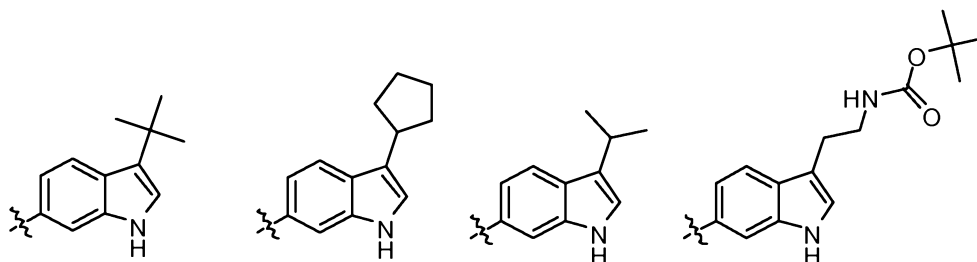
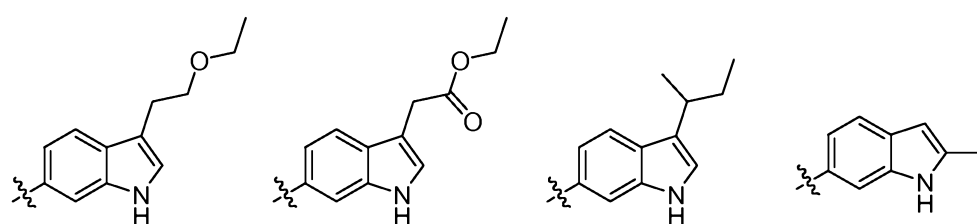
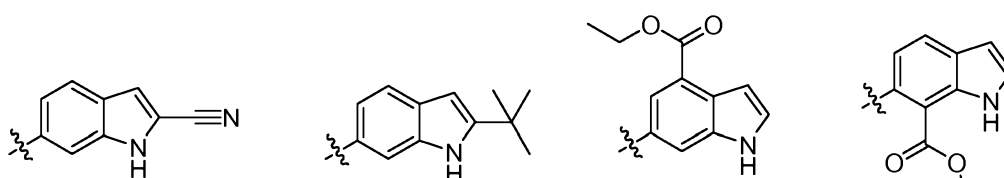
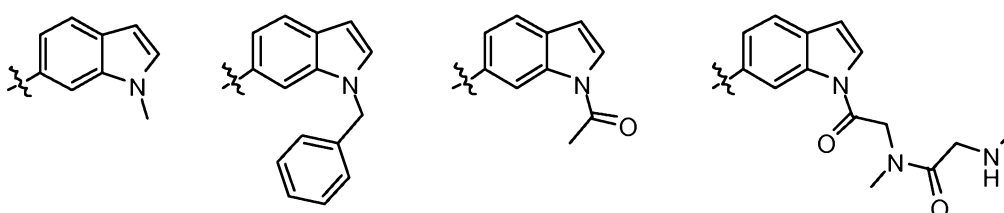
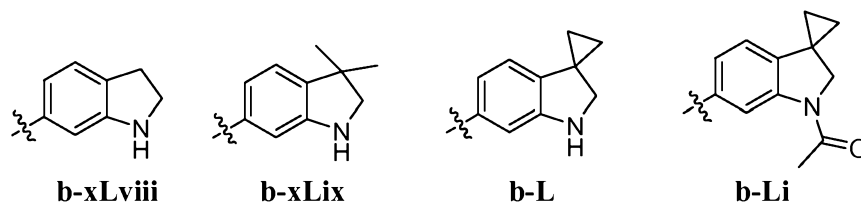
17. The compound according to claim 16, wherein each of X_1 , X_2 , X_3 , X_4 , and X_5 in formula **III A** is CH.

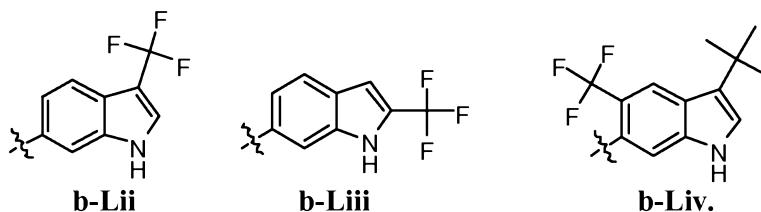
18. The compounds according to claim 16, wherein X_1 , X_2 , X_3 , X_4 , and X_5 taken together in compound of formula **III A** is an optionally substituted ring selected from pyridyl, pyrazinyl, or pyrimidinyl.

19. The compound according to claim 16 wherein X_1 , X_2 , X_3 , or X_5 , taken together with ring A_2 in compounds of formula **III B**, or formula **III C** is an optionally substituted ring selected from:

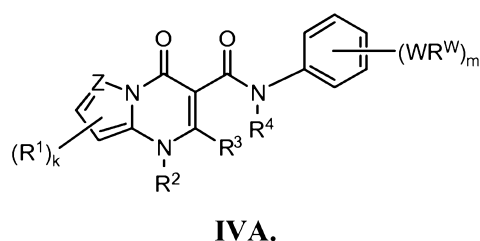


**b-vi****b-vii****b-viii****b-ix****b-x****b-xi****b-xii****b-xiii****b-xiv****b-xv****b-xvi****b-xvii****b-xviii****b-xix****b-xx****b-xxi****b-xxii****b-xxiii****b-xxiv****b-xxv****b-xxvi****b-xxvii****b-xxviii****b-xxix****b-xxx****b-xxxi**

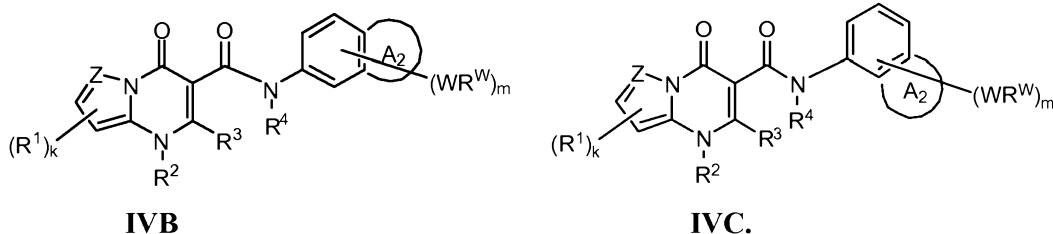
**b-xxxii****b-xxxiii****b-xxxiv****b-xxxv****b-xxxvi****b-xxxvii****b-xxxviii****bxxxix****b-xL****b-xLi****b-xLii****b-xLiii****b-xLiv****b-xLv****b-xLvi****b-xLviii****b-xLviii****b-xLix****b-L****b-Li**



20. The compound according to claim 2, wherein said compound has formula **IVA**.

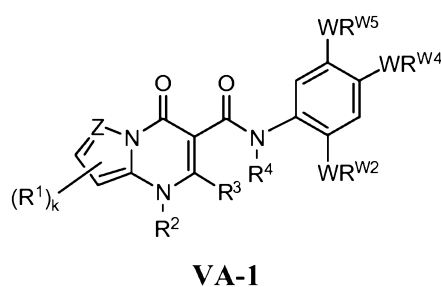


21. The compound according to claim 2, wherein said compound has formula **IVB**, or formula **IVC**:



22. The compound according to claim 21, wherein ring A_2 of formula **IVB** or **IVC** is an optionally substituted, saturated, unsaturated, or aromatic 5-7 membered ring with 0-3 heteroatoms selected from O, S, or N.

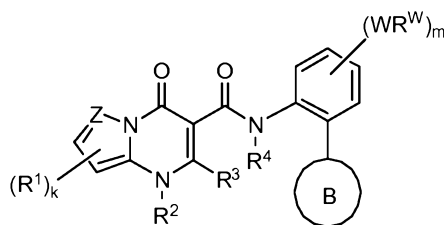
23. The compound according to claim 20, wherein said compound has formula **VA-1**:



wherein each of WR^{W2} and WR^{W4} is independently selected from hydrogen, CN, CF_3 , OCF_3 , halo, C1-C6 straight or branched alkyl, 3-12 membered cycloaliphatic, phenyl, C5-C10 heteroaryl or C3-C7 heterocyclic, wherein said heteroaryl or heterocyclic has up to 3 heteroatoms selected from O, S, or N, wherein said WR^{W2} and WR^{W4} is independently and optionally substituted with up to three substituents selected from $-OR'$, $-CF_3$, $-OCF_3$, SR' , $S(O)R'$, SO_2R' , $-SCF_3$, halo, CN, $-COOR'$, $-COR'$, $-O(CH_2)_2N(R')(R')$, $-O(CH_2)N(R')(R')$, $-CON(R')(R')$, $-(CH_2)_2OR'$, $-(CH_2)OR'$, CH_2CN , optionally substituted phenyl or phenoxy, $-N(R')(R')$, $-NR'C(O)OR'$, $-NR'C(O)R'$, $-(CH_2)_2N(R')(R')$, or $-(CH_2)N(R')(R')$; and

WR^{W5} is selected from hydrogen, halo, $-OH$, NH_2 , CN, CHF_2 , NHR' , $N(R')_2$, $-NHC(O)R'$, $-NHC(O)OR'$, $NHSO_2R'$, $-OR'$, CH_2OH , $CH_2N(R')_2$, $C(O)OR'$, $C(O)N(R')_2$, SO_2NHR' , $SO_2N(R')_2$, $OSO_2N(R')_2$, OSO_2CF_3 , or $CH_2NHC(O)OR'$.

24. The compound according to claim 23, wherein said compound has the formula **VA-2**:



VA-2

wherein:

ring B is a 5-7 membered monocyclic or bicyclic, heterocyclic or heteroaryl ring optionally substituted with up to n occurrences of $-Q-R^Q$,

Q is W;

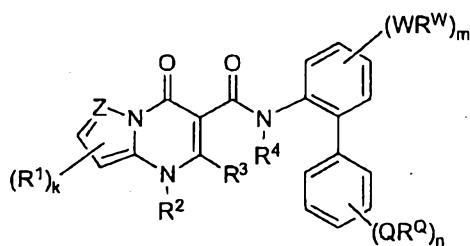
R^Q is R^W ;

m is 0-4; and

n is 0-4.

25. The compound according to claim 20, wherein said compound has the formula **VA-3**:

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VA-3

wherein:

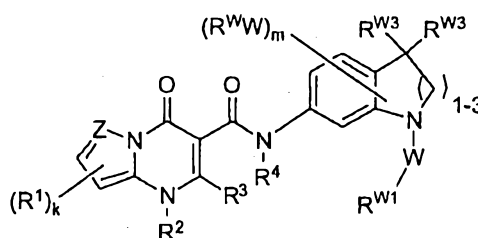
Q is W;

R^Q is R^W;

m is 0-4; and

n is 0-4.

26. The compound according to claim 21 wherein said compound has the formula **VB-1**:



VB-1

wherein:

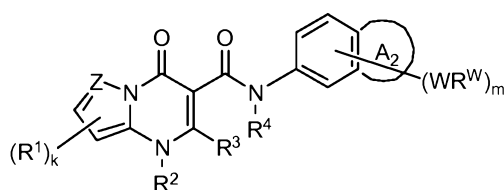
R^{W1} is hydrogen or C1-C6 aliphatic;

each of R^{W3} is hydrogen or C1-C6 aliphatic;

or optionally both R^{W3} taken together form a C3-C6 cycloalkyl or heterocyclic ring having up to two heteroatoms selected from O, S, or NR', wherein said ring is optionally substituted with up to two WR^W substituents; and

m is 0-4.

27. The compound according to claim 26, wherein WR^{W1} is hydrogen, C1-C6 aliphatic, $C(O)C1-C6$ aliphatic, or $C(O)OC1-C6$ aliphatic.
28. The compound according to claim 26, wherein each R^{W3} is hydrogen, C1-C4 alkyl; or both R^{W3} taken together form a C3-C6 cycloaliphatic ring or 5-7 membered heterocyclic ring having up to two heteroatoms selected from O, S, or N, wherein said cycloaliphatic or heterocyclic ring is optionally substituted with up to three substituents selected from WR^{W1} .
29. The compound according to claim 21, wherein said compound has the formula **VB-2**:

**VB-2;**

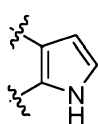
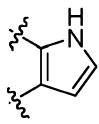
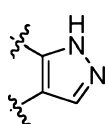
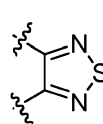
wherein:

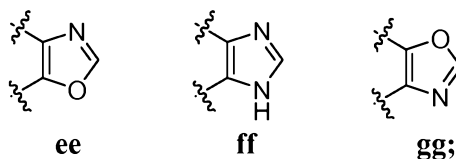
ring A_2 is a phenyl or a 5-6 membered heteroaryl ring, wherein ring A_2 and the phenyl ring fused thereto together have up to 4 substituents independently selected from WR^W ; and

m is 0-4.

30. The compound according to claim 29 wherein ring A_2 is an optionally substituted 5-membered ring selected from pyrrolyl, furanyl, thienyl, pyrazolyl, imidazolyl, thiazolyl, oxazolyl, thiadiazolyl, oxadiazolyl, or triazolyl.

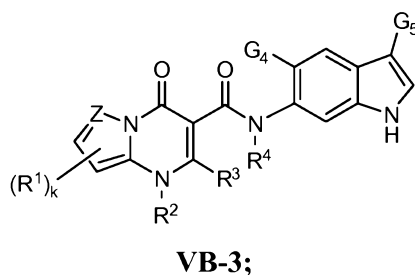
31. The compound according to claim 29 wherein ring A_2 is selected from:

**aa****bb****cc****dd**



wherein said ring is optionally substituted.

32. The compound according to claim 31, wherein said compound has the formula **VB-3**:



wherein:

G₄ is hydrogen, halo, CN, CF₃, CHF₂, CH₂F, optionally substituted C1-C6 aliphatic, aryl-C1-C6 alkyl, or a phenyl, wherein G₄ is optionally substituted with up to 4 WR^W substituents; wherein up to two methylene units of said C1-C6 aliphatic or C1-C6 alkyl is optionally replaced with -CO-, -CONR'-, -CO₂-, -OCO-, -NR'CO₂-, -O-, -NR'CONR'-, -OCONR'-, -NR'CO-, -S-, -NR'-, -SO₂NR'-, NR'SO₂-, or -NR'SO₂NR'-;

G₅ is hydrogen, CN, or an optionally substituted C1-C6 aliphatic;

wherein said indole ring system is further optionally substituted with up to 3 substituents independently selected from WR^W.

33. The compound according to claim 32, wherein G₄ is hydrogen, and G₅ is C1-C6 aliphatic, wherein said aliphatic is optionally substituted with C1-C6 alkyl, halo, cyano, or CF₃, and wherein up to two methylene units of said C1-C6 aliphatic or C1-C6 alkyl is optionally replaced with -CO-, -CONR'-, -CO₂-, -OCO-, -NR'CO₂-, -O-, -NR'CONR'-, -OCONR'-, -NR'CO-, -S-, -NR'-, -SO₂NR'-, NR'SO₂-, or -NR'SO₂NR'-.

34. The compound according to claim 32, wherein G_4 is hydrogen, and G_5 is cyano, methyl, ethyl, propyl, isopropyl, butyl, sec-butyl, t-butyl, cyanomethyl, methoxyethyl, $\text{CH}_2\text{C}(\text{O})\text{OMe}$, $(\text{CH}_2)_2\text{-NHC}(\text{O})\text{O-tert-But}$, or cyclopentyl.
35. The compound according to claim 32, wherein G_5 is hydrogen, CN or CF_3 , and G_4 is halo, C1-C6 aliphatic or phenyl, wherein said aliphatic or phenyl is optionally substituted with C1-C6 alkyl, halo, cyano, or CF_3 , wherein up to two methylene units of said C1-C6 aliphatic or C1-C6 alkyl is optionally replaced with $-\text{CO}-$, $-\text{CONR}'-$, $-\text{CO}_2-$, $-\text{OCO}-$, $-\text{NR}'\text{CO}_2-$, $-\text{O}-$, $-\text{NR}'\text{CONR}'-$, $-\text{OCONR}'-$, $-\text{NR}'\text{CO}-$, $-\text{S}-$, $-\text{NR}'-$, $-\text{SO}_2\text{NR}'-$, $\text{NR}'\text{SO}_2-$, or $-\text{NR}'\text{SO}_2\text{NR}'-$.
36. The compound according to claim 35, wherein G_5 is hydrogen, CN or CF_3 , and G_4 is halo, ethoxycarbonyl, t-butyl, 2-methoxyphenyl, 2-ethoxyphenyl, $(4\text{-C}(\text{O})\text{NH}(\text{CH}_2)_2\text{-NMe}_2)\text{-phenyl}$, 2-methoxy-4-chloro-phenyl, pyridine-3-yl, 4-isopropylphenyl, 2,6-dimethoxyphenyl, sec-butylaminocarbonyl, ethyl, t-butyl, or piperidin-1-ylcarbonyl.
37. The compound according to claim 1, wherein said compound is selected from N-(2,4-di-tert-butyl-5-hydroxyphenyl)-2-methyl-7-oxo-4,7-dihydropyrazolo[1,5-a]pyrimidine-6-carboxamide, N-(3-tert-butyl-1H-indol-6-yl)-7-oxo-4,7-dihydropyrazolo[1,5-a]pyrimidine-6-carboxamide, N-(4-(3,3-dimethylpyrrolidin-1-yl)-2-(trifluoromethyl)phenyl)-7-methyl-4-oxo-1,4-dihydropyrrolo[1,2-a]pyrimidine-3-carboxamide, N-(5-tert-butyl-1H-indol-6-yl)-2-methyl-7-oxo-4,7-dihydropyrazolo[1,5-a]pyrimidine-6-carboxamide, N-(5-tert-butyl-1H-indol-6-yl)-7-oxo-4,7-dihydropyrazolo[1,5-a]pyrimidine-6-carboxamide, N-(2,4-di-tert-butyl-5-hydroxyphenyl)-7-oxo-4,7-dihydropyrazolo[1,5-a]pyrimidine-6-carboxamide, 7-ethyl-4-oxo-N-(3-(trifluoromethyl)-1H-indol-6-yl)-1,4-dihydropyrrolo[1,2-a]pyrimidine-3-carboxamide, 7-oxo-N-(5-(trifluoromethyl)-1H-indol-6-yl)-4,7-dihydropyrazolo[1,5-a]pyrimidine-6-carboxamide, N-(1H-indol-6-yl)-2-methyl-7-oxo-4,7-dihydropyrazolo[1,5-a]pyrimidine-6-carboxamide, N-(3-tert-butyl-1H-indol-6-yl)-7-ethyl-4-oxo-1,4-dihydropyrrolo[1,2-a]pyrimidine-3-carboxamide, 7-ethyl-4-oxo-N-(5-(trifluoromethyl)-1H-indol-6-yl)-1,4-dihydropyrrolo[1,2-a]pyrimidine-3-carboxamide, 7-ethyl-N-(2-fluoro-5-hydroxy-4-(1-methylcyclohexyl)phenyl)-4-oxo-1,4-dihydropyrrolo[1,2-a]pyrimidine-3-carboxamide, 7-oxo-N-(4-(pyrrolidin-1-yl)-2-(trifluoromethyl)phenyl)-4,7-

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dihydropyrazolo[1,5-a]pyrimidine-6-carboxamide, N-(2-fluoro-5-hydroxy-4-(1-methylcyclohexyl)phenyl)-7-methyl-4-oxo-1,4-dihydropyrrolo[1,2-a]pyrimidine-3-carboxamide, N-(4-cyclopentyl-5-hydroxy-2-(trifluoromethyl)phenyl)-7-methyl-4-oxo-1,4-dihydropyrrolo[1,2-a]pyrimidine-3-carboxamide, N-(2,4-di-tert-butyl-5-hydroxyphenyl)-7-ethyl-4-oxo-1,4-dihydropyrrolo[1,2-a]pyrimidine-3-carboxamide, 7-methyl-4-oxo-N-(3-(trifluoromethyl)-1H-indol-6-yl)-1,4-dihydropyrrolo[1,2-a]pyrimidine-3-carboxamide, N-(4-cyclopentyl-5-hydroxy-2-methylphenyl)-7-methyl-4-oxo-1,4-dihydropyrrolo[1,2-a]pyrimidine-3-carboxamide or N-(2-cyano-4-cyclopentyl-5-hydroxyphenyl)-7-methyl-4-oxo-1,4-dihydropyrrolo[1,2-a]pyrimidine-3-carboxamide.

38. A pharmaceutical composition comprising a compound of formula I according to any one of claims 1-37 and a pharmaceutically acceptable carrier or adjuvant.
39. The composition according to claim 38, wherein said composition comprises an additional agent selected from a mucolytic agent, bronchodilator, an antibiotic, an anti-infective agent, an anti-inflammatory agent, CFTR modulator, or a nutritional agent.
40. A method of modulating CFTR activity comprising the step of contacting said CFTR with a compound of formula I according to any one of claims 1-37.
41. A method of treating or lessening the severity of a disease in a patient, wherein said disease is selected from cystic fibrosis, asthma, smoke induced COPD, chronic bronchitis, rhinosinusitis, constipation, pancreatitis, pancreatic insufficiency, male infertility caused by congenital bilateral absence of the vas deferens (CBAVD), mild pulmonary disease, idiopathic pancreatitis, allergic bronchopulmonary aspergillosis (ABPA), liver disease, hereditary emphysema, hereditary hemochromatosis, coagulation-fibrinolysis deficiencies, such as protein C deficiency, Type 1 hereditary angioedema, lipid processing deficiencies, such as familial hypercholesterolemia, Type 1 chylomicronemia, abetalipoproteinemia, lysosomal storage diseases, such as I-cell disease/pseudo-Hurler, mucopolysaccharidoses, Sandhof/Tay-Sachs, Crigler-Najjar type II, polyendocrinopathy/hyperinsulemia, Diabetes mellitus, Laron dwarfism, myeloperoxidase deficiency, primary hypoparathyroidism,

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melanoma, glycanosis CDG type 1, congenital hyperthyroidism, osteogenesis imperfecta, hereditary hypofibrinogenemia, ACT deficiency, Diabetes insipidus (DI), neurophyseal DI, neprogenic DI, Charcot-Marie Tooth syndrome, Perlizaeus-Merzbacher disease, neurodegenerative diseases such as Alzheimer's disease, Parkinson's disease, amyotrophic lateral sclerosis, progressive supranuclear palsy, Pick's disease, several polyglutamine neurological disorders such as Huntington, spinocerebellar ataxia type I, spinal and bulbar muscular atrophy, dentatorubal pallidolusian, and myotonic dystrophy, as well as spongiform encephalopathies, such as hereditary Creutzfeldt-Jakob disease (due to prion protein processing defect), Fabry disease, Straussler-Scheinker syndrome, COPD, dry-eye disease, or Sjogren's disease, said method comprising the step of administering to said patient an effective amount of a compound of formula I according to any one of claims 1-37.

42. A kit for use in measuring the activity of CFTR or a fragment thereof in a biological sample *in vitro* or *in vivo*, comprising:

(i) a composition comprising a compound of formula I according to any one of claims 1-37;

(ii) instructions for:

- a) contacting the composition with the biological sample;
- b) measuring activity of said CFTR or a fragment thereof.

43. The kit of claim 42, further comprising instructions for:

- a) contacting an additional compound with the biological sample;
- b) measuring the activity of said CFTR or a fragment thereof in the presence of said additional compound; and
- c) comparing the activity of the CFTR or a fragment thereof in the presence of the additional compound with the activity of the CFTR or fragment thereof in the presence of a composition of formula I according to any one of claims 1-37.

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44. The kit of claim 43, wherein the step of comparing the activity of said CFTR or fragment thereof provides a measure of the density of said CFTR or fragment thereof.
45. The kit of claim 44, further comprising instructions for:
- a) contacting an additional compound with the biological sample;
 - b) measuring the activity of said CFTR or a fragment thereof in the presence of said additional compound; and
 - c) comparing the activity of said CFTR or fragment thereof in the presence of said additional compound with the activity of the CFTR or fragment thereof in the presence of a composition comprising a compound of formula I according to claim 1.
46. The kit of claim 45, wherein the step of comparing the activity of said CFTR or fragment thereof provides a measure of the density of said CFTR or fragment thereof.