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(54) Titre : COMPOSITIONS UTILES COMME INHIBITEURS DE PROTEINES KINASES
(54) Title: COMPOSITIONS USEFUL AS INHIBITORS OF PROTEIN KINASES

(57) **Abrégé/Abstract:**

The present invention relates to compounds useful as inhibitors of protein kinases. The invention also provides processes for preparing the compounds, pharmaceutically acceptable compositions comprising the compounds, and methods of using the compounds and compositions in the treatment of various disease, conditions, or disorders.



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(54) Title: COMPOSITIONS USEFUL AS INHIBITORS OF PROTEIN KINASES

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WO 2005/037843 A1

COMPOSITIONS USEFUL AS INHIBITORS OF PROTEIN KINASES

TECHNICAL FIELD OF THE INVENTION

[001] The present invention relates to compounds useful as inhibitors of protein kinases. The invention also provides processes for preparing the compounds of the invention, pharmaceutically acceptable compositions comprising the compounds, and methods of using the compounds and compositions in the treatment of various disorders.

BACKGROUND OF THE INVENTION

[002] The search for new therapeutic agents has been greatly aided in recent years by a better understanding of the structure of enzymes and other biomolecules associated with diseases. One important class of enzymes that has been the subject of extensive study is protein kinases.

[003] Protein kinases constitute a large family of structurally related enzymes that are responsible for the control of a variety of signal transduction processes within the cell. (See, Hardie, G. and Hanks, S. *The Protein Kinase Facts Book, I and II*, Academic Press, San Diego, CA: 1995). Protein kinases are thought to have evolved from a common ancestral gene due to the conservation of their structure and catalytic function. Almost all kinases contain a similar 250-300 amino acid catalytic domain. The kinases may be categorized into families by the substrates they phosphorylate (e.g., protein-tyrosine, protein-serine/threonine, lipids, etc.). Sequence motifs have been identified that generally correspond to each of these kinase families (See, for example, Hanks, S.K., Hunter, T., *FASEB J.* **1995**, *9*, 576-596; Knighton *et al.*, *Science* **1991**, *253*, 407-414; Hiles *et al.*, *Cell* **1992**, *70*, 419-429; Kunz *et al.*, *Cell* **1993**, *73*, 585-596; Garcia-Bustos *et al.*, *EMBO J.* **1994**, *13*, 2352-2361).

[004] In general, protein kinases mediate intracellular signaling by effecting a phosphoryl transfer from a nucleoside triphosphate to a protein acceptor that is involved in a signaling pathway. These phosphorylation events act as molecular on/off switches that can modulate or regulate the target protein biological function. These phosphorylation events are ultimately triggered in response to a variety of extracellular and other stimuli. Examples of such stimuli include environmental and chemical stress signals (e.g., osmotic shock, heat shock, ultraviolet radiation, bacterial endotoxin, and H_2O_2), cytokines (e.g., interleukin-1 (IL-1) and tumor necrosis factor α (TNF- α)), and growth factors (e.g., granulocyte macrophage-colony-stimulating factor (GM-CSF), and fibroblast growth factor (FGF)). An extracellular stimulus may affect one or more cellular responses related to cell growth, migration, differentiation, secretion of hormones, activation of transcription factors, muscle contraction, glucose metabolism, control of protein synthesis, and regulation of the cell cycle.

[005] Many diseases are associated with abnormal cellular responses triggered by protein kinase-mediated events as described above. These diseases include, but are not limited to, autoimmune diseases, inflammatory diseases, bone diseases, metabolic diseases, neurological and neurodegenerative diseases, cancer, cardiovascular diseases, allergies and asthma, Alzheimer's disease, and hormone-related diseases. Accordingly, there has been a substantial effort in medicinal chemistry to find protein kinase inhibitors that are effective as therapeutic agents.

[006] The Aurora family of serine/threonine kinases is essential for cell proliferation [Bischoff, J.R. & Plowman, G.D. (The Aurora/Ipl1p kinase family: regulators of chromosome segregation and cytokinesis) Trends in Cell Biology 9, 454-459 (1999); Giet, R. and Prigent, C. (Aurora/Ipl1p-related kinases, a new oncogenic family of mitotic serine-threonine kinases) Journal of Cell Science 112, 3591-3601 (1999); Nigg, E.A. (Mitotic kinases as regulators of cell division and its checkpoints) Nat. Rev. Mol. Cell Biol. 2, 21-32 (2001); Adams, R. R, Carmena, M., and Earnshaw, W.C. (Chromosomal passengers and the (aurora) ABCs of mitosis) Trends in Cell Biology 11, 49-54 (2001)]. Inhibitors of the Aurora kinase family therefore have the potential to block growth of all tumour types.

[007] The three known mammalian family members, Aurora-A ("2"), B ("1") and C ("3"), are highly homologous proteins responsible for chromosome segregation, mitotic spindle function and cytokinesis. Aurora expression is low or undetectable in resting cells,

with expression and activity peaking during the G2 and mitotic phases in cycling cells. In mammalian cells proposed substrates for Aurora include histone H3, a protein involved in chromosome condensation, and CENP-A, myosin II regulatory light chain, protein phosphatase 1, TPX2, all of which are required for cell division.

[008] Since its discovery in 1997 the mammalian Aurora kinase family has been closely linked to tumorigenesis. The most compelling evidence for this is that over-expression of Aurora-A transforms rodent fibroblasts (Bischoff, J. R., et al. A homologue of *Drosophila* aurora kinase is oncogenic and amplified in human colorectal cancers. *EMBO J.* 17, 3052-3065 (1998)). Cells with elevated levels of this kinase contain multiple centrosomes and multipolar spindles, and rapidly become aneuploid. The oncogenic activity of Aurora kinases is likely to be linked to the generation of such genetic instability. Indeed, a correlation between amplification of the aurora-A locus and chromosomal instability in mammary and gastric tumours has been observed. (Miyoshi, Y., Iwao, K., Egawa, C., and Noguchi, S. Association of centrosomal kinase STK15/BTAK mRNA expression with chromosomal instability in human breast cancers. *Int. J. Cancer* 92, 370-373 (2001). (Sakakura, C. et al. Tumor-amplified kinase BTAK is amplified and overexpressed in gastric cancers with possible involvement in aneuploid formation. *British Journal of Cancer* 84, 824-831 (2001)). The Aurora kinases have been reported to be over-expressed in a wide range of human tumours. Elevated expression of Aurora-A has been detected in over 50% of colorectal cancers (Bischoff, J. R., et al. A homologue of *Drosophila* aurora kinase is oncogenic and amplified in human colorectal cancers. *EMBO J.* 17, 3052-3065 (1998)) (Takahashi, T., et al. Centrosomal kinases, HsAIRk1 and HsAIRK3, are overexpressed in primary colorectal cancers. *Jpn. J. Cancer Res.* 91, 1007-1014 (2000)), ovarian cancers (Gritsko, T.M. et al. Activation and overexpression of centrosome kinase BTAK/Aurora-A in human ovarian cancer. *Clinical Cancer Research* 9, 1420-1426 (2003)), and gastric tumors (Sakakura, C. et al. Tumor-amplified kinase BTAK is amplified and overexpressed in gastric cancers with possible involvement in aneuploid formation. *British Journal of Cancer* 84, 824-831 (2001)), and in 94% of invasive duct adenocarcinomas of the breast (Tanaka, T., et al. Centrosomal kinase AIK1 is overexpressed in invasive ductal carcinoma of the breast. *Cancer Research.* 59, 2041-2044 (1999)). High levels of Aurora-A have also been reported in renal, cervical, neuroblastoma, melanoma, lymphoma, pancreatic and prostate tumour cell lines. (Bischoff, J.

R., et al. A homologue of *Drosophila* aurora kinase is oncogenic and amplified in human colorectal cancers. *EMBO J.* 17, 3052-3065 (1998) (Kimura, M., Matsuda, Y., Yoshioka, T., and Okano, Y. Cell cycle-dependent expression and centrosomal localization of a third human Aurora/Ipl1-related protein kinase, AIK3. *Journal of Biological Chemistry* 274, 7334-7340 (1999))(Zhou et al. Tumour amplified kinase STK15/BTAK induces centrosome amplification, aneuploidy and transformation *Nature Genetics* 20: 189-193 (1998))(Li et al. Overexpression of oncogenic STK15/BTAK/Aurora-A kinase in human pancreatic cancer *Clin Cancer Res.* 9(3):991-7 (2003)). Amplification/overexpression of Aurora-A is observed in human bladder cancers and amplification of Aurora-A is associated with aneuploidy and aggressive clinical behaviour (Sen S. et al. "Amplification/overexpression of a mitotic kinase gene in human bladder cancer" *J. Natl. Cancer Inst.* 94(17):1320-9 (2002)). Moreover, amplification of the aurora-A locus (20q13) correlates with poor prognosis for patients with node-negative breast cancer (Isola, J. J., et al. "Genetic aberrations detected by comparative genomic hybridization predict outcome in node-negative breast cancer" *American Journal of Pathology* 147, 905-911 (1995)). Aurora-B is highly expressed in multiple human tumour cell lines, including leukemic cells (Katayama et al. Human AIM-1: cDNA cloning and reduced expression during endomitosis in megakaryocyte-lineage cells. *Gene* 244:1-7)). Levels of this enzyme increase as a function of Duke's stage in primary colorectal cancers (Katayama, H. et al. Mitotic kinase expression and colorectal cancer progression. *Journal of the National Cancer Institute* 91, 1160-1162 (1999)). Aurora-C, which is normally only found in germ cells, is also over-expressed in a high percentage of primary colorectal cancers and in a variety of tumour cell lines including cervical adenocarcinoma and breast carcinoma cells (Kimura, M., Matsuda, Y., Yoshioka, T., and Okano, Y. Cell cycle-dependent expression and centrosomal localization of a third human Aurora/Ipl1-related protein kinase, AIK3. *Journal of Biological Chemistry* 274, 7334-7340 (1999). (Takahashi, T., et al. Centrosomal kinases, HsAIRk1 and HsAIRK3, are overexpressed in primary colorectal cancers. *Jpn. J. Cancer Res.* 91, 1007-1014 (2000)).

[009] Based on the known function of the Aurora kinases, inhibition of their activity should disrupt mitosis leading to cell cycle arrest. In vivo, an Aurora inhibitor therefore slows tumor growth and induces regression.

[010] Elevated levels of all Aurora family members are observed in a wide variety of tumour cell lines. Aurora kinases are over-expressed in many human tumors and this is reported to be associated with chromosomal instability in mammary tumors (Miyoshi et al. 2001 92, 370-373).

[011] Aurora-2 is highly expressed in multiple human tumor cell lines and levels increase as a function of Duke's stage in primary colorectal cancers [Katayama, H. et al. (Mitotic kinase expression and colorectal cancer progression) Journal of the National Cancer Institute 91, 1160-1162 (1999)]. Aurora-2 plays a role in controlling the accurate segregation of chromosomes during mitosis. Misregulation of the cell cycle can lead to cellular proliferation and other abnormalities. In human colon cancer tissue, the Aurora-2 protein has been found to be over-expressed [Bischoff et al., *EMBO J.*, 17, 3052-3065 (1998); Schumacher et al., *J. Cell Biol.*, 143, 1635-1646 (1998); Kimura et al., *J. Biol. Chem.*, 272, 13766-13771 (1997)]. Aurora-2 is over-expressed in the majority of transformed cells. Bischoff et al. found high levels of Aurora-2 in 96% of cell lines derived from lung, colon, renal, melanoma and breast tumors (Bischoff et al. *EMBO J.* 1998 17, 3052-3065). Two extensive studies show elevated Aurora-2 in 54% and 68% (Bischoff et al. *EMBO J.* 1998 17, 3052-3065)(Takahashi et al. 2000 *Jpn J Cancer Res.* 91, 1007-1014) of colorectal tumours and in 94% of invasive duct adenocarcinomas of the breast (Tanaka et al. 1999 59, 2041-2044).

[012] Aurora-1 expression is elevated in cell lines derived from tumors of the colon, breast, lung, melanoma, kidney, ovary, pancreas, CNS, gastric tract and leukemias (Tatsuka et al. 1998 58, 4811-4816).

[013] High levels of Aurora-3 have been detected in several tumour cell lines, although it is restricted to testis in normal tissues (Kimura et al. 1999 274, 7334-7340). Over-expression of Aurora-3 in a high percentage (c. 50%) of colorectal cancers has also been documented (Takahashi et al. 2000 *Jpn J Cancer Res.* 91, 1007-1014). In contrast, the Aurora family is expressed at a low level in the majority of normal tissues, the exceptions being tissues with a high proportion of dividing cells such as the thymus and testis (Bischoff et al. *EMBO J.* 1998 17, 3052-3065).

[014] For further review of the role Aurora kinases play in proliferative disorders, see Bischoff, J.R. & Plowman, G.D. (The Aurora/Ipl1p kinase family: regulators of chromosome

segregation and cytokinesis) Trends in Cell Biology 9, 454-459 (1999); Giet, R. and Prigent, C. (Aurora/Ipl1p-related kinases, a new oncogenic family of mitotic serine-threonine kinases) Journal of Cell Science 112, 3591-3601 (1999); Nigg, E.A. (Mitotic kinases as regulators of cell division and its checkpoints) Nat. Rev. Mol. Cell Biol. 2, 21-32 (2001); Adams, R. R, Carmena, M., and Earnshaw, W.C. (Chromosomal passengers and the (aurora) ABCs of mitosis) Trends in Cell Biology 11, 49-54 (2001); and Dutertre, S., Descamps, S., & Prigent, P. (On the role of aurora-A in centrosome function) Oncogene 21, 6175-6183 (2002).

[015] Cyclin-dependent kinases (CDKs) are serine/threonine protein kinases consisting of a β -sheet rich amino-terminal lobe and a larger carboxy-terminal lobe that is largely α -helical. The CDKs display the 11 subdomains shared by all protein kinases and range in molecular mass from 33 to 44 kD. This family of kinases, which includes CDK1, CKD2, CDK4, and CDK6, requires phosphorylation at the residue corresponding to CDK2 Thr160 in order to be fully active [Meijer, L., *Drug Resistance Updates* 2000, 3, 83-88].

[016] Each CDK complex is formed from a regulatory cyclin subunit (e.g., cyclin A, B1, B2, D1, D2, D3, and E) and a catalytic kinase subunit (e.g., CDK1, CDK2, CDK4, CDK5, and CDK6). Each different kinase/cyclin pair functions to regulate the different and specific phases of the cell cycle known as the G₁, S, G₂, and M phases [Nigg, E., *Nature Reviews* 2001, 2, 21-32; Flatt, P., Pietenpol, J., *Drug Metabolism Reviews* 2000, 32, 283-305].

[017] The CDKs have been implicated in cell proliferation disorders, particularly in cancer. Cell proliferation is a result of the direct or indirect deregulation of the cell division cycle and the CDKs play a critical role in the regulation of the various phases of this cycle. For example, the over-expression of cyclin D1 is commonly associated with numerous human cancers including breast, colon, hepatocellular carcinomas and gliomas [Flatt, P., Pietenpol, J., *Drug Metabolism Reviews* 2000, 32, 283-305]. The CDK2/cyclin E complex plays a key role in the progression from the early G₁ to S phases of the cell cycle and the overexpression of cyclin E has been associated with various solid tumors. Therefore, inhibitors of cyclins D1, E, or their associated CDKs are useful targets for cancer therapy [Kaubisch, A., Schwartz, G., *The Cancer Journal* 2000, 6, 192-212].

[018] CDKs, especially CDK2, also play a role in apoptosis and T-cell development. CDK2 has been identified as a key regulator of thymocyte apoptosis [Williams, O., *et al*, *European Journal of Immunology* 2000, 709-713]. Stimulation of CDK2 kinase activity is

associated with the progression of apoptosis in thymocytes, in response to specific stimuli. Inhibition of CDK2 kinase activity blocks this apoptosis resulting in the protection of thymocytes.

[019] In addition to regulating the cell cycle and apoptosis, the CDKs are directly involved in the process of transcription. Numerous viruses require CDKs for their replication process. Examples where CDK inhibitors restrain viral replication include human cytomegalovirus, herpes virus, and varicella-zoster virus [Meijer, L., *Drug Resistance Updates* 2000, 3, 83-88].

[020] Inhibition of CDK is also useful for the treatment of neurodegenerative disorders such as Alzheimer's disease. The appearance of Paired Helical Filaments (PHF), associated with Alzheimer's disease, is caused by the hyperphosphorylation of Tau protein by CDK5/p25 [Meijer, L., *Drug Resistance Updates*, 2000 3, 83-88].

[021] Glycogen synthase kinase-3 (GSK-3) is a serine/threonine protein kinase comprised of α and β isoforms that are each encoded by distinct genes [Coghlan *et al.*, *Chemistry & Biology* 2000, 7, 793-803; and Kim and Kimmel, *Curr. Opinion Genetics Dev.*, 2000 10, 508-514]. GSK-3 has been implicated in various diseases including diabetes, Alzheimer's disease, CNS disorders such as manic depressive disorder and neurodegenerative diseases, and cardiomyocyte hypertrophy [PCT Application Nos.: WO 99/65897 and WO 00/38675; and Haq *et al.*, *J. Cell Biol.* 2000, 151, 117-130]. These diseases are associated with the abnormal operation of certain cell signaling pathways in which GSK-3 plays a role. GSK-3 has been found to phosphorylate and modulate the activity of a number of regulatory proteins. These proteins include glycogen synthase, which is the rate limiting enzyme necessary for glycogen synthesis, the microtubule associated protein Tau, the gene transcription factor β -catenin, the translation initiation factor e1F2B, as well as ATP citrate lyase, axin, heat shock factor-1, *c-Jun*, *c-myc*, *c-myb*, CREB, and CEPB α . These diverse protein targets implicate GSK-3 in many aspects of cellular metabolism, proliferation, differentiation, and development.

[022] In a GSK-3 mediated pathway that is relevant for the treatment of type II diabetes, insulin-induced signaling leads to cellular glucose uptake and glycogen synthesis. Along this pathway, GSK-3 is a negative regulator of the insulin-induced signal. Normally, the presence of insulin causes inhibition of GSK-3 mediated phosphorylation and deactivation of glycogen

synthase. The inhibition of GSK-3 leads to increased glycogen synthesis and glucose uptake [Klein *et al.*, *PNAS* **1996**, *93*, 8455-8459; Cross *et al.*, *Biochem. J.* **1994**, *303*, 21-26); Cohen, *Biochem. Soc. Trans.* **1993**, *21*, 555-567; and Massillon *et al.*, *Biochem J.* **1994**, *299*, 123-128]. However, in a diabetic patient, where the insulin response is impaired, glycogen synthesis and glucose uptake fail to increase despite the presence of relatively high blood levels of insulin. This leads to abnormally high blood levels of glucose with acute and long-term effects that may ultimately result in cardiovascular disease, renal failure and blindness. In such patients, the normal insulin-induced inhibition of GSK-3 fails to occur. It has also been reported that in patients with type II diabetes, GSK-3 is overexpressed [see, PCT Application: WO 00/38675]. Therapeutic inhibitors of GSK-3 are therefore potentially useful for treating diabetic patients suffering from an impaired response to insulin.

[023] GSK-3 activity is associated with Alzheimer's disease. This disease is characterized by the well-known β -amyloid peptide and the formation of intracellular neurofibrillary tangles. The neurofibrillary tangles contain hyperphosphorylated Tau protein, in which Tau is phosphorylated on abnormal sites. GSK-3 is known to phosphorylate these abnormal sites in cell and animal models. Furthermore, inhibition of GSK-3 has been shown to prevent hyperphosphorylation of Tau in cells [Lovestone *et al.*, *Current Biology* **1994**, *4*, 1077-86; and Brownlee *et al.*, *Neuroreport* **1997**, *8*, 3251-55]. Therefore, GSK-3 activity promotes generation of the neurofibrillary tangles and the progression of Alzheimer's disease.

[024] Another substrate of GSK-3 is β -catenin, which is degraded after phosphorylation by GSK-3. Reduced levels of β -catenin have been reported in schizophrenic patients and have also been associated with other diseases related to increase in neuronal cell death [Zhong *et al.*, *Nature* **1998**, *395*, 698-702; Takashima *et al.*, *PNAS* **1993**, *90*, 7789-93; and Pei *et al.*, *J. Neuropathol. Exp* **1997**, *56*, 70-78].

[025] GSK-3 activity is associated with stroke [Wang *et al.*, *Brain Res* **2000**, *859*, 381-5; Sasaki *et al.*, *Neurol Res* **2001**, *23*, 588-92; Hashimoto *et al.*, *J. Biol. Chem* **2002**, *277*, 32985-32991].

[026] The Janus kinases (JAK) are a family of tyrosine kinases consisting of JAK1, JAK2, JAK3 and TYK2. The JAKs play a critical role in cytokine signaling. The downstream substrates of the JAK family of kinases include the signal transducer and activator of transcription (STAT) proteins. JAK/STAT signaling has been implicated in the mediation of

many abnormal immune responses such as allergies, asthma, autoimmune diseases such as transplant rejection, rheumatoid arthritis, amyotrophic lateral sclerosis and multiple sclerosis as well as in solid and hematologic malignancies such as leukemias and lymphomas. The pharmaceutical intervention in the JAK/STAT pathway has been reviewed [Frank *Mol. Med.* **1999**, *5*, 432-456 and Seidel *et al.*, *Oncogene* **2000**, *19*, 2645-2656].

[027] JAK1, JAK2, and TYK2 are ubiquitously expressed, while JAK3 is predominantly expressed in hematopoietic cells. JAK3 binds exclusively to the common cytokine receptor gamma chain (γ_c) and is activated by IL-2, IL-4, IL-7, IL-9, and IL-15. The proliferation and survival of murine mast cells induced by IL-4 and IL-9 have, in fact, been shown to be dependent on JAK3- and γ_c - signaling [Suzuki *et al.*, *Blood* **2000**, *96*, 2172-2180].

[028] Cross-linking of the high-affinity immunoglobulin (Ig) E receptors of sensitized mast cells leads to a release of proinflammatory mediators, including a number of vasoactive cytokines resulting in acute allergic, or immediate (type I) hypersensitivity reactions [Gordon *et al.*, *Nature* **1990**, *346*, 274-276 and Galli, N. *Engl. J. Med.* **1993**, *328*, 257-265]. A crucial role for JAK3 in IgE receptor-mediated mast cell responses *in vitro* and *in vivo* has been established [Malaviya *et al.*, *Biochem. Biophys. Res. Commun.* **1999**, *257*, 807-813]. In addition, the prevention of type I hypersensitivity reactions, including anaphylaxis, mediated by mast cell-activation through inhibition of JAK3 has also been reported [Malaviya *et al.*, *J. Biol. Chem.* **1999** *274*, 27028-27038]. Targeting mast cells with JAK3 inhibitors modulated mast cell degranulation *in vitro* and prevented IgE receptor/antigen-mediated anaphylactic reactions *in vivo*.

[029] A recent study described the successful targeting of JAK3 for immunosuppression and allograft acceptance. The study demonstrated a dose-dependent survival of Buffalo heart allograft in Wistar Furth recipients upon administration of inhibitors of JAK3 indicating the possibility of regulating unwanted immune responses in graft versus host disease [Kirken, *Transpl. Proc.* **2001**, *33*, 3268-3270].

[030] IL-4-mediated STAT-phosphorylation has been implicated as the mechanism involved in early and late stages of rheumatoid arthritis (RA). Up-regulation of proinflammatory cytokines in RA synovium and synovial fluid is a characteristic of the disease. It has been demonstrated that IL-4-mediated activation of IL-4/STAT pathway is

mediated through the Janus Kinases (JAK 1 & 3) and that IL-4-associated JAK kinases are expressed in the RA synovium [Muller-Ladner *et al.*, *J. Immunol.* **2000**, *164*, 3894-3901].

[031] Familial amyotrophic lateral sclerosis (FALS) is a fatal neurodegenerative disorder affecting about 10% of ALS patients. The survival rates of FALS mice were increased upon treatment with a JAK3 specific inhibitor. This suggested that JAK3 plays a role in FALS [Trieu *et al.*, *Biochem. Biophys. Res. Commun.* **2000**, *267*, 22-25].

[032] Signal transducer and activator of transcription (STAT) proteins are activated by, among others, the JAK family kinases. Results from a recent study suggested the possibility of intervention in the JAK/STAT signaling pathway by targeting JAK family kinases with specific inhibitors for the treatment of leukemia [Sudbeck *et al.*, *Clin. Cancer Res.* **1999**, *5*, 1569-1582]. JAK3 specific compounds were shown to inhibit the clonogenic growth of JAK3-expressing cell lines DAUDI, RAMOS, LC1-19, NALM-6, MOLT-3 and HL-60.

[033] In animal models, TEL/JAK2 fusion proteins have induced myeloproliferative disorders and in hematopoietic cell lines, and introduction of TEL/JAK2 resulted in activation of STAT1, STAT3, STAT5, and cytokine-independent growth [Schwaller *et al.*, *EMBO J.* **1998**, *17*, 5321-5333].

[034] Inhibition of JAK3 and TYK2 abrogated tyrosine phosphorylation of STAT3, and inhibited cell growth of mycosis fungoides, a form of cutaneous T-cell lymphoma. These results implicated JAK family kinases in the constitutively activated JAK/STAT pathway that is present in mycosis fungoides [Nielsen *et al.*, *Proc. Nat. Acad. Sci. U.S.A.* **1997**, *94*, 6764-6769]. Similarly, STAT3, STAT5, JAK1 and JAK2 were demonstrated to be constitutively activated in mouse T-cell lymphoma characterized initially by LCK over-expression, thus further implicating the JAK/STAT pathway in abnormal cell growth [Yu *et al.*, *J. Immunol.* **1997**, *159*, 5206-5210]. In addition, IL-6-mediated STAT3 activation was blocked by an inhibitor of JAK, leading to sensitization of myeloma cells to apoptosis [Catlett-Falcone *et al.*, *Immunity* **1999**, *10*, 105-115].

[035] Another kinase family of particular interest is the Src family of kinases. These kinases are implicated in cancer, immune system dysfunction and bone remodeling diseases. For general reviews, see Thomas and Brugge, *Annu. Rev. Cell Dev. Biol.* **1997**, *13*, 513; Lawrence and Niu, *Pharmacol. Ther.* **1998**, *77*, 81; Tatosyan and Mizenina, *Biochemistry (Moscow)* **2000**, *65*, 49-58; Boschelli *et al.*, *Drugs of the Future* **2000**, *25*(7), 717.

[036] Members of the Src family include the following eight kinases in mammals: Src, Fyn, Yes, Fgr, Lyn, Hck, Lck, and Blk. These are nonreceptor protein kinases that range in molecular mass from 52 to 62 kD. All are characterized by a common structural organization that is comprised of six distinct functional domains: Src homology domain 4 (SH4), a unique domain, SH3 domain, SH2 domain, a catalytic domain (SH1), and a C-terminal regulatory region. Tatosyan *et al.* *Biochemistry* (Moscow) **2000**, 65, 49-58.

[037] Based on published studies, Src kinases are considered as potential therapeutic targets for various human diseases. Mice that are deficient in Src develop osteopetrosis, or bone build-up, because of depressed bone resorption by osteoclasts. This suggests that osteoporosis resulting from abnormally high bone resorption can be treated by inhibiting Src. Soriano *et al.*, *Cell* **1992**, 69, 551 and Soriano *et al.*, *Cell* **1991**, 64, 693.

[038] Suppression of arthritic bone destruction has been achieved by the overexpression of CSK in rheumatoid synoviocytes and osteoclasts. Takayanagi *et al.*, *J. Clin. Invest.* **1999**, 104, 137. CSK, or C-terminal Src kinase, phosphorylates and thereby inhibits Src catalytic activity. This implies that Src inhibition may prevent joint destruction that is characteristic in patients suffering from rheumatoid arthritis. Boschelli *et al.*, *Drugs of the Future* **2000**, 25(7), 717.

[039] Src also plays a role in the replication of hepatitis B virus. The virally encoded transcription factor HBx activates Src in a step required for propagation of the virus. Klein *et al.*, *EMBO J.* **1999**, 18, 5019, and Klein *et al.*, *Mol. Cell. Biol.* **1997**, 17, 6427.

[040] A number of studies have linked Src expression to cancers such as colon, breast, hepatic and pancreatic cancer, certain B-cell leukemias and lymphomas. Talamonti *et al.*, *J. Clin. Invest.* **1993**, 91, 53; Lutz *et al.*, *Biochem. Biophys. Res.* **1998** 243, 503; Rosen *et al.*, *J. Biol. Chem.* **1986**, 261, 13754; Bolen *et al.*, *Proc. Natl. Acad. Sci. USA* **1987**, 84, 2251; Masaki *et al.*, *Hepatology* **1998**, 27, 1257; Biscardi *et al.*, *Adv. Cancer Res.* **1999**, 76, 61; Lynch *et al.*, *Leukemia* **1993**, 7, 1416. Furthermore, antisense Src expressed in ovarian and colon tumor cells has been shown to inhibit tumor growth. Wiener *et al.*, *Clin. Cancer Res.*, **1999**, 5, 2164; Staley *et al.*, *Cell Growth Diff.* **1997**, 8, 269.

[041] Other Src family kinases are also potential therapeutic targets. Lck plays a role in T-cell signaling. Mice that lack the Lck gene have a poor ability to develop thymocytes. The function of Lck as a positive activator of T-cell signaling suggests that Lck inhibitors may be

useful for treating autoimmune disease such as rheumatoid arthritis. Molina et al., *Nature*, **1992**, 357, 161. Hck, Fgr and Lyn have been identified as important mediators of integrin signaling in myeloid leukocytes. Lowell et al., *J. Leukoc. Biol.*, **1999**, 65, 313. Inhibition of these kinase mediators may therefore be useful for treating inflammation. Boschelli et al., *Drugs of the Future* **2000**, 25(7), 717.

[042] Syk is a tyrosine kinase that plays a critical role in FcεRI mediated mast cell degranulation and eosinophil activation. Accordingly, Syk kinase is implicated in various allergic disorders, in particular asthma. It has been shown that Syk binds to the phosphorylated gamma chain of the FcεRI receptor via N-terminal SH2 domains and is essential for downstream signaling [Taylor et al., *Mol. Cell. Biol.* **1995**, 15, 4149].

[043] Inhibition of eosinophil apoptosis has been proposed as a key mechanism for the development of blood and tissue eosinophilia in asthma. IL-5 and GM-CSF are upregulated in asthma and are proposed to cause blood and tissue eosinophilia by inhibition of eosinophil apoptosis. Inhibition of eosinophil apoptosis has been proposed as a key mechanism for the development of blood and tissue eosinophilia in asthma. It has been reported that Syk kinase is required for the prevention of eosinophil apoptosis by cytokines (using antisense)[Yousefi et al., *J. Exp. Med.* **1996**, 183, 1407].

[044] The role of Syk in FcγR dependent and independent response in bone marrow derived macrophages has been determined by using irradiated mouse chimeras reconstituted with fetal liver cells from Syk -/- embryos. Syk deficient macrophages were defective in phagocytosis induced by FcγR but showed normal phagocytosis in response to complement [Kiefer et al., *Mol. Cell. Biol.* **1998**, 18, 4209]. It has also been reported that aerosolized Syk antisense suppresses Syk expression and mediator release from macrophages [Stenton et al., *J. Immunology* **2000**, 164, 3790].

[045] The Tec family of non-receptor tyrosine kinases plays a central role in signalling through antigen-receptors such as the TCR, BCR and Fcε receptors (reviewed in Miller A, et al. *Current Opinion in Immunology* 14;331-340 (2002)). Tec family kinases are essential for T cell activation. Three members of the Tec family, Itk, Rlk and Tec, are activated downstream of antigen receptor engagement in T cells and transmit signals to downstream effectors, including PLC-γ. Deletion of Itk in mice results in reduced T cell receptor (TCR)-induced proliferation and secretion of the cytokines IL-2, IL-4, IL-5, IL-10 and IFN-γ (Schaeffer et al,

Science 284; 638-641 (1999)), Fowell *et al*, Immunity 11;399-409 (1999), Schaeffer *et al*. Nature Immunology 2,12; 1183-1188 (2001))). The immunological symptoms of allergic asthma are attenuated in *Itk*^{-/-} mice. Lung inflammation, eosinophil infiltration and mucous production are drastically reduced in *Itk*^{-/-} mice in response to challenge with the allergen OVA (Mueller *et al*, Journal of Immunology 170: 5056-5063 (2003)). *Itk* has also been implicated in atopic dermatitis. This gene has been reported to be more highly expressed in peripheral blood T cells from patients with moderate and/or severe atopic dermatitis than in controls or patients with mild atopic dermatitis (Matsumoto *et al*, International archives of Allergy and Immunology 129; 327-340 (2002)).

[046] Splenocytes from *Rlk*^{-/-} mice secrete half the IL-2 produced by wild type animals in response to TCR engagement (Schaeffer *et al*, Science 284; 638-641 (1999)), while combined deletion of *Itk* and *Rlk* in mice leads to a profound inhibition of TCR-induced responses including proliferation and production of the cytokines IL-2, IL-4, IL-5 and IFN- γ (Schaeffer *et al*. Nature Immunology 2,12; 1183-1188 (2001)), Schaeffer *et al*, Science 284; 638-641 (1999)). Intracellular signalling following TCR engagement is effected in *Itk*/*Rlk* deficient T cells; inositol triphosphate production, calcium mobilization, MAP kinase activation, and activation of the transcription factors NFAT and AP-1 are all reduced (Schaeffer *et al*, Science 284; 638-641 (1999), Schaeffer *et al*. Nature Immunology 2,12; 1183-1188 (2001)).

[047] Tec family kinases are also essential for B cell development and activation. Patients with mutations in *Btk* have a profound block in B cell development, resulting in the almost complete absence of B lymphocytes and plasma cells, severely reduced Ig levels and a profound inhibition of humoral response to recall antigens (reviewed in Vihinen *et al*. Frontiers in Bioscience 5:d917-928). Mice deficient in *Btk* also have a reduced number of peripheral B cells and greatly decreased levels of IgM and IgG3. *Btk* deletion in mice has a profound effect on B cell proliferation induced by anti-IgM, and inhibits immune responses to thymus-independent type II antigens (Ellmeier *et al*, J Exp Med 192:1611-1623 (2000)).

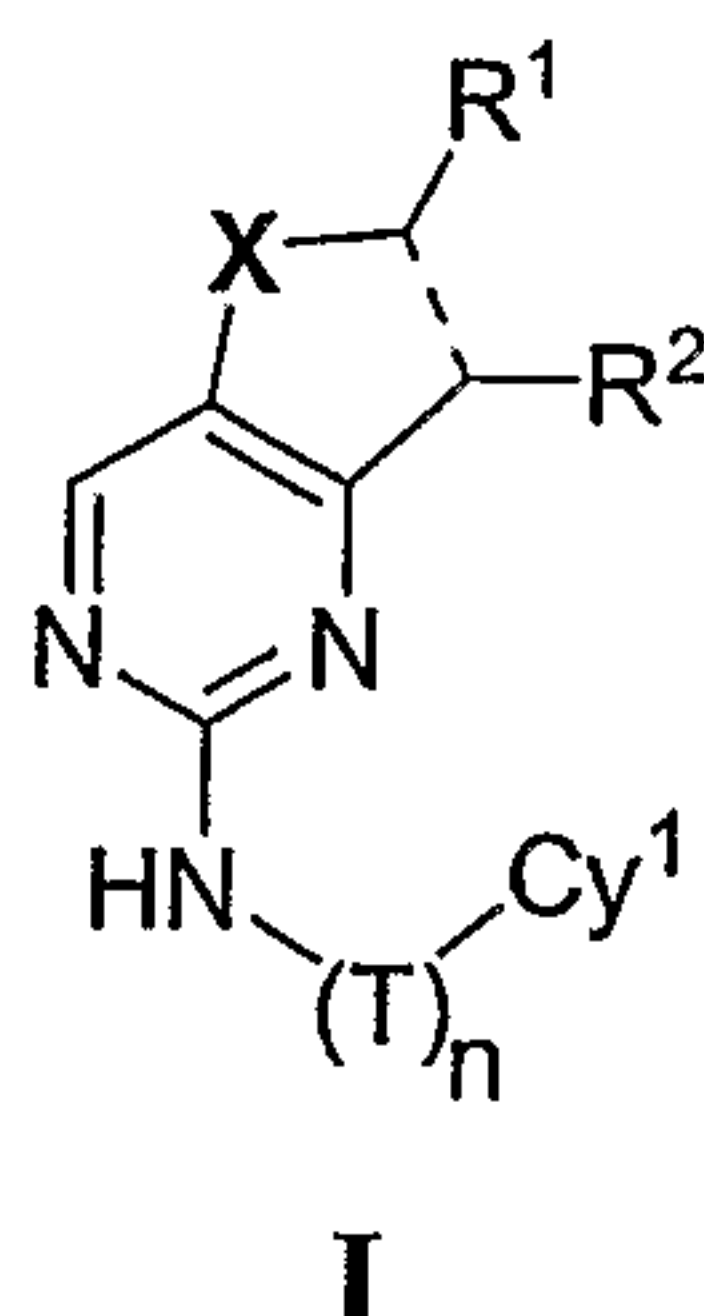
[048] Tec kinases also play a role in mast cell activation through the high-affinity IgE receptor (Fc ϵ RI). *Itk* and *Btk* are expressed in mast cells and are activated by Fc ϵ RI cross-linking (Kawakami *et al*, Journal of Immunology; 3556-3562 (1995)). *Btk* deficient murine mast cells have reduced degranulation and decreased production of proinflammatory

cytokines following FcεRI cross-linking (Kawakami *et al.* Journal of leukocyte biology 65:286-290). Btk deficiency also results in a decrease of macrophage effector functions (Mukhopadhyay *et al.*, Journal of Immunology; 168, 2914-2921 (2002)).

[049] Accordingly, there is a great need to develop compounds useful as inhibitors of protein kinases. In particular, it would be desirable to develop compounds that are useful as inhibitors of GSK-3, SYK, Aurora-2, CDK-2, JAK-3, LCK, SRC, and Tec family (e.g., Tec, Btk, Itk/Emt/Tsk, Bmx, Txk/Rlk) protein kinases, particularly given the inadequate treatments currently available for the majority of the disorders implicated in their activation.

SUMMARY OF THE INVENTION

[050] It has now been found that compounds of this invention, and pharmaceutically acceptable compositions thereof, are effective as inhibitors of protein kinases. In certain embodiments, these compounds are effective as inhibitors of GSK-3, SYK, Aurora-2, CDK-2, JAK-3, LCK, SRC, and Tec family (e.g., Tec, Btk, Itk/Emt/Tsk, Bmx, Txk/Rlk) protein kinases. These compounds have the general formula I:



or a pharmaceutically acceptable salt thereof, wherein R^1 , R^2 , Cy^1 , T, n and X are as defined below.

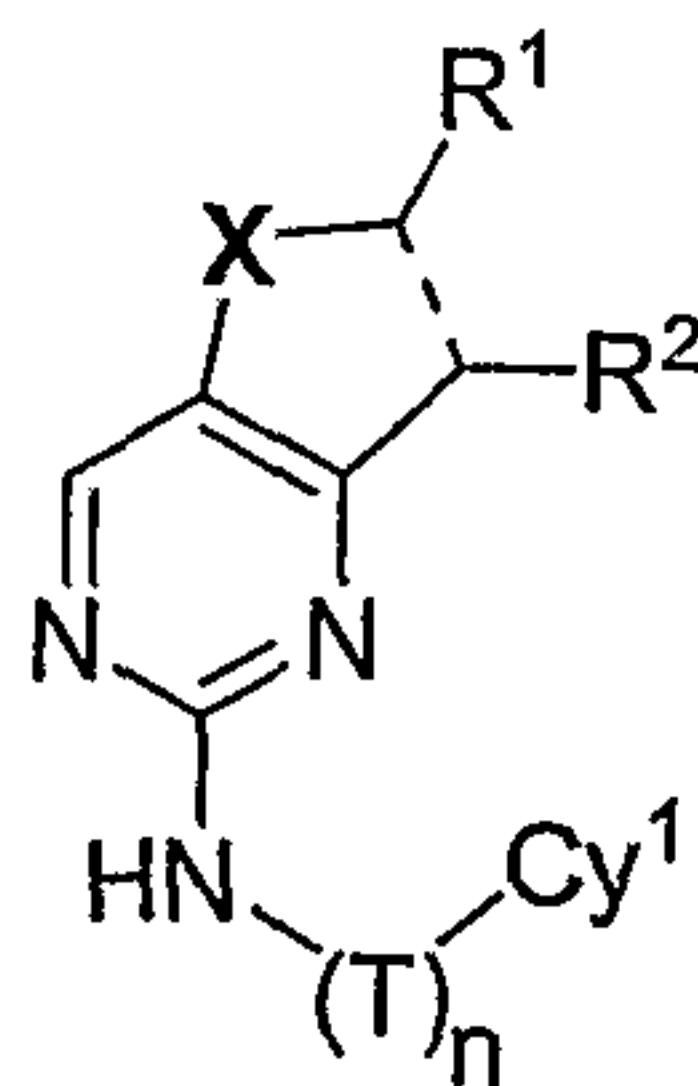
[051] These compounds and pharmaceutically acceptable compositions thereof are useful for treating or preventing a variety of diseases, disorders or conditions, including, but not limited to, heart disease, diabetes, Alzheimer's disease, immunodeficiency disorders, inflammatory diseases, allergic diseases, autoimmune diseases, destructive bone disorders such as osteoporosis, proliferative disorders, infectious diseases, immunologically-mediated diseases, neurodegenerative or neurological disorders, or viral diseases. The compositions are also useful in methods for preventing cell death and hyperplasia and therefore may be used to treat or prevent reperfusion/ischemia in stroke, heart attacks, and organ hypoxia. The compositions are also useful in methods for preventing thrombin-induced platelet aggregation.

[052] The compounds provided by this invention are also useful for the study of kinases in biological and pathological phenomena; the study of intracellular signal transduction pathways mediated by such kinases; and the comparative evaluation of new kinase inhibitors.

DETAILED DESCRIPTION OF THE INVENTION

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

[054] The present invention relates to a compound of formula I:



I

or a pharmaceutically acceptable salt thereof, wherein:

X is an optionally substituted C₁-C₃ alkylidene chain wherein one or two non-adjacent methylene units are independently optionally replaced by CO, CONR', NR'CO, SO, SO₂, NR'SO₂, SO₂NR', O, S, or NR';

R¹ and R², taken together with the carbon atoms to which they are bound form an optionally substituted 5- or 6-membered aryl or heteroaryl ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur,

wherein the ring formed by R¹ and R² taken together, and the C₁-C₃ alkylidene chain of X, are each optionally and independently substituted at one or more carbon atoms with y occurrences of -WR^y, wherein y is 0-5; and wherein one or more substitutable nitrogen atoms of the ring formed by R¹ and R² taken together are optionally substituted with -R³;

each occurrence of W is independently a bond or is a C₁-C₆ alkylidene chain wherein up to two non-adjacent methylene units of W are independently optionally replaced by CO, CO₂, COCO, CONR, OCONR, NRNR, NRNRCO, NRCO, NRCO₂, NRCONR, SO, SO₂, NRSO₂, SO₂NR, NRSO₂NR, O, S, or NR; and

each occurrence of R^y is independently selected from R', halogen, NO₂, or CN, or -WR^y is =O, =S, or =NR';

T is CHR', CH₂CH(R'), -S(=O)₂, or C(=O);

n is 0 or 1;

Cy¹ is a 3-7 membered saturated, partially unsaturated, or fully unsaturated monocyclic ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur, or an 8-10 membered saturated, partially unsaturated, or fully unsaturated bicyclic ring system having 0-5 heteroatoms independently selected from nitrogen, oxygen, or sulfur, wherein Cy¹ is optionally substituted at one or more carbon atoms with x independent occurrences of -QR^x; wherein x is 0-5; and at one or more substitutable nitrogen atoms with -R⁴; wherein

Q is a bond or is a C₁-C₆ alkylidene chain wherein up to two non-adjacent methylene units of Q are independently optionally replaced by CO, CO₂, COCO, CONR, OCONR, NRNR, NRNRCO, NRCO, NRCO₂, NRCONR, SO, SO₂, NRSO₂, SO₂NR, NRSO₂NR, O, S, or NR; and each occurrence of R^x is independently selected from R', halogen, NO₂, or CN, or -QR^x is =O, =S, or =NR';

each occurrence of R³ and R⁴ is independently R', -COR', -CO₂(C₁₋₆ aliphatic), -CON(R')₂, or -SO₂R';

each occurrence of R is independently selected from hydrogen or an optionally substituted C₁₋₆ aliphatic group; and

each occurrence of R' is independently selected from hydrogen or an optionally substituted group selected from C₁₋₈ aliphatic, C₆₋₁₀ aryl, a heteroaryl ring having 5-10 ring atoms, or a heterocyclyl ring having 3-10 ring atoms, or wherein R and R' taken together with the atom(s) to which they are bound, or two occurrences of R' taken together with the atom(s) to which they are bound, form an optionally substituted 3-8 membered cycloalkyl, heterocyclyl, aryl, or heteroaryl ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur; and

the dashed bond represents a single or double bond, as valency permits;

provided that:

a) when n is 0, Cy¹ is an optionally substituted aryl or heteroaryl group, and X is -(C(R)₂)₂-, -CH₂-O-, -O-CH₂-, -S-CH₂-, CH₂-S-, -CH₂-N(R)-, -N(R)-CH₂-, -CH₂SO-, -SOCH₂-, wherein R is hydrogen or C₁₋₄alkyl, then R¹ and R², taken together with the carbon atoms to which they are bound do not form a phenyl ring optionally substituted with C₁₋₄alkyl, C₁₋₄alkoxy, halo, CONR₂, CO₂R, fused phenyl, NO₂, or trifluoromethyl;

b) when n is 0, Cy^1 is 3, 4, 5-trimethoxyphenyl, and when X is $-(CH_2)_2-$, then R^1 and R^2 , taken together with the carbon atoms to which they are bound, do not form an unsubstituted thieno ring; and

c) when X is $-(CH_2)_2-$, n is 0 and Cy^1 is a phenyl group bearing one or more of the following substituents: $-(CH_2)_2OH$, $-O(CH_2)_2OH$, $-(CH_2)_2NMe_2$, $-O(CH_2)_2NHEt$, $-O(CH_2)_2NEt_2$, $-OMe$ and $-O(CH_2)_2OS(O)_2-p-Tol$, then R^1 and R^2 , taken together with the carbon atoms to which they are bound, do not form a methoxy-substituted pyridyl ring.

[055] In certain other embodiments for compounds described directly above:

a) when n is 0, Cy^1 is an optionally substituted aryl or heteroaryl group, and X is $-(C(R)_2)_2-$, $-CH_2-O-$, $-O-CH_2-$, $-S-C(R)_2-$, $-C(R)_2-S-$, $-CH_2-N(R)-$, $-N(R)-CH_2-$, $-CH_2SO-$, $-SOCH_2-$, $-N(R)SO_2-$, $C=O$, $-CH_2-$, $C=C$, $-N(R)N(R)-$, or $N=N$, wherein R is hydrogen or $C_{1-4}alkyl$, then R^1 and R^2 , taken together with the carbon atoms to which they are bound do not form a phenyl ring optionally substituted with $-C_{1-4}alkyl$, $-C_{1-4}alkoxy$, $-halo$, $-CONR_2$, $-CO_2R$, fused phenyl, $-NO_2$, $-NR_2$, $-N(CO)R$, $-NSO_2R$, $-N(CO)N(R)_2$, $-SCH_3$, $-SR$, $-CH_2OH$, $-OH$, $-C(O)H$, $-OCH_2Ph$, $-N(CO)OR$, 2-furyl, or trifluoromethyl;

b) when n is 0 and Cy^1 is 3,4,5-trimethoxyphenyl then

i) when X is $-(CH_2)_2-$, then R^1 and R^2 , taken together with the carbon atoms to which they are bound, do not form an unsubstituted thieno ring; and

ii) when X is $-S-CR_2-$, then R^1 and R^2 , taken together with the carbon atoms to which they are bound, do not form an unsubstituted or a chloro-substituted phenyl ring (or in certain embodiments, an unsubstituted or a substituted phenyl); and

iii) when X is $-CH_2CH_2CH_2-$, then R^1 and R^2 , taken together with the carbon atoms to which they are bound, do not form an unsubstituted phenyl ring (or in certain embodiments, a substituted or unsubstituted phenyl); and

c) when X is $-(CH_2)_2-$, n is 0 and Cy^1 is a phenyl group bearing one or more of the following substituents: $-(CH_2)_2OH$, $-O(CH_2)_2OH$, $-(CH_2)_2NMe_2$, $-O(CH_2)_2NHEt$, $-O(CH_2)_2NEt_2$, $-OMe$ and $-O(CH_2)_2OS(O)_2-p-Tol$, then R^1 and R^2 , taken together with the carbon atoms to which they are bound, do not form a methoxy-substituted (or in certain embodiments, a substituted or unsubstituted) pyridyl ring.

d) when n is 1, T is CH_2 , and X is $-OC(H)(OH)-$, Cy is not optionally substituted pyridyl.

[056] In certain other embodiments for compounds described above:

- a. when n is 0, Cy^1 is an optionally substituted phenyl, benzotriazolyl, benzothiazolyl, indolyl, or pyridyl group, and X is a C_{1-2} alkylene group optionally substituted with one or more halogen atoms or C_{1-3} alkyl groups, then R^1 and R^2 , taken together with the carbon atoms to which they are bound do not form a pyridyl, or thienyl group, when the pyridyl or thienyl group is unsubstituted or is substituted with a substituent other than a 3-7 membered saturated, partially unsaturated, or fully unsaturated monocyclic ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur, or an 8-10 membered saturated, partially unsaturated, or fully unsaturated bicyclic ring system having 0-5 heteroatoms independently selected from nitrogen, oxygen, or sulfur;
- b. when n is 0, Cy^1 is an optionally substituted C_6 - C_{12} mono- or bicyclic aromatic group, and X is a C_{1-2} alkylene group optionally substituted with one or more halogen atoms or C_{1-3} alkyl groups, then R^1 and R^2 , taken together with the carbon atoms to which they are bound do not form a phenyl group, when the phenyl group is unsubstituted or is substituted with a substituent other than a 3-7 membered saturated, partially unsaturated, or fully unsaturated monocyclic ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur, or an 8-10 membered saturated, partially unsaturated, or fully unsaturated bicyclic ring system having 0-5 heteroatoms independently selected from nitrogen, oxygen, or sulfur;
- c. when n is 0; Cy^1 is an aryl or heteroaryl group substituted with at least one optionally substituted cycloaliphatic or heterocycloaliphatic group, wherein the cycloaliphatic or heterocycloaliphatic groups are attached directly to Cy^1 or are attached to Cy^1 through an alkylidene chain; and X is an optionally substituted C_{1-2} alkylene group; then R^1 and R^2 , taken together with the carbon atoms to which they are bound do not form an optionally substituted phenyl group.

[057] In certain other embodiments, this invention provides a compound of formula I, wherein the optionally substituted ring containing X is an aromatic ring (either 5- or 6-membered aromatic ring) and R^1 and R^2 , taken together with the carbon atoms to which they

are bound form an optionally substituted 5- or 6-membered heteroaryl ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur. In preferred forms of this embodiment, the heteroaryl ring is an optionally substituted thienyl or thiazolyl ring. It should be understood that the optional substituents and the other variables in this embodiment are as defined above or in any embodiment herein.

[058] 2. *Compounds and Definitions:*

[059] 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. 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.

[060] 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.

[061] 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 C₈-C₁₂ 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.

[062] The term “alkylene” or “alkylene group”, as used herein, refers to a hydrocarbon group that is completely saturated.

[063] 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.

[064] 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 are 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.

[065] 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 pyrrolidiny) or NR⁺ (as in N-substituted pyrrolidiny)).

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

[067] 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.

[068] The terms "haloalkyl", "haloalkenyl" and "haloalkoxy" means alkyl, alkenyl or alkoxy, as the case may be, substituted with one or more halogen atoms. The term "halogen" means F, Cl, Br, or I. It should be understood that 1) an aliphatic group (e.g., alkyl) substituted with a halogen could also be referred to as a haloaliphatic (e.g., haloalkyl, in the case of an halo-substituted alkyl group); and 2) that perfluorinated groups are within the scope of this invention.

[069] 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".

[070] The term "heteroaryl", used alone or as part of a larger moiety as in "heteroaralkyl" or "heteroarylalkoxy", 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".

[071] 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 halogen; $-R^\circ$; $-OR^\circ$; $-SR^\circ$; 1,2-methylenedioxy; 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° ; $-NO_2$; $-CN$; $-N(R^\circ)_2$; $-NR^\circ C(O)R^\circ$; $-NR^\circ C(S)R^\circ$; $-NR^\circ C(O)N(R^\circ)_2$; $-NR^\circ C(S)N(R^\circ)_2$; $-NR^\circ CO_2R^\circ$; $-NR^\circ NR^\circ C(O)R^\circ$; $-NR^\circ NR^\circ C(O)N(R^\circ)_2$; $-NR^\circ NR^\circ CO_2R^\circ$; $-C(O)C(O)R^\circ$; $-C(O)CH_2C(O)R^\circ$; $-CO_2R^\circ$; $-C(O)R^\circ$; $-C(S)R^\circ$; $-C(O)N(R^\circ)_2$; $-C(S)N(R^\circ)_2$; $-OC(O)N(R^\circ)_2$; $-OC(O)R^\circ$; $-C(O)N(OR^\circ)R^\circ$; $-C(NOR^\circ)R^\circ$; $-S(O)_2R^\circ$; $-S(O)_3R^\circ$; $-SO_2N(R^\circ)_2$; $-S(O)R^\circ$; $-NR^\circ SO_2N(R^\circ)_2$; $-NR^\circ SO_2R^\circ$; $-N(OR^\circ)R^\circ$; $-C(=NH)-N(R^\circ)_2$; 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 (provided that a nitrogen atom in the heterocyclic ring is optionally substituted with $-R^+$ or $-C(O)R^+$, wherein R^+ is $(C_{1-6}alkyl)$, preferably $(C_{1-4}alkyl)$), 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 5-8-membered heterocyclyl, aryl, or heteroaryl ring or a 3-8-membered cycloalkyl 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 , $NH(C_{1-4}aliphatic)$, $N(C_{1-4}aliphatic)_2$, halogen, $C_{1-4}aliphatic$, 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.

[072] 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 ,

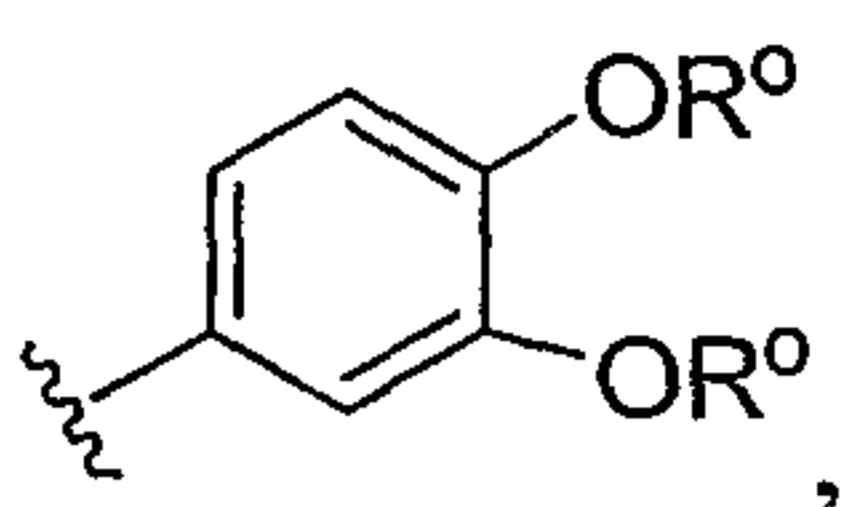
NH(C₁₋₄ aliphatic), N(C₁₋₄ aliphatic)₂, halogen, C₁₋₄ aliphatic, OH, O(C₁₋₄ aliphatic), NO₂, CN, CO₂H, CO₂(C₁₋₄ aliphatic), O(halo C₁₋₄ aliphatic), or halo(C₁₋₄ aliphatic), wherein each of the foregoing C₁₋₄aliphatic groups of R^{*} is unsubstituted.

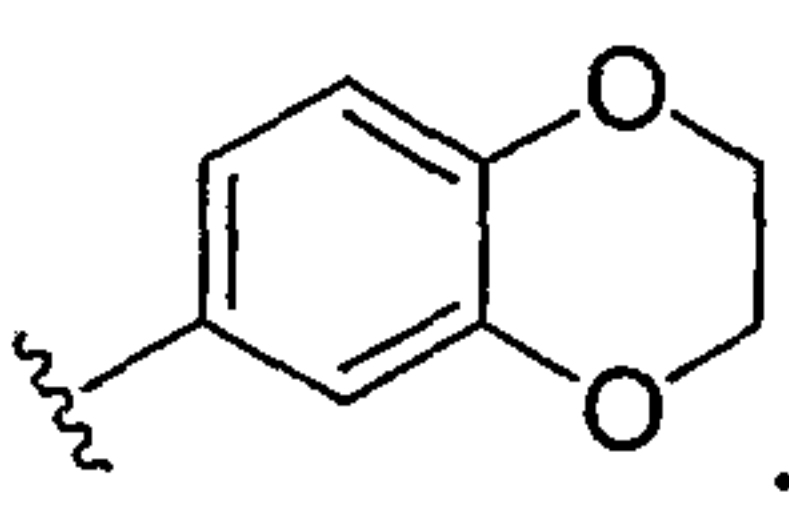
[073] Optional substituents on the nitrogen of a non-aromatic heterocyclic ring are selected from -R⁺, -N(R⁺)₂, -C(O)R⁺, -CO₂R⁺, -C(O)C(O)R⁺, -C(O)CH₂C(O)R⁺, -SO₂R⁺, -SO₂N(R⁺)₂, -C(=S)N(R⁺)₂, -C(=NH)-N(R⁺)₂, or -NR⁺SO₂R⁺; wherein R⁺ is hydrogen, an optionally substituted C₁₋₆ aliphatic, optionally substituted phenyl, optionally substituted -O(Ph), optionally substituted -CH₂(Ph), optionally substituted -(CH₂)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 5-8-membered heterocyclyl, aryl, or heteroaryl ring or a 3-8-membered cycloalkyl 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 NH₂, NH(C₁₋₄ aliphatic), N(C₁₋₄ aliphatic)₂, halogen, C₁₋₄ aliphatic, OH, O(C₁₋₄ aliphatic), NO₂, CN, CO₂H, CO₂(C₁₋₄ aliphatic), O(halo C₁₋₄ aliphatic), or halo(C₁₋₄ aliphatic), wherein each of the foregoing C₁₋₄aliphatic groups of R⁺ is unsubstituted.

[074] 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, wherein one or more methylene units may optionally and independently be replaced with a group including, but not limited to, CO, CO₂, COCO, CONR, OCONR, NRNR, NRNRCO, NRCO, NRCO₂, NRCONR, SO, SO₂, NRSO₂, SO₂NR, NRSO₂NR, O, S, or NR.

[075] 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 5-8-membered heterocyclyl, aryl, or heteroaryl ring or a 3-8-membered cycloalkyl 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^0 (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, $N(R^0)_2$, where both occurrences of R^0 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^0 (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

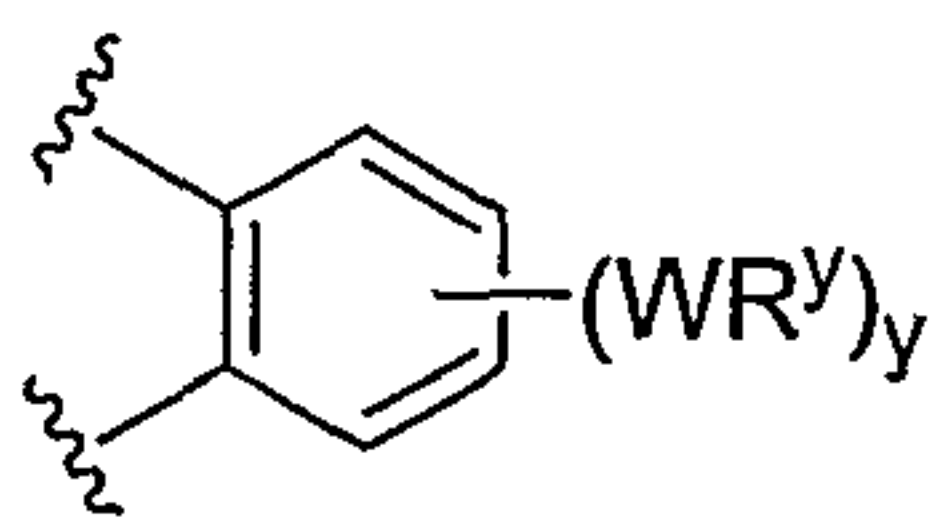
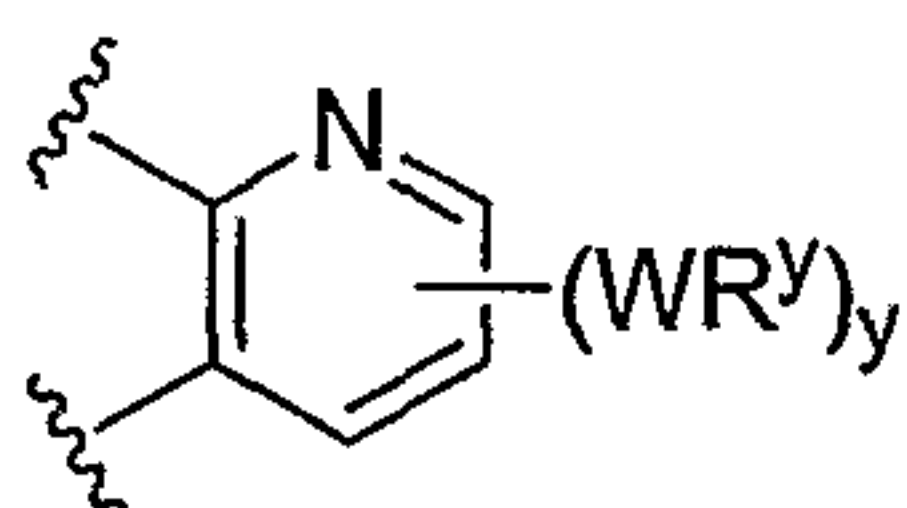
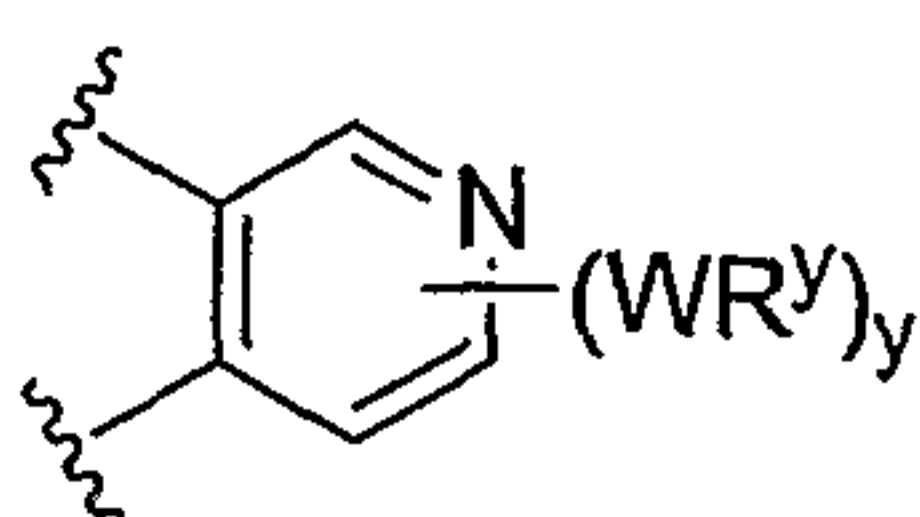
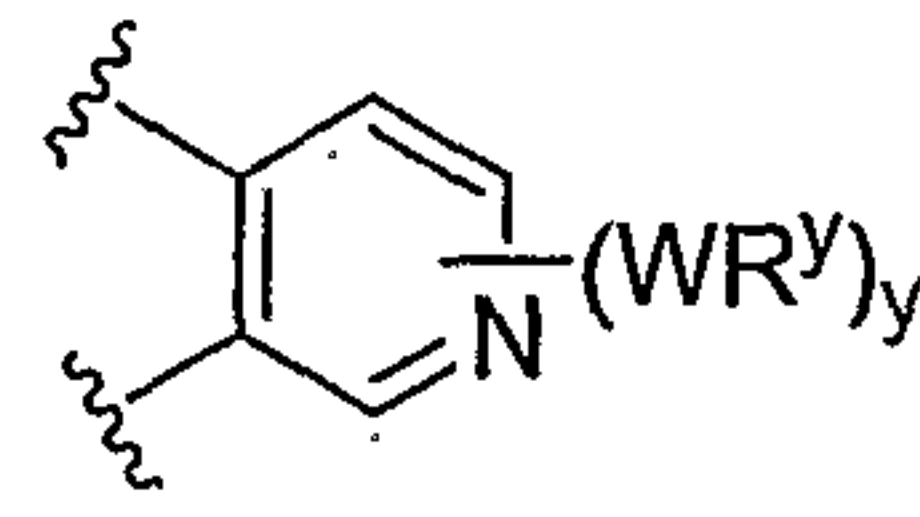
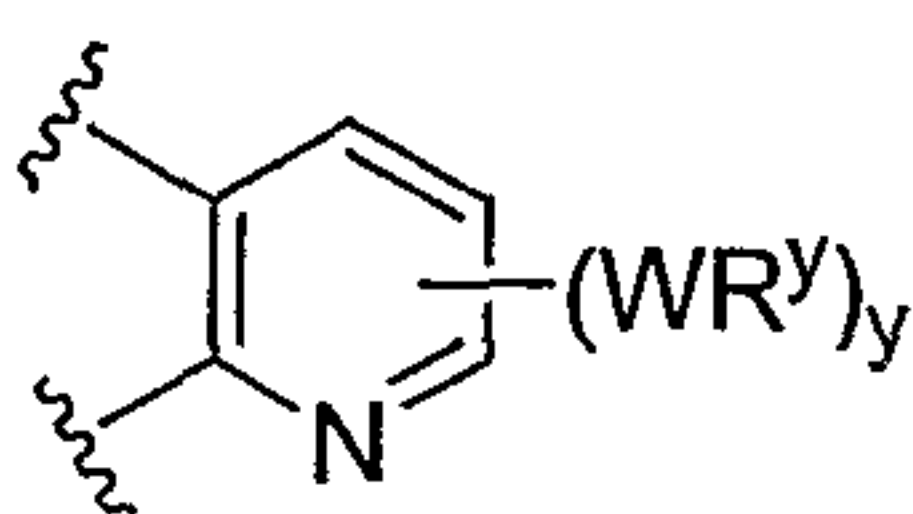
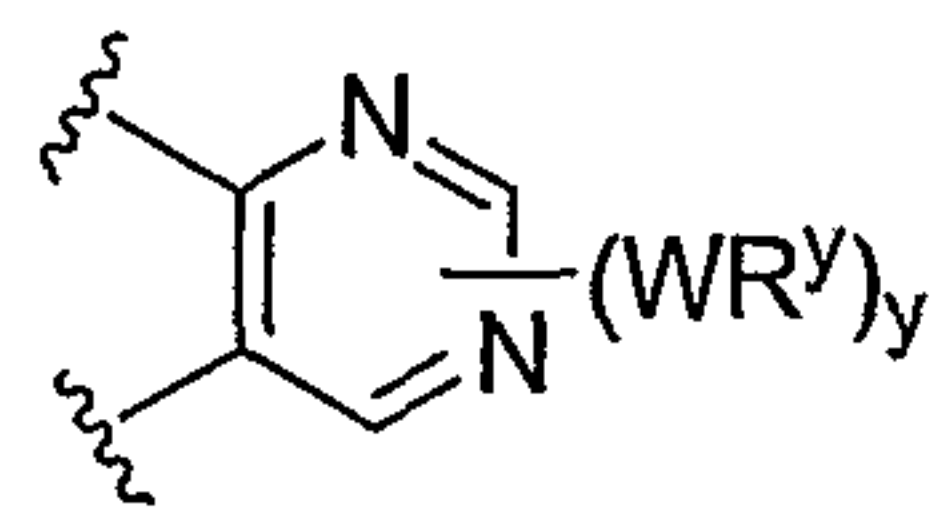
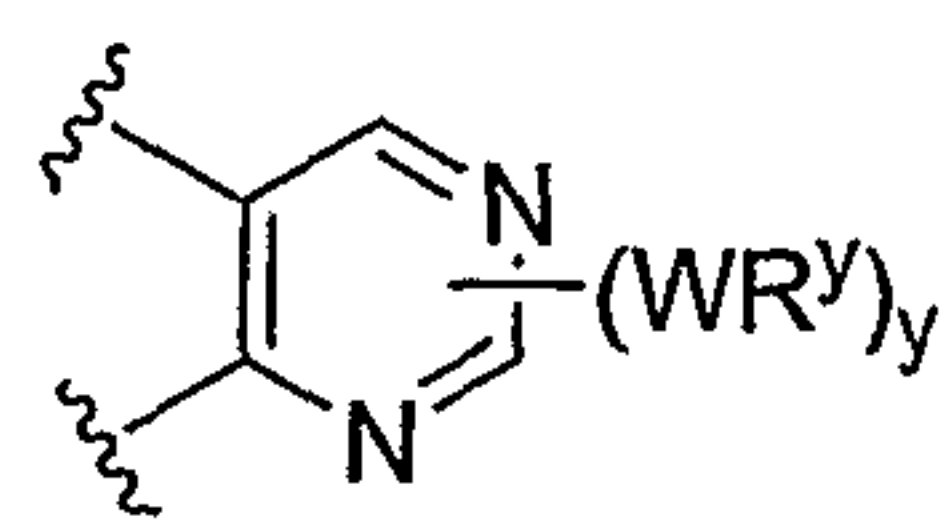
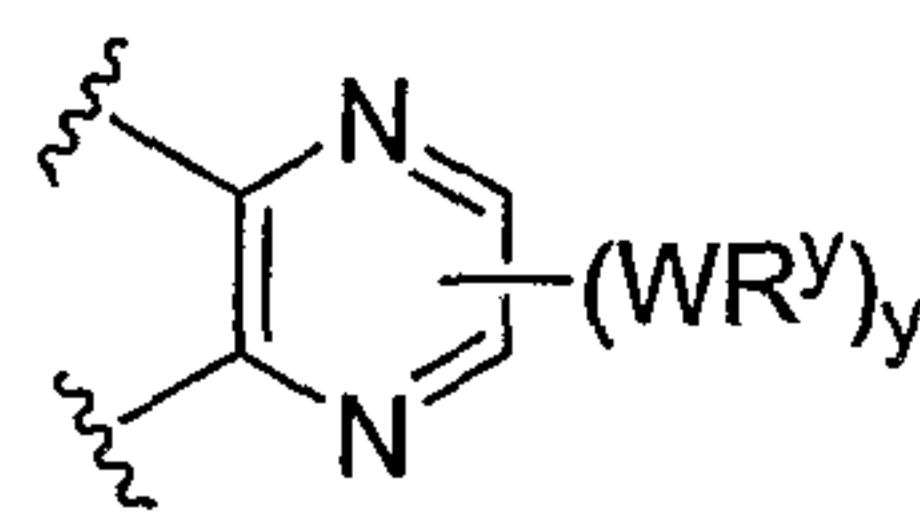
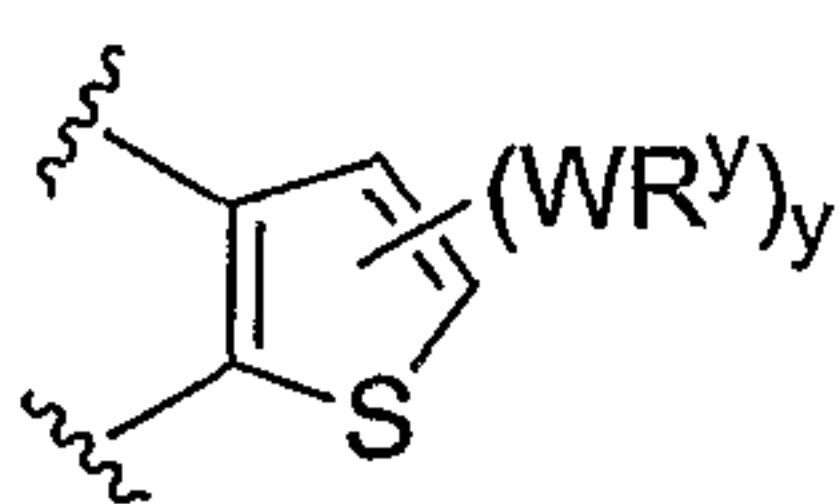
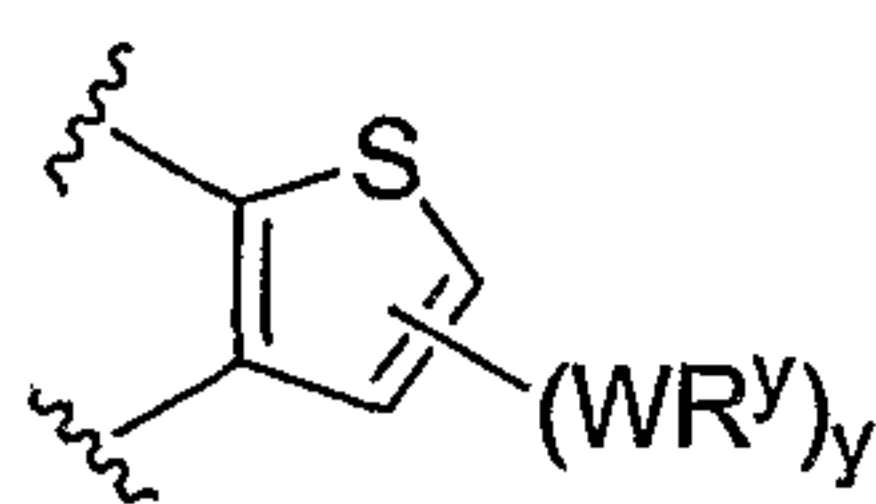
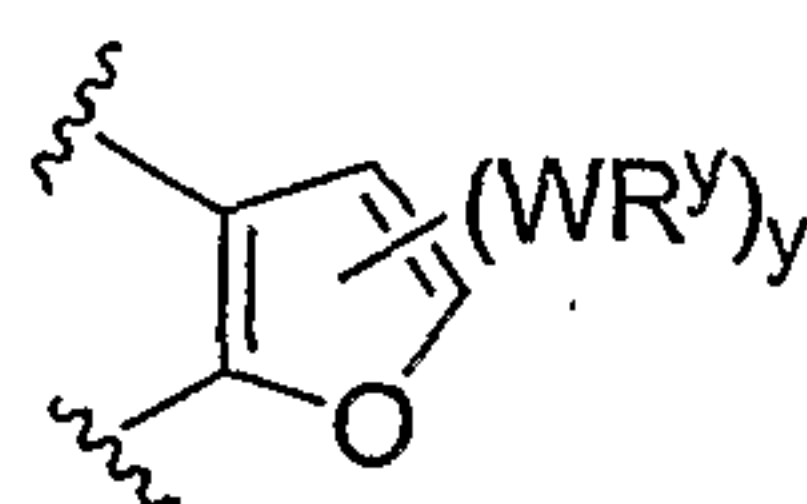
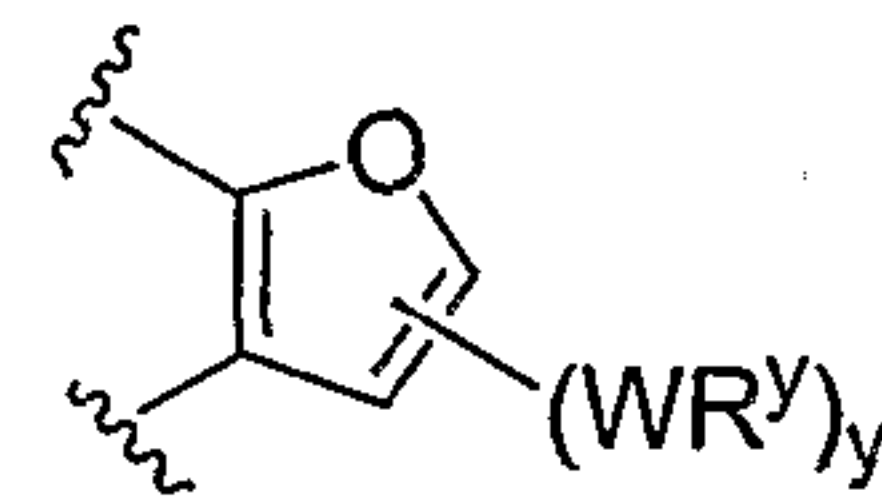
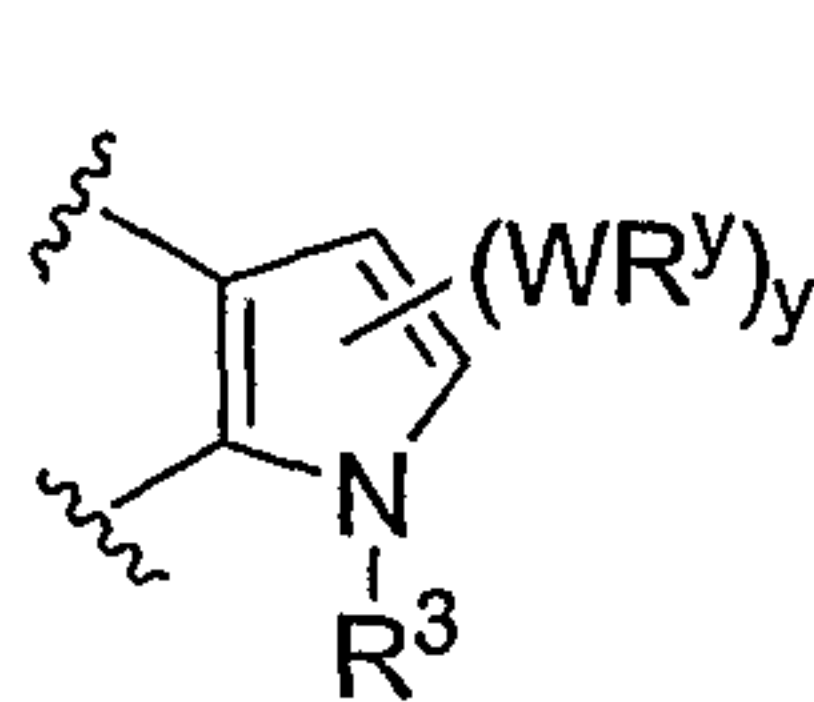
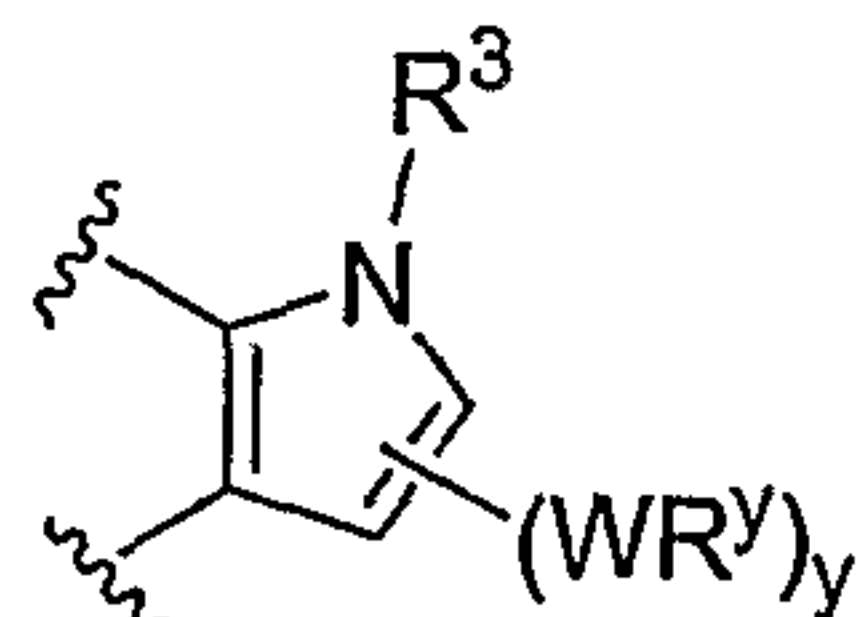
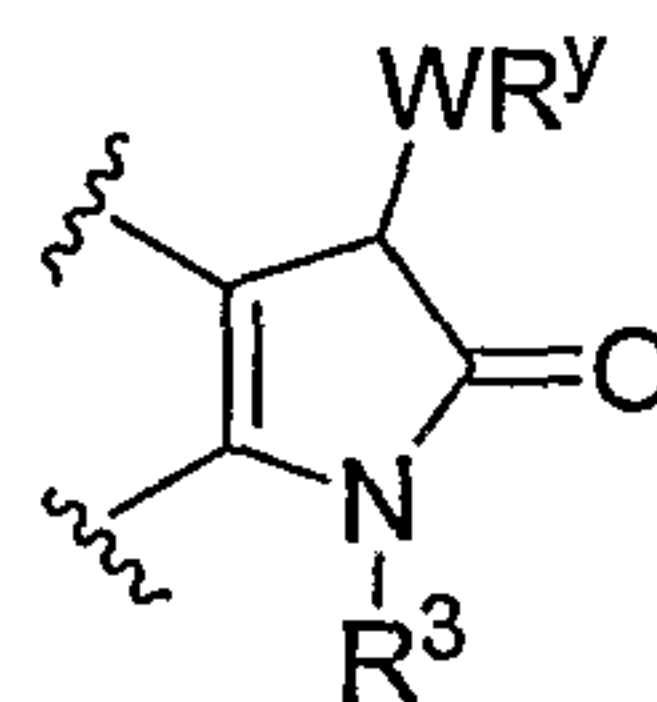
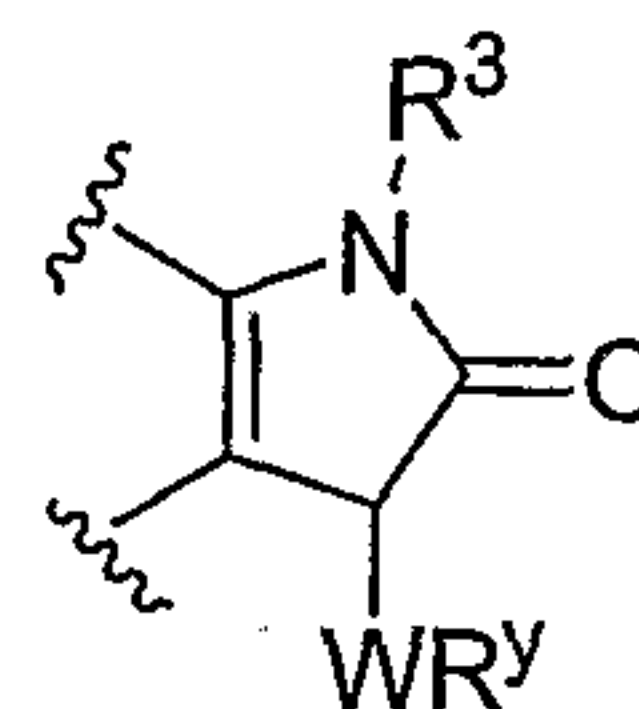
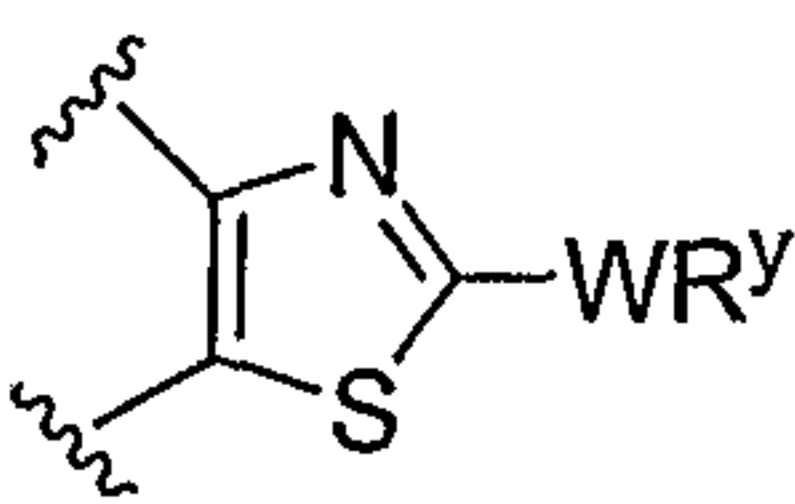
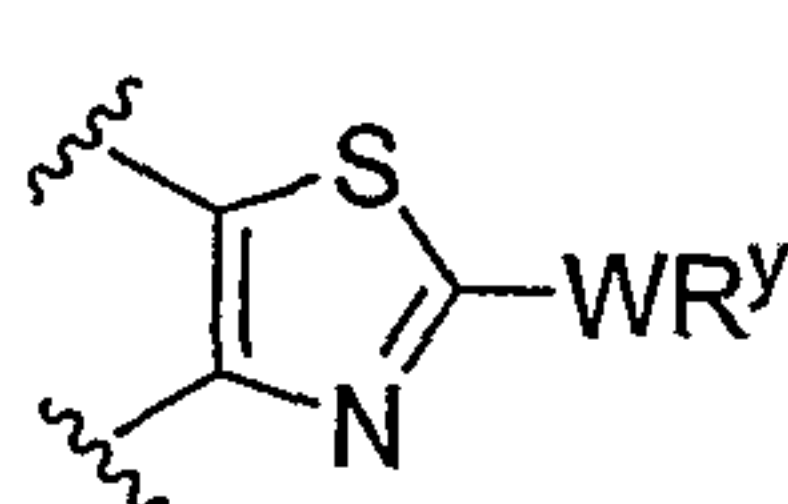
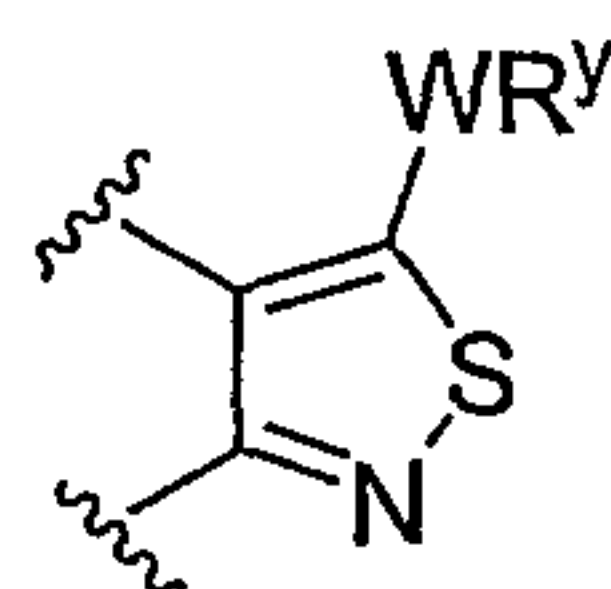
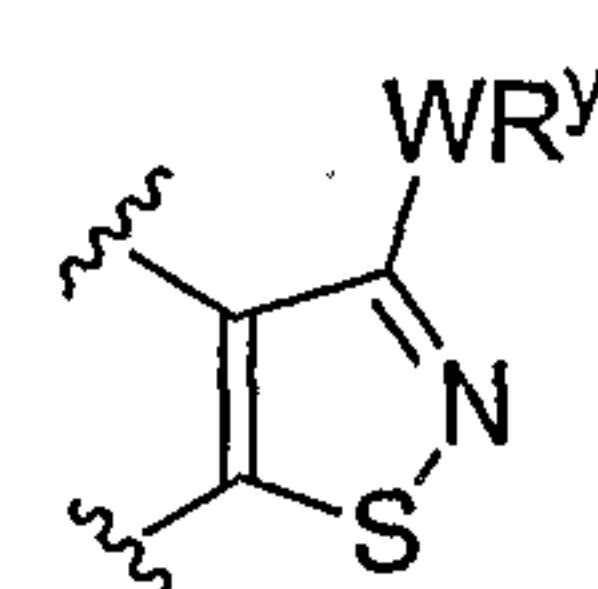
example where a phenyl group is substituted with two occurrences of OR^0 , these two occurrences of R^0 are taken together with the oxygen atoms to which they are

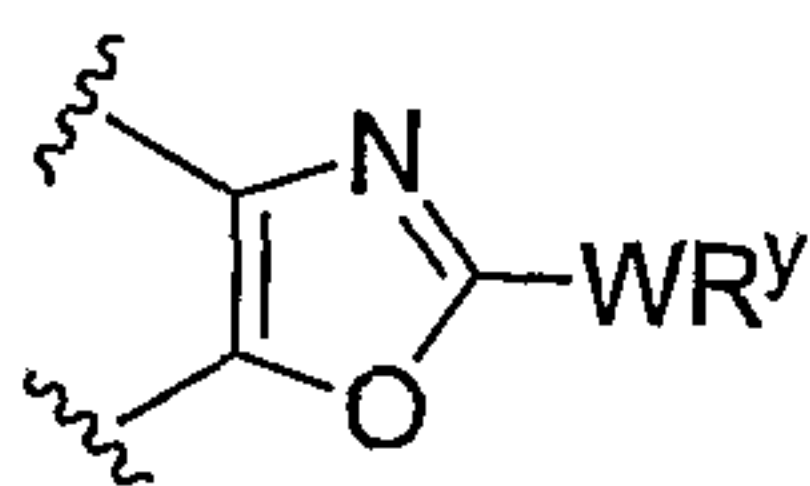
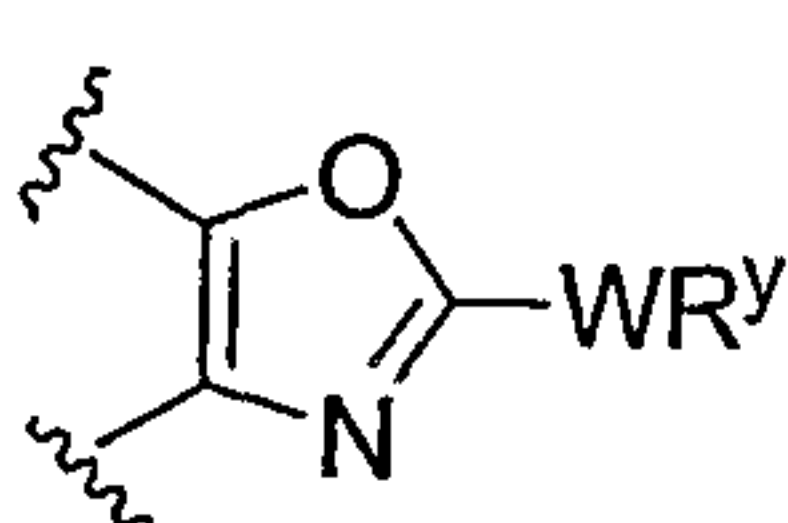
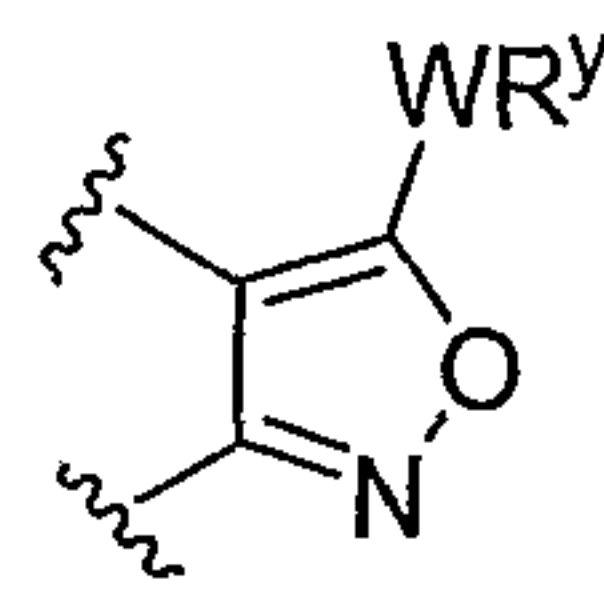
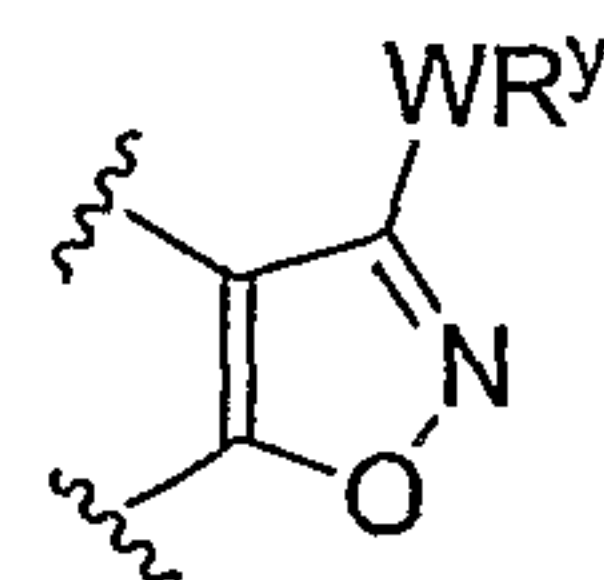
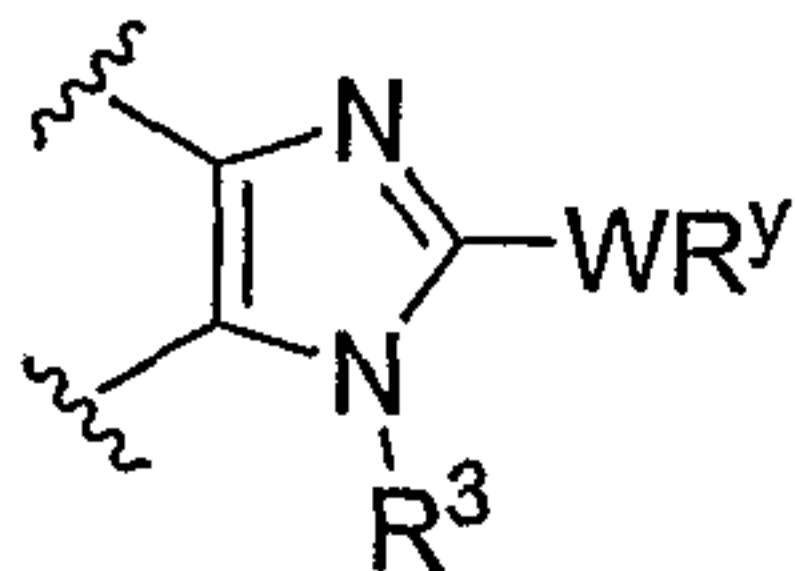
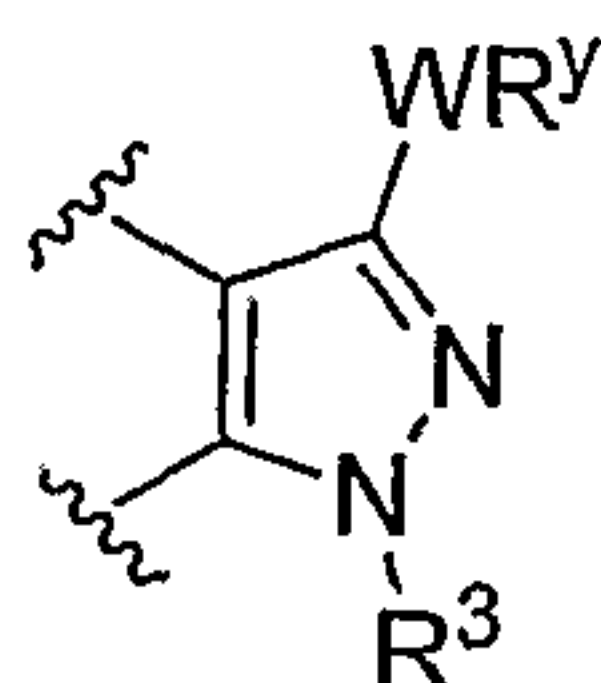
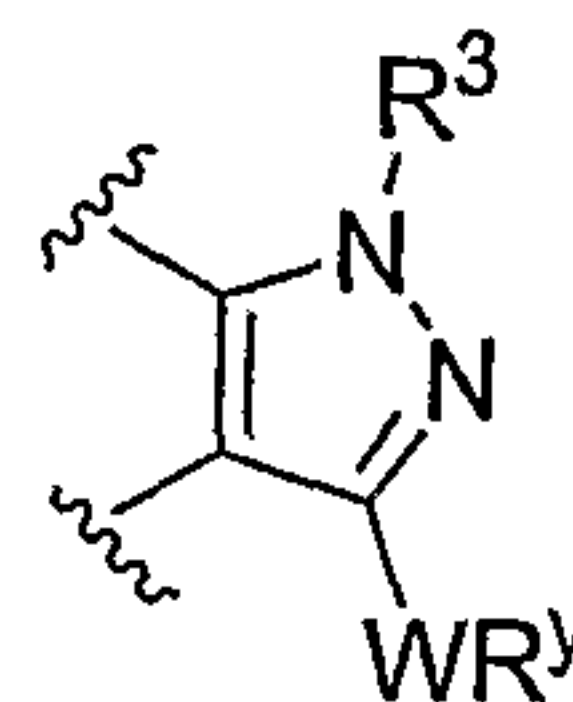
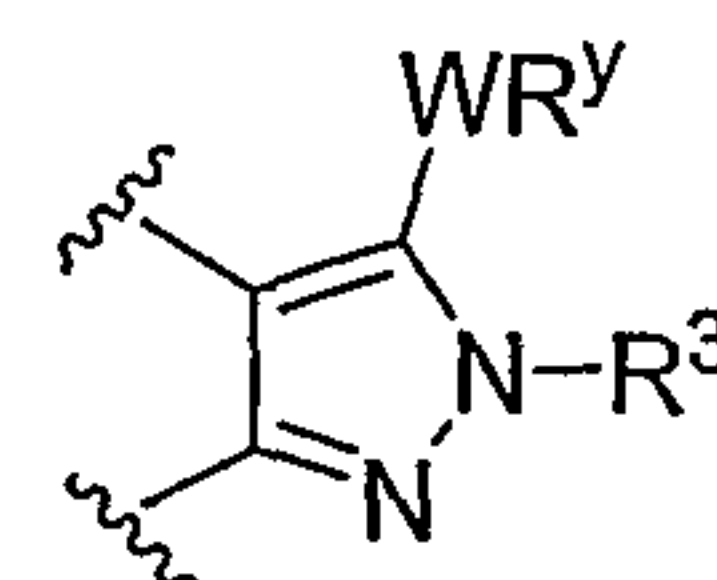
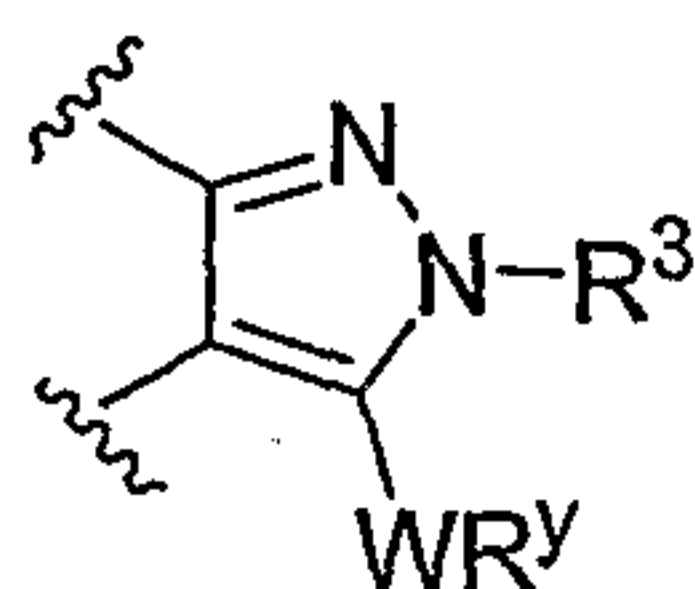
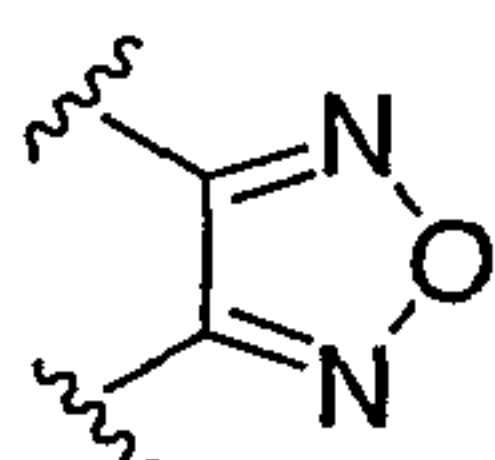
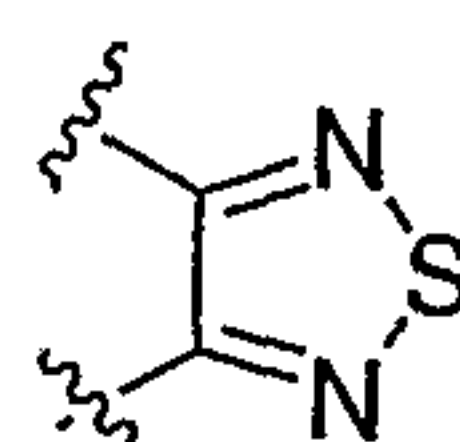
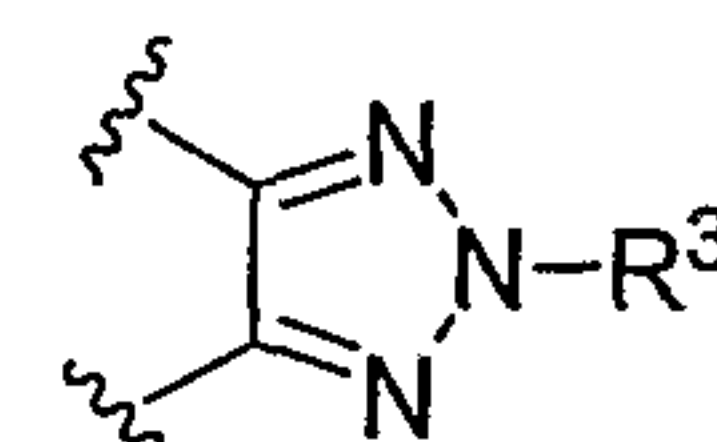
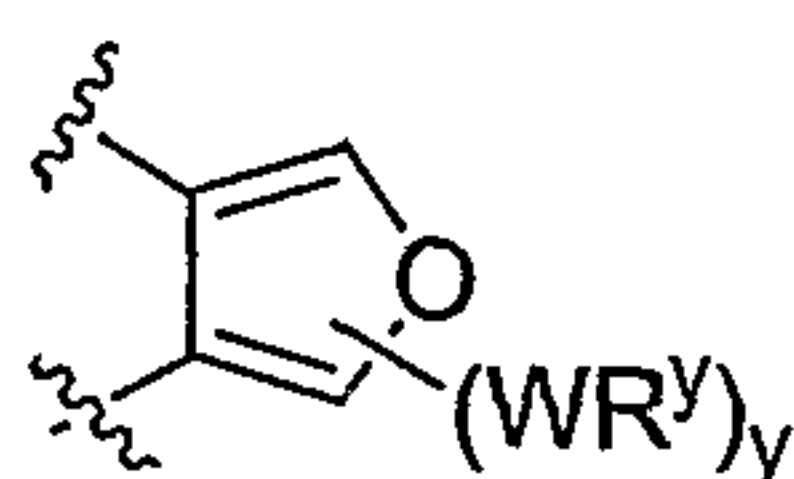
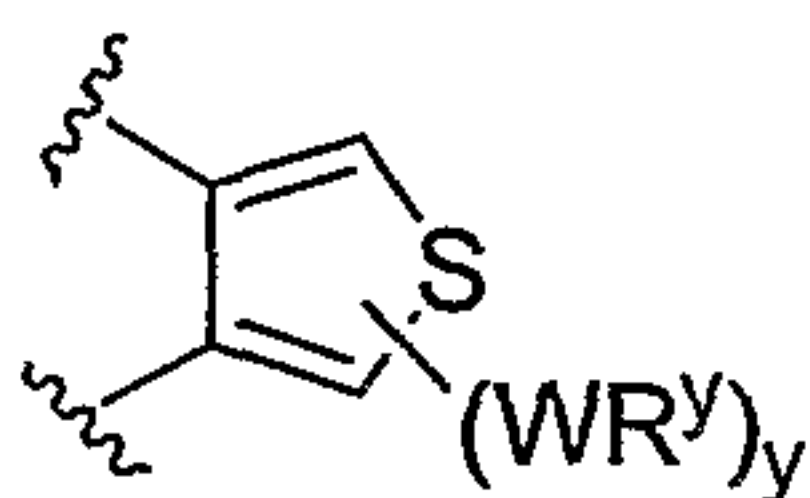
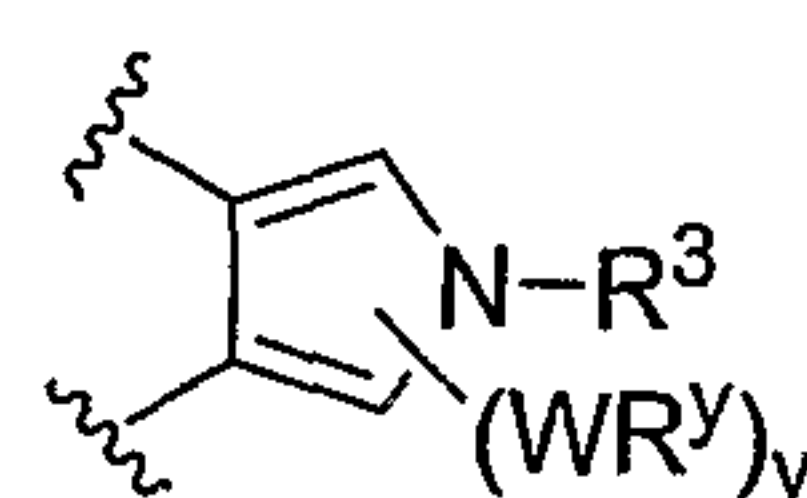
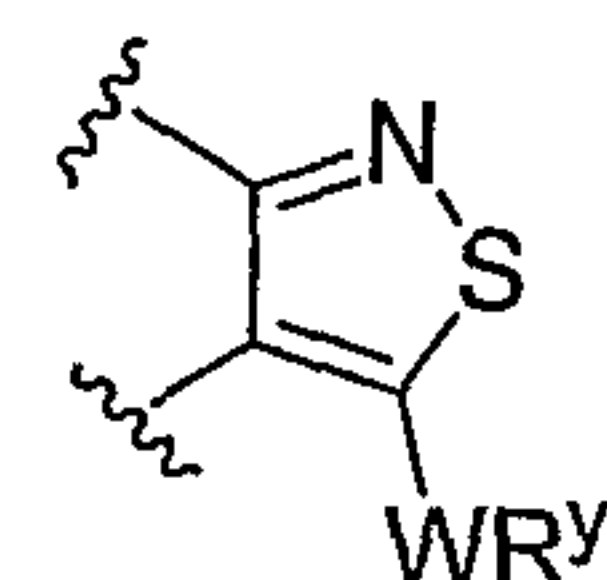
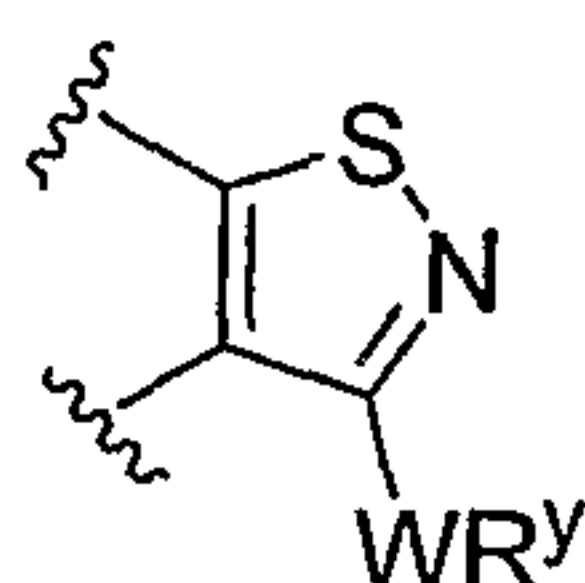
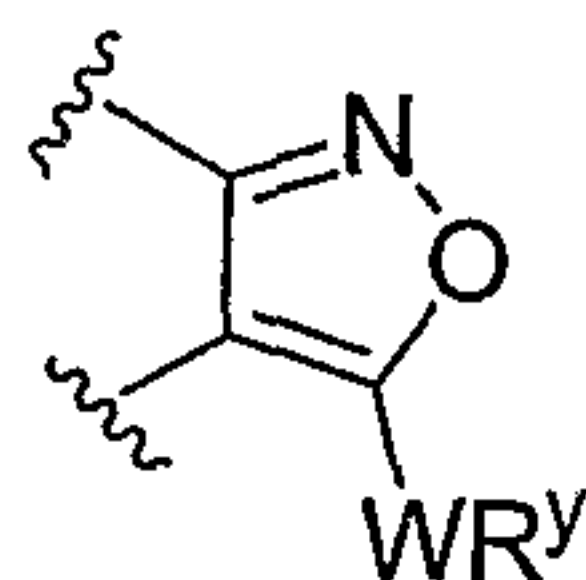
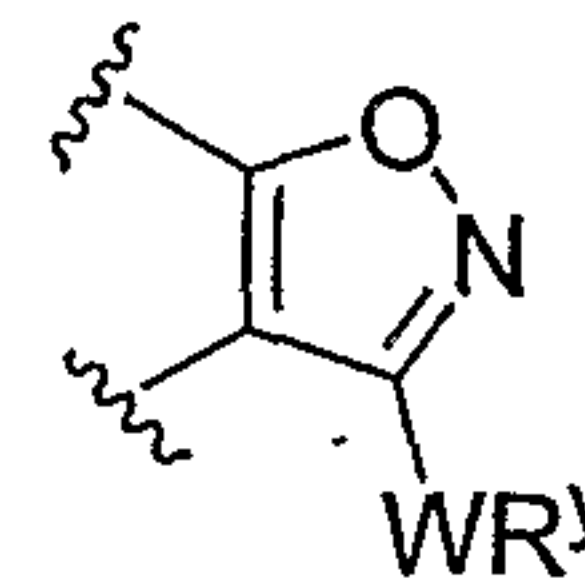
bound to form a fused 6-membered oxygen containing ring: . It will be appreciated that a variety of other rings can be formed when two independent occurrences of R^0 (or R^+ , or any other variable similarly defined herein) are taken together with the atom(s) to which each variable is bound and that the examples detailed above are not intended to be limiting.

[076] 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. 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.

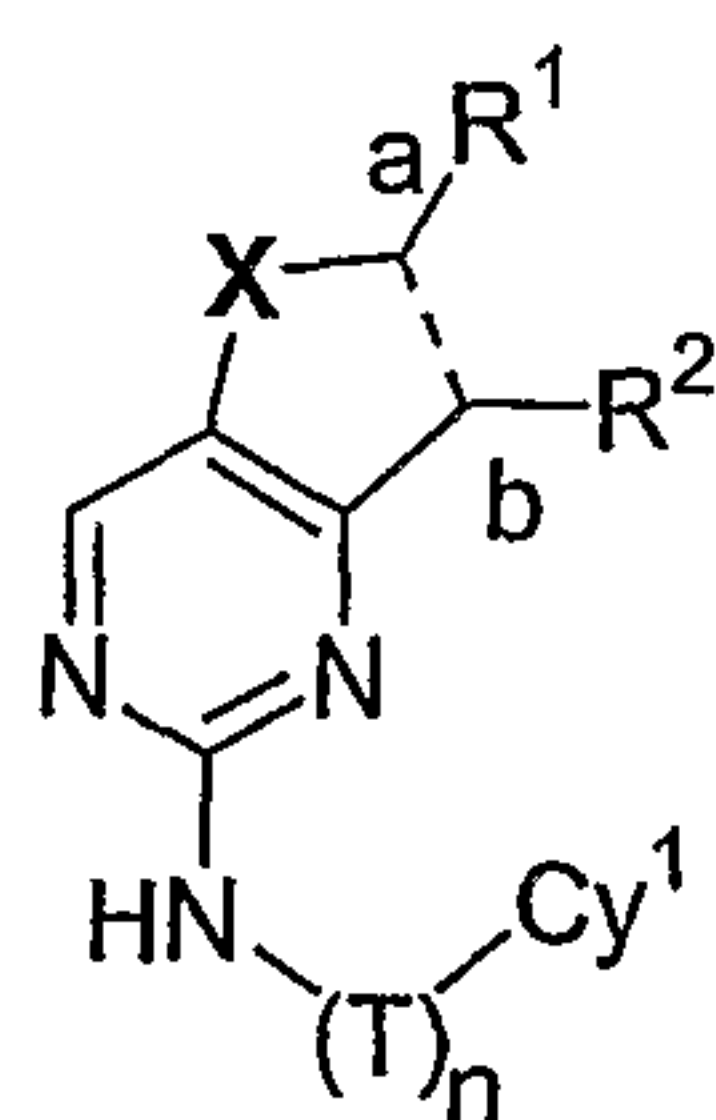
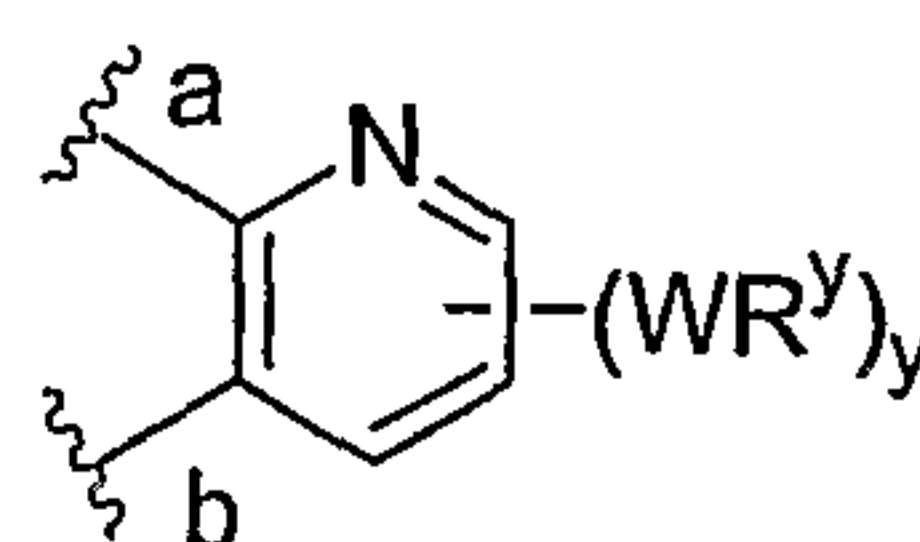
[077] 3. *Description of Exemplary Compounds:*

[078] As described generally above for compounds of formula I, R^1 and R^2 , taken together with the carbon atoms to which they are bound form an optionally substituted 5- or 6-membered aryl or heteroaryl ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur. In certain preferred embodiments, R^1 and R^2 , taken together with the carbon atoms to which they are bound form an optionally substituted 5 or 6-membered aryl or heteroaryl ring selected from one of the following groups:

**i****ii-1****ii-2****ii-3****ii-4****iii-1****iii-2****iii-3****iv-1****iv-2****v-1****v-2****vi-1****vi-2****vii-1****vii-2****viii-1****viii-2****ix-1****ix-2**

**x-1****x-2****xi-1****xi-2****xii****xiii-1****xiii-2****xiii-3****xiii-4****xiv****xv****xvi****xvii****xviii****xix****xx-1****xx-2****xxi-1****xxi-2**

wherein W, R^y, y, and R³ are as defined generally above and in classes and subclasses herein. It should be understood that the orientation of the rings i to xxi-2 relative to formula I is as follows:

**I****ii.**

[079] In more preferred embodiments, R¹ and R², taken together with the carbon atoms to which they are bound form an optionally substituted 5- or 6-membered aryl or heteroaryl

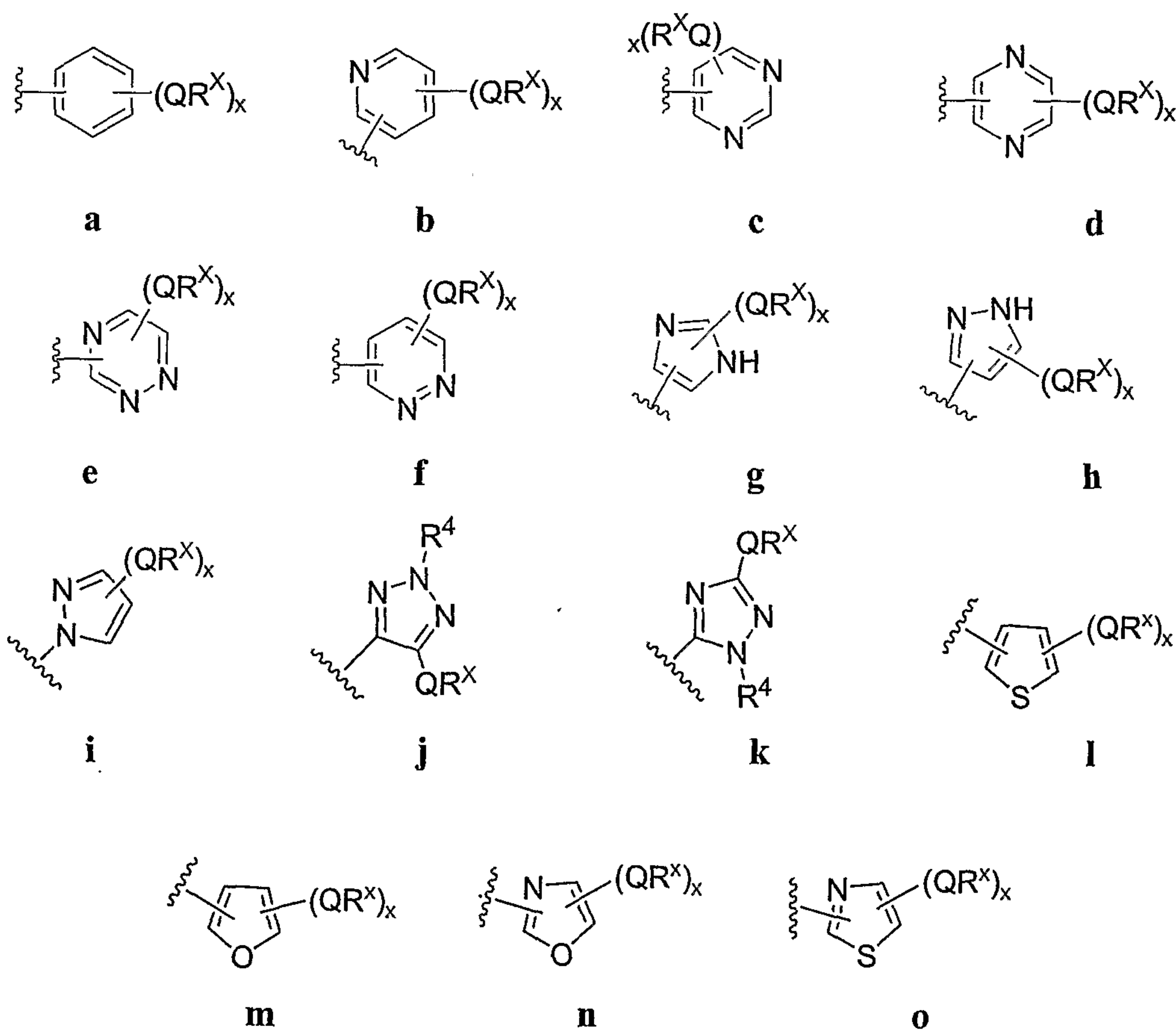
ring selected from phenyl (i), pyridyl (ii-1, ii-2, ii-3, ii-4), pyrazolyl (xiii-1, xiii-2, xiii-3, and xiii-4), oxadiazolyl (xiv), thiophenyl (iv-1, iv-2, and xviii), or thiazolyl (viii-1 and viii-2).

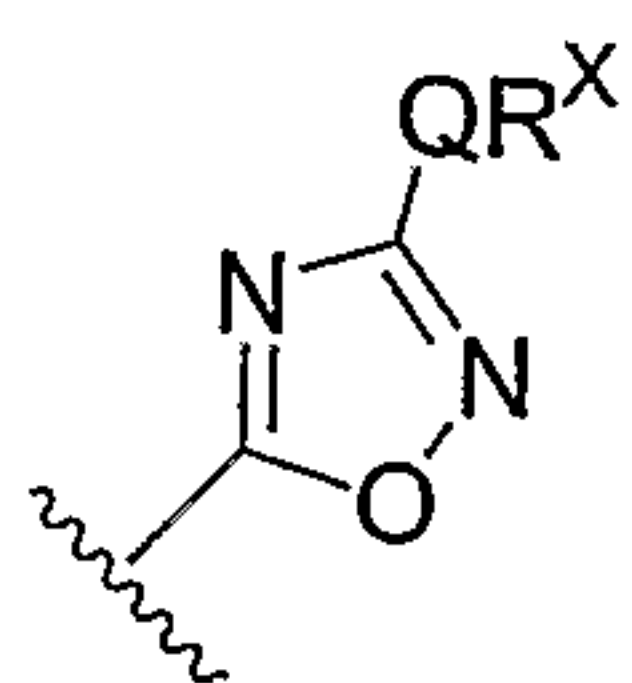
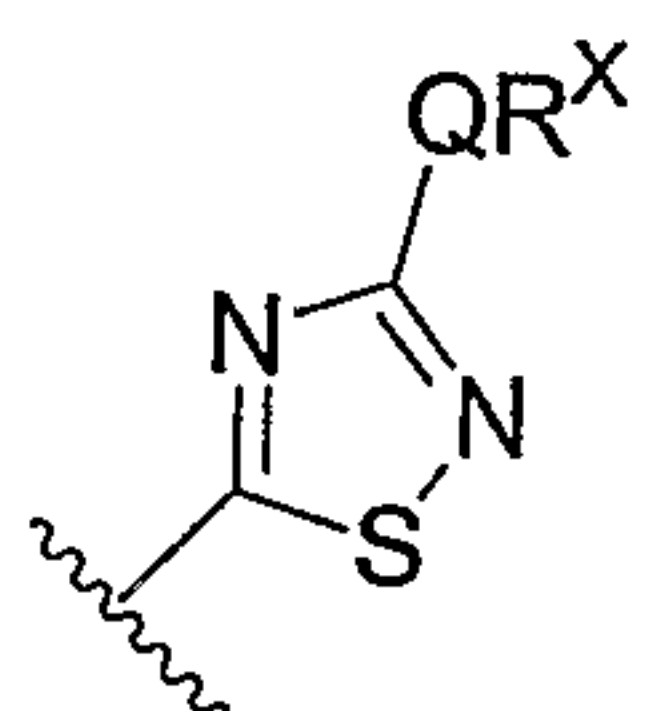
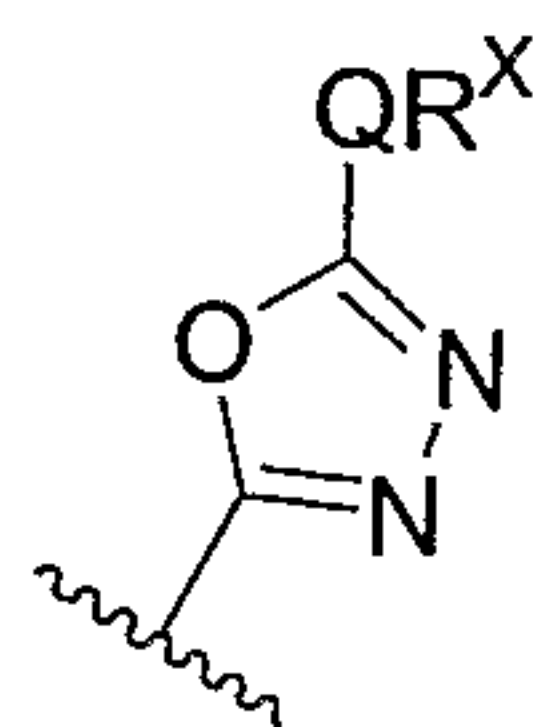
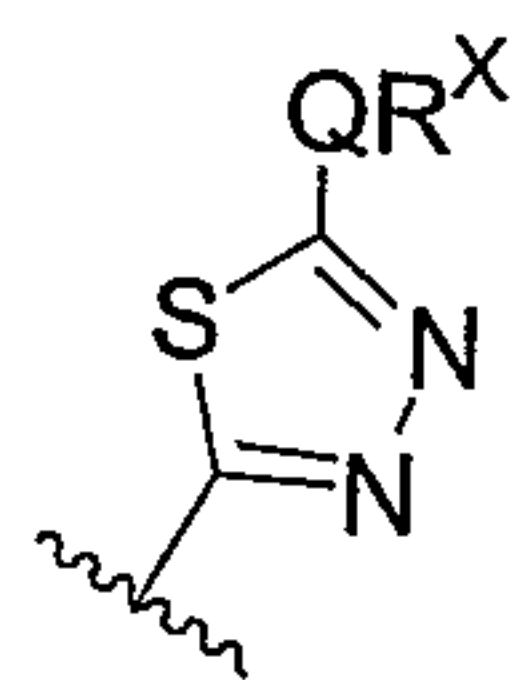
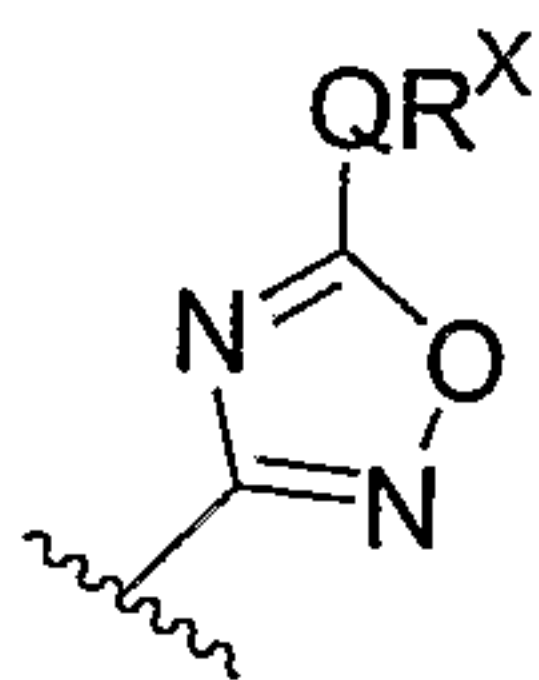
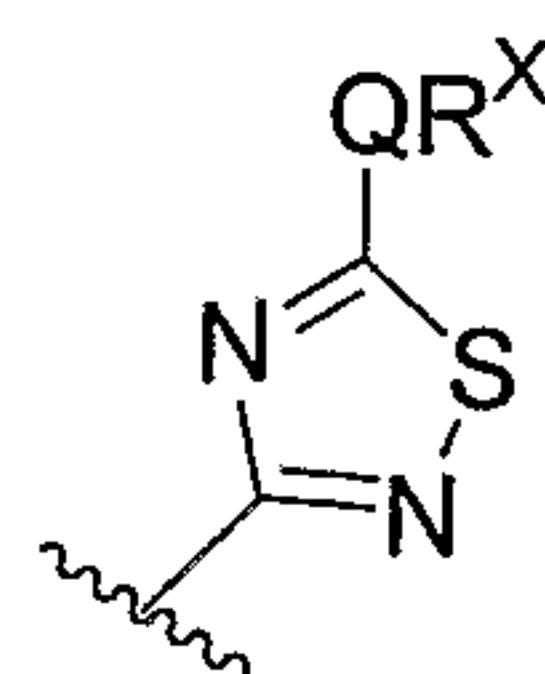
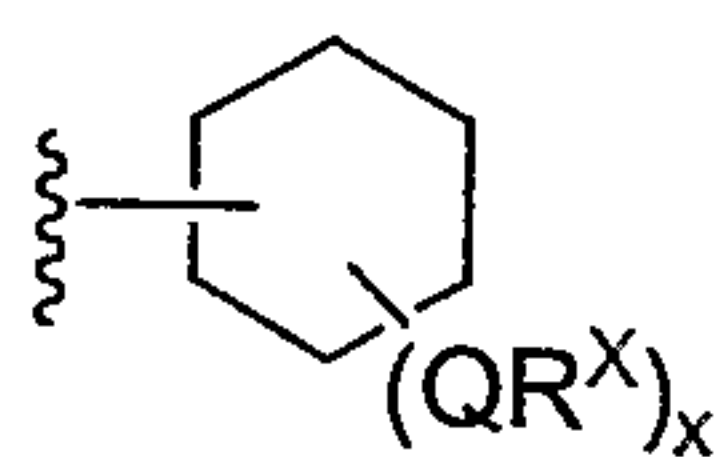
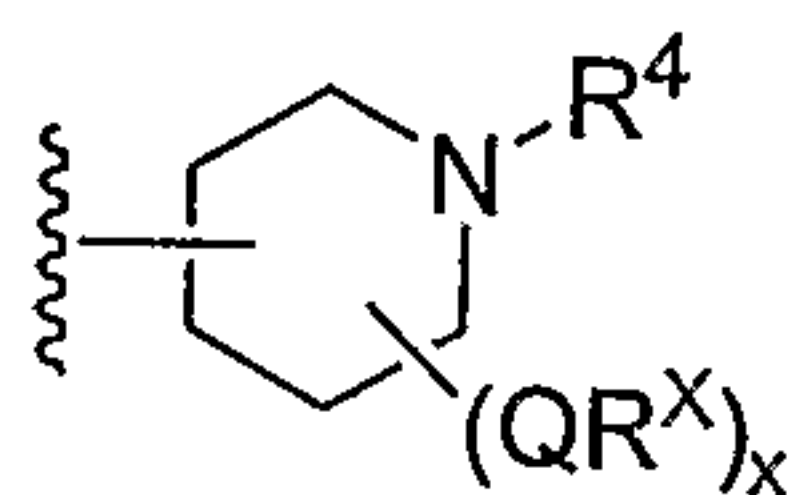
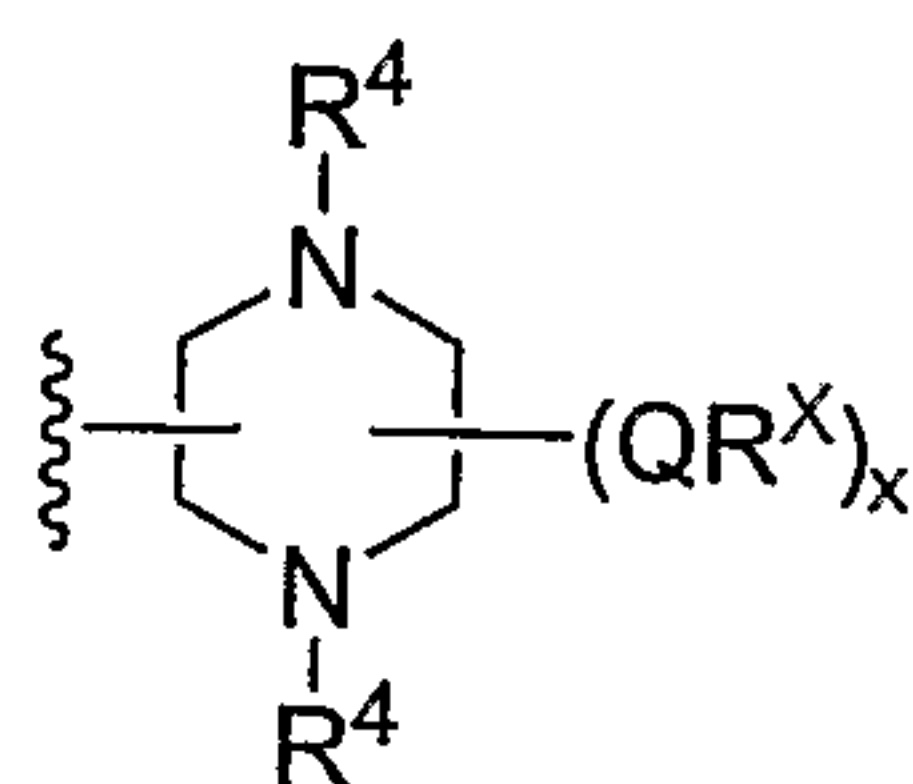
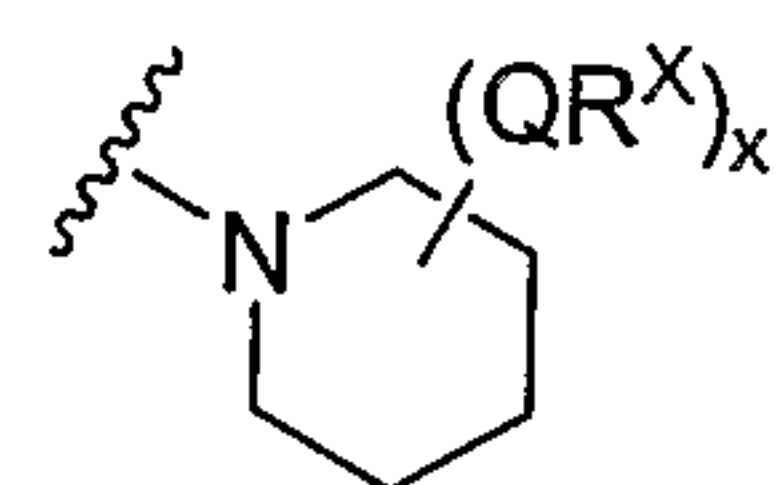
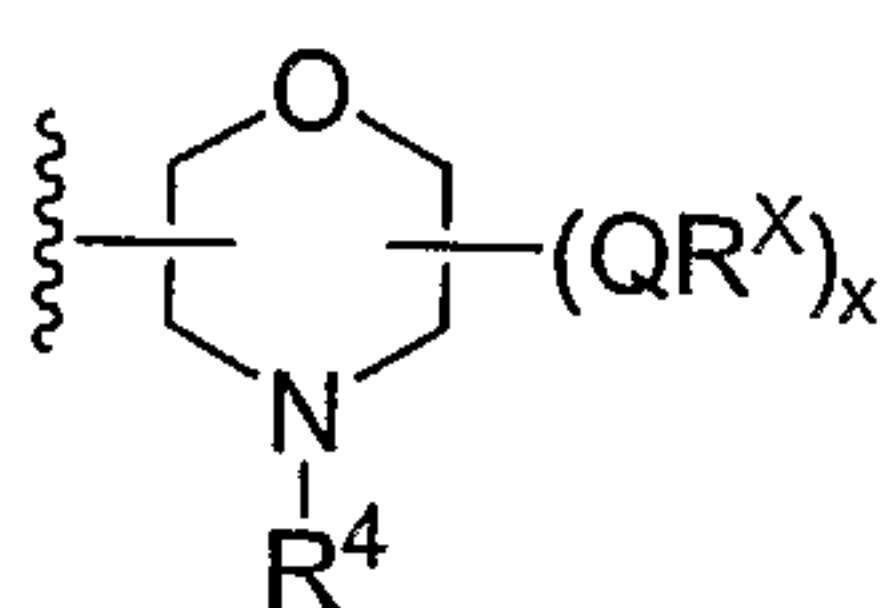
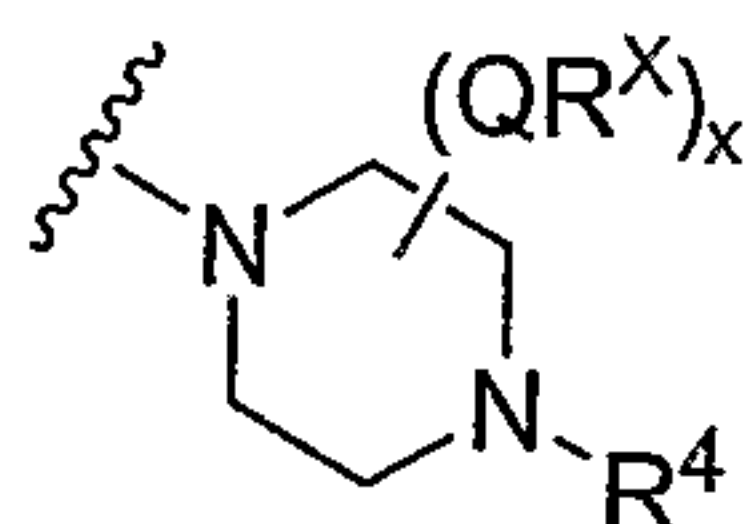
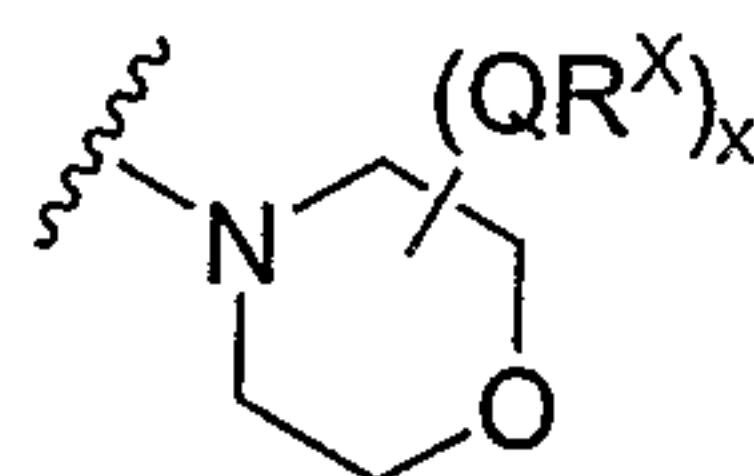
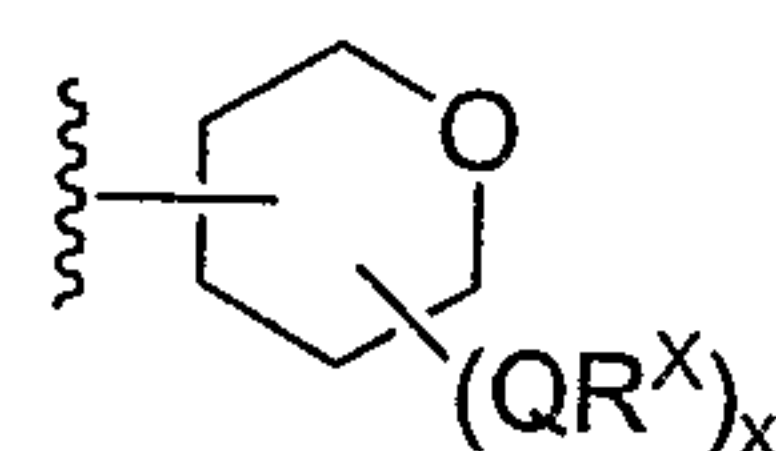
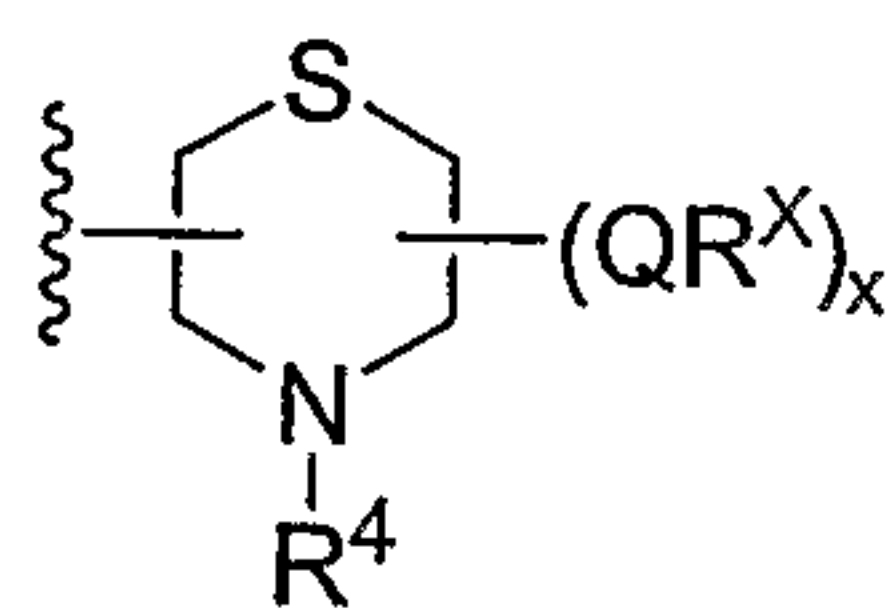
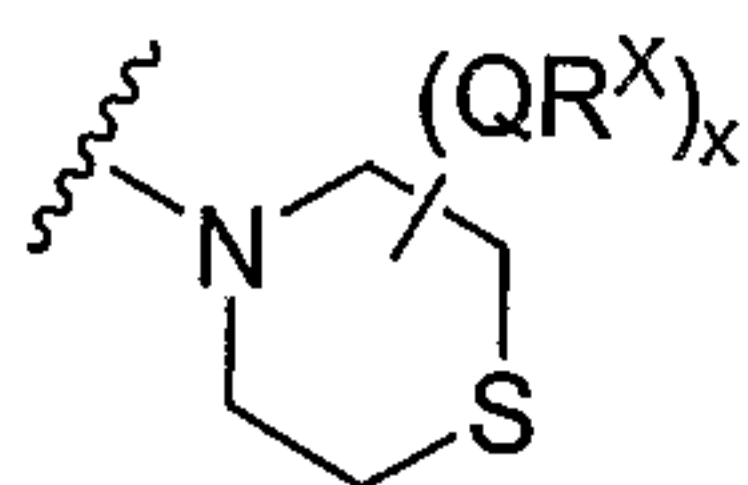
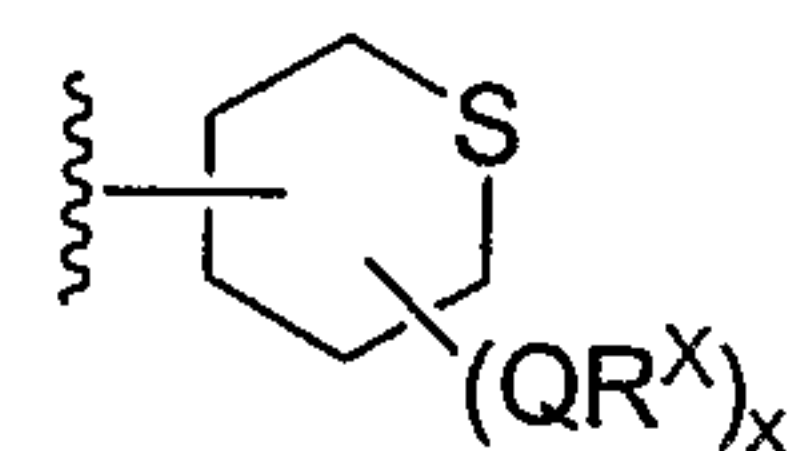
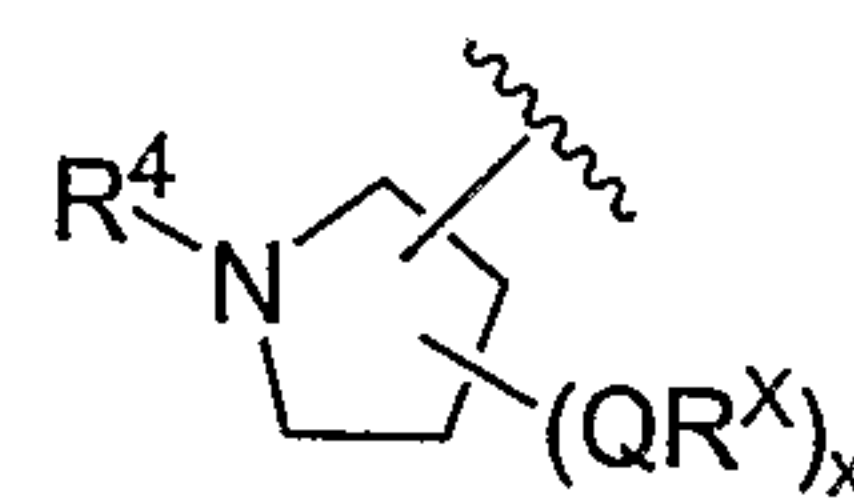
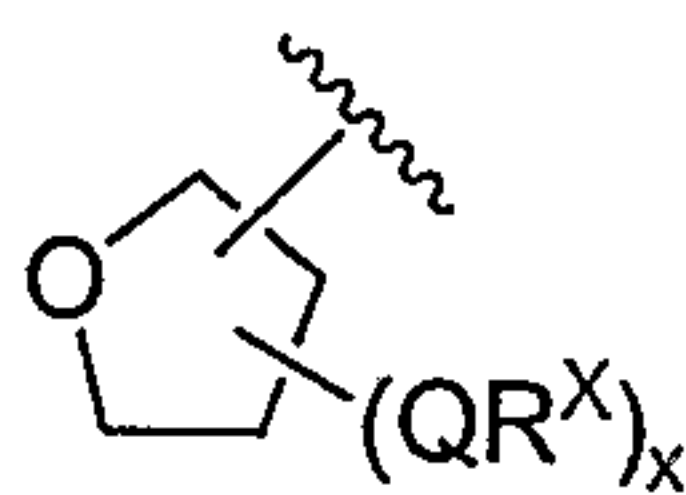
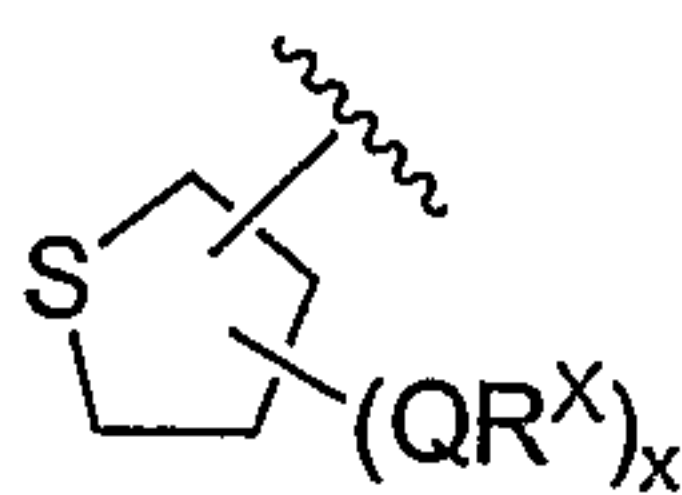
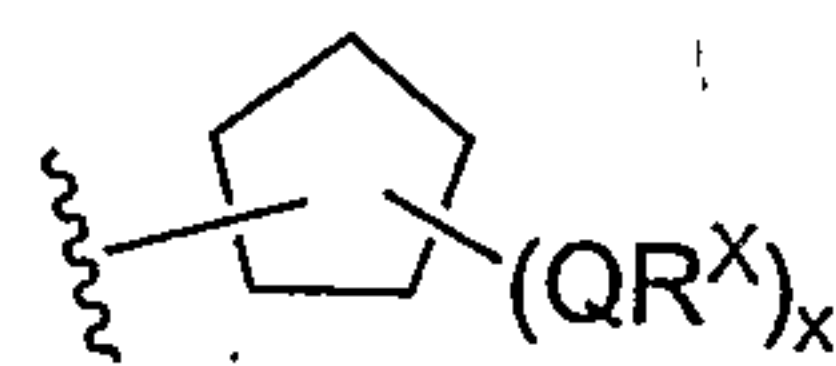
[080] It will be appreciated that the ring formed by R^1 and R^2 taken together is optionally substituted at one or more carbon atoms with y independent occurrences of $-WR^y$, wherein y is 0-5; and is optionally substituted at one or more substitutable nitrogen atoms with $-R^3$. In preferred embodiments, each occurrence of WR^y , when present, is independently halogen, CN, NO_2 , $-N(R')_2$, $-CH_2N(R')_2$, $-OR'$, $-CH_2OR'$, $-SR'$, $-CH_2SR'$, $-COOR'$, $-NRCOR'$, $-CON(R')_2$, $-S(O)_2N(R')_2$, or an optionally substituted group selected from C_{1-4} alkyl, aryl, or heteroaryl. In more preferred embodiments, $-WR^y$ groups are each independently F, Cl, Br, I, Me, Et, $-CN$, $-OMe$, $-SMe$, $-NMe_2$, $-NEt_2$, $-COOMe$, $-COOH$, $-OH$, $-SO_2NH_2$, $-CON(CH_3)_2$, $-CO$ (optionally substituted N-piperazinyl), $-CO$ (N-morpholinyl) (including optionally substituted N-morpholinyl), $-CO$ (N-piperidinyl) (including optionally substituted N-piperidinyl), $-CH_2N(Me)_2$, $-CH_2N(Et)_2$, or an optionally substituted group selected from C_{1-4} alkoxy, phenyl, phenyloxy, benzyl, benzyloxy, pyridyl, pyrimidinyl, thiophene, N-morpholinyl, N-piperidinyl, N-piperazinyl, or furanyl. In another more preferred embodiment, $-WR^y$ groups are each independently CF_3 , F, Cl, Br, I, Me, Et, $-CN$, $-OMe$, $-SMe$, $-NMe_2$, $-NEt_2$, $-COOMe$, $-COOH$, $-OH$, $-SO_2NH_2$, $-CON(CH_3)_2$, $-CO$ (optionally substituted N-piperazinyl), $-CO$ (N-morpholinyl) (including optionally substituted N-morpholinyl), $-CO$ (N-piperidinyl) (including optionally substituted N-piperidinyl), $-CO$ (pyrrolidinyl) (including optionally substituted pyrrolidinyl), $-CO$ (N(H)-pyrrolidinyl) (including $-CO$ (N-pyrrolidinyl), wherein each pyrrolidinyl is optionally substituted), $-CH_2N(Me)_2$, $-CH_2N(Et)_2$, or an optionally substituted group selected from C_{1-4} alkoxy, phenyl, phenyloxy, benzyl, benzyloxy, pyridyl, pyrimidinyl, thiophene, N-morpholinyl, N-piperidinyl, N-piperazinyl, furanyl, pyrrolidinyl, or $-N(H)$ pyrrolidinyl. In other preferred embodiments, y is 1 and WR^y is an optionally substituted aryl or heteroaryl group. Preferred substituents for the optionally substituted aryl or heteroaryl group include $-VR^V$; wherein V is a bond or is a C_1 - C_6 alkylidene chain wherein up to two non-adjacent methylene units of V are independently optionally replaced by CO, CO_2 , COCO, CONR, OCONR, NRNR, NRNRCO, NRCO, NR CO_2 , NRCONR, SO, SO_2 , NR SO_2 , SO_2 NR, NR SO_2 NR, O, S, or NR; and each occurrence of R^V is independently selected from R' , halogen, NO_2 , or CN, or $-QR^X$ is $=O$, $=S$, or $=NR'$. In still other embodiments, y is 1 and WR^y is $-CH_2N(R')_2$, $-N(R')_2$, or $-CON(R')_2$.

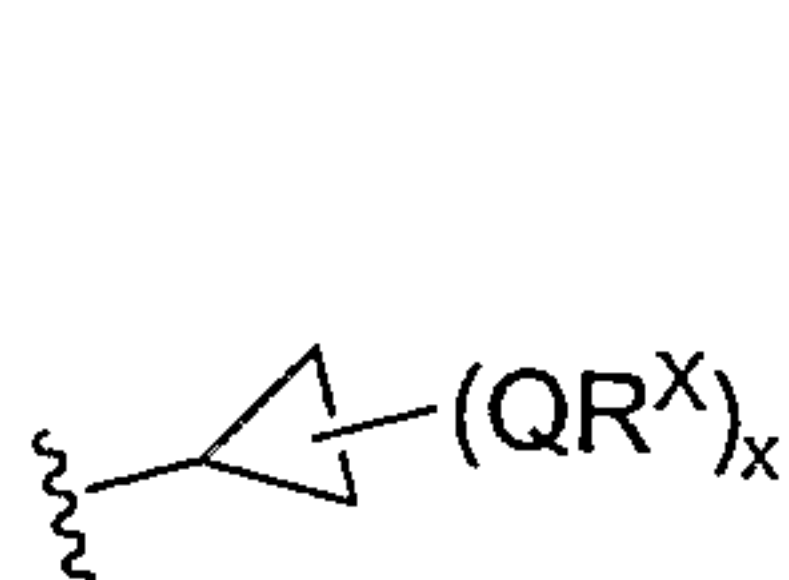
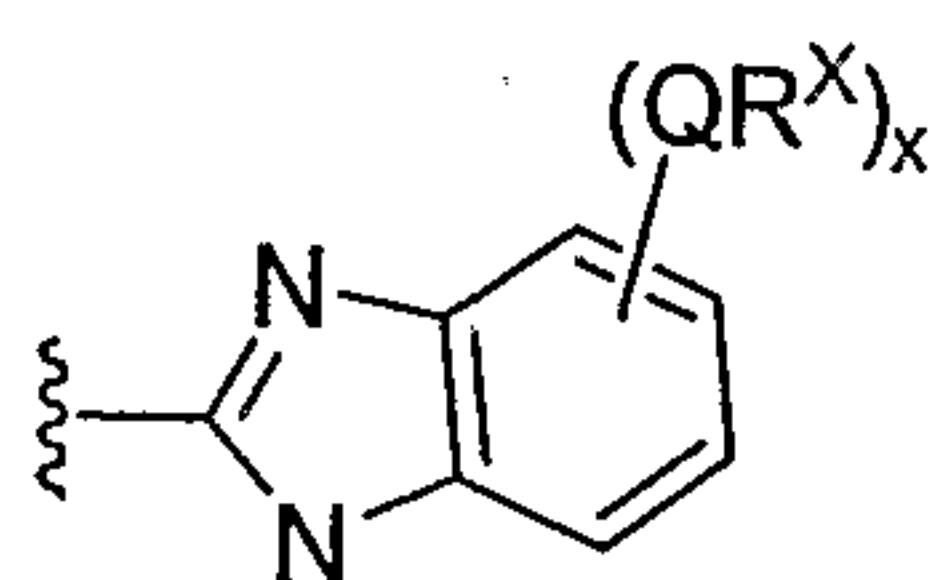
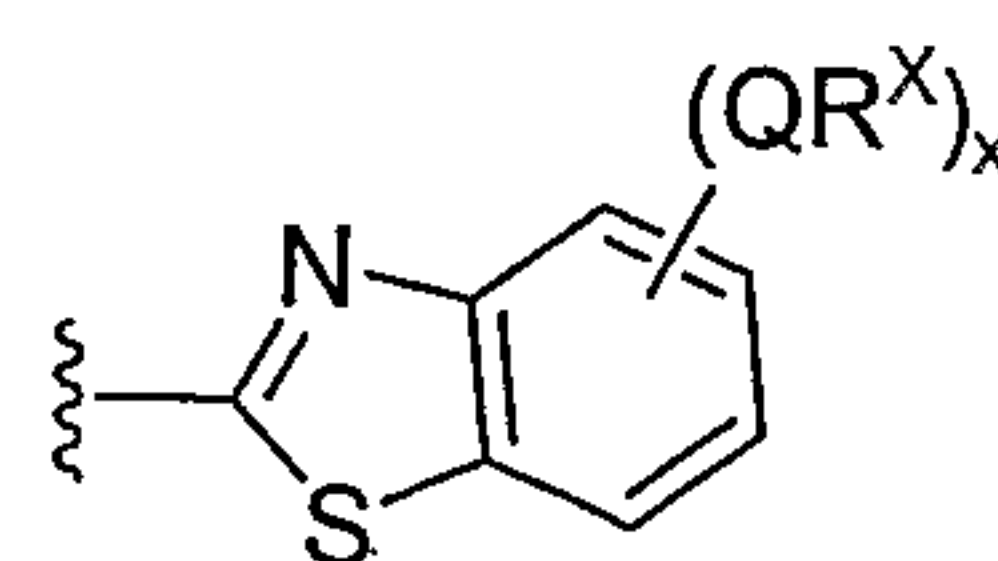
Most preferred WR^y groups and substituents thereof include those shown below in Tables 1-8. In certain embodiments, y is 0.

[081] Preferred T groups, when present, include, but are not limited to, $-CH_2-$, $-CH_2CH_2-$, $-CO-$ and $-SO_2-$. Alternatively, T groups, when present are $-C(H)(CH_3)-$, $-C(H)(CH_3)CH_2-$, $-CH_2C(H)(CH_3)-$, or $-CH_2CH_2CH_2-$. In certain other preferred embodiments, n is 0 and T is absent. In most preferred embodiments, T is absent ($n=0$) or T is $-CO-$.

[082] As described generally above, Cy^1 is a 3-7 membered saturated, partially unsaturated, or fully unsaturated monocyclic ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur, or an 8-10 membered saturated, partially unsaturated, or fully unsaturated bicyclic ring system having 0-5 heteroatoms independently selected from nitrogen, oxygen, or sulfur. In certain embodiments, for compounds of general formula I, Cy^1 is selected from one of the following groups:

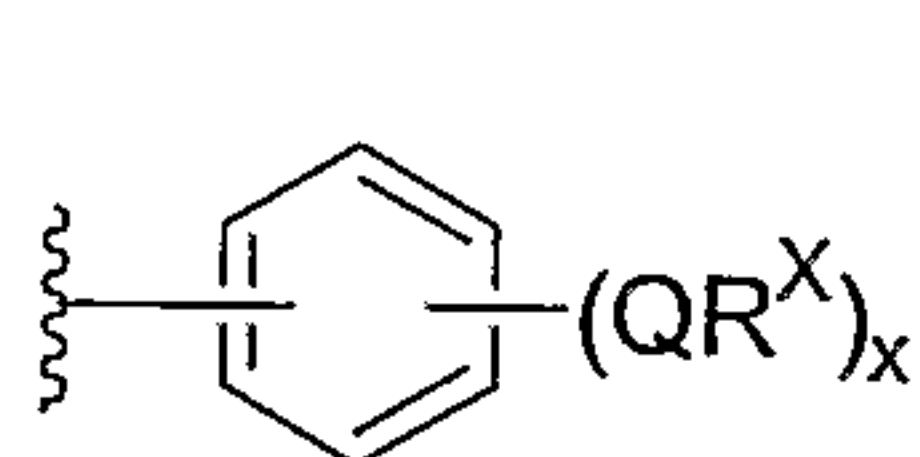
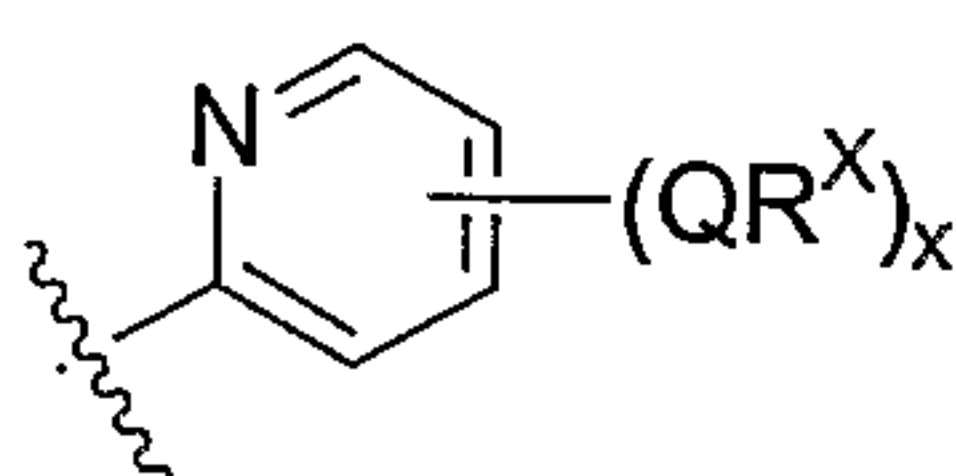
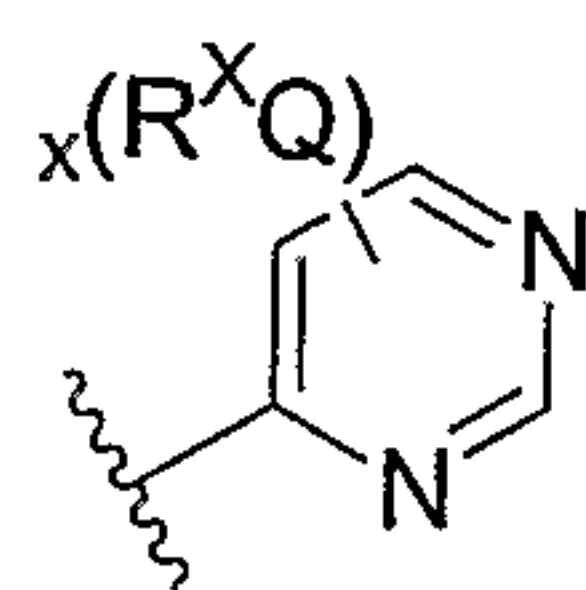
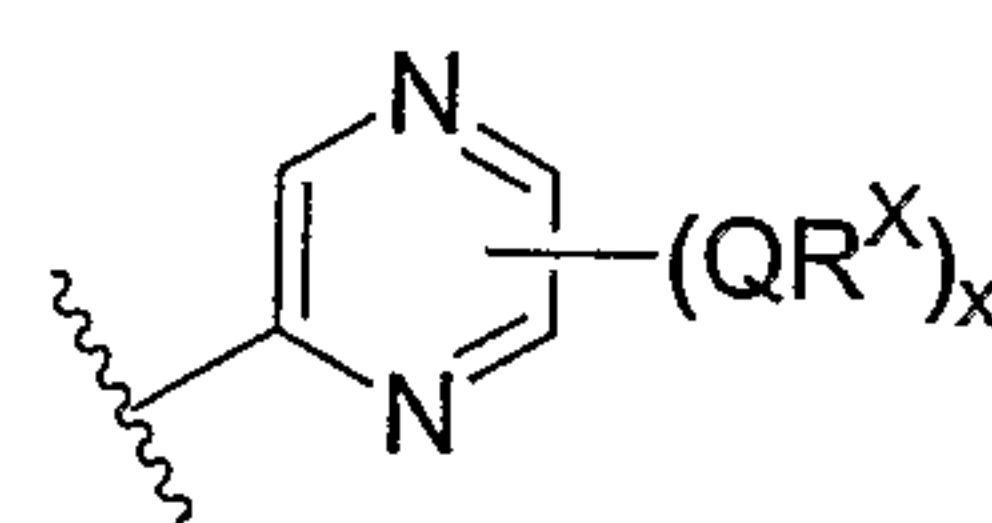
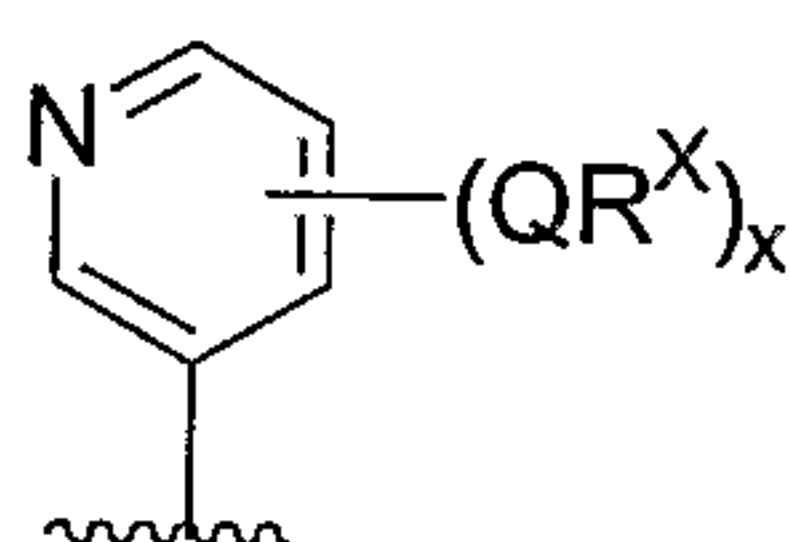
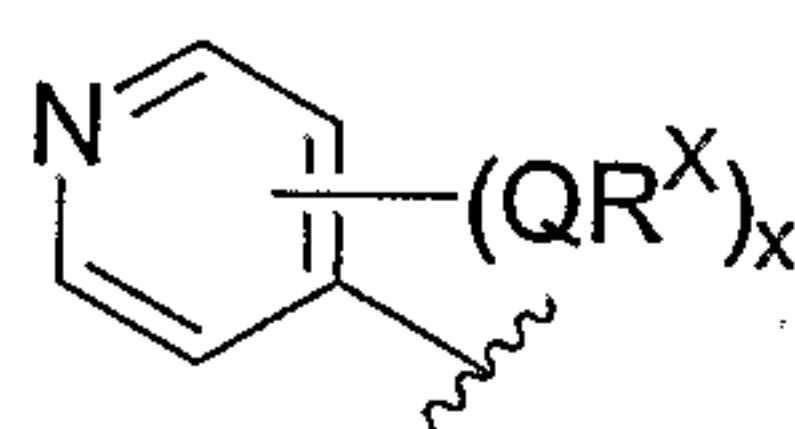
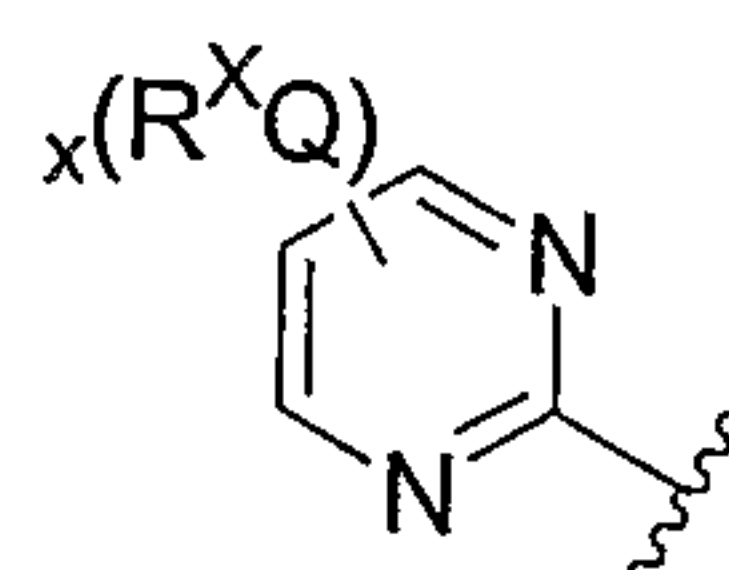
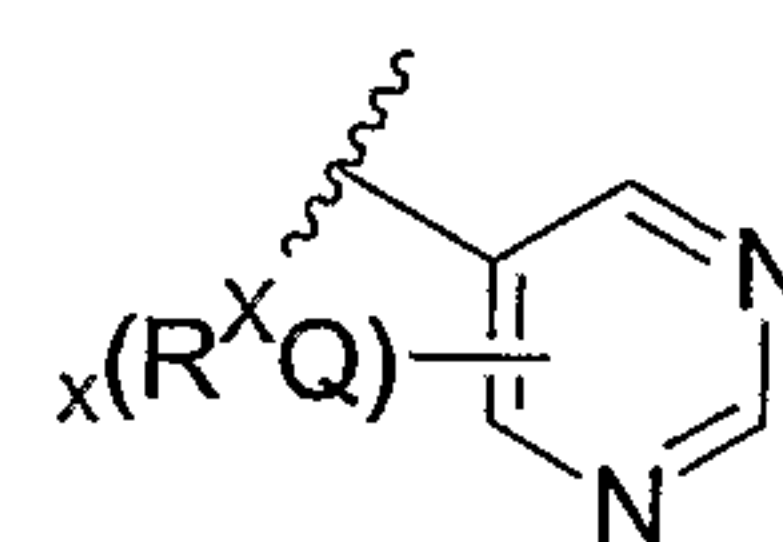
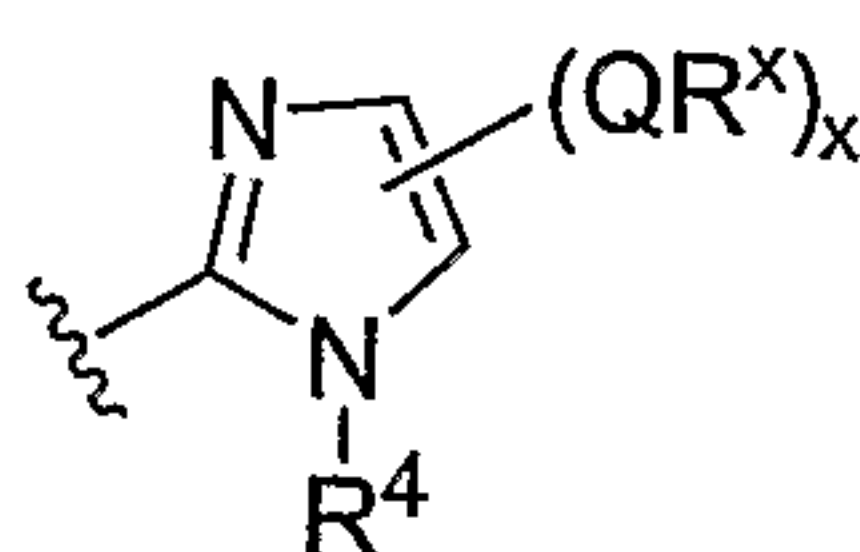
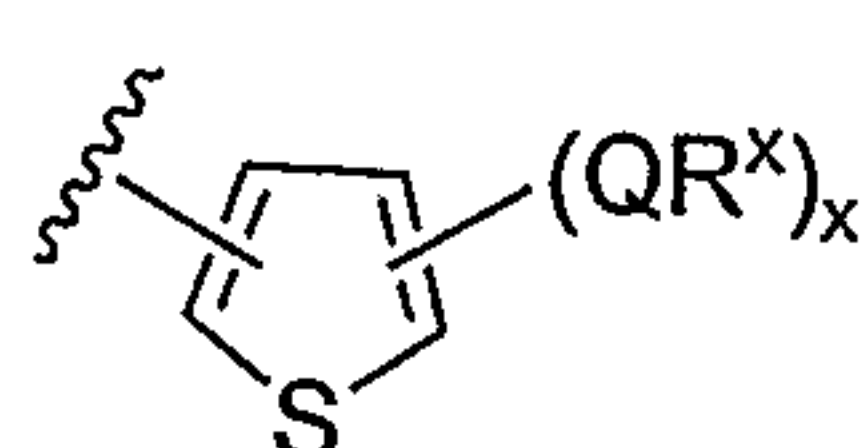
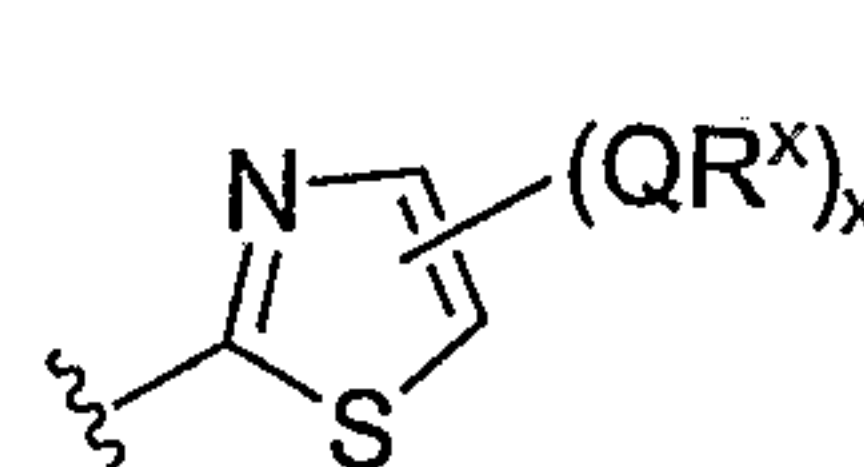
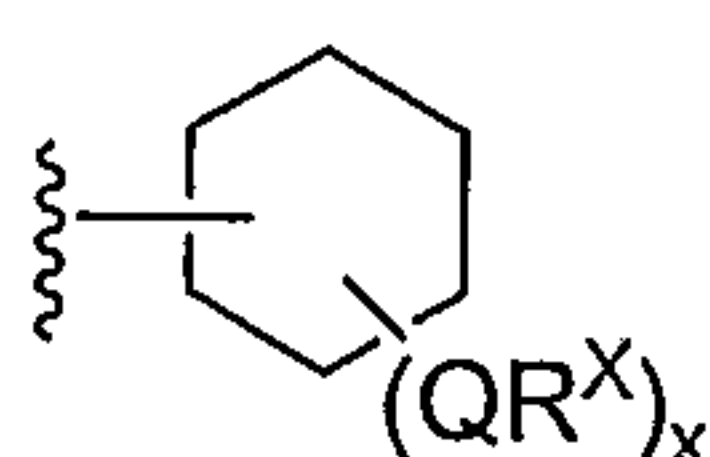
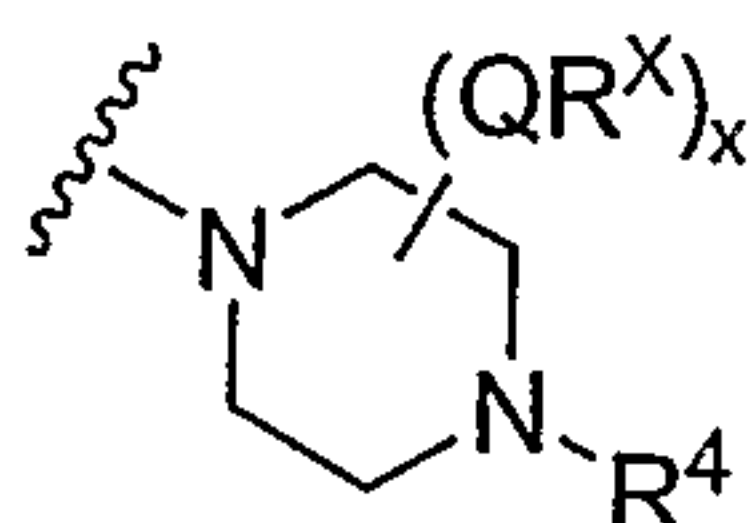
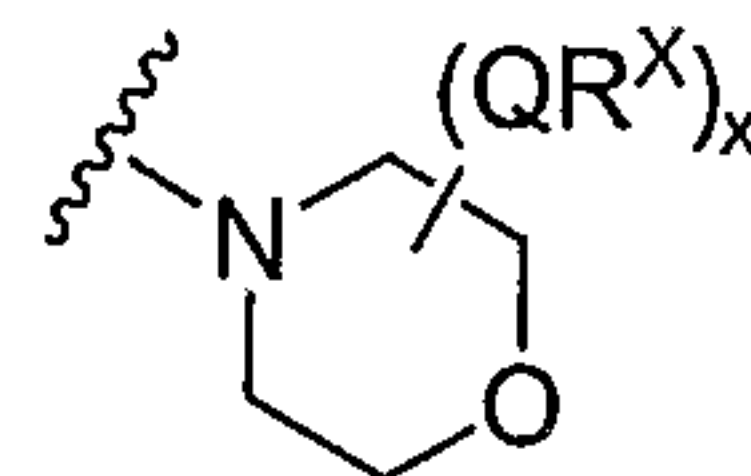
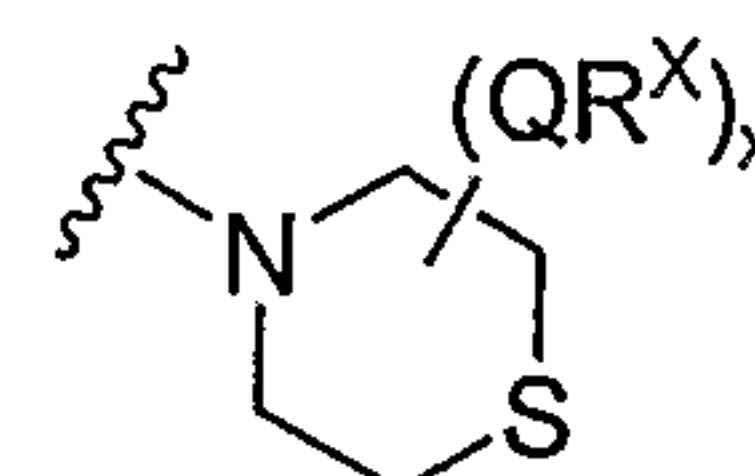


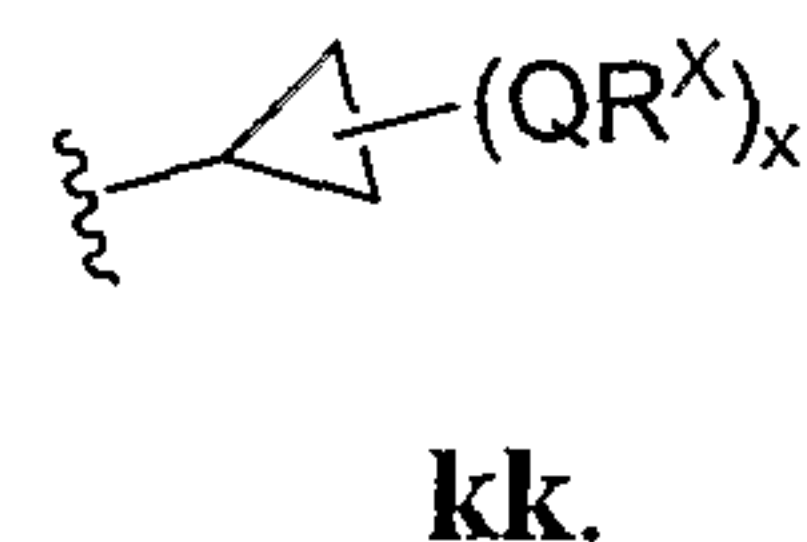
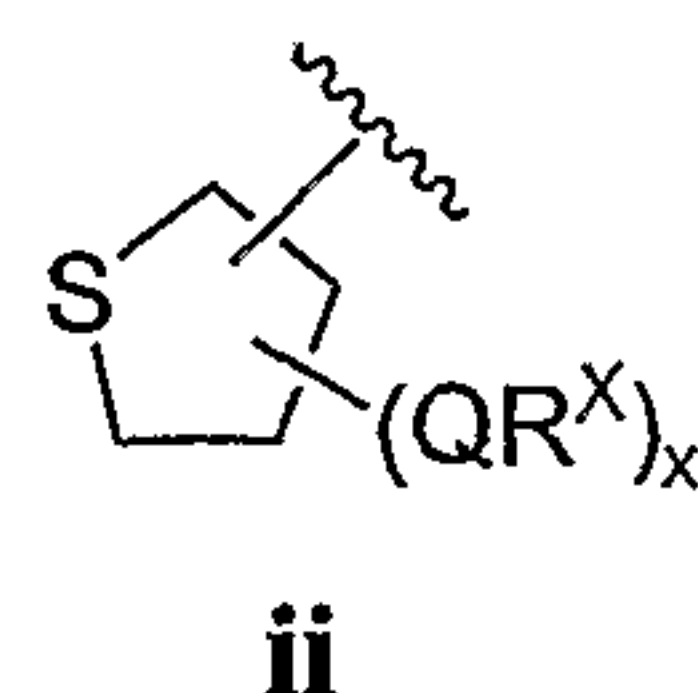
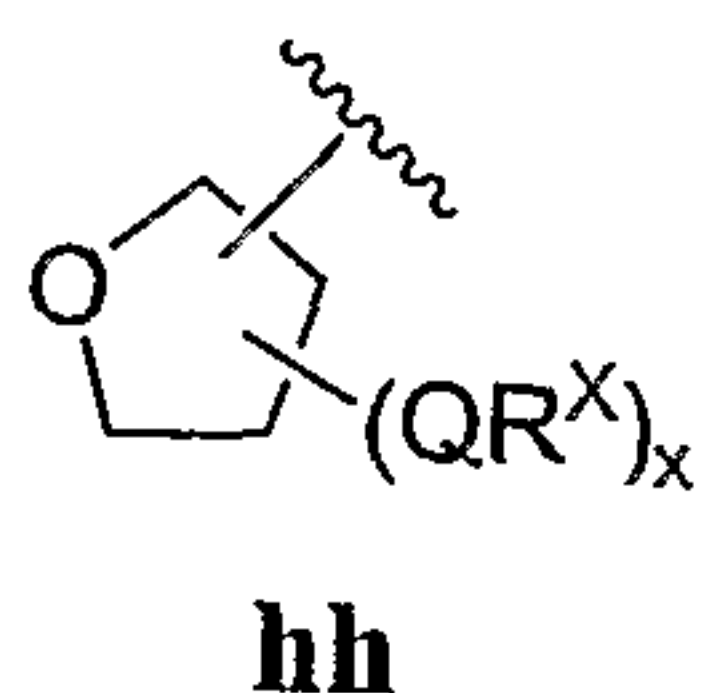
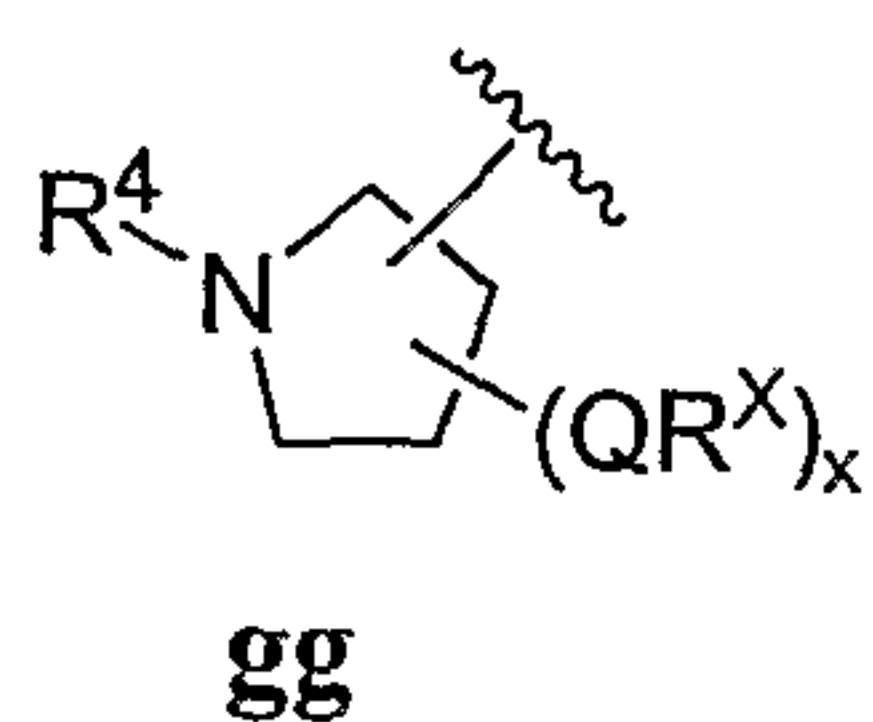
**p****q****r****s****t****u****v****w****x****y****z****aa****bb****cc****dd****ee****ff****gg****hh****ii****jj**

**kk****ll****mm**

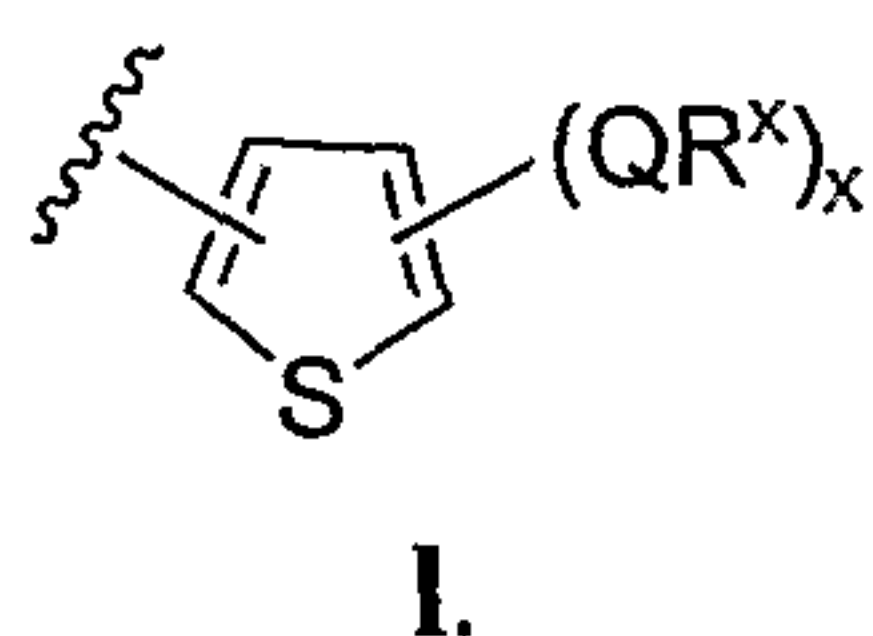
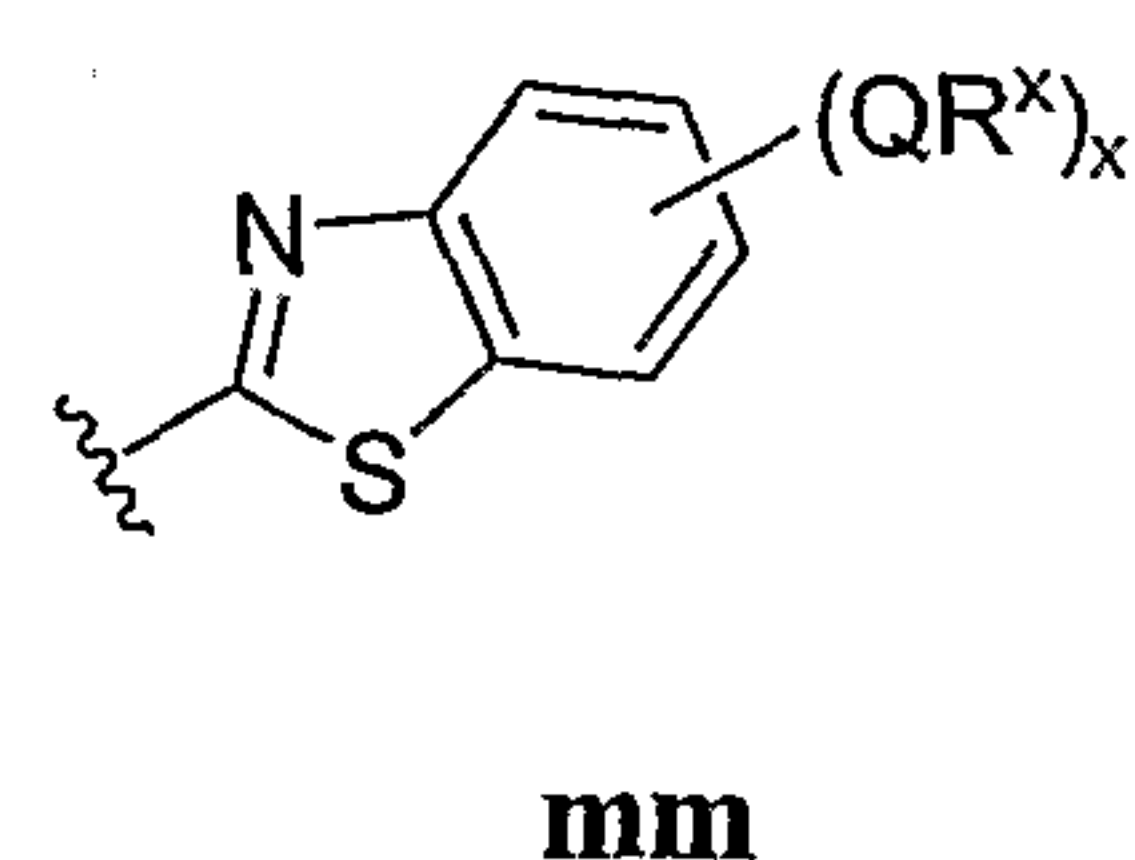
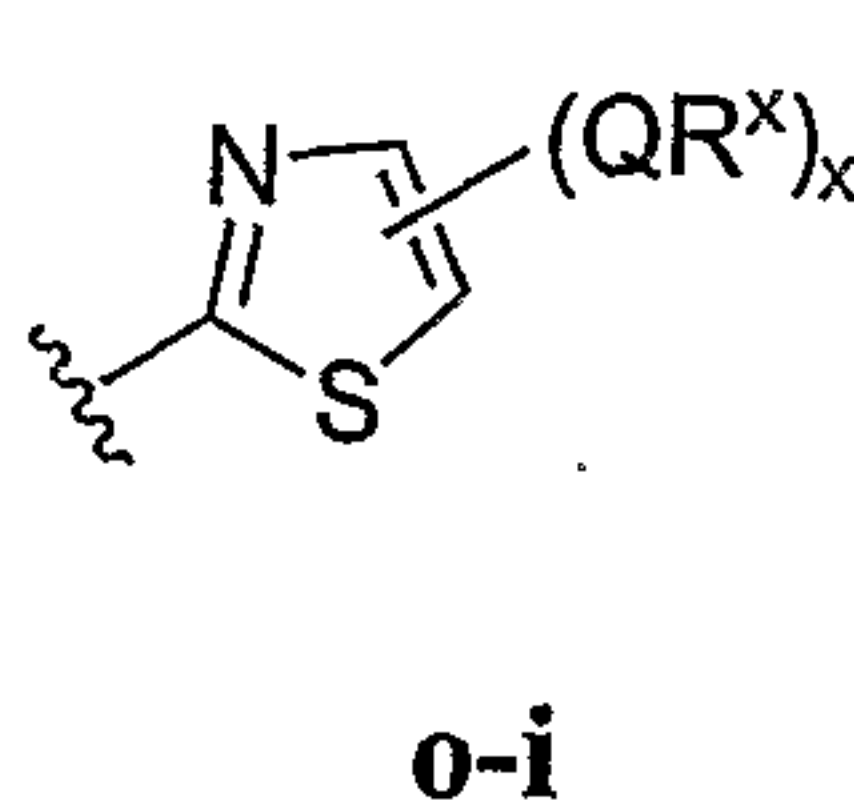
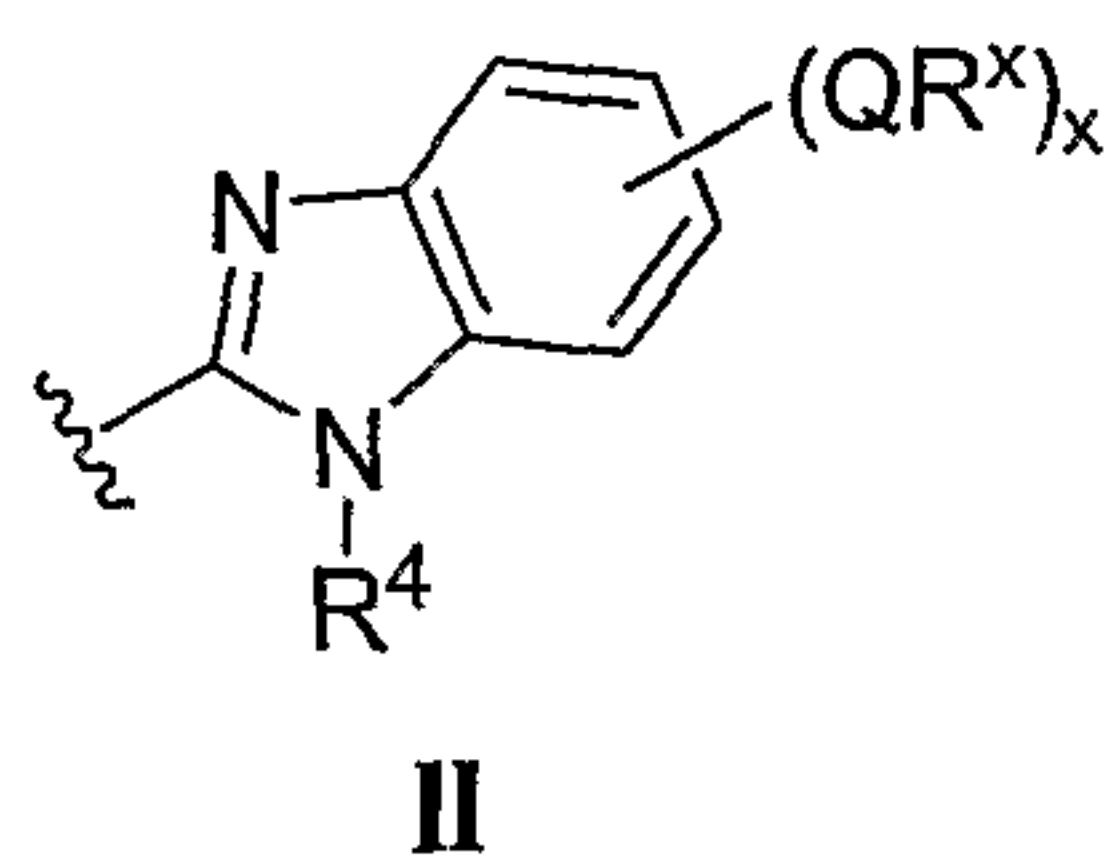
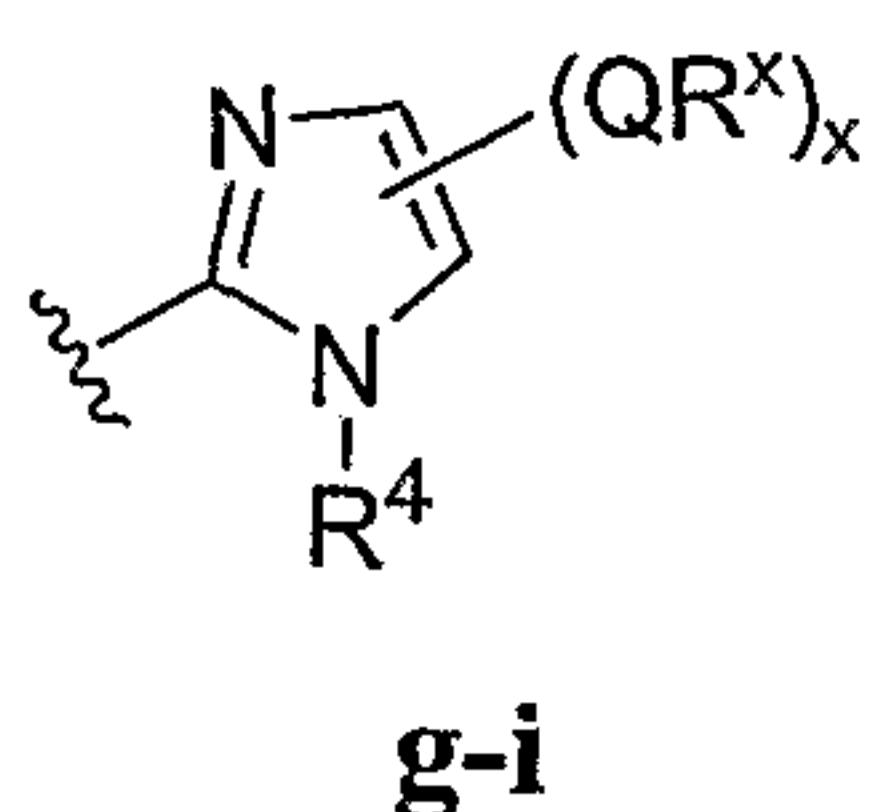
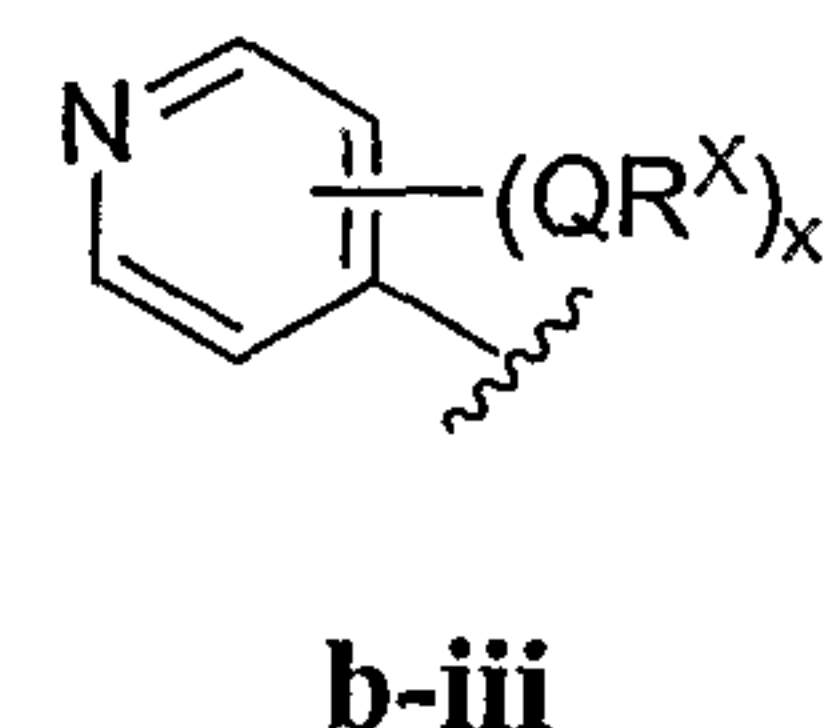
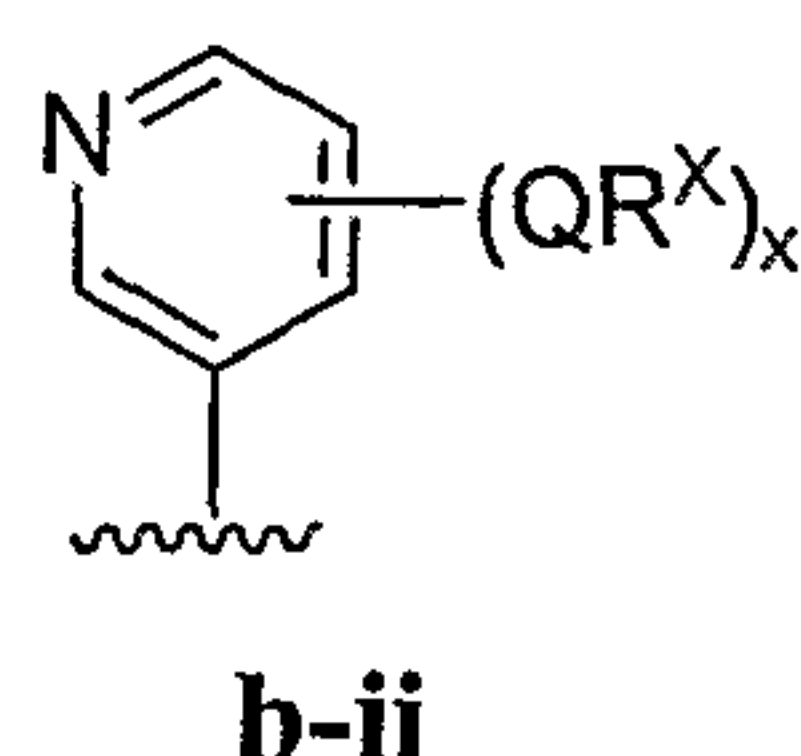
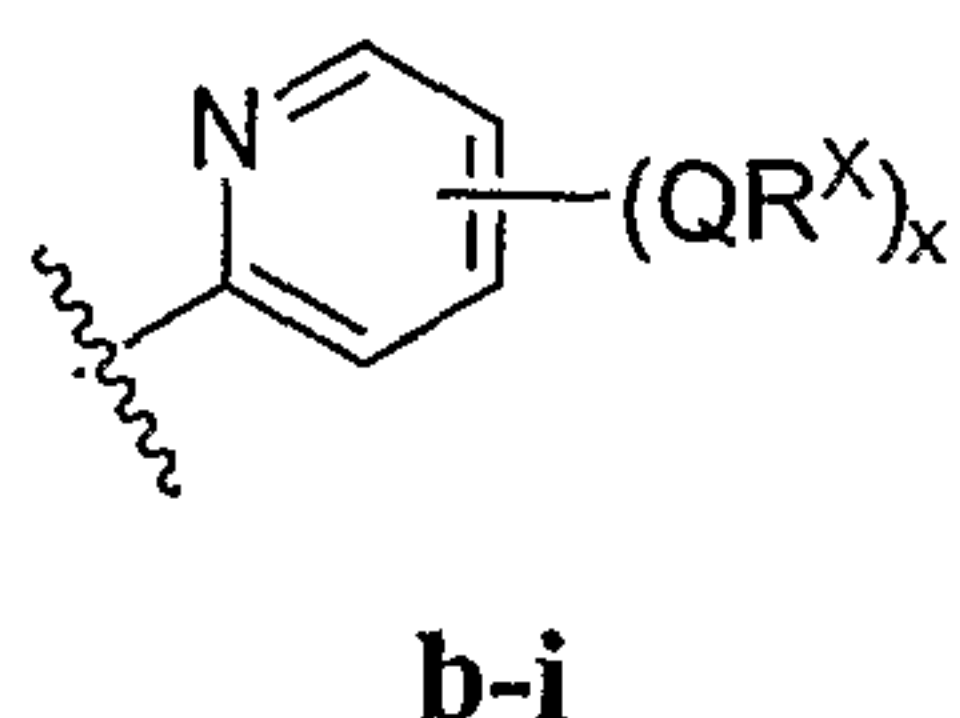
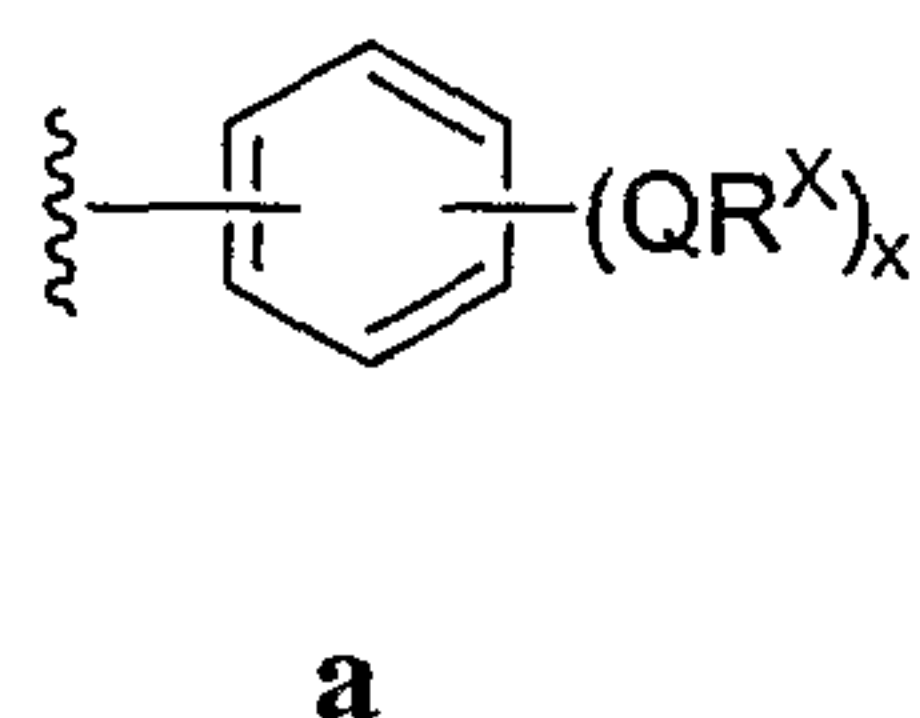
wherein Q, R⁴ and R^X are as defined generally above and in classes and subclasses herein, and x is 0-5.

[083] In more preferred embodiments, Cy¹ is selected from phenyl (**a**), pyridyl (**b**) (preferably attached in the 2-, 3, or 4- position as shown below by **b-i**, **b-ii**, and **b-iii**), pyrimidinyl (**c**) (preferably attached in the 2-, 4- or 5- position as shown by **c-i**, **c-ii**, and **c-iii**), imidazolyl (**g**) (preferably attached in the 2-, 4- or 5- position as shown by **g-i**), thienyl (**l**), thiazolyl (**o**) (preferably attached in the 2-position as shown by **o-i**), cyclohexyl (**v**), piperazinyl (**aa**), morpholinyl (**bb**), thiomorpholinyl (**ff**), pyrrolidinyl (**gg**), tetrahydrofuryl (**hh**), tetrahydrothiofuryl (**ii**), and cyclopropyl (**kk**):

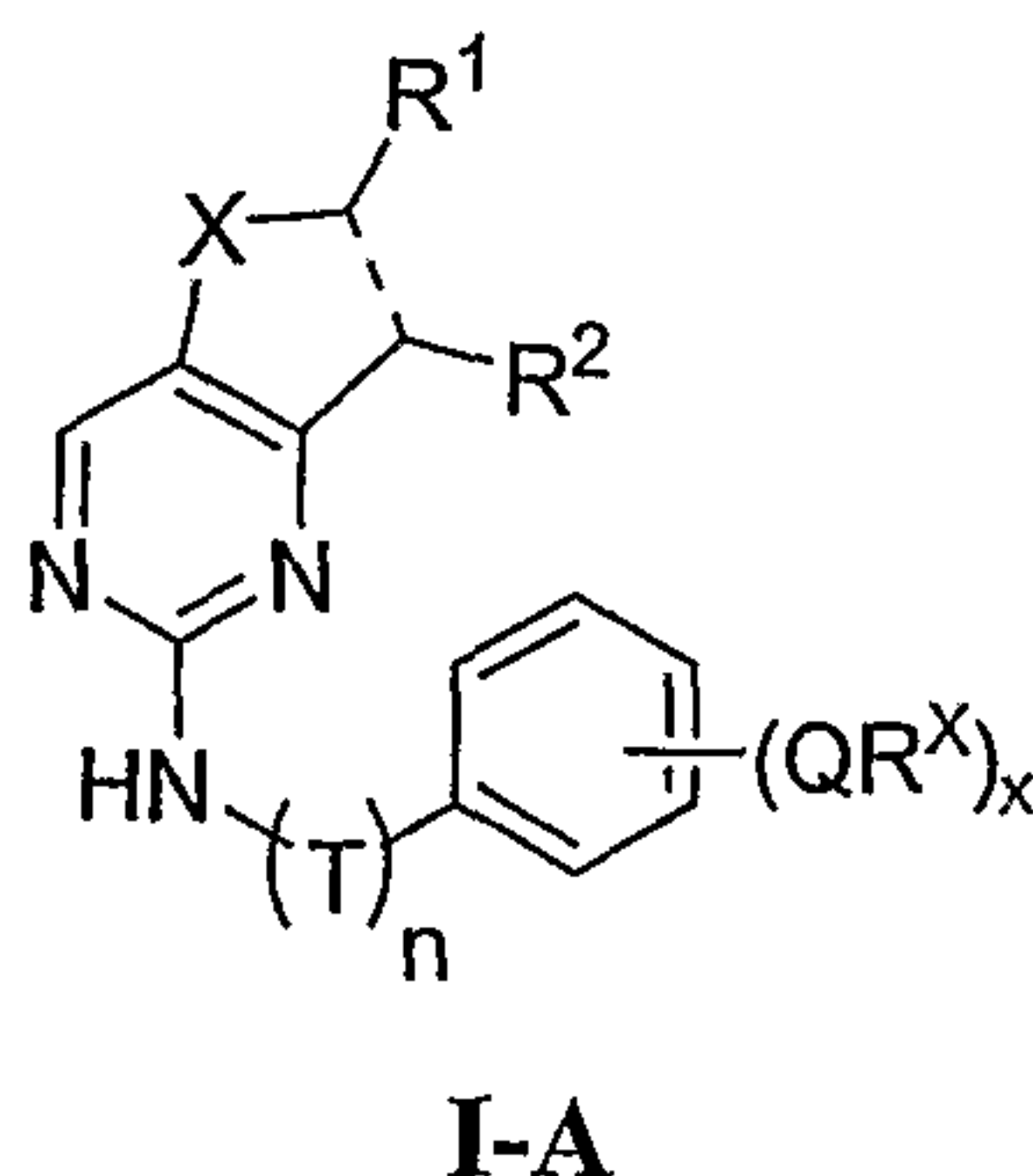
**a****b-i****c-i****d****b-ii****b-iii****c-ii****c-iii****g-i****l****o-i****v****aa****bb****ff**



[084] In other preferred embodiments, Cy^1 is selected from phenyl (a), pyridyl (b) (preferably attached in the 2-, 3, or 4- position as shown by **b-i**, **b-ii**, and **b-iii**), imidazolyl (g) (preferably attached in the 2-, 4- or 5- position as shown by **g-i**), benzimidazol-2-yl (**II**), thiazolyl (o) (preferably attached in the 2-position as shown by **o-i**), benzthiazol-2-yl (**mm**), and thienyl (**I**):



[085] In most preferred embodiments Cy^1 is selected from phenyl (a), and compounds have the formula **I-A**:

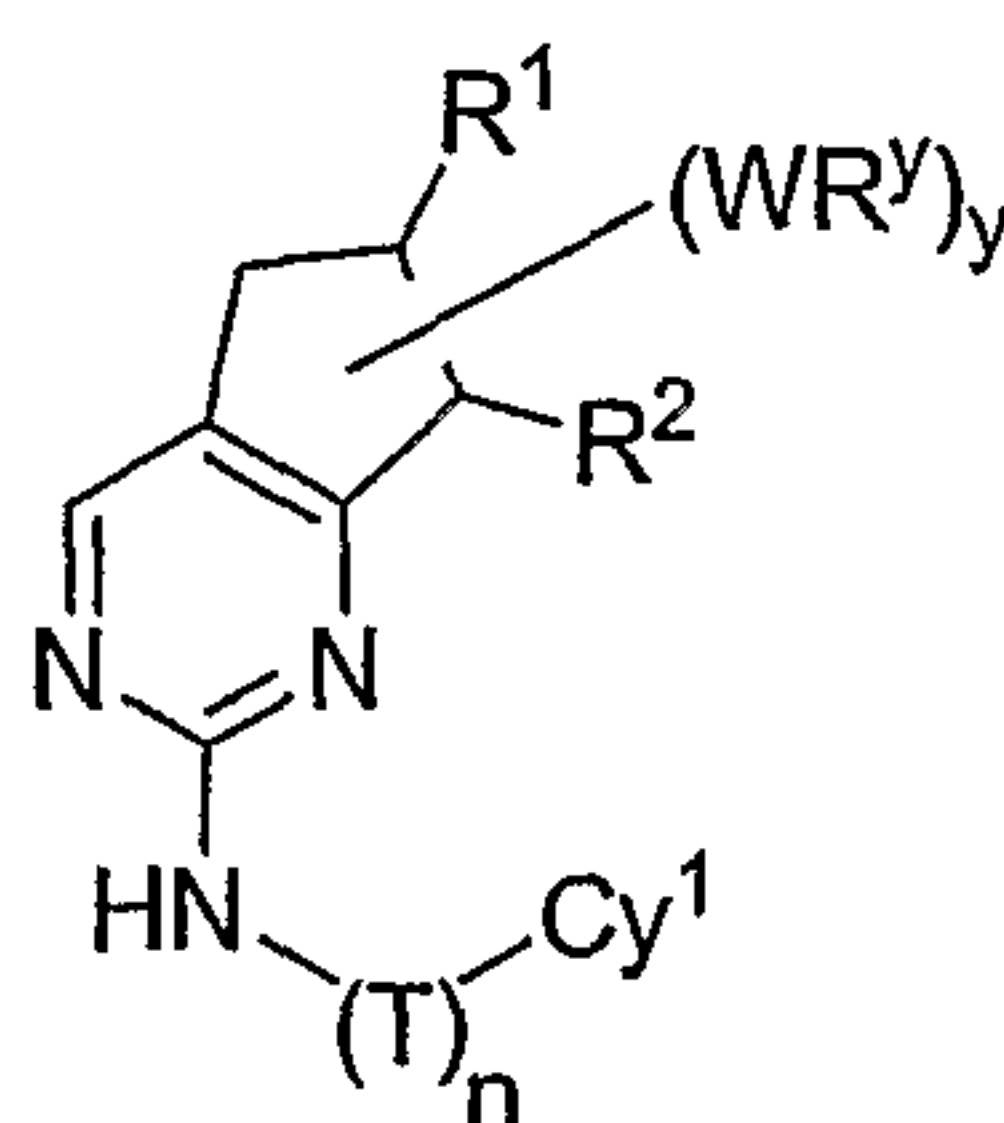


wherein X, R¹, R², n, T, Q and R^X are as defined generally above and in classes and subclasses herein and x is 0-5.

[086] As detailed above, Cy¹ can be optionally substituted with up to 5 occurrences of QR^X. In certain preferred embodiments, x is 0-3, and thus Cy¹ is substituted with 0-3 occurrences of QR^X. In still other preferred embodiments, x is 0 and Cy¹ is unsubstituted.

[087] In preferred embodiments, QR^X groups, when present, are each independently halogen, CN, NO₂, or an optionally substituted group selected from C₁₋₄alkyl, aryl, aralkyl, -N(R')₂, -CH₂N(R')₂, -OR', -CH₂OR', -SR', -CH₂SR', -COOR', -NRCOR', -CON(R')₂, -SO₂R', NR'SO₂R', or -SO₂N(R')₂. Alternatively, QR^X groups, when present, are each independently halogen, CN, NO₂, or an optionally substituted group selected from C₁₋₄alkyl, -CF₃, aryl, heteroaryl, aralkyl, -N(R')₂, -CH₂N(R')₂, -OR', -CH₂OR', -SR', -CH₂SR', -COOR', -NRCOR', -CON(R')₂, -SO₂R', NR'SO₂R', SO₂N=R', or -SO₂N(R')₂. In more preferred embodiments, QR^X groups are each independently Cl, Br, F, CF₃, methyl, ethyl, isopropyl, n-propyl, n-butyl, tert-butyl, NO₂, -OH, -SO₂NH₂, SO₂CH₃, NH₂, SO₂NHCH₃, NHSO₂CH₃, or an optionally substituted group selected from C₁₋₄alkoxy, phenyl, phenyloxy, benzyl, or benzyloxy. Most preferred QR^X groups include those shown below in Tables 1-8.

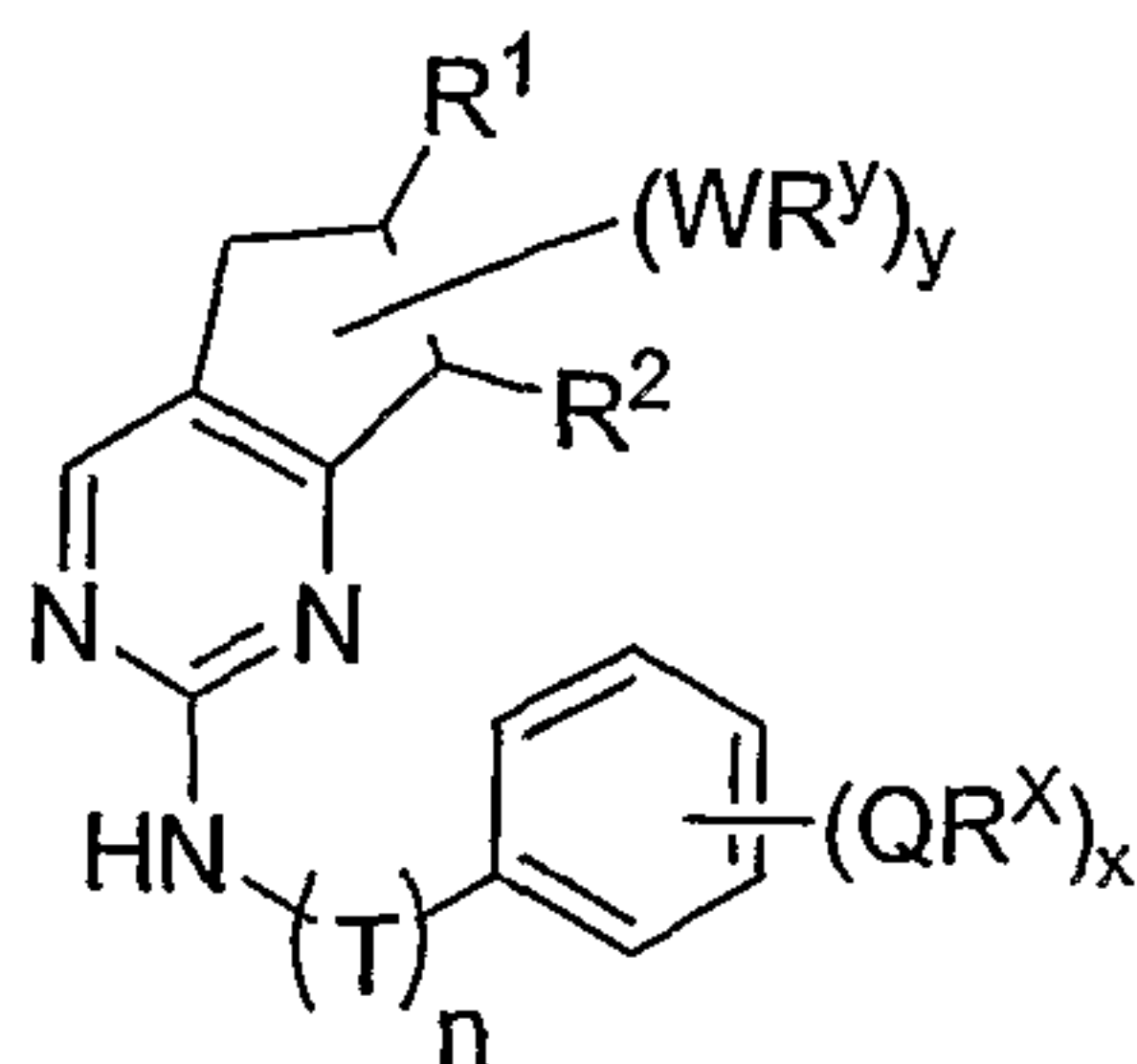
[088] As described generally above, X is an optionally substituted C₁-C₃ alkylidene chain wherein one or two non-adjacent methylene units are independently optionally replaced by CO, CONR', NR'CO, SO, SO₂, NR'SO₂, SO₂NR', O, S, or NR'. In certain preferred embodiments, compounds of special interest include those compounds wherein X is an optionally substituted methylene group and compounds have the general formula II:



II.

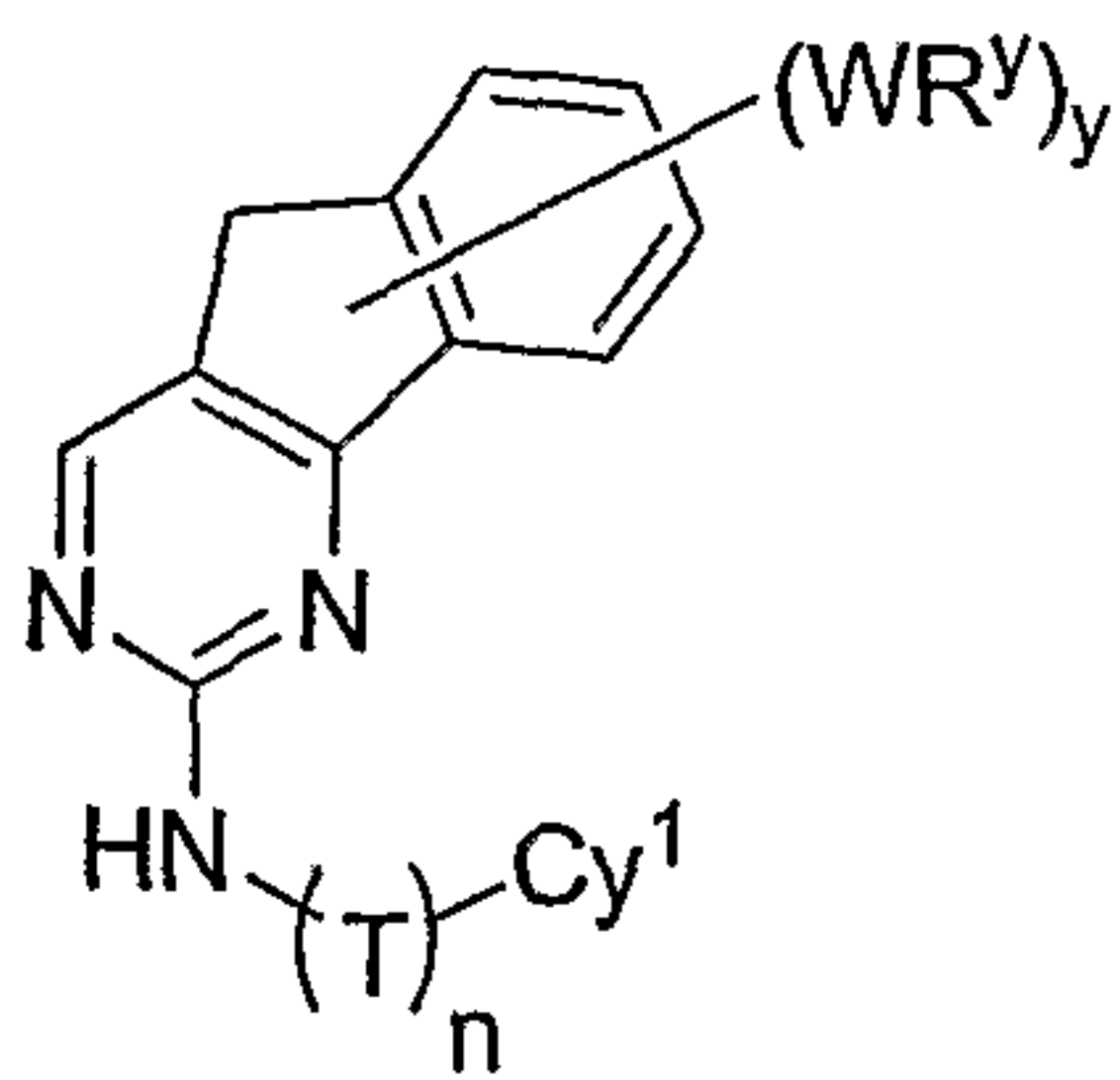
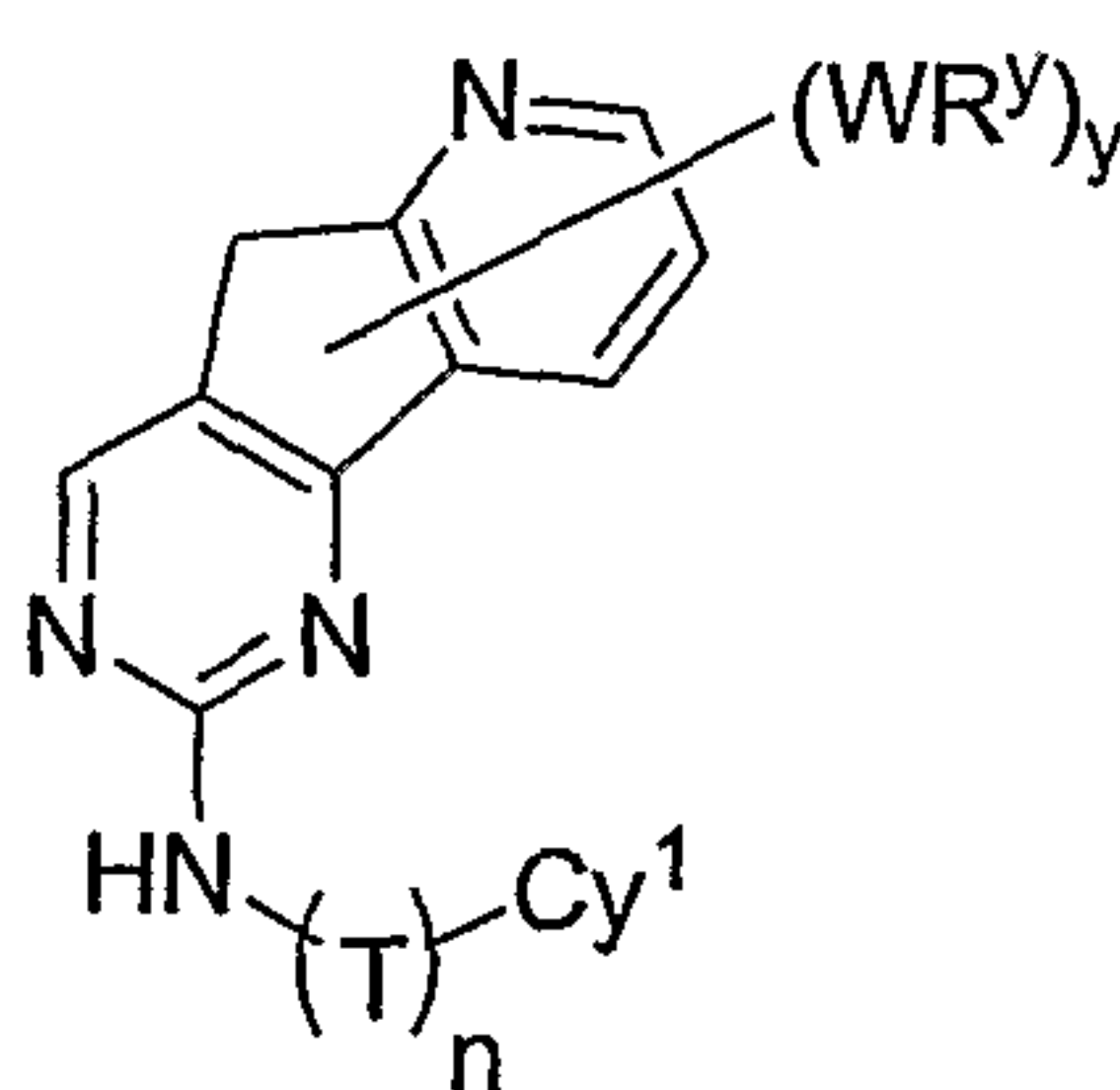
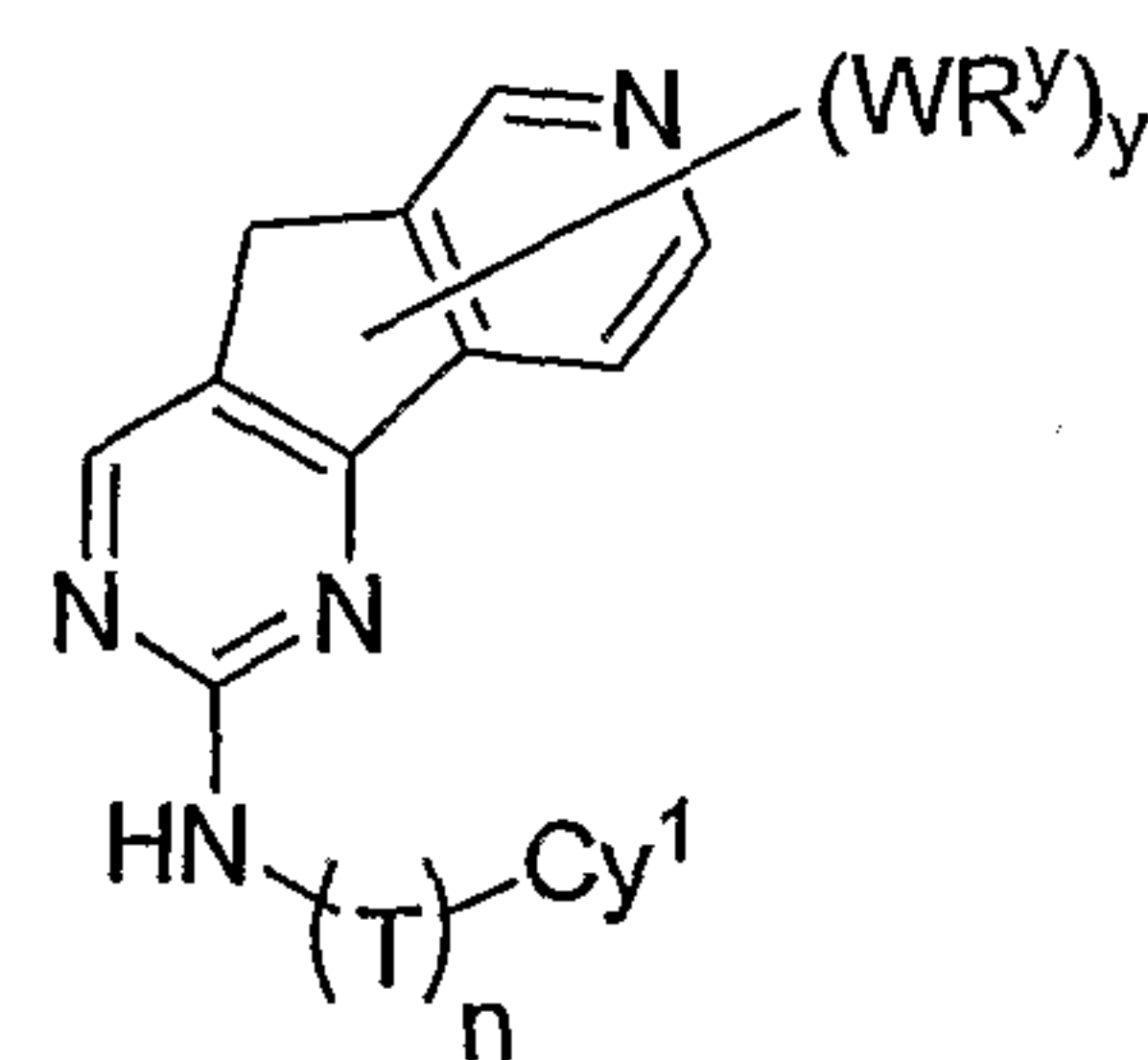
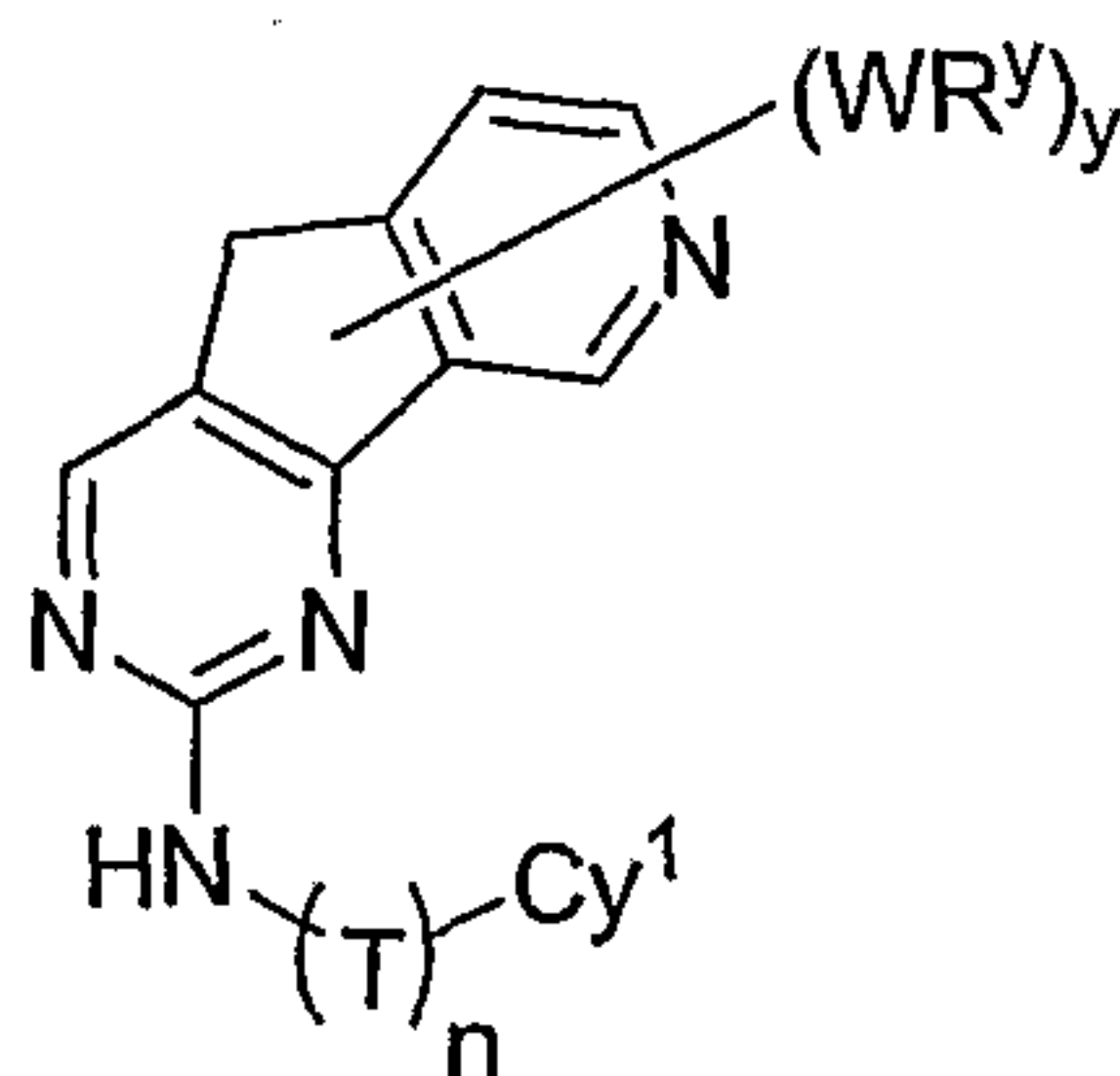
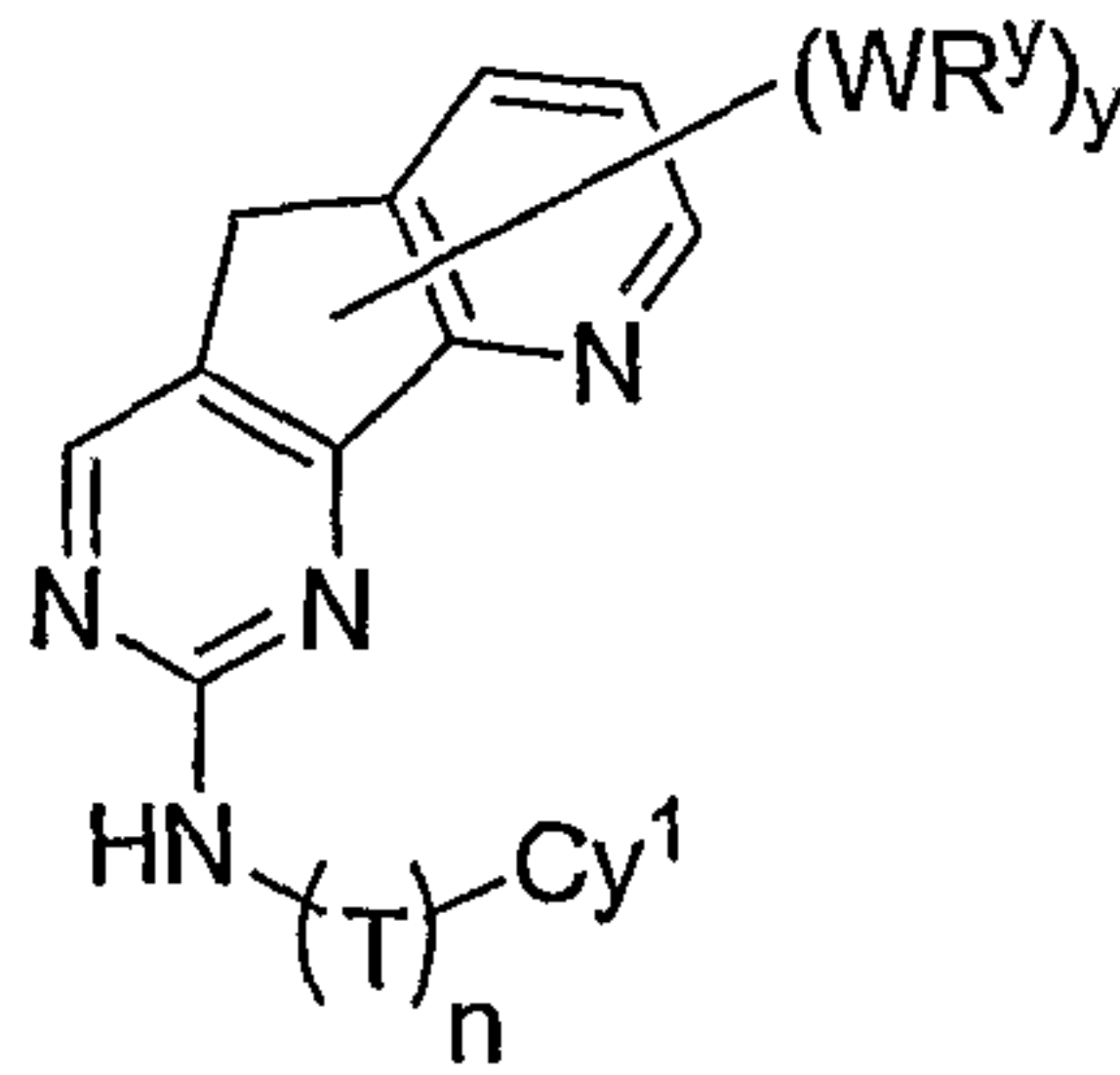
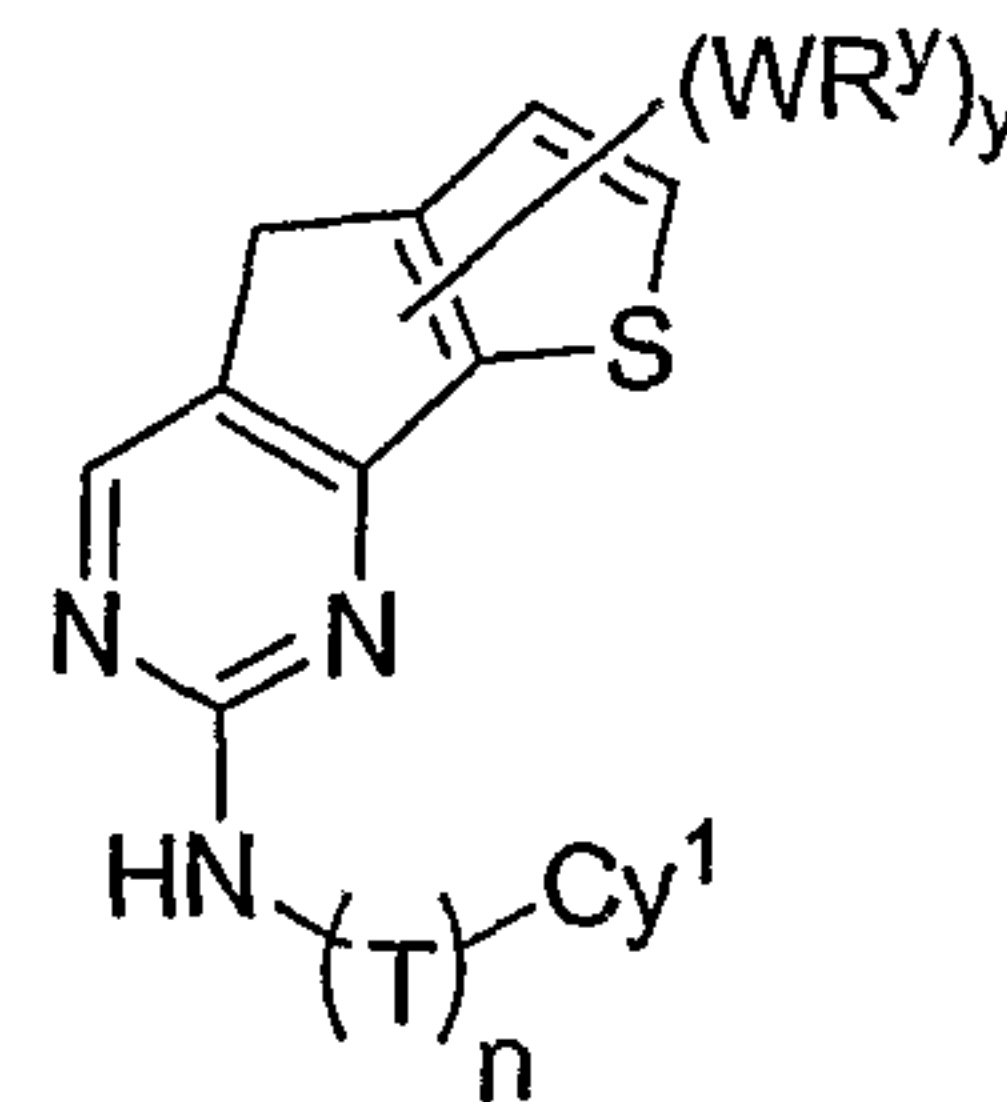
[089] As described generally above, in certain preferred embodiments, Cy¹ is selected from any one of **a** through **mm** depicted above (including certain subsets **b-i**, **c-i**, **b-ii**, **b-iii**, **c-ii**, **c-iii**, **g-i**, **ll**, **o-i** or **mm**). It will be appreciated, however, that for compounds of formula II as described above, certain additional compounds are of special interest. For example, in

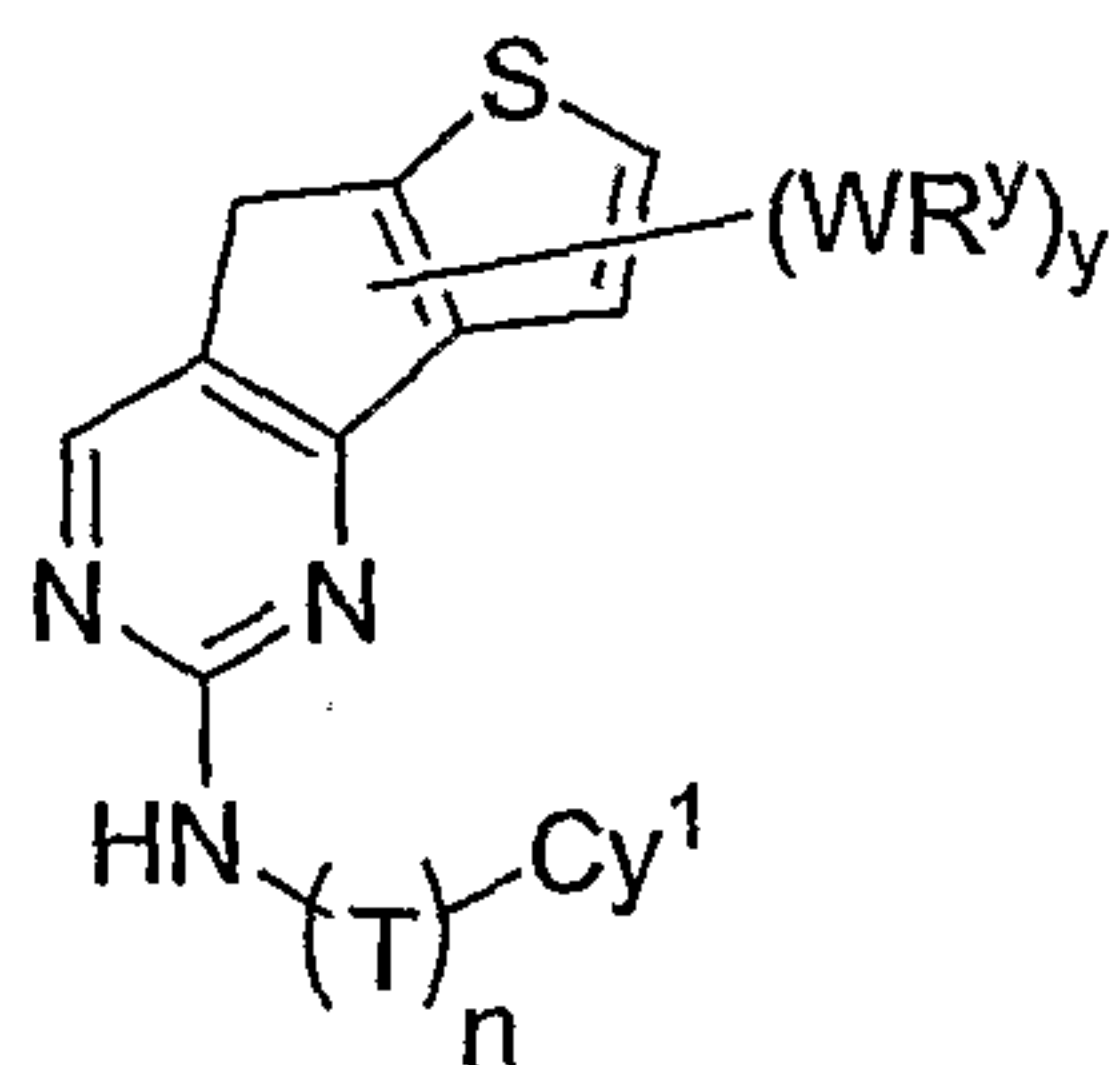
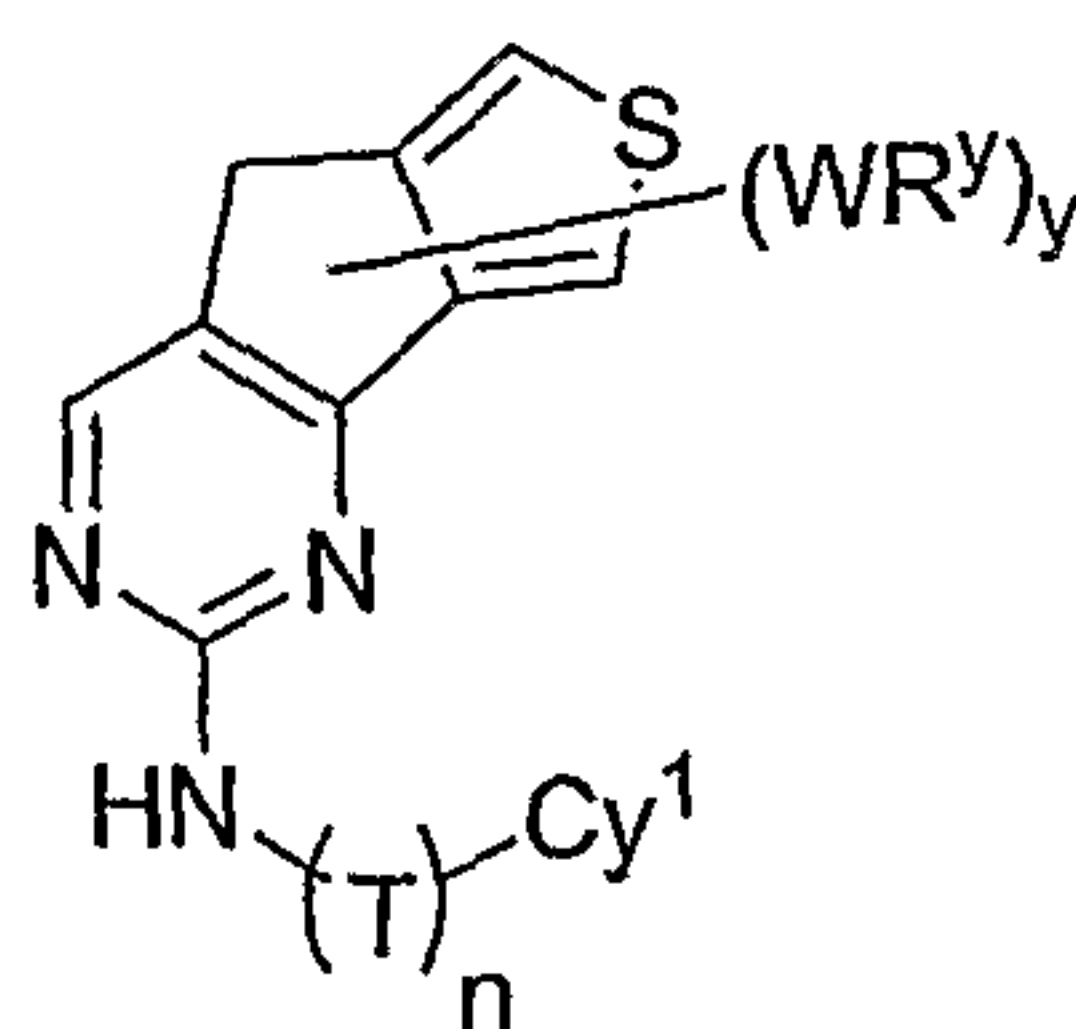
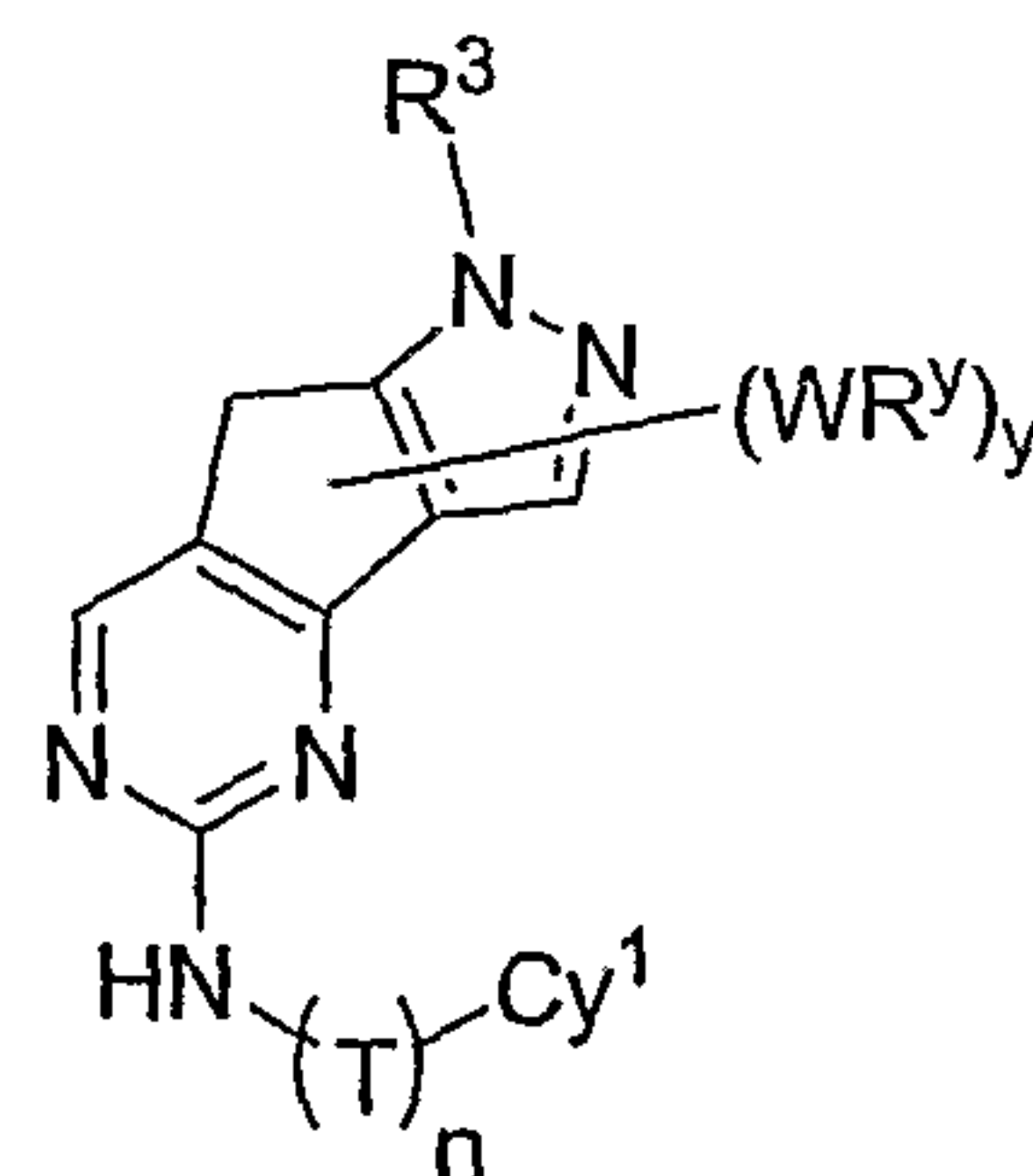
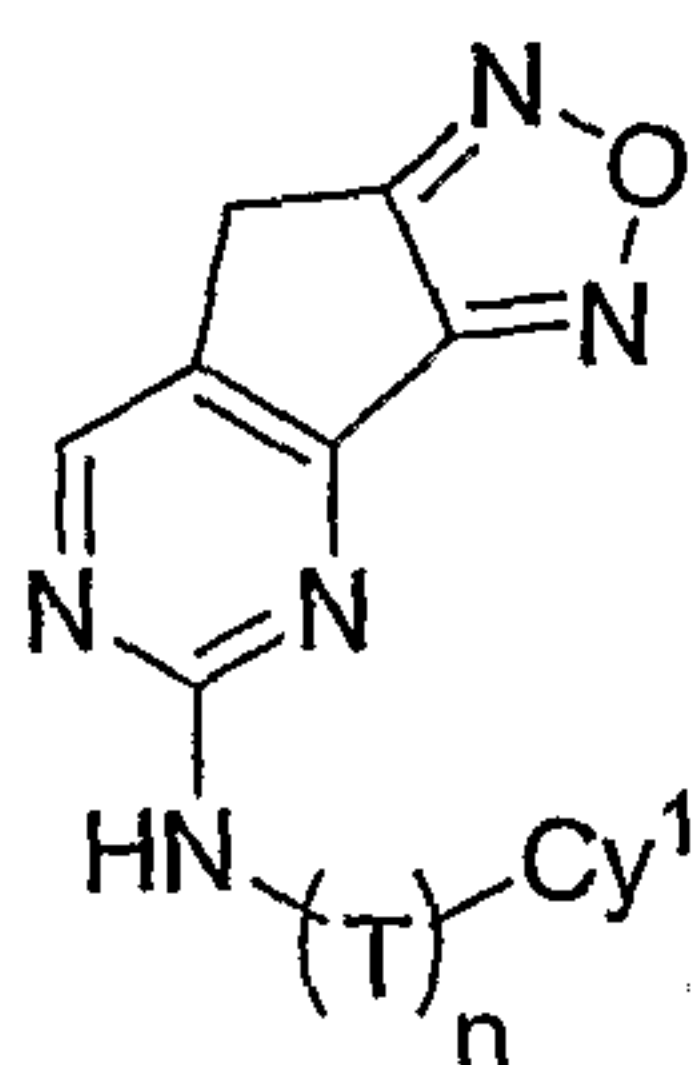
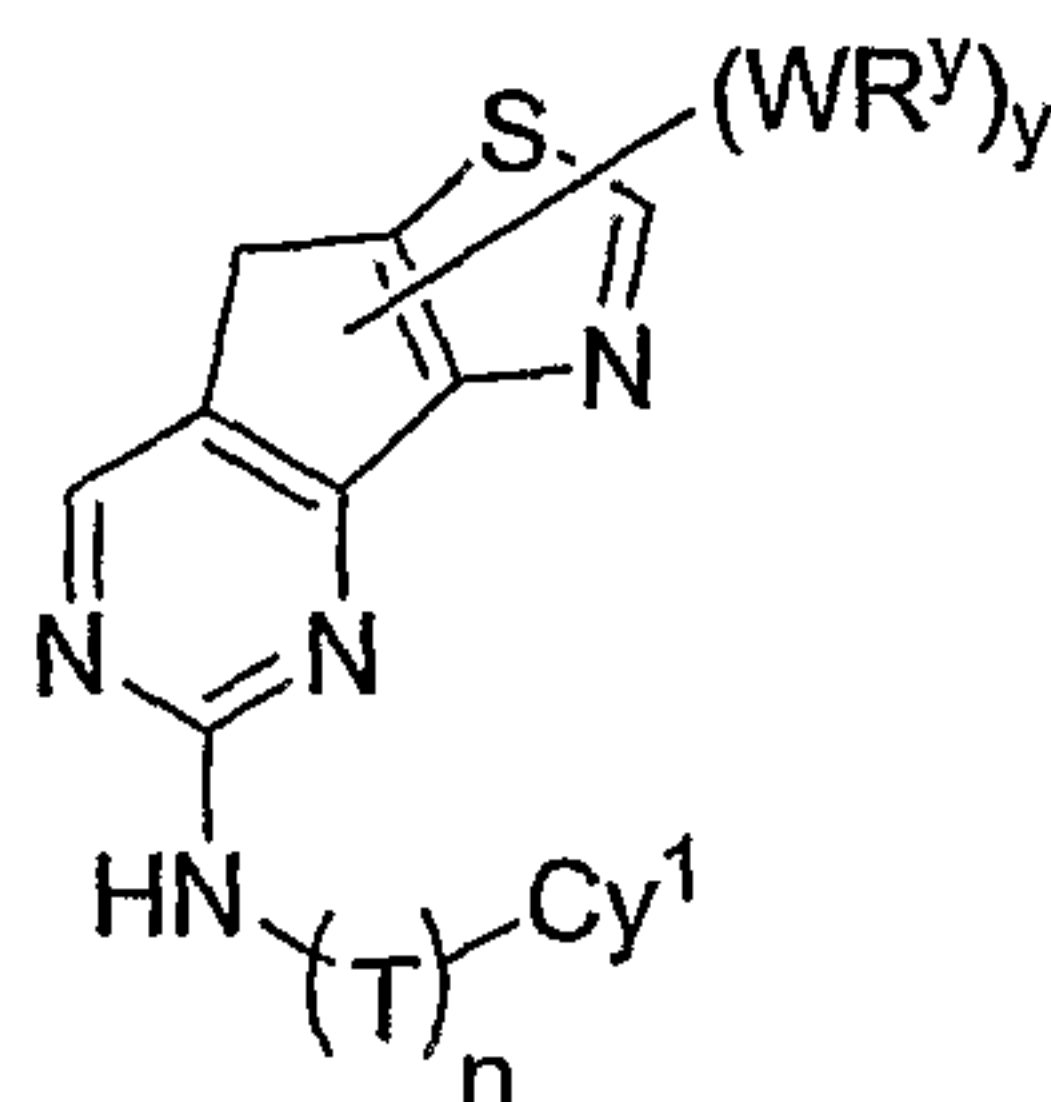
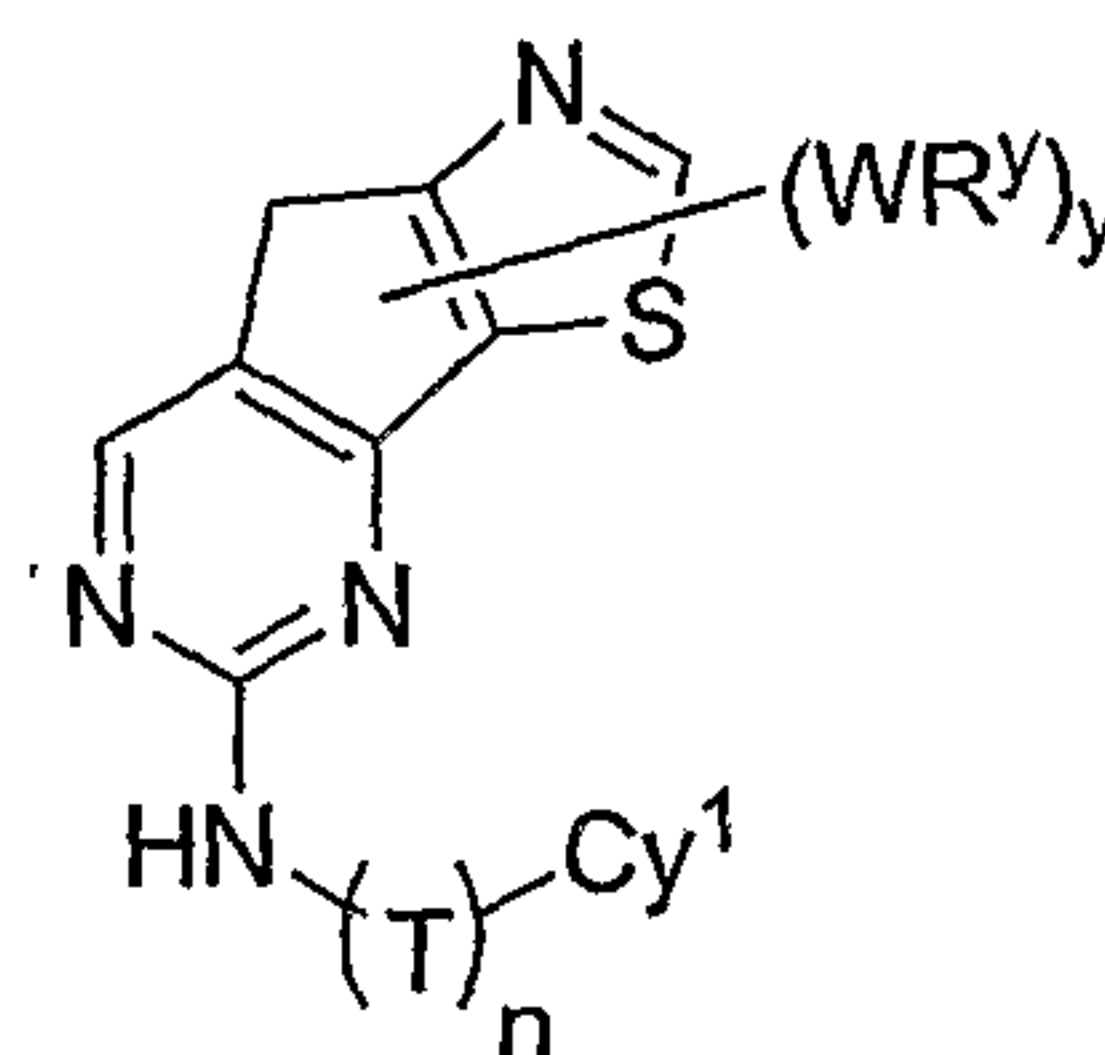
certain exemplary embodiments, for compounds of general formula **II** above, compounds of special interest include those compounds where Cy^1 is optionally substituted phenyl, and compounds have the formula **II-A**:

**II-A**

wherein X , R^1 , R^2 , n , x , T , Q and R^x are as defined generally above and in classes and subclasses herein.

[090] For certain other compounds of interest, R^1 and R^2 , taken together with the carbon atoms to which they are bound form an optionally substituted 5 or 6-membered aryl or heteroaryl ring selected from phenyl (i), pyridyl (ii-1, ii-2, ii-3, ii-4), pyrazolyl (xiii-2), oxadiazolyl (xiv), thiophenyl (iv-1, iv-2, and xviii), or thiazolyl (viii-1 and viii-2), and compounds have one of the structures **II-B**, **II-C**, **II-D**, **II-E**, **II-F**, **II-G**, **II-H**, **II-I**, **II-J**, **II-K**, **II-L**, or **II-M**:

**II-B****II-C****II-D****II-E****II-F****II-G**

**II-H****II-I****II-J****II-K****II-L****II-M**

[091] It will be appreciated that certain subclasses of the foregoing compounds of formulas **II** and **II-A** through **II-M**, are of particular interest.

[092] For example, in certain preferred embodiments, for compounds of formulas **II** and **II-A** through **II-M**, Cy^1 is phenyl, optionally substituted with 0-3 occurrences of QR^x . In more preferred embodiments for compounds described above, n is 0, or n is 1 and T is CH_2 , $-CH_2CH_2-$, $-CO-$ or $-SO_2-$; x is 0-3; and each occurrence of QR^x is independently halogen, CN , NO_2 , or an optionally substituted group selected from C_{1-4} alkyl, aryl, aralkyl, $-N(R')_2$, $-CH_2N(R')_2$, $-OR'$, $-CH_2OR'$, $-SR'$, $-CH_2SR'$, $-COOR'$, $-NRCOR'$, $-CON(R')_2$, $-SO_2R'$, $NR'SO_2R'$, or $-SO_2N(R')_2$. Alternatively, T is $-C(H)(CH_3)-$, $-C(H)(CH_3)CH_2-$, $--CH_2C(H)(CH_3)-$, or $-CH_2CH_2CH_2-$.

[093] In more preferred embodiments, QR^x groups are each independently Cl , Br , F , CF_3 , methyl, ethyl, isopropyl, n -propyl, n -butyl, $tert$ -butyl, NO_2 , $-OH$, $-SO_2NH_2$, SO_2CH_3 , NH_2 , SO_2NHCH_3 , $NHSO_2CH_3$, or an optionally substituted group selected from C_{1-4} alkoxy, phenyl, phenyloxy, benzyl, or benzyloxy.

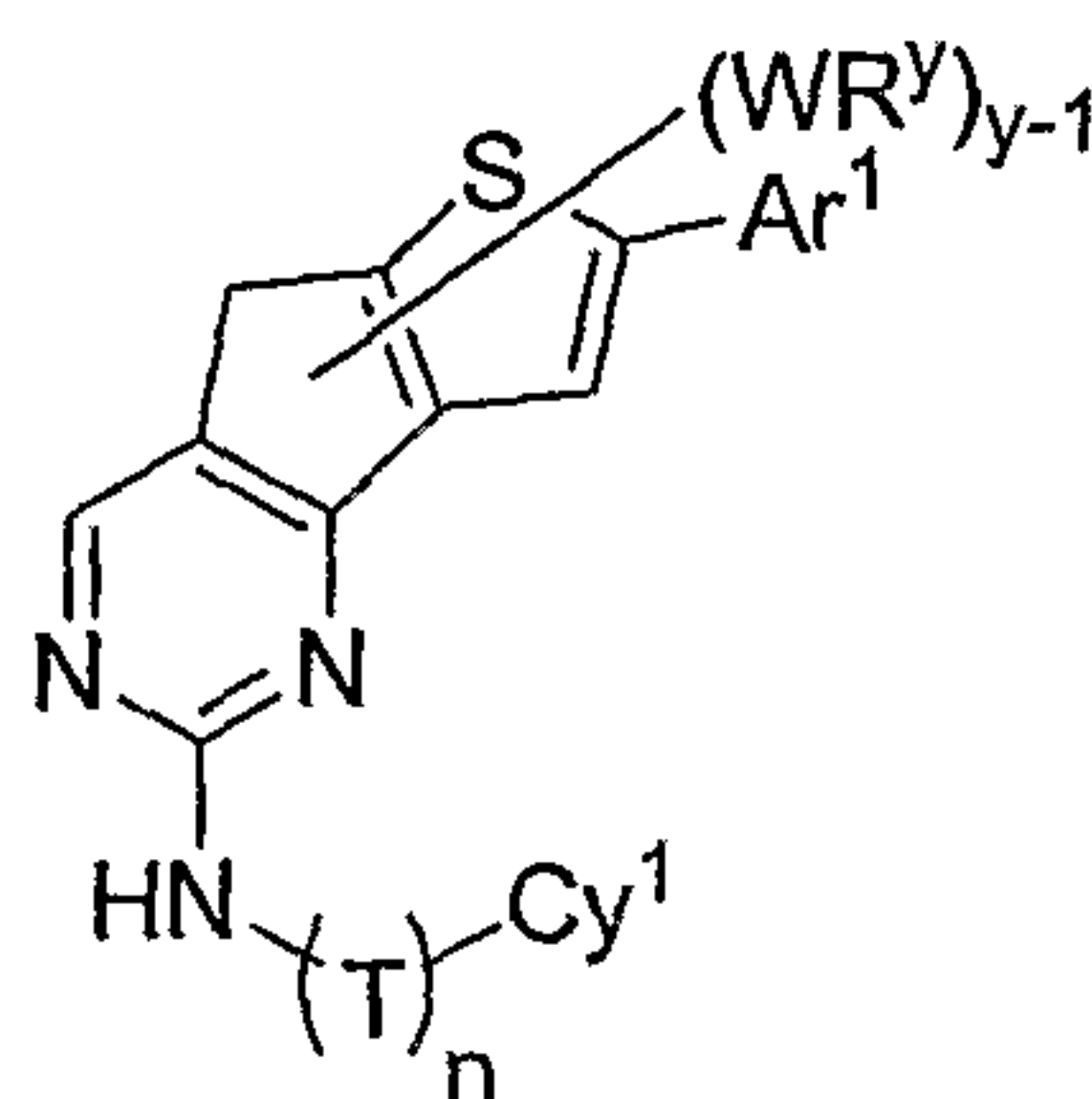
[094] In certain preferred embodiments, for compounds of formula **II-A**, x is 0-3; and each occurrence of QR^X is independently halogen, CN, NO₂, or an optionally substituted group selected from C₁₋₄alkyl, aryl, aralkyl, -N(R')₂, -CH₂N(R')₂, -OR', -CH₂OR', -SR', -CH₂SR', -COOR', -NRCOR', -CON(R')₂, -SO₂R', NR'SO₂R', or -SO₂N(R')₂. In more preferred embodiments, QR^X groups are each independently Cl, Br, F, CF₃, methyl, ethyl, isopropyl, n-propyl, n-butyl, tert-butyl, NO₂, -OH, -SO₂NH₂, SO₂CH₃, NH₂, SO₂NHCH₃, NHSO₂CH₃, or an optionally substituted group selected from C₁₋₄alkoxy, phenyl, phenyloxy, benzyl, or benzyloxy.

[095] In certain preferred embodiments, for compounds of formulae **II-B** through **II-M**, y is 0-3; and each occurrence of WR^y is independently halogen, CN, NO₂, or an optionally substituted group selected from C₁₋₄alkyl, aryl, heteroaryl, -N(R')₂, -CH₂N(R')₂, -OR', -CH₂OR', -SR', -CH₂SR', -COOR', -NRCOR', -CON(R')₂, or -S(O)₂N(R')₂. In more preferred embodiments, - WR^y groups are each independently F, Cl, Br, I, Me, Et, -CN, -OMe, -SMe, -NMe₂, -NEt₂, -COOMe, -COOH, -OH, -SO₂NH₂, -CON(CH₃)₂, -CO(optionally substituted N-piperazinyl), -CO(N-morpholinyl) (including optionally substituted N-morpholinyl), -CO(N-piperidinyl) (including optionally substituted N-piperidinyl), -CH₂N(Me)₂, -CH₂N(Et)₂, or an optionally substituted group selected from C₁₋₄alkoxy, phenyl, phenyloxy, benzyl, benzyloxy, pyridyl, pyrimidinyl, thiophene, N-morpholinyl, N-piperidinyl, N-piperazinyl, or furanyl. Alternatively, - WR^y groups are each independently CF₃, F, Cl, Br, I, Me, Et, -CN, -OMe, -SMe, -NMe₂, -NEt₂, -COOMe, -COOH, -OH, -SO₂NH₂, -CON(CH₃)₂, -CO(optionally substituted N-piperazinyl), -CO(N-morpholinyl) (including optionally substituted N-morpholinyl), -CO(N-piperidinyl) (including optionally substituted N-piperidinyl), -CO(pyrrolidinyl) (including optionally substituted pyrrolidinyl), -CO(N(H)pyrrolidinyl) (including -CO(N-pyrrolidinyl), wherein each pyrrolidinyl is optionally substituted), -CH₂N(Me)₂, -CH₂N(Et)₂, or an optionally substituted group selected from C₁₋₄alkoxy, phenyl, phenyloxy, benzyl, benzyloxy, pyridyl, pyrimidinyl, thiophene, N-morpholinyl, N-piperidinyl, N-piperazinyl, furanyl, pyrrolidinyl, or N(H)pyrrolidinyl.

[096] In other preferred embodiments, y is 1 and WR^y is an optionally substituted aryl or heteroaryl group. Preferred substituents for the optionally substituted aryl or heteroaryl group include -VR^V; wherein V is a bond or is a C₁-C₆ alkylidene chain wherein up to two non-adjacent methylene units of V are independently optionally replaced by CO, CO₂, COCO,

CONR, OCONR, NRNR, NRNRCO, NRCO, NRCO₂, NRCONR, SO, SO₂, NRSO₂, SO₂NR, NRSO₂NR, O, S, or NR; and each occurrence of R^V is independently selected from R', halogen, NO₂, or CN, or -QR^X is =O, =S, or =NR'. In still other embodiments, y is 1 and WR^y is -CH₂N(R')₂, -N(R')₂, or -CON(R')₂. Most preferred WR^y groups and substituents thereof include those shown below in Tables 1-8. In certain embodiments, y is 0.

[097] In still other preferred embodiments, compounds have the general formula **II-H** and one occurrence of WR^y is an optionally substituted aryl or heteroaryl group, denoted by Ar¹ in formula **II-H-i** below:



II-H-i

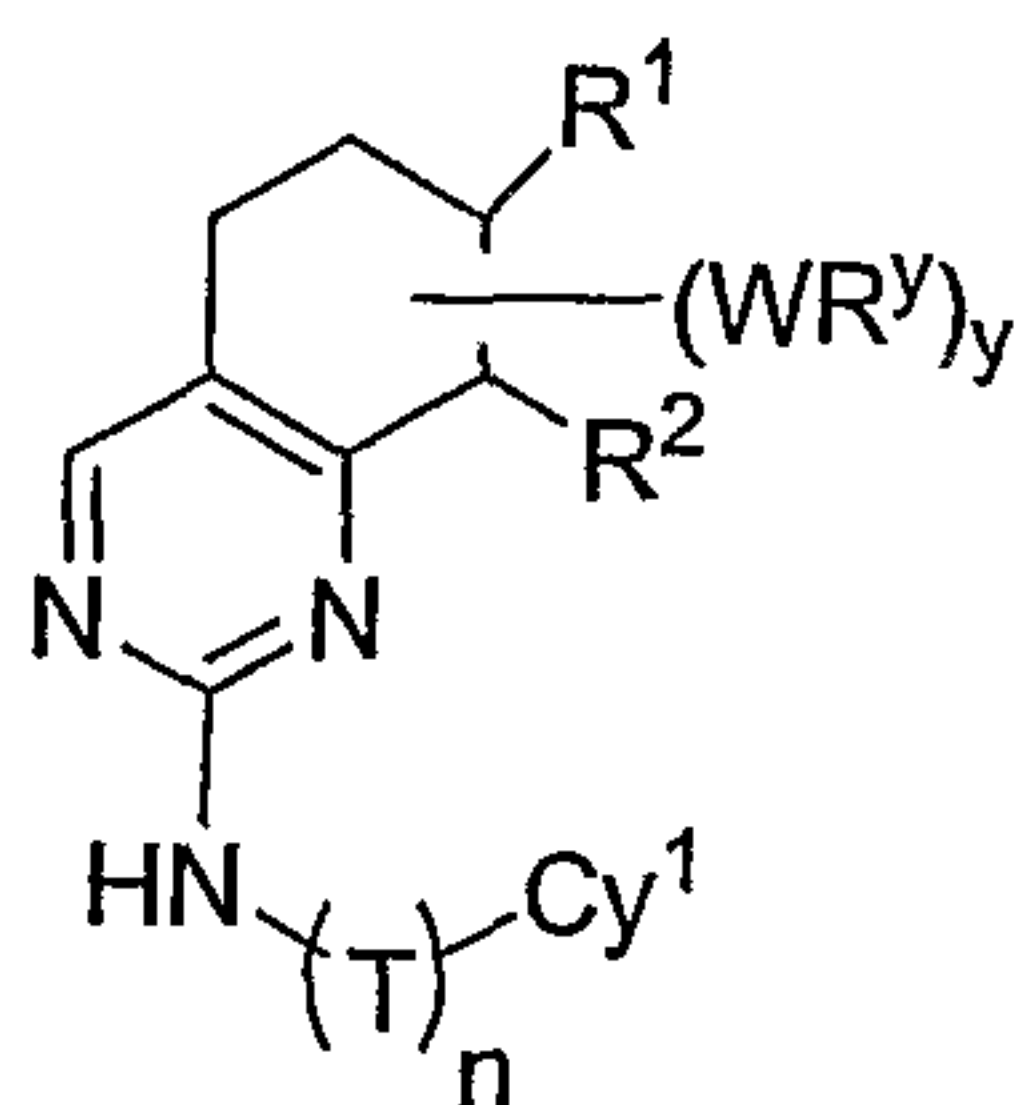
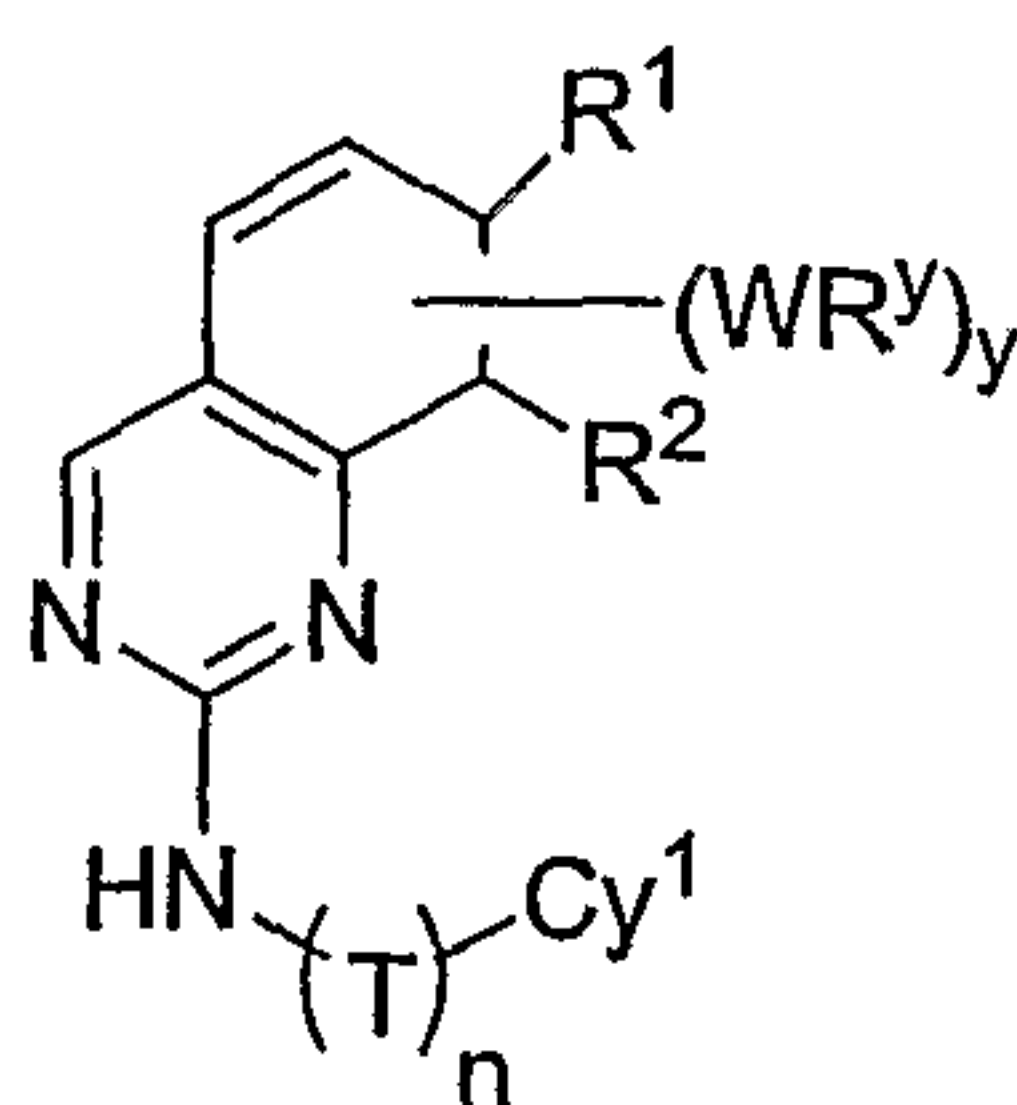
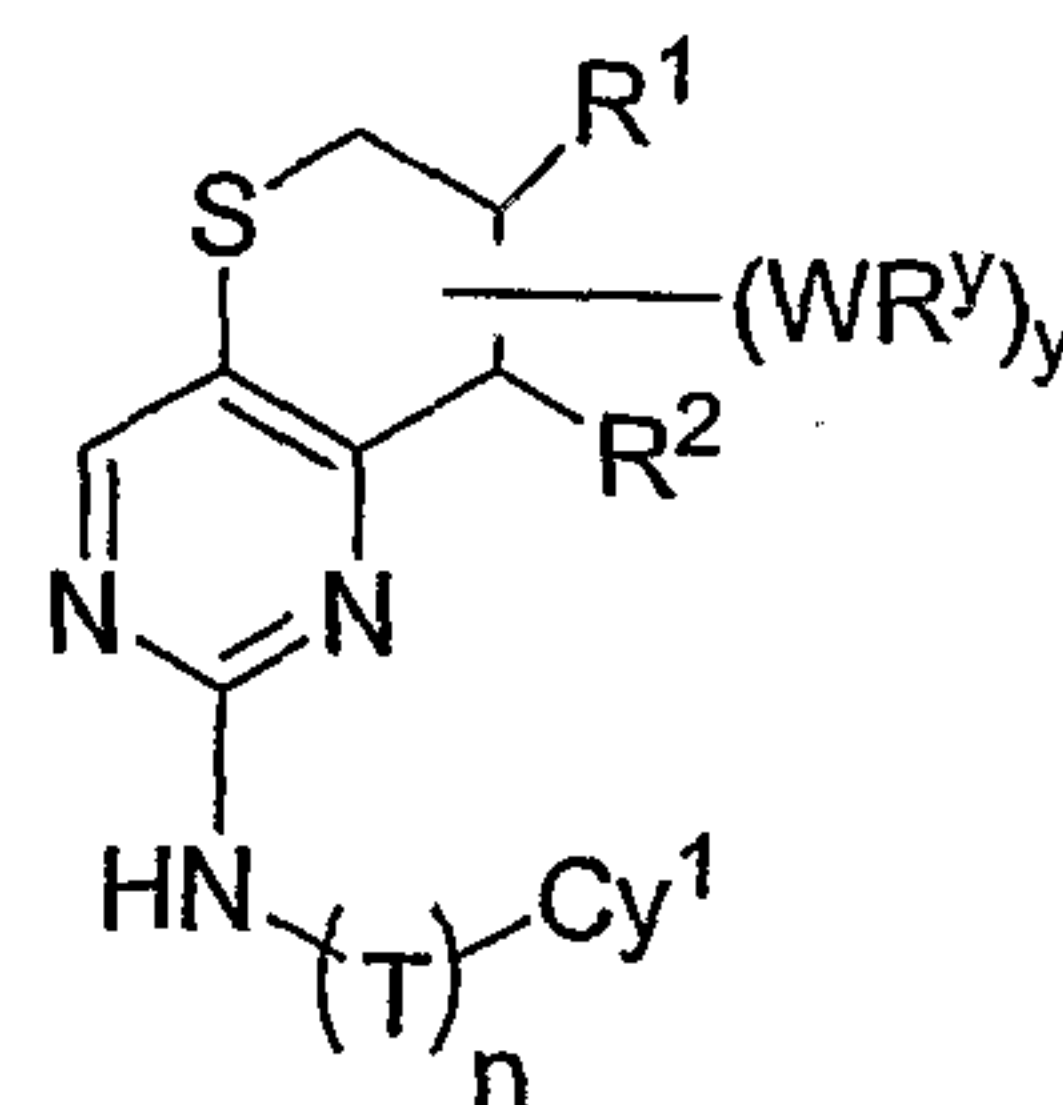
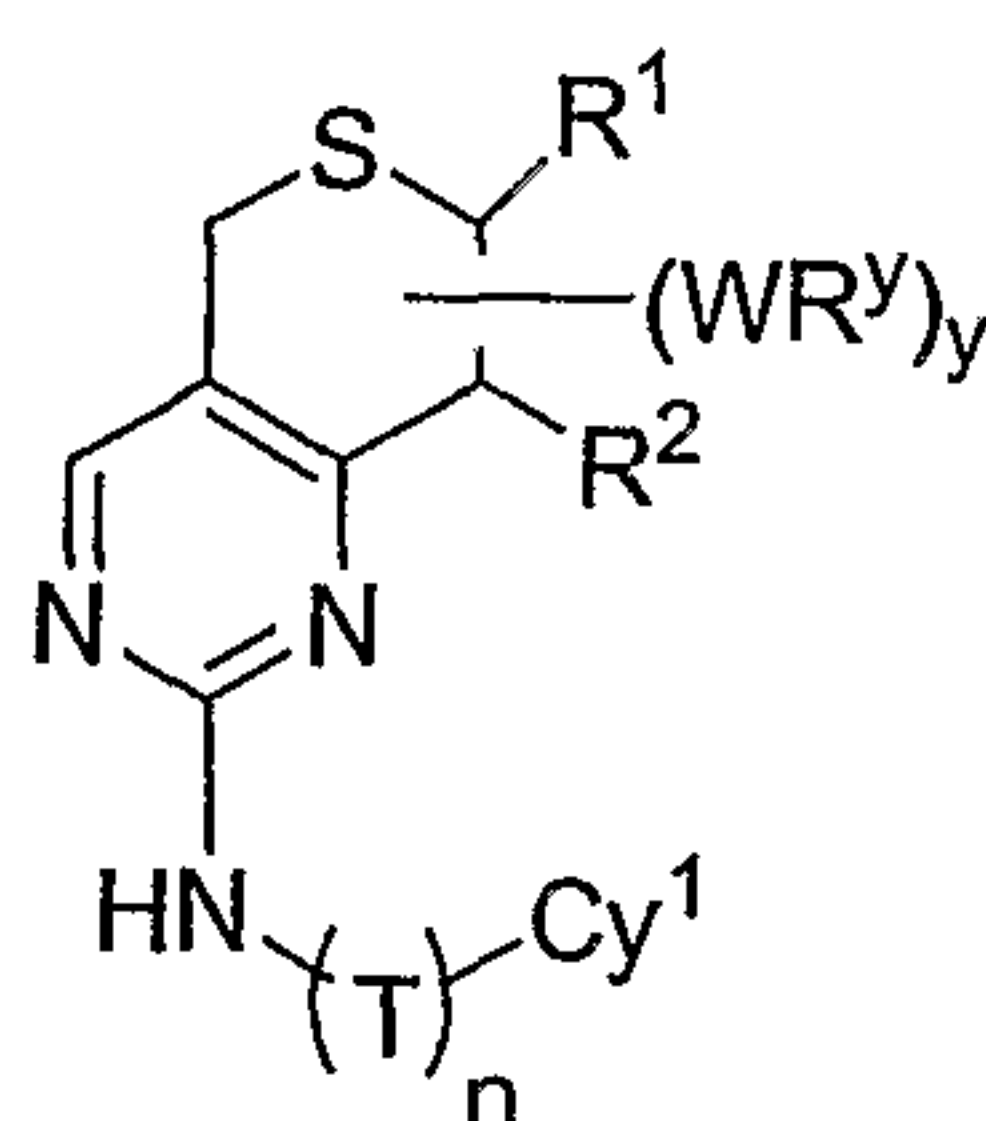
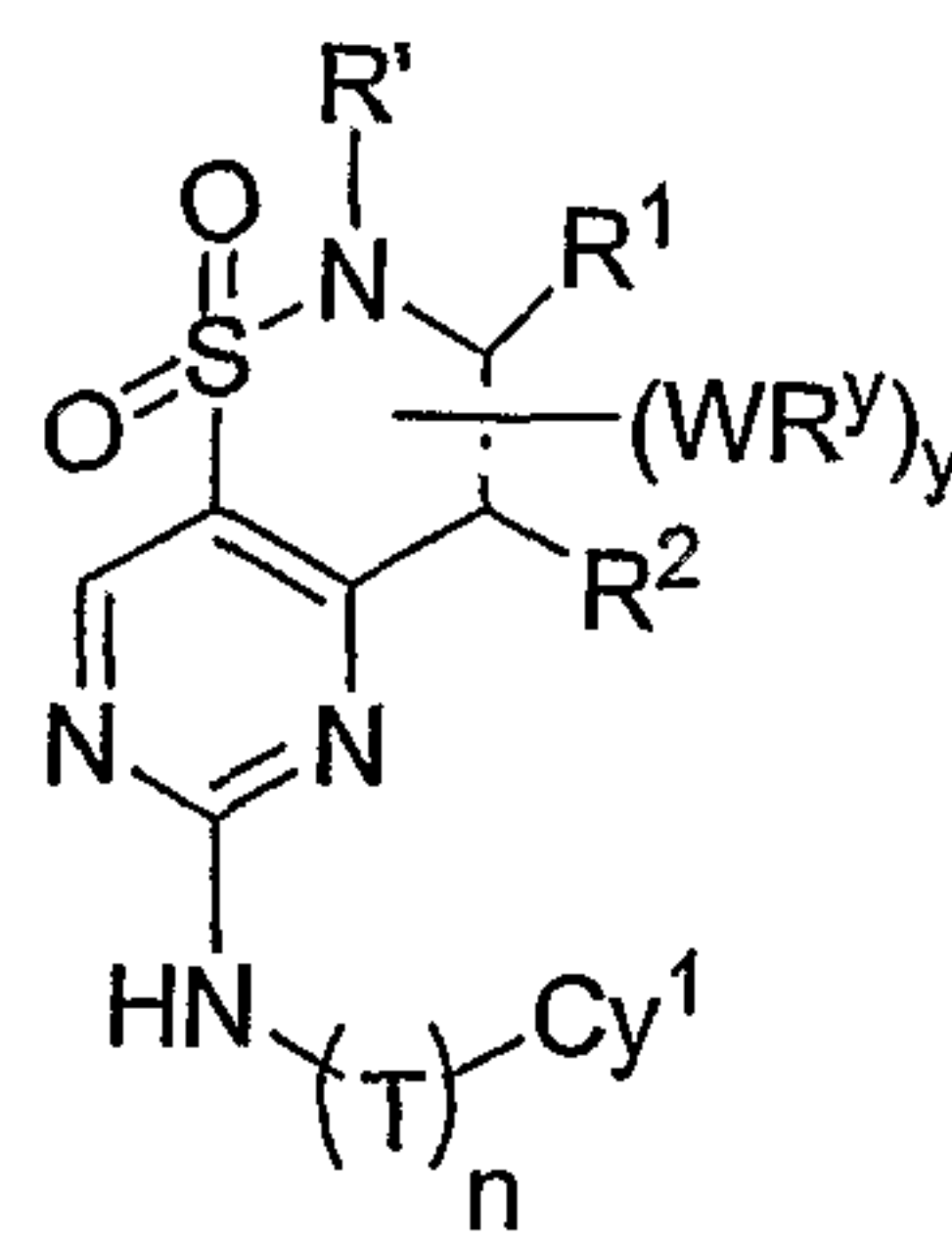
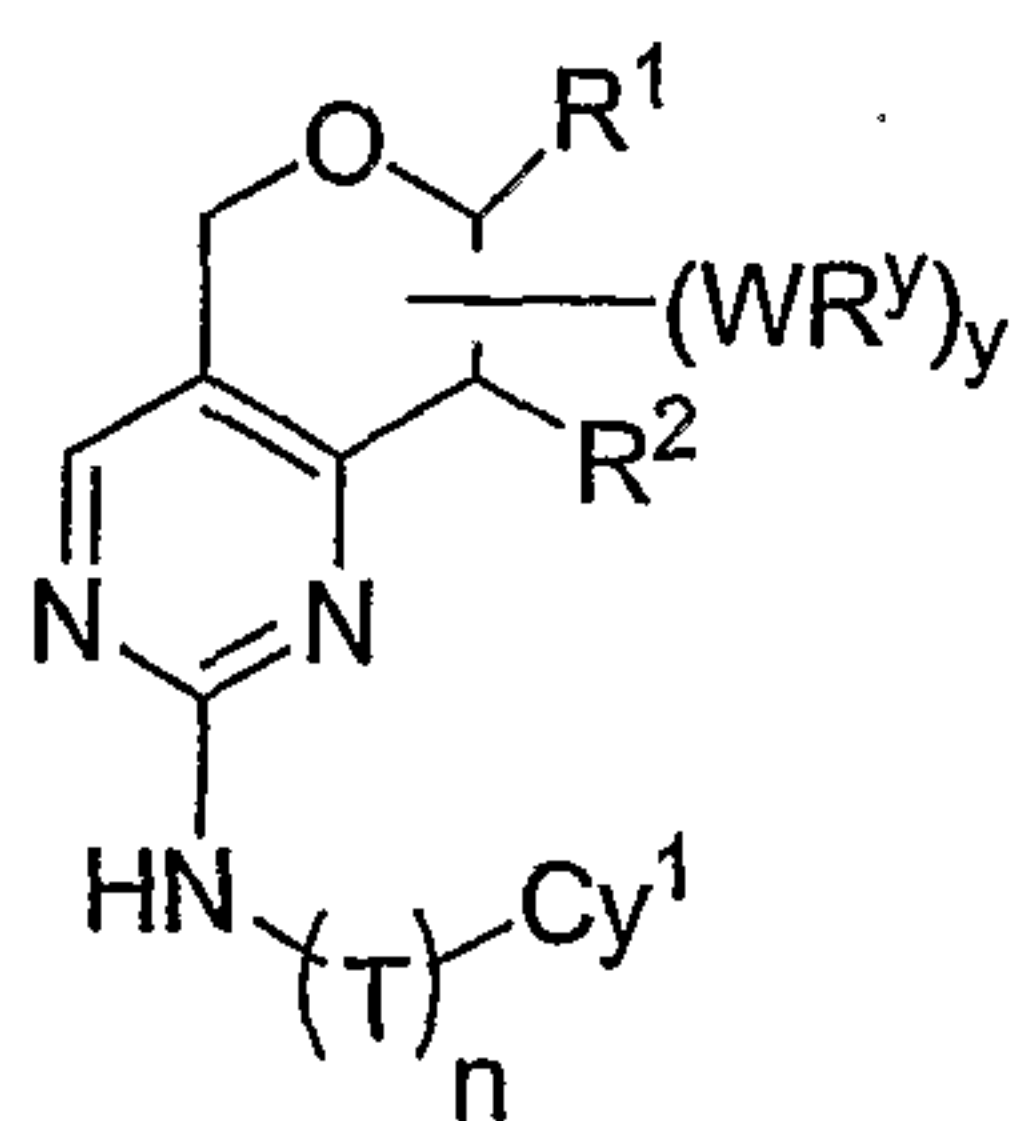
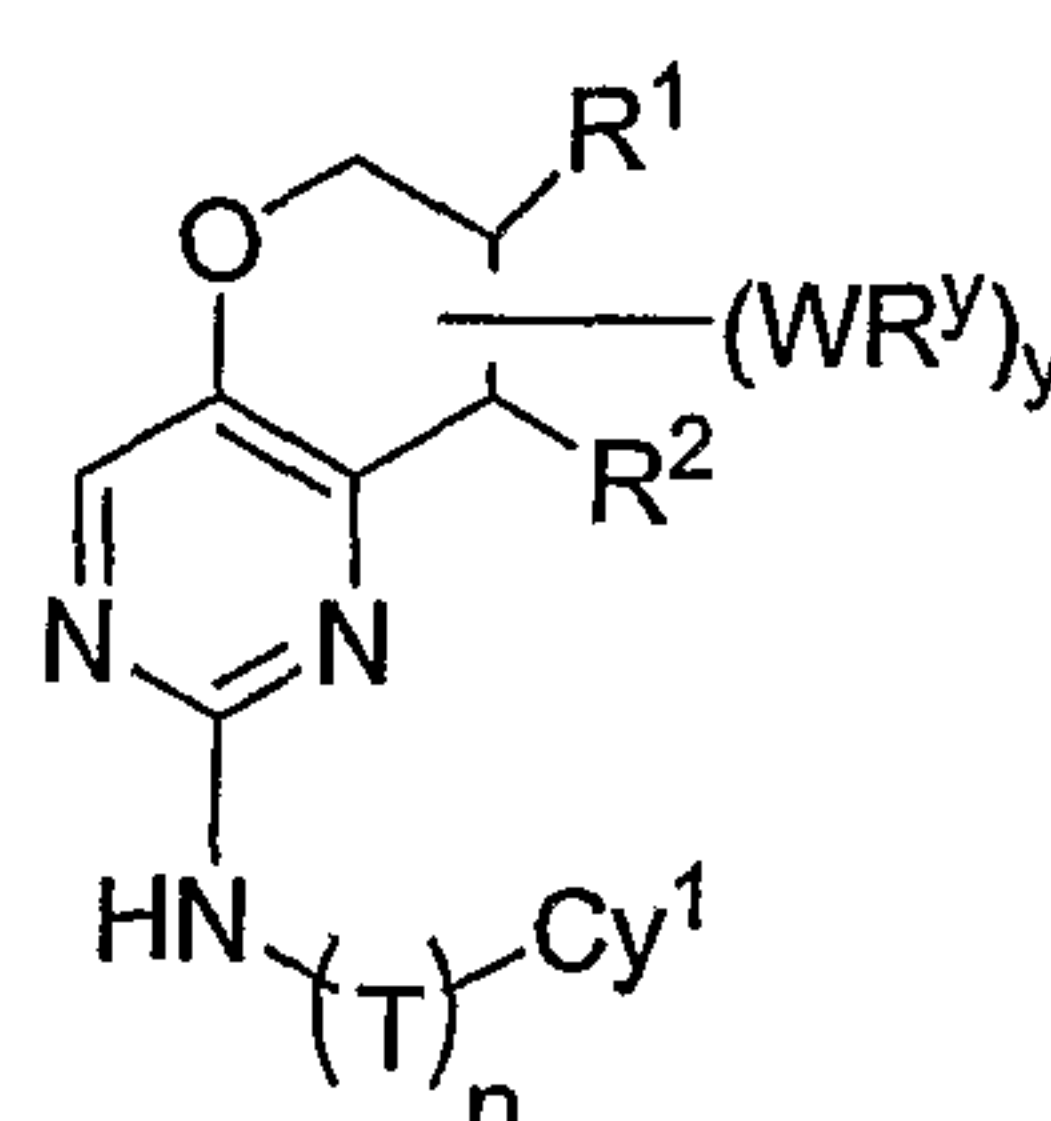
[098] In still other preferred embodiments, Ar¹ is an optionally substituted phenyl, pyridyl, pyrimidinyl, thiophenyl, or furanyl group. Preferred substituents for the optionally substituted aryl or heteroaryl group include -VR^V; wherein V is a bond or is a C₁-C₆ alkylidene chain wherein up to two non-adjacent methylene units of V are independently optionally replaced by CO, CO₂, COCO, CONR, OCONR, NRNR, NRNRCO, NRCO, NRCO₂, NRCONR, SO, SO₂, NRSO₂, SO₂NR, NRSO₂NR, O, S, or NR; and each occurrence of R^V is independently selected from R', halogen, NO₂, or CN, or -QR^X is =O, =S, or =NR'.

[099] In certain other embodiments, for compounds of formulae **II** and **II-A** through **II-M**, n is 0, or n is 1 and T is CH₂, -CH₂CH₂-, -CO- or -SO₂-. Alternatively, T is -C(H)(CH₃)-C(H)(CH₃)CH₂-, -CH₂C(H)(CH₃)-, or -CH₂CH₂CH₂-.

[0100] In certain other embodiments, for compounds of formula **II** and **II-A** through **II-M**, n is 0, or n is 1 and T is CH₂, -CH₂CH₂-, -CO- or -SO₂-; x is 0-3; and each occurrence of QR^X is independently halogen, CN, NO₂, or an optionally substituted group selected from C₁₋₄alkyl, aryl, aralkyl, -N(R')₂, -CH₂N(R')₂, -OR', -CH₂OR', -SR', -CH₂SR', -COOR', -NRCOR', -CON(R')₂, -SO₂R', NR'SO₂R', or -SO₂N(R')₂. Alternatively, T is -C(H)(CH₃)-C(H)(CH₃)CH₂-, -CH₂C(H)(CH₃)-, or -CH₂CH₂CH₂-. In more preferred embodiments, QR^X

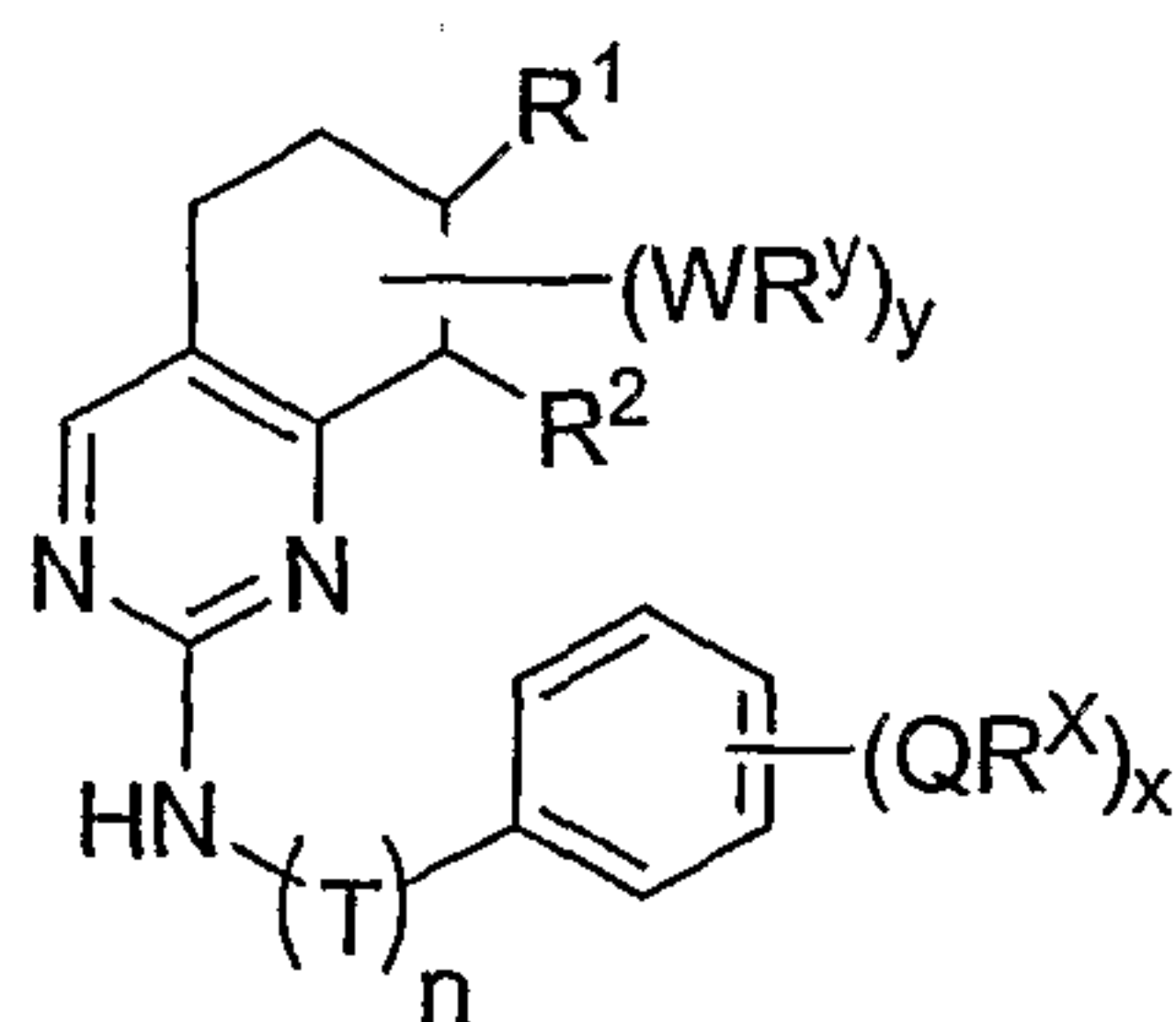
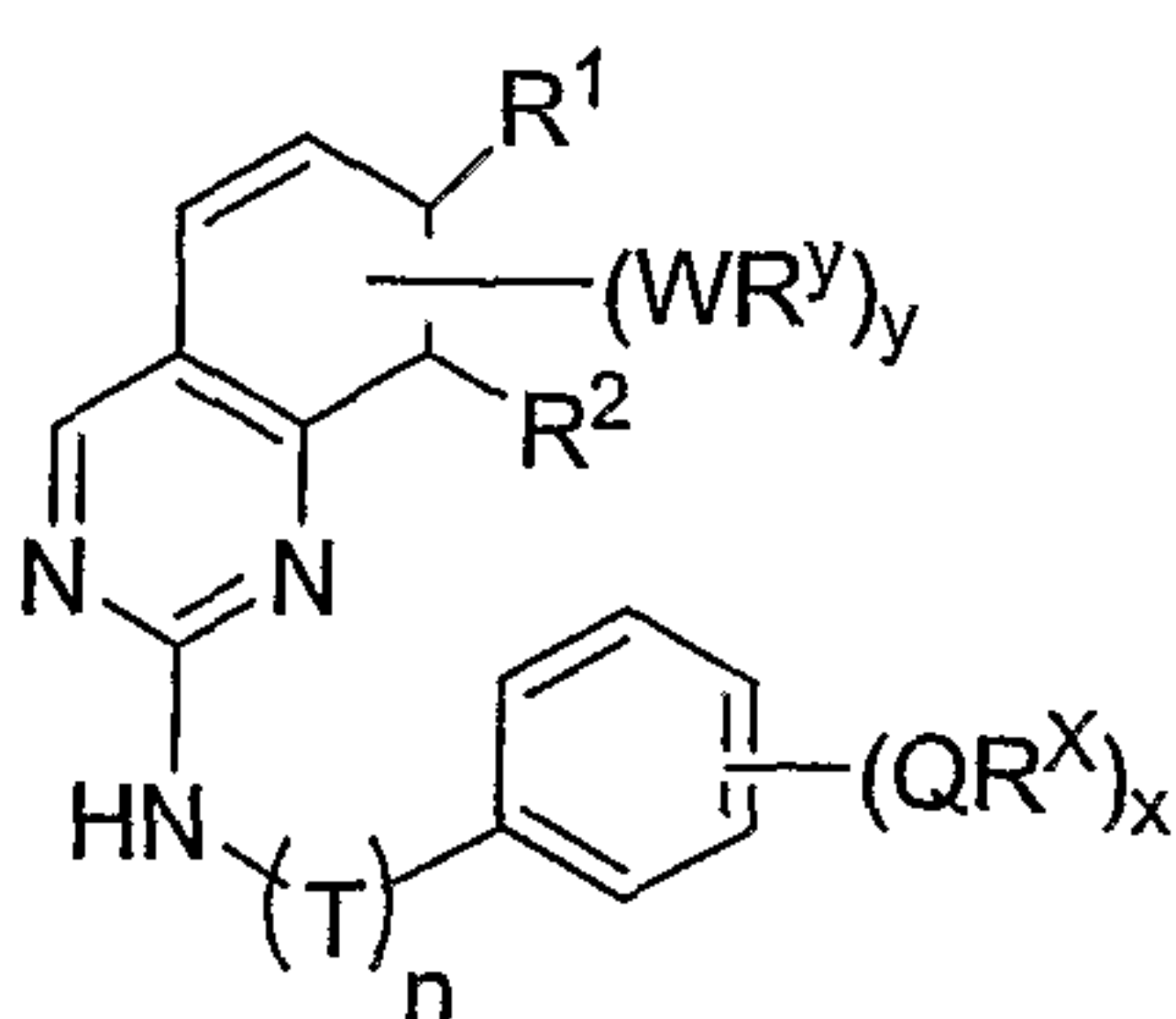
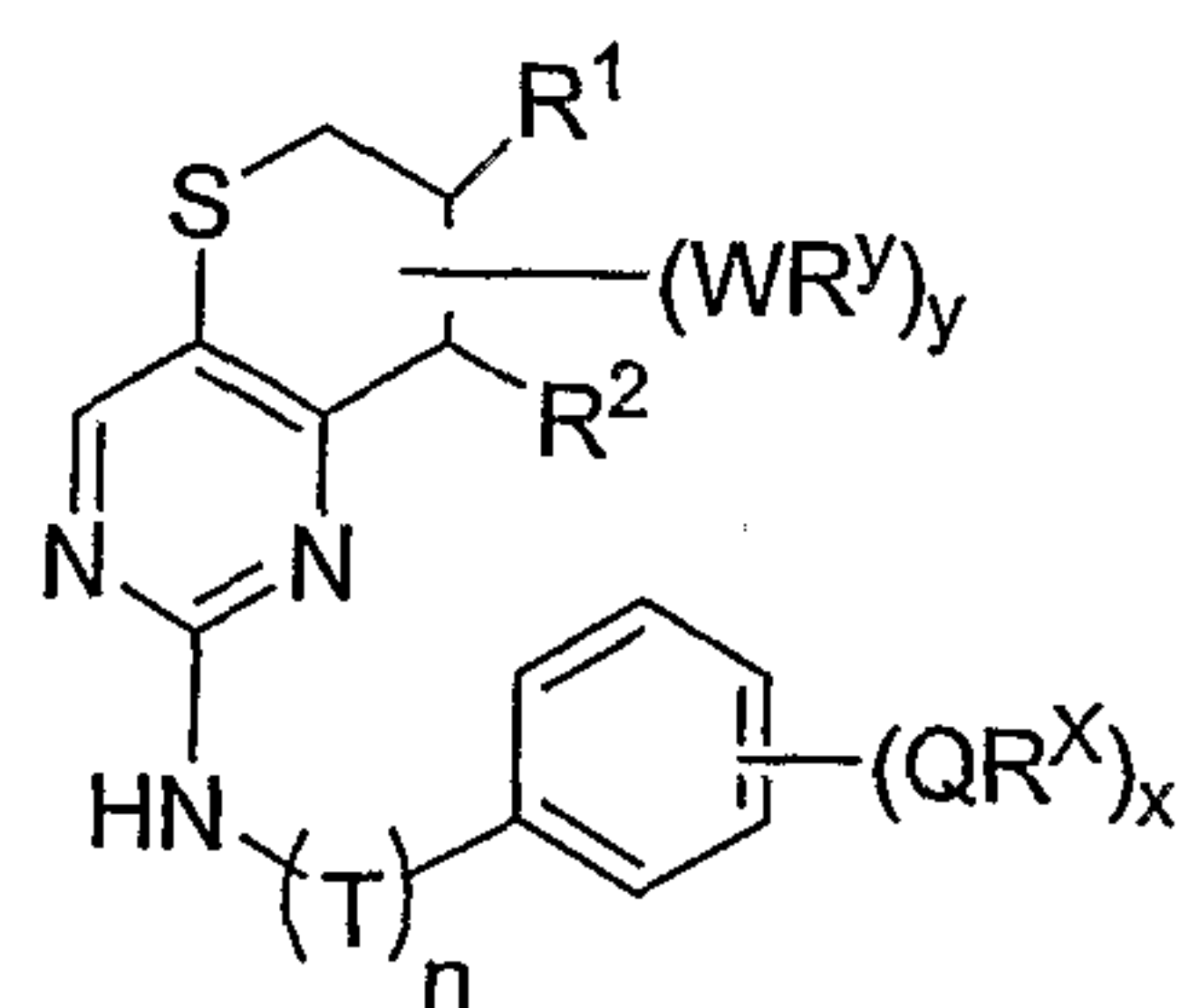
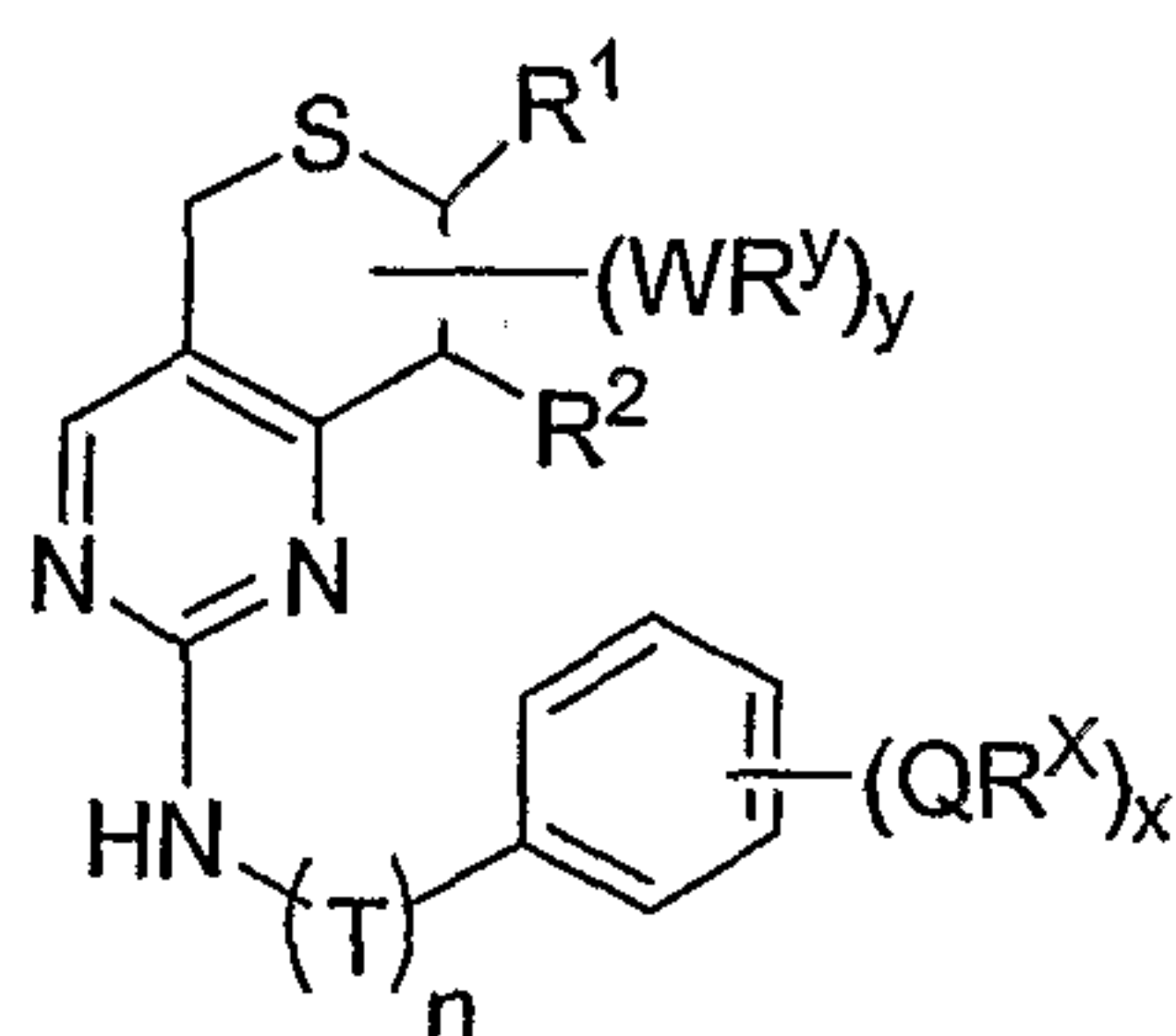
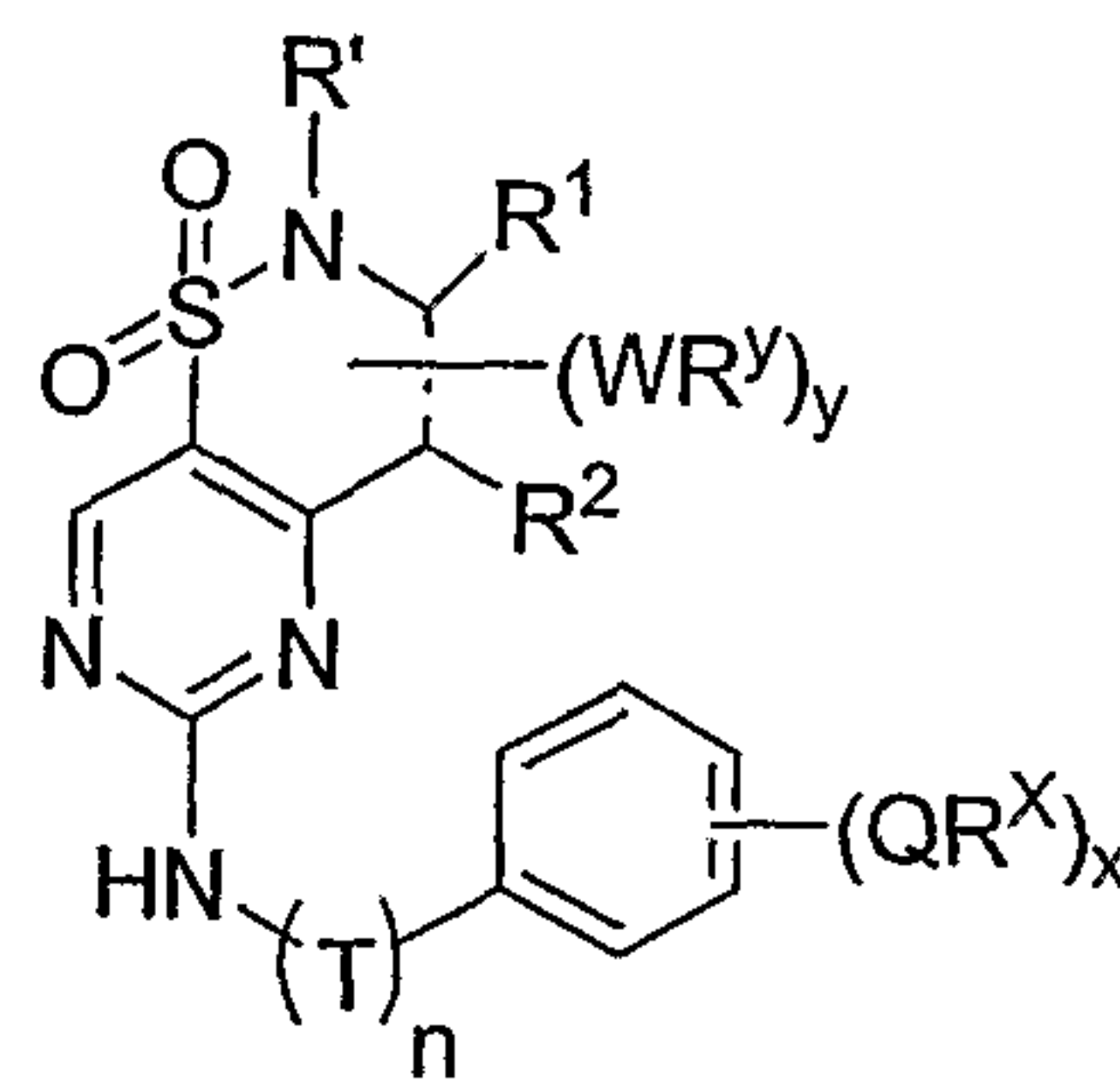
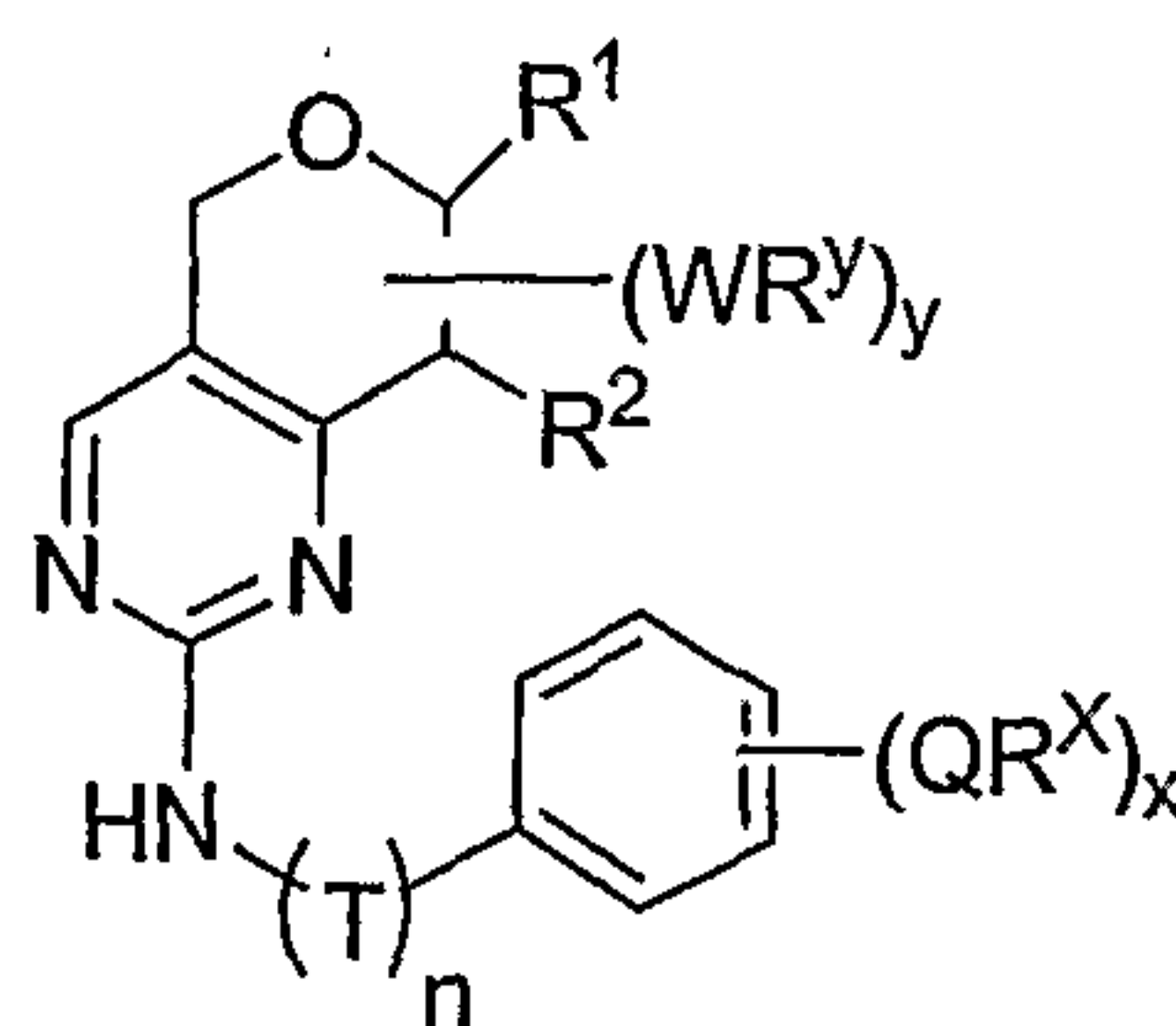
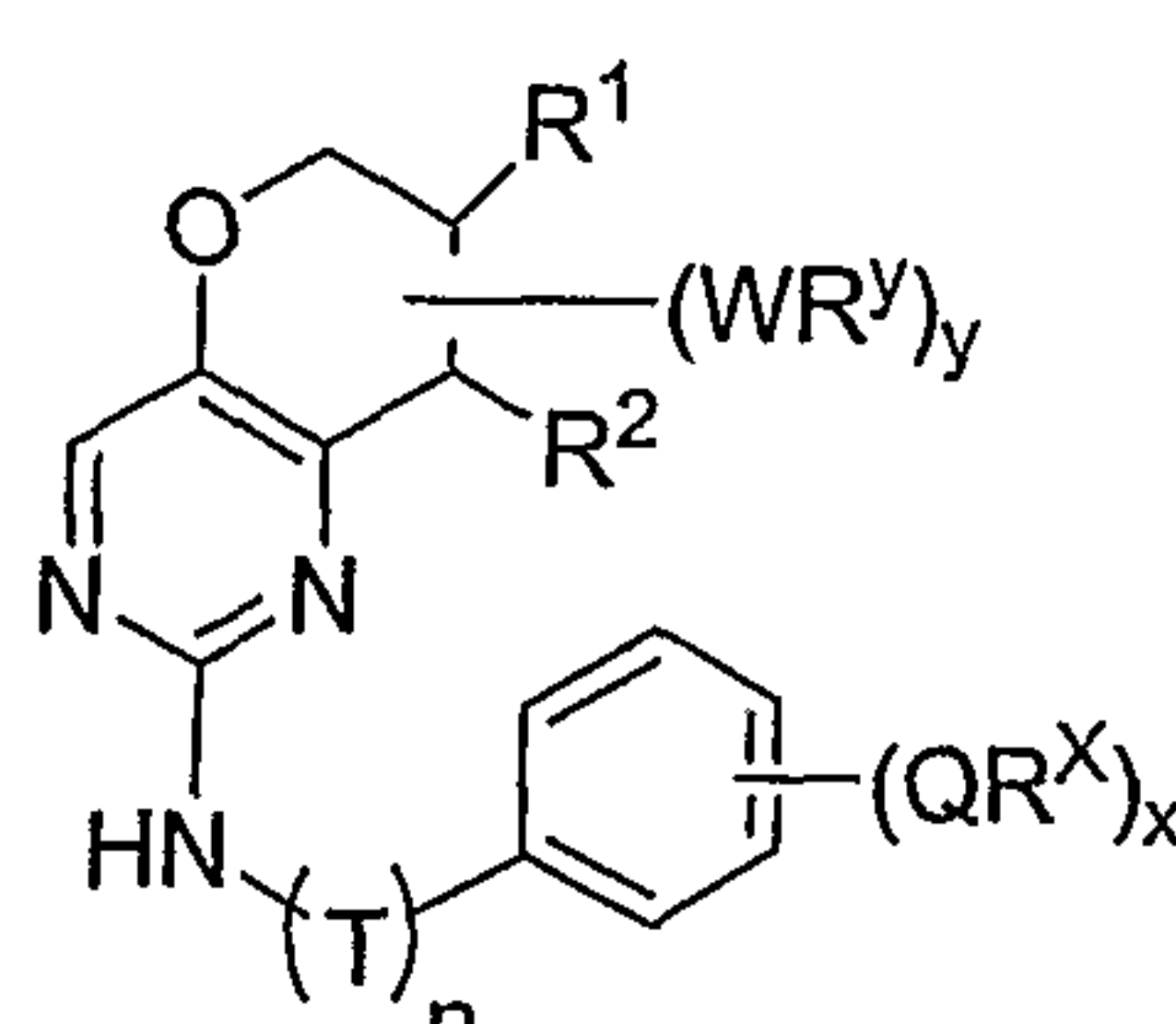
groups are each independently Cl, Br, F, CF₃, methyl, ethyl, isopropyl, n-propyl, n-butyl, tert-butyl, NO₂, -OH, -SO₂NH₂, SO₂CH₃, NH₂, SO₂NHCH₃, NHSO₂CH₃, or an optionally substituted group selected from C₁₋₄alkoxy, phenyl, phenyloxy, benzyl, or benzyloxy. Most preferred QR^X groups include those shown below in Tables 1-8.

[0101] In other preferred embodiments, X is an optionally substituted C₂-alkylidene chain wherein zero, one or two methylene units are optionally replaced by S, O, or -SO₂N(R')-, and the compounds have one of the structures **III**, **IV**, **V**, **VI**, **VII**, **VIII**, or **IX**:

**III****IV****V****VI****VII****VIII****IX**

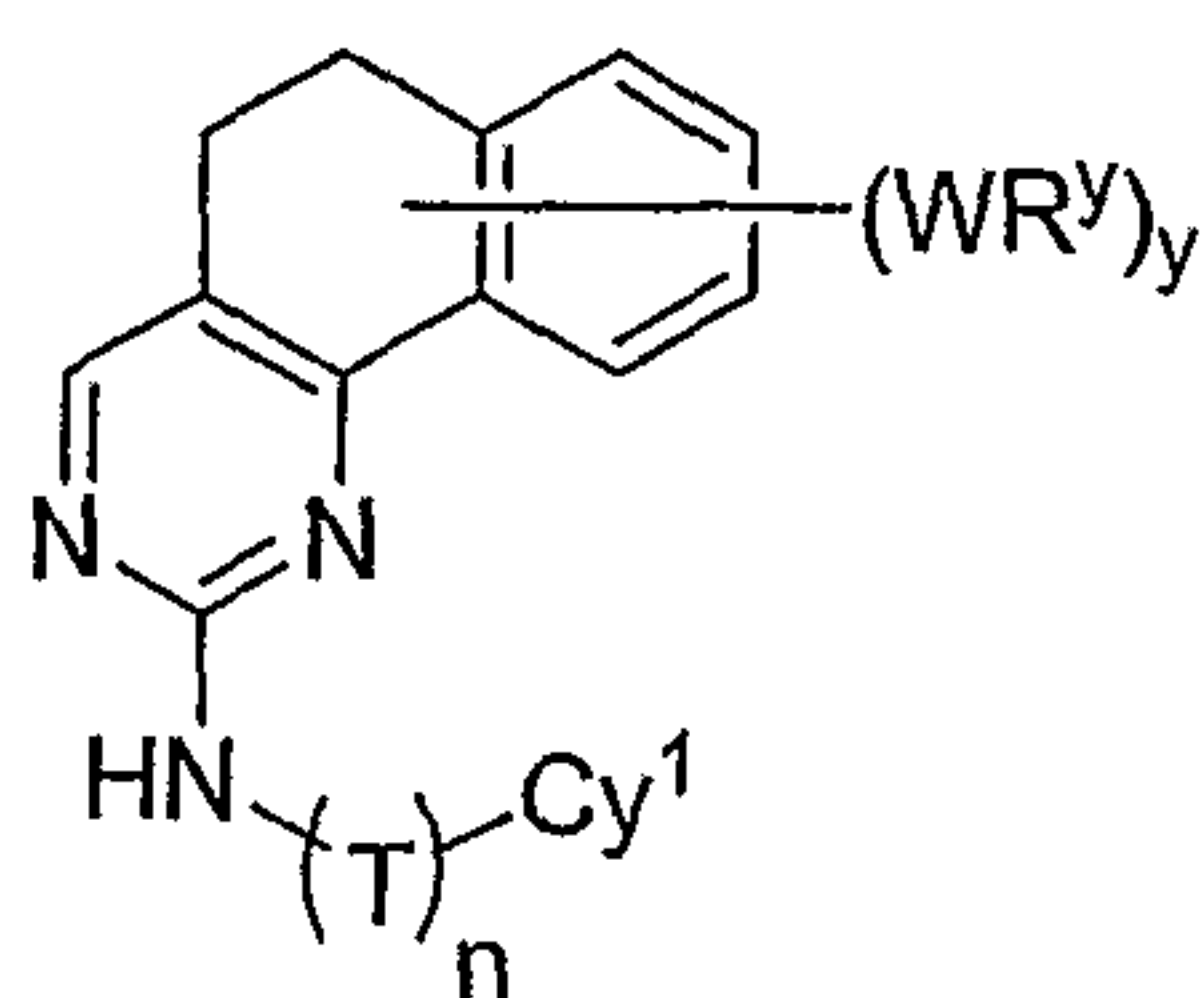
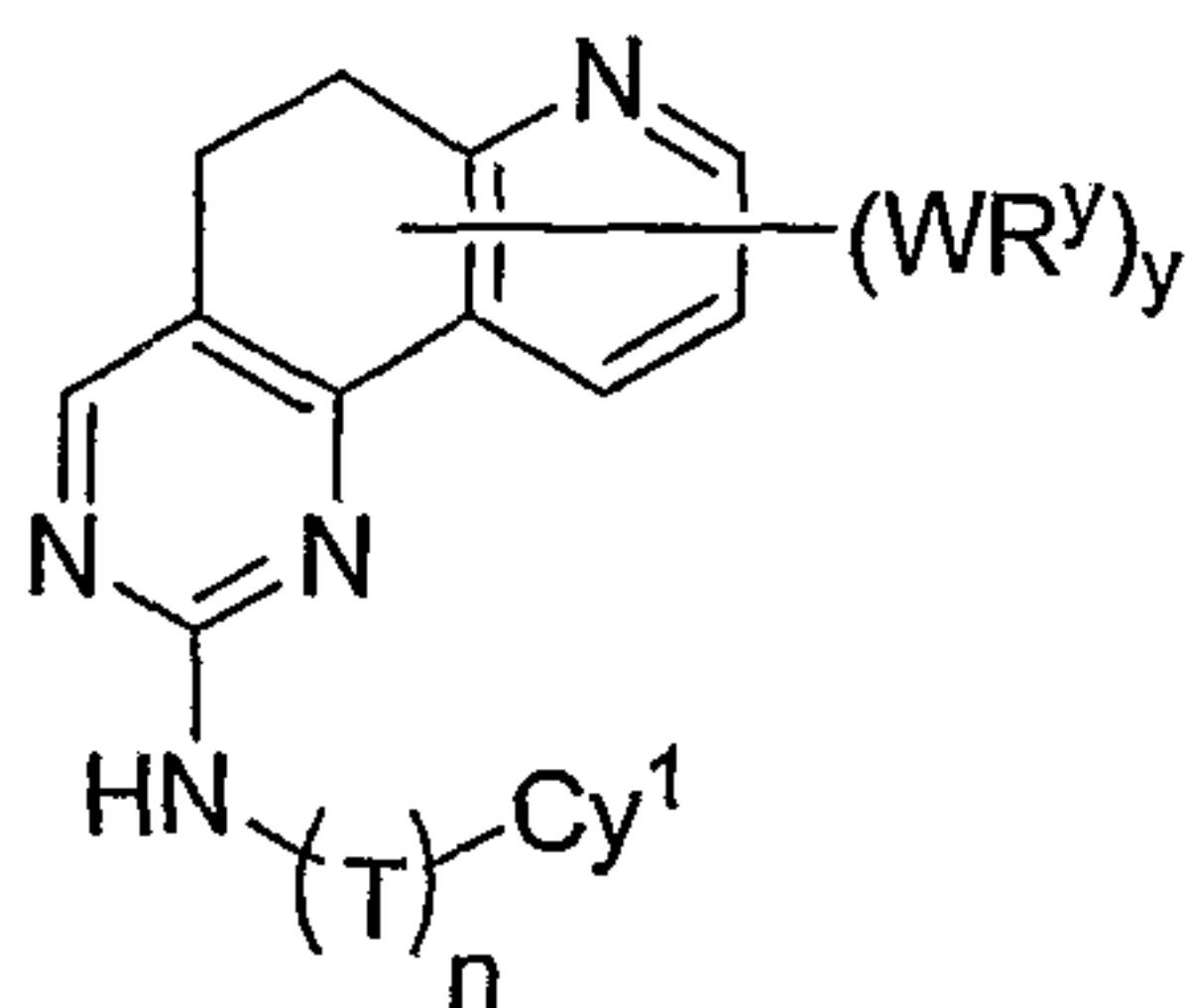
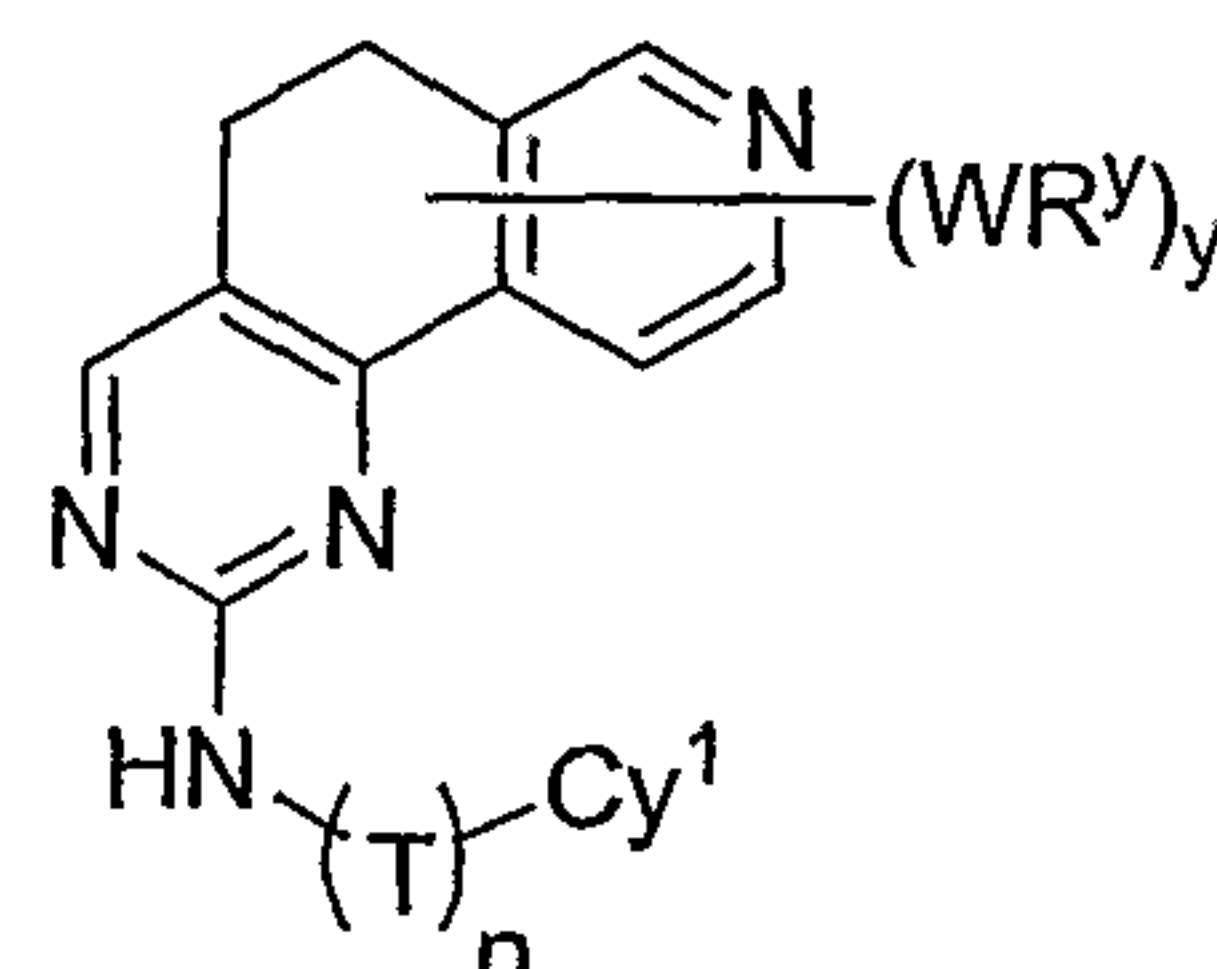
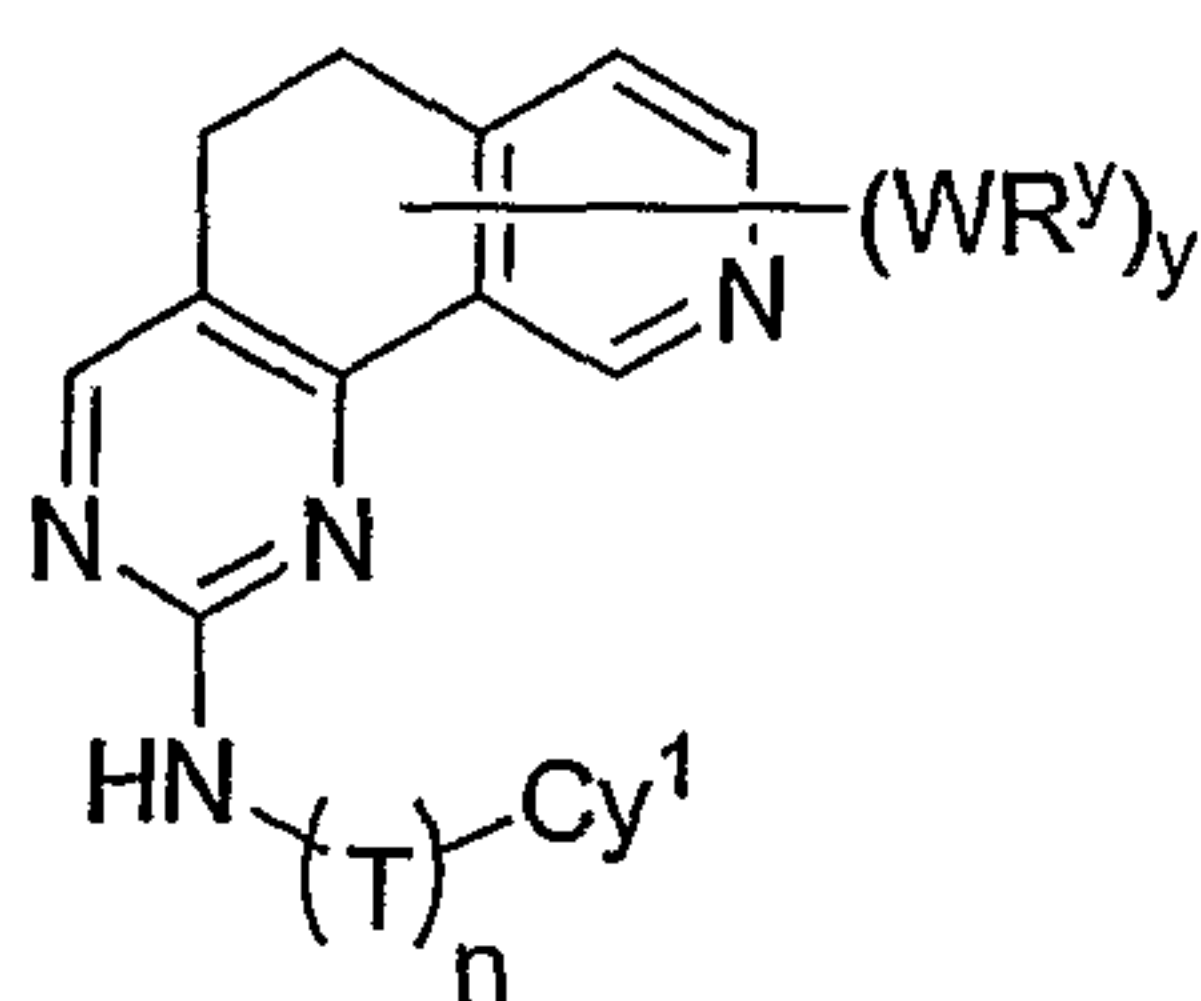
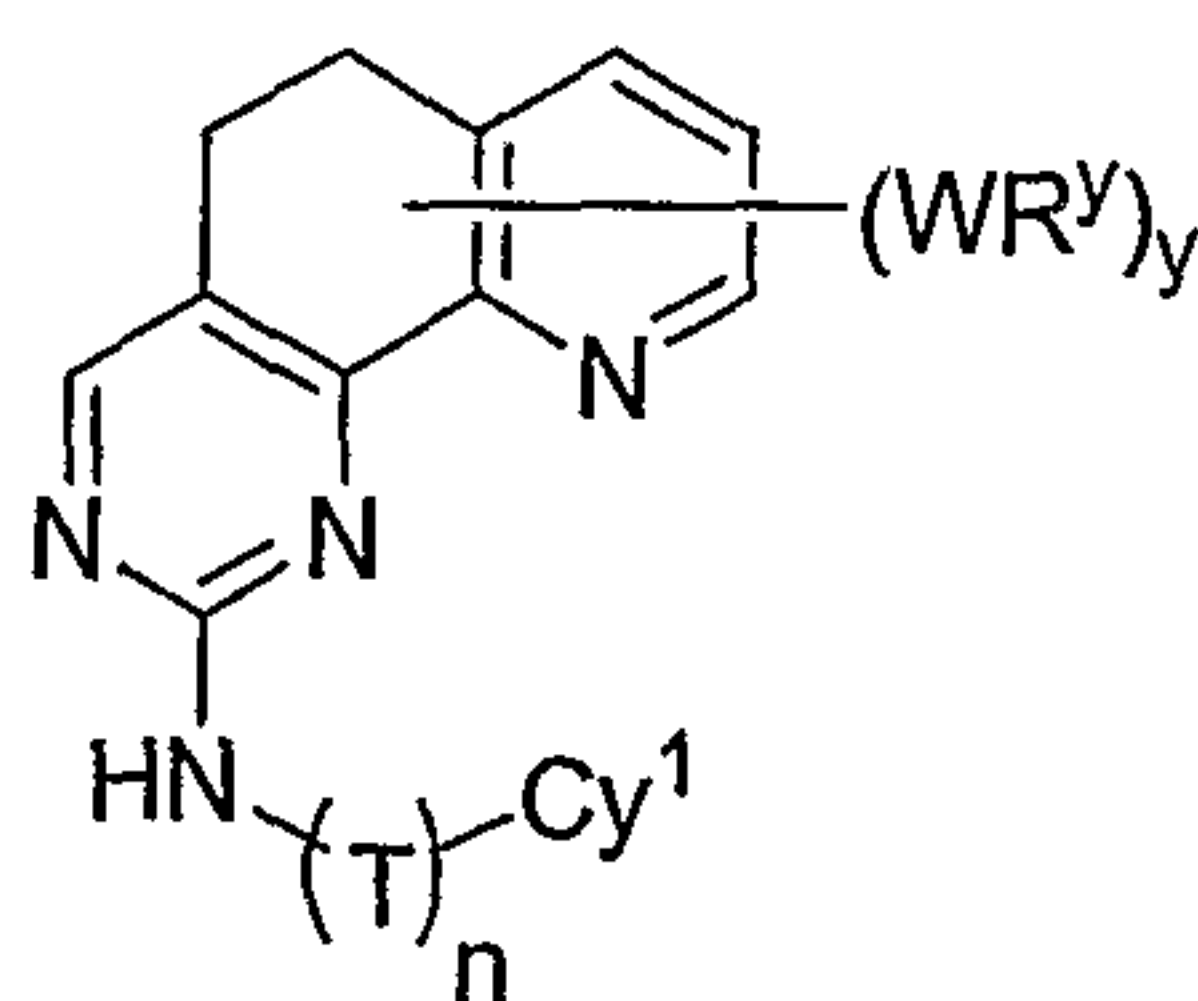
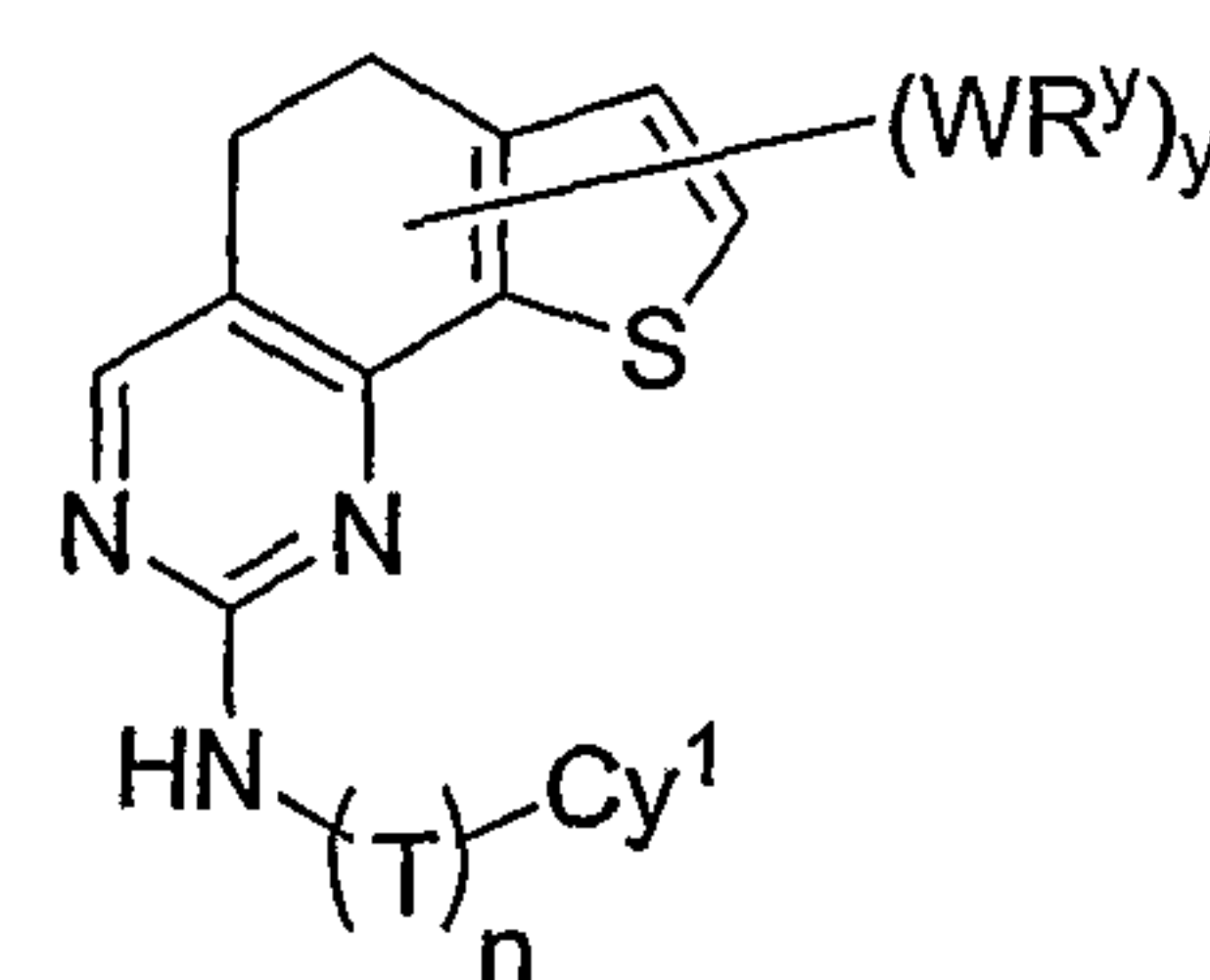
[0102] wherein W, R^y, y, and R' are as defined generally above and in classes and subclasses herein; wherein the dashed bond denoted a single or double bond, as valency permits.

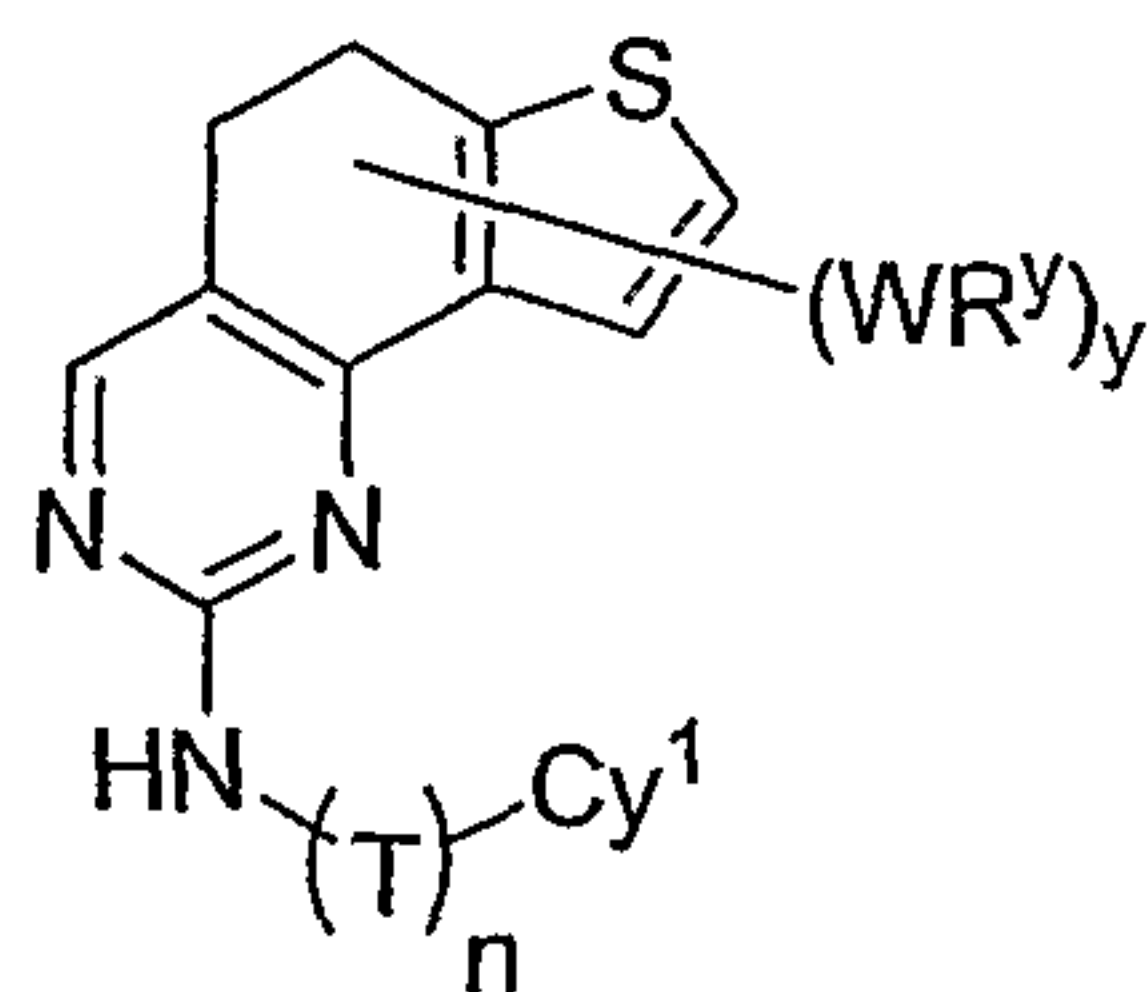
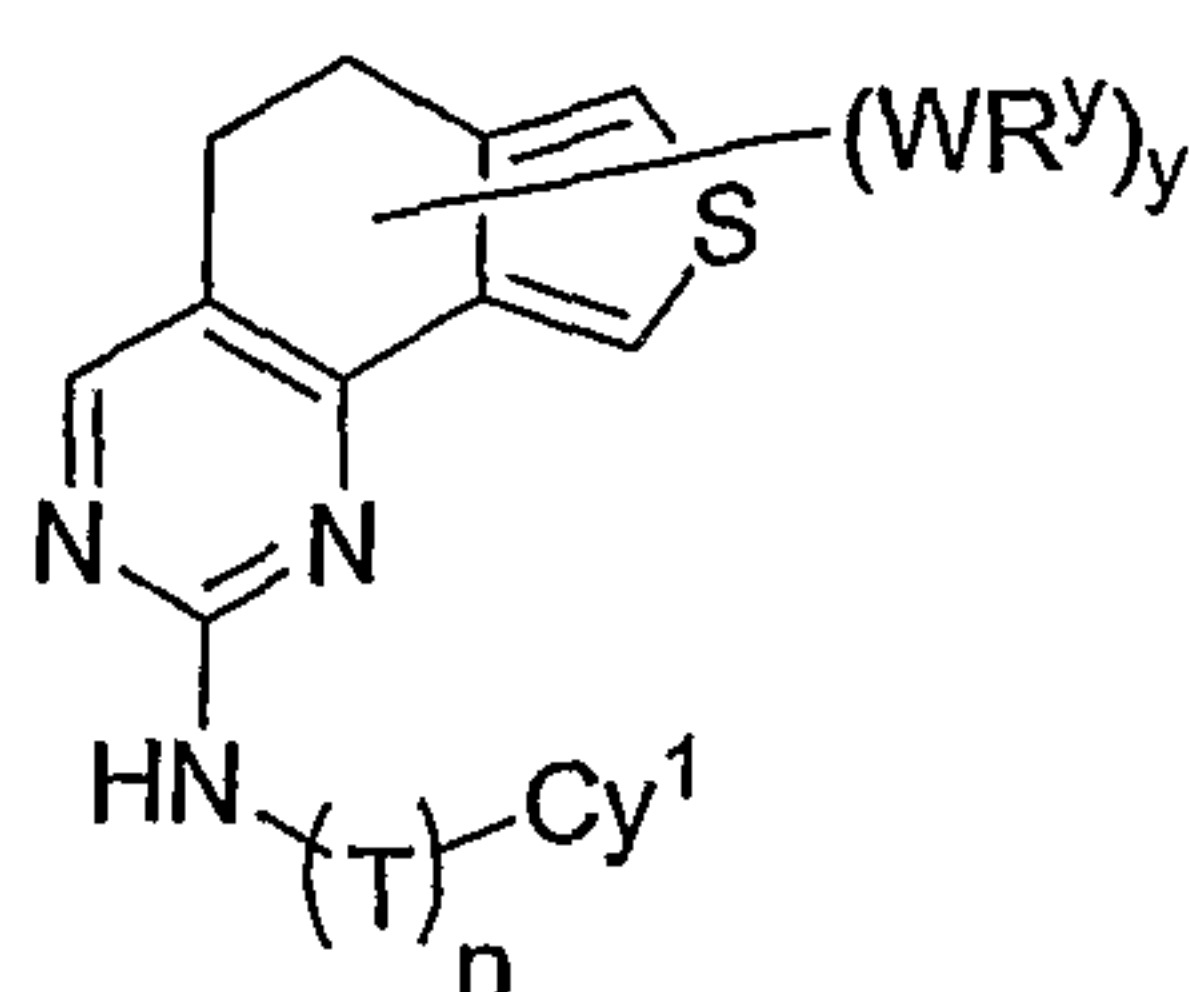
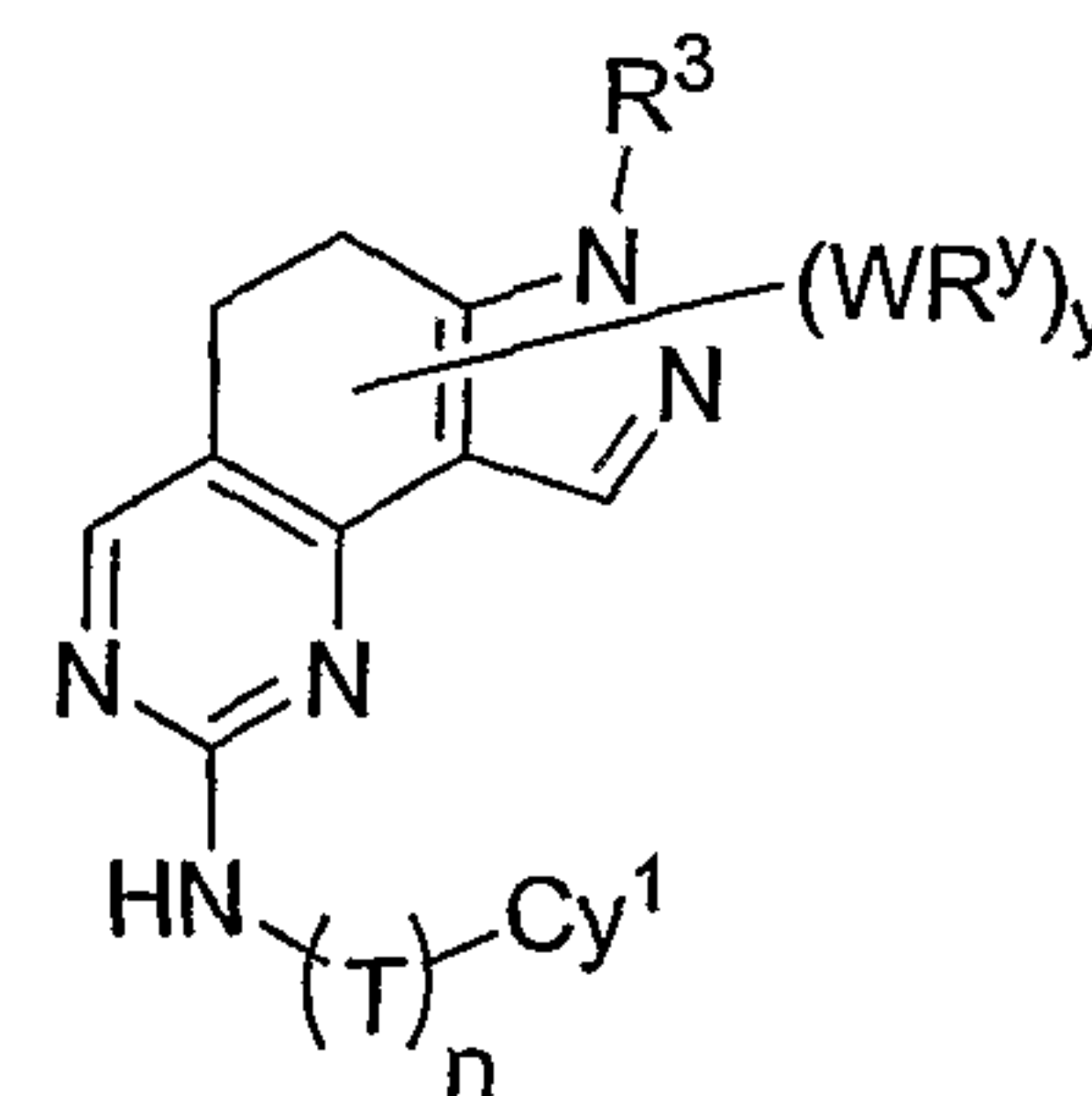
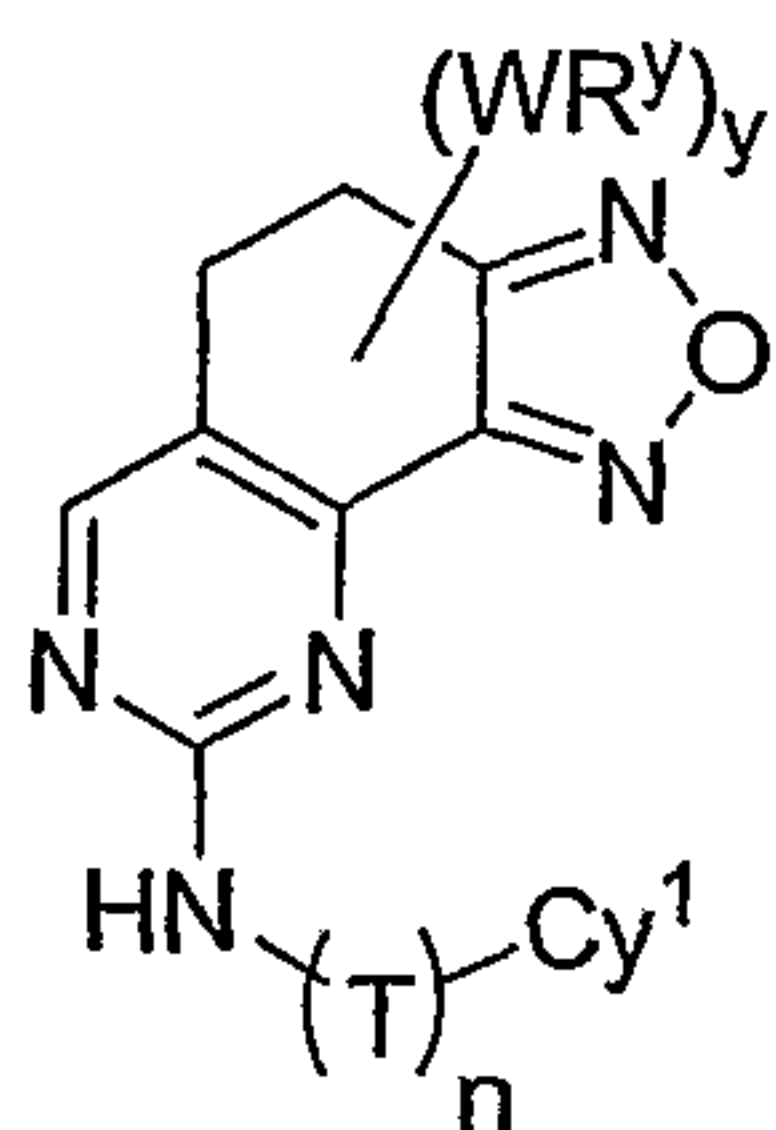
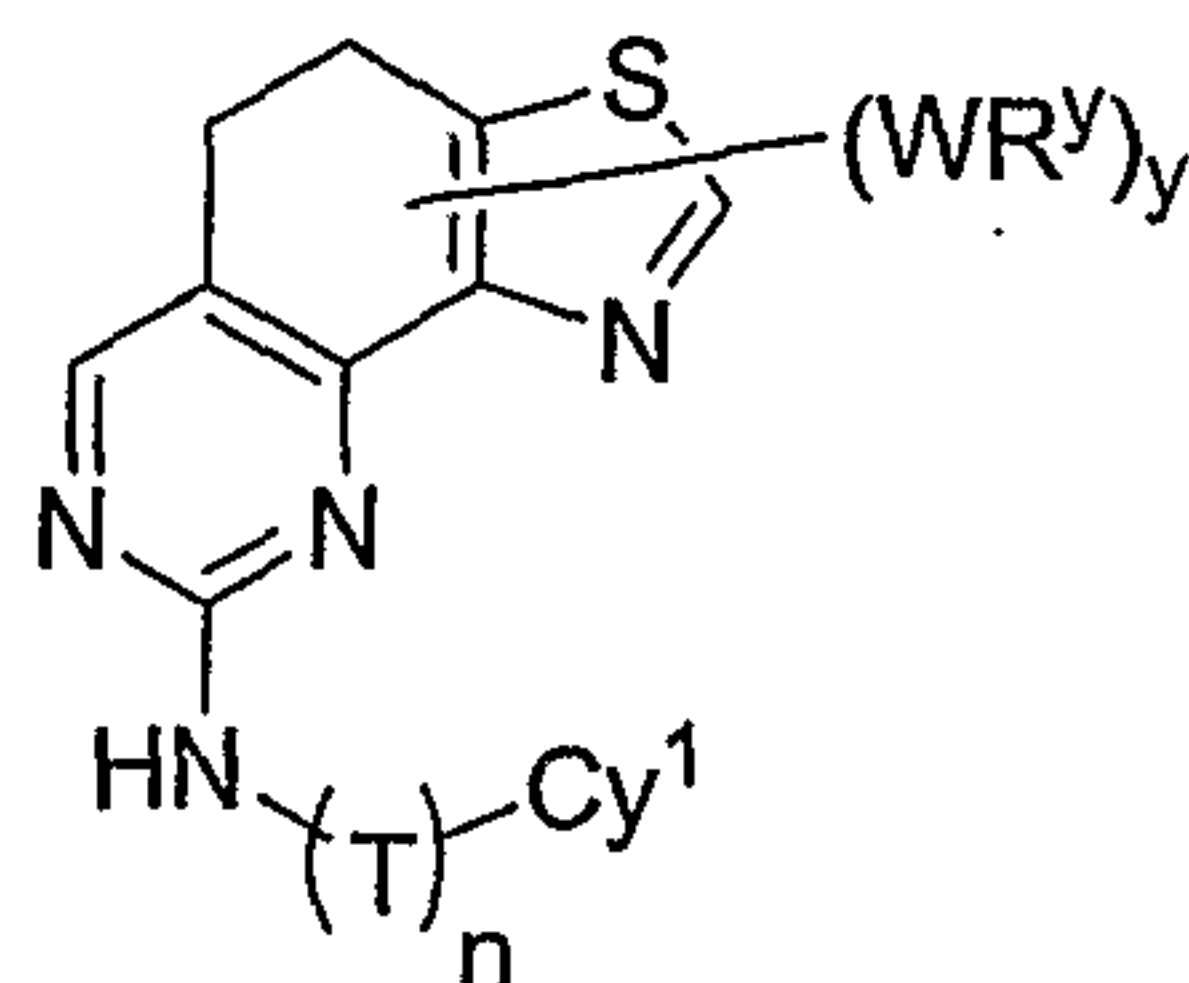
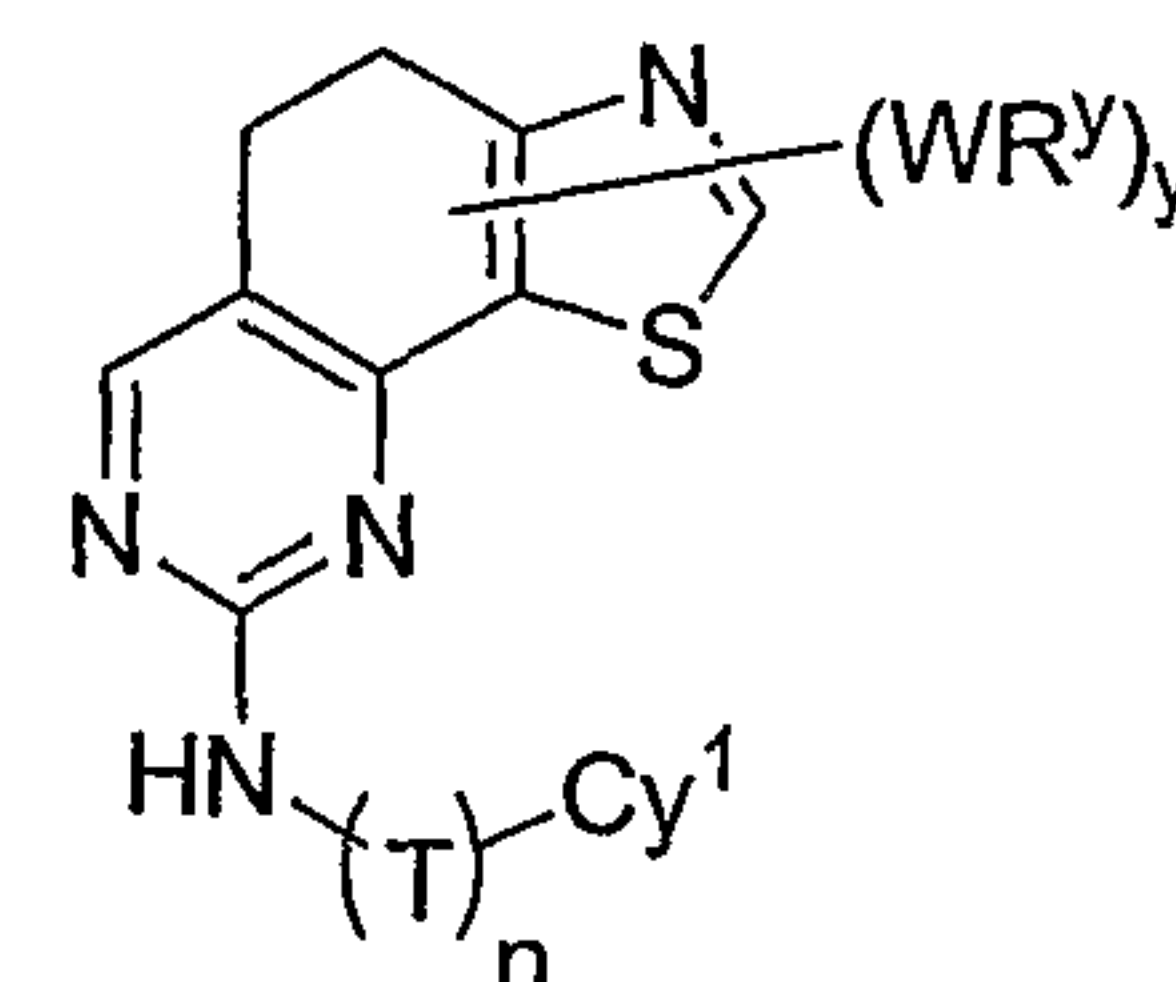
[0103] As described generally above, in certain preferred embodiments, Cy¹ is selected from any one of **a** through **mm** depicted above (including certain subsets **b-i**, **c-i**, **b-ii**, **b-iii**, **c-ii**, **c-iii**, **g-i**, **ll**, **o-i** or **mm**). It will be appreciated, however, that for compounds of formulae **III** through **VI** as described above, certain additional compounds are of special interest. For example, in certain exemplary embodiments, for compounds of general formulae **II** through **VI** above, compounds of special interest include those compounds where Cy¹ is optionally substituted phenyl, and compounds have one of formulae **III-A** through **VI-A**:

**III-A****IV-A****V-A****VI-A****VII-A****VIII-A****IX-A**

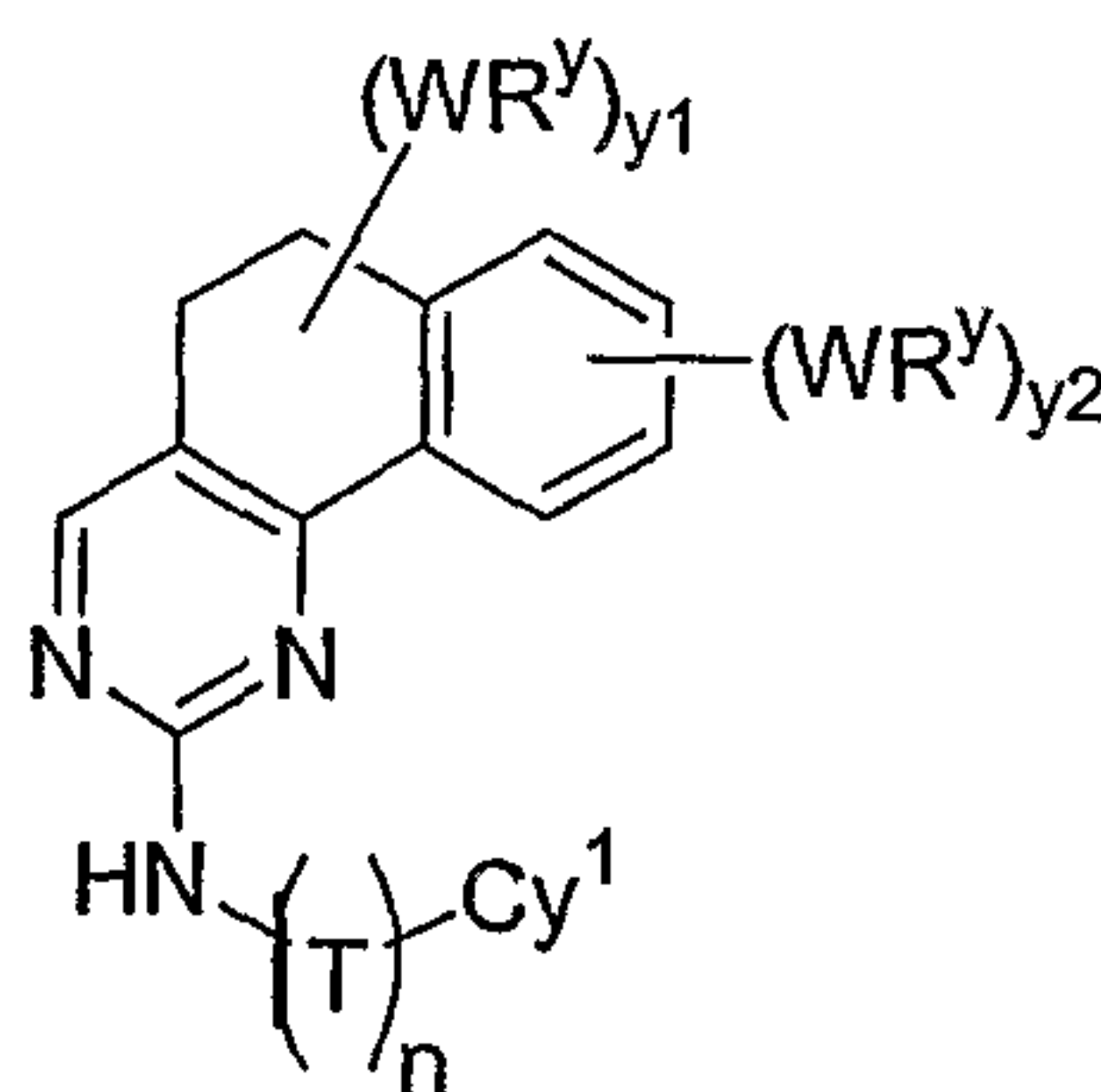
[0104] wherein X, R¹, R², n, x, T, Q and R^X are as defined generally above and in classes and subclasses herein.

[0105] In certain preferred embodiments, for compounds of formulas **III** through **IX**, R¹ and R², taken together with the carbon atoms to which they are bound form an optionally substituted 5 or 6-membered aryl or heteroaryl ring selected from phenyl (**i**), pyridyl (**ii-1**, **ii-2**, **ii-3**, **ii-4**), pyrazolyl (**xiii-2**), oxadiazolyl (**xiv**) and thiophenyl (**iv-1**, **iv-2**, and **xviii**), or thiazolyl (**viii-1** and **viii-2**). In more preferred embodiments, for compounds of general formula **III**, R¹ and R², taken together with the carbon atoms to which they are bound form an optionally substituted 5 or 6-membered aryl or heteroaryl ring selected from phenyl (**i**), pyridyl (**ii-1**, **ii-2**, **ii-3**, **ii-4**), pyrazolyl (**xiii-2**), oxadiazolyl (**xiv**), thiophenyl (**iv-1**, **iv-2**, and **xviii**), or thiazolyl (**viii-1** and **viii-2**), and compounds have one of the formulas **III-B**, **III-C**, **III-D**, **III-E**, **III-F**, **III-G**, **III-H**, **III-I**, **III-J**, **III-K**, **III-L**, or **III-M**:

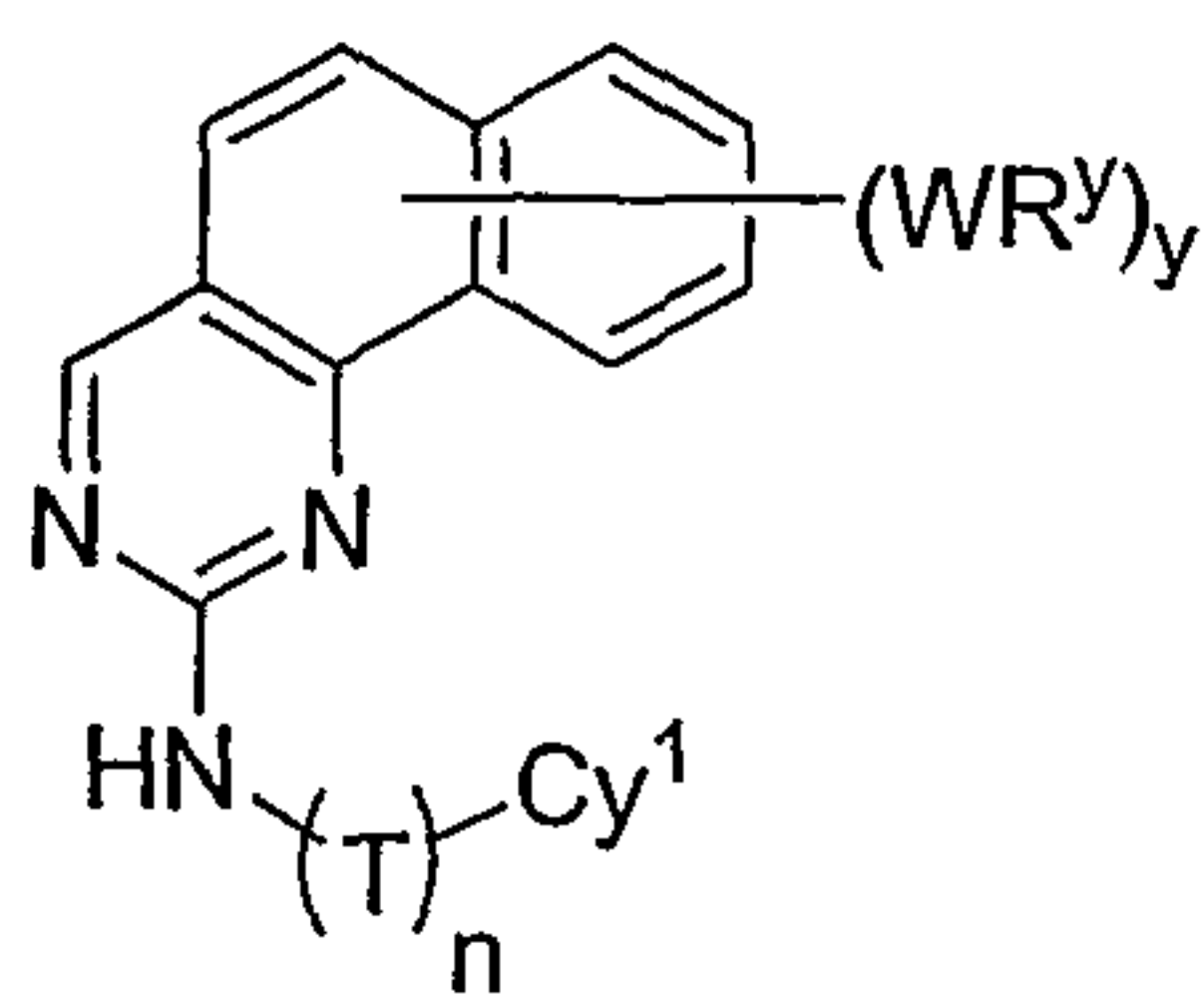
**III-B****III-C****III-D****III-E****III-F****III-G**

**III-H****III-I****III-J****III-K****III-L****III-M**

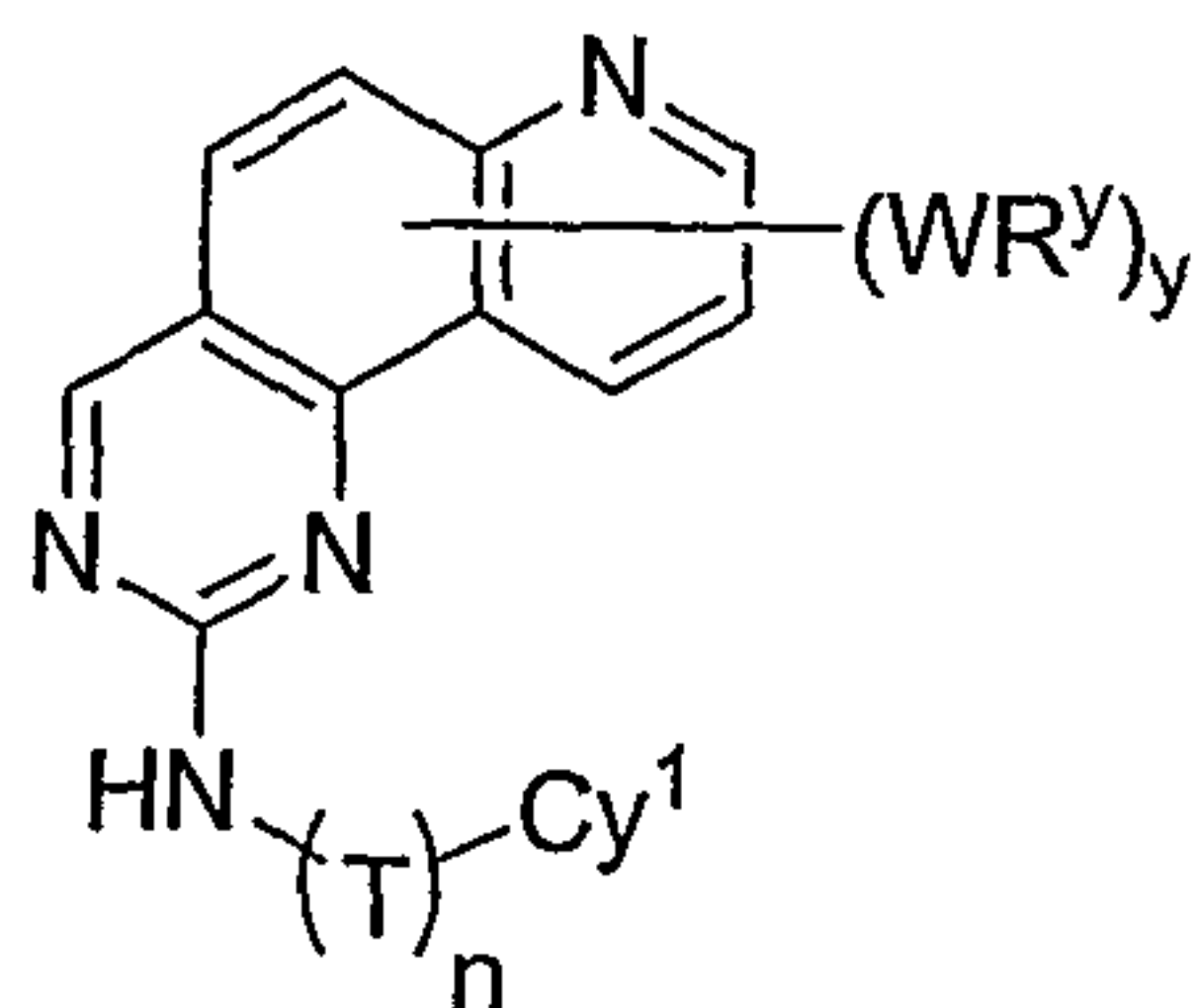
[0106] It should be understood that a substituent on a bond passing through more than one ring indicates that any of those rings may be substituted with the substituent. That is, a compound of formula III-B may be substituted on either the cyclohexyl or the phenyl with WR^y (wherein the total number of y_1 and y_2 is equal to y):



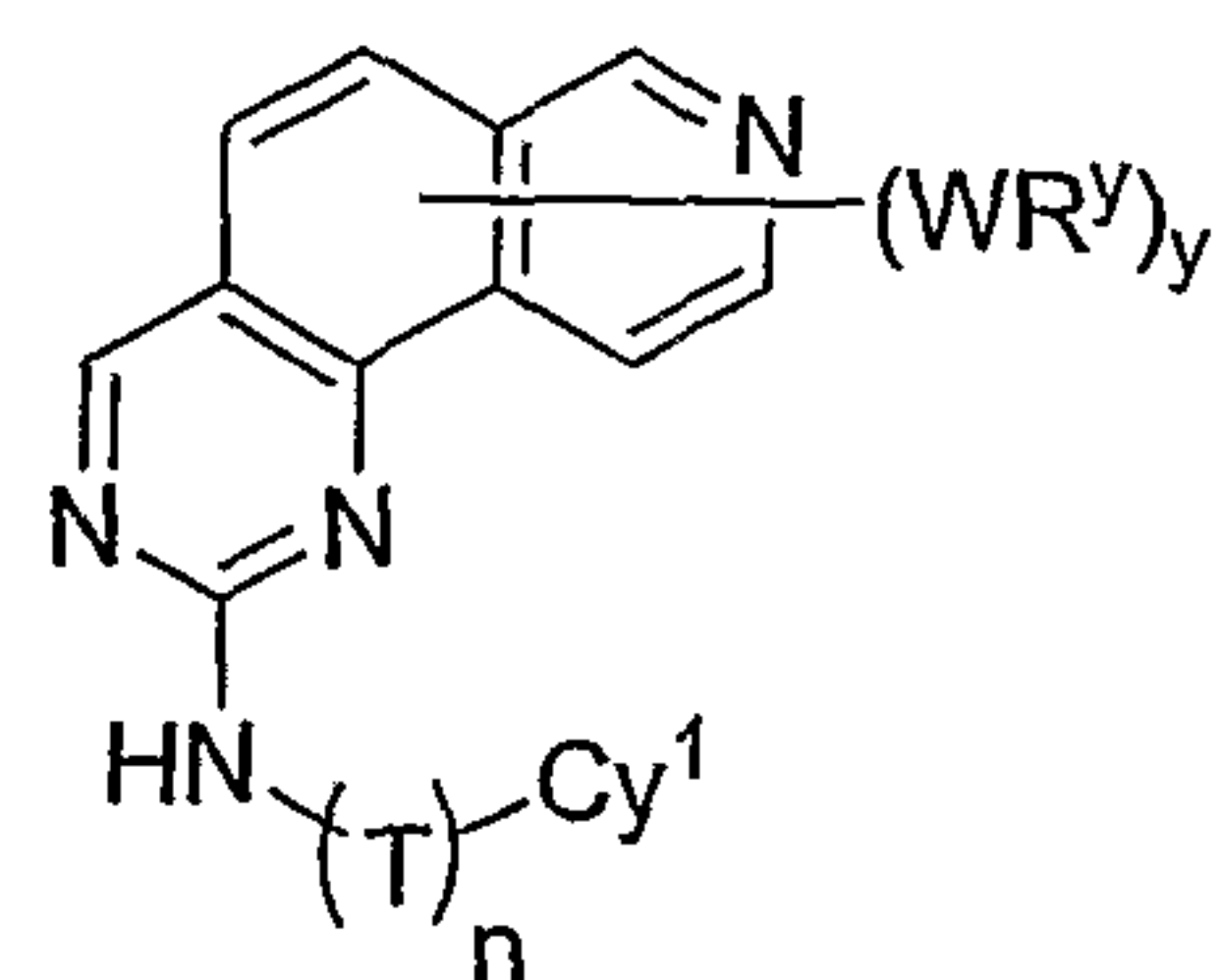
[0107] In other preferred embodiments, for compounds of general formula IV, R^1 and R^2 , taken together with the carbon atoms to which they are bound form an optionally substituted 5 or 6-membered aryl or heteroaryl ring selected from phenyl (i), pyridyl (ii-1, ii-2, ii-3, ii-4), pyrazolyl (xiii-2), oxadiazolyl (xiv), thiophenyl (iv-1, iv-2, and xviii), or thiazolyl (viii-1 and viii-2), and compounds have one of the formulas IV-B, IV-C, IV-D, IV-E, IV-F, IV-G, IV-H, IV-I, IV-J, IV-K, IV-L, or IV-M:



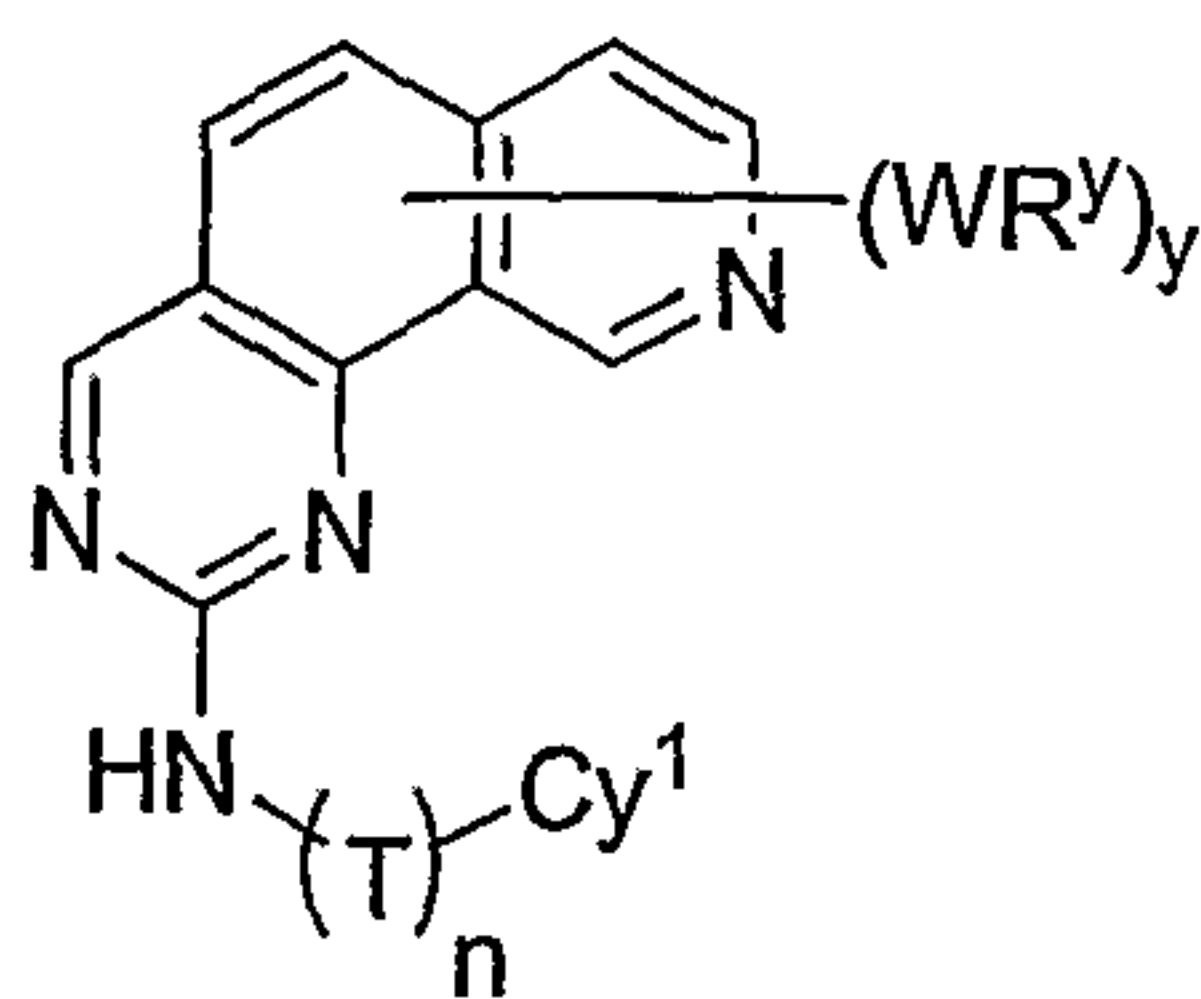
IV-B



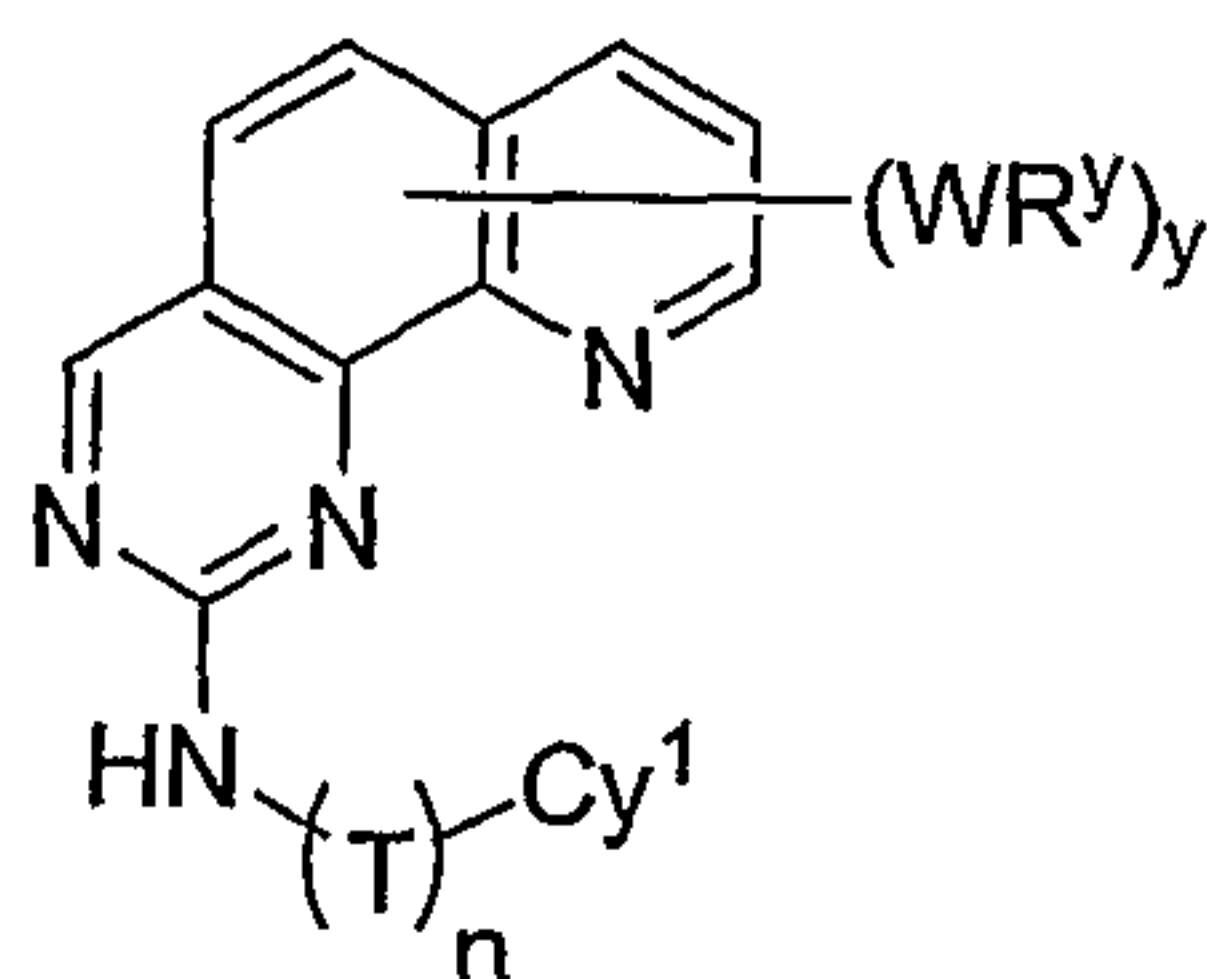
IV-C



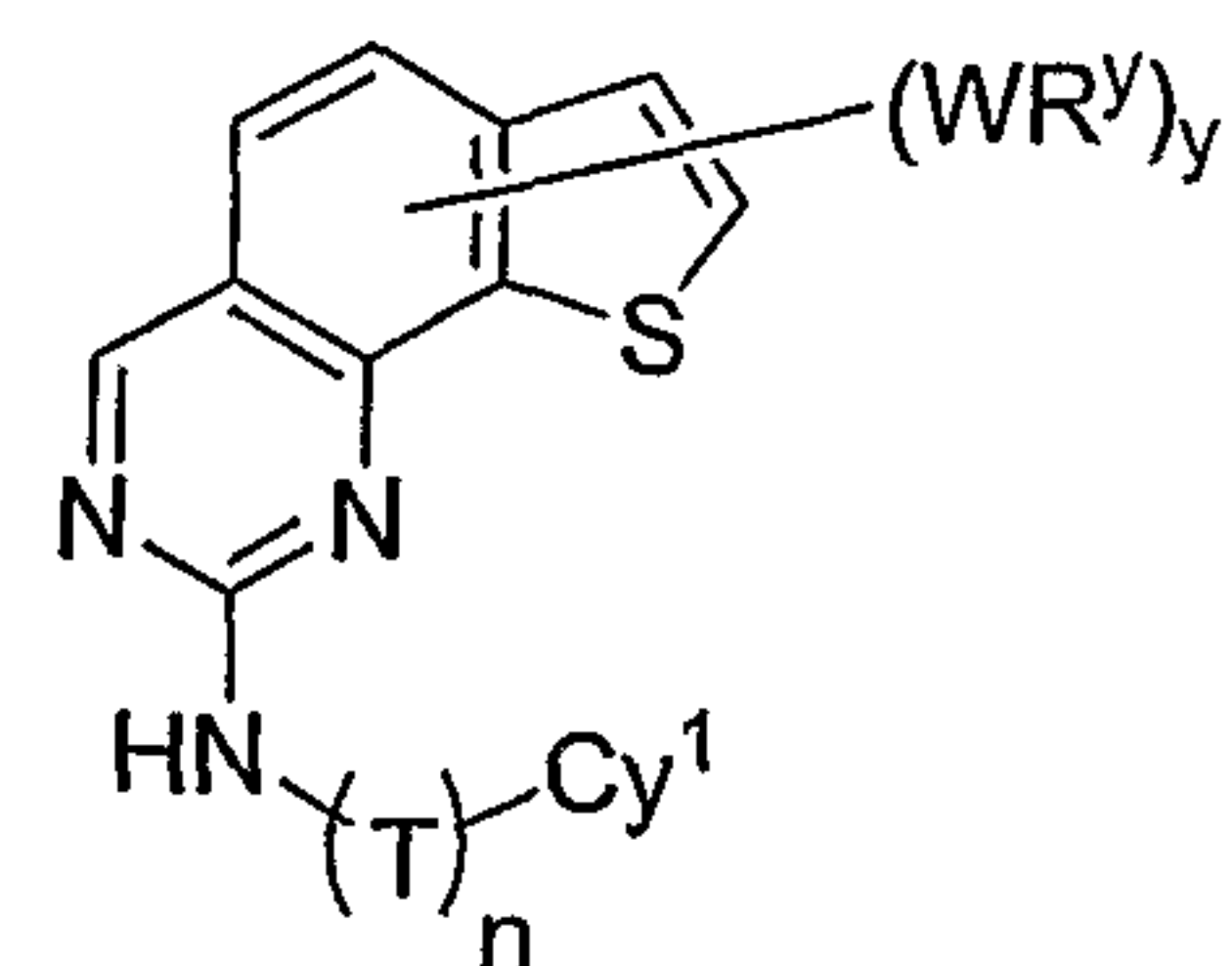
IV-D



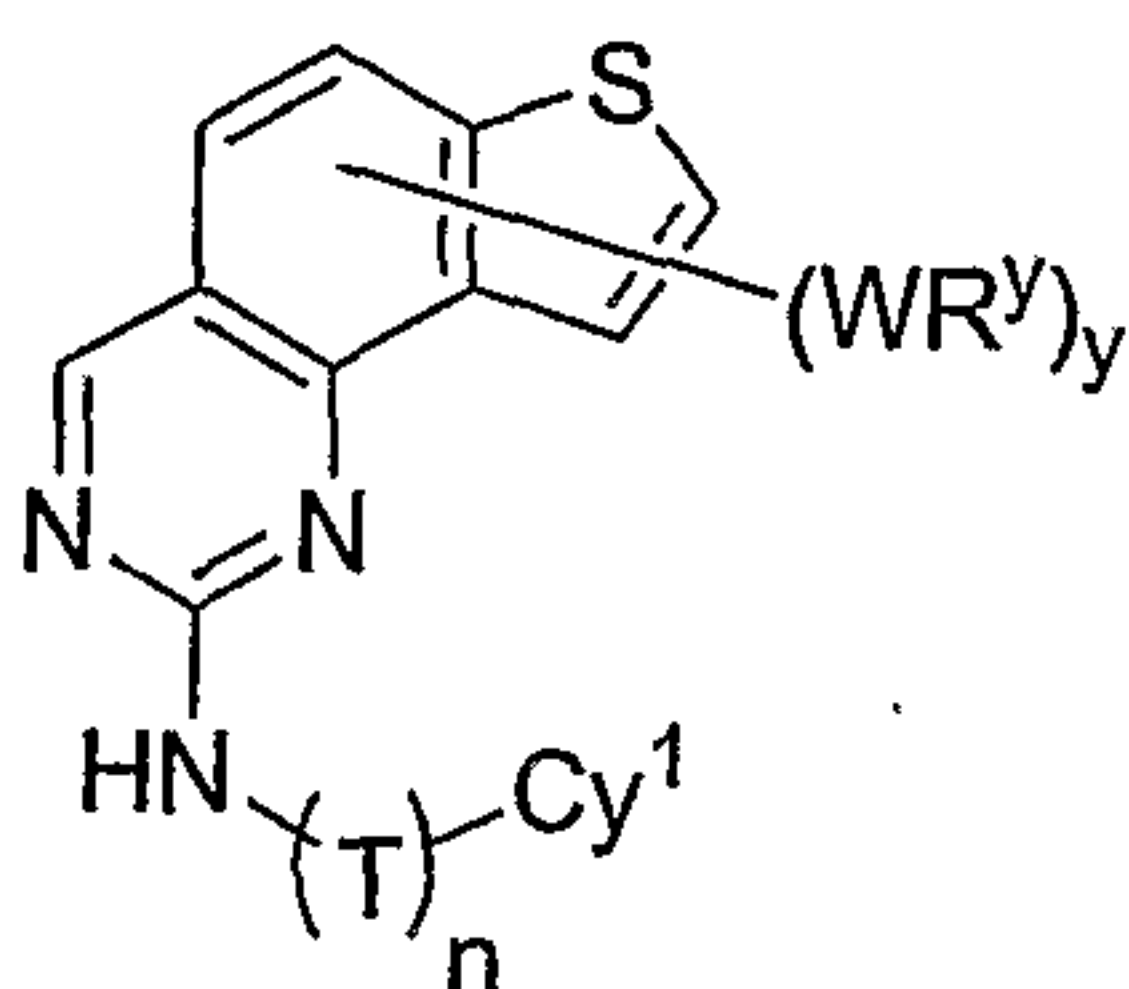
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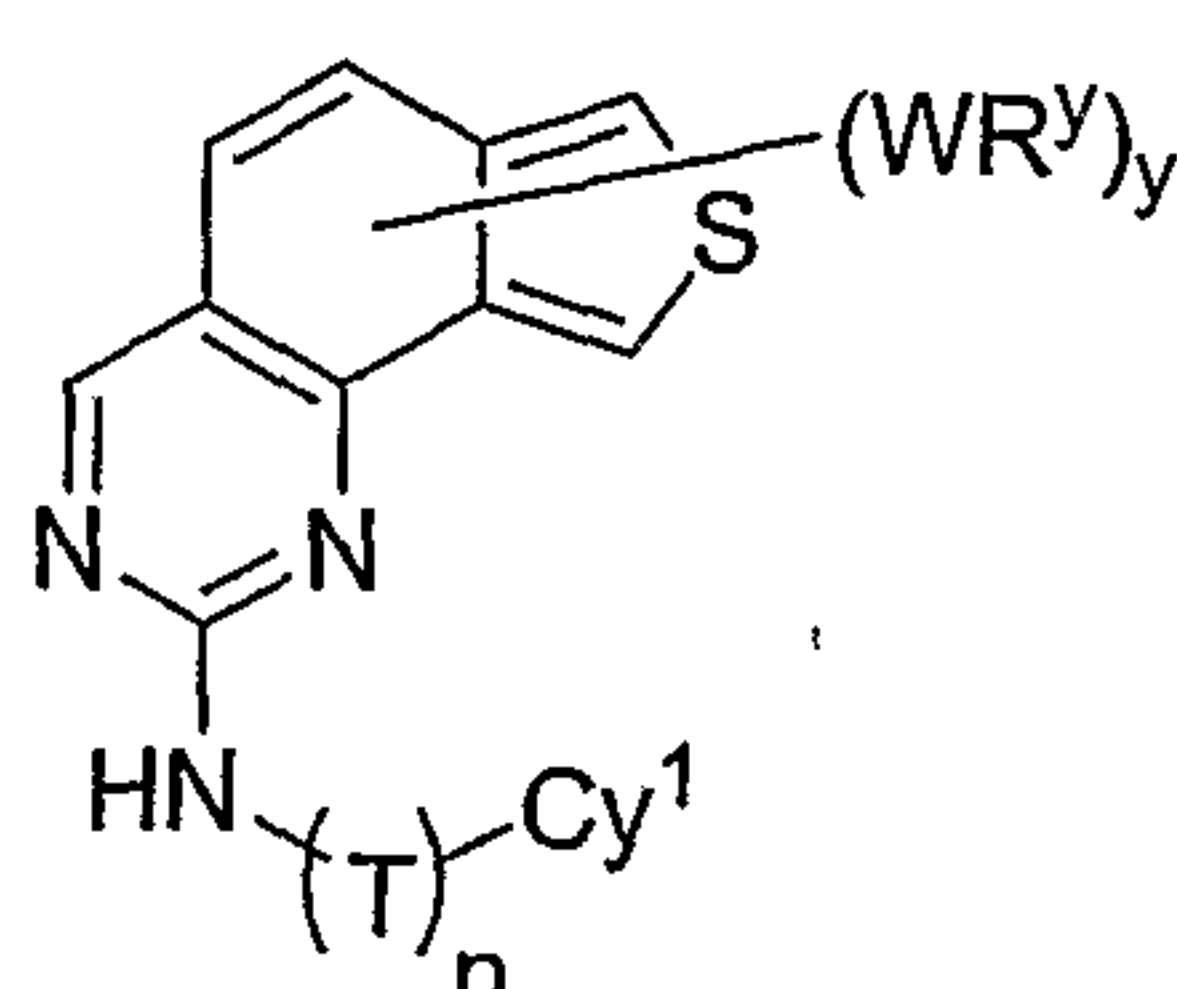
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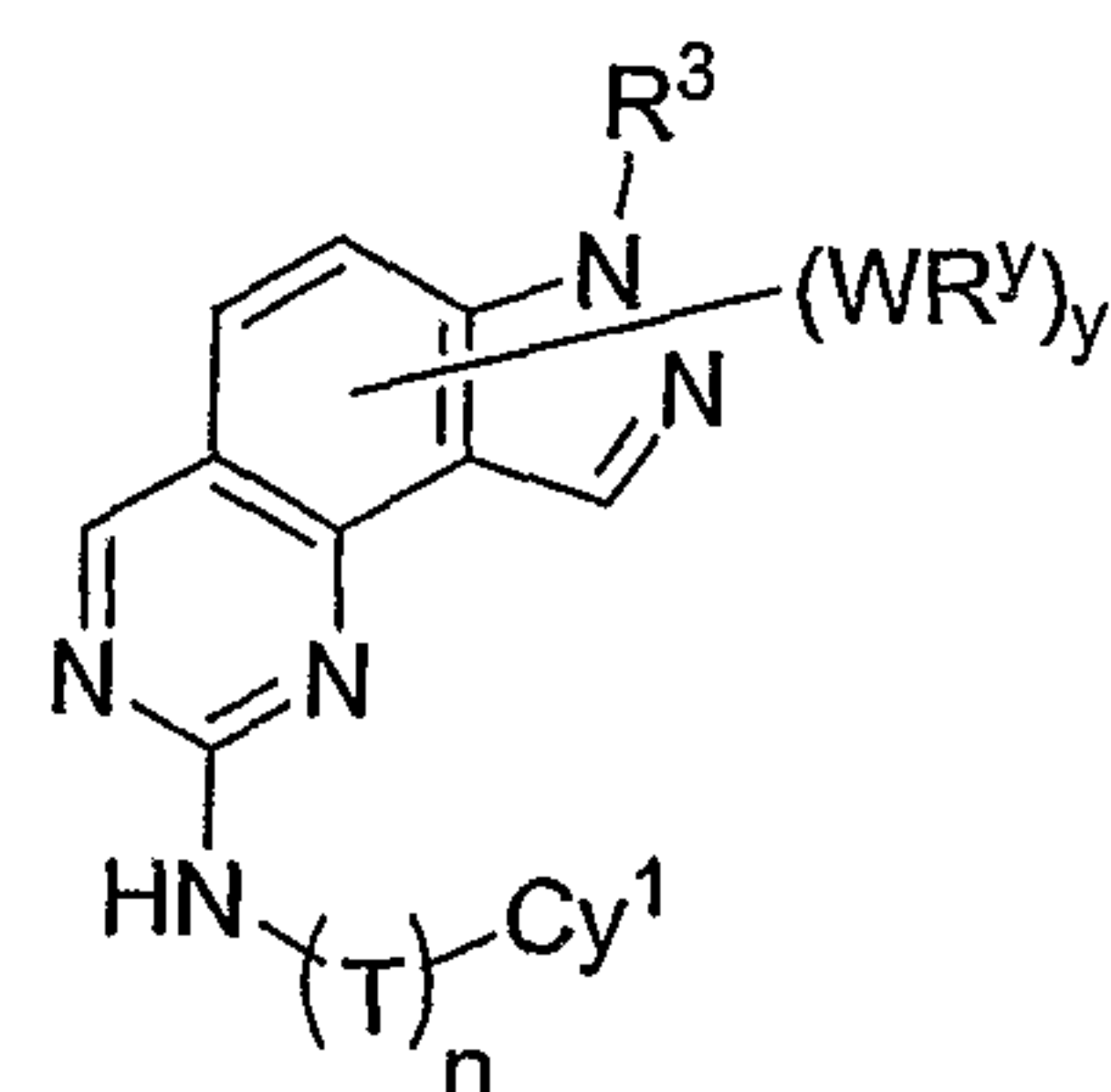
IV-G



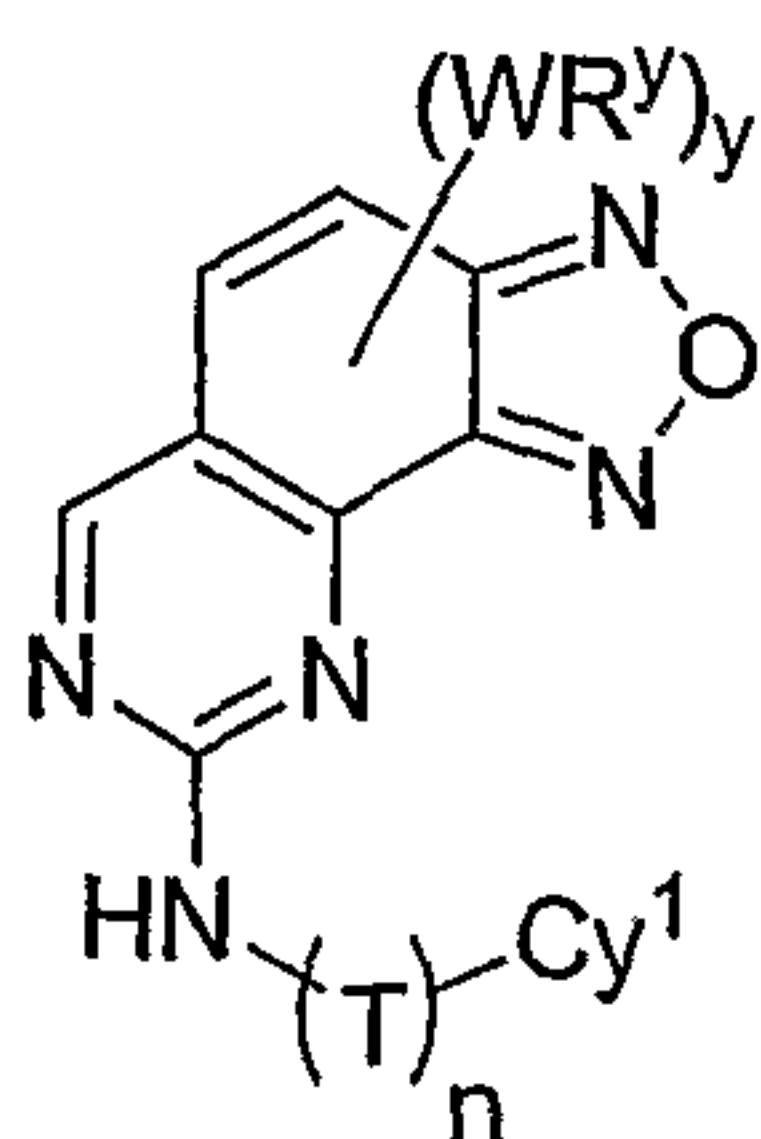
IV-H



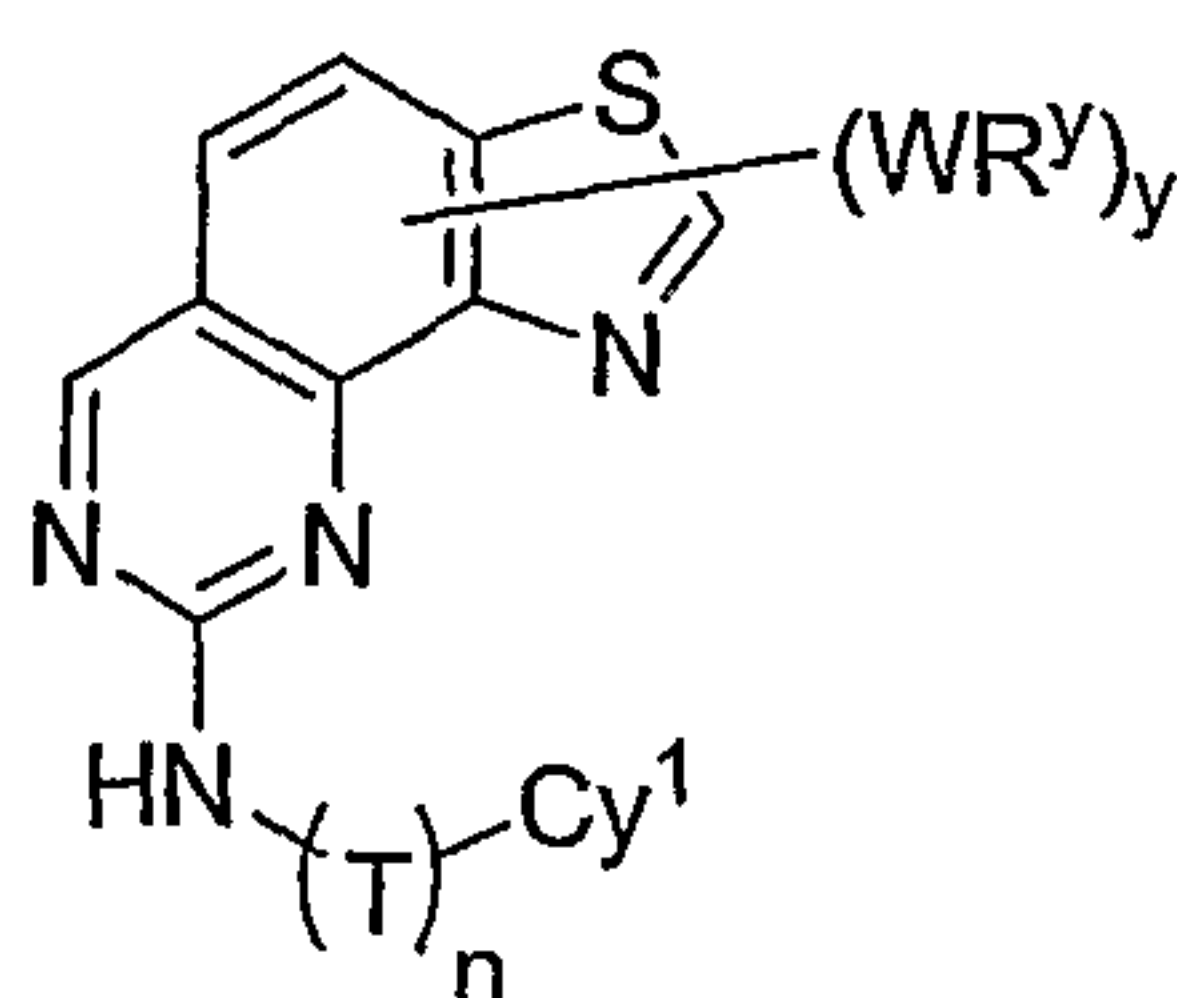
IV-I



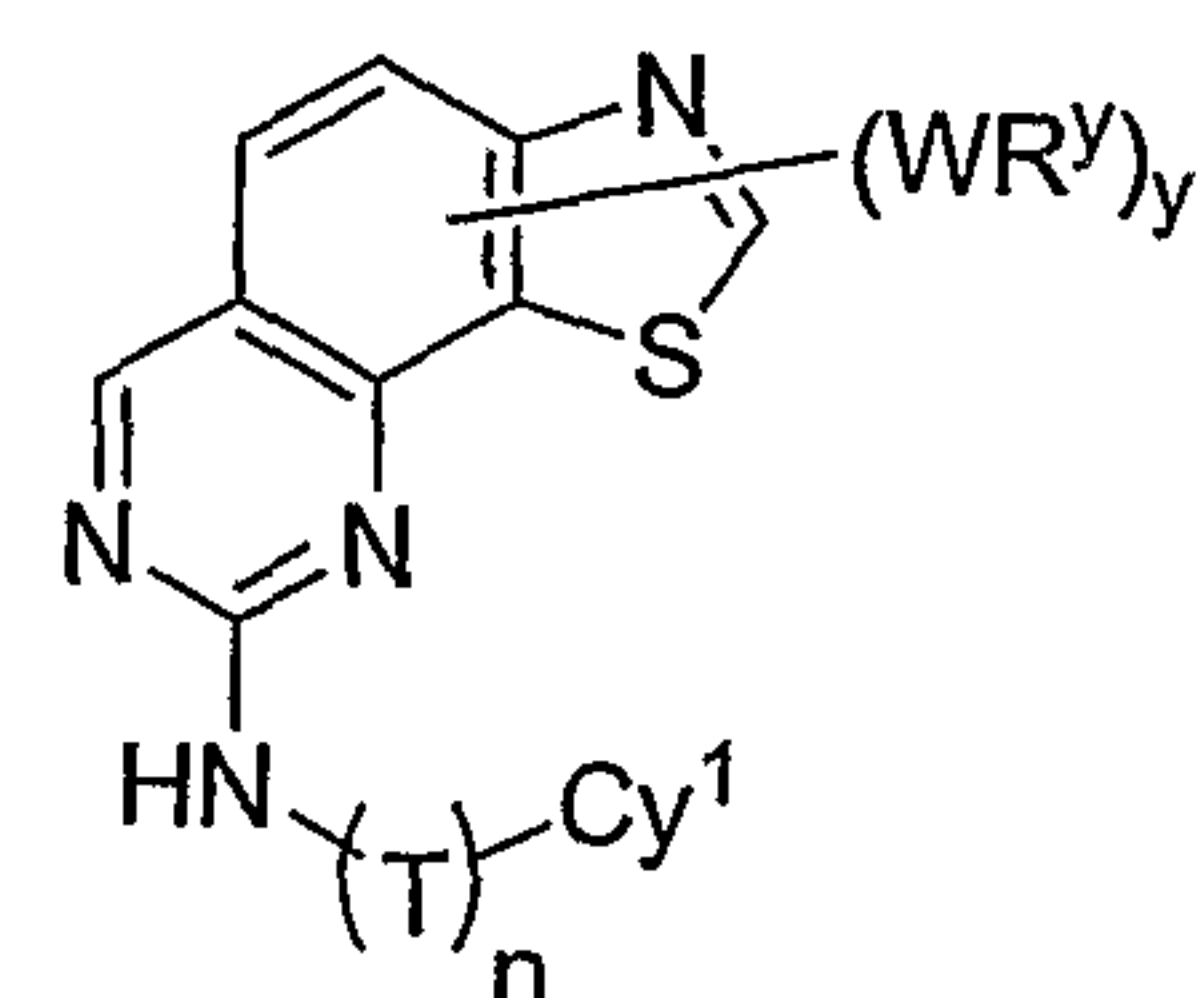
IV-J



IV-K



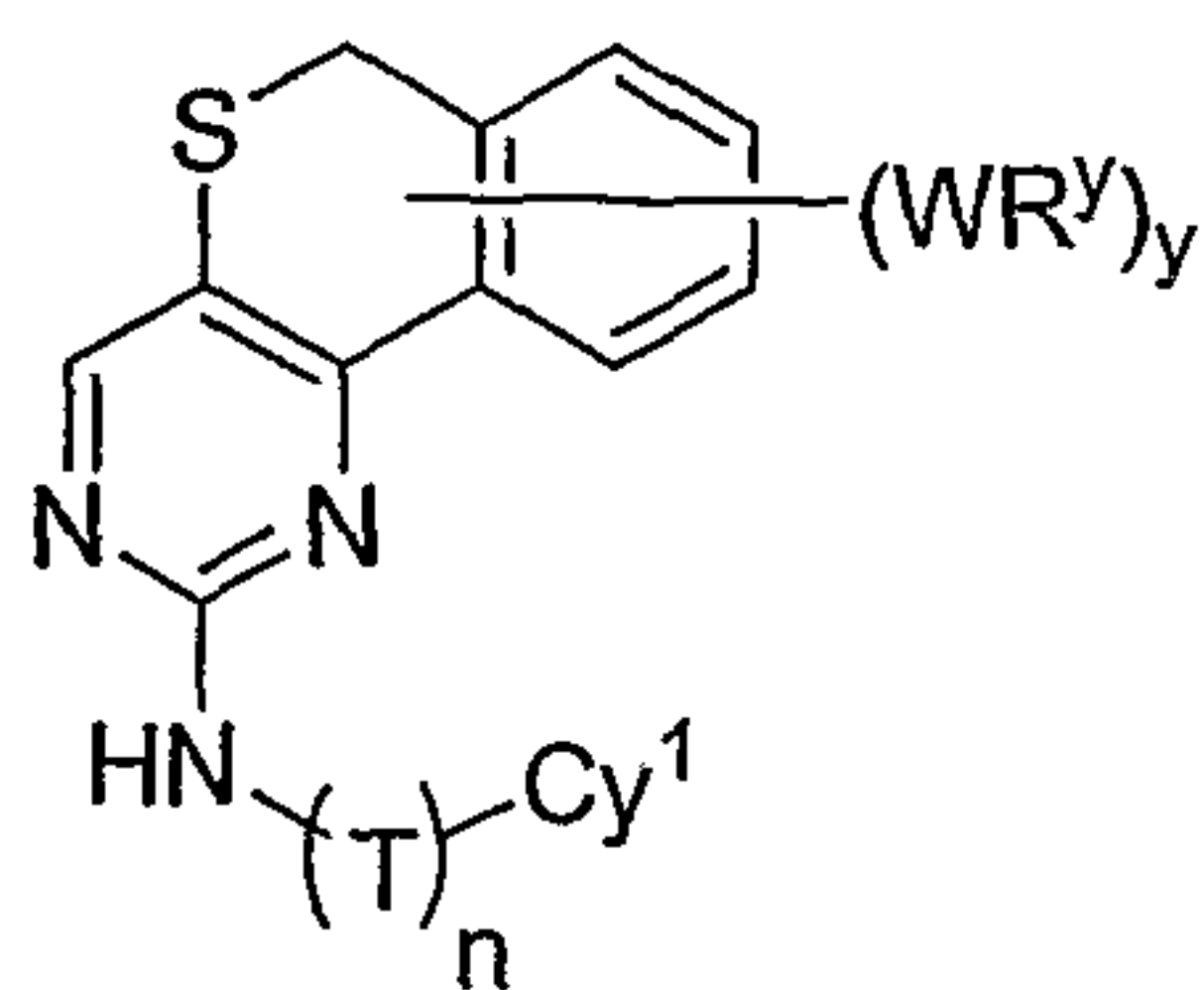
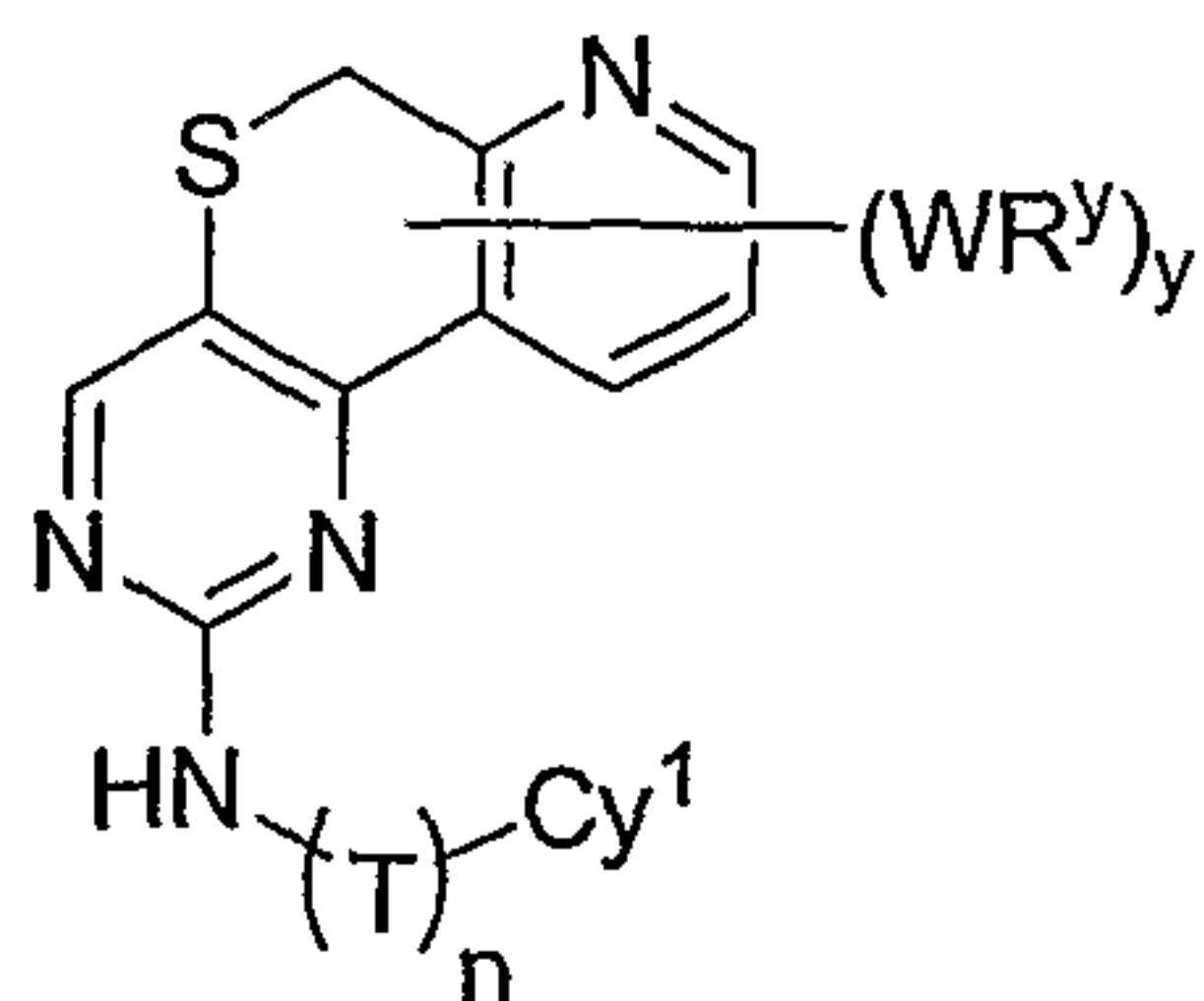
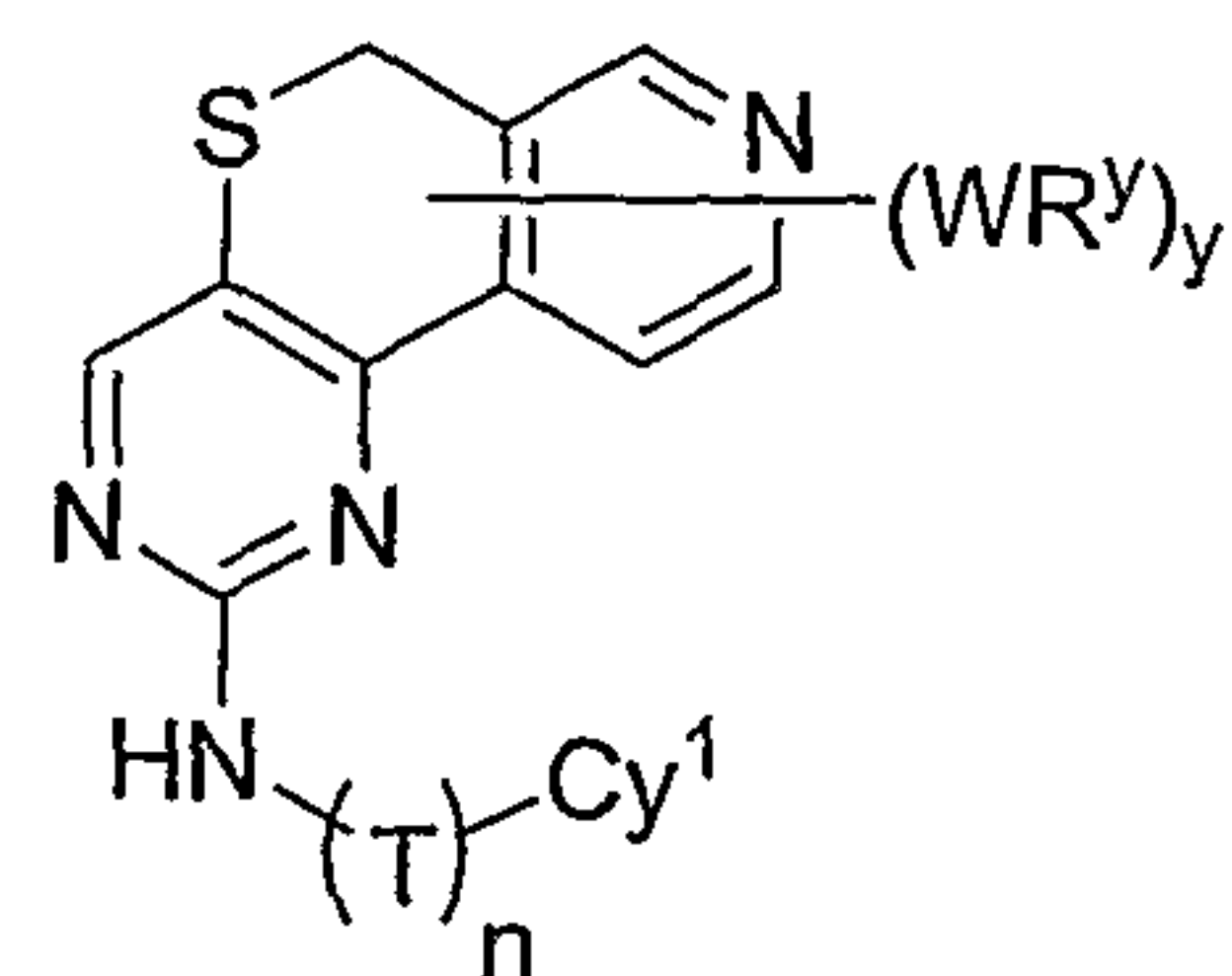
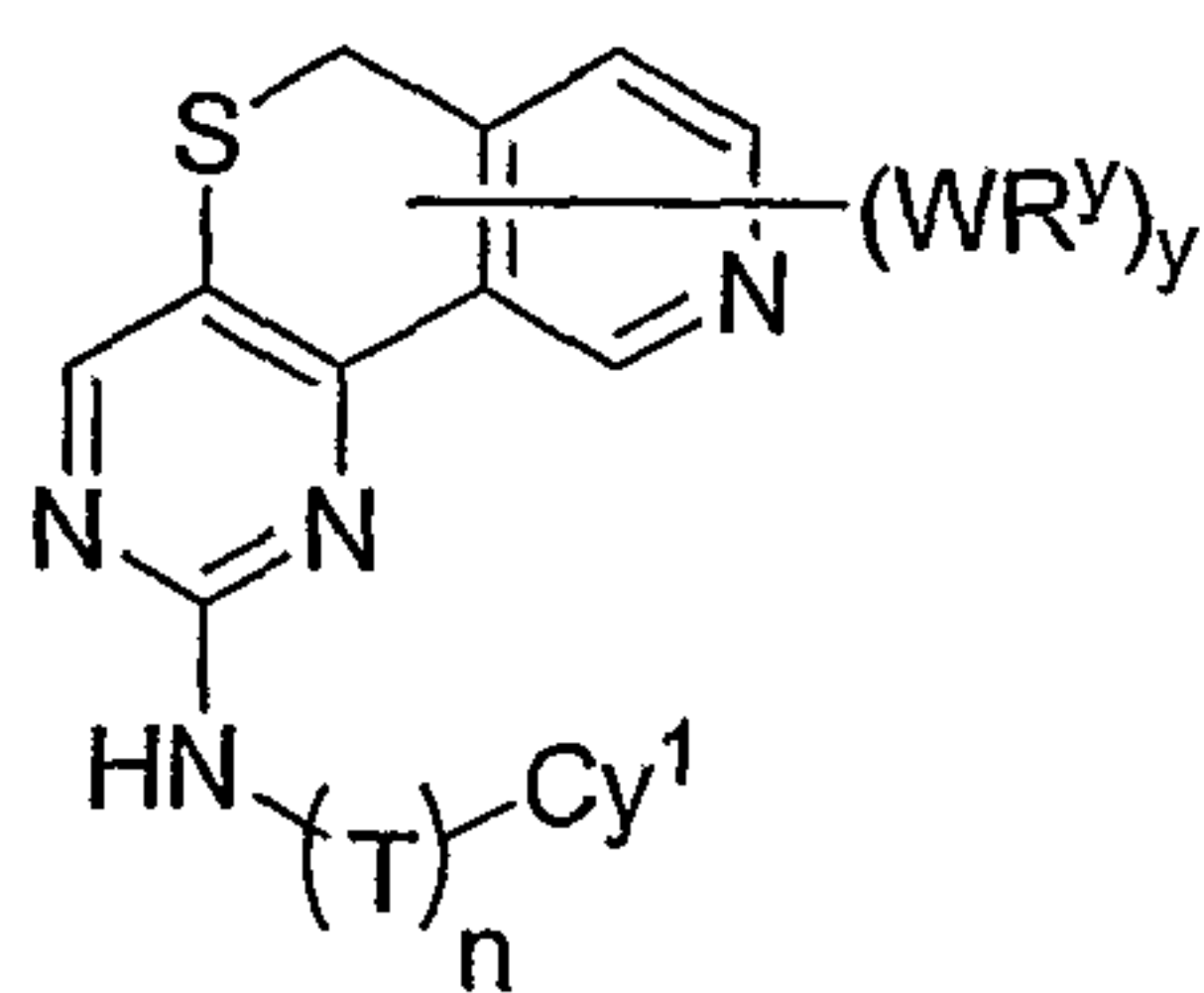
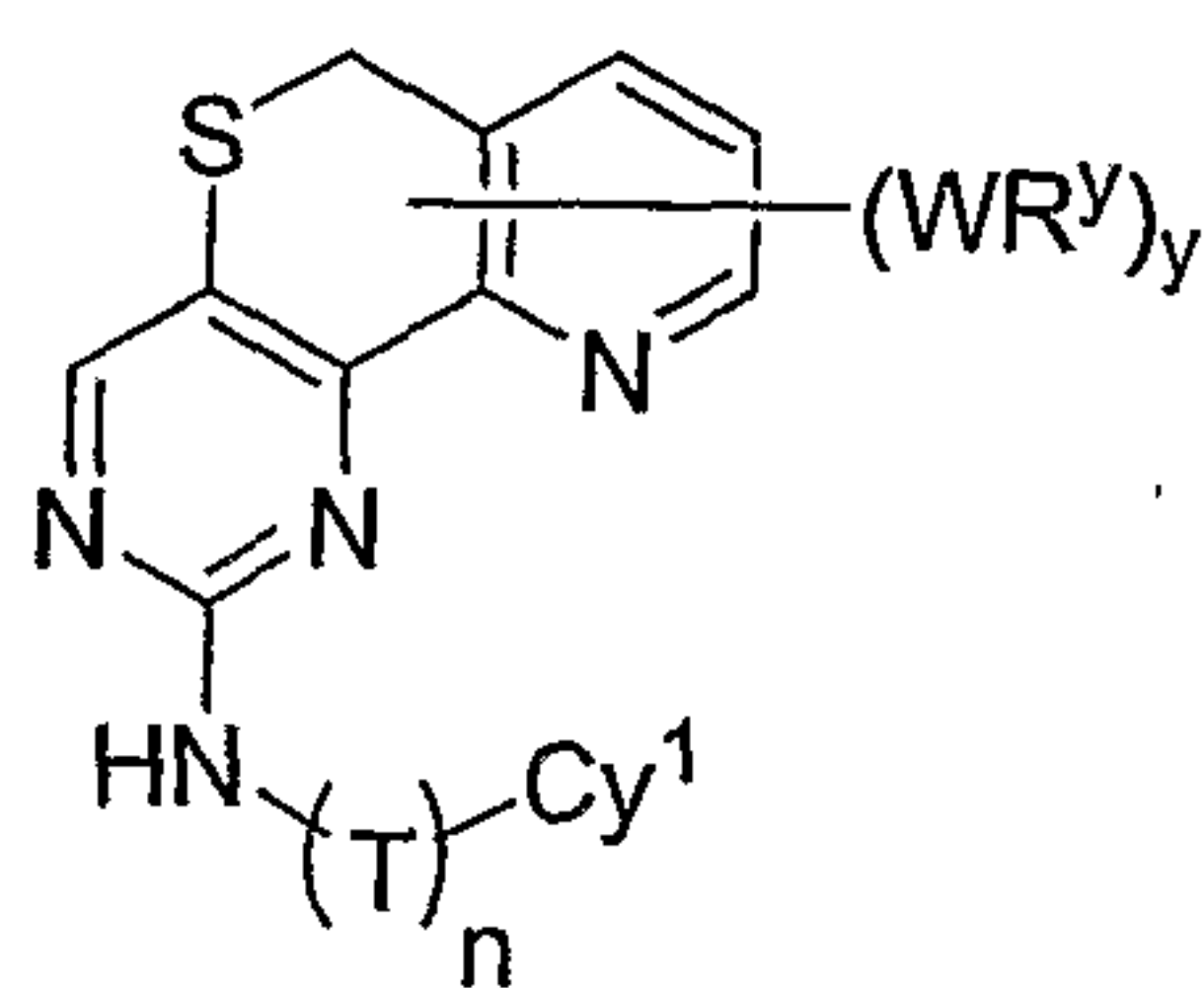
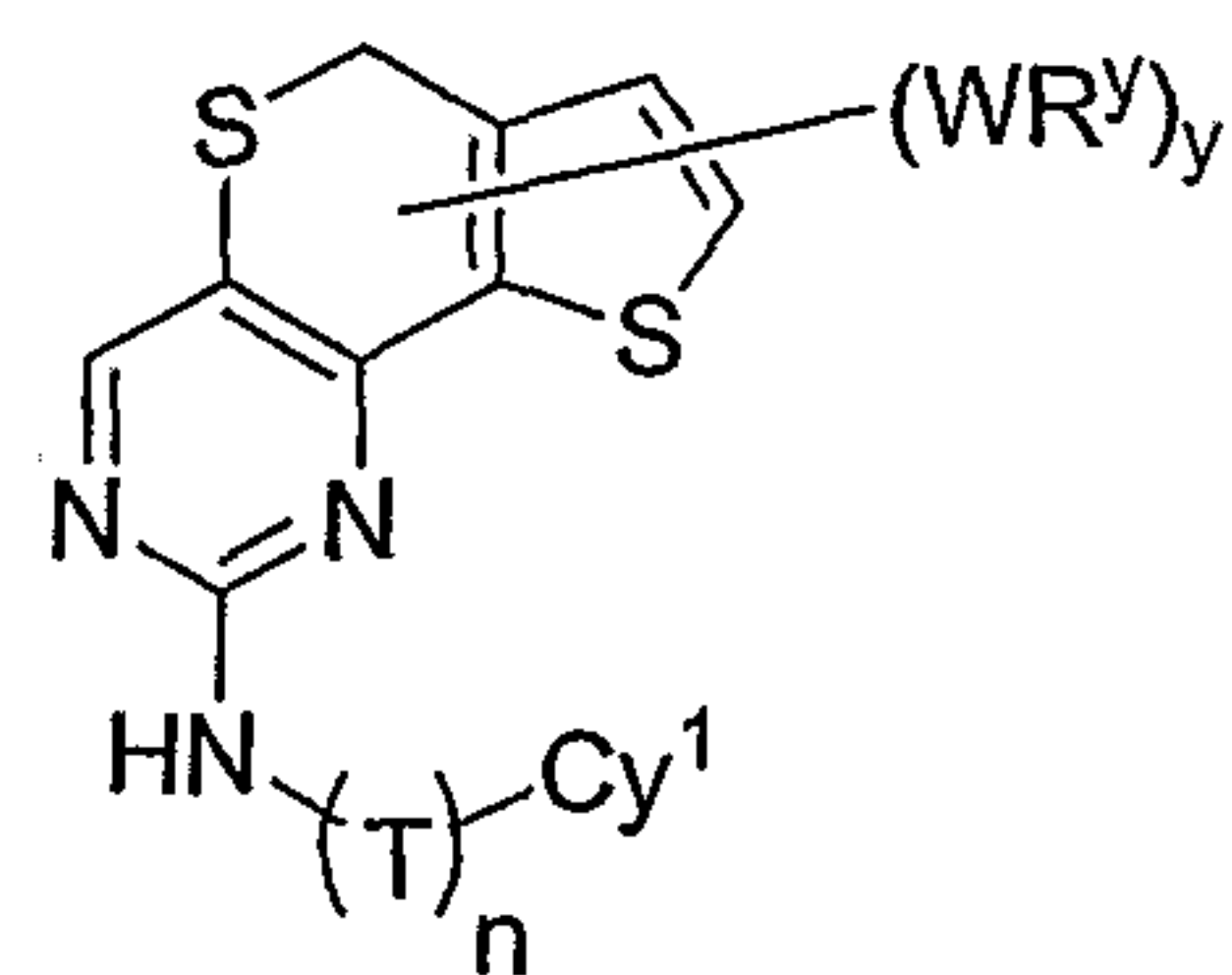
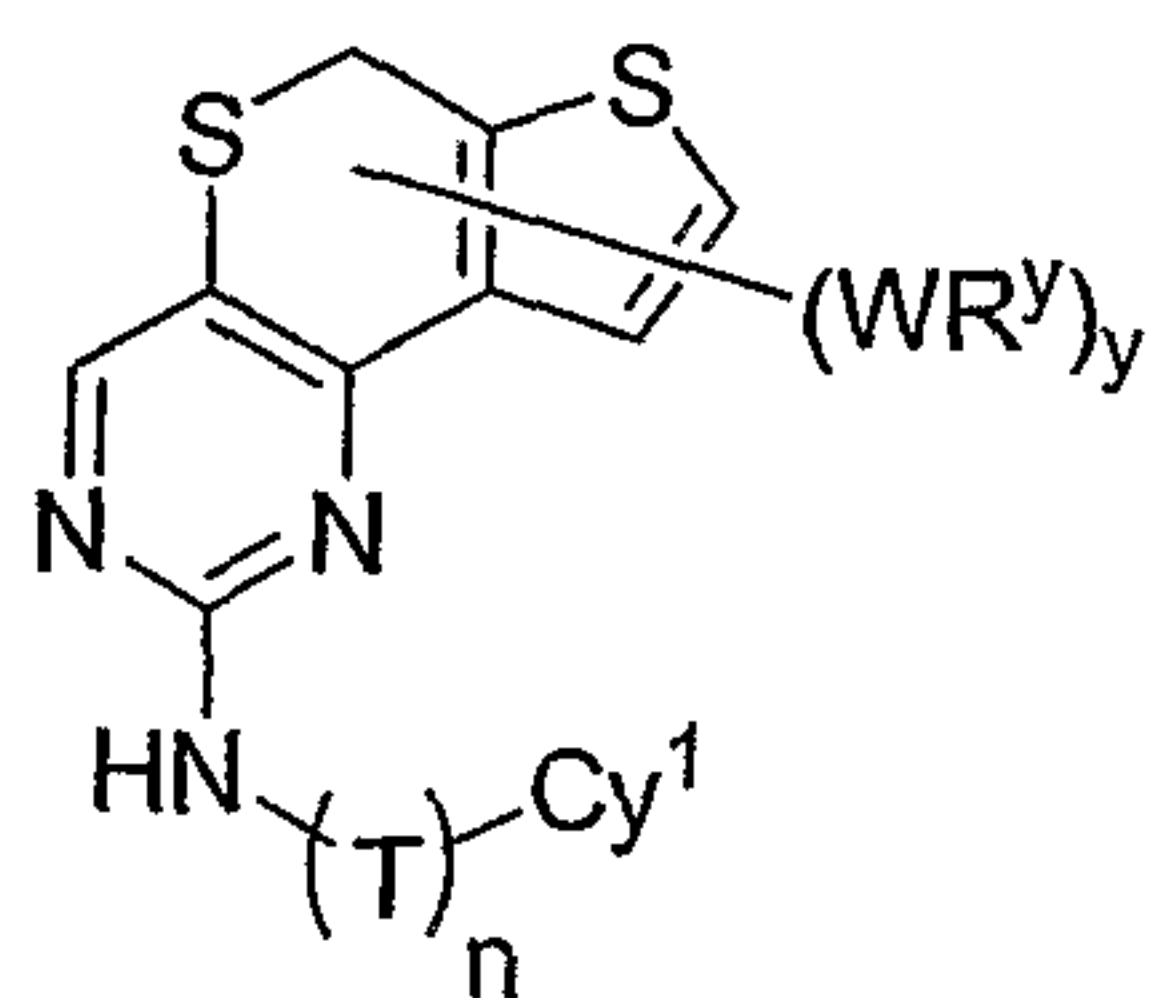
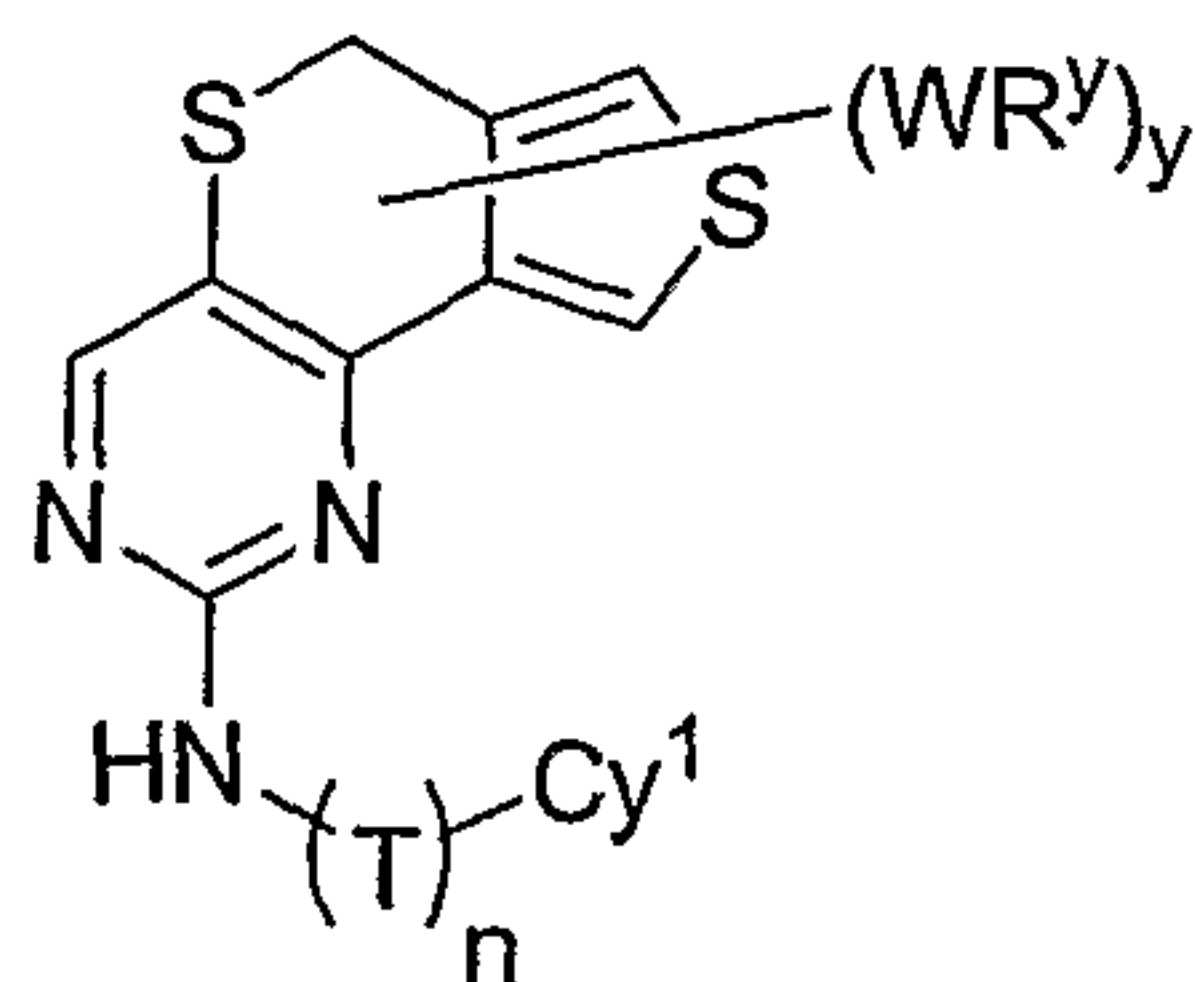
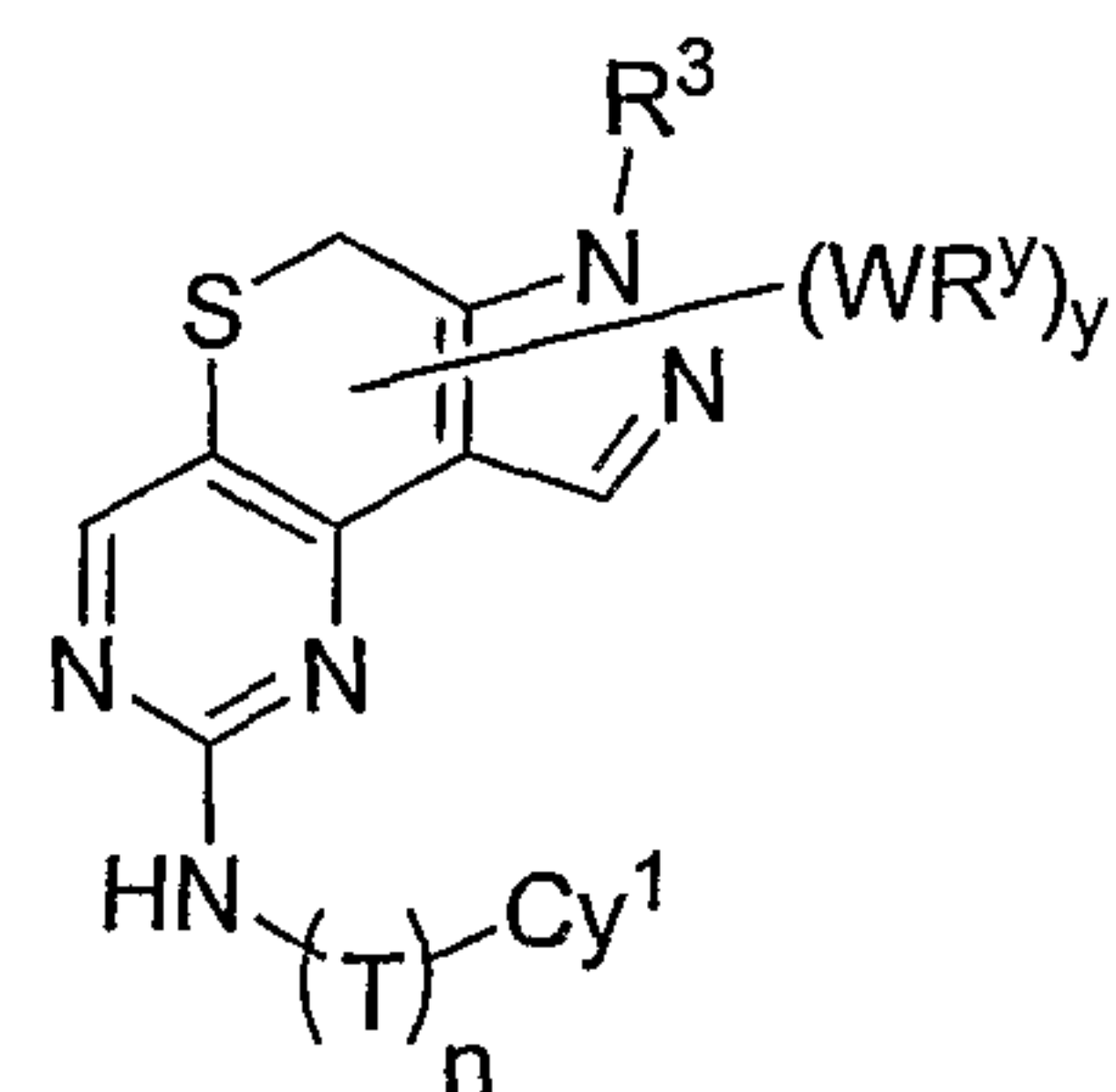
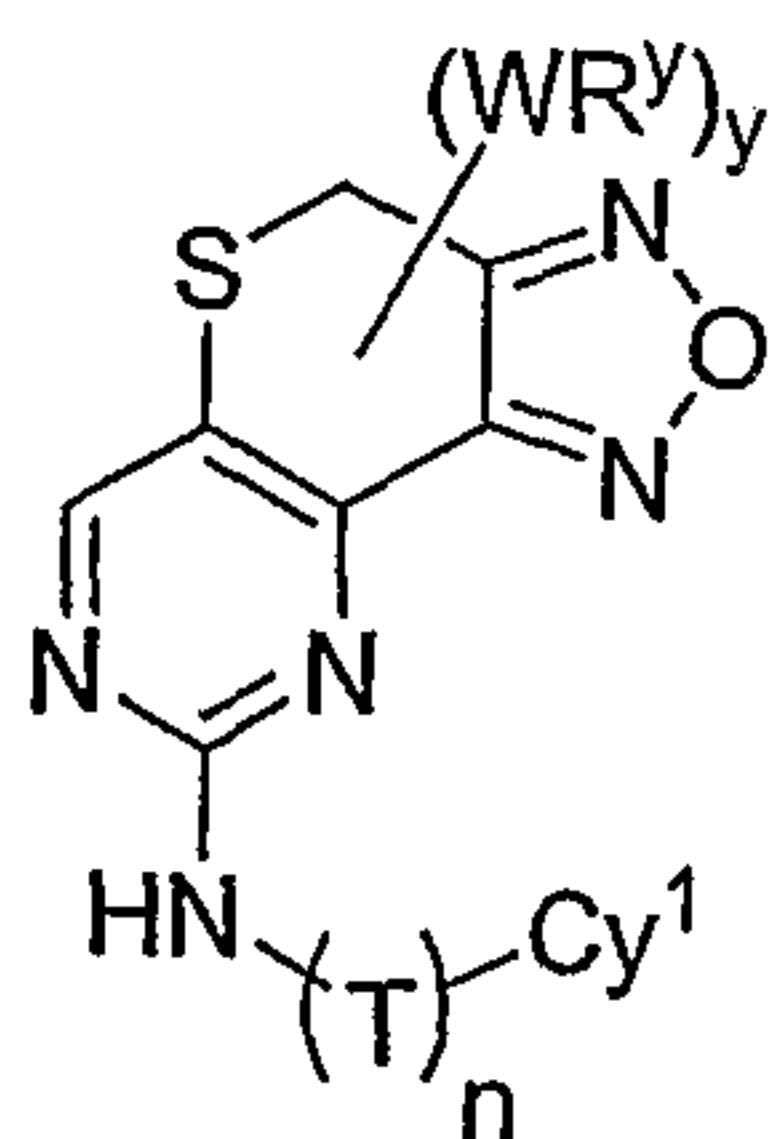
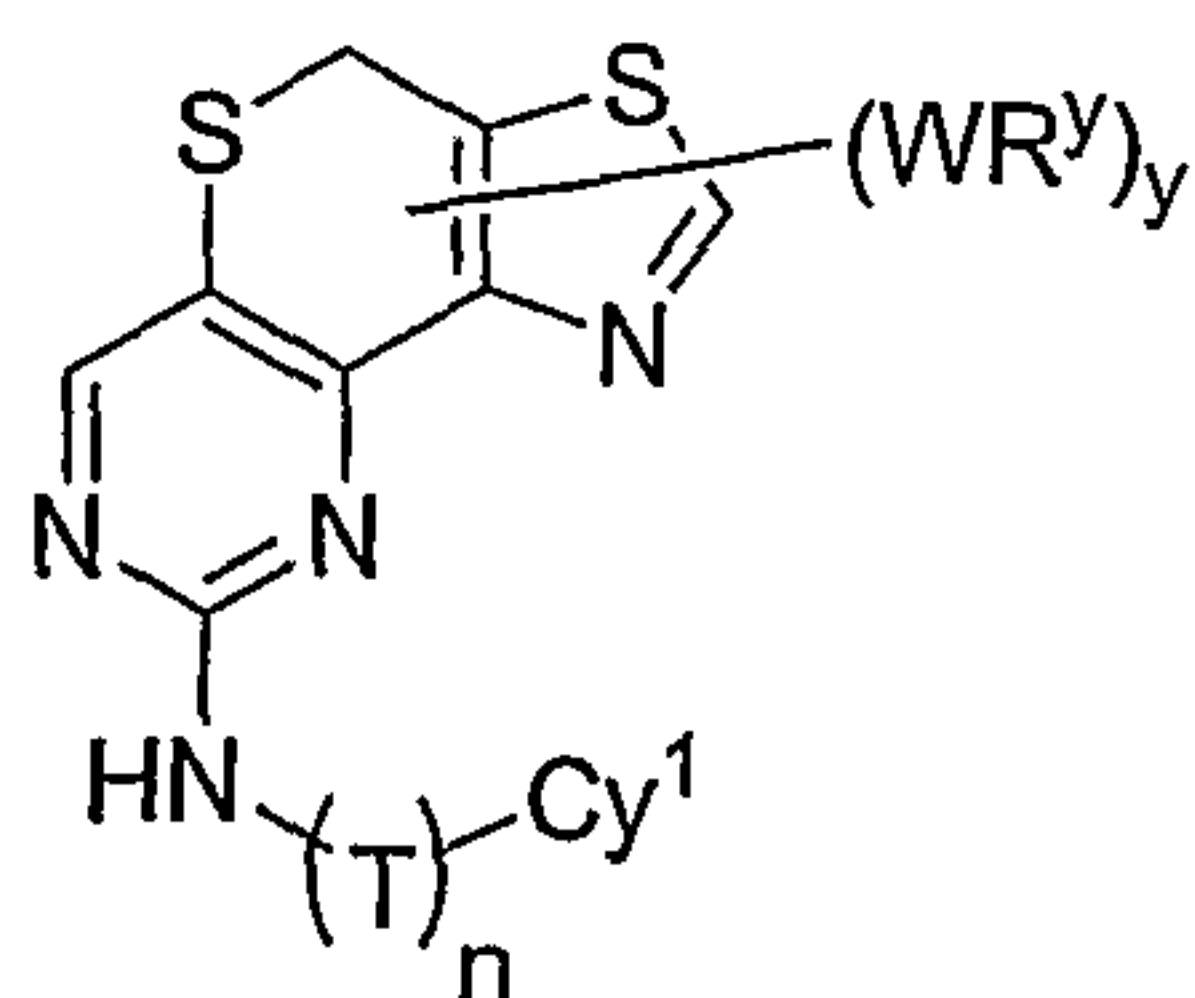
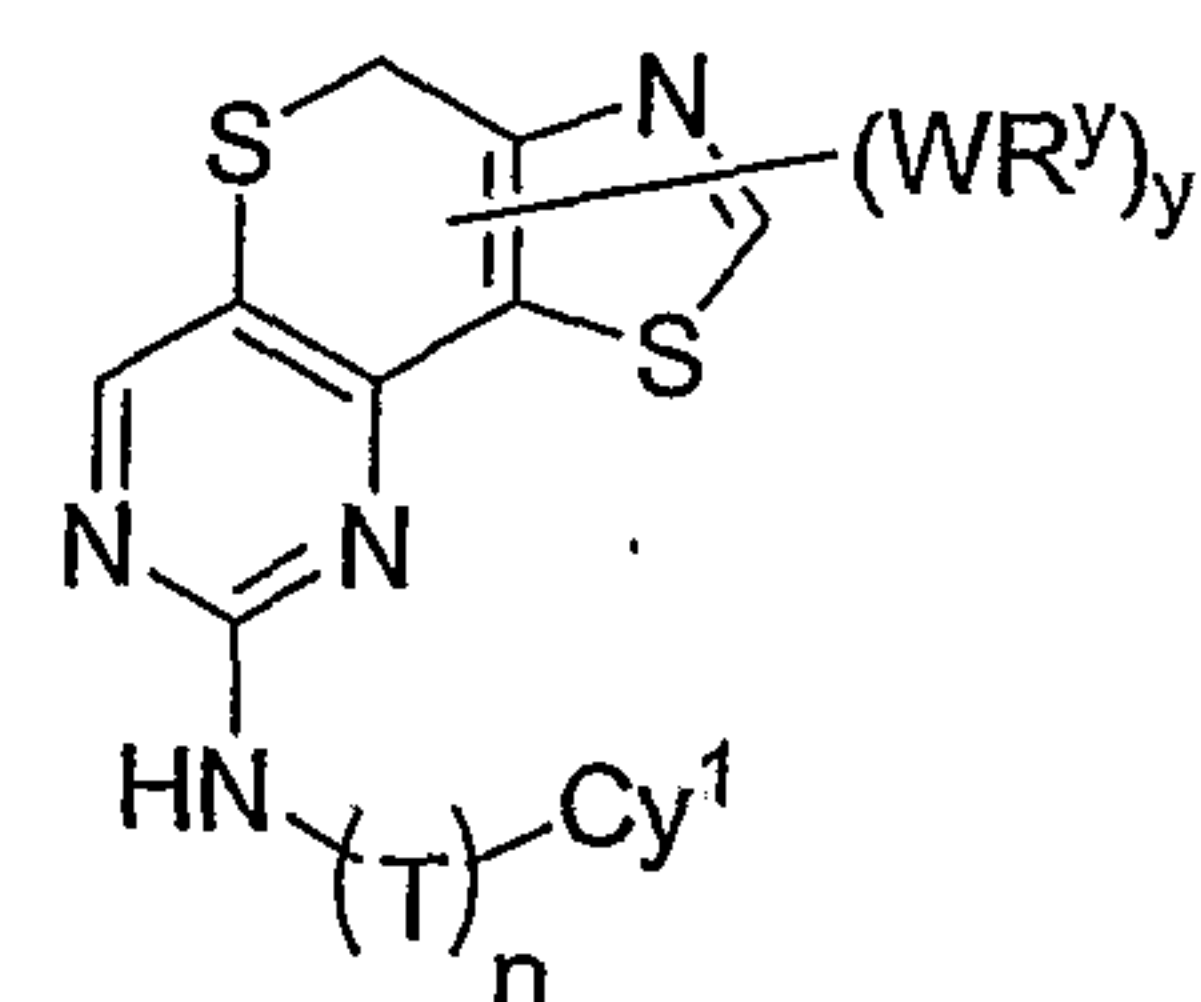
IV-L



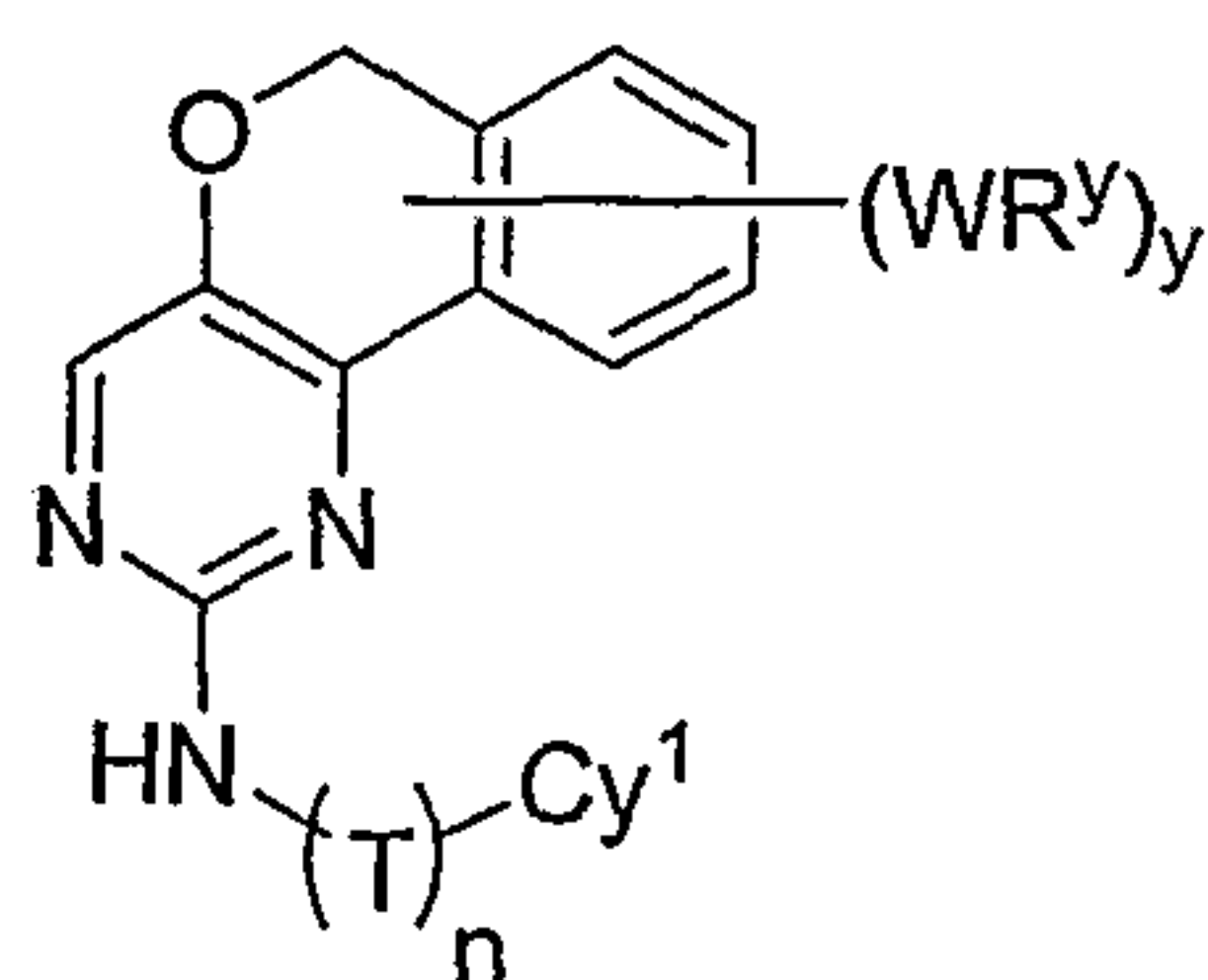
IV-M

[0108] In other preferred embodiments, for compounds of general formula V, R^1 and R^2 , taken together with the carbon atoms to which they are bound form an optionally substituted 5 or 6-membered aryl or heteroaryl ring selected from phenyl (i), pyridyl (ii-1, ii-2, ii-3, ii-4), pyrazolyl (xiii-2), oxadiazolyl (xiv), thiophenyl (iv-1, iv-2, and xviii), or thiazolyl (viii-1 and

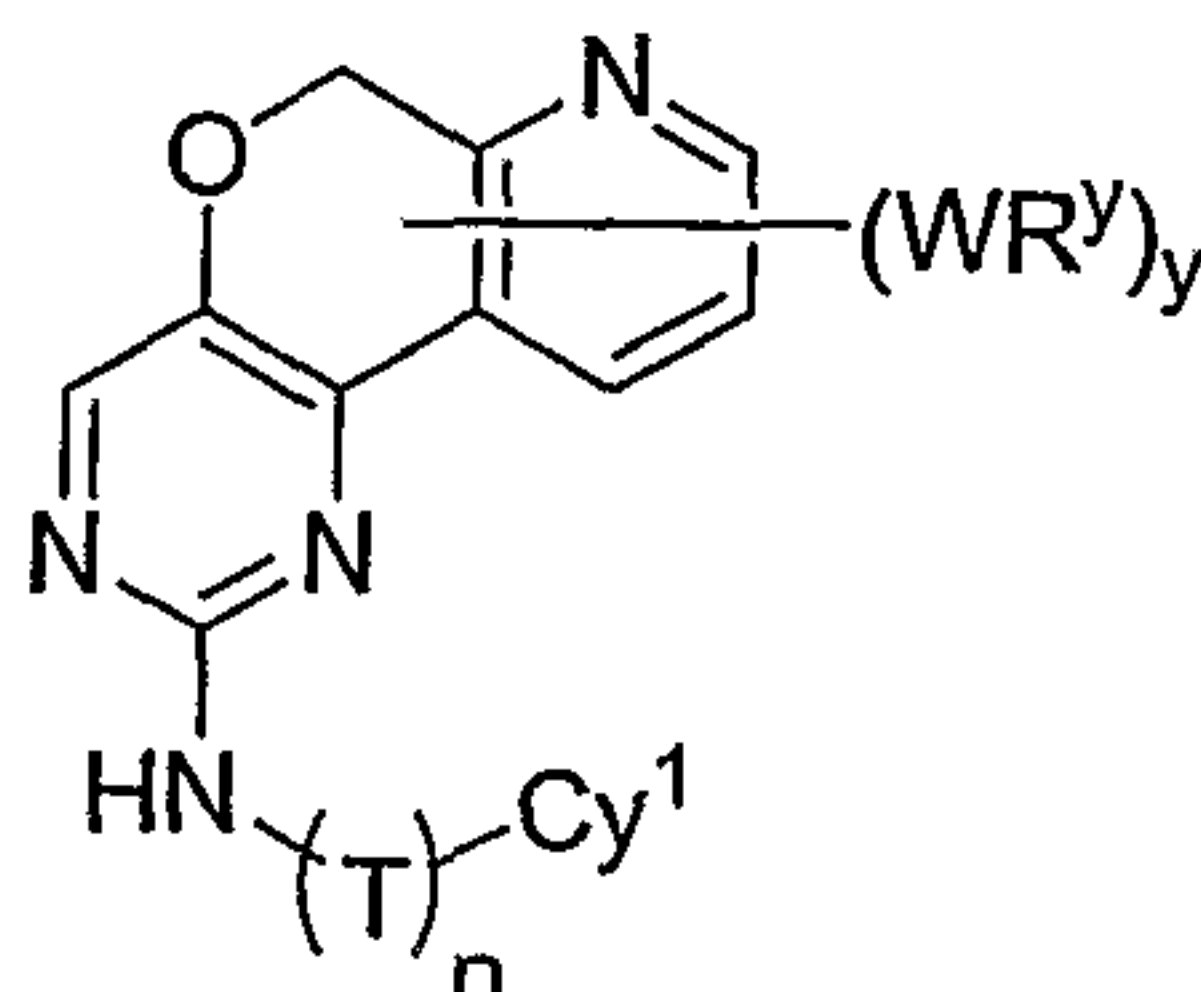
viii-2), and compounds have one of the formulas V-B, V-C, V-D, V-E, V-F, V-G, V-H, V-I, V-J, V-K, V-L, or V-M:

**V-B****V-C****V-D****V-E****V-F****V-G****V-H****V-I****V-J****V-K****V-L****V-M.**

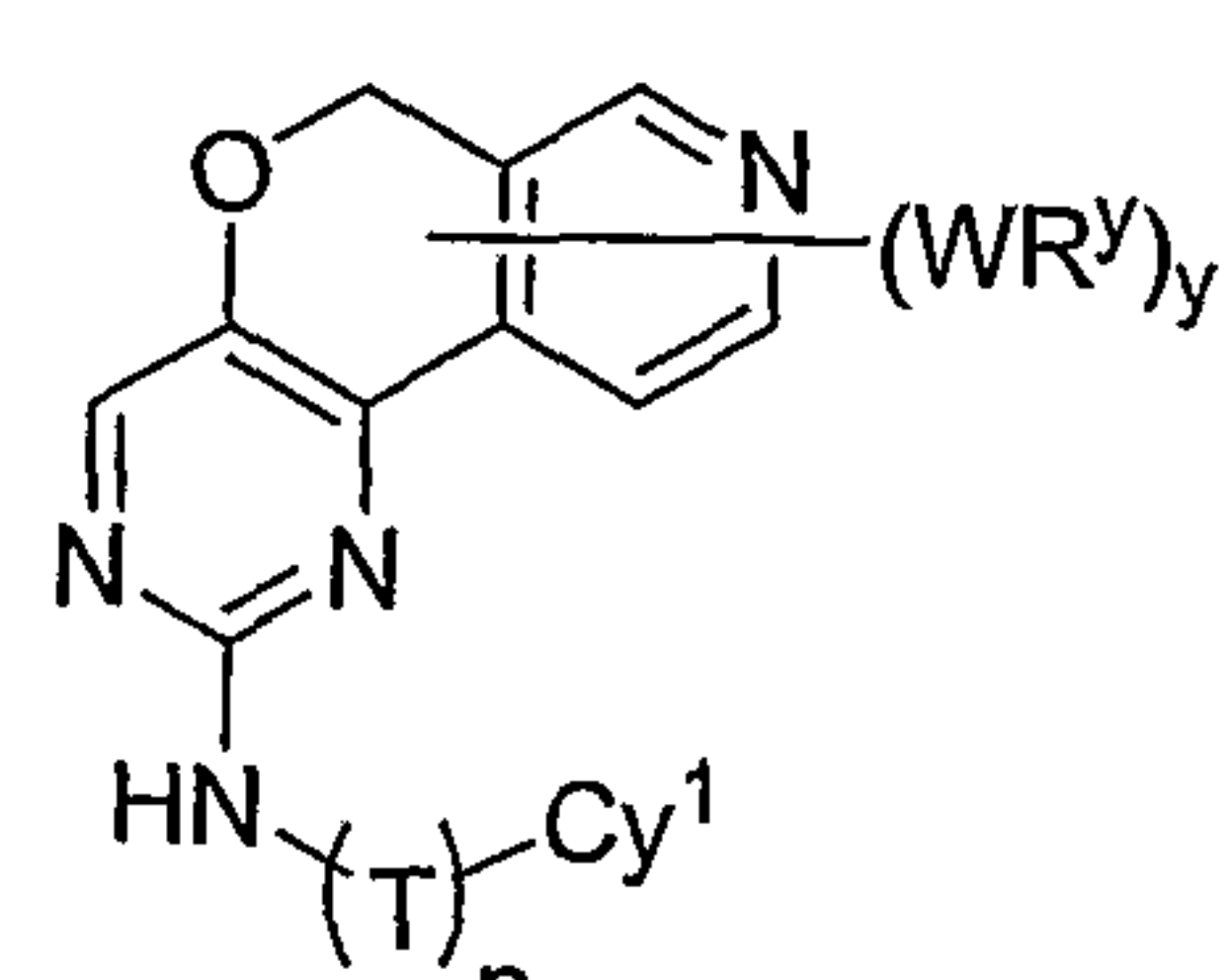
[0109] In other preferred embodiments, for compounds of general formula IX, R^1 and R^2 , taken together with the carbon atoms to which they are bound form an optionally substituted 5 or 6-membered aryl or heteroaryl ring selected from phenyl (i), pyridyl (ii-1, ii-2, ii-3, ii-4), pyrazolyl (xiii-2), oxadiazolyl (xiv), thiophenyl (iv-1, iv-2, and xviii), or thiazolyl (viii-1 and viii-2), and compounds have one of the formulas IX-B, IX-C, IX-D, IX-E, IX-F, IX-G, IX-H, IX-I, IX-J, IX-K, IX-L, or IX-M:



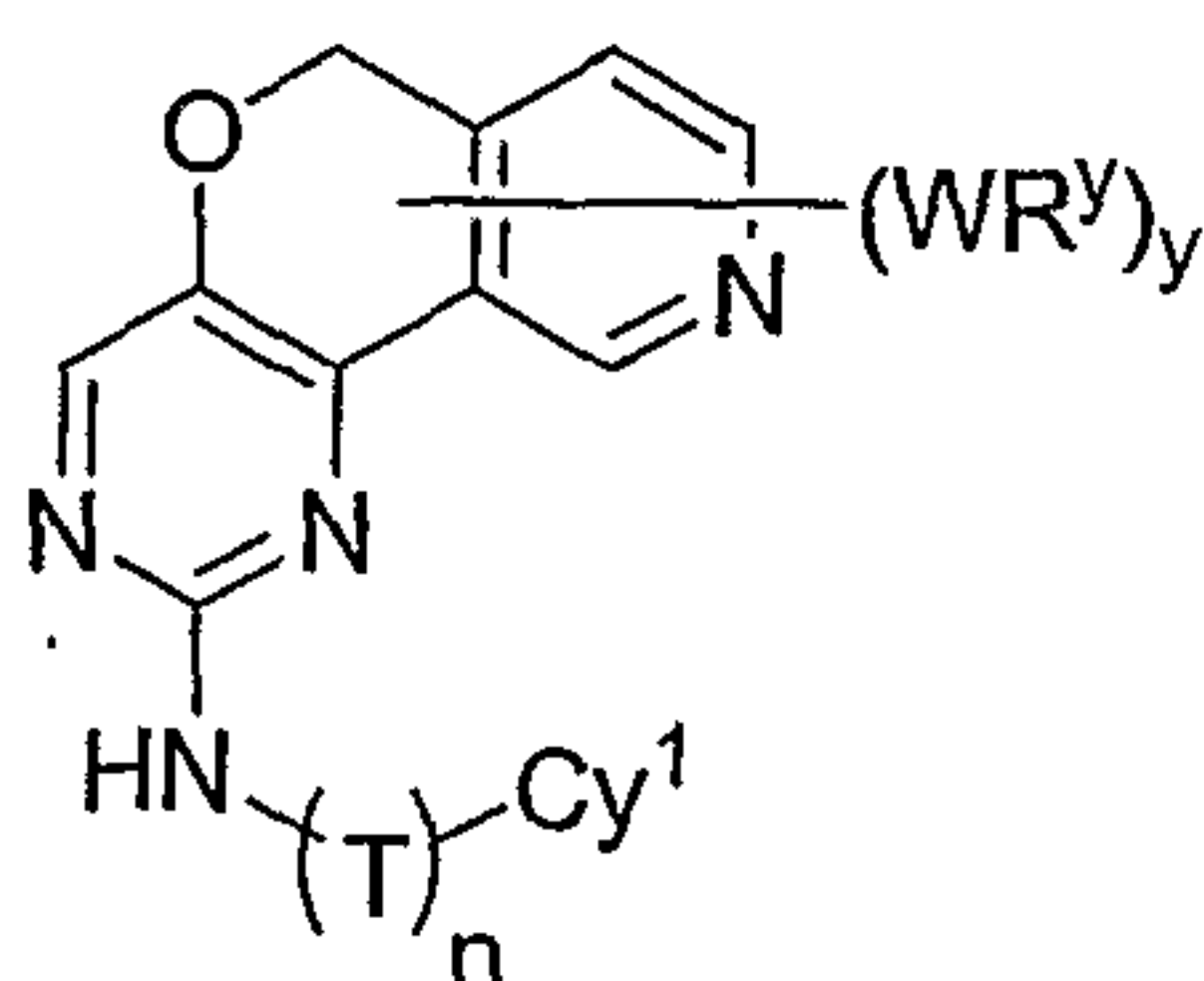
IX-B



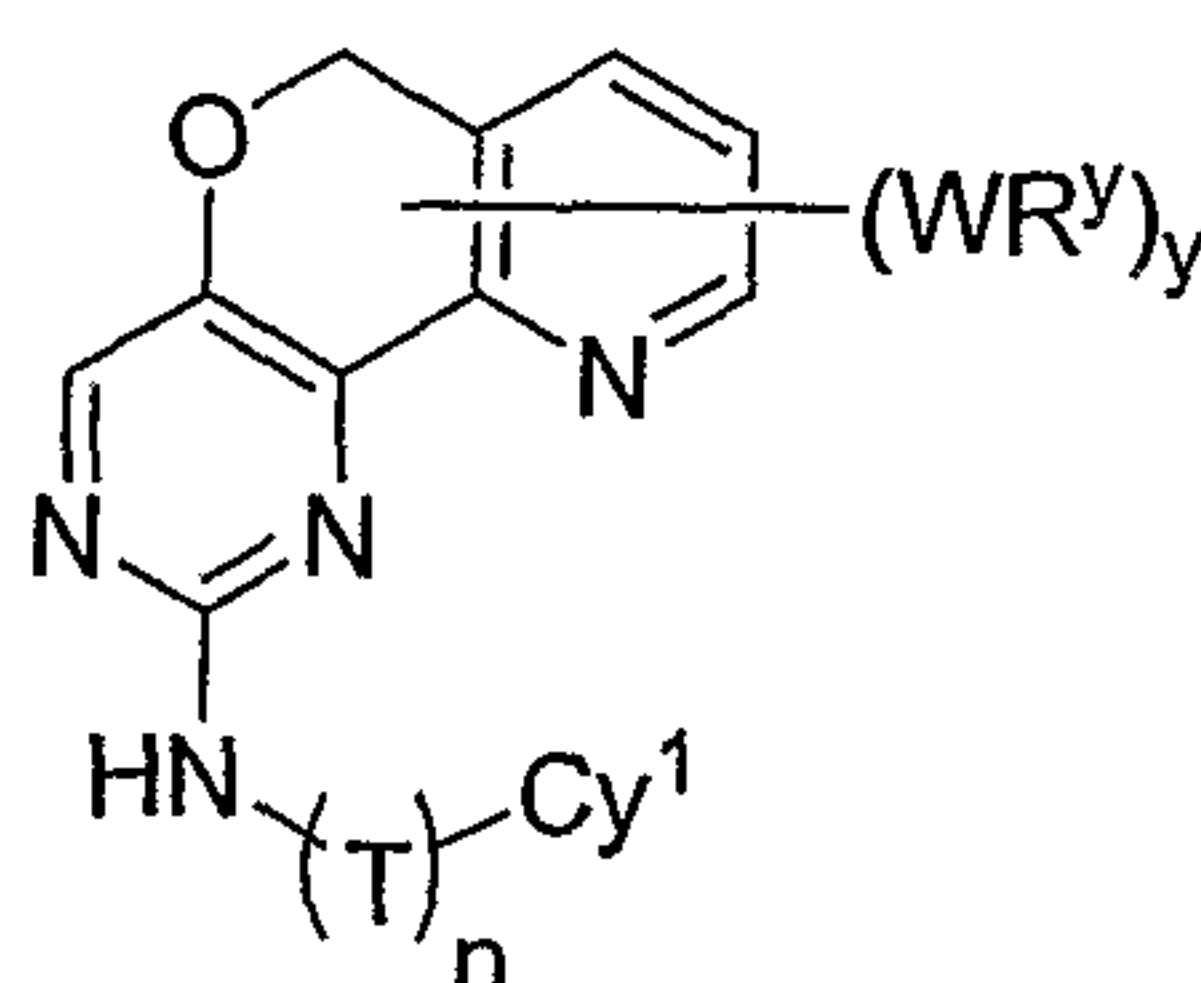
IX-C



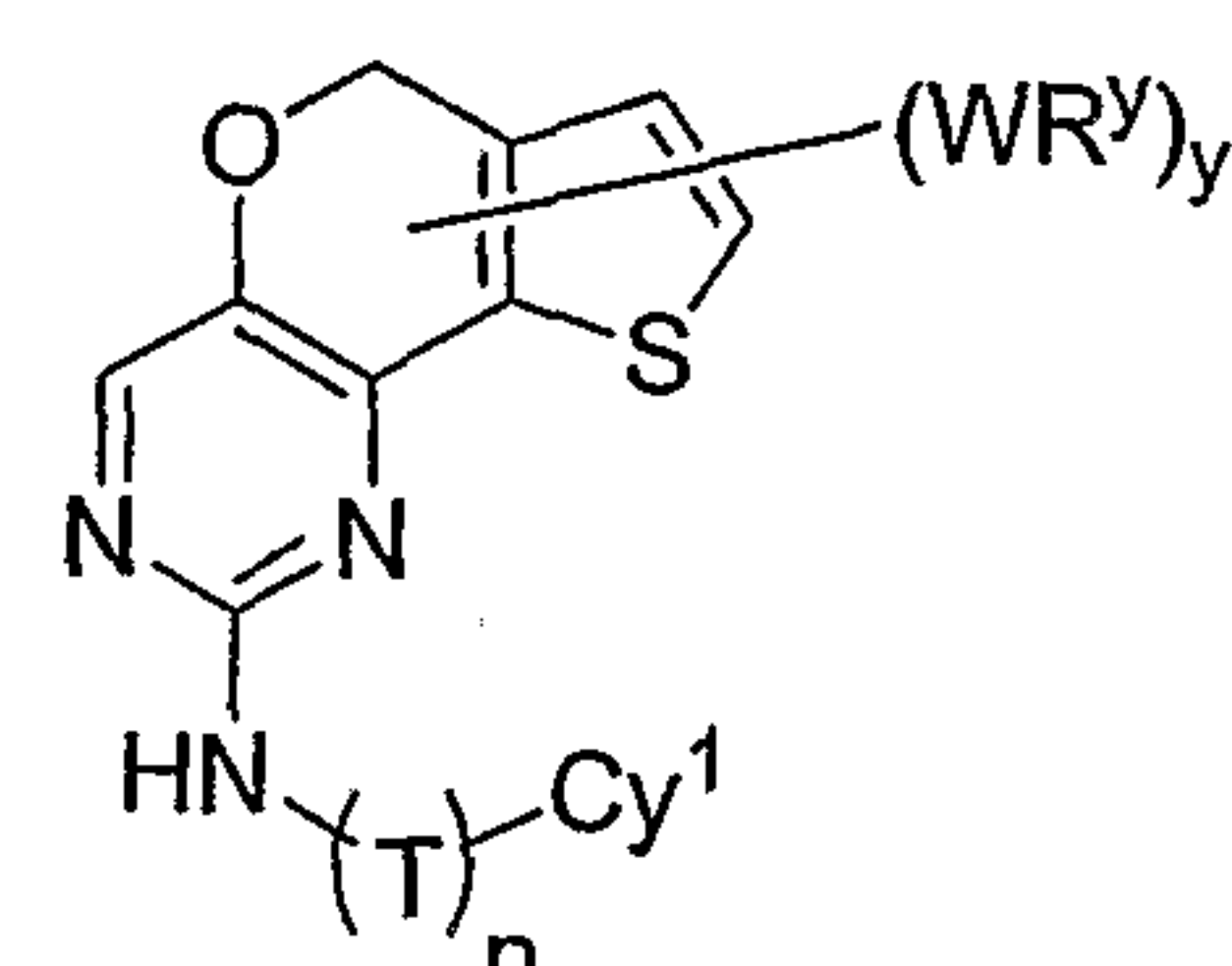
IX-D



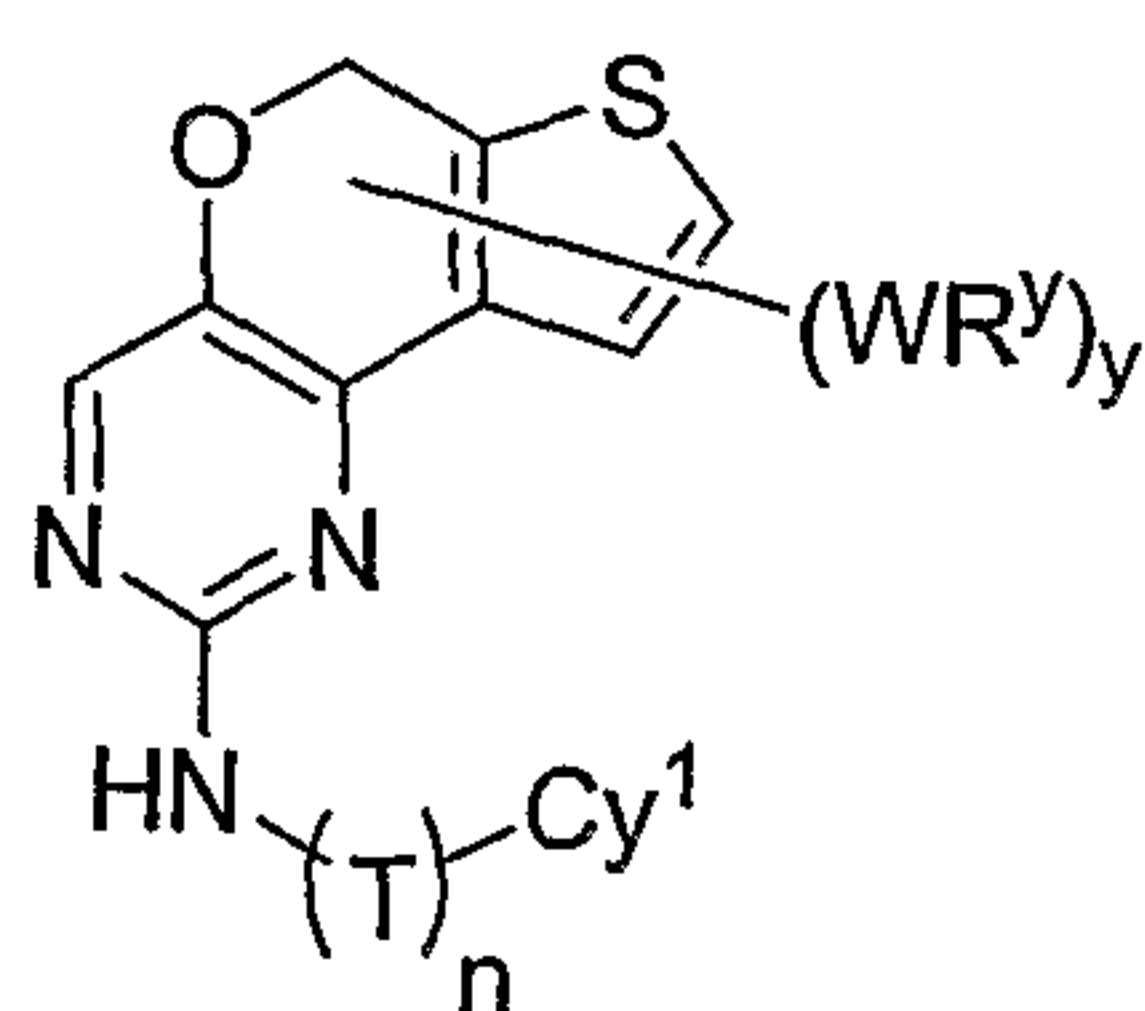
IX-E



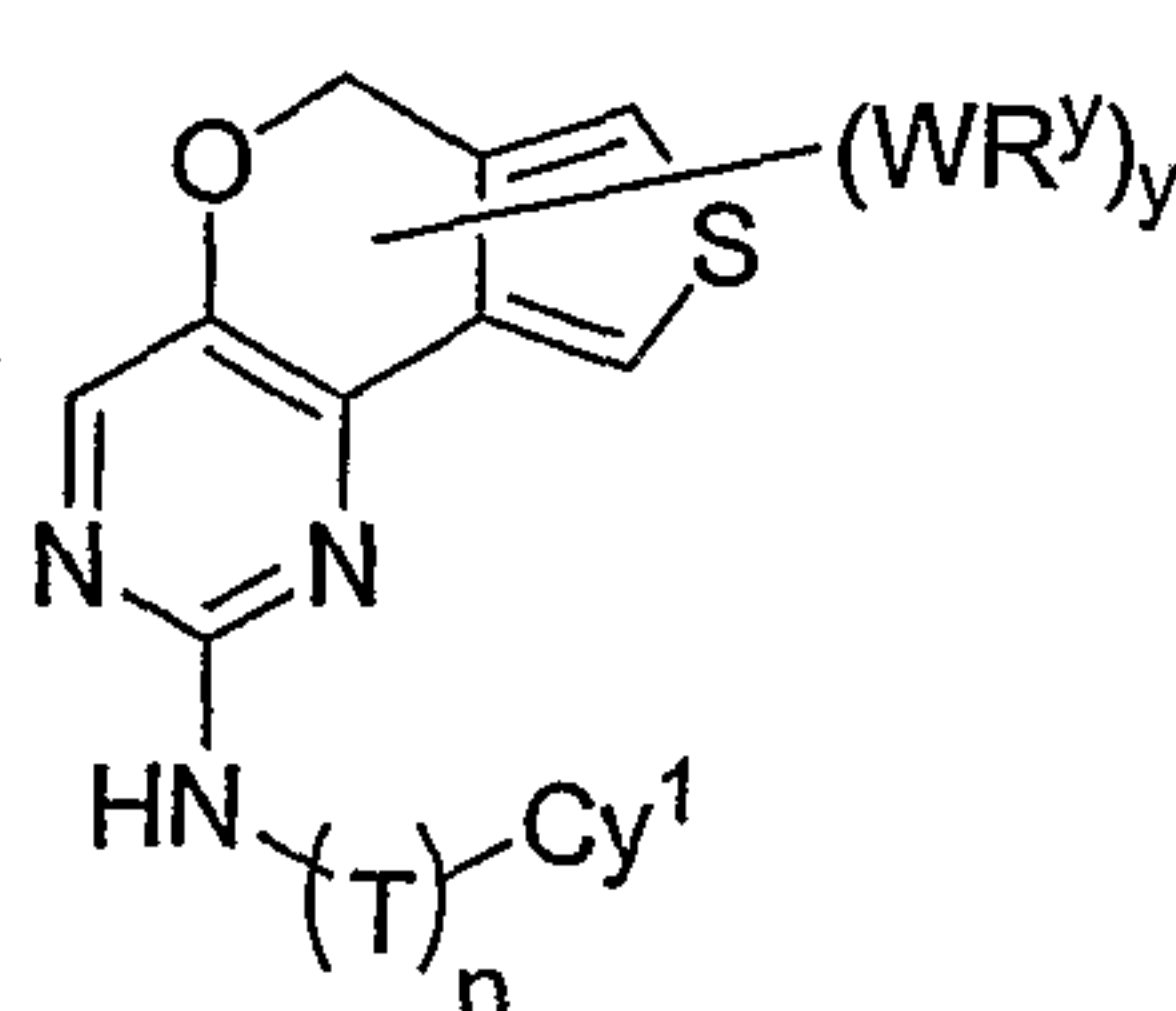
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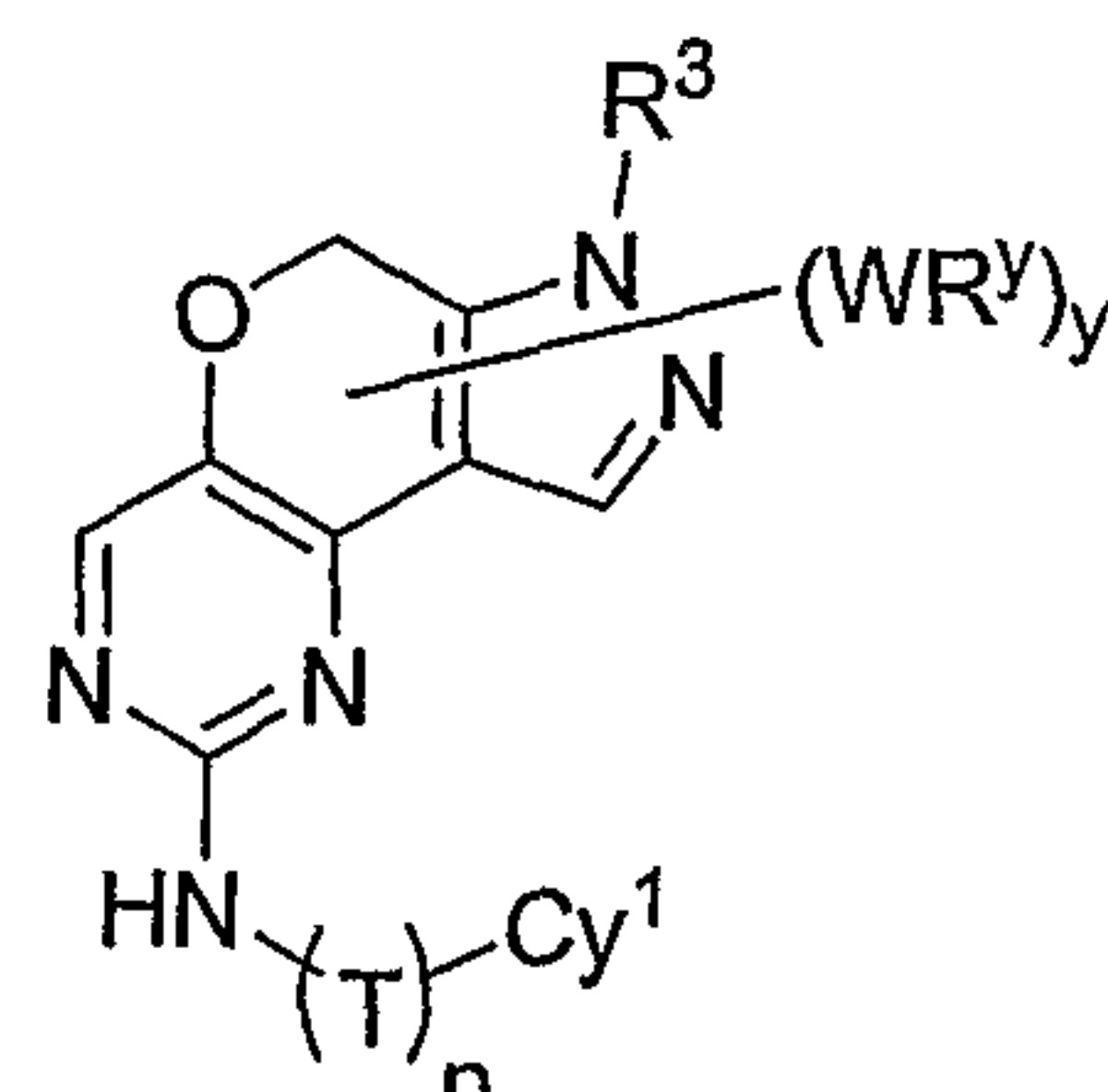
IX-G



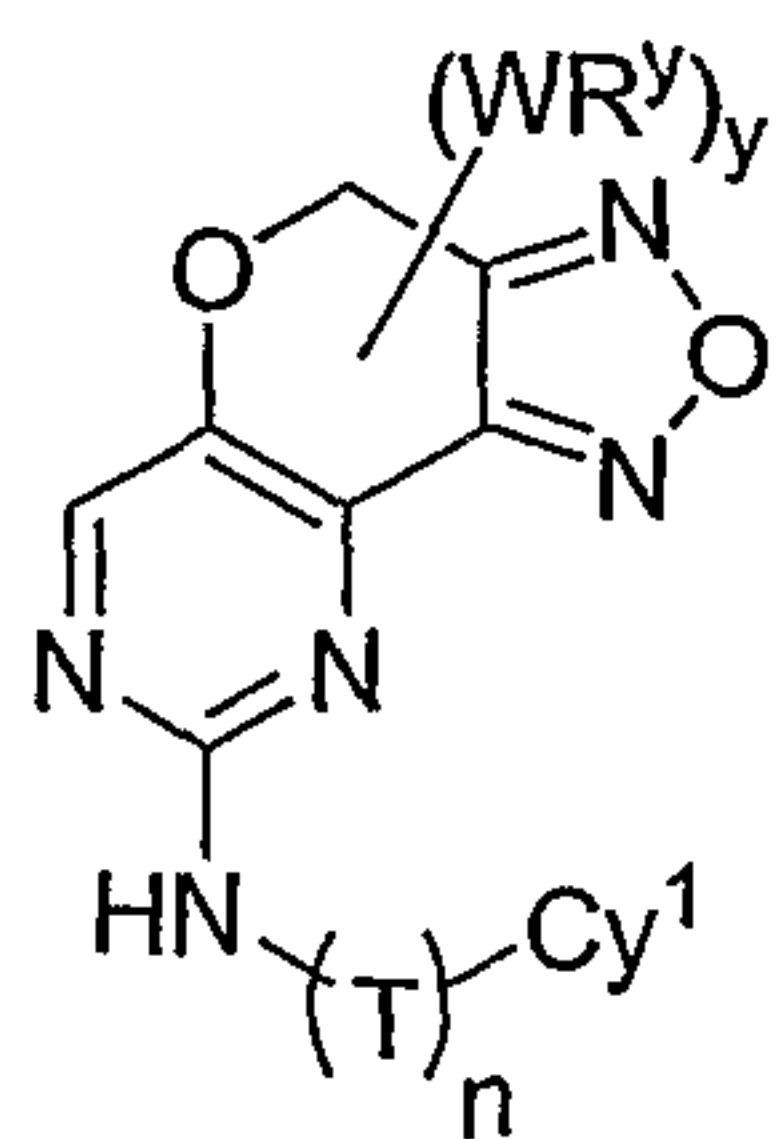
IX-H



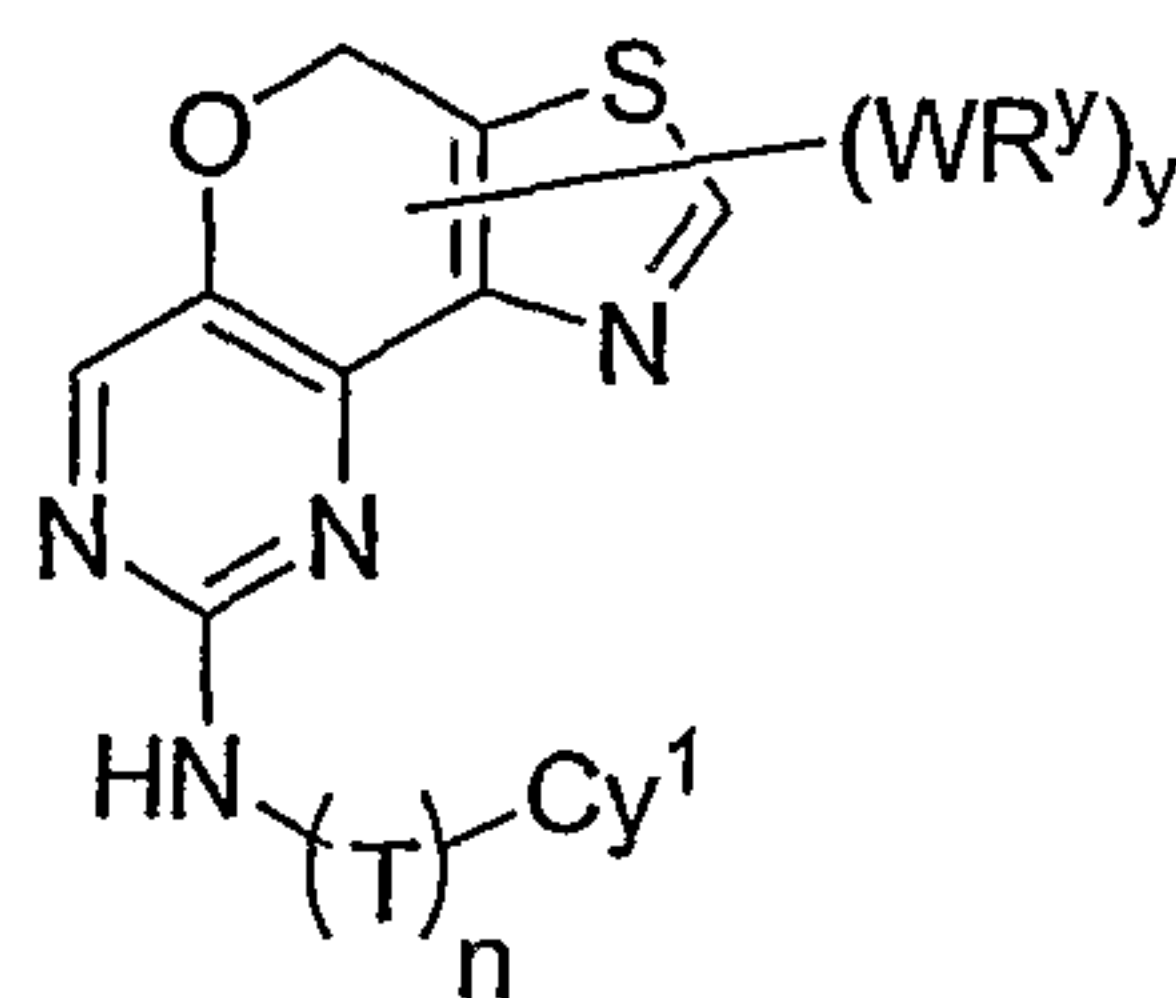
IX-I



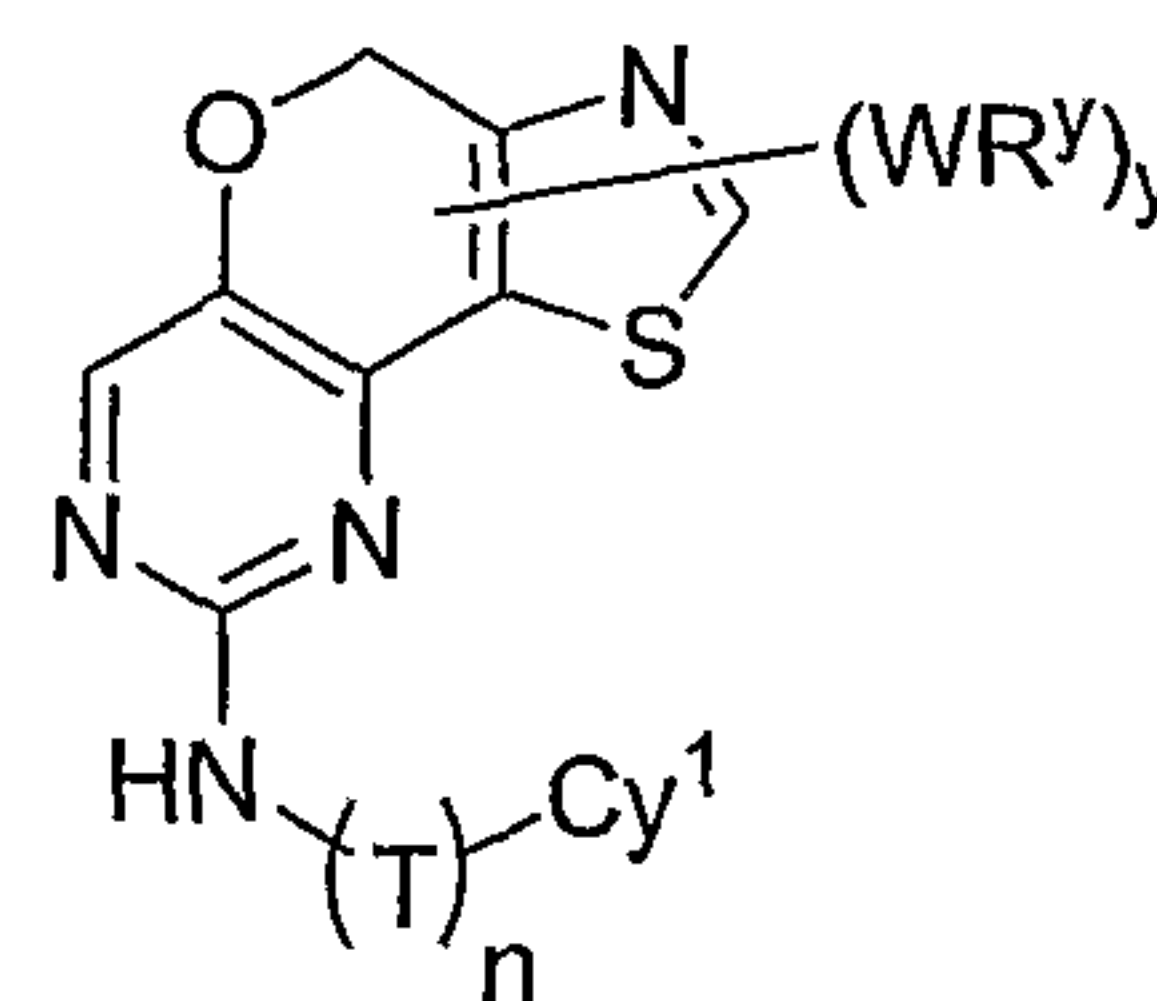
IX-J



IX-K



IX-L



IX-M.

[0110] It will be appreciated that certain subclasses of the foregoing compounds are of particular interest.

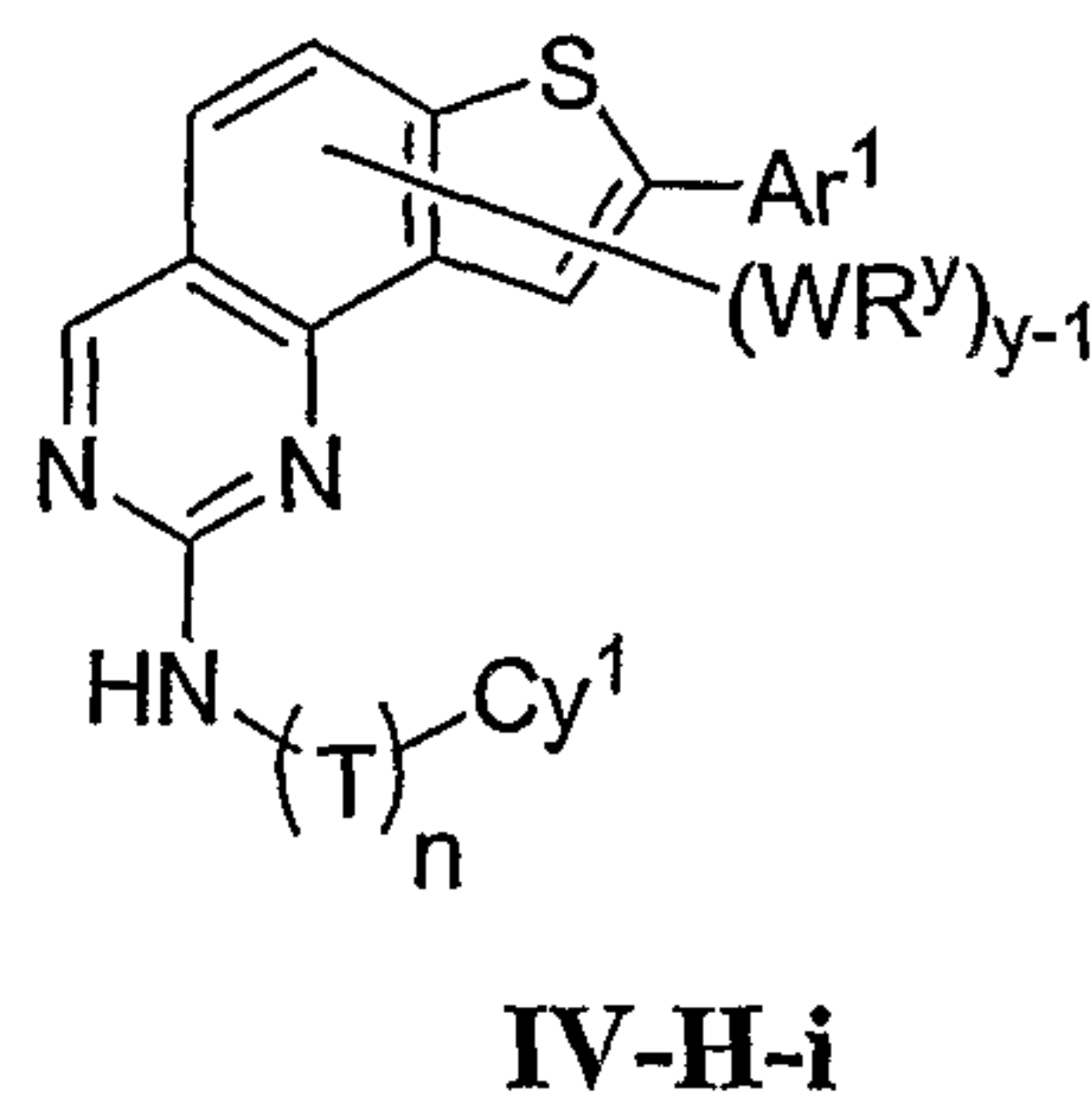
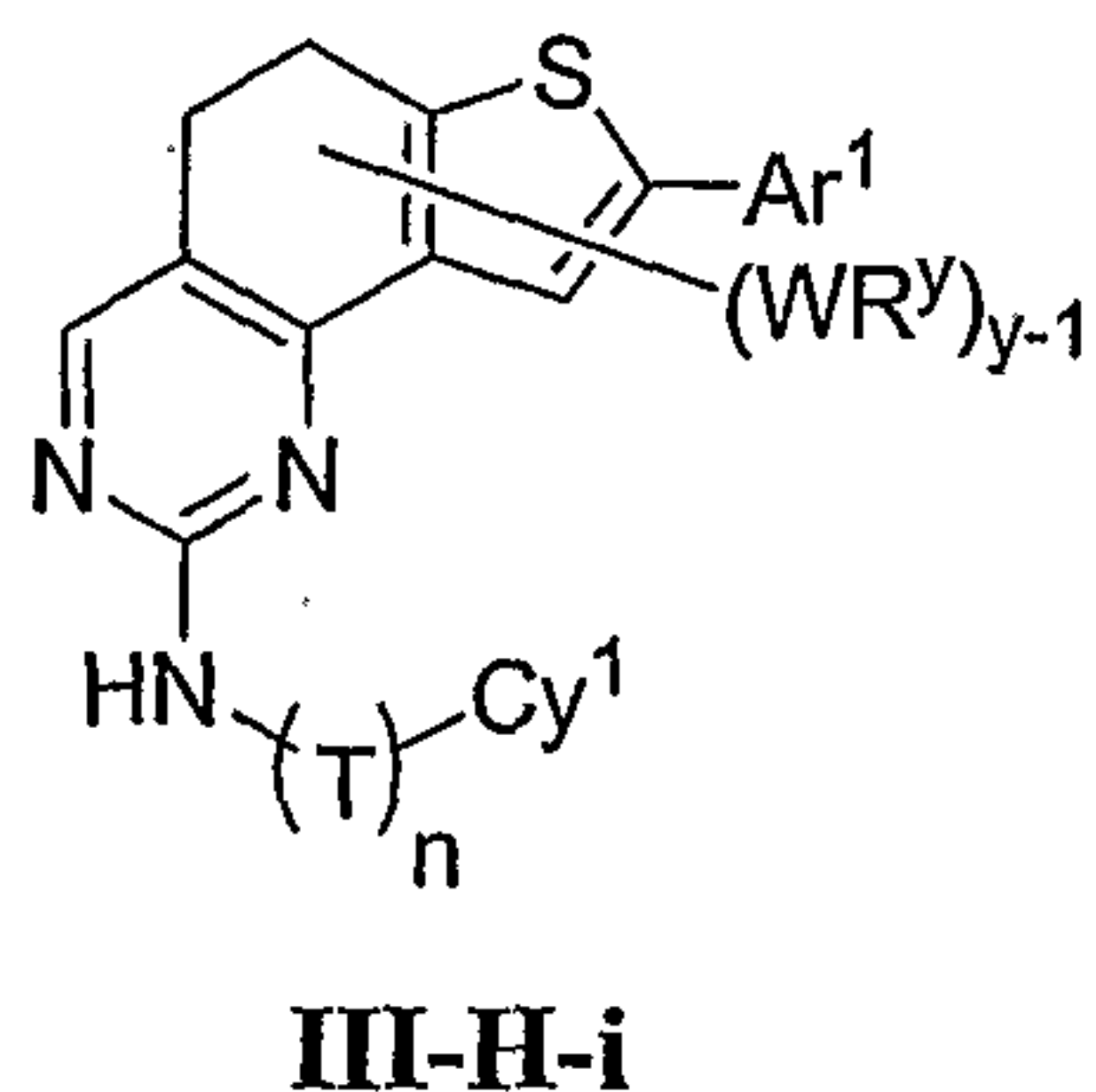
[0111] For example, in certain preferred embodiments, for compounds described directly above Cy^1 is phenyl, optionally substituted with 0-3 occurrences of QR^X . In more preferred embodiments for compounds described above, n is 0, or n is 1 and T is CH_2 , $-CH_2CH_2-$, $-CO-$ or $-SO_2-$; x is 0-3; and each occurrence of QR^X is independently halogen, CN , NO_2 , or an optionally substituted group selected from $C_{1-4}alkyl$, aryl, aralkyl, $-N(R')_2$, $-CH_2N(R')_2$, $-OR'$, $-CH_2OR'$, $-SR'$, $-CH_2SR'$, $-COOR'$, $-NRCOR'$, $-CON(R')_2$, $-SO_2R'$, $NR'SO_2R'$, or $-SO_2N(R')_2$. Alternatively, T is $-C(H)(CH_3)-$, $-C(H)(CH_3)CH_2-$, $-CH_2C(H)(CH_3)-$, or $-CH_2CH_2CH_2-$. In more preferred embodiments, QR^X groups are each independently Cl , Br , F , CF_3 , methyl, ethyl, isopropyl, n -propyl, n -butyl, $tert$ -butyl, NO_2 , $-OH$, $-SO_2NH_2$, SO_2CH_3 , NH_2 , SO_2NHCH_3 , $NHSO_2CH_3$, or an optionally substituted group selected from $C_{1-4}alkoxy$, phenyl, phenyloxy, benzyl, or benzyloxy.

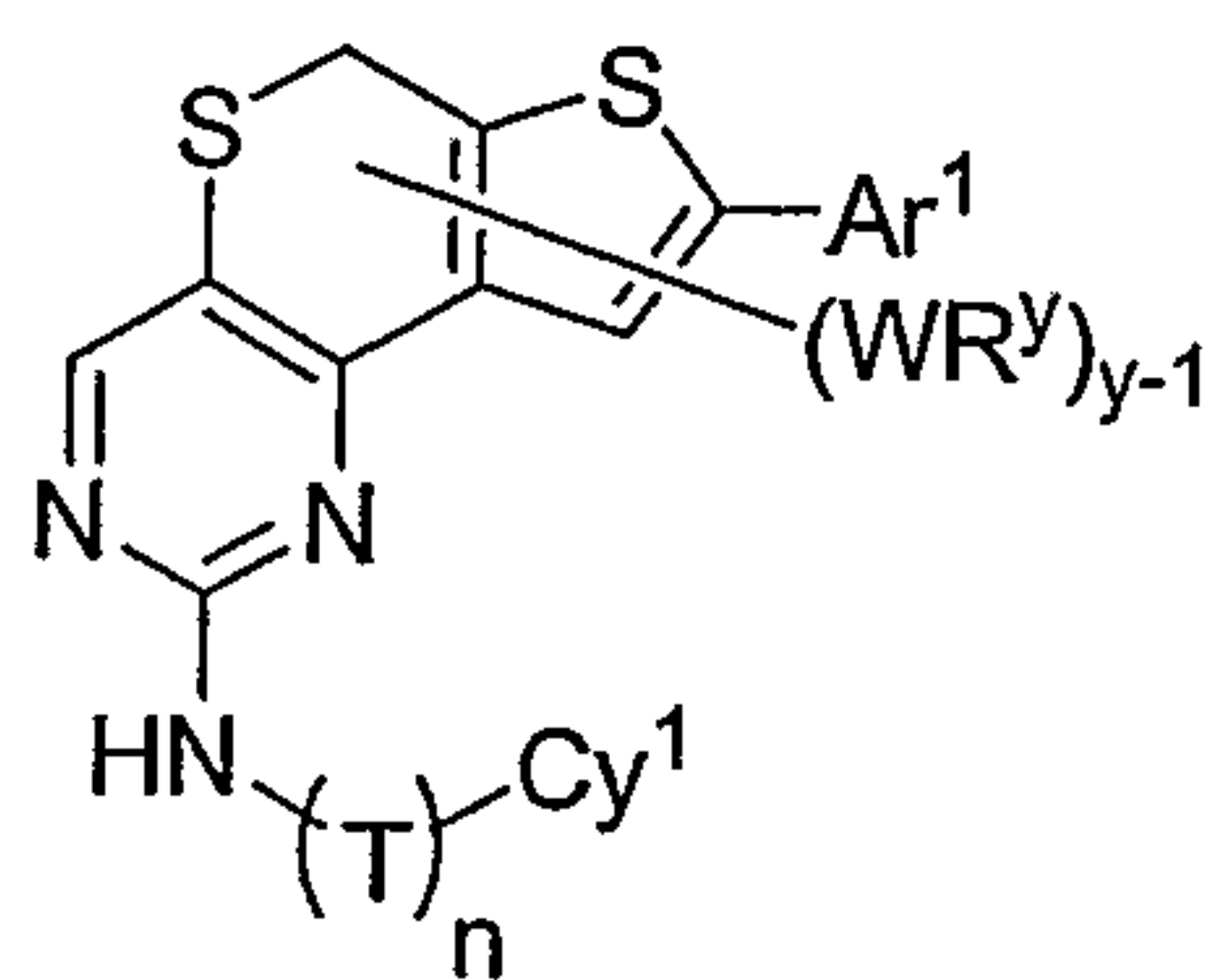
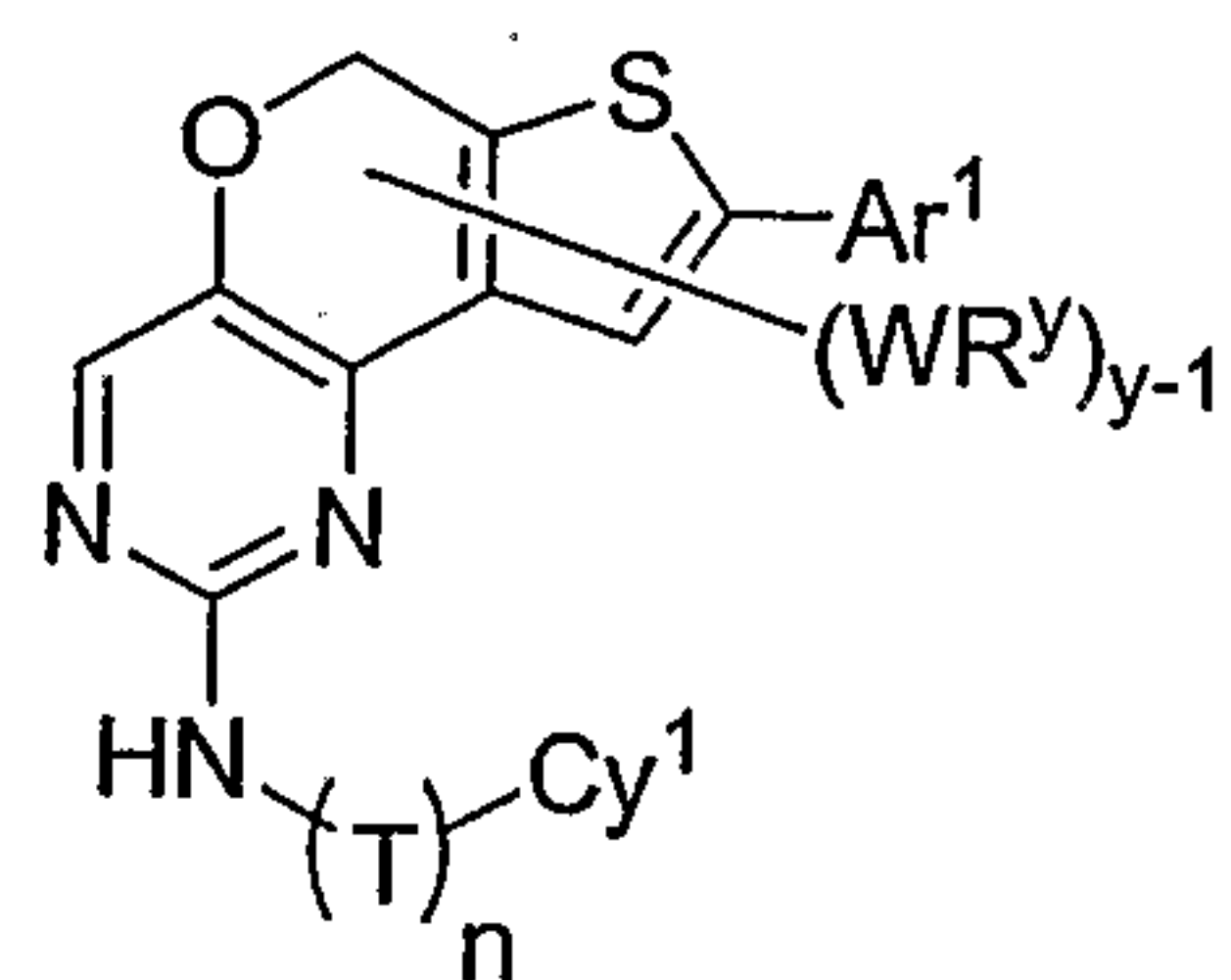
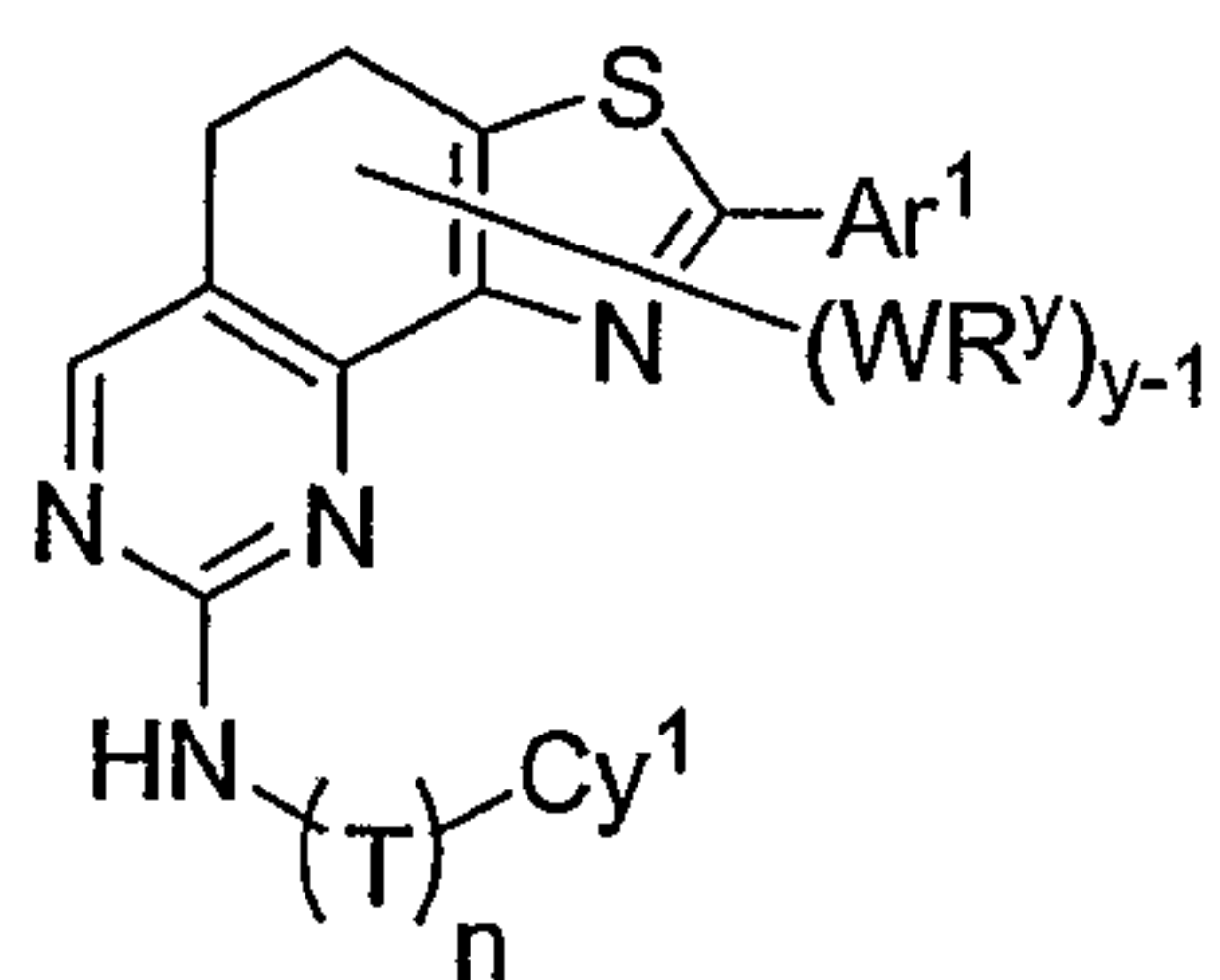
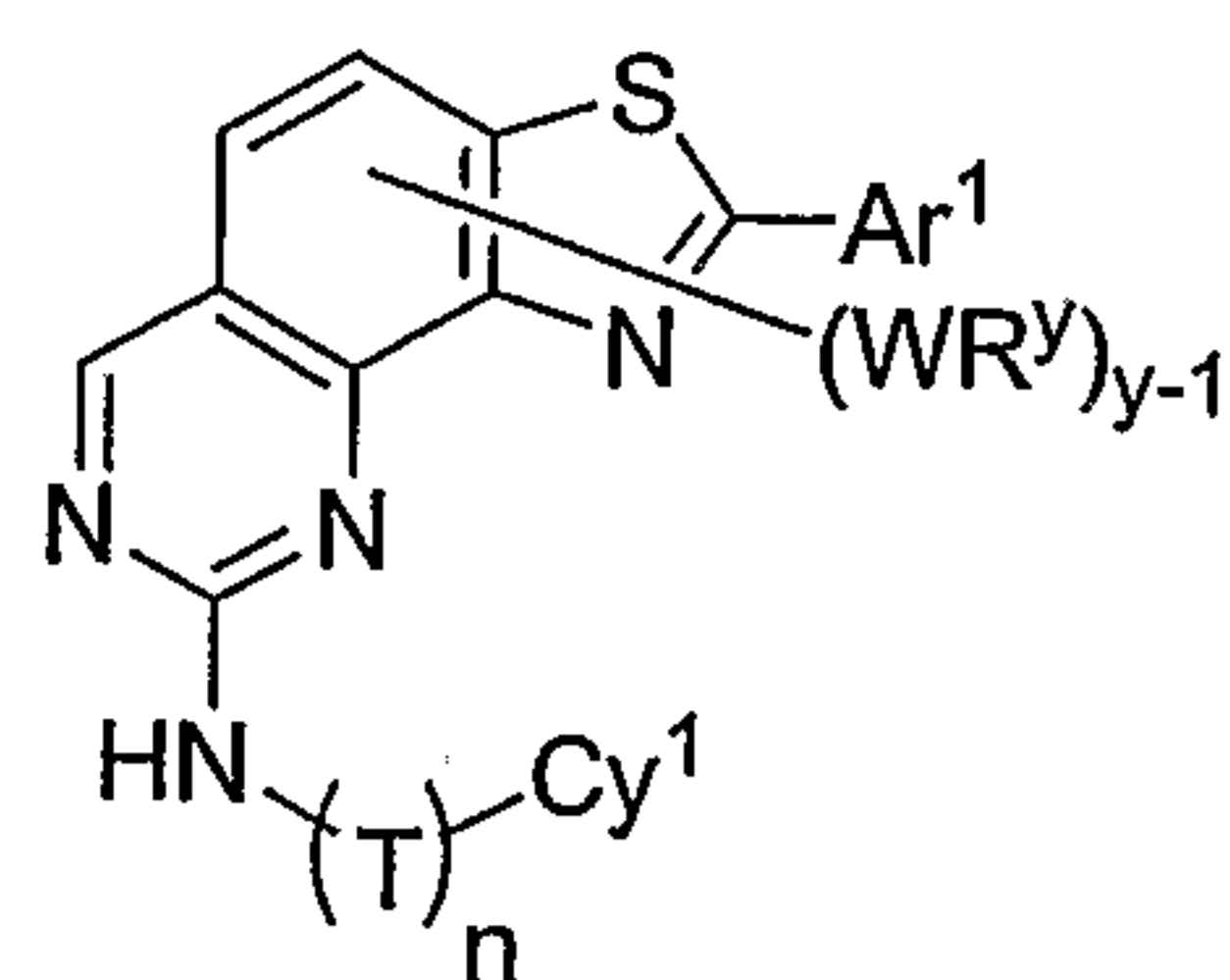
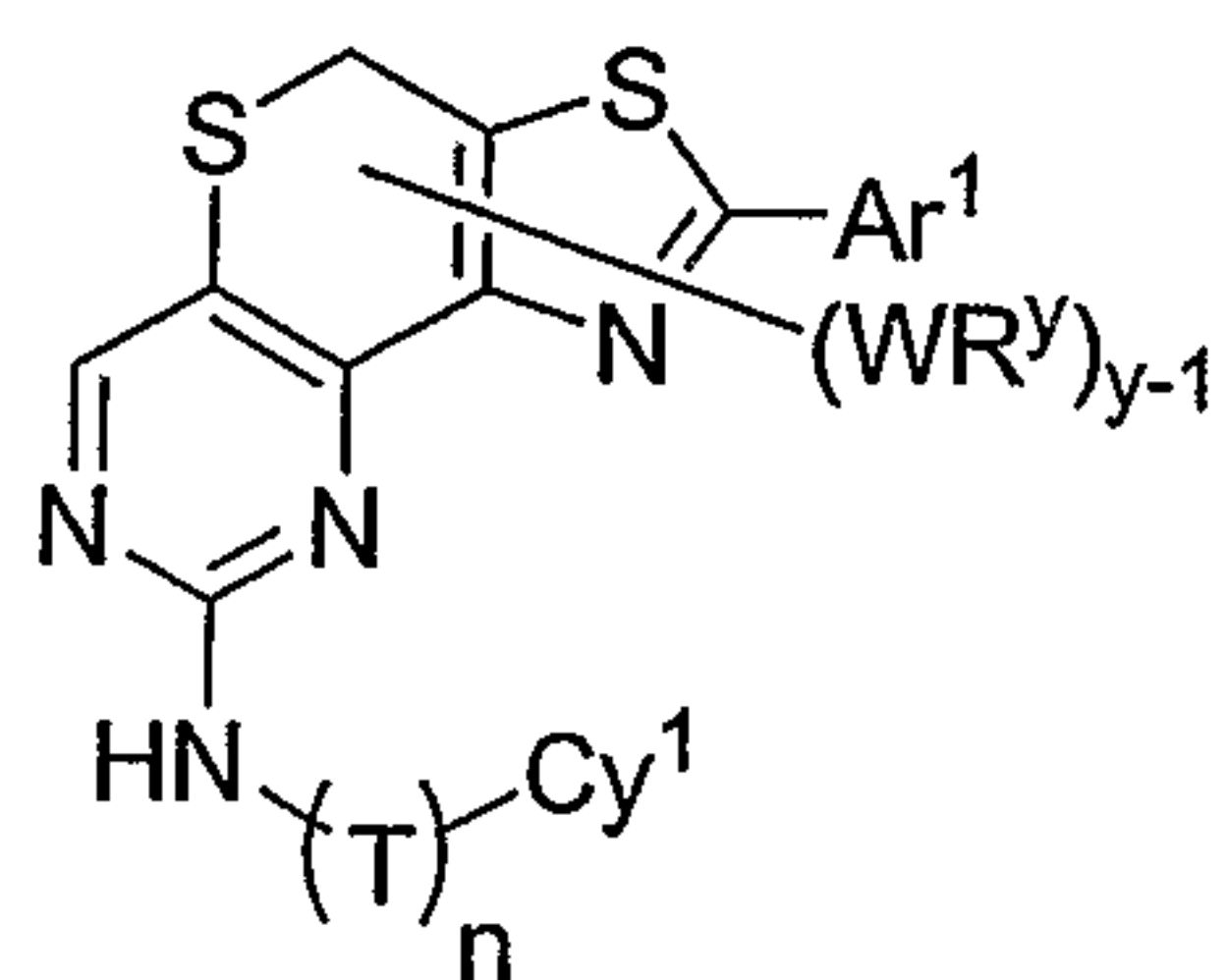
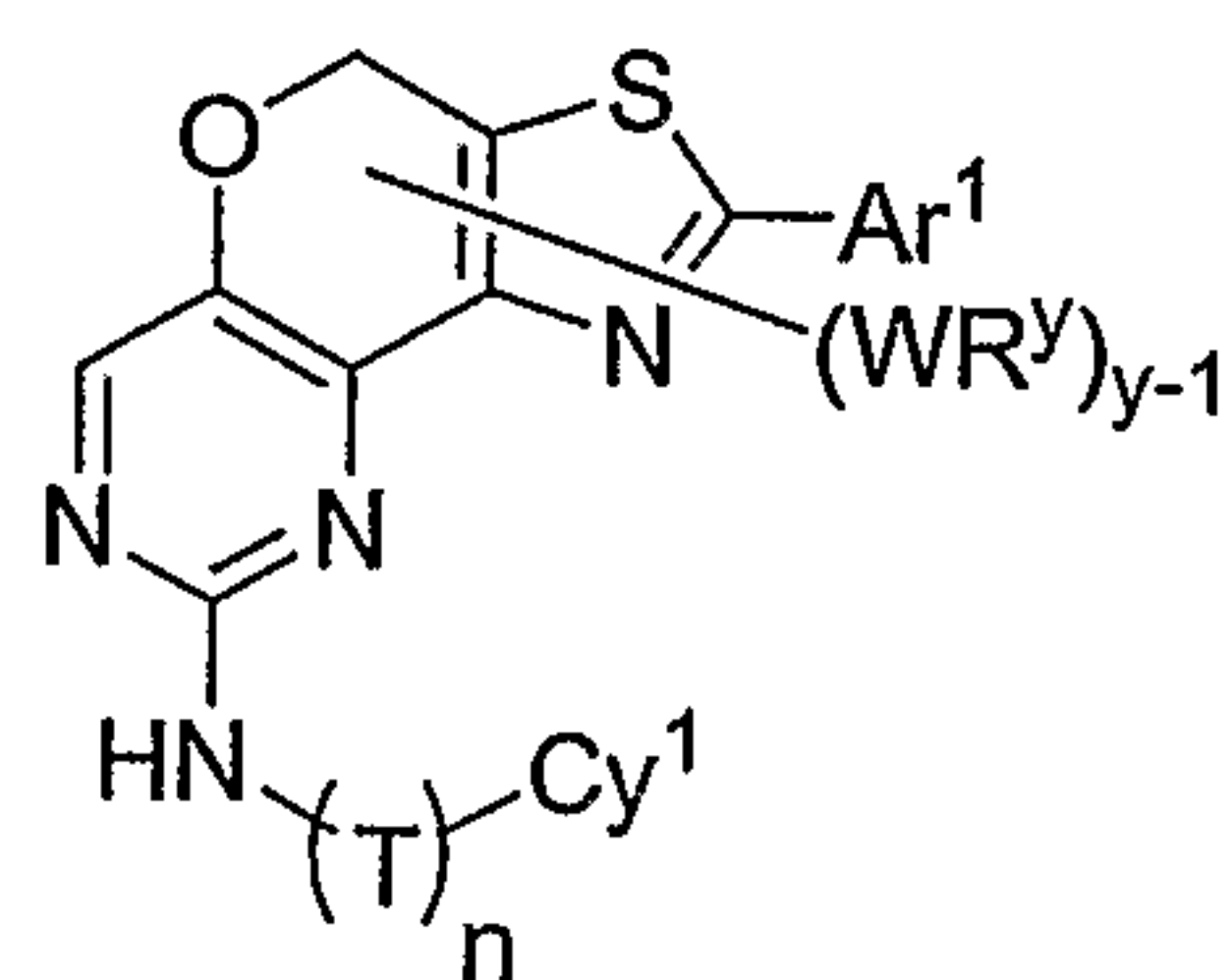
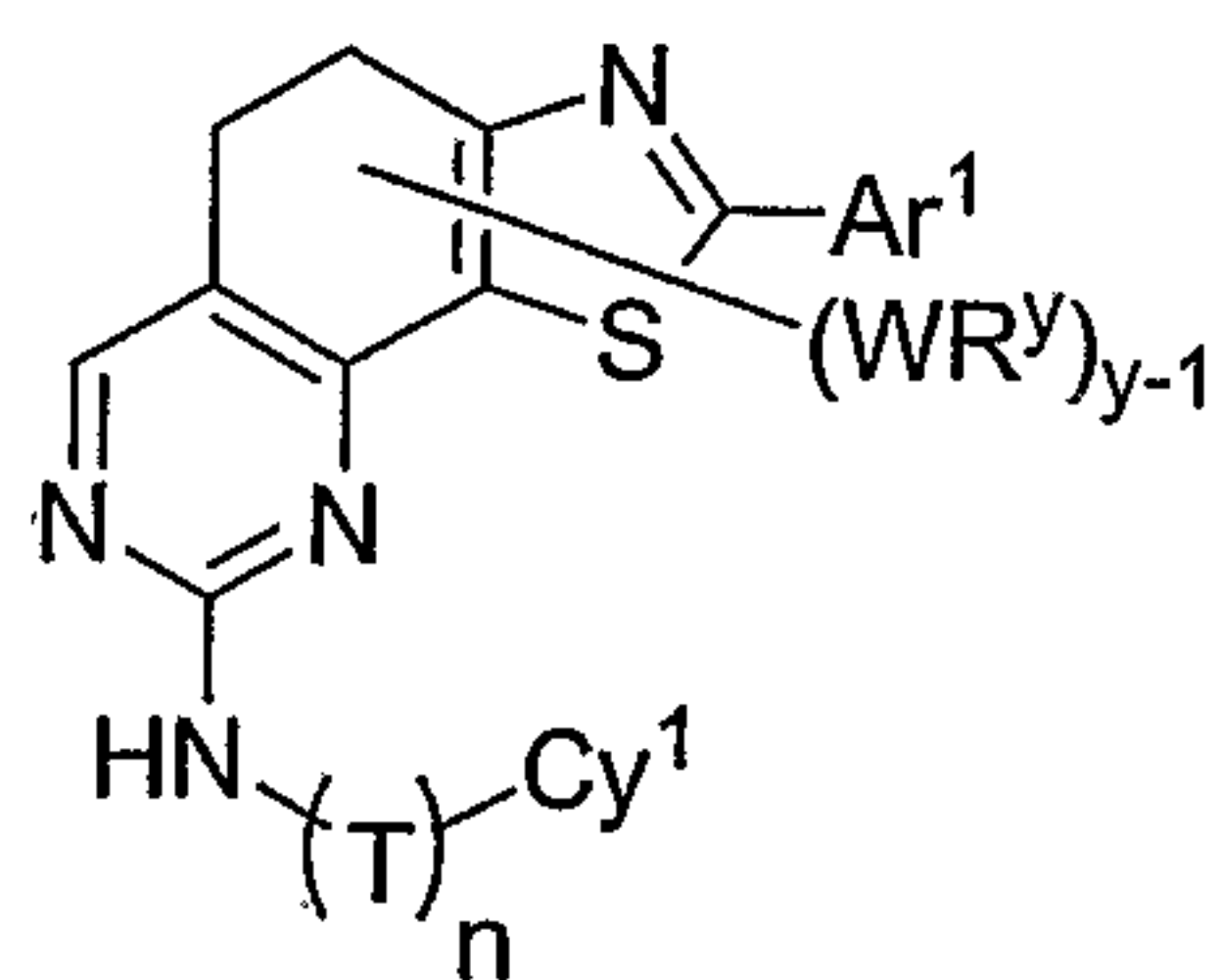
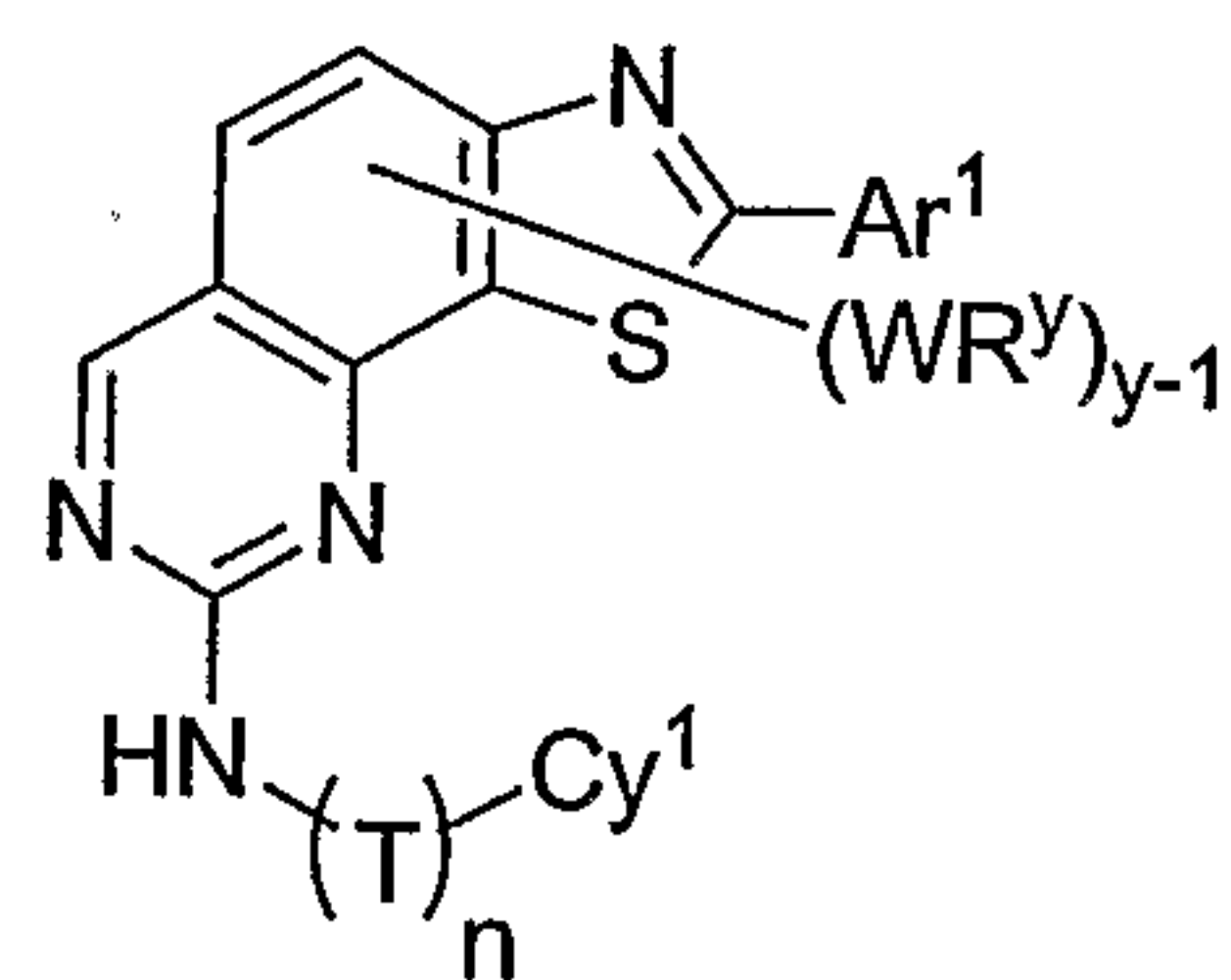
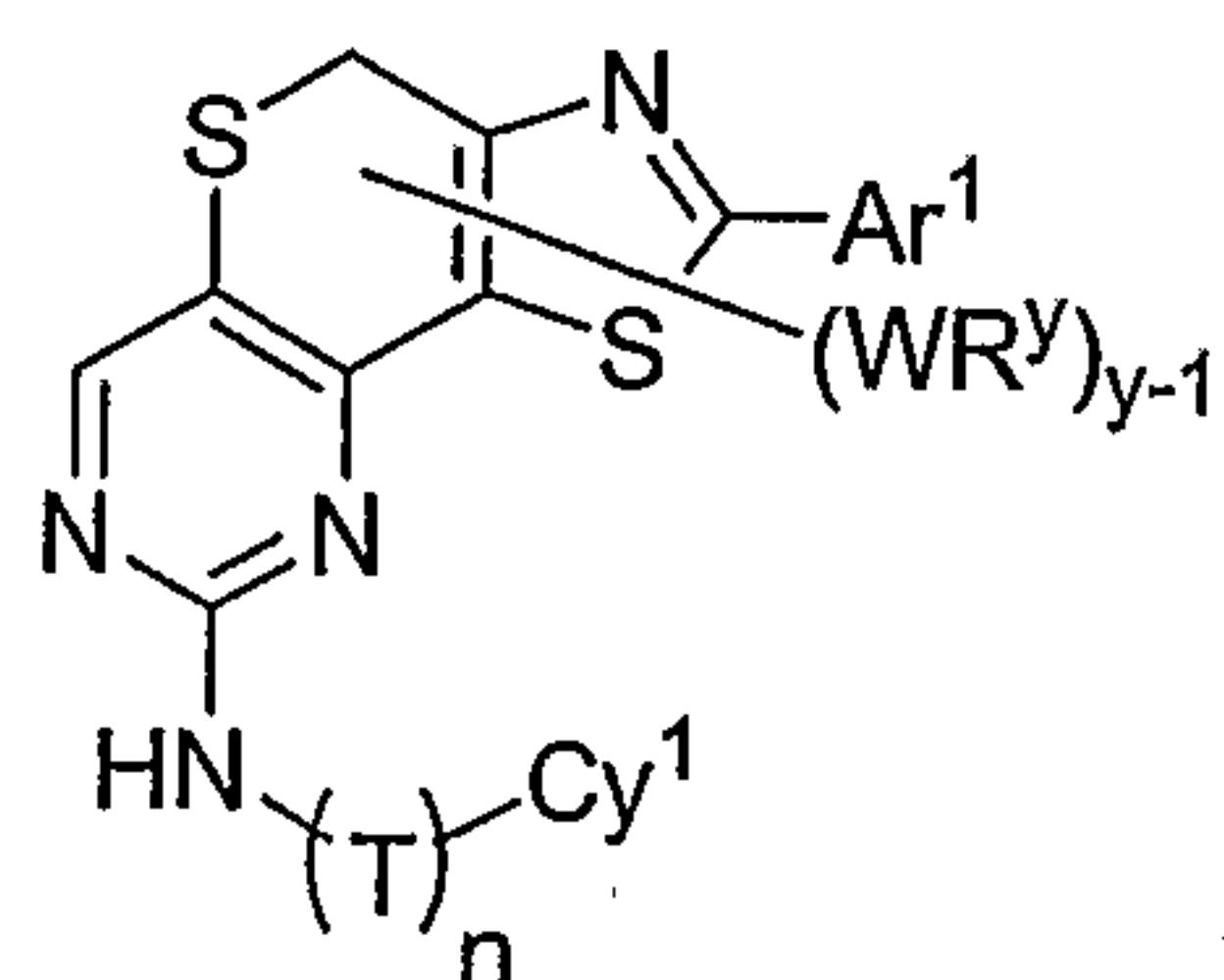
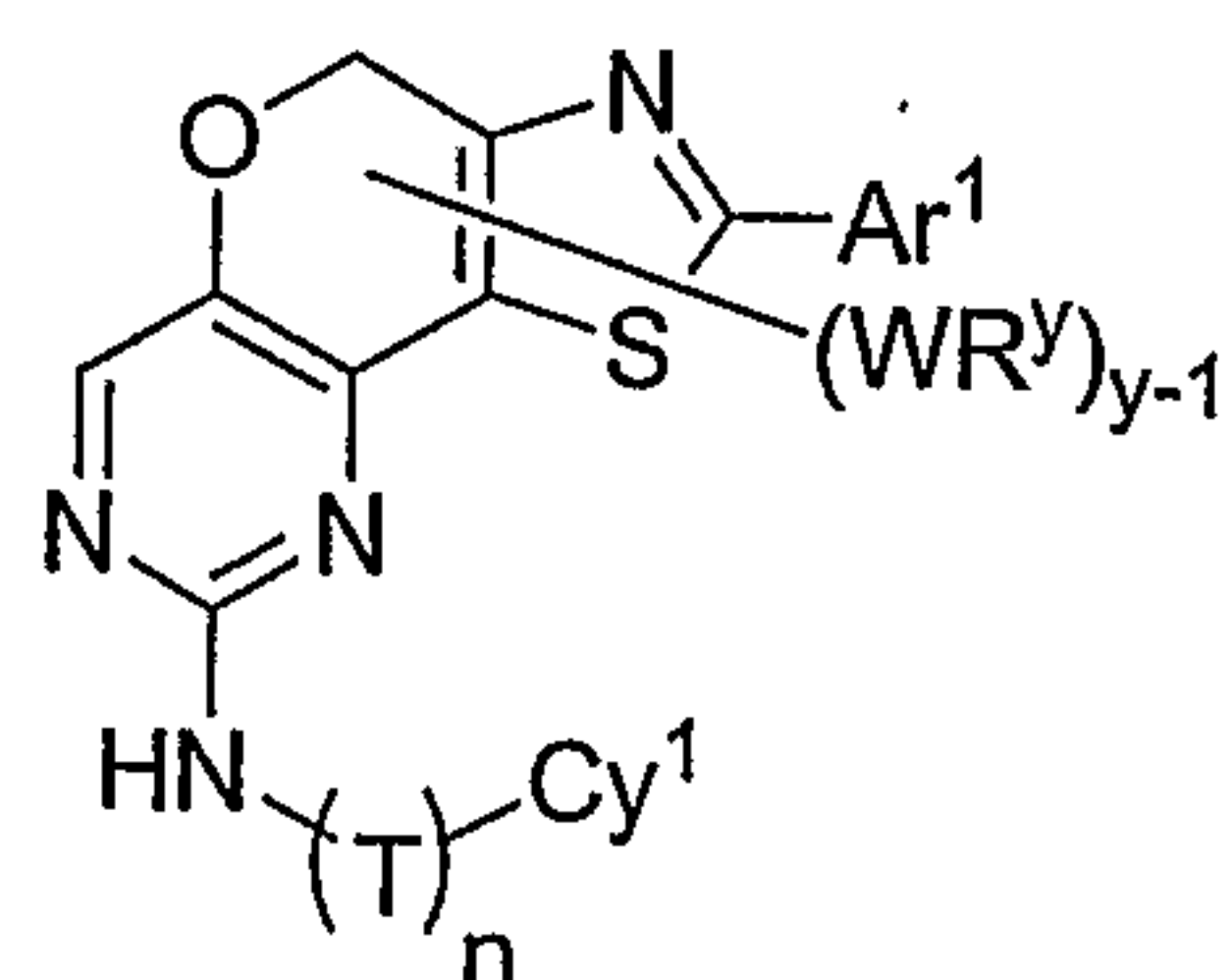
In certain preferred embodiments, for compounds described directly above, y is 0-3; and each occurrence of WR^y is independently halogen, CN , NO_2 , or an optionally substituted group selected from $C_{1-4}alkyl$, aryl, heteroaryl, $-N(R')_2$, $-CH_2N(R')_2$, $-OR'$, $-CH_2OR'$, $-SR'$, $-CH_2SR'$, $-COOR'$, $-NRCOR'$, $-CON(R')_2$, or $-S(O)_2N(R')_2$. In more preferred embodiments, $-WR^y$ groups are each independently F , Cl , Br , I , Me , Et , $-CN$, $-OMe$, $-SMe$, $-NMe_2$, $-NEt_2$, $-COOMe$, $-COOH$, $-OH$, $-SO_2NH_2$, $-CON(CH_3)_2$, $-CO$ (optionally substituted N -piperazinyl), $-CO$ (N -morpholinyl) (including optionally substituted N -morpholinyl), $-CO$ (N -piperidinyl) (including optionally substituted N -piperidinyl), $-CH_2N(Me)_2$, $-CH_2N(Et)_2$, or an optionally substituted group selected from $C_{1-4}alkoxy$, phenyl, phenyloxy, benzyl, benzyloxy, pyridyl, pyrimidinyl, thiophene, N -morpholinyl, N -piperidinyl, N -piperazinyl, or furanyl. Alternatively, $-WR^y$ groups are each independently CF_3 , F , Cl , Br , I , Me , Et , $-CN$, $-OMe$,

-SMe, -NMe₂, -NEt₂, -COOMe, -COOH, -OH, -SO₂NH₂, -CON(CH₃)₂, -CO(optionally substituted N-piperazinyl), -CO(N-morpholinyl) (including optionally substituted N-morpholinyl), -CO(N-piperidinyl) (including optionally substituted N-piperidinyl), -CO(pyrrolidinyl) (including optionally substituted pyrrolidinyl), -CO(N(H)pyrrolidinyl) (including -CO(N-pyrrolidinyl), wherein each pyrrolidinyl is optionally substituted), -CH₂N(Me)₂, -CH₂N(Et)₂, or an optionally substituted group selected from C₁₋₄alkoxy, phenyl, phenyloxy, benzyl, benzyloxy, pyridyl, pyrimidinyl, thiophene, N-morpholinyl, N-piperidinyl, N-piperazinyl, furanyl, pyrrolidinyl, or N(H)pyrrolidinyl.

[0112] In other preferred embodiments, y is 1 and WR^y is an optionally substituted aryl or heteroaryl group. Preferred substituents for the optionally substituted aryl or heteroaryl group include -VR^V; wherein V is a bond or is a C₁-C₆ alkylidene chain wherein up to two non-adjacent methylene units of V are independently optionally replaced by CO, CO₂, COCO, CONR, OCONR, NRNR, NRNRCO, NRCO, NRCO₂, NRCONR, SO, SO₂, NRSO₂, SO₂NR, NRSO₂NR, O, S, or NR; and each occurrence of R^V is independently selected from R', halogen, NO₂, or CN, or -QR^X is =O, =S, or =NR'. In still other embodiments, y is 1 and WR^y is -CH₂N(R')₂, -N(R')₂, or -CON(R')₂. Most preferred WR^y groups and substituents thereof include those shown below in Tables 1-8. In certain embodiments, y is 0.

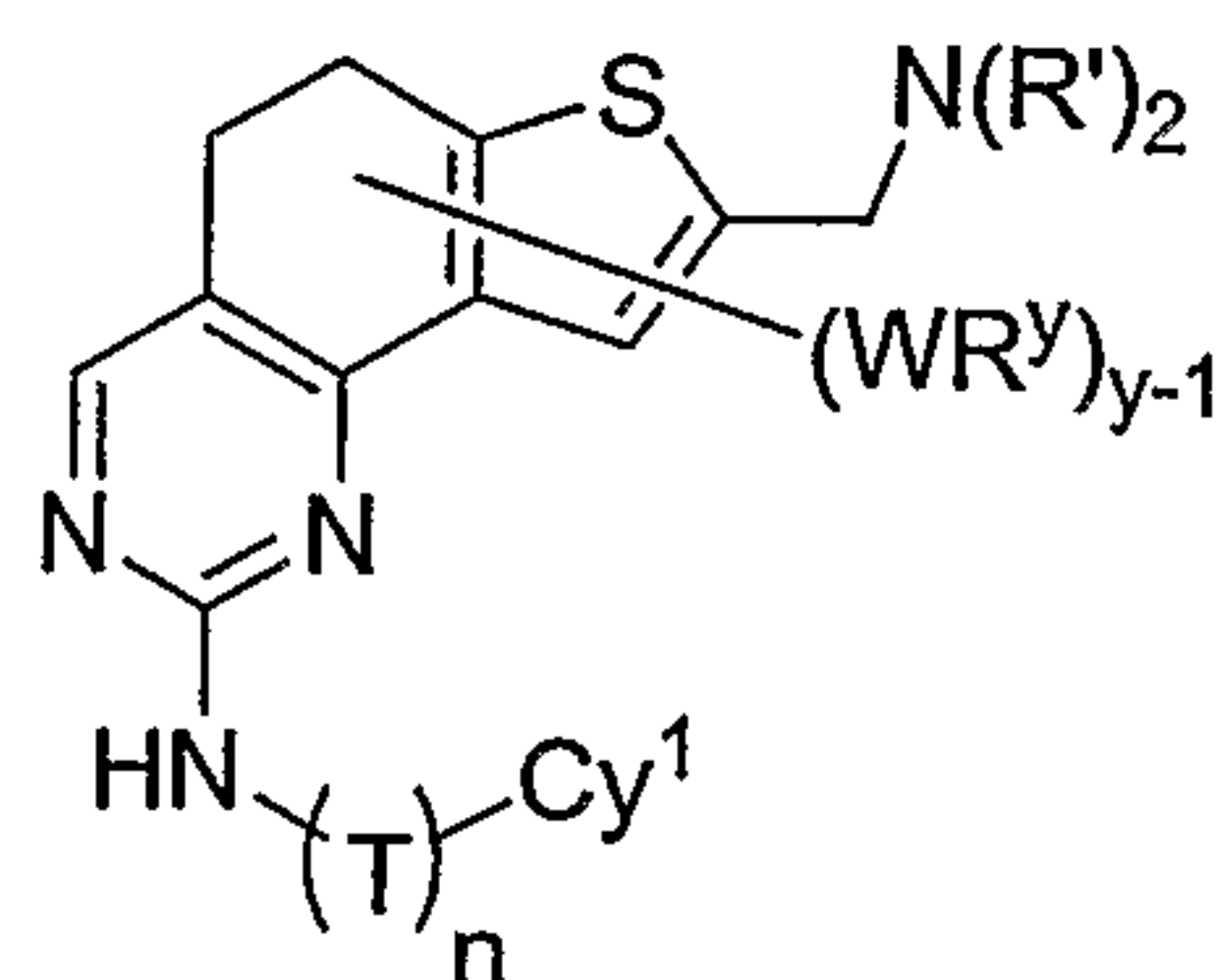
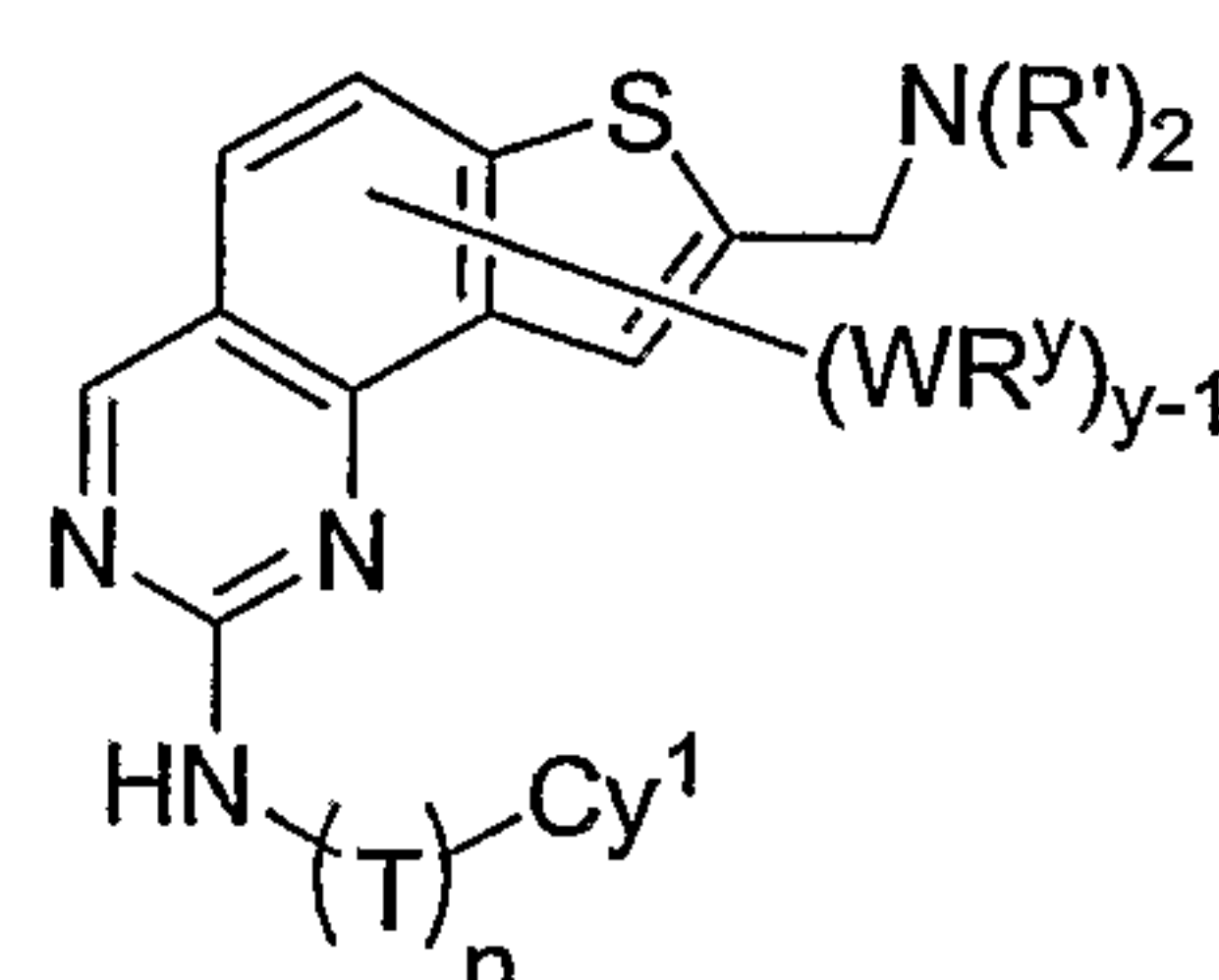
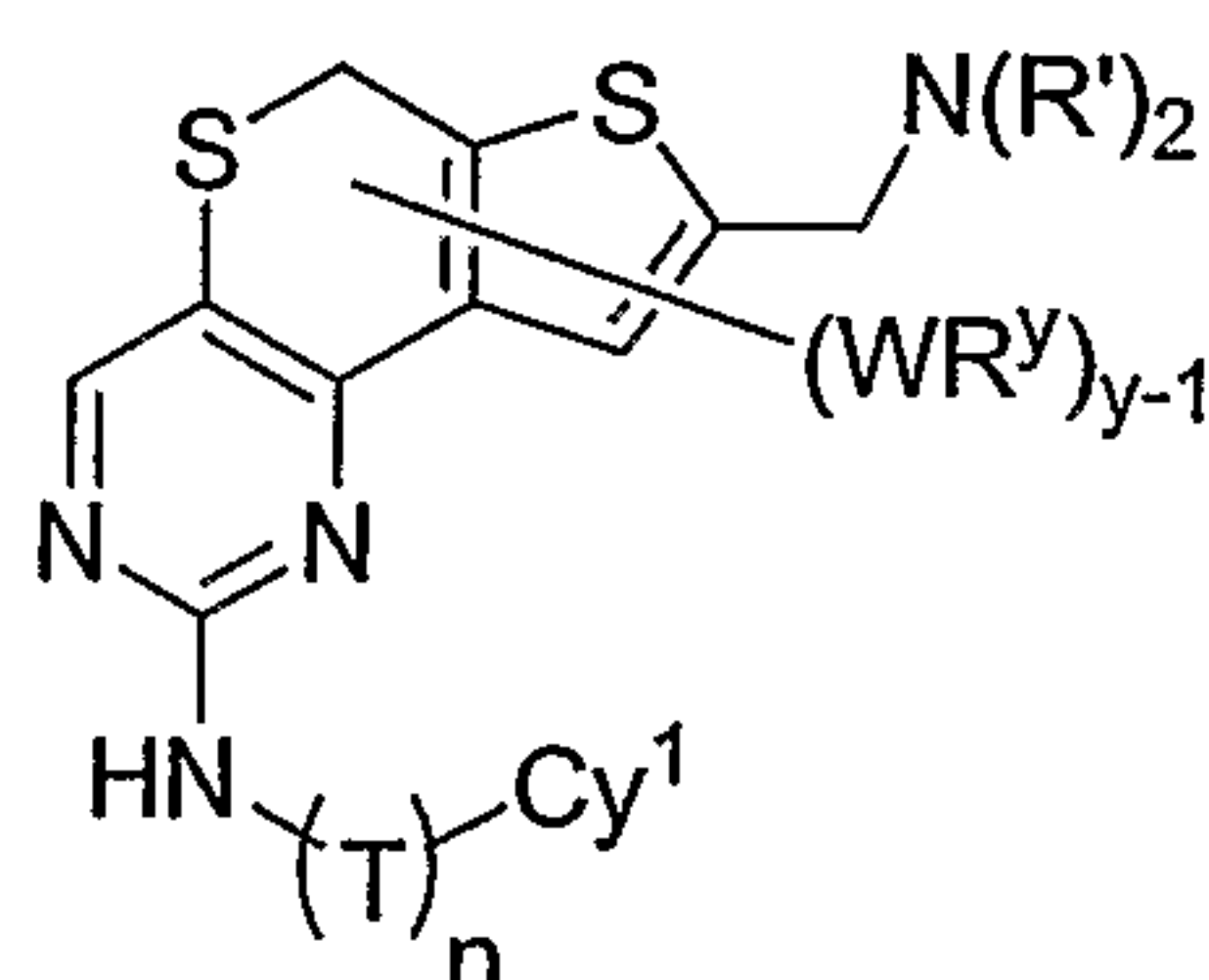
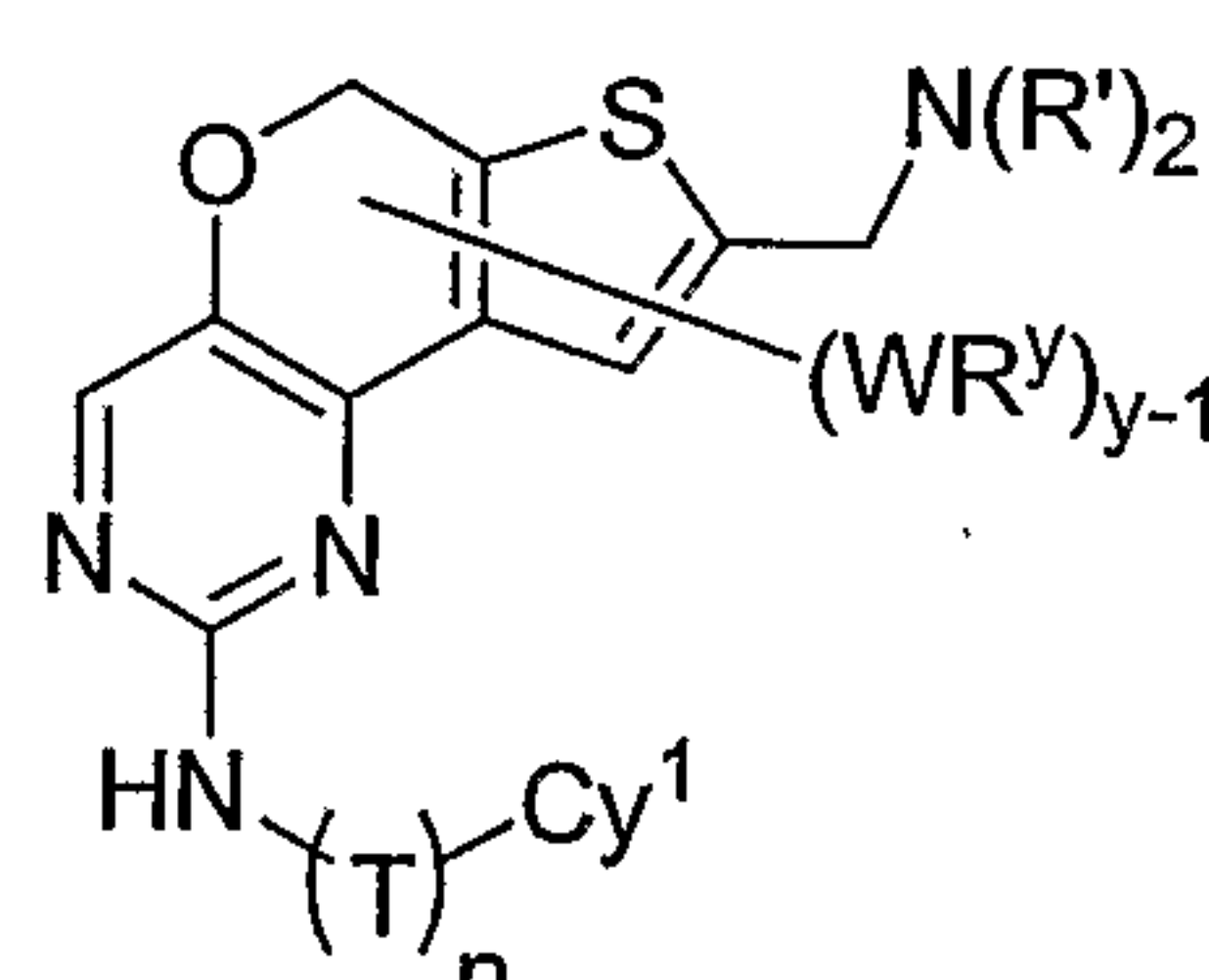
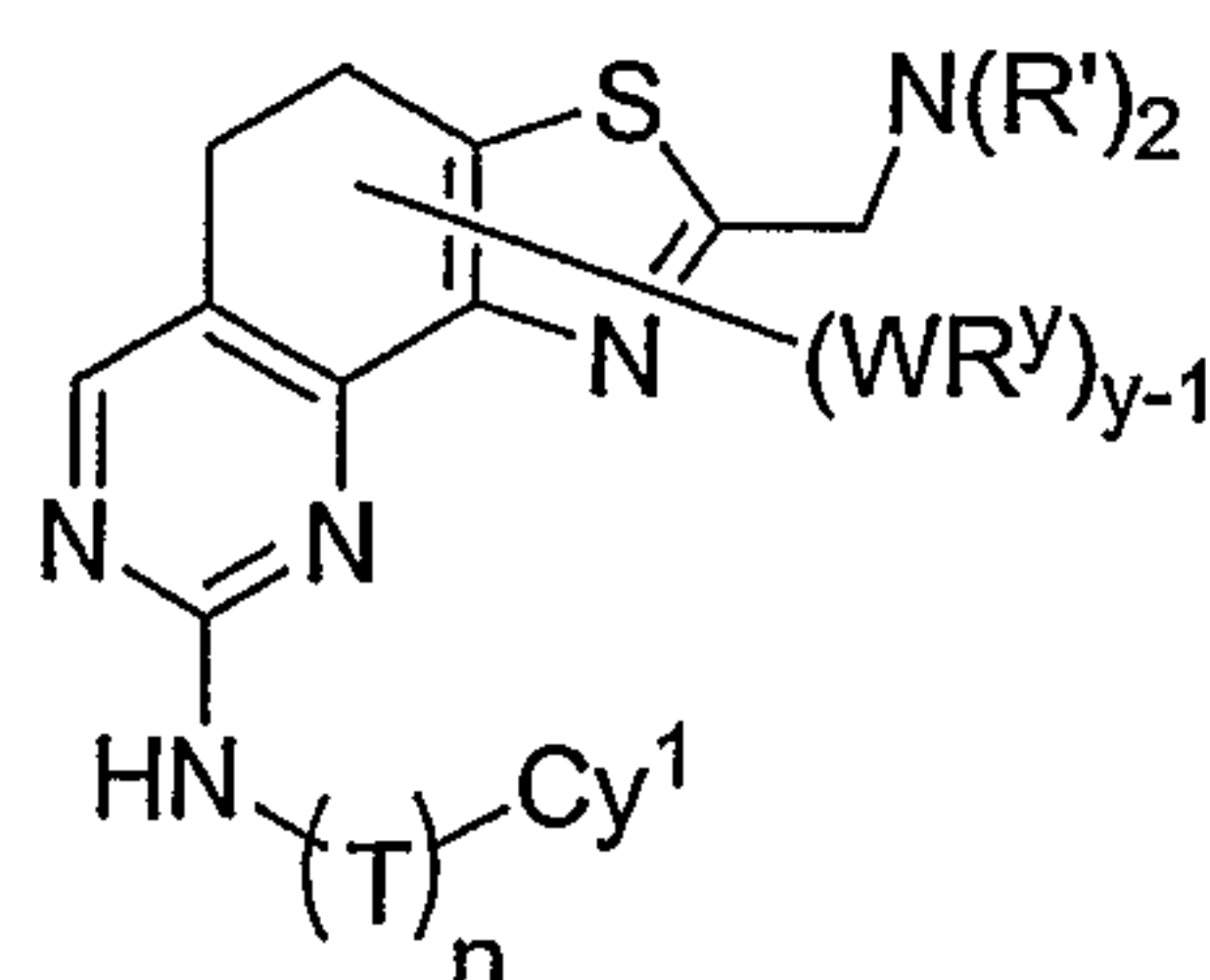
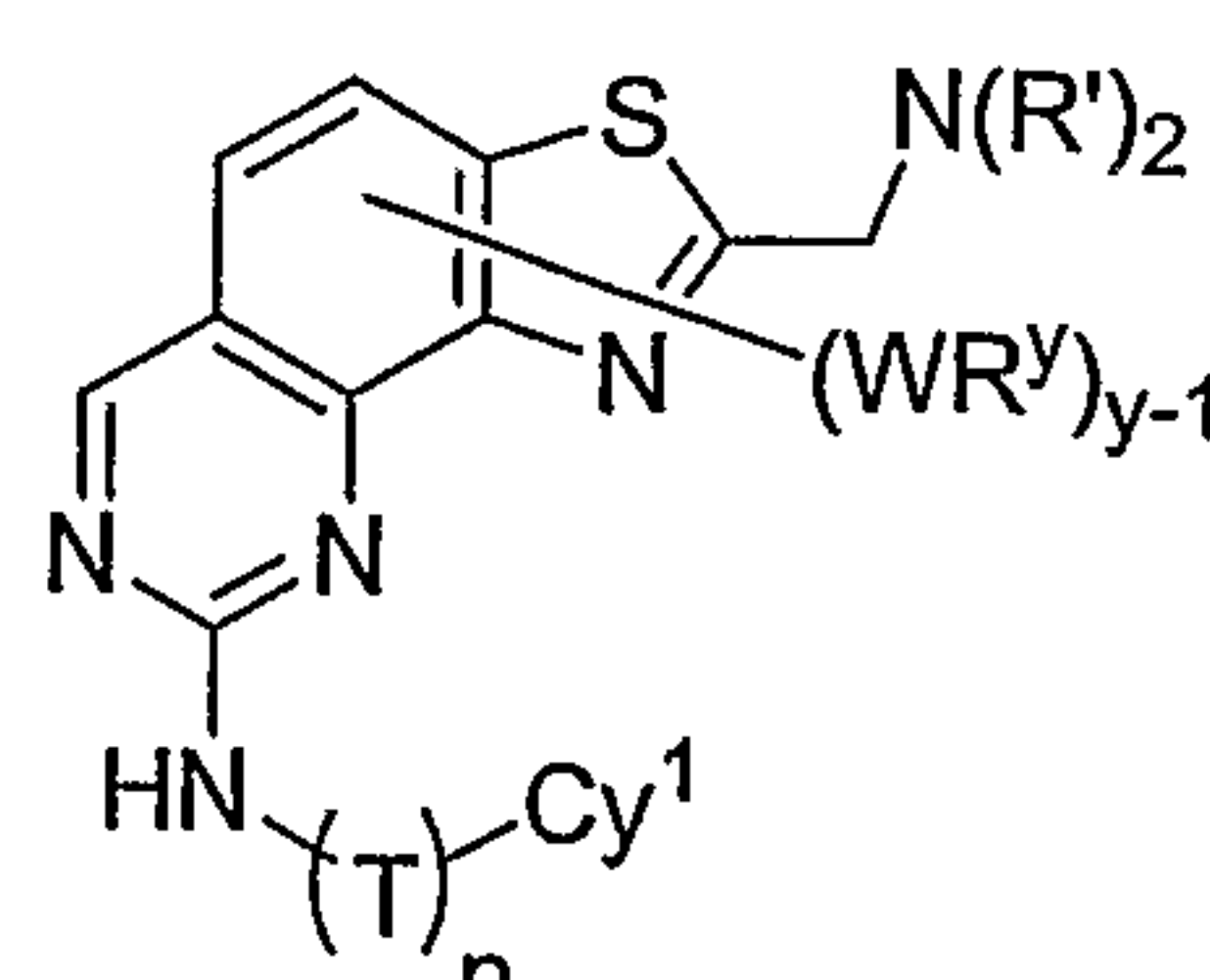
[0113] In still other preferred embodiments, compounds have the general formula **III-H**, **III-L**, **III-M**, **IV-H**, **IV-L**, **IV-M**, **V-H**, **V-L**, **V-M**, **IX-H**, **IX-L**, or **IX-M**, and one occurrence of WR^y is an optionally substituted aryl or heteroaryl group, denoted by Ar¹ in one of formulae **III-H-i**, **III-L-i**, **III-M-i**, **IV-H-i**, **IV-L-i**, **IV-M-i**, **V-H-i**, **V-L-i**, **V-M-i**, **IX-H-i**, **IX-L-i**, or **IX-M-i** below:

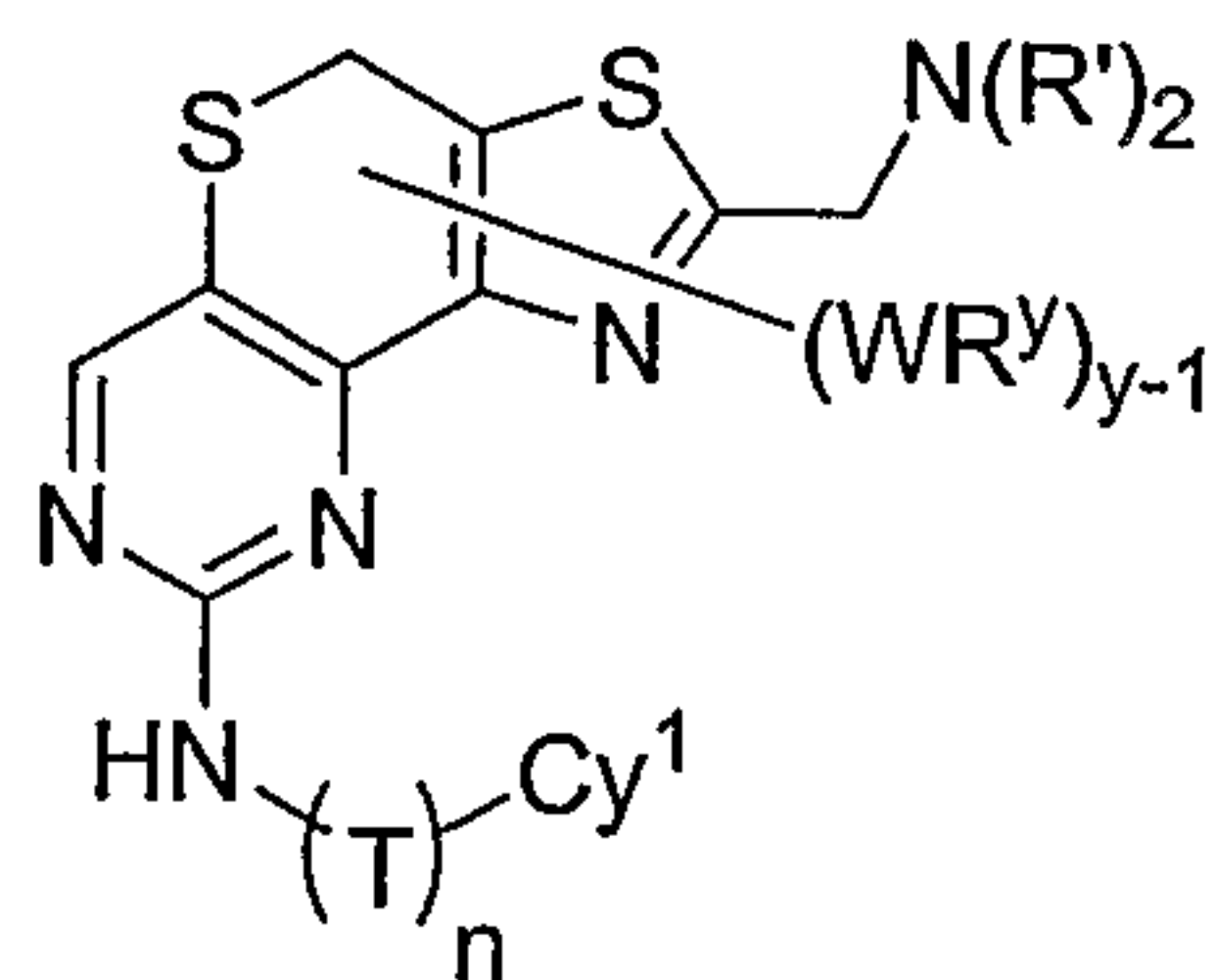
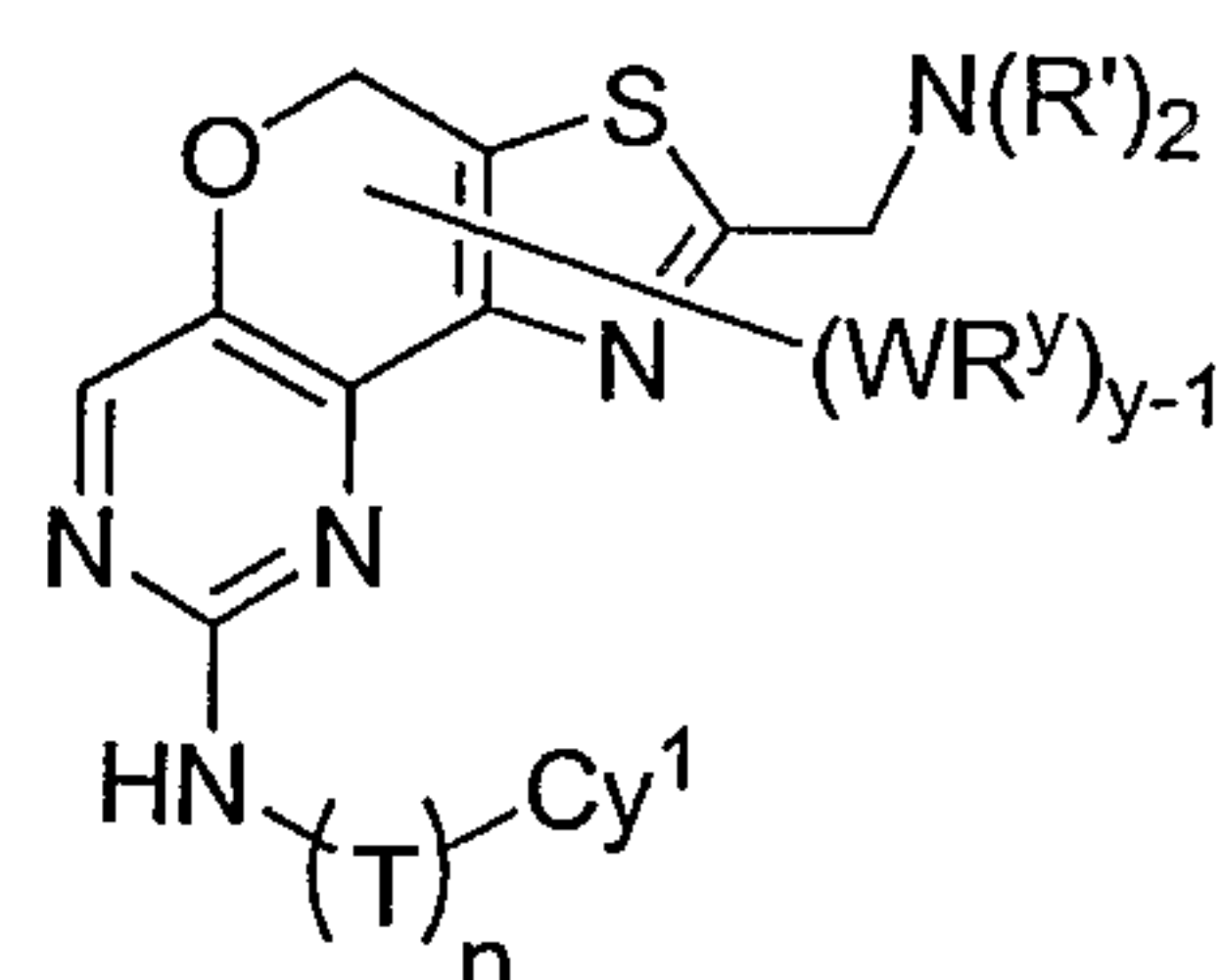
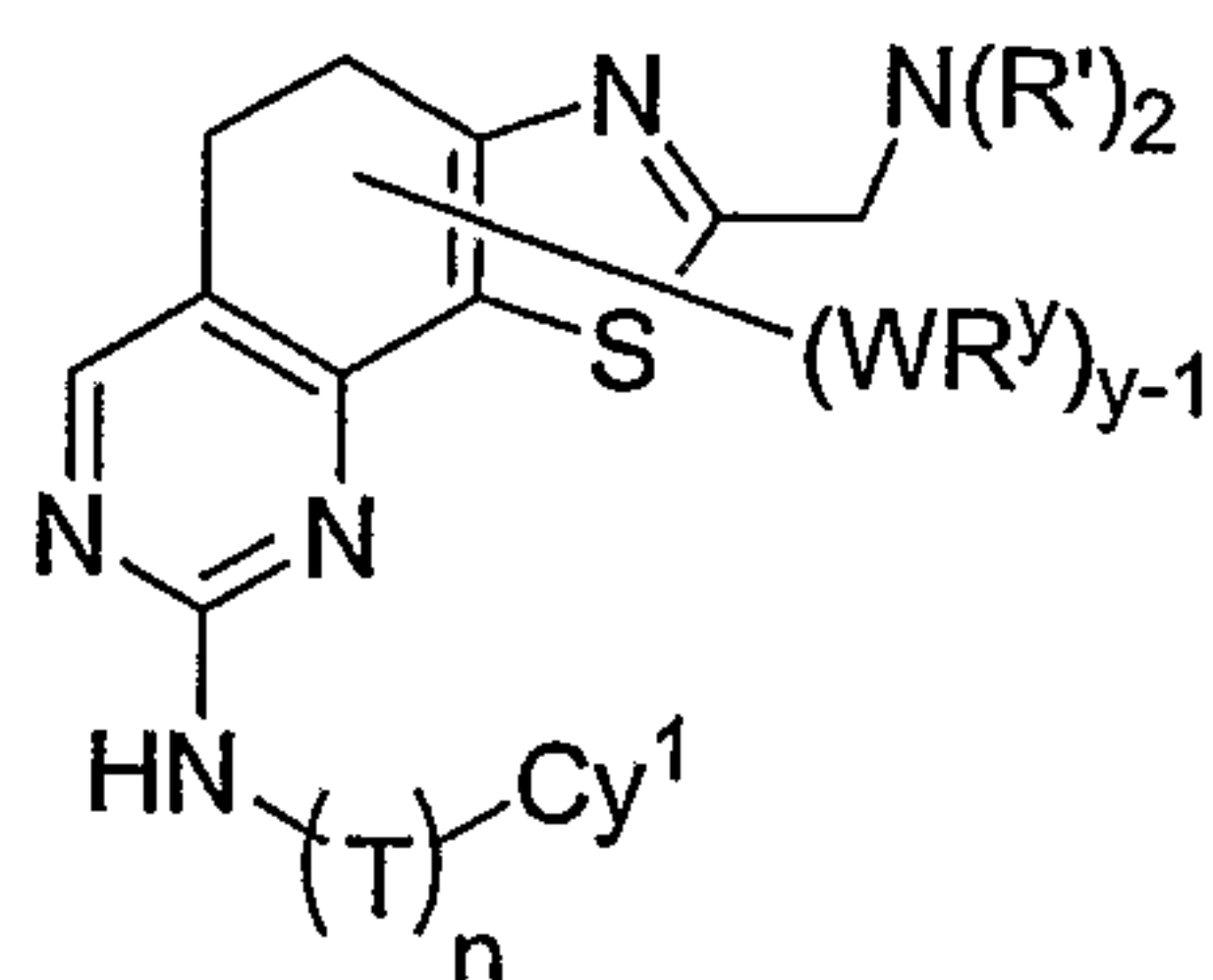
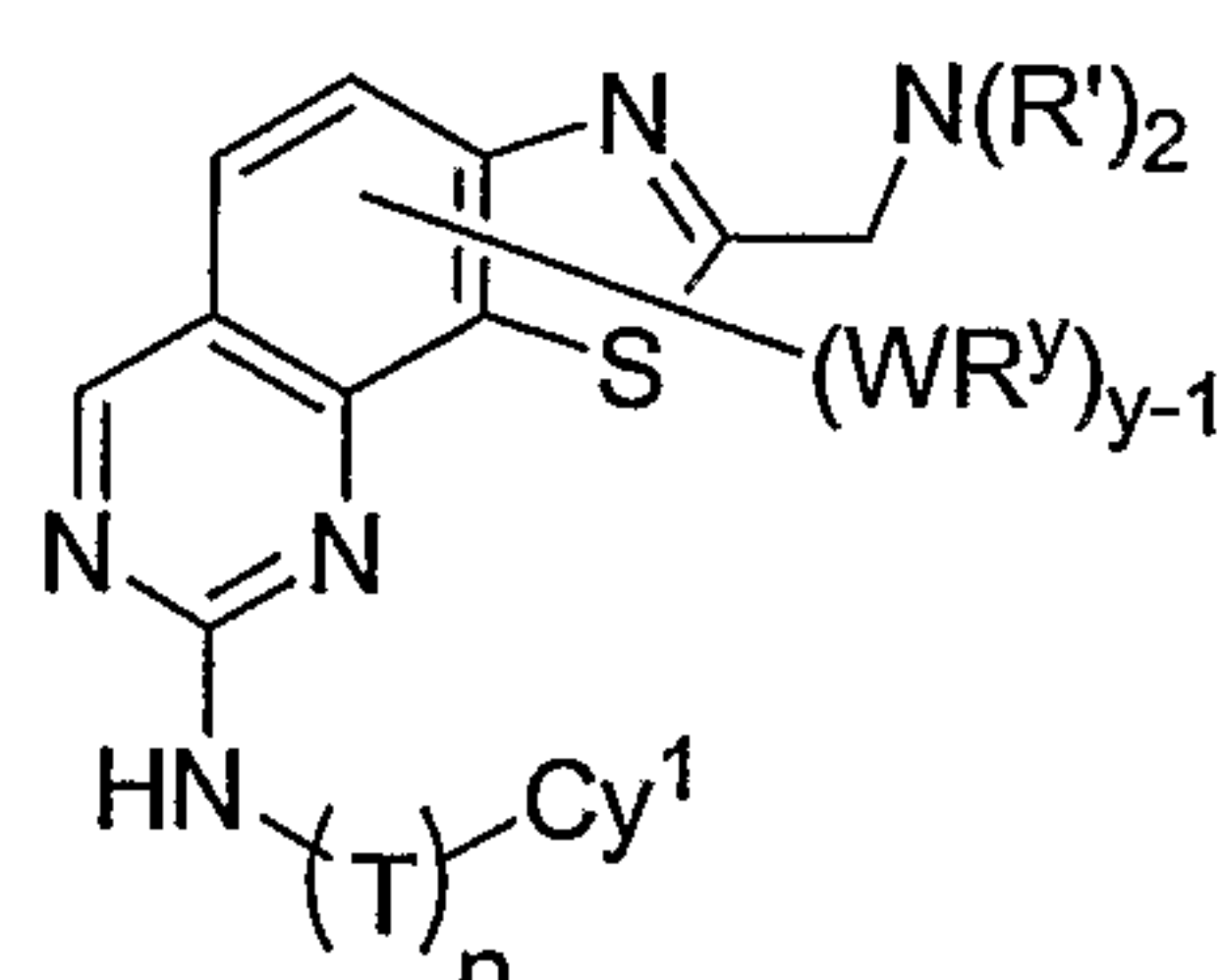
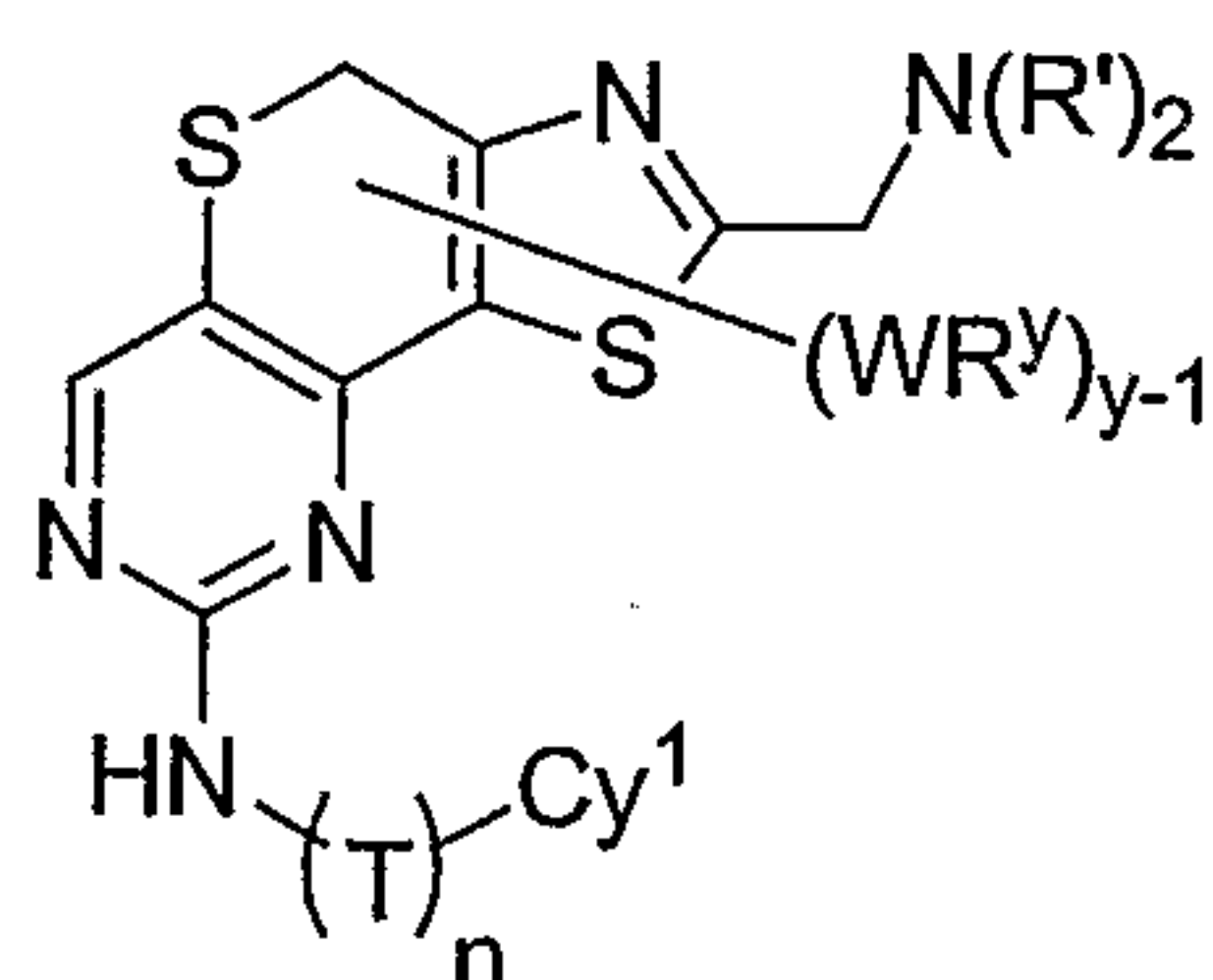
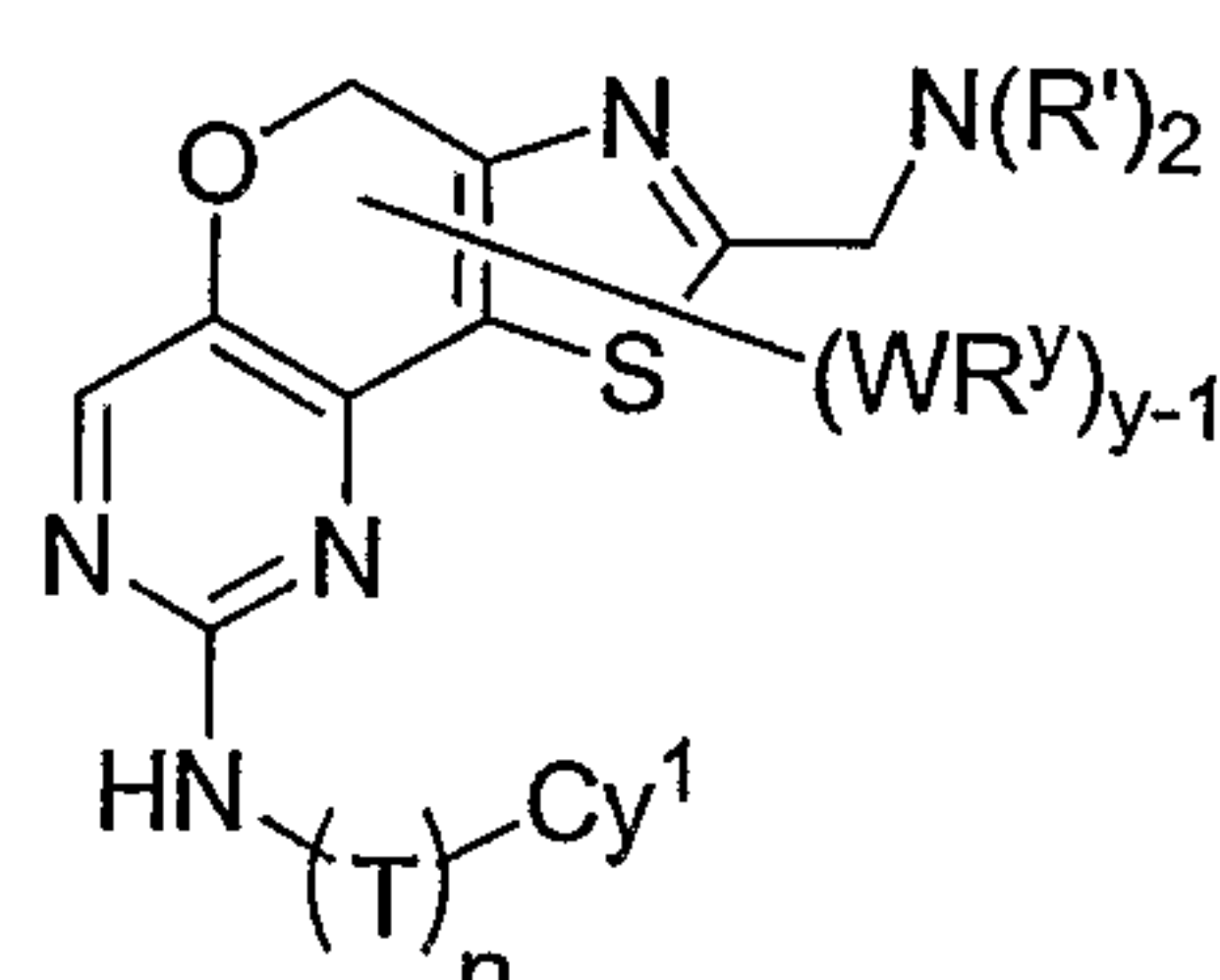


**V-H-i****IX-H-i****III-L-i****IV-L-i****V-L-i****IX-L-i****III-M-i****IV-M-i****V-M-i****IX-M-i**

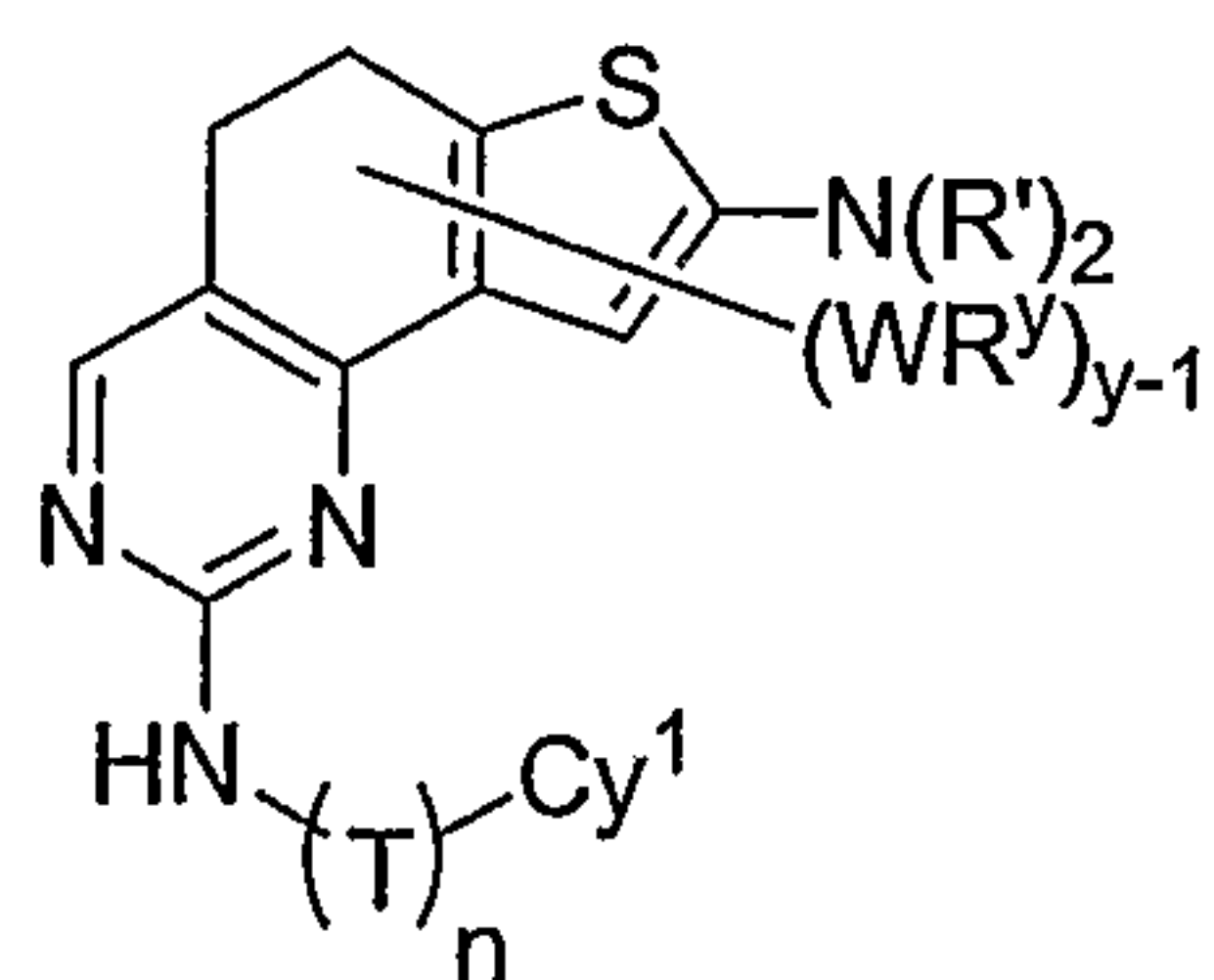
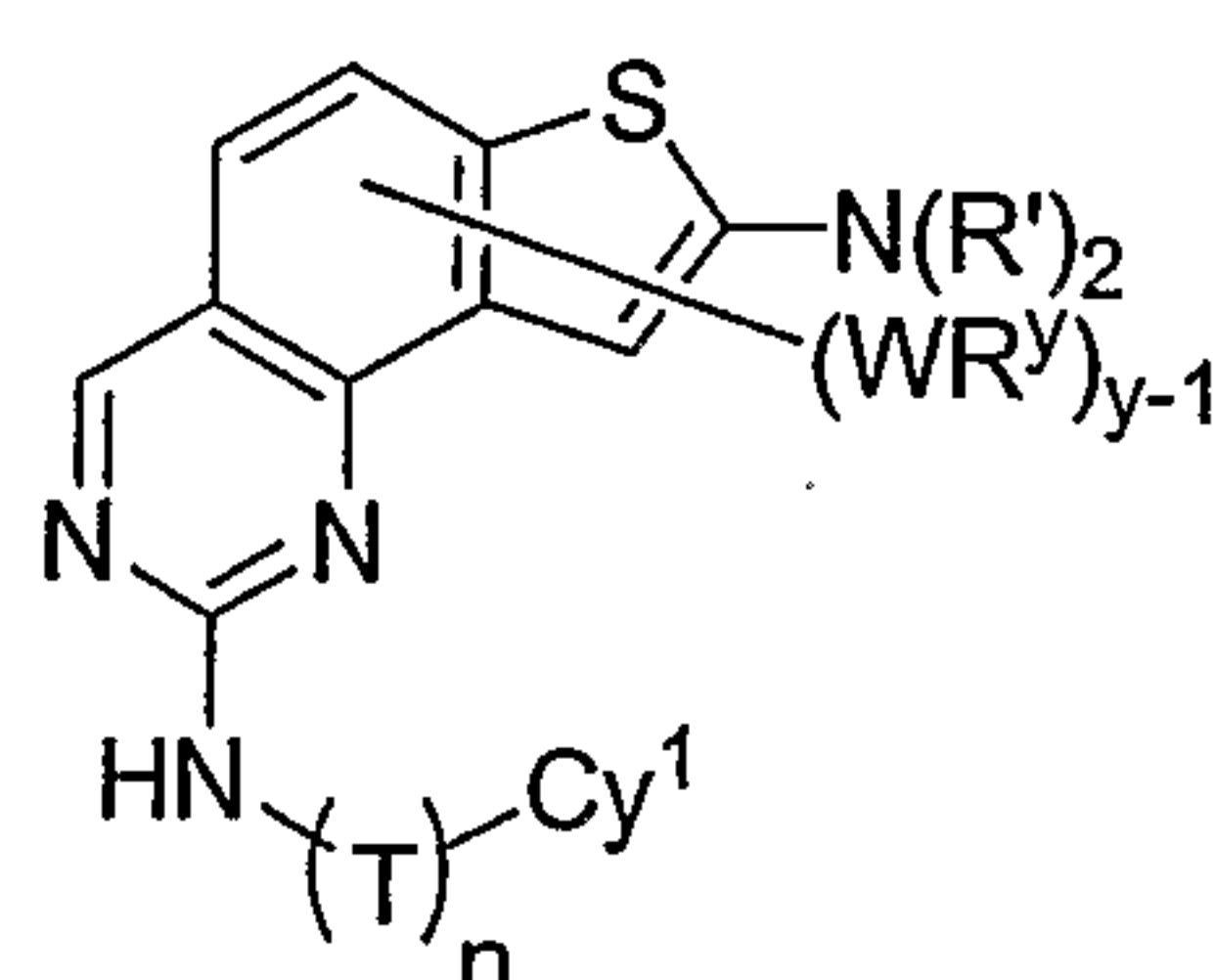
[0114] In still other preferred embodiments, Ar^1 is an optionally substituted phenyl, pyridyl, pyrimidinyl, thiophenyl, or furanyl group. Preferred substituents for the optionally substituted aryl or heteroaryl group include $-\text{VR}^V$; wherein V is a bond or is a C_1 - C_6 alkylidene chain wherein up to two non-adjacent methylene units of V are independently optionally replaced by CO, CO_2 , COCO, CONR, OCONR, NRNR, NRNRCO, NRCO, NR CO_2 , NRCONR, SO, SO_2 , NR SO_2 , SO_2NR , NR SO_2NR , O, S, or NR; and each occurrence of R^V is independently selected from R' , halogen, NO_2 , or CN, or $-\text{QR}^X$ is $=\text{O}$, $=\text{S}$, or $=\text{NR}'$.

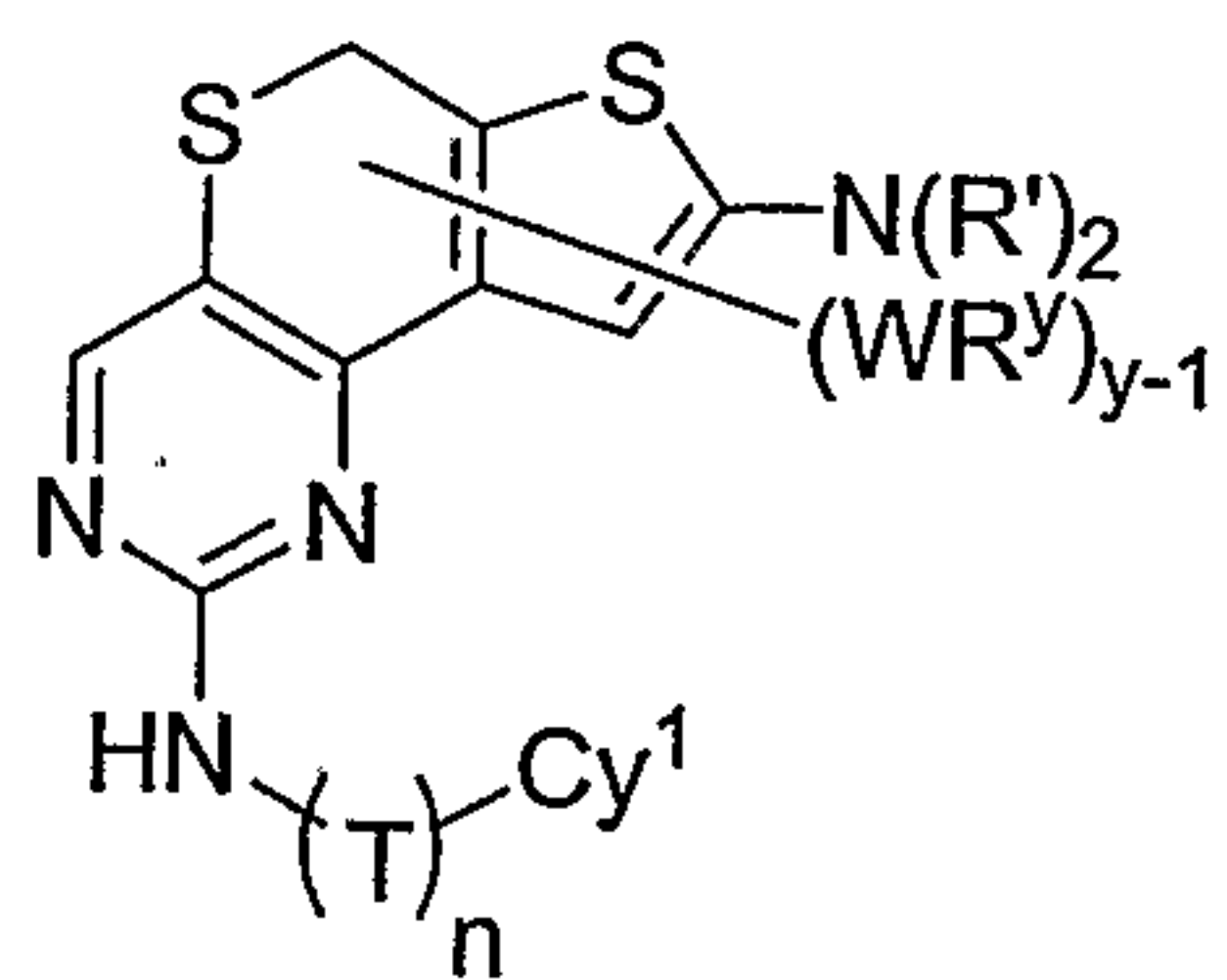
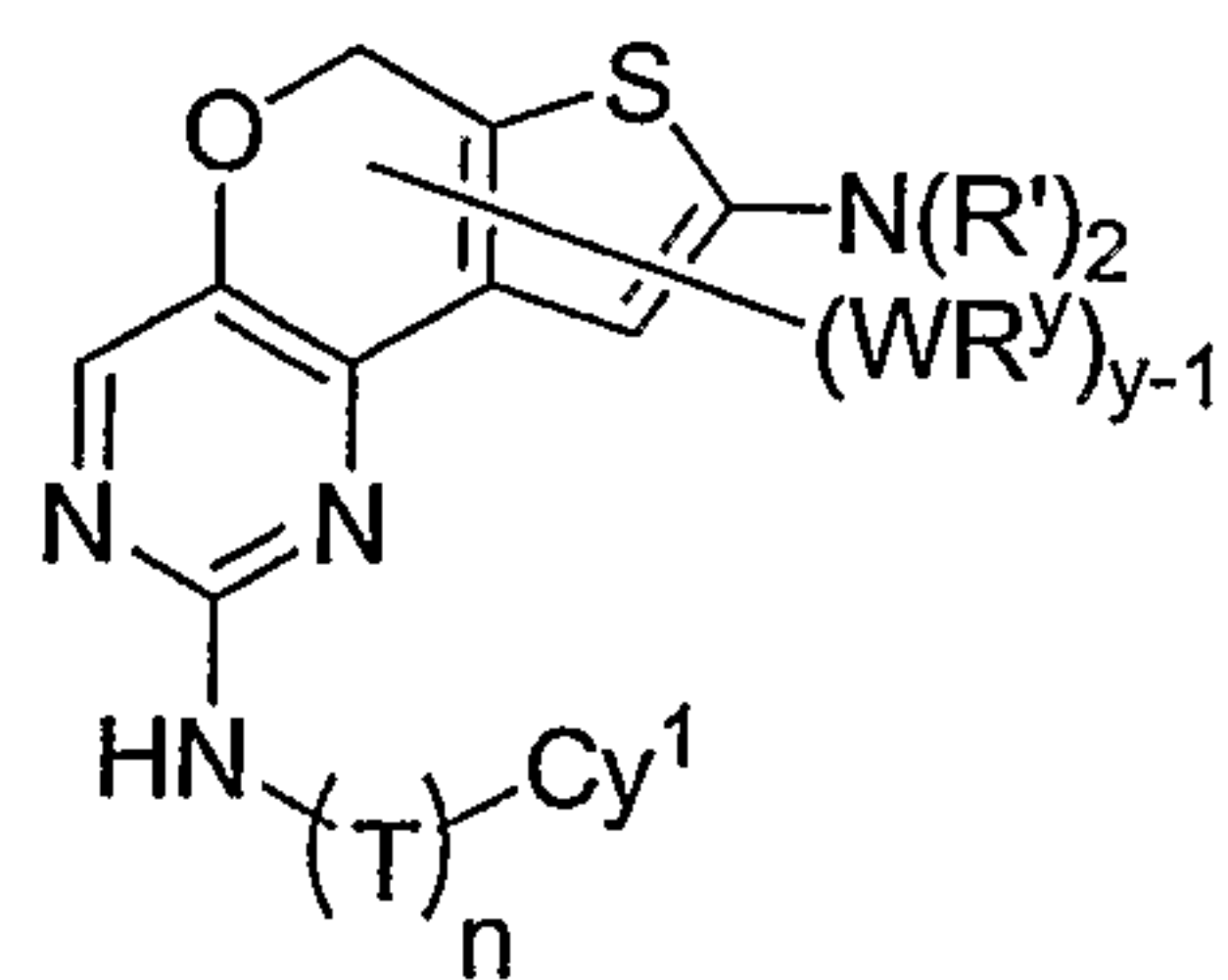
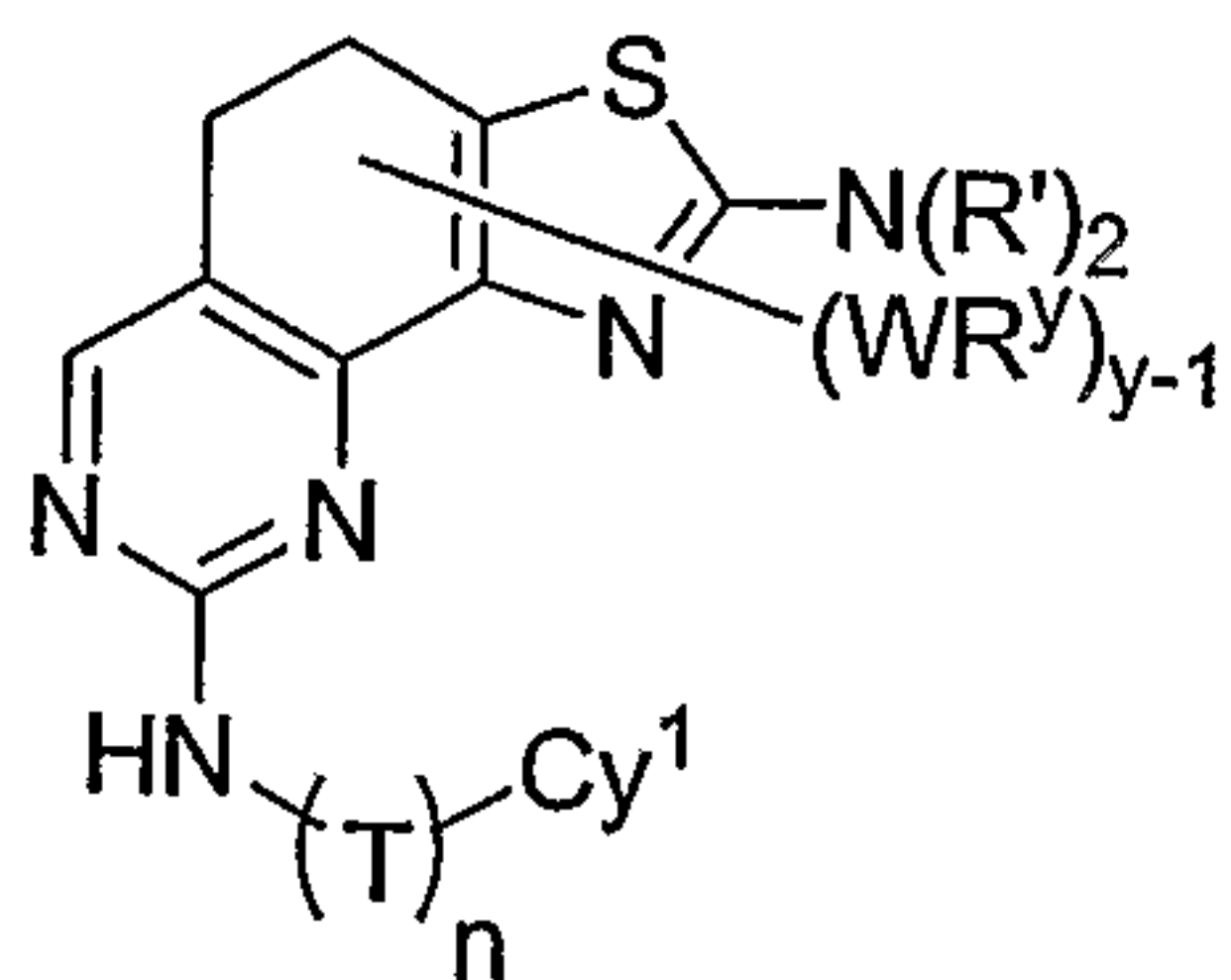
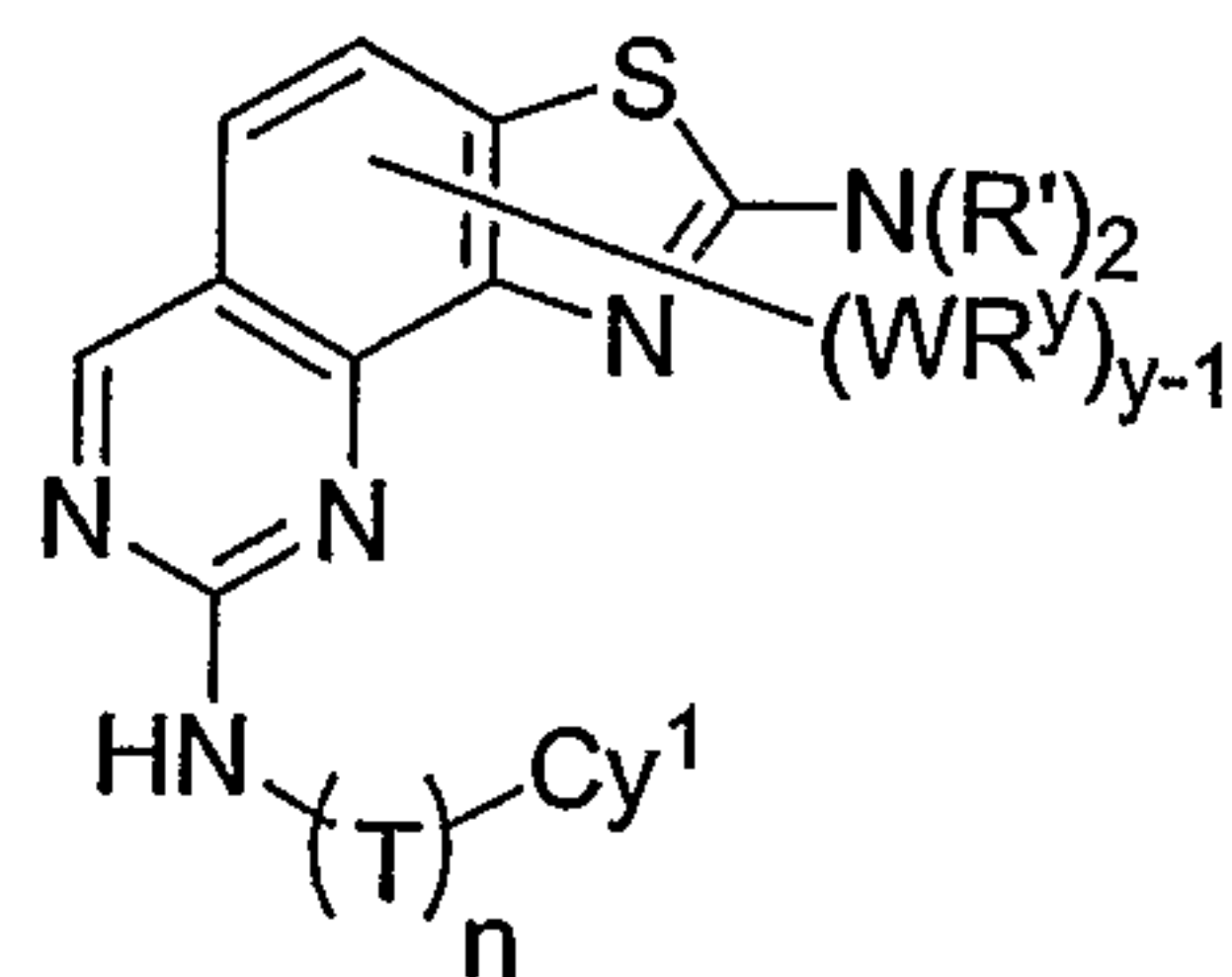
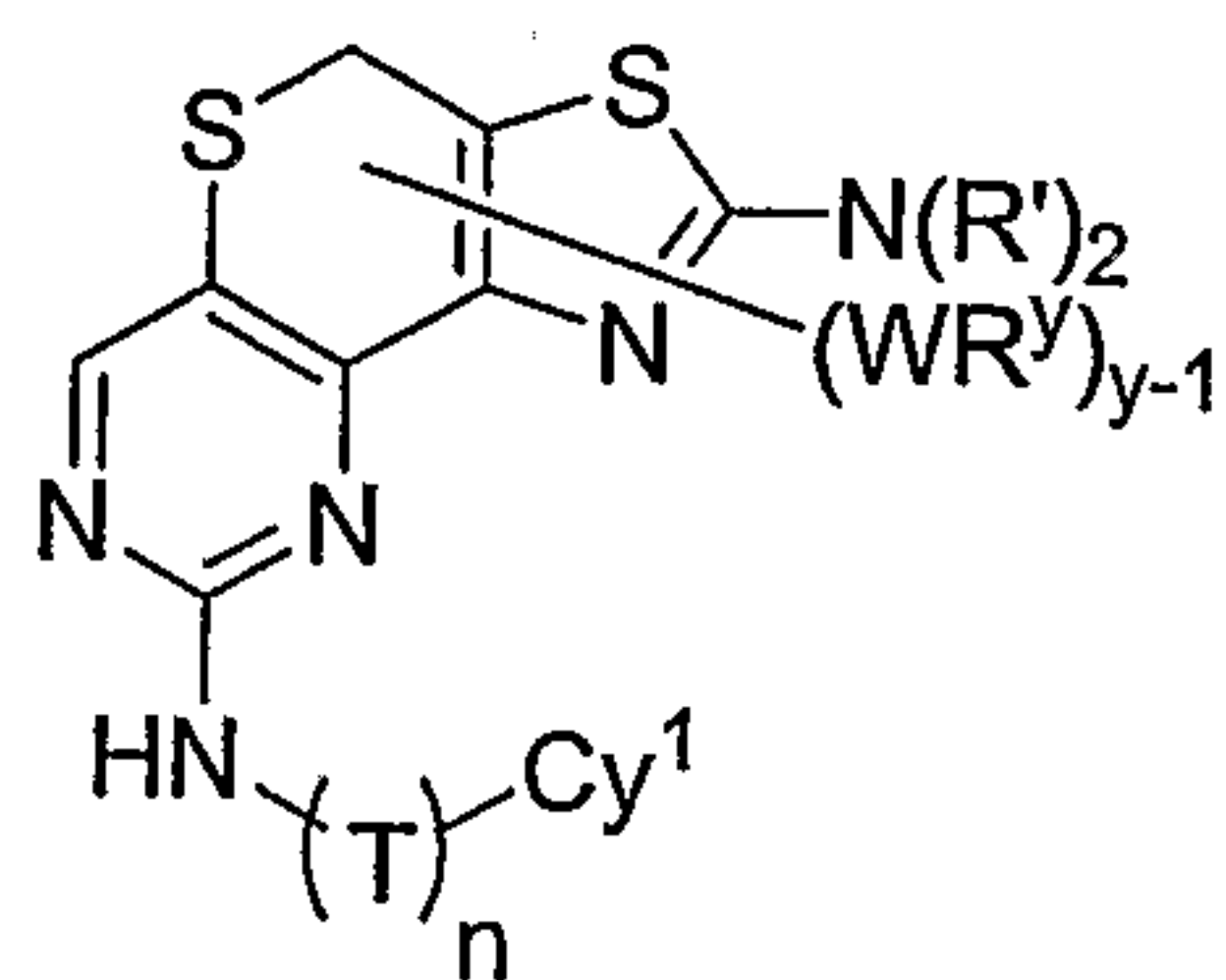
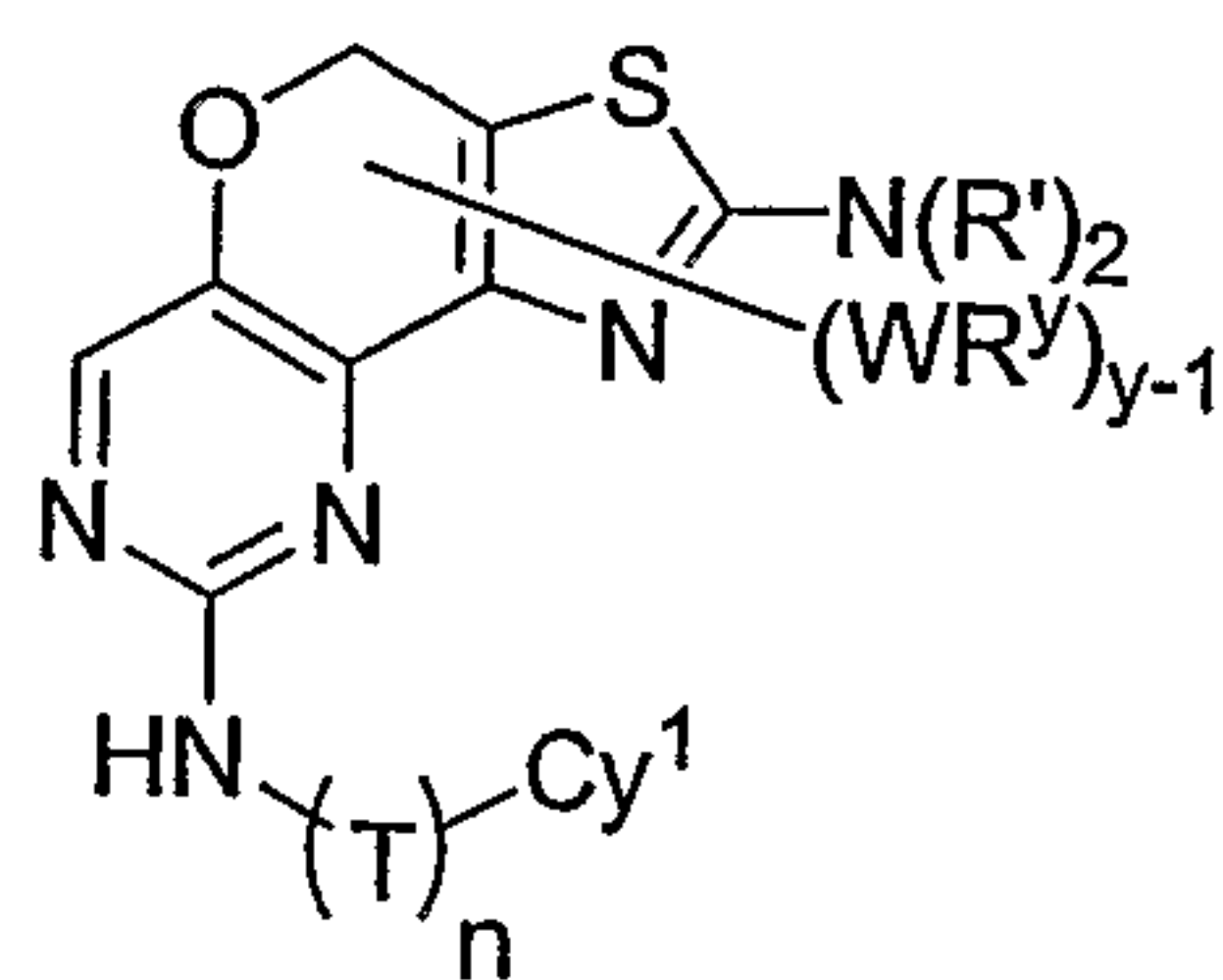
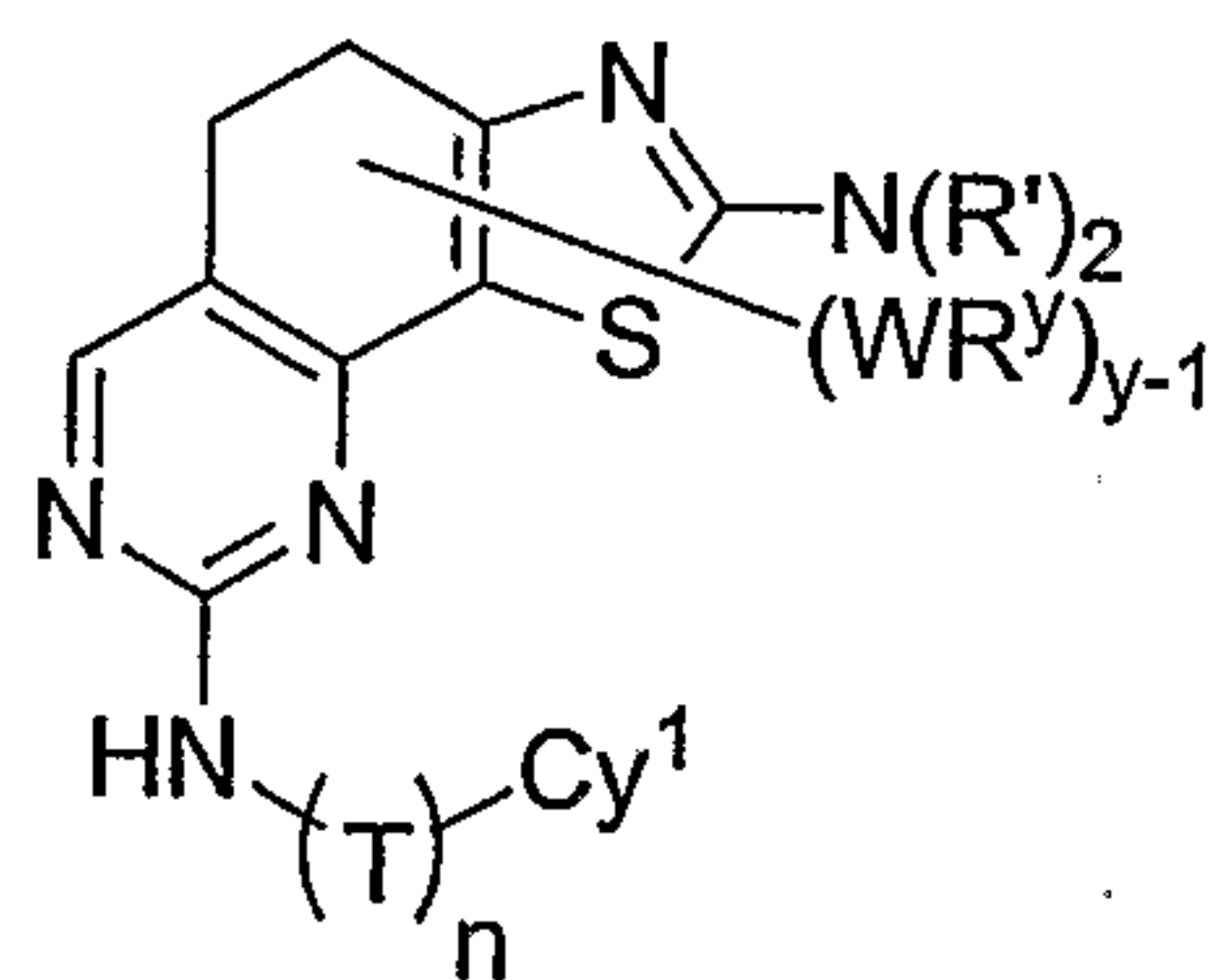
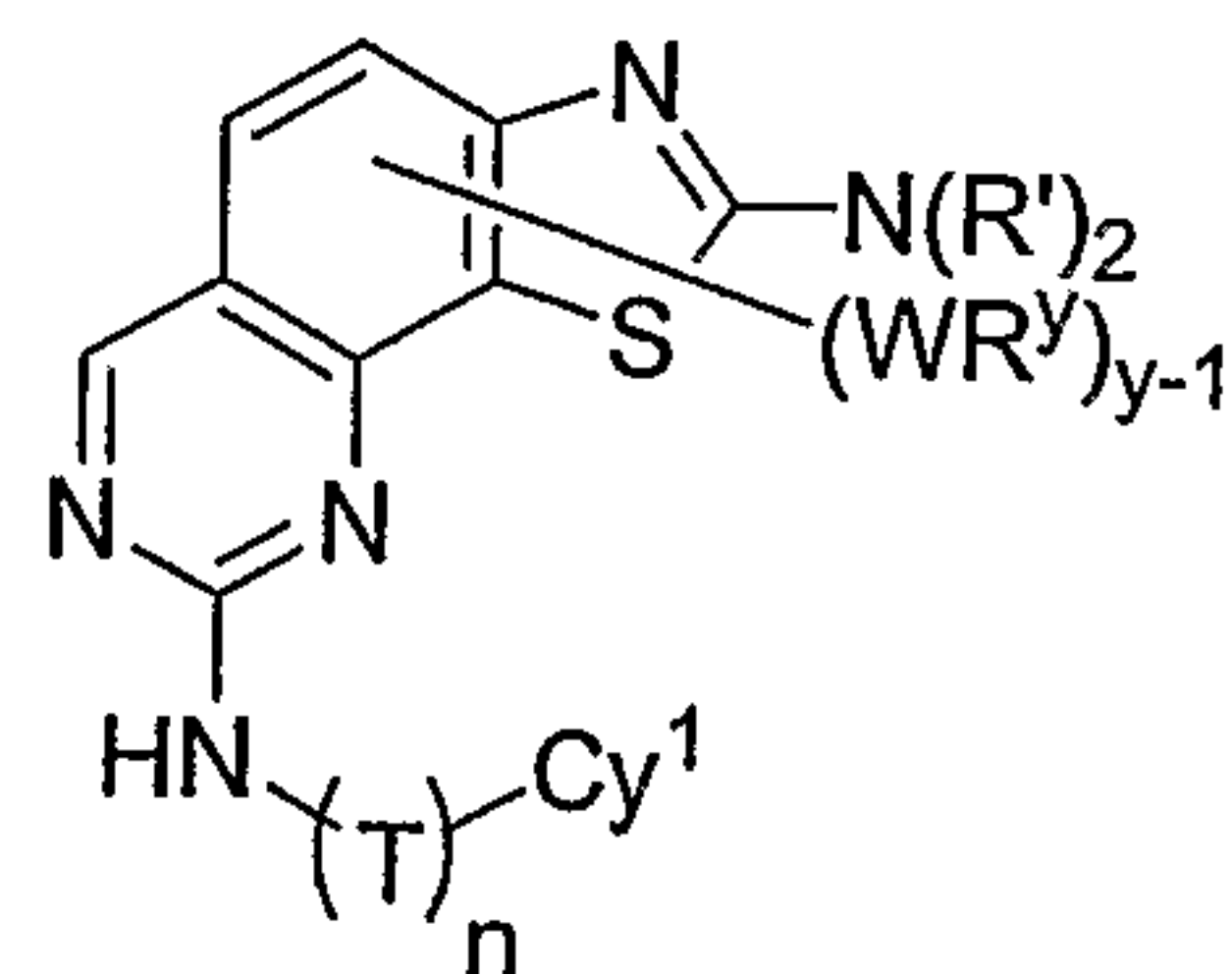
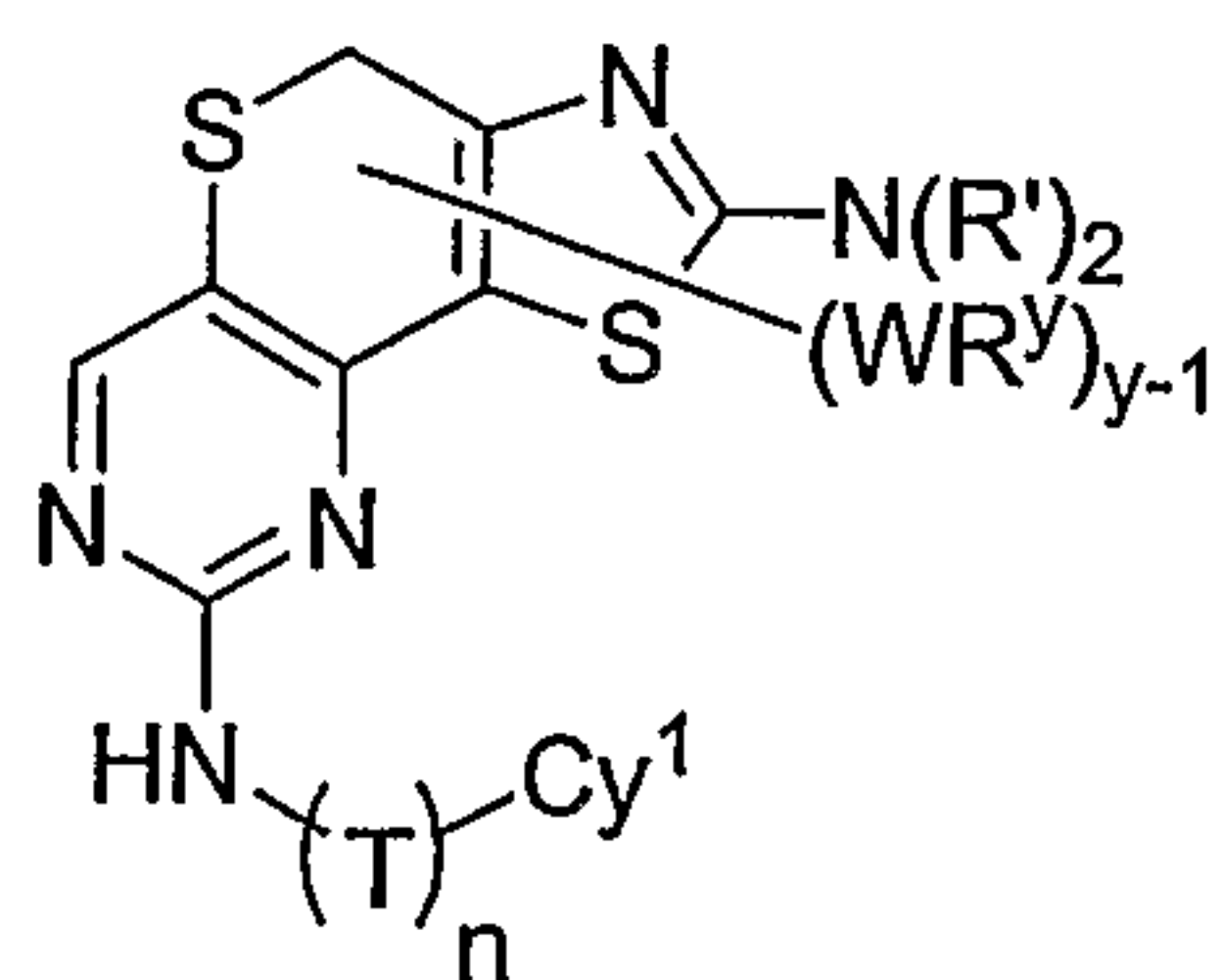
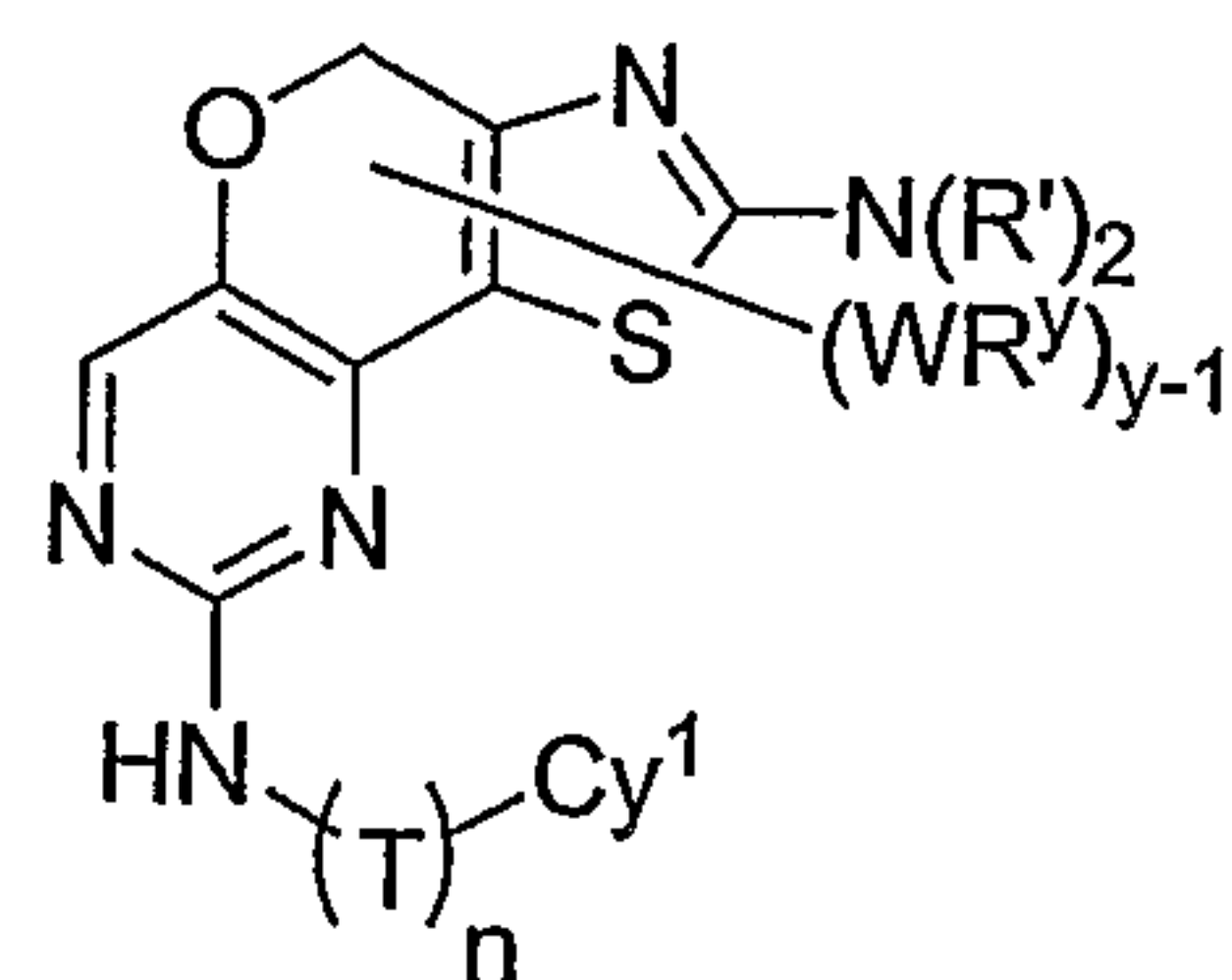
[0115] In yet other preferred embodiments, compounds have the general formula **III-H**, **III-L**, **III-M**, **IV-H**, **IV-L**, **IV-M**, **V-H**, **V-L**, **V-M**, **IX-H**, **IX-L**, or **IX-M** and one occurrence of WR^Y is $-\text{CH}_2\text{N}(\text{R}')_2$ and compounds have one of the formulae **III-H-ii**, **III-L-ii**, **III-M-ii**, **IV-H-ii**, **IV-L-ii**, **IV-M-ii**, **V-H-ii**, **V-L-ii**, **V-M-ii**, **IX-H-ii**, **IX-L-ii**, or **IX-M-ii** below:

**III-H-ii****IV-H-ii****V-H-ii****IX-H-ii****III-L-ii****IV-L-ii**

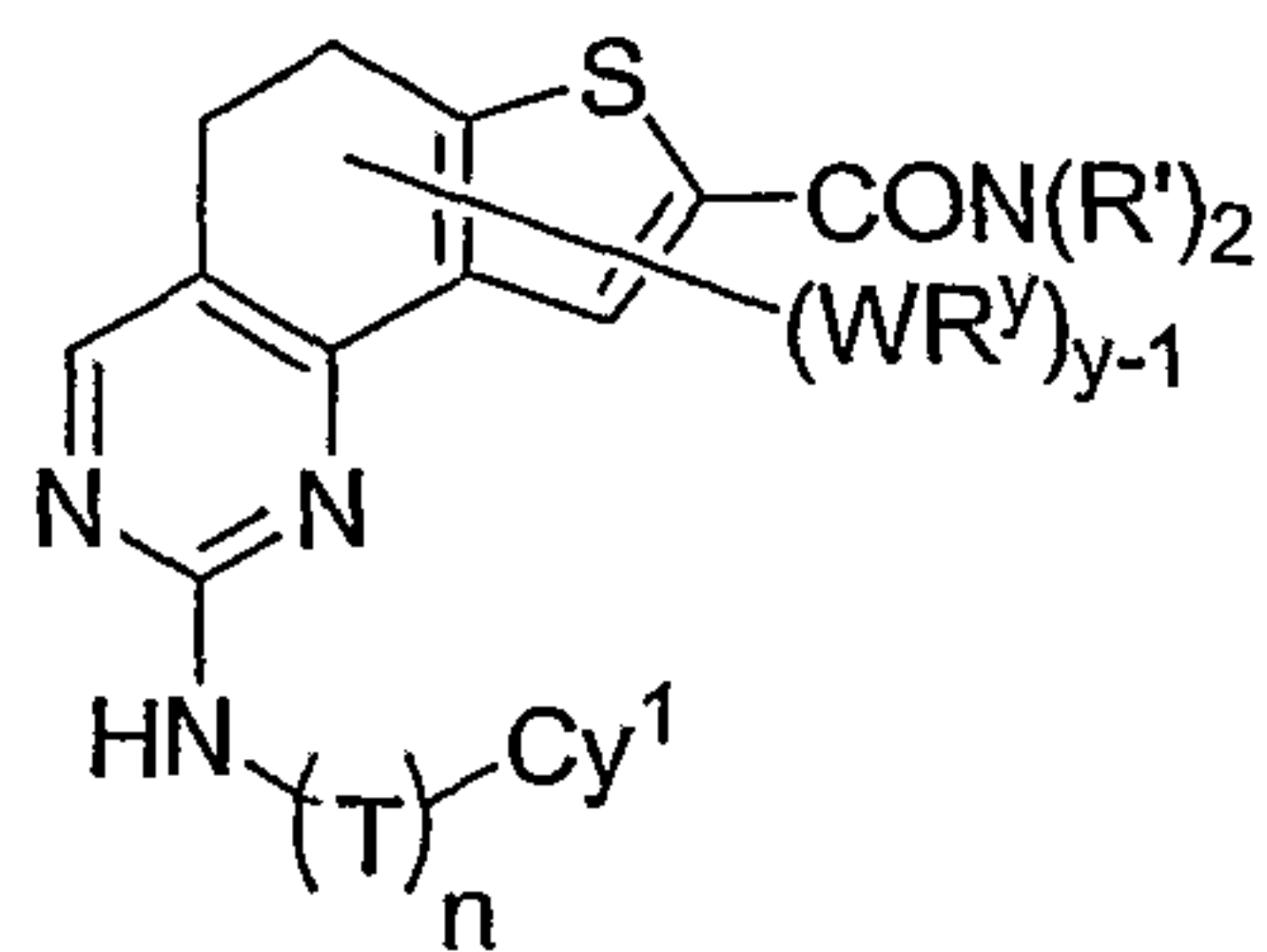
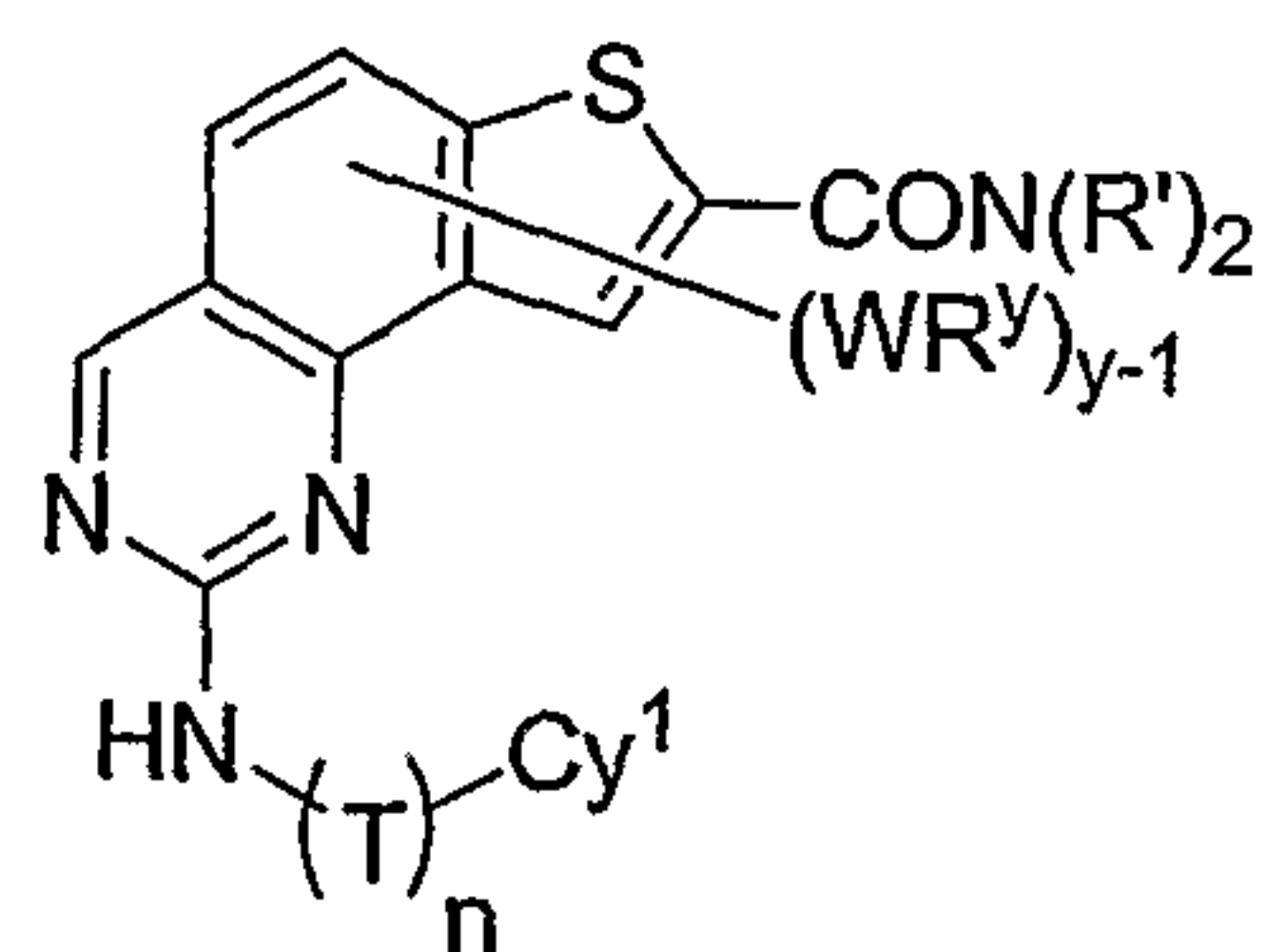
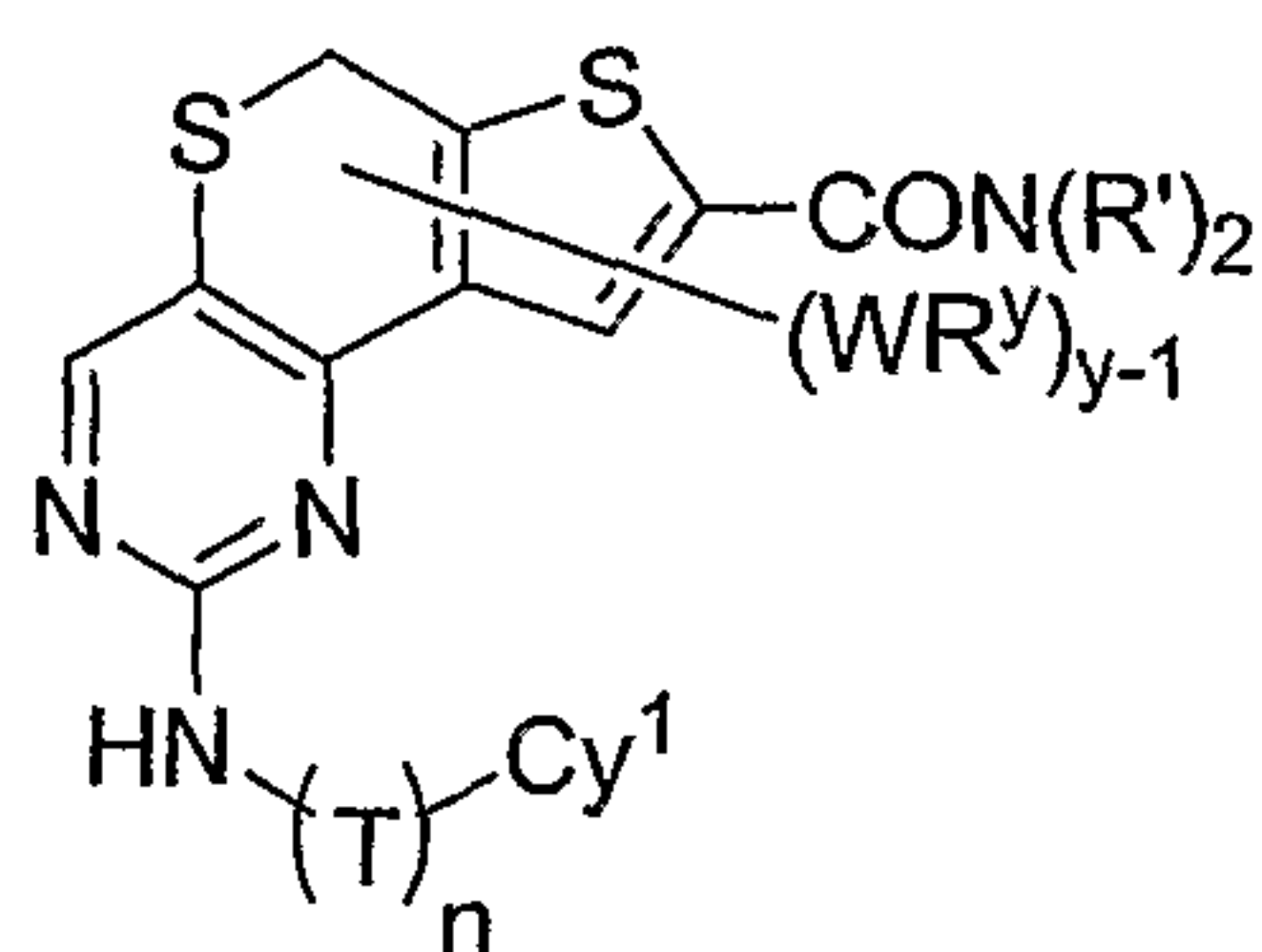
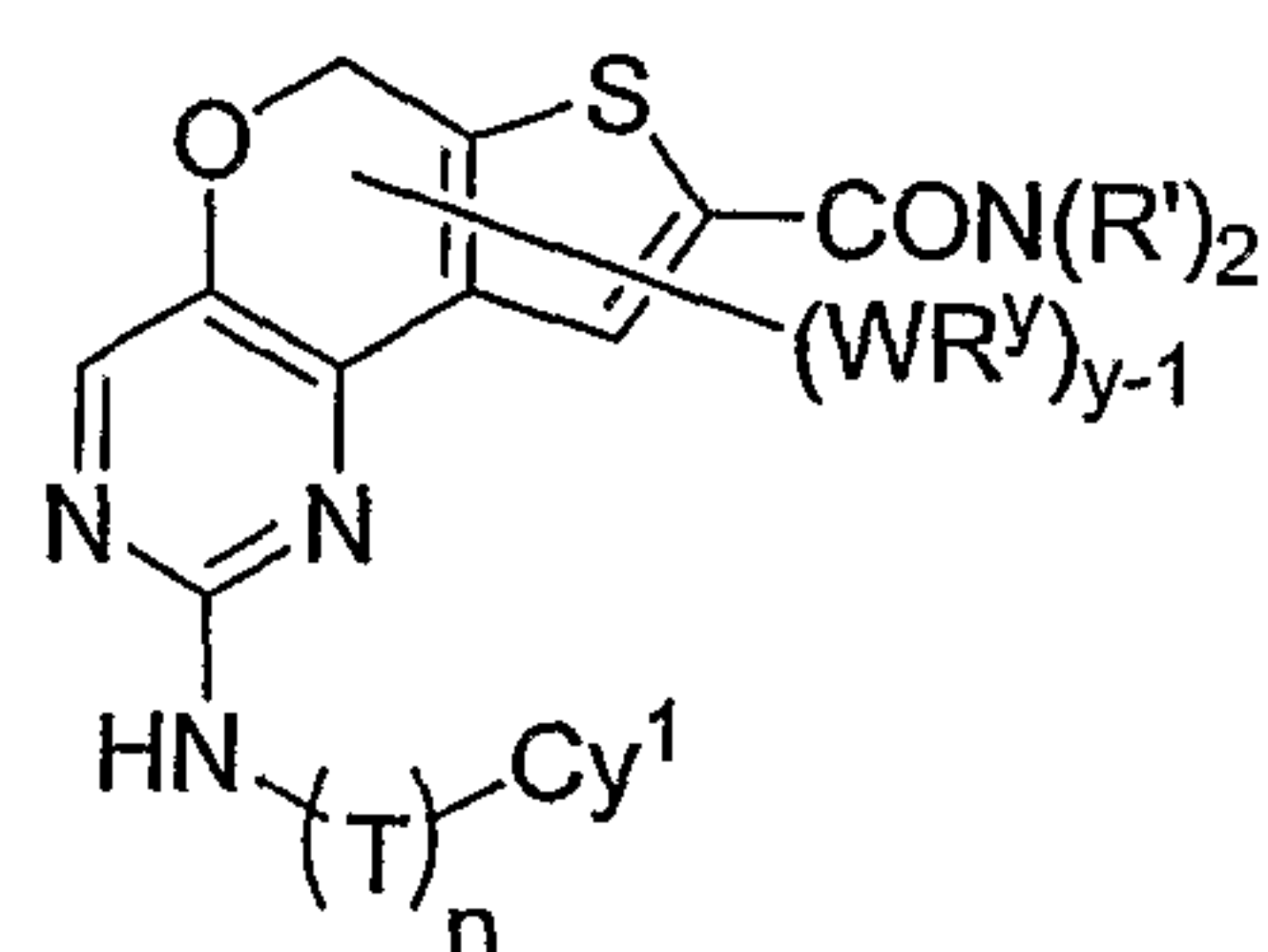
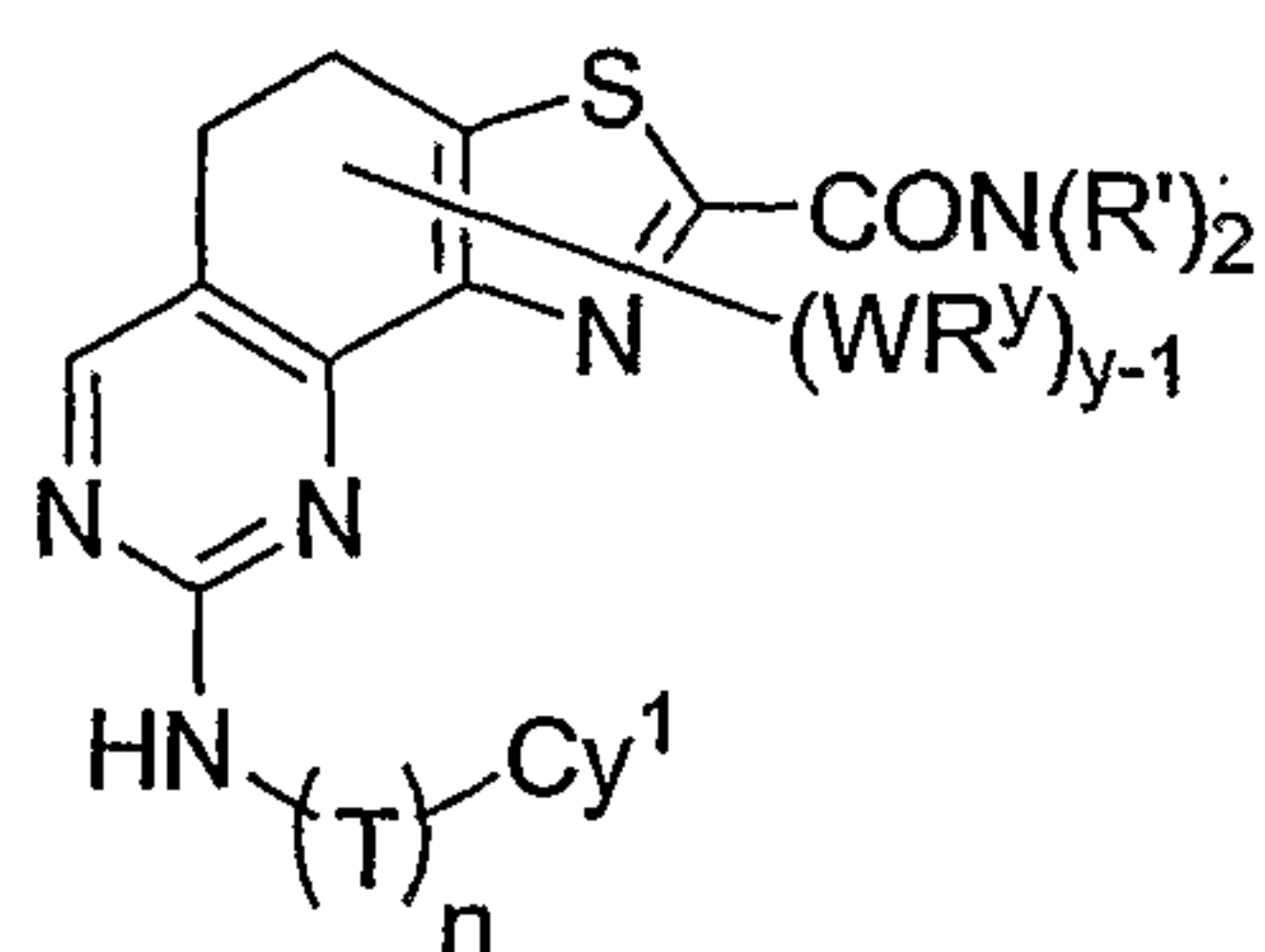
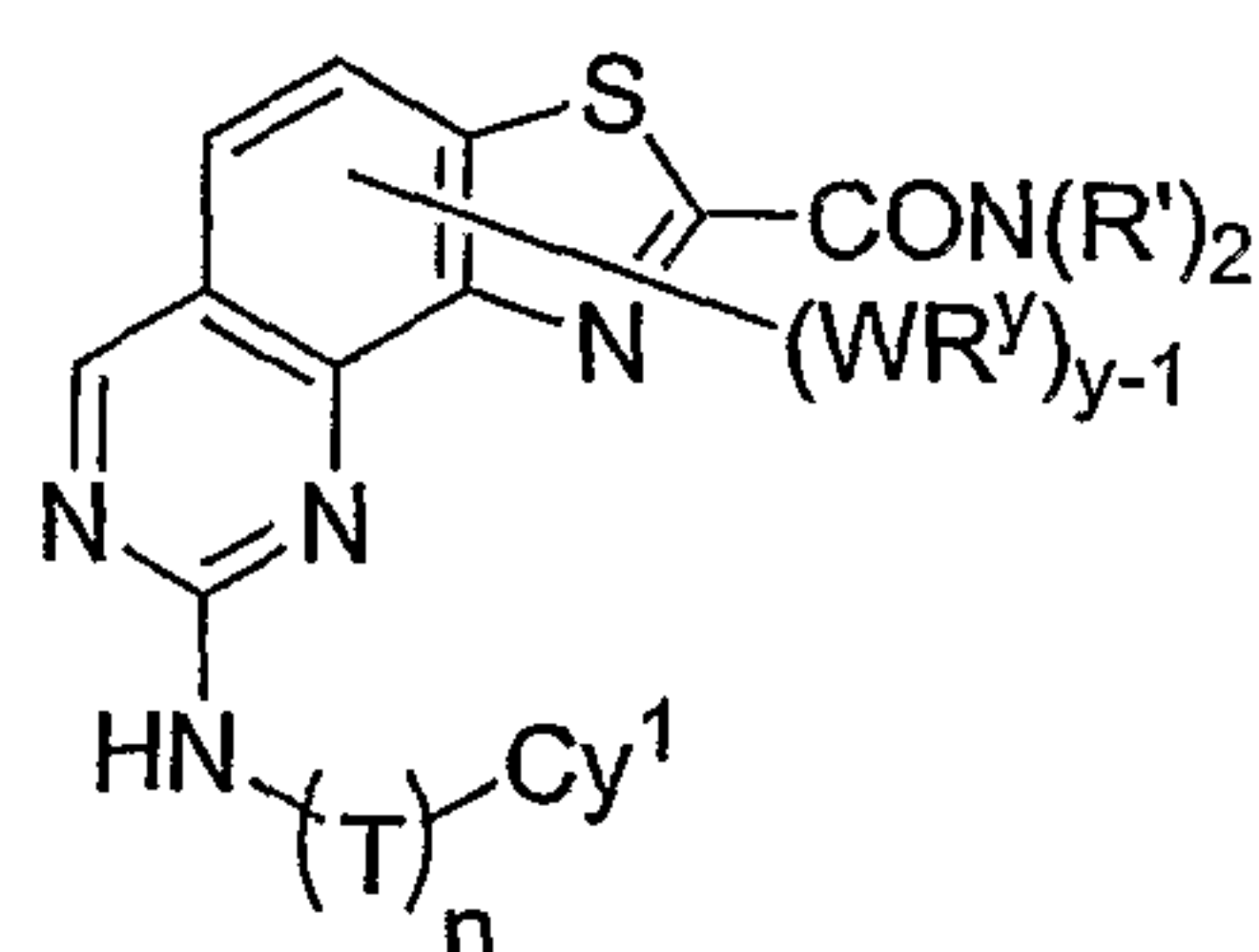
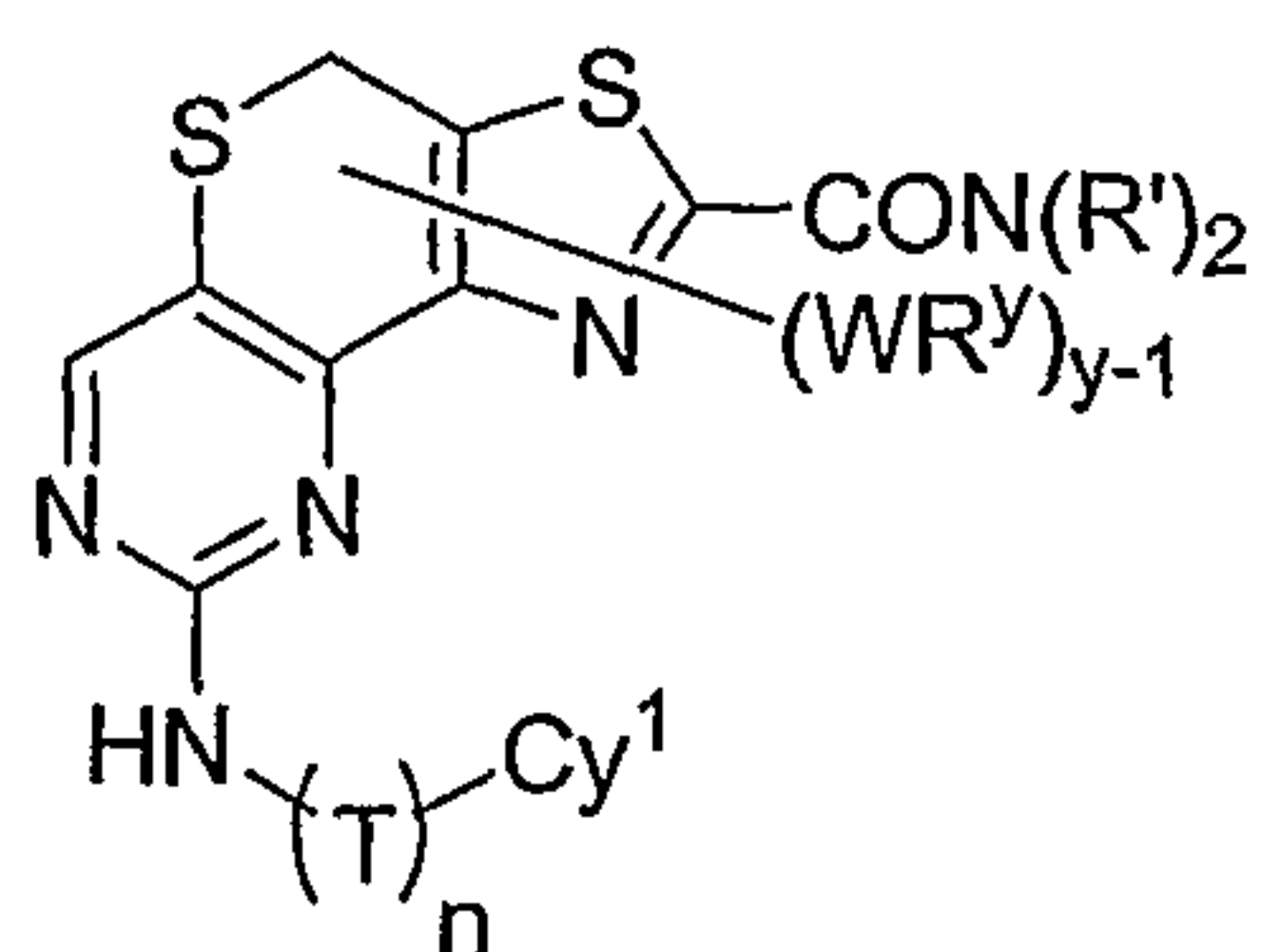
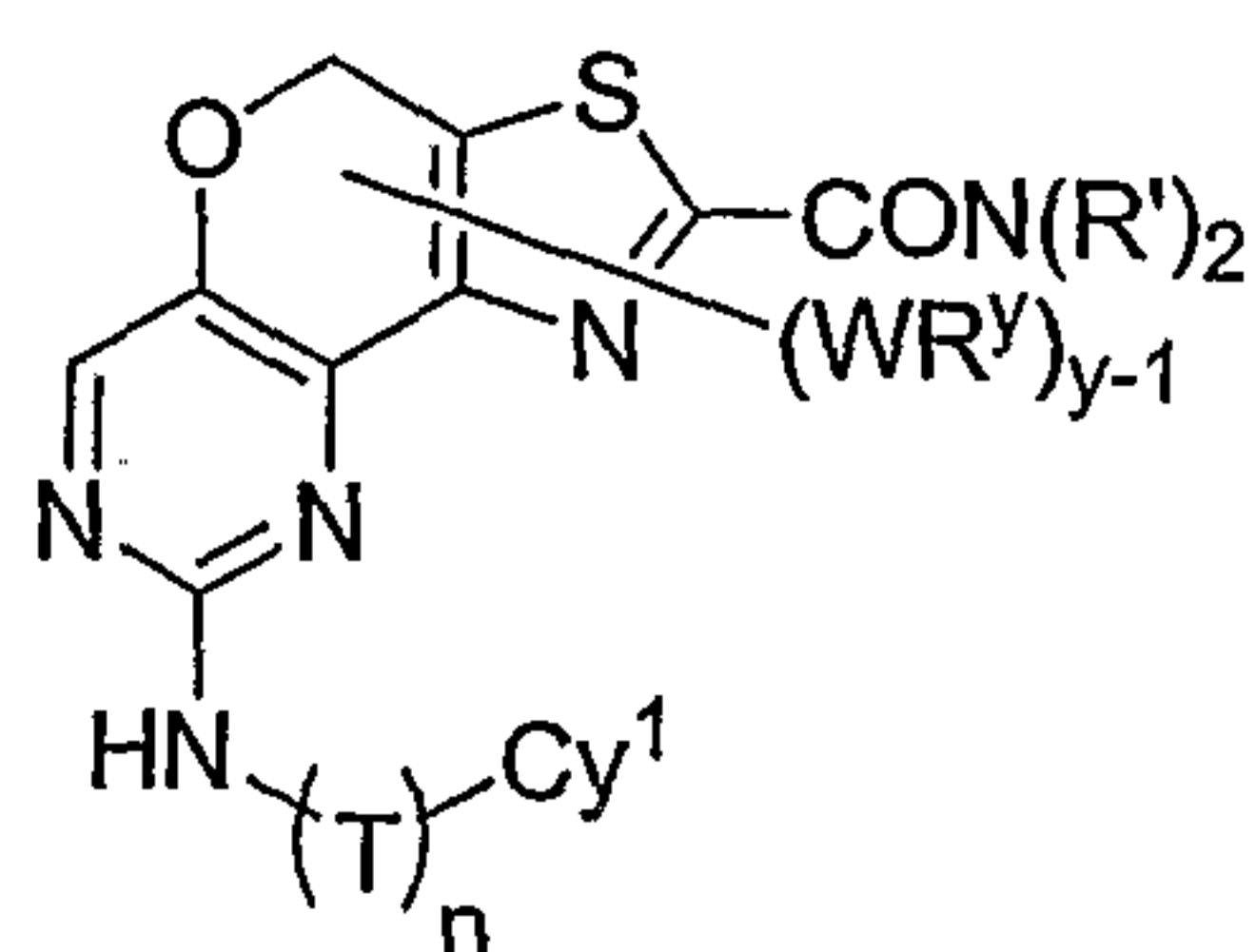
**V-L-ii****IX-L-ii****III-M-ii****IV-M-ii****V-M-ii****IX-M-ii.**

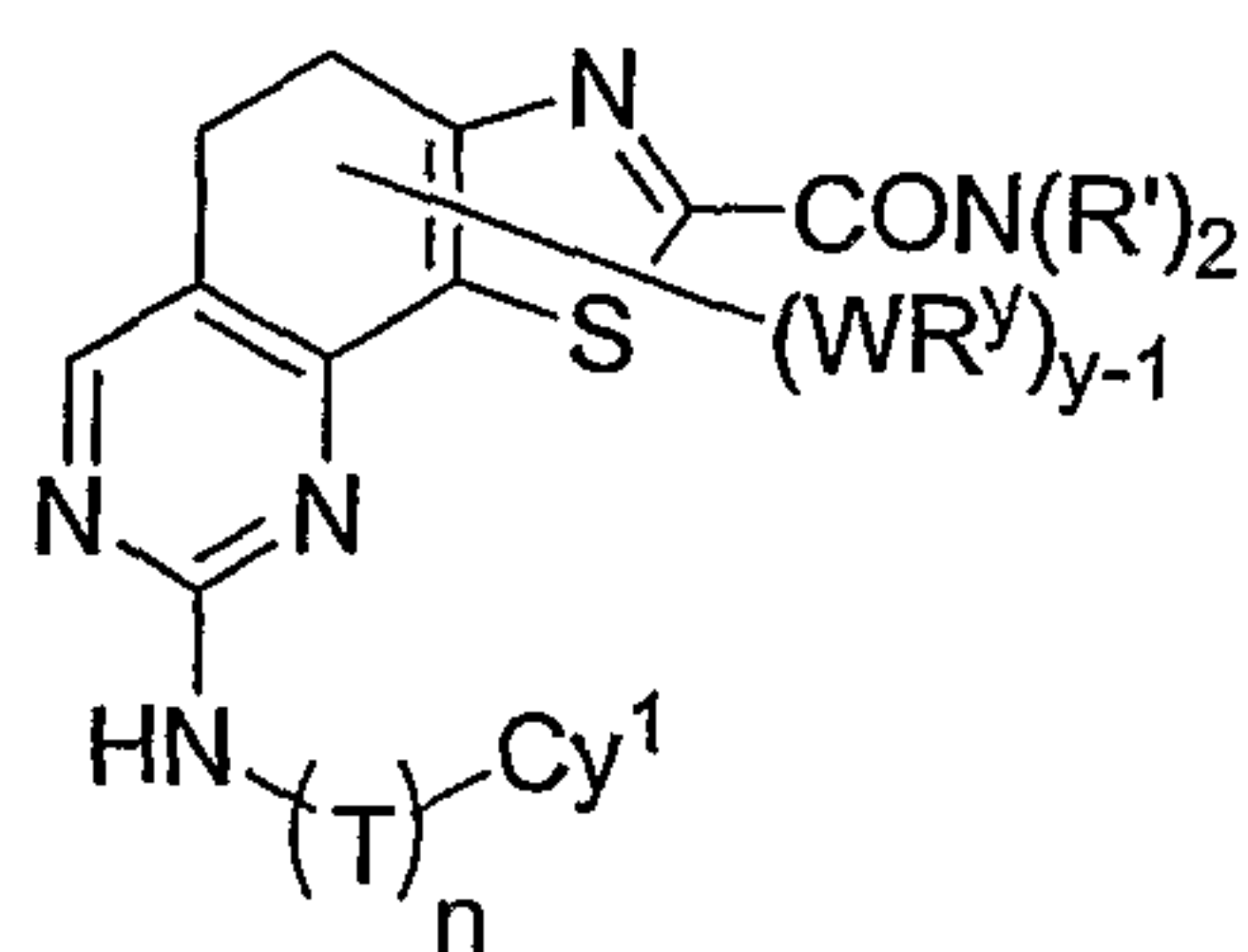
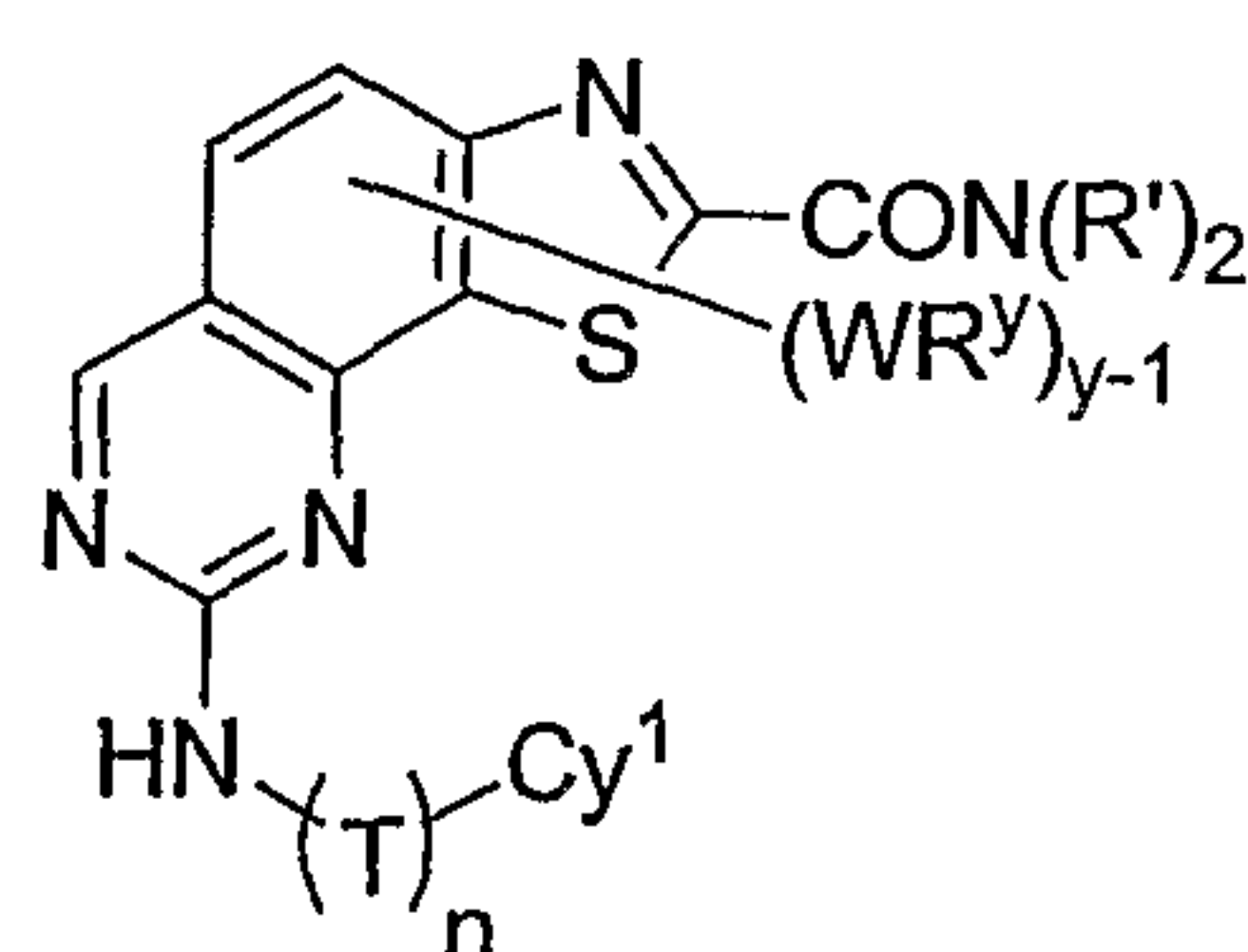
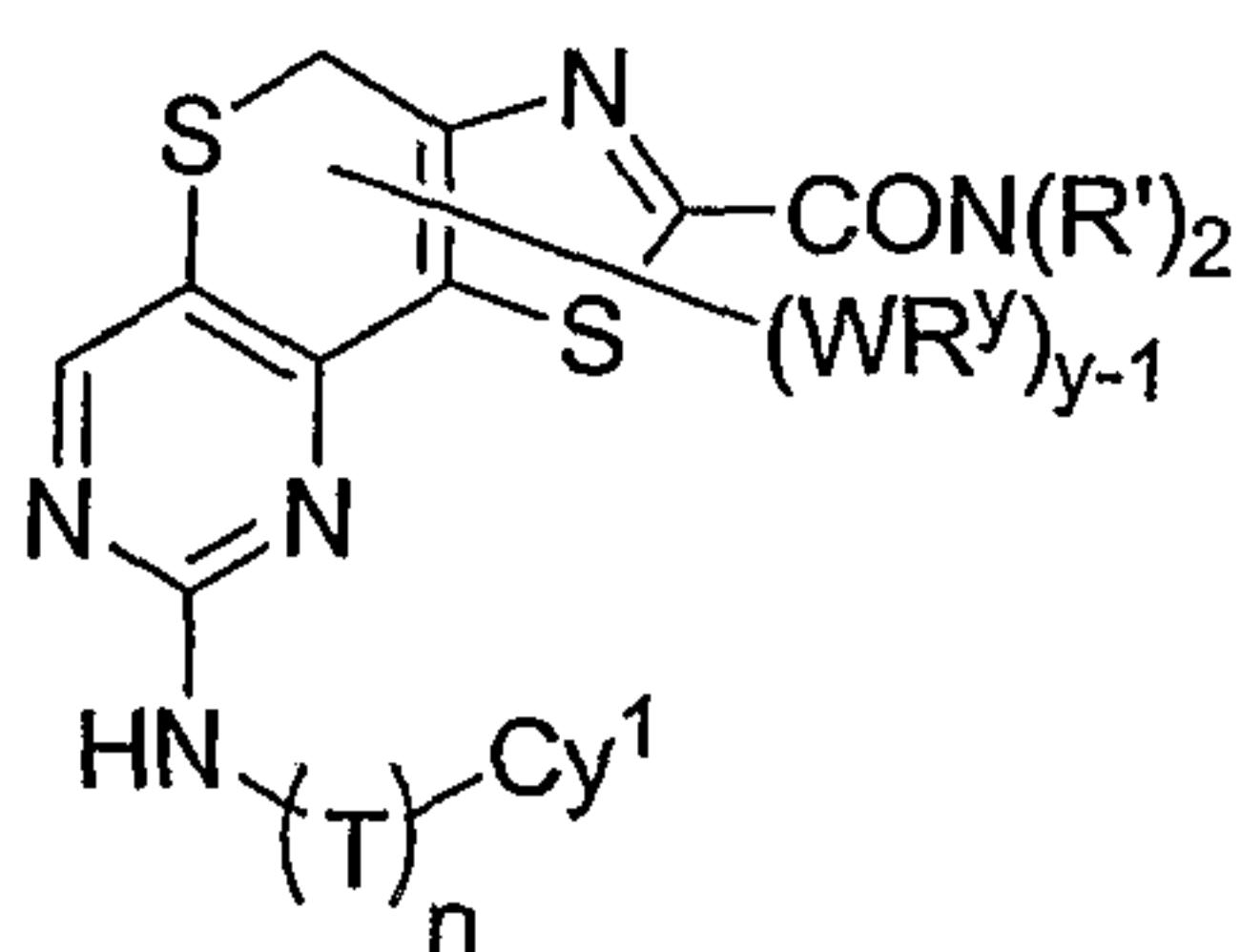
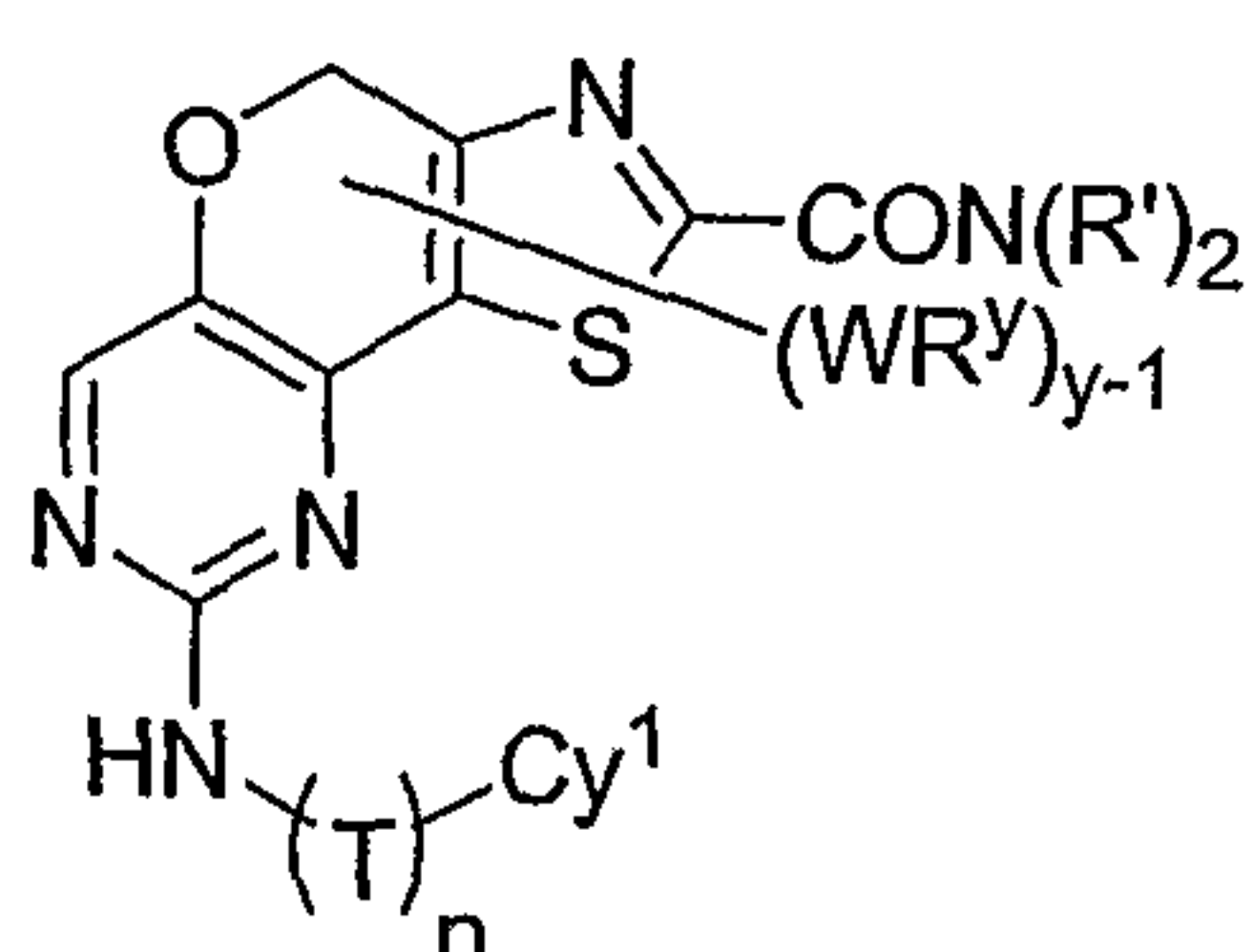
[0116] In yet other preferred embodiments, compounds have the general formula **III-H**, **III-L**, **III-M**, **IV-H**, **IV-L**, **IV-M**, **V-H**, **V-L**, **V-M**, **IX-H**, **IX-L**, or **IX-M** and one occurrence of WR^y is $-N(R')_2$ and compounds have one of the formulae **III-H-iii**, **III-L-iii**, **III-M-iii**, **IV-H-iii**, **IV-L-iii**, **IV-M-iii**, **V-H-iii**, **V-L-iii**, **V-M-iii**, **IX-H-iii**, **IX-L-iii**, or **IX-M-iii** below:

**III-H-iii****IV-H-iii**

**V-H-iii****IX-H-iii****III-L-iii****IV-L-iii****V-L-iii****IX-L-iii****III-M-iii****IV-M-iii****V-M-iii****IX-M-iii.**

[0117] In yet other preferred embodiments, compounds have the general formula **III-H**, **III-L**, **III-M**, **IV-H**, **IV-L**, **IV-M**, **V-H**, **V-L**, **V-M**, **IX-H**, **IX-L**, or **IX-M** and one occurrence of WR^y is $-\text{CON}(\text{R}')_2$ and compounds have one of the formulae **III-H-iv**, **III-L-iv**, **III-M-iv**, **IV-H-iv**, **IV-L-iv**, **IV-M-iv**, **V-H-iv**, **V-L-iv**, **V-M-iv**, **IX-H-iv**, **IX-L-iv**, or **IX-M-iv** below:

**III-H-iv****IV-H-iv****V-H-iv****IX-H-iv****III-L-iv****IV-L-iv****V-L-iv****IX-L-iv**

**III-M-iv****IV-M-iv****V-M-iv****IX-M-iv.**

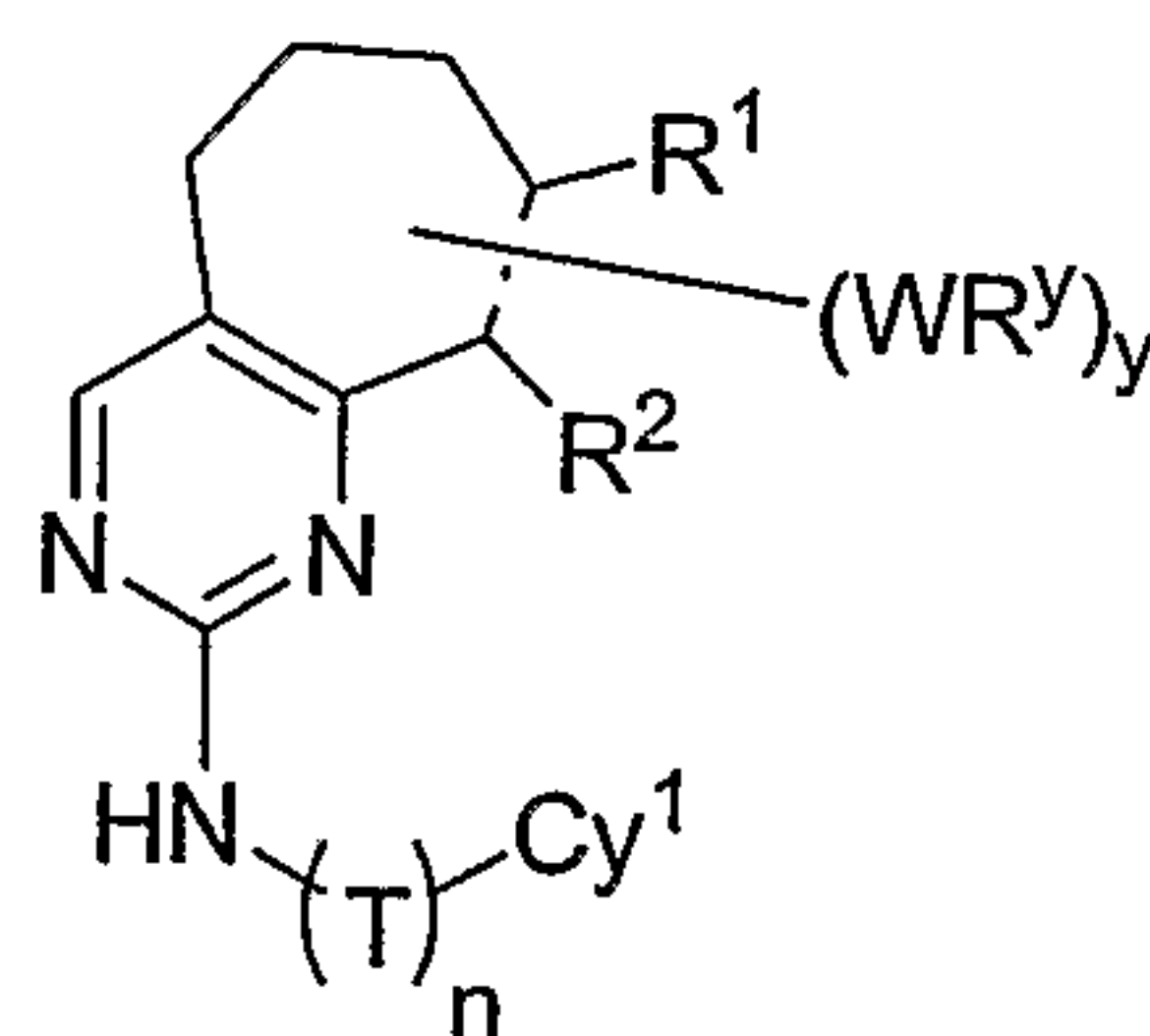
[0118] In still other preferred embodiments, $-\text{CH}_2\text{N}(\text{R}')_2$ is preferably $-\text{CH}_2\text{N}(\text{CH}_2)_3$, $-\text{CH}_2\text{N}(\text{CH}_2\text{CH}_3)_2$, $-\text{CH}_2$ (optionally substituted N-piperazinyl), $-\text{CH}_2$ (optionally substituted N-piperidinyl), or $-\text{CH}_2$ (optionally substituted N-morpholinyl); $-\text{N}(\text{R}')_2$ is preferably $-\text{N}(\text{CH}_2)_3$, $-\text{N}(\text{CH}_2\text{CH}_3)_2$, optionally substituted N-piperazinyl, optionally substituted N-piperidinyl, or optionally substituted N-morpholinyl; and $-\text{CON}(\text{R}')_2$ is preferably $-\text{CON}(\text{CH}_2)_3$, $-\text{CON}(\text{CH}_2\text{CH}_3)_2$, $-\text{CO}$ (optionally substituted N-piperazinyl), $-\text{CO}$ (optionally substituted N-piperidinyl), or $-\text{CO}$ (optionally substituted N-morpholinyl). Alternatively, $-\text{CH}_2\text{N}(\text{R}')_2$ is preferably, $-\text{CH}_2\text{N}(\text{CH}_2)_3$, $-\text{CH}_2\text{N}(\text{CH}_2\text{CH}_3)_2$, $-\text{CH}_2$ (optionally substituted N-piperazinyl), $-\text{CH}_2$ (optionally substituted N-piperidinyl), or $-\text{CH}_2$ (optionally substituted N-morpholinyl); $-\text{N}(\text{R}')_2$ is preferably $-\text{N}(\text{CH}_2)_3$, $-\text{N}(\text{CH}_2\text{CH}_3)_2$, optionally substituted N-piperazinyl, optionally substituted N-piperidinyl, or optionally substituted N-morpholinyl; and $-\text{CON}(\text{R}')_2$ is preferably $-\text{CON}(\text{CH}_2)_3$, $-\text{CON}(\text{CH}_2\text{CH}_3)_2$, $-\text{CO}$ (optionally substituted N-piperazinyl), $-\text{CO}$ (optionally substituted N-piperidinyl), $-\text{CO}$ (optionally substituted N-morpholinyl), $-\text{CO}$ (optionally substituted pyrrolidinyl (including optionally substituted N-pyrrolidinyl), $-\text{CO}(\text{N}(\text{H})$ optionally substituted pyrrolidinyl), optionally substituted pyrrolidinyl, or $-\text{N}(\text{H})$ (optionally substituted pyrrolidinyl).

[0119] In certain other embodiments, for compounds described directly above, n is 0, or n is 1 and T is CH_2 , $-\text{CH}_2\text{CH}_2-$, $-\text{CO}-$ or $-\text{SO}_2$. Alternatively, T is $-\text{C}(\text{H})(\text{CH}_3)-$, $-\text{C}(\text{H})(\text{CH}_3)\text{CH}_2-$, $-\text{CH}_2\text{C}(\text{H})(\text{CH}_3)-$, or $-\text{CH}_2\text{CH}_2\text{CH}_2-$.

[0120] In certain other embodiments, for compounds described directly above n is 0, or n is 1 and T is CH_2 , $-\text{CH}_2\text{CH}_2-$, $-\text{CO}-$ or $-\text{SO}_2-$; x is 0-3; and each occurrence of QR^x is independently halogen, CN , NO_2 , or an optionally substituted group selected from C_{1-4} alkyl, aryl, aralkyl, $-\text{N}(\text{R}')_2$, $-\text{CH}_2\text{N}(\text{R}')_2$, $-\text{OR}'$, $-\text{CH}_2\text{OR}'$, $-\text{SR}'$, $-\text{CH}_2\text{SR}'$, $-\text{COOR}'$, $-\text{NRCOR}'$, $-\text{CON}(\text{R}')_2$, $-\text{SO}_2\text{R}'$, $\text{NR}'\text{SO}_2\text{R}'$, or $-\text{SO}_2\text{N}(\text{R}')_2$. Alternatively, T is $-\text{C}(\text{H})(\text{CH}_3)-$, $-\text{C}(\text{H})(\text{CH}_3)\text{CH}_2-$, $-\text{CH}_2\text{C}(\text{H})(\text{CH}_3)-$, or $-\text{CH}_2\text{CH}_2\text{CH}_2-$. In more preferred embodiments, QR^x groups are each independently Cl , Br , F , CF_3 , methyl, ethyl, isopropyl, n -propyl, n -butyl, $tert$ -butyl, NO_2 , $-\text{OH}$, $-\text{SO}_2\text{NH}_2$, SO_2CH_3 , NH_2 , SO_2NHCH_3 , NHSO_2CH_3 , or an optionally substituted group selected from C_{1-4} alkoxy, phenyl, phenyloxy, benzyl, or benzyloxy. Most preferred QR^x groups include those shown below in Tables 1-8.

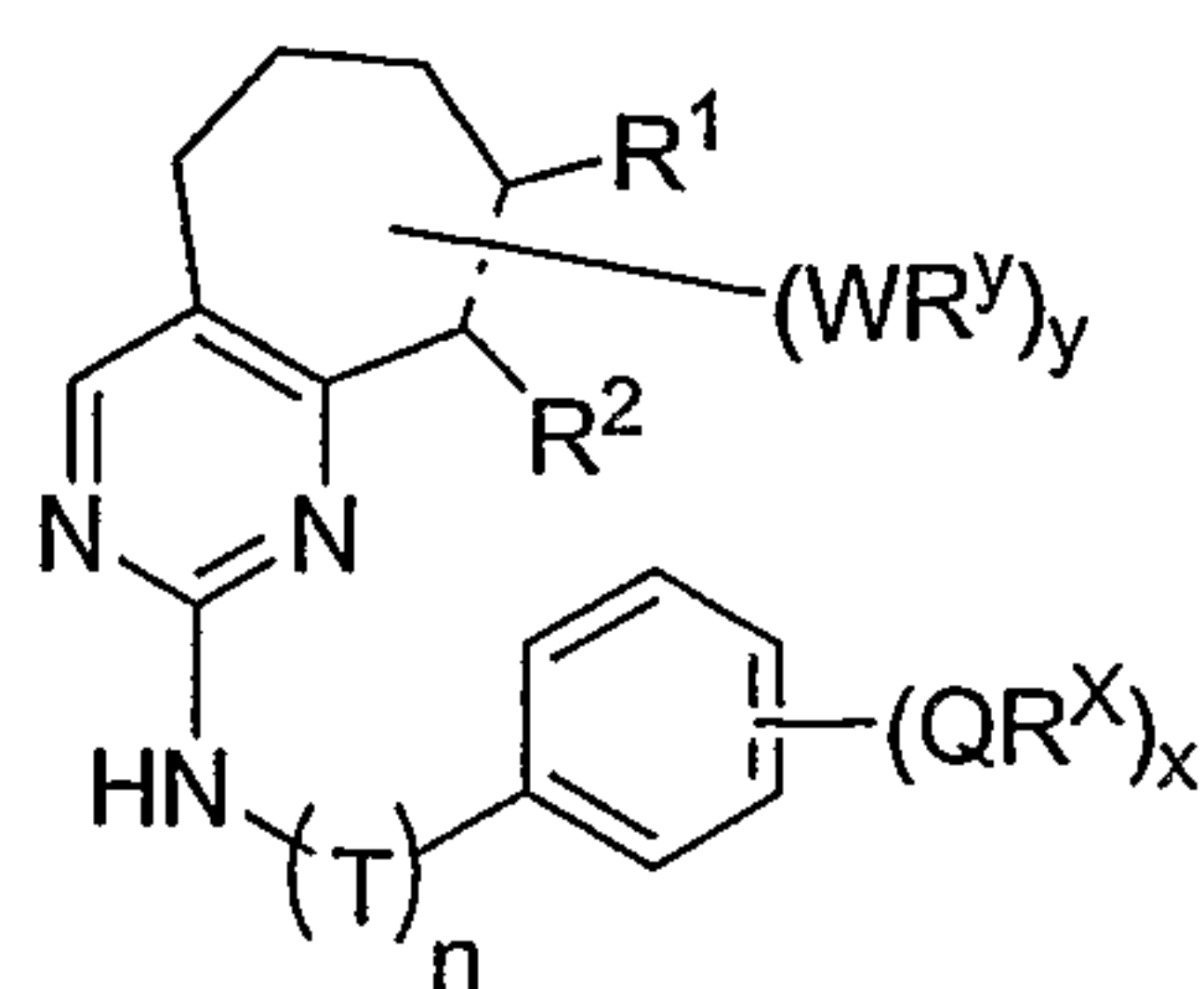
[0121] In certain embodiments, preferred compounds are those of formula IV-H (including the subgenerics thereof). In certain other embodiments, preferred compounds are those of formula IV-M (including the subgenerics thereof).

[0122] Another class of special interest includes compounds wherein X is an optionally substituted C_3 alkylidene moiety and compounds have the general formula **X**:

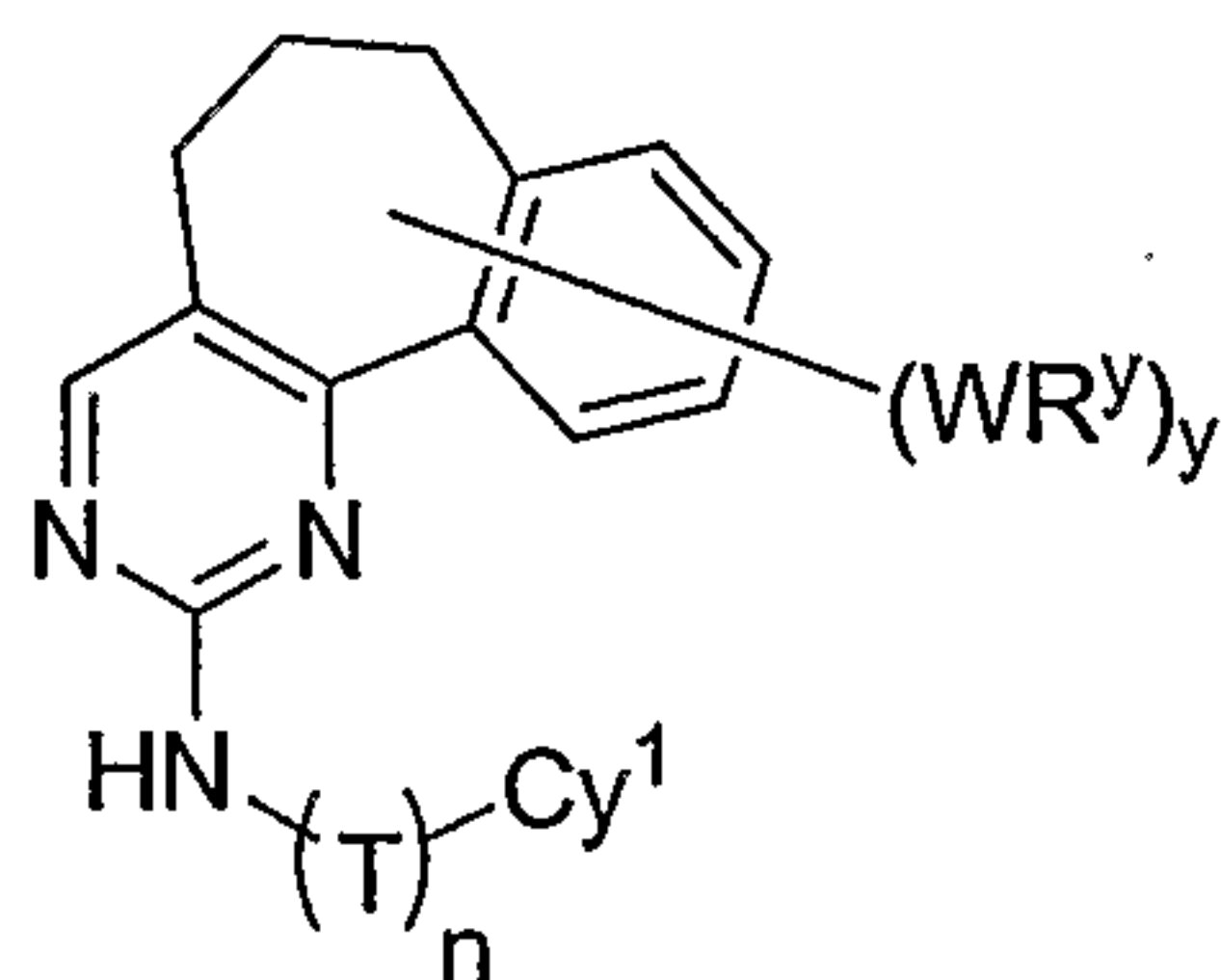
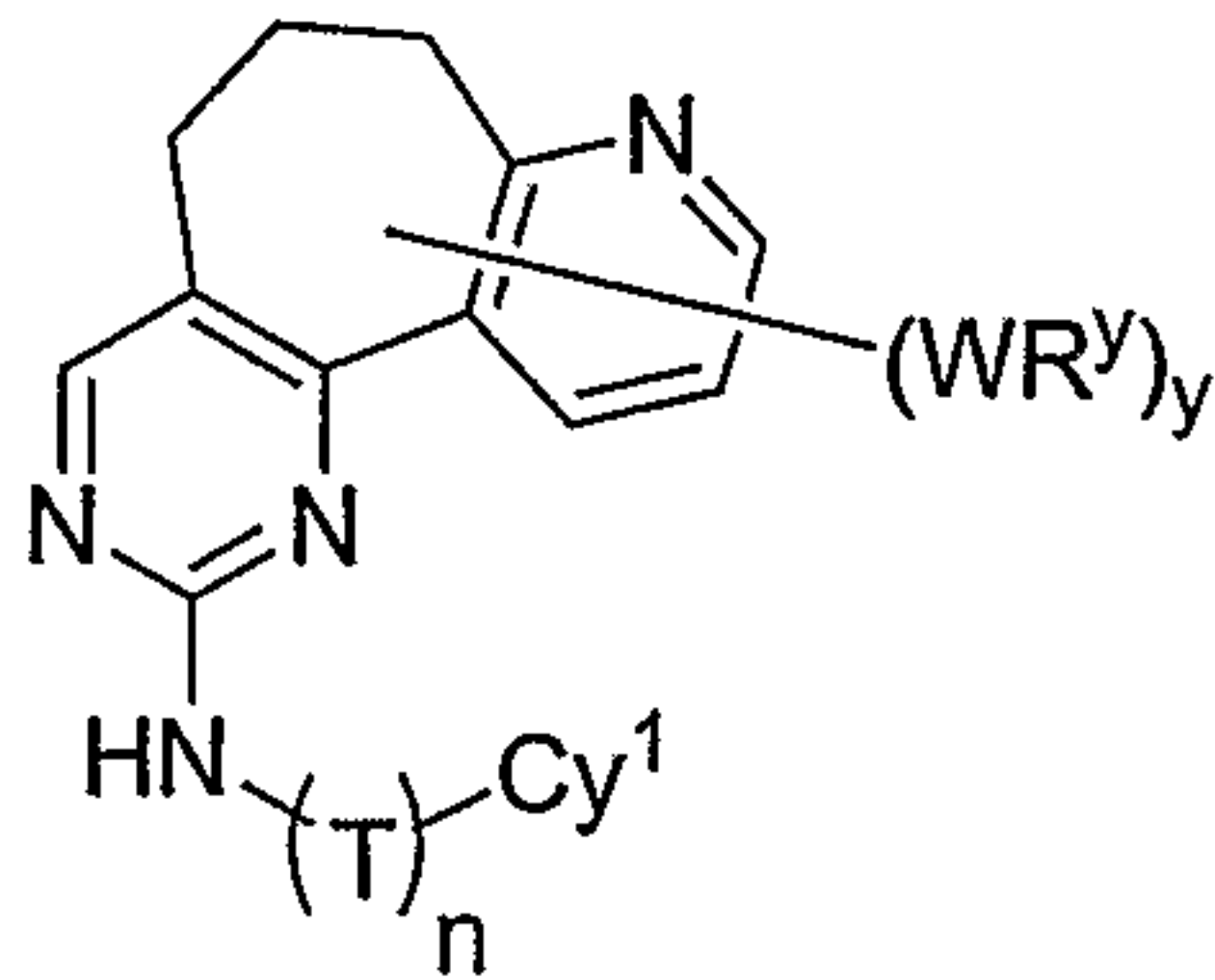
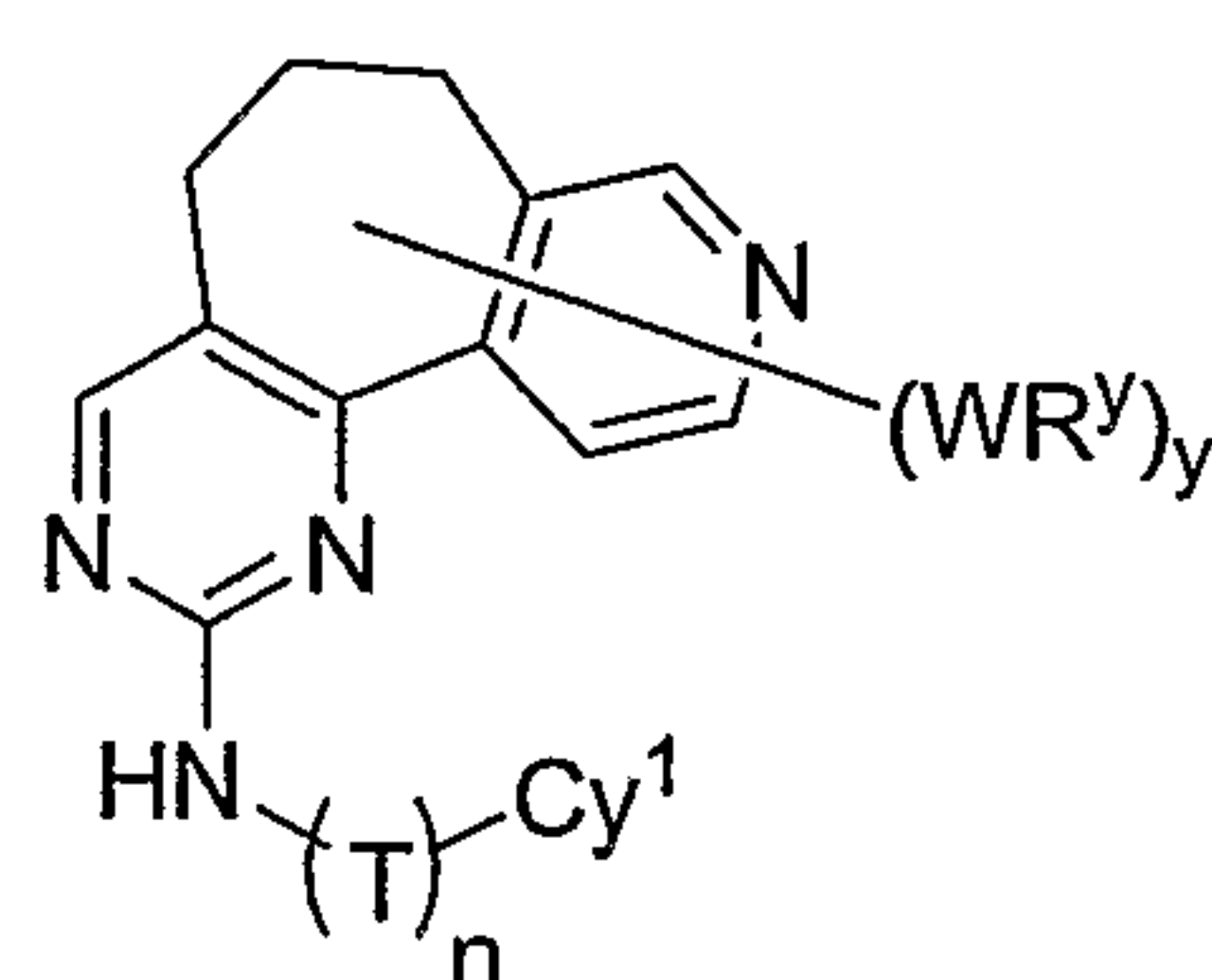
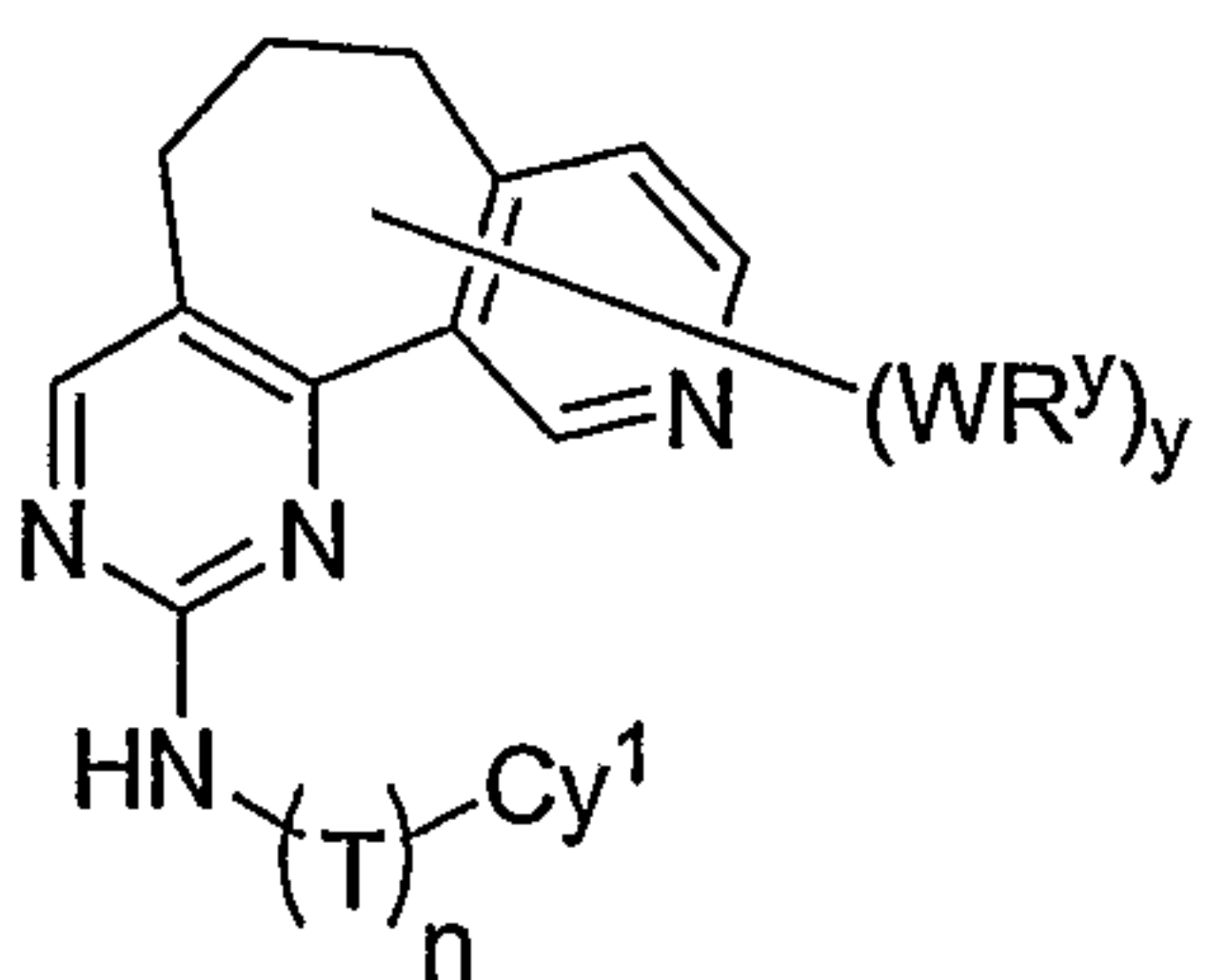
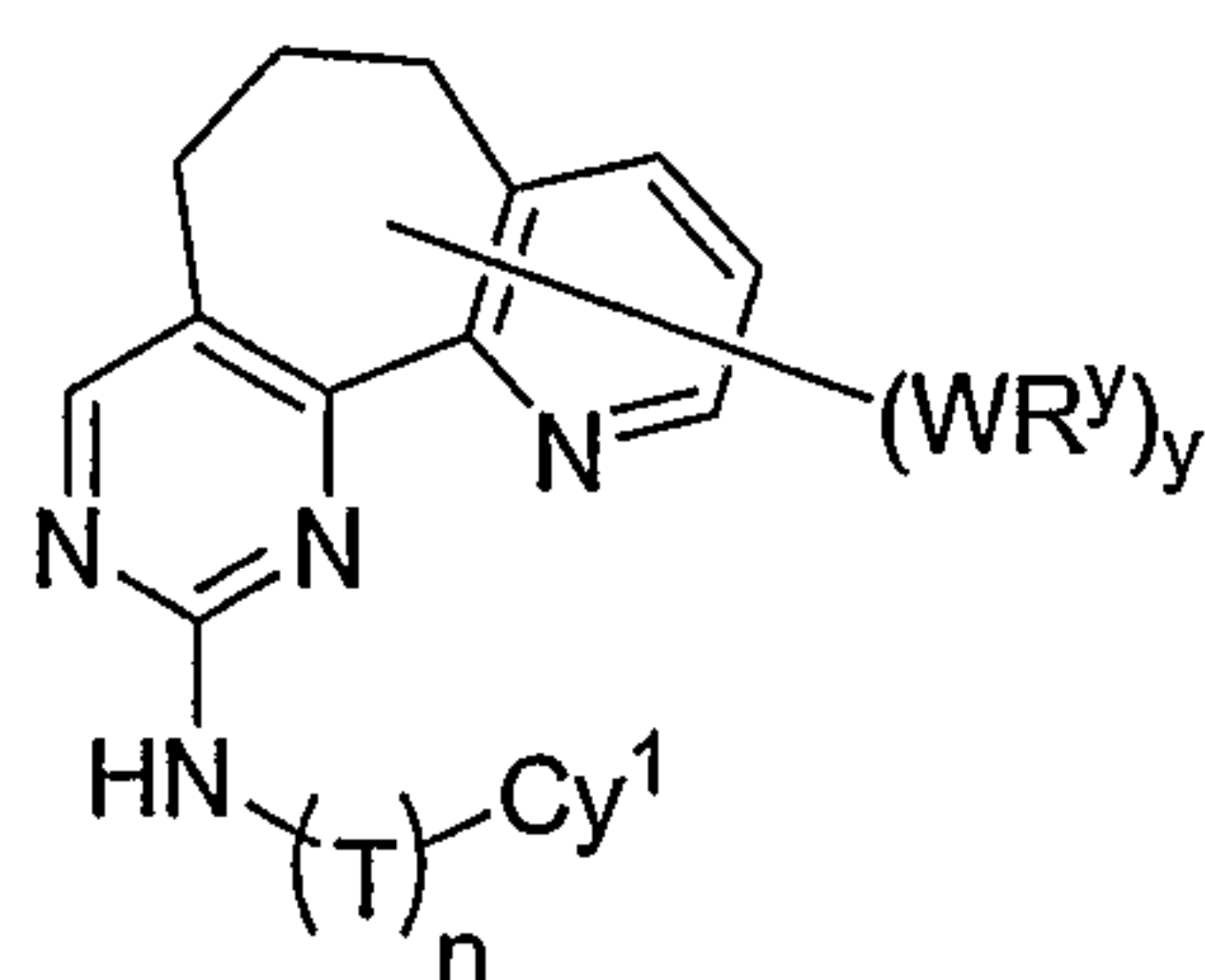
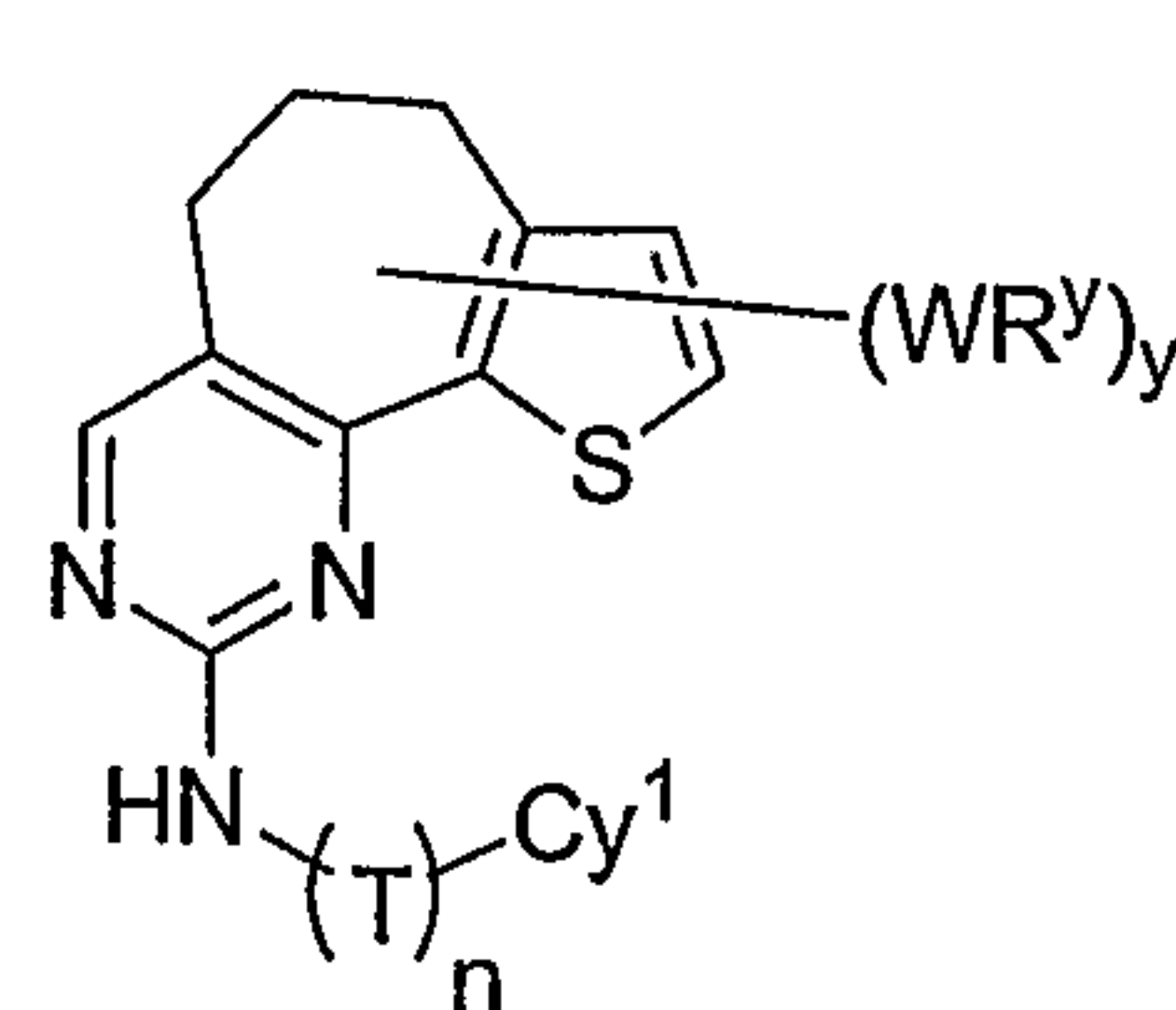


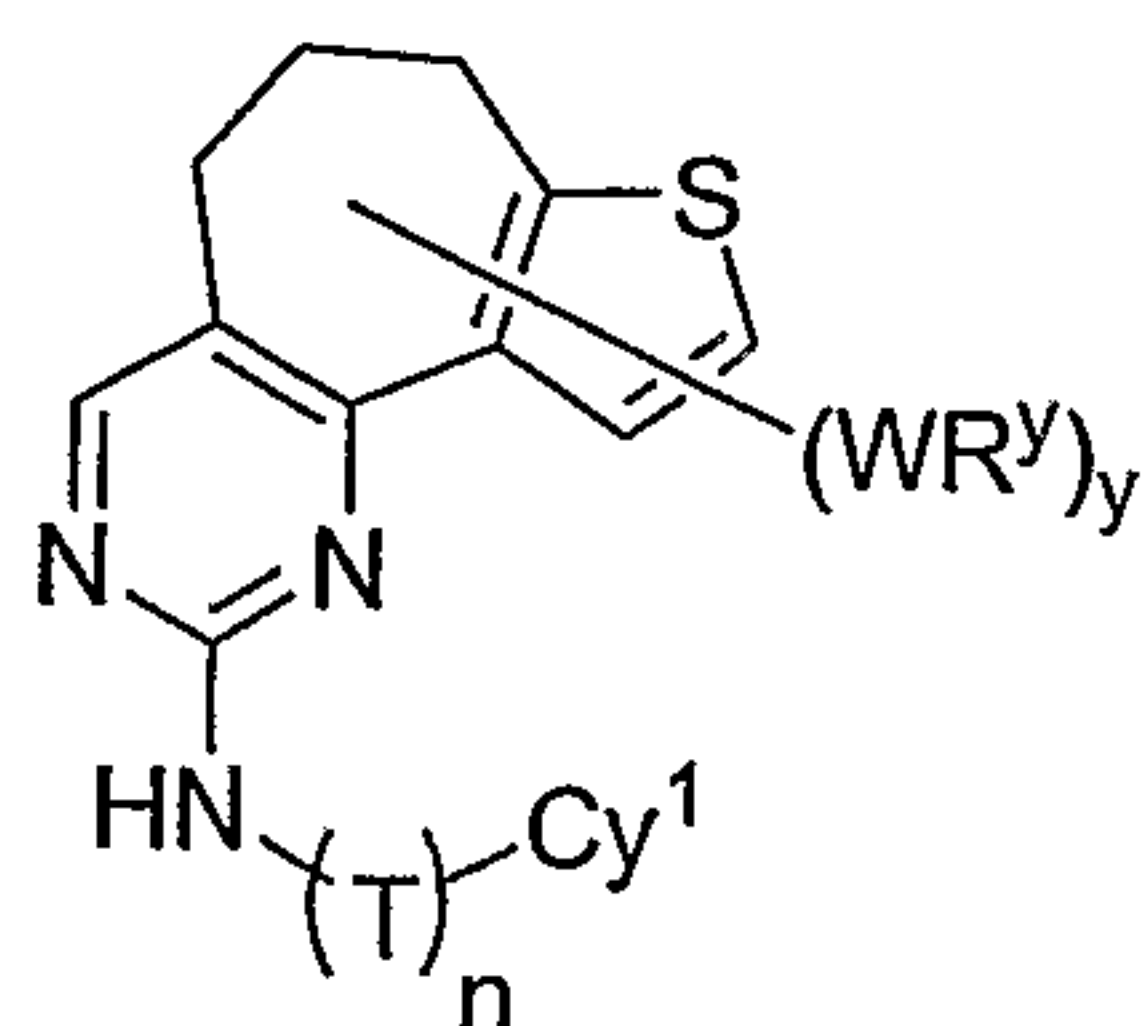
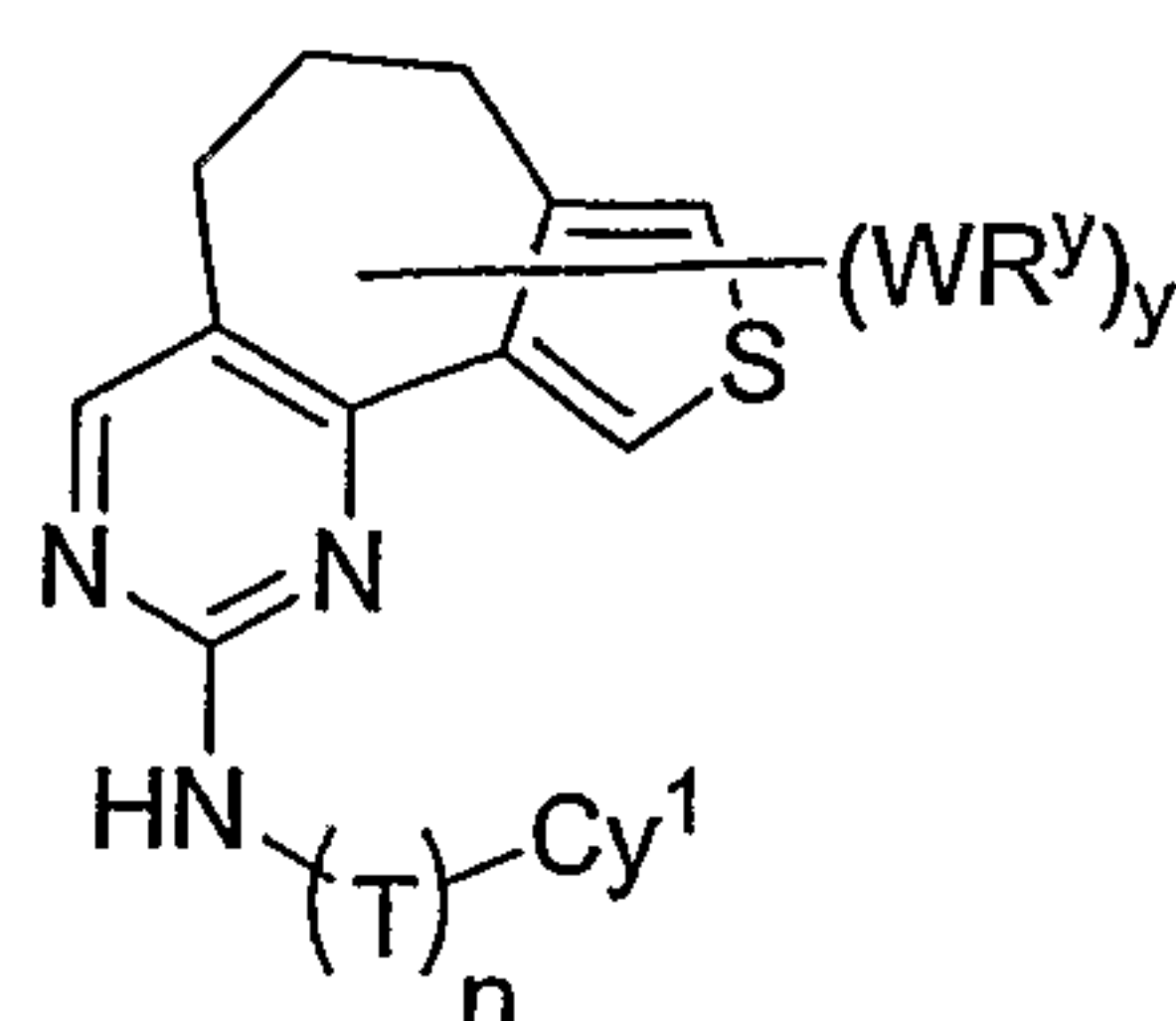
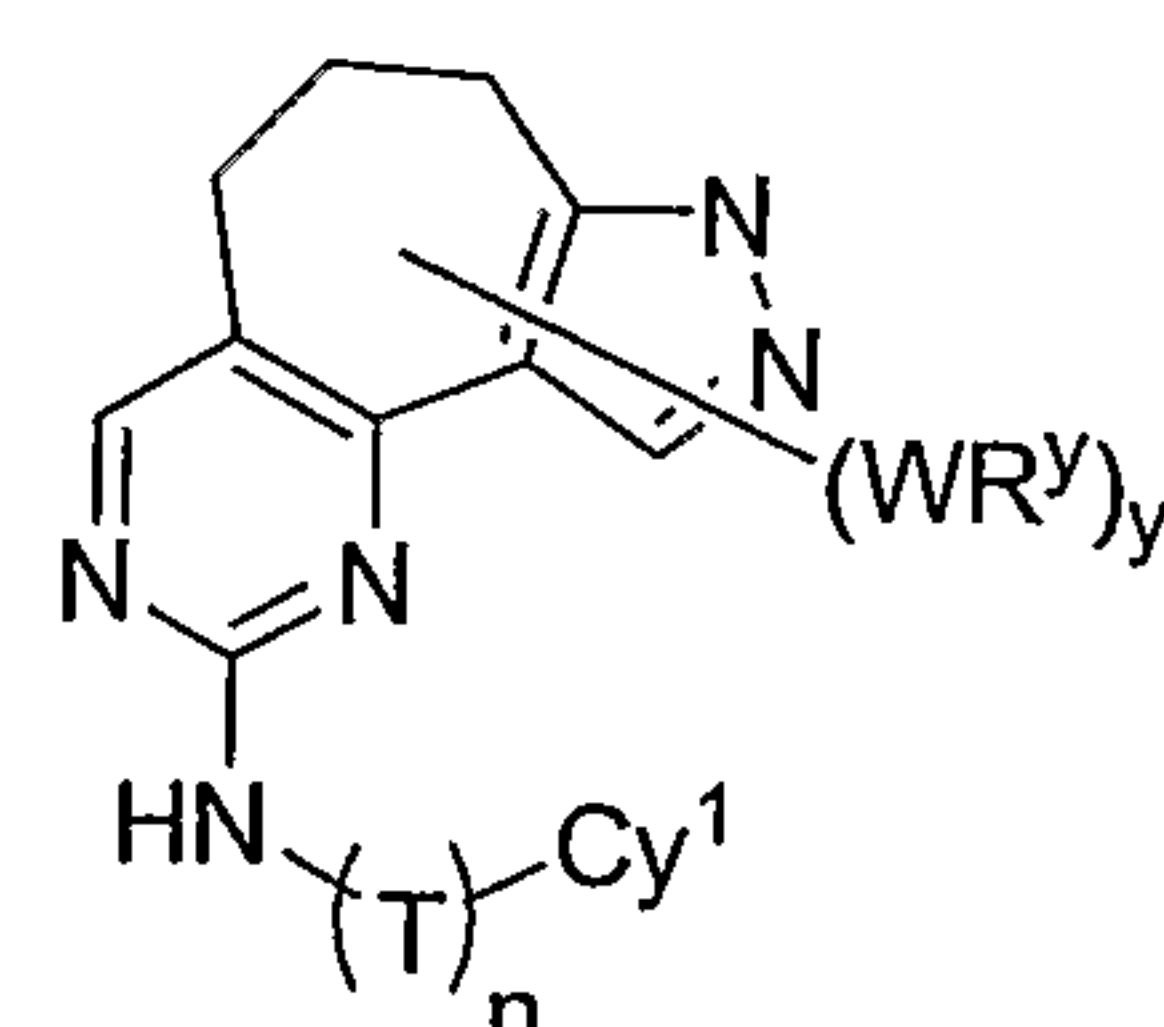
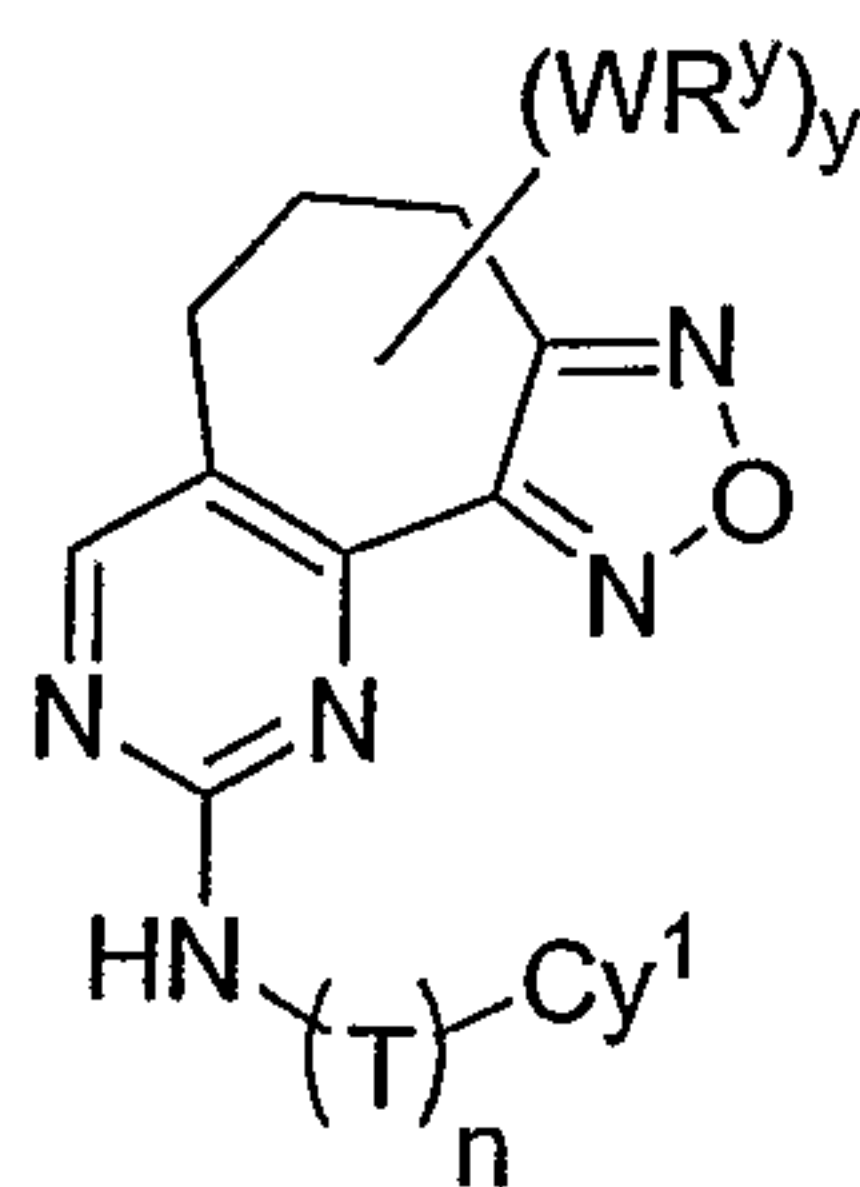
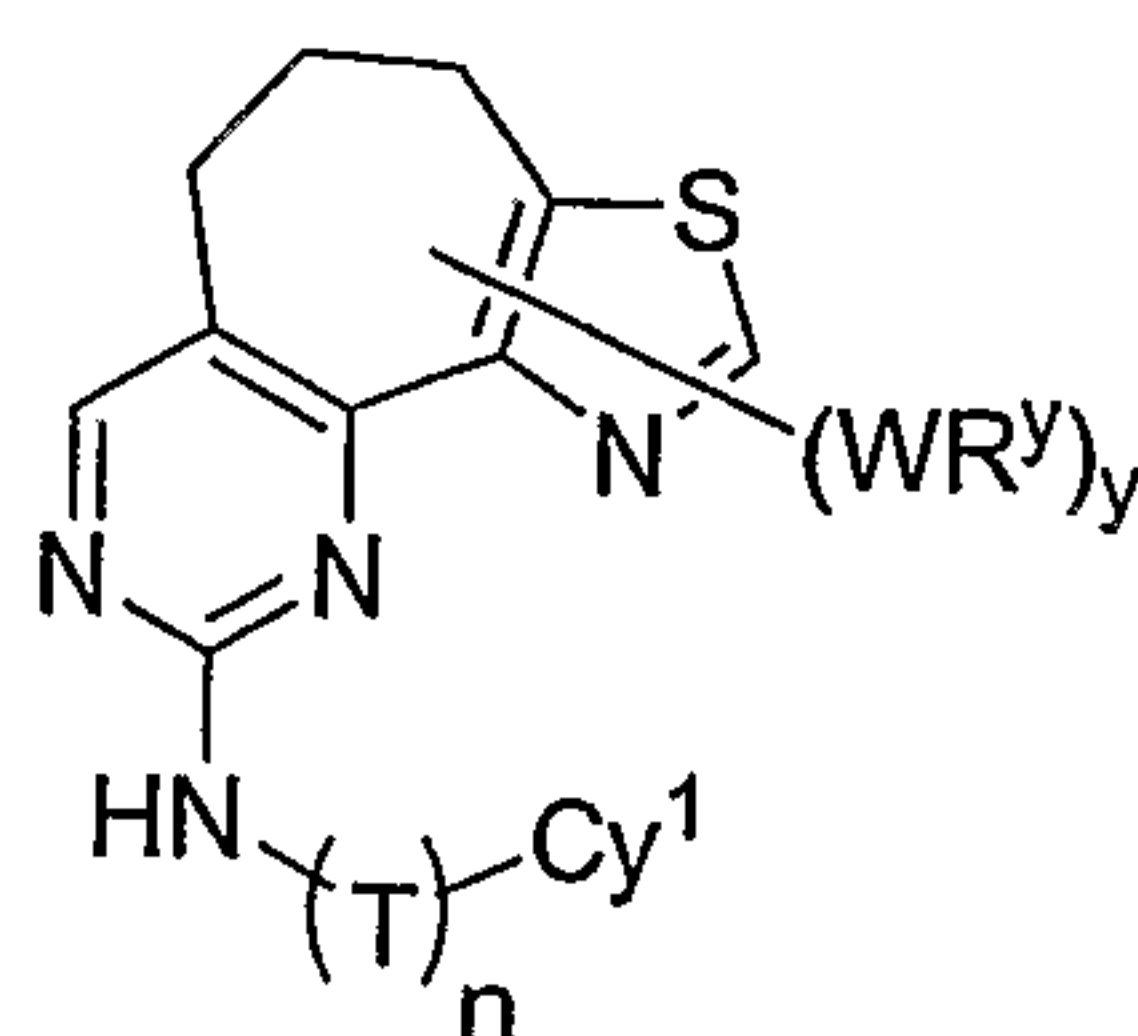
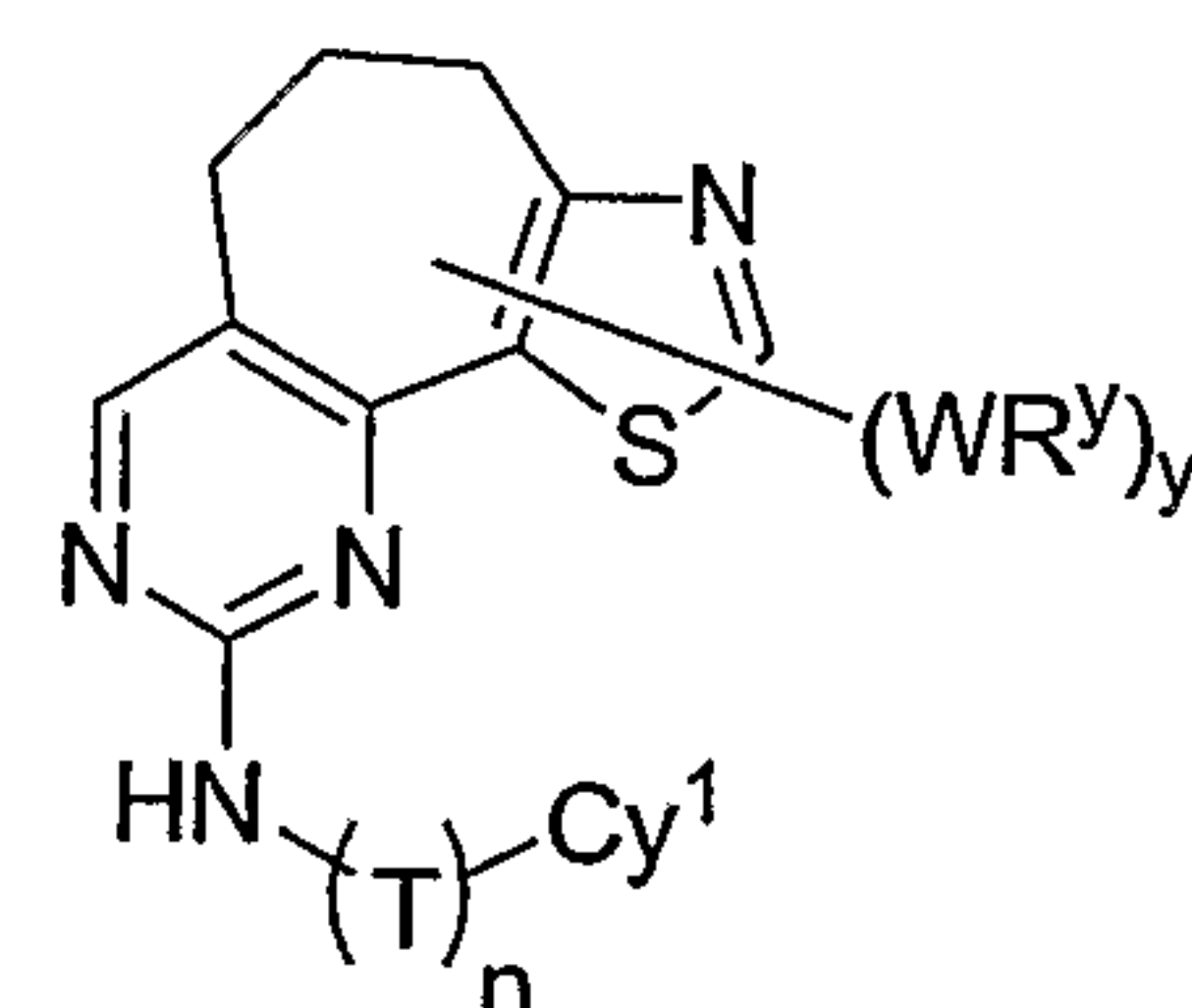
X

[0123] As described generally above, in certain preferred embodiments, Cy^1 is selected from any one of **a** through **mm** depicted above (including certain subsets **b-i**, **c-i**, **b-ii**, **b-iii**, **c-ii**, **c-iii**, **g-i**, **ll**, **o-i** or **mm**). It will be appreciated, however, that for compounds of formulae **III** through **VI** as described above, certain additional compounds are of special interest. For example, in certain exemplary embodiments, for compounds of general formula **X** above, compounds of special interest include those compounds where Cy^1 is optionally substituted phenyl, and compounds have formula **X-A**:

**X-A**

[0124] In certain preferred embodiments, for compounds of formula **X**, R^1 and R^2 , taken together with the carbon atoms to which they are bound form an optionally substituted 5 or 6-membered aryl or heteroaryl ring selected from phenyl (i), pyridyl (ii-1, ii-2, ii-3, ii-4), pyrazolyl (xiii-2), oxadiazolyl (xiv), thiophenyl (iv-1, iv-2, and xviii), or thiazolyl (viii-1 and viii-2). In more preferred embodiments, for compounds of general formula **VII**, R^1 and R^2 , taken together with the carbon atoms to which they are bound form an optionally substituted 5 or 6-membered aryl or heteroaryl ring selected from phenyl (i), pyridyl (ii-1, ii-2, ii-3, ii-4), pyrazolyl (xiii-2), oxadiazolyl (xiv), thiophenyl (iv-1, iv-2, and xviii), or thiazolyl (viii-1 and viii-2), and compounds have one of the formulae **X-B**, **X-C**, **X-D**, **X-E**, **X-F**, **X-G**, **X-H**, **X-I**, **X-J**, **X-K**, **X-L**, or **X-M**:

**X-B****X-C****X-D****X-E****X-F****X-G**

**X-H****X-I****X-J****X-K****X-L****X-M**

[0125] It will be appreciated that certain subclasses of the foregoing compounds of formulas **X-B** through **X-M** are of particular interest.

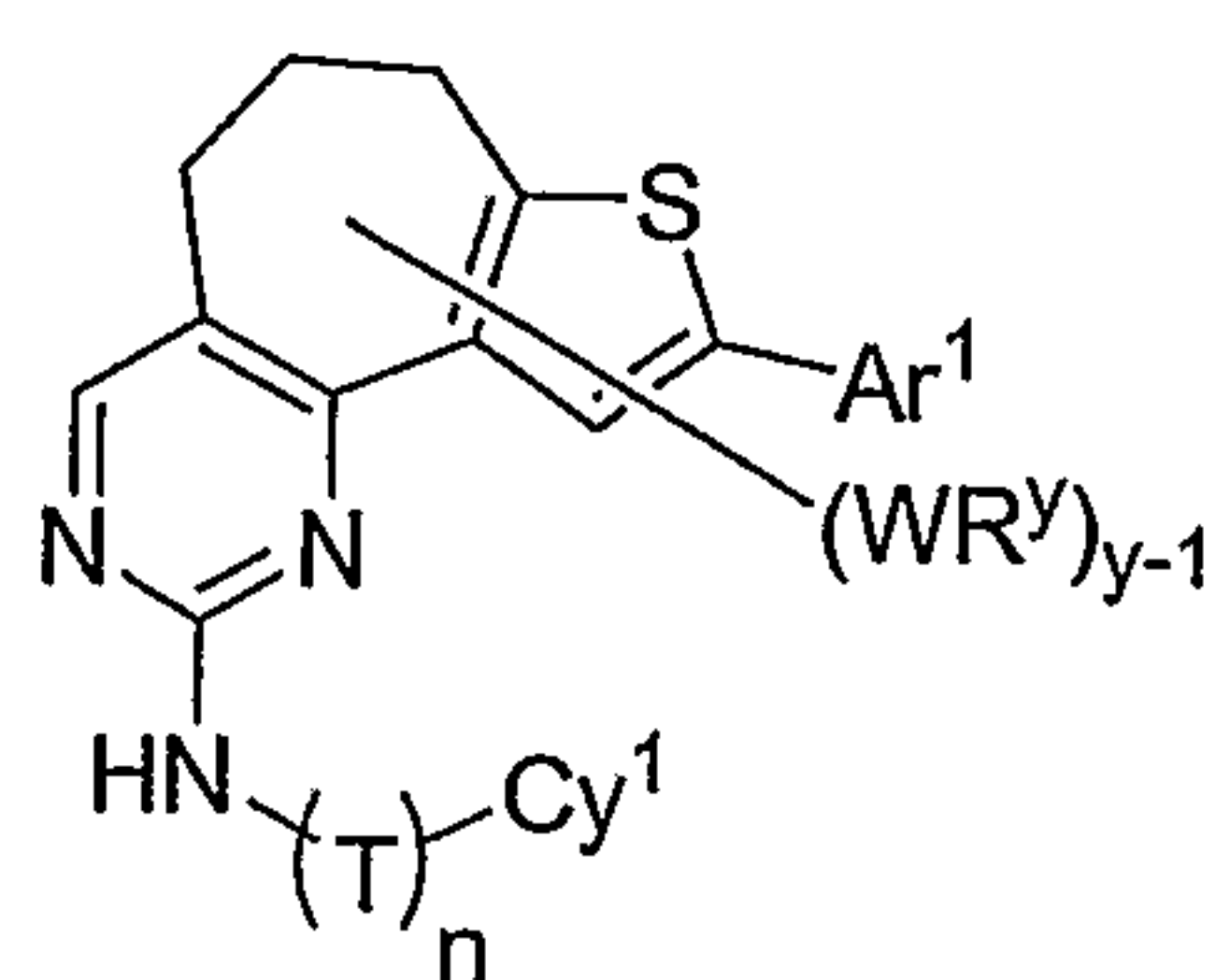
[0126] For example, in certain preferred embodiments, for compounds of formulas **X-B** through **X-M**, Cy^1 is phenyl, optionally substituted with 0-3 occurrences of QR^x . In more preferred embodiments for compounds described above, n is 0, or n is 1 and T is CH_2 , $-CH_2CH_2-$, $-CO-$ or $-SO_2-$; x is 0-3; and each occurrence of QR^x is independently halogen, CN , NO_2 , or an optionally substituted group selected from $C_{1-4}alkyl$, aryl, aralkyl, $-N(R')_2$, $-CH_2N(R')_2$, $-OR'$, $-CH_2OR'$, $-SR'$, $-CH_2SR'$, $-COOR'$, $-NRCOR'$, $-CON(R')_2$, $-SO_2R'$, $NR'SO_2R'$, or $-SO_2N(R')_2$. Alternatively, T is $-C(H)(CH_3)-$, $-C(H)(CH_3)CH_2-$, $--CH_2C(H)(CH_3)-$, or $-CH_2CH_2CH_2-$. In more preferred embodiments, QR^x groups are each independently Cl , Br , F , CF_3 , methyl, ethyl, isopropyl, n -propyl, n -butyl, $tert$ -butyl, NO_2 , $-OH$, $-SO_2NH_2$, SO_2CH_3 , NH_2 , SO_2NHCH_3 , $NHSO_2CH_3$, or an optionally substituted group selected from $C_{1-4}alkoxy$, phenyl, phenyloxy, benzyl, or benzyloxy.

[0127] In certain preferred embodiments, for compounds of formulae **X-B** through **X-M** y is 0-3; and each occurrence of WR^y is independently halogen, CN , NO_2 , or an optionally substituted group selected from $C_{1-4}alkyl$, aryl, heteroaryl, $-N(R')_2$, $-CH_2N(R')_2$, $-OR'$, $-CH_2OR'$, $-SR'$, $-CH_2SR'$, $-COOR'$, $-NRCOR'$, $-CON(R')_2$, or $-S(O)_2N(R')_2$. In more preferred embodiments, $-WR^y$ groups are each independently F , Cl , Br , I , Me , Et , $-CN$, $-OMe$, $-SMe$, $-NMe_2$, $-NEt_2$, $-COOMe$, $-COOH$, $-OH$, $-SO_2NH_2$, $-CON(CH_3)_2$, $-CO$ (optionally

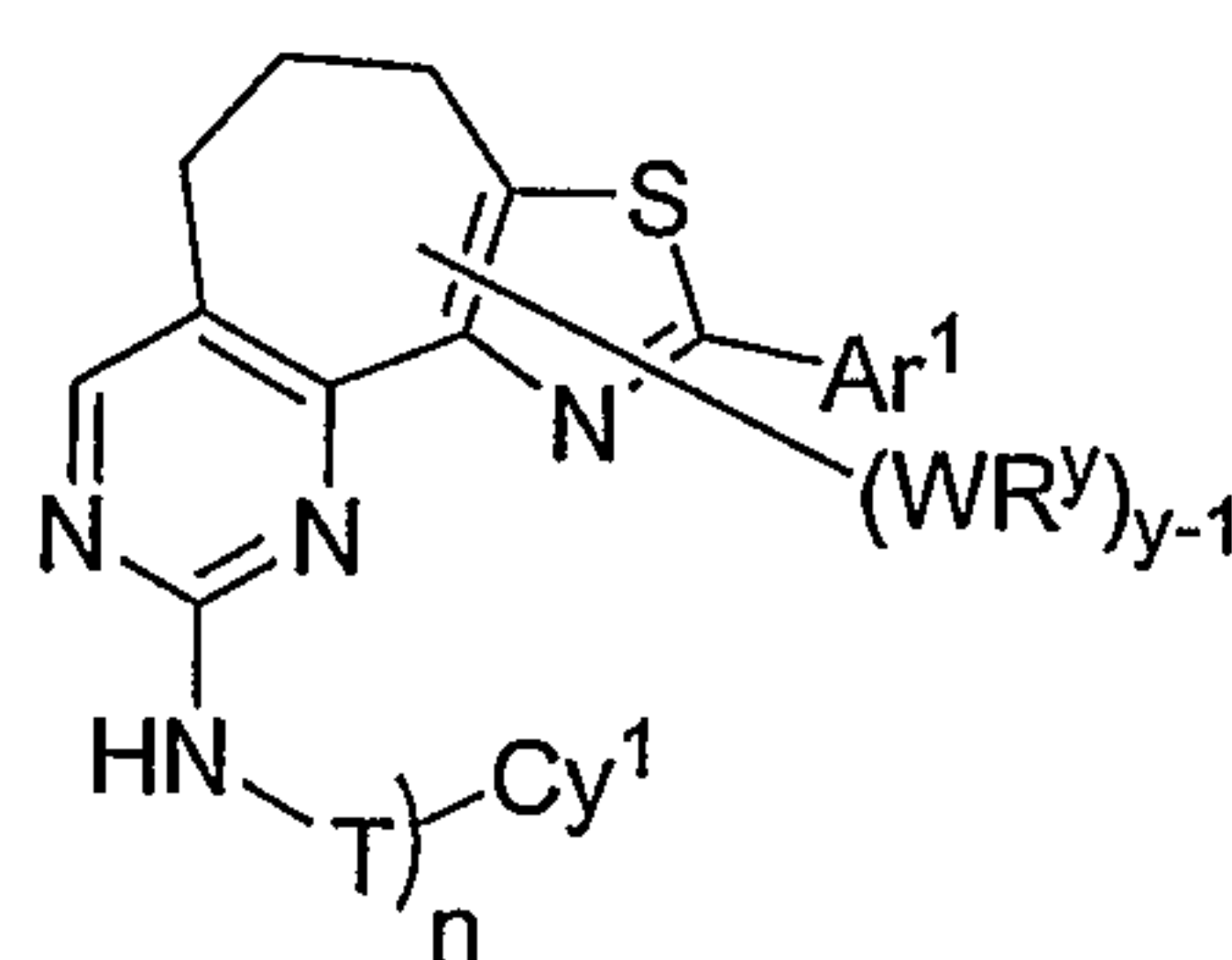
substituted N-piperazinyl), -CO(N-morpholinyl), -CO(N-piperidinyl), -CH₂N(Me)₂, -CH₂N(Et)₂, or an optionally substituted group selected from C₁₋₄alkoxy, phenyl, phenyloxy, benzyl, benzyloxy, pyridyl, pyrimidinyl, thiophene, N-morpholinyl, N-piperidinyl, N-piperazinyl, or furanyl. Alternatively, -WR^y groups are each independently CF₃, F, Cl, Br, I, Me, Et, -CN, -OMe, -SMe, -NMe₂, -NEt₂, -COOMe, -COOH, -OH, -SO₂NH₂, -CON(CH₃)₂, -CO(optionally substituted N-piperazinyl), -CO(N-morpholinyl) (including optionally substituted morpholinyl), -CO(N-piperidinyl) (including optionally substituted piperidinyl), -CO(pyrrolidinyl) (including optionally substituted pyrrolidinyl), -CO(N(H)pyrrolidinyl) (including -CO(N-pyrrolidinyl), wherein each pyrrolidinyl is optionally substituted), -CH₂N(Me)₂, -CH₂N(Et)₂, or an optionally substituted group selected from C₁₋₄alkoxy, phenyl, phenyloxy, benzyl, benzyloxy, pyridyl, pyrimidinyl, thiophene, N-morpholinyl, N-piperidinyl, N-piperazinyl, furanyl, pyrrolidinyl, or N(H)pyrrolidinyl.

[0128] In other preferred embodiments, y is 1 and WR^y is an optionally substituted aryl or heteroaryl group. Preferred substituents for the optionally substituted aryl or heteroaryl group include -VR^V; wherein V is a bond or is a C₁-C₆ alkylidene chain wherein up to two non-adjacent methylene units of V are independently optionally replaced by CO, CO₂, COCO, CONR, OCONR, NRNR, NRNRCO, NRCO, NRCO₂, NRCONR, SO, SO₂, NRSO₂, SO₂NR, NRSO₂NR, O, S, or NR; and each occurrence of R^V is independently selected from R', halogen, NO₂, or CN, or -QR^X is =O, =S, or =NR'. In still other embodiments, y is 1 and WR^y is -CH₂N(R')₂, -N(R')₂, or -CON(R')₂. Most preferred WR^y groups and substituents thereof include those shown below in Tables 1-8. In certain embodiments, y is 0.

[0129] In still other preferred embodiments, compounds have one of the general formulae X-H or X-L and one occurrence of WR^y is an optionally substituted aryl or heteroaryl group, denoted by Ar¹ in formula X-H-i and X-L-i below:



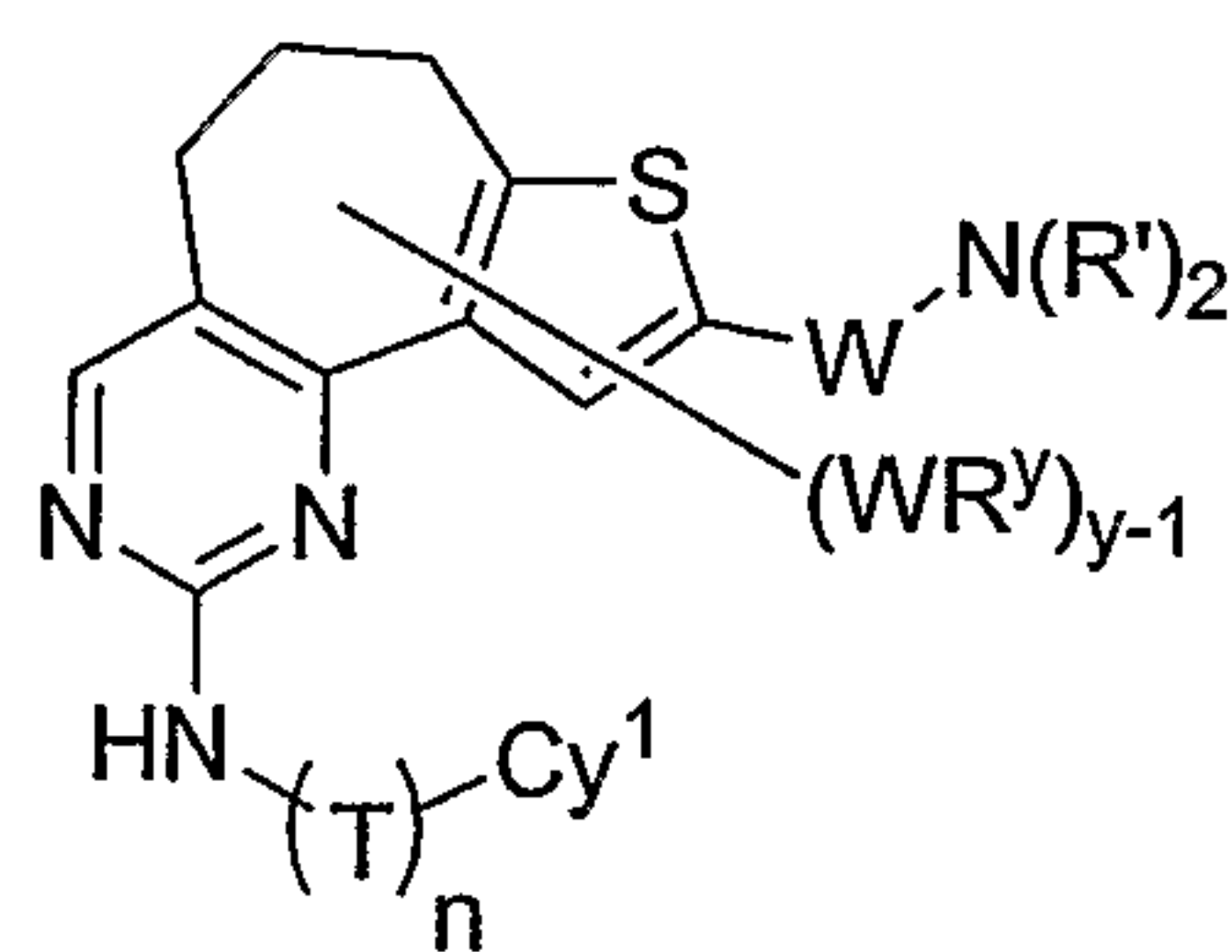
X-H-i



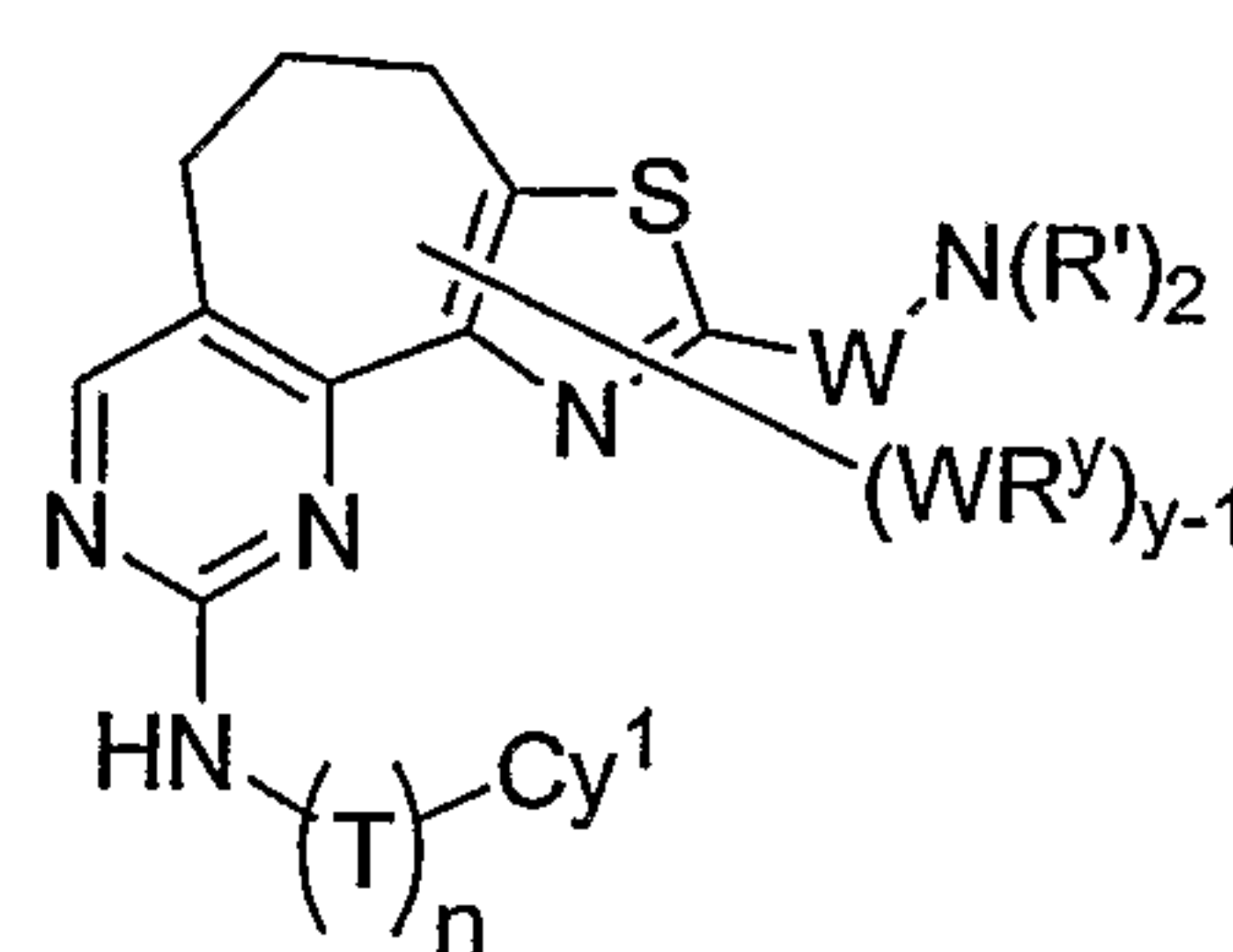
X-L-i

[0130] In still other preferred embodiments, Ar^1 is an optionally substituted phenyl, pyridyl, pyrimidinyl, thiophenyl, or furanyl group. Preferred substituents for the optionally substituted aryl or heteroaryl group include $-\text{VR}^V$; wherein V is a bond or is a C_1 - C_6 alkylidene chain wherein up to two non-adjacent methylene units of V are independently optionally replaced by CO, CO_2 , COCO, CONR, OCONR, NRNR, NRNRCO, NRCO, NRCO_2 , NRCONR, SO, SO_2 , NRSO_2 , SO_2NR , NRSO_2NR , O, S, or NR; and each occurrence of R^V is independently selected from R' , halogen, NO_2 , or CN, or $-\text{QR}^X$ is $=\text{O}$, $=\text{S}$, or $=\text{NR}'$. In still other embodiments, y is 1 and WR^y is $-\text{CH}_2\text{N}(\text{R}')_2$, $-\text{N}(\text{R}')_2$, or $-\text{CON}(\text{R}')_2$.

[0131] In still other preferred embodiments, compounds have one of the general formulae X-H or X-L and W is $-\text{CH}_2-$, a bond, or $-\text{CO}-$, and R^y is $-\text{N}(\text{R}')_2$ and compounds have one of the formulae X-H-ii and X-L-ii below:



X-H-ii



X-L-ii

[0132] In certain other embodiments, for compounds described directly above, n is 0, or n is 1 and T is CH_2 , $-\text{CH}_2\text{CH}_2-$, $-\text{CO}-$ or $-\text{SO}_2$. Alternatively, T is $-\text{C}(\text{H})(\text{CH}_3)-$, $-\text{C}(\text{H})(\text{CH}_3)\text{CH}_2-$, $-\text{CH}_2\text{C}(\text{H})(\text{CH}_3)-$, or $-\text{CH}_2\text{CH}_2\text{CH}_2-$.

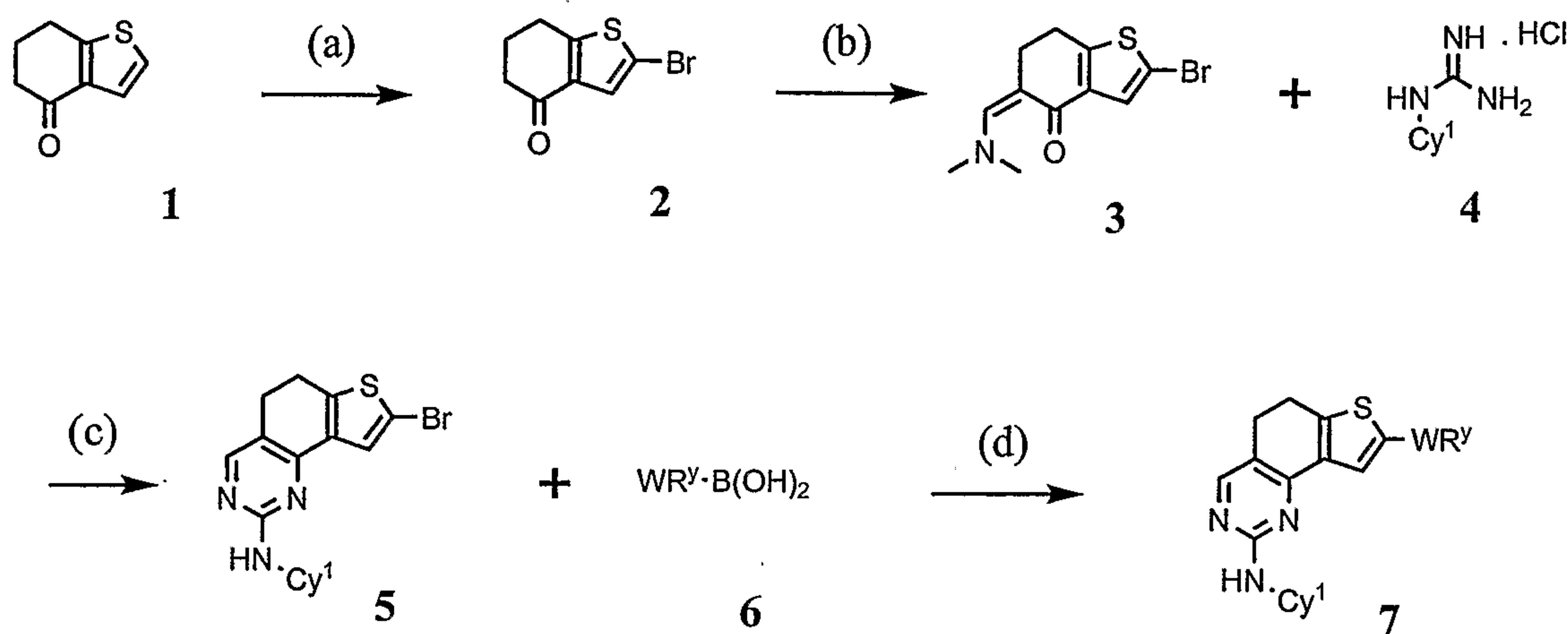
[0133] In certain other embodiments, for compounds described directly above, n is 0, or n is 1 and T is CH_2 , $-\text{CH}_2\text{CH}_2-$, $-\text{CO}-$ or $-\text{SO}_2$; x is 0-3; and each occurrence of QR^X is independently halogen, CN, NO_2 , or an optionally substituted group selected from C_{1-4} alkyl, aryl, aralkyl, $-\text{N}(\text{R}')_2$, $-\text{CH}_2\text{N}(\text{R}')_2$, $-\text{OR}'$, $-\text{CH}_2\text{OR}'$, $-\text{SR}'$, $-\text{CH}_2\text{SR}'$, $-\text{COOR}'$, $-\text{NRCOR}'$, $-\text{CON}(\text{R}')_2$, $-\text{SO}_2\text{R}'$, $\text{NR}'\text{SO}_2\text{R}'$, or $-\text{SO}_2\text{N}(\text{R}')_2$. Alternatively, T is $-\text{C}(\text{H})(\text{CH}_3)-$, $-\text{C}(\text{H})(\text{CH}_3)\text{CH}_2-$, $-\text{CH}_2\text{C}(\text{H})(\text{CH}_3)-$, or $-\text{CH}_2\text{CH}_2\text{CH}_2-$. In more preferred embodiments, QR^X groups are each independently Cl, Br, F, CF_3 , methyl, ethyl, isopropyl, n-propyl, n-butyl, tert-butyl, NO_2 , $-\text{OH}$, $-\text{SO}_2\text{NH}_2$, SO_2CH_3 , NH_2 , SO_2NHCH_3 , NHSO_2CH_3 , or an optionally

substituted group selected from C₁₋₄alkoxy, phenyl, phenyloxy, benzyl, or benzyloxy. Most preferred QR^X groups include those shown below in Tables 1-8.

[0134] 4. *General Synthetic Methodology:*

[0135] The compounds of this invention may be prepared in general by methods known to those skilled in the art for analogous compounds, as illustrated by the general scheme below, and the preparative examples that follow. In these schemes, the variables are as defined in the schemes or may be readily derived from the compounds of this invention.

[0136] **Scheme I**

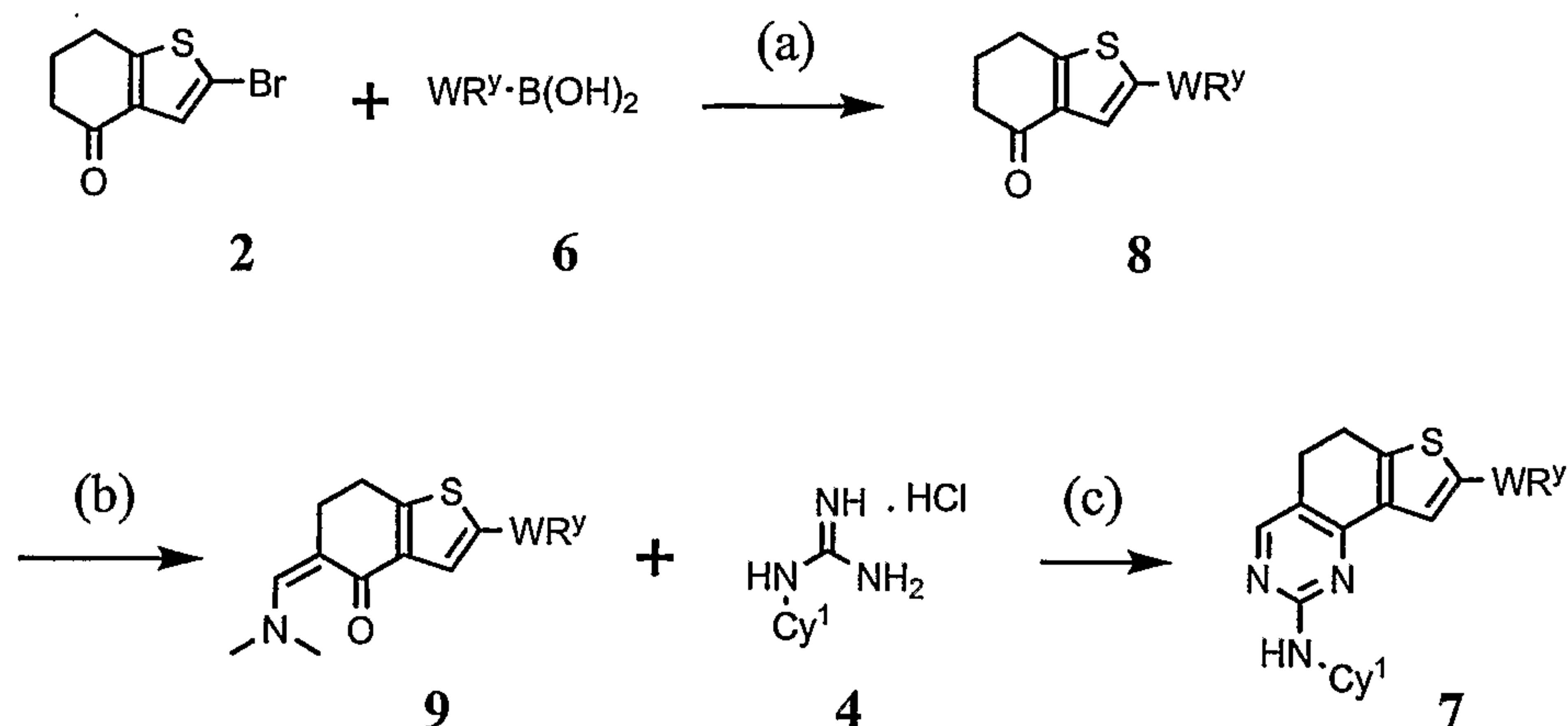


[0137] Reagents and conditions: (a) Br₂, AcOH, H₂O, -5°C, 1 hour; (b) DMF/DMA reflux, 12 hours; (c) IPA, NaOH, reflux, 5 hours; (d) Pd(PPh₃)₄, Na₂CO₃, DME, EtOH/H₂O, microwave irradiation (120°C), 2 hours.

[0138] Scheme I above shows a general synthetic route that is used for preparing the compounds 7 of this invention when Cy¹ and WR^y are as described herein. The bromothiophene 2 may be prepared by methods substantially similar to those described by Pinna, *et al*, *Eur. J. Med. Chem. Chim. Ther.* **1994**, 29, 447. Intermediate 3 is prepared according to Scheme I step (b). Compound 3 is treated with *N*-substituted guanidine 4 according to step (c). Intermediate guanidines of formula 4 may be prepared by reaction of the corresponding amine Cy¹NH₂ with cyanamide by methods substantially similar to those described by Kaempff, *et al*, *Chem. Ber.* **1904**, 32, 1682. This reaction is amenable to a variety of *N*-substituted guanidines to form compounds of formula 5.

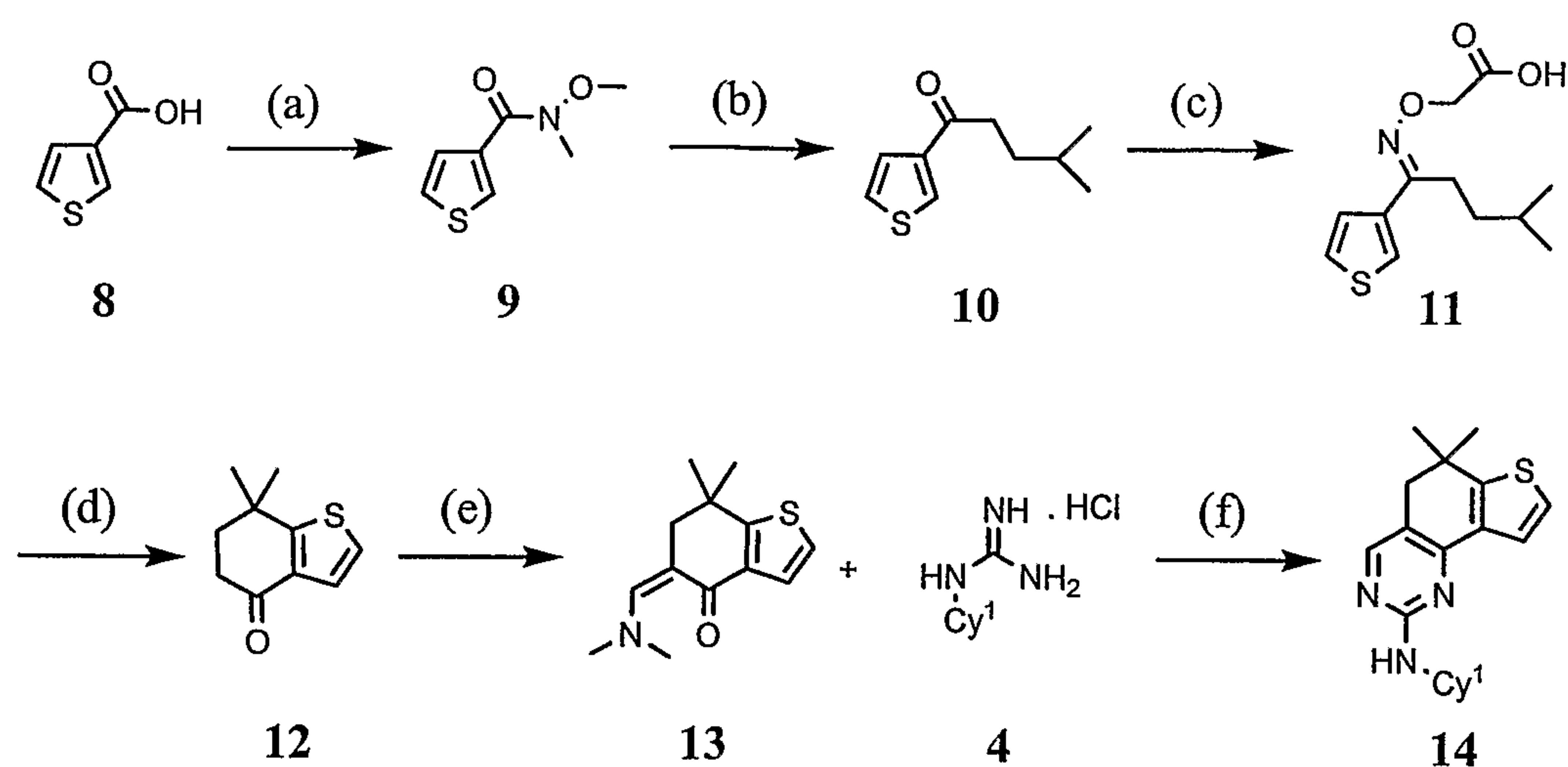
[0139] The formation of the biaryl link derivatives **7** is achieved by treating the bromide **5** with a boronic acid derivatives in the presence of palladium as a catalyst by using the Suzuki coupling methods that are well known in the art. The reaction is amenable to a variety of substituted aryl or heteroaryl boronic acids.

[0140] **Scheme II**



[0141] Reagents and conditions: (a) $\text{Pd(PPh}_3)_4$, Na_2CO_3 , DME, EtOH/ H_2O , 120°C , 12 hours; (b) DMF/DMA, reflux, 12 hours; (c) K_2CO_3 , DMA, 120°C , 12 hours.

[0142] Scheme II above shows another general synthetic route that has been used for preparing the compounds **7** of this invention when Cy^1 and WR^y are as described herein. The formation of the biaryl link derivatives **8** is achieved by treating the bromide **2** with a boronic acid derivative in the presence of palladium as a catalyst by using the Suzuki coupling methods that are well known in the art. The reaction is amenable to a variety of substituted aryl or heteroaryl boronic acids. Intermediate **9** is prepared according to Scheme II step (b). Compound **9** is treated with *N*-substituted guanidine **4** according to step (c). Intermediate guanidines of formula **4** may be prepared by reaction of the corresponding amine Cy^1NH_2 with cyanamide by methods substantially similar to those described by Kaempf, *et al*, *Chem. Ber.* **1904**, 32, 1682. This reaction is amenable to a variety of *N*-substituted guanidines to form compounds of formula **7**.

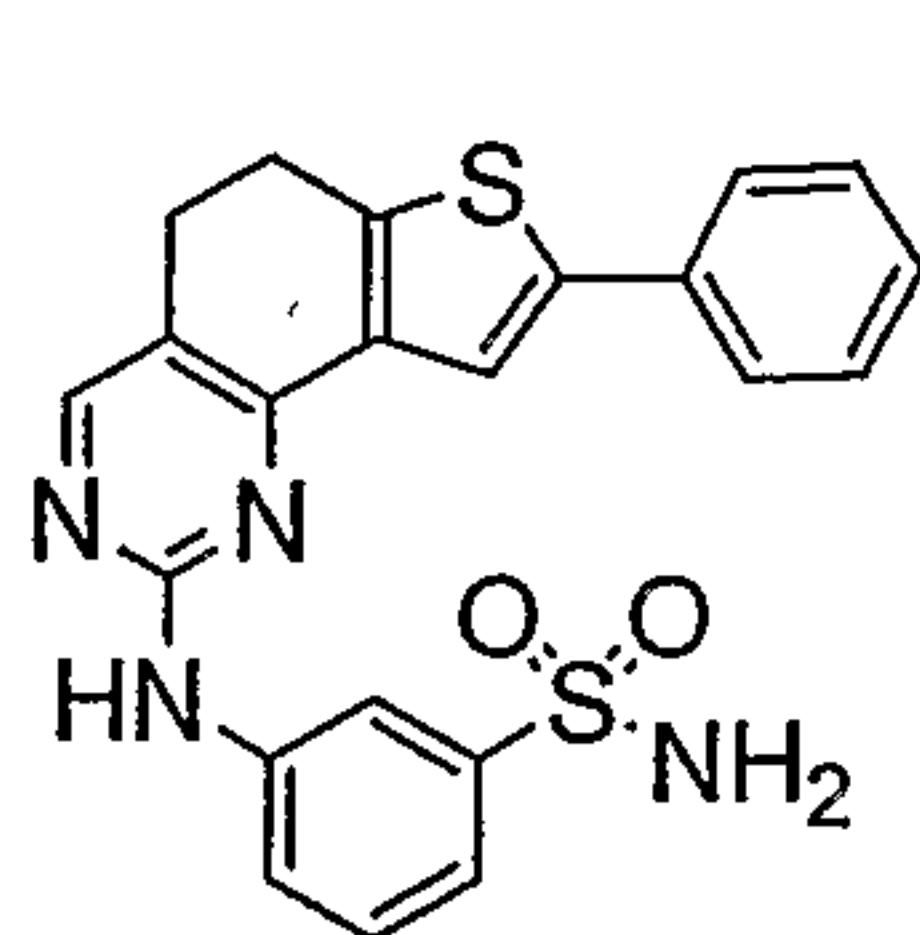
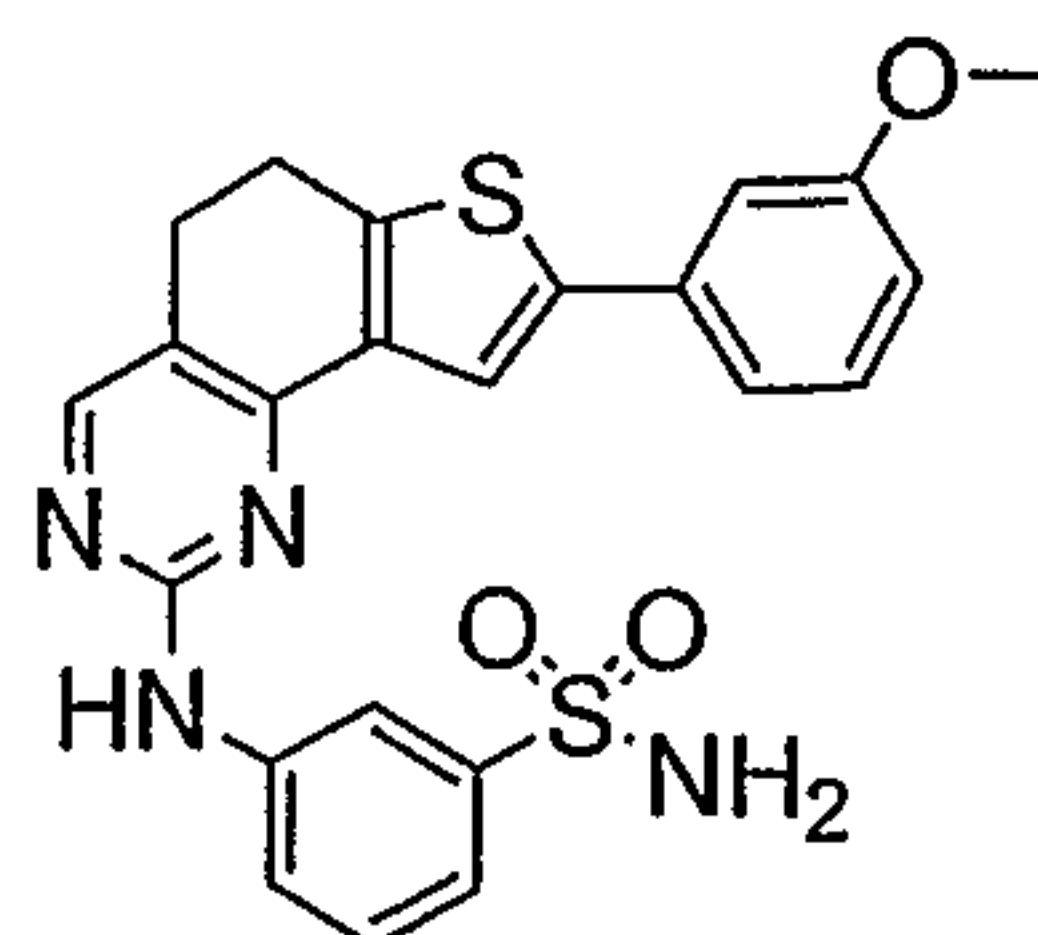
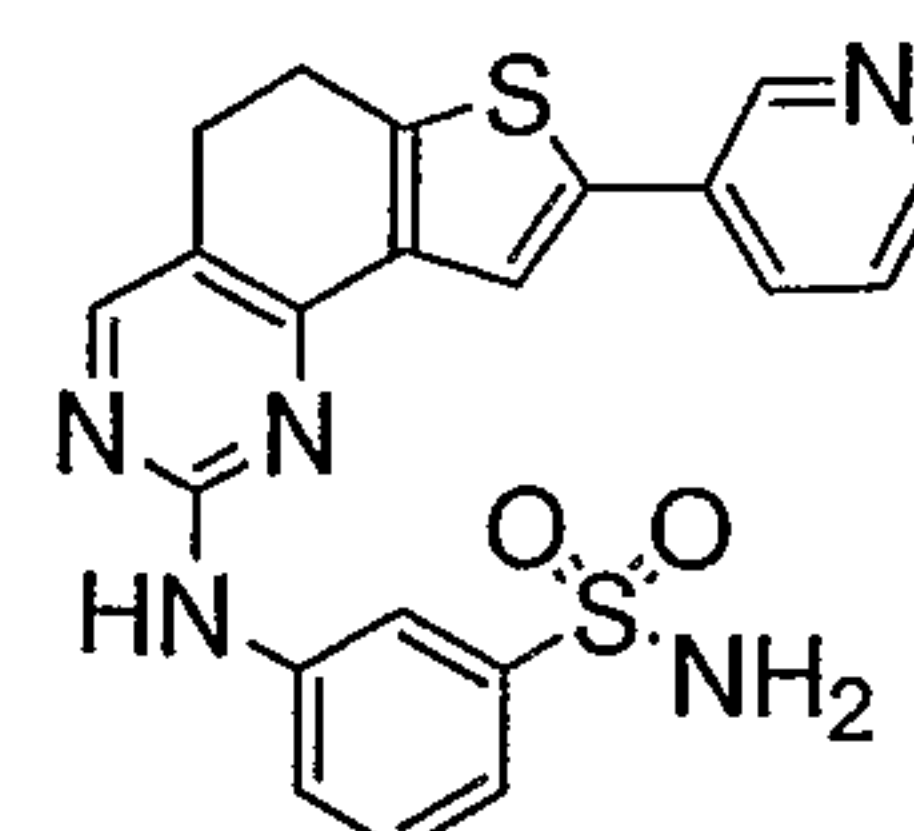
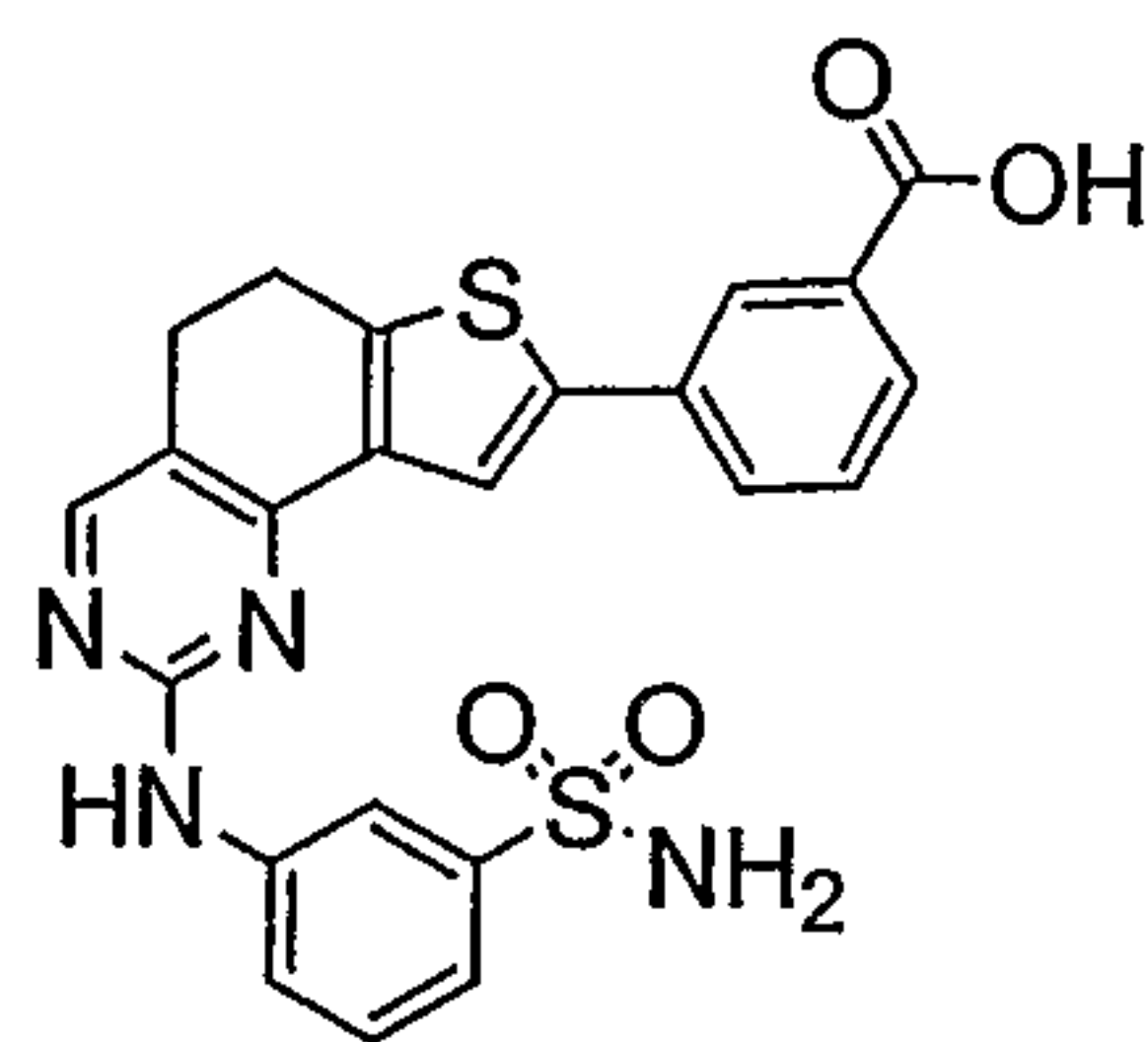
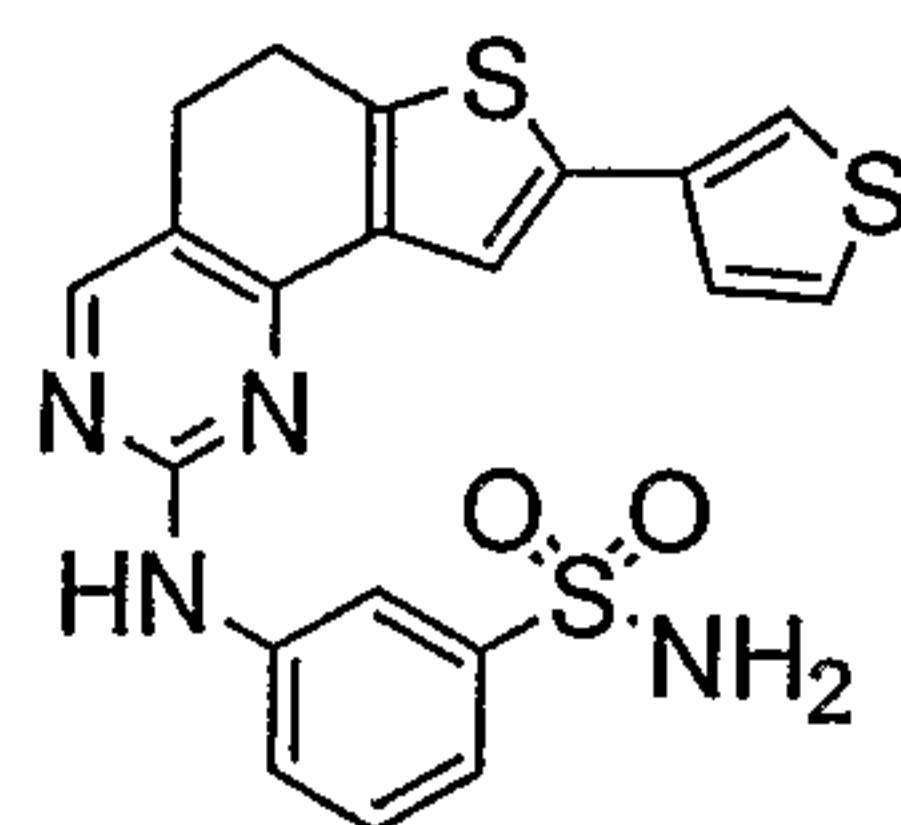
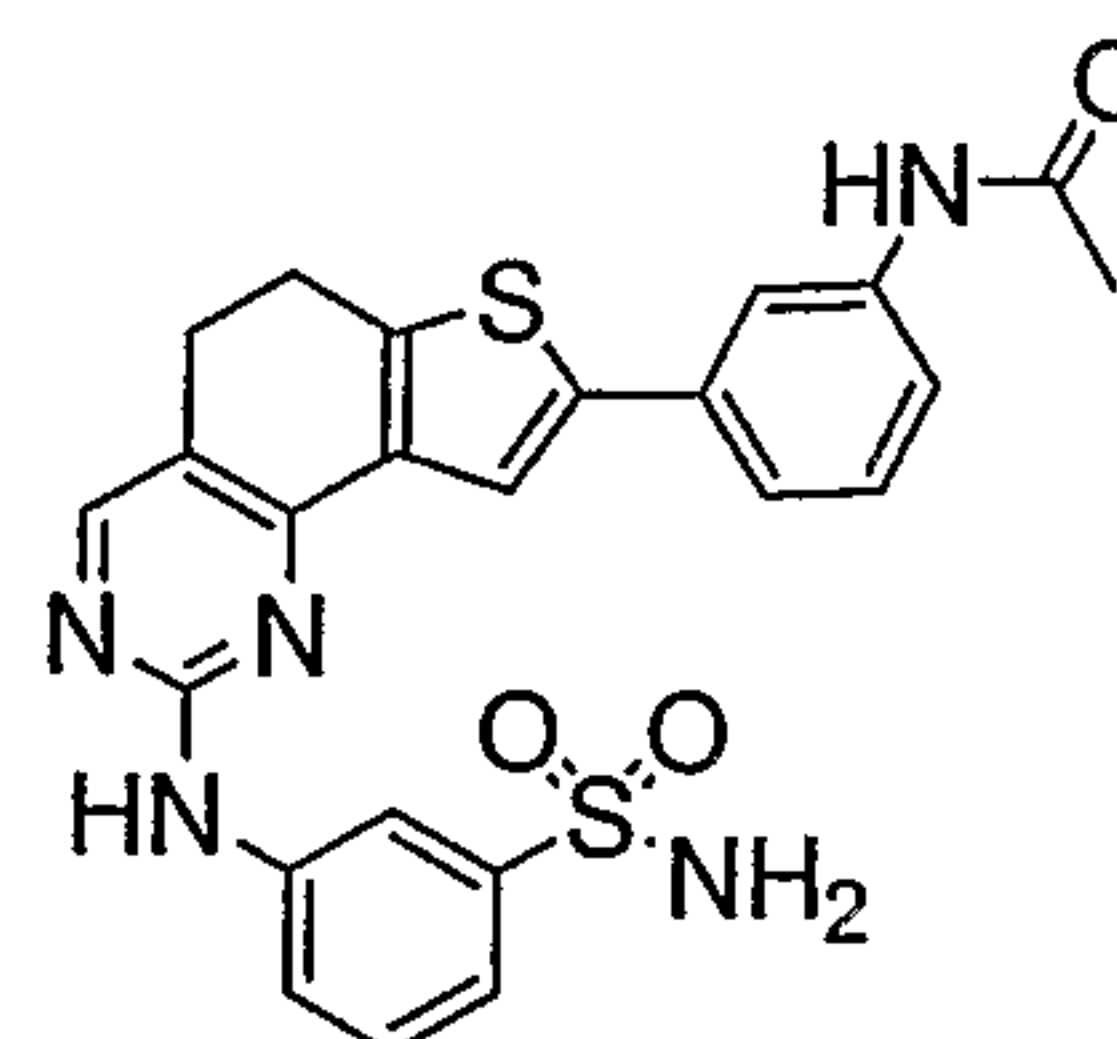
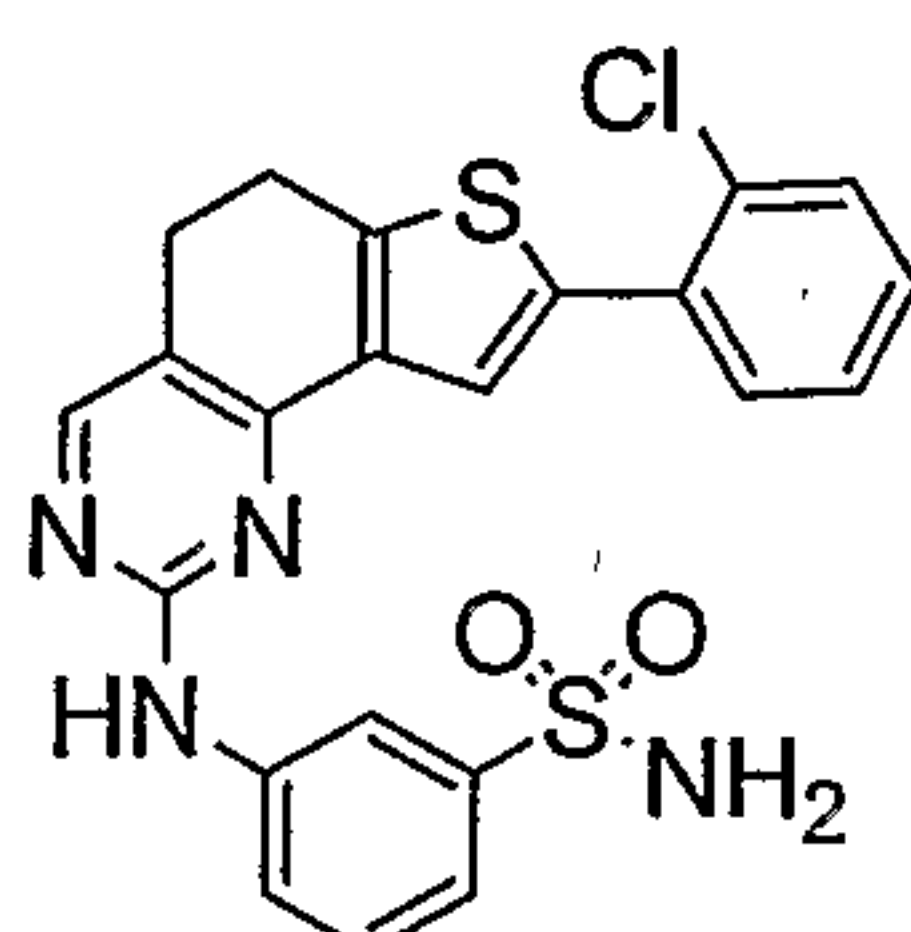
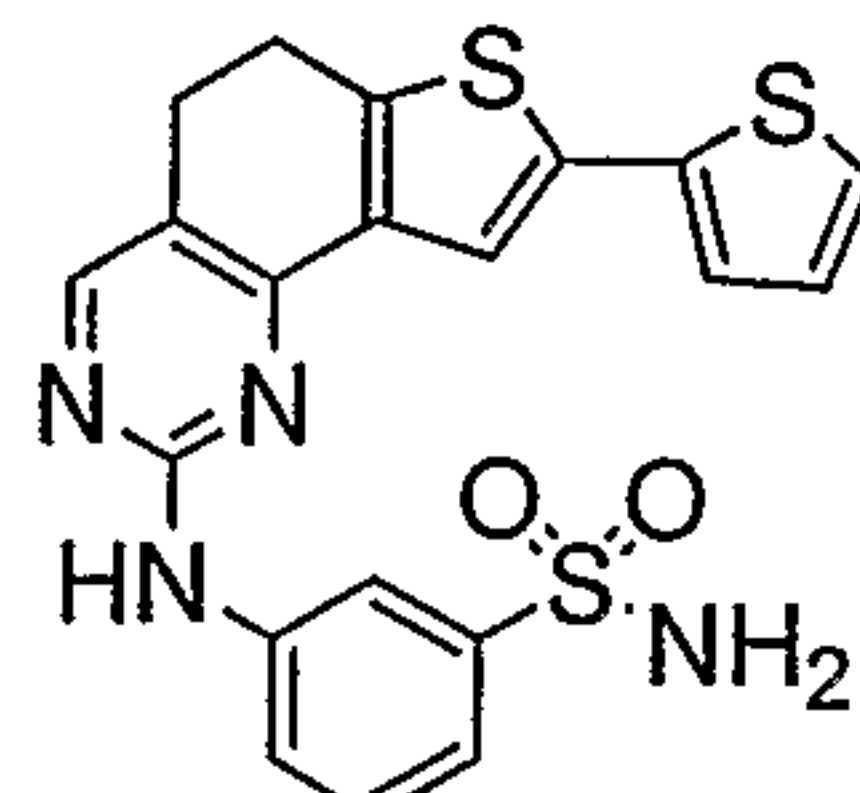
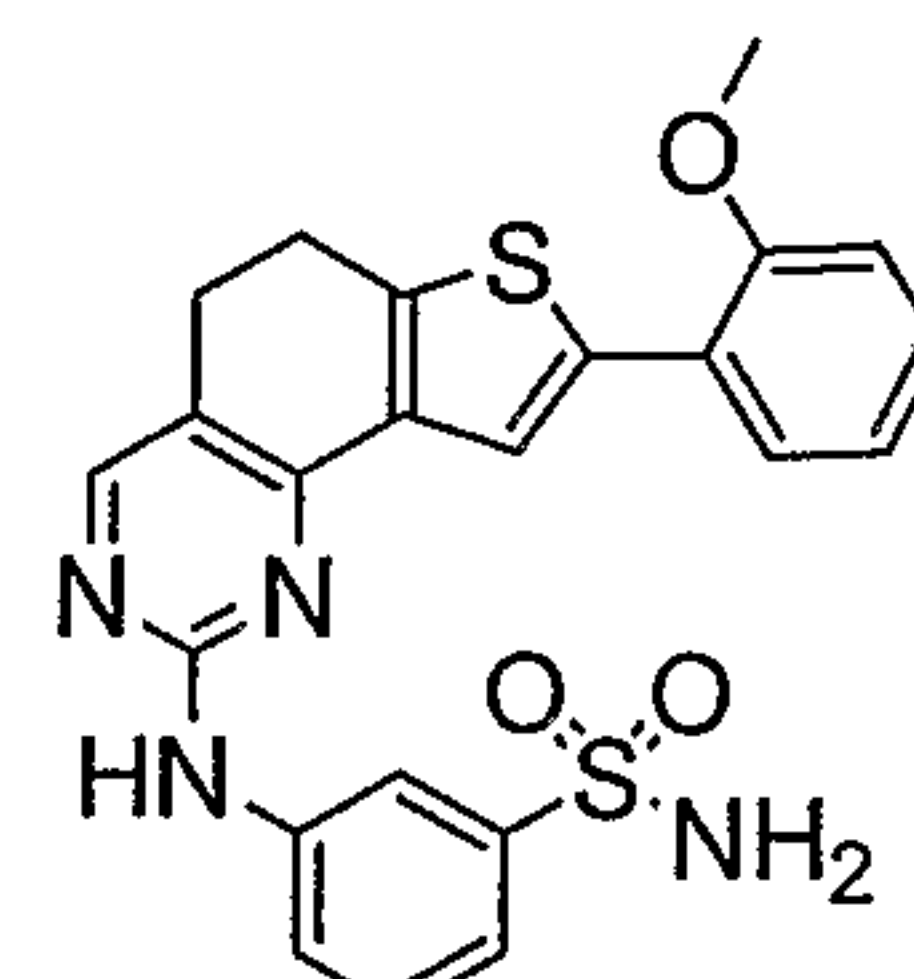
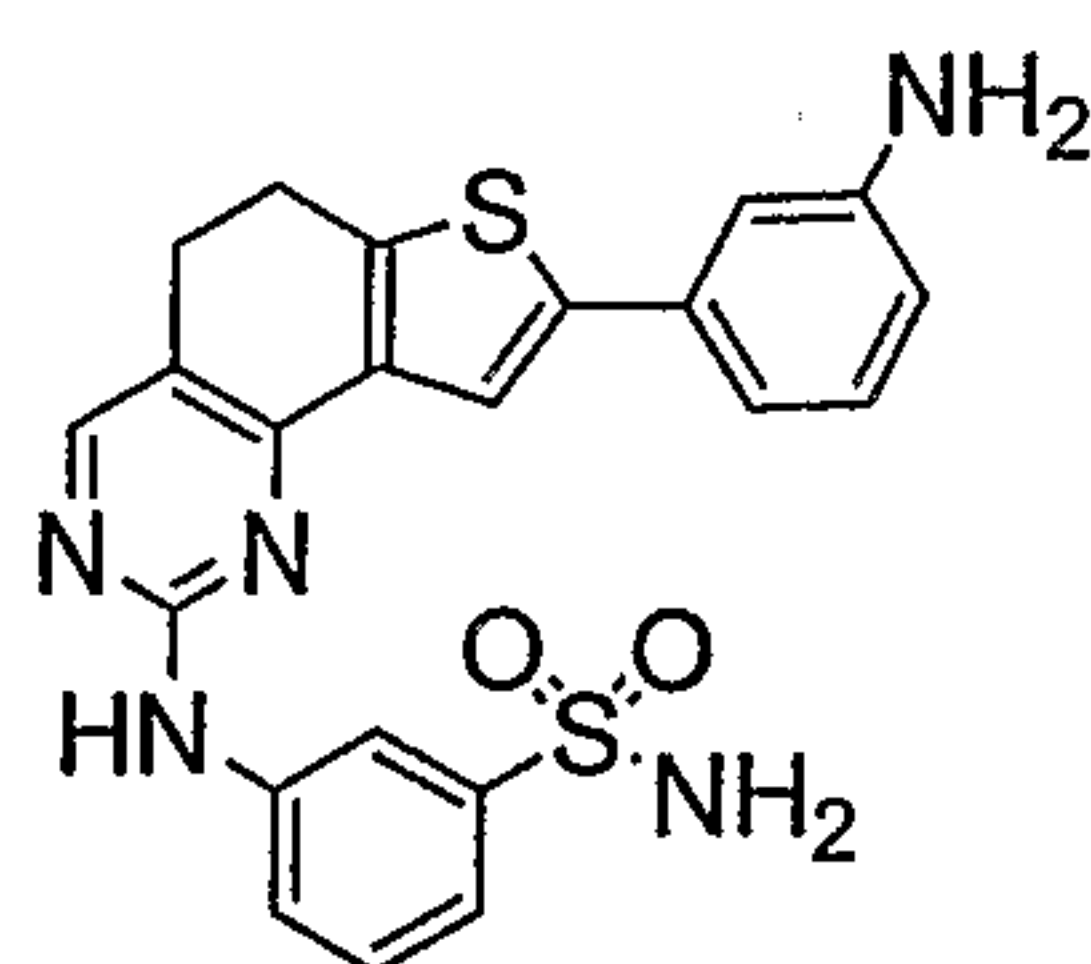
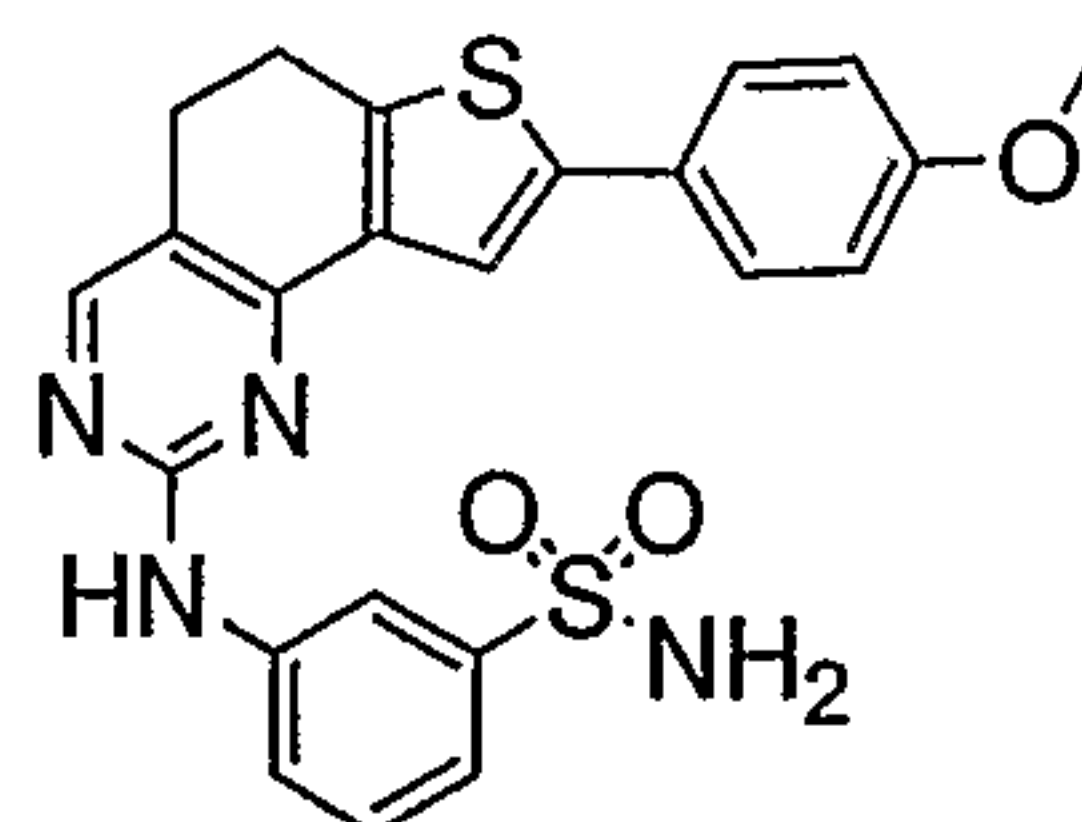
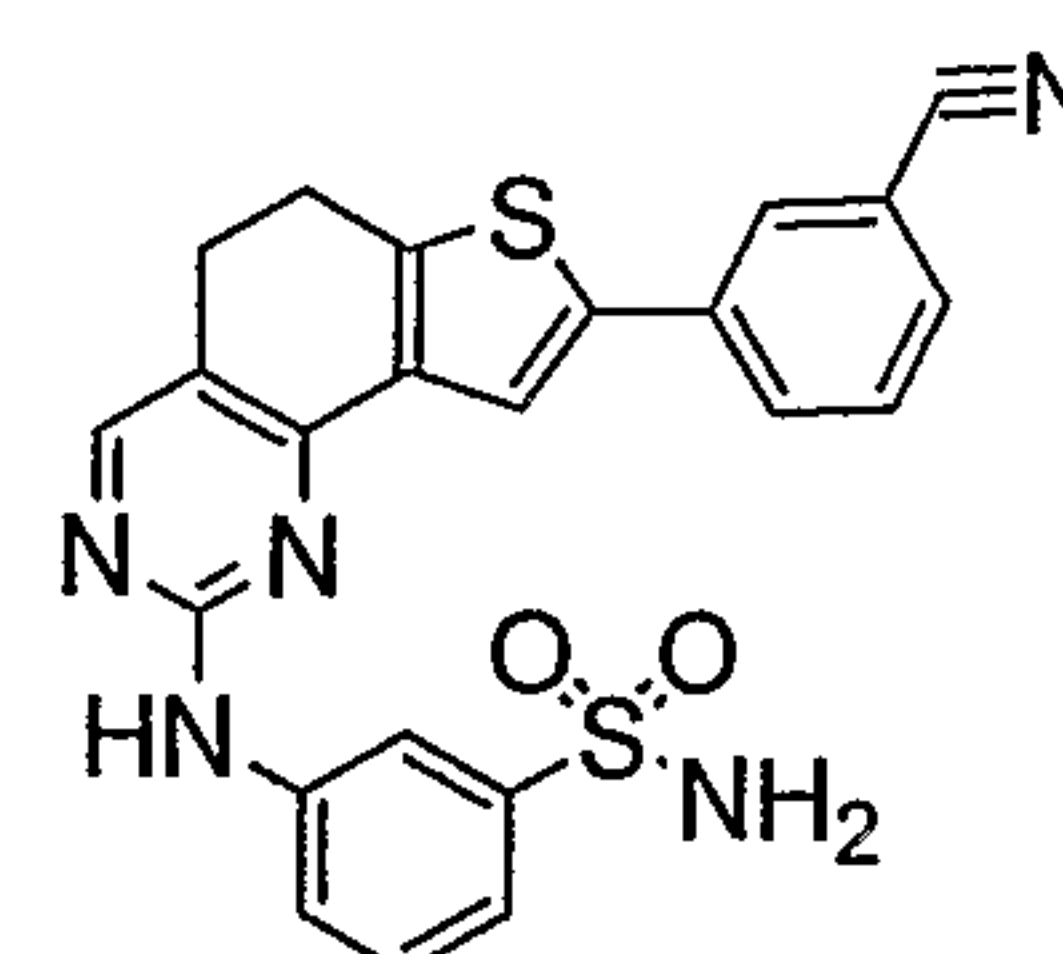
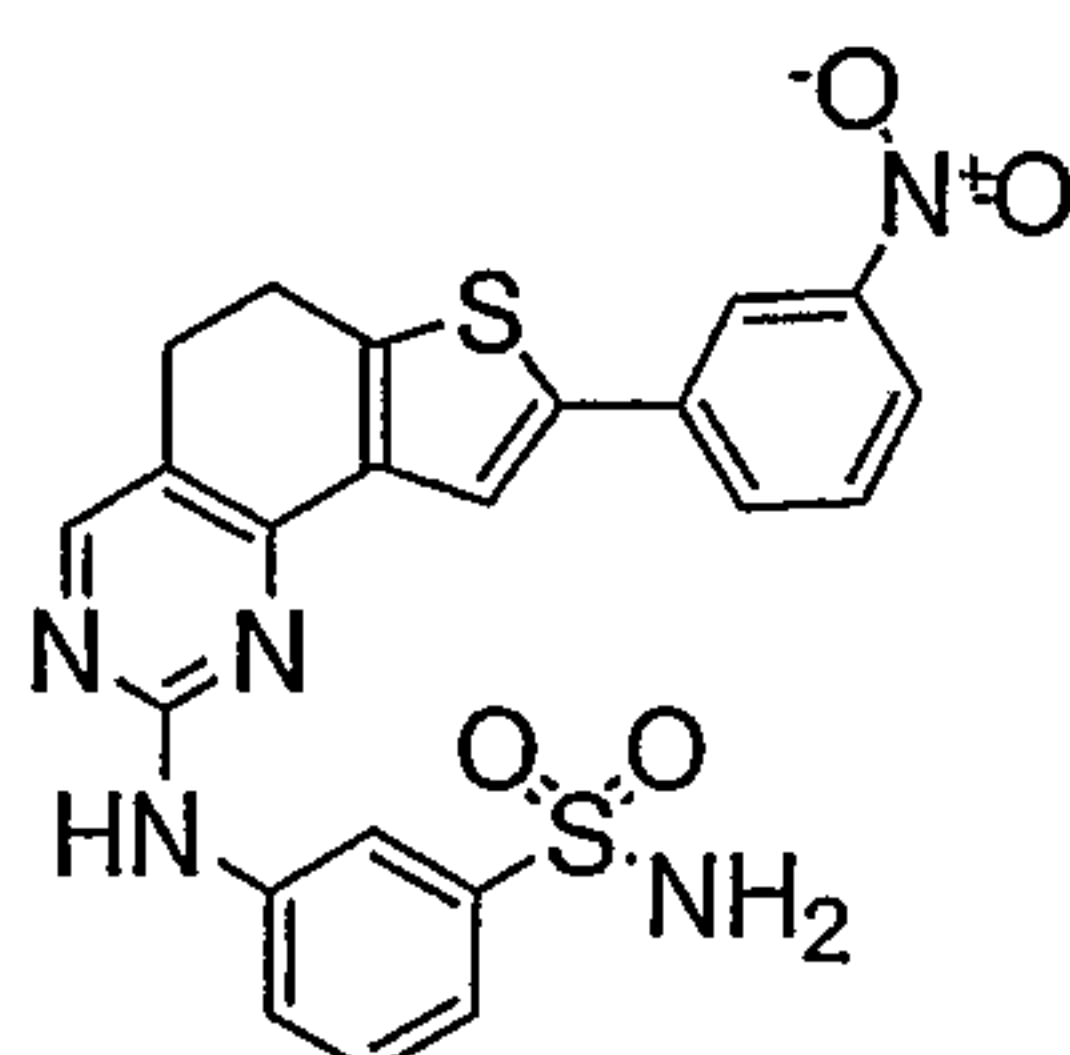
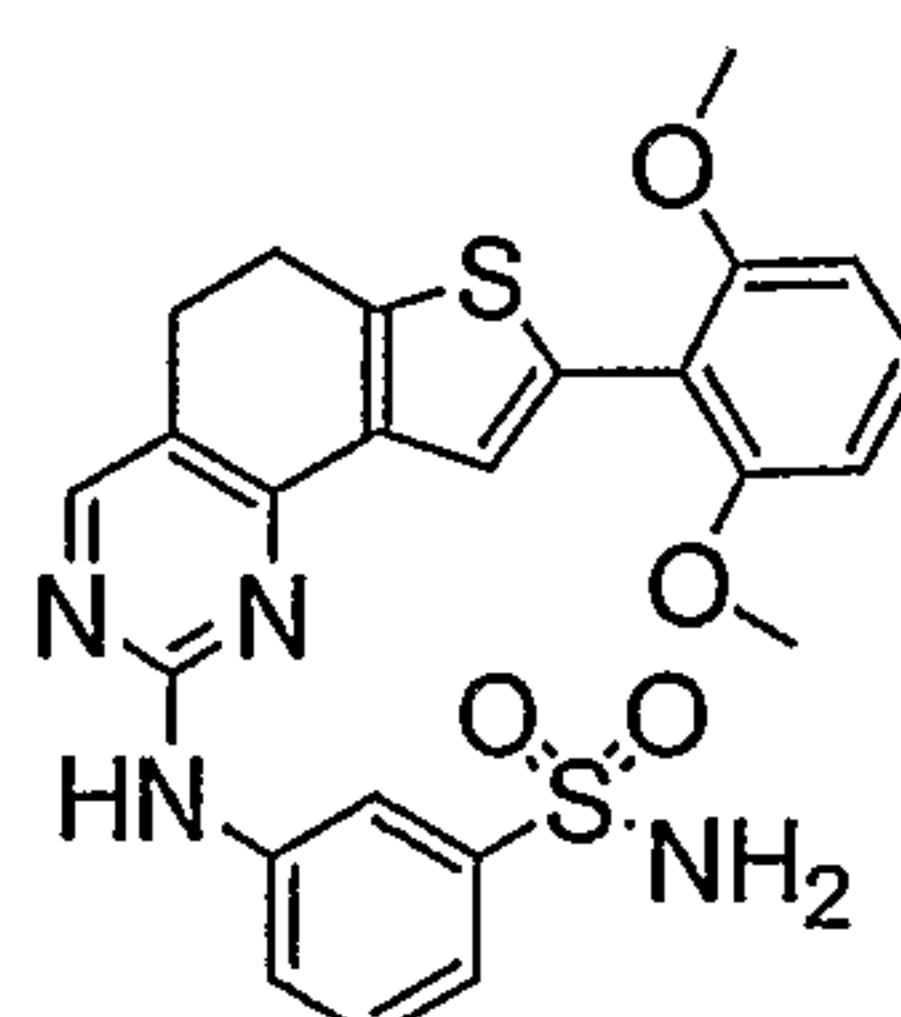
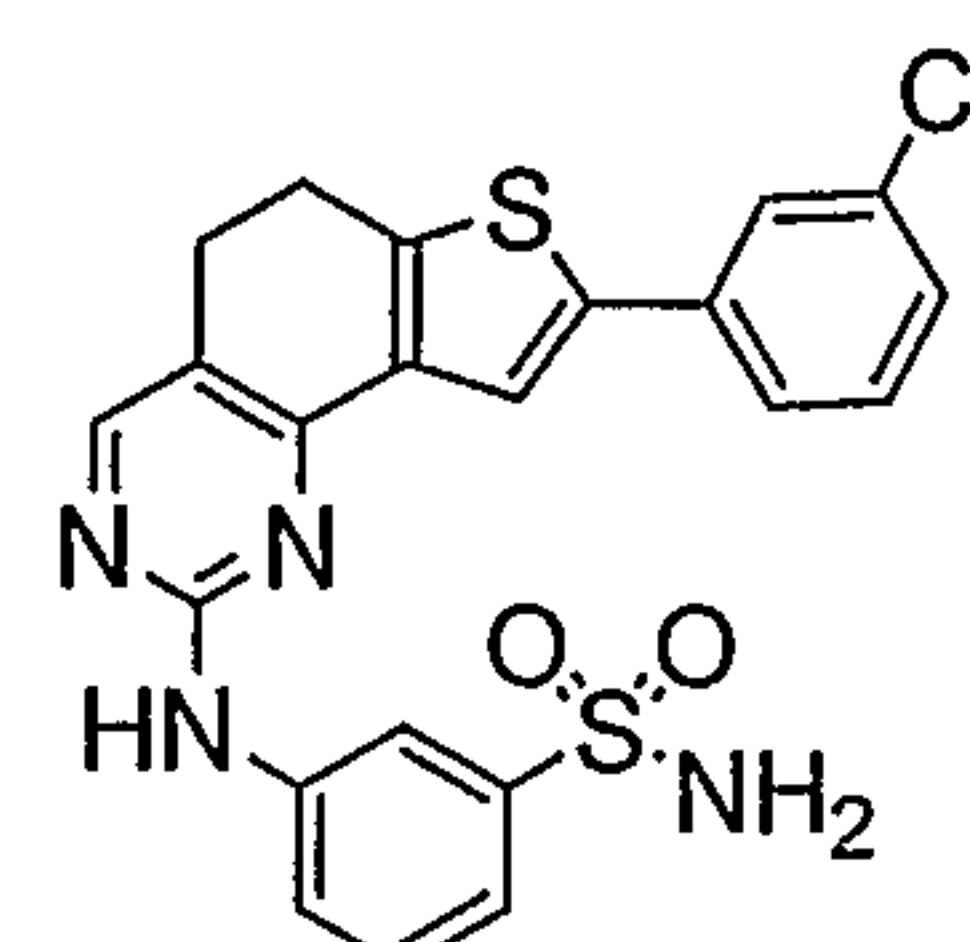
[0143] Scheme III

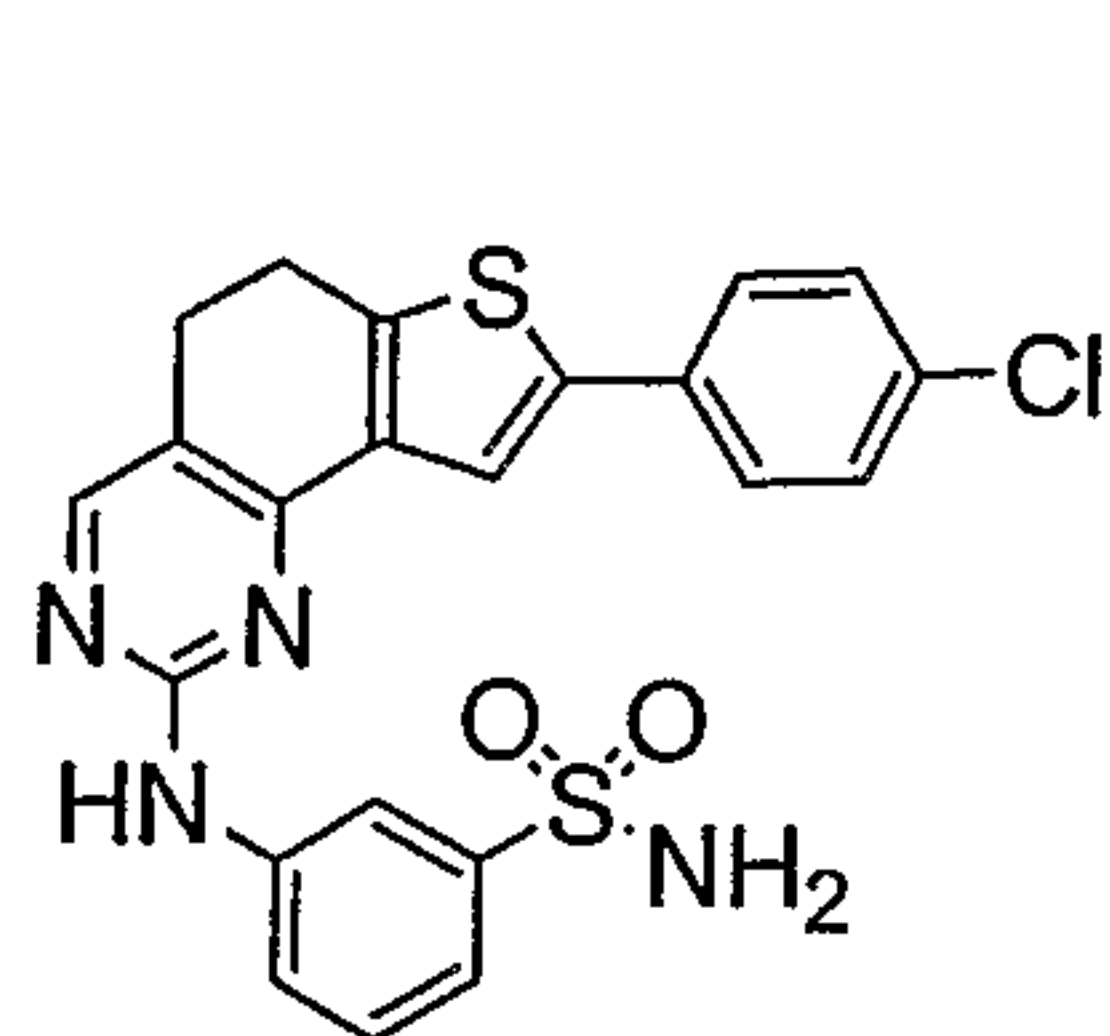
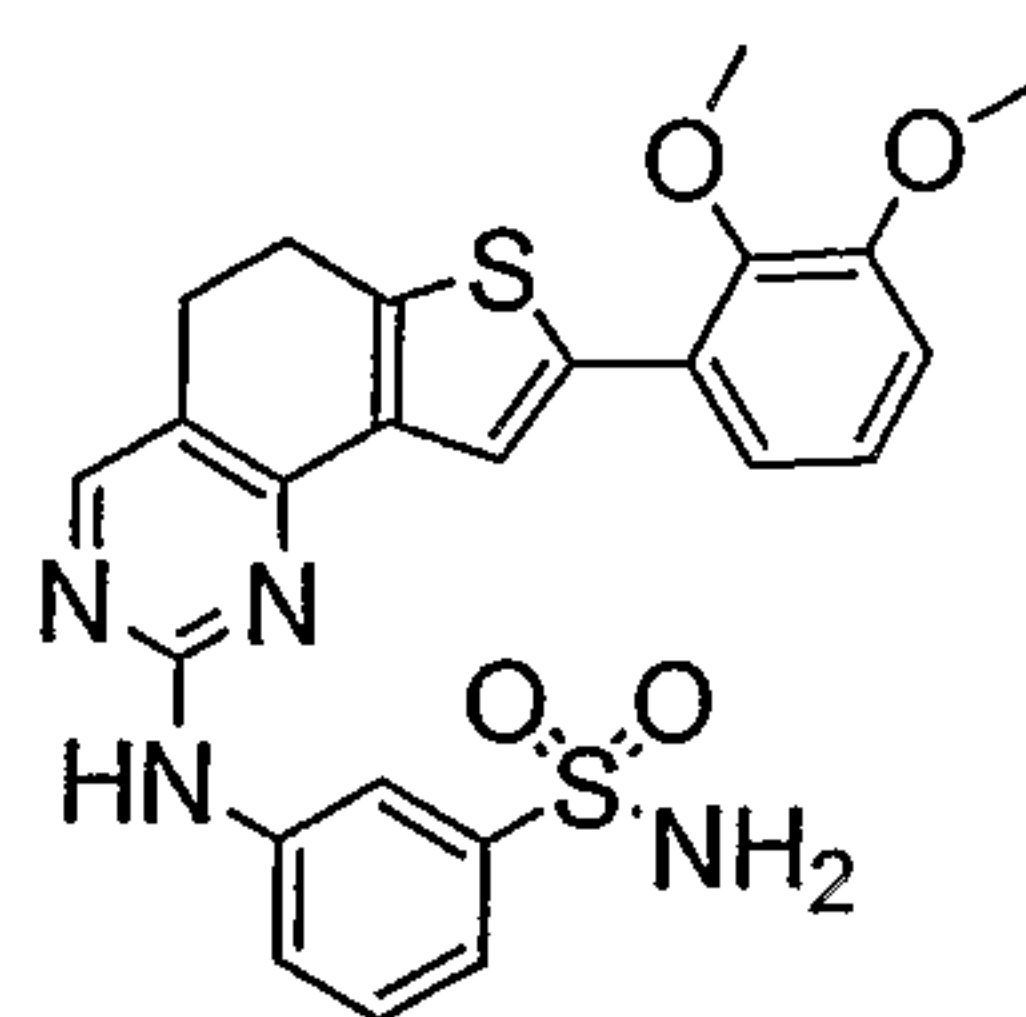
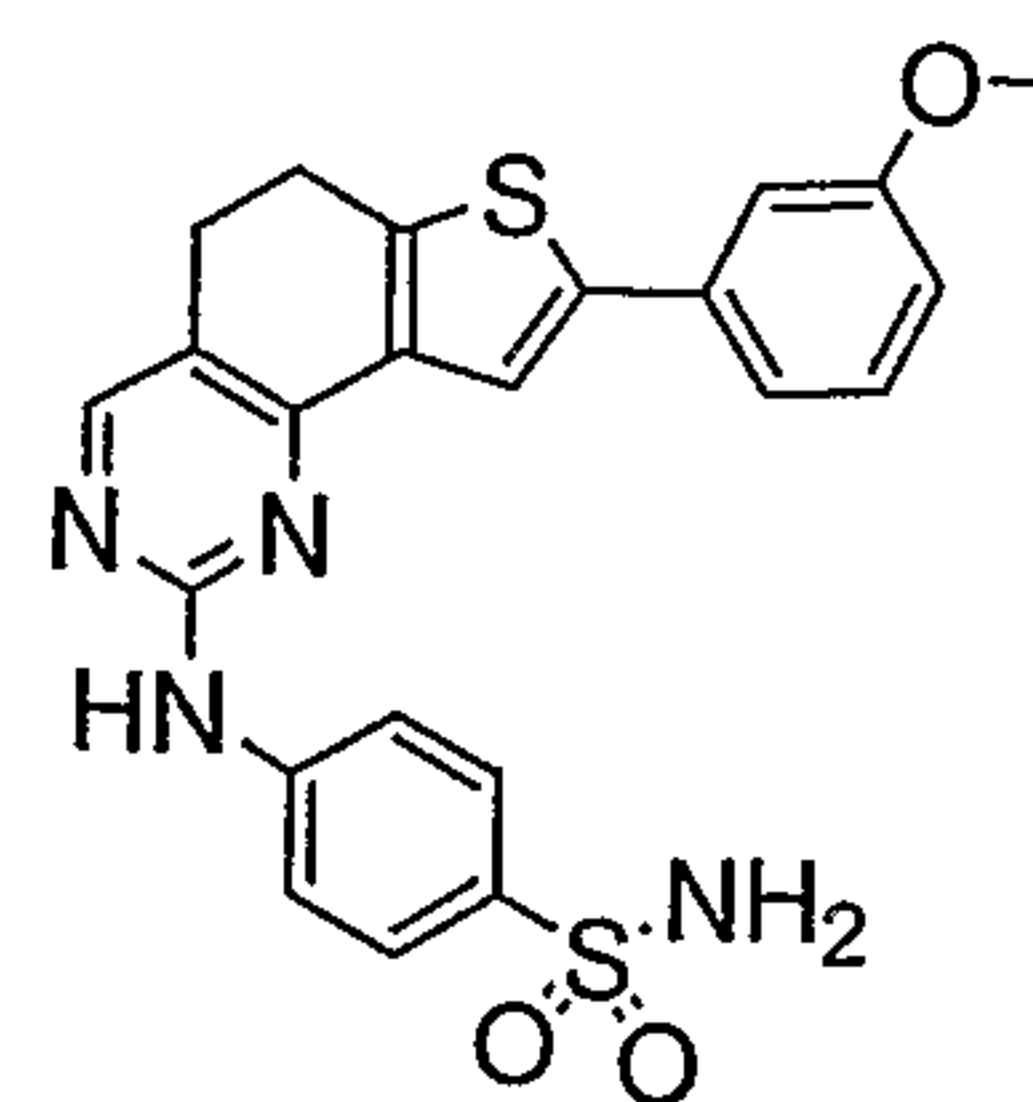
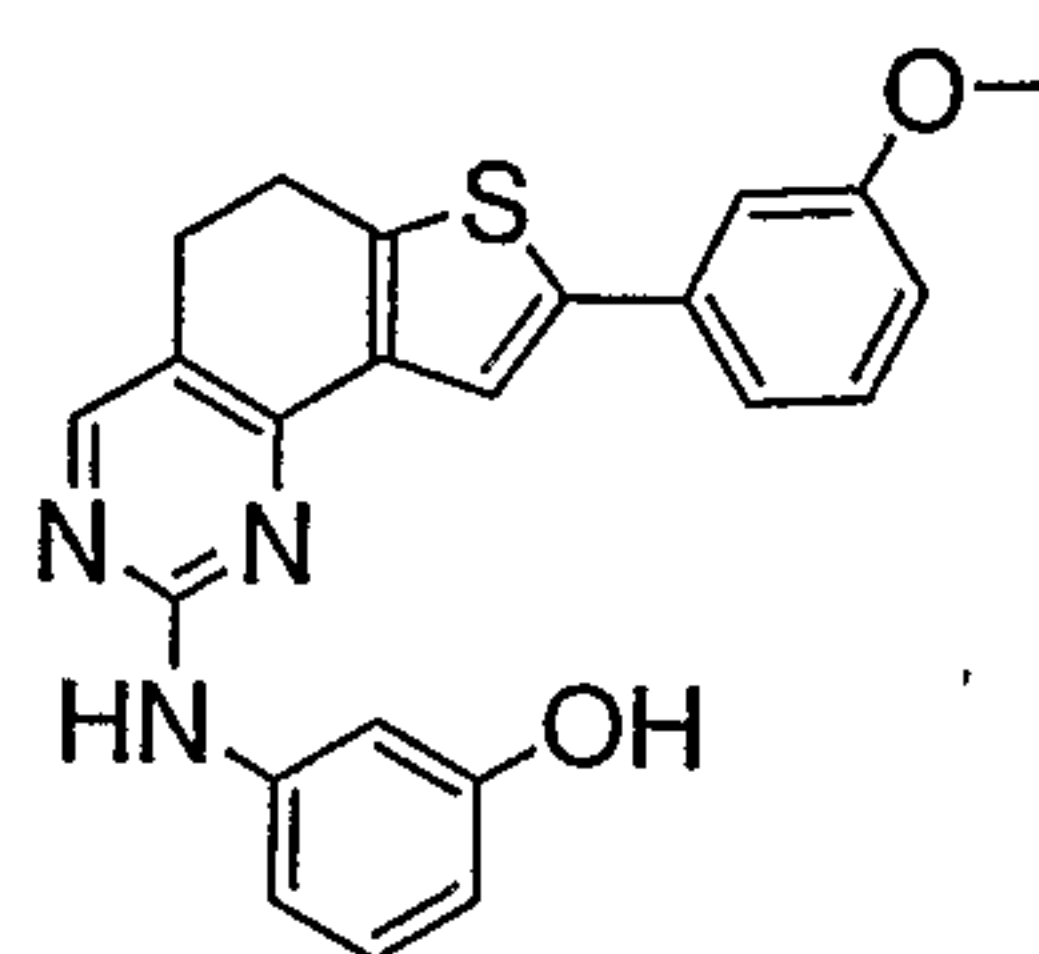
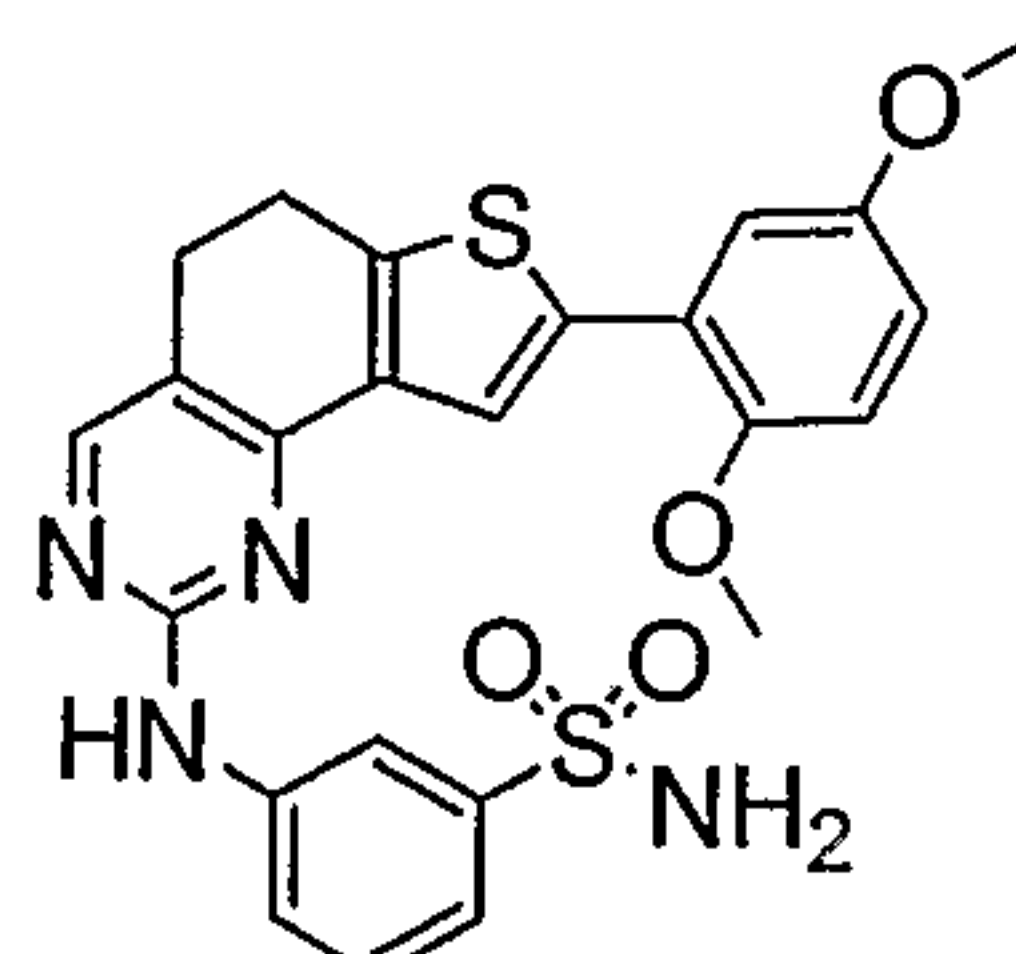
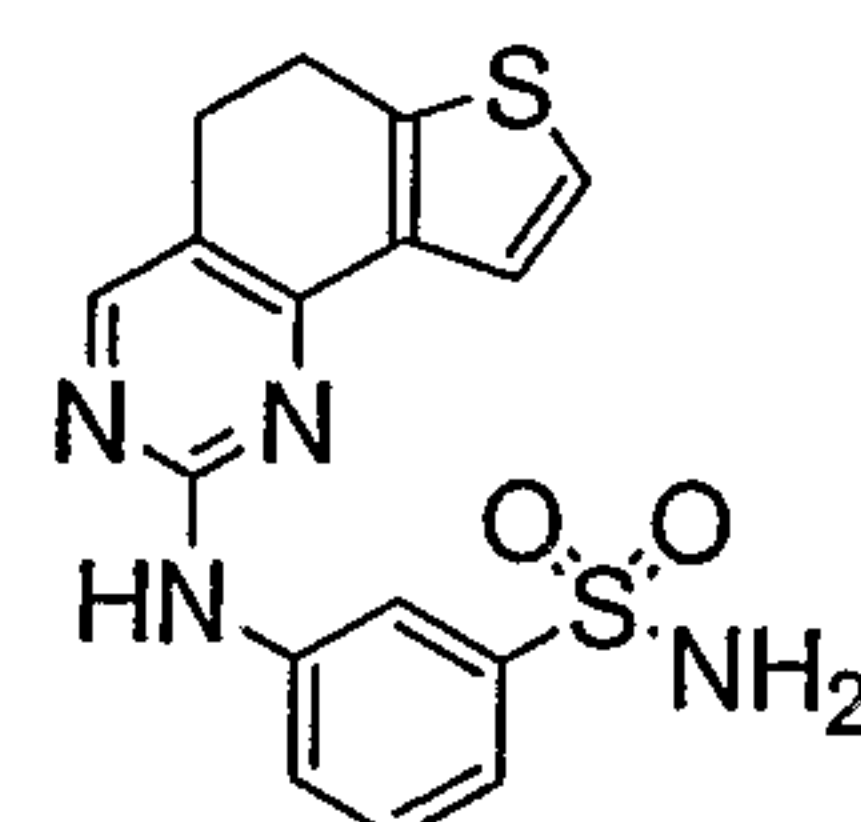
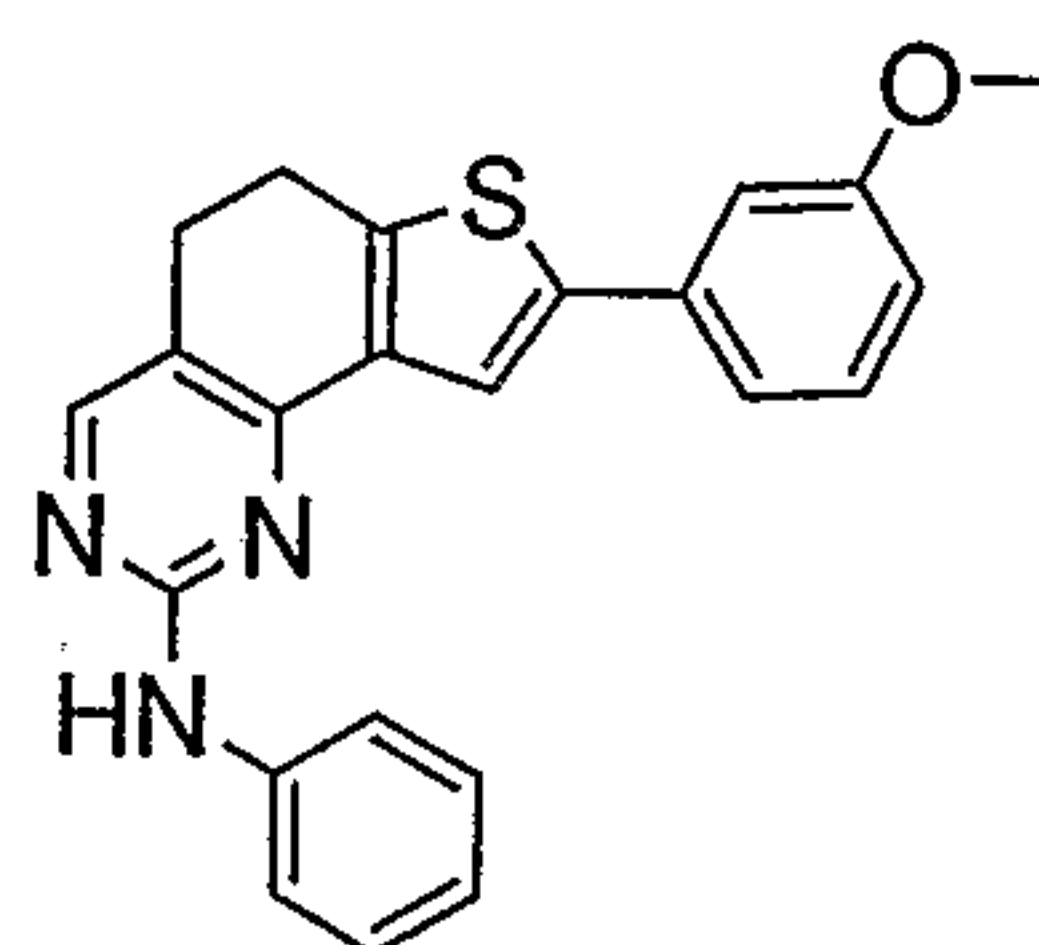
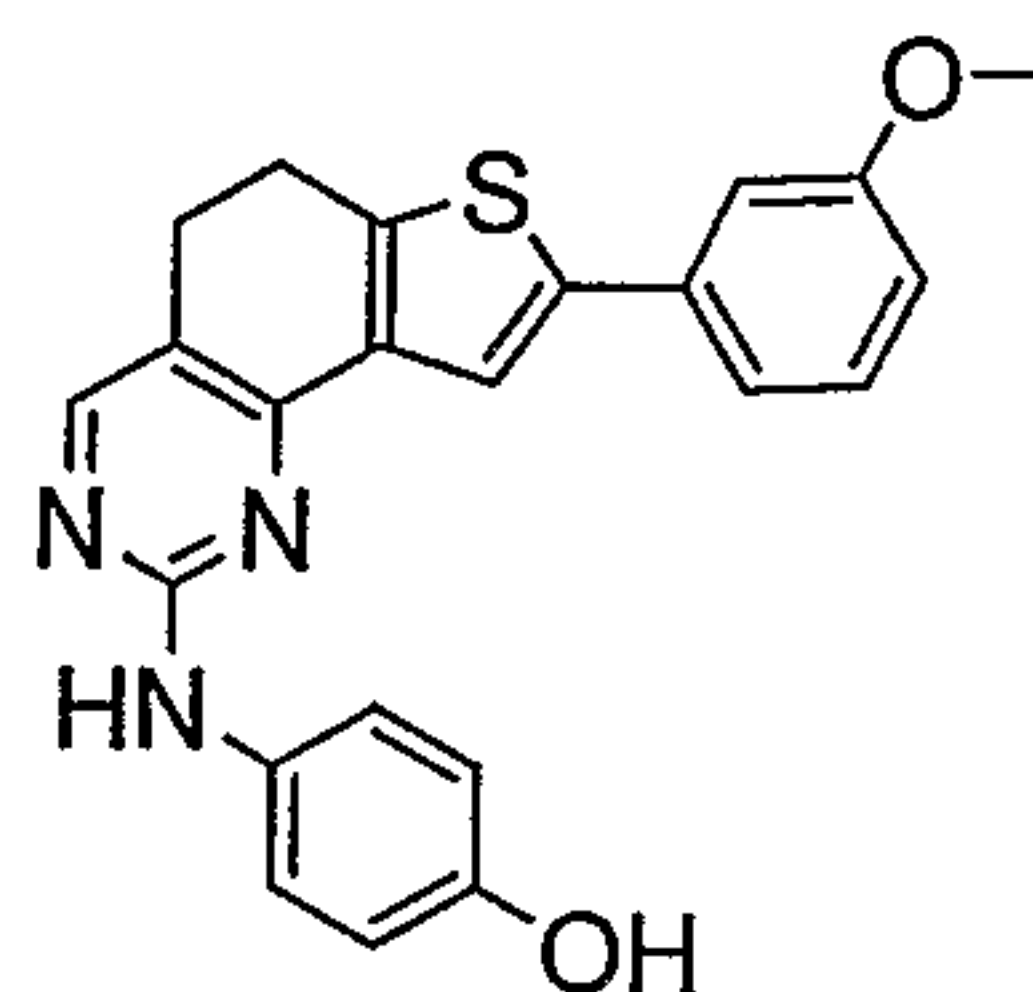
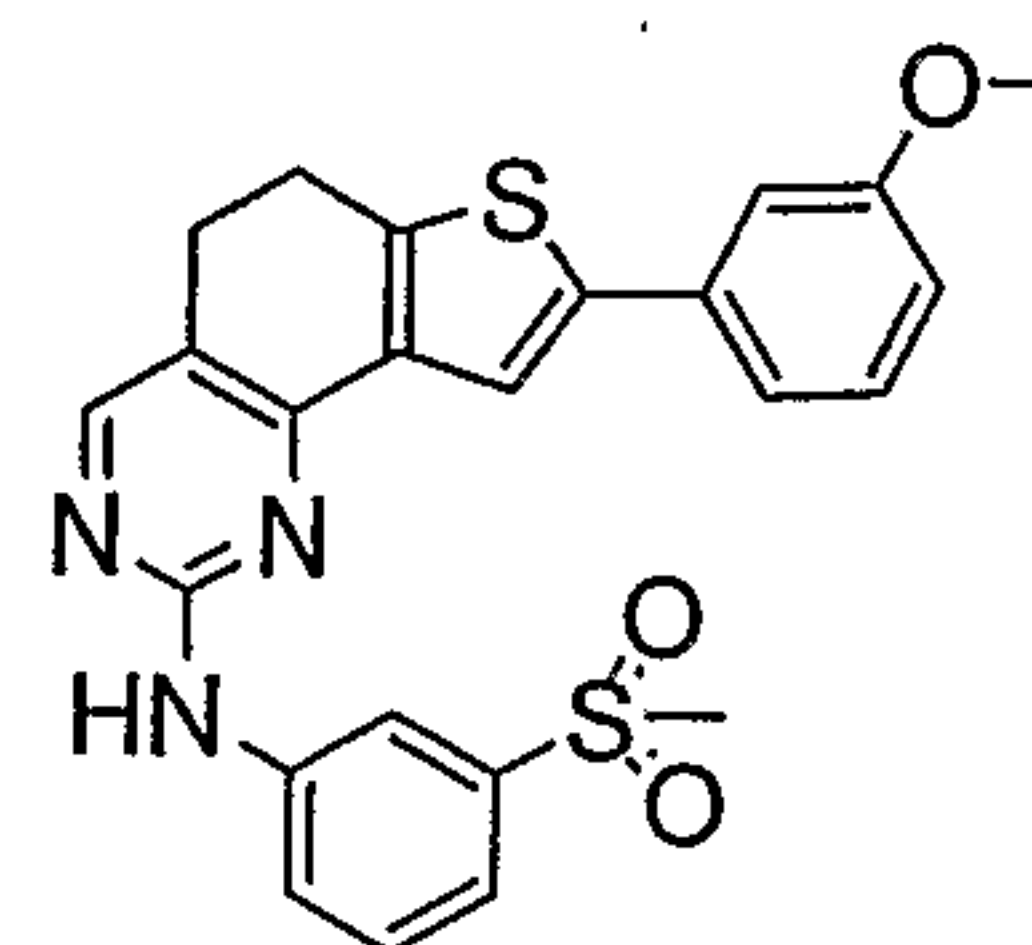
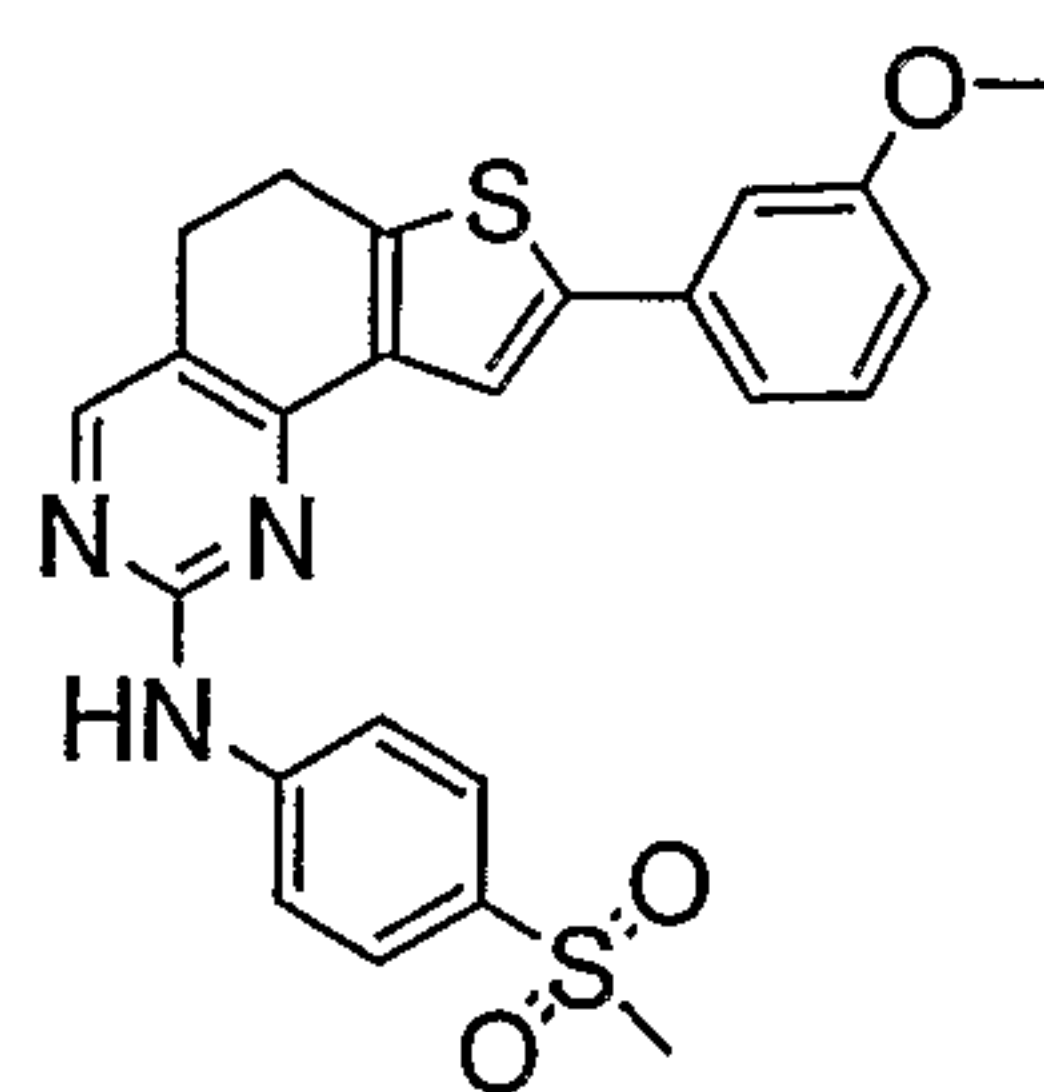
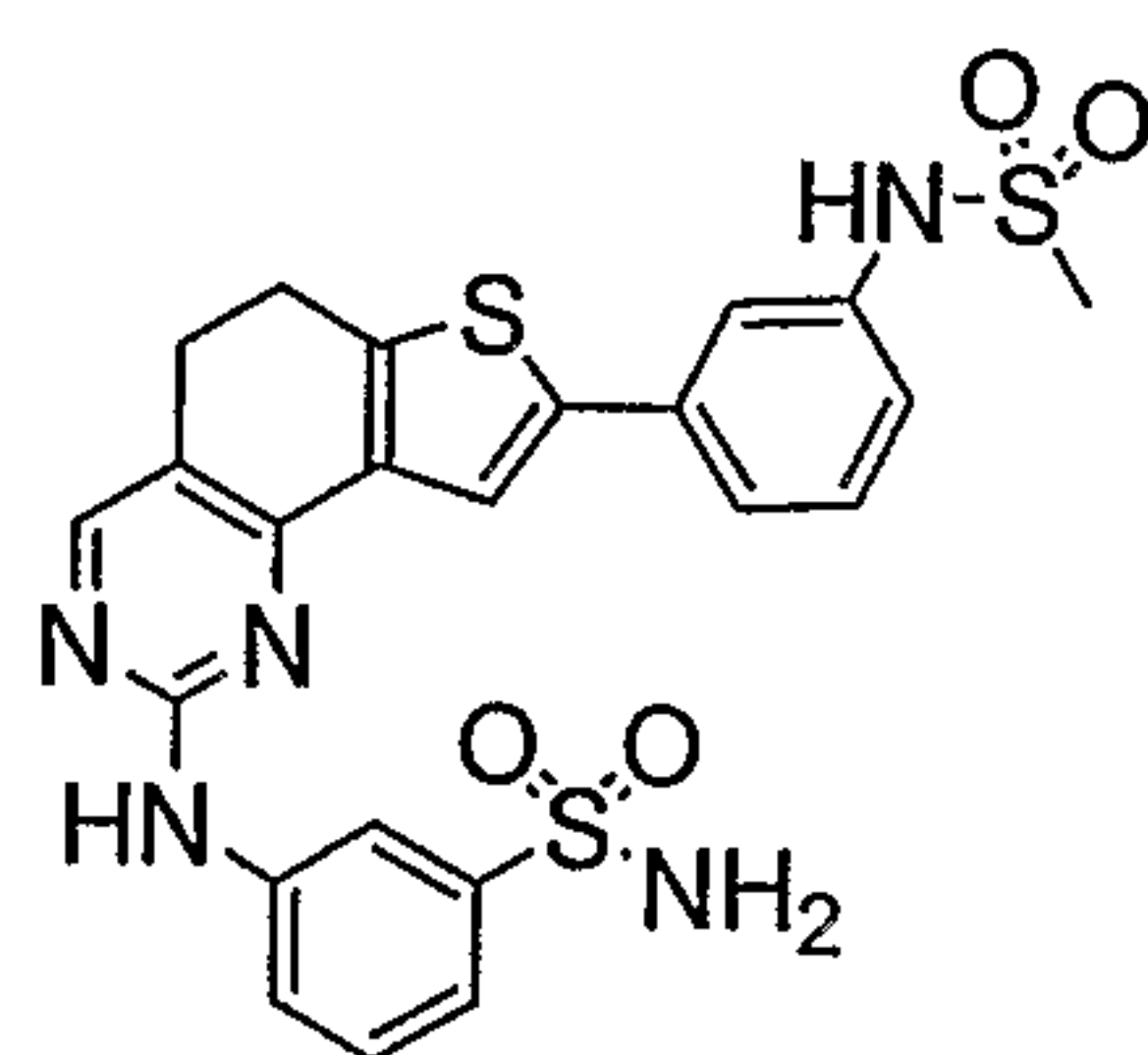
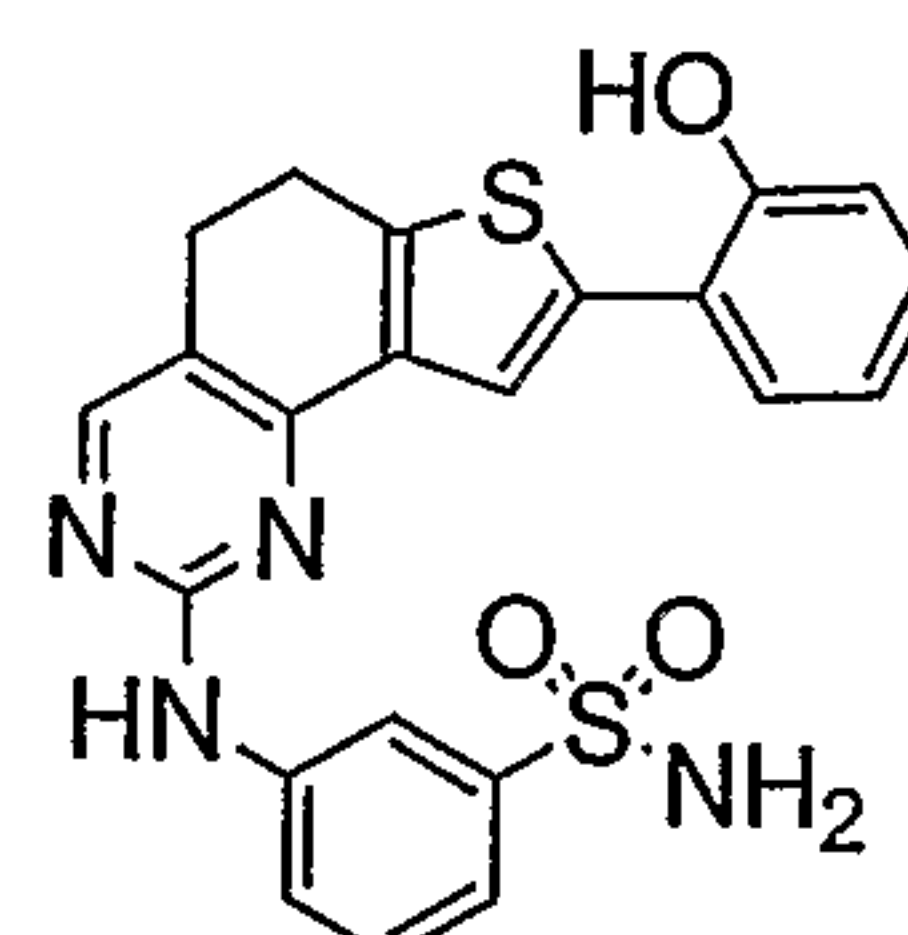
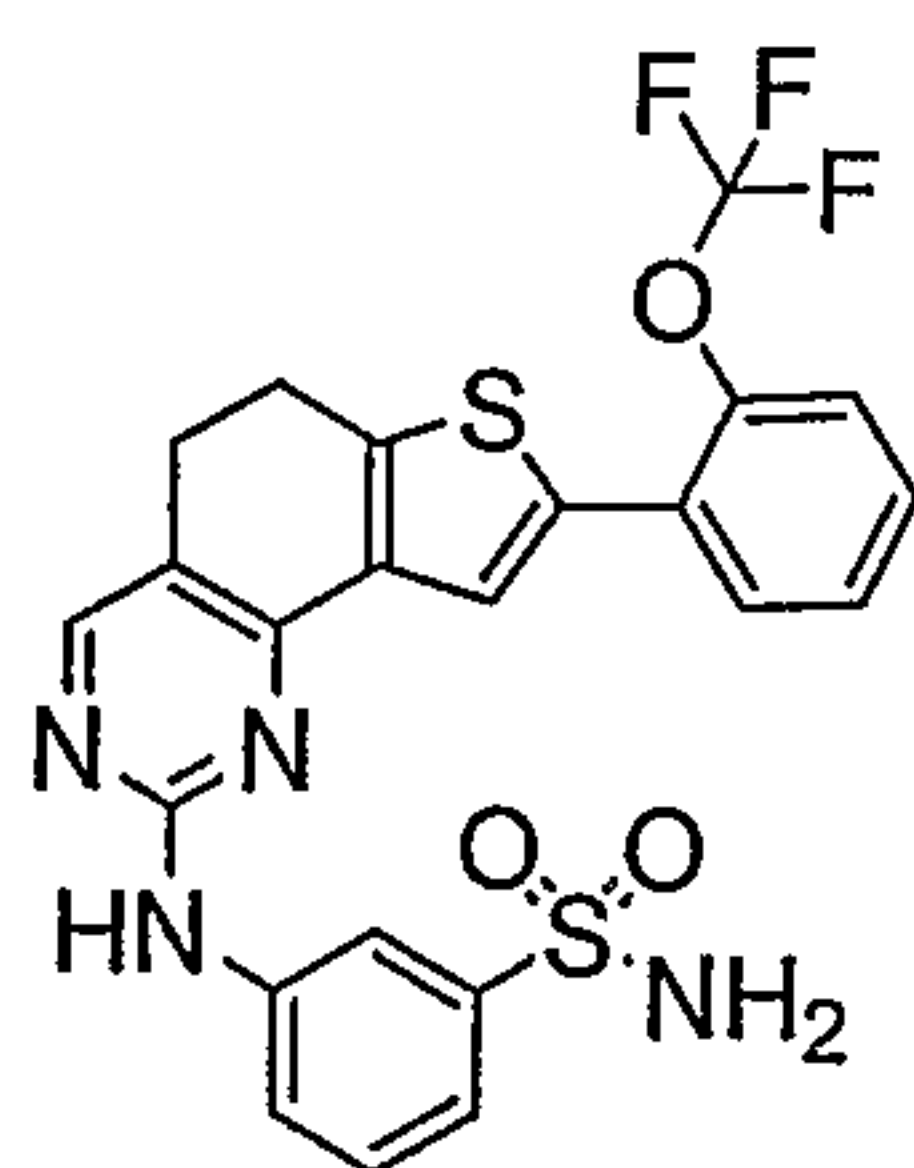
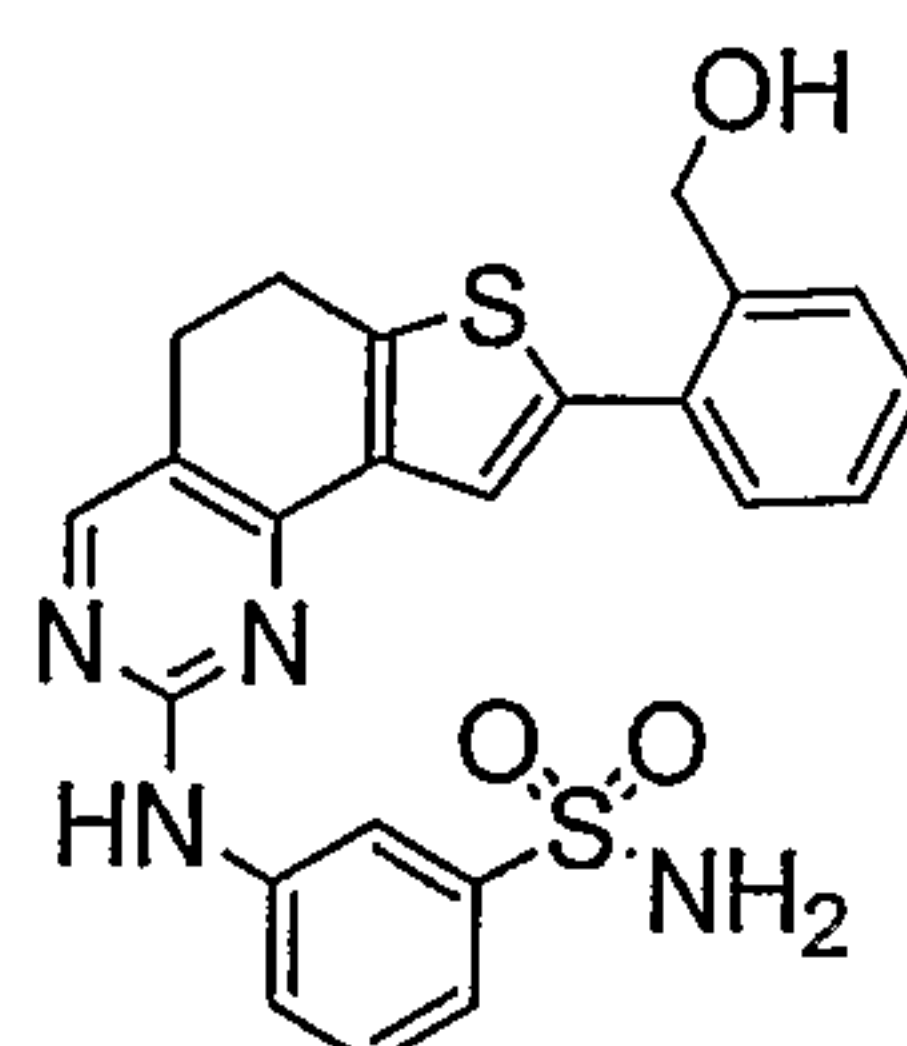
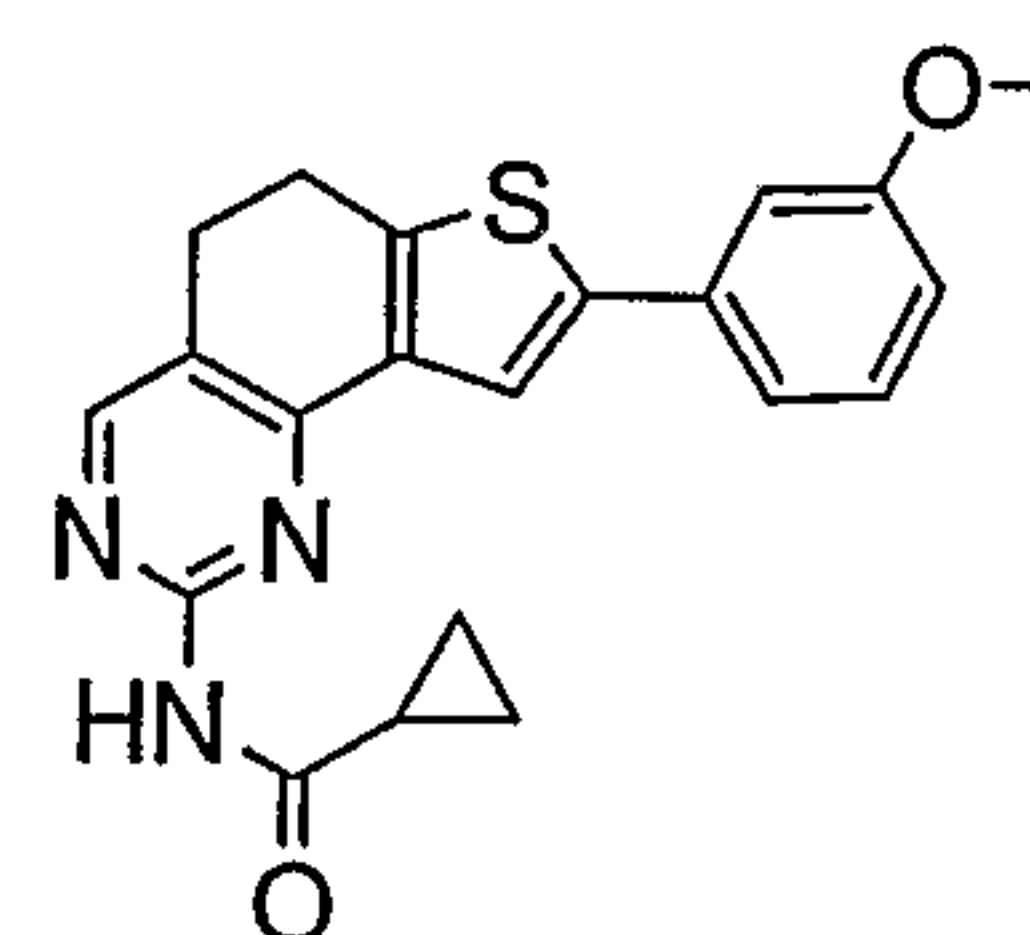
[0144] Reagents and conditions: (a) i) SOCl_2 , CHCl_3 ; ii) MeNHOMe , Et_3N , CHCl_3 ; (b) 1-bromo-3-methylbutane, Mg , I_2 , Et_2O ; (c) carboxymethoxylamine hemihydrochloride, NaOH , MeOH ; (d) $\text{K}_2\text{S}_2\text{O}_8$, NaOH_{aq} ; (e) Brederick's Reagent, DME , reflux, 12 hours; (f) K_2CO_3 , DMA , 120°C , 12 hours.

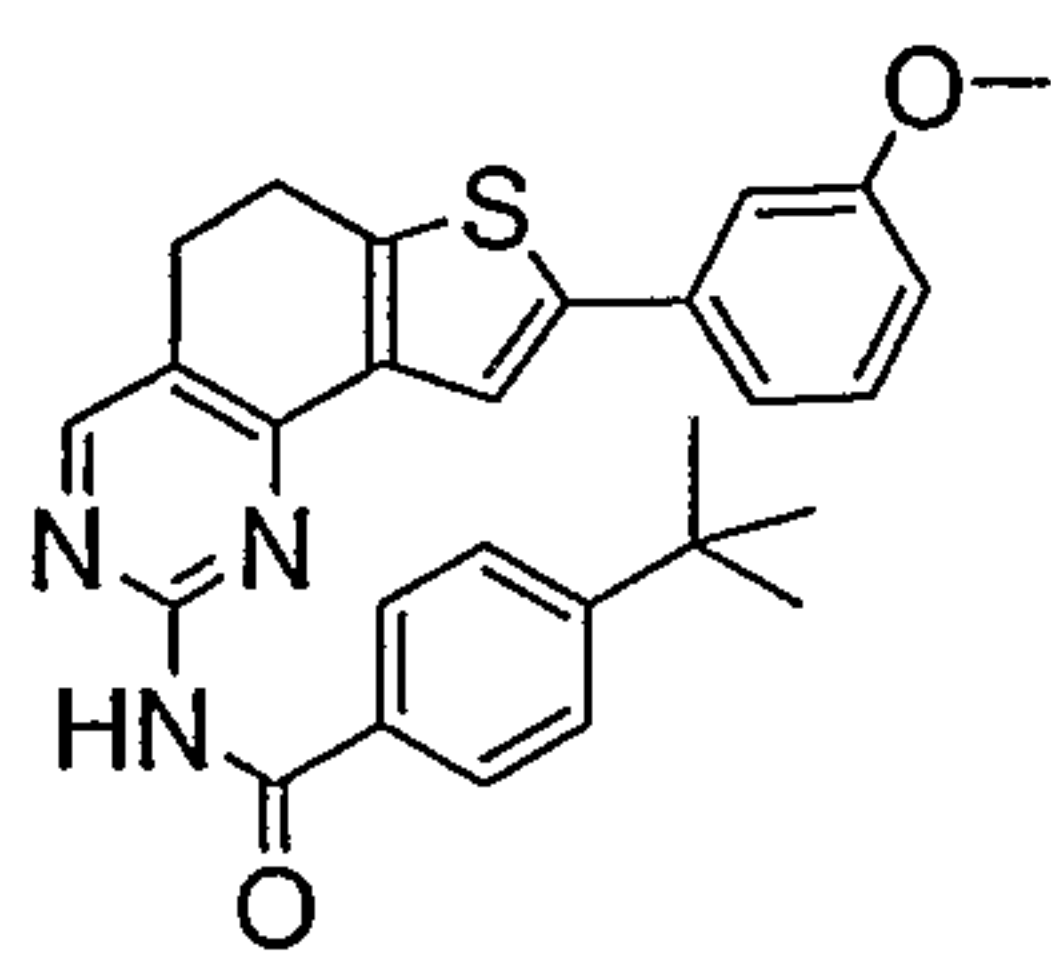
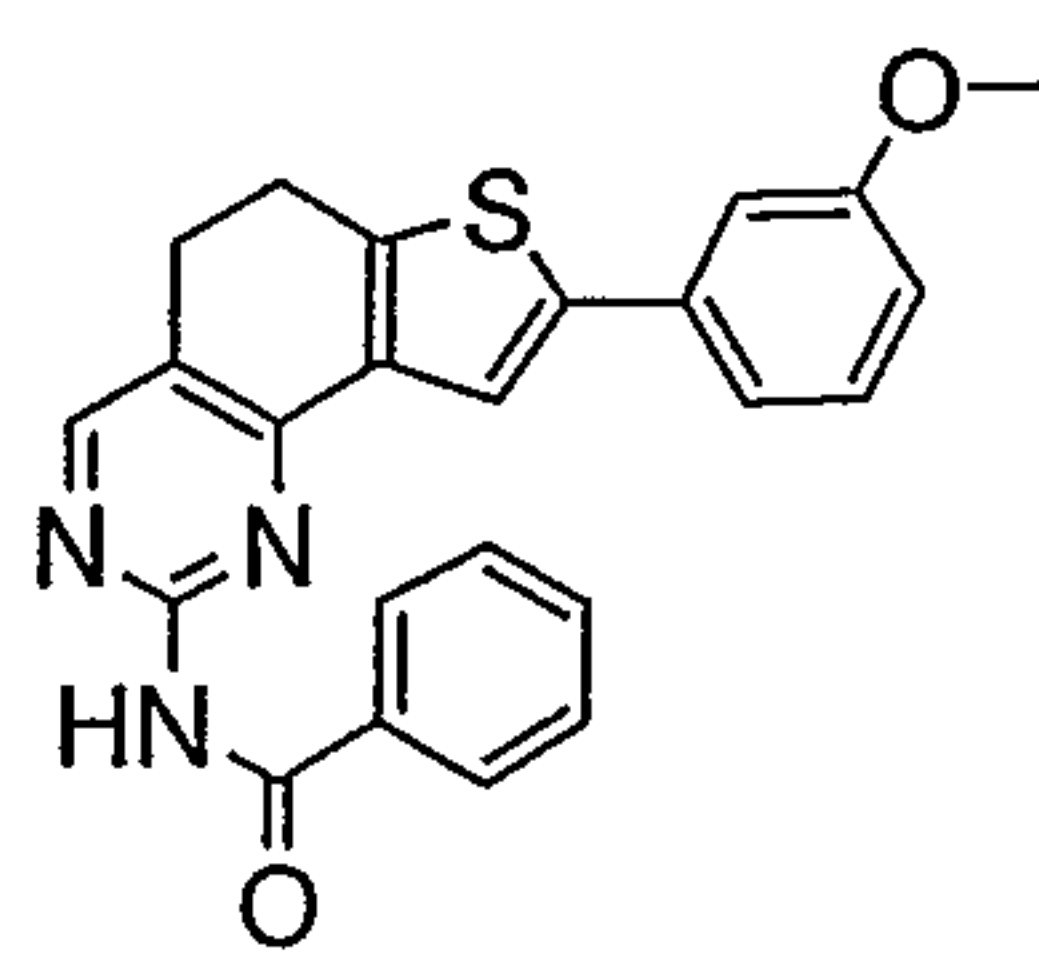
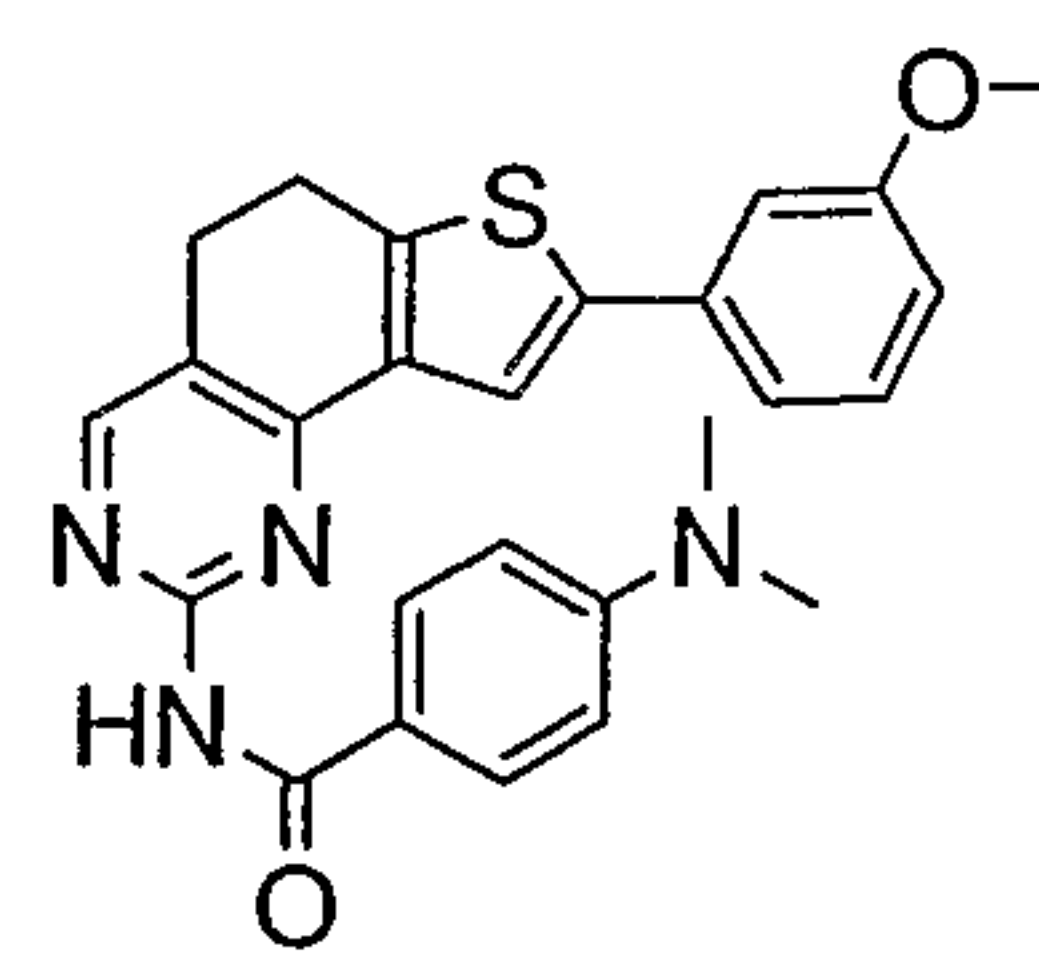
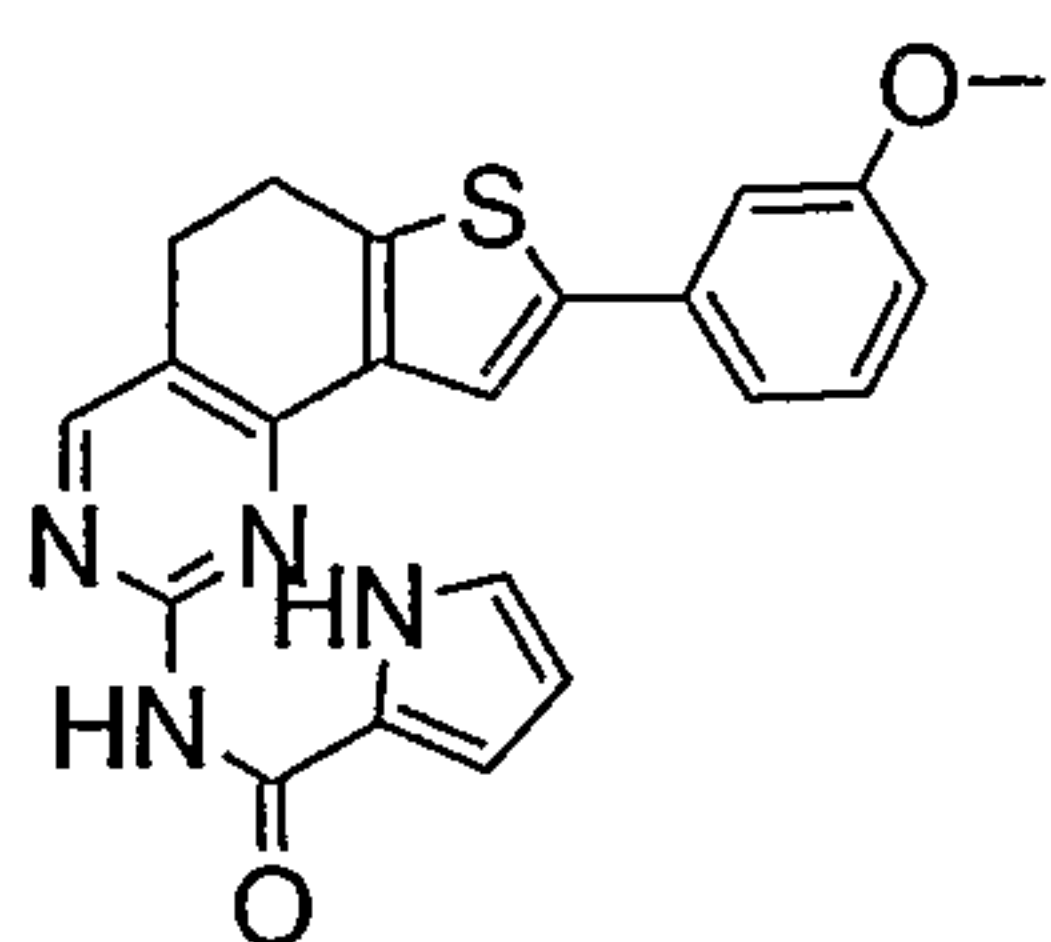
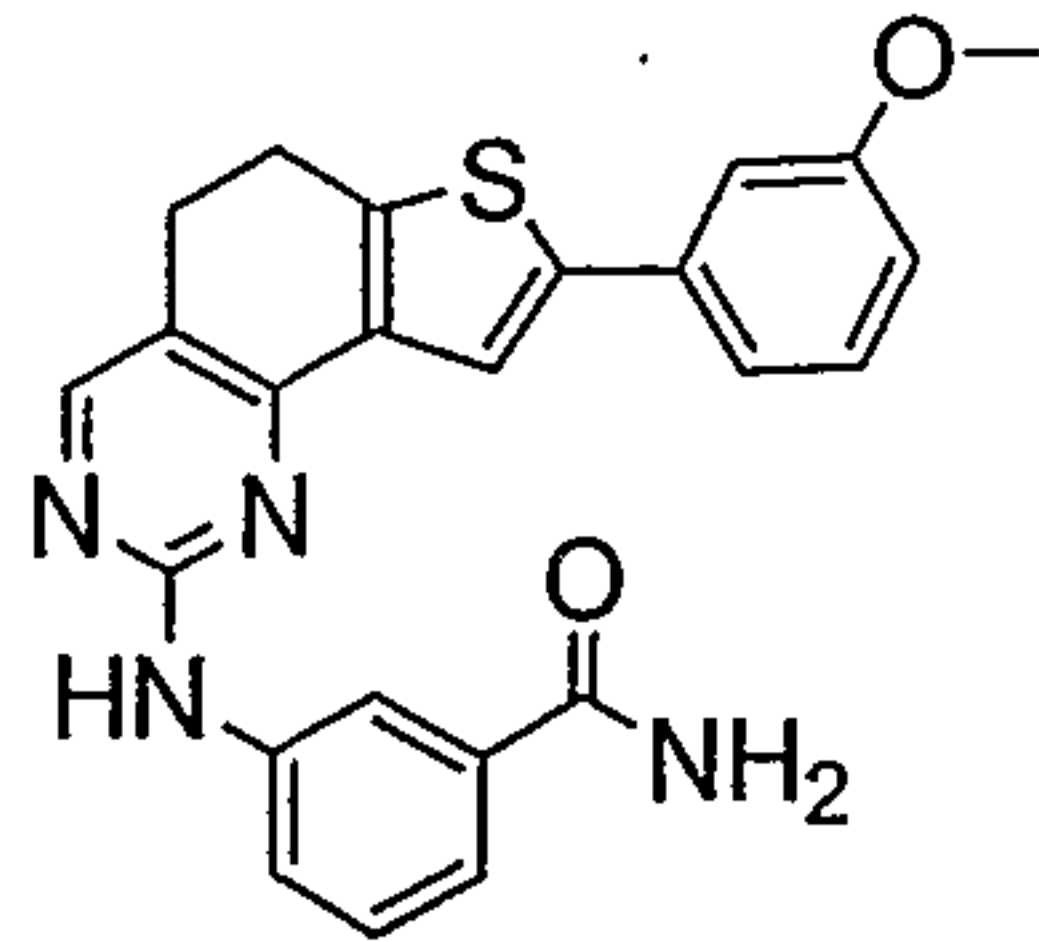
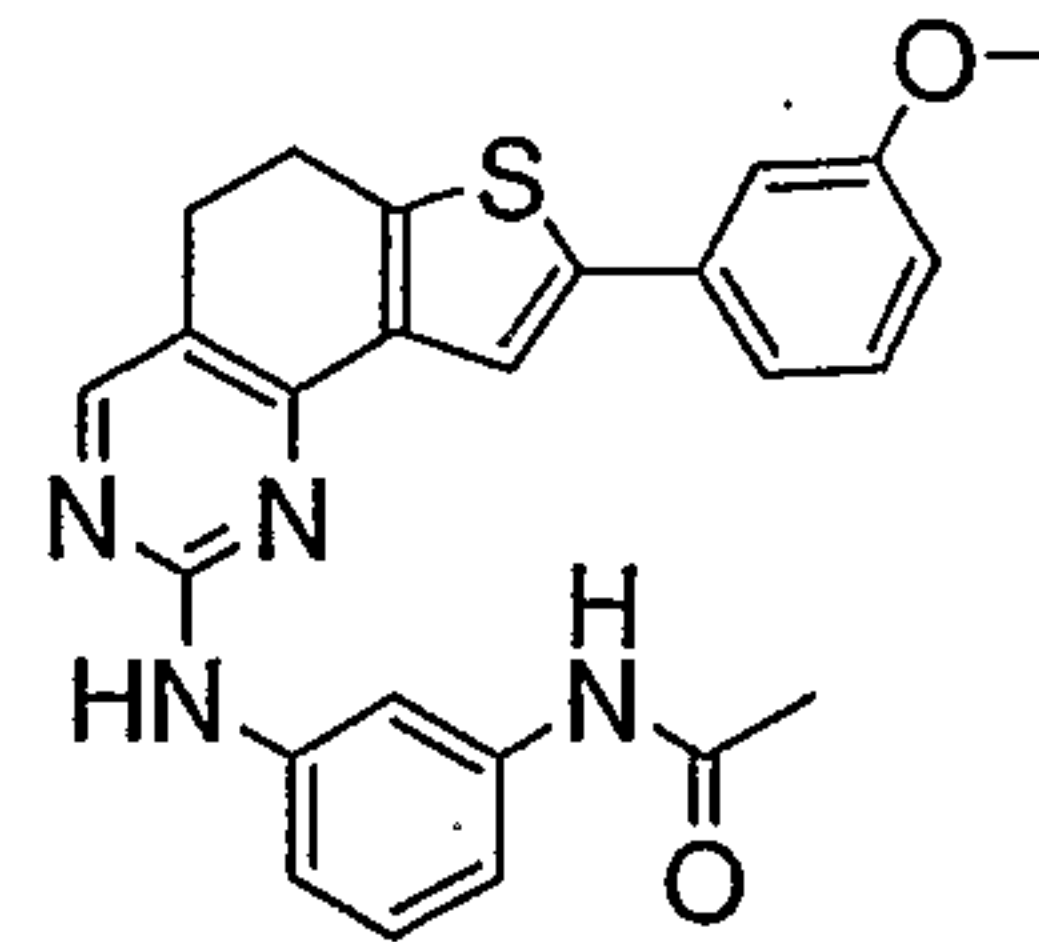
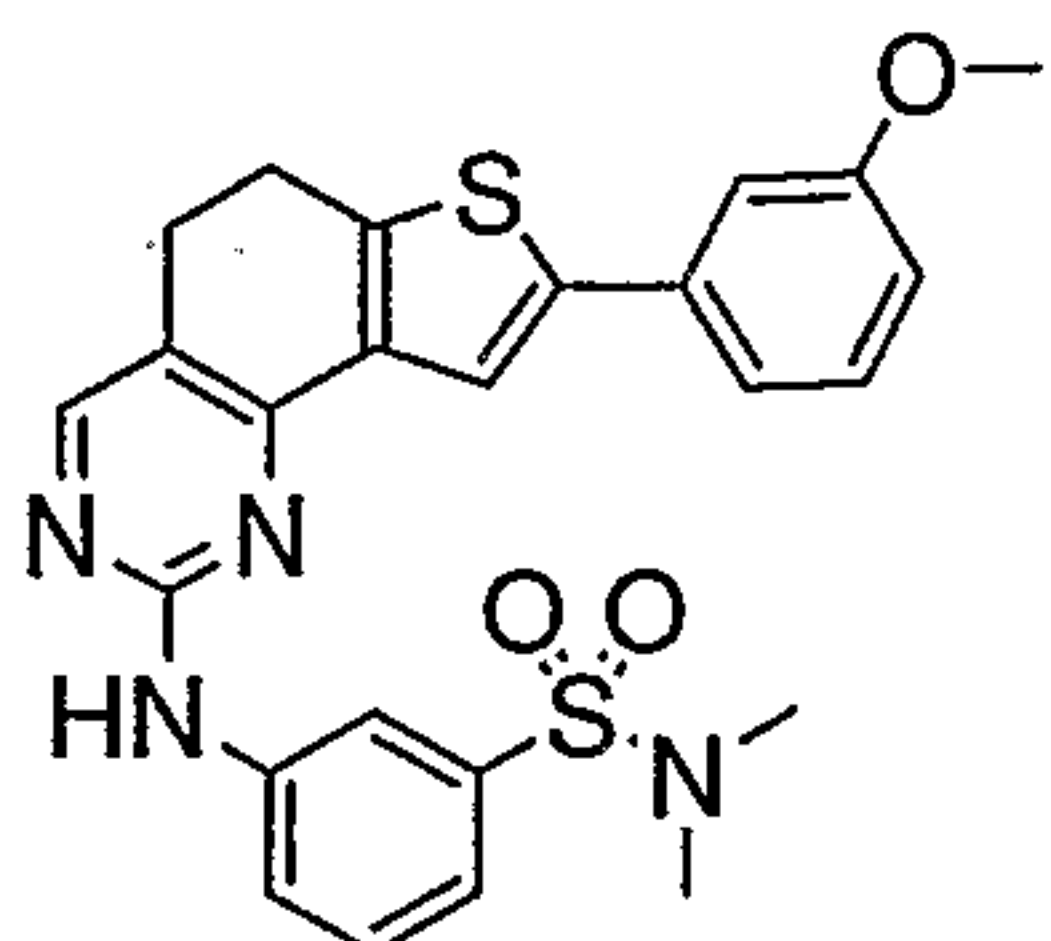
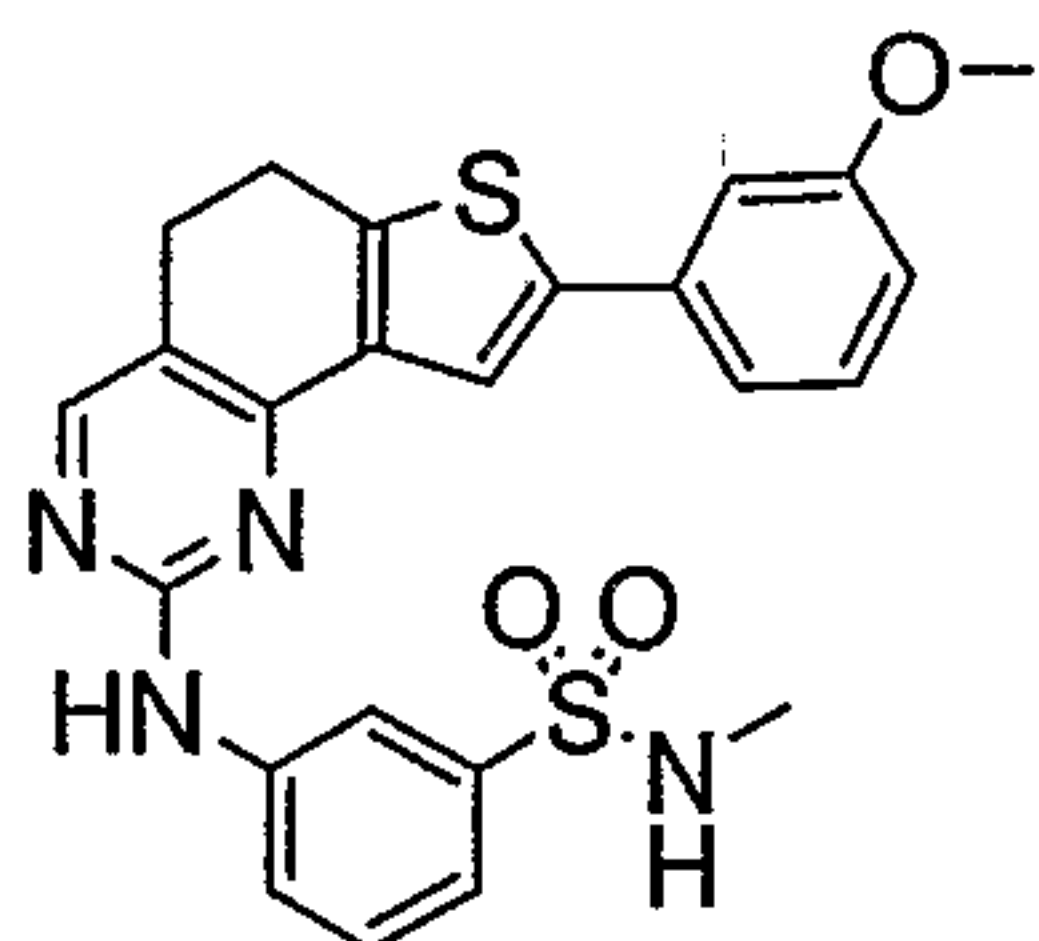
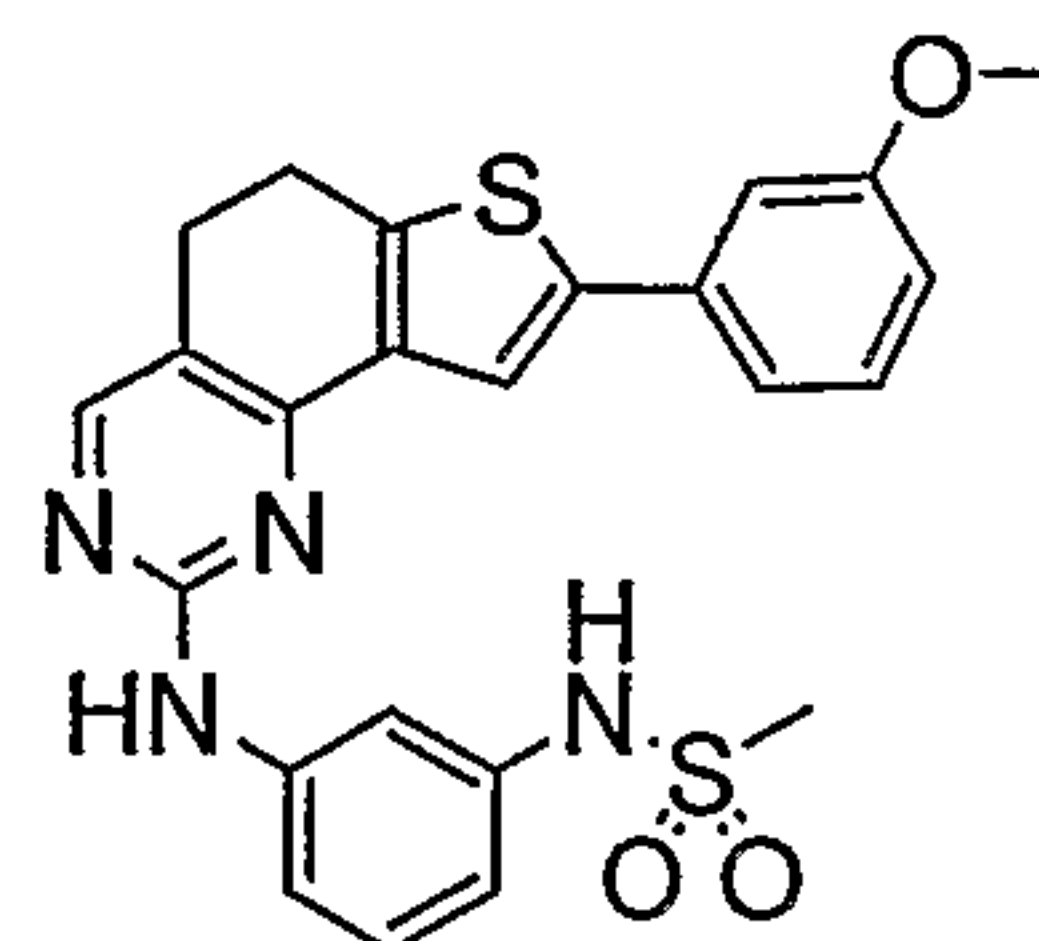
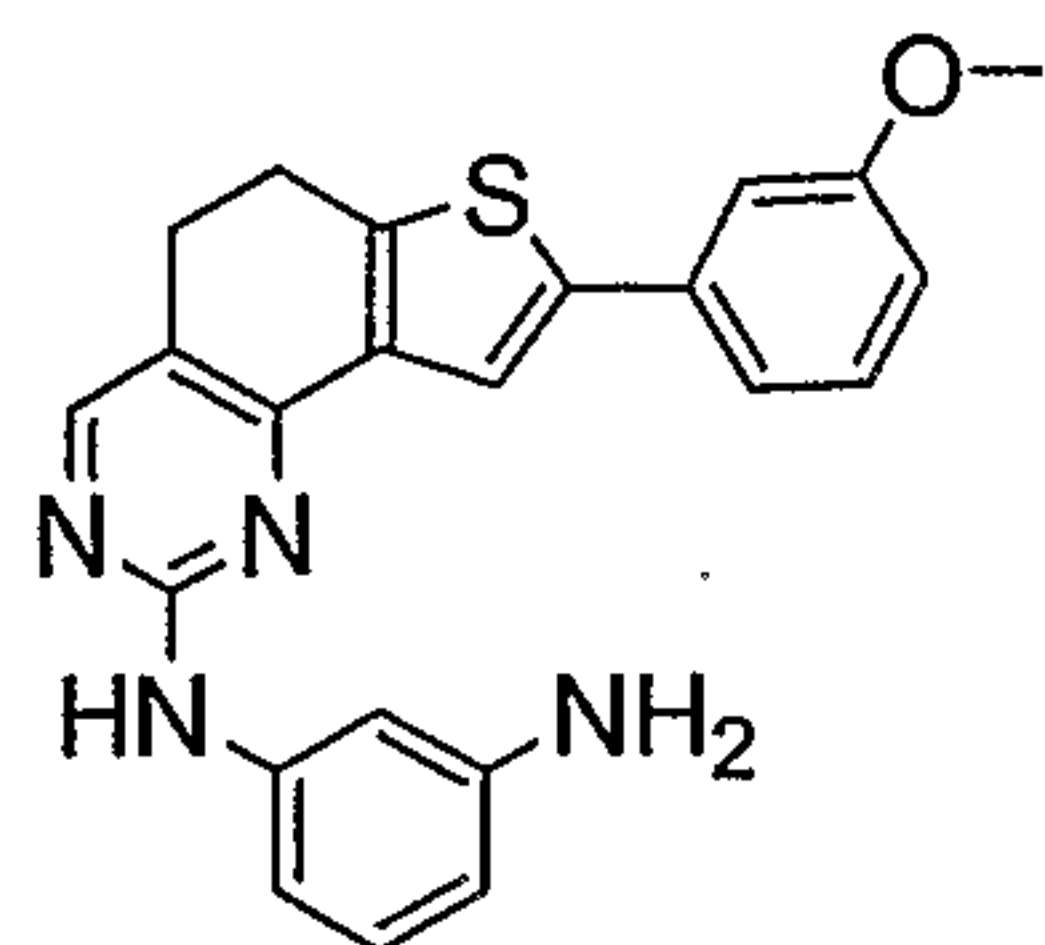
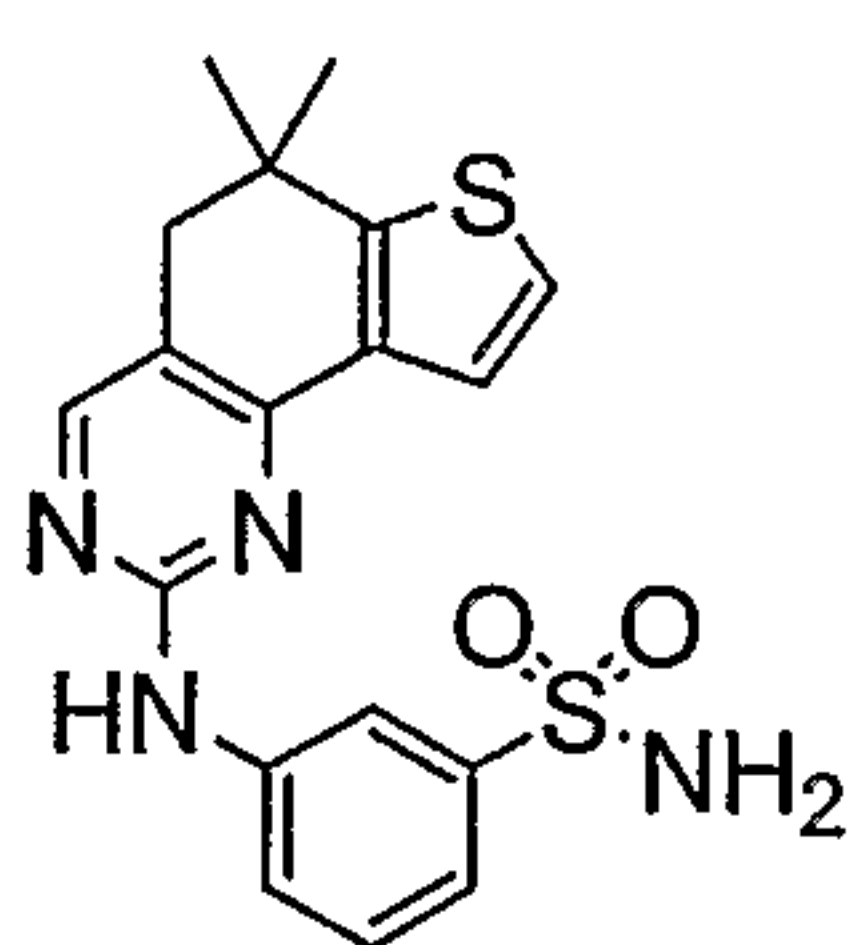
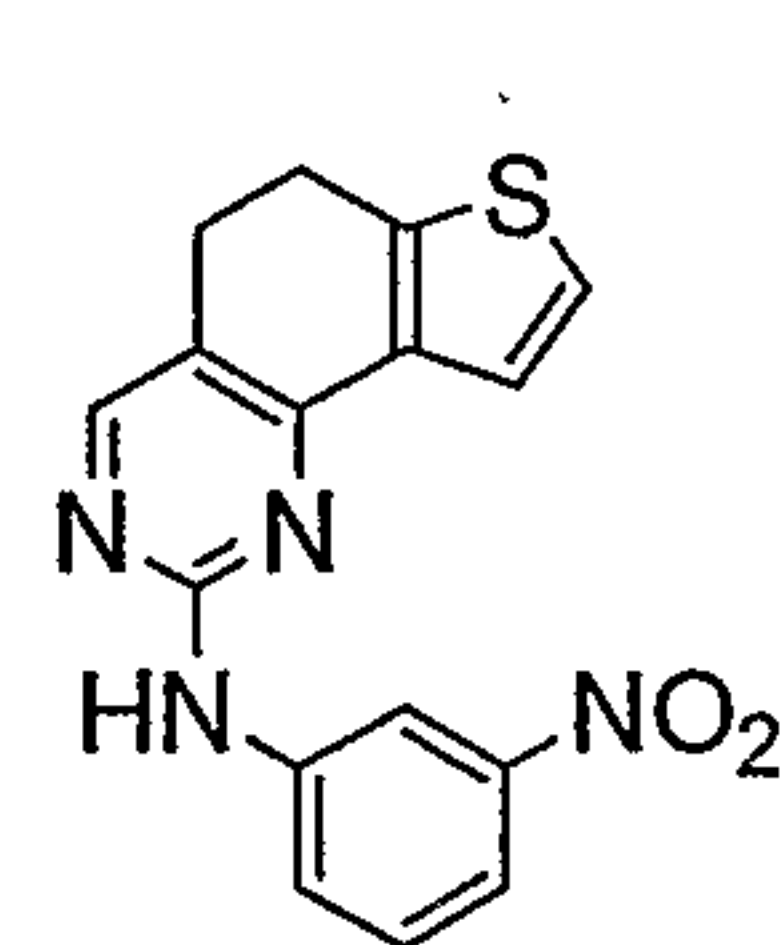
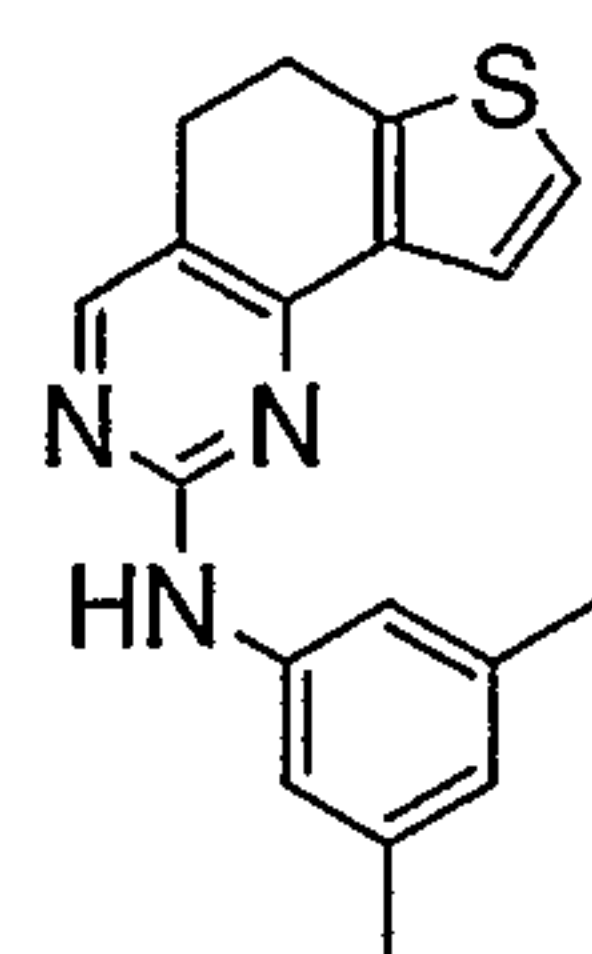
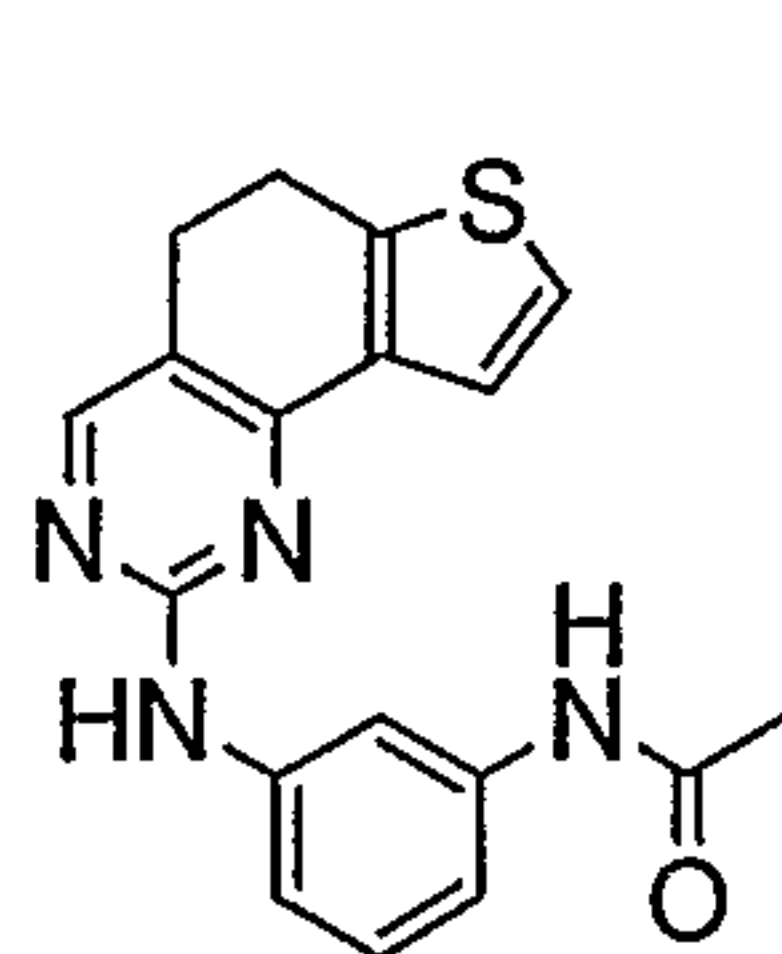
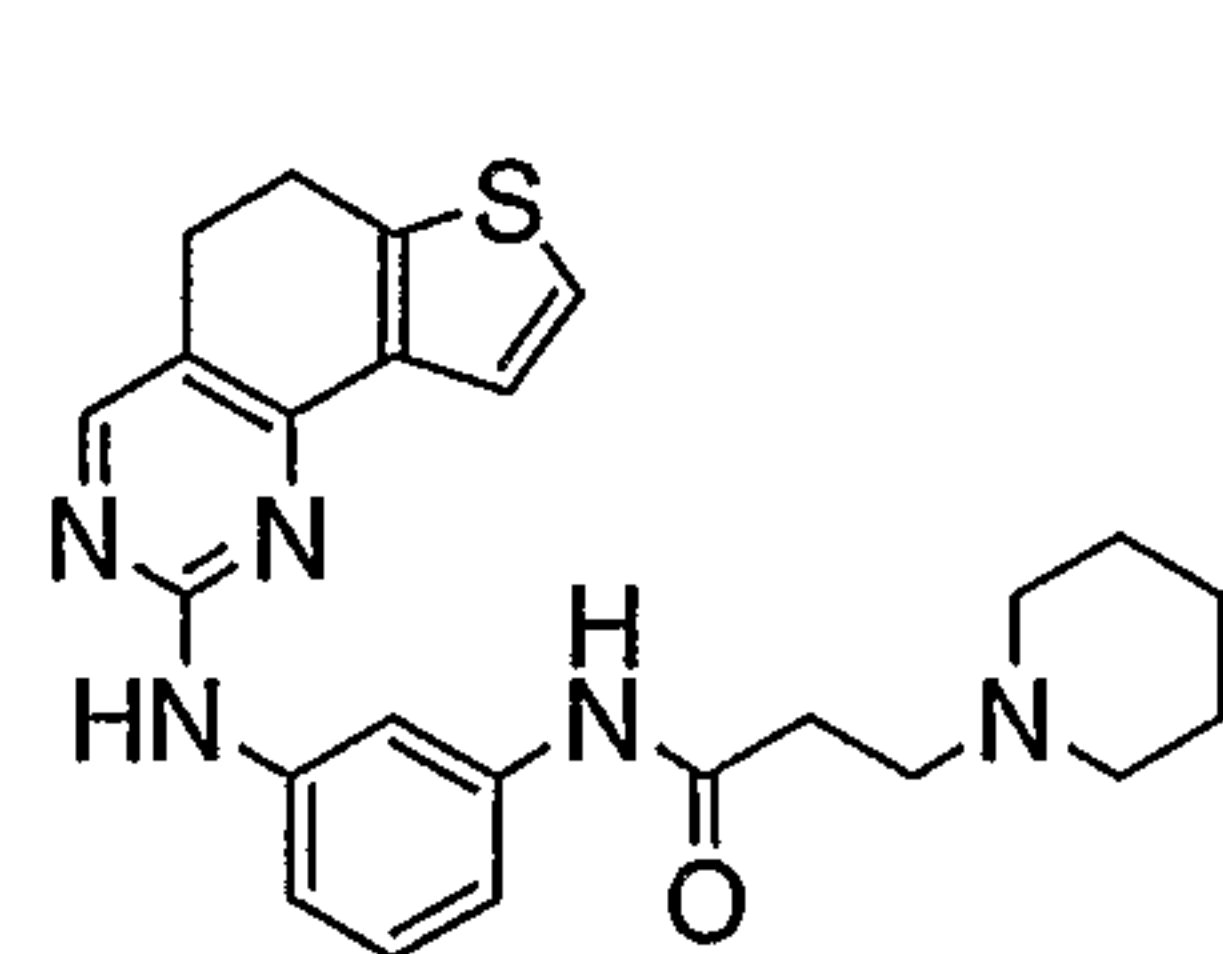
[0145] Scheme III above shows a general synthetic route that is used for preparing compounds of formula 14 of this invention where Cy^1 is as described herein. Intermediate 10 is prepared from thiophene-3-carboxylate 8 in a two steps sequence via the Weinreb amide 9. Compound 10 is then treated, in alkali medium, with carboxymethoxylamine hemihydrochloride to form intermediate 11. The cyclisation of 11 is achieved using the method described by Forrester, *et al*, *J. Chem. Soc., Perkin Trans. 1* **1981**, 984. Intermediate 13 is synthesized according to Scheme III step (e). Compound 13 is treated with *N*-substituted guanidine 4 according to step (f). This reaction is amenable to a variety of *N*-substituted guanidines to form compounds of formula 14.

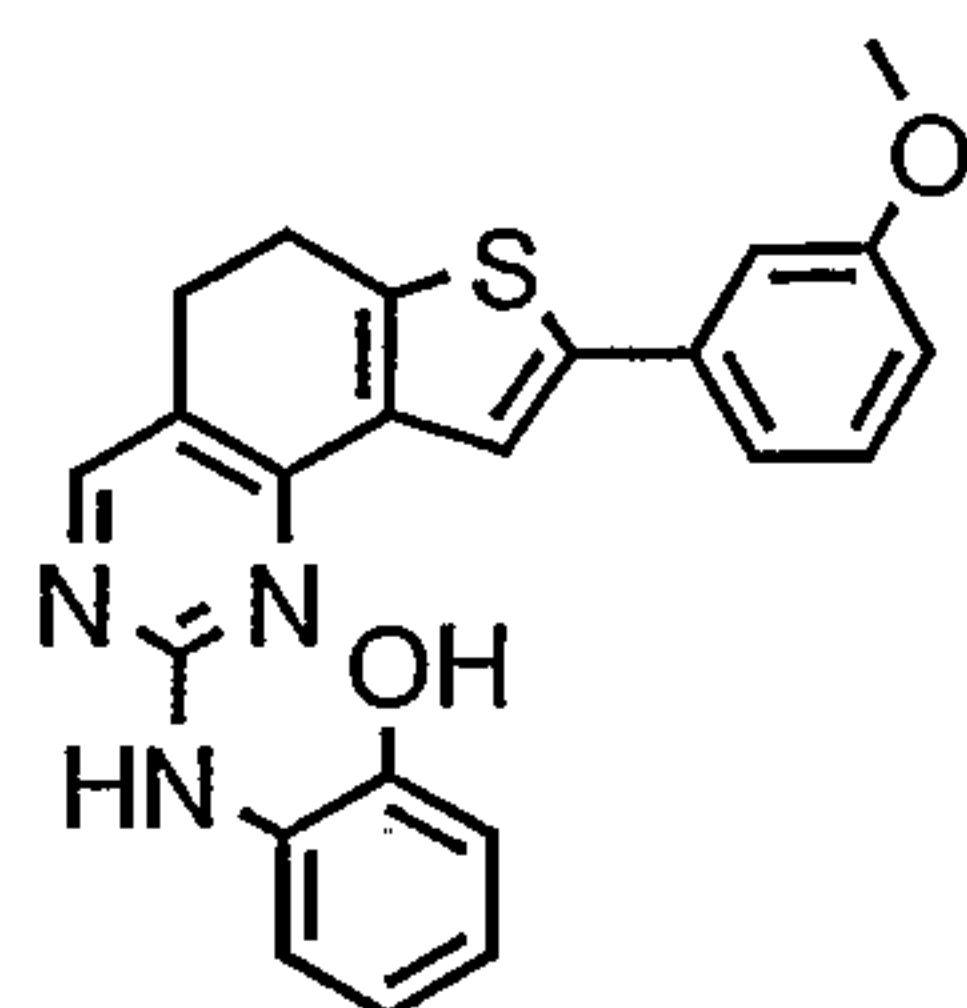
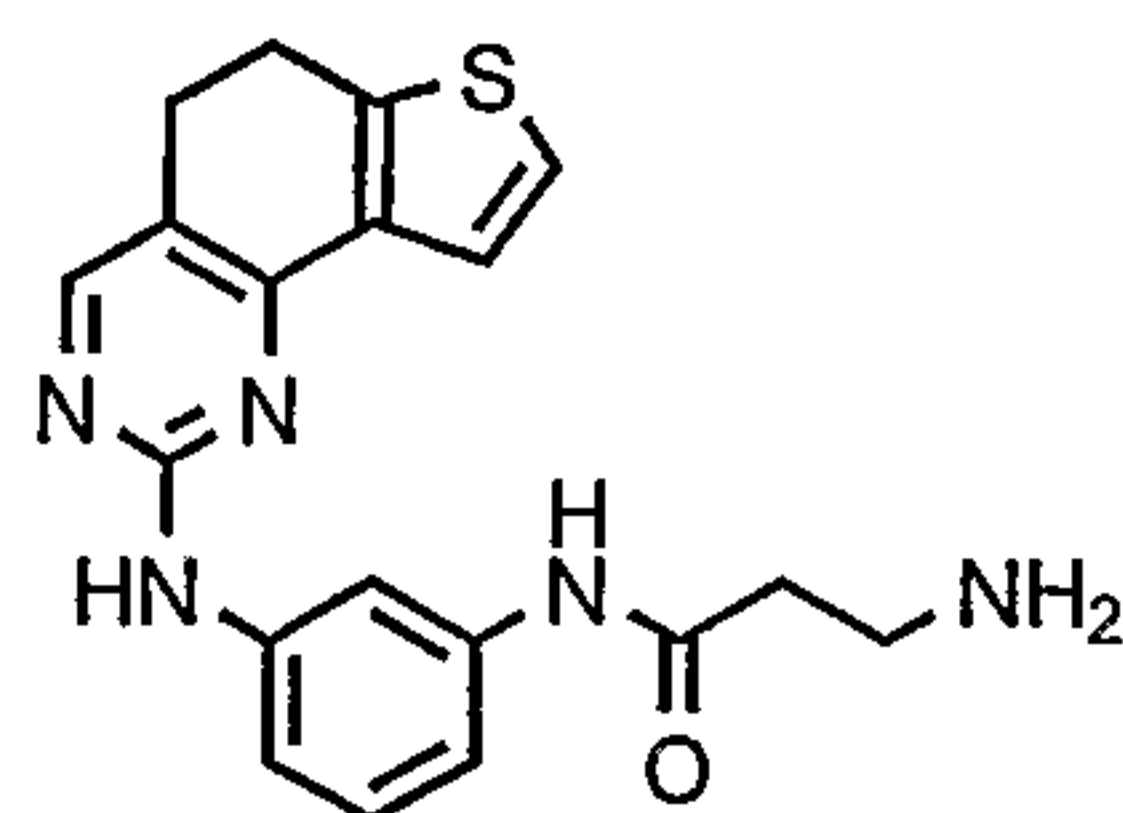
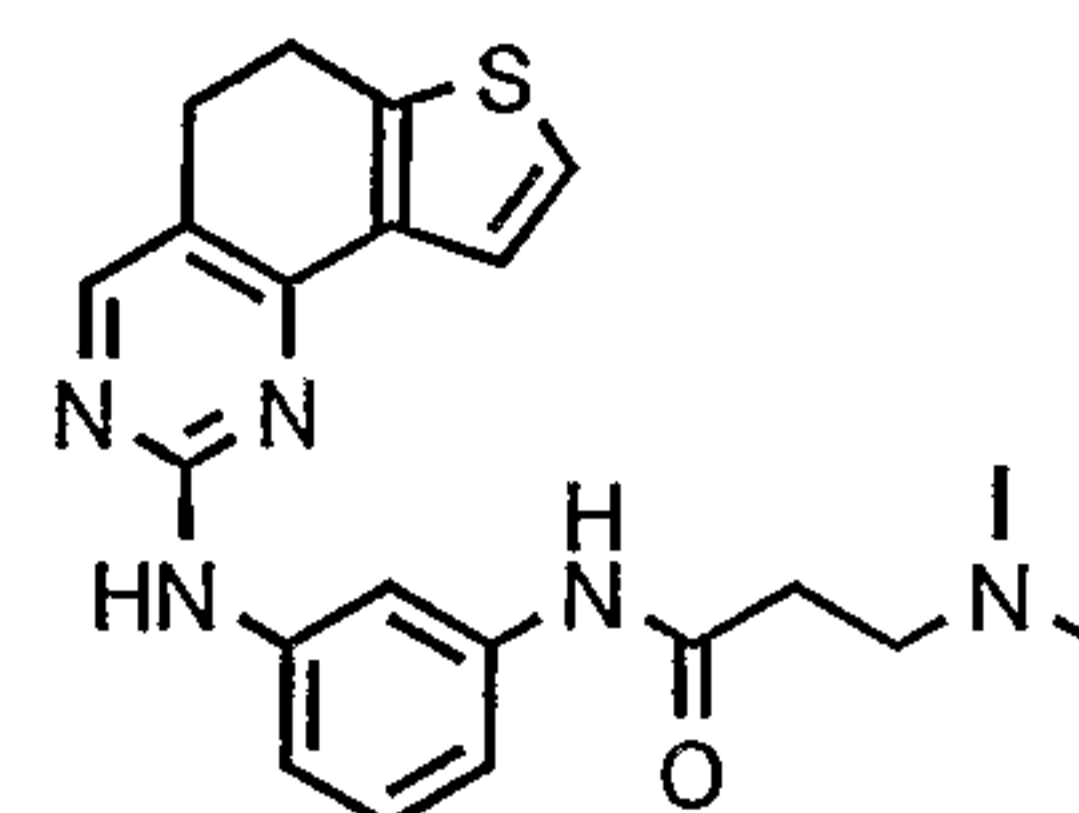
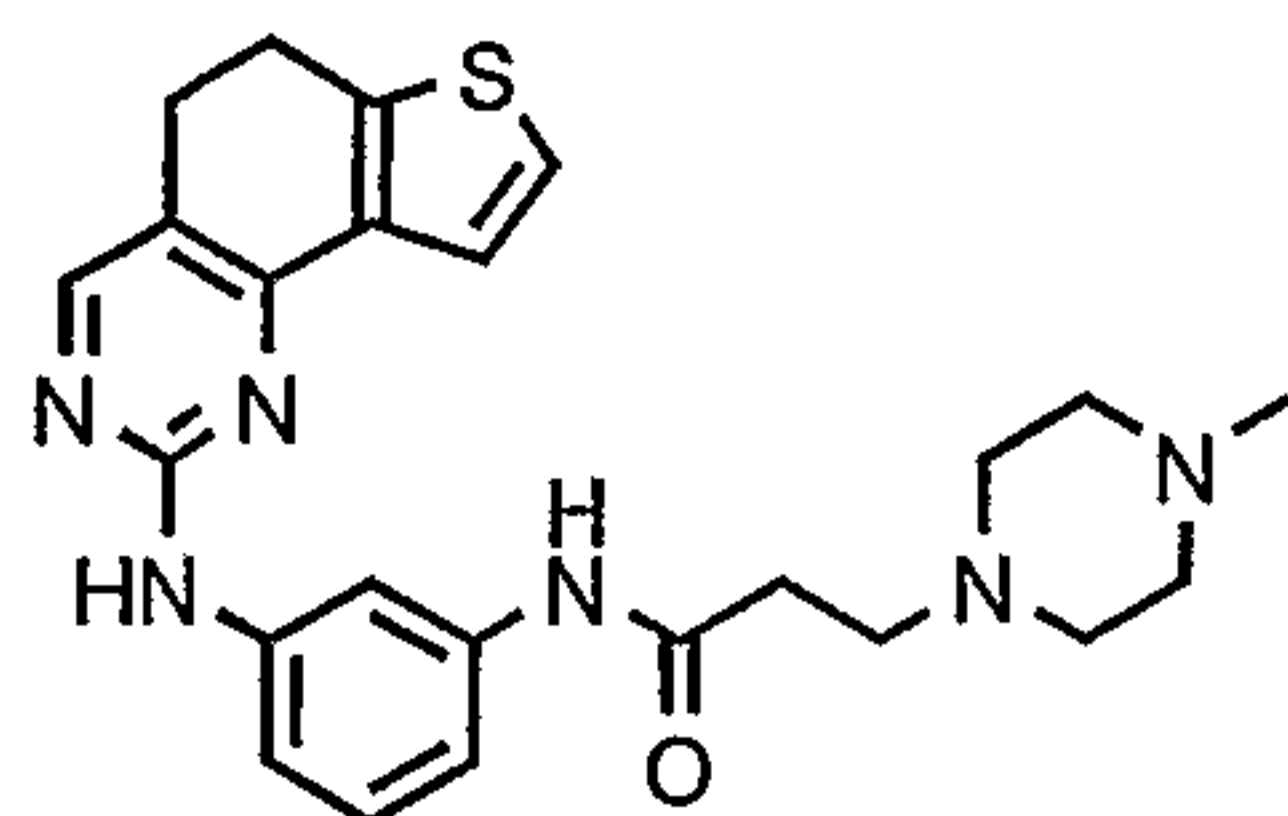
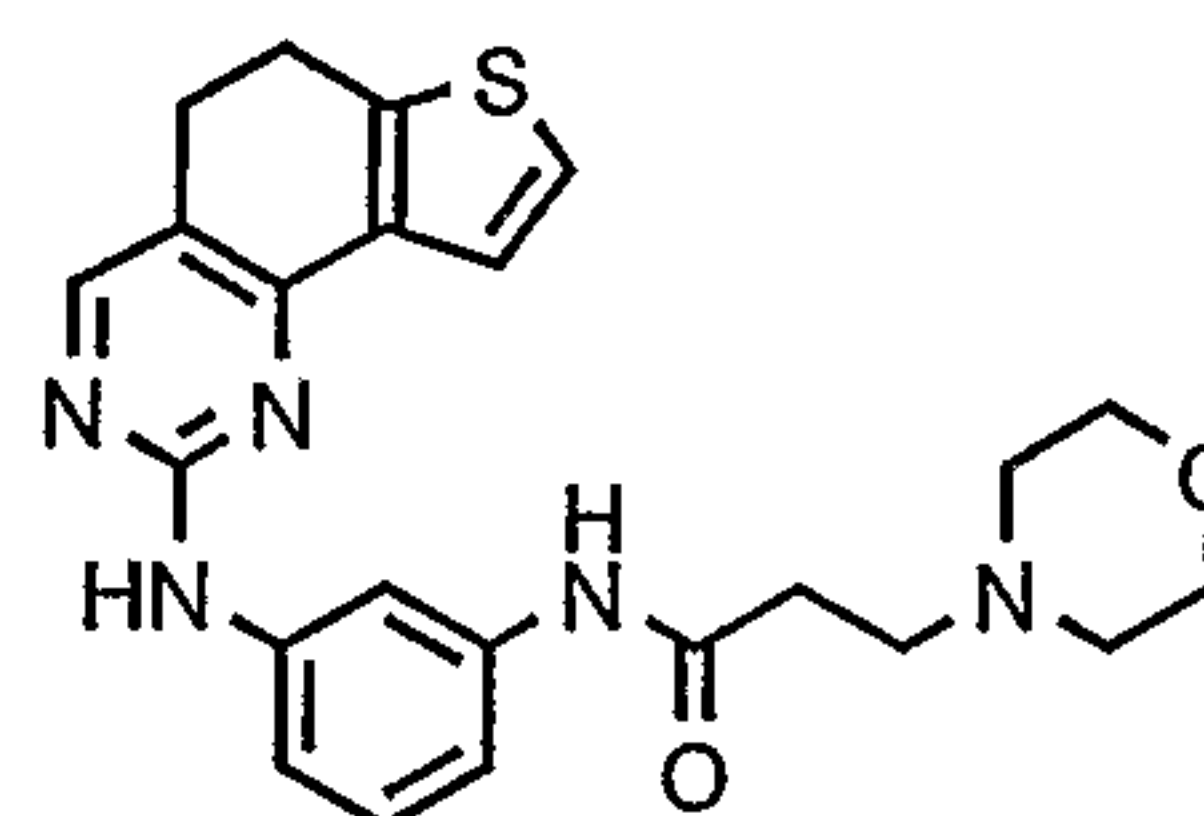
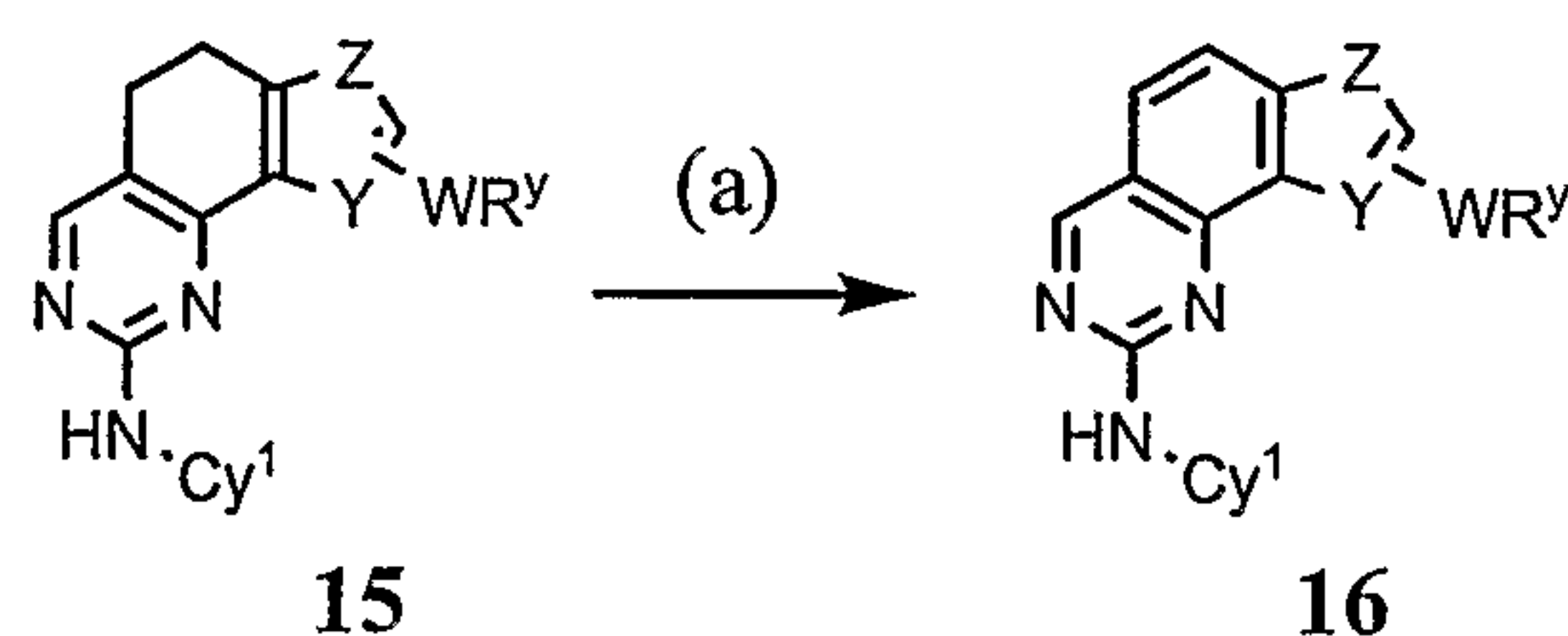
[0146] Table 1 below depicts exemplary compounds prepared according to the general methods described in Schemes I, II, and III.

[0147] **Table 1. Examples of Compounds of Formula I:**

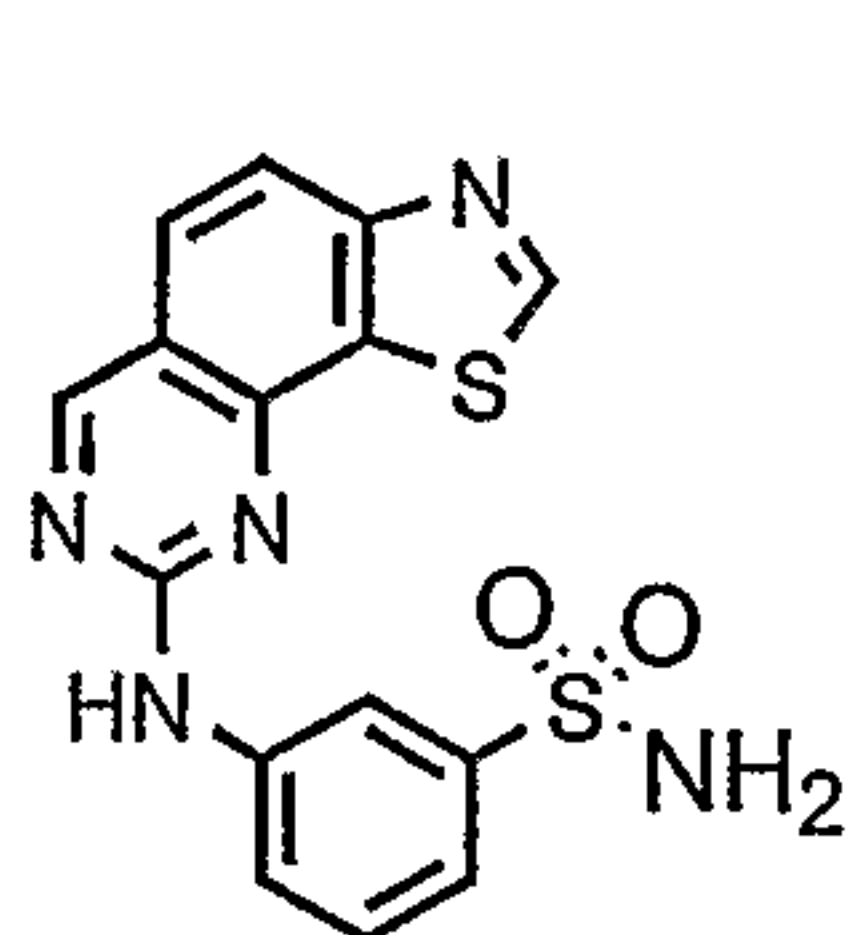
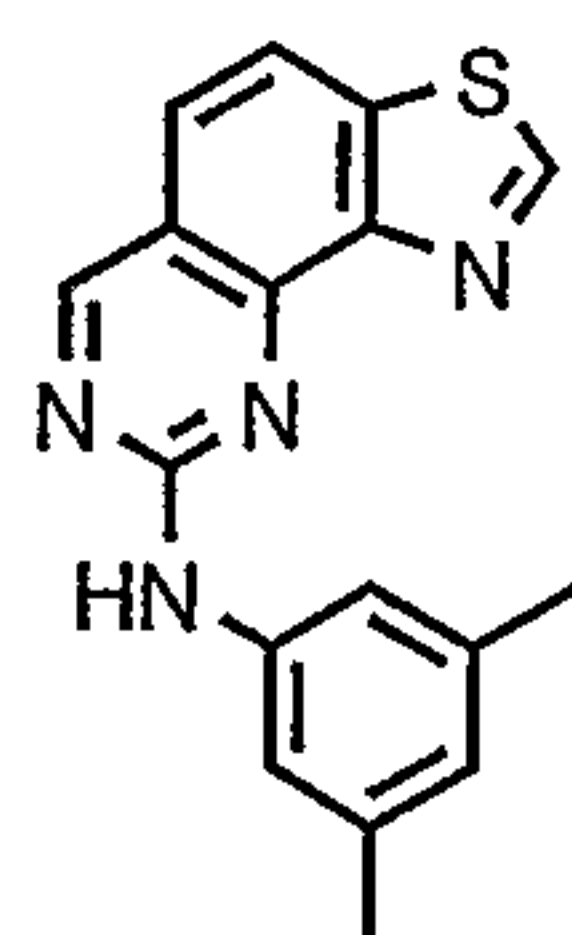
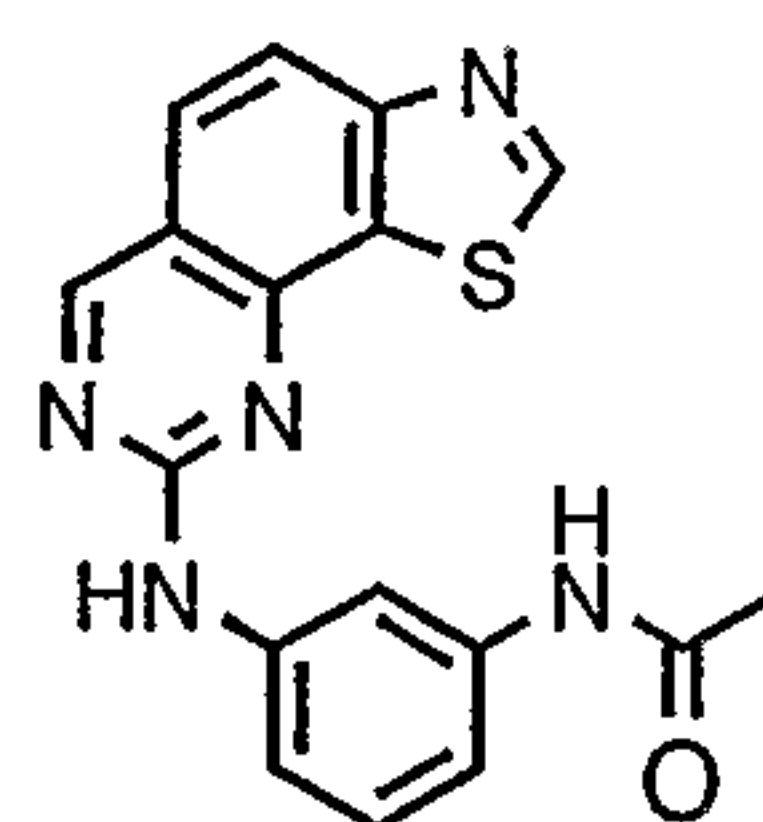
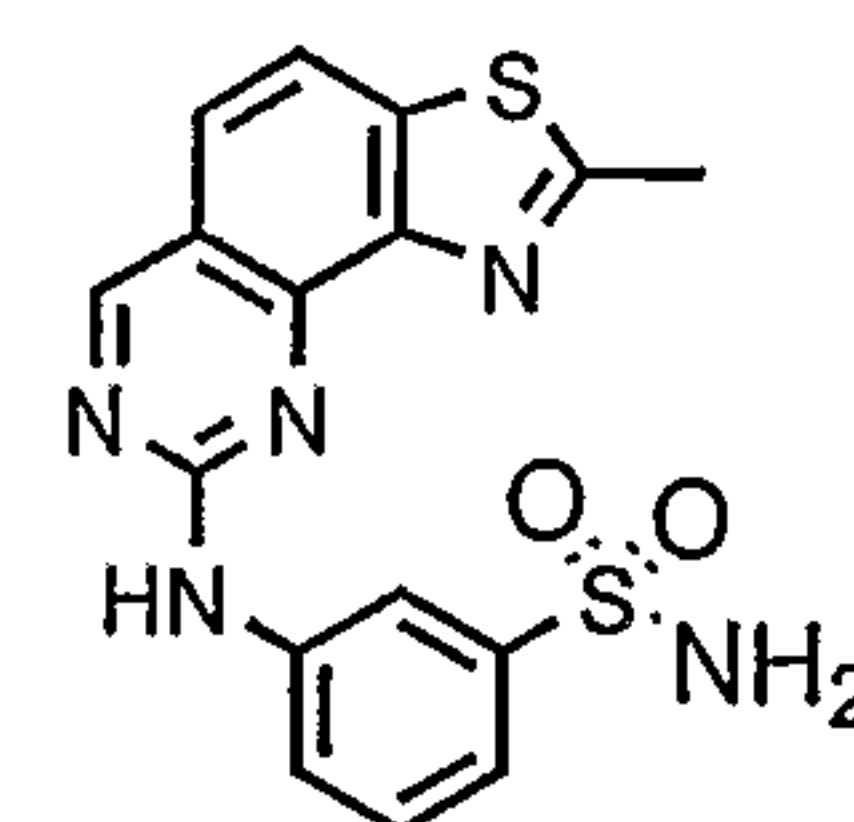
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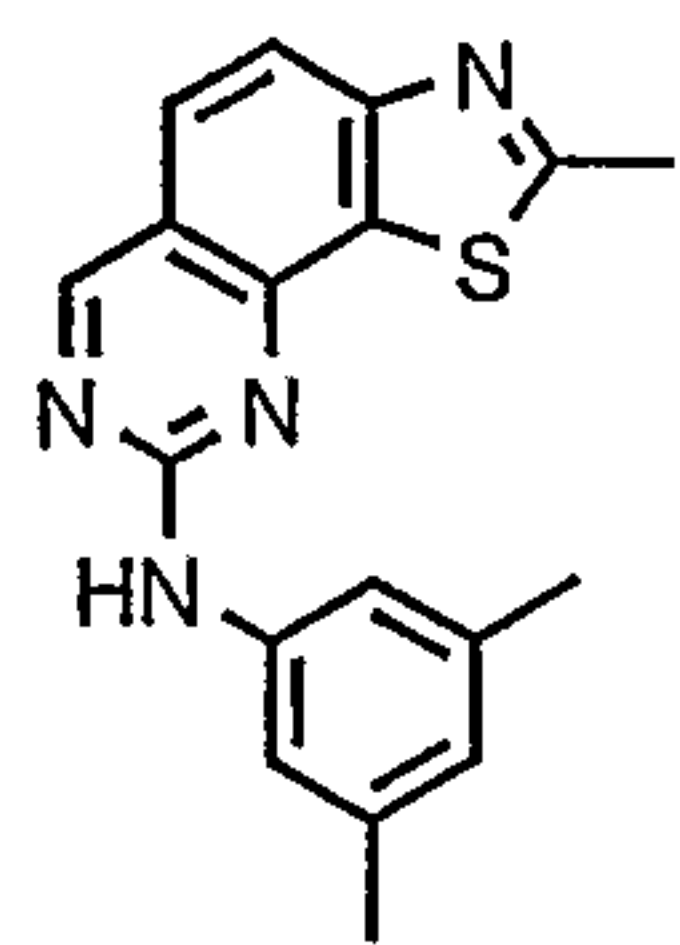
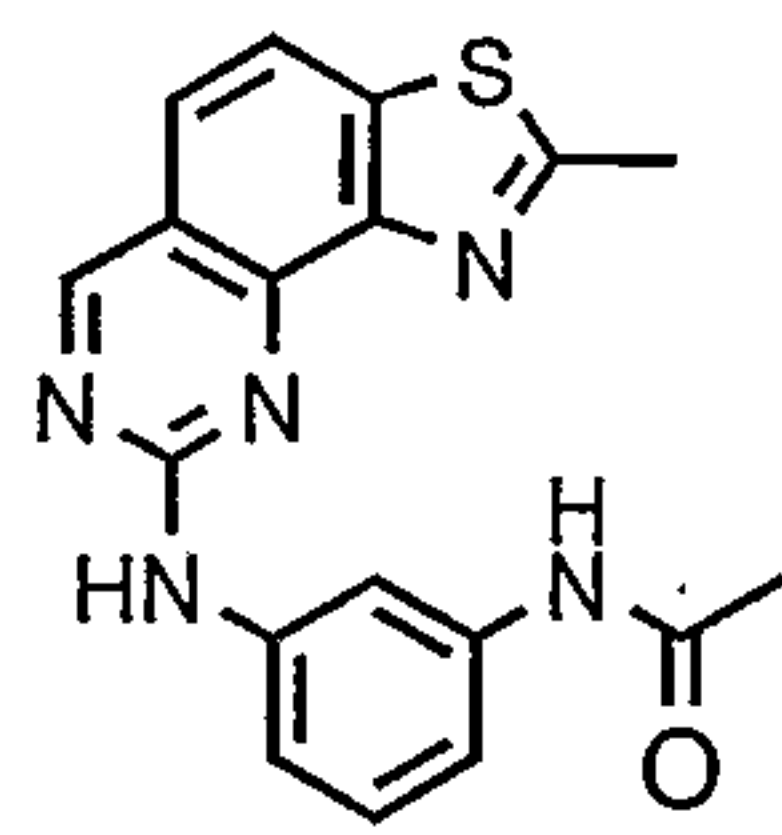
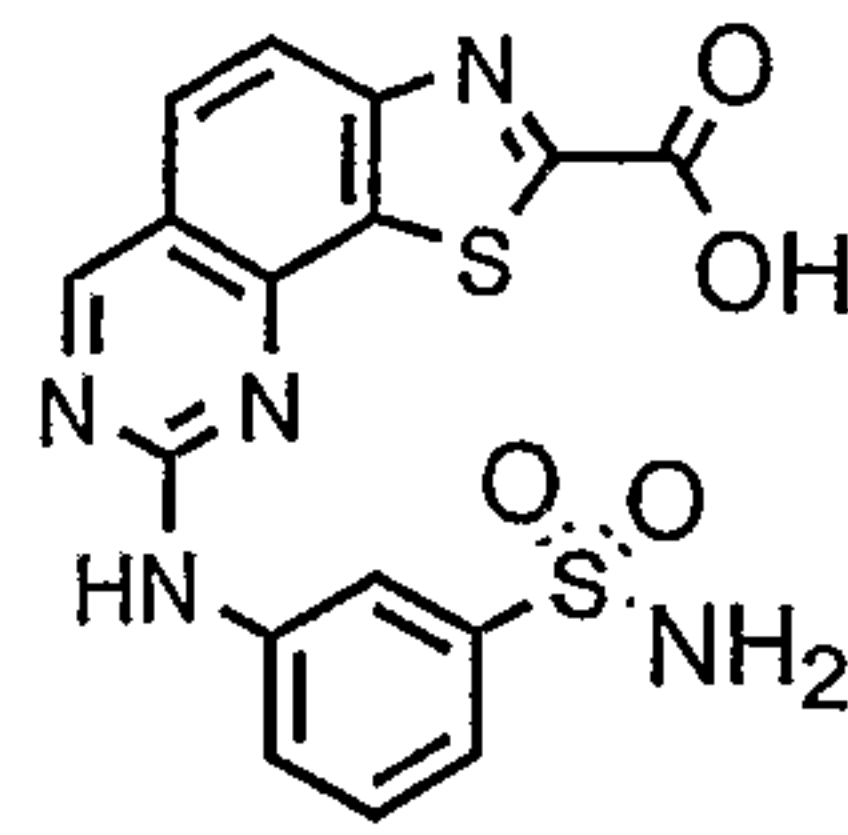
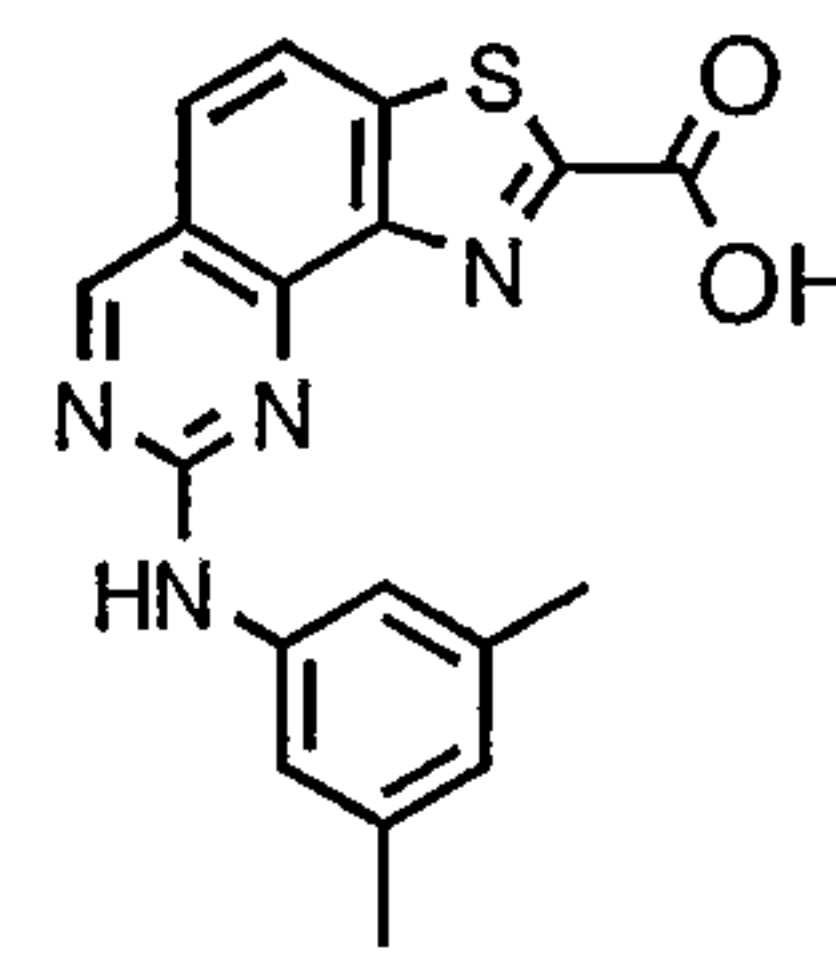
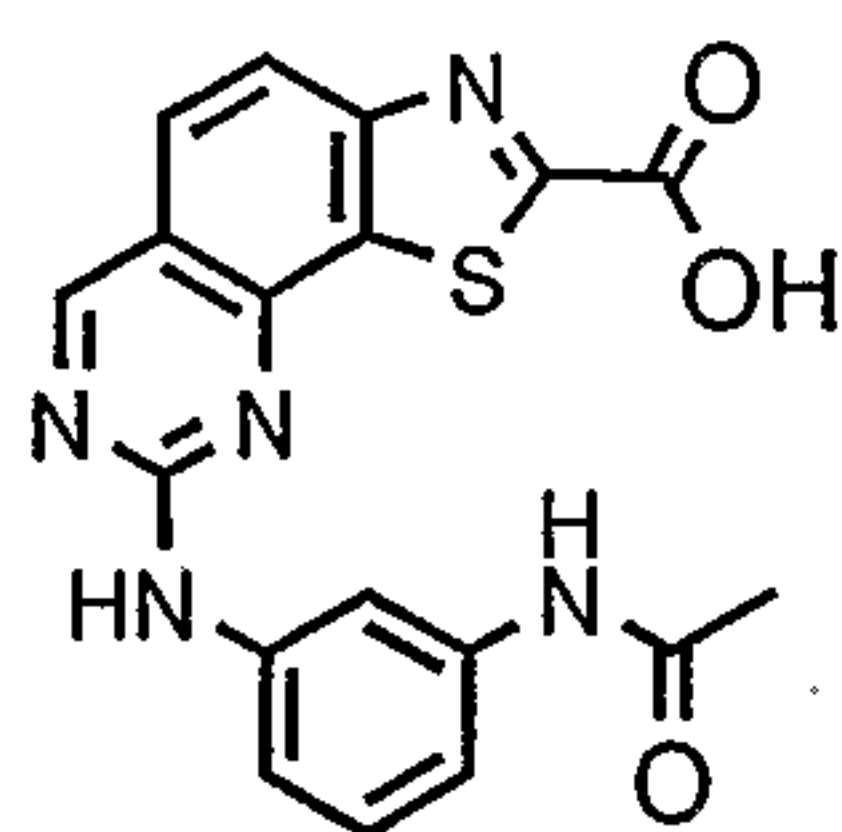
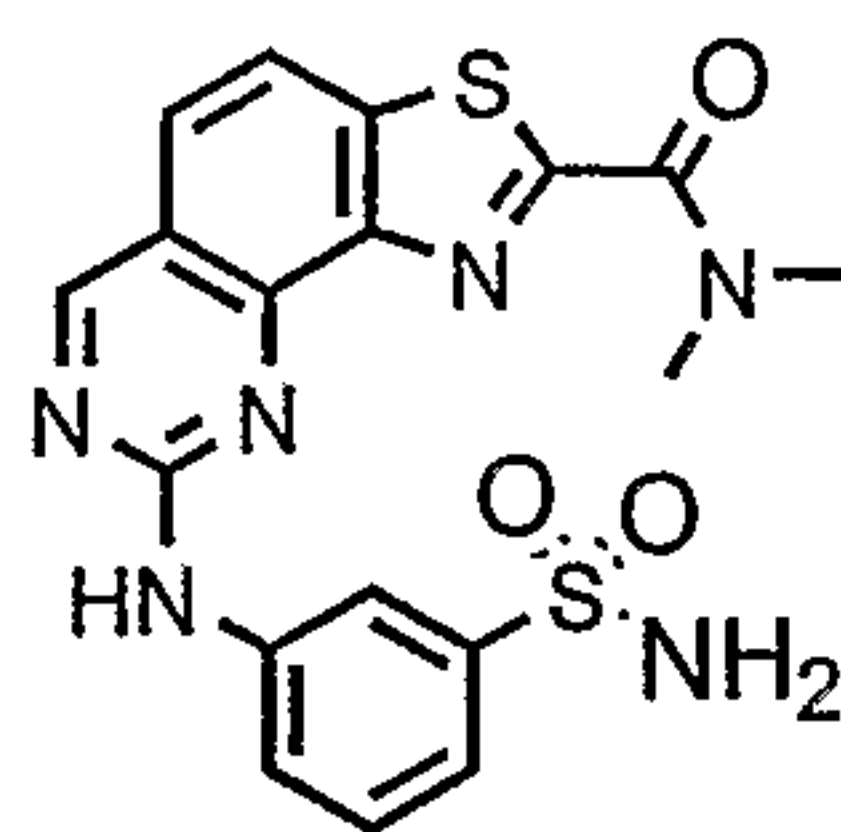
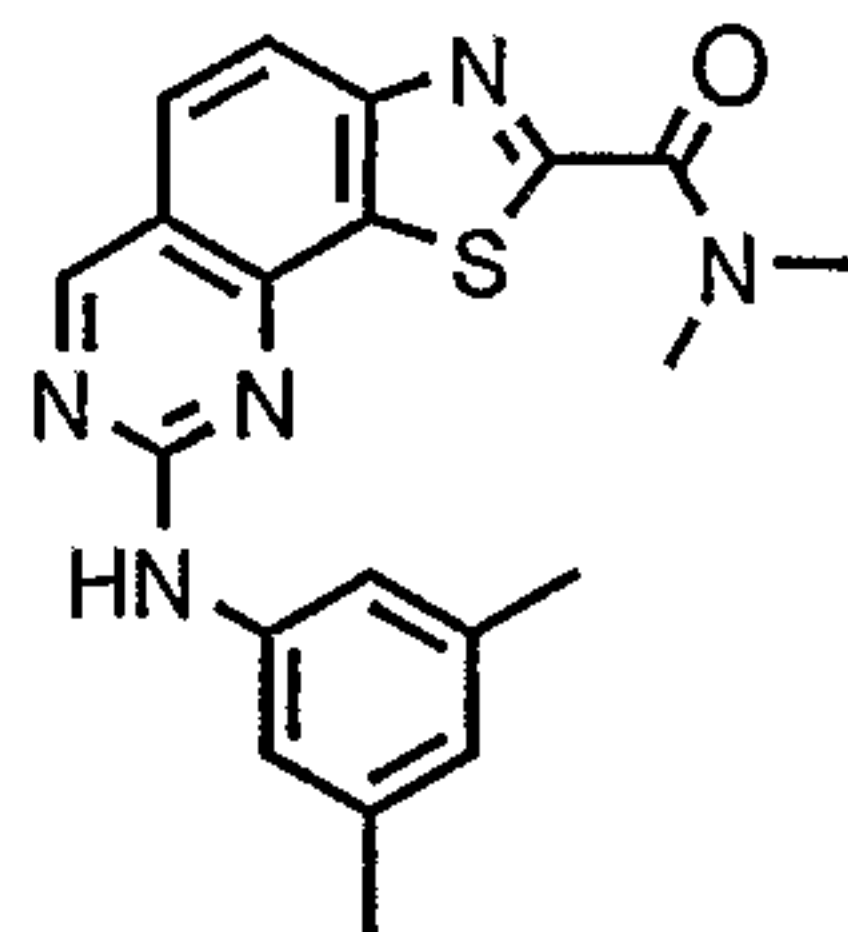
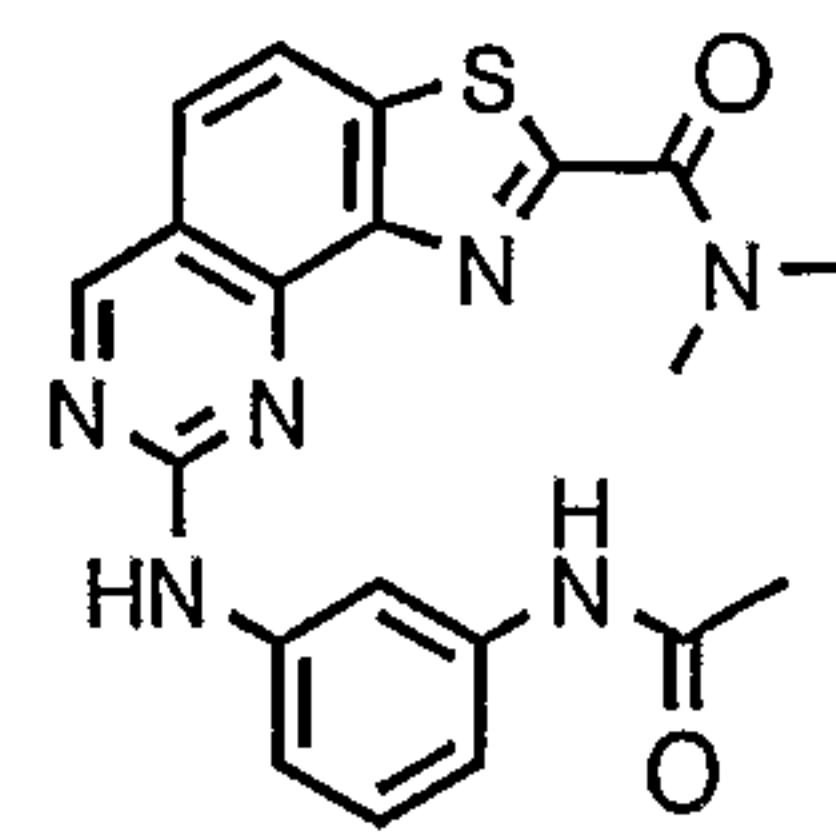
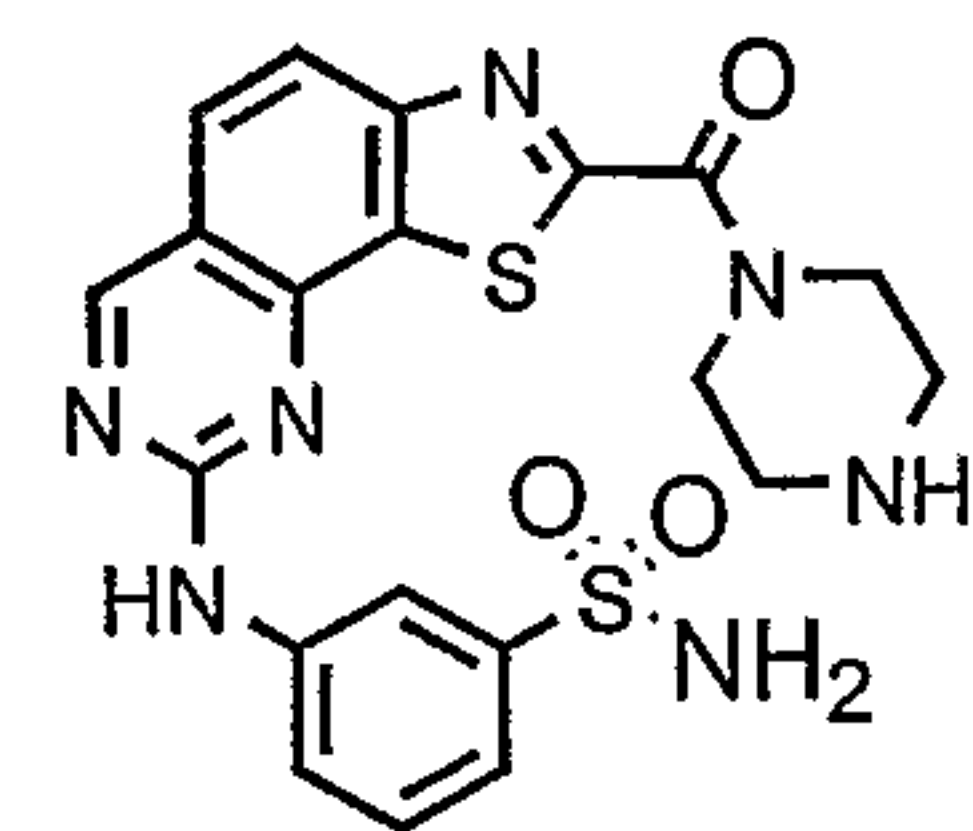
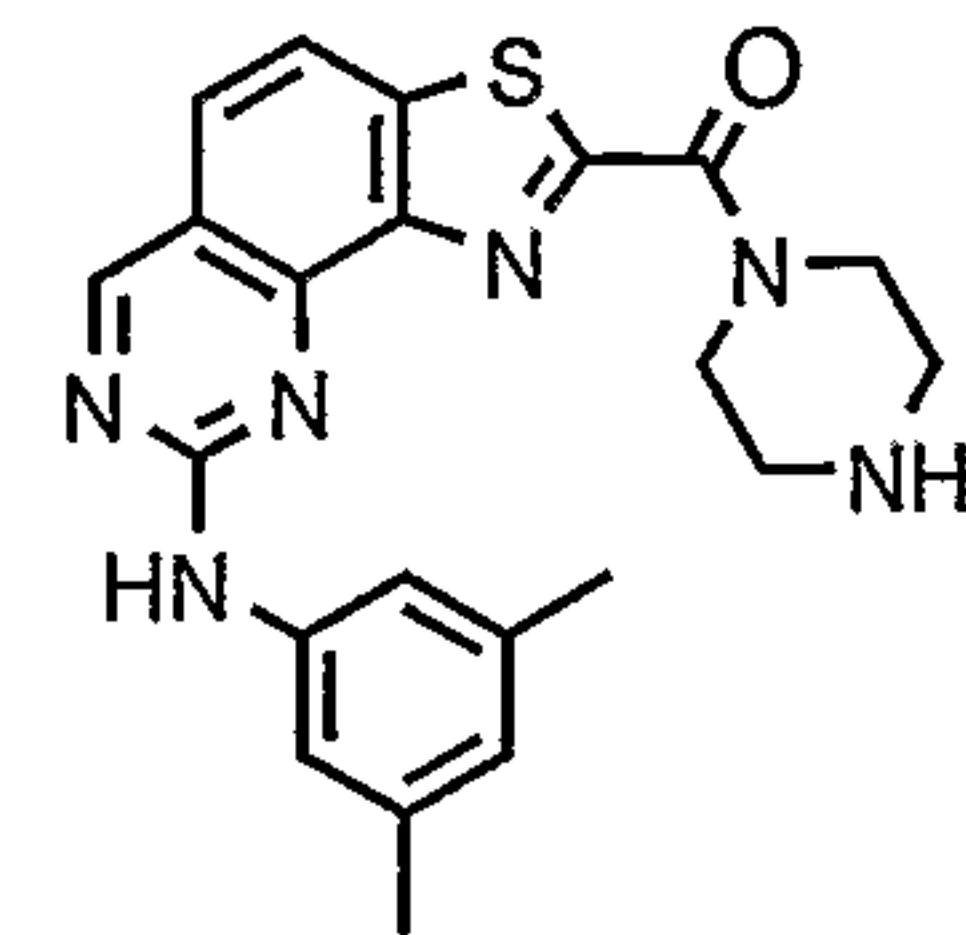
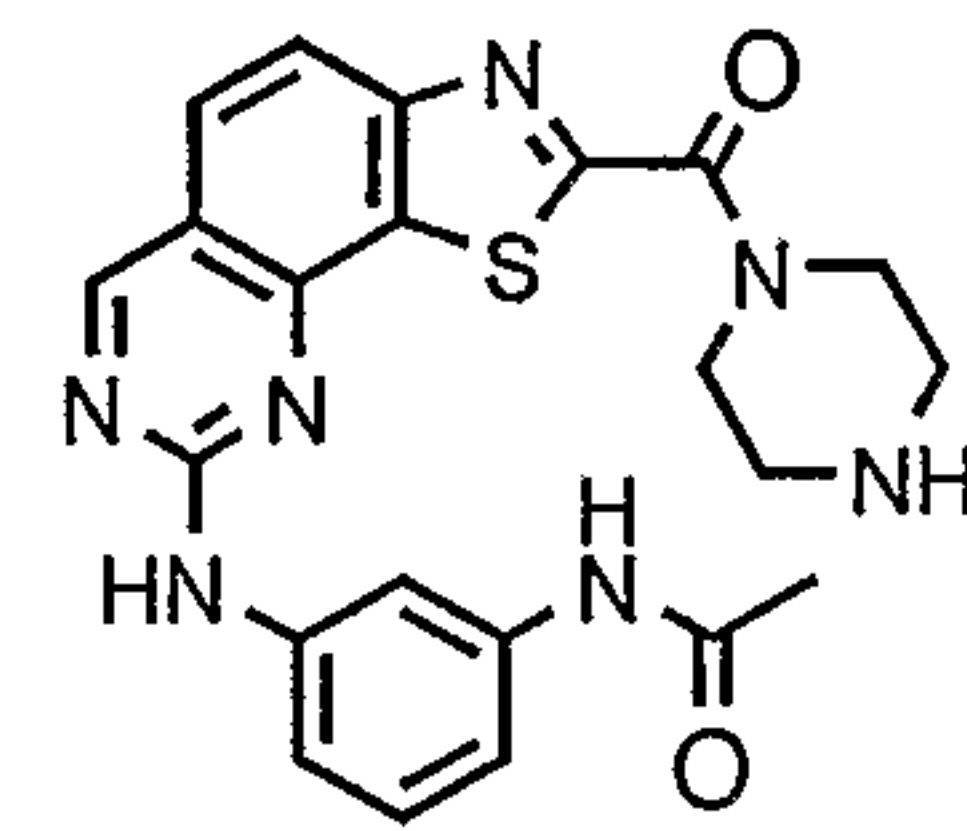
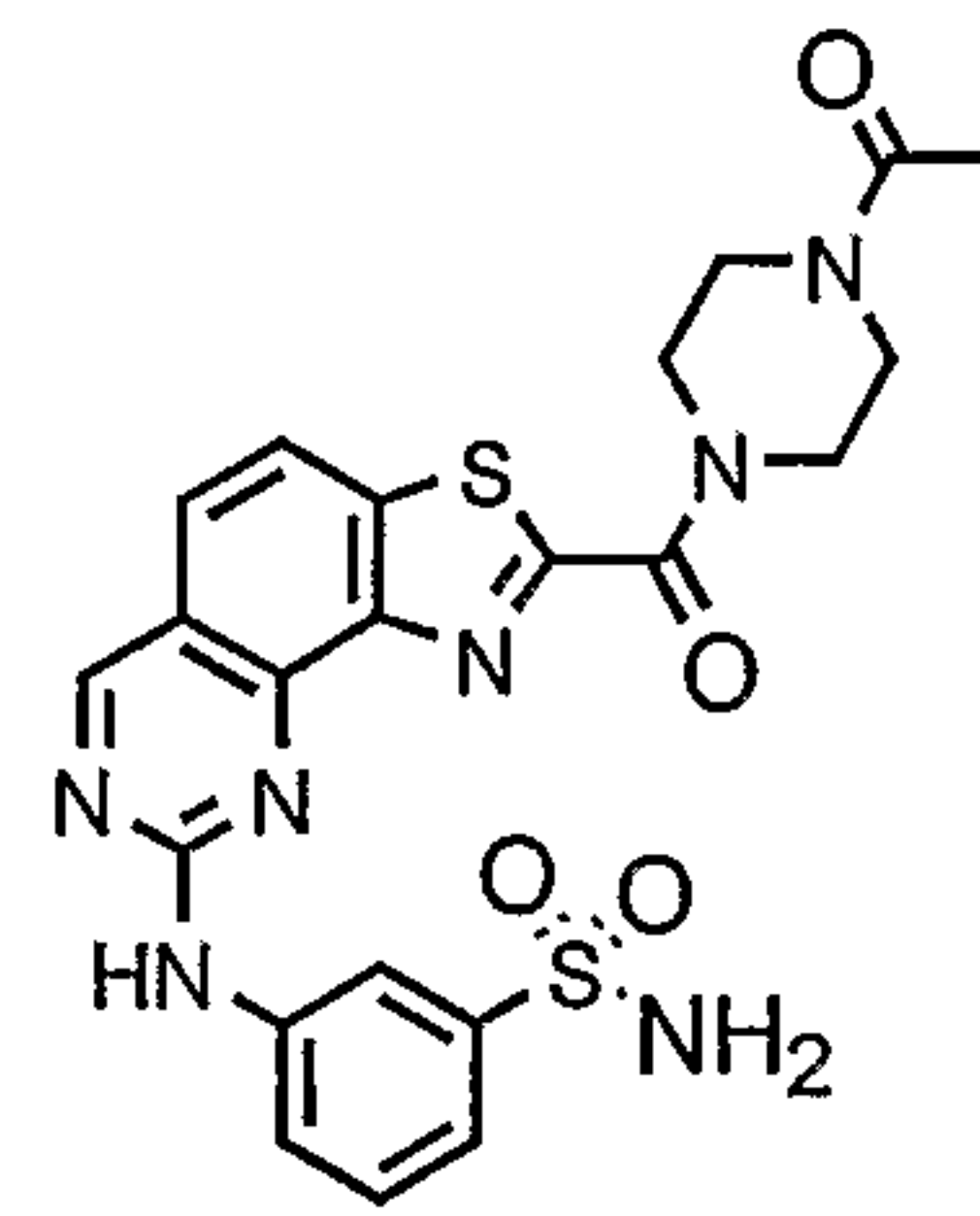
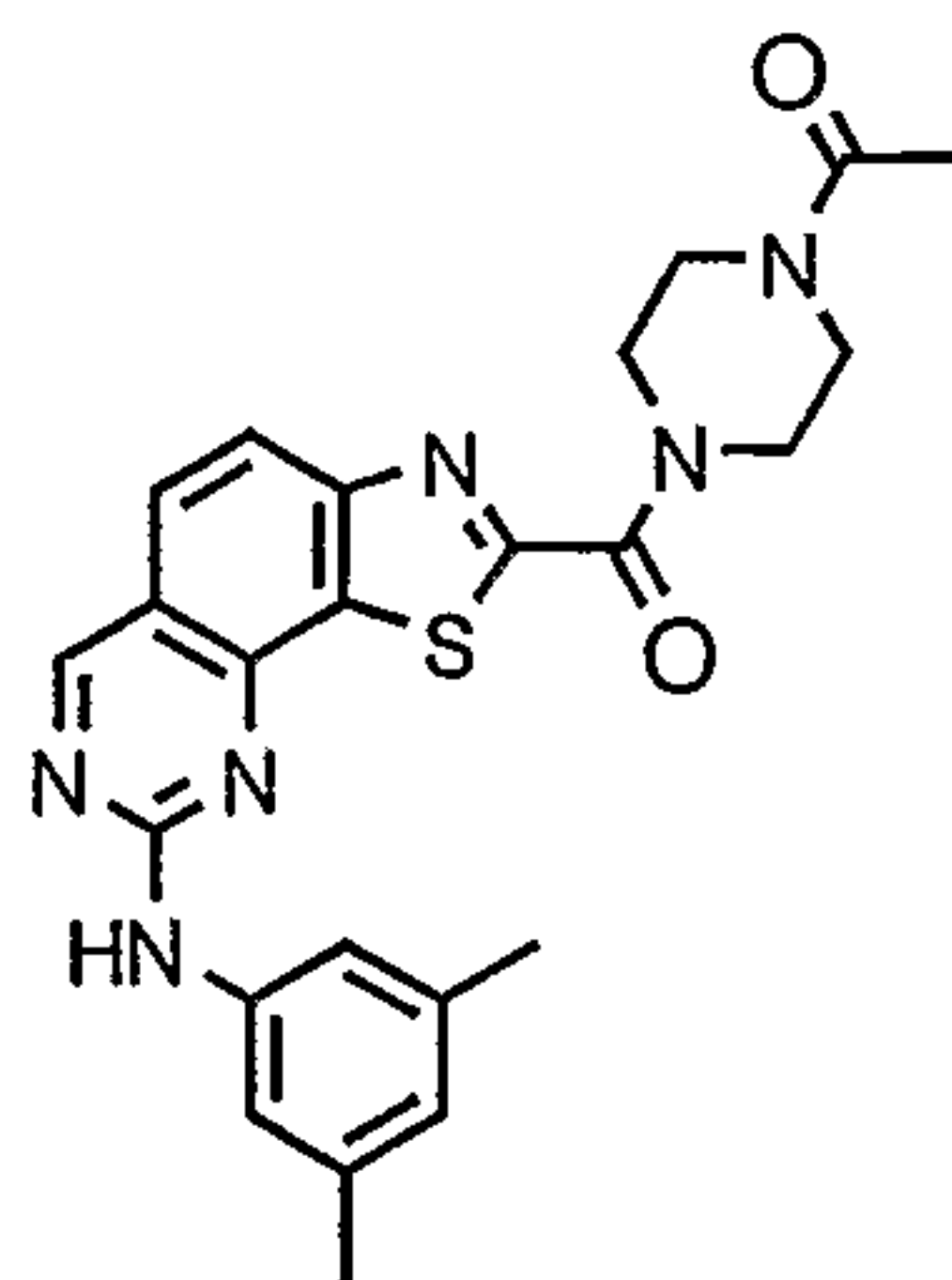
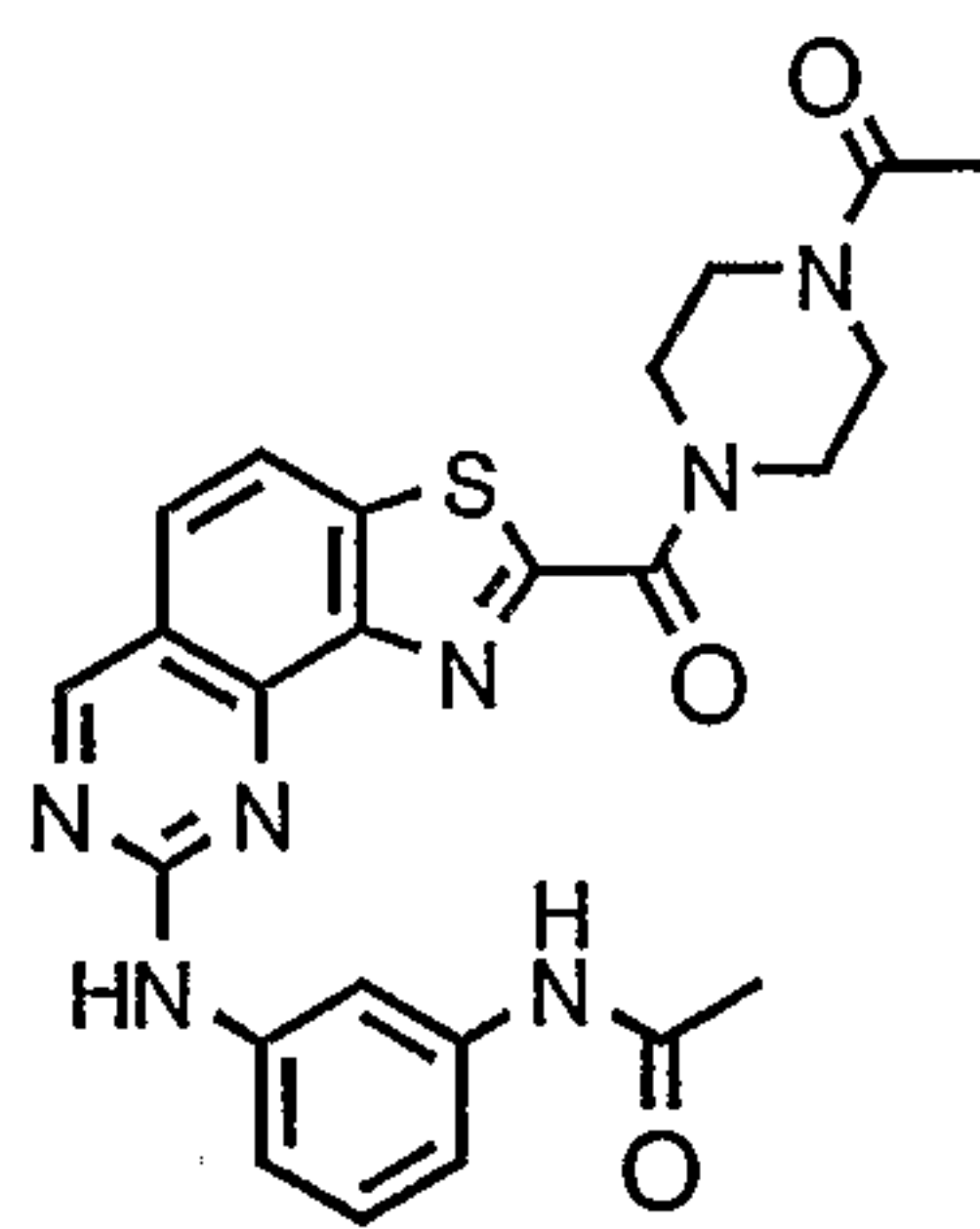
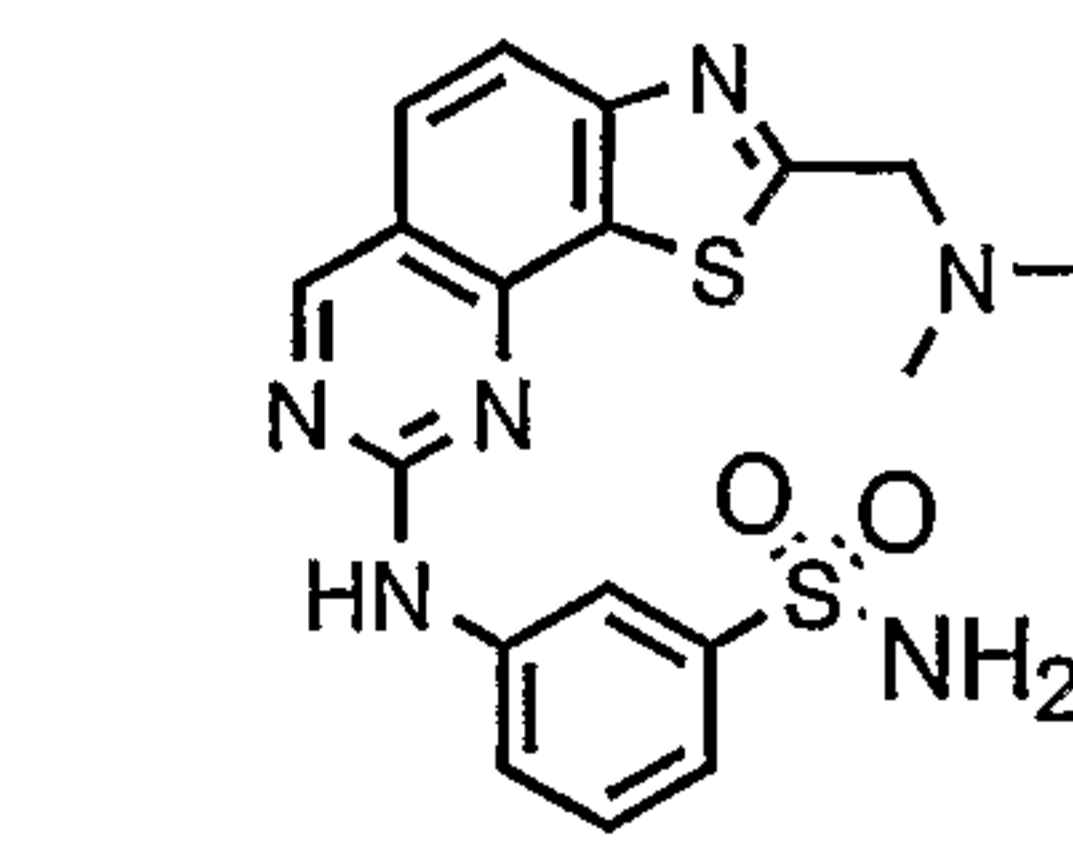
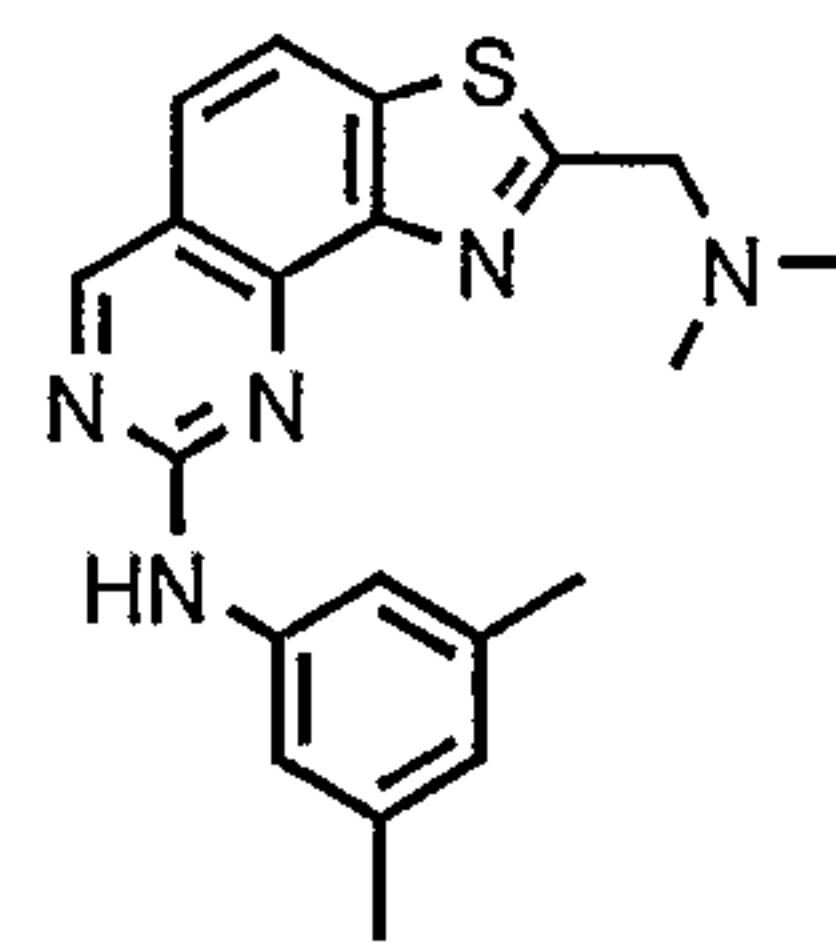
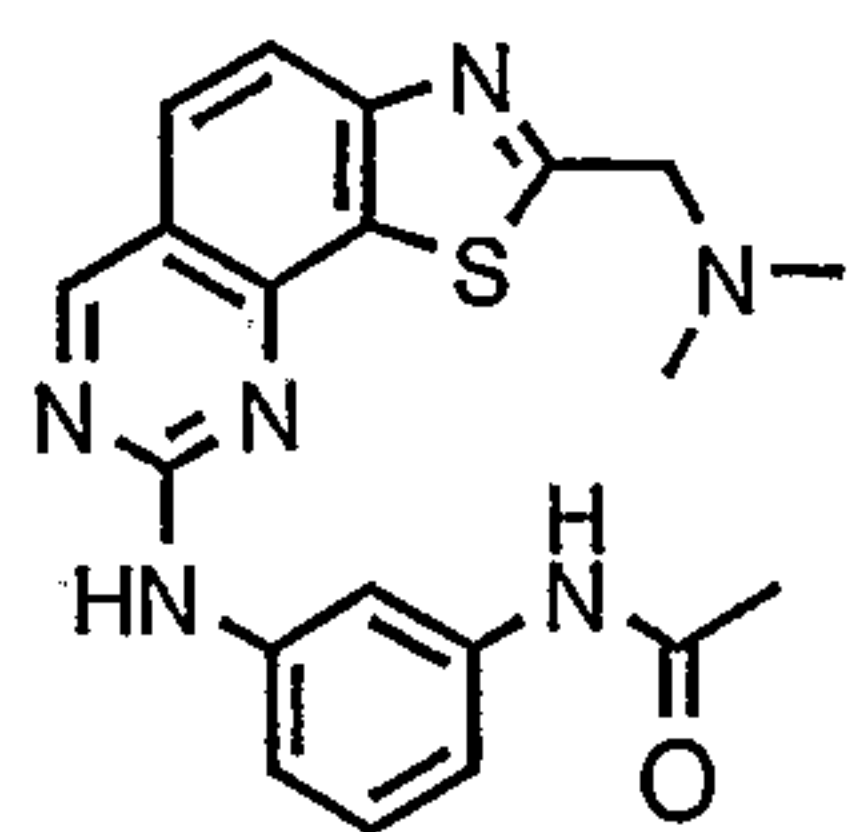
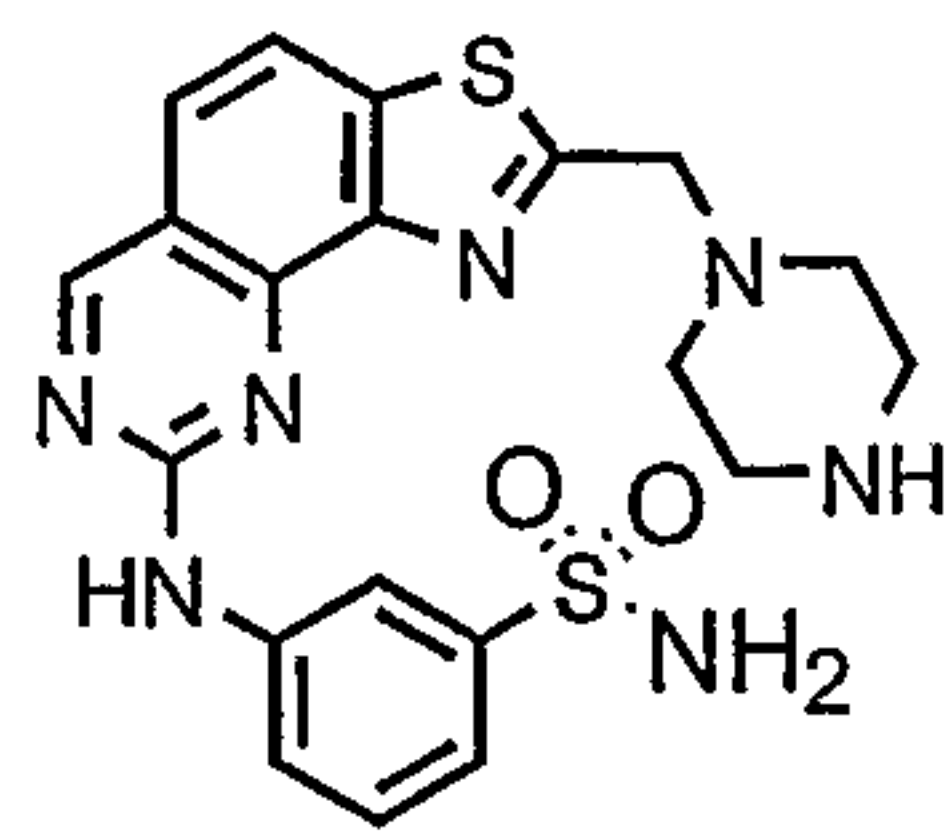
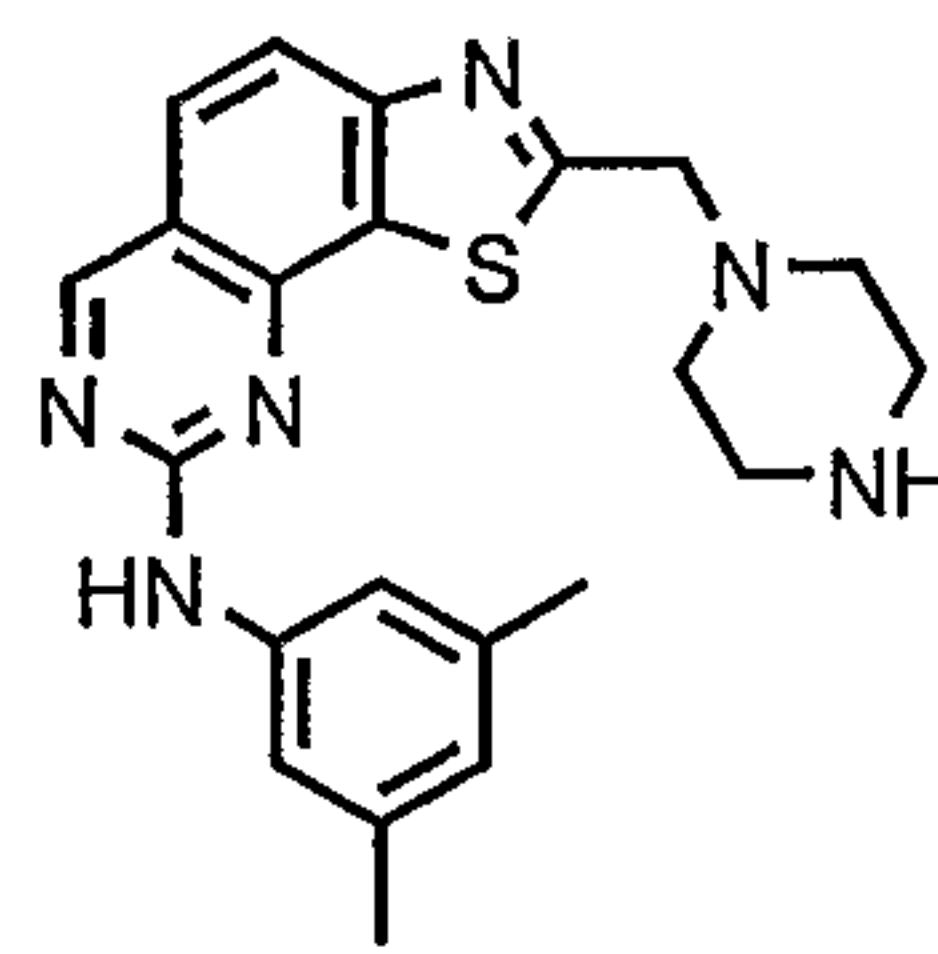
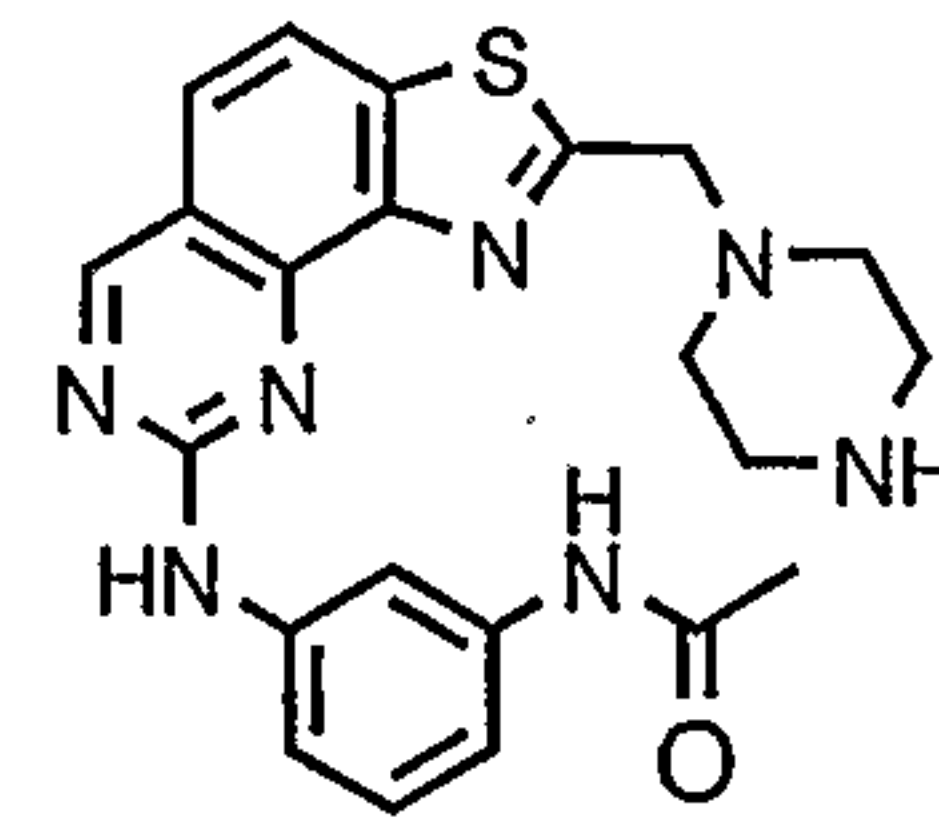
**I-16****I-17****I-18****I-19****I-20****I-21****I-22****I-23****I-24****I-25****I-26****I-27****I-28****I-29****I-30**

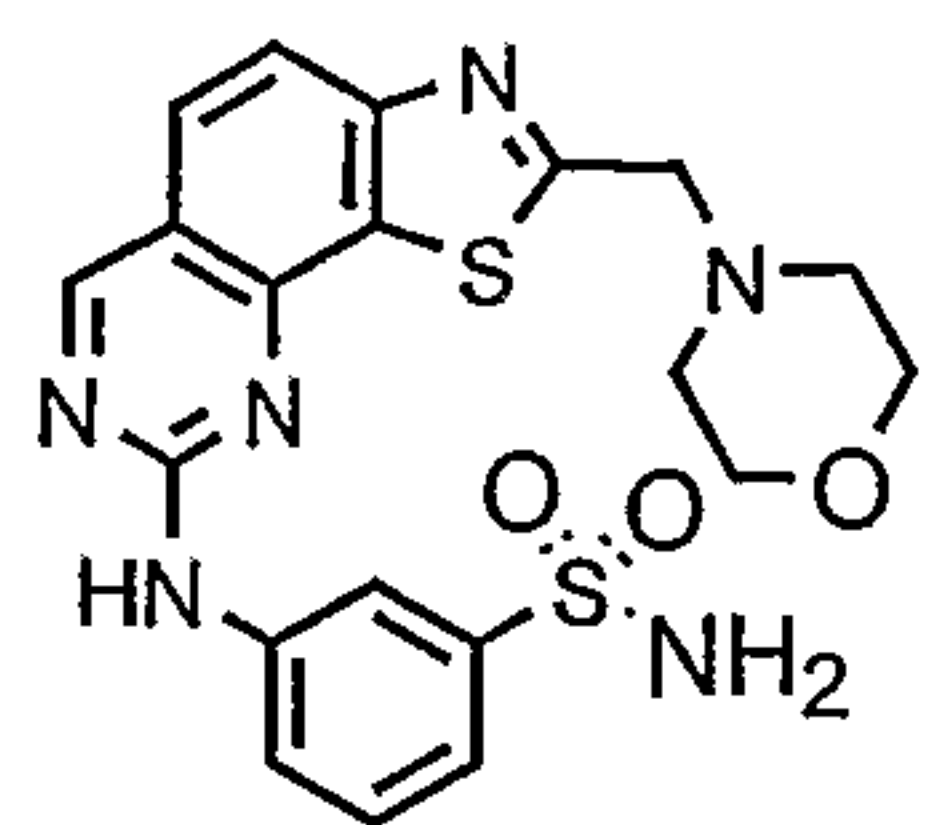
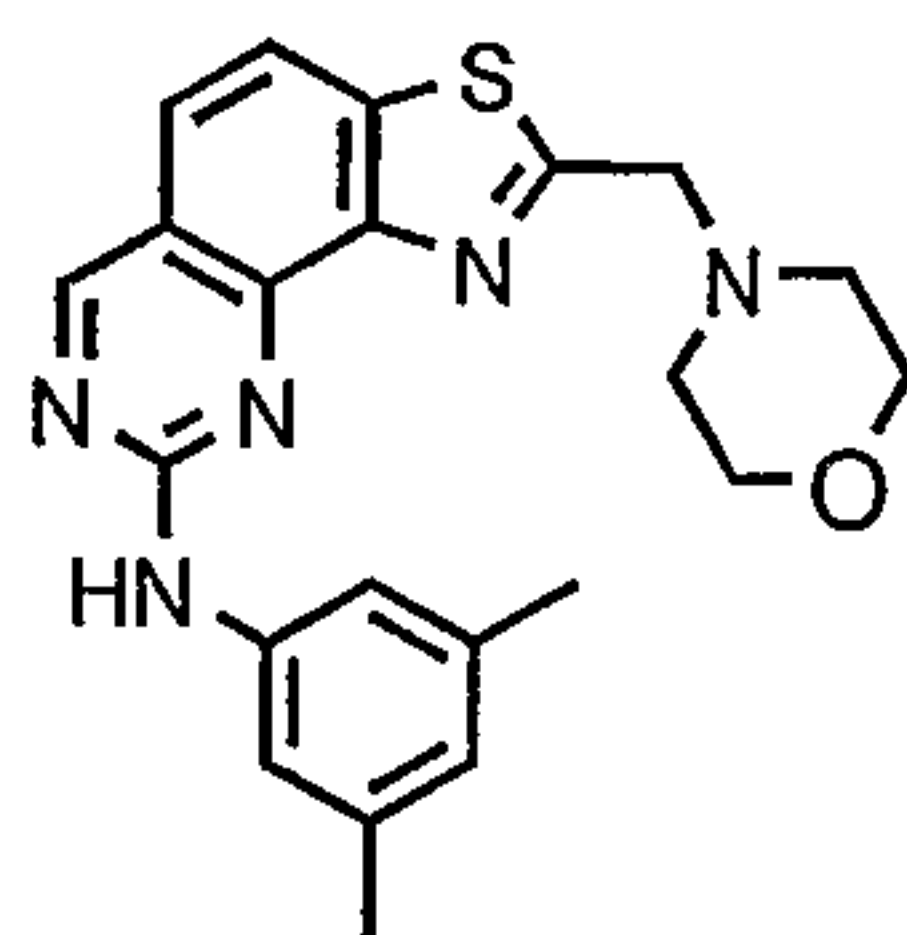
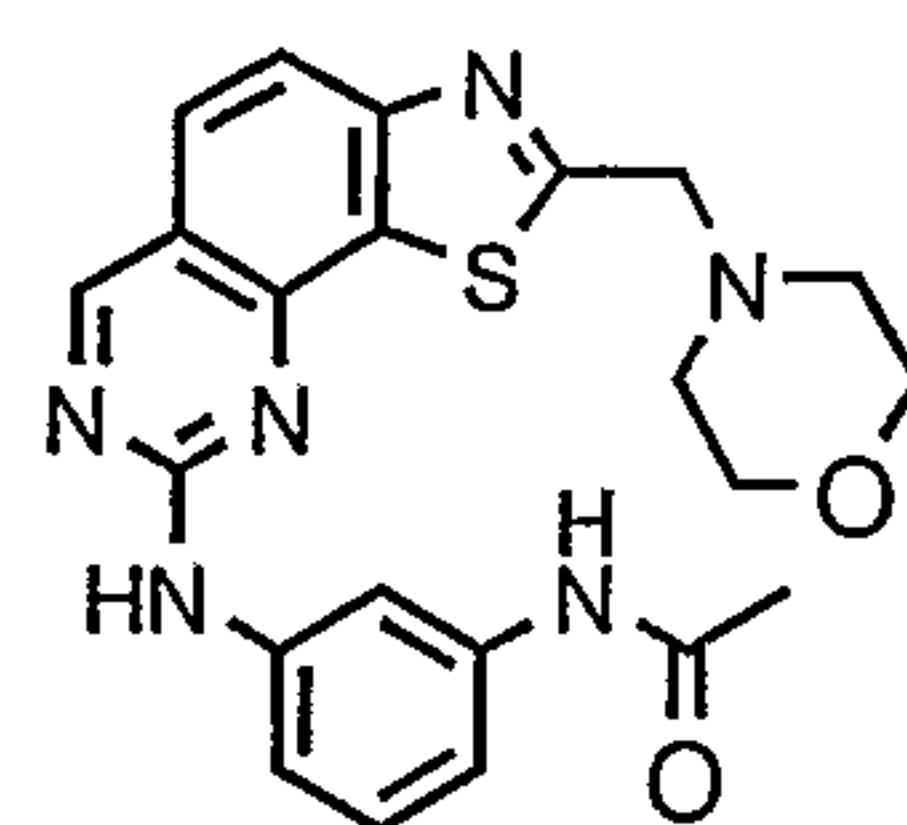
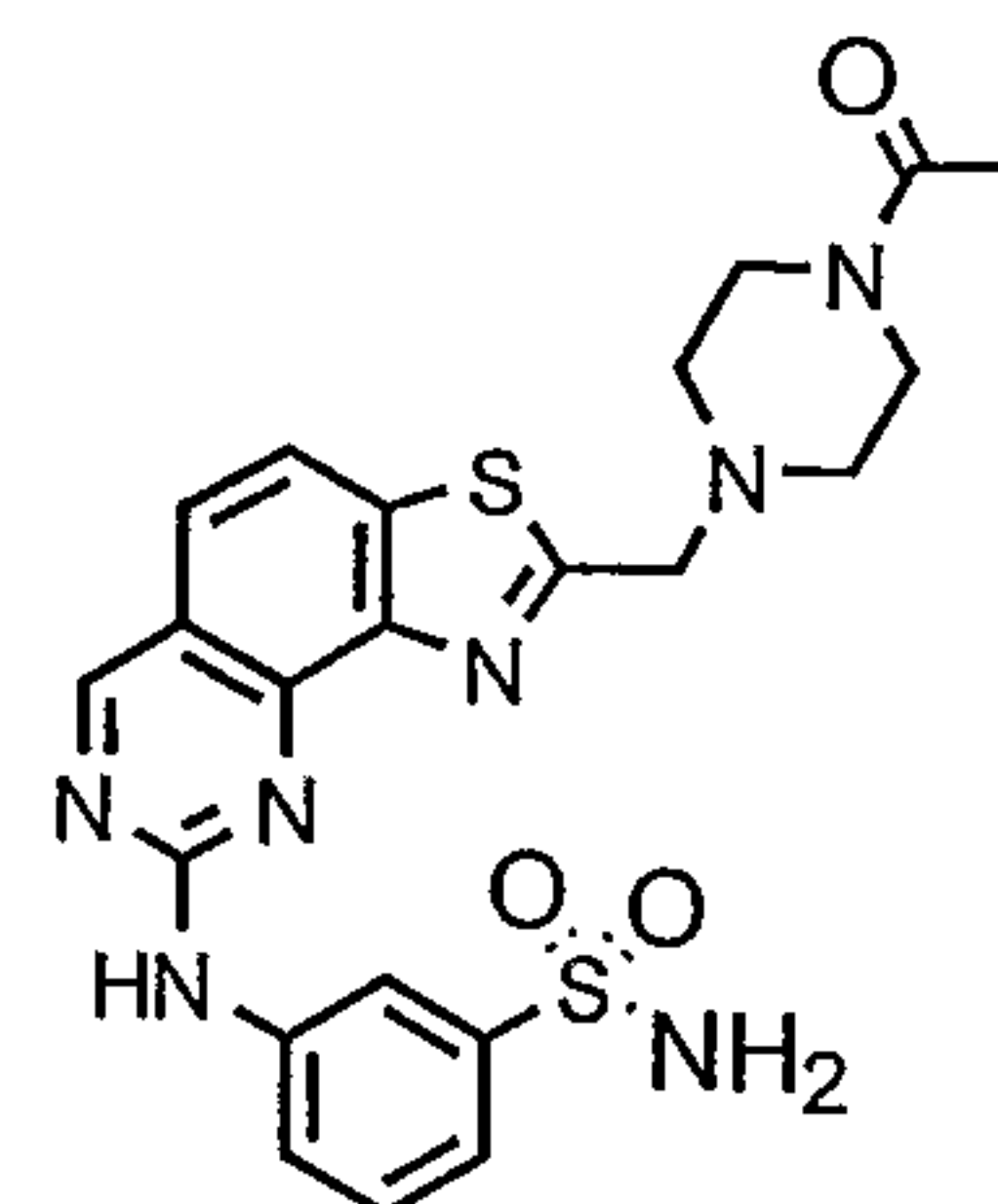
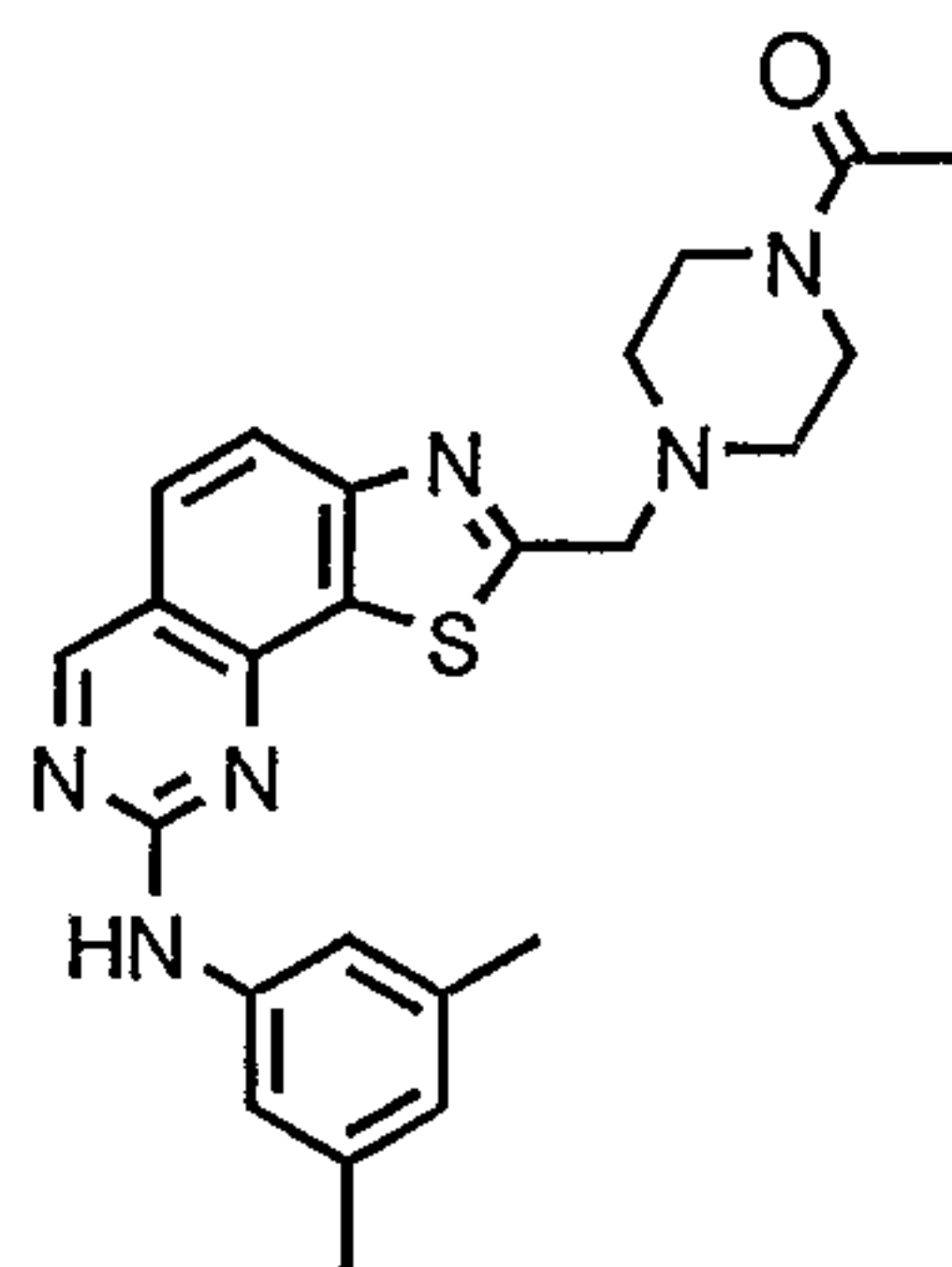
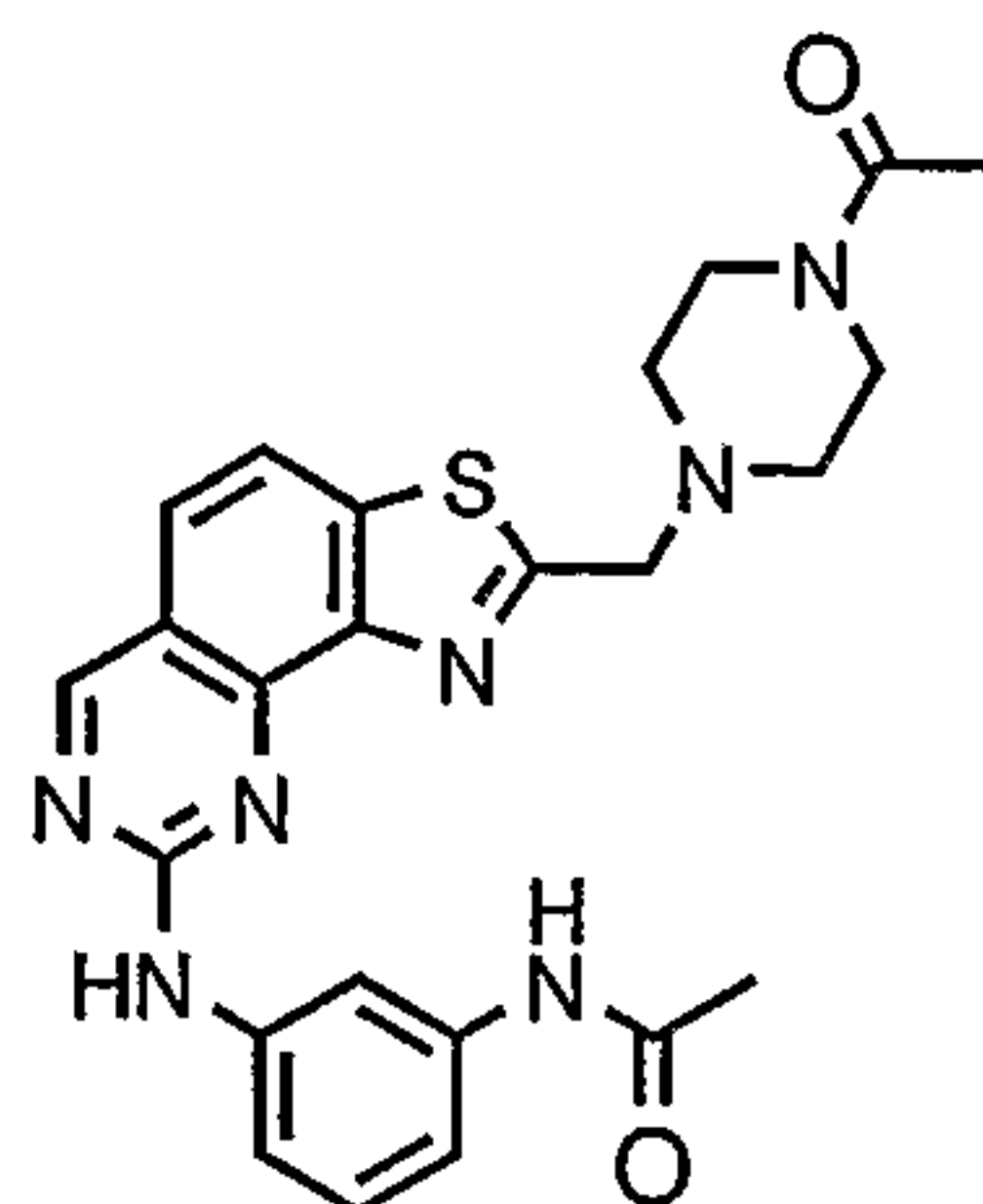
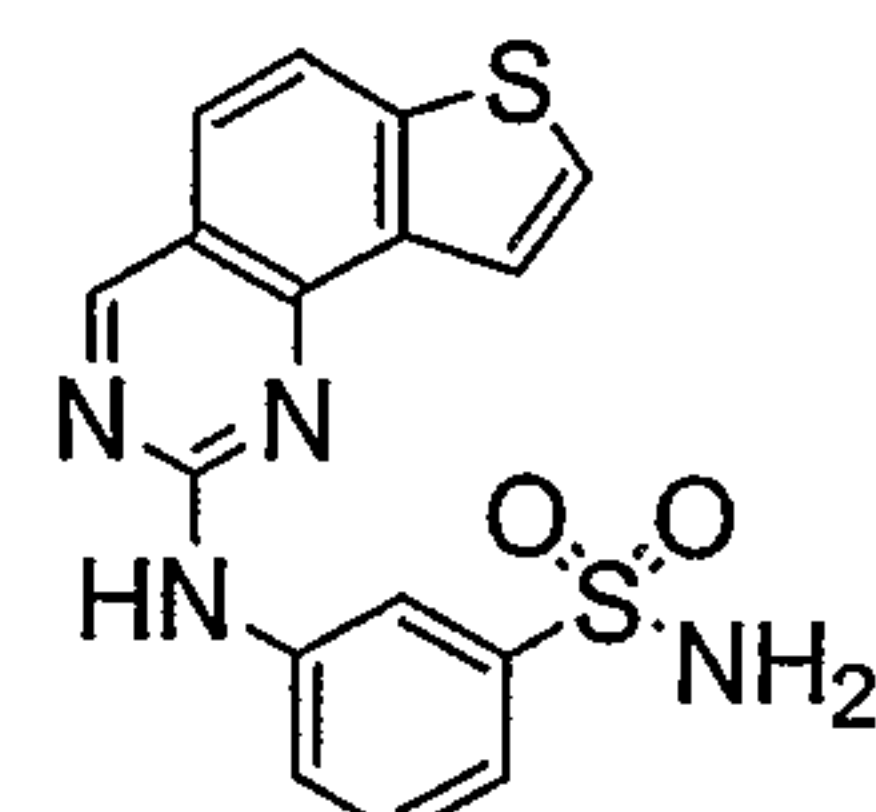
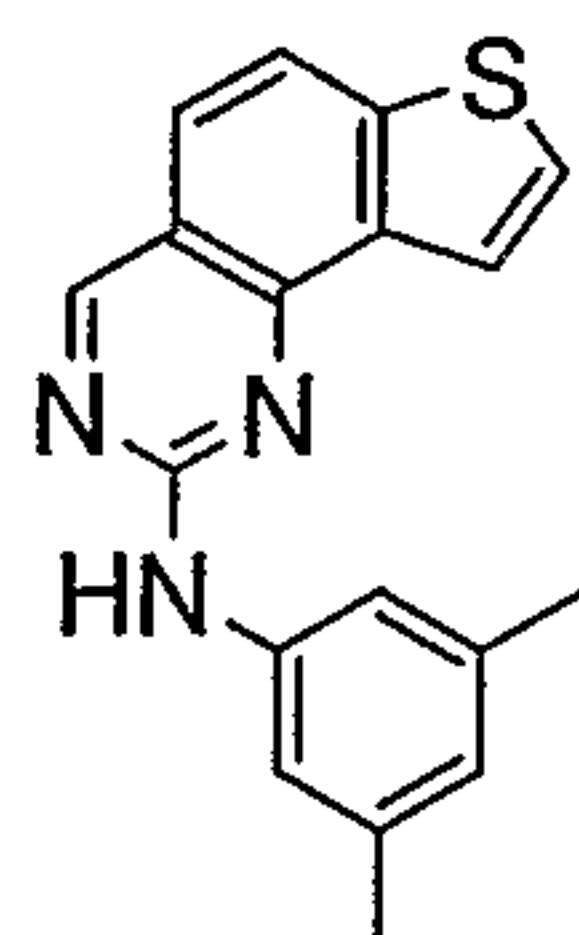
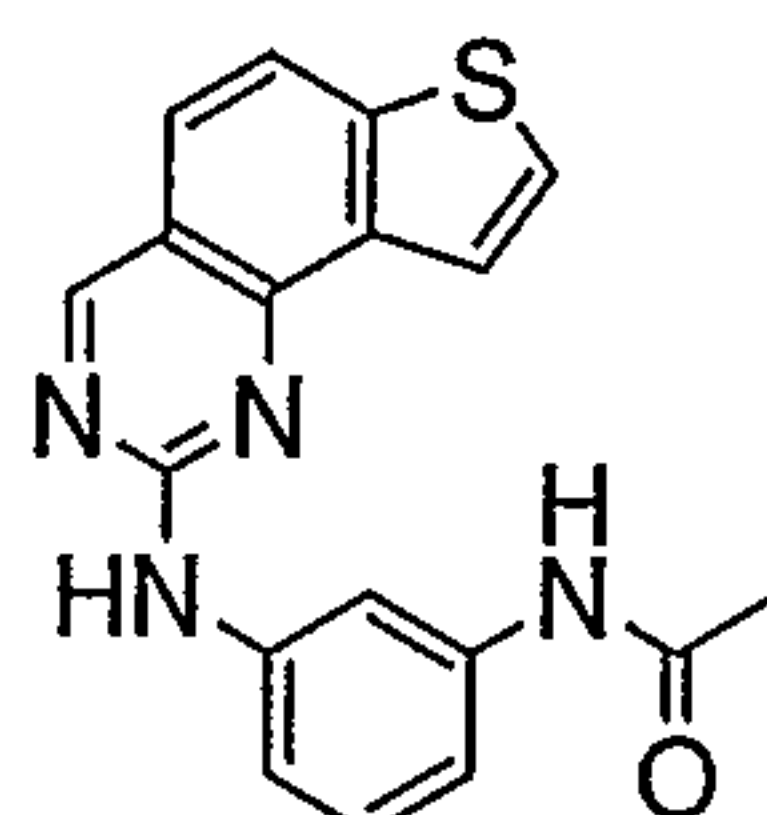
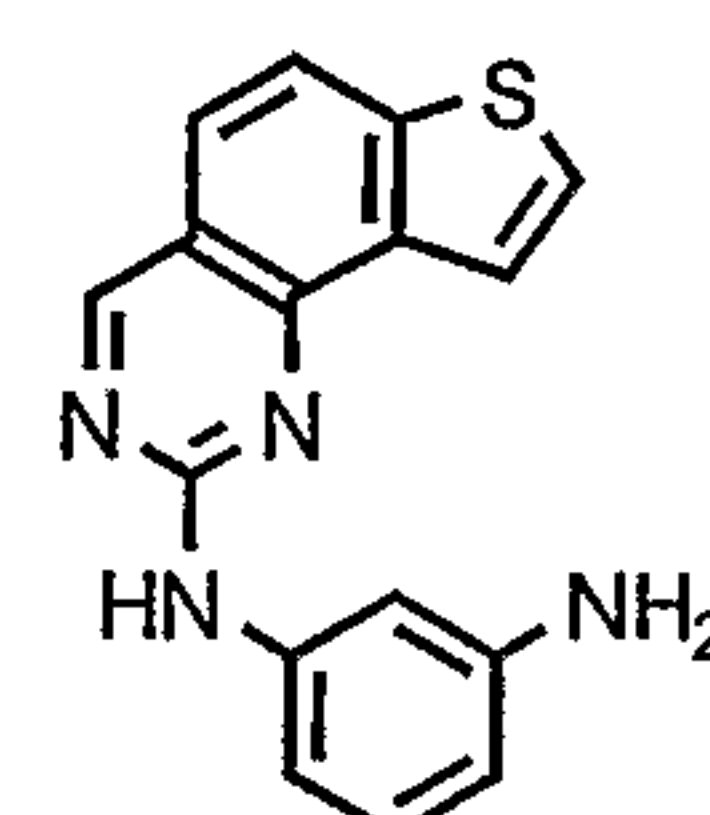
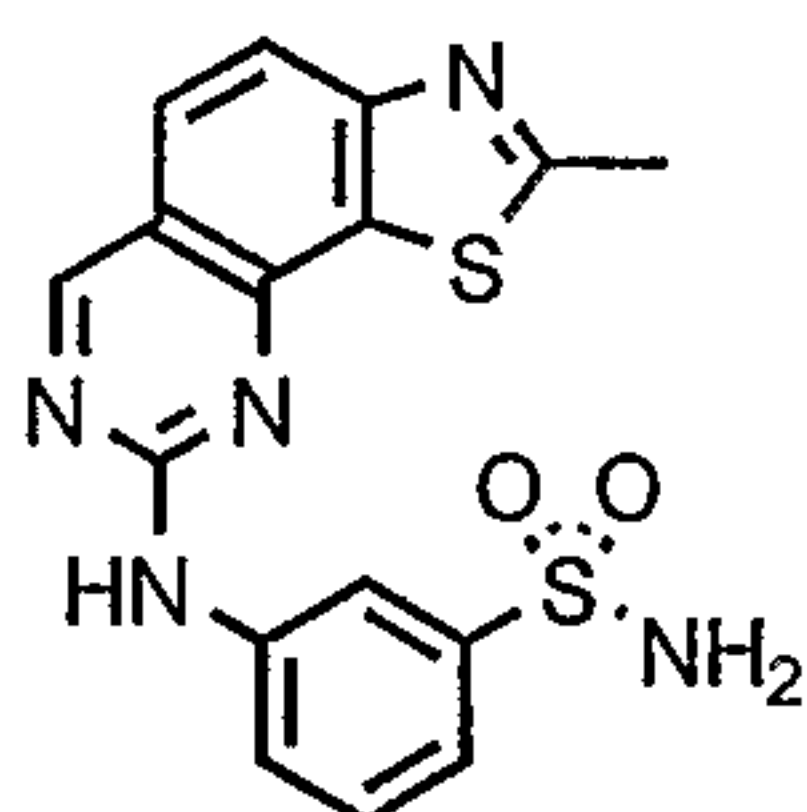
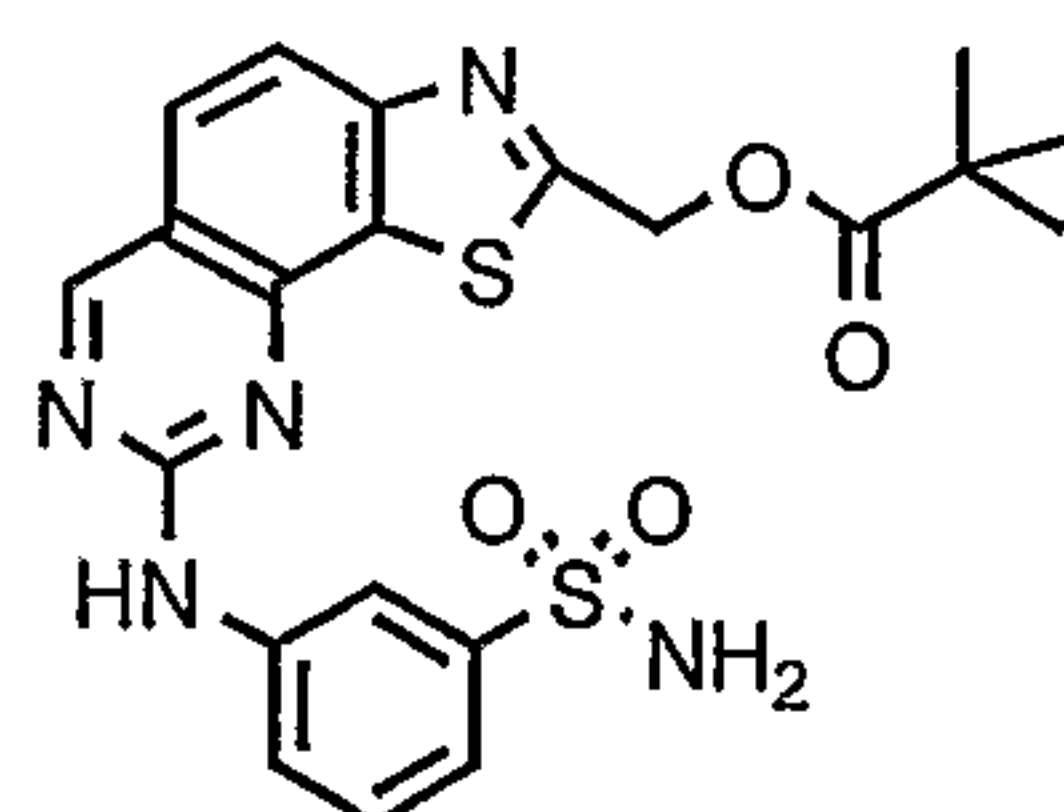
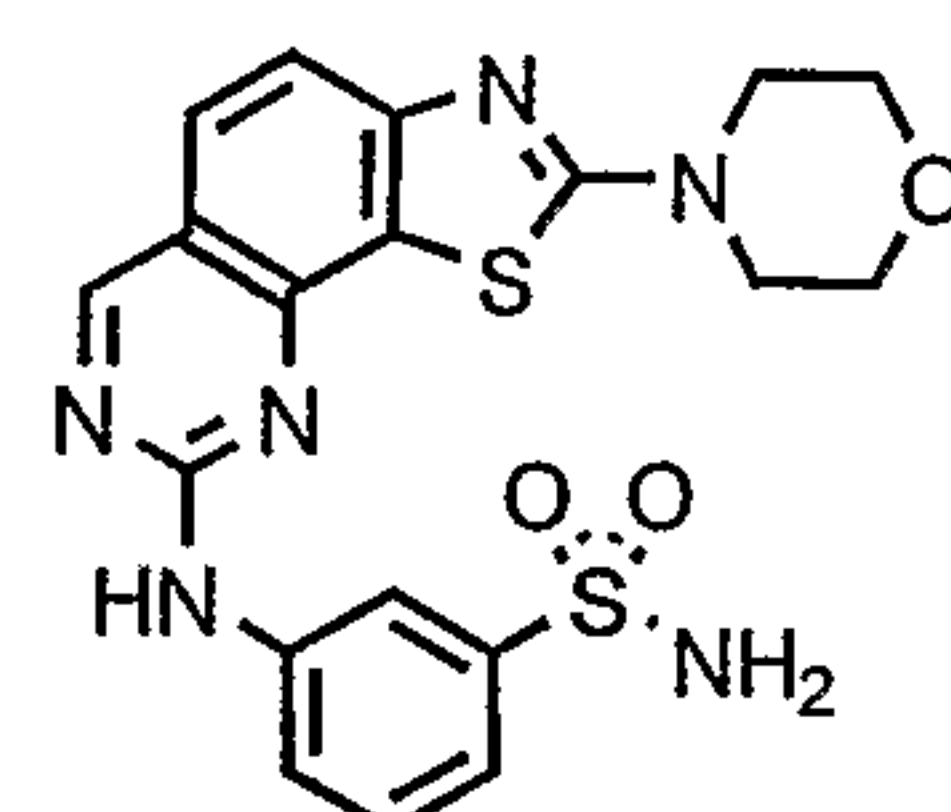
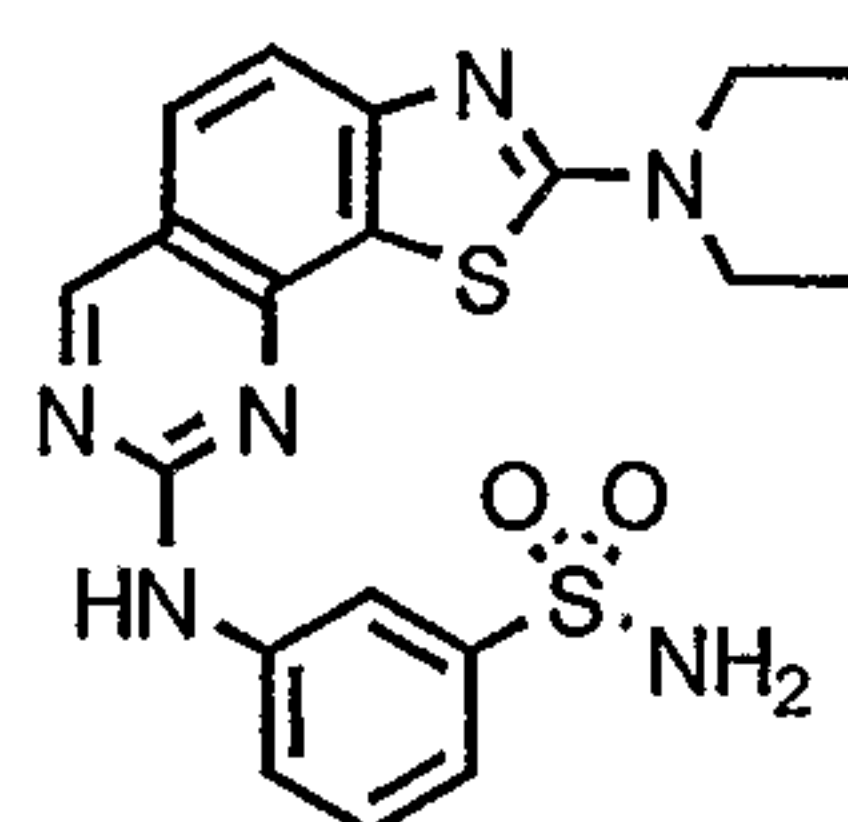
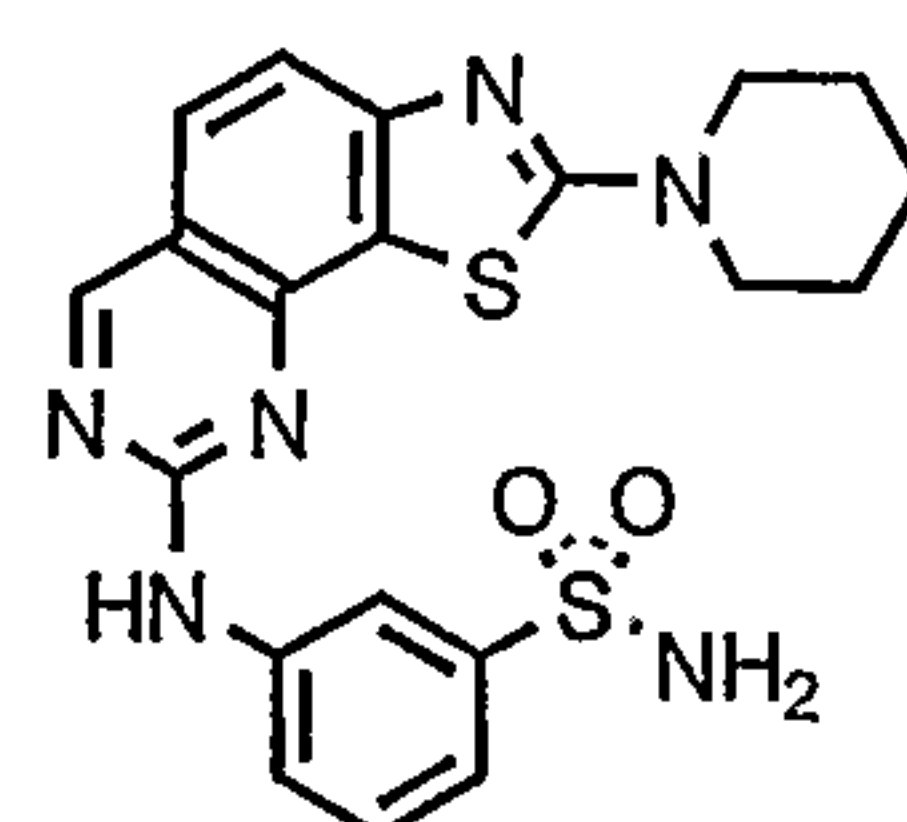
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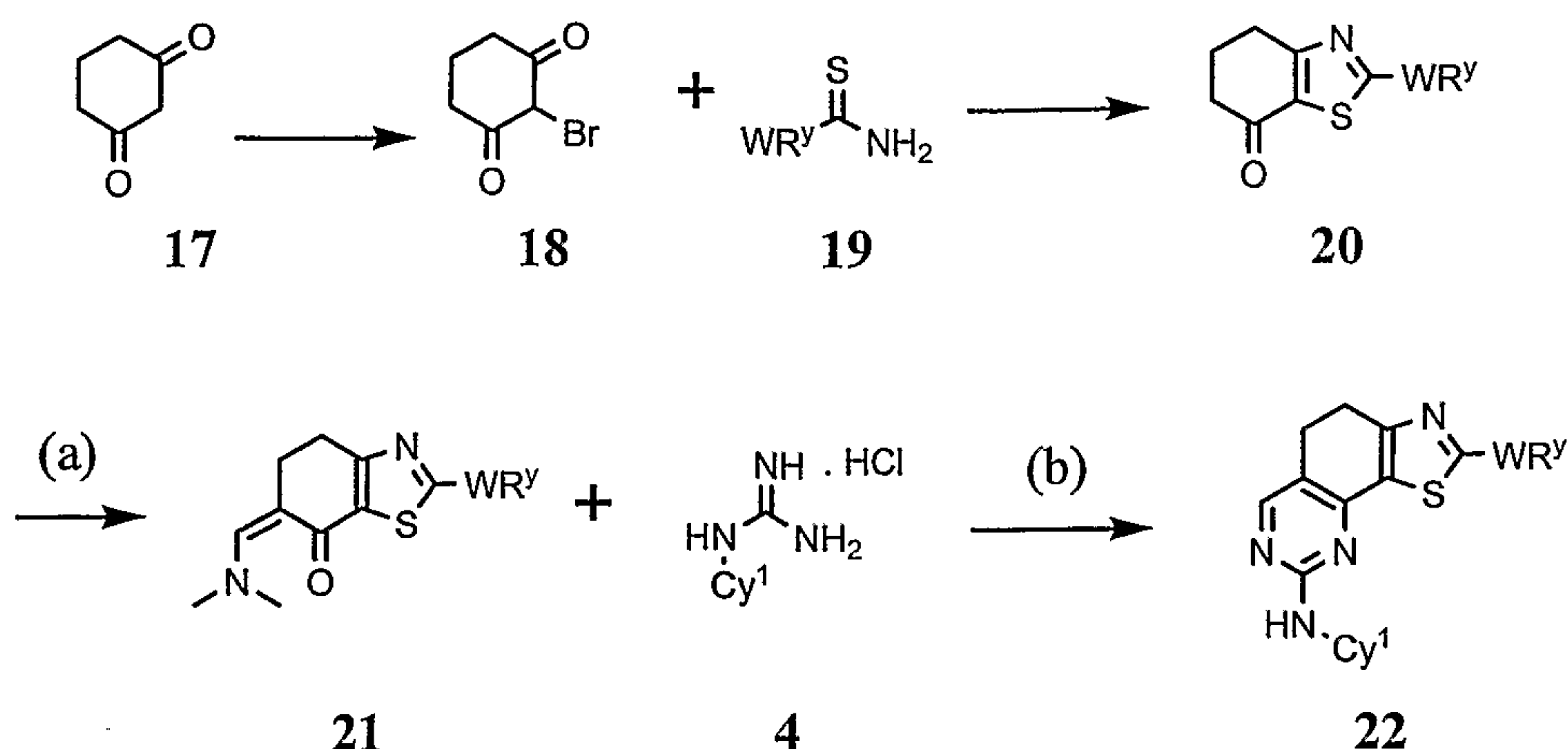
**I-46****I-47****I-48****I-49****I-50****[0148] Scheme IV**

Z, Y = N, C, O, S

[0149] Reagents and conditions: (a) DDQ, 1,4-dioxane, reflux, 2-3 hours.**[0150]** Scheme IV above shows a general synthetic route that has been used for preparing compounds **16** of this invention when Cy¹ and WR^y are as described herein. The oxidation of **16** is achieved by treating the tricycle **15** with DDQ according to step (a) of Scheme IV.**[0151]** Table 2 below depicts exemplary compounds prepared according to the general method described in Scheme IV.**[0152] Table 2. Examples of Compounds of Formula II:****II-1****II-2****II-3****II-4**

**II-5****II-6****II-7****II-8****II-9****II-10****II-11****II-12****II-13****II-14****II-15****II-16****II-17****II-18****II-19****II-20****II-21****II-22****II-23****II-24**

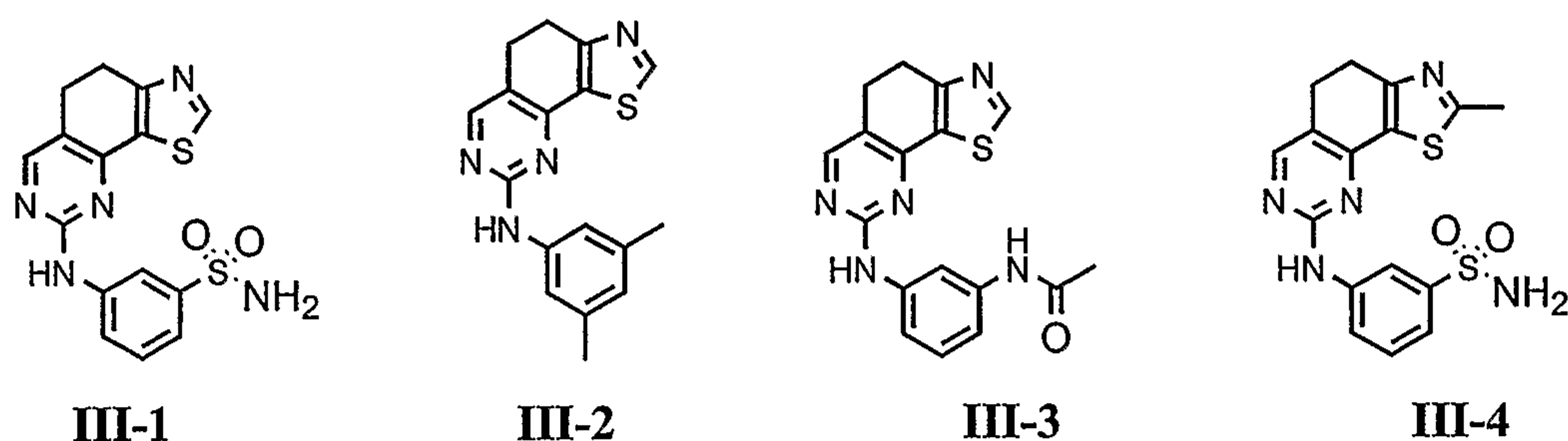
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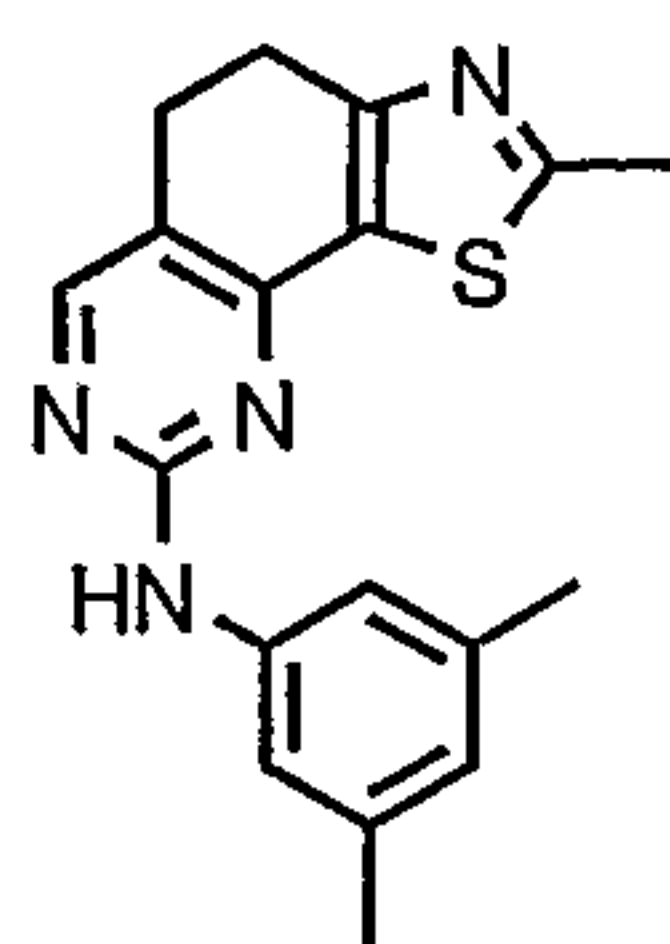
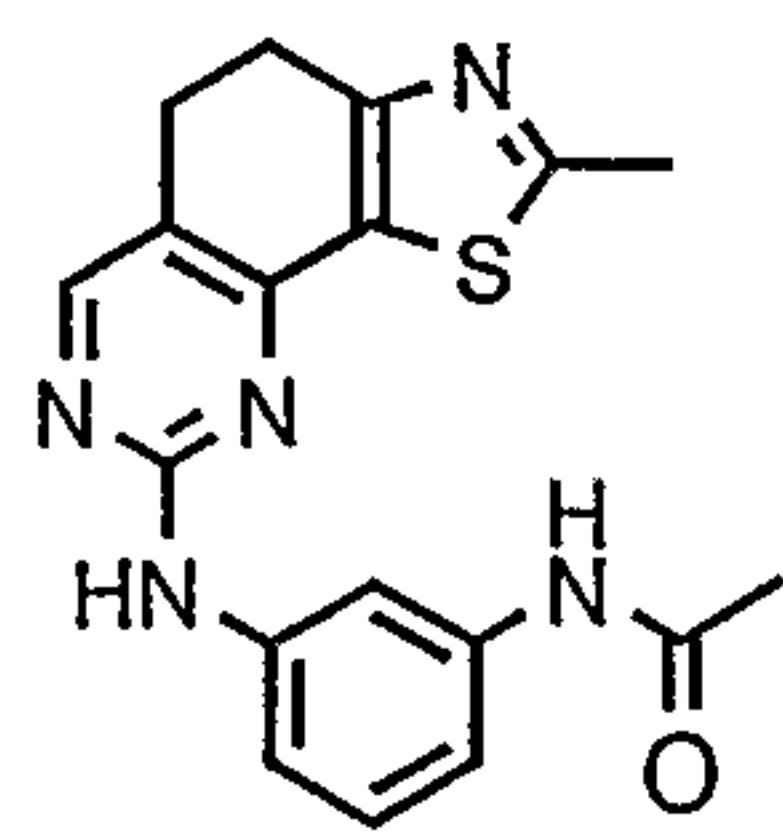
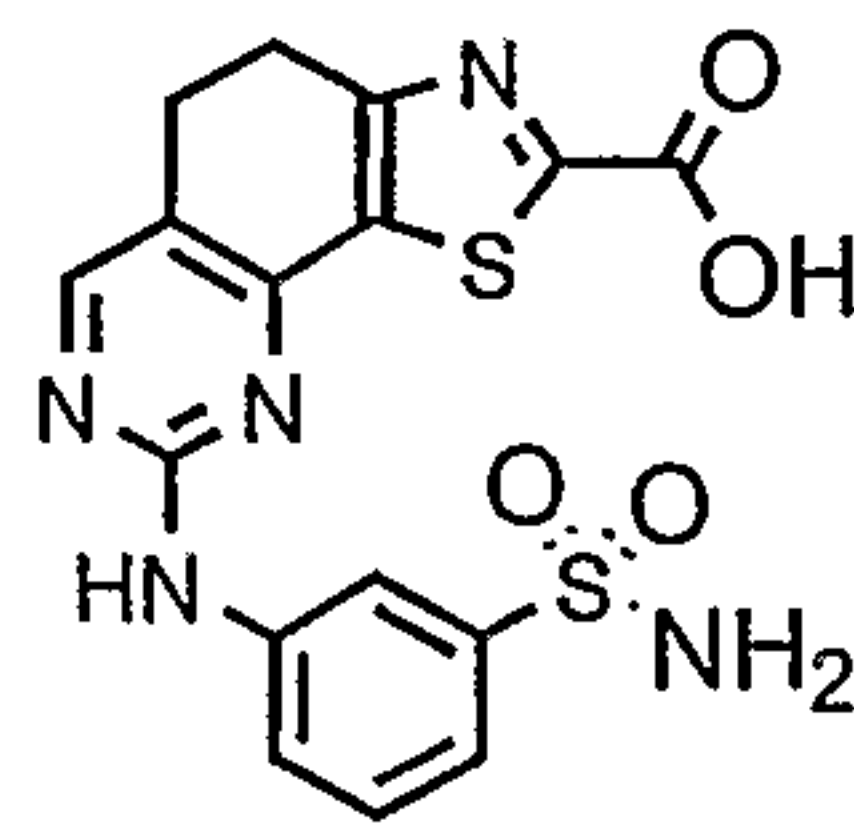
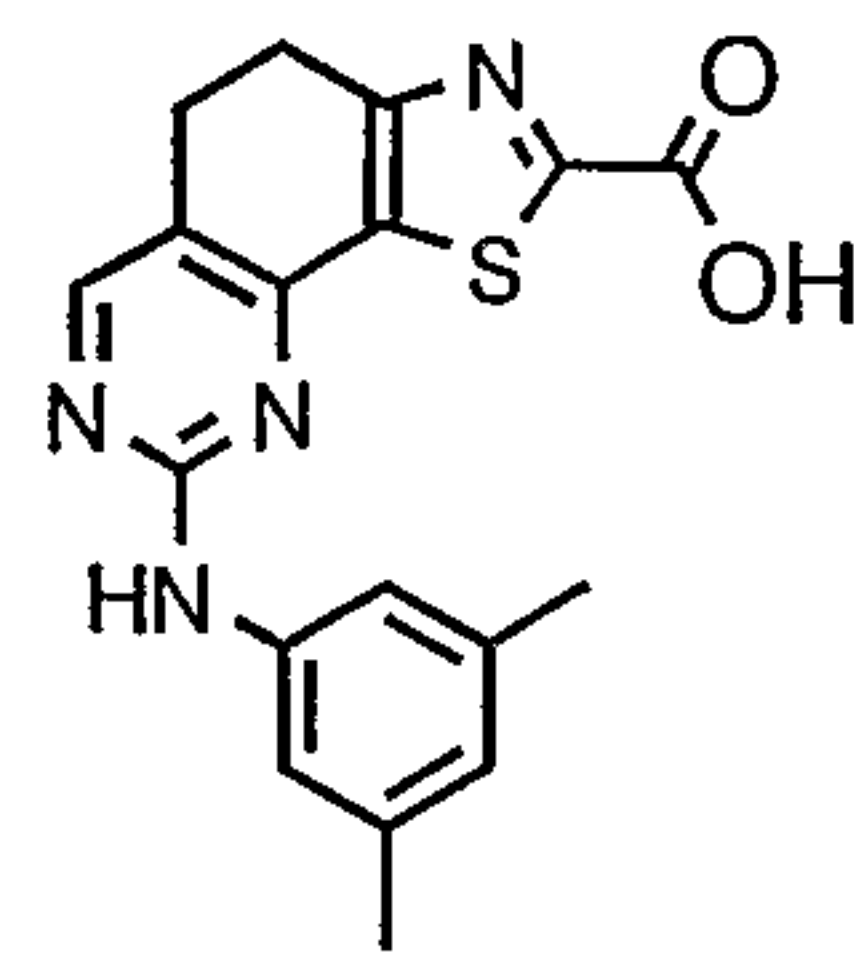
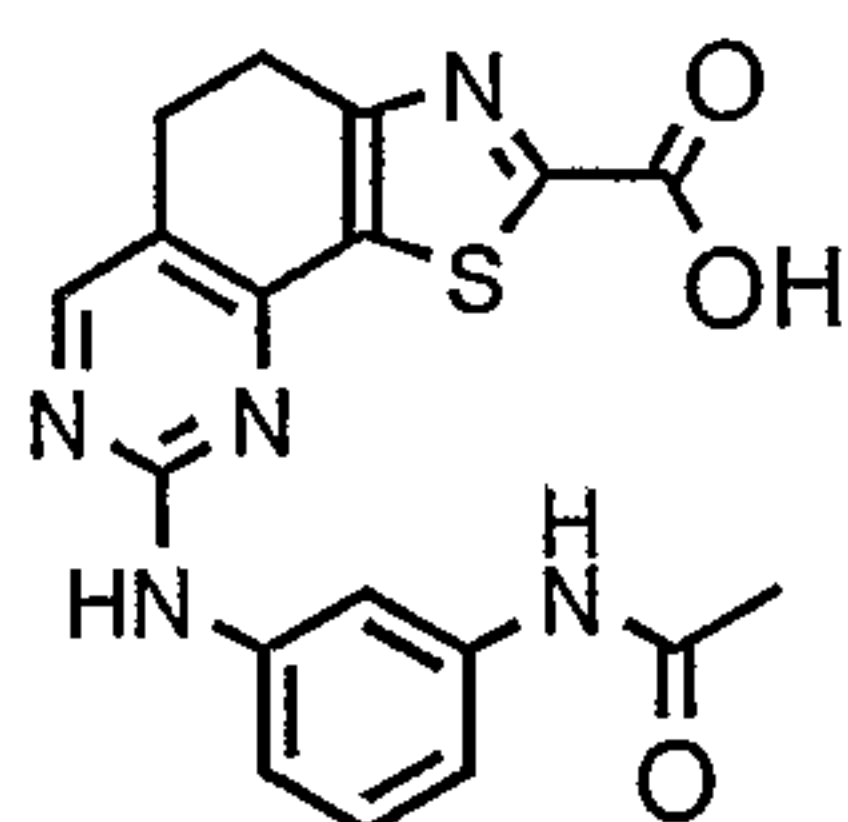
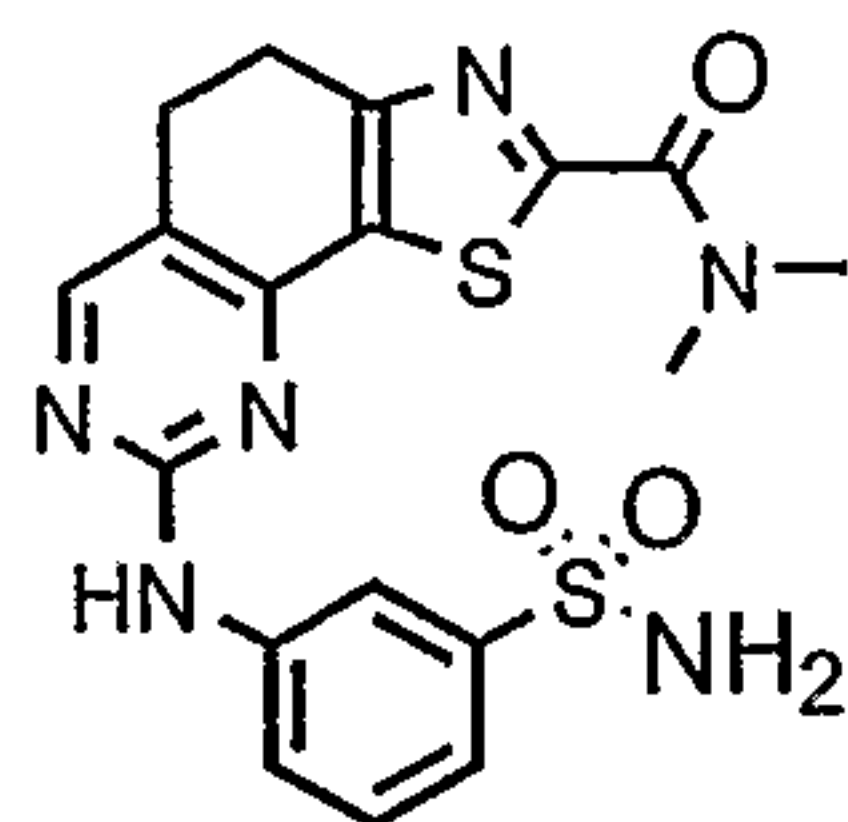
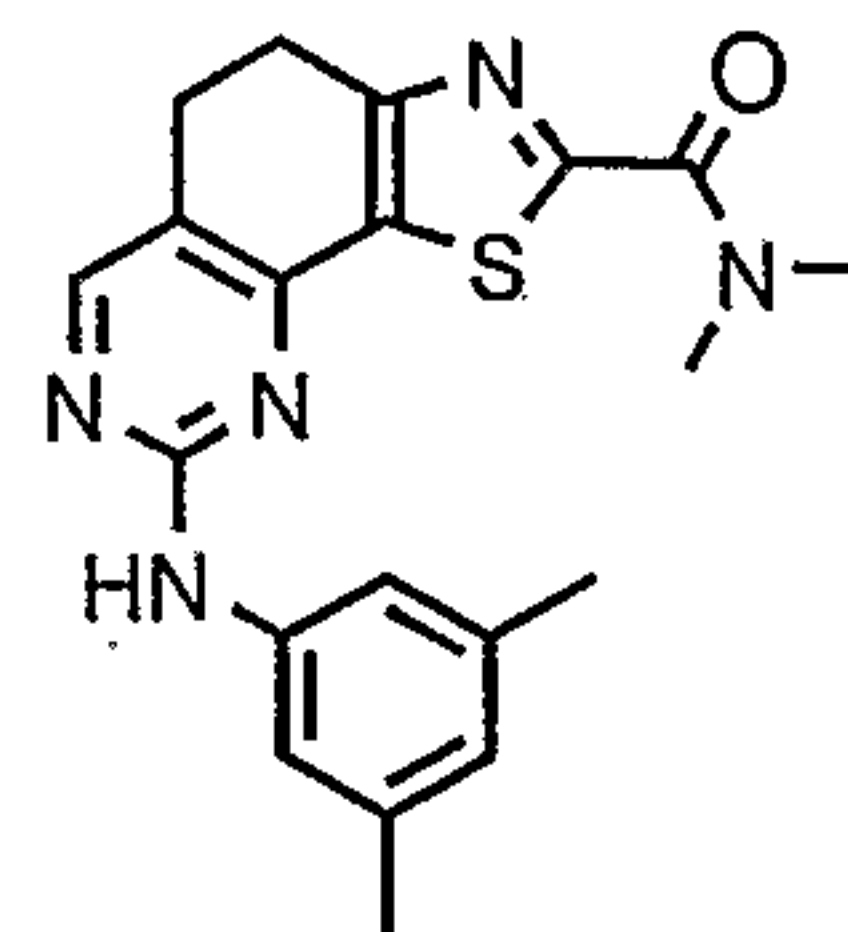
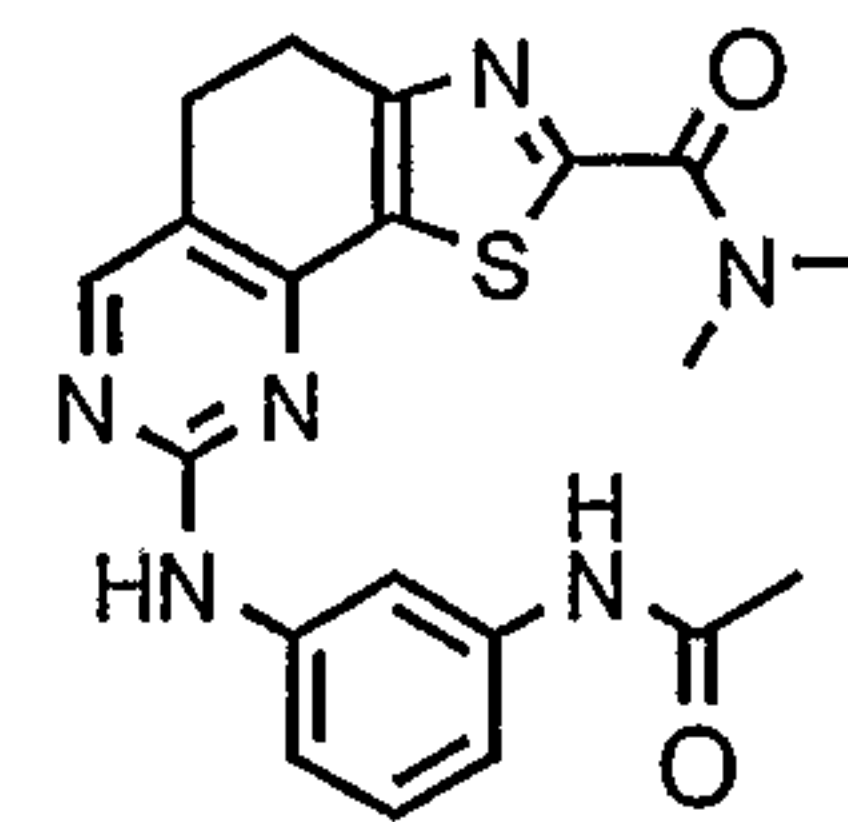
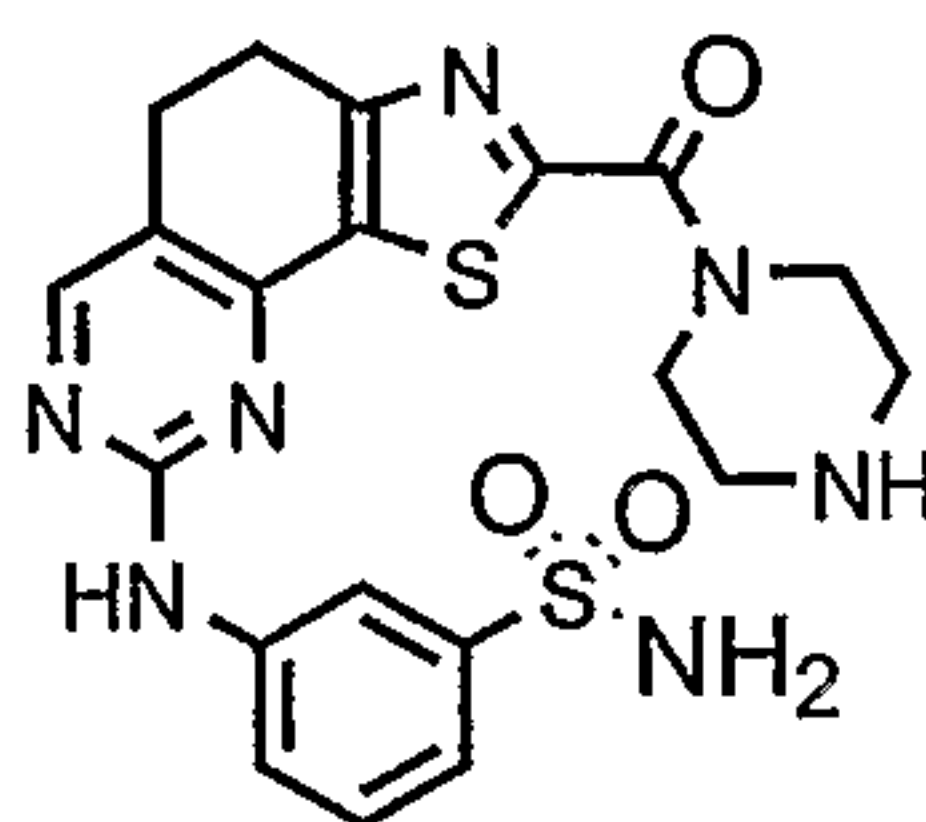
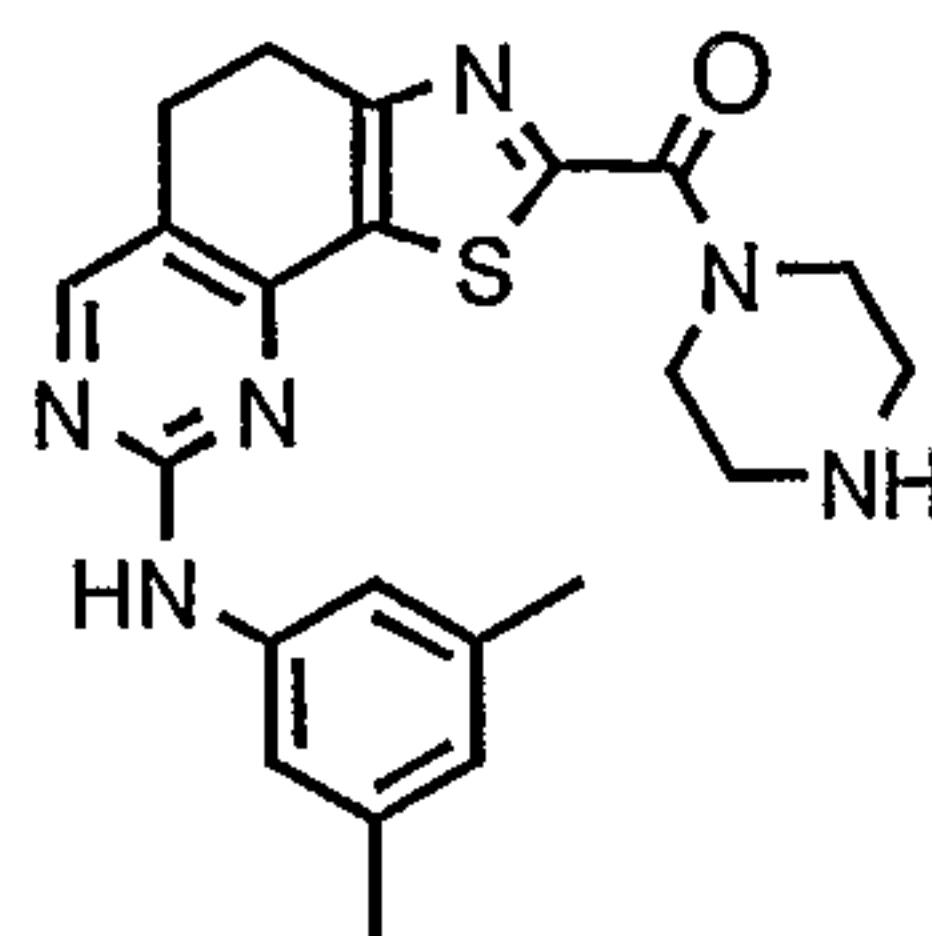
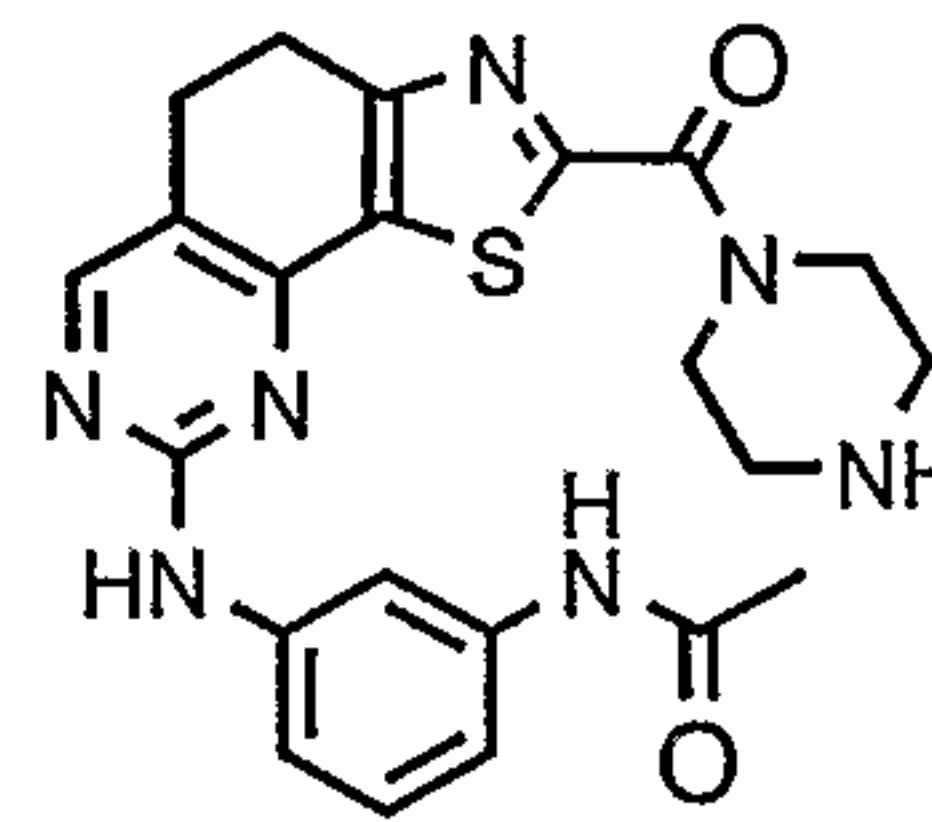
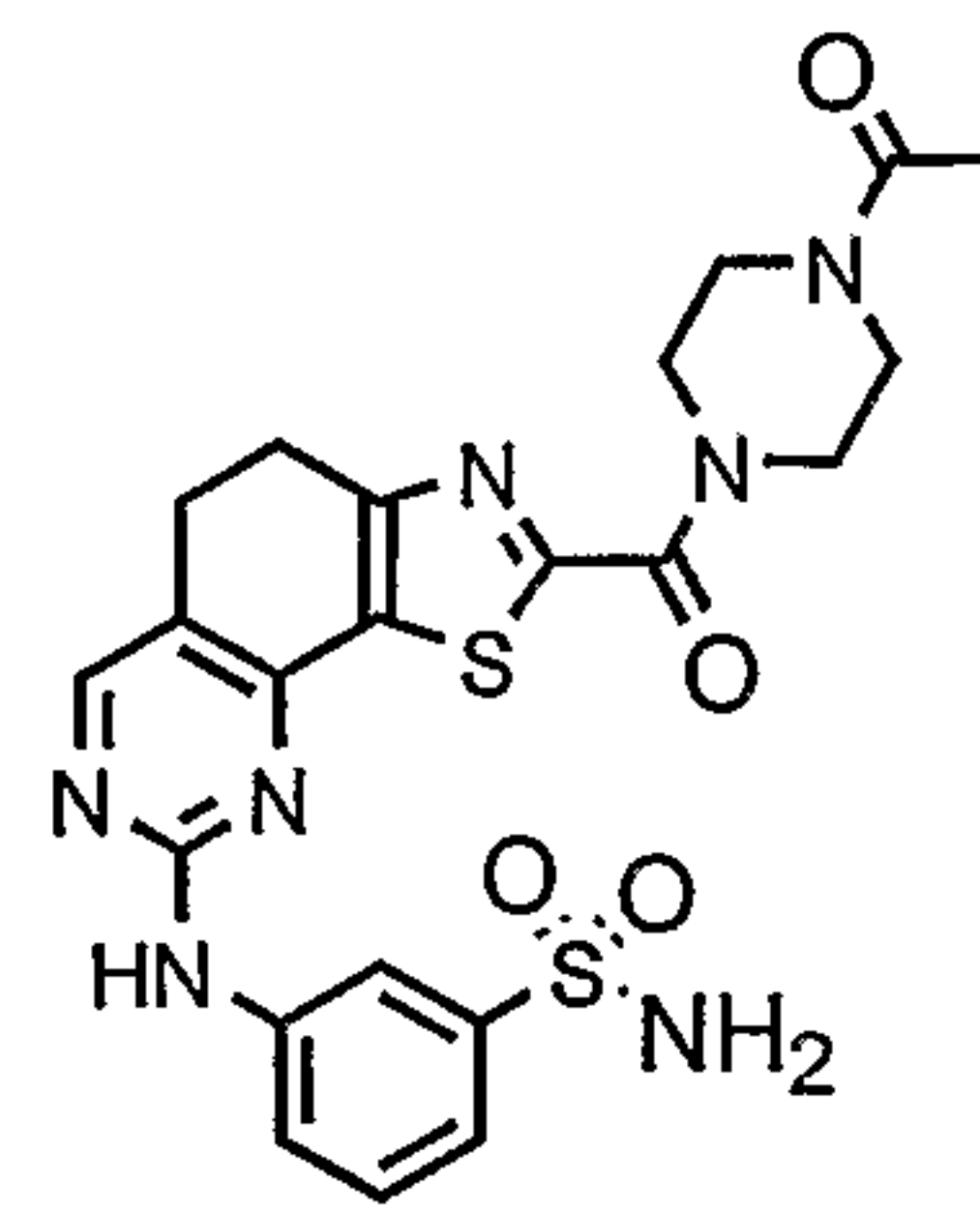
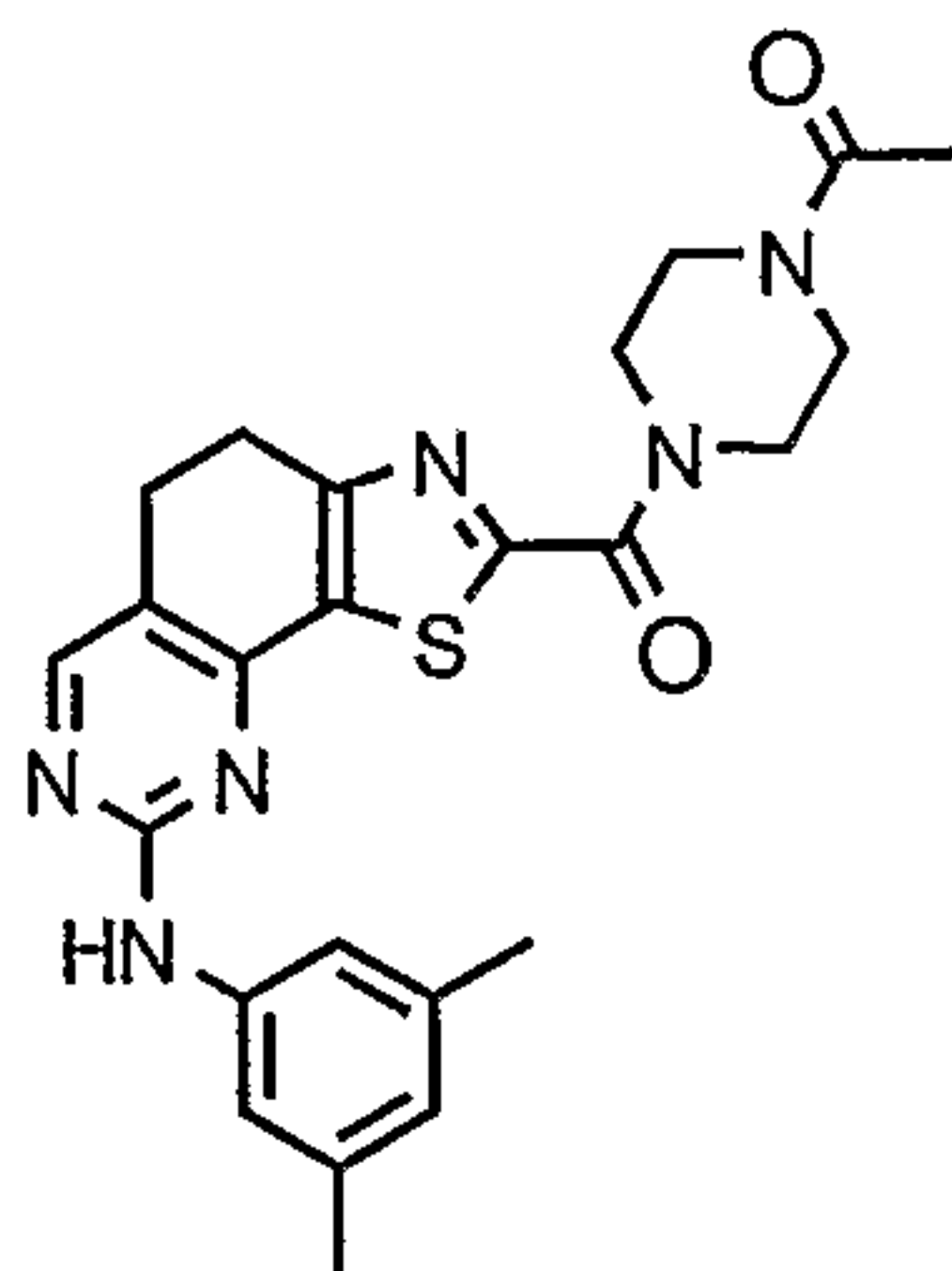
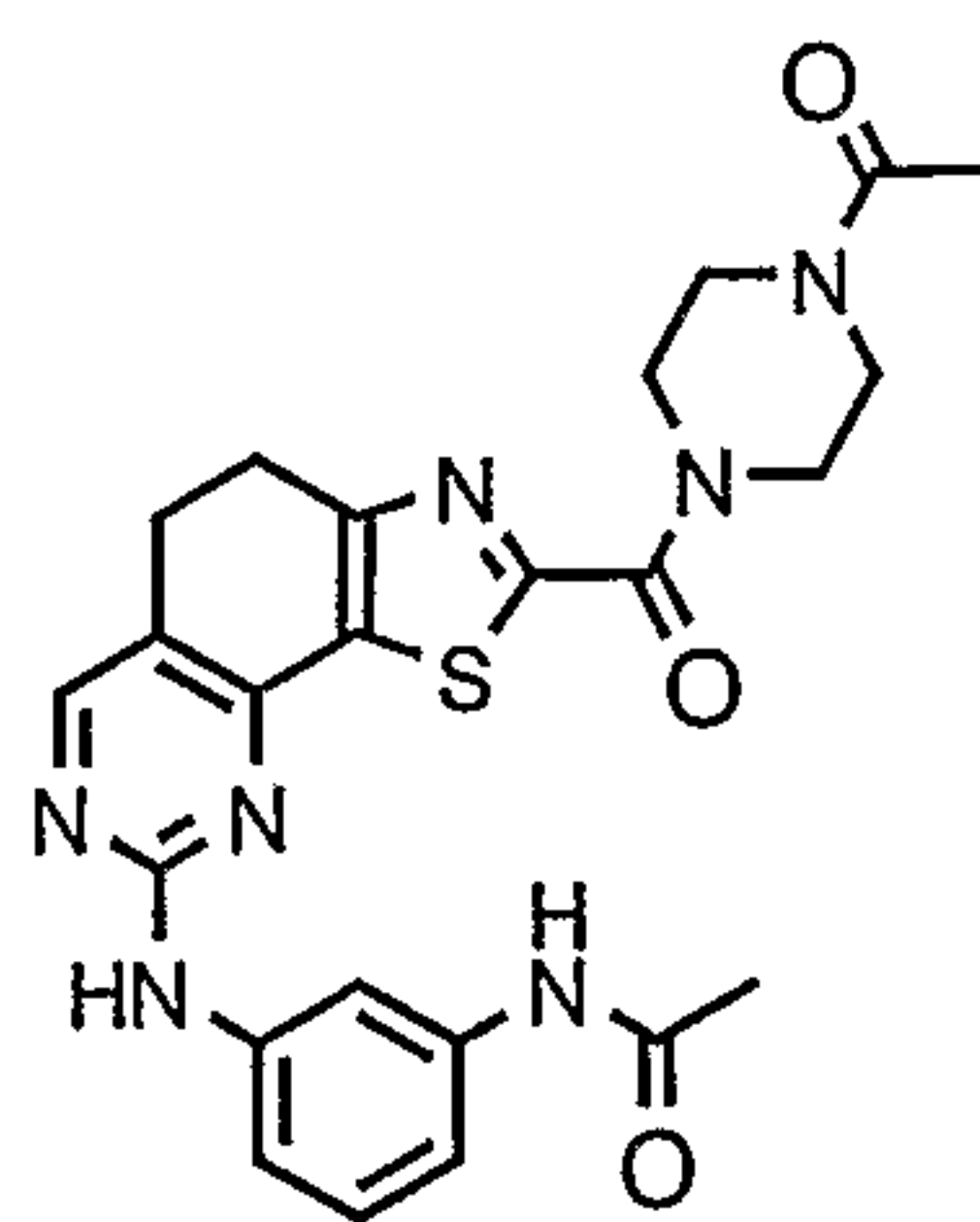
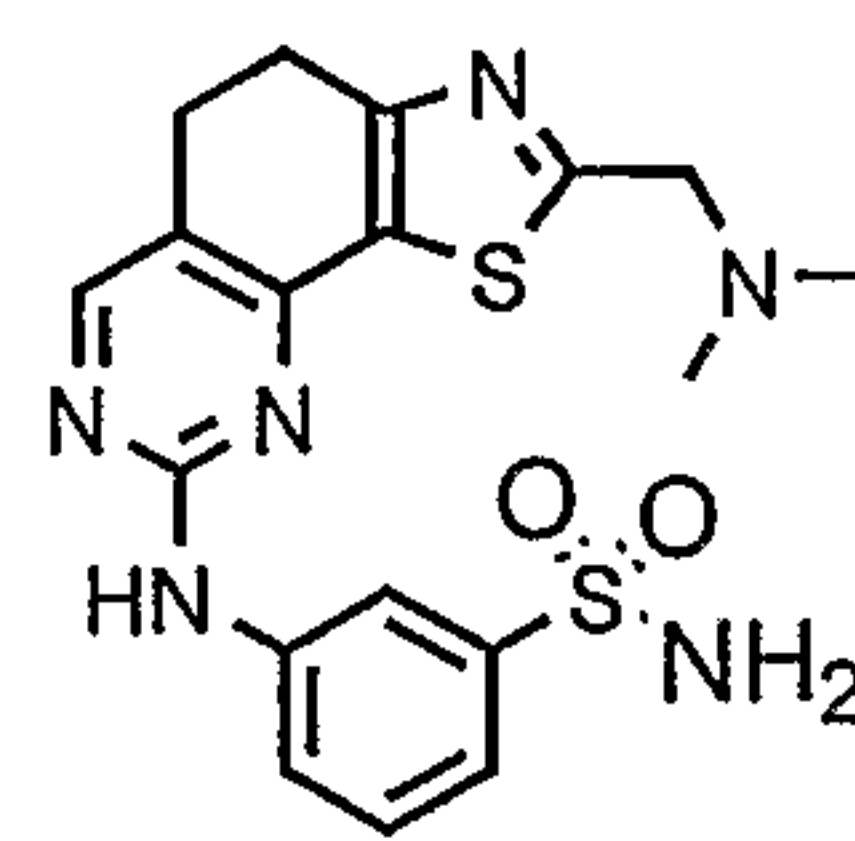
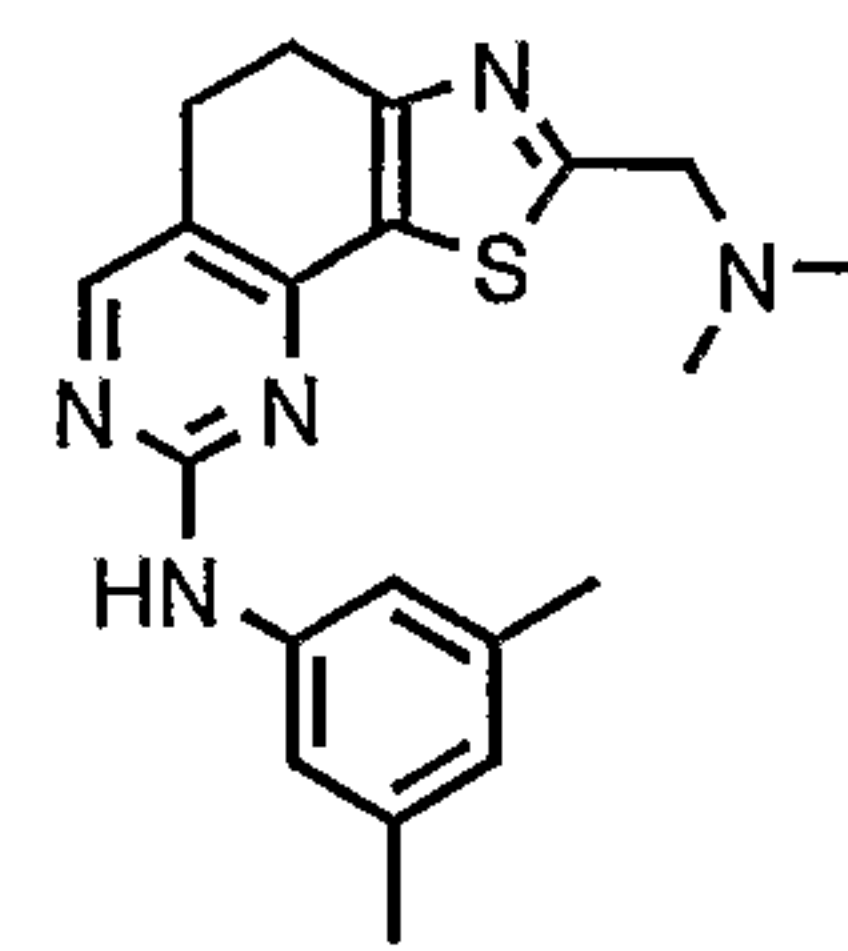
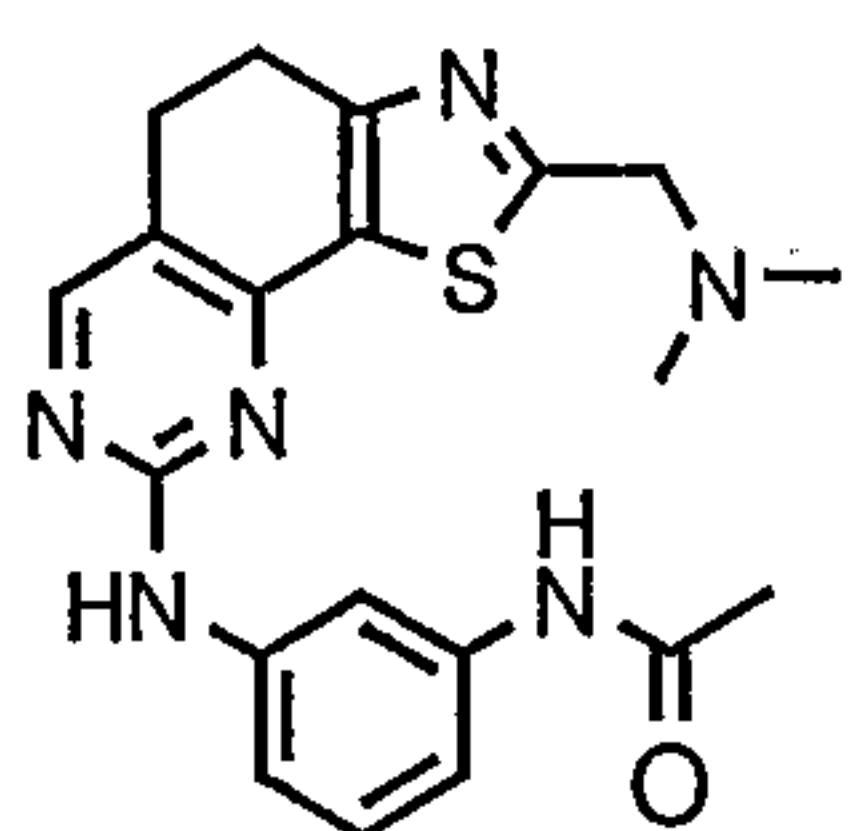
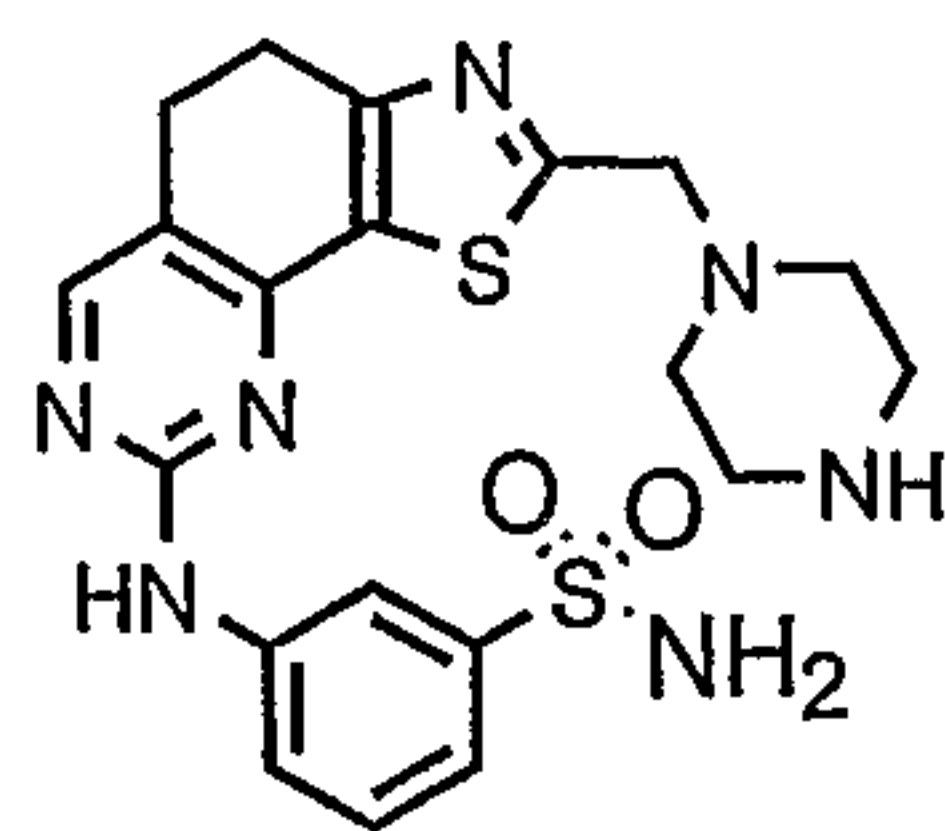
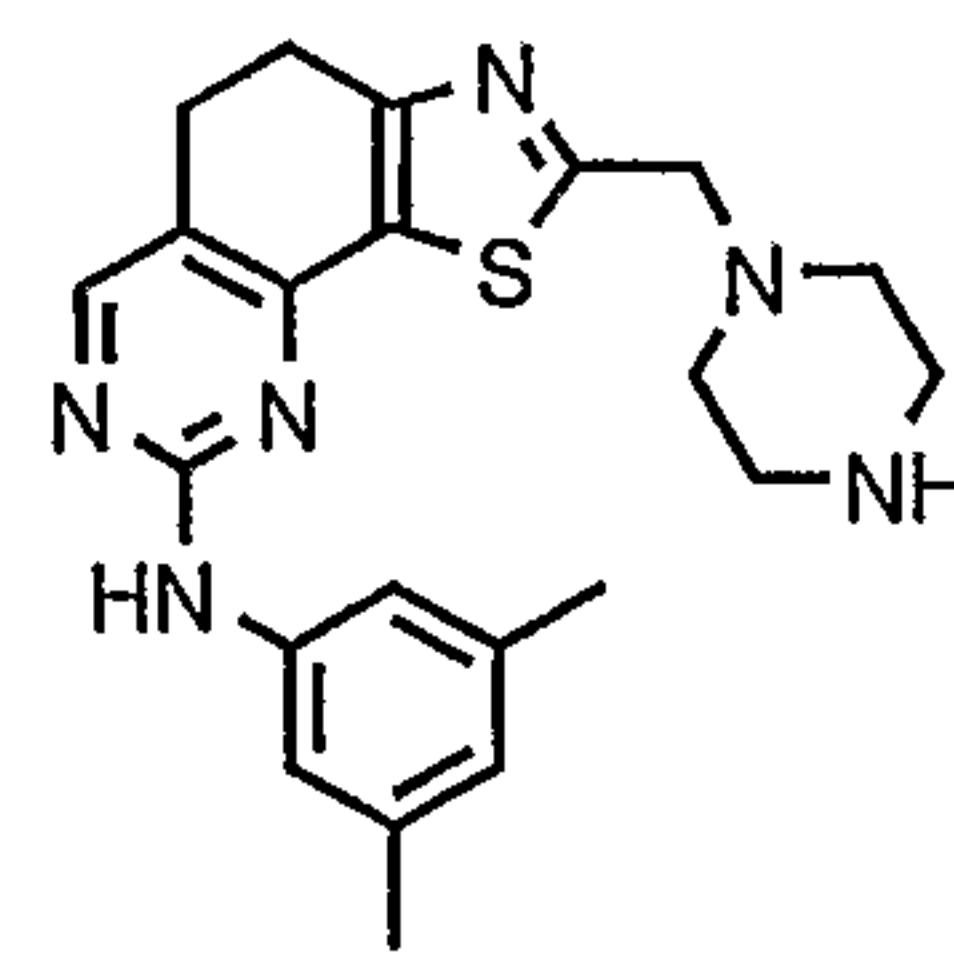
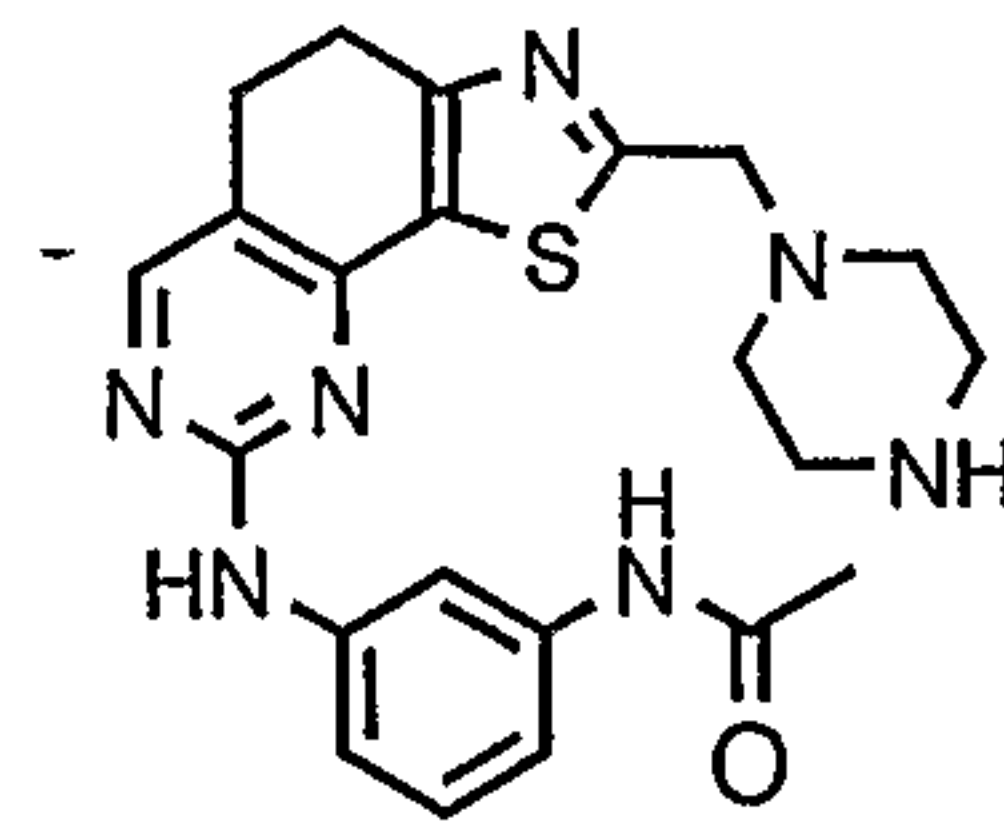
[0153] Scheme V

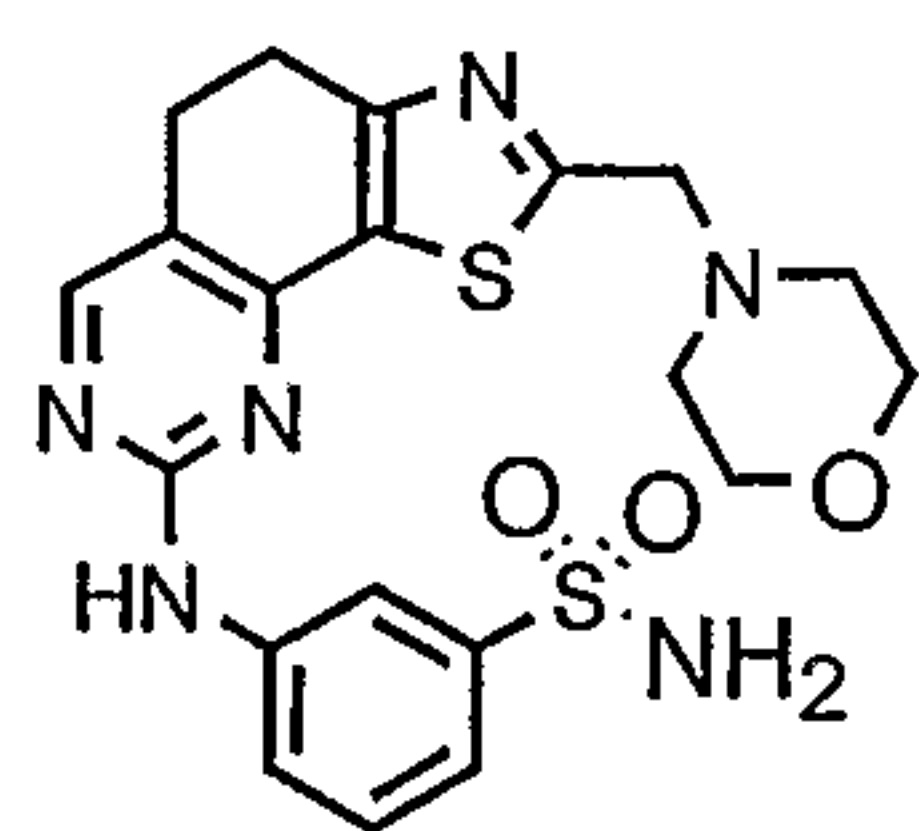
[0154] Reagents and conditions: (a) DMF/DMA reflux, 12 hours; (b) K_2CO_3 , DMA, $120^\circ C$, 12 hours.

[0155] Scheme V above shows a general synthetic route that is used for preparing the compounds **22** of this invention when Cy^1 and WR^y is as described herein. The 2-substituted-5,6-dihydro-4H-benzothiazol-7-ones **20** may be prepared by methods described in the literature by Lehmann, *et al*, *Z. Chem* **1967**, 7, 422. Intermediate **21** is prepared according to Scheme V step (a). Compound **21** is treated with *N*-substituted guanidine **4** according to step (b). This reaction is amenable to a variety of *N*-substituted guanidines to form compounds of formula **22**.

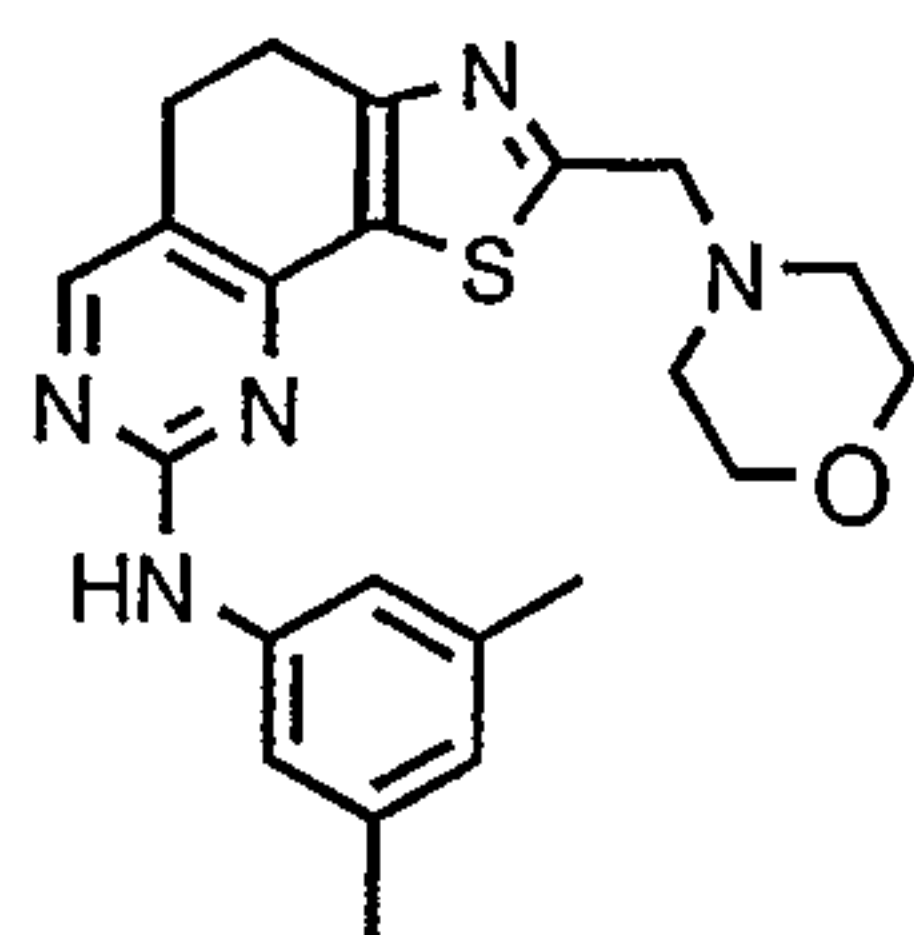
[0156] Table 3 below depicts exemplary compounds prepared according to the general method described in Scheme V.

[0157] Table 3. Examples of Compounds of Formula III:

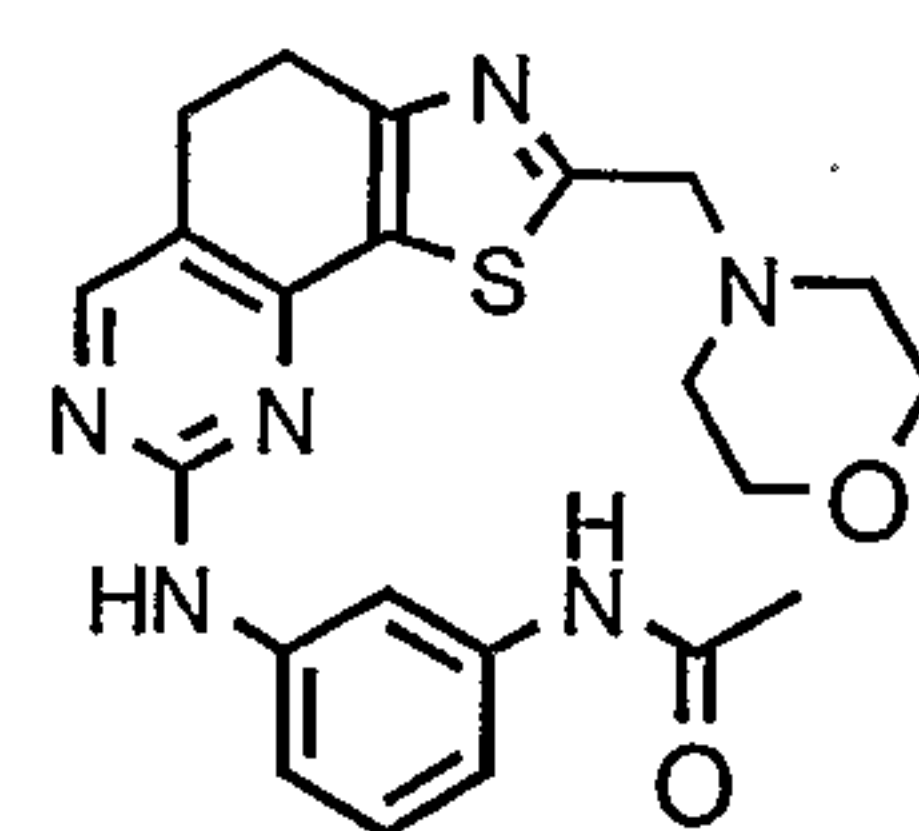
**III-5****III-6****III-7****III-8****III-9****III-10****III-11****III-12****III-13****III-14****III-15****III-16****III-17****III-18****III-19****III-20****III-21****III-22****III-23****III-24**



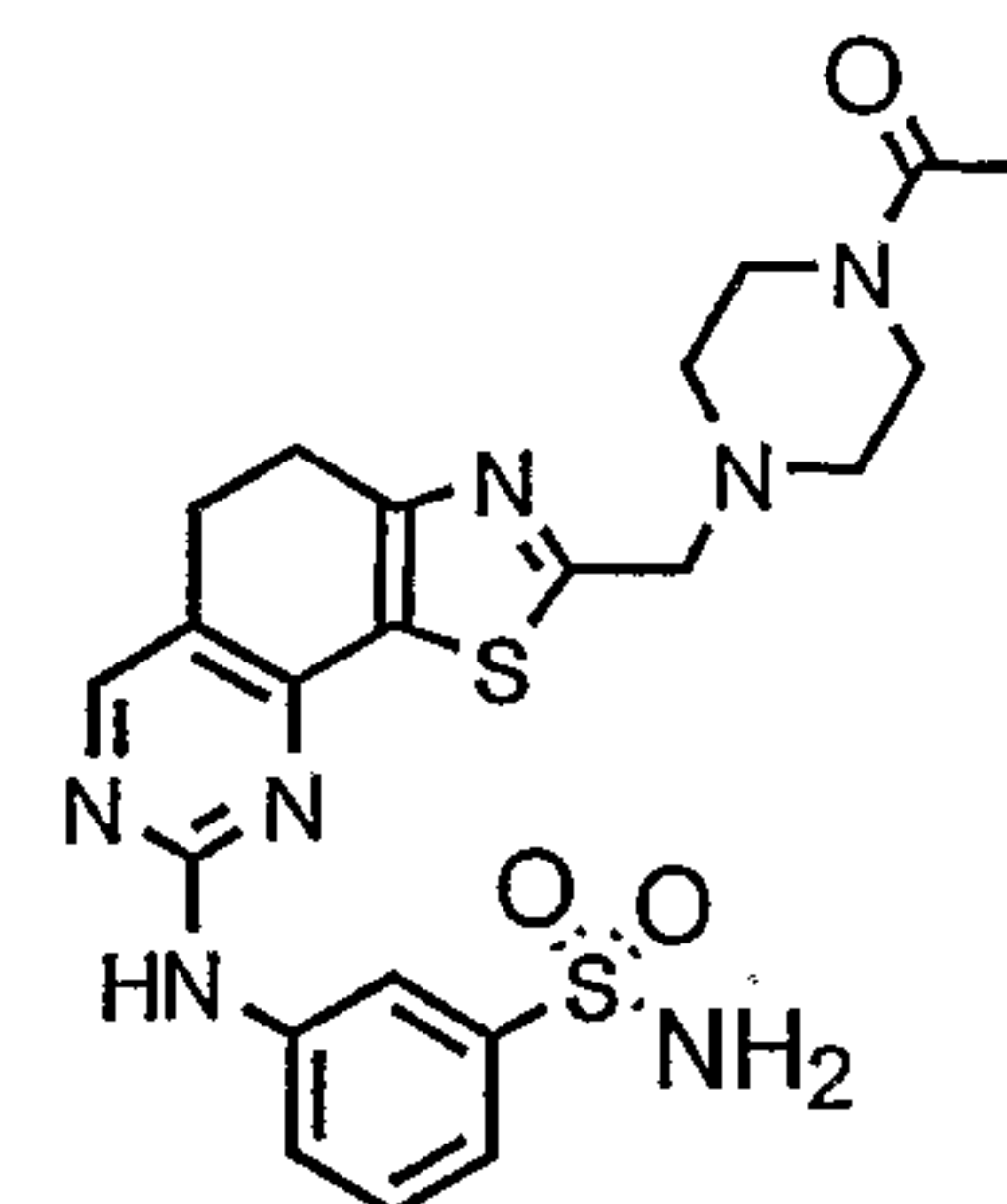
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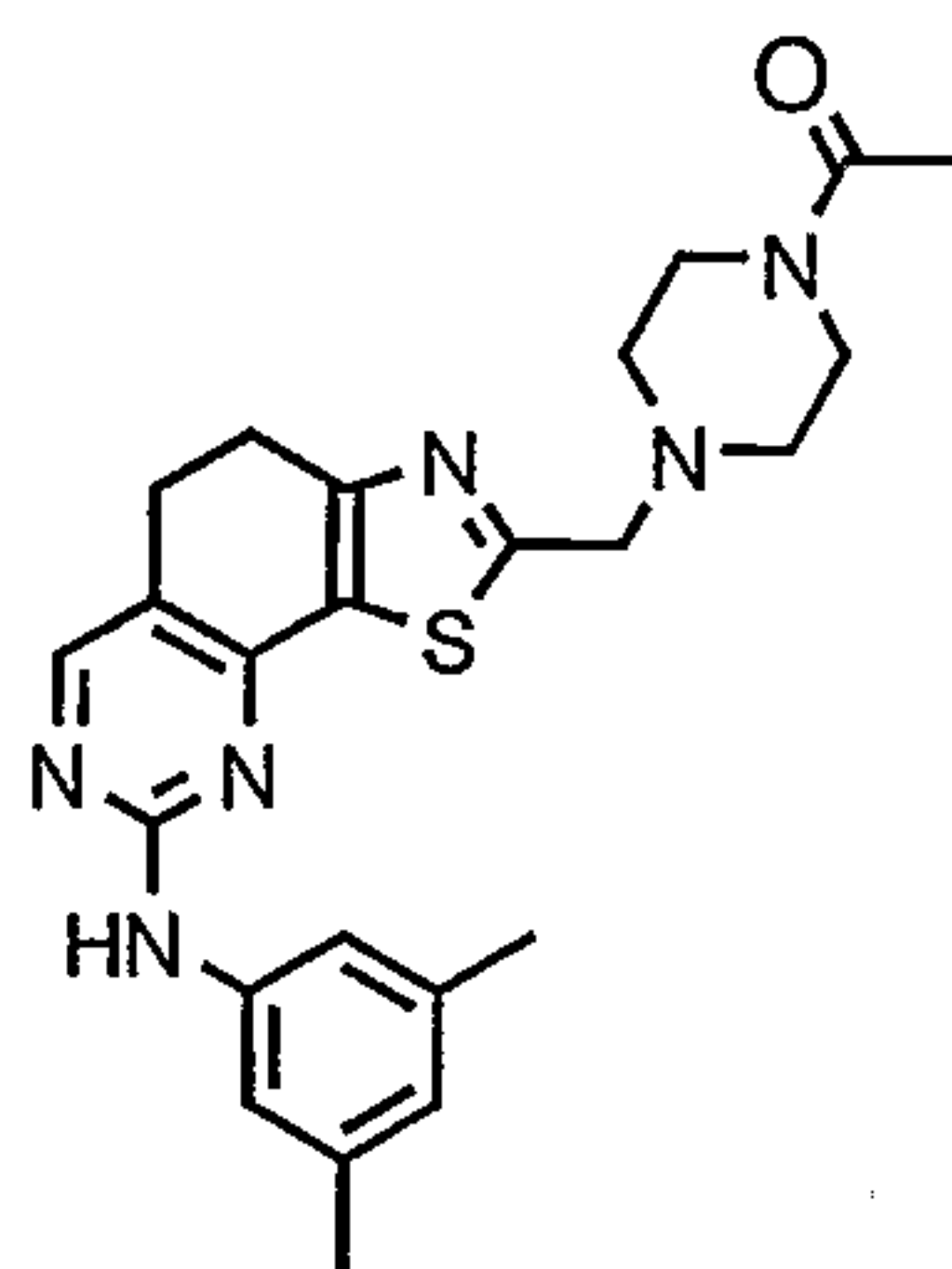
III-26



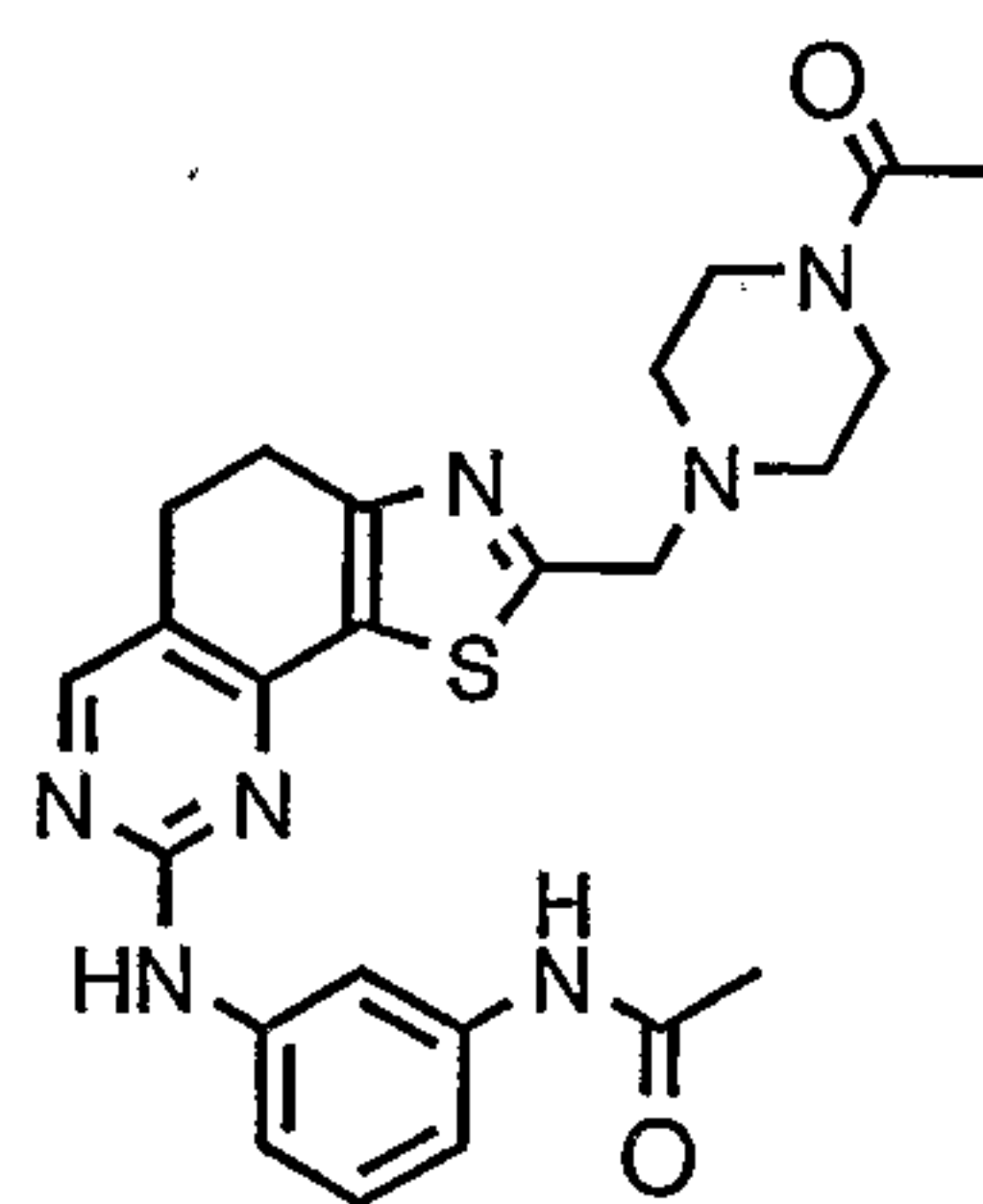
III-27



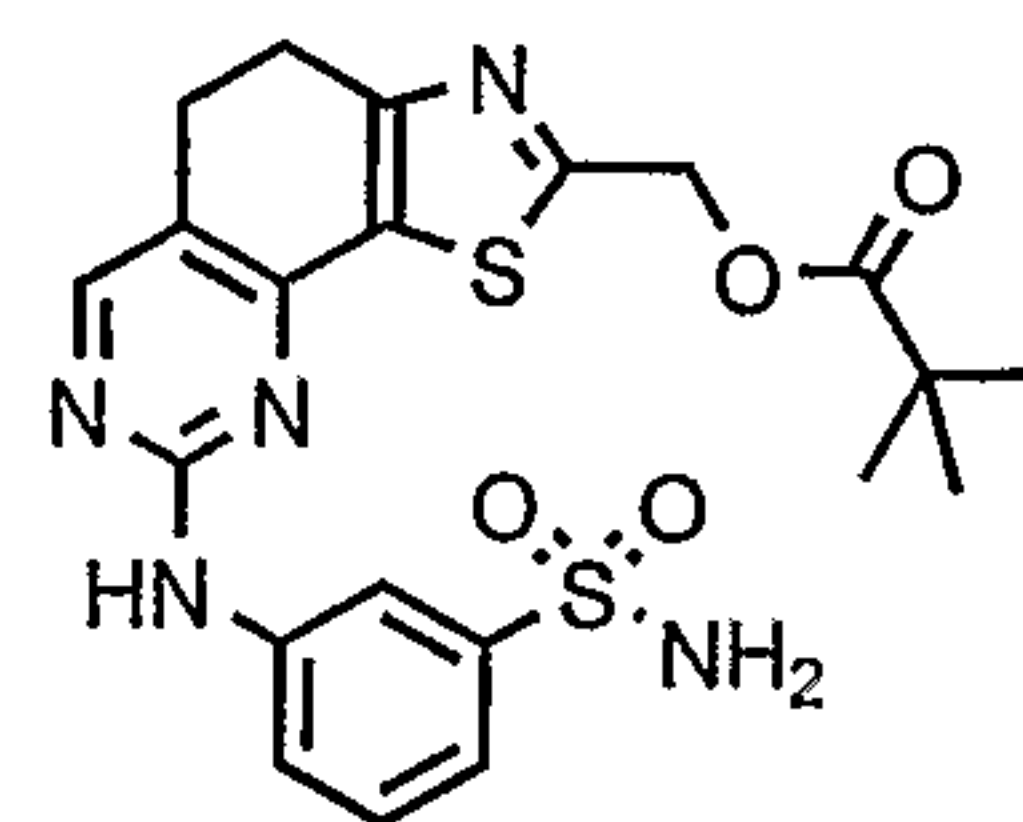
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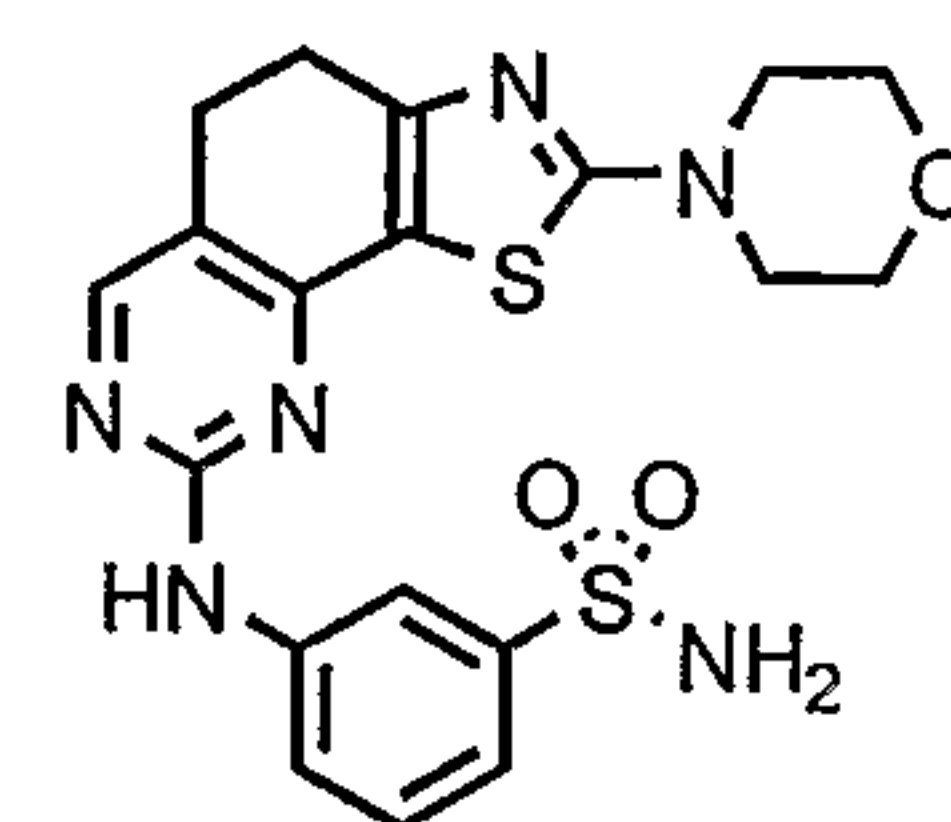
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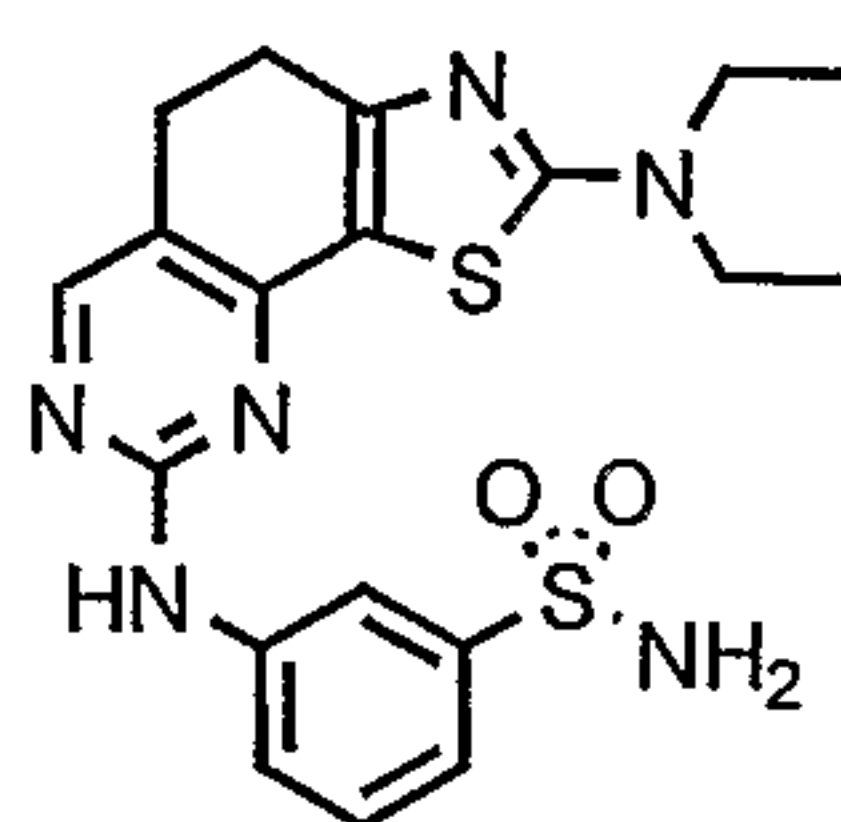
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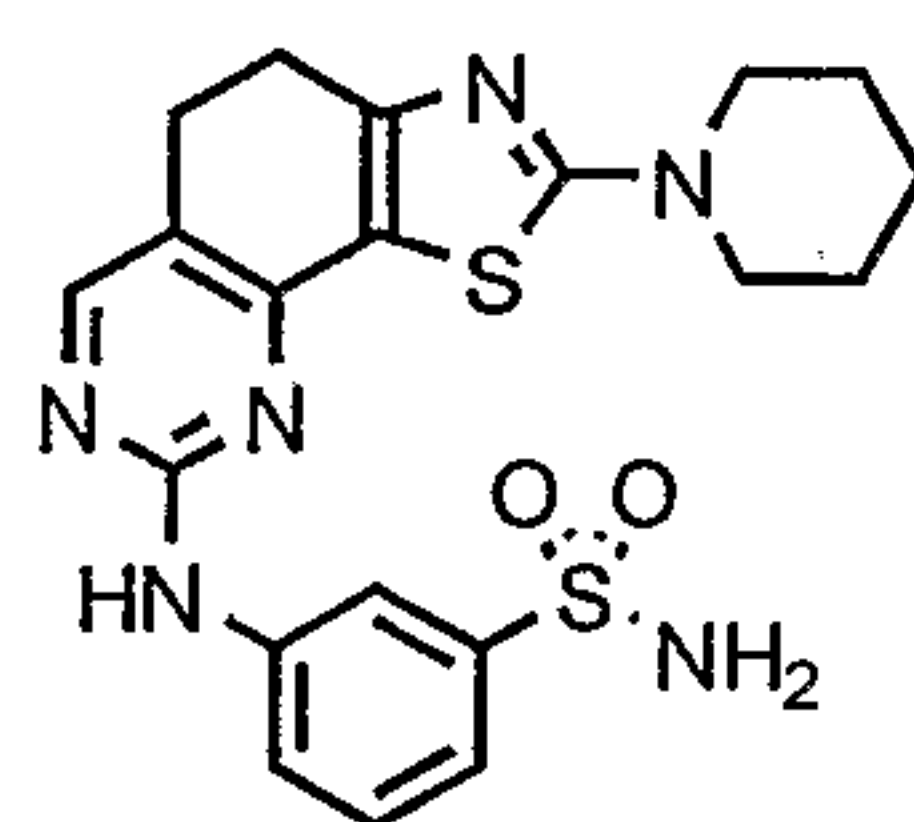
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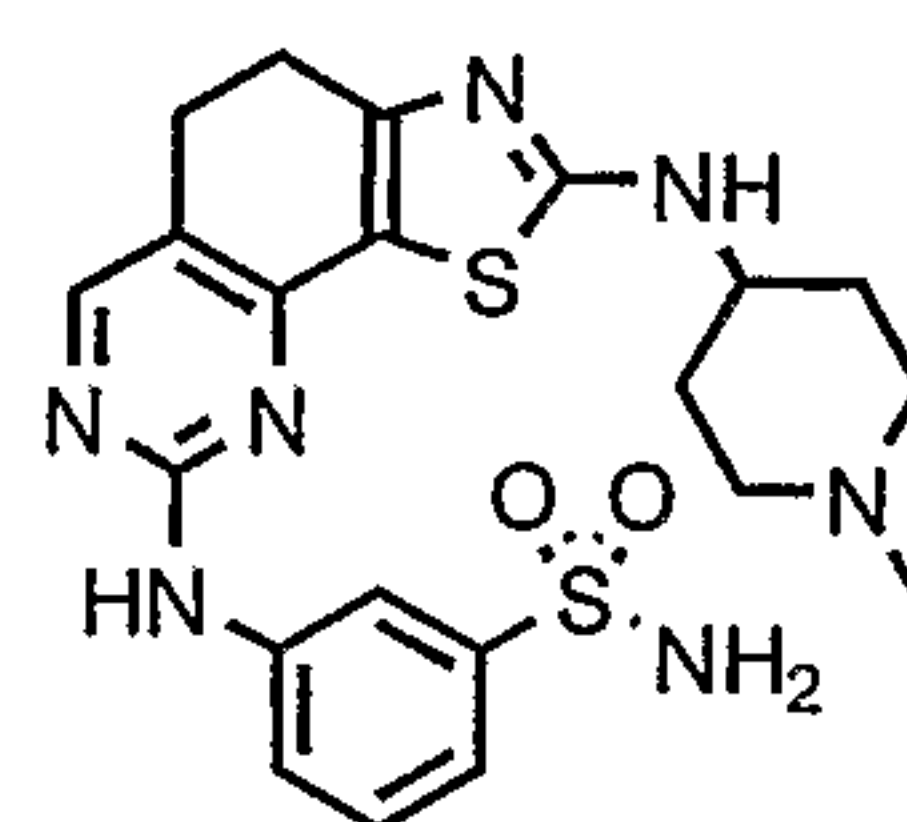
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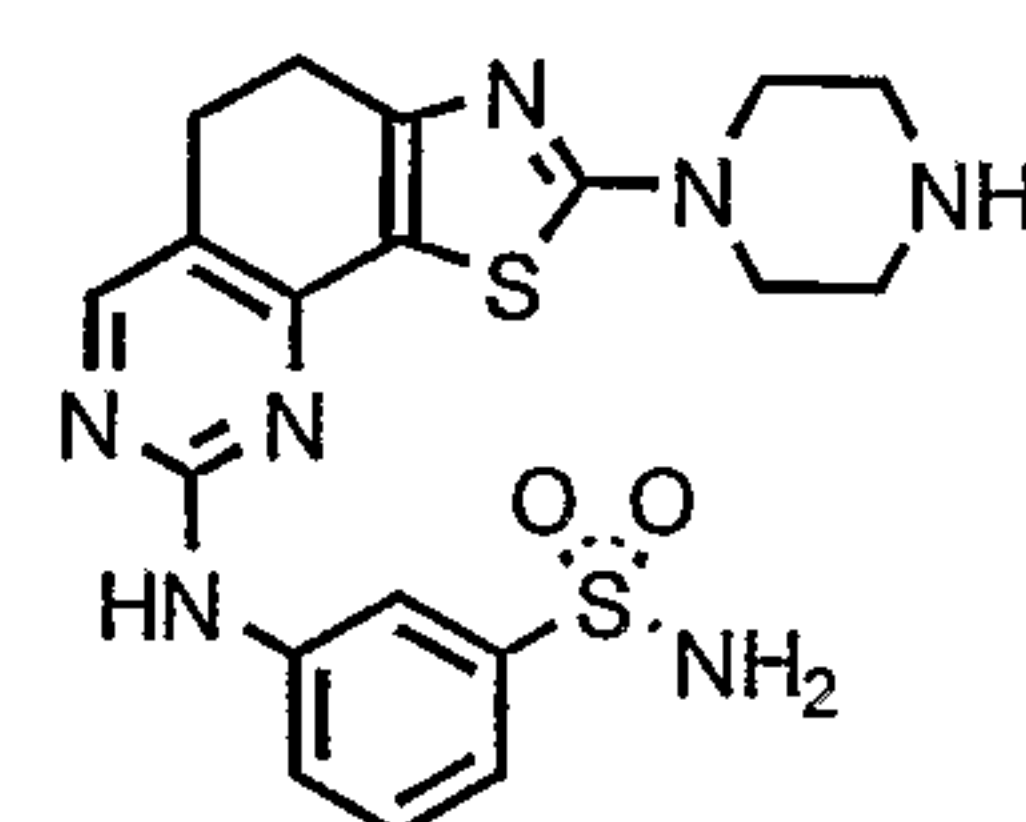
III-33



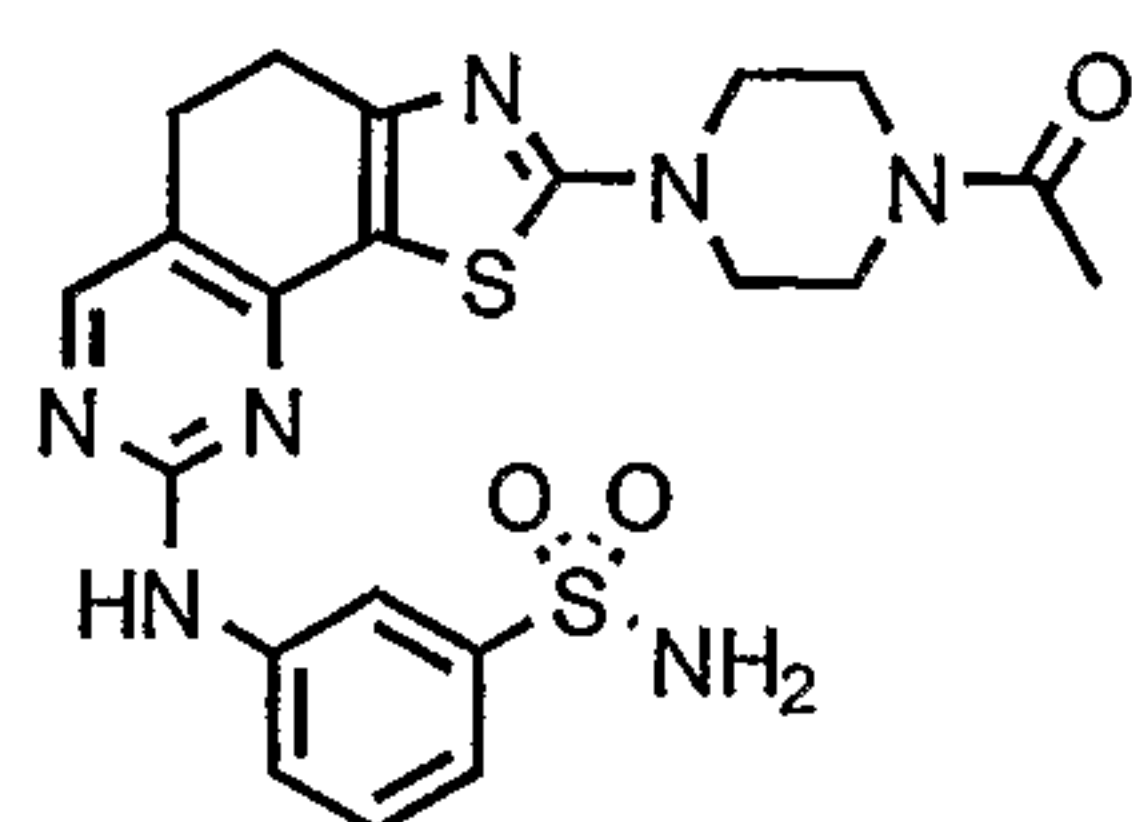
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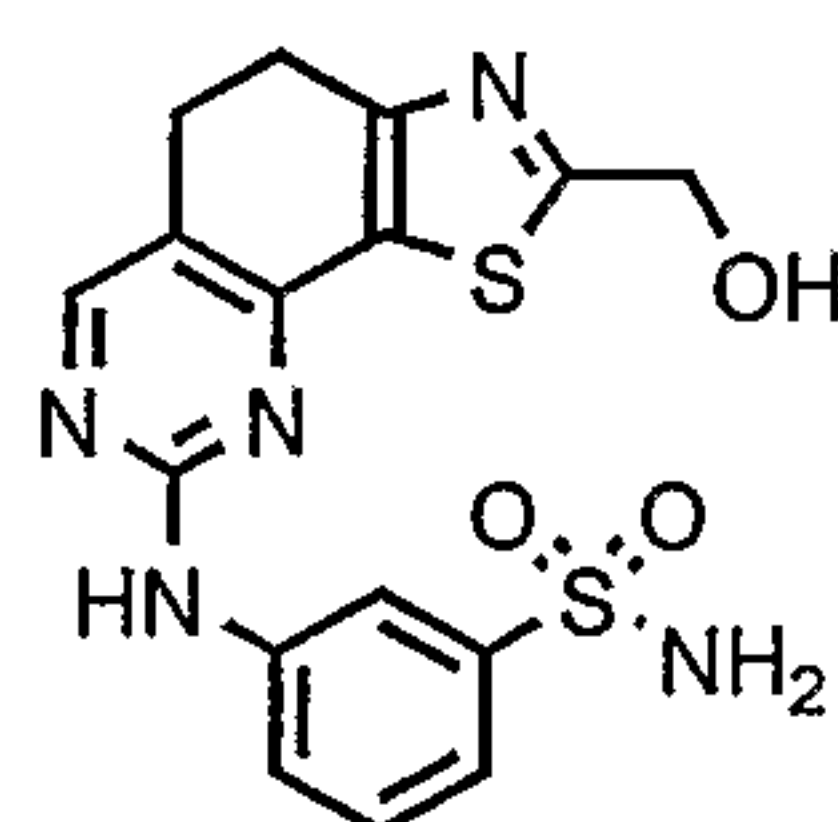
III-35



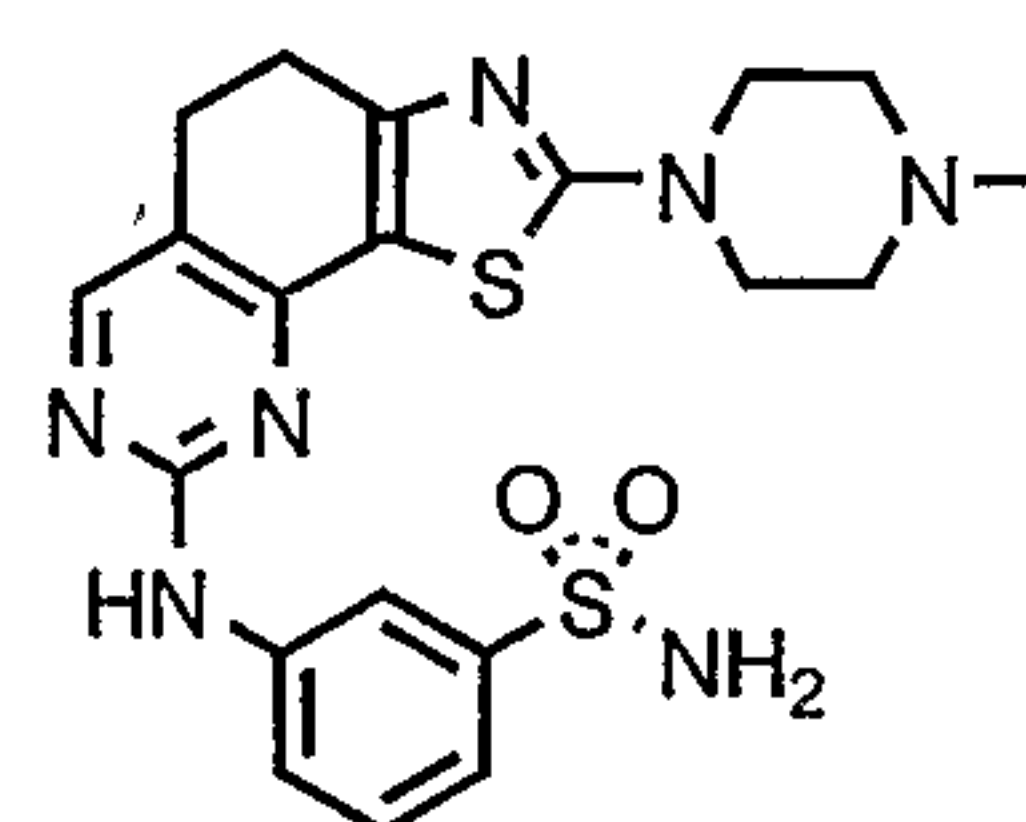
III-36



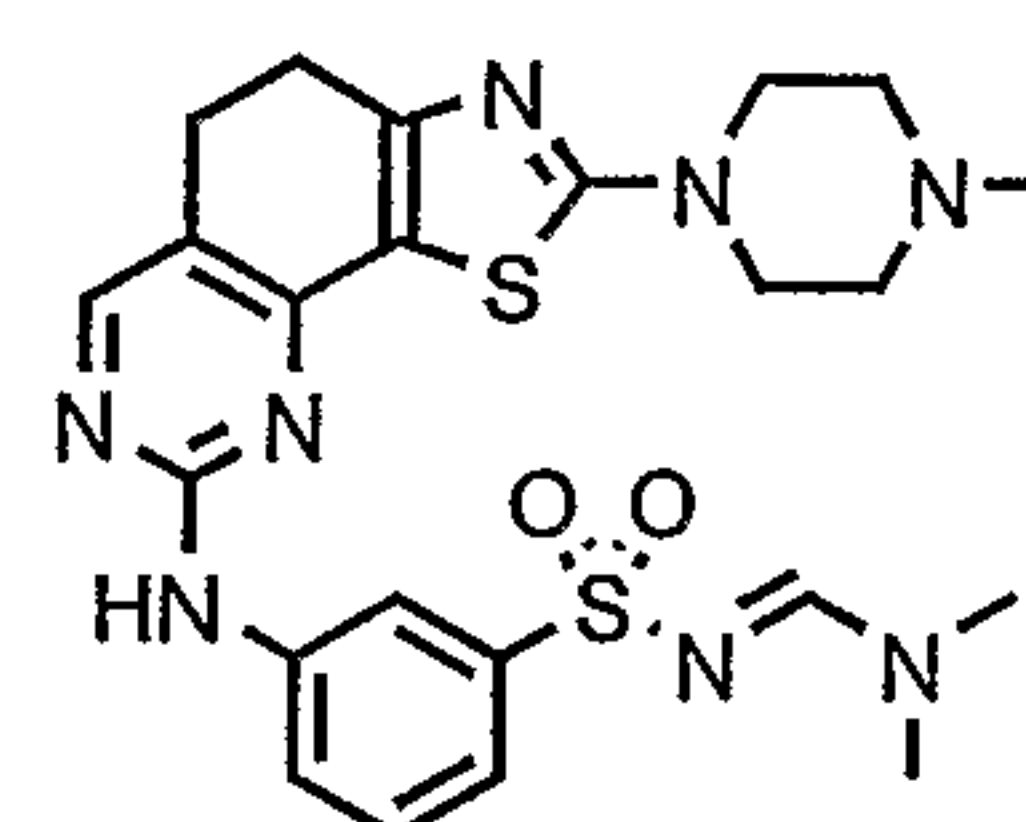
III-37



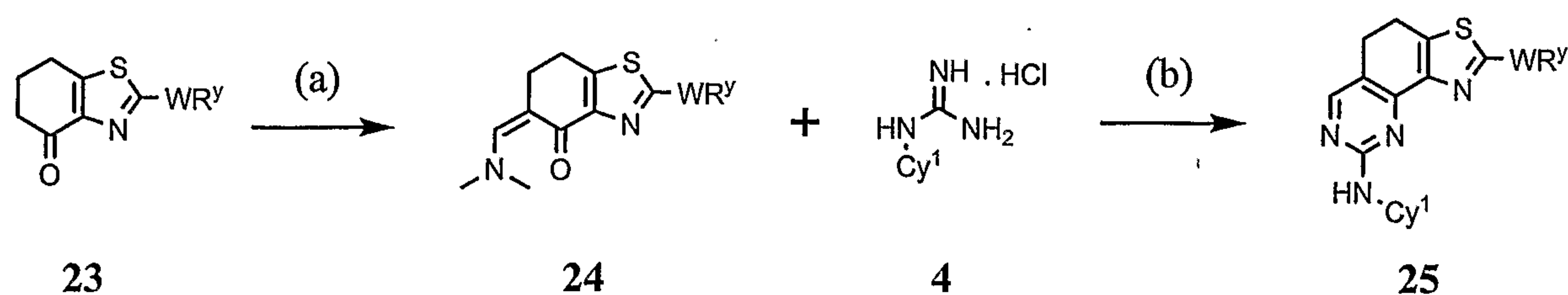
III-38



III-39



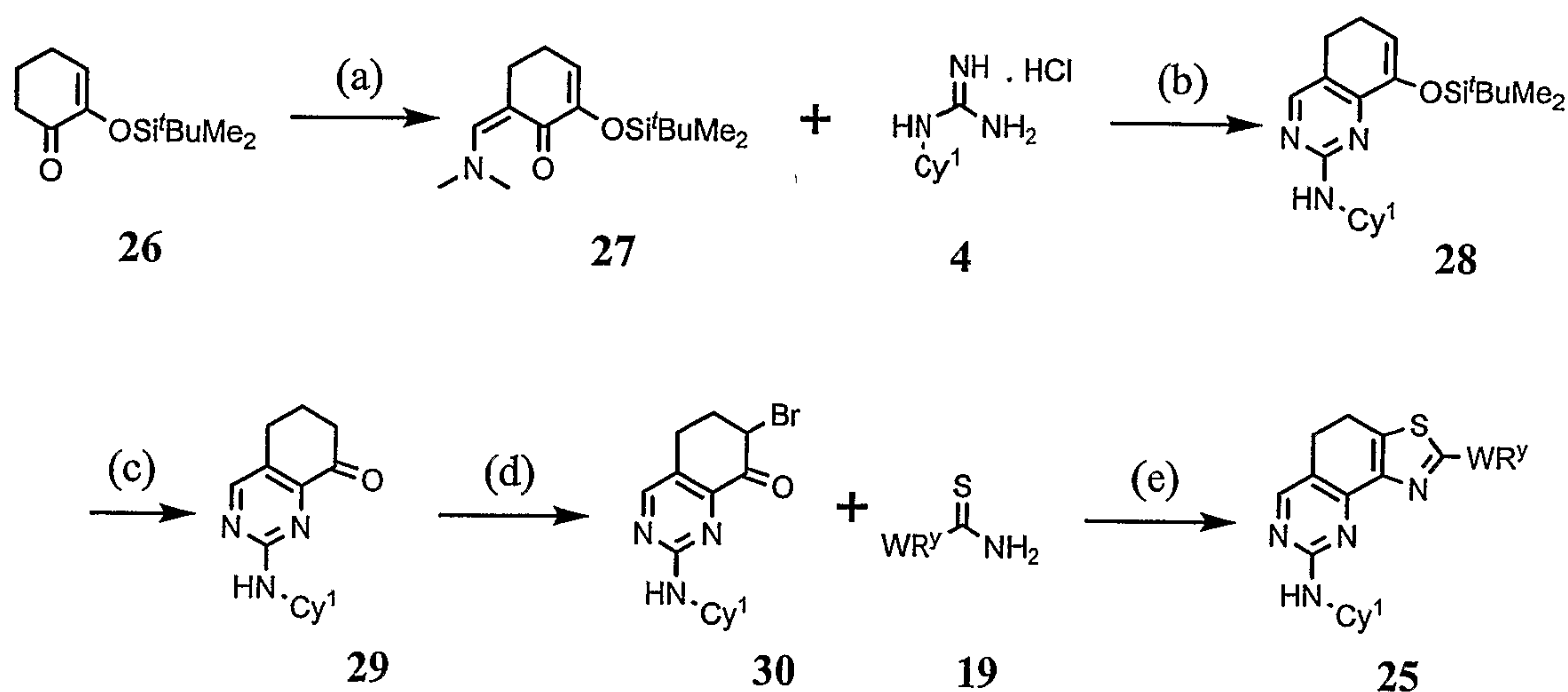
III-40

[0158] **Scheme VI**

[0159] Reagents and conditions: (a) DMF/DMA reflux, 12 hours; (b) K_2CO_3 , DMA, $120^\circ C$, 12 hours.

[0160] Scheme VI above shows a general synthetic route that is used for preparing the compounds **25** of this invention when Cy^1 and WR^y are as described herein. Compounds of formula **23** may be prepared by methods substantially similar to those described in the literature by Maillard, et al. *Eur. J. Med. Chem. Chim. Ther.* **1984**, *19*, 451. Intermediate **24** is prepared according to Scheme VI step (a). Compound **24** is treated with *N*-substituted guanidine **4** according to step (b). This reaction is amenable to a variety of *N*-substituted guanidines to form compounds of formula **25**.

[0161] **Scheme VII**

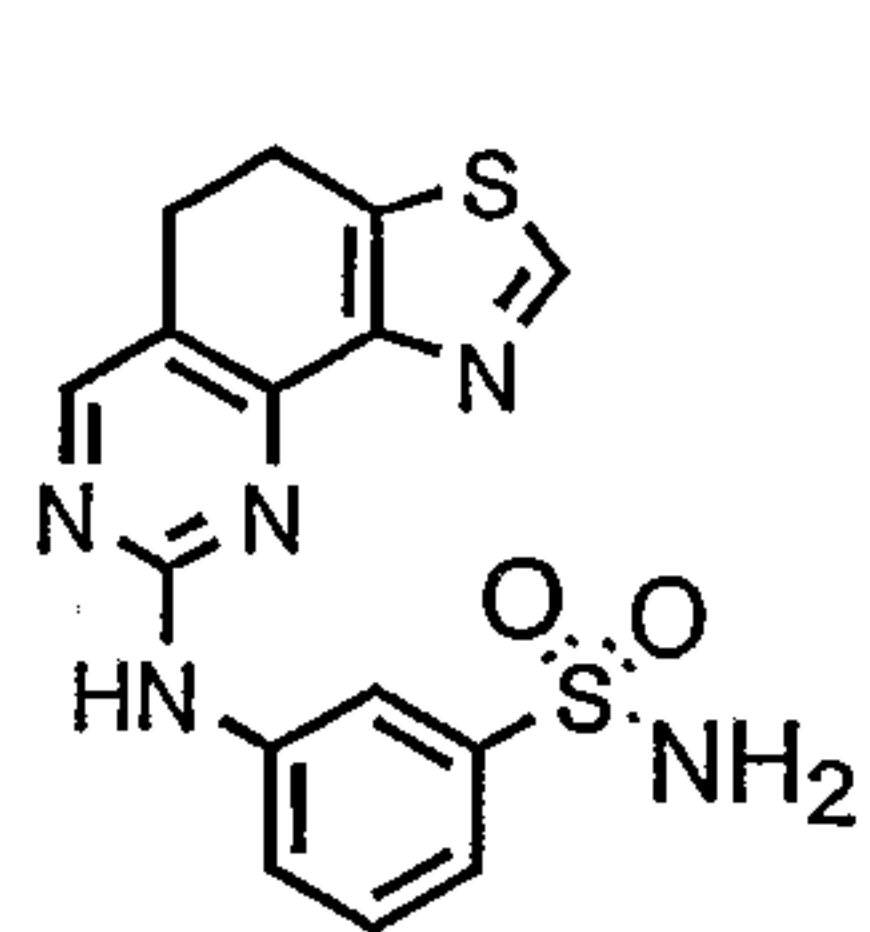


[0162] Reagents and conditions: (a) DMF/DMA reflux, 12 hours; (b) K₂CO₃, DMA, 120°C, 12 hours; (c) KF, TBAF_{cat}, THF; (d) Br₂, CHCl₃; (e) pyridine 50°C, 3 hours.

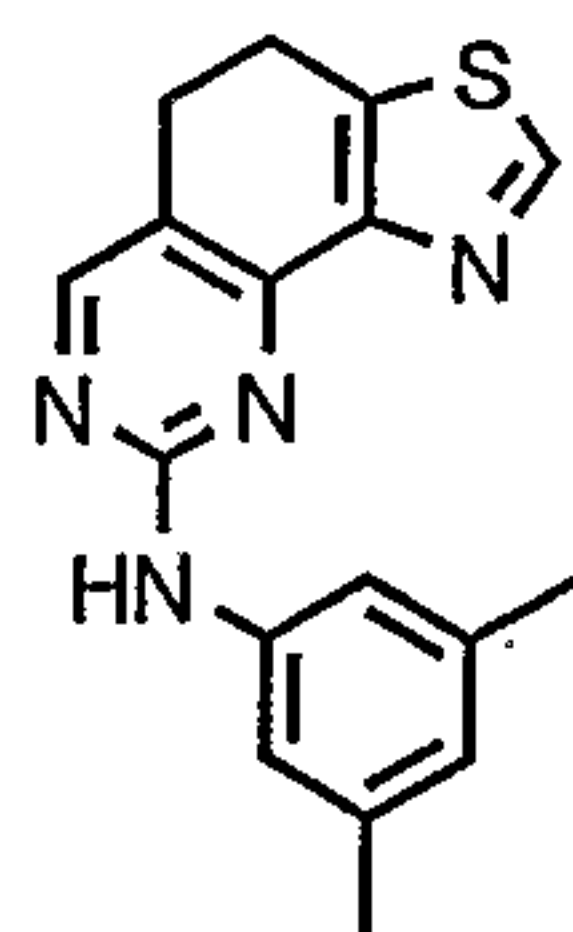
[0163] Scheme VII above shows another general synthetic route that is used for preparing the compounds **25** of this invention when Cy^1 and WR^y are as described herein. The 2-(*tert*-butyldimethylsilyloxy)-cyclohex-2-enone **26** is well known in the literature (Crimmins, et al. *Tetrahedron* **1997**, *53*, 8963). Intermediate **27** is prepared according to Scheme VII step (a). Compound **27** is treated with *N*-substituted guanidine **4** according to step (b). This reaction is amenable to a variety of *N*-substituted guanidines to form compounds of formula **28**. After a deprotection of **28** to afford **29**, this latest is treated with bromine to form compounds of formula **30**. Intermediate **30** is treated with thioamide **19** according to Scheme VII step (e). This reaction is amenable to a variety of thioamides to form compounds of structure **25**.

[0164] Table 4 below depicts exemplary compounds prepared according to the general method described in Schemes VI and VII.

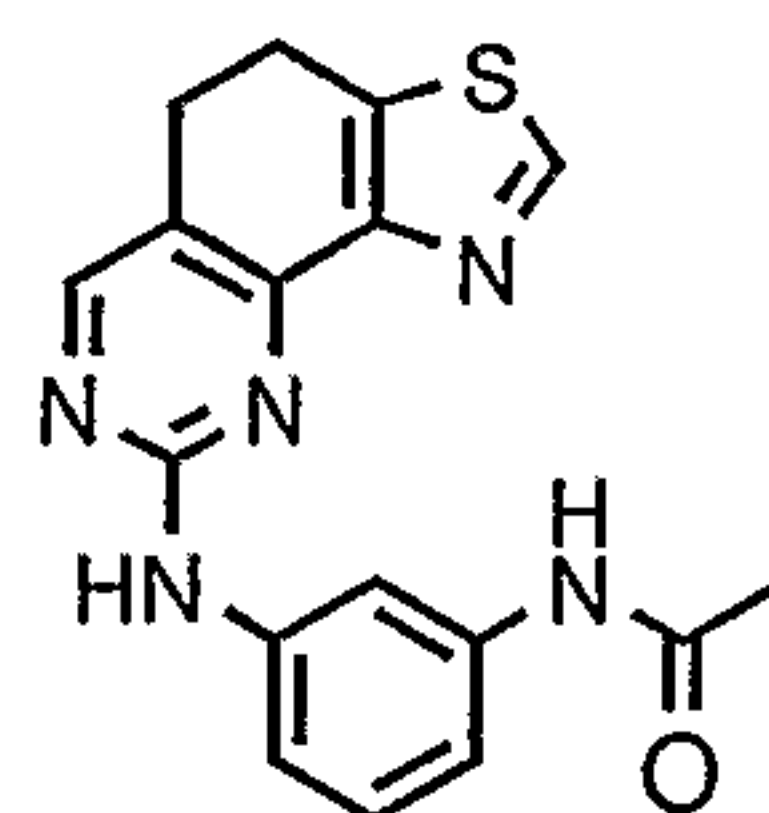
[0165] **Table 4. Examples of Compounds of Formula IV:**



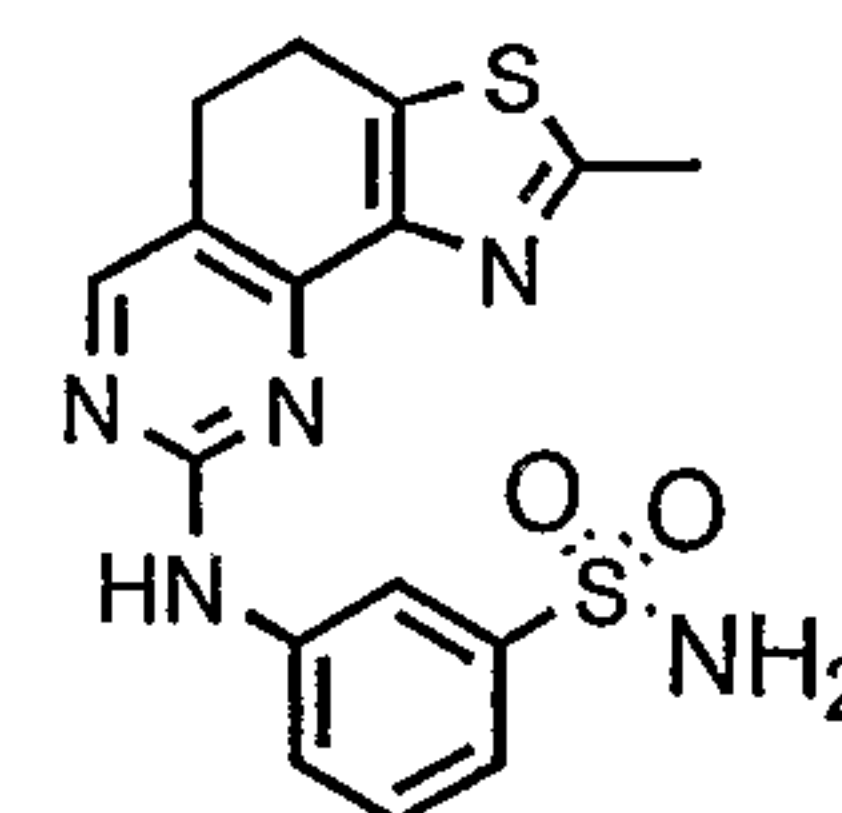
IV-1



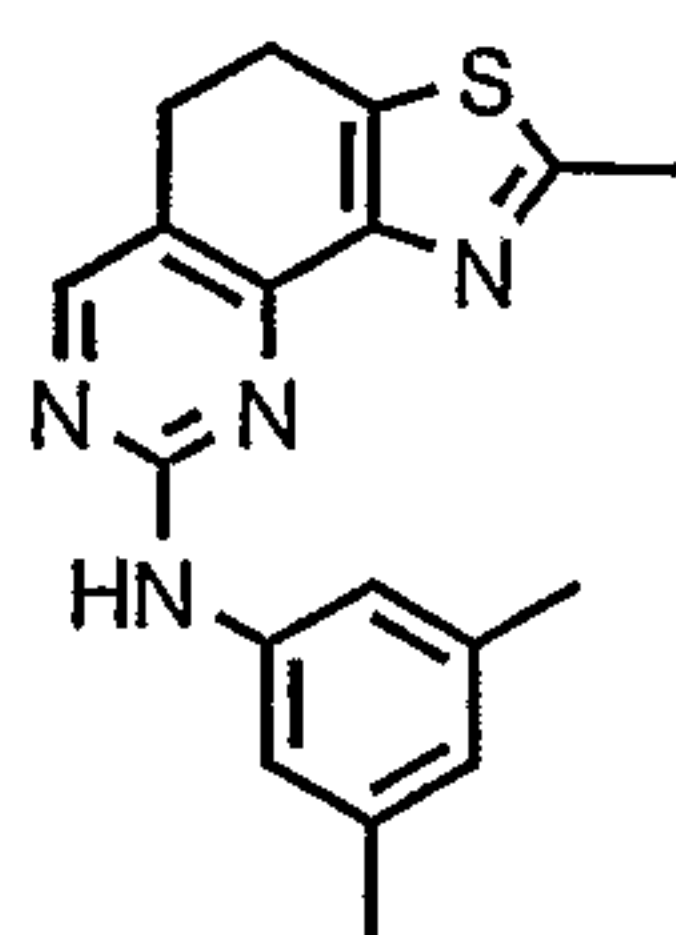
IV-2



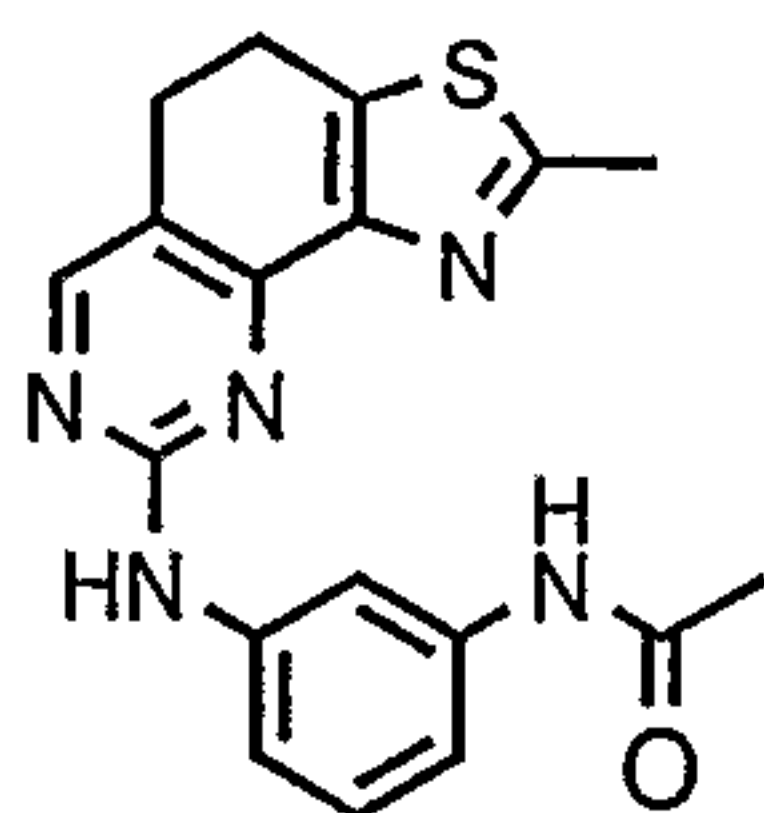
IV-3



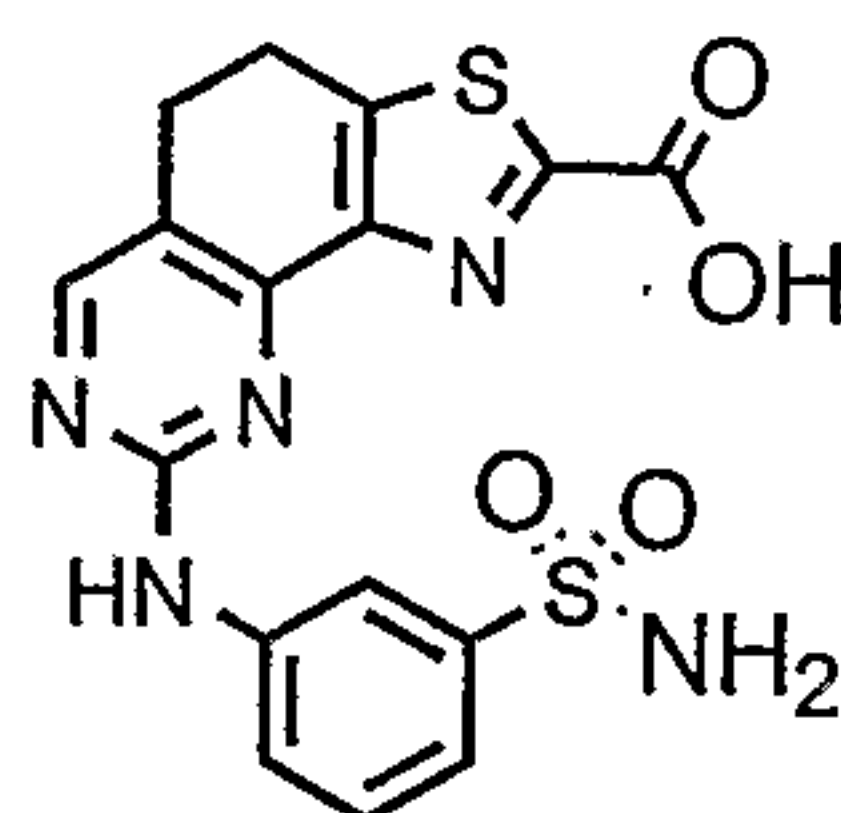
IV-4



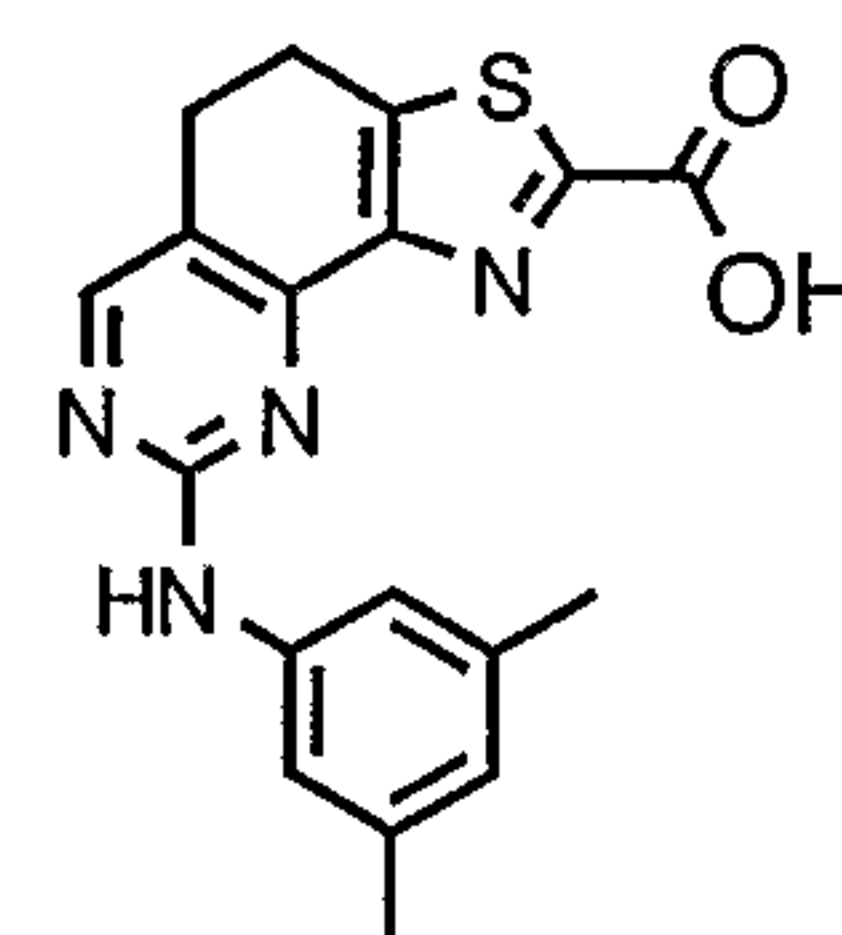
IV-5



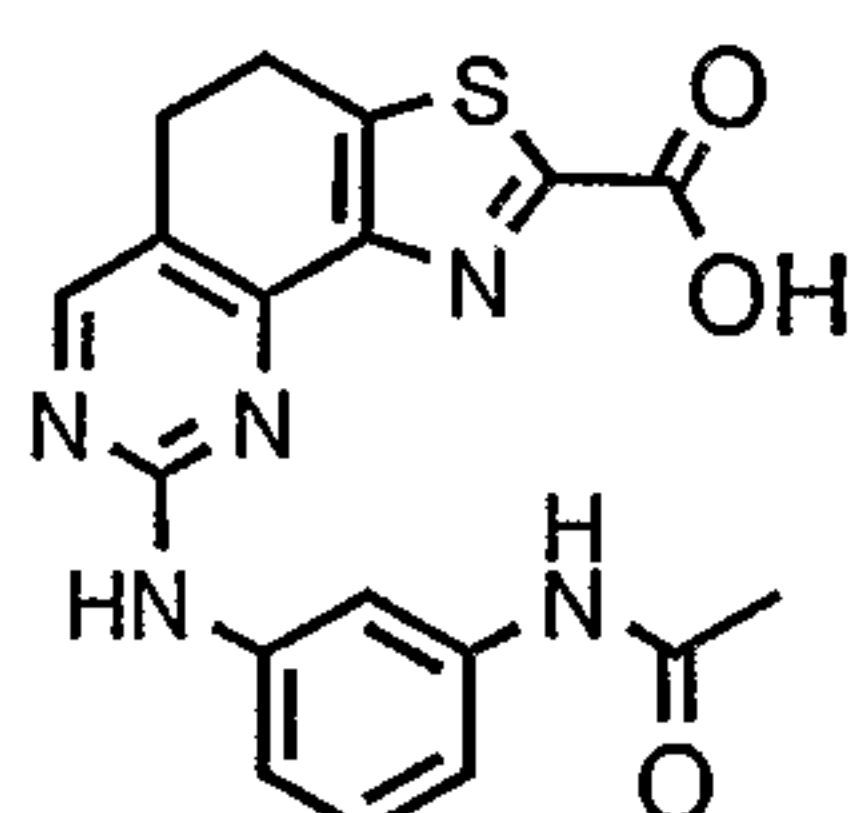
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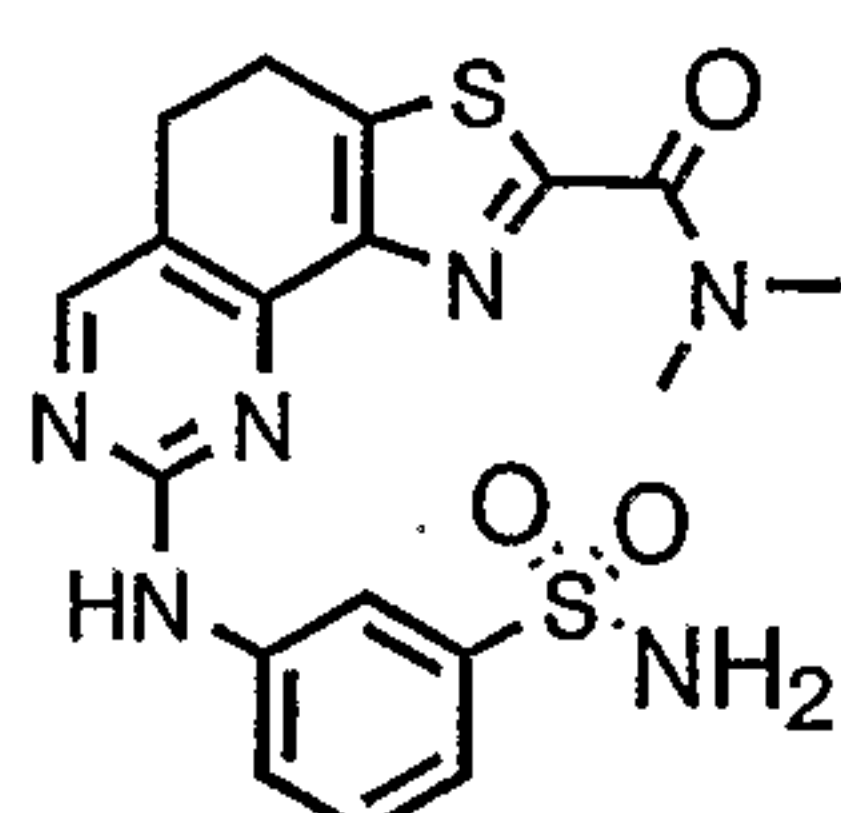
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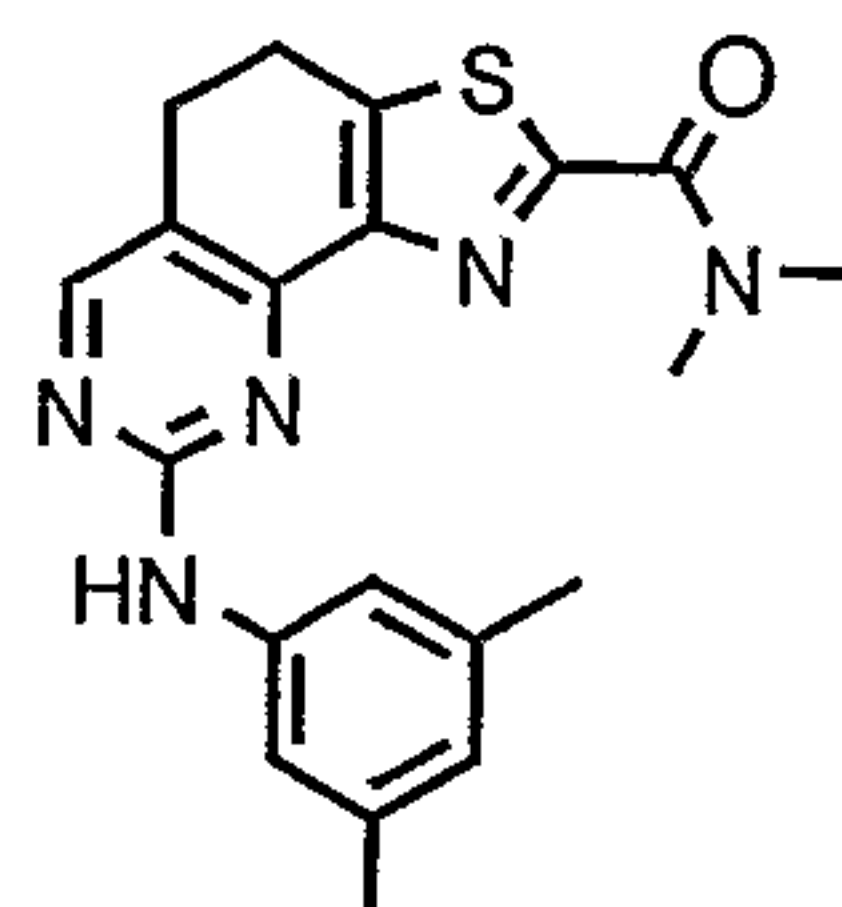
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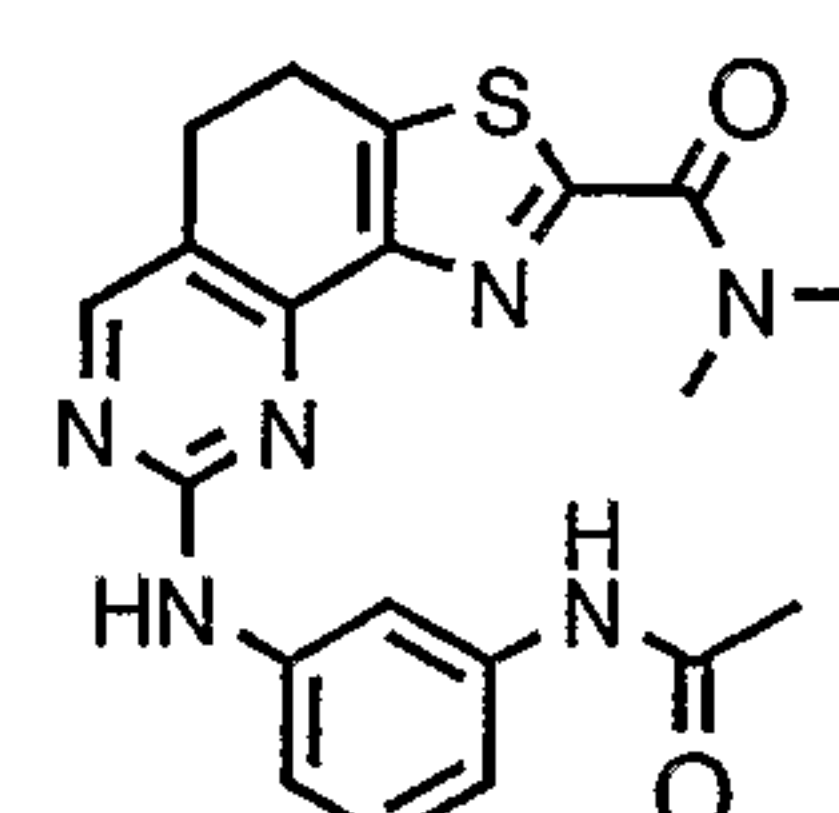
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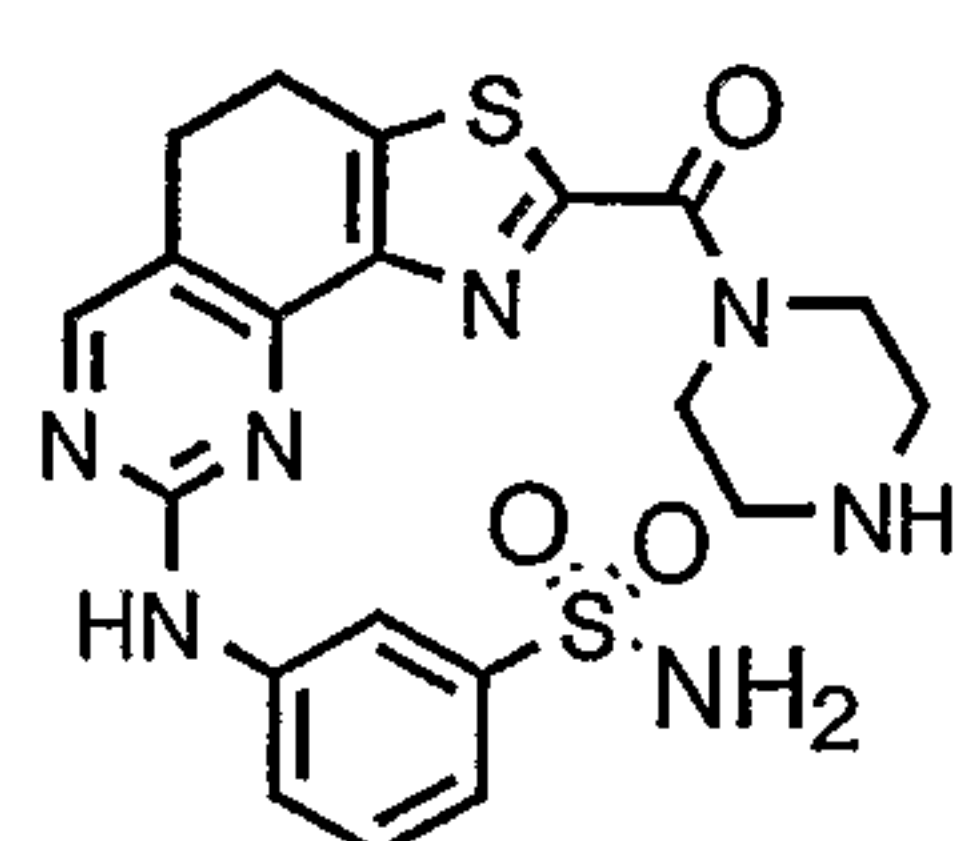
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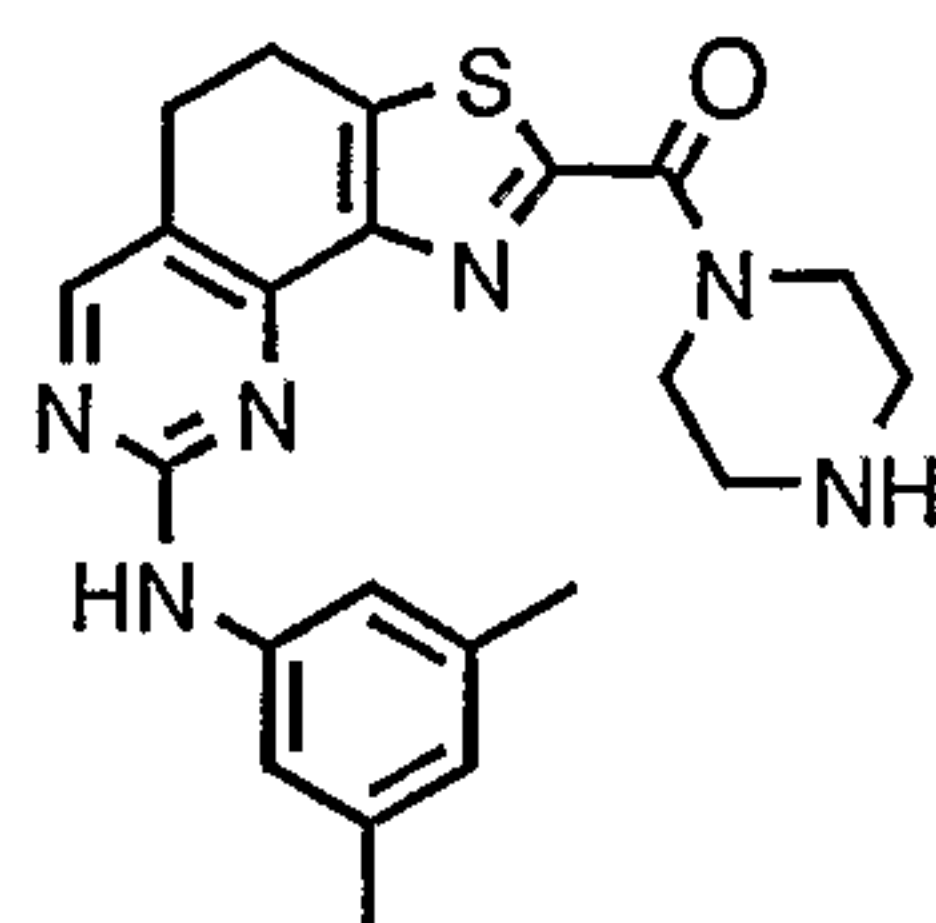
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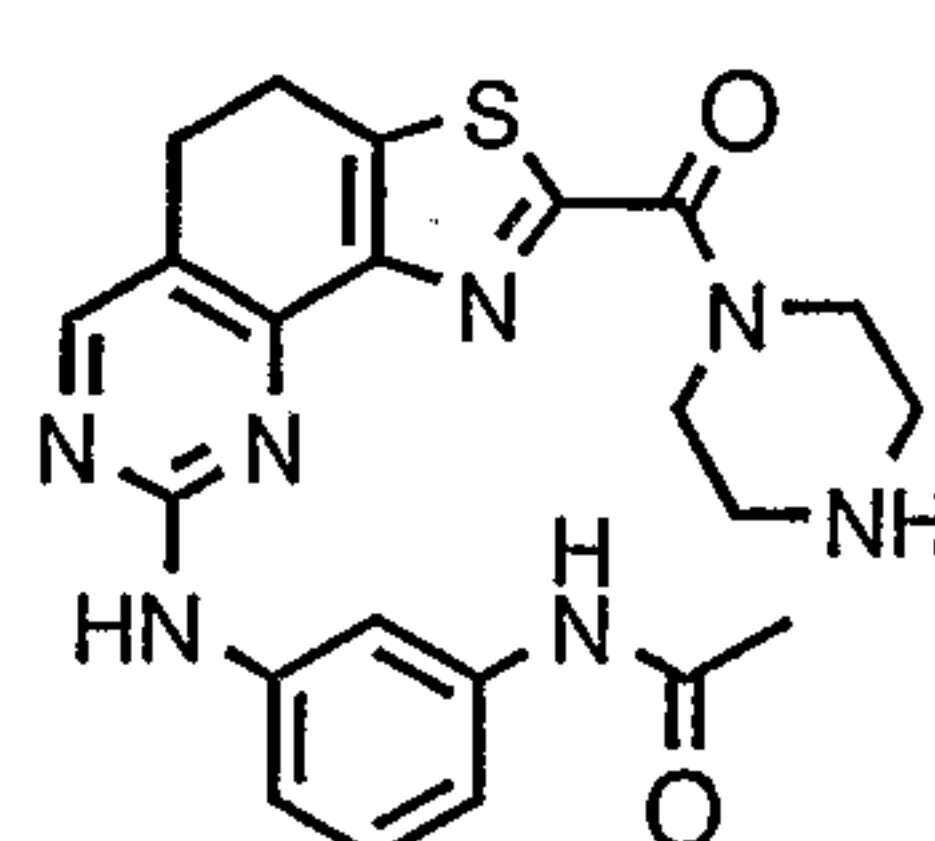
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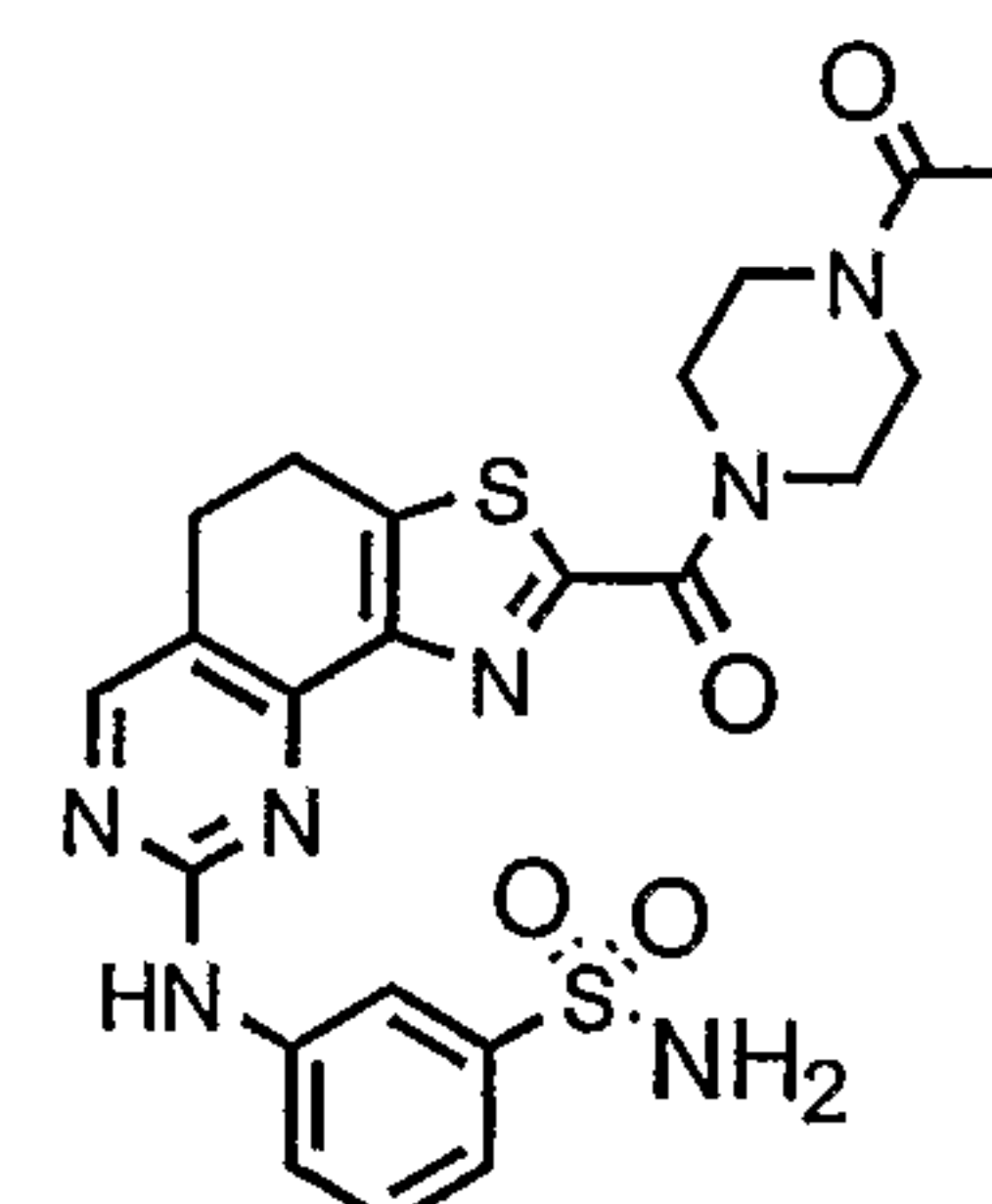
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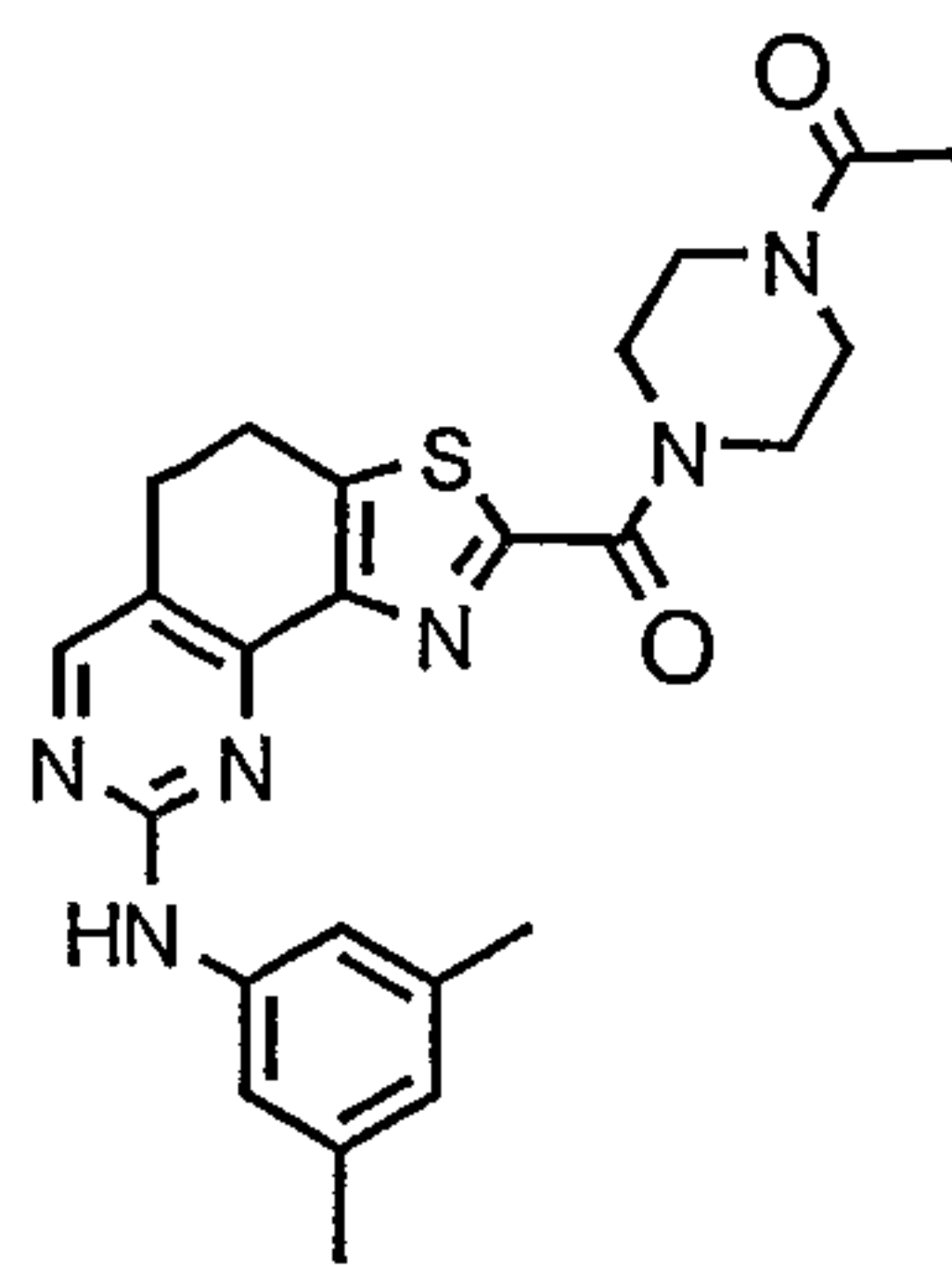
IV-14



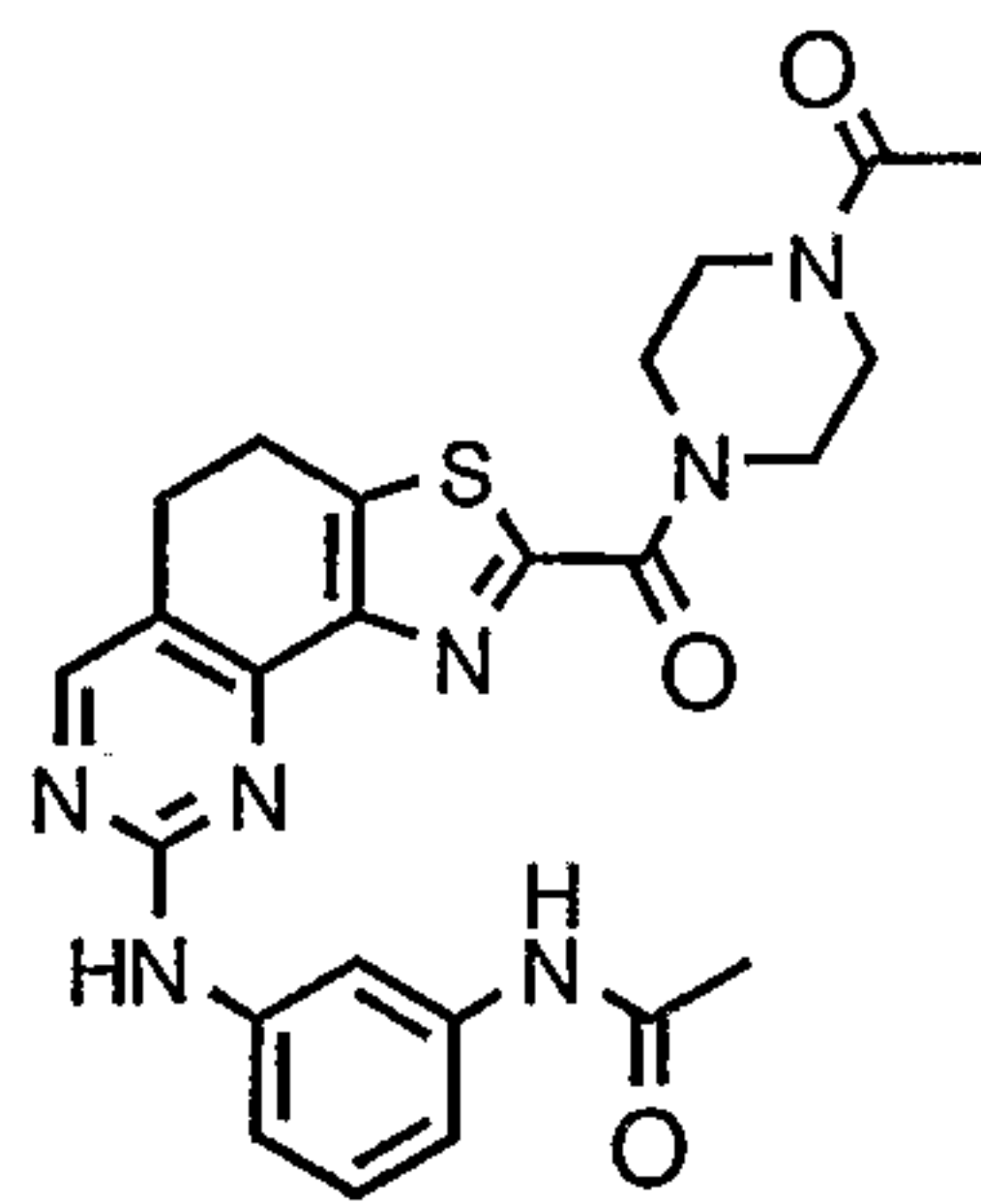
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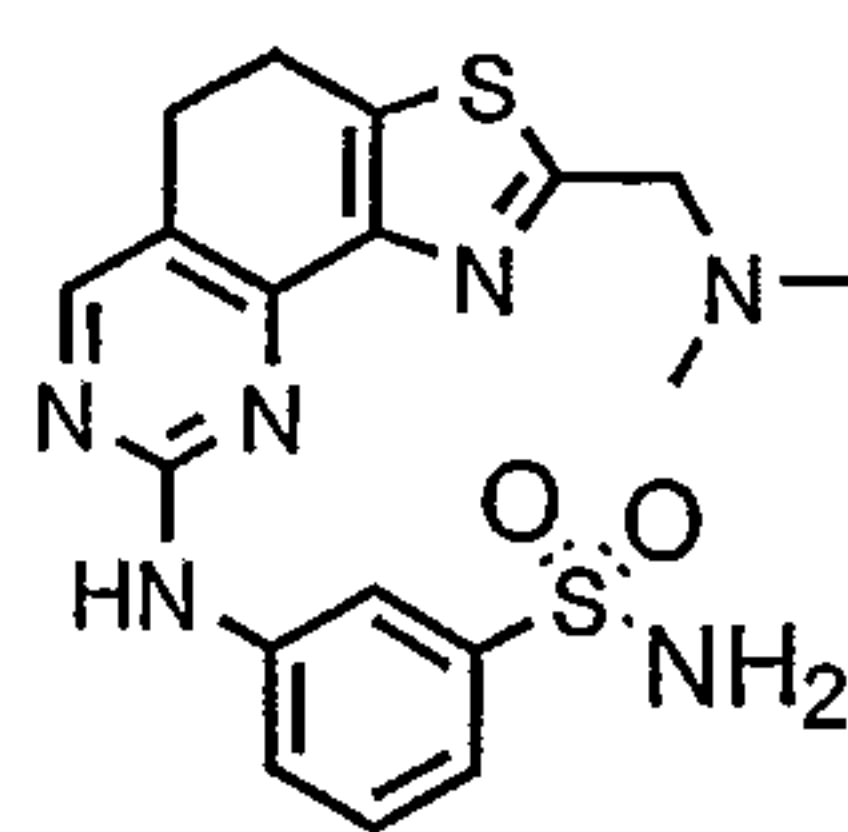
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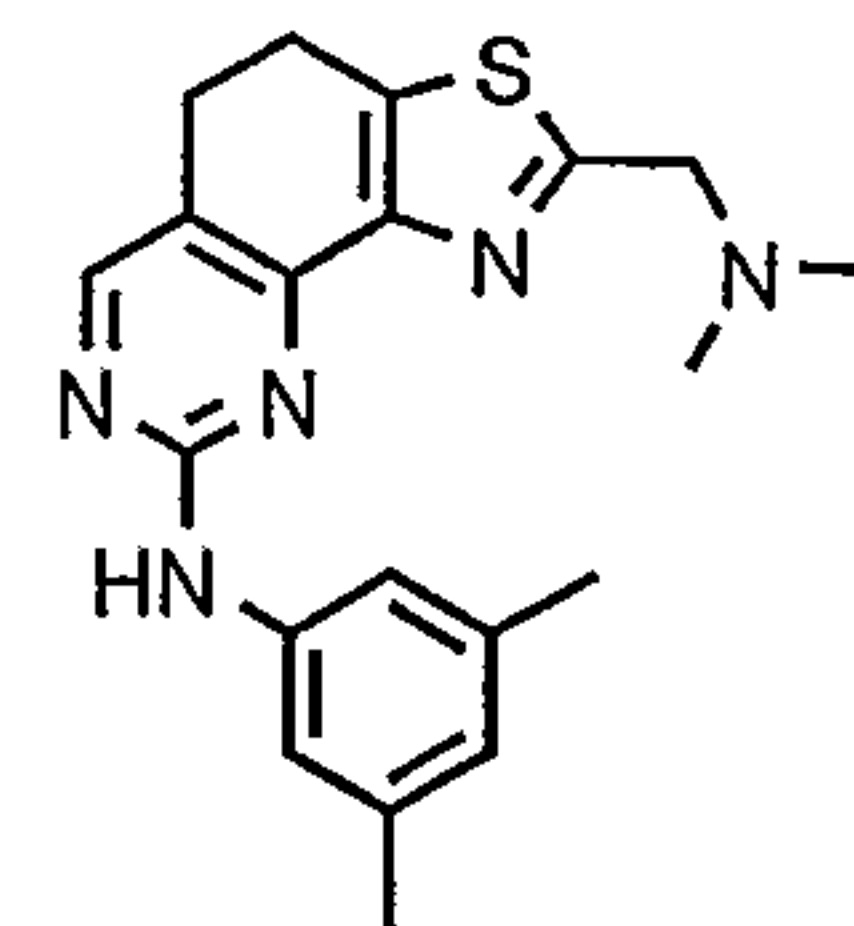
IV-17



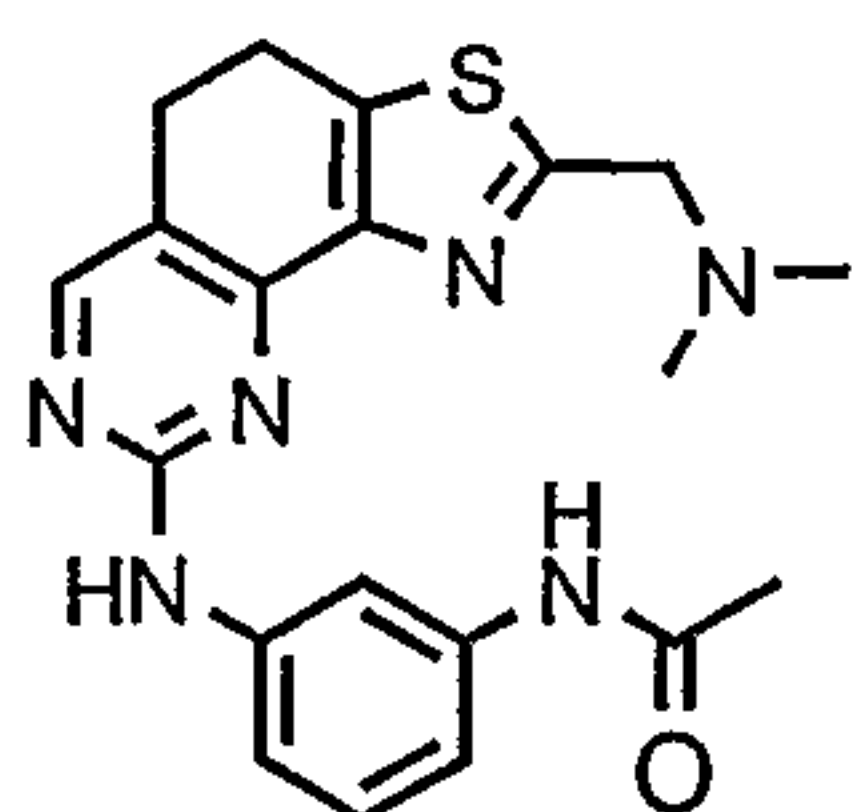
IV-18



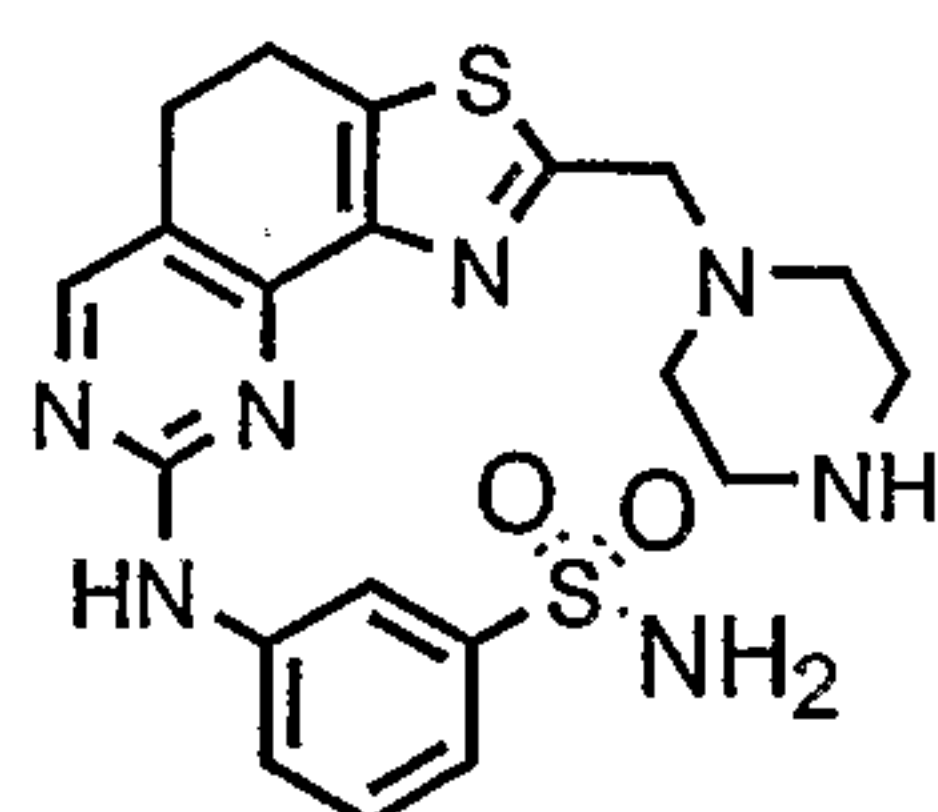
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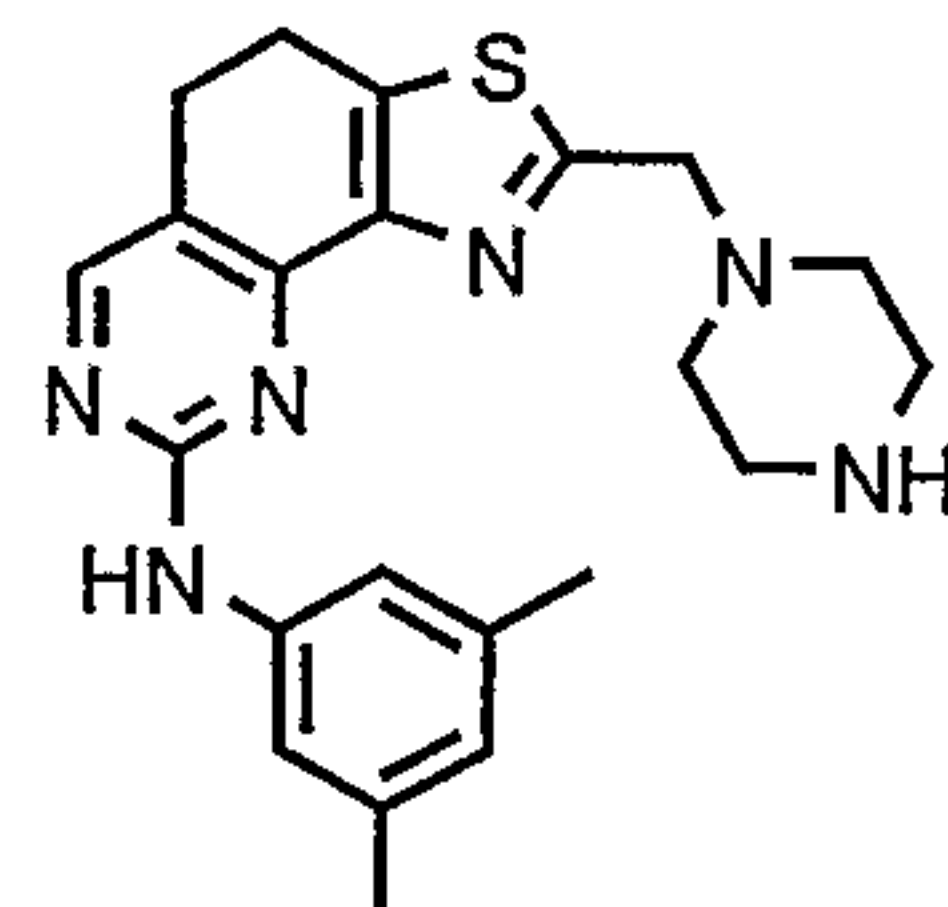
IV-20



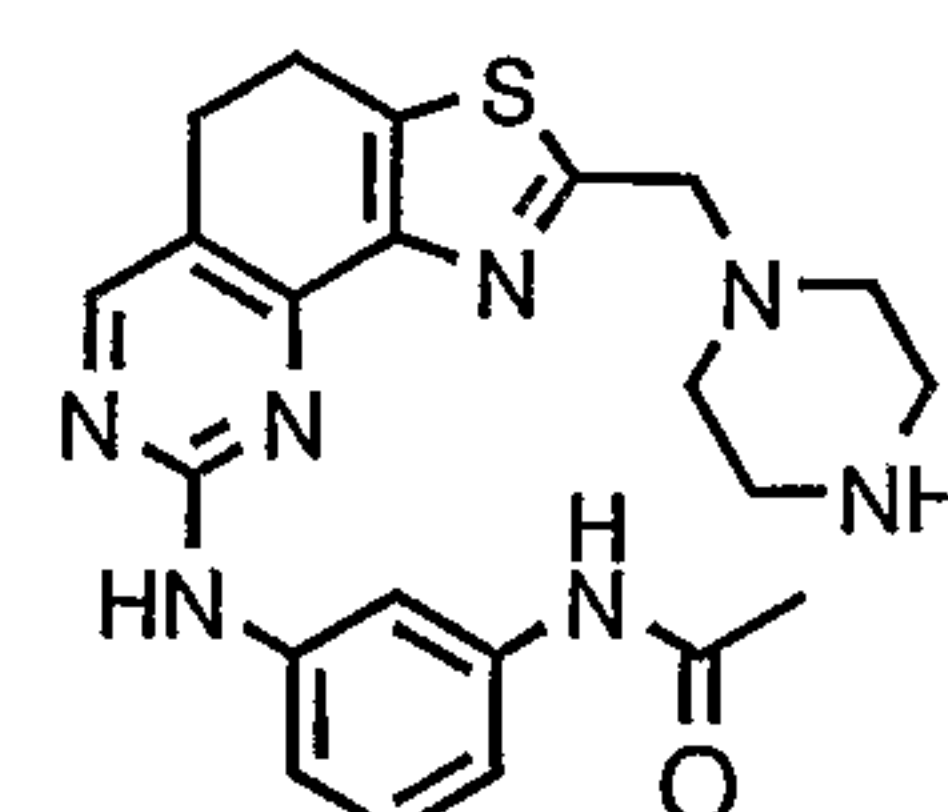
IV-21



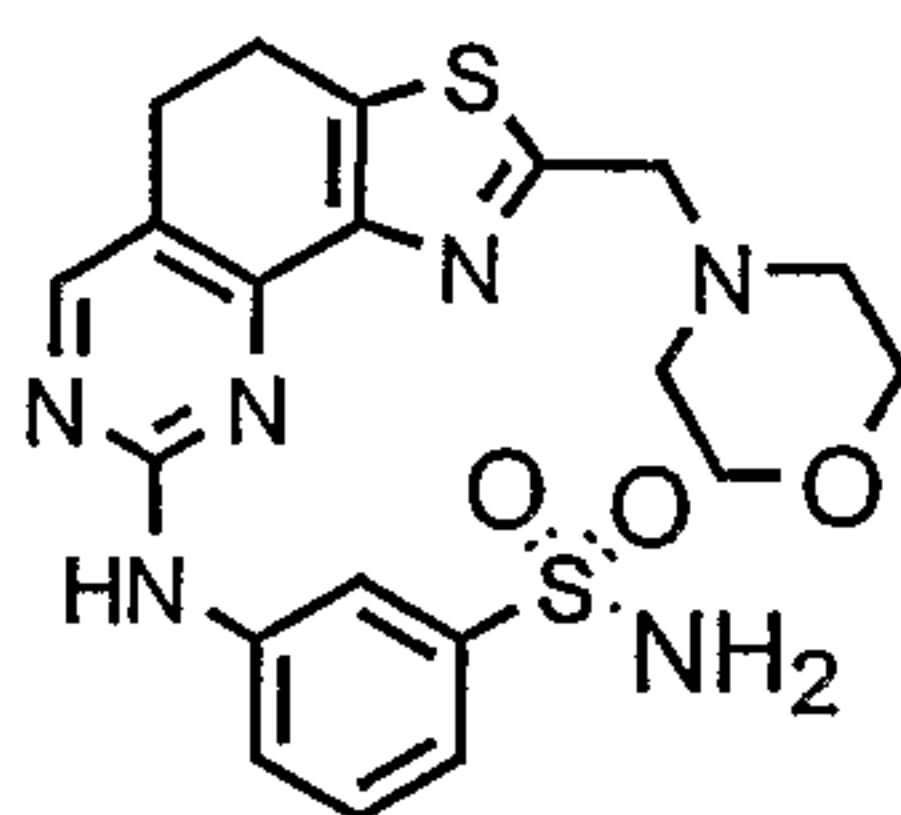
IV-22



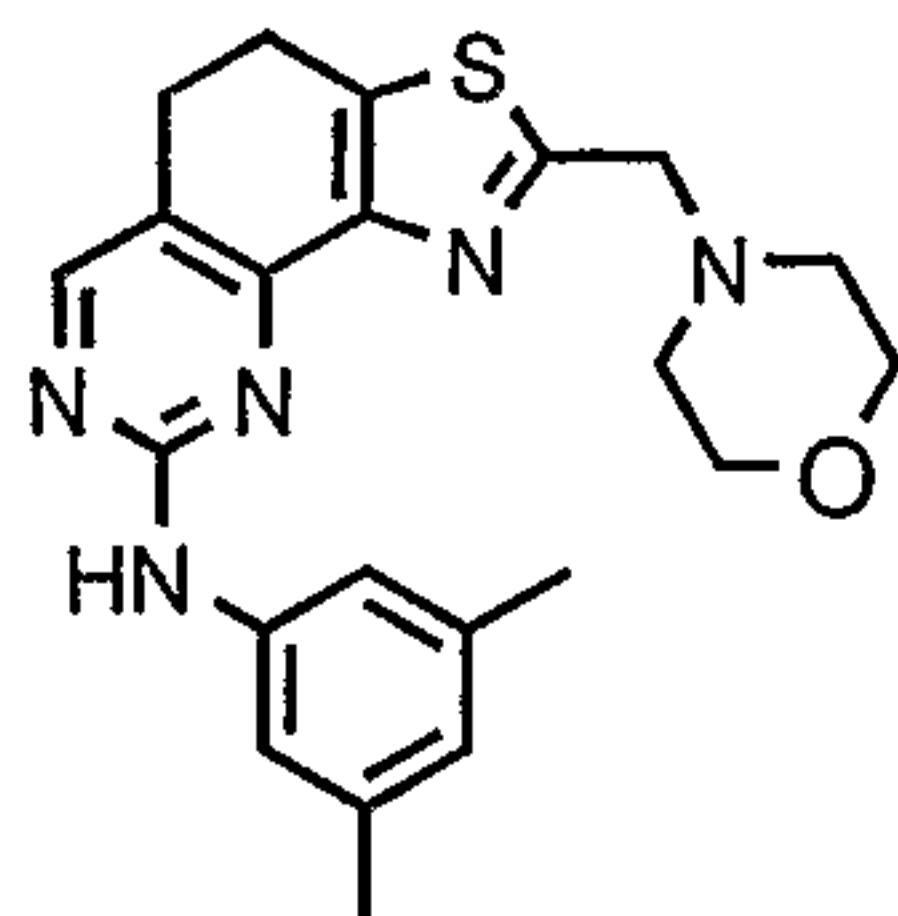
IV-23



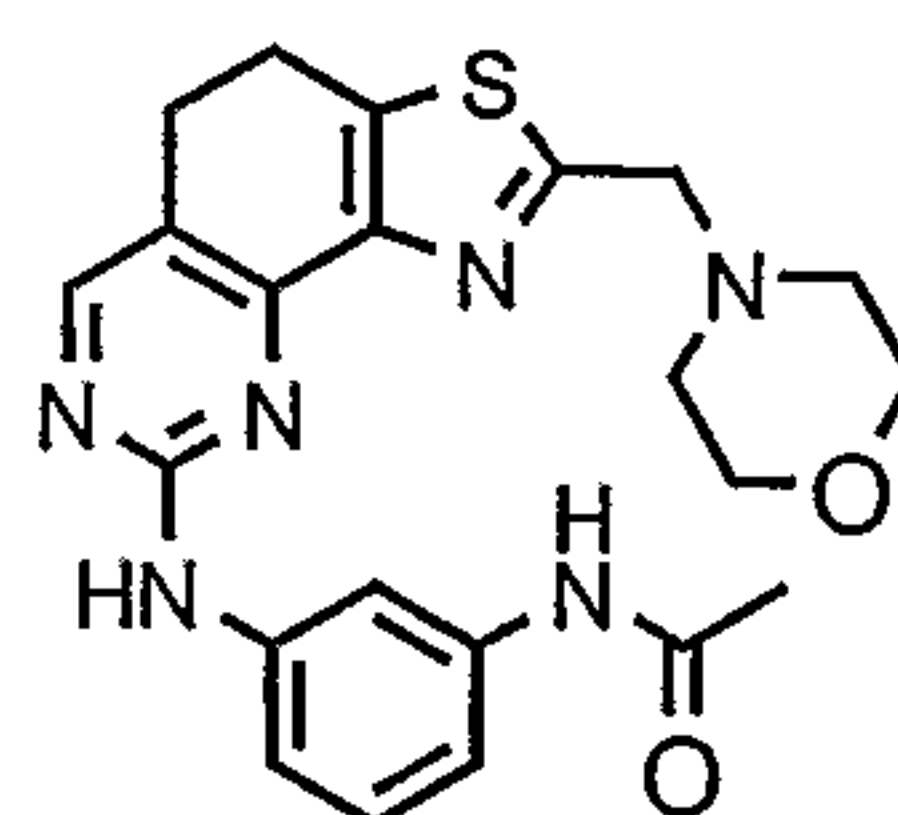
IV-24



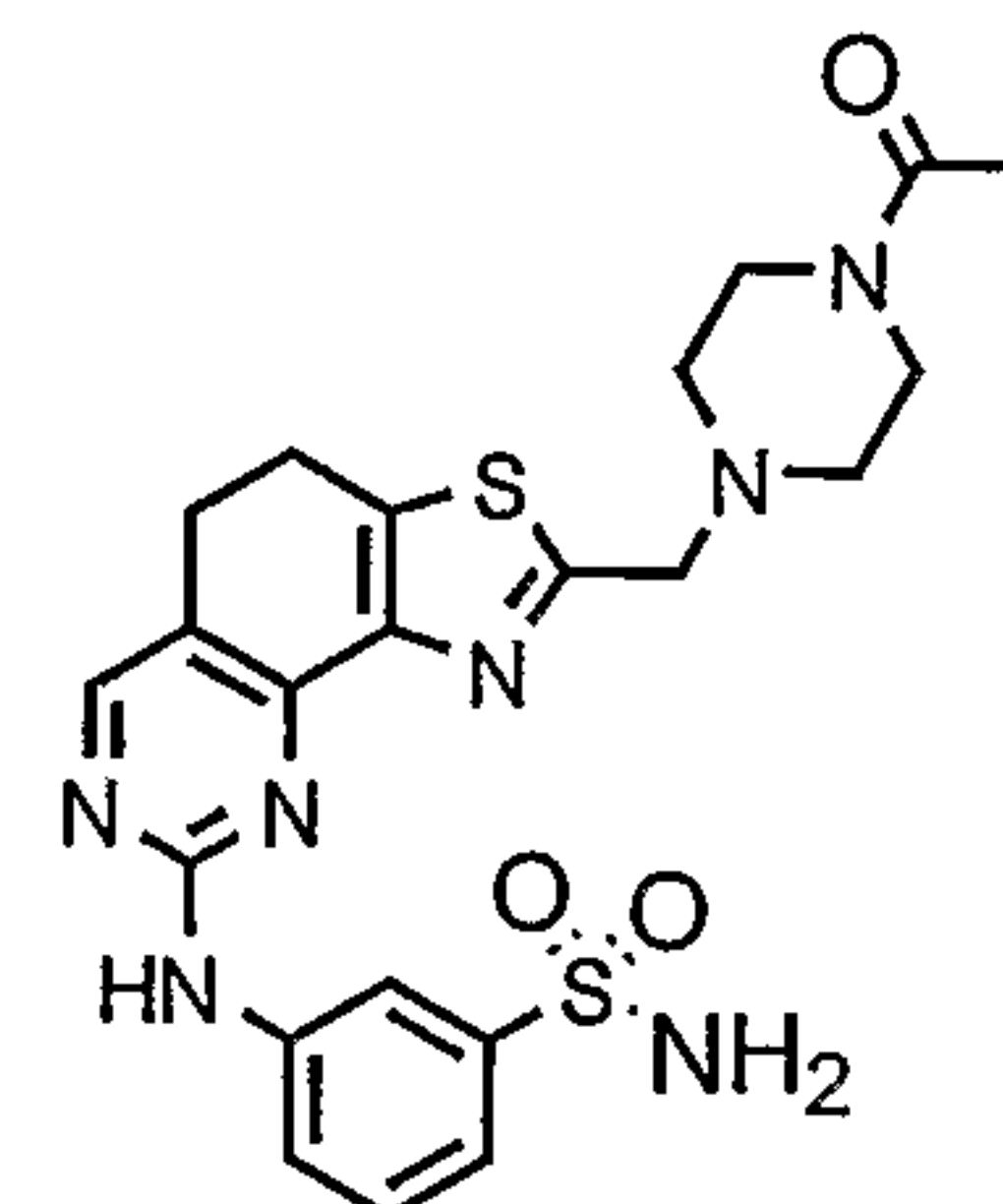
IV-25



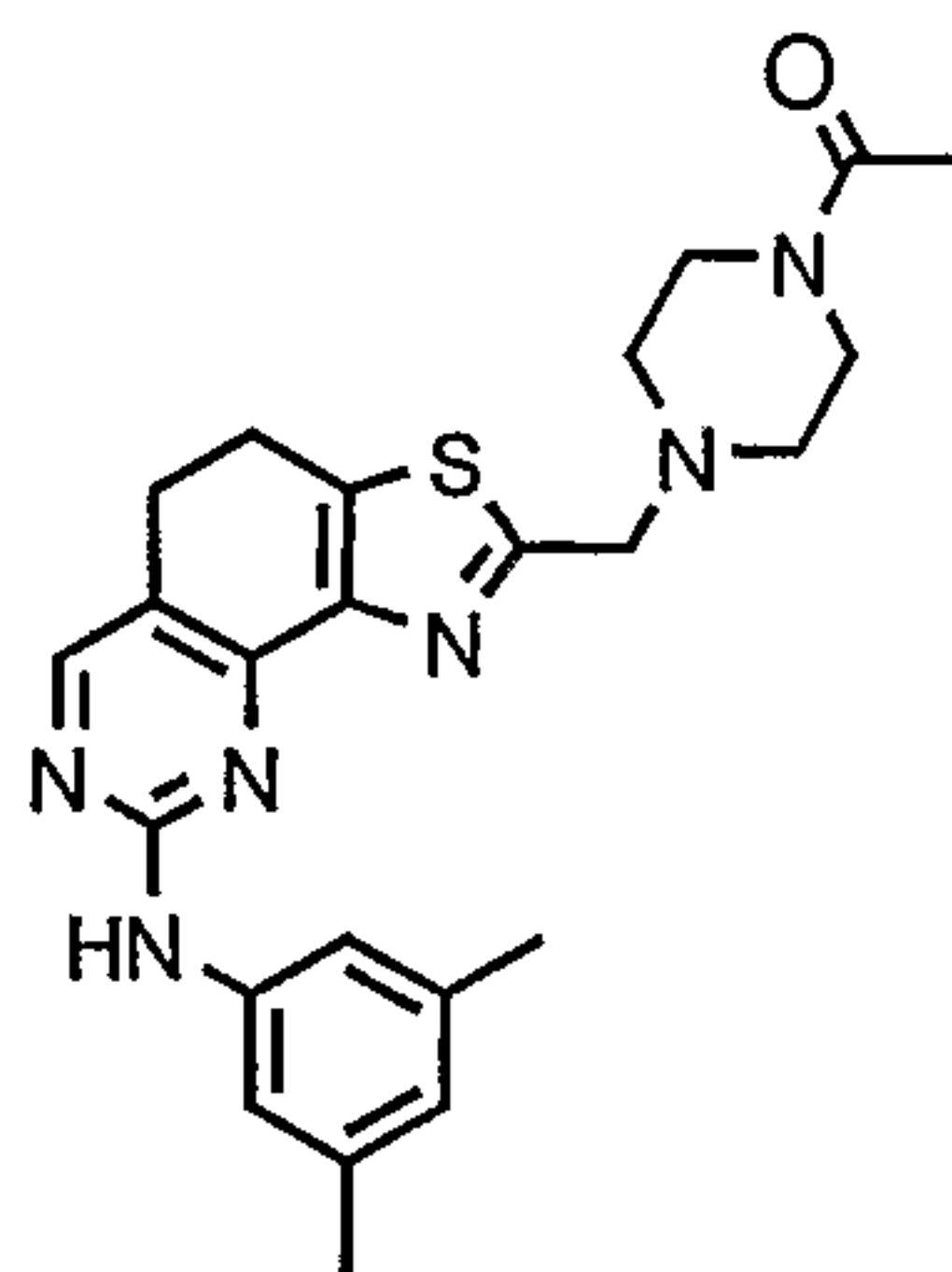
IV-26



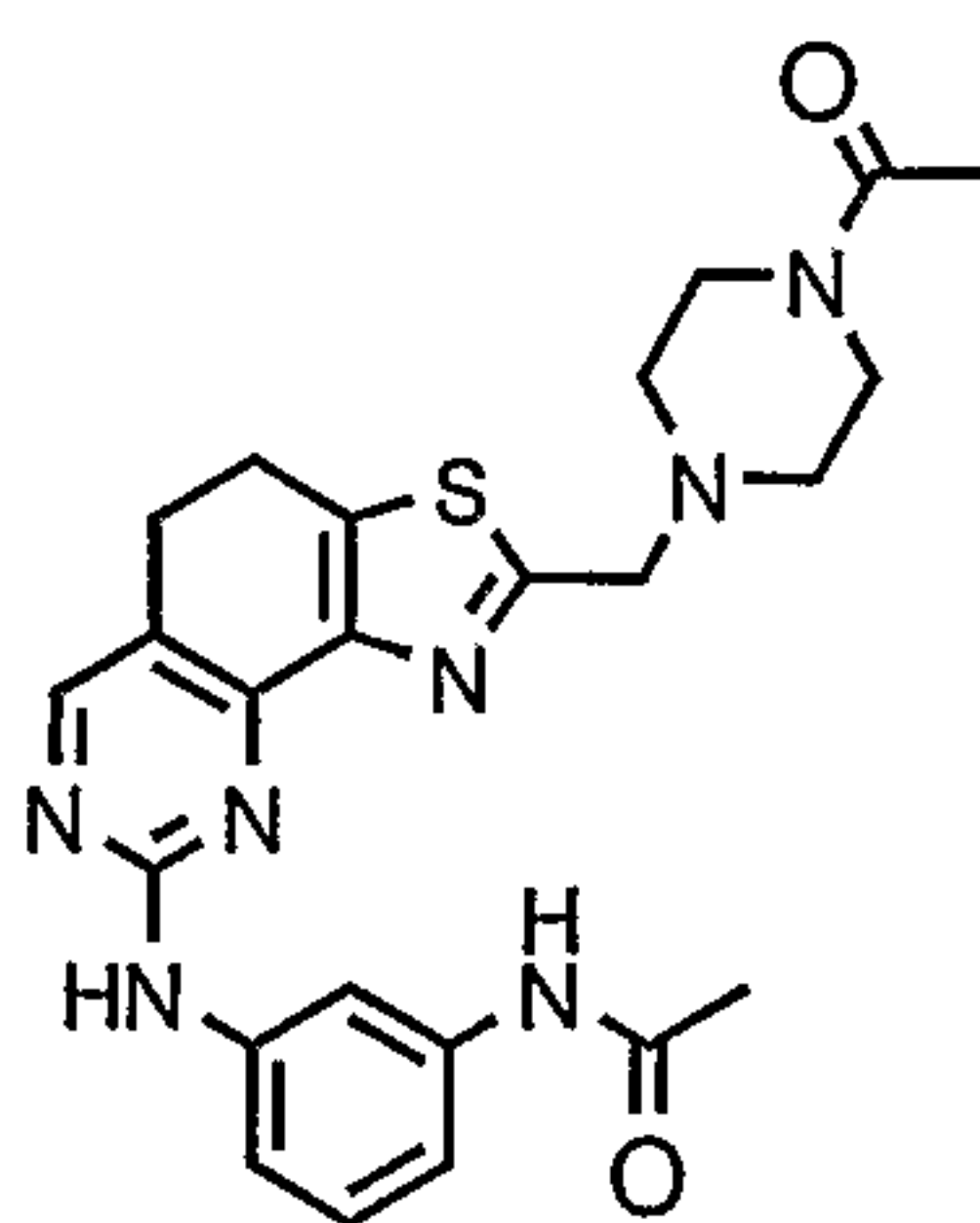
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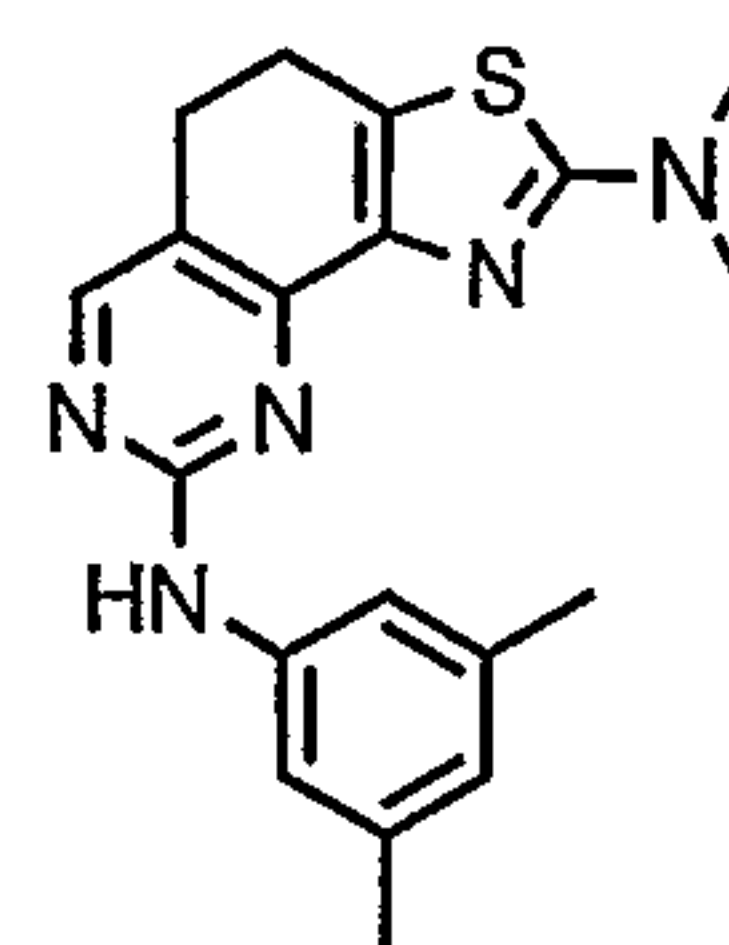
IV-28



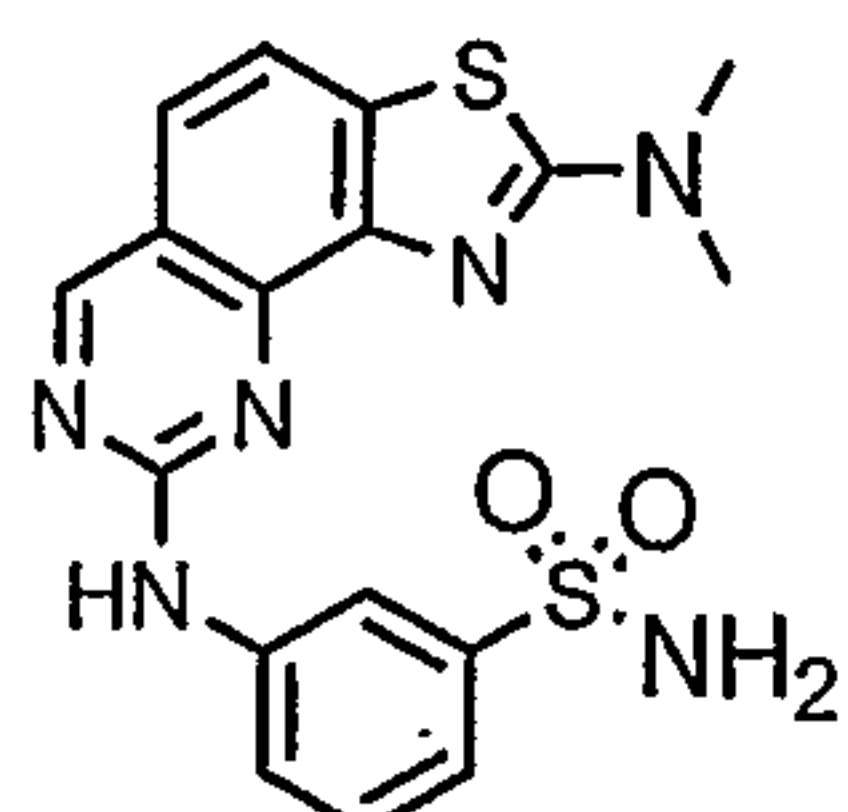
IV-29



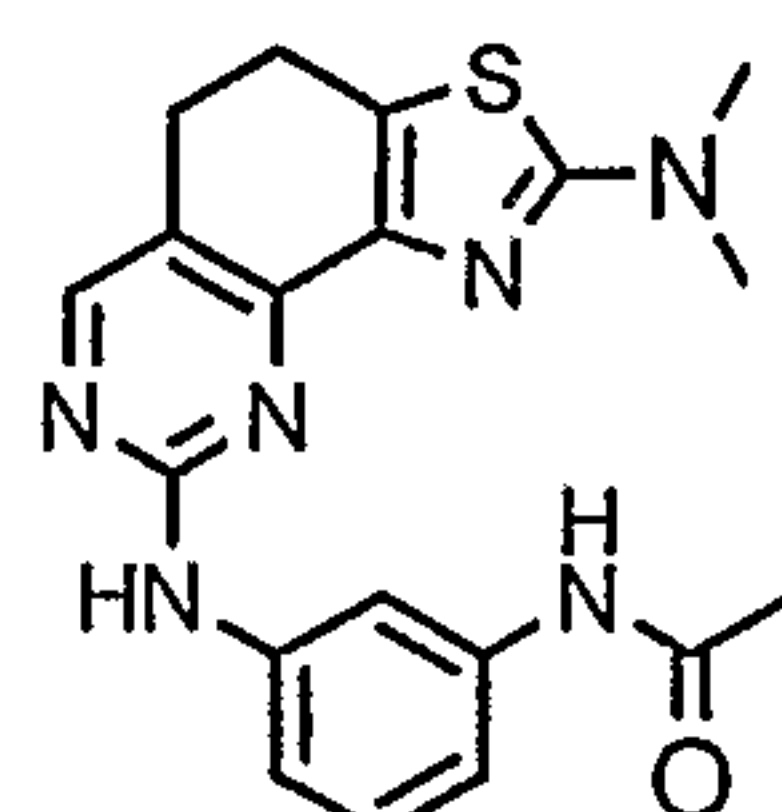
IV-30



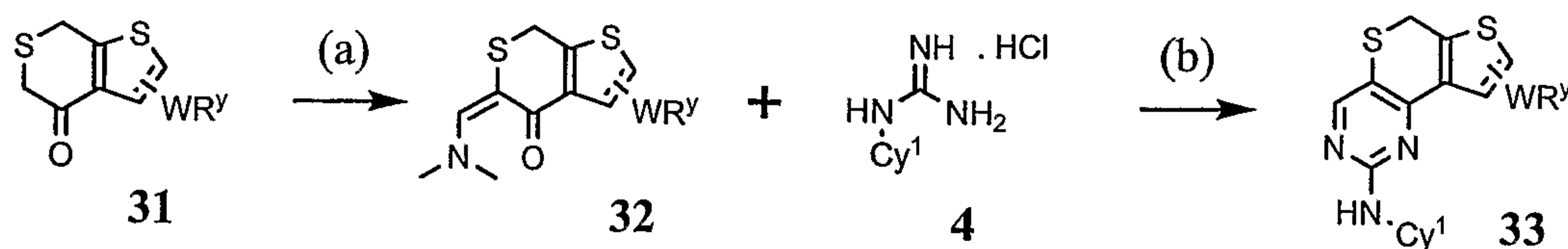
IV-31



IV-32

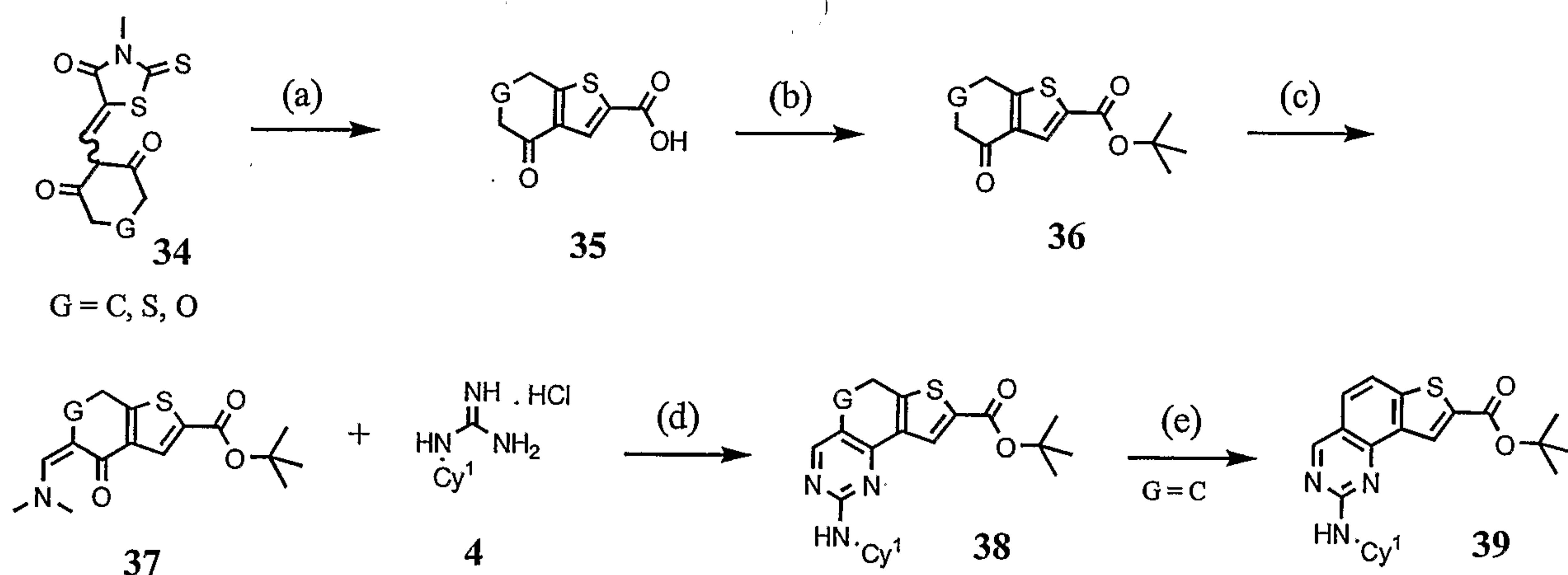


IV-33

[0166] Scheme VIII

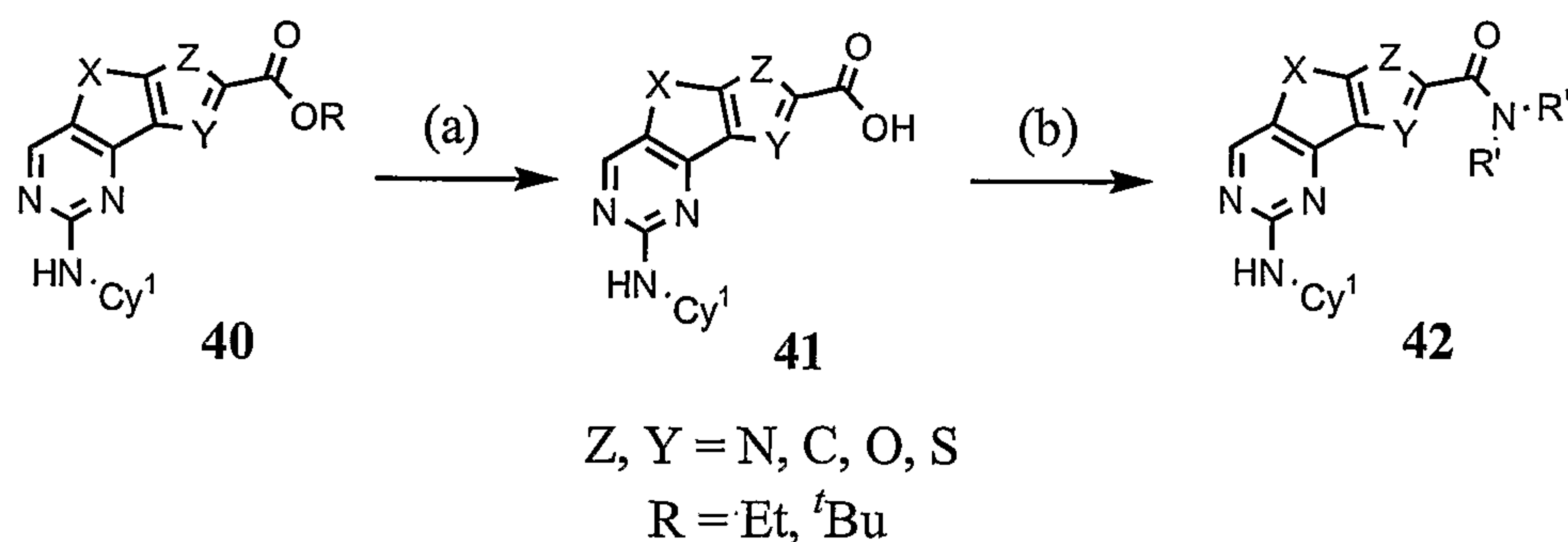
[0167] Reagents and conditions: (a) Bredereck's reagent, DME, 60°C, 2 hours; (b) IPA, NaOH, reflux, 12 hours.

[0168] Scheme VIII above shows a general synthetic route that is used for preparing compounds 33 of this invention when Cy¹ is as described herein. The 7H-thieno[2,3-c]thiopyran-4-one 31 (WR^y = H) may be prepared by methods described by Mandal, *et al*, *J. Chem. Soc., Perkin Trans. 1* 1999, 2639. Intermediate 32 is synthesized according the scheme VIII step (a). Compound 32 is treated with N-substituted guanidine 4 according to step (b). This reaction is amenable to a variety of N-substituted guanidines to form compounds of formula 33.

[0169] Scheme IX

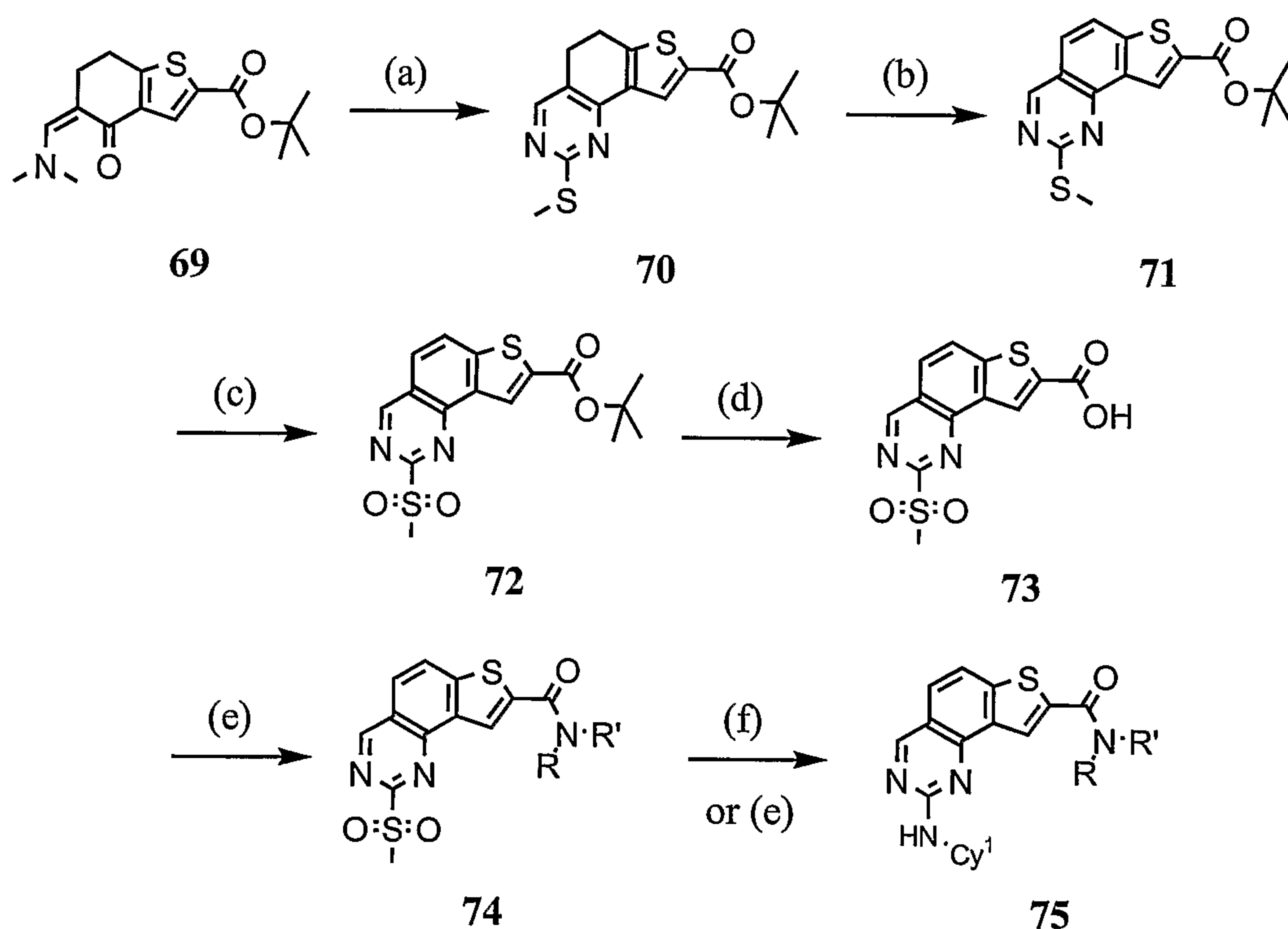
[0170] Reagents and conditions: (a) NaOH, Δ, then HCl; (b) ^tBu-trichloroacetimidate, cyclohexane, DCM, F₃B:(Et)₂O; (c) DMF/DMA, reflux, 12 hours; (d) IPA, NaOH, reflux 12 hours; (e) DDQ, 1,4-dioxane, reflux, 2-3 hours.

[0171] Scheme IX above shows a general synthetic approach that is used for preparing compounds 38 and 39 of this invention. The formation of compounds of structure 34 was achieved by methods substantially similar to those described by Lo, *et al*, *J. Am. Chem. Soc.*

[0172] **Scheme X**

[0173] **Reagents and conditions:** (a) 1N NaOH, EtOH or TFA, DCM; (b) EDC, HOBT, DCM / DMF, (R')₂NH.

[0174] Scheme X above shows a general method for preparing compounds of formula 42 of this invention when X and when Cy¹ are as described herein. Each of the above steps is well known to one of skill in the art. OK

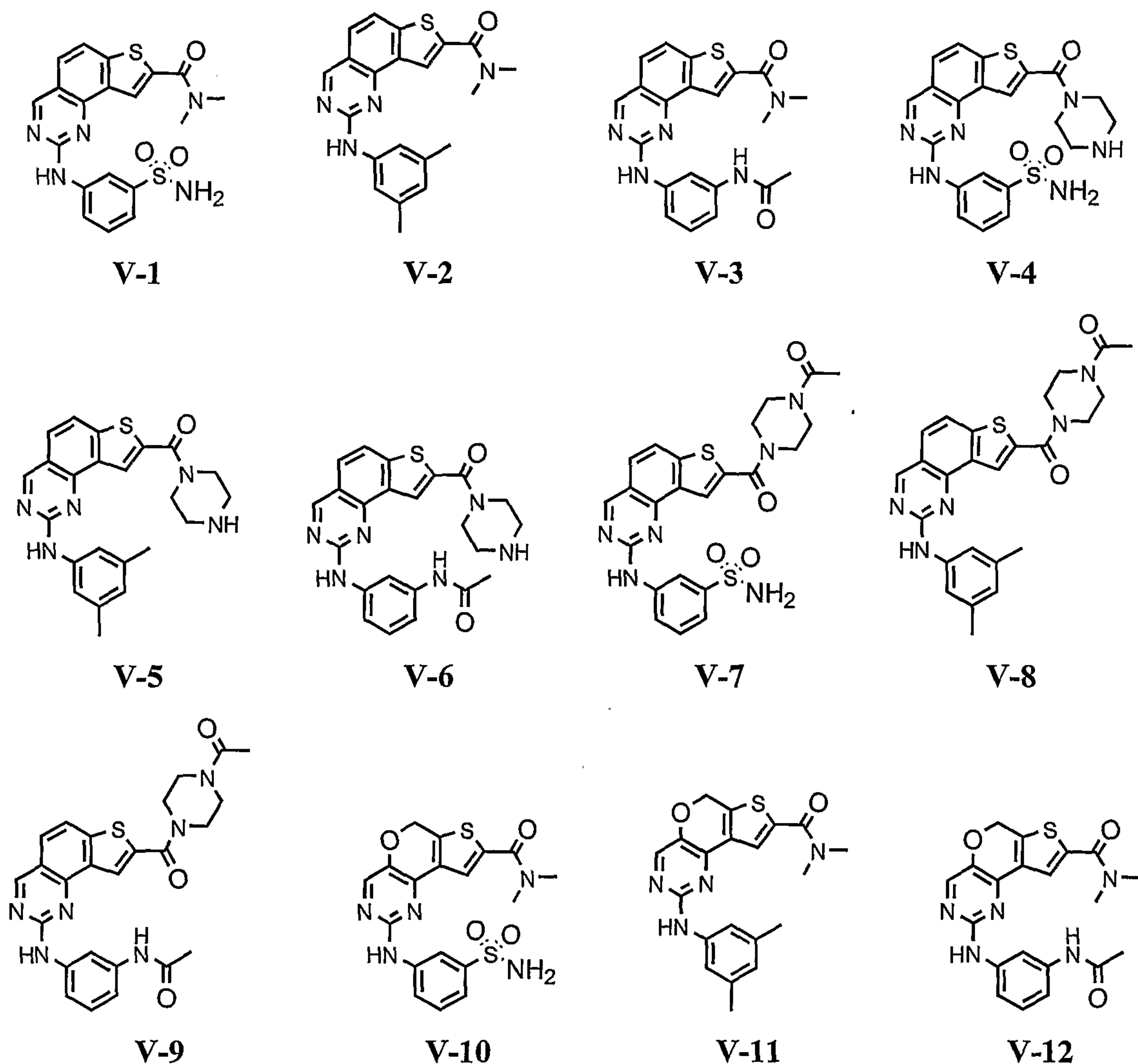
[0175] **Scheme XI**

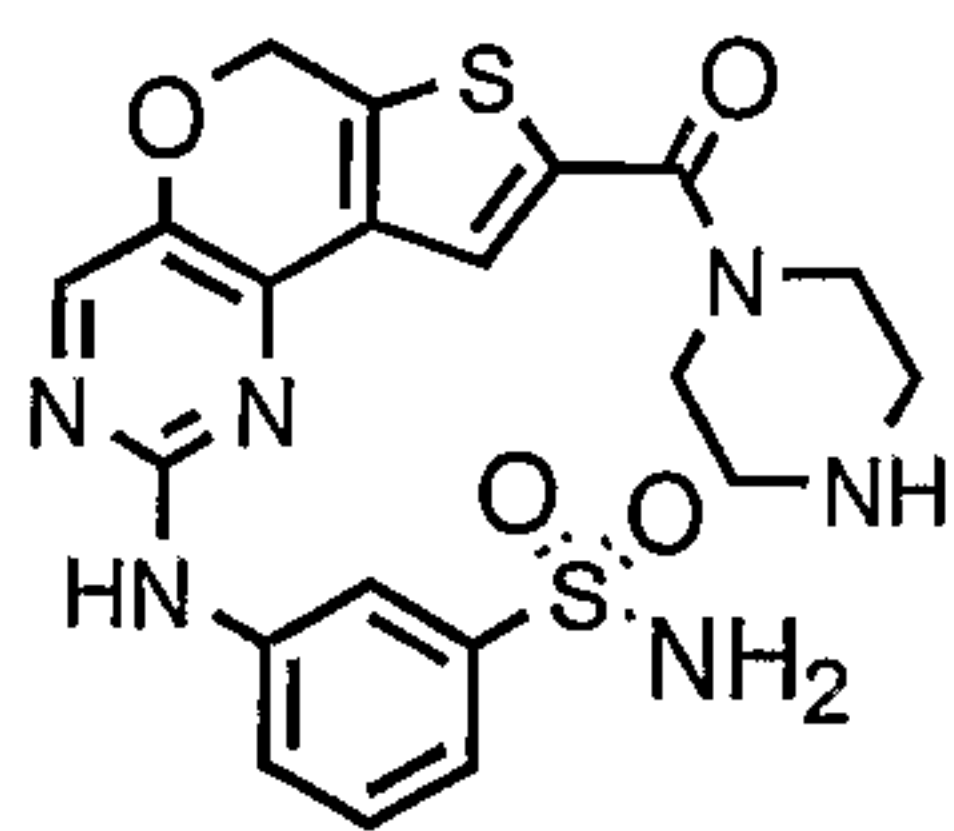
[0176] **Reagents and conditions:** (a) S-methylisothiuronium sulphate, Na₂CO₃, DMA, 120°C, 2 hours; (b) DDQ, 1,4-dioxane, reflux, 2-3 hours; (c) ^mCPBA, DCM, 1 hour; (d) TFA, DCM; (e) EDC, HOBT, DCM / DMF, RR'NH; (f) TFA, Cy¹NH₂, 1,4-dioxane, 120°C, 16 hours; or (e) i) Cy¹NHCHO, THF, NaH; ii) 6N HCl, RT, 3 hours.

[0177] Scheme XI above shows a general synthetic approach that is used for preparing compounds **75** of this invention. Intermediate **70**, prepared by cyclisation of compound of formula **69** in presence of S-methylisothiuronium sulphate, was aromatized with DDQ according to Scheme XI step (b). The acid **73**, obtained by subsequent oxidation to the sulfone **72** and saponification, is treated with an amine $RR'NH$ in a coupling reaction step well known to one of skill in the art. This reaction is amenable to a variety of amine $RR'NH$ to form compounds of formula **74** of Scheme XI. The displacement of the sulfone by an amine Cy^1NH_2 is achieved according to Scheme XI step (f). This reaction is amenable to a variety of amine Cy^1NH_2 to form compounds of formula **75** of Scheme XI.

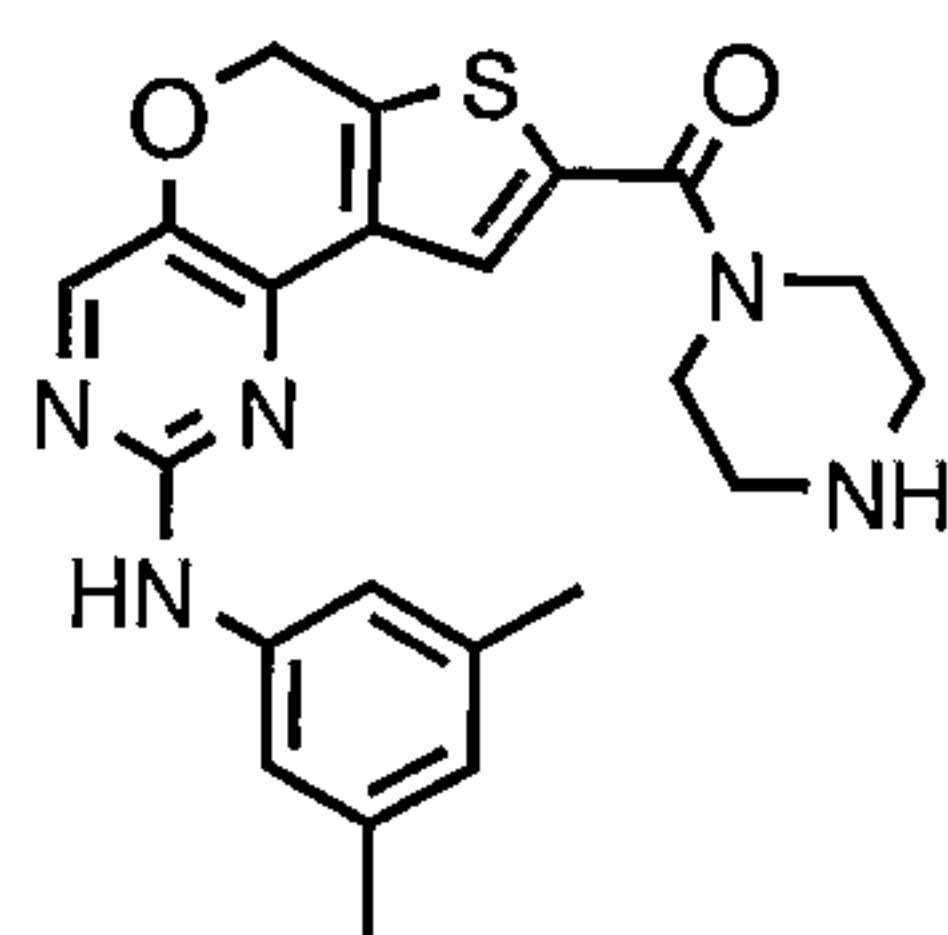
[0178] Table 5 below depicts exemplary compounds prepared according to the general method described in Schemes VIII, IX, X and XI.

[0179] **Table 5. Examples of Compounds of Formula V:**

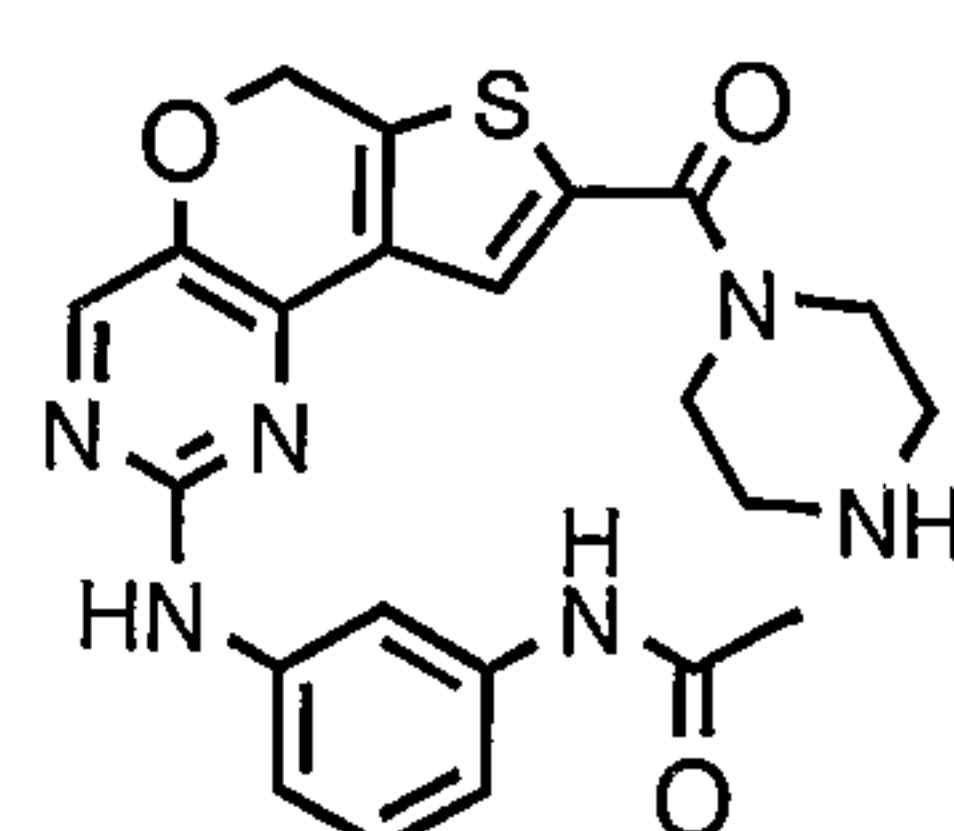




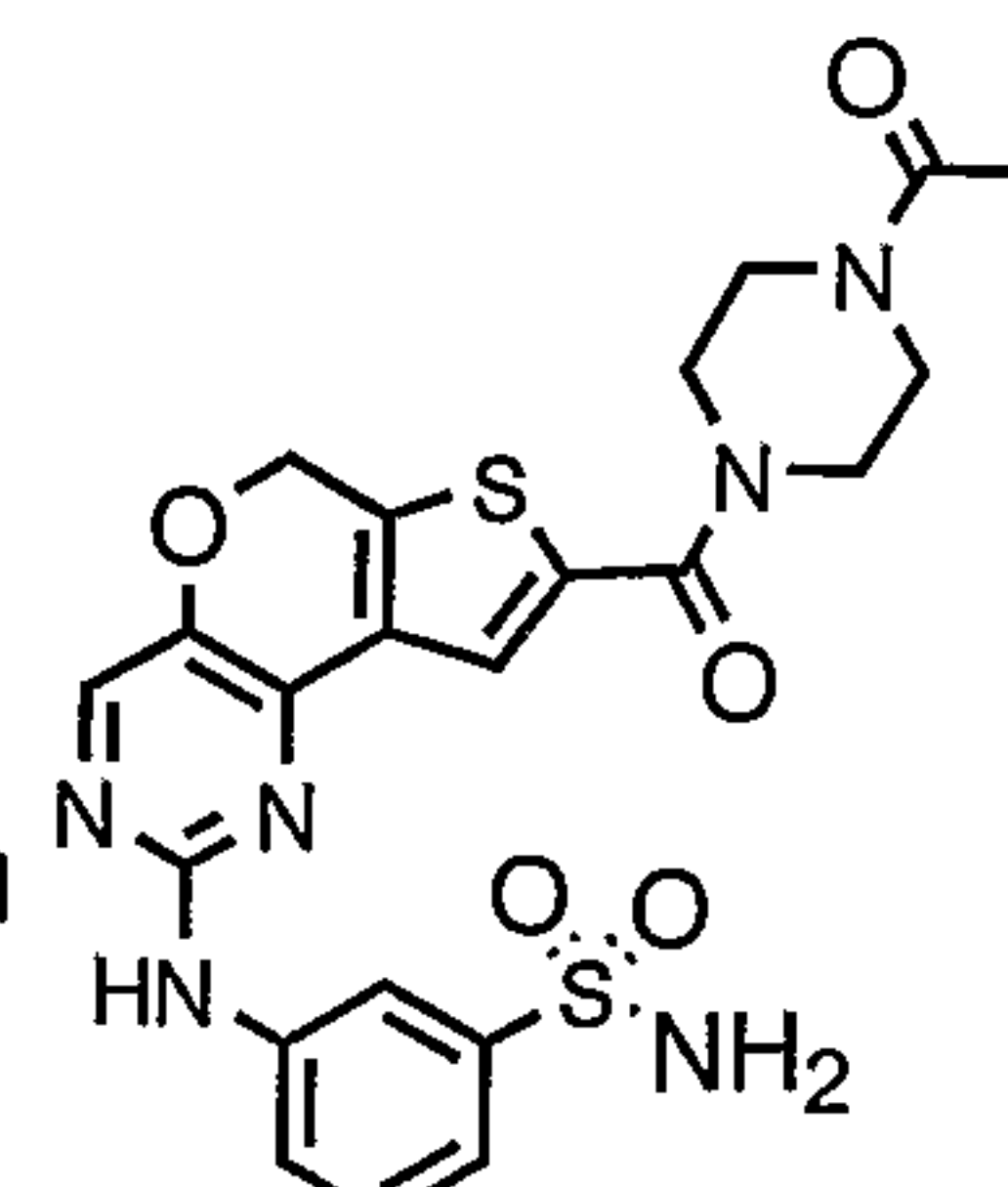
V-13



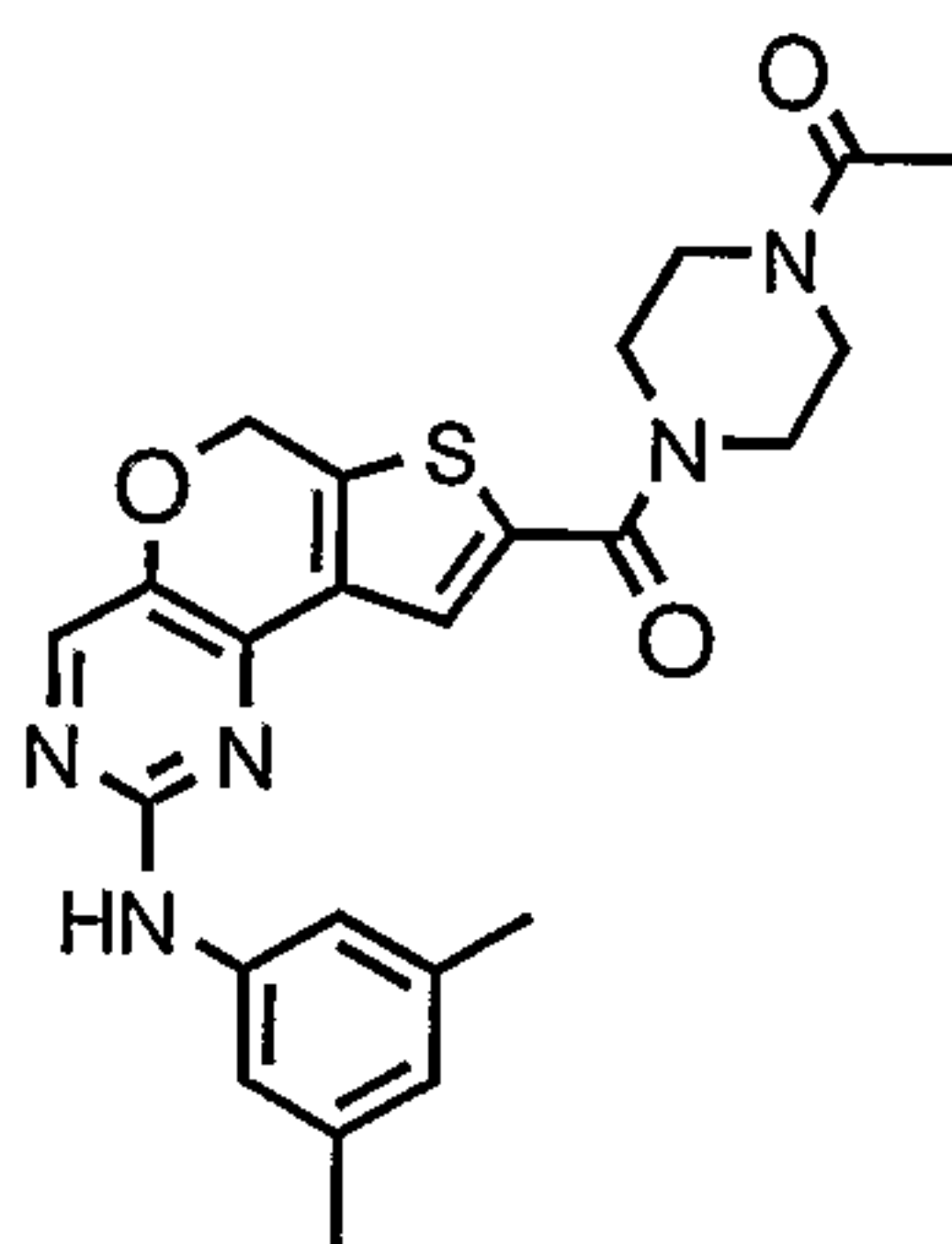
V-14



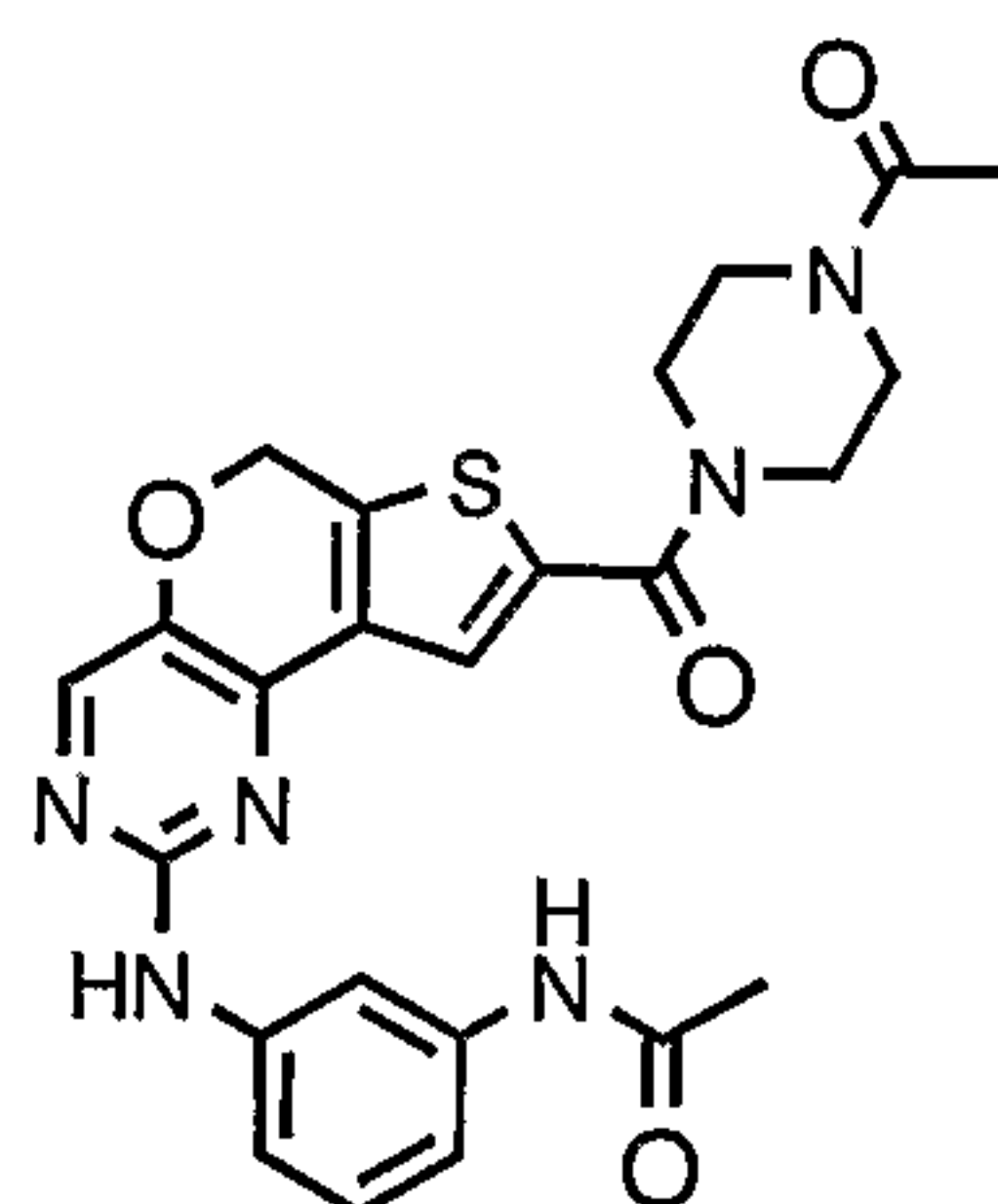
V-15



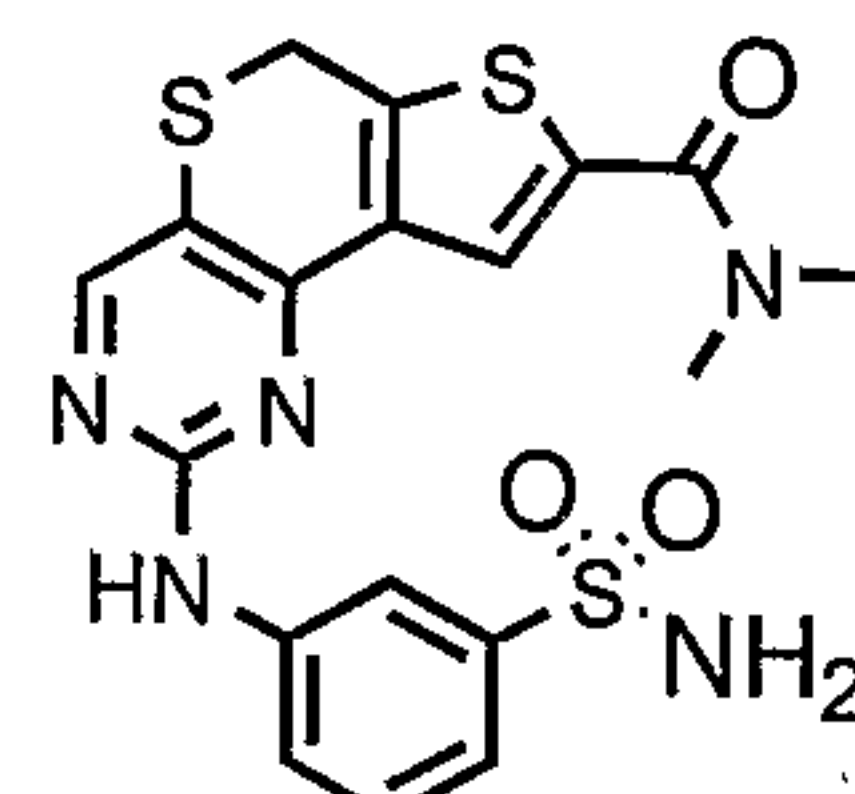
V-16



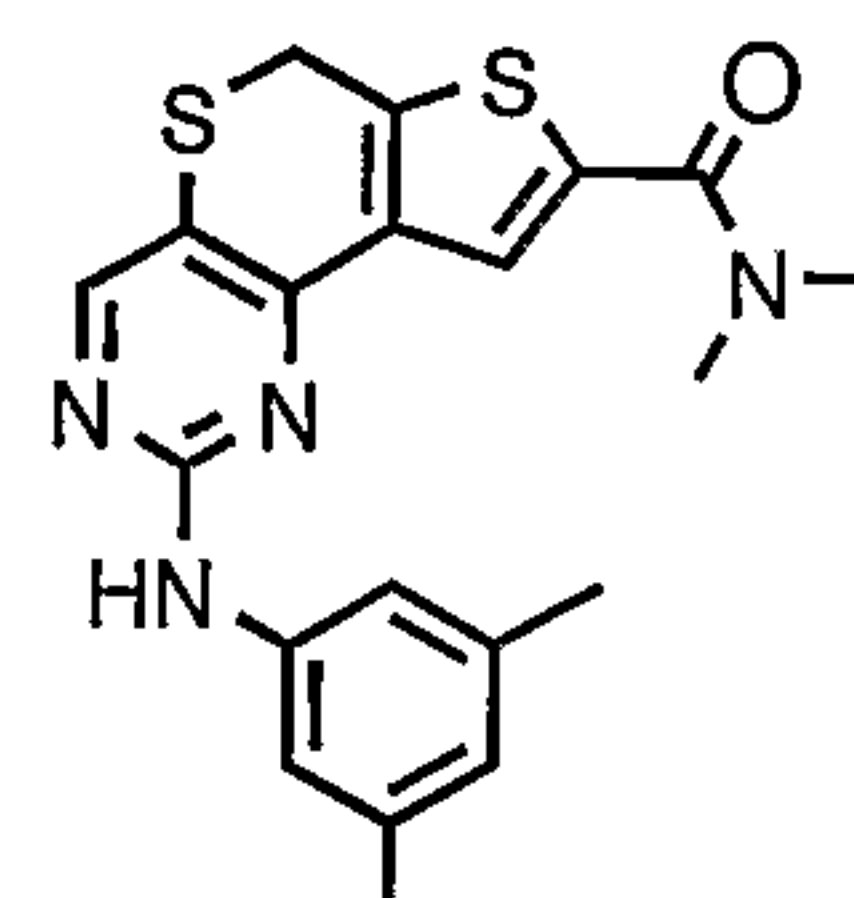
V-17



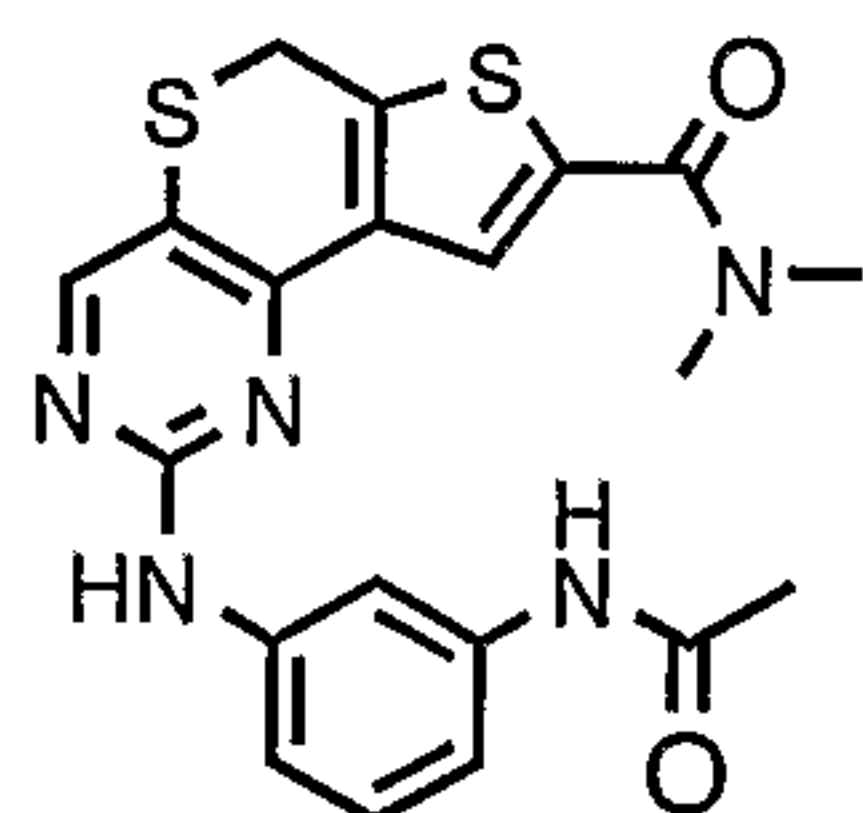
V-18



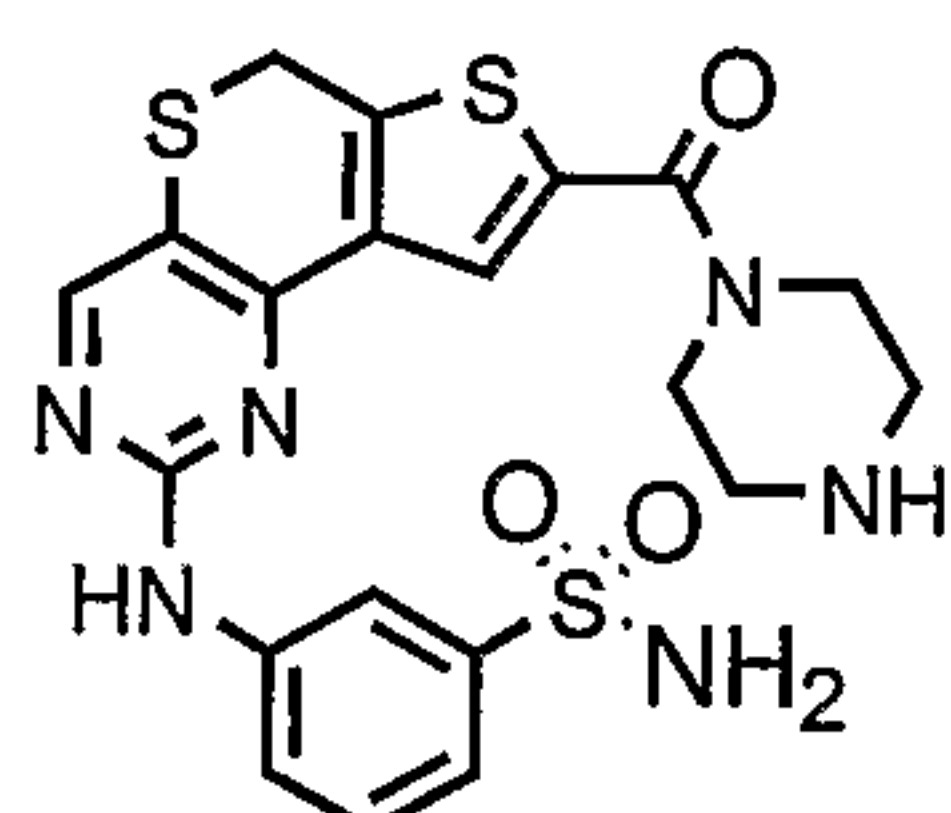
V-19



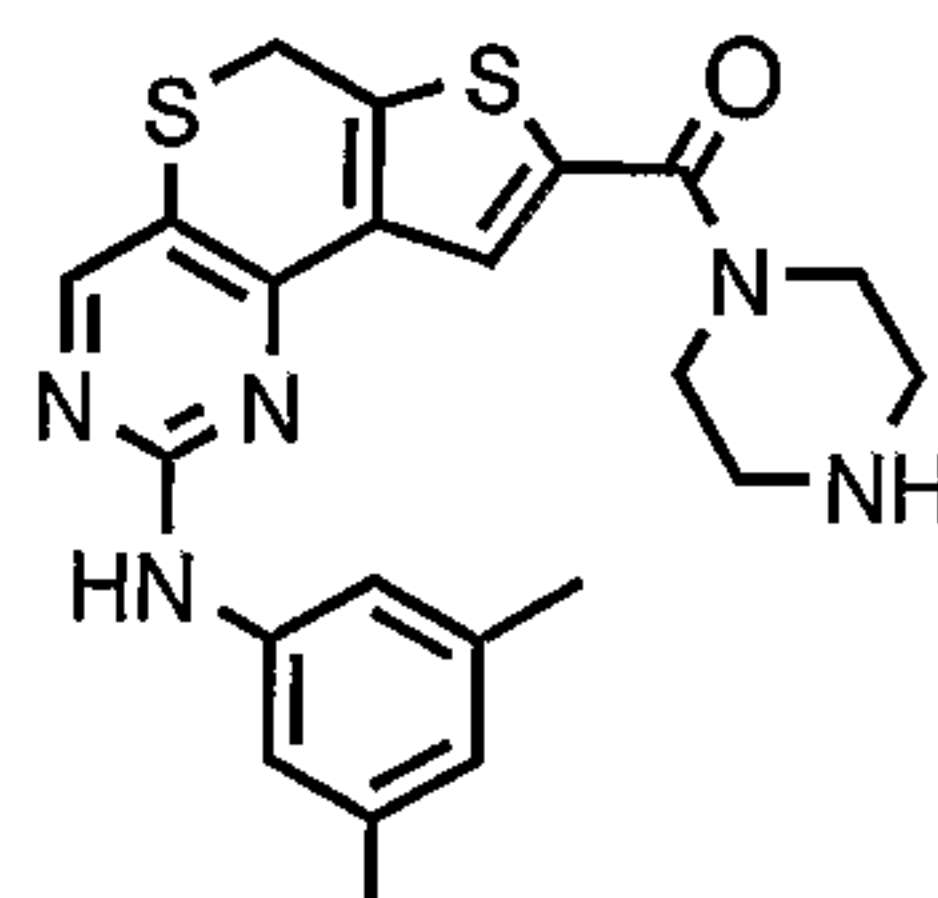
V-20



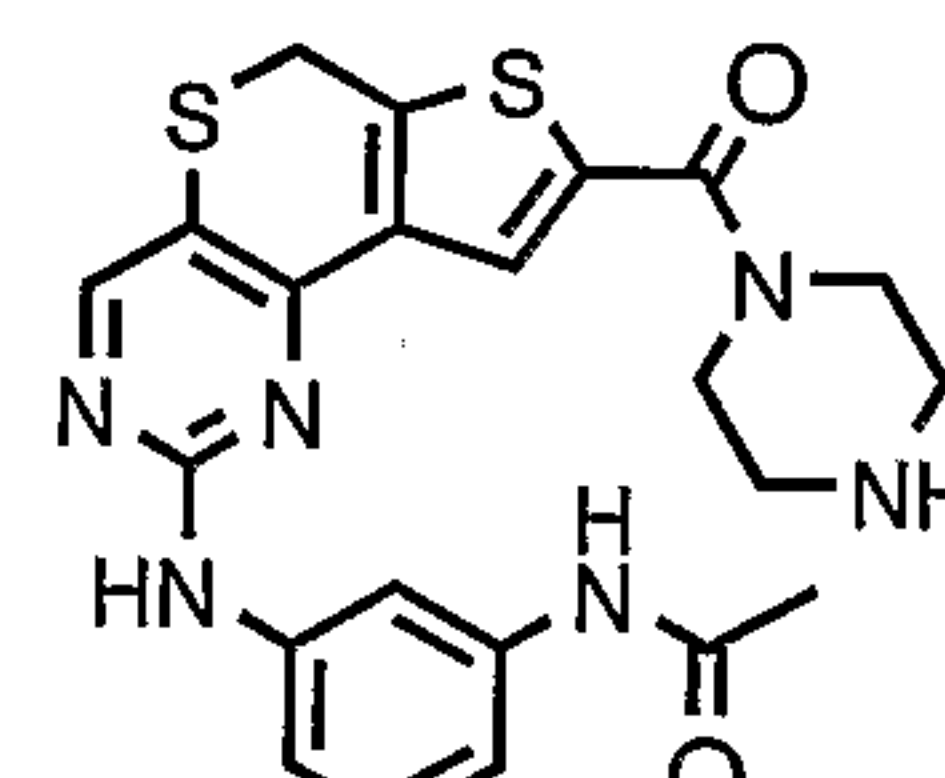
V-21



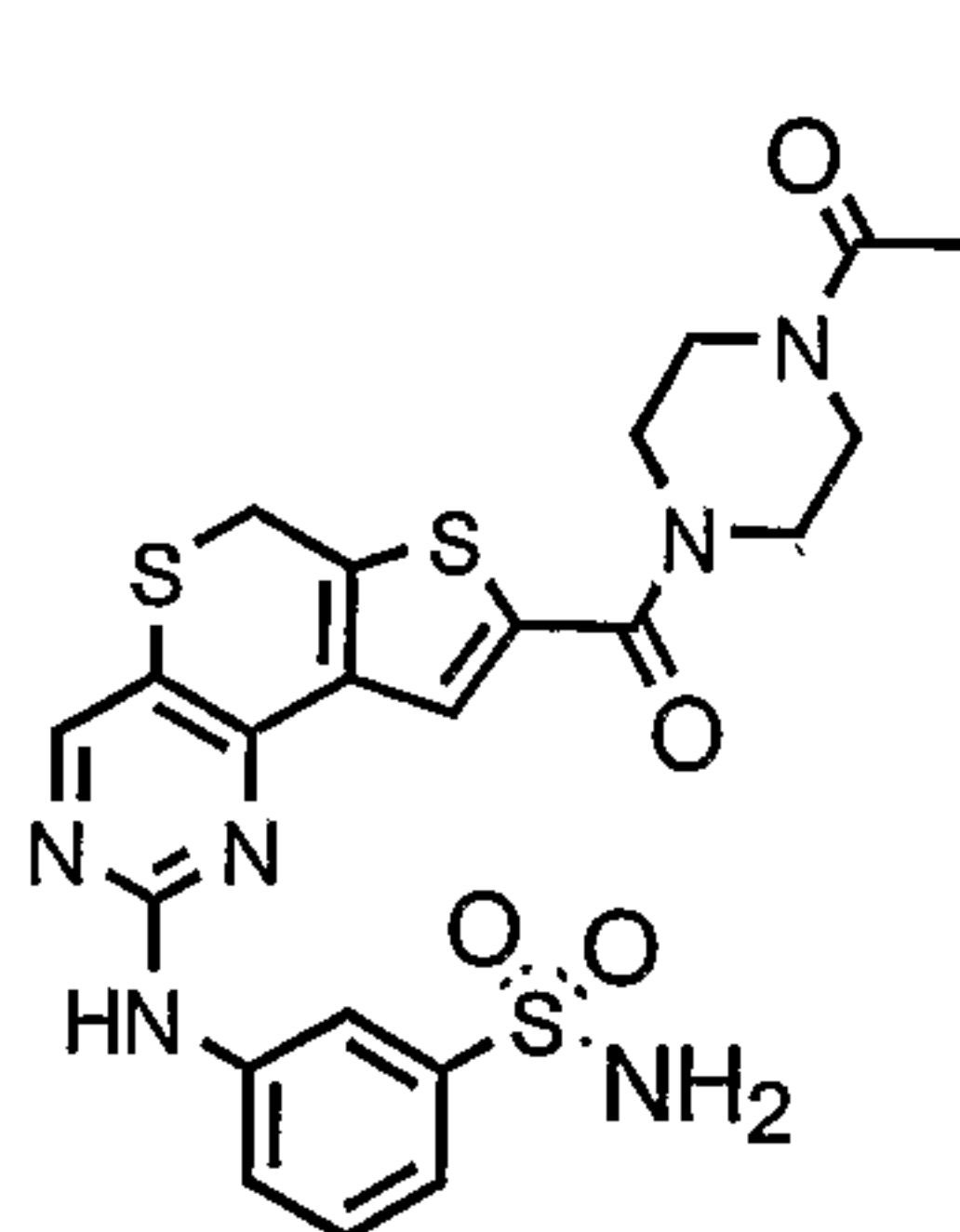
V-22



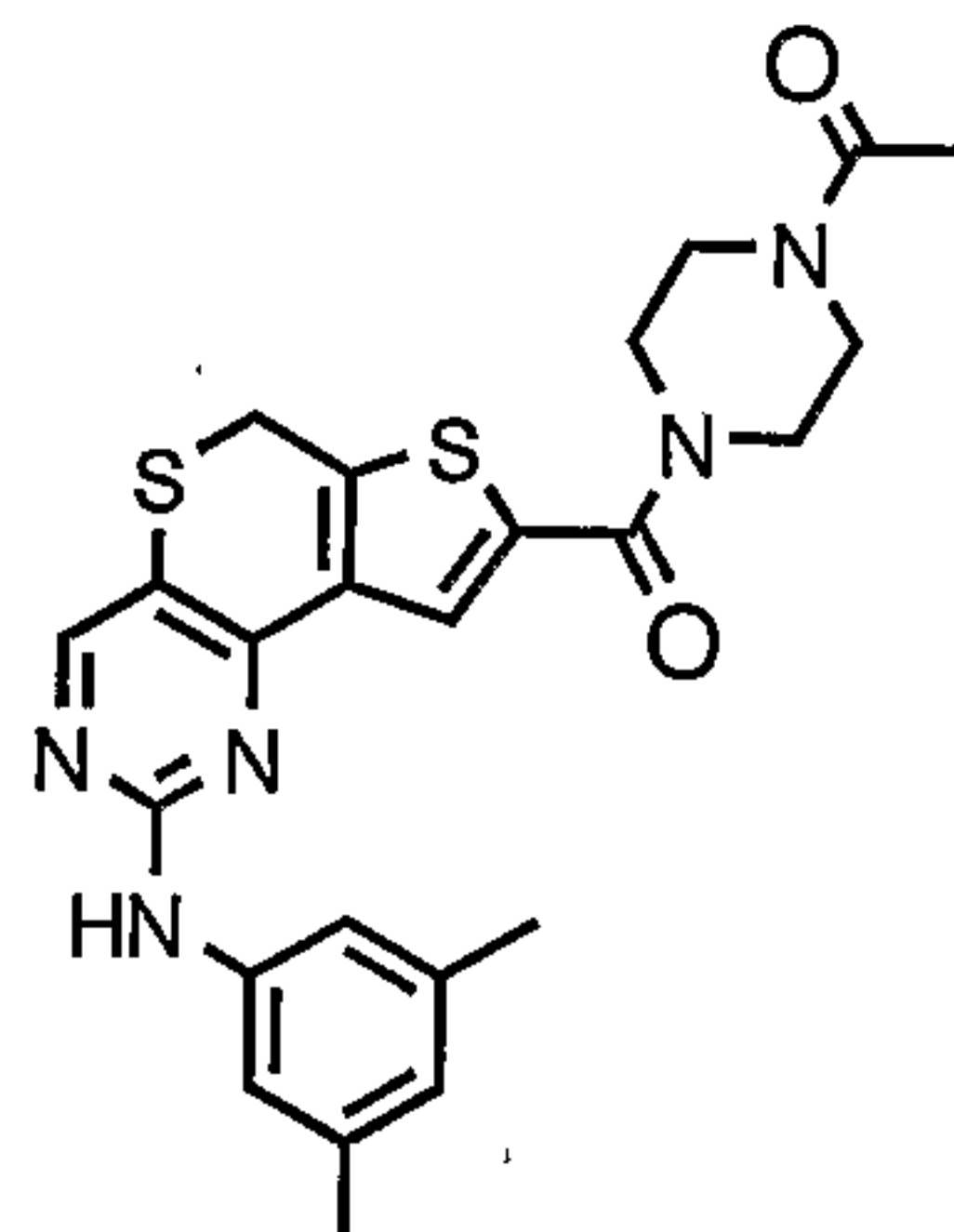
V-23



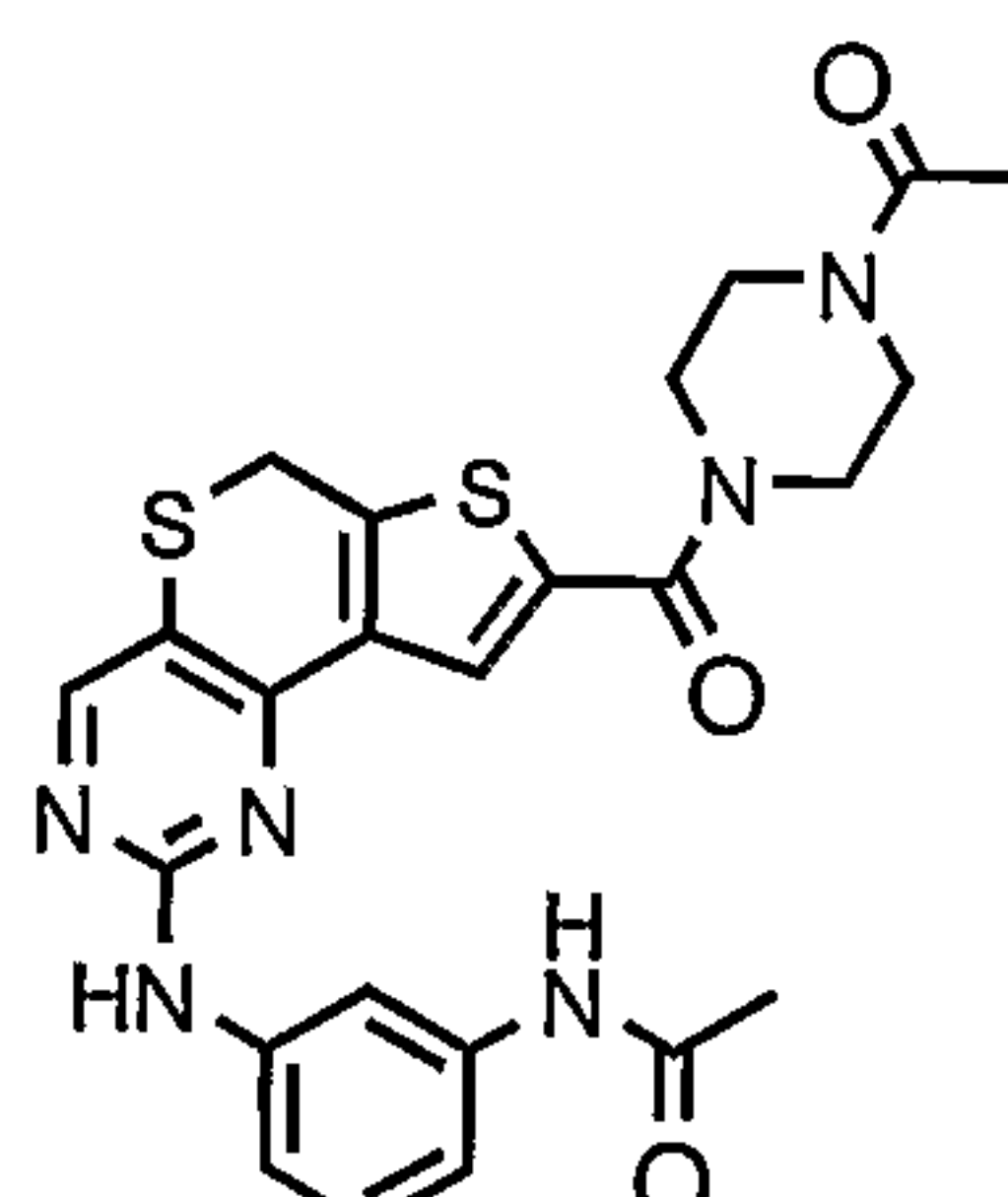
V-24



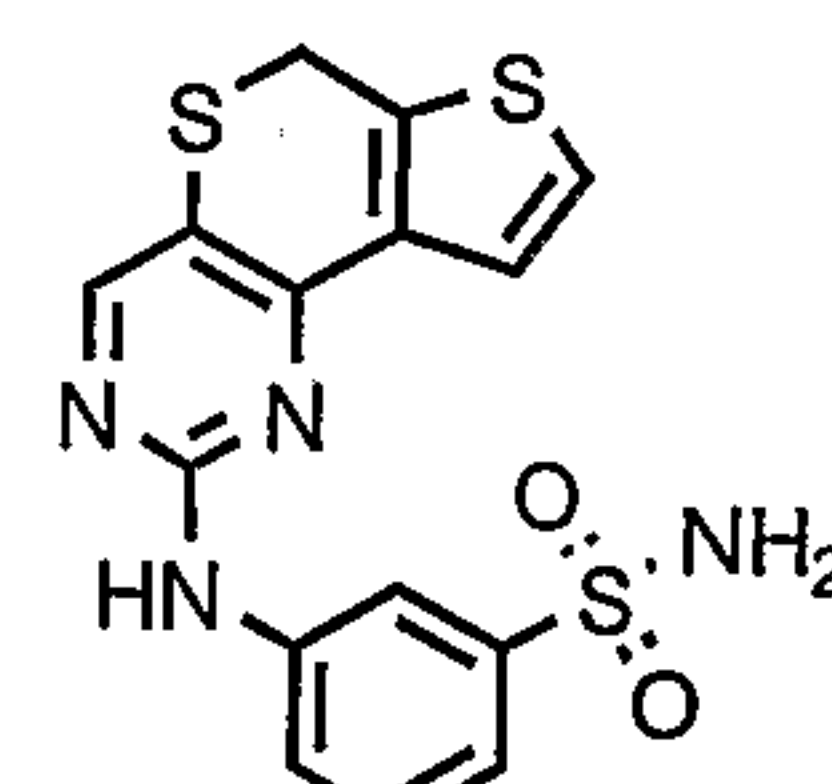
V-25



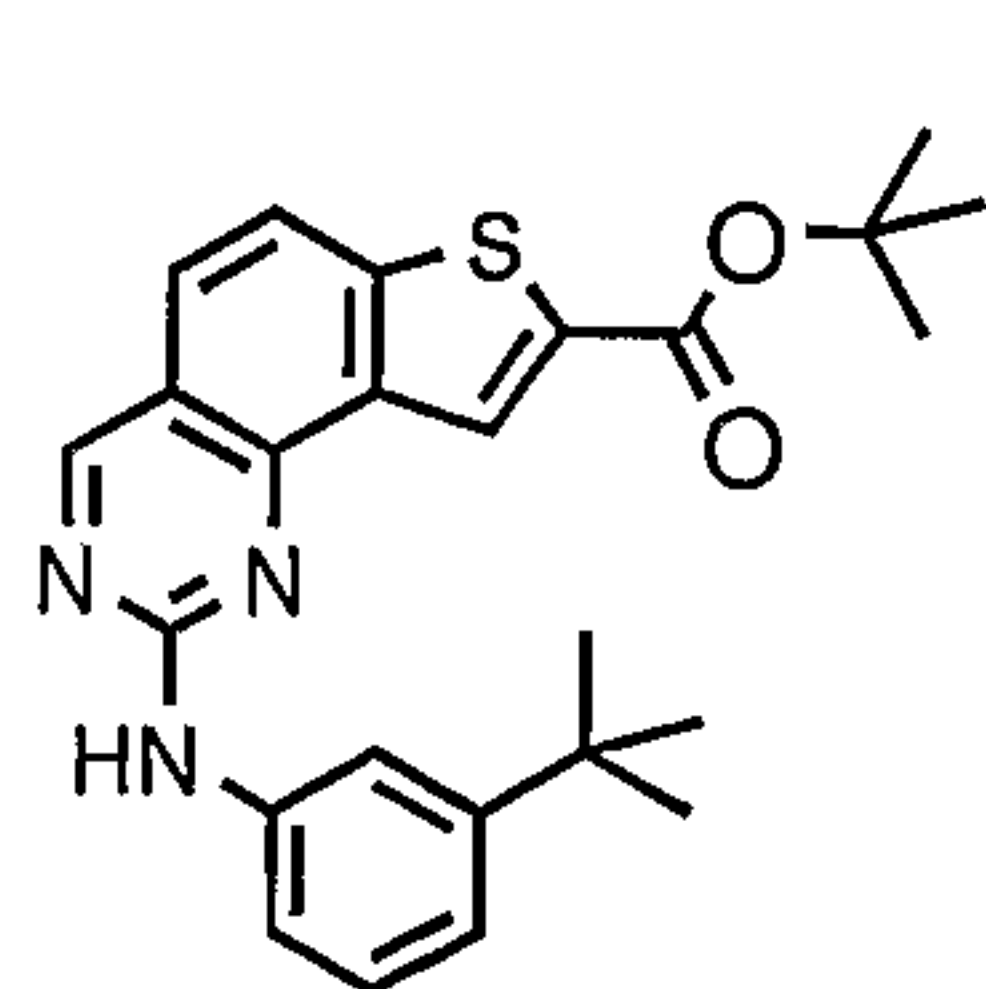
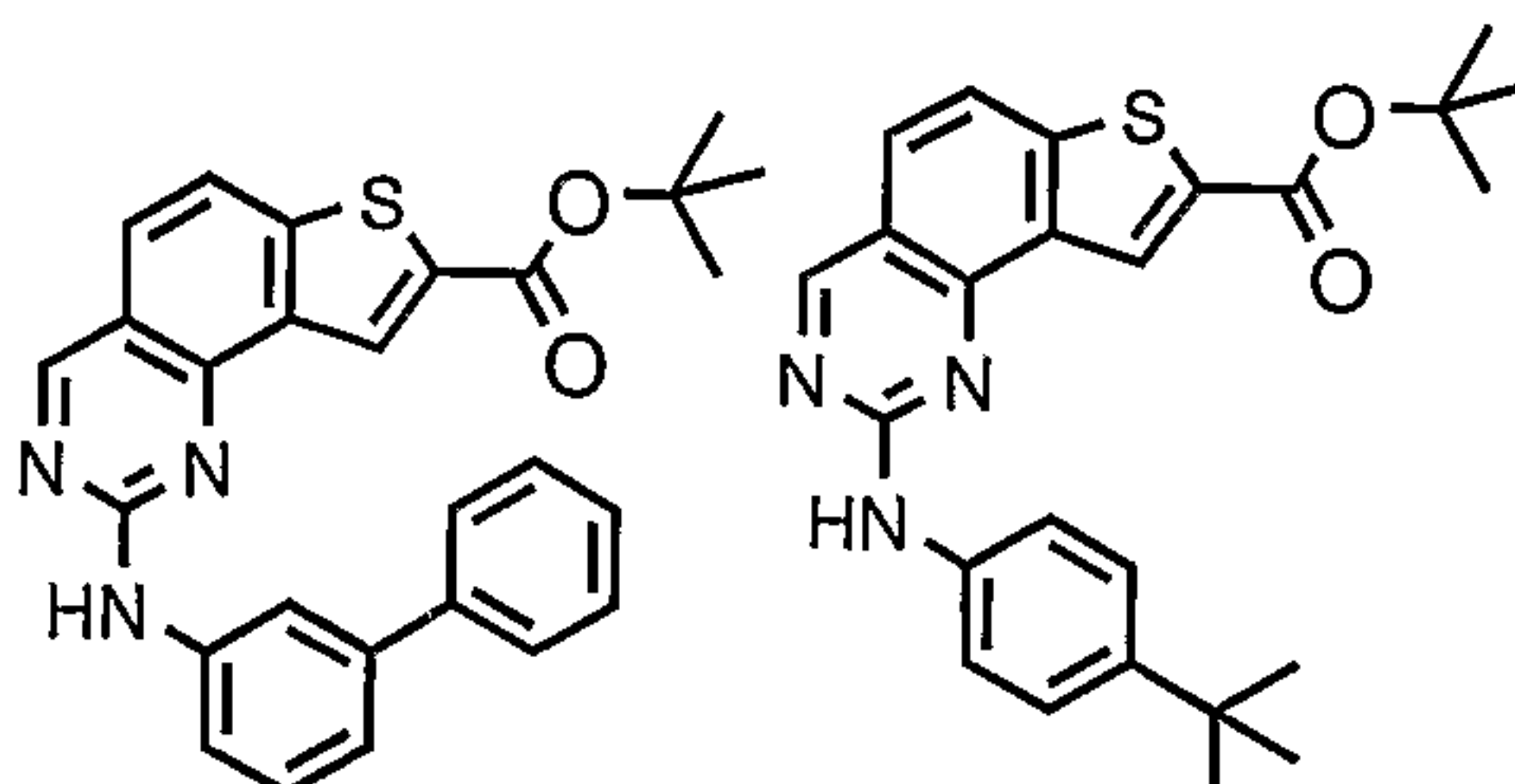
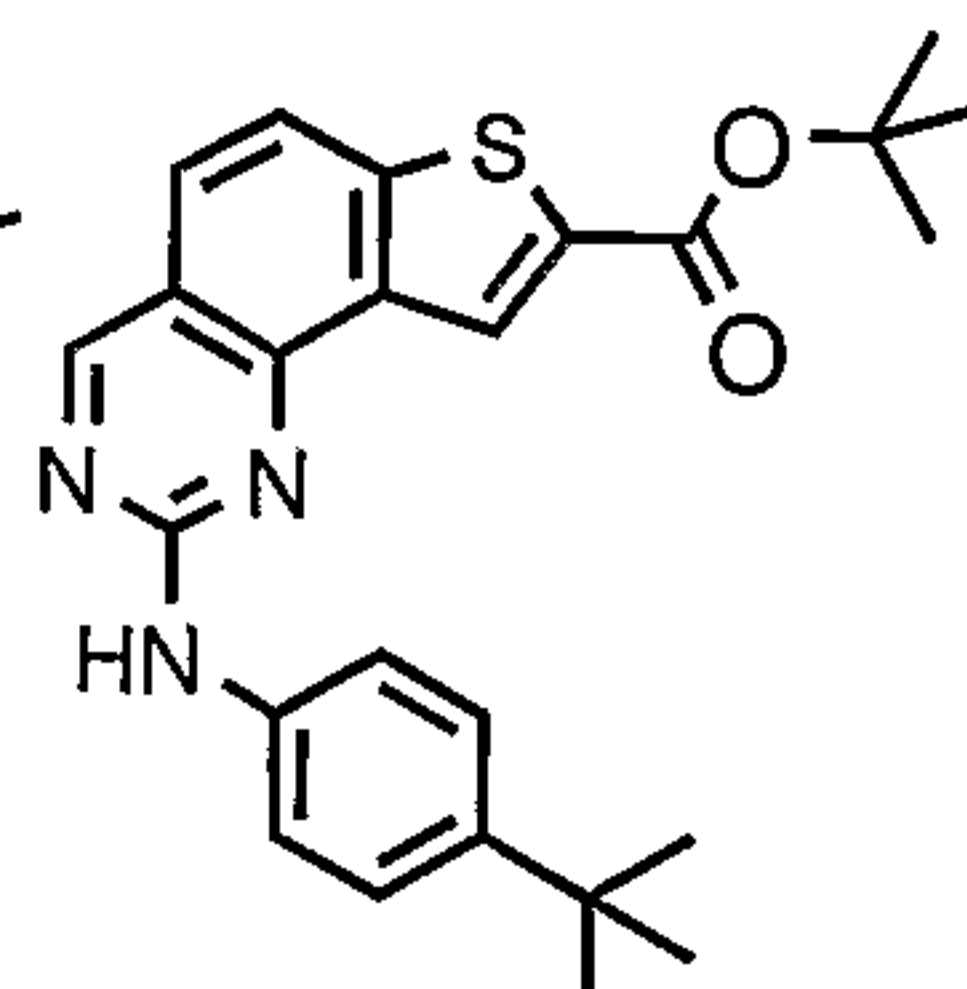
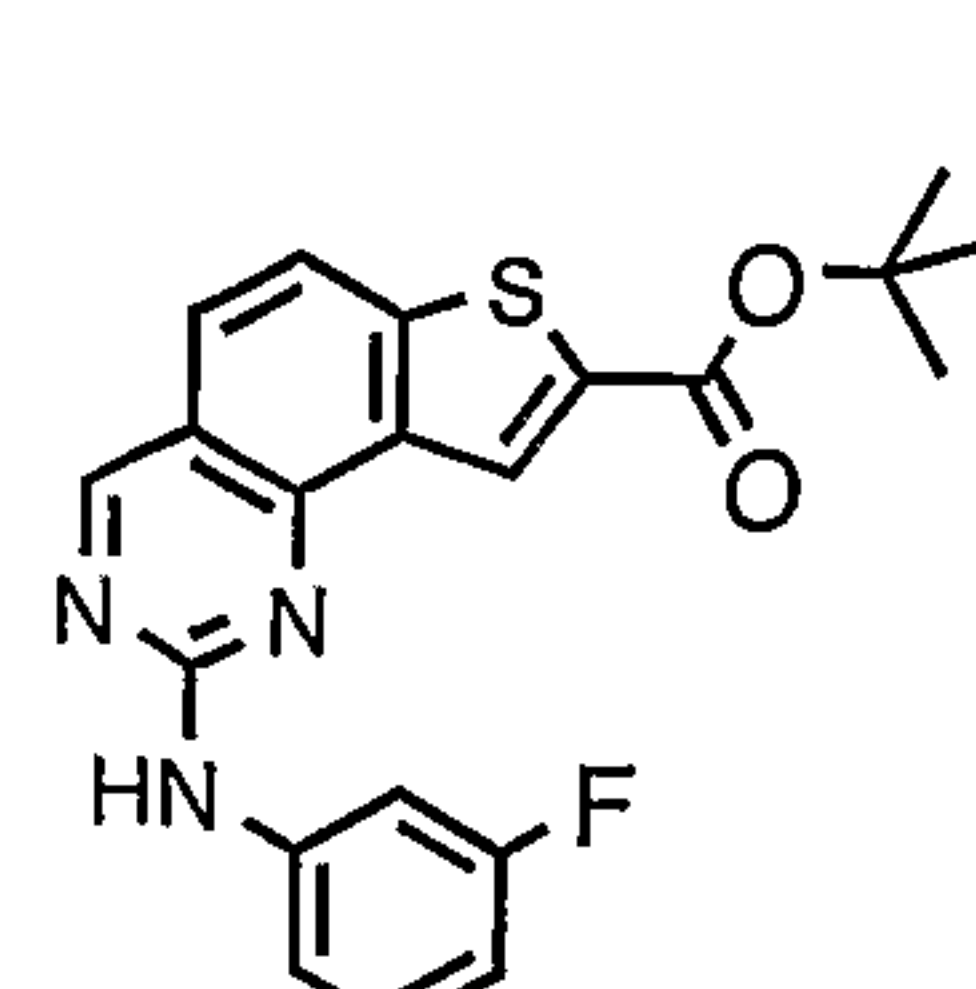
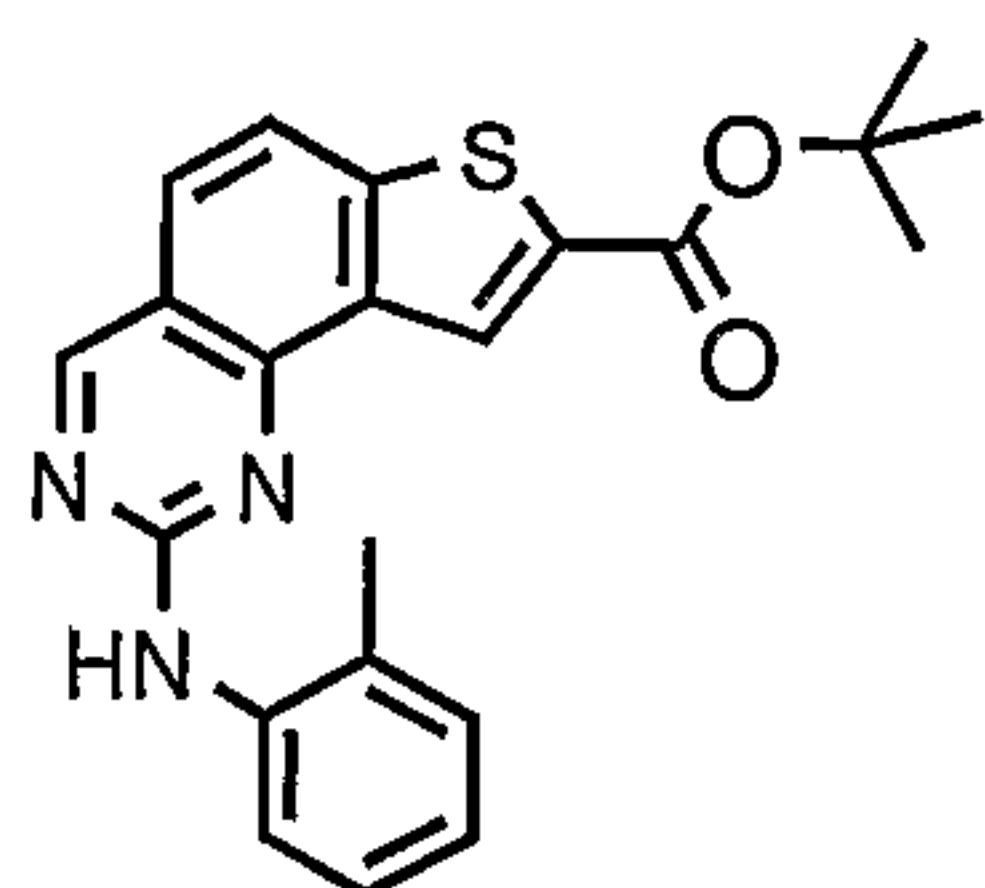
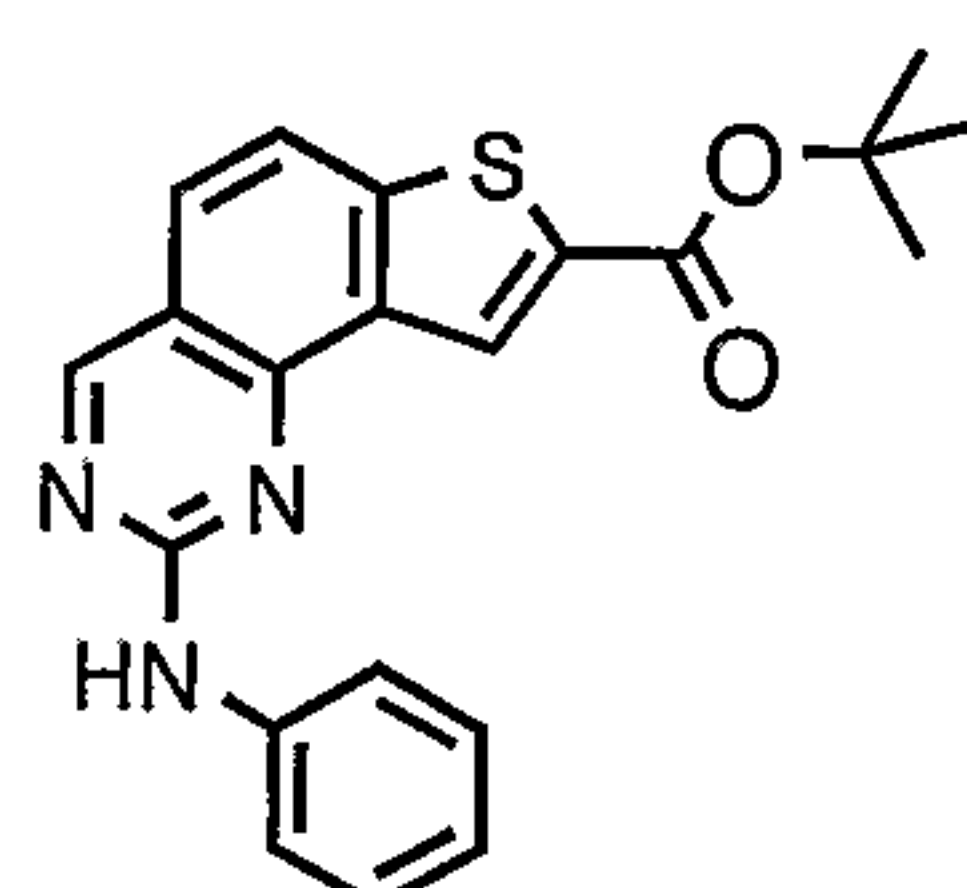
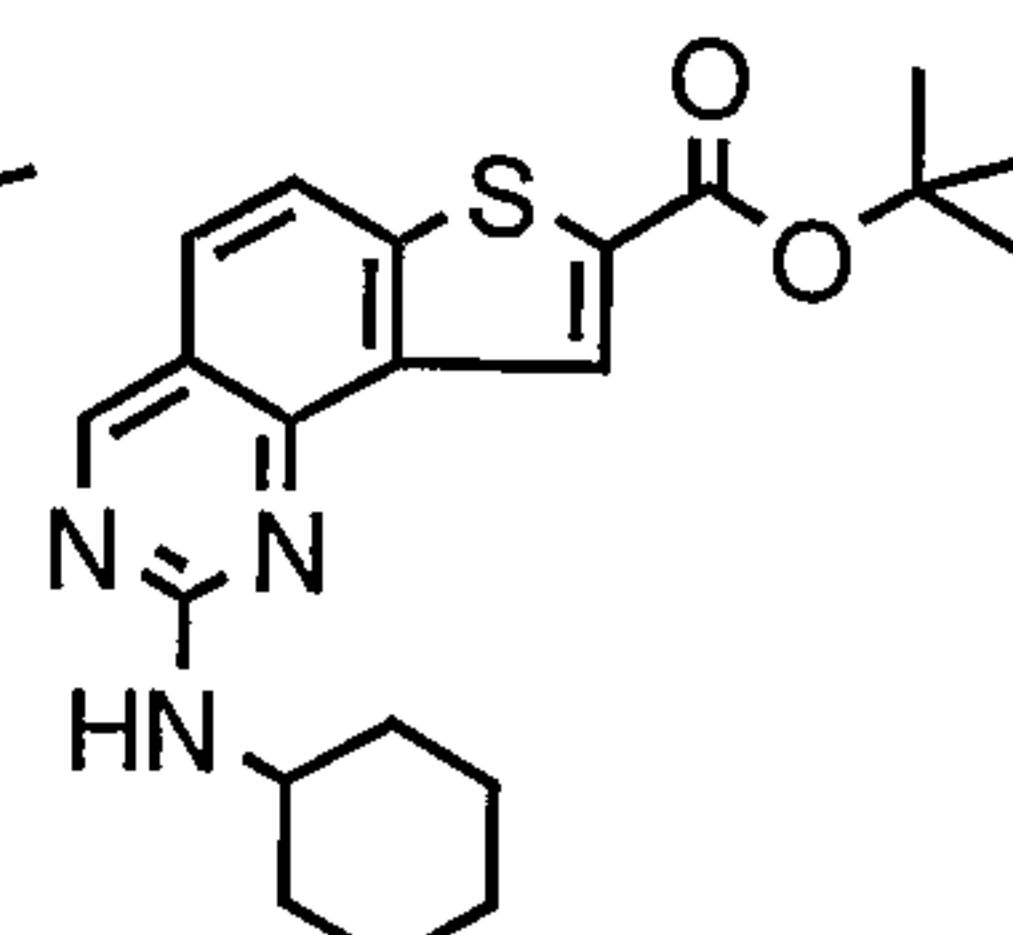
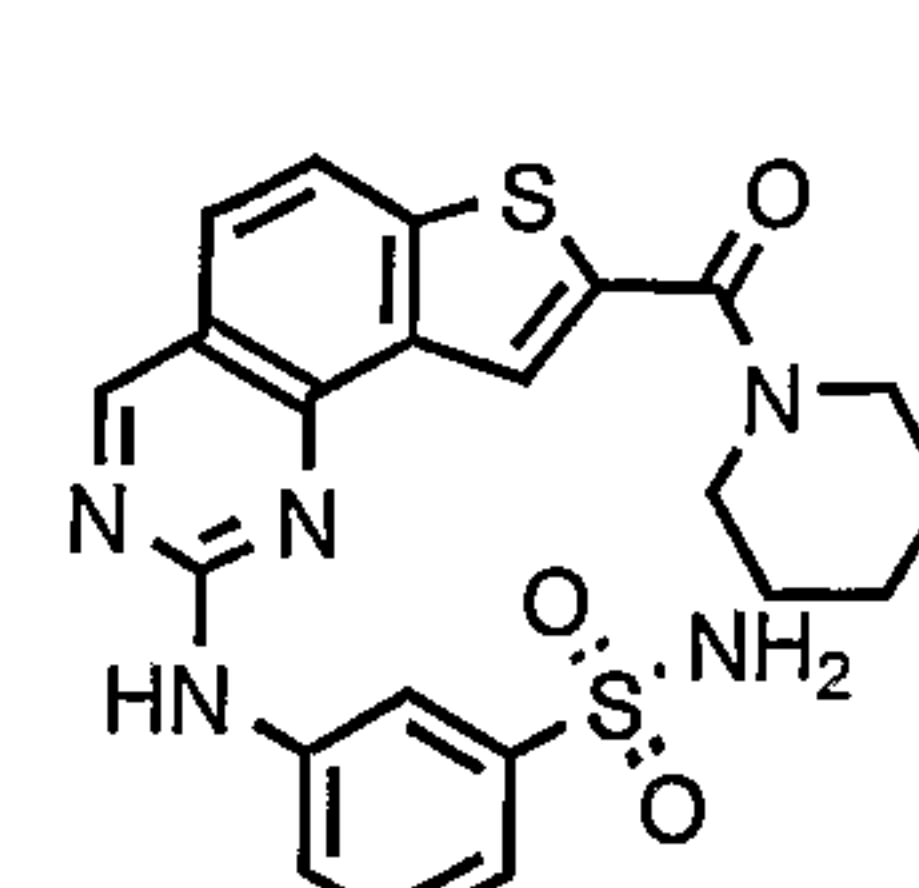
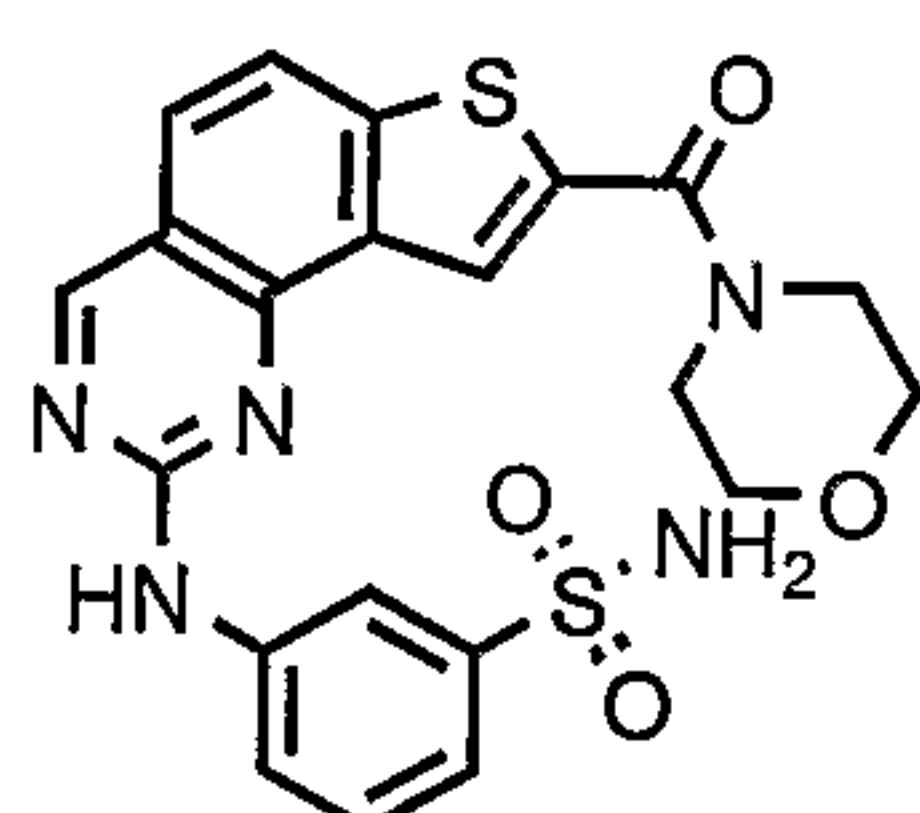
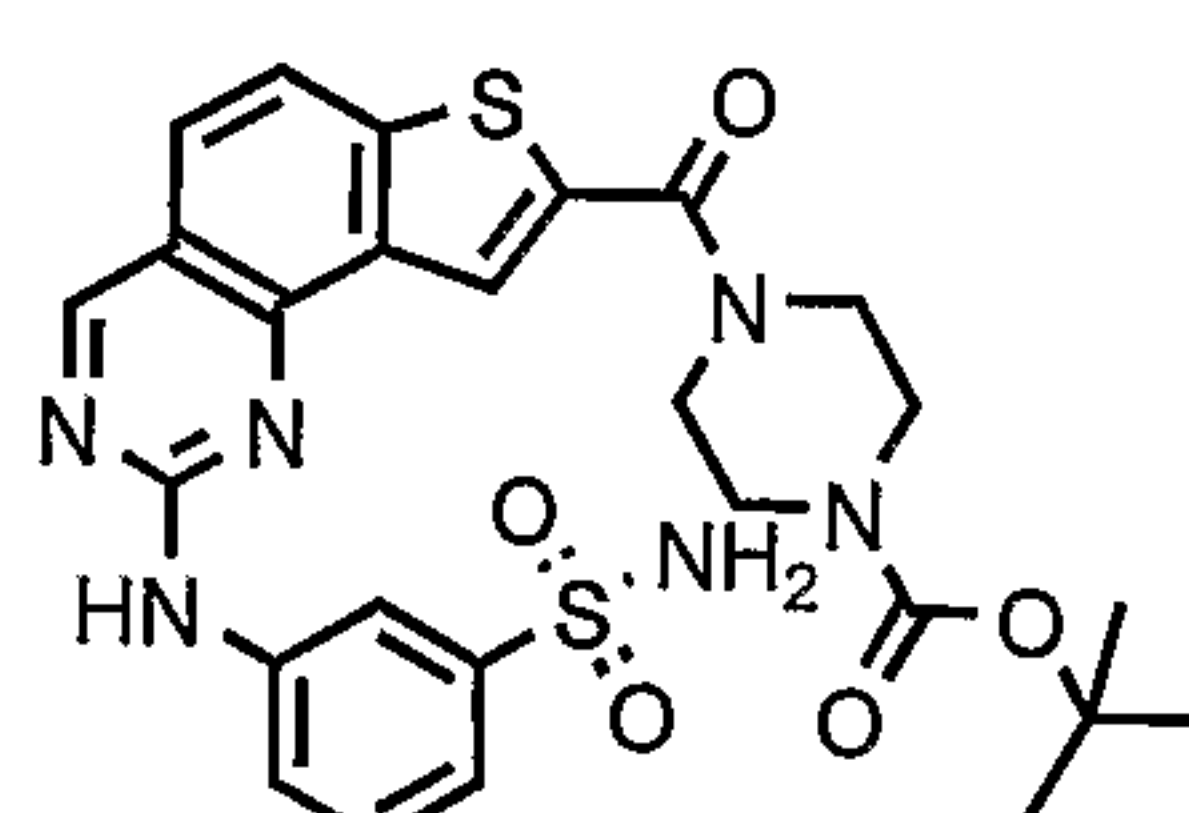
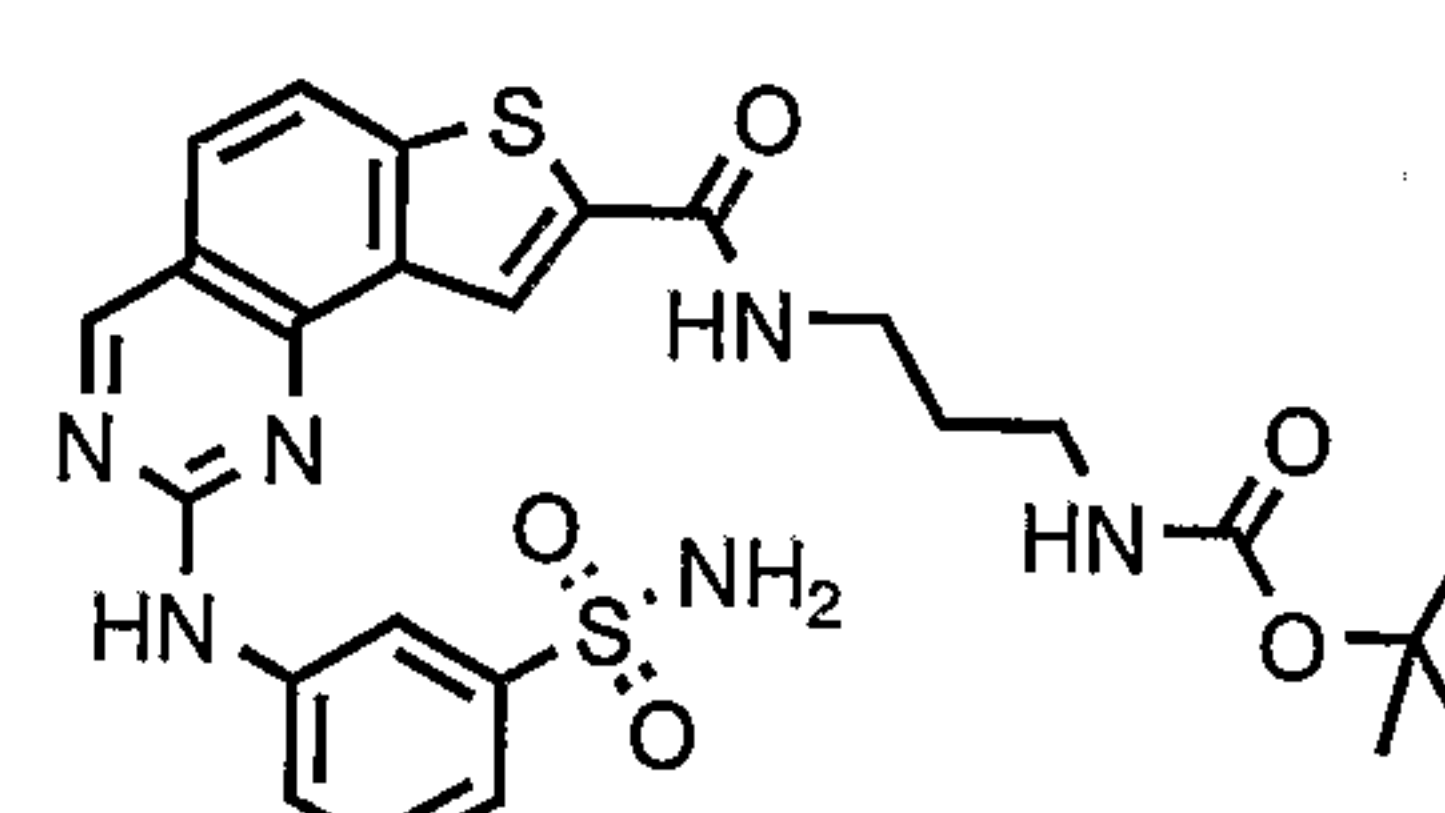
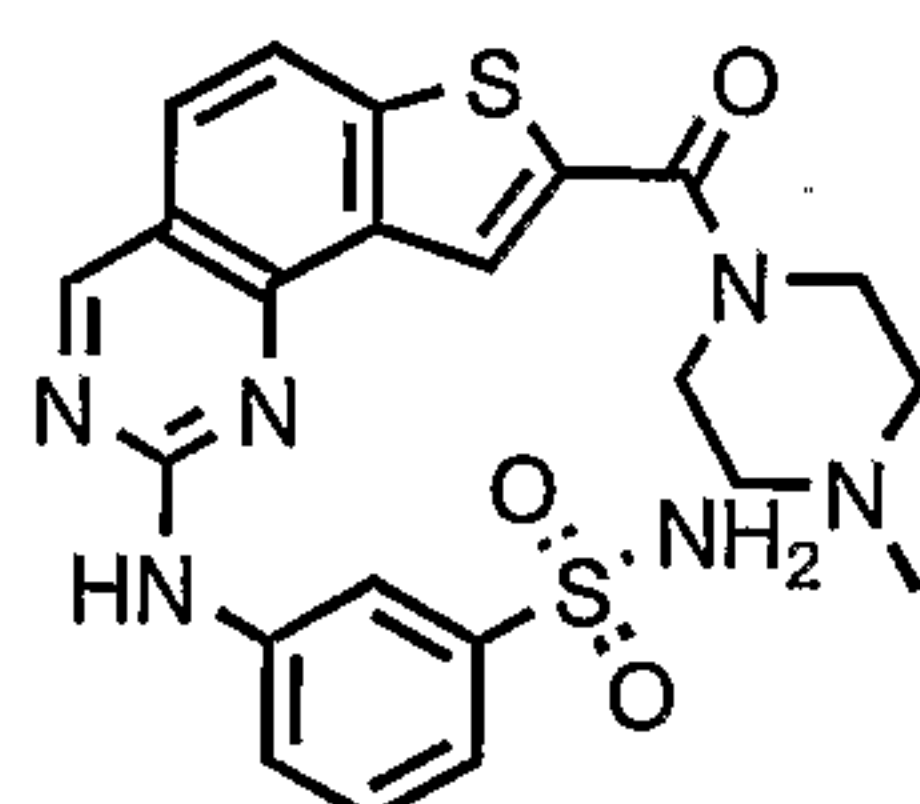
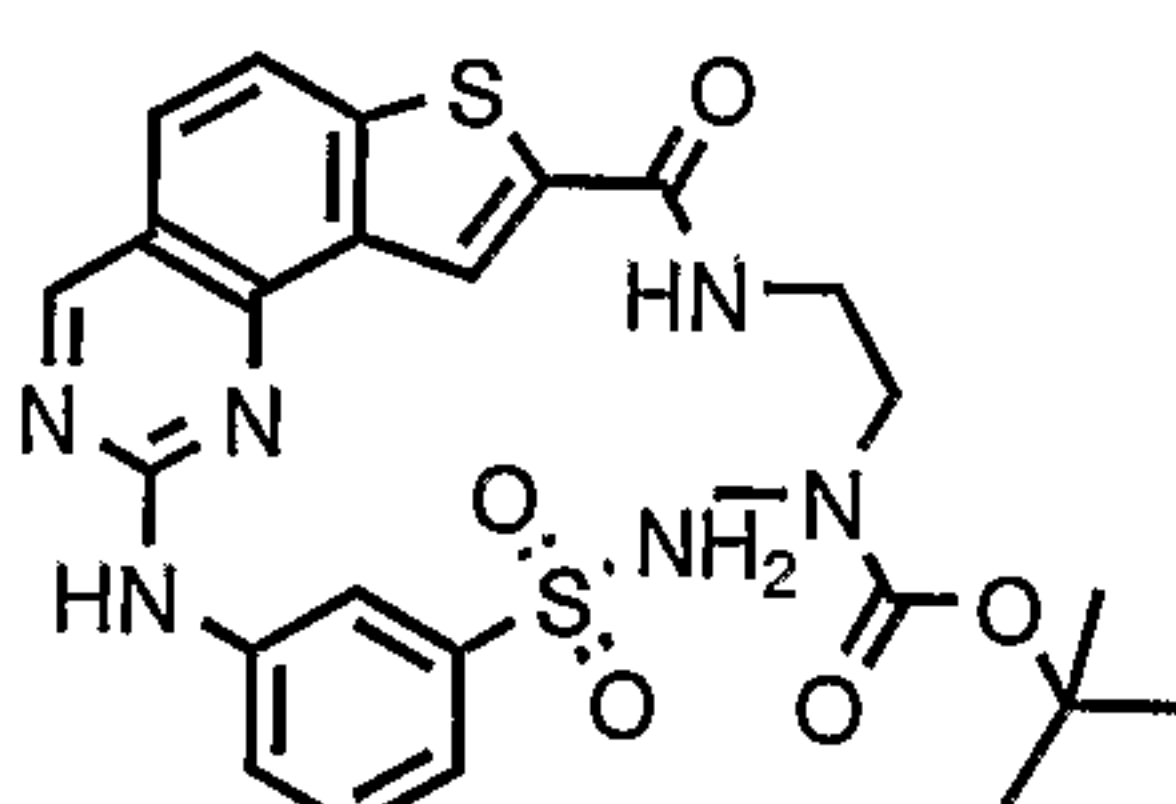
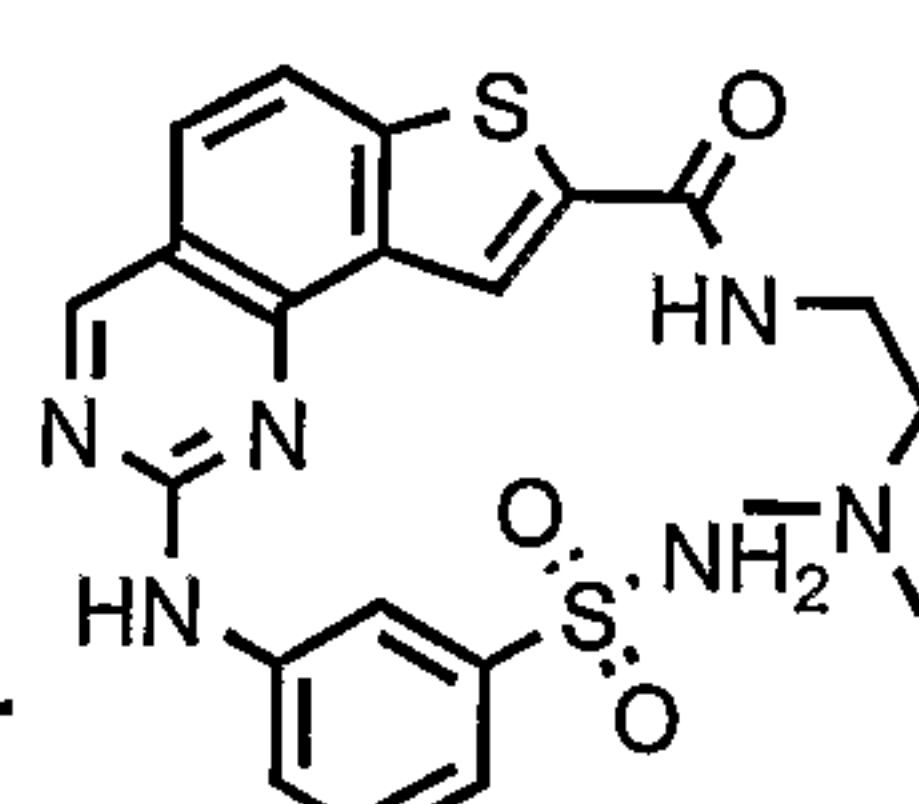
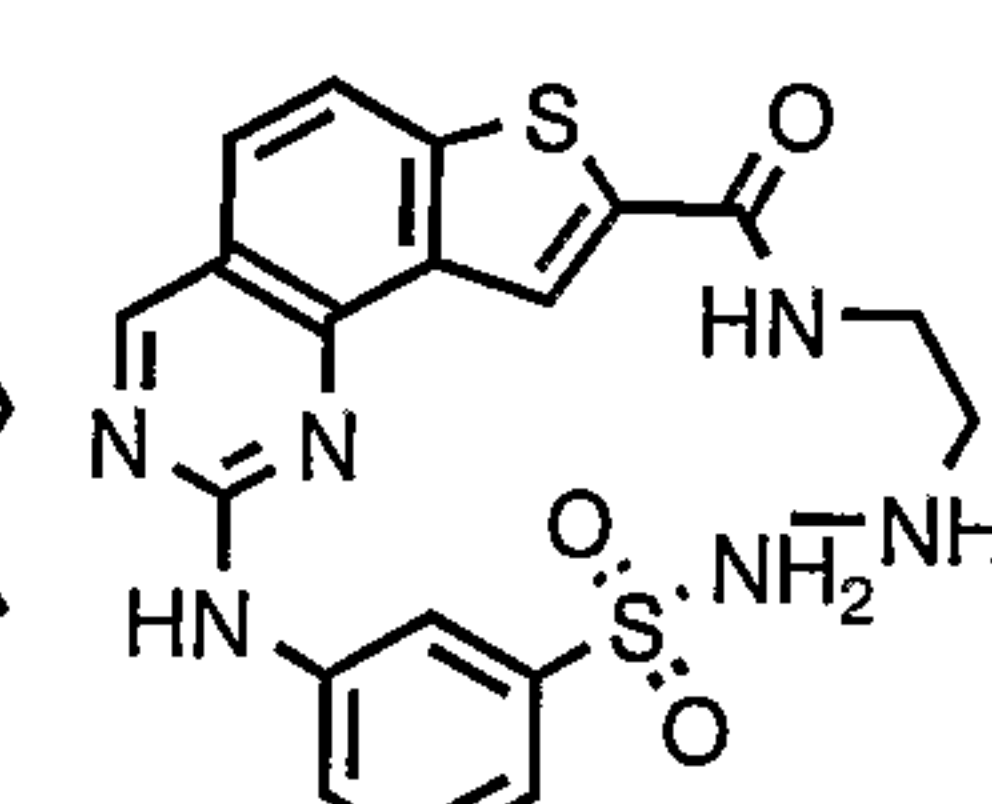
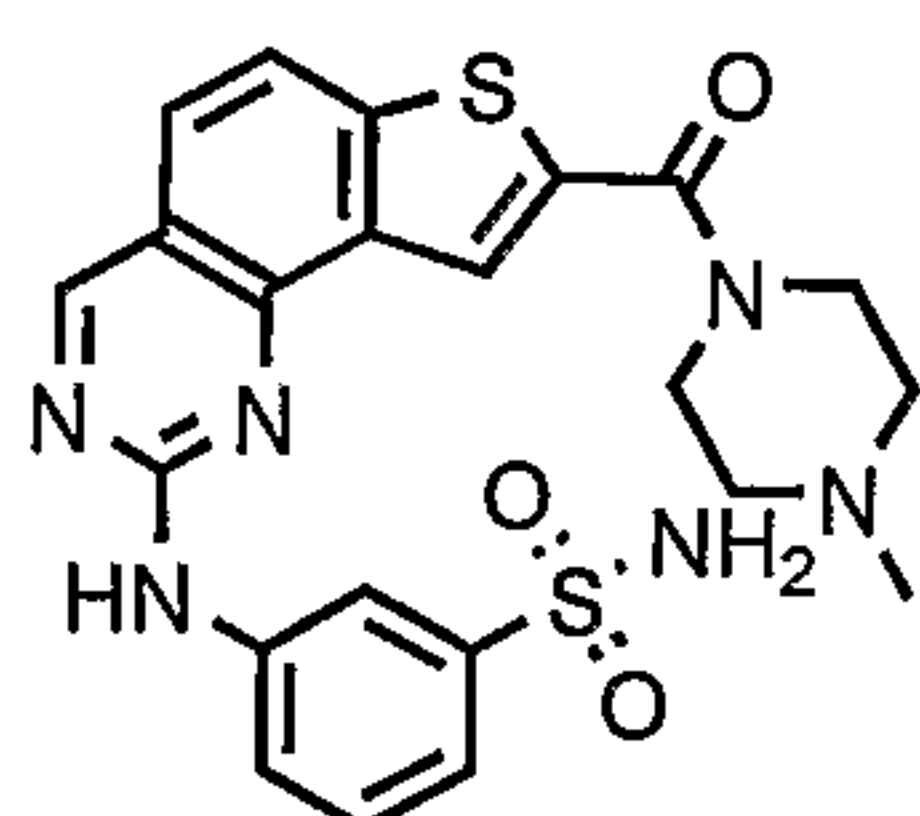
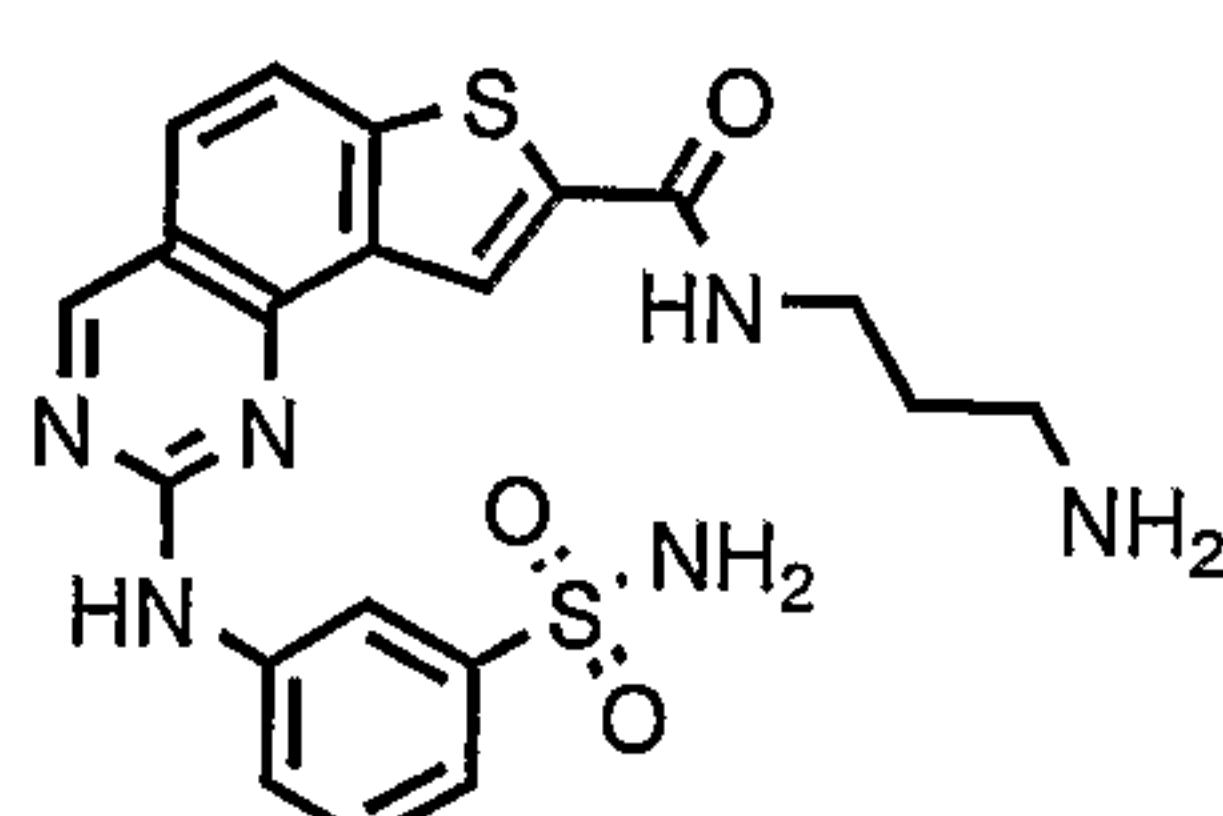
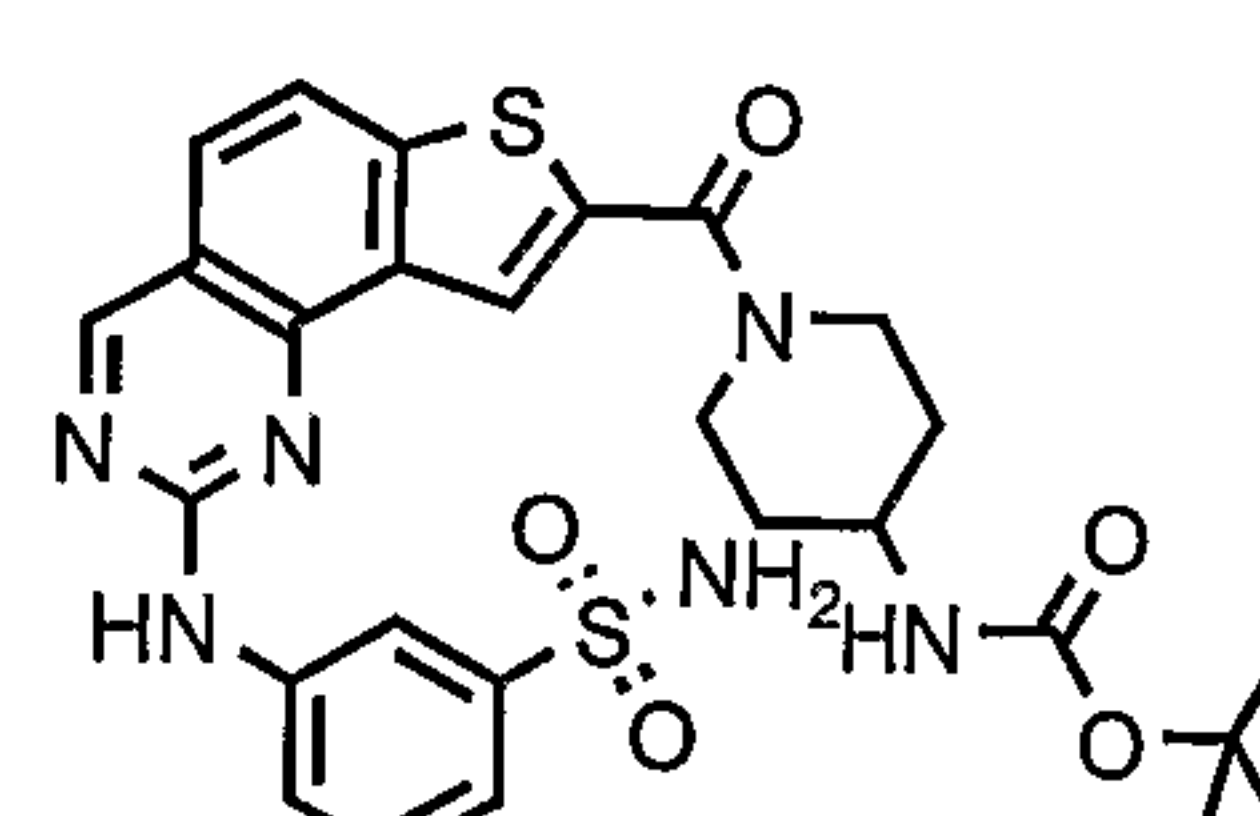
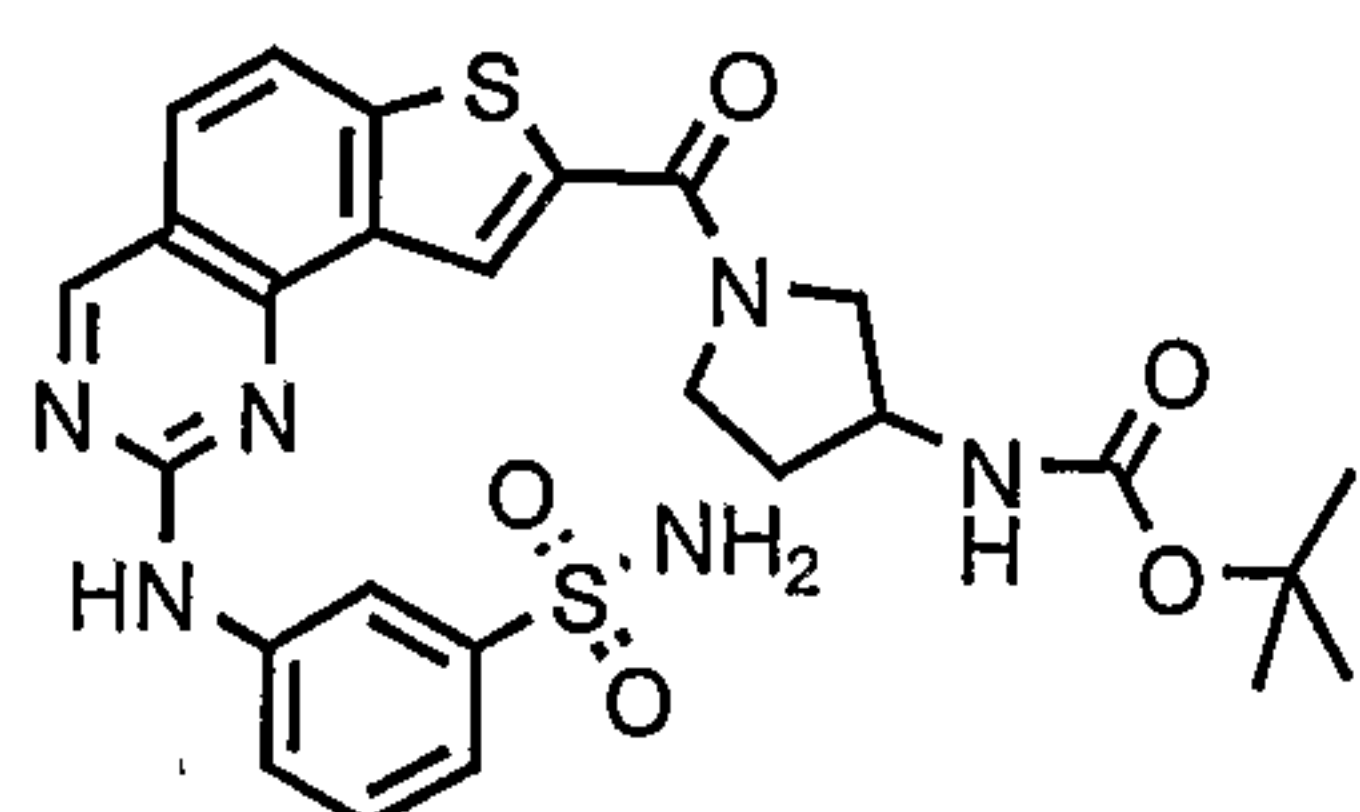
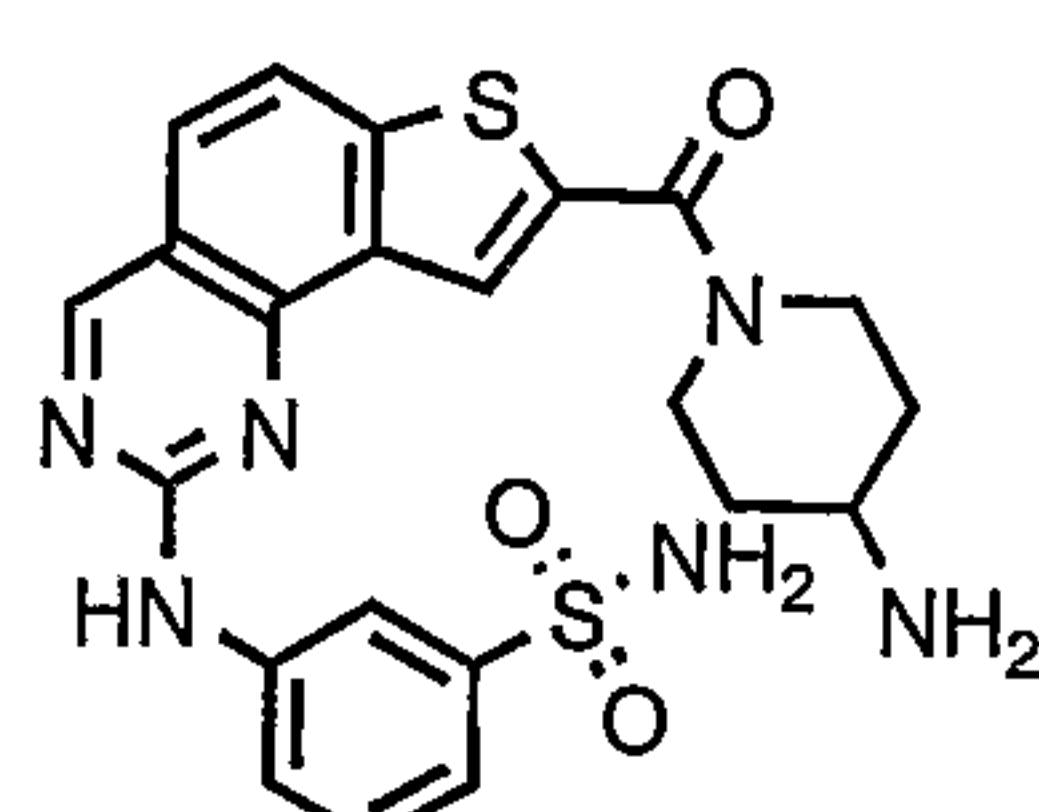
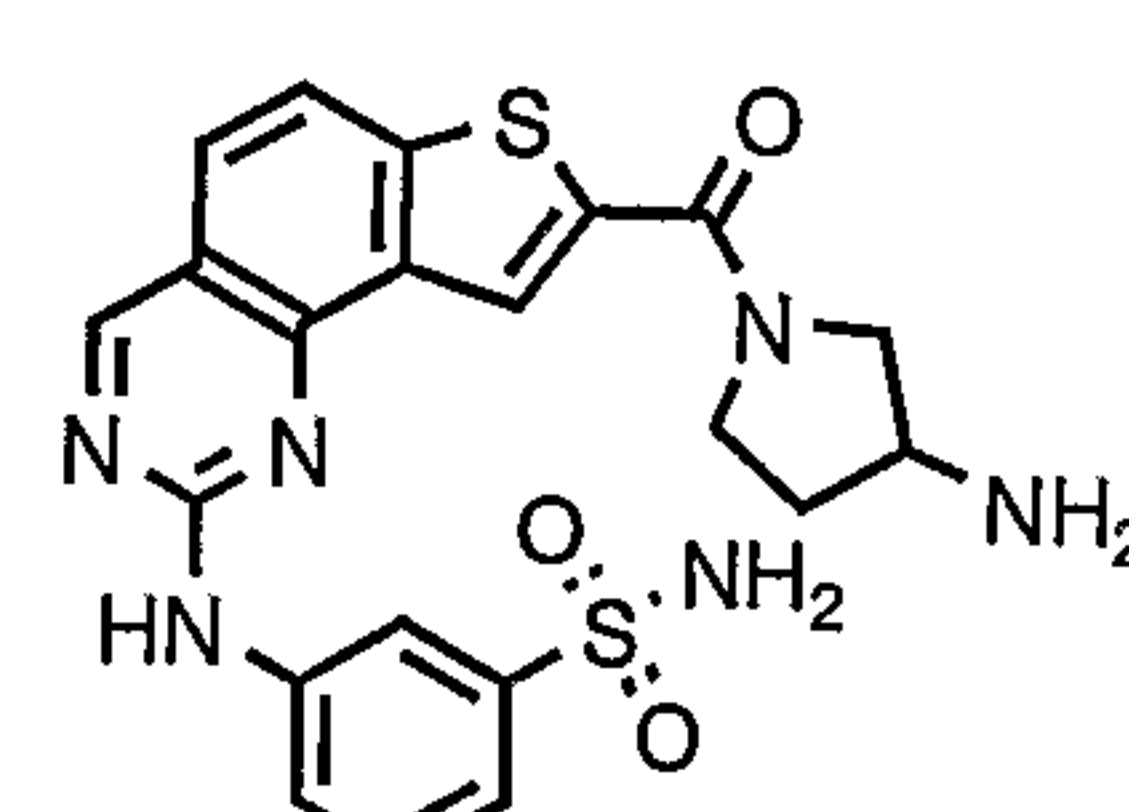
V-26

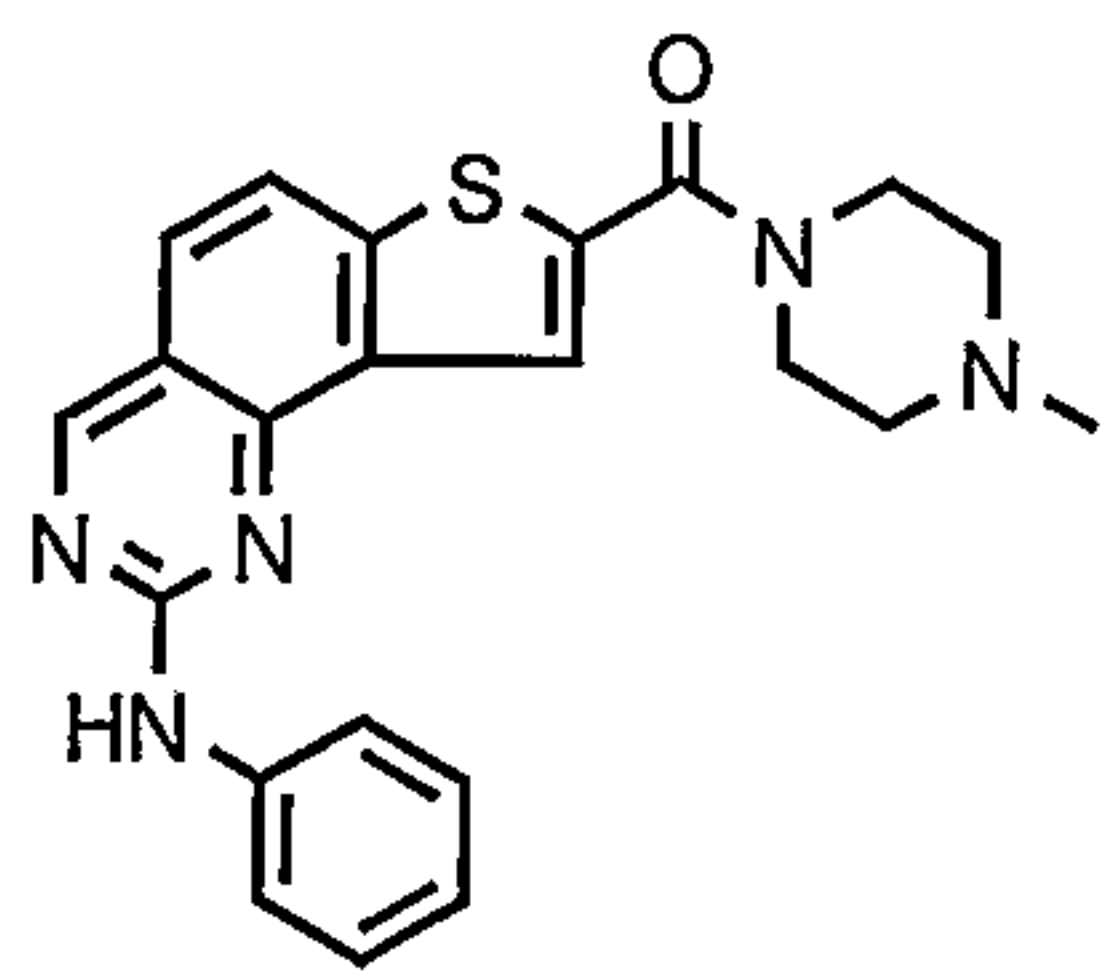
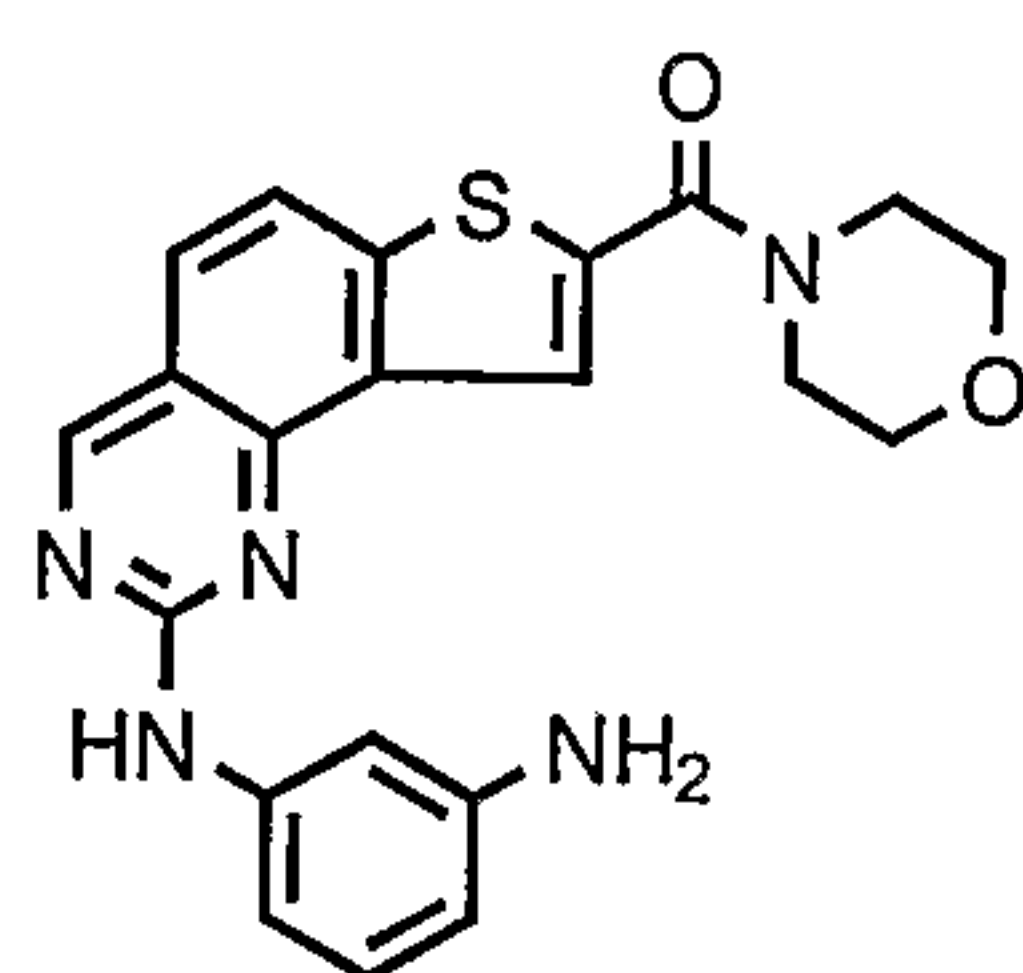
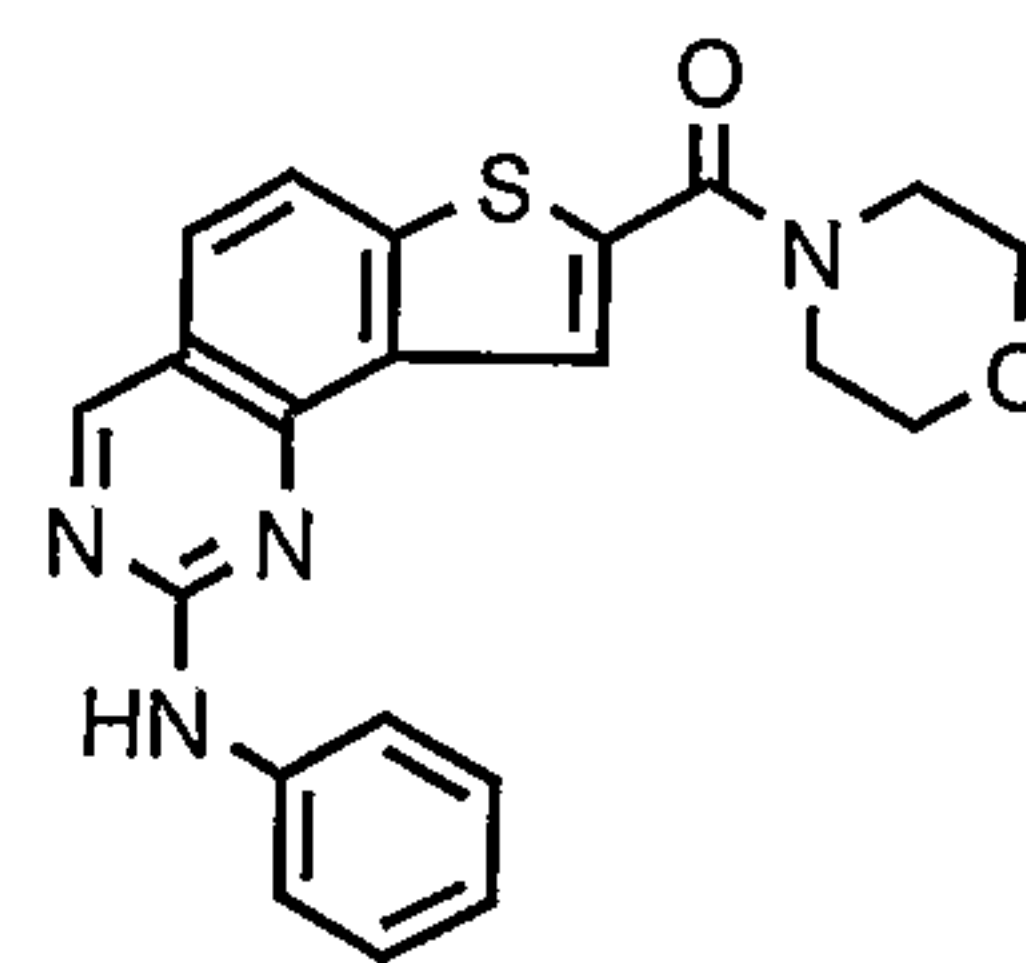
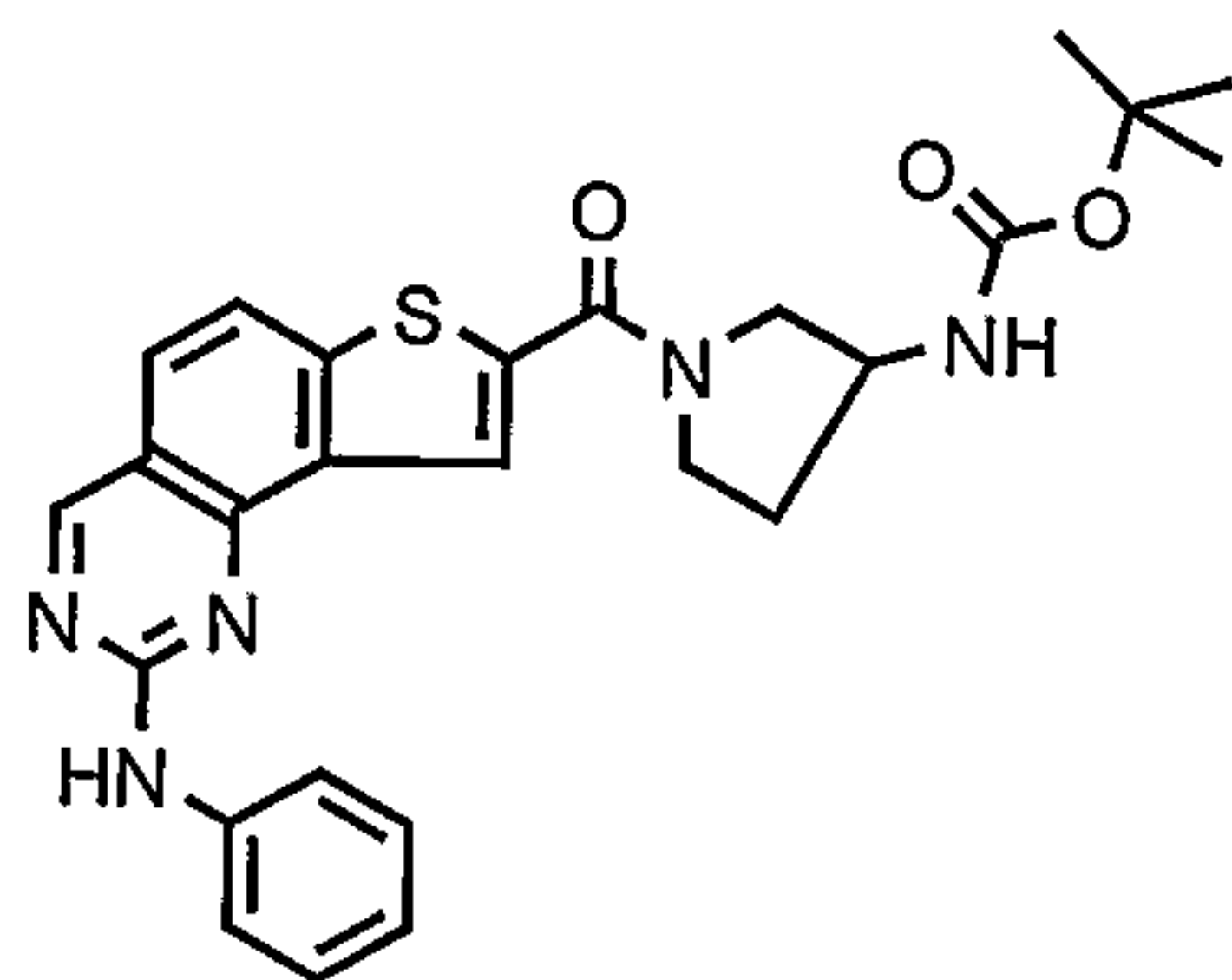
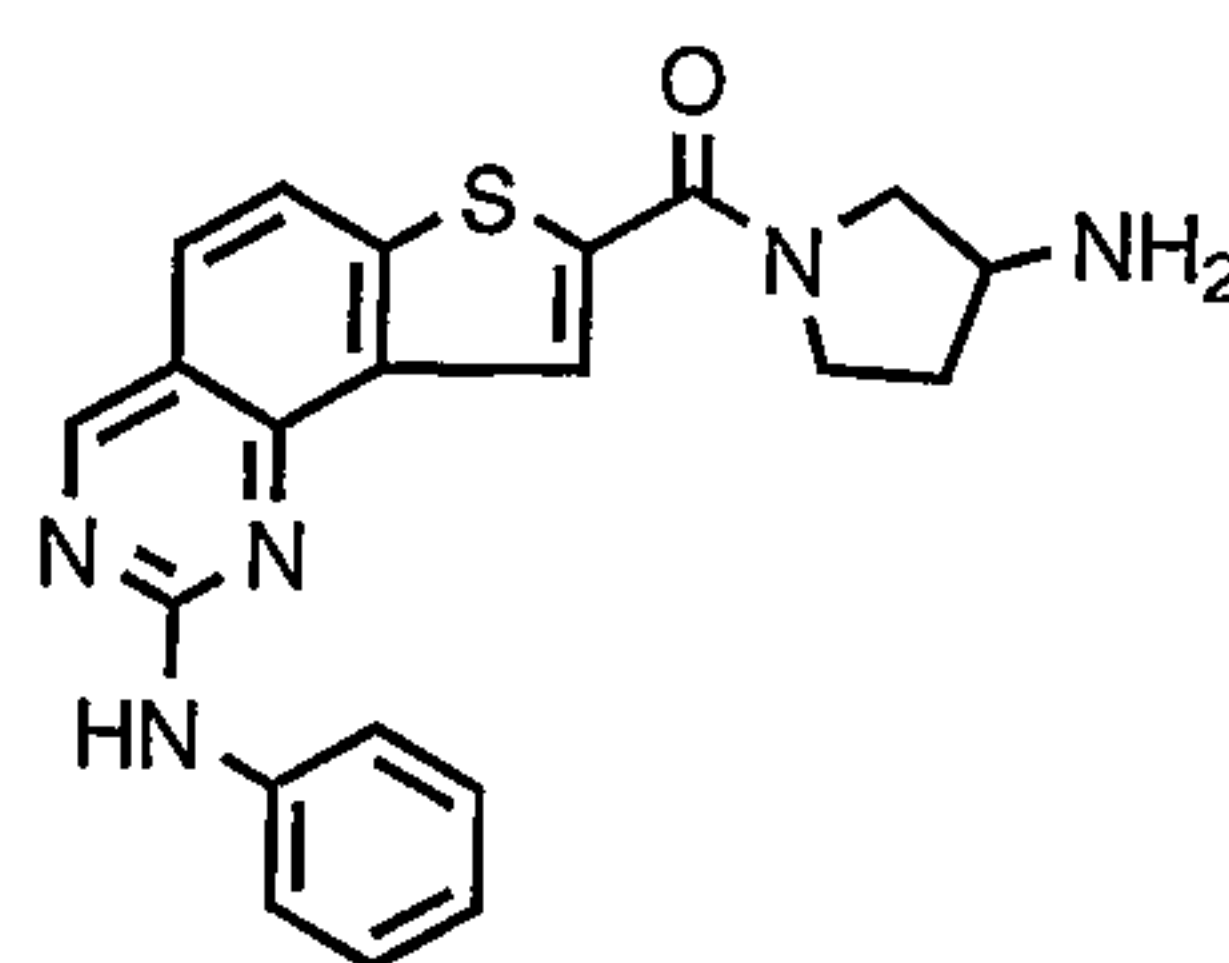
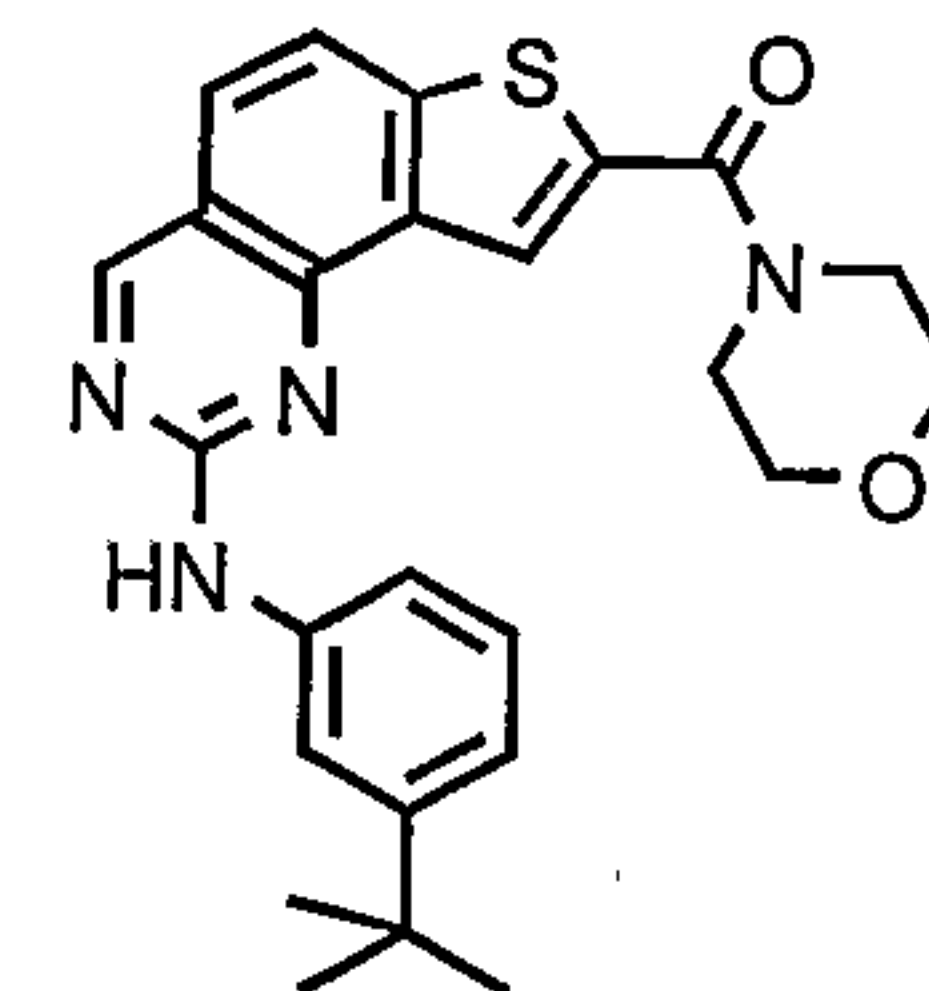
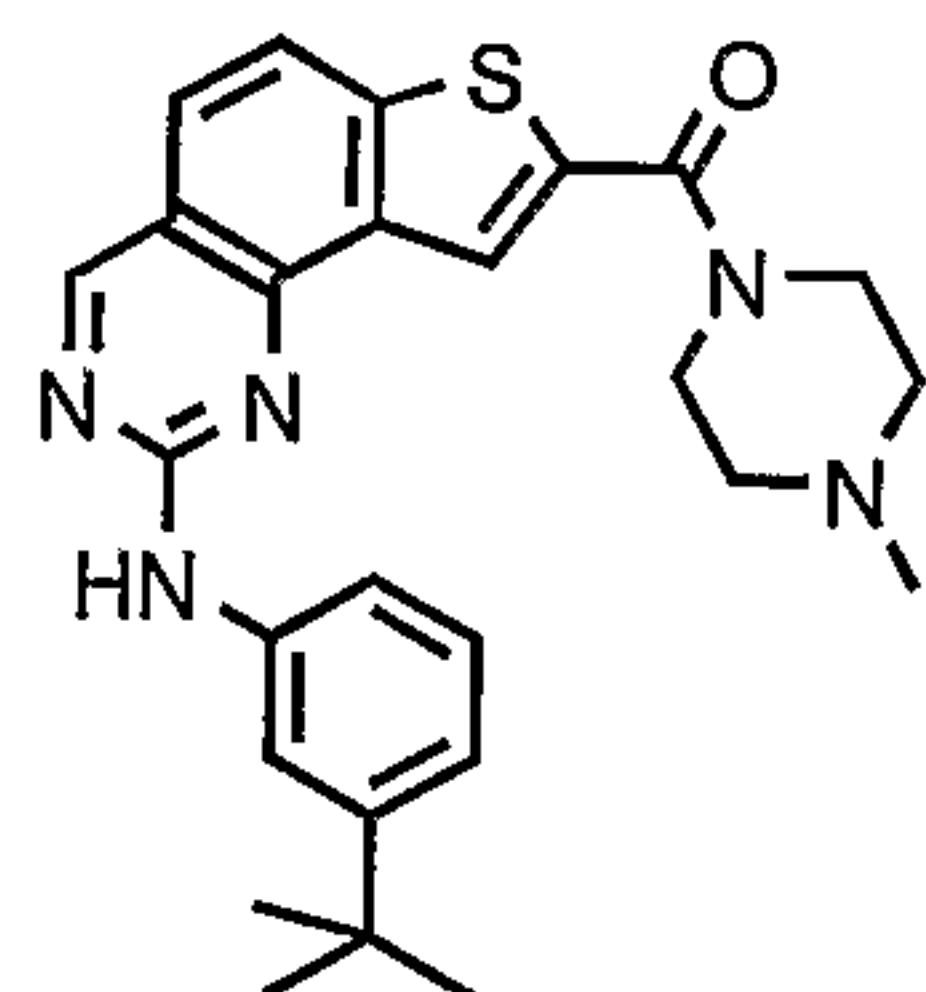
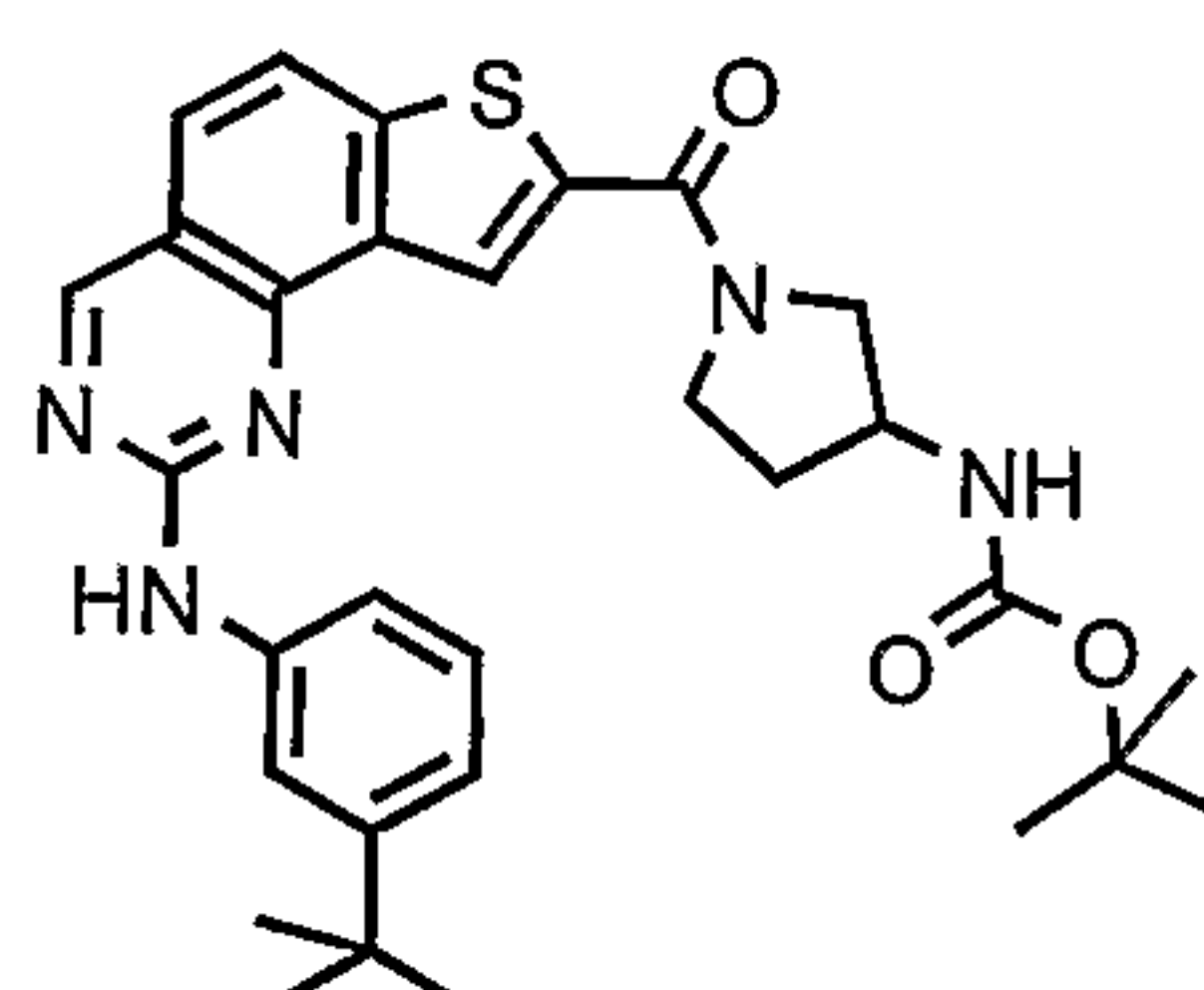
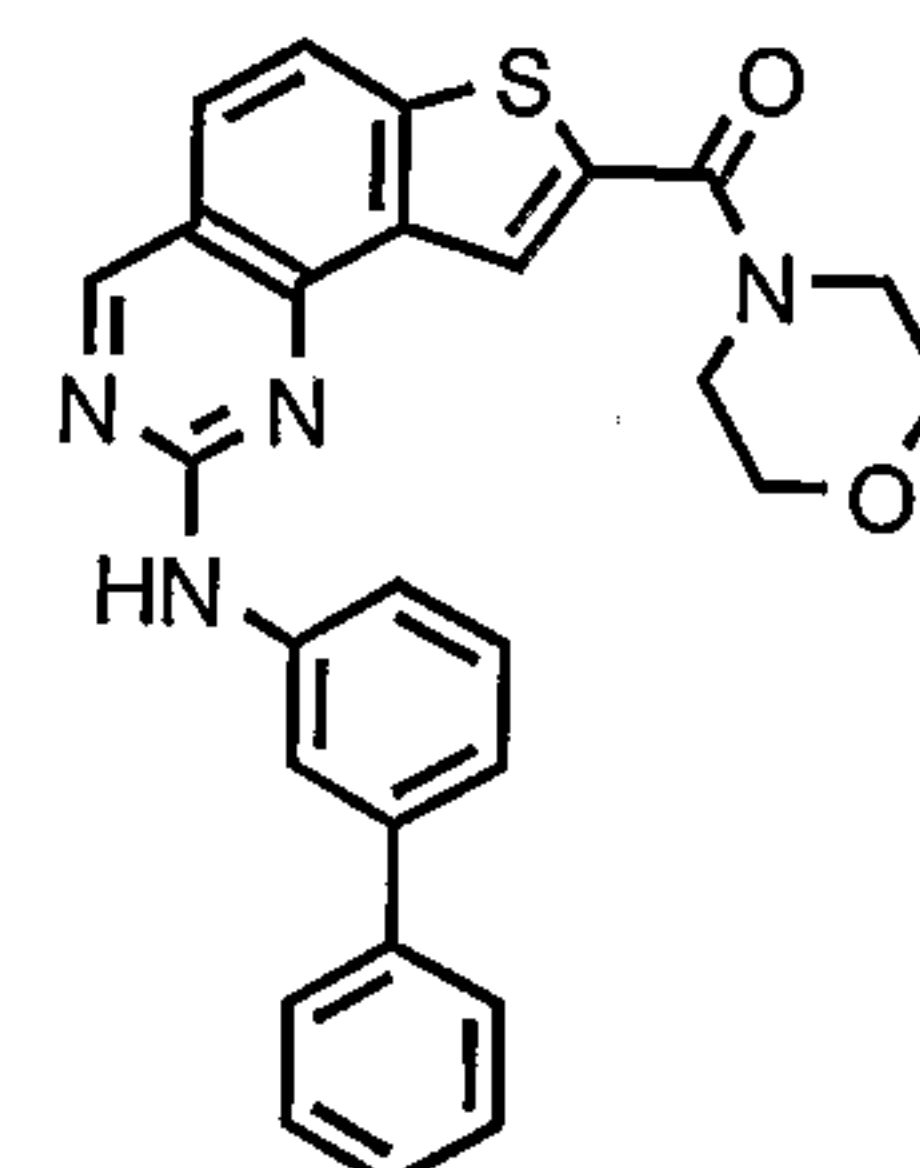
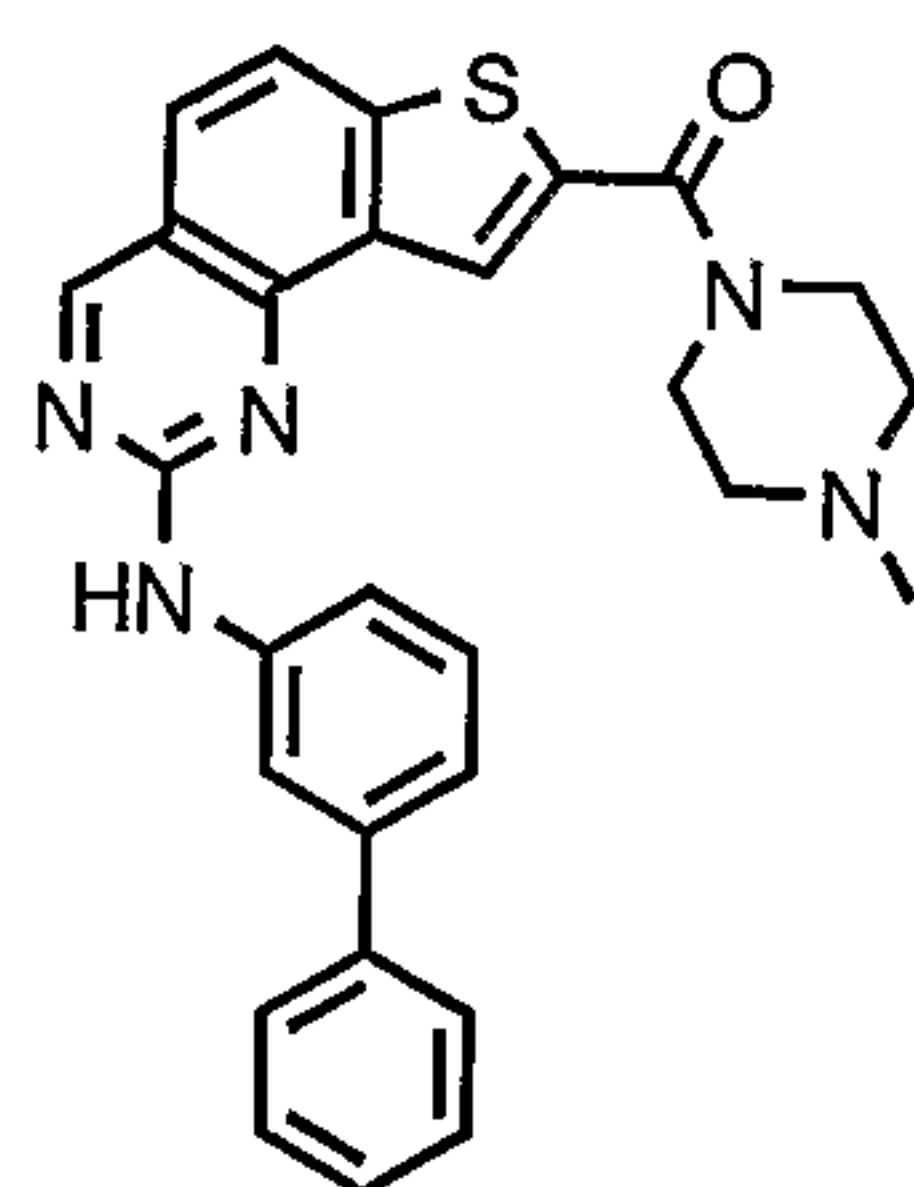
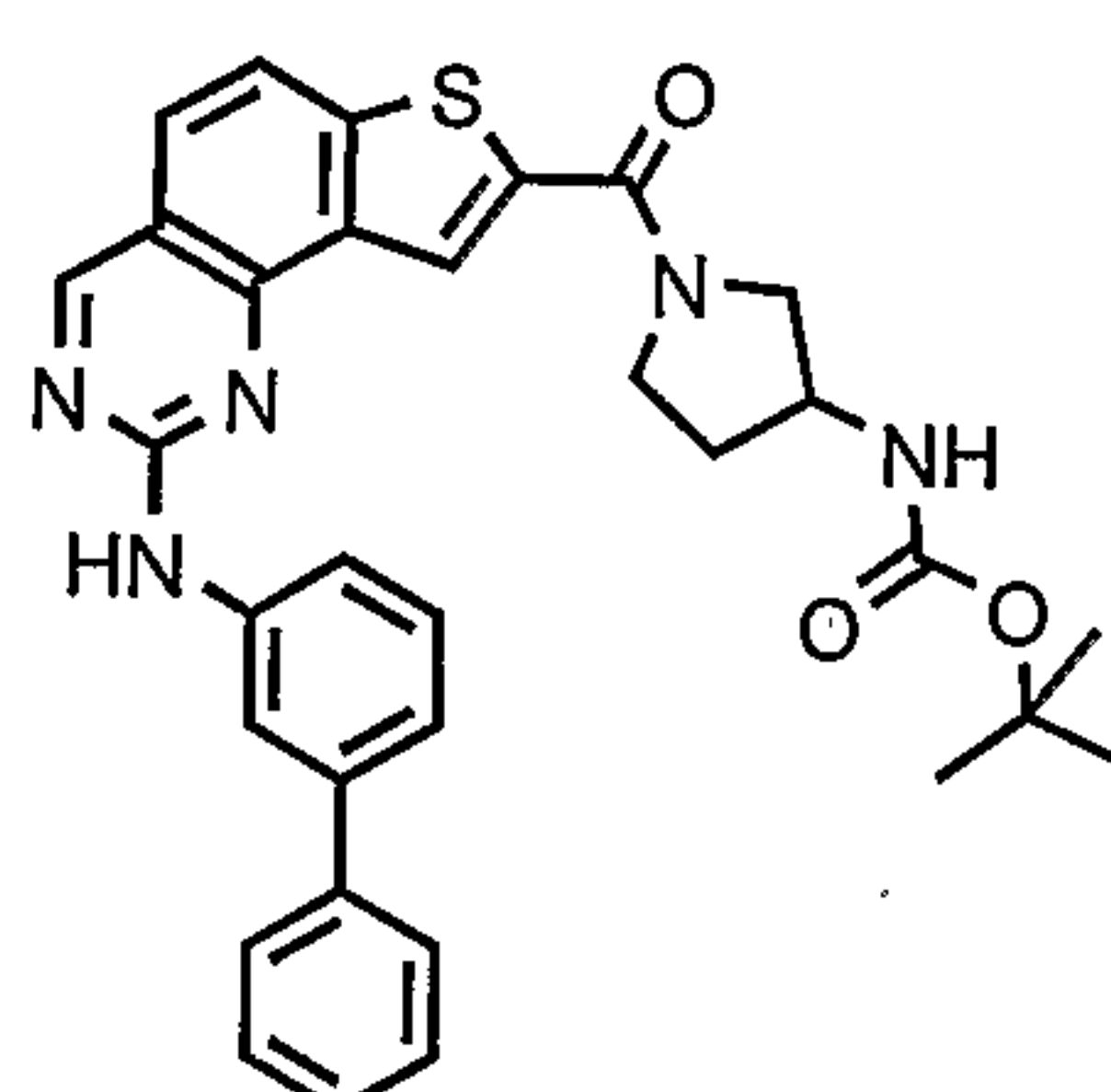
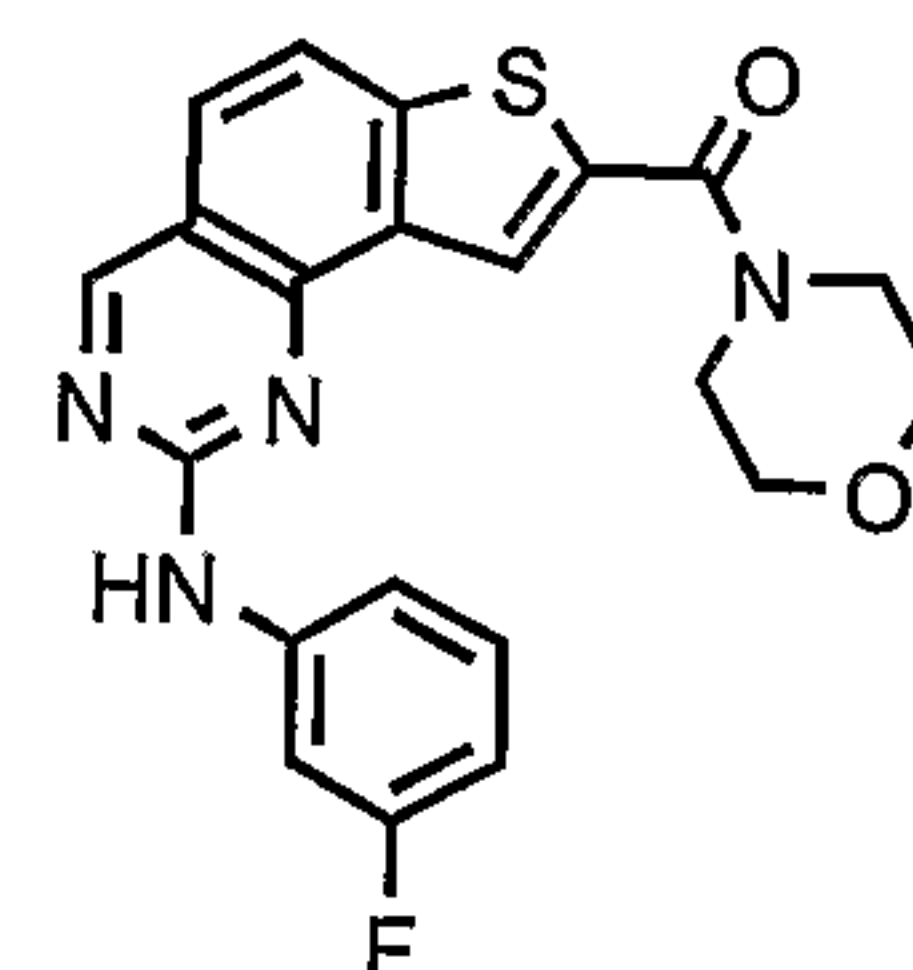
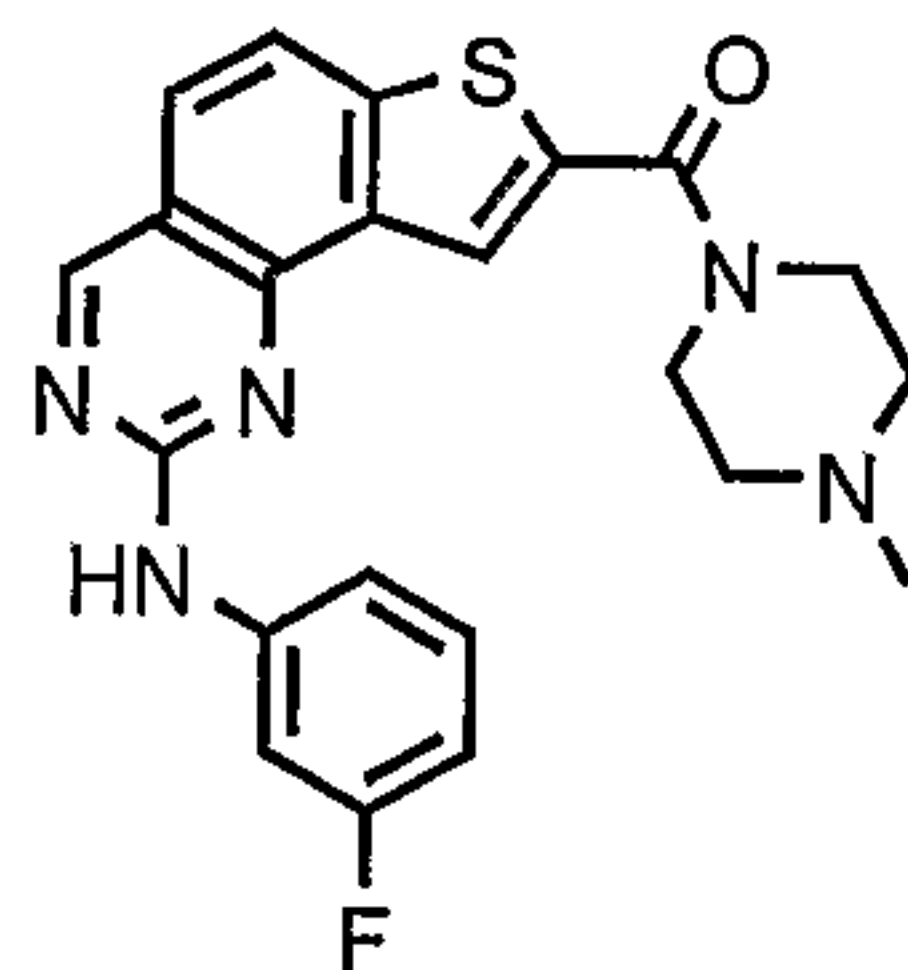
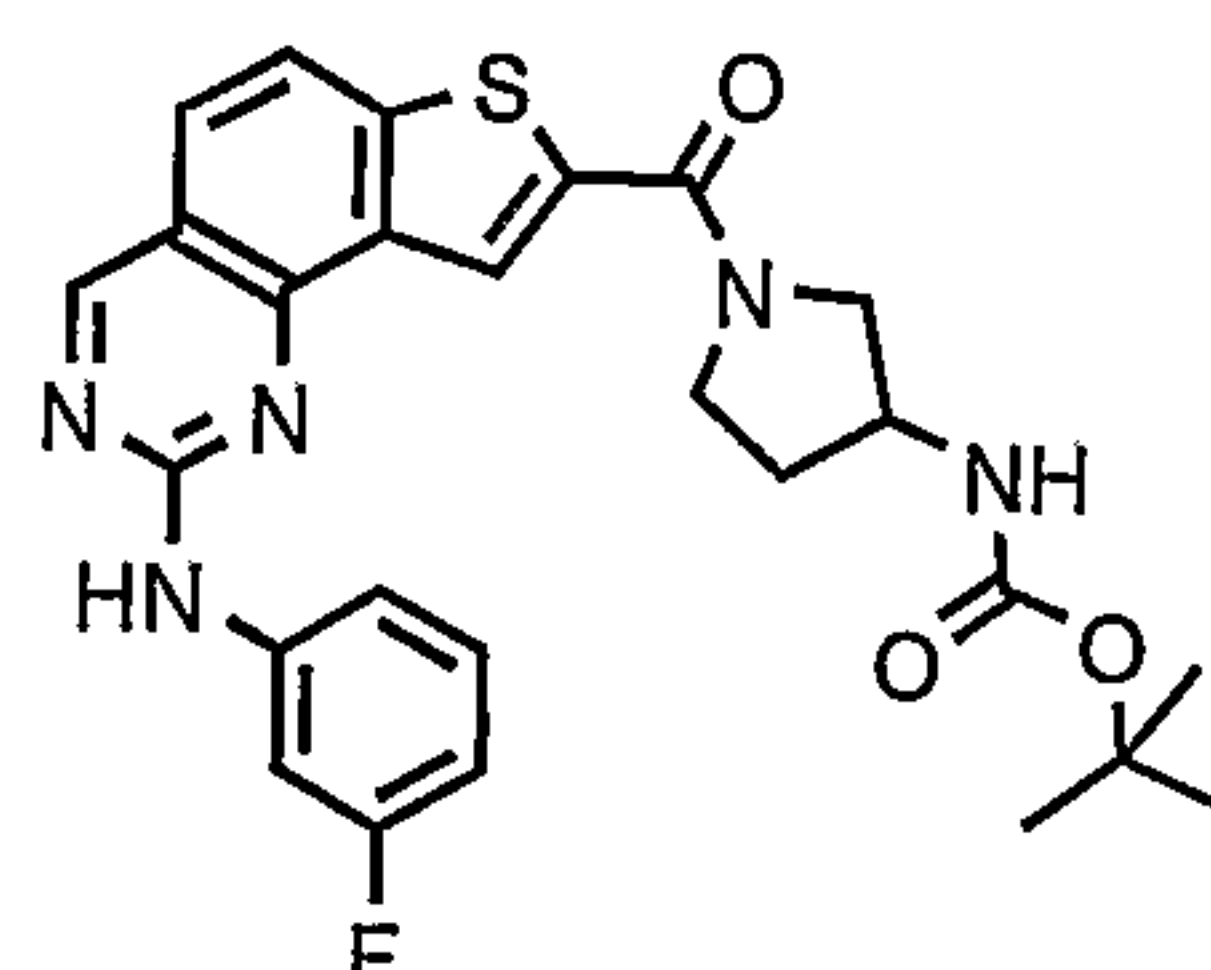
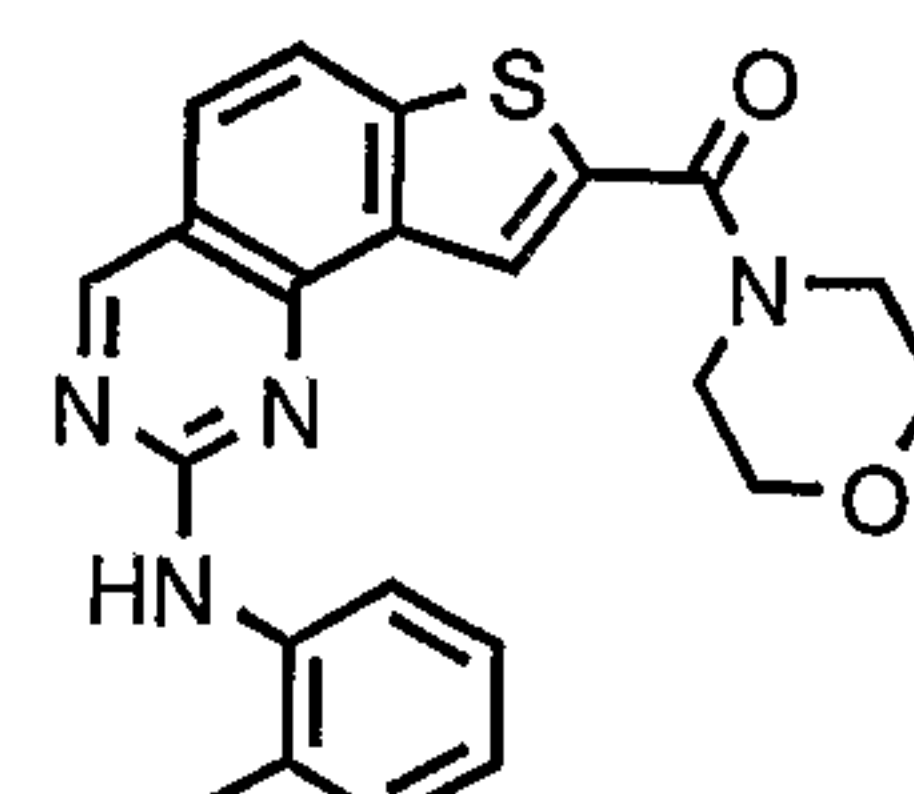


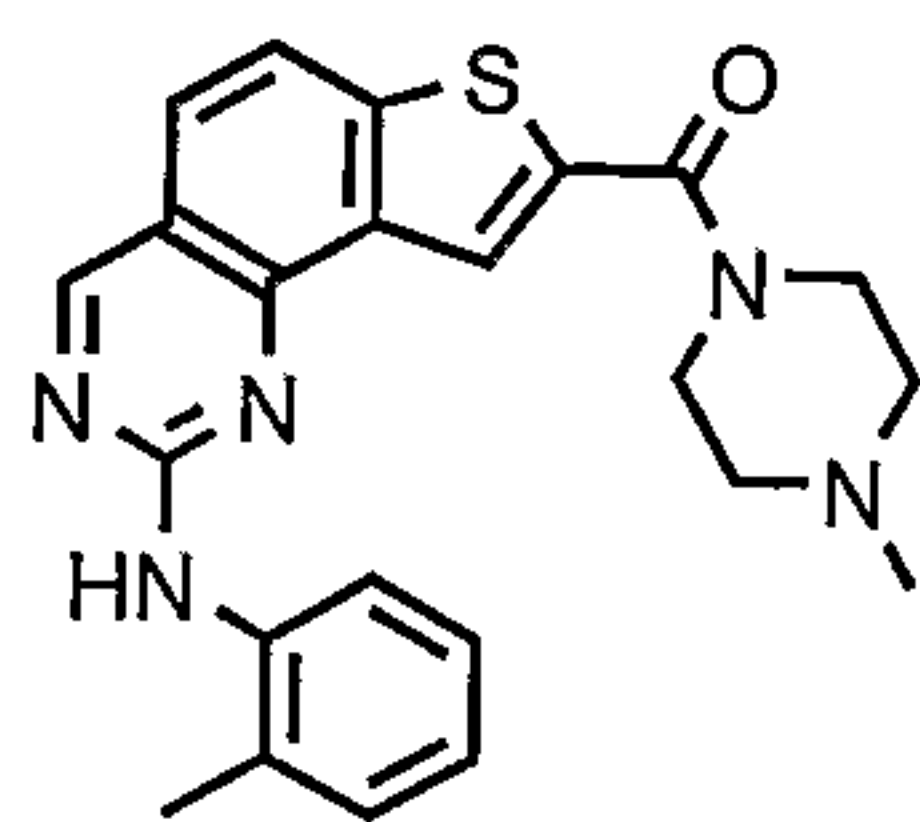
V-27



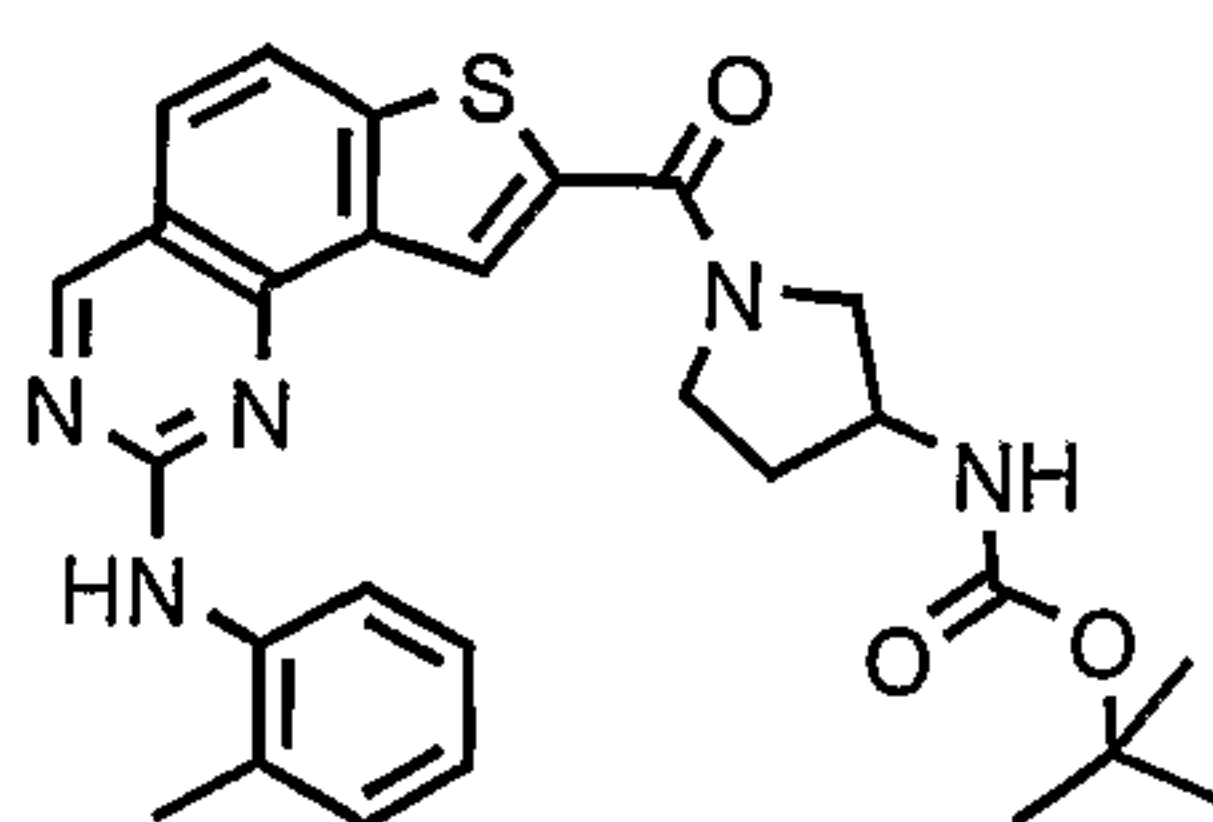
V-28

**V-29****V-30****V-31****V-32****V-33****V-34****V-35****V-36****V-37****V-38****V-39****V-40****V-41****V-42****V-43****V-44****V-45****V-46****V-47****V-48****V-49**

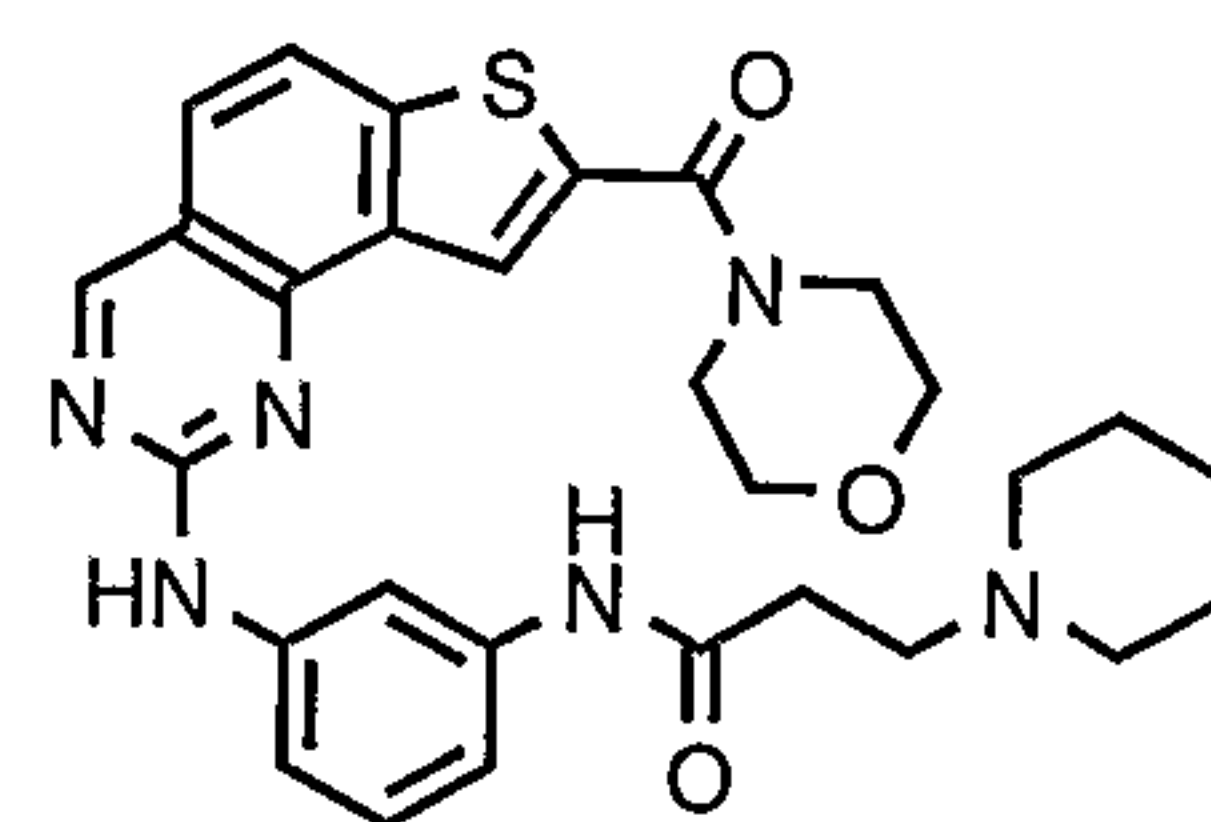
**V-50****V-51****V-52****V-53****V-54****V-55****V-56****V-57****V-58****V-59****V-60****V-61****V-62****V-63****V-64**



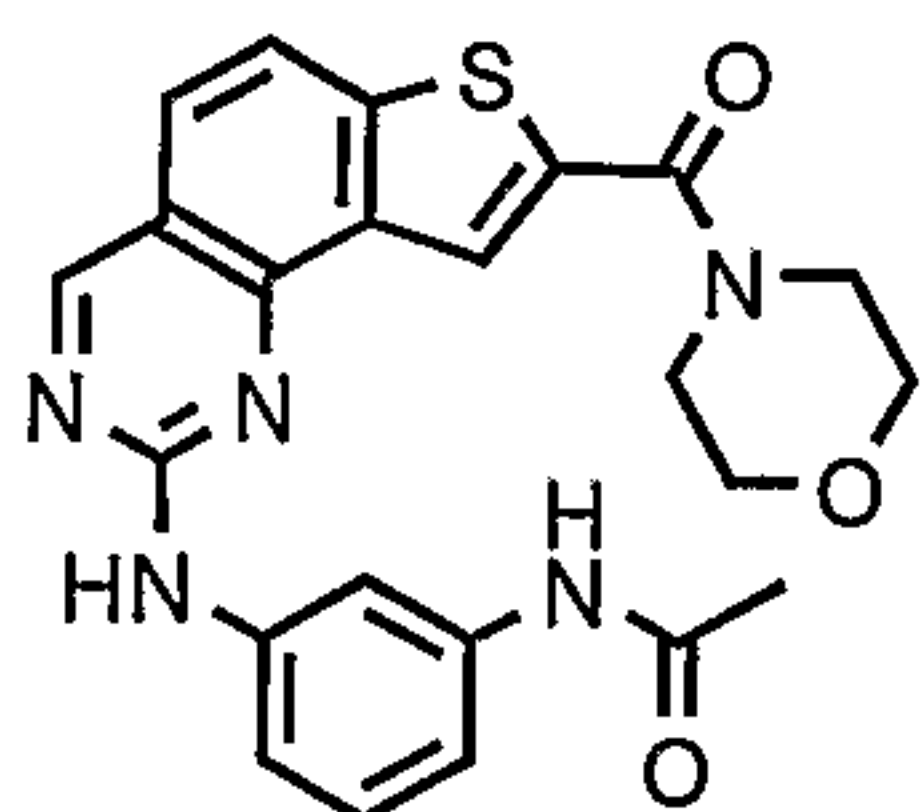
V-65



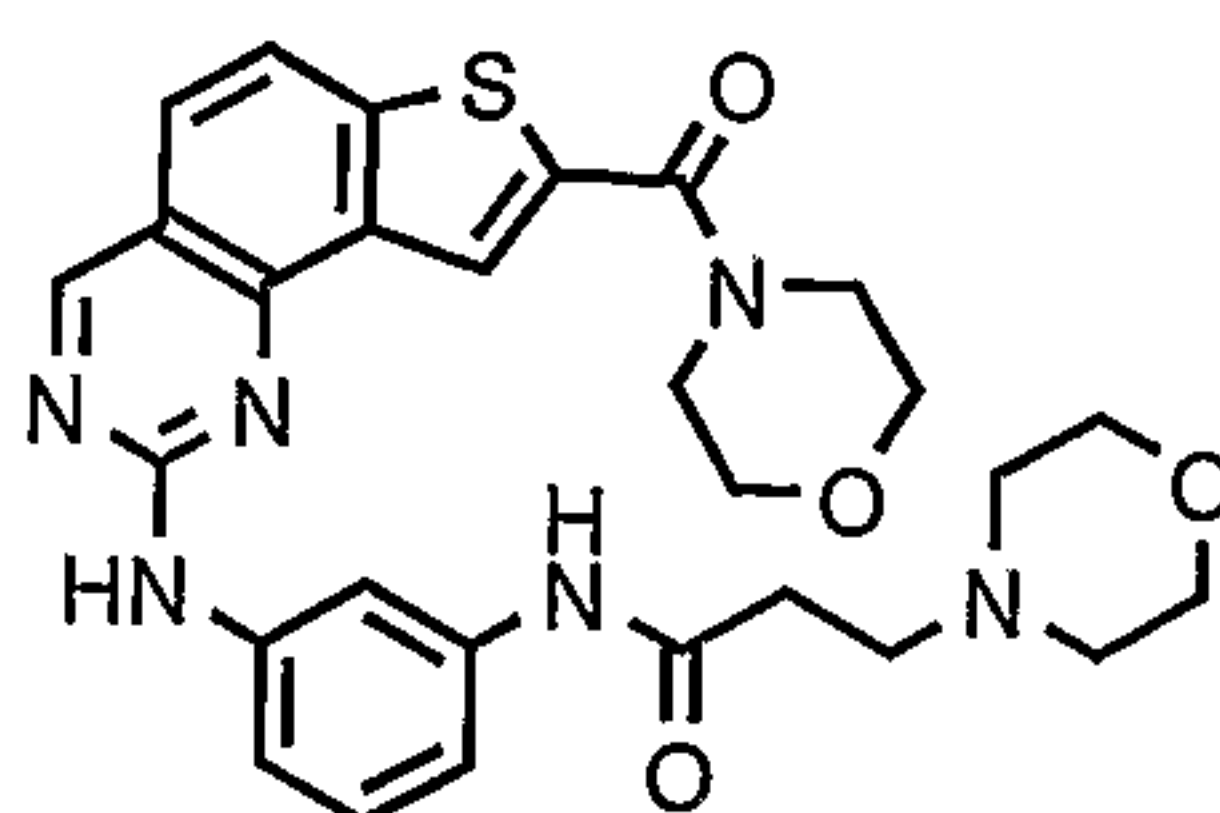
V-66



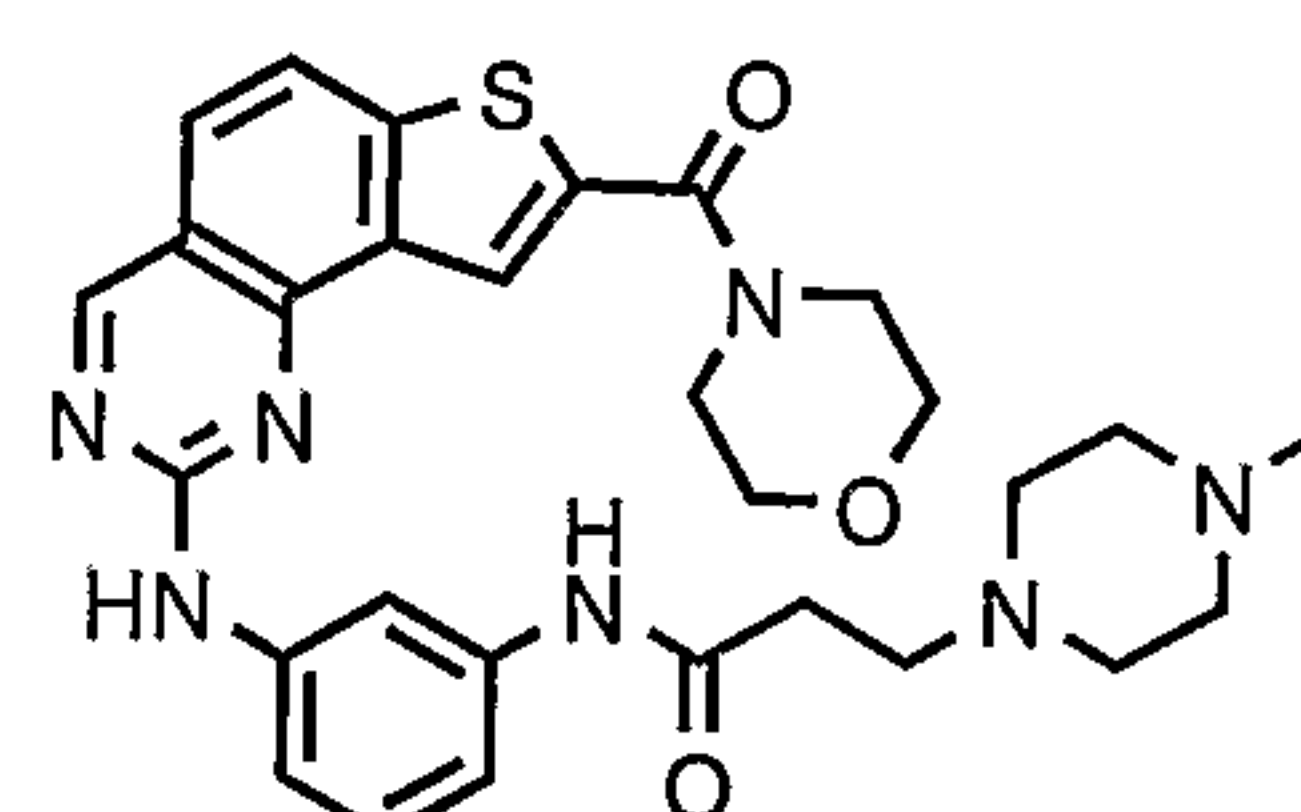
V-67



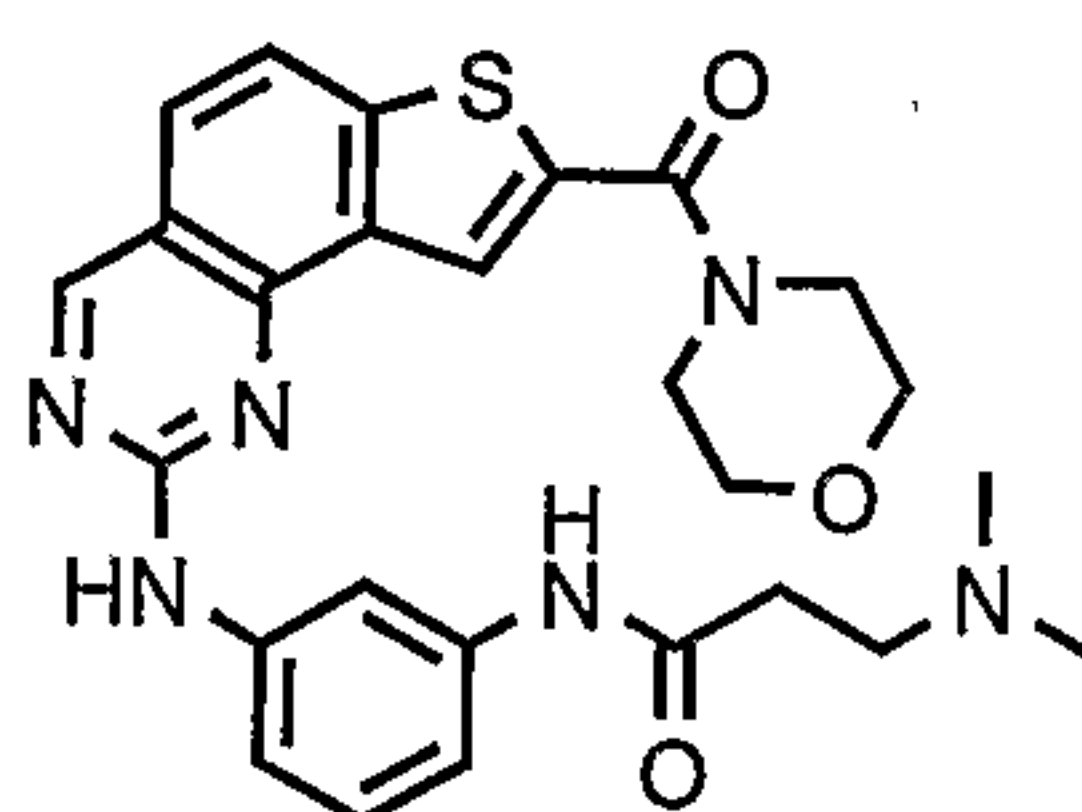
V-68



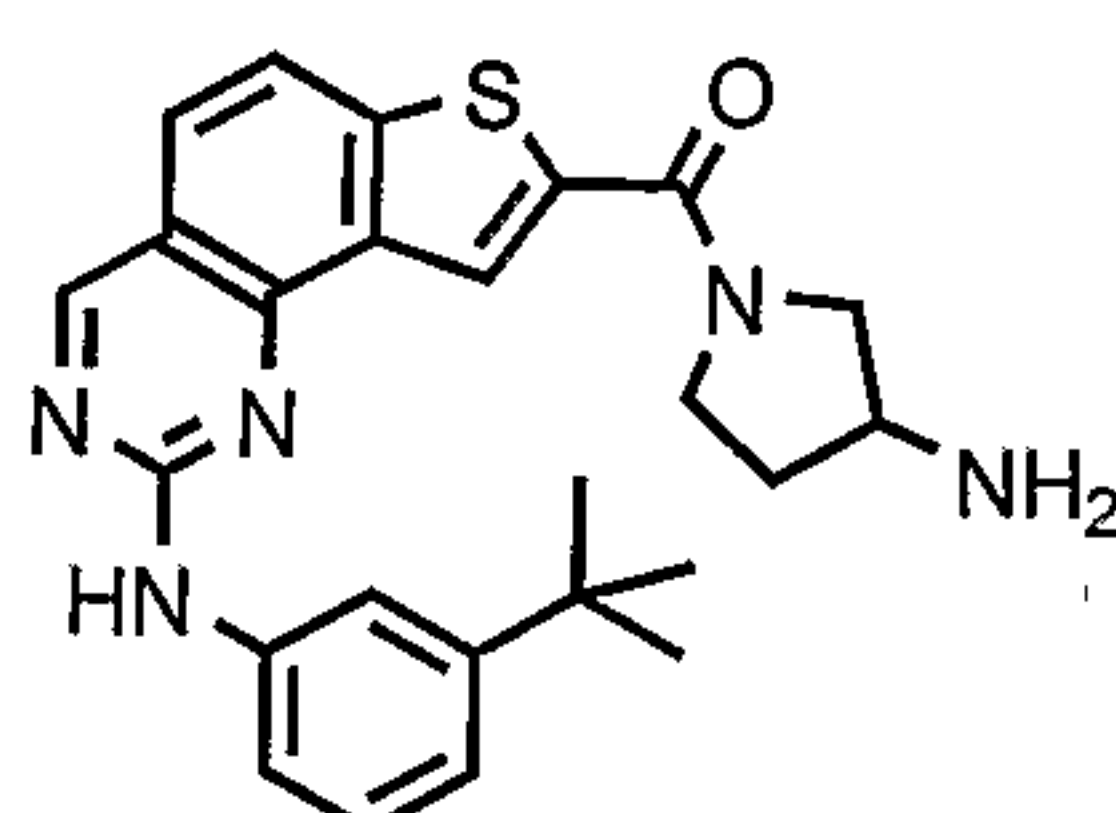
V-69



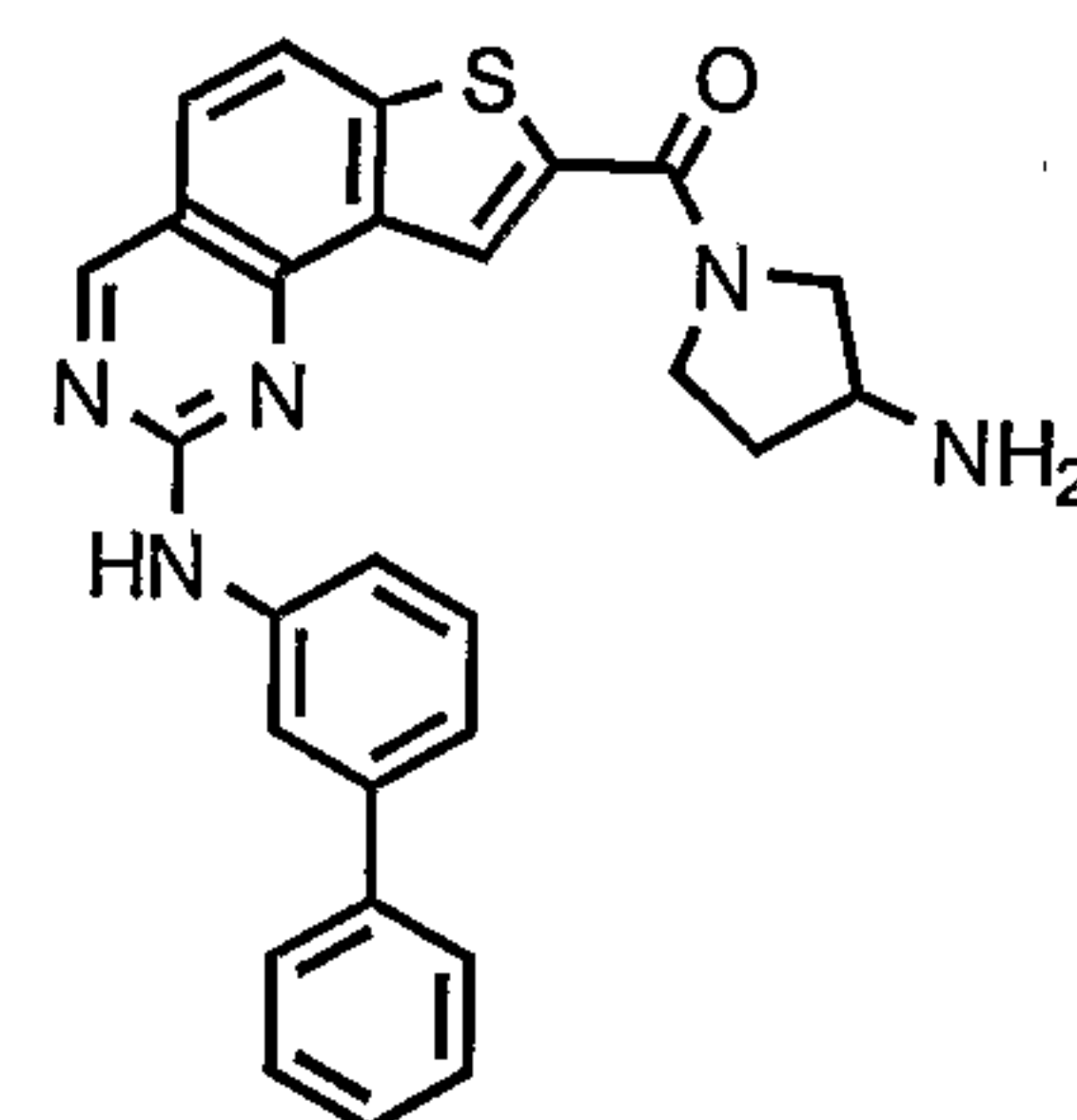
V-70



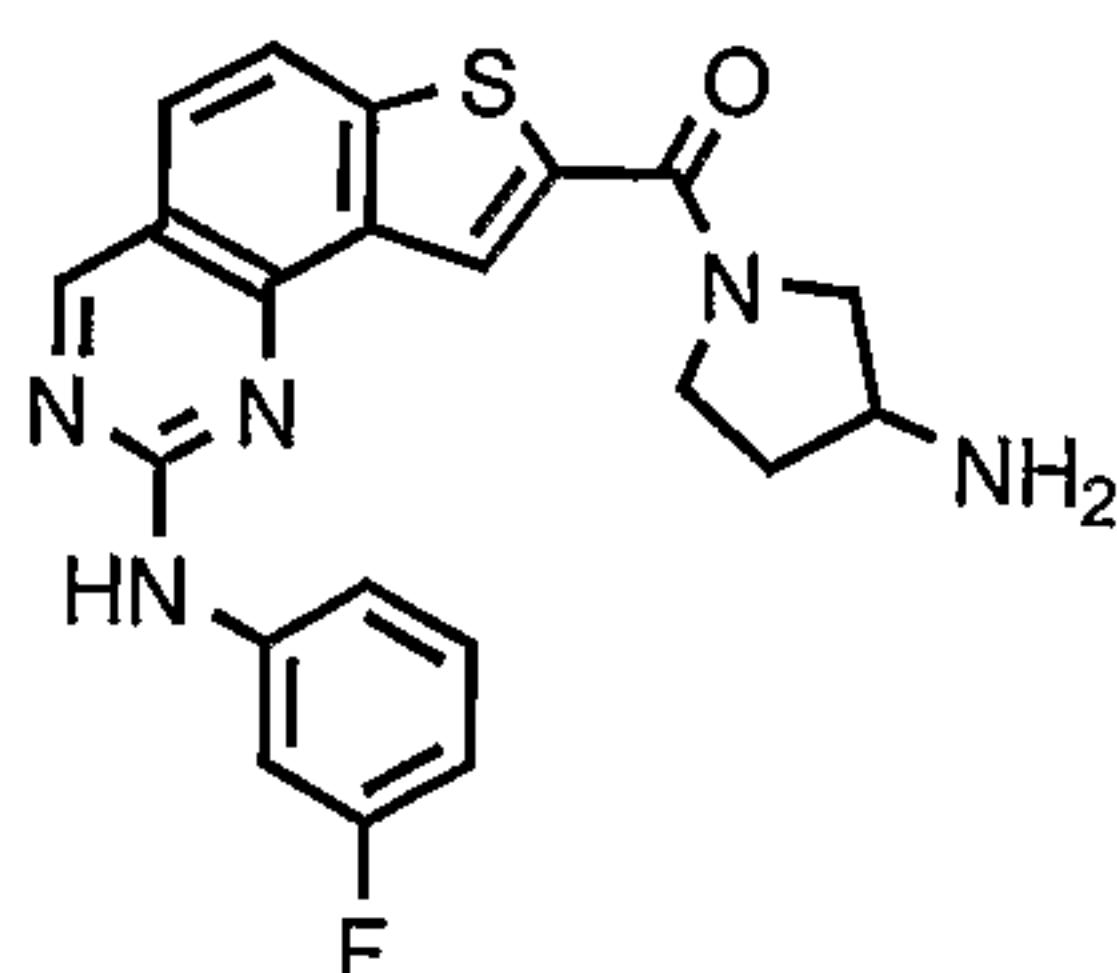
V-71



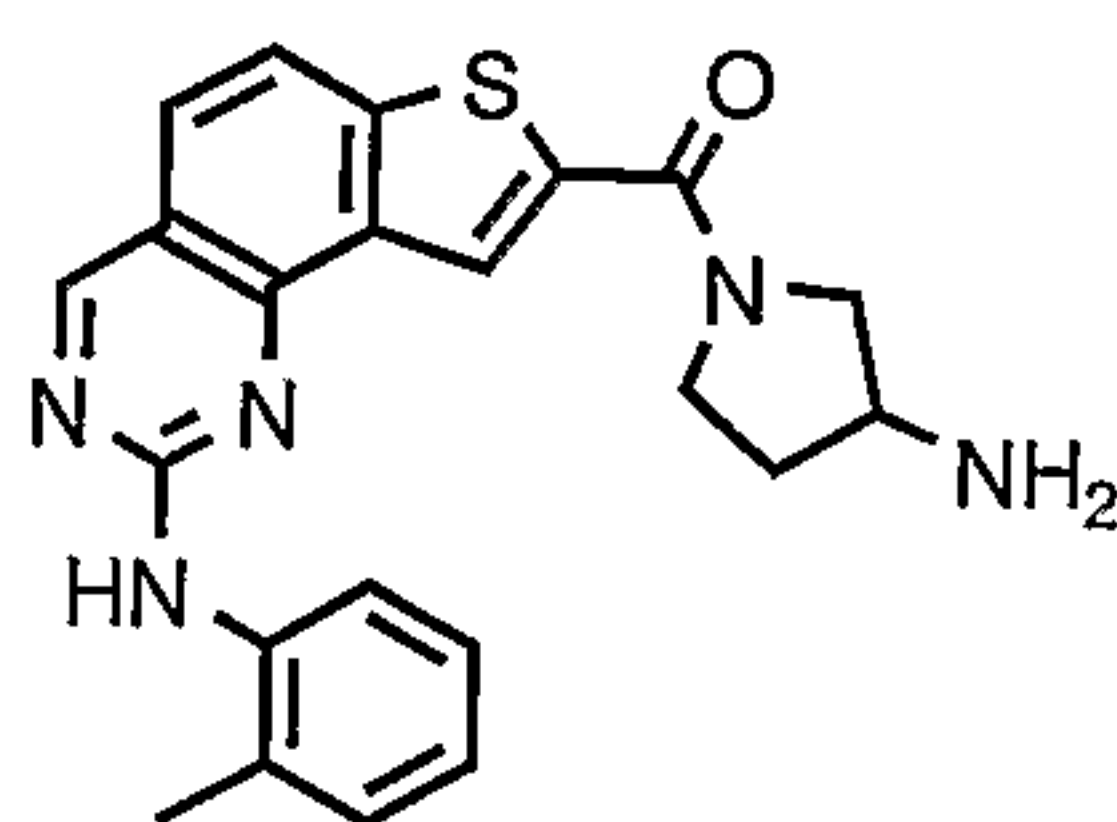
V-72



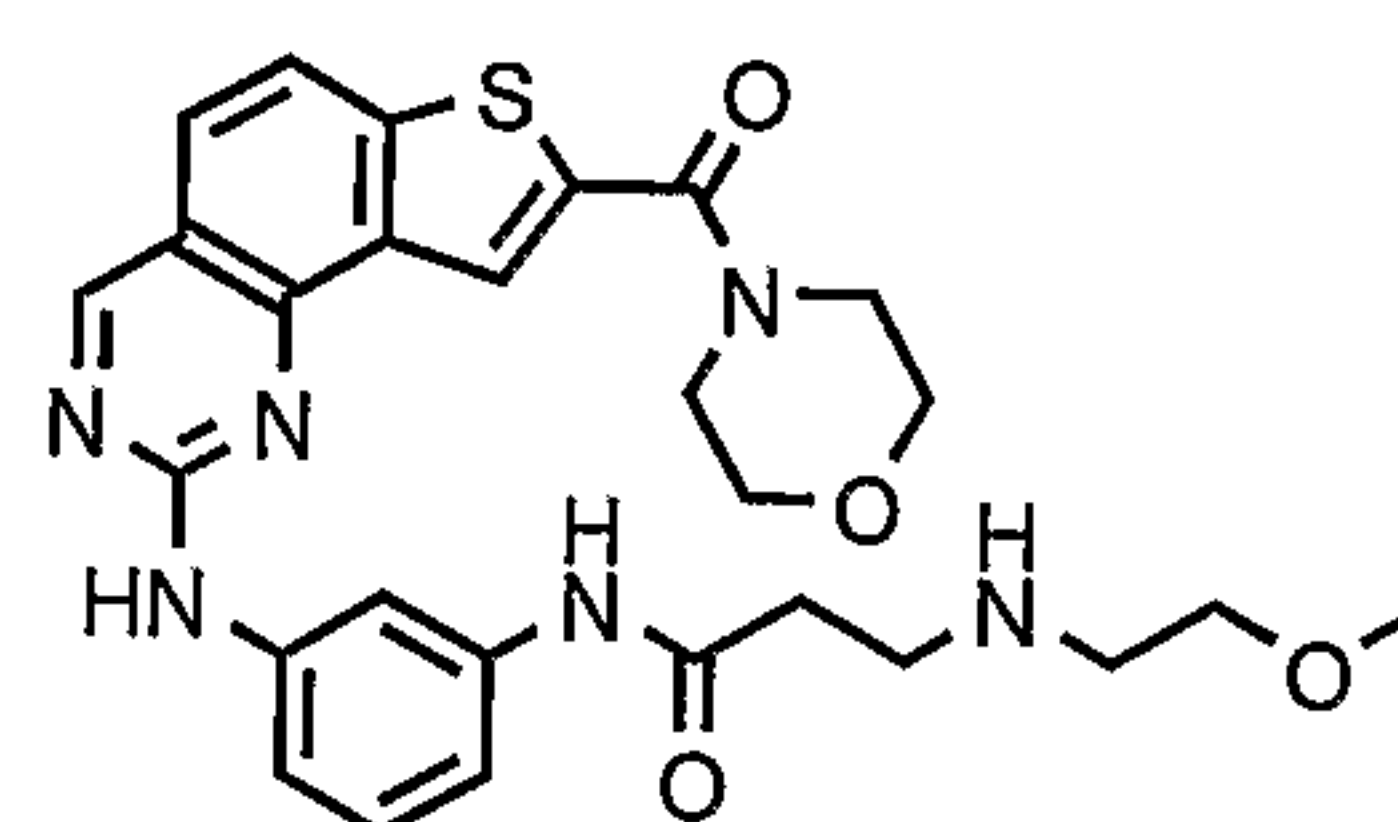
V-73



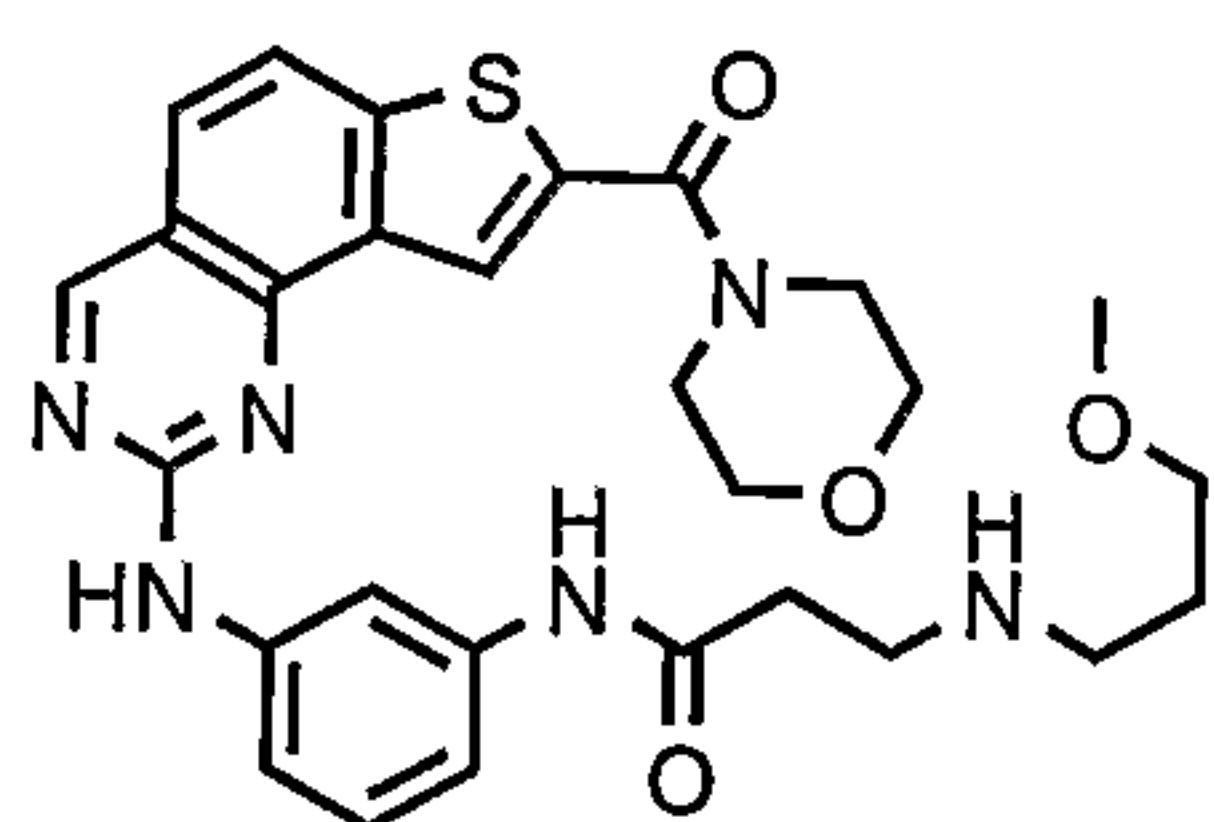
V-74



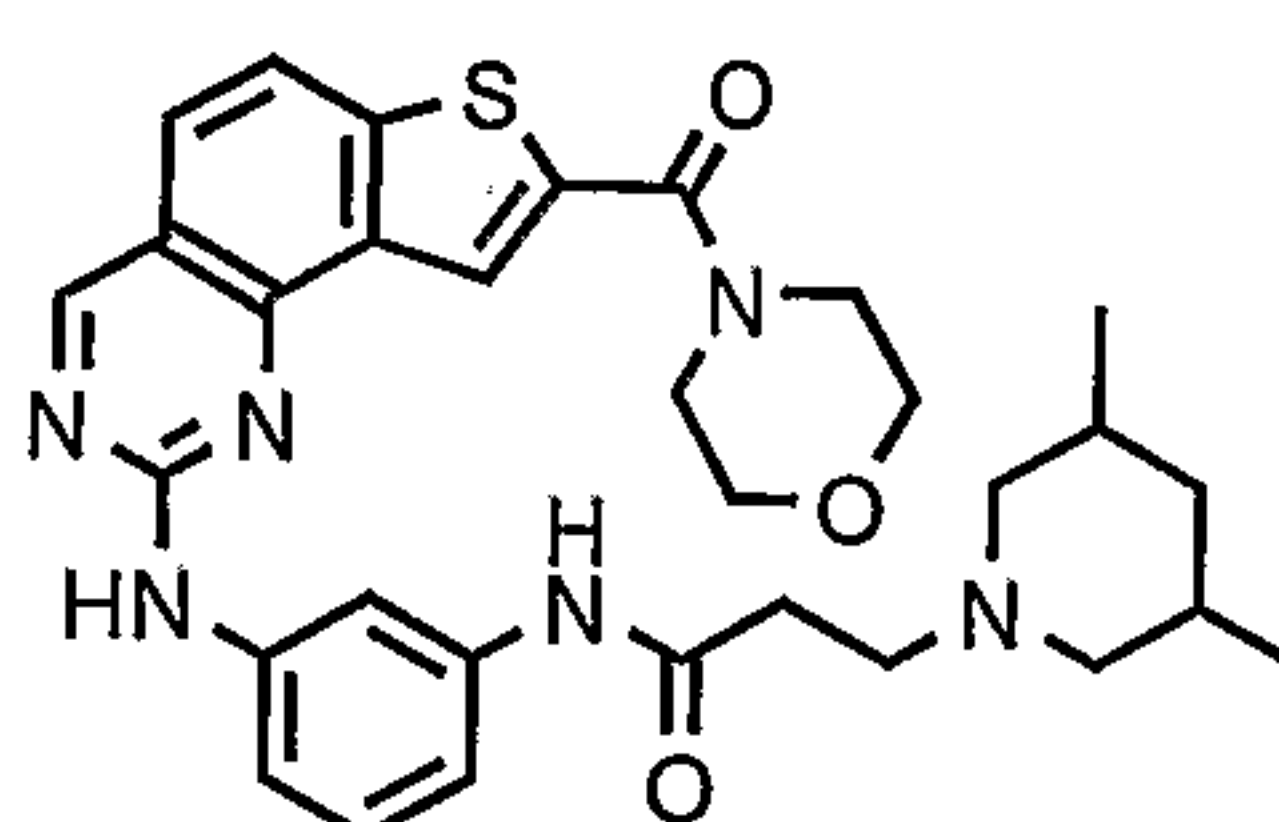
V-75



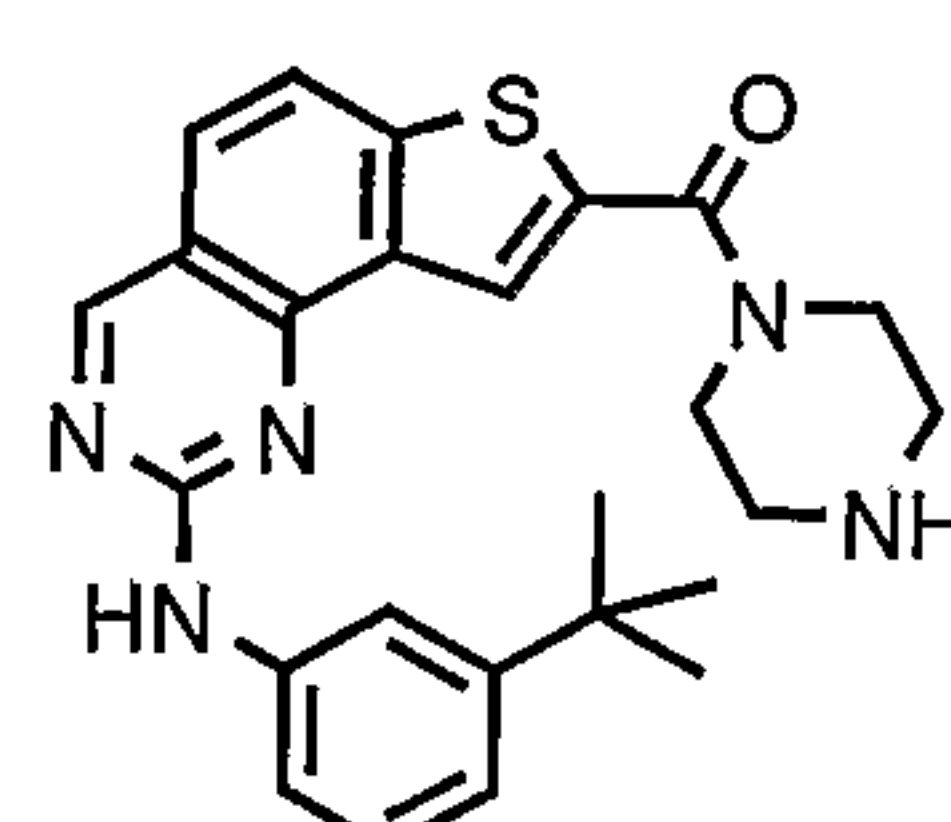
V-76



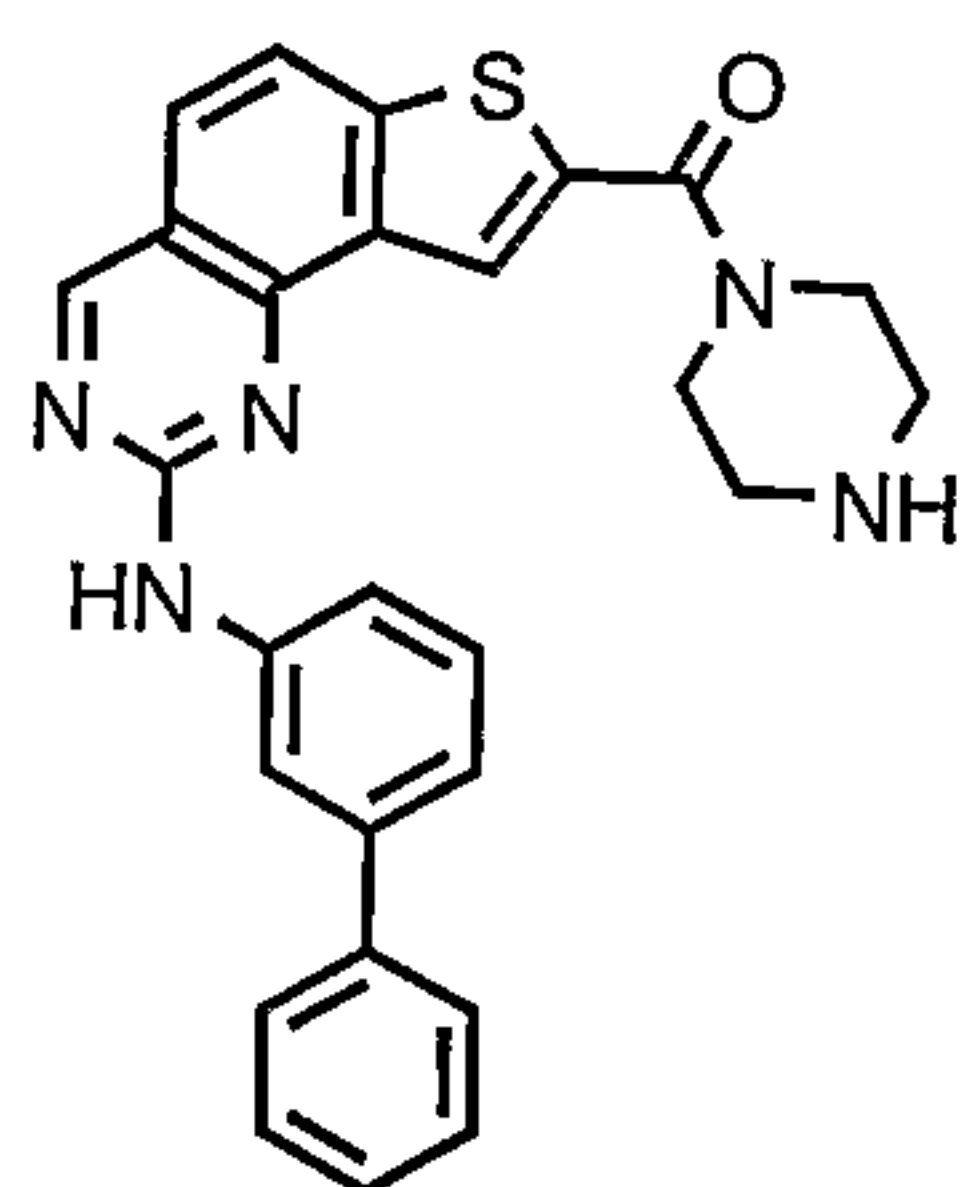
V-77



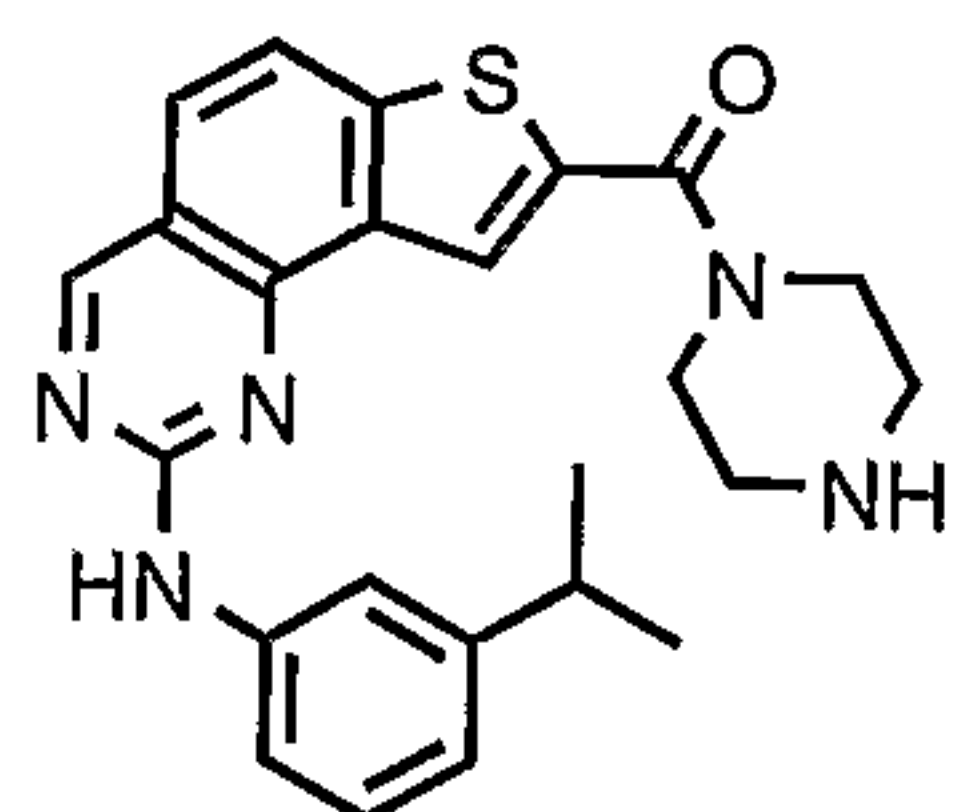
V-78



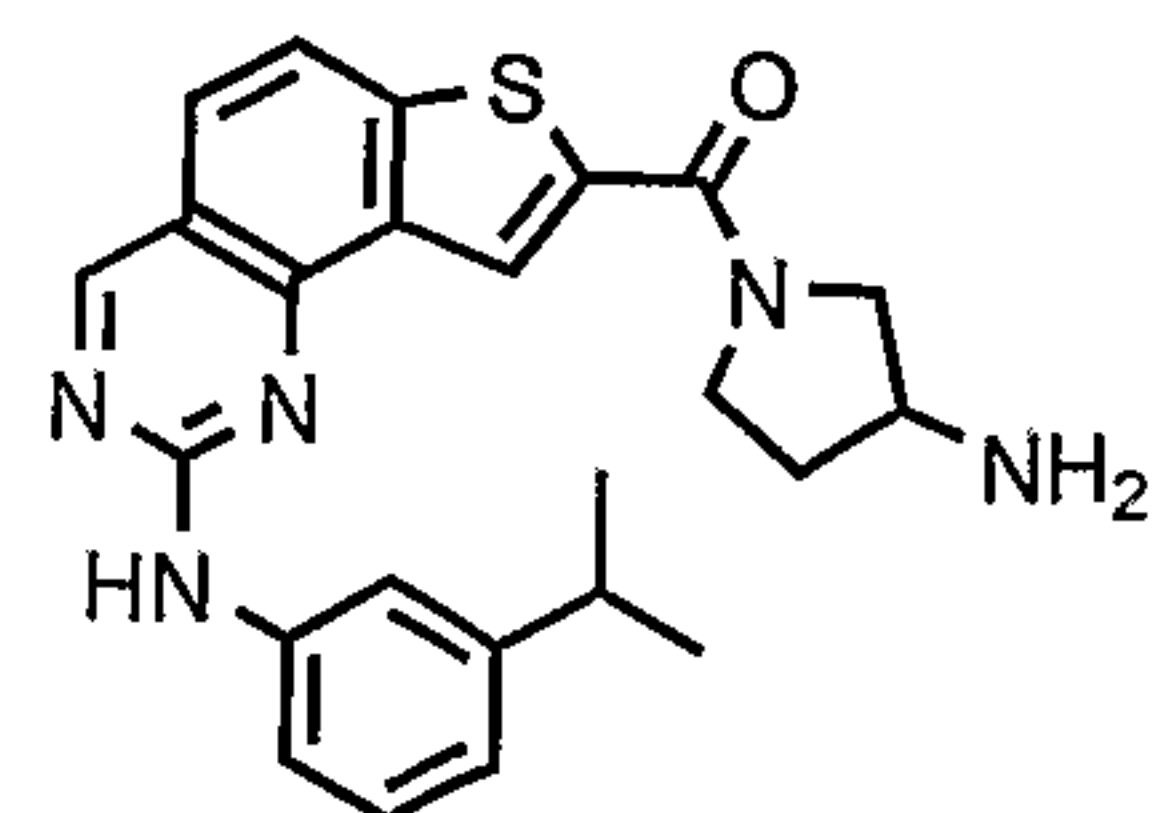
V-79



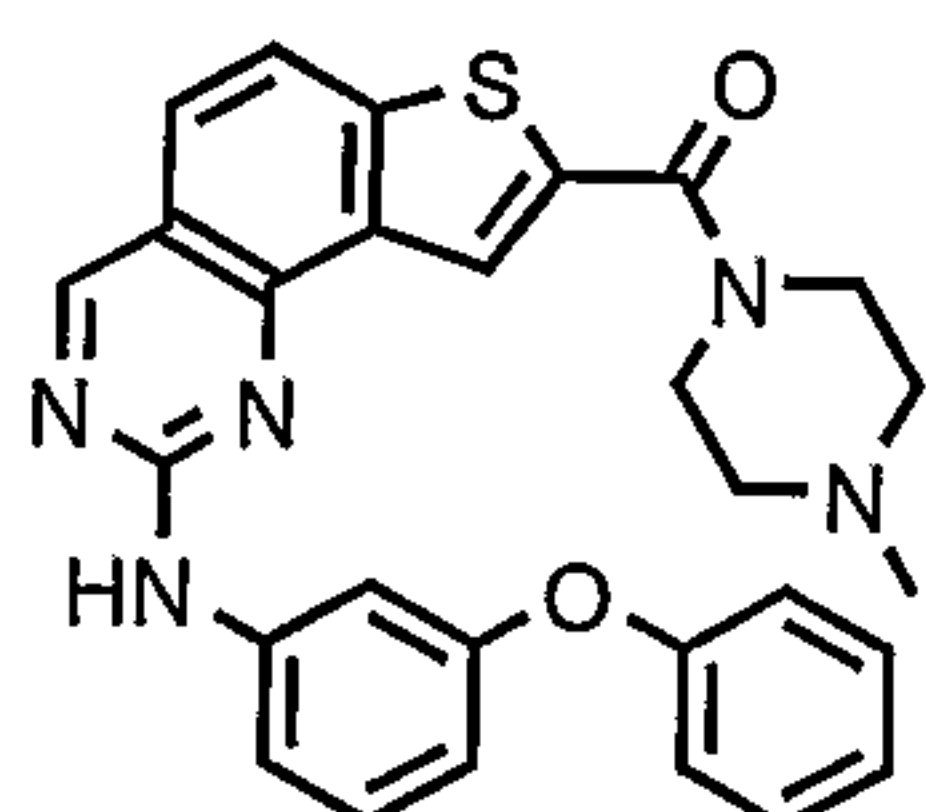
V-80



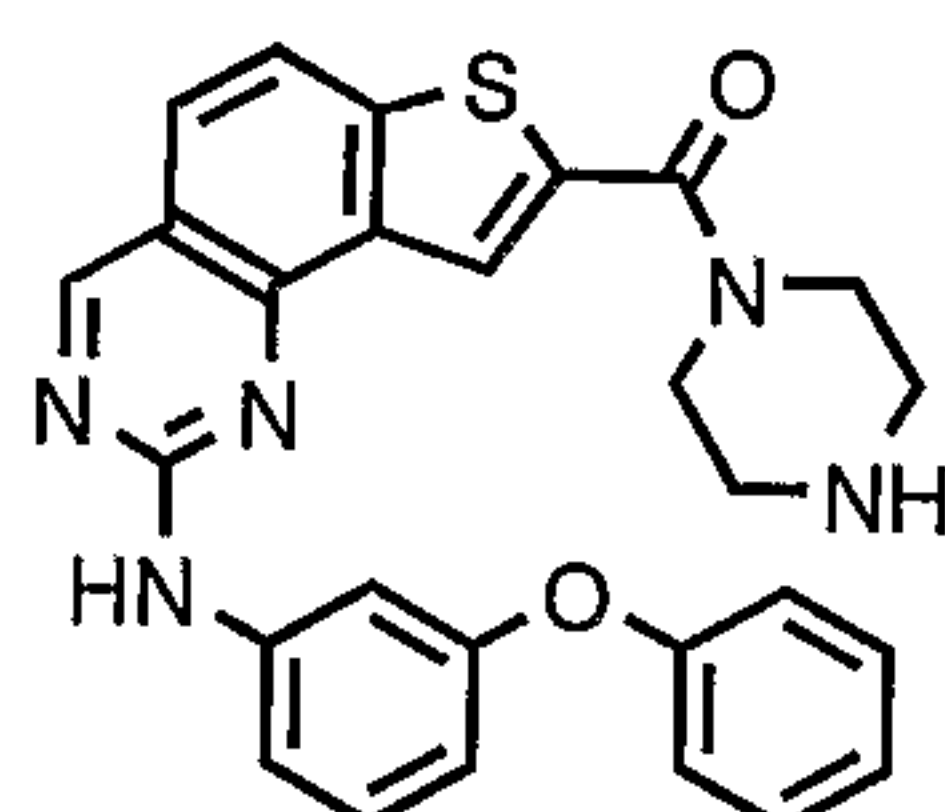
V-81



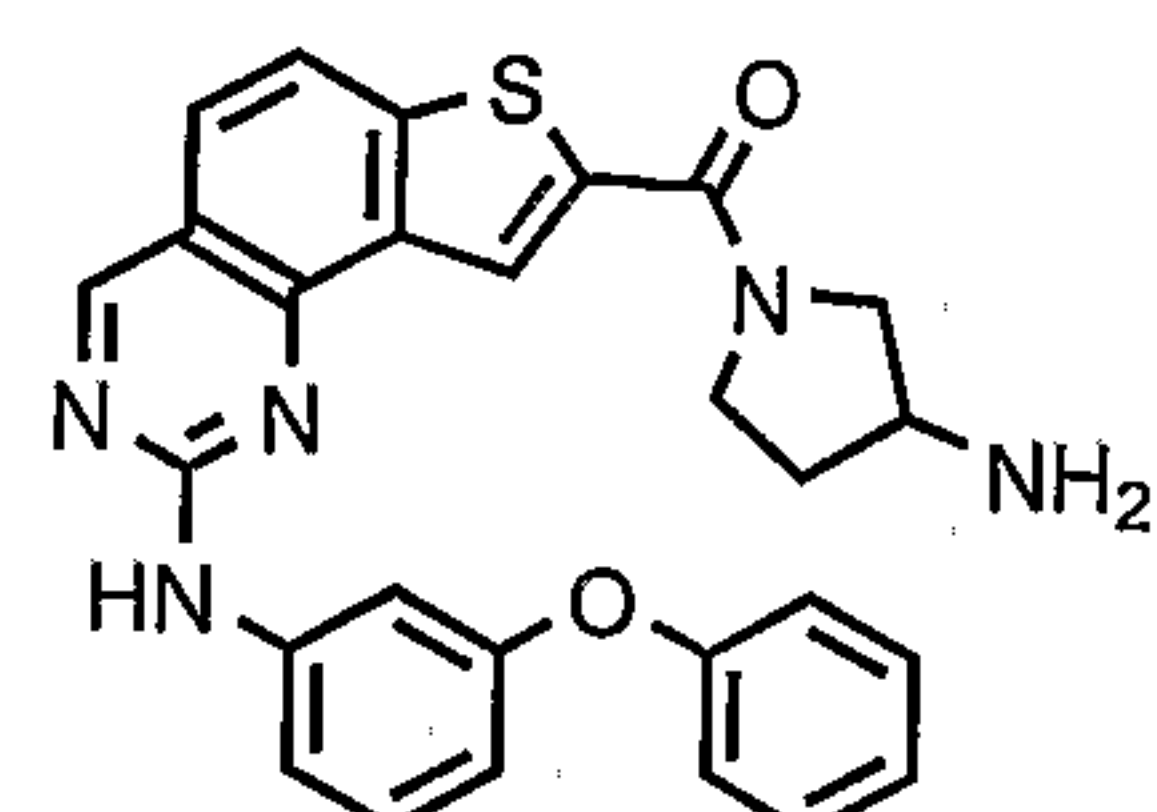
V-82



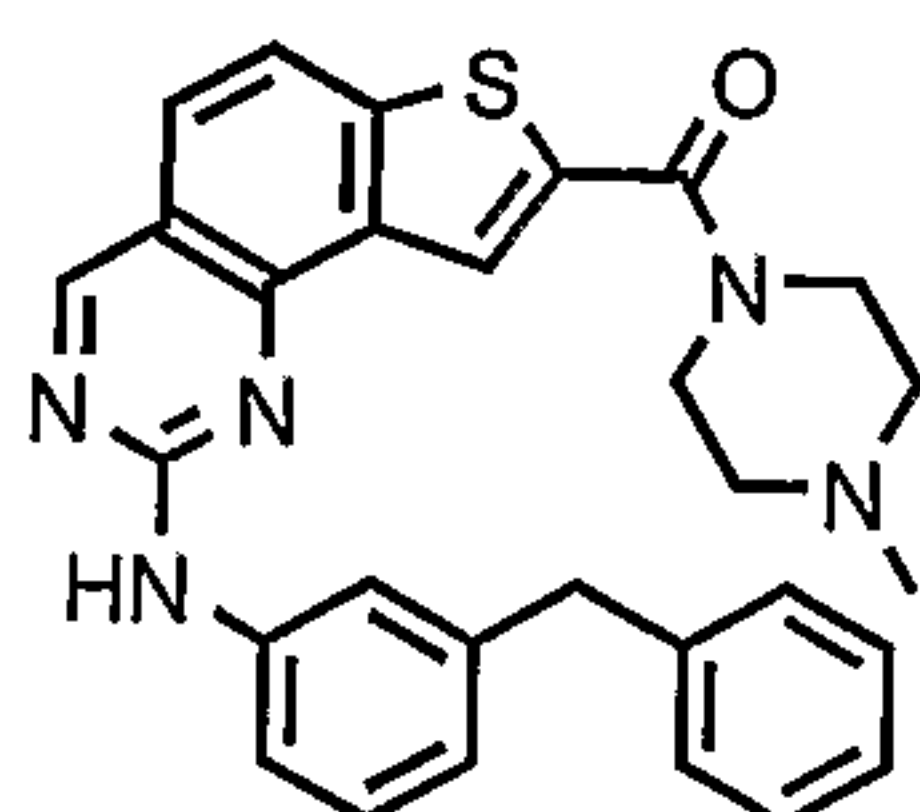
V-83



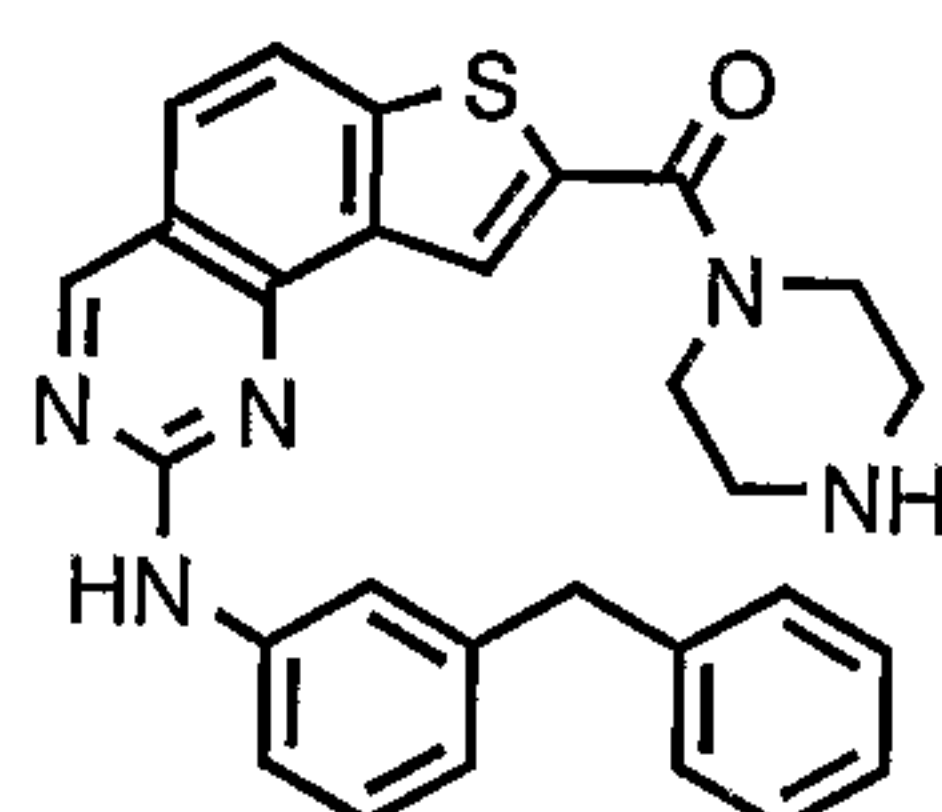
V-84



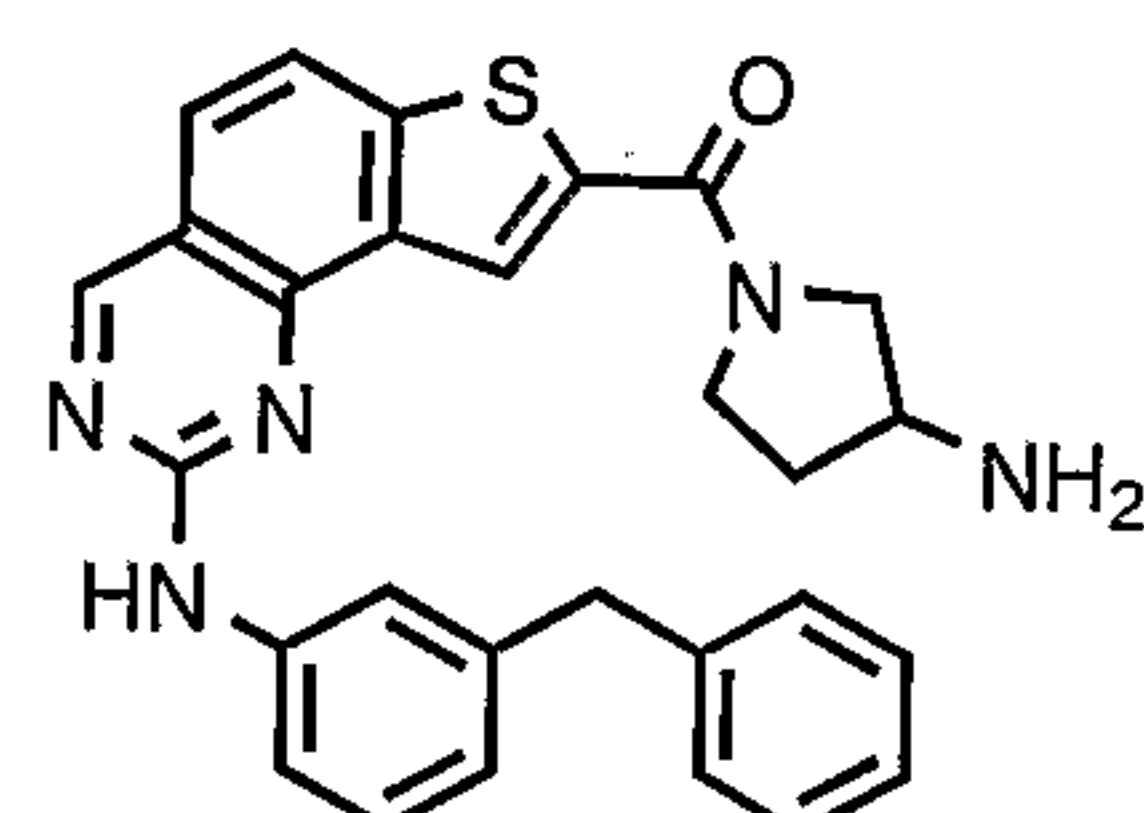
V-85



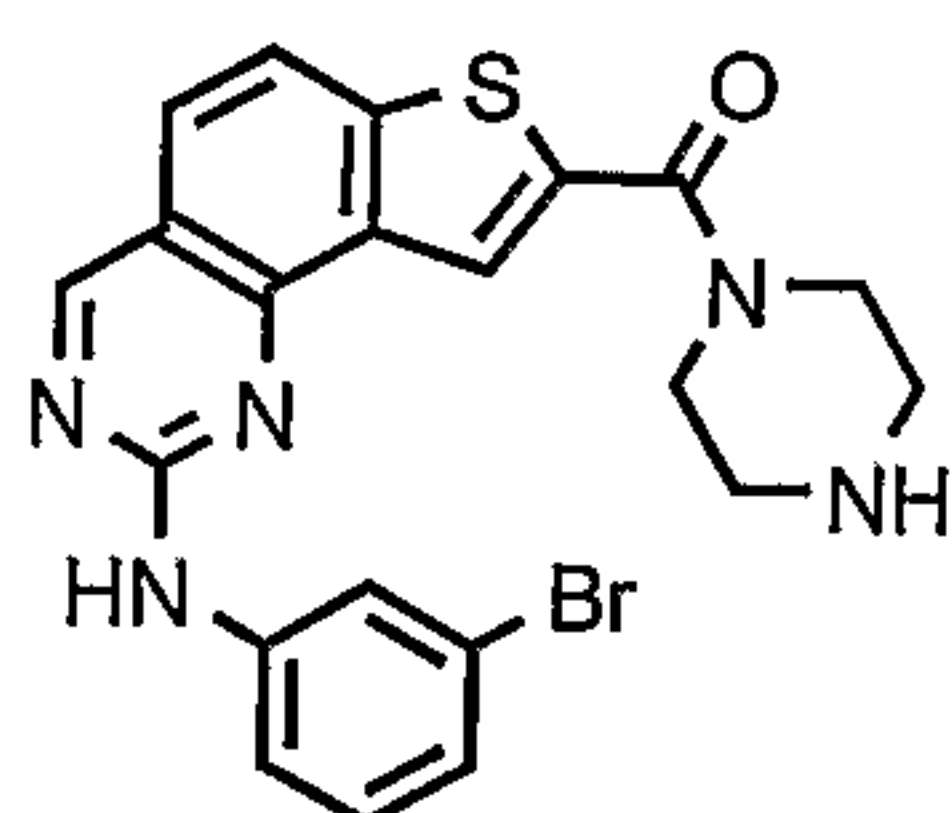
V-86



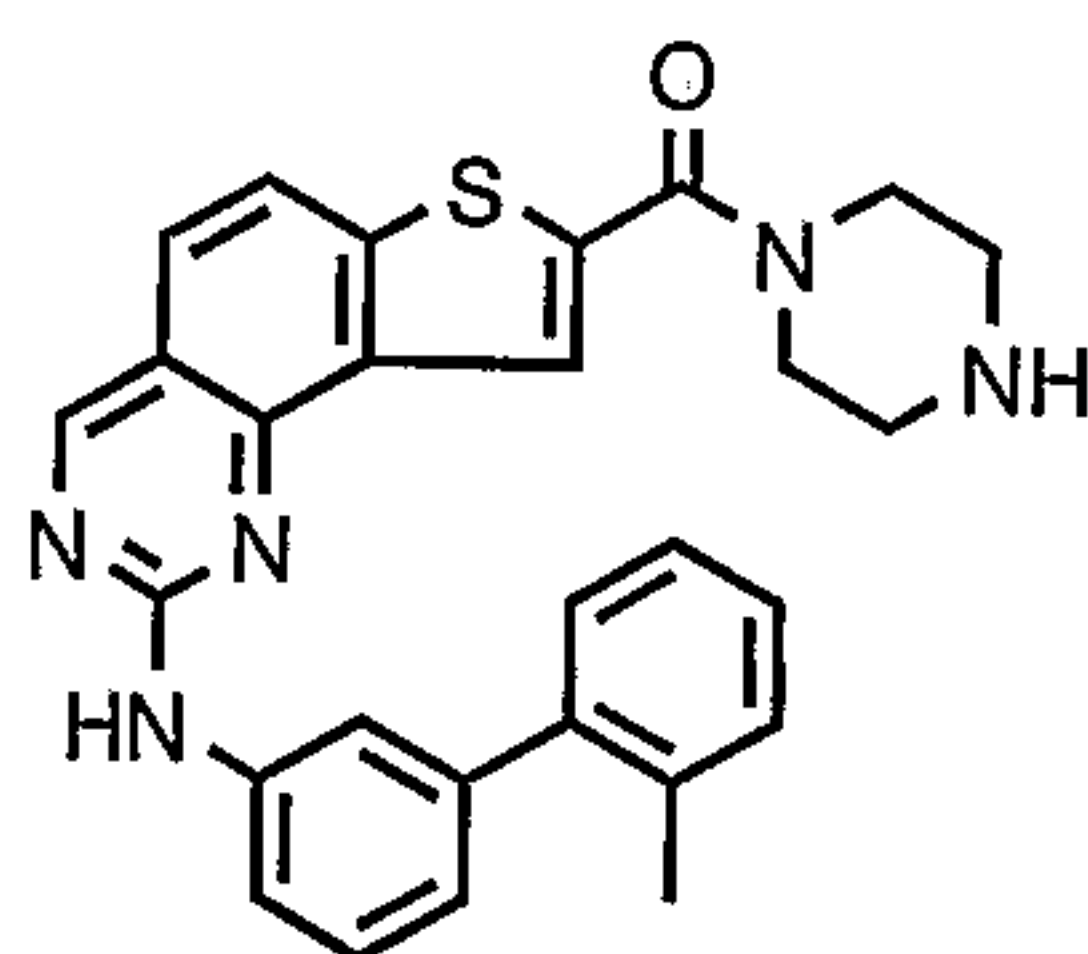
V-87



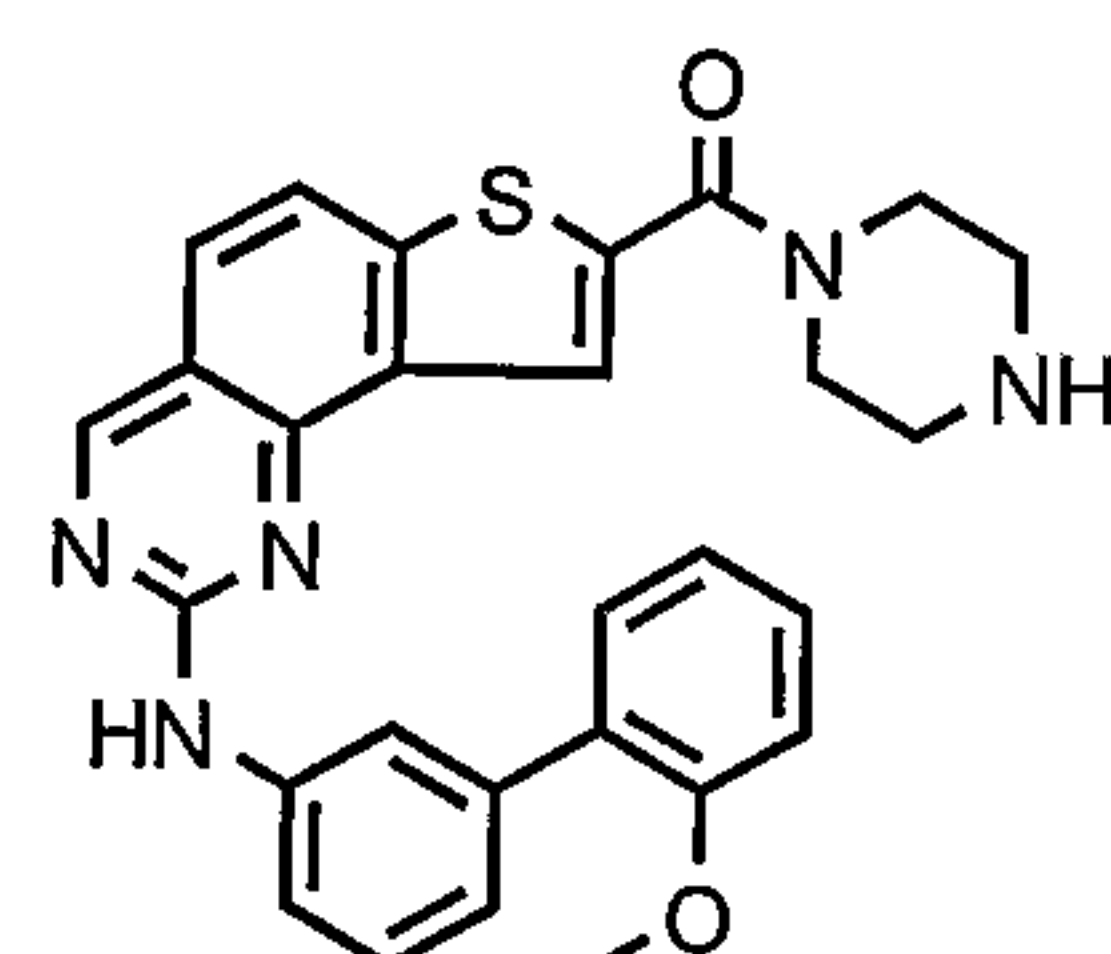
V-88



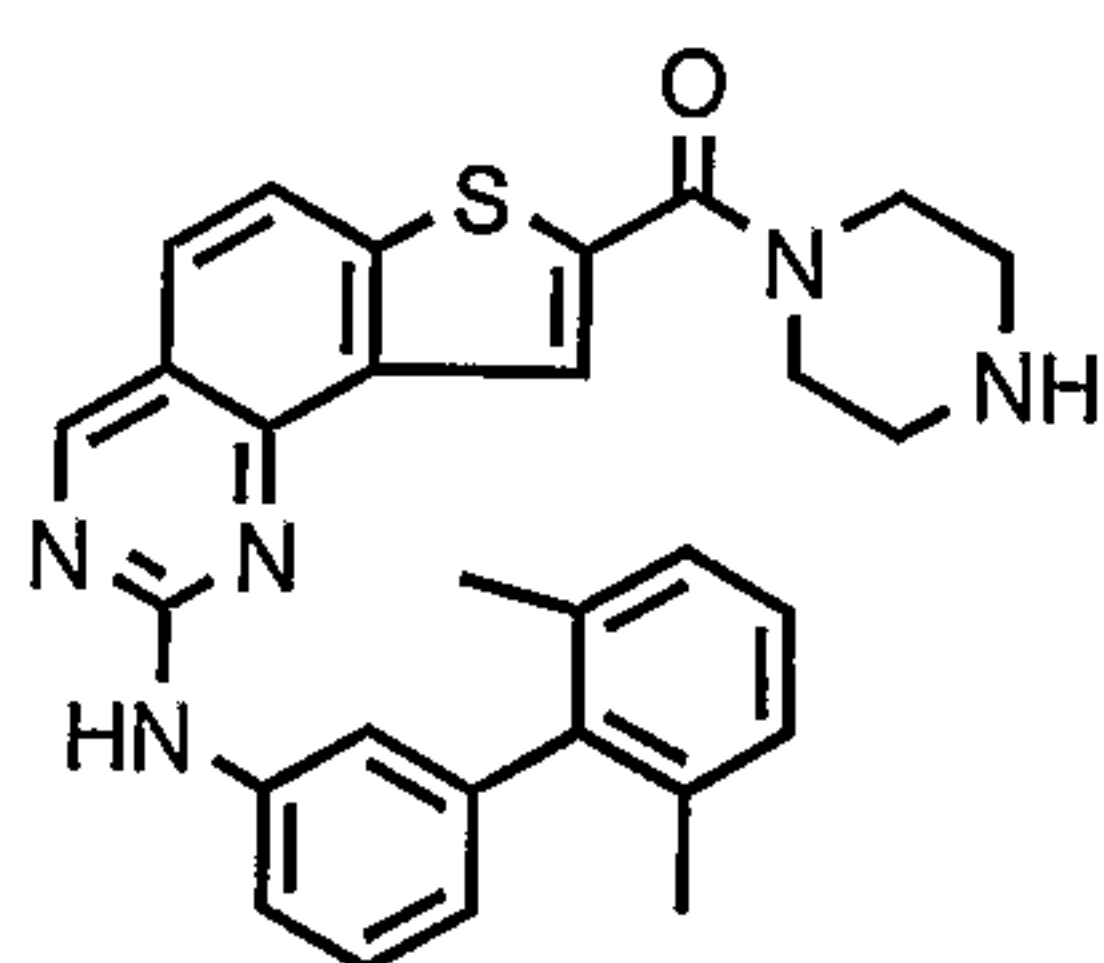
V-89



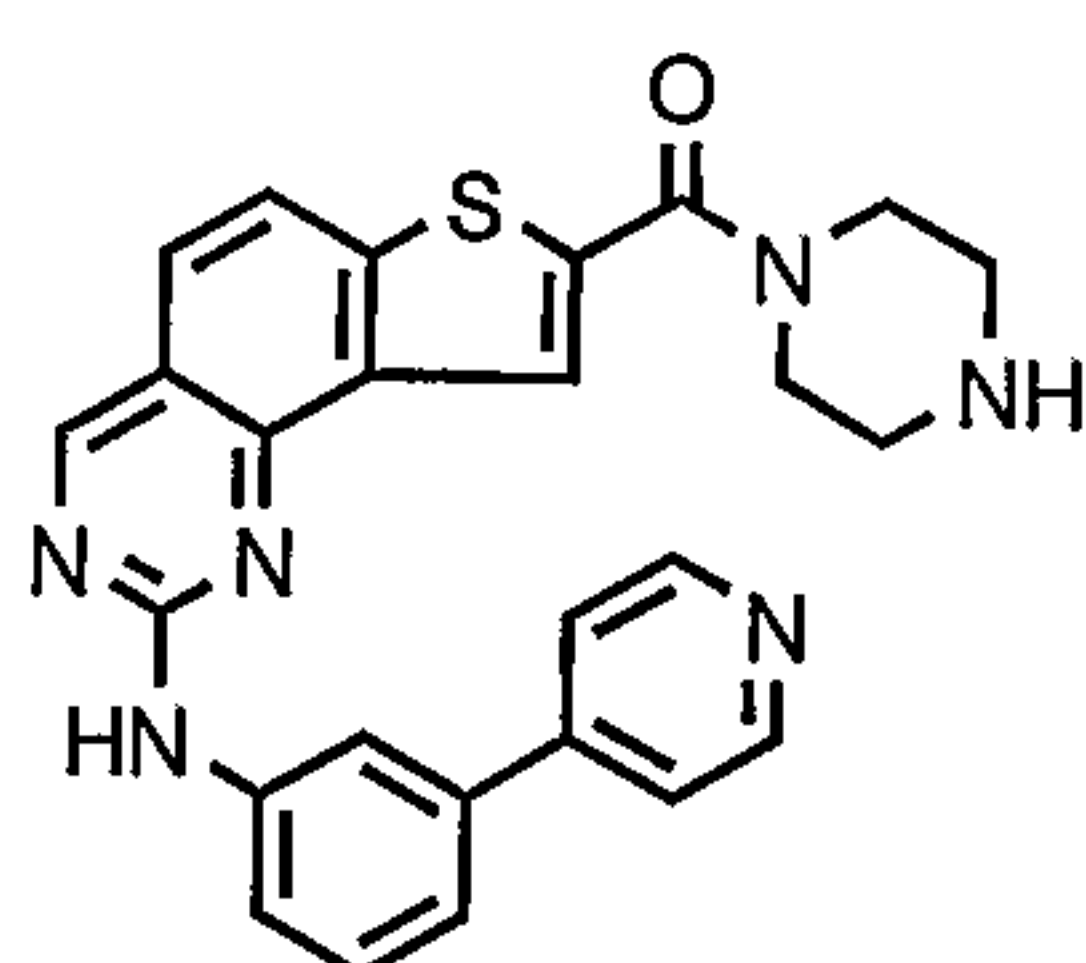
V-90



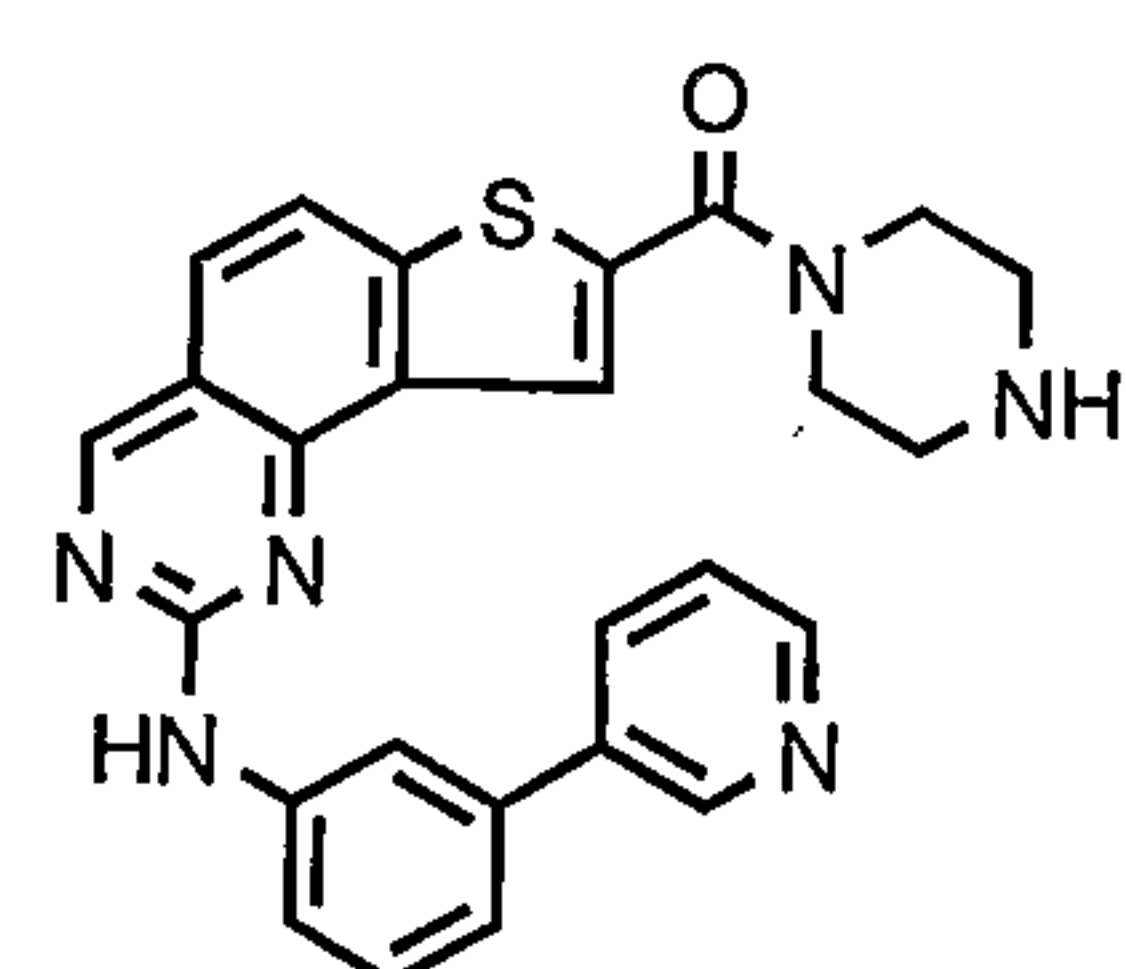
V-91



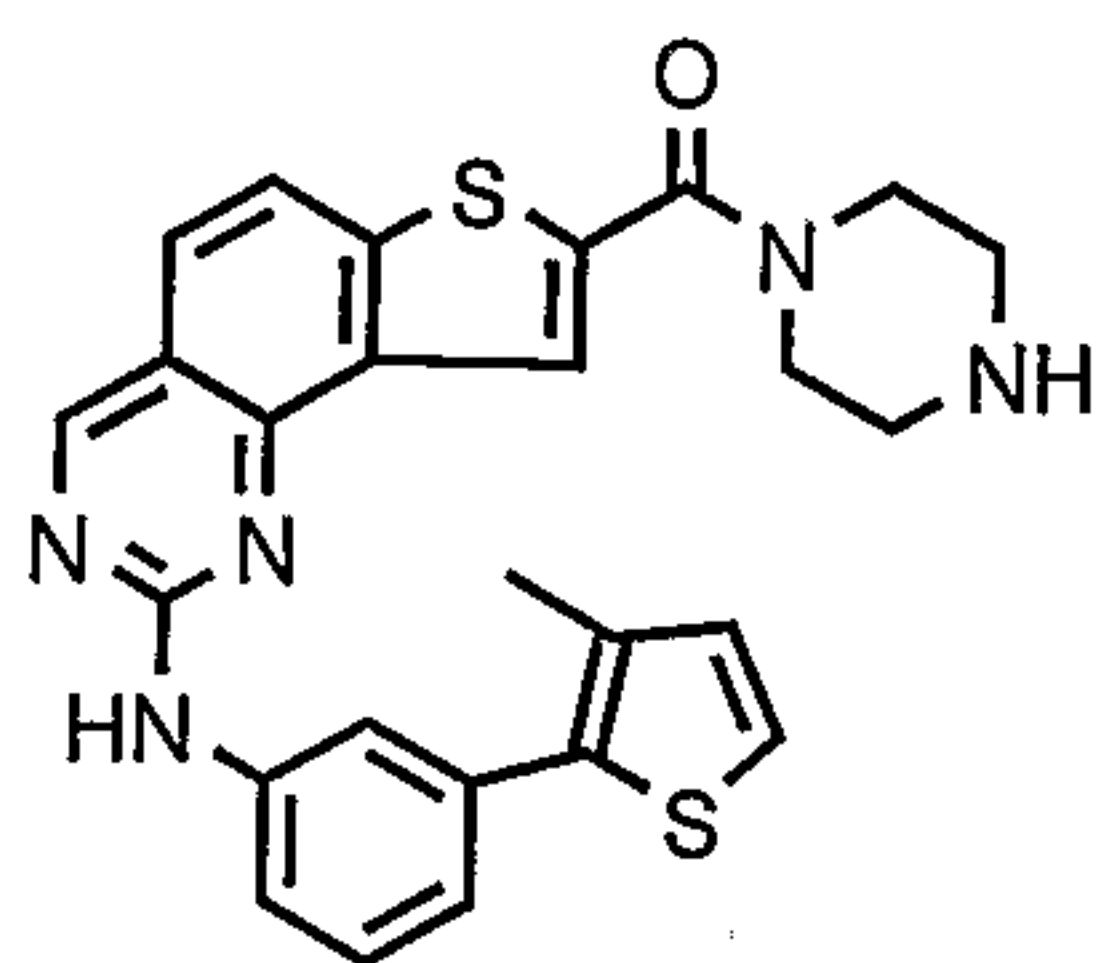
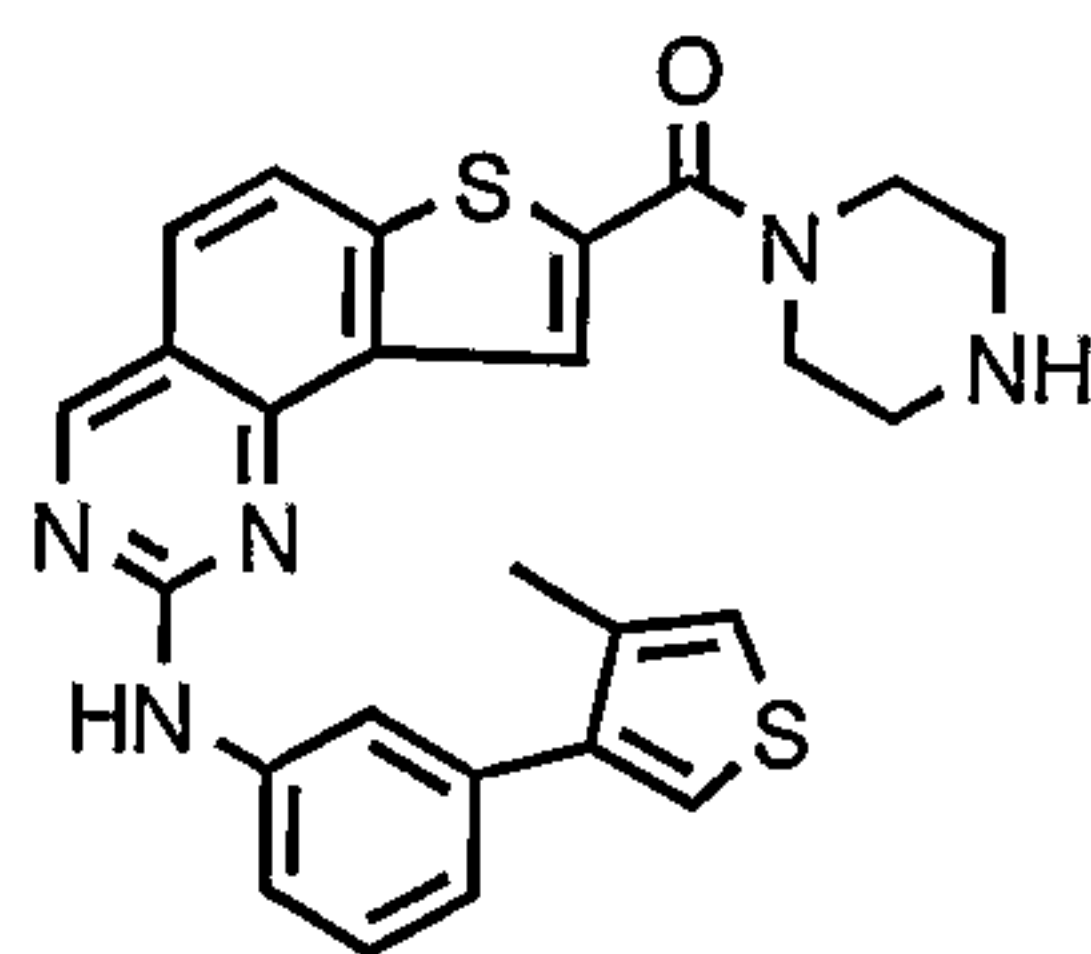
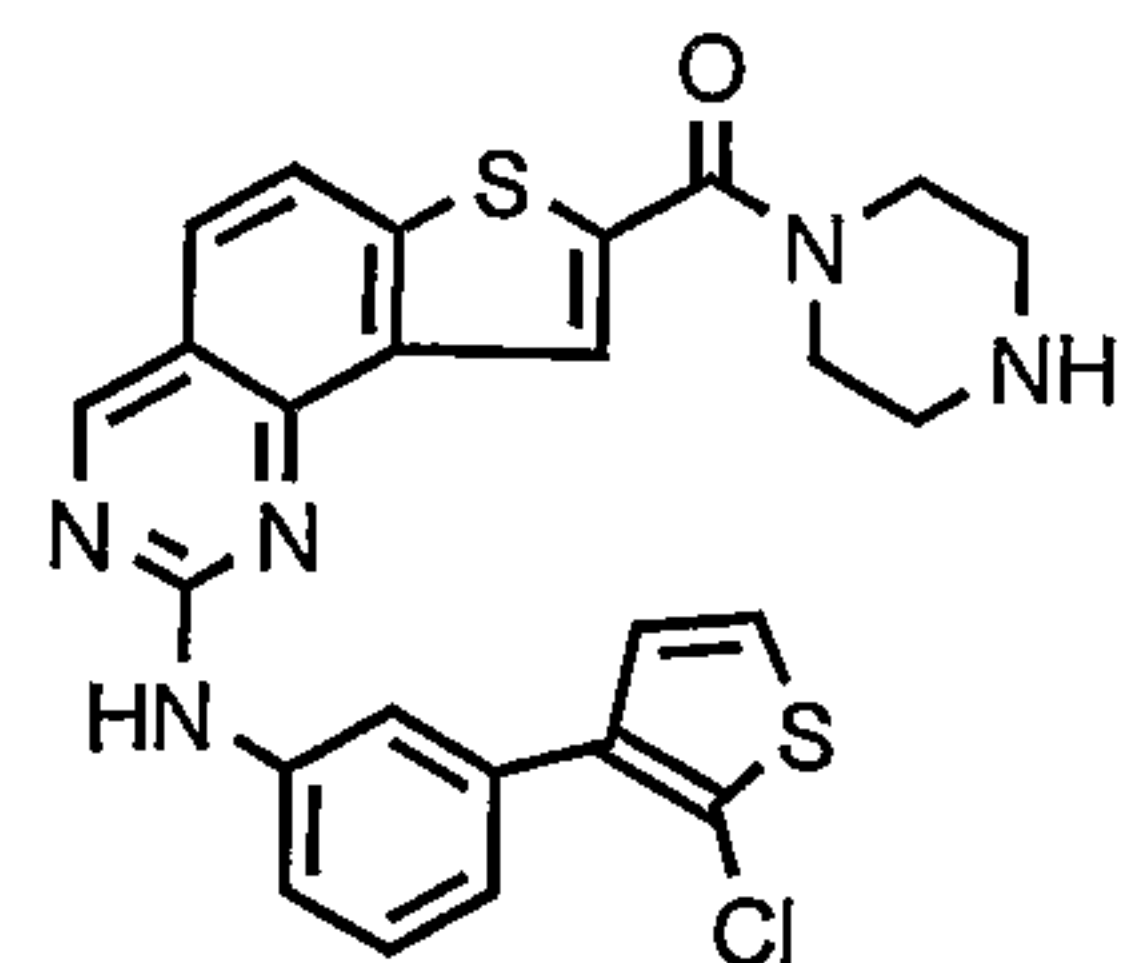
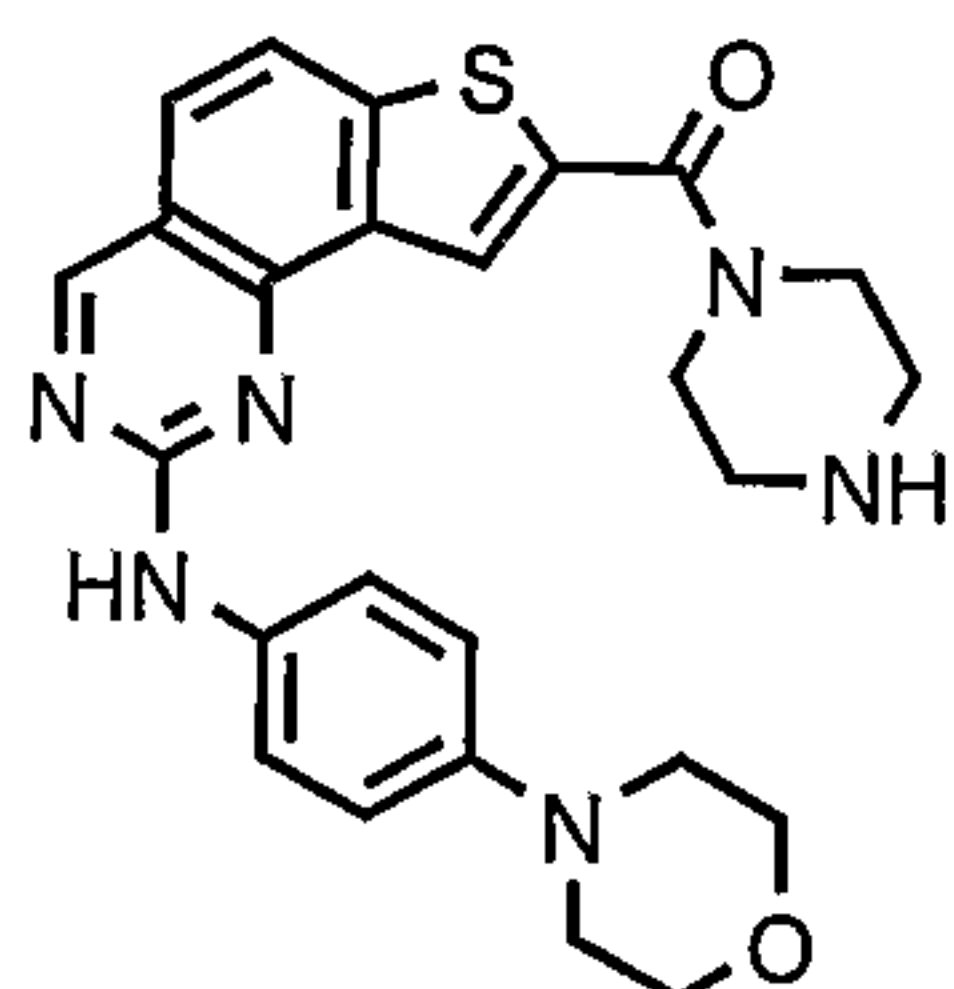
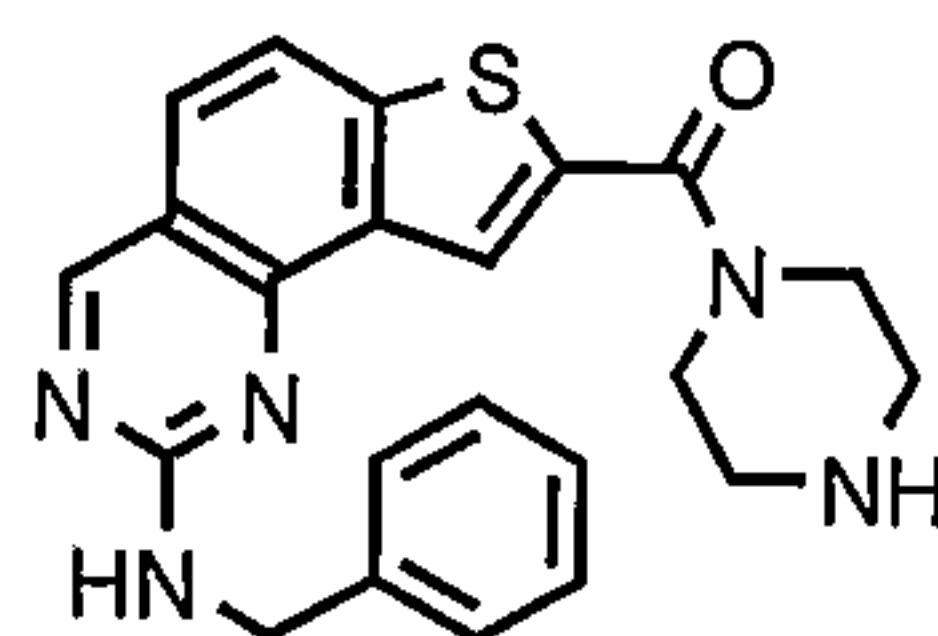
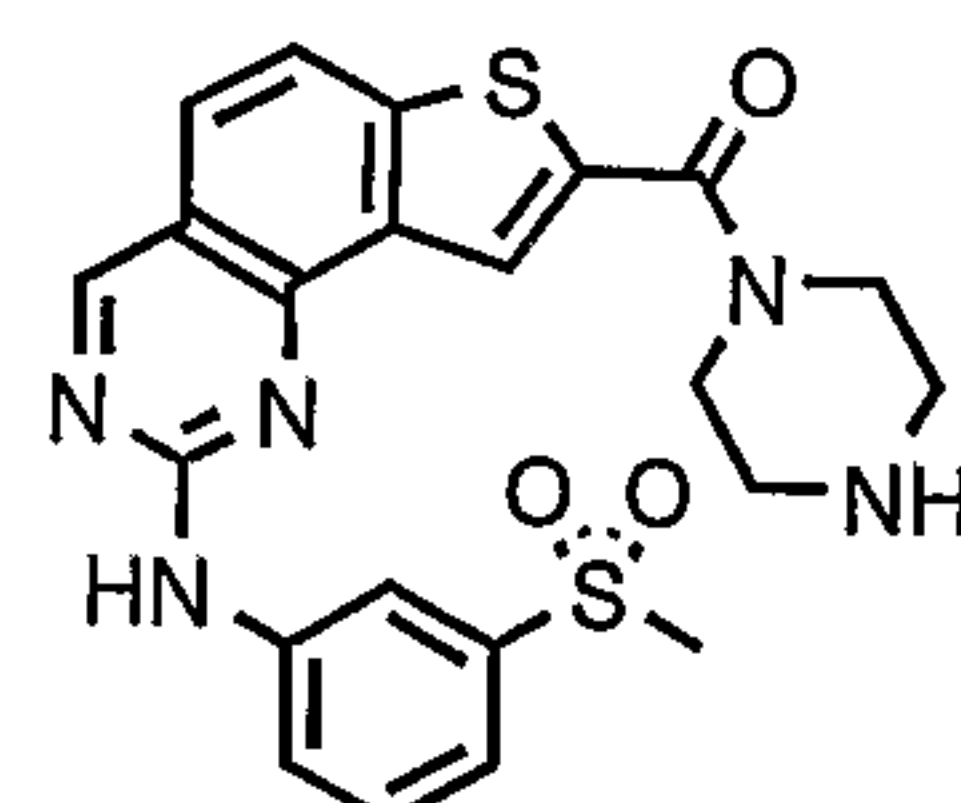
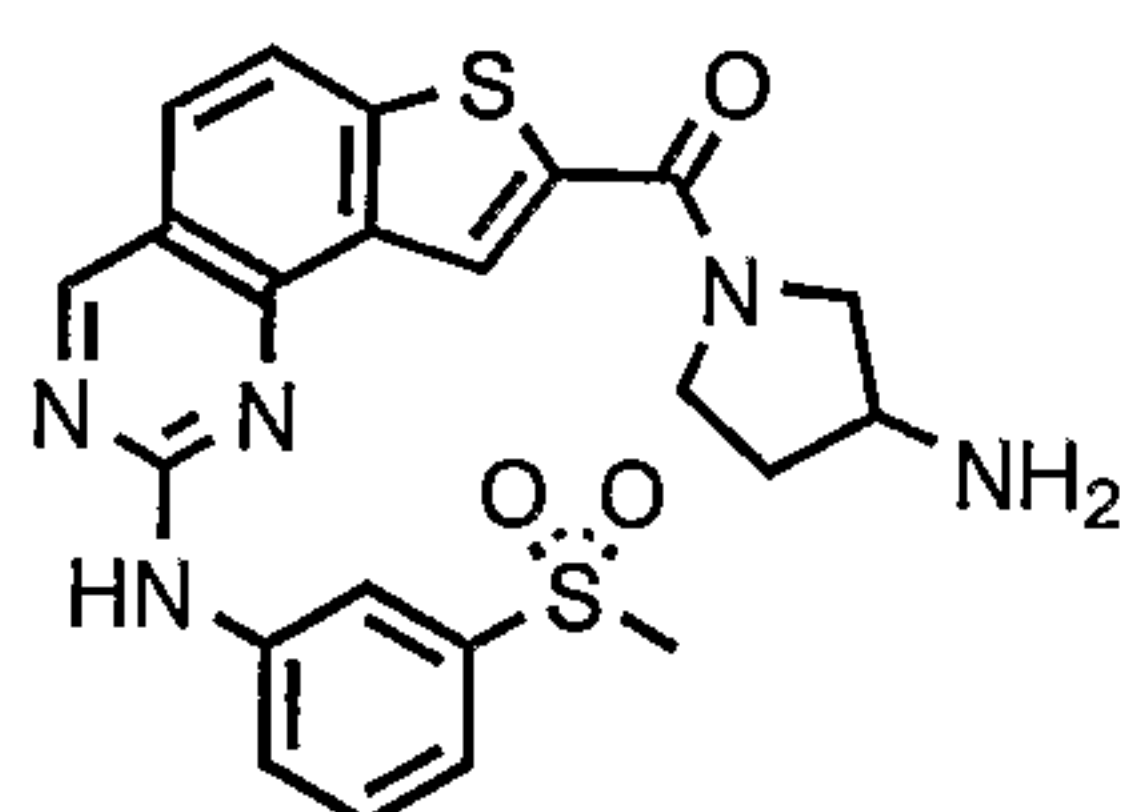
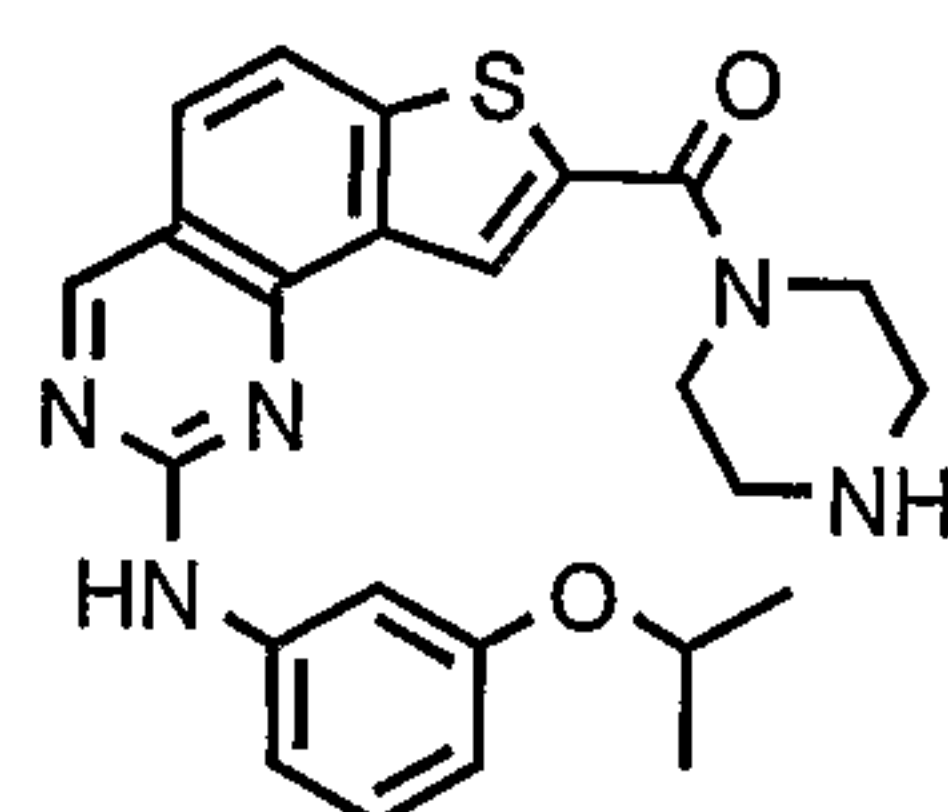
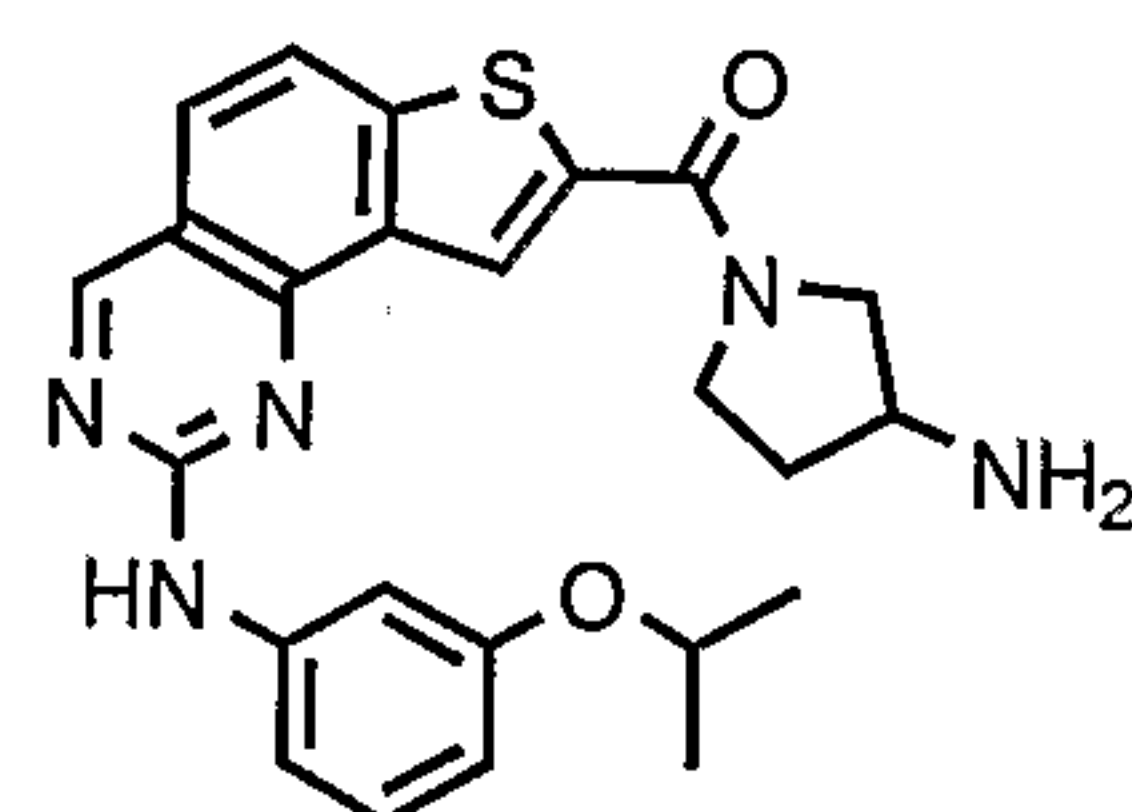
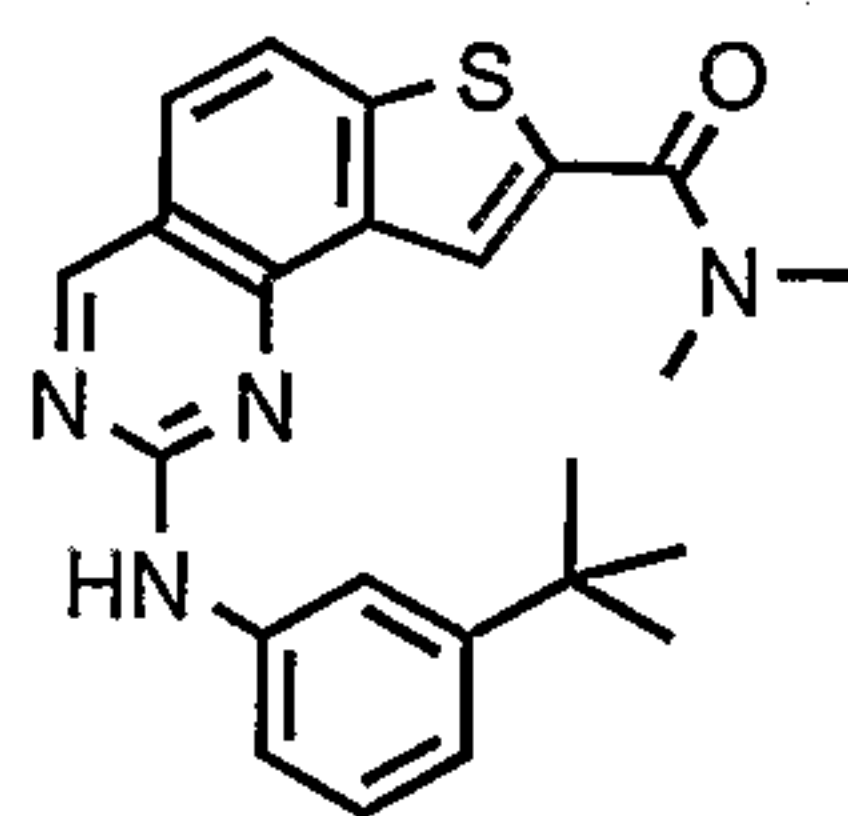
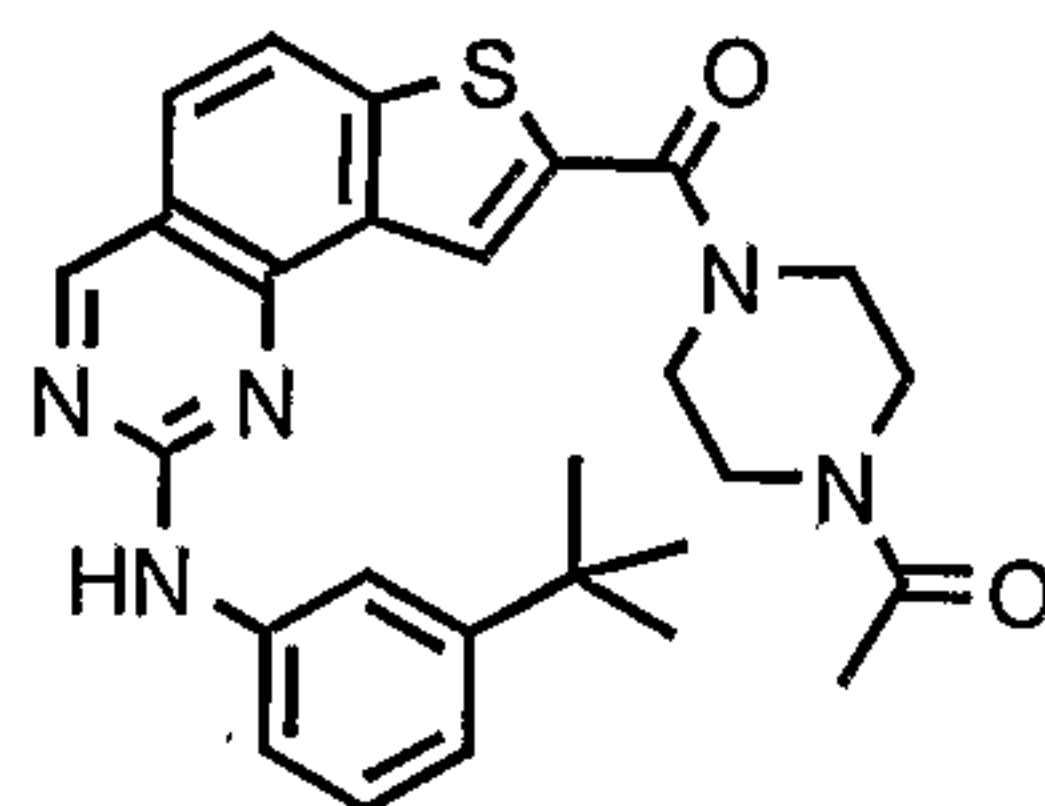
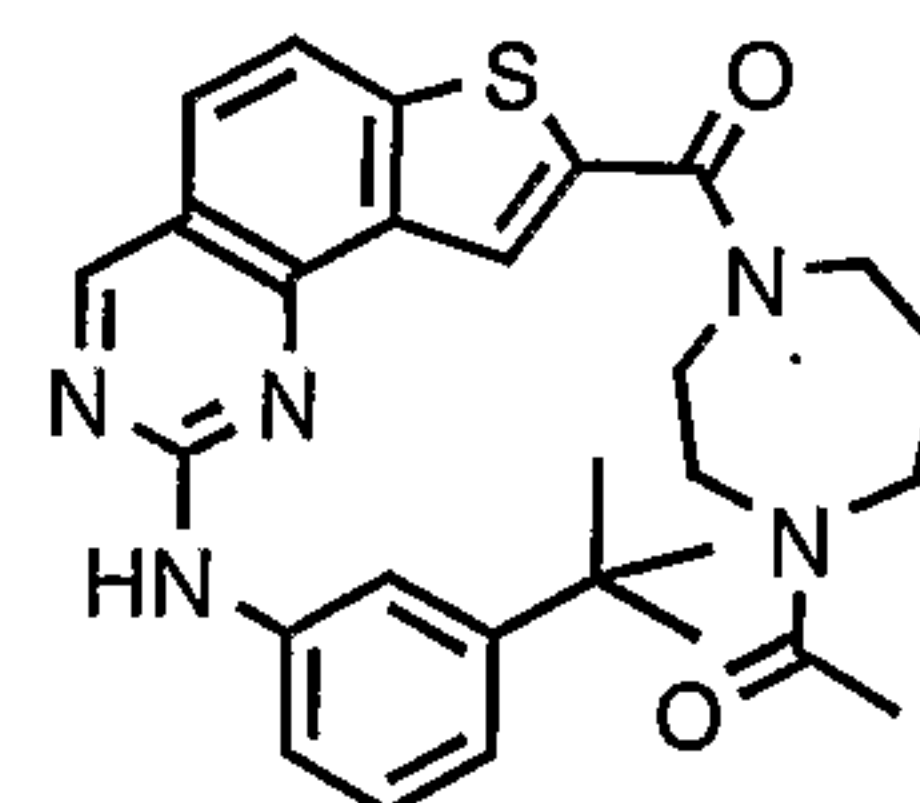
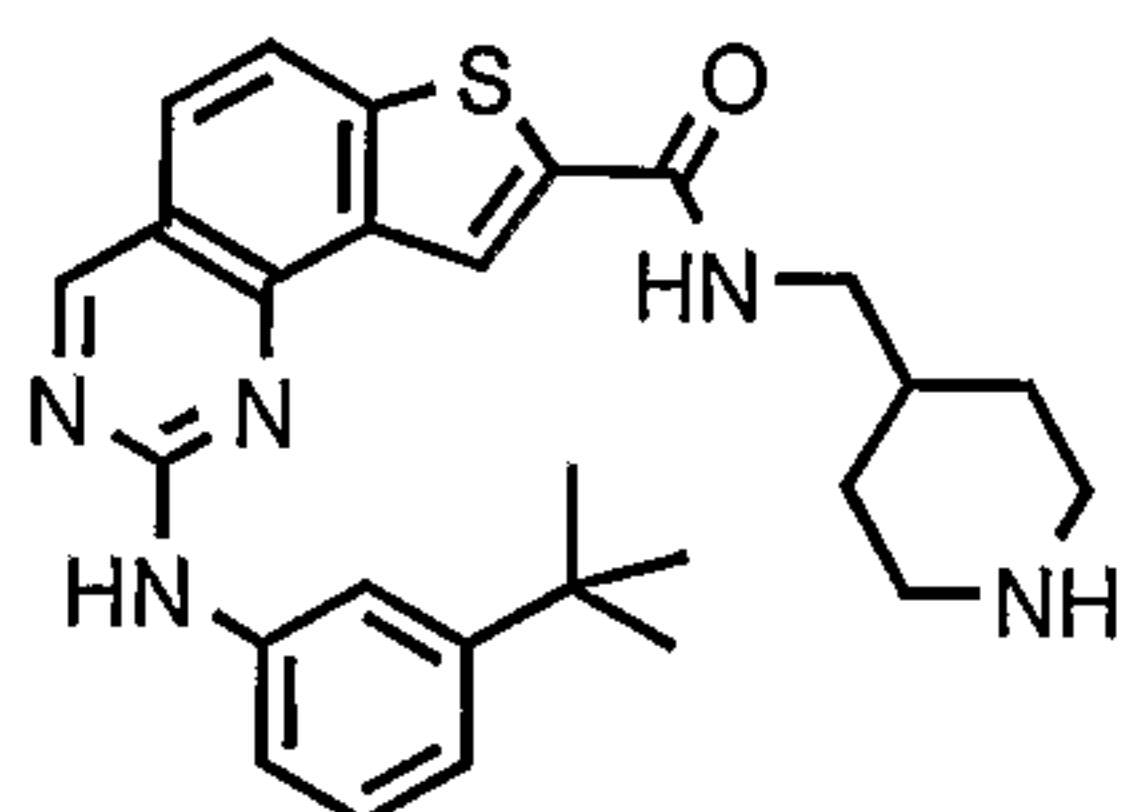
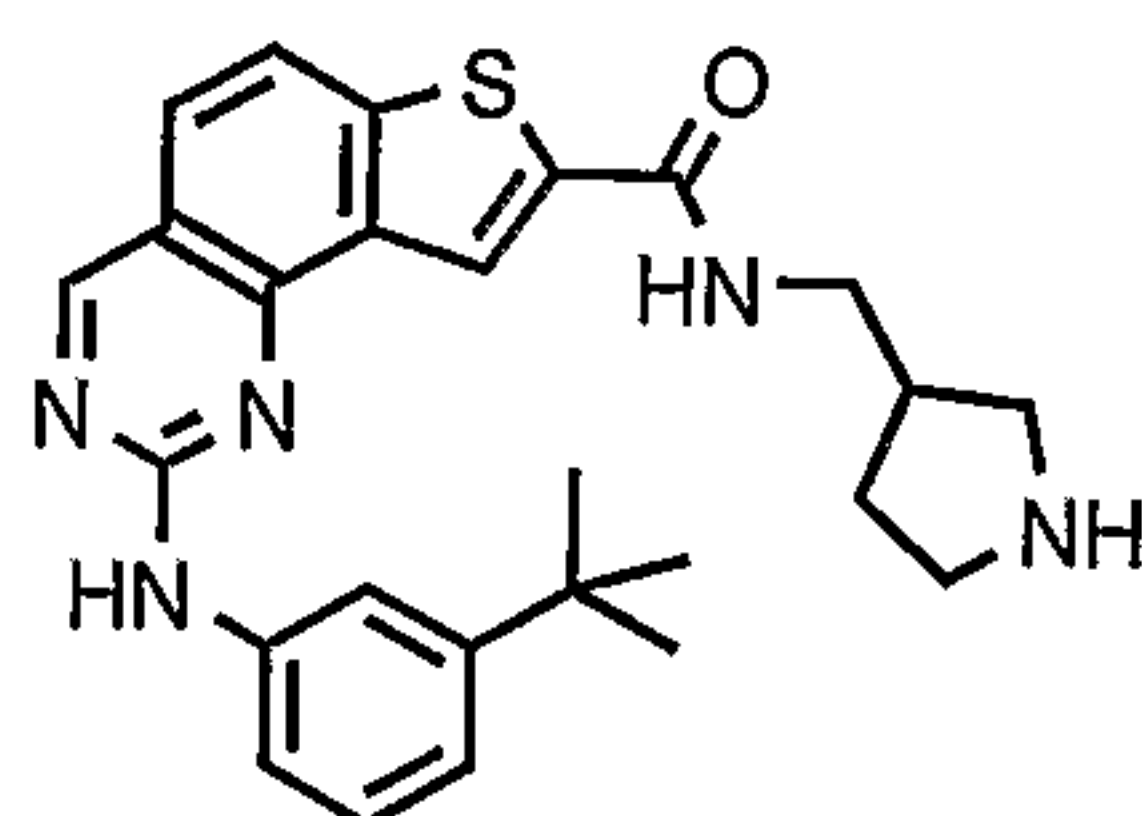
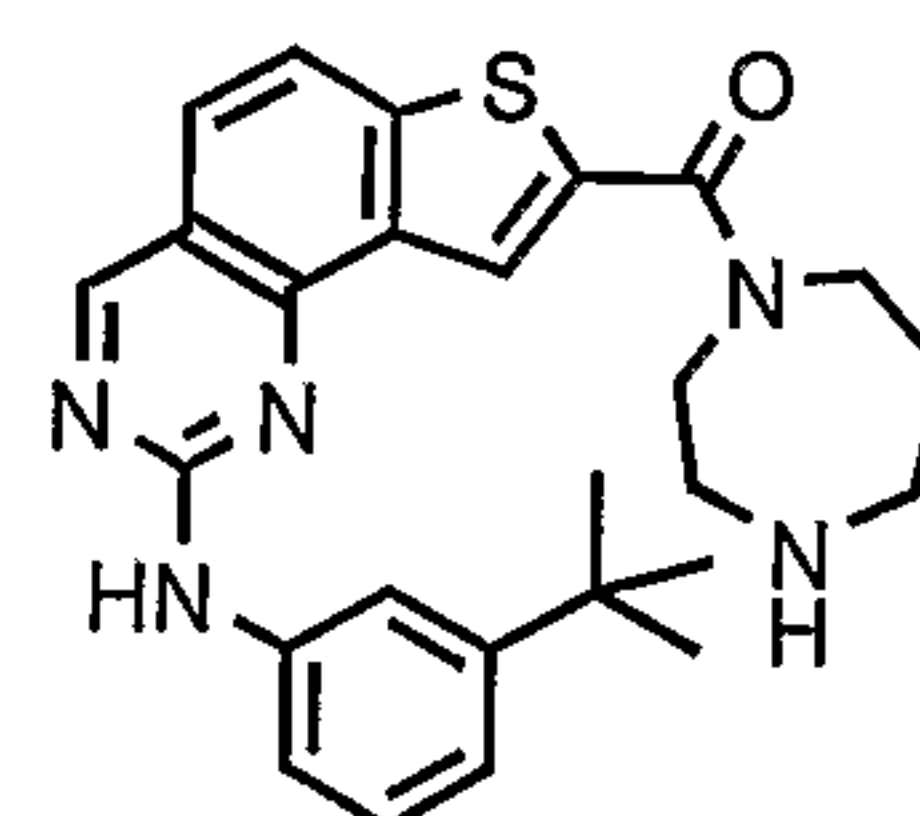
V-92

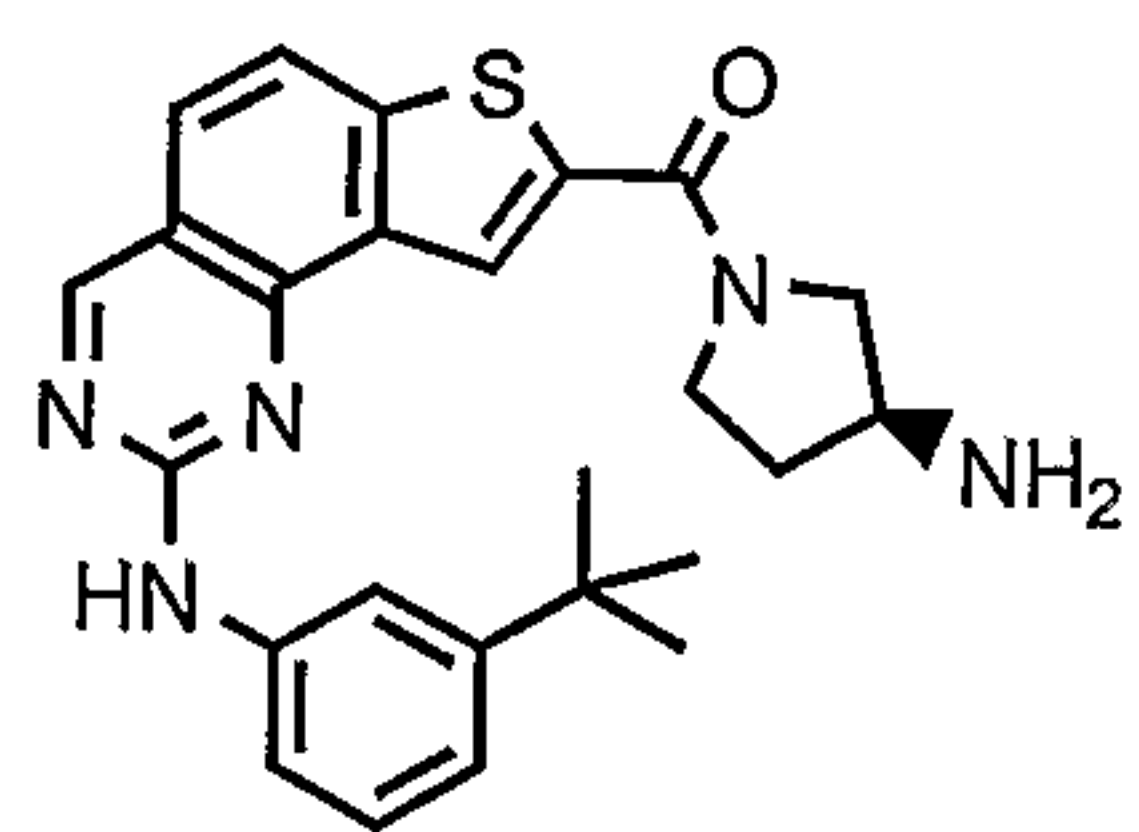


V-93

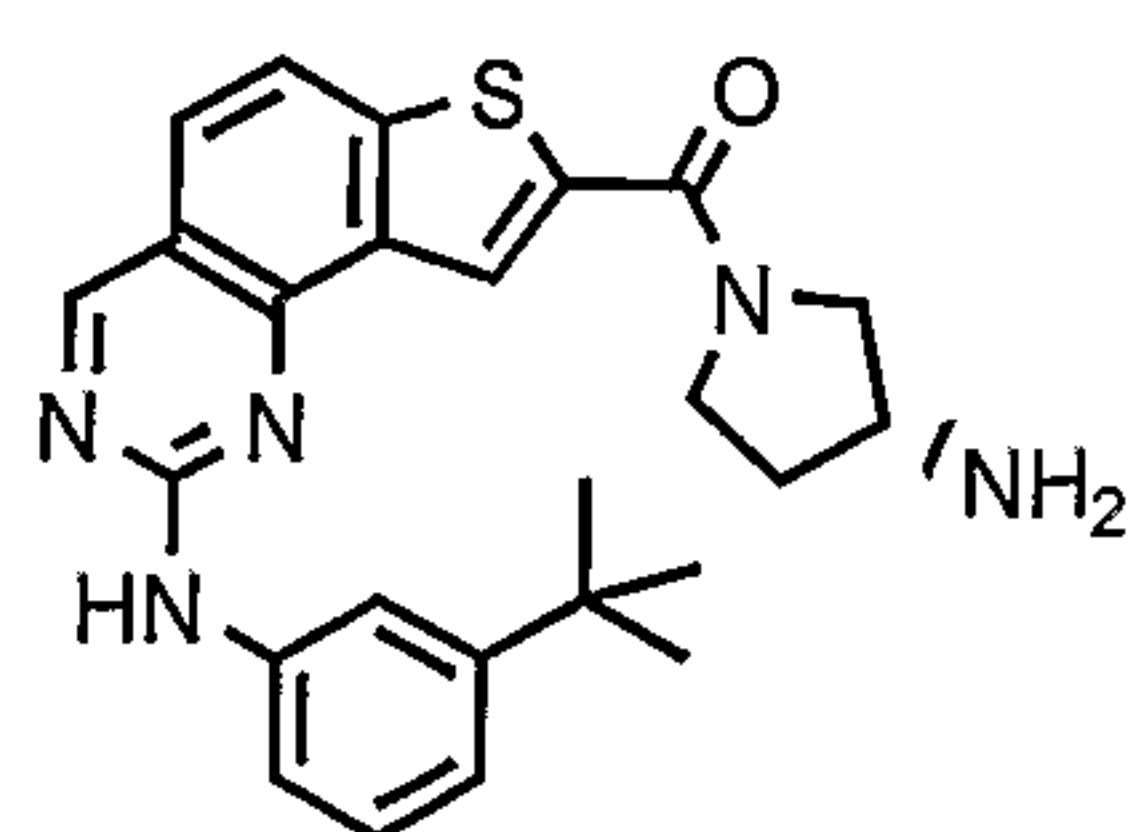


V-94

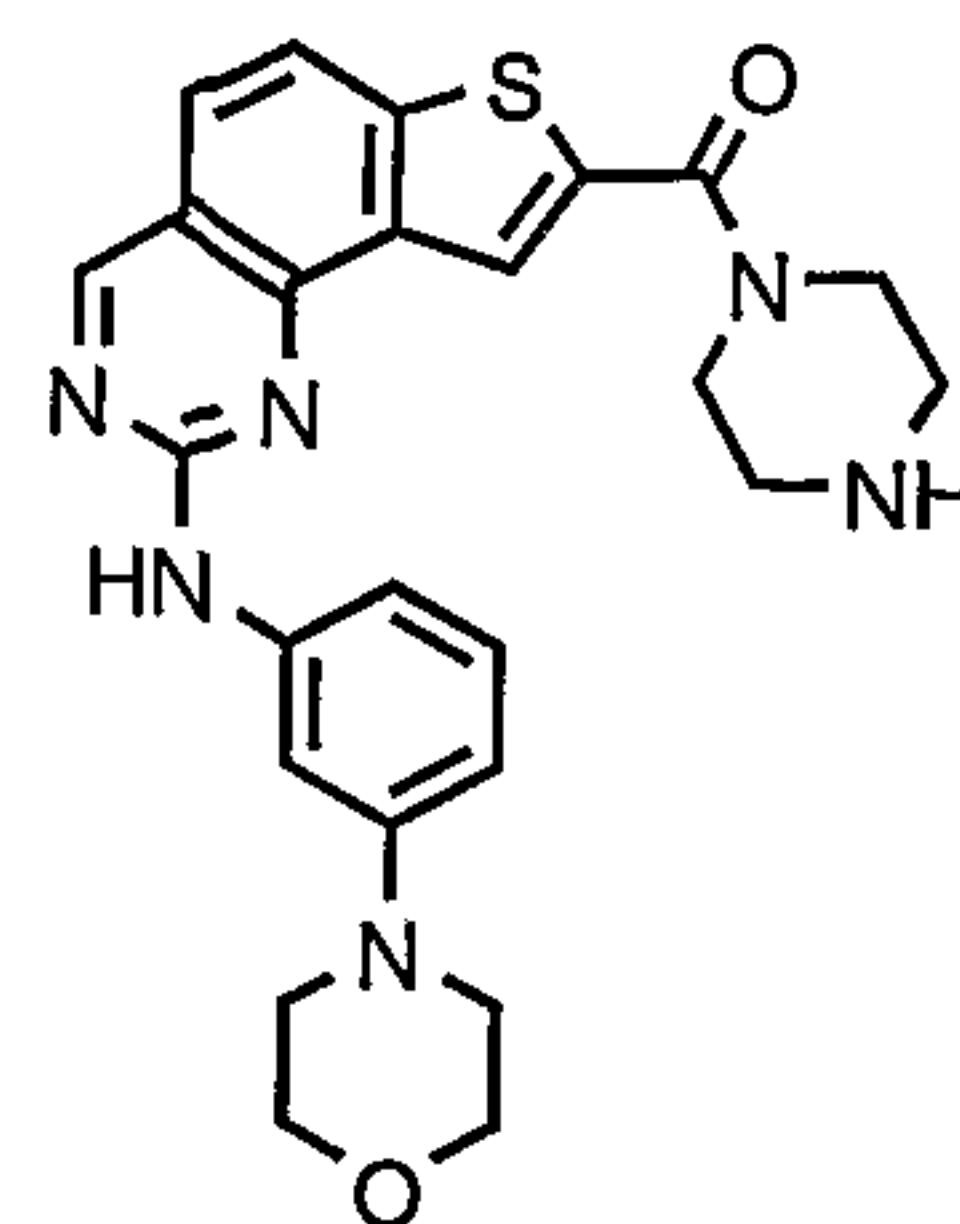
**V-95****V-96****V-97****V-98****V-99****V-100****V-101****V-102****V-103****V-104****V-105****V-106****V-107****V-108****V-109**



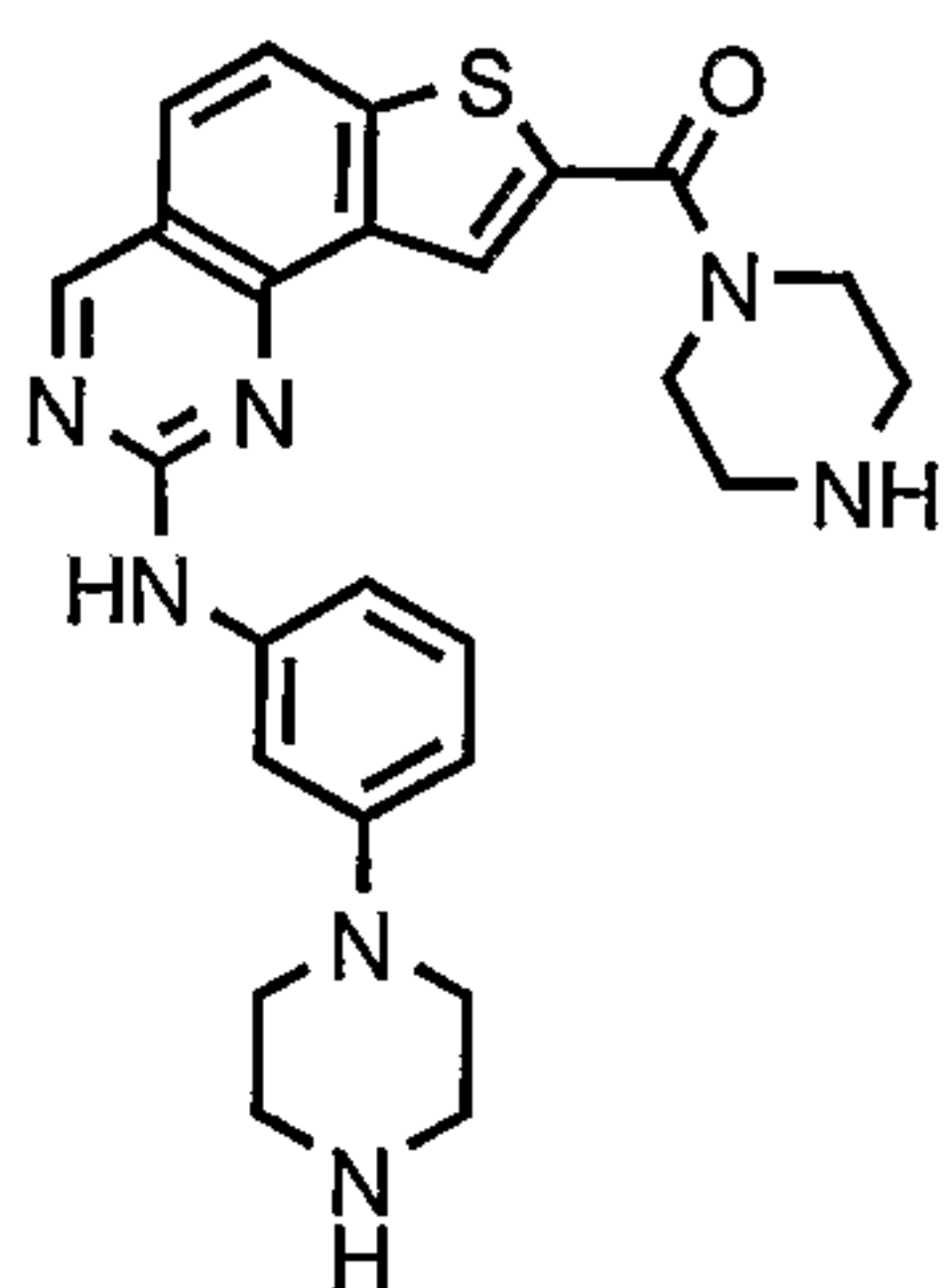
V-110



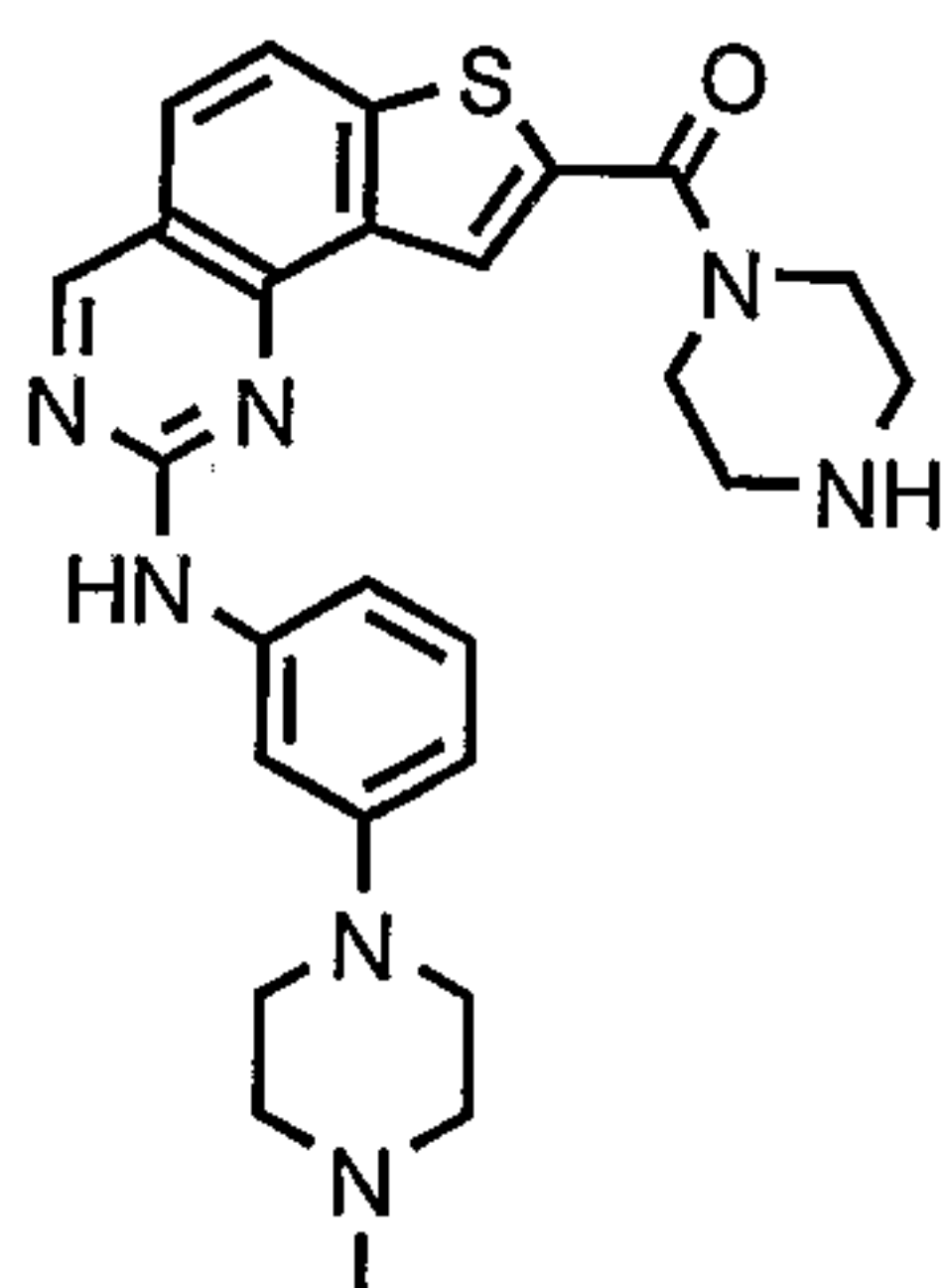
V-111



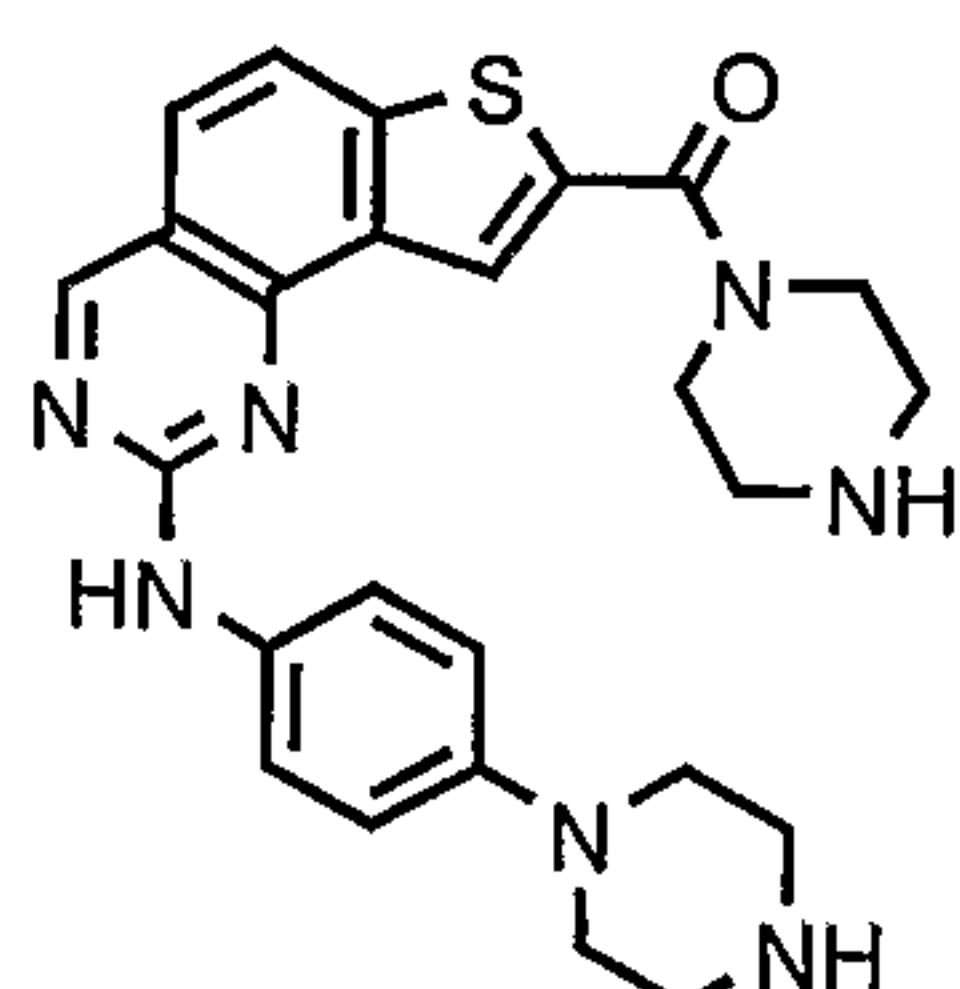
V-112



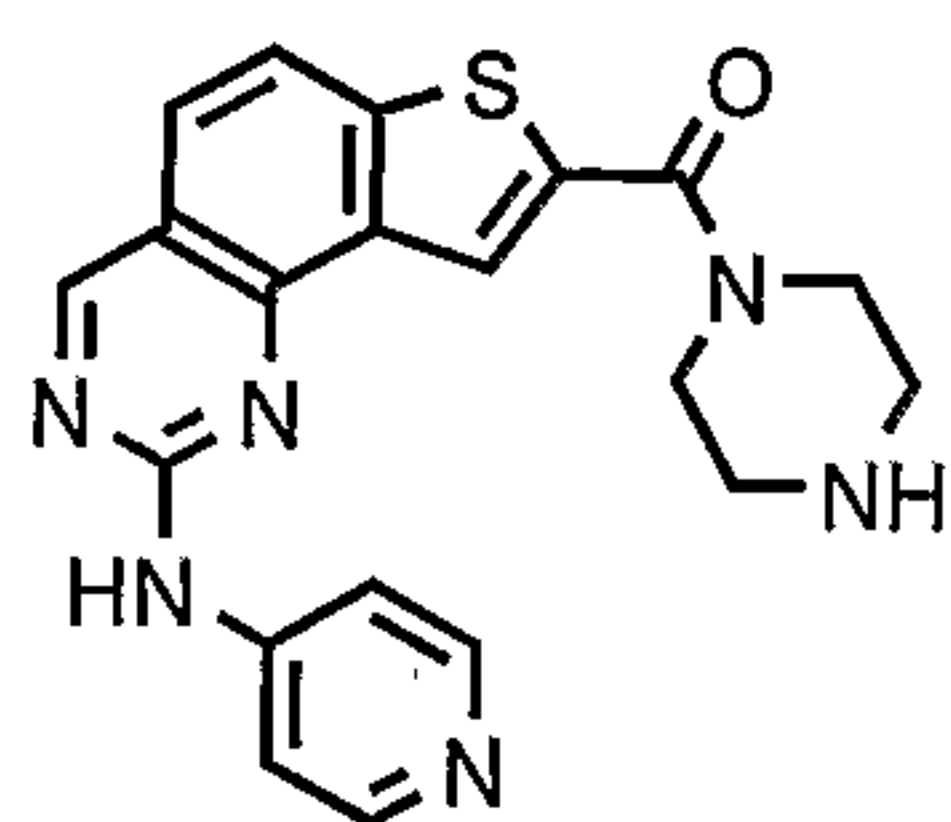
V-113



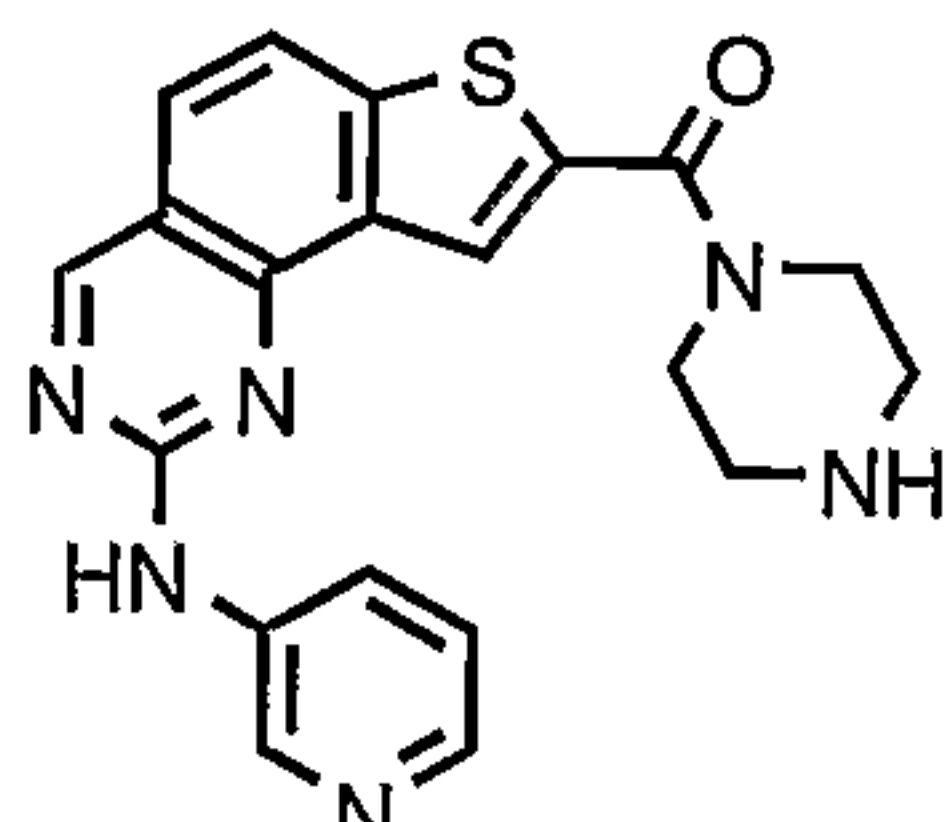
V-114



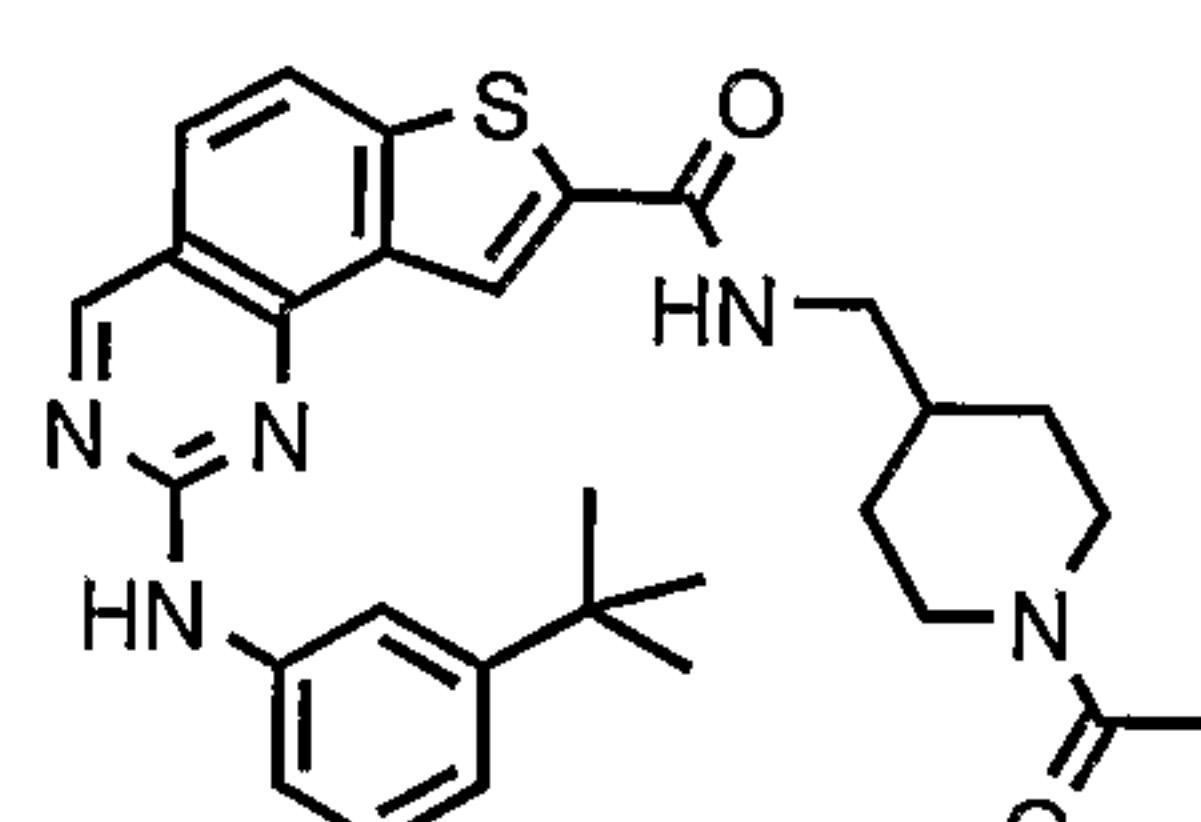
V-115



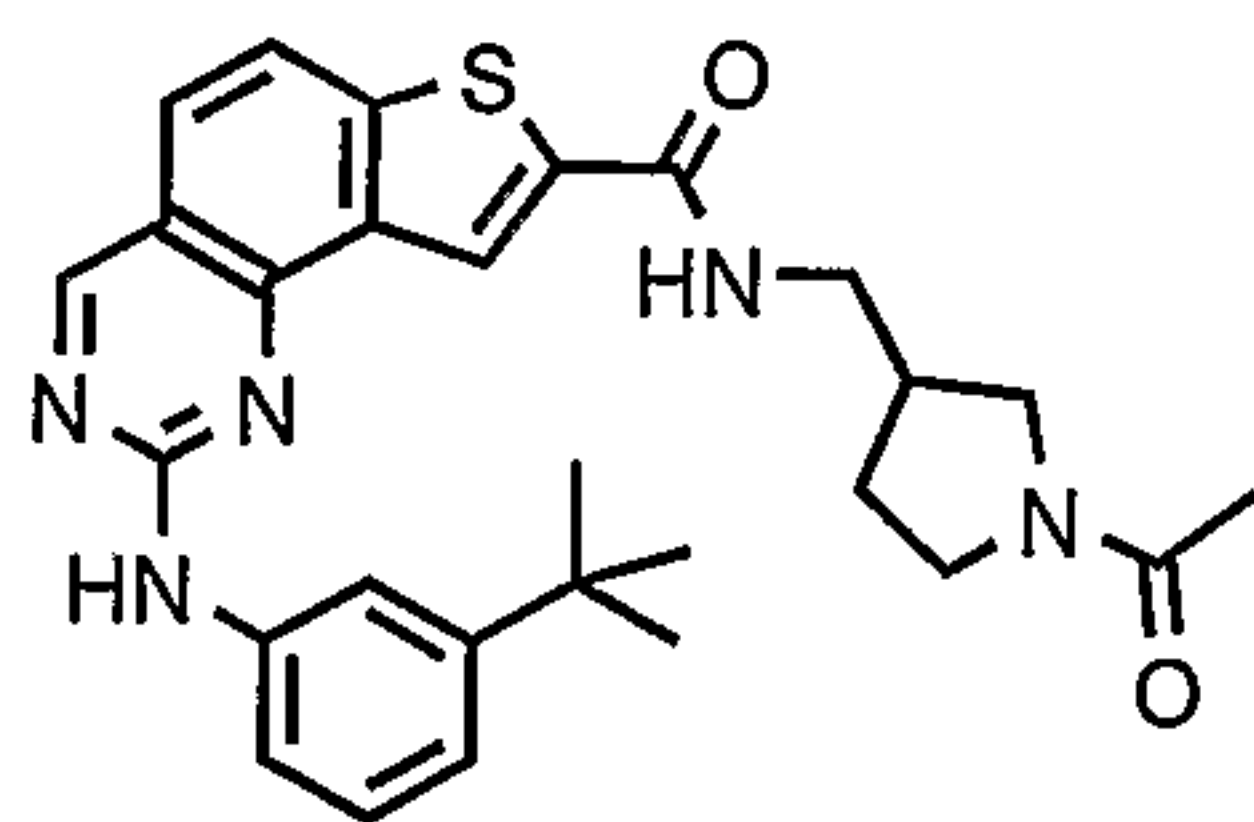
V-116



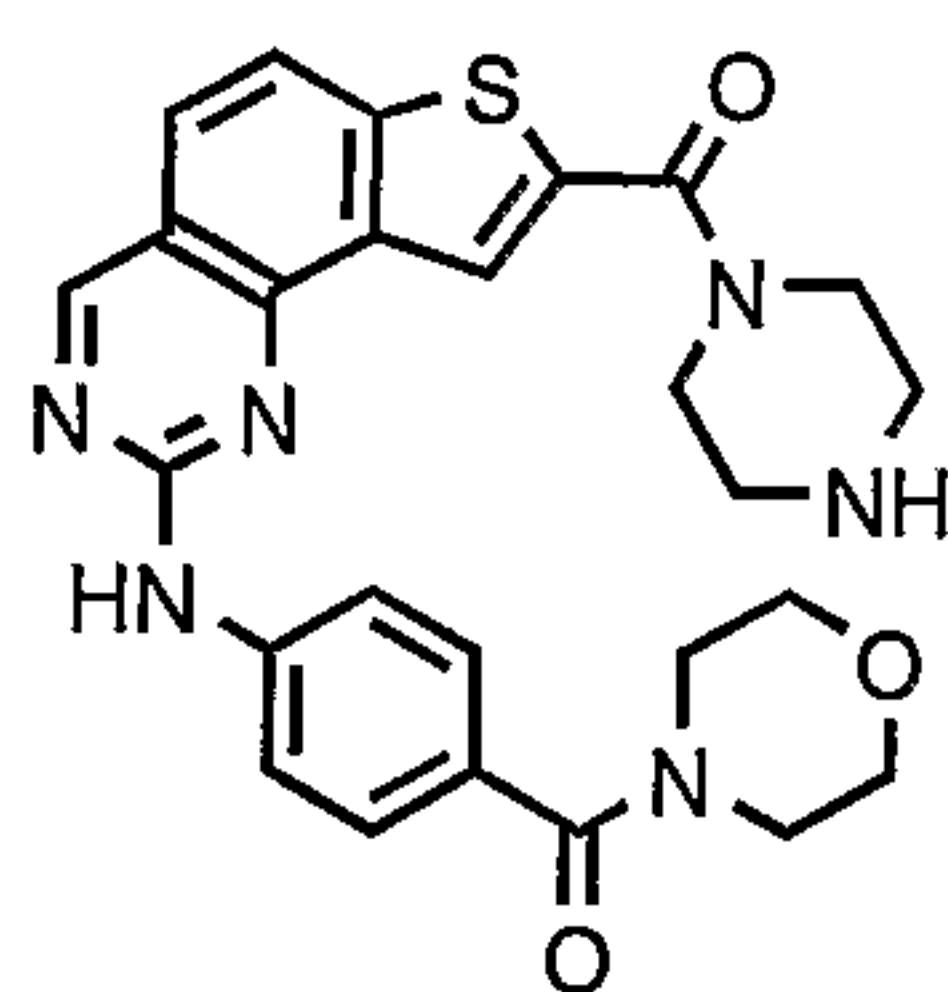
V-117



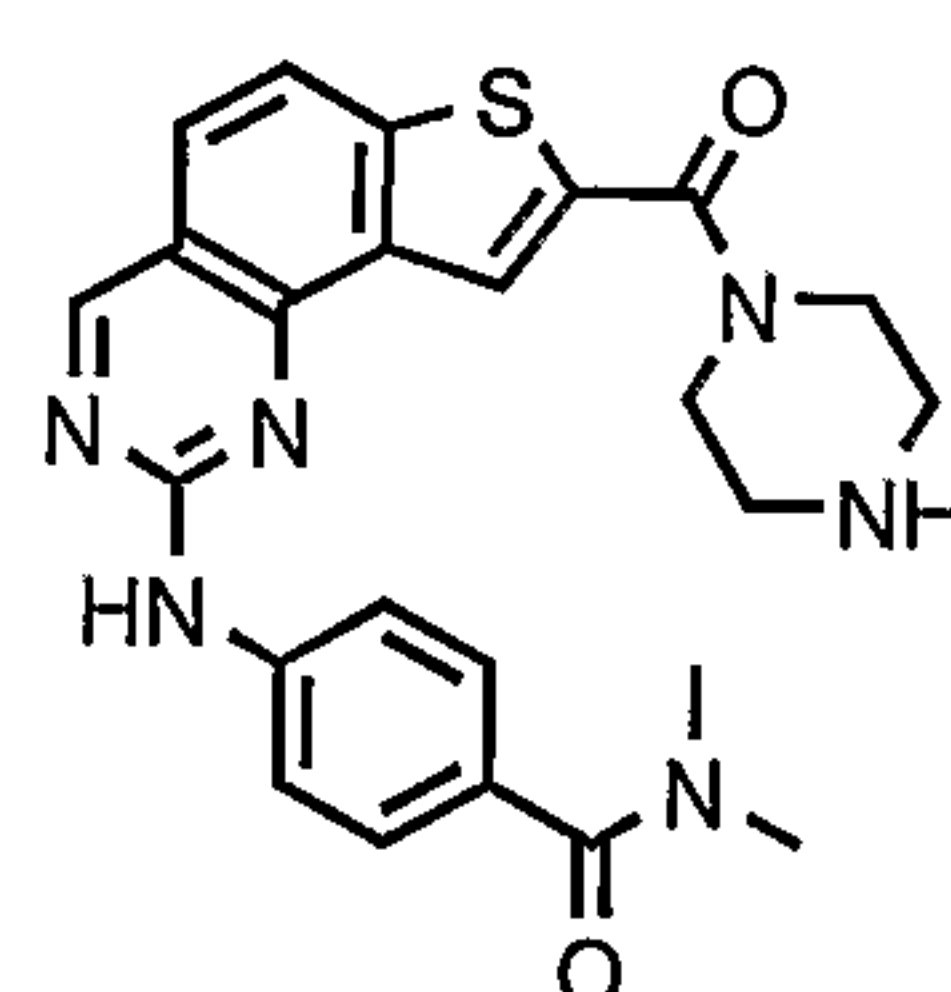
V-118



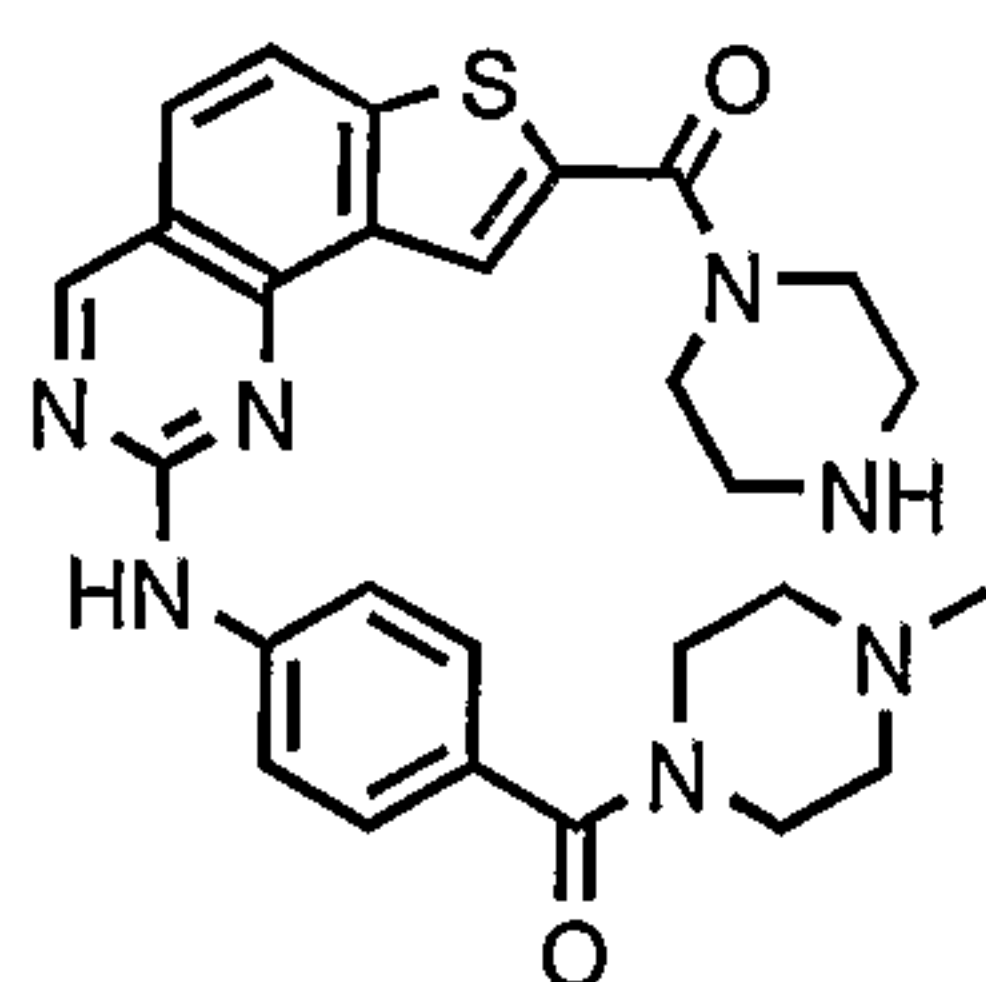
V-119



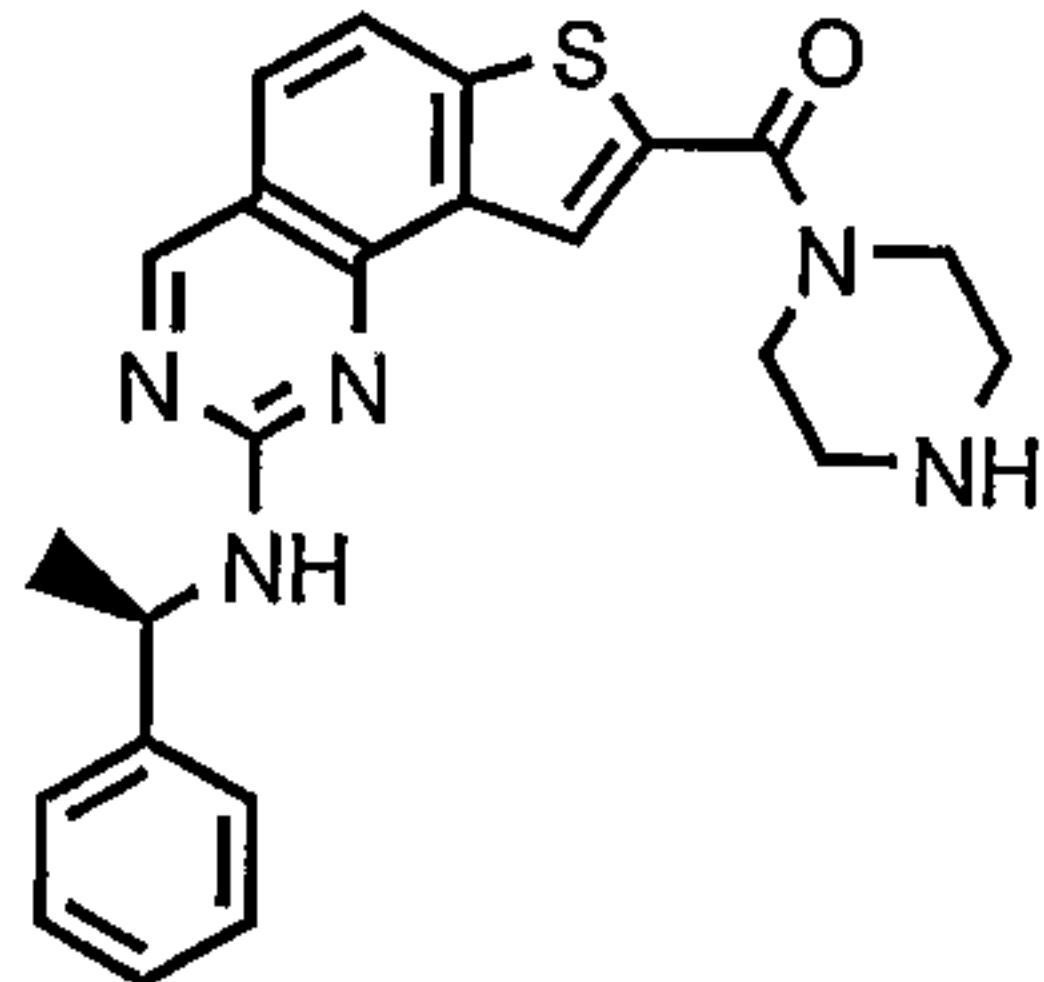
V-120



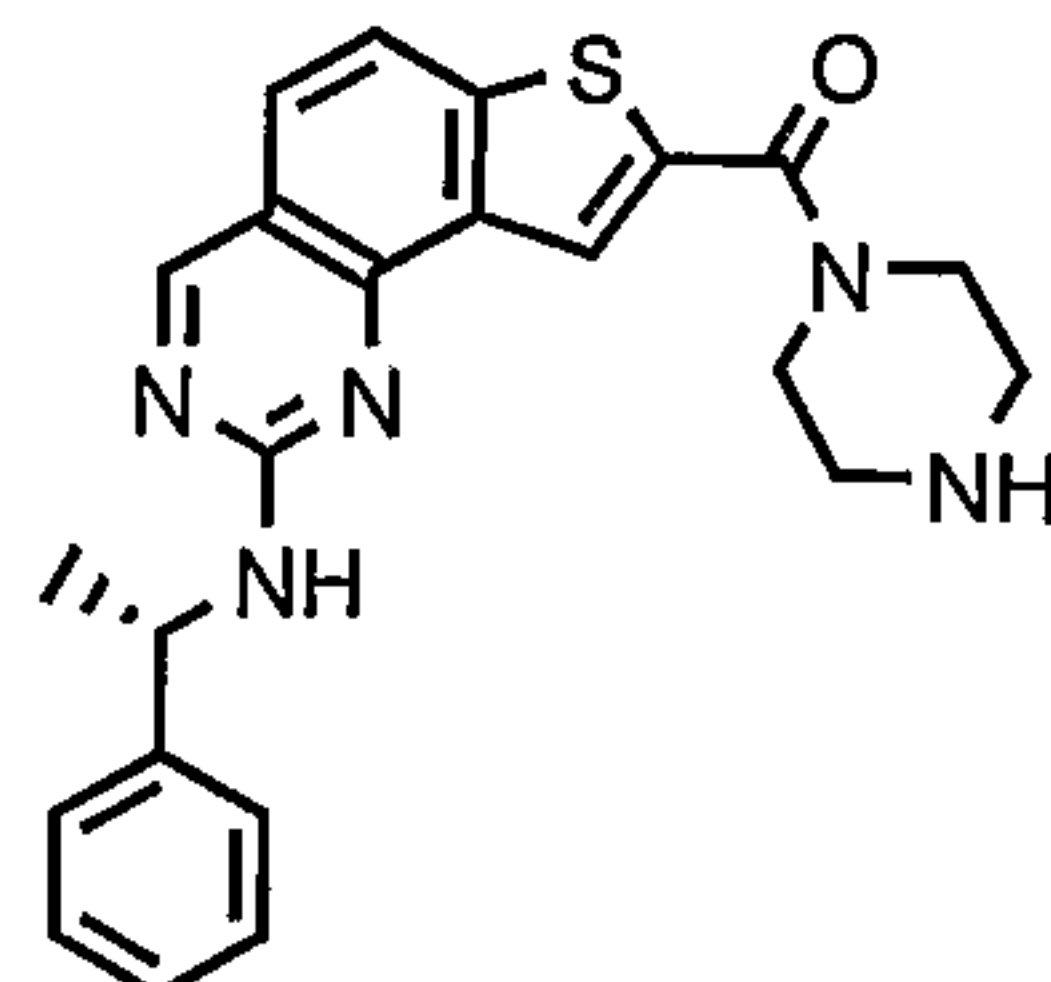
V-121



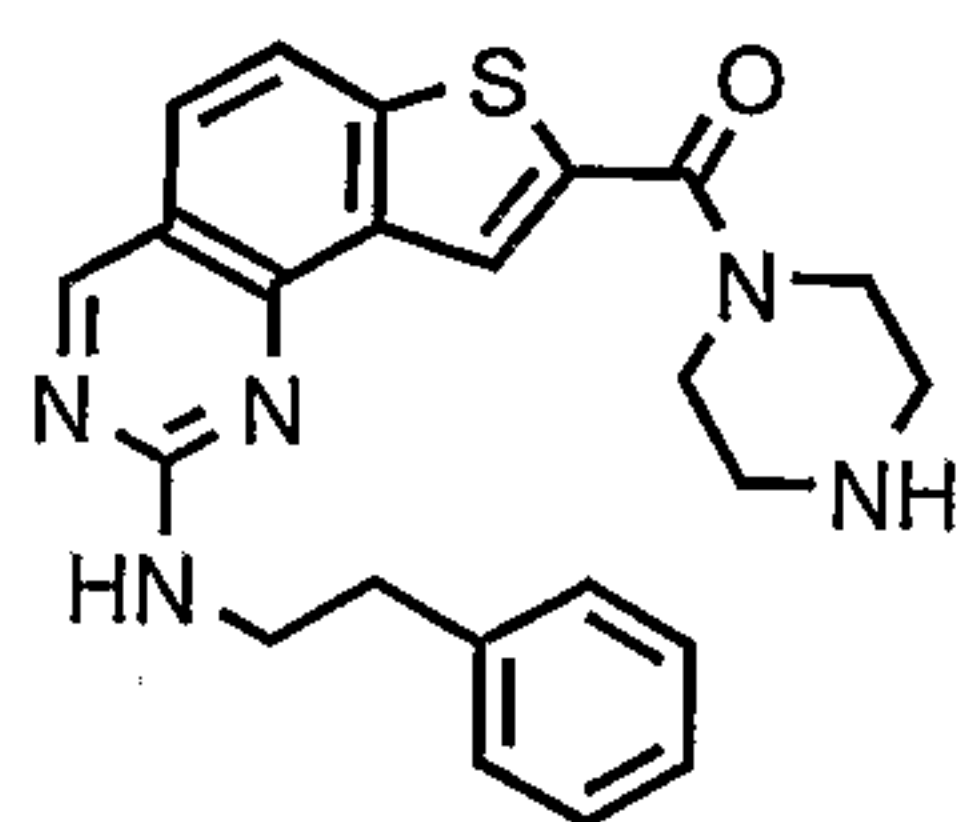
V-122



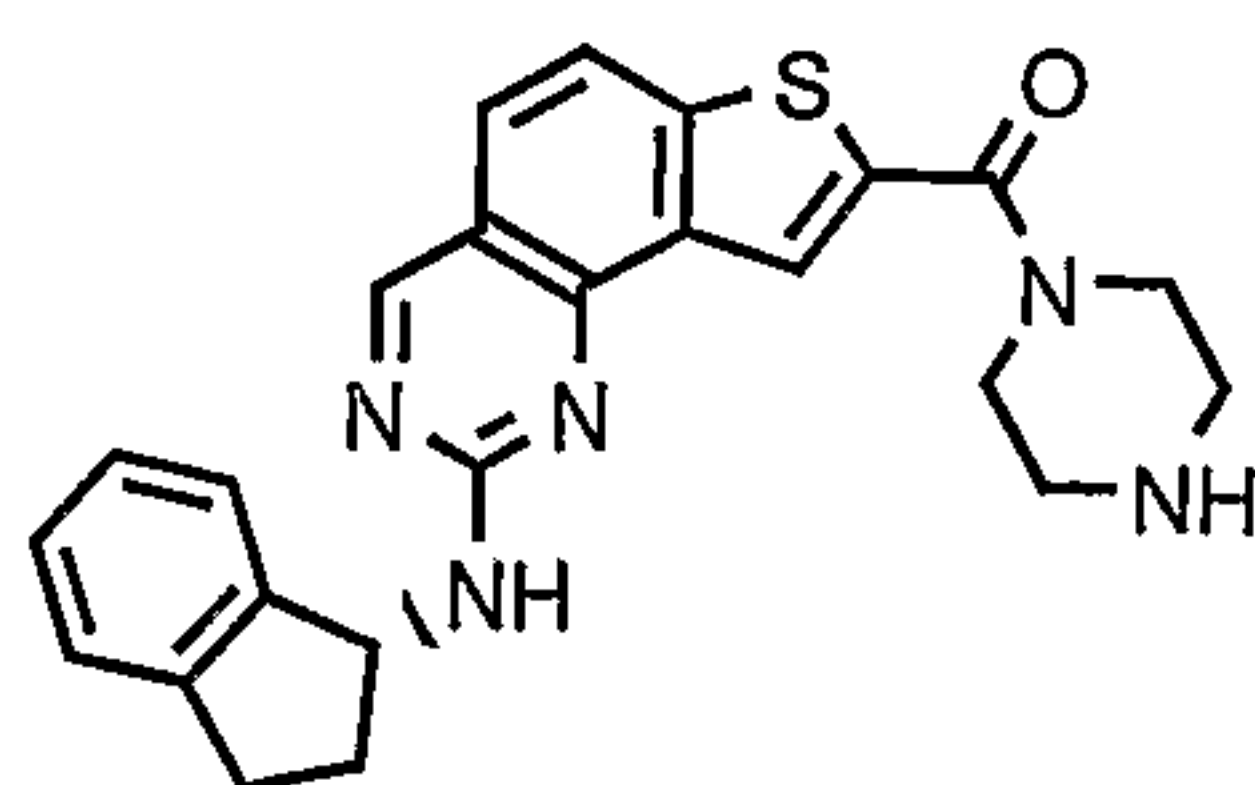
V-123



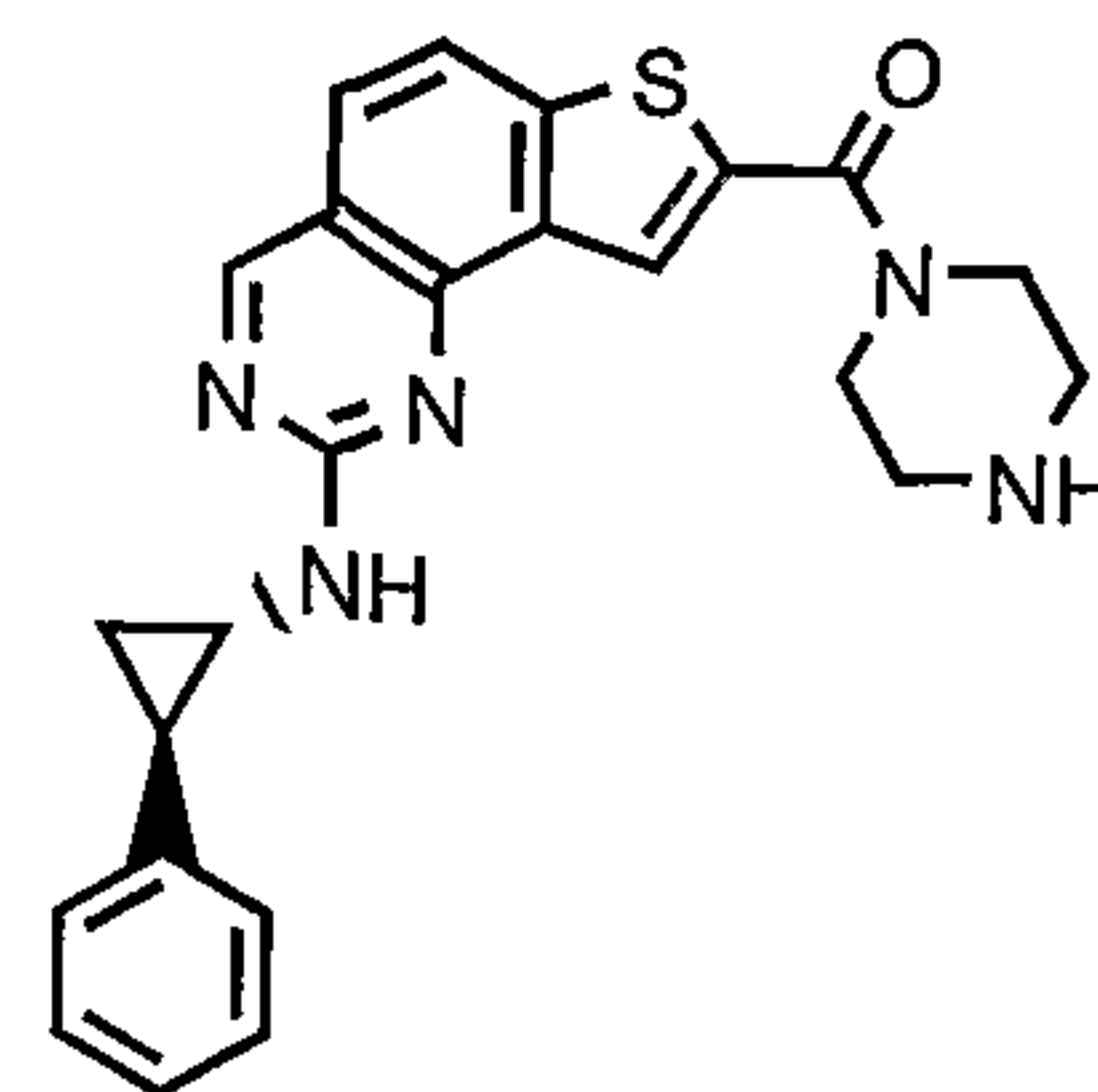
V-124



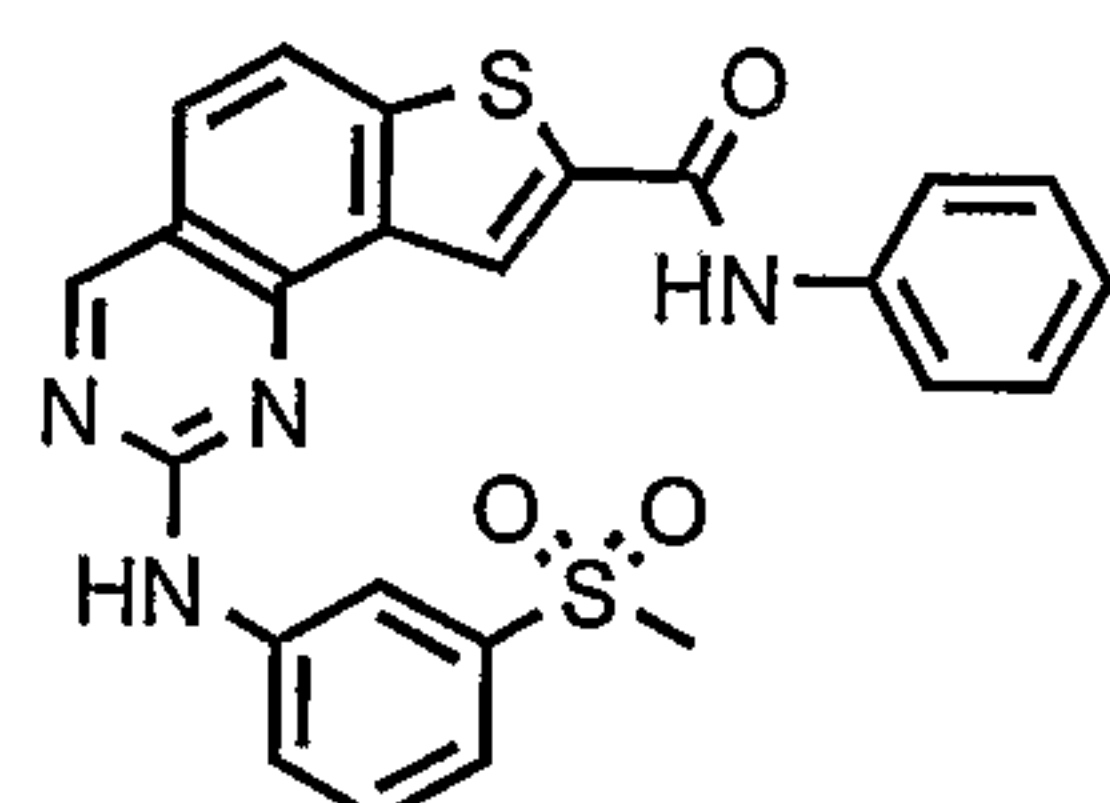
V-125



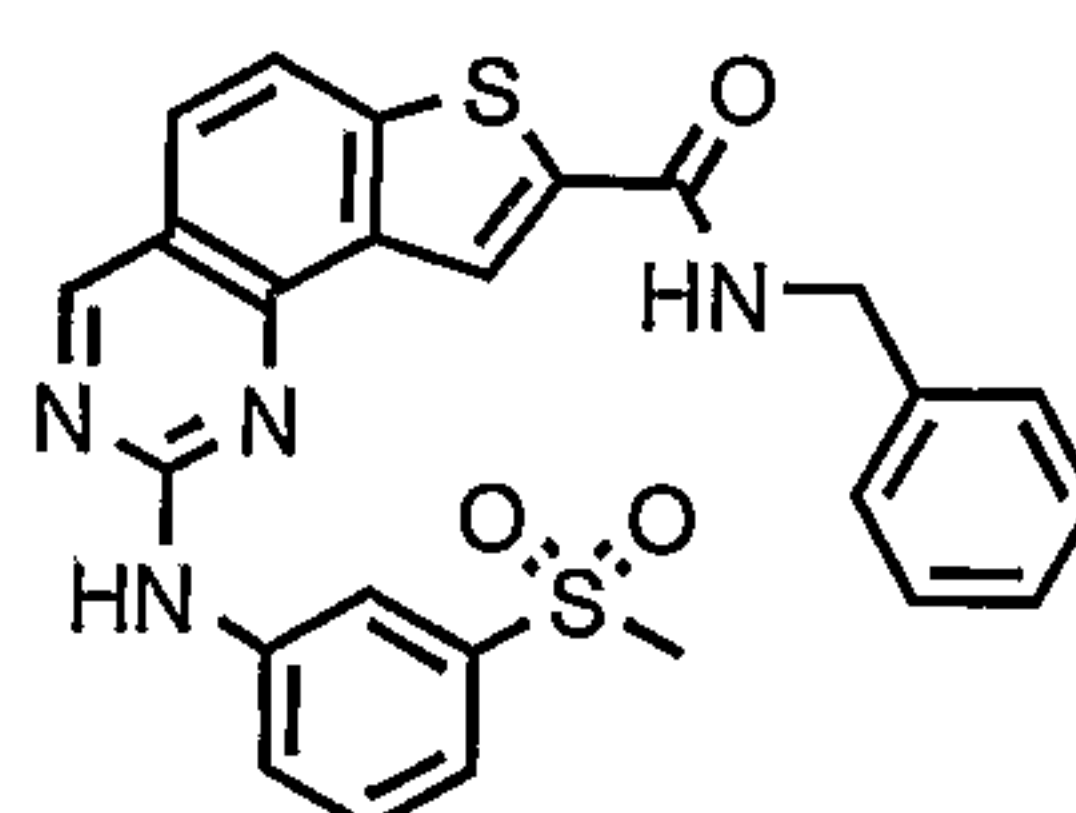
V-126



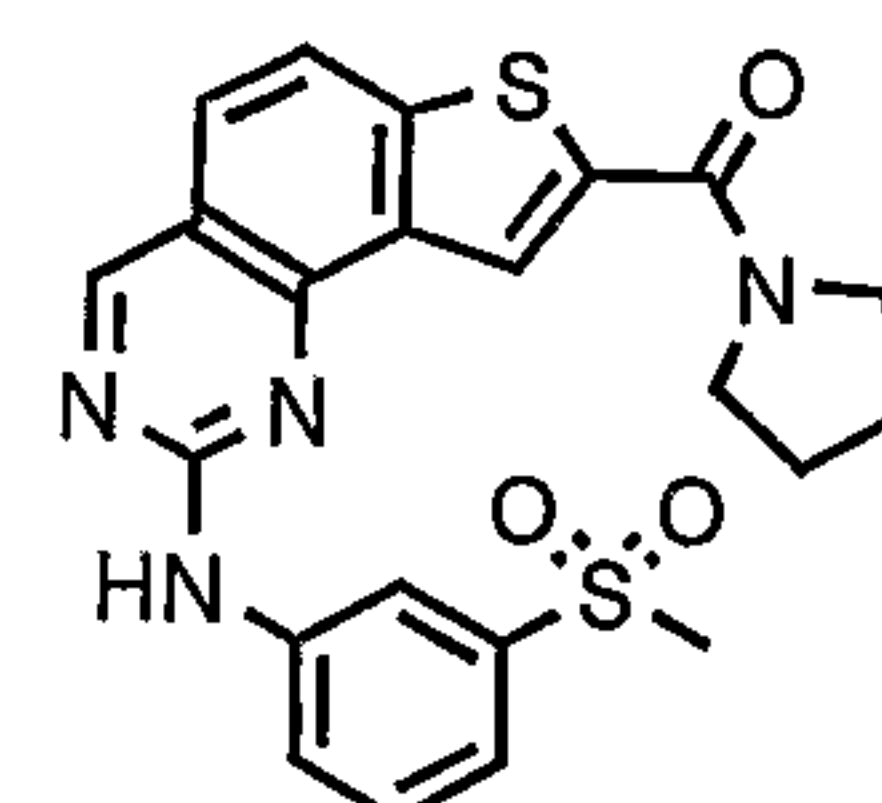
V-127



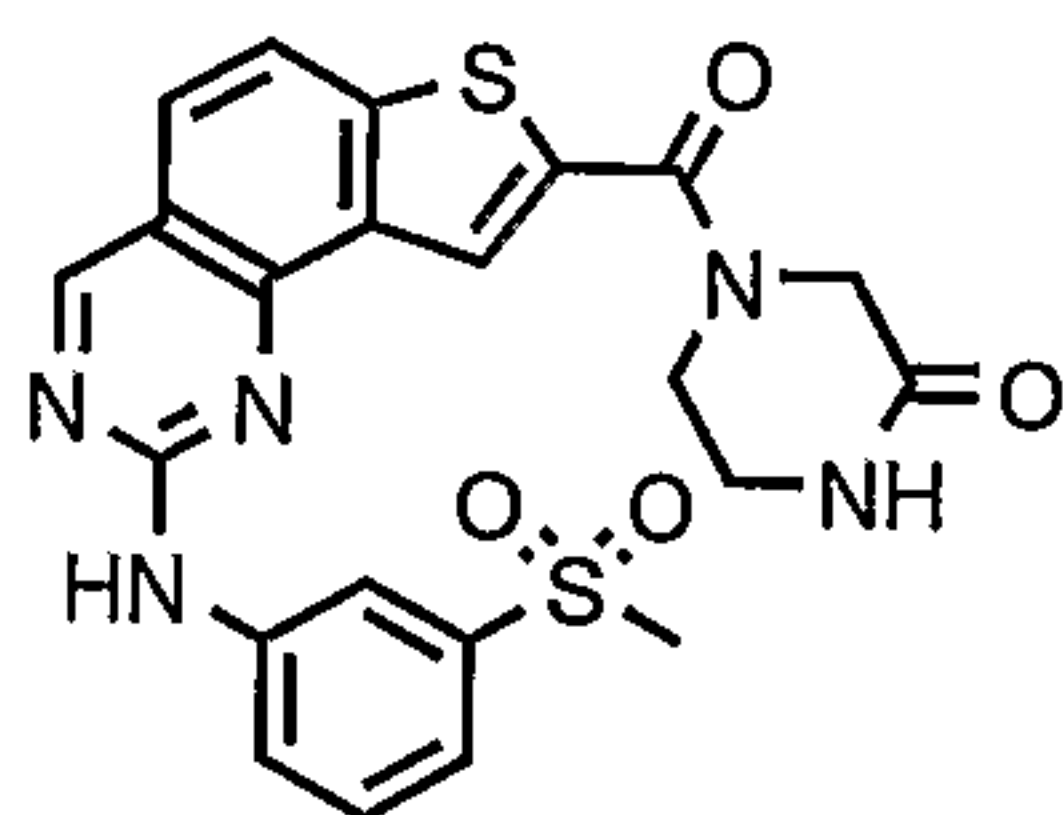
V-128



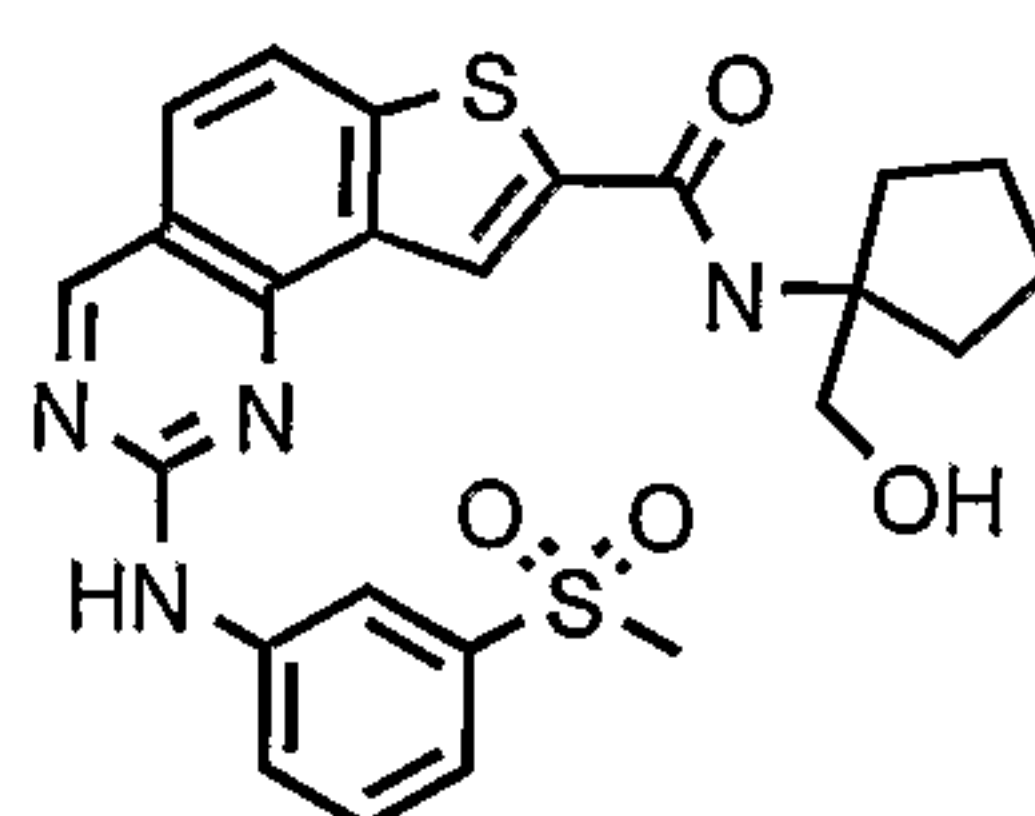
V-129



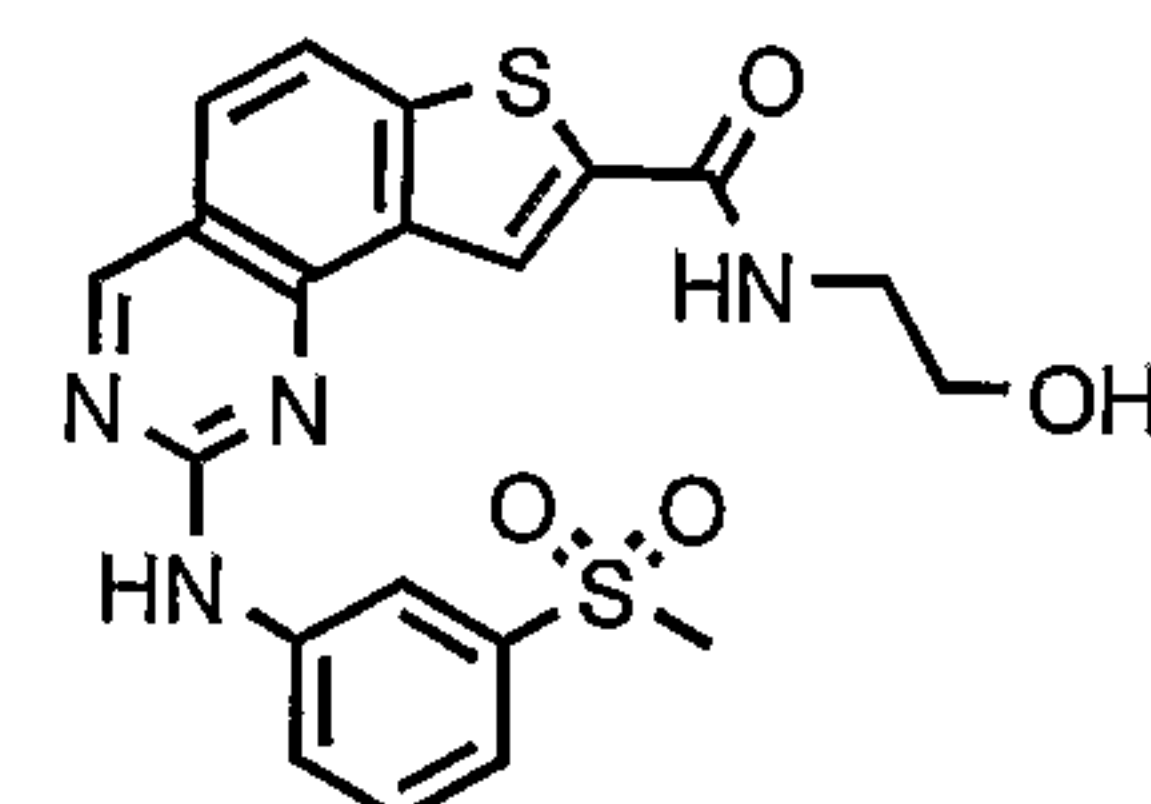
V-130



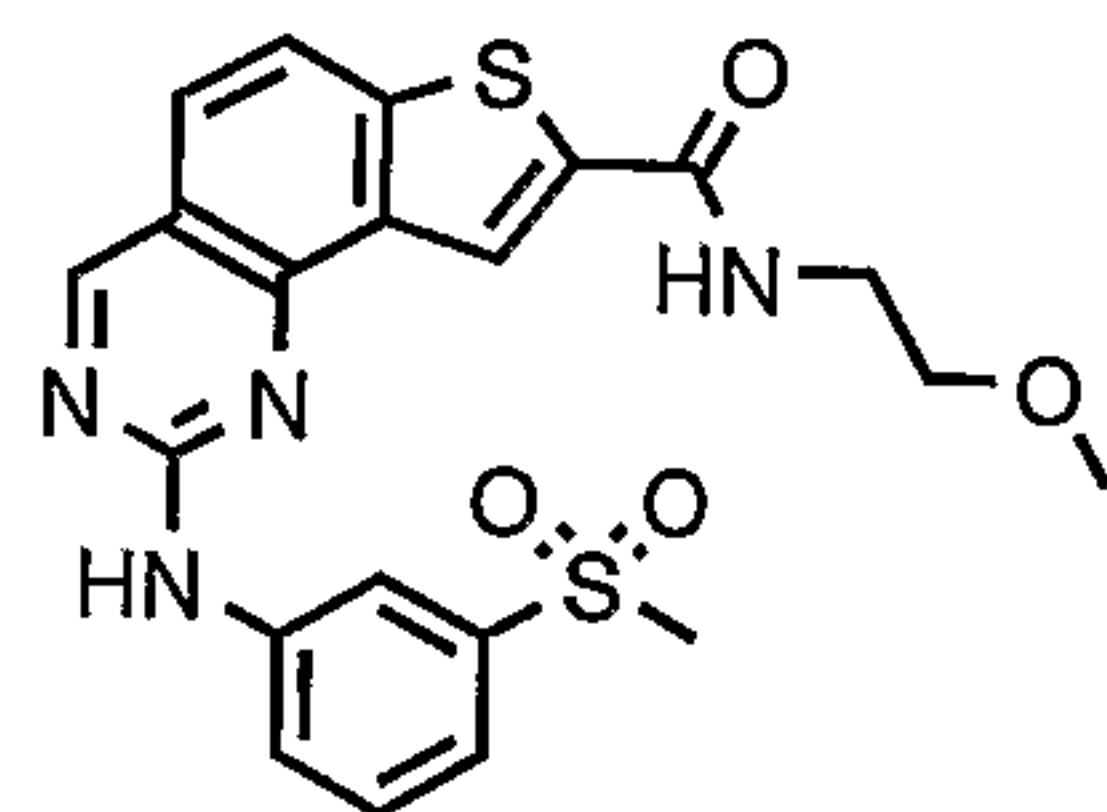
V-131



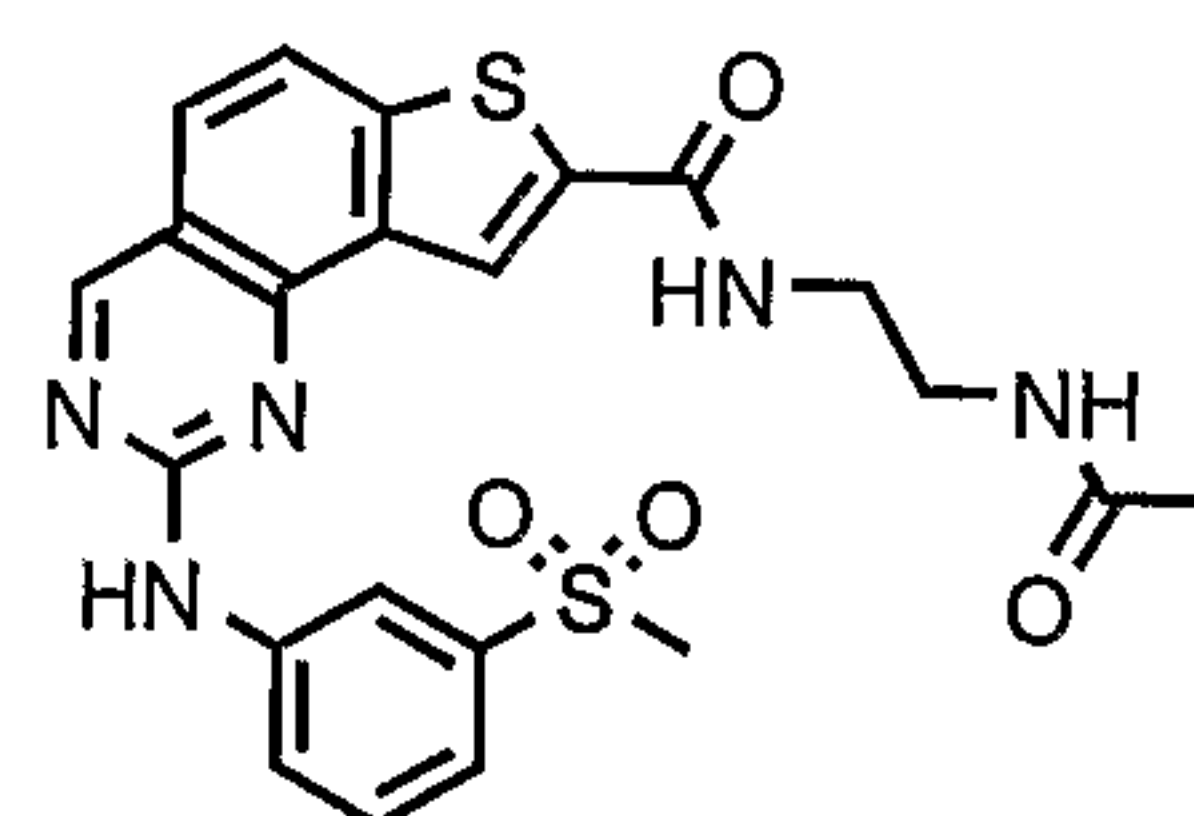
V-132



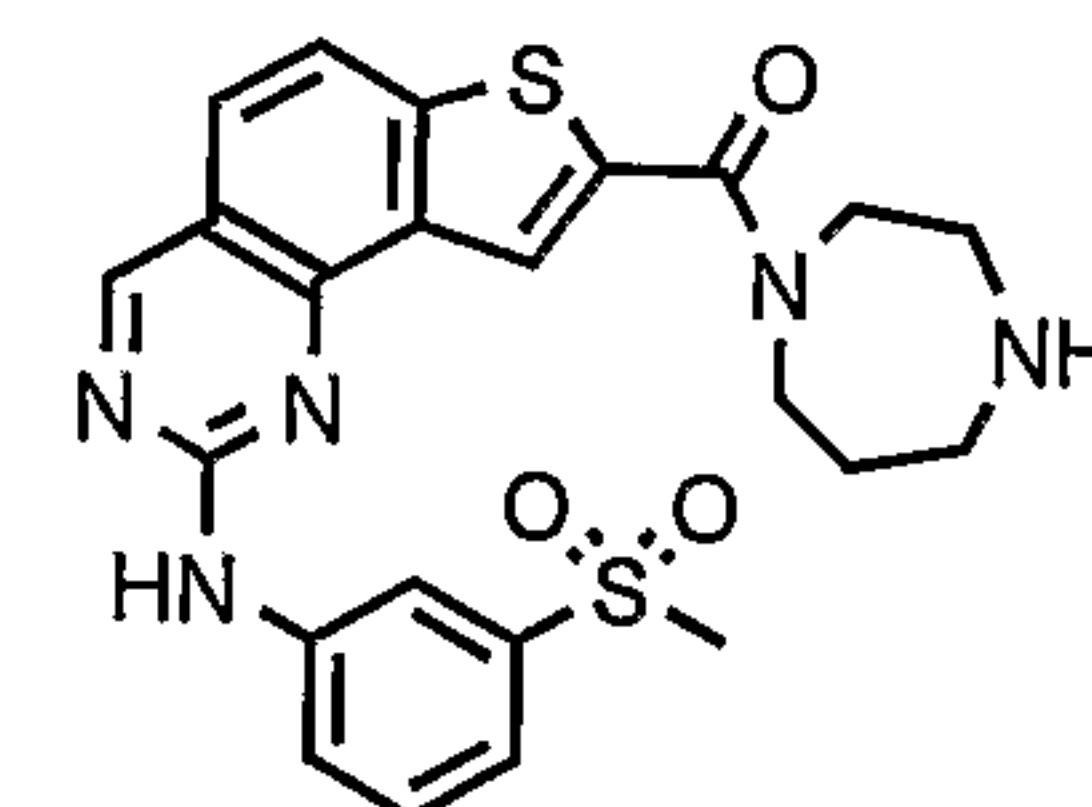
V-133



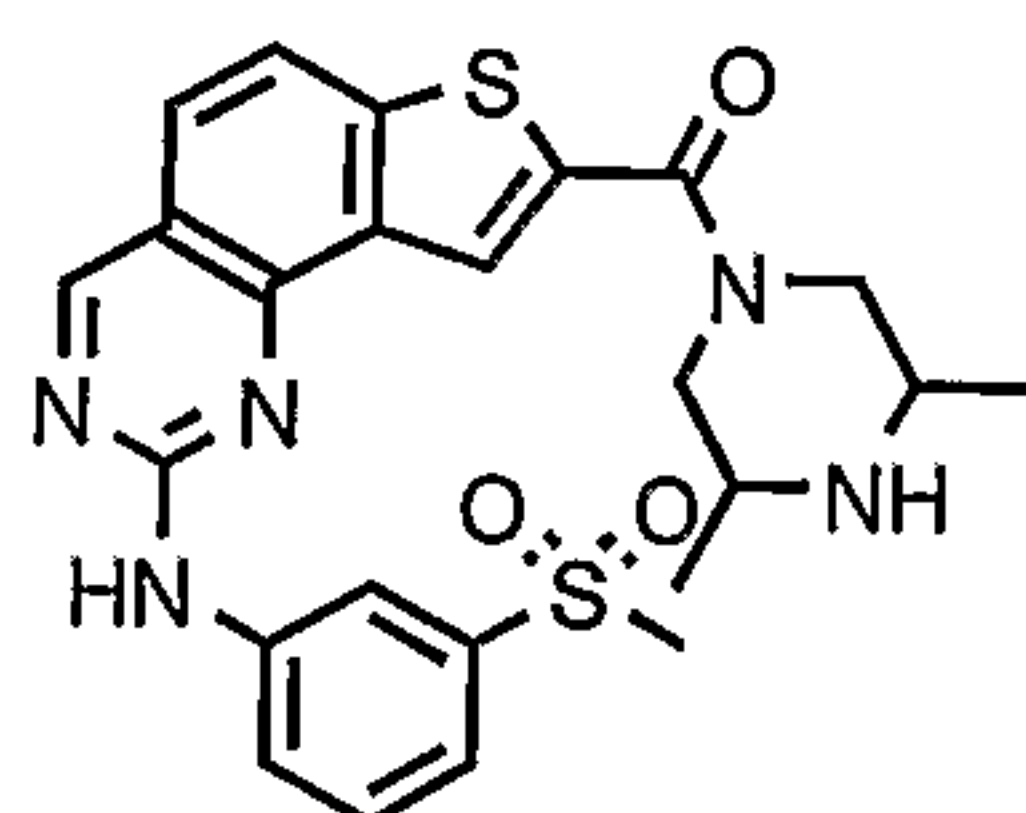
V-134



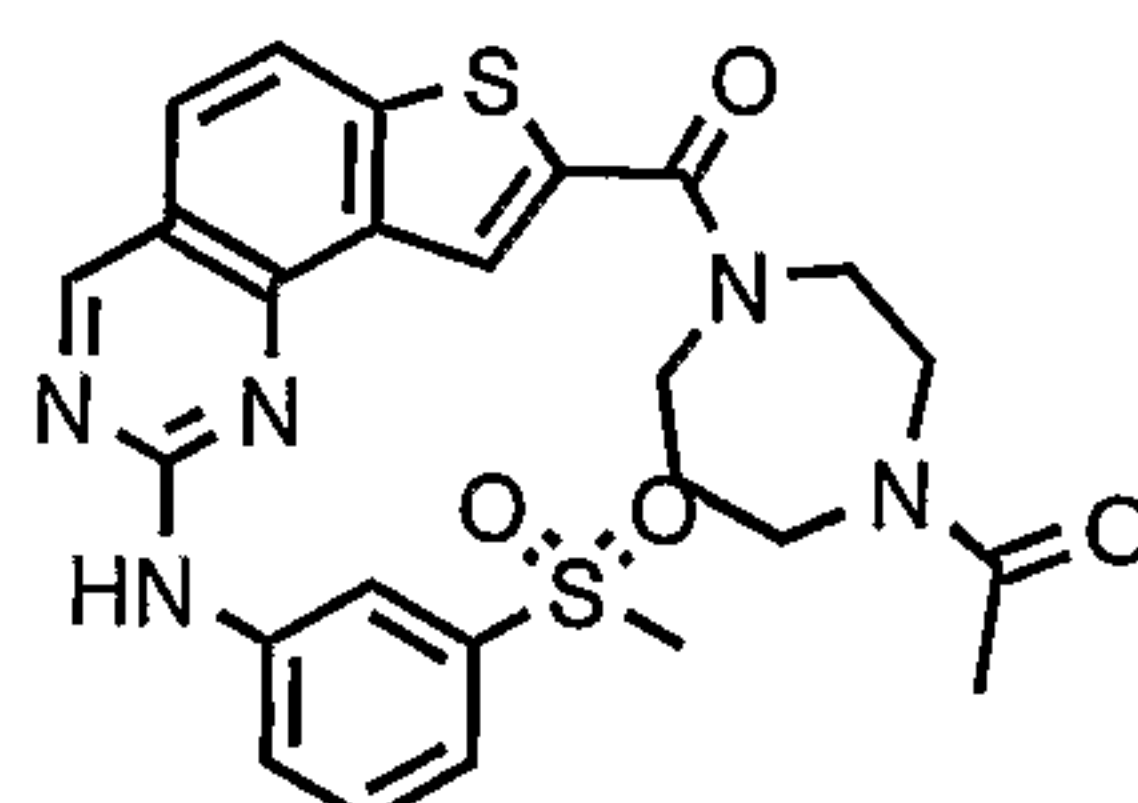
V-135



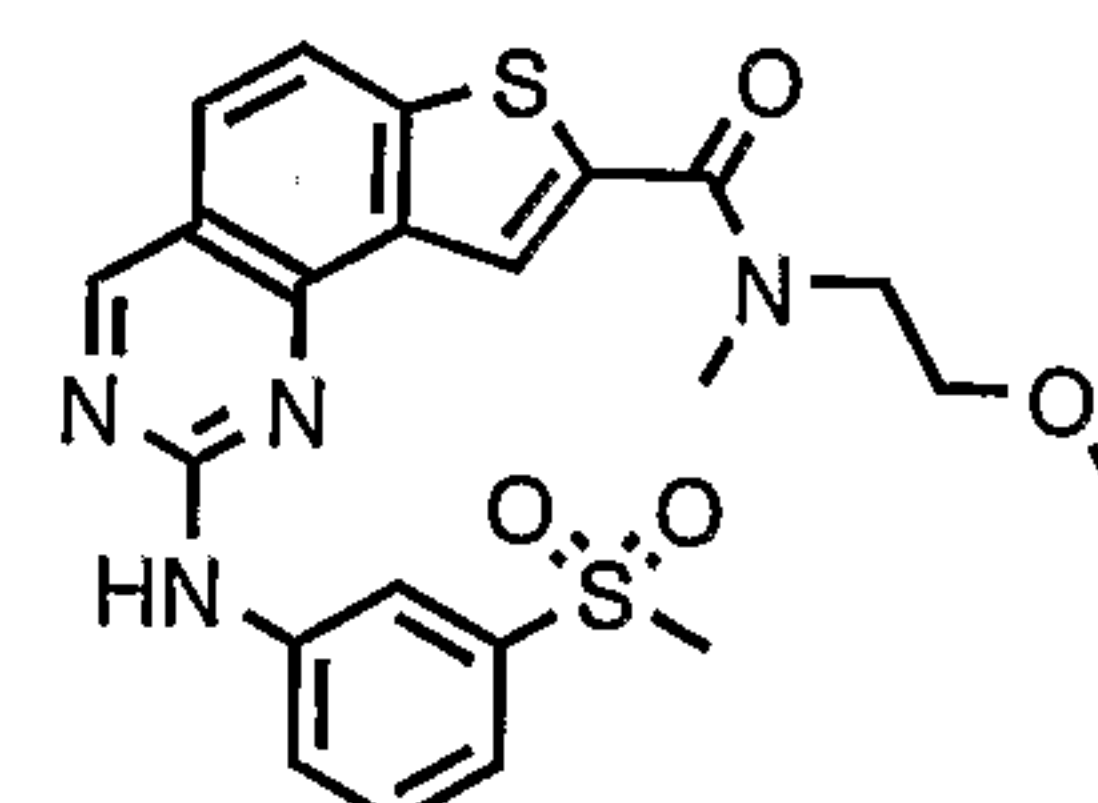
V-136



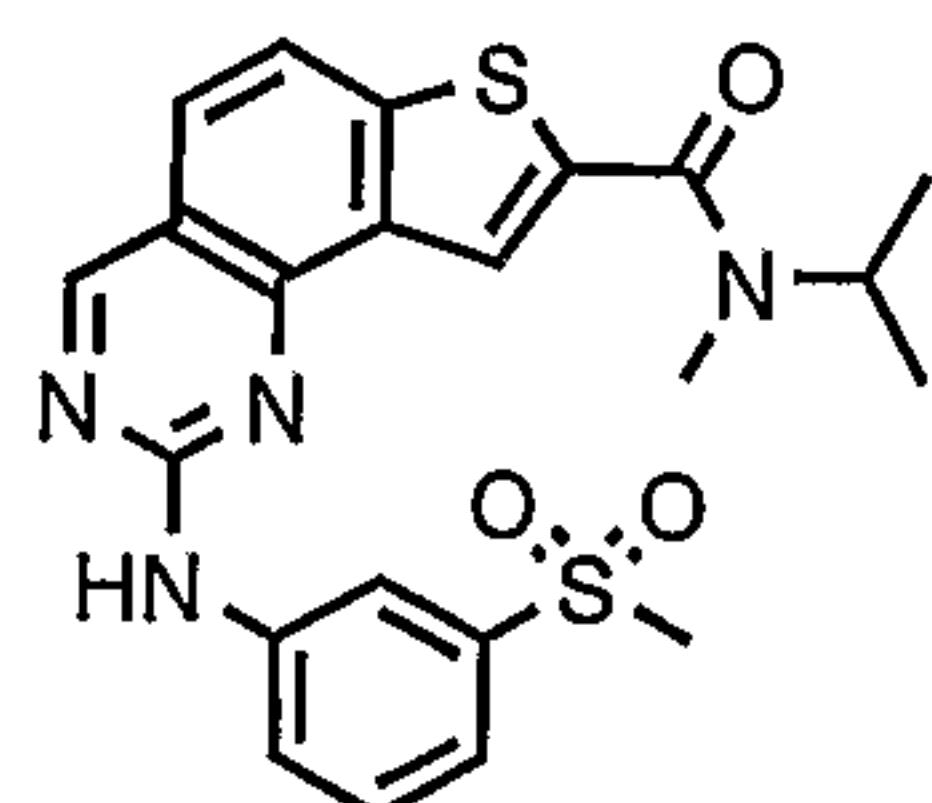
V-137



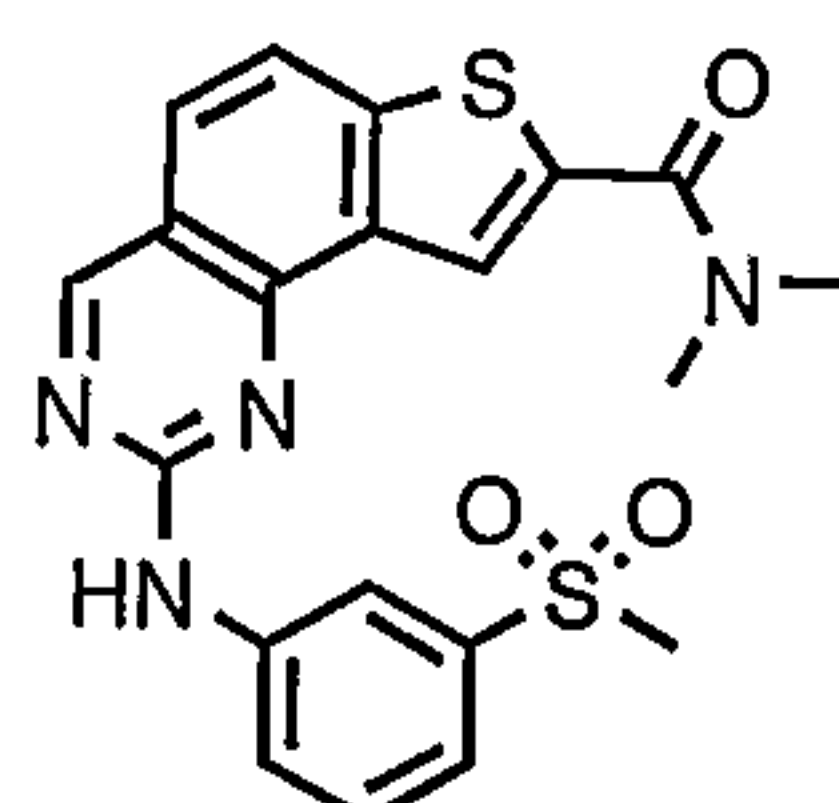
V-138



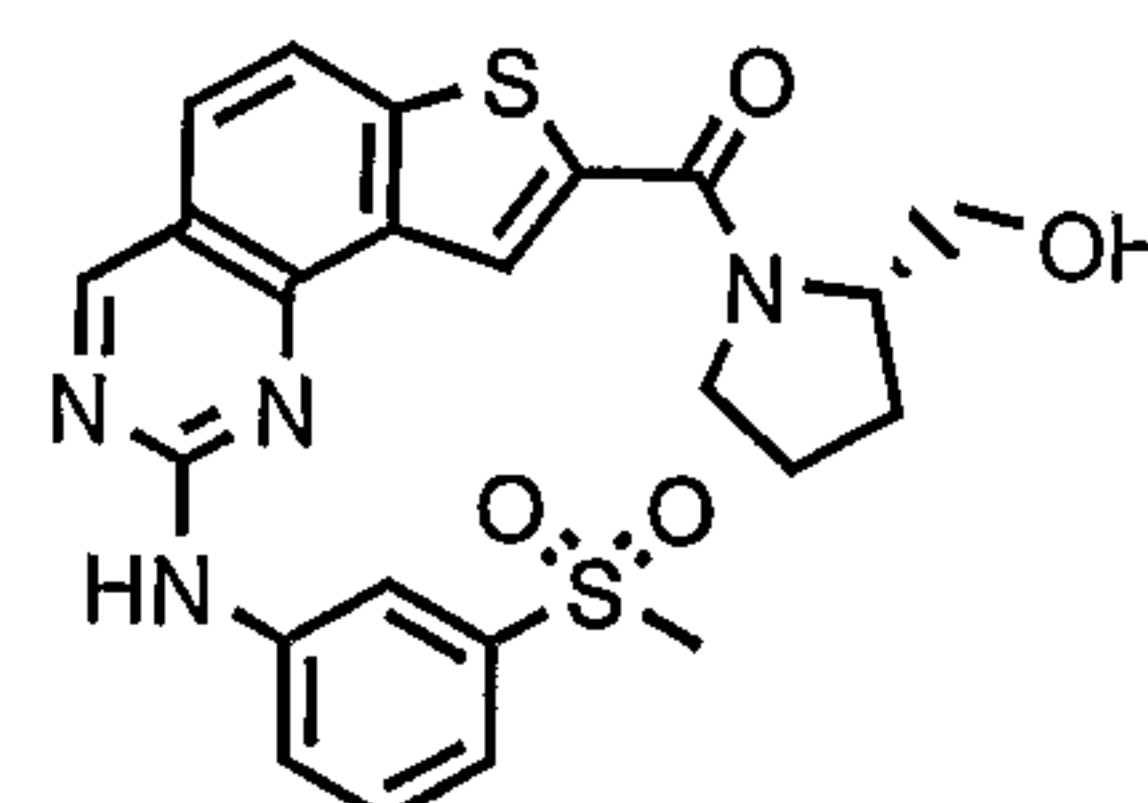
V-139



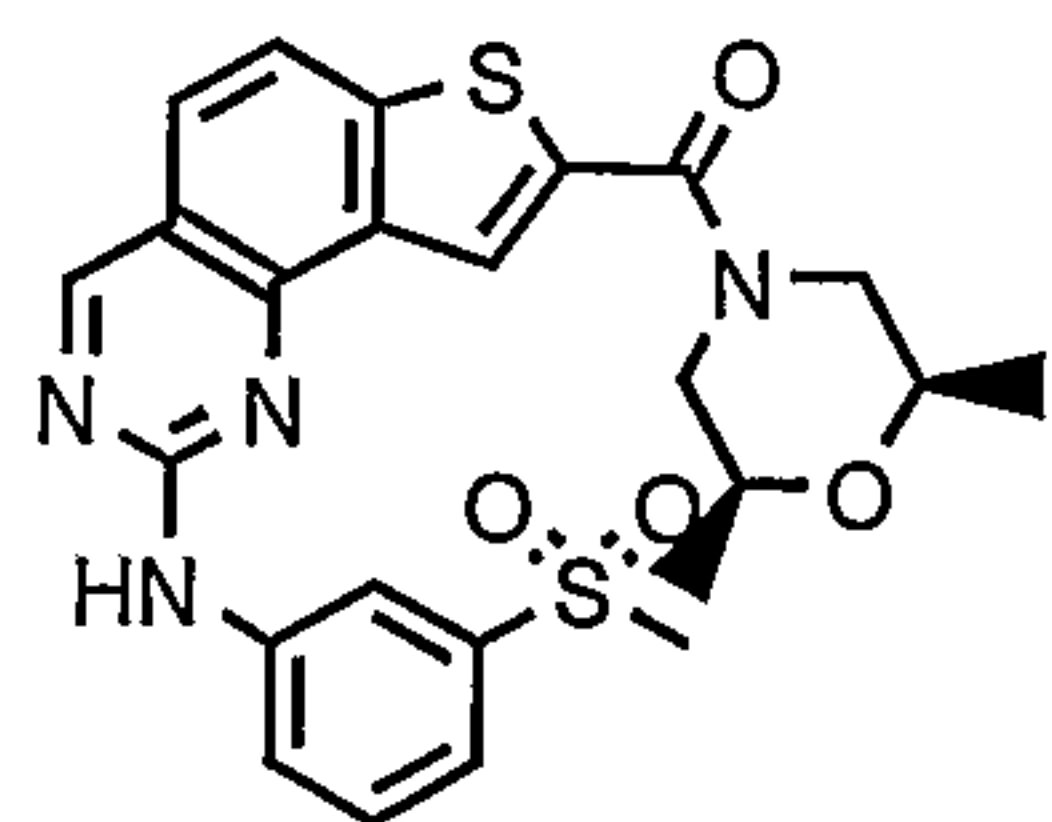
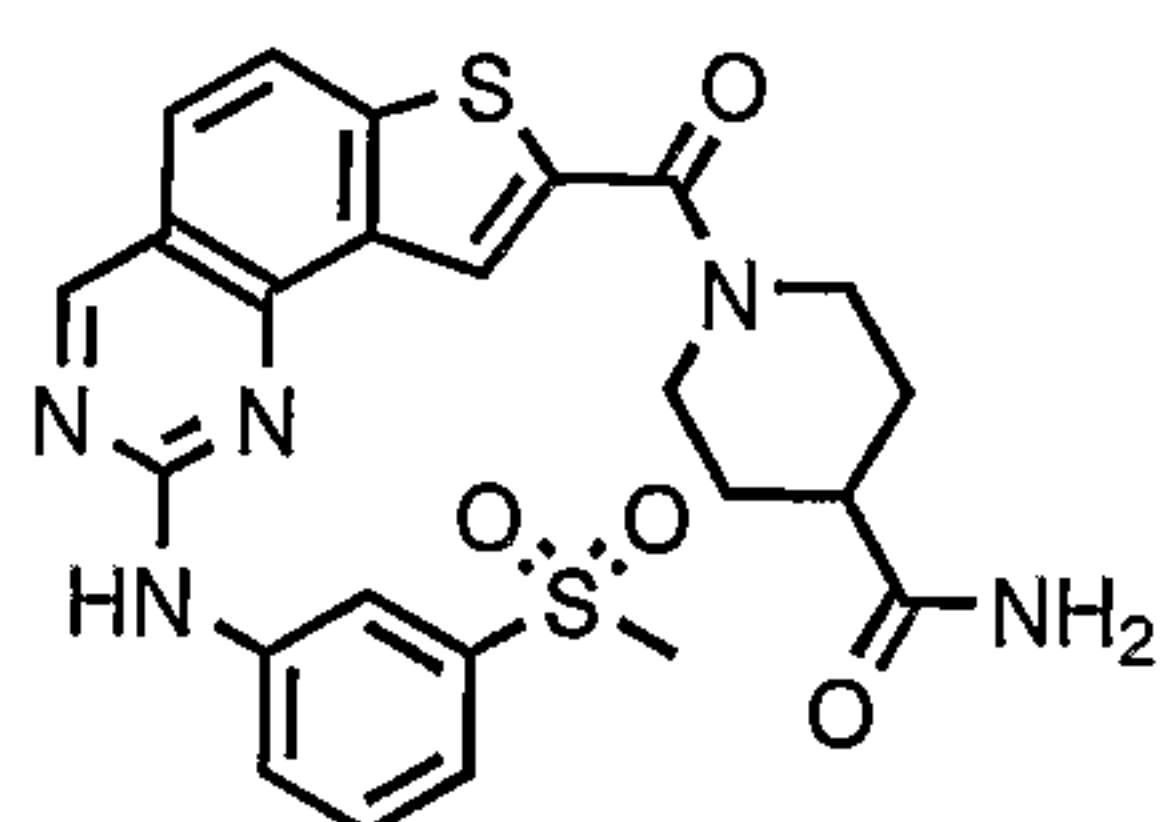
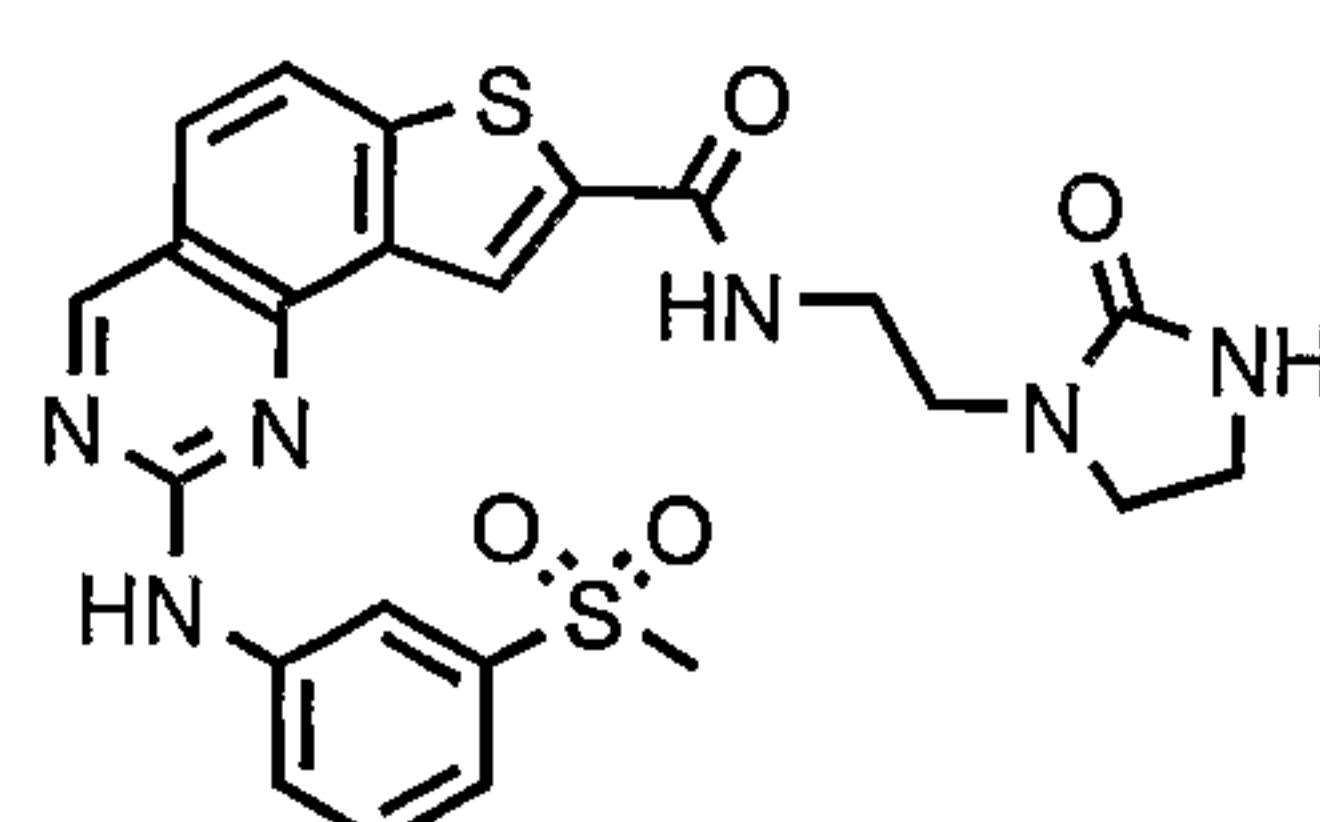
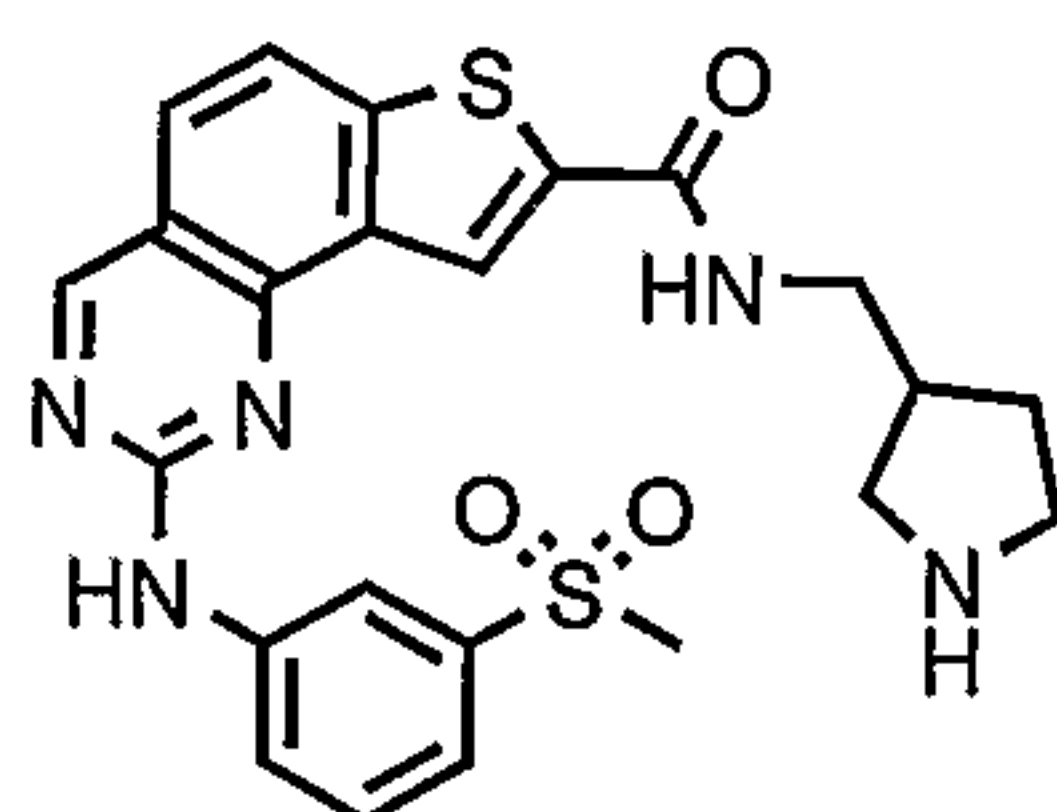
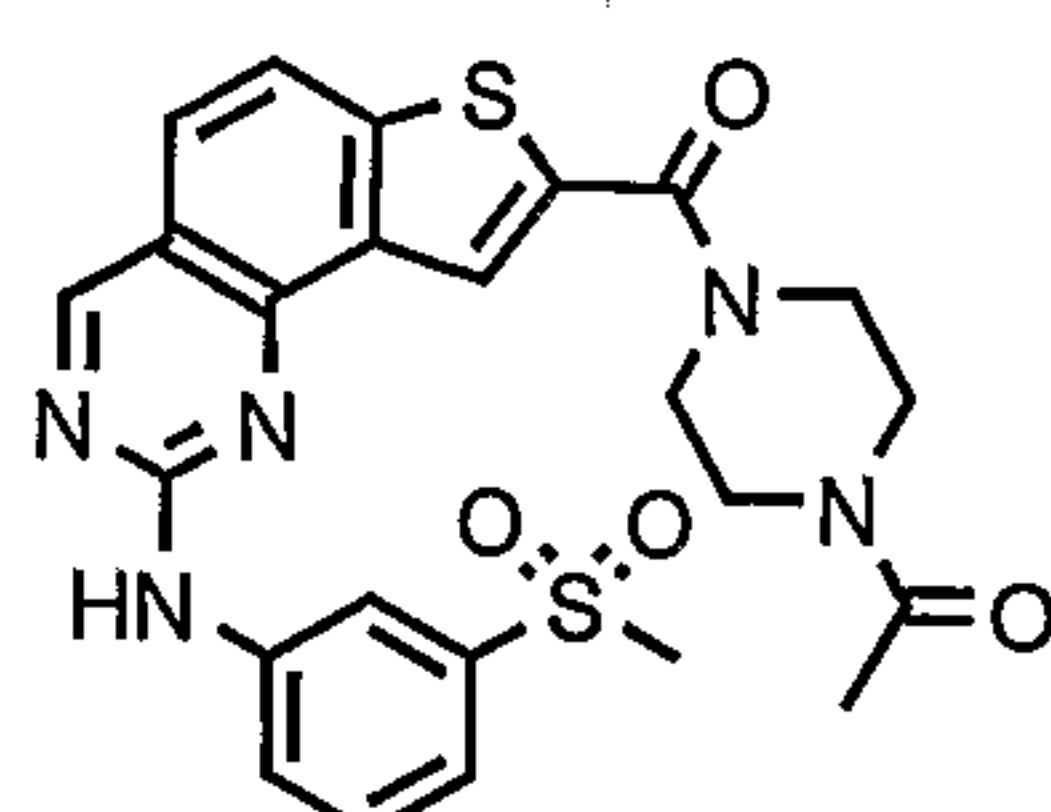
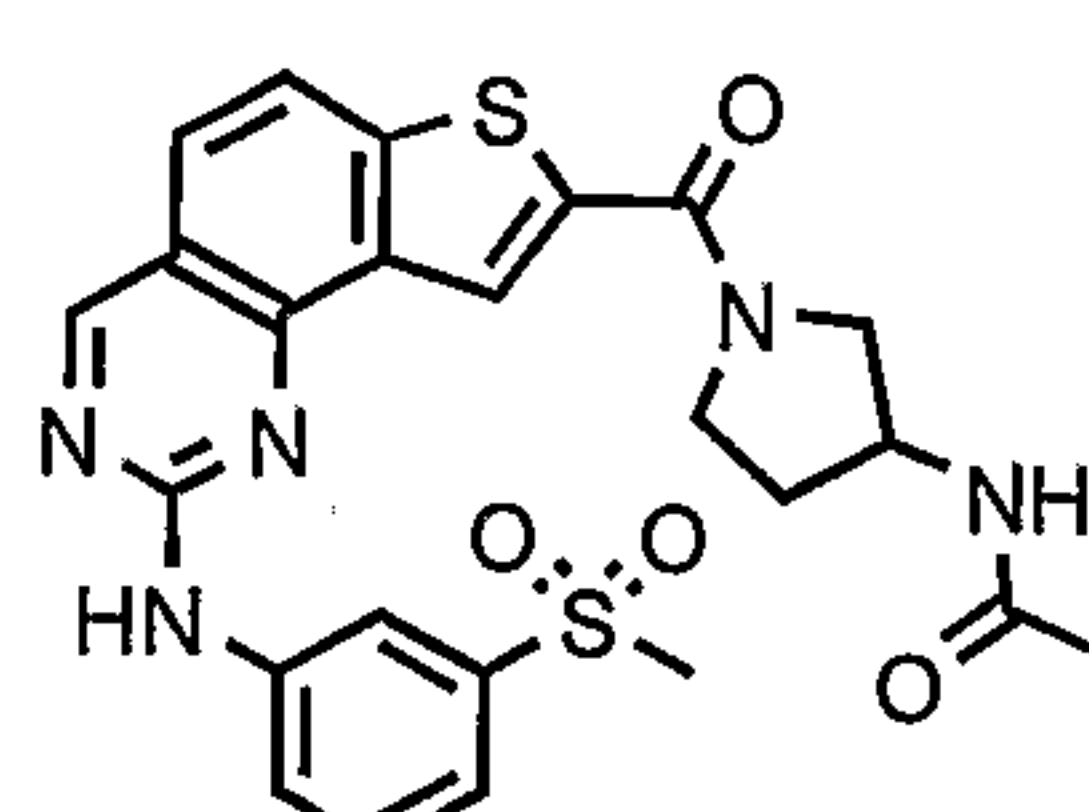
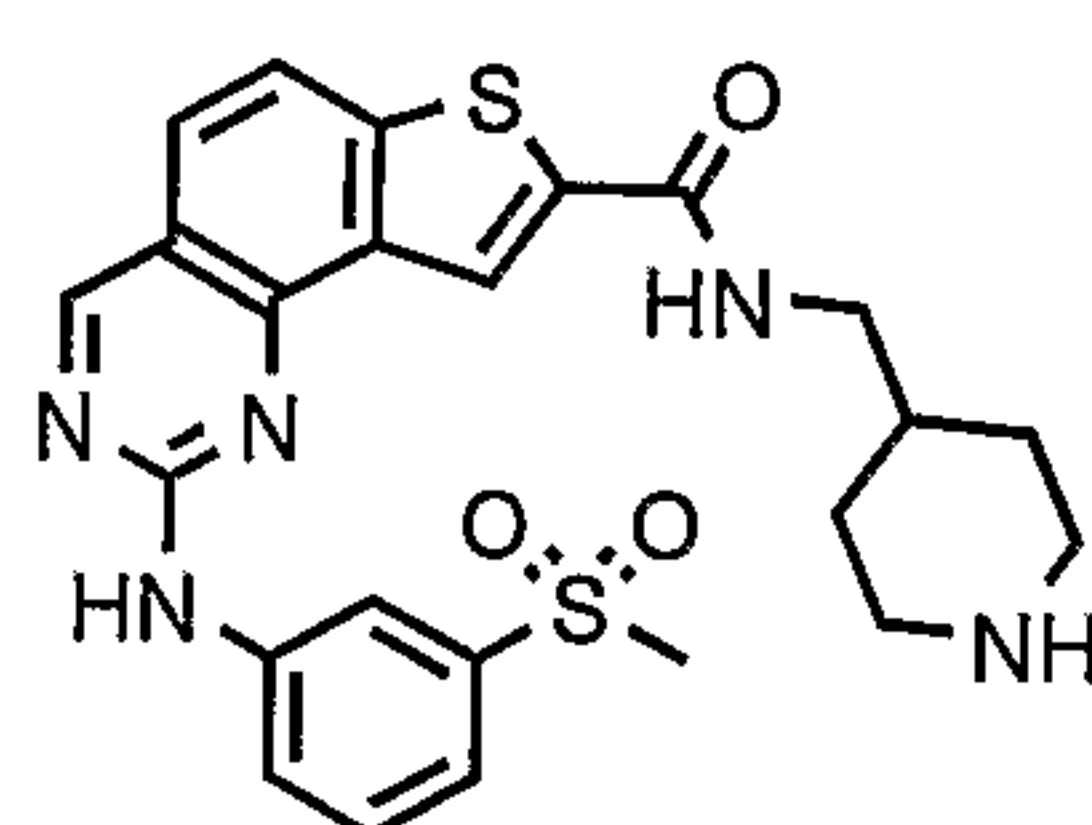
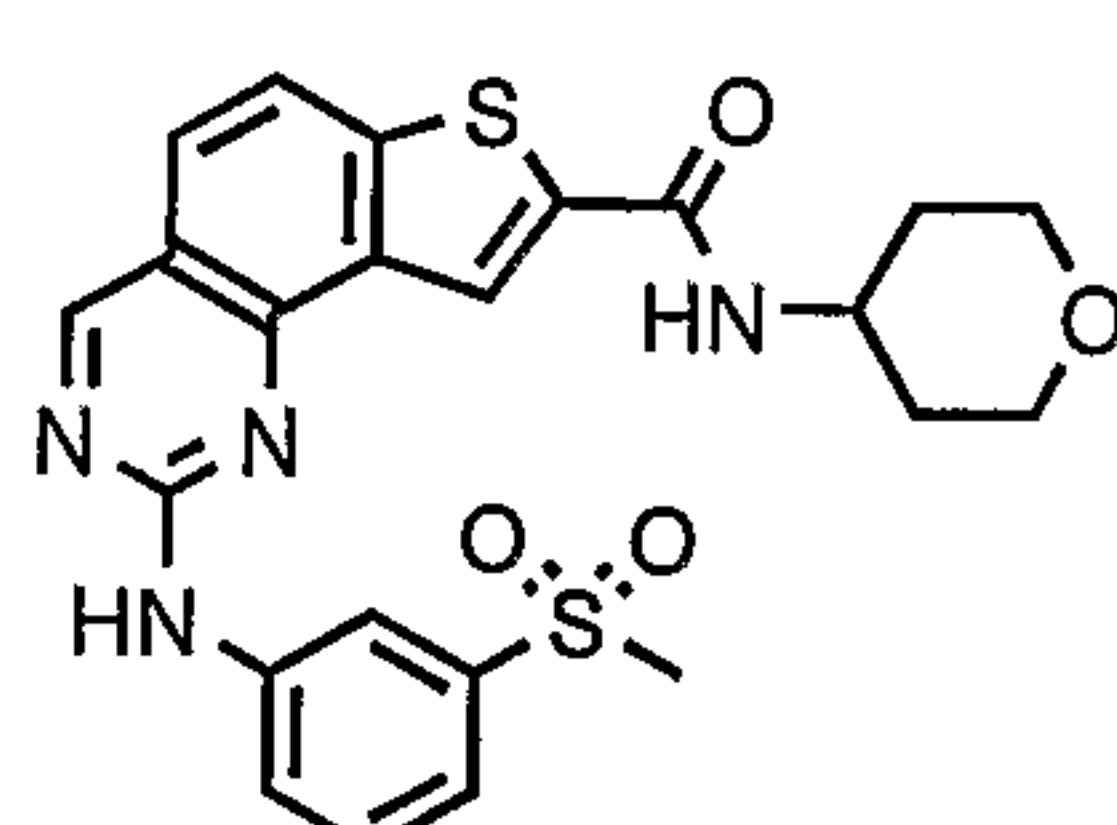
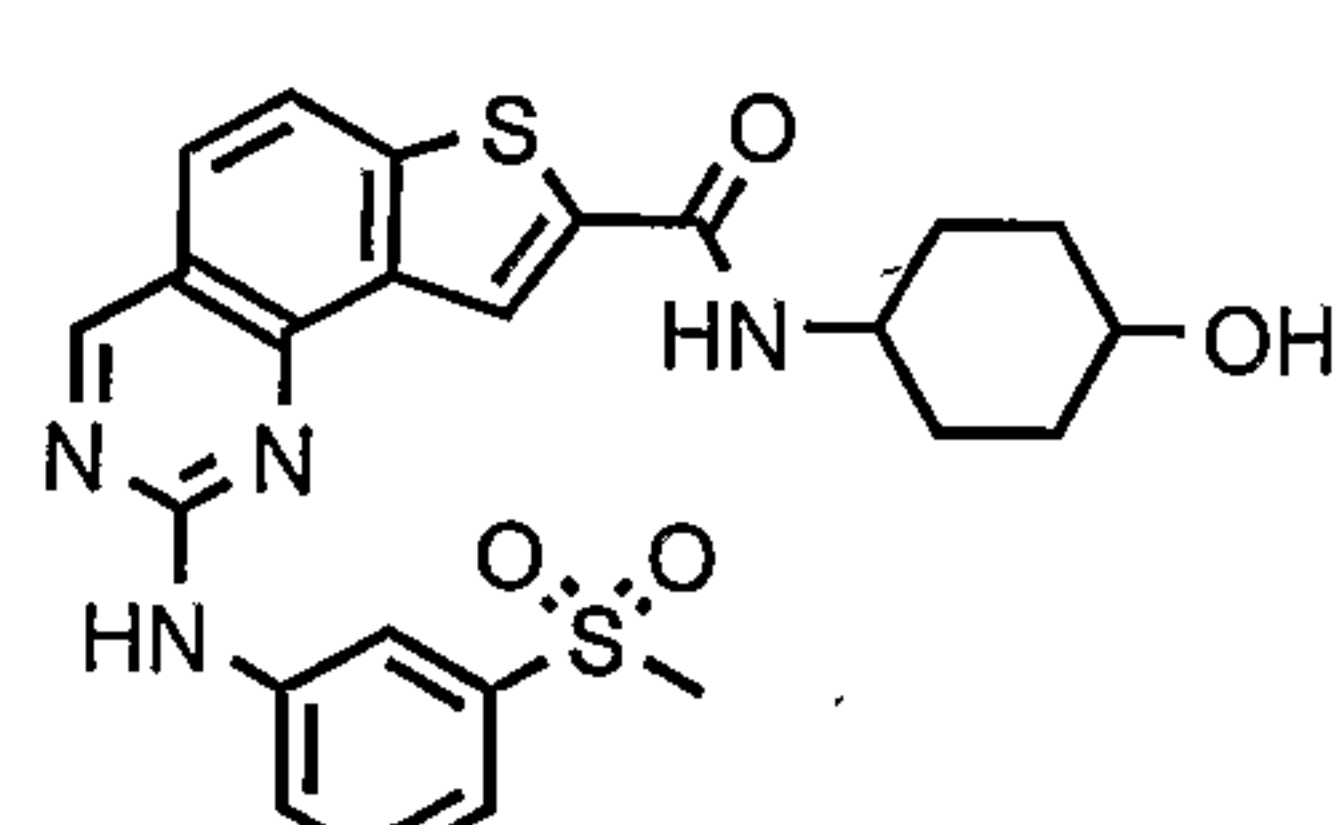
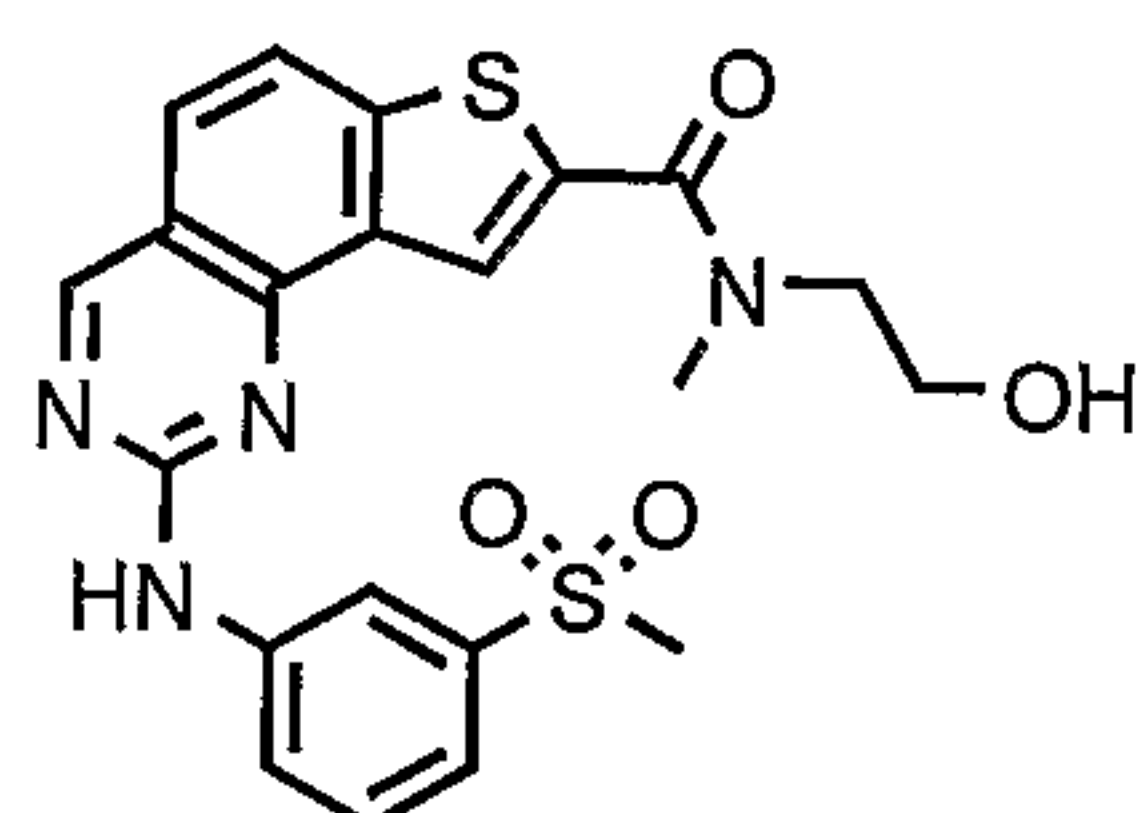
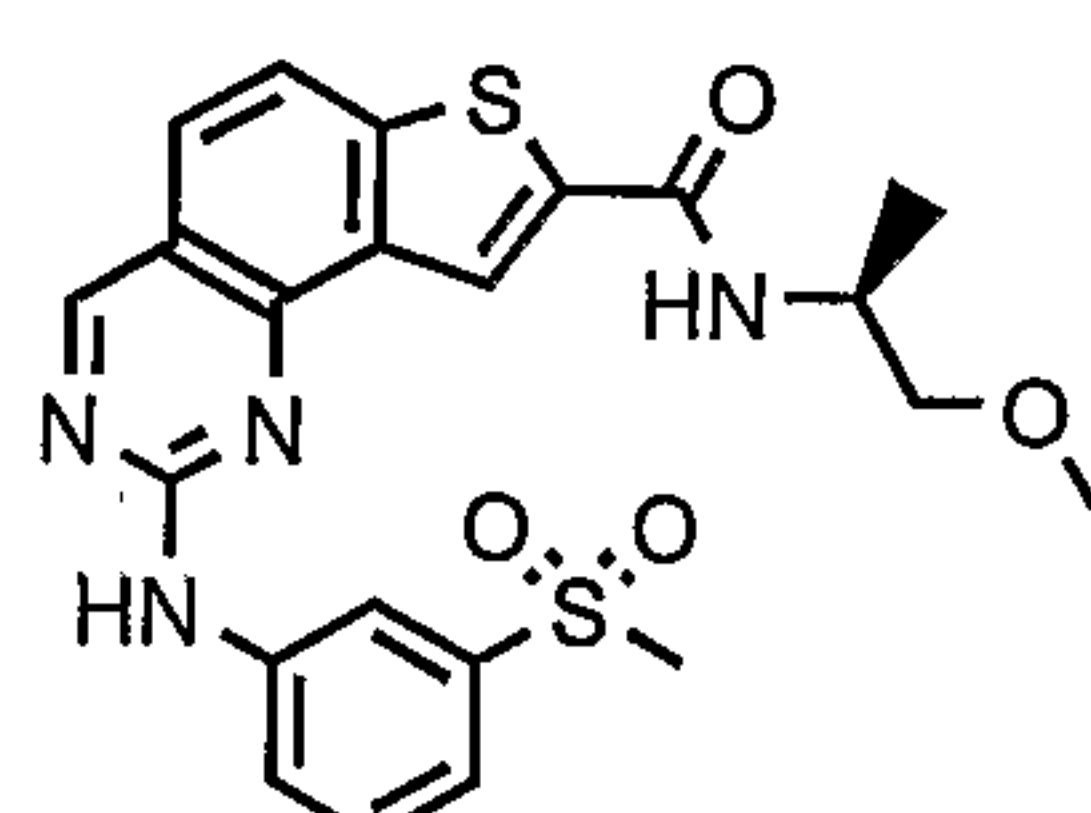
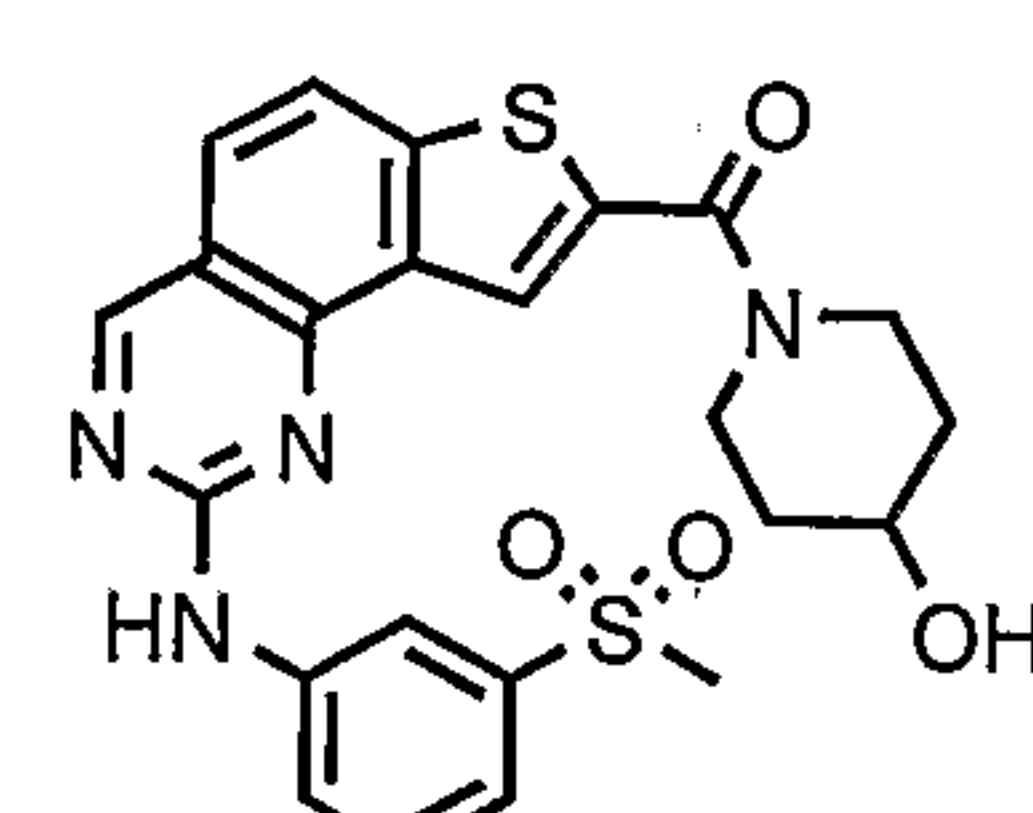
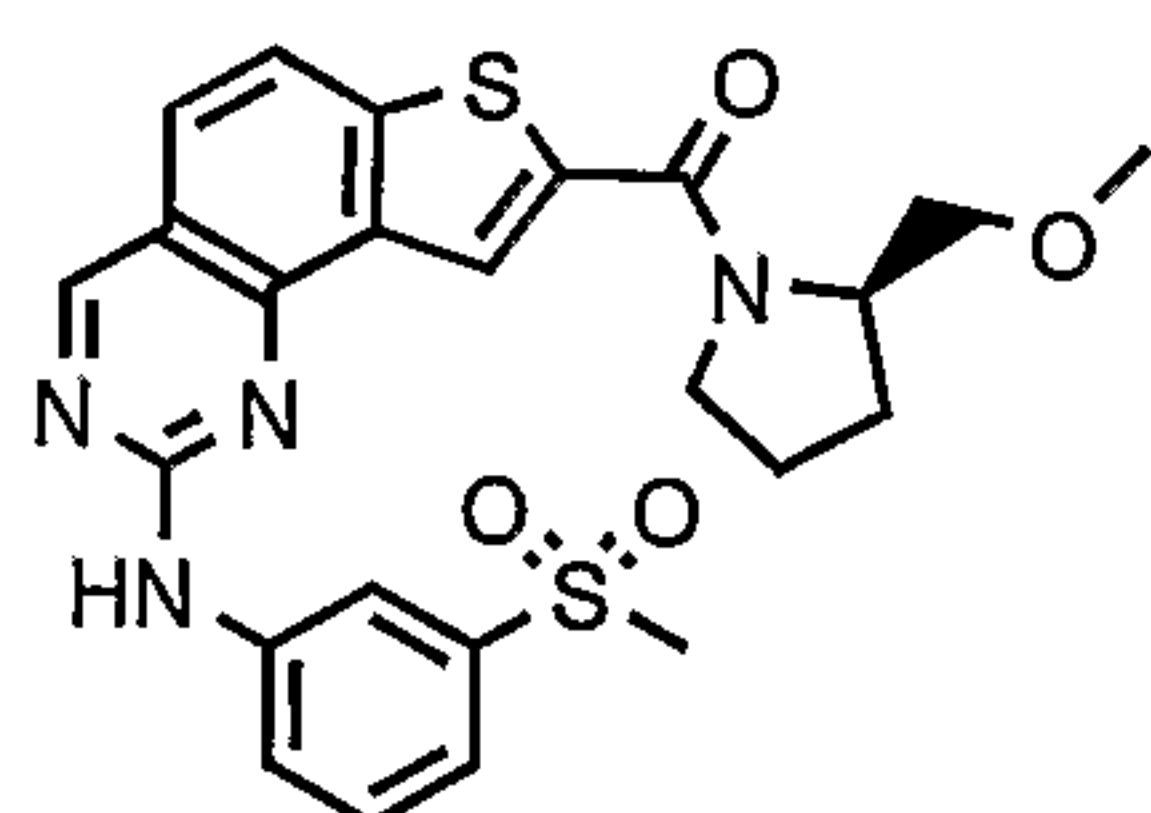
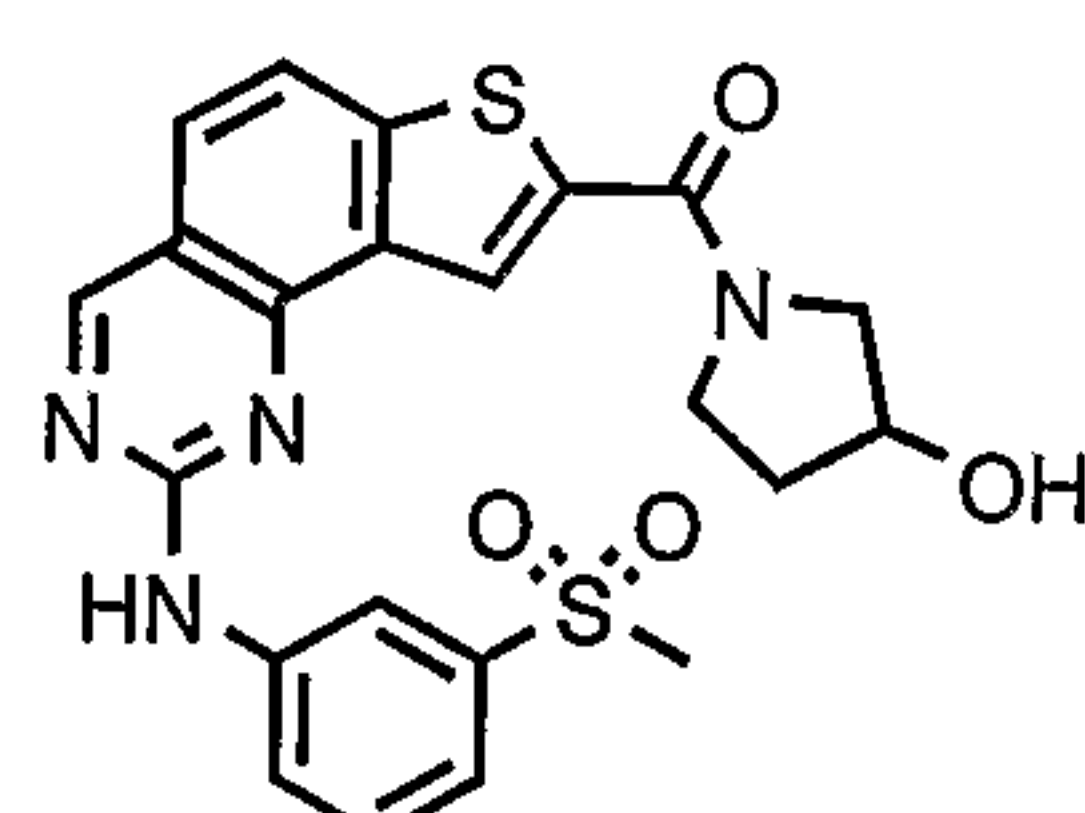
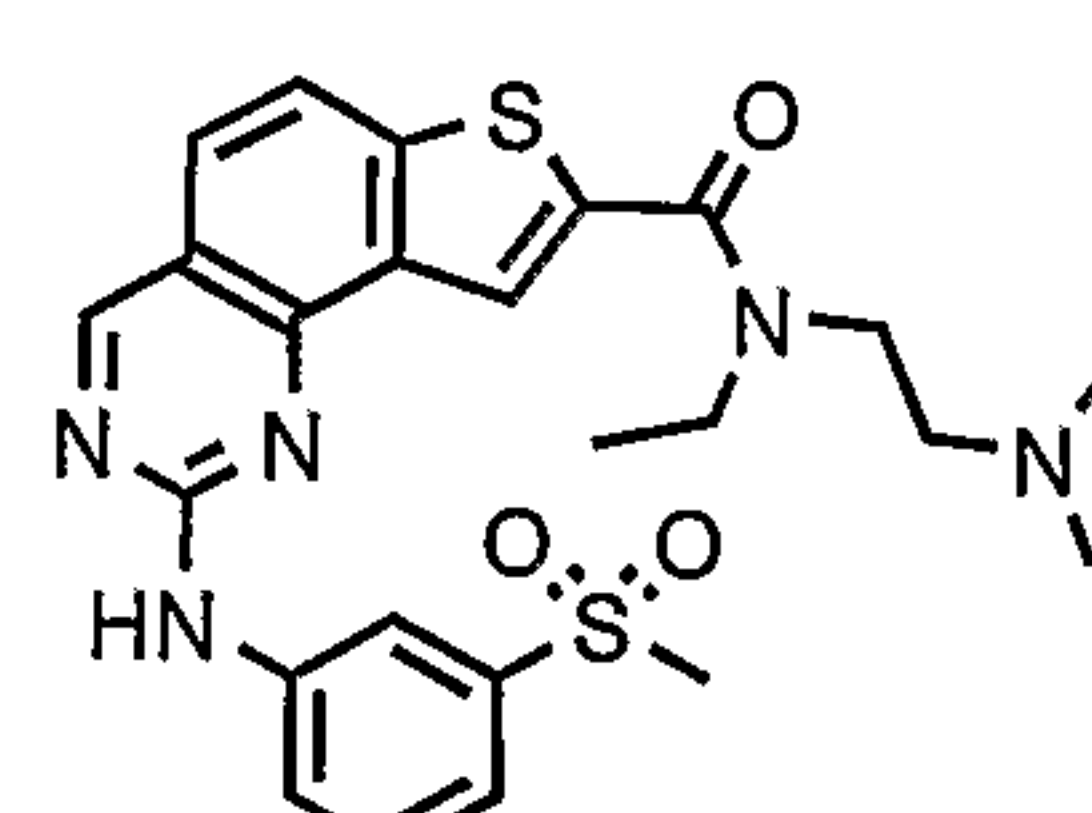
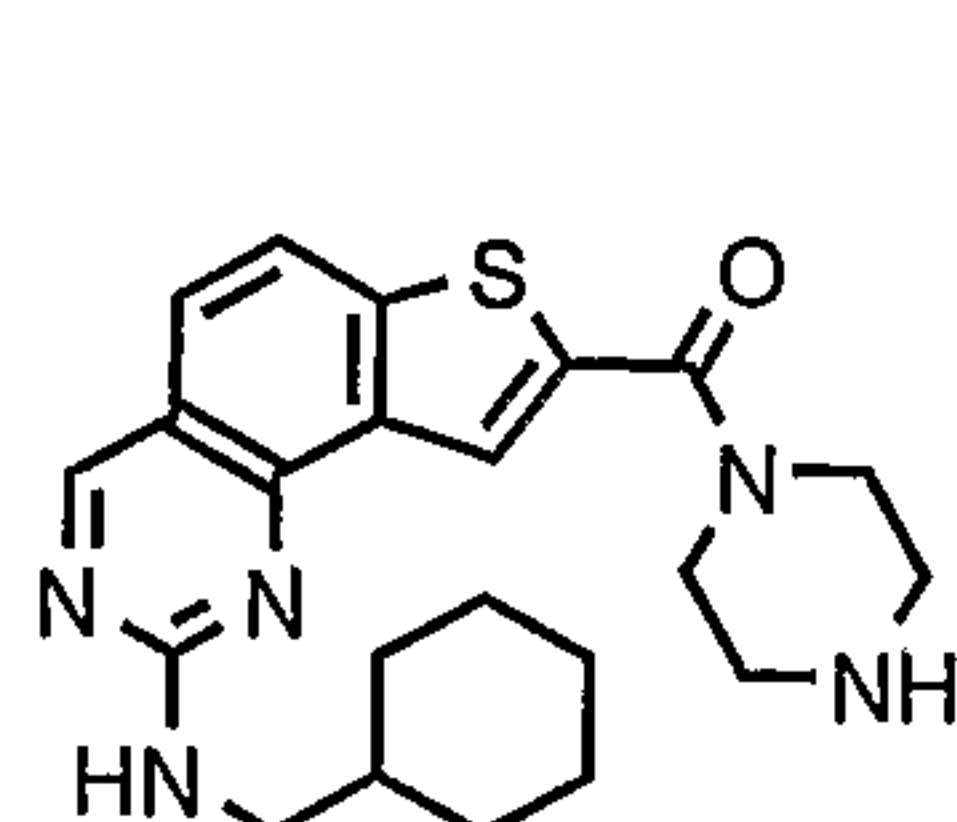
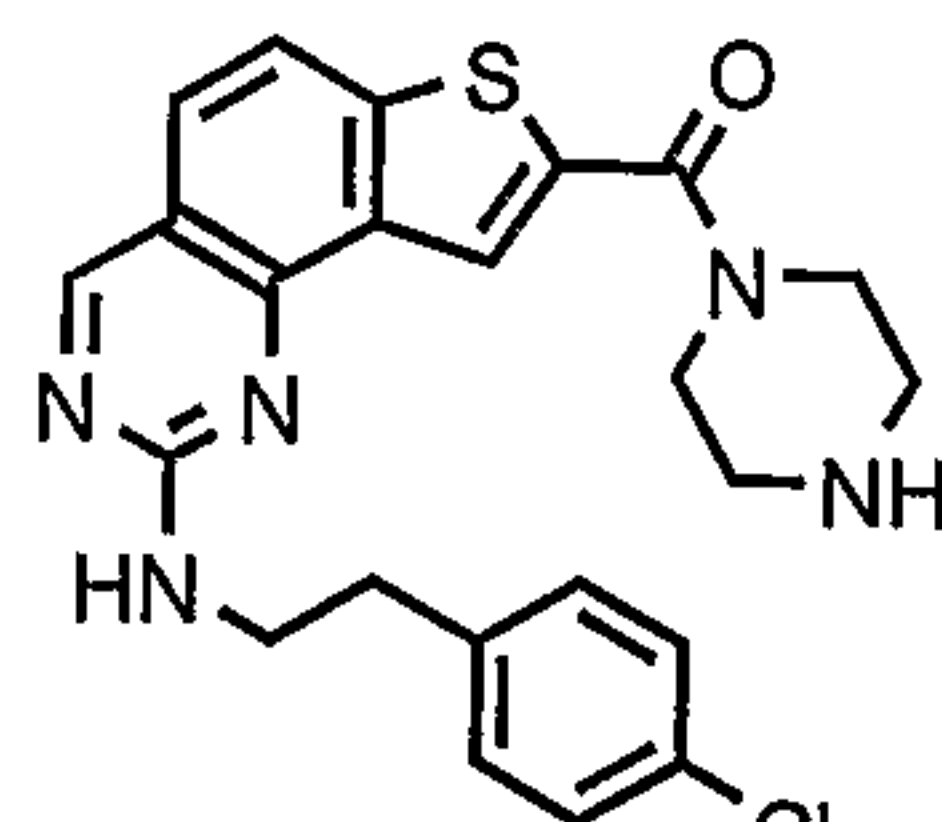
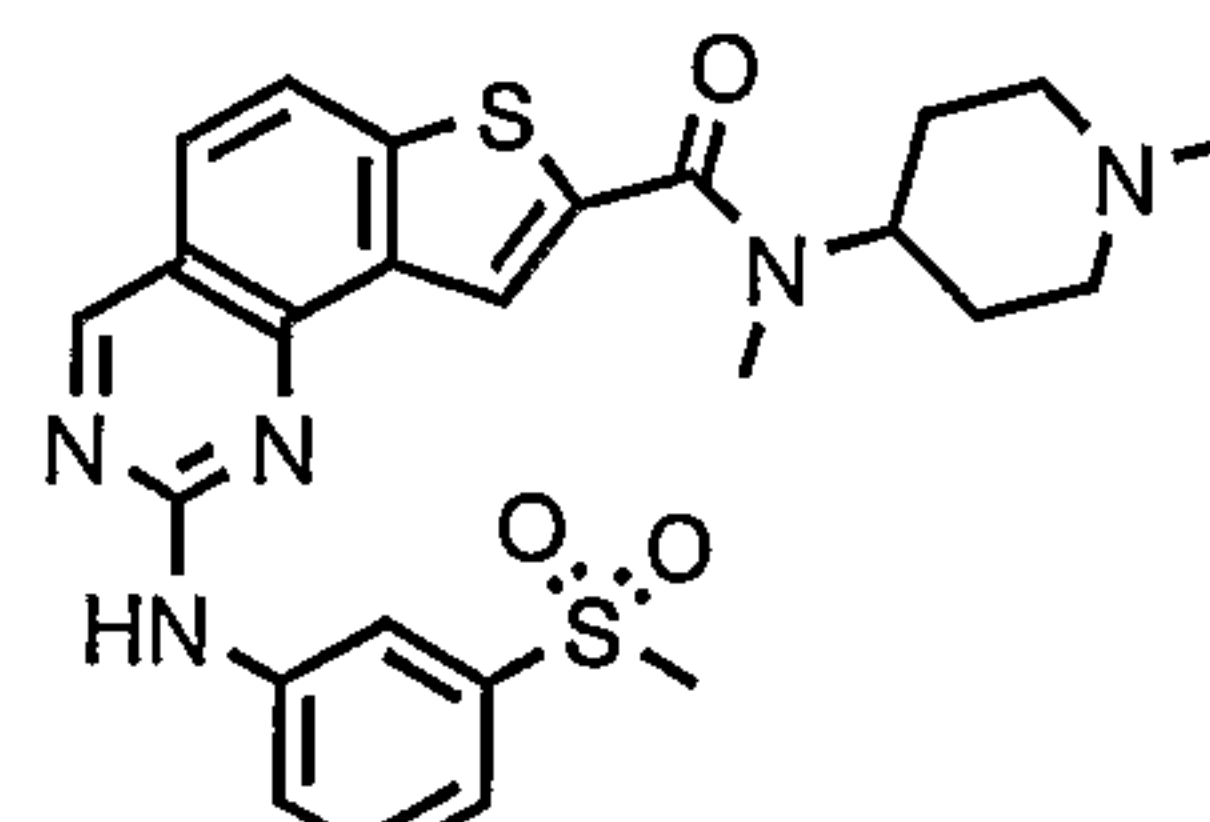
V-140

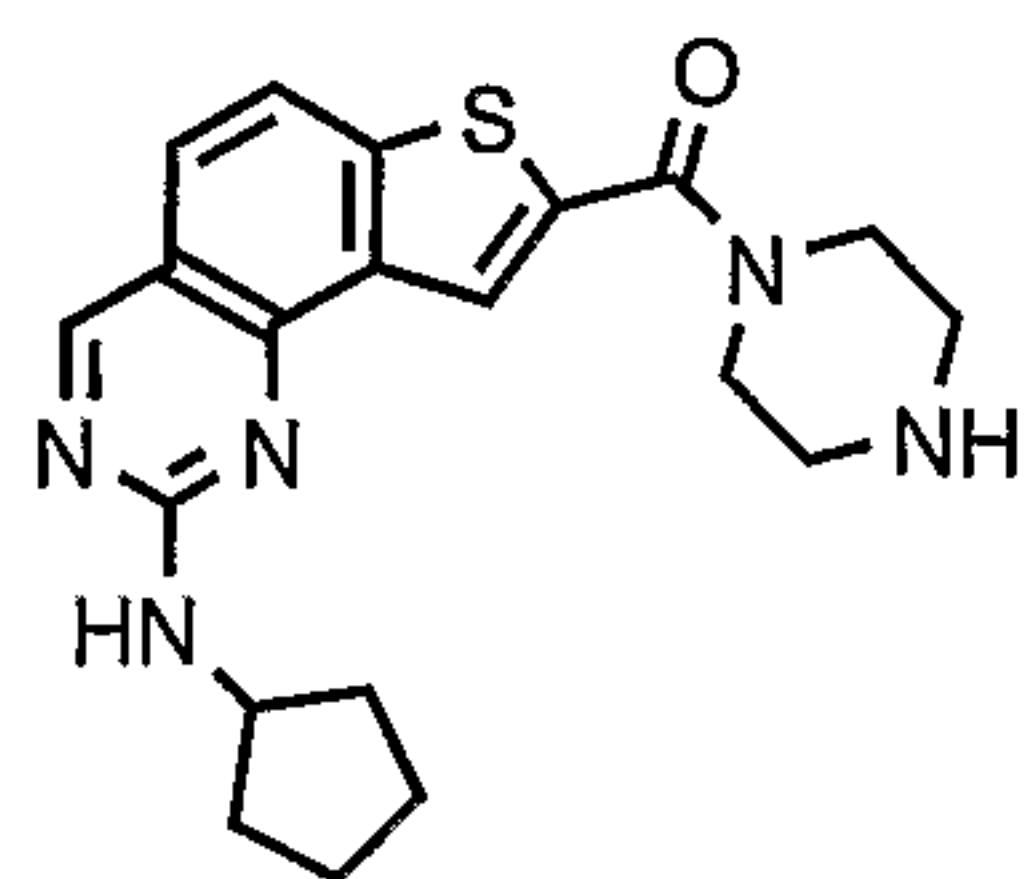
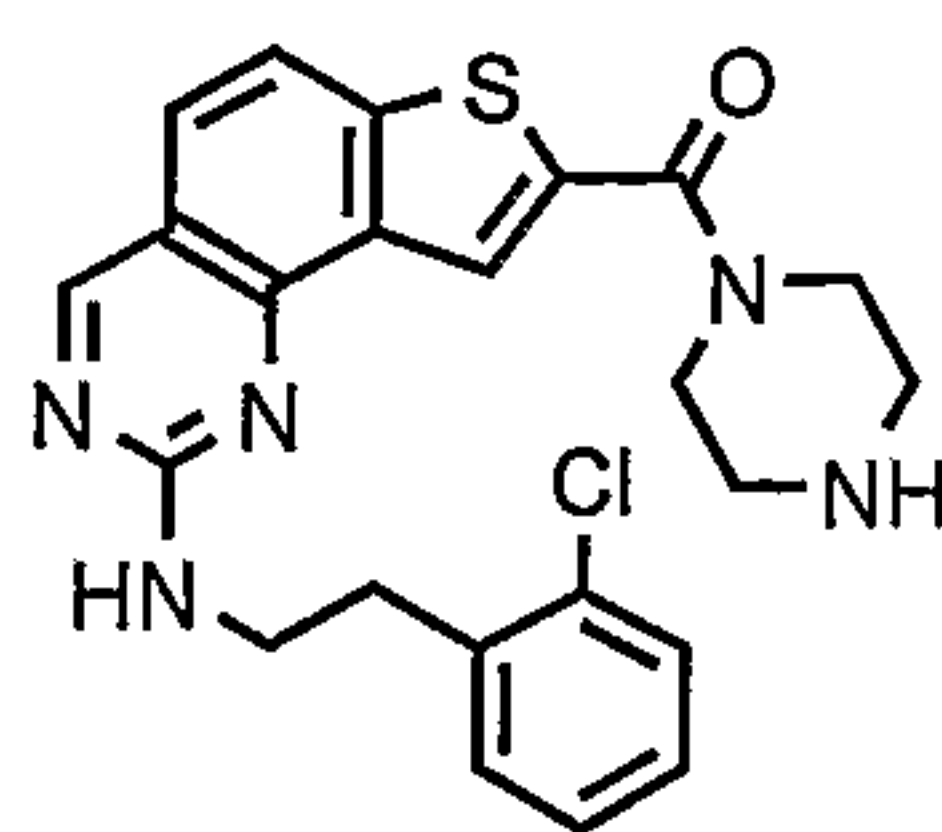
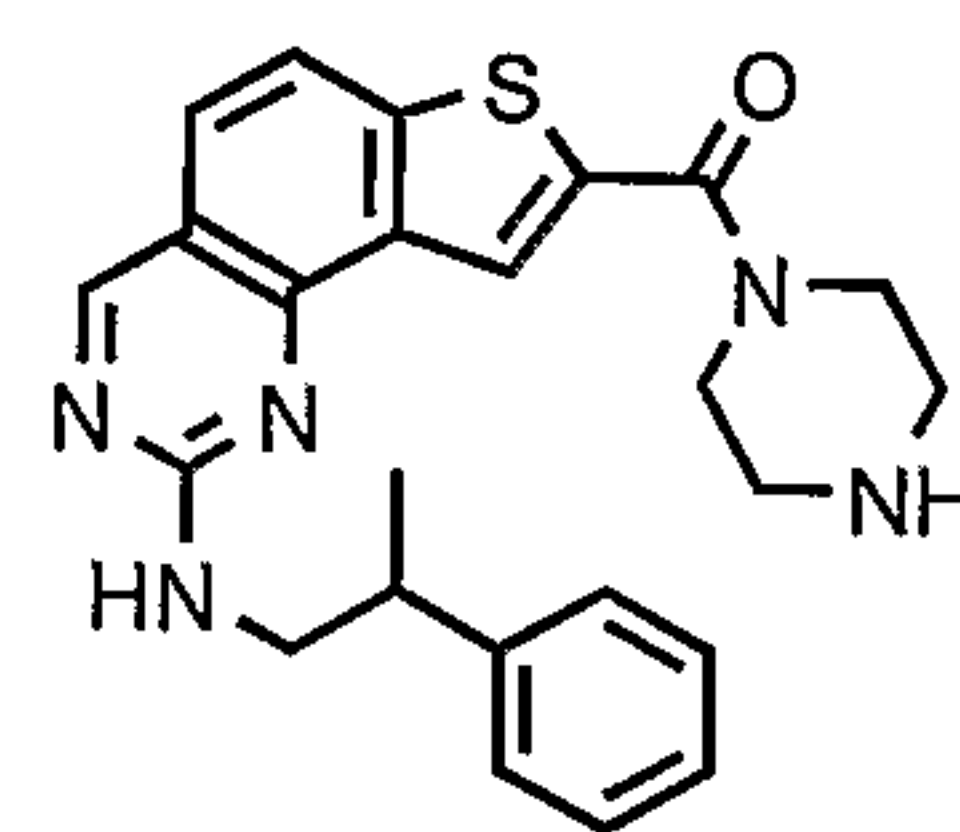
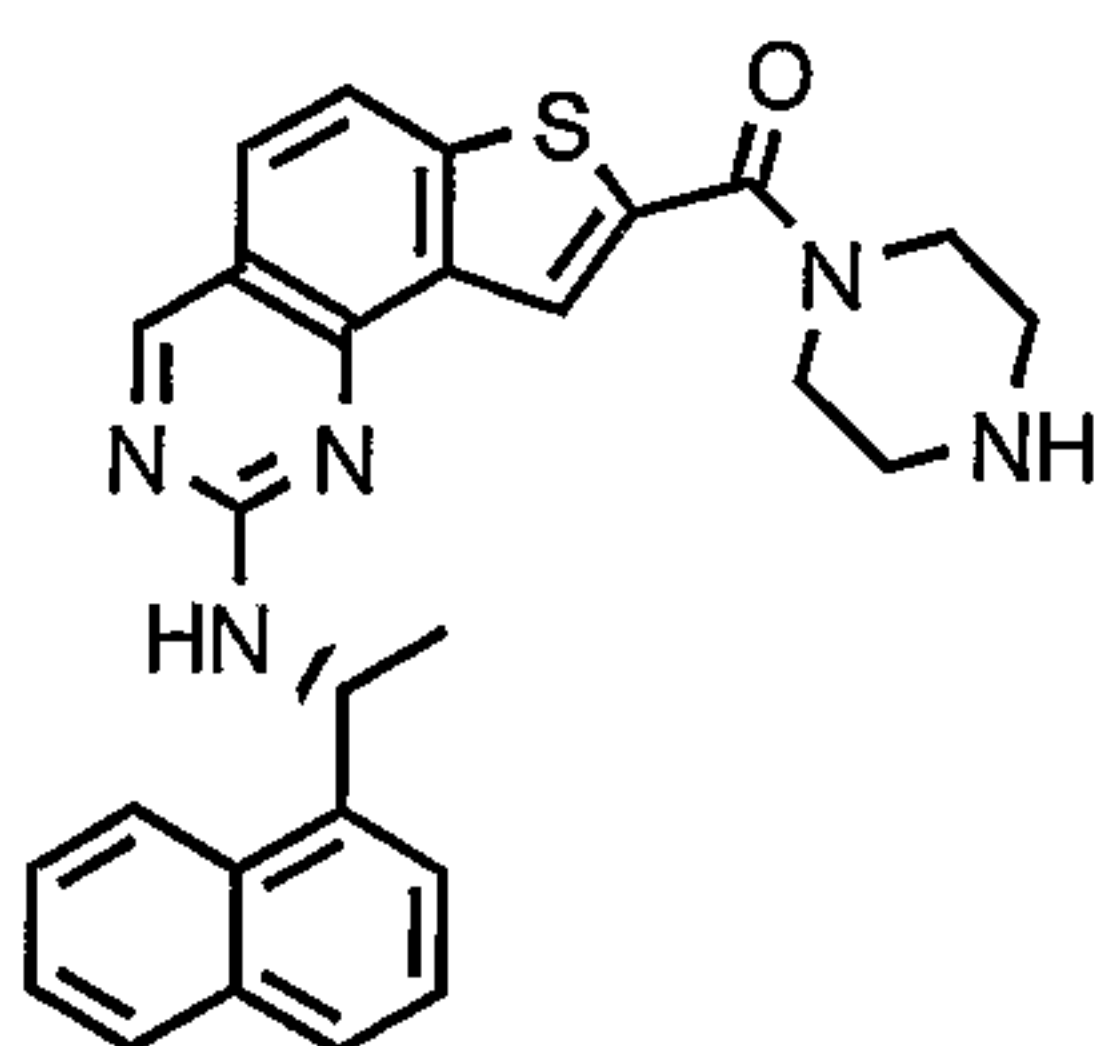
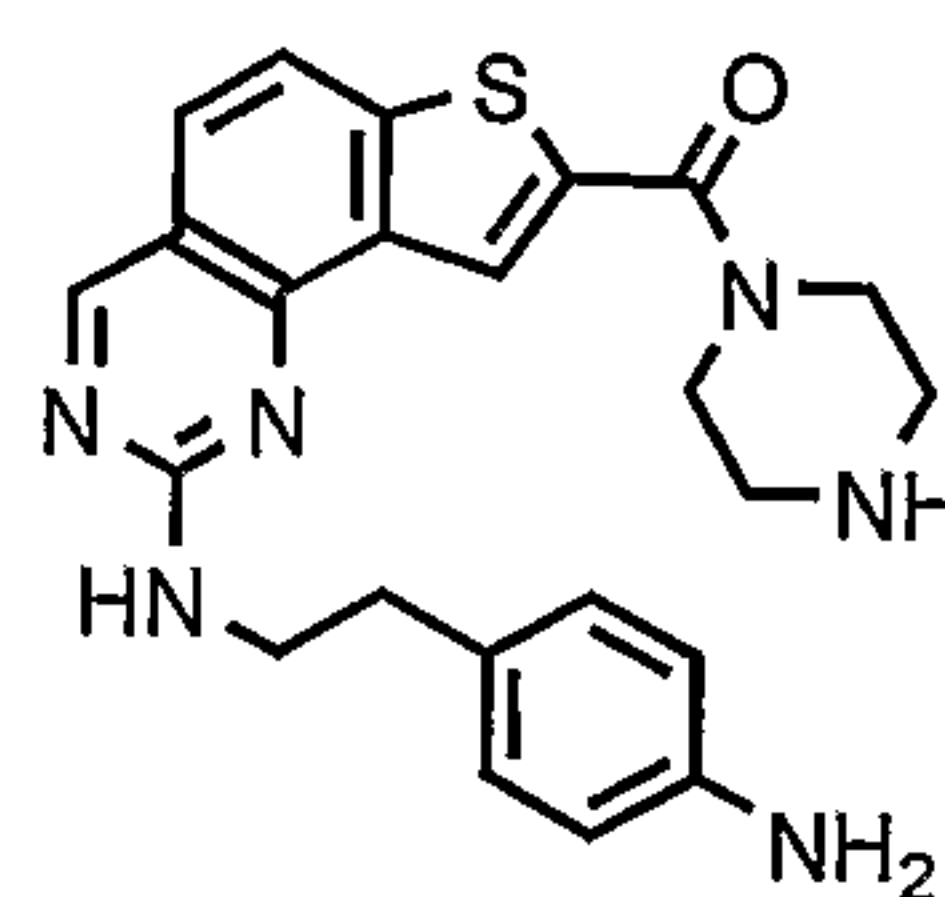
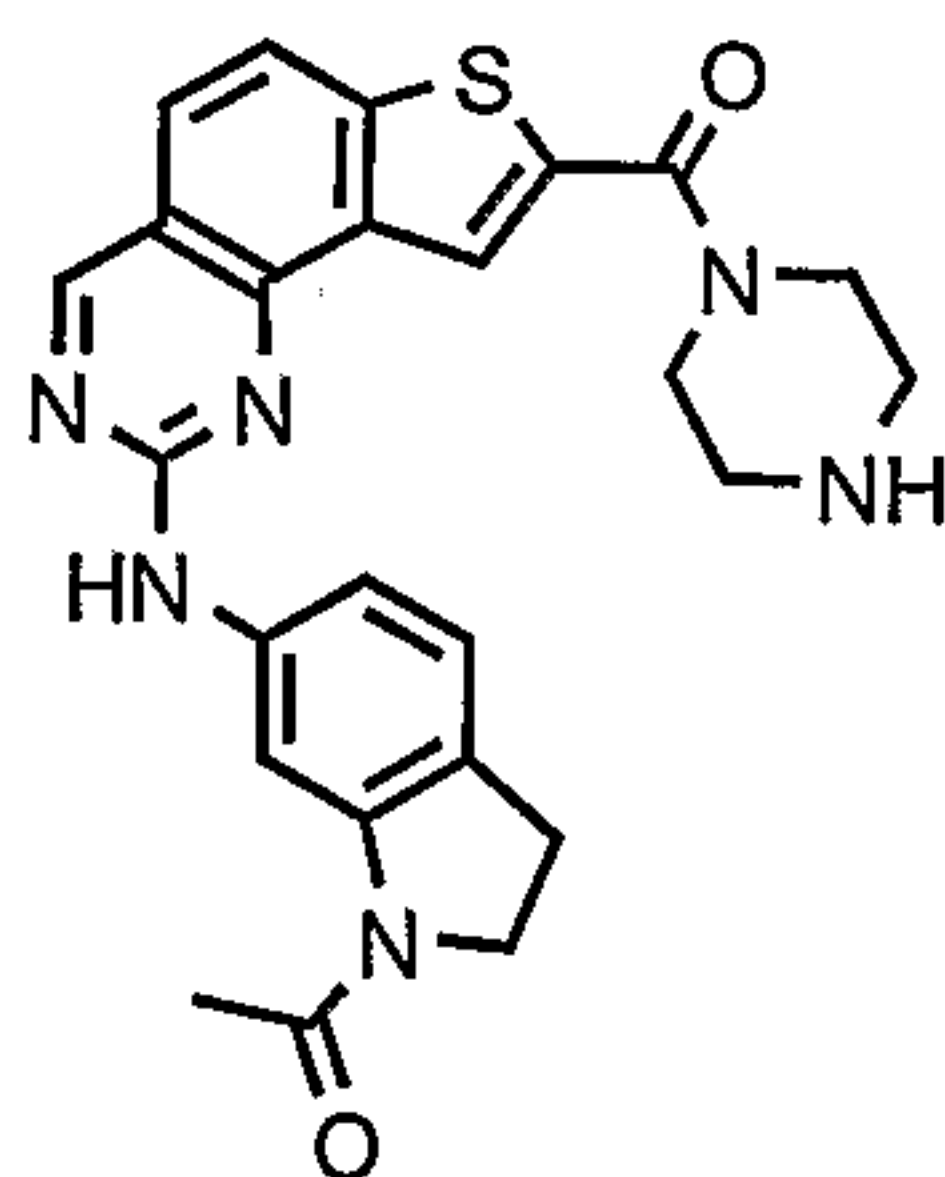
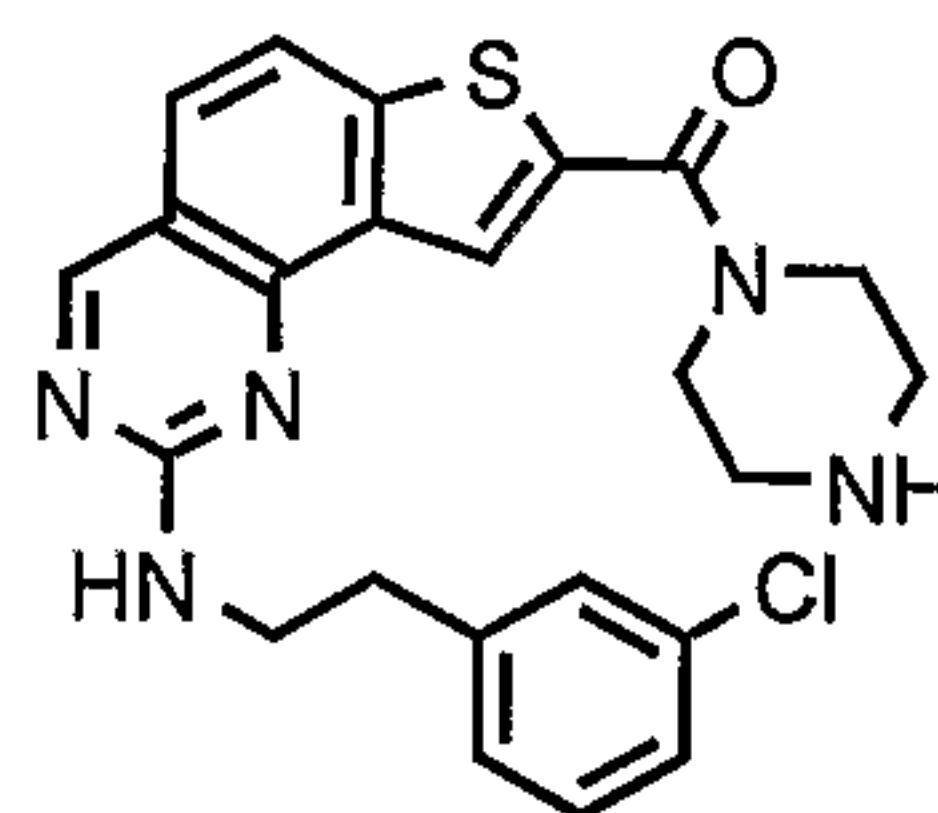
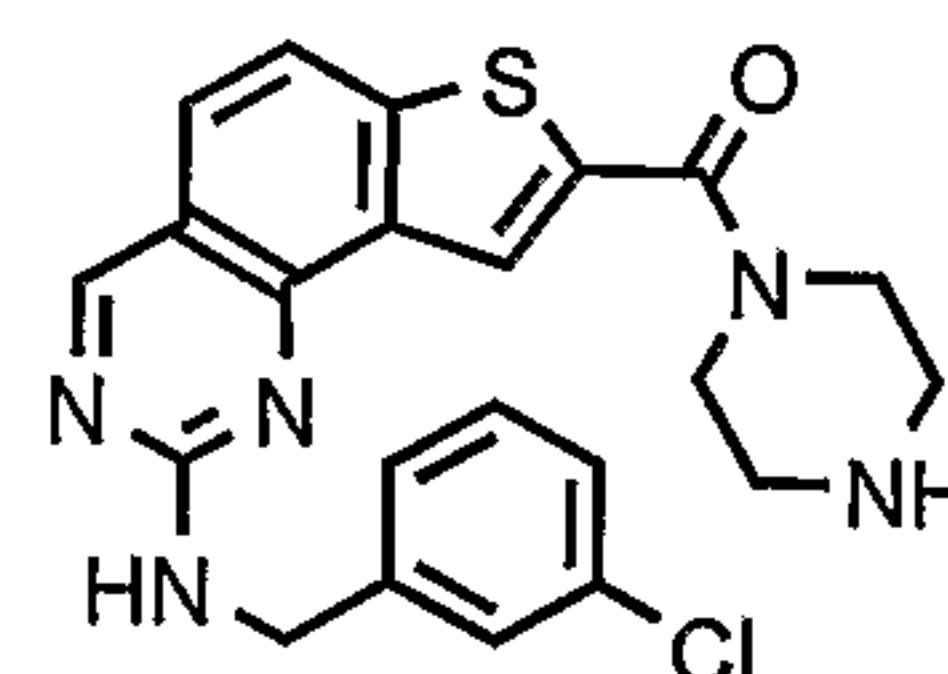
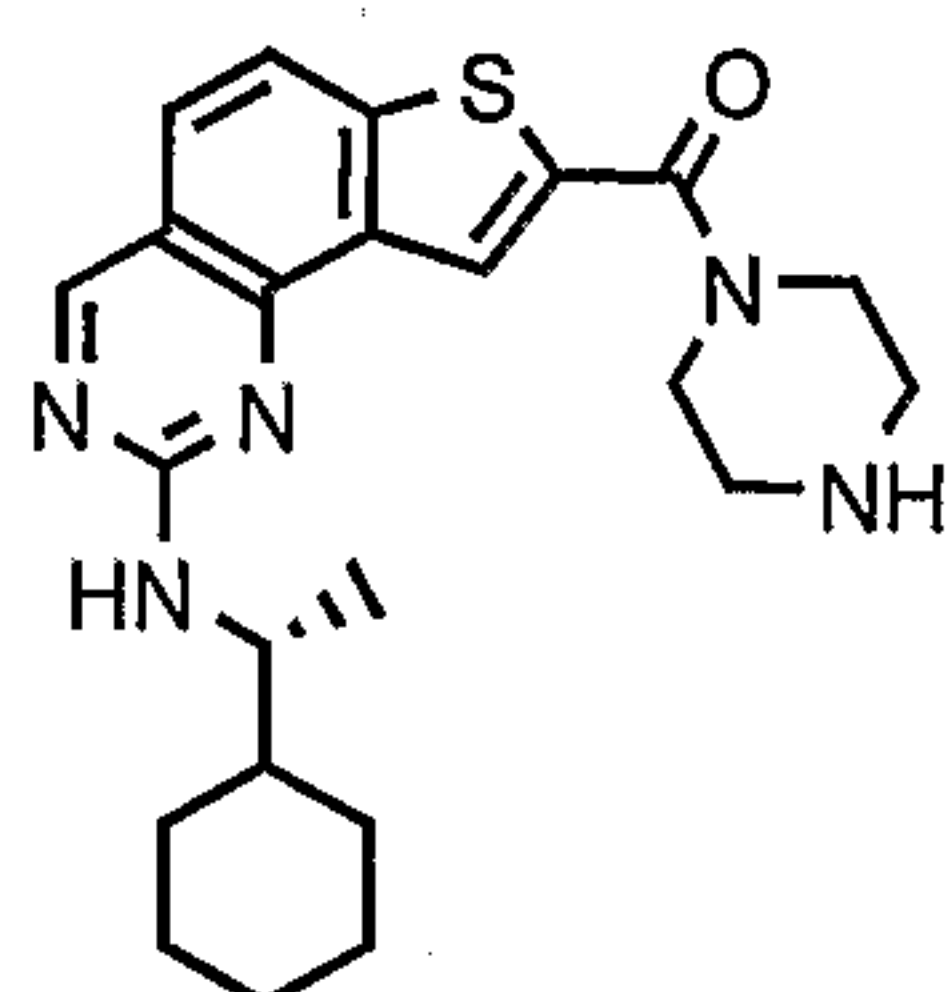
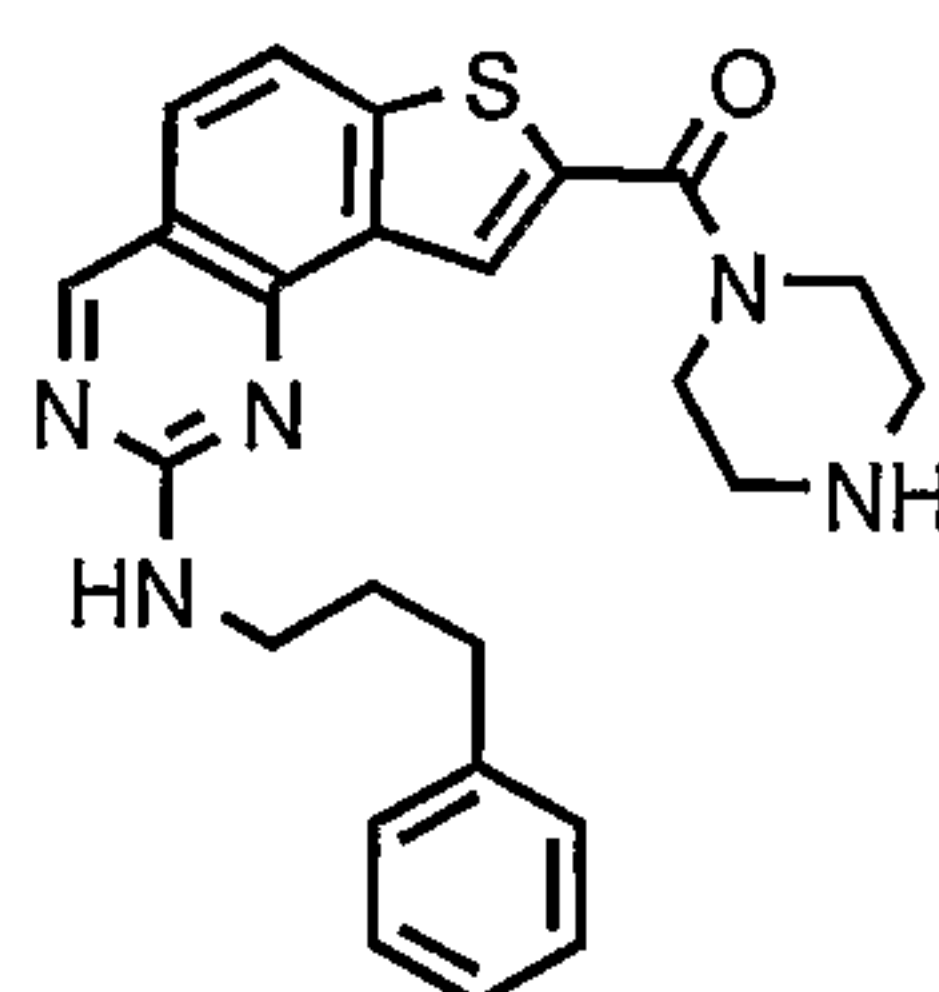
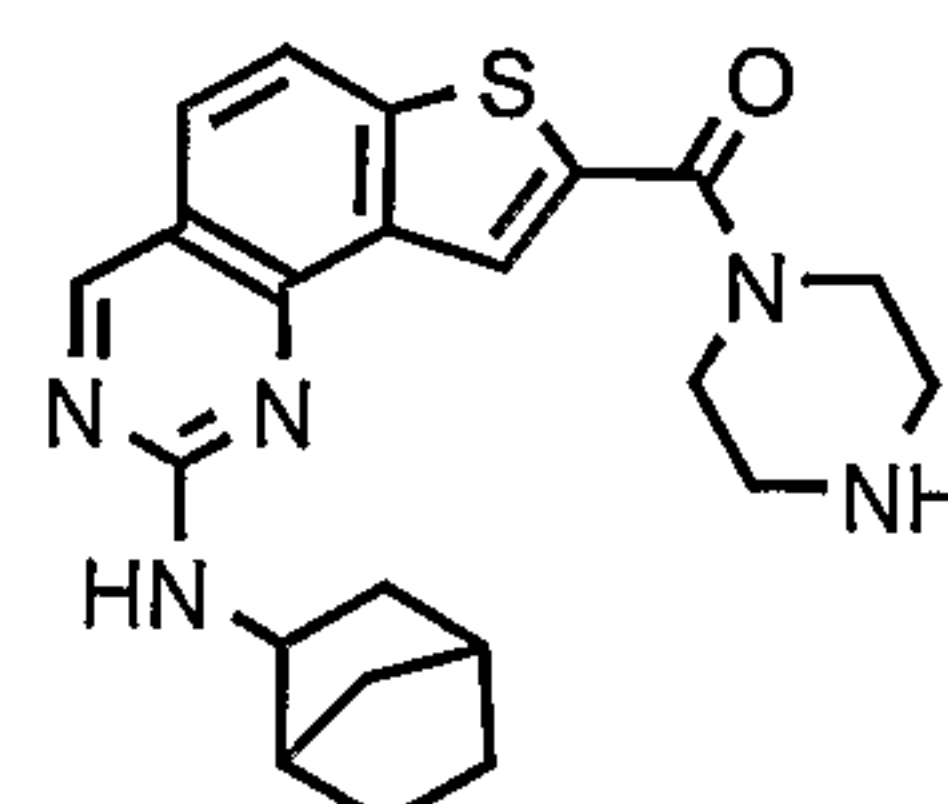
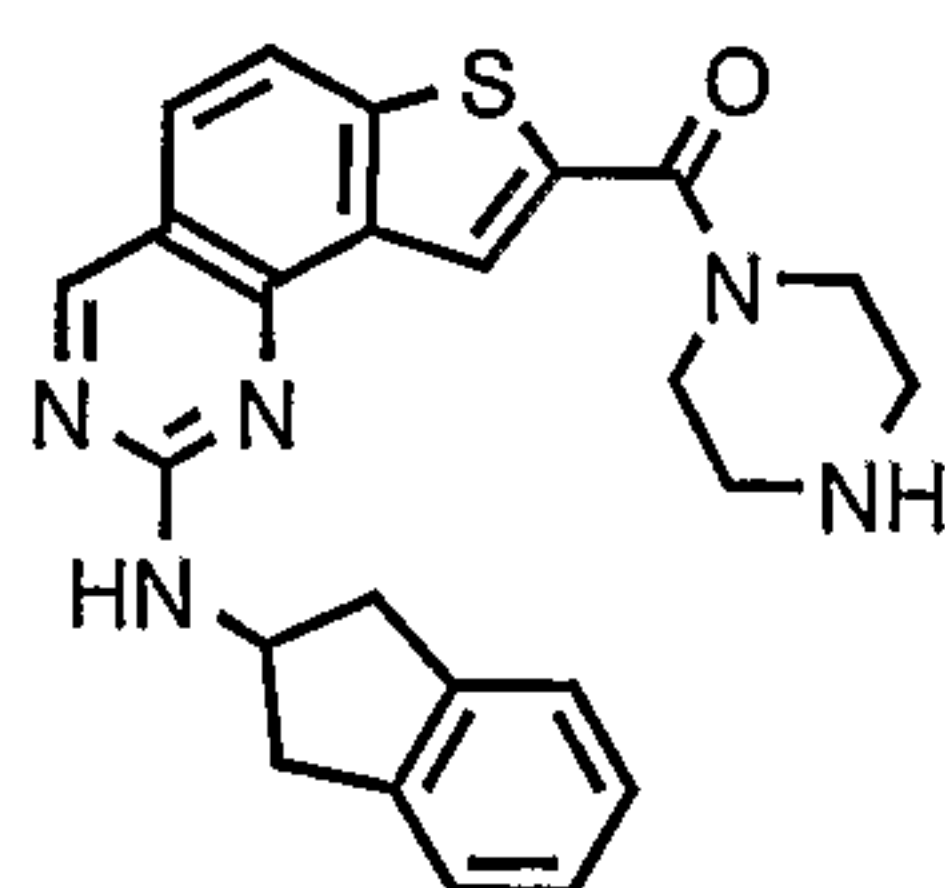
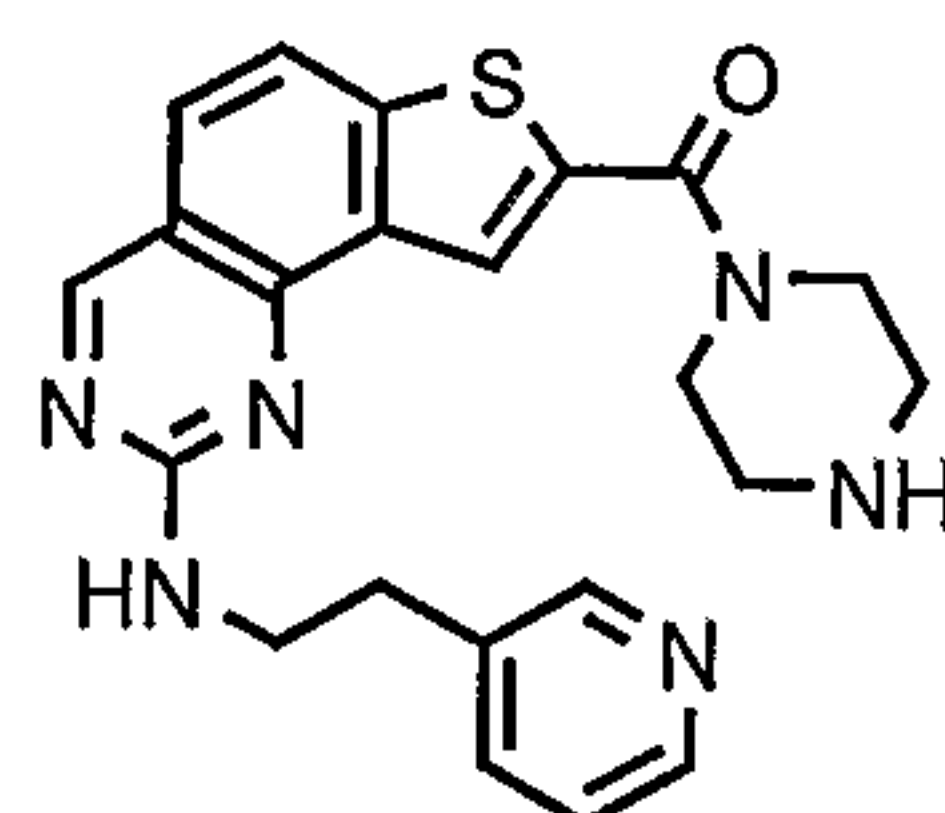
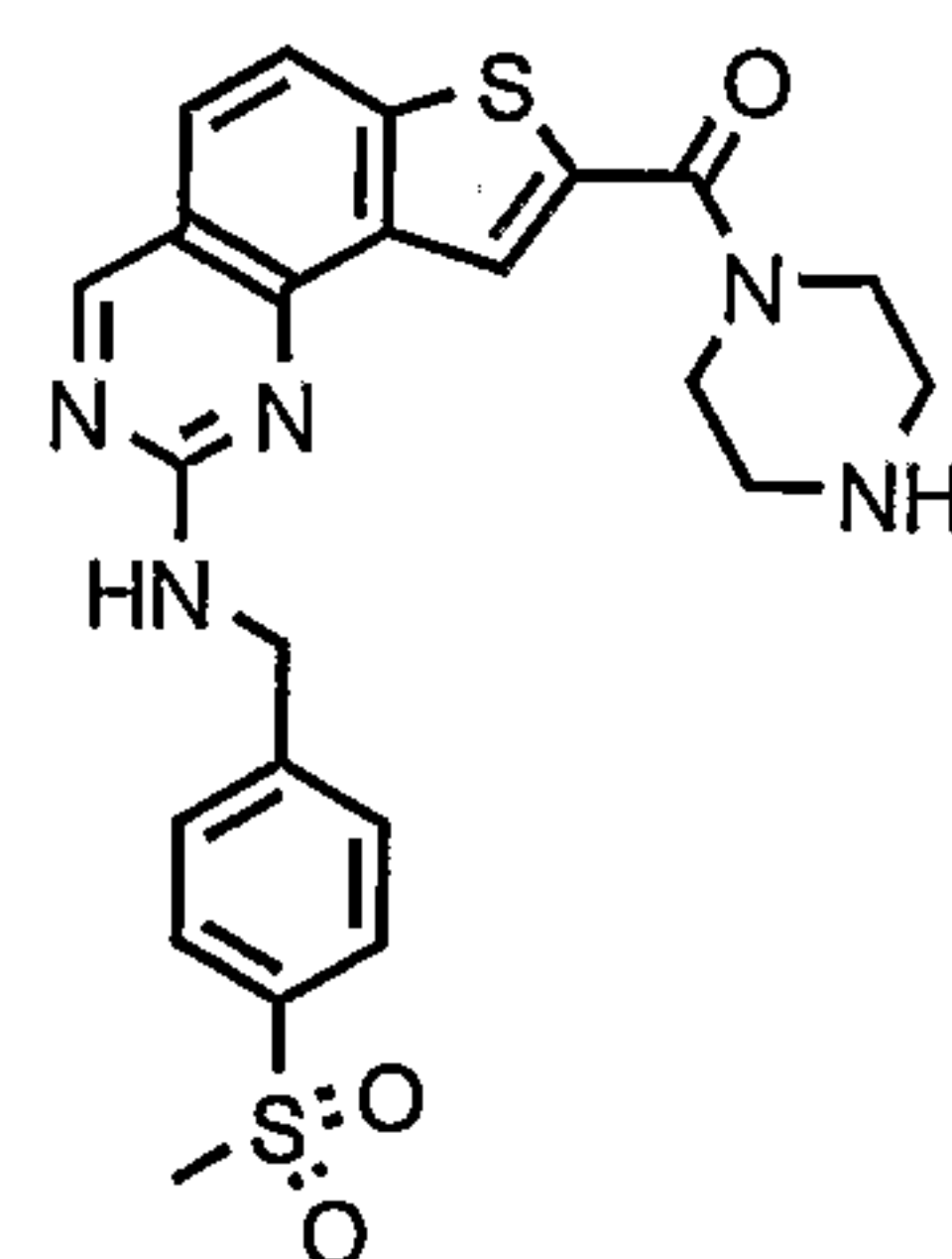


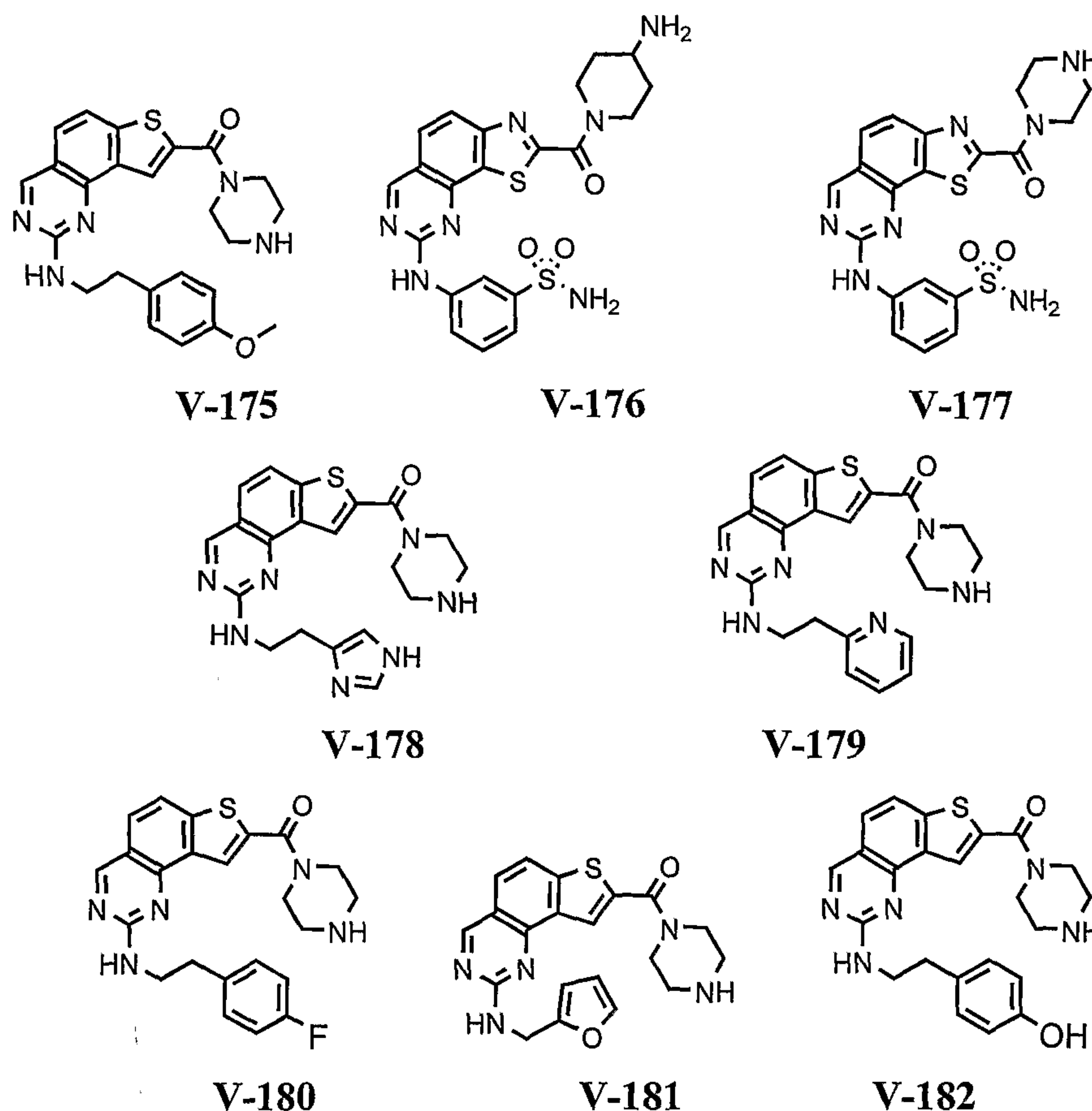
V-141



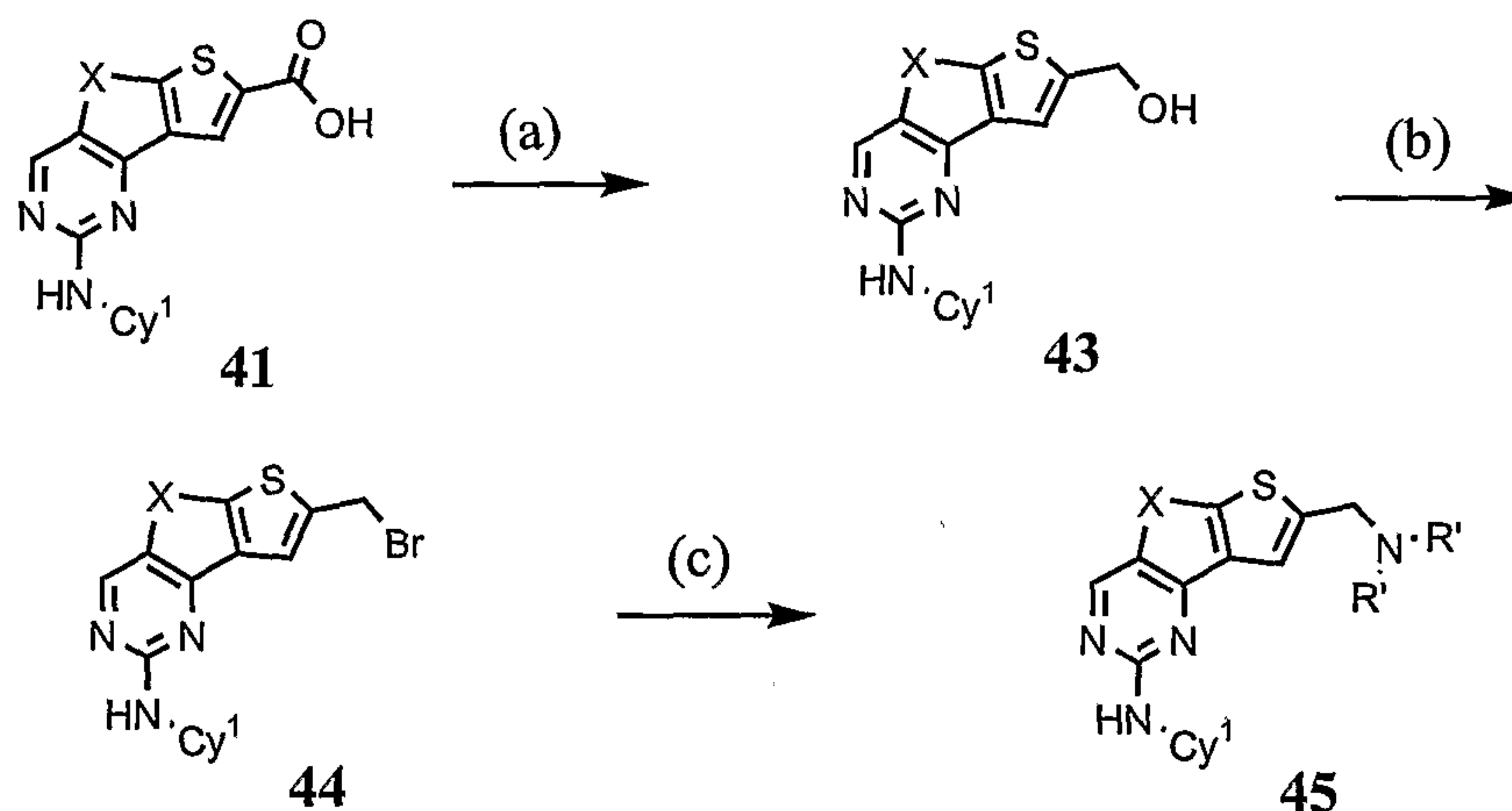
V-142

**V-143****V-144****V-145****V-146****V-147****V-148****V-149****V-150****V-151****V-152****V-153****V-154****V-155****V-156****V-157****V-158****V-159****V-160**

**V-161****V-162****V-163****V-164****V-165****V-166****V-167****V-168****V-169****V-170****V-171****V-172****V-173****V-174**



[0180] Scheme XII

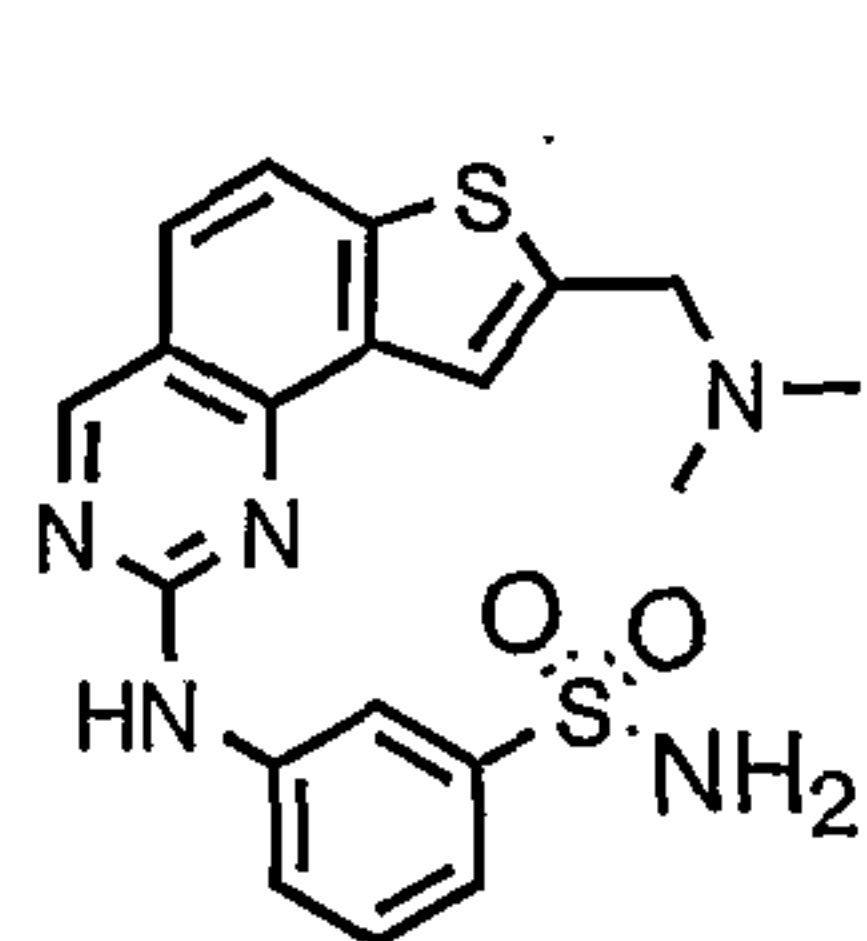


[0181] Reagents and conditions: (a) LiAlH_4 , THF; (b) CBr_4 , PPh_3 , Et_2O ; (c) $\text{R}'\text{R}'\text{NH}$, Et_3N , DCM.

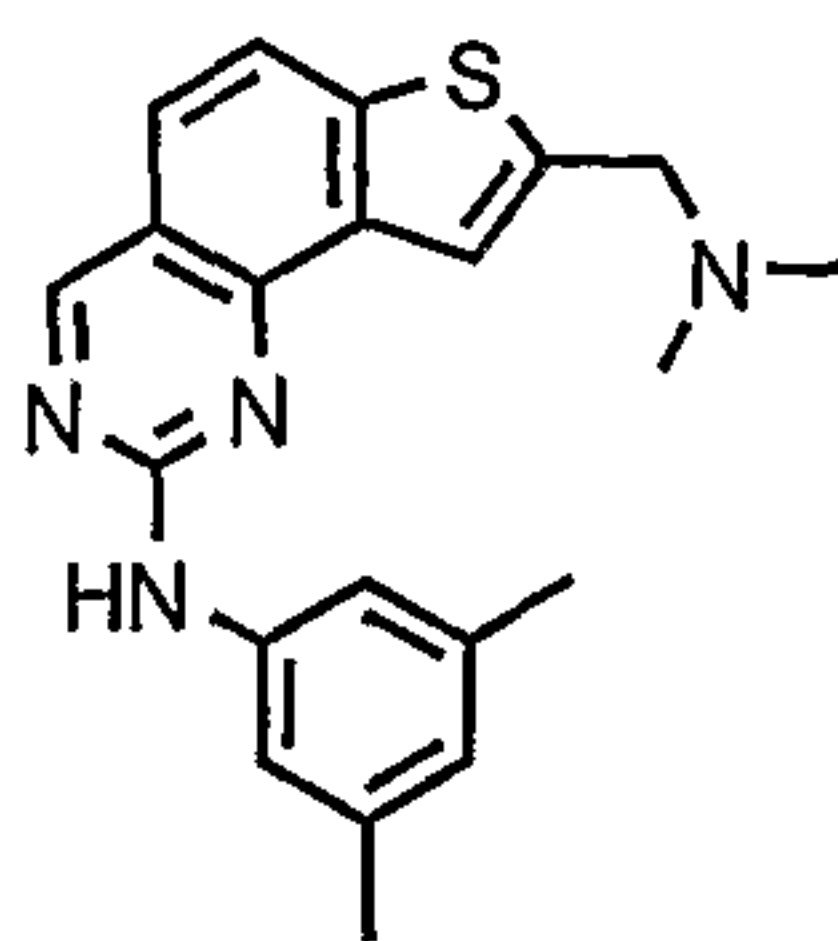
[0182] Scheme XII above shows a general synthetic route that is used for preparing compounds of formula **45** of this invention where X and Cy^1 are as described above. Each of the above steps is well known to one of skill in the art.

[0183] Table 6 below depicts exemplary compounds prepared according to the general method described in Scheme XII.

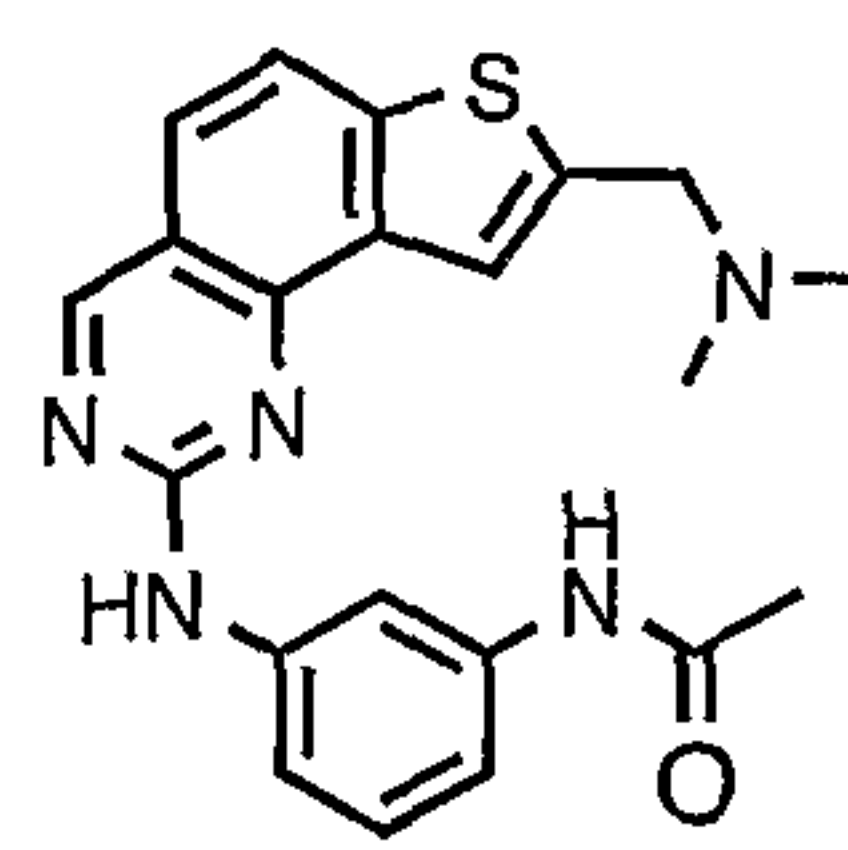
[0184] **Table 6. Examples of Compounds of Formula VI:**



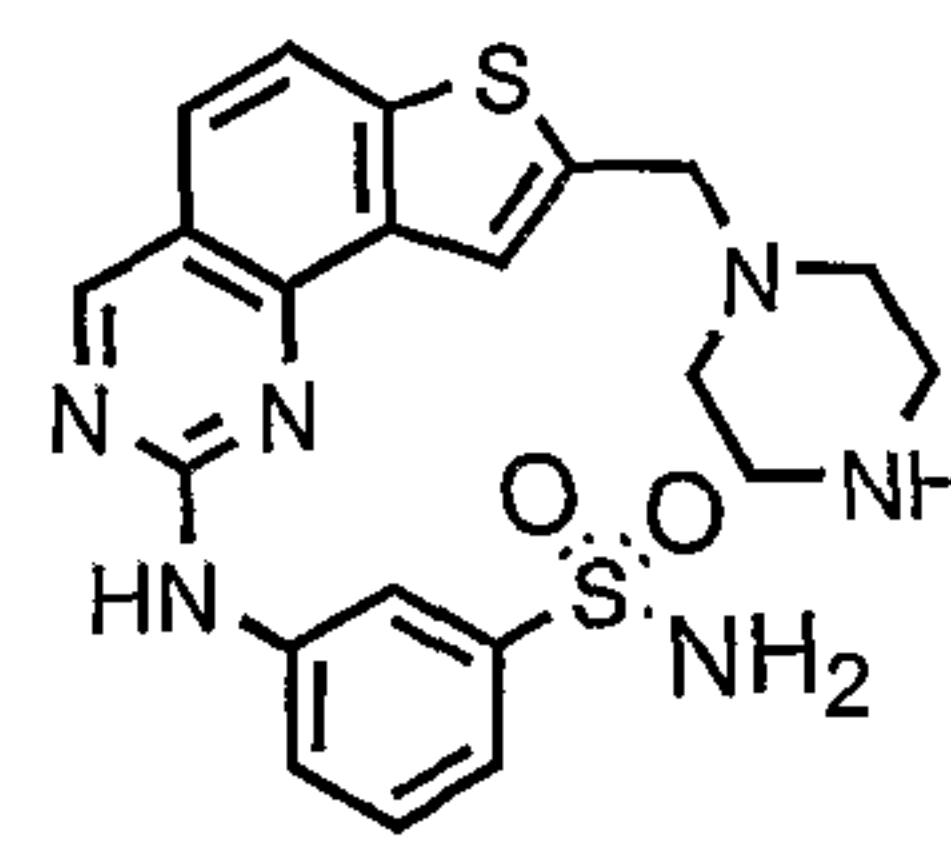
VI-1



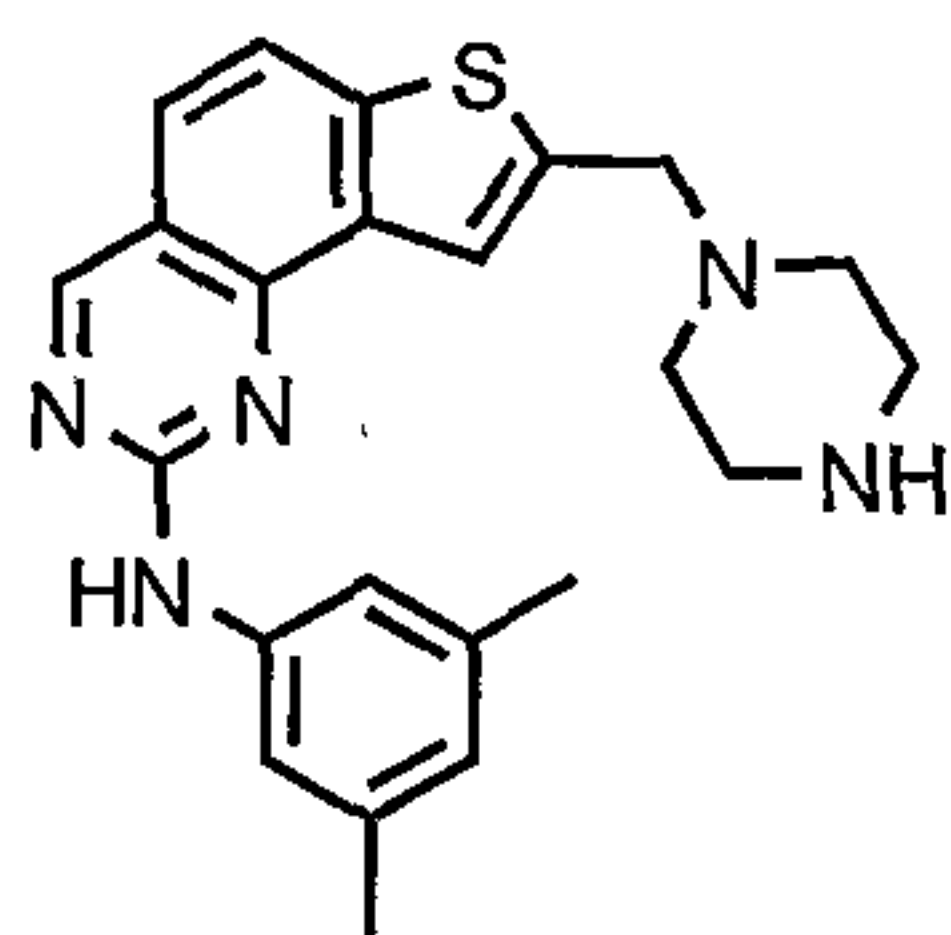
VI-2



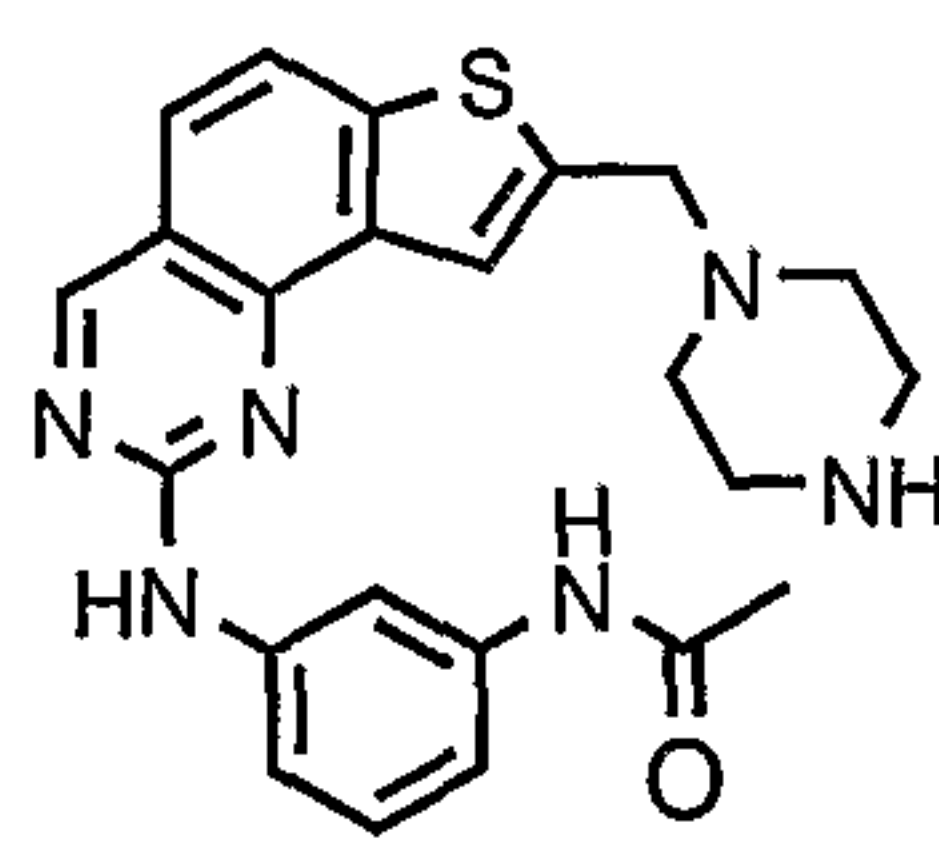
VI-3



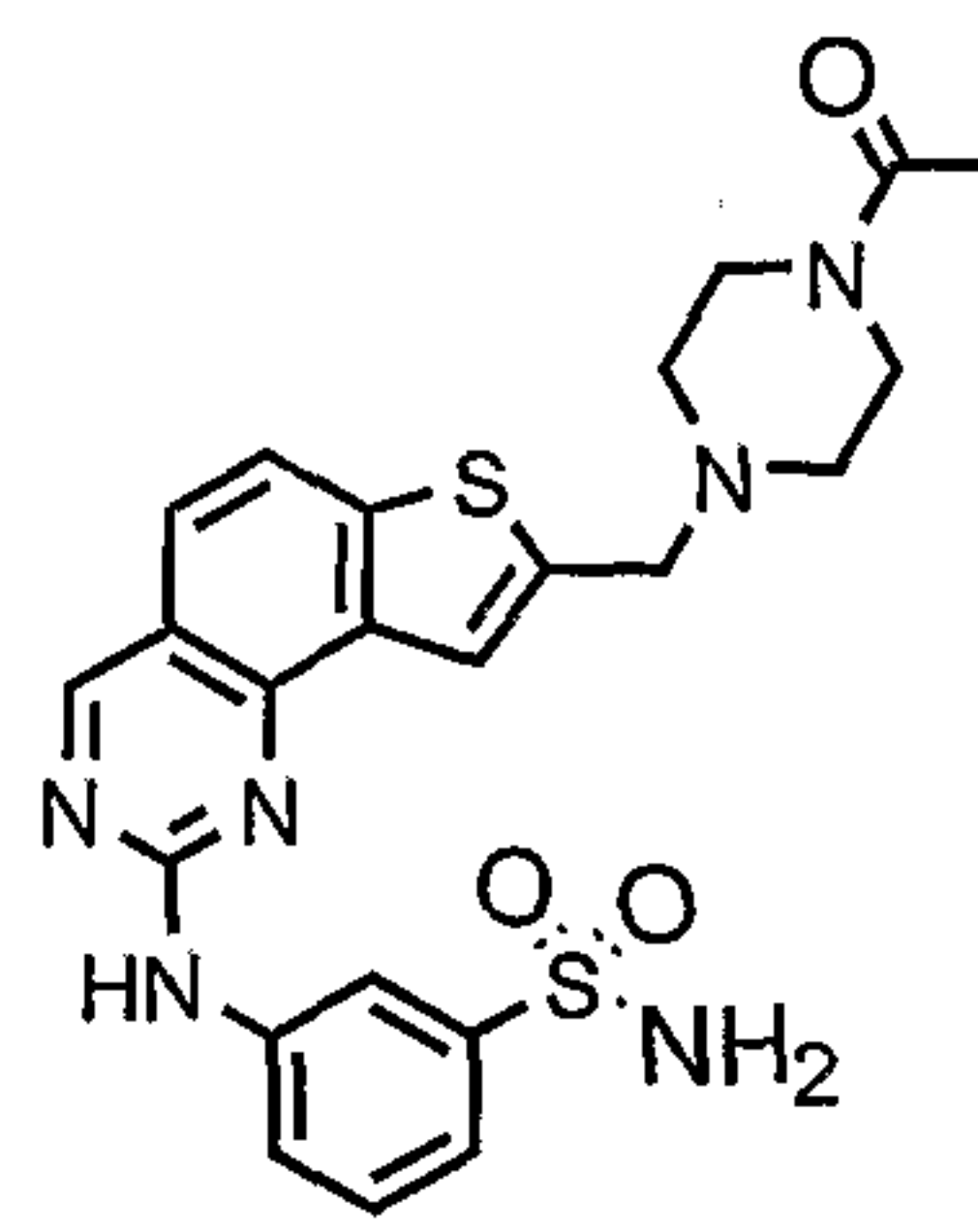
VI-4



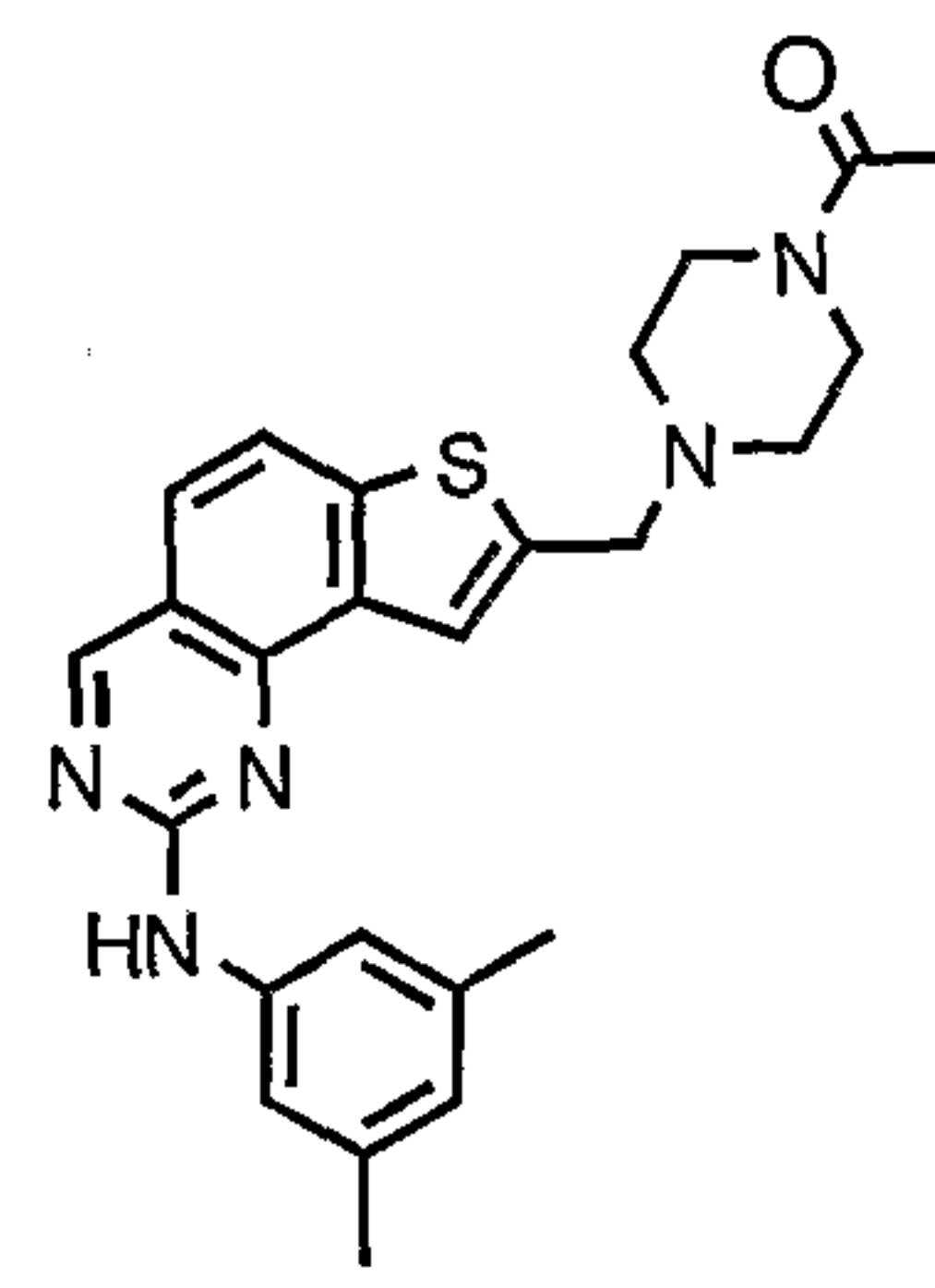
VI-5



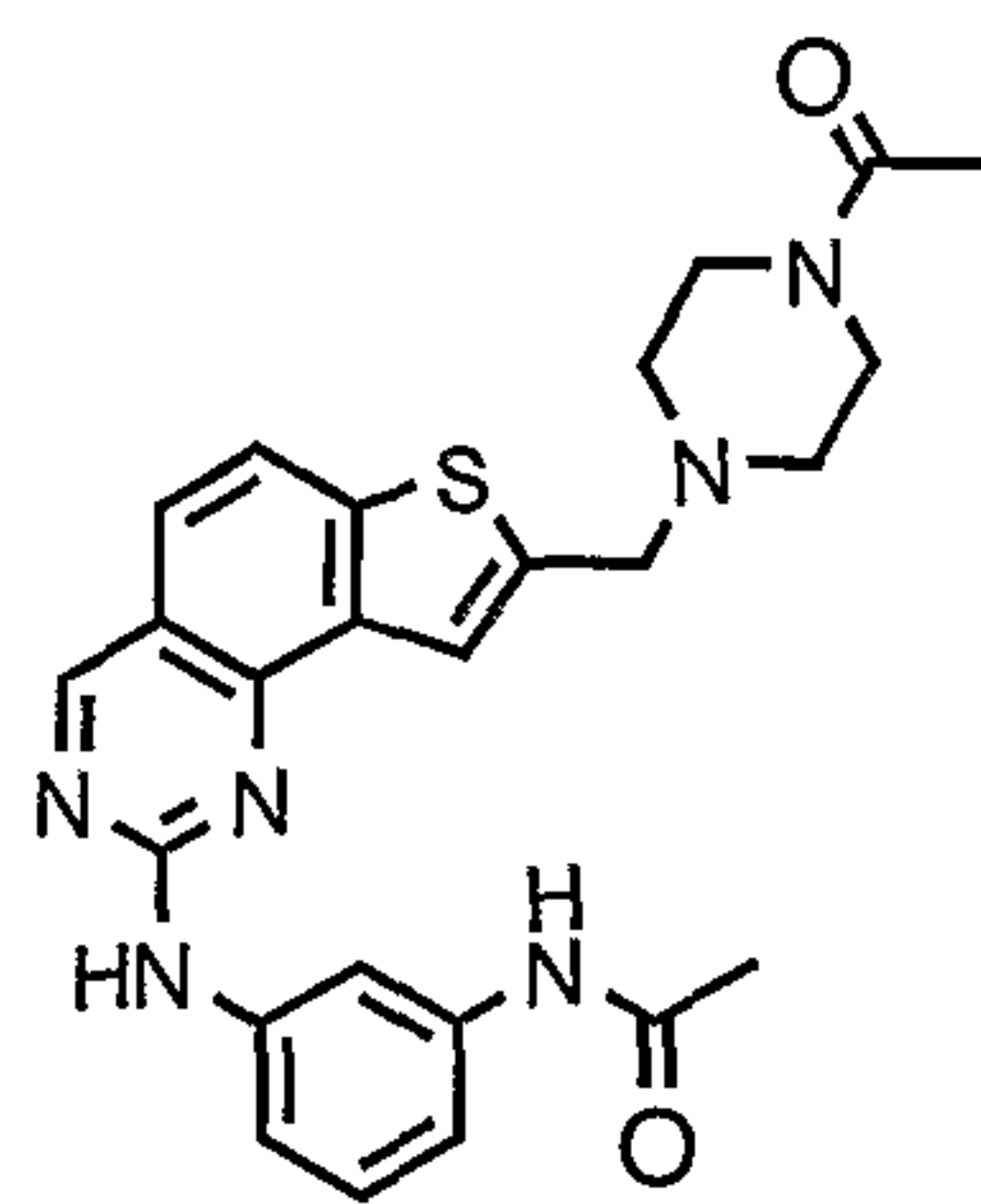
VI-6



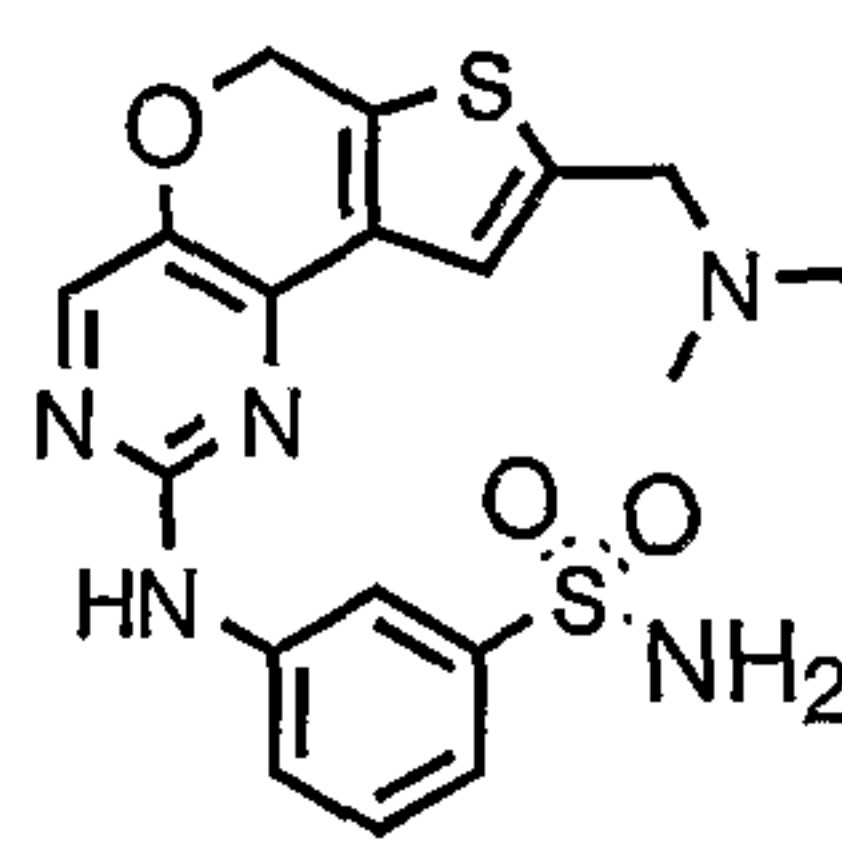
VI-7



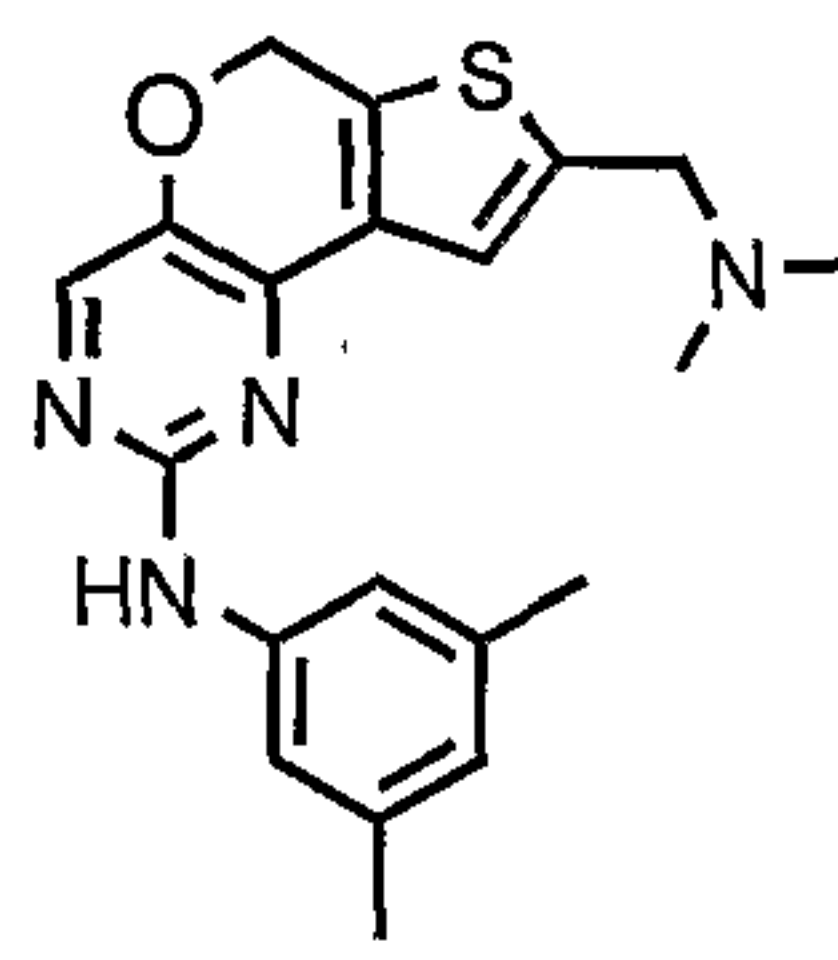
VI-8



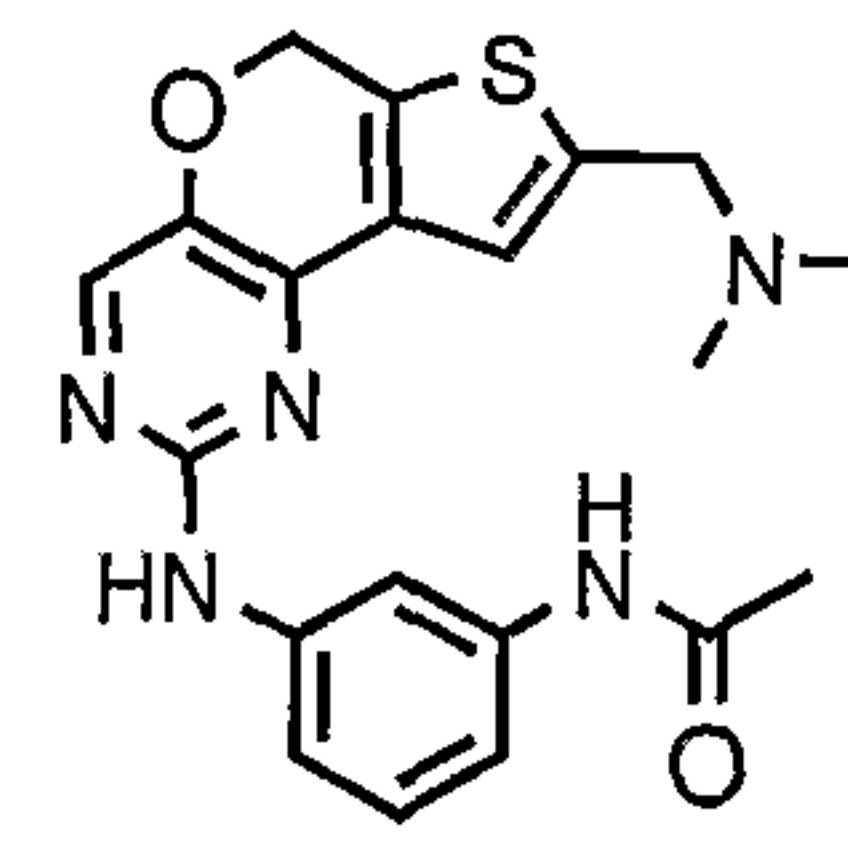
VI-9



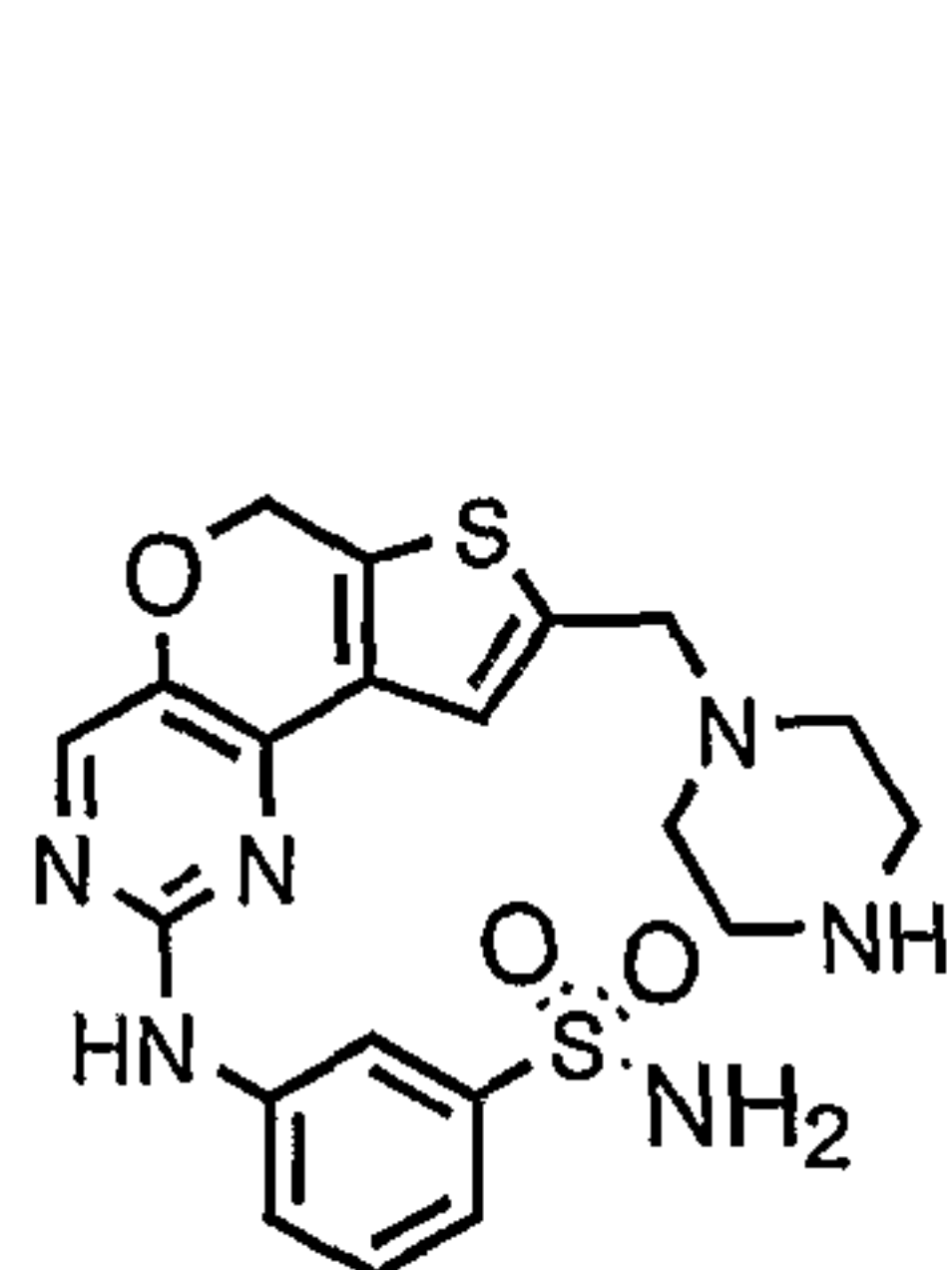
VI-10



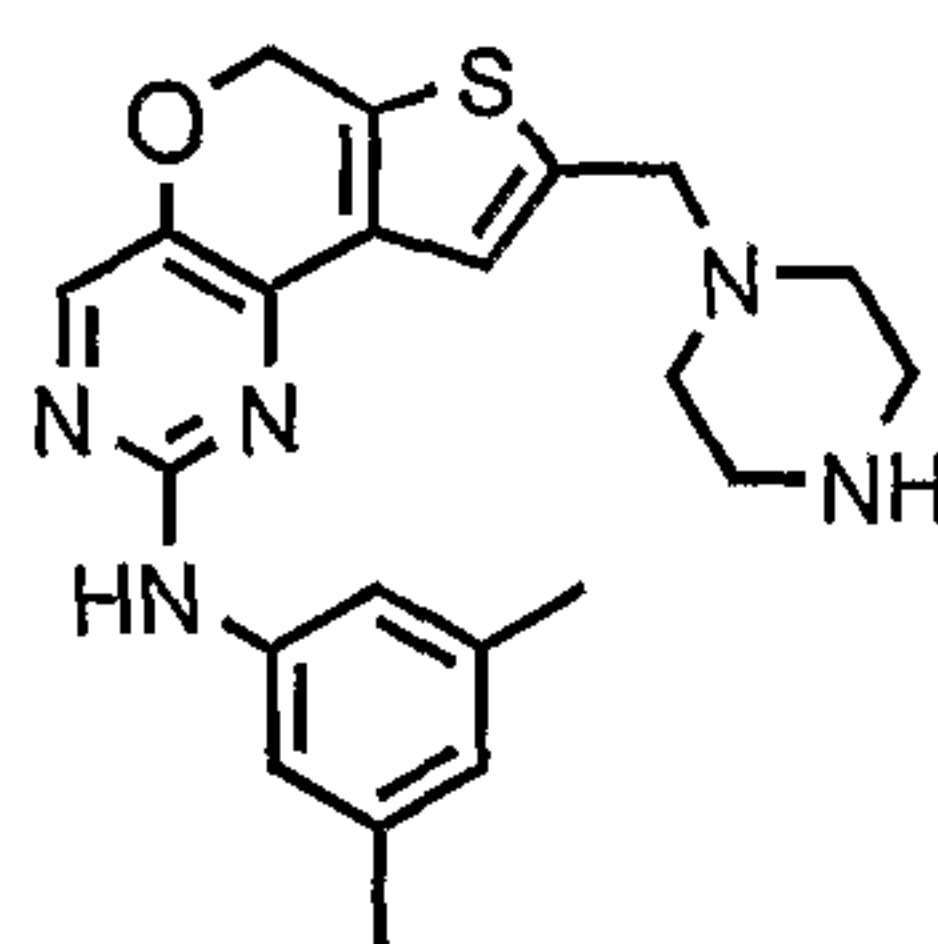
VI-11



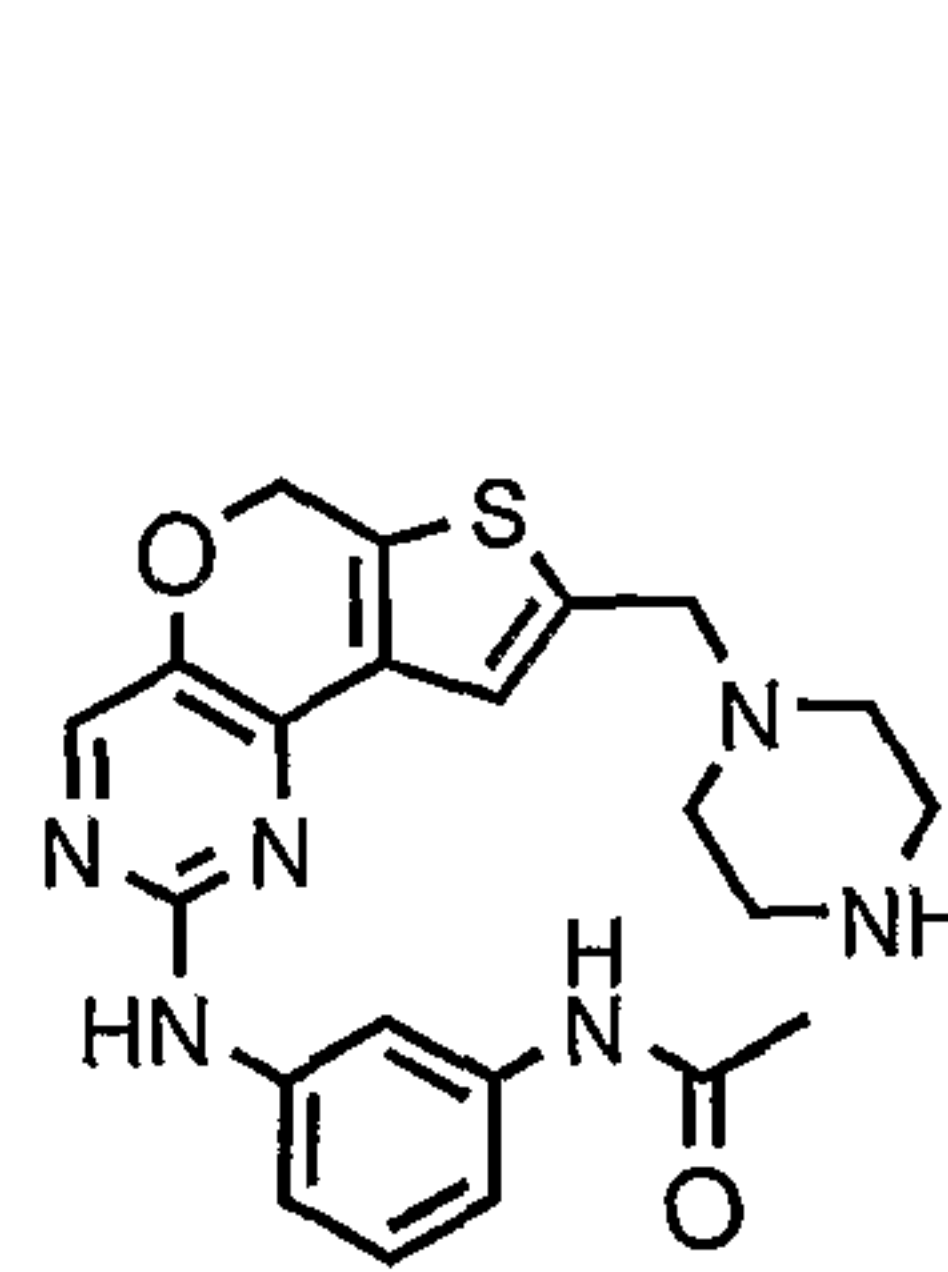
VI-12



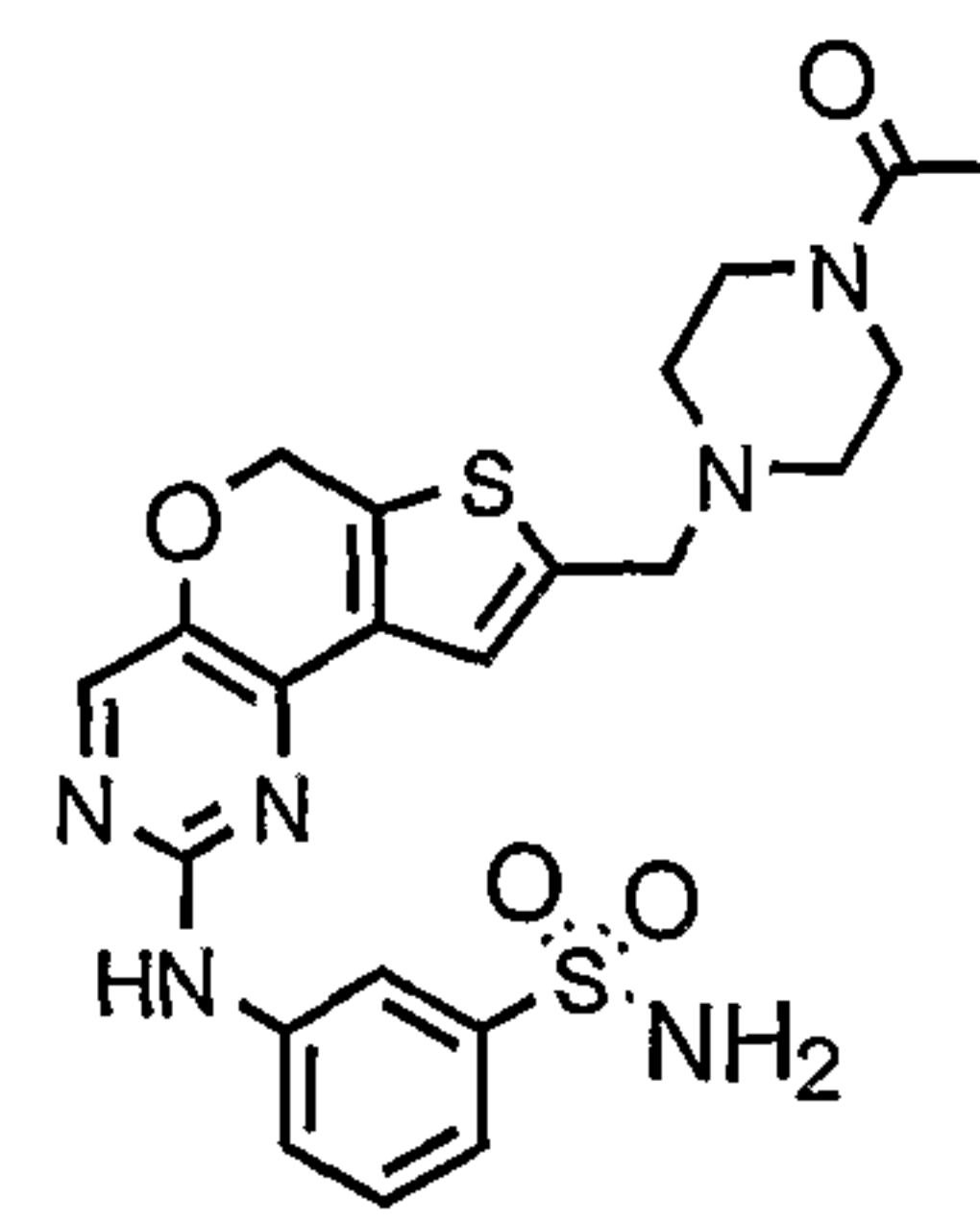
VI-13



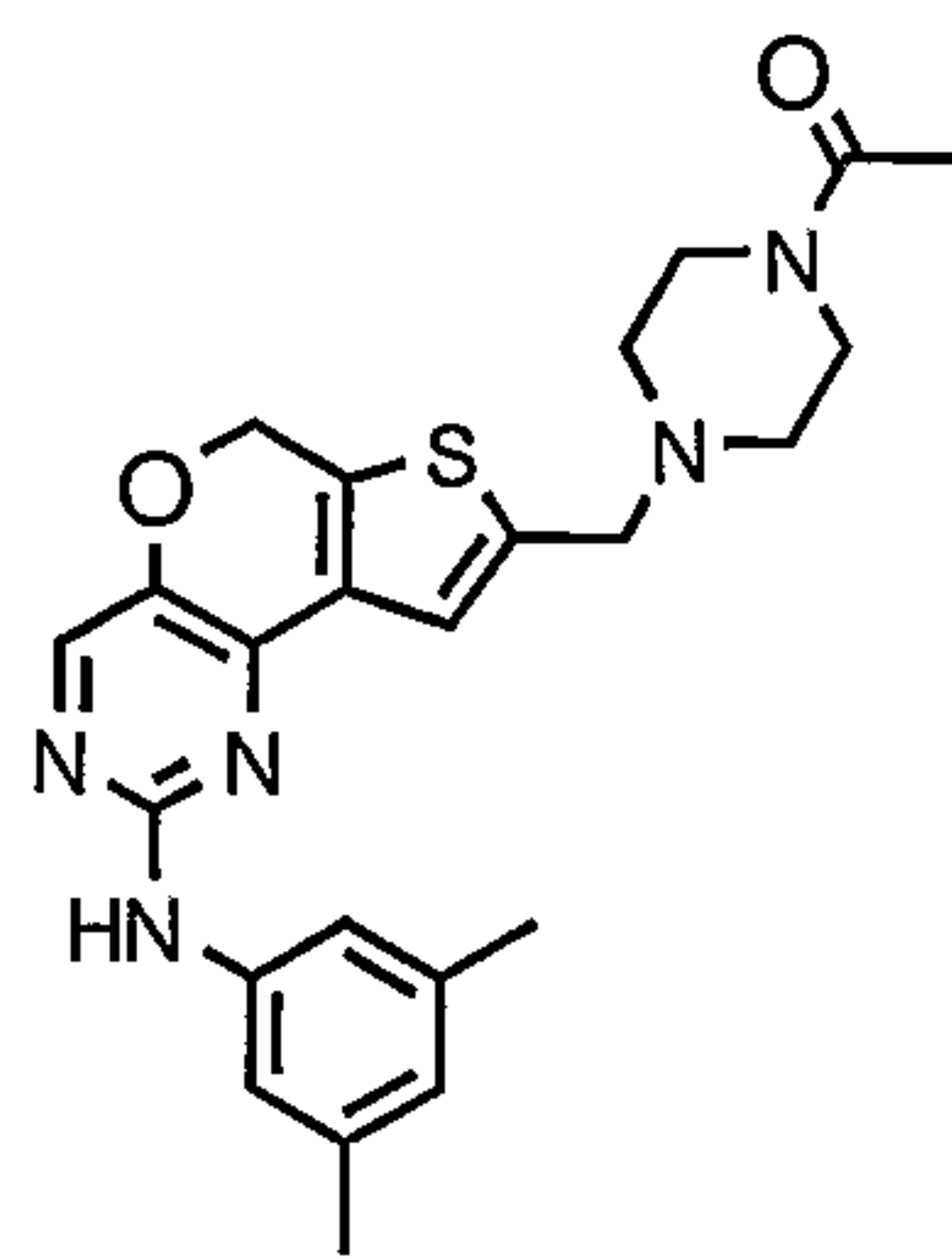
VI-14



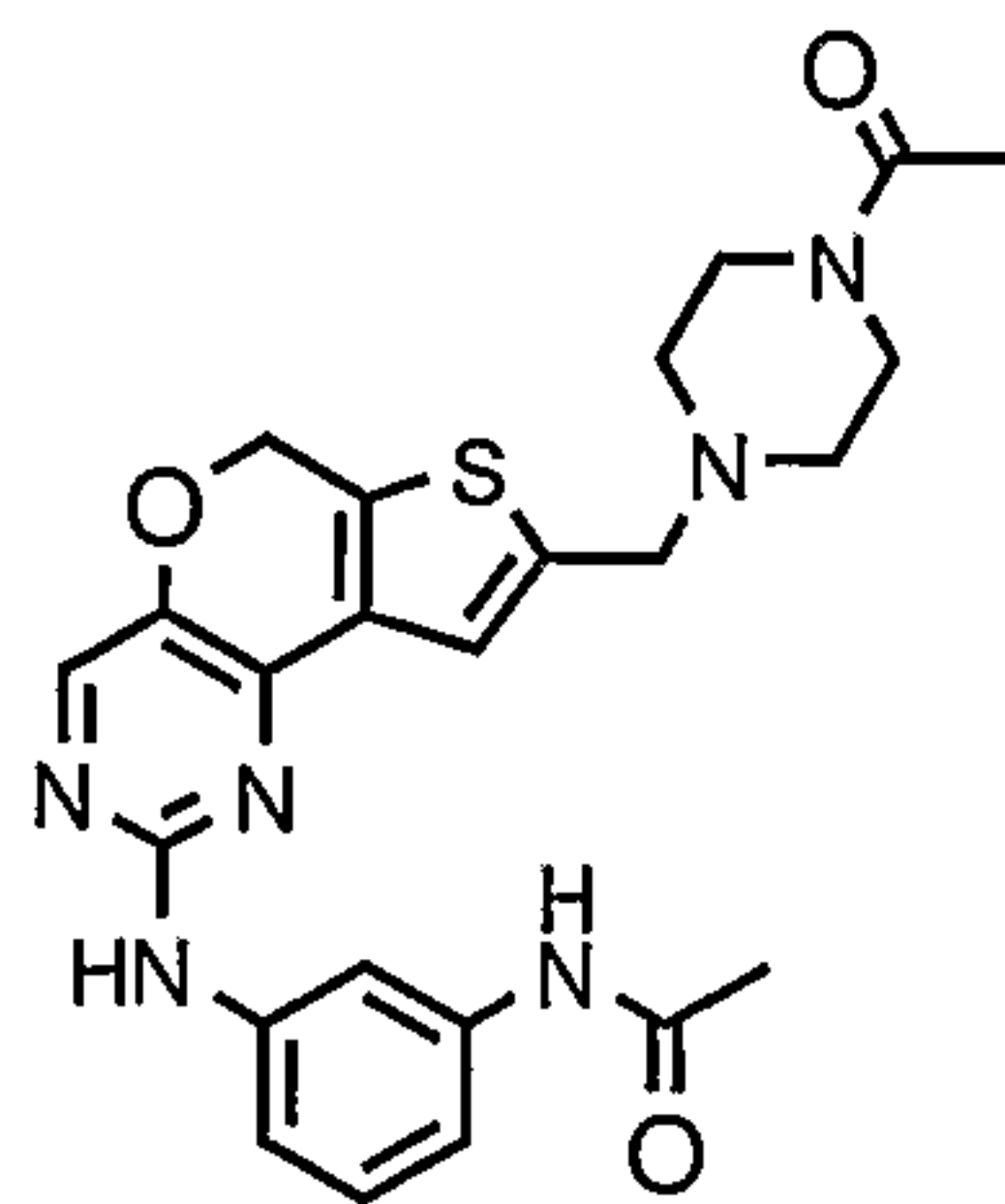
VI-15



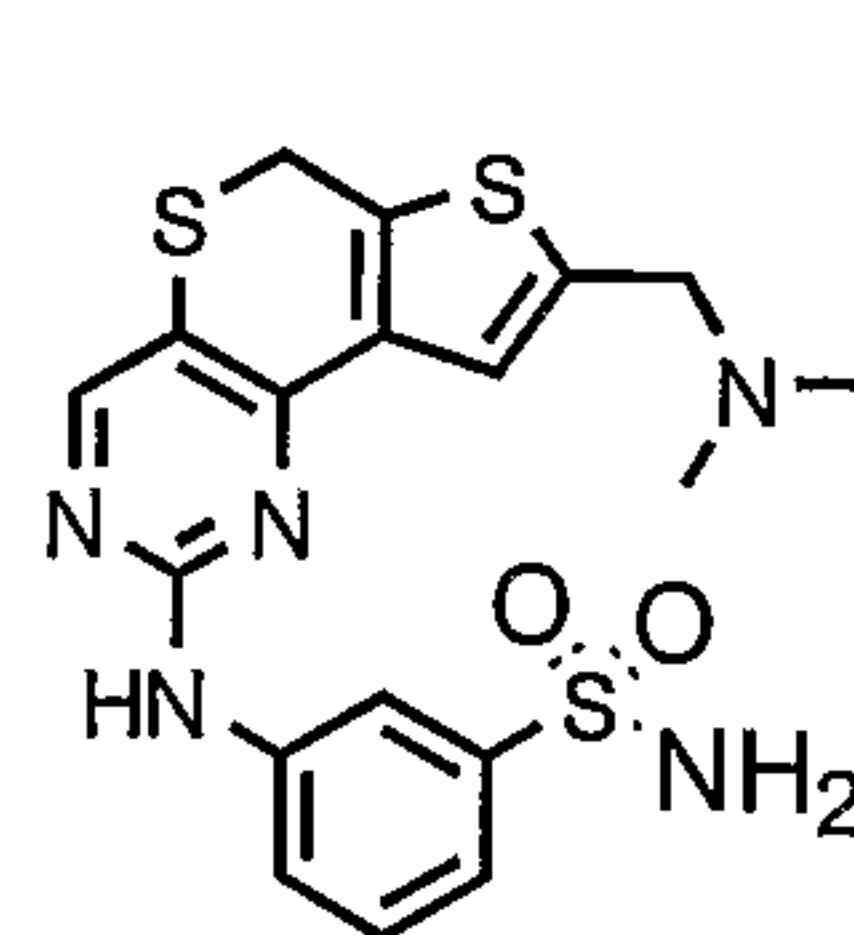
VI-16



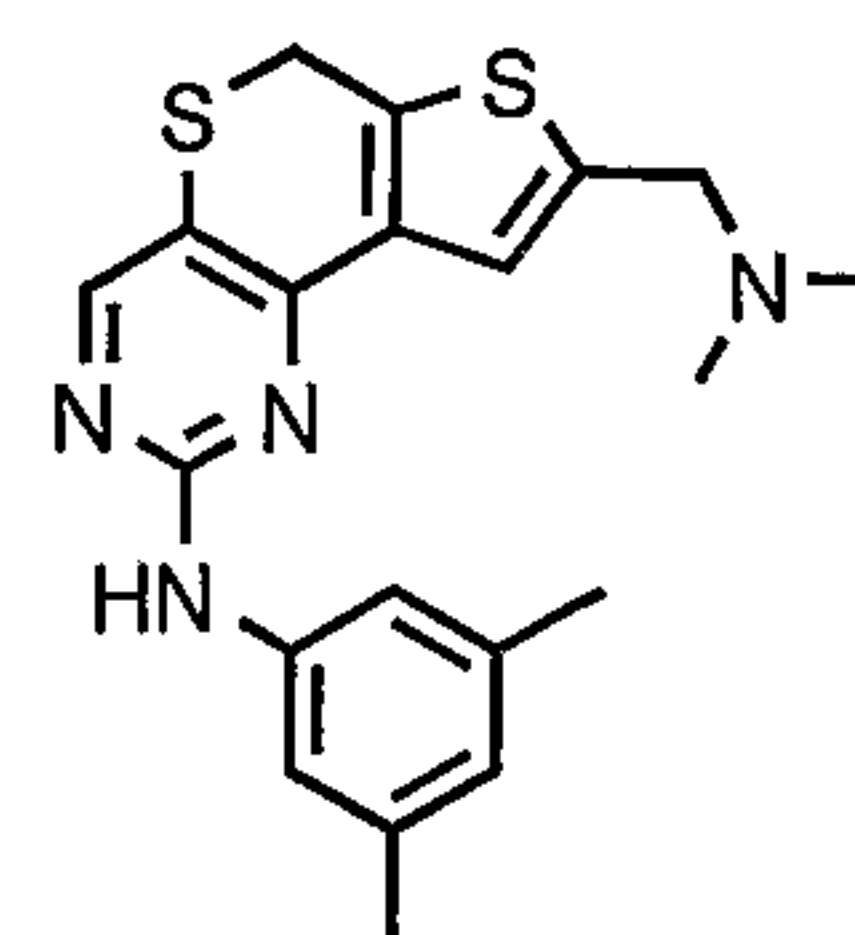
VI-17



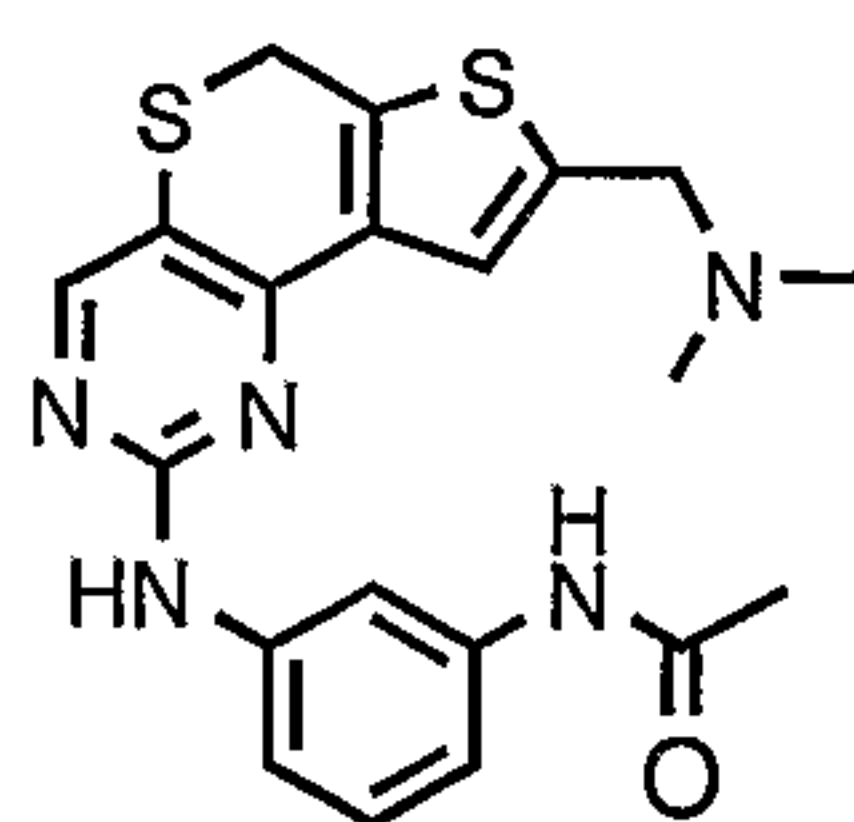
VI-18



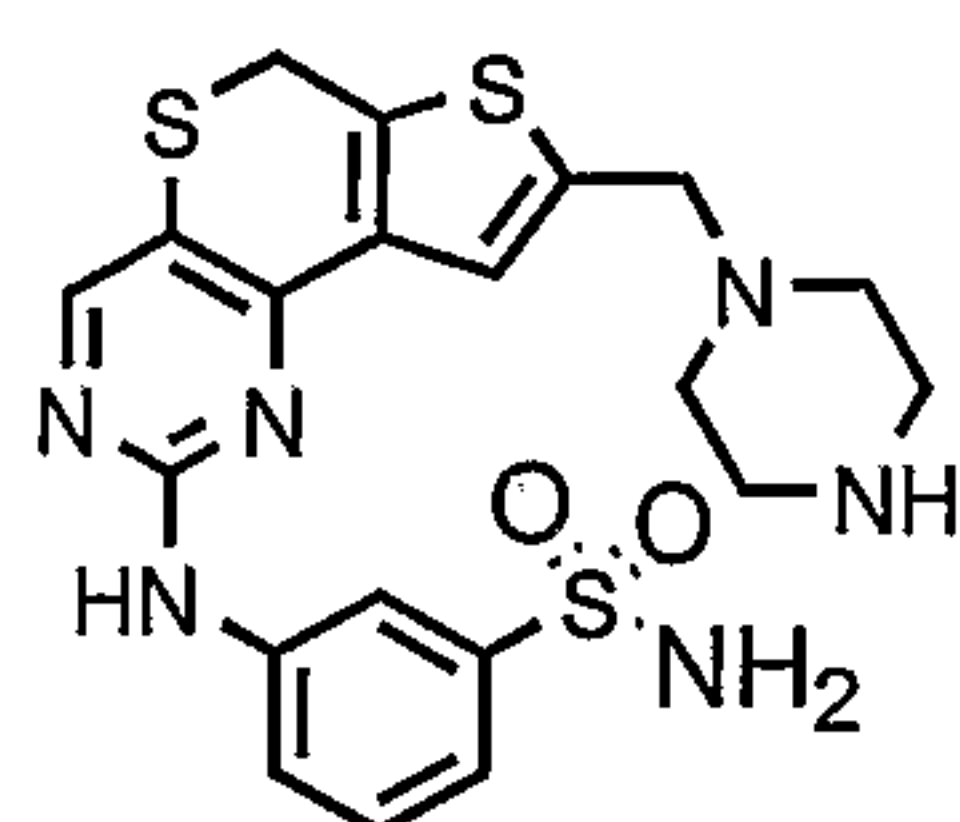
VI-19



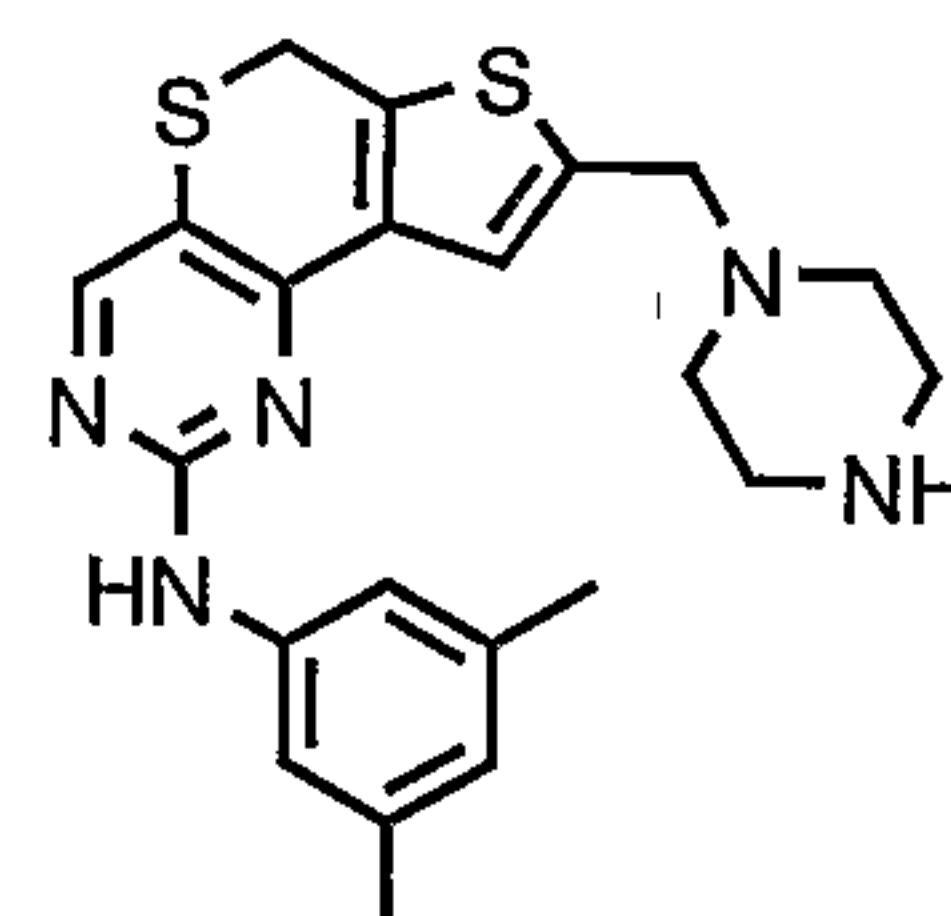
VI-20



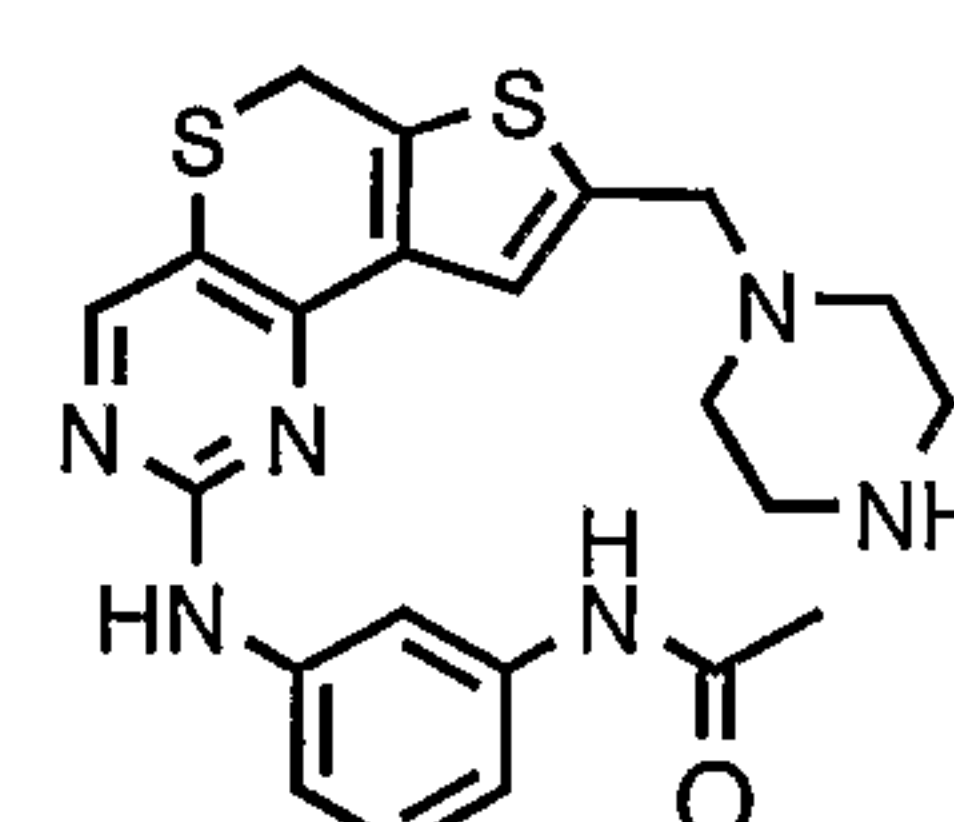
VI-21



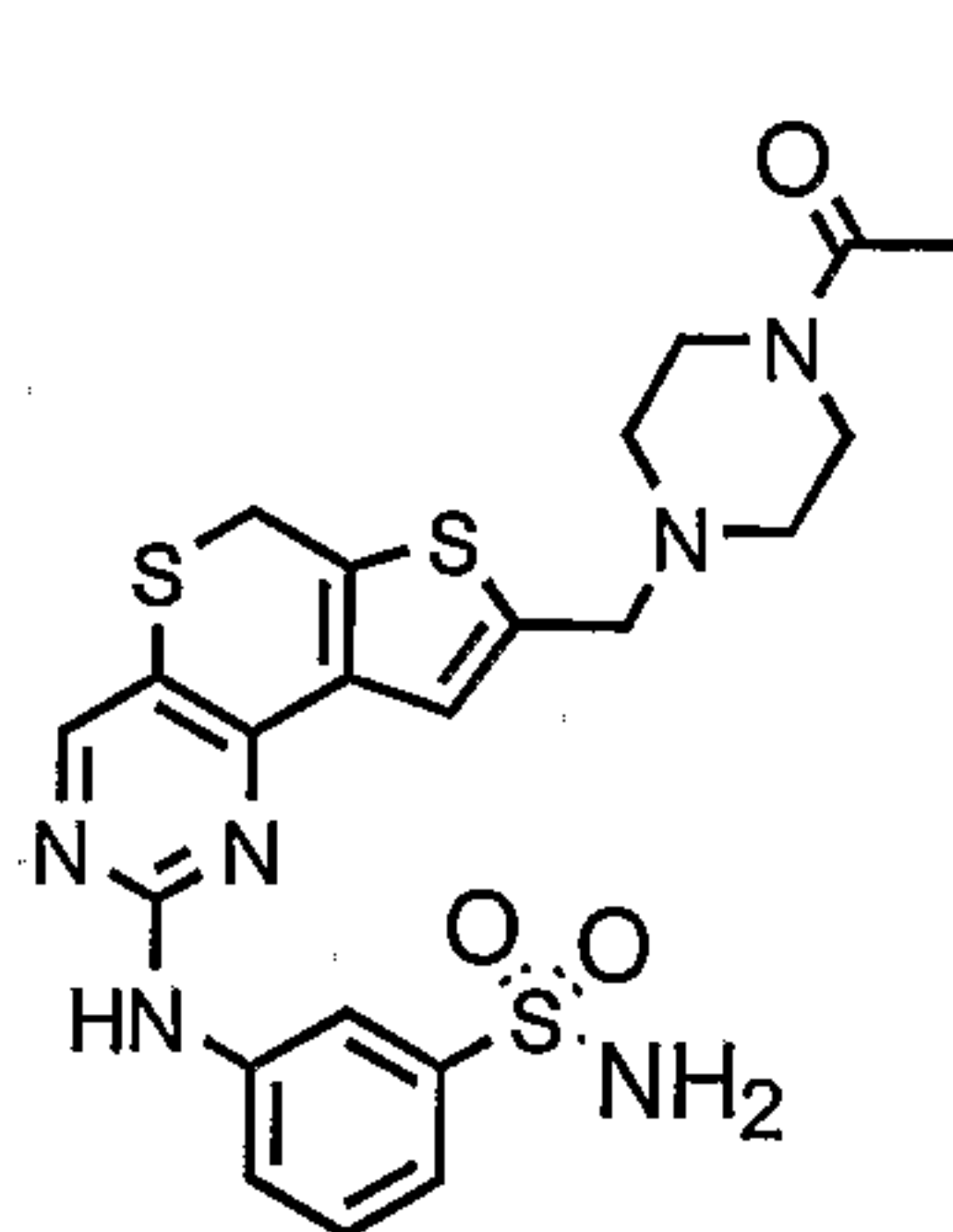
VI-22



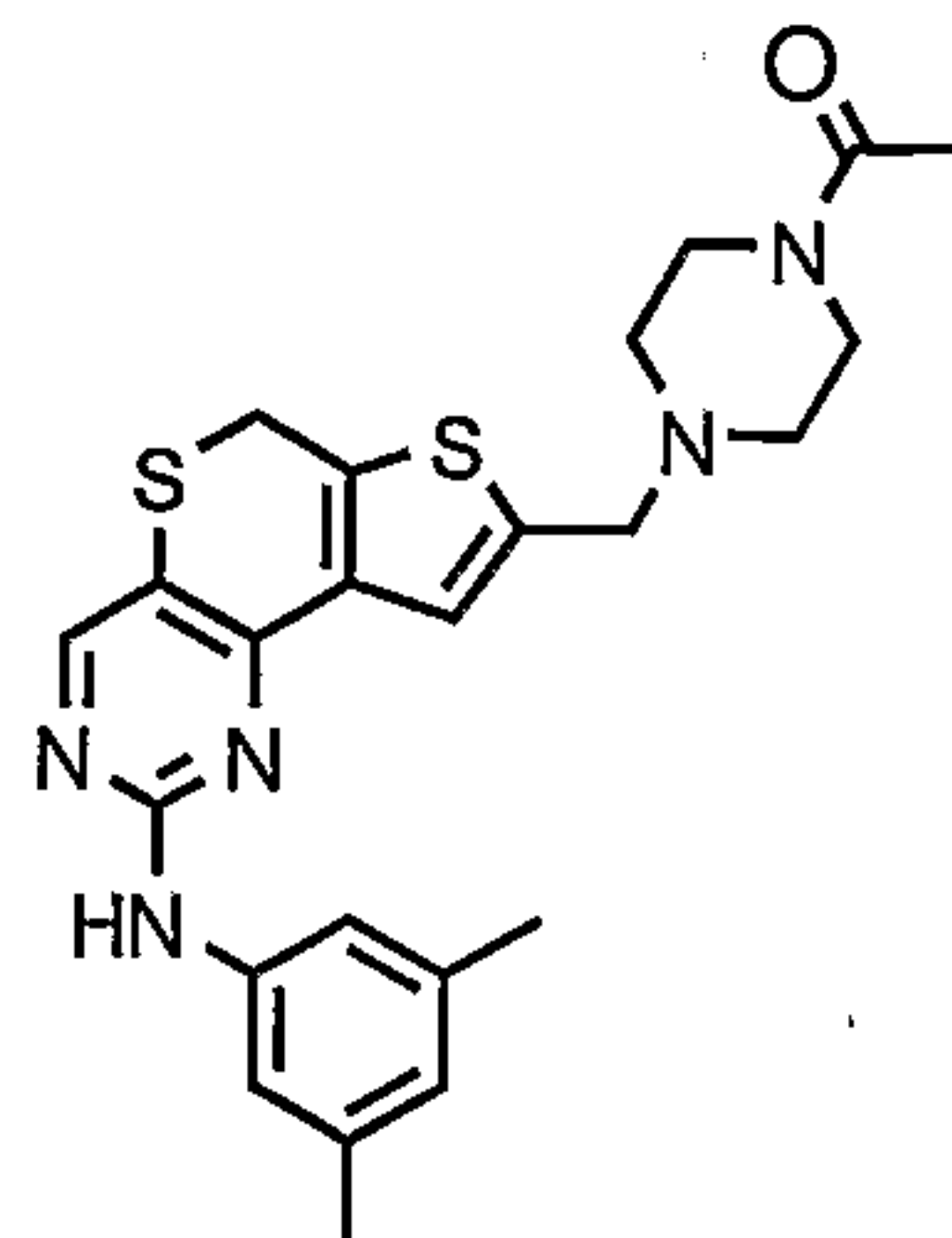
VI-23



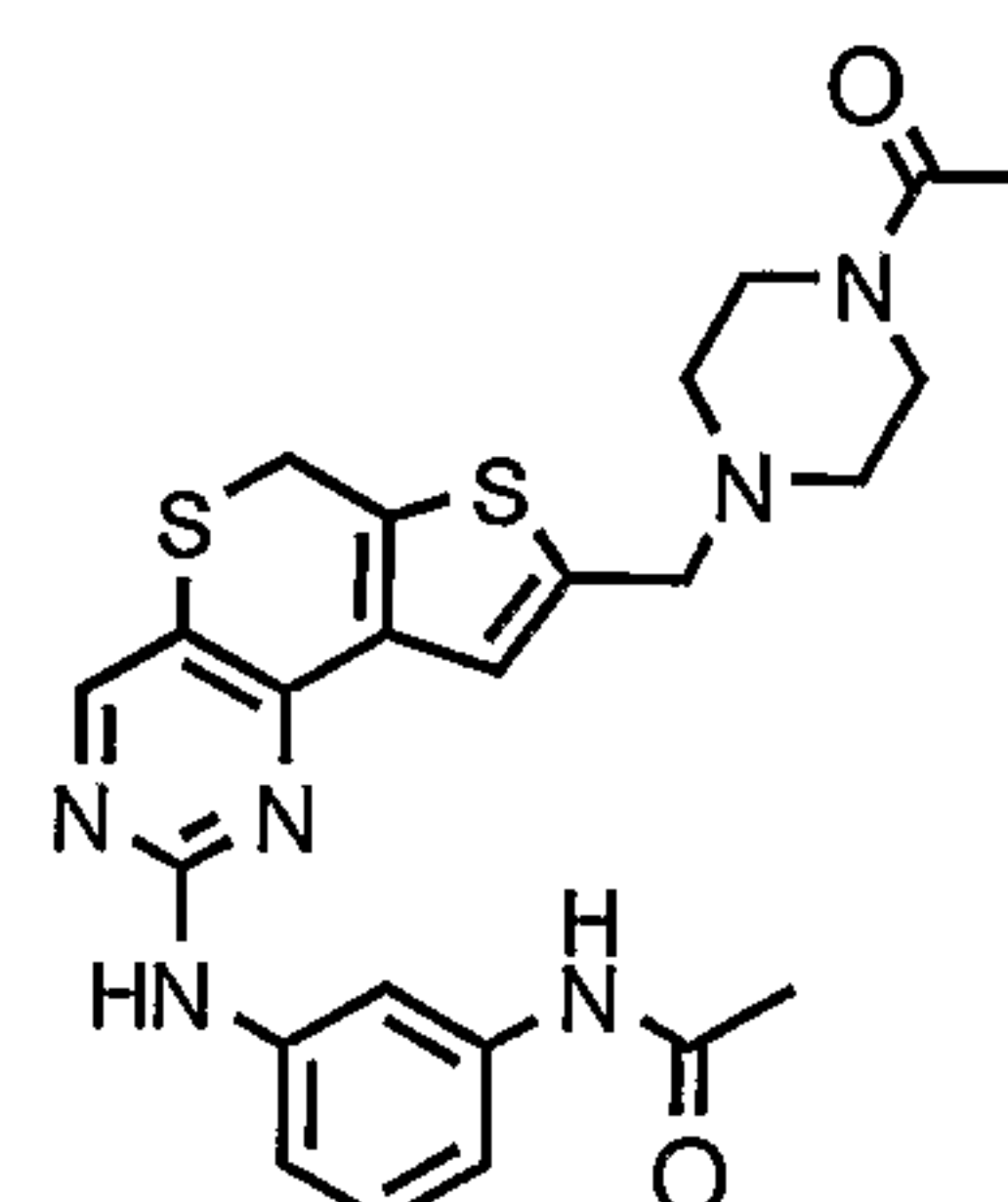
VI-24



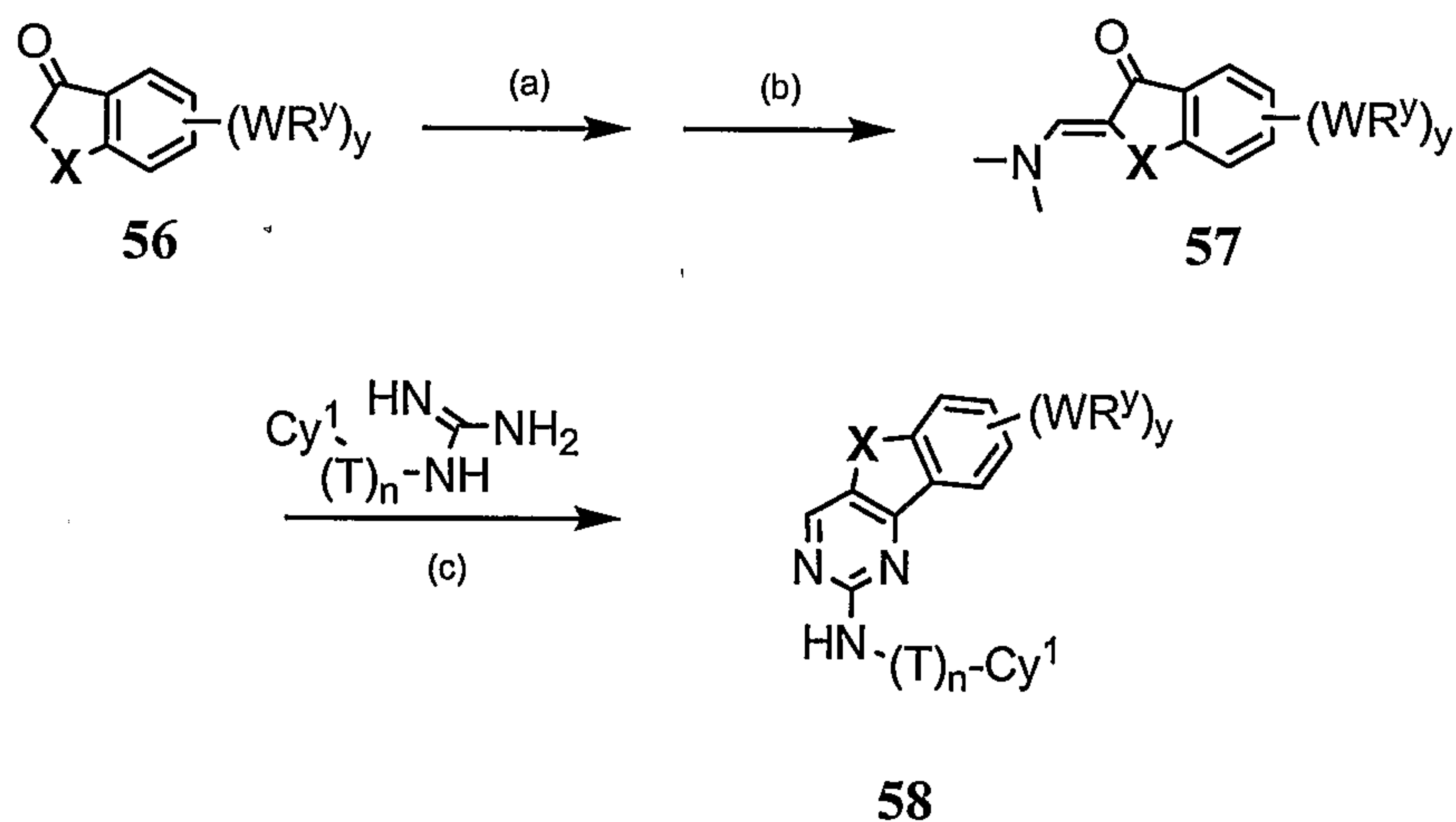
VI-25



VI-26



VI-27

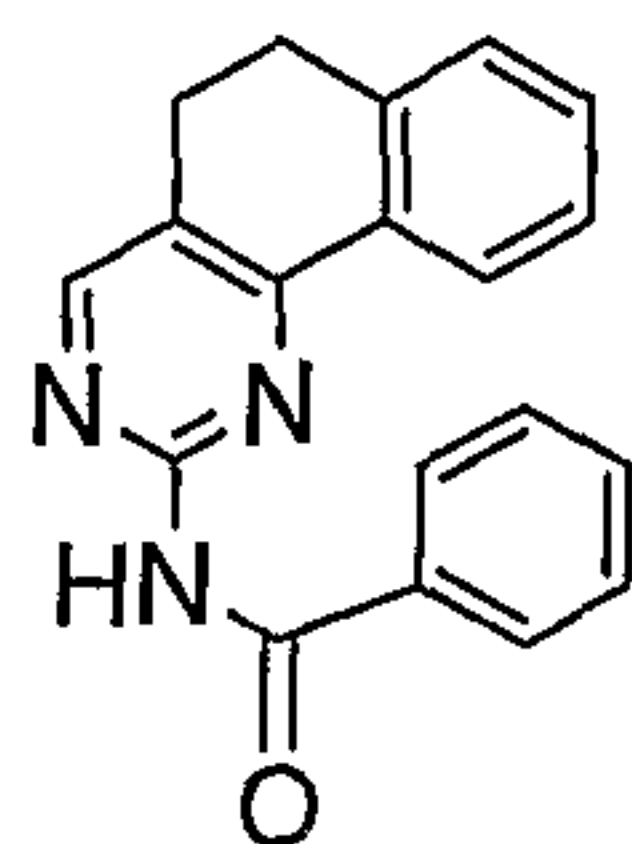
[0185] **Scheme XIII**

[0186] Reagents and conditions: (a) i) 20 eq. DMF-DMA; ii) CH₃CN overnight; (b) 1.2 eq. Bredereck's reagent 80°C overnight; (c) DMF, 100°C, overnight.

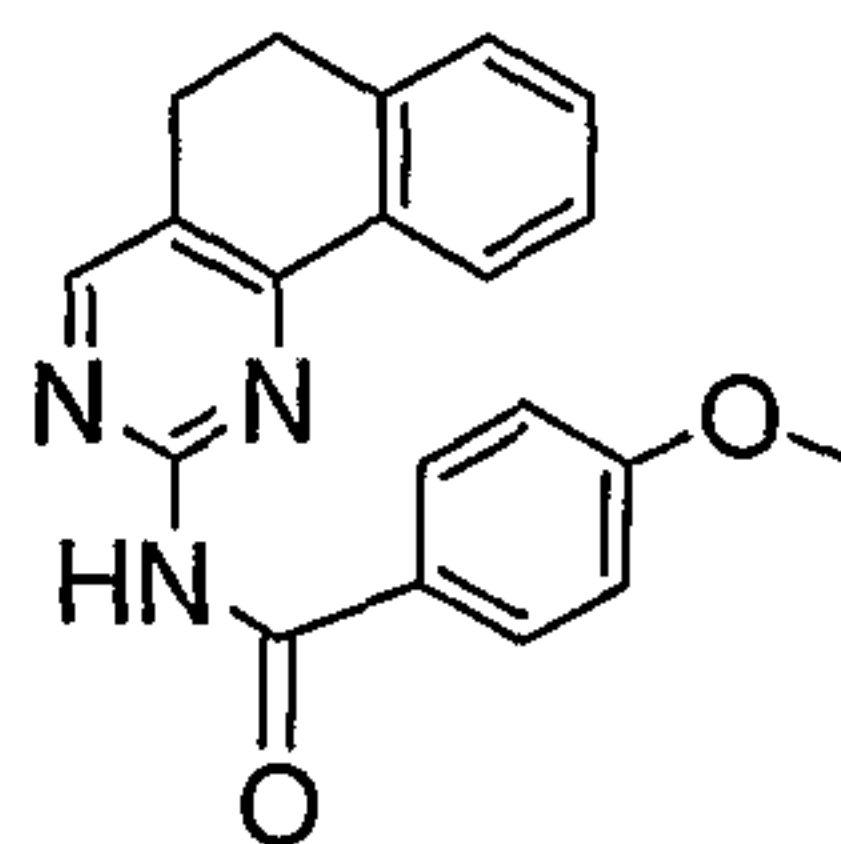
[0187] Scheme XIII above shows a general synthetic route that is used for preparing compounds of formula **58** of this invention where X is defined generally herein and where Cy^1 , WR^Y , and y are as described herein. Each of the above steps is well known to one of skill in the art.

[0188] Table 7 below depicts exemplary compounds prepared according to the general method described in Scheme XIII.

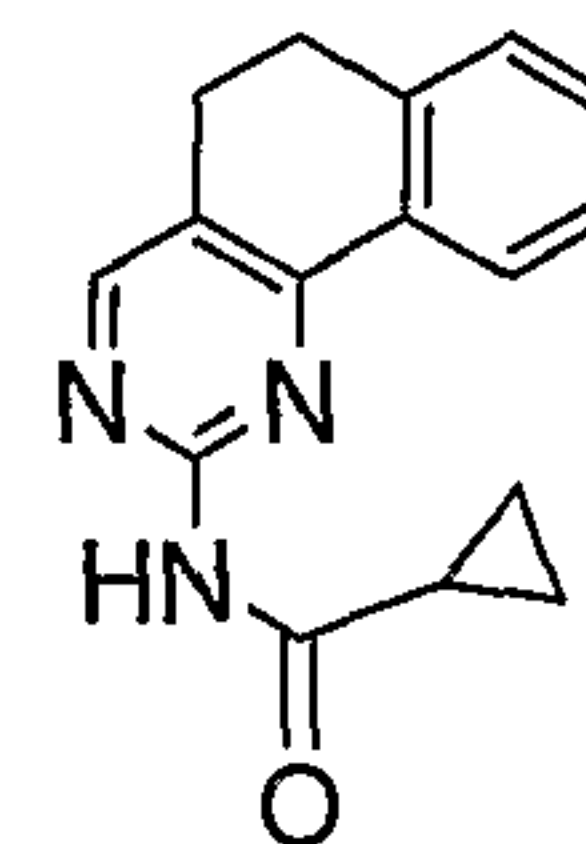
[0189] **Table 7. Examples of Compounds of Formula VII:**



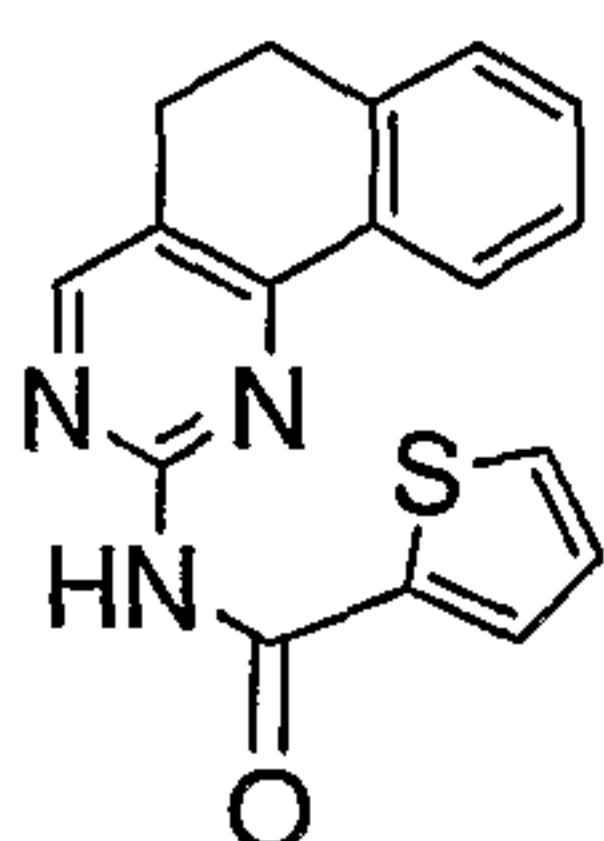
VII-1



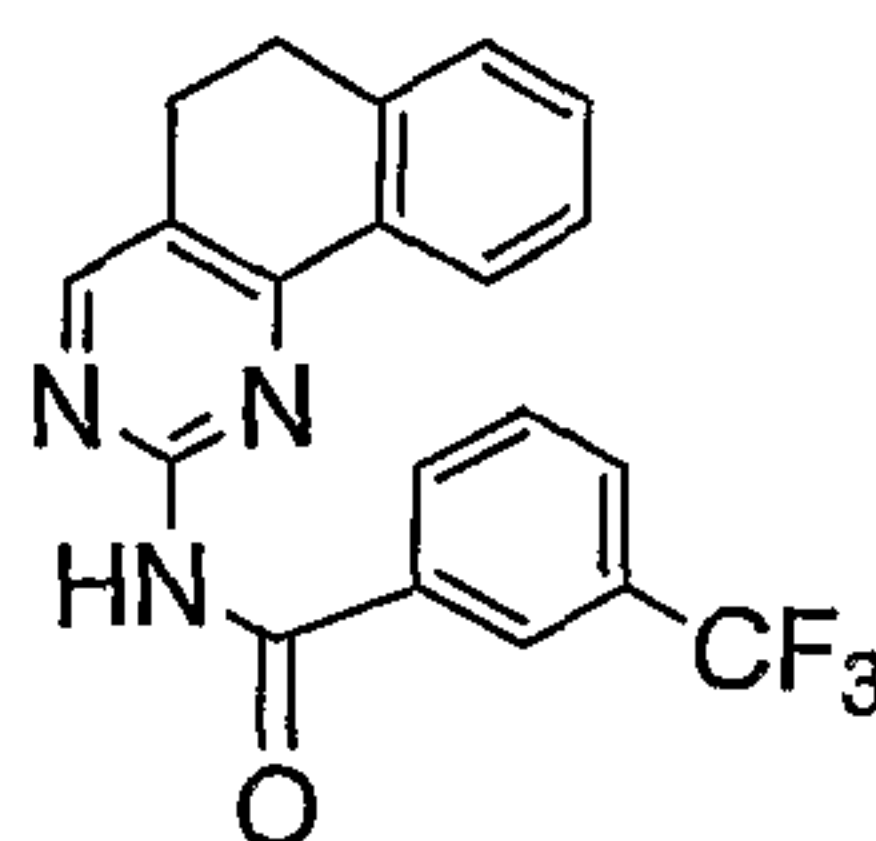
VII-2



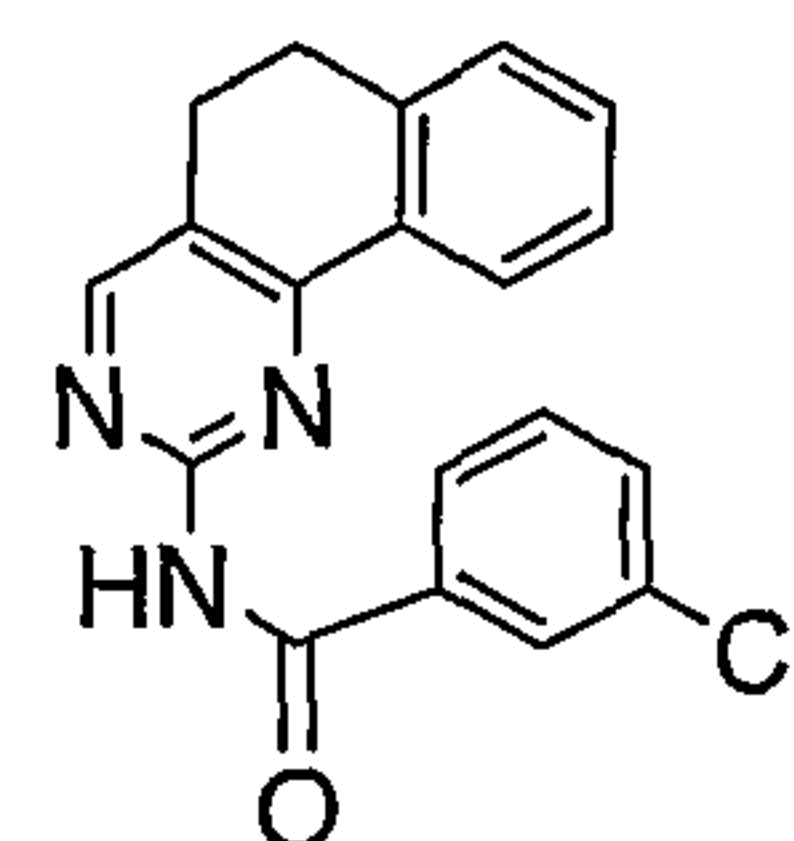
VII-3



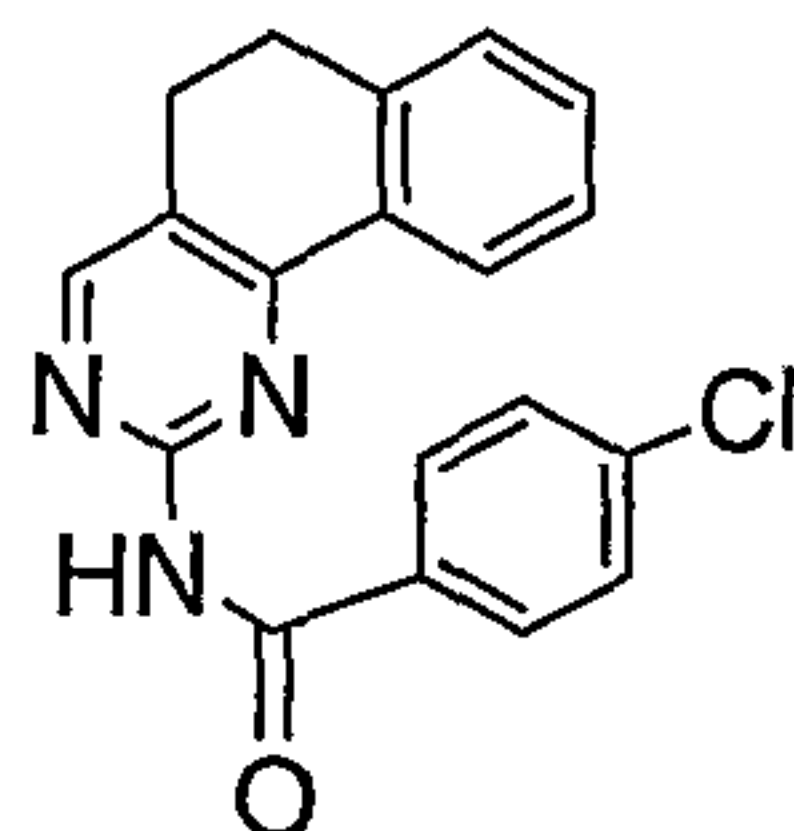
VII-4



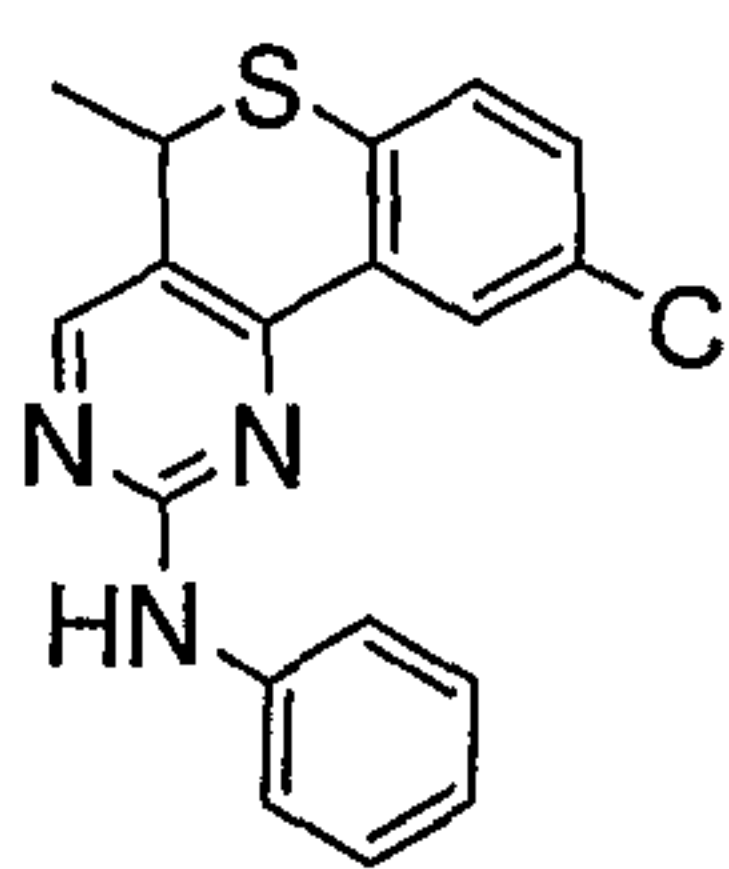
VII-5



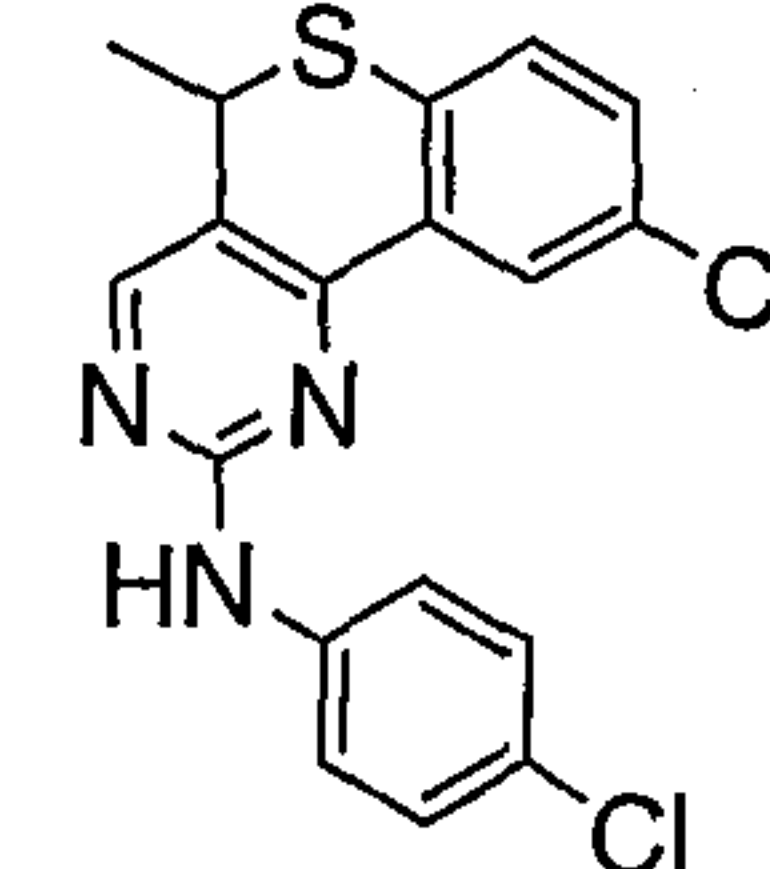
VII-6



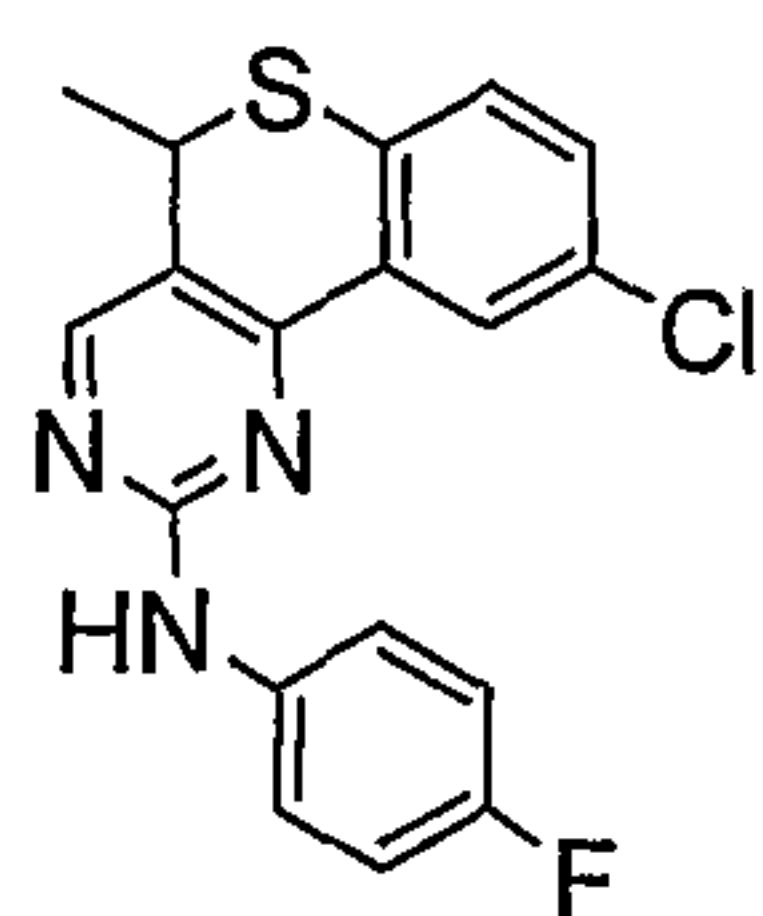
VII-7



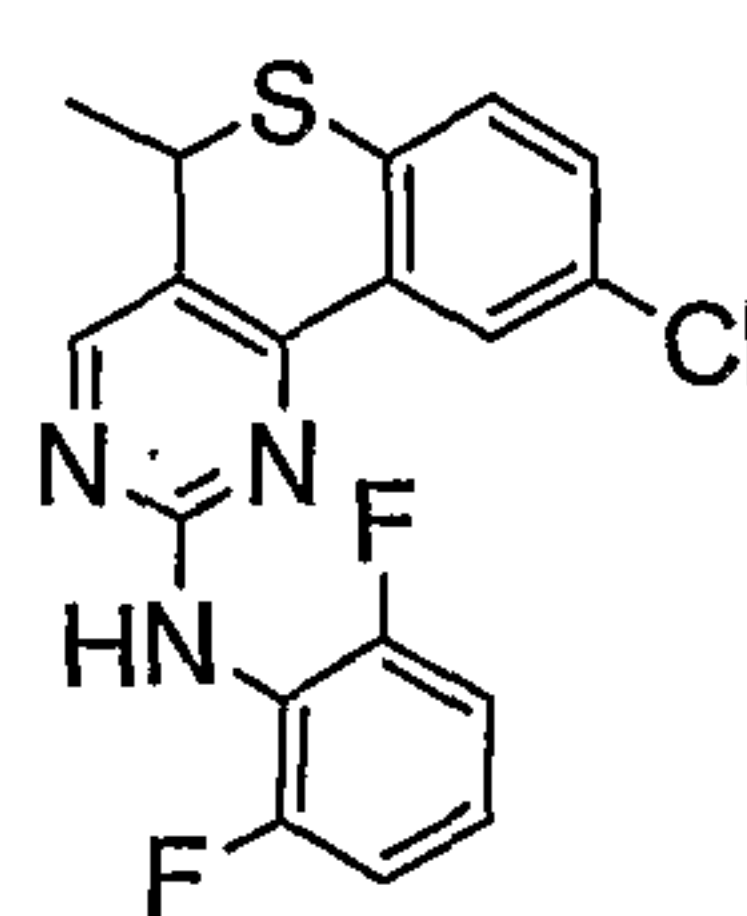
VII-8



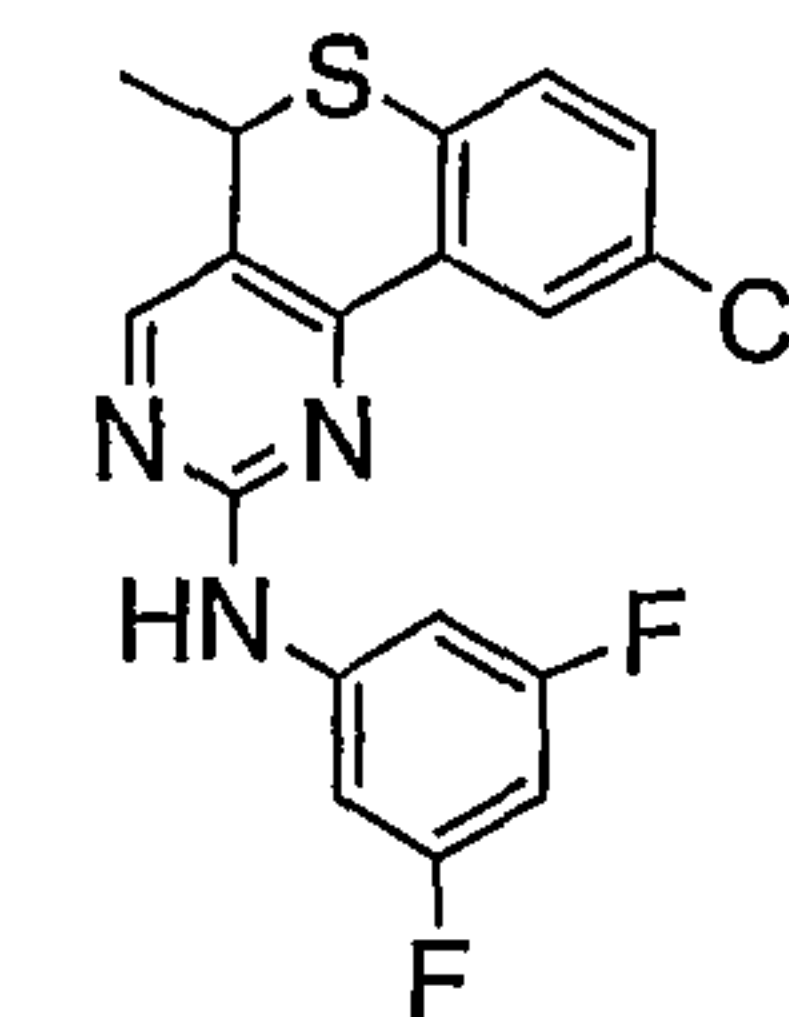
VII-9



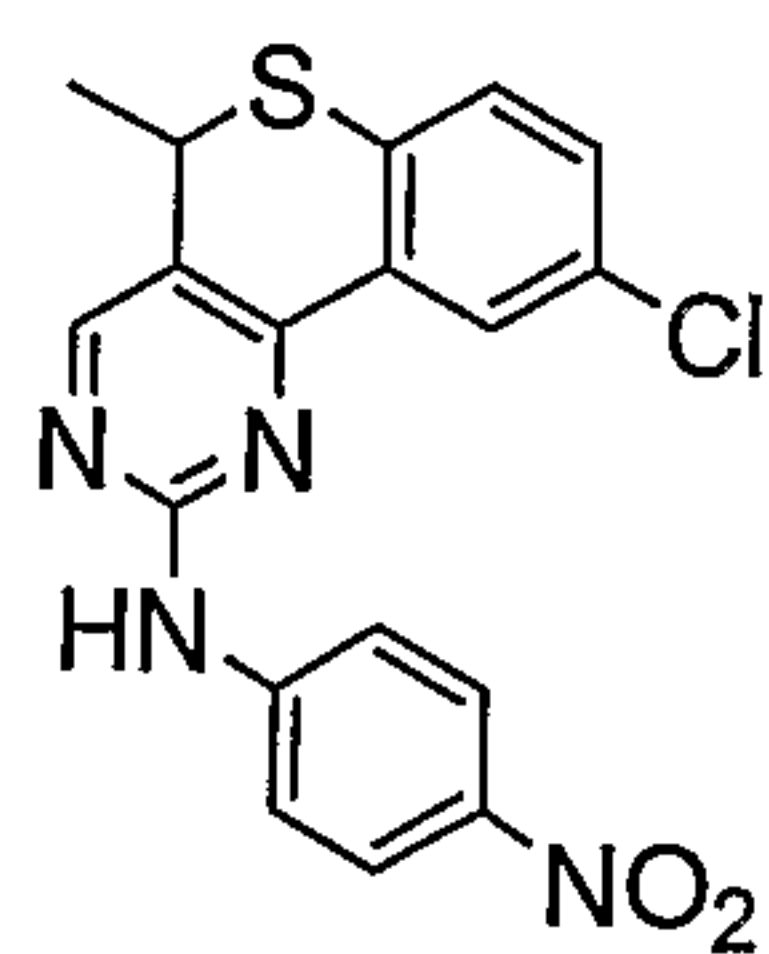
VII-10



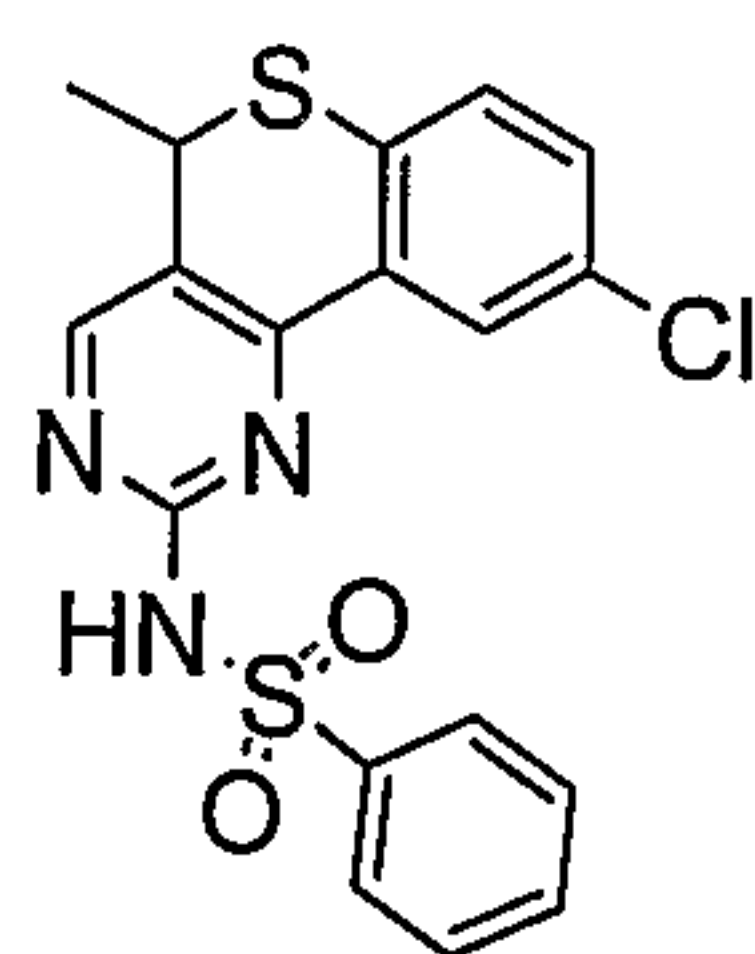
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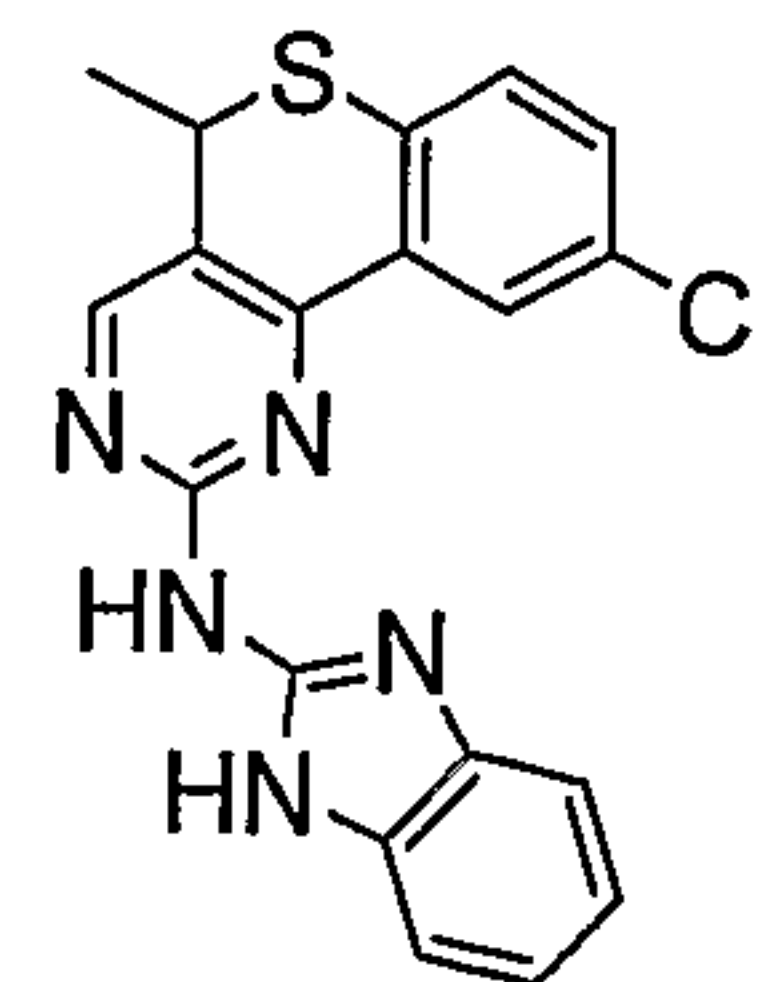
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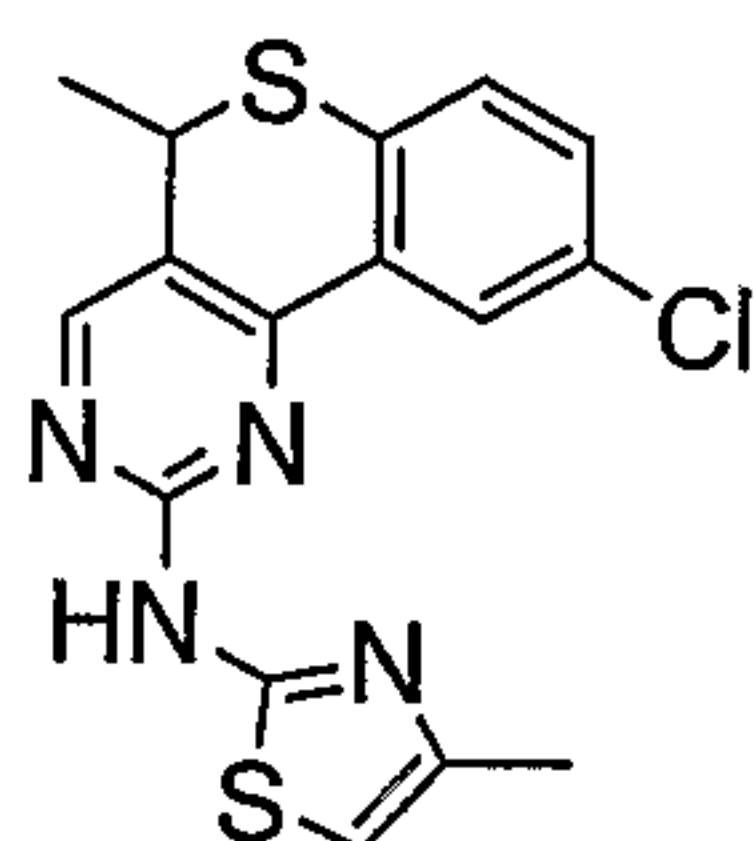
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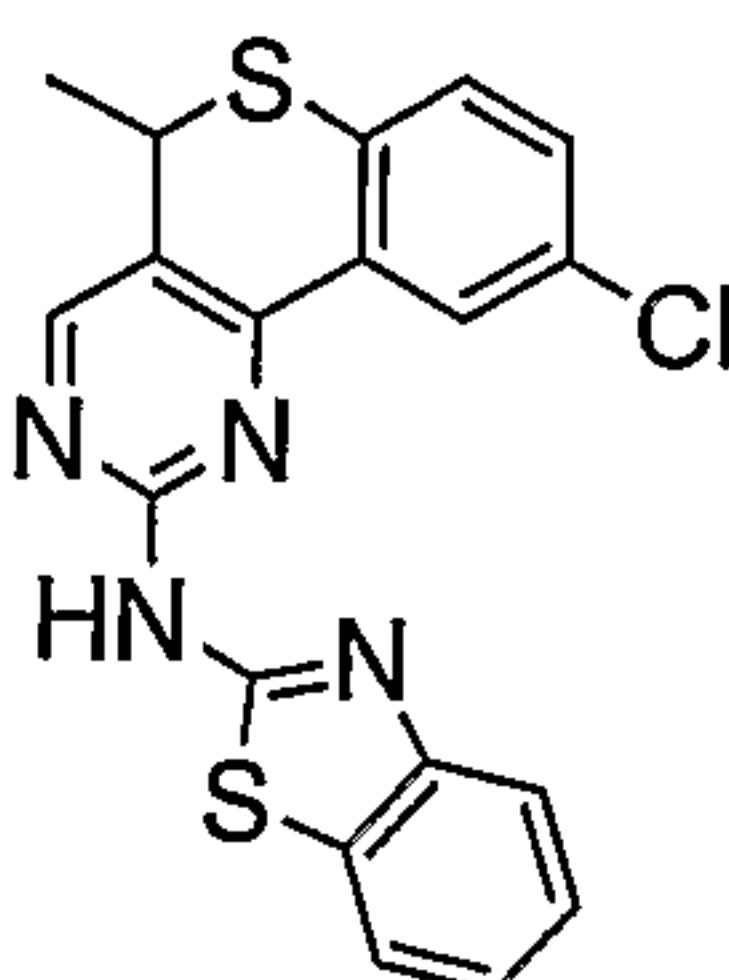
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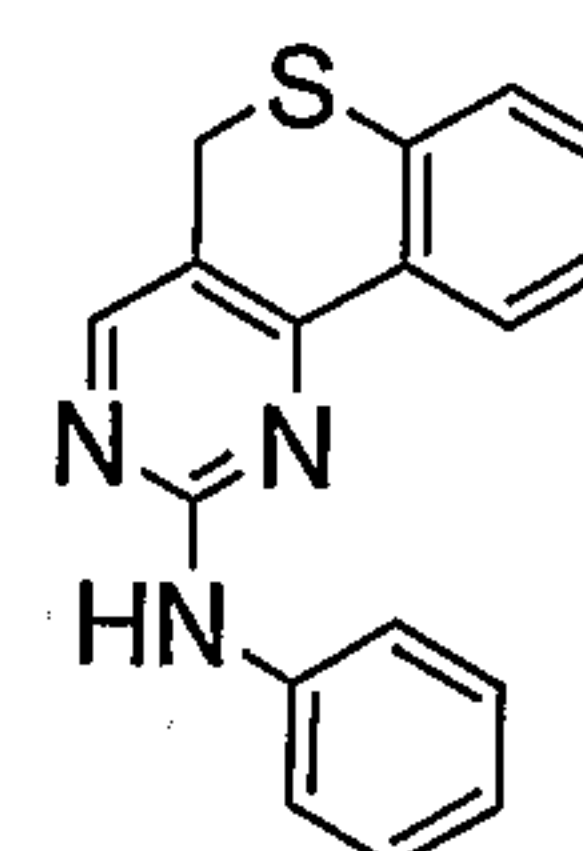
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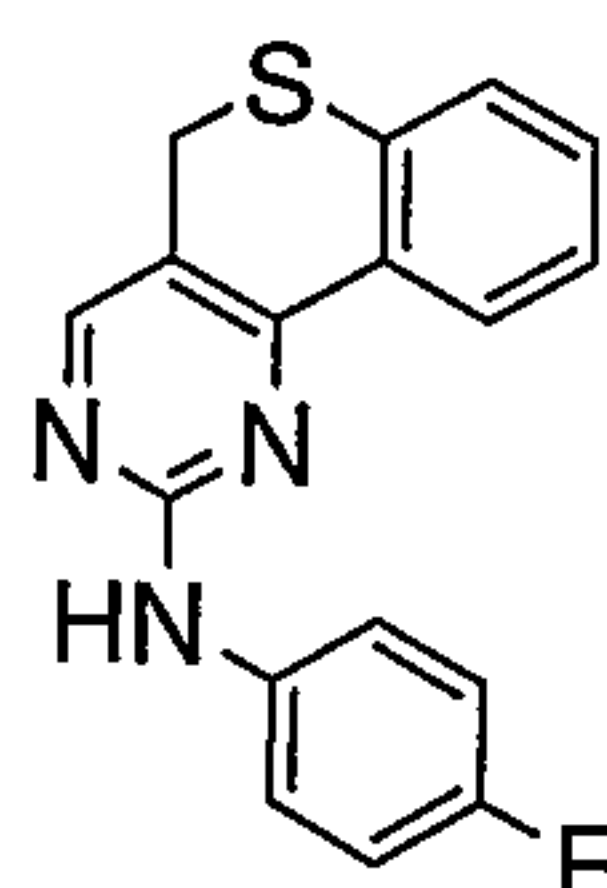
VII-16



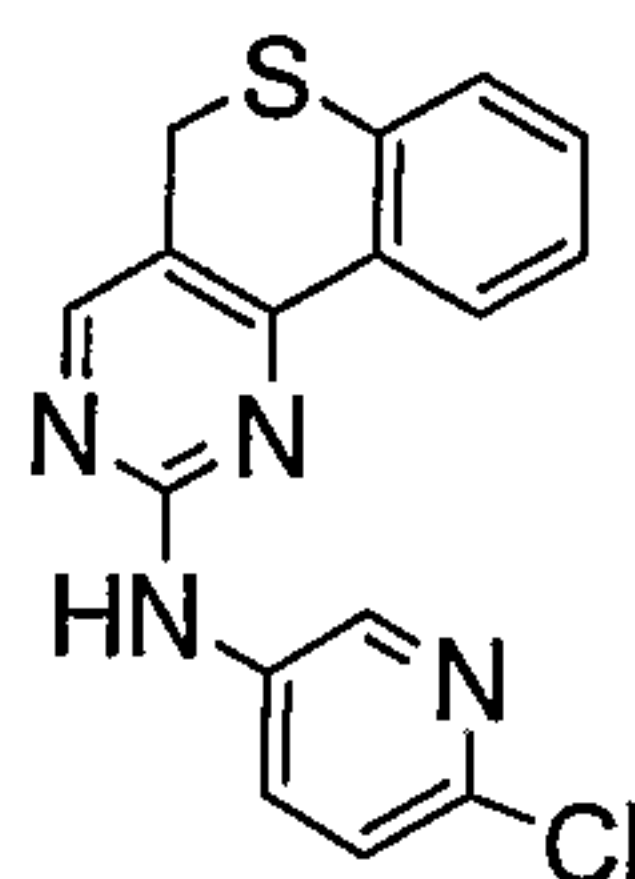
VII-17



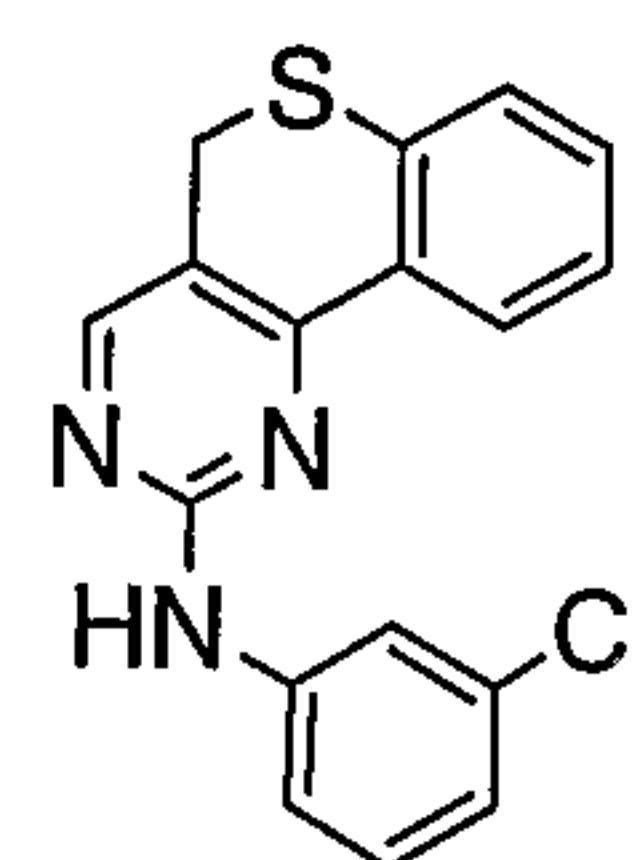
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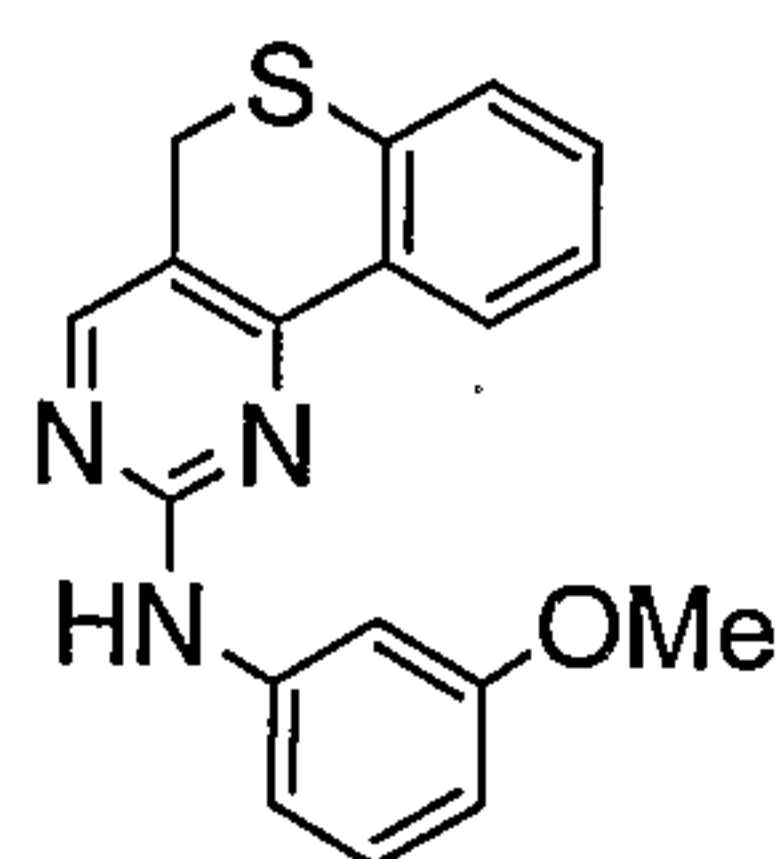
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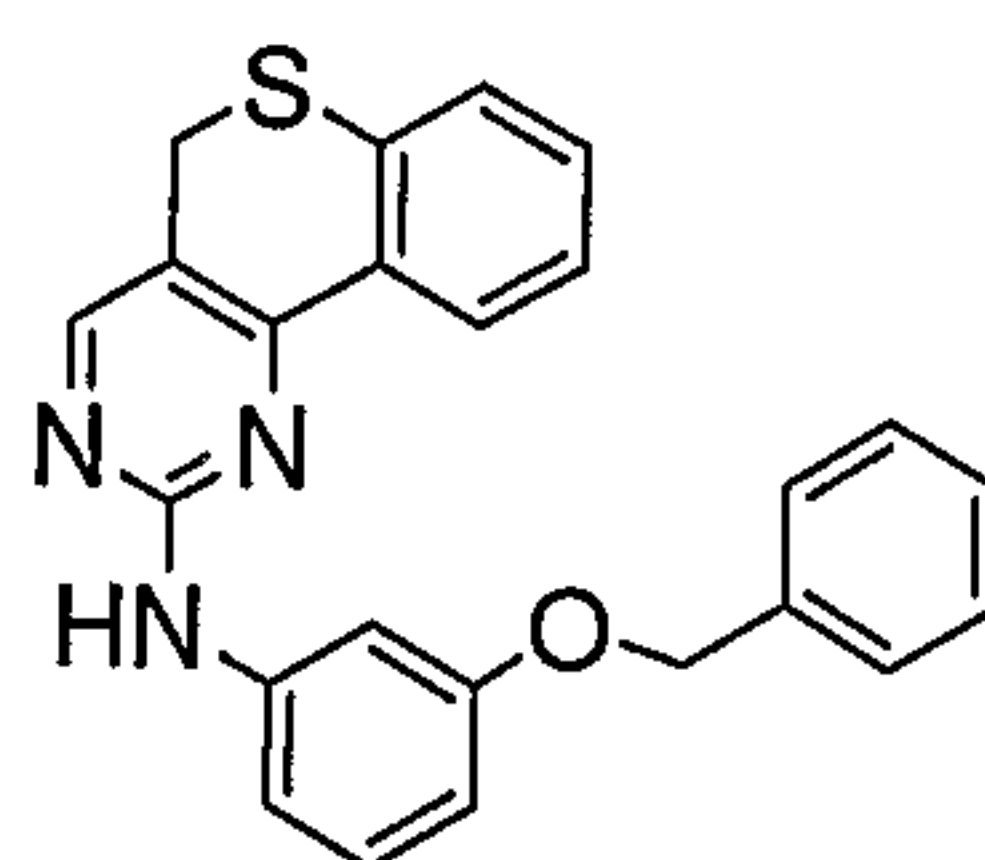
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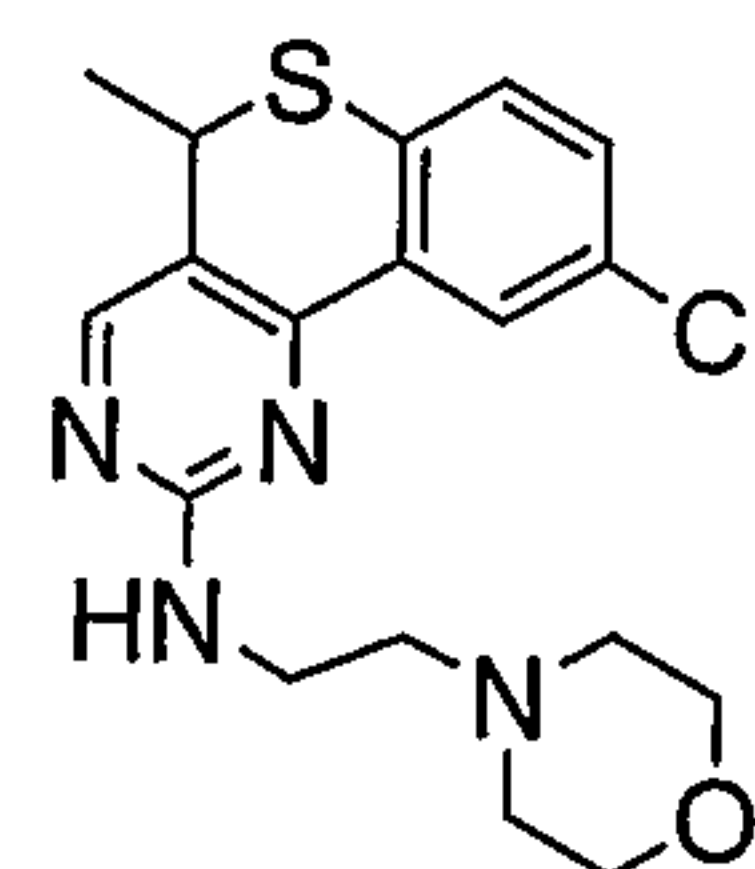
VII-21



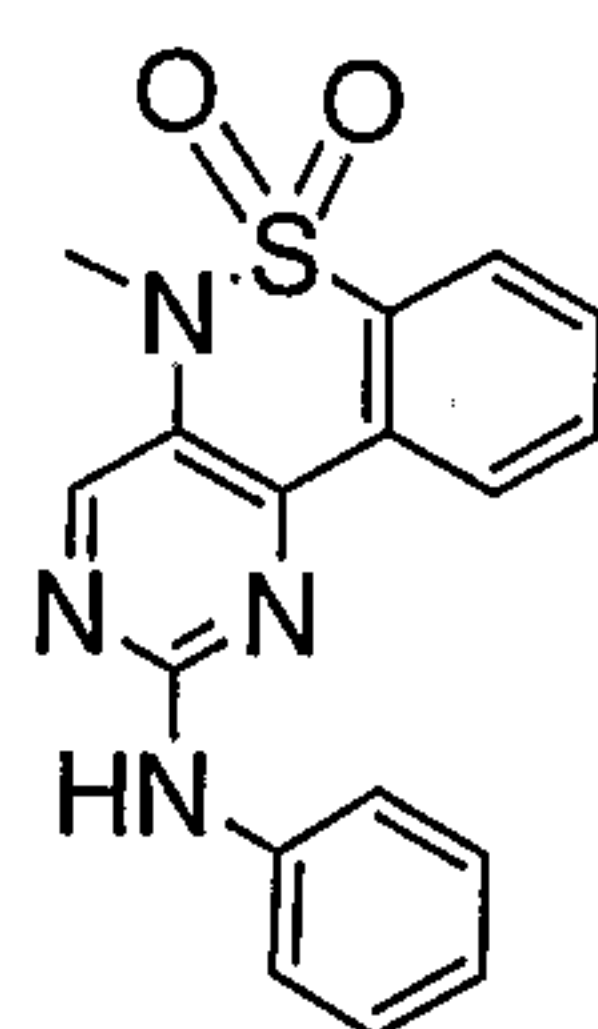
VII-22



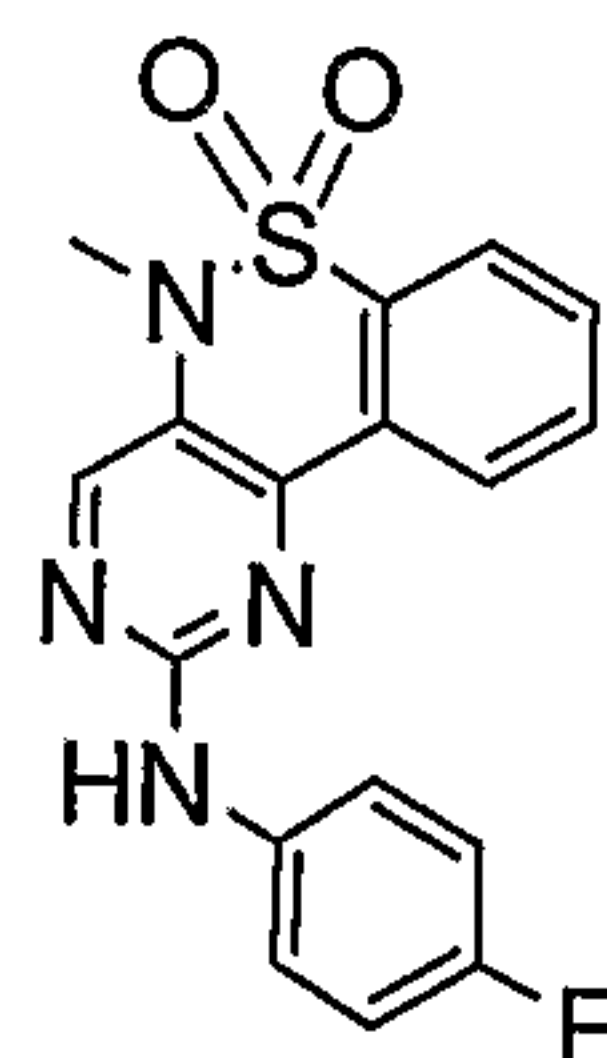
VII-23



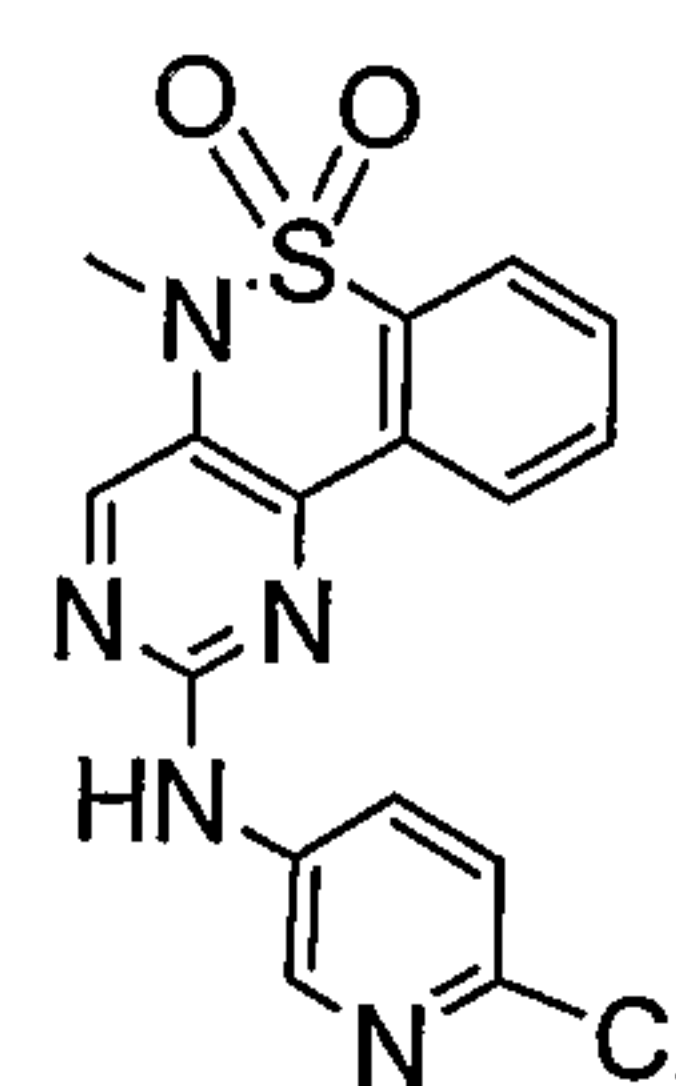
VII-24



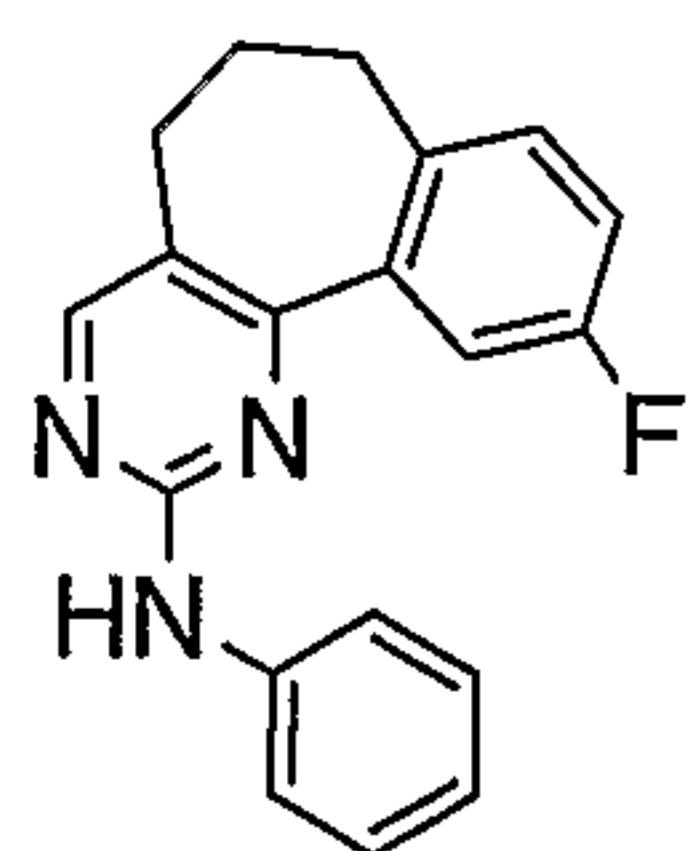
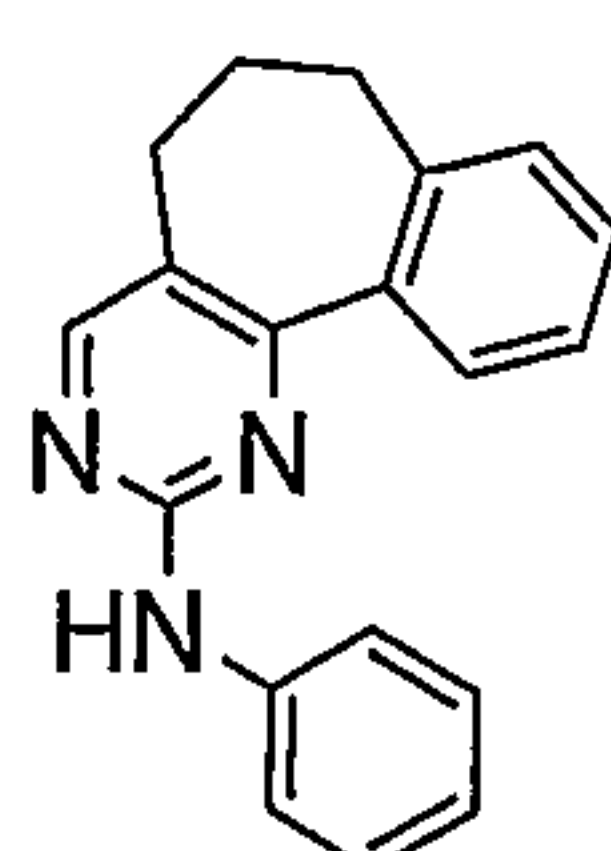
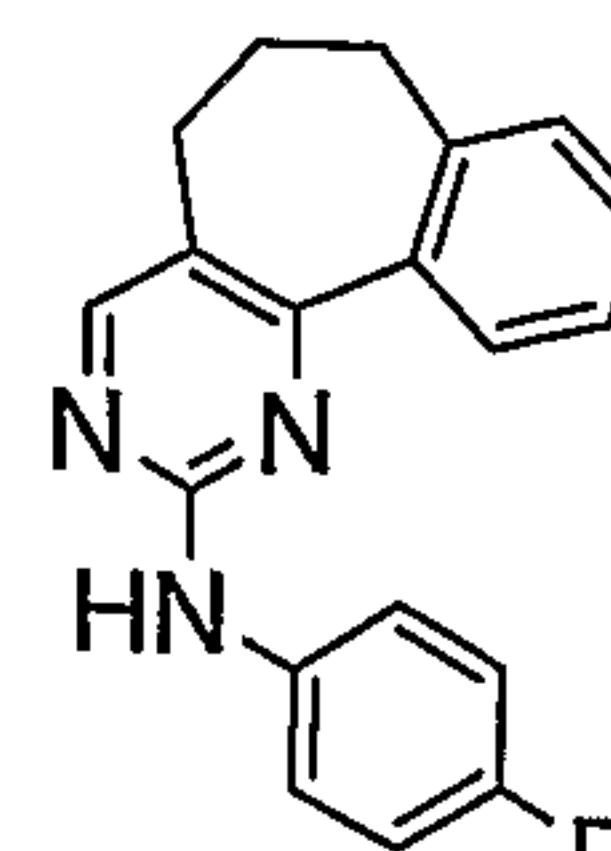
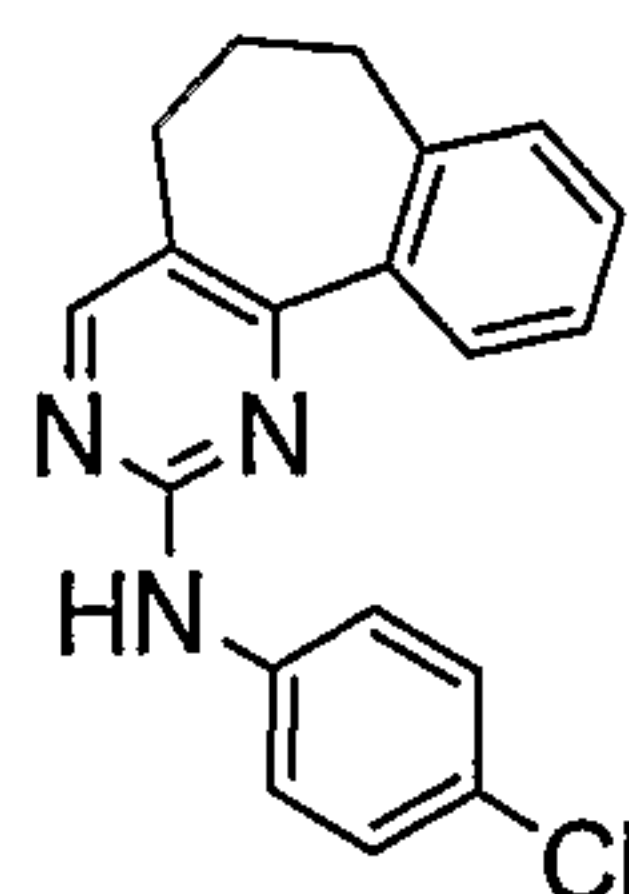
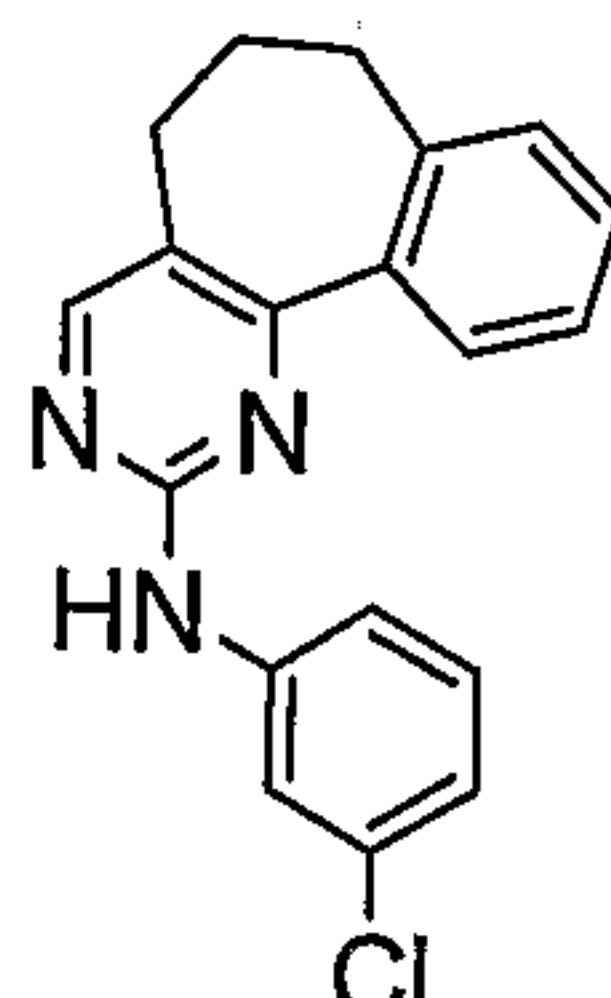
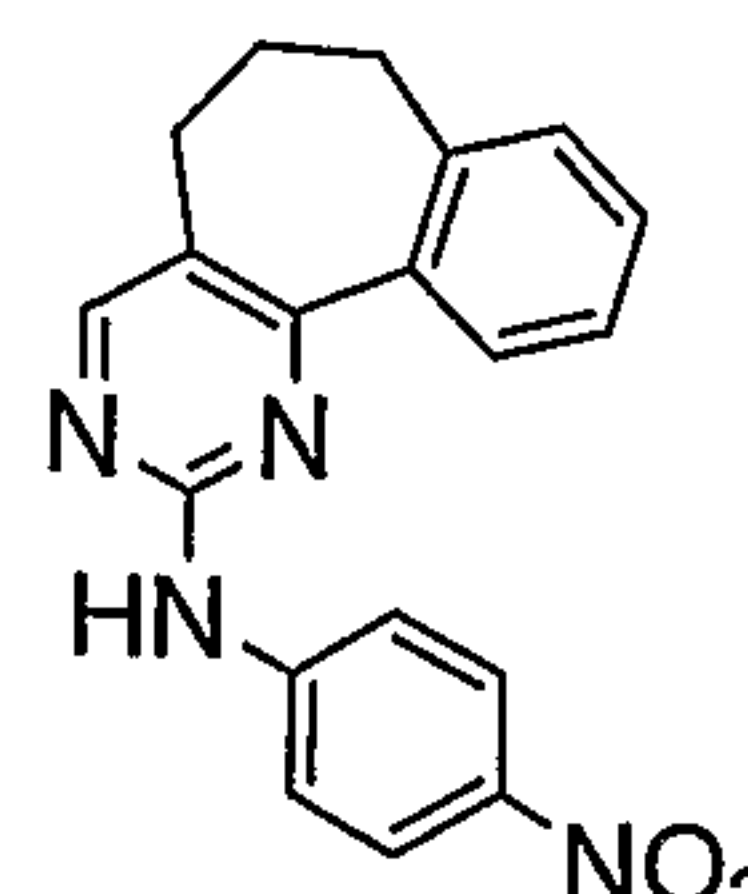
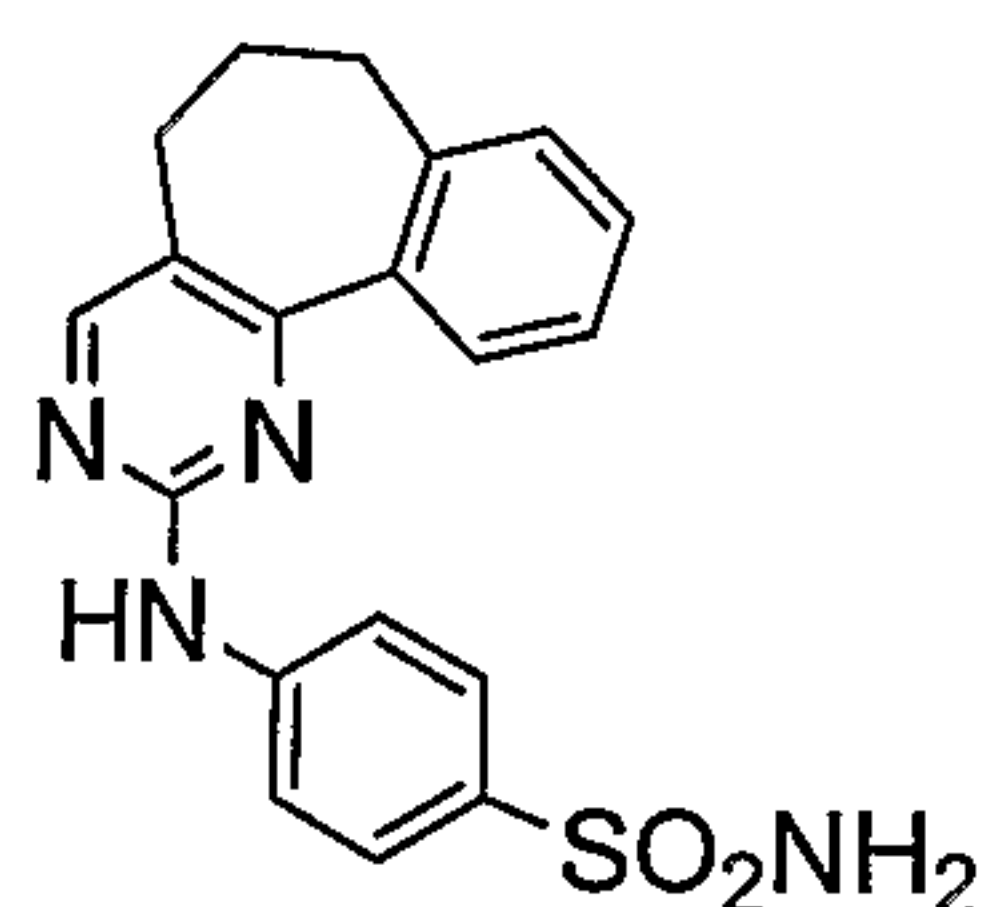
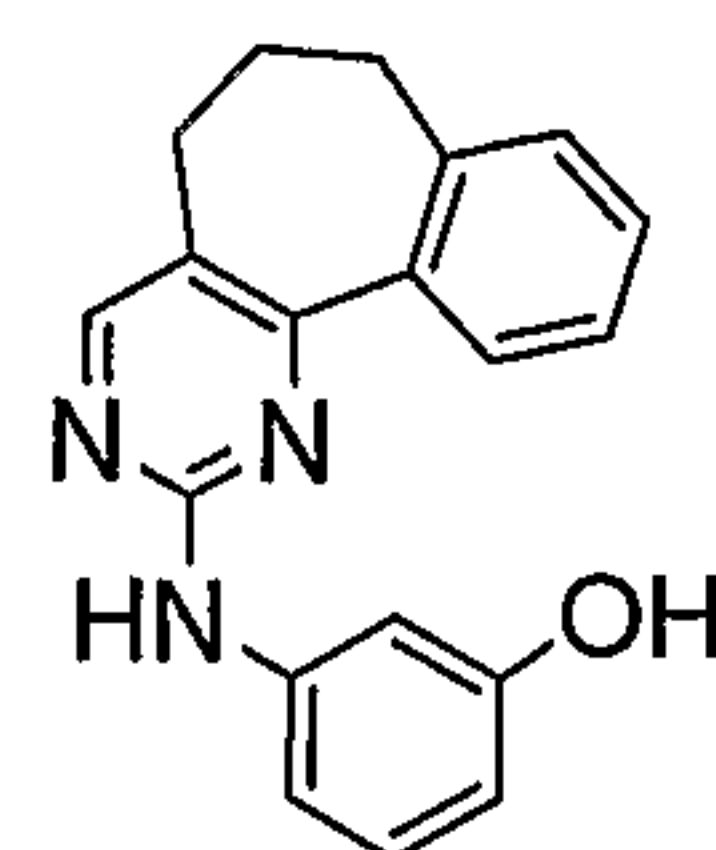
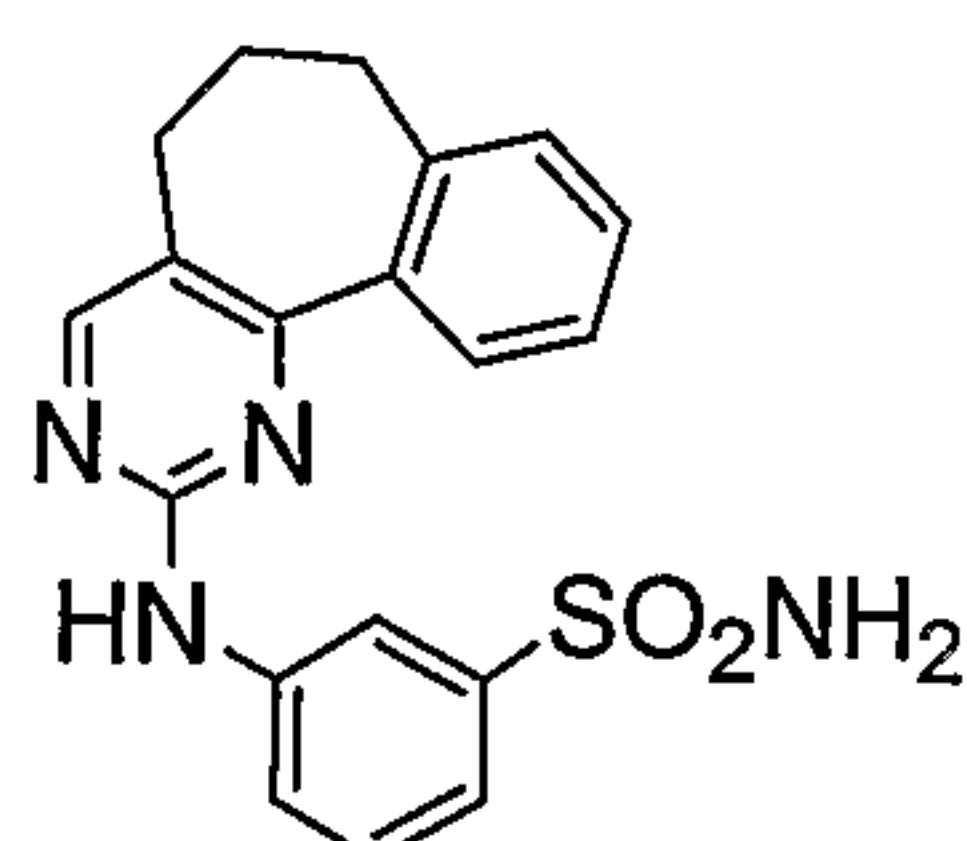
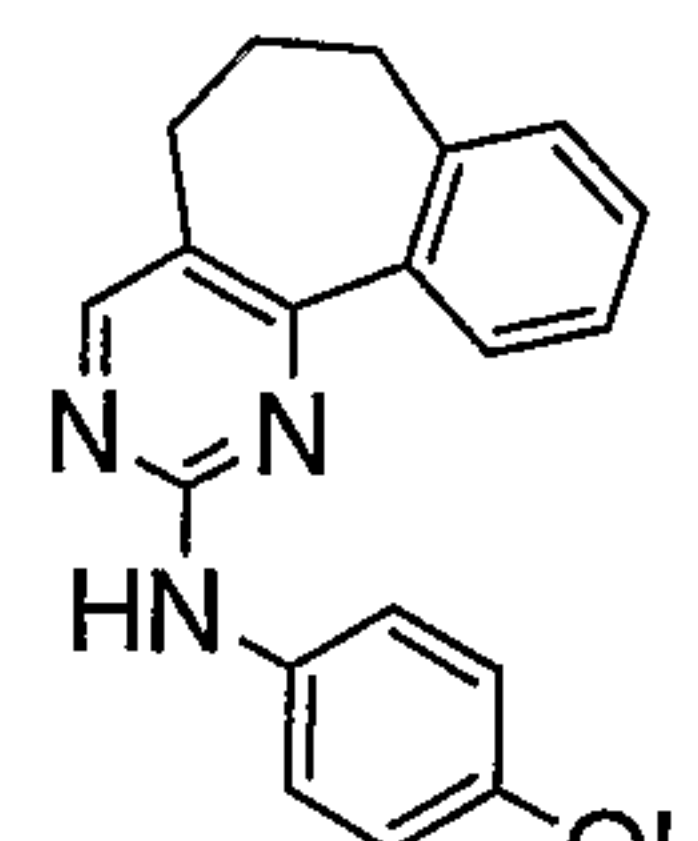
VII-25



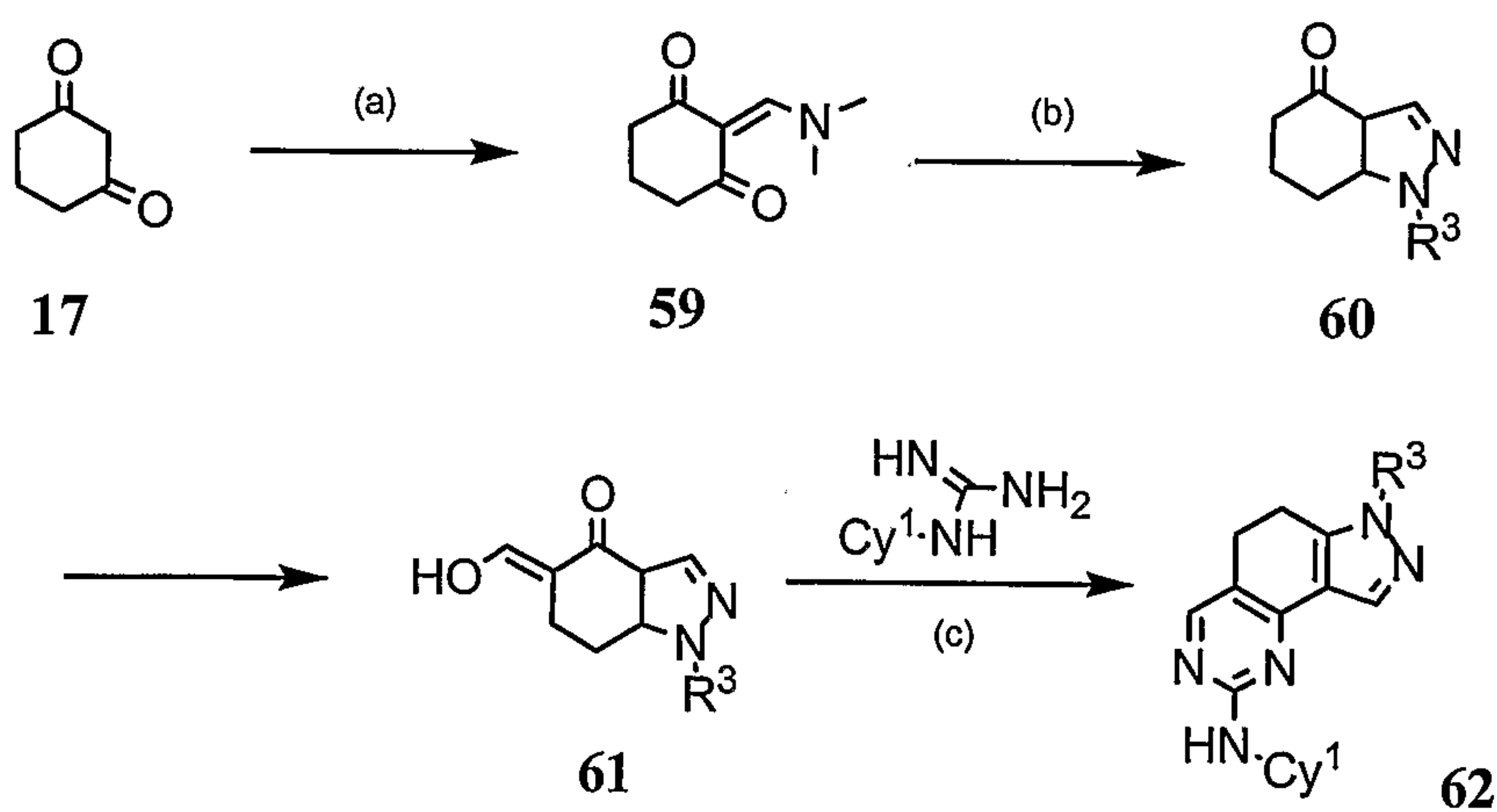
VII-26



VII-27

**VII-28****VII-29****VII-30****VII-31****VII-32****VII-33****VII-34****VII-35****VII-36****VII-37**

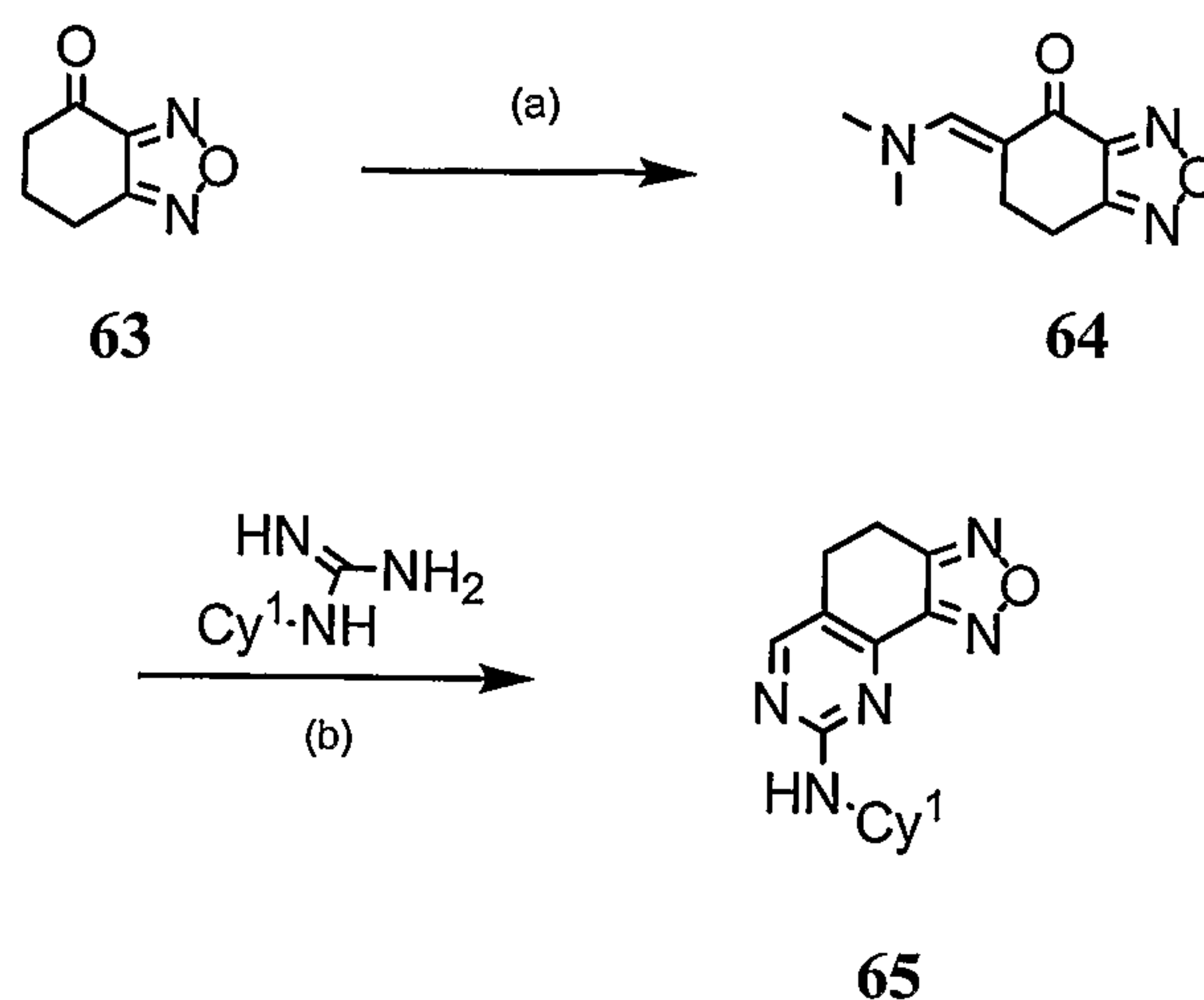
[0190]

Scheme XIV

[0191] Reagents and conditions: (a) i) DMF-DMA; ii) CH₃CN room temperature; (b) R³NHNH₂, CH₃OH; (c) DMF, 100°C.

[0192] Scheme XIV above shows a general synthetic route that is used for preparing compounds of formula **62** of this invention where Cy¹ and R³ are as described herein. Each of the above steps is well known to one of skill in the art.

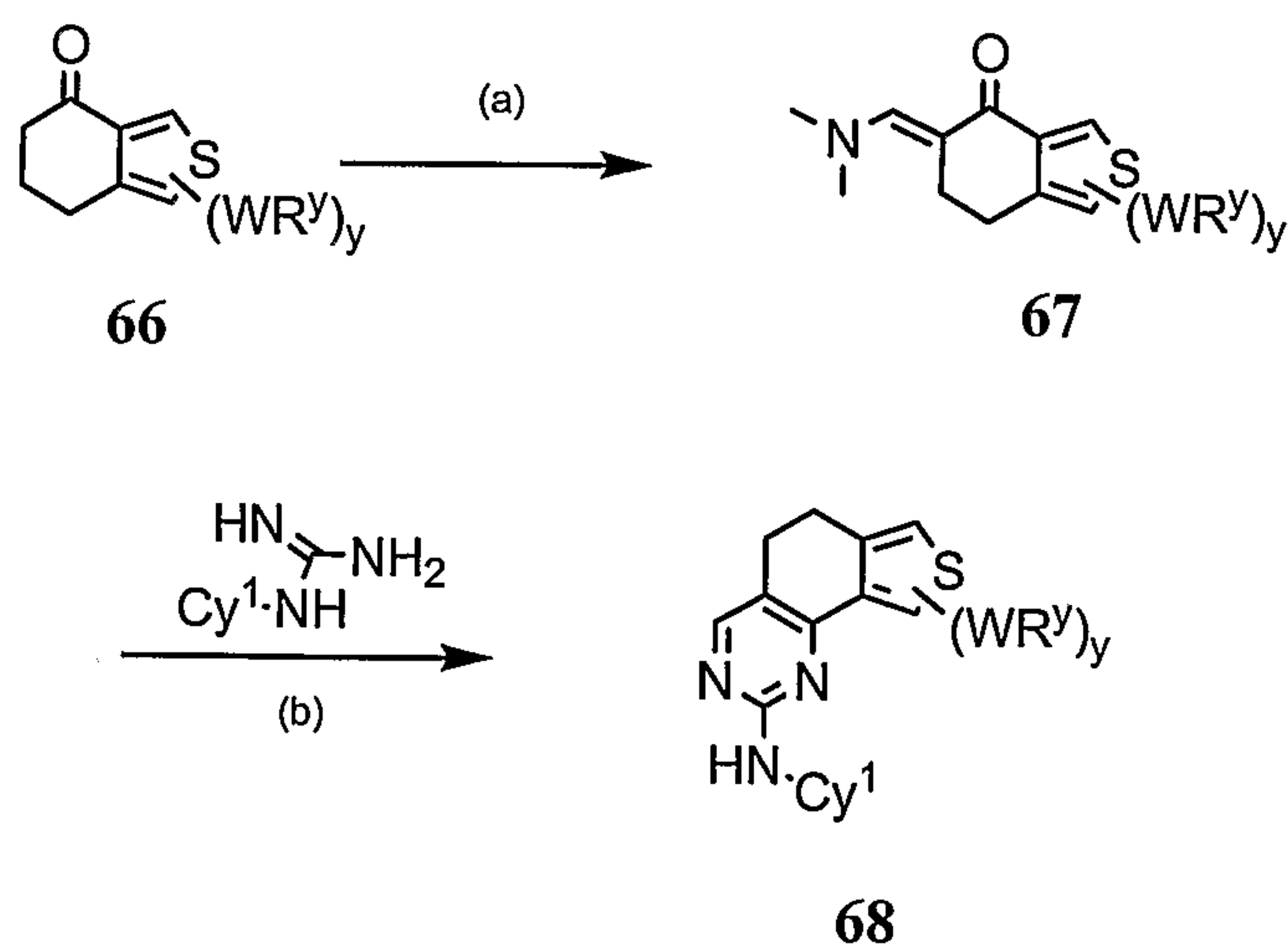
[0193] Scheme XV



[0194] Reagents and conditions: (a) i) DMF-DMA; ii) CH₃CN room temperature; (b) DMF, 100°C.

[0195] Scheme XV above shows a general synthetic route that is used for preparing compounds of formula **65** of this invention where Cy¹ is as described herein. Each of the above steps is well known to one of skill in the art.

[0196] Scheme XVI

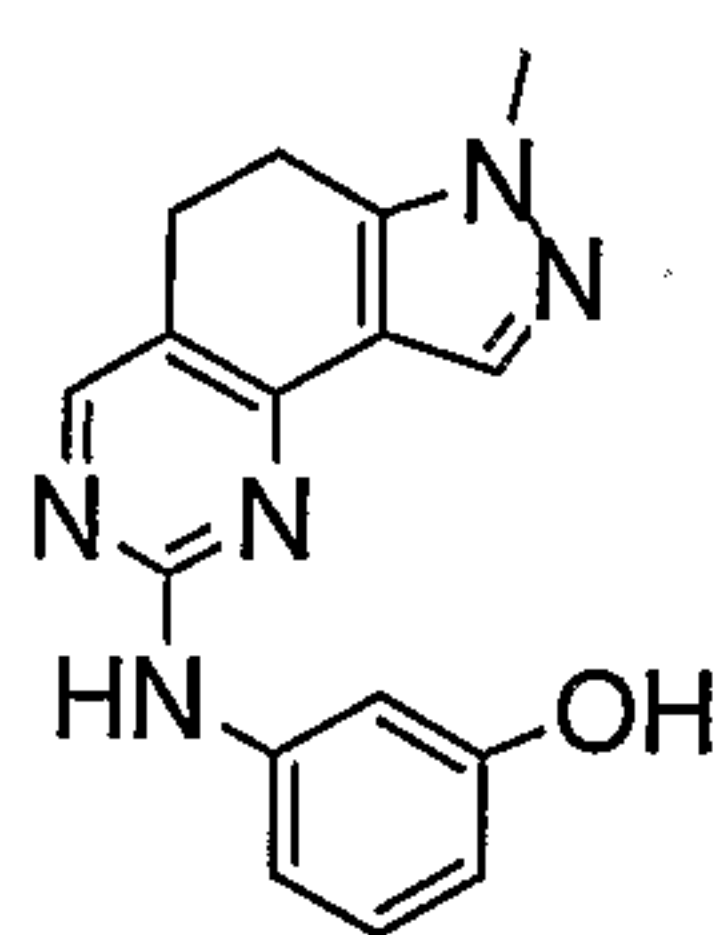


[0197] Reagents and conditions: (a) i) DMF-DMA; ii) CH₃CN room temperature; (b) DMF, 120°C.

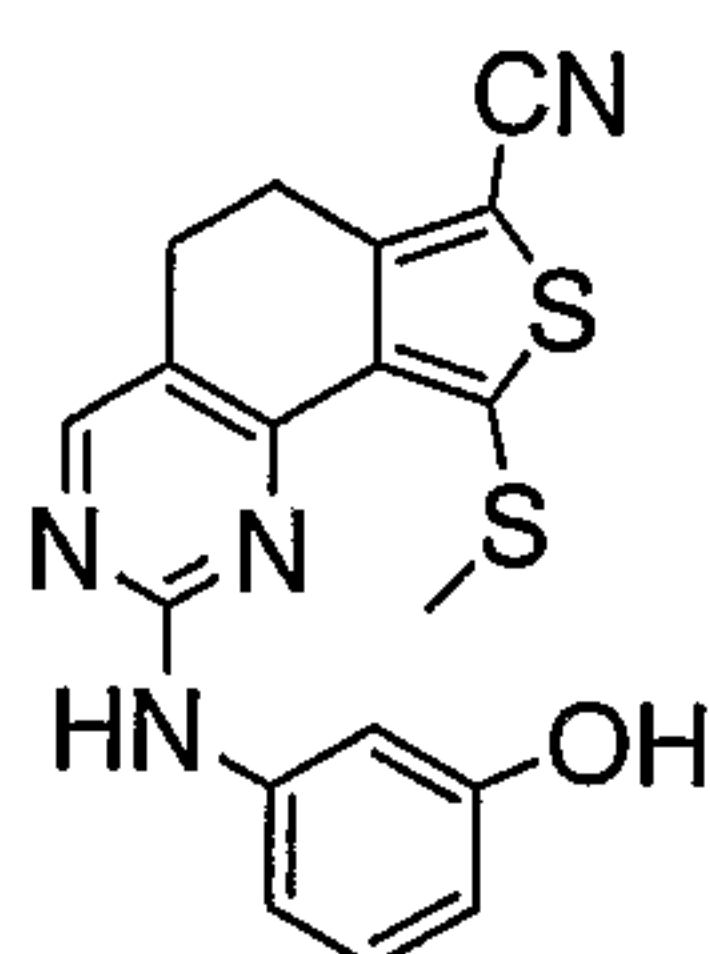
[0198] Scheme XVI above shows a general synthetic route that is used for preparing compounds of formula 68 of this invention where Cy¹, WR^Y, and y are as described herein. Each of the above steps is well known to one of skill in the art.

[0199] Table 8 below depicts exemplary compounds prepared according to the general method depicted in Schemes XIV, XV, and XVI.

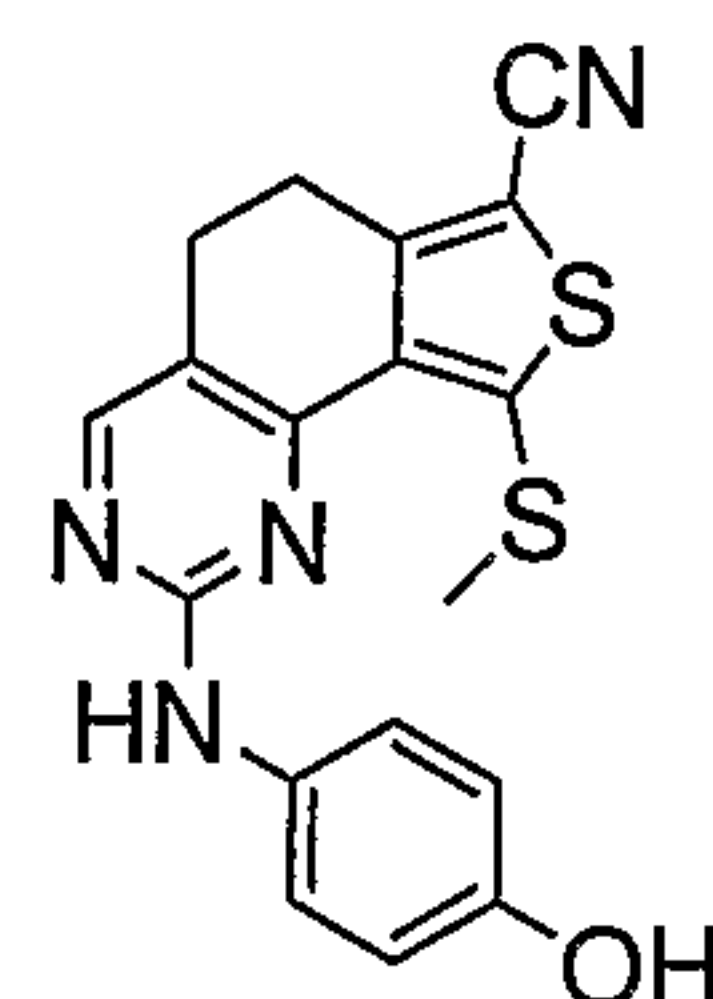
[0200] **Table 8. Examples of Compounds of Formula VIII:**



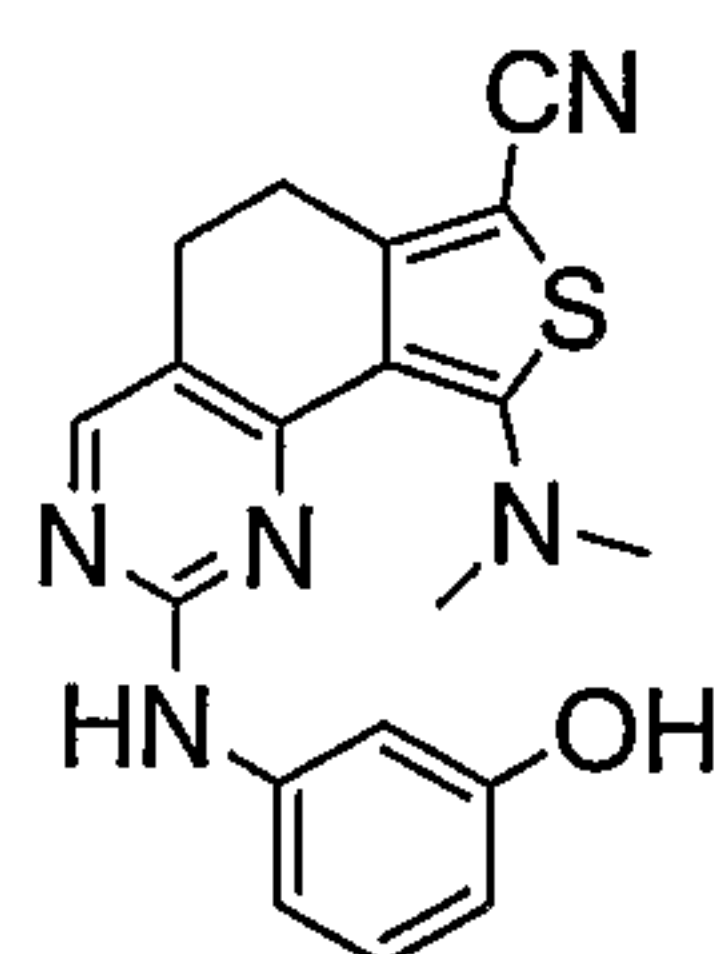
VIII-1



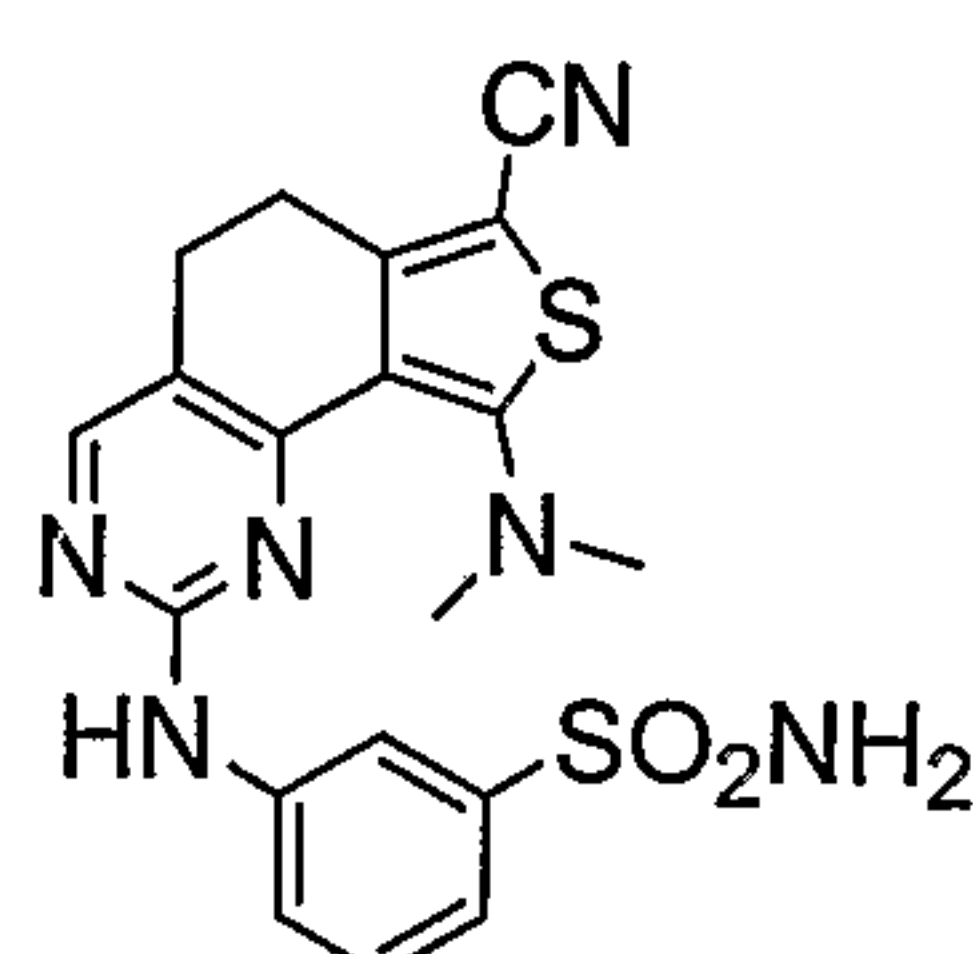
VIII-2



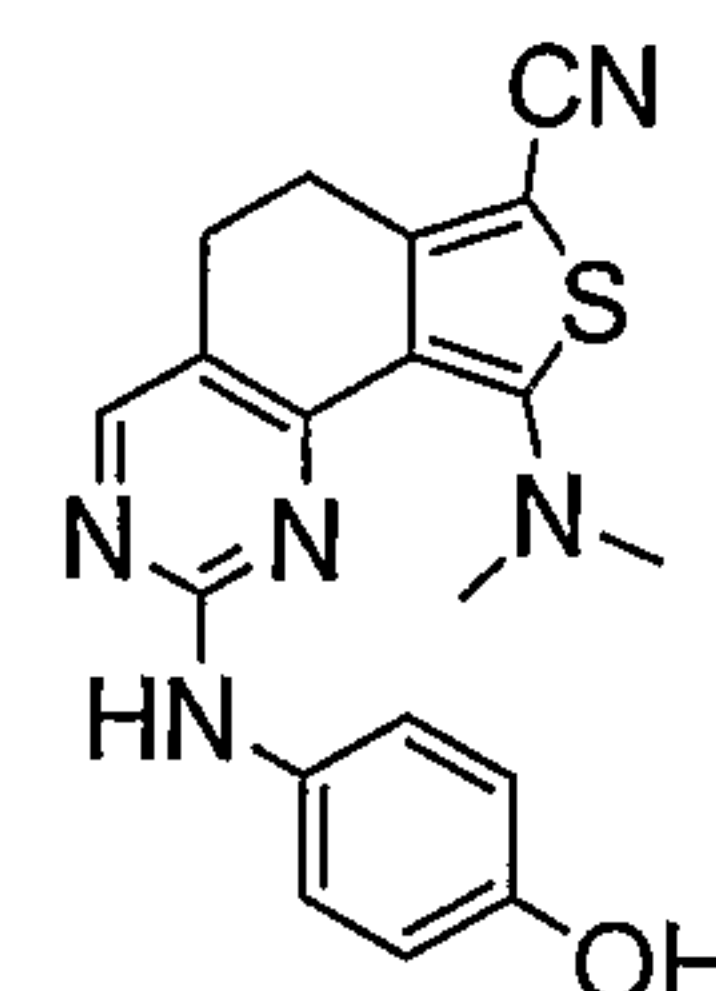
VIII-3



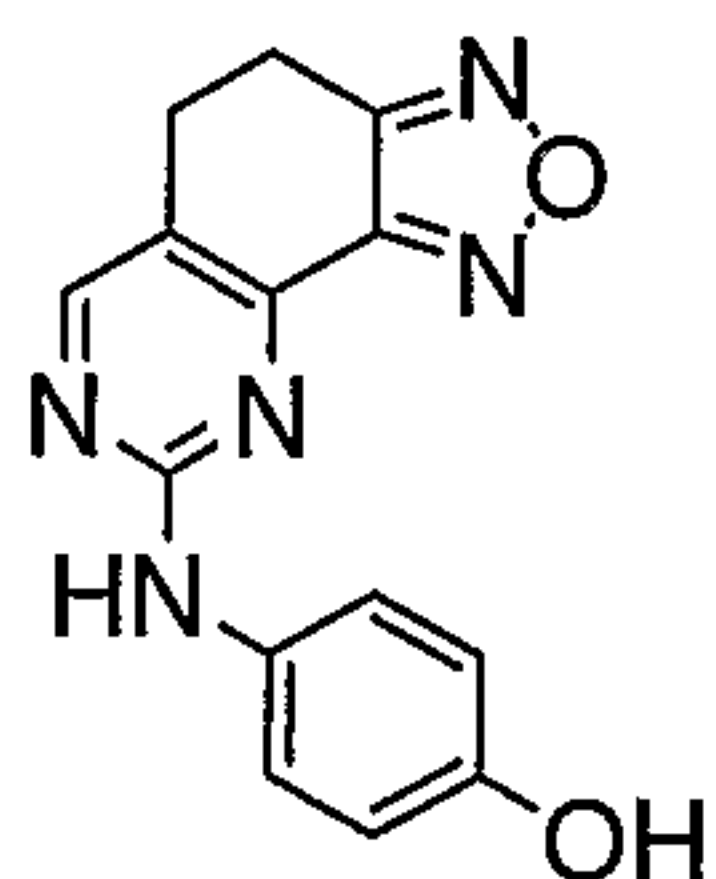
VIII-4



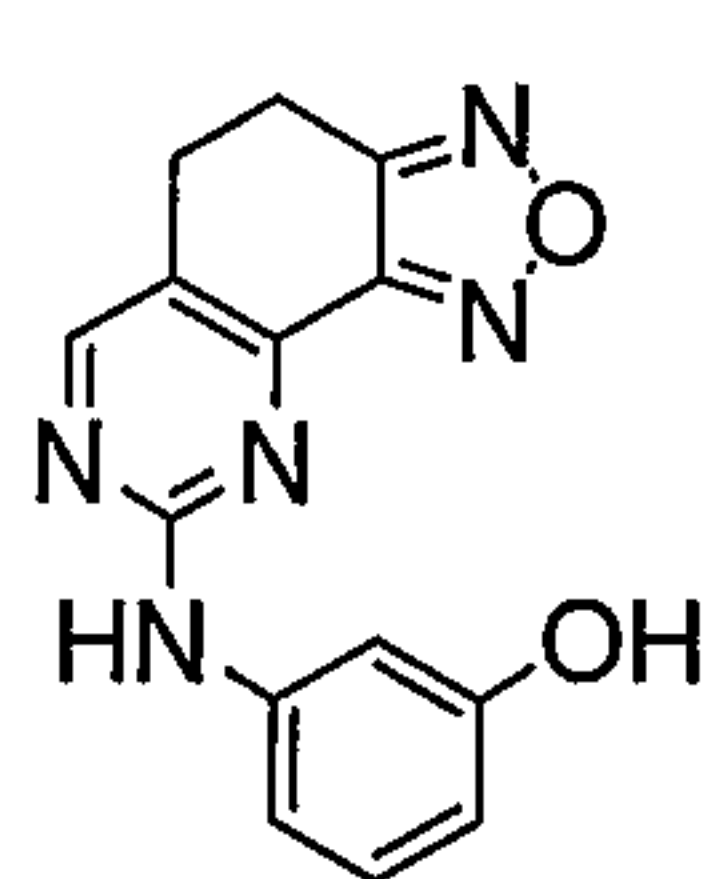
VIII-5



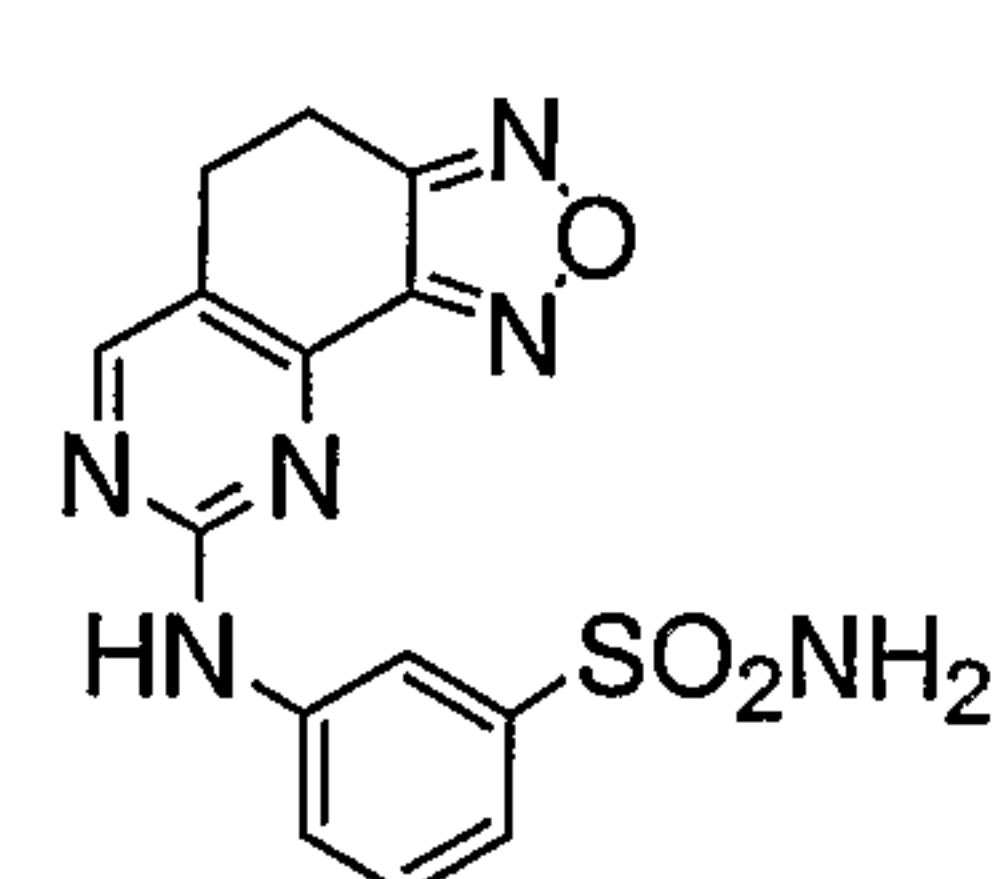
VIII-6



VIII-7



VIII-8



VIII-9

[0201] Although certain exemplary embodiments are depicted and described above and herein, it will be appreciated that compounds of the invention can be prepared according to the methods described generally above using appropriate starting materials by methods generally available to one of ordinary skill in the art. Accordingly, another embodiment of this invention provides a process for preparing a compound of this invention according to these methods.

[0202] *5. Uses, Formulation and Administration*

[0203] *Pharmaceutically acceptable compositions*

[0204] As discussed above, the present invention provides compounds that are inhibitors of protein kinases, and thus the present compounds are useful for the treatment of diseases, disorders, and conditions including, but not limited to acute-myelogenous leukemia (AML), acute lymphocytic leukemia (ALL), mastocytosis, gastrointestinal stromal tumor (GIST), cancer including but not limited to colon, breast, hepatic and pancreatic cancer, certain B-cell leukemias and lymphomas, neurodegenerative disorders, diabetes, CNS disorders such as manic depressive disorder and neurodegenerative diseases, cardiomyocyte hypertrophy, immune system dysfunction, bone remodeling diseases, allergic disorders such as asthma, autoimmune diseases such as transplant rejection, rheumatoid arthritis, amyotrophic lateral sclerosis and multiple sclerosis. Accordingly, in another 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.

[0205] 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 thereof. According to the present invention, a pharmaceutically acceptable derivative 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 is capable of providing, directly or indirectly, a compound as otherwise described herein, or a metabolite or residue thereof.

[0206] 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. As used herein, the term "inhibitorily active metabolite or residue thereof" means that a metabolite or

residue thereof is also an inhibitor of a GSK-3, SYK, Aurora-2, CDK-2, JAK-3, LCK, SRC, or Tec family (e.g., Tec, Btk, Itk/Emt/Tsk, Bmx, Txk/Rlk) protein kinases kinase.

[0207] 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, 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.

[0208] 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.

[0209] *Uses of Compounds and Pharmaceutically acceptable compositions*

[0210] In yet another aspect, a method for the treatment or lessening the severity of a GSK-3, SYK, Aurora-2, CDK-2, JAK-3, LCK, SRC, and/or Tec family (e.g., Tec, Btk,

Itk/Emt/Tsk, Bmx, Txk/Rlk)-mediated diseases is provided comprising administering an effective amount of a compound, or a pharmaceutically acceptable composition comprising a compound to a subject in need thereof. In certain embodiments of the present invention an "effective amount" of the compound or pharmaceutically acceptable composition is that amount effective for a GSK-3, SYK, Aurora-2, CDK-2, JAK-3, LCK, SRC, and/or Tec family (e.g., Tec, Btk, Itk/Emt/Tsk, Bmx, Txk/Rlk)-mediated disease. 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 a GSK-3, SYK, Aurora-2, CDK-2, JAK-3, LCK, SRC, and/or Tec family (e.g., Tec, Btk, Itk/Emt/Tsk, Bmx, Txk/Rlk)-mediated disease. 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.

[0211] 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, or drops), 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 1 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.

[0212] 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.

[0213] 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.

[0214] 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.

[0215] 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 microencapsule 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.

[0216] 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.

[0217] 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, polyvinylpyrrolidinone, 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.

[0218] 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.

[0219] The active compounds can also be in micro-encapsulated 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.

[0220] 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, ear drops, 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 can be made 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.

[0221] As described generally above, the compounds of the invention are useful as inhibitors of protein kinases. In one embodiment, the compounds and compositions of the invention are inhibitors of one or more of GSK-3, SYK, Aurora-2, CDK-2, JAK-3, LCK, SRC, or Tec family (e.g., Tec, Btk, Itk/Emt/Tsk, Bmx, Txk/Rlk) kinase, and thus, without wishing to be bound by any particular theory, the compounds and compositions are particularly useful for treating or lessening the severity of a disease, condition, or disorder where activation of one or more of GSK-3, SYK, Aurora-2, CDK-2, JAK-3, LCK, SRC, and/or Tec family (e.g., Tec, Btk, Itk/Emt/Tsk, Bmx, Txk/Rlk) kinase is implicated in the disease, condition, or disorder. When activation of GSK-3, SYK, Aurora-2, CDK-2, JAK-3, LCK, SRC, and/or Tec family (e.g., Tec, Btk, Itk/Emt/Tsk, Bmx, Txk/Rlk) is implicated in a particular disease, condition, or disorder, the disease, condition, or disorder may also be referred to as a "GSK-3, SYK, Aurora-2, CDK-2, JAK-3, LCK, SRC, and/or Tec family (e.g., Tec, Btk, Itk/Emt/Tsk, Bmx, Txk/Rlk)-mediated disease" or disease symptom. Accordingly, in another aspect, the present invention provides a method for treating or lessening the severity of a disease, condition, or disorder where activation or one or more of GSK-3, SYK, Aurora-2, CDK-2, JAK-3, LCK, SRC, and/or Tec family (e.g., Tec, Btk, Itk/Emt/Tsk, Bmx, Txk/Rlk) is implicated in the disease state.

[0222] The activity of a compound utilized in this invention as an inhibitor of GSK-3, SYK, Aurora-2, CDK-2, JAK-3, LCK, SRC, and/or Tec family (e.g., Tec, Btk, Itk/Emt/Tsk, Bmx, Txk/Rlk), may be assayed *in vitro*, *in vivo* or in a cell line. *In vitro* assays include assays that determine inhibition of either the phosphorylation activity or ATPase activity of activated GSK-3, SYK, Aurora-2, CDK-2, JAK-3, LCK, SRC, and/or Tec family (e.g., Tec, Btk, Itk/Emt/Tsk, Bmx, Txk/Rlk). Alternate *in vitro* assays quantitate the ability of the inhibitor to bind to GSK-3, SYK, Aurora-2, CDK-2, JAK-3, LCK, SRC, and/or Tec family (e.g., Tec, Btk, Itk/Emt/Tsk, Bmx, Txk/Rlk). Inhibitor binding may be measured by radiolabelling the inhibitor prior to binding, isolating the inhibitor/GSK-3, SYK, Aurora-2, CDK-2, JAK-3, LCK, SRC, and/or Tec family (e.g., Tec, Btk, Itk/Emt/Tsk, Bmx, Txk/Rlk), complex and determining the amount of radiolabel bound. Alternatively, inhibitor binding may be determined by running a competition experiment where new inhibitors are incubated with GSK-3, SYK, Aurora-2, CDK-2, JAK-3, LCK, SRC, and/or Tec family (e.g., Tec, Btk, Itk/Emt/Tsk, Bmx, Txk/Rlk) bound to known radioligands.

[0223] The term “measurably inhibit”, as used herein means a measurable change in GSK-3, SYK, Aurora-2, CDK-2, JAK-3, LCK, SRC, and/or Tec family (e.g., Tec, Btk, Itk/Emt/Tsk, Bmx, Txk/Rlk) activity between a sample comprising said composition and a GSK-3, SYK, Aurora-2, CDK-2, JAK-3, LCK, SRC, and/or Tec family (e.g., Tec, Btk, Itk/Emt/Tsk, Bmx, Txk/Rlk) kinase and an equivalent sample comprising GSK-3, SYK, Aurora-2, CDK-2, JAK-3, LCK, SRC, and/or Tec family (e.g., Tec, Btk, Itk/Emt/Tsk, Bmx, Txk/Rlk) kinase in the absence of said composition.

[0224] The term "Aurora-2-mediated disease" or "Aurora-2-mediated condition", as used herein, means any disease or other deleterious condition in which Aurora is known to play a role. The terms "Aurora-2-mediated disease" or "Aurora-2-mediated condition" also mean those diseases or conditions that are alleviated by treatment with an Aurora-2 inhibitor. Such conditions include, without limitation, colon, breast, stomach, and ovarian cancer. The term “Aurora-2-mediated disease”, as used herein, means any disease or other deleterious condition or disease in which Aurora-2 is known to play a role. Such diseases or conditions include, without limitation, cancers such as colon and breast cancer.

[0225] The terms "CDK-2-mediated disease" or "CDK-2-mediated condition", as used herein, mean any disease or other deleterious condition in which CDK-2 is known to play a role. The terms "CDK-2-mediated disease" or "CDK-2-mediated condition" also mean those diseases or conditions that are alleviated by treatment with a CDK-2 inhibitor. Such conditions include, without limitation, cancer, Alzheimer's disease, restenosis, angiogenesis, glomerulonephritis, cytomegalovirus, HIV, herpes, psoriasis, atherosclerosis, alopecia, and autoimmune diseases such as rheumatoid arthritis. See Fischer, P.M. and Lane, D.P. *Current Medicinal Chemistry*, 2000, 7, 1213-1245; Mani, S., Wang, C., Wu, K., Francis, R. and Pestell, R. *Exp. Opin. Invest. Drugs* 2000, 9, 1849; Fry, D.W. and Garrett, M.D. *Current Opinion in Oncologic, Endocrine & Metabolic Investigational Drugs* 2000, 2, 40-59.

[0226] The term “GSK-3-mediated disease” as used herein, means any disease or other deleterious condition or disease in which GSK-3 is known to play a role. Such diseases or conditions include, without limitation, autoimmune diseases, inflammatory diseases, metabolic, neurological and neurodegenerative diseases, cardiovascular diseases, allergy, asthma, diabetes, Alzheimer's disease, Huntington's disease, Parkinson's disease, AIDS-associated dementia, amyotrophic lateral sclerosis (ALS, Lou Gehrig's disease), multiple

sclerosis (MS), schizophrenia, cardiomyocyte hypertrophy, reperfusion/ischemia, stroke, and baldness.

[0227] The term “JAK-mediated disease”, as used herein means any disease or other deleterious condition in which a JAK family kinase, in particular JAK-3, is known to play a role. Such conditions include, without limitation, immune responses such as allergic or type I hypersensitivity reactions, asthma, autoimmune diseases such as transplant rejection, graft versus host disease, rheumatoid arthritis, amyotrophic lateral sclerosis, and multiple sclerosis, neurodegenerative disorders such as Familial amyotrophic lateral sclerosis (FALS), as well as in solid and hematologic malignancies such as leukemias and lymphomas.

[0228] The terms “Lck-mediated disease” or “Lck-mediated condition”, as used herein, mean any disease state or other deleterious condition in which Lck is known to play a role. The terms “Lck-mediated disease” or “Lck-mediated condition” also mean those diseases or conditions that are alleviated by treatment with an Lck inhibitor. Lck-mediated diseases or conditions include, but are not limited to, autoimmune diseases such as transplant rejection, allergies, rheumatoid arthritis, and leukemia. The association of Lck with various diseases has been described [Molina *et al.*, *Nature*, **1992**, 357, 161].

[0229] The terms “Src-mediated disease” or “Src-mediated condition”, as used herein mean any disease or other deleterious condition in which one or more Src-family kinases is known to play a role. The terms “Src-mediated disease” or “Src-mediated condition” also mean those diseases or conditions that are alleviated by treatment with an inhibitor of a Src family kinase. Such diseases or conditions include hypercalcemia, restenosis, osteoporosis, osteoarthritis, symptomatic treatment of bone metastasis, rheumatoid arthritis, inflammatory bowel disease, multiple sclerosis, psoriasis, lupus, graft vs. host disease, T-cell mediated hypersensitivity disease, Hashimoto's thyroiditis, Guillain-Barre syndrome, chronic obstructive pulmonary disorder, contact dermatitis, cancer, Paget's disease, asthma, ischemic or reperfusion injury, allergic disease, atopic dermatitis, and allergic rhinitis. Src protein kinase and its implication in various diseases has been described [Soriano, *Cell*, **1992**, 69, 551; Soriano *et al.*, *Cell* **1991**, 64, 693; Takayanagi, *J. Clin. Invest.* **1999**, 104, 137; Boschelli, *Drugs of the Future* **2000**, 25 (7), 717; Talamonti, *J. Clin. Invest.* **1993**, 91, 53; Lutz, *Biochem. Biophys. Res.* **1998**, 243, 503; Rosen, *J. Biol. Chem.*, **1986**, 261, 13754; Bolen, *Proc. Natl. Acad. Sci. USA* **1987**, 84, 2251; Masaki, *Hepatology* **1998**, 27, 1257; Biscardi,

Adv. Cancer Res. **1999**, 76, 61; Lynch, *Leukemia* **1993**, 7, 1416; Wiener, *Clin. Cancer Res.* **1999**, 5, 2164; Staley, *Cell Growth Diff.*, **1997**, 8, 269]. Diseases that are affected by Src activity, in particular, include hypercalcemia, osteoporosis, osteoarthritis, cancer, symptomatic treatment of bone metastasis, and Paget's disease.

[0230] The term "SYK-mediated disease" or "SYK-mediated condition", as used herein, means any disease or other deleterious condition in which SYK protein kinase is known to play a role. Such conditions include, without limitation, allergic disorders, especially asthma.

[0231] The term "Tec family tyrosine kinases-mediated condition", as used herein means any disease or other deleterious condition in which Tec family kinases are known to play a role. Such conditions include, without limitation, autoimmune, inflammatory, proliferative, and hyperproliferative diseases and immunologically-mediated diseases including rejection of transplanted organs or tissues and Acquired Immunodeficiency Syndrome (AIDS).

[0232] For example, Tec family tyrosine kinases -mediated conditions include diseases of the respiratory tract including, without limitation, reversible obstructive airways diseases including asthma, such as bronchial, allergic, intrinsic, extrinsic and dust asthma, particularly chronic or inveterate asthma (e.g. late asthma airways hyper-responsiveness) and bronchitis. Additionally, Tec family tyrosine kinases diseases include, without limitation, those conditions characterised by inflammation of the nasal mucus membrane, including acute rhinitis, allergic, atrophic rhinitis and chronic rhinitis including rhinitis caseosa, hypertrophic rhinitis, rhinitis purulenta, rhinitis sicca and rhinitis medicamentosa; membranous rhinitis including croupous, fibrinous and pseudomembranous rhinitis and scrofulous rhinitis, seasonal rhinitis including rhinitis nervosa (hay fever) and vasomotor rhinitis, sarcoidosis, farmer's lung and related diseases, fibroid lung and idiopathic interstitial pneumonia.

[0233] Tec family tyrosine kinases -mediated conditions also include diseases of the bone and joints including, without limitation, (pannus formation in) rheumatoid arthritis, seronegative spondyloarthropathies (including ankylosing spondylitis, psoriatic arthritis and Reiter's disease), Behcet's disease, Sjogren's syndrome, and systemic sclerosis.

[0234] Tec family kinases-mediated conditions also include diseases and disorders of the skin, including, without limitation, psoriasis, systemic sclerosis, atypical dermatitis, contact dermatitis and other eczematous dermatitis, seborrhectic dermatitis, Lichen planus,

Pemphigus, bullous Pemphigus, epidermolysis bullosa, urticaria, angiodermas, vasculitides, erythemas, cutaneous eosinophilias, uveitis, Alopecia, areata and vernal conjunctivitis.

[0235] Tec family tyrosine kinases-mediated conditions also include diseases and disorders of the gastrointestinal tract, including, without limitation, Coeliac disease, proctitis, eosinophilic gastro-enteritis, mastocytosis, pancreatitis, Crohn's disease, ulcerative colitis, food-related allergies which have effects remote from the gut, e.g. migraine, rhinitis and eczema.

[0236] Tec family tyrosine kinases-mediated conditions also include those diseases and disorders of other tissues and systemic disease, including, without limitation, multiple sclerosis, arteriosclerosis, acquired immunodeficiency syndrome (AIDS), lupus erythematosus, systemic lupus, erythematosus, Hashimoto's thyroiditis, myasthenia gravis, type I diabetes, nephrotic syndrome, eosinophilia fascitis, hyper IgE syndrome, lepromatous leprosy, sezary syndrome and idiopathic thrombocytopenia purpura, restenosis following angioplasty, tumours (for example leukemia, lymphomas), arteriosclerosis, and systemic lupus erythematosus.

[0237] Tec family tyrosine kinases-mediated conditions also include allograft rejection including, without limitation, acute and chronic allograft rejection following for example transplantation of kidney, heart, liver, lung, bone marrow, skin and cornea; and chronic graft versus host disease.

[0238] In other embodiments, the invention relates to a method of enhancing glycogen synthesis and/or lowering blood levels of glucose in a patient in need thereof, comprising administering to said patient a therapeutically effective amount of a composition comprising a compound of formula I. This method is especially useful for diabetic patients.

[0239] In yet another embodiment, the invention relates to a method of inhibiting the production of hyperphosphorylated Tau protein in a patient in need thereof, comprising administering to said patient a therapeutically effective amount of a composition comprising a compound of formula I. This method is especially useful in halting or slowing the progression of Alzheimer's disease.

[0240] In still another embodiment, the invention relates to a method of inhibiting the phosphorylation of β -catenin in a patient in need thereof, comprising administering to said

patient a therapeutically effective amount of a composition comprising a compound of formula I. This method is especially useful for treating schizophrenia.

[0241] 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".

[0242] For example, chemotherapeutic agents or other anti-proliferative agents may be combined with the compounds of this invention to treat proliferative diseases and cancer. Examples of known chemotherapeutic agents include, but are not limited to, For example, other therapies or anticancer agents that may be used in combination with the inventive anticancer agents of the present invention include surgery, radiotherapy (in but a few examples, gamma.-radiation, neutron beam radiotherapy, electron beam radiotherapy, proton therapy, brachytherapy, and systemic radioactive isotopes, to name a few), endocrine therapy, biologic response modifiers (interferons, interleukins, and tumor necrosis factor (TNF) to name a few), hyperthermia and cryotherapy, agents to attenuate any adverse effects (e.g., antiemetics), and other approved chemotherapeutic drugs, including, but not limited to, alkylating drugs (mechlorethamine, chlorambucil, Cyclophosphamide, Melphalan, Ifosfamide), antimetabolites (Methotrexate), purine antagonists and pyrimidine antagonists (6-Mercaptopurine, 5-Fluorouracil, Cytarabine, Gemcitabine), spindle poisons (Vinblastine, Vincristine, Vinorelbine, Paclitaxel), podophyllotoxins (Etoposide, Irinotecan, Topotecan), antibiotics (Doxorubicin, Bleomycin, Mitomycin), nitrosoureas (Carmustine, Lomustine), inorganic ions (Cisplatin, Carboplatin), enzymes (Asparaginase), and hormones (Tamoxifen,

Leuprolide, Flutamide, and Megestrol), Gleevec™, adriamycin, dexamethasone, and cyclophosphamide. For a more comprehensive discussion of updated cancer therapies see, <http://www.nci.nih.gov/>, a list of the FDA approved oncology drugs at <http://www.fda.gov/cder/cancer/druglistframe.htm>, and The Merck Manual, Seventeenth Ed. 1999, the entire contents of which are hereby incorporated by reference.

[0243] Other examples of agents the inhibitors of this invention may also be combined with include, without limitation: treatments for Alzheimer's Disease such as Aricept® and Exelon®; treatments for Parkinson's Disease such as L-DOPA/carbidopa, entacapone, ropinrole, pramipexole, bromocriptine, pergolide, trihexephendyl, and amantadine; agents for treating Multiple Sclerosis (MS) such as beta interferon (e.g., Avonex® and Rebif®), Copaxone®, and mitoxantrone; treatments for asthma such as albuterol and Singulair®; agents for treating schizophrenia such as zyprexa, risperdal, seroquel, and haloperidol; anti-inflammatory agents such as corticosteroids, TNF blockers, IL-1 RA, azathioprine, cyclophosphamide, and sulfasalazine; immunomodulatory and immunosuppressive agents such as cyclosporin, tacrolimus, rapamycin, mycophenolate mofetil, interferons, corticosteroids, cyclophosphamide, azathioprine, and sulfasalazine; neurotrophic factors such as acetylcholinesterase inhibitors, MAO inhibitors, interferons, anti-convulsants, ion channel blockers, riluzole, and anti-Parkinsonian agents; agents for treating cardiovascular disease such as beta-blockers, ACE inhibitors, diuretics, nitrates, calcium channel blockers, and statins; agents for treating liver disease such as corticosteroids, cholestyramine, interferons, and anti-viral agents; agents for treating blood disorders such as corticosteroids, anti-leukemic agents, and growth factors; and agents for treating immunodeficiency disorders such as gamma globulin.

[0244] 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.

[0245] The compounds of this invention or pharmaceutically acceptable compositions thereof may also be incorporated into compositions for coating implantable medical devices,

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.

[0246] Vascular stents, for example, have been used to overcome restenosis (re-narrowing of the vessel wall after injury). However, patients using stents or other implantable devices risk clot formation or platelet activation. These unwanted effects may be prevented or mitigated by pre-coating the device with a pharmaceutically acceptable composition comprising a kinase inhibitor. 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.

[0247] Another aspect of the invention relates to inhibiting GSK-3, SYK, Aurora-2, CDK-2, JAK-3, LCK, SRC, and/or Tec family (e.g., Tec, Btk, Itk/Emt/Tsk, Bmx, Txk/Rlk) activity in a biological sample or a patient, 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.

[0248] Inhibition of GSK-3, SYK, Aurora-2, CDK-2, JAK-3, LCK, SRC, and/or Tec family (e.g., Tec, Btk, Itk/Emt/Tsk, Bmx, Txk/Rlk) kinase activity 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, blood transfusion, organ-transplantation, biological specimen storage, and biological assays.

SYNTHETIC EXAMPLES

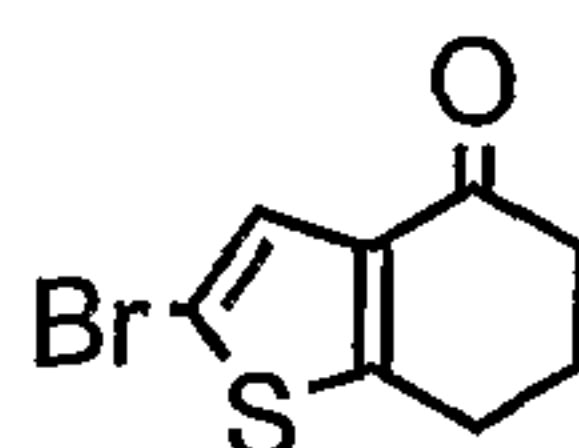
[0249] As used herein, The term "Rt(min)" refers to the HPLC retention time, in minutes, associated with the compound. Unless otherwise indicated, the HPLC method utilized to obtain the reported retention time is as follows:

Column: Ace 5 C8, 15cm x 4.6mm id

Gradient: 0-100% acetonitrile+methanol (50:50) (20mM Tris phosphate at pH 7.0)

Flow rate: 1.5 ml/min

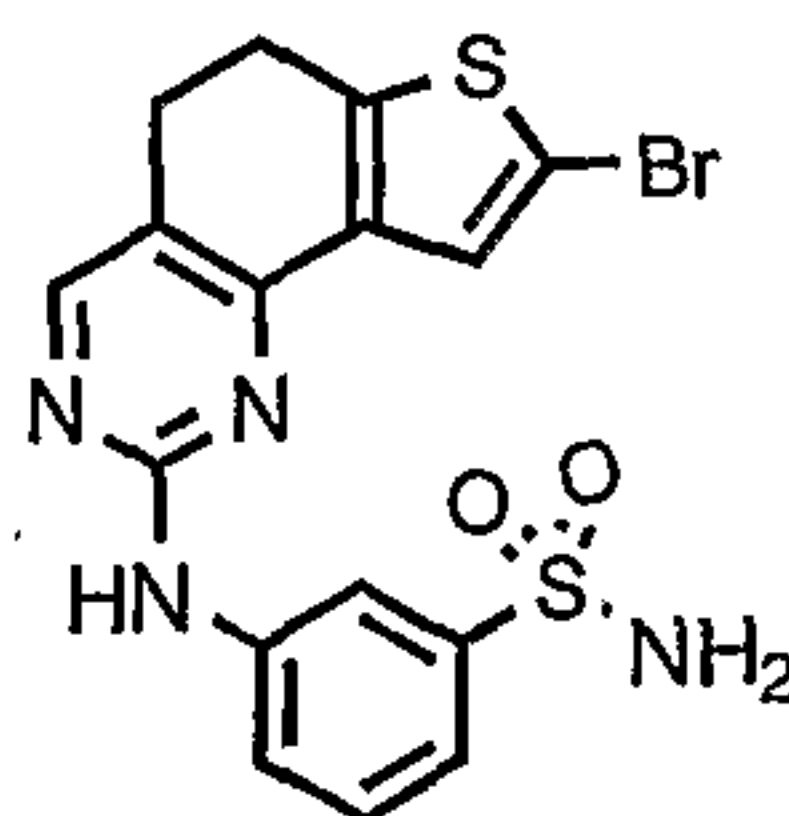
Detection: 225 nm

Example 1

[0250] **2-Bromo-6,7-dihydro-5H-benzo[b]thiophen-4-one:**

[0251] To a solution of 6,7-Dihydro-5H-benzo[b]thiophen-4-one (10.0g, 65.8mmol) in 50% acetic acid (100mL) at -5 deg C was added dropwise a solution of bromine (3.4mL, 65.8mmol) in acetic acid (61.5mL). The mixture was stirred at -5 deg C for 1 hour.

[0252] A solution of 1M NaOAc_(aq) was added and the resulting precipitate removed by filtration. This was further washed with water to give the titled compound as a grey powder (10.8g). MS (ES⁺) 232. δ H (d⁶ DMSO) 2.10 (2H, m), 2.47 (2H, t), 2.96 (2H, t) and 7.33 (1H, s).

Example 2

[0253] **3-(8-Bromo-5,6-dihydro-thieno[2,3-*h*]quinazolin-2-ylamino)-benzenesulfonamide:**

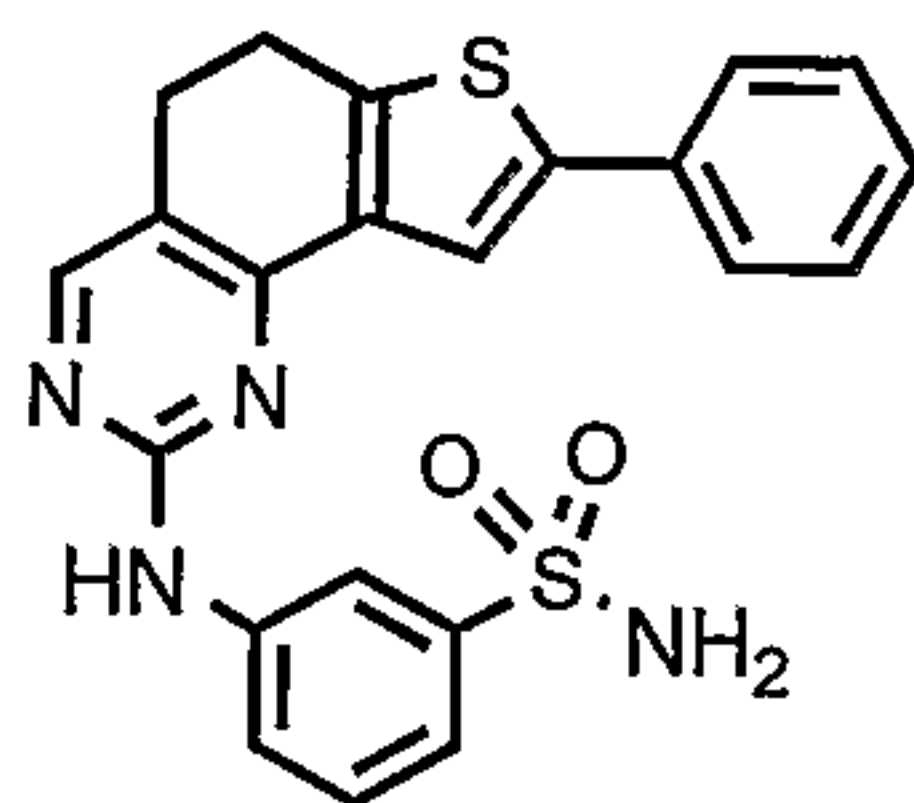
[0254] To the 2-Bromo-6,7-dihydro-5H-benzo[b]thiophen-4-one (7.8g, 34.2mmol) in anhydrous toluene (10mL) was added DMF/DMA solution (9.2mL, 68.4mmol) and the mixture was refluxed under nitrogen for 18 hours. The reaction mixture was concentrated *in vacuo* and the resulting crude deep red product (2-Bromo-5-dimethylaminomethylene-6,7-

dihydro-5*H*-benzo[*b*]thiophen-4-one) was taken through to the next step without further purification.

[0255] The above was dissolved in anhydrous propan-2-ol (30mL) and treated with 3-Guanidino-benzenesulfonamide hydrogen chloride (10.5g, 42.0mmol) and powdered sodium hydroxide (1.5g, 37.6mmol). The mixture was refluxed with vigorous stirring for 5 hours. A yellow precipitate formed during the reaction and further alcohol was added to maintain the slurry.

[0256] The mixture was cooled to room temperature and concentrated *in vacuo*. The resulting solid was slurried in hot EtOAc (500mL) and after cooling the dark green solid product (6.5g) was removed by filtration. MS (ES^+) 439, (ES^-) 437. δH (d^6 DMSO) 2.91 (2H, m), 3.00 (2H, m), 7.30 (2H, br m), 7.37 (1H, m), 7.46 (2H, m), 7.70 (1H, s), 8.39 (1H, s), 8.80 (1H, s) and 9.91 (1H, s).

Example 3



[0257] **3-(8-Phenyl-5,6-dihydro-thieno[2,3-*h*]quinazolin-2-ylamino)-benzenesulfonamide:**

[0258] To the 3-(8-Bromo-5,6-dihydro-thieno[2,3-*h*]quinazolin-2-ylamino)-benzenesulfonamide (200mg, 0.46mmol) in a 10mL microwave reaction tube was added Phenyl boronic acid (56mg, 0.46mmol), 2M $Na_2CO_{3(aq)}$ (920 μ L, 1.84mmol), $Pd(PPh_3)_4$ (5.3mg, 0.0046mmol), 3:4 EtOH/ H_2O (1.5mL) and DME (2.5mL).

[0259] The tube was capped and subjected to microwave irradiation at 120 deg C for 2 hours. On cooling the organic layer was separated from the reaction mixture and purified by preparative liquid chromatography. The desired compound (67mg) was obtained as a yellow powder following the freeze-drying of product fractions. MS (ES^+) 435, (ES^-) 433. δH (d^6 DMSO) 2.94 (2H, m), 3.05 (2H, m), 7.30 (3H, m), 7.40 (4H, m), 7.60 (1H, d), 7.80 (2H, d), 8.01 (1H, s), 8.40 (1H, s), 9.10 (1H, s) and 9.90 (1H, s).

[0260] A variety of other compounds of formula I have been prepared by methods substantially similar to those described in Example 3. The characterization data for these compounds is summarized in Table 9 below and includes HPLC, LC/MS (observed) and ¹H NMR data.

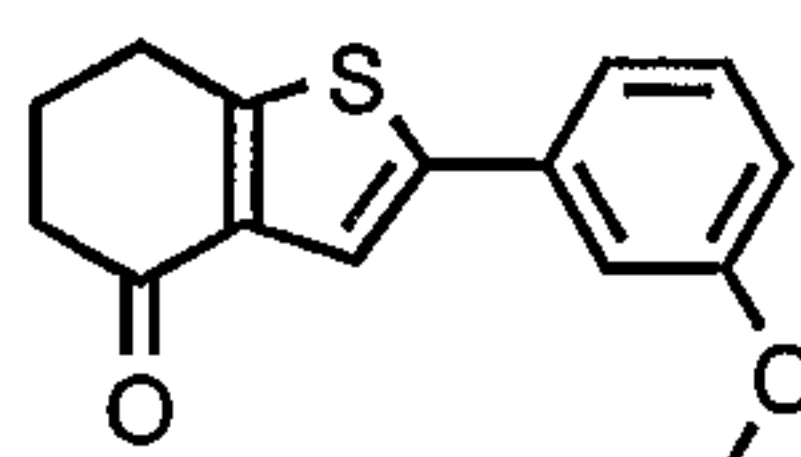
[0261] ¹H NMR data is summarized in Table 9 below wherein ¹H NMR data was obtained at 400 MHz in deuterated DMSO, unless otherwise indicated, and was found to be consistent with structure. Compound numbers correspond to the compound numbers listed in Table 1.

[0262] **Table 9. Characterization Data for Selected Compounds of Formula I**

Compound No.	M+1(obs)	Rt (min)	¹ H-NMR
I-2	465	9.92	2.95(2H, m), 3.07(2H, m), 3.90(3H, s), 6.90(1H, d), 7.31 (5H, m), 7.40 (1H, m), 7.46 (1H, t), 7.69 (1H, d), 8.06(1H, s), 8.40(1H, s), 9.20(1H, s), 9.95((1H, s).
I-3	436	8.84	2.98(2H, m), 3.12(2H, m), 6.90(1H, d), 7.35 (2H, s), 7.40 (1H, d), 7.48 (1H, t), 7.60 (2H, m), 8.20(1H, s), 8.29(1H, d), 8.41(1H, s), 8.59(1H, m), 8.85(1H, d), 9.90(1H, s), 9.98((1H, s).
I-4	479	7.46	2.98(2H, m), 3.09(2H, m), 7.30(1H, t), 7.39 (1H, s), 7.48 (3H, m), 7.77 (2H, d), 7.80 (1H, d), 8.00(1H, s), 8.19(1H, s), 8.40(1H, s), 8.90(1H, br s), 9.95((1H, s).
I-5	441	9.72	2.97(2H, m), 3.07(2H, m), 7.35(2H, s), 7.40(1H, d), 7.48 (1H, t), 7.61(2H, m), 7.70(1H, m), 7.81(1H, s), 8.93(1H, s), 8.39(1H, s), 9.18(1H, s), 9.91(1H, s).
I-6	492	8.93	2.07(3H, s), 2.97(2H, m), 3.11(2H, m), 7.32(2H, s), 7.39(2H, m), 7.49 (2H, d), 7.51(1H, m), 7.70(1H, m), 7.98(1H, s), 8.03(1H, s), 8.39(1H, s), 8.89(1H, s), 9.93(1H, s), 10.03(1H, s).
I-7	469	10.12	2.98(2H, m), 3.09(2H, m), 7.29(2H, s), 7.50(4H, br m), 7.60 (1H, d), 7.65(2H, m), 7.96(1H, s), 8.40(1H, s), 8.79(1H, s), 9.90(1H, s).
I-8	441	9.67	2.95(2H, m), 3.17(2H, m), 7.10(1H, m), 7.22(2H, s), 7.28(1H, d),

Compound No.	M+1(obs)	Rt (min)	¹ H-NMR
			7.34(2H, m), 7.55(2H, d), 7.68 (1H, d), 7.85(1H, s), 8.40(1H, s), 8.95(1H, s), 9.91(1H, s).
I-9	465	9.72	2.95(2H, m), 3.07(2H, m), 3.95(3H, s), 7.11(1H, t), 7.15(1H, d), 7.29(2H, s), 7.31(1H, m), 7.40(1H, d), 7.48(1H, t), 7.70 (1H, d), 7.91(1H, d), 8.09(1H, s), 8.38(1H, s), 8.91(1H, s), 9.86(1H, s).
I-10	450	8.93	2.95(2H, m), 3.09(2H, m), 6.81(1H, m), 7.20(1H, s), 7.25(1H, m), 7.34(3H, s), 7.35(1H, d), 7.44(1H, m), 7.68(1H, m), 7.95 (1H, s), 8.40(1H, s), 8.98(1H, s), 8.91(1H, s).
I-11	465	9.78	2.92(2H, m), 3.05(2H, m), 3.80(3H, s), 6.95(2H, d), 7.31(1H, m), 7.39(1H, d), 7.46(1H, t), 7.48(1H, t), 7.61 (1H, m), 7.70(2H, d), 7.99(1H, s), 8.39(1H, s), 9.06(1H, br s), 9.89(1H, s).
I-12	460	9.38	2.98(2H, m), 3.10(2H, m), 7.20(2H, br s), 7.40(1H, m), 7.43(1H, m), 7.60(2H, br m), 7.80(1H, d), 8.09(1H, d), 8.20(1H, s), 8.26(1H, s), 8.41(1H, s), 9.15(1H, s), 9.93(1H, s).
I-13	480	9.67	2.98(2H, m), 3.11(2H, m), 7.31(2H, s), 7.38(1H, d), 7.47(1H, t), 7.62(1H, d), 7.83(1H, t), 8.20(2H, br m), 8.30(1H, br m), 8.41(2H, m), 9.09(1H, s), 9.95(1H, s).
I-14	495	9.52	2.95(2H, m), 3.05(2H, m), 6.80(2H, d), 7.28(2H, s), 7.31(1H, t), 7.39(1H, m), 7.45(1H, t), 7.81(1H, s), 7.99(1H, s), 8.39(1H, s), 8.46(1H, s), 9.80(1H, s).
I-15	469	10.12	2.96(2H, m), 3.09(2H, m), 7.27(2H, s), 7.39(2H, m), 7.48(2H, t), 7.61(1H, d), 7.75(1H, d), 7.90(1H, s), 8.11(1H, s), 8.40(1H, s), 9.15(1H, s), 9.90(1H, s).
I-16	469	9.99	2.95(2H, m), 3.15(2H, m), 7.31(2H, s), 7.40(1H, d), 7.45(3H, m), 7.63(1H, d), 7.79(1H, d), 8.08(1H, s), 8.40(1H, s), 9.06(1H, s), 9.89(1H, s).

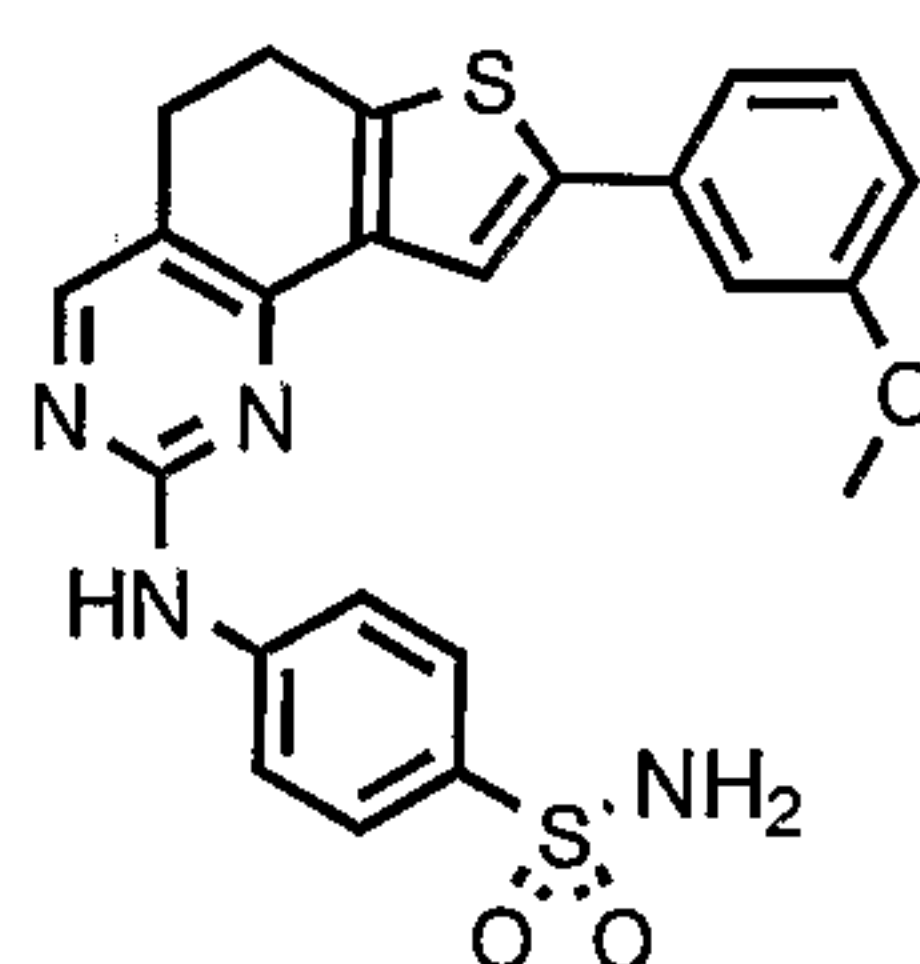
Compound No.	M+1(obs)	Rt (min)	¹ H-NMR
			s).
I-17	495	9.20	2.98(2H, m), 3.09(2H, m), 3.81(3H, s), 3.87(3H, s), 7.01(1H, d), 7.15(1H, t), 7.31(1H, d), 7.48(1H, t), 7.60(1H, d), 7.70(1H, d), 8.09(1H, s), 8.39(1H, s), 8.91(1H, s) and 9.83(1H, s).
I-20	495	9.20	2.92(2H, m), 3.05(2H, m), 3.85(3H, s), 3.87(3H, s), 6.88(1H, m), 7.09(1H, d), 7.27(1H, br s), 7.37(1H, m), 7.44(1H, t), 7.70(1H, m), 8.07(1H, s), 8.39(1H, s), 8.98(1H, br s) and 9.82(1H, s).
I-26	528	8.97	2.99(2H, m), 3.10(2H, m), 6.88(1H, m), 7.17(1H, d), 7.30(2H, br s), 7.40(1H, d), 7.46(1H, m), 7.50(1H, m), 7.59(1H, d), 7.71(1H, d), 7.99(1H, s), 8.40(1H, s), 8.90(1H, s), 9.81(1H, s) and 9.89(1H, s).
I-27	451	8.97	2.95(2H, m), 3.05(2H, m), 6.85(1H, t), 6.95(1H, m), 7.13(1H, t), 7.29(2H, br s), 7.40(1H, d), 7.46(1H, t), 7.78(1H, d), 7.81(1H, d), 8.09(1H, s), 8.36(1H, s), 8.83(1H, s), 9.83(1H, s) and 10.29(1H, br s).
I-28	519	10.28	2.99(2H, m), 3.13(2H, m), 7.29(2H, br s), 7.36(1H, d), 7.40-7.51(4H, br m), 7.75(1H, d), 8.06(2H, s), 8.42(1H, s), 8.86(1H, s) and 10.29(1H, br s).
I-29	465	9.12	2.97(2H, m), 3.09(2H, m), 4.63(2H, d), 5.26(1H, m), 7.23(2H, br s), 7.37(2H, m), 7.43(3H, br m), 7.63(1H, d), 7.75(1H, s), 7.91(1H, d), 8.39(1H, s), 8.60(1H, s) and 9.82(1H, s).

Example 4

[0263] **2-(3-Methoxyphenyl)-6,7-dihydro-5H-benzo[b]thiophen-4-one:**

[0264] To 2-bromo-6,7-dihydro-5*H*-benzo[*b*]thiophen-4-one (5g, 21.74mmol) was successively added 3-methoxyphenol boronic acid (3.63g, 23.92mmol), 2M Na₂CO_{3(aq)} (43.5mL, 86.98mmol), Pd(PPh₃)₄ (251mg, 0.22mmol), 3:4 EtOH/H₂O (37.5mL) and DME (62.5mL). The reaction mixture was degassed and heated to reflux for 12 hours. EtOAc (250mL) was added and the crude reaction mixture was washed with water (2 x 100 mL). The organic layer was dried over magnesium sulphate, filtered and concentrated *in vacuo*. The residue was purified by silica gel chromatography eluting with EtOAc:hexanes (20:80) to give the title compound as an off-white solid in 95% yield. MS (ES⁺) 259. δ H (d⁶ DMSO) 2.13(2H, quint.), 2.50 (2H, m), 3.05 (2H, t), 3.81 (3H, s), 6.91 (1H, m), 7.20-7.22 (2H, m), 7.34 (1H, m), 7.67 (1H, s).

Example 5



[0265] **4-[8-(3-Methoxyphenyl)-5,6-dihydro-thieno[2,3-*h*]quinazolin-2-ylamino)-benzenesulfonamide:**

[0266] To 2-(3-methoxyphenyl)-6,7-dihydro-5*H*-benzo[*b*]thiophen-4-one (0.3g, 1.16mmol) was added DMF/DMA solution (2mL) and the mixture was refluxed under nitrogen for 12 hours. The reaction mixture was concentrated *in vacuo* and the resulting crude product (5-dimethylaminomethylene-2-(3-methoxyphenyl)-6,7-dihydro-5*H*-benzo[*b*]thiophen-4-one) was taken through to the next step without further purification.

[0267] The above was dissolved in anhydrous DMA (3mL) and treated with 4-Guanidino-benzenesulfonamide hydrogen chloride (297mg, 1.18mmol) and powdered potassium carbonate (82mg, 0.59mmol). The mixture was heated to 120°C with vigorous stirring for 12 hours. The mixture was cooled down to room temperature and purified by reverse phase preparative HPLC [Waters Delta-Pak C18, 15uM, 100 A column, gradient 10% - 100% B (solvent A: 0.05% TFA in water; solvent B: CH₃CN) over 10 minutes at 25 mL/min] to afford the title compound (17mg) as a yellow powder. MS (ES⁺) 465, (ES⁻) 463. δ H (d⁶ DMSO)

2.99 (2H, t), 3.10 (2H, t), 3.85 (3H, s), 6.95 (1H, dd), 7.13 (2H, br s), 7.21 (1H, m), 7.27 (1H, d), 7.40 (1H, t), 7.76 (2H, d), 7.87 (1H, s), 8.01 (2H, d), 8.42 (1H, s), 9.90 (1H, s).

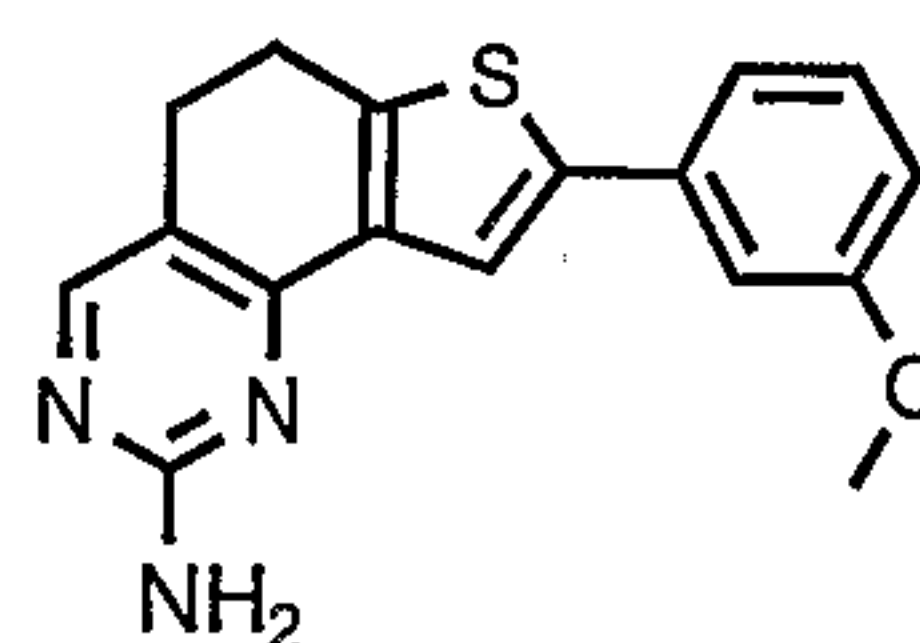
[0268] Other compounds of formula I have been prepared by methods substantially similar to those described in Example 5. The characterization data for these compounds is summarized in Table 10 below and includes HPLC, LC/MS (observed) and ¹H NMR data.

[0269] ¹H NMR data is summarized in Table 10 below wherein ¹H NMR data was obtained at 400 MHz in deuterated DMSO, unless otherwise indicated, and was found to be consistent with structure. Compound numbers correspond to the compound numbers listed in Table 1.

[0270] **Table 10. Characterization Data for Selected Compounds of Formula I**

Compound No.	M+1(obs)	Rt (min)	¹ H-NMR
I-19	402	10.23	2.96 (2H, t), 3.08 (2H, t), 3.84 (3H, s), 6.36 (1H, dd), 6.94 (1H, dd), 7.06 (1H, t), 7.14 (1H, d), 7.21 (1H, t), 7.24 (1H, d), 7.38 (1H, t), 7.50 (1H, t), 7.87 (1H, s), 8.33 (1H, s), 9.37 (1H, s)
I-22	386	10.94	2.96 (2H, t), 3.08 (2H, t), 3.84 (3H, s), 6.90-6.97 (2H, m), 7.19 (1H, t), 7.24 (1H, d), 7.30 (2H, t), 7.39 (1H, t), 7.80-7.86 (3H, m), 8.35 (1H, s), 9.44 (1H, s)
I-23	402	10.14	2.93 (2H, t), 3.07 (2H, t), 3.84 (3H, s), 6.74 (2H, d), 6.94 (1H, dd), 7.18 (1H, t), 7.23 (1H, d), 7.38 (1H, t), 7.54 (2H, d), 7.78 (1H, s), 8.25 (1H, s), 9.27 (1H, br s)
I-24	464	10.30	2.97-3.02 (2H, m), 3.05-3.10 (2H, m), 3.22 (3H, s), 3.88 (3H, s), 6.91 (1H, d), 7.27-7.37 (3H, m), 7.45 (1H, d), 7.55 (1H, t), 7.70 (1H, d), 8.02 (1H, s), 8.41 (1H, s), 9.21 (1H, s), 10.00 (1H, s)
I-25	464	10.30	2.96-3.03 (2H, m), 3.05-3.15 (2H, m), 3.15 (3H, s), 3.85 (3H, s), 6.96 (1H, d), 7.20, (1H, s), 7.26 (1H, d), 7.40 (1H, t), 7.83-7.90 (3H, m), 8.10 (2H, d), 8.41 (1H, s), 10.05 (1H, s)
I-35	429	10.04	2.97 (2H, t), 3.09 (2H, t), 3.88 (3H, s), 6.93 (1H, dd), 7.21 (1H, br s), 7.26 (1H, t), 7.30-7.40 (3H, m), 7.44

			(1H, d), 7.72 (1H, dd), 7.89 (1H, br s), 8.02 (1H, s), 8.37 (1H, s), 8.82 (1H, s), 9.62 (1H, s)
I-36	443	10.04	2.13 (3H, s), 2.96 (2H, t), 3.07 (2H, t), 3.83 (3H, s), 6.92-6.96 (2H, m), 7.14-7.17 (2H, m), 7.34-7.43 (3H, m), 8.27 (1H, s), 8.33 (1H, s), 8.89 (1H, s), 9.44 (1H, s), 9.90 (1H, s)
I-37	493	10.62	2.63 (6H, s), 2.99 (2H, t), 3.10 (2H, t), 3.87 (3H, s), 6.93 (1H, d), 7.26--7.39 (4H, m), 7.55 (1H, t), 7.74 (1H, dd), 8.01 (1H, s), 8.42 (1H, s), 9.14 (1H, s), 9.99 (1H, s)
I-38	479	10.42	2.46 (3H, d), 2.99 (2H, t), 3.10 (2H, t), 3.88 (3H, s), 6.92 (1H, dd), 7.28-7.38 (5H, m), 7.50 (1H, t), 7.66 (1H, dd), 8.04 (1H, s), 8.41 (1H, s), 9.16 (1H, s), 9.92 (1H, s)
I-39	479	15.58	2.93-3.10 (7H, m), 3.85 (3H, s), 6.76 (1H, d), 6.93 (1H, dd), 7.19-7.45 (5H, m), 8.01 (1H, s), 8.14 (1H, s), 8.35 (1H, s), 9.52 (1H, s), 9.67 (1H, br s)
I-40	401	10.29	2.94 (2H, t), 3.07 (2H, t), 3.84 (3H, s), 4.96 (2H, s), 6.17 (1H, m), 6.88-6.95 (3H, m), 7.22-7.26 (3H, m), 7.37 (1H, t), 7.87 (1H, s), 8.30 (1H, s), 9.11 (1H, s)
I-46	402	10.65	2.97 (2H, t), 3.09 (2H, t), 3.85 (3H, s), 6.80-6.96 (4H, m), 7.20-7.28 (3H, m), 7.37 (2H, t), 7.88 (1H, s), 8.15-8.20 (2H, m), 8.34 (1H, s)

Example 6

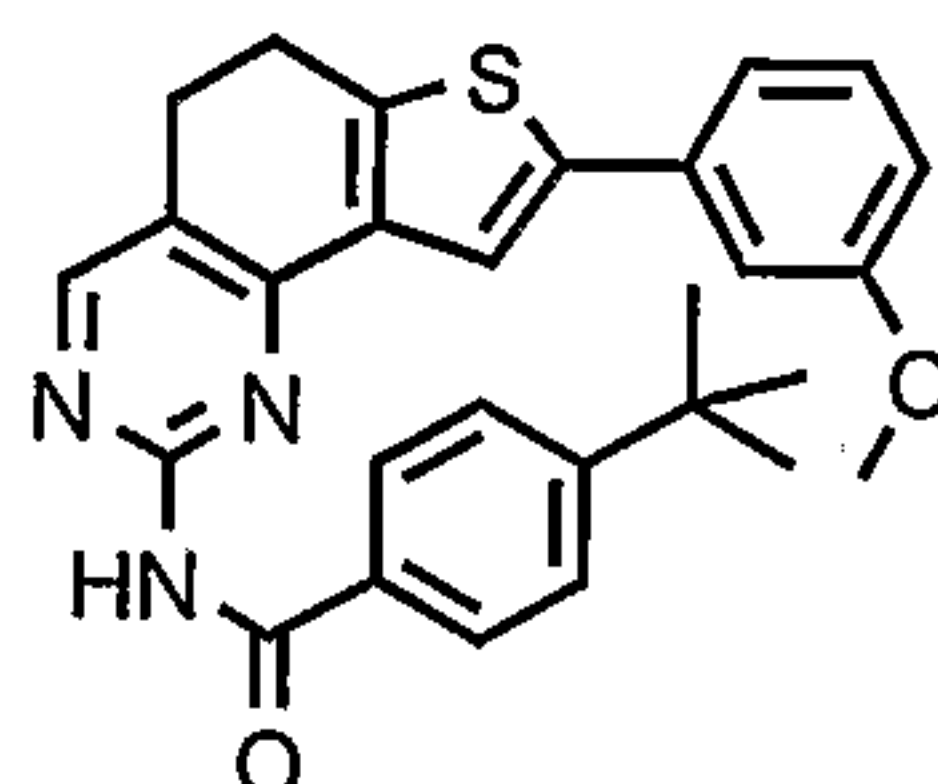
[0271] **8-(3-Methoxyphenyl)-5,6-dihydro-thieno[2,3-*b*]quinazolin-2-ylamine:**

[0272] To 2-(3-methoxyphenyl)-6,7-dihydro-5*H*-benzo[*b*]thiophen-4-one (1.78 g, 6.89 mmol) was added DMF/DMA solution (12mL) and the mixture was refluxed under nitrogen for 12 hours. The reaction mixture was concentrated *in vacuo* and the resulting crude product

(5-dimethylaminomethylene-2-(3-methoxyphenyl)-6,7-dihydro-5H-benzo[*b*]thiophen-4-one) was taken through to the next step without further purification.

[0273] The above was dissolved in anhydrous DMA (18 mL) and treated with guanidine hydrogen chloride (724 mg, 7.58 mmol) and powdered potassium carbonate (524 mg, 3.79 mmol). The mixture was heated to 120°C with vigorous stirring for 12 hours. The mixture was cooled down to room temperature. Water was added and the solid was filtered and rinsed with more to afford the title compound. MS (ES⁺) 310.

Example 7



[0274] **4-tert-Butyl-N-[8-(3-methoxyphenyl)-(5,6-dihydrothieno[2,3-*h*]quinazolin-2-yl)-benzamide:**

[0275] 4-tert-Butylbenzoyl chloride (0.171mL, 0.88mmol) was added to 8-(3-methoxyphenyl)-(5,6-dihydrothieno[2,3-*h*]quinazolin-2-ylamine (0.129g, 0.42mmol) in pyridine (1 mL). The reaction mixture was stirred at room temperature overnight. The reaction mixture was concentrated *in vacuo*. The residue was taken up in dichloromethane (20 mL), washed with water (20 mL X 2) and saturated sodium bicarbonate solution (20 mL X 2), dried (MgSO₄) and concentrated *in vacuo*. The resulting crude mixture was purified by silica gel chromatography to afford the title compound as a beige solid (75 mg, 30% yield). MS (ES⁺) 470, (ES⁻) 468. δ H (d⁶ DMSO) 1.32 (9H, s), 3.02-3.15 (4H, m), 3.83 (3H, s), 6.93 (1H, dd), 7.17 (1H, t), 7.22 (1H, d), 7.36 (1H, t), 7.54 (2H, d), 7.78 (1H, s), 7.94 (2H, d), 8.56 (1H, s), 10.74 (1H, s).

[0276] A variety of other compounds of formula I have been prepared by methods substantially similar to those described in Example 7. The characterization data for these compounds is summarized in Table 11 below and includes HPLC, LC/MS (observed) and ¹H NMR data.

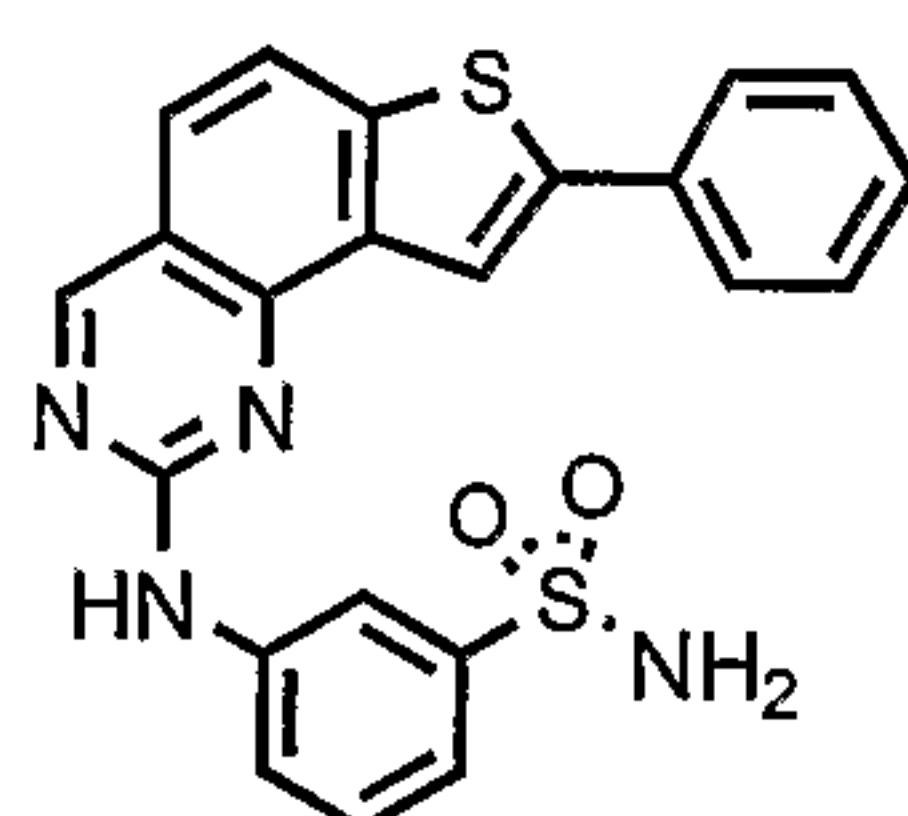
[0277] ¹H NMR data is summarized in Table 11 below wherein ¹H NMR data was obtained at 400 MHz in deuterated DMSO, unless otherwise indicated, and was found to be

consistent with structure. Compound numbers correspond to the compound numbers listed in Table 1.

Table 11. Characterization Data for Selected Compounds of Formula I

Compound No.	M+1(obs)	Rt (min)	¹ H-NMR
I-30	378	9.71	0.78-0.87 (4H, m), 2.14-2.21 (1H, m), 2.98-3.12 (4H, m), 3.84 (3H, s), 6.94 (1H, dd), 7.17 (1H, t), 7.22 (1H, d), 7.37 (1H, t), 7.78 (1H, s), 8.48 (1H, s), 10.65 (1H, s)
I-32	414	9.96	3.03-3.16 (4H, m), 3.83 (3H, s), 6.93 (1H, dd), 7.17 (1H, t), 7.23 (1H, d), 7.37 (1H, t), 7.52 (2H, t), 7.61 (1H, t), 7.76 (1H, s), 7.98 (2H, d), 8.57 (1H, s), 10.84 (1H, s)
I-33	457	10.18	3.02 (6H, s), 3.02-3.15 (4H, m), 3.83 (3H, s), 6.75 (2H, d), 6.93 (1H, dd), 7.18 (1H, t), 7.23 (1H, d), 7.36 (1H, t), 7.81 (1H, s), 7.90 (2H, d), 8.54 (1H, s), 10.40 (1H, s)
I-34	403	9.72	3.02-3.15 (4H, m), 3.84 (3H, s), 6.17 (1H, m), 6.93 (1H, dd), 7.00 (1H, m), 7.18-7.20 (2H, m), 7.23 (1H, d), 7.37 (1H, t), 7.85 (1H, s), 8.54 (1H, s), 10.35 (1H, s), 11.68 (1H, br s)

Example 8



[0278] **3-(8-Phenyl-thieno[2,3-*h*]quinazolin-2-ylamino)-benzenesulfonamide:**

[0279] To a dark solution of 3-(8-Phenyl-5,6-dihydro-thieno[2,3-*h*]quinazolin-2-ylamino)-benzenesulfonamide (130mg, 0.30mmol) in anhydrous 1,4-dioxane (7mL) was added DDQ (75mg, 0.33mmol) and the mixture was refluxed under nitrogen for 2-3 hours. The reaction mixture was concentrated *in vacuo* and the resulting crude residue was triturated in a mixture of 2M NaOH (25mL) and DCM (25mL). The resulting solid was filtered and washed with DCM and water to afford 50mg (39% yield) of the title compound as a pale yellow/green powder. MS (ES⁺) 433, (ES⁻) 431. ¹H (d⁶ DMSO) 7.39 (2H, br s), 7.41 (1H,

m), 7.51 (4H, br m), 7.72 (1H, d), 7.83 (1H, d), 7.96 (3H, m), 8.68 (1H, s), 9.40 (1H, s), 9.61 (1H, br s) and 10.41 (1H, s).

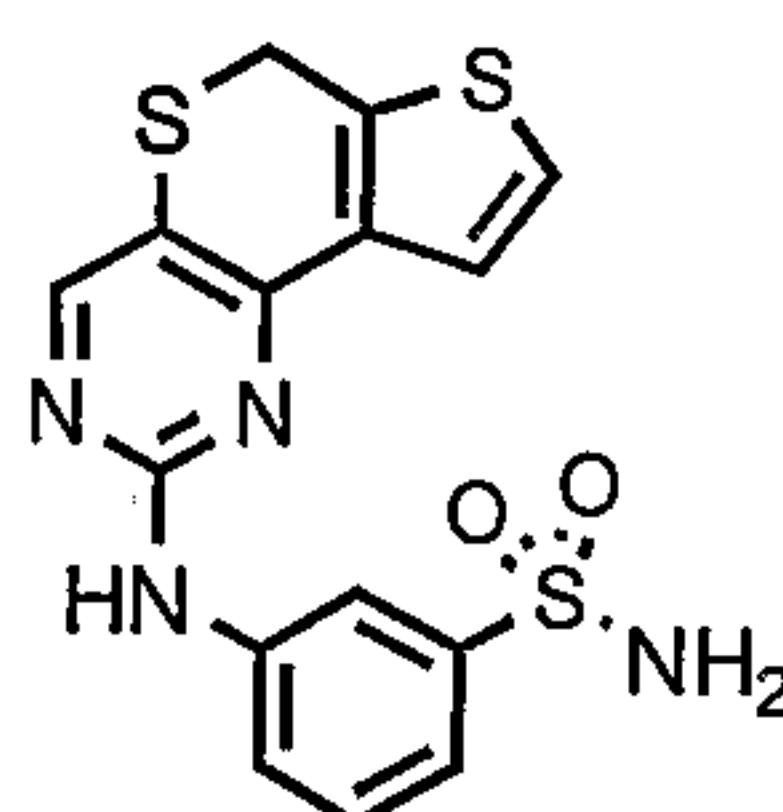
[0280] A variety of other compounds of formula II have been prepared by methods substantially similar to those described in Example 8. The characterization data for these compounds is summarized in Table 12 below and includes HPLC, LC/MS (observed) and ¹H NMR data.

[0281] ¹H NMR data is summarized in Table 12 below wherein ¹H NMR data was obtained at 400 MHz in deuterated DMSO, unless otherwise indicated, and was found to be consistent with structure. Compound numbers correspond to the compound numbers listed in Table 2.

[0282] **Table 12. Characterization Data for Selected Compounds of Formula II**

Compound No.	M+1(obs)	Rt (min)	¹ H-NMR
II-31	357	8.55	7.37 (2H, s), 7.48 (1H, d), 7.55 (1H, t), 7.84 (1H, d), 7.90 (1H, dd), 7.98-8.03 (2H, m), 8.29 (1H, d), 9.24 (1H, s), 9.40 (1H, s), 10.39 (1H, s)
II-32	306	10.52	2.32 (6H, s), 6.67 (1H, s), 7.72 (2H, s), 7.79 (1H, d), 7.95 (1H, d), 7.98 (1H, d), 8.06 (1H, d), 9.33 (1H, s), 9.87 (1H, s)
II-33	335	8.77	2.11 (3H, s), 7.11 (1H, d), 7.25 (1H, t), 7.53 (1H, d), 7.80 (1H, d), 7.92-7.97 (2H, m), 8.44 (1H, d), 8.72 (1H, s), 9.34 (1H, s), 9.96 (1H, s), 9.99 (1H, s)
II-34	293	8.75	6.91 (1H, d), 7.43 (1H, t), 7.73 (1H, d), 7.84 (1H, d), 7.98-8.03 (2H, m), 8.32 (1H, d), 8.38 (1H, s), 9.40 (1H, s), 10.30 (1H, s)
II-35	372	7.60	2.92 (3H, s), 7.37 (2H, s), 7.49 (1H, d), 7.56 (1H, t), 7.89 (1H, d), 7.97 (1H, d), 8.09 (1H, d), 8.68 (1H, s), 9.44 (1H, s), 10.45 (1H, s).
II-36	472	9.0	1.28 (9H, s), 5.62 (2H, s), 7.47-7.55 (2H, m), 7.98 (2H, d), 8.04 (1H, d), 8.79 (1H, s), 9.50 (1H, s), 10.50 (1H, s)
II-37	443	7.6	3.67 (4H, t), 3.79 (4H, t), 7.35 (2H, s), 7.46 (1H, m), 7.51-7.56 (2H, m), 7.84 (1H, d), 8.12 (1H, d), 8.62 (1H,

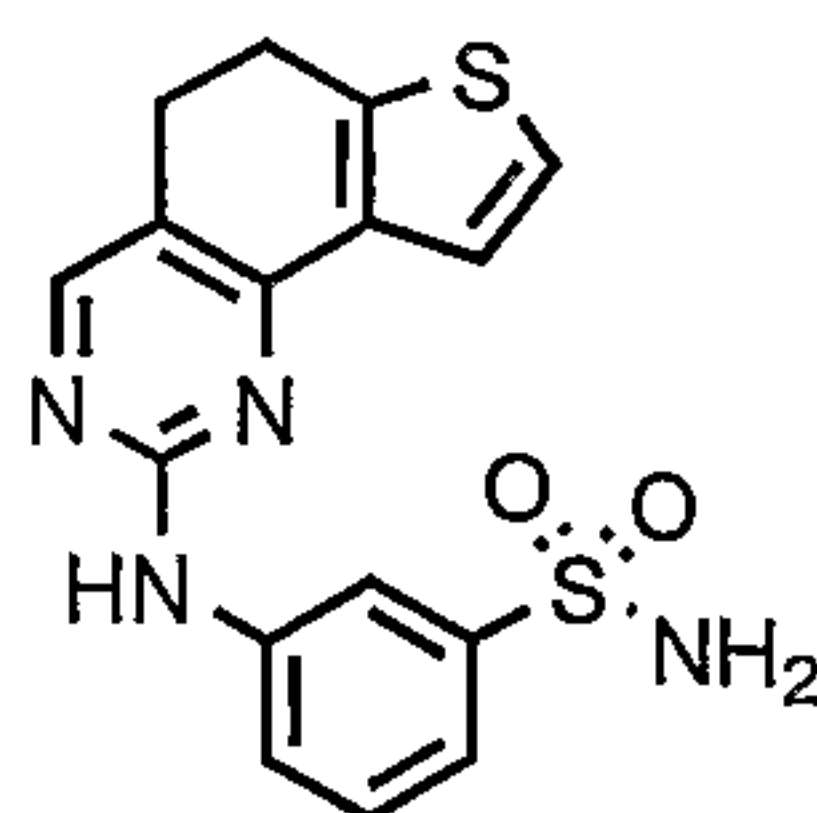
			t), 9.27 (1H, s), 10.30 (1H, s)
II-38	429	8.5	1.26 (6H, t), 3.63 (4H, m), 7.35 (2H, s), 7.40-7.60 (3H, m), 7.78 (1H, d), 8.11 (1H, d), 8.63 (1H, s), 9.22 (1H, s), 10.24 (1H, s)
II-39	441	8.8	1.68 (6H, s), 3.69 (4H, s), 7.35 (2H, s), 7.45 (1H, d), 7.50 (1H, d), 7.54 (1H, t), 7.80 (1H, d), 8.11 (1H, dd), 8.64 (1H, t), 9.24 (1H, s), 10.26 (1H, s)

Example 9

[0283] 3-(4H-3,5-Dithia-7,9-diazacyclopenta[α]-naphthalen-8-ylamino)-benzenesulfonamide:

[0284] To 7H-thieno[2,3-*c*]thiopyran-4-one (495mg, 2.91mmol) dissolved in anhydrous DME (5mL), was added Brederick's reagent (0.9mL, 4.36mmol) and the reaction mixture was heated to 60°C for 2 hours. The reaction mixture was cooled down and concentrated *in vacuo*. The resulting residue was purified by silica gel chromatography eluting with a gradient of EtOAc:hexanes to give the enaminone as a yellow solid in 58% yield.

[0285] The above (100mg, 0.44mmol) was dissolved in anhydrous propan-2-ol (5mL) and treated with 3-Guanidino-benzenesulfonamide hydrogen chloride (172mg, 0.66mmol) and powdered sodium hydroxide (20mg, 0.49mmol). The mixture was refluxed with vigorous stirring for 12 hours. The mixture was cooled down to room temperature and concentrated *in vacuo*. The resulting residue was purified by silica gel chromatography eluting with EtOAc:hexanes (50:50) to afford the title compound (25mg) as a yellow solid. MS (ES⁺) 377. δH (CDCl₃) 4.20 (2H, d), 4.80 (2H, br s), 7.20-7.35 (2H, m), 7.45-7.80 (4H, m), 8.40 (1H, s), 8.80 (1H, s).

Example 10

[0286] **3-(5,6-Dihydrothieno[2,3-*h*]quinazolin-2-ylamino)-benzenesulfonamide:**

[0287] To 6,7-dihydro-5H-benzo[*b*]thiophen-4-one (0.5g, 3.29mmol) was added DMF/DMA solution (2mL) and the mixture was refluxed under nitrogen for 12 hours. The reaction mixture was concentrated *in vacuo* and the resulting crude product (5-dimethylaminomethylene-6,7-dihydro-5H-benzo[*b*]thiophen-4-one) was taken through to the next step without further purification.

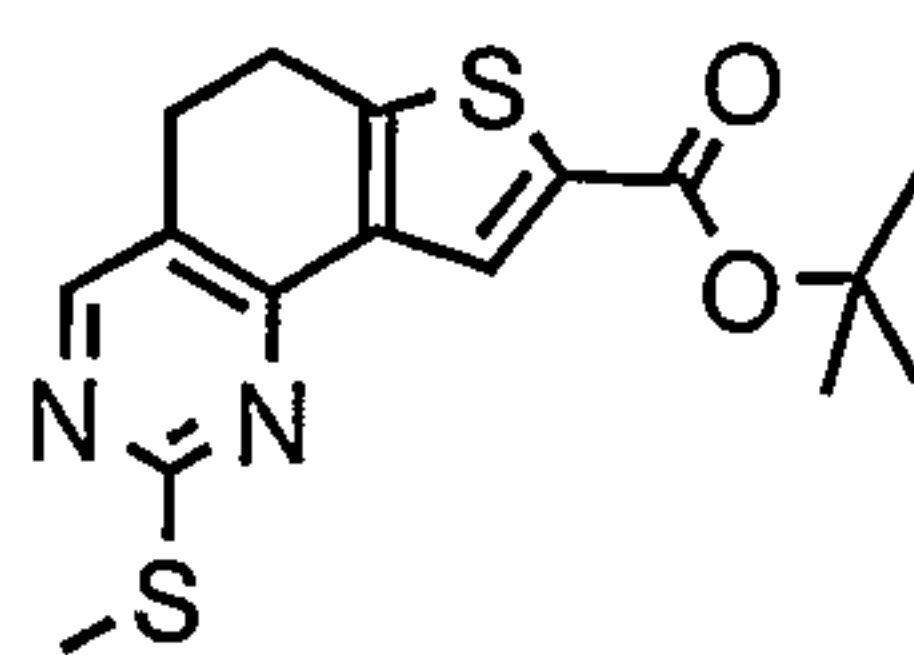
[0288] The above was dissolved in anhydrous DMA (3mL) and treated with 4-guanidino-benzenesulfonamide hydrogen chloride (1.23g, 4.93mmol) and powdered potassium carbonate (341mg, 2.47mmol). The mixture was heated to 120°C with vigorous stirring for 12 hours. The mixture was cooled down to room temperature and concentrated *in vacuo*. The residue was triturated with hot ethyl acetate (30 ml) and 1M HCl (30 ml), filtered and washed with water and ethyl acetate to afford the title compound (546mg) as a pale green powder in 46% yield. MS (ES⁺) 359, (ES⁻) 357. δ H (d⁶ DMSO) 2.93 (2H, m), 3.04 (2H, m), 6.88 (1H, m), 7.29 (1H, br s), 7.40 (1H, m), 7.45 (1H, t), 7.65 (1H, d), 7.77 (1H, d), 8.40 (1H, s), 8.70 (1H, br s) and 10.05 (1H, br s).

[0289] A variety of other compounds of formula **I** have been prepared by methods substantially similar to those described in Example 10. The characterization data for these compounds is summarized in Table 13 below and includes HPLC, LC/MS (observed) and ¹H NMR data.

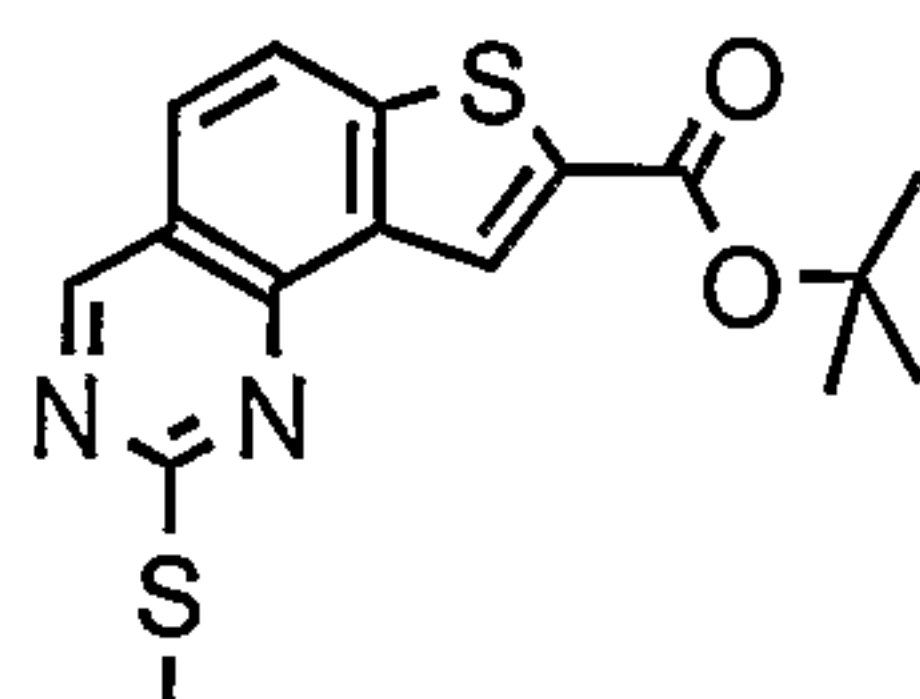
[0290] ¹H NMR data is summarized in Table 13 below wherein ¹H NMR data was obtained at 400 MHz in deuterated DMSO, unless otherwise indicated, and was found to be consistent with structure. Compound numbers correspond to the compound numbers listed in Table 1.

[0291] **Table 13. Characterization Data for Selected Compounds of Formula I**

Compound No.	M+1(obs)	Rt (min)	¹ H-NMR
I-42	325	10.32	2.98 (2H, t), 3.10 (2H, t), 7.5-7.6 (2H, m), 7.65 (1H, d), 7.76 (1H, d), 8.04 (1H, d), 8.43 (1H, s), 9.20 (1H, s), 10.09 (1H, s)
I-43	308	10.59	2.25 (6H, s), 2.91 (2H, t), 3.04 (2H, t), 6.57 (1H, s), 7.45-7.54 (4H, m), 8.32 (1H, s), 9.32 (1H, s)
I-44	337	8.69	2.06 (3H, s), 2.93 (2H, t), 3.05 (2H, t), 7.11-7.21 (2H, m), 7.39 (1H, d), 7.49 (1H, d), 7.71 (1H, d), 8.18 (1H, s), 8.31 (1H, s), 9.59 (1H, s), 9.90 (1H, s)
I-45	434	8.85	1.40-1.55 (6H, m), 2.45-2.67 (8H, m), 2.92 (2H, t), 3.05 (2H, t), 7.14-7.20 (2H, m), 7.35-7.41 (1H, m), 7.47 (1H, d), 7.71 (1H, d), 8.20 (1H, s), 8.31 (1H, s), 9.48 (1H, s), 10.23 (1H, s)
I-47	366	7.80	2.72 (2H, t), 2.93 (2H, t), 3.02-3.14 (4H, m), 7.20 (2H, d), 7.41 (1H, m), 7.48 (1H, d), 7.71 (1H, d), 7.76 (3H, br s), 8.21 (1H, s), 8.32 (1H, s), 9.54 (1H, s), 10.11 (1H, s)
I-48	394	8.33	2.21 (6H, s), 2.46 (2H, t), 2.60 (2H, t), 2.92 (2H, t), 3.05 (2H, t), 7.11-7.19 (2H, m), 7.37 (1H, d), 7.47 (1H, d), 7.72 (1H, d), 8.24 (1H, s), 8.32 (1H, s), 9.46 (1H, s), 9.99 (1H, s)
I-49	449	8.88	2.14 (3H, s), 2.20-2.52 (10H, t), 2.63 (2H, t), 2.92 (2H, t), 3.05 (2H, t), 7.12-7.20 (2H, m), 7.38 (1H, d), 7.47 (1H, d), 7.72 (1H, d), 8.22 (1H, s), 8.32 (1H, s), 9.47 (1H, s), 10.07 (1H, s)
I-50	436	8.81	2.43 (4H, m), 2.64 (2H, t), 2.92 (2H, t), 3.05 (2H, t), 3.60 (4H, t), 7.15-7.20 (2H, m), 7.39 (1H, m), 7.47 (1H, d), 7.71 (1H, d), 8.20 (1H, s), 8.31 (1H, s), 9.47 (1H, s), 10.06 (1H, s)

Example 11

[0292] **2-Methylsulfanyl-5,6-dihydro-thieno[2,3-*h*]-quinazoline-8-carboxylic acid *tert*-butyl ester:** 5-[1-Dimethylamino-methylidene]-4-oxo-4,5,6,7-tetrahydro-benzo[*b*]thiophene-2-carboxylic acid *tert*-butyl ester (14.36g, 46.72mmol), Na₂CO₃ (8.17g, 77.09mmol) and S-methylisothiuronium sulphate (19.51g, 70.08mmol) were suspended / dissolved in dry DMA (140mL) and stirred at 120°C for 1.5 hours. The solvent was removed under reduced pressure and the resultant brown solid mass was partitioned between hot EtOAc and brine using sonication. The aqueous layer was further extracted with EtOAc (3 x 200mL) and the combined organics were washed sequentially with dilute NaHSO₄ (1 x 100mL) [It took 15 minutes for the emulsified mixture to separate fully.], saturated Na₂CO₃ (1 x 100mL) and brine (1 x 100mL), dried over Na₂SO₄, filtered and concentrated under reduced pressure to give an ochre-brown solid. This solid was redissolved in DCM, silica (~100mL) was added and the resulting suspension was concentrated under reduced pressure. The solid obtained was subjected to column chromatography (gradient elution, 20-40% EtOAc in hexanes, ~1L silica) giving a light yellow solid (8.78g, 56% yield). MS (ES⁺) 335, (ES⁻) 332. δ H (CDCl₃) 1.6 (9H, s), 2.6 (3H, s), 3.0-3.2 (4H, m), 8.2 (1H, s), 8.3 (1H, s)

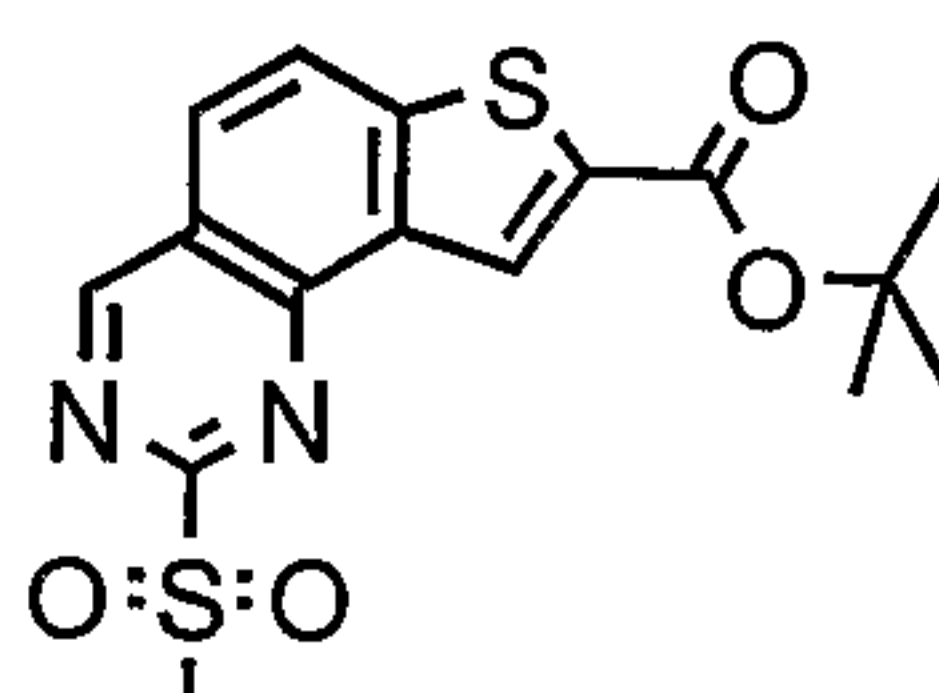
Example 12

[0293] **2-Methylsulfanyl-thieno[2,3-*h*]-quinazoline-8-carboxylic acid *tert*-butyl ester:**

2-Methylsulfanyl-5,6-dihydro-thieno[2,3-*h*]-quinazoline-8-carboxylic acid *tert*-butyl ester (9.0g, 26.91mmol) and DDQ (12.22g, 53.82mmol) were suspended / dissolved in dry dioxane (100mL) and heated at reflux for 1 hour. Further DDQ (12.22g, 53.82mmol) was added and the resulting suspension was heated at reflux for 1.5 hours. After cooling to room temperature the mixture was concentrated under reduced pressure and then partitioned between EtOAc and saturated Na₂CO₃. The aqueous layer was further extracted with EtOAc (3 x 200mL) and

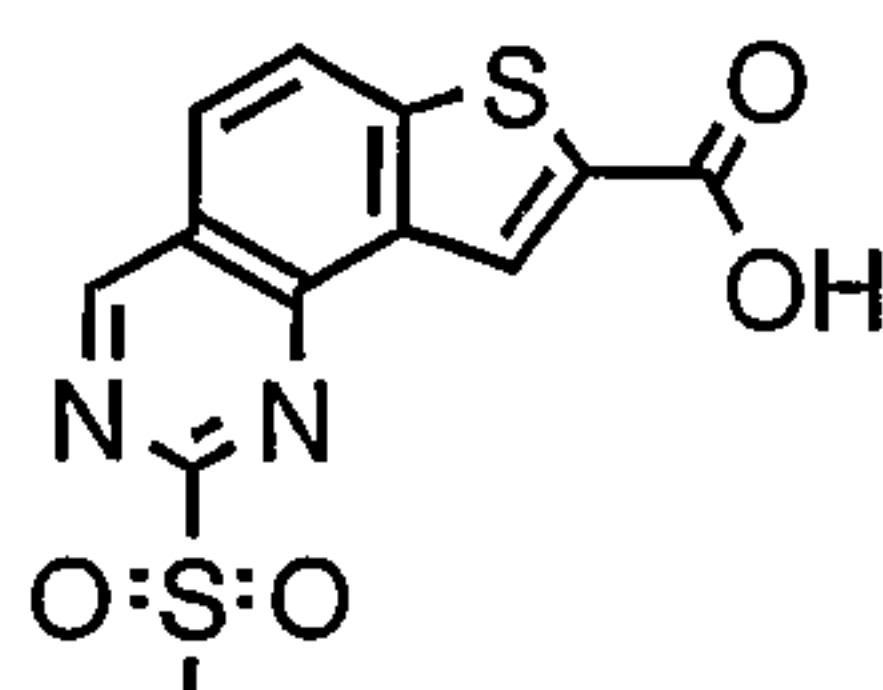
the combined organics were washed with saturated Na_2CO_3 (2 x 250mL) and brine (1 x 200mL), dried over Na_2SO_4 , filtered and concentrated under reduced pressure. The deep brown gum obtained was redissolved in hot acetone, silica (~60mL) was added and the resultant suspension was concentrated under reduced pressure. The solid obtained was subjected to column chromatography (gradient elution, 20-30% acetone in hexanes, ~600mL silica) giving a light brown solid (6.50g, 73% yield). MS (ES^+) 333. δH (CDCl_3) 1.7 (9H, s), 2.8 (3H, s), 7.8 (1H, d), 7.9 (1H, d), 8.8 (1H, s), 9.2 (1H, s)

Example 13



[0294] **2-Methanesulfonyl-thieno[2,3-*h*]quinazoline-8-carboxylic acid *tert*-butyl ester:** 2-Methanesulfonyl-thieno[2,3-*h*]quinazoline-8-carboxylic acid *tert*-butyl ester (6.50g, 19.55mmol) was suspended / dissolved in DCM (150mL) and cooled in an ice-bath. 3-chloroperbenzoic acid (22.49g, 97.76mmol, ~75% pure) was added in one portion and the resultant suspension was stirred at 0°C for 5 minutes and at room temperature for a further 55 minutes. This mixture was then carefully added to a 1:1:1 mixture of saturated Na_2CO_3 , saturated $\text{Na}_2\text{S}_2\text{O}_3$ and brine (~500mL). The organic layer was separated and the aqueous layer was further extracted with DCM (3 x 200mL). The combined organics were washed with brine (1 x 100mL), dried over Na_2SO_4 , filtered and concentrated under reduced pressure. The yellow solid obtained was redissolved in acetone, silica (~80mL) was added and the suspension was concentrated under reduced pressure. The solid obtained was subjected to column chromatography (gradient elution, 5-10% EtOAc in DCM, ~600mL silica) to give a yellow solid (6.25g, 88% yield). MS (ES^+) 365. δH (CDCl_3) 1.7 (9H, s), 3.5-3.6 (3H, s), 8.0 (1H, d), 8.2 (1H, d), 8.9 (1H, s), 9.6 (1H, s)

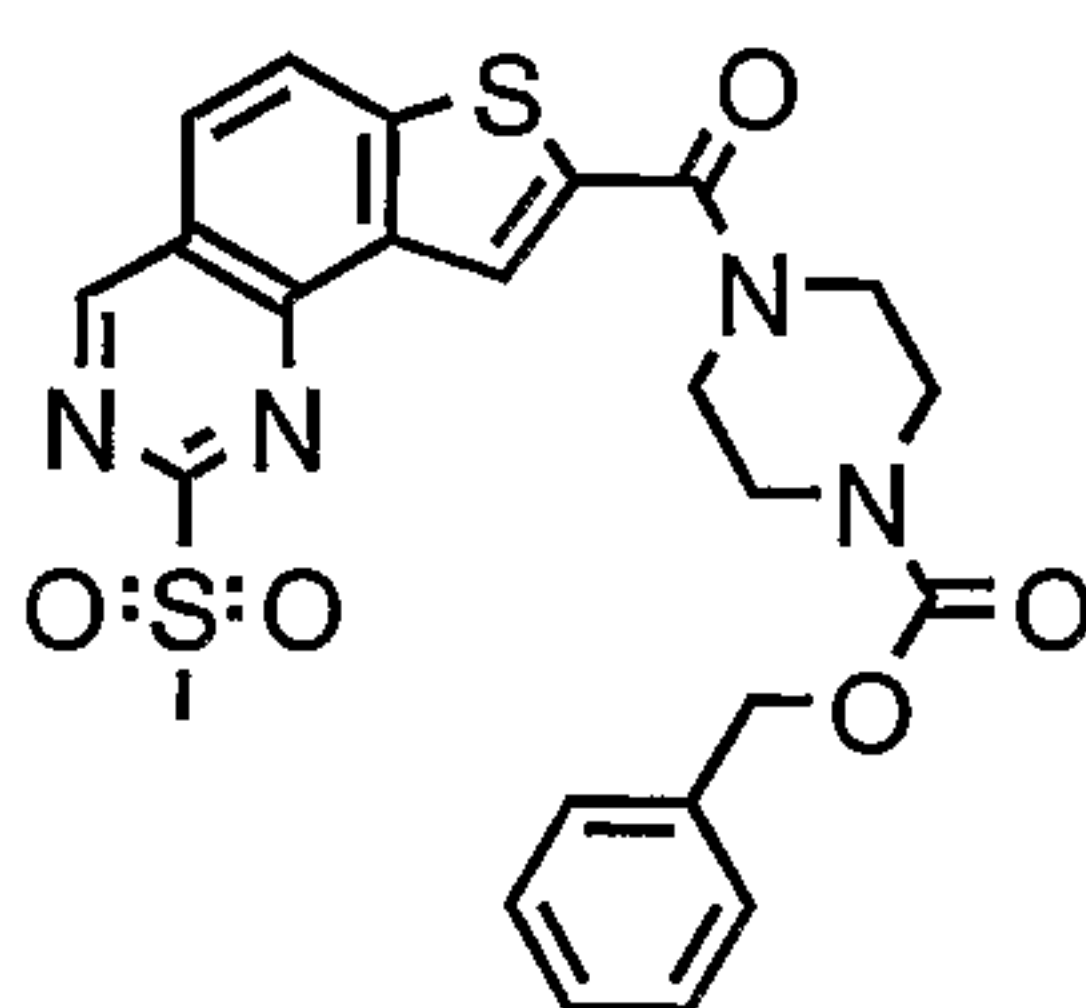
Example 14



[0295] **2-Methanesulfonyl-thieno[2,3-*h*]quinazoline-8-carboxylic acid:** 2-

Methanesulfonyl-thieno[2,3-*h*]quinazoline-8-carboxylic acid *tert*-butyl ester (4.20g, 11.52mmol) was placed in a 500mL Florentine and cooled in an ice-bath. Pre-mixed TFA:DCM:water (1:1:0.025, 4.5mL) was added in one portion and the resultant solution was stirred at 0°C for 0.75 hours and a further 0.75 hours at room temperature. The reaction mixture was concentrated under reduced pressure and azeotroped with portions of DCM (5 x 50mL) and Et₂O (5 x 50mL). The solid obtained was triturated with Et₂O, filtered and washed with Et₂O (3 x 5mL) to give a light yellow powder (3.51g, 99% yield). δ H (d⁶ DMSO) 3.6-3.7(3H, s), 8.3(1H, d), 8.6(1H, d), 8.8(1H, s), 9.9-10.0(1H, s), 13.8-14.0(1H, br s)

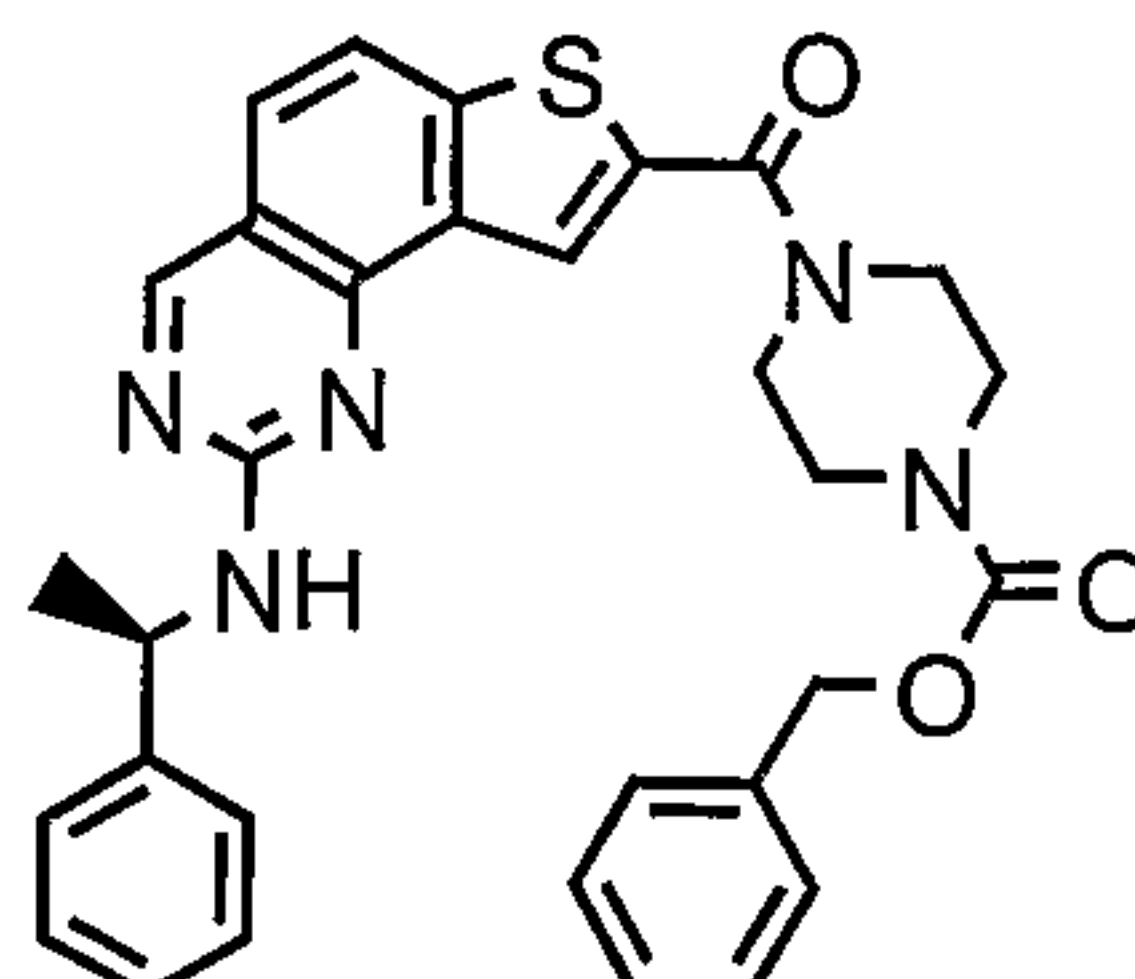
Example 15



[0296] **4-(2-Methanesulfonyl-thieno[2,3-*h*]quinazoline-8-carbonyl)-piperazine-1-carboxylic acid benzyl ester:** 2-Methanesulfonyl-thieno[2,3-*h*]quinazoline-8-carboxylic acid (3.51g, 11.38mmol), 1-hydroxyazatriazole (1.70g, 12.52mmol), 1-benzylpiperazine carboxylate (2.76g, 12.52mmol) and diisopropylethylamine (1.62g, 12.52mmol) were dissolved in dry DMF (35mL) and cooled in an ice-bath. EDC (2.40g, 12.52mmol) was added in one portion and the resulting suspension was stirred at 0°C for 20 minutes and for a further 16 hours at room temperature. The reaction was concentrated under reduced pressure and partitioned between hot DCM and brine. The aqueous layer was extracted with DCM (3 x 50mL) and the combined organics were washed sequentially with dilute HCl (1 x 50mL), saturated Na₂CO₃ (1 x 50mL) and brine (1 x 50mL), dried over Na₂SO₄, filtered and concentrated under reduced pressure. The yellow wax obtained was subjected to column chromatography (50% EtOAc in DCM, loaded in DCM, ~350mL silica) giving a cream solid which was immediately triturated with EtOAc, filtered and washed with pentane (3 x 20mL) to give a cream powder (4.33g, 75% yield). The filtration liquors were concentrated under reduced pressure and the solid obtained was triturated with EtOAc, filtered and washed with pentane (3 x 5mL) to give a second crop of cream powder (0.58g, 10% yield). MS (ES⁺) 511. δ H (CDCl₃) 3.5 (3H, s), 3.7 (4H, br m), 3.9 (4H, br m), 7.3-7.4 (5H, m), 8.0 (1H, d), 8.2-8.3

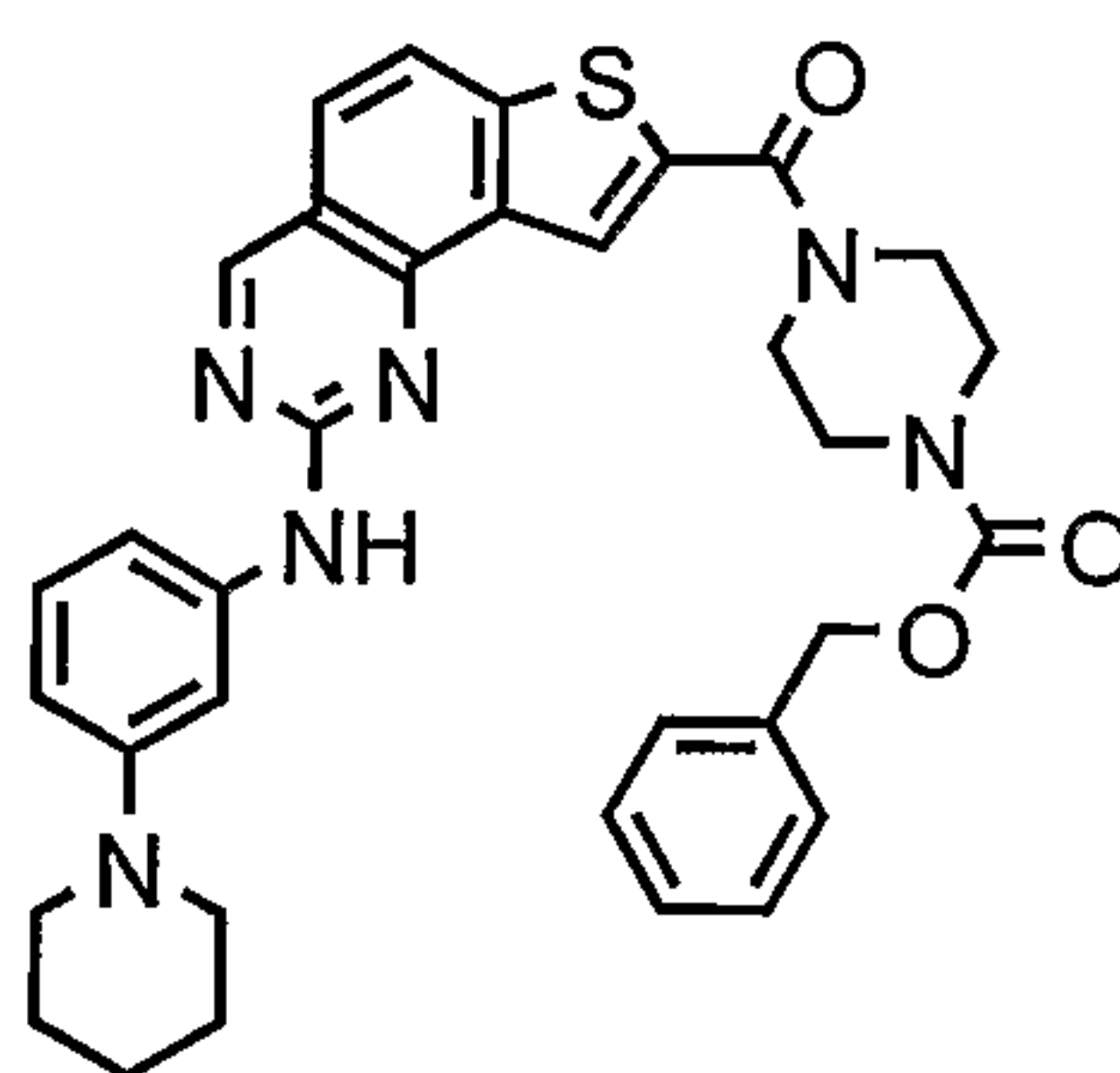
(1H, d), 8.5 (1H, s), 9.6 (1H, s).

Example 16



[0297] **4-[2-((R)-1-Phenyl-ethylamino)-thieno[2,3-*h*]-quinazoline-8-carbonyl]-piperazine-1-carboxylic acid benzyl ester:** 4-(2-Methanesulfonyl-thieno[2,3-*h*]-quinazoline-8-carbonyl)-piperazine-1-carboxylic acid benzyl ester (0.2g, 0.39mmol), TFA (4.5mg, 0.04mmol) and (R)-(α -methyl)benzylamine (0.47g, 3.92mmol) was suspended / dissolved in dry dioxane (2mL) and stirred at 120°C for 16 hours. The reaction mixture was concentrated under reduced pressure and partitioned between DCM and dilute HCl. The organic layer was washed with saturated Na₂CO₃ (1 x 10mL) and brine (1 x 10mL), dried over Na₂SO₄, filtered and concentrated under reduced pressure. The brown gum obtained was redissolved in DCM, silica (~5mL) was added and the suspension was concentrated under reduced pressure. The solid obtained was subjected to column chromatography (25% EtOAc in DCM, ~75mL silica) to give a light yellow gum (198.4mg, 92% yield). MS (ES⁺) 552, (ES⁻) 551. δ H (CDCl₃) 1.7 (3H, d), 3.6-3.7 (4H, br m), 3.8-4.0 (4H, br m), 5.2 (2H, s), 5.4 (1H, m), 5.7-5.8 (1H, br d), 7.2-7.5 (10H, m), 7.6 (2H, s), 8.1-8.2 (1H, s), 9.0 (1H, s)

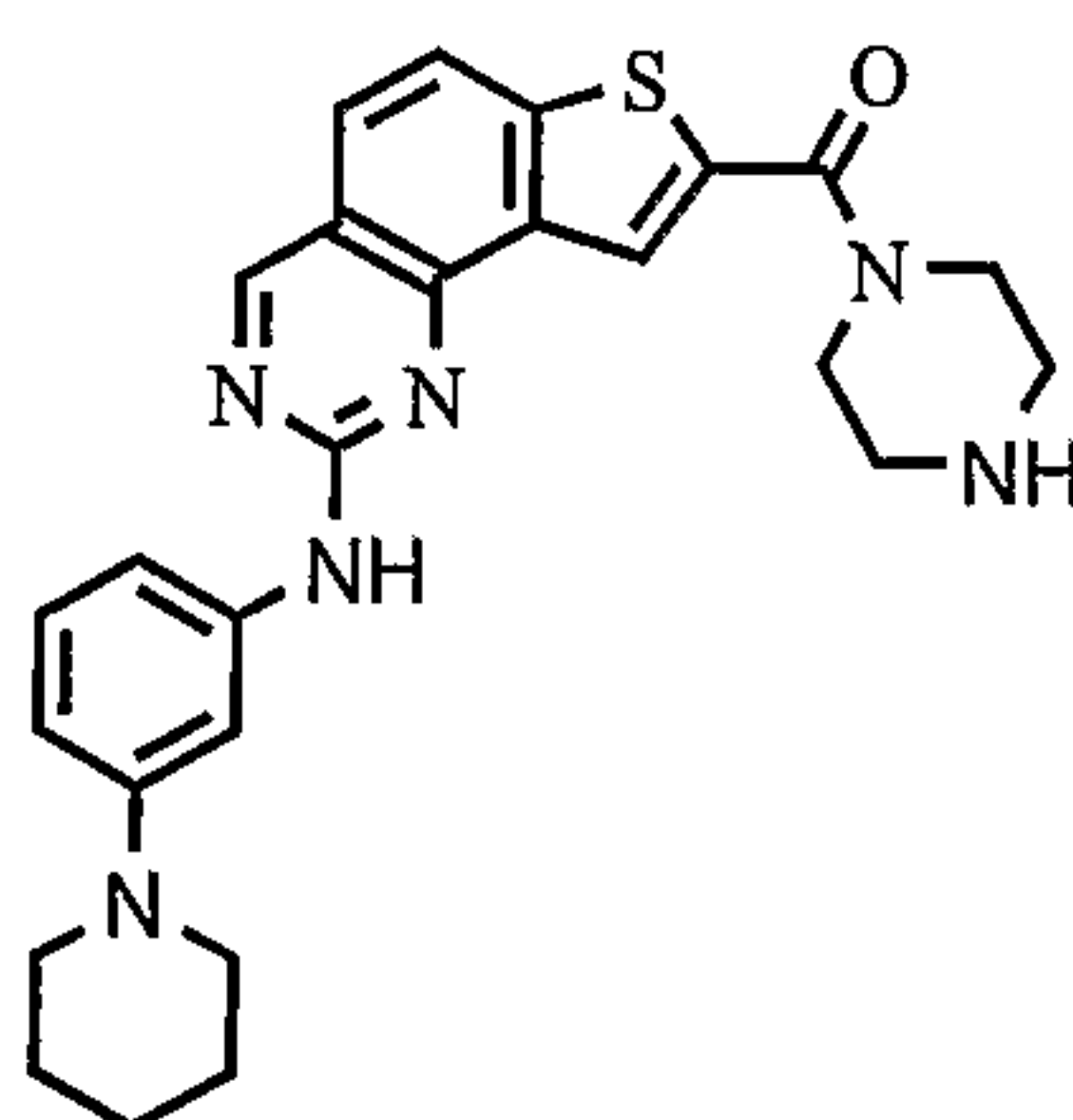
Example 17



[0298] **4-[2-(3-Piperidin-1-yl-phenylamino)-thieno[2,3-*h*]-quinazoline-8-carbonyl]-piperazine-1-carboxylic acid benzyl ester:** Formyl [(3-piperadiny)-aniline] (0.14g, 0.71mmol) was dissolved in dry THF (5mL) and sodium hydride (35mg, 0.88mmol, 60wt% in oil) was added in one portion. The resultant suspension was stirred at room temperature for 1 hour and cooled in an ice-bath. 4-(2-Methanesulfonyl-thieno[2,3-*h*]-quinazoline-8-carbonyl)-piperazine-1-carboxylic acid benzyl ester (0.3g, 0.59mmol) was added in one portion and the

suspension obtained was stirred at 0°C for 1.5 hours. HCl (1mL, 6M) was added and the homogeneous reaction was allowed to stir at room temperature for 3 hours. After concentration under reduced pressure the reaction mixture was partitioned between DCM and dilute HCl. The organic layer was washed with very dilute Na₂CO₃ (High dilution reduced emulsion problems), brine (1 x 10mL), dried over Na₂SO₄, filtered and concentrated under reduced pressure. The yellow gum obtained was subjected to column chromatography (5% MeOH in DCM, loaded in DCM, ~50mL silica) and gave a bright yellow powder (212mg, 59% yield). MS (ES⁺) 607, (ES⁻) 605. δ H (CDCl₃) 1.6 (2H, m), 1.8 (4H, m), 3.3 (4H m), 3.6-3.7 (4H, br m), 3.8-4.0 (4H, br m), 5.2 (2H, s), 6.7 (1H, m), 7.3 (3H, m), 7.4 (6H, m), 7.6 (1H, m), 7.7 (2H, m), 8.3 (1H, s), 9.1 (1H, s).

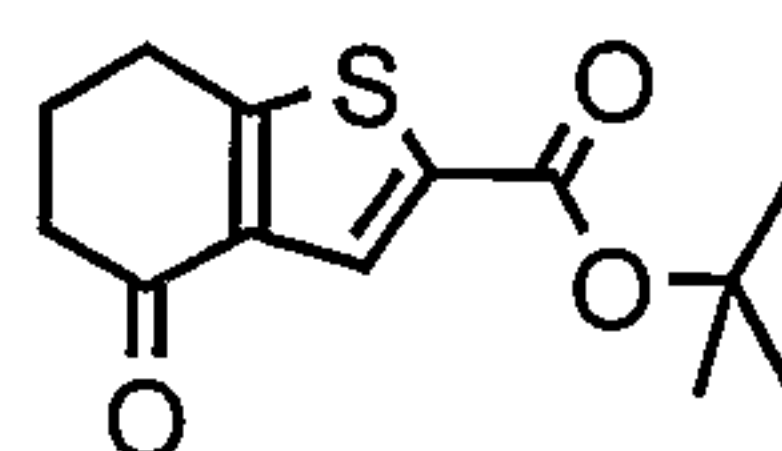
Example 18



[0299] **Piperazin-1-yl-[2-(3-piperidin-1-yl-phenylamino)-thieno[2,3-*h*]quinazolin-8-yl]-methanone:** 4-[2-(3-Piperidin-1-yl-phenylamino)-thieno[2,3-*h*]quinazoline-8-carbonyl]-piperazine-1-carboxylic acid benzyl ester (205mg, 0.34mmol) was dissolved in dry DCM (4mL) and HBr (2mL, 33wt% solution in AcOH) added. The resultant mixture was stirred at room temperature for 0.5 hours and concentrated under reduced pressure. The yellow gum obtained was partitioned between Et₂O and dilute HCl. The aqueous layer was extracted with Et₂O (1 x 10mL). The aqueous layer was then basified with saturated Na₂CO₃ and extracted with DCM (3 x 10mL). The DCM organics were dried over Na₂SO₄, filtered and concentrated under reduced pressure. The brown gum obtained was redissolved in DCM, silica (~5mL) added and concentrated under reduced pressure. The solid obtained was subjected to column chromatography (10% MeOH in DCM, ~100mL silica) to give a bright yellow solid. This solid was triturated with Et₂O, filtered and washed with Et₂O (3 x 5mL) and pentane (3 x 5mL) to give a yellow powder (96.4mg, 60% yield). MS (ES⁺) 473, (ES⁻) 472. δ H (CDCl₃) 1.5-1.9 (6H, m), 2.9-3.1 (4H, m), 3.2-3.3 (4H, m), 3.8-3.9 (4H, m), 6.7 (1H, m), 7.2-7.3 (3H,

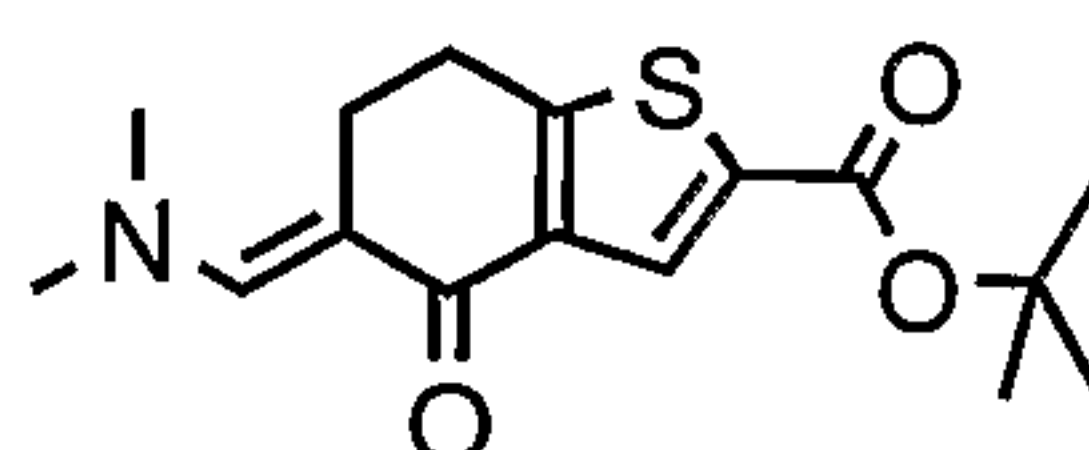
m), 7.4 (1H, s), 7.6-7.7 (3H, m), 8.2-8.3 (1H, s), 9.1 (1H, s)

Example 19



[0300] **4-Oxo-4,5,6,7-tetrahydro-benzo[b]thiophene-2-carboxylic acid *tert*-butyl ester:** 4-Oxo-4,5,6,7-tetrahydro-benzo[b]thiophene-2-carboxylic acid (Behringer, H.; Falkenberg, K. *Chem. Ber.*, 1966, 99, 3309) (7.69g, 39.19mmol) was suspended in 120mL 2:1 cyclohexane : dichloromethane. *Tert*-butyl 2,2,2-trichloroacetimidate (17.13g, 78.38mmol) was added in one portion, followed by boron trifluoride diethyl etherate (87.8mg, 6.19μmol, 0.16mol%). The resultant slurry was stirred vigorously for 1.5 hours and a further portion of *tert*-butyl 2,2,2-trichloroacetimidate (8.57g, 39.19mmol) was added. Stirring was continued overnight. Further portions of *tert*-butyl 2,2,2-trichloroacetimidate (8.57g, 39.19mmol) were added at 1.5 hours and 3 hours and after a further 3 hours the reaction was quenched by cautious addition of solid NaHCO₃ (~1g). Silica was added (~80mL) and the resulting suspension was concentrated under reduced pressure. The resulting crude mixture was purified by silica gel chromatography (20% EtOAc in hexanes on 1L of silica) to afford the title compound as a light yellow solid (8.81g, 89% yield). MS (ES⁺) 253. δH (CDCl₃) 1.5-1.6 (9H, s), 2.2-2.3 (2H, m), 2.5-2.6 (2H, m), 3.0-3.1 (2H, m), 7.9 (1H, s).

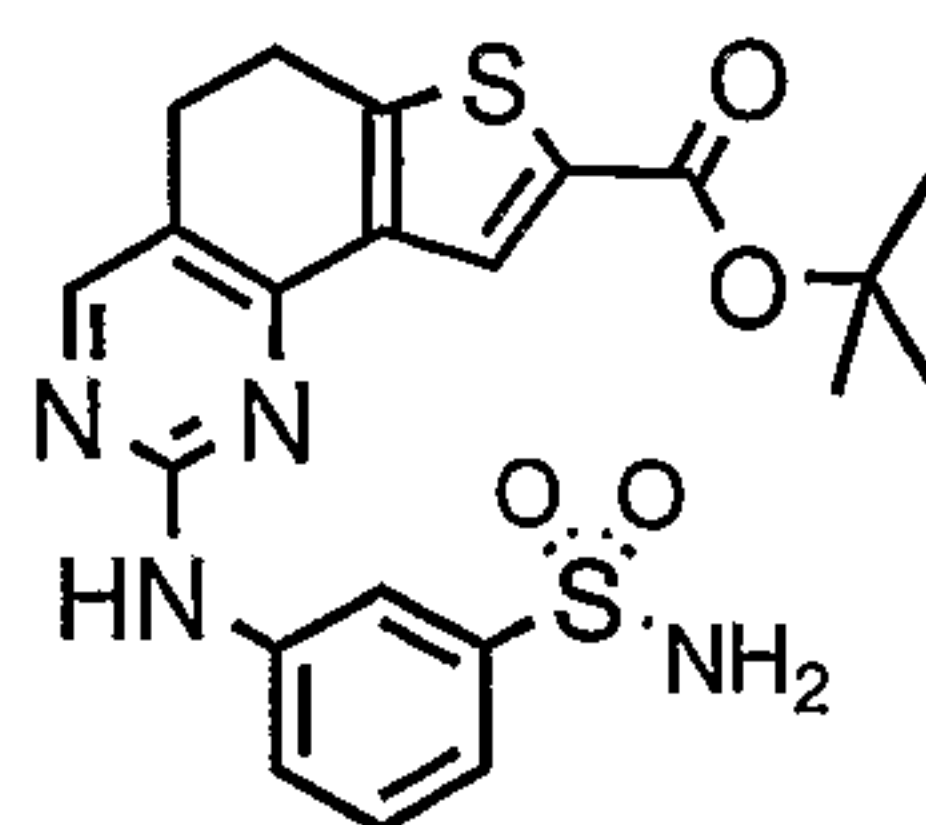
Example 20



[0301] **5-Dimethylaminomethylene-4-oxo-4,5,6,7-tetrahydro-benzo[b]thiophene-2-carboxylic acid *tert*-butyl ester:** 4-Oxo-4,5,6,7-tetrahydro-benzo[b]thiophene-2-carboxylic acid *tert*-butyl ester (8.75g, 34.68mmol) was suspended in dry toluene (40mL) and Brederick's reagent (6.65g, 38.14mmol) was added. The resulting suspension was heated at reflux for 2 hours, during which time all starting material dissolved, allowed to cool to room temperature and concentrated under reduced pressure. The resulting oil was purified by silica gel chromatography (50% EtOAc in hexanes on 1L silica, loaded as a solution in dichloromethane) to afford the title compound as a brown solid (6.21g, 58% yield). MS (ES⁺)

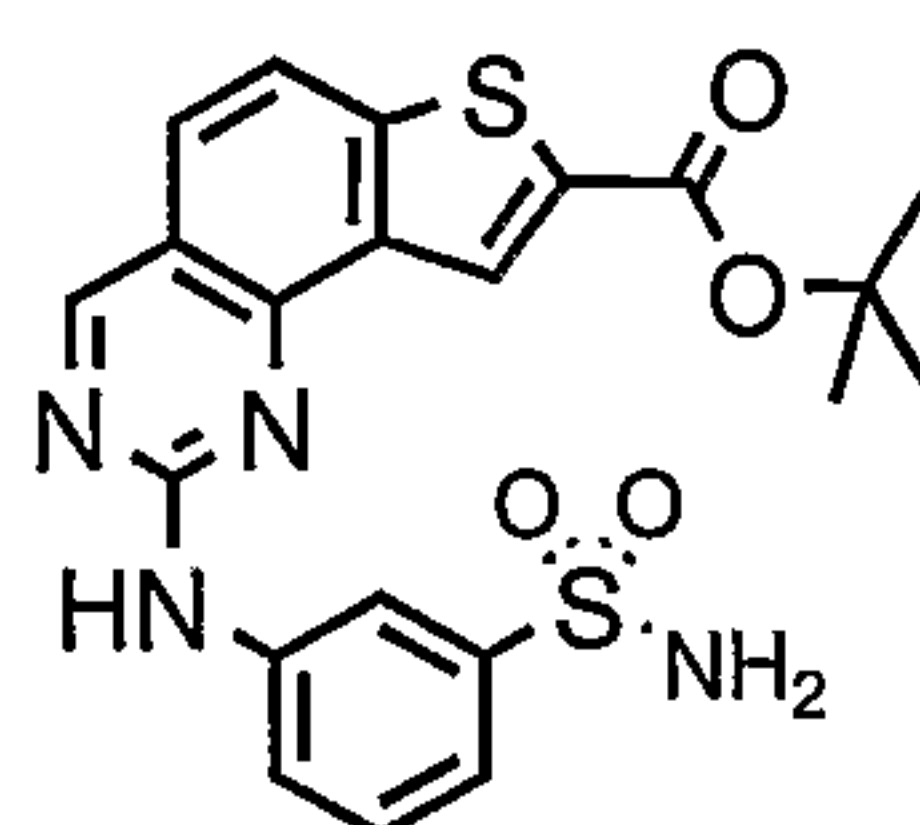
308. δ H (CDCl₃) 1.5-1.6 (9H, s), 2.9-3.0 (2H, m), 3.0-3.1 (2H, m), 3.1 (6H, s), 7.6 (1H, s), 8.0 (1H, s).

Example 21



[0302] **2-(3-Sulfamoyl-phenylamino)-5,6-dihydro-thieno[2,3-*h*]quinazoline-8-carboxylic acid *tert*-butyl ester:** 5-Dimethylaminomethylene-4-oxo-4,5,6,7-tetrahydrobenzo[*b*]thiophene-2-carboxylic acid *tert*-butyl ester (6.21g, 20.20mmol), 3-guanidinophenylsulphonamide hydrochloride (5.07g, 20.20mmol) and sodium hydroxide (0.81g, 20.20mmol) were suspended in isopropanol (250mL) and stirred at reflux overnight. The reaction was allowed to cool to room temperature and diluted with water (~200mL). The resulting precipitate was isolated by filtration and the solid obtained was washed with water (1 x 100mL), isopropanol (1 x 50mL), diethyl ether (2 x 50mL) and pentane (3 x 100mL). Air drying gave an ochre powder (4.92g, 53% yield). MS (ES⁺)459. δ H (d⁶ DMSO) 1.5-1.6 (9H, s), 2.9-3.0 (2H, m), 3.1-3.2 (2H, m), 7.2-7.3 (2H, br s), 7.3-7.5 (2H, m), 7.7-7.8 (1H, m), 8.1 (1H, s), 8.4 (1H, s), 8.6 (1H, s), 9.9 (1H, s).

Example 22



[0303] **2-(3-Sulfamoyl-phenylamino)-thieno[2,3-*h*]quinazoline-8-carboxylic acid *tert*-butyl ester:** 2-(3-Sulfamoyl-phenylamino)-5,6-dihydro-thieno[2,3-*h*]quinazoline-8-carboxylic acid *tert*-butyl ester (4.90g, 10.69mmol) and 2,3-dichloro-5,6-dicyano-1,4-benzoquinone (4.85g, 21.37mmol) were suspended in dry 1,4-dioxane (300mL) and heated at reflux overnight. After allowing the reaction to cool to room temperature the mixture was concentrated under reduced pressure and partitioned between ethyl acetate and 1:1 saturated Na₂CO₃ : brine. The organic layer was washed with further portions of 1:1 saturated Na₂CO₃ : brine (2 x 200mL), dried over Na₂SO₄, and filtered. Silica (~60mL) was added to the filtrate

and the resulting suspension was concentrated under reduced pressure. The resulting solid was purified by silica gel chromatography (80-90% EtOAc in hexanes on ~800mL of silica) to afford the title compound as a yellow solid (1.84g, 38% yield) and further impure material (~2g). MS (ES⁺) 457. δ H (d⁶ DMSO) 1.6 (9H, s), 7.3 (2H, br s), 7.4-7.6 (2H, m), 7.8-7.9 (1H, m), 8.0 (2H, m), 8.7 (1H, s), 9.1 (1H, br s), 9.4 (1H, s), 10.4-10.5 (1H, s).

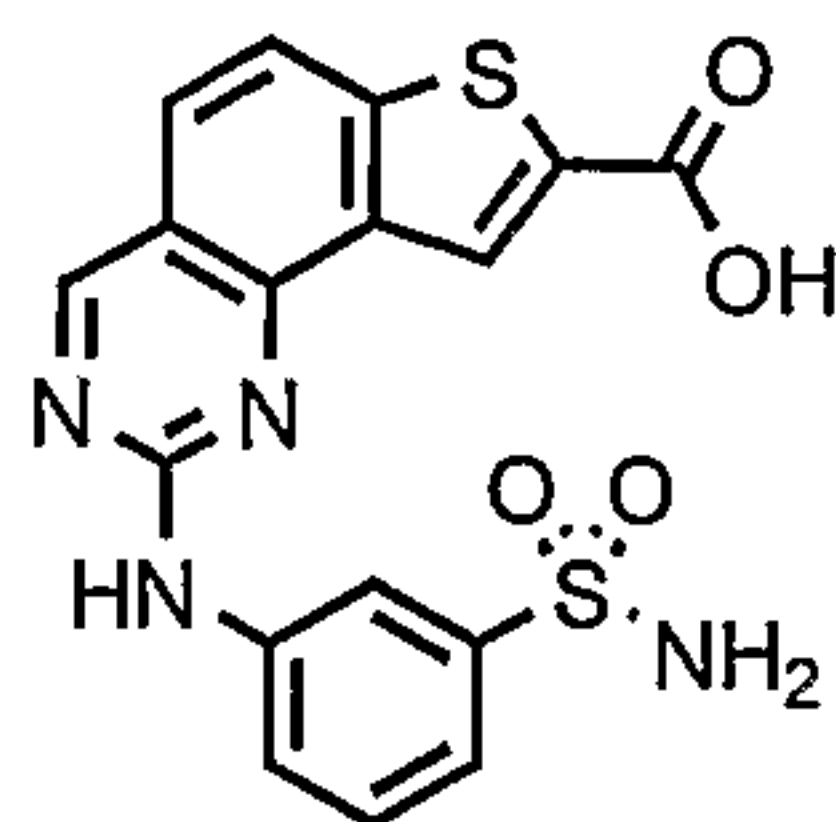
[0304] A variety of other compounds of formula V have been prepared by methods substantially similar to those described in Example 22. The characterization data for these compounds is summarized in Table 14 below and includes HPLC, LC/MS (observed) and ¹H NMR data.

[0305] ¹H NMR data is summarized in Table 14 below wherein ¹H NMR data was obtained at 400 MHz in CDCl₃, unless otherwise indicated, and was found to be consistent with structure. Compound numbers correspond to the compound numbers listed in Table 5.

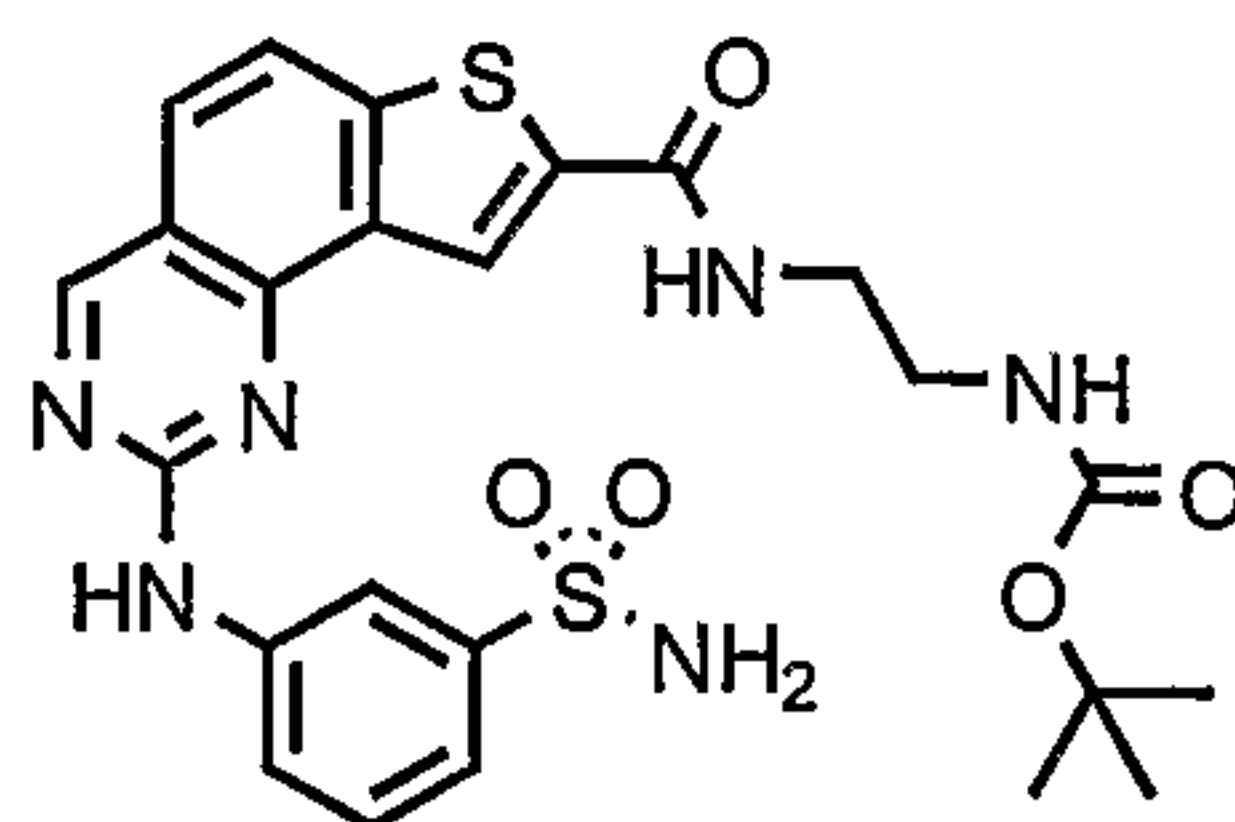
Table 14. Characterization Data for Selected Compounds of Formula V

Compound No.	M+1(obs)	Rt (min)	¹ H-NMR
V-29	434	11.7	(CDCl ₃) 1.5 (9H, s), 1.6-1.7 (9H, s), 7.2 (1H, m), 7.3-7.4 (1H, m), 7.4 (1H, s), 7.5-7.6 (1H, m), 7.6-7.7 (1H, m), 8.0-8.1 (1H, s), 8.7-8.8 (1H, s), 9.1 (1H, s)
V-30	454	11.6	1.6-1.7 (9H, s), 7.4 (2H, m), 7.5 (4H, m), 7.6-7.7 (4H, m), 7.8-7.9 (1H, m), 8.1-8.2 (1H, s), 8.7-8.8 (1H, s), 9.1 (1H, s)
V-31	434	11.6	1.4 (9H, s), 1.7 (9H, s), 7.4 (1H, m), 7.4-7.5 (2H, m), 7.7 (2H, s), 7.8 (2H, m), 8.7-8.8 (1H, s), 9.1 (1H, s)
V-32	396	11.2	1.7 (9H, s), 6.8 (1H, m), 7.3-7.4 (2H, m), 7.5 (1H, s), 7.7 (2H, m), 8.0-8.1 (1H, m), 8.7-8.8 (1H, s), 9.1 (1H, s)
V-33	392	11.1	1.7 (9H, s), 2.4-2.5 (3H, s), 7.1 (1H, m), 7.2 (1H, s), 7.3 (1H, m), 7.3-7.4 (1H, m), 7.7 (2H, s), 8.4-8.5 (1H, m), 8.7 (1H, s), 9.1 (1H, s)
V-34	378	11.0	(DMSO-d ₆) 1.70 (9H, s), 7.05 (1H, t), 7.40 (2H, t), 8.00 (1H, s), 8.05 (2H, d), 8.60 (1H, d), 9.40 (1H, s), 10.15 (1H, s)
V-35	/	9.5	1.10-1.90 (17H, m), 2.00 (2H, m), 3.75 (1H, m), 6.95 (1H, d), 7.25 (1H,

			d), 8.05 (1H, s), 8.60 (1H, d)
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Example 23

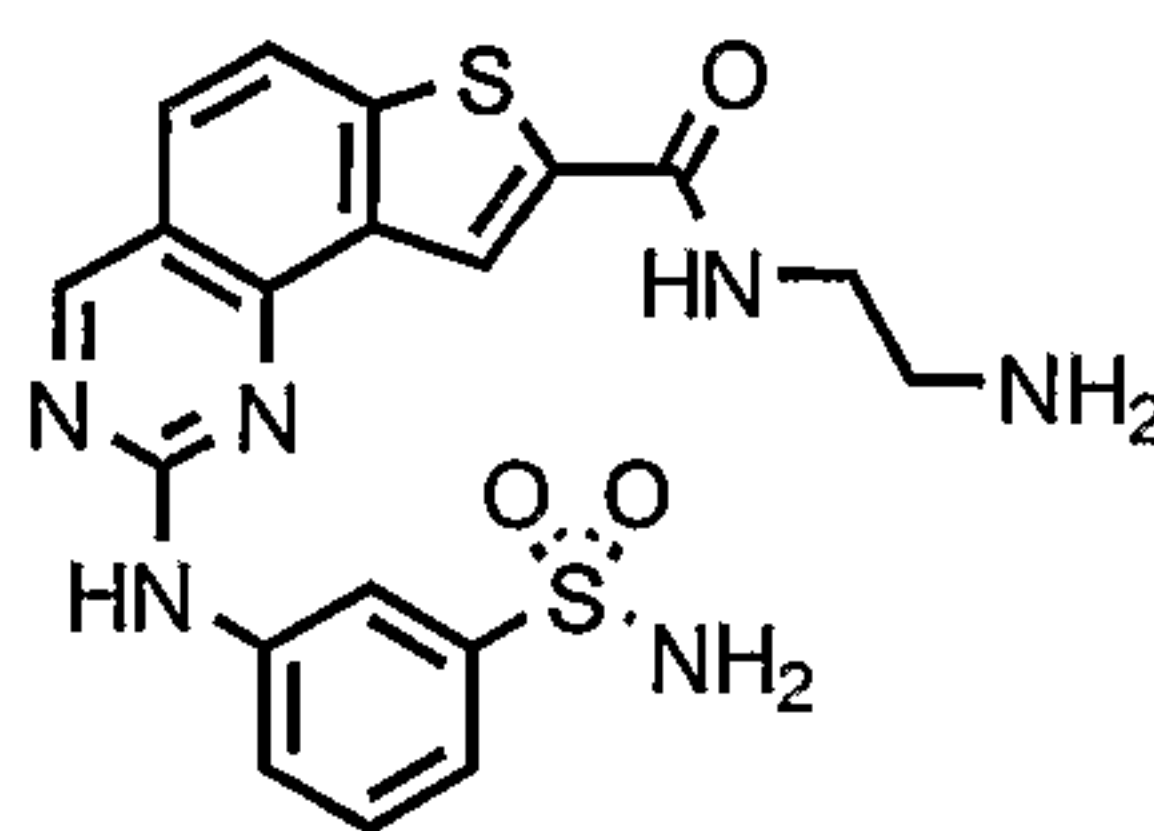
[0306] **2-(3-Sulfamoyl-phenylamino)-thieno[2,3-*h*]quinazoline-8-carboxylic acid:** 2-(3-Sulfamoyl-phenylamino)-thieno[2,3-*h*]quinazoline-8-carboxylic acid *tert*-butyl ester (1.84g, 4.02mmol) was placed in a 100mL florentine and cooled in an ice-bath. Premixed TFA / dichloromethane / water (1:4:0.1, 9mL TFA) was added in one portion and the resultant suspension was stirred at 0°C for 10 minutes. After a further 2.5 hours at room temperature and 1.5 hours at 40°C the reaction was concentrated under reduced pressure. The solid obtained was azeotroped with dry dichloromethane (3 x 10mL), triturated with diethyl ether and isolated by filtration. The solid obtained was washed with diethyl ether (4 x 5mL) and dried in a drying pistol at 40°C overnight to afford the title compound as a yellow powder (1.44g, 86% yield containing 1.24eq. TFA). MS (ES⁺) 400. δ H (d⁶ DMSO) 7.2-7.4 (2H, br s), 7.5 (1H, m), 7.6 (1H, m), 8.0 (3H, m), 8.7 (1H, s), 8.8-8.9 (1H, s), 9.4 (1H, s), 10.4-10.5 (1H, s), 13.4-13.8 (1H, br s).

Example 24

[0307] **(2-{{[2-(3-Sulfamoyl-phenylamino)-thieno[2,3-*h*]quinazoline-8-carbonyl]-amino}-ethyl)-carbamic acid *tert*-butyl ester:** 2-(3-Sulfamoyl-phenylamino)-thieno[2,3-*h*]quinazoline-8-carboxylic acid (150mg, 0.37mmol), 1-hydroxy-7-azabenzotriazole (56mg, 0.41mmol), N,N-diisopropylethylamine (73mg, 0.56mmol) and BOC-ethylenediamine (66mg, 0.41mmol) were dissolved in dry DMF (2mL) and cooled in an ice-bath. EDC (79mg, 0.41mmol) was added in one portion and the resultant suspension was stirred overnight

allowing the ice-bath to melt. The reaction was concentrated under reduced pressure, redissolved in isopropanol (~10mL) and water was added (~5mL). The precipitate formed was isolated by filtration and washed with water (1 x 5mL), dilute NaHSO₄ (1 x 5mL), water (1 x 5mL), saturated Na₂CO₃ (1 x 5mL), water (1 x 5mL), isopropanol (1 x 5mL), diethyl ether (2 x 5mL) and pentane (2 x 5mL) giving an ochre powder (102mg, 51% yield). MS (ES⁺) 543. δ H (d⁶ DMSO) 1.2-1.5 (9H, s), 3.3-3.5 (4H, br m), 6.6 (0.1H, br s), 7.0 (0.9H, br s), 7.1-7.4 (2H, br s), 7.4-7.6 (2H, m), 7.8-8.0 (2H, m), 8.2 (1H, m), 8.6-9.0 (3H, br m), 9.4 (1H, s), 10.3-10.6 (1H, br s).

Example 25



[0308] 2-(3-Sulfamoyl-phenylamino)-thieno[2,3-*h*]quinazoline-8-carboxylic acid (2-amino-ethyl)-amide: (2-{[2-(3-Sulfamoyl-phenylamino)-thieno[2,3-*h*]quinazoline-8-carbonyl]-amino}-ethyl)-carbamic acid *tert*-butyl ester (138.1mg, 0.25mmol) was placed in a 50mL florentine and cooled in an ice-bath. Premixed TFA / dichloromethane / water (1:4:0.1, 0.5mL TFA) was added in one portion and the resultant suspension was stirred at 0°C for 35 minutes. After a further 1.75 hours at room temperature the solution was concentrated under reduced pressure to give a yellow solid. This solid was azeotroped with dichloromethane (3 x 10mL), triturated with diethyl ether and isolated by filtration. The solid collected was washed with diethyl ether (3 x 5mL) and pentane (3 x 5mL) and placed in a drying pistol at 40°C overnight giving a yellow powder (145.5mg, 95% yield containing ~1.5 eq. TFA). MS (ES⁺) 442. δ H (d⁶ DMSO) 3.0-3.1 (2H, m), 3.5-3.7 (2H, m), 7.3-7.4 (2H, br s), 7.5 (1H, m), 7.6 (1H, m), 7.8-8.1 (5H, m), 8.2-8.3 (1H, m), 8.7-8.9 (3H, m), 9.4 (1H, s), 10.5 (1H, s).

[0309] A variety of other compounds of formula V have been prepared by methods substantially similar to those described in Example 18 or 25. The characterization data for these compounds is summarized in Table 15 below and includes HPLC, LC/MS (observed) and ¹H NMR data.

[0310] ^1H NMR data is summarized in Table 15 below wherein ^1H NMR data was obtained at 400 MHz in deuterated DMSO, unless otherwise indicated, and was found to be consistent with structure. Compound numbers correspond to the compound numbers listed in Table 5.

Table 15. Characterization Data for Selected Compounds of Formula V

Compound No.	M+1(obs)	Rt (min)	^1H -NMR
V-36	468.0	8.5	1.5-1.8 (6H, br m), 3.5-3.9 (4H, br m), 7.1-7.4 (2H, br s), 7.4-7.6 (2H, m), 7.8-8.0 (3H, m), 8.3 (1H, s), 9.2 (1H, s), 9.4 (1H, s), 10.3-10.6 (1H, br s)
V-37	470.0	7.5	3.5-4.0 (8H, br m), 7.2-7.4 (2H, br s), 7.4-7.5 (2H, m), 7.7 (1H, m), 7.9 (1H, m), 8.0 (1H, m), 8.4 (1H, s), 9.3-9.4 (2H, m), 10.3-10.6 (1H, br s)
V-38	569.0	8.9	1.4-1.5 (9H, s), 3.4-3.6 (4H, br m), 3.6-4.0 (4H, br m), 7.3 (2H, s), 7.4-7.6 (2H, m), 7.7-7.8 (1H, m), 7.9 (1H, m), 8.0 (1H, m), 8.4 (1H, s), 9.3 (1H, s), 9.4 (1H, s), 10.4-10.5 (1H, s)
V-39	557.0	8.7	1.2-1.5 (9H, s), 1.6-1.8 (2H, m), 3.0-3.1 (2H, m), 3.2-3.5 (2H, m), 6.5 (0.1H, br s), 6.8-6.9 (0.9H, br s), 7.1-7.4 (2H, br s), 7.4-7.6 (2H, m), 7.8-8.0 (2H, m), 8.0-8.2 (1H, m), 8.6-8.8 (1H, br s), 8.8 (1H, s), 9.0 (1H, br s), 9.3-9.5 (1H, br s), 10.3-10.6 (1H, br s)
V-40	483.0	7.5	2.6-2.8 (3H, br m), 2.9-4.8 (8H, br m), 7.4 (2H, br s), 7.5 (2H, m), 7.7-7.8 (1H, m), 7.9-8.1 (2H, m), 8.4 (1H, s), 9.4 (2H, m), 10.5 (1H, s)
V-41	557.0	8.8	1.3 (9H, s), 2.8-2.9 (3H, m), 3.3-3.5 (4H, m), 7.2-7.4 (2H, br s), 7.5-7.6 (2H, m), 7.8-8.0 (2H, m), 8.1-8.3 (1H, m), 8.7-8.9 (3H, m), 9.4 (1H, s), 10.4 (1H, s)
V-42	471.0	7.3	2.1-2.3 (6H, m), 3.2-3.6 (4H, m), 7.0-7.3 (2H, br s), 7.4-7.6 (2H, m), 7.8-8.1 (3H, m), 8.5-8.7 (1H, br s), 8.8-8.9 (1H, s), 9.1 (1H, s), 9.4 (1H, s), 10.2-10.6 (1H, br s)

V-4	468.9	6.8	2.7-2.9 (4H, br m), 3.5-4.0 (4H, br m), 7.2-7.4 (2H, br s), 7.4-7.6 (2H, m), 7.7-7.8 (1H, m), 7.8-8.0 (2H, m), 8.3-8.4 (1H, br s), 9.2-9.3 (1H, br s), 9.3-9.5 (1H, br s), 10.3-10.5 (1H, s)
V-43	457.0	6.8	2.3-2.4 (3H, s), 2.7-2.8 (2H, m), 3.4-3.5 (2H, m), 5.4-6.2 (2H, br s), 7.5 (1H, m), 7.5-7.6 (1H, m), 7.9 (1H, m), 8.0 (1H, m), 8.1 (1H, m), 8.5 (1H, m), 8.7-8.8 (1H, s), 9.0-9.1 (1H, s), 9.4-9.5 (1H, s), 10.5 (1H, s)
V-44	444.0	6.6	3.0-3.1 (2H, m), 3.5-3.7 (2H, m), 7.3-7.4 (2H, br s), 7.5 (1H, m), 7.6 (1H, m), 7.8-8.1 (5H, m), 8.2-8.3 (1H, m), 8.7-8.9 (3H, m), 9.4 (1H, s), 10.5 (1H, s)
V-45=	458.0	6.8	1.8-2.0 (2H, m), 2.8-3.0 (2H, m), 3.3-3.5 (2H, m), 7.3-7.4 (2H, br s), 7.5 (1H, m), 7.5-7.6 (1H, m), 7.6-7.8 (3H, br s), 7.8-8.0 (2H, m), 8.1-8.2 (1H, m), 8.7-8.8 (2H, m), 8.9 (1H, s), 9.4 (1H, s), 10.4-1.5 (1H, s)
V-46	583.0	8.7	1.2-1.5 (9H, s), 1.8-2.0 (2H, m), 2.8-3.7 (5H, m), 4.1-4.5 (2H, m), 6.5-7.0 (1H, m), 7.1-7.4 (2H, br s), 7.4-7.6 (2H, m), 7.8-8.0 (3H, m), 8.3-8.4 (1H, s), 9.2 (1H, s), 9.4 (1H, s), 10.4-10.5 (1H, br s)
V-47	568.9	8.5	1.2-1.5 (9H, m), 1.8-2.3 (2H, m), 3.4-3.9 (2H, m), 4.0-4.3 (3H, m), 6.8-7.4 (3H, br m), 7.4-7.6 (2H, m), 7.7-8.0 (3H, m), 8.4-8.6 (1H, m), 9.0-9.3 (1H, m), 9.4 (1H, s), 10.3-10.6 (1H, br s)
V-48	484.0	6.4	1.4-1.6 (2H, m), 1.9-2.1 (2H, m), 2.8-3.8 (3H, m), 4.2-4.7 (2H, m), 7.2-7.4 (2H, br s), 7.4-7.6 (2H, m), 7.7-8.1 (6H, m), 8.4 (1H, s), 9.2 (1H, s), 9.4 (1H, s), 10.4-10.5 (1H, br s)
V-49	470.0	6.6	2.0-2.5 (3H, m), 3.6-4.6 (4H, m), 7.3-7.9 (5H, m), 7.9-8.3 (5H, m), 8.4-8.6 (1H, m), 9.2-9.3 (1H, m), 9.4 (1H, s), 10.5 (1H, br s)
V-50	404	9.0	2.25 (3H, s), 2.40 (2H, t), 3.80 (2H, m), 7.05 (1H, t), 7.40 (2H, t), 7.85-8.15 (4H, m), 8.25 (1H, s), 9.40 (1H,

			s), 10.10 (1H, s)
V-51	406	7.9	3.69 (2H, m), 3.76 (2H, m), 5.12 (2H, s), 6.23 (1H, m), 6.96 (2H, m), 7.52 (1H, s), 7.84 (1H, d), 7.90 (1H, d), 8.36 (1H, s), 9.31 (1H, s) and 9.80 (1H, s)
V-52	391	9.0	3.65-3.90 (8H, 2 x m), 7.05 (1H, t), 7.40 (2H, t), 7.80-8.10 (4H, dd and d), 8.30 (1H, s), 9.40 (1H, s), 10.10 (1H, s)
V-53	490	9.8	1.30-1.50 (9H, m), 1.80-2.25 (2H, m), 3.40-3.80 (3H, m), 4.10-4.30 (2H, m), 7.05 (1H, q), 7.40 (2H, m), 7.85-8.15 (4H, dd and d), 8.40-8.55 (1H, m), 9.40 (1H, s), 10.15 (1H, s)
V-54	390	8.2	2.00-2.80 (2H, m), 3.60-4.50 (5H, m), 7.05 (1H, q), 7.45 (2H, m), 7.90-8.30 (6H, m), 8.40-8.55 (1H, m), 9.40 (1H, s), 10.15 (1H, s)
V-55	447	10.2	1.3-1.4 (9H, s), 3.6-3.8 (8H, br m), 7.0-7.1 (1H, m), 7.3 (1H, m), 7.7-7.8 (1H, m), 7.8-7.9 (1H, m), 7.9-8.0 (1H, m), 8.1-8.3 (2H, m), 9.3-9.4 (1H, s), 10.0 (1H, s)
V-56	460	10.3	1.3 (9H, s), 2.2 (3H, s), 2.3-2.4 (4H, m), 3.6-3.8 (4H, m), 7.0-7.1 (1H, m), 7.3 (1H, m), 7.7 (1H, m), 7.8-7.9 (1H, m), 7.9-8.0 (1H, m), 8.2-8.3 (2H, m), 9.3-9.4 (1H, s), 10.0 (1H, s)
V-57	546	10.6	1.3-1.5 (18H, m), 1.8-2.3 (2H, m), 3.4-4.3 (5H, m), 7.0-7.1 (1H, m), 7.2-7.4 (2H, m), 7.6-7.8 (1H, m), 7.8-8.0 (2H, m), 8.0-8.2 (1H, m), 8.3-8.5 (1H, m), 9.3-9.4 (1H, s), 10.0 (1H, s)
V-58	467	10.0	3.4-3.8 (8H, br m), 7.3 (1H, m), 7.4-7.6 (4H, m), 7.7 (2H, m), 7.8-8.0 (3H, m), 8.2 (1H, s), 8.6 (1H, br s), 9.4 (1H, s), 10.2 (1H, s)
V-59	480	10.1	2.2 (3H, s), 2.2-2.4 (4H, br s), 3.6-3.7 (4H, br s), 7.3 (1H, m), 7.3-7.6 (4H, m), 7.7 (2H, m), 7.8-8.0 (3H, m), 8.1-8.2 (1H, s), 8.6-8.7 (1H, br s), 9.4 (1H, s), 10.2 (1H, s)
V-60	566	10.5	1.2-1.5 (9H, m), 1.7-2.1 (2H, m), 3.3-4.2 (5H, m), 7.2-7.3 (2H, m),

			7.4-7.5 (4H, m), 7.7 (2H, m), 7.8-8.0 (3H, m), 8.3-8.4 (1H, m), 8.4-8.6 (1H, m), 9.4 (1H, s), 10.2-10.3 (1H, m)
V-61	409	9.2	3.6-3.9 (8H, br m), 6.8-6.9 (1H, m), 7.4 (1H, m), 7.7-7.8 (1H, m), 7.9 (1H, m), 8.0 (1H, m), 8.1 (1H, m), 8.2 (1H, s), 9.4 (1H, s), 10.3-10.4 (1H, s)
V-62	422	9.4	2.2-2.3 (3H, br s), 2.4 (4H, m), 3.7-3.8 (4H, br s), 6.8 (1H, m), 7.3-7.4 (1H, m), 7.7 (1H, m), 7.9 (1H, m), 8.0 (1H, m), 8.2 (2H, m), 9.4 (1H, s), 10.3-10.4 (1H, s)
V-63	508	9.9	1.3-1.5 (9H, br m), 1.8-2.3 (2H, m), 3.4-4.2 (5H, m), 6.8 (1H, m), 7.3-7.5 (2H, m), 7.7-7.9 (1H, m), 7.9 (1H, m), 8.0 (1H, m), 8.0-8.2 (1H, m), 8.4-8.5 (1H, m), 9.4 (1H, s), 10.3-10.4 (1H, s)
V-64	405	9.1	2.3 (3H, s), 3.6-3.8 (8H, br m), 7.1 (1H, m), 7.2-7.3 (2H, m), 7.7-7.8 (1H, m), 7.8-7.9 (2H, m), 8.0-8.1 (1H, s), 9.2 (1H, s), 9.3 (1H, s)
V-65	418	9.2	2.2-2.3 (3H, br s), 2.3 (3H, br s), 2.3-2.4 (4H, br m), 3.5-3.8 (4H, br m), 7.1 (1H, m), 7.2-7.3 (2H, m), 7.7-7.8 (1H, m), 7.8-7.9 (2H, m), 8.0-8.1 (1H, s), 9.2 (1H, s), 9.3 (1H, s)
V-66	504	9.9	1.3-1.5 (9H, br m), 1.8-2.3 (2H, m), 2.3-2.4 (3H, s), 3.4-4.3 (5H, m), 7.1 (1H, m), 7.2-7.4 (3H, m), 7.7-7.8 (1H, m), 7.8-7.9 (2H, m), 8.2-8.4 (1H, m), 9.2-9.3 (2H, m)
V-67	545	8.4	1.39 (2H, m), 1.50 (4H, m), 2.37 (4H, m), 2.53 (2H, m), 2.63 (2H, m), 3.69 (4H, m), 3.80 (4H, m), 7.00 (1H, d), 7.23 (1H, t), 7.33 (1H, d), 7.89 (1H, d), 7.98 (1H, d), 8.73 (1H, s), 9.07 (1H, br s), 9.37 (1H, s), 10.07 (1H, s) and 10.29 (1H, s)
V-68	448	8.0	2.10 (3H, s), 3.69 (4H, m), 3.81 (4H, m), 7.00 (1H, d), 7.20 (1H, t), 7.28 (1H, d), 7.85 (1H, d), 7.93 (1H, d), 8.73 (1H, s), 9.10 (1H, br s), 9.25

			(1H, s), 10.04 (1H, s) and 10.07 (1H, s)
V-69	547	8.1	2.37 (4H, m), 2.50 (2H, m), 2.66 (2H, m), 3.56 (4H, m), 3.65 (4H, m), 3.80 (4H, m), 7.03 (1H, d), 7.23 (1H, t), 7.30 (1H, d), 7.88 (1H, d), 7.95 (1H, d), 8.71 (1H, s), 9.03 (1H, br s), 9.37 (1H, s), 10.08 (1H, s) and 10.14 (1H, s)
V-70	560	8.0	2.12 (3H, s), 2.20-2.60 (10H, br m), 2.69 (2H, m), 3.67 (4H, m), 3.79 (4H, m), 7.02 (1H, d), 7.23 (1H, t), 7.32 (1H, d), 7.88 (1H, d), 7.96 (1H, d), 8.73 (1H, s), 9.09 (1H, br s), 9.35 (1H, s), 10.07 (1H, s) and 10.18 (1H, s)
V-71	505	8.0	2.84 (6H, s), 2.89 (2H, m), 3.45 (2H, m), 3.70 (4H, m), 3.77 (4H, m), 7.21 (1H, d), 7.28 (1H, t), 7.47 (1H, d), 7.89 (1H, d), 7.97 (1H, d), 8.63 (1H, s), 8.77 (1H, br s), 9.37 (1H, s), 9.40 (1H, br s), 10.13 (1H, s) and 10.29 (1H, s)
V-72	446	9.8	1.3-1.4 (9H, s), 2.0-2.7 (2H, m), 3.6-4.3 (5H, m), 7.0-7.1 (1H, m), 7.3 (1H, m), 7.7-8.2 (6H, m), 8.3-8.5 (1H, m), 9.3-9.4 (1H, s), 10.0 (1H, s)
V-73	466	9.6	2.0-2.4 (2H, m), 3.5-4.1 (5H, m), 7.3 (1H, m), 7.4-7.6 (4H, m), 7.7 (1H, m), 7.8-8.2 (6H, m), 8.3-8.5 (2H, m), 9.4 (1H, s), 10.2-10.3 (1H, m)
V-74	408	8.6	2.0-2.6 (2H, m), 3.6-4.4 (5H, m), 6.8 (1H, m), 7.4 (1H, m), 7.6-8.3 (6H, m), 8.3-8.5 (1H, m), 9.4 (1H, s), 10.4 (1H, s)
V-75	404	8.4	2.0-2.4 (2H, m), 2.3 (3H, s), 3.6-4.2 (5H, m), 7.1 (1H, m), 7.2-7.3 (2H, m), 7.7-8.3 (7H, m), 9.2-9.4 (2H, m)
V-76	535	7.8	2.83 (2H, s), 3.20 (2H, m), 3.29 (5H, m), 3.60 (2H, m), 3.69 (4H, m), 3.77 (4H, m), 7.19 (1H, d), 7.29 (1H, t), 7.50 (1H, d), 7.89 (1H, d), 7.97 (1H, d), 8.55 (2H, br s), 8.62 (1H, s), 8.74 (1H, s), 9.36 (1H, s), 10.11 (1H, s) and 10.23 (1H, s)
V-77	549	7.9	1.80 (2H, m), 2.80 (2H, m), 3.03

			(2H, m), 3.23 (3H, s), 3.29 (2H, m), 3.39 (2H, m), 3.69 (4H, m), 3.77 (4H, m), 7.20 (1H, d), 7.30 (1H, t), 7.49 (1H, d), 7.89 (1H, d), 7.97 (1H, d), 8.40 (2H, br s), 8.62 (1H, s), 8.78 (1H, s), 9.36 (1H, s), 10.11 (1H, s) and 10.25 (1H, s)
V-78	573	9.5	0.70-0.92 (10H, br m), 1.70 (2H, m), 1.83 (2H, m), 3.41 (4H, m), 3.67 (4H, m), 3.79 (4H, m), 7.19 (1H, d), 7.30 (1H, t), 7.47 (1H, d), 7.89 (1H, d), 7.97 (1H, d), 8.63 (1H, s), 8.78 (1H, s), 9.27 (1H, br s), 9.36 (1H, s), 10.11 (1H, s) and 10.25 (1H, s)
V-79	446	9.8	1.4 (9H, s), 3.2 (4H, br s), 3.9-4.0 (4H, br s), 7.0-7.1 (1H, m), 7.3 (1H, m), 7.8-8.0 (3H, m), 8.1 (1H, s), 8.3 (1H, s), 8.8-9.0 (2H, br s), 9.3-9.4 (1H, s), 10.0 (1H, s)
V-80	466	9.7	3.1-3.3 (4H, br s), 3.8-4.0 (4H, br m), 7.3-7.5 (5H, m), 7.7 (2H, m), 7.9-8.0 (2H, m), 8.1-8.2 (1H, m), 8.2-8.4 (2H, m), 8.8-9.0 (2H, br s), 9.4 (1H, s), 10.2 (1H, s)
V-81	432	9.6	1.30 (6H, d), 2.95 (1H, m), 3.30 (4H, br s), 4.00 (4H, br s), 6.95 (1H, d), 7.35 (1H, t), 7.85-8.05 (4H, m), 8.30 (1H, s), 8.90 (2H, br s), 9.40 (1H, s), 10.10 (1H, s)
V-82	432	9.4	1.30 (6H, d), 2.00-2.50 (2H, m), 2.95 (1H, m), 3.60-4.40 (5H, m), 6.95 (1H, d), 7.35 (1H, m), 7.70-8.60 (8H, m), 9.40 (1H, s), 10.05 (1H, s)
V-83	496	10.0	2.15 (3H, s), 2.40 (4H, br s), 3.75 (4H, br s), 6.65 (1H, d), 7.15 (3H, m), 7.45 (3H, m), 7.70 (1H, d), 7.85-8.10 (4H, m), 9.45 (1H, s), 10.25 (1H, s)
V-84	482	9.6	3.25 (4H, br s), 4.00 (4H, br s), 6.70 (1H, d), 7.15 (3H, m), 7.45 (3H, m), 7.80-8.10 (4H, m), 8.95 (2H, br s), 9.45 (1H, s), 10.25 (1H, s)
V-85	482	9.5	2.00-2.50 (2H, m), 3.65-4.30 (5H, m), 6.65 (1H, m), 7.15 (2H, m), 7.45 (2H, m), 7.75-8.40 (6H, m), 9.40

			(1H, s), 10.30 (1H, s)
V-86	494	10.2	2.45 (4H, br s), 3.35 (3H, s), 3.75 (4H, br s), 4.05 (2H, s), 6.90 (1H, d), 7.10-7.50 (6H, m), 7.85-8.25 (5H, m), 9.35 (1H, s), 10.10 (1H, s)
V-87	480	9.8	3.25 (4H, br s), 3.95 (4H, br s), 4.00 (2H, s), 6.90 (1H, d), 7.00-7.50 (6H, m), 7.80-8.30 (5H, m), 8.95 (1H, s), 9.35 (1H, s), 10.10 (1H, s)
V-88	480	9.7	1.90-2.40 (2H, m), 3.65-4.35 (7H, m), 6.85 (1H, m), 7.15-7.40 (5H, m), 7.75-8.50 (8H, m), 9.35 (1H, s), 10.15 (1H, s)
V-89	470	9.4	3.40 (4H, br s), 4.05 (4H, br s), 7.20 (1H, m), 7.35 (1H, t), 7.90-8.10 (3H, m), 8.30 (1H, s), 8.55 (1H, s), 8.95 (2H, br s), 9.40 (1H, s), 10.35 (1H, s)
V-90	478	10.1	2.30 (3H, s), 3.35 (4H, br s), 3.95 (4H, br s), 7.05 (1H, d), 7.20-7.55 (4H, m), 7.90-8.10 (3H, m), 8.25-8.40 (2H, m), 8.95 (2H, br s), 9.45 (1H, s), 10.25 (1H, s)
V-91	494	9.6	3.30 (4H, br s), 3.85 (3H, s), 3.95 (4H, br s), 7.05 (1H, t), 7.20 (2H, m), 7.30-7.55 (3H, m), 7.90-8.30 (4H, m), 8.95 (2H, br s), 9.45 (1H, s), 10.20 (1H, s)
V-92	494	10.4	2.10 (6H, s), 3.30 (4H, br s), 3.95 (4H, br s), 6.85 (1H, d), 7.20 (3H, m), 7.55 (1H, t), 7.90-8.10 (2H, dd), 8.20 (1H, s), 8.35 (1H, d), 9.00 (2H, br s), 9.45 (1H, s), 10.25 (1H, s)
V-93	468	9.4	3.35 (4H, br s), 4.10 (4H, br s), 7.20 (1H, d), 7.35 (1H, t), 7.90-8.10 (4H, m), 8.35 (1H, s), 8.60 (1H, s), 8.95 (2H, br s), 9.45 (1H, s), 10.35 (1H, s)
V-94	467	9.0	3.25 (4H, br s), 4.00 (4H, br s), 7.40 (1H, d), 7.60 (1H, t), 7.70 (1H, m), 7.90-8.10 (2H, m), 8.20-8.50 (4H, m), 8.70 (1H, d), 8.85-9.10 (3H, m), 9.45 (1H, s), 10.35 (1H, s)
V-95	486	10.0	2.30 (3H, s), 3.25 (4H, br s), 4.05 (4H, br s), 6.95-7.25 (2H, m), 7.55 (2H, m), 7.90-8.15 (3H, m), 8.30-

			8.45 (2H, m), 8.90 (2H, br s), 9.40 (1H, s), 10.30 (1H, s)
V-96	486	9.9	2.35 (3H, s), 3.25 (4H, br s), 4.05 (4H, br s), 6.95-7.40 (4H, m), 7.45 (2H, m), 7.90-8.10 (3H, m), 8.90 (2H, br s), 9.40 (1H, s), 10.30 (1H, s)
V-97	506	10.1	3.25 (4H, br s), 4.00 (4H, br s), 7.25-7.40 (2H, m), 7.50-7.70 (2H, m), 7.85-8.10 (2H, m), 8.20-8.40 (3H, m), 8.90 (2H, br s), 9.45 (1H, s), 10.30 (1H, s)
V-98	475	8.0	2.7-2.9 (4H, br m), 3.0-3.1 (4H, br m), 3.6-3.8 (8H, br m), 7.0 (2H, m), 7.7-7.9 (4H, m), 8.1-8.2 (1H, s), 9.2-9.3 (1H, s), 9.8-9.9 (1H, s)
V-99	404	8.5	2.7-2.8 (4H, br m), 3.5-3.7 (4H, br m), 4.6-4.7 (2H, m), 7.1-7.2 (1H, m), 7.2-7.5 (4H, m), 7.7-7.8 (2H, m), 8.0-8.3 (2H, m), 9.1-9.2 (1H, s)
V-100	468	7.6	3.27 (4H, br s), 3.32 (3H, s), 4.03 (4H, br s), 7.58 (1H, d), 7.65 (1H, t), 7.89 (1H, d), 7.97 (1H, d), 8.05 (1H, d), 8.45 (1H, s), 8.90 (2H, br s), 9.46 (1H, s), 9.52 (1H, br s), 10.62 (1H, s)
V-101	468	7.5	2.00-2.50 (2H, m), 3.28-3.32 (3H, m), 3.65-4.43 (5H, m), 7.58-7.67 (2H, m), 7.82-8.10 (6H, m), 8.50-8.58 (1H, m), 9.34 (1H, br s), 9.45 (1H, s), 10.60 (1H, s)
V-102	448	9.3	1.33 (6H, d), 3.27 (4H, br s), 3.95 (4H, br s), 4.63 (1H, quint.), 6.59 (1H, d), 7.28 (1H, t), 7.54 (1H, s), 7.80 (1H, d), 7.92 (1H, d), 7.98 (1H, d), 8.29 (1H, s), 8.88 (2H, br s), 9.38 (1H, s), 10.06 (1H, s)
V-103	448	9.2	1.33 (6H, d), 2.00-2.50 (2H, m), 3.60-4.25 (5H, m), 4.63 (1H, quint.), 6.60 (1H, m), 7.20-7.33 (1H, m), 7.54-7.78 (2H, m), 7.90-8.07 (5H, m), 8.39-8.48 (1H, m), 9.38 (1H, s), 10.08 (1H, s)
V-104	405	10.4	1.36 (9H, s), 3.34 (6H, s), 7.07 (1H, d), 7.30 (1H, t), 7.71 (1H, m), 7.89 (1H, d), 7.94 (1H, d), 8.23 (1H, br s), 8.31 (1H, s), 9.35 (1H, s), 9.99

			(1H, s)
V-105	488	9.8	1.35 (9H, s), 2.05 (3H, s), 3.58 (4H, t), 3.70-3.82 (4H, m), 7.07 (1H, d), 7.31 (1H, t), 7.82 (1H, m), 7.90 (1H, d), 7.96 (1H, d), 8.14 (1H, t), 8.27 (1H, s), 9.36 (1H, s), 10.00 (1H, s)
V-106	502	9.8	1.34 (9H, s), 1.75-2.10 (5H, m), 3.55-3.95 (8H, m), 7.05-7.10 (1H, m), 7.32 (1H, m), 7.86-8.10 (4H, m), 8.27 (1H, d), 9.35 (1H, s), 9.97-10.00 (1H, m)
V-107	474	10.1	1.30-1.40 (11H, m), 1.83-1.89 (3H, m), 2.80-2.95 (2H, m), 3.20-3.45 (4H, m), 7.10 (1H, d), 7.34 (1H, t), 7.85-8.20 (5H, m), 8.44 (1H, m), 8.70 (1H, s), 9.10 (1H, t), 9.34 (1H, s), 9.95 (1H, s)
V-108	460	10.2	1.35 (9H, m), 1.71 (1H, m), 2.08 (1H, m), 2.40-2.62 (1H, m), 2.92-3.50 (6H, m), 7.11 (1H, d), 7.34 (1H, t), 7.86-8.01 (4H, m), 8.55-8.70 (3H, m), 9.17 (1H, t), 9.35 (1H, s), 9.96 (1H, s)
V-109	460	10.3	1.34 (9H, m), 2.00-2.20 (2H, m), 3.20-4.20 (8H, m), 7.09 (1H, d), 7.33 (1H, t), 7.88-8.04 (4H, m), 8.32 (1H, br s), 8.75 (2H, s), 9.36 (1H, s), 10.00 (1H, s)
V-110	446	9.9	1.35 (9H, s), 2.00-2.50 (2H, m), 3.40-4.30 (5H, m), 7.08 (1H, d), 7.28-7.36 (1H, m), 7.77-8.10 (7H, m), 8.40-8.48 (1H, m), 9.36 (1H, s), 10.02 (1H, s)
V-111	446	9.9	1.35 (9H, s), 2.00-2.50 (2H, m), 3.30-4.30 (5H, m), 7.08 (1H, d), 7.28-7.36 (1H, m), 7.76-8.10 (7H, m), 8.40-8.47 (1H, m), 9.36 (1H, s), 10.02 (1H, s)
V-112	475	8.4	(CDCl ₃) 3.0 (4H, m), 3.2-3.3 (4H, m), 3.8-4.0 (8H, m), 6.7 (1H, m), 7.2-7.5 (4H, m), 7.6 (1H, s), 7.7-7.8 (2H, m), 8.3 (1H, s), 9.1-9.2 (1H, s)
V-113	474	/	2.8 (4H, m), 3.0 (4H, m), 3.2 (4H, m), 3.7 (4H, m), 6.4 (1H, m), 7.1-7.2 (1H, m), 7.3-7.4 (1H, m), 7.8-8.0 (3H, m), 8.1-8.2 (1H, s), 9.3-9.4

			(1H, s), 9.9-10.0 (1H, s)
V-114	488	/	2.2 (3H, s), 2.8 (4H, m), 3.0-3.2 (4H, m), 3.2-3.6 (4H, br m), 3.6-3.8 (4H, m), 7.0 (1H, m), 7.8-7.9 (4H, m), 8.2 (1H, s), 9.2-9.3 (1H, s), 9.8-9.9 (1H, s)
V-115	474	/	2.8 (4H, m), 2.9 (4H, m), 3.1 (4H, m), 3.7 (4H, m), 6.9-7.0 (2H, m), 7.8-7.9 (4H, m), 8.2 (1H, s), 9.2-9.3 (1H, s), 9.8-9.9 (1H, s)
V-116	391	7.8	2.9 (4H, m), 3.8-3.9 (4H, m), 7.9-8.1 (4H, m), 8.3 (1H, m), 8.4-8.5 (2H, m), 9.4-9.5 (1H, s), 10.5 (1H, s)
V-117	391	7.5	2.8 (4H, m), 3.6-3.8 (4H, m), 7.4-7.5 (1H, m), 7.9-8.1 (2H, m), 8.2 (2H, m), 8.5-8.6 (1H, m), 9.0-9.1 (1H, s), 9.4 (1H, s), 10.2-10.3 (1H, s)
V-118	516	10.0	1.00-1.20 (2H, m), 1.35 (9H, s), 1.70-1.85 (3H, m), 1.99 (3H, s), 2.40-2.55 (1H, m), 2.97-3.04 (1H, m), 3.10-3.30 (2H, m), 3.80-3.84 (1H, m), 4.36-4.40 (1H, s), 7.10 (1H, d), 7.33 (1H, t), 7.85-7.94 (3H, m), 8.00 (1H, t), 8.69 (1H, s), 9.04 (1H, t), 9.34 (1H, s), 9.94 (1H, s)
V-119	502	9.9	1.34 (9H, s), 1.63-1.77 (1H, m), 1.93-2.05 (4H, m), 2.43-2.55 (1H, m), 3.04-3.57 (6H, m), 7.10 (1H, d), 7.34 (1H, dt), 7.86-7.98 (4H, m), 8.69 (1H, s), 9.10-9.13 (1H, m), 9.34 (1H, s), 9.94 (1H, s)
V-120	503	7.4	3.20-4.05 (16H, m) 7.50 (2H, d), 7.85-8.45 (5H, m), 8.95 (2H, br s), 9.45 (1H, s), 10.40 (1H, s)
V-121	461	7.5	3.05 (6H, s), 3.25 (4H, br s), 4.00 (4H, br s), 7.50 (2H, d), 7.90-8.45 (5H, m), 8.95 (2H, br s), 9.45 (1H, s), 10.40 (1H, s)
V-122	516	7.8	2.90 (3H, s), 3.00-4.00 (16H, m) 7.55 (2H, d), 7.90-8.40 (5H, m), 9.00 (2H, br s), 9.45 (1H, s), 10.45 (1H, s)
V-123	418	8.8	(CDCl ₃) 1.6-1.7 (3H, d), 3.0 (4H, m), 3.8-3.9 (4H, m), 5.3-5.4 (1H, m), 5.7-5.8 (1H, m), 7.2-7.4 (3H, m), 7.4-7.6 (4H, m), 8.1-8.2 (1H, s), 9.0

			(1H, s)
V-124	418	8.8	(CDCl ₃) 1.6-1.7 (3H, d), 3.0 (4H, m), 3.8-3.9 (4H, m), 5.3-5.4 (1H, m), 5.7-5.8 (1H, m), 7.2-7.4 (3H, m), 7.4-7.6 (4H, m), 8.1-8.2 (1H, s), 9.0 (1H, s)
V-125	418	9.0	(CDCl ₃) 2.9-3.2 (6H, m), 3.8-4.0 (6H, m), 5.4-5.5 (1H, m), 7.2-7.4 (5H, m), 7.6 (2H, m), 8.2-8.3 (1H, s), 9.0 (1H, s)
V-126	430	9.4	(CDCl ₃) 1.9-2.1 (1H, m), 2.7-2.8 (1H, m), 2.9-3.2 (6H, m), 3.7-3.9 (4H, m), 5.5-5.7 (1H, m), 5.8-6.0 (1H, m), 7.2-7.5 (4H, m), 7.6 (2H, m), 8.1-8.3 (1H, br s), 8.9-9.2 (1H, br s)
V-127	430	9.0	(CDCl ₃) 1.3-1.5 (2H, m), 2.1-2.2 (1H, m), 2.6-3.1 (4H, br m), 3.1-3.2 (1H, m), 3.5-3.9 (4H, br m), 5.7 (1H, s), 7.2-7.4 (5H, m), 7.6 (2H, m), 8.0 (1H, s), 9.0 (1H, s)
V-128	475	/	3.29 (3H, s), 7.15 (1H, t), 7.41 (2H, t), 7.59 (1H, d), 7.70 (1H, t), 7.83 (2H, d), 7.96 (1H, d), 8.04 (1H, d), 8.34 (1H, d), 8.95 (1H, s), 9.00 (1H, s), 9.44 (1H, s), 10.50 (1H, s), 10.54 (1H, s)
V-129	489	/	3.18 (3H, s), 4.55 (2H, d), 7.27 (1H, t), 7.32-7.47 (4H, m), 7.56 (1H, d), 7.66 (1H, t), 7.92 (1H, d), 8.00 (1H, d), 8.32 (1H, d), 8.82 (1H, s), 8.88 (1H, s), 9.21 (1H, t), 9.41 (1H, s), 10.49 (1H, s)
V-130	453	/	1.83-1.95 (2H, m), 1.96-2.11 (2H, m), 3.26 (3H, s), 3.57 (2H, t), 4.02 (2H, t), 7.53-7.67 (2H, m), 7.84 (1H, d), 7.90 (1H, d), 7.97 (1H, d), 8.51 (1H, s), 9.32 (1H, s), 9.40 (1H, s), 10.53 (1H, s)
V-131	482	/	3.26 (3H, s), 3.36 (2H, s), 3.97 (2H, s), 4.31 (2H, s), 7.56 (1H, d), 7.63 (1H, t), 7.88-7.98 (2H, m), 8.02 (1H, d), 8.25 (1H, s), 8.46 (1H, s), 9.37 (1H, s), 9.43 (1H, s), 10.57 (1H, s)
V-132	497	/	1.52-1.66 (2H, m), 1.67-1.88 (4H, m), 2.00-2.14 (2H, m), 3.29 (3H, s),

			3.65 (2H, d), 4.89 (1H, t), 7.58 (1H, d), 7.65 (1H, t), 7.82-7.86 (1H, m), 7.90 (1H, d), 7.98 (1H, d), 8.10 (1H, d), 8.79 (1H, s), 9.33 (1H, s), 9.41 (1H, s), 10.55 (1H, s)
V-133	443	/	3.37-3.45 (2H, m), 3.52-3.65 (2H, m), 4.82 (1H, t), 7.58 (1H, d), 7.68 (1H, t), 7.91 (1H, d), 7.98 (1H, d), 8.34 (1H, dd), 8.60 (1H, t), 8.78 (1H, s), 8.94 (1H, t), 9.40 (1H, s), 10.50 (1H, s)
V-134	457	/	3.29 (3H, s), 3.30 (3H, s), 3.45-3.58 (4H, m), 7.58 (1H, d), 7.68 (1H, t), 7.91 (1H, d), 7.98 (1H, d), 8.33 (1H, dd), 8.65 (1H, t), 8.77 (1H, s), 8.93 (1H, s), 9.40 (1H, s), 10.50 (1H, s)
V-135	484	/	1.83 (3H, s), 3.22-3.32 (5H, m), 3.32-3.42 (2H, m), 7.56-7.62 (1H, m), 7.70 (1H, t), 7.91 (1H, d), 7.98 (1H, d), 8.05 (1H, t), 8.41 (1H, dd), 8.72 (1H, t), 8.75 (1H, s), 8.84 (1H, t), 9.41 (1H, s), 10.50 (1H, s)
V-136	482	/	1.95-2.24 (2H, m), 3.27 (3H, s), 3.54-4.68 (8H, m), 7.57 (1H, d), 7.64 (1H, t), 7.91-7.99 (2H, m), 8.02 (1H, d), 8.44 (1H, s), 8.80 (1H, s), 9.28 (1H, s), 9.43 (1H, s), 10.56 (1H, s)
V-137	496	/	0.80-1.23 (6H, m), 2.72-2.93 (2H, m), 3.25 (3H, s), 3.82-4.61 (2H, m), 7.56 (1H, d), 7.62 (1H, t), 7.92 (1H, d), 7.96 (1H, dd), 8.01 (1H, d), 8.34 (1H, s), 9.35 (1H, s), 9.42 (1H, s), 10.55 (1H, s)
V-138	524	/	1.70-1.81 (1H, m), 1.81-1.95 (2H, m), 1.94-2.12 (2H, m), 3.25 (3H, s), 3.48-3.62 (2H, m), 3.62-3.92 (5H, m), 3.92-4.07 (1H, m), 7.51-7.60 (1H, m), 7.63 (1H, t), 7.86-7.96 (1H, m), 7.96-8.07 (2H, m), 8.39 (1H, s), 9.04-9.34 (1H, m), 9.41 (1H, d), 10.53 (1H, s)
V-139	471	/	3.25 (6H, s), 3.38-3.53 (2H, m), 3.59 (2H, t), 3.64-4.06 (3H, m), 7.56 (1H, dt), 7.62 (1H, t), 7.77-7.94 (2H, m), 7.98 (1H, d), 8.43 (1H, s), 9.40 (2H,

			s), 10.53 (1H, s)
V-140	455	/	1.22 (3H, s), 1.23 (3H, s), 3.06-3.29 (3H, m), 3.23 (3H, s), 4.71 (1H, m), 7.56 (1H, d), 7.62 (1H, t), 7.74-7.95 (1H, m), 7.91 (1H, d), 7.99 (1H, d), 8.28-8.55 (1H, m), 9.41 (1H, s), 9.42-9.71 (1H, m), 10.54 (1H, s)
V-141	427	/	2.97-3.21 (3H, m), 3.26 (3H, s), 3.37-3.54 (3H, m), 7.56 (1H, dt), 7.62 (1H, t), 7.86 (1H, ddd), 7.92 (1H, d), 7.99 (1H, d), 8.45 (1H, s), 9.41 (2H, s), 10.55 (1H, s)
V-142	483	/	1.84-2.19 (4H, m), 3.25 (3H, s), 3.41-3.55 (1H, m), 3.58-3.71 (1H, m), 3.89-4.01 (1H, m), 4.02-4.14 (1H, m), 4.17-4.32 (1H, m), 7.54-7.59 (1 H, m), 7.62 (1H, t), 7.82-7.89 (1H, m), 7.92 (1H, d), 7.99 (1H, d), 8.52 (1H, s), 9.30 (1H, s), 9.41 (1H, s), 10.54 (1H, s)
V-143	497	/	1.03-1.29 (6H, m), 3.25 (3H, s), 3.47-3.75 (2H, m), 3.97-4.63 (2H, m), 7.54-7.59 (1H, m), 7.62 (1H, t), 7.88-7.96 (2H, m), 8.01 (1H, d), 8.37 (1H, s), 9.39 (1H, s), 9.42 (1H, s), 10.56 (1H, s)
V-144	510	/	0.78-0.87 (1H, m), 1.14-1.31 (2H, m), 1.50-1.69 (2H, m), 1.74-1.90 (2H, m), 3.26 (3H, s), 6.86 (1H, s), 7.35 (1H, s), 7.55 (1H, d), 7.63 (1H, t), 7.91 (1H, d), 7.94-8.04 (2H, m), 8.35 (1H, s), 9.30 (1H, s), 9.41 (1H, s), 10.54 (1H, s),
V-145	511	/	3.23 (2H, t), 3.26-3.32 (2H, m), 3.30 (3H, s), 3.40-3.51 (4H, m), 6.32 (1H, s), 7.58 (1H, ddd), 7.69 (1H, t), 7.91 (1H, d), 7.98 (1H, d), 8.38 (1H, dd), 8.67-8.76 (2H, m), 8.84 (1H, s), 9.40 (1H, s), 10.49 (1H, s)
V-146	482	/	1.66-1.80 (1H, m), 2.01-2.19 (1H, m), 2.54-2.65 (1H, m), 2.89-3.03 (1H, m), 3.09-3.23 (1H, m), 3.22-3.55 (4H, m), 3.30 (3H, s), 7.59 (1H, d), 7.67 (1H, t), 7.92 (1H, d), 7.99 (1H, d), 8.21 (1H, dd), 8.71-8.91 (3H, m), 9.04 (1H, s), 9.42 (1H, s),

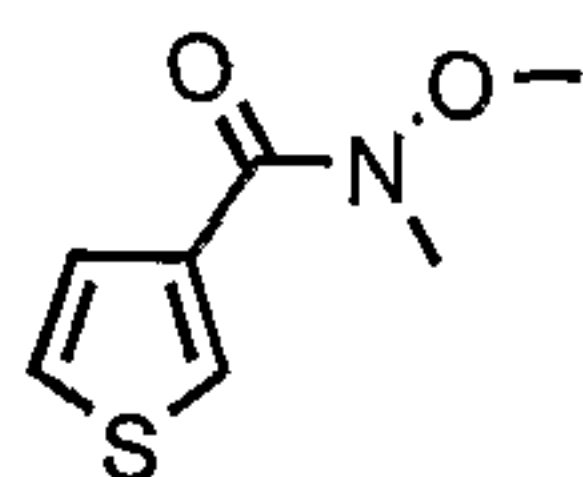
			10.53 (1H, s)
V-147	510	/	2.05 (3H, s), 3.25 (3H, s), 3.51-3.67 (4H, m), 3.68-3.98 (4H, m), 7.57 (1H, d), 7.63 (1H, t), 7.89 (1H, d), 7.93 (1H, d), 8.01 (1H, d), 8.41 (1H, s), 9.39 (1H, s), 9.42 (1H, s), 10.56 (1H, s)
V-148	510	/	1.84 (3H, s), 1.86-2.06 (2H, m), 2.07-2.28 (2H, m), 3.25 (3H, s), 3.26 (3H, s), 3.41-3.52 (1H, m), 3.57-3.86 (4H, m), 4.05-4.19 (2H, m), 4.23-4.33 (2H, m), 4.33-4.43 (1H, m), 7.54-7.59 (2H, m), 7.59-7.67 (2H, m), 7.81-7.96 (2H, m), 7.91 (2H, d), 7.98 (2H, d), 8.19 (2H, t), 8.45 (1H, s), 8.54 (1H, s), 9.25 (1H, s), 9.30 (1H, s), 9.40 (2H, s), 10.54 (2H, s)
V-149	496	/	1.26-1.49 (2H, m), 1.84-2.00 (3H, m), 2.76-2.96 (2H, m), 3.14-3.39 (5H, m), 7.56 (1H, d), 7.66 (1H, t), 7.89 (1H, d), 7.94 (1H, d), 8.08 (1H, dd), 8.62 (1H, t), 8.73 (1H, s), 9.14 (1H, s), 9.35 (1H, s)
V-150	483	/	1.54-1.70 (2H, m), 1.86 (2H, dd), 3.31 (3H, s), 3.39-3.46 (2H, m), 3.86-3.96 (2H, m), 3.96-4.11 (1H, m), 7.59 (1H, d), 7.66 (1H, t), 7.90 (1H, d), 7.98 (1H, d), 8.11 (1H, dd), 8.38 (1H, d), 8.77 (1H, s), 9.18 (1H, s), 9.40 (1H, s), 10.52 (1H, s)
V-151	497	/	1.19-1.34 (2H, m), 1.34-1.52 (2H, m), 1.82-1.98 (4H, m), 3.30 (3H, s), 3.39-3.51 (1H, m), 3.63-3.85 (1H, m), 4.56-4.64 (1H, m), 7.59 (1H, d), 7.66 (1H, t), 7.91 (1H, d), 7.98 (1H, d), 8.12 (1H, d), 8.24 (1H, d), 8.75 (1H, s), 9.18 (1H, s), 9.41 (1H, s), 10.53 (1H, s)
V-152	457	/	2.99-3.12 (1H, m), 3.22 (3H, s), 3.39-3.51 (1H, m), 3.56-3.60 (1H, m), 3.61-3.69 (3H, m), 3.69-3.86 (1H, m), 7.54 (1H, d), 7.58-7.70 (1H, m), 7.81-7.88 (1H, m), 7.89 (1H, d), 7.96 (1H, d), 8.36-8.58 (1H, m), 9.29-9.37 (1H, m), 9.38 (1H, s)

V-153	471	/	1.22 (3H, d), 3.30 (3H, s), 3.31 (3H, s), 3.33-3.40 (1H, m), 3.47 (1H, dd), 4.14-4.30 (1H, m), 7.56-7.61 (1H, m), 7.66 (1H, t), 7.91 (1H, d), 7.98 (1H, d), 8.12 (1H, ddd), 8.26 (1H, d), 8.78 (1H, s), 9.21 (1H, s), 9.40 (1H, s), 10.53 (1H, s)
V-154	483	/	1.36-1.55 (2H, m), 1.75-1.95 (2H, m), 3.25 (3H, s), 3.41-3.60 (2H, m), 3.72-3.89 (1H, m), 3.95-4.13 (2H, m), 4.73-4.98 (1H, m), 7.56 (1H, td), 7.63 (1H, t), 7.91 (1H, d), 7.93-7.98 (1H, m), 8.00 (1H, d), 8.35 (1H, s), 9.32 (1H, s), 9.41 (1H, s), 10.54 (1H, s),
V-155	497	/	1.84-2.02 (2H, m), 2.02-2.16 (1H, m), 3.25 (3H, s), 3.29 (3H, s), 3.37-3.49 (2H, m), 3.50-3.67 (1H, m), 3.86-4.01 (1H, m), 4.01-4.18 (1H, m), 4.28-4.46 (1H, m), 7.54-7.59 (1H, m), 7.62 (1H, t), 7.78-7.88 (1H, m), 7.91 (1H, d), 7.98 (1H, d), 8.51 (1H, s), 9.28-9.36 (1H, m), 9.40 (1H, s), 10.53 (1H, s),
V-156	469	/	1.87-2.02 (1H, m), 2.02-2.18 (1H, m), 3.60-3.74 (1H, m), 3.21 (3H, s), 3.76-4.14 (2H, m), 4.34-4.51 (1H, m), 4.52-4.97 (1H, m), 7.49-7.66 (2H, m), 7.80-7.95 (2H, m), 8.00 (1H, d), 8.51 (1H, s), 9.13 (1H, s), 9.35 (1H, s), 9.89-10.28 (1H, m)
V-157	498	/	1.27 (3H, t), 2.88 (6H, s), 3.25 (3H, s), 3.31-3.48 (2H, m), 3.61-3.80 (2H, m), 3.74-4.18 (2H, m), 7.57 (1H, td), 7.62 (1H, t), 7.93 (1H, d), 8.01 (1H, d), 8.04-8.15 (1H, m), 8.42 (1H, s), 9.04-9.26 (0.5H, m), 9.43 (1H, s), 9.48-9.69 (0.5H, m), 10.54 (1H, s)
V-158	410	/	(CDCl ₃) 0.98-1.11 (2H, m), 1.13-1.34 (3H, m), 1.60-1.79 (2H, m), 1.80-1.89 (2H, m), 1.89-2.03 (2H, m), 2.97 (4H, t), 3.44 (2H, t), 3.83 (4H, t), 5.47 (1H, t), 7.55 (2H, s), 8.21 (1H, s), 8.95 (1H, s)
V-159	452	/	(CDCl ₃) 2.88-3.05 (6H, m), 3.75-3.89 (6H, m), 5.48 (1H, t), 7.19 (2H,

			d), 7.27 (2H, d), 7.56 (1H, d), 7.59 (1H, d), 8.21 (1H, s), 8.95 (1H, s)
V-160	510	/	1.90-2.03 (2H, m), 2.03-2.20 (2H, m), 2.78 (2H, s), 3.03-3.31 (6H, m), 3.26 (3H, s), 3.43-3.62 (2H, m), 4.41-4.69 (1H, m), 7.54-7.59 (1H, m), 7.62 (1H, t), 7.77-7.90 (1H, m), 7.93 (1H, d), 8.01 (1H, d), 8.47 (1H, s), 9.43 (1H, s), 9.44-9.65 (1H, m), 10.58 (1H, s)
V-161	382	/	(CDCl ₃) 1.50-1.62 (2H, m), 1.62-1.83 (4H, m), 2.08-2.21 (2H, m), 2.90-3.00 (4H, m), 3.77-3.84 (4H, m), 4.40-4.52 (1H, m), 5.40 (1H, d, 7.3Hz), 7.55 (2H, s), 8.21 (1H, s), 8.95 (1H, s)
V-162	452	/	(CDCl ₃) 2.91-3.03 (4H, m), 3.17 (2H, t), 3.81-3.87 (4H, m), 3.90 (2H, td), 5.56 (1H, t), 7.12-7.22 (2H, m), 7.28 (1H, dd), 7.37 (1H, dd), 7.57 (1H, d), 7.60 (1H, d), 8.26 (1H, s), 8.96 (1H, s)
V-163	432	/	(CDCl ₃) 1.40 (3H, d), 2.89-3.03 (4H, m), 3.08-3.30 (1H, m), 3.63-3.74 (1H, m), 3.79-3.86 (4H, m), 3.86-3.96 (1H, m), 5.37 (1H, t), 7.20-7.40 (5H, m), 7.56 (1H, d), 7.59 (1H, d), 8.24 (1H, s), 8.94 (1H, s)
V-164	468	/	(CDCl ₃) 1.78 (3H, d), 2.83 (4H, s), 3.67 (4H, s), 5.91 (1H, s), 6.12-6.24 (1H, m), 7.42 (1H, dd), 7.48-7.60 (4H, m), 7.65 (1H, d), 7.74 (1H, d), 7.78-7.92 (1H, m), 7.89 (1H, d), 8.32 (1H, d), 8.95 (1H, s)
V-165	433	/	(MeOD) 2.86 (2H, t), 2.94-3.06 (4H, m), 3.67-3.74 (2H, m), 3.81-3.91 (4H, m), 6.69 (2H, d), 7.05 (2H, d), 7.65 (1H, d), 7.68 (1H, d), 8.25 (1H, s), 8.99 (1H, s)
V-166	473	/	2.26 (3H, s), 2.74 (4H, s), 3.10 (2H, t), 3.70 (4H, s), 4.14 (2H, t), 7.14 (2H, s), 7.84 (1H, d), 7.92 (1H, d), 8.75 (1H, s), 9.30 (1H, s), 9.67 (1H, s), 10.03 (1H, s)
V-167	452	/	2.96 (2H, s), 3.23 (4H, s), 3.70 (2H, t), 3.93 (4H, s), 7.45-7.08 (4H, m),

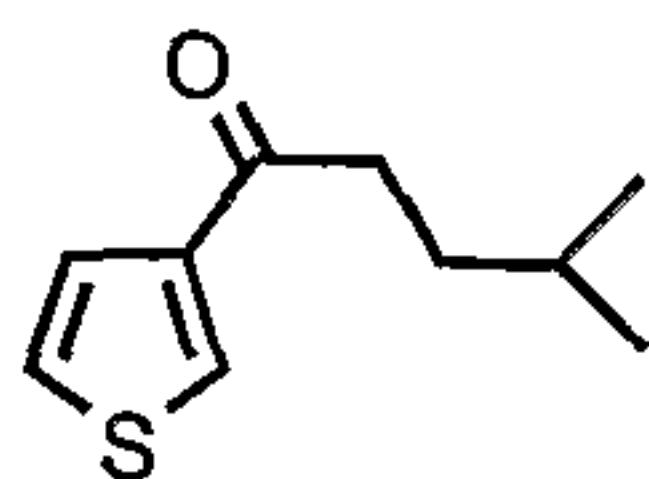
			7.77 (2H, s), 8.24 (1H, s), 9.10 (2H, s)
V-168	438	/	3.24 (4H, s), 3.93 (4H, s), 4.67 (2H, d), 7.23-7.29 (1H, m), 7.33 (1H, t), 7.44 (1H, s), 7.53 (1H, s), 7.78 (2H, d), 8.16-8.36 (1H, m), 9.03 (1H, s), 9.16 (1H, s)
V-169	424	/	0.92-1.27 (7H, m), 1.43-1.87 (6H, m), 3.24 (4H, s), 3.90 (4H, s), 4.03-4.26 (1H, m), 7.49 (1H, d), 7.74 (2H, s), 8.19 (1H, s), 8.91 (1H, s), 9.03-9.24 (1H, m)
V-170	432	/	1.93 (2H, s), 2.69 (2H, t), 3.23 (4H, s), 3.49 (2H, t), 3.92 (4H, s), 7.05-7.39 (5H, m), 7.77 (2H, s), 8.16 (1H, s), 9.09 (2H, s)
V-171	407	/	(CDCl ₃) 0.82-0.96 (1H, m), 1.17-1.34 (1H, m), 1.34-1.47 (1H, m), 1.50-1.76 (2H, m), 2.14-2.34 (2H, m), 2.62-2.86 (3H, m), 2.90-3.03 (4H, m), 3.74-3.90 (4H, m), 4.23-4.42 (1H, m), 5.68 (2H, d), 7.54 (2H, s), 8.22 (1H, s), 8.93 (1H, s)
V-172	430	/	2.68-2.85 (5H, m), 3.00 (2H, dd), 3.64 (4H, s), 4.76-4.96 (1H, m), 7.15 (2H, dd), 7.18-7.30 (2H, m), 7.76 (2H, s), 7.96 (1H, s), 8.11 (1H, s), 9.15 (1H, s)
V-173	419	/	2.85 (4H, s), 2.97 (2H, s), 3.62-3.78 (6H, m), 7.19-7.38 (1H, m), 7.64-7.82 (4H, m), 8.16 (1H, s), 8.37 (1H, dd), 8.51 (1H, s), 9.11 (1H, s)
V-174	482	/	2.75-2.90 (4H, m), 3.14 (3H, s), 3.62-3.79 (4H, m), 4.74 (2H, d), 7.59-7.80 (4H, m), 7.85 (2H, d), 8.09 (1H, s), 8.36 (1H, s), 9.16 (1H, s)
V-175	448	/	2.88 (6H, s), 3.54-3.67 (3H, m), 3.68-3.78 (6H, m), 6.85 (2H, d), 7.21 (2H, d), 7.69 (1H, s), 7.75 (2H, s), 8.17 (1H, s), 9.12 (1H, s)
V-5	418	/	2.32 (6H, s), 3.26 (4H, s), 3.99 (4H, s), 6.68 (1H, s), 7.69 (2H, s), 7.89 (1H, d), 7.95 (1H, d), 8.27 (1H, s), 8.93 (1H, s), 9.34 (1H, s), 9.95 (1H, s)

V-178	408	/	(CD ₃ OD) 2.65 (1H, s), 3.16 (2H, t), 3.42-3.33 (4H, m), 3.98 (2H, t), 4.18-4.05 (4H, m), 7.38 (1H, s), 7.83 (2H, s), 8.47 (1H, s), 8.76 (1H, s), 9.21 (1H, s)
V-179	419	/	(CD ₃ OD) 3.03 (4H, d), 3.22-3.10 (2H, m), 3.97-3.80 (6H, m), 7.25-7.13 (1H, m), 7.36 (1H, d), 7.79-7.51 (3H, m), 8.27-8.17 (1H, m), 8.44 (1H, d), 8.95 (1H, d)
V-180	436	/	(CD ₃ OD) 3.00 (2H, t), 3.44-3.33 (4H, m), 3.84 (2H, s), 4.18-4.00 (4H, m), 6.99 (2H, t), 7.29 (2H, dd), 7.75 (2H, s), 8.38 (1H, s), 9.18 (1H, s)
V-181	394	/	(CD ₃ OD) 3.43-3.33 (4H, m), 4.14-3.93 (6H, m), 5.96 (1H, s), 6.39 (2H, d), 7.22 (1H, d), 7.70 (2H, d), 8.07 (1H, s)
V-182	434	/	(CD ₃ OD) 2.90 (2H, t), 3.43-3.32 (4H, m), 3.77 (2H, s), 4.15-4.02 (4H, m), 6.70 (2H, d), 7.10 (2H, d), 7.70 (2H, s), 8.32 (1H, s), 9.08 (1H, s)

Example 26

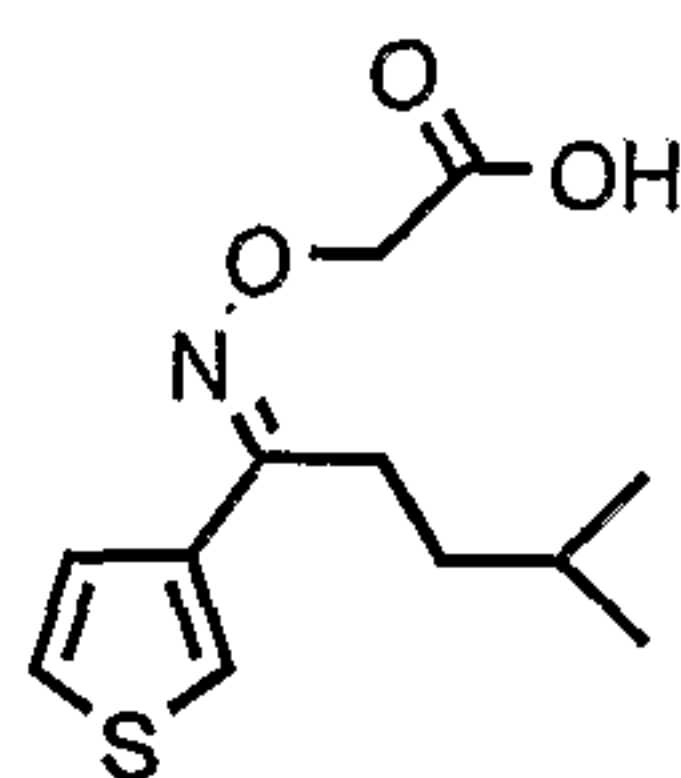
[0311] Thiophene-3-carboxylic acid methoxymethyl amide:

[0312] Thiophene-3-carboxylate (10 g, 78 mmol) was dissolved in chloroform (500 ml), treated with thionyl chloride (6.83 ml, 93.6 mmol) and heated to reflux for 2 hours. This solution was then added by cannulation to a solution of Weinreb Amine (11.4 g, 117 mmol) and triethylamine (30 ml, 210.6 mmol) in chloroform (100 ml). The reaction was then stirred at room temperature overnight. The solvent was reduced *in vacuo* to 100ml, washed with water (150 ml), dried (Na₂SO₄) and concentrated. The resulting orange oil was purified by vacuum distillation (150 °C at 5 mbar) to give the title compound as a pale yellow oil (8.50 g, 64%). MS (ES⁺) 172. δ H (d⁶ DMSO): 3.25 (3H, s), 3.64 (3H, s), 7.43 (1H, d), 7.56 (1H, d), 8.25 (1H, s).

Example 27

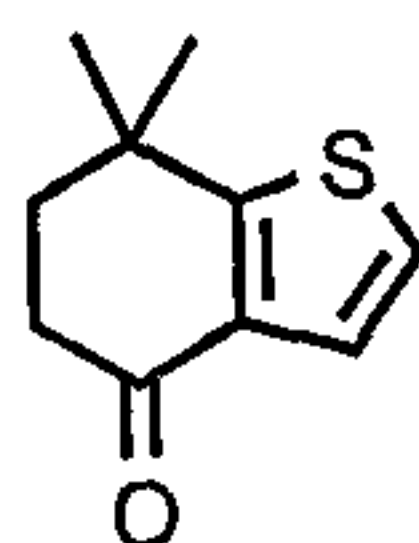
[0313] 4-Methyl-1-thiophen-3-yl-pentan-1-one:

[0314] Magnesium powder (1.49 g, 61.3 mmol) was added to dry diethyl ether (100 ml) under nitrogen atmosphere. One iodine crystal (catalytic) was added, followed by 1-bromo-3-methylbutane (6.3 ml, 52.6 mmol). The reaction was initiated by sonication at 30 °C and was allowed to spontaneously reflux. Once the exothermic reaction had subsided, the mixture was added by cannulation to a solution of thiophene-3-carboxylic acid methoxy-methyl-amide (7.50 g, 43.8 mmol) in dry diethyl ether (10 ml). Once addition was complete, the mixture was stirred at room temperature for 2 hours. The reaction mixture was then washed with saturated ammonium chloride (2 x 150 ml), dried (Na₂SO₄) and concentrated *in vacuo*. The crude yellow oil was purified by silica gel chromatography to yield the title compound as a colourless oil (1.55 g, 19%). δ H (d⁶ DMSO): 0.88 (6H, d), 1.49 (2H, q), 1.56 (1H, m), 2.90 (2H, t), 7.49 (1H, d), 7.59 (1H, d), 8.50 (1H, s).

Example 28

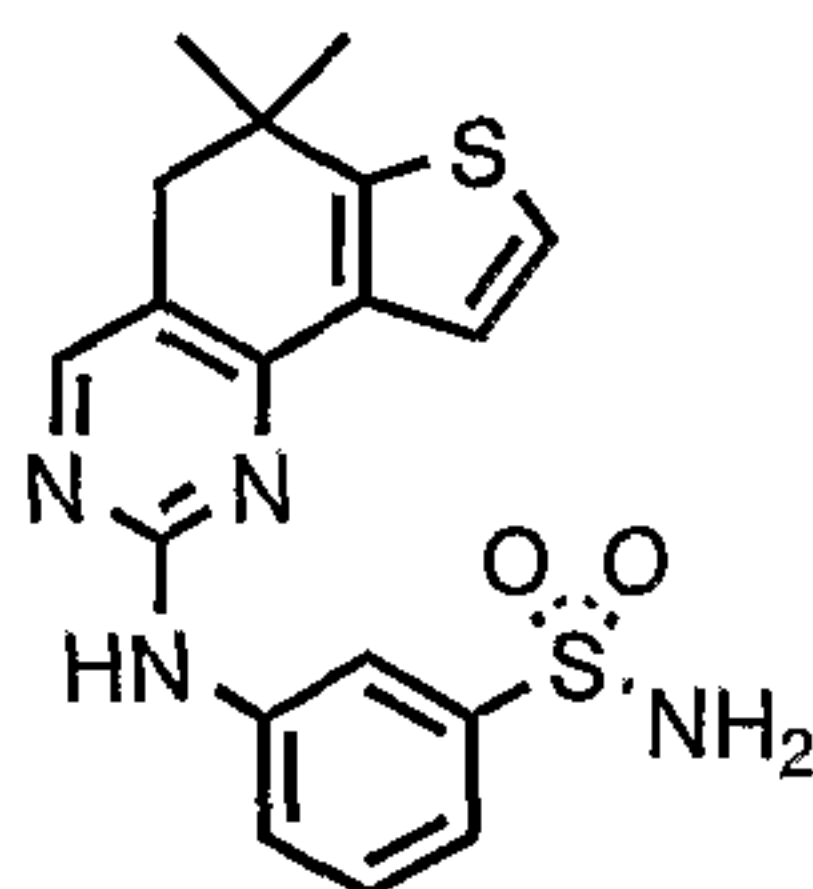
[0315] (4-Methyl-1-thiophen-3-yl-pentylideneaminoxy)-acetic acid:

[0316] 4-Methyl-1-thiophen-3-yl-pentan-1-one (324 mg, 1.78 mmol) was dissolved in dry methanol (20ml) under nitrogen atmosphere, treated with carboxymethoxylamine hemihydrochloride (194 mg, 1.78 mmol) and sodium hydroxide (35 mg, 0.89 mmol) and stirred at room temperature for 4 hours. The solvent is then removed *in vacuo* and the resulting oil was triturated with hexane to give the title compound as a white solid (307 mg, 67%). MS (ES⁺) 25. δ H (d⁶ DMSO): 1.00 (6H, d), 1.45 (2H, q), 1.63 (1H, m), 2.75 (2H, t), 4.65 (2H, s), 7.39 (1H, d), 7.60 (1H, d), 7.86 (1H, s), 12.70 (1H, s).

Example 29

[0317] 7,7-Dimethyl-6,7-dihydro-5H-benzo[b]thiophen-4-one:

[0318] (4-Methyl-1-thiophen-3-yl-pentylideneaminoxyl)-acetic acid (2.17 g, 8.5 mmol) was added to a 0.1 M sodium hydroxide solution (93.5 ml) and heated to reflux. A solution of potassium persulfate (3.45 g, 12.75 mmol) in water (10 ml) was added dropwise and heating continued. After 2 hours, the reaction mixture was extracted with dry diethyl ether (100 ml). The organic layer was then washed with saturated sodium bicarbonate, water and brine, dried (Na_2SO_4) and concentrated *in vacuo*. The resulting oil was purified by silica gel chromatography to afford the title compound as a colourless oil (196 mg, 13%). MS (ES^+) 18. δH (d^6 DMSO): 1.42 (6H, s), 2.03 (2H, t), 2.60 (2H, t), 7.22 (1H, d), 7.42 (1H, d).

Example 30

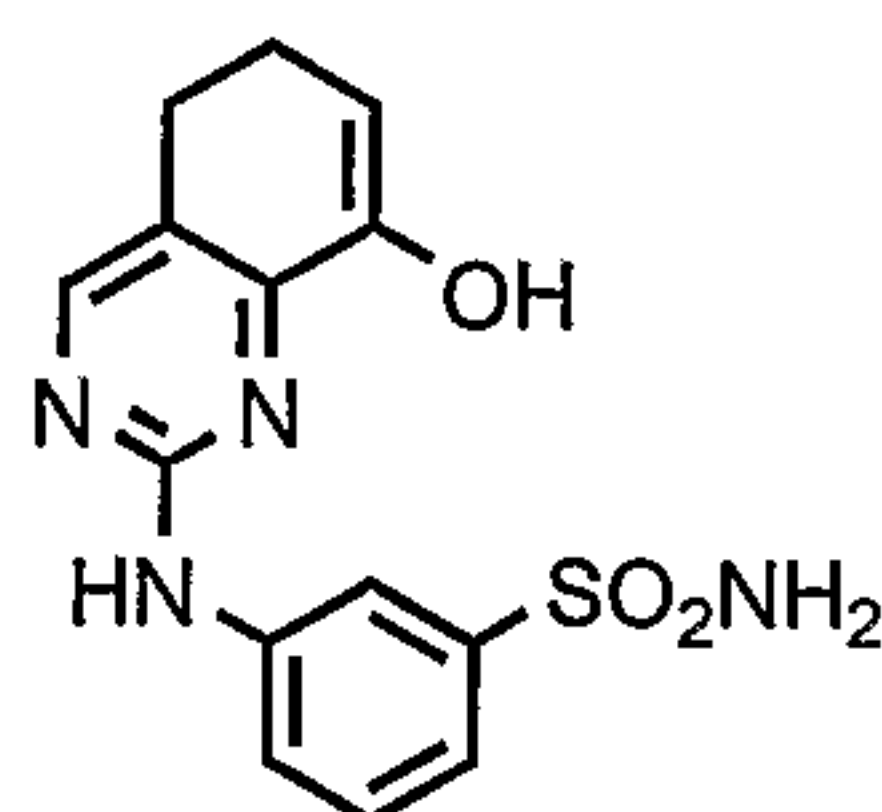
[0319] 3-(6,6-Dimethyl-5,6-dihydrothienon[2,3-h]quinazolin-2-ylamino)-benzenesulfonamide:

[0320] 7,7-Dimethyl-6,7-dihydro-5H-benzo[b]thiophen-4-one (196 mg, 1.09 mmol) was dissolved in DME (5 ml), treated with Brederick's reagent (336 μl , 1.63 mmol) and heated to reflux for 12 hours. The solvent was then removed *in vacuo* to give an orange solid which was triturated with pentane to afford the enaminone as a yellow solid (141 mg, 55%). MS (ES^+) 236.2. δH (d^6 DMSO): 0.80-0.88 (6H, m), 2.87 (2H, s), 3.08 (6H, s), 7.19 (1H, d), 7.28 (1H, d), 7.48 (1H, s).

[0321] 3-Guanidino-benzenesulfonamide hydrochloride (225 mg, 0.9 mmol) was dissolved in DMA (10 ml), treated with potassium carbonate (62 mg, 0.45 mmol) and heated to 50 °C for 10 minutes. 5-Dimethylaminomethylene-7,7-dimethyl-6,7-dihydro-5H-benzo[b]thiophen-4-one (141 mg, 0.6 mmol) was added and the reaction mixture heated to

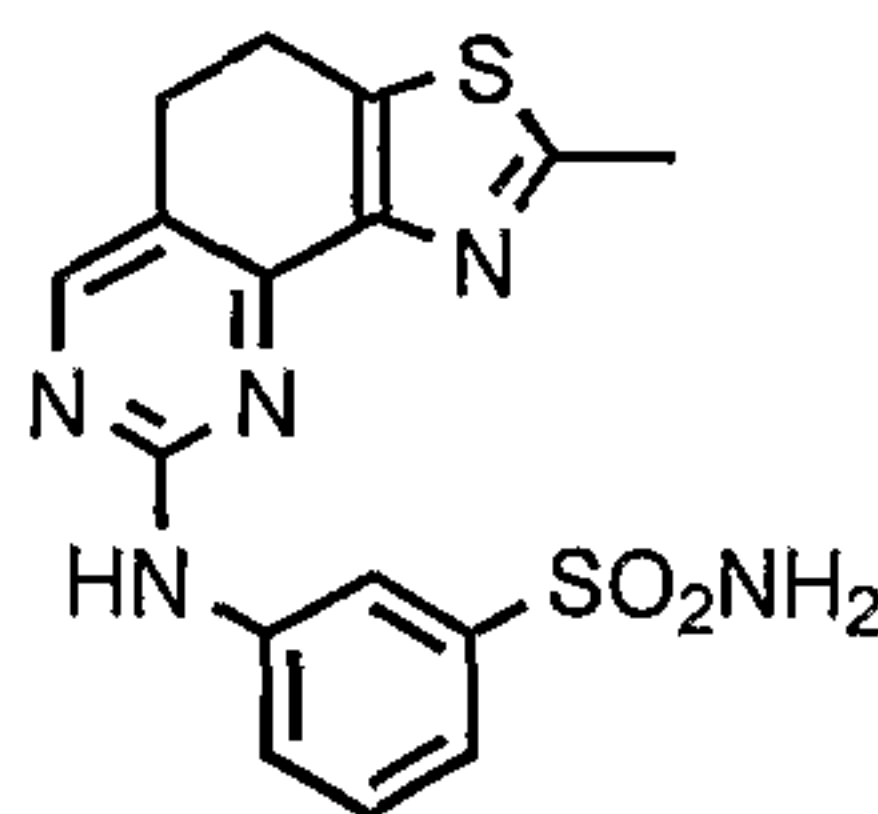
reflux for 12 hours. The mixture was extracted in ethyl acetate (100 ml) and washed with water (2 x 100 ml), dried (Na_2SO_4) and concentrated to give an orange oil. This was initially purified by flash chromatography and then by reverse phase preparative HPLC [Waters Delta-Pak C18, 15uM, 100 A column, gradient 10% - 100% B (solvent A: water; solvent B: CH_3CN) over 10 minutes at 25 mL/min] to afford the title compound as a white solid (22 mg, 9%). MS (ES^+) 385.2. δH (d^6 DMSO): 1.30 (6H, s), 2.85 (2H, s), 7.30 (2H, s), 7.36 (1H, d), 7.45 (1H, t), 7.53 (1H, d), 7.66 (1H, d), 7.77 (1H, d), 8.39 (1H, s), 8.78 (1H, s), 9.90 (1H, s).

Example 31

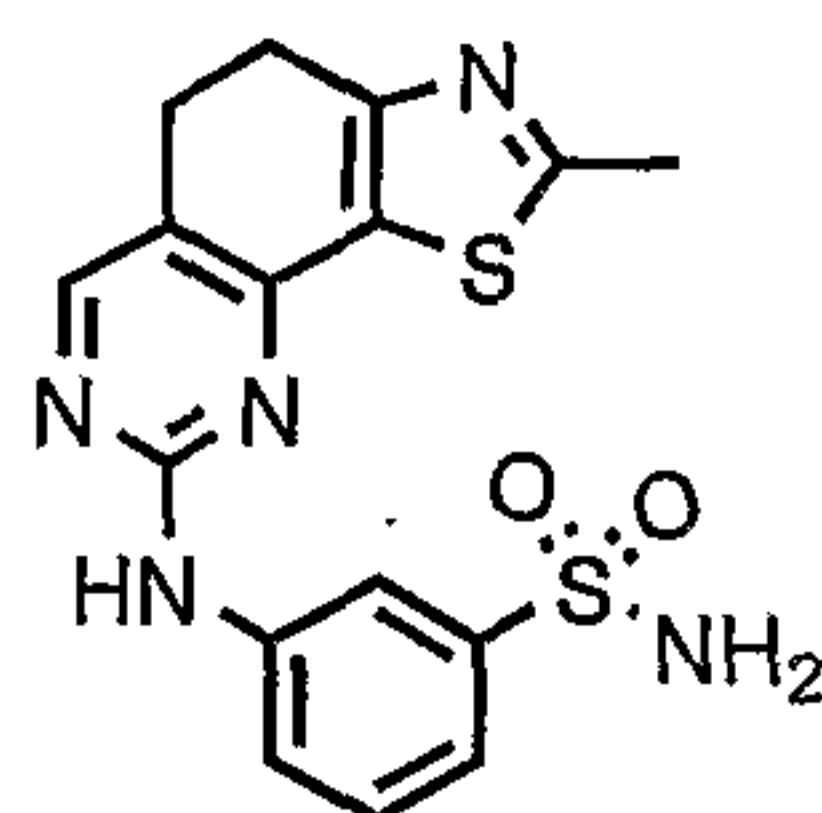


[0322] **3-(8-Hydroxy-5,6-dihydro-quinazolin-2-ylamino)benzenesulfonamide:** A mixture of 2-(*tert*-butyl-dimethyl-silanyloxy)-cyclohex-2-enone (6.9g, 30.48 mmol) in dry toluene (50 mL) was treated with Bredereck's reagent (9.44 ml, 45.72 mmol) was stirred at 115° C for 24 hours. The mixture was concentrated under reduced pressure to give 2-(*tert*-butyl-dimethyl-silanyloxy)-6-dimethylaminomethylene-cyclohex-2-enone as a semi-solid brown residue which was used as such in the next step.

[0323] The crude 2-(*tert*-butyl-dimethyl-silanyloxy)-6-dimethylaminomethylene-cyclohex-2-enone in DMA (75 mL) was treated with 3-guanidino-benzenesulfonamide as the hydrochloride salt (7.79 g, 31.09 mmol) and potassium carbonate (2.13g, 15.54 mmol) and the mixture stirred at 110° C for 20 hours. The mixture was evaporated under high vacuum and triturated with dichloromethane (100 mL) to give a buff coloured precipitate. The precipitate was filtered, the mother liquors concentrated *in vacuo* and purified by flash chromatography on silica gel eluting with ethyl acetate to give 3-(8-hydroxy-5,6-dihydro-quinazolin-2-ylamino)benzenesulfonamide as a yellow solid (0.63 g, 6.5%). MS (ES^+) 319, (ES^-) 317. δH (d^6 DMSO) 2.04-2.12 (2H, m), 2.66-2.74 (2H, m), 2.84-2.90 (2H, m), 7.33 (2H, s), 7.43 (1H, d), 7.48 (1H, t), 8.16 (1H, d), 8.25 (1H, s), 8.78 (1H, s), 10.25 (1H, s).

Example 32

[0324] 3-(2-Methyl-4,5-dihydro-3-thia-1,7,9-triaza-cyclopenta[a]naphthalen-8-ylamino)-benzenesulfonamide: A solution of 3-(8-hydroxy-5,6-dihydro-quinazolin-2-ylamino)benzenesulfonamide (100 mg, 0.314 mmol) in chloroform (1mL) was treated with a solution of bromine (32 μ l, 0.628 mmol) in chloroform (1mL) and the mixture stirred at room temperature for 2 hours giving an insoluble black residue. The solvent was decanted and the residue treated with thioacetamide (47 mg, 0.6 mmol) in ethanol (3mL). The mixture was stirred at 80°C for 3 hours and filtered to give a black solid (75 mg). The solid was dissolved in DMSO and purified by reverse phase preparative HPLC [Waters Delta-Pak C18, 15 μ M, 100 Å column, gradient 10% - 100% B (solvent A: 0.05% TFA in water; solvent B: CH₃CN) over 10 minutes at 25 mL/min] to give a yellow solid (6.9 mg) which was further purified by flash chromatography on silica gel eluting with ethyl acetate to afford the title compound (1.9 mg) as a pale yellow solid. MS (ES⁺) 374, (ES⁻) 372. δ H (CD₃OD) 2.78 (3H, s), 3.01-3.07 (2H, m), 3.10-3.16 (2H, m), 7.46 (1H, t), 7.53 (1H, d), 7.65 (2H, s, partially exchanged), 7.83 (1H, d), 8.27 (1H, s), 8.48 (1H, s).

Example 33

[0325] 3-(2-Methyl-4,5-dihydro-thiazolo[4,5-*h*]-quinazolin-8-ylamino)-benzenesulfonamide: Sodium (76 mg, 3.33 mmol) in diethylether (6 mL) was treated with ethyl formate (0.146 mL, 1.80 mmol) and 2-methyl-5,6-dihydro-4*H*-benzothiazol-7-one (0.251 g, 1.50 mmol). The reaction mixture was cooled down to 0°C and ethanol (0.193 mL, 3.30 mmol) was added. The cooling bath was removed and the reaction mixture was stirred at room temperature for 4 hours. The solvent was then removed *in vacuo* and the resulting crude product was taken through to the next step without further purification.

[0326] The above was dissolved in anhydrous DMA (5mL) and treated with 3-guanidino-benzenesulfonamide hydrogen chloride (384 mg, 1.53 mmol) and powdered potassium carbonate (106 mg, 0.77 mmol). The mixture was heated to 120°C with vigorous stirring for 12 hours. The mixture was cooled down to room temperature, extracted in ethyl acetate (20 ml) and washed with water (2 x 20 ml), dried (MgSO₄) and concentrated *in vacuo*. This was initially purified by flash chromatography and then by reverse phase preparative HPLC [Waters Delta-Pak C18, 15uM, 100 A column, gradient 10% - 100% B (solvent A: 0.05% TFA in water; solvent B: CH₃CN) over 10 minutes at 25 mL/min] to afford the title compound (20mg) as a yellow powder. MS (ES⁺) 374, (ES⁻) 372. ¹H (d⁶ DMSO) 2.73 (3H, s), 3.00 (4H, m), 7.31 (2H, s), 7.38 (1H, s), 7.46 (1H, t), 7.89 (1H, d), 8.36 (1H, s), 8.41 (1H, s), 9.91 (1H, s).

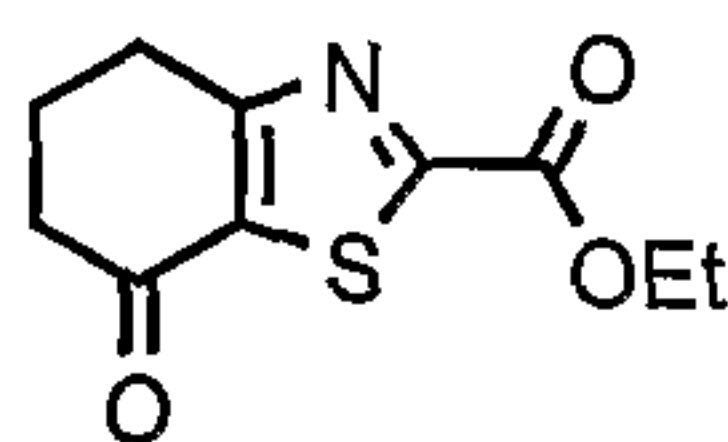
[0327] A variety of other compounds of formula **III** have been prepared by methods substantially similar to those described in Example 33. The characterization data for these compounds is summarized in Table 16 below and includes HPLC, LC/MS (observed) and ¹H NMR data.

[0328] ¹H NMR data is summarized in Table 16 below wherein ¹H NMR data was obtained at 400 MHz in deuterated DMSO, unless otherwise indicated, and was found to be consistent with structure. Compound numbers correspond to the compound numbers listed in Table 3.

Table 16. Characterization Data for Selected Compounds of Formula III

Compound No.	M+1(obs)	Rt (min)	¹ H-NMR
III-31	474	8.9	1.22 (9H, s), 2.99 (2H, d), 3.05 (2H, d), 5.42 (2H, s), 7.28 (2H, s), 7.37 (1H, d), 7.44 (1H, t), 7.83 (1H, d), 8.39 (1H, s), 8.43 (1H, s), 9.93 (1H, s)
III-32	445	7.5	2.87 (4H, m), 3.54 (4H, t), 3.74 (4H, t), 7.29 (2H, s), 7.35 (1H, m), 7.43 (1H, t), 7.89 (1H, m), 8.16 (1H, s), 8.41 (1H, t), 9.73 (1H, s)
III-33	431	8.4	1.21 (6H, t), 2.85 (4H, m), 3.54 (4H, q), 7.28 (2H, s), 7.35 (1H, m), 7.43 (1H, t), 7.87 (1H, m), 8.12 (1H, s), 8.42 (1H, t), 9.66 (1H, s)
III-34	443	8.7	1.63 (6H, s), 2.84 (4H, m), 3.56 (4H, s), 7.29 (2H, s), 7.35 (1H, d), 7.43

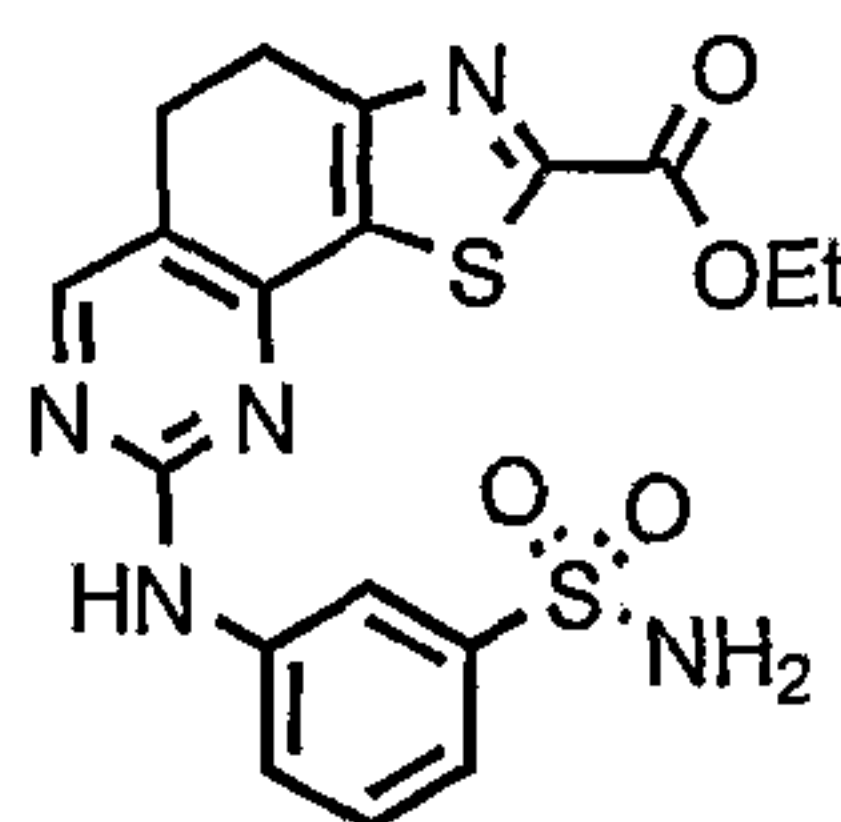
			(1H, t), 7.89 (1H, d), 8.13 (1H, s), 8.42 (1H, s), 9.69 (1H, s)
III-35	472	7.1	1.44-1.54 (2H, m), 1.89-2.10 (4H, m), 2.16 (3H, s), 2.67-2.74 (2H, m), 2.76-2.88 (4H, m), 3.58 (1H, br s), 7.27 (2H, s), 7.35 (1H, m), 7.42 (1H, t), 7.89 (1H, m), 8.10 (1H, s), 8.37-8.40 (2H, m), 9.64 (1H, s)
III-36	444	7.0	2.75-2.90 (8H, m), 3.47 (4H, t), 7.29 (2H, s), 7.35 (1H, d), 7.43 (1H, t), 7.89 (1H, d), 8.14 (1H, s), 8.41 (1H, s), 9.71 (1H, s)
III-37	486	7.1	2.06 (3H, s), 2.80-2.93 (4H, m), 3.50-3.78 (8H, m), 7.29 (2H, s), 7.36 (1H, d), 7.44 (1H, t), 7.89 (1H, d), 8.16 (1H, s), 8.40 (1H, t), 9.72 (1H, s)
III-38	390	6.4	2.95-3.05 (4H, m), 4.76 (2H, d), 6.22 (1H, t), 7.29 (2H, s), 7.39 (1H, d), 7.48 (1H, t), 7.94 (1H, d), 8.39 (2H, s), 9.90 (1H, s)
III-39	458	7.7	2.24 (3H, s), 2.44 (4H, t), 2.86 (4H, m), 3.55 (4H, t), 7.29 (2H, s), 7.35 (1H, m), 7.43 (1H, t), 7.89 (1H, m), 8.15 (1H, s), 8.40 (1H, t), 9.72 (1H, s)
III-40	513	8.1	2.24 (3H, s), 2.44 (4H, t), 2.86 (4H, m), 2.92 (3H, s), 3.15 (3H, s), 3.55 (4H, t), 7.26 (1H, m), 7.39 (1H, t), 7.92 (1H, dd), 8.15 (1H, s), 8.20 (1H, s), 8.30 (1H, t), 9.68 (1H, s)

Example 34

[0329] **7-Oxo-4,5,6,7-tetrahydro-benzothiazole-2-carboxylic acid ethyl ester:** A mixture of 2-bromo-cyclohexane-1,3-dione (3.84g, 20.10mmol) and ethyl thiooxamate (1.339g, 10.05mmol) in pyridine (20mL) was heated overnight at 50°C. The crude reaction mixture was concentrated *in vacuo*, taken up in dichloromethane and washed with water and brine. The organic extract was dried over magnesium sulfate, filtered and concentrated *in vacuo*. The residue was purified by silica gel chromatography eluting with EtOAc:hexanes

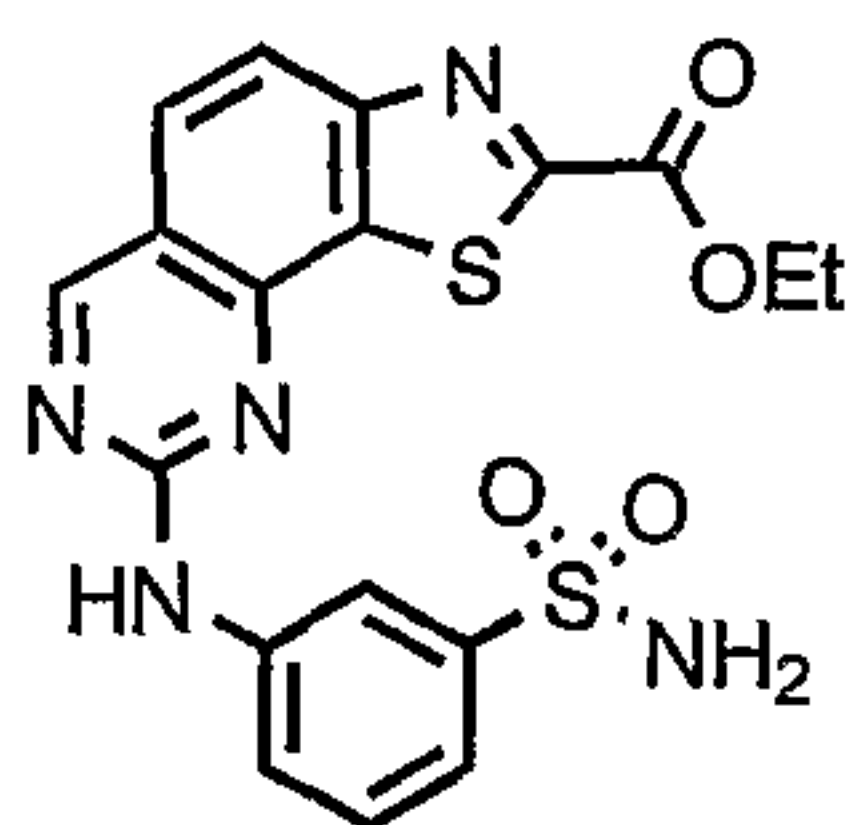
(30:70) to give the title compound in 20% yield (0.45g). MS (ES⁺) 226. δ H (CDCl₃) 1.47(3H, t), 2.28 (2H, quint.), 2.71 (2H, t), 3.18 (2H, t), 4.53 (2H, q).

Example 35



[0330] **8-(3-Sulfamoyl-phenylamino)-4,5-dihydro-thiazolo[4,5-*h*]quinazoline-2-carboxylic acid ethyl ester:** To 7-oxo-4,5,6,7-tetrahydro-benzothiazole-2-carboxylic acid ethyl ester (0.1128g, 0.50mmol) was added DMF/DMA solution (3mL) and the mixture was refluxed under nitrogen for 1 hour. The reaction mixture was concentrated *in vacuo* and the resulting crude product (6-dimethylaminomethylene-7-oxo-4,5,6,7-tetrahydro-benzothiazole-2-carboxylic acid ethyl ester) was taken through to the next step without further purification. The above was dissolved in anhydrous DMA (3mL) and treated with 3-guanidino-benzenesulfonamide hydrogen chloride (128mg, 0.51mmol) and powdered potassium carbonate (35mg, 0.26mmol). The mixture was heated to 120°C with vigorous stirring for 12 hours. The mixture was cooled down to room temperature, and diluted with water. The resulting solid was filtered, rinsed with more water, a little bit of ⁱPrOH and Et₂O. The crude solid was purified by silica gel to give the title compound as a brown solid in 24% yield (52mg). MS (ES⁺) 432, (ES⁻) 430. δ H (d⁶ DMSO) 1.36 (3H, t), 3.05 (2H, t), 3.17 (2H, t), 4.42 (2H, q), 7.33 (2H, s), 7.41 (1H, d), 7.50 (1H, t), 7.89 (1H, d), 8.43 (1H, t), 8.52 (1H, s), 10.04 (1H, s).

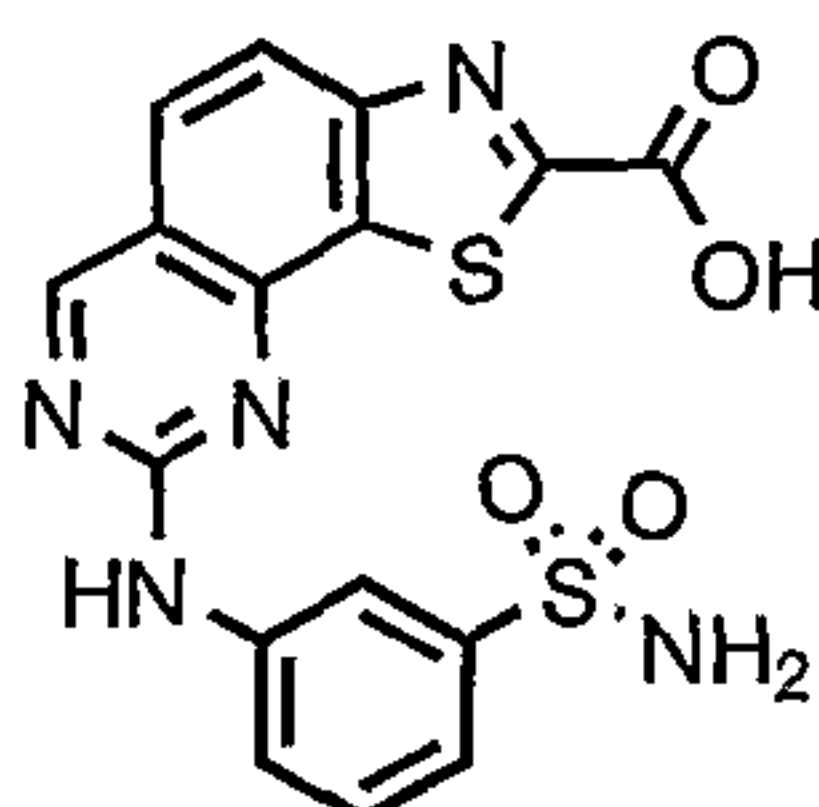
Example 36



[0331] **8-(3-Sulfamoyl-phenylamino)-thiazolo[4,5-*h*]quinazoline-2-carboxylic acid ethyl ester:** A suspension of 8-(3-Sulfamoyl-phenylamino)-4,5-dihydro-thiazolo[4,5-*h*]quinazoline-2-carboxylic acid ethyl ester (609mg, 1.41mmol) and 2,3-dichloro-5,6-dicyano-1,4-benzoquinone (480mg, 2.12mmol) in anhydrous 1,4-dioxane (30mL) was refluxed under

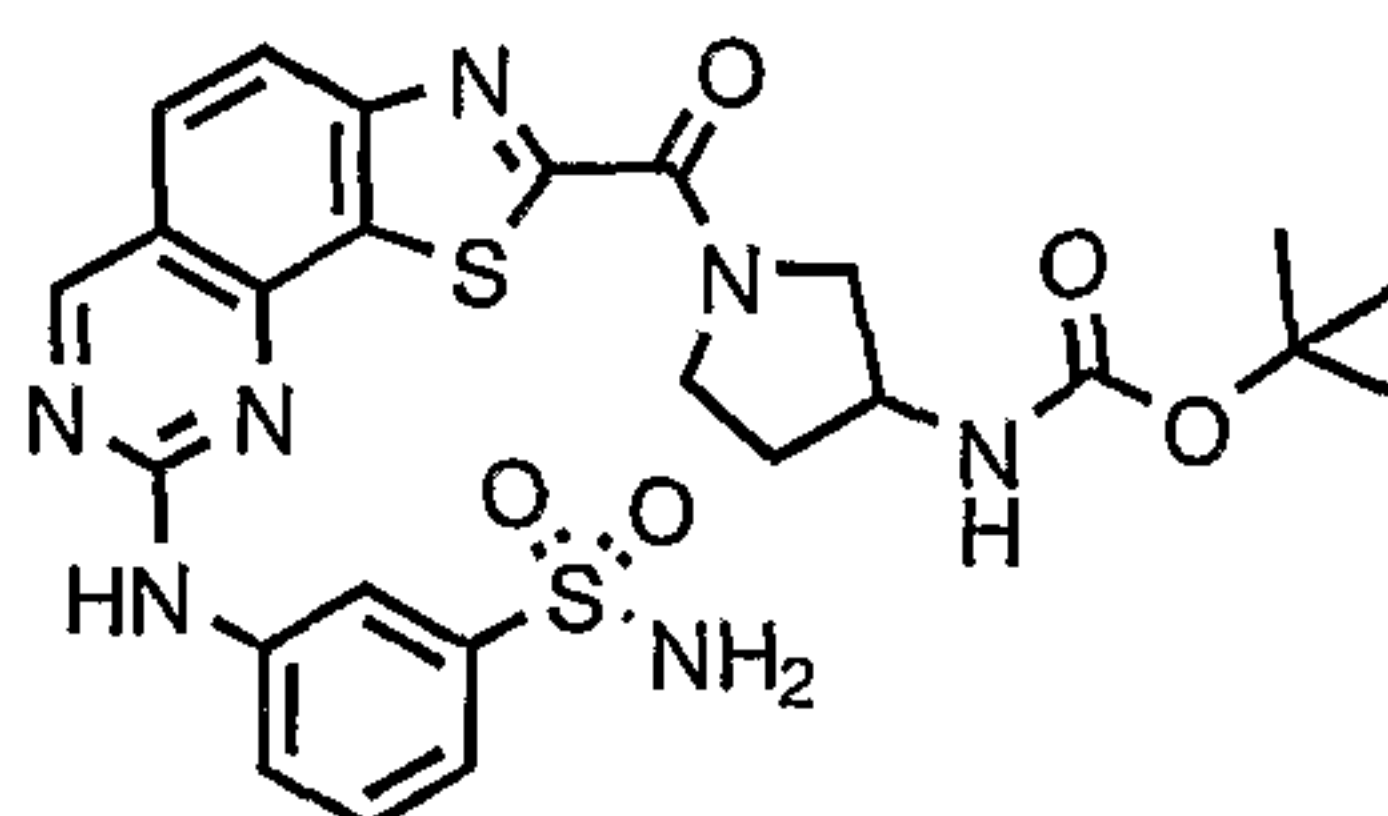
nitrogen for 2 hours. The reaction mixture was cooled down to room temperature and the DDQ residues were filtered. The mother liquor was concentrated *in vacuo* and the resulting crude residue was triturated in a mixture of EtOAc, MeOH and DCM. The resulting solid was filtered to afford 523mg (86% yield) of the title compound as a yellow solid. MS (ES^+) 430, (ES^-) 428. δH (d^6 DMSO) 1.42 (3H, t), 4.51 (2H, q), 7.37 (2H, s), 7.52 (1H, d), 7.60 (1H, t), 8.09 (1H, d), 8.14 (2H, s), 8.70 (1H, s), 9.55 (1H, s), 10.59 (1H, s).

Example 37



[0332] 8-(3-Sulfamoyl-phenylamino)-thiazolo[4,5-*h*]-quinazoline-2-carboxylic acid: 8-(3-Sulfamoyl-phenylamino)-thiazolo[4,5-*h*]-quinazoline-2-carboxylic acid ethyl ester (494mg, 1.15mmol) was suspended in a mixture of EtOH (30ml) and 1N sodium hydroxide (20ml). The mixture was stirred at room temperature for 12h. EtOH was removed *in vacuo* and the residual crude mixture was neutralised with 1N HCl (20ml). The resulting solid was filtered and dried *under vacuo* to afford 0.473g of a brownish solid. MS (ES^+) 402, (ES^-) 400. δH (d^6 DMSO) 7.37 (2H, s), 7.50 (1H, d), 7.60 (1H, t), 8.06 (2H, s), 8.16 (1H, d), 8.62 (1H, s), 9.50 (1H, s), 10.52 (1H, s), 14.80 (1H, br s).

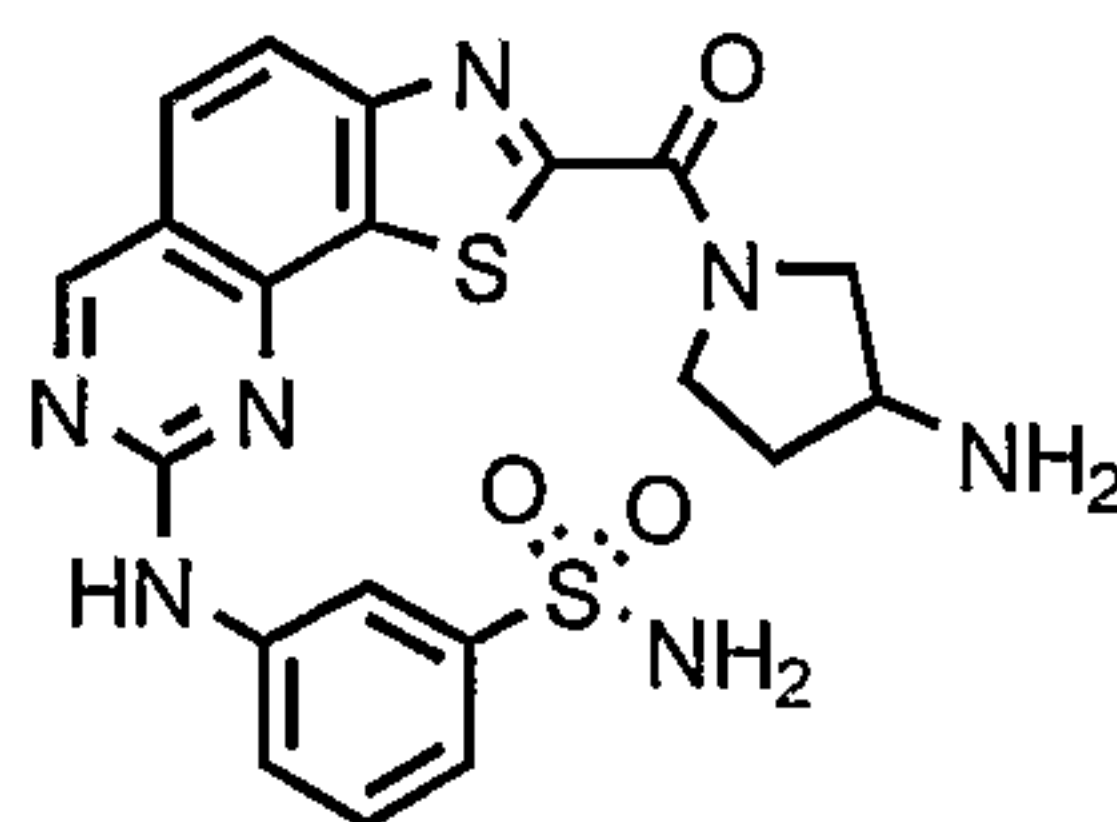
Example 38



[0333] {1-[8-(3-Sulfamoyl-phenylamino)-thiazolo[4,5-*h*]-quinazoline-2-carbonyl]-pyrrolidin-3-yl}-carbamic acid *tert*-butyl ester: Diisopropylethylamine (68 μ l, 0.39mmol) was added to a mixture of 8-(3-Sulfamoyl-phenylamino)-thiazolo[4,5-*h*]-quinazoline-2-carboxylic acid (78mg, 0.19mmol), 3-(*tert*-butoxycarbonylamino)pyrrolidine (36.2mg, 0.19mmol) and PyBrop (91mg, 0.19mmol) in dimethylformamide (1ml). The reaction mixture was stirred at room temperature for 12h. The reaction was concentrated under reduced pressure, redissolved in isopropanol (~10mL) and water was added (~5mL). The precipitate formed was isolated by filtration and washed with water (1 x 5mL), dilute NaHSO₄ (1 x

5mL), water (1 x 5mL), saturated Na₂CO₃ (1 x 5mL), water (1 x 5mL), isopropanol (1 x 5mL), diethyl ether (4 x 5mL) giving a yellow powder (87mg, 80% yield). MS (ES⁺) 570, (ES⁻) 568.

Example 39



[0334] **3-[2-(3-aminopyrrolidine-1-carbonyl)-thiazolo[4,5-*h*]quinazolin-8-ylamino]-benzenesulfonamide:** Trifluoroacetic acid (1ml) was added to a suspension of {1-[8-(3-Sulfamoyl-phenylamino)-thiazolo[4,5-*h*]quinazoline-2-carbonyl]-pyrrolidin-3-yl}-carbamic acid *tert*-butyl ester (87mg, 0.15mmol) in dichloromethane (1ml). The reaction mixture was stirred at room temperature for 1 hour. The solution was concentrated under reduced pressure and the residue was purified by reverse phase preparative HPLC [Waters Delta-Pak C18, 15uM, 100 Å column, gradient 10% - 100% B (solvent A: 0.05% TFA in water; solvent B: CH₃CN) over 10 minutes at 25 mL/min] to afford the title compound as a yellow solid. MS (ES⁺) 470, (ES⁻) 468. ¹H (d⁶ DMSO) 2.0-2.5 (4H, m), 3.70-4.05 (3H, m), 4.31-4.44 (2H, m), 7.37 (2H, s), 7.52 (1H, d), 7.60 (1H, t), 8.02-8.13 (6H, m), 8.69 (1H, s), 9.55 (1H, d), 10.57 (1H, s).

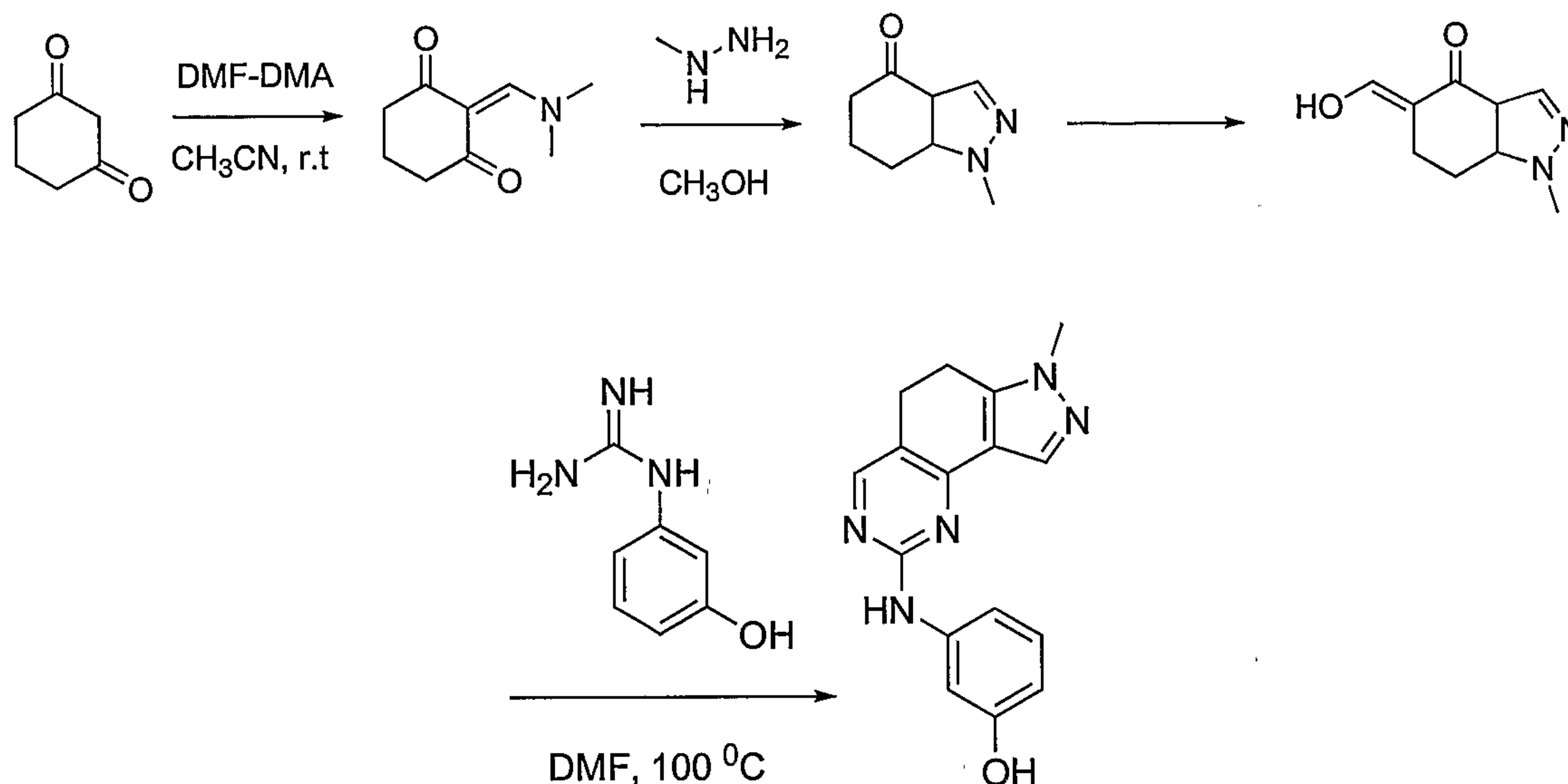
[0335] A variety of other compounds of formula V have been prepared by methods substantially similar to those described in Example 38 and 39. The characterization data for these compounds is summarized in Table 17 below and includes HPLC, LC/MS (observed) and ¹H NMR data.

[0336] ¹H NMR data is summarized in Table 17 below wherein ¹H NMR data was obtained at 400 MHz in deuterated DMSO, unless otherwise indicated, and was found to be consistent with structure. Compound numbers correspond to the compound numbers listed in Table 5.

Table 17. Characterization Data for Selected Compounds of Formula V

Compound No.	M+1(obs)	Rt (min)	¹ H-NMR
V-177 760917	484	6.4	1.50-1.67 (2H, m), 2.00-2.15(2H, m), 3.00-3.13 (1H, m), 3.30-3.50 (2H, m), 4.52-4.58 (1H, m), 5.09-5.15 (1H, m), 7.37 (2H, s), 7.51

			(1H, d), 7.59 (1H, t), 7.92 (3H, br s), 8.02-8.13 (3H, m), 8.74 (1H, s), 9.55 (1H, s), 10.58 (1H, s)
V-178 A	470	/	3.25-3.35 (4H, m), 3.94 (2H, s), 4.56 (2H, s), 7.34 (2H, s), 7.49 (1H, d), 7.58 (1H, t), 8.02-8.13 (3H, m), 8.73 (1H, s), 8.92 (2H, s), 9.56 (1H, s), 10.59 (1H, s)

Example 40

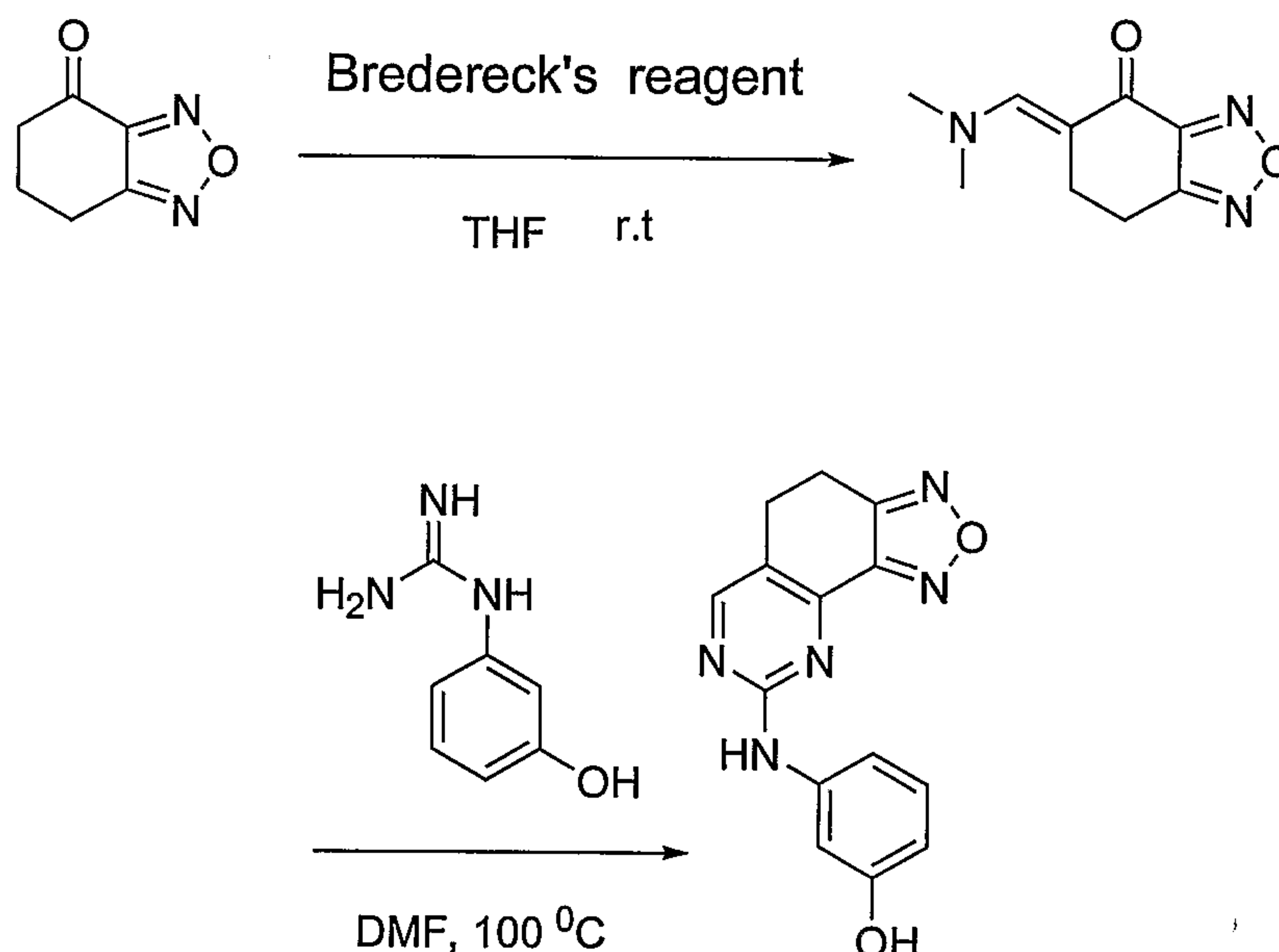
[0337] **2-Dimethylaminomethylene-cyclohexane-1,3-dione:** A MeCN solution of cyclohexane-1,3-dione 2.24 g (0.02 mol) and DMF-DMA 11.9 g (0.1 mol) was stirred at room temperature for 4 h. The solvent was removed under reduced pressure and the product was used for the next step with no purification.

[0338] **1-Methyl-1,3a,5,6,7,7a-hexahydro-indazol-4-one:** A MeOH solution of methylhydrazine 0.046 g (0.01 mol) and 2-dimethylaminomethylene-cyclohexane-1,3-dione 1.67 g (0.01 mol) was stirred at room temperature for 1h, and then was stirred at 50 °C for 1h. NMR of crude material indicated the reaction was completed. Work up: The reaction mixture was diluted with ethyl acetate and washed with brine. The organic phase was dried with MgSO₄, and the solvent was rotary evaporated. The crude product was filtered through silica gel, and 1.03 g pure product was obtained, the yield is 69%.

[0339] **5-Hydroxymethylene-1-methyl-1,3a,5,6,7,7 α -hexahydro-indazol-4-one:** To a MeCN solution of 1-methyl-1,3a,5,6,7,7a-hexahydro-indazol-4-one 1.03 g (0.00686 mol) was added Brederick's reagent 1.79 g (0.010 mol) and the mixture was stirred at 75°C for 2h. Thin layer chromatography indicated starting material to be the major component, hence 3 equivalents of DMF-DMA were added and the reaction mixture was stirred at 80°C overnight. The solvent was evaporated and the crude material was used for next step.

[0340] **3-(7-Methyl-5,7-dihydro-6H-pyrazolo[3,4-*h*]quinazolin-2-ylamino)-phenol:** To the DMF solution of crude 5-hydroxymethylene-1-methyl-1,3a,5,6,7,7a-hexahydro-indazol-4-one was added 10 eq of *N*-(3-hydroxy-phenyl)-guanidine, the reaction mixture was stirred at 100 °C for overnight, LC/MS indicated one of the two peaks is the desired product. The DMF solution of reaction mixture was directly injected into prep HPLC, only a portion of the product mixture was purified.

Example 41

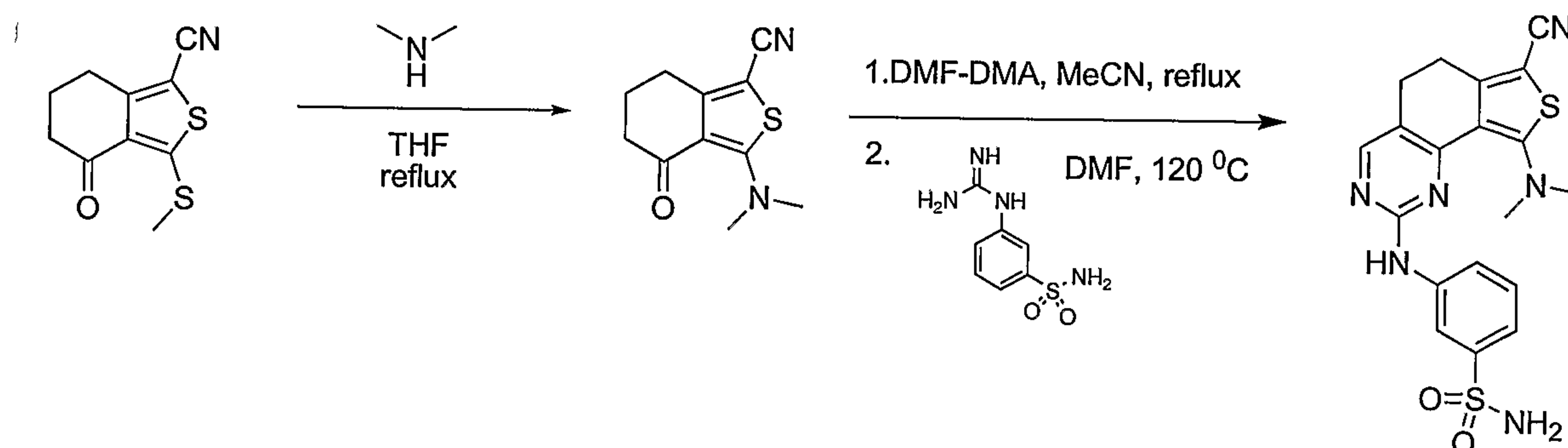


[0341] **5-Dimethylaminomethylene-6,7-dihydro-5H-benzo[1,2,5]oxadiazol-4-one:**

A THF solution of 4,5,6,7-tetrahydro-2,1,3-benzoxadiazole-4-one 1 g (0.00725 mol) and Brederick's reagent 1.89 g (0.0109 mol) was stirred at room temperature for 2 days. The crystalline precipitate was filtered, washed with THF and dried, 0.8g desired product was obtained, the yield is 57%.

[0342] **3-(4,5-dihydro-2-oxa-1,3,7,9-tetraaza-cyclopenta[*a*]naphthalen-8-ylamino)-phenol:** The DMF solution of 5-dimethylaminomethylene-6,7-dihydro-5 *H*-benzo[1,2,5]oxadiazol-4-one 0.1 g (0.00052 mol) and 3 equivalents of *N*-(3-hydroxy-phenyl)-guanidine was stirred at 110 °C for overnight, the final product was purified by directly injecting the DMF reaction solution into prep HPLC.

Example 42



[0343] **3-Dimethylamino-4-oxo-4,5,6,7-tetrahydro-benzo[*c*]thiophene-1-carbonitrile:** A solution of 3-methylsulfanyl-4-oxo-4,5,6,7-tetrahydro-benzo[*c*]thiophene-1-carbonitrile (0.446 g) and dimethylamine (excess) in THF were heated in a sealed tube at 80 °C for 10 days. Aqueous work up and chromatographic purification afforded 0.2 g of 3-dimethylamino-4-oxo-4,5,6,7-tetrahydro-benzo[*c*]thiophene-1-carbonitrile (45%).

[0344] **3-(3-Cyano-1-dimethylamino-4,5-dihydro-2-thia-7,9-diaza-cyclopenta[*a*]naphthalen-8-ylamino)-benzene sulfonamide.**

1. A solution of 3-dimethylamino-4-oxo-4,5,6,7-tetrahydro-benzo[*c*]thiophene-1-carbonitrile 0.2 g (0.9 mmol) and excess of DMF-DMA in MeCN was refluxed overnight. The solvent was evaporated and the crude material was used for the next step without purification.
2. The crude enaminone was heated together with 3-guanidino-benzenesulfonamide in DMF at 120 °C overnight. Following aqueous work up, the product was purified by preparative HPLC.

A solution of 3,4- dihydro-2*H*-naphthalen-1-one in MeCN and 20 eq. of DMF-DMA were stirred at 90 °C overnight. Thin layer chromatography indicated there is almost no desired product, hence 1.2 equivalents of Bredereck's reagent was added, and the reaction mixture stirred at 80 °C overnight. The solvent was removed under reduced pressure and the crude material material was used for the next step with no further purification.

A solution of 2-dimethylaminomethylene-3,4-dihydro-2*H*-naphthalen-1-one 100mg in 5ml DMF and 3 eq. of *N*-phenyl-guanidine was stirred at 110 °C for overnight, the product was purified by directly injecting the DMF reaction solution into prep HPLC.

Example 1: Aurora-2 Inhibition Assay:

[0347] Compounds were screened for their ability to inhibit Aurora-2 using a standard coupled enzyme assay (Fox et al., Protein Sci., (1998) 7, 2249). Assays were carried out in a mixture of 100mM Hepes (pH7.5), 10mM MgCl₂, 1mM DTT, 25mM NaCl, 2.5mM phosphoenolpyruvate, 300 μM NADH, 30 μg/ml pyruvate kinase and 10 μg/ml lactate dehydrogenase. Final substrate concentrations in the assay were 400μM ATP (Sigma

Chemicals) and 570 μ M peptide (Kemptide, American Peptide, Sunnyvale, CA). Assays were carried out at 30 °C and in the presence of 40nM Aurora-2.

[0348] An assay stock buffer solution was prepared containing all of the reagents listed above, with the exception of Aurora-2 and the test compound of interest. 55 μ l of the stock solution was placed in a 96 well plate followed by addition of 2 μ l of DMSO stock containing serial dilutions of the test compound (typically starting from a final concentration of 7.5 μ M). The plate was preincubated for 10 minutes at 30°C and the reaction initiated by addition of 10 μ l of Aurora-2. Initial reaction rates were determined with a Molecular Devices SpectraMax Plus plate reader over a 10 minute time course. IC₅₀ and K_i data were calculated from non-linear regression analysis using the Prism software package (GraphPad Prism version 3.0cx for Macintosh, GraphPad Software, San Diego California, USA).

[0349] Compounds of the present invention were shown to inhibit Aurora-2 using the assay methods described above. In general, compounds of the invention are effective for the inhibition of Aurora-2.

Example 2: CDK-2 Inhibition Assay

[0350] Compounds were screened for their ability to inhibit Cdk2/cyclin A using a standard coupled enzyme assay (Fox et al., Protein Sci., (1998) 7, 2249). Assays were carried out in a mixture of 25mM Hepes (pH7.5), 10mM MgCl₂, 0.5mM DTT, 2.5mM phosphoenolpyruvate, 300 μ M NADH, 30 μ g/ml pyruvate kinase and 10 μ g/ml lactate dehydrogenase. Final substrate concentrations in the assay were 500 μ M ATP (Sigma Chemicals) and 150 μ M peptide (Histone H1, Upstate Biotechnology, UK). Assays were carried out at 30 °C and in the presence of 9nM Cdk2/cyclin A.

[0351] An assay stock buffer solution was prepared containing all of the reagents listed above, with the exception of ATP and the test compound of interest. 60 μ l of the stock solution was placed in a 96 well plate followed by addition of 2 μ l of DMSO stock containing serial dilutions of the test compound (typically starting from a final concentration of 7.5 μ M). The plate was preincubated for 10 minutes at 30°C and the reaction initiated by addition of 5 μ l of ATP. Initial reaction rates were determined with a Molecular Devices SpectraMax Plus plate reader over a 10 minute time course. IC₅₀ and K_i data were calculated from non-linear regression analysis using the Prism software package (GraphPad Prism version 3.0cx for Macintosh, GraphPad Software, San Diego California, USA).

[0352] Compounds of the present invention were shown to inhibit CDK-2 using the assay methods described above. In general, compounds of the invention are effective for the inhibition of CDK-2.

Example 3: Inhibition of c-KIT:

[0353] Compounds were screened for their ability to inhibit c-KIT activity using a radiometric filter-binding assay. This assay monitors the ^{33}P incorporation into a substrate poly(Glu, Tyr) 4:1 (pE4Y). Reactions were carried out in a solution containing 100 mM HEPES (pH 7.5), 10 mM MgCl_2 , 25 mM NaCl, 1 mM DTT, 0.01% BSA and 2.5% DMSO. Final substrate concentrations in the assay were 700 μM ATP and 0.5mg/mL pE4Y (both from Sigma Chemicals, St Louis, MO). The final concentration of compounds is generally between 0.01 and 5 μM . Typically, a 12-point titration was conducted by preparing serial dilutions from 10 mM DMSO stock of test compound. Reactions were carried out at room temperature.

[0354] Two assay solutions were prepared. Solution 1 contains 100 mM HEPES (pH7.5), 10 mM MgCl_2 , 25 mM NaCl, 1 mg/ml pE4Y and 1.4 mM ATP(containing 0.5 μCi of $[\gamma\text{-}^{33}\text{P}]\text{ATP}$ for each reaction). Solution 2 contains 100 mM HEPES (pH7.5), 10 mM MgCl_2 , 25 mM NaCl, 2 mM DTT, 0.02% BSA and 25 nM c-KIT. The assay was run on a 96 well plate by mixing 33 μL of Solution1 and 1.65 μL of the test compounds. The reaction was initiated with 33 μL of Solution2. After incubation for 20 minutes at room temperature, the reaction was stopped with 50 μL of 10% TCA containing 0.2 mM of ATP. All of the reaction volume was then transferred to a filter plate and washed with 5% TCA by a Harvester9600 from TOMTEC (Hamden, CT). The amount of ^{33}P incorporation into pE4y was analyzed by a Packard TopCount Microplate Scintillation Counter (Meriden, CT). The data was fitted using Prism software to get an IC_{50} or K_i .

[0355] In general, compounds of the invention are effective for the inhibition of c-KIT.

Example 4: cMET Inhibition Assay

[0356] Compounds were screened for their ability to inhibit cMet kinase activity using a standard coupled enzyme system (Fox *et al.*, *Protein Sci.* 1998, 7, 2249). Reactions were carried out in a solution containing 100 mM HEPES (pH 7.5), 10 mM MgCl_2 , 25 mM NaCl, 300 μM NADH, 1 mM DTT, and 1.5% DMSO. Final substrate concentrations in the assay were 200 μM ATP (Sigma Chemicals, St Louis, MO) and 10 μM polyGluTyr (Sigma

Chemical Company, St. Louis). Reactions were carried out at 30 °C and 80 nM cMet. Final concentrations of the components of the coupled enzyme system were 2.5 mM phosphoenolpyruvate, 300 µM NADH, 30 µg/ml pyruvate kinase and 10 µg/ml lactate dehydrogenase.

[0357] An assay stock buffer solution was prepared containing all of the reagents listed above with the exception of ATP and a test compound of the present invention. The assay stock buffer solution (175 µl) was incubated in a 96 well plate with 5 µl of the test compound of the present invention at final concentrations spanning 0.006 µM to 12.5 µM at 30 °C for 10 min. Typically, a 12 point titration was conducted by preparing serial dilutions (from 10 mM compound stocks) with DMSO of the test compounds of the present invention in daughter plates. The reaction was initiated by the addition of 20 µl of ATP (final concentration 200 µM). Rates of reaction were obtained using a Molecular Devices Spectramax plate reader (Sunnyvale, CA) over 10 min at 30 °C. The K_i values were determined from the rate data as a function of inhibitor concentration.

[0358] Compounds of the present invention were shown to inhibit cMet using the assay methods described above. In general, compounds of the invention are effective for the inhibition of cMet.

Example 5: ERK Inhibition Assay

[0359] Compounds were assayed for the inhibition of ERK2 by a spectrophotometric coupled-enzyme assay (Fox et al. *Protein Sci.* 1998, 7, 2249). In this assay, a fixed concentration of activated ERK2 (10 nM) was incubated with various concentrations of a compound of the present invention in DMSO (2.5 %) for 10 min. at 30°C in 0.1 M HEPES buffer (pH 7.5), containing 10 mM MgCl₂, 2.5 mM phosphoenolpyruvate, 200 µM NADH, 150 µg/ml pyruvate kinase, 50 µg/ml lactate dehydrogenase, and 200 µM erktide peptide. The reaction was initiated by the addition of 65 µM ATP. The rate of decrease of absorbance at 340 nM was monitored. The K_i values were determined from the rate data as a function of inhibitor concentration.

[0360] In general, compounds of the invention are effective for the inhibition of ERK-2.

Example 6: FLT-3 Inhibition Assay

[0361] Compounds were screened for their ability to inhibit FLT-3 activity using a radiometric filter-binding assay. This assay monitors the ³³P incorporation into a substrate

poly(Glu, Tyr) 4:1 (pE4Y). Reactions were carried out in a solution containing 100 mM HEPES (pH 7.5), 10 mM MgCl₂, 25 mM NaCl, 1 mM DTT, 0.01% BSA and 2.5% DMSO. Final substrate concentrations in the assay were 90 μM ATP and 0.5mg/ml pE4Y (both from Sigma Chemicals, St Louis, MO). The final concentration of a compound of the present invention is generally between 0.01 and 5 μM. Typically, a 12-point titration was conducted by preparing serial dilutions from 10 mM DMSO stock of test compound. Reactions were carried out at room temperature.

[0362] Two assay solutions were prepared. Solution 1 contains 100 mM HEPES (pH 7.5), 10 mM MgCl₂, 25 mM NaCl, 1 mg/ml pE4Y and 180 μM ATP(containing 0.3μCi of [γ -³³P]ATP for each reaction). Solution 2 contains 100 mM HEPES (pH 7.5), 10 mM MgCl₂, 25 mM NaCl, 2 mM DTT, 0.02% BSA and 3 nM FLT-3. The assay was run on a 96 well plate by mixing 50μl each of Solution 1 and 2.5 ml of the compounds of the present invention. The reaction was initiated with Solution 2. After incubation for 20 minutes at room temperature, the reaction was stopped with 50μl of 20% TCA containing 0.4mM of ATP. All of the reaction volume was then transferred to a filter plate and washed with 5% TCA by a Harvester 9600 from TOMTEC (Hamden, CT). The amount of ³³P incorporation into pE4y was analyzed by a Packard Top Count Microplate Scintillation Counter (Meriden, CT). The data was fitted using Prism software to get an IC₅₀ or K_i.

[0363] Compounds of the present invention were shown to inhibit FLT-3 using the assay methods described above. In general, compounds of the invention are effective for the inhibition of FLT-3.

Example 7: GSK-3 Inhibition Assay:

[0364] Compounds were screened for their ability to inhibit GSK-3β using a standard coupled enzyme assay (Fox et al., Protein Sci., (1998) 7, 2249). Assays were carried out in a mixture of 100mM Hepes (pH7.5), 10mM MgCl₂, 1mM DTT, 25mM NaCl, 2.5mM phosphoenolpyruvate, 300 μM NADH, 30 μg/ml pyruvate kinase and 10 μg/ml lactate dehydrogenase. Final substrate concentrations in the assay were 60μM ATP (Sigma Chemicals) and 300μM peptide (HSSPHQS(PO₃H₂)EDEEE, American Peptide, Sunnyvale, CA). Assays were carried out at 30 °C and in the presence of 35nM GSK-3β.

[0365] An assay stock buffer solution was prepared containing all of the reagents listed above, with the exception of ATP and the test compound of interest. 60 μl of the stock

solution was placed in a 96 well plate followed by addition of 2 μ l of DMSO stock containing serial dilutions of the test compound (typically starting from a final concentration of 7.5 μ M). The plate was preincubated for 10 minutes at 30°C and the reaction initiated by addition of 5 μ l of ATP. Initial reaction rates were determined with a Molecular Devices SpectraMax Plus plate reader over a 10 minute time course. IC₅₀ and K_i data were calculated from non-linear regression analysis using the Prism software package (GraphPad Prism version 3.0cx for Macintosh, GraphPad Software, San Diego California, USA).

[0366] In general, compounds of the invention are effective for the inhibition of GSK-3.

Example 8: JAK Inhibition Assay

[0367] Method A

[0368] Compounds of the present invention were screened for their ability to inhibit JAK activity using the method described by G. R. Brown *et al.*, *Bioorg. Med. Chem. Lett.* **2000**, *10*, 575-579 in the following manner. Into Maxisorb plates, previously coated at 4°C with Poly (Glu, Ala, Tyr) 6:3:1 then washed with phosphate buffered saline 0.05% and Tween (PBST), was added 2 μ M ATP, 5 mM MgCl₂, and a solution of a compound of the present invention in DMSO. The reaction was started with JAK enzyme and the plates incubated for 60 minutes at 30°C. The plates were then washed with PBST, 100 μ l HRP-Conjugated 4G10 antibody was added, and the plate incubated for 90 minutes at 30°C. The plate was again washed with PBST, 100 μ l TMB solution was added, and the plates were incubated for another 30 minutes at 30°C. Sulfuric acid (100 μ l of a 1M solution) was added to stop the reaction and the plate was read at 450 nm to obtain the optical densities for analysis to determine IC₅₀ values and K_i values.

Method B

JAK-3 Assay Components:

“kinase buffer”: 100 mM HEPES pH 7.4; 1 mM DTT; 10 mM MgCl₂; 25 mM NaCl; 0.01%; BSA.

1 nM JAK3 (enzyme)

1 μ M poly(Glu)₄Tyr (substrate)

5 μ M ATP (substrate, 200 uCi/ μ mole ATP)

Procedure:

[0369] To each well of a 96 well polycarbonate plate is added 1.5 ul of a candidate JAK3 inhibitor along with 50 ul of kinase buffer containing 2 uM poly(Glu)₄Tyr and 10 uM ATP. This is then mixed and 50ul of kinase buffer containing 2 nM JAK-3 enzyme is added to start the reaction. After 20 minutes at room temperature (25C), the reaction is stopped with 50ul of 20% trichloroacetic acid (TCA) that also contains 0.4 mM ATP. The entire content of each well is then transferred to a 96 well glass fiber filter plate using a TomTek Cell Harvester. After washing, 60 ul of scintillation fluid is added and ³³P incorporation detected on a Perkin Elmer TopCount.

JAK-2 Assay:

[0370] As above except that final poly(Glu)₄Tyr concentration is 15 uM and final ATP concentration is 12 uM.

[0371] In general, compounds of the invention are effective for the inhibition of JAK (particularly JAK-3).

Example 9: SRC Inhibition Assay:

[0372] Compounds were screened for their ability to inhibit Src using a standard coupled enzyme assay (Fox et al., Protein Sci., (1998) 7, 2249). Assays were carried out in a mixture of 25mM Hepes (pH7.5), 10mM MgCl₂, 2.2mM DTT, 2.5mM phosphoenolpyruvate, 300 μM NADH, 30 μg/ml pyruvate kinase and 10 μg/ml lactate dehydrogenase. Final substrate concentrations in the assay were 100μM ATP (Sigma Chemicals) and 0.28mg/ml peptide (poly 4Glu:Tyr, Sigma Chemicals). Assays were carried out at 30 °C and in the presence of 25nM Src.

[0373] An assay stock buffer solution was prepared containing all of the reagents listed above, with the exception of peptide and the test compound of interest. 60 μl of the stock solution was placed in a 96 well plate followed by addition of 2 μl of DMSO stock containing serial dilutions of the test compound (typically starting from a final concentration of 7.5μM). The plate was preincubated for 10 minutes at 30°C and the reaction initiated by addition of 5 μl of peptide. Initial reaction rates were determined with a Molecular Devices SpectraMax Plus plate reader over a 10 minute time course. IC₅₀ and K_i data were calculated from non-linear regression analysis using the Prism software package (GraphPad Prism version 3.0cx for Macintosh, GraphPad Software, San Diego California, USA).

[0374] In general, compounds of the invention are effective for the inhibition of SRC.

Example 10: LCK Inhibition Assay:

[0375] The compounds were assayed as inhibitors of lck kinase purified from bovine thymus (from Upstate Biotechnology, cat. no. 14-106). Lck kinase activity was monitored by following the incorporation of ^{33}P from ATP into the tyrosine of a random poly Glu-Tyr polymer substrate of composition, Glu:Tyr = 4:1 (Sigma, cat. no. P-0275). The following were the final concentrations of the assay components: 0.05 M HEPES, pH 7.6, 10 mM MgCl_2 , 2 mM DTT, 0.25 mg/ml BSA, 10 μM ATP (1-2 μCi ^{33}P -ATP per reaction), 5 mg/ml poly Glu-Tyr, and 1-2 units of lck kinase. In a typical assay, all the reaction components with the exception of ATP were pre-mixed and aliquoted into assay plate wells. Inhibitors dissolved in DMSO were added to the wells to give a final DMSO concentration of 2.5%. The assay plate was incubated at 30 °C for 10 min before initiating the reaction with ^{33}P -ATP. After 20 min of reaction, the reactions were quenched with 150 μl of 10% trichloroacetic acid (TCA) containing 20 mM Na_3PO_4 . The quenched samples were then transferred to a 96-well filter plate (Whatman, UNI-Filter GF/F Glass Fiber Filter, cat no. 7700-3310) installed on a filter plate vacuum manifold. Filter plates were washed four times with 10% TCA containing 20 mM Na_3PO_4 and then 4 times with methanol. 200 μl of scintillation fluid was then added to each well. The plates were sealed and the amount of radioactivity associated with the filters was quantified on a TopCount scintillation counter.

[0376] In general, compounds of the invention are effective for the inhibition of LCK.

Example 11: SYK Inhibition Assay:

[0377] Compounds were screened for their ability to inhibit Syk using a standard coupled enzyme assay (Fox et al., Protein Sci., (1998) 7, 2249). Assays were carried out in a mixture of 100mM Hepes (pH7.5), 10mM MgCl_2 , 2mM DTT, 25 mM NaCl, 2.5mM phosphoenolpyruvate, 300 μM NADH, 30 $\mu\text{g/ml}$ pyruvate kinase and 10 $\mu\text{g/ml}$ lactate dehydrogenase. Final substrate concentrations in the assay were 100 μM ATP (Sigma Chemicals) and 20 μM peptide (poly 4Glu:Tyr, Sigma Chemicals). Assays were carried out at 30 °C and in the presence of 20nM Syk.

[0378] An assay stock buffer solution was prepared containing all of the reagents listed above, with the exception of Syk enzyme and the test compound of interest. 55 μl of the stock solution was placed in a 96 well plate followed by addition of 2 μl of DMSO stock

containing serial dilutions of the test compound (typically starting from a final concentration of 7.5 μ M). The plate was preincubated for 10 minutes at 30°C and the reaction initiated by addition of 10 μ l of Syk enzyme. Initial reaction rates were determined with a Molecular Devices SpectraMax Plus plate reader over a 10 minute time course. IC₅₀ and K_i data were calculated from non-linear regression analysis using the Prism software package (GraphPad Prism version 3.0cx for Macintosh, GraphPad Software, San Diego California, USA).

[0379] In general, compounds of the invention are effective for the inhibition of SYK.

Example 12: ITK Inhibition Assay:

[0380] The compounds of the present invention were evaluated as inhibitors of human Itk kinase using either a radioactivity-based, spectrophotometric or alphascreen assay.

[0381] Itk Inhibition Assay: Radioactivity-based Assay (Method A)

[0382] Assays were carried out in a mixture of 100 mM HEPES (pH 7.5), 10mM MgCl₂, 25mM NaCl, 0.01% BSA and 1mM DTT. Final substrate concentrations were 15 μ M [γ -³³P]ATP (400 μ Ci ³³P ATP/ μ mol ATP, Amersham Pharmacia Biotech / Sigma Chemicals) and 2 μ M peptide (SAM68 protein Δ 332-443). Assays were carried out at 25 °C. in the presence of 30 nM Itk. An assay stock buffer solution was prepared containing all of the reagents listed above, with the exception of ATP and the test compound of interest. 50 μ L of the stock solution was placed in a 96 well plate followed by addition of 1.5 μ L of DMSO stock containing serial dilutions of the test compound (typically starting from a final concentration of 15 μ M with 2-fold serial dilutions) in duplicate (final DMSO concentration 1.5%). The plate was pre-incubated for 10 minutes at 25°C and the reaction initiated by addition of 50 μ L [γ -³³P]ATP (final concentration 15 μ M).

[0383] The reaction was stopped after 10 minutes by the addition of 50 μ L of a TCA / ATP mixture (20% TCA, 0.4mM ATP). A Unifilter GF/C 96 well plate (Perkin Elmer Life Sciences, Cat no. 6005174) was pretreated with 50 μ L Milli Q water prior to the addition of the entire reaction mixture (150 μ L). The plate was washed with 200 μ L Milli Q water followed by 200 μ L of a TCA / ATP mixture (5% TCA, 1mM ATP). This wash cycle was repeated a further 2 times. After drying, 30 μ L Optiphase 'SuperMix' liquid scintillation cocktail (Perkin Elmer) was added to the well prior to scintillation counting (1450 Microbeta Liquid Scintillation Counter, Wallac).

[0384] IC50 data were calculated from non-linear regression analysis of the initial rate data using the Prism software package (GraphPad Prism version 3.0cx for Macintosh, GraphPad Software, San Diego California, USA).

Itk Inhibition Assay: Alphascreen Assay (Method B)

[0385] Assays were carried out in a mixture of 20 mM MOPS (pH 7.0), 10mM MgCl₂, 0.1% BSA and 1mM DTT. Final substrate concentrations in the assay were 100μM ATP (Sigma Chemicals) and 2μM peptide (Biotinylated SAM68 Δ332-443). Assays were carried out at 25°C and in the presence of 10 nM Itk. An assay stock buffer solution was prepared containing all of the reagents listed above, with the exception of ATP and the test compound of interest. 25 μL of the stock solution was placed in each well of a 96 well plate followed by 1μL of DMSO containing serial dilutions of the test compound (typically starting from a final concentration of 15μM) in duplicate (final DMSO concentration 2%). The plate was preincubated for 10 minutes at 25°C and the reaction initiated by addition of 25μL ATP (final concentration 100μM). Background counts were determined by the addition of 5μL 500mM EDTA to control wells containing assay stock buffer and DMSO prior to initiation with ATP. The reaction was stopped after 30 minutes by diluting the reaction 225-fold into MOPS buffer (20mM MOPS (pH 7.0), 1mM DTT, 10mM MgCl₂, 0.1% BSA) containing 50mM EDTA to bring the final concentration of peptide to 9nM.

[0386] AlphaScreen™ reagents were prepared according to the manufacturers instructions (AlphaScreen™ phosphotyrosine (P-Tyr-100) assay kit, PerkinElmer catalogue number 6760620C). Under subdued lighting, 20μL of AlphaScreen™ reagents were placed in each well of a white half area 96 well plate (Corning Inc. – COSTAR 3693) with 30μL of the stopped, diluted kinase reactions. Plates were incubated in the dark for 60 minutes prior to reading on a Fusion Alpha plate reader (PerkinElmer).

[0387] After removing mean background values for all of the data points, Ki(app) data were calculated from non-linear regression analysis using the Prism software package (GraphPad Prism version 3.0cx for Macintosh, GraphPad Software, San Diego California, USA).

Itk Inhibition Assay: Spectrophotometric Assay (Method C)

[0388] Compounds were screened for their ability to inhibit Itk using a standard coupled enzyme assay (Fox et al., Protein Sci., (1998) 7, 2249).

[0389] Assays were carried out in a mixture of 20 mM MOPS (pH 7.0), 10mM MgCl₂, 0.1% BSA, 1mM DTT, 2.5 mM phosphoenolpyruvate, 300 μ M NADH, 30 μ g/ml pyruvate kinase and 10 μ g/ml lactate dehydrogenase. Final substrate concentrations in the assay were 100 μ M ATP (Sigma Chemicals) and 3 μ M peptide (Biotinylated SAM68 Δ 332-443). Assays were carried out at 25 °C and in the presence of 100nM Itk.

[0390] An assay stock buffer solution was prepared containing all of the reagents listed above, with the exception of ATP and the test compound of interest. 60 μ l of the stock solution was placed in a 96 well plate followed by addition of 2 μ l of DMSO stock containing serial dilutions of the test compound (typically starting from a final concentration of 15 μ M). The plate was preincubated for 10 minutes at 25°C and the reaction initiated by addition of 5 μ l of ATP. Initial reaction rates were determined with a Molecular Devices SpectraMax Plus plate reader over a 10 minute time course. IC₅₀ and K_i data were calculated from non-linear regression analysis using the Prism software package (GraphPad Prism version 3.0cx for Macintosh, GraphPad Software, San Diego California, USA).

[0391] In general, compounds of the invention are effective for the inhibition of Itk. Preferred compounds showed IC₅₀ below 1 μ M in the radioactive incorporation assay (Method A) (I-1, I-2, I-3, I-4, I-5, I-6, I-7, I-8, I-9, I-10, I-11, I-12, I-13, I-14, I-15, I-17, I-18, I-19, I-20, I-21, I-23, I-24, I-25, I-27, I-28, I-29. Preferred compounds showed K_i below 1 μ M in the AlphaScreenTM assay (Method B) (I-36, I-41, II-13, II-34, II-35, II-36, II-37, II-38, II-39, III-4, III-31, III-32, III-33, III-34, III-35, III-38, III-39, III-40, IV-4, V-4, V-36, V-37, V-38, V-39, V-40, V-41, V-42, V-43, V-44, V-45, V-46, V-47, V-48, V-49, V-50, V-51, V-52, V-54). Preferred compounds showed K_i below 1 μ M in the standard coupled enzyme assay (Method C) (V-55, V-56, V-58, V-59, V-60, V-61, V-63, V-67, V-68, V-69, V-70, V-71, V-72, V-73, V-74, V-76, V-77, V-78, V-79, V-80, V-81, V-82, V-83, V-84, V-85, V-86, V-87, V-88, V-89, V-90, V-91, V-92, V-93, V-94, V-95, V-96, V-97, V-98, V-100, V-101, V-102, V-103, V-104, V-105, V-106, V-107, V-108, V-109, V-110, V-111, V-112, V-113, V-114, V-115, V-116, V-117, V-118, V-119, V-120, V-121, V-122, V-125, V-127, V-129, V-130, V-131, V-132, V-133, V-134, V-135, V-136, V-137, V-138, V-139, V-140, V-141, V-142, V-143, V-144, V-145, V-146, V-147, V-148, V-149, V-150, V-151, V-152, V-153, V-154, V-155, V-156, V-157, V-159, V-162, V-165, V-166, V-167, V-170, V-172, V-173, V-175, V-176, V-177, V-178, V-179, V-180, V-182).

Example 13: BTK Inhibition Assay:

[0392] The compounds of the present invention were evaluated as inhibitors of human Btk kinase using either a radioactivity-based or alphascreen assay.

Btk Inhibition Assay: Radioactivity-based Assay

[0393] Assays were carried out in a mixture of 20 mM MOPS (pH 7.0), 10mM MgCl₂, 0.1% BSA and 1mM DTT. Final substrate concentrations in the assay were 50μM [γ -³³P]ATP (200μCi ³³P ATP/ μmol ATP, Amersham Pharmacia Biotech, Amersham, UK / Sigma Chemicals) and 2μM peptide (SAM68 Δ332-443). Assays were carried out at 25°C and in the presence of 25 nM Btk. An assay stock buffer solution was prepared containing all of the reagents listed above, with the exception of the peptide and the test compound of interest. 75 μL of the stock solution was placed in a 96 well plate followed by addition of 2μL of DMSO stock containing serial dilutions of the test compound (typically starting from a final concentration of 15μM) in duplicate (final DMSO concentration 2%). The plate was preincubated for 15 minutes at 25°C and the reaction initiated by addition of 25μL peptide (final concentration 2μM). Background counts were determined by the addition of 100μL 0.2M phosphoric acid + 0.01% TWEEN to control wells containing assay stock buffer and DMSO prior to initiation with peptide.

[0394] The reaction was stopped after 10 minutes by the addition of 100μL 0.2M phosphoric acid + 0.01% TWEEN. A multiscreen phosphocellulose filter 96-well plate (Millipore, Cat no. MAPHN0B50) was pretreated with 100μL 0.2M phosphoric acid + 0.01% TWEEN 20 prior to the addition of 170μL of the stopped assay mixture. The plate was washed with 4 x 200μL 0.2M phosphoric acid + 0.01% TWEEN 20. After drying, 30μL Optiphase 'SuperMix' liquid scintillation cocktail (Perkin Elmer) was added to the well prior to scintillation counting (1450 Microbeta Liquid Scintillation Counter, Wallac).

[0395] After removing mean background values for all of the data points, Ki(app) data were calculated from non-linear regression analysis using the Prism software package (GraphPad Prism version 3.0cx for Macintosh, GraphPad Software, San Diego California, USA).

Btk Inhibition Assay: Alphascreen Assay

[0396] Assays were carried out in a mixture of 20 mM MOPS (pH 7.0), 10mM MgCl₂, 0.1% BSA and 1mM DTT. Final substrate concentrations in the assay were 50μM ATP

(Sigma Chemicals) and 2 μ M peptide (Biotinylated SAM68 Δ 332-443). Assays were carried out at 25 °C and in the presence of 25 nM Btk. An assay stock buffer solution was prepared containing all of the reagents listed above, with the exception of peptide and the test compound of interest. 37.5 μ L of the stock solution was placed in each well of a 96 well plate followed by 1 μ L of DMSO containing serial dilutions of the test compound (typically starting from a final concentration of 15 μ M) in duplicate (final DMSO concentration 2%). The plate was preincubated for 15 minutes at 25°C and the reaction initiated by addition of 12.5 μ L peptide (final concentration 2 μ M). Background counts were determined by the addition of 5 μ L 500mM EDTA to control wells containing assay stock buffer and DMSO prior to initiation with Biotin-SAM68.

[0397] The reaction was stopped after 30 minutes by diluting the reaction 225-fold into MOPS buffer (20mM MOPS (pH 7.0), 1mM DTT, 10mM MgCl₂, 0.1% BSA) containing 50mM EDTA to bring the final concentration of peptide to 9nM.

AlphaScreen™ reagents were prepared according to the manufacturers instructions (AlphaScreen™ phosphotyrosine (P-Tyr-100) assay kit, PerkinElmer catalogue number 6760620C). Under subdued lighting, 20 μ L of AlphaScreen™ reagents were placed in each well of a white half area 96 well plate (Corning Inc. – COSTAR 3693) with 30 μ L of the stopped, diluted kinase reactions. Plates were incubated in the dark for 60 minutes prior to reading on a Fusion Alpha plate reader (PerkinElmer).

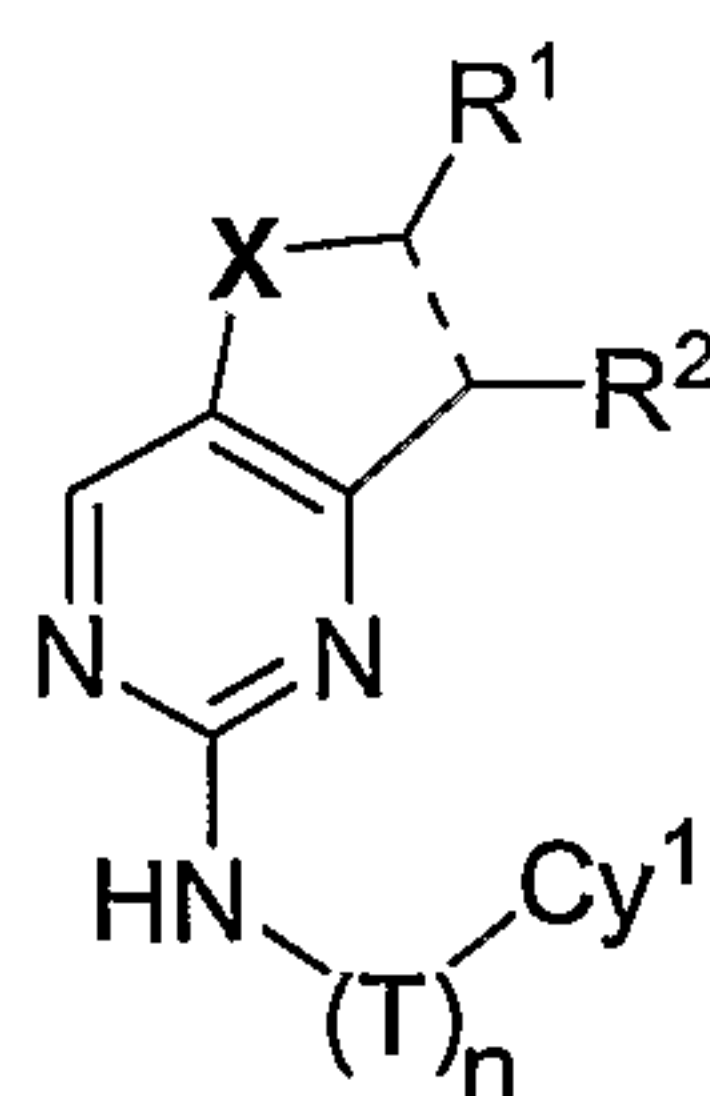
[0398] After removing mean background values for all of the data points, Ki(app) data were calculated from non-linear regression analysis using the Prism software package (GraphPad Prism version 3.0cx for Macintosh, GraphPad Software, San Diego California, USA).

[0399] In general, compounds of the invention are effective for the inhibition of Btk.

[0400] While we have described a number of embodiments of this invention, it is apparent that our basic examples may be altered to provide other embodiments which utilize the compounds and methods of this invention. Therefore, it will be appreciated that the scope of this invention is to be defined by the appended claims rather than by the specific embodiments that have been represented by way of example above.

CLAIMS

1. A compound of formula I:

**I**

or a pharmaceutically acceptable salt thereof, wherein:

X is an optionally substituted C₁-C₃ alkylidene chain wherein one or two non-adjacent methylene units are independently optionally replaced by CO, CONR', NR'CO, SO, SO₂, NR'SO₂, SO₂NR', O, S, or NR';

R¹ and R², taken together with the carbon atoms to which they are bound form an optionally substituted 5- or 6-membered aryl or heteroaryl ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur,

wherein the ring formed by R¹ and R² taken together, and the C₁-C₃ alkylidene chain of X, are each optionally and independently substituted at one or more carbon atoms with y occurrences of -WR^y, wherein y is 0-5; and wherein one or more substitutable nitrogen atoms of the ring formed by R¹ and R² taken together are optionally substituted with -R³;

each occurrence of W is independently a bond or is a C₁-C₆ alkylidene chain wherein up to two non-adjacent methylene units of W are independently optionally replaced by CO, CO₂, COCO, CONR, OCONR, NRNR, NRNRCO, NRCO, NRCO₂, NRCONR, SO, SO₂, NRSO₂, SO₂NR, NRSO₂NR, O, S, or NR; and each occurrence of R^y is independently selected from R', halogen, NO₂, or CN, or -WR^y is =O, =S, or =NR';

T is CHR', CH₂CH(R'), -S(=O)₂, or C(=O);

n is 0 or 1;

Cy¹ is a 3-7 membered saturated, partially unsaturated, or fully unsaturated monocyclic ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur, or an 8-10 membered saturated, partially unsaturated, or fully unsaturated bicyclic ring system having 0-5 heteroatoms independently selected from nitrogen, oxygen, or sulfur,

wherein Cy^1 is optionally substituted at one or more carbon atoms with x independent occurrences of $-\text{QR}^x$; wherein x is 0-5; and at one or more substitutable nitrogen atoms with $-\text{R}^4$; wherein Q is a bond or is a C_1 - C_6 alkylidene chain wherein up to two non-adjacent methylene units of Q are independently optionally replaced by CO , CO_2 , COCO , CONR , OCONR , NRNR , NRNRCO , NRCO , NRCO_2 , NRCONR , SO , SO_2 , NRSO_2 , SO_2NR , NRSO_2NR , O , S , or NR ; and

each occurrence of R^x is independently selected from R' , halogen, NO_2 , CF_3 , or CN ,
or

$-\text{QR}^x$ is $=\text{O}$, $=\text{S}$, or $=\text{NR}'$;

each occurrence of R^3 and R^4 is independently R' , $-\text{COR}'$, $-\text{CO}_2(\text{C}_{1-6} \text{ aliphatic})$, $-\text{CON}(\text{R}')_2$, or $-\text{SO}_2\text{R}'$;

each occurrence of R is independently selected from hydrogen or an optionally substituted C_{1-6} aliphatic group; and each occurrence of R' is independently selected from hydrogen or an optionally substituted group selected from C_{1-8} aliphatic, C_{6-10} aryl, a heteroaryl ring having 5-10 ring atoms, or a heterocyclyl ring having 3-10 ring atoms, or wherein R and R' taken together with the atom(s) to which they are bound, or two occurrences of R' taken together with the atom(s) to which they are bound, form an optionally substituted 3-8 membered cycloalkyl, heterocyclyl, aryl, or heteroaryl ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur; and

the dashed bond represents a single or double bond, as valency permits;

provided that:

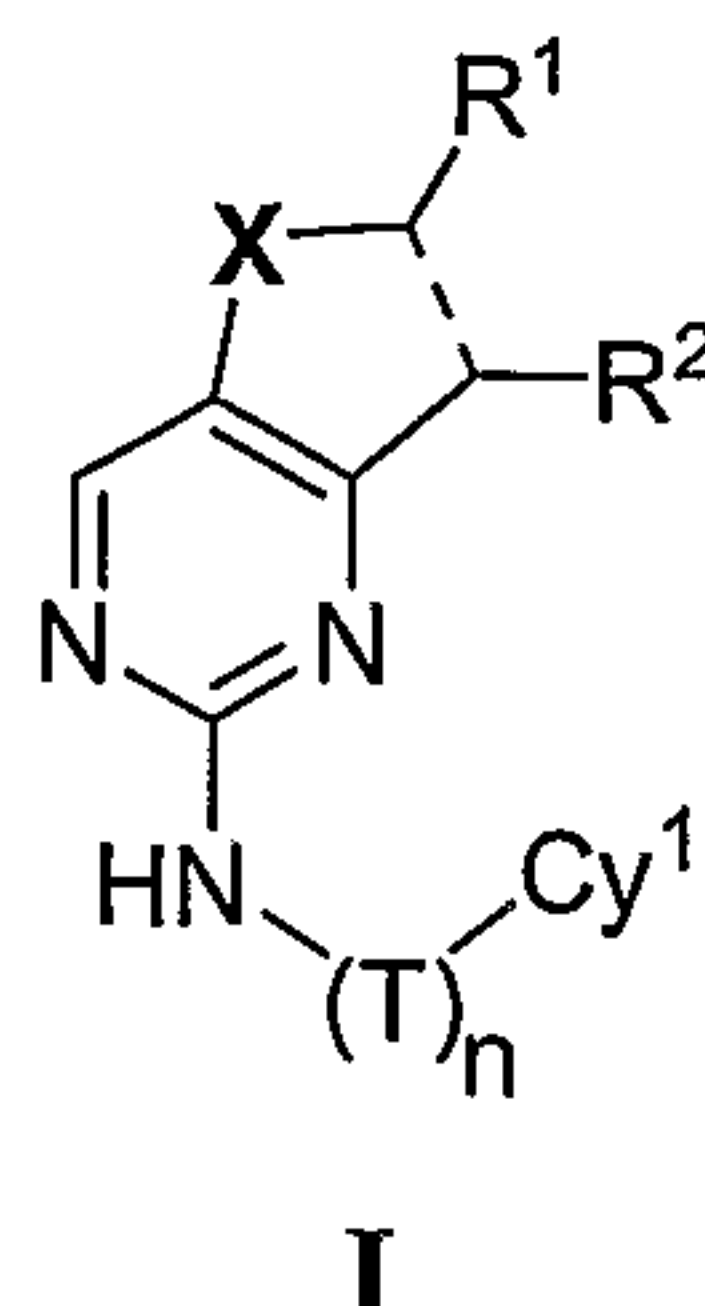
a) when n is 0, Cy^1 is an optionally substituted aryl or heteroaryl group, and X is $-(\text{C}(\text{R})_2)_2-$, $-\text{CH}_2\text{-O}-$, $-\text{O-CH}_2-$, $-\text{S-CH}_2-$, $\text{CH}_2\text{-S-}$, $-\text{CH}_2\text{-N}(\text{R})-$, $-\text{N}(\text{R})\text{-CH}_2-$, $-\text{CH}_2\text{SO-}$, $-\text{SOCH}_2-$, wherein R is hydrogen or C_{1-4} alkyl, then R^1 and R^2 , taken together with the carbon atoms to which they are bound do not form a phenyl ring optionally substituted with C_{1-4} alkyl, C_{1-4} alkoxy, halo, CONR_2 , CO_2R , fused phenyl, NO_2 , or trifluoromethyl;

b) when n is 0, Cy^1 is 3, 4, 5-trimethoxyphenyl, and X is $-(\text{CH}_2)_2-$, then R^1 and R^2 , taken together with the carbon atoms to which they are bound, do not form an unsubstituted thieno ring; and

c) when X is $-(\text{CH}_2)_2-$, n is 0, and Cy^1 is a phenyl group bearing one or more of the following substituents: $-(\text{CH}_2)_2\text{OH}$, $-\text{O}(\text{CH}_2)_2\text{OH}$, $-(\text{CH}_2)_2\text{NMe}_2$, $-\text{O}(\text{CH}_2)_2\text{NHEt}$,

-O(CH₂)₂NEt₂, -OMe and -O(CH₂)₂OS(O)₂-*p*-Tol, then R¹ and R², taken together with the carbon atoms to which they are bound, do not form a methoxy-substituted pyridyl ring.

2. A compound of formula **I**:



or a pharmaceutically acceptable salt thereof, wherein:

X is an optionally substituted C₁-C₃ alkylidene chain wherein one or two non-adjacent methylene units are independently optionally replaced by CO, CONR', NR'CO, SO, SO₂, NR'SO₂, SO₂NR', O, S, or NR';

R¹ and R², taken together with the carbon atoms to which they are bound form an optionally substituted 5- or 6-membered aryl or heteroaryl ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur,

wherein the ring formed by R¹ and R² taken together, and the C₁-C₃ alkylidene chain of X, are each optionally and independently substituted at one or more carbon atoms with y occurrences of -WR^y, wherein y is 0-5; and wherein one or more substitutable nitrogen atoms of the ring formed by R¹ and R² taken together are optionally substituted with -R³;

each occurrence of W is independently a bond or is a C₁-C₆ alkylidene chain wherein up to two non-adjacent methylene units of W are independently optionally replaced by CO, CO₂, COCO, CONR, OCONR, NRNR, NRNRCO, NRCO, NRCO₂, NRCONR, SO, SO₂, NRSO₂, SO₂NR, NRSO₂NR, O, S, or NR; and each occurrence of R^y is independently selected from R', halogen, NO₂, or CN, or -WR^y is =O, =S, or =NR';

T is CHR', CH₂CH(R'), -S(=O)₂, C(=O), CHR'CH₂; CH₂CH₂CH₂, or CH₂CHR'CH₂;
n is 0 or 1;

Cy¹ is a 3-7 membered saturated, partially unsaturated, or fully unsaturated monocyclic ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or

sulfur, or an 8-10 membered saturated, partially unsaturated, or fully unsaturated bicyclic ring system having 0-5 heteroatoms independently selected from nitrogen, oxygen, or sulfur, wherein Cy^1 is optionally substituted at one or more carbon atoms with x independent occurrences of $-QR^X$; wherein x is 0-5; and at one or more substitutable nitrogen atoms with $-R^4$; wherein Q is a bond or is a C_1 - C_6 alkylidene chain wherein up to two non-adjacent methylene units of Q are independently optionally replaced by CO, CO_2 , COCO, CONR, OCONR, NRNR, NRNRCO, NRCO, $NRCO_2$, NRCONR, SO, SO_2 , $NRSO_2$, SO_2NR , $NRSO_2NR$, O, S, or NR; and

each occurrence of R^X is independently selected from R' , halogen, NO_2 , CF_3 , or CN, or

$-QR^X$ is $=O$, $=S$, or $=NR'$;

each occurrence of R^3 and R^4 is independently R' , $-COR'$, $-CO_2(C_{1-6} \text{ aliphatic})$, $-CON(R')_2$, or $-SO_2R'$;

each occurrence of R is independently selected from hydrogen or an optionally substituted C_{1-6} aliphatic group; and each occurrence of R' is independently selected from hydrogen or an optionally substituted group selected from C_{1-8} aliphatic, C_{6-10} aryl, a heteroaryl ring having 5-10 ring atoms, or a heterocyclyl ring having 3-10 ring atoms, or wherein R and R' taken together with the atom(s) to which they are bound, or two occurrences of R' taken together with the atom(s) to which they are bound, form an optionally substituted 3-8 membered cycloalkyl, heterocyclyl, aryl, or heteroaryl ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur; and

the dashed bond represents a single or double bond, as valency permits;

provided that:

a) when n is 0, Cy^1 is an optionally substituted aryl or heteroaryl group, and X is $-(C(R)_2)_2-$, $-CH_2-O-$, $-O-CH_2-$, $-S-C(R)_2-$, $-C(R)_2-S-$, $-CH_2-N(R)-$, $-N(R)-CH_2-$, $-CH_2SO-$, $-SOCH_2-$, $-N(R)SO_2-$, $C=O$, $-CH_2-$, $C=C$, $-N(R)N(R)-$, or $N=N$, wherein R is hydrogen or C_{1-4} alkyl, then R^1 and R^2 , taken together with the carbon atoms to which they are bound do not form a phenyl ring optionally substituted with $-C_{1-4}$ alkyl, $-C_{1-4}$ alkoxy, -halo, $-CONR_2$, $-CO_2R$, fused phenyl, $-NO_2$, $-NR_2$, $-N(CO)R$, $-NSO_2R$, $-N(CO)N(R)_2$, $-SCH_3$, $-SR$, $-CH_2OH$, $-OH$, $-C(O)H$, $-OCH_2Ph$, $-N(CO)OR$, 2-furyl, or trifluoromethyl;

b) when n is 0 and Cy^1 is 3,4,5-trimethoxyphenyl then

- i) when X is $-(CH_2)_2-$, then R^1 and R^2 , taken together with the carbon atoms to which they are bound, do not form an unsubstituted thieno ring; and
- ii) when X is $-CH_2CH_2CH_2-$, then R^1 and R^2 , taken together with the carbon atoms to which they are bound, do not form an unsubstituted phenyl ring;
- c) when X is $-(CH_2)_2-$, n is 0 and Cy^1 is a phenyl group bearing one or more of the following substituents: $-(CH_2)_2OH$, $-O(CH_2)_2OH$, $-(CH_2)_2NMe_2$, $-O(CH_2)_2NHEt$, $-O(CH_2)_2NEt_2$, $-OMe$ and $-O(CH_2)_2OS(O)_2-p-Tol$, then R^1 and R^2 , taken together with the carbon atoms to which they are bound, do not form a methoxy-substituted pyridyl ring; and
- d) when n is 1, T is CH_2 , and X is $-OC(H)(OH)-$, Cy is not optionally substituted pyridyl.

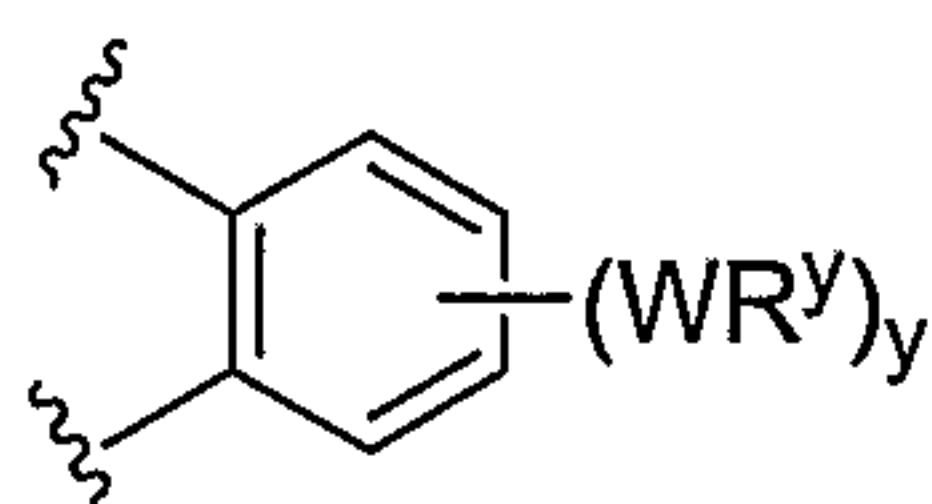
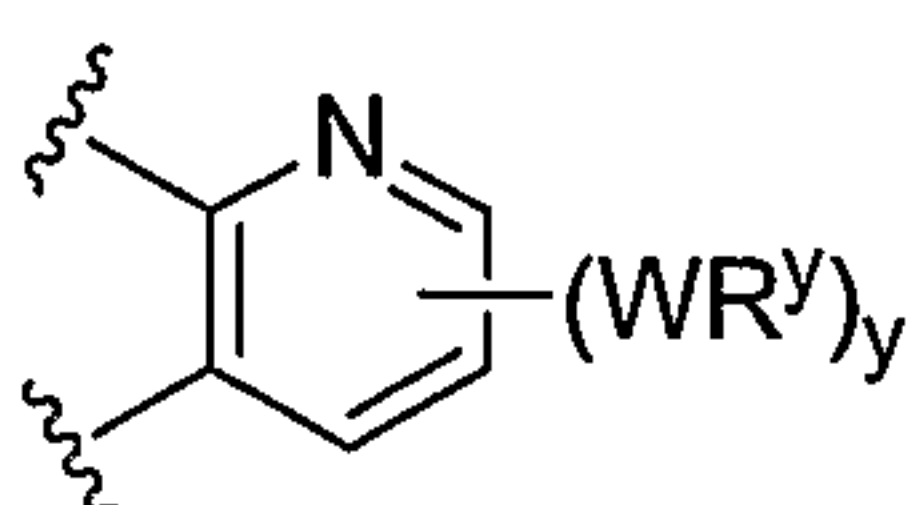
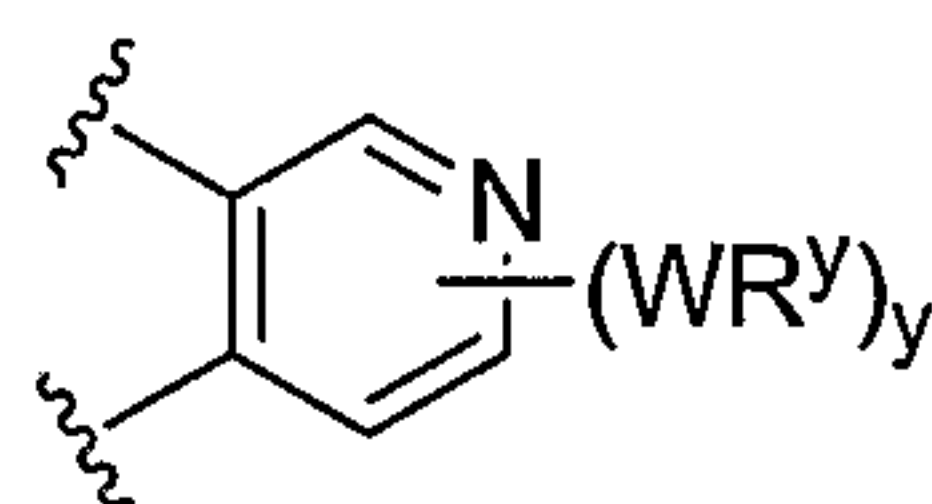
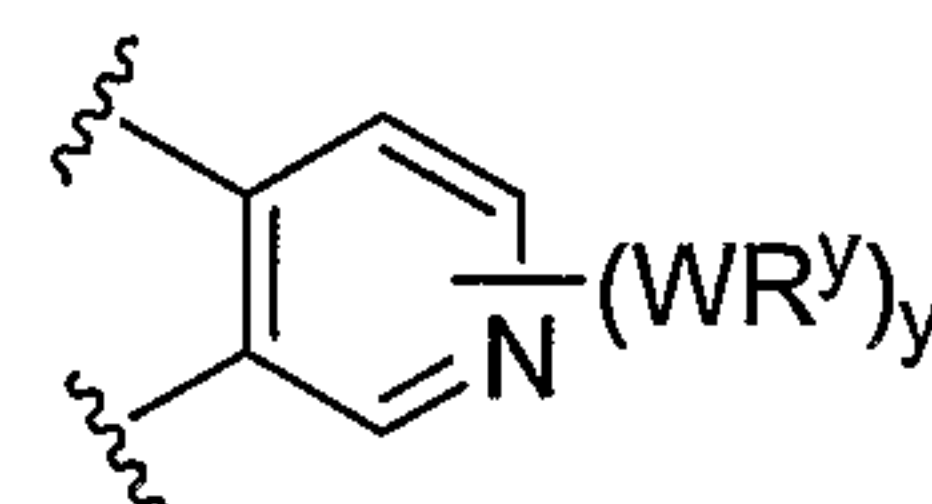
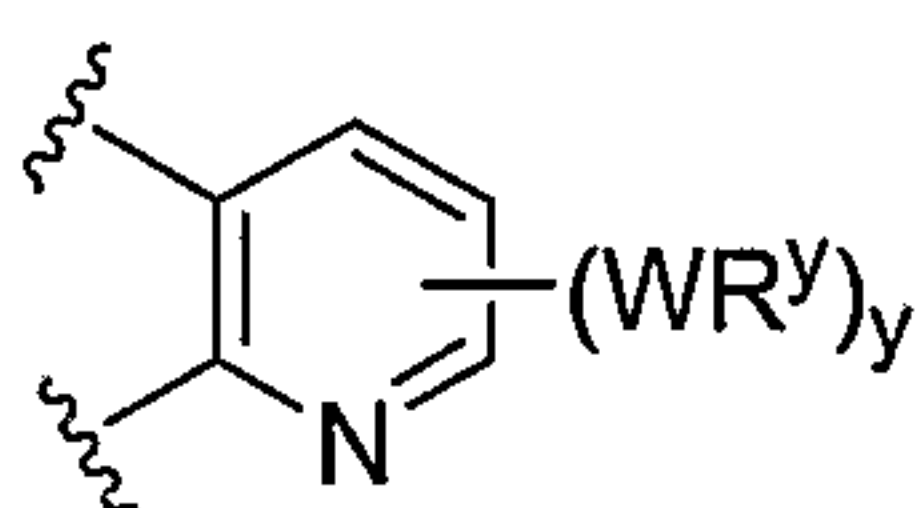
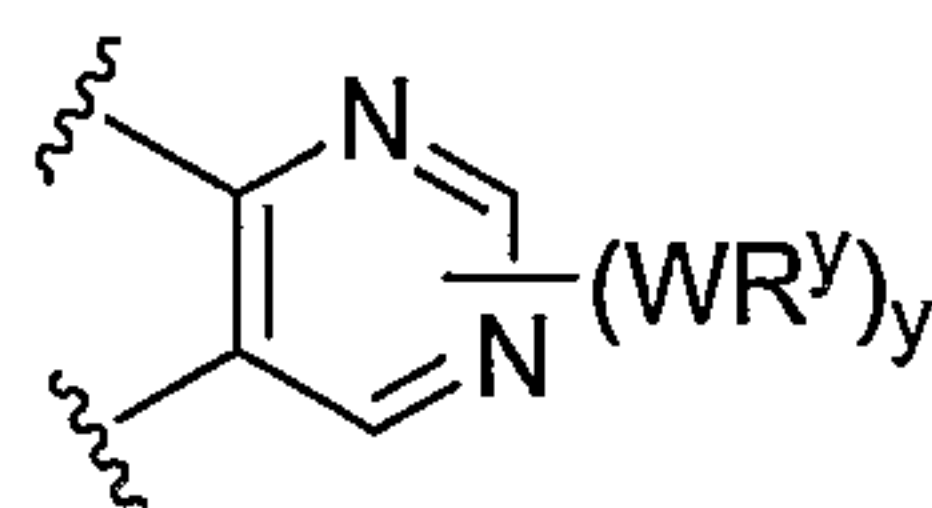
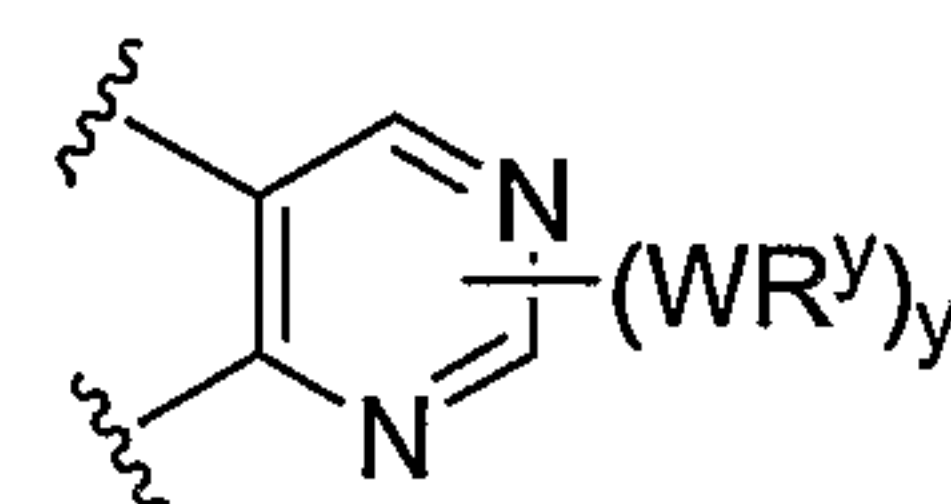
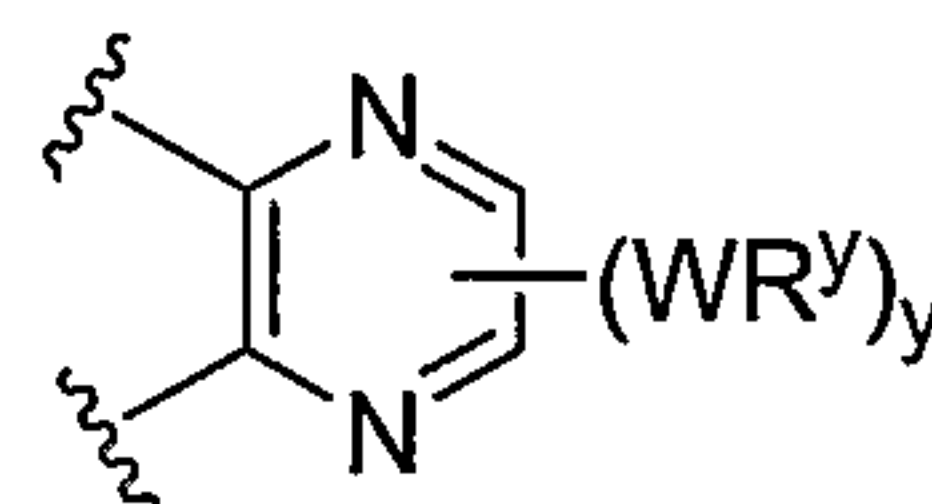
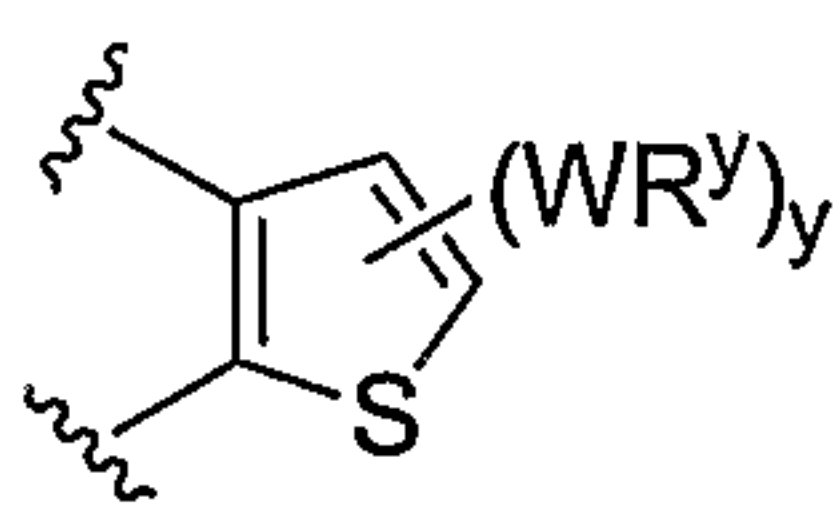
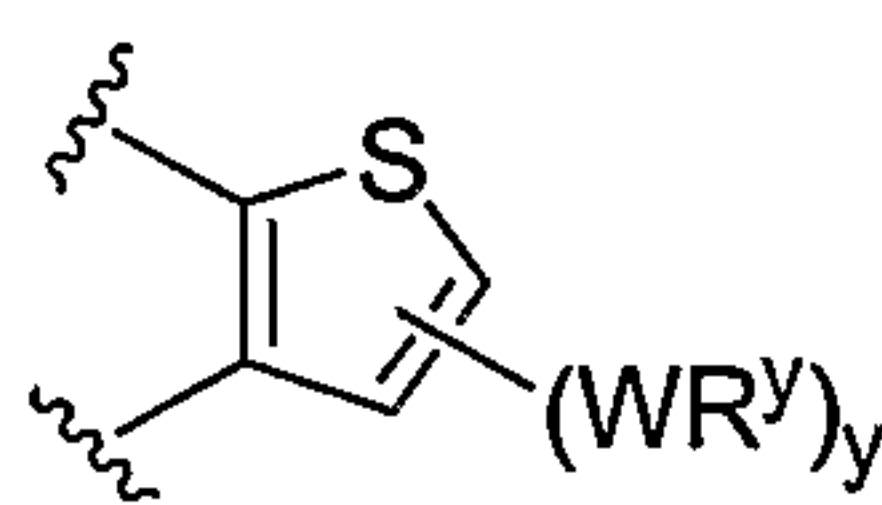
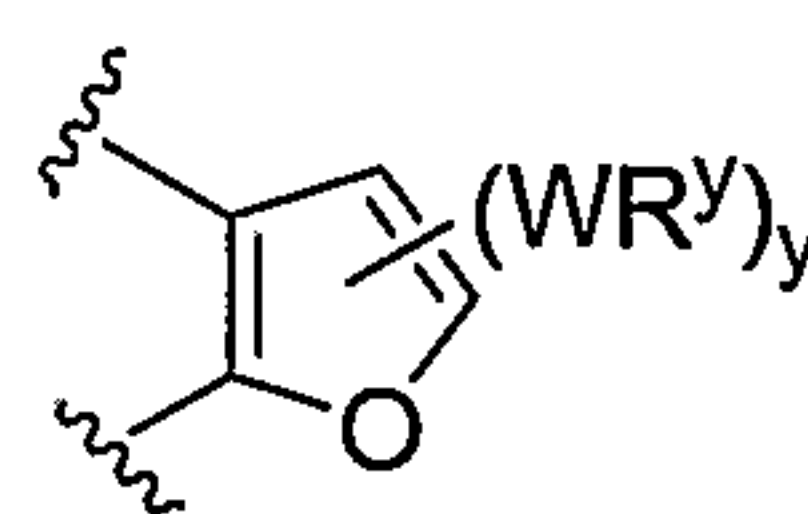
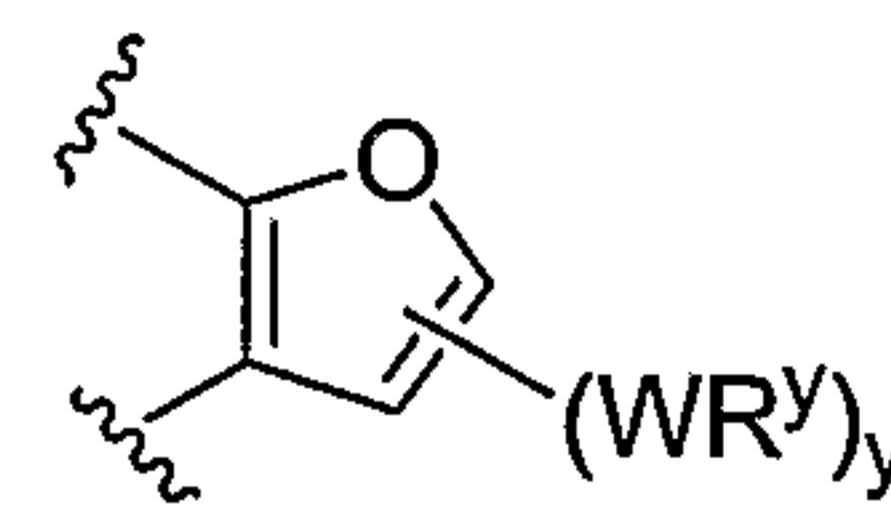
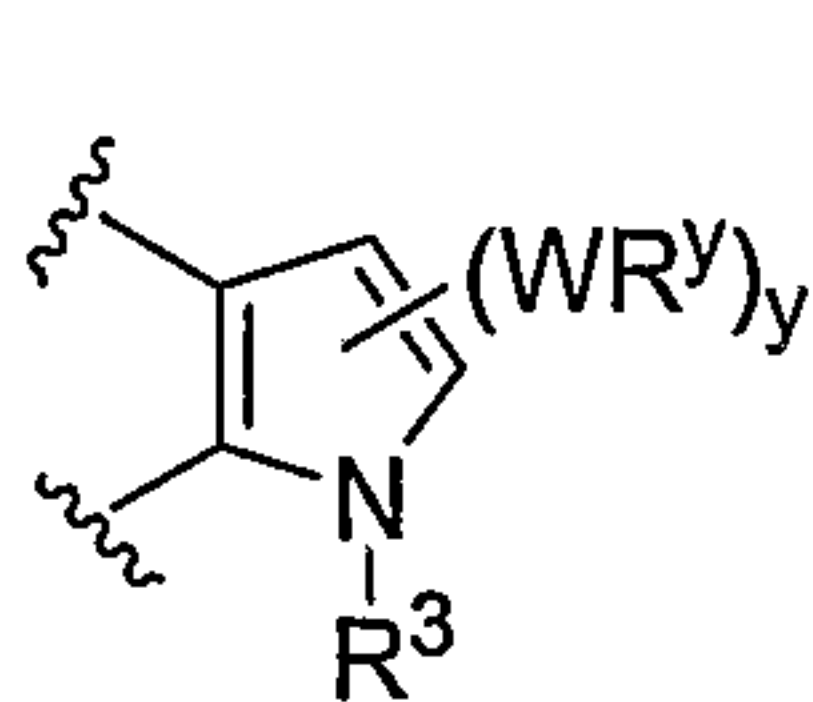
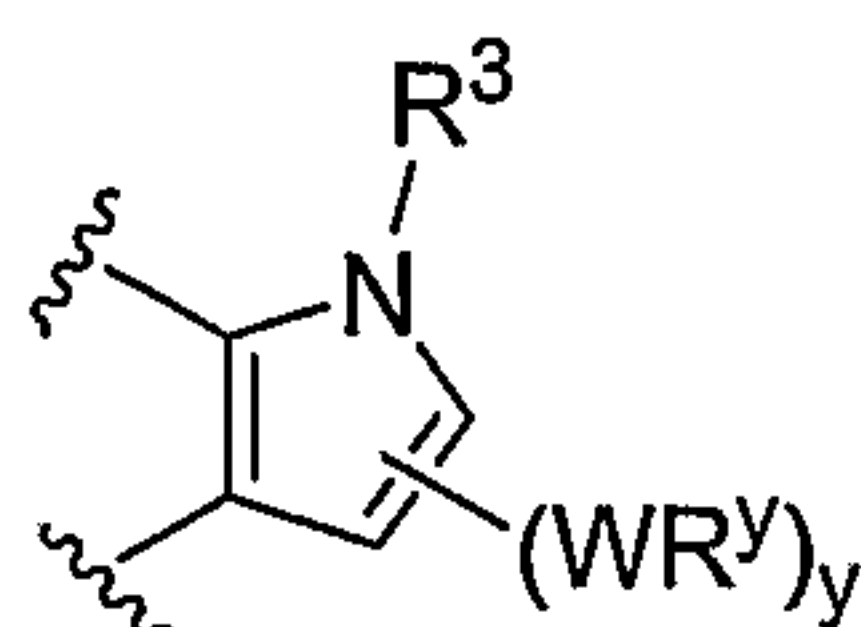
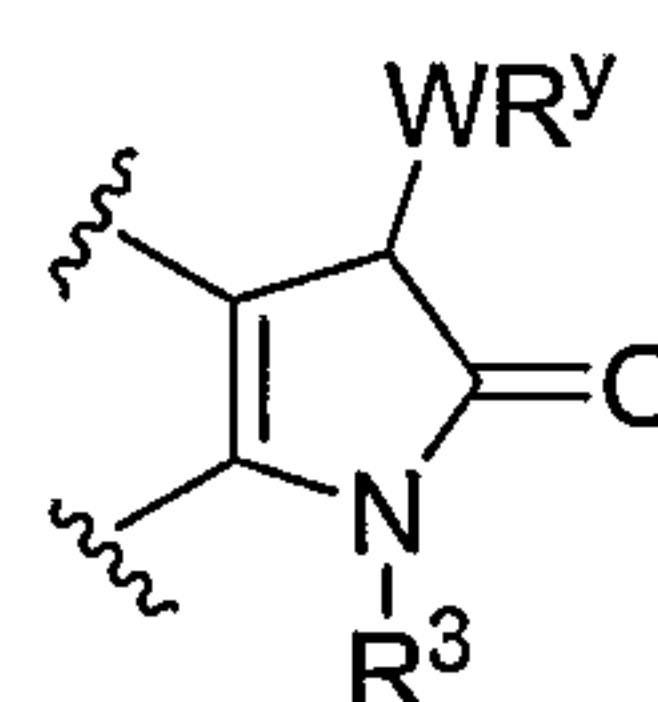
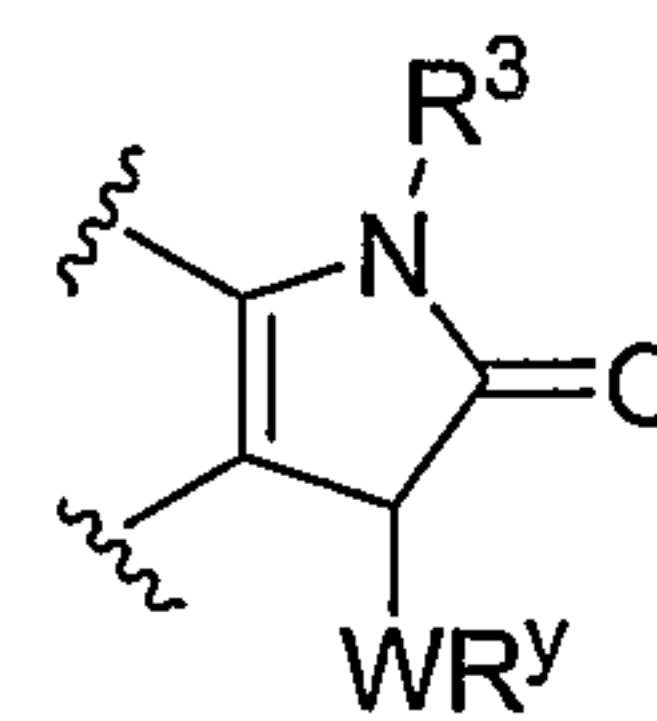
3. The compound of claim 1 or claim 2, wherein:

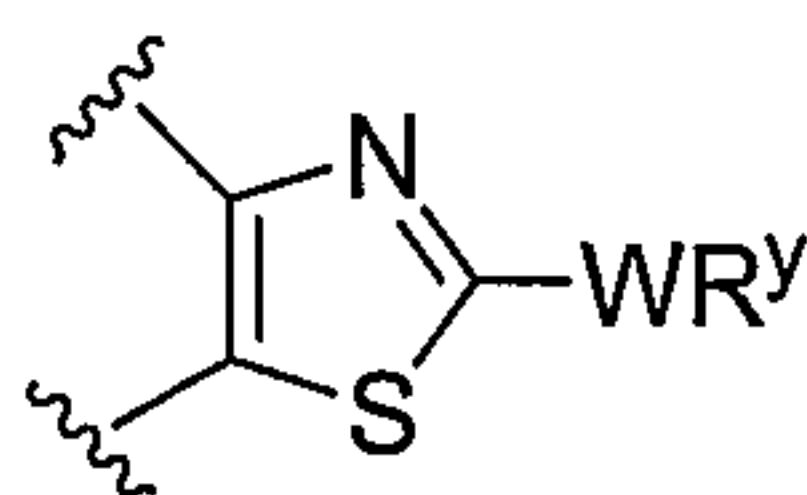
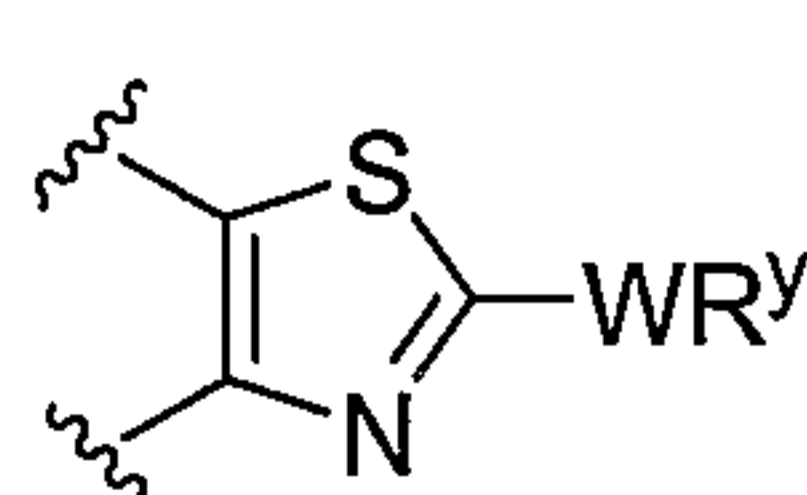
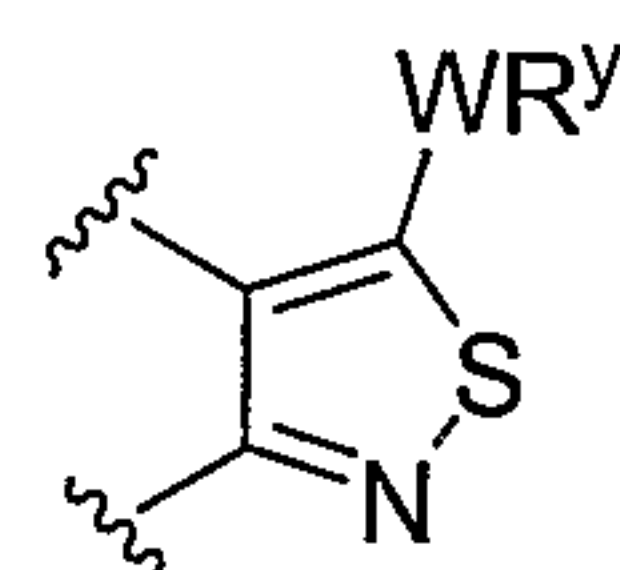
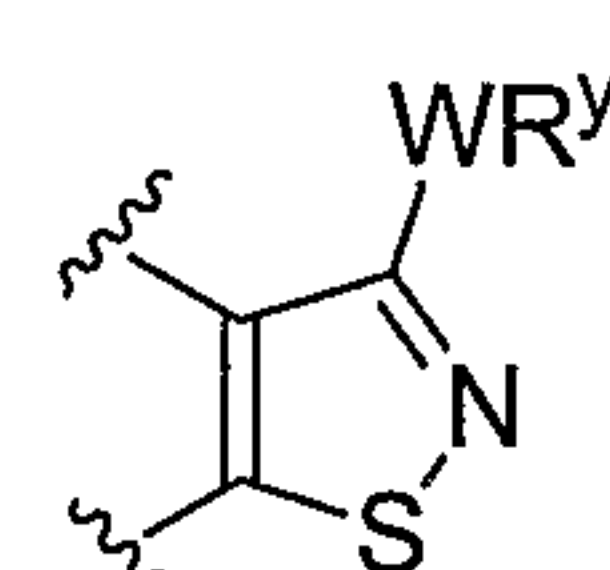
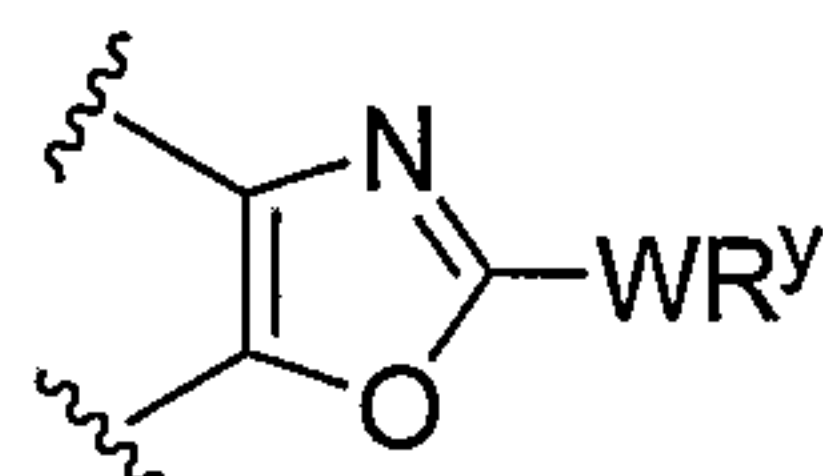
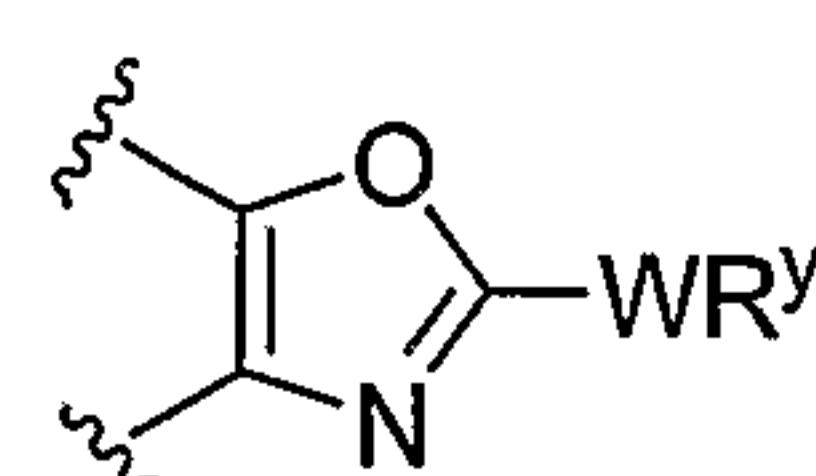
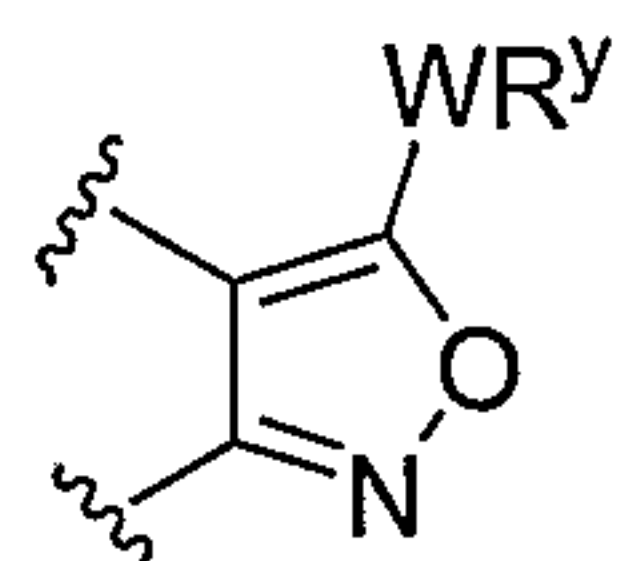
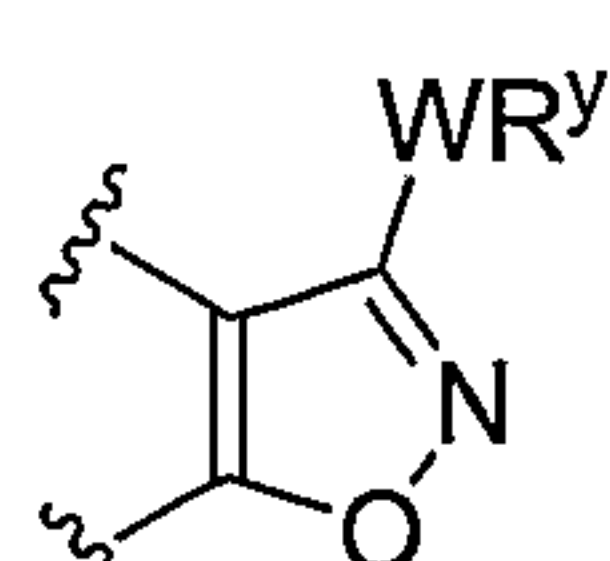
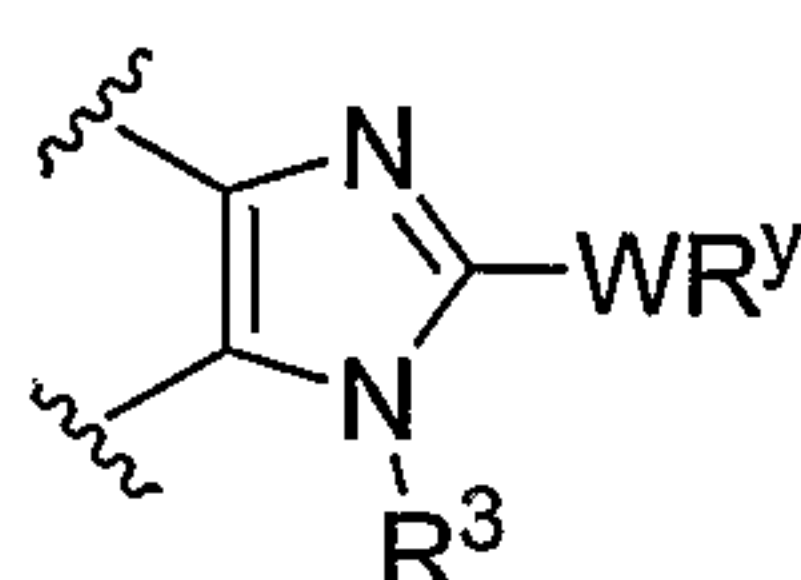
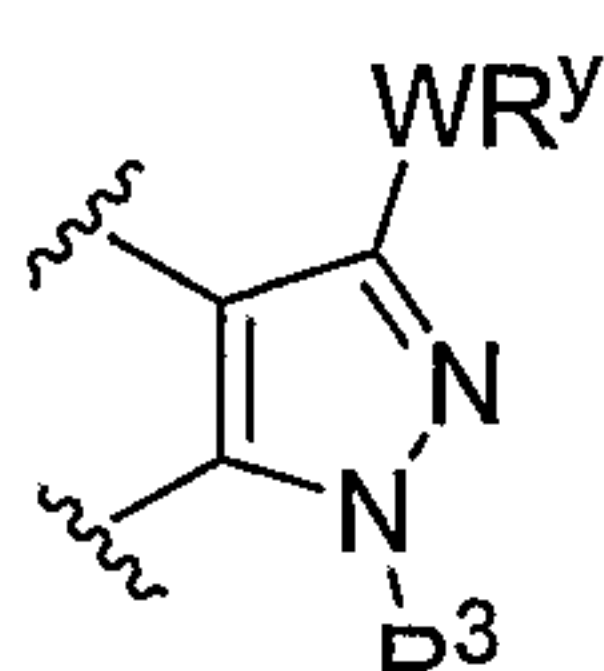
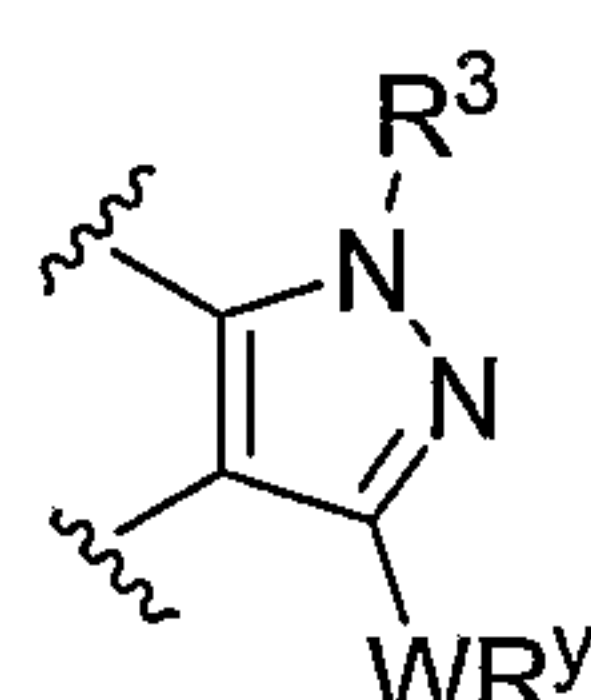
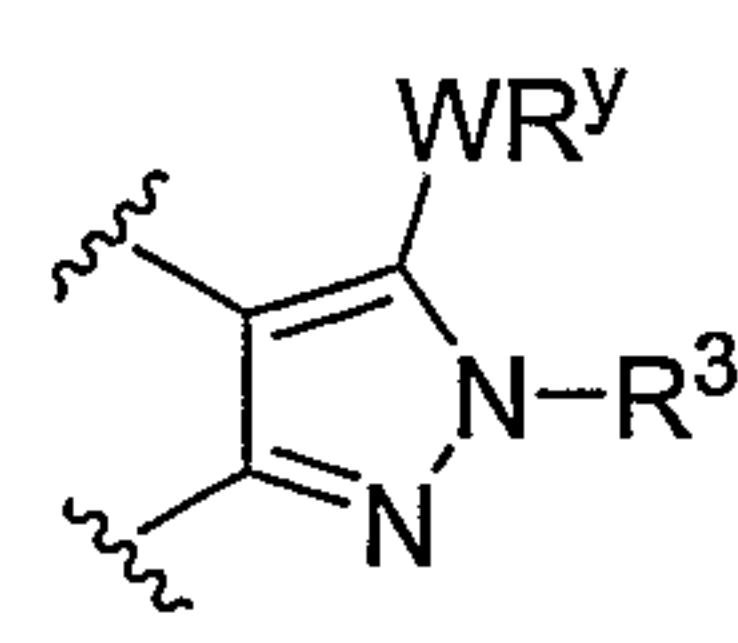
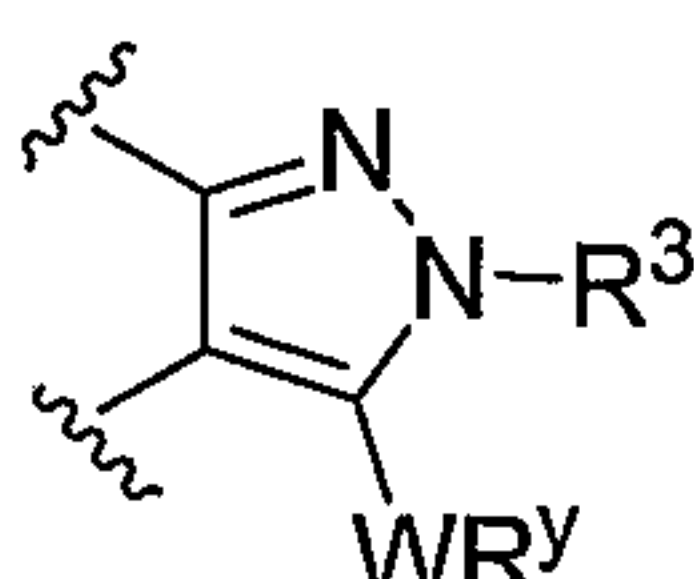
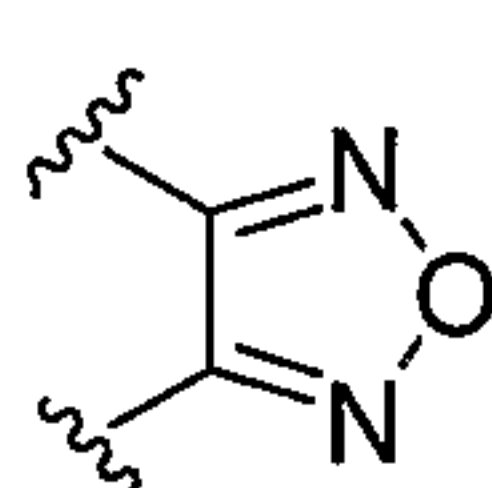
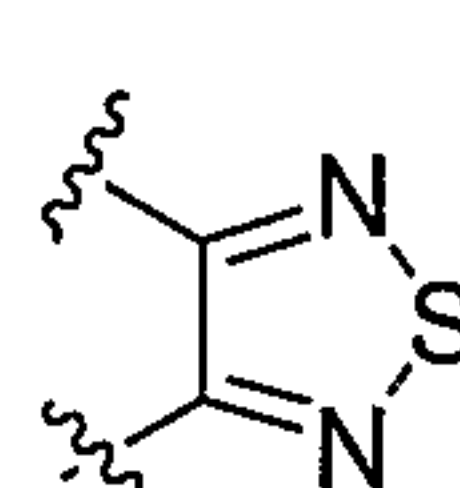
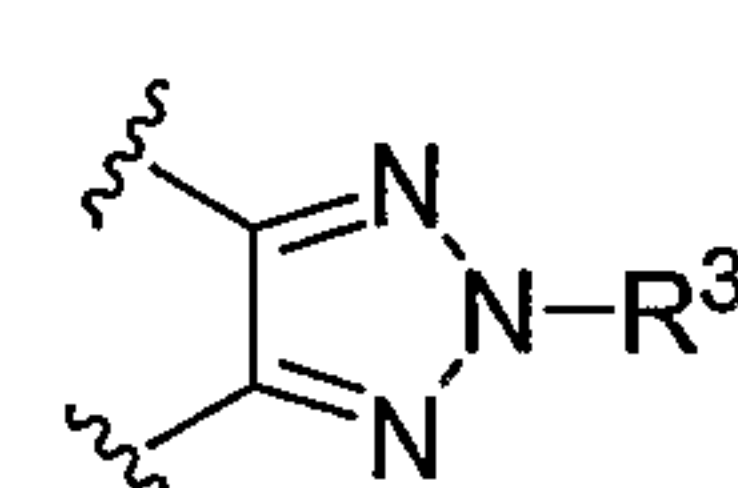
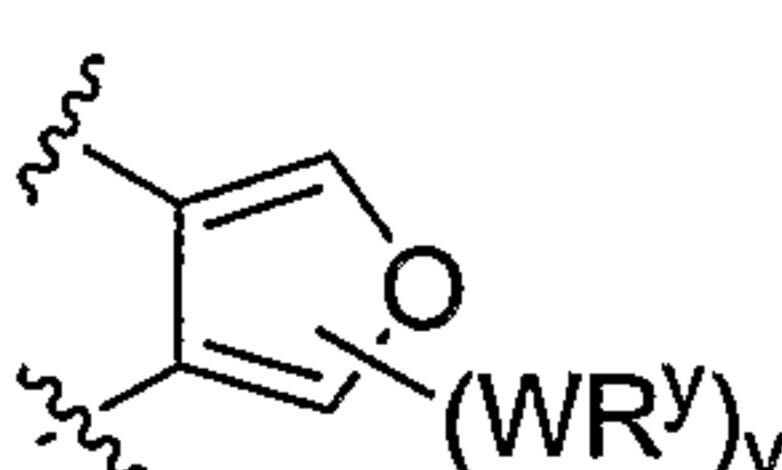
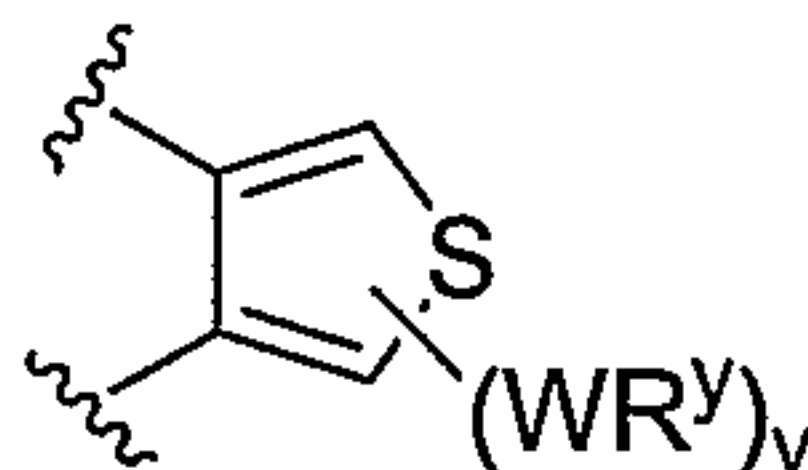
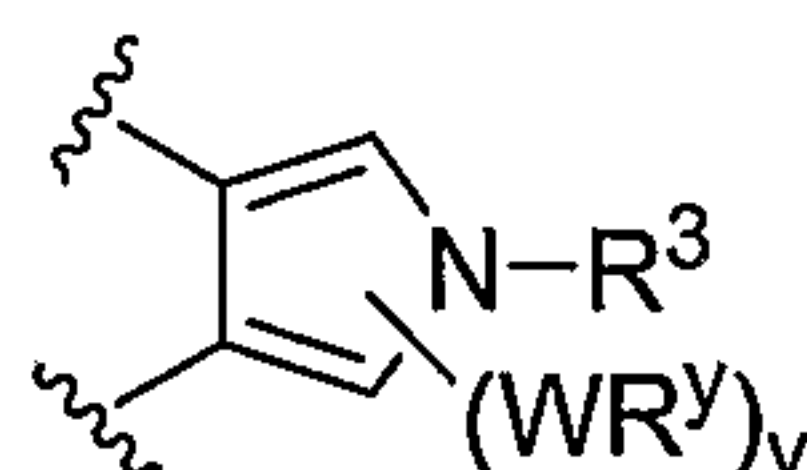
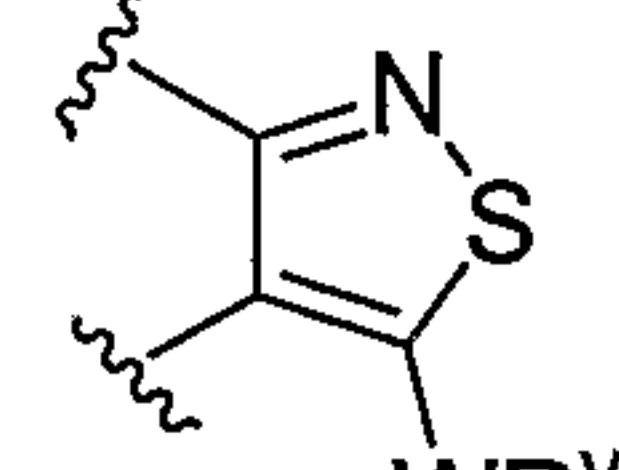
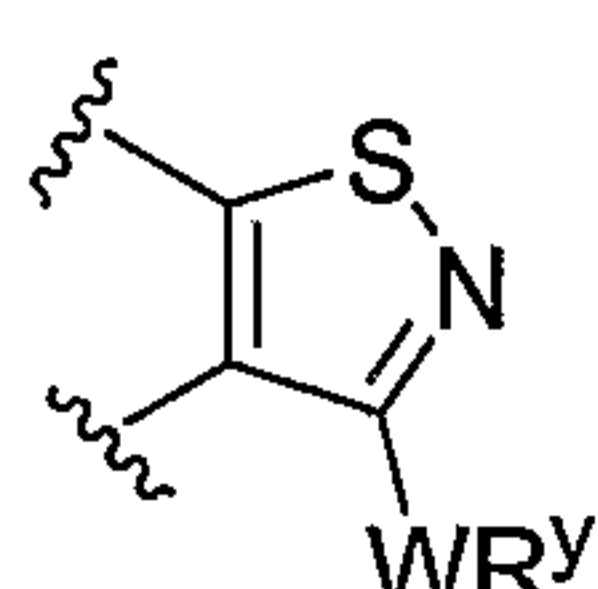
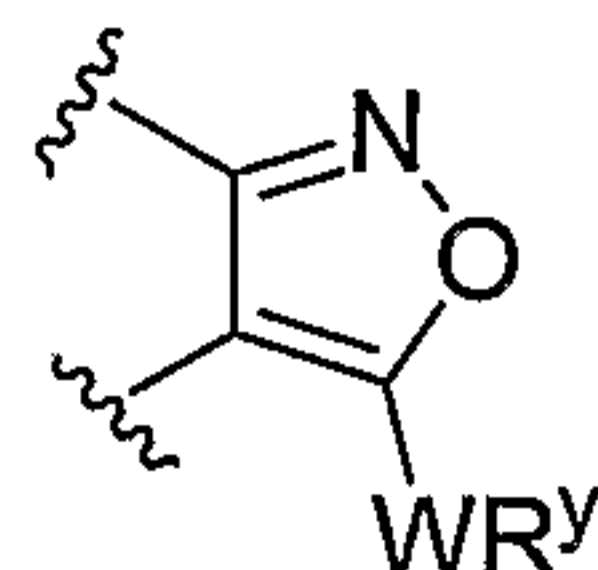
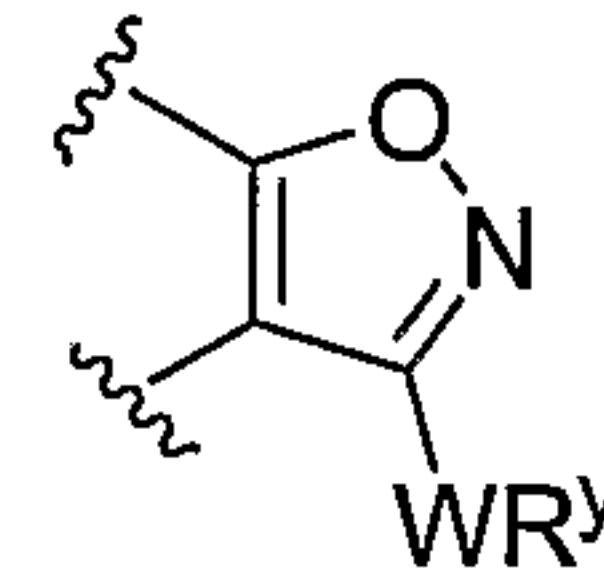
- a. when n is 0, Cy^1 is an optionally substituted phenyl, benzotriazolyl, benzothiazolyl, indolyl, or pyridyl group, and X is a C_{1-2} alkylene group optionally substituted with one or more halogen atoms or C_{1-3} alkyl groups, then R^1 and R^2 , taken together with the carbon atoms to which they are bound do not form a pyridyl, or thienyl group, when the pyridyl or thienyl group is unsubstituted or is substituted with a substituent other than a 3-7 membered saturated, partially unsaturated, or fully unsaturated monocyclic ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur, or an 8-10 membered saturated, partially unsaturated, or fully unsaturated bicyclic ring system having 0-5 heteroatoms independently selected from nitrogen, oxygen, or sulfur;
- b. when n is 0, Cy^1 is an optionally substituted C_6-C_{12} mono- or bicyclic aromatic group, and X is a C_{1-2} alkylene group optionally substituted with one or more halogen atoms or C_{1-3} alkyl groups, then R^1 and R^2 , taken together with the carbon atoms to which they are bound do not form a phenyl group, when the phenyl group is unsubstituted or is substituted with a substituent other than a 3-7 membered saturated, partially unsaturated, or fully unsaturated monocyclic ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur, or an 8-10 membered saturated, partially unsaturated, or fully unsaturated bicyclic

ring system having 0-5 heteroatoms independently selected from nitrogen, oxygen, or sulfur;

- c. when n is 0; Cy^1 is an aryl or heteroaryl group substituted with at least one optionally substituted cycloaliphatic or heterocycloaliphatic group, wherein the cycloaliphatic or heterocycloaliphatic groups are attached directly to Cy^1 or are attached to Cy^1 through an alkylidene chain; and X is an optionally substituted C_{1-2} alkylene group; then R^1 and R^2 , taken together with the carbon atoms to which they are bound do not form an optionally substituted phenyl group.

4. The compound of claim 1 or claim 2, wherein R^1 and R^2 , taken together with the carbon atoms to which they are bound form an optionally substituted 5 or 6-membered aryl or heteroaryl ring selected from one of the following groups:

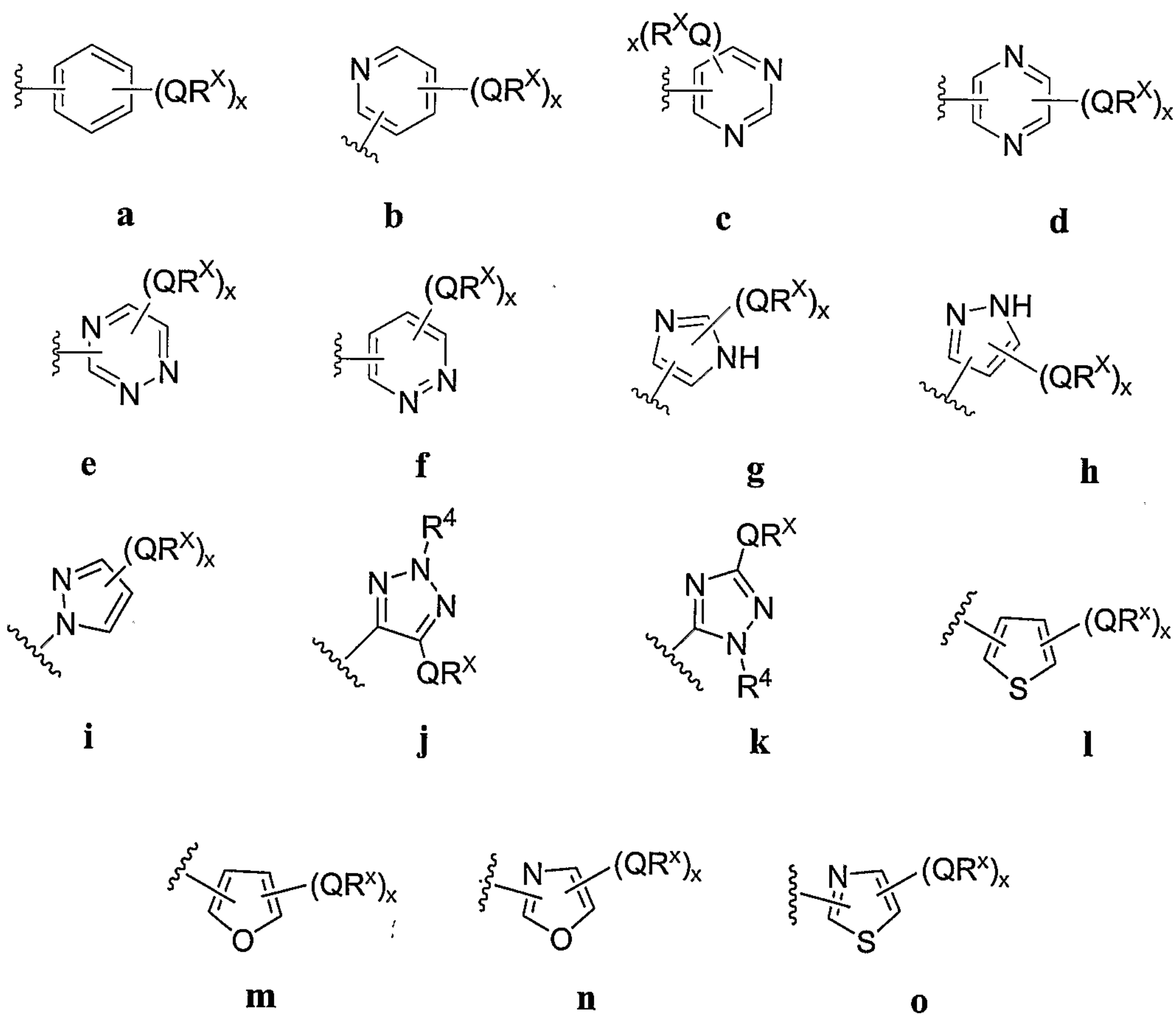
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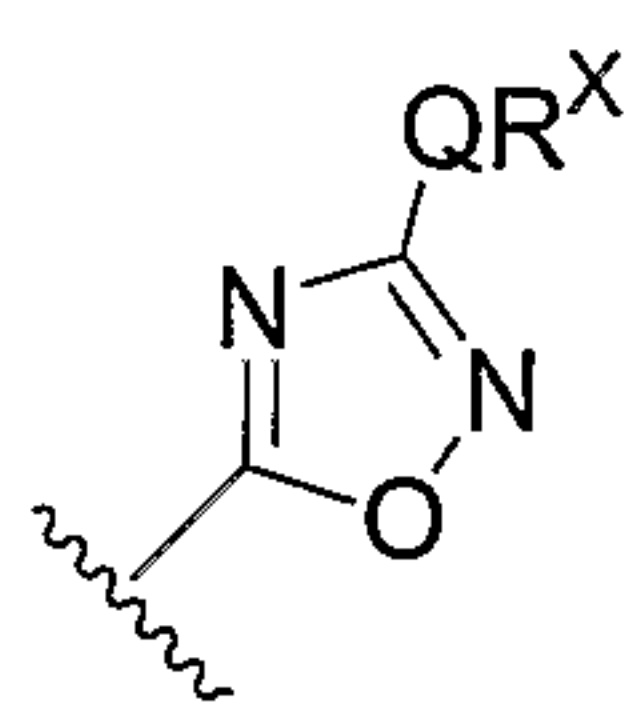
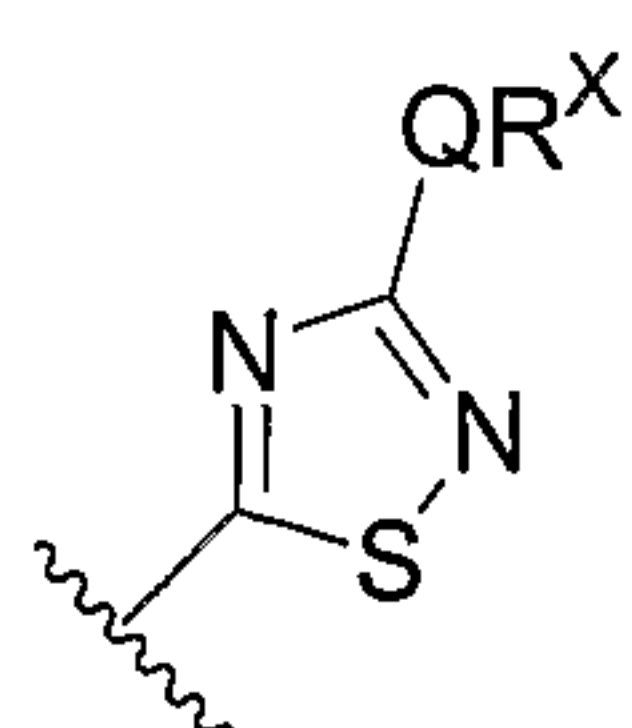
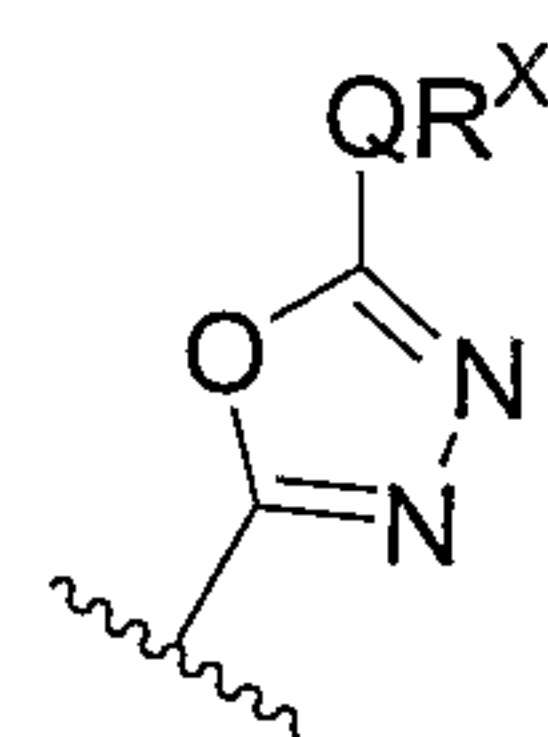
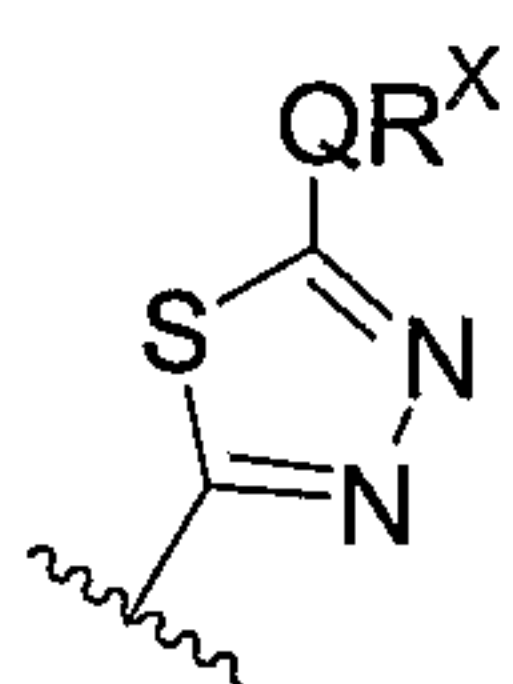
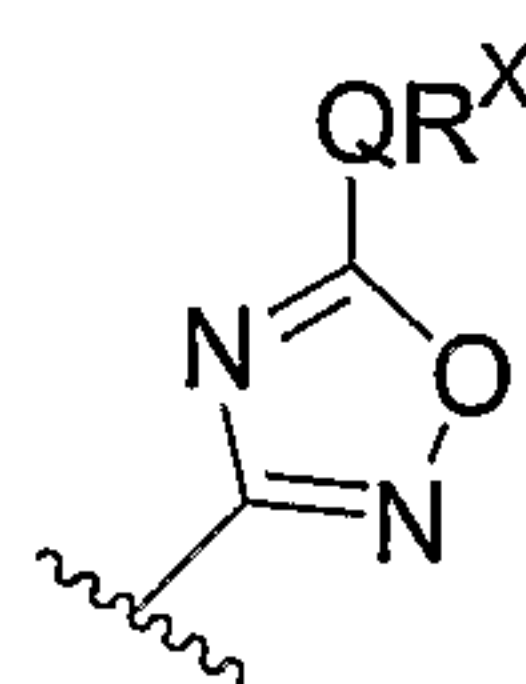
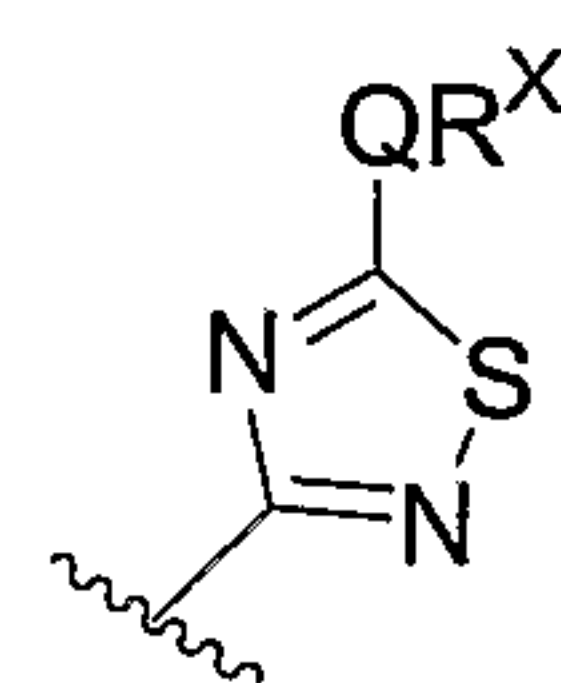
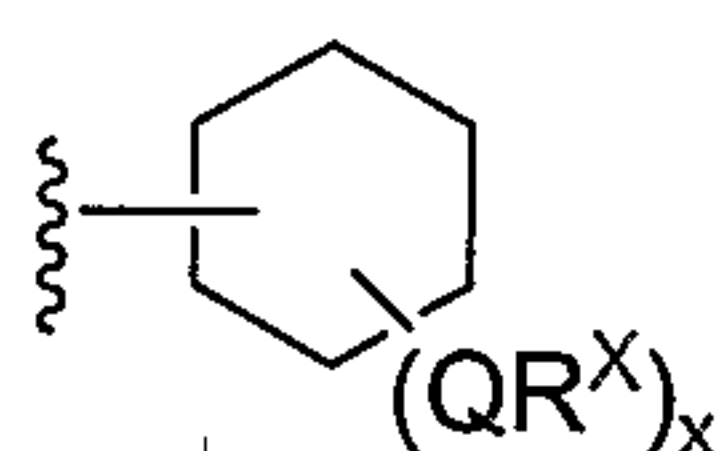
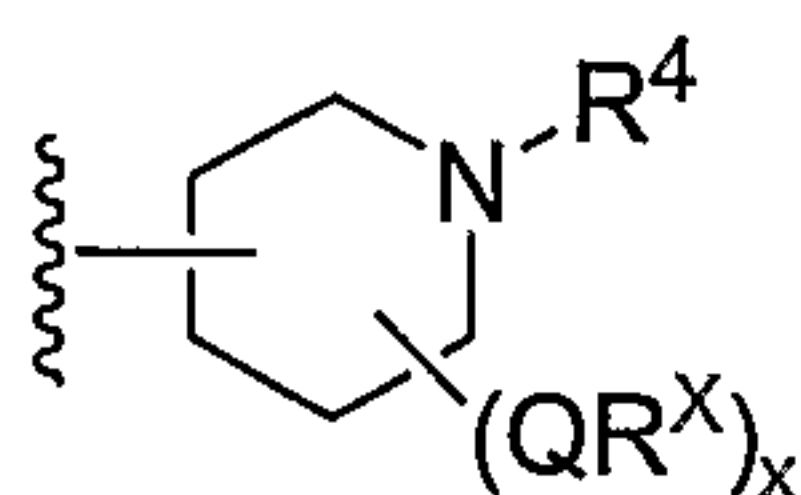
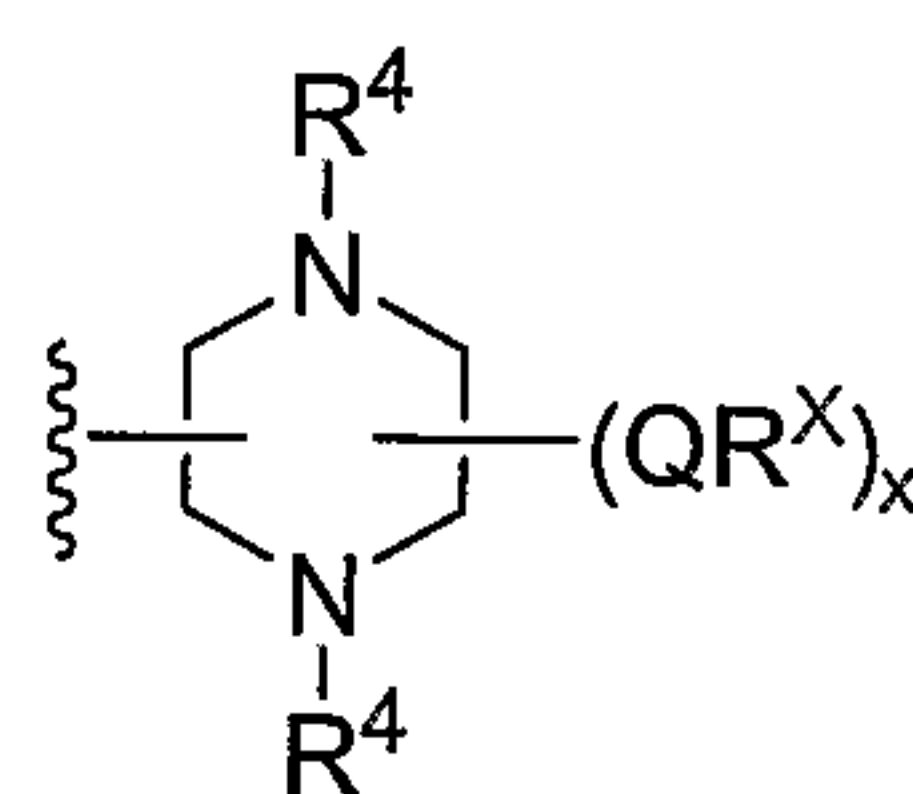
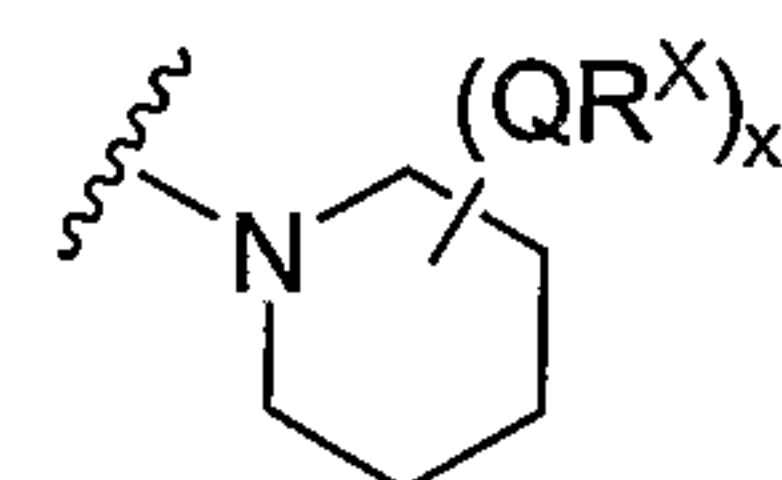
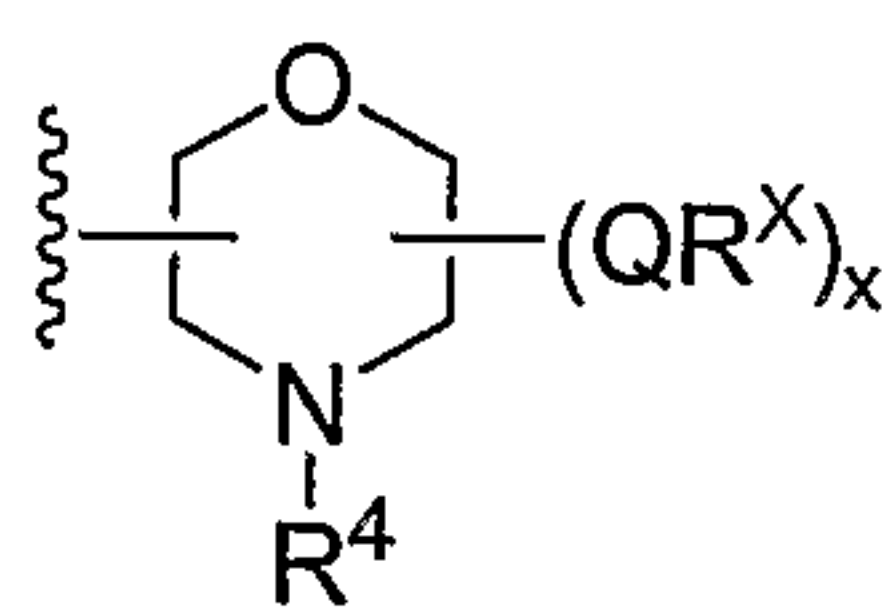
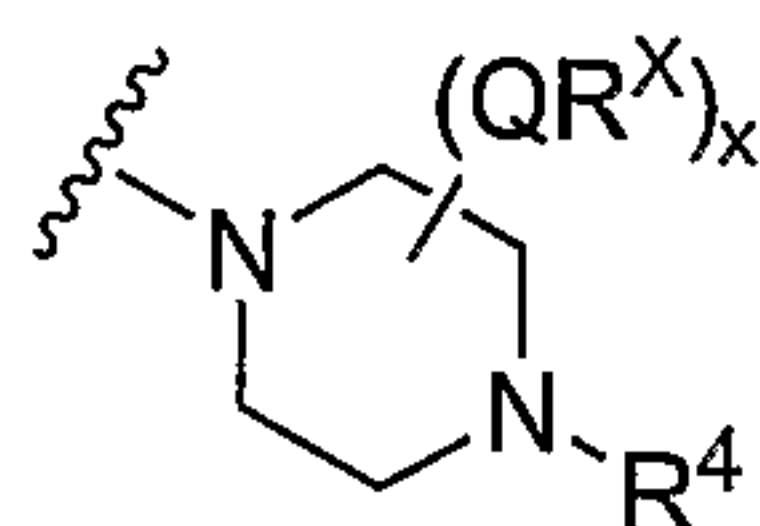
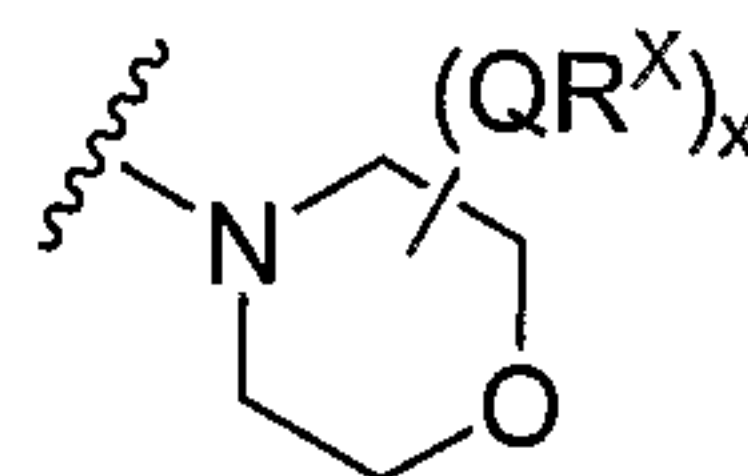
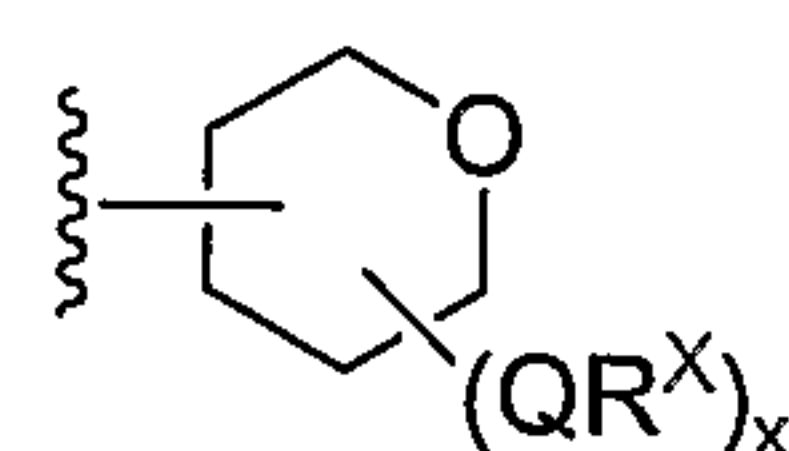
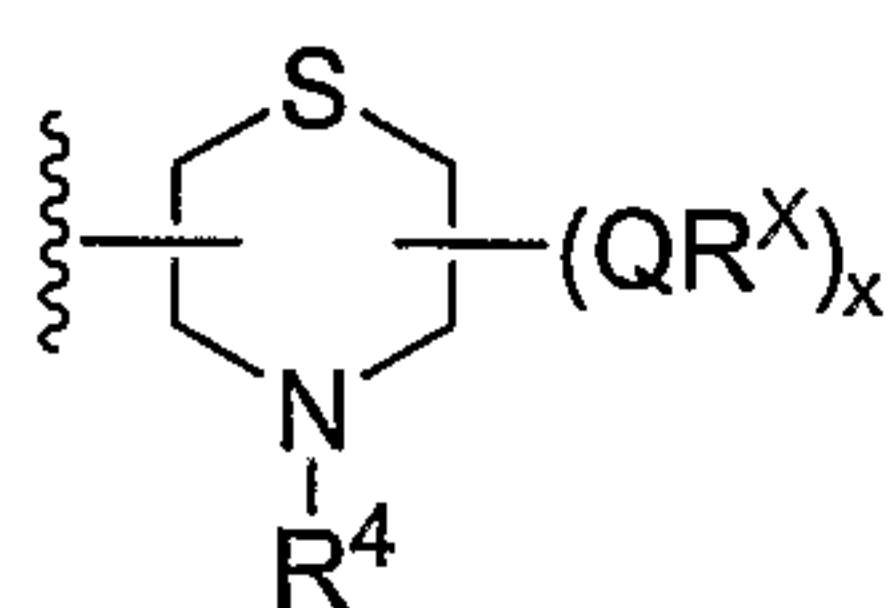
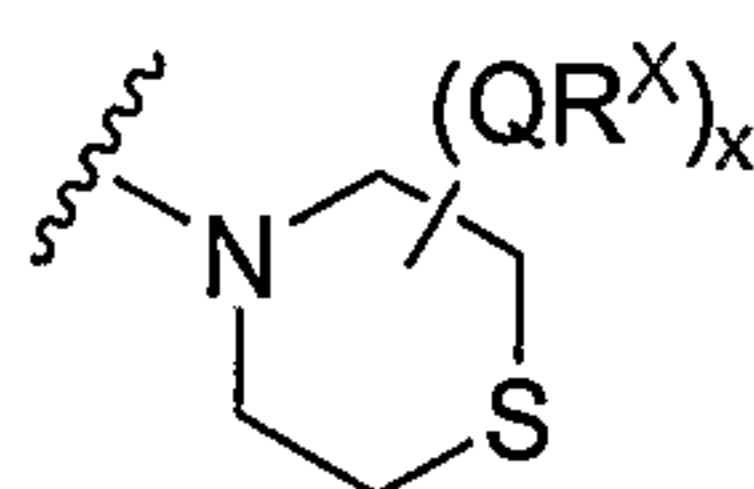
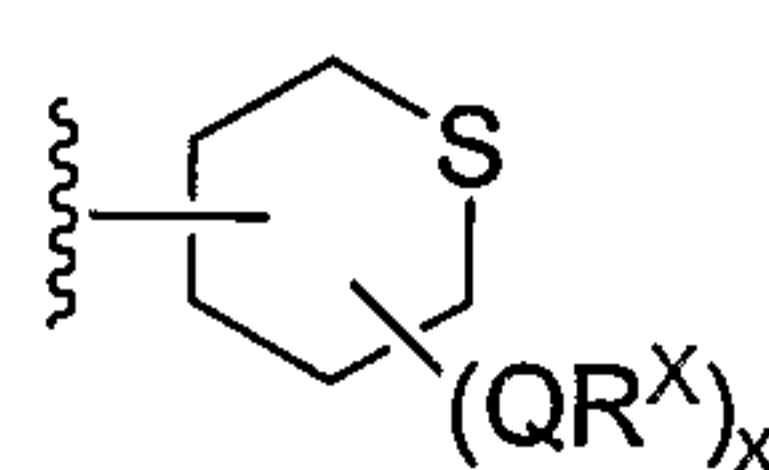
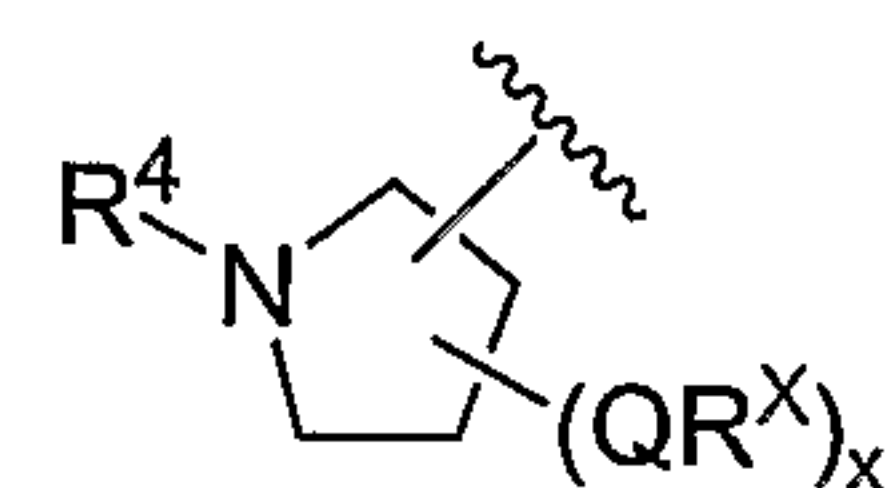
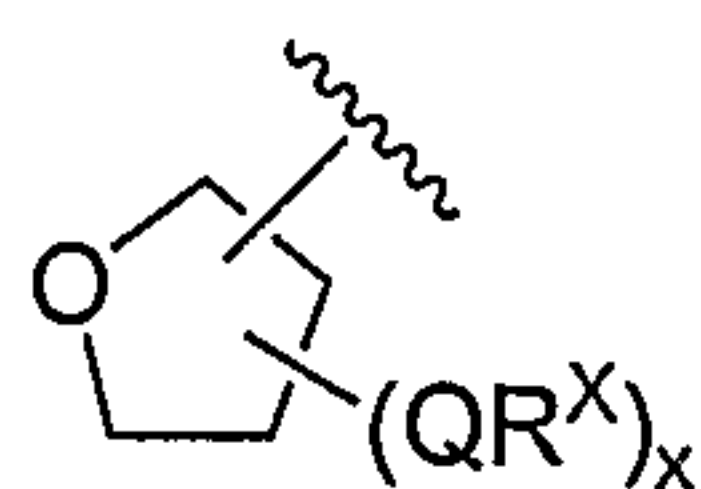
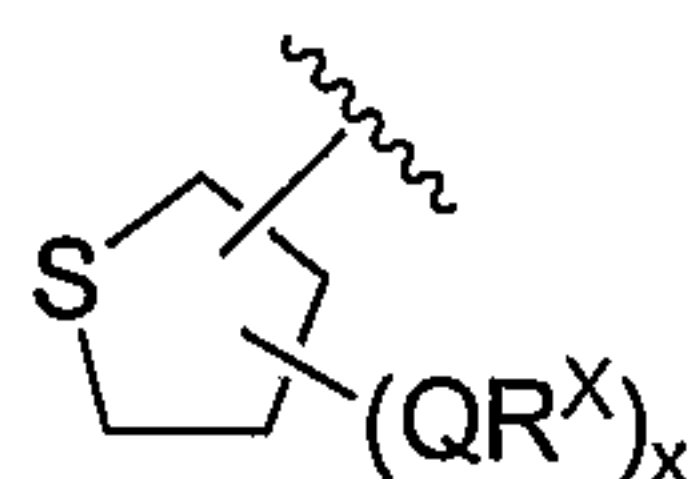
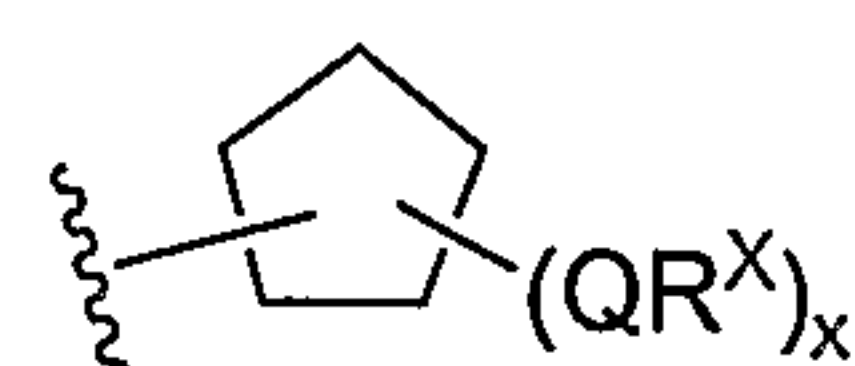
**viii-1****viii-2****ix-1****ix-2****x-1****x-2****xi-1****xi-2****xii****xiii-1****xiii-2****xiii-3****xiii-4****xiv****xv****xvi****xvii****xviii****xix****xx-1****xx-2****xxi-1****xxi-2.**

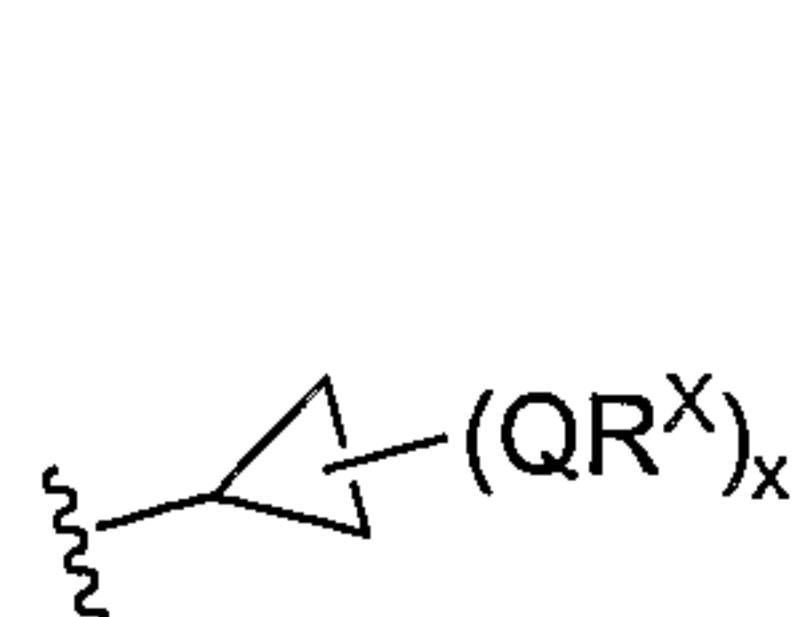
5. The compound of claim 1 or claim 2, wherein R^1 and R^2 , taken together with the carbon atoms to which they are bound form an optionally substituted 5- or 6-membered aryl or heteroaryl ring selected from phenyl (i), pyridyl (ii-1, ii-2, ii-3, ii-4), pyrazolyl (xiii-1, xiii-2, xiii-3, and xiii-4), oxadiazolyl (xiv), thiophenyl (iv-1, iv-2, and xviii), or thiazolyl (viii-1 and viii-2).

6. The compound of claim 1 or claim 2, wherein each occurrence of WR^y , when present, is independently halogen, CN, NO_2 , $-N(R')_2$, $-CH_2N(R')_2$, $-OR'$, $-CH_2OR'$, $-SR'$, $-CH_2SR'$, $-COOR'$, $-NRCOR'$, $-CON(R')_2$, or $-S(O)_2N(R')_2$, or an optionally substituted group selected from C_{1-4} alkyl, aryl, heteroaryl.
7. The compound of claim 1 or claim 2, wherein $-WR^y$ groups are each independently F, Cl, Br, I, Me, Et, $-CN$, $-OMe$, $-SMe$, $-NMe_2$, $-NEt_2$, $-COOMe$, $-COOH$, $-OH$, $-SO_2NH_2$, $-CON(CH_3)_2$, $-CO$ (optionally substituted N-piperazinyl), $-CO$ (N-morpholinyl), $-CO$ (N-piperidinyl), $-CH_2N(Me)_2$, $-CH_2N(Et)_2$, or an optionally substituted group selected from C_{1-4} alkoxy, phenyl, phenyloxy, benzyl, benzyloxy, pyridyl, pyrimidinyl, thiophene, N-morpholinyl, N-piperidinyl, N-piperazinyl, or furanyl.
8. The compound of claim 1 or claim 2, wherein $-WR^y$ groups are each independently CF_3 , F, Cl, Br, I, Me, Et, $-CN$, $-OMe$, $-SMe$, $-NMe_2$, $-NEt_2$, $-COOMe$, $-COOH$, $-OH$, $-SO_2NH_2$, $-CON(CH_3)_2$, $-CO$ (optionally substituted N-piperazinyl), $-CO$ (N-morpholinyl), $-CO$ (N-piperidinyl), $-CO$ (pyrrolidinyl), $-CO$ (N(H)pyrrolidinyl), $-CH_2N(Me)_2$, $-CH_2N(Et)_2$, or an optionally substituted group selected from C_{1-4} alkoxy, phenyl, phenyloxy, benzyl, benzyloxy, pyridyl, pyrimidinyl, thiophene, N-morpholinyl, N-piperidinyl, N-piperazinyl, furanyl, pyrrolidinyl, or N(H)pyrrolidinyl.
9. The compound of claim 1 or claim 2, wherein y is 1 and WR^y is an optionally substituted aryl or heteroaryl group, wherein substituents for the optionally substituted aryl or heteroaryl group are independently selected from $-VR^V$; wherein V is a bond or is a C_1 - C_6 alkylidene chain wherein up to two non-adjacent methylene units of V are independently optionally replaced by CO, CO_2 , COCO, CONR, OCONR, NRNR, NRNRCO, NRCO, $NRCO_2$, NRCONR, SO, SO_2 , $NRSO_2$, SO_2NR , $NRSO_2NR$, O, S, or NR; and each occurrence of R^V is independently selected from R' , halogen, NO_2 , or CN, or $-QR^X$ is $=O$, $=S$, or $=NR'$.
10. The compound of claim 1 or claim 2, wherein y is 1 and WR^y is $-CH_2N(R')_2$, $-N(R')_2$, or $-CON(R')_2$.

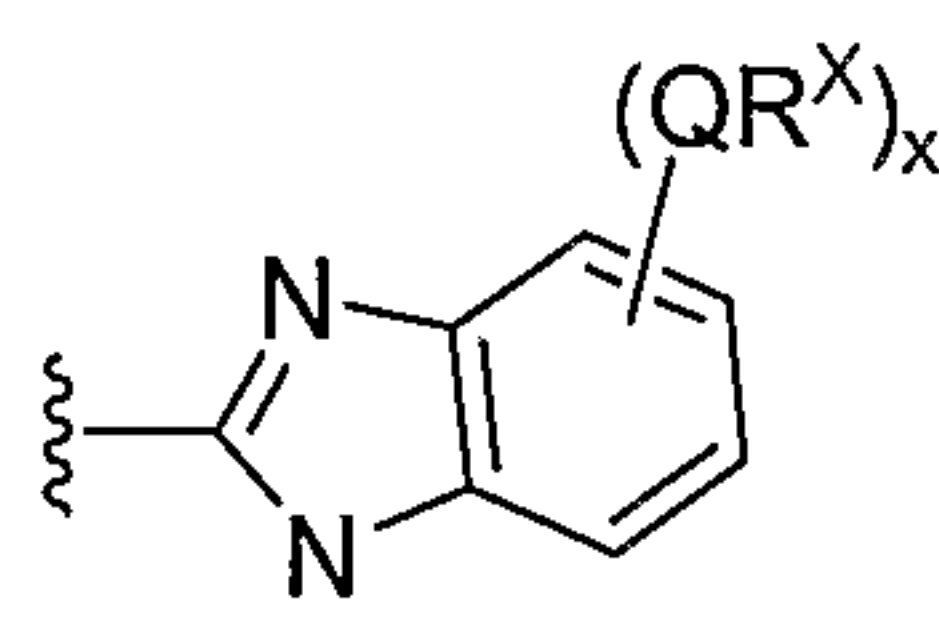
11. The compound of claim 1 or claim 2, wherein T groups, when present are $-\text{CH}_2-$, $-\text{CH}_2\text{CH}_2-$, $-\text{CO}-$, or $-\text{SO}_2-$.
12. The compound of claim 1 or claim 2, wherein T groups, when present are $-\text{C}(\text{H})(\text{CH}_3)-$, $-\text{C}(\text{H})(\text{CH}_3)\text{CH}_2-$, $-\text{CH}_2\text{C}(\text{H})(\text{CH}_3)-$, or $-\text{CH}_2\text{CH}_2\text{CH}_2-$.
13. The compound of claim 1 or claim 2, wherein n is 0 and T is absent.
14. The compound of claim 1 or claim 2, wherein T is absent (n=0) or T is $-\text{CO}-$.
15. The compound of claim 1 or claim 2, wherein Cy^1 is selected from one of the following groups:



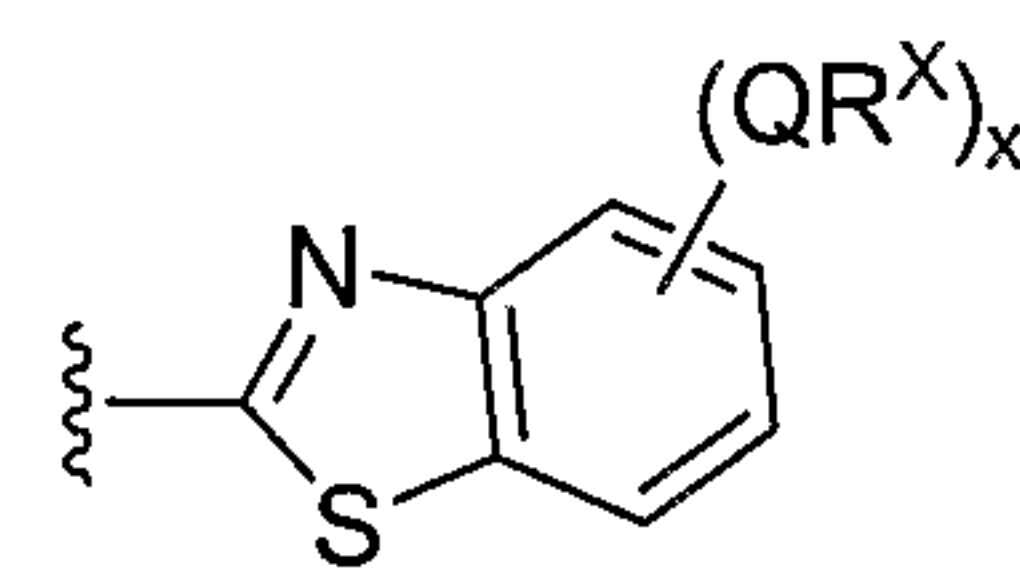
**p****q****r****s****t****u****v****w****x****y****z****aa****bb****cc****dd****ee****ff****gg****hh****ii****jj**



kk

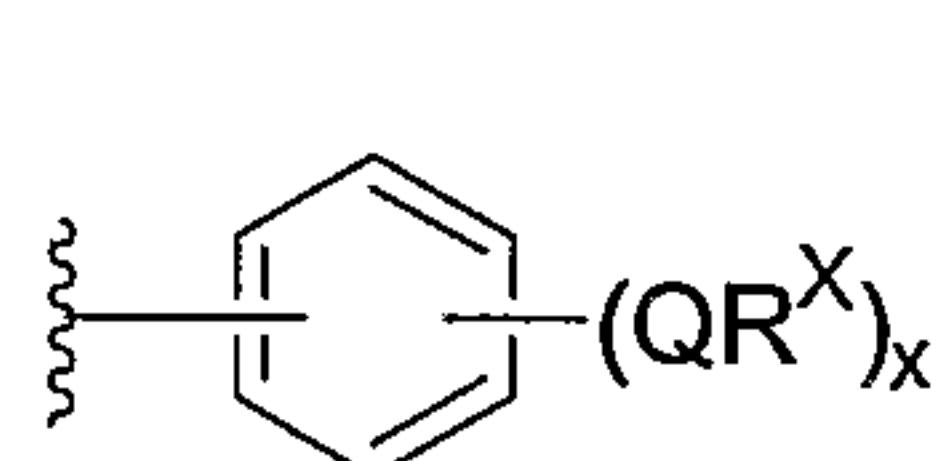


ll

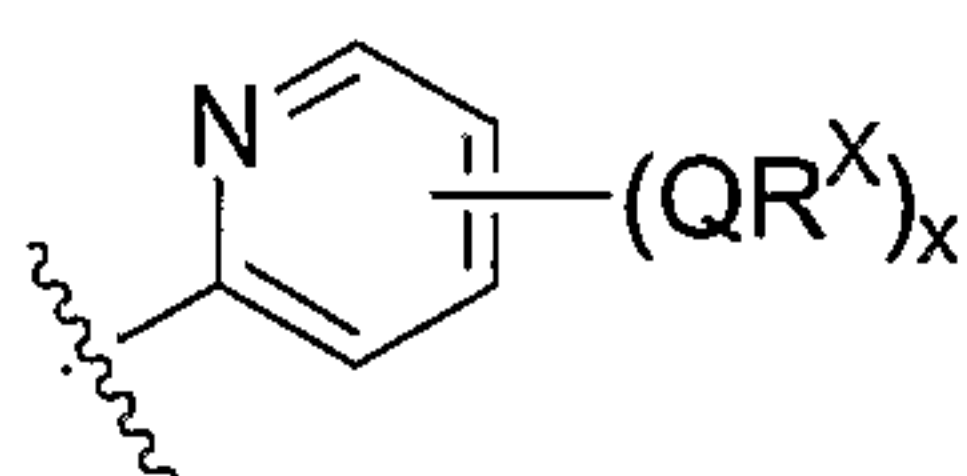


mm.

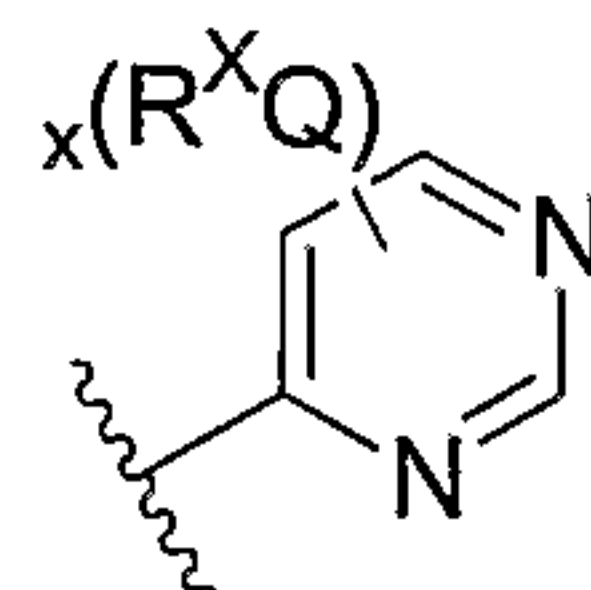
16. The compound of claim 1 or claim 2, wherein Cy¹ is selected from:



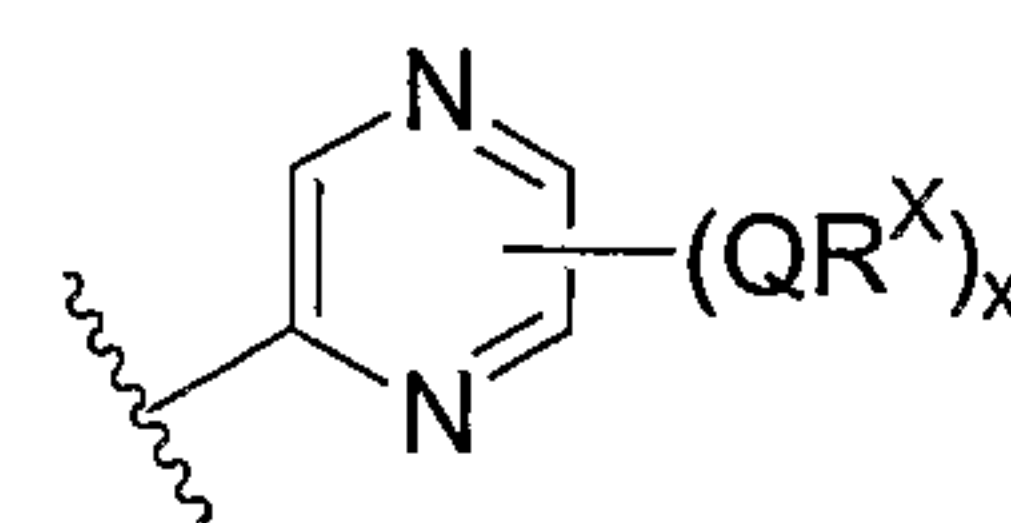
a



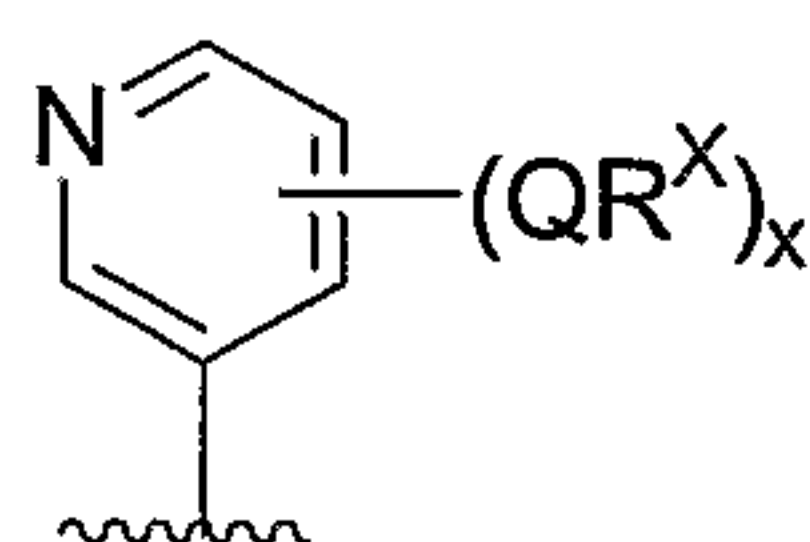
b-i



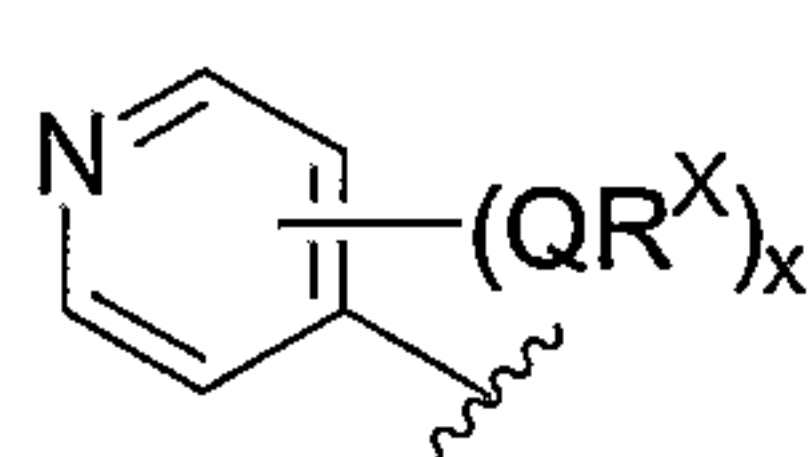
c-i



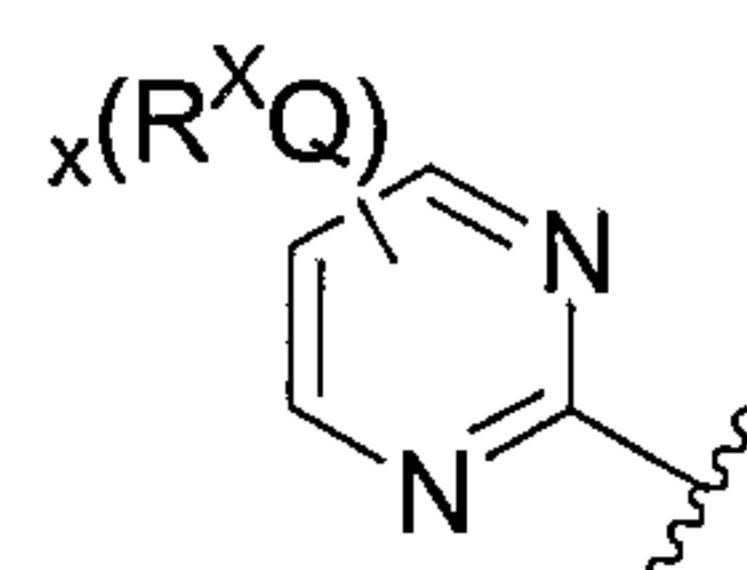
d



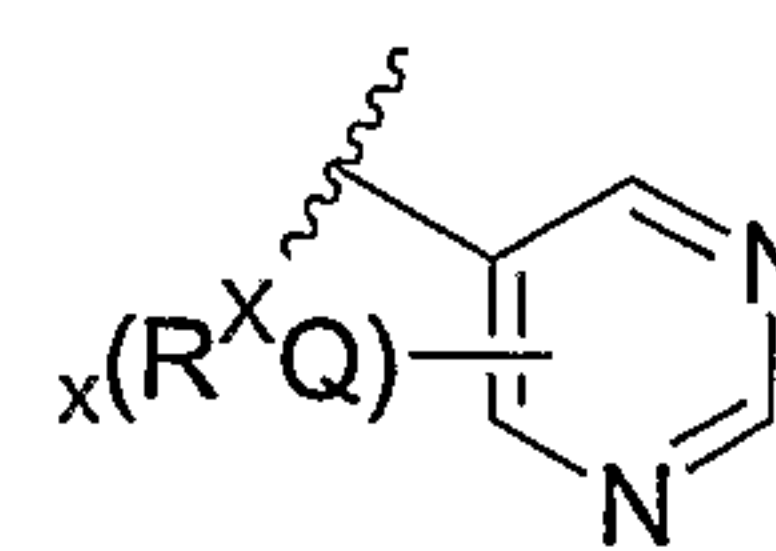
b-ii



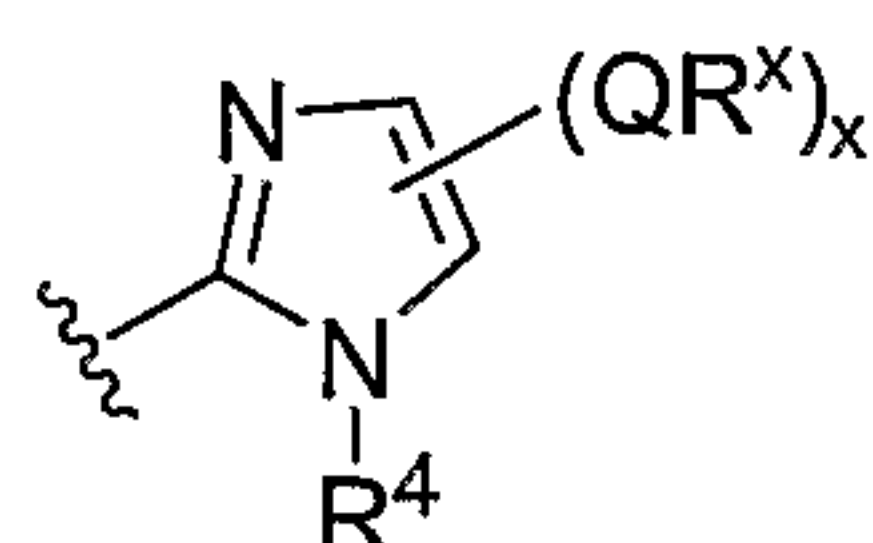
b-iii



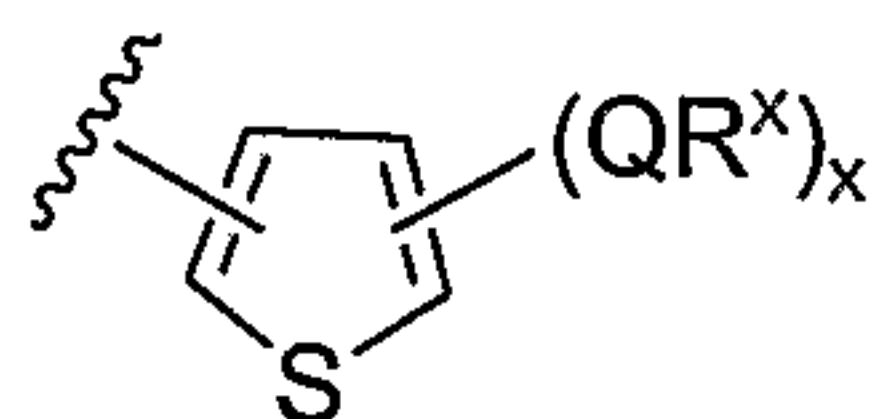
c-ii



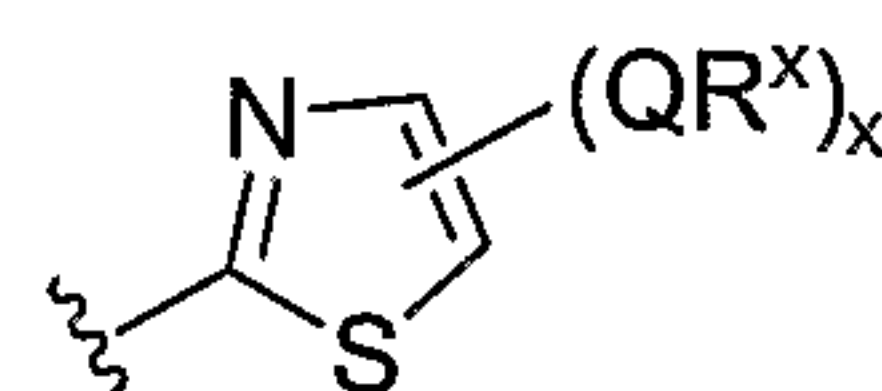
c-iii



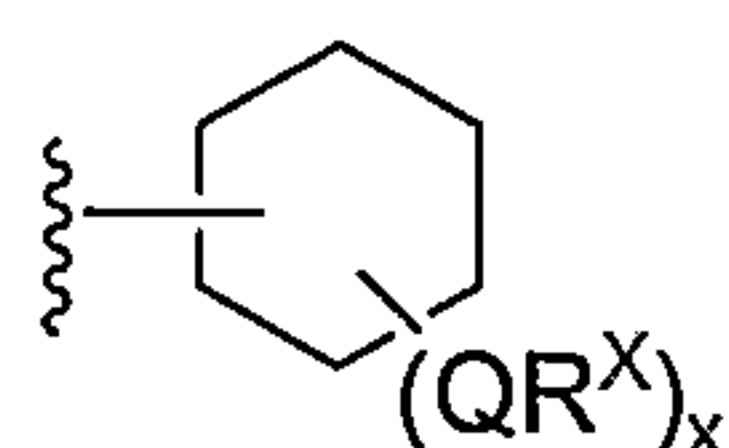
g-i



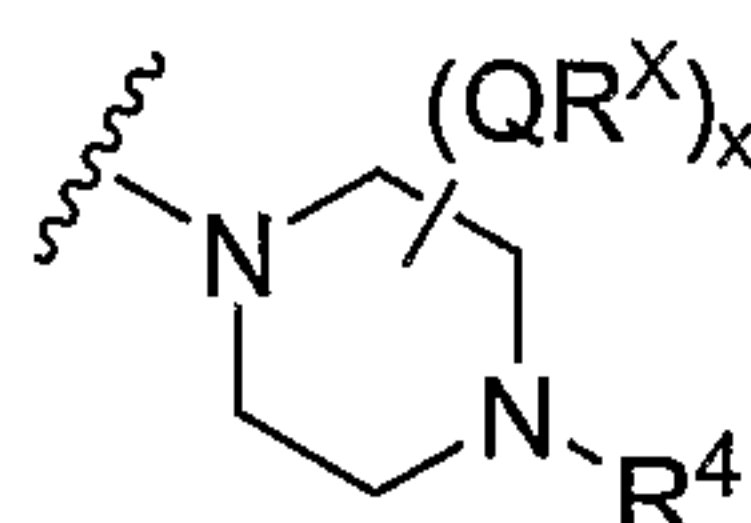
l



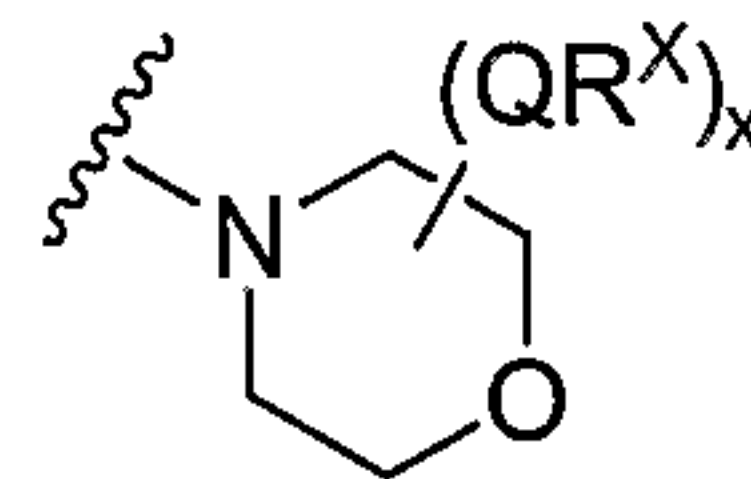
o-i



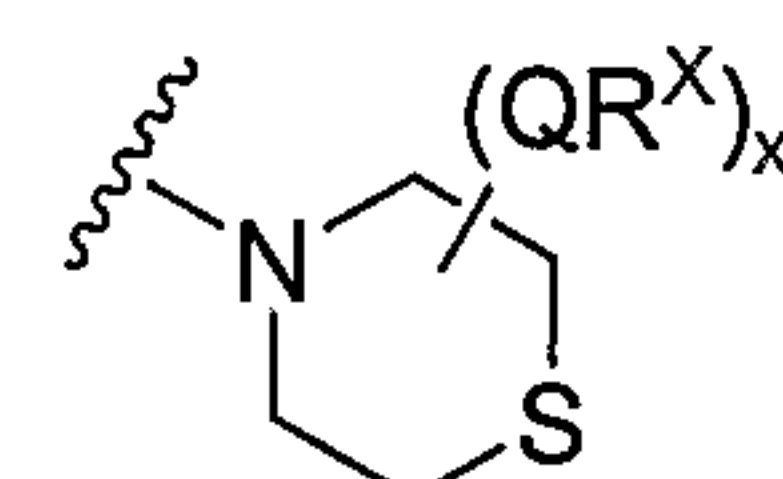
v



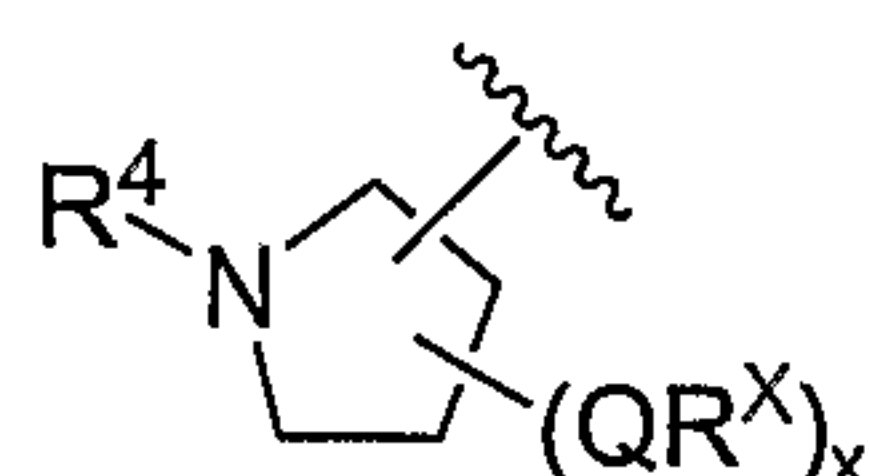
aa



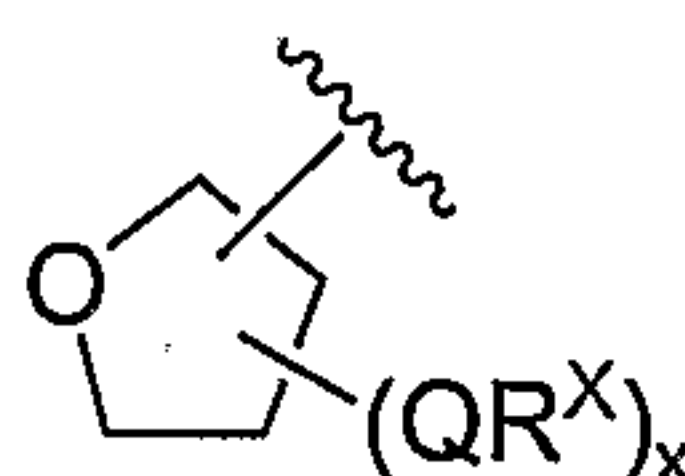
bb



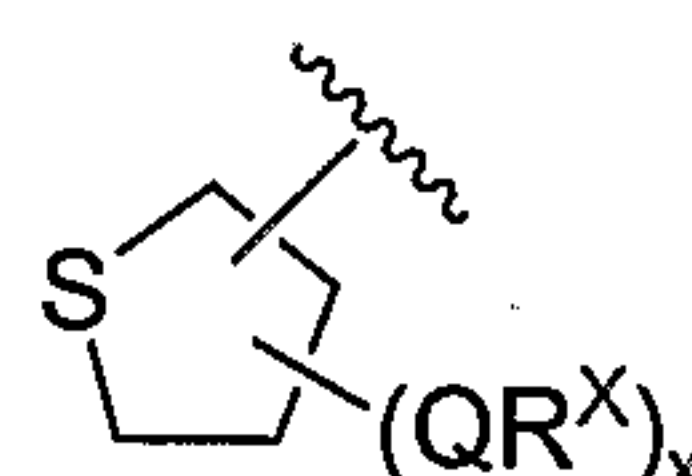
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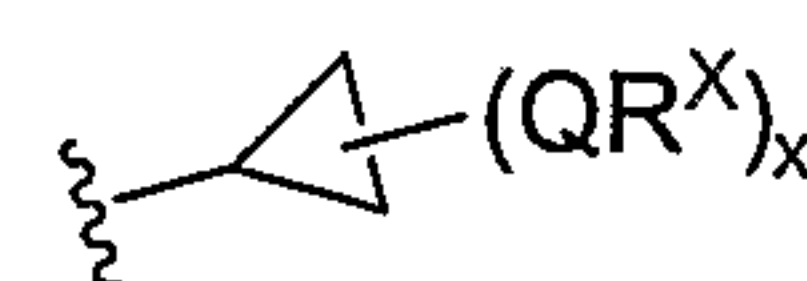
gg



hh

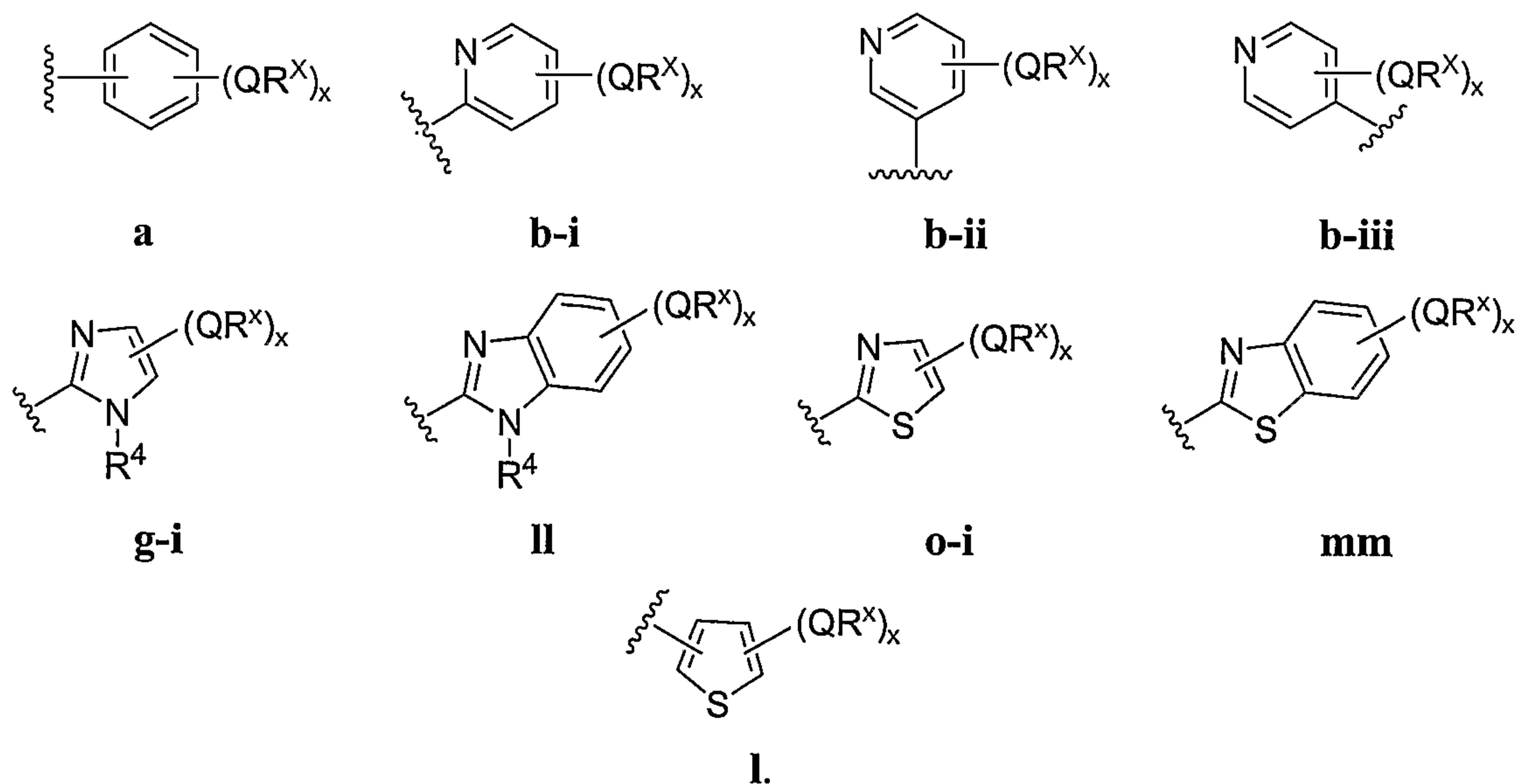


ii

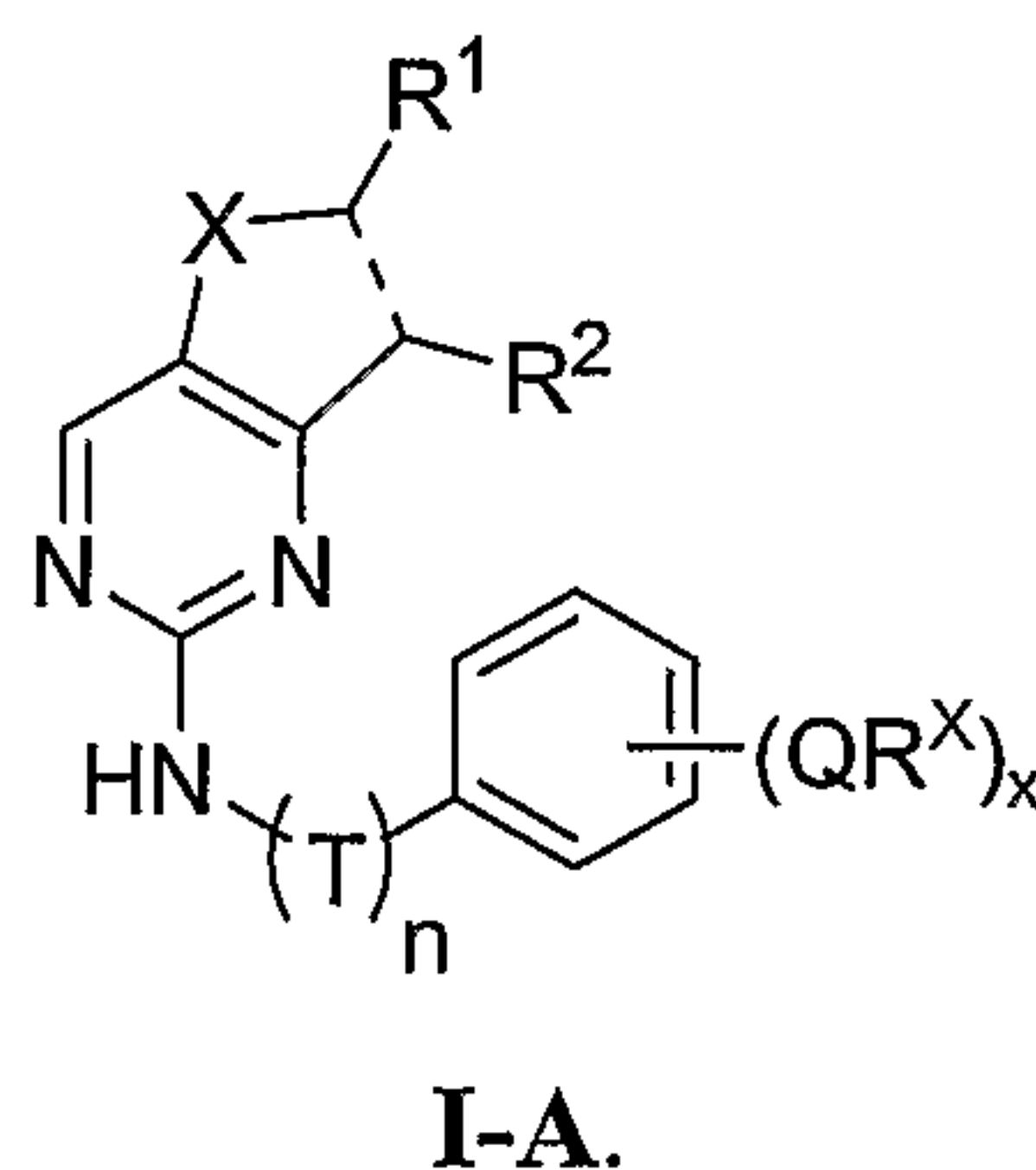


kk.

17. The compound of claim 1 or claim 2, wherein Cy¹ is selected from:



18. The compound of claim 1 or claim 2, wherein Cy^1 is phenyl (**a**), and compounds have the formula **I-A**:

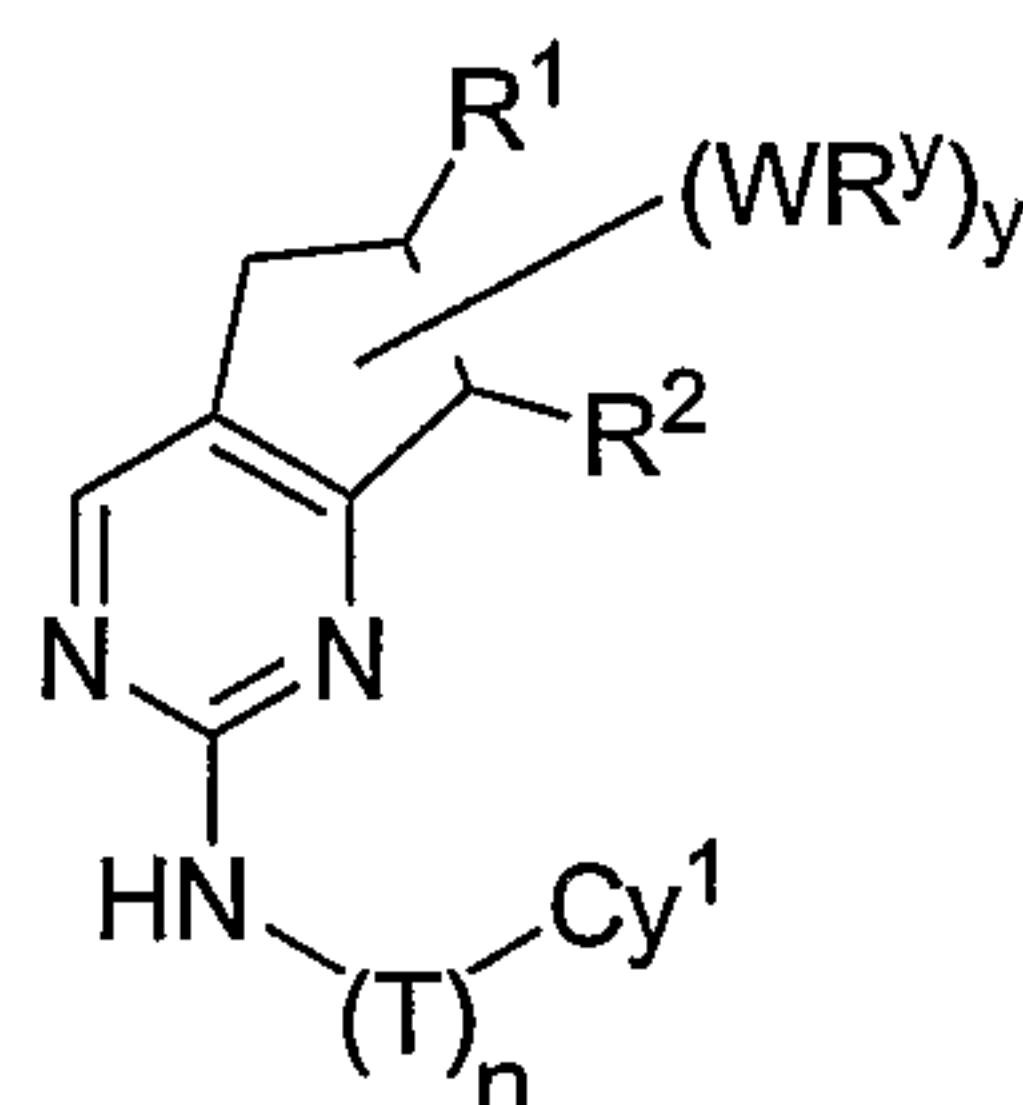


19. The compound of claim 1 or claim 2, wherein QR^X groups, when present, are each independently halogen, CN, NO_2 , or an optionally substituted group selected from C_{1-4} alkyl, aryl, aralkyl, $-N(R')_2$, $-CH_2N(R')_2$, $-OR'$, $-CH_2OR'$, $-SR'$, $-CH_2SR'$, $-COOR'$, $-NRCOR'$, $-CON(R')_2$, $-SO_2R'$, $NR'SO_2R'$, or $-SO_2N(R')_2$.

20. The compound of claim 1 or claim 2, wherein QR^X groups, when present, are each independently halogen, CN, NO_2 , or an optionally substituted group selected from C_{1-4} alkyl, $-CF_3$, aryl, heteroaryl, aralkyl, $-N(R')_2$, $-CH_2N(R')_2$, $-OR'$, $-CH_2OR'$, $-SR'$, $-CH_2SR'$, $-COOR'$, $-NRCOR'$, $-CON(R')_2$, $-SO_2R'$, $NR'SO_2R'$, $SO_2N=R'$, or $-SO_2N(R')_2$.

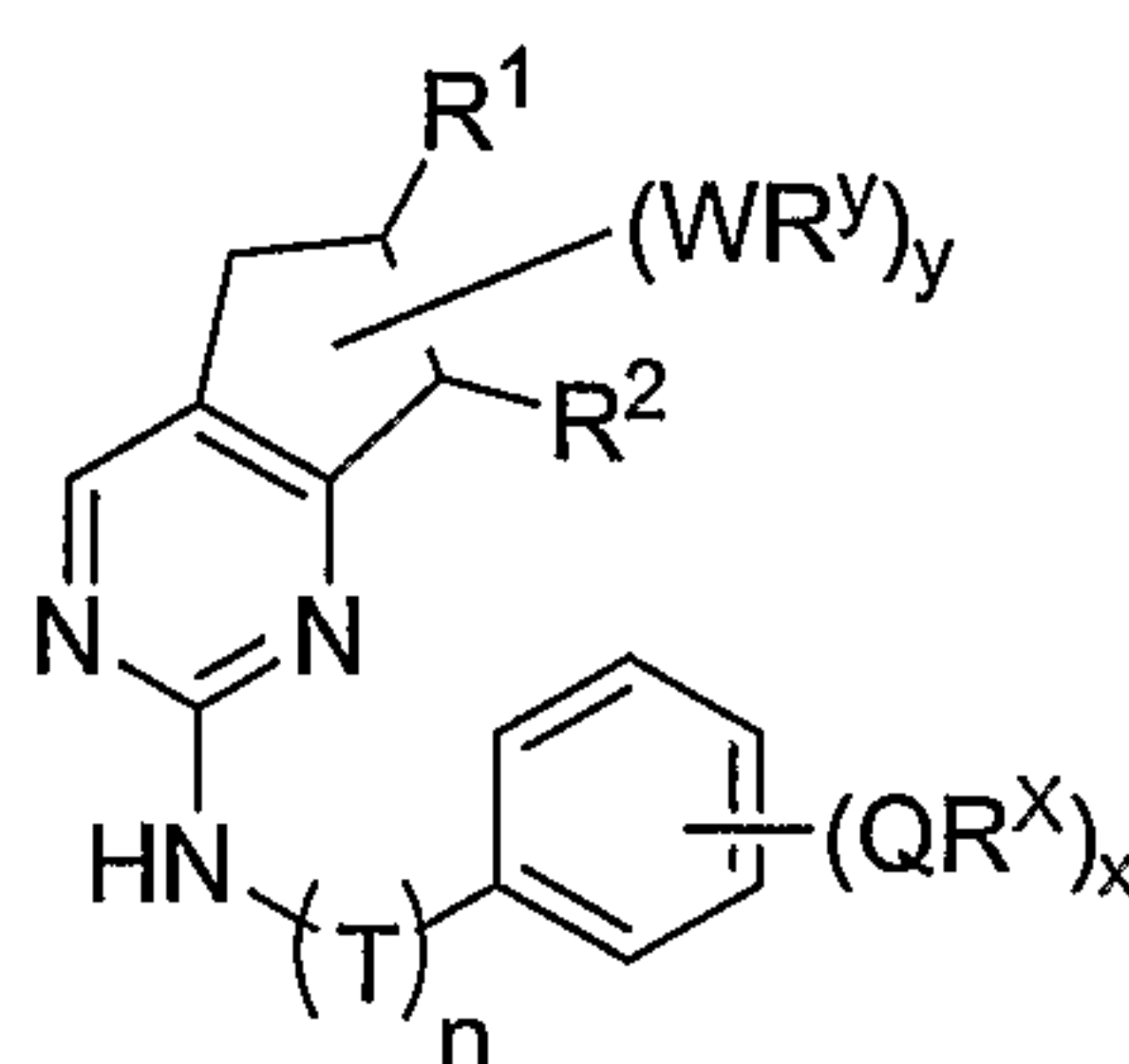
21. The compound of claim 1 or claim 2, wherein QR^X groups are each independently Cl, Br, F, CF_3 , methyl, ethyl, isopropyl, n-propyl, n-butyl, tert-butyl, NO_2 , -OH, $-SO_2NH_2$, SO_2CH_3 , NH_2 , SO_2NHCH_3 , $NHSO_2CH_3$, or an optionally substituted group selected from C_{1-4} alkoxy, phenyl, phenyloxy, benzyl, or benzyloxy.

22. The compound of claim 1 or claim 2, wherein X is an optionally substituted methylene group and compounds have the general formula **II**:



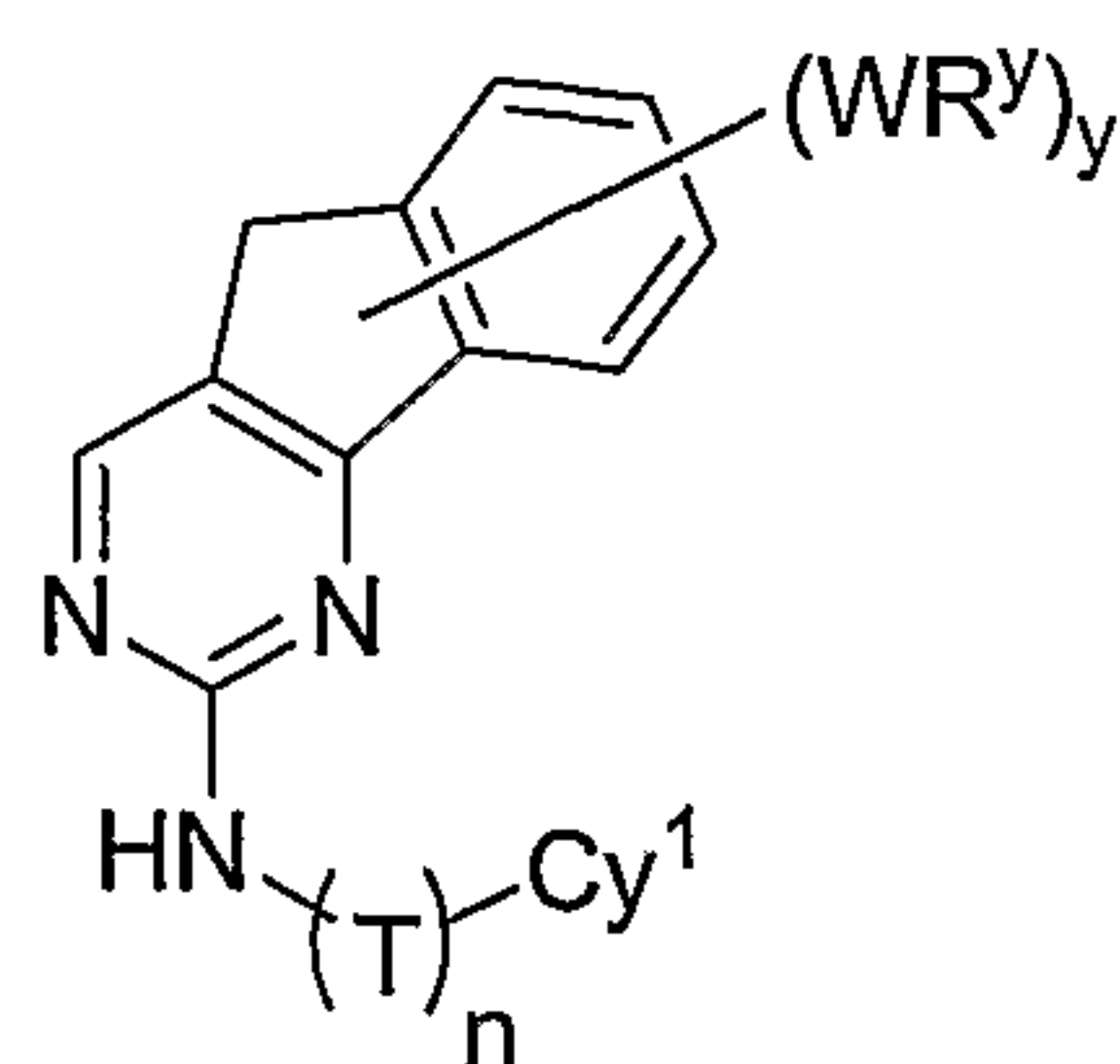
II.

23. The compound of claim 22, wherein Cy^1 is optionally substituted phenyl, and compounds have the formula **II-A**:

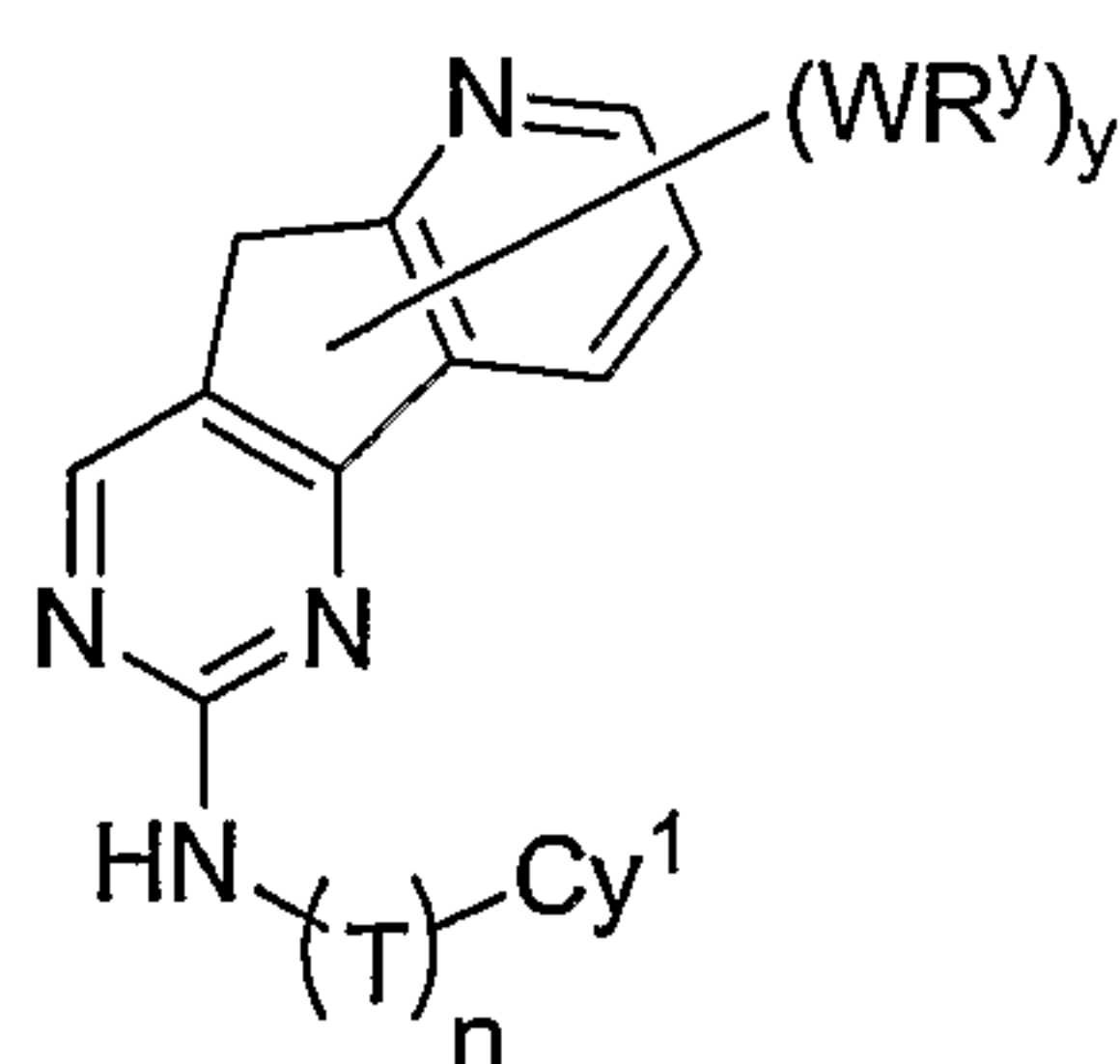


II-A.

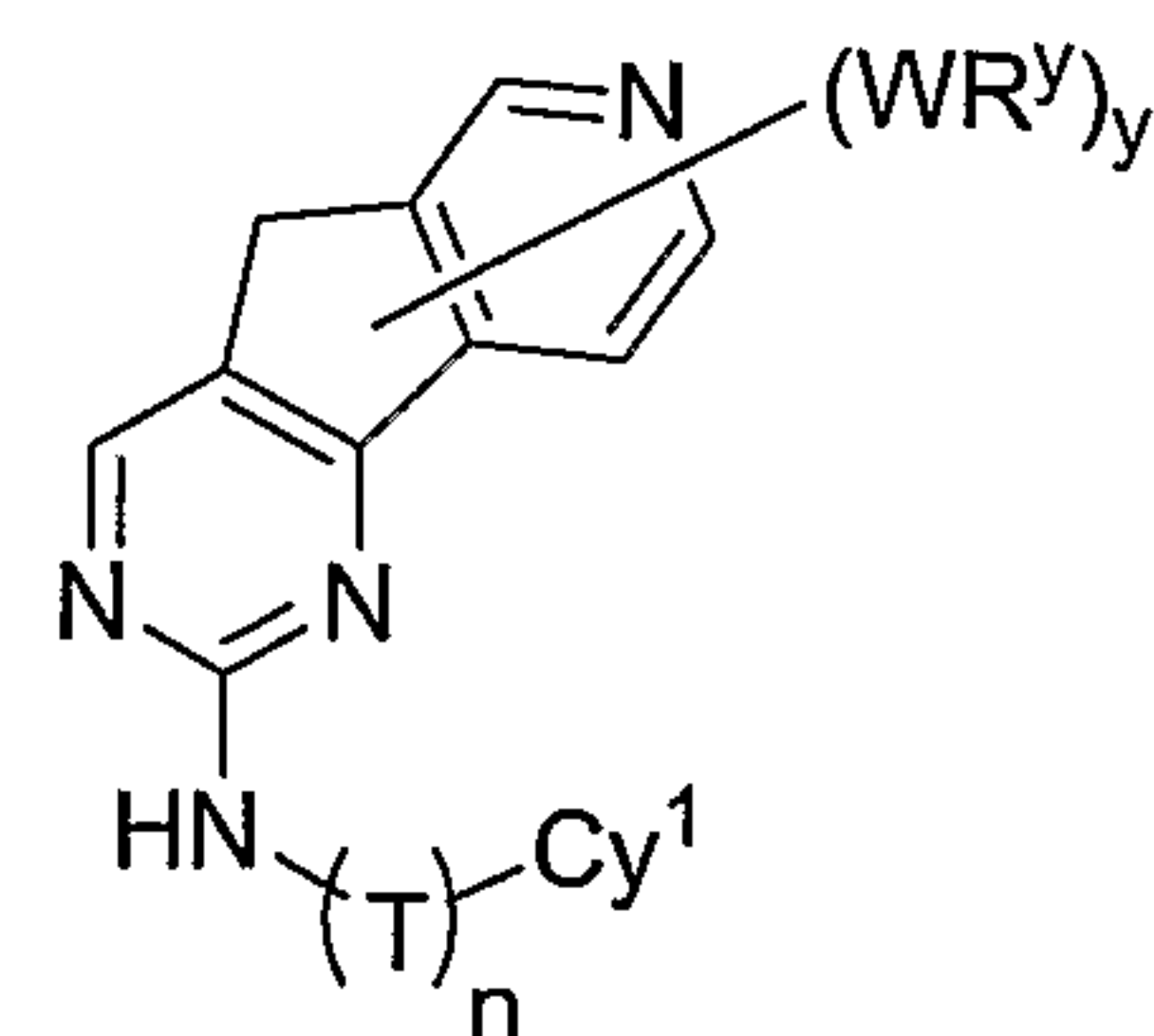
24. The compound of claim 22 wherein R^1 and R^2 , taken together with the carbon atoms to which they are bound form an optionally substituted 5 or 6-membered aryl or heteroaryl ring selected from phenyl (**i**), pyridyl (**ii-1**, **ii-2**, **ii-3**, **ii-4**), pyrazolyl (**xiii-2**), oxadiazolyl (**xiv**), thiophenyl (**iv-1**, **iv-2**, and **xviii**), or thiazolyl (**viii-1** and **viii-2**), and compounds have one of the structures **II-B**, **II-C**, **II-D**, **II-E**, **II-F**, **II-G**, **II-H**, **II-I**, **II-J**, **II-K**, **II-L**, or **II-M**:



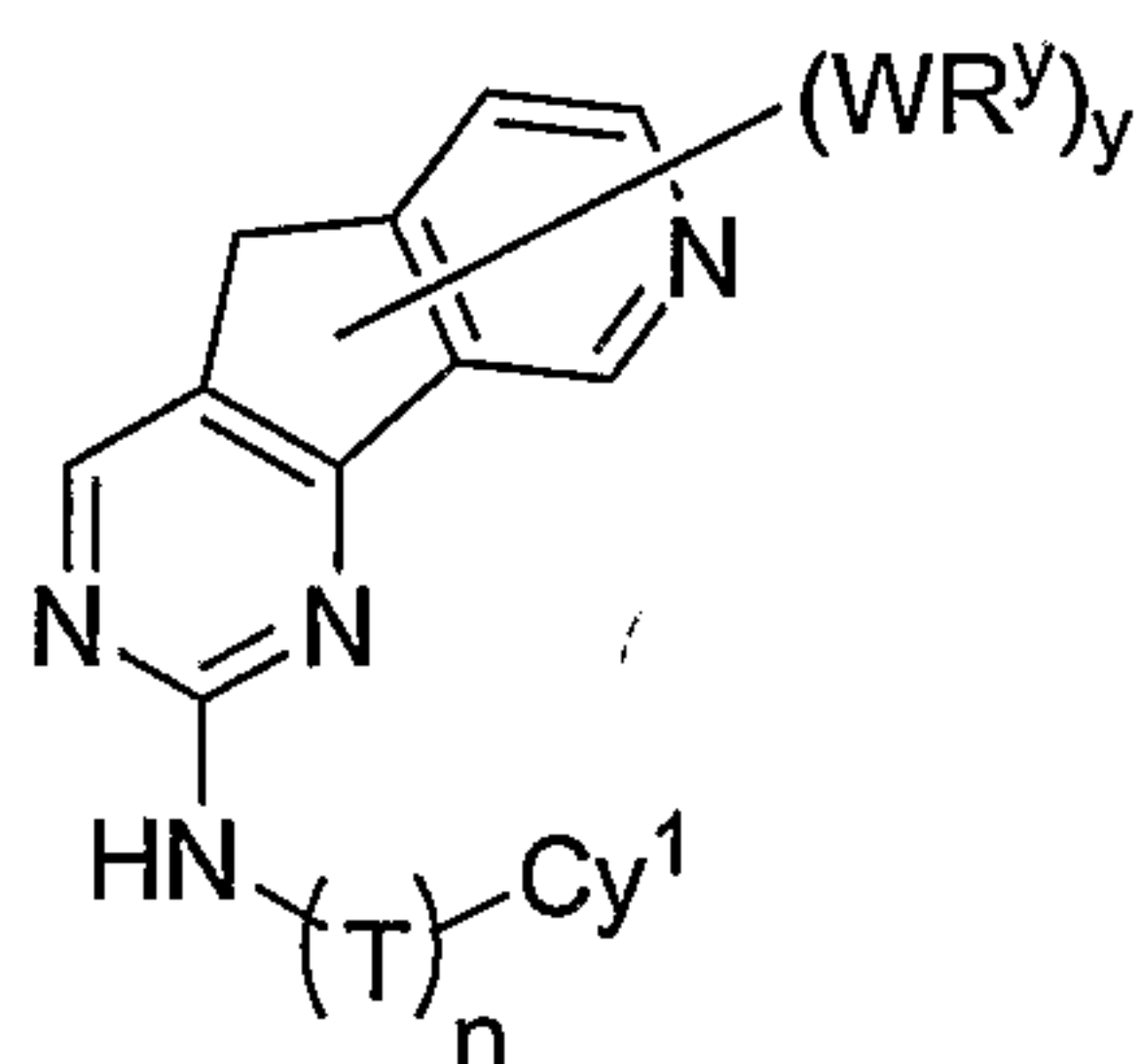
II-B



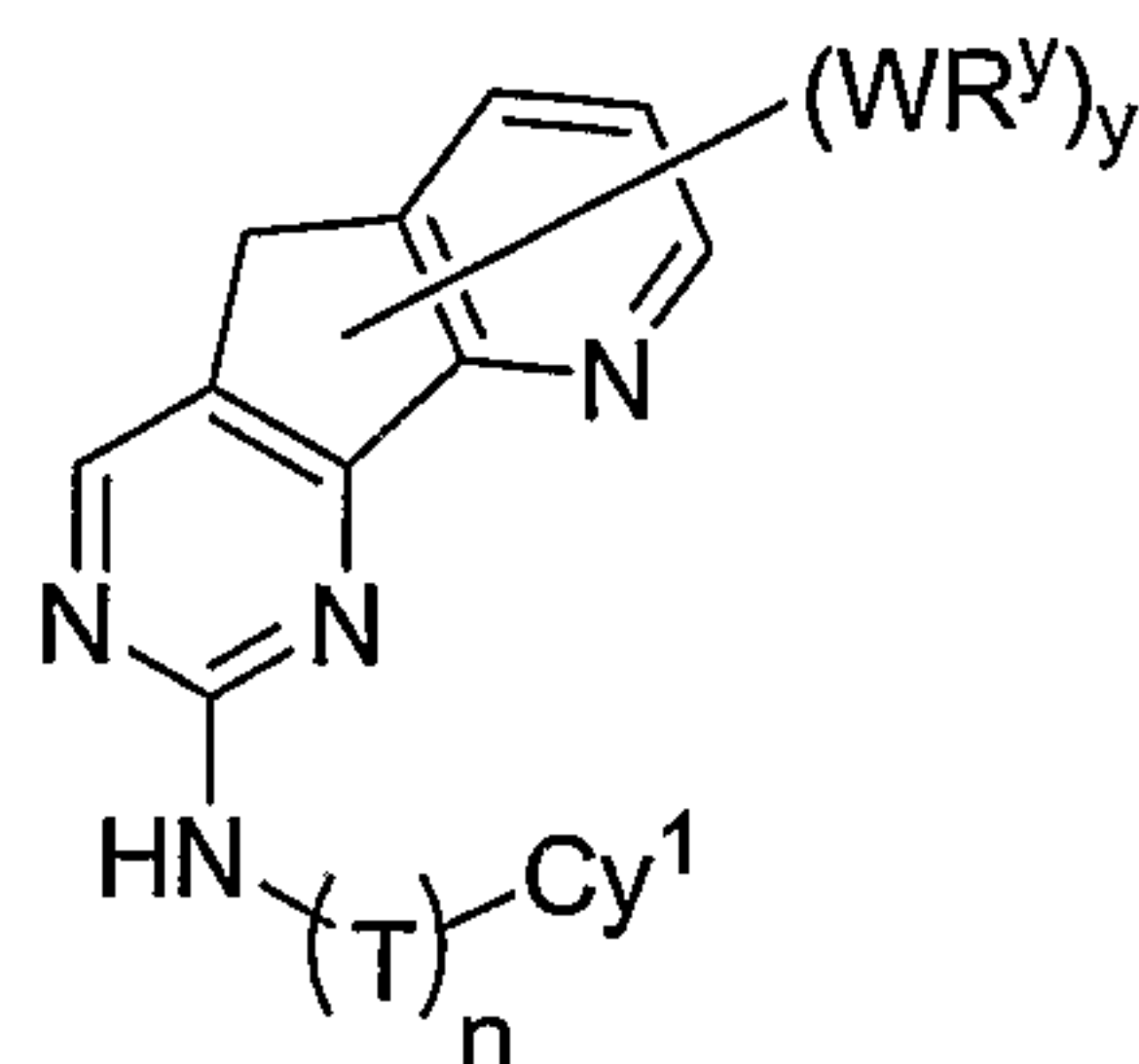
II-C



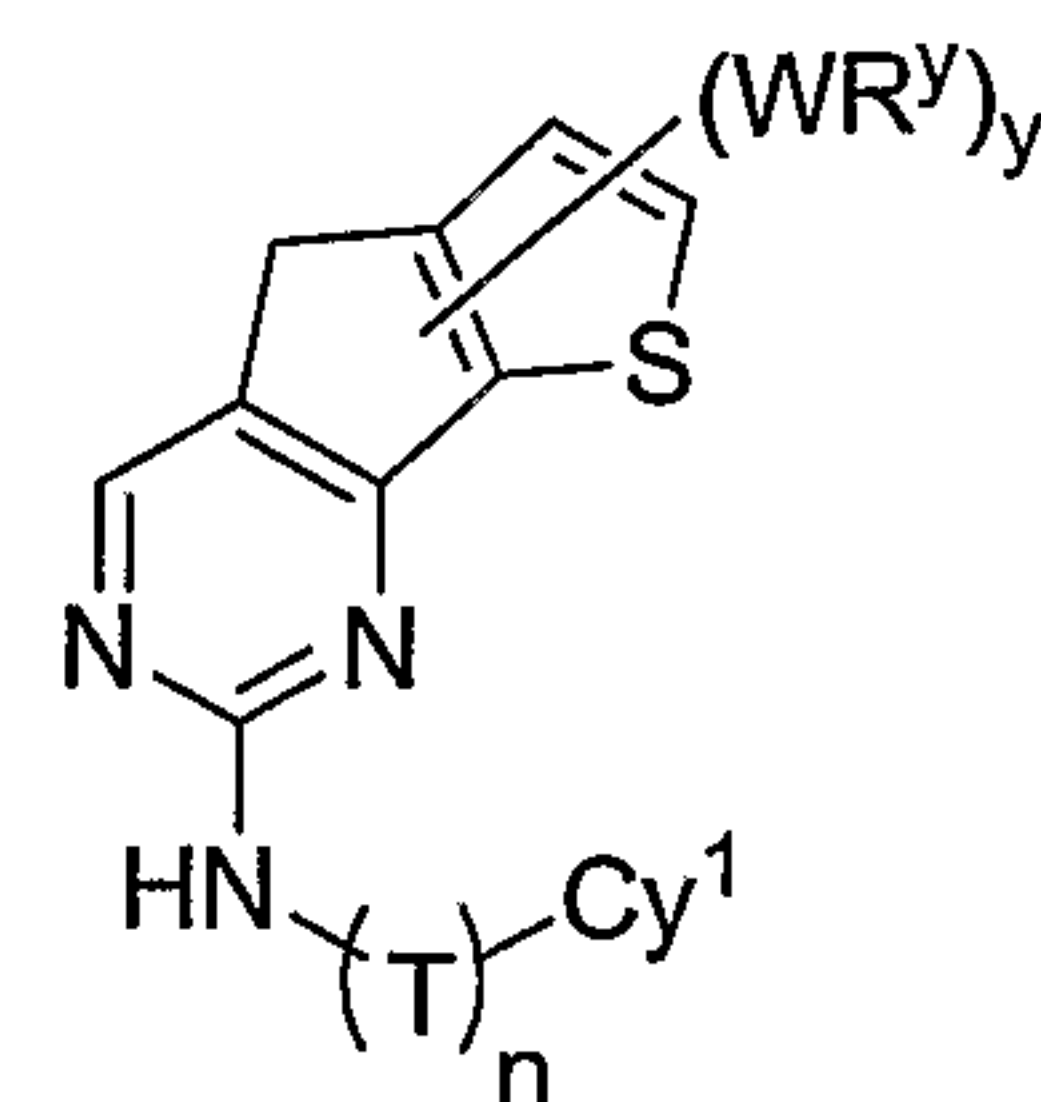
II-D



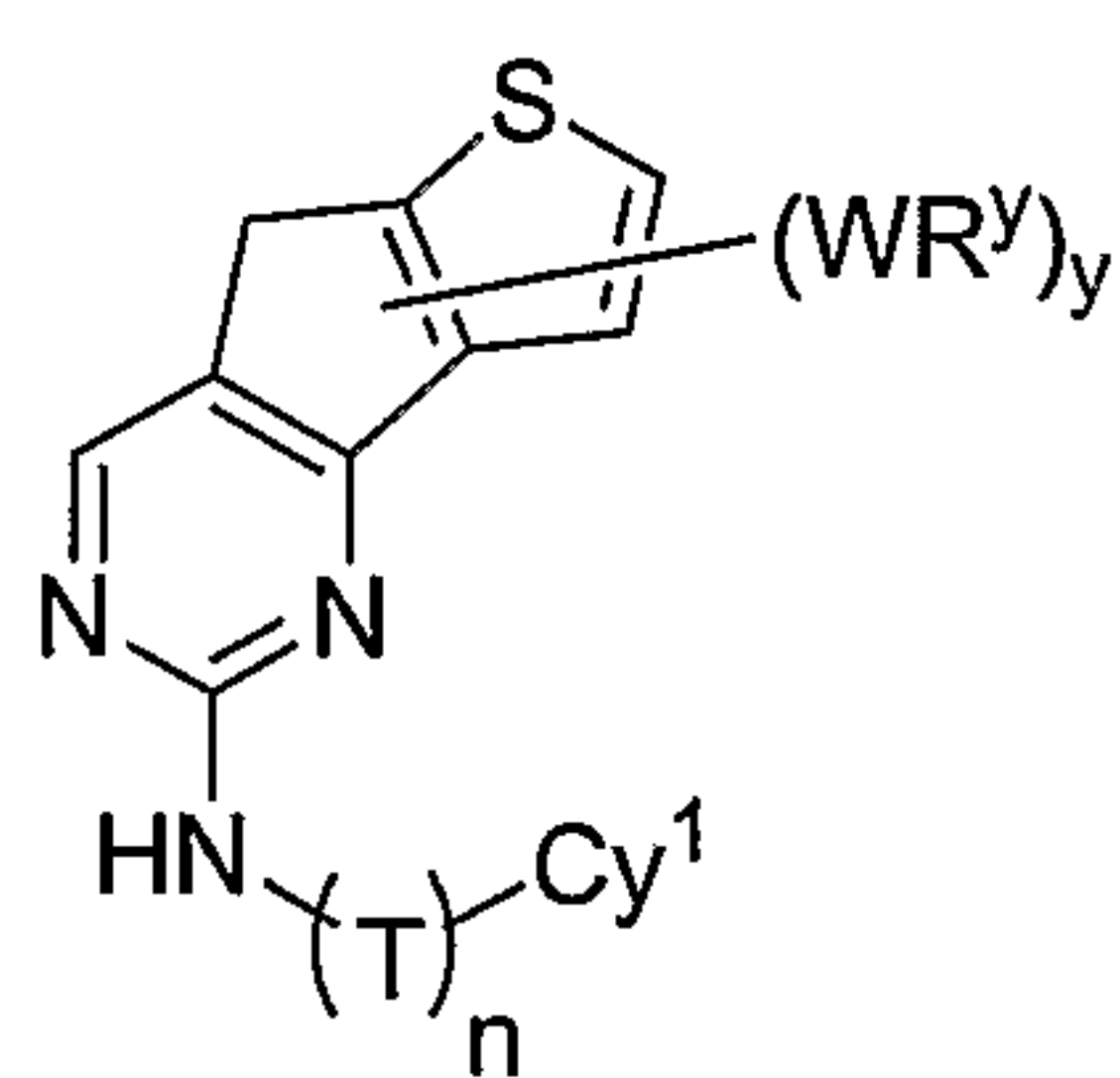
II-E



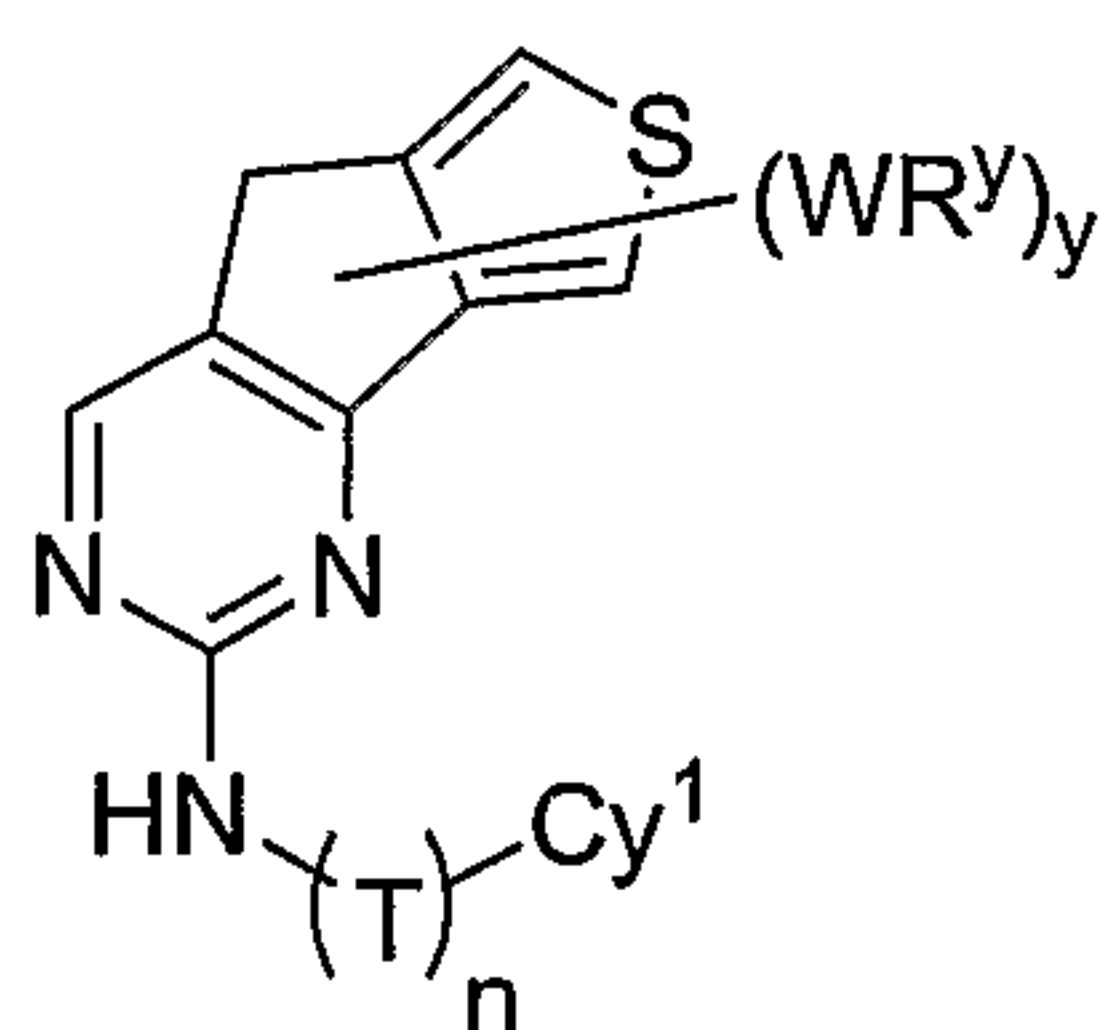
II-F



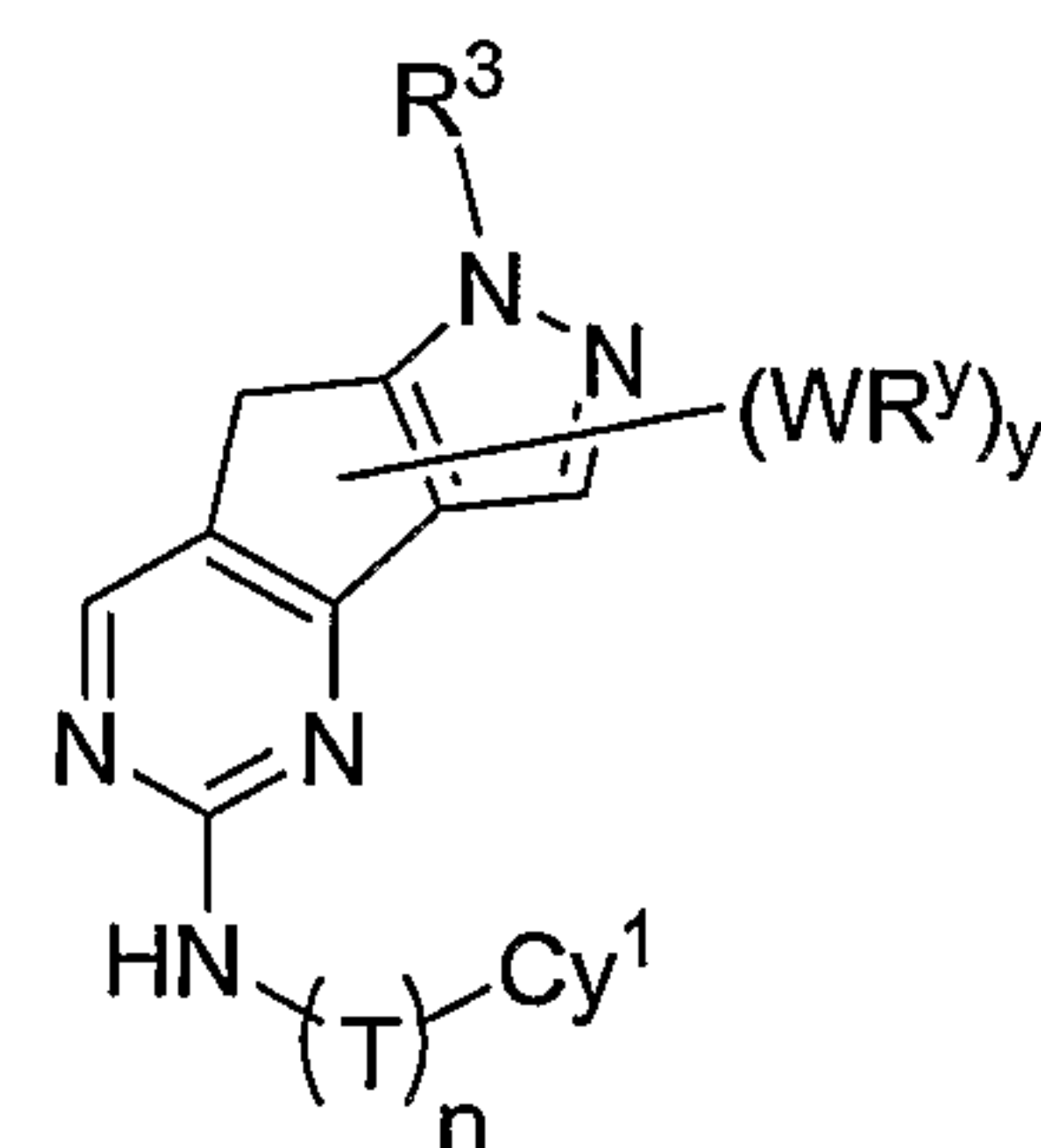
II-G



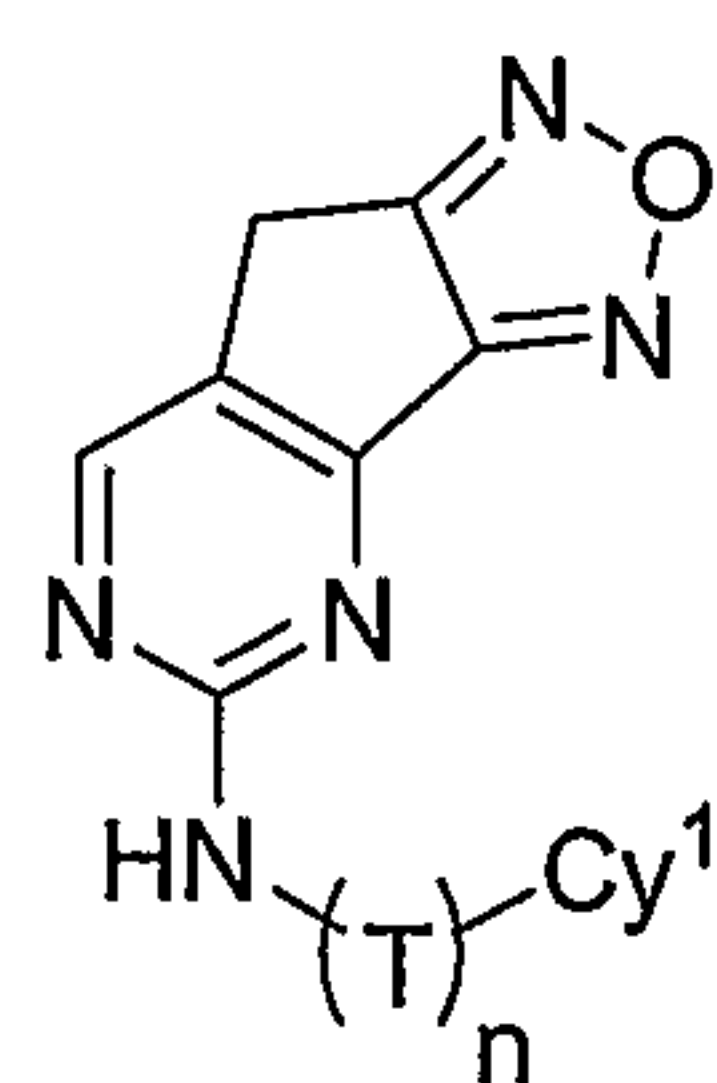
II-H



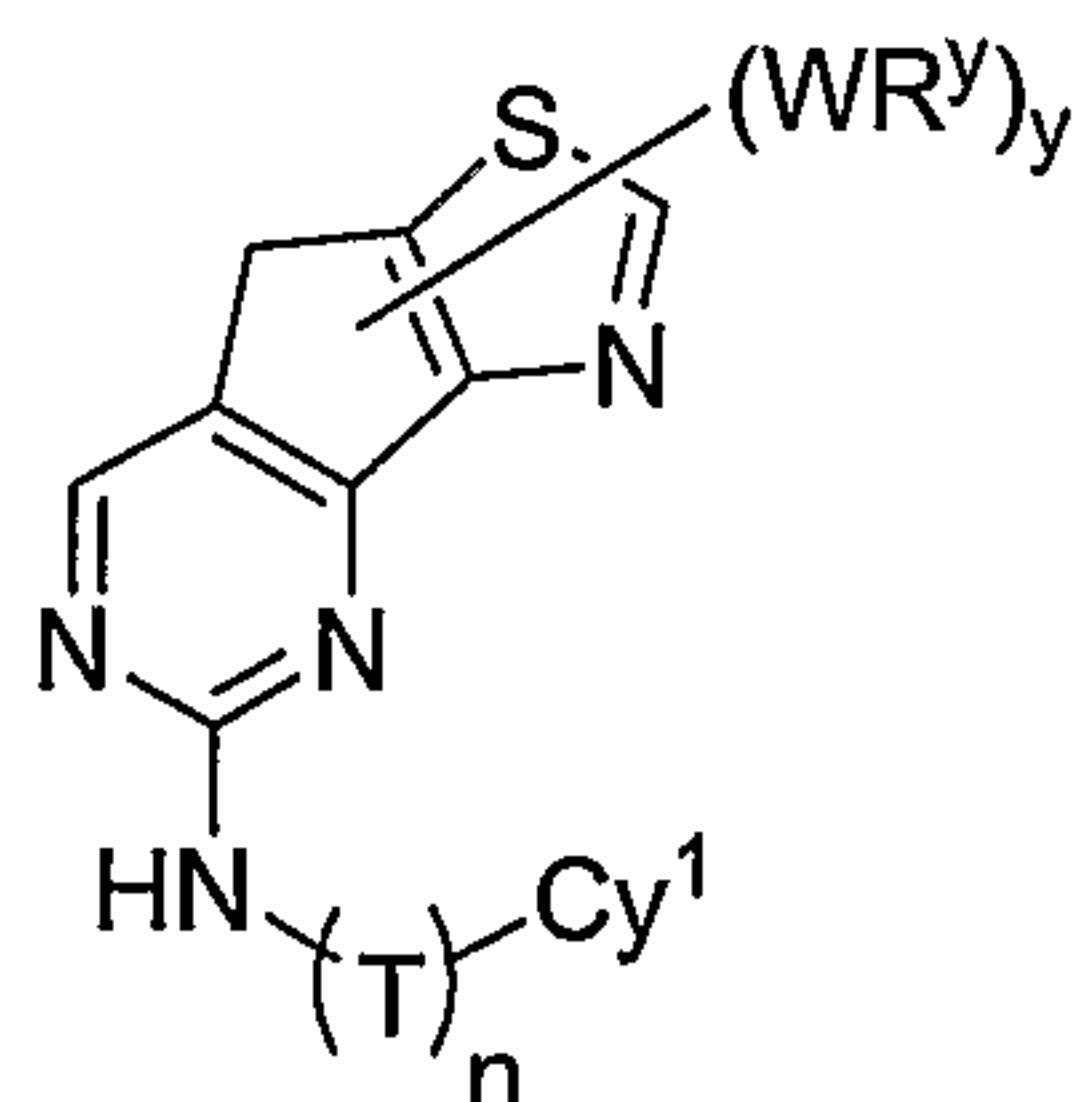
II-I



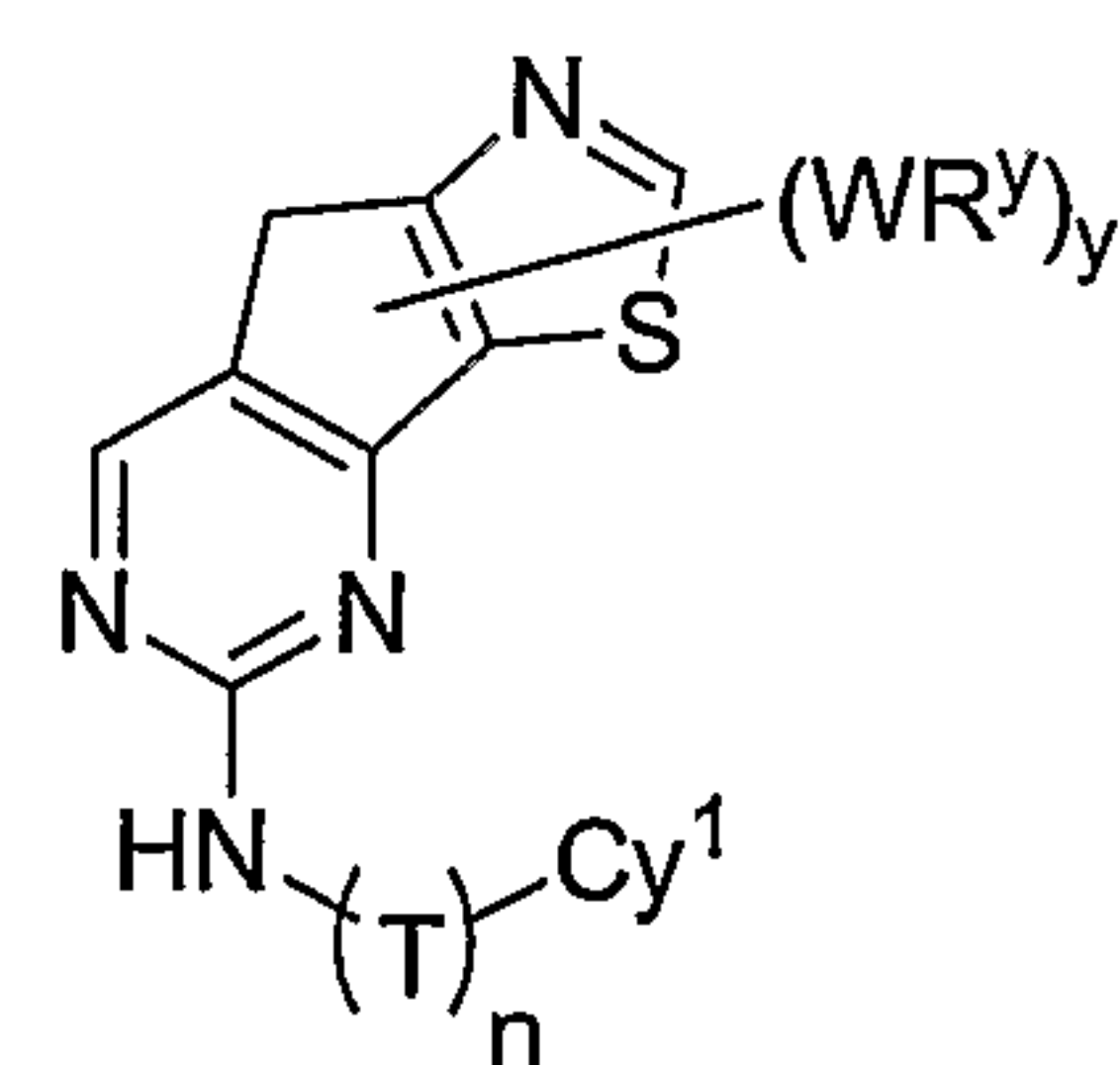
II-J



II-K



II-L



II-M

25. The compound of claim 24, wherein Cy¹ is phenyl, optionally substituted with 0-3 occurrences of QR^x.

26. The compound of claim 24, wherein n is 0, or n is 1 and T is CH₂, -CH₂CH₂-, -CO- or -SO₂-; x is 0-3; and each occurrence of QR^x is independently halogen, CN, NO₂, or an optionally substituted group selected from C₁₋₄alkyl, aryl, aralkyl, -N(R')₂, -CH₂N(R')₂, -OR', -CH₂OR', -SR', -CH₂SR', -COOR', -NRCOR', -CON(R')₂, -SO₂R', NR'SO₂R', or -SO₂N(R')₂.

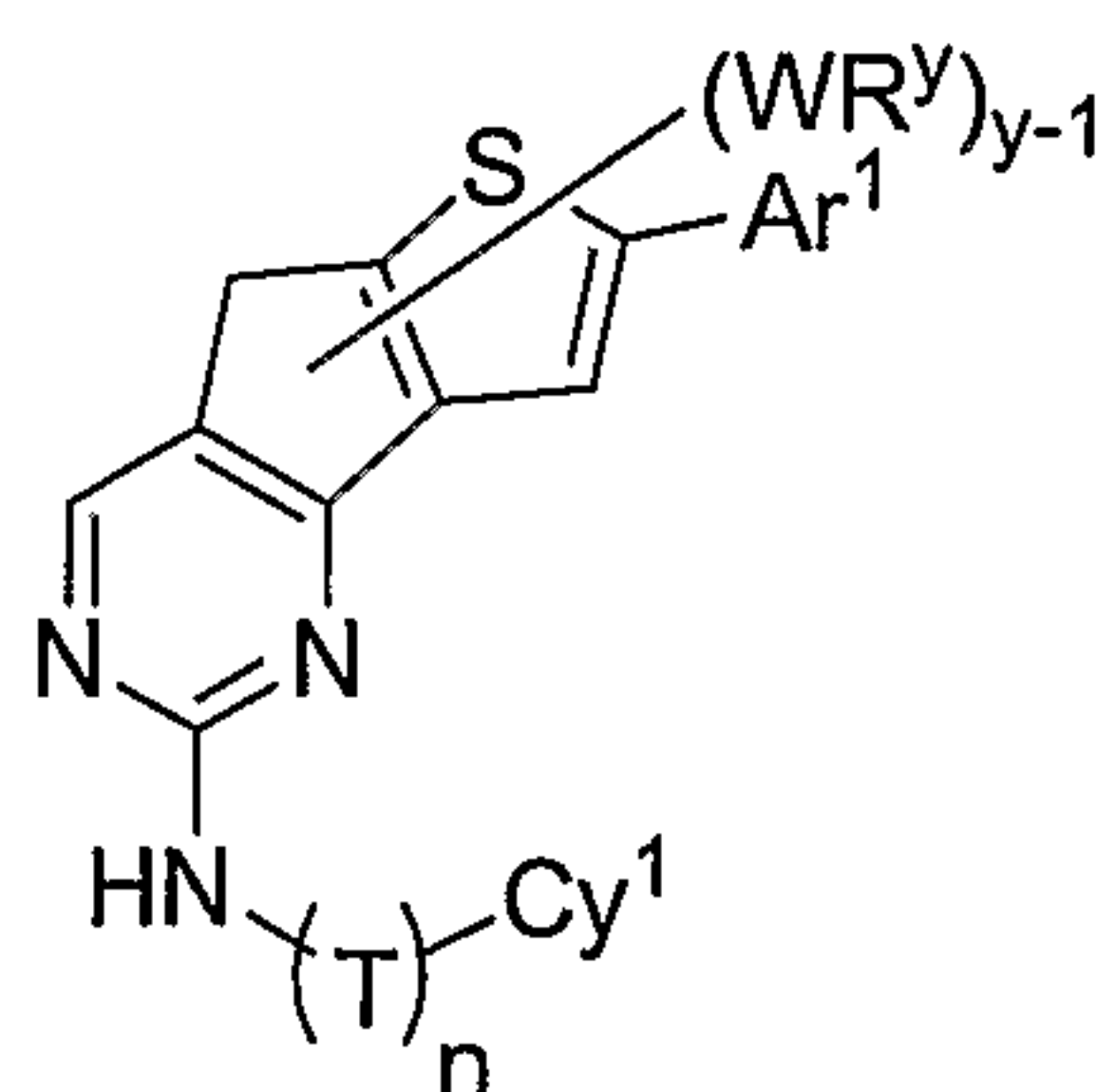
27. The compound of claim 24, wherein x is 0-3; and each occurrence of QR^x is independently halogen, CN, NO₂, or an optionally substituted group selected from C₁₋₄alkyl, aryl, aralkyl, -N(R')₂, -CH₂N(R')₂, -OR', -CH₂OR', -SR', -CH₂SR', -COOR', -NRCOR', -CON(R')₂, -SO₂R', NR'SO₂R', or -SO₂N(R')₂.

28. The compound of claim 24, wherein y is 0-3; and each occurrence of WR^y is independently halogen, CN, NO₂, or an optionally substituted group selected from C₁₋₄alkyl, aryl, heteroaryl, -N(R')₂, -CH₂N(R')₂, -OR', -CH₂OR', -SR', -CH₂SR', -COOR', -NRCOR', -CON(R')₂, or -S(O)₂N(R')₂.

29. The compound of claim 24, wherein y is 1 and WR^y is an optionally substituted aryl or heteroaryl group.

30. The compound of claim 24, wherein y is 1 and WR^y is a substituted phenyl, pyridyl, pyrimidinyl, thiophenyl, or furanyl group, optionally substituted with one of more occurrences of -VR^V; wherein V is a bond or is a C₁-C₆ alkylidene chain wherein up to two non-adjacent methylene units of V are independently optionally replaced by CO, CO₂, COCO, CONR, OCONR, NRNR, NRNRCO, NRCO, NRCO₂, NRCONR, SO, SO₂, NRSO₂, SO₂NR, NRSO₂NR, O, S, or NR; and each occurrence of R^V is independently selected from R', halogen, NO₂, or CN, or -QR^x is =O, =S, or =NR'.

31. The compound of claim 24, wherein one occurrence of WR^y is an optionally substituted aryl or heteroaryl group, denoted by Ar¹ in formula II-H-i below:

**II-H-i.**

32. The compound of claim 31, wherein Ar^1 is a substituted phenyl, pyridyl, pyrimidinyl, thiophenyl, or furanyl group, optionally substituted by one or more occurrences of $-\text{VR}^V$; wherein V is a bond or is a C_1 - C_6 alkylidene chain wherein up to two non-adjacent methylene units of V are independently optionally replaced by CO, CO_2 , COCO, CONR, OCONR, NRNR, NRNRCO, NRCO, NRCO_2 , NRCONR, SO, SO_2 , NRSO_2 , SO_2NR , NRSO_2NR , O, S, or NR; and each occurrence of R^V is independently selected from R' , halogen, NO_2 , or CN, or $-\text{QR}^X$ is $=\text{O}$, $=\text{S}$, or $=\text{NR}'$.

33. The compound of one of claims 22-24, wherein n is 0, or n is 1 and T is CH_2 , $-\text{CH}_2\text{CH}_2-$, $-\text{CO}-$, or $-\text{SO}_2$.

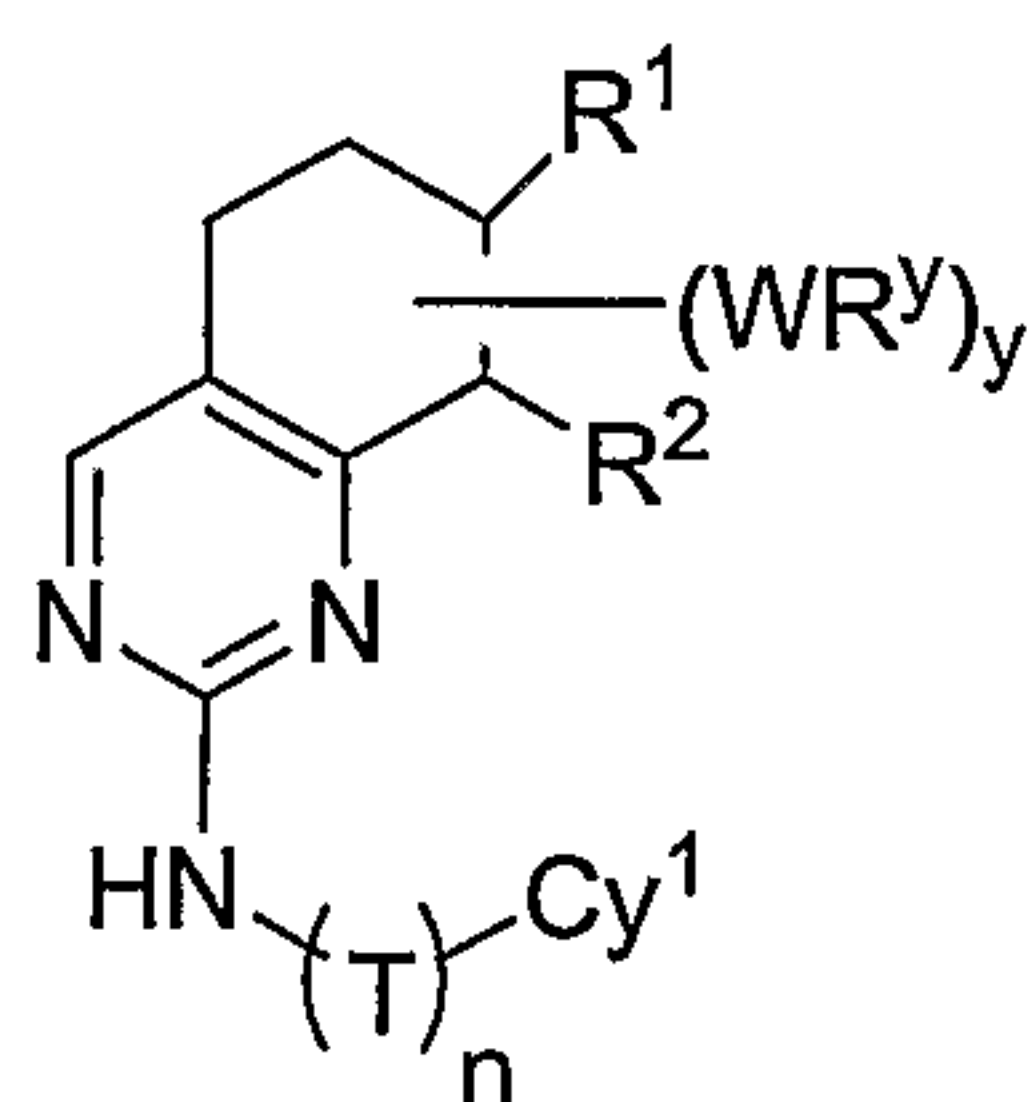
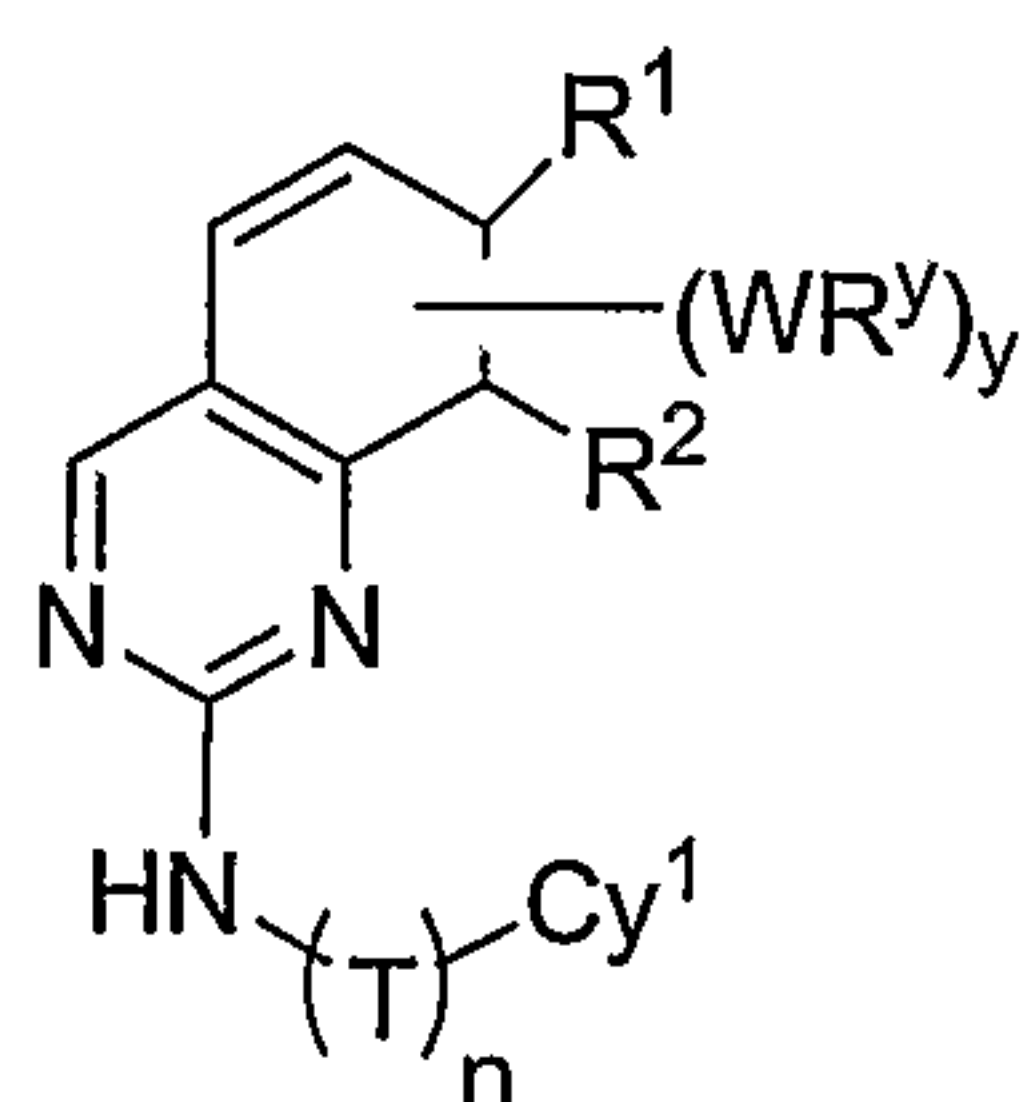
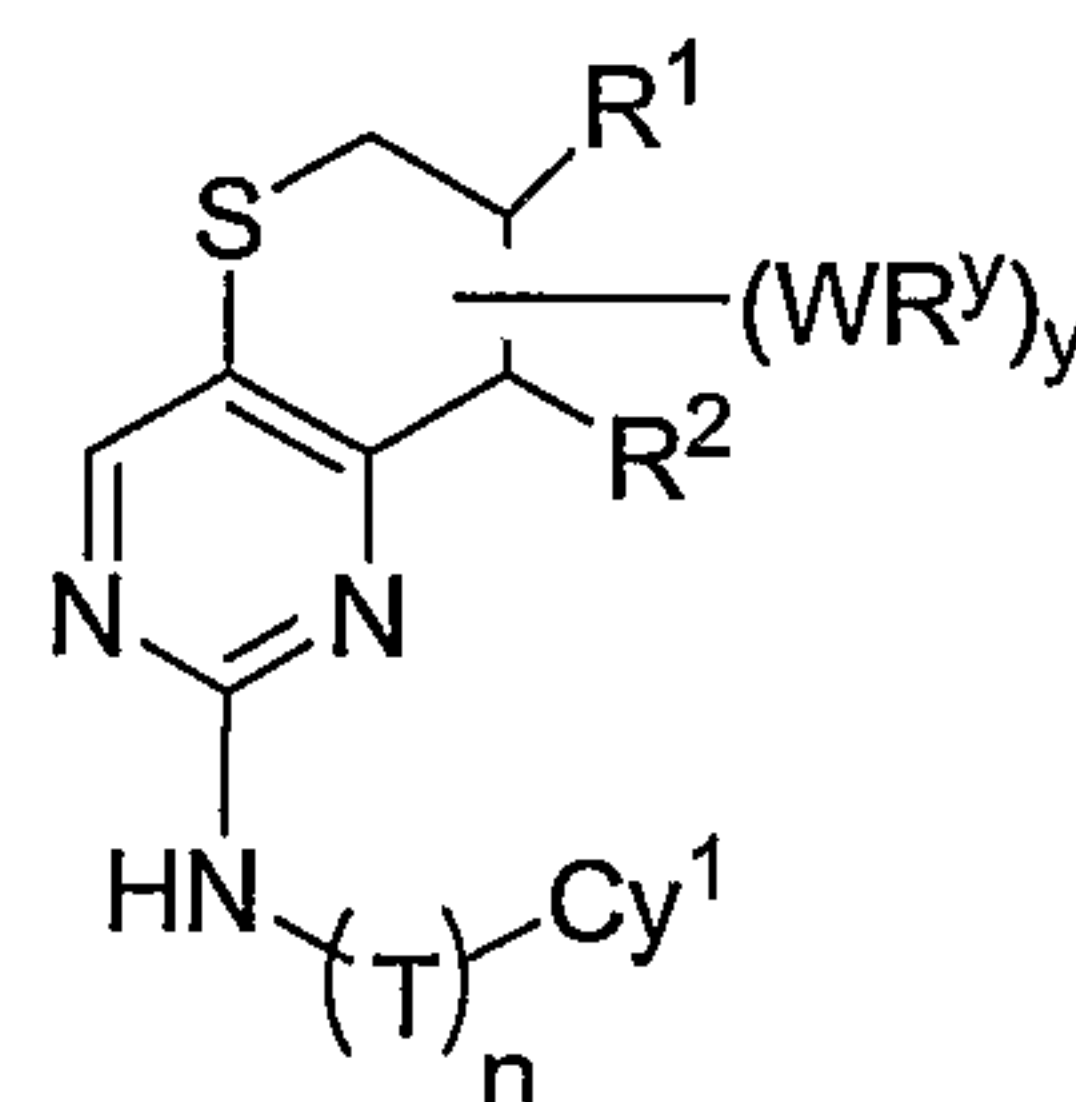
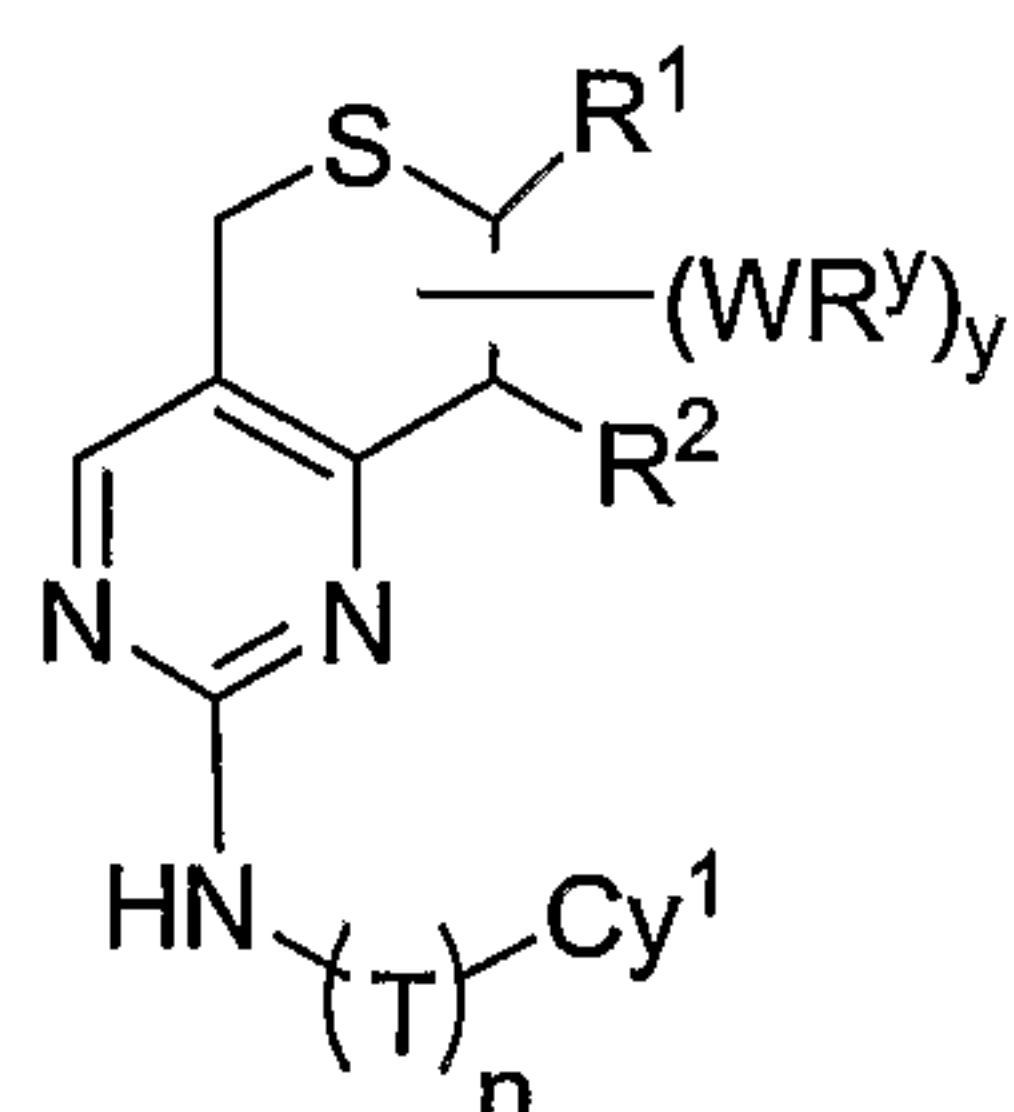
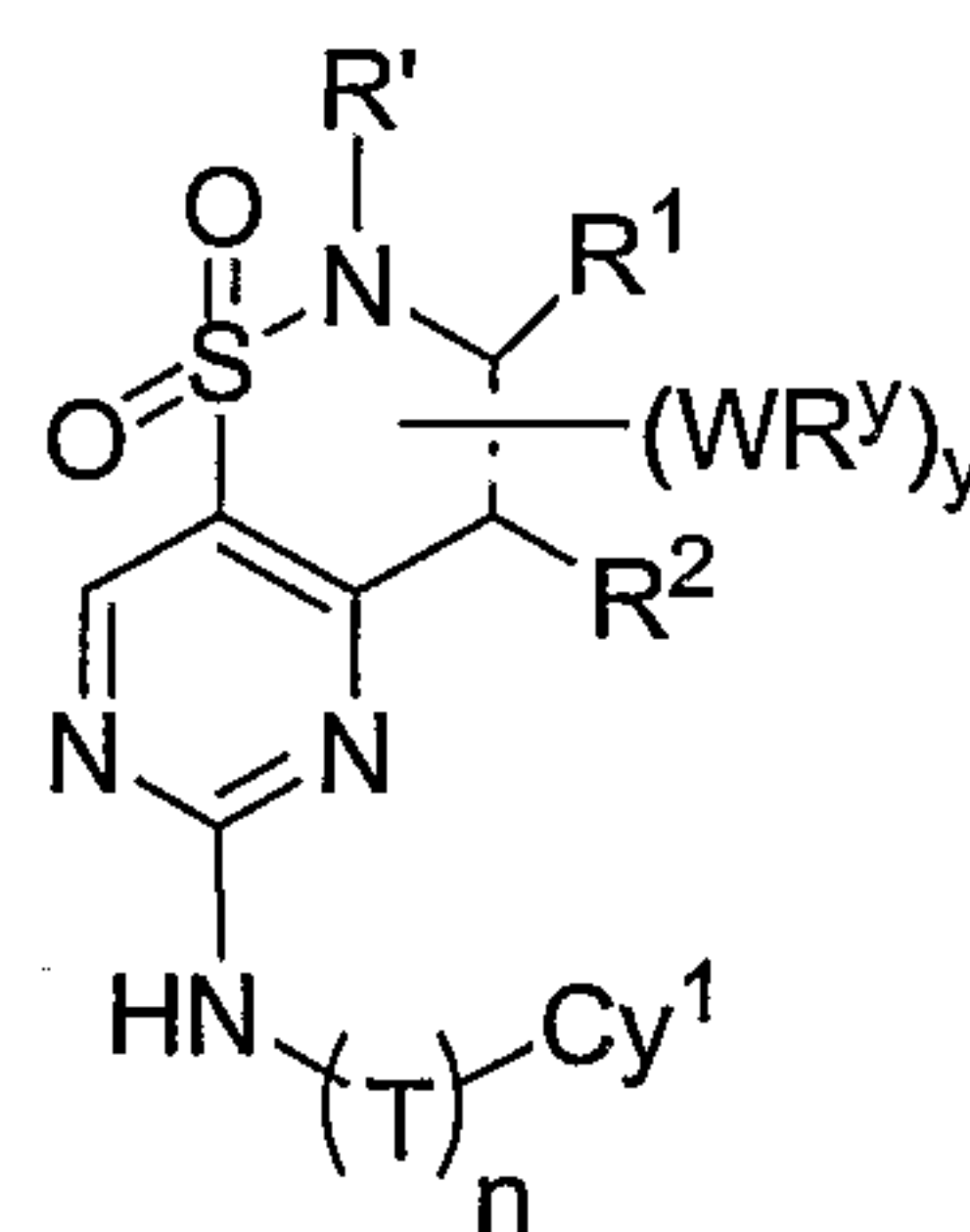
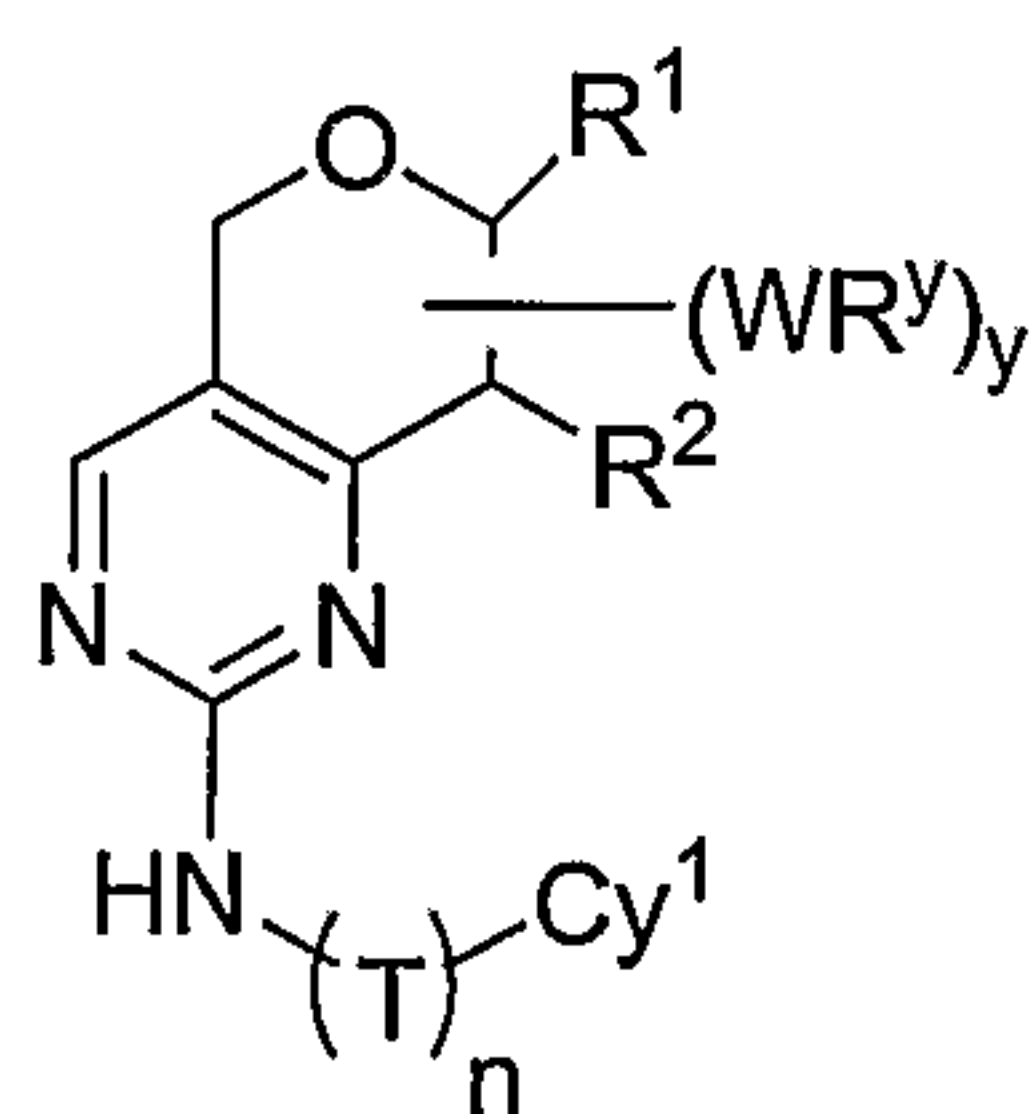
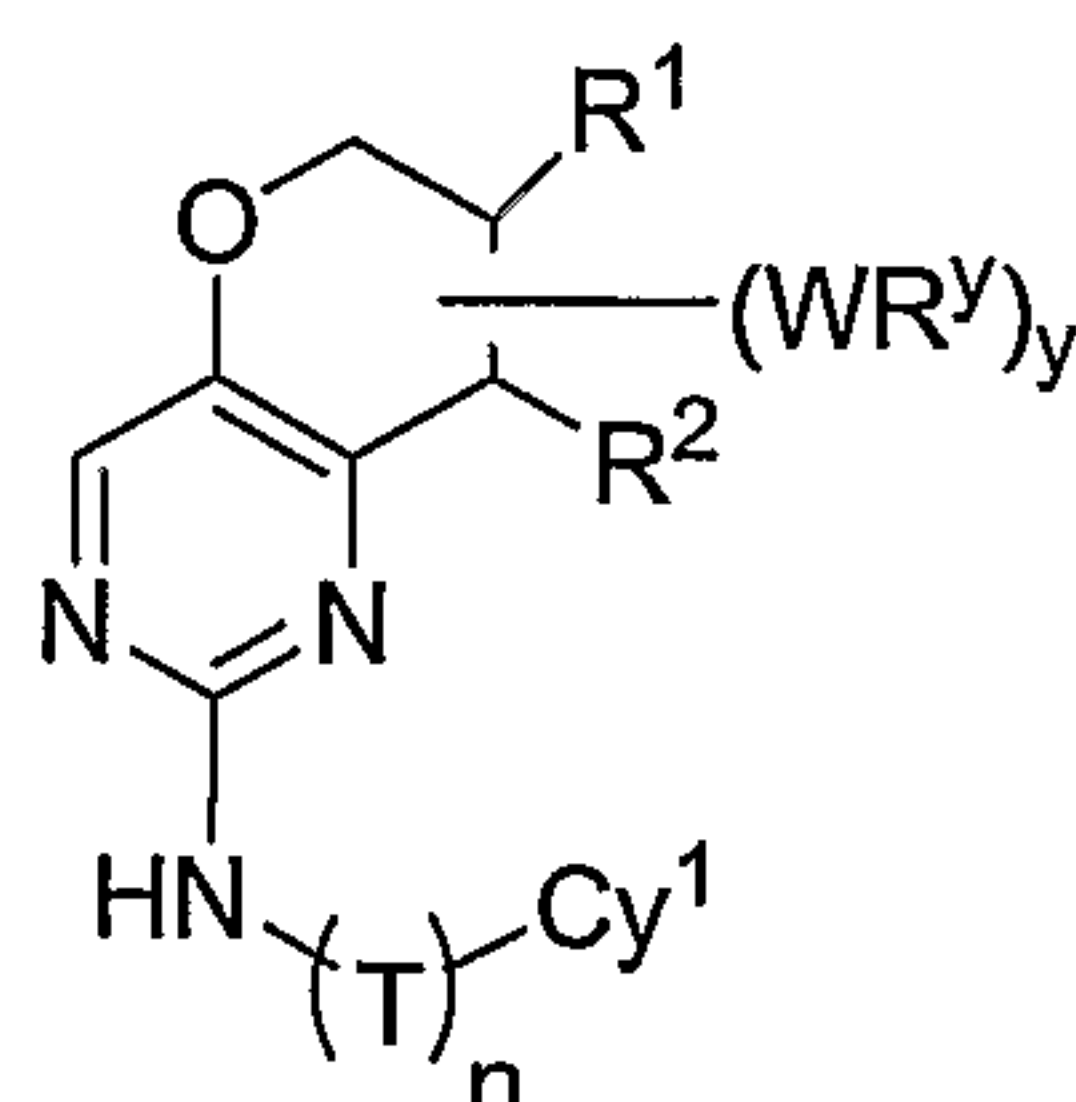
34. The compound of one of claims 22-24, wherein n is 0, or n is 1 and T is $-\text{C}(\text{H})(\text{CH}_3)-$, $-\text{C}(\text{H})(\text{CH}_3)\text{CH}_2-$, $-\text{CH}_2\text{C}(\text{H})(\text{CH}_3)-$, or $-\text{CH}_2\text{CH}_2\text{CH}_2-$.

35. The compound of one of claims 22-24, wherein n is 0, or n is 1 and T is CH_2 , $-\text{CH}_2\text{CH}_2-$, $-\text{CO}-$ or $-\text{SO}_2-$; x is 0-3; and each occurrence of QR^X is independently halogen, CN, NO_2 , or an optionally substituted group selected from C_{1-4} alkyl, aryl, aralkyl, $-\text{N}(\text{R}')_2$, $-\text{CH}_2\text{N}(\text{R}')_2$, $-\text{OR}'$, $-\text{CH}_2\text{OR}'$, $-\text{SR}'$, $-\text{CH}_2\text{SR}'$, $-\text{COOR}'$, $-\text{NRCOR}'$, $-\text{CON}(\text{R}')_2$, $-\text{SO}_2\text{R}'$, $\text{NR}'\text{SO}_2\text{R}'$, or $-\text{SO}_2\text{N}(\text{R}')_2$.

36. The compound of one of claims 22-24, wherein n is 0, or n is 1 and T is $-\text{C}(\text{H})(\text{CH}_3)-$, $-\text{C}(\text{H})(\text{CH}_3)\text{CH}_2-$, $-\text{CH}_2\text{C}(\text{H})(\text{CH}_3)-$, or $-\text{CH}_2\text{CH}_2\text{CH}_2-$; x is 0-3; and each occurrence of QR^X is independently halogen, CN, NO_2 , or an optionally substituted group selected from

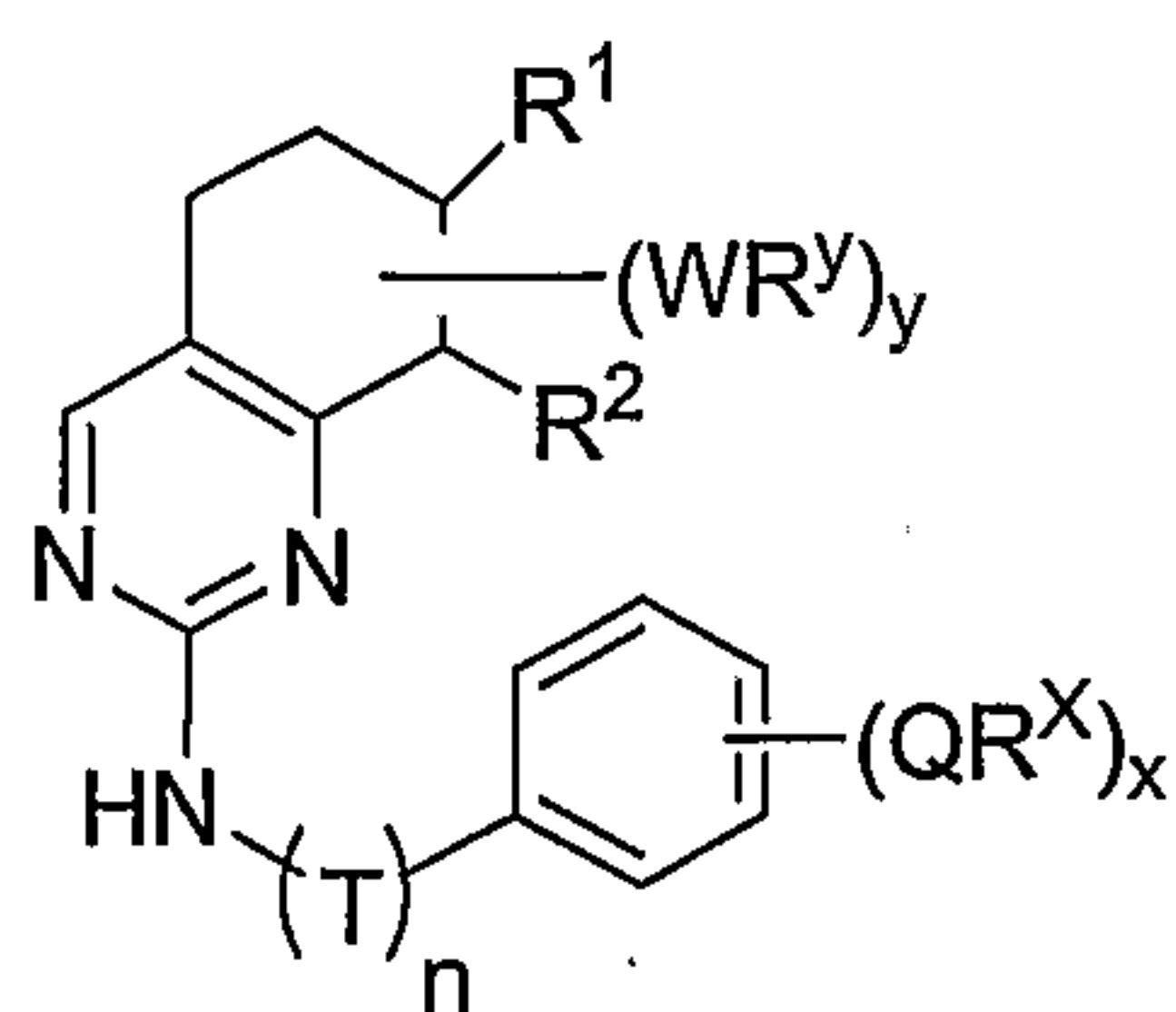
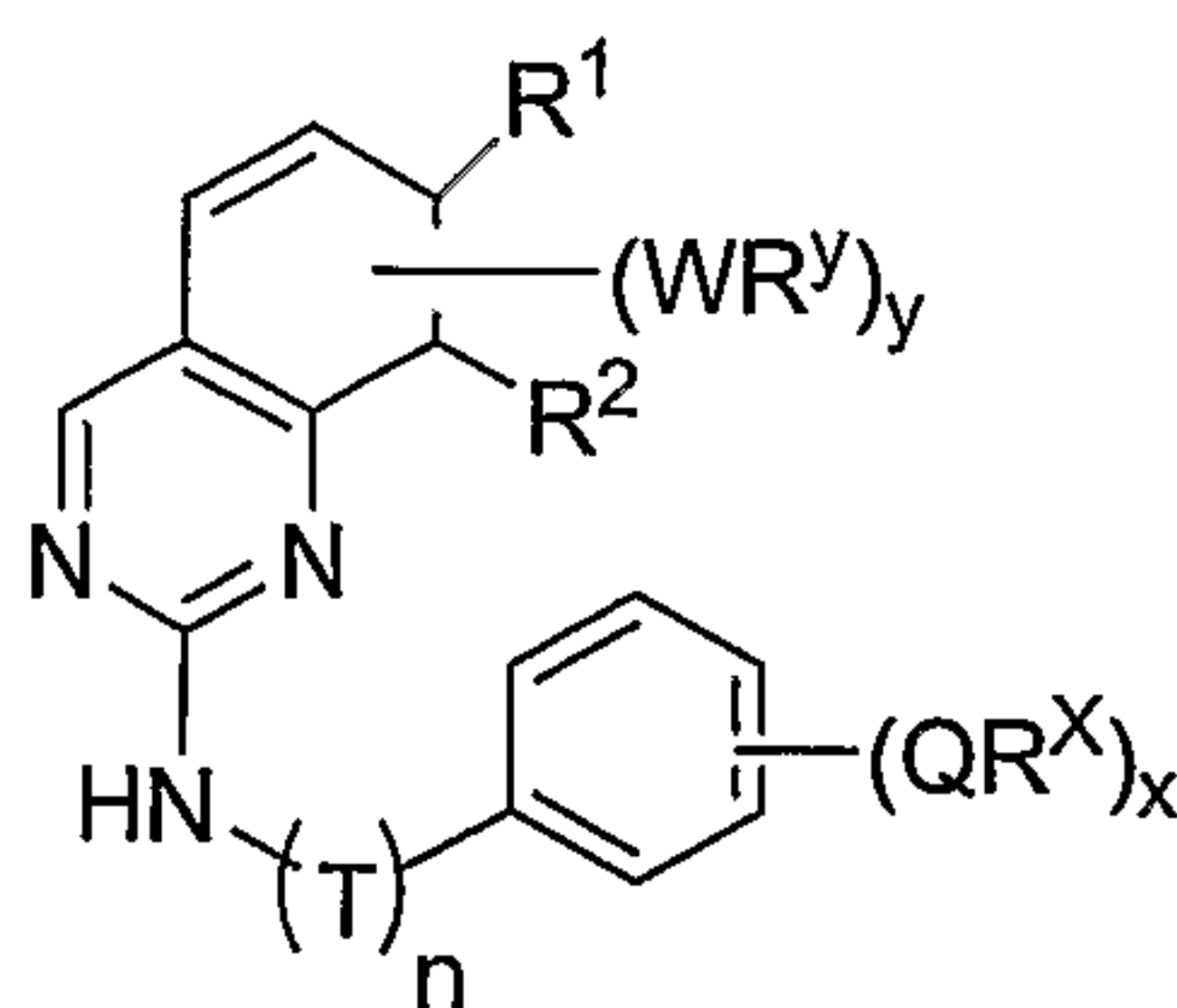
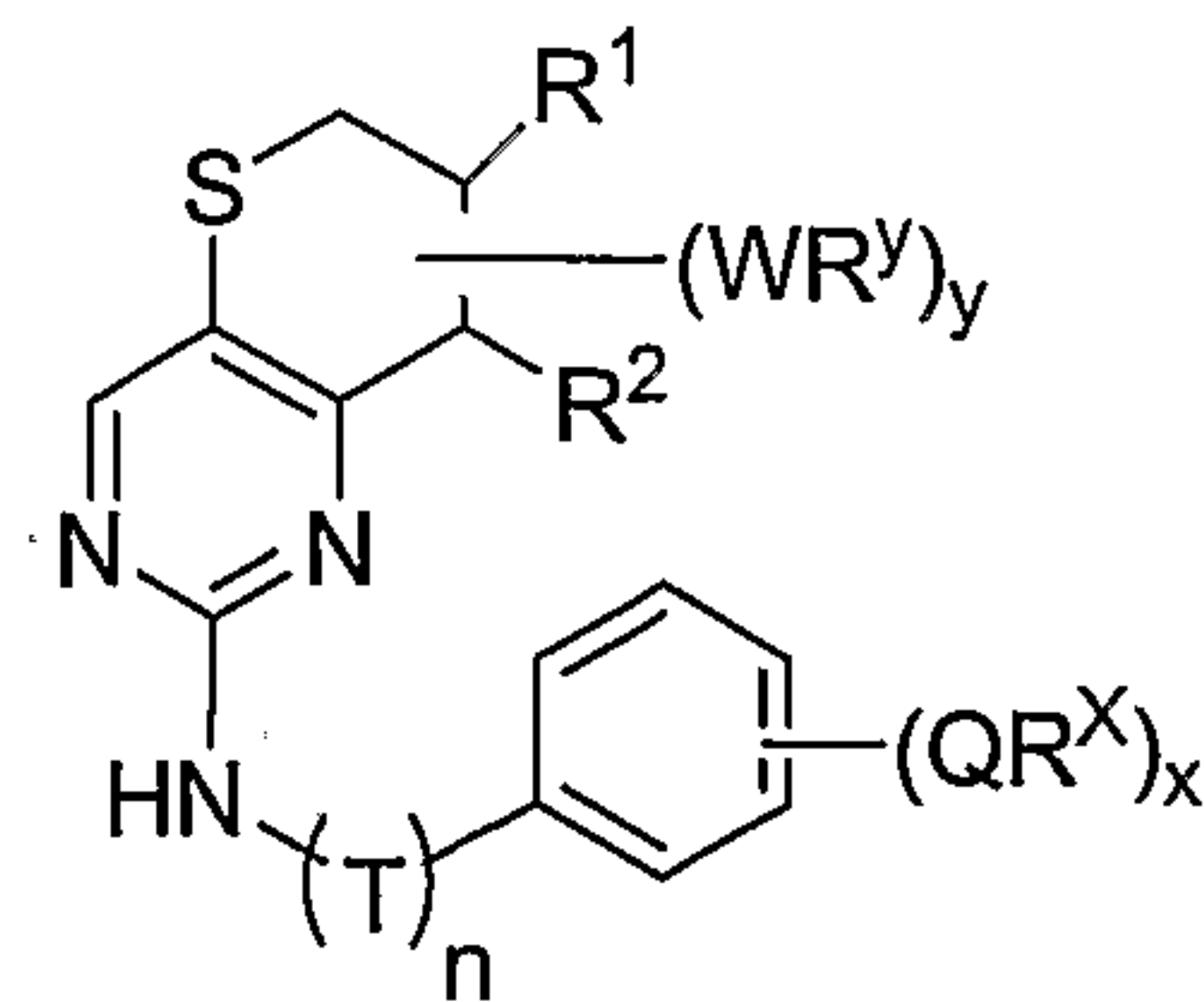
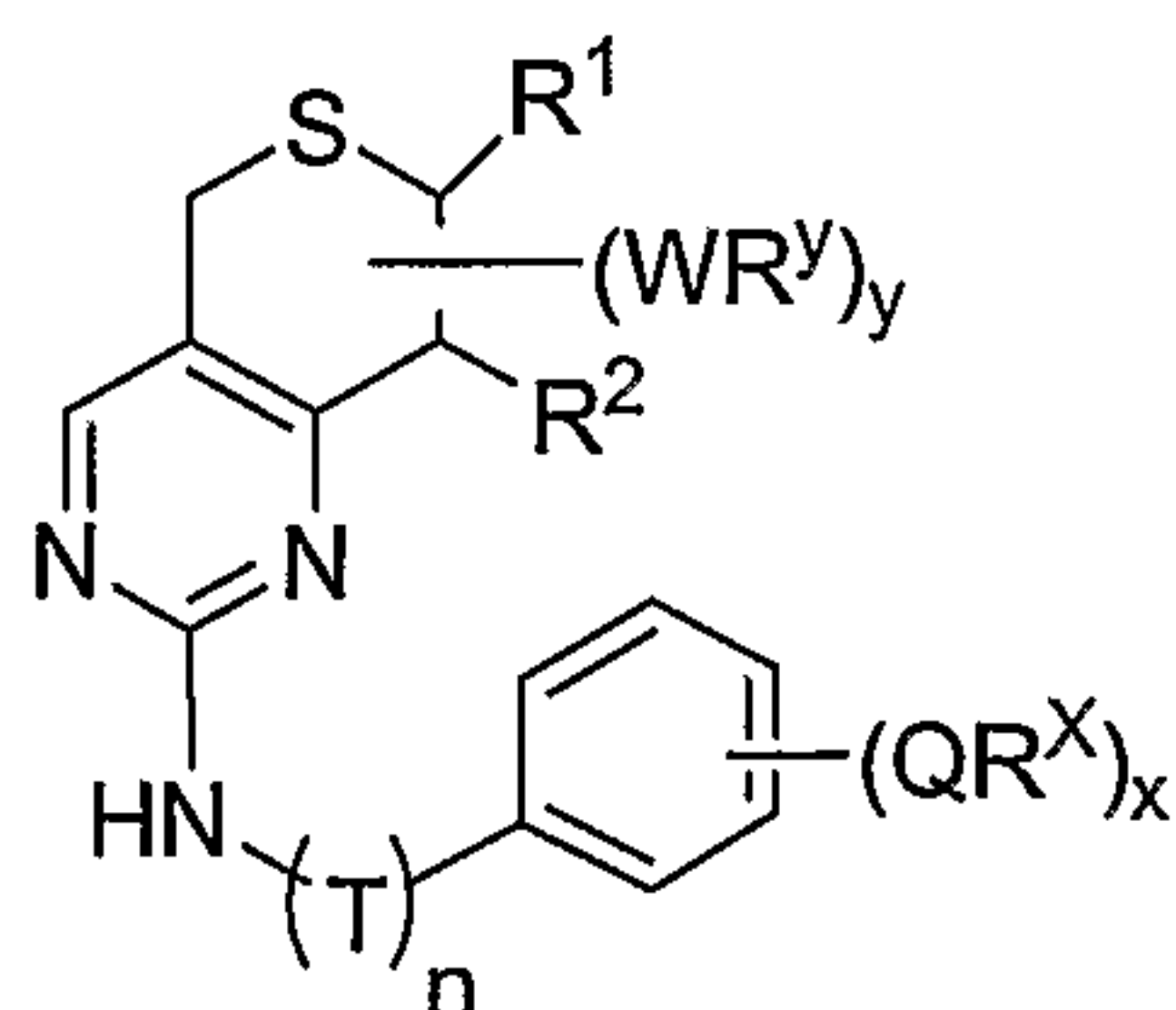
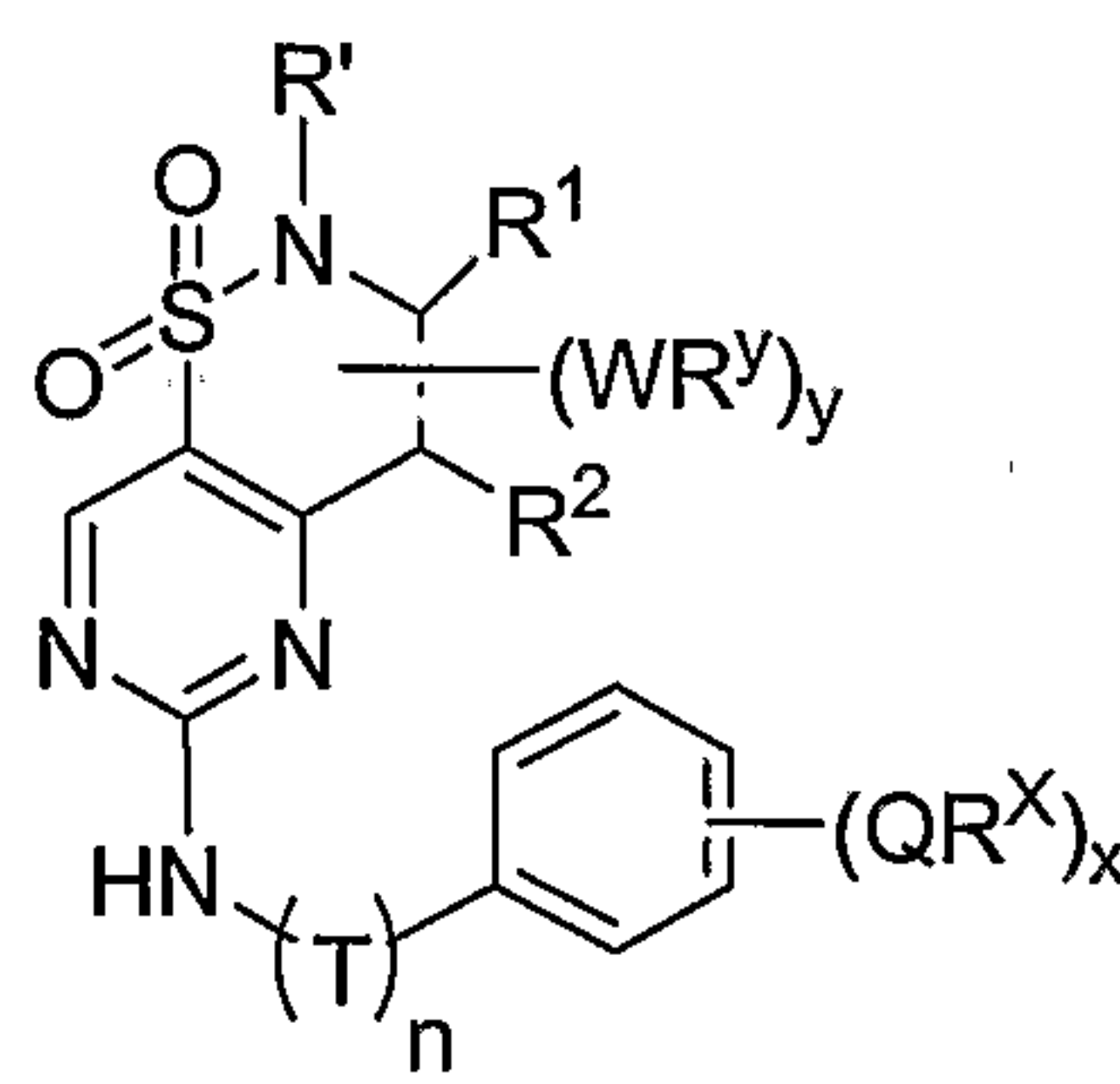
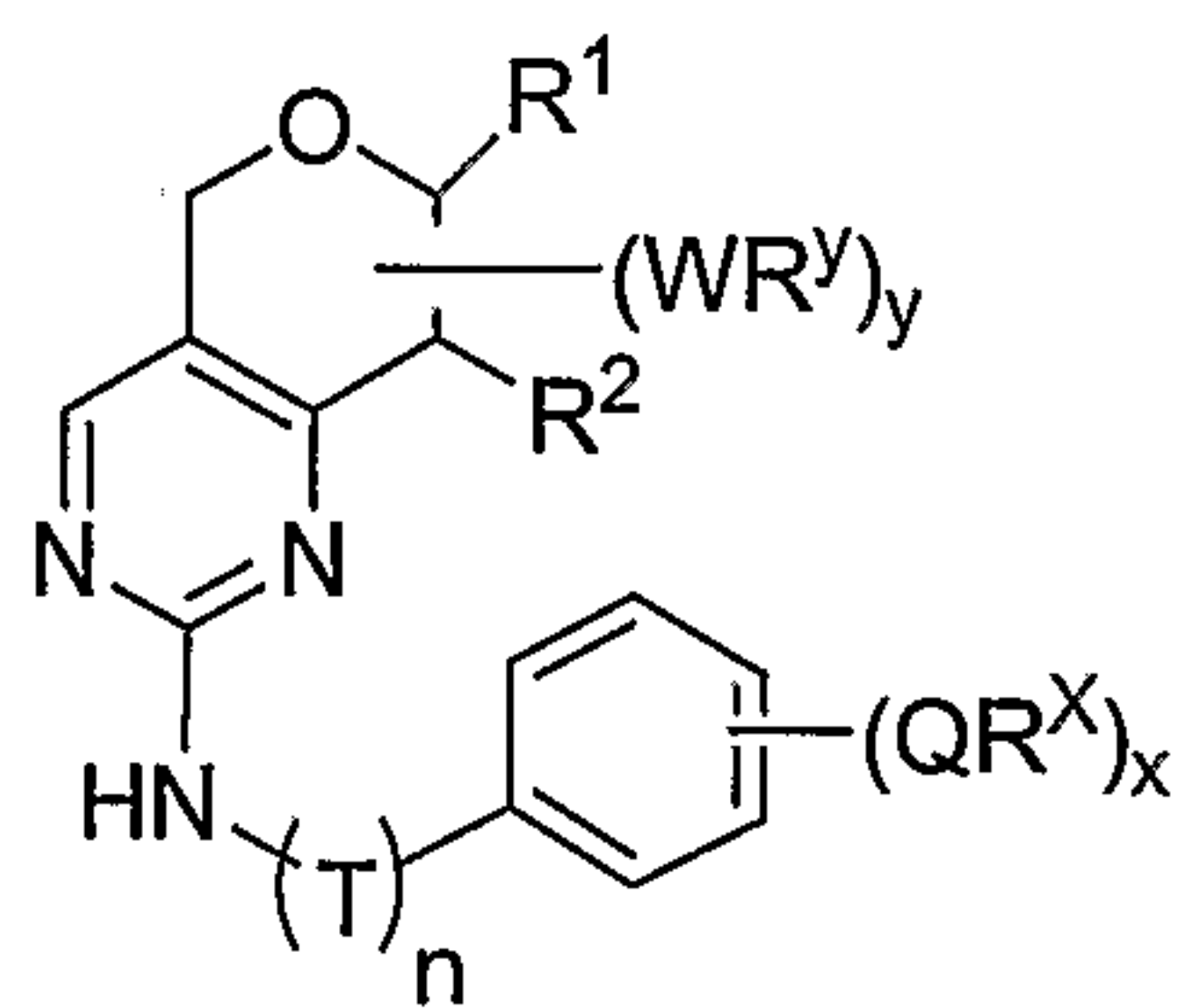
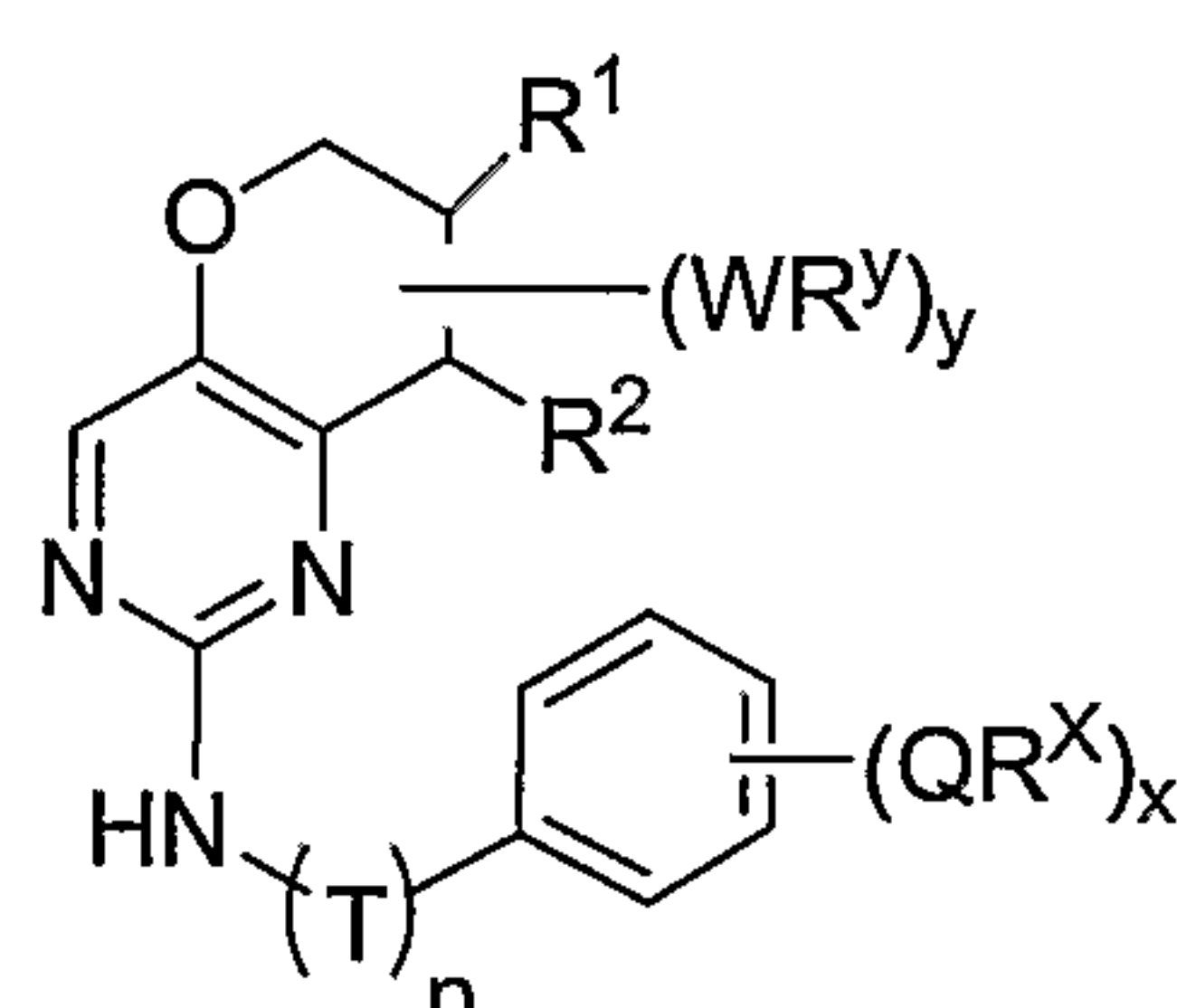
C₁₋₄alkyl, aryl, aralkyl, -N(R')₂, -CH₂N(R')₂, -OR', -CH₂OR', -SR', -CH₂SR', -COOR', -NRCOR', -CON(R')₂, -SO₂R', NR'SO₂R', or -SO₂N(R')₂.

37. The compound of claim 1 or claim 2, wherein X is an optionally substituted C₂-alkylidene chain wherein zero, one or two methylene units are optionally replaced by S, O, or -SO₂N(R')-, and the compounds have one of the structures **III**, **IV**, **V**, **VI**, **VII**, **VIII**, or **IX**:

**III****IV****V****VI****VII****VIII****IX.**

38. The compound of claim 35 or 36, wherein Cy¹ is selected from any one of **a** through **mm** depicted above (including certain subsets **b-i**, **c-i**, **b-ii**, **b-iii**, **c-ii**, **c-iii**, **g-i**, **ll**, **o-i** or **mm**).

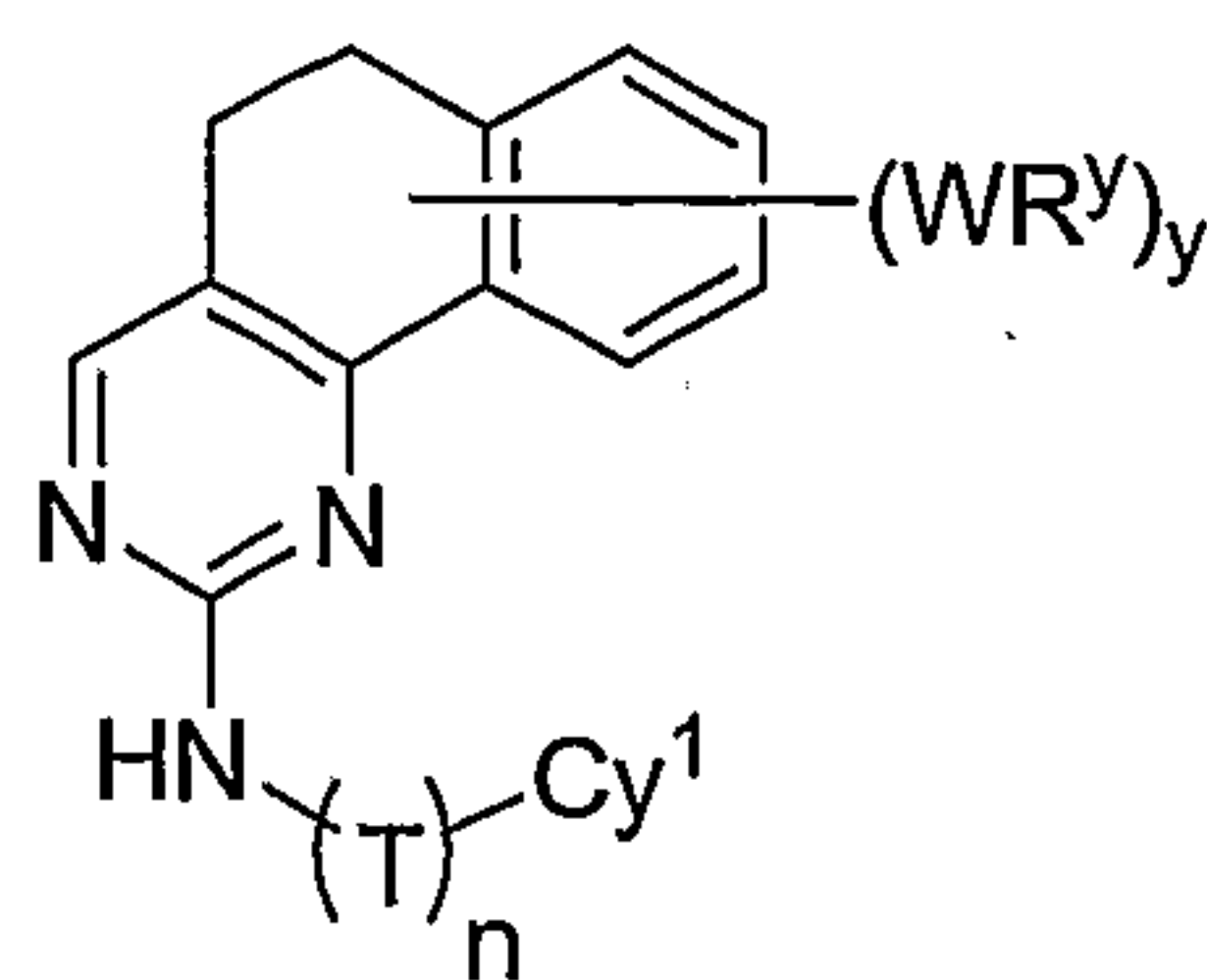
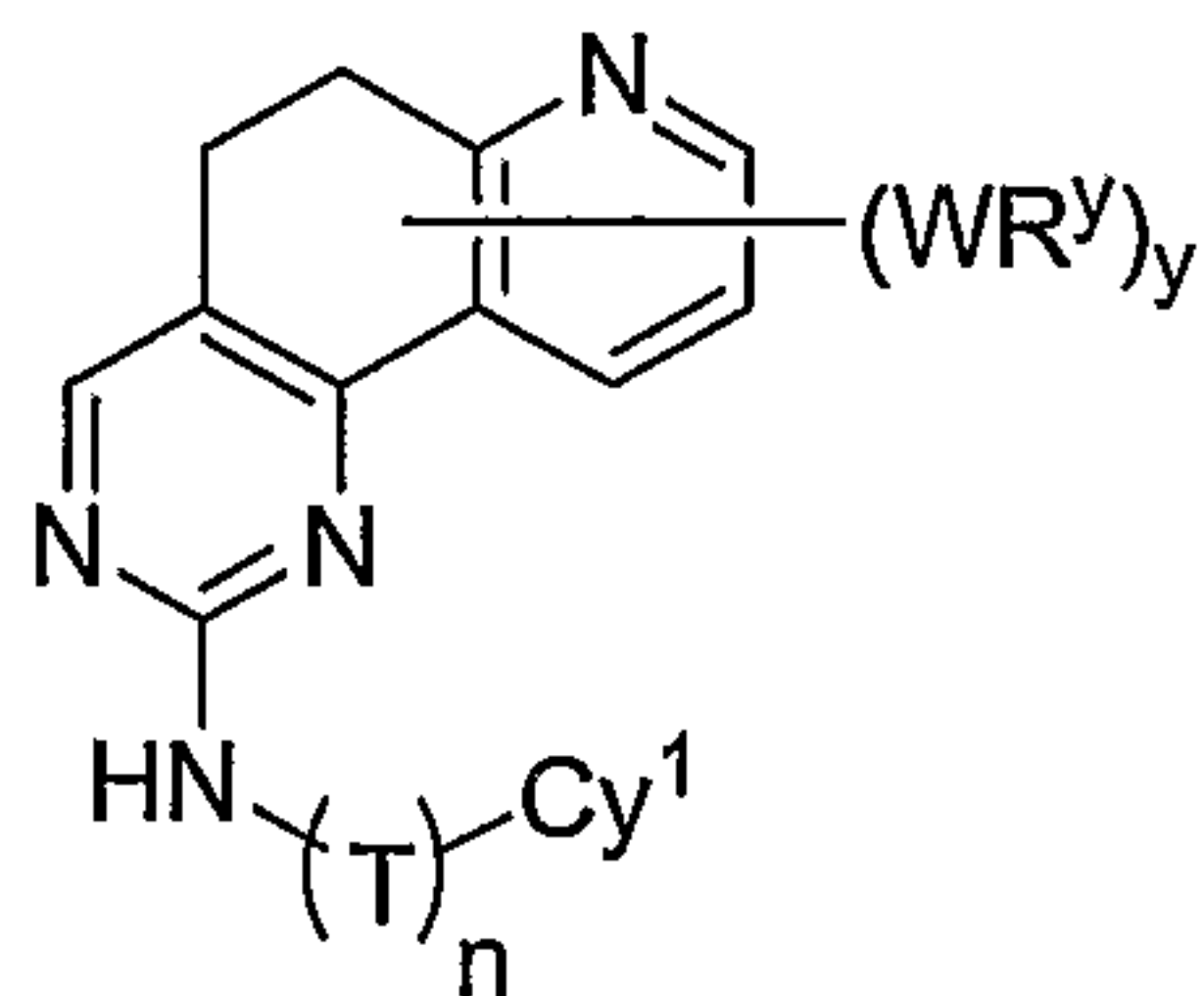
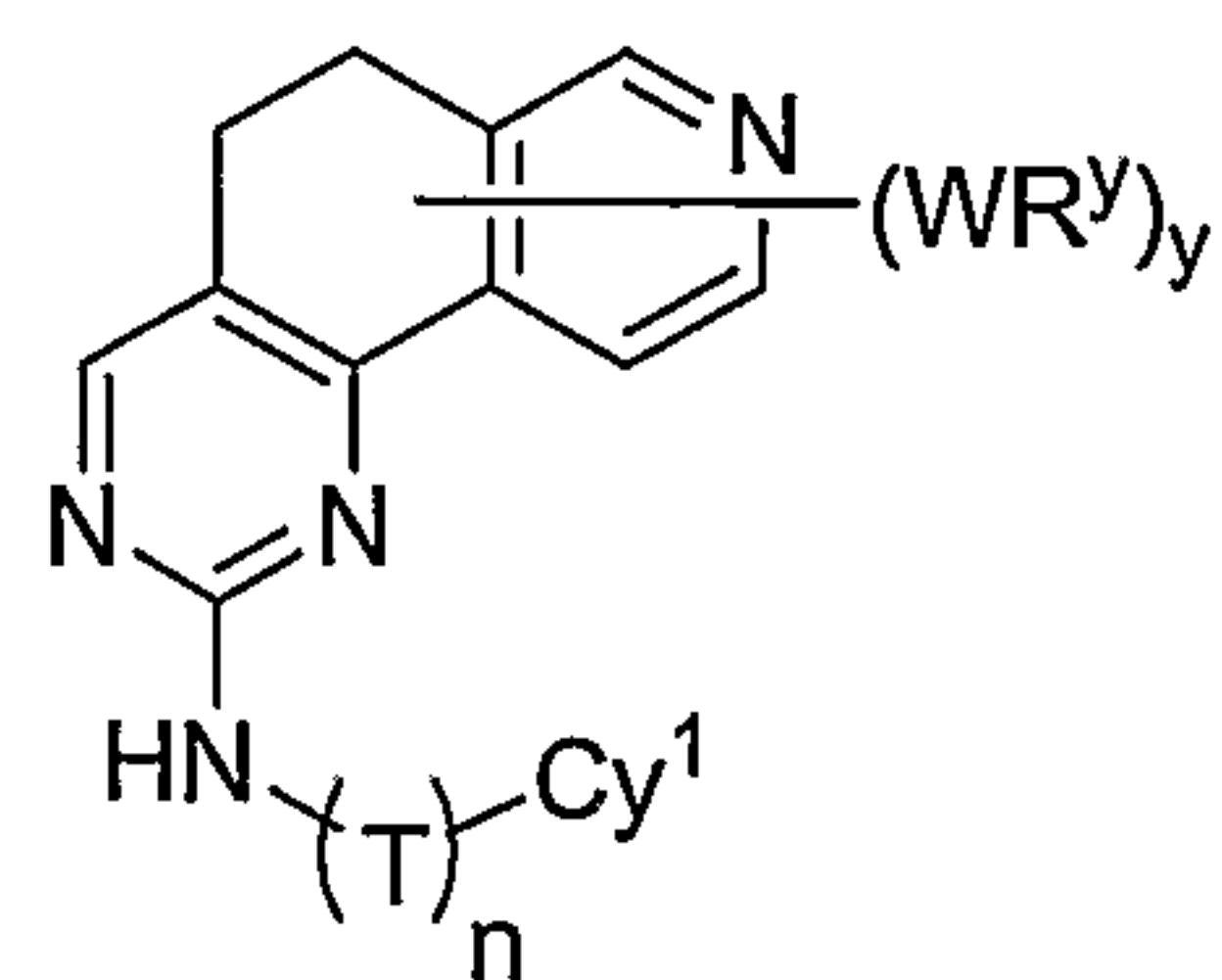
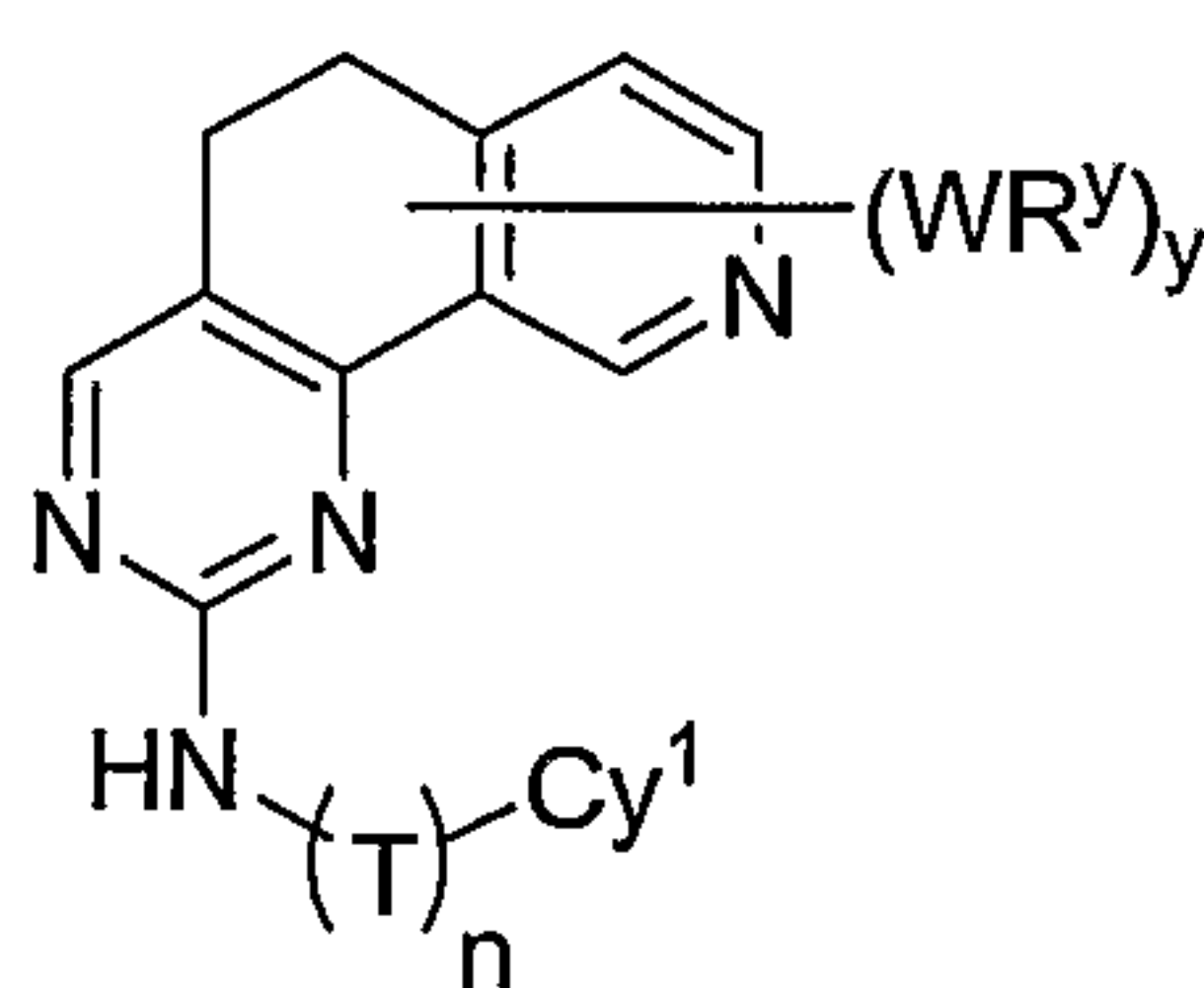
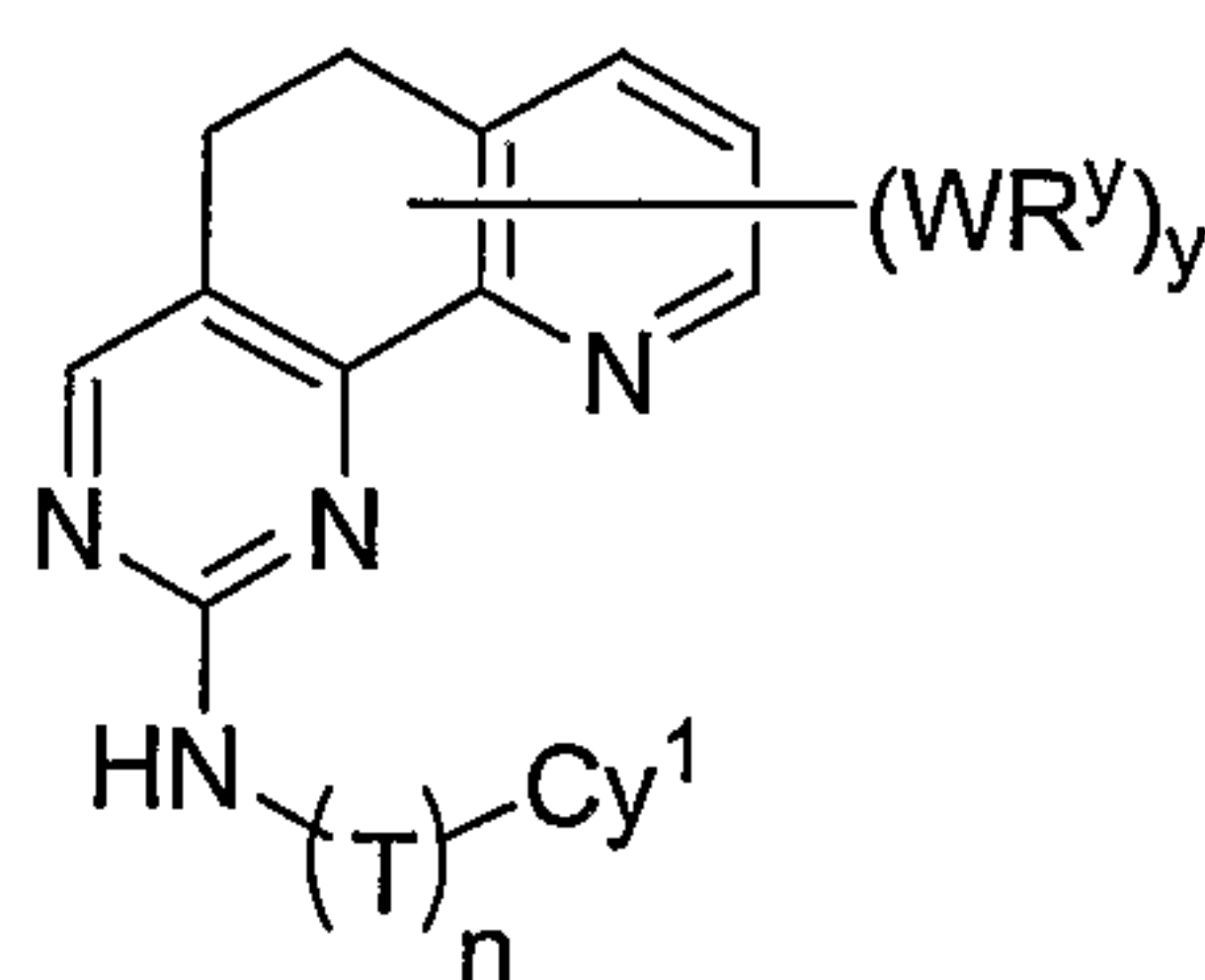
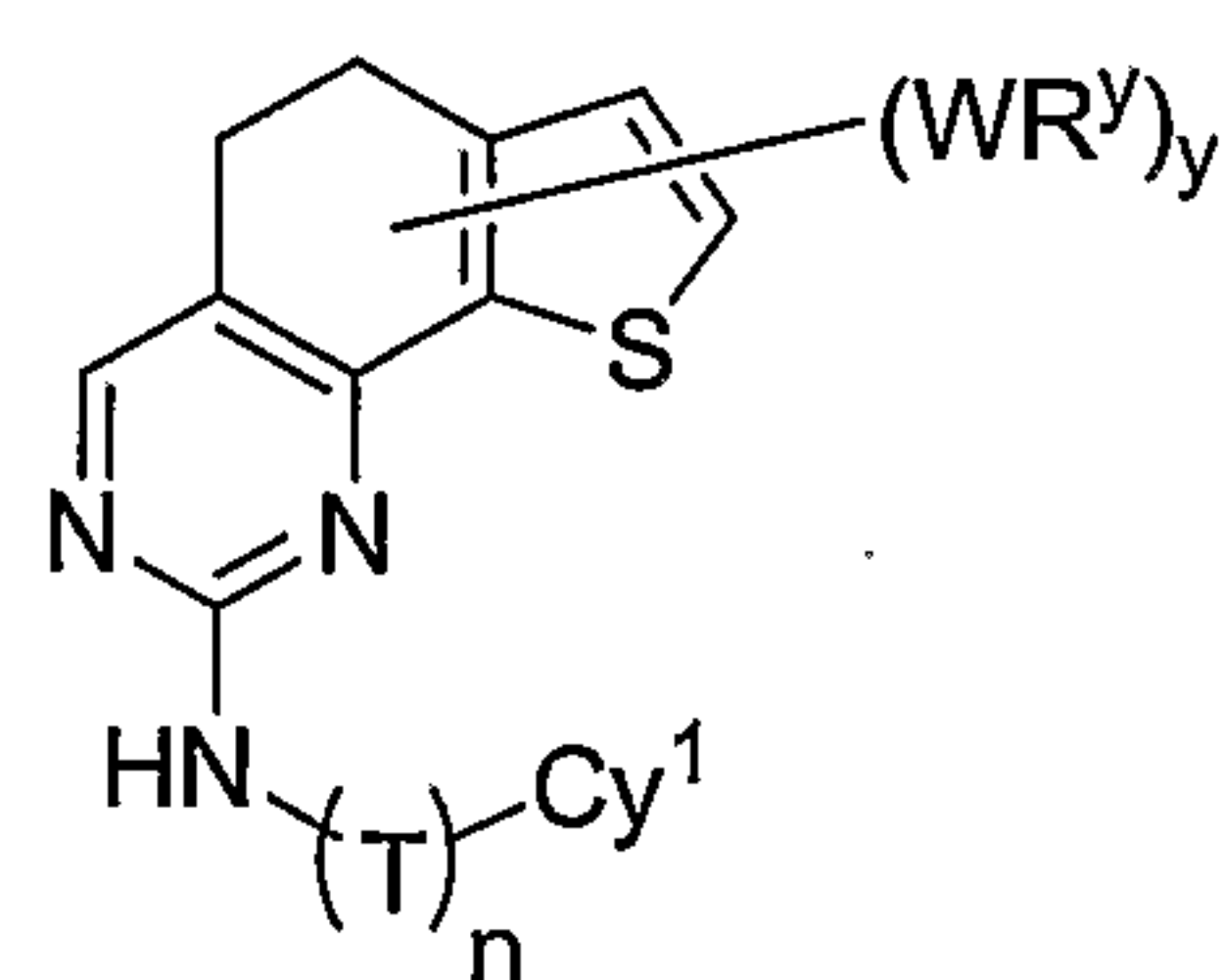
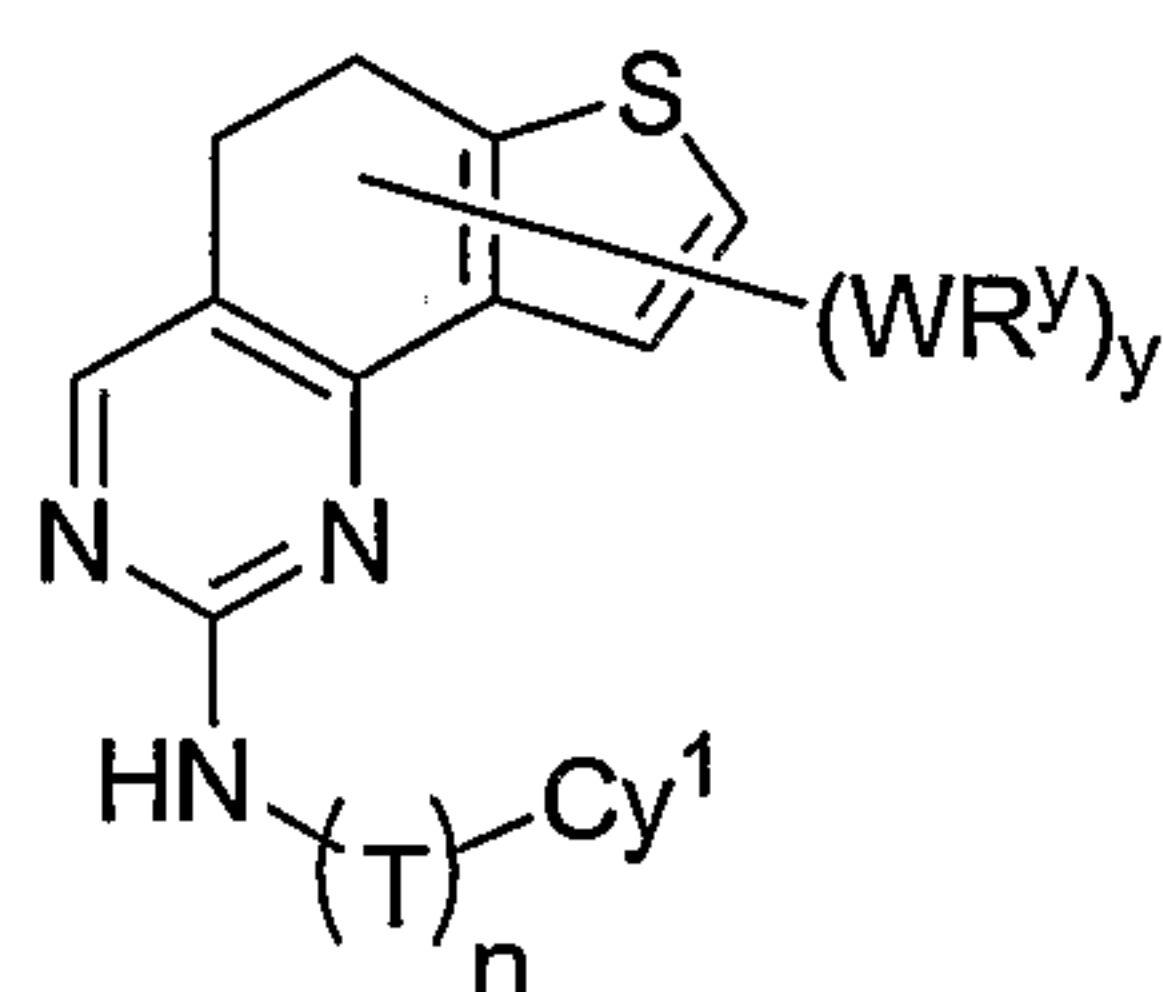
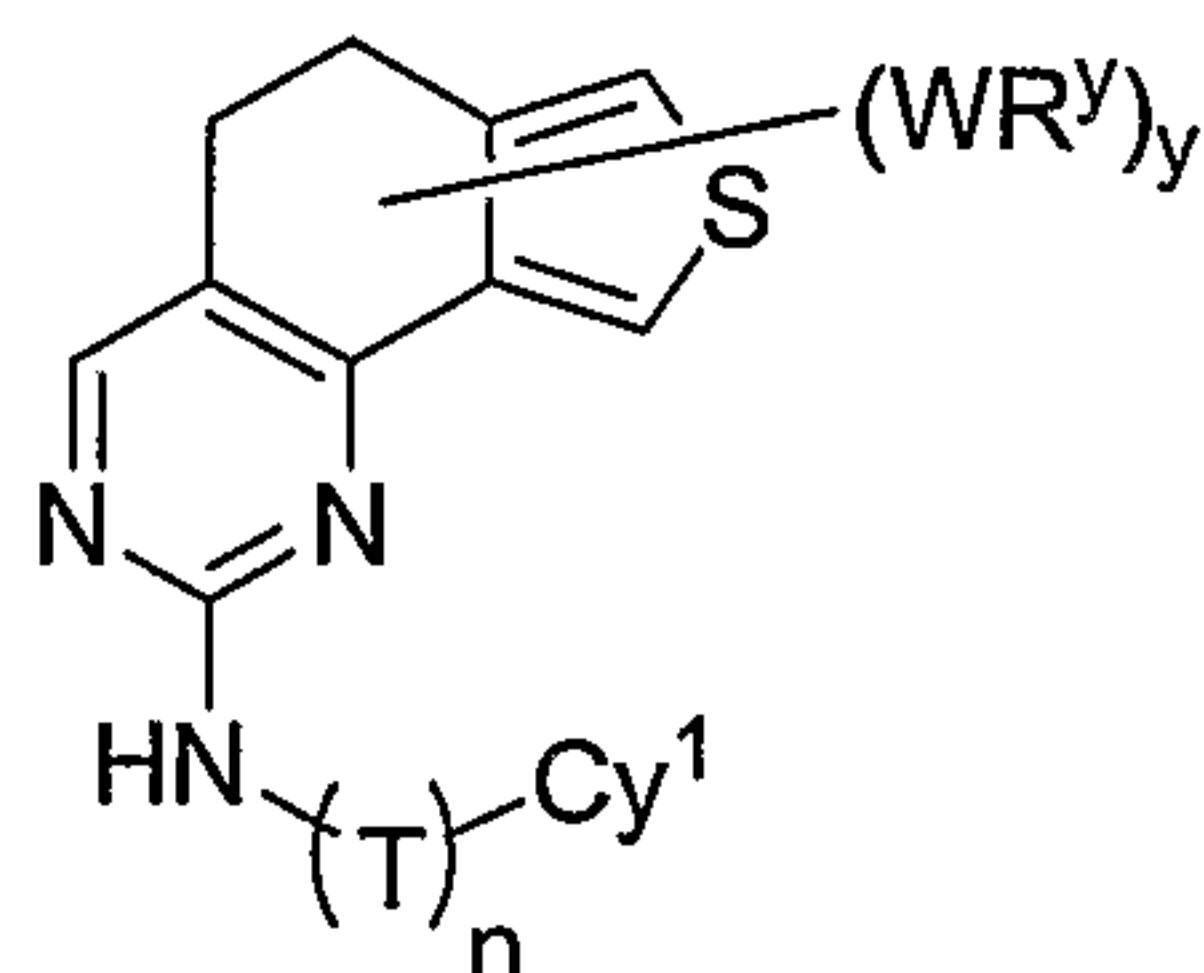
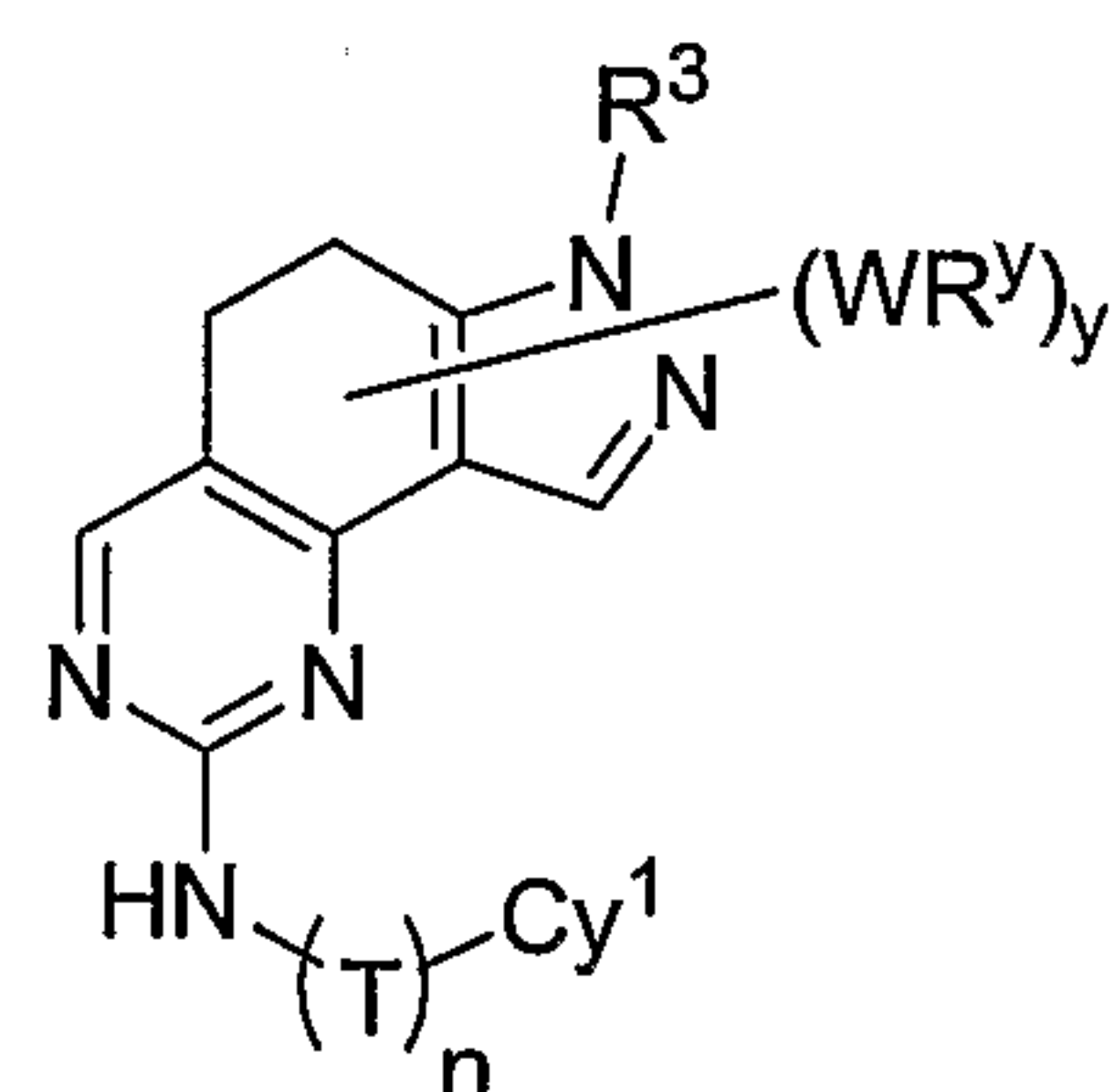
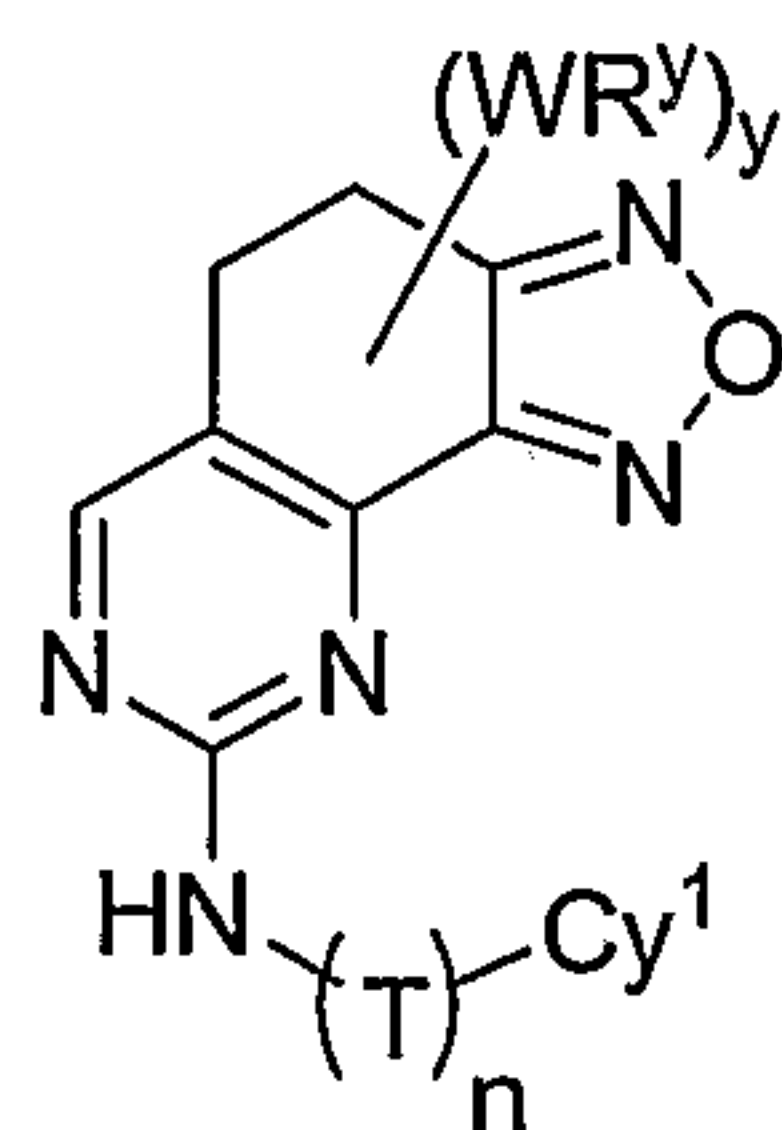
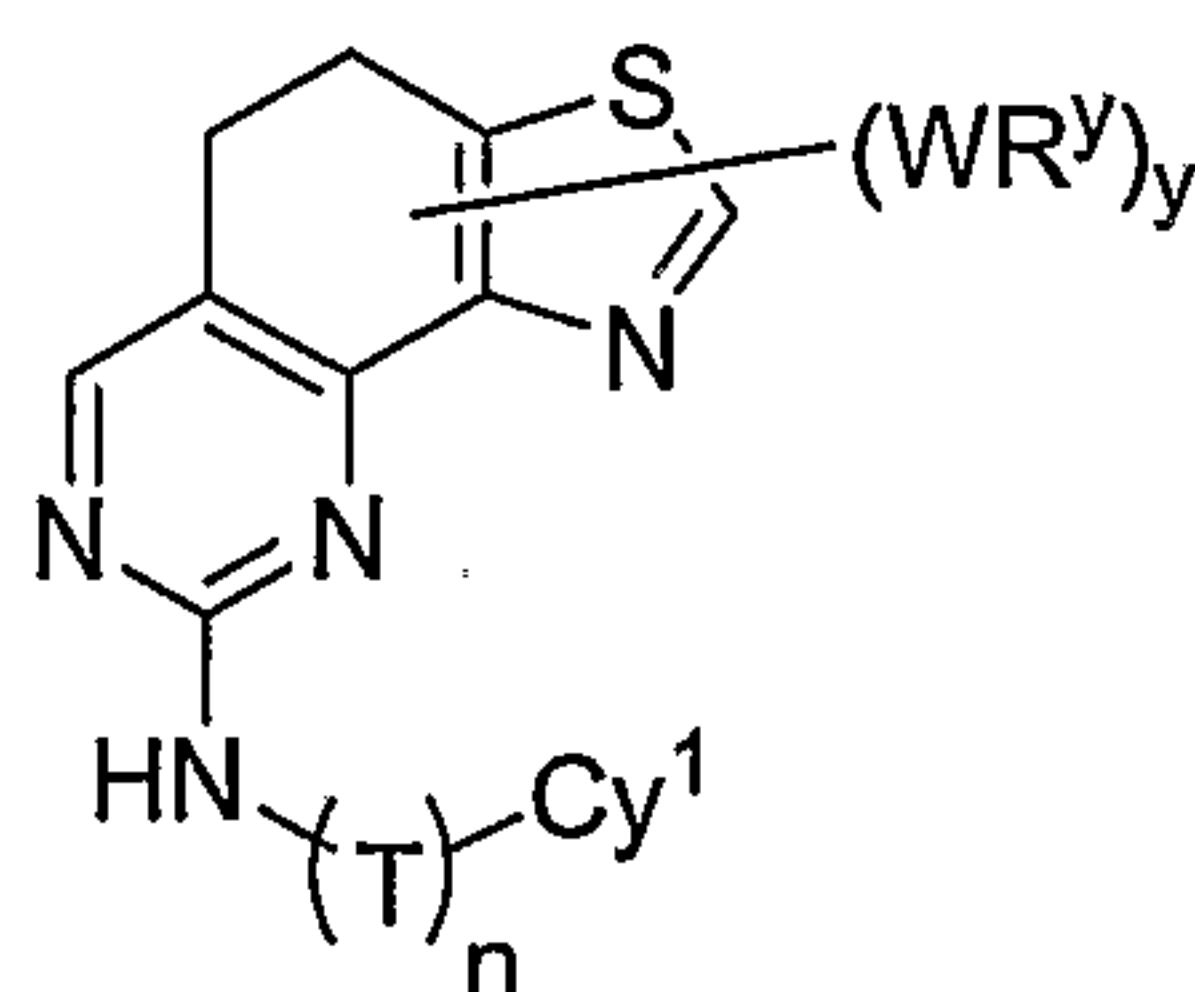
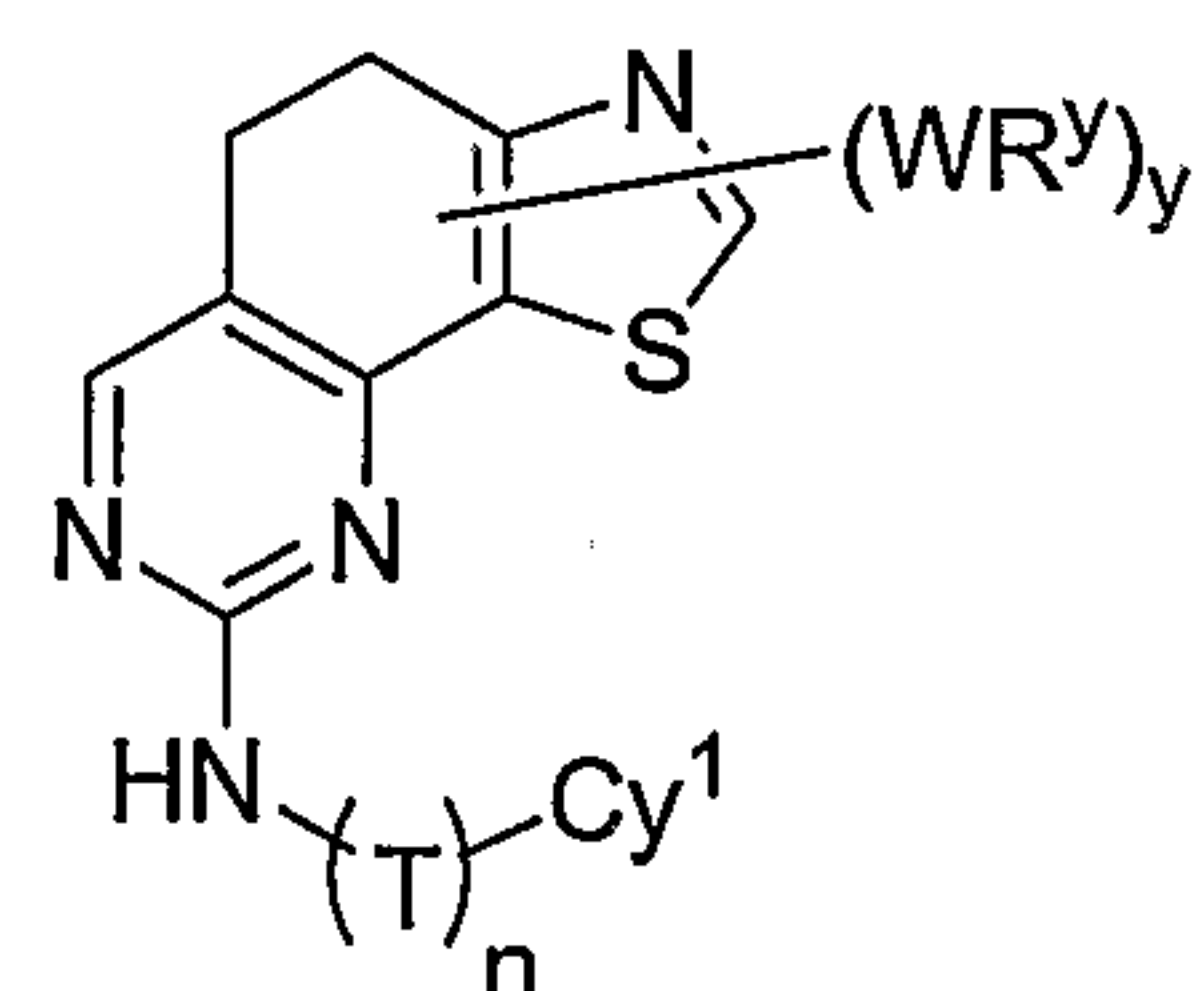
39. The compound of claim 37 wherein Cy¹ is optionally substituted phenyl, and compounds have one of formulae **III-A** through **IX-A**:

**III-A****IV-A****V-A****VI-A****VII-A****VIII-A****IX-A.**

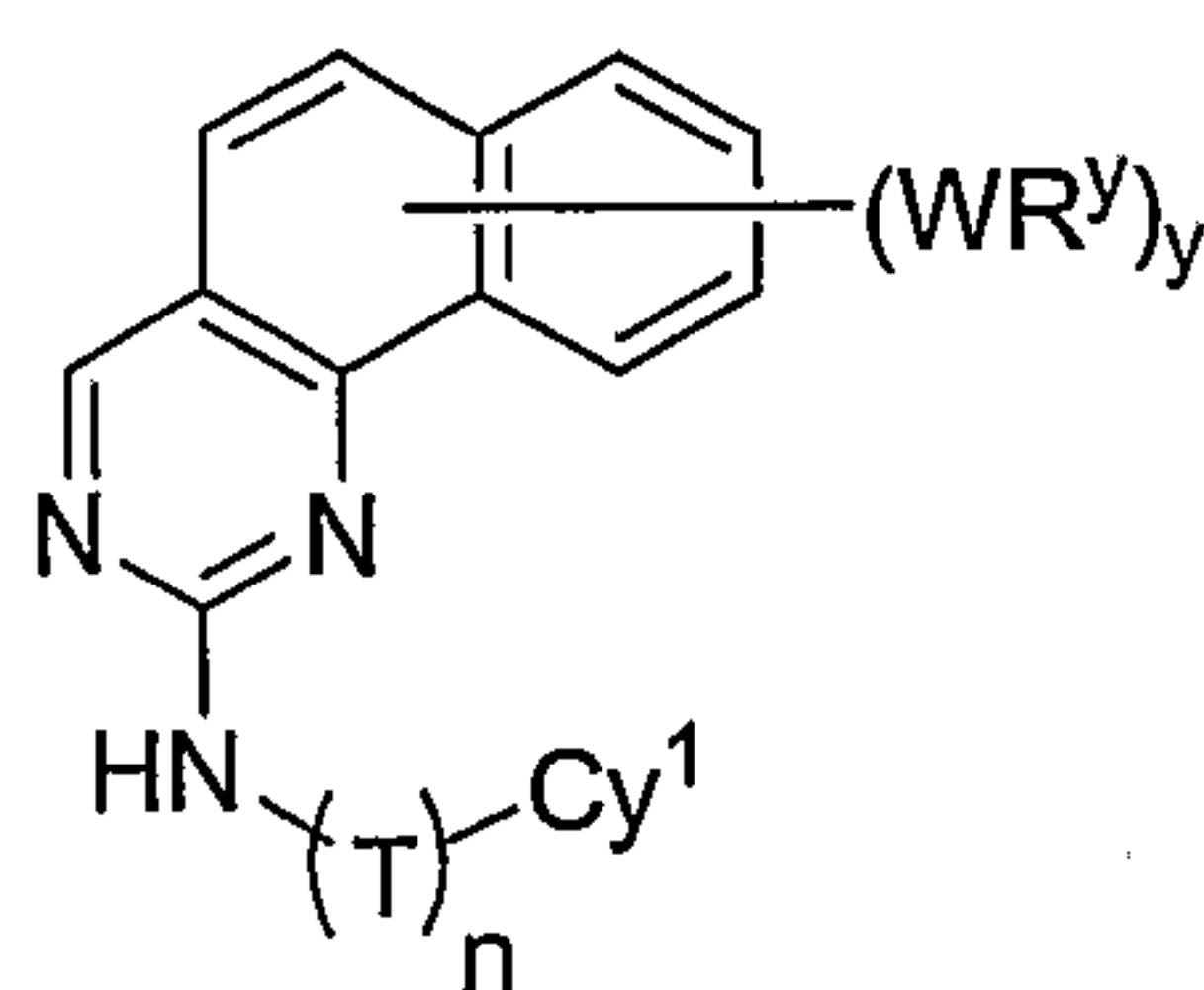
40. The compound of claim 37, wherein R¹ and R², taken together with the carbon atoms to which they are bound form an optionally substituted 5 or 6-membered aryl or heteroaryl ring selected from phenyl (i), pyridyl (ii-1, ii-2, ii-3, ii-4), pyrazolyl (xiii-2), oxadiazolyl (xiv) and thiophenyl (iv-1, iv-2, and xviii), or thiazolyl (viii-1 and viii-2).

41. The compound of claim 37, wherein R¹ and R², taken together with the carbon atoms to which they are bound form an optionally substituted 5 or 6-membered aryl or heteroaryl ring selected from phenyl (i), pyridyl (ii-1, ii-2, ii-3, ii-4), pyrazolyl (xiii-2), oxadiazolyl (xiv),

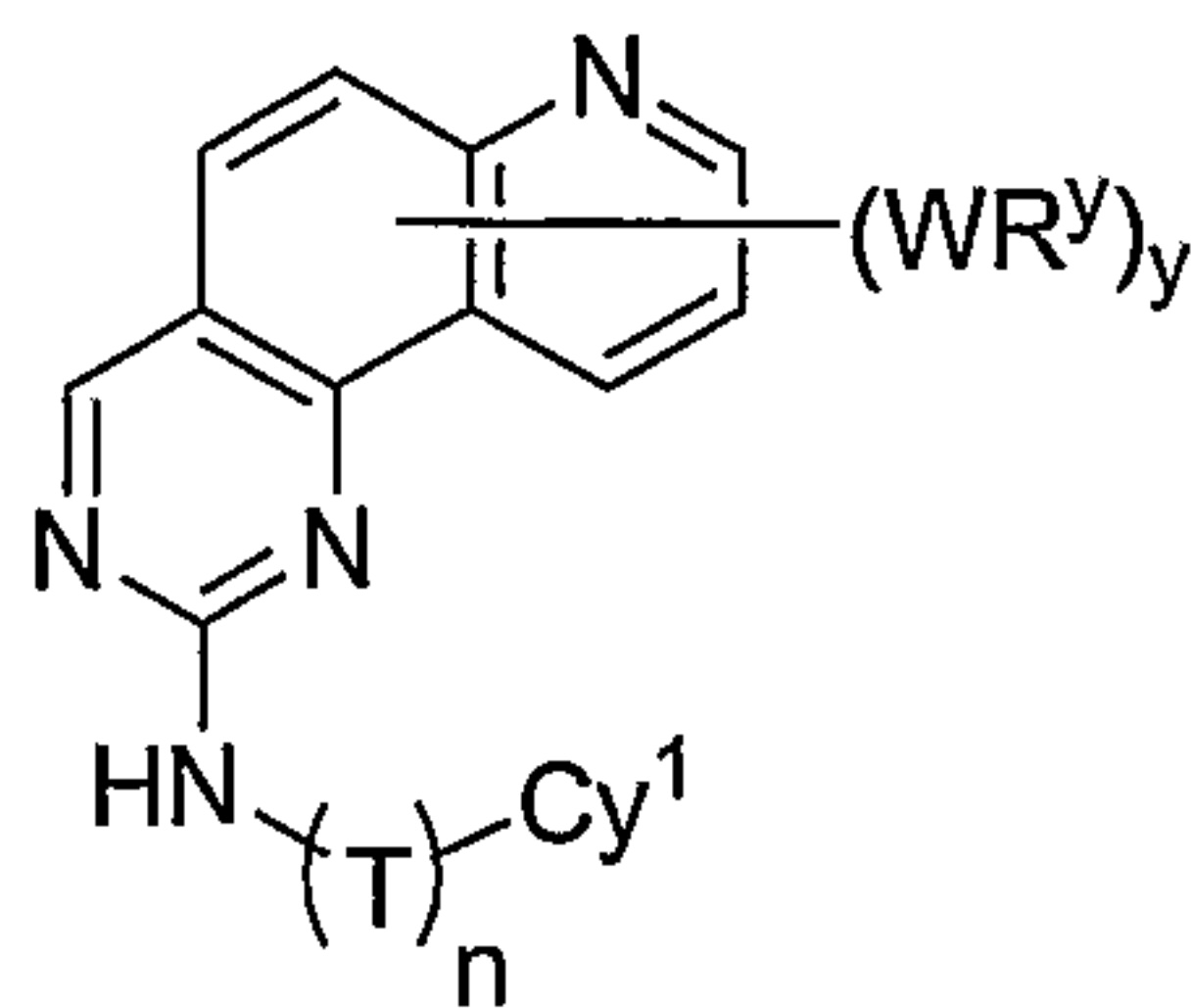
thiophenyl (iv-1, iv-2, and xviii), or thiazolyl (viii-1 and viii-2), and compounds have one of the formulas **III-B**, **III-C**, **III-D**, **III-E**, **III-F**, **III-G**, **III-H**, **III-I**, **III-J**, **III-K**, **III-L**, or **III-M**:

**III-B****III-C****III-D****III-E****III-F****III-G****III-H****III-I****III-J****III-K****III-L****III-M.**

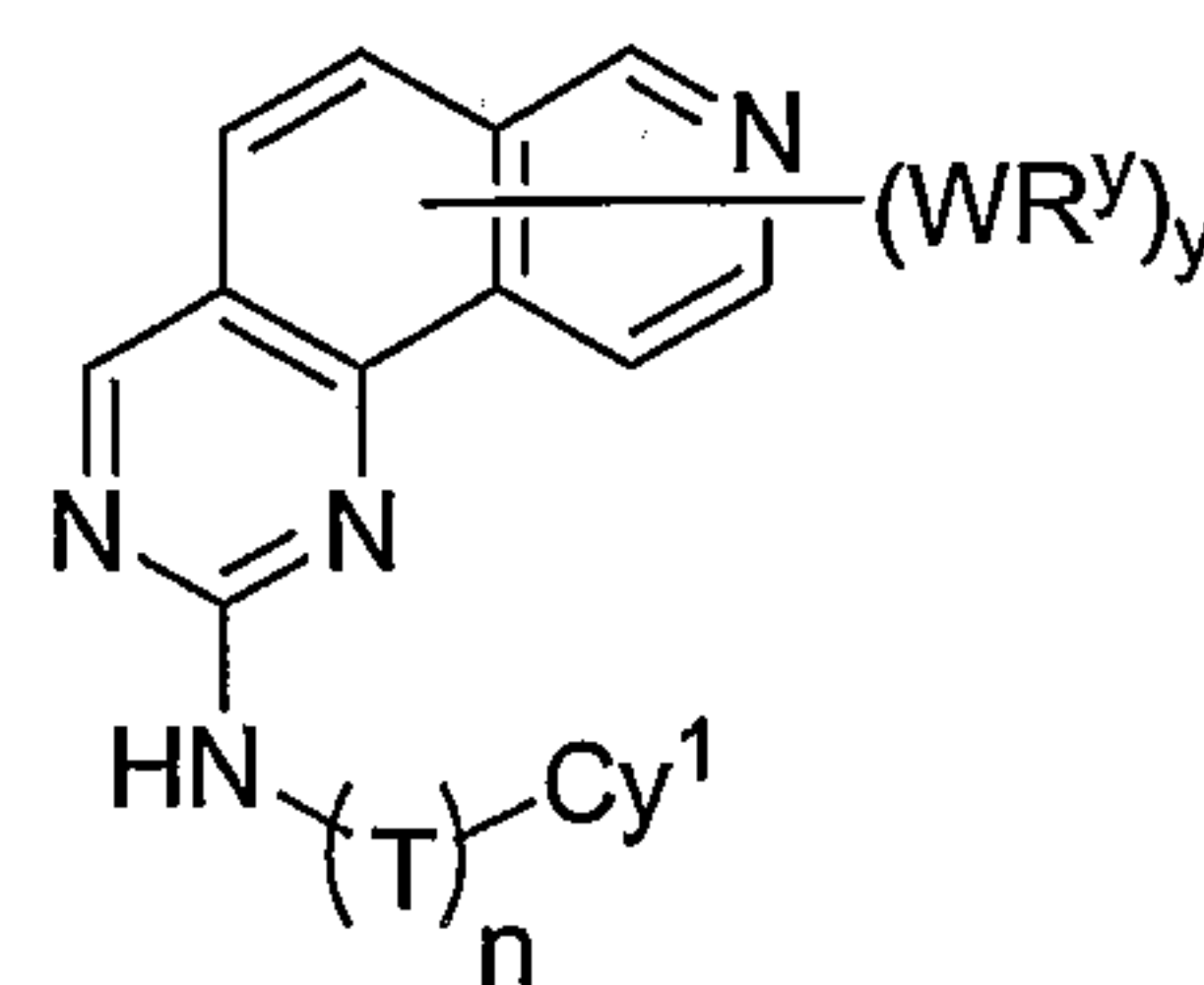
42. The compound of claim 37, wherein R^1 and R^2 , taken together with the carbon atoms to which they are bound form an optionally substituted 5 or 6-membered aryl or heteroaryl ring selected from phenyl (i), pyridyl (ii-1, ii-2, ii-3, ii-4), pyrazolyl (xiii-2), oxadiazolyl (xiv), thiophenyl (iv-1, iv-2, and xviii), or thiazolyl (viii-1 and viii-2), and compounds have one of the formulas IV-B, IV-C, IV-D, IV-E, IV-F, IV-G, IV-H, IV-I, IV-J, IV-K, IV-L, or IV-M:



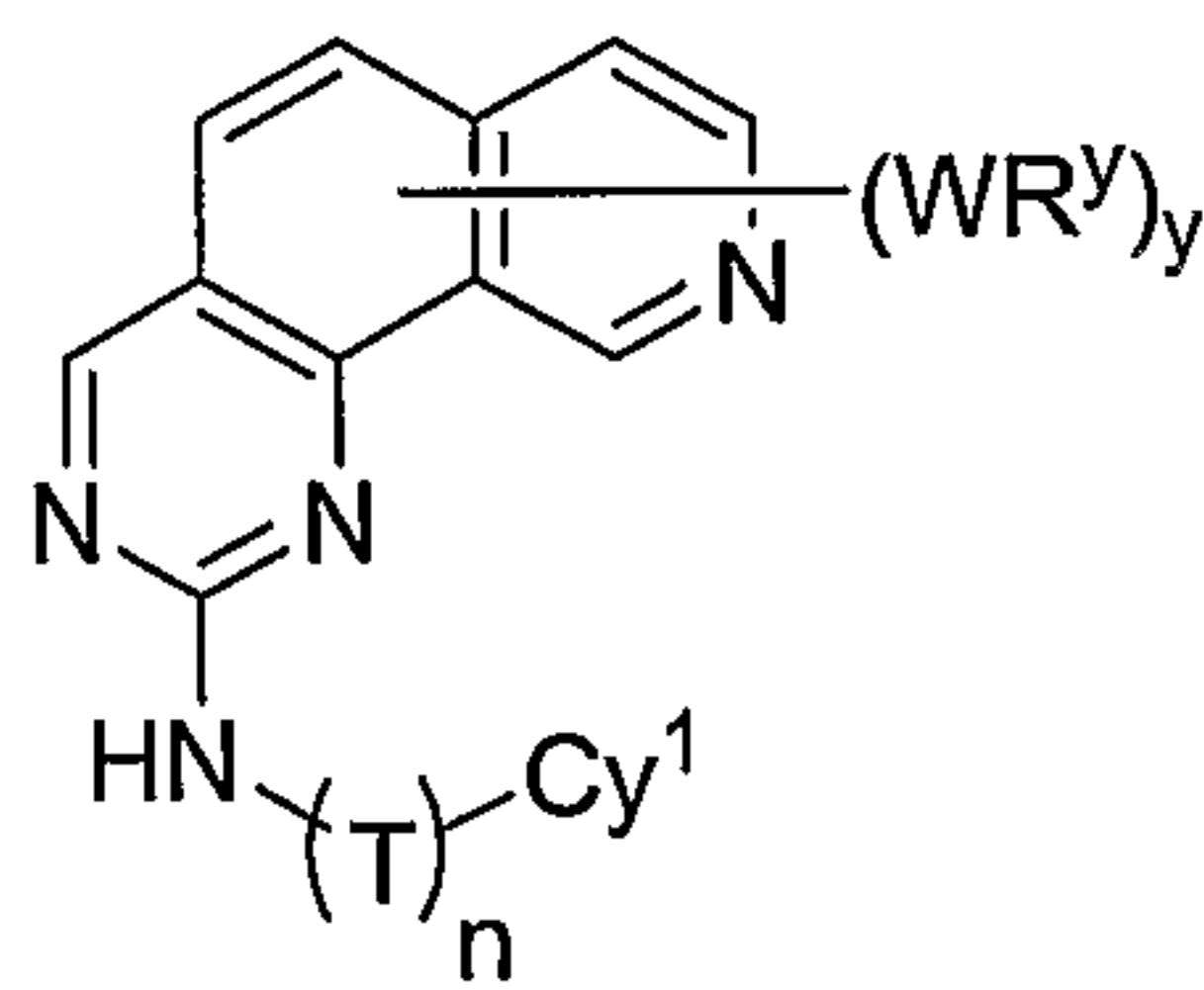
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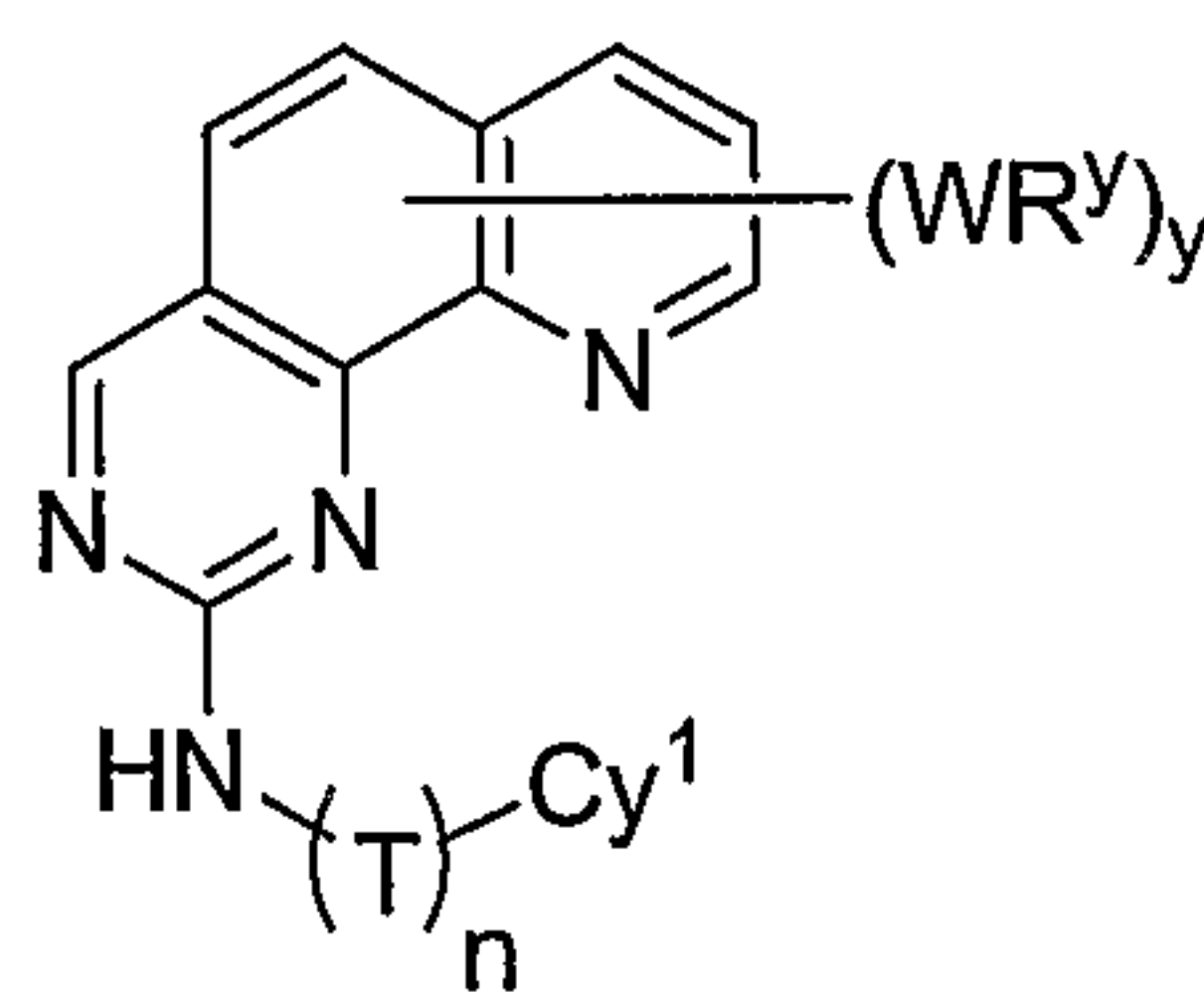
IV-C



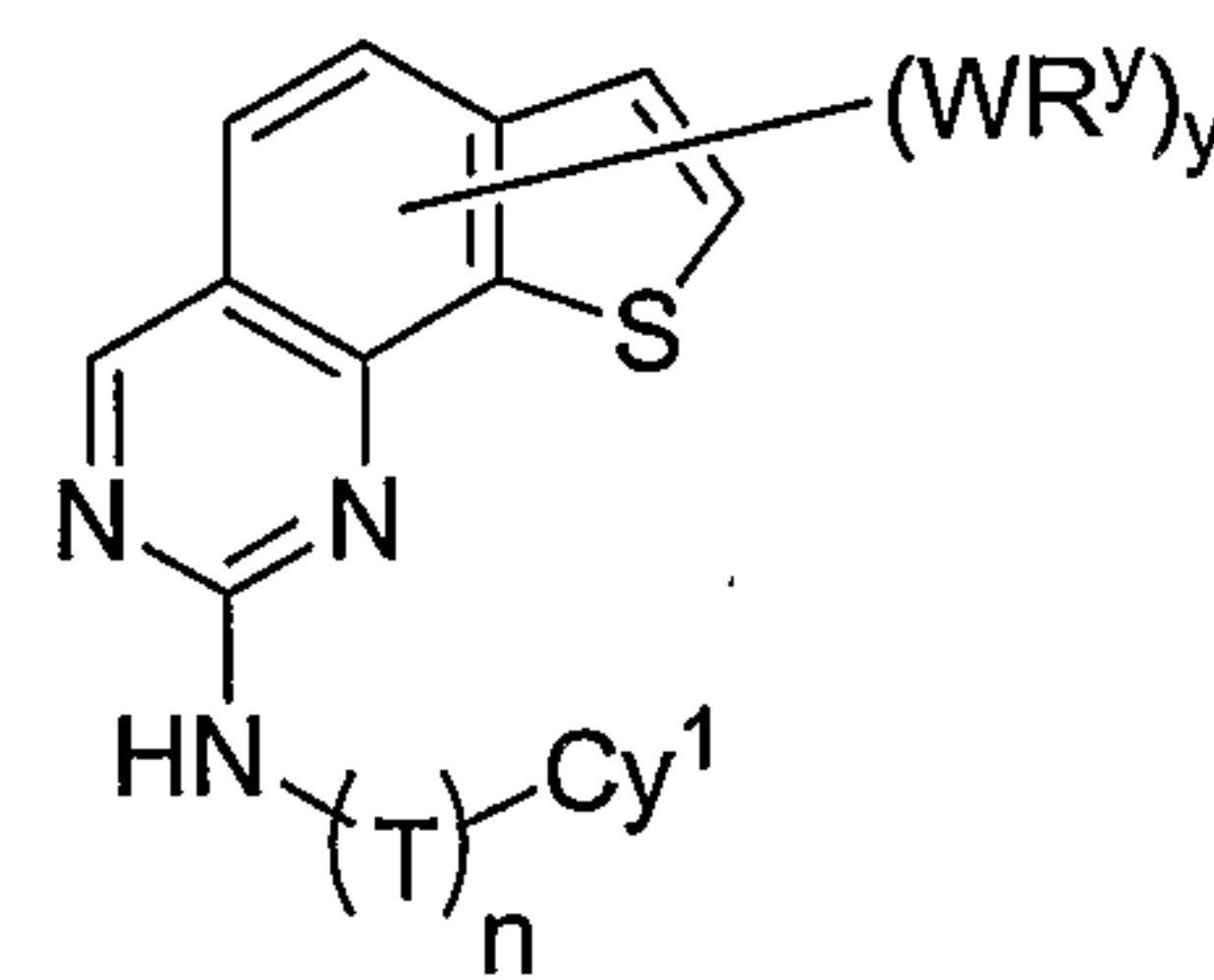
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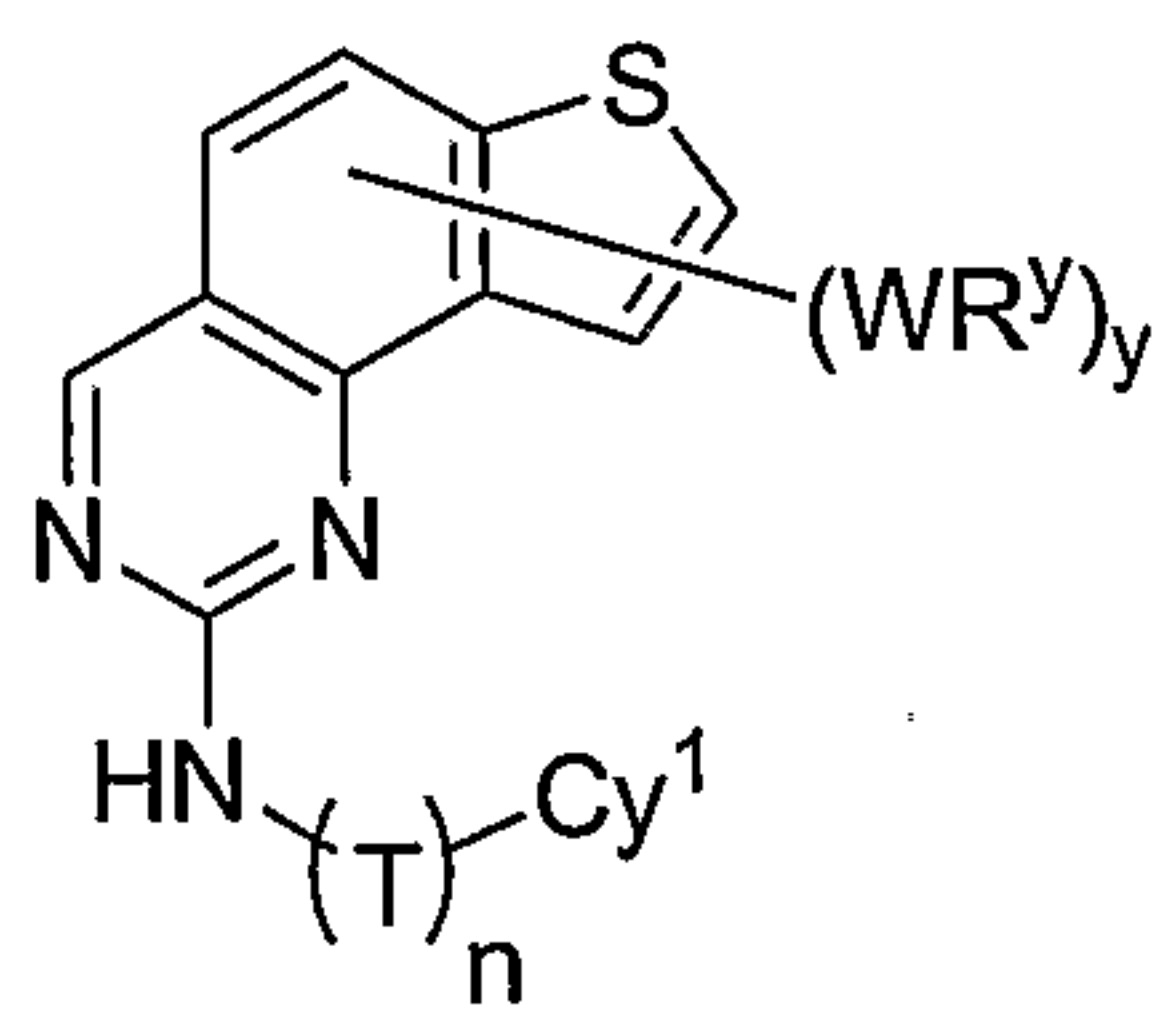
IV-E



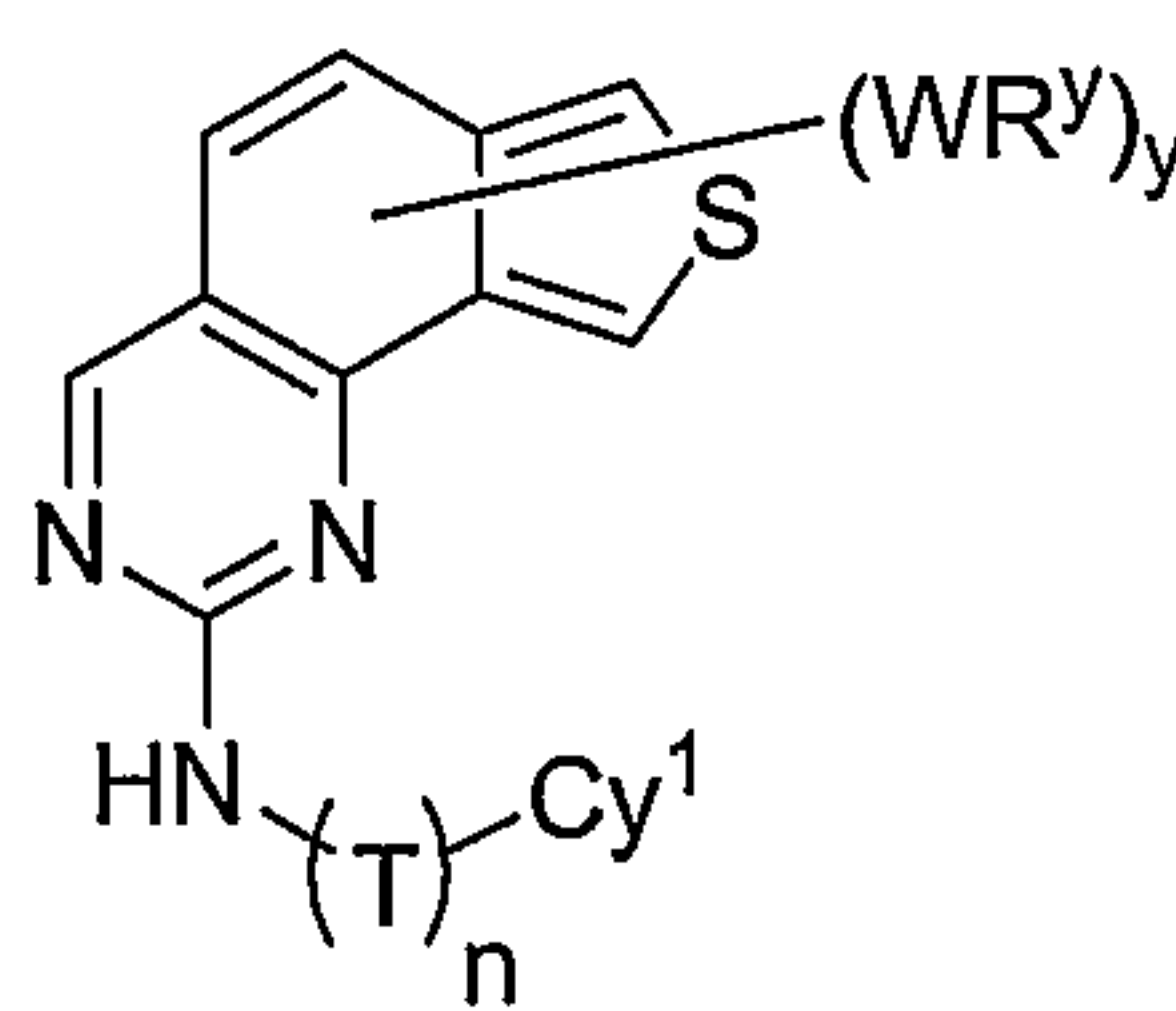
IV-F



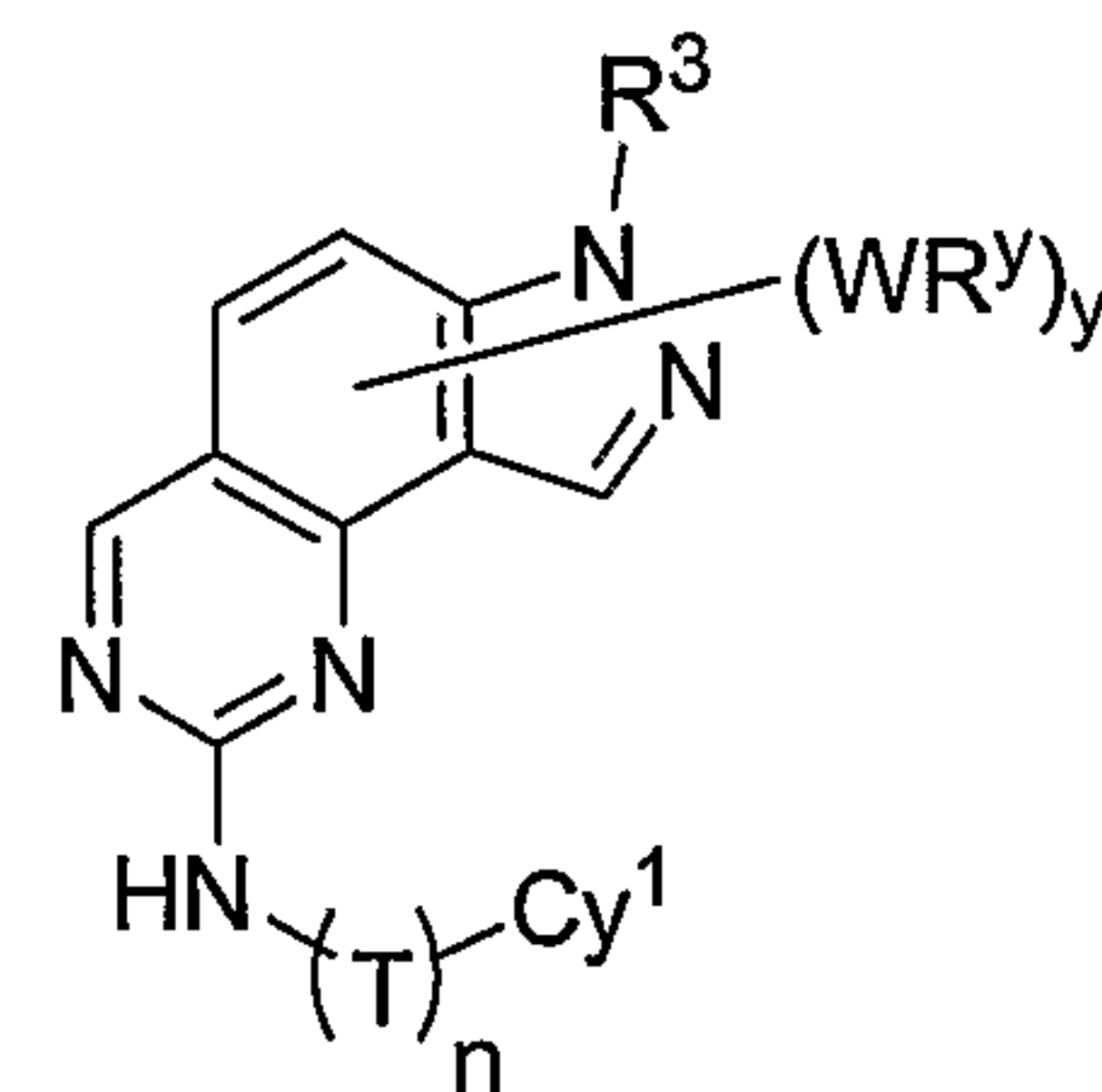
IV-G



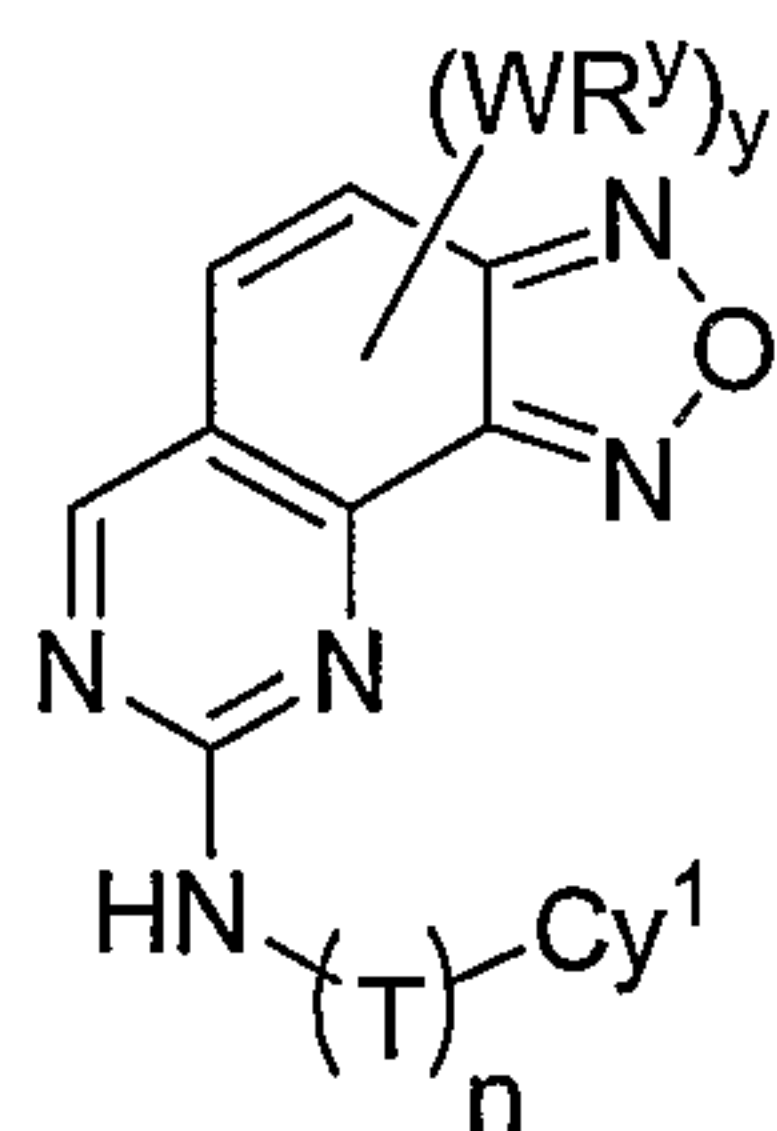
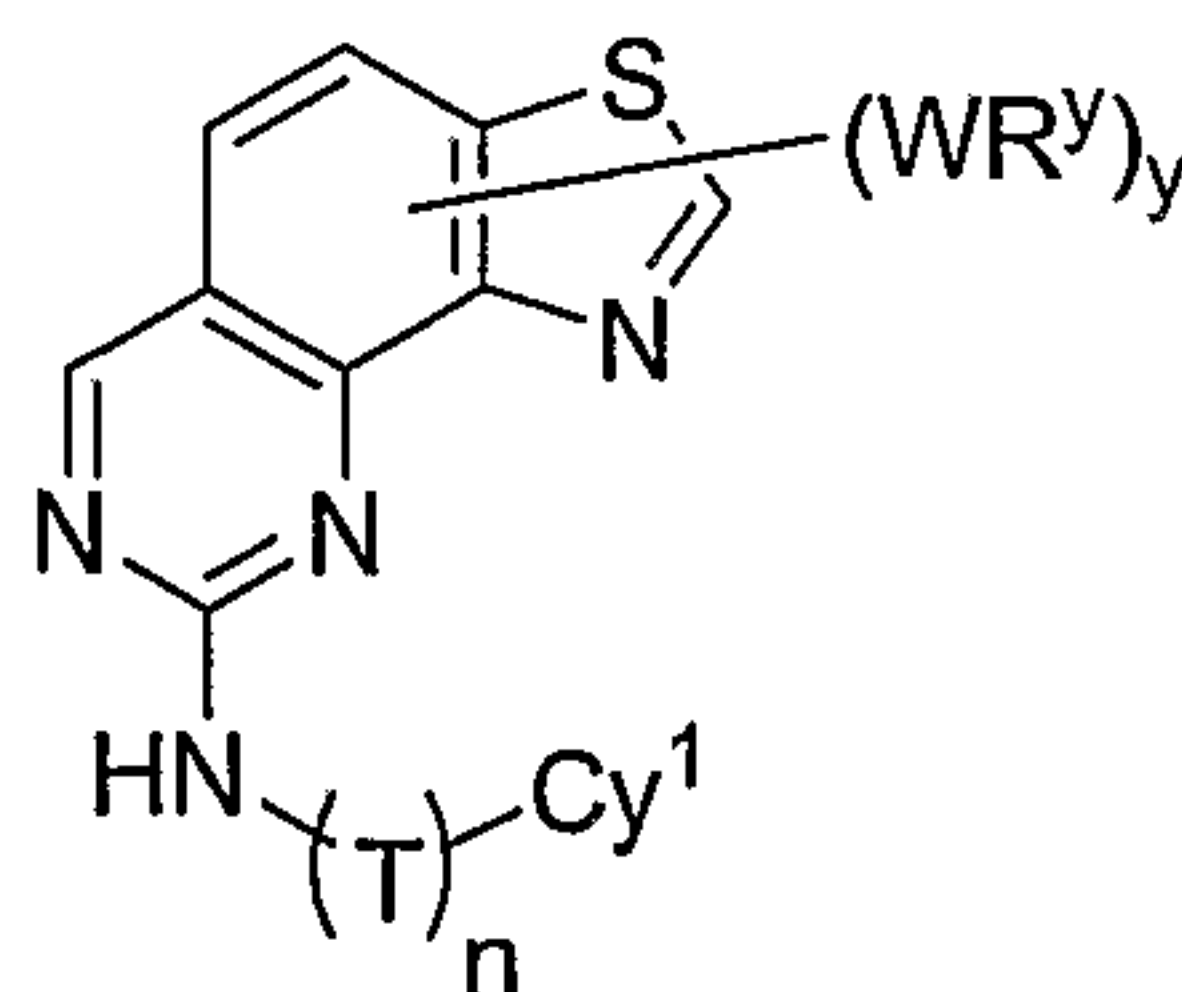
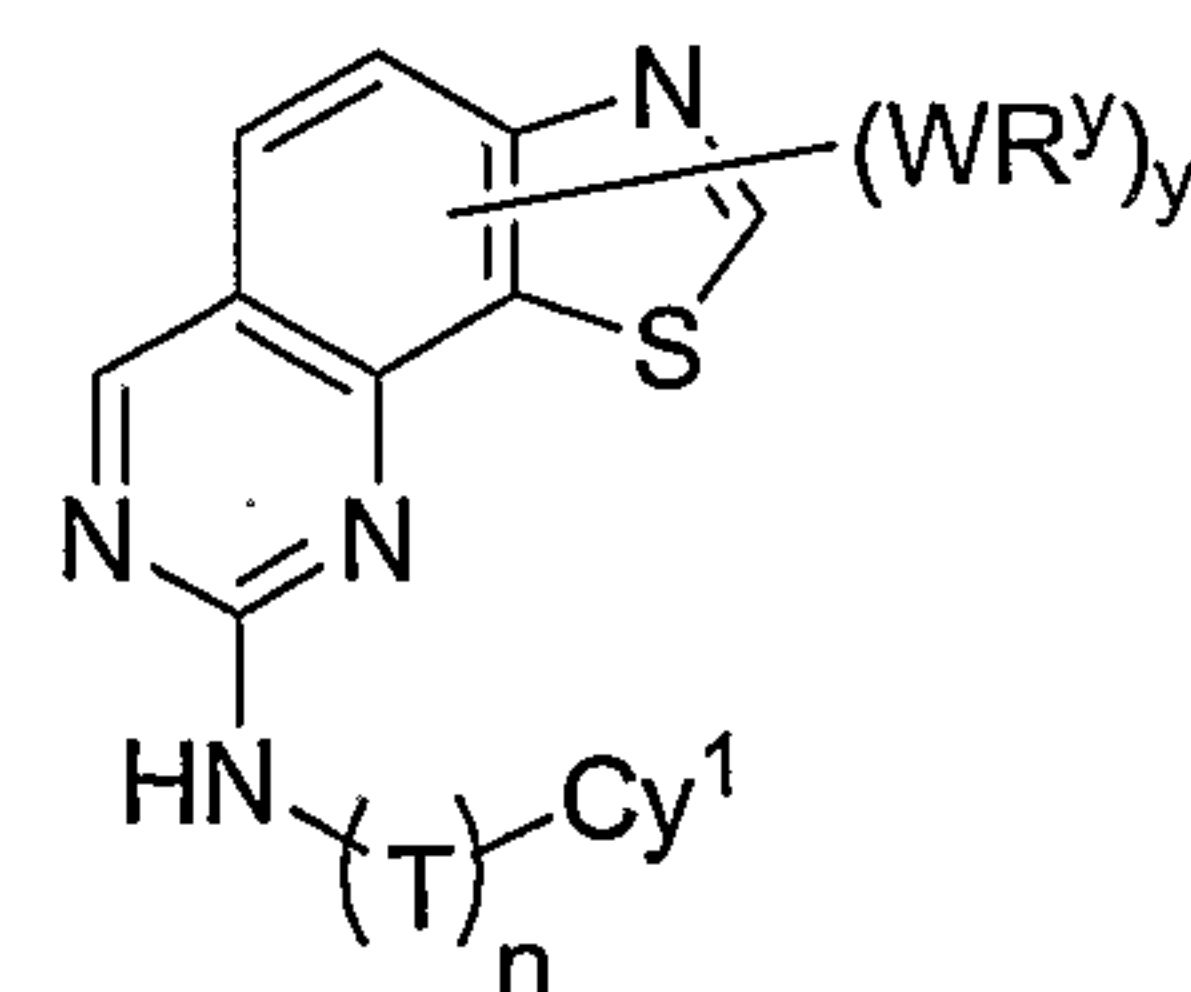
IV-H



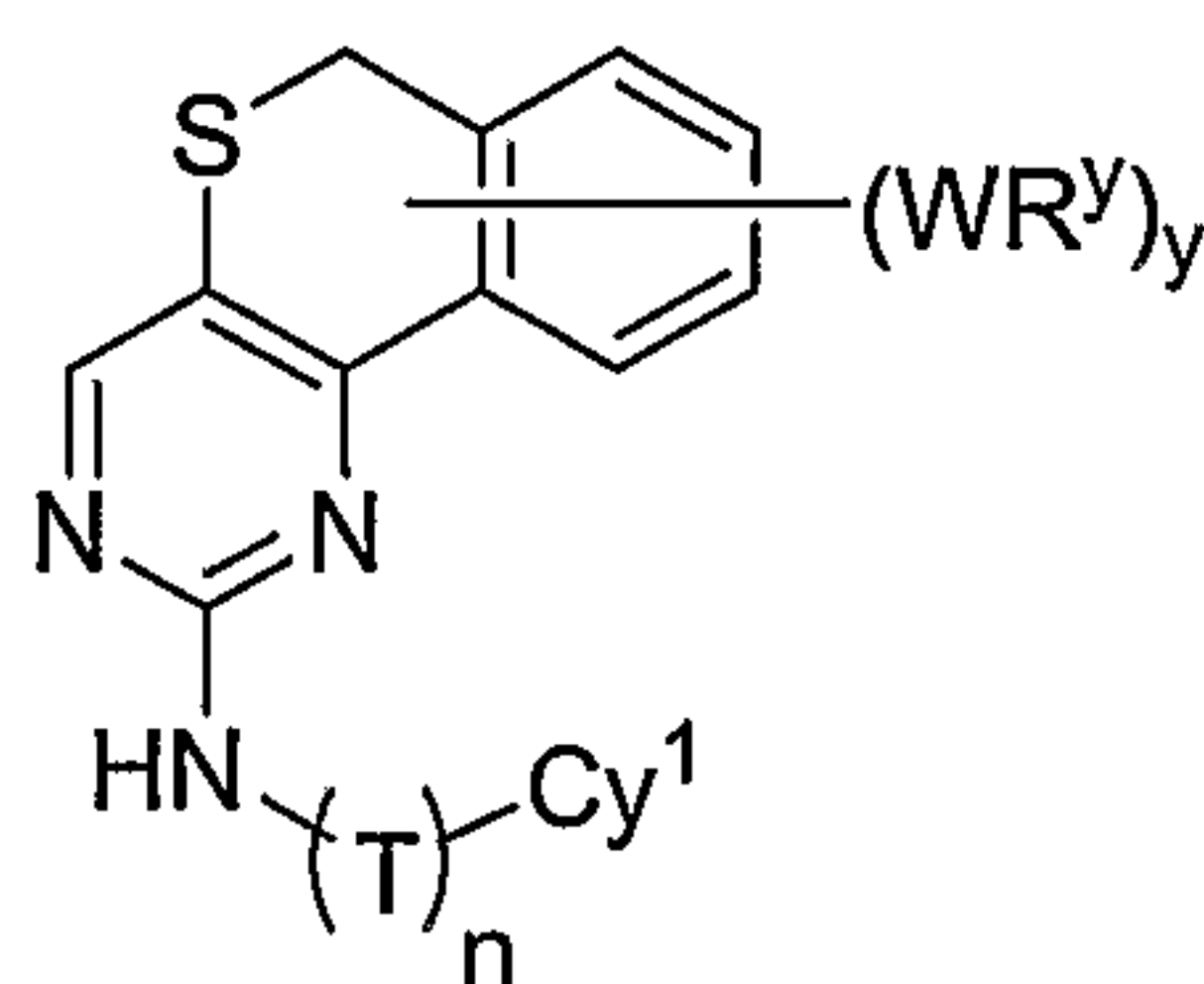
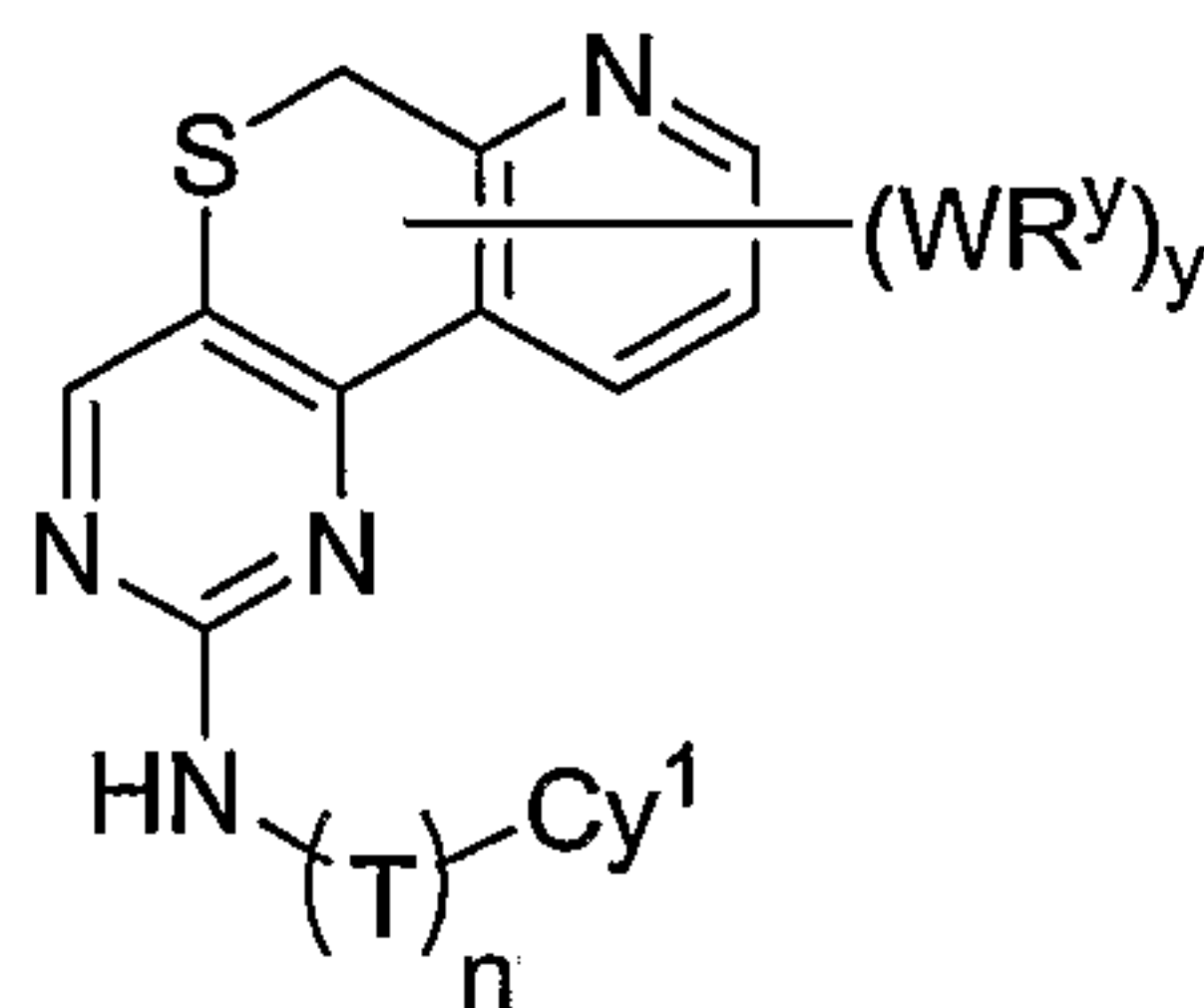
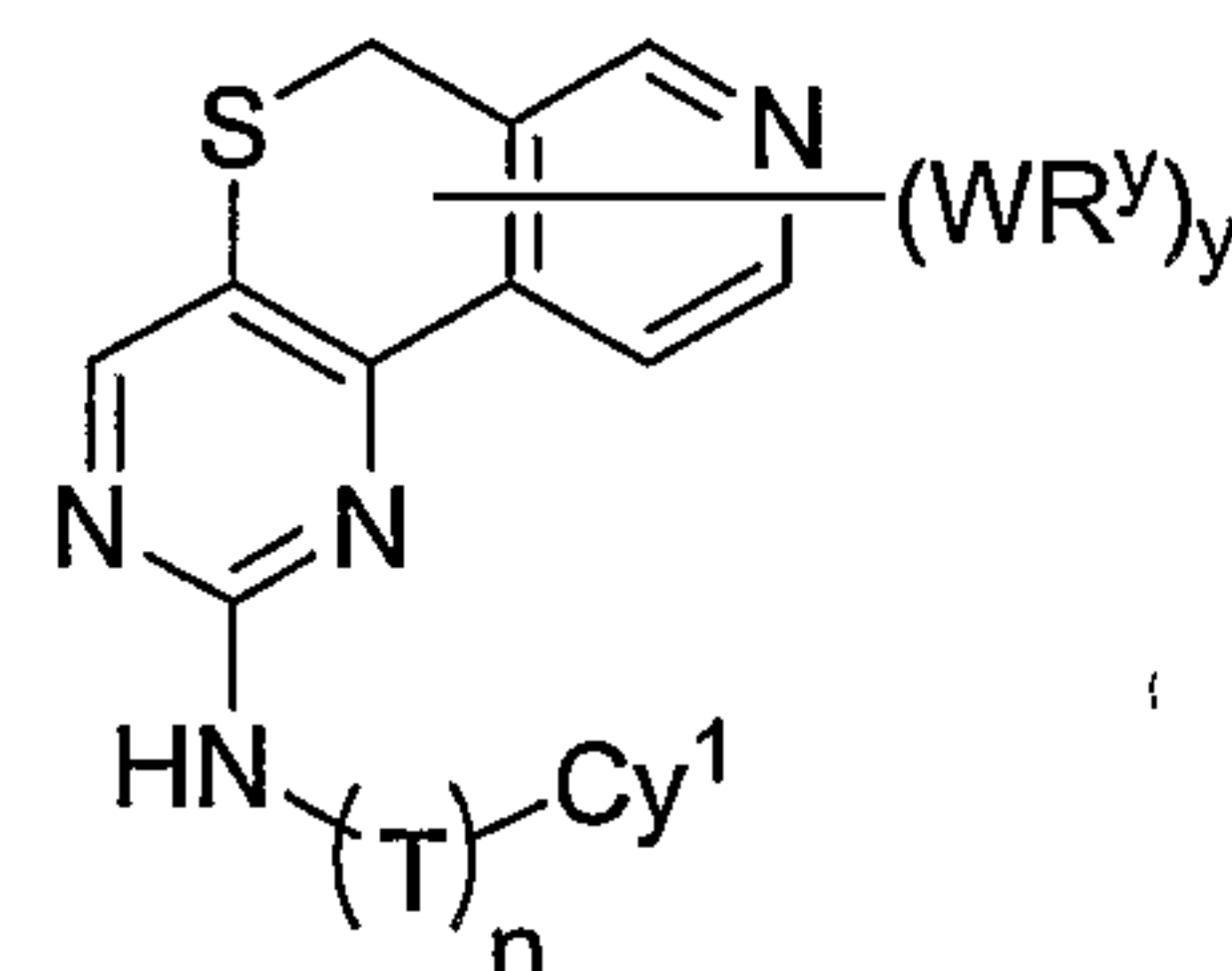
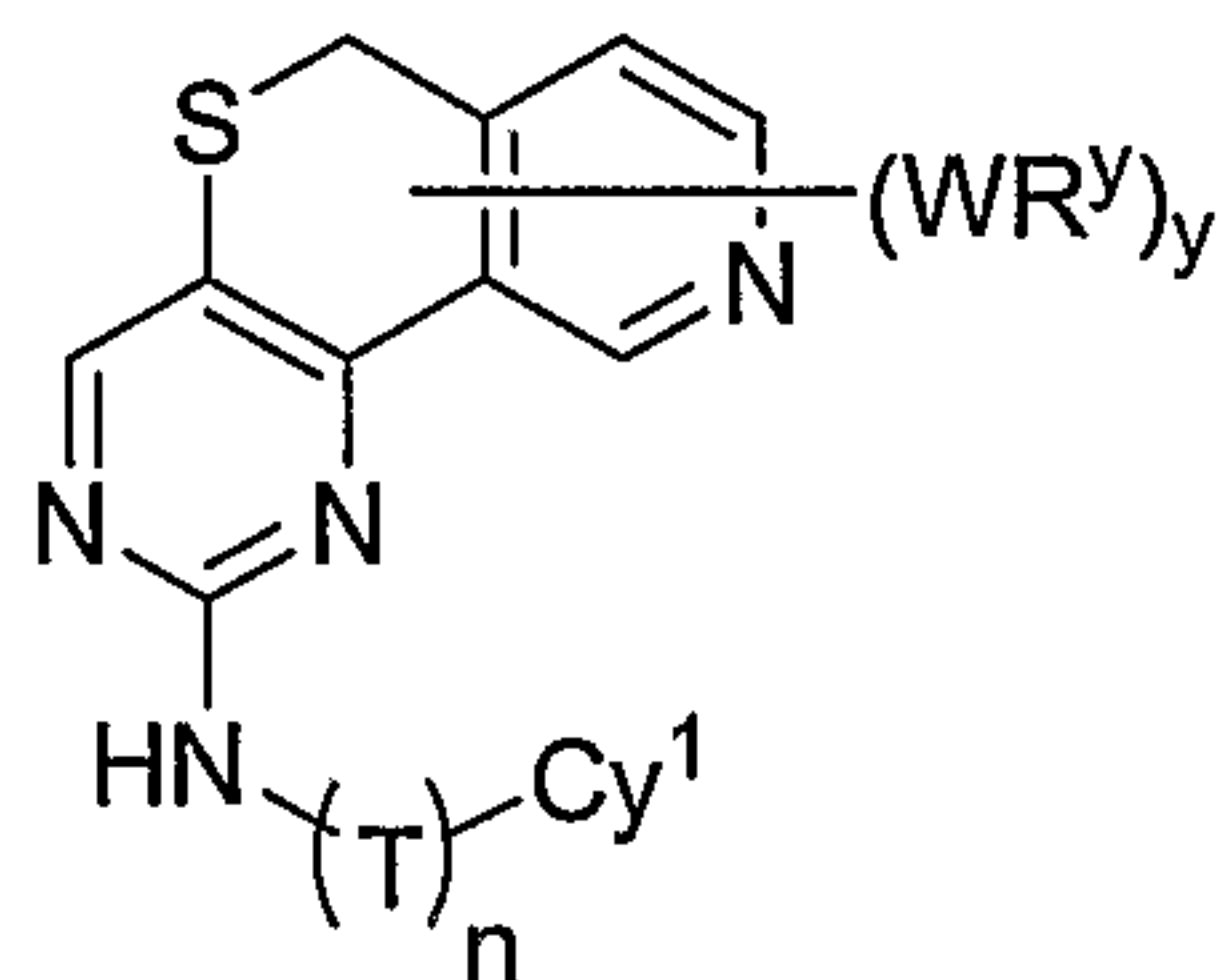
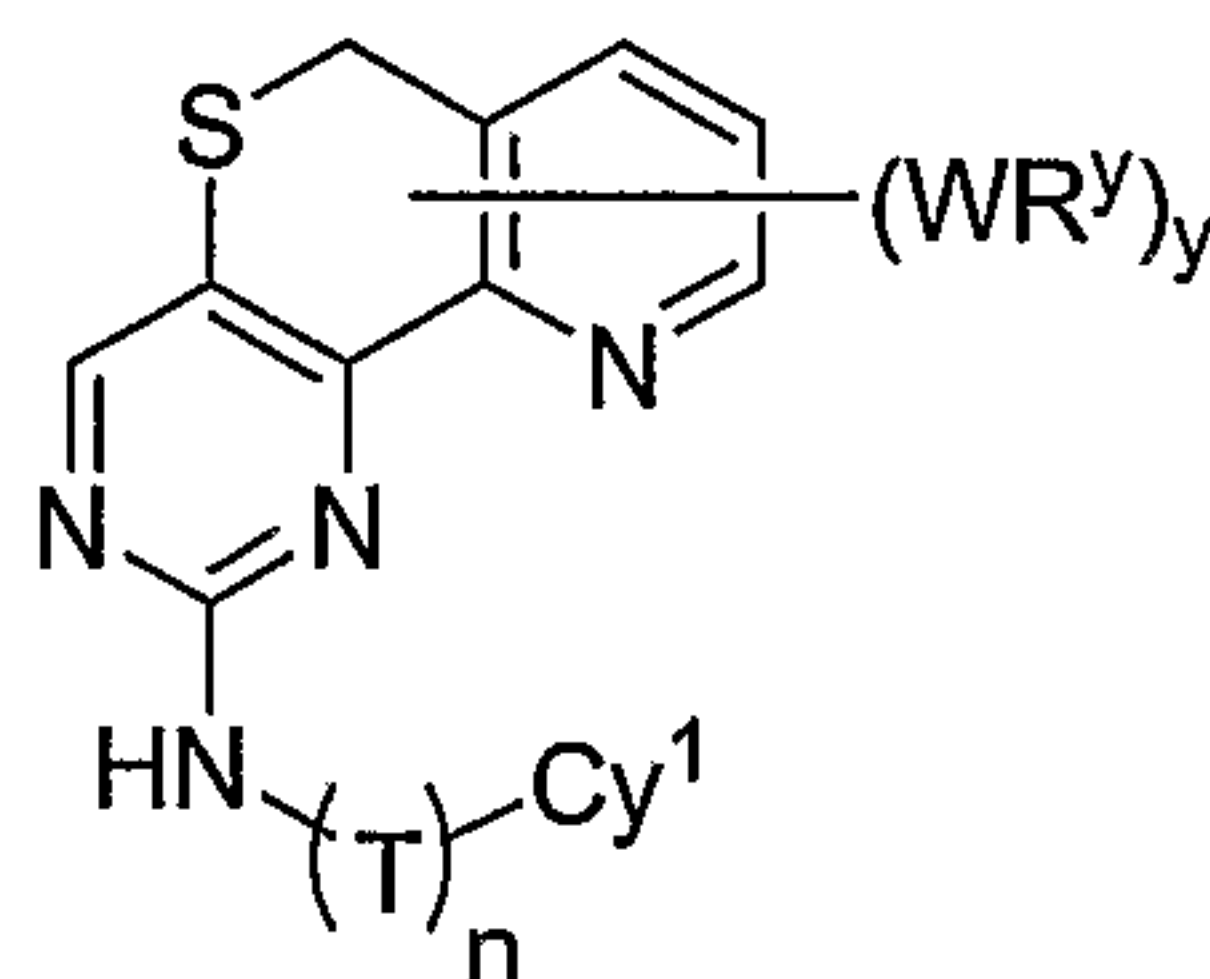
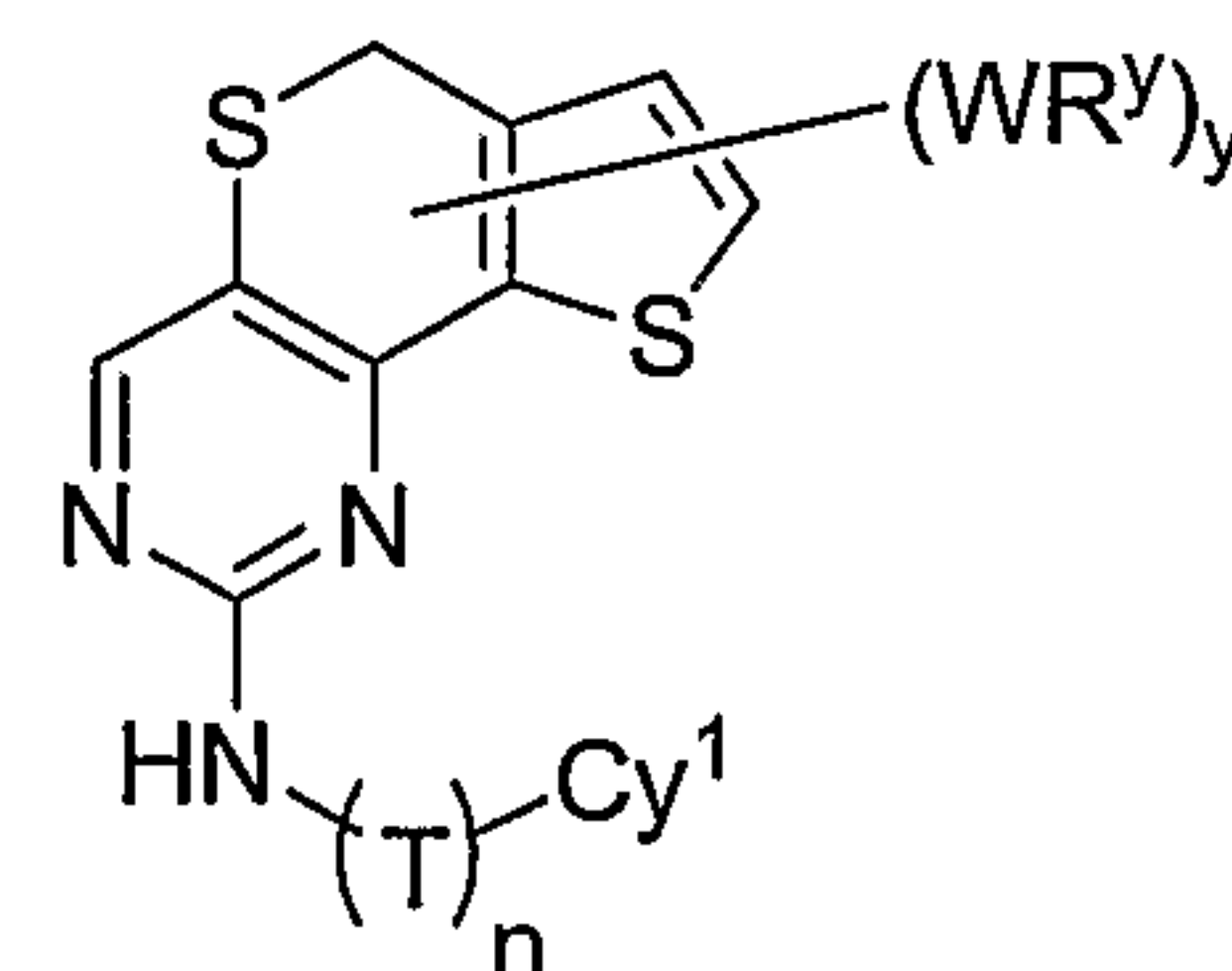
IV-I

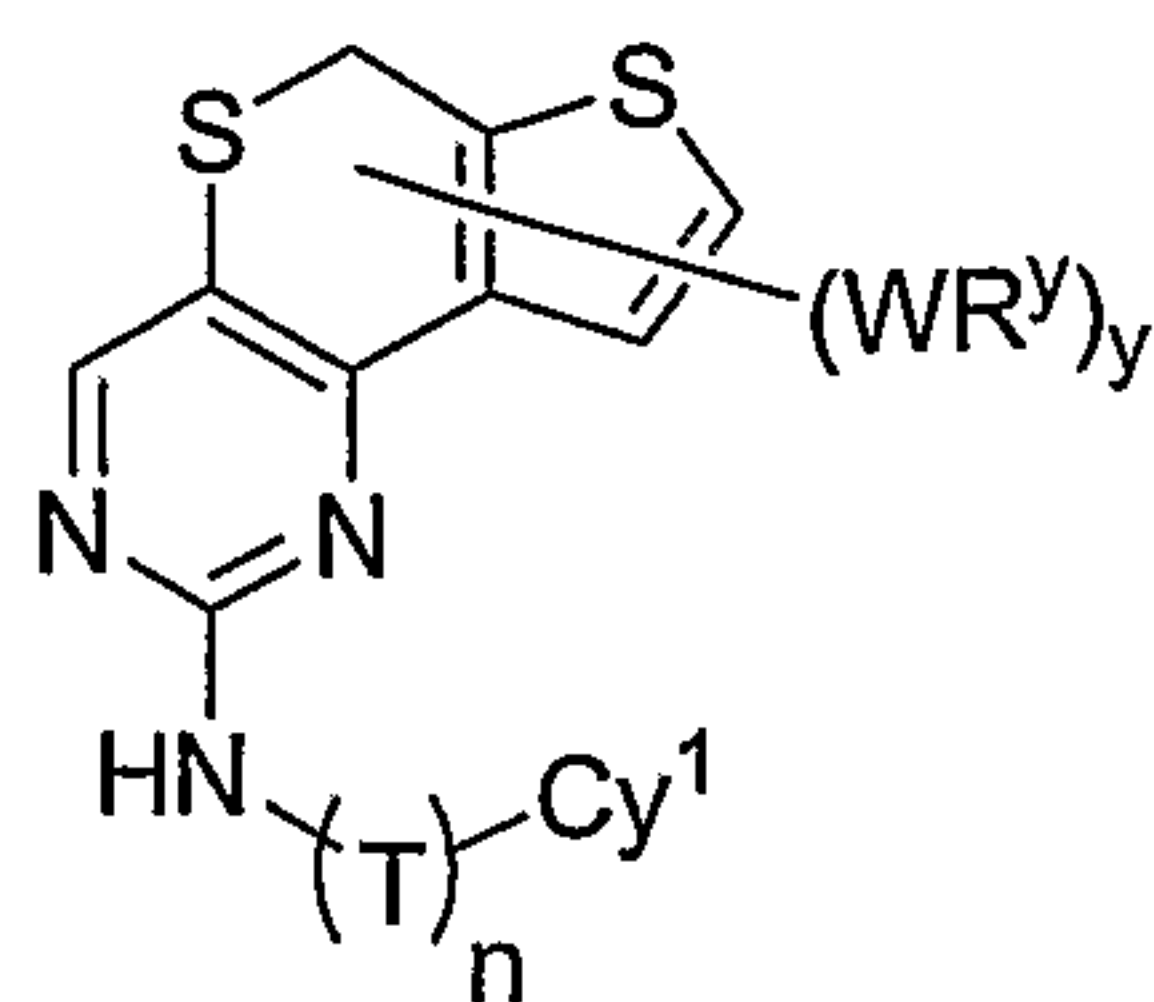
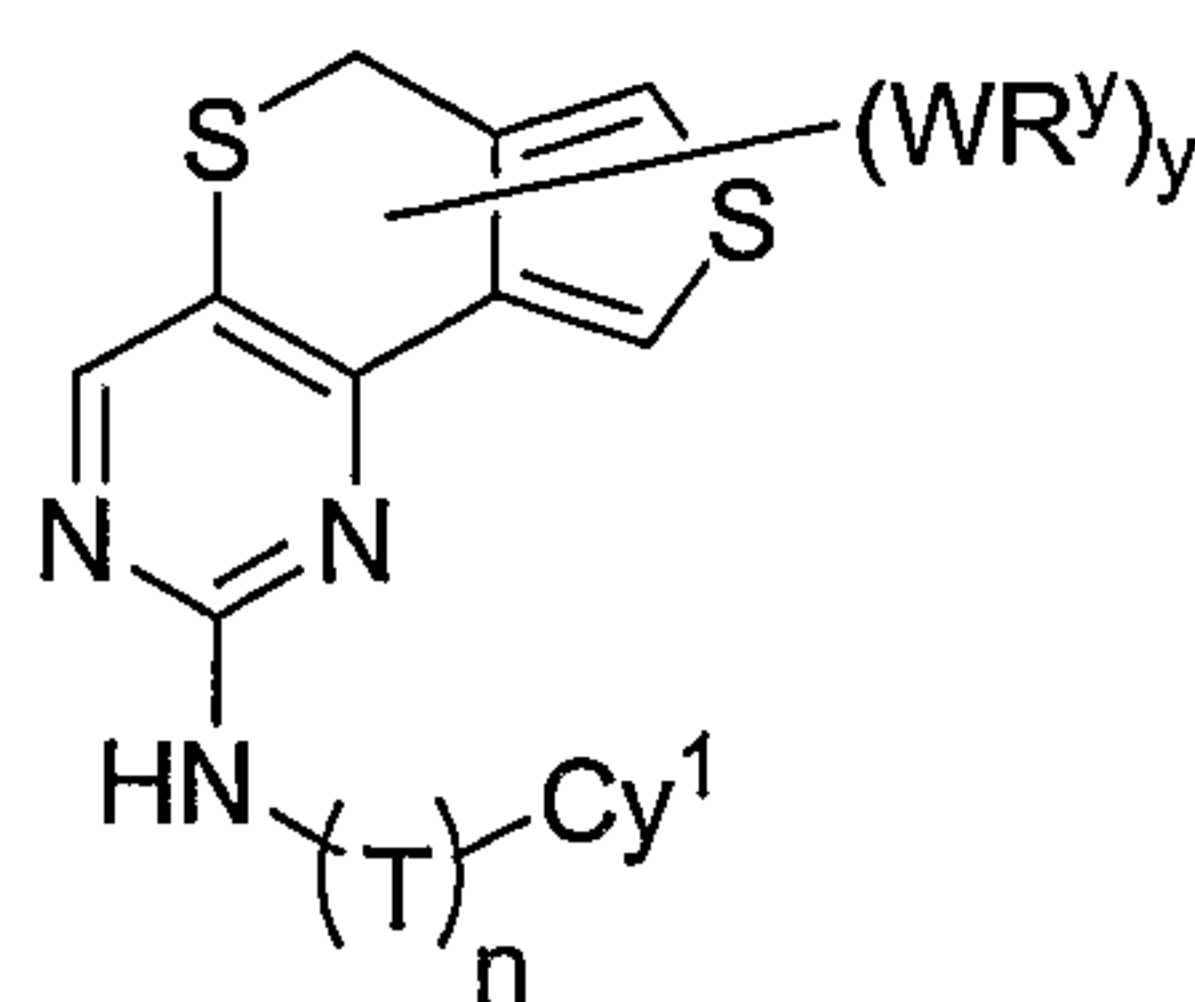
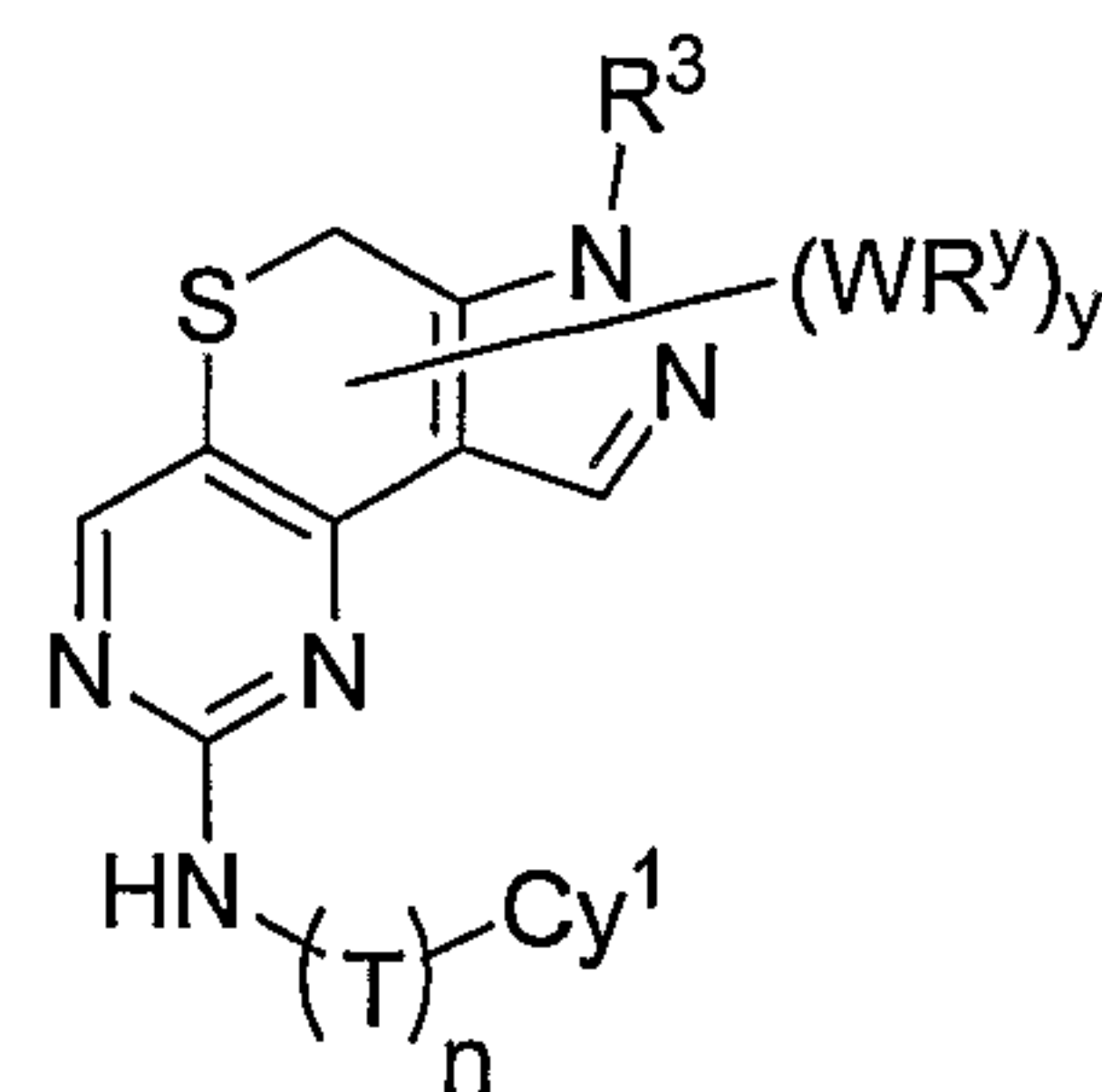
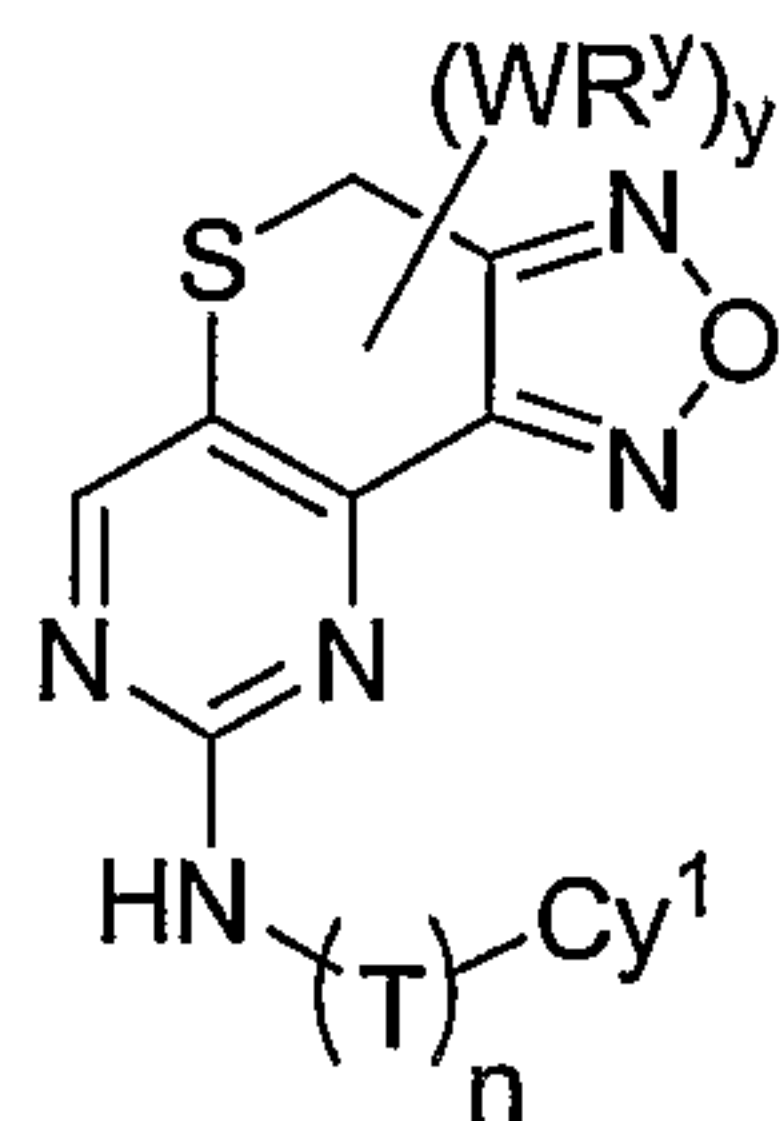
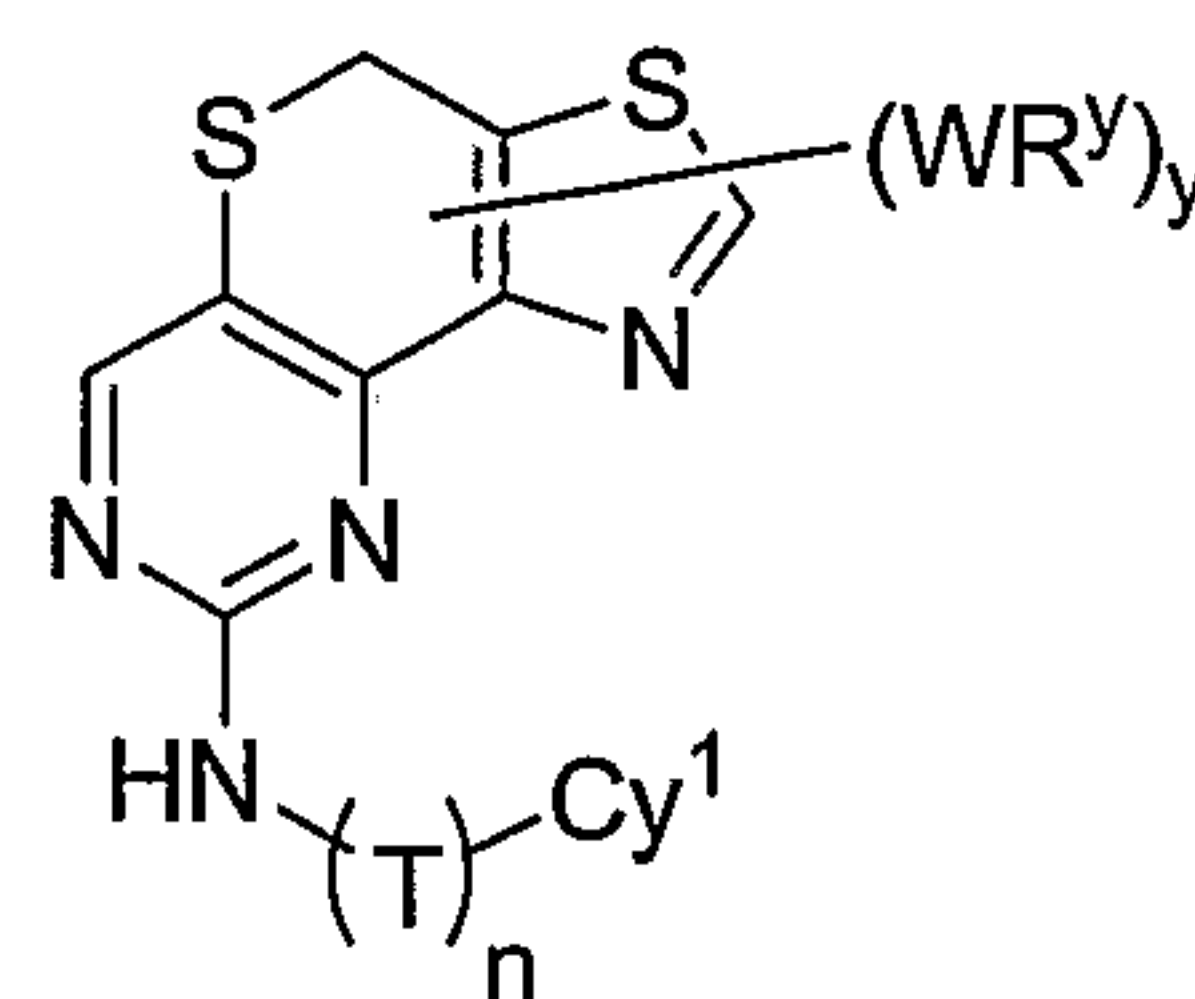
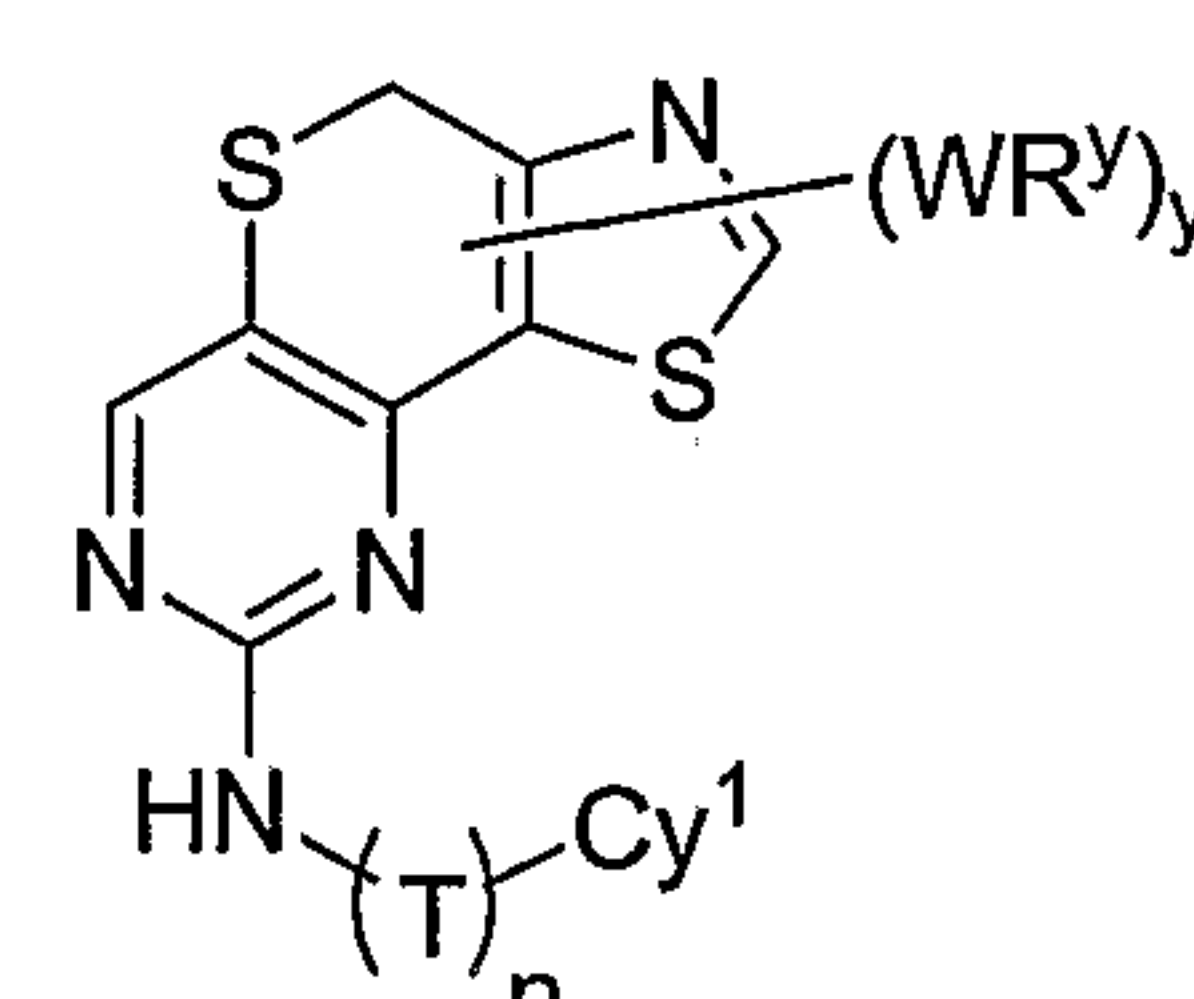


IV-J

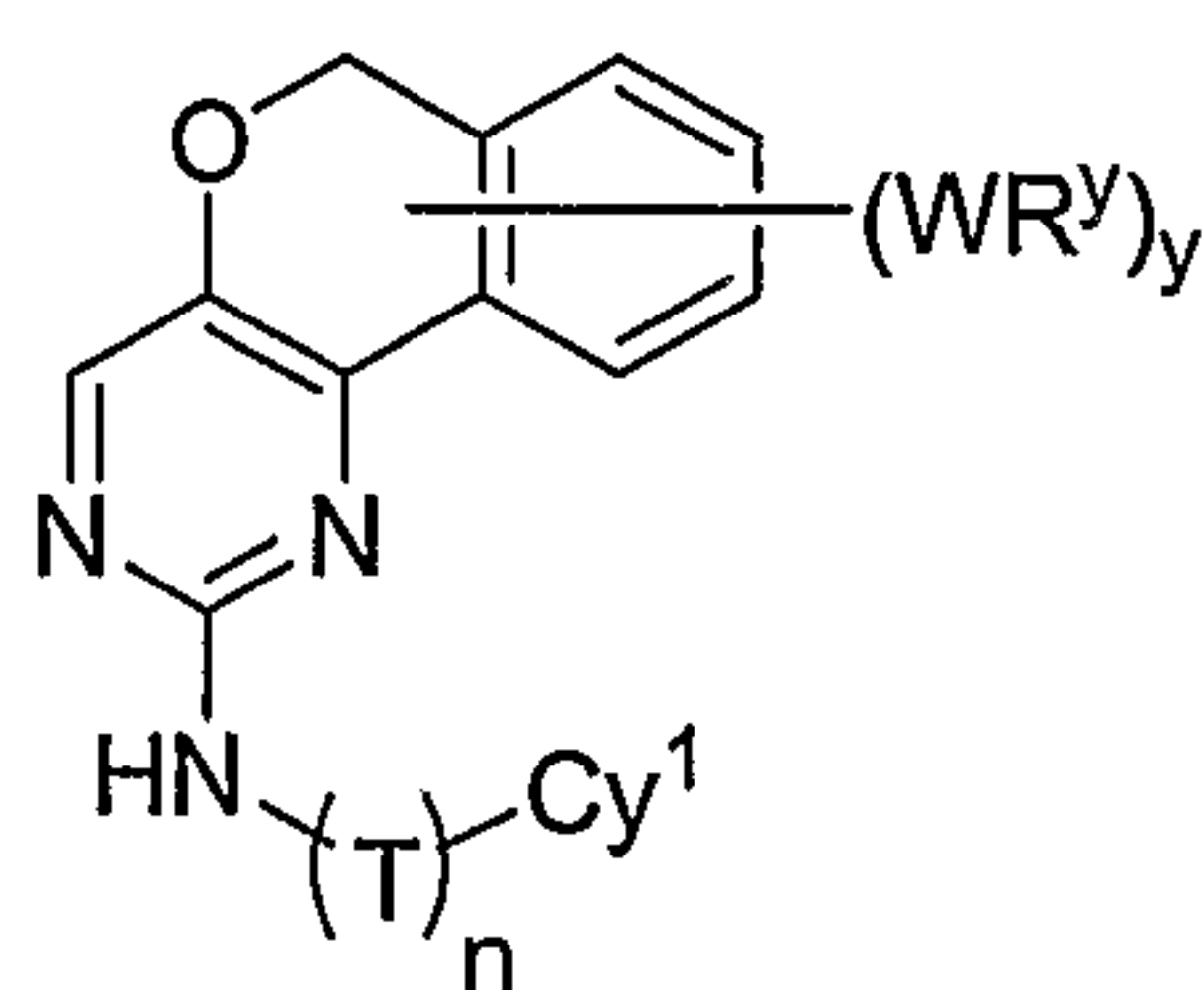
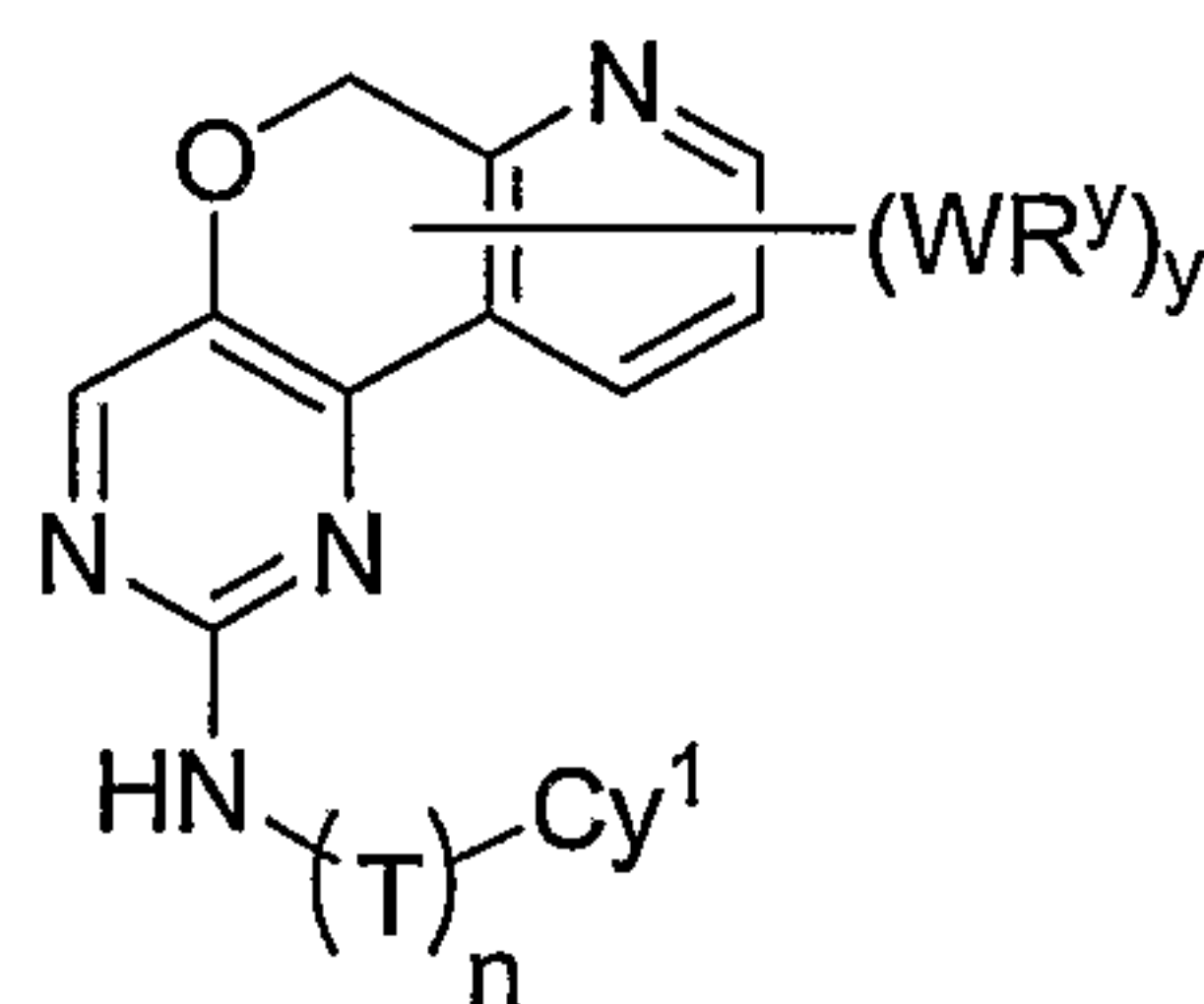
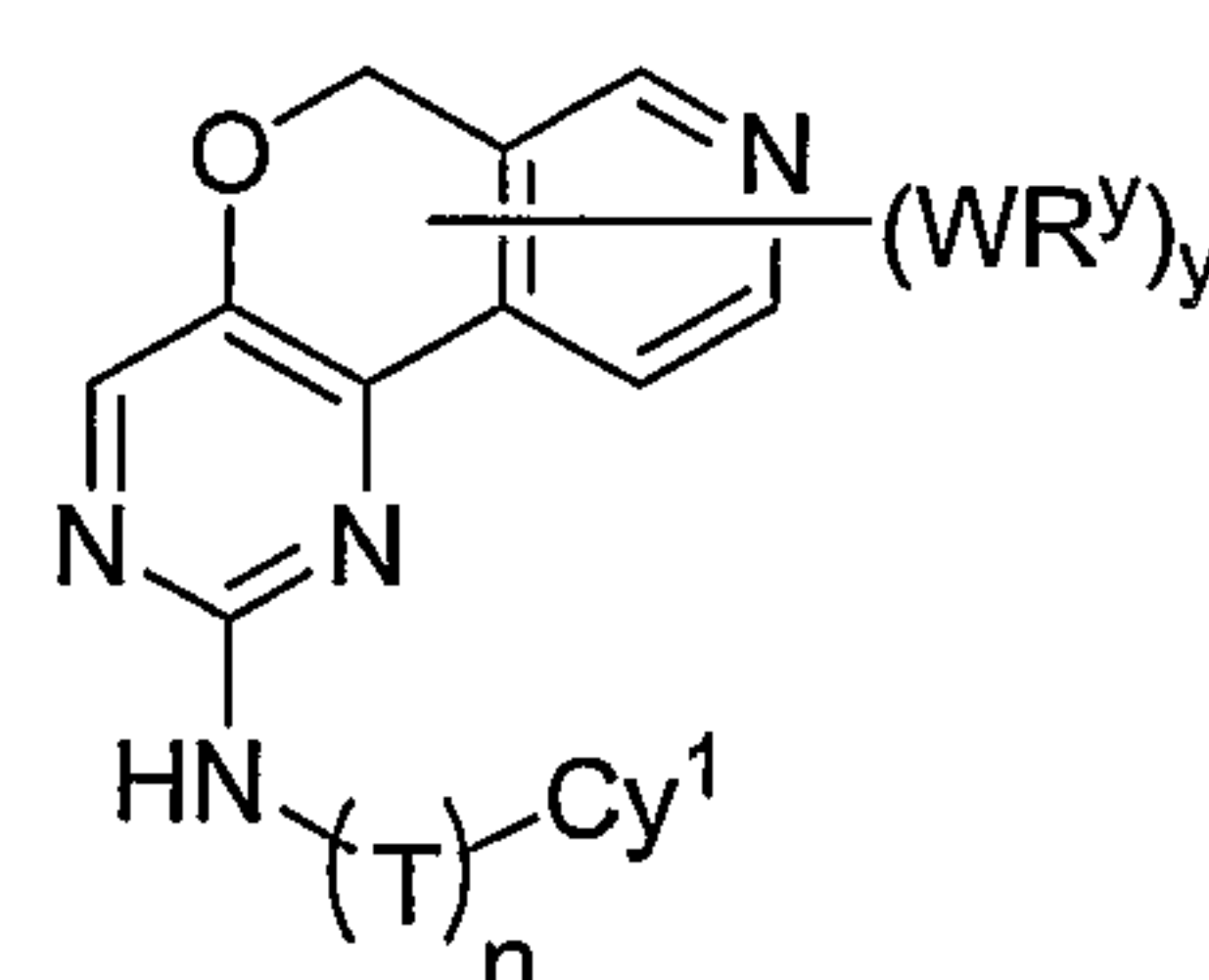
**IV-K****IV-L****IV-M.**

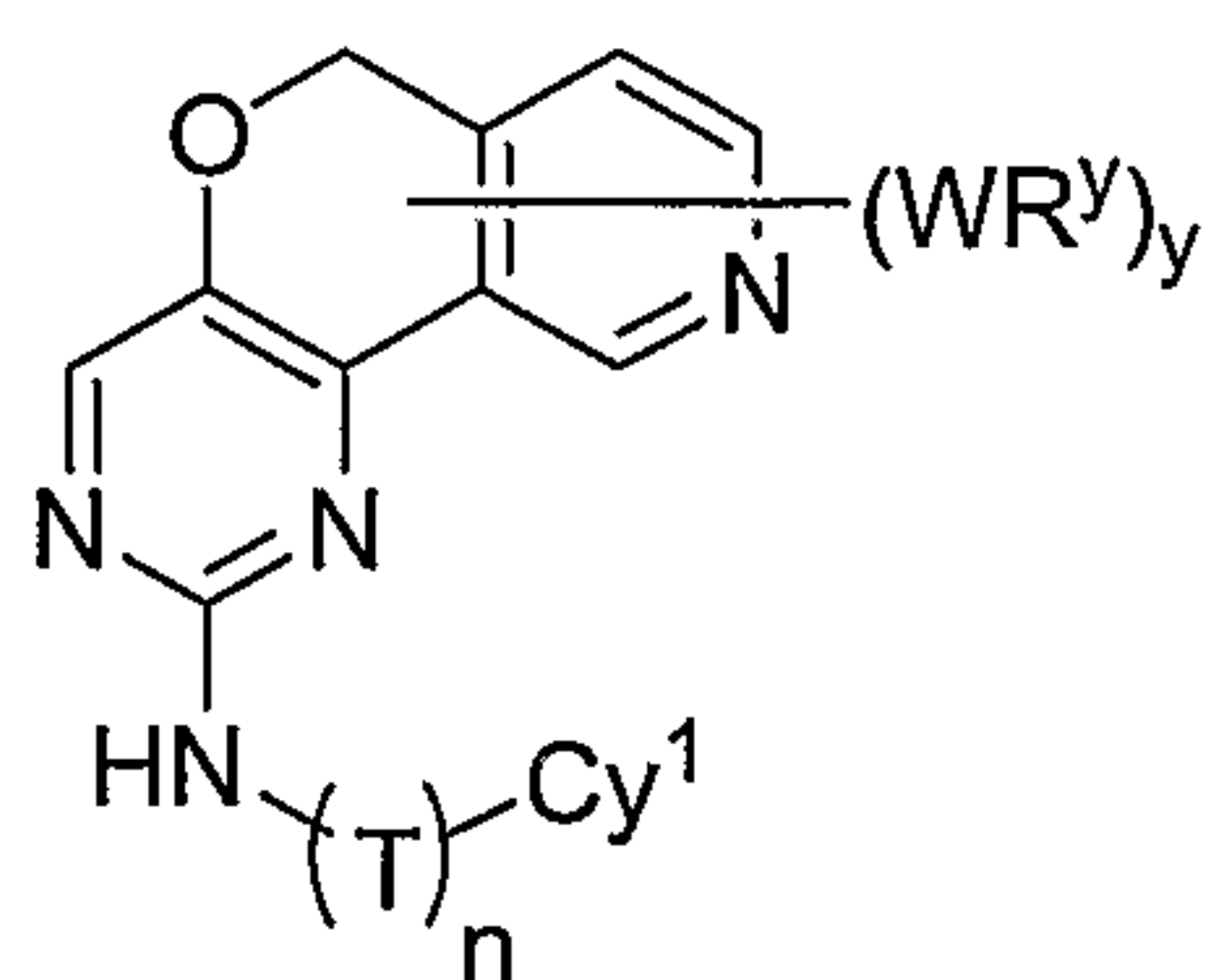
43. The compound of claim 37, wherein R^1 and R^2 , taken together with the carbon atoms to which they are bound form an optionally substituted 5 or 6-membered aryl or heteroaryl ring selected from phenyl (i), pyridyl (ii-1, ii-2, ii-3, ii-4), pyrazolyl (xiii-2), oxadiazolyl (xiv), thiophenyl (iv-1, iv-2, and xviii), or thiazolyl (viii-1 and viii-2), and compounds have one of the formulas V-B, V-C, V-D, V-E, V-F, V-G, V-H, V-I, V-J, V-K, V-L, or V-M:

**V-B****V-C****V-D****V-E****V-F****V-G**

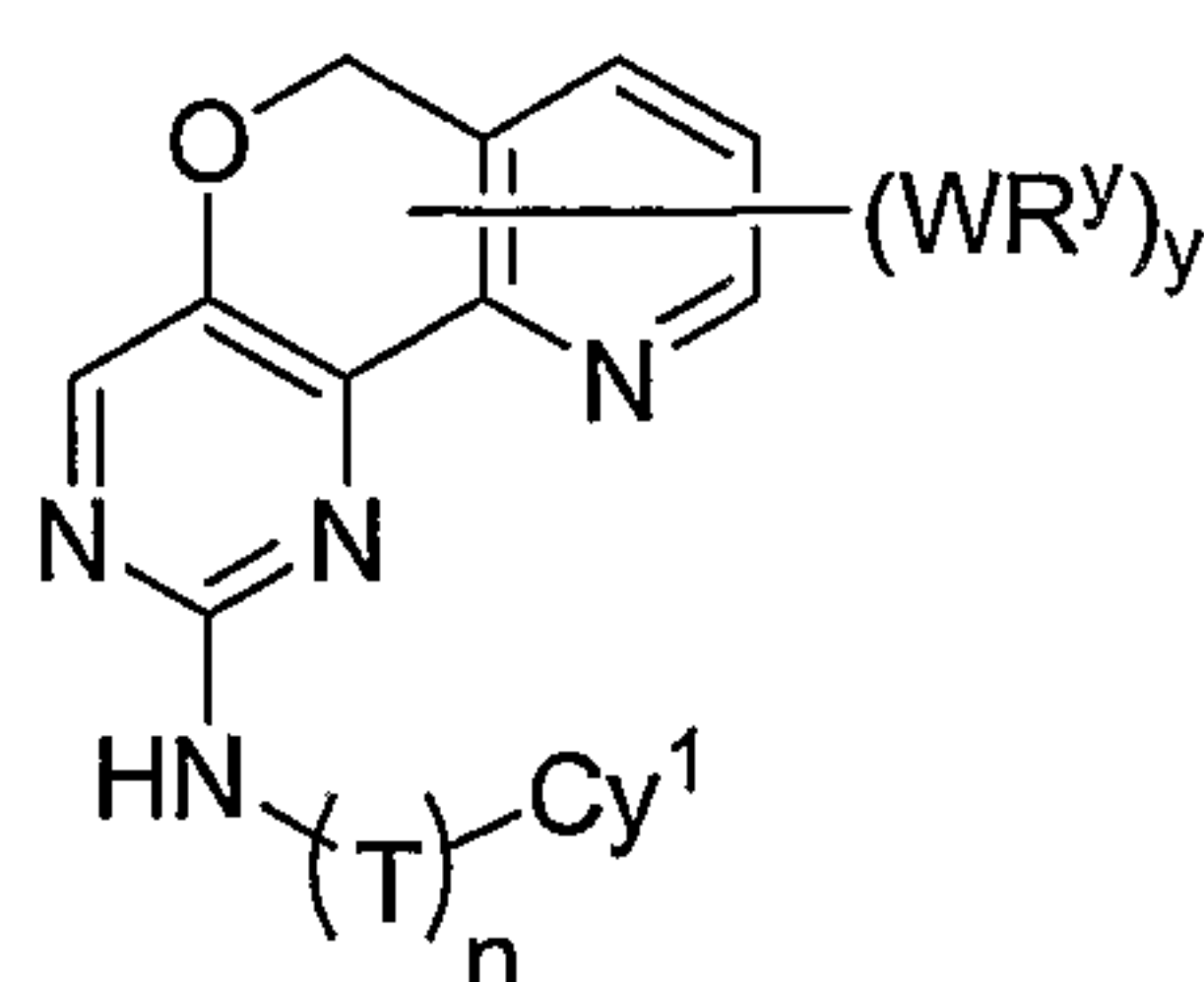
**V-H****V-I****V-J****V-K****V-L****V-M**

44. The compound of claim 37, wherein R^1 and R^2 , taken together with the carbon atoms to which they are bound form an optionally substituted 5 or 6-membered aryl or heteroaryl ring selected from phenyl (i), pyridyl (ii-1, ii-2, ii-3, ii-4), pyrazolyl (xiii-2), oxadiazolyl (xiv), thiophenyl (iv-1, iv-2, and xviii), or thiazolyl (viii-1 and viii-2), and compounds have one of the formulas **IX-B**, **IX-C**, **IX-D**, **IX-E**, **IX-F**, **IX-G**, **IX-H**, **IX-I**, **IX-J**, **IX-K**, **IX-L**, or **IX-M**:

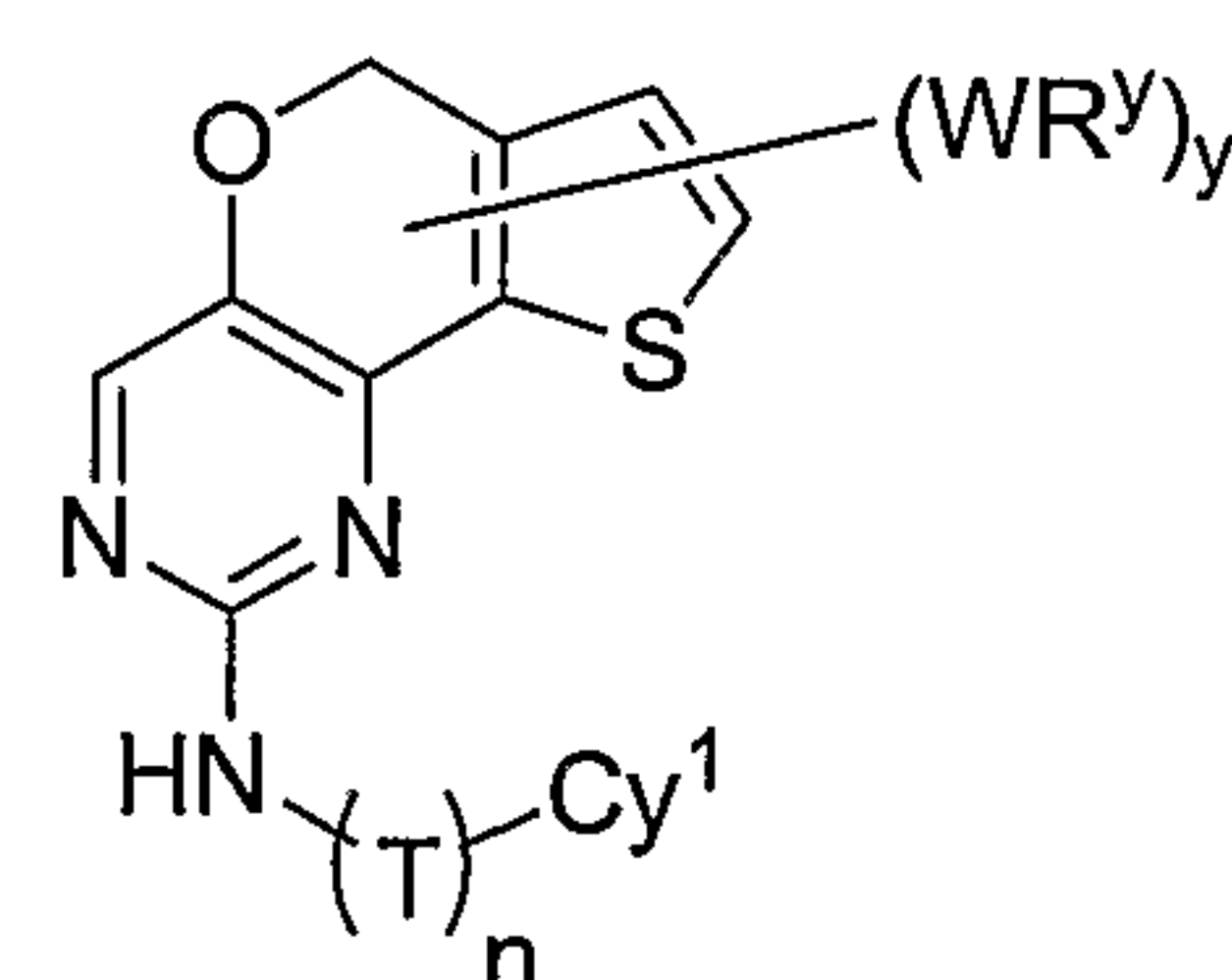
**IX-B****IX-C****IX-D**



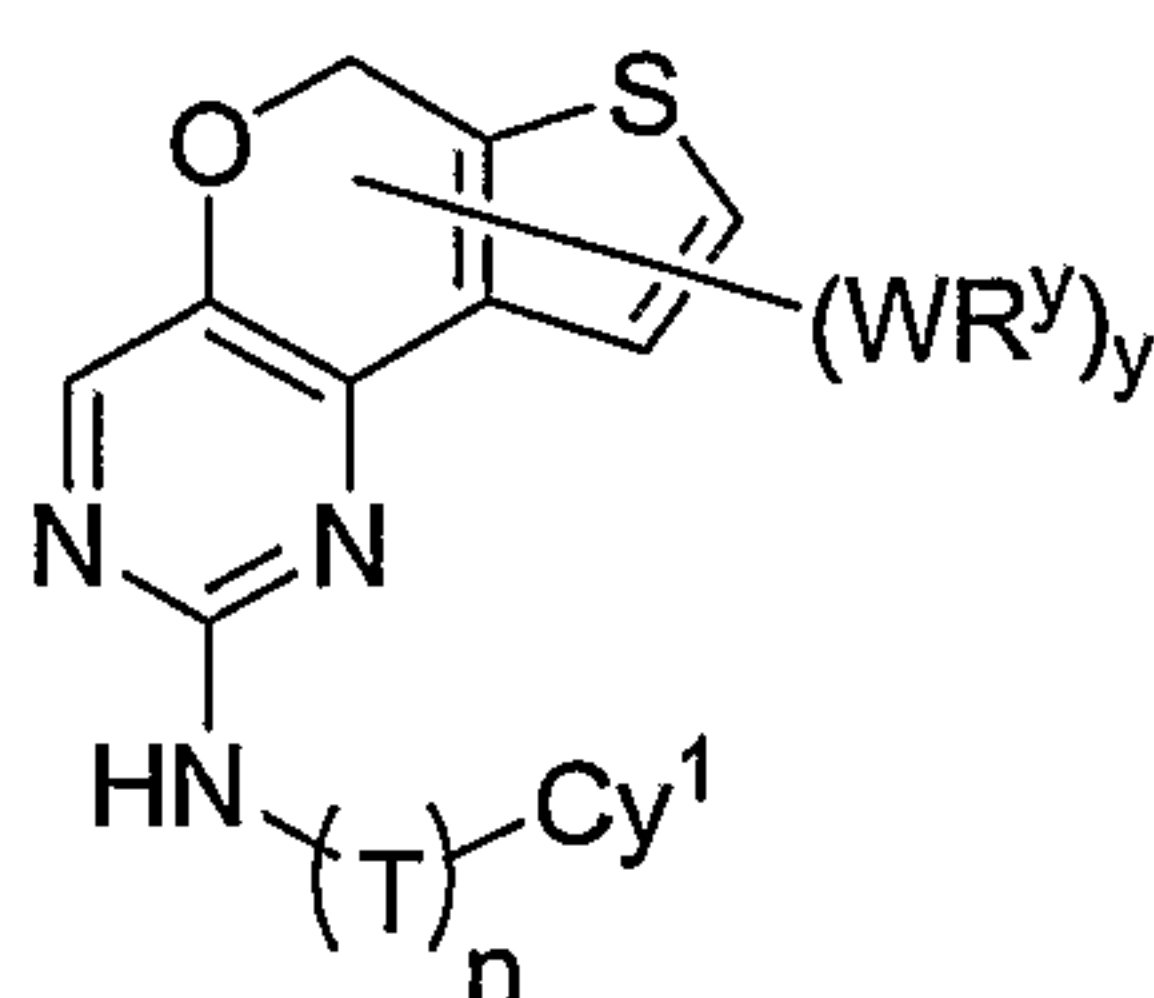
IX-E



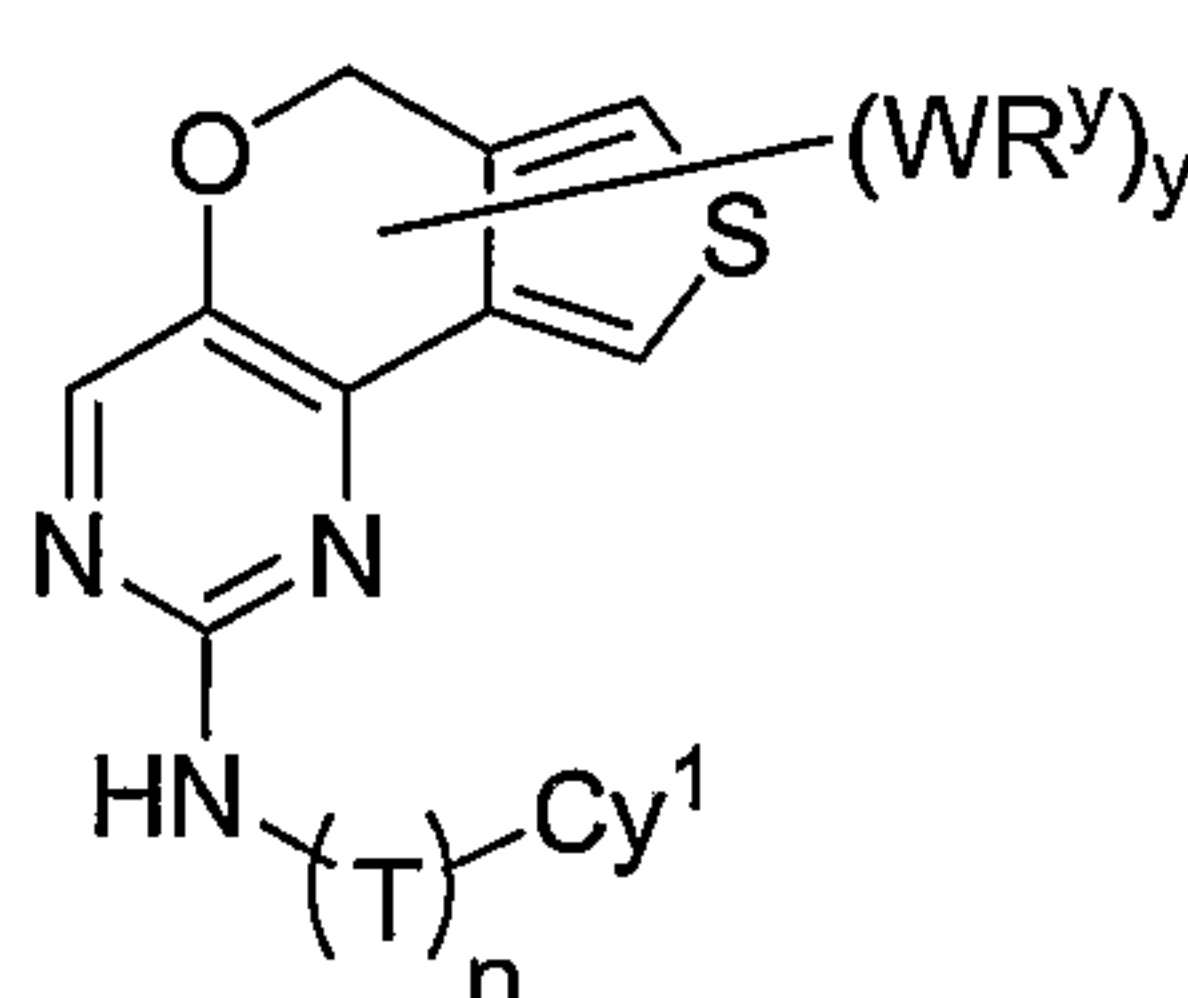
IX-F



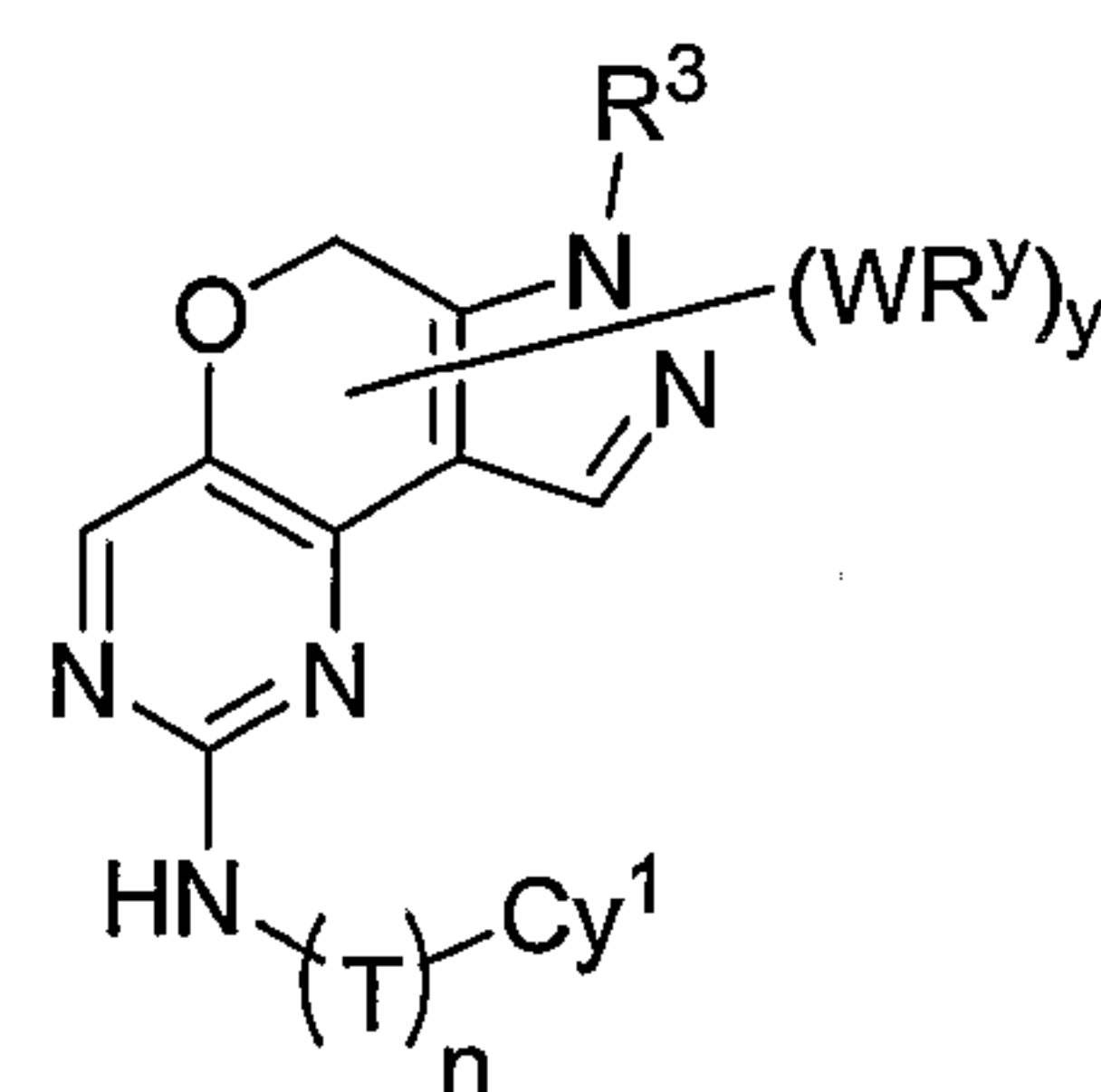
IX-G



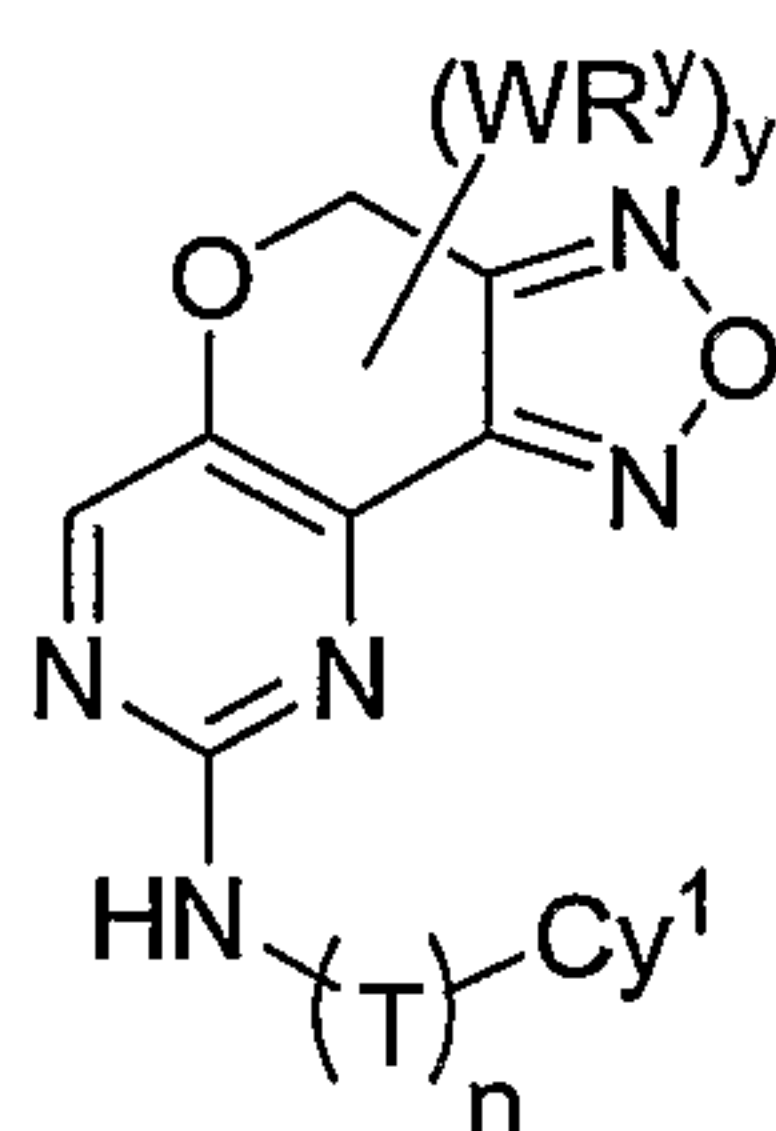
IX-H



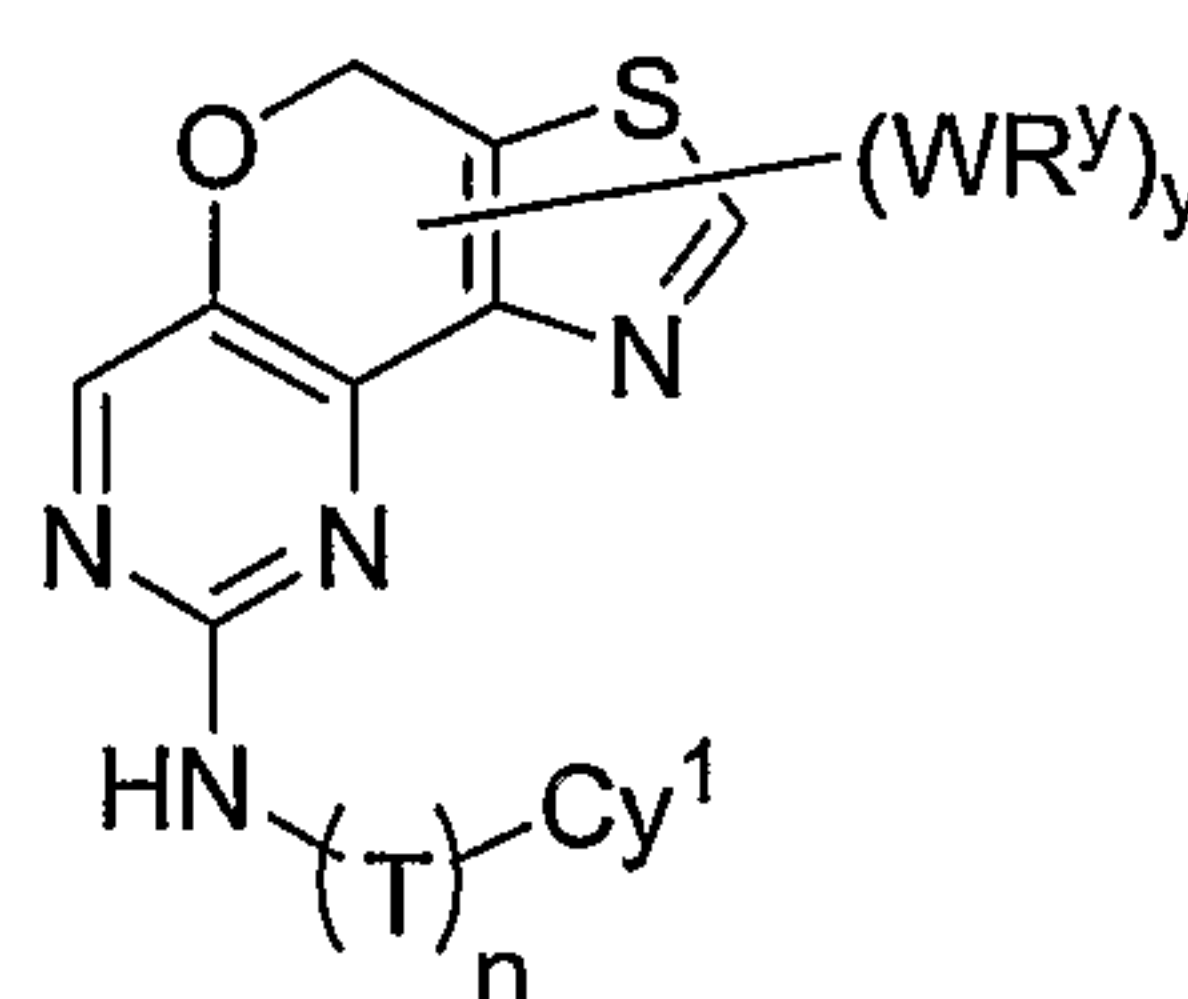
IX-I



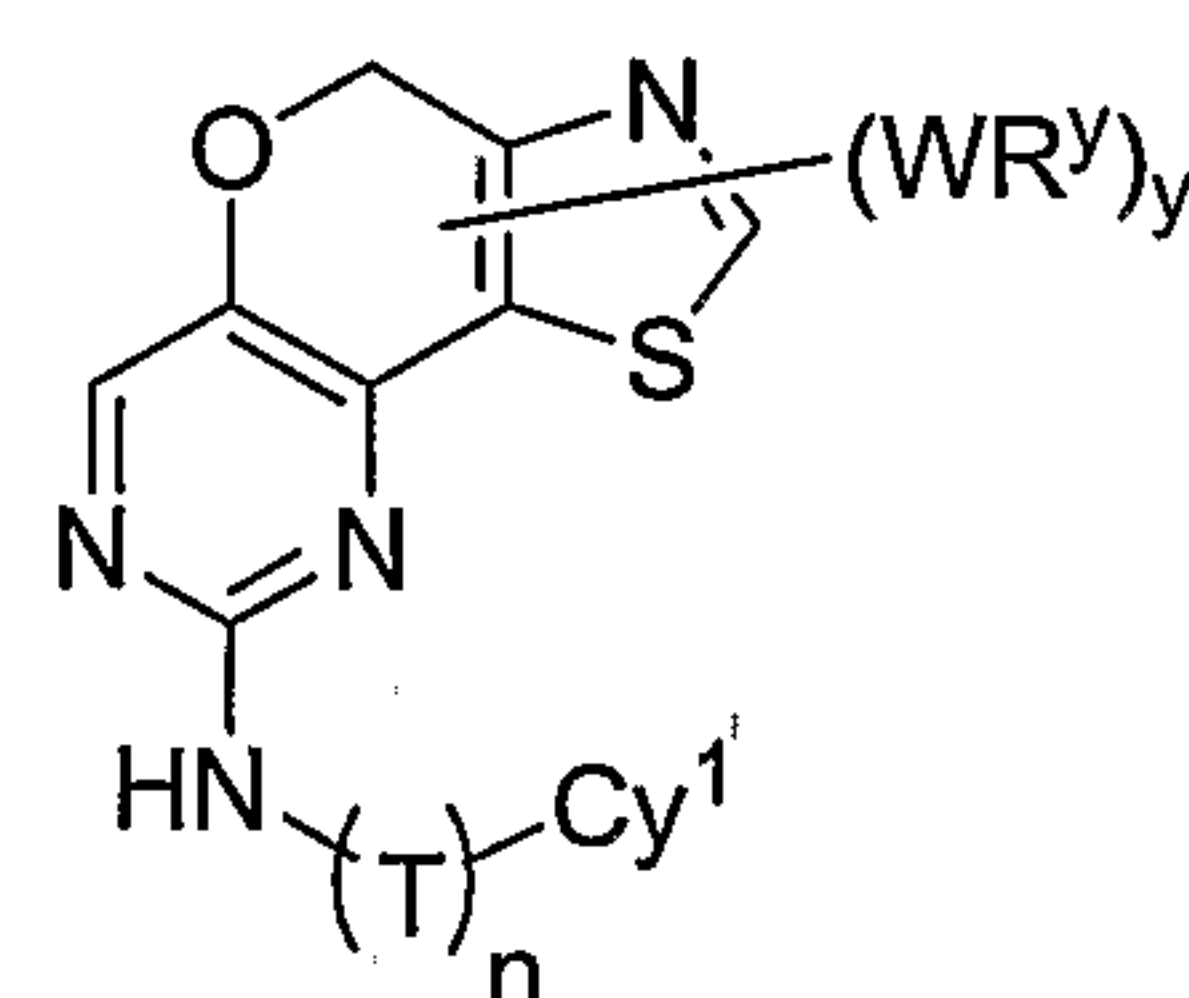
IX-J



IX-K



IX-L



IX-M.

45. The compound of one of claims 37-44, wherein Cy^1 is phenyl, optionally substituted with 0-3 occurrences of QR^x .

46. The compound of one of claims 37-45, wherein n is 0, or n is 1 and T is CH_2 , $-CH_2CH_2-$, $-CO-$ or $-SO_2-$; x is 0-3; and each occurrence of QR^x is independently halogen, CN , NO_2 , or an optionally substituted group selected from $C_{1-4}alkyl$, aryl, aralkyl, $-N(R')_2$, $-CH_2N(R')_2$, $-OR'$, $-CH_2OR'$, $-SR'$, $-CH_2SR'$, $-COOR'$, $-NRCOR'$, $-CON(R')_2$, $-SO_2R'$, $NR'SO_2R'$, or $-SO_2N(R')_2$.

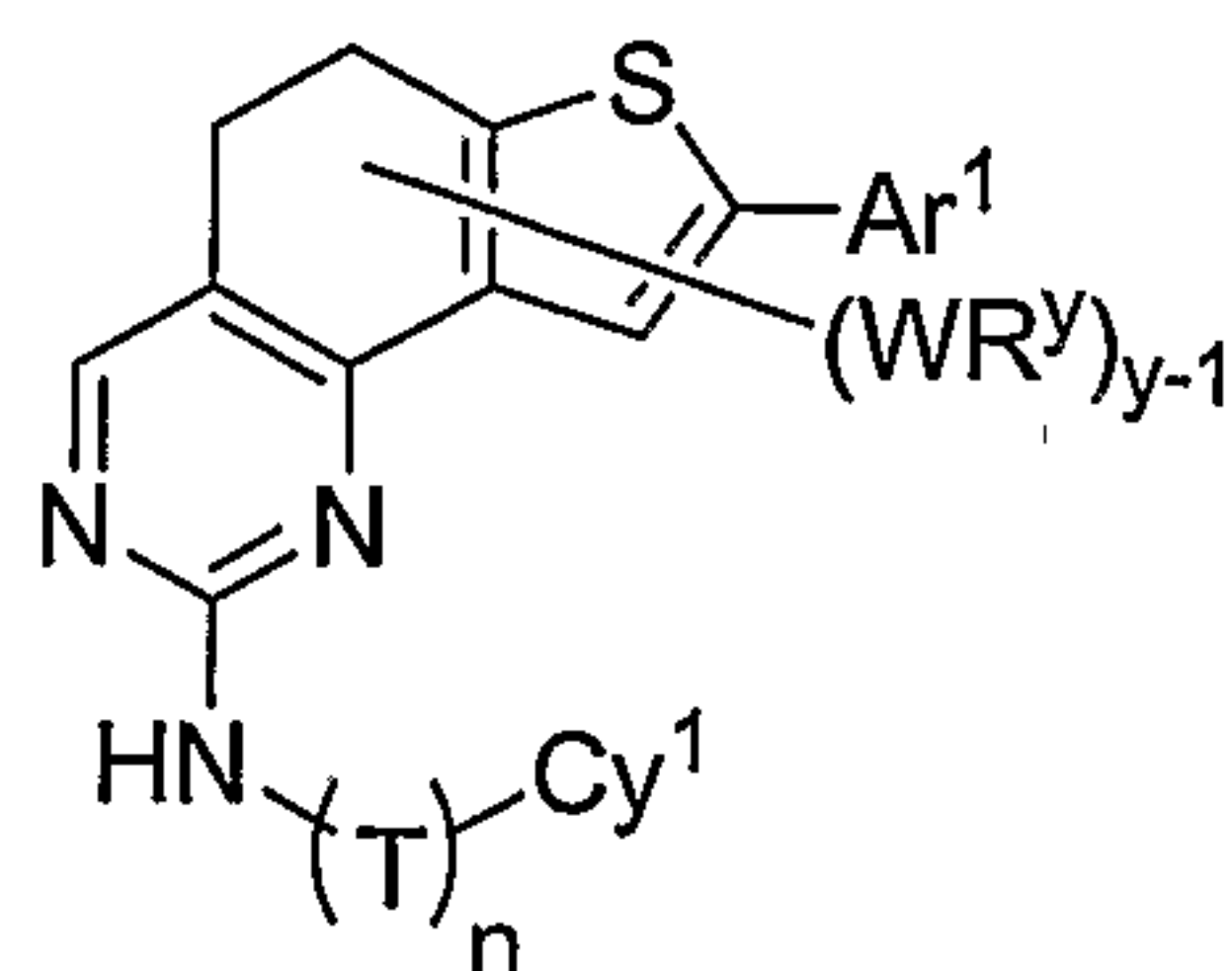
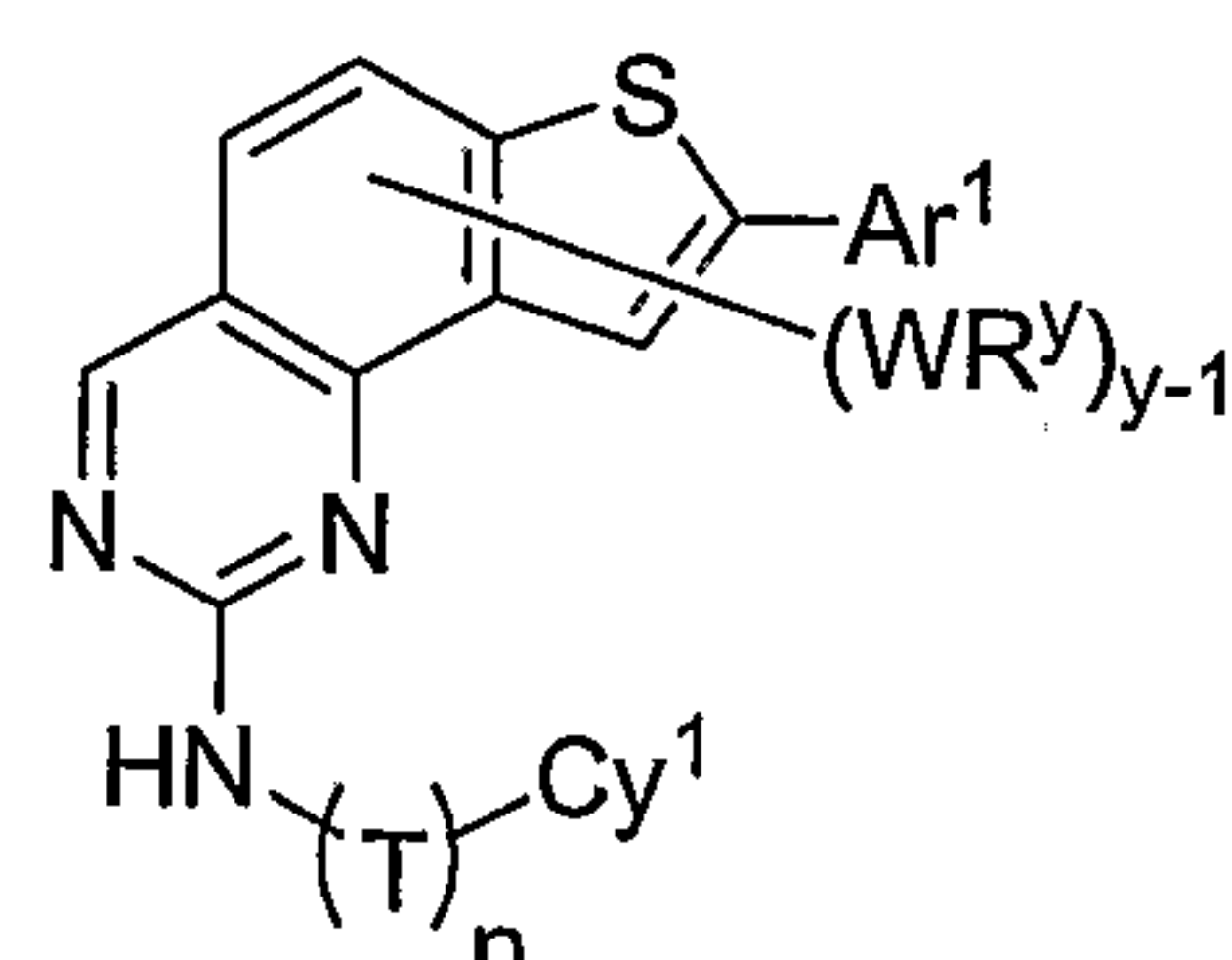
47. The compound of one of claims 37-46, wherein y is 0-3; and each occurrence of WR^y is independently halogen, CN , NO_2 , or an optionally substituted group selected from $C_{1-4}alkyl$,

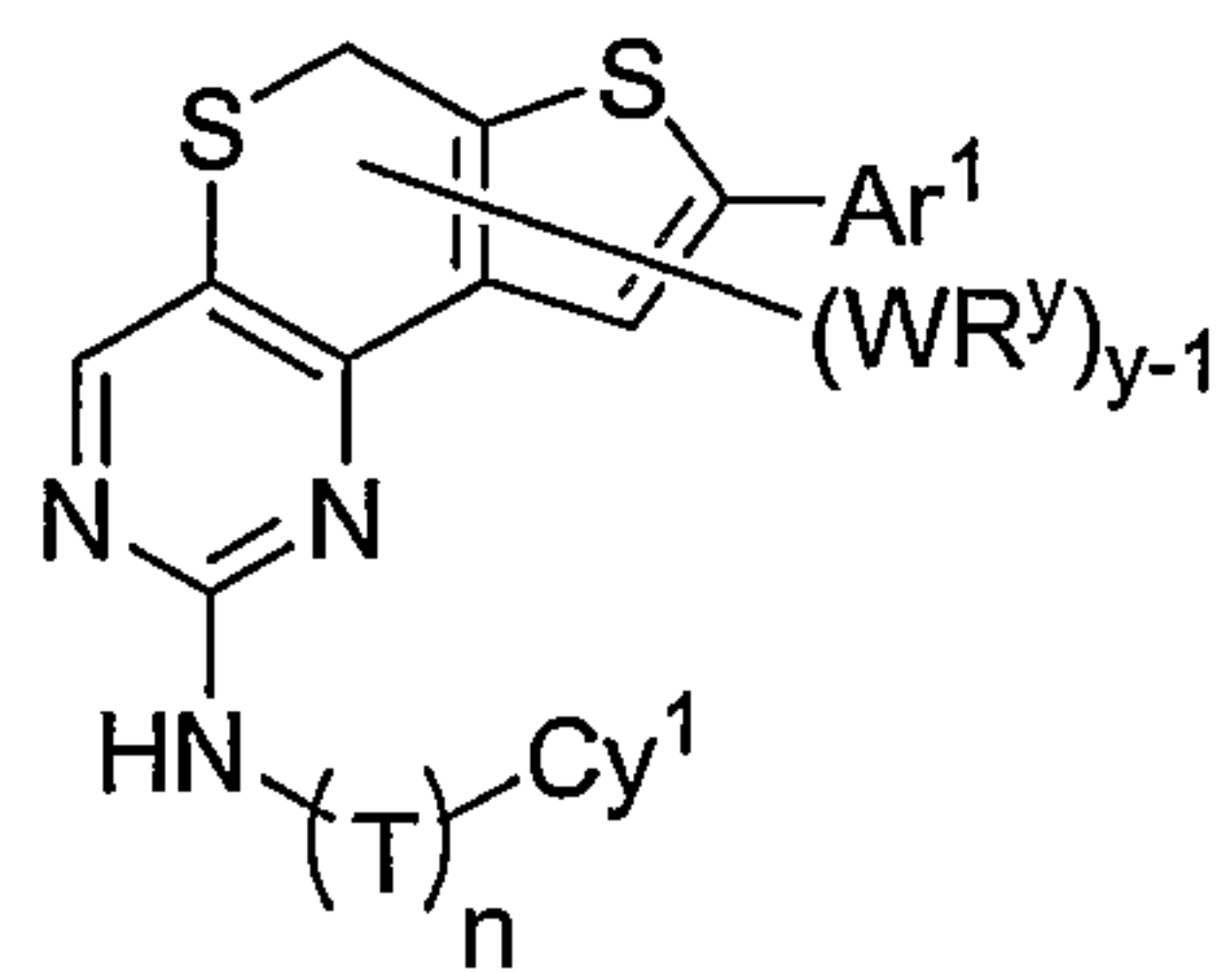
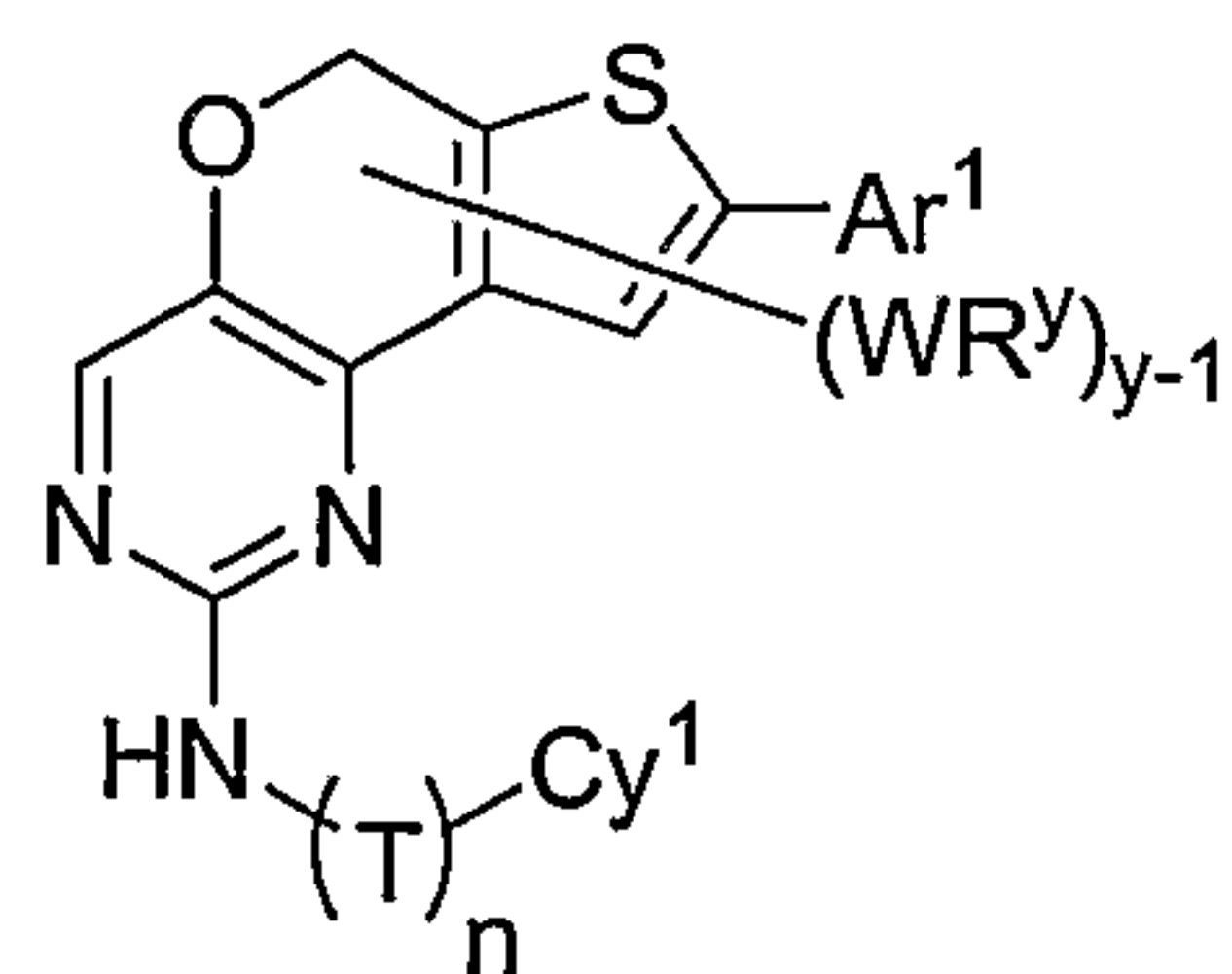
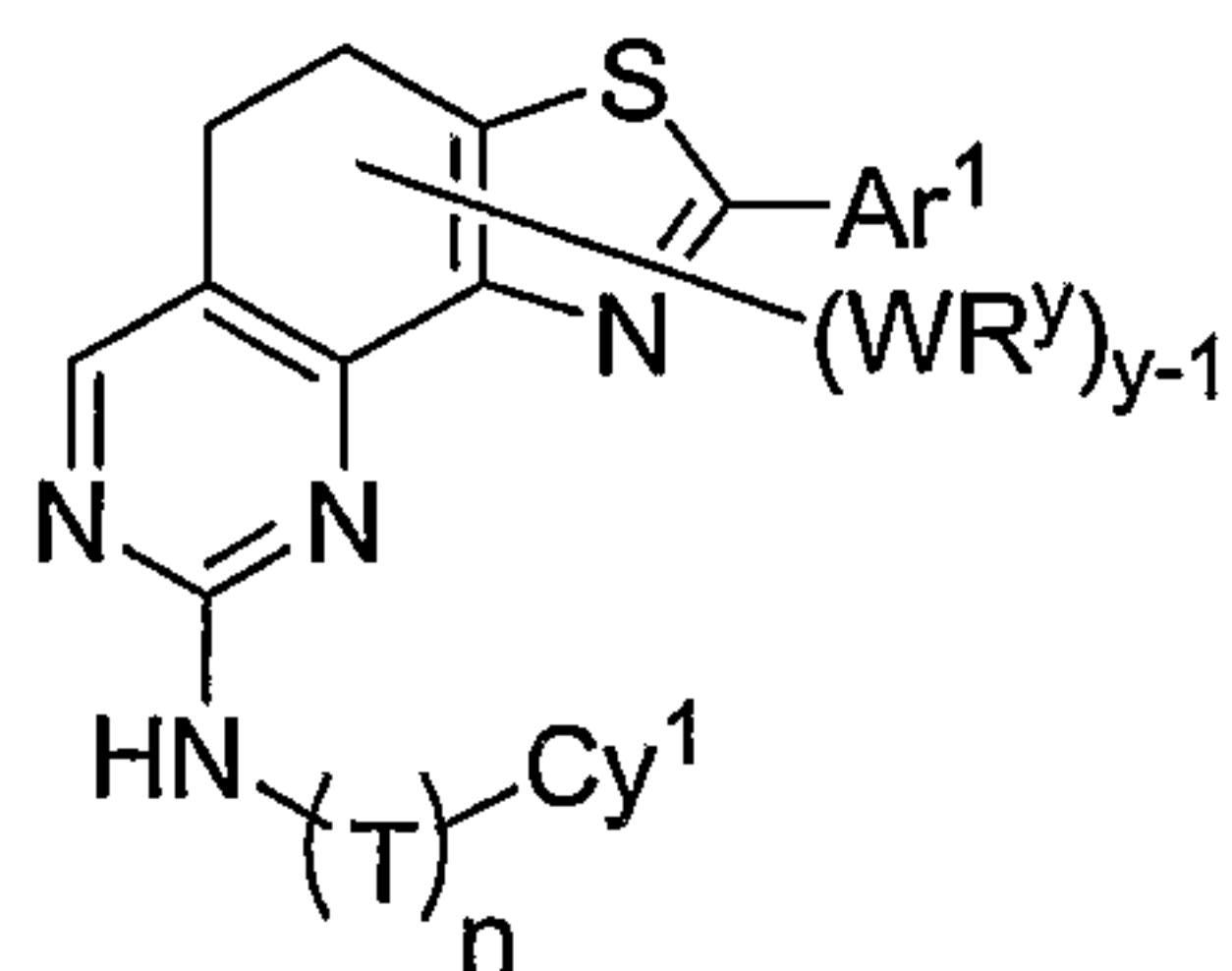
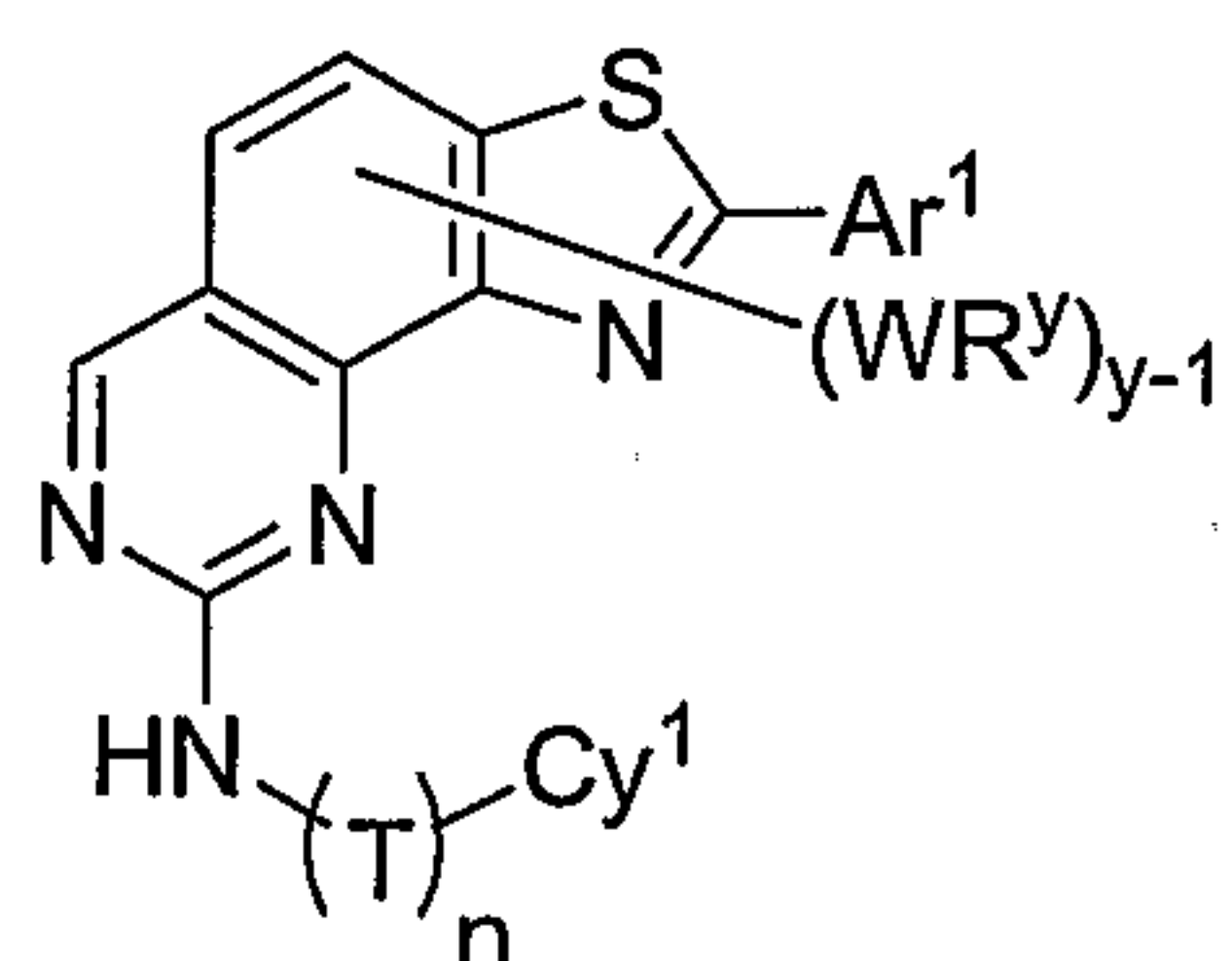
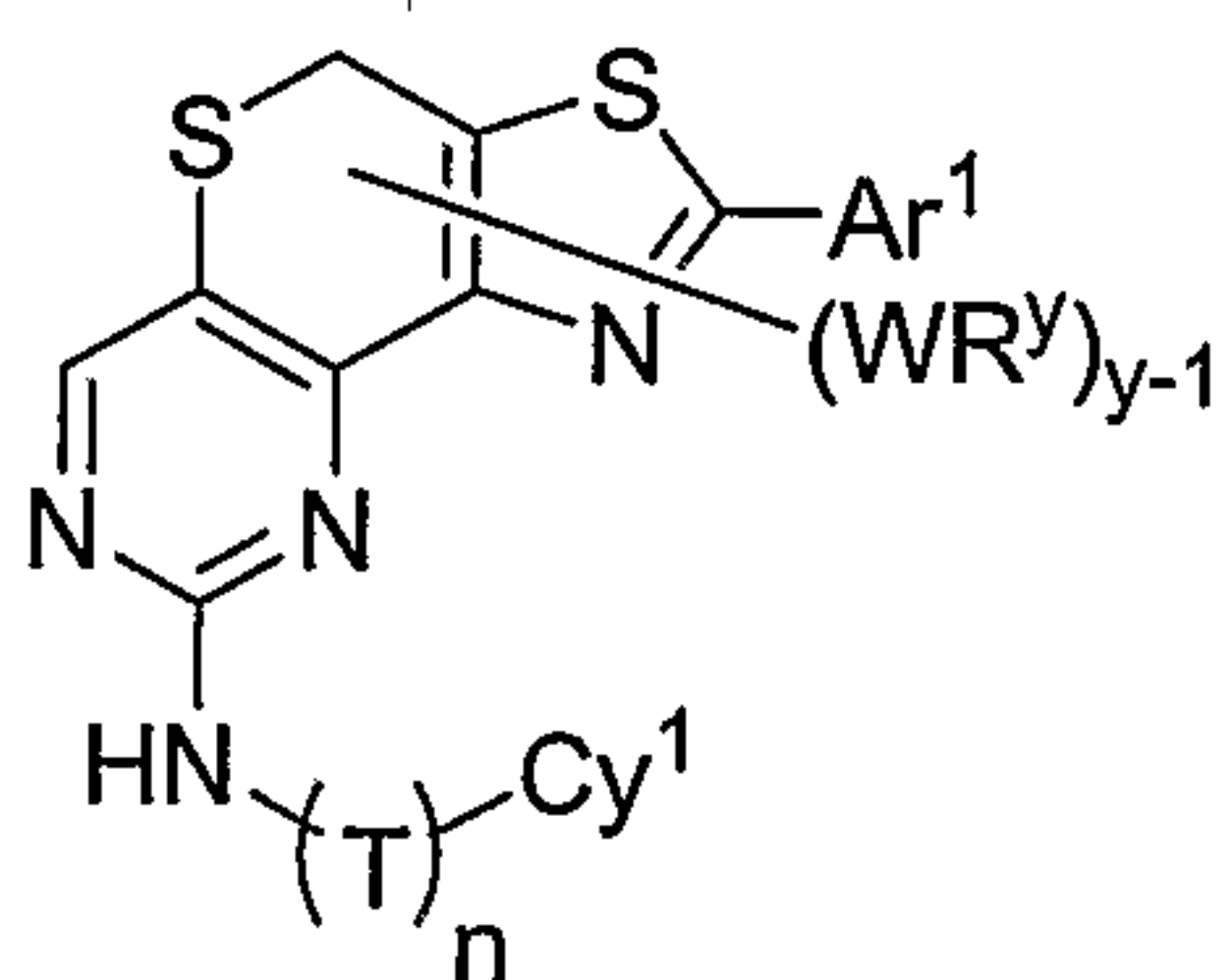
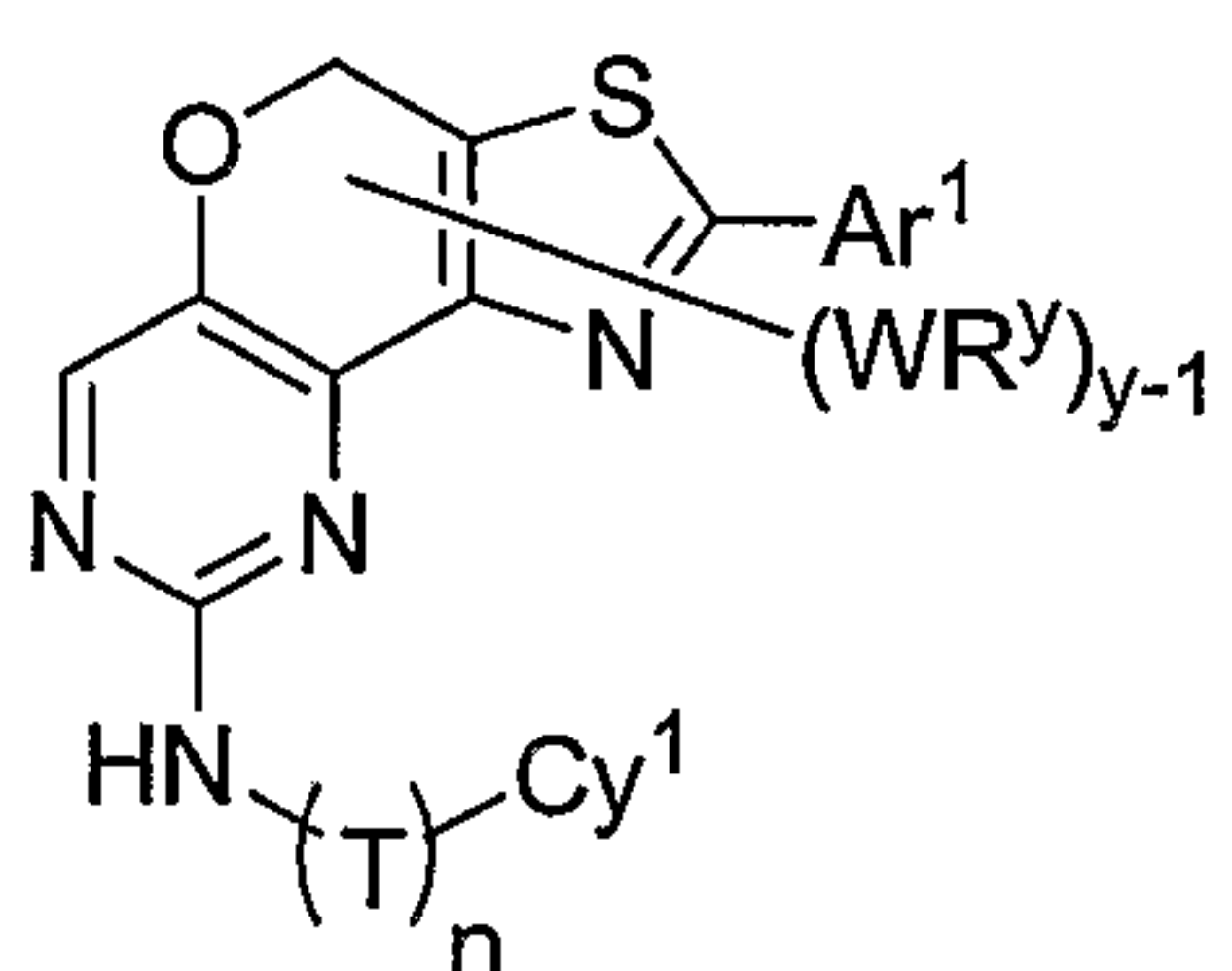
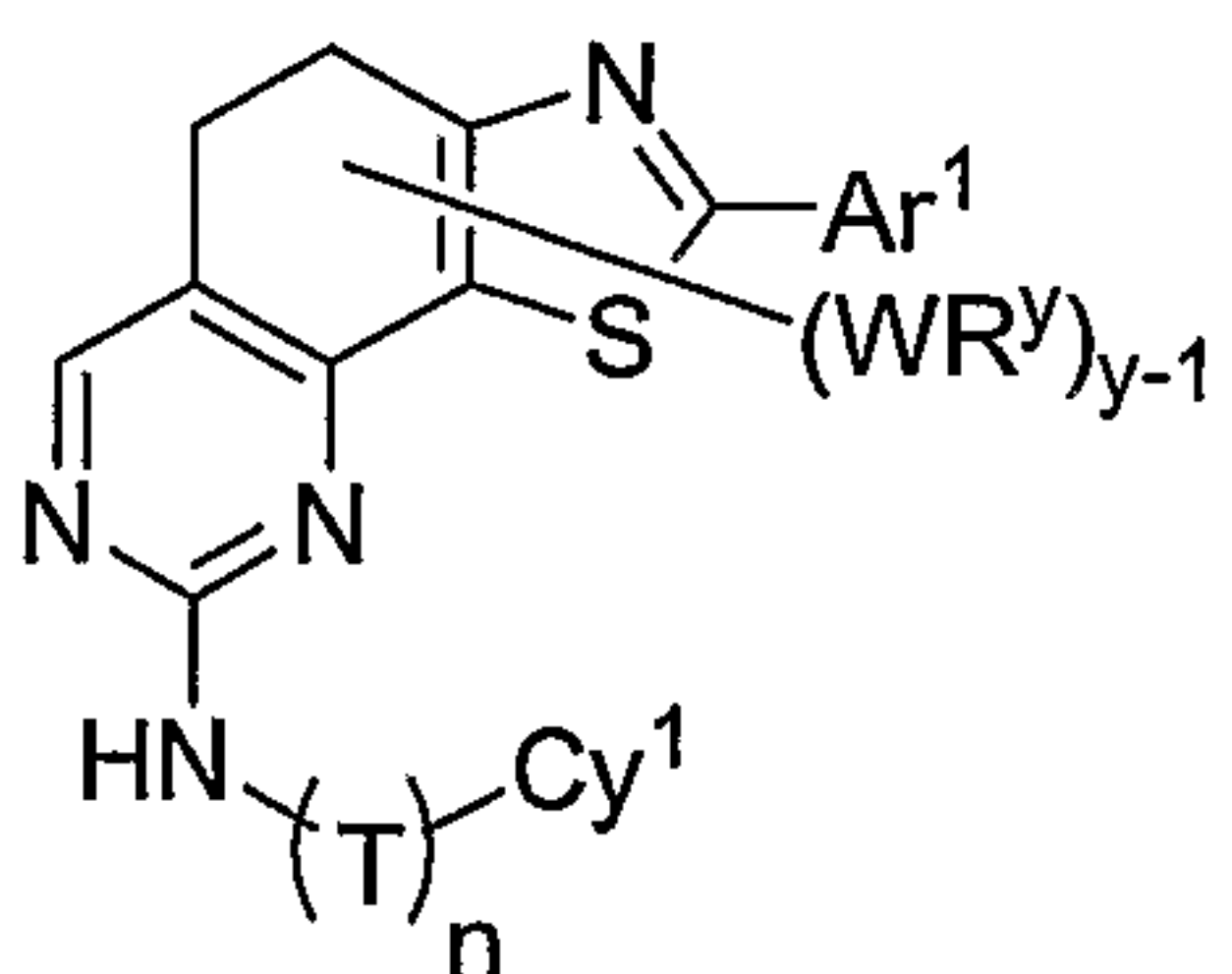
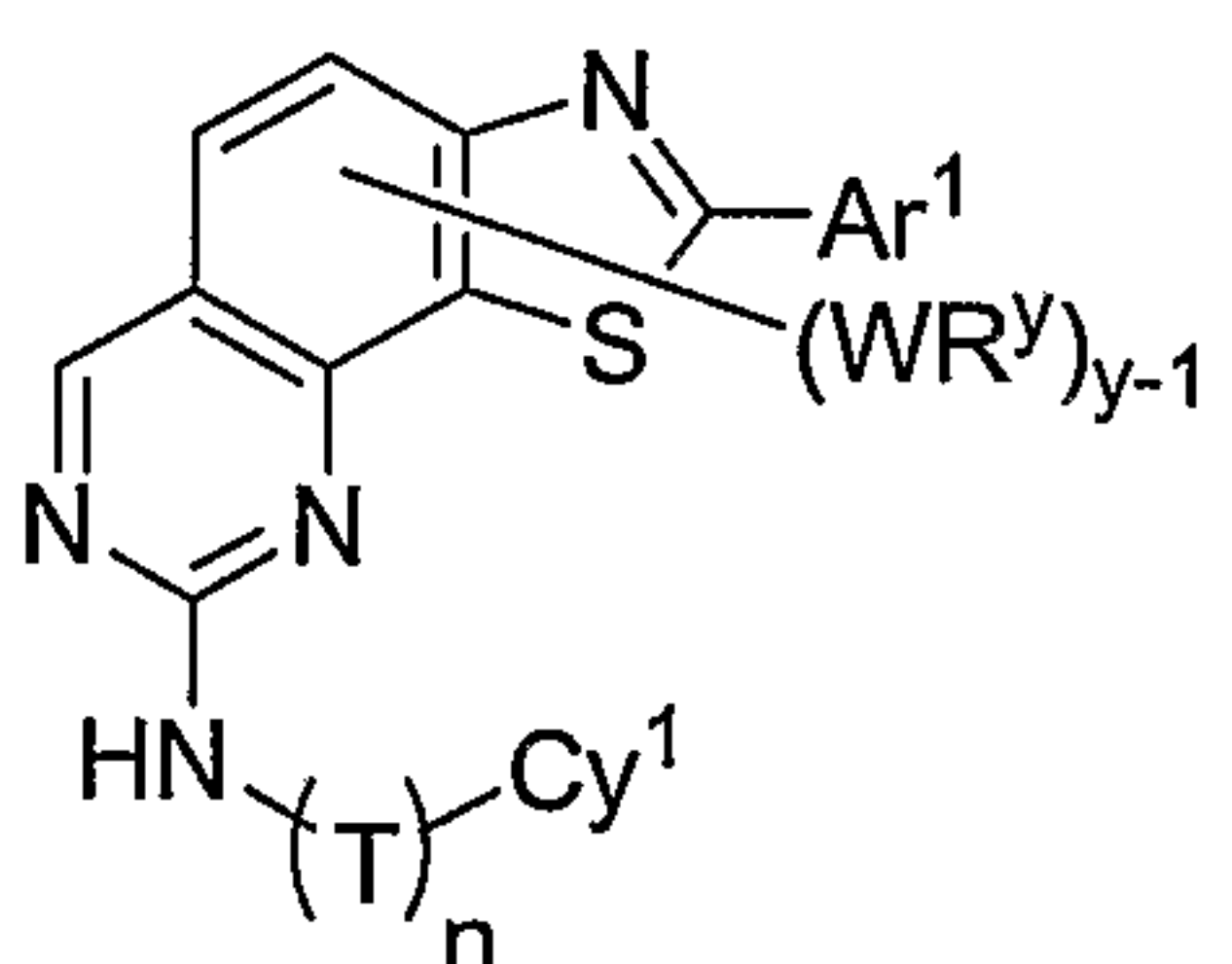
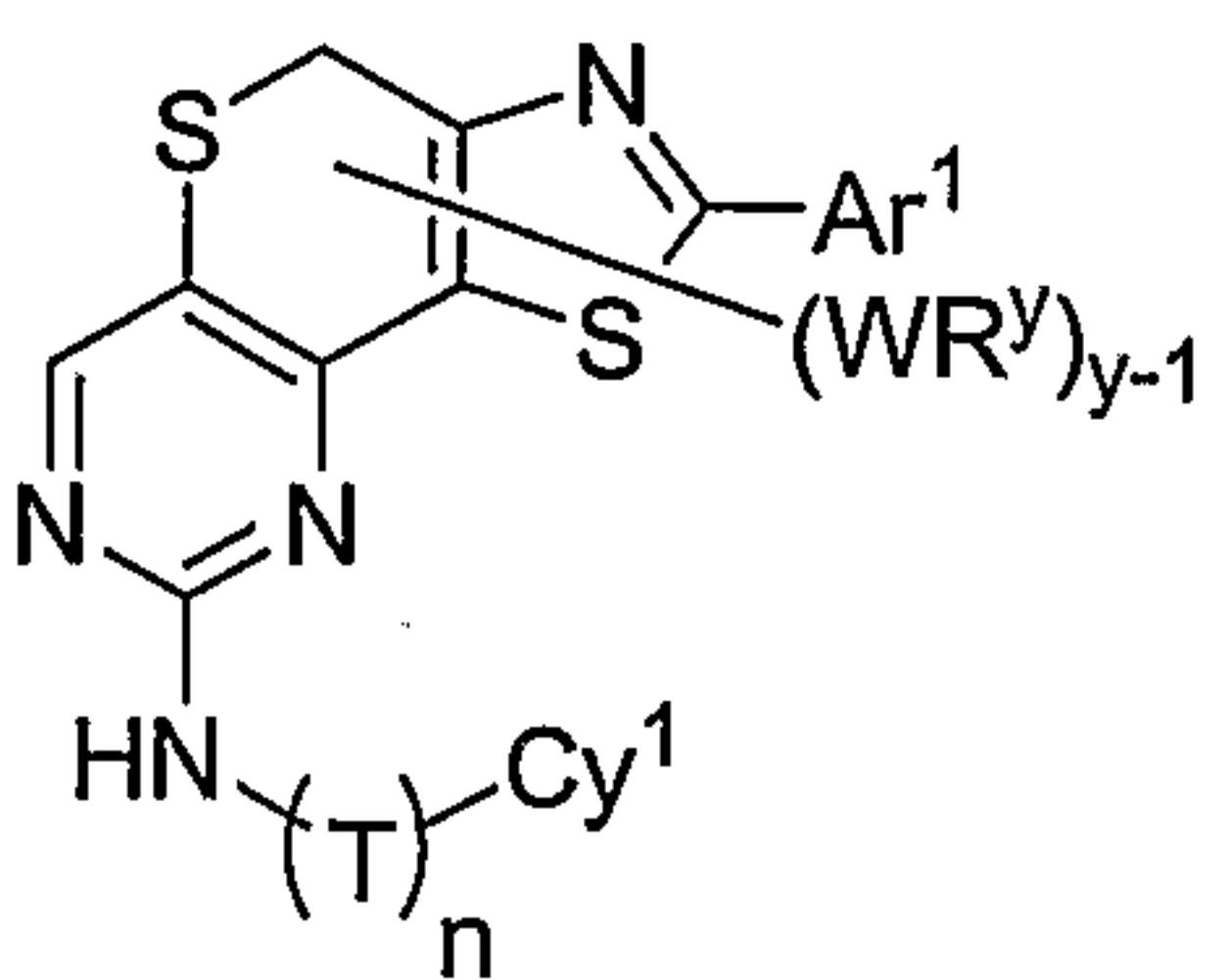
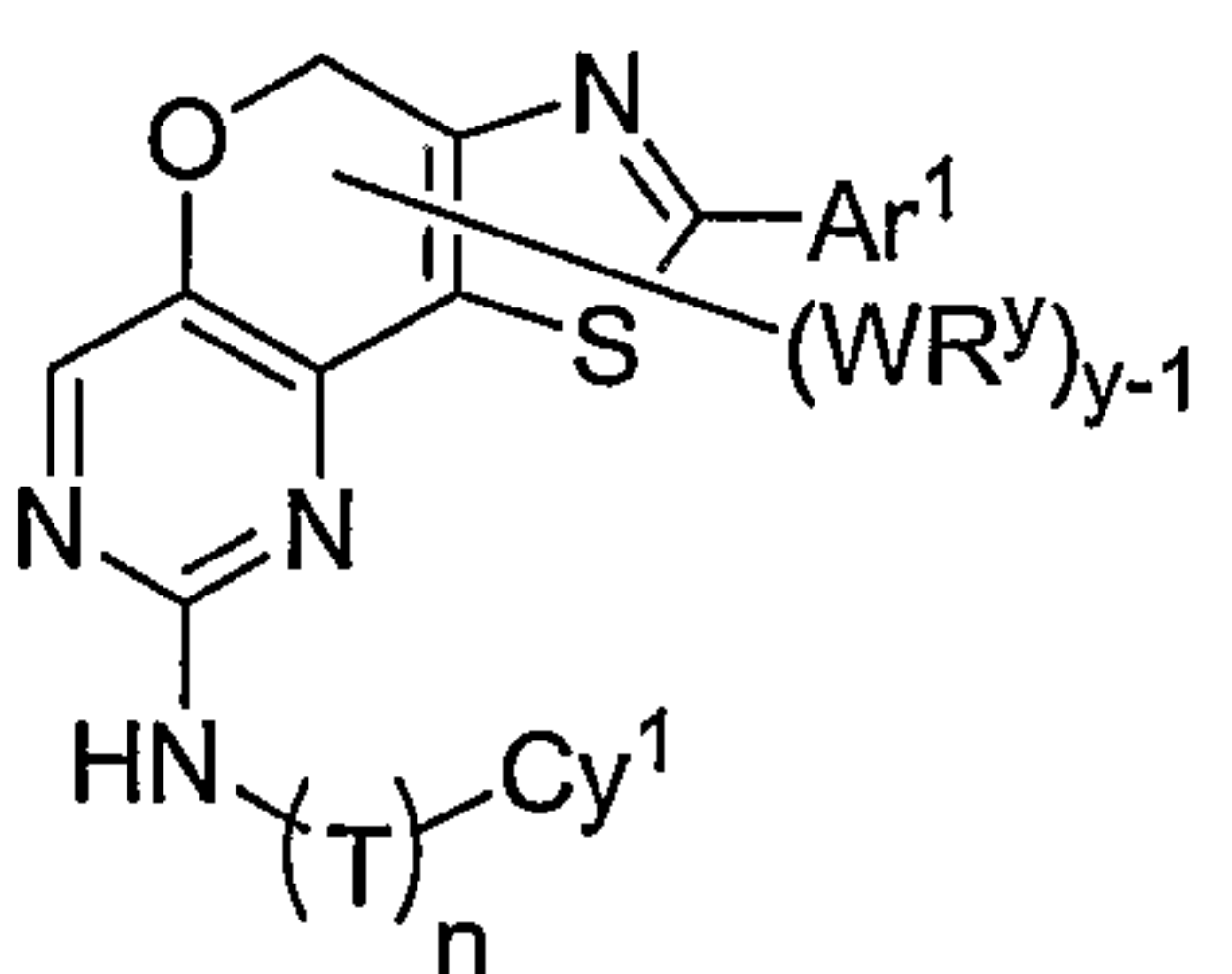
aryl, heteroaryl, $-N(R')_2$, $-CH_2N(R')_2$, $-OR'$, $-CH_2OR'$, $-SR'$, $-CH_2SR'$, $-COOR'$, $-NRCOR'$, $-CON(R')_2$, or $-S(O)_2N(R')_2$.

48. The compound of one of claims 37-46, wherein $-WR^y$ groups are each independently F, Cl, Br, I, Me, Et, $-CN$, $-OMe$, $-SMe$, $-NMe_2$, $-NEt_2$, $-COOMe$, $-COOH$, $-OH$, $-SO_2NH_2$, $-CON(CH_3)_2$, $-CO$ (optionally substituted N-piperazinyl), $-CO$ (N-morpholinyl), $-CO$ (N-piperidinyl), $-CH_2N(Me)_2$, $-CH_2N(Et)_2$, or an optionally substituted group selected from C_{1-4} alkoxy, phenyl, phenyloxy, benzyl, benzyloxy, pyridyl, pyrimidinyl, thiophene, N-morpholinyl, N-piperidinyl, N-piperazinyl, or furanyl.

49. The compound of one of claims 37-46, wherein $-WR^y$ groups are each independently CF_3 , F, Cl, Br, I, Me, Et, $-CN$, $-OMe$, $-SMe$, $-NMe_2$, $-NEt_2$, $-COOMe$, $-COOH$, $-OH$, $-SO_2NH_2$, $-CON(CH_3)_2$, $-CO$ (optionally substituted N-piperazinyl), $-CO$ (N-morpholinyl), $-CO$ (N-piperidinyl), $-CO$ (pyrrolidinyl), $-CO$ (N(H)pyrrolidinyl), $-CH_2N(Me)_2$, $-CH_2N(Et)_2$, or an optionally substituted group selected from C_{1-4} alkoxy, phenyl, phenyloxy, benzyl, benzyloxy, pyridyl, pyrimidinyl, thiophene, N-morpholinyl, N-piperidinyl, N-piperazinyl, furanyl, pyrrolidinyl, or N(H)pyrrolidinyl.

50. The compound of claim 47, wherein one occurrence of WR^y is an optionally substituted aryl or heteroaryl group, denoted by Ar^1 in one of formulae **III-H-i**, **III-L-i**, **III-M-i**, **IV-H-i**, **IV-L-i**, **IV-M-i**, **V-H-i**, **V-L-i**, **V-M-i**, **IX-H-i**, **IX-L-i**, or **IX-M-i** below:

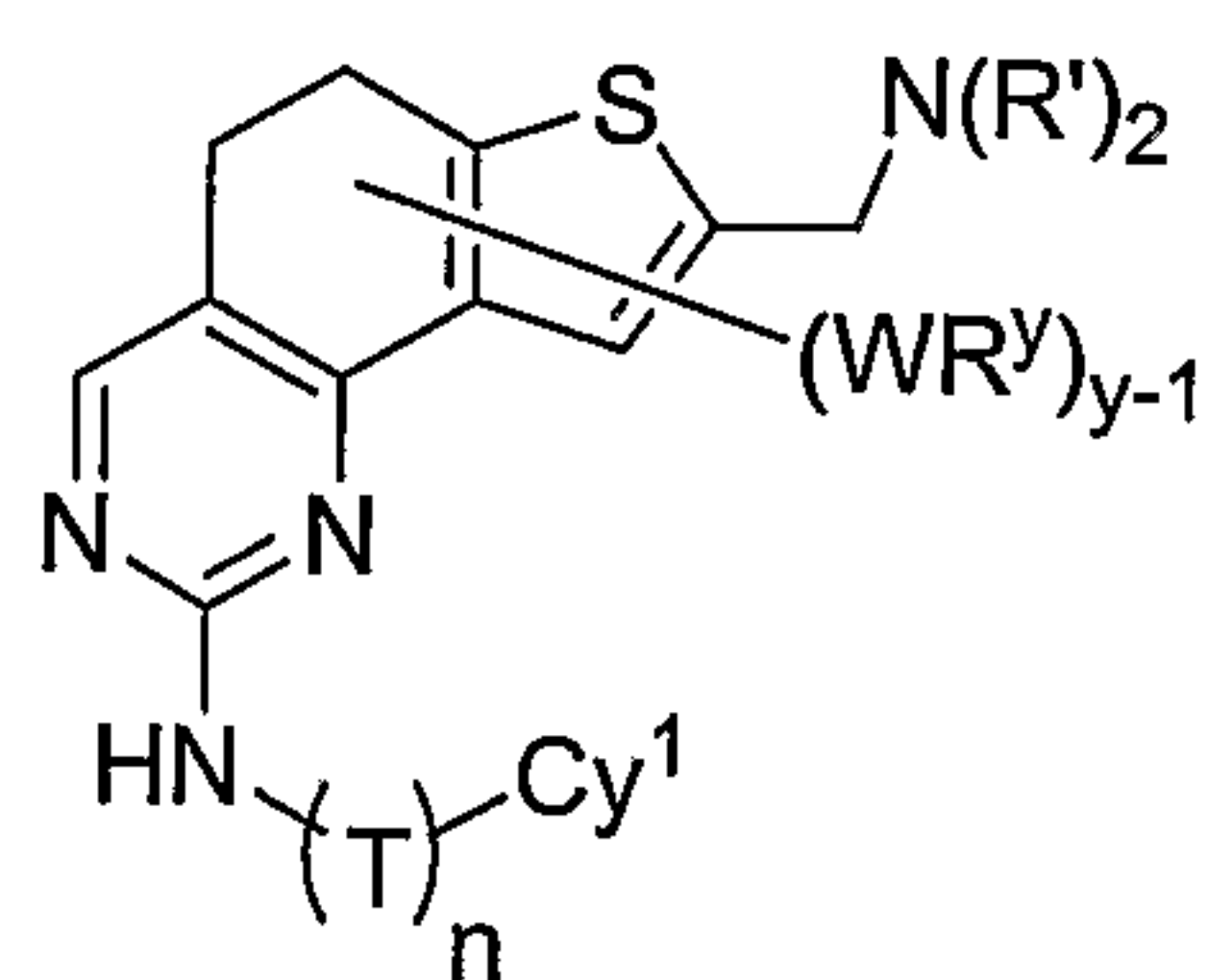
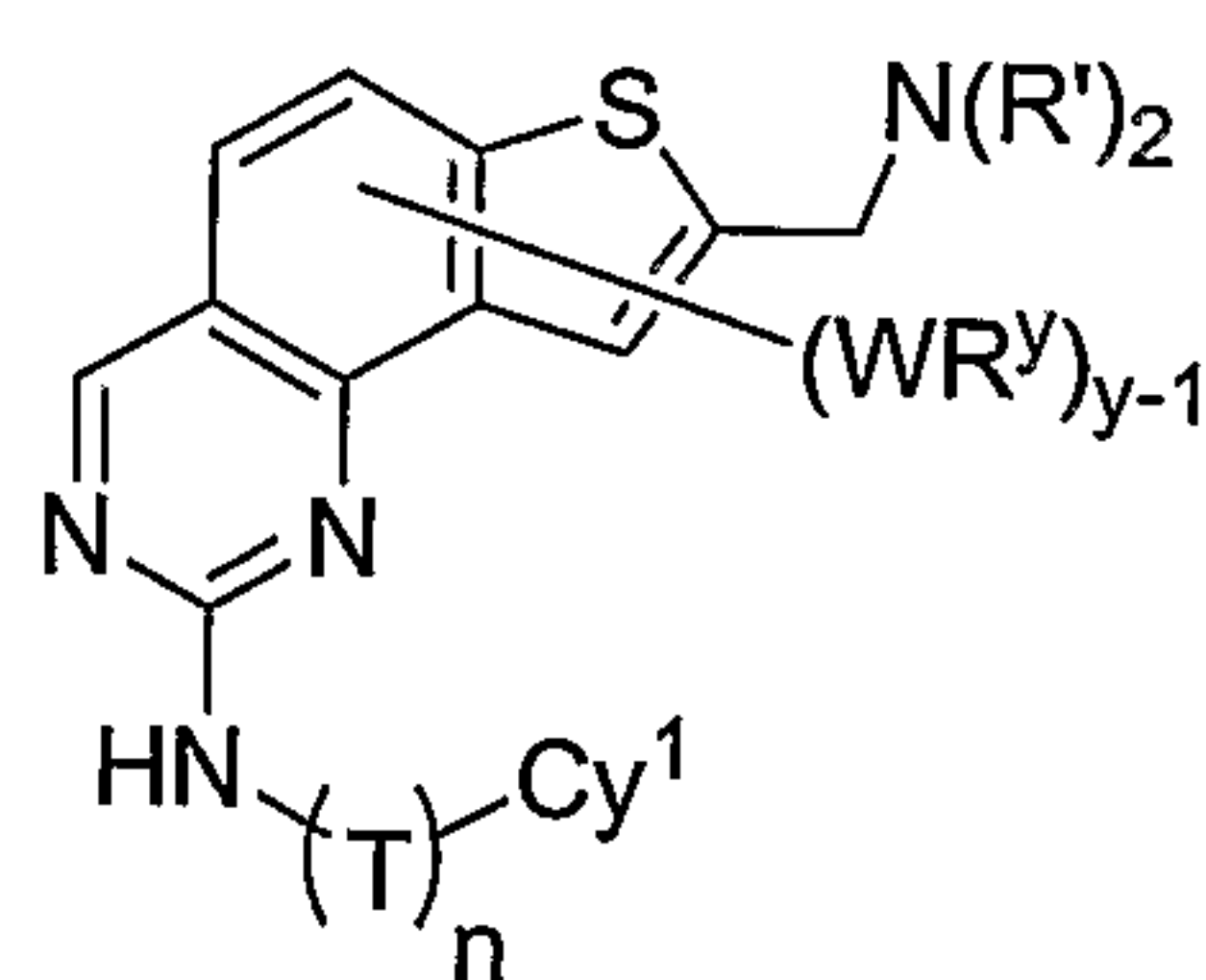
**III-H-i****IV-H-i**

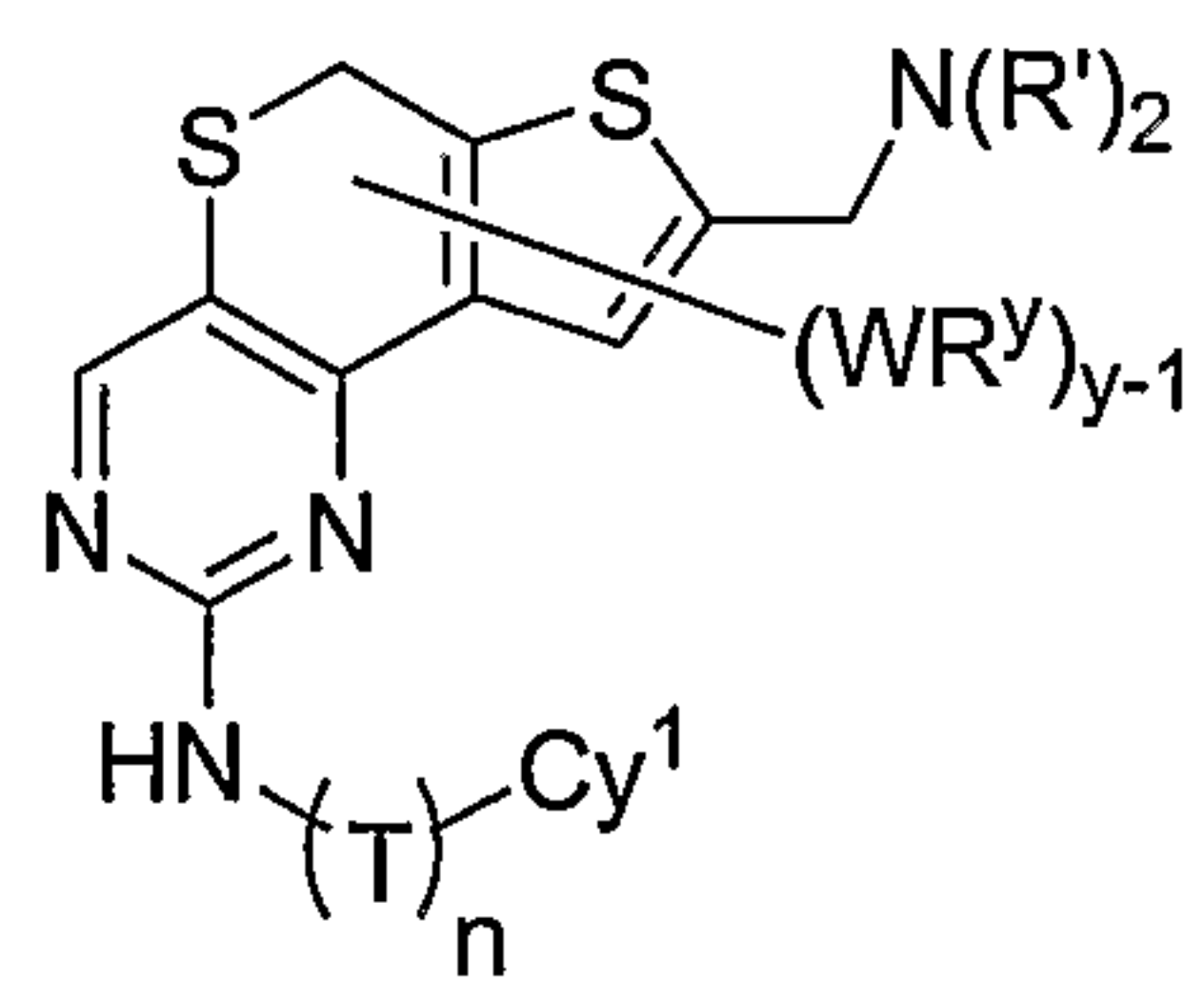
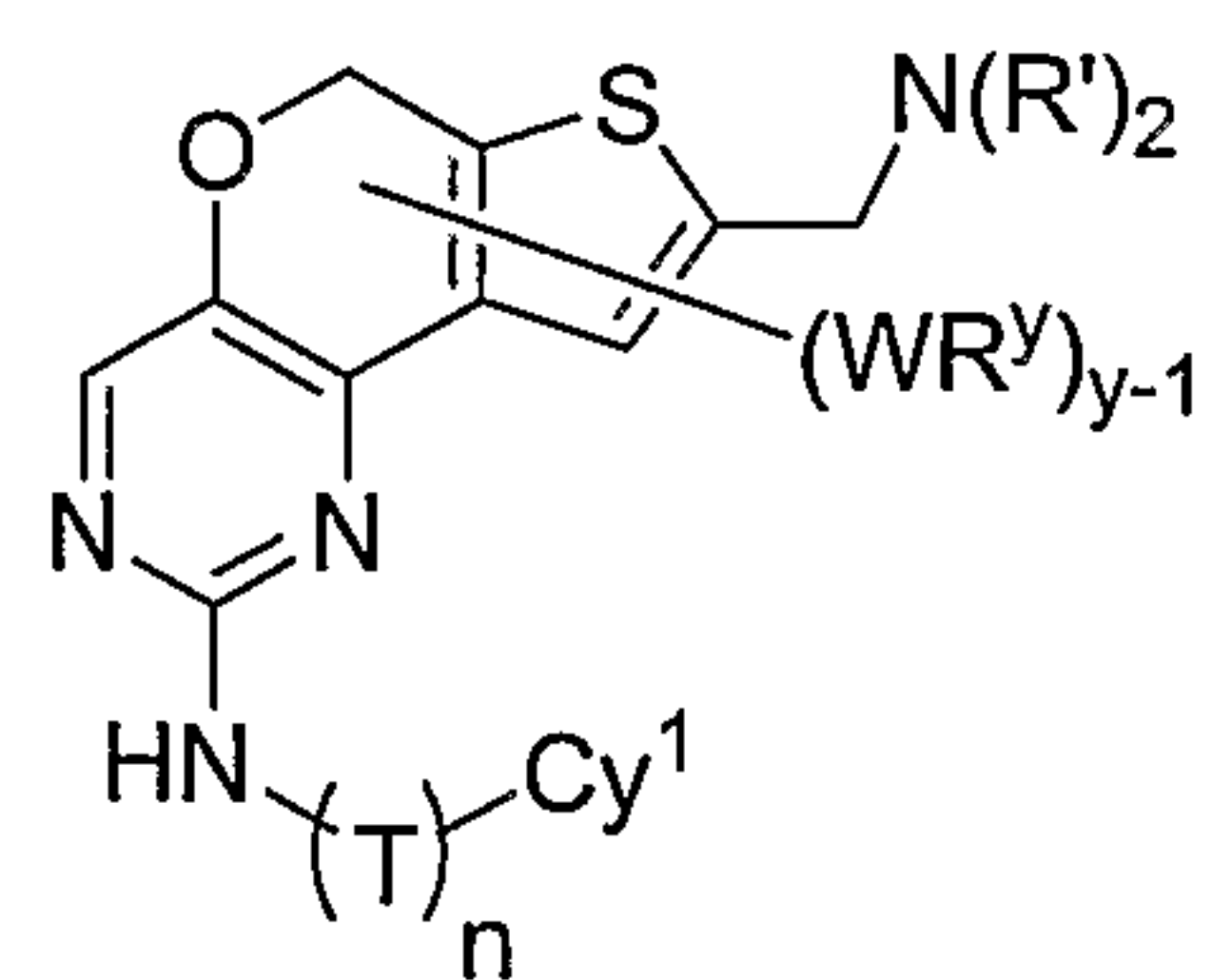
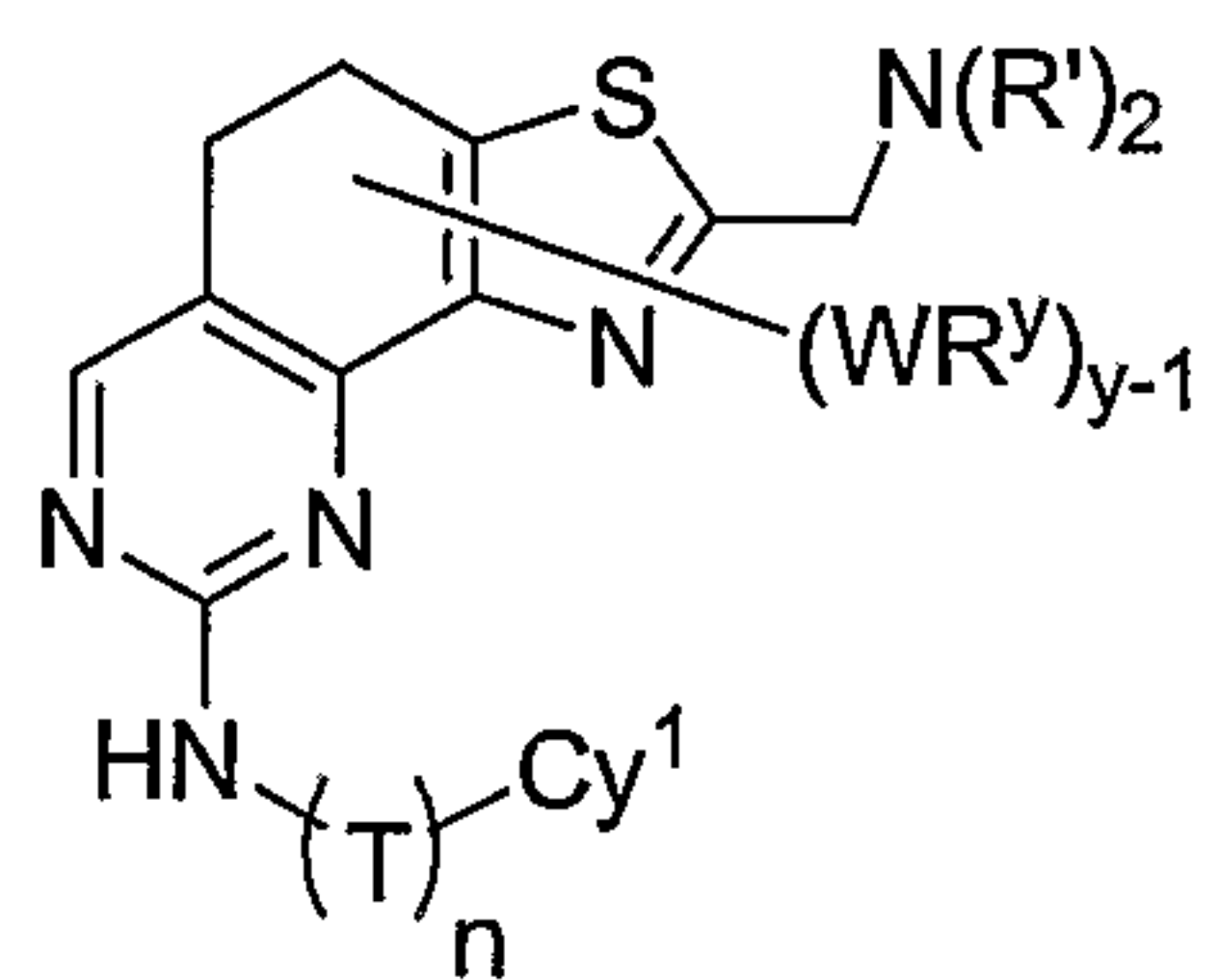
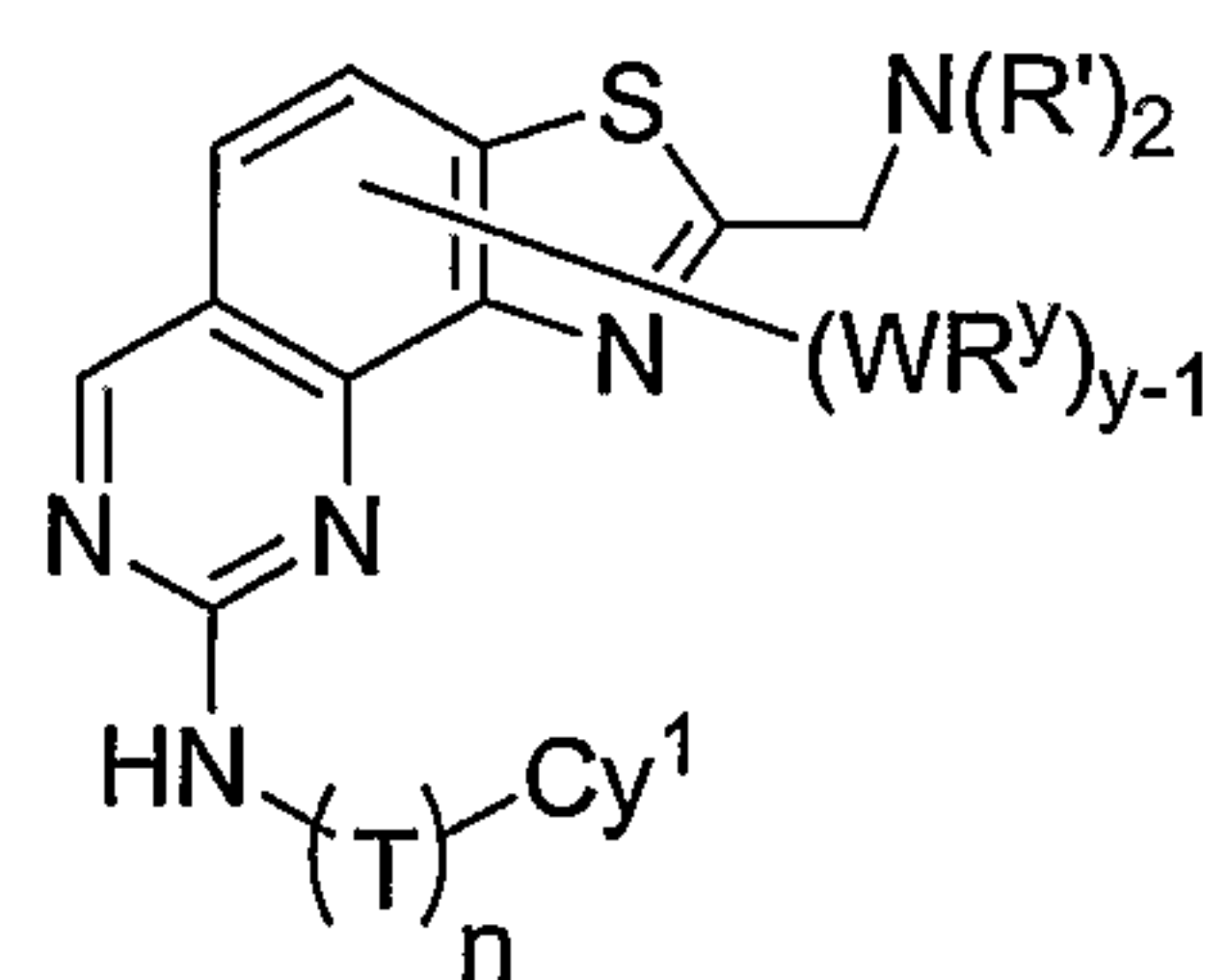
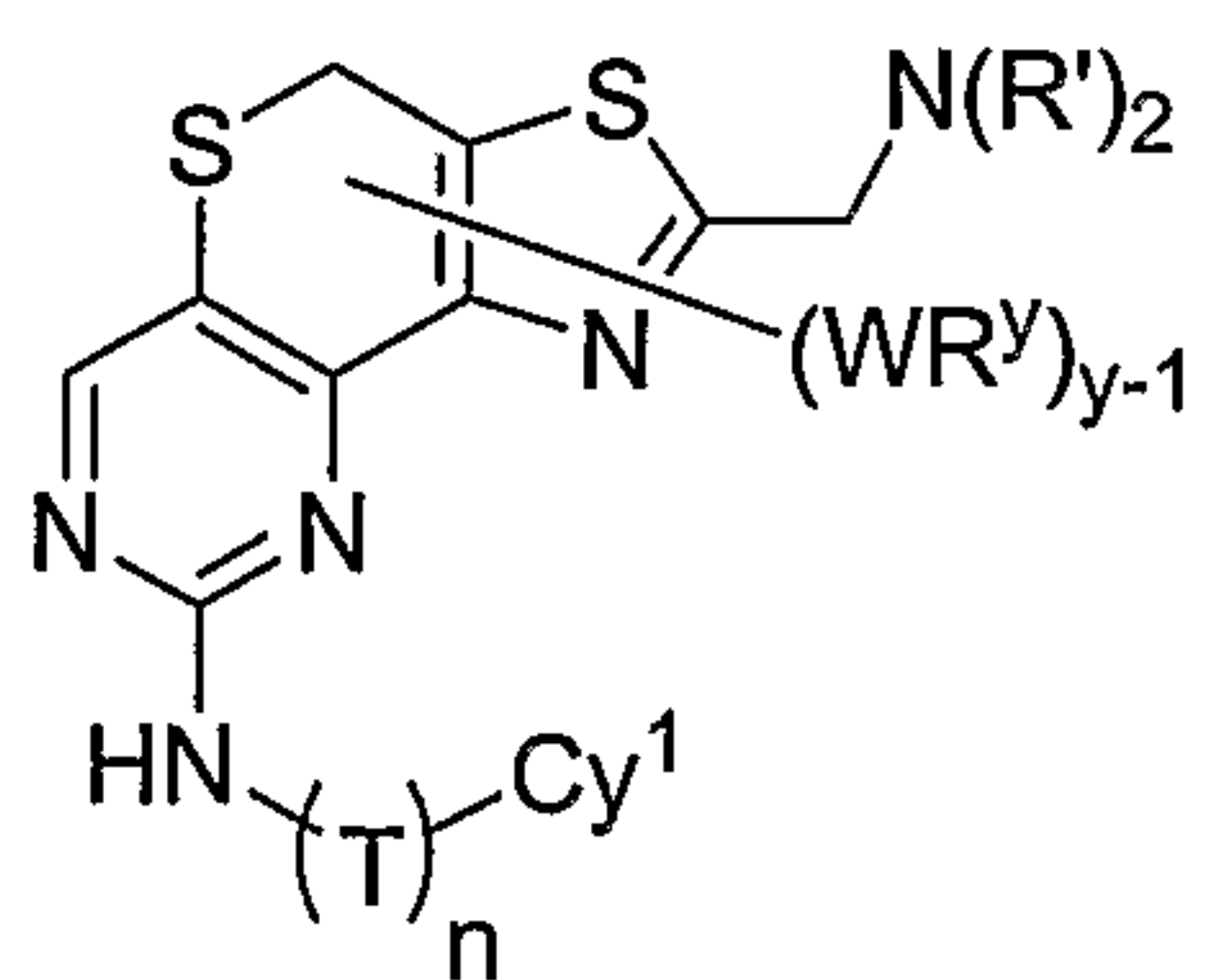
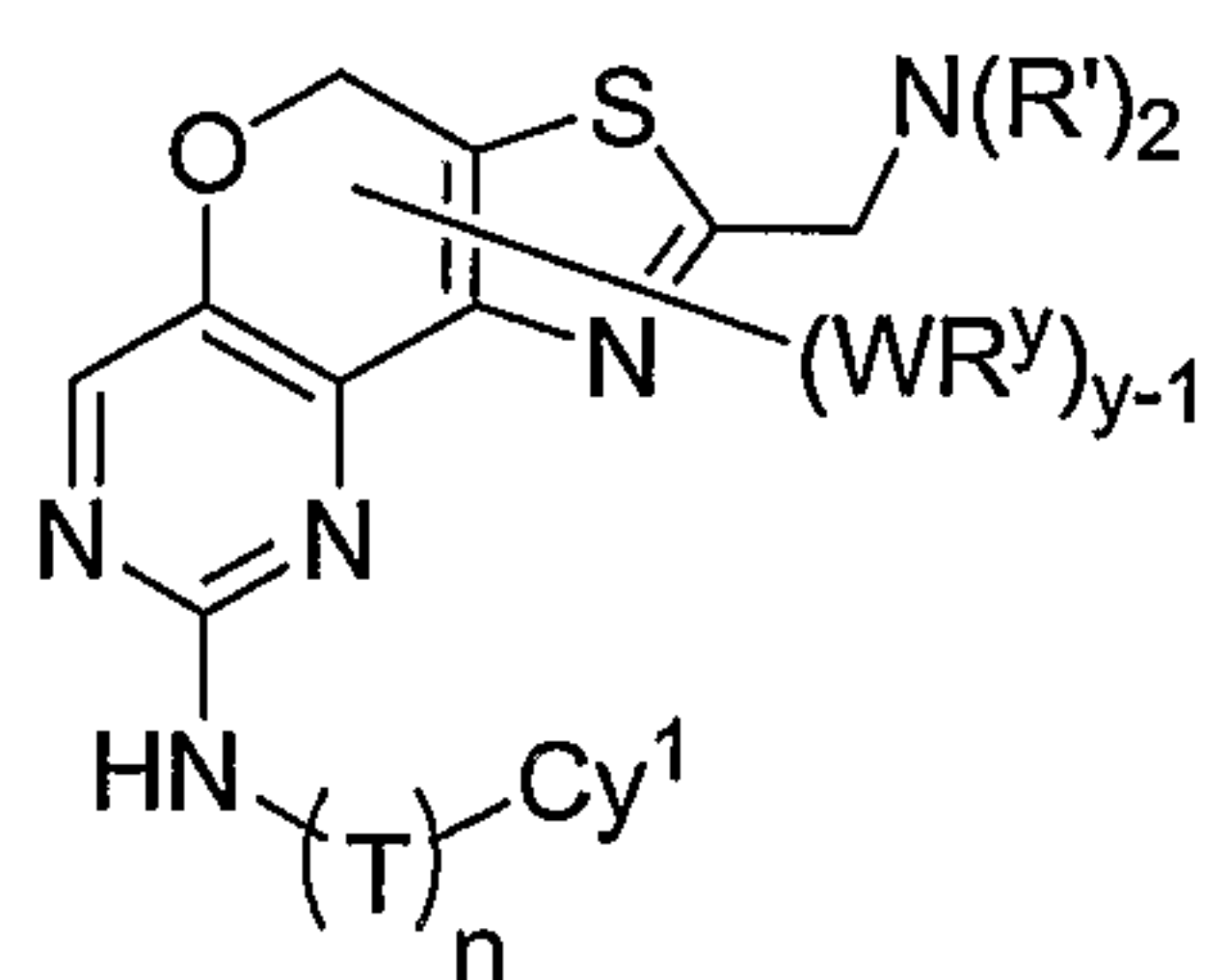
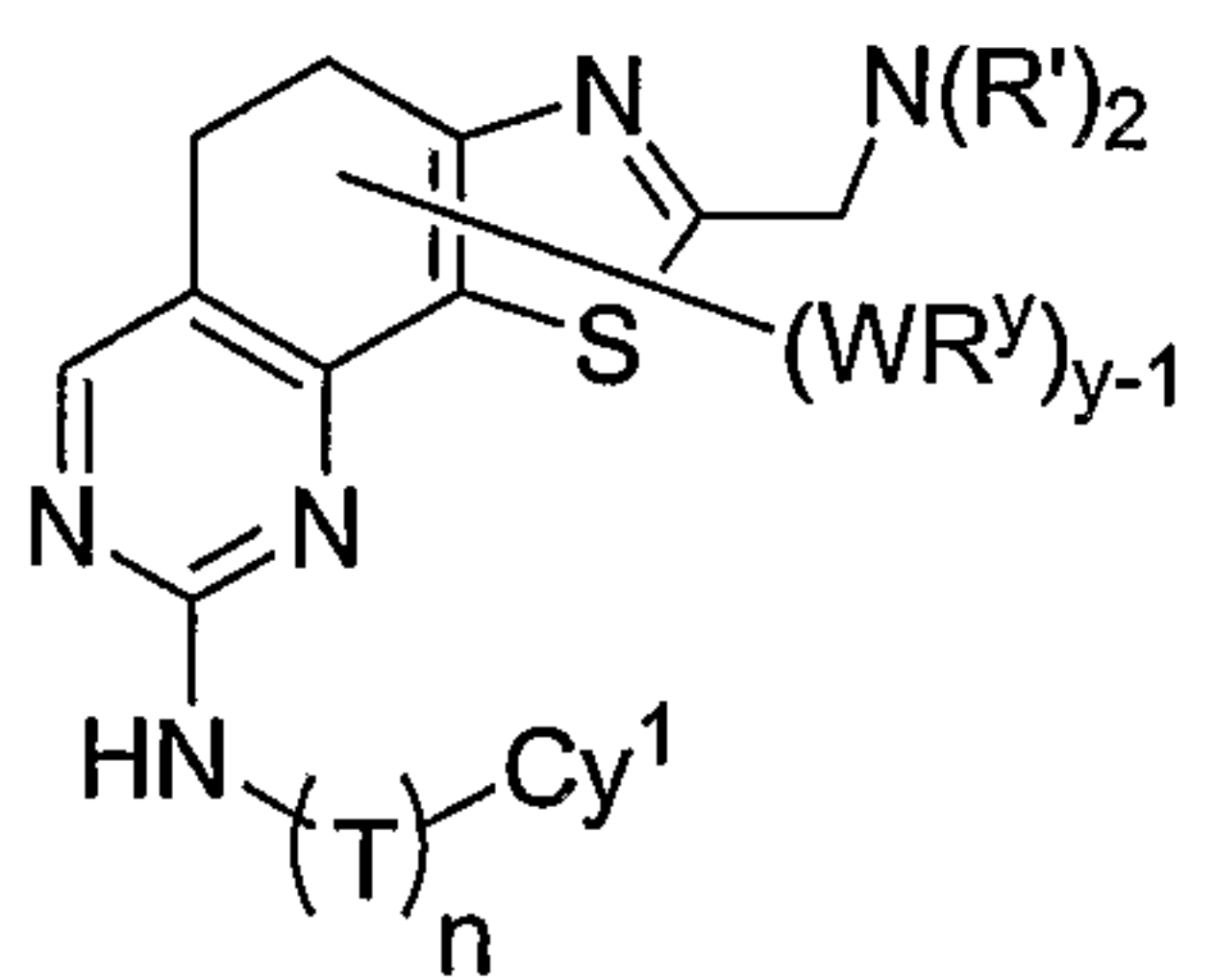
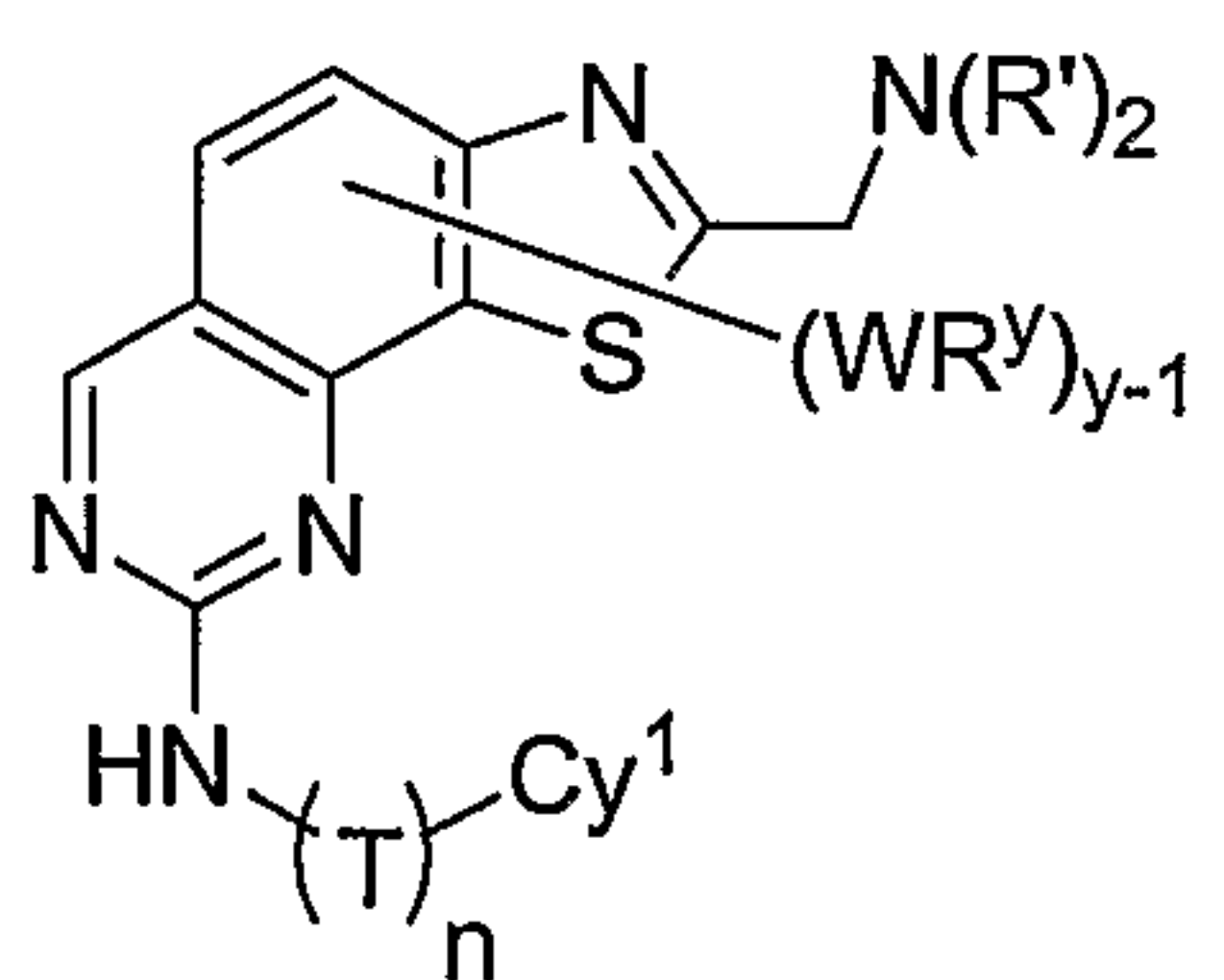
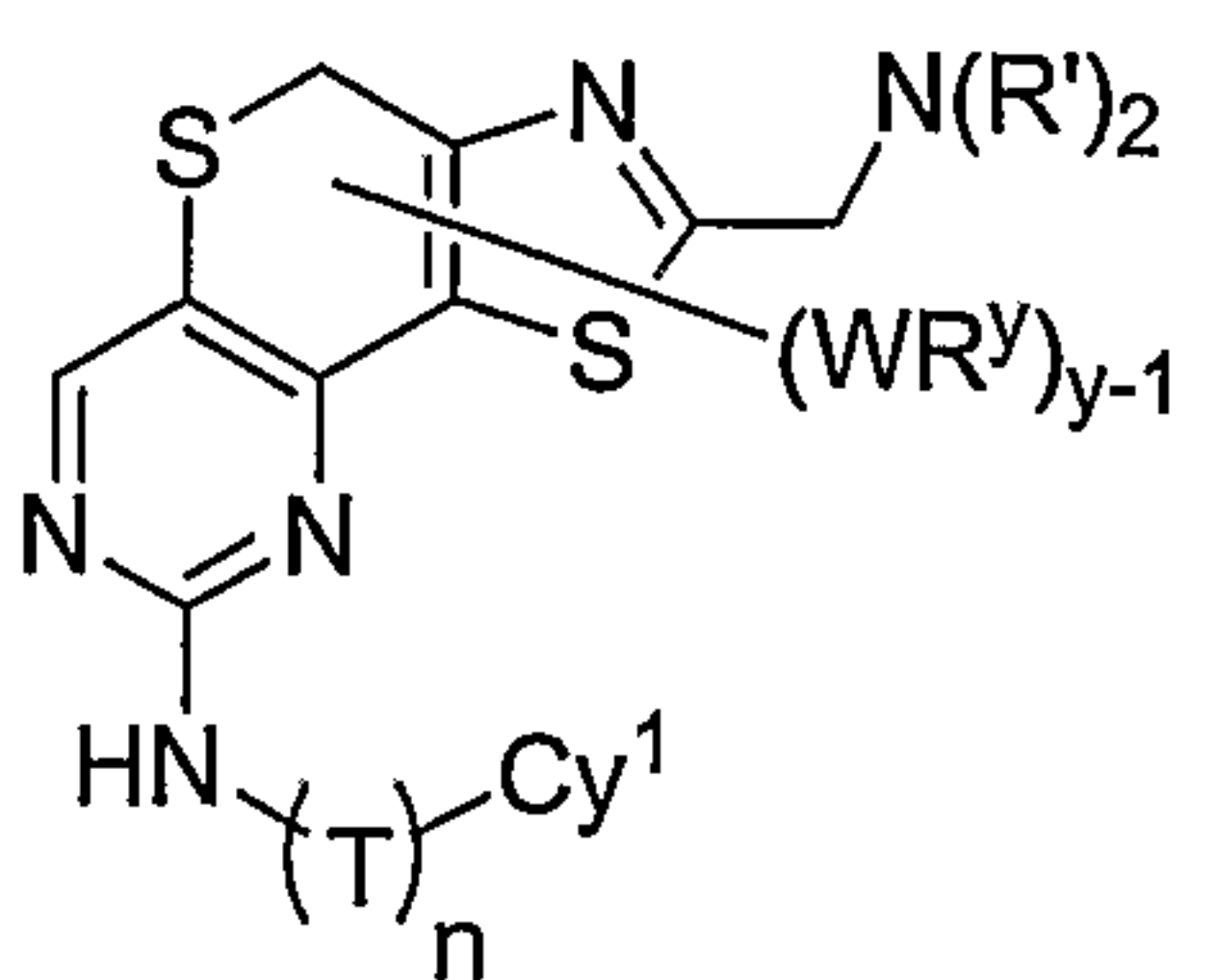
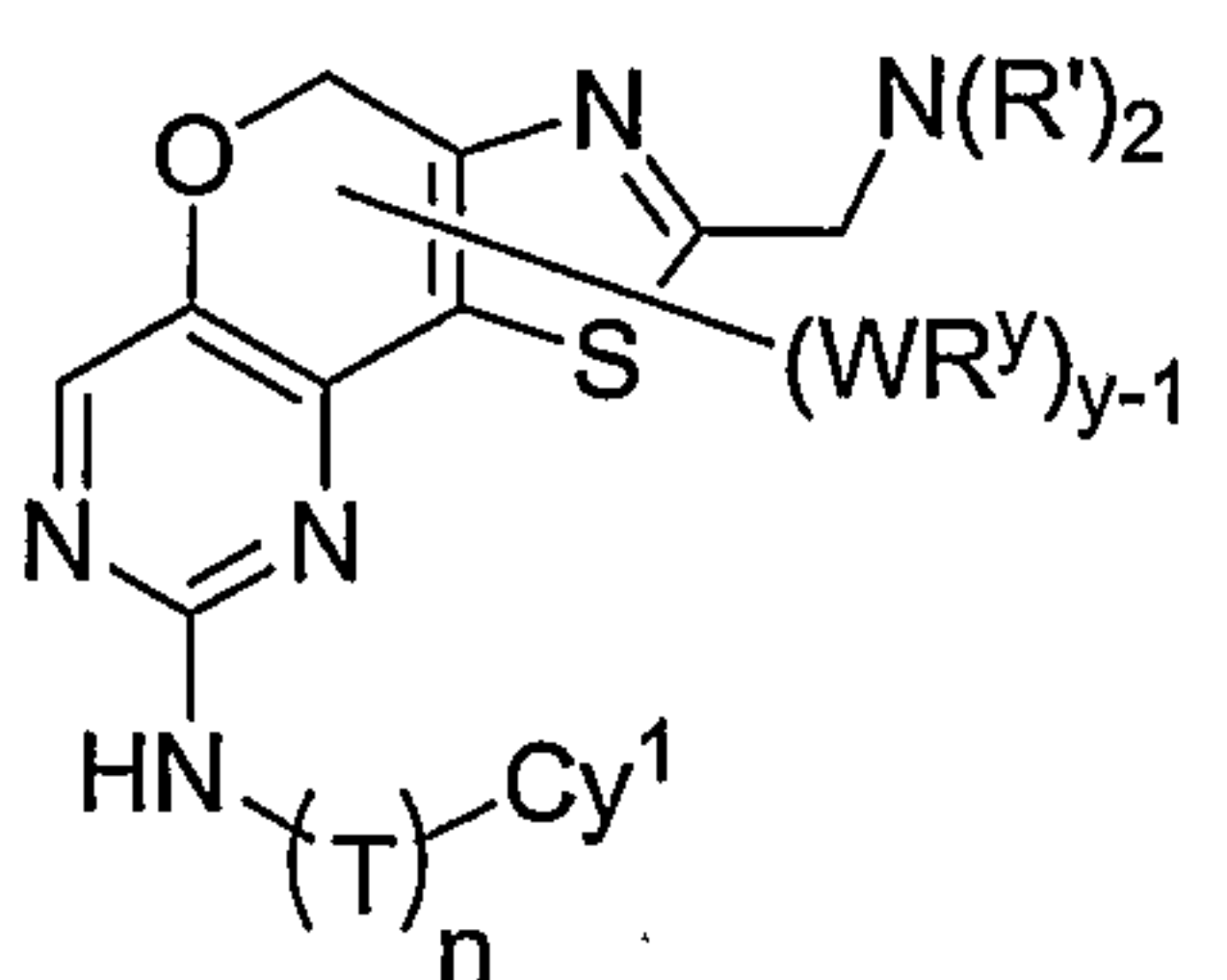
**V-H-i****IX-H-i****III-L-i****IV-L-i****V-L-i****IX-L-i****III-M-i****IV-M-i****V-M-i****IX-M-i**

wherein Ar^1 is an optionally substituted with one or more occurrences of $-\text{VR}^V$; wherein V is a bond or is a C_1 - C_6 alkylidene chain wherein up to two non-adjacent methylene units of V are independently optionally replaced by CO , CO_2 , COCO , CONR , OCONR , NRNR , NRNRCO , NRCO , NRCO_2 , NRCONR , SO , SO_2 , NRSO_2 , SO_2NR , NRSO_2NR , O , S , or NR ; and each occurrence of R^V is independently selected from R' , halogen, NO_2 , or CN , or $-\text{QR}^X$ is $=\text{O}$, $=\text{S}$, or $=\text{NR}'$.

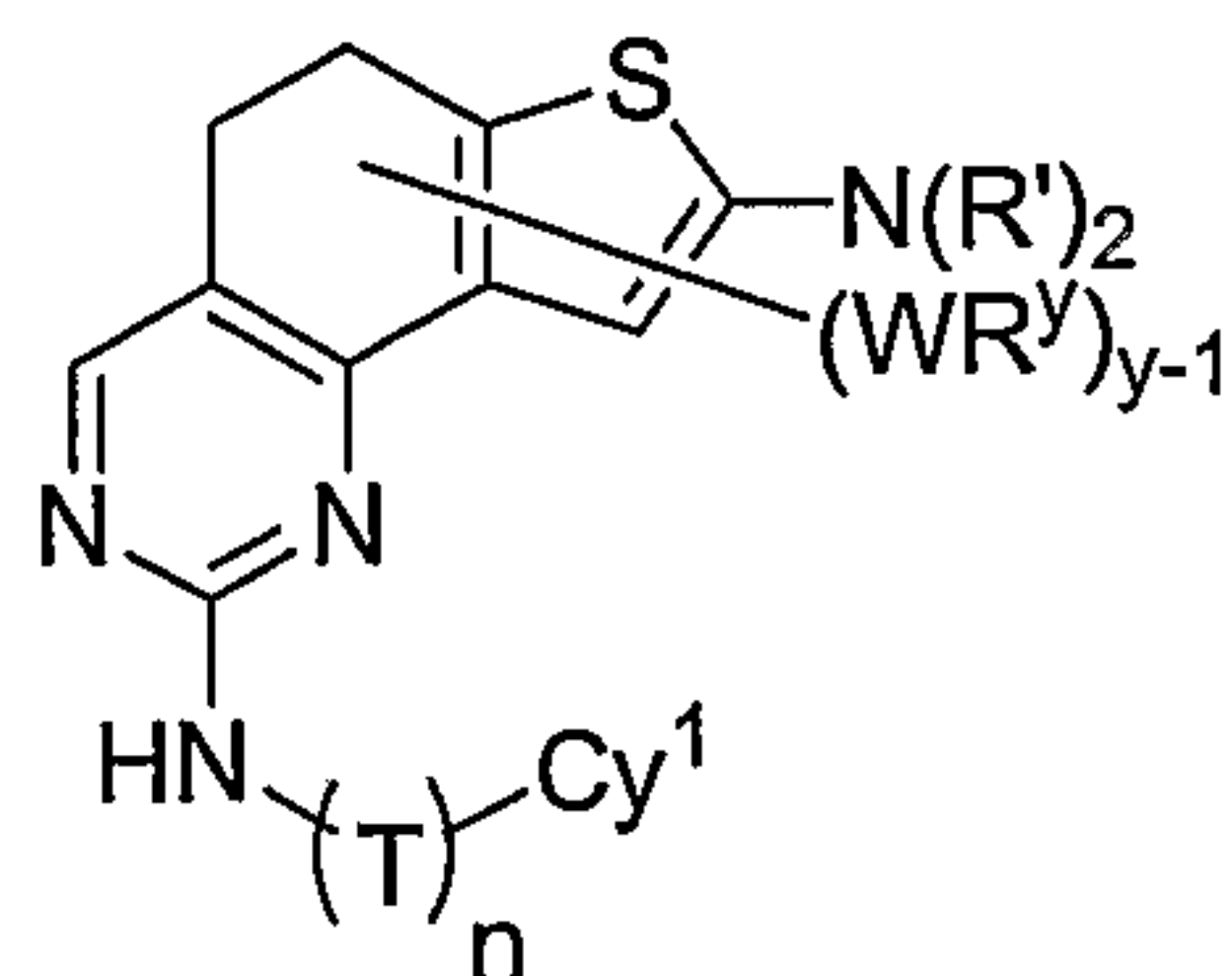
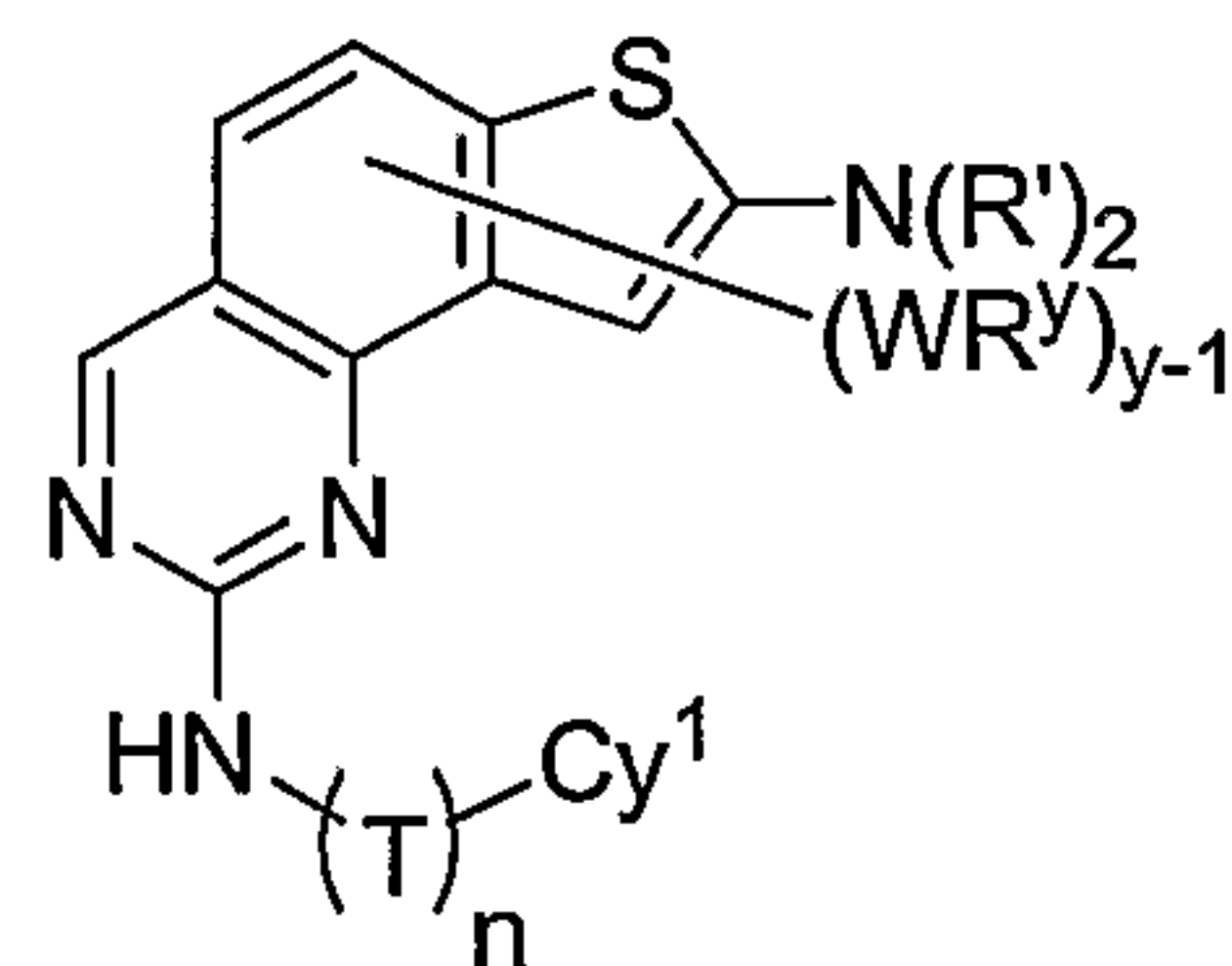
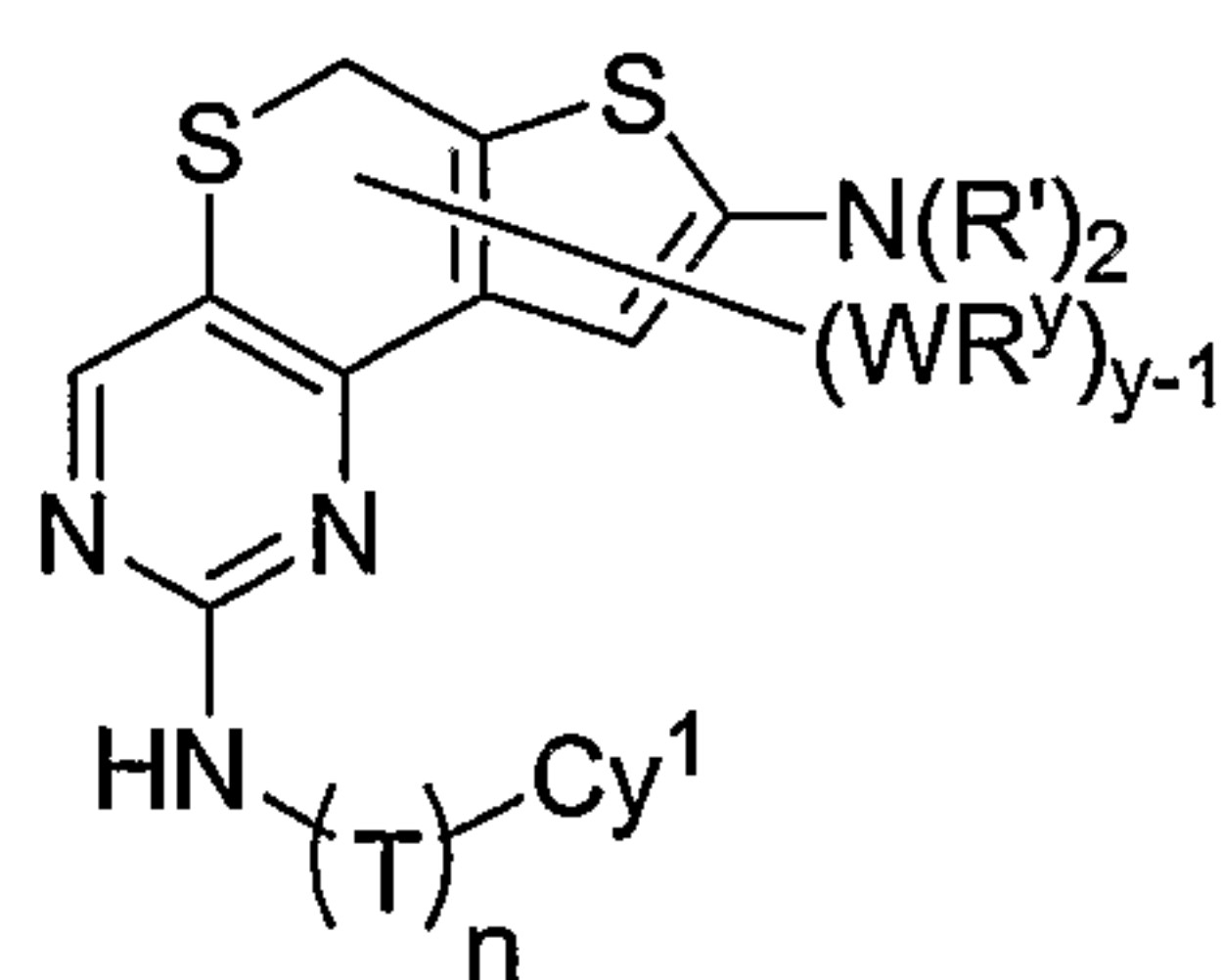
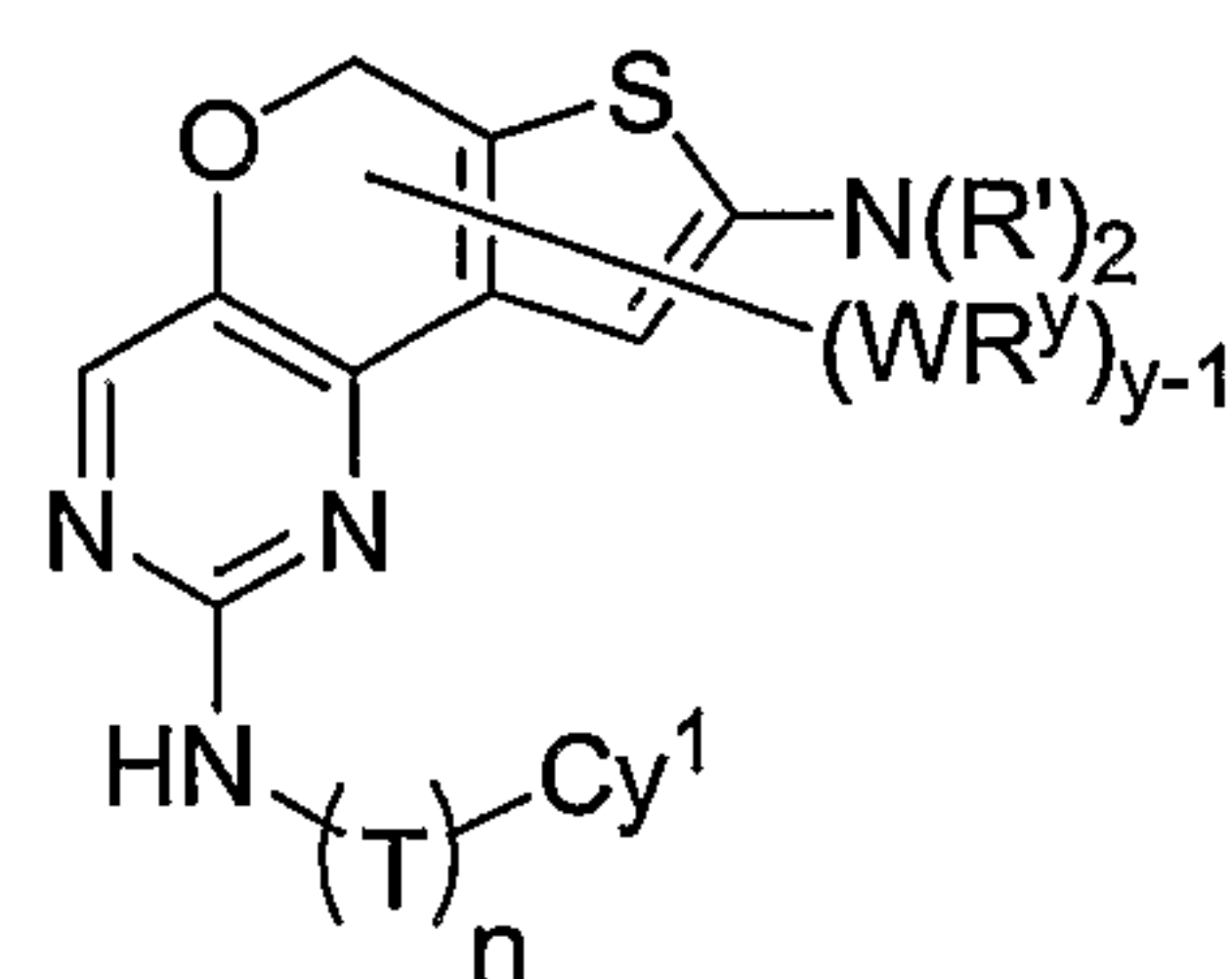
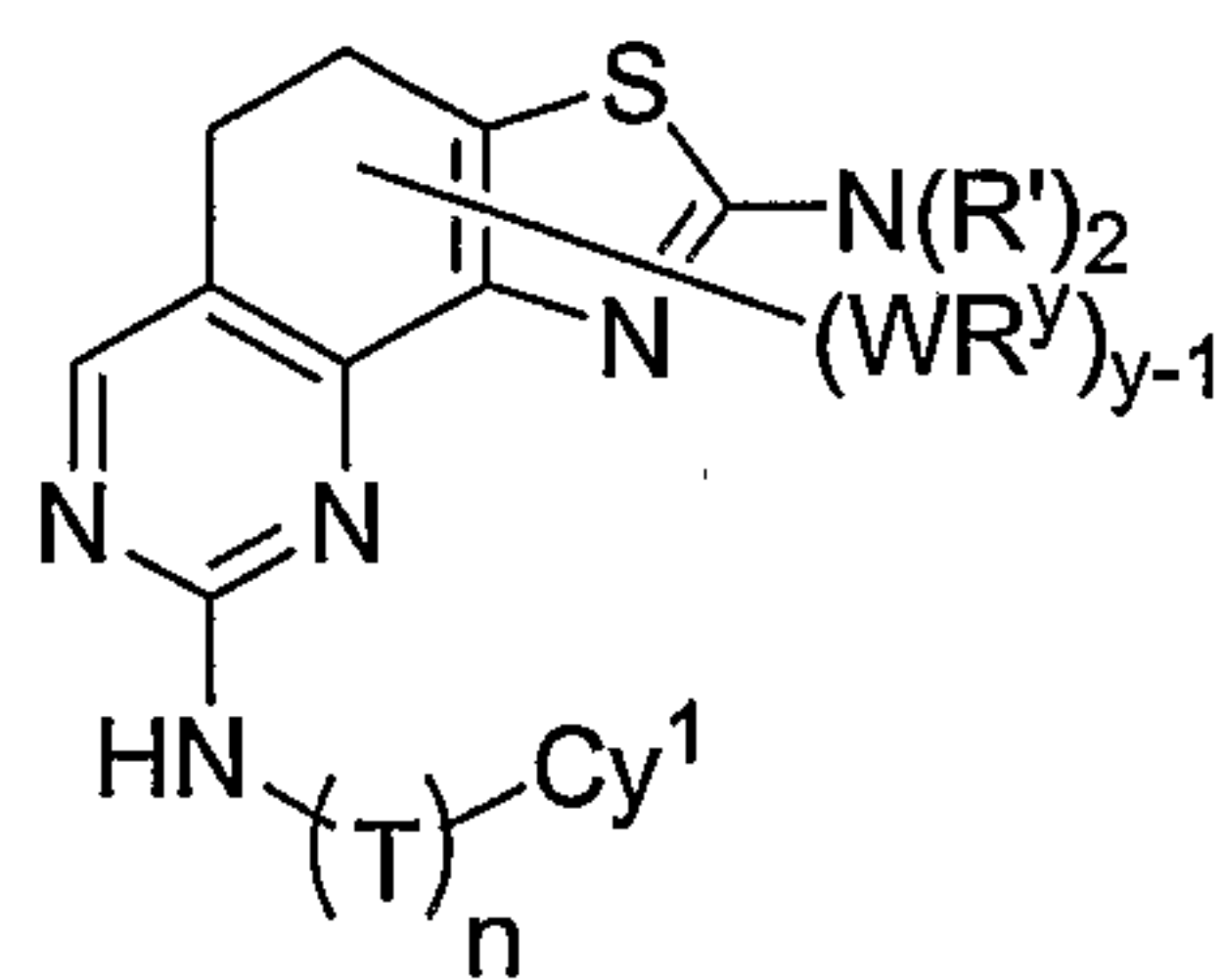
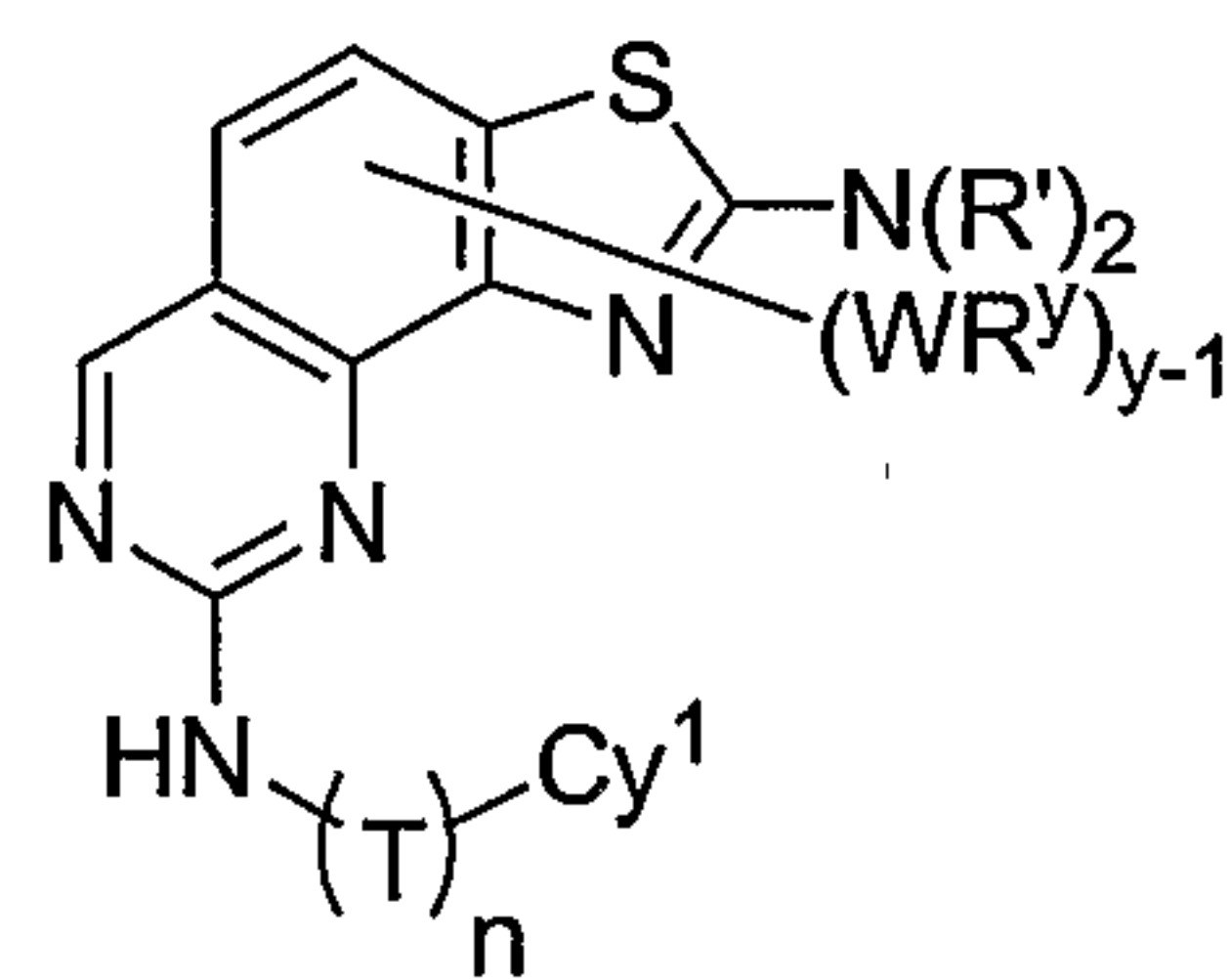
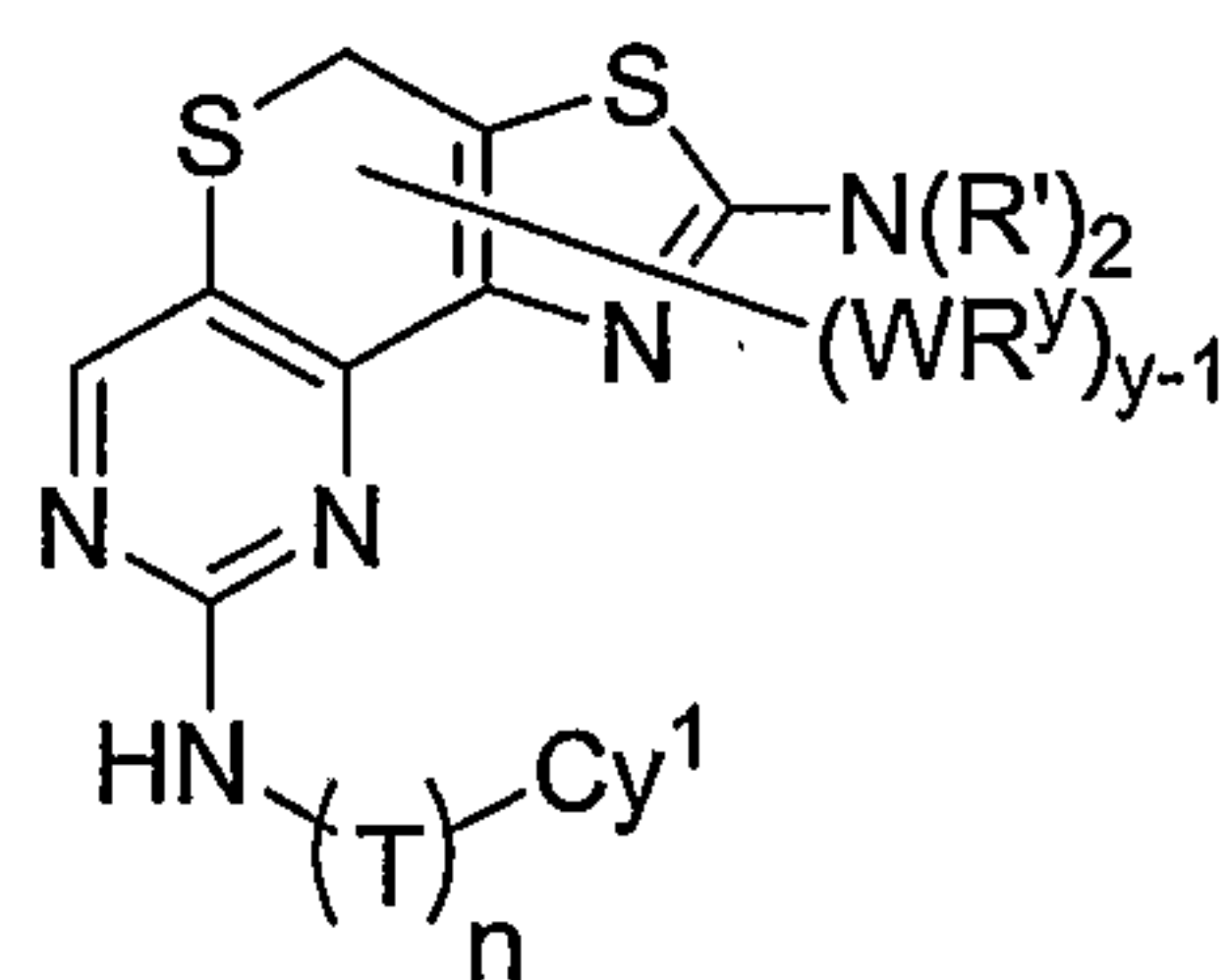
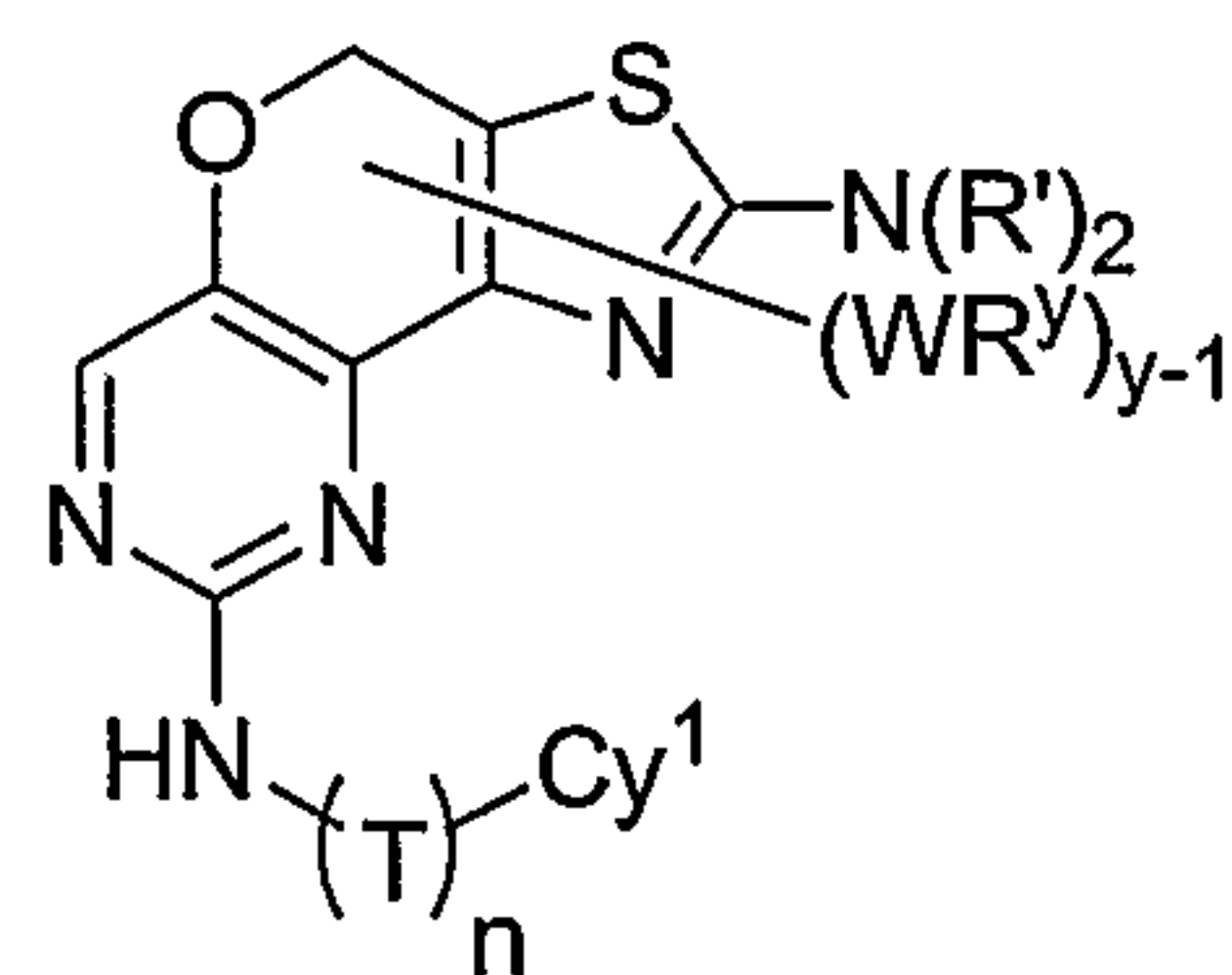
51. The compound of claim 50, wherein y is 1 and Ar^1 is a phenyl, pyridyl, pyrimidinyl, thiophenyl, or furanyl group optionally substituted with one or more occurrences of $-\text{VR}^V$; wherein V is a bond or is a C_1 - C_6 alkylidene chain wherein up to two non-adjacent methylene units of V are independently optionally replaced by CO , CO_2 , COCO , CONR , OCONR , NRNR , NRNRCO , NRCO , NRCO_2 , NRCONR , SO , SO_2 , NRSO_2 , SO_2NR , NRSO_2NR , O , S , or NR ; and each occurrence of R^V is independently selected from R' , halogen, NO_2 , or CN , or $-\text{QR}^X$ is $=\text{O}$, $=\text{S}$, or $=\text{NR}'$.

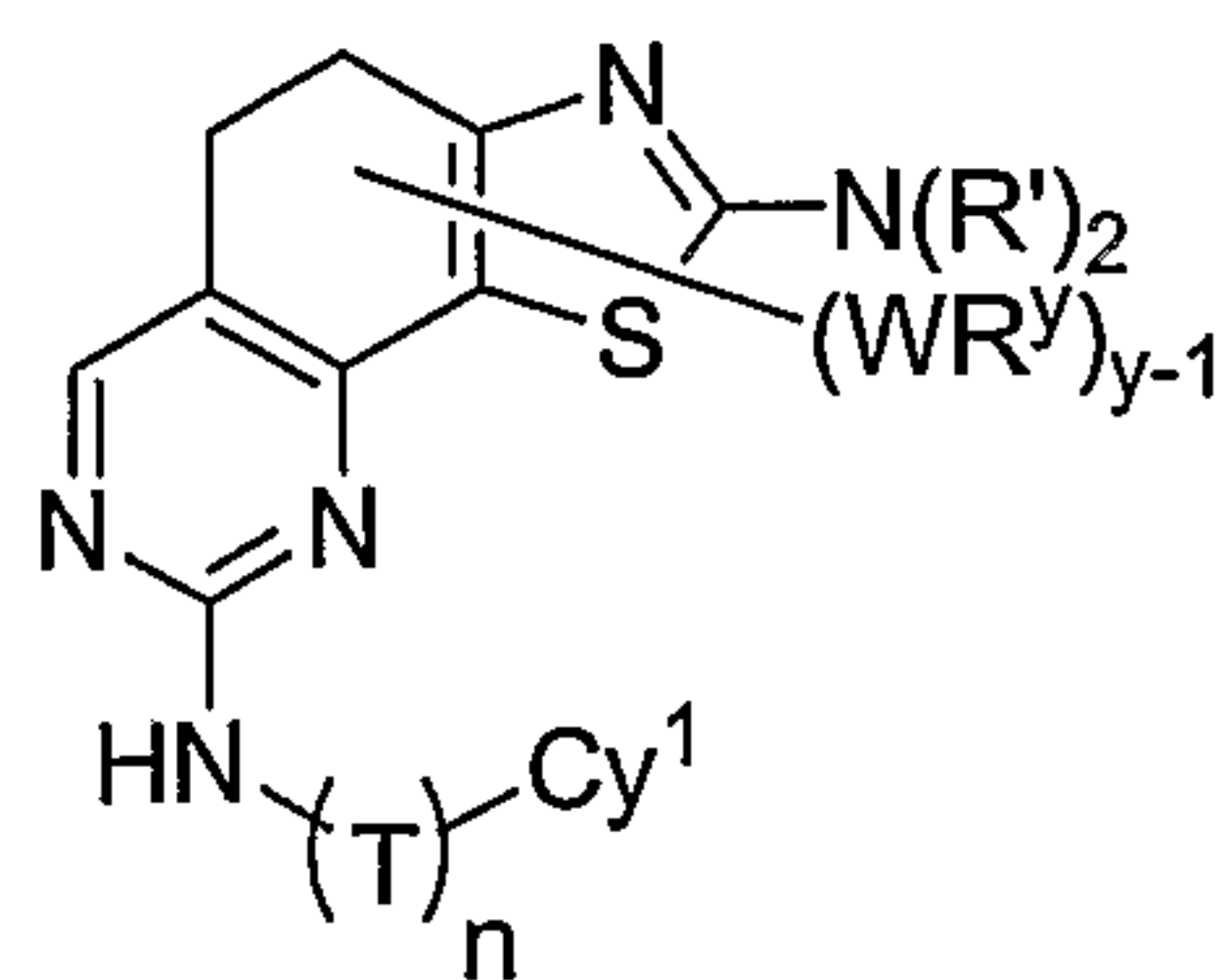
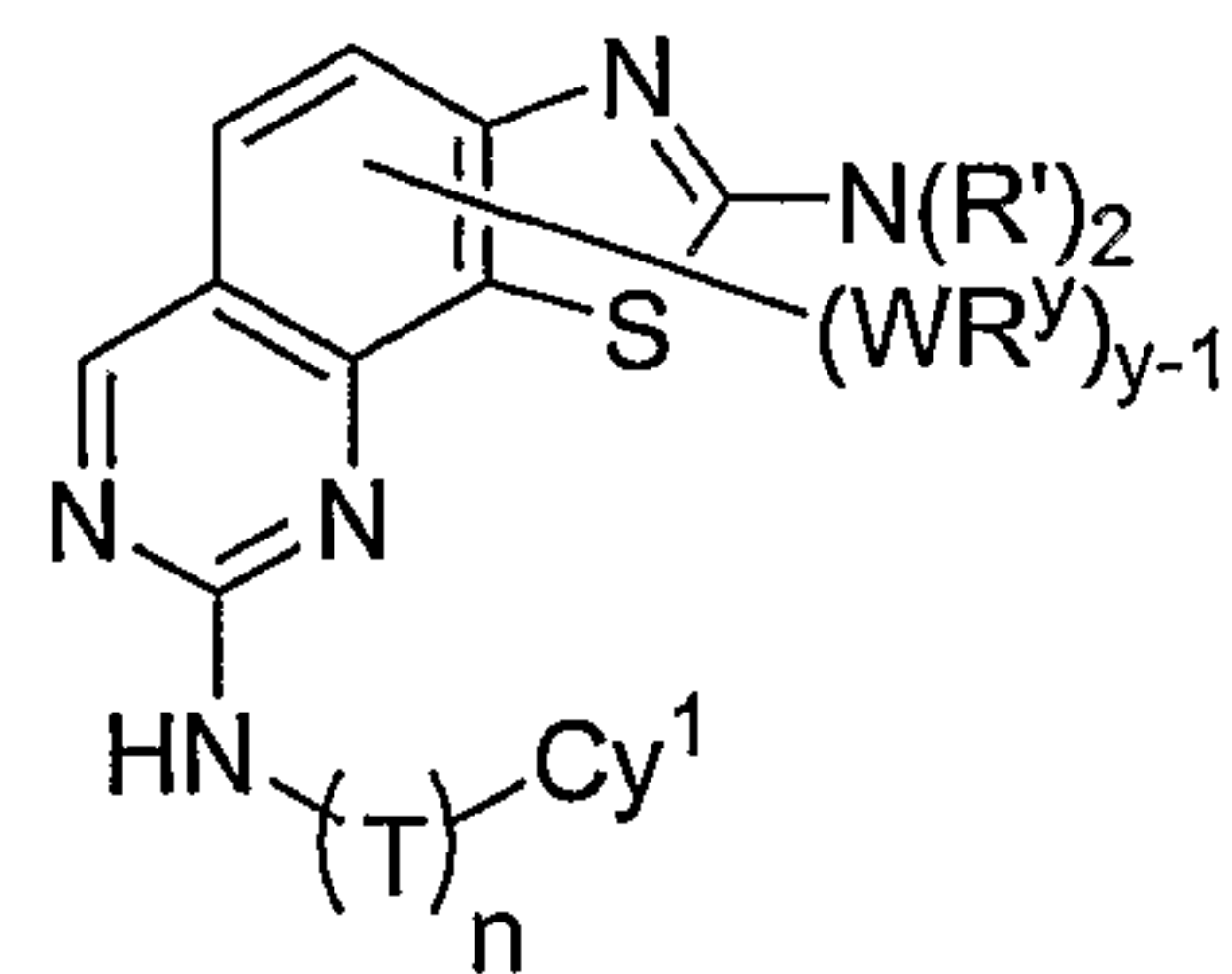
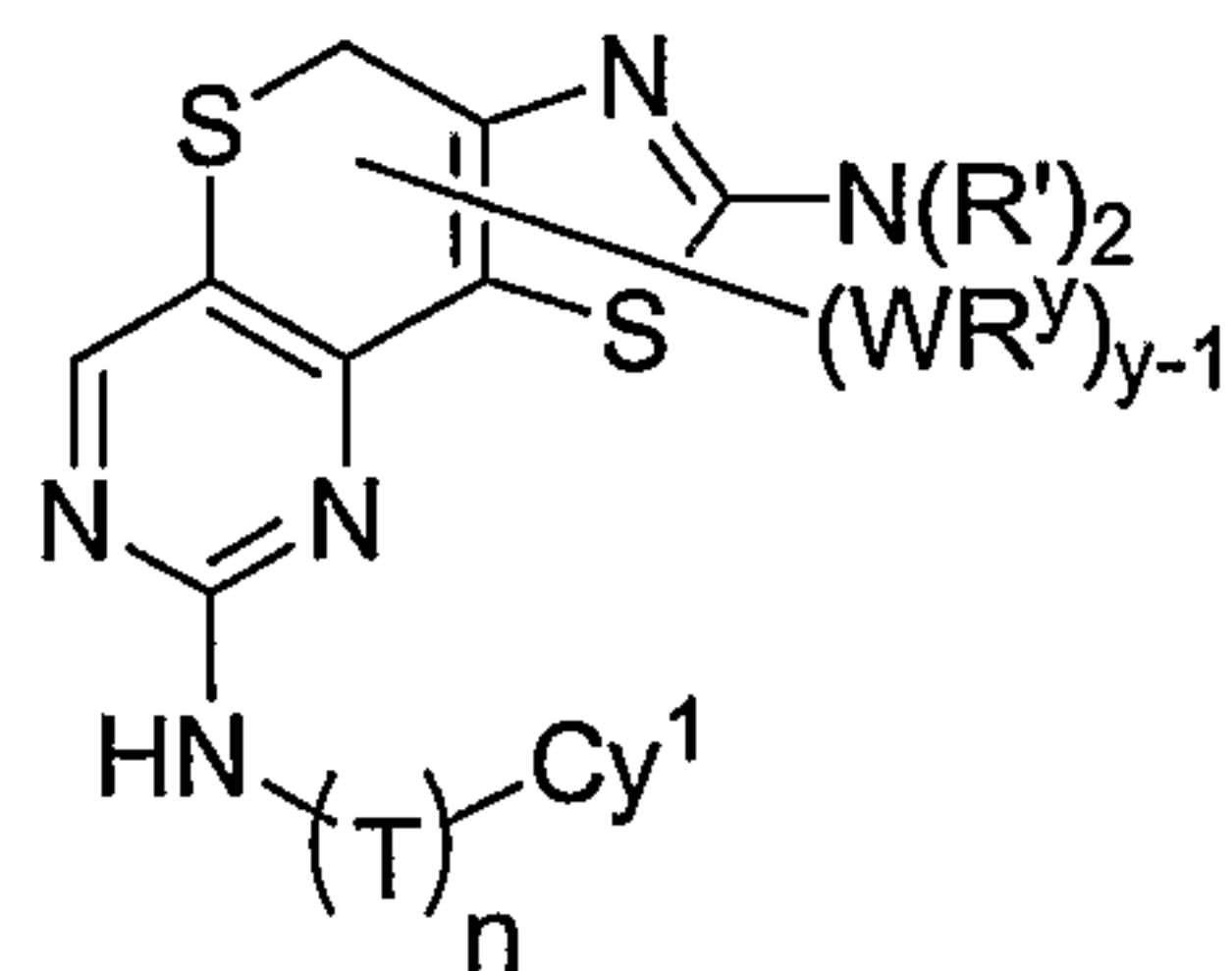
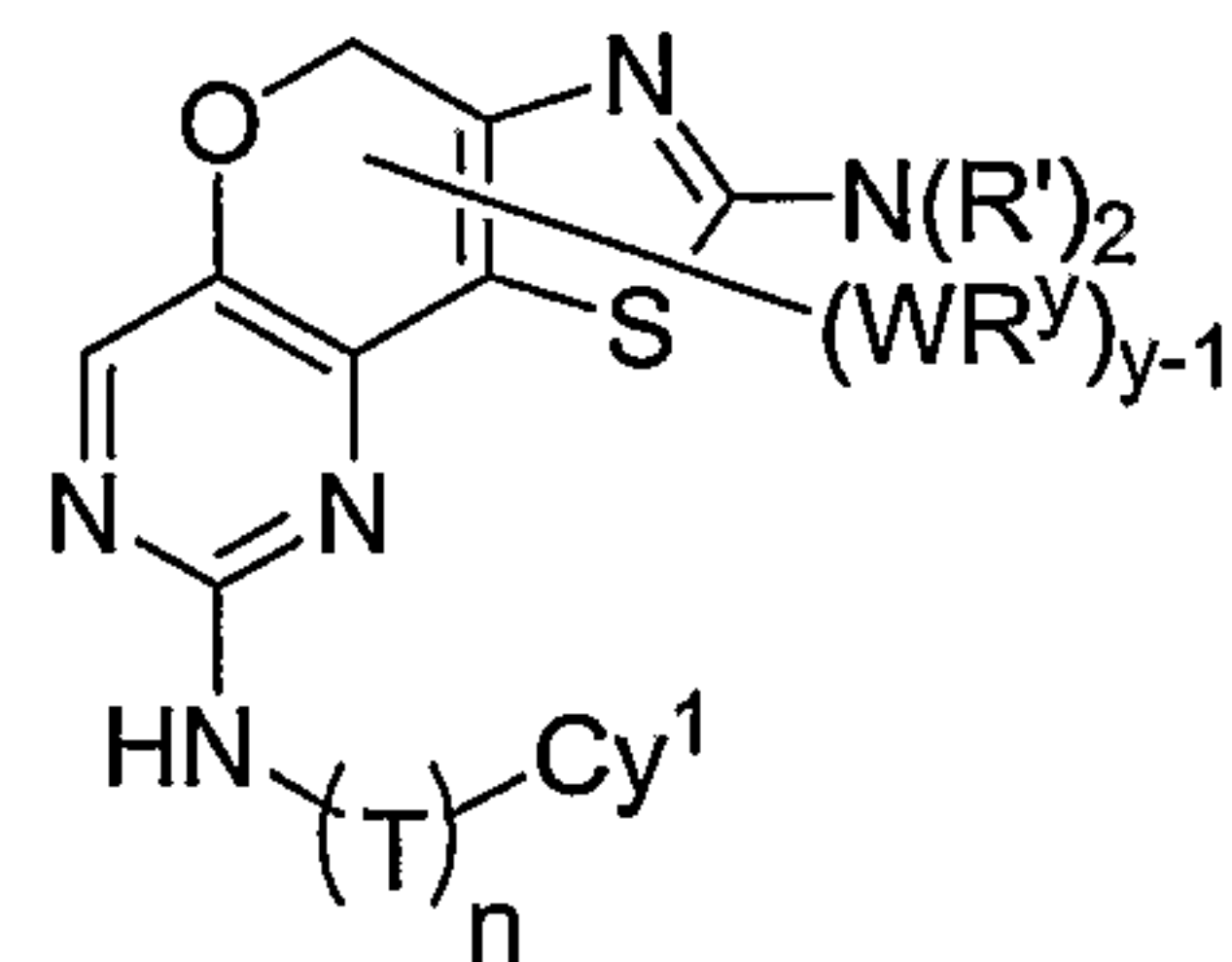
52. The compound of claim 47, wherein one occurrence of WR^y is $-\text{CH}_2\text{N}(\text{R}')_2$, and compounds have one of formulae **III-H-ii**, **III-L-ii**, **III-M-ii**, **IV-H-ii**, **IV-L-ii**, **IV-M-ii**, **V-H-ii**, **V-L-ii**, **V-M-ii**, **IX-H-ii**, **IX-L-ii**, or **IX-M-ii** below:

**III-H-ii****IV-H-ii**

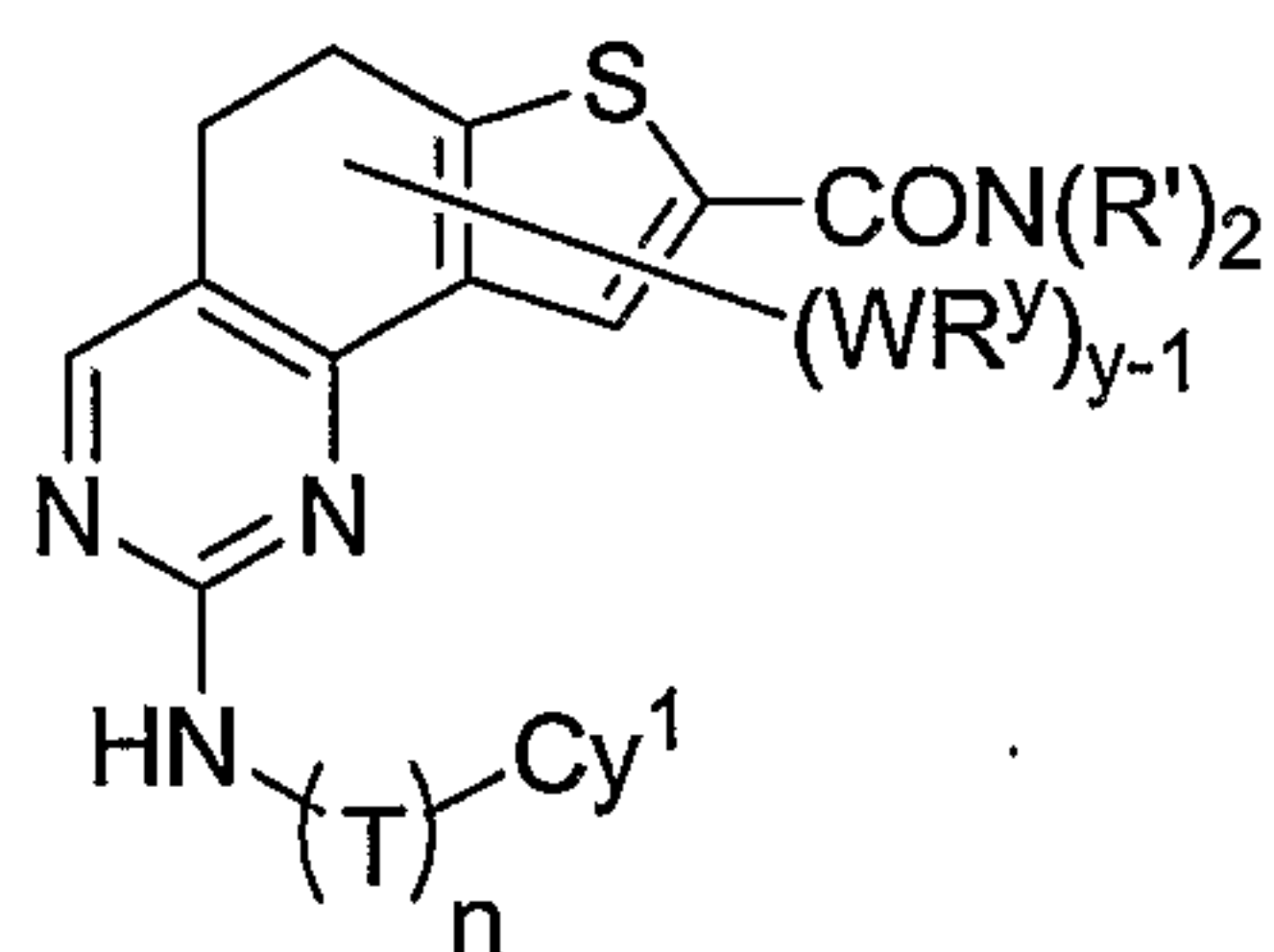
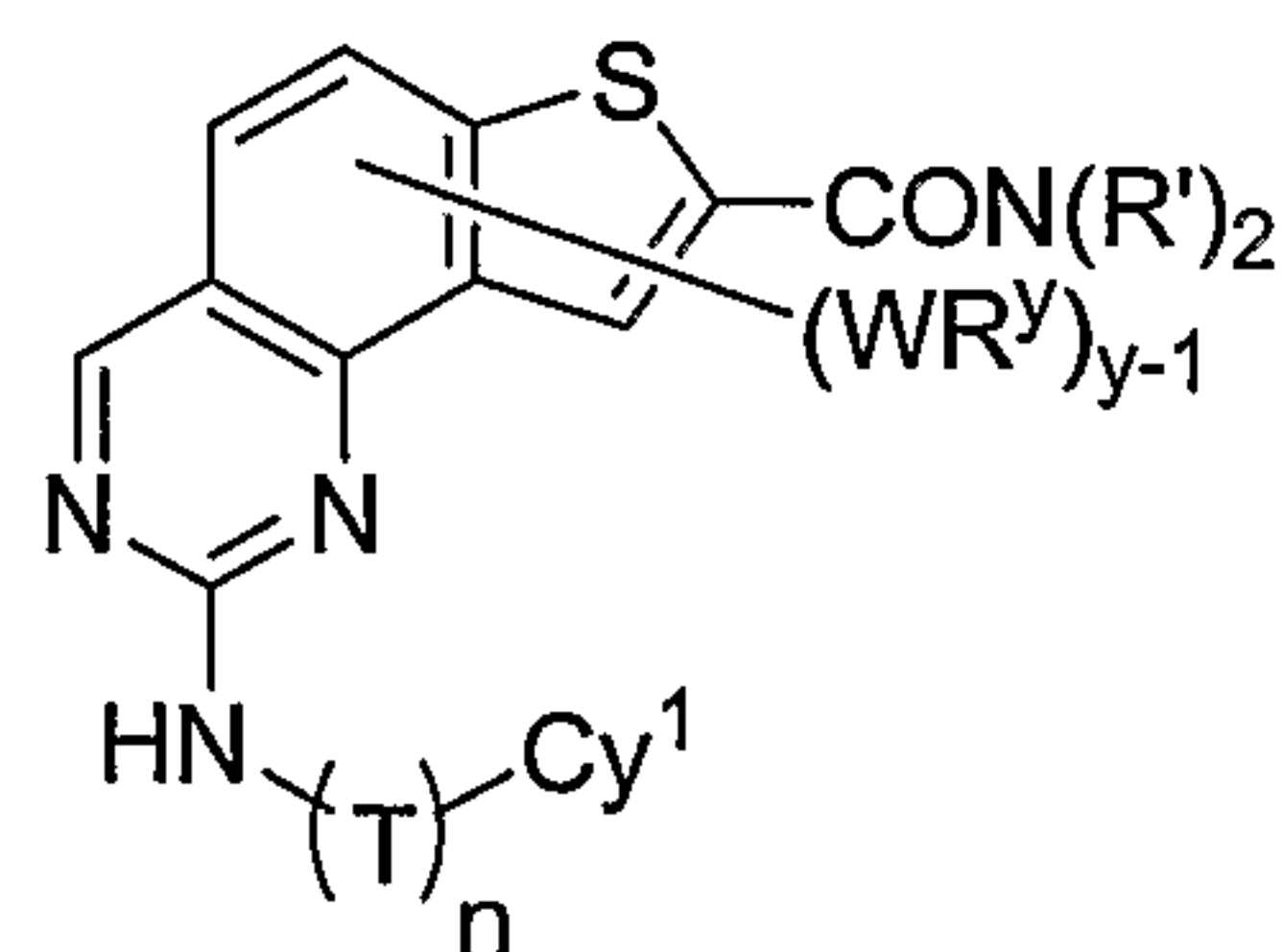
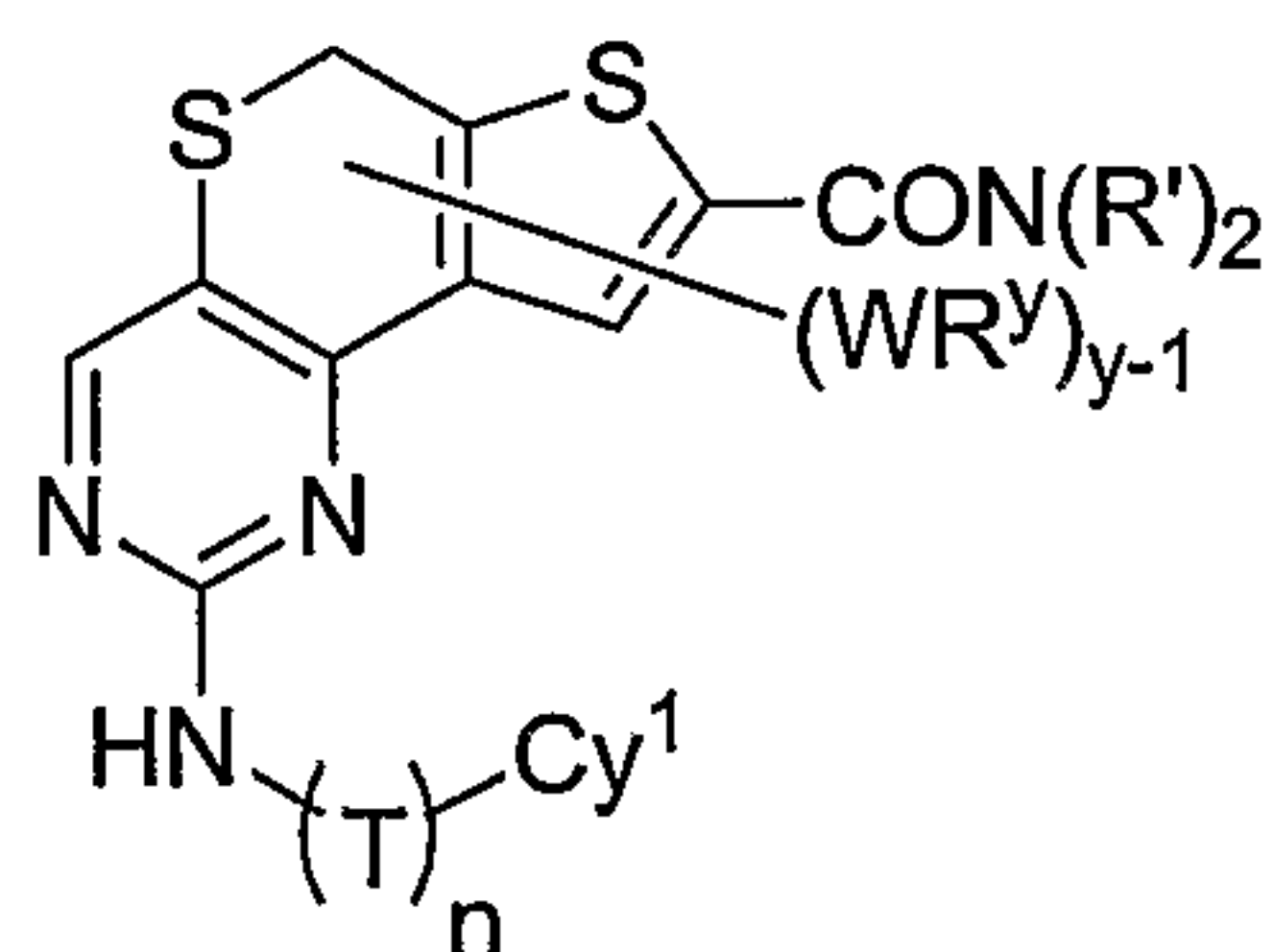
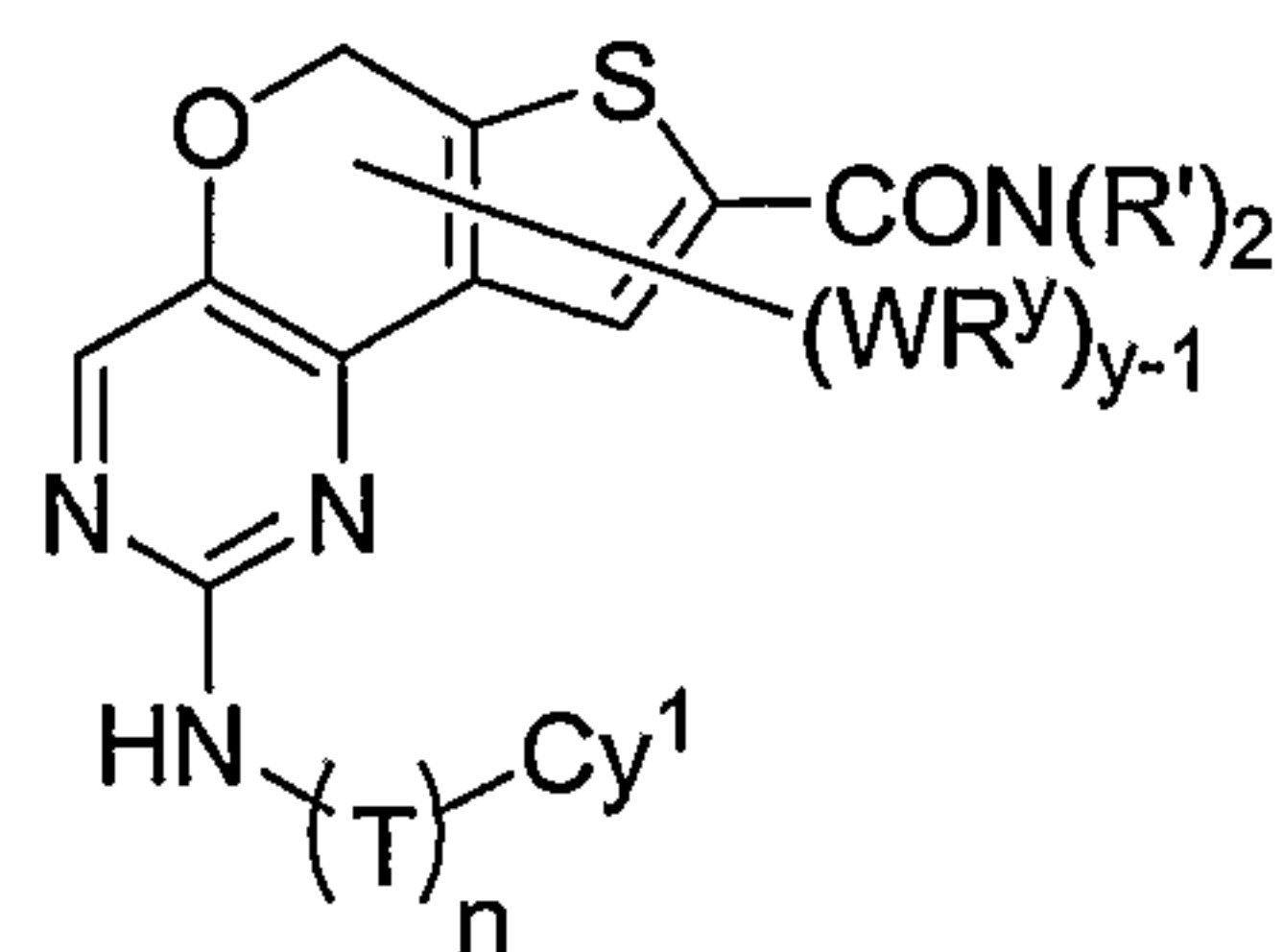
**V-H-ii****IX-H-ii****III-L-ii****IV-L-ii****V-L-ii****IX-L-ii****III-M-ii****IV-M-ii****V-M-ii****IX-M-ii.**

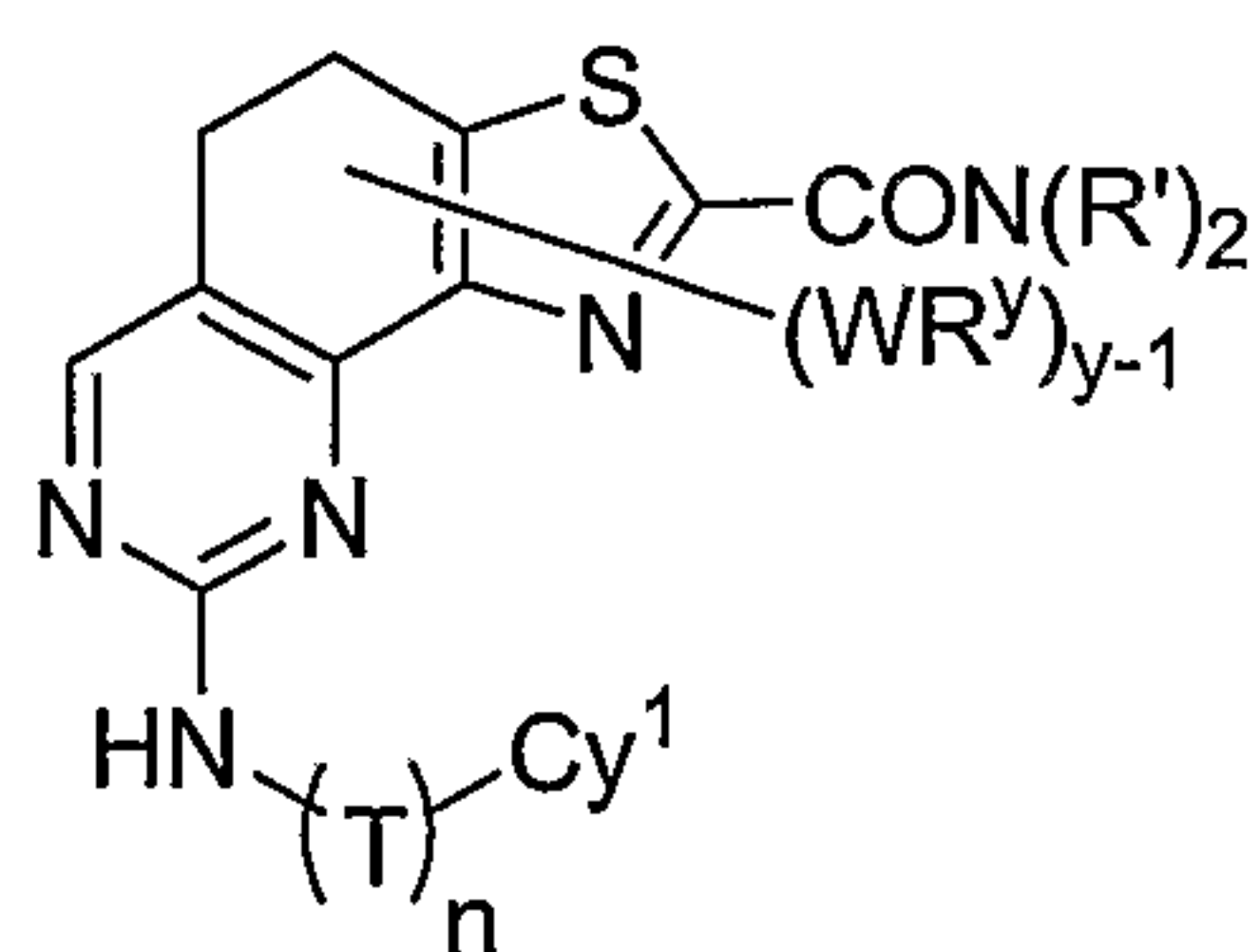
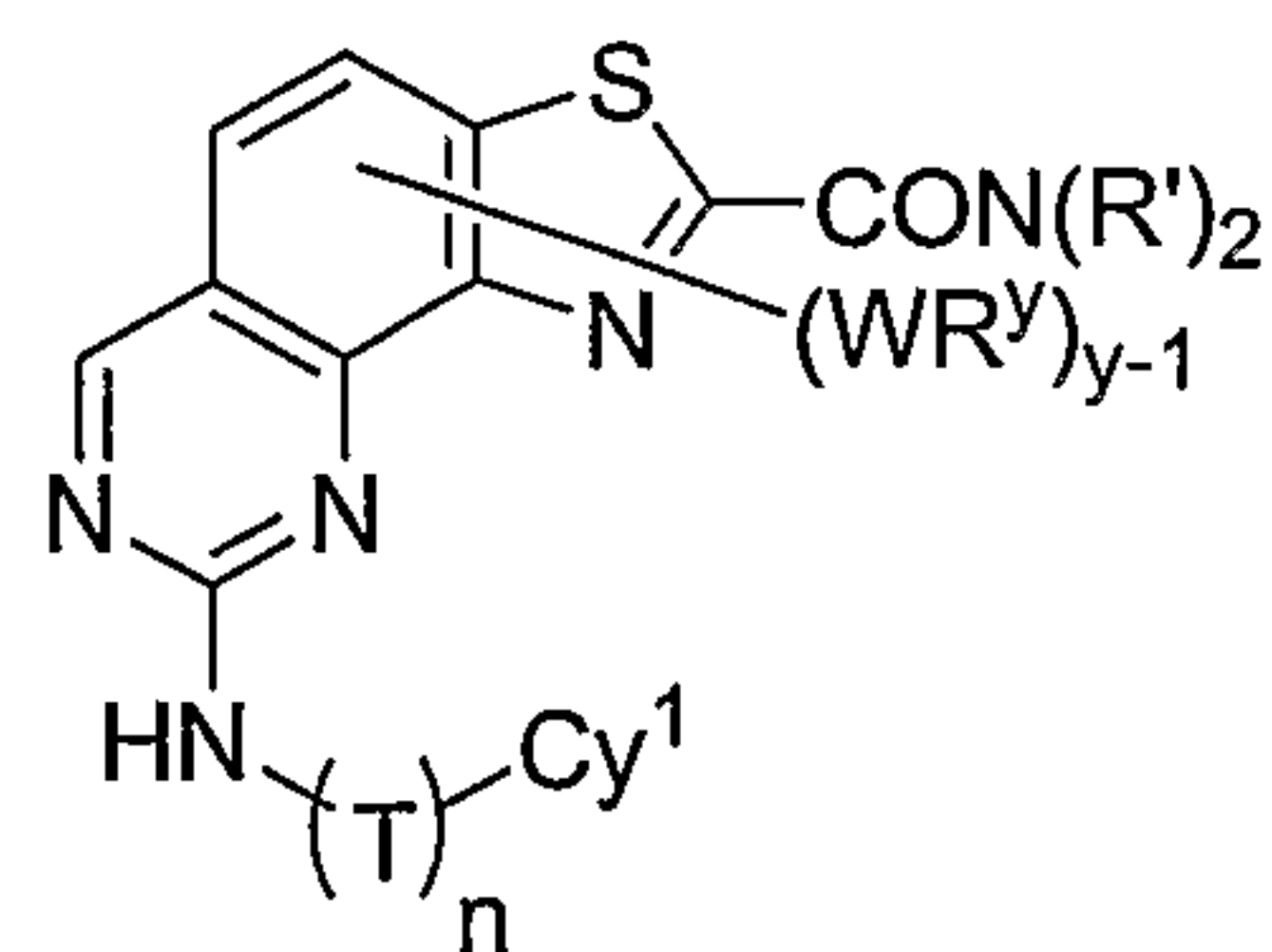
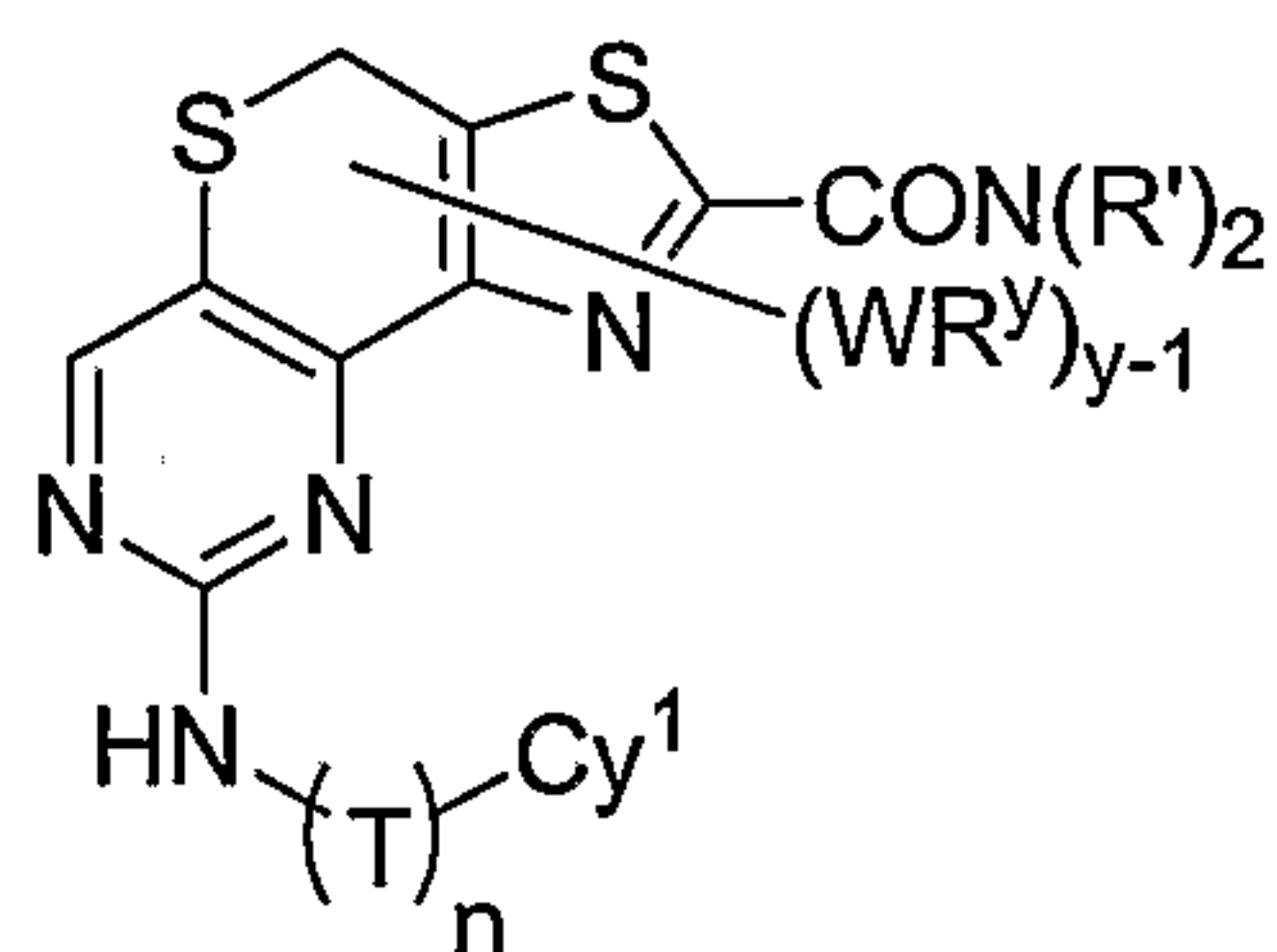
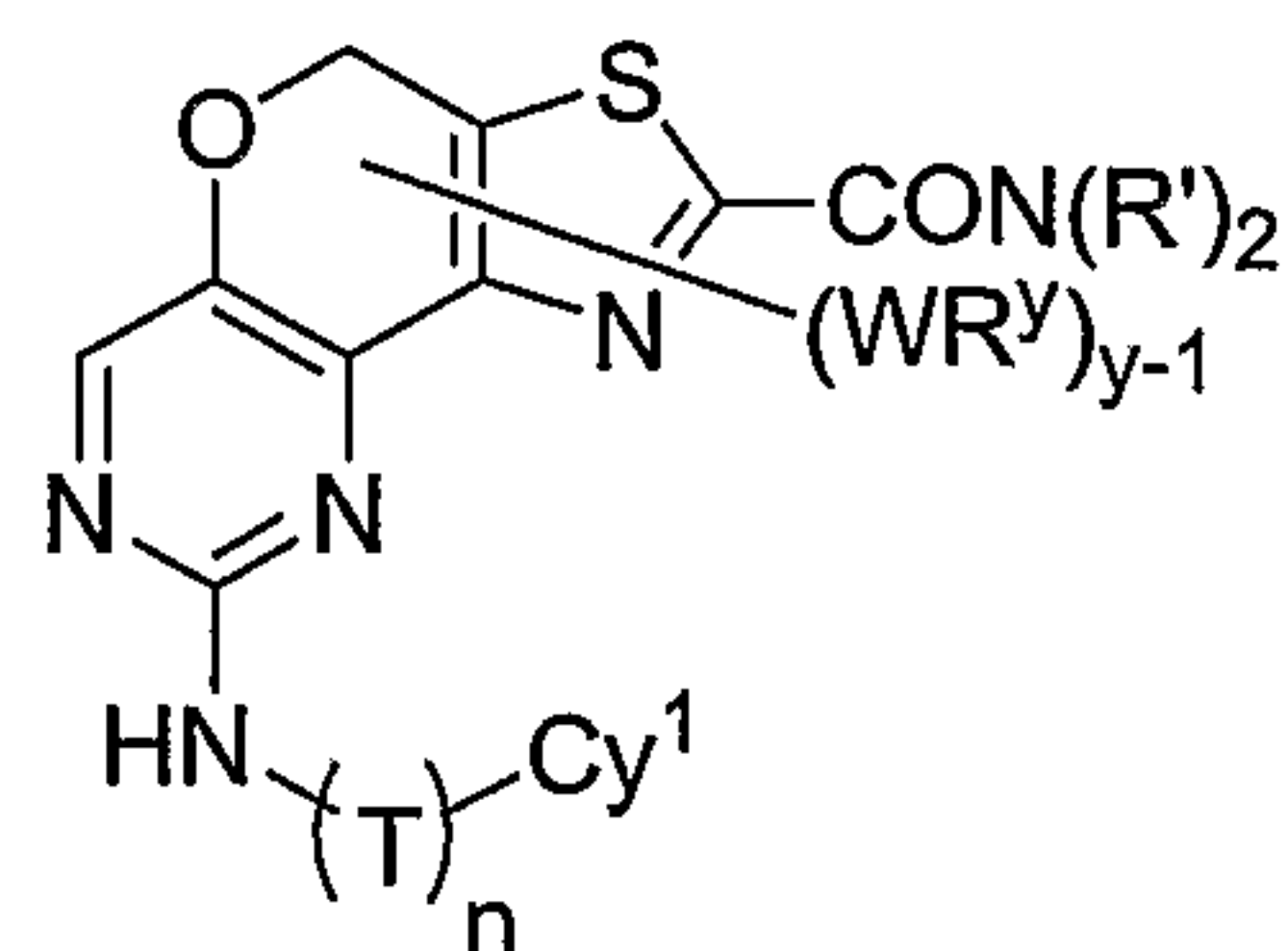
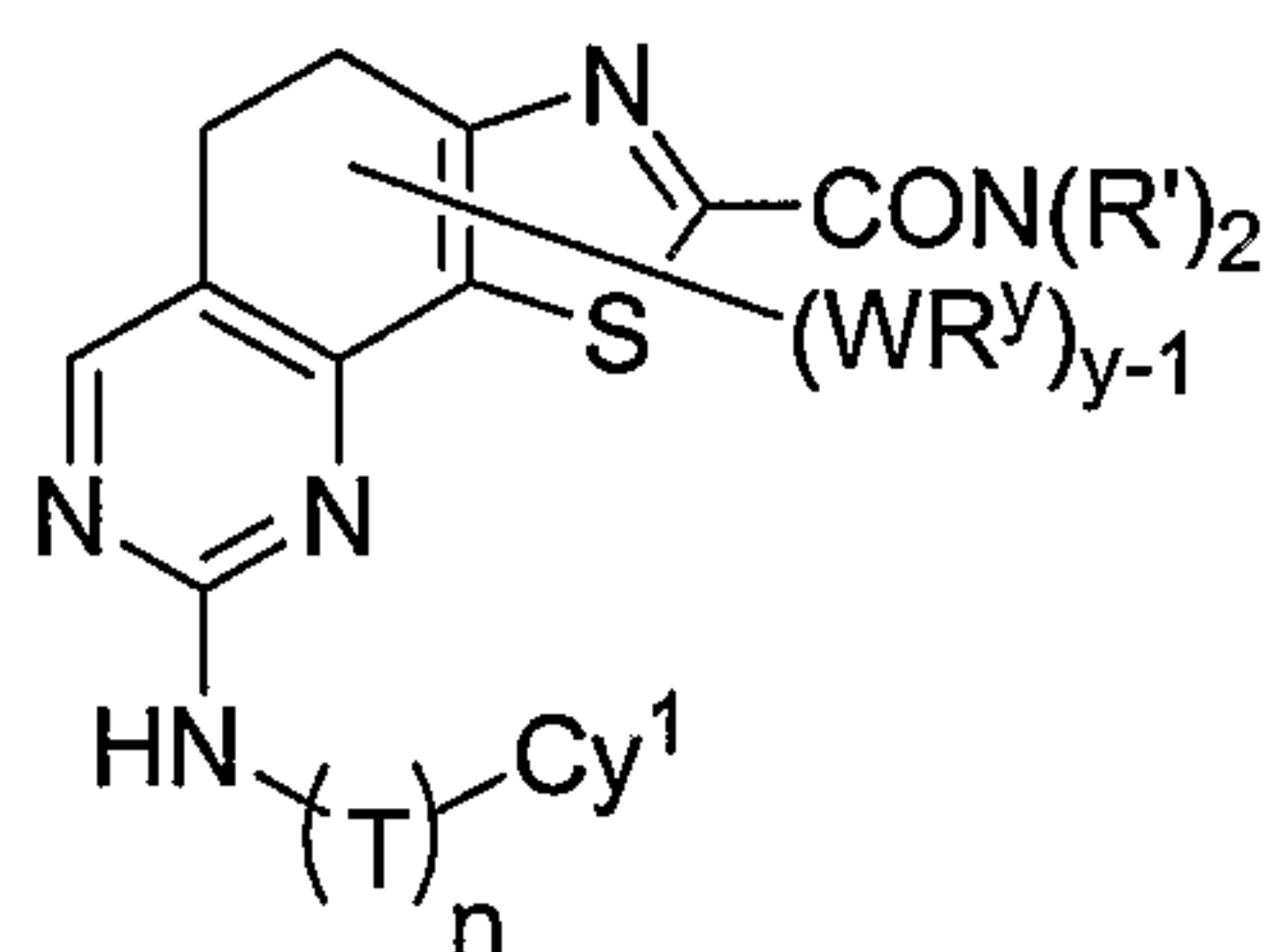
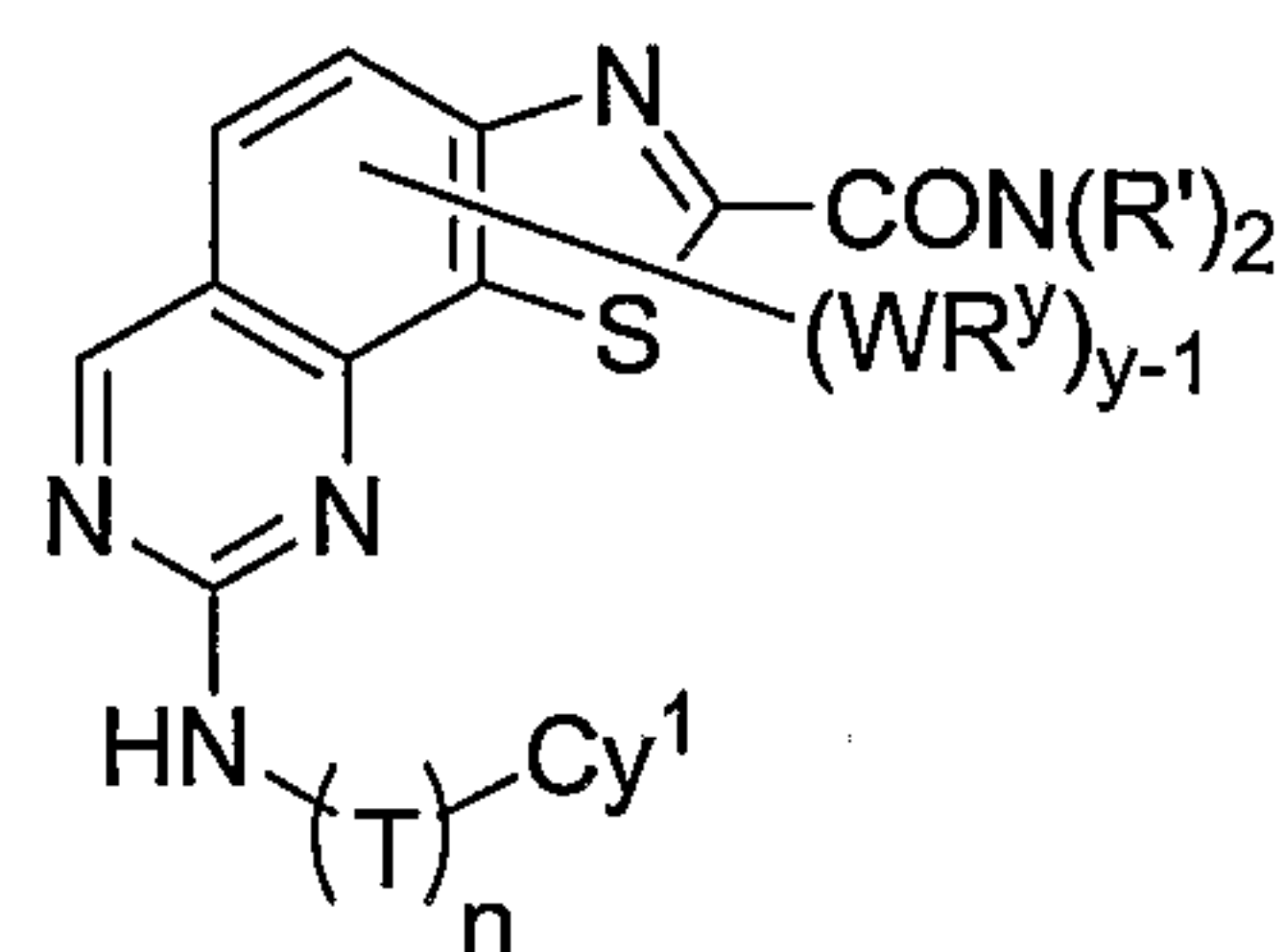
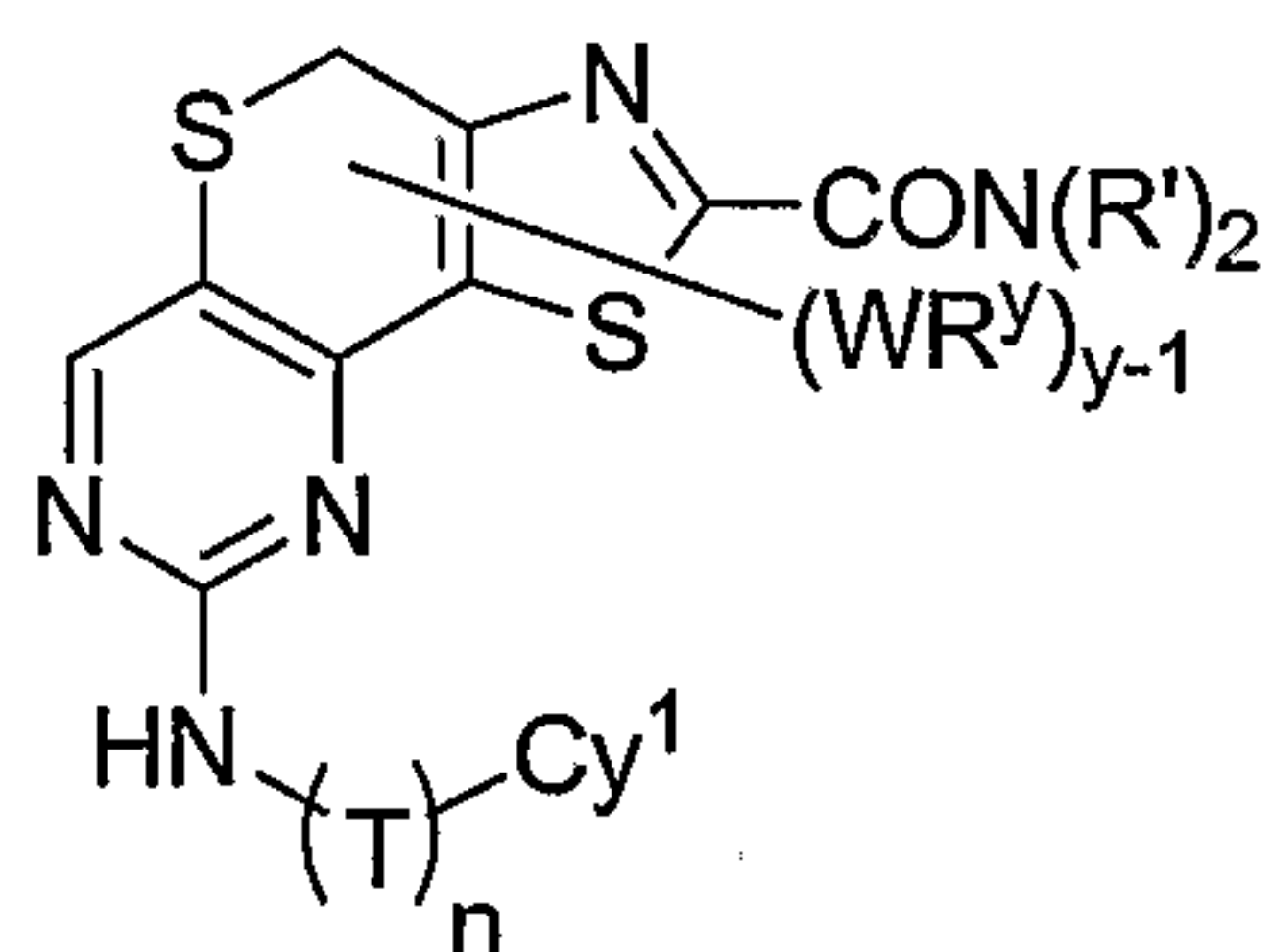
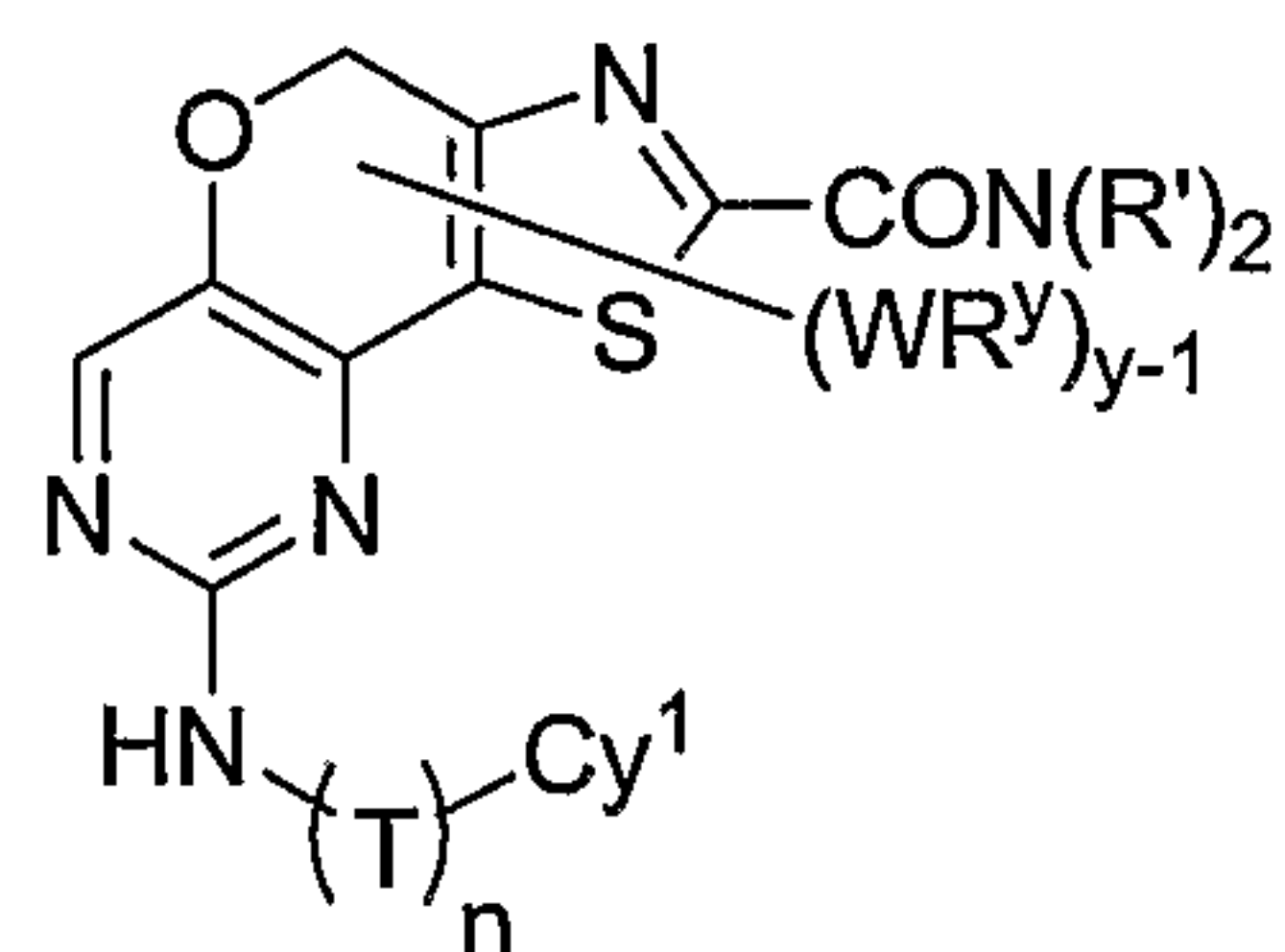
53. The compound of claim 47, wherein one occurrence of WR^y is $-N(R')_2$, and compounds have one of formulae **III-H-iii**, **III-L-iii**, **III-M-iii**, **IV-H-iii**, **IV-L-iii**, **IV-M-iii**, **V-H-iii**, **V-L-iii**, **V-M-iii**, **IX-H-iii**, **IX-L-iii**, or **IX-M-iii** below:

**III-H-iii****IV-H-iii****V-H-iii****IX-H-iii****III-L-iii****IV-L-iii****V-L-iii****IX-L-iii**

**III-M-iii****IV-M-iii****V-M-iii****IX-M-iii.**

54. The compound of claim 47, wherein one occurrence of WR^y is $-\text{CON}(\text{R}')_2$ and compounds have one of the formulae **III-H-iv**, **III-L-iv**, **III-M-iv**, **IV-H-iv**, **IV-L-iv**, **IV-M-iv**, **V-H-iv**, **V-L-iv**, **V-M-iv**, **IX-H-iv**, **IX-L-iv**, or **IX-M-iv** below:

**III-H-iv****IV-H-iv****V-H-iv****IX-H-iv**

**III-L-iv****IV-L-iv****V-L-iv****IX-L-iv****III-M-iv****IV-M-iv****V-M-iv****IX-M-iv.**

55. The compound of claim 52, 53, or 54, wherein $-\text{CH}_2\text{N}(\text{R}')_2$ is $-\text{CH}_2\text{N}(\text{CH}_2)_3$, $-\text{CH}_2\text{N}(\text{CH}_2\text{CH}_3)_2$, $-\text{CH}_2$ (optionally substituted N-piperazinyl), $-\text{CH}_2$ (optionally substituted N-piperidinyl), or $-\text{CH}_2$ (optionally substituted N-morpholinyl); $-\text{N}(\text{R}')_2$ is $-\text{N}(\text{CH}_2)_3$, $-\text{N}(\text{CH}_2\text{CH}_3)_2$, optionally substituted N-piperazinyl, optionally substituted N-piperidinyl, or optionally substituted N-morpholinyl; and $-\text{CON}(\text{R}')_2$ is $-\text{CON}(\text{CH}_2)_3$, $-\text{CON}(\text{CH}_2\text{CH}_3)_2$,

-CO(optionally substituted N-piperazinyl), -CO(optionally substituted N-piperidinyl), or -CO(optionally substituted N-morpholinyl).

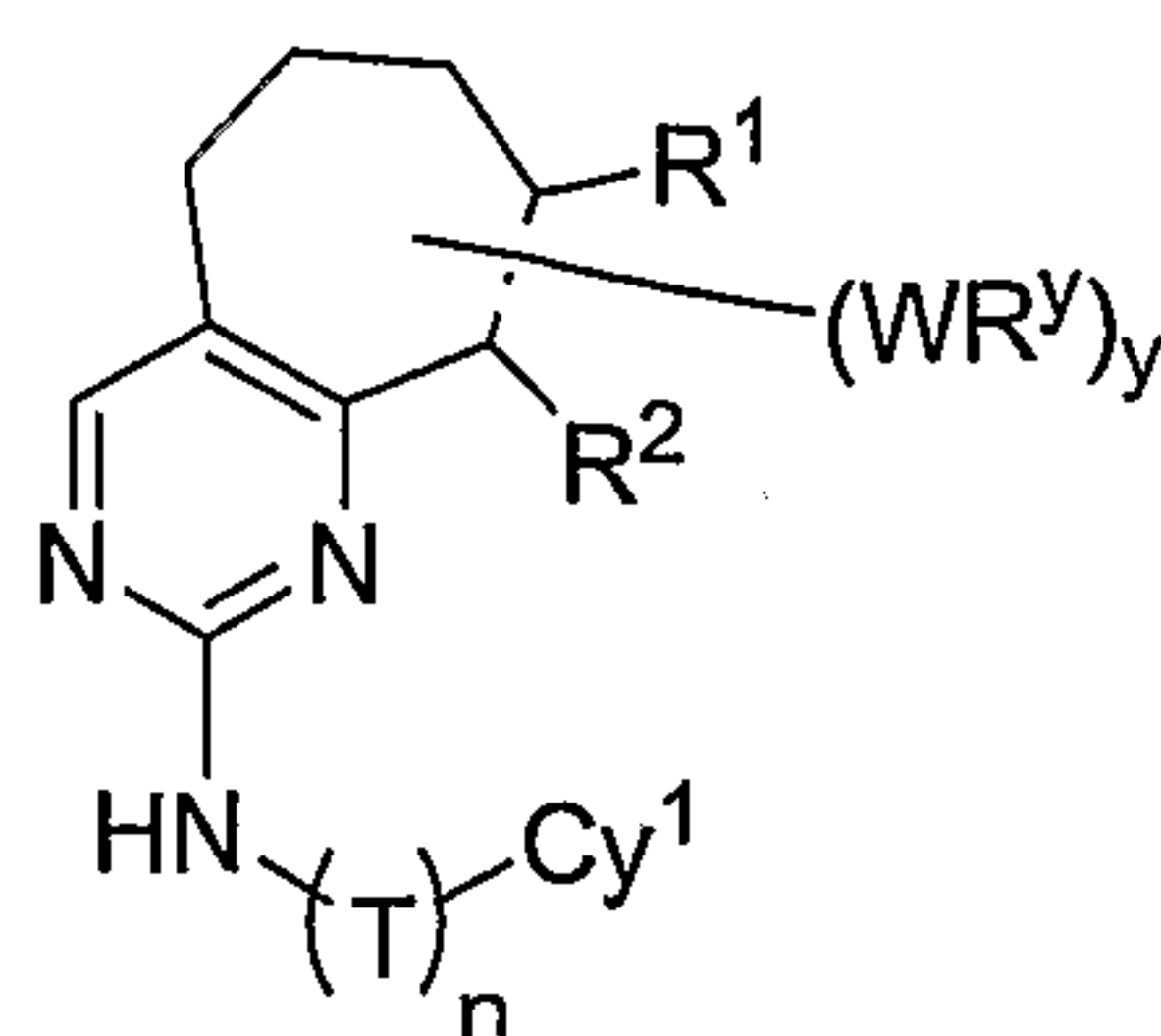
56. The compound of claim 52, 53, or 54, wherein $-\text{CH}_2\text{N}(\text{R}')_2$ is $-\text{CH}_2\text{N}(\text{CH}_2)_3$, $-\text{CH}_2\text{N}(\text{CH}_2\text{CH}_3)_2$, $-\text{CH}_2$ (optionally substituted N-piperazinyl), $-\text{CH}_2$ (optionally substituted N-piperidinyl), or $-\text{CH}_2$ (optionally substituted N-morpholinyl); $-\text{N}(\text{R}')_2$ is $-\text{N}(\text{CH}_2)_3$, $-\text{N}(\text{CH}_2\text{CH}_3)_2$, optionally substituted N-piperazinyl, optionally substituted N-piperidinyl, or optionally substituted N-morpholinyl; and $-\text{CON}(\text{R}')_2$ is $-\text{CON}(\text{CH}_2)_3$, $-\text{CON}(\text{CH}_2\text{CH}_3)_2$, $-\text{CO}$ (optionally substituted N-piperazinyl), $-\text{CO}$ (optionally substituted N-piperidinyl), $-\text{CO}$ (optionally substituted N-morpholinyl), $-\text{CO}$ (optionally substituted pyrrolidinyl), $-\text{CO}(\text{N}(\text{H})$ optionally substituted pyrrolidinyl), optionally substituted pyrrolidinyl, or $-\text{N}(\text{H})$ (optionally substituted pyrrolidinyl).

57. The compound of one of claims 37-45, wherein n is 0, or n is 1 and T is CH_2 , $-\text{CH}_2\text{CH}_2-$, $-\text{CO}-$ or $-\text{SO}_2$.

58. The compound of any one of claims 37-45, wherein wherein n is 0, or n is 1 and $-\text{C}(\text{H})(\text{CH}_3)-$, $-\text{C}(\text{H})(\text{CH}_3)\text{CH}_2-$, $-\text{CH}_2\text{C}(\text{H})(\text{CH}_3)-$, or $-\text{CH}_2\text{CH}_2\text{CH}_2-$.

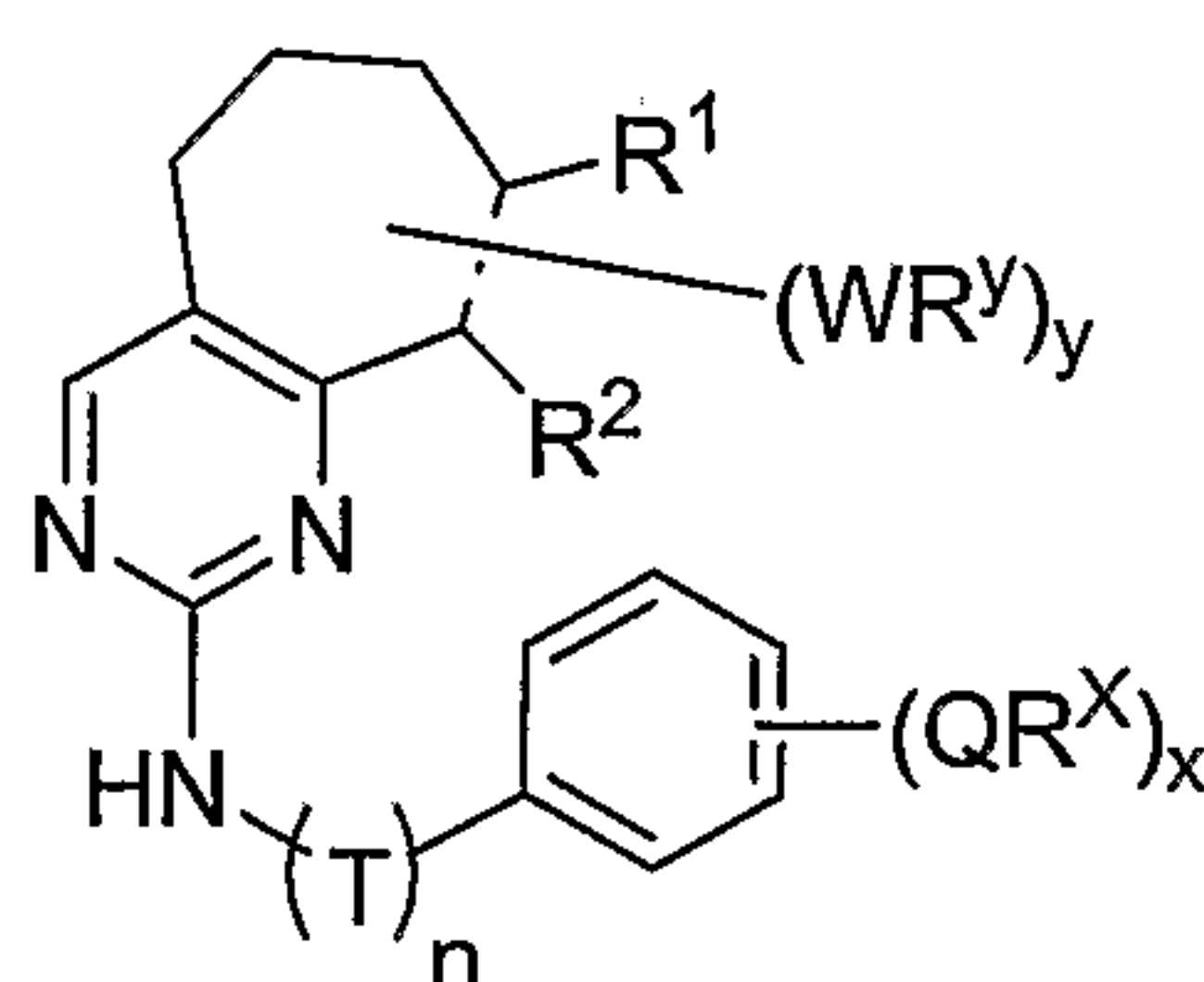
59. The compound of one of claims 37-45, wherein n is 0, or n is 1 and T is CH_2 , $-\text{CH}_2\text{CH}_2-$, $-\text{CO}-$ or $-\text{SO}_2-$; x is 0-3; and each occurrence of QR^x is independently halogen, CN , NO_2 , or an optionally substituted group selected from C_{1-4} alkyl, aryl, aralkyl, $-\text{N}(\text{R}')_2$, $-\text{CH}_2\text{N}(\text{R}')_2$, $-\text{OR}'$, $-\text{CH}_2\text{OR}'$, $-\text{SR}'$, $-\text{CH}_2\text{SR}'$, $-\text{COOR}'$, $-\text{NRCOR}'$, $-\text{CON}(\text{R}')_2$, $-\text{SO}_2\text{R}'$, $\text{NR}'\text{SO}_2\text{R}'$, or $-\text{SO}_2\text{N}(\text{R}')_2$.

60. The compound of claim 1 or claim 2, wherein X is an optionally substituted C_3 alkylidene moiety and compounds have the general formula **VII**:

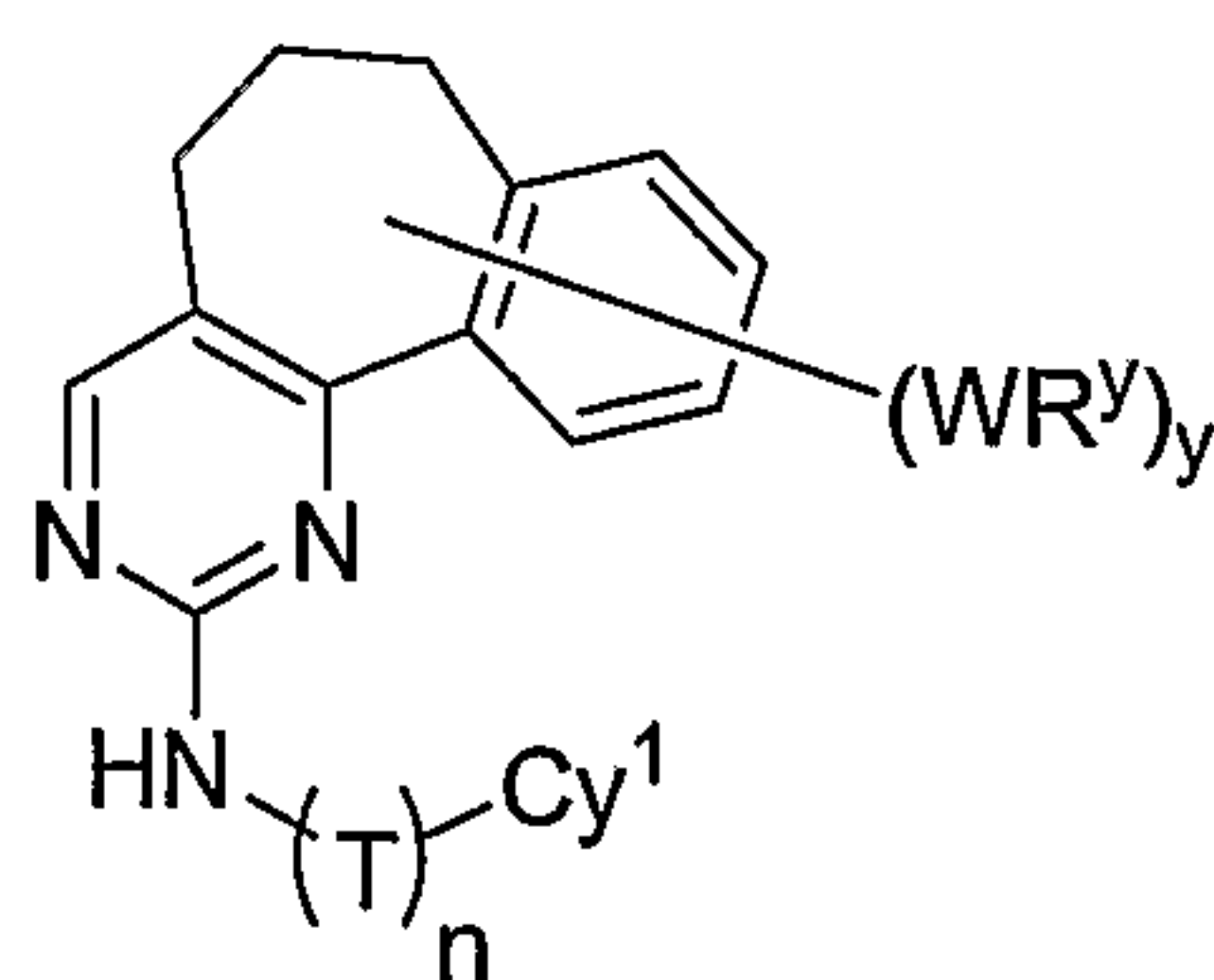
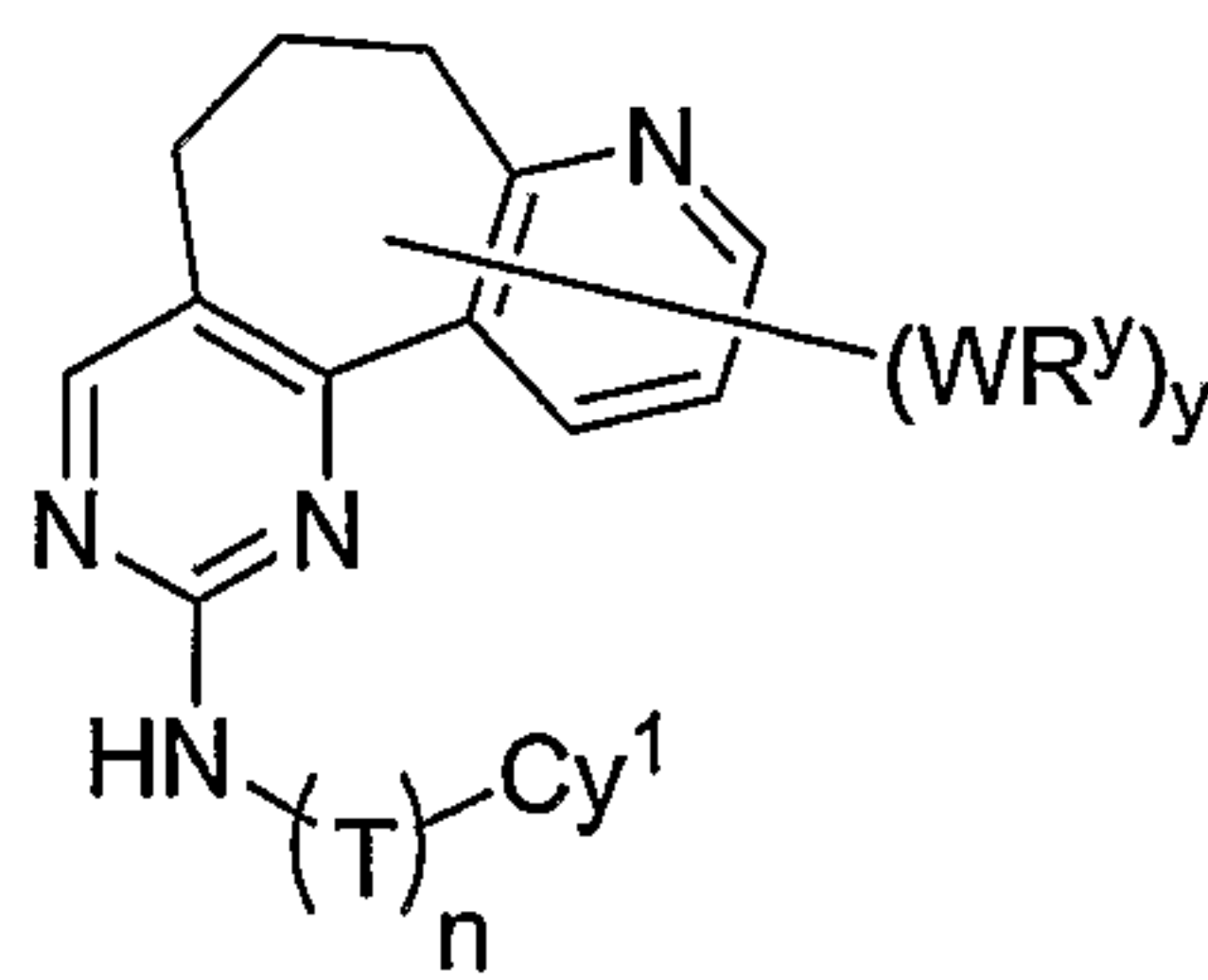
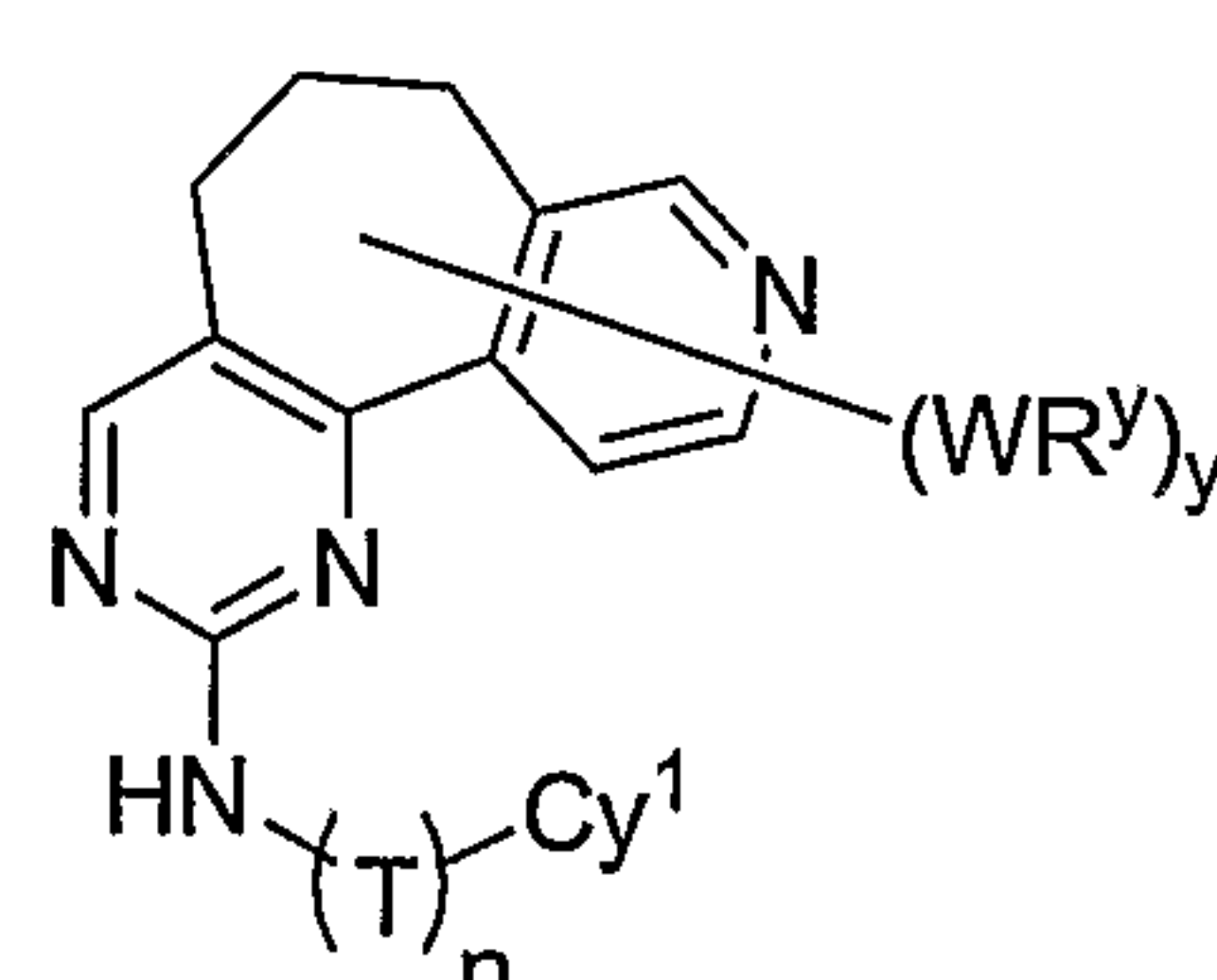
**VII.**

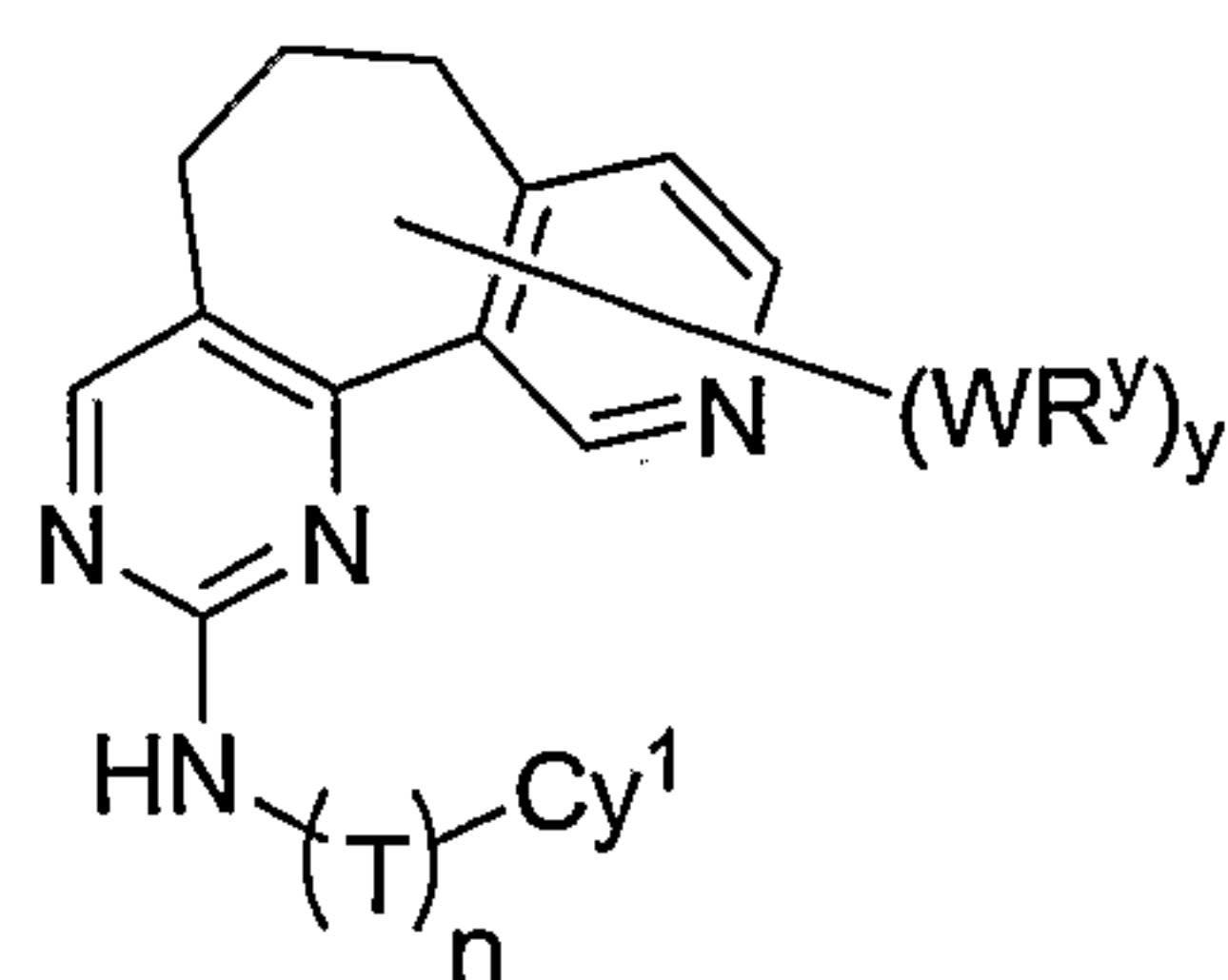
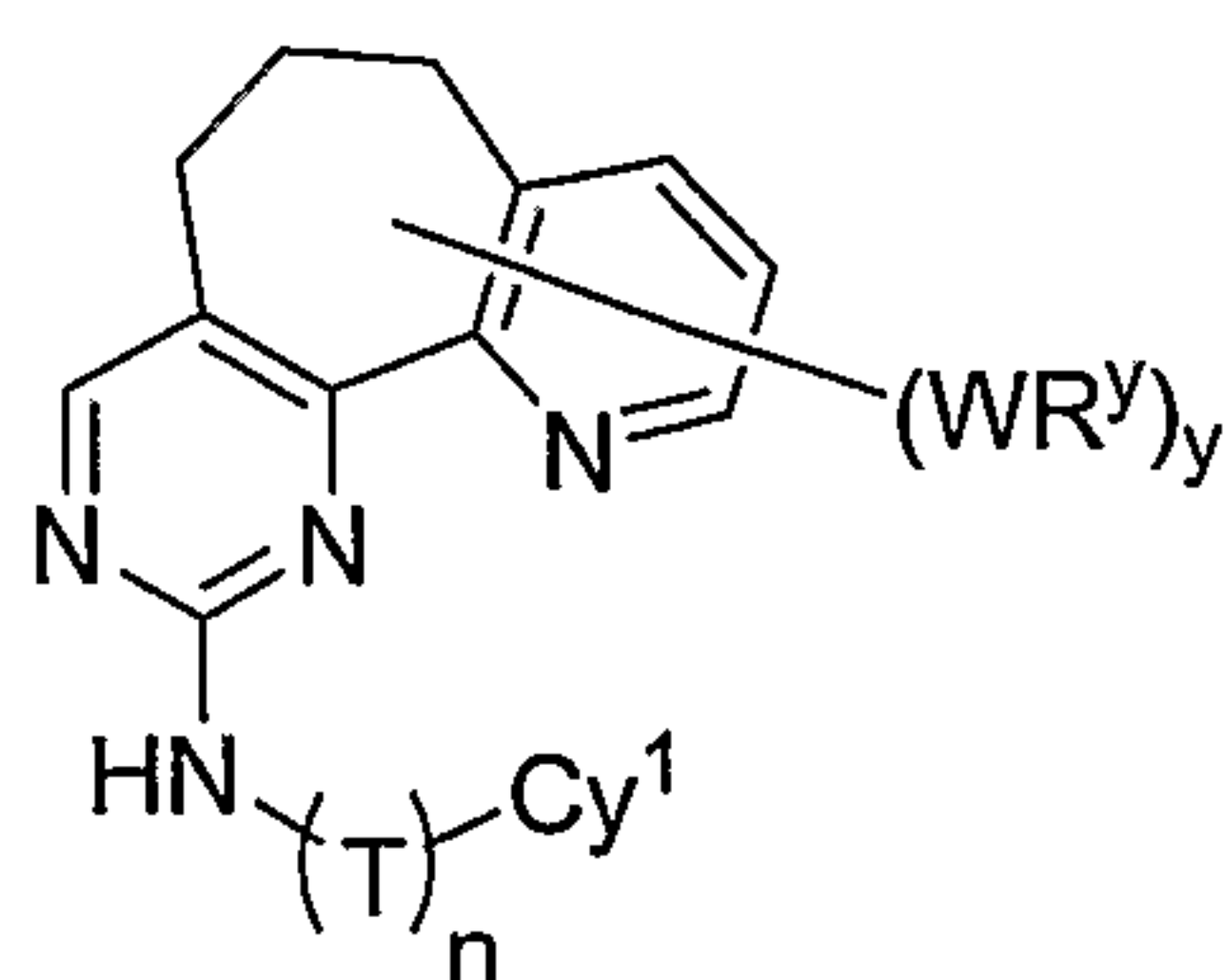
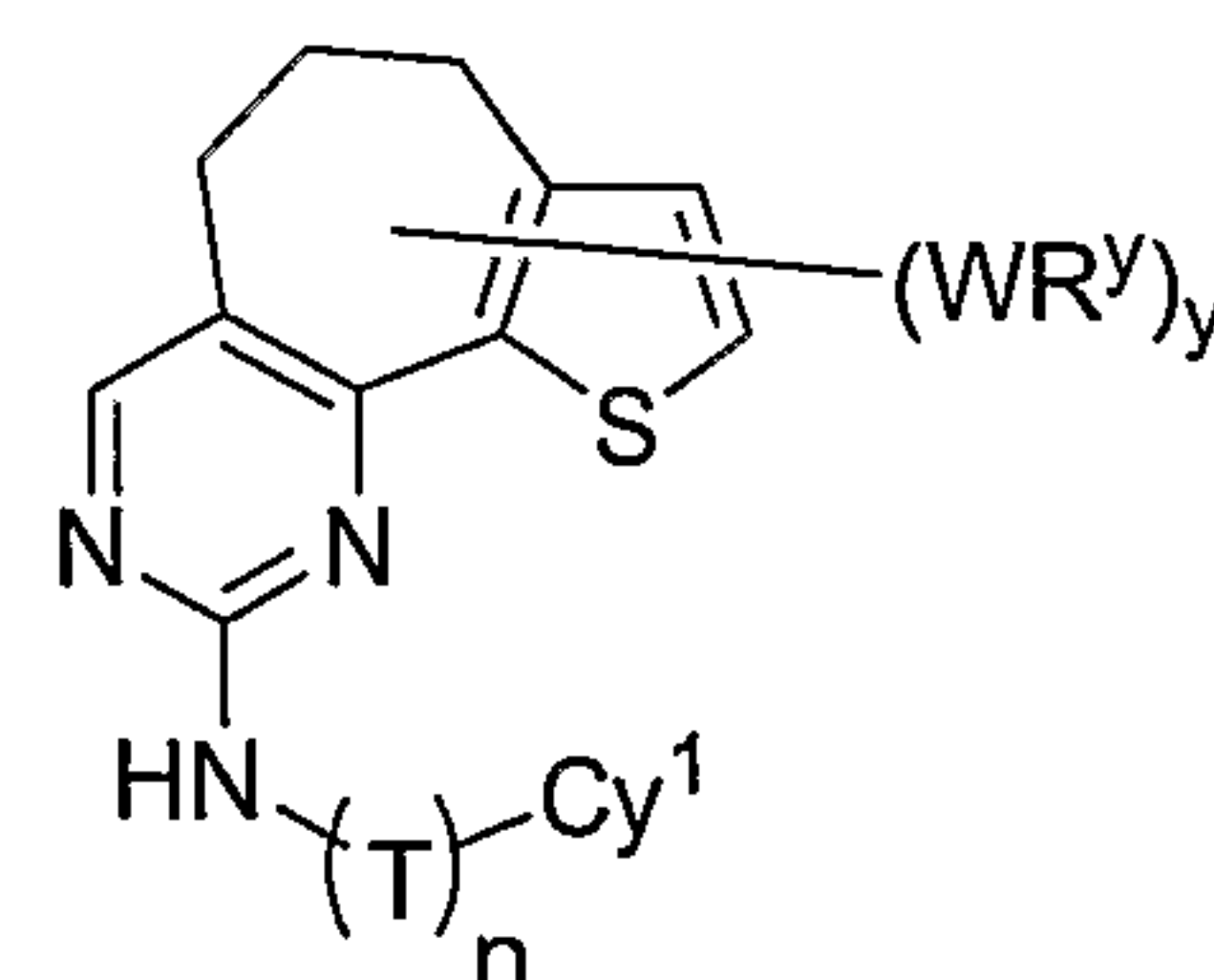
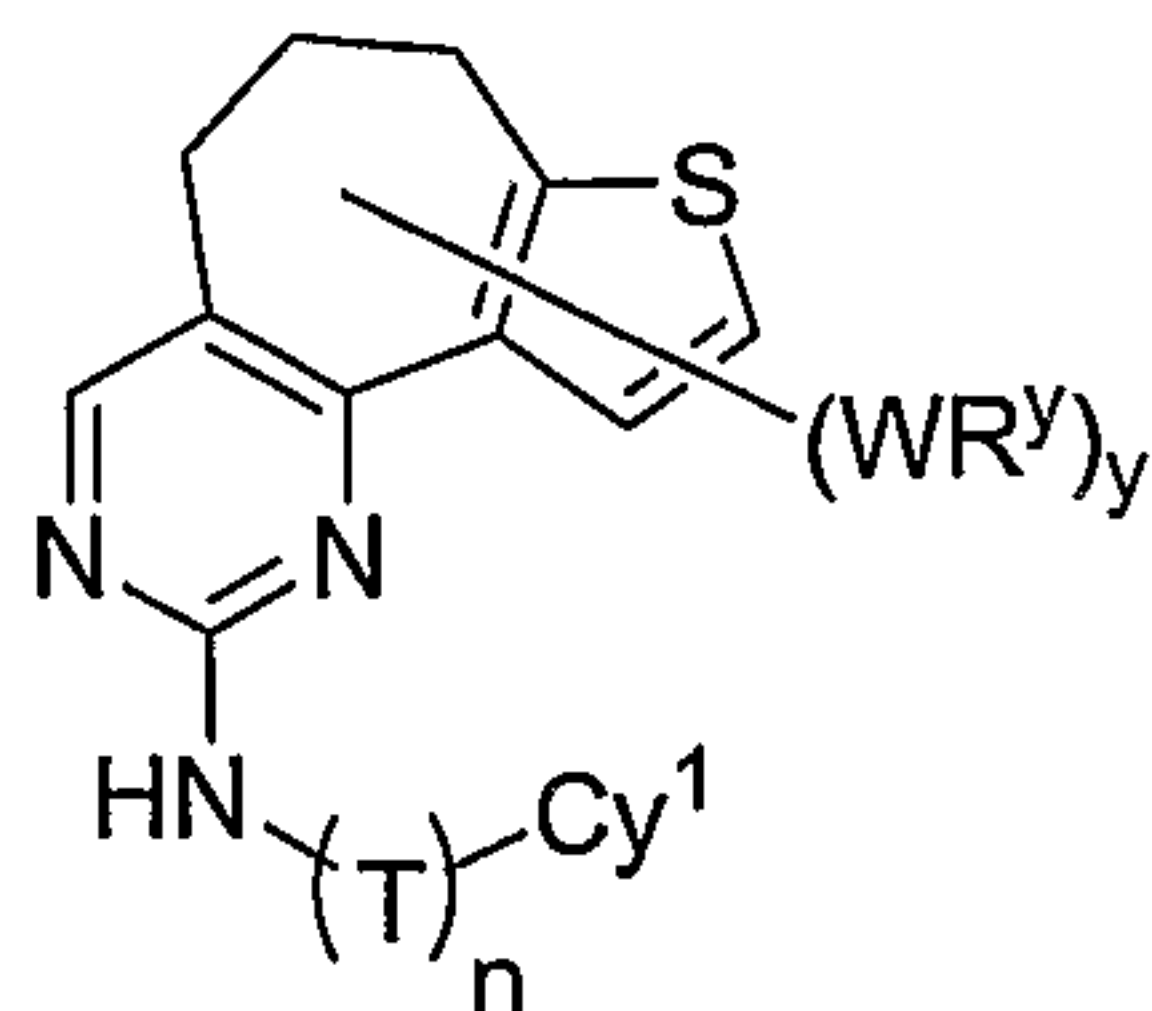
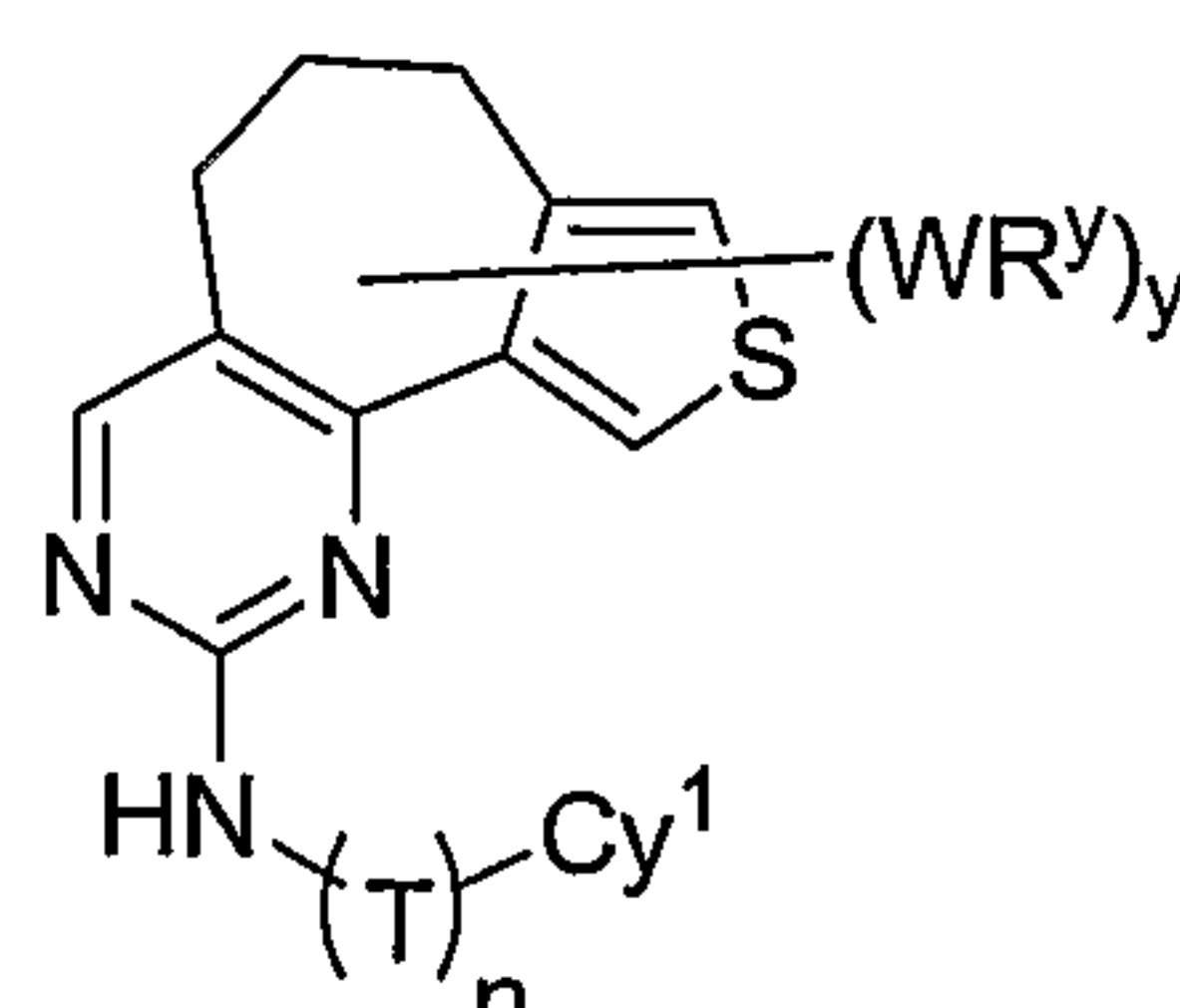
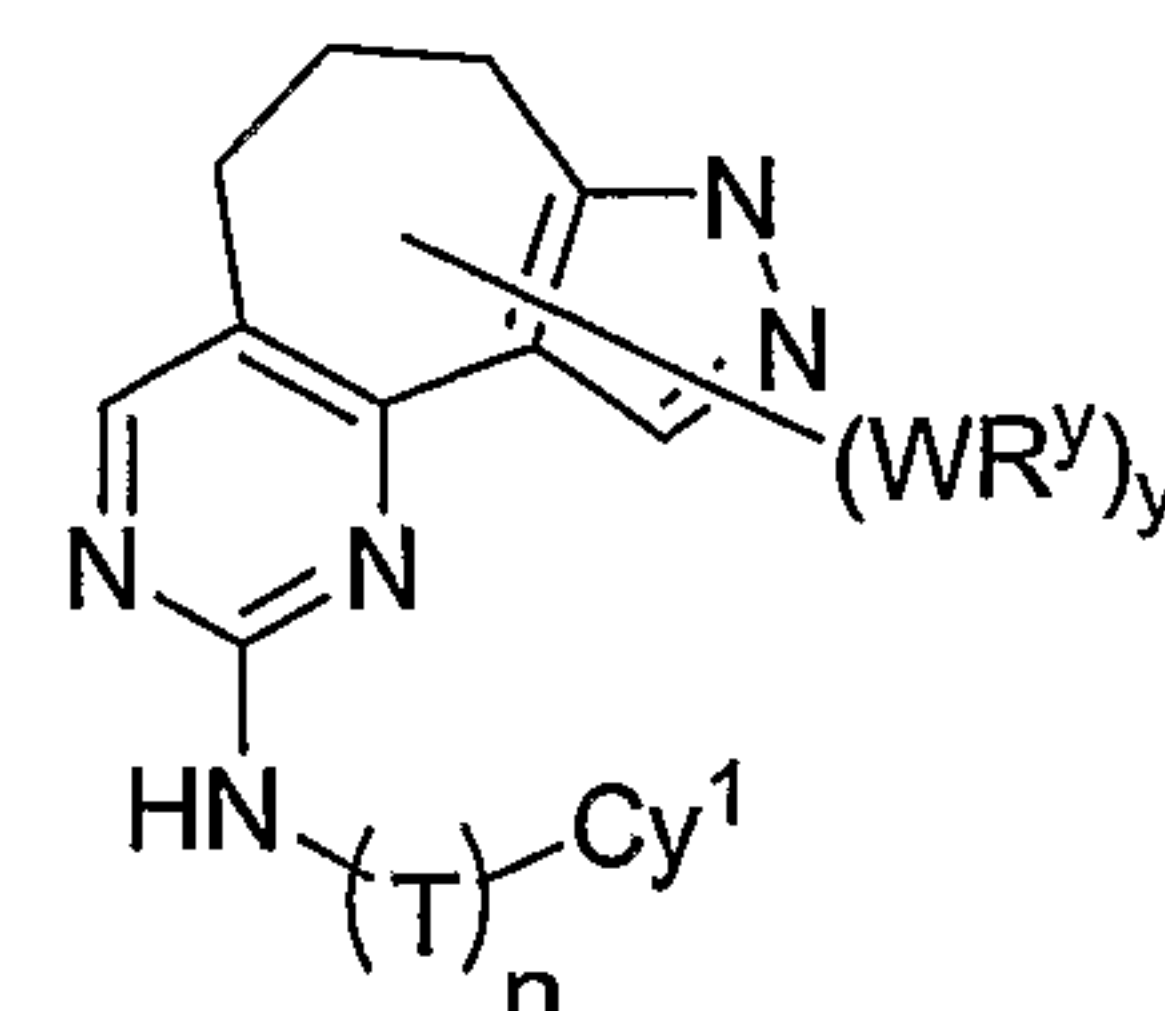
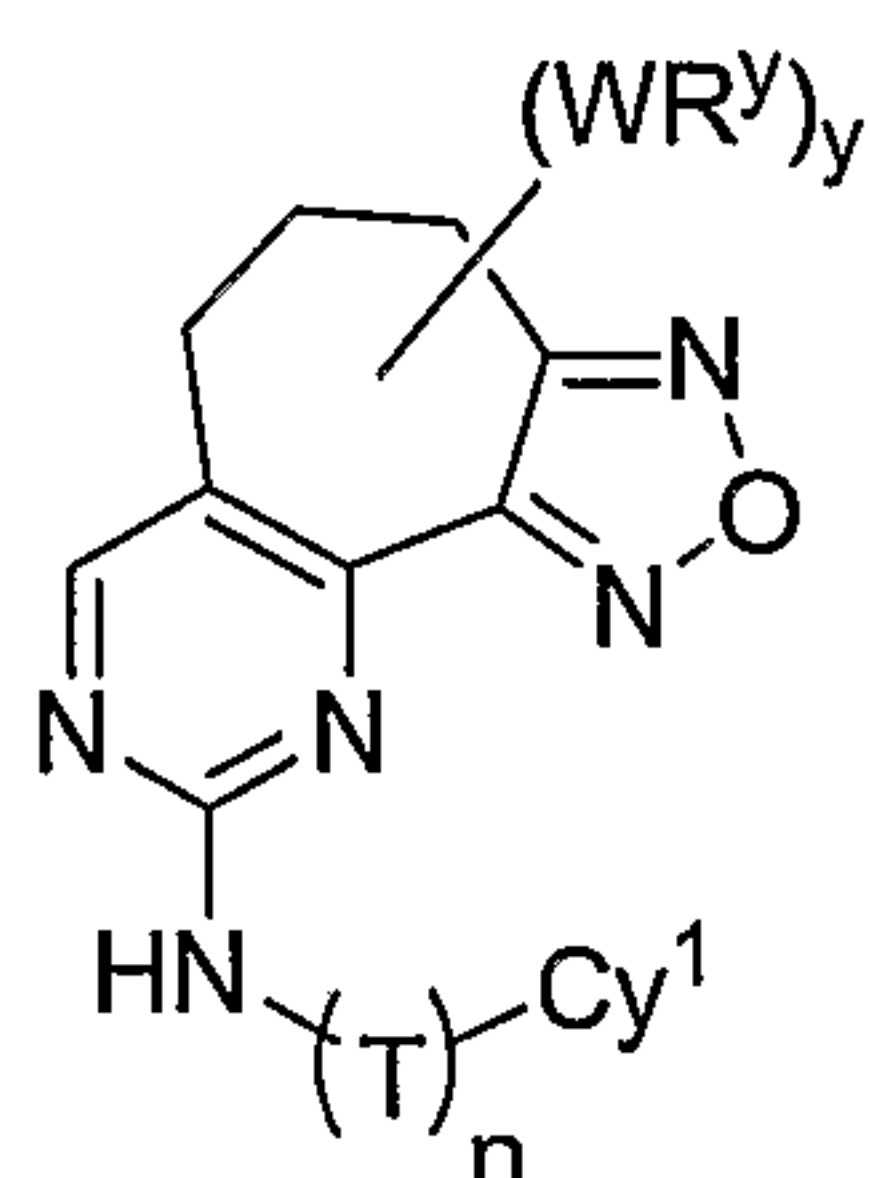
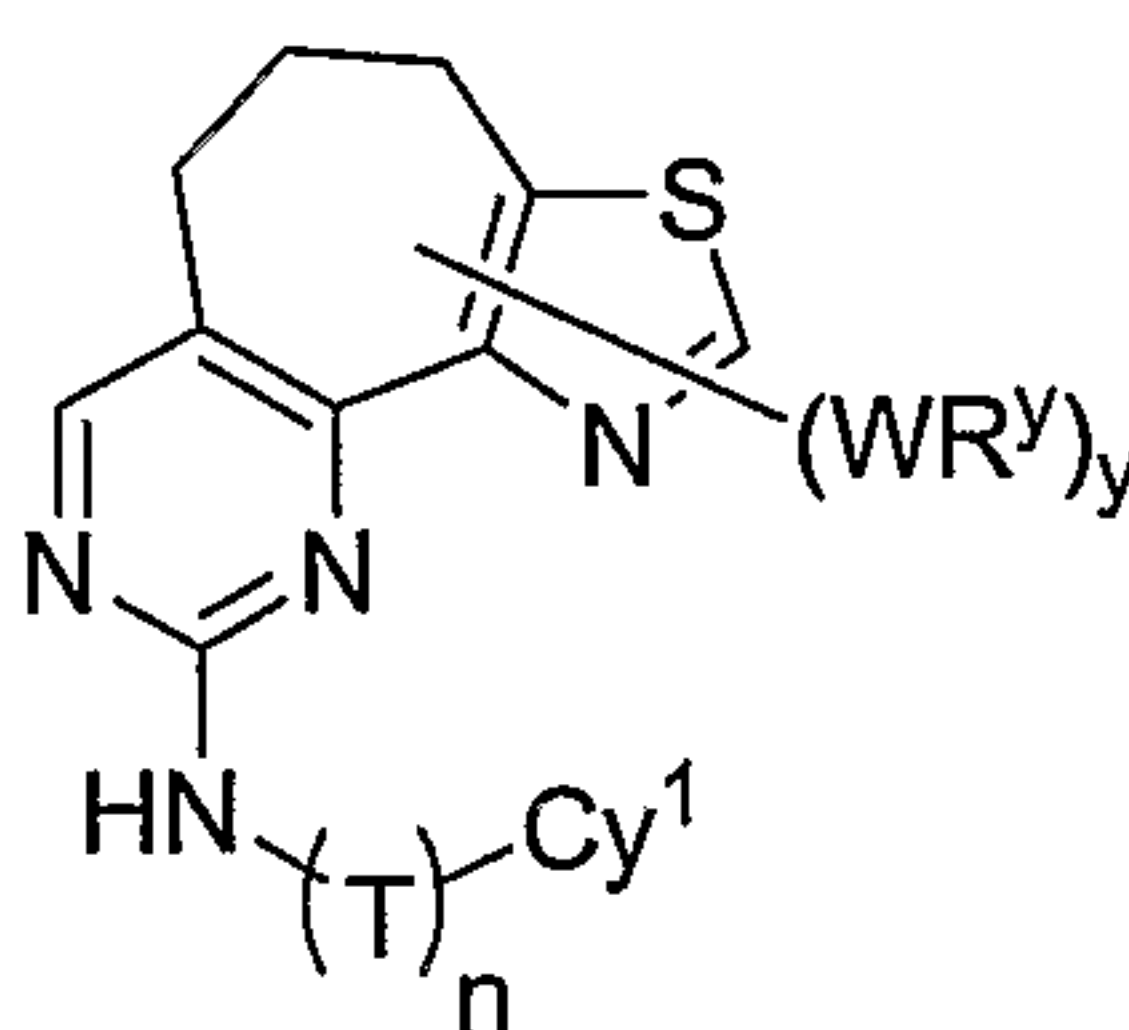
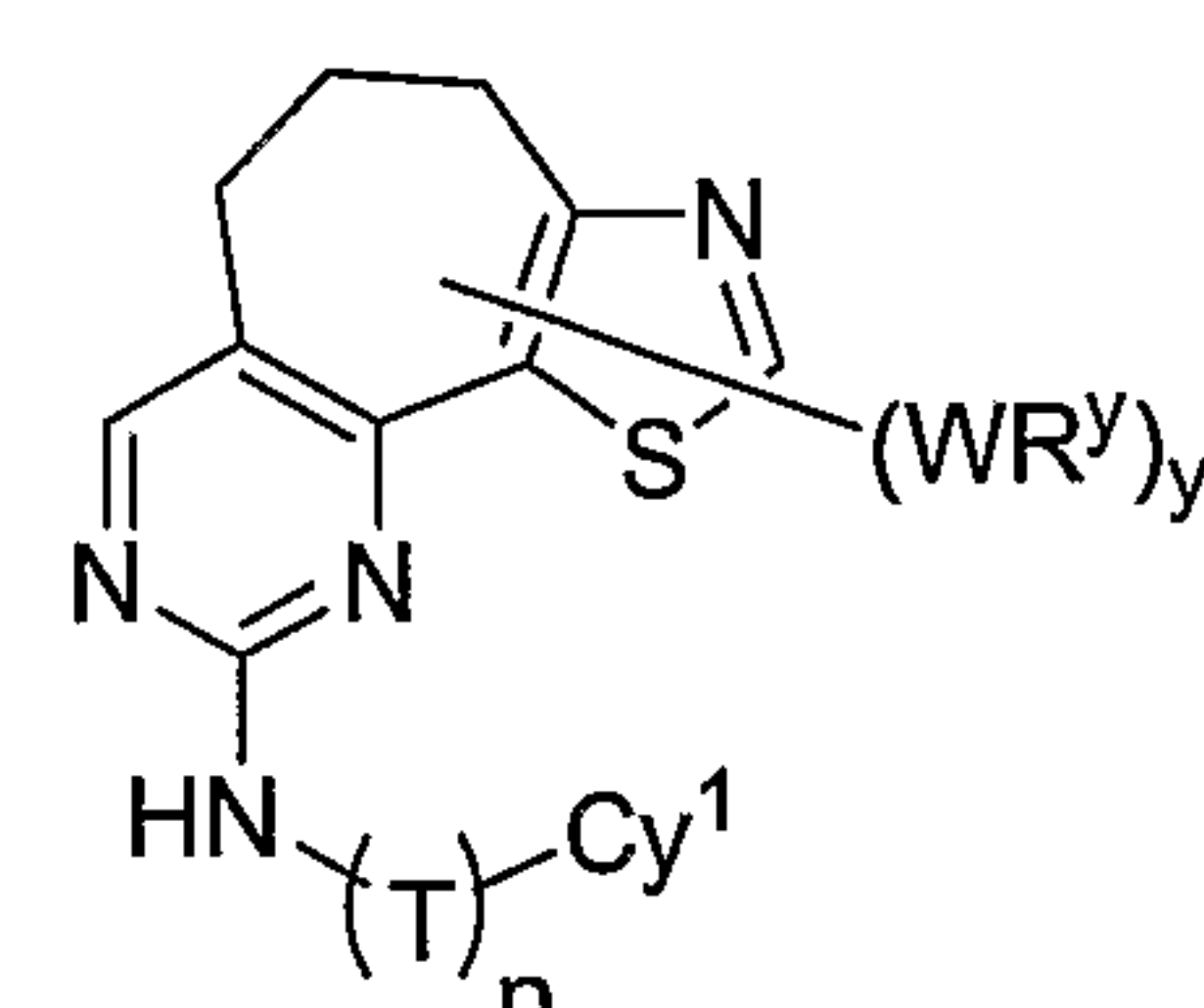
61. The compound of claim 60, wherein Cy¹ is selected from any one of **a** through **mm** depicted above (including certain subsets **b-i**, **c-i**, **b-ii**, **b-iii**, **c-ii**, **c-iii**, **g-i**, **ll**, **o-i** or **mm**).

62. The compound of claim 60, wherein Cy¹ is optionally substituted phenyl, and compounds have formula **VII-A**:

**VII-A.**

63. The compound of claim 60, wherein R¹ and R², taken together with the carbon atoms to which they are bound form an optionally substituted 5 or 6-membered aryl or heteroaryl ring selected from phenyl (**i**), pyridyl (**ii-1**, **ii-2**, **ii-3**, **ii-4**), pyrazolyl (**xiii-2**), oxadiazolyl (**xiv**), thiophenyl (**iv-1**, **iv-2**, and **xviii**), or thiazolyl (**viii-1** and **viii-2**), and compounds have one of the formulae **X-B**, **X-C**, **X-D**, **X-E**, **X-F**, **X-G**, **X-H**, **X-I**, **X-J**, **X-K**, **X-L**, or **X-M**:

**X-B****X-C****X-D**

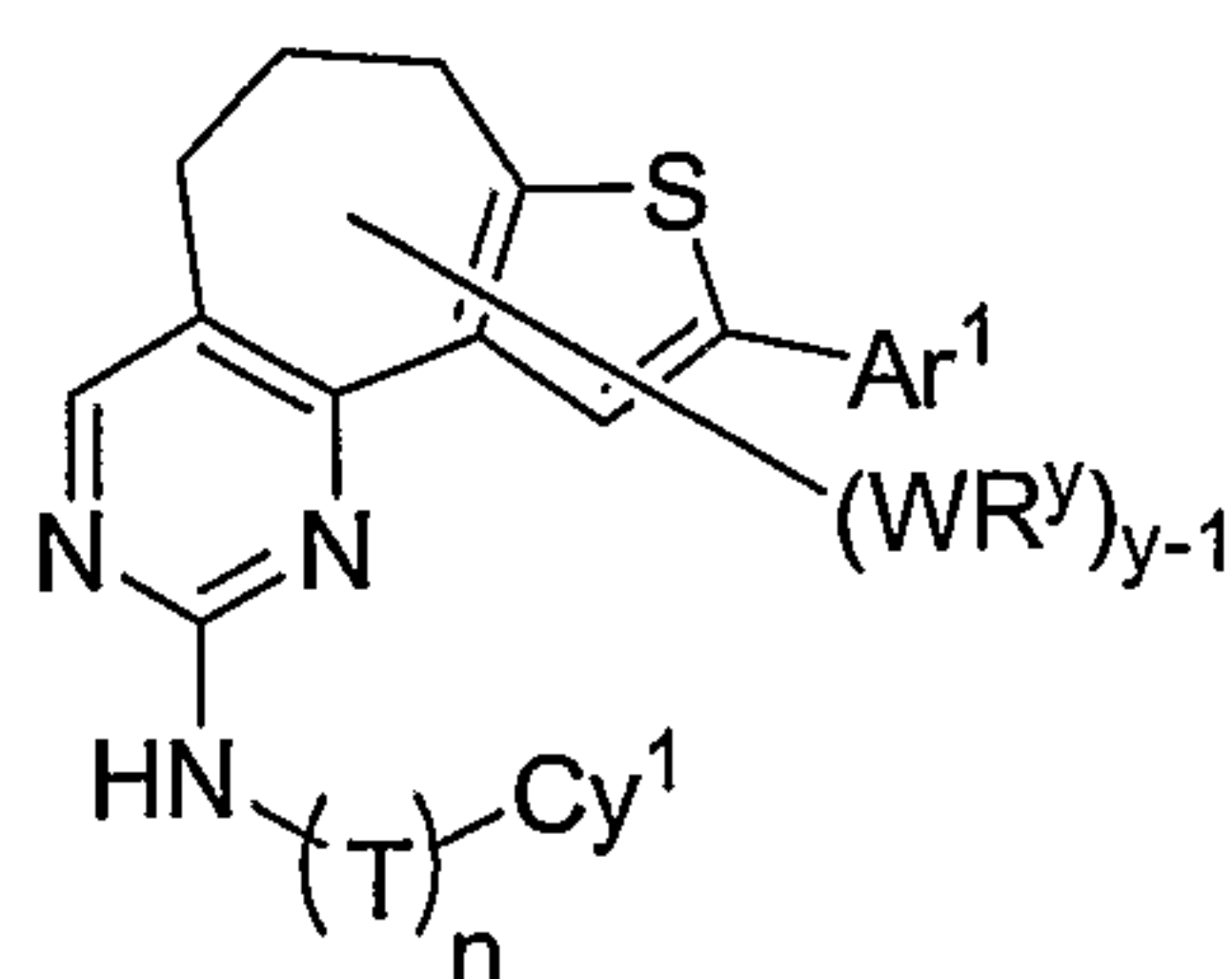
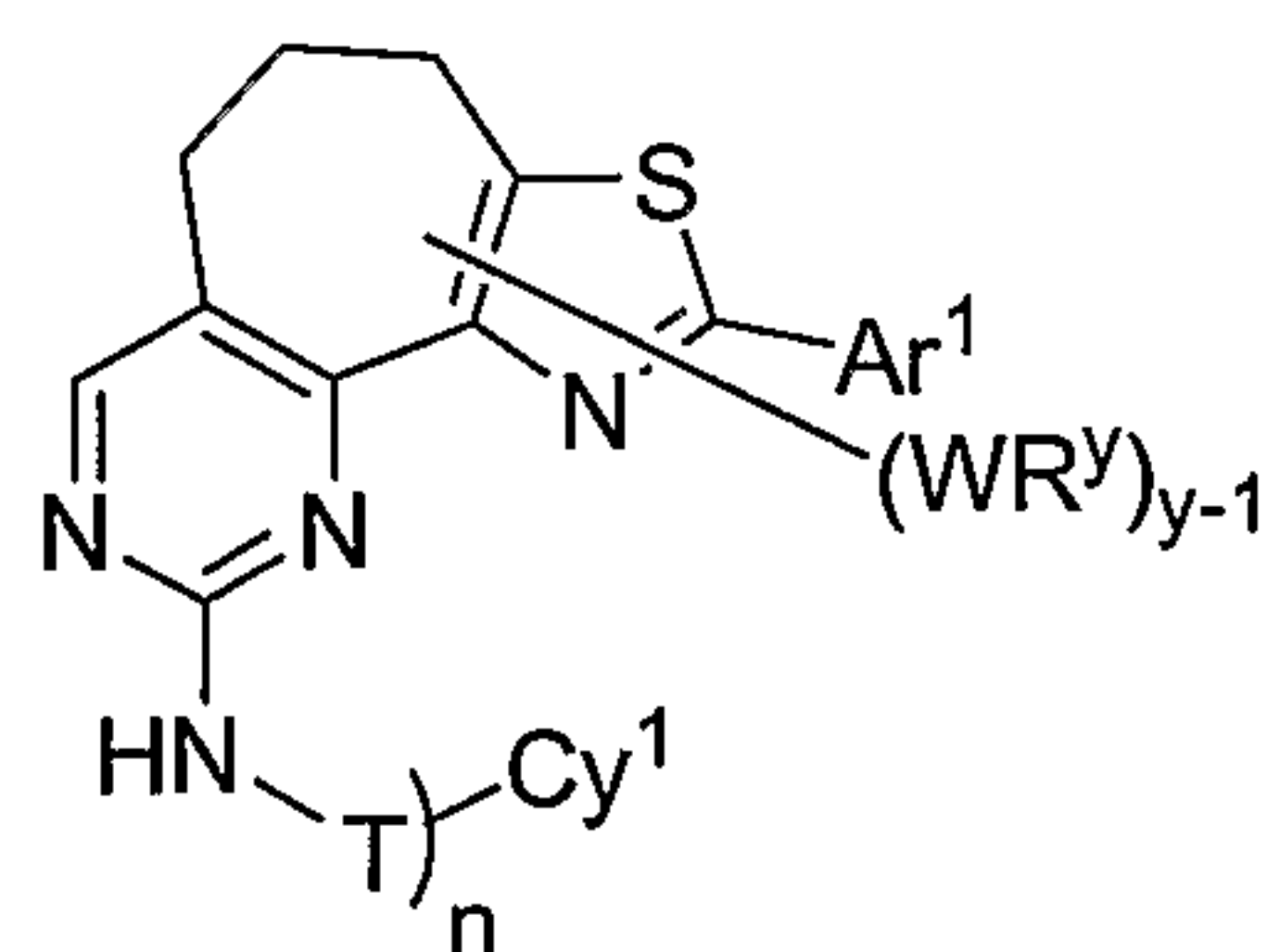
**X-E****X-F****X-G****X-H****X-I****X-J****X-K****X-L****X-M.**

64. The compound of claim 63, wherein Cy^1 is phenyl, optionally substituted with 0-3 occurrences of QR^x .

65. The compound of claim 63, wherein n is 0, or n is 1 and T is CH_2 , $-CH_2CH_2-$, $-CO-$ or $-SO_2-$; x is 0-3; and each occurrence of QR^x is independently halogen, CN , NO_2 , or an optionally substituted group selected from $C_{1-4}alkyl$, aryl, aralkyl, $-N(R')_2$, $-CH_2N(R')_2$, $-OR'$, $-CH_2OR'$, $-SR'$, $-CH_2SR'$, $-COOR'$, $-NRCOR'$, $-CON(R')_2$, $-SO_2R'$, $NR'SO_2R'$, or $-SO_2N(R')_2$.

66. The compound of claim 63, wherein y is 0-3; and each occurrence of WR^y is independently halogen, CN , NO_2 , or an optionally substituted group selected from $C_{1-4}alkyl$,

70. The compound of claim 63, wherein one occurrence of WR^y is an optionally substituted aryl or heteroaryl group, denoted by Ar^1 in formula **X-H-i** and **X-L-i** below:

**X-H-i****X-L-i.**

71. The compound of claim 70, wherein Ar^1 is a phenyl, pyridyl, pyrimidinyl, thiophenyl, or furanyl group optionally substituted with one or more occurrences of $-\text{VR}^V$; wherein V is a bond or is a C_1 - C_6 alkylidene chain wherein up to two non-adjacent methylene units of V are independently optionally replaced by CO , CO_2 , COCO , CONR , OCONR , NRNR , NRNRCO , NRCO , NRCO_2 , NRCONR , SO , SO_2 , NRSO_2 , SO_2NR , NRSO_2NR , O , S , or NR ; and each occurrence of R^V is independently selected from R' , halogen, NO_2 , or CN , or $-\text{QR}^X$ is $=\text{O}$, $=\text{S}$, or $=\text{NR}'$.

72. The compound of claim 63, wherein n is 0, or n is 1 and T is CH_2 , $-\text{CH}_2\text{CH}_2-$, $-\text{CO}-$ or $-\text{SO}_2$.

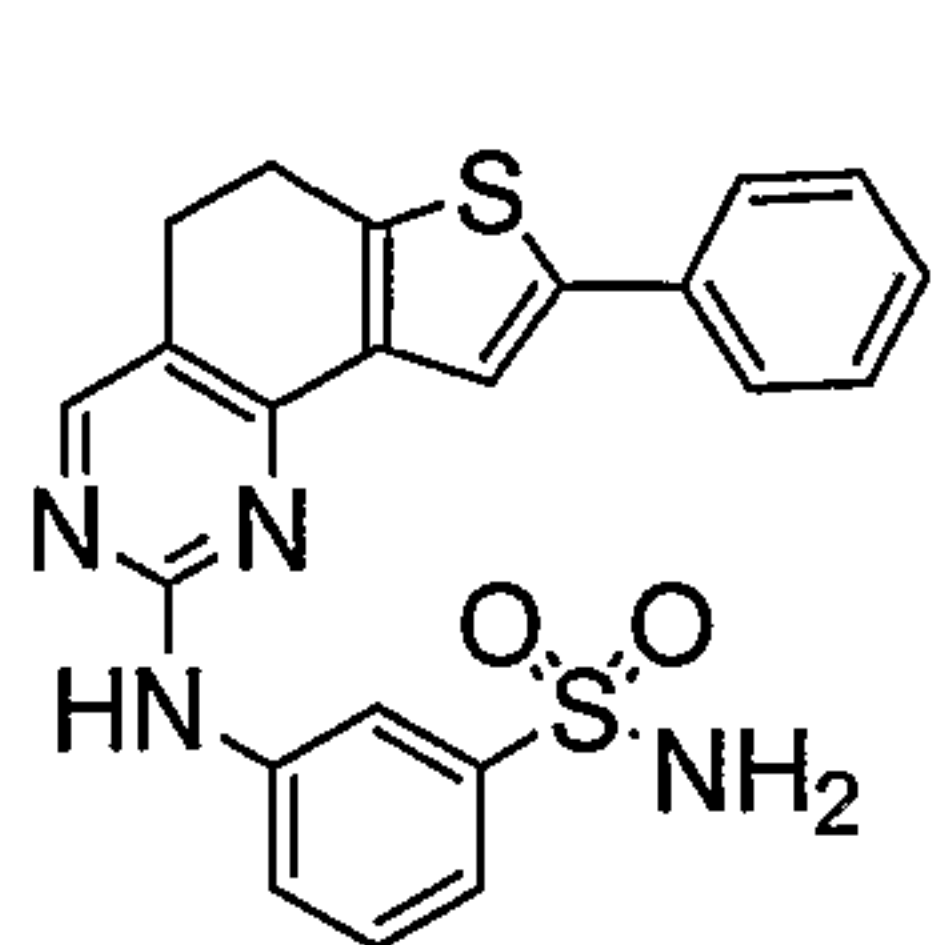
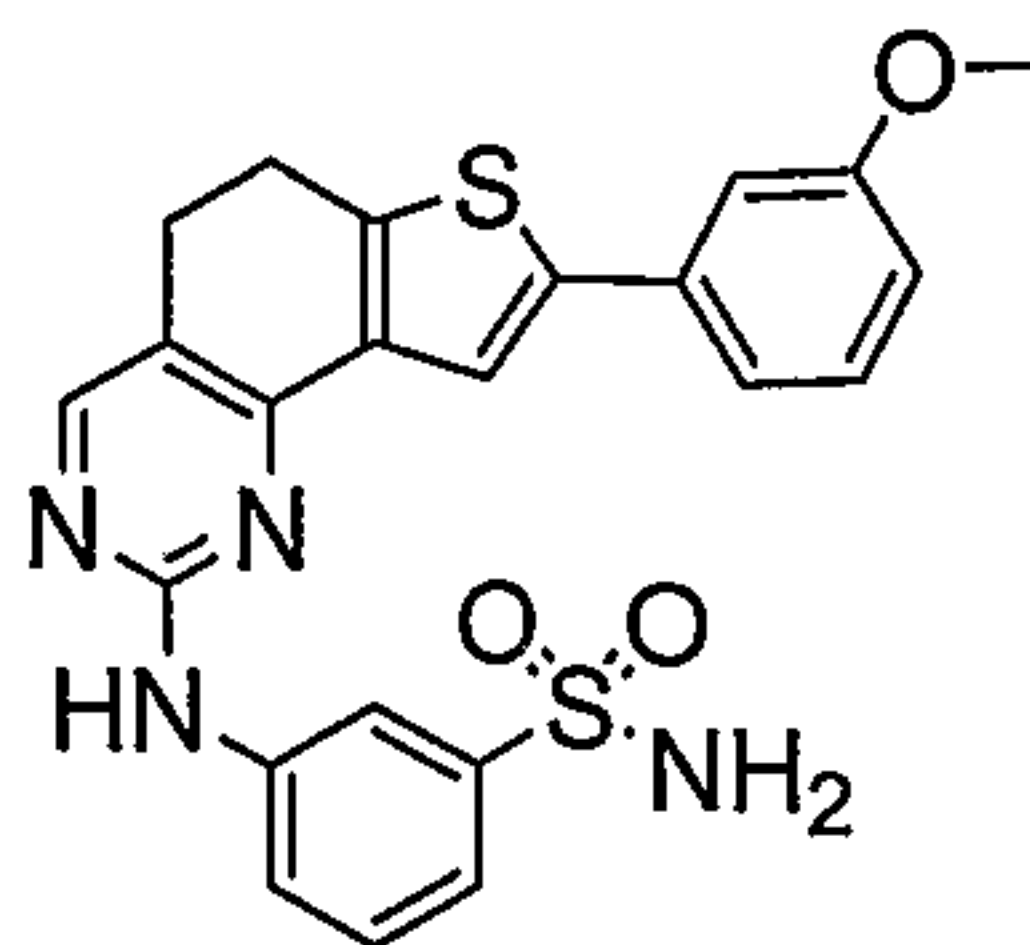
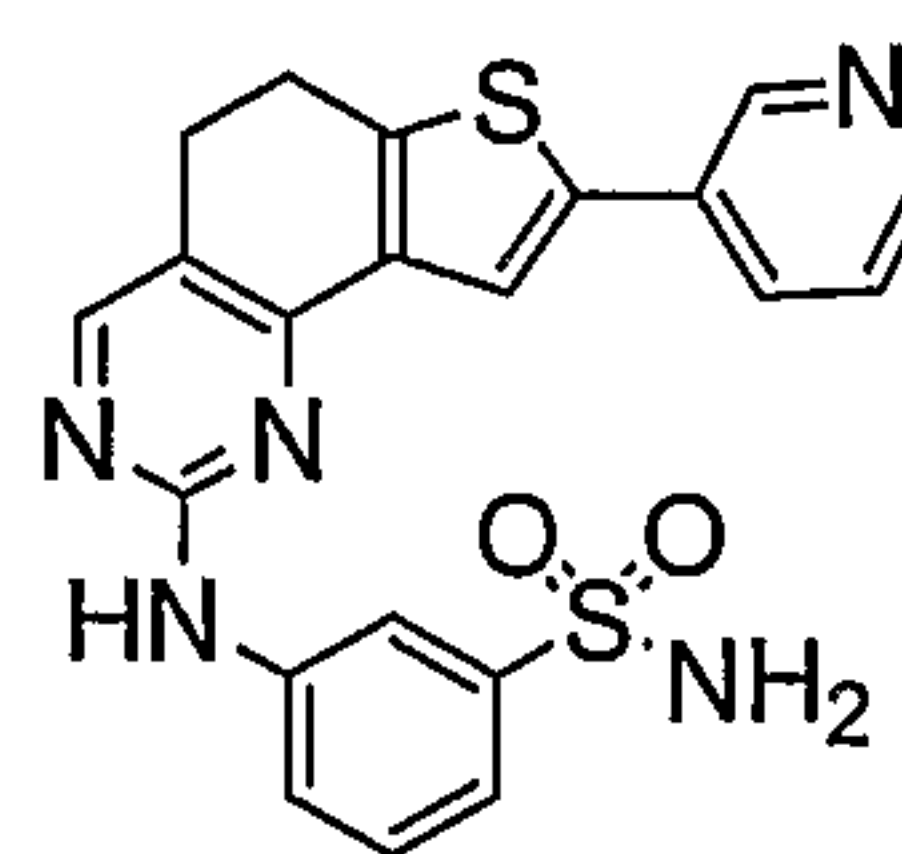
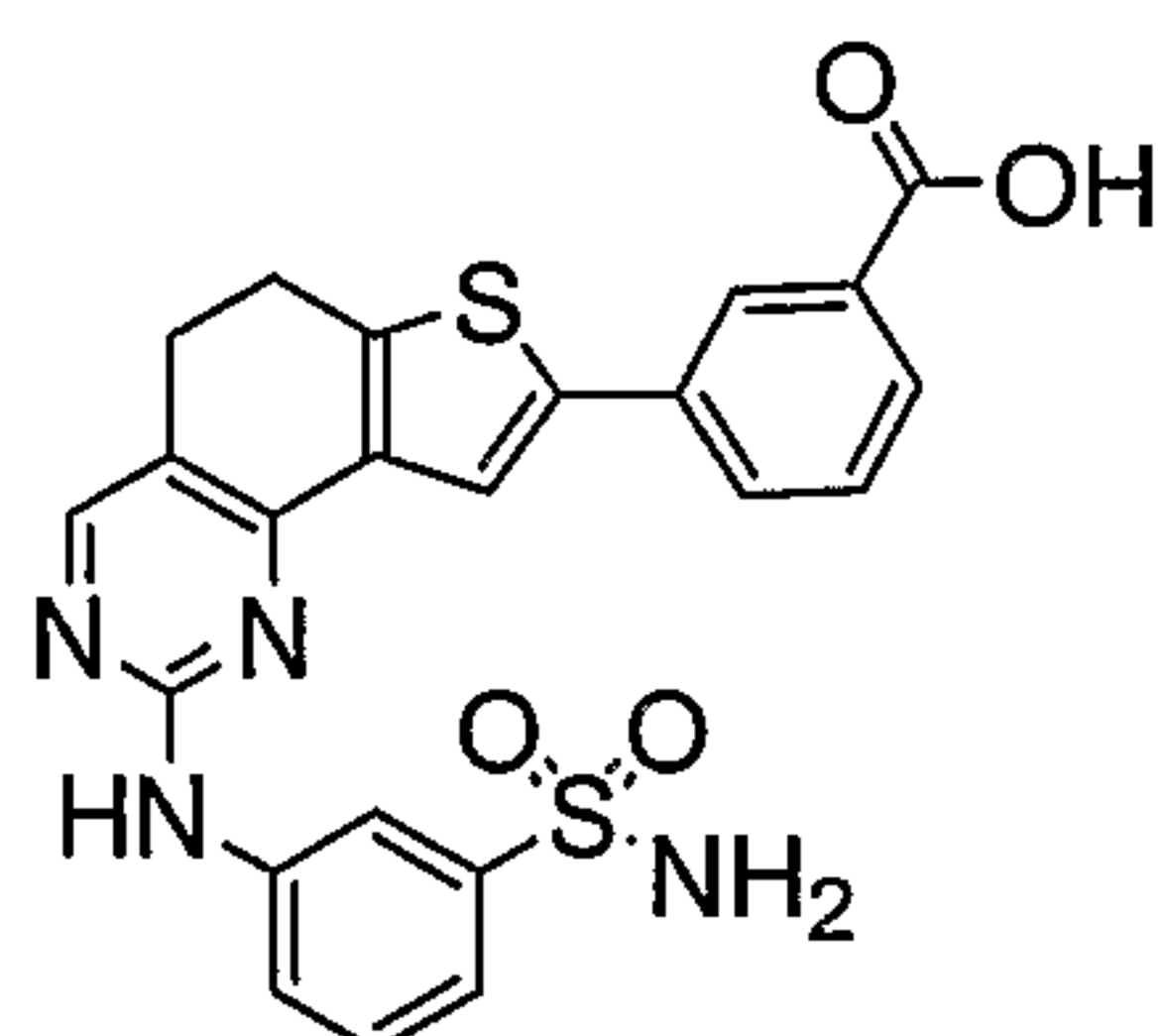
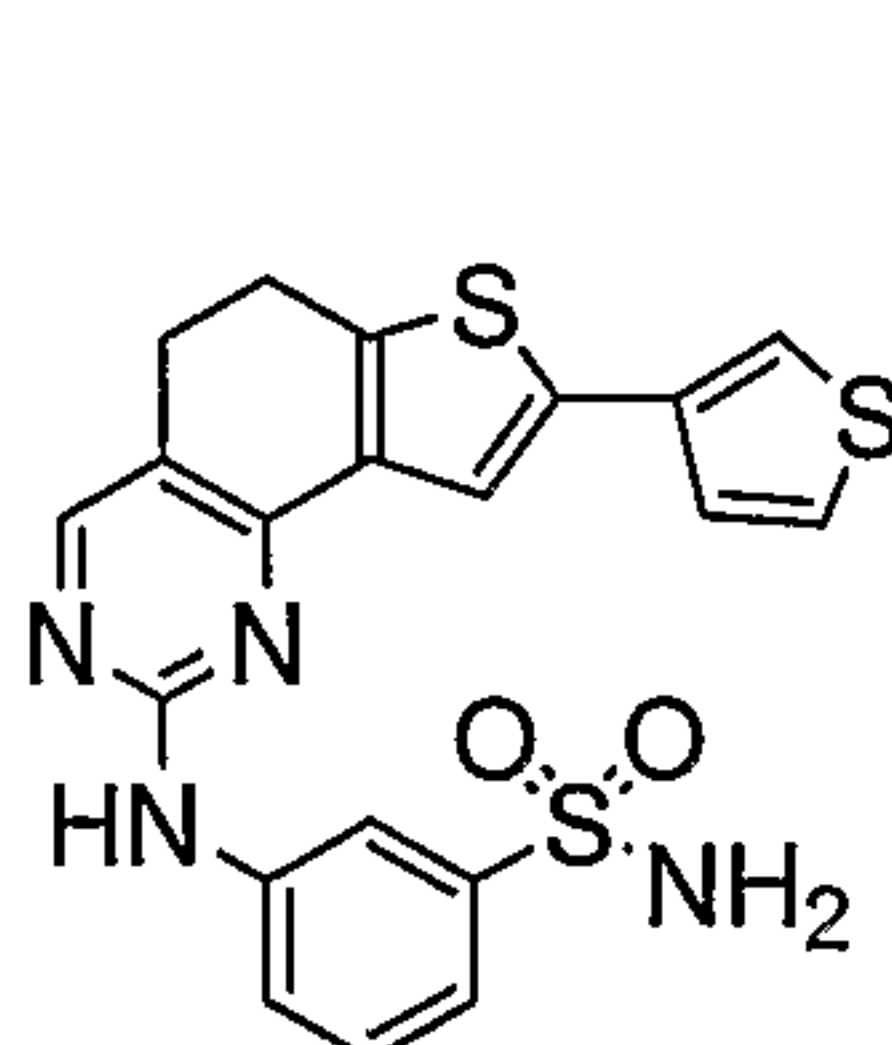
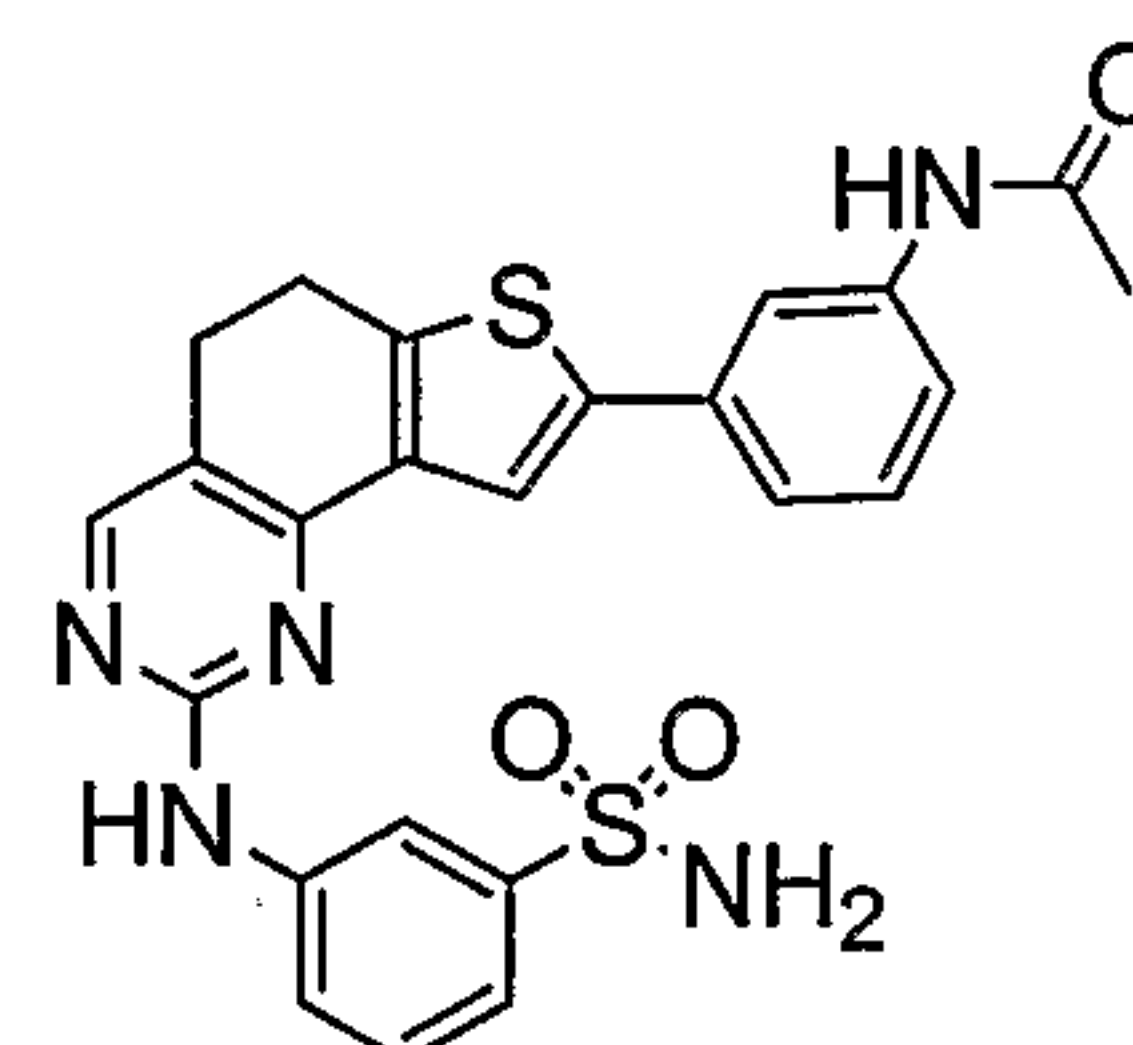
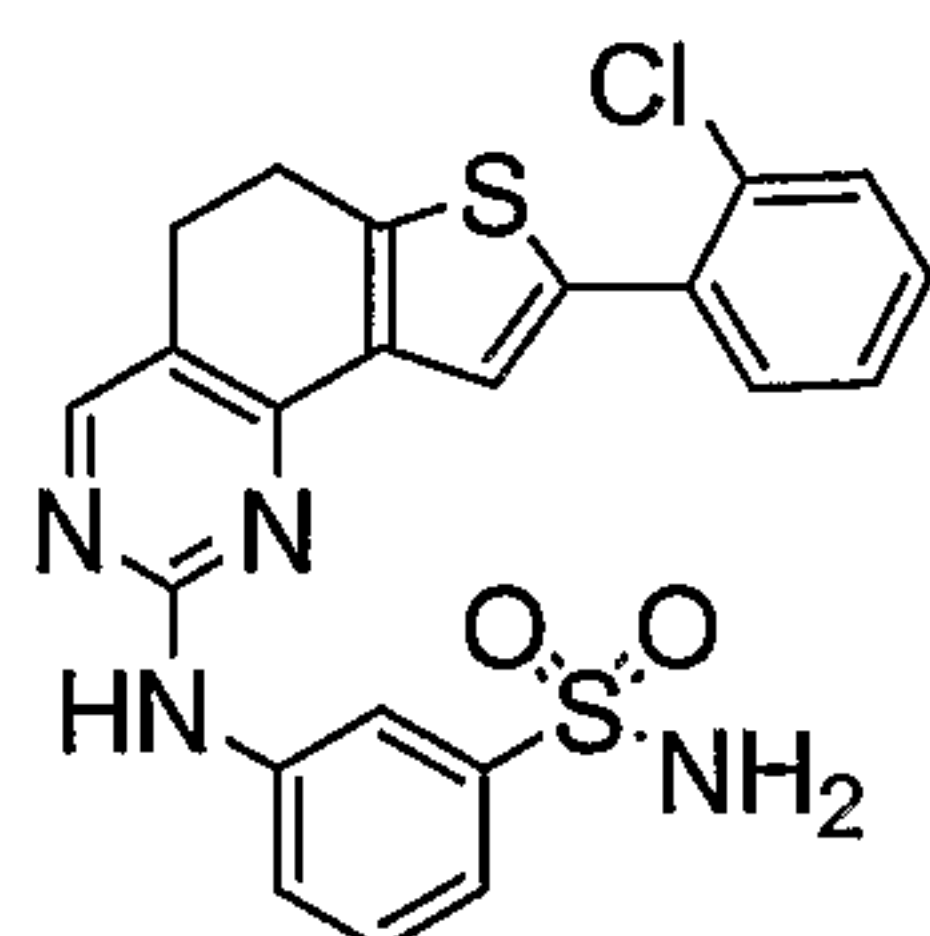
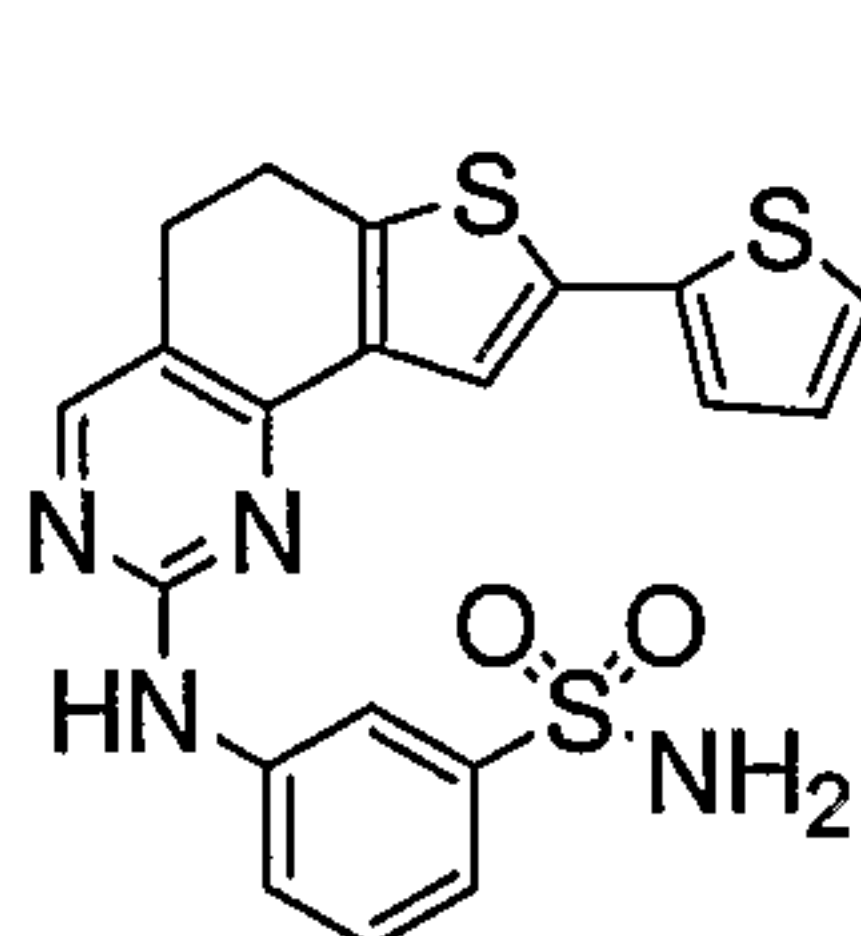
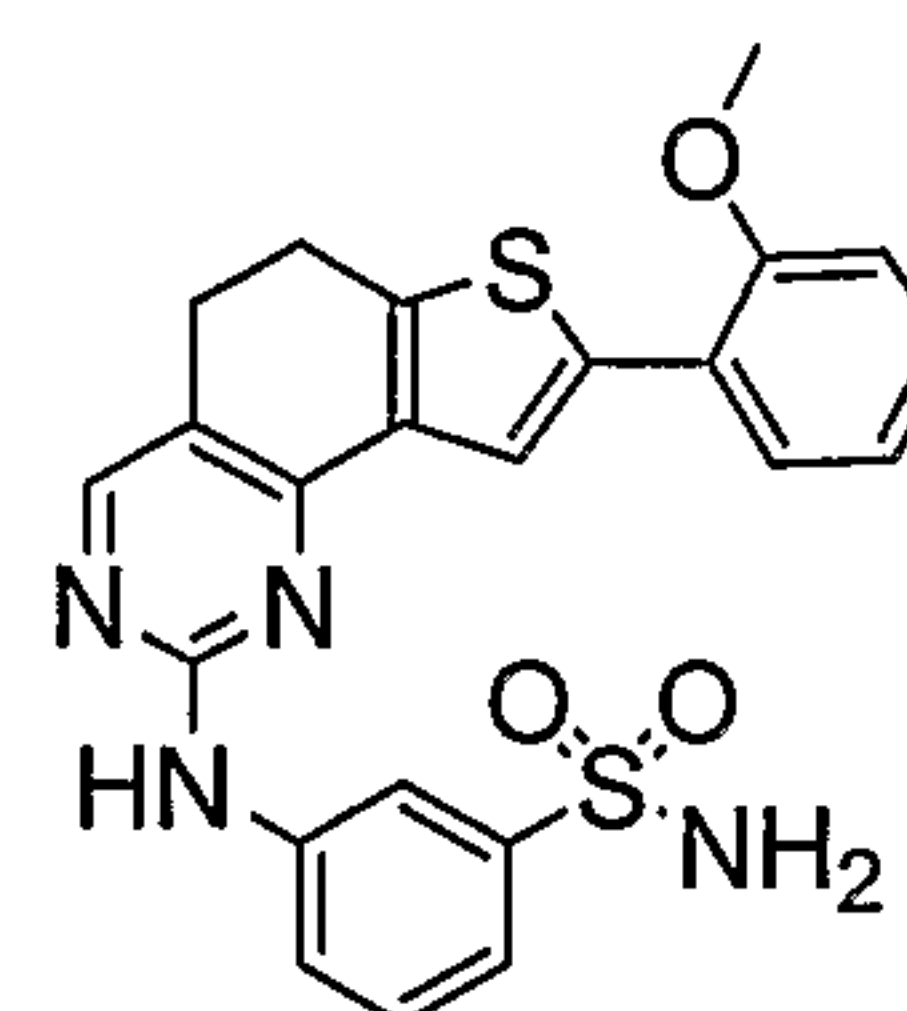
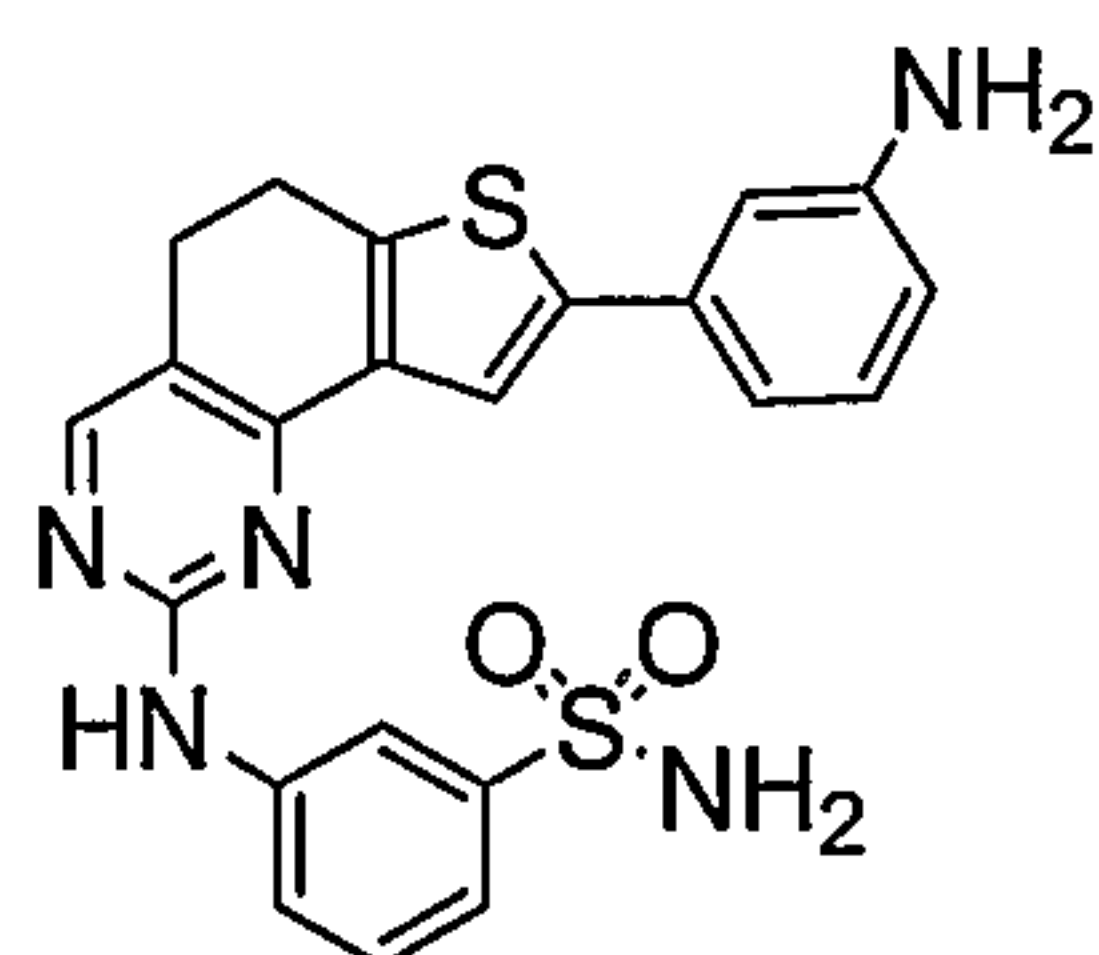
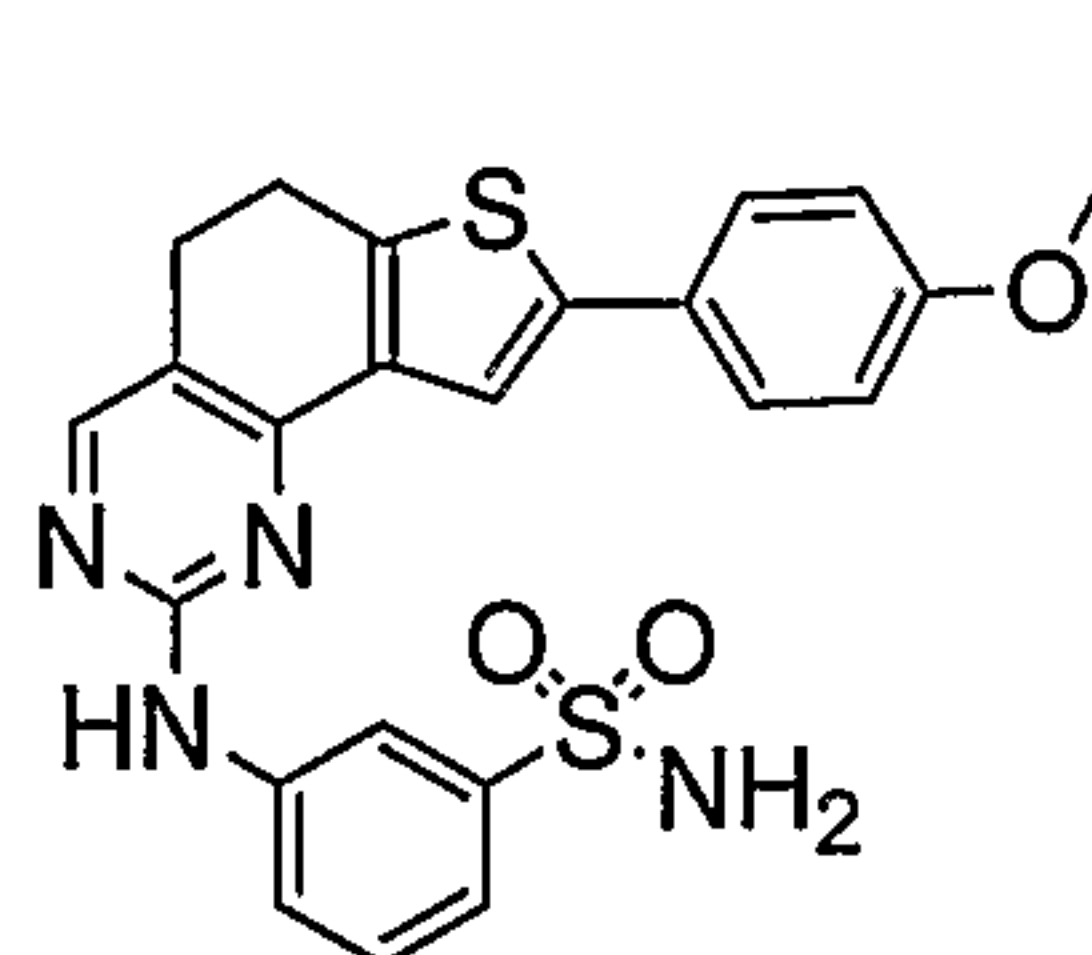
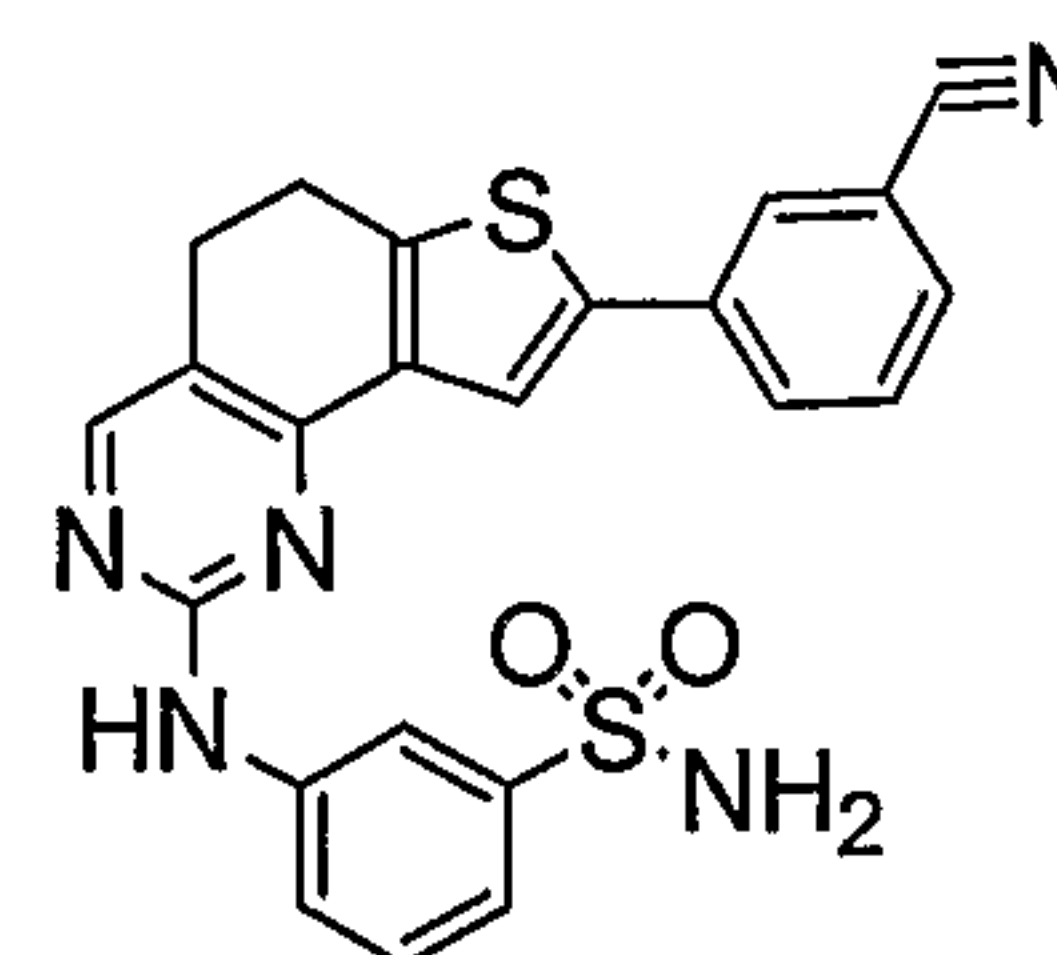
73. The compound of claim 63, wherein n is 0, or n is 1 and T is CH_2 , $-\text{CH}_2\text{CH}_2-$, $-\text{CO}-$ or $-\text{SO}_2-$; x is 0-3; and each occurrence of QR^X is independently halogen, CN , NO_2 , or an optionally substituted group selected from $\text{C}_{1-4}\text{alkyl}$, aryl, aralkyl, $-\text{N}(\text{R}')_2$, $-\text{CH}_2\text{N}(\text{R}')_2$, $-\text{OR}'$, $-\text{CH}_2\text{OR}'$, $-\text{SR}'$, $-\text{CH}_2\text{SR}'$, $-\text{COOR}'$, $-\text{NRCOR}'$, $-\text{CON}(\text{R}')_2$, $-\text{SO}_2\text{R}'$, $\text{NR}'\text{SO}_2\text{R}'$, or $-\text{SO}_2\text{N}(\text{R}')_2$.

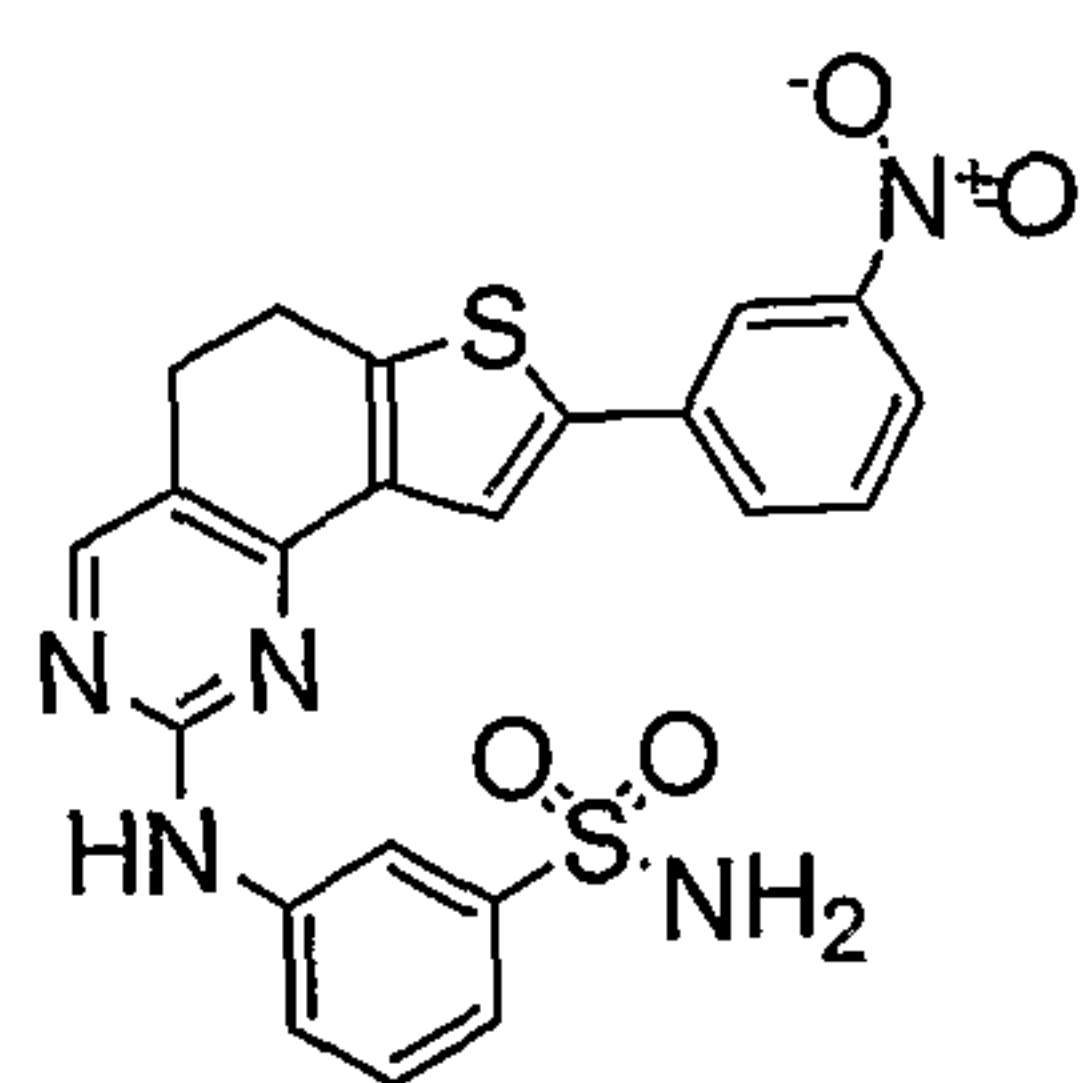
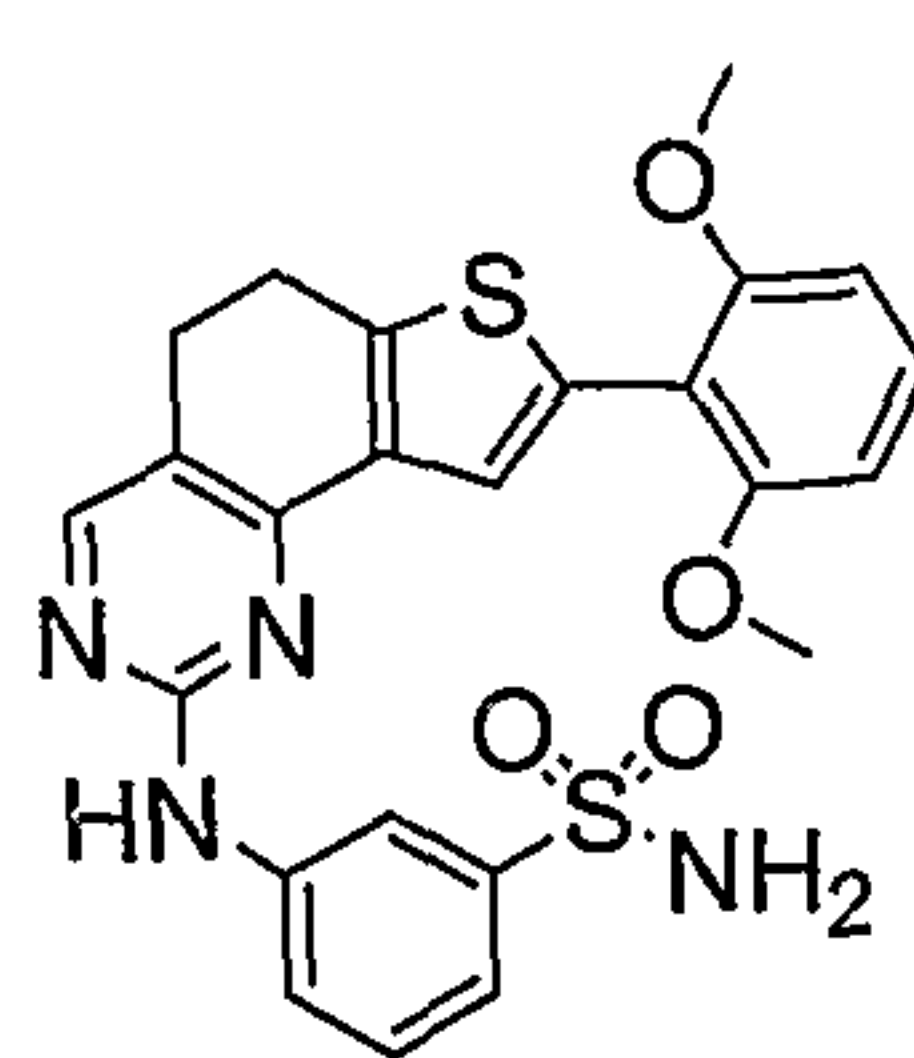
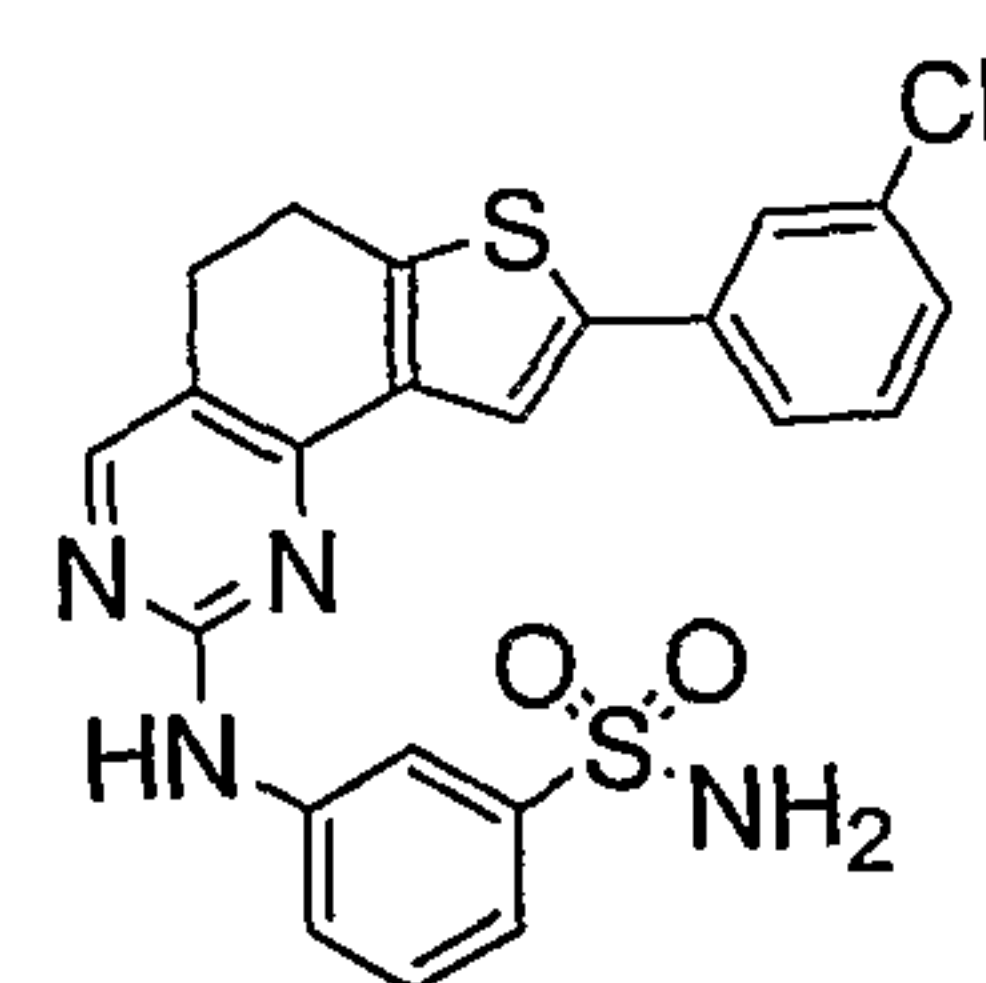
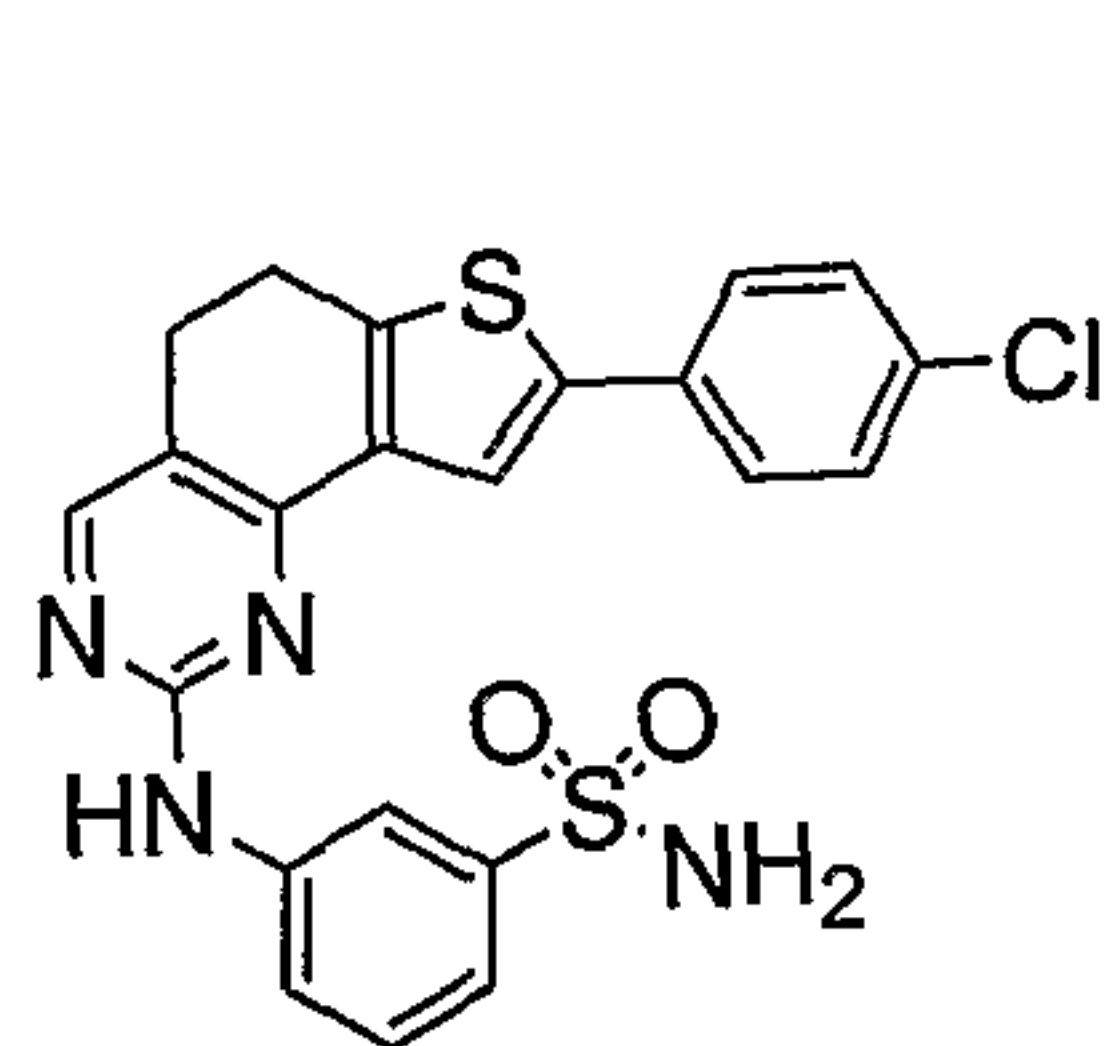
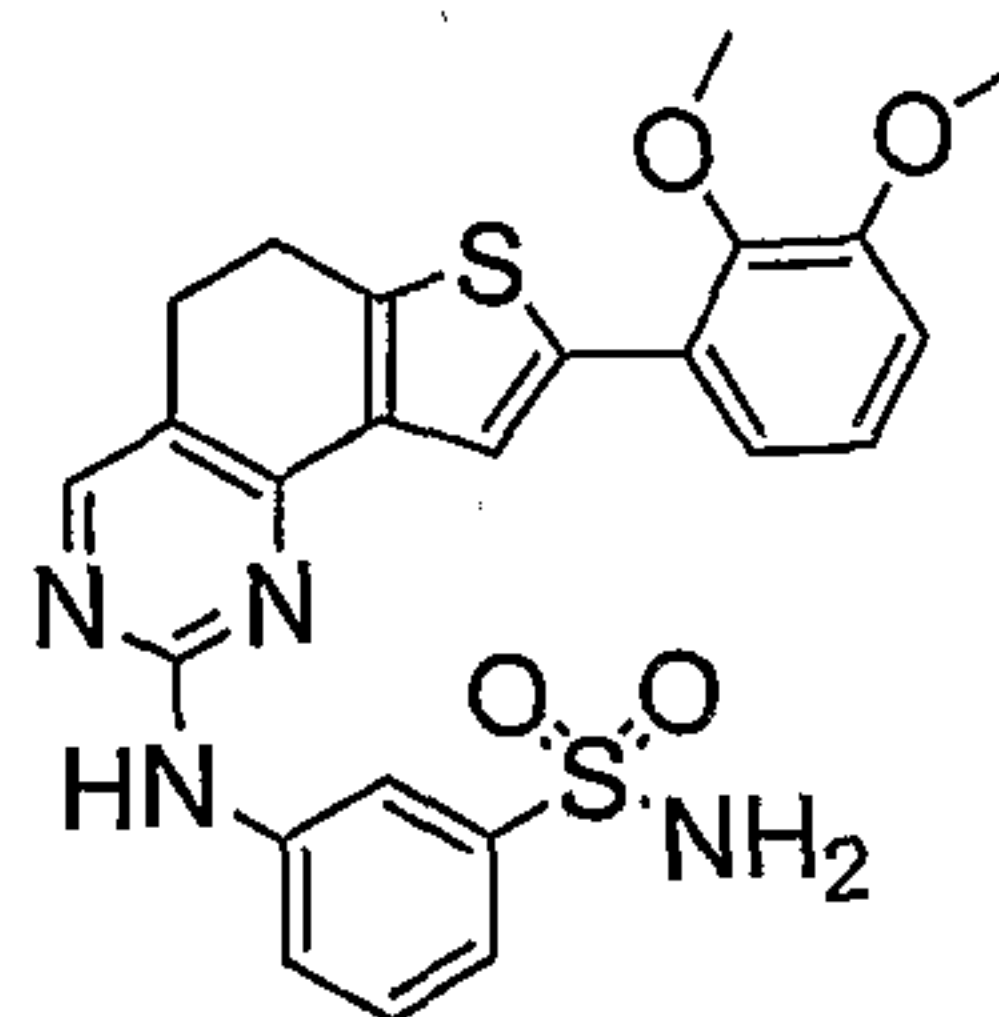
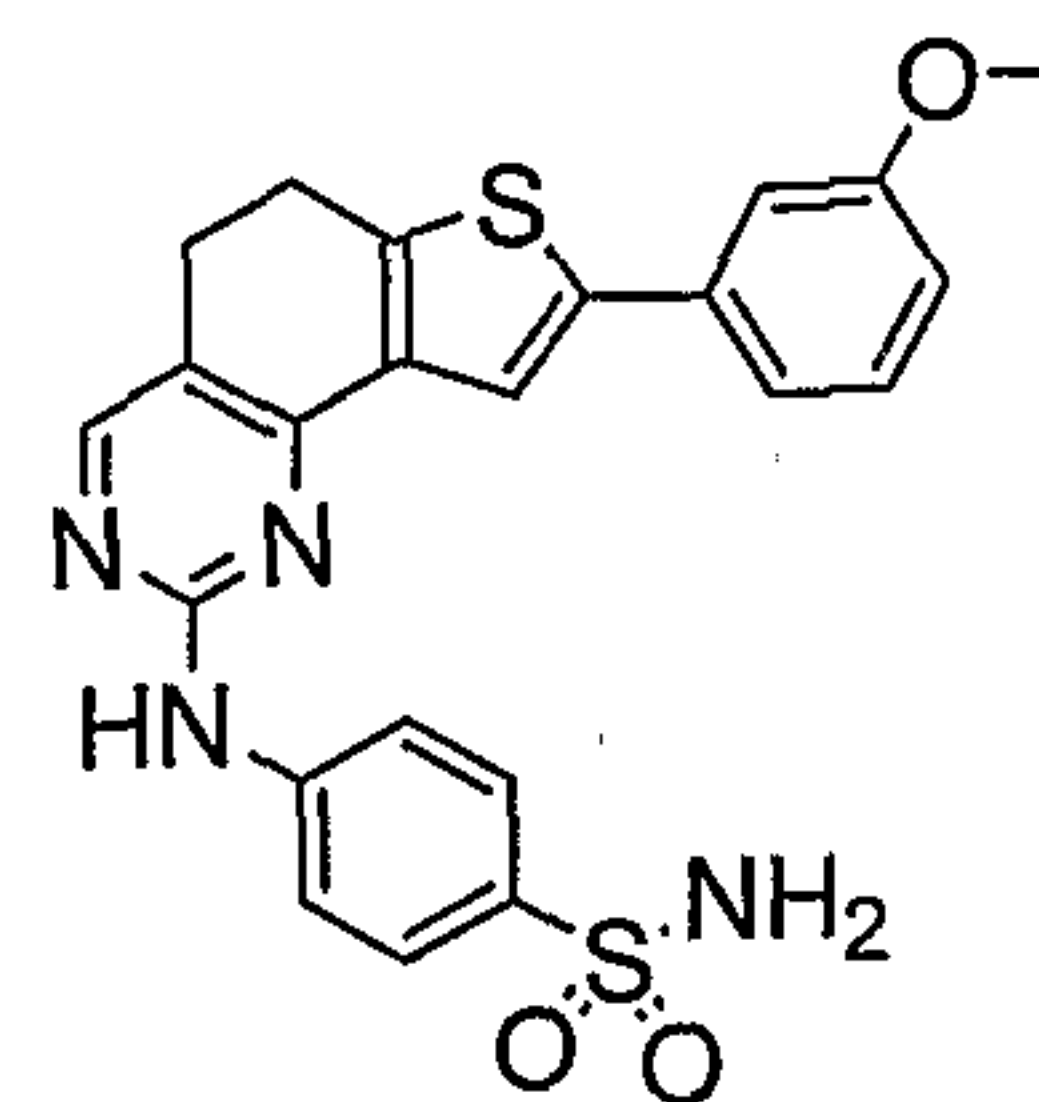
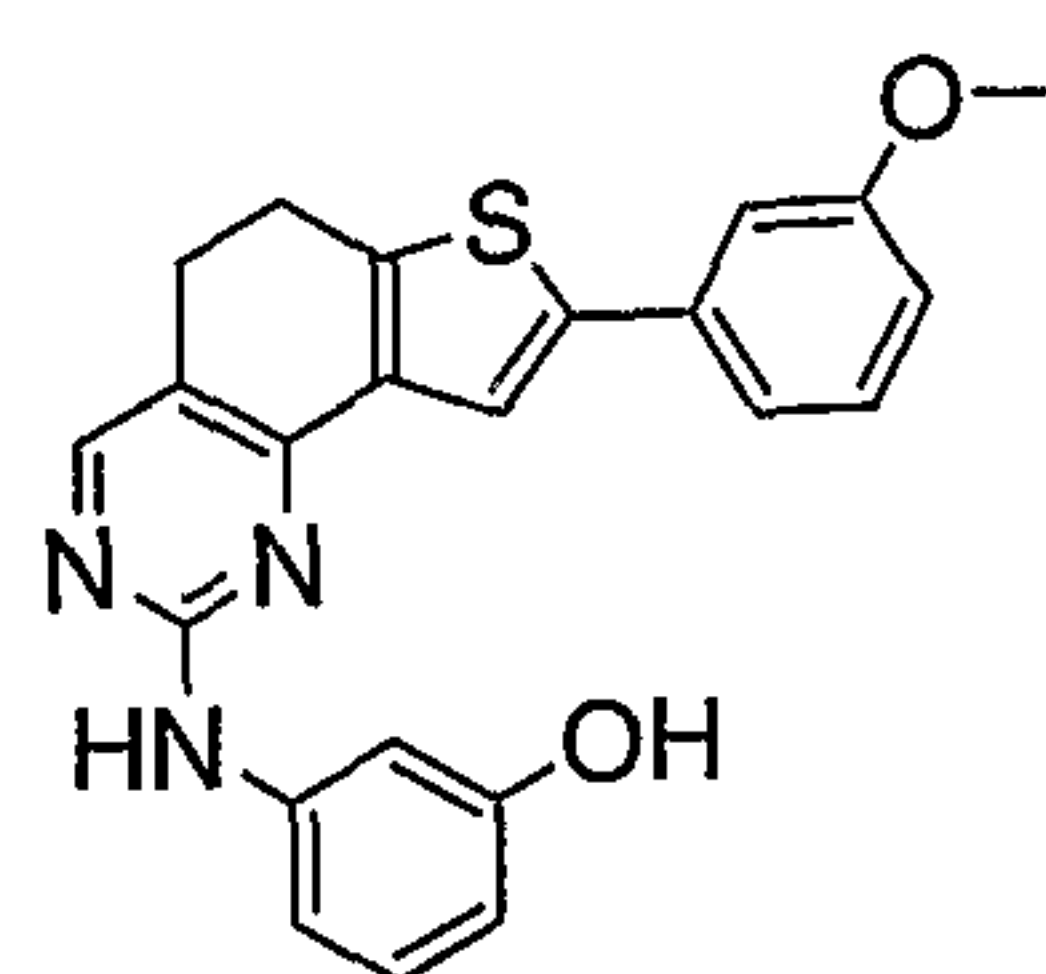
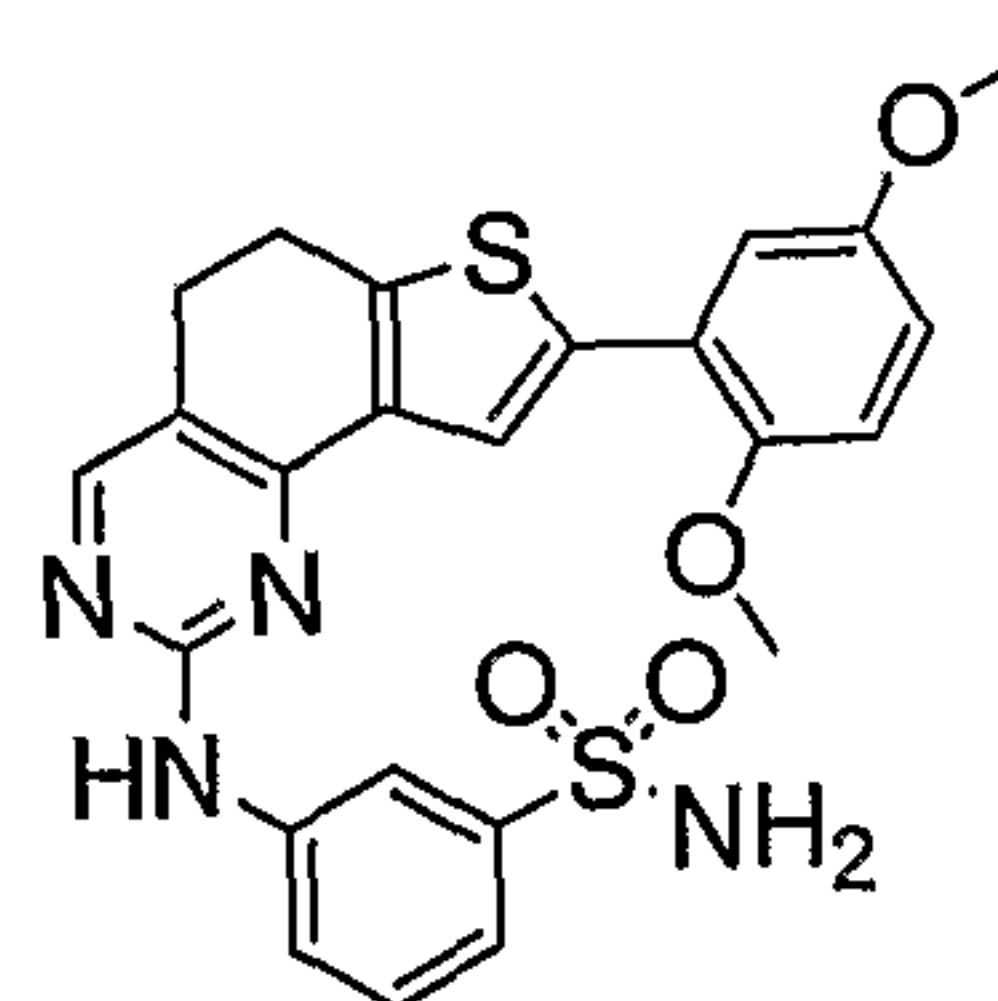
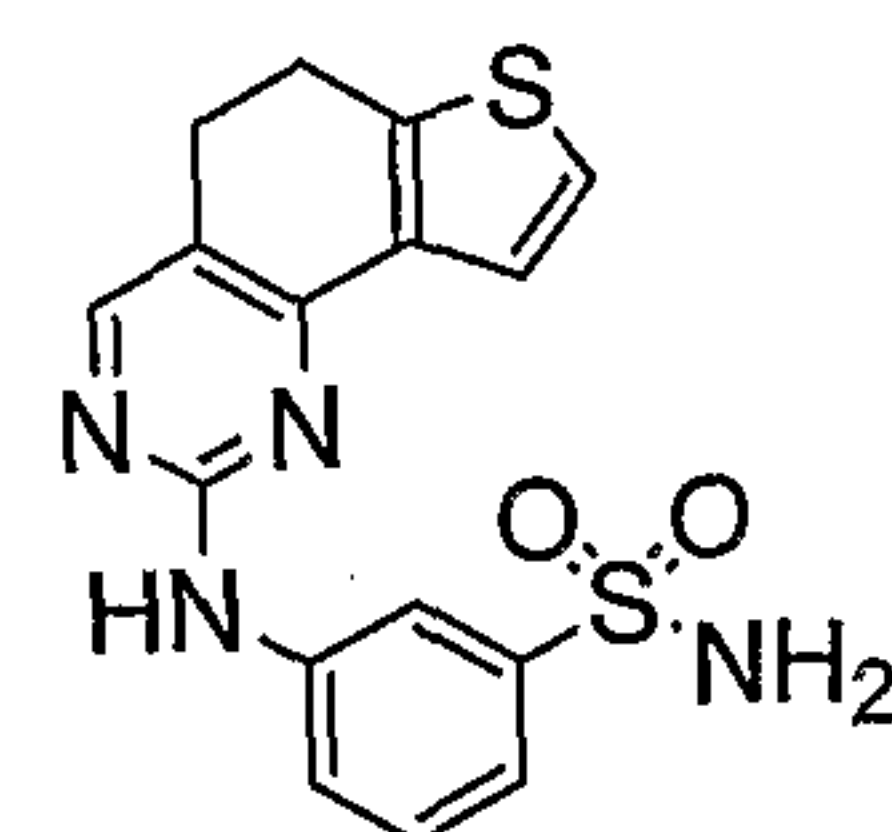
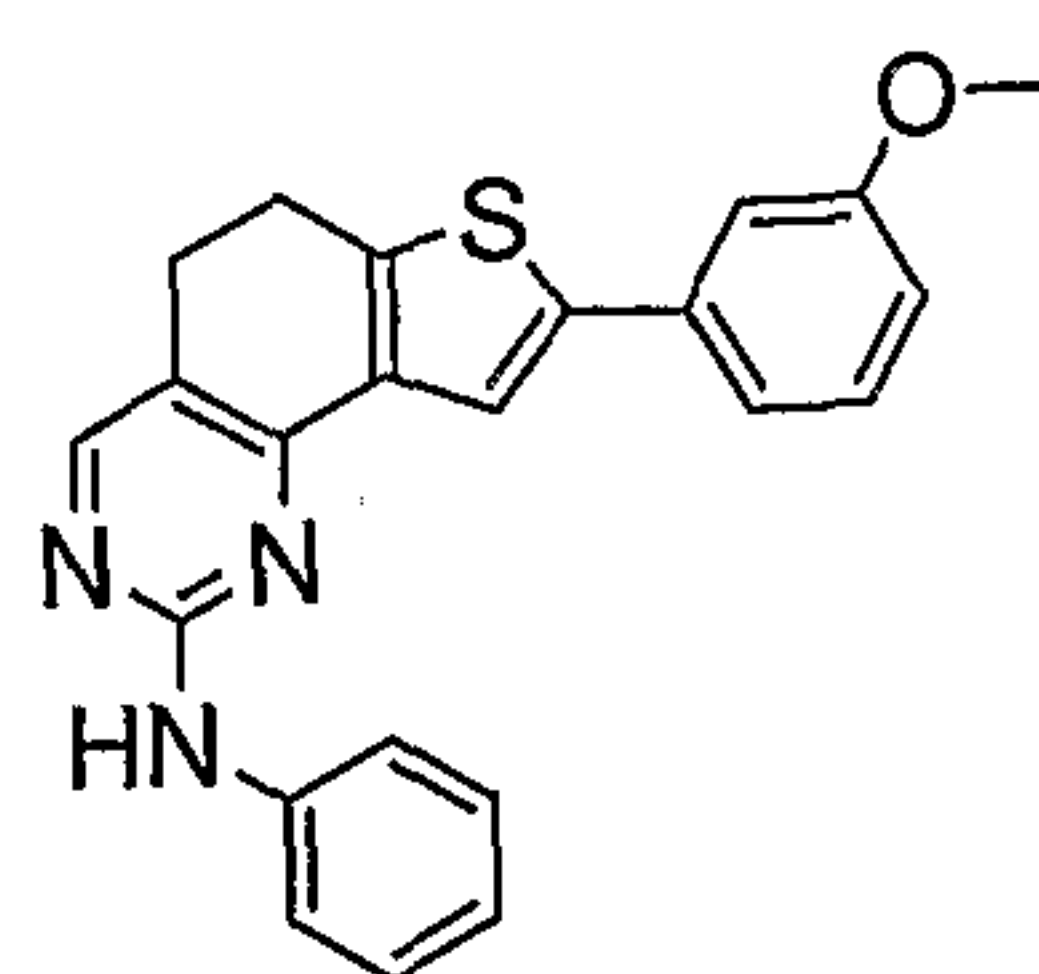
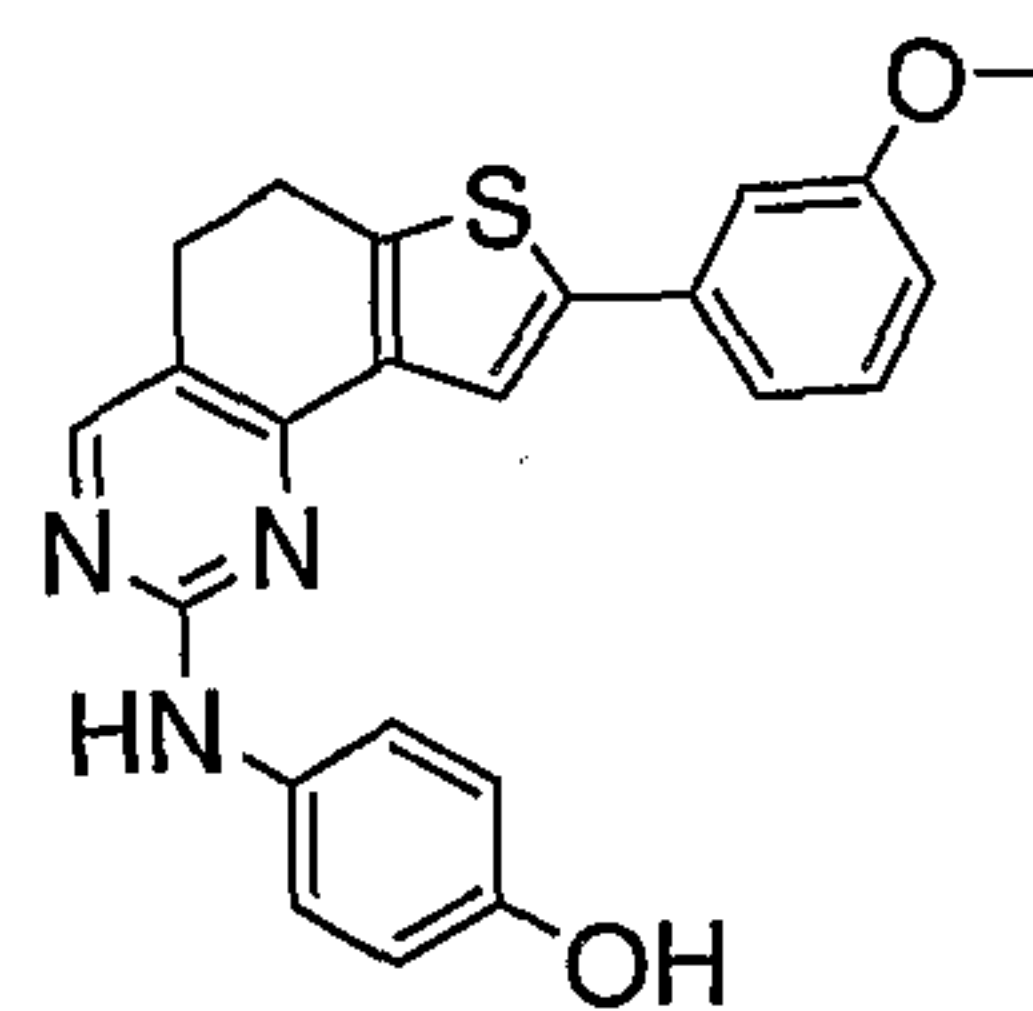
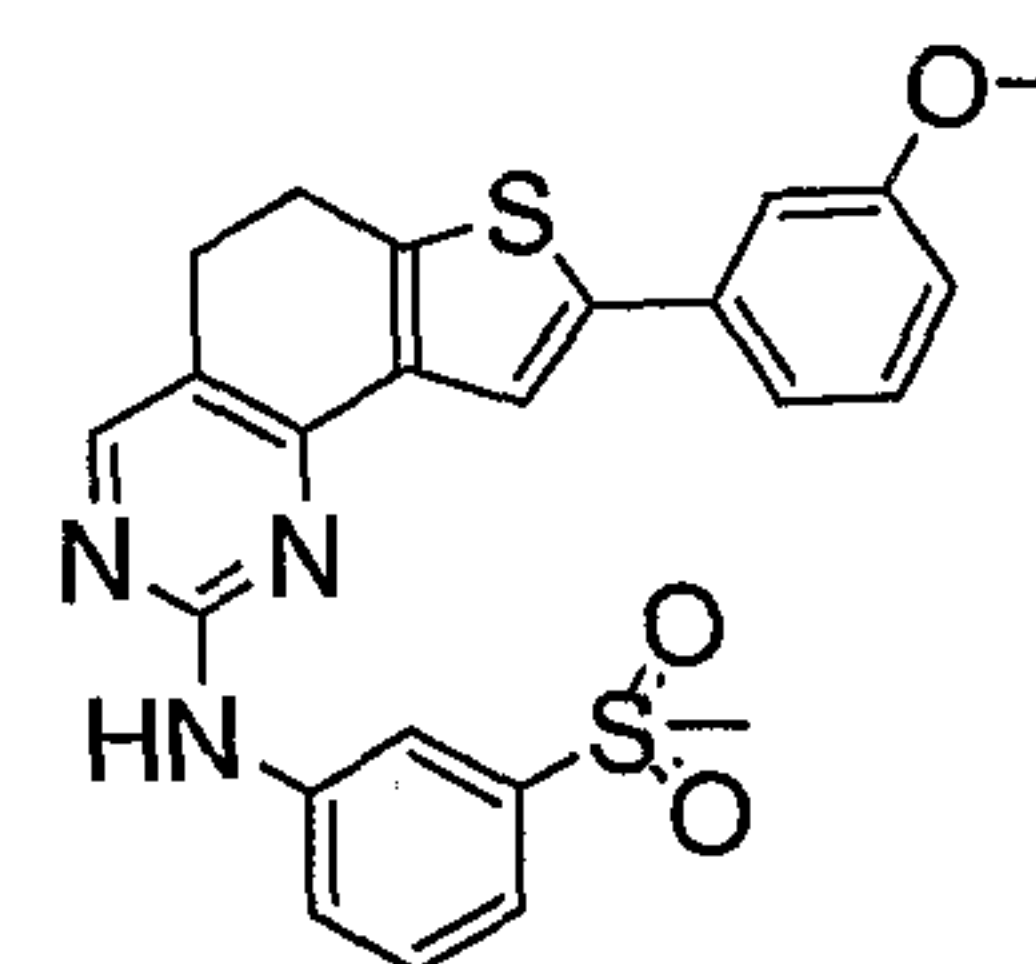
74. The compound of any one of claims 1, 2 3-17, 31, 32, 34, 39-41, or 49, wherein X is $-\text{CH}=\text{CH}-$.

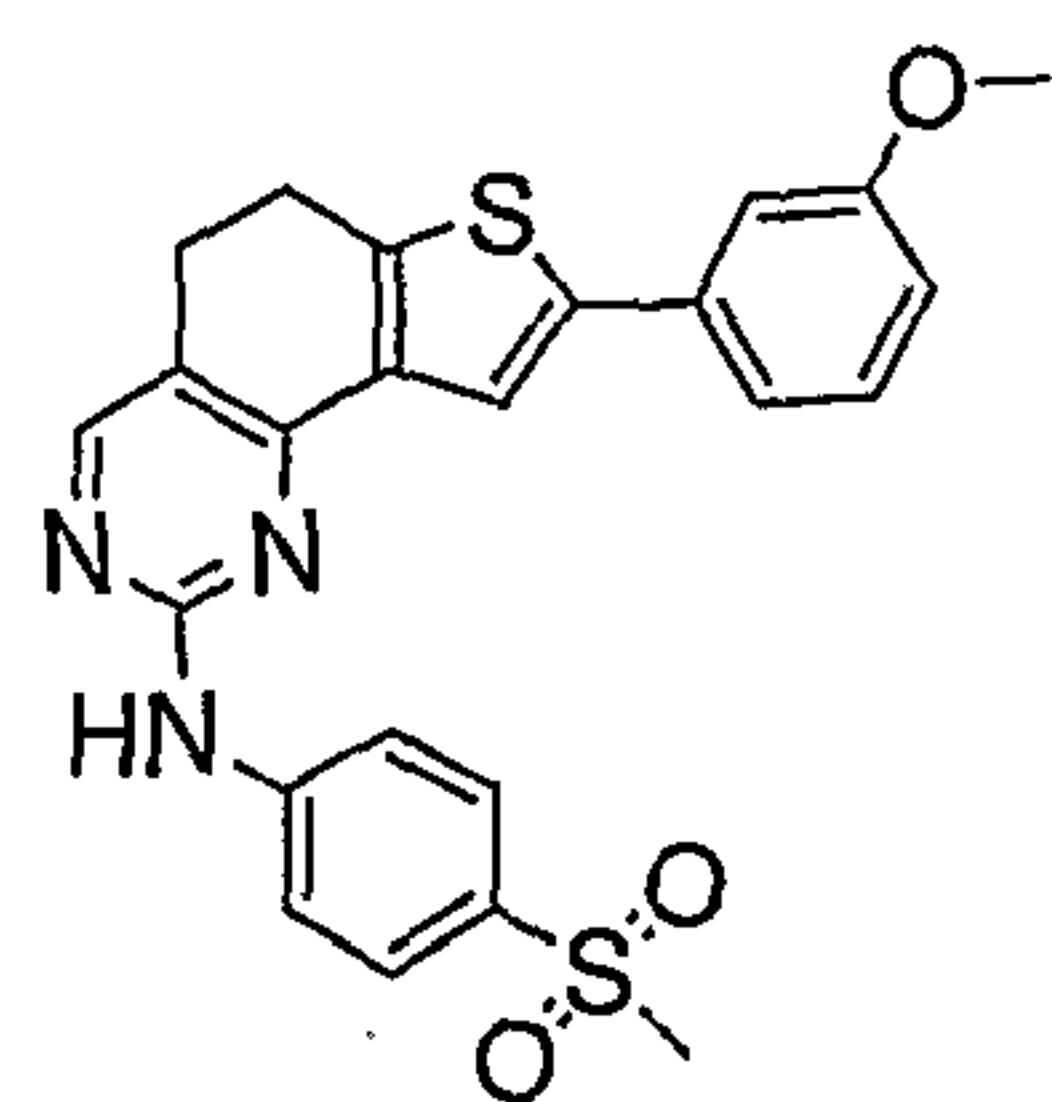
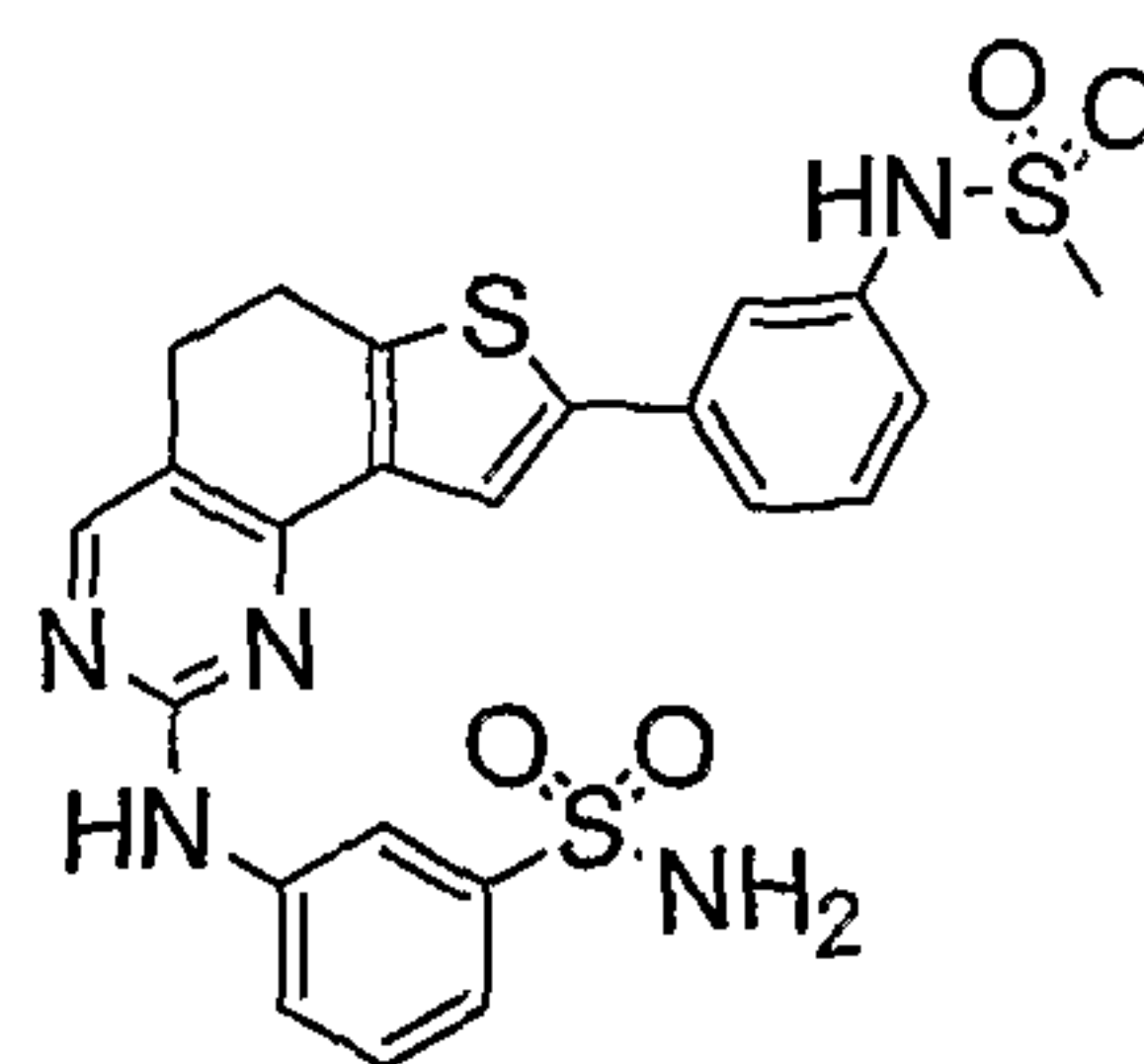
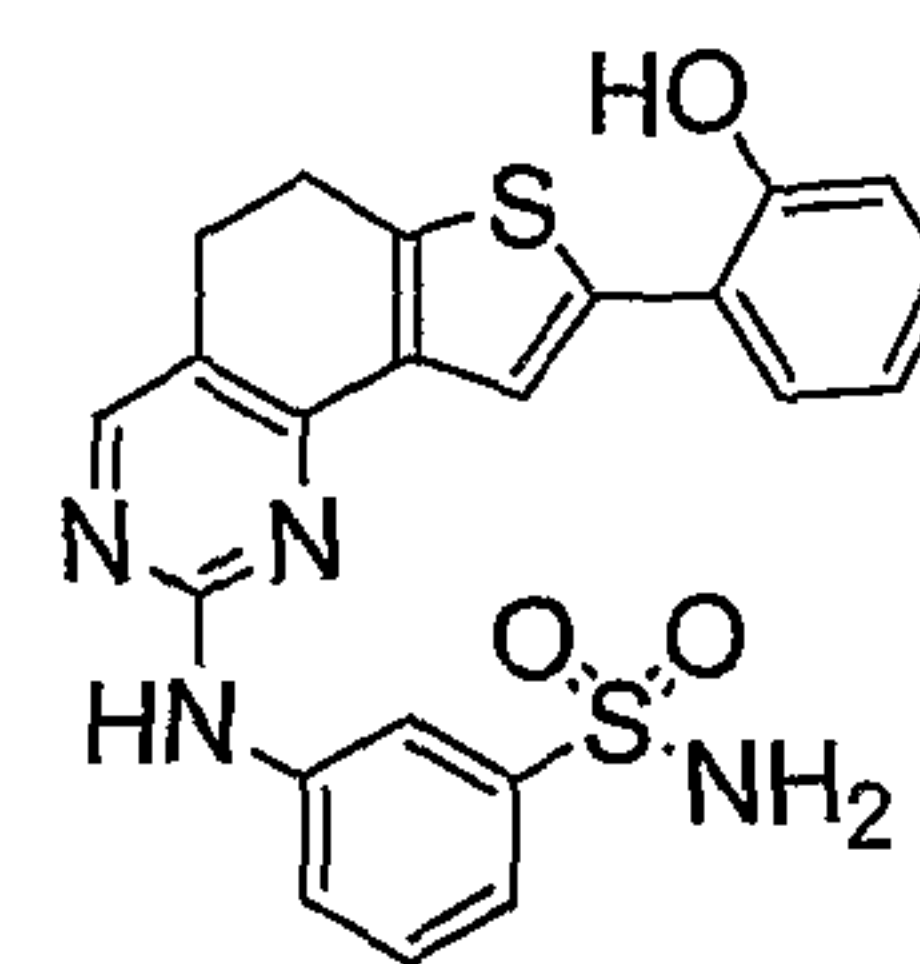
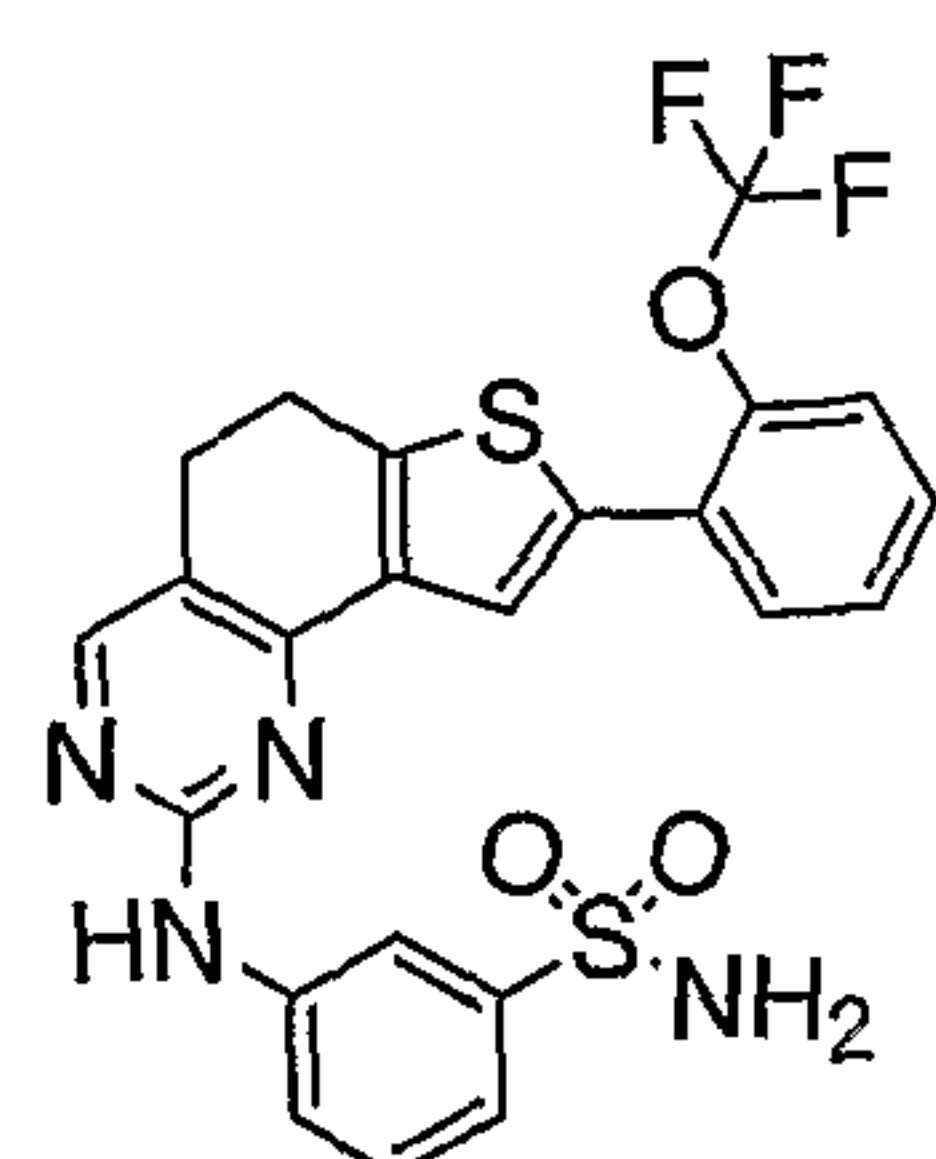
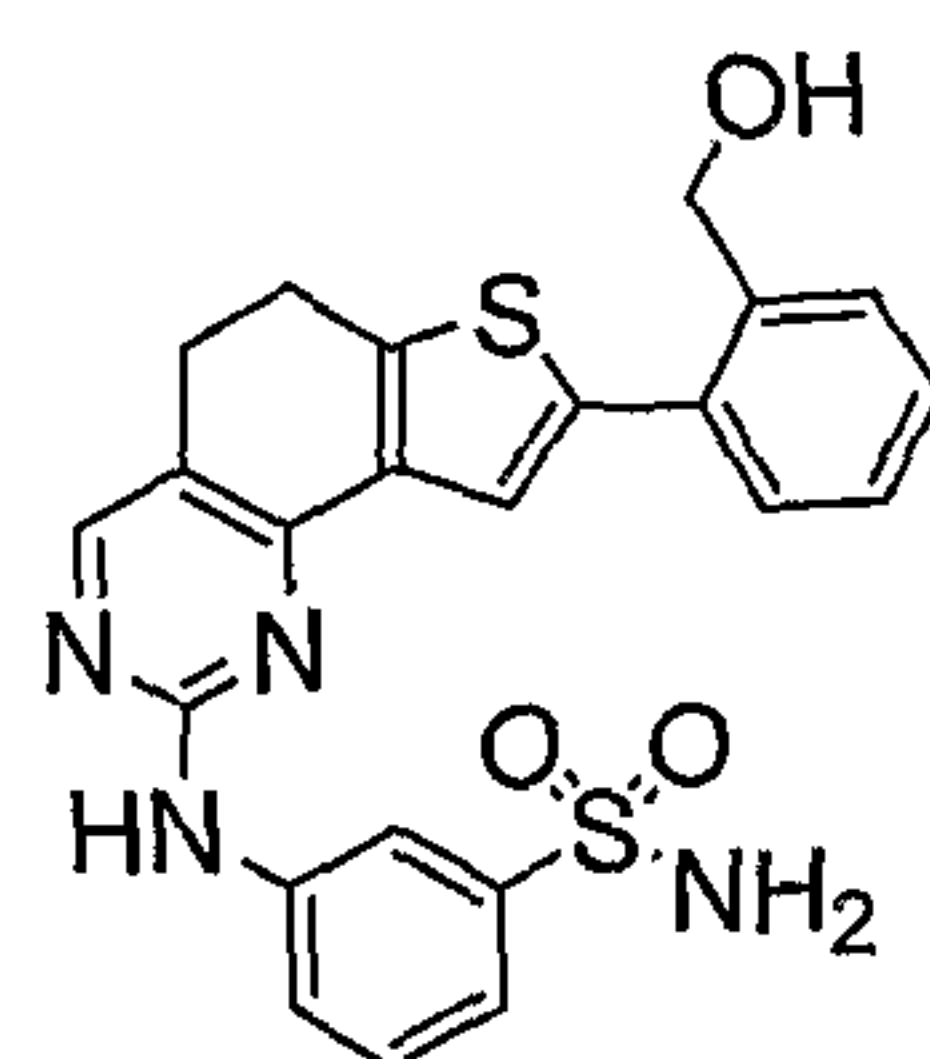
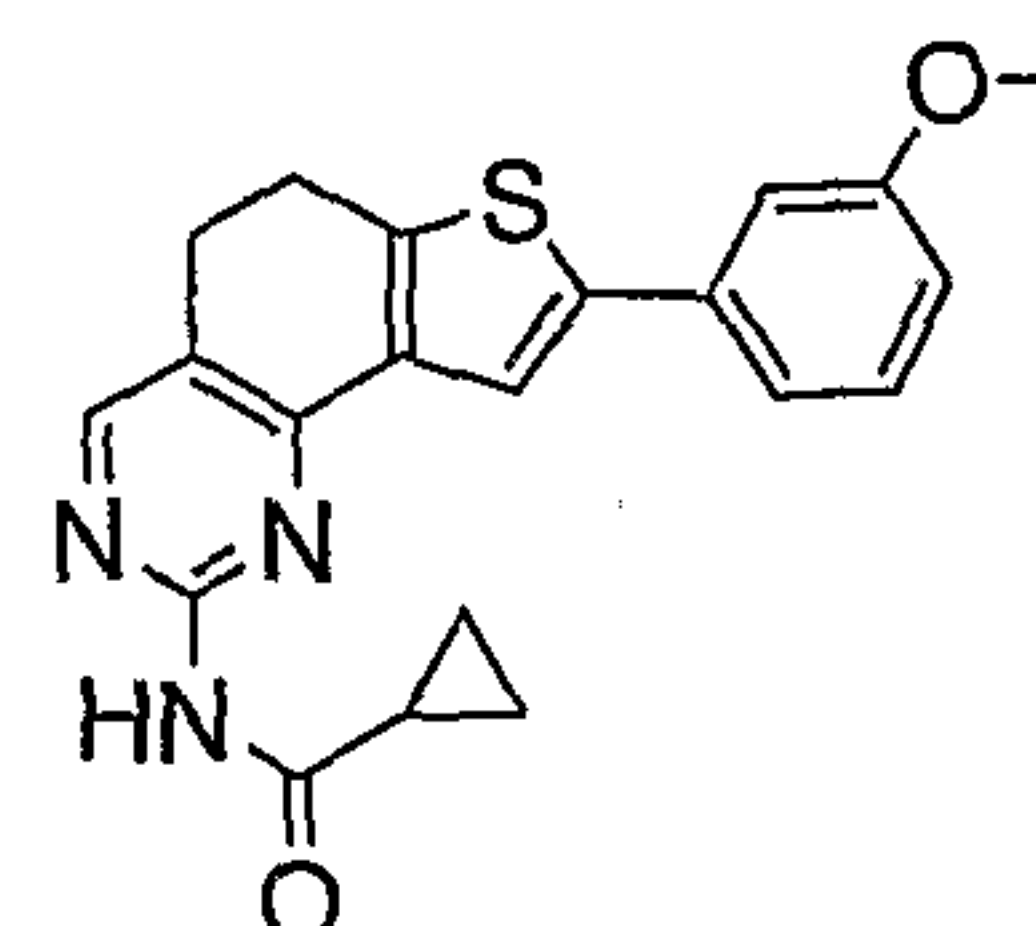
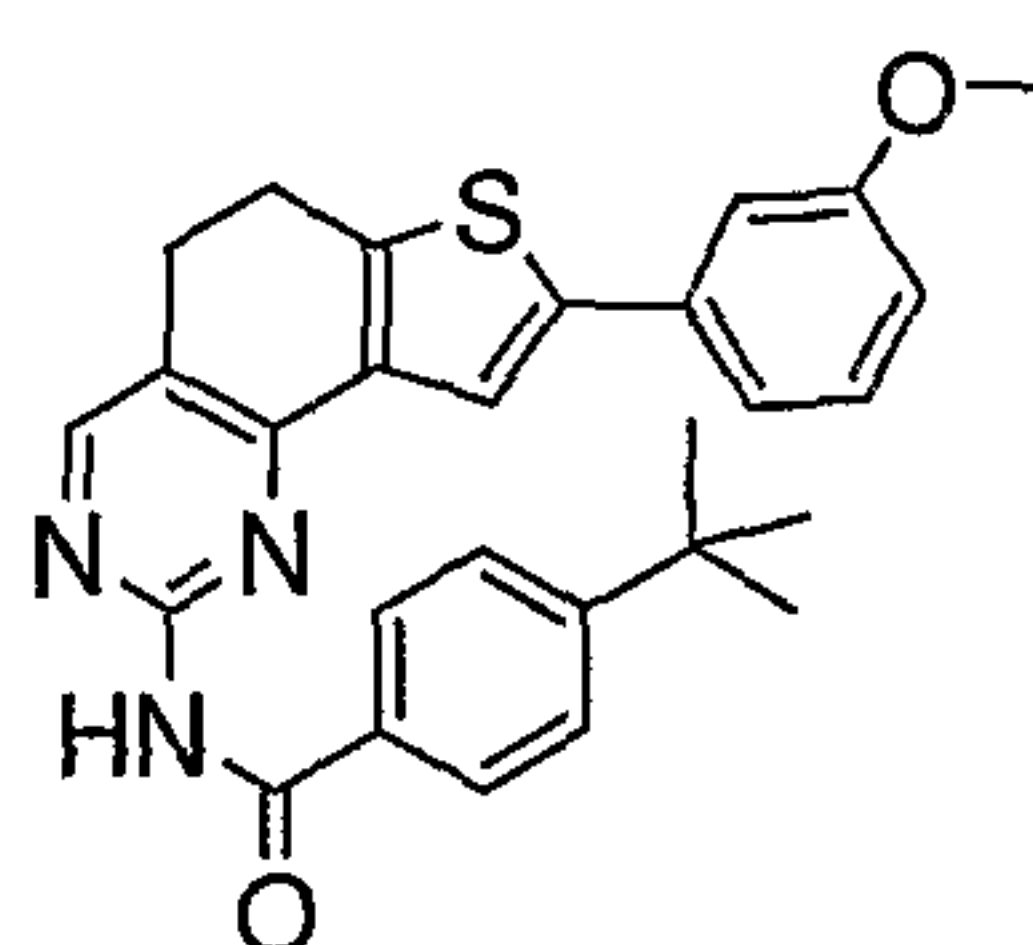
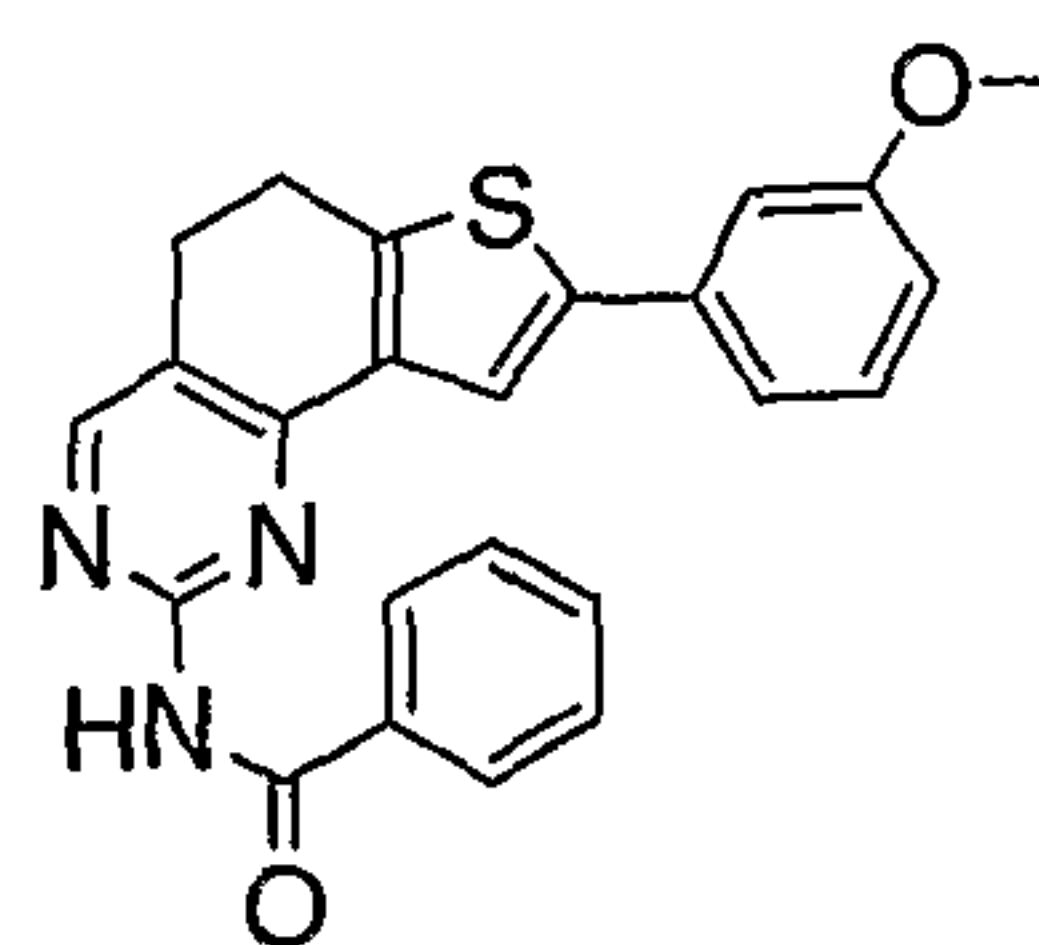
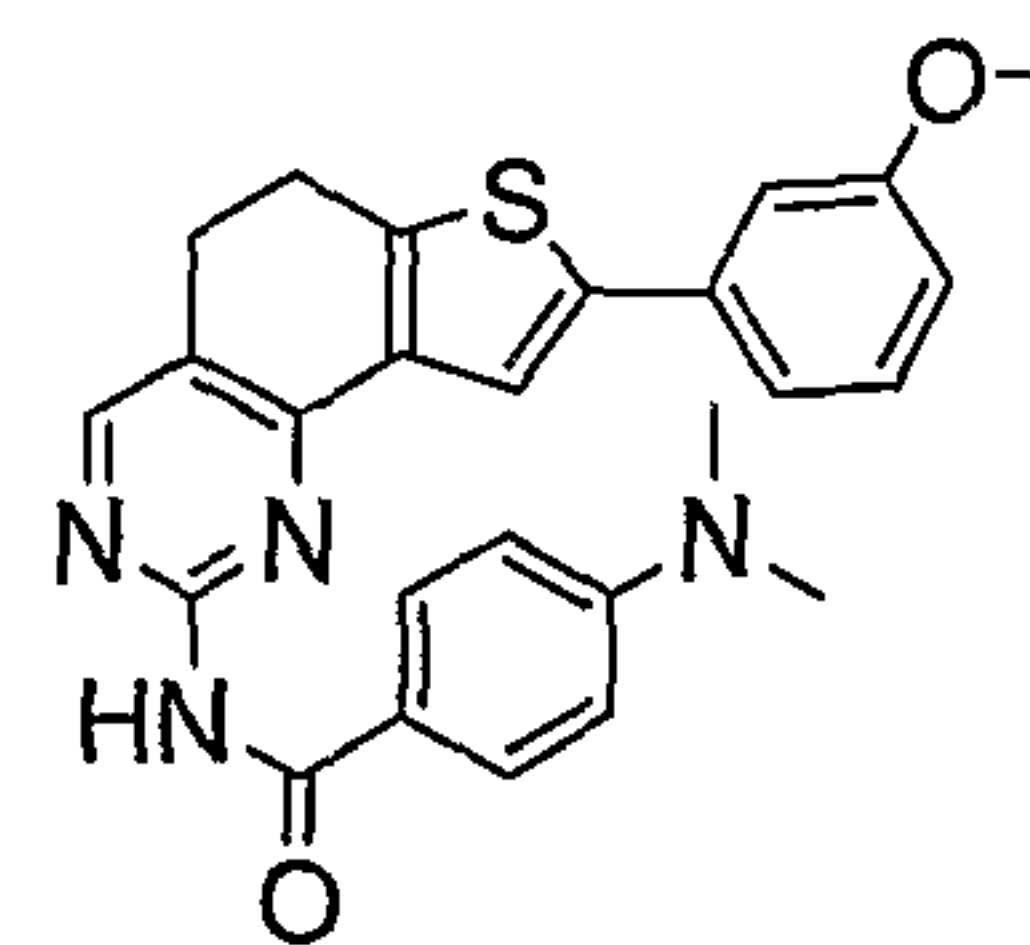
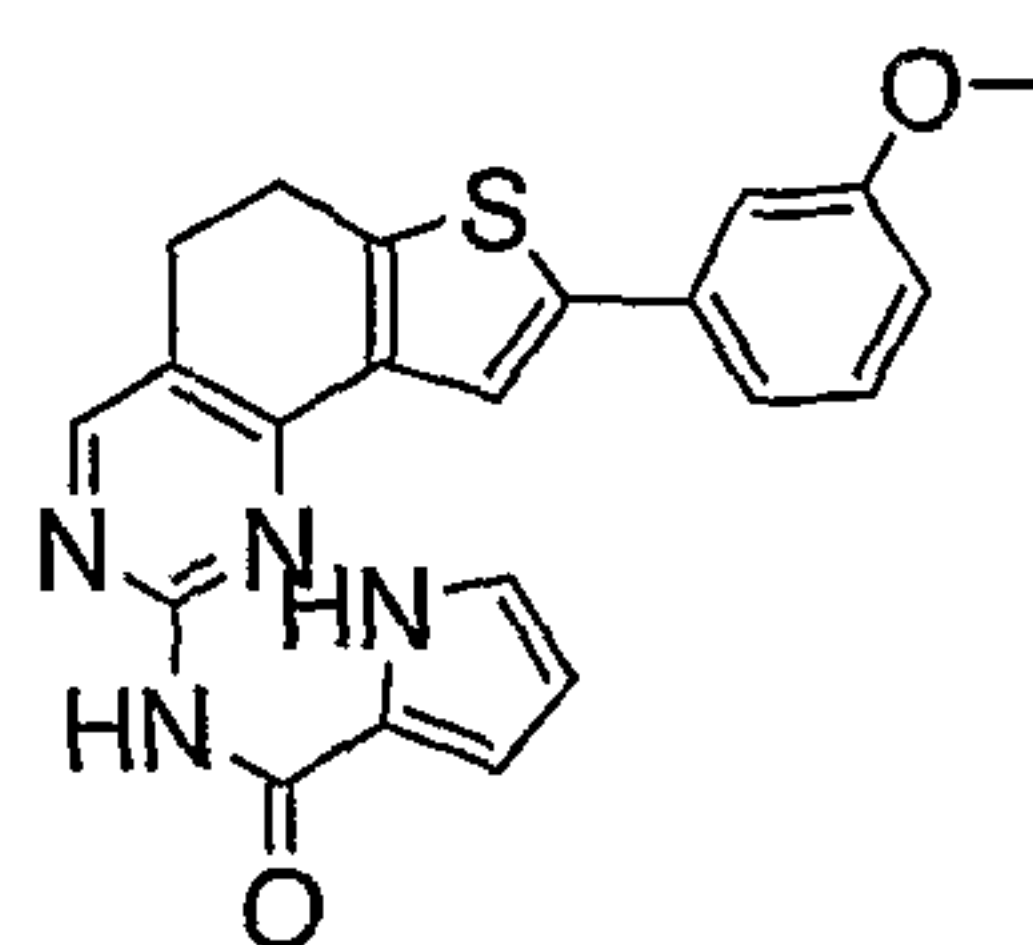
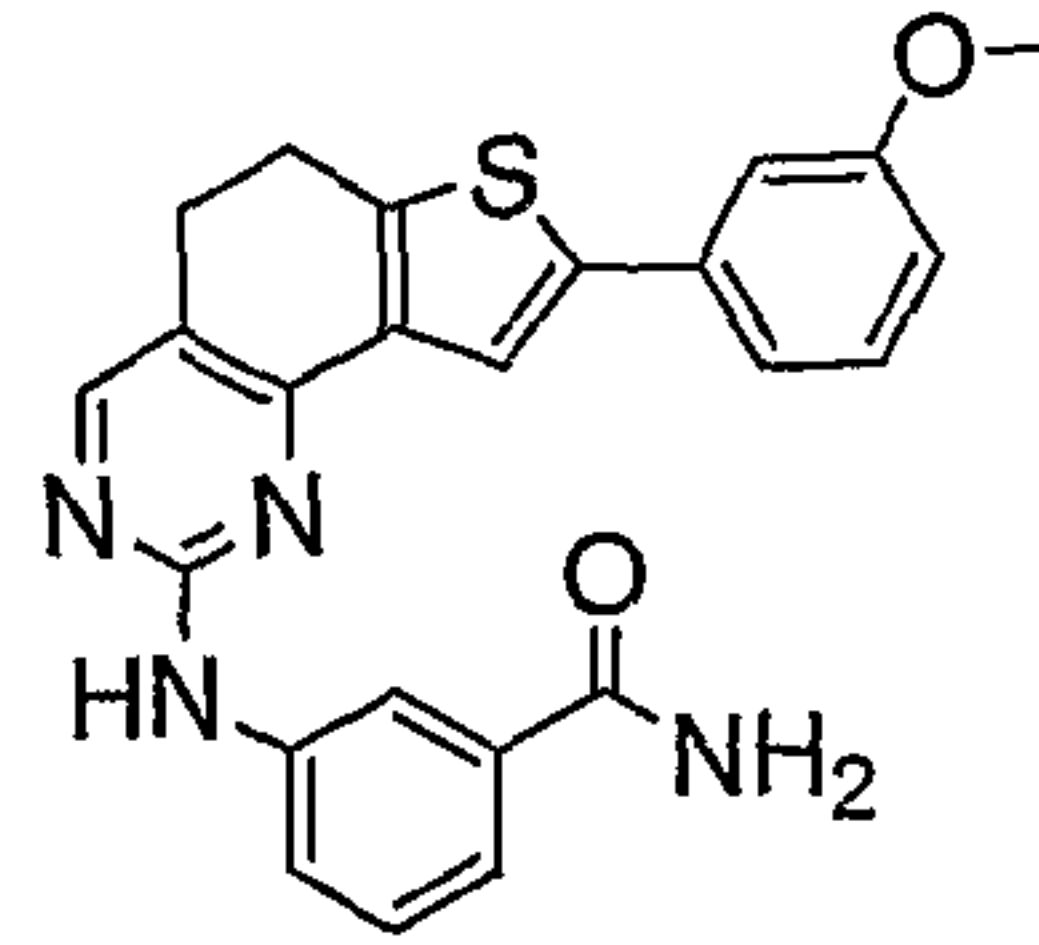
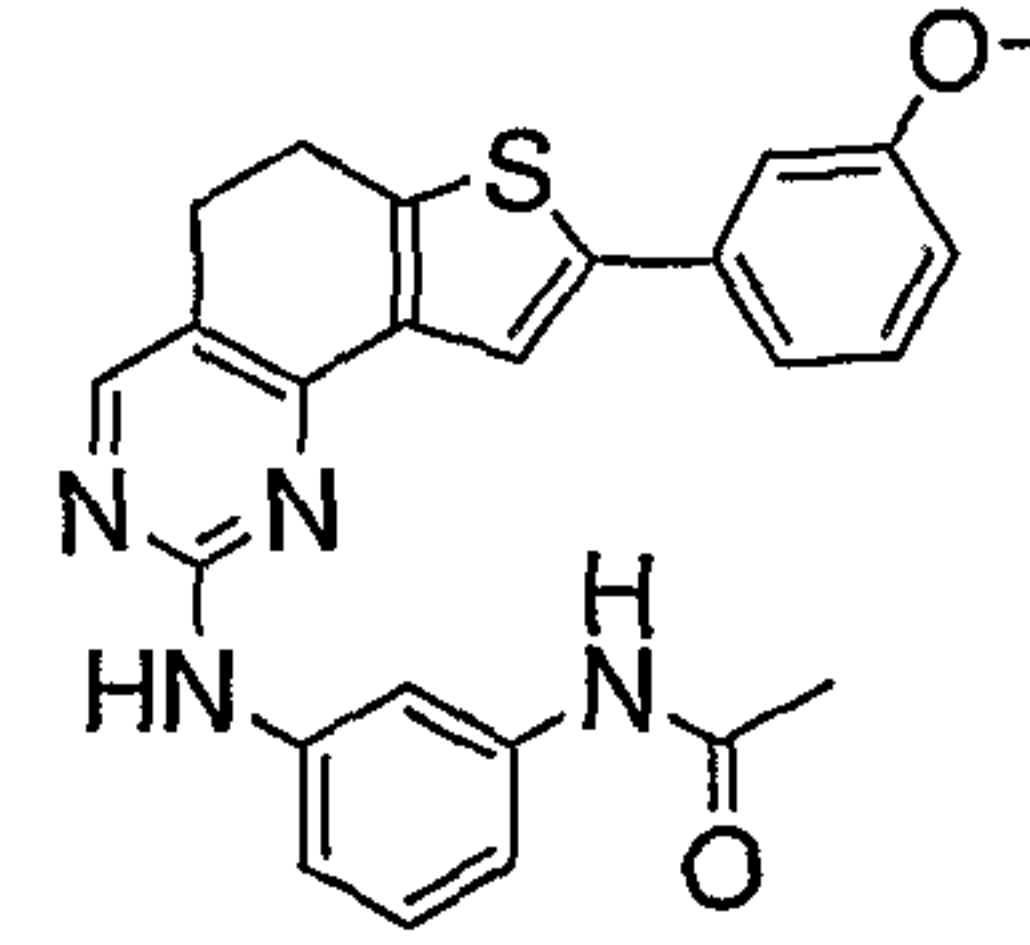
75. The compound of 74 wherein R^1 and R^2 , taken together with the carbon atoms to which they are bound, form an optionally substituted thieno ring.

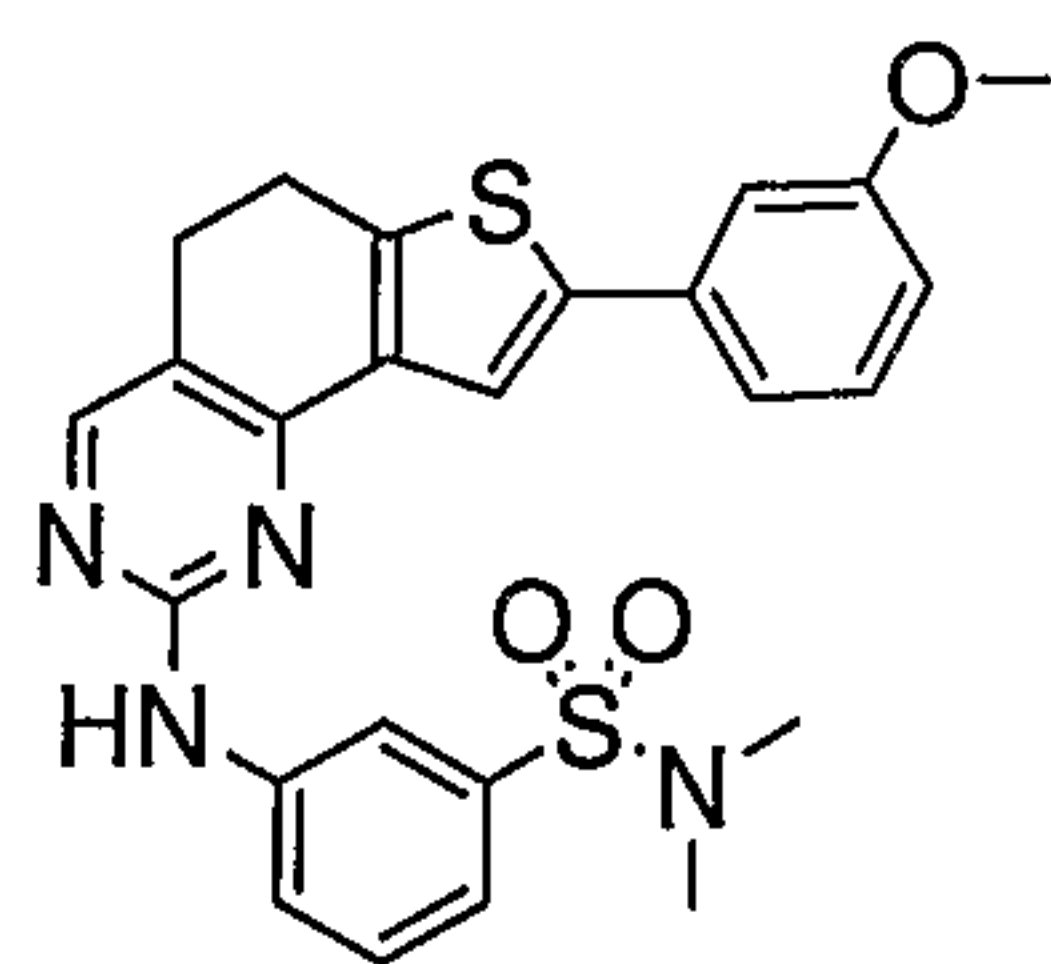
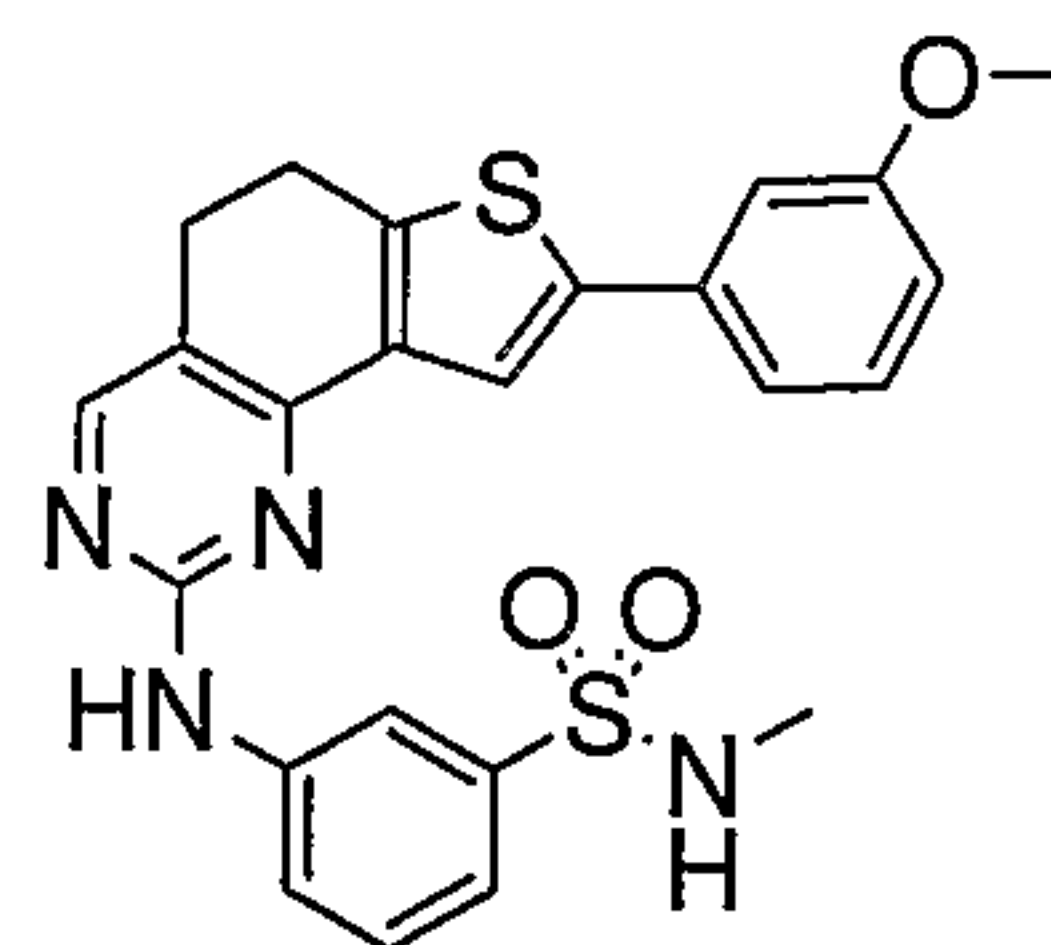
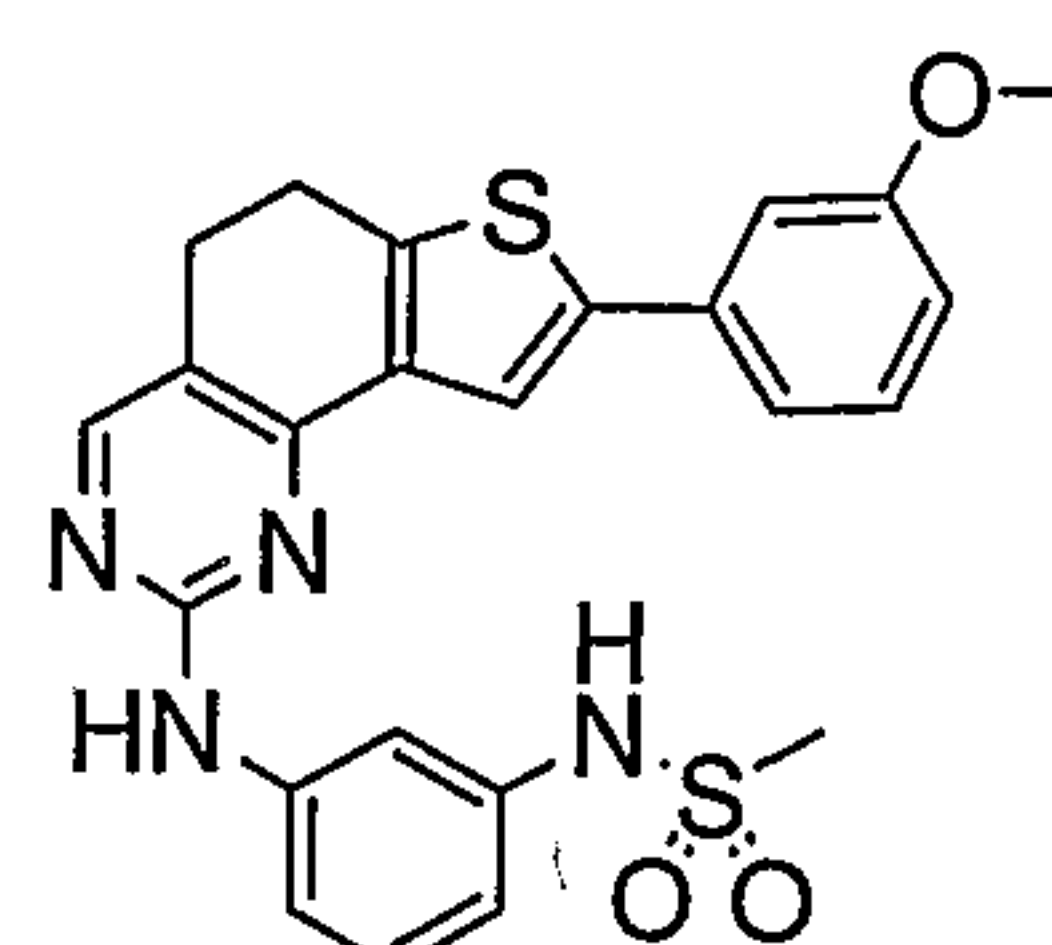
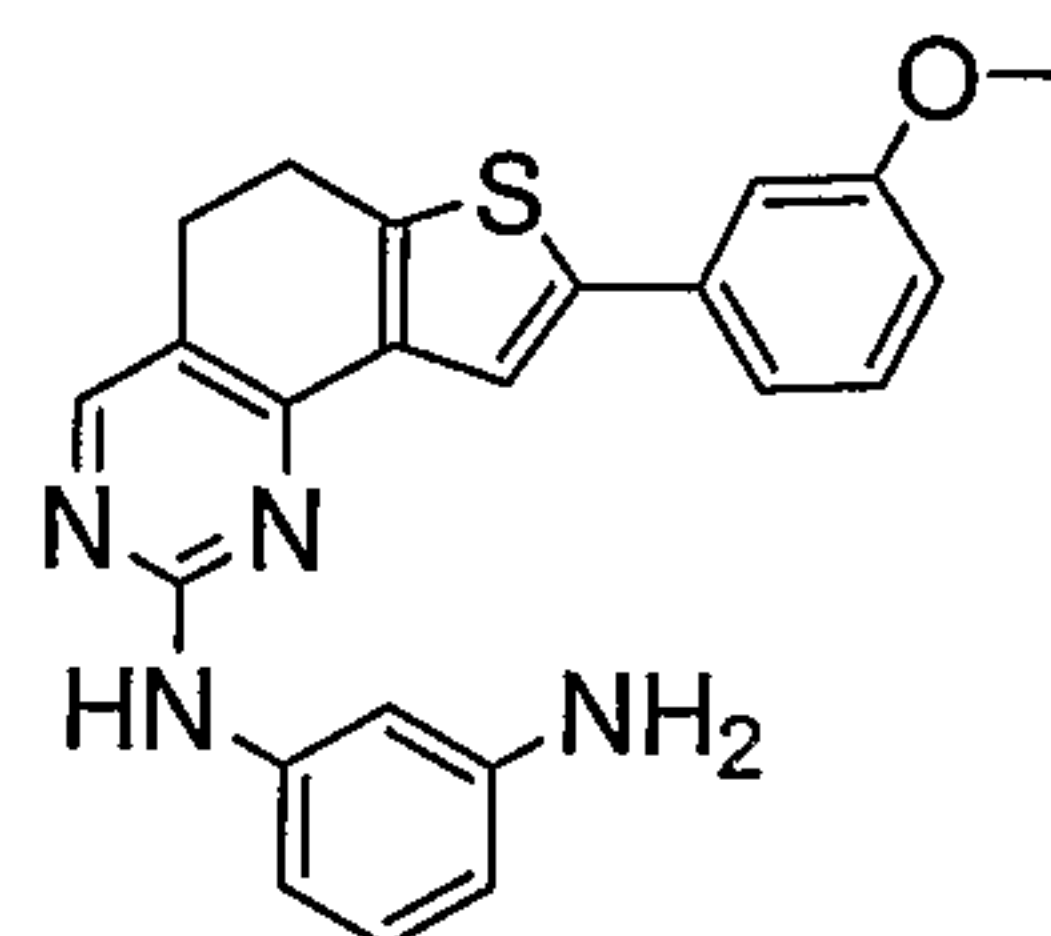
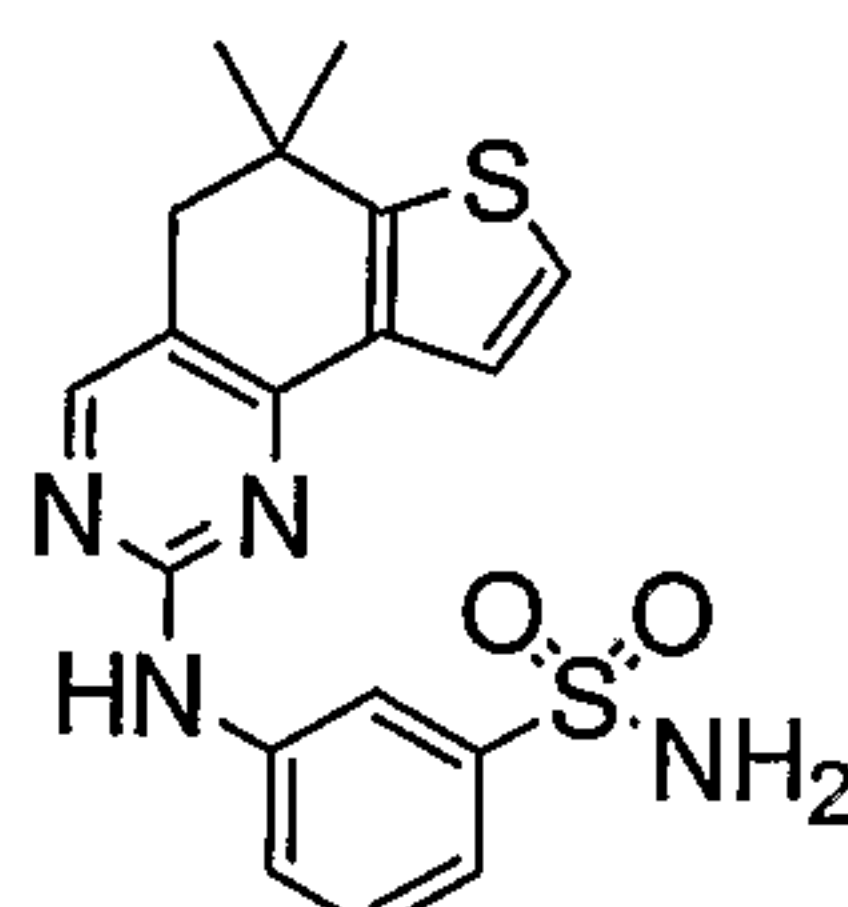
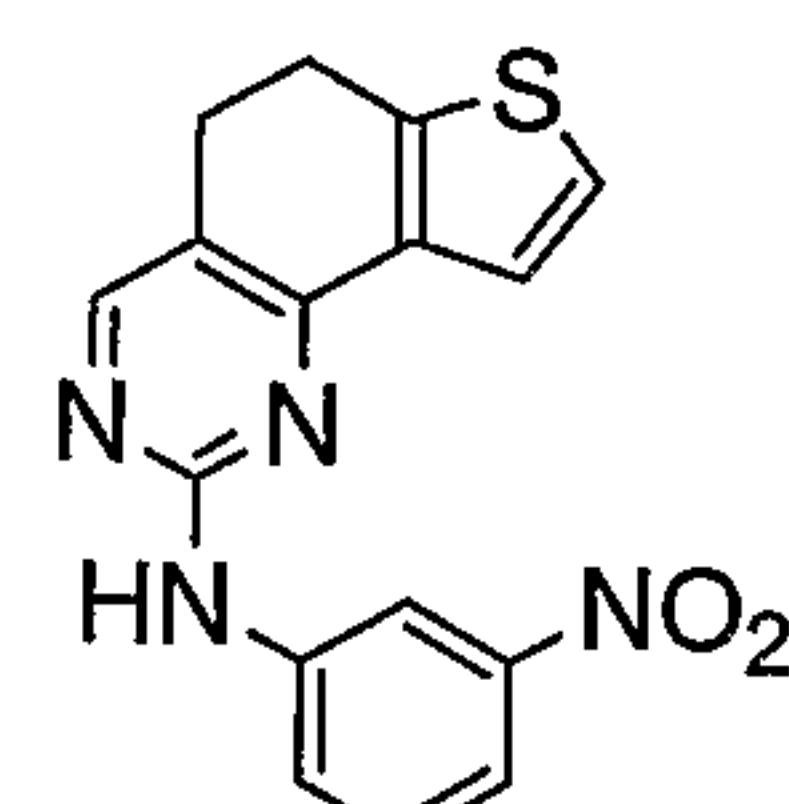
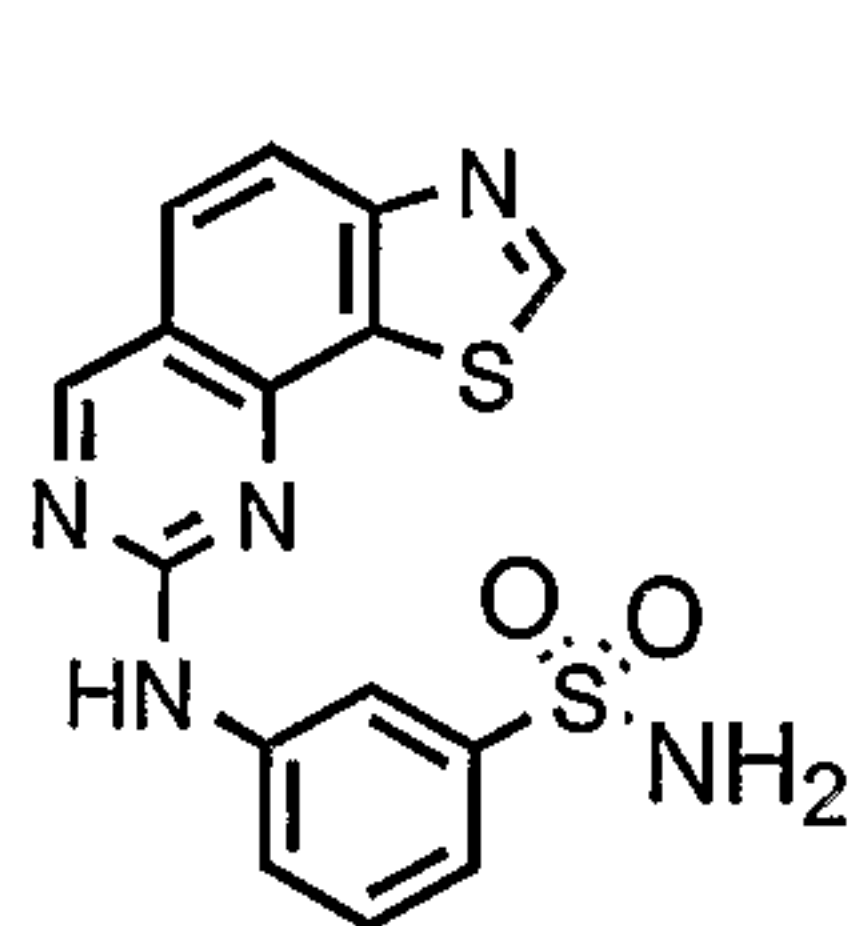
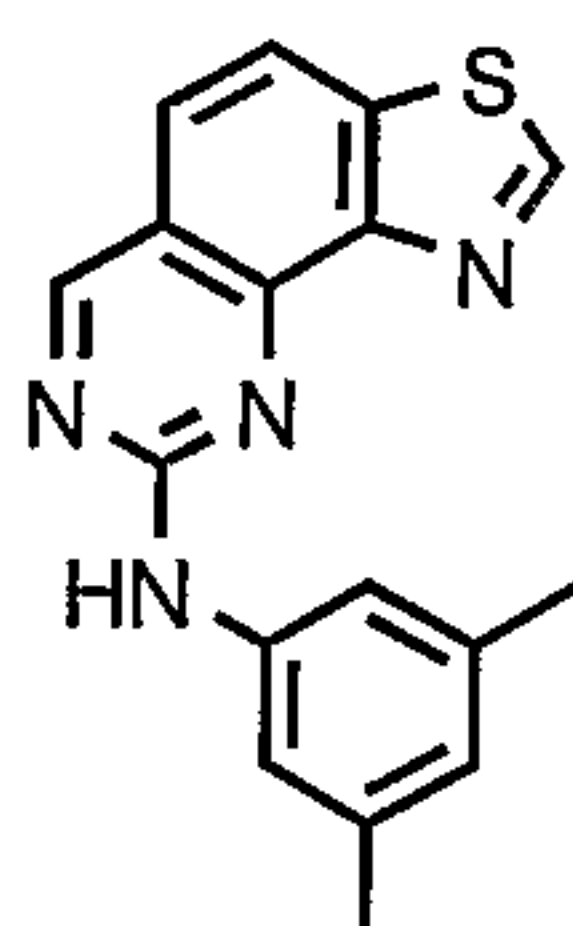
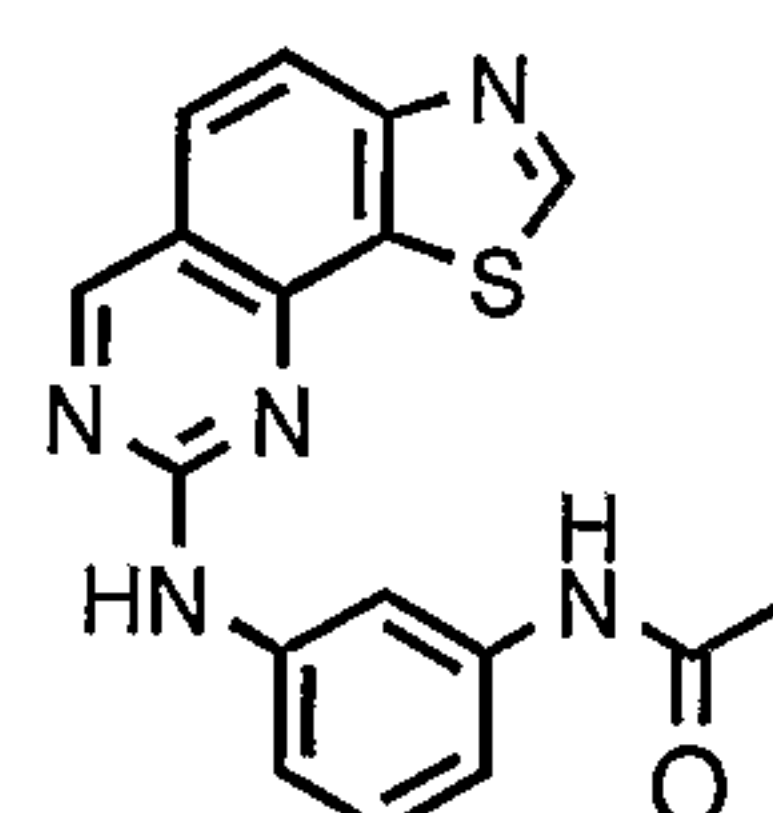
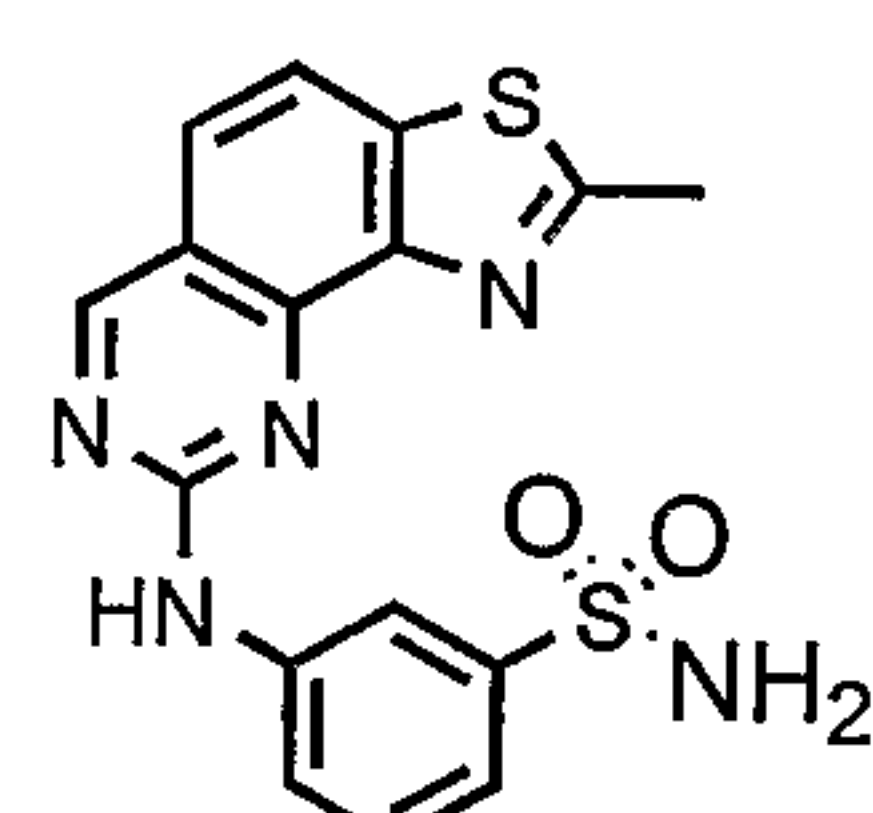
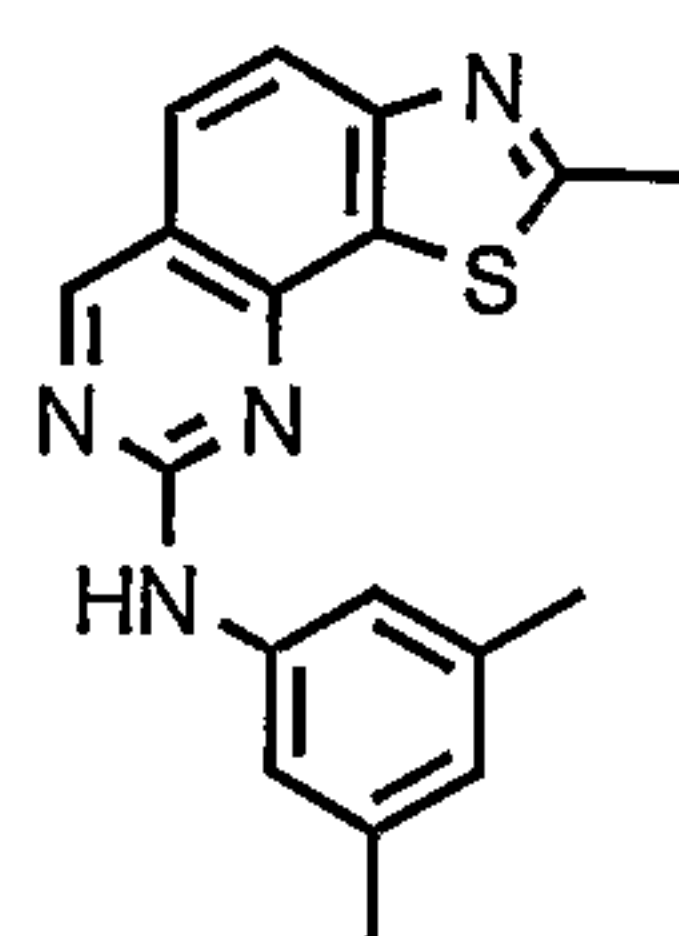
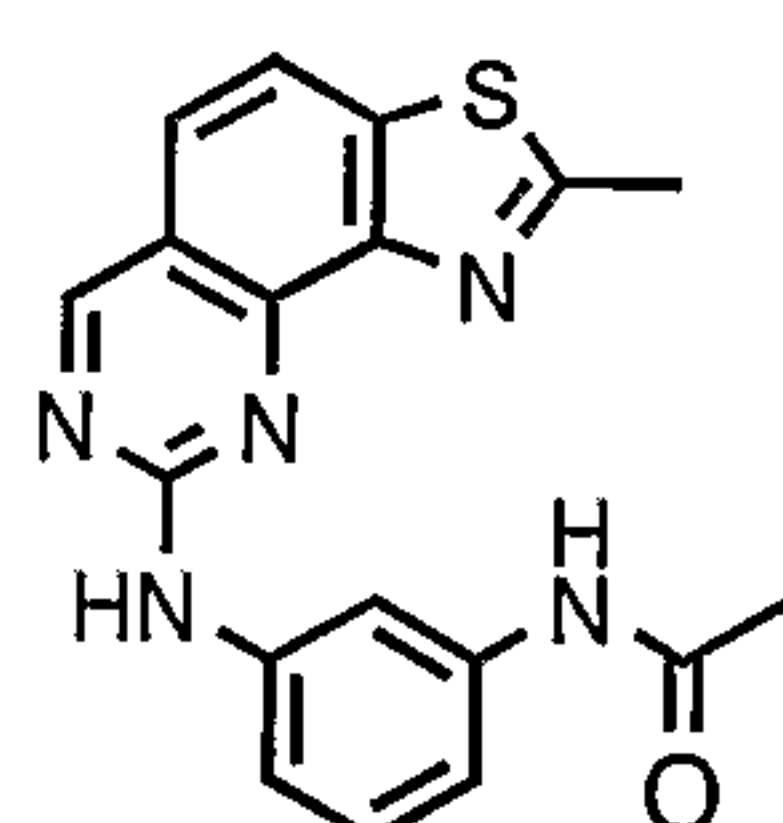
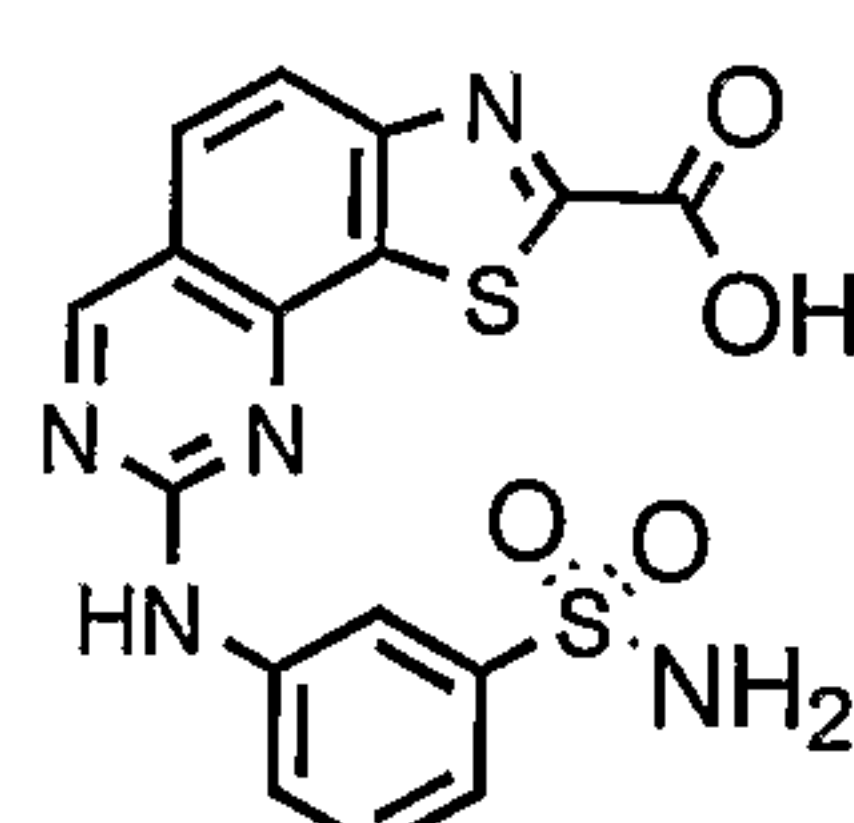
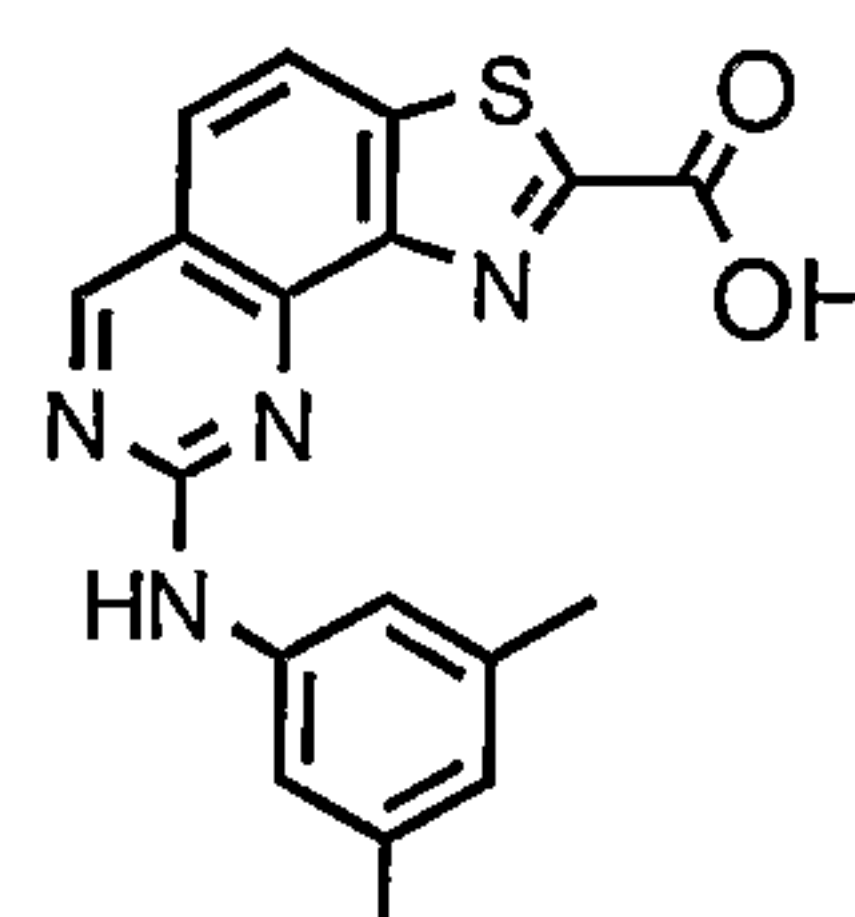
76. The compound of claim 74 wherein R^1 and R^2 , taken together with the carbon atoms to which they are bound, form an optionally substituted thiazolyl ring.

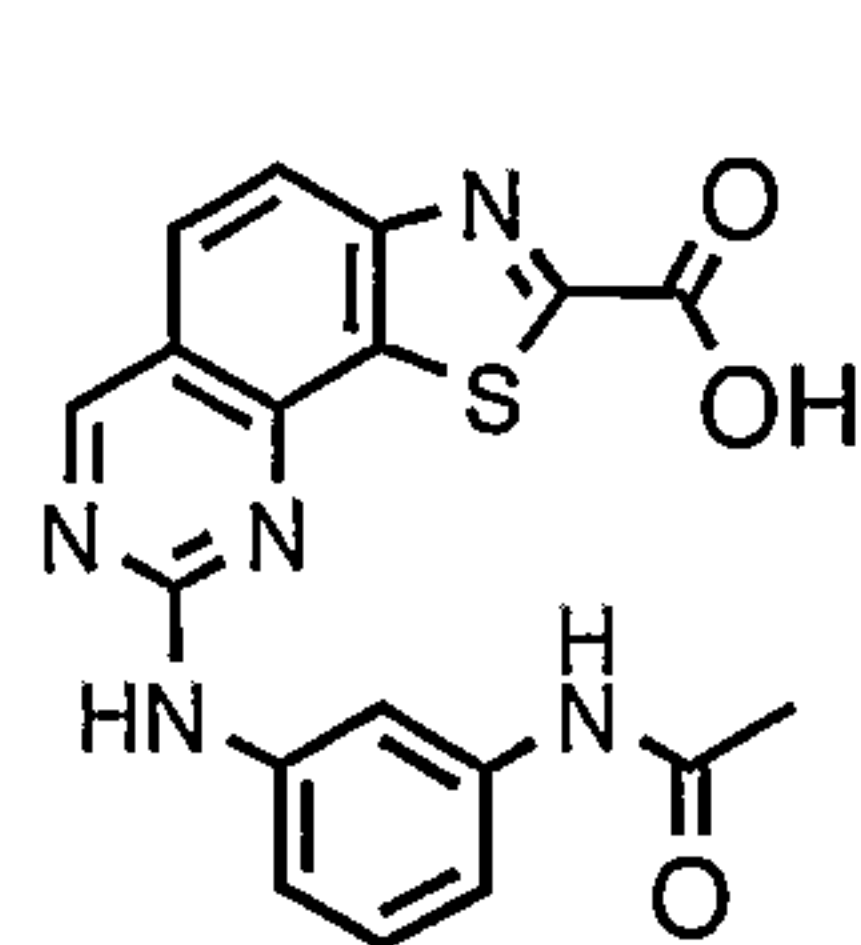
77. The compound of claim 1, wherein the compound is selected from:

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

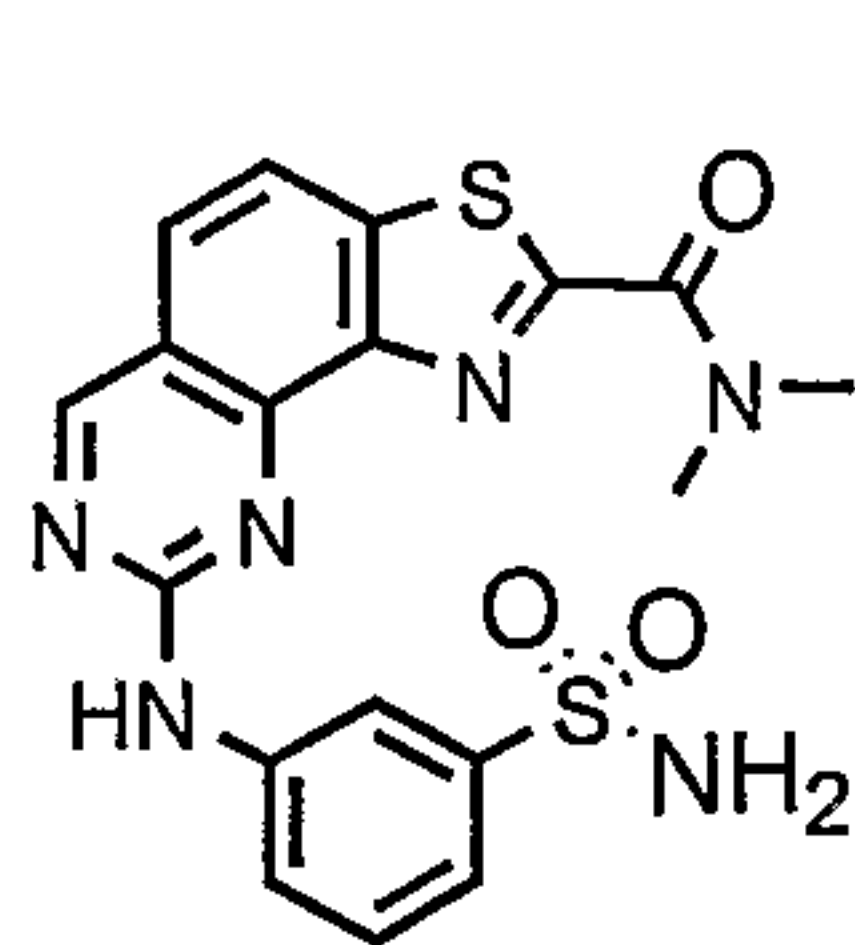
**I-13****I-14****I-15****I-16****I-17****I-18****I-19****I-20****I-21****I-22****I-23****I-24**

**I-25****I-26****I-27****I-28****I-29****I-30****I-31****I-32****I-33****I-34****I-35****I-36**

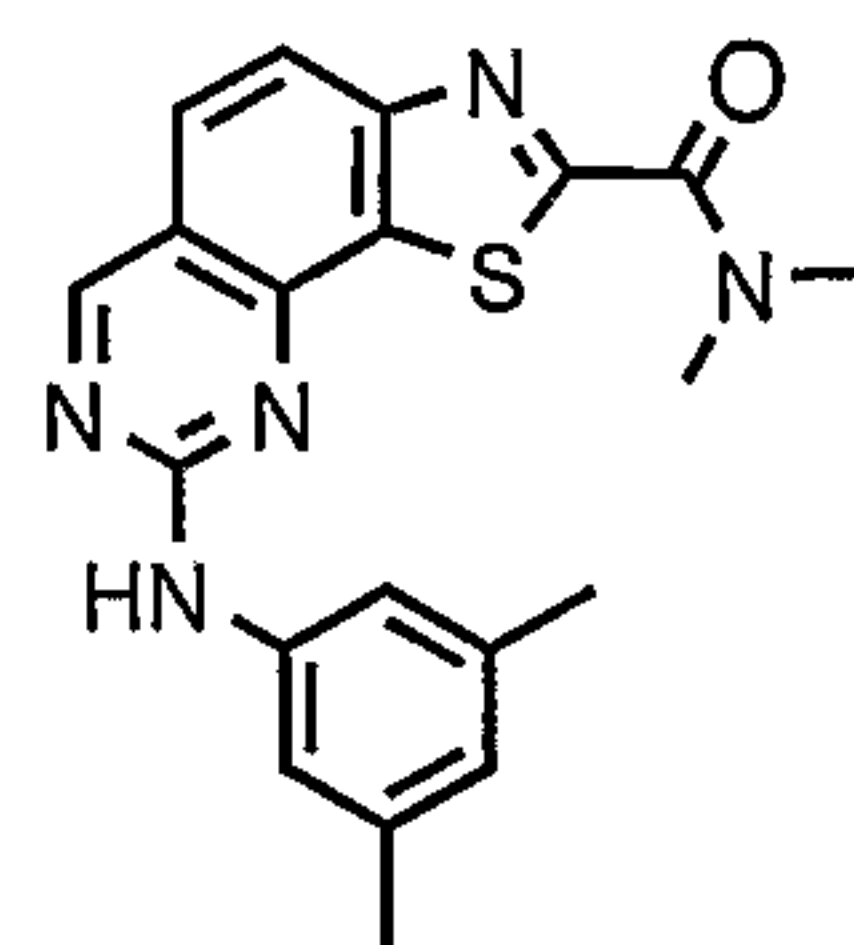
**I-37****I-38****I-39****I-40****I-41****I-42****II-1****II-2****II-3****II-4****II-5****II-6****II-7****II-8**



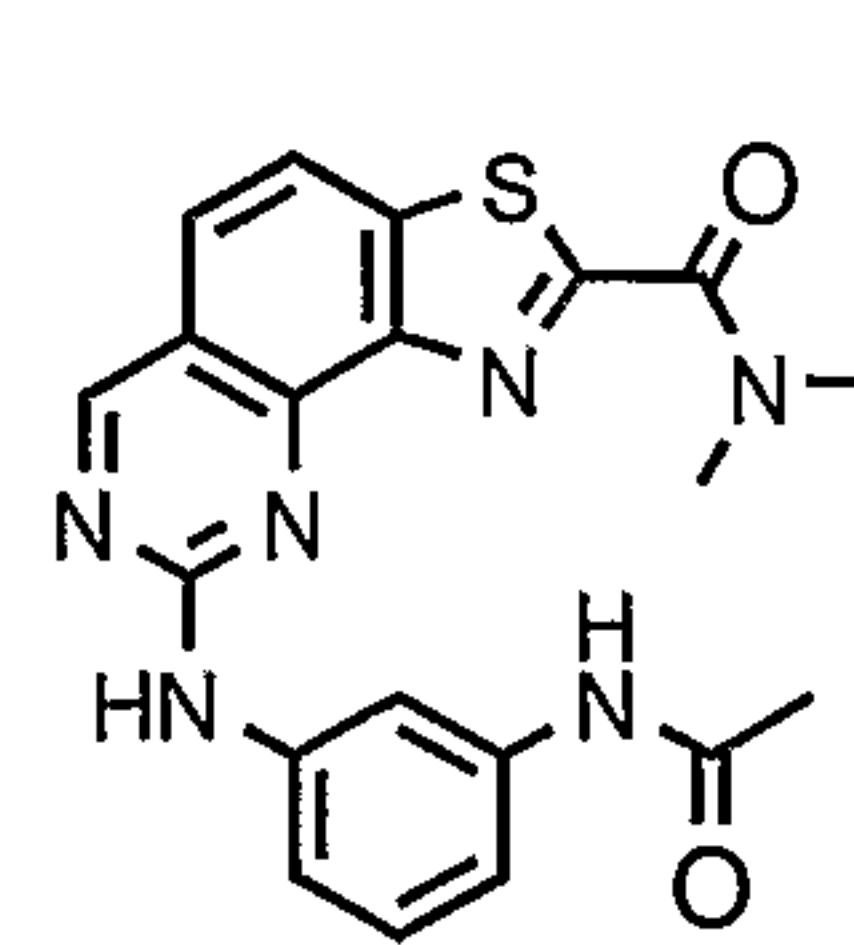
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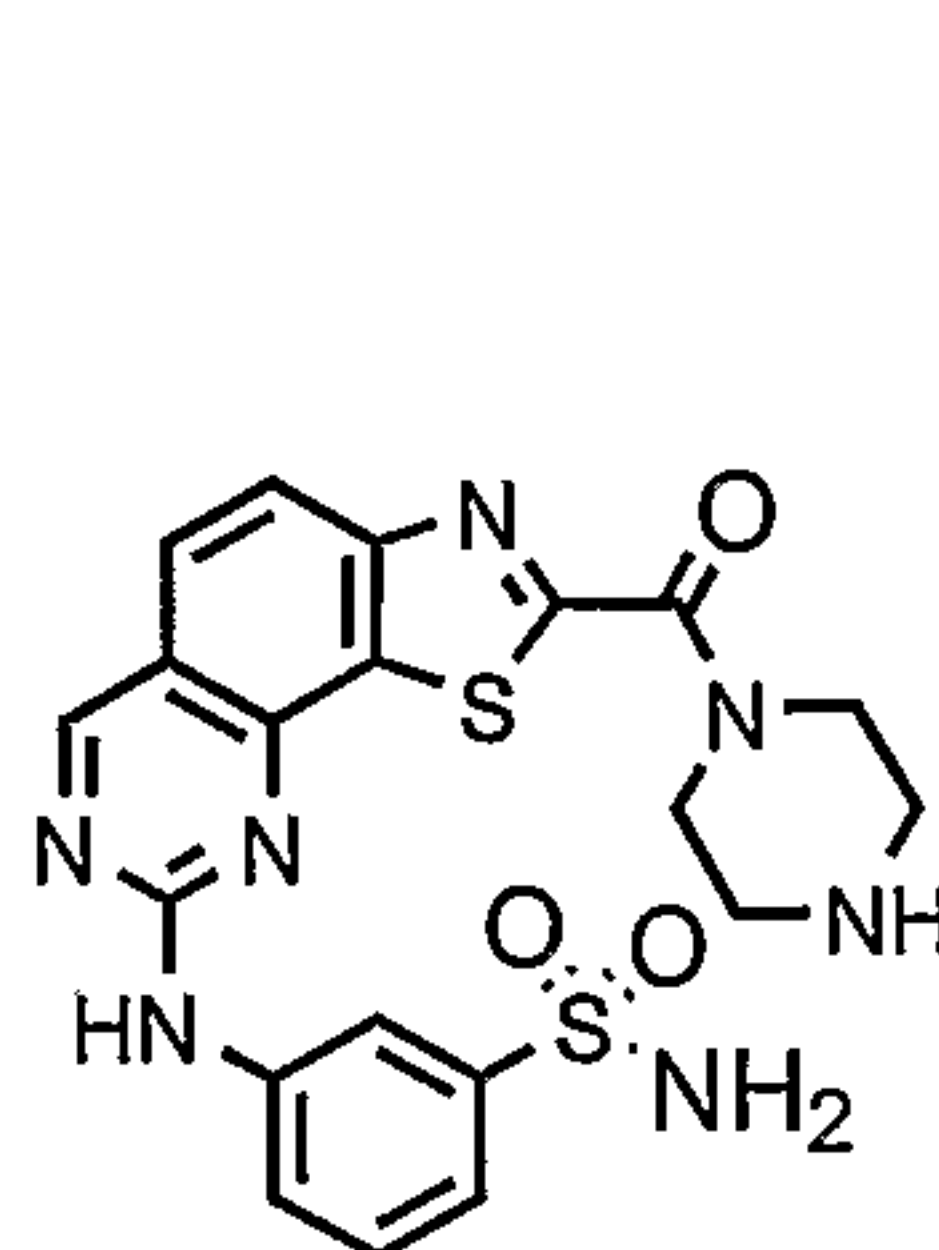
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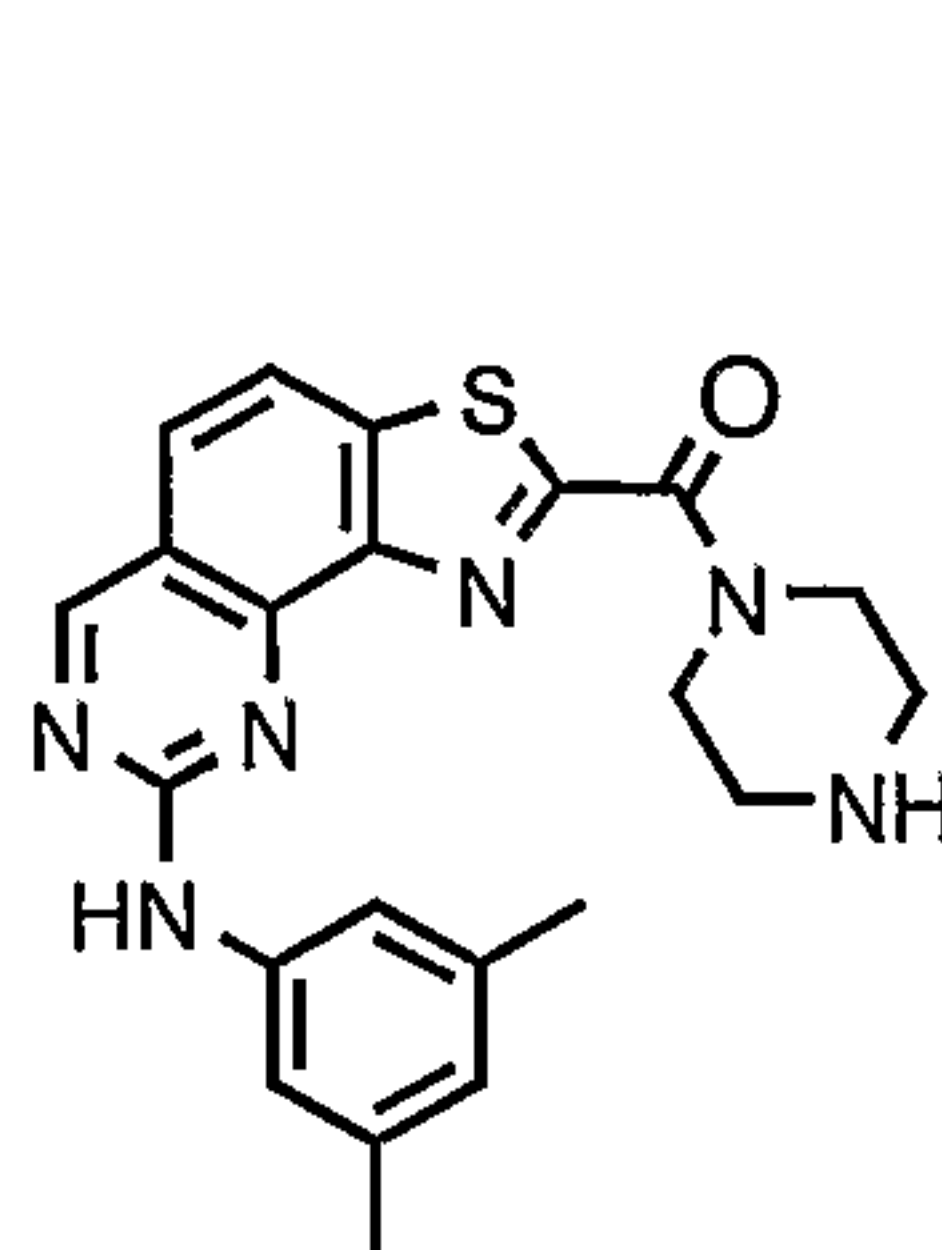
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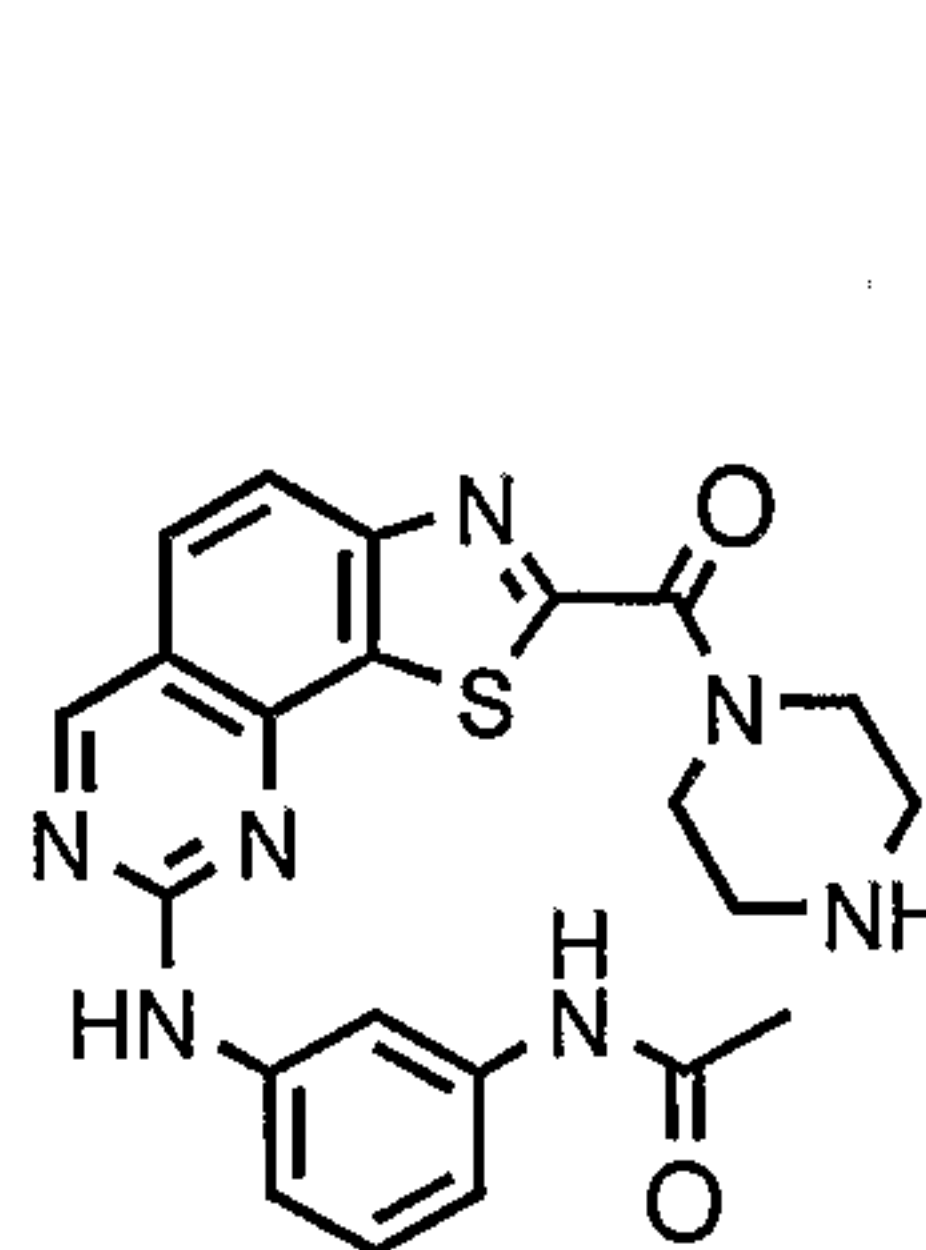
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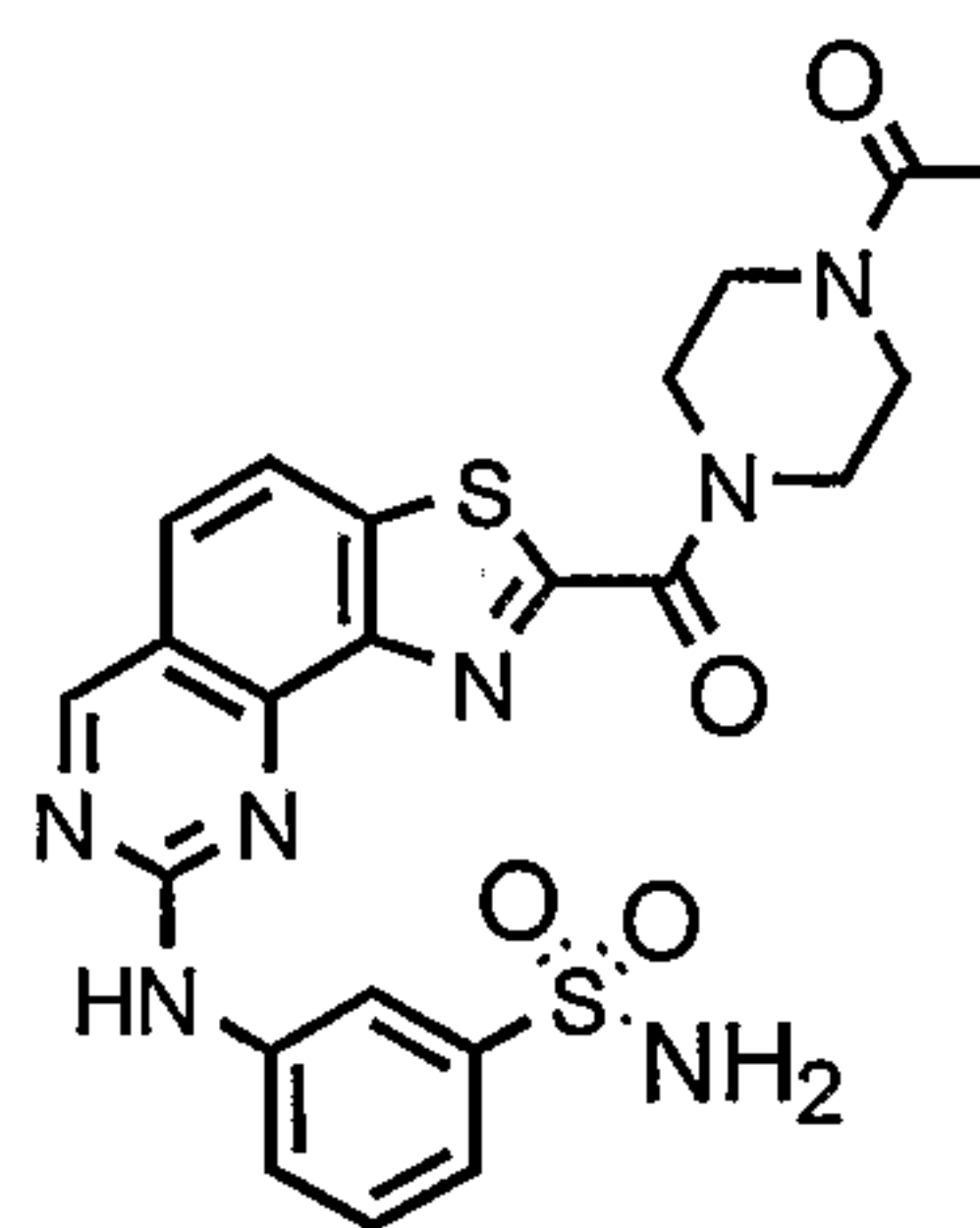
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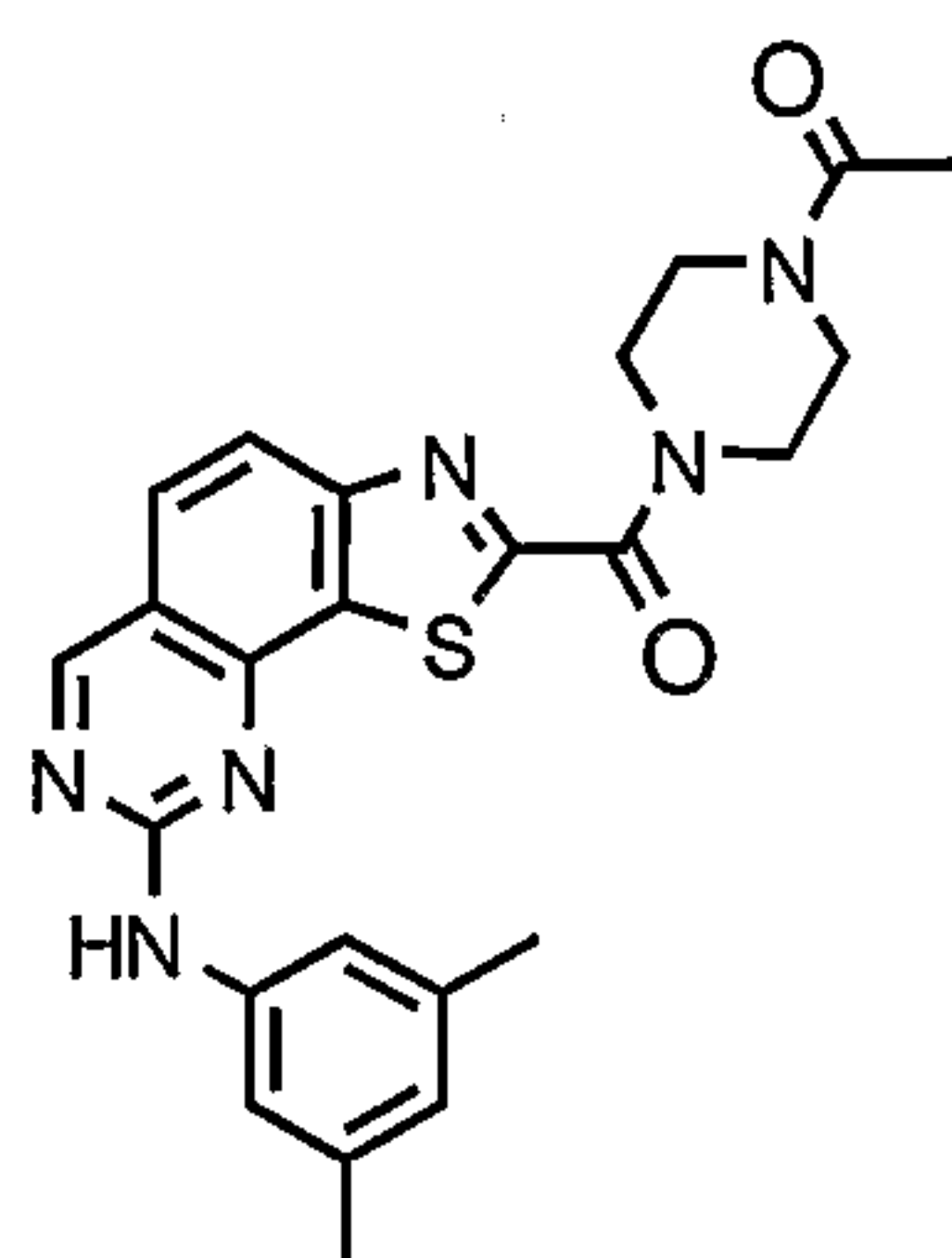
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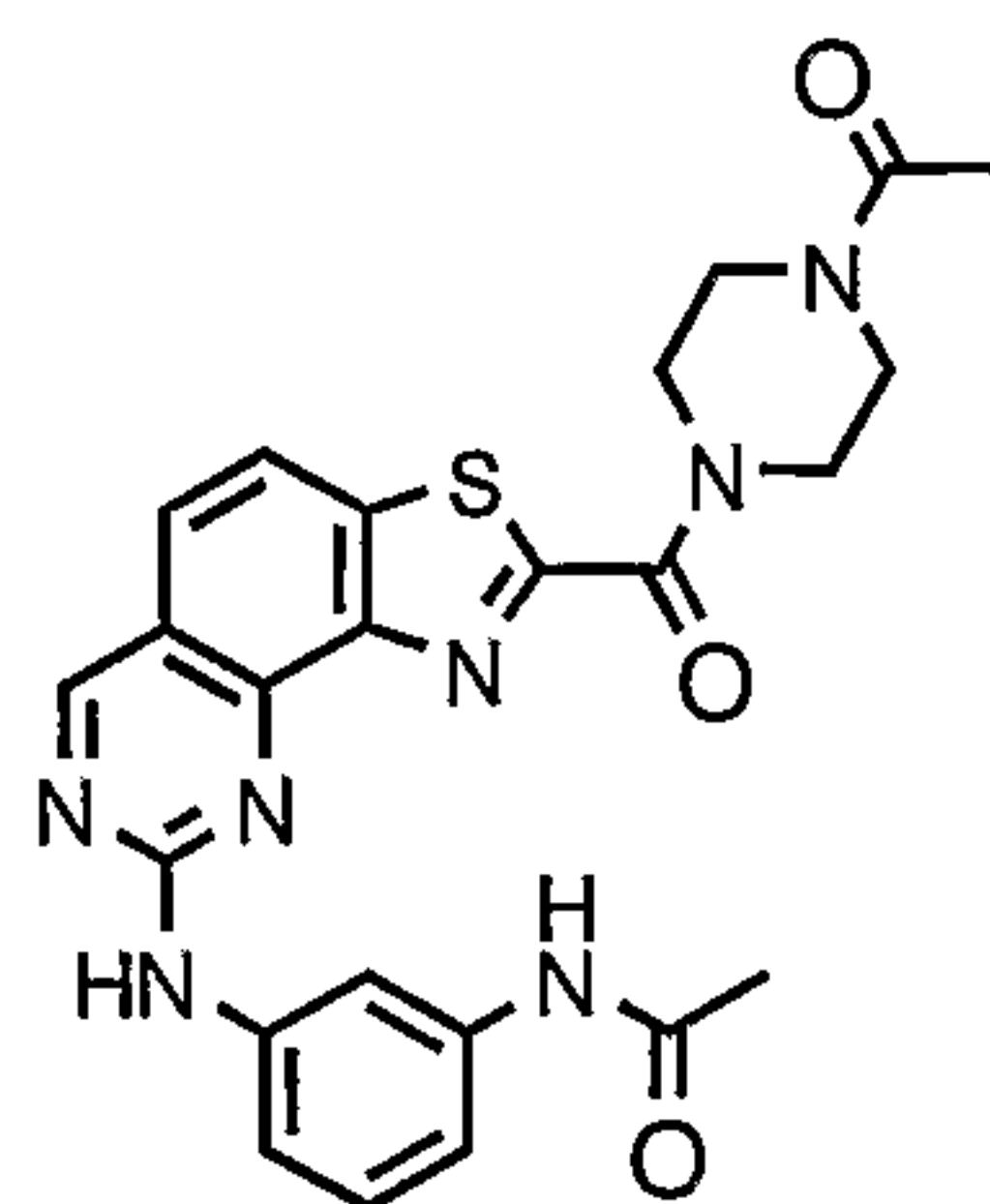
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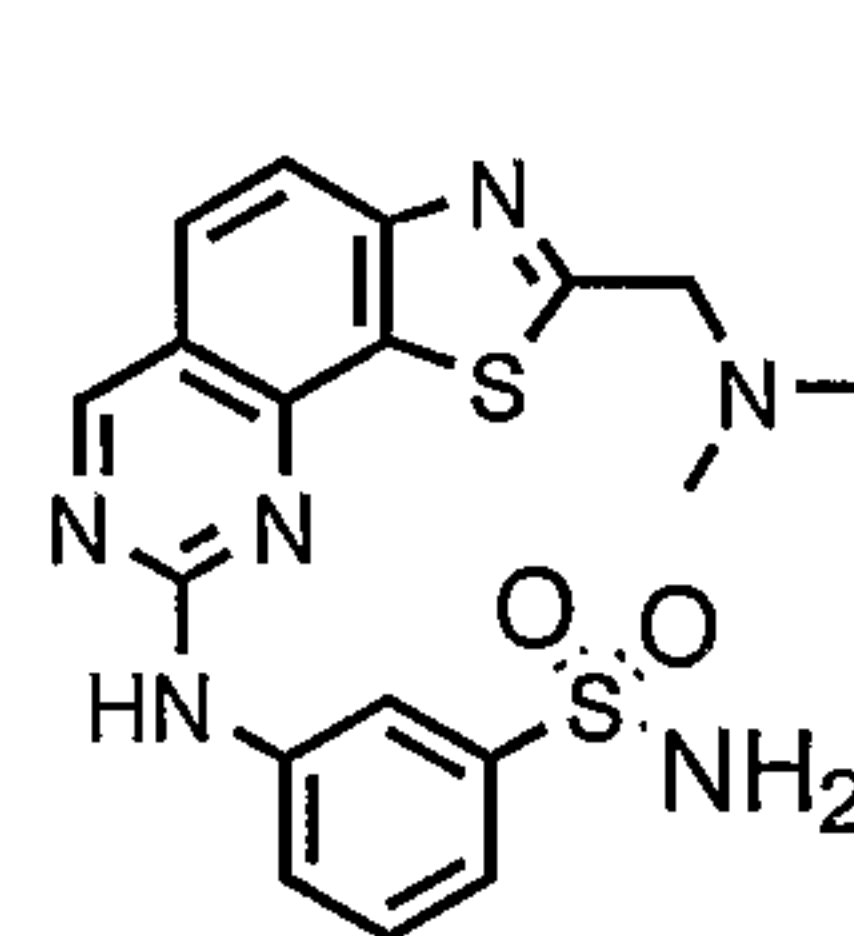
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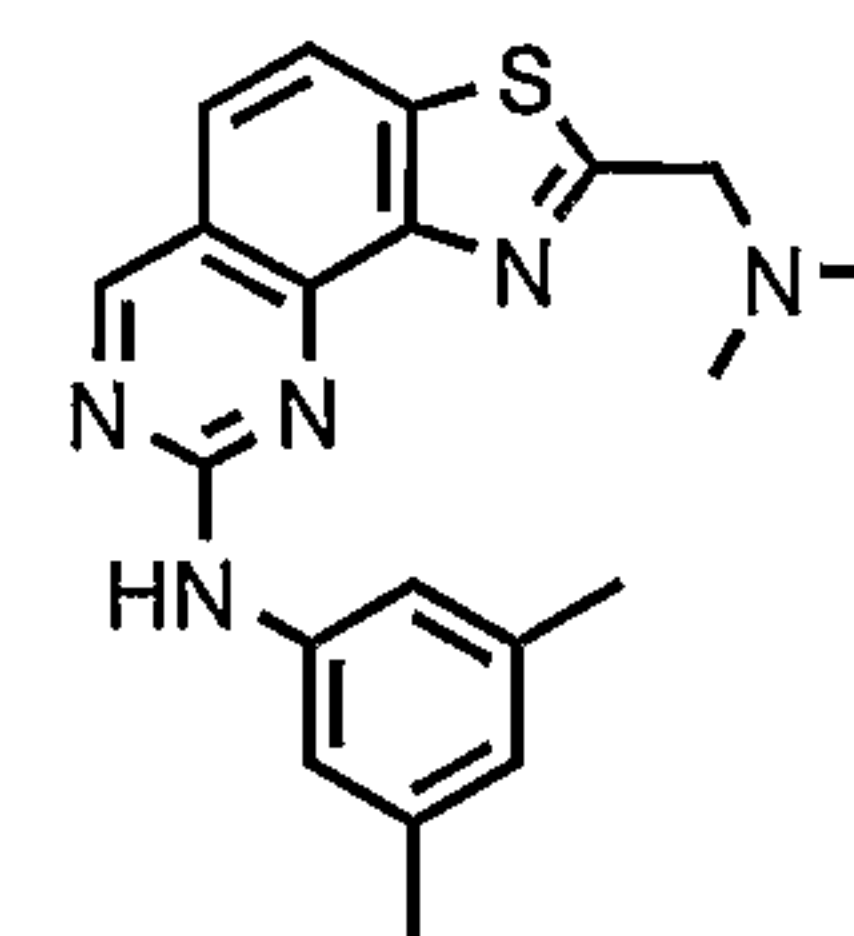
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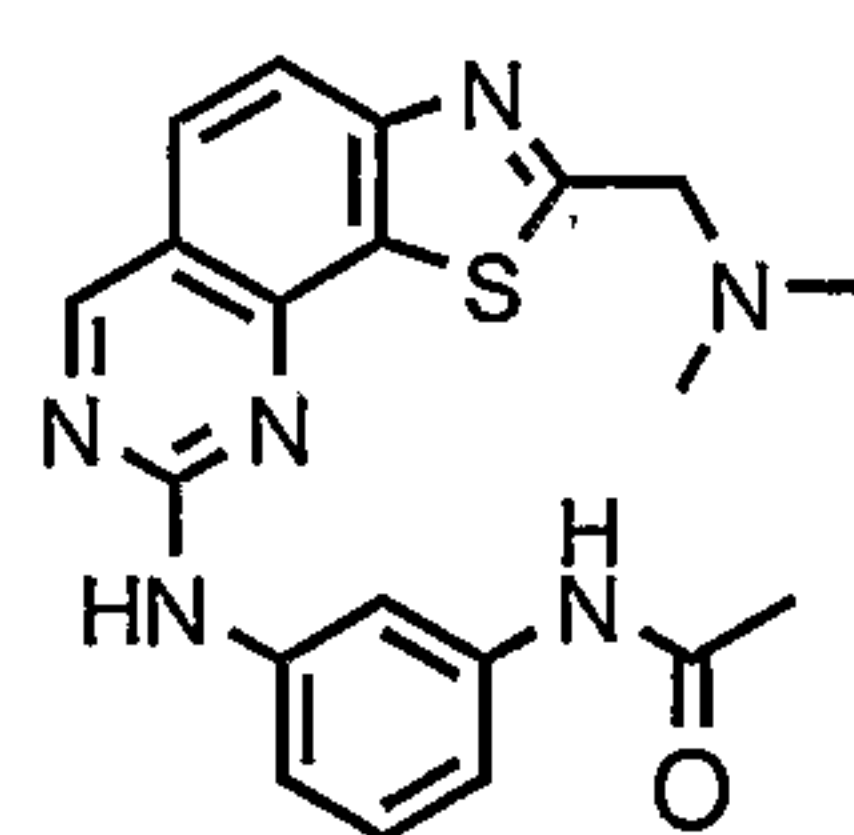
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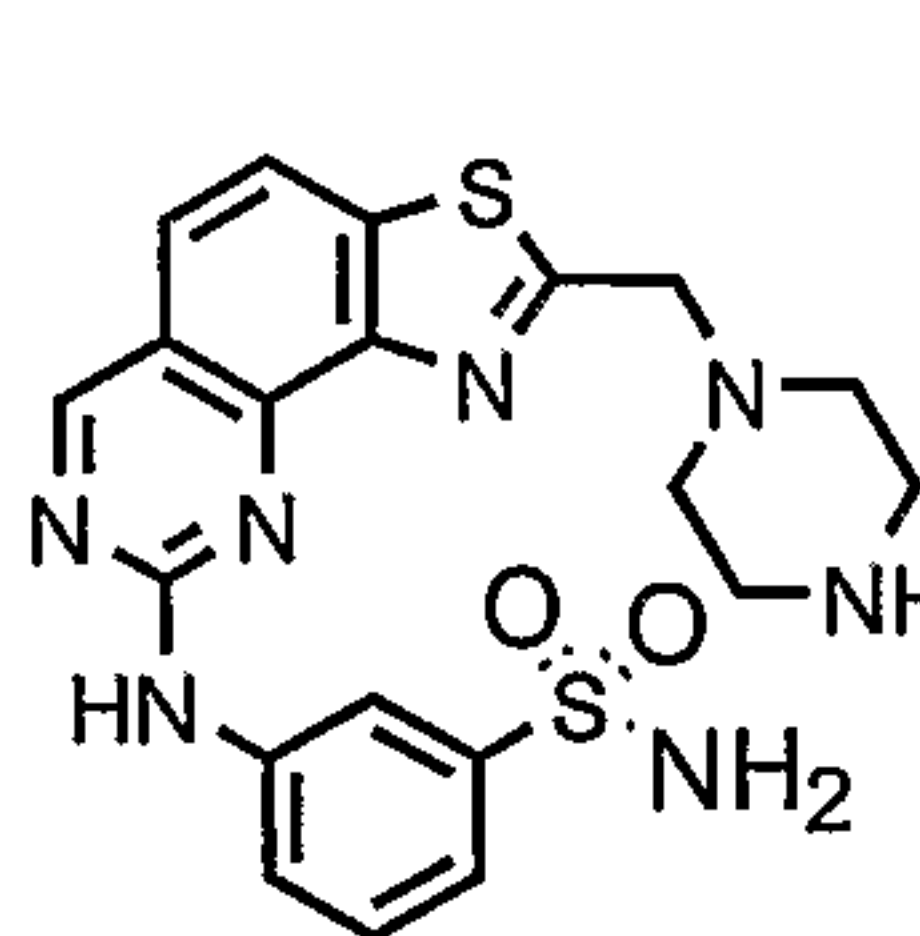
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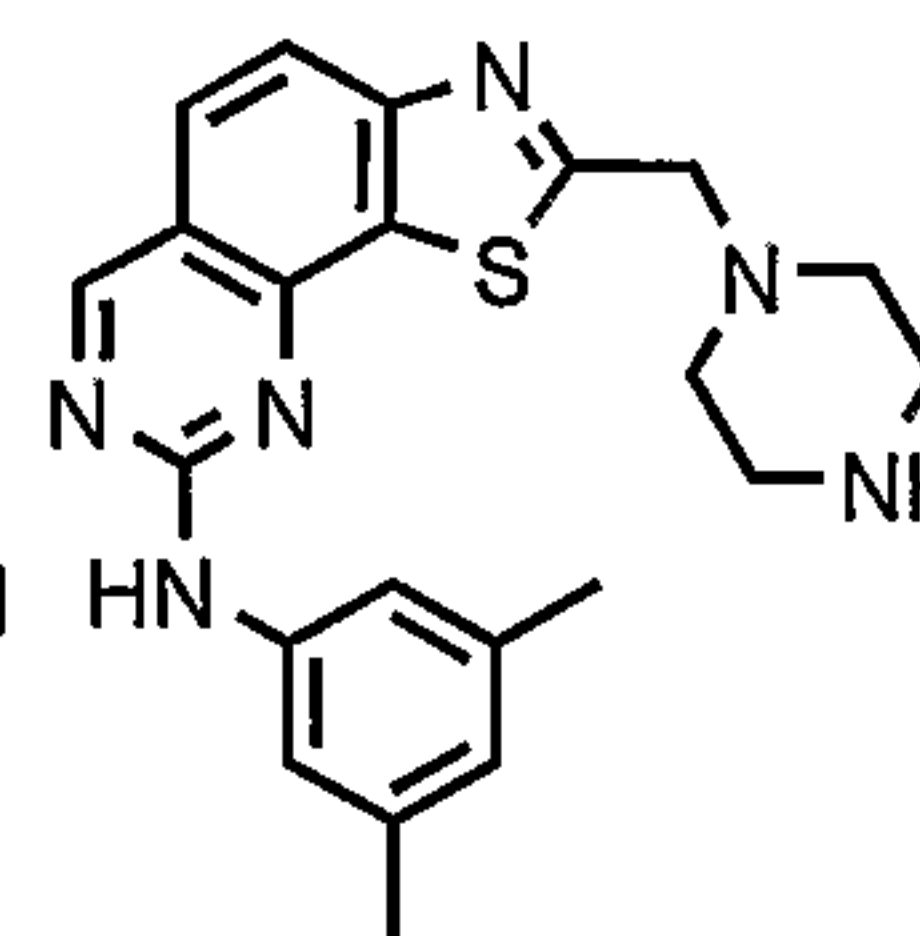
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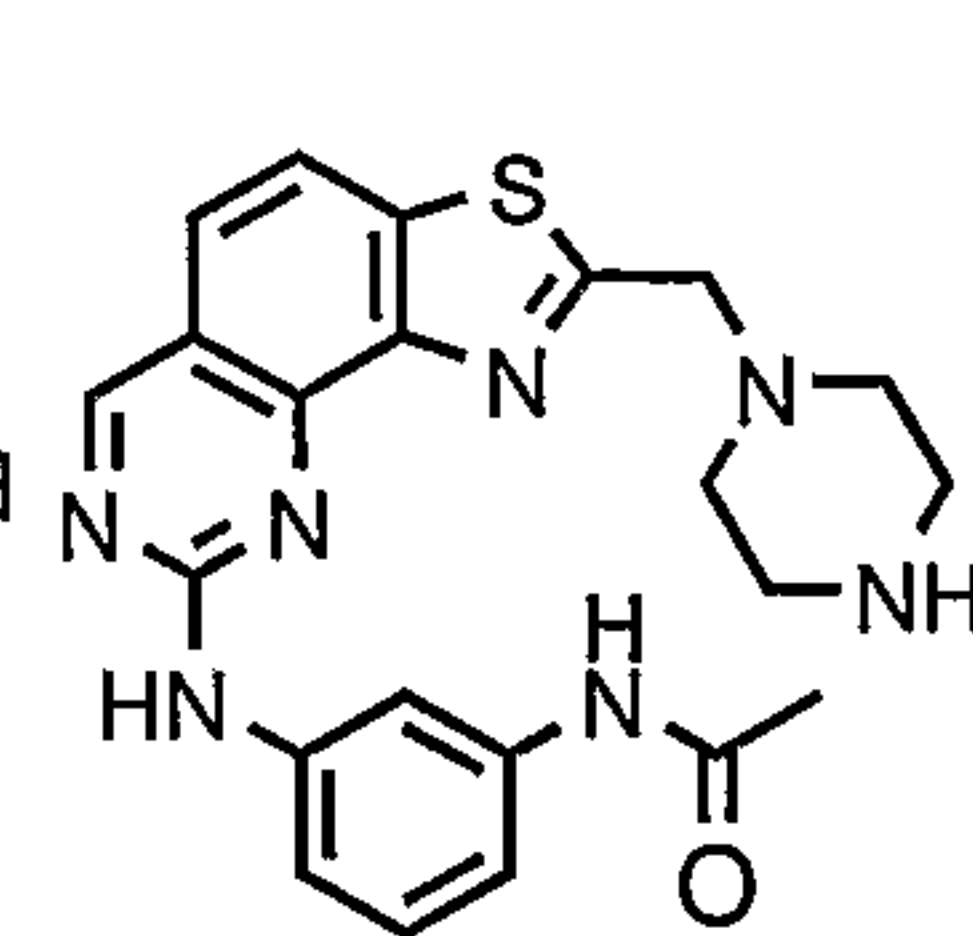
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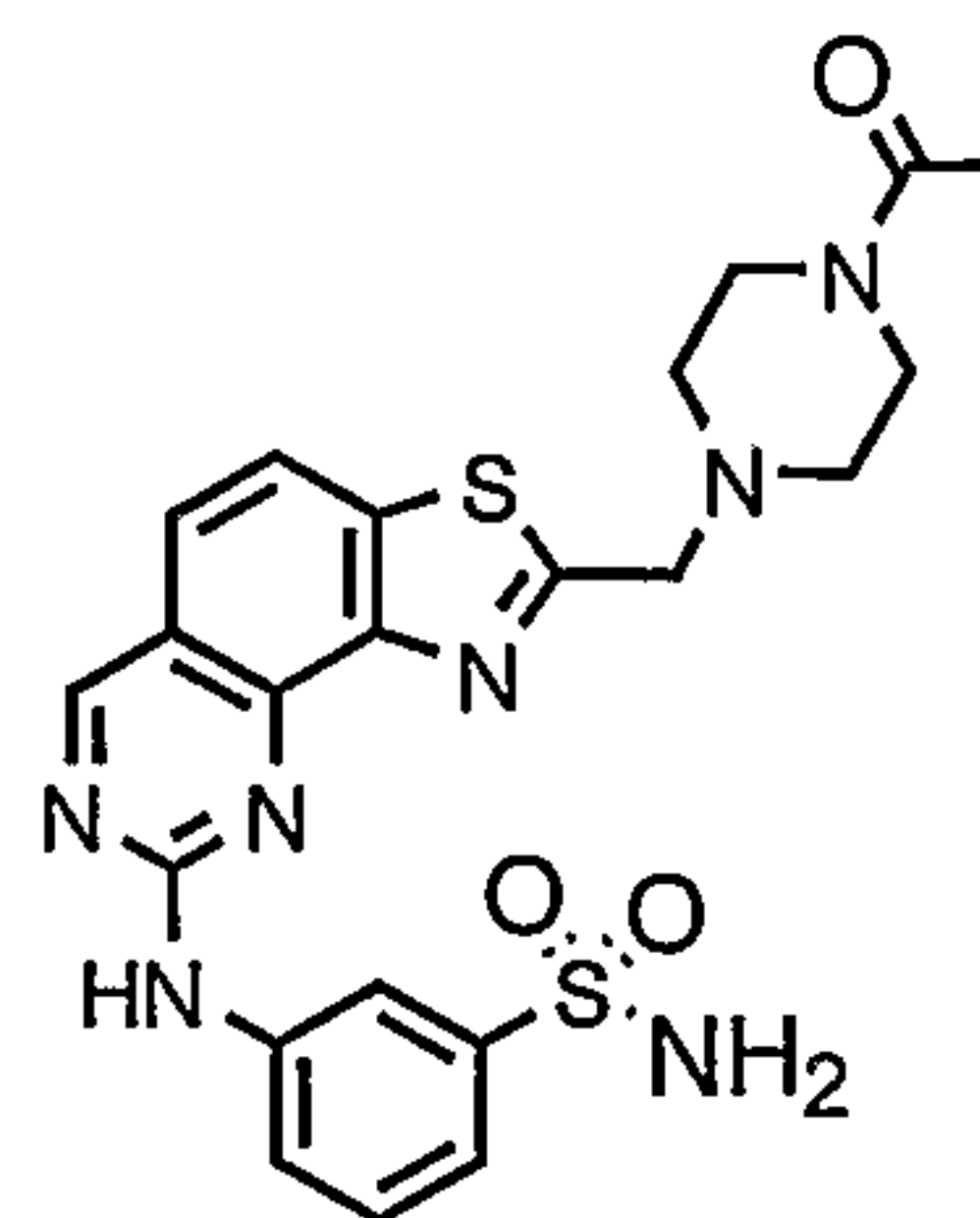
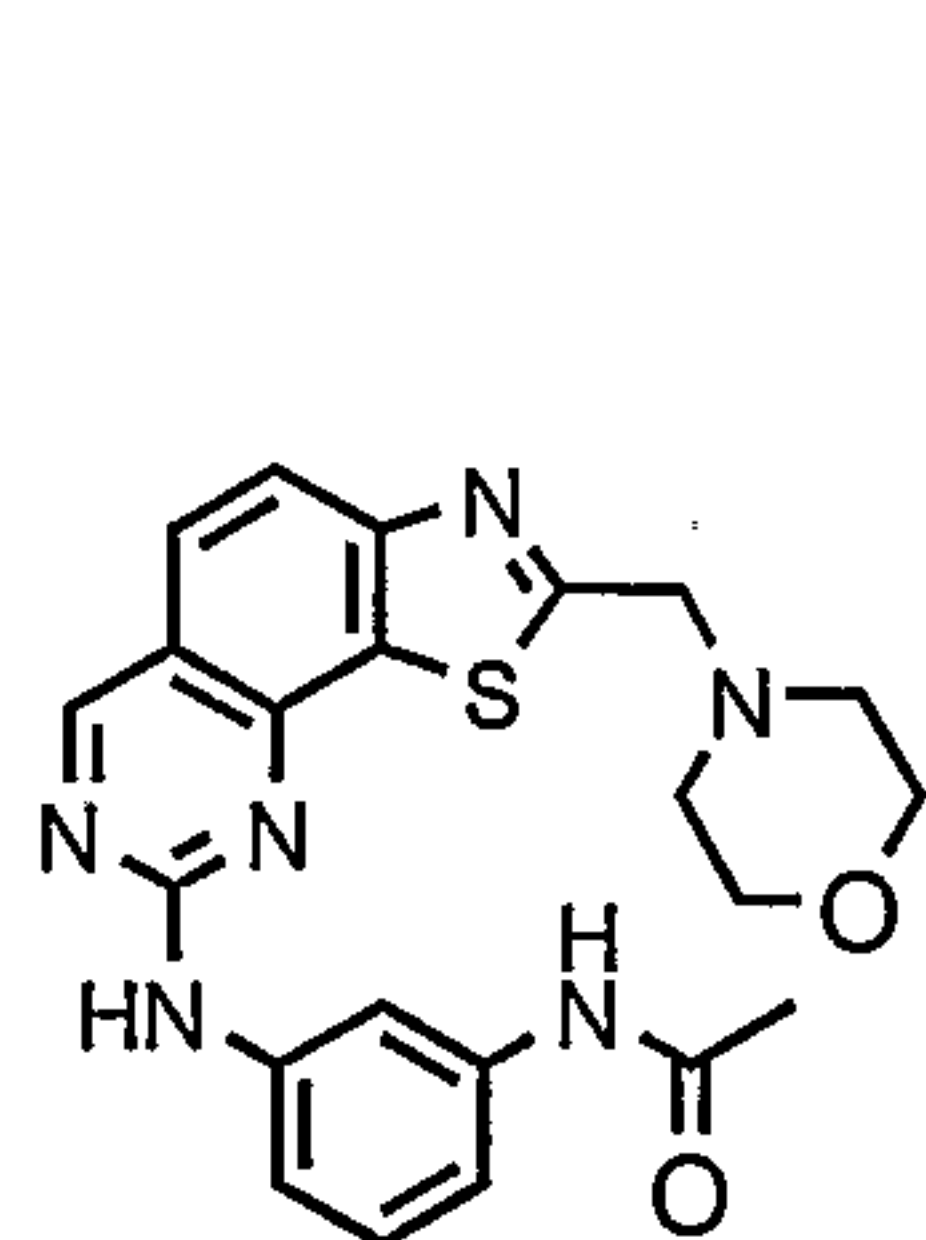
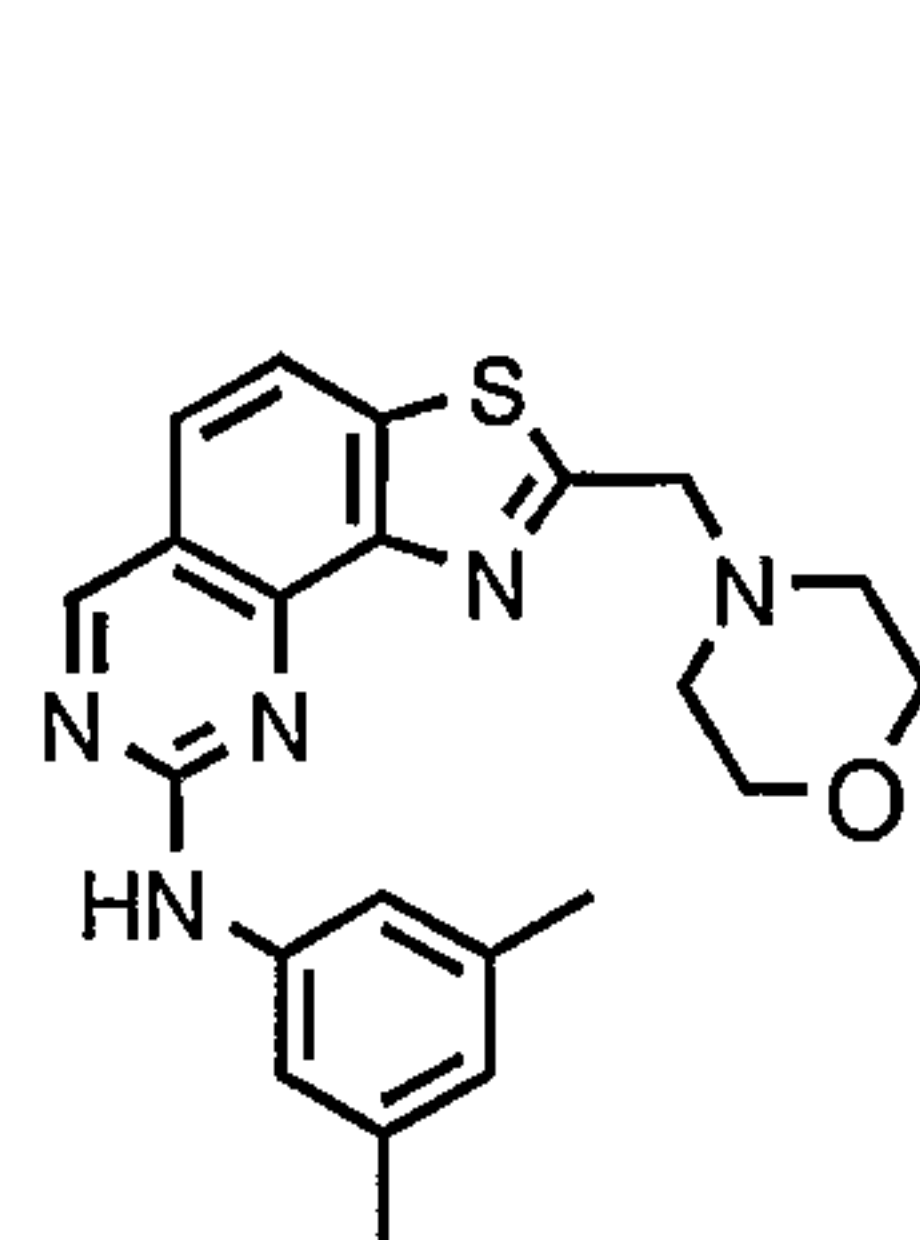
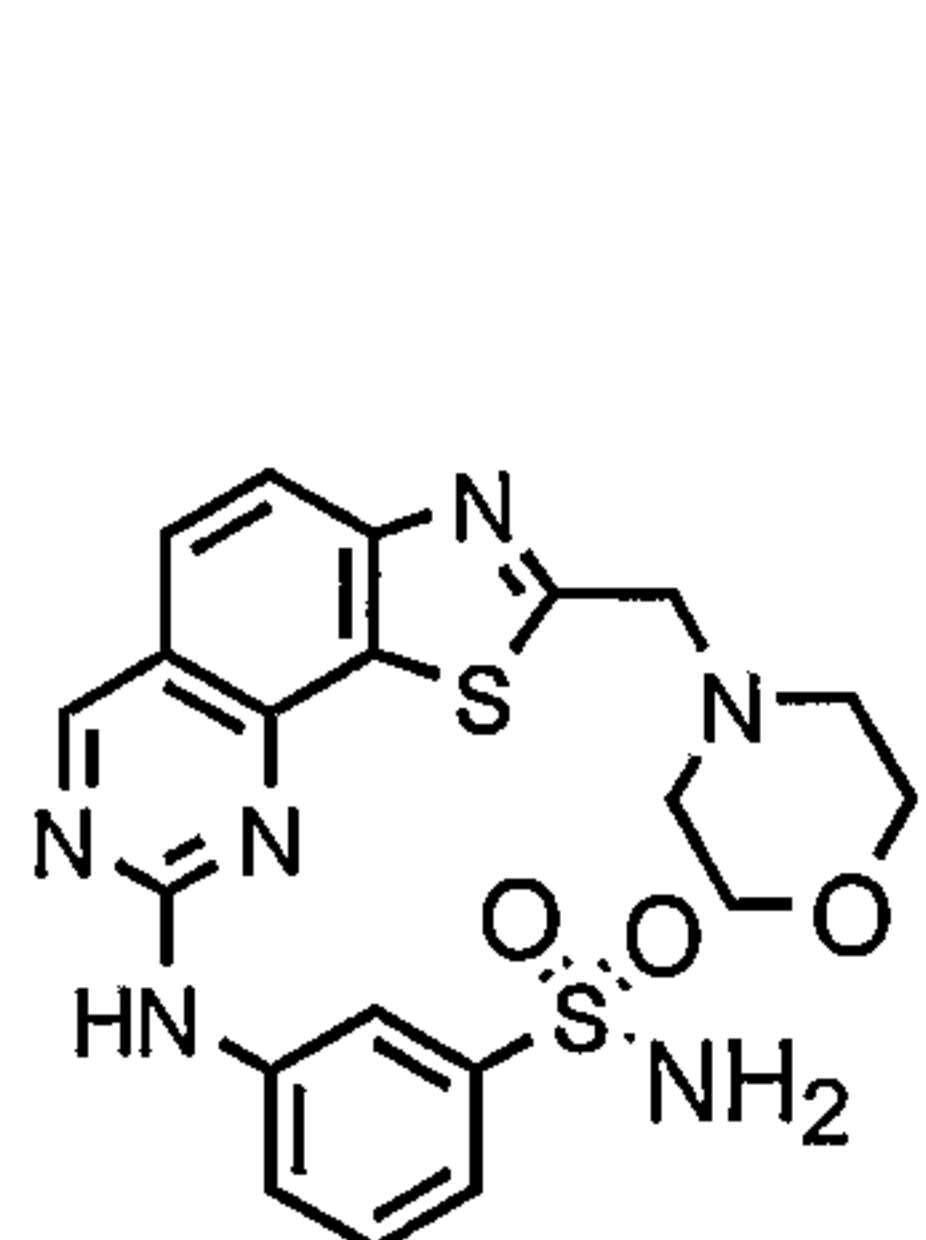
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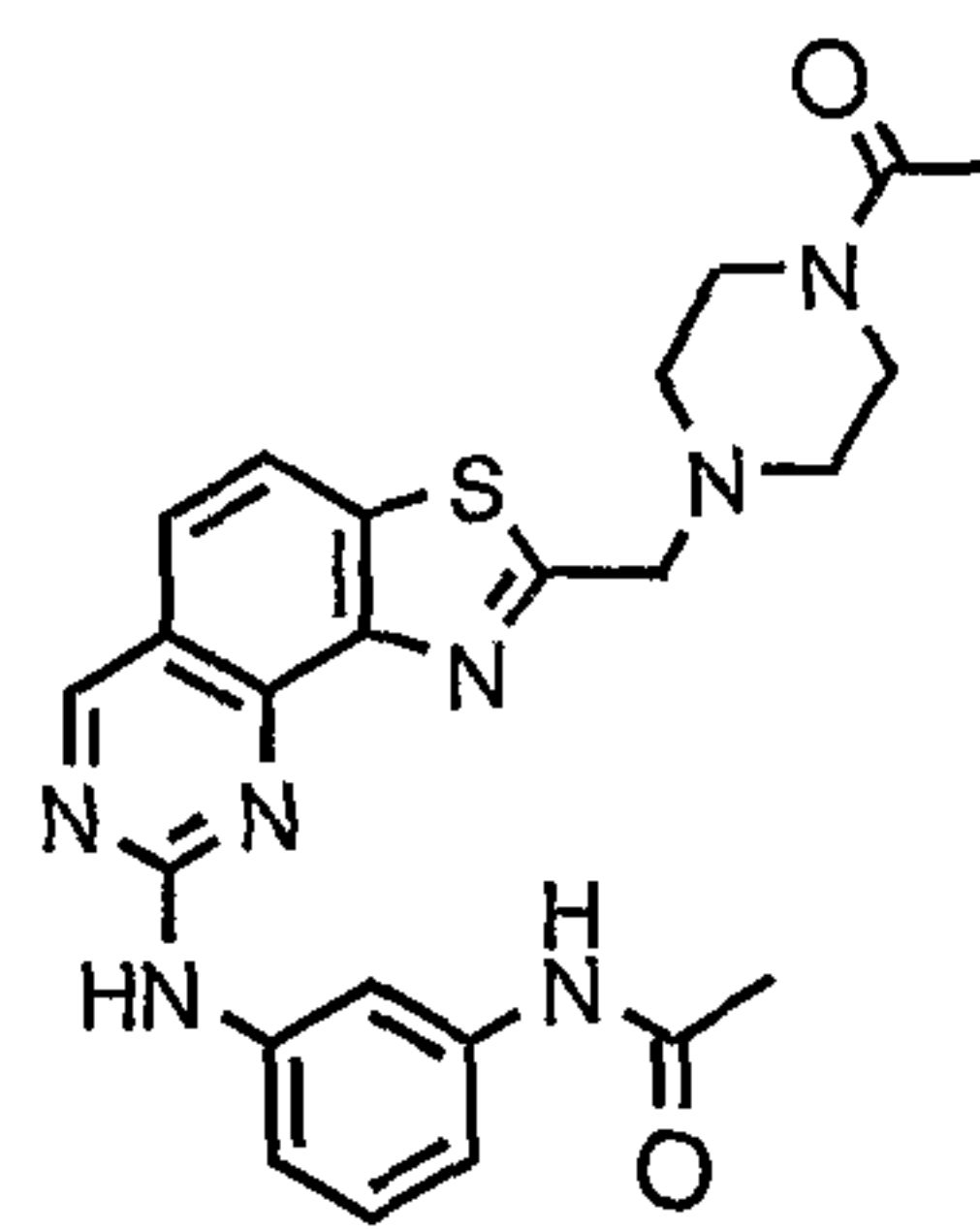
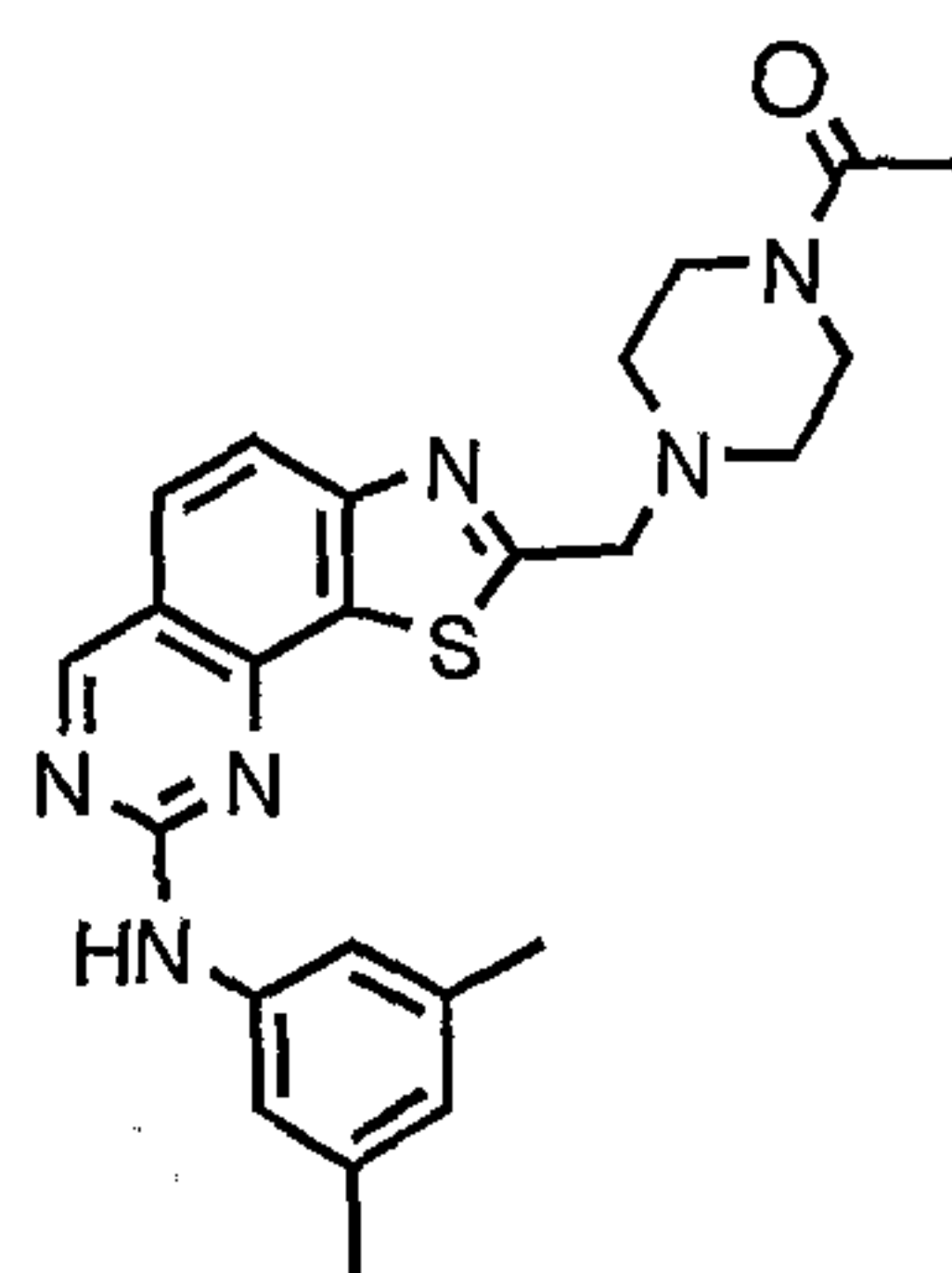
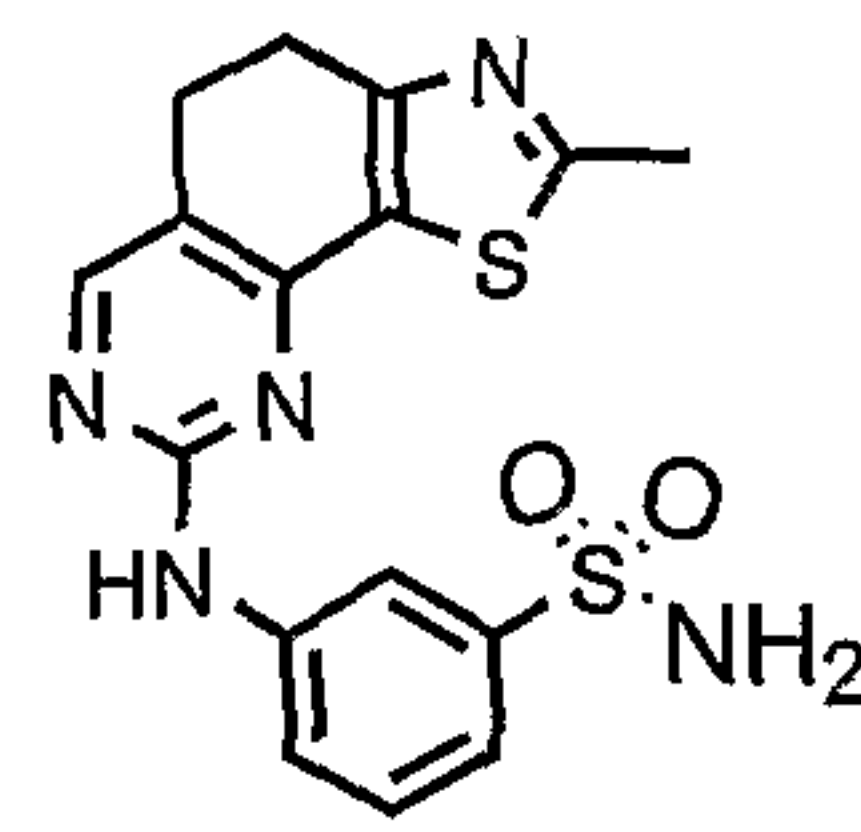
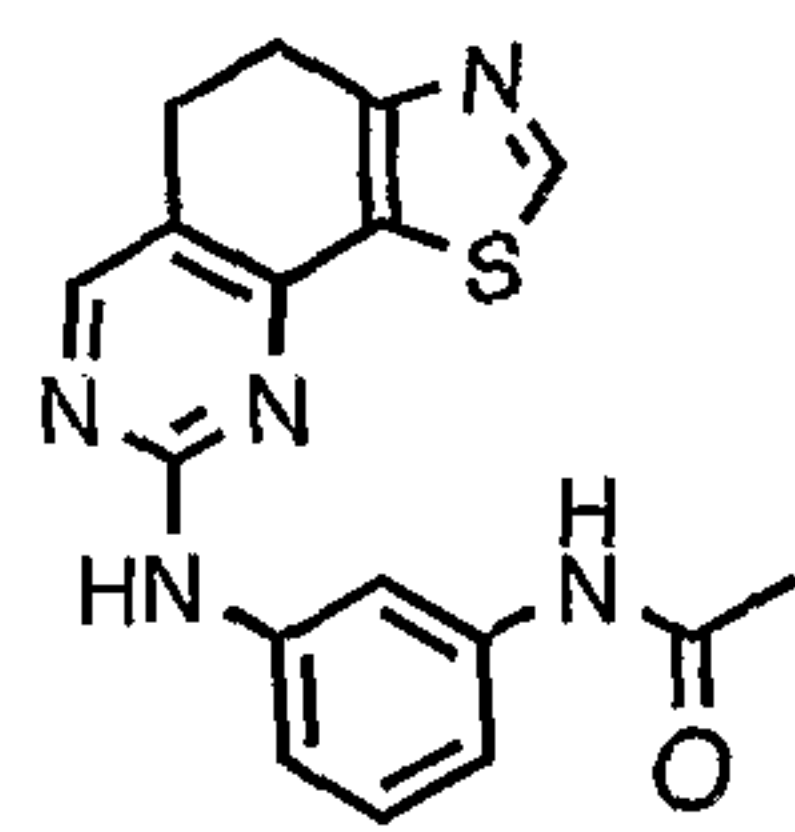
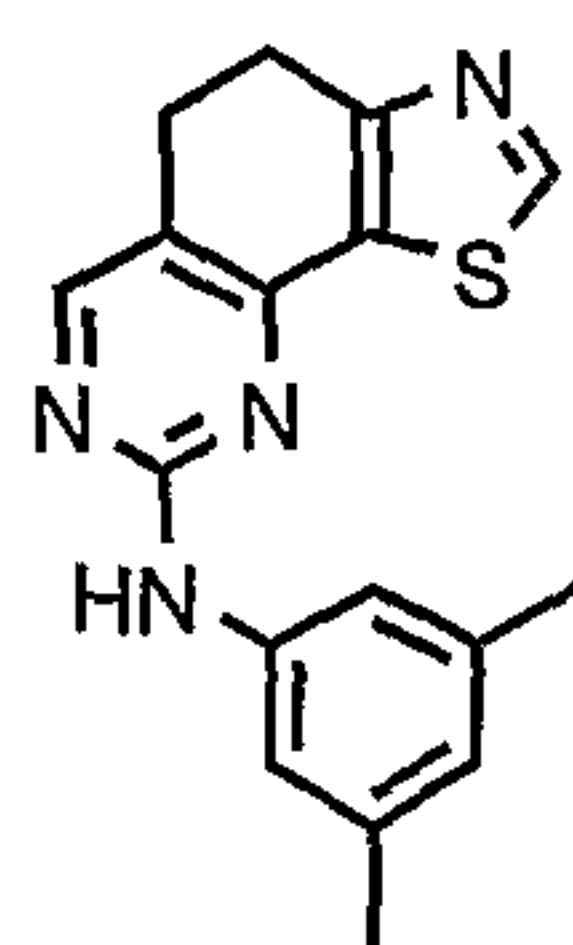
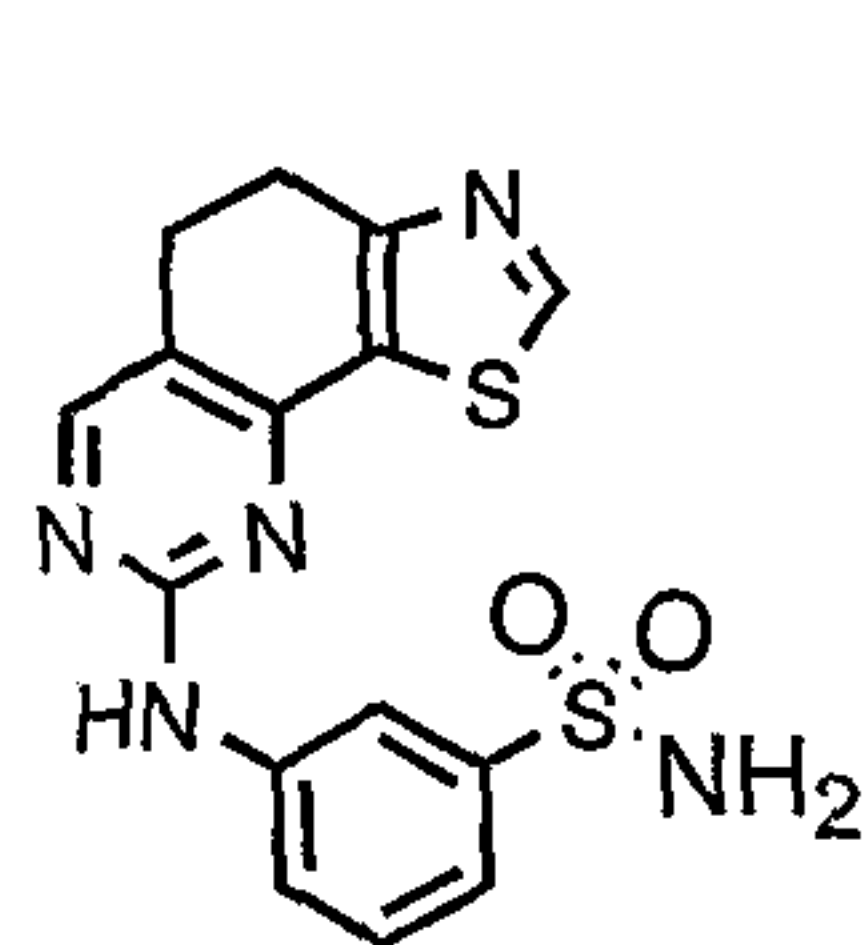
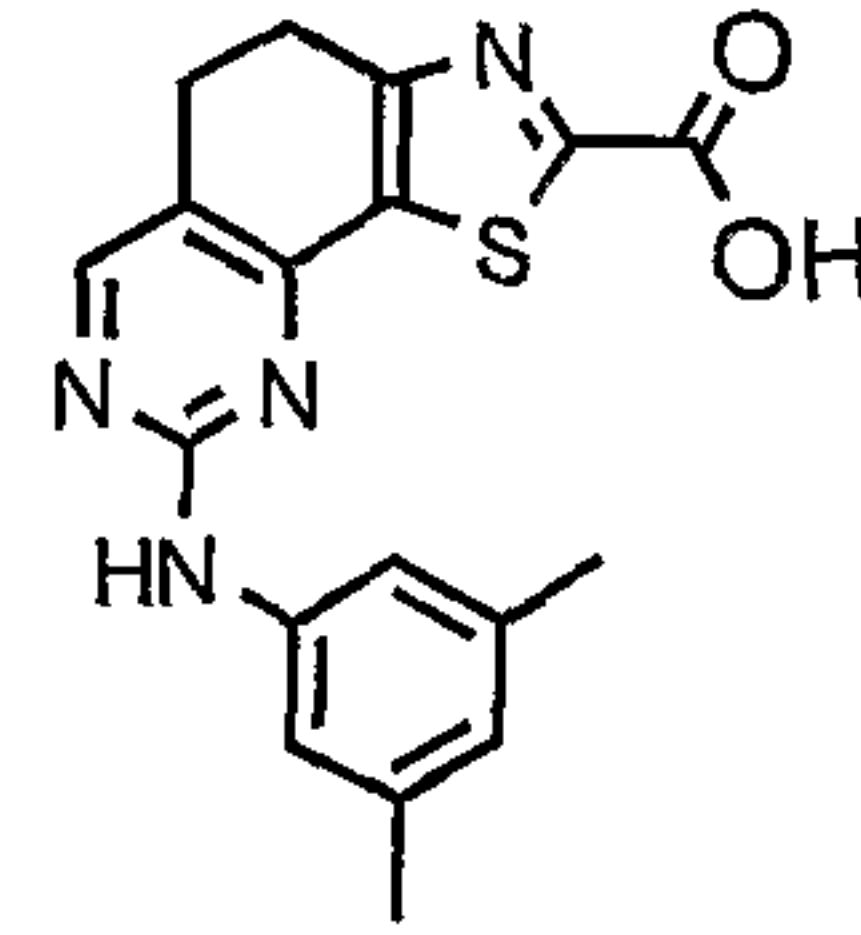
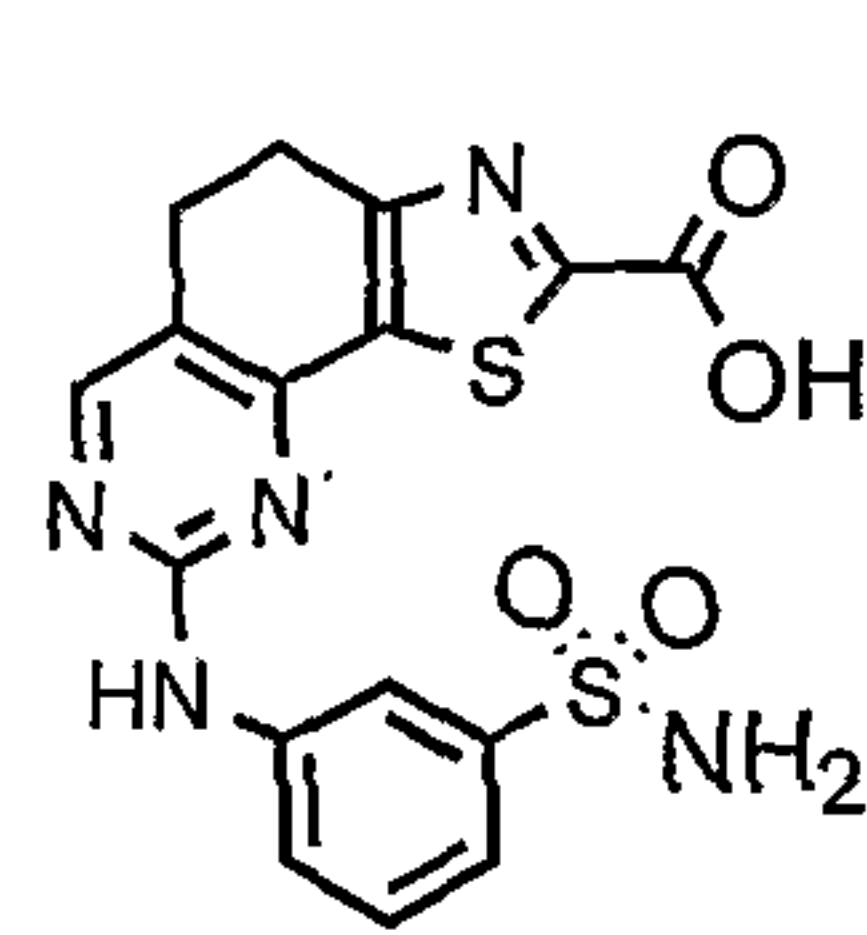
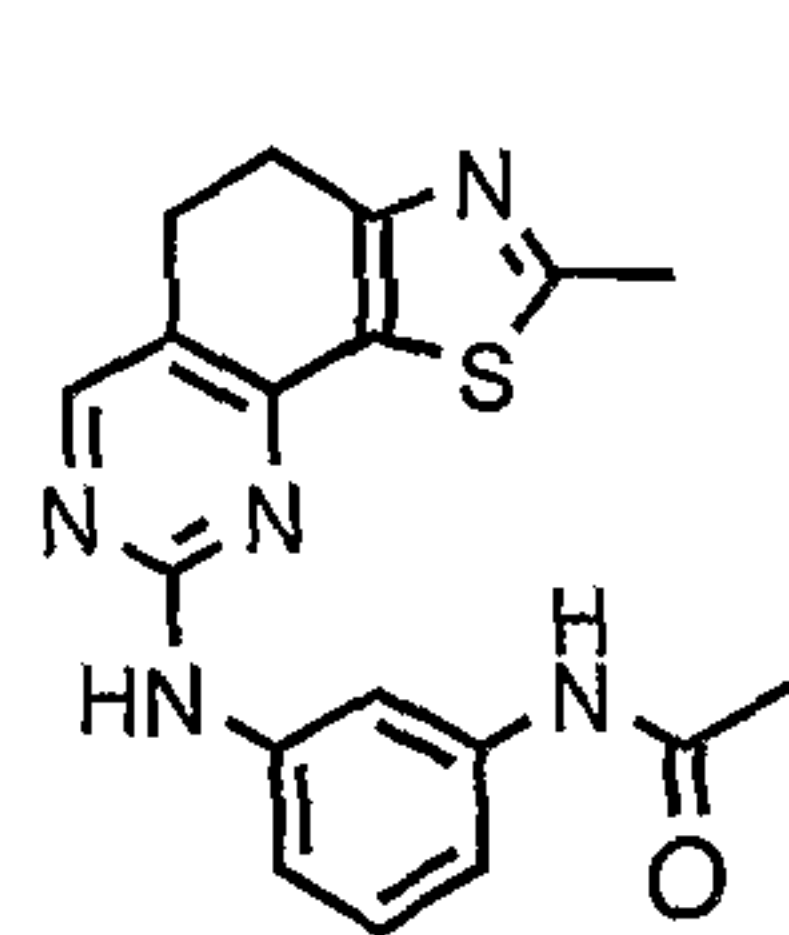
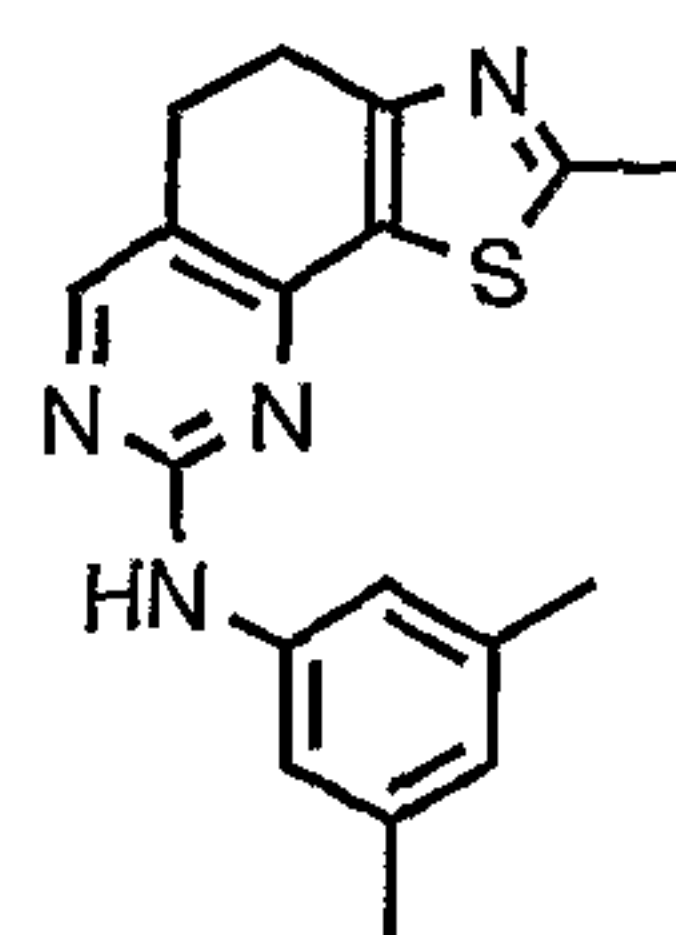
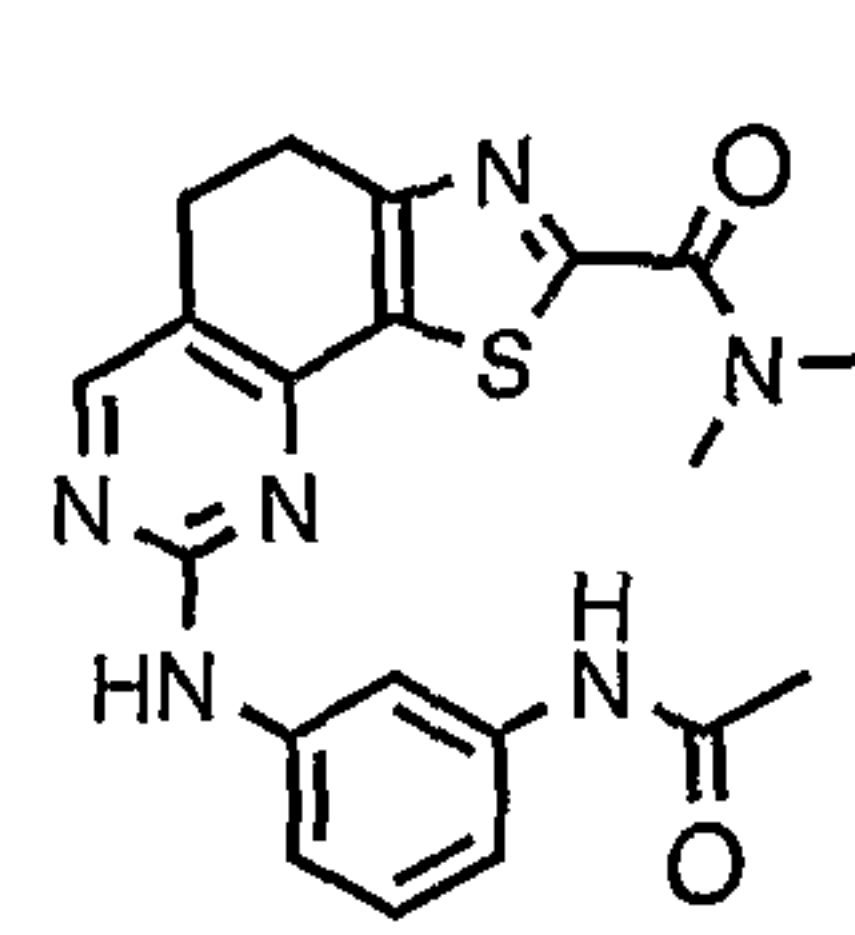
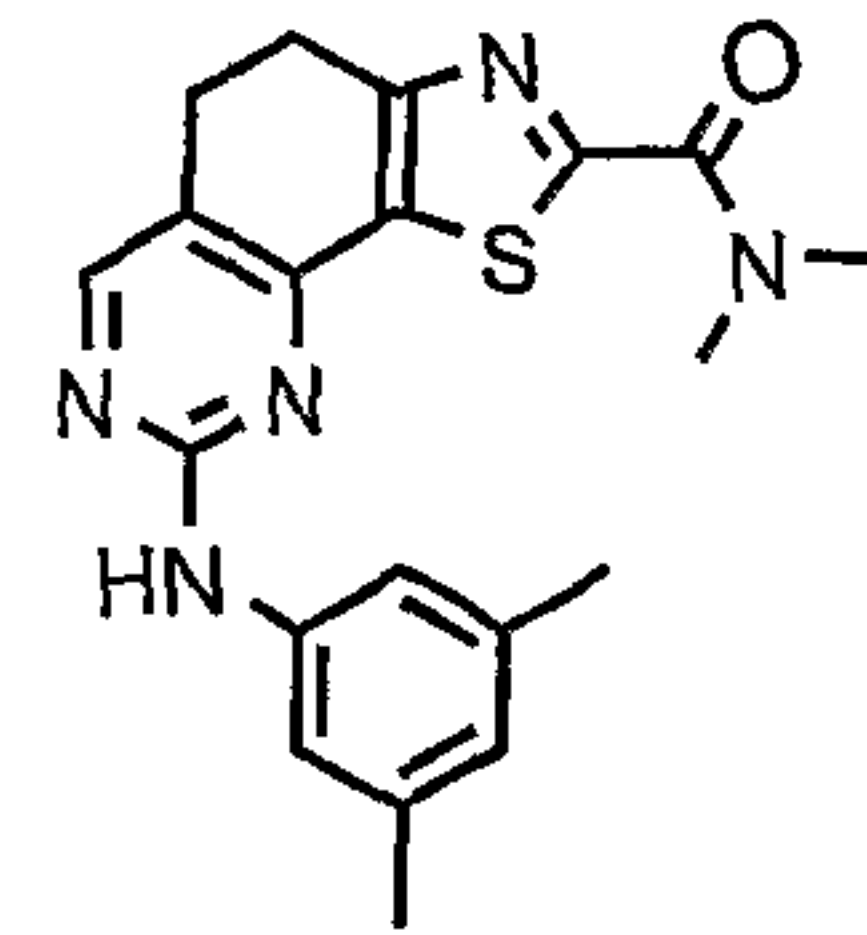
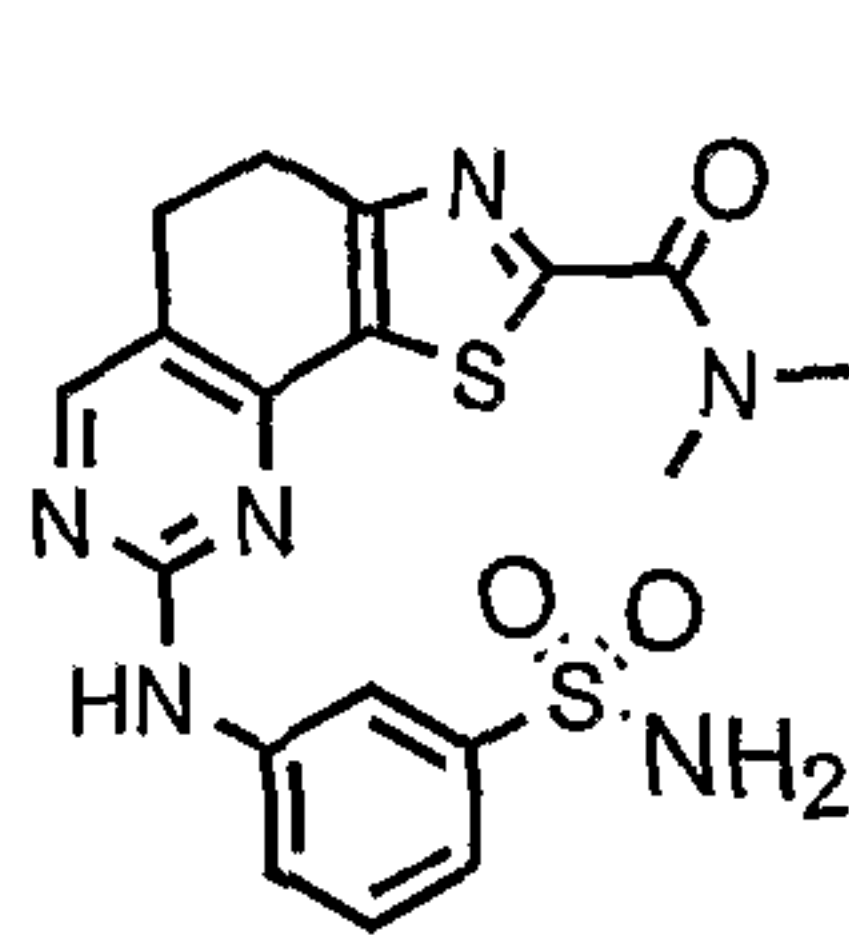
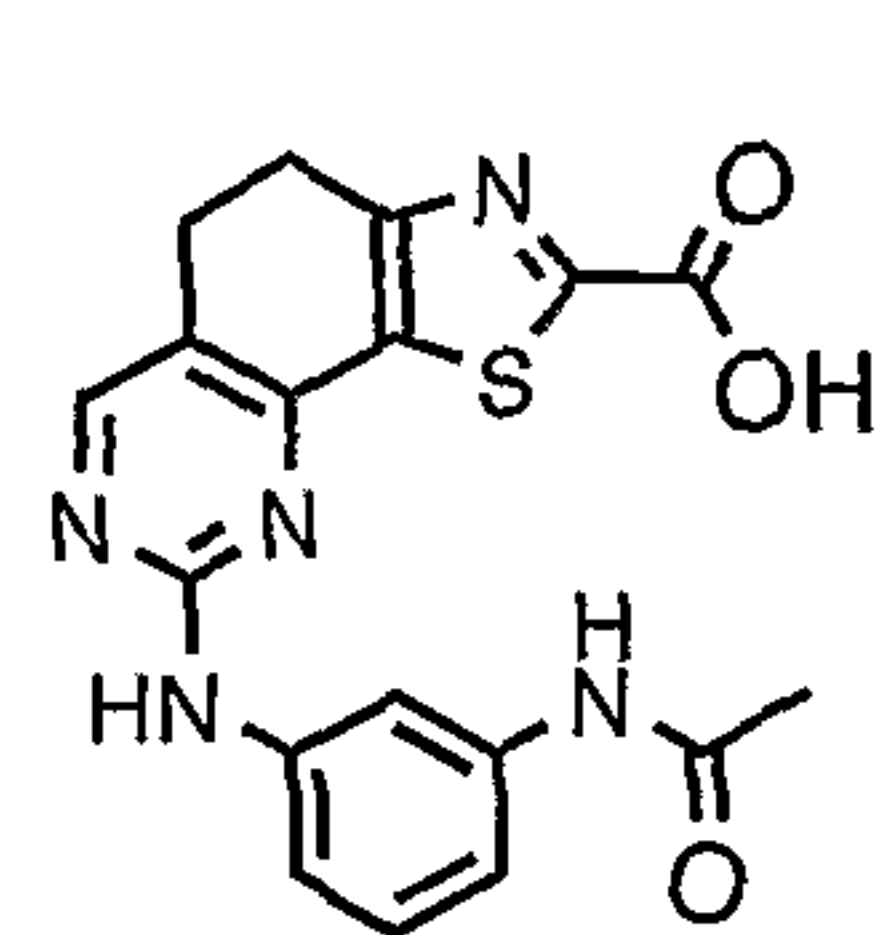
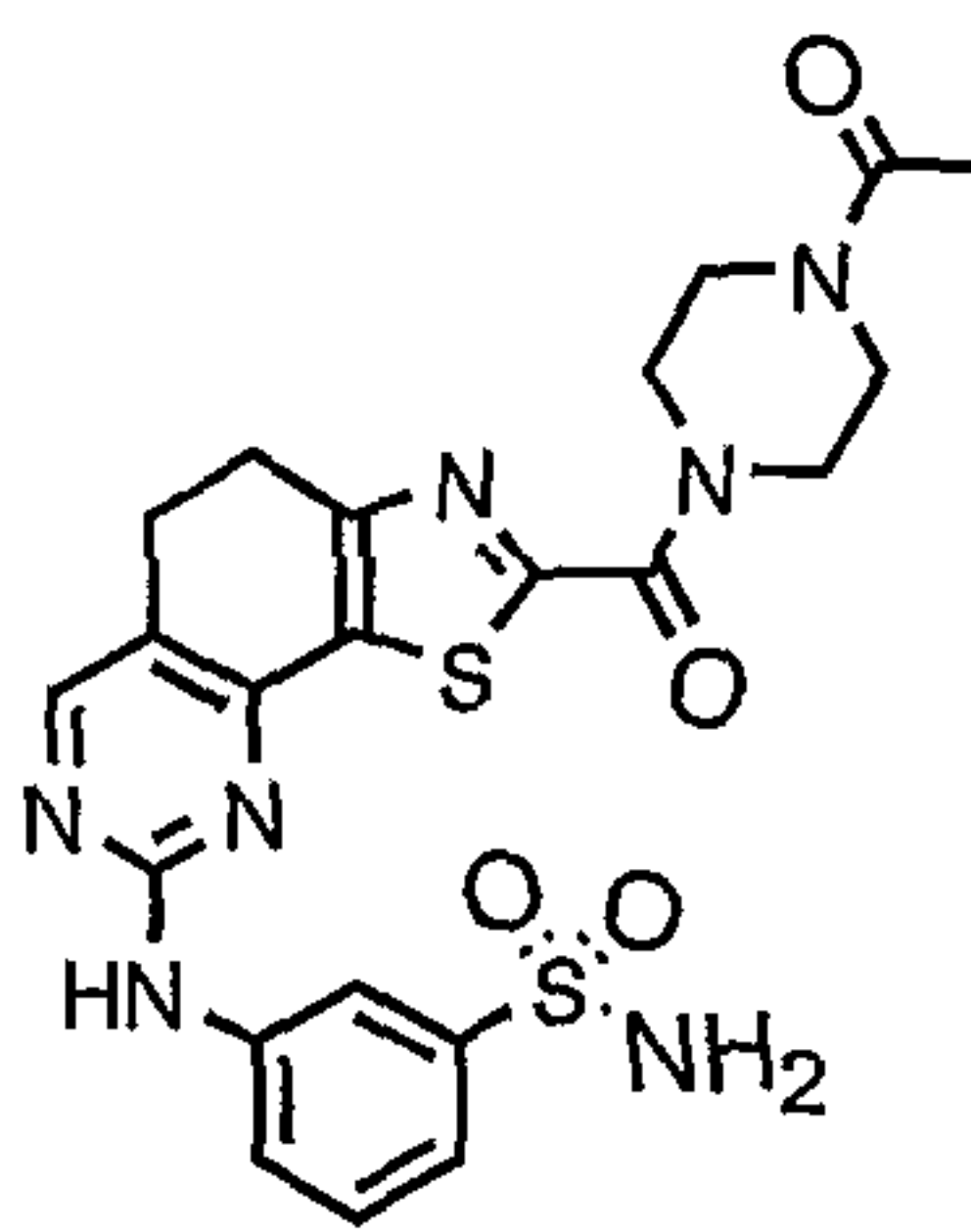
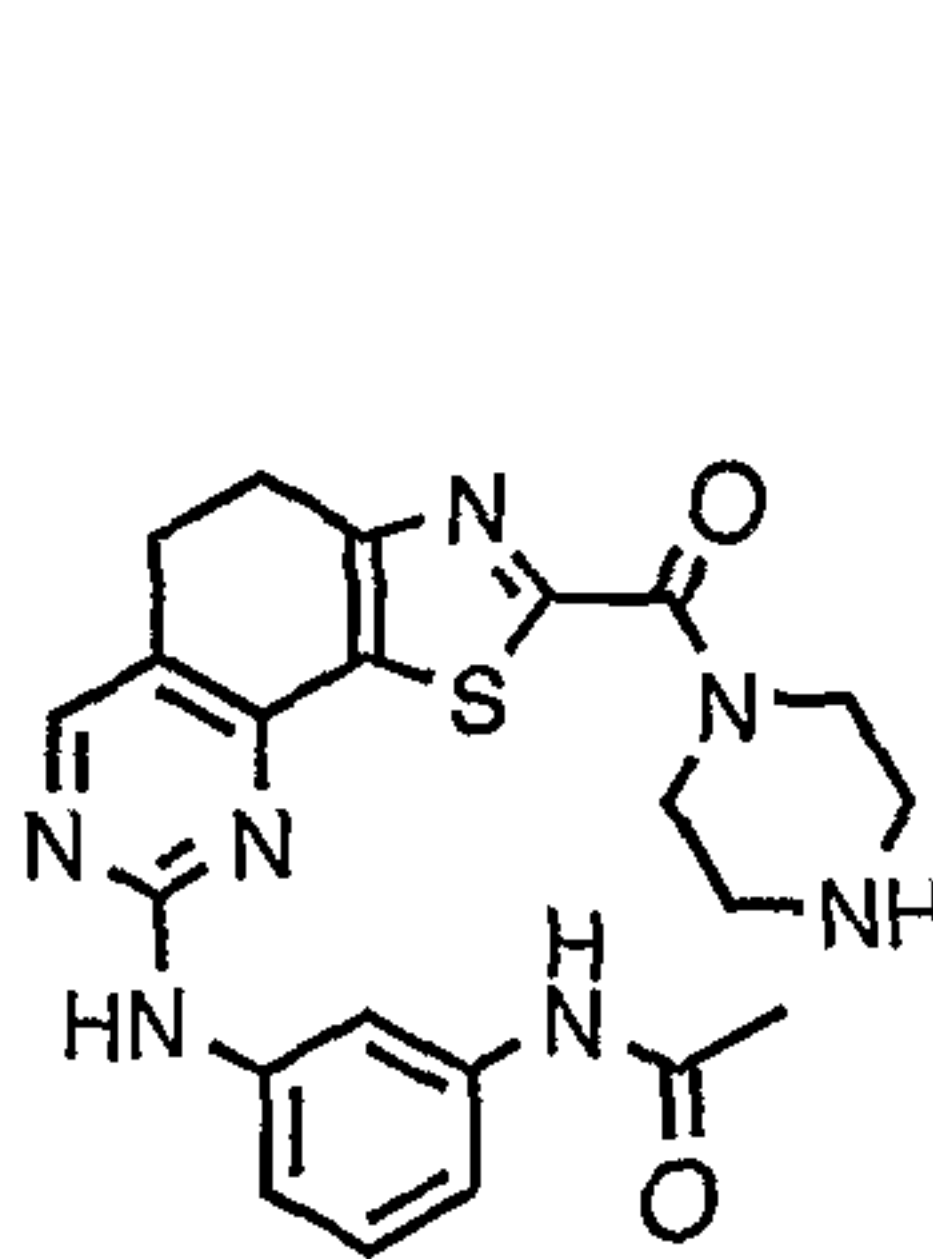
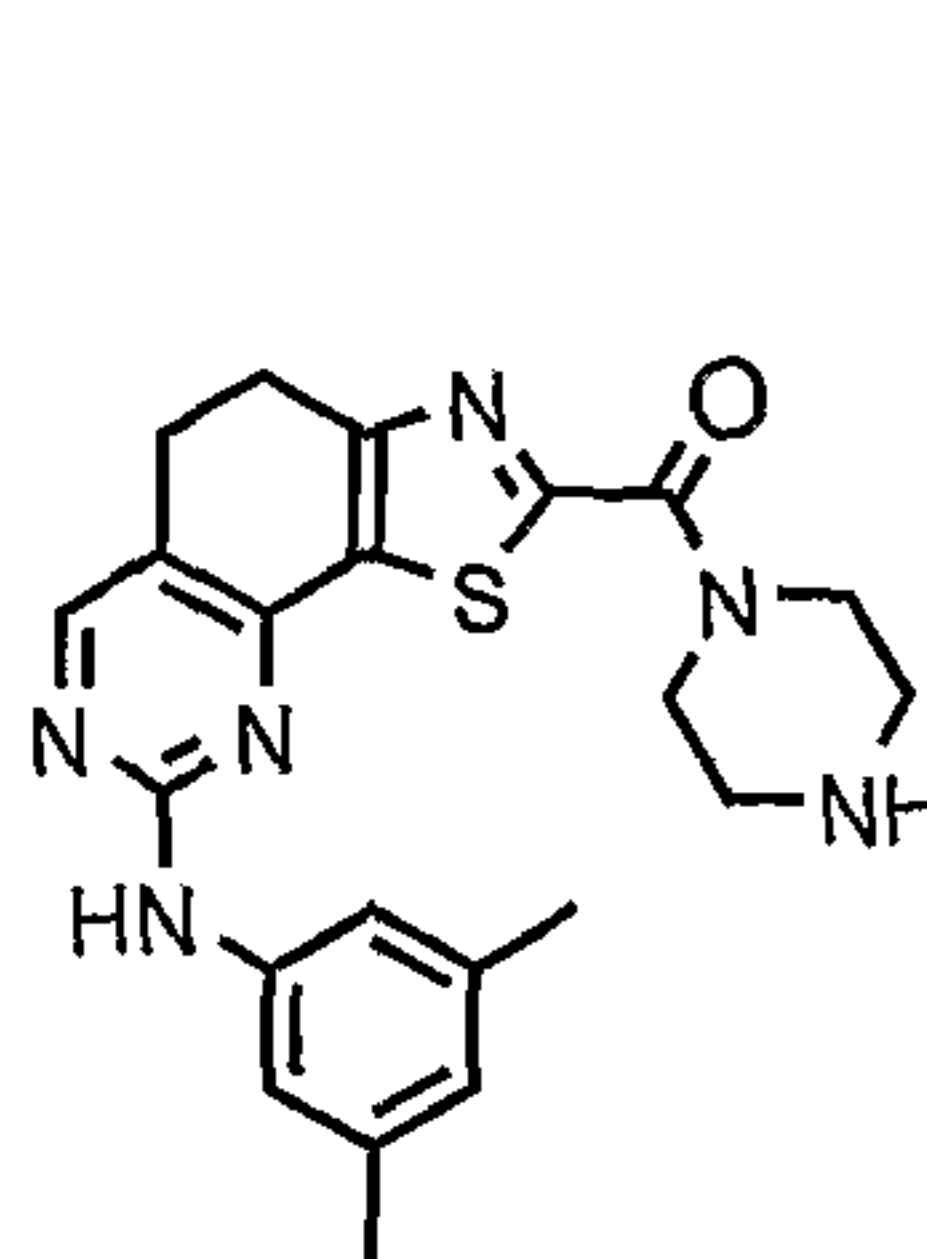
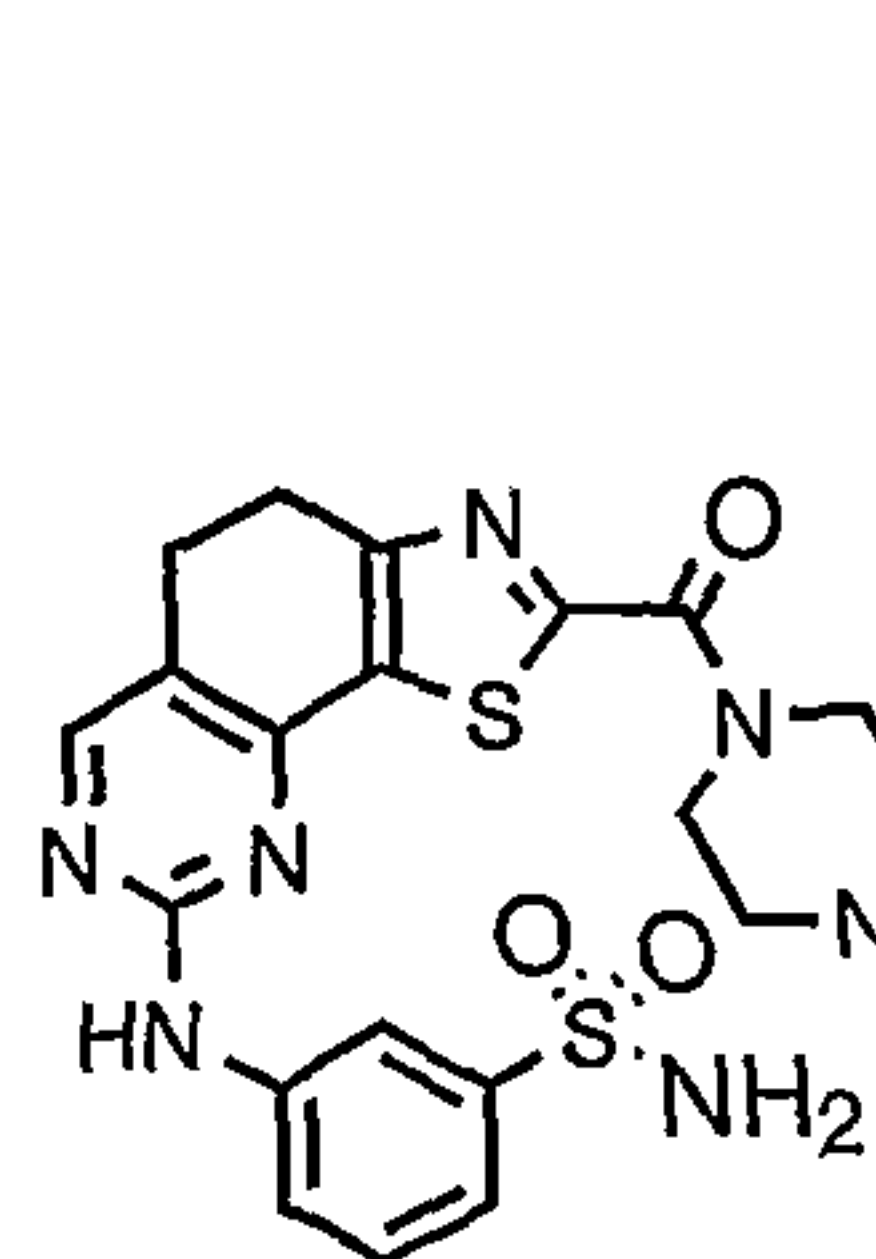


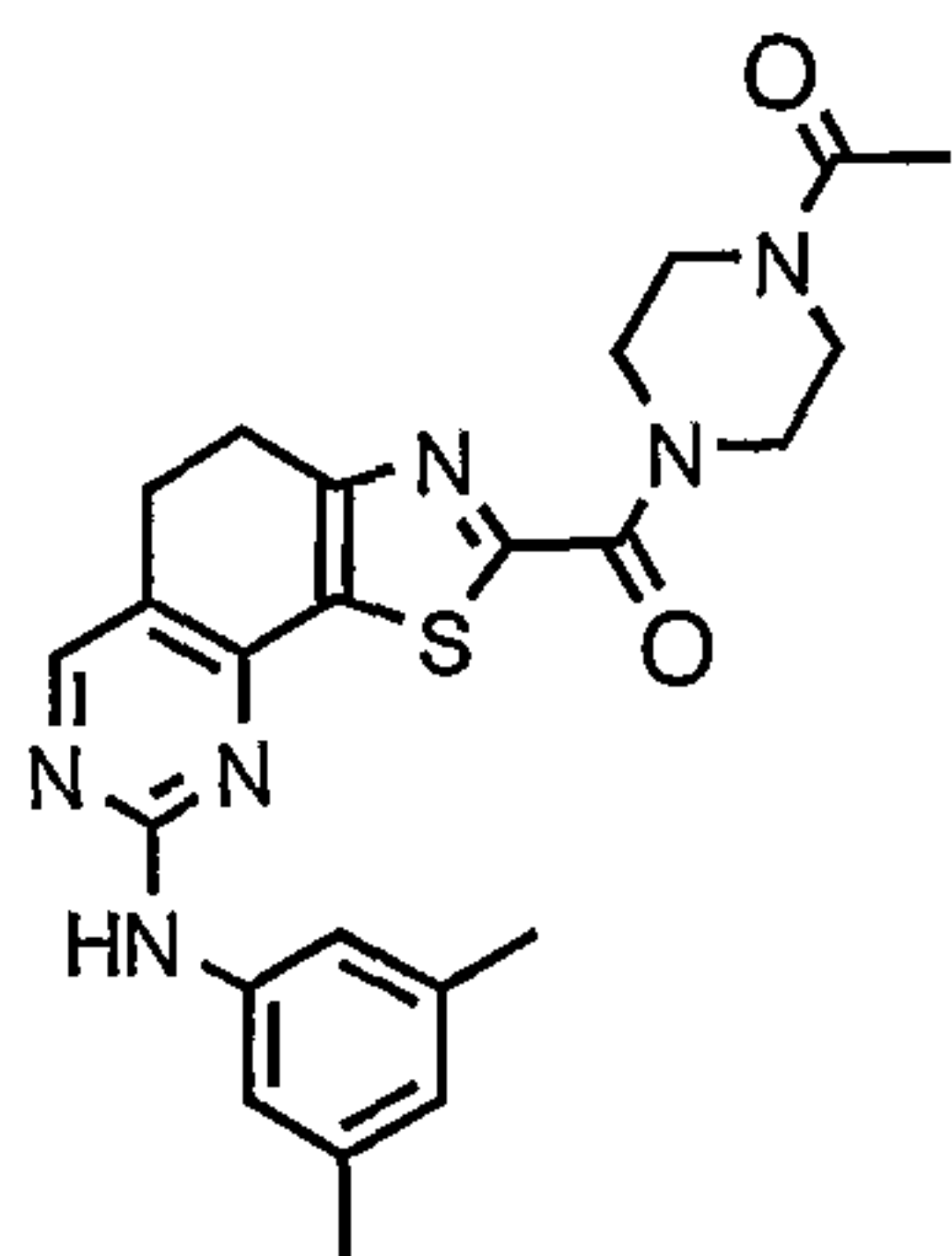
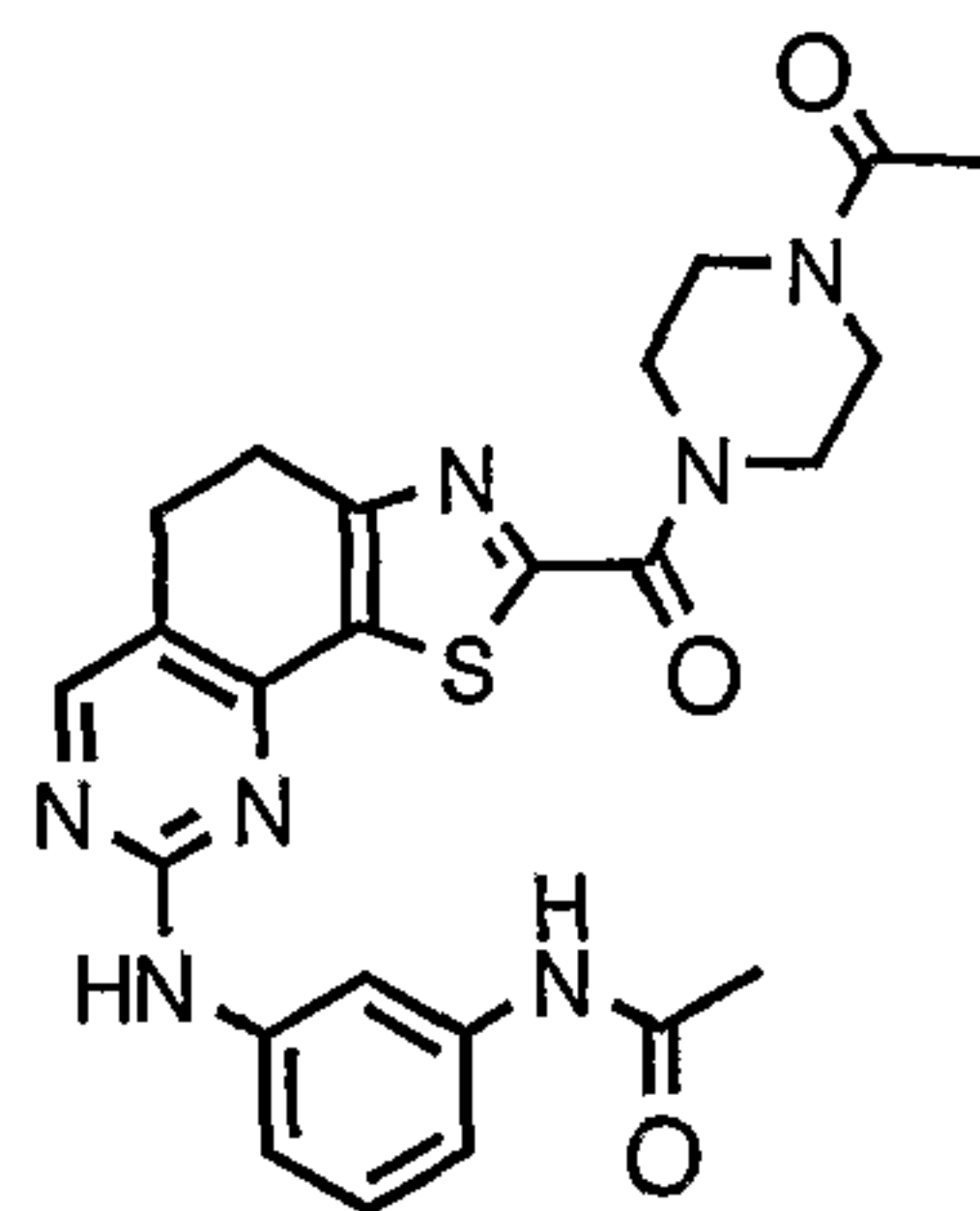
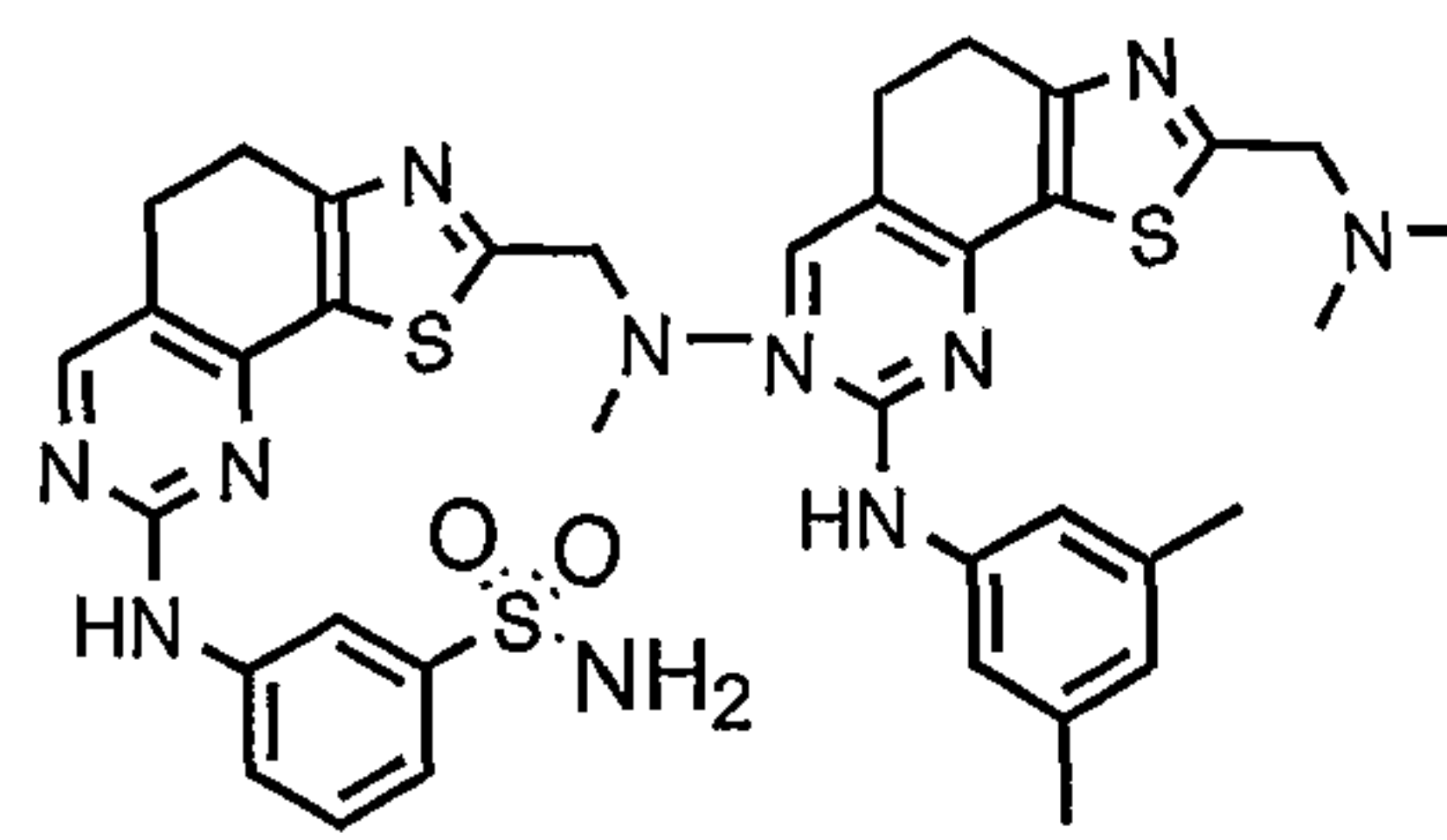
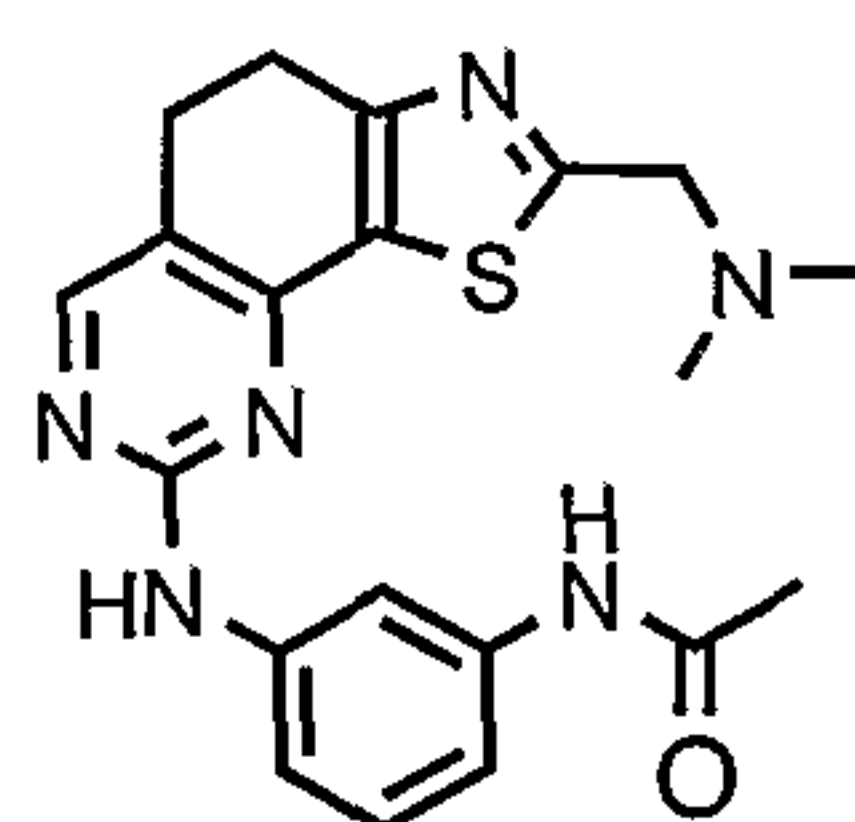
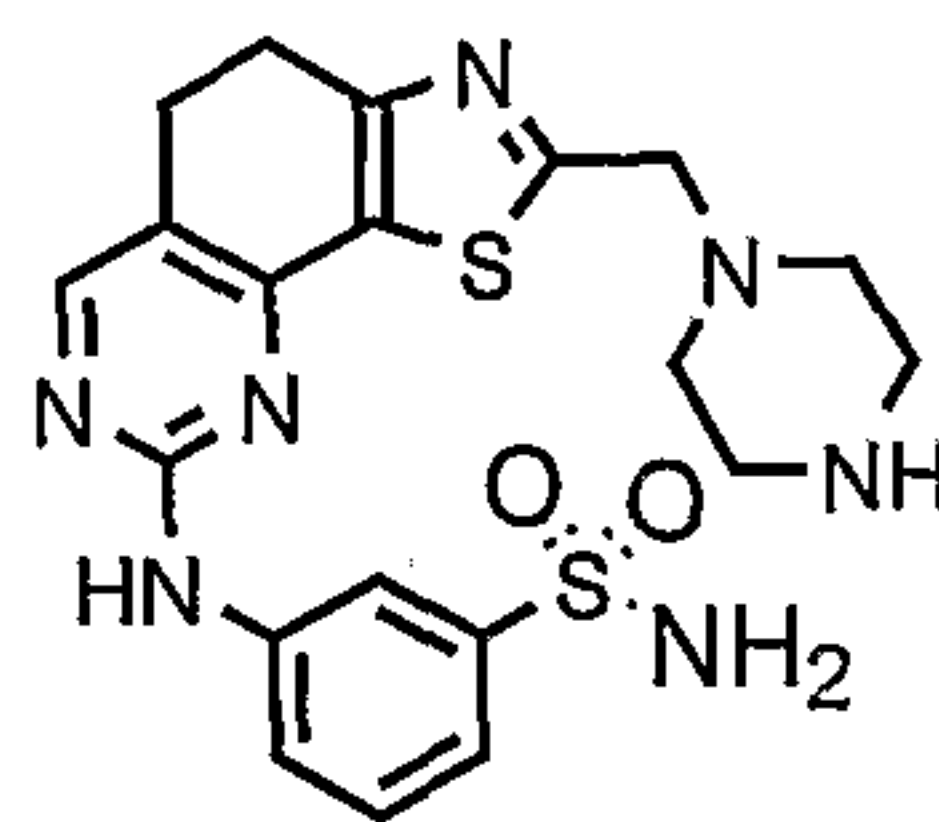
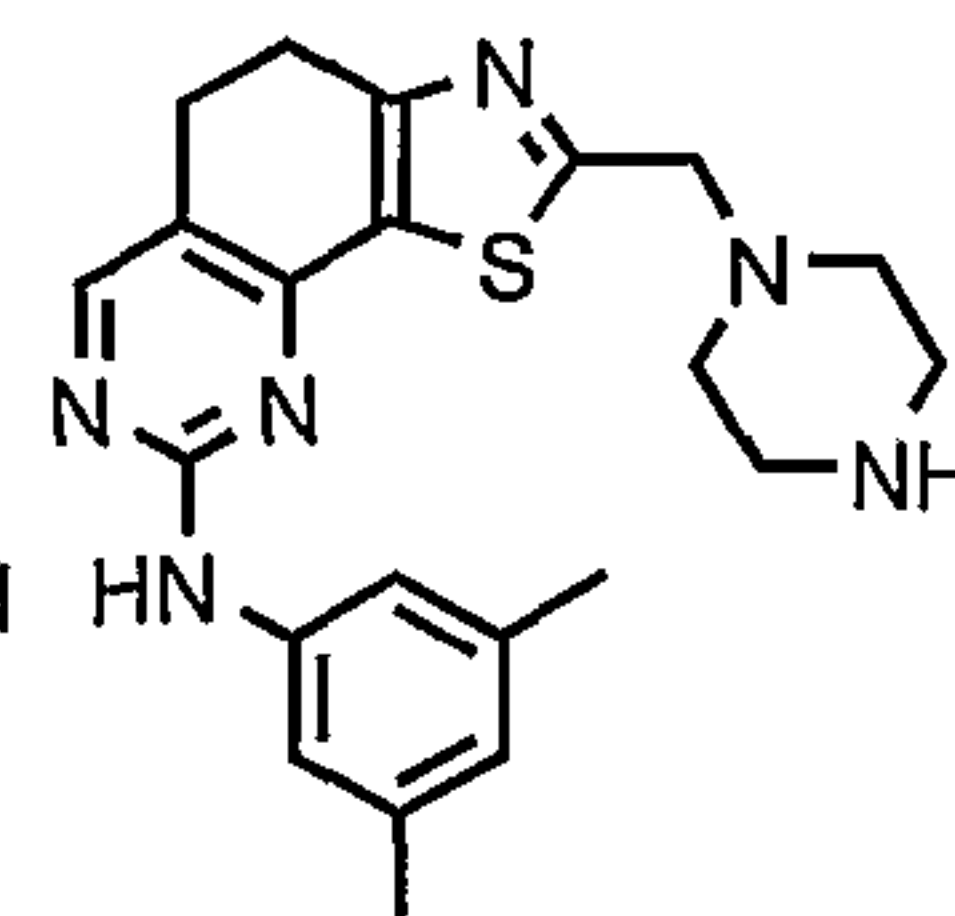
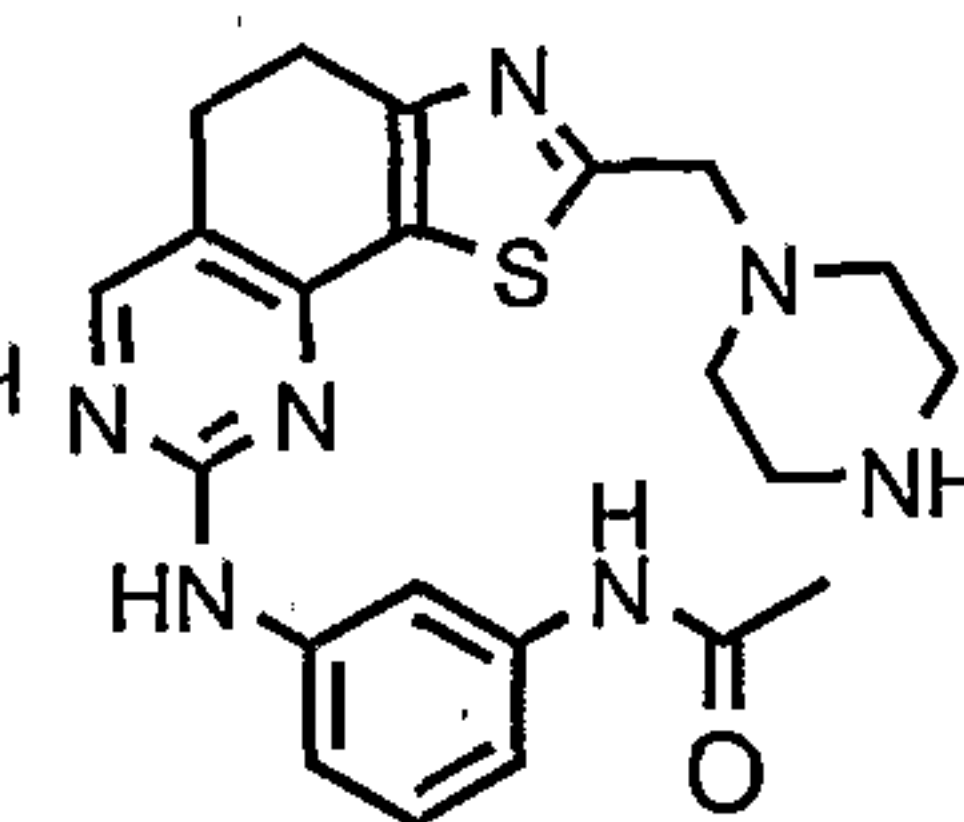
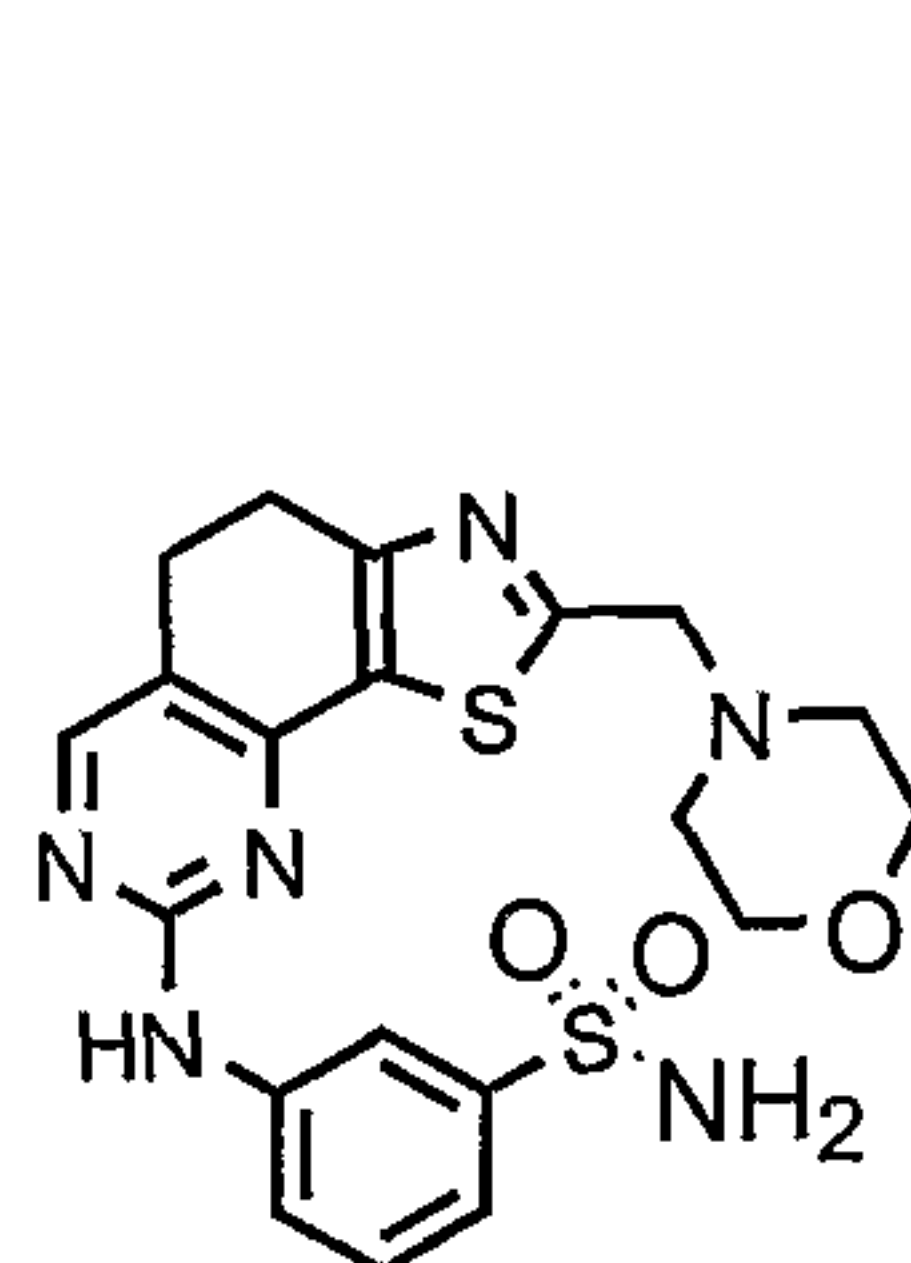
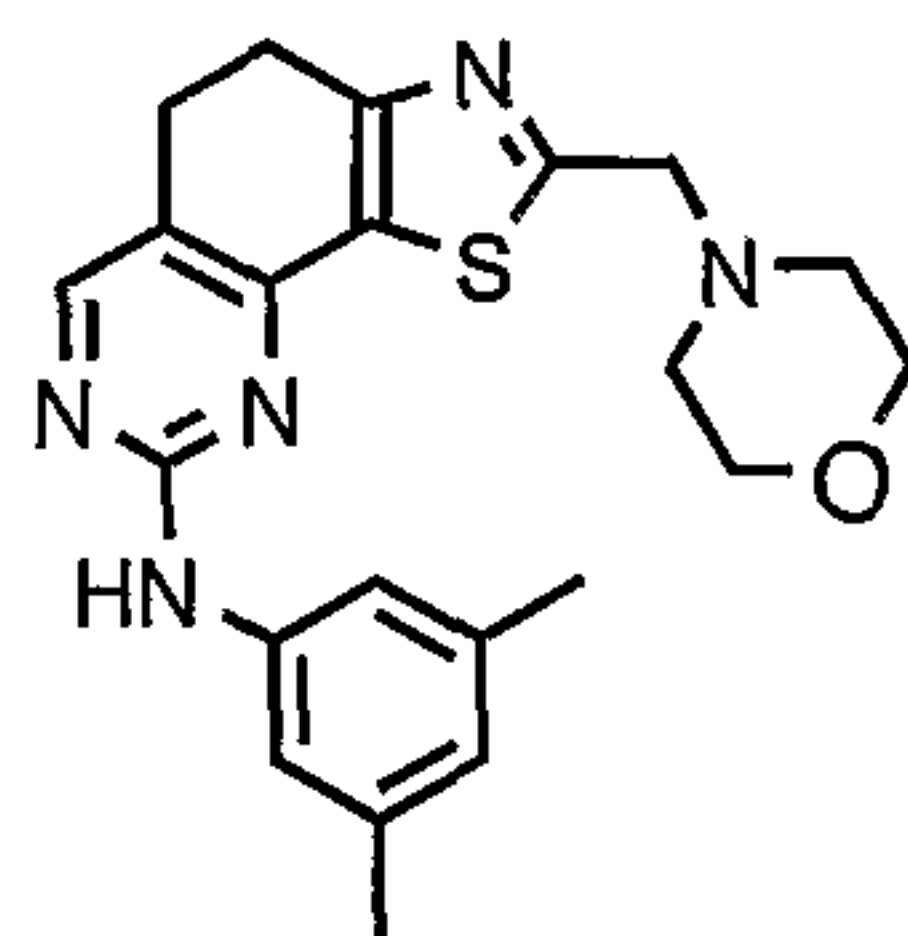
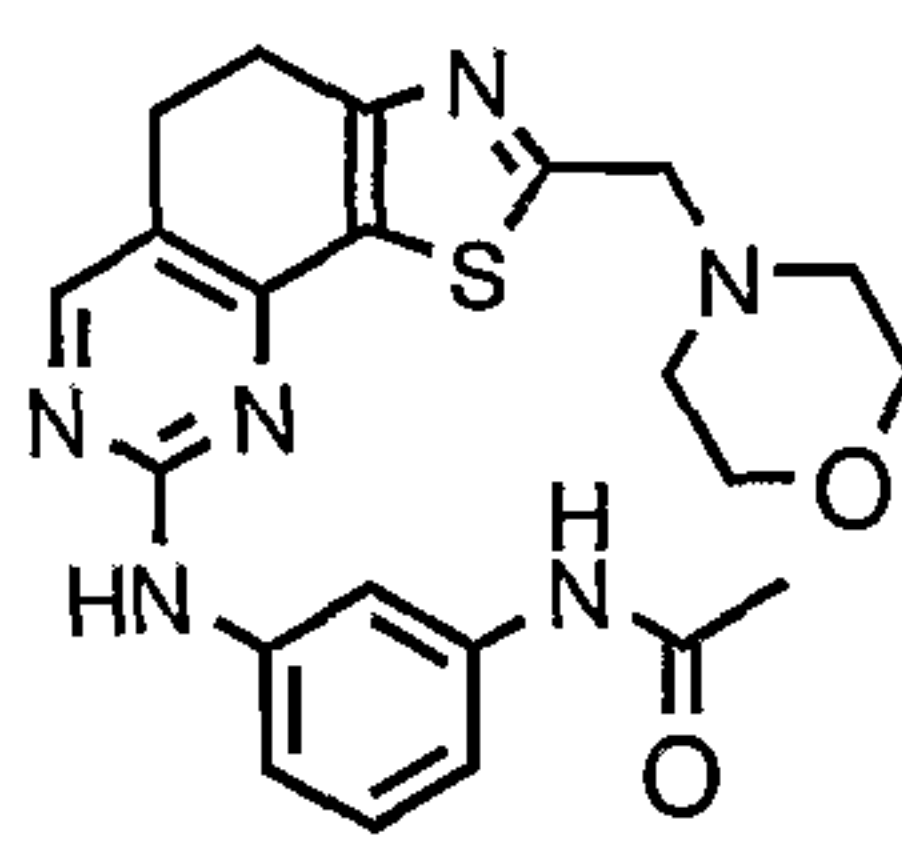
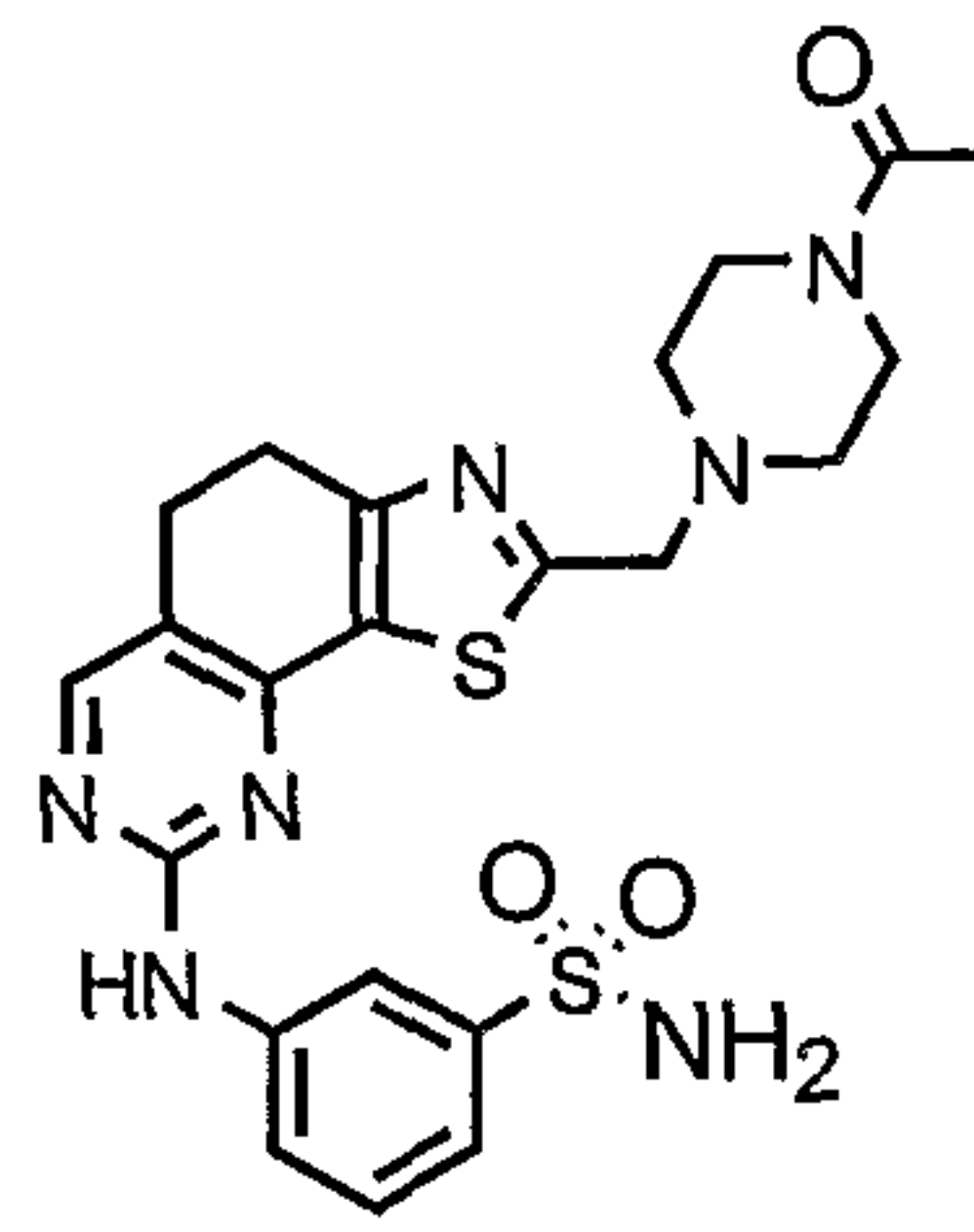
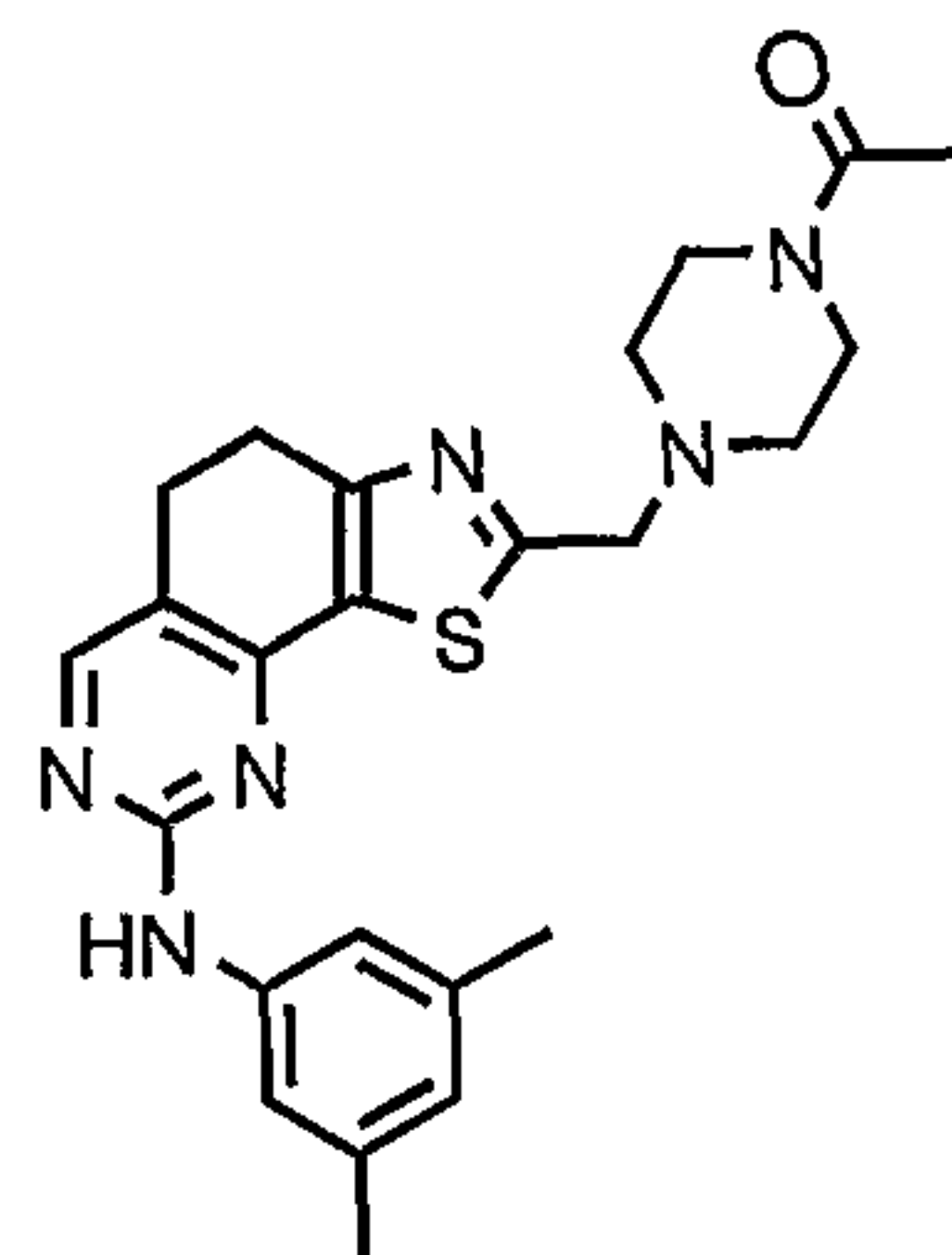
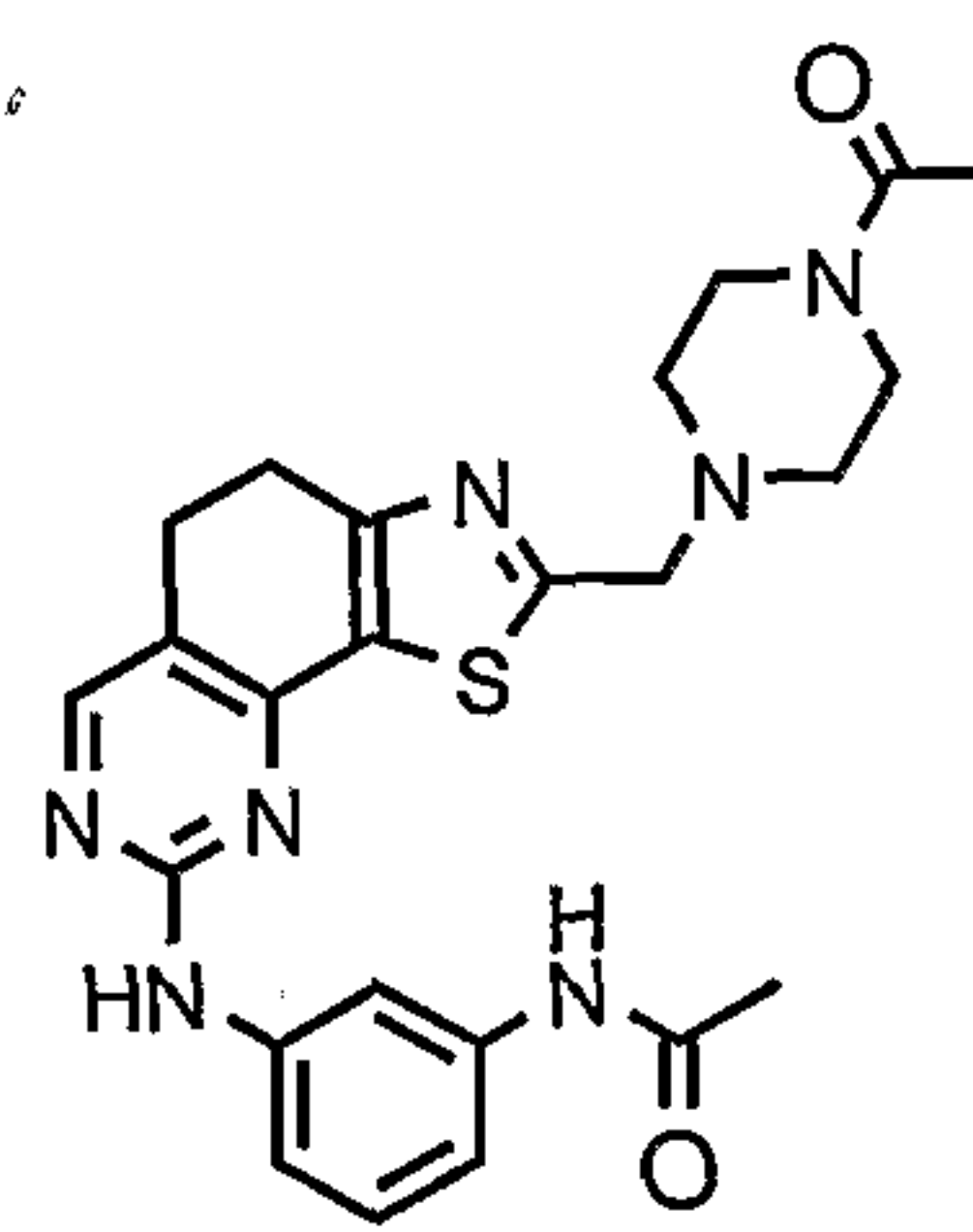
II-23

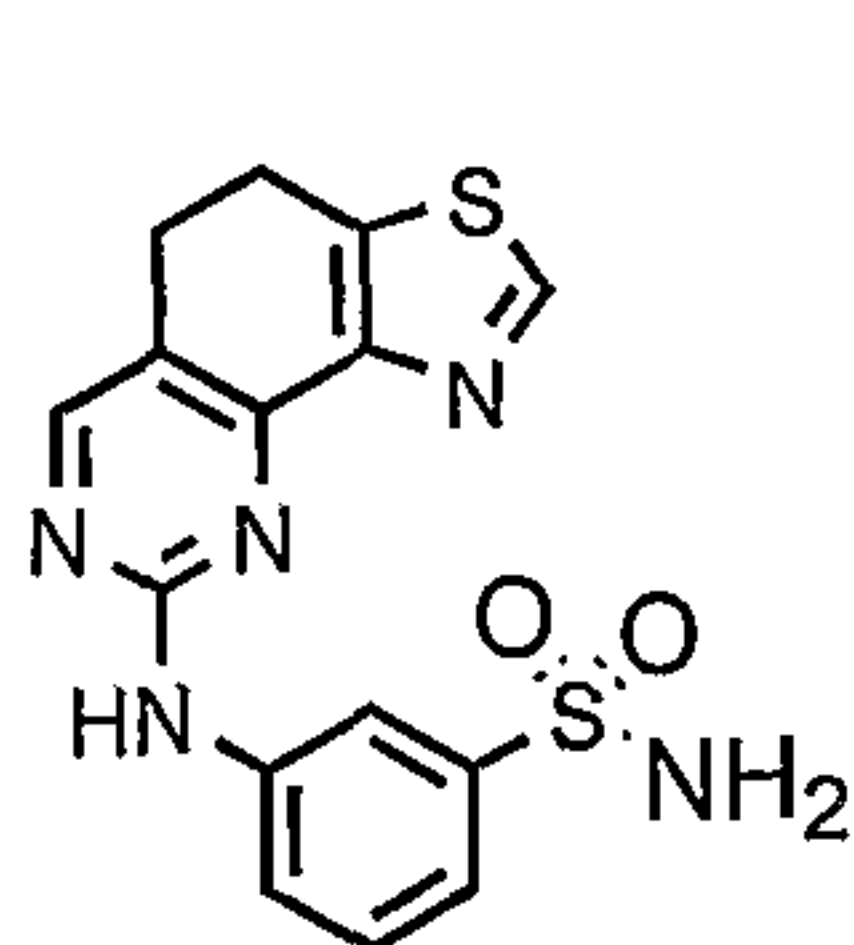


II-24

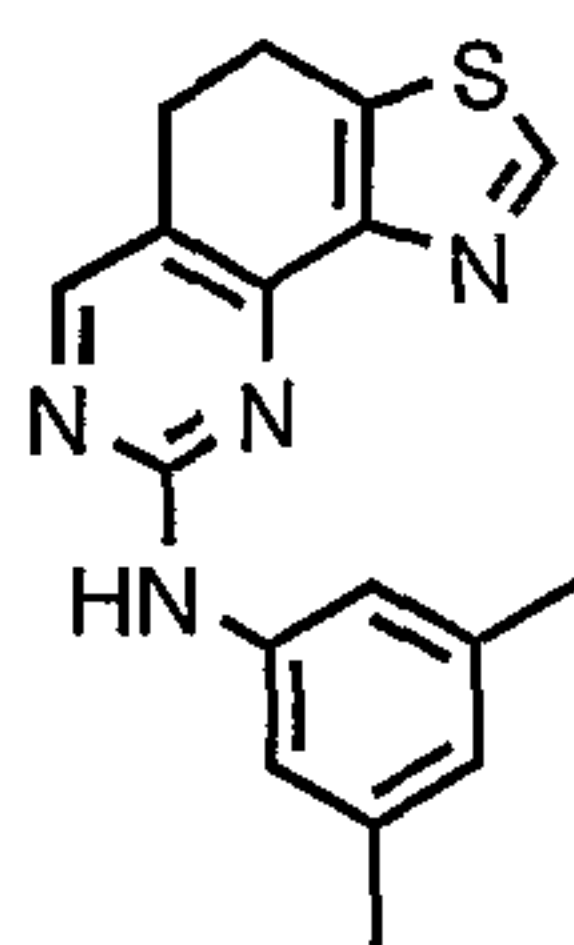


II-25**II-26****II-27****II-28****II-29****II-30****III-1****III-2****III-3****III-4****III-5****III-6****III-7****III-8****III-9****III-10****III-11****III-12****III-13****III-14****III-15****III-16**

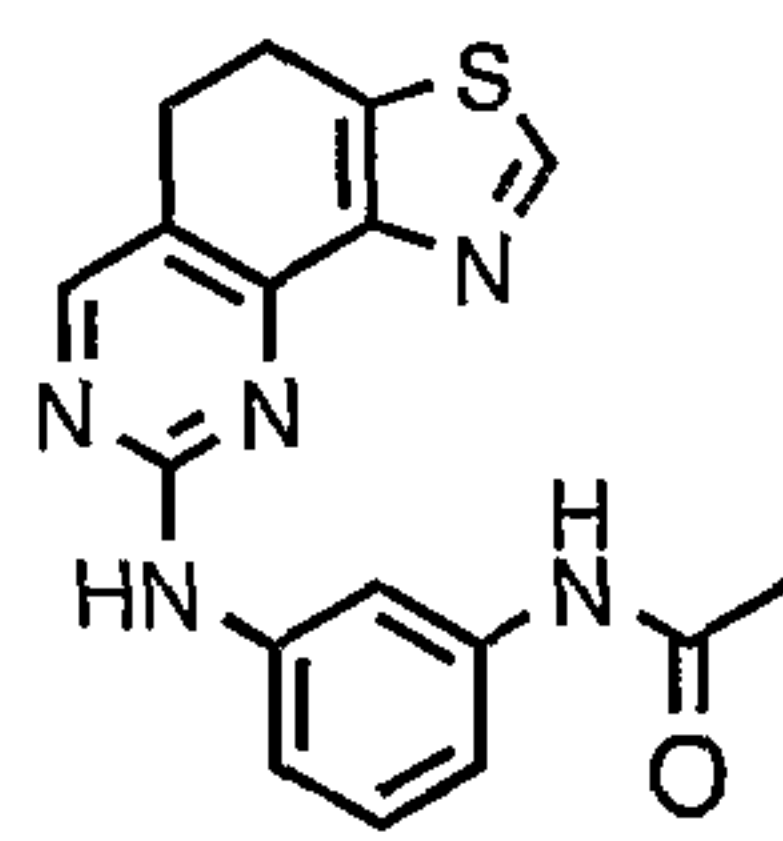
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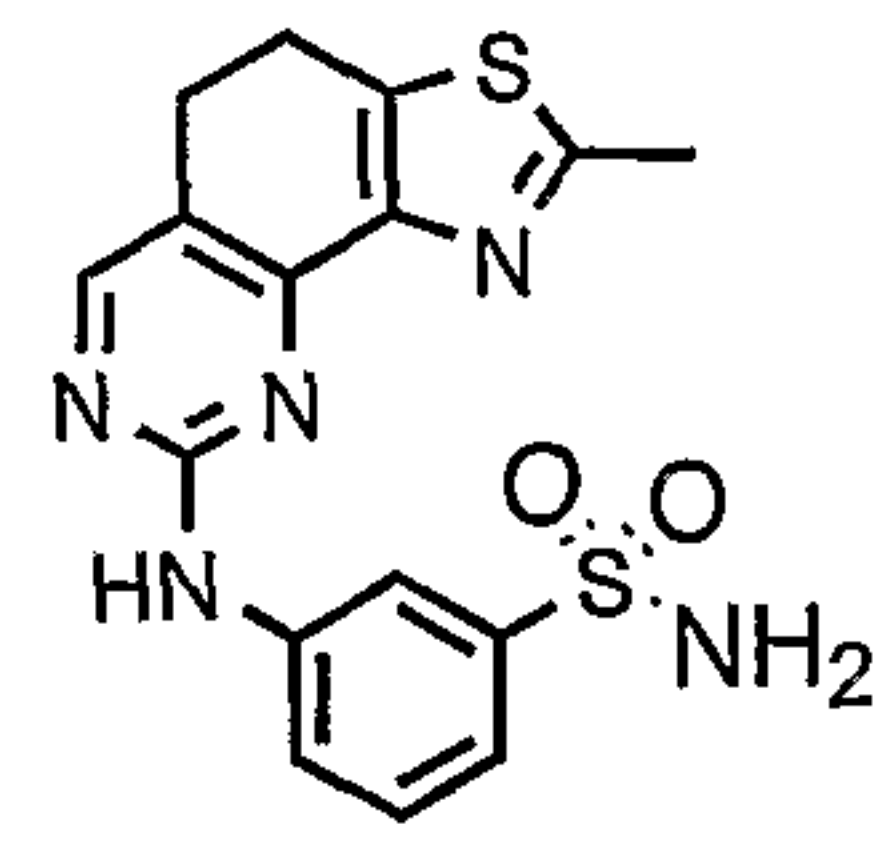
IV-1



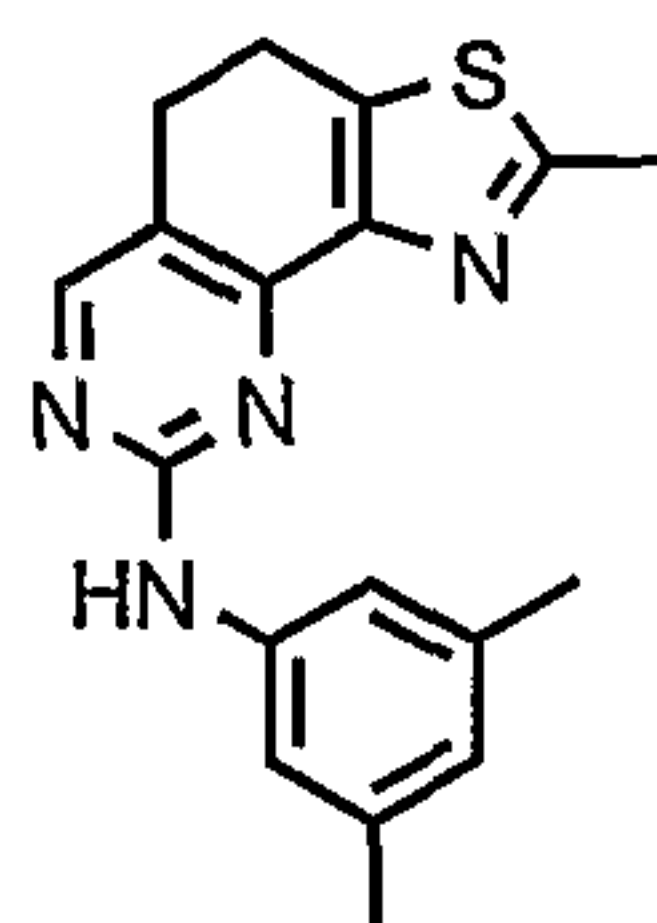
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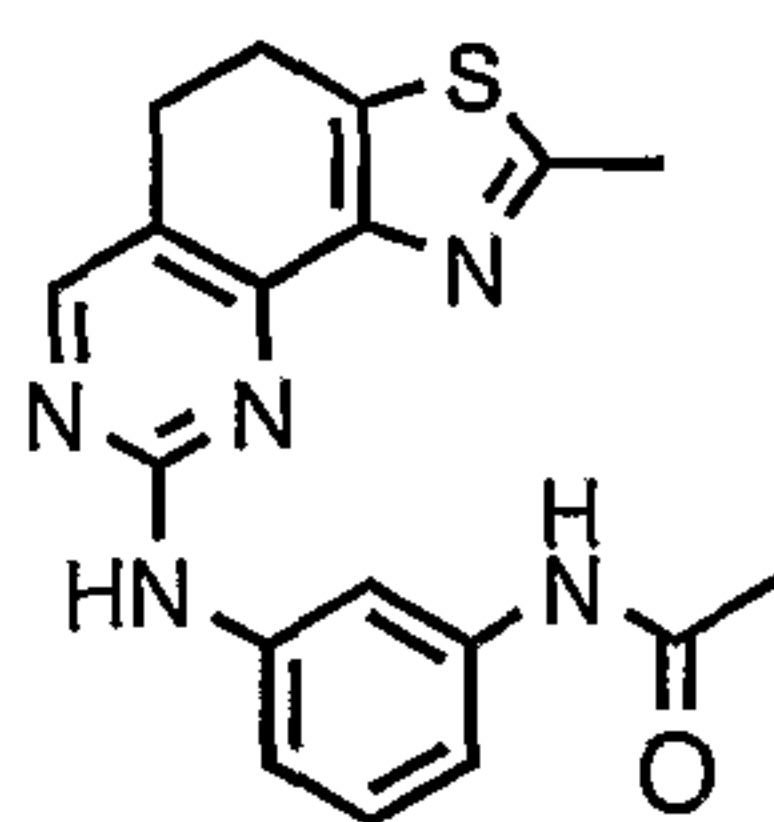
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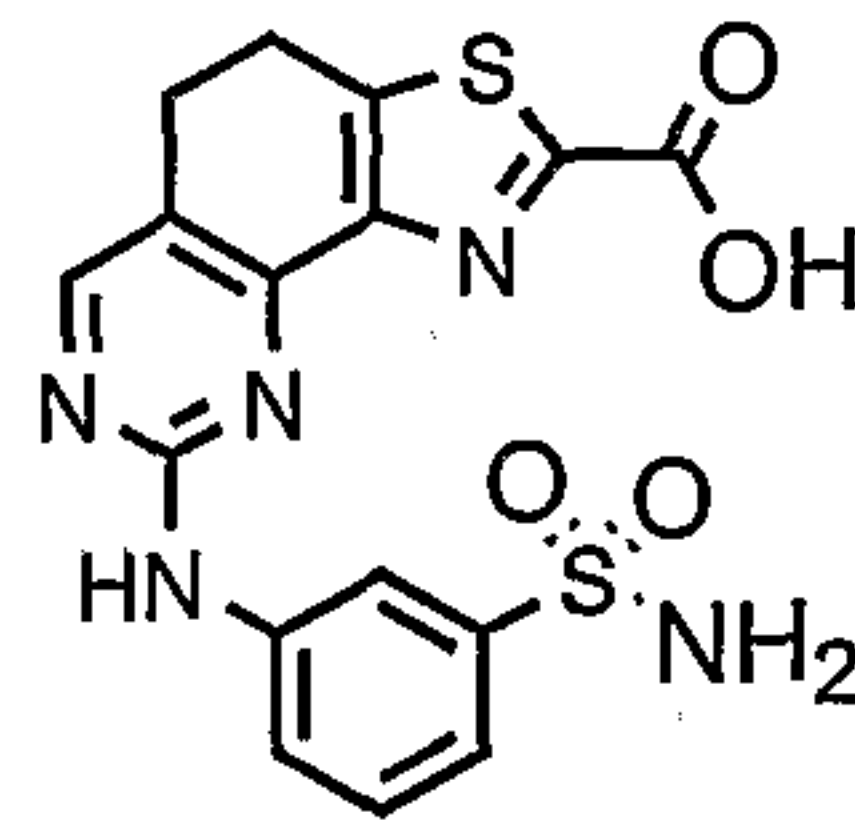
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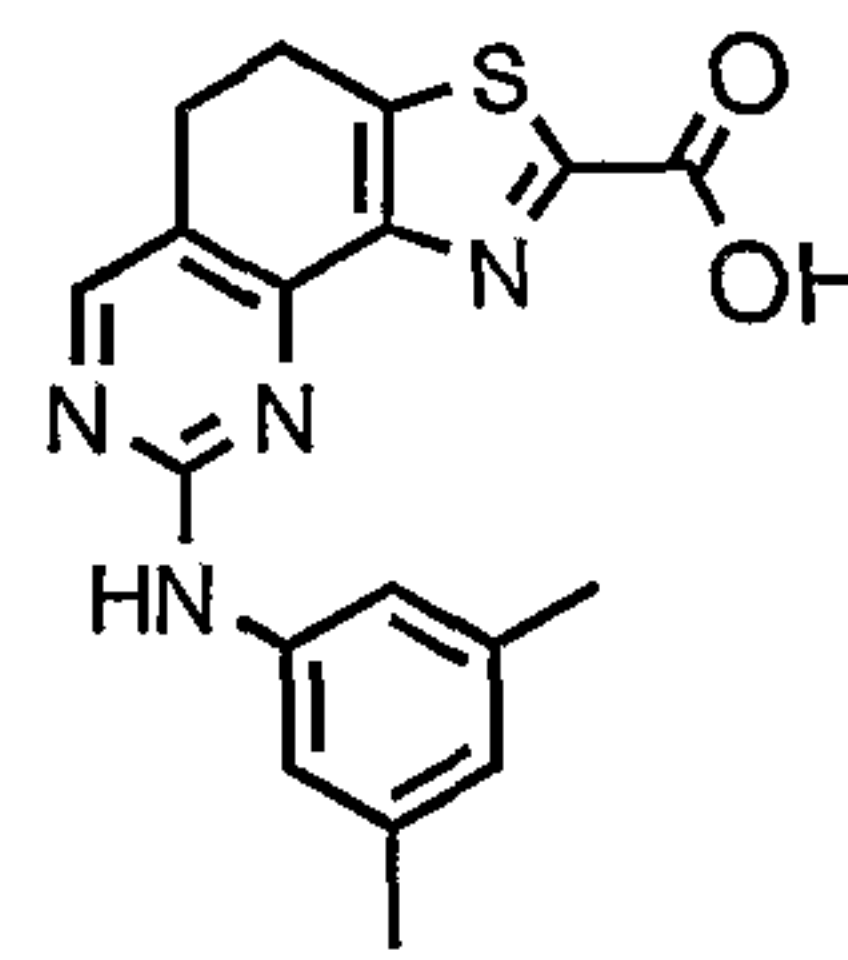
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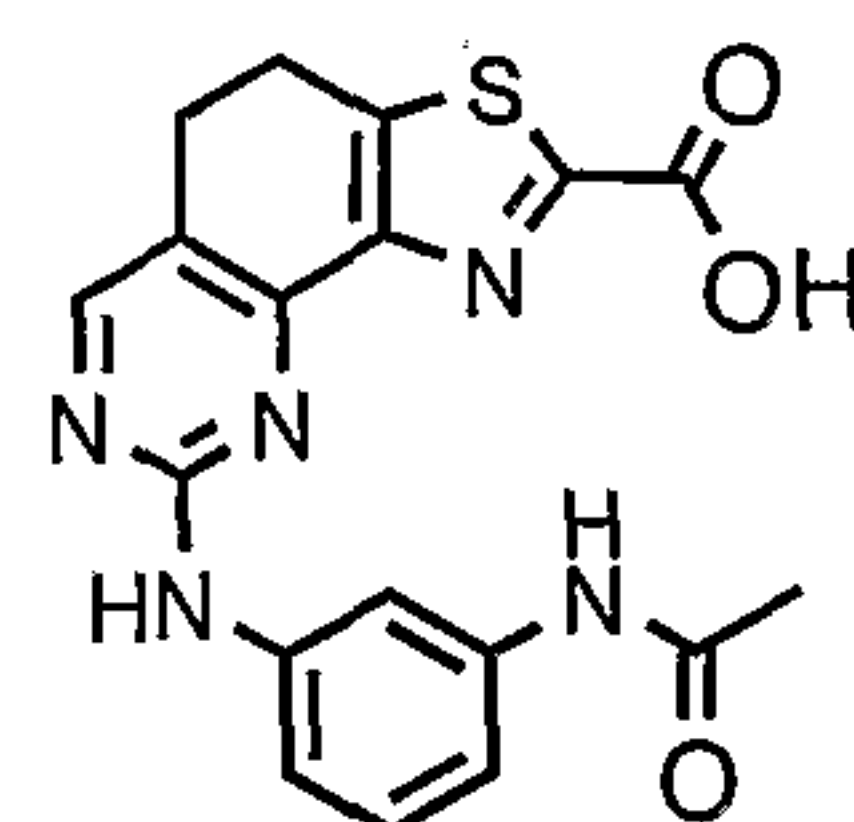
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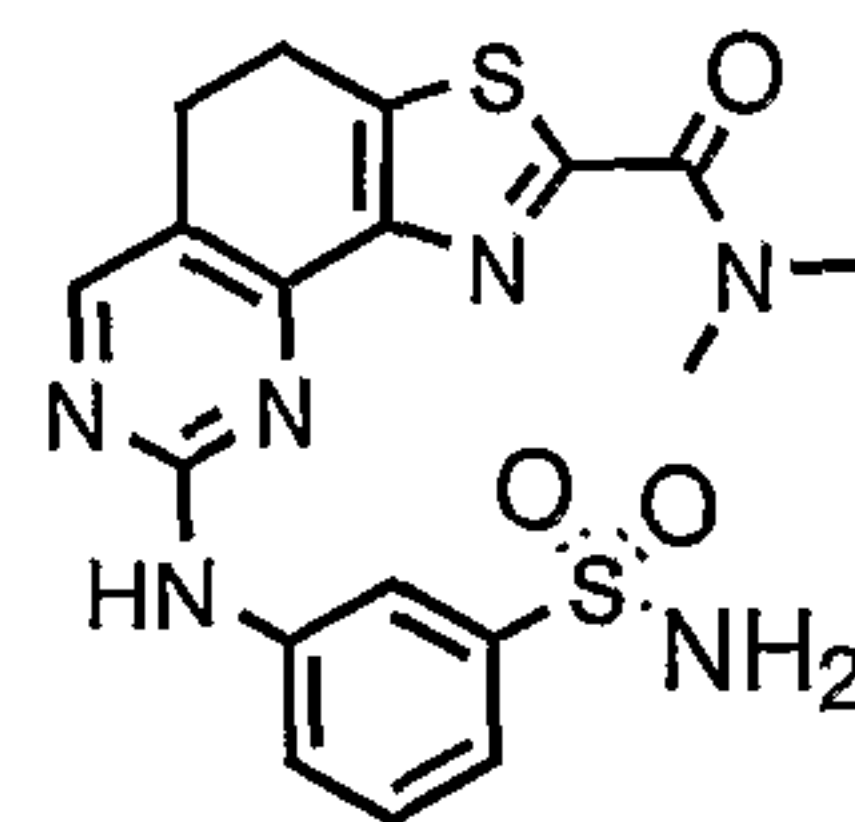
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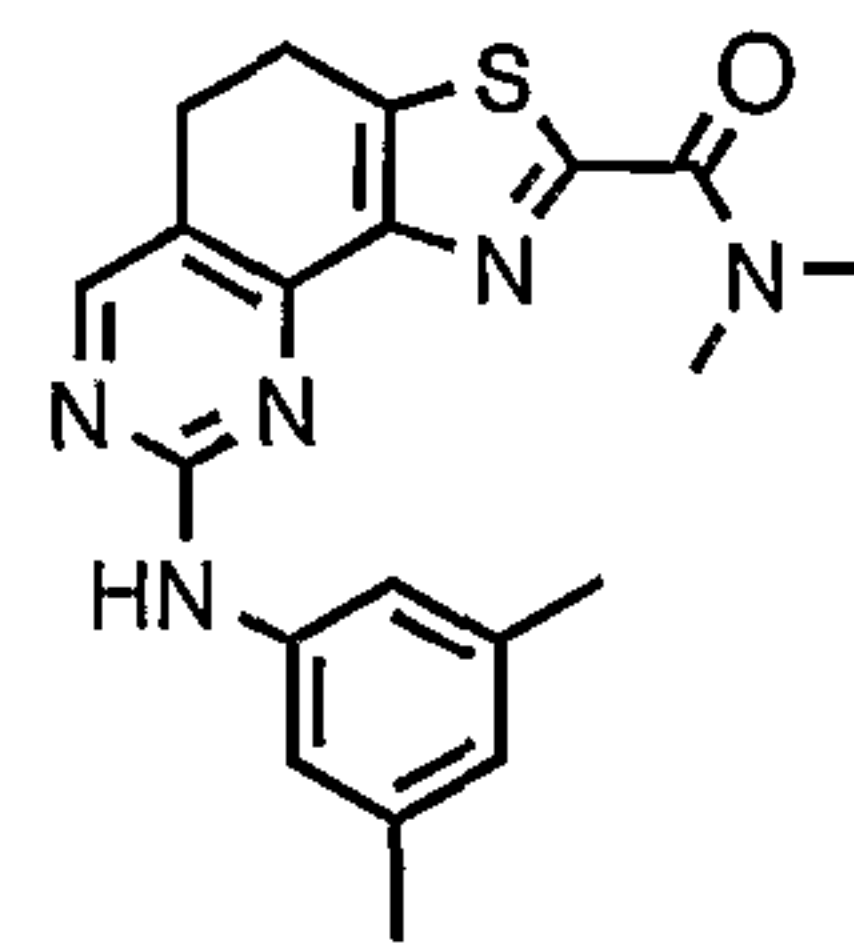
IV-8



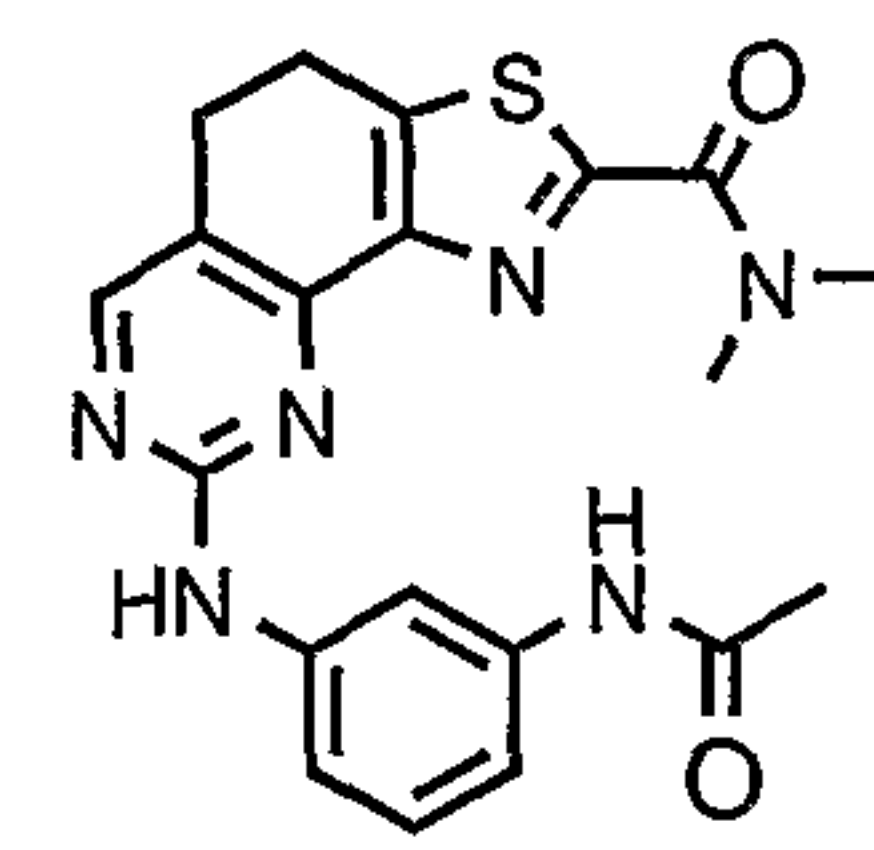
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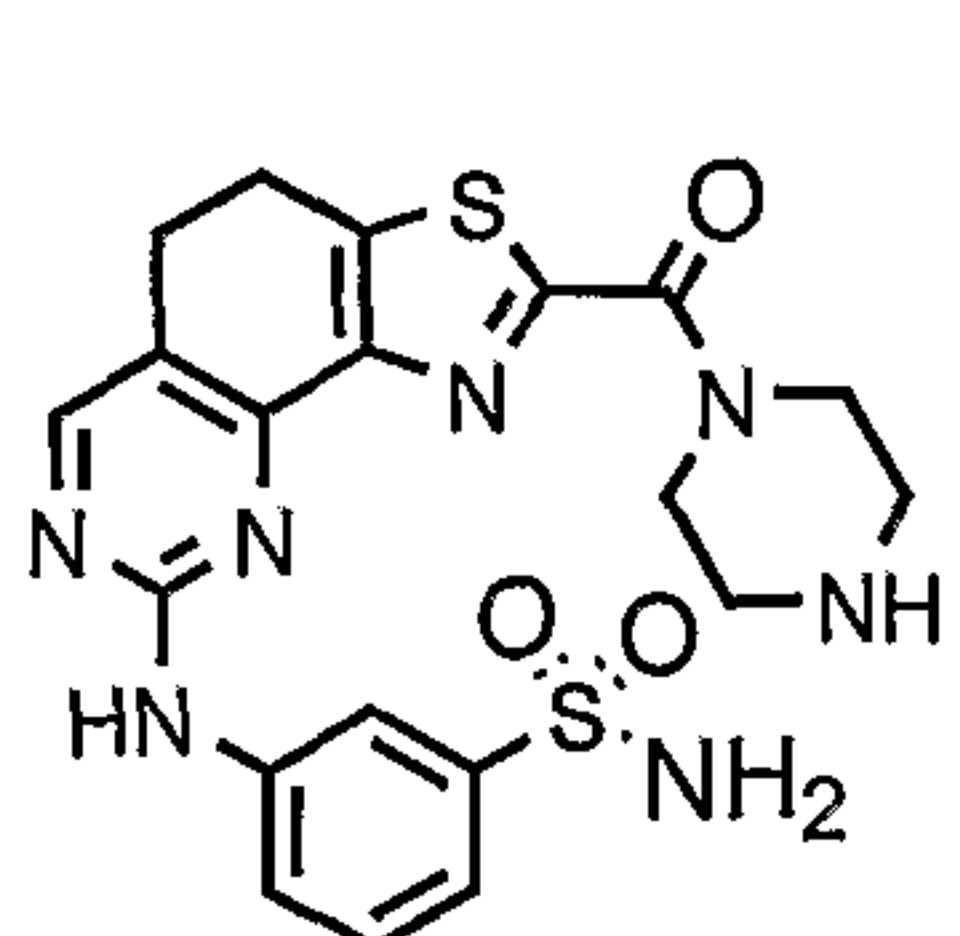
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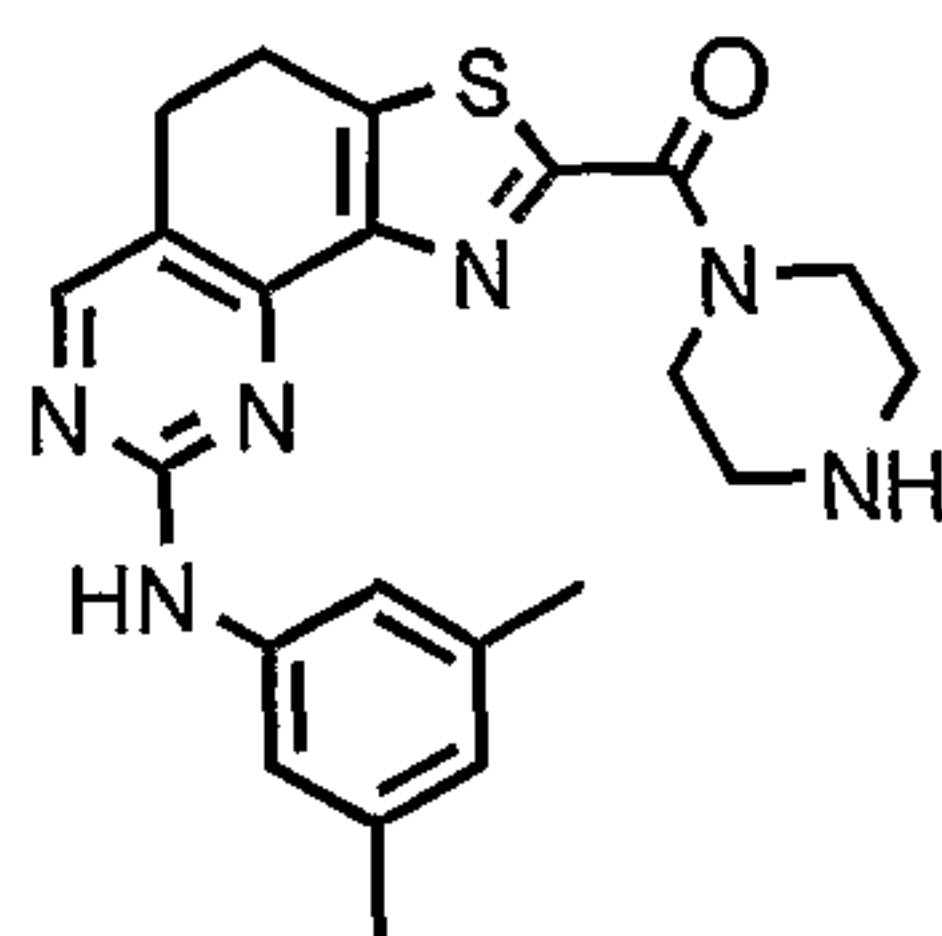
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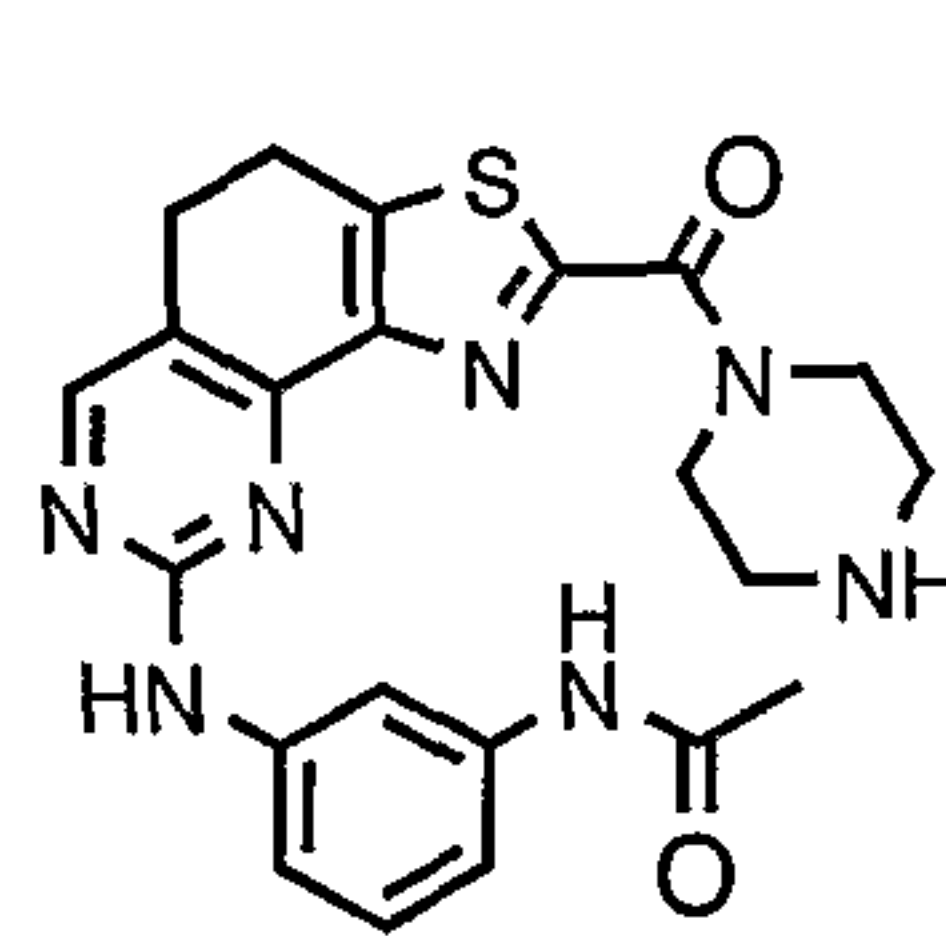
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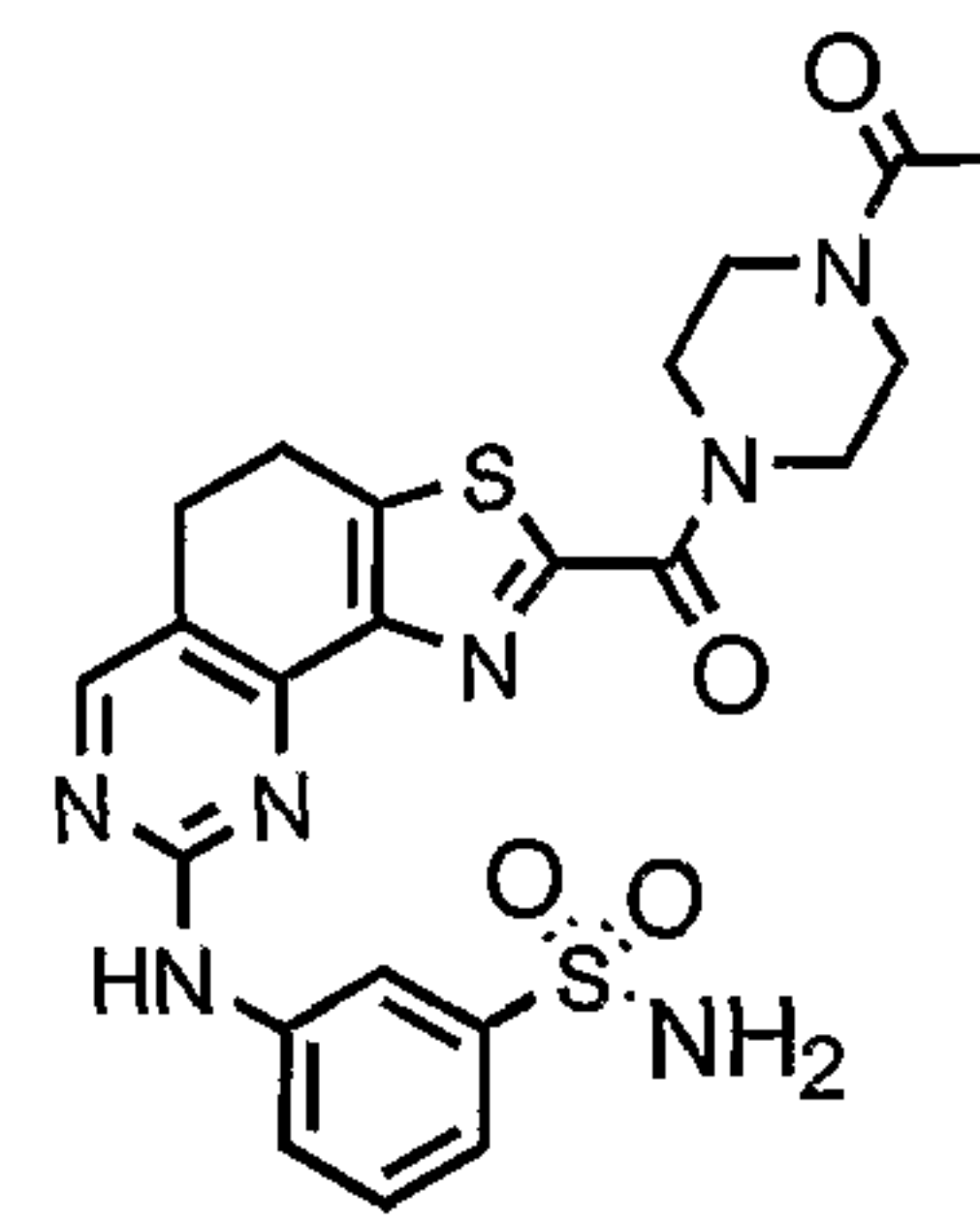
IV-13



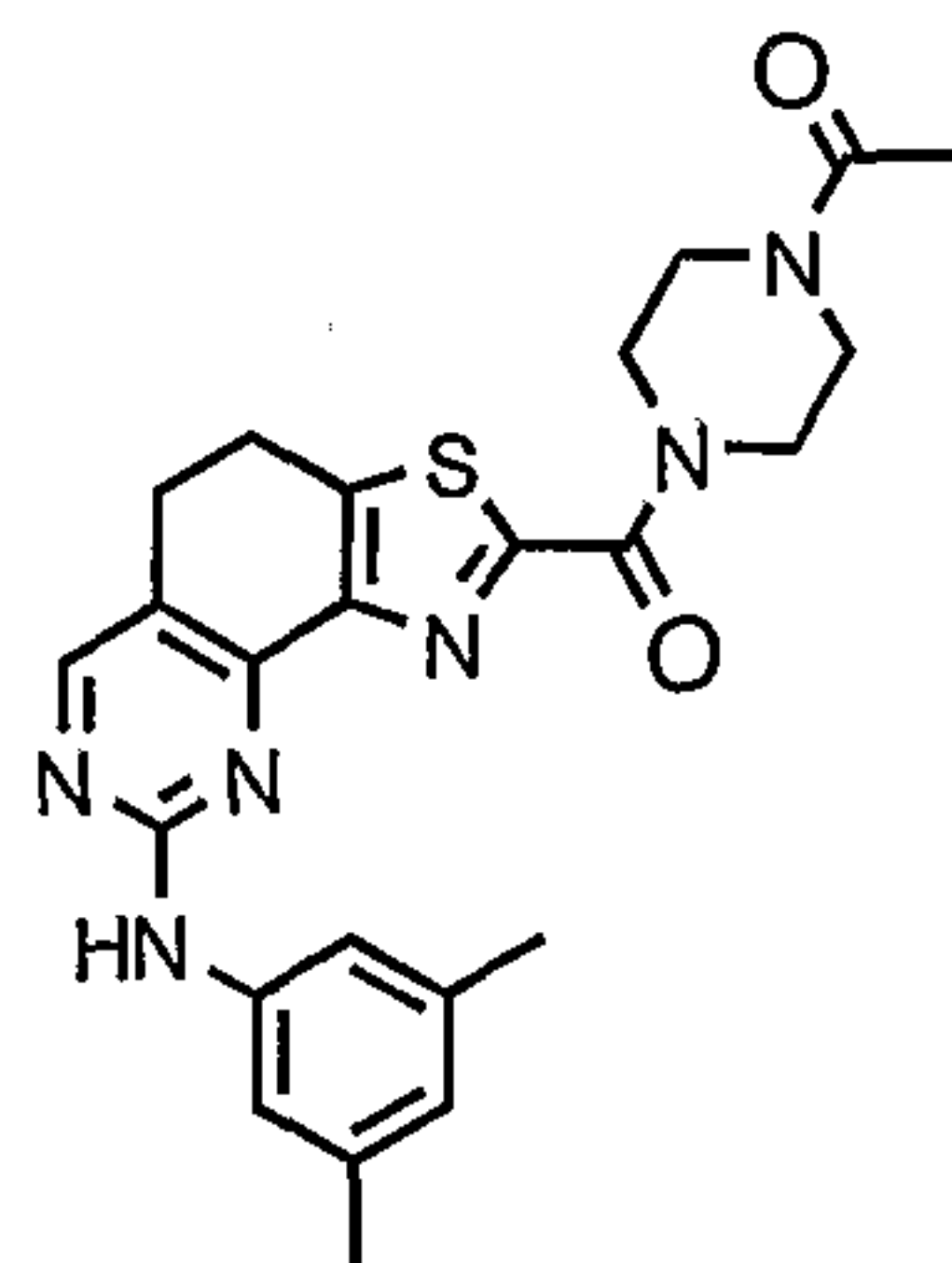
IV-14



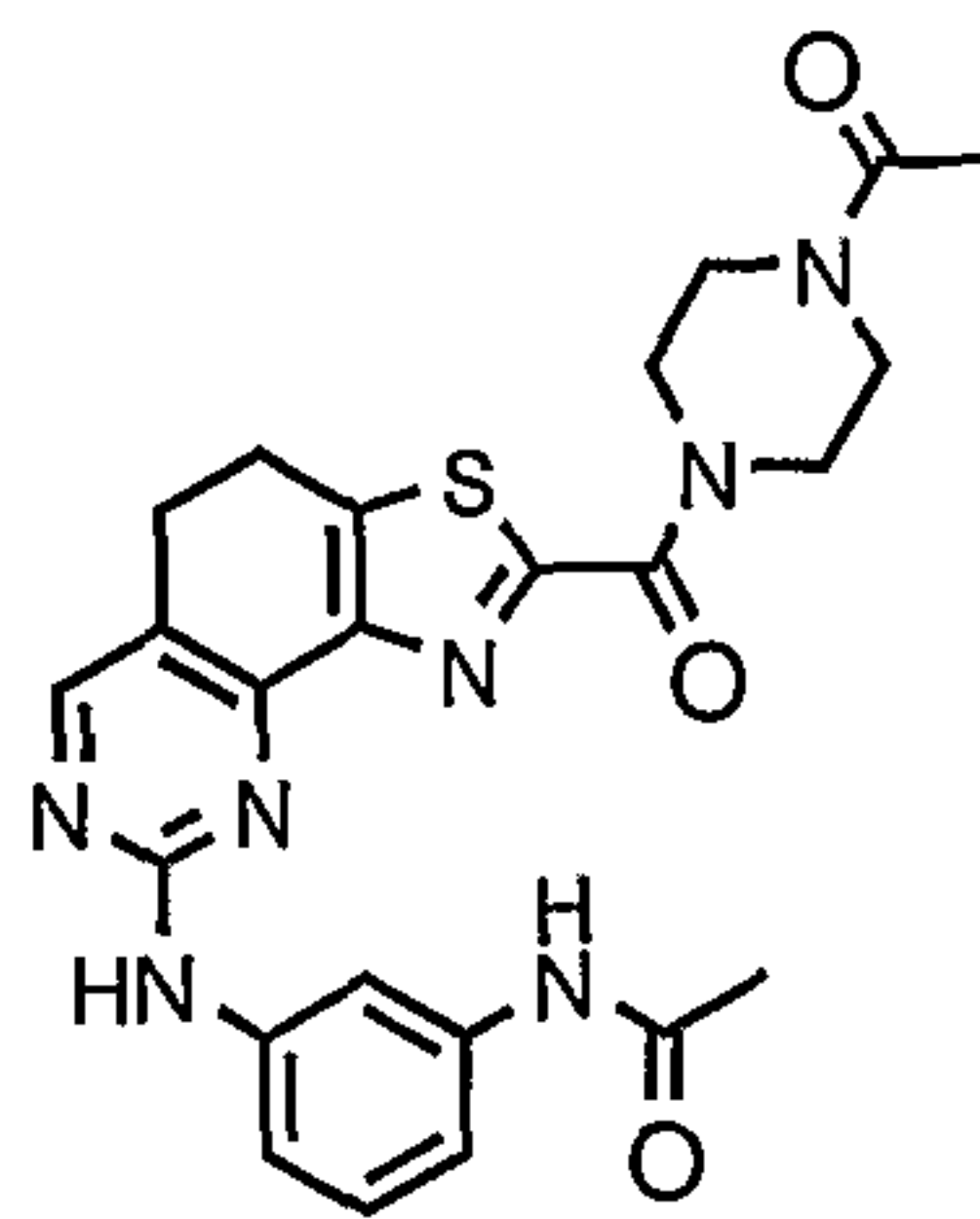
IV-15



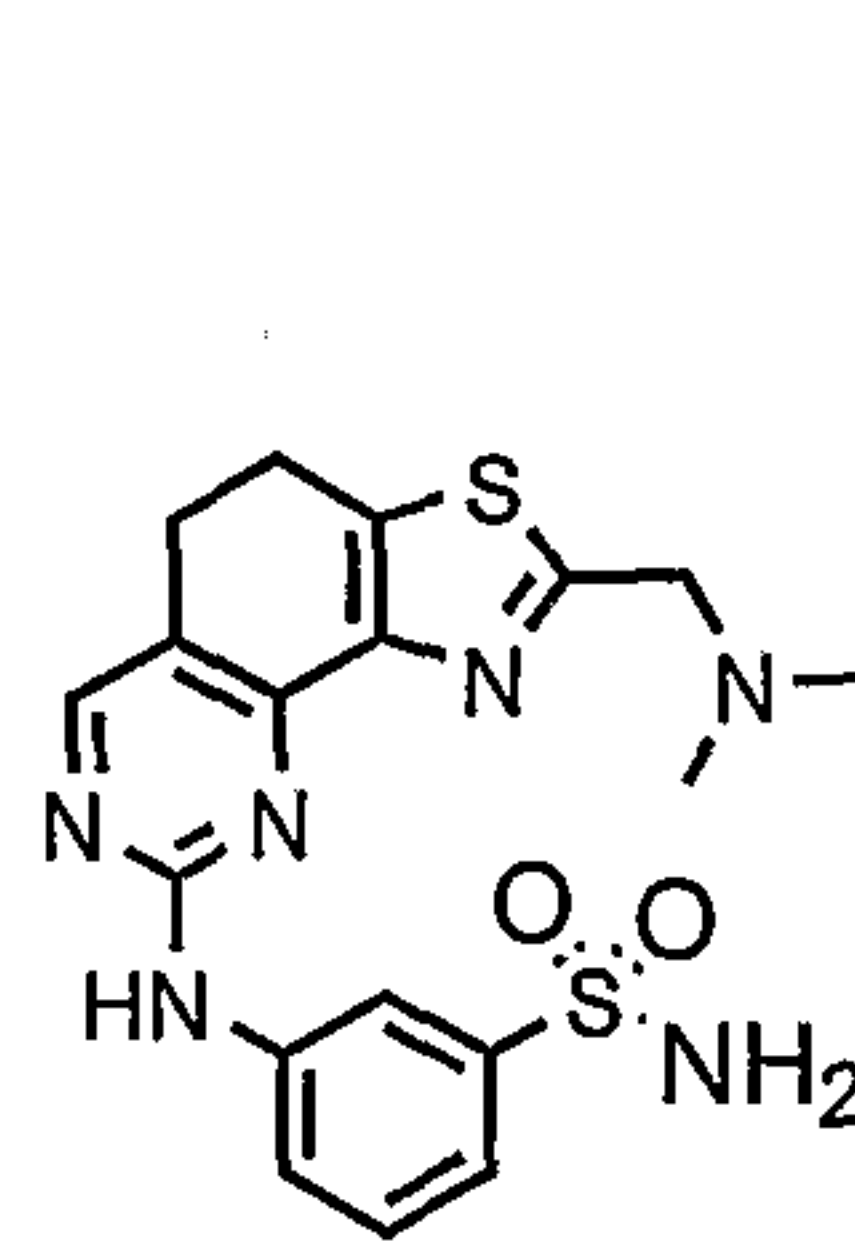
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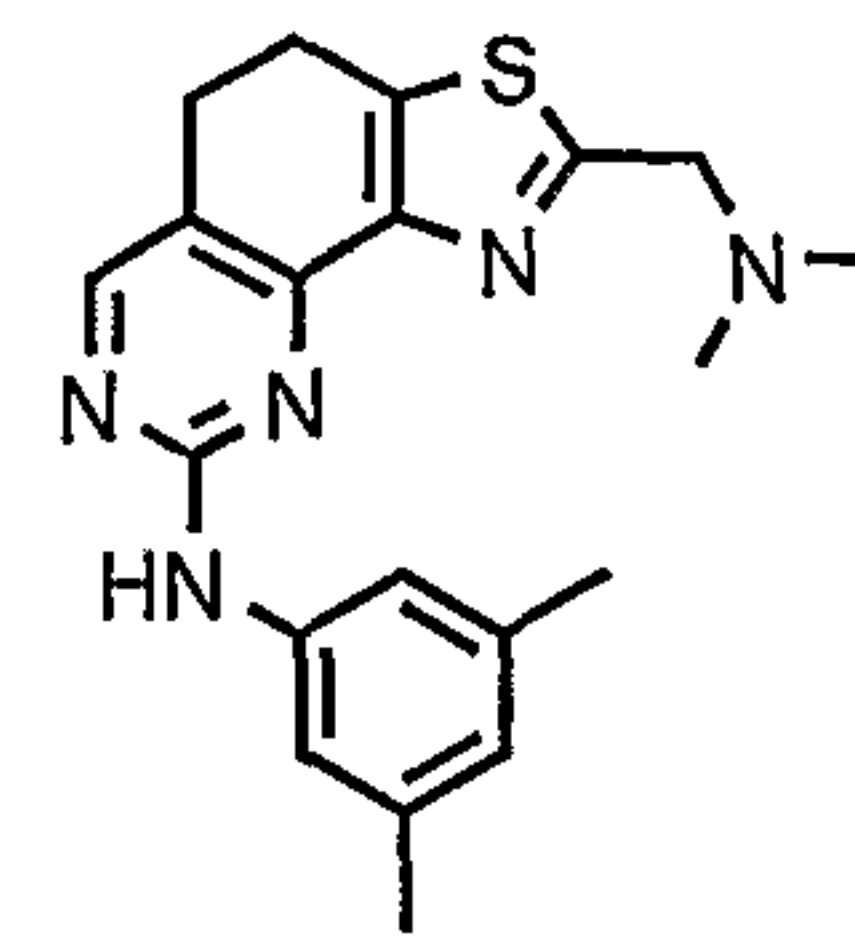
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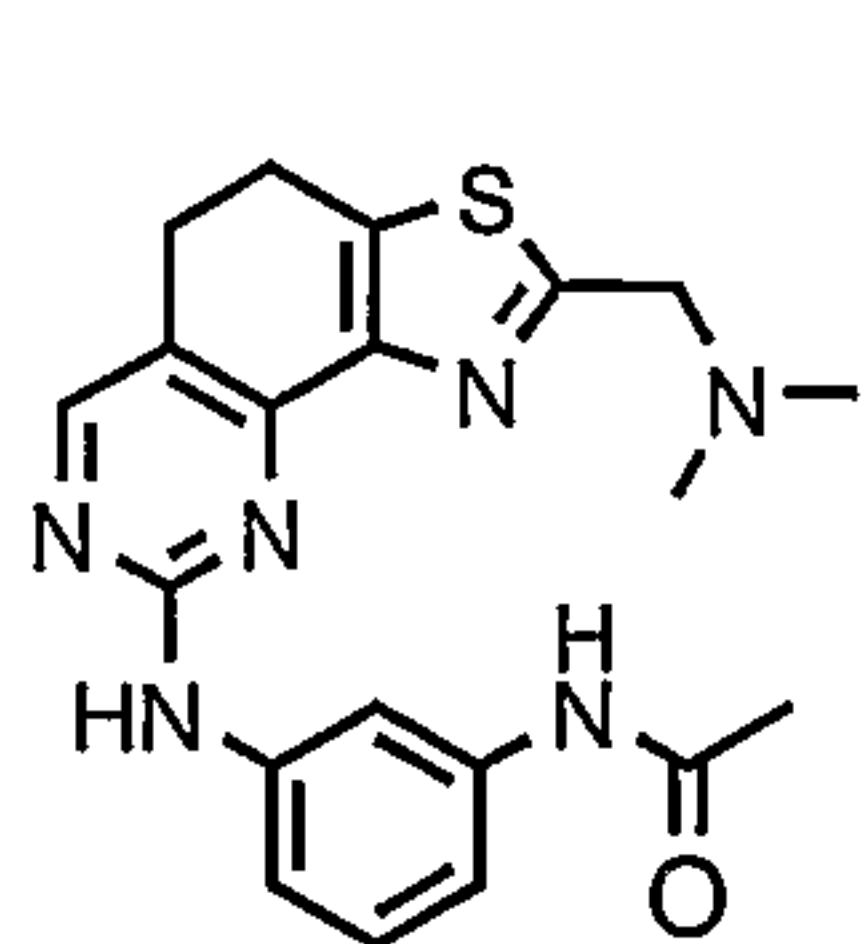
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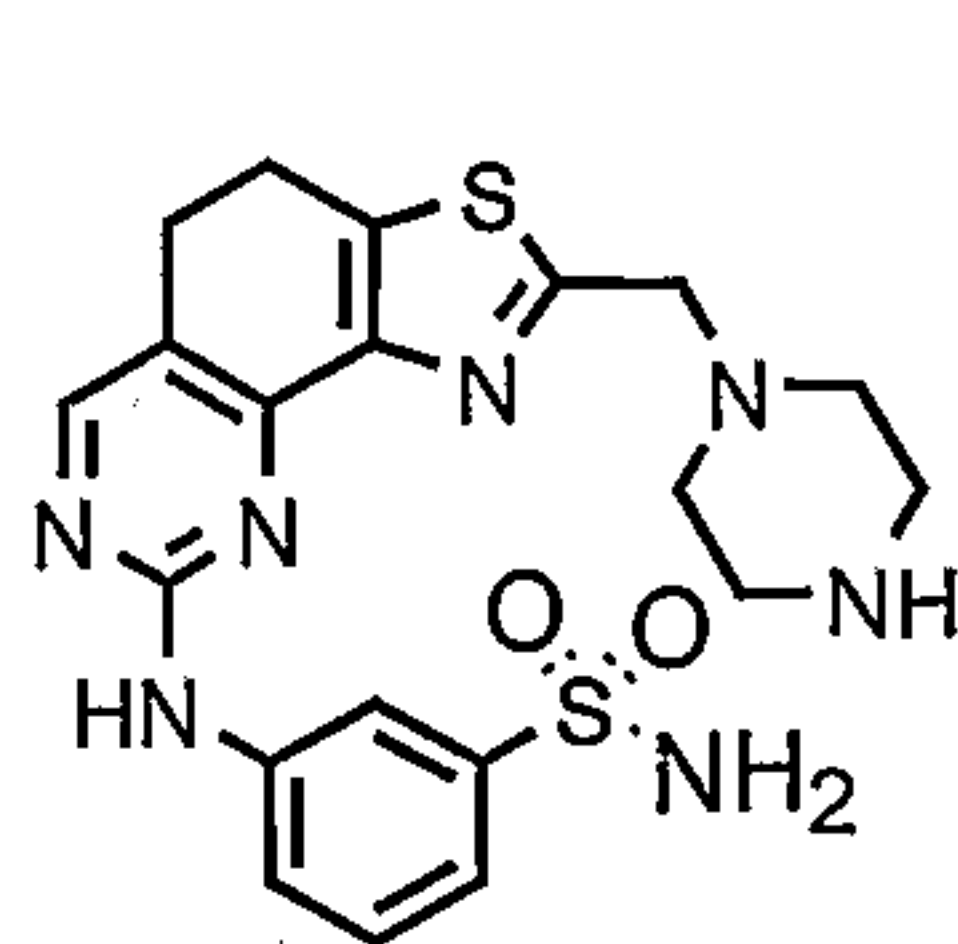
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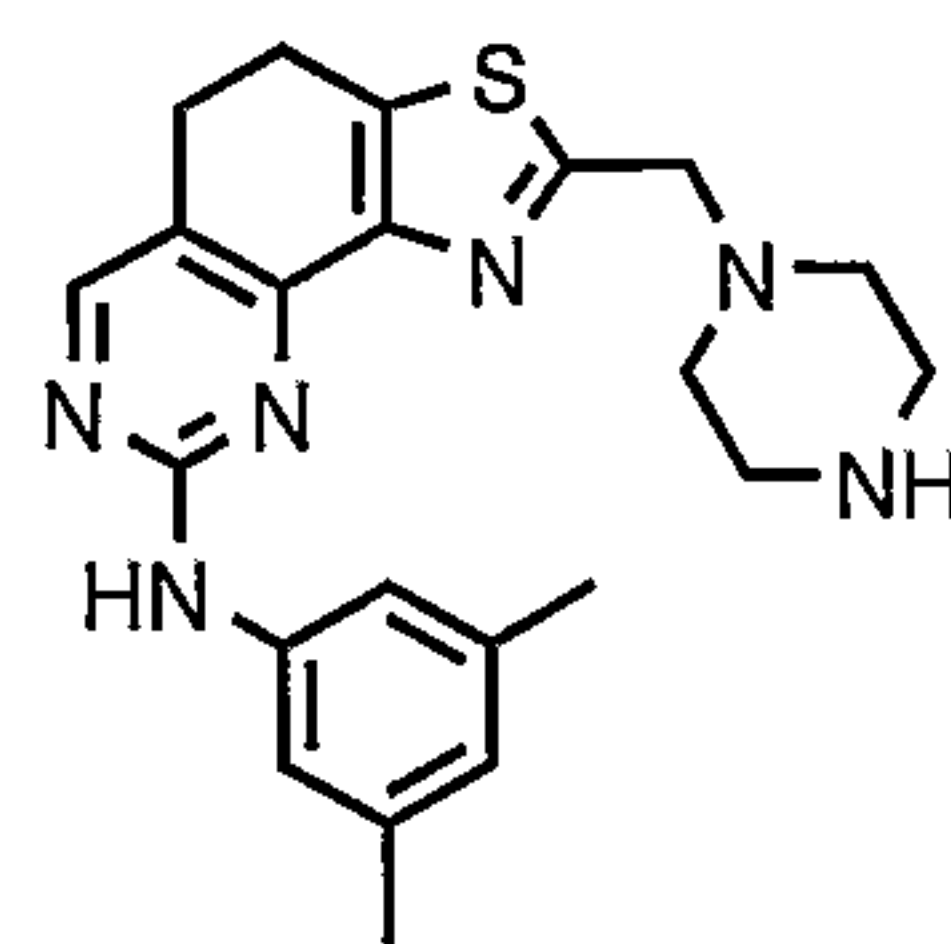
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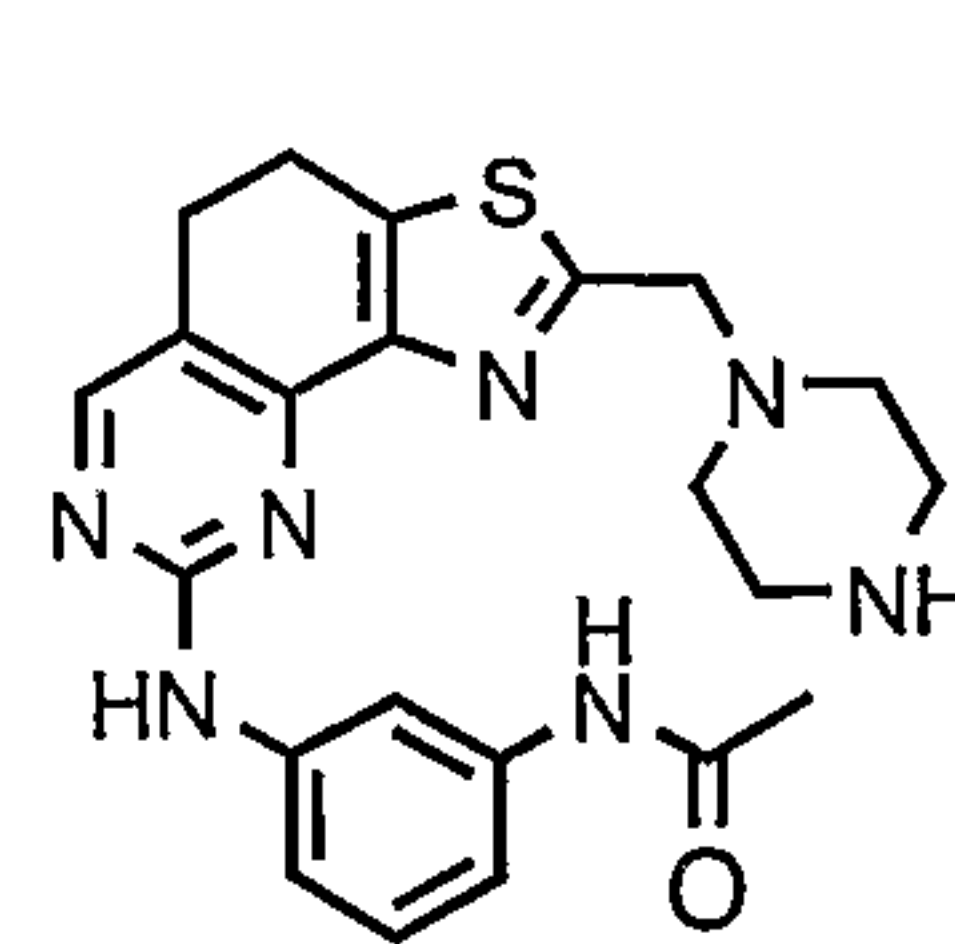
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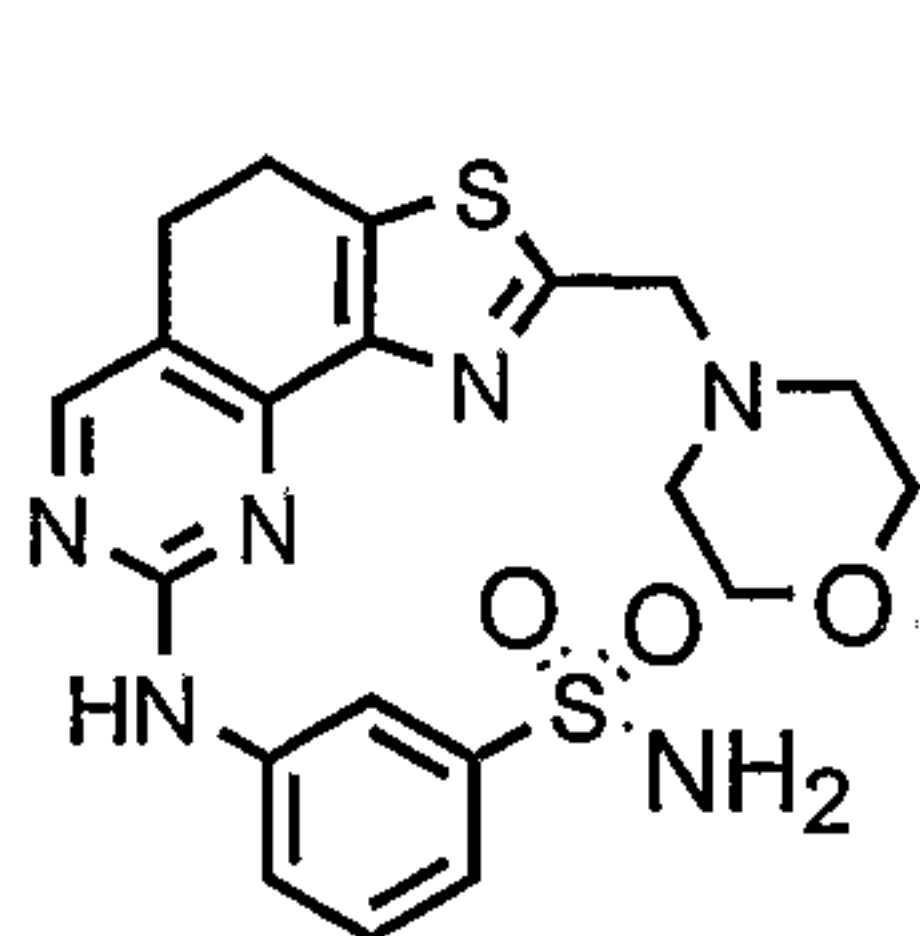
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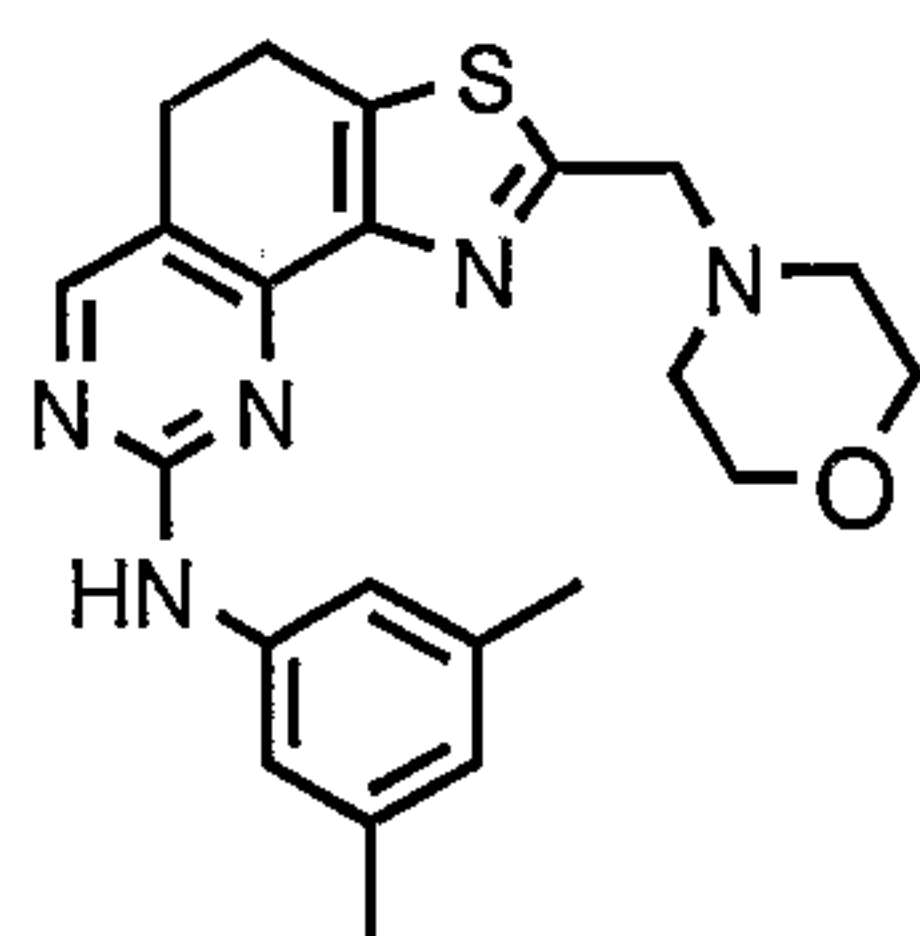
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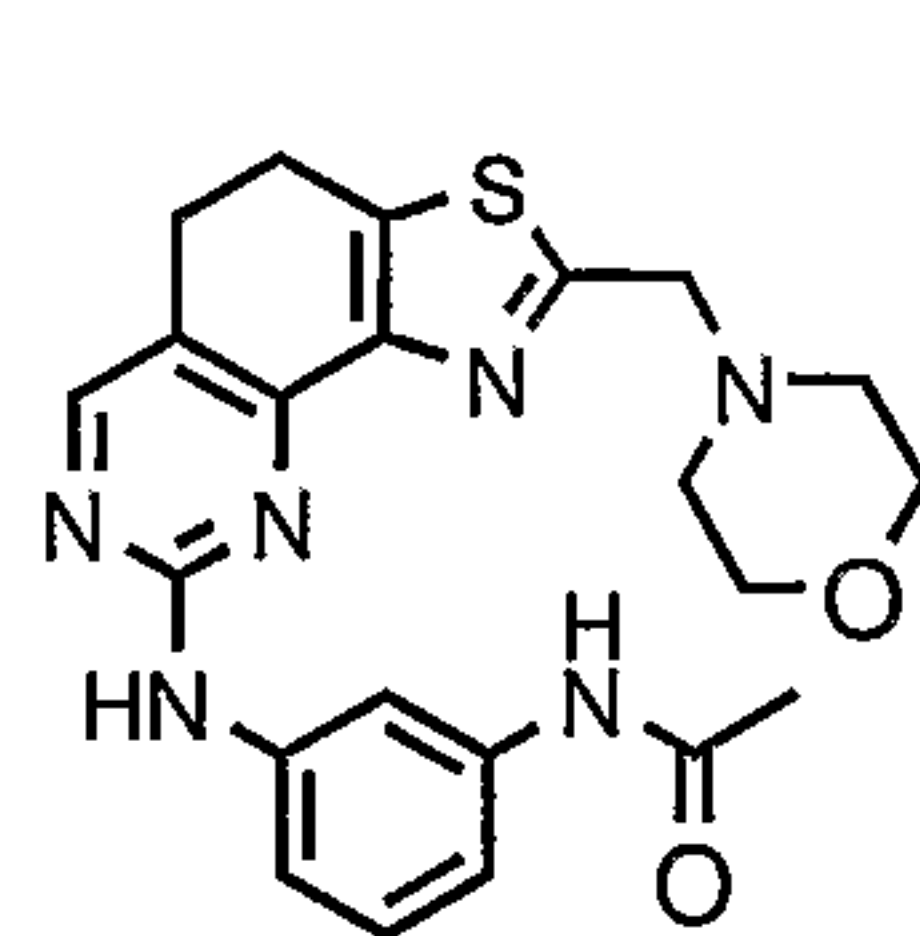
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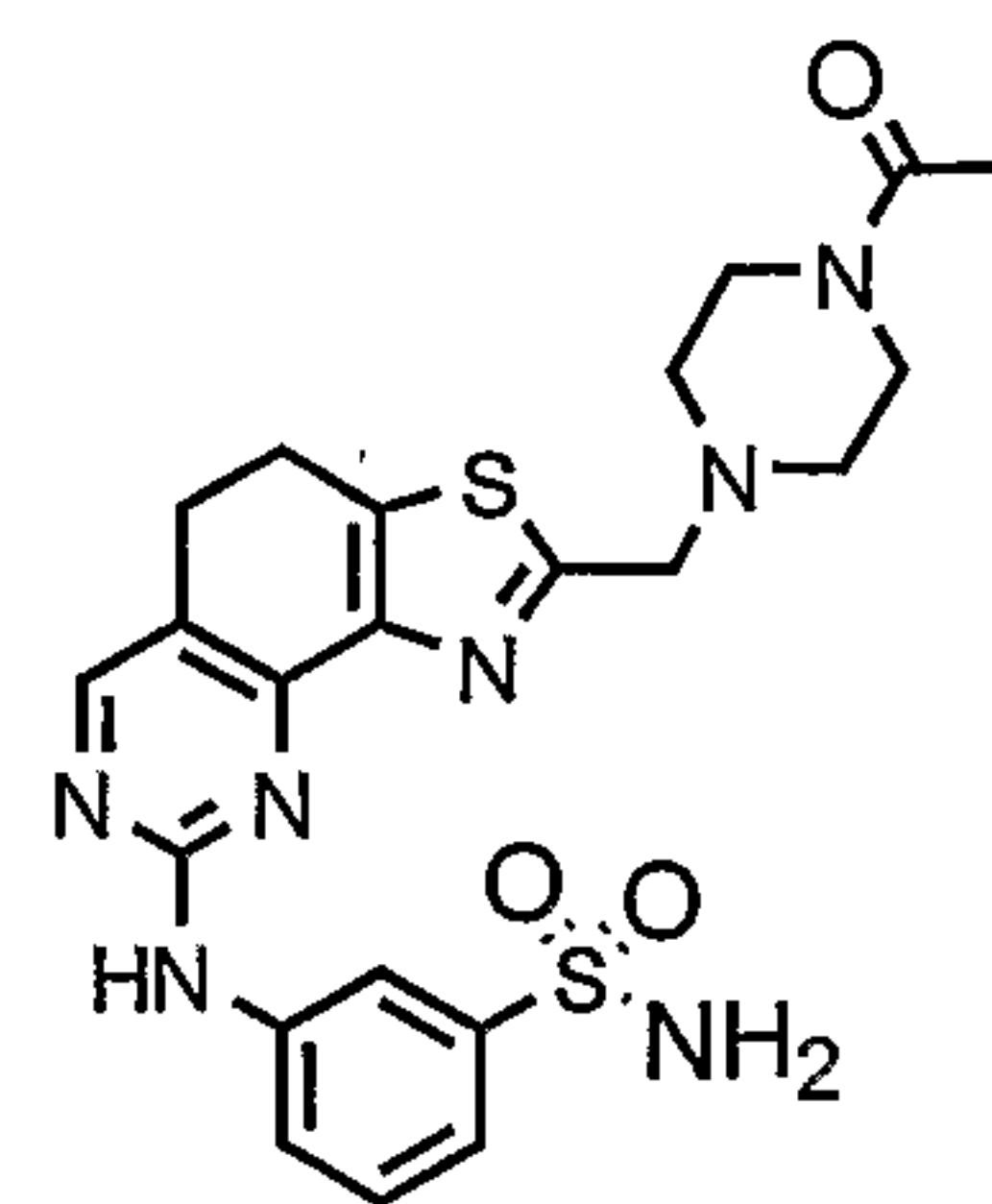
IV-25



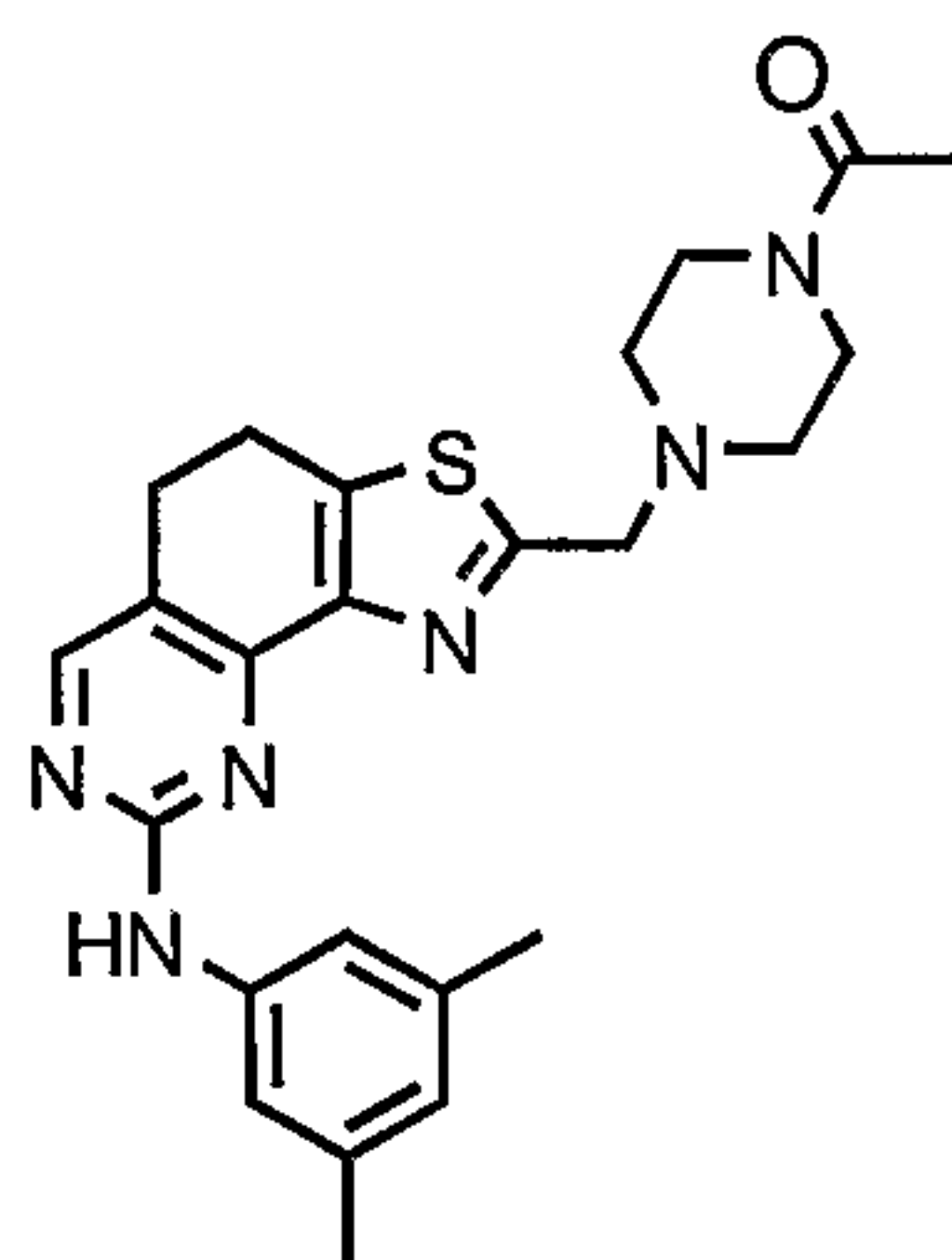
IV-26



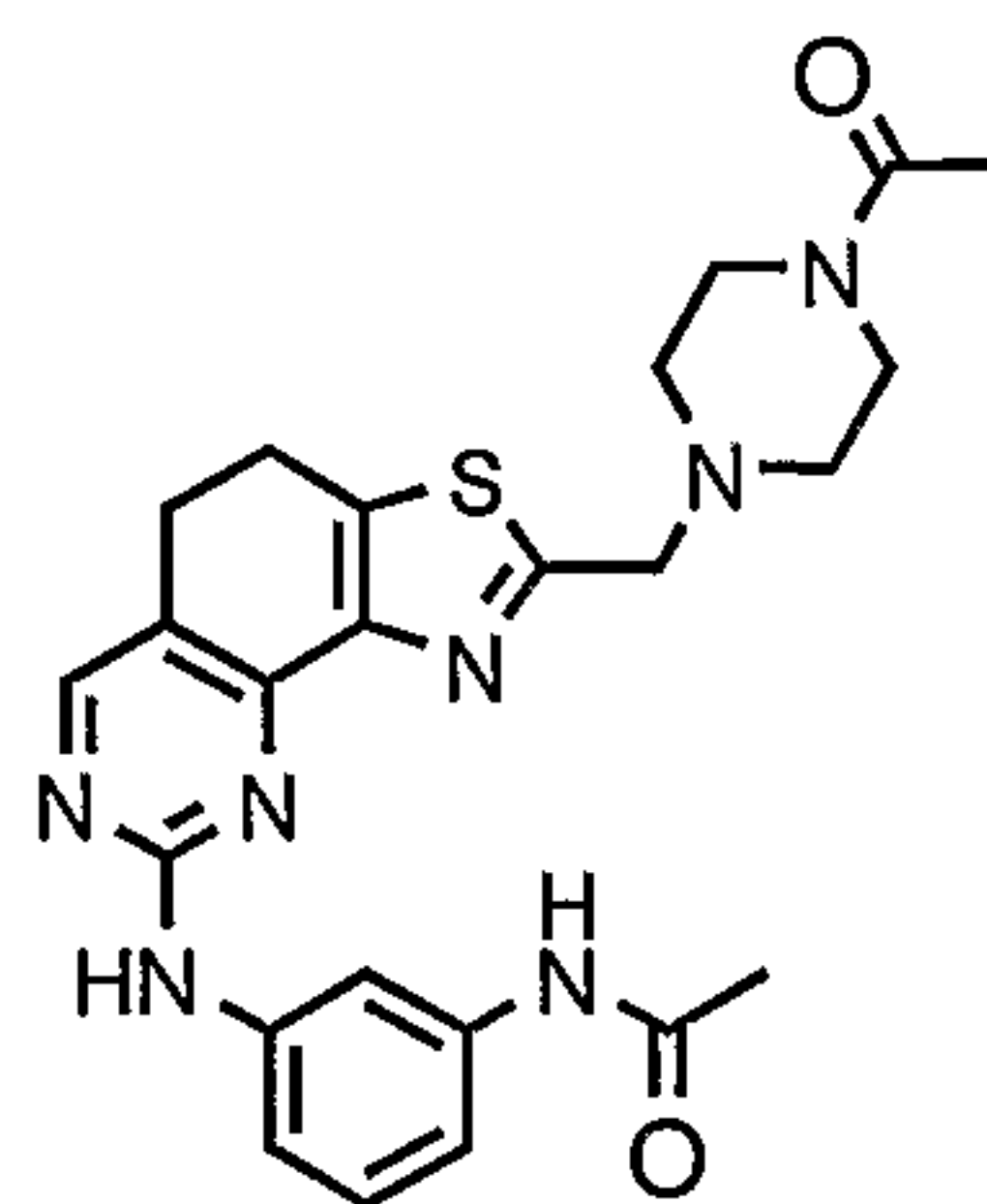
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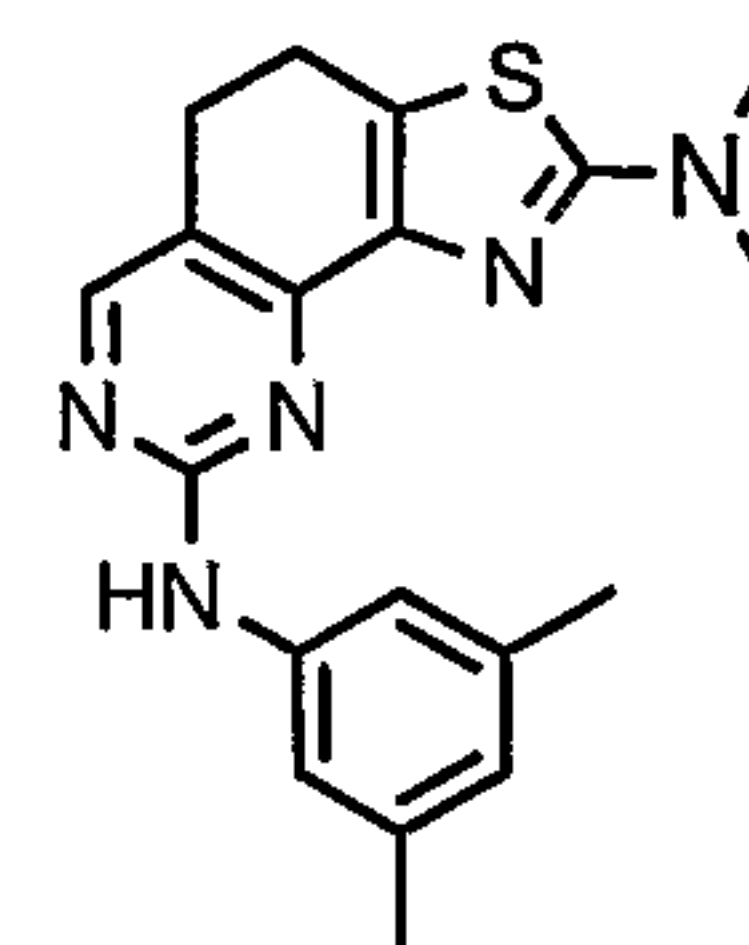
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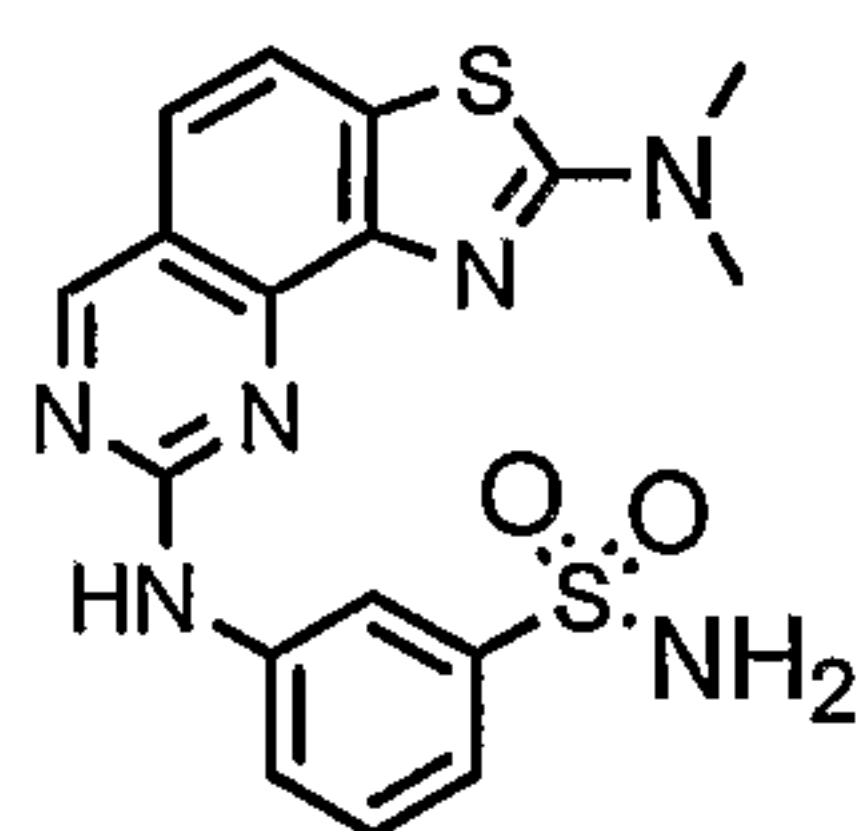
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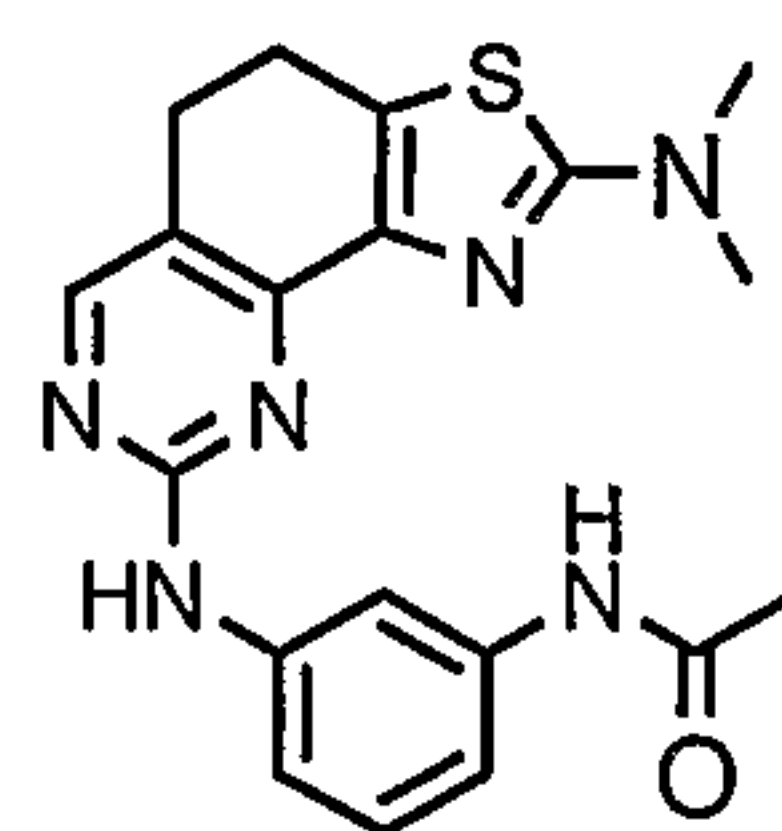
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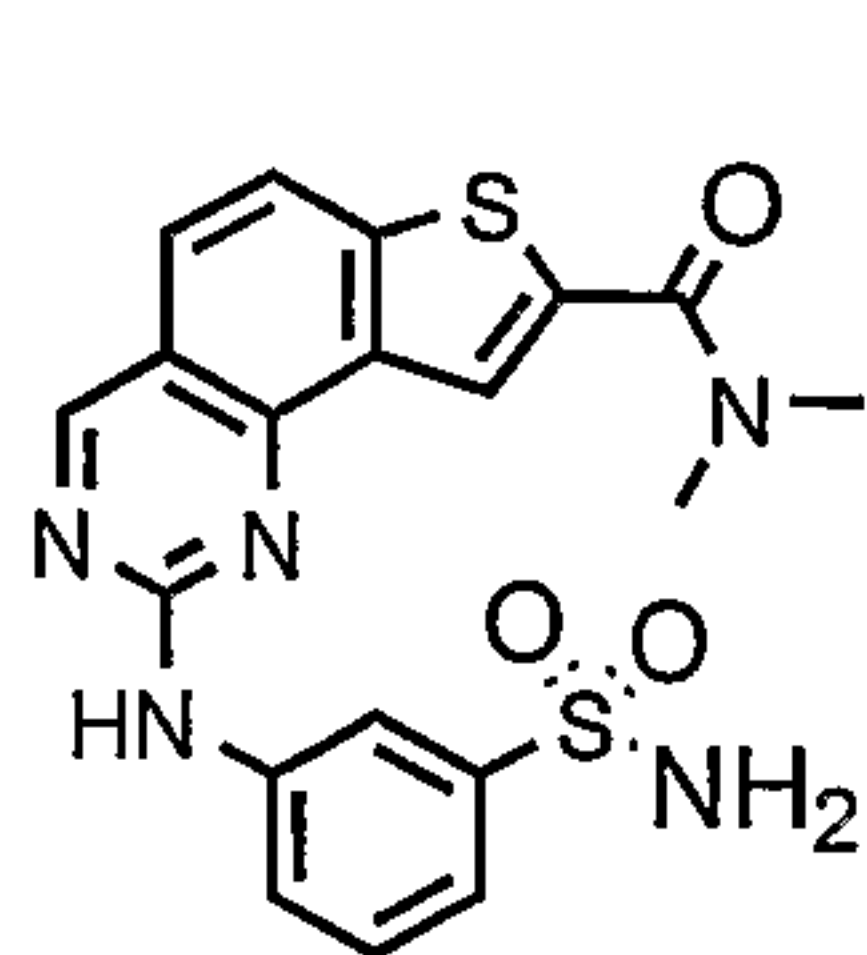
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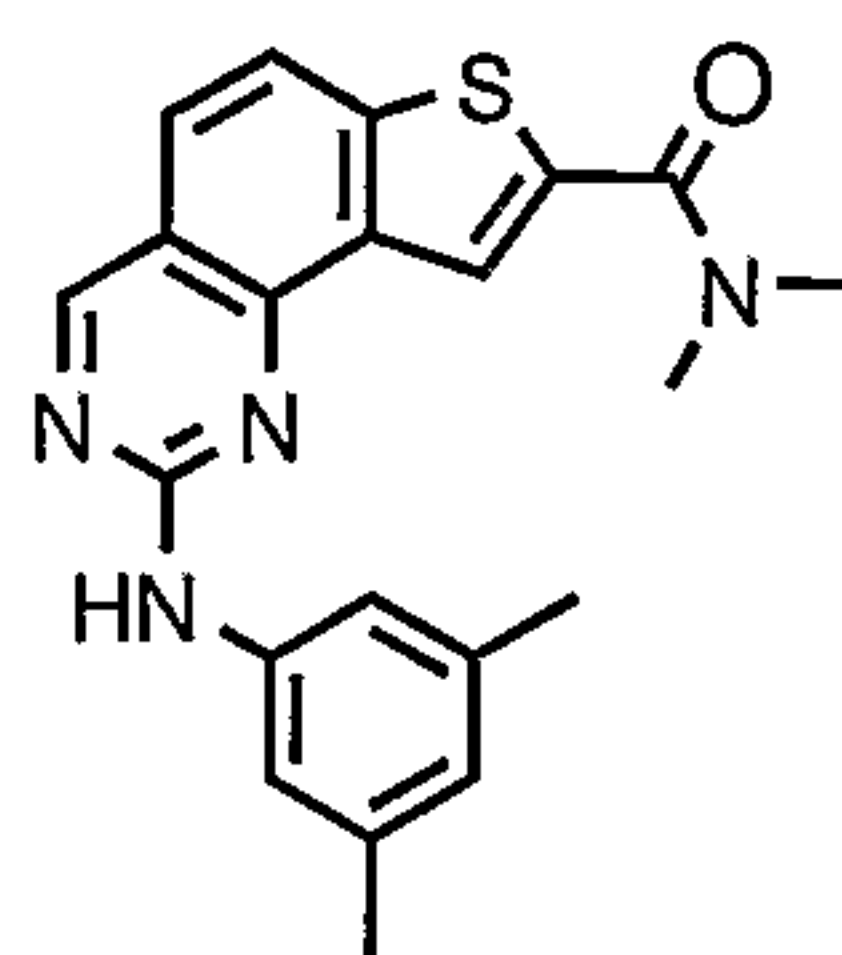
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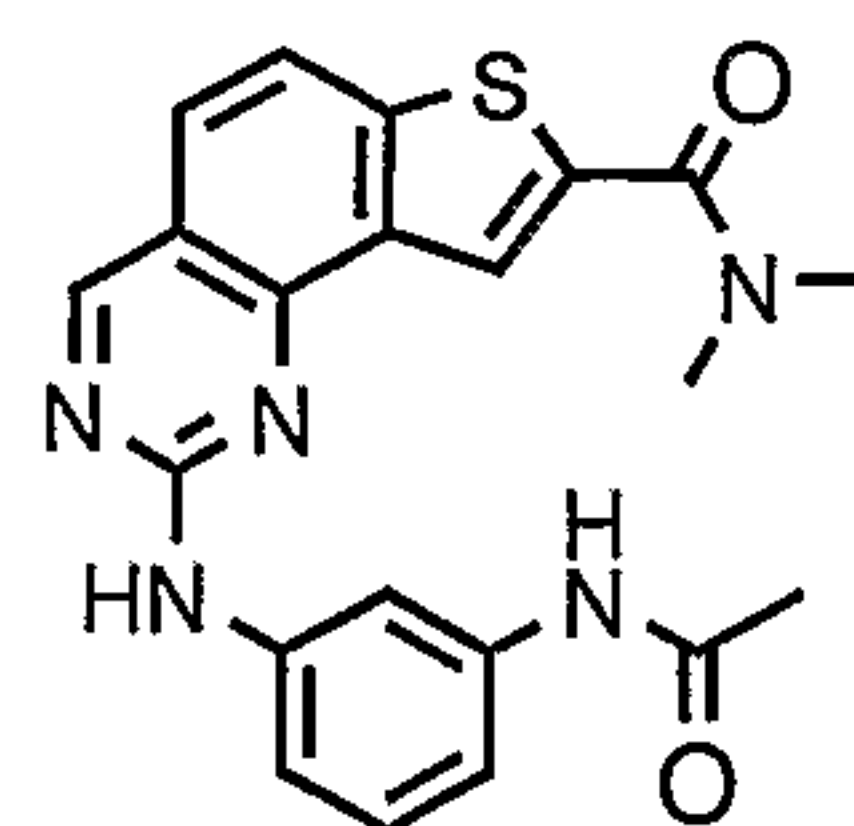
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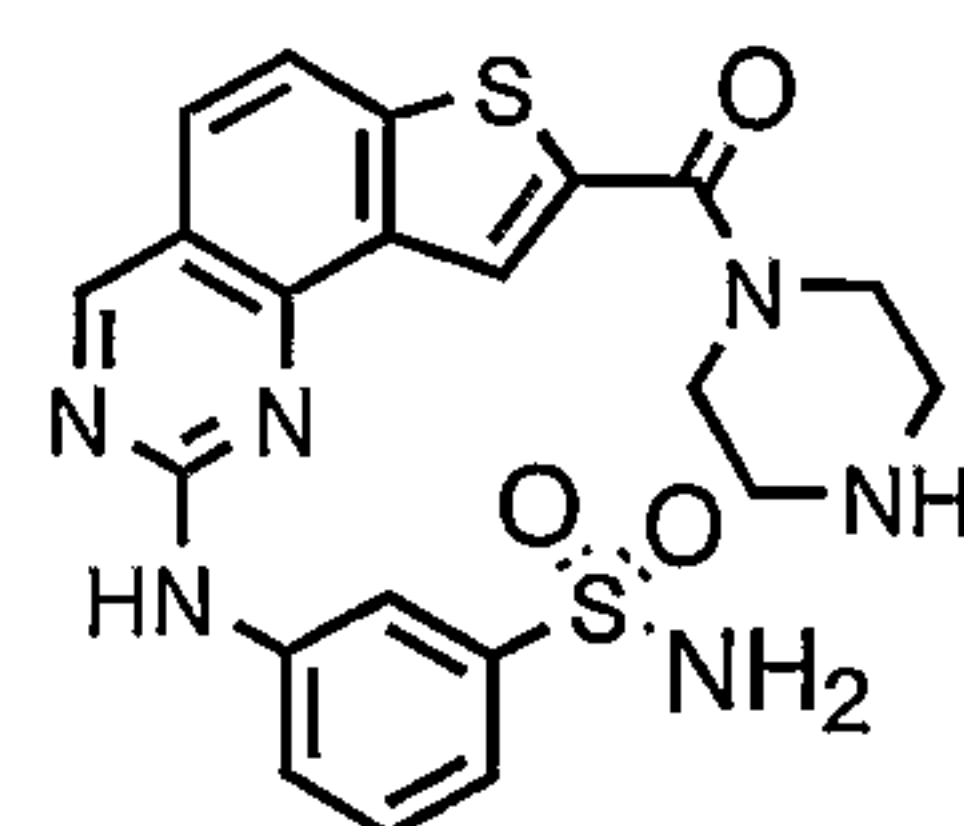
V-1



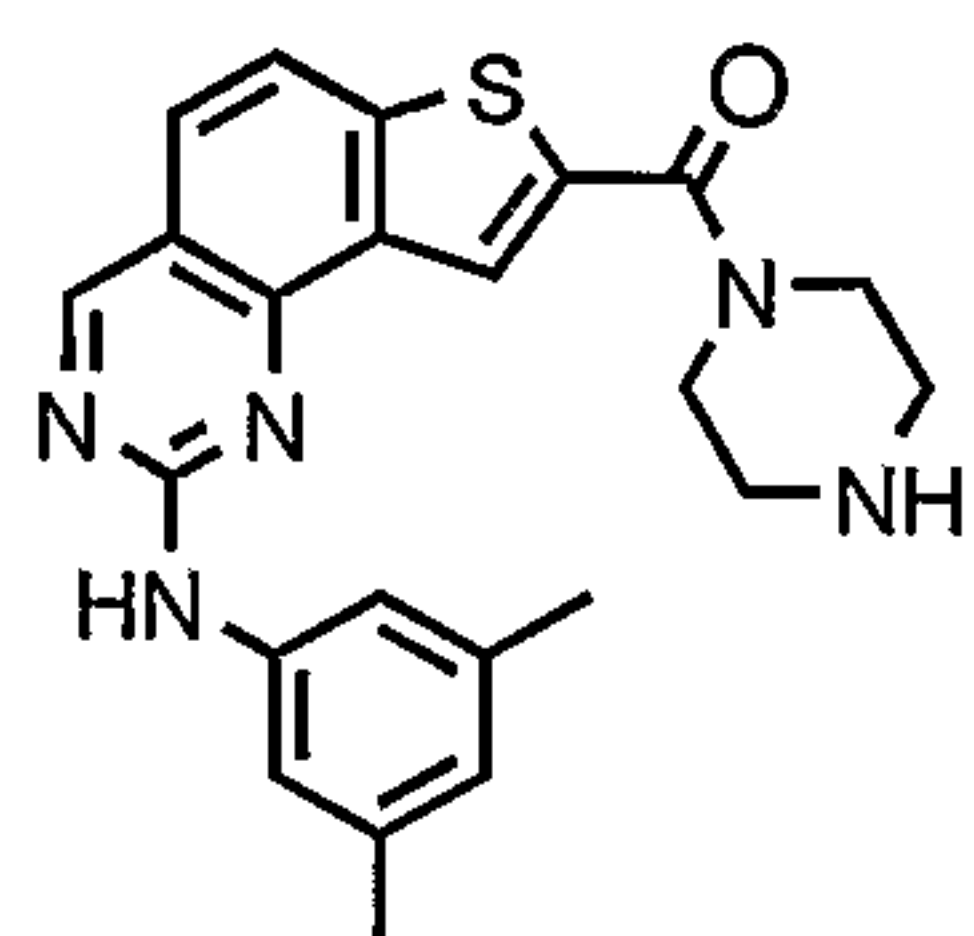
V-2



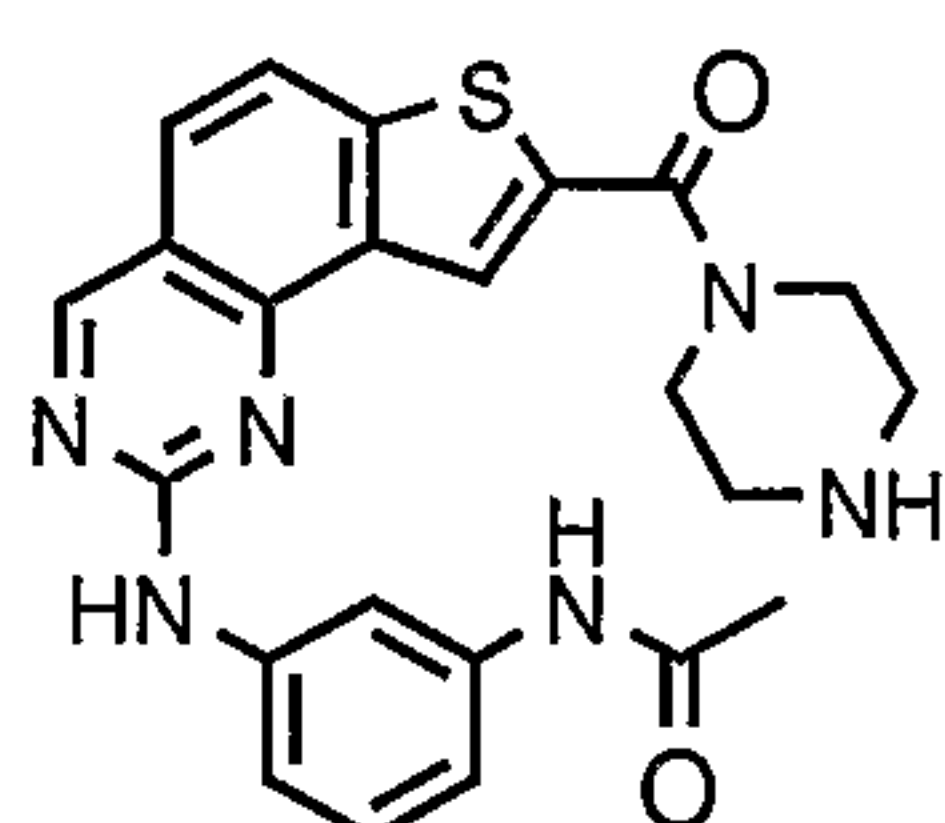
V-3



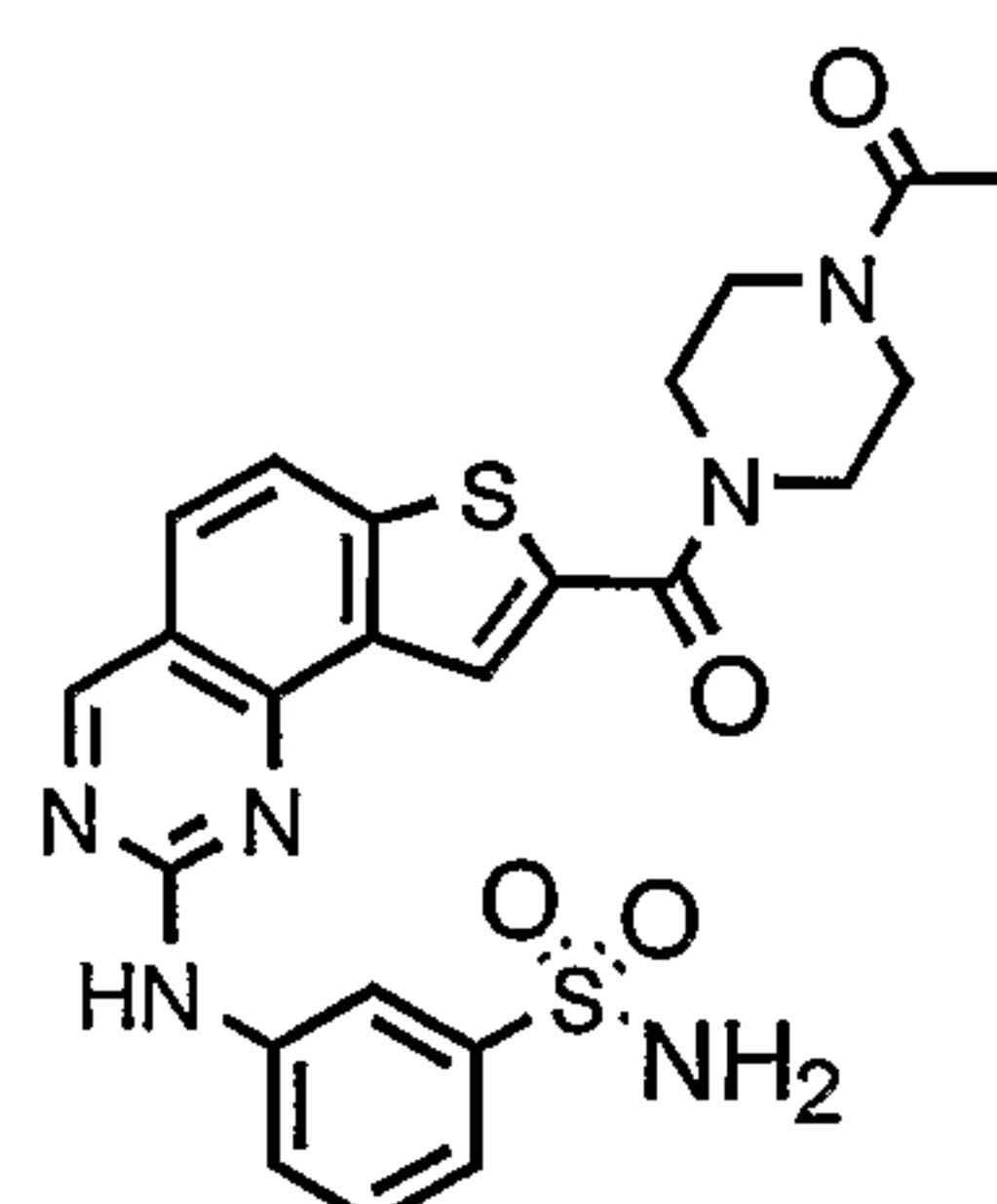
V-4



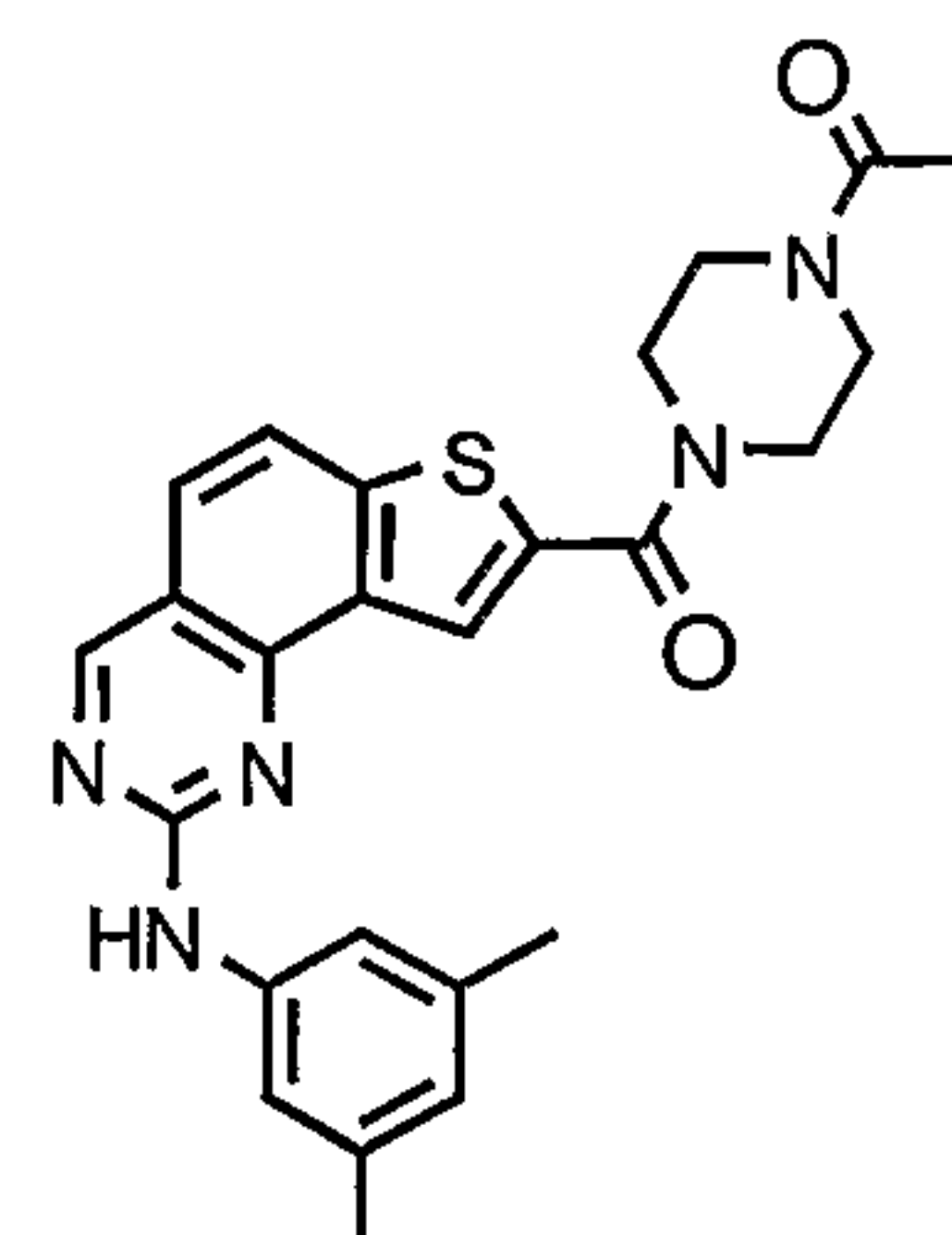
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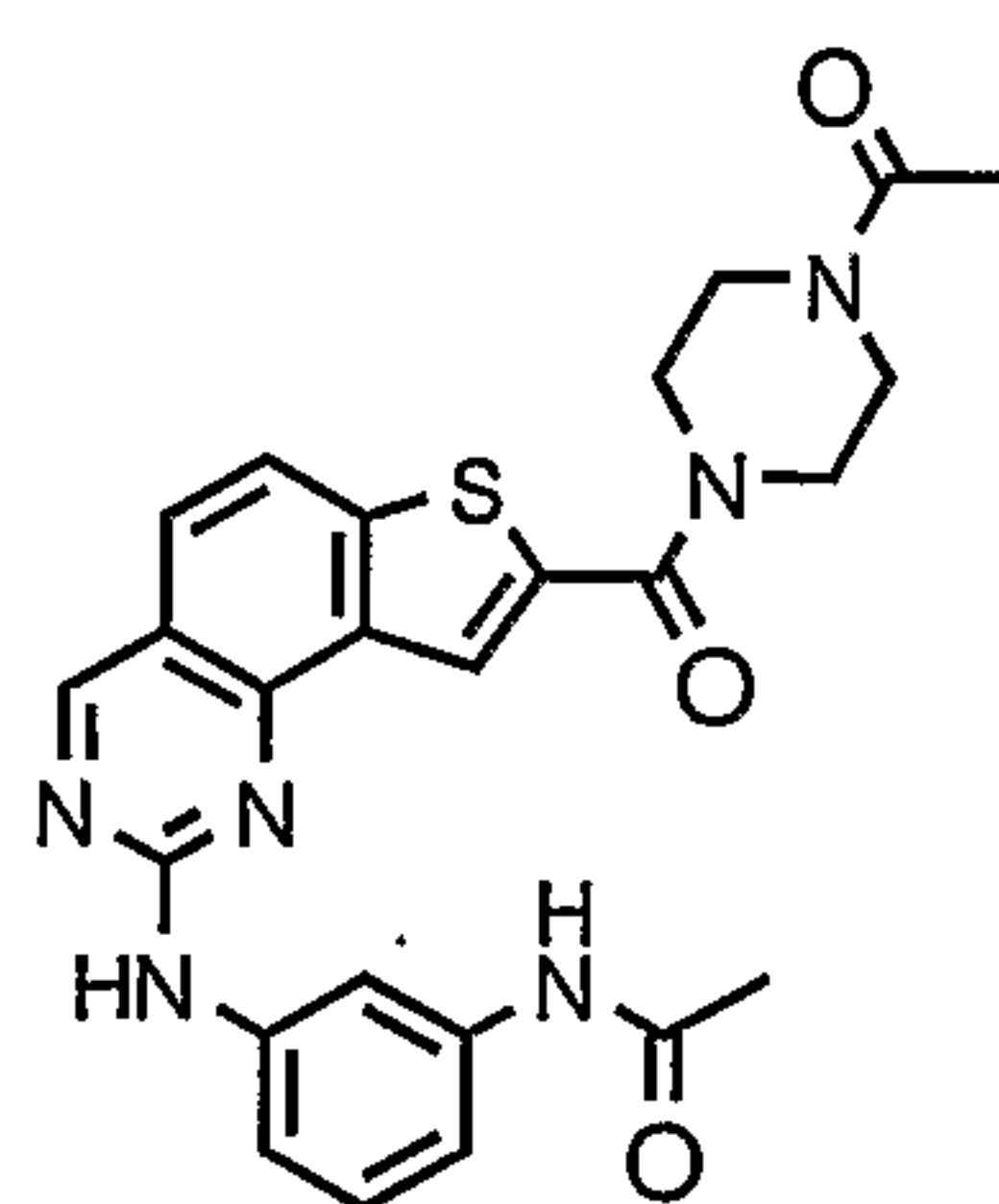
V-6



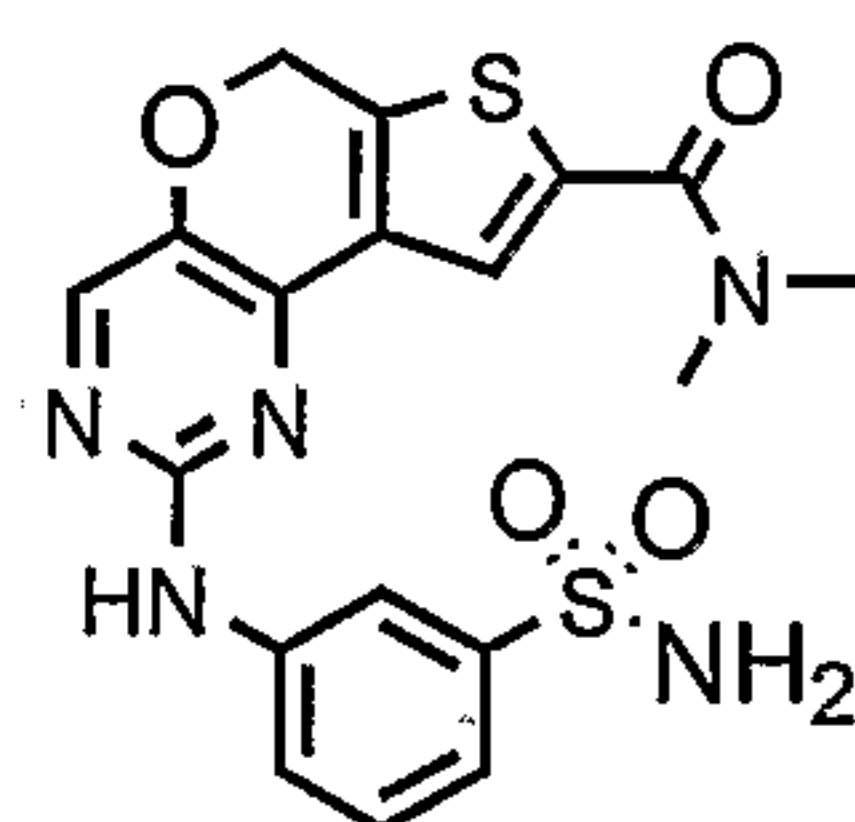
V-7



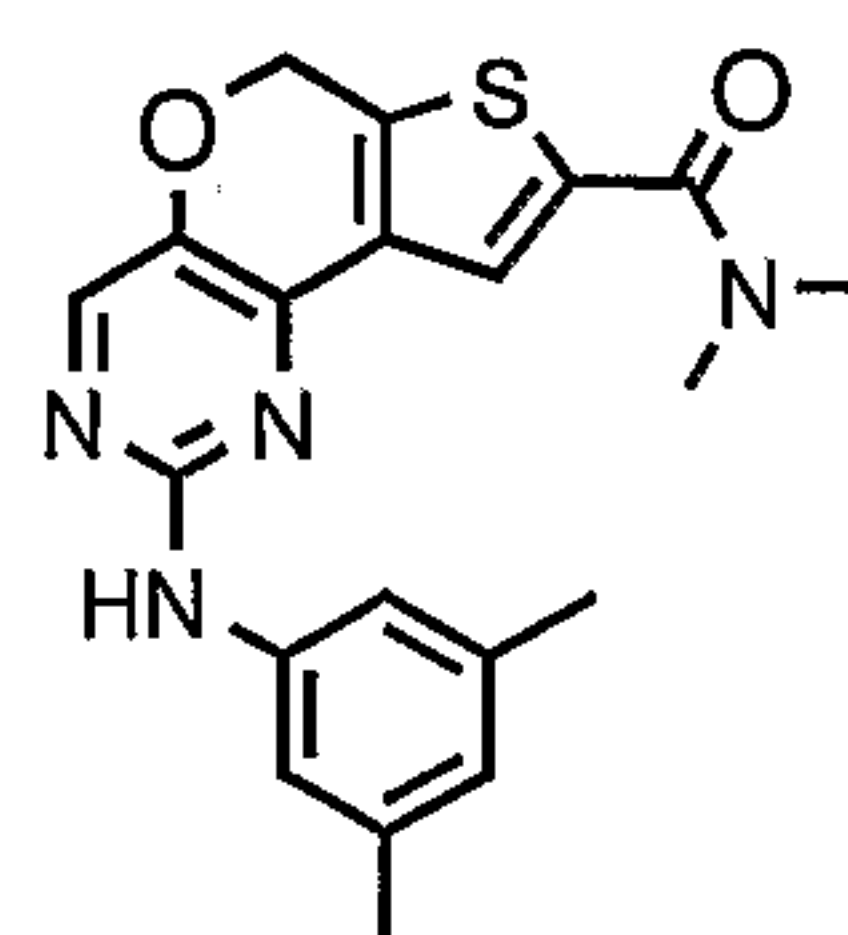
V-8



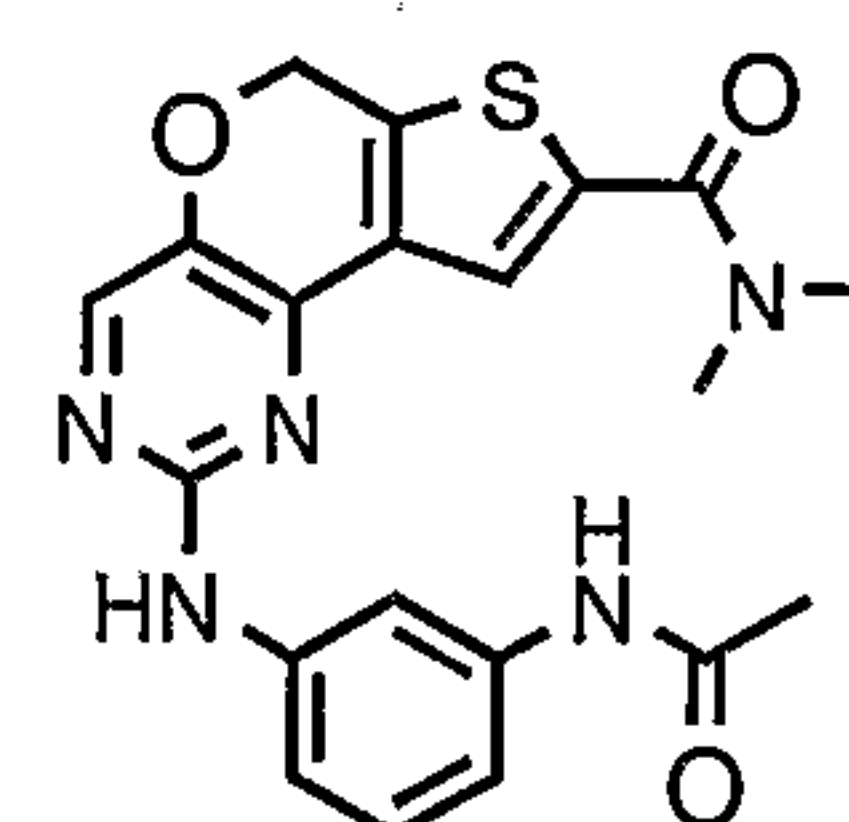
V-9



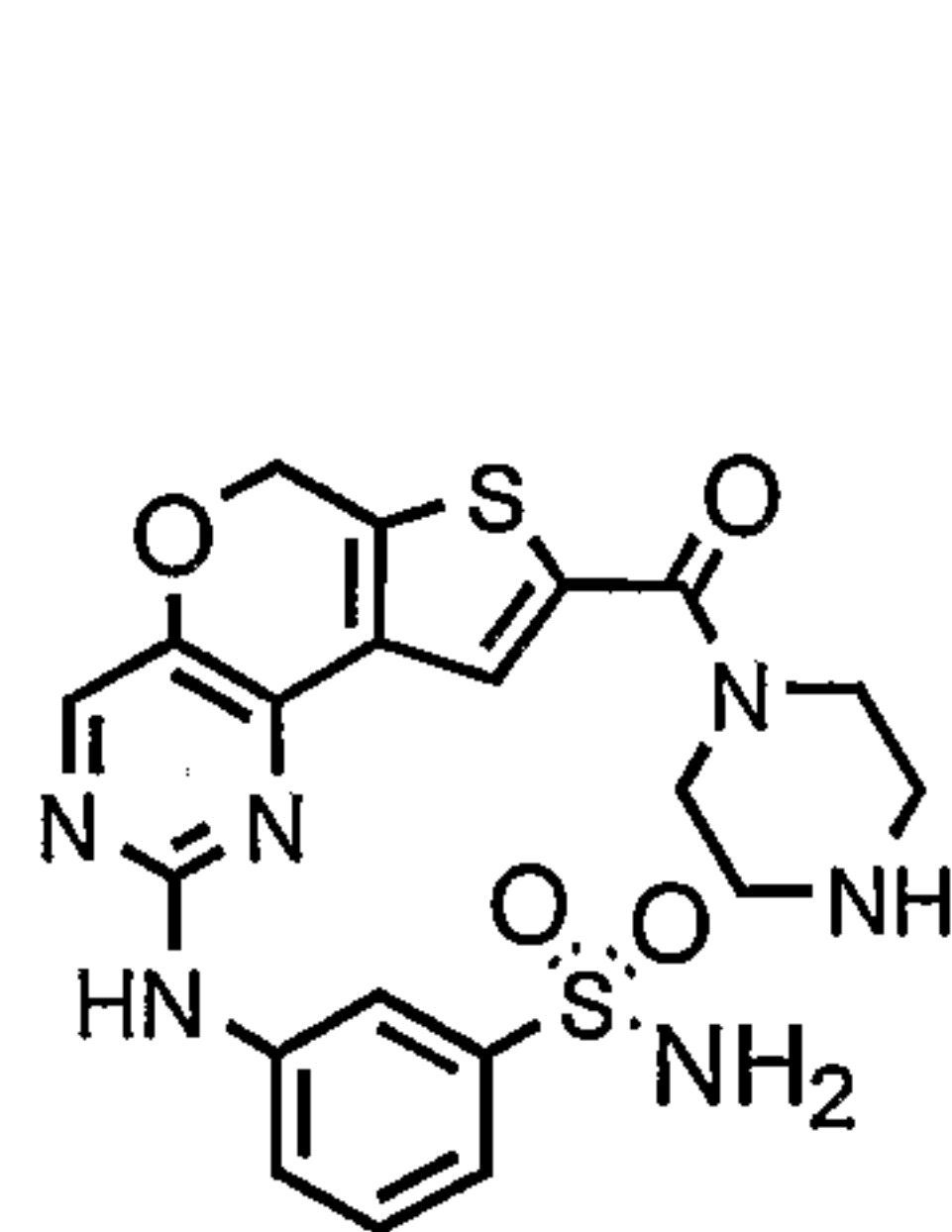
V-10



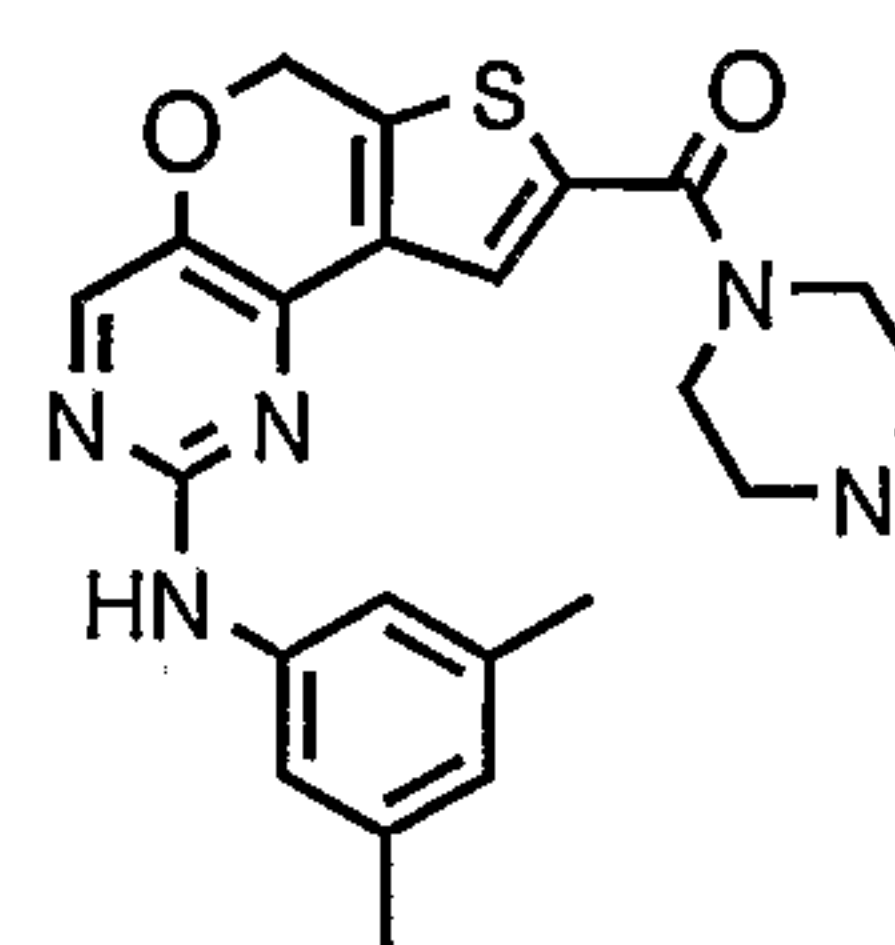
V-11



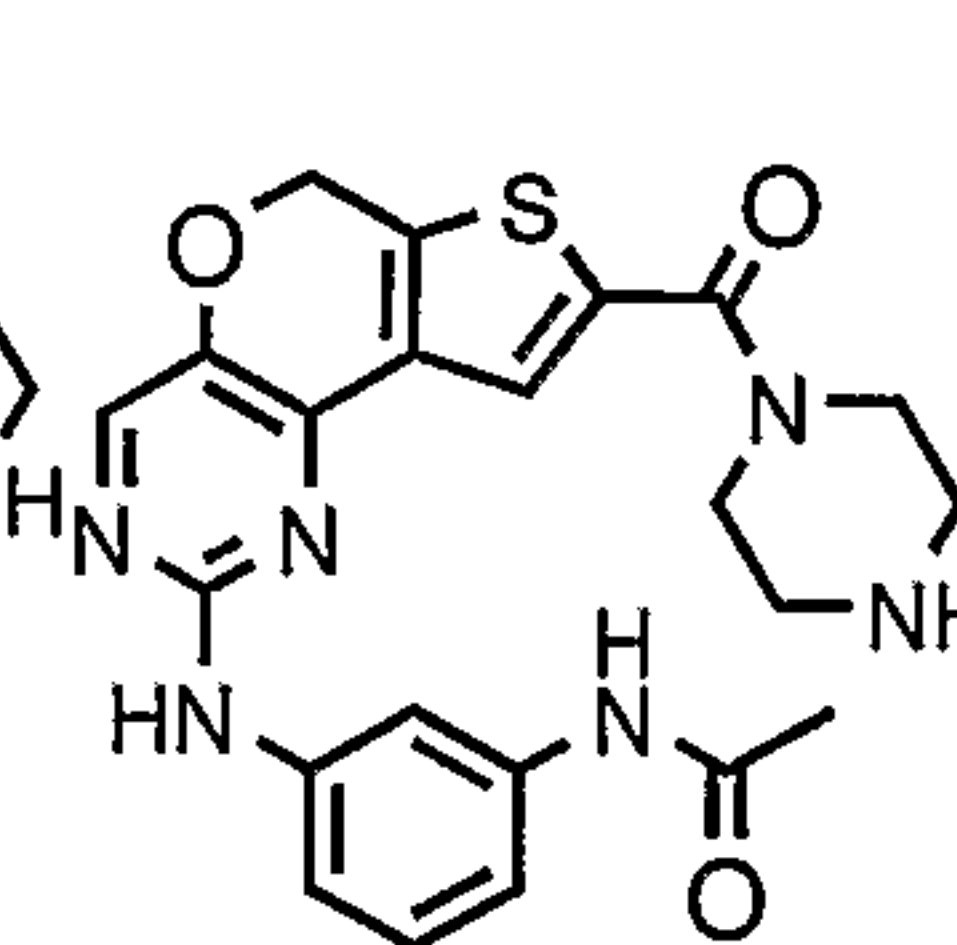
V-12



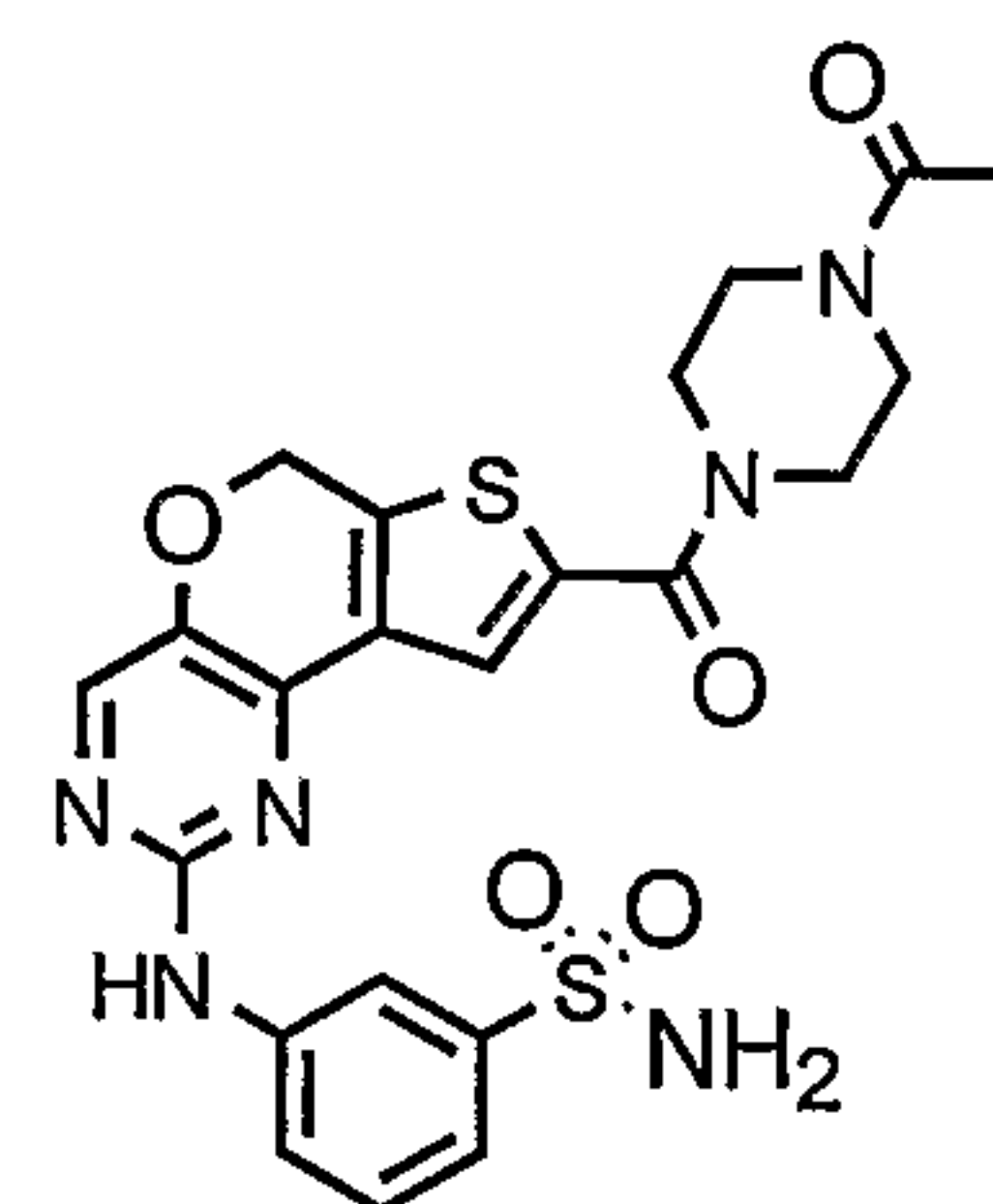
V-13



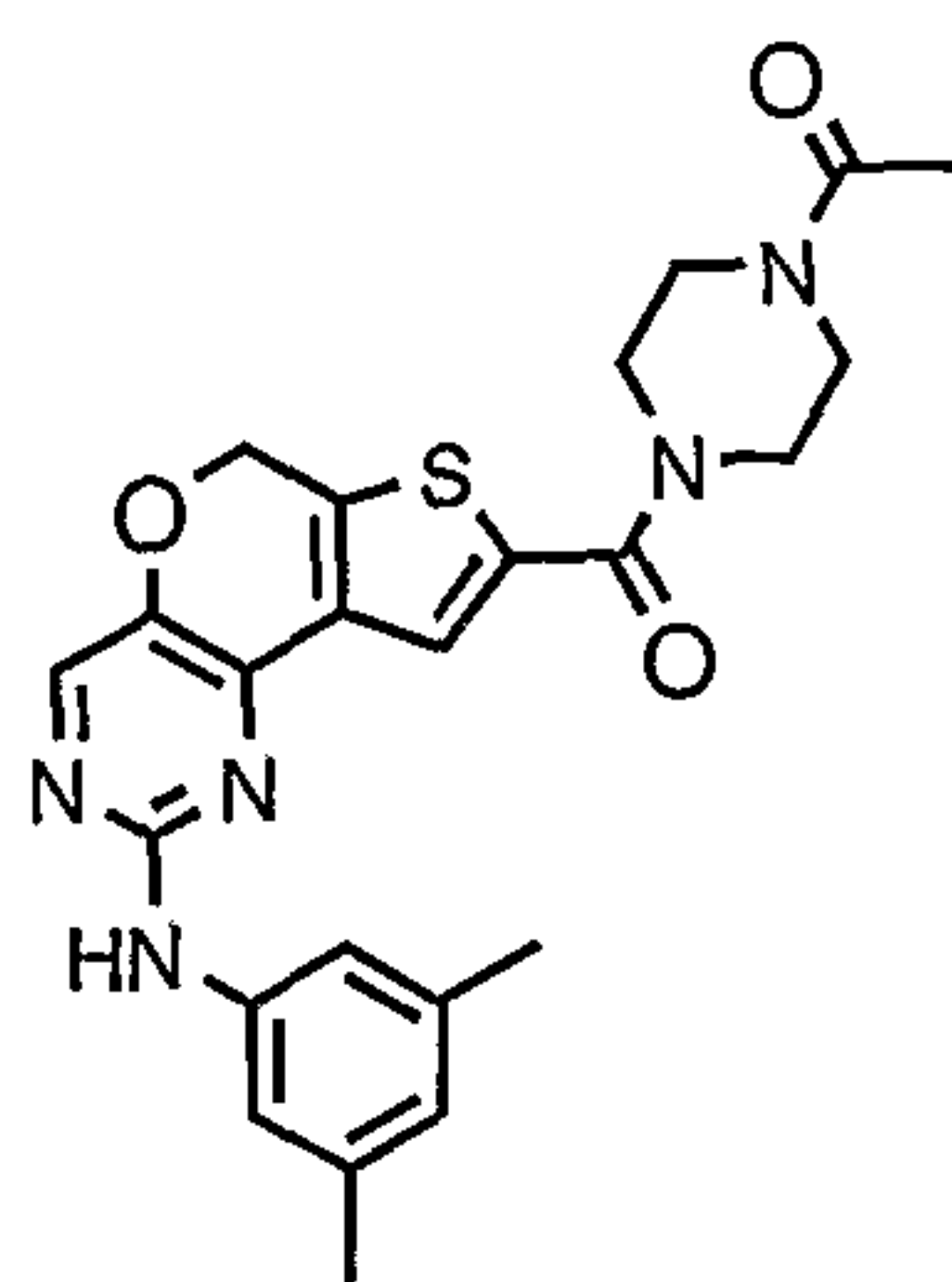
V-14



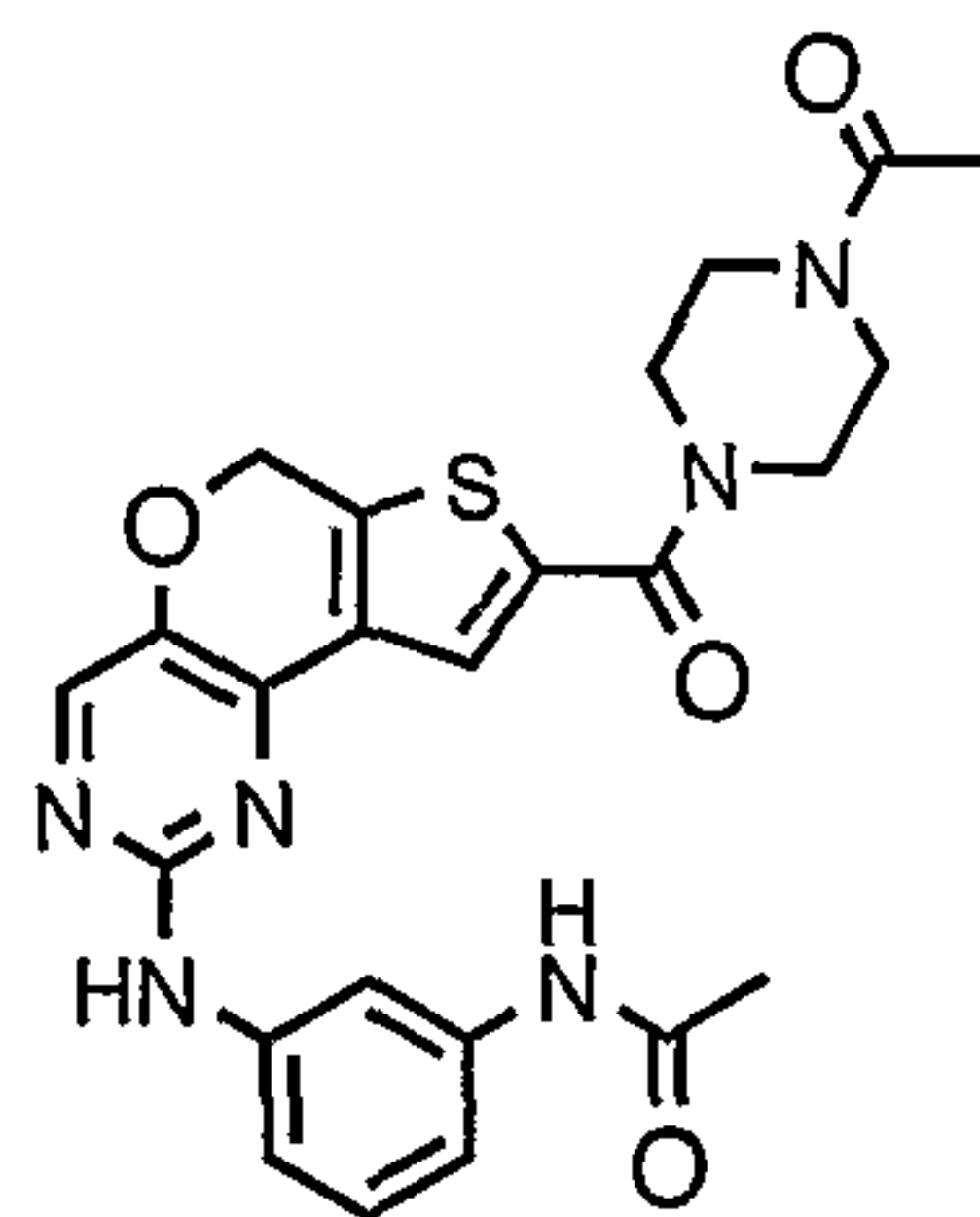
V-15



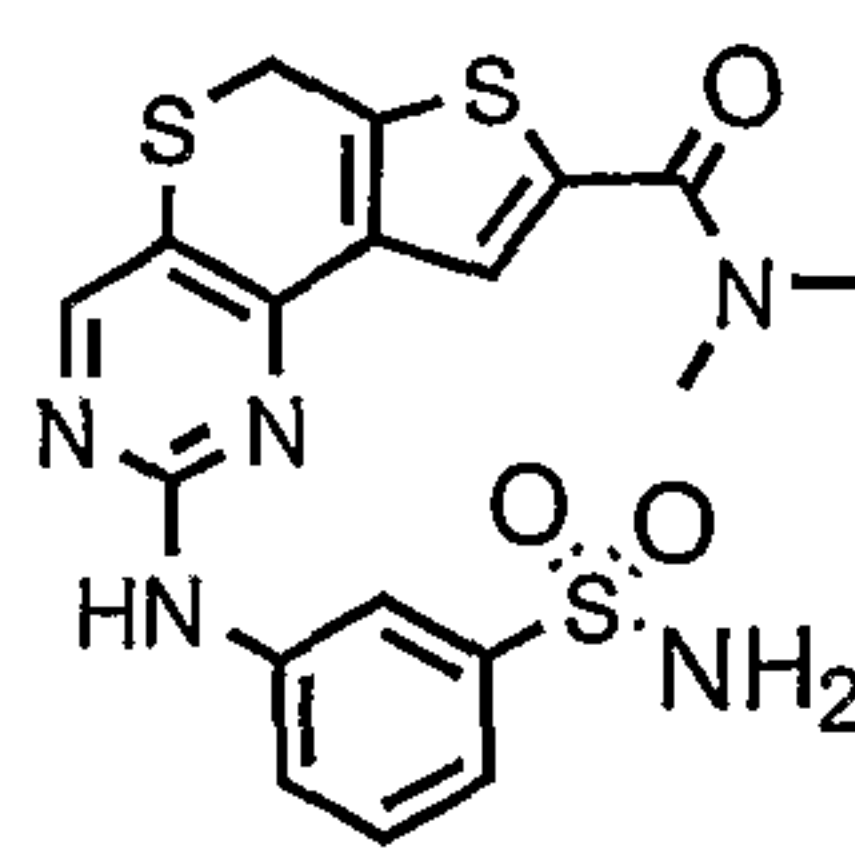
V-16



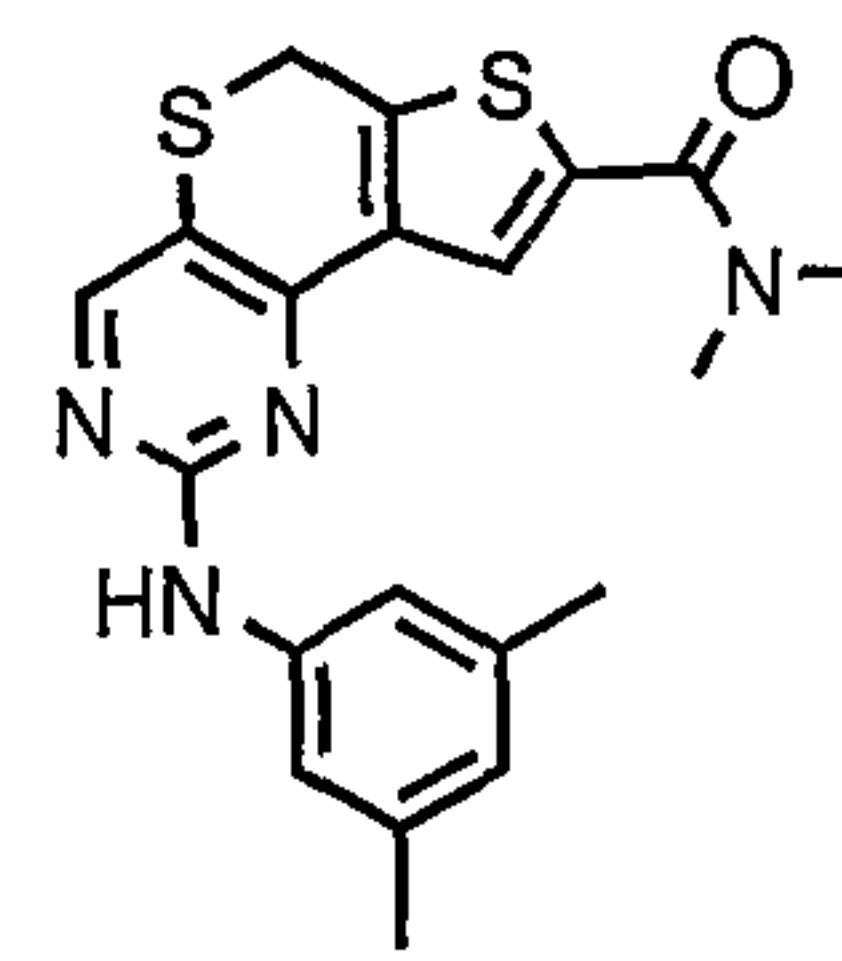
V-17



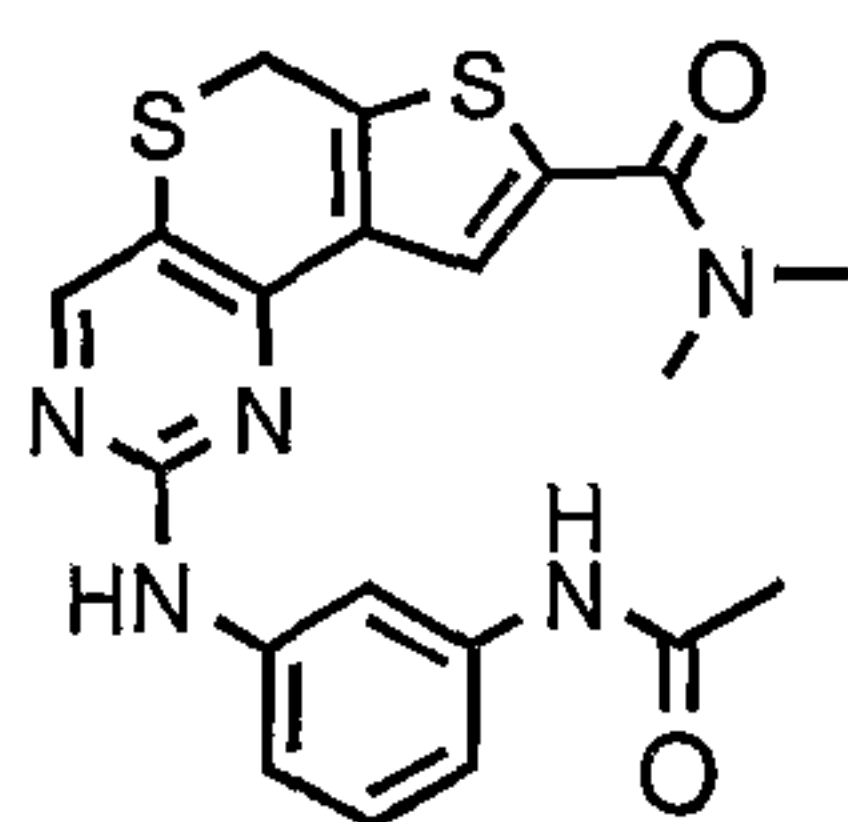
V-18



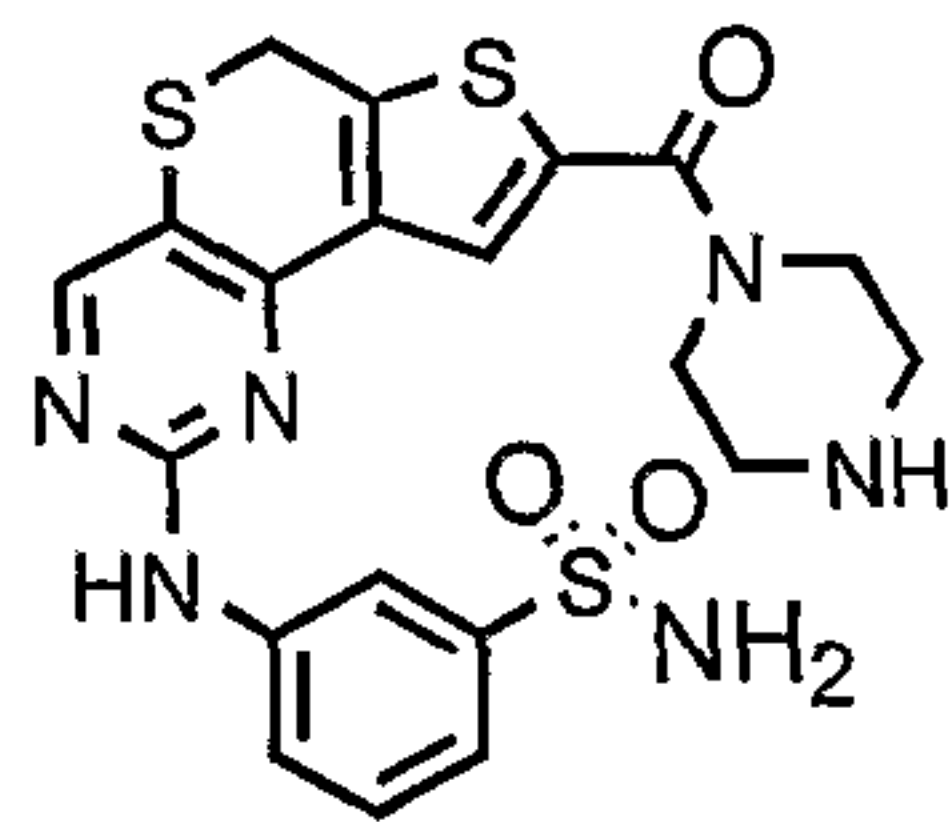
V-19



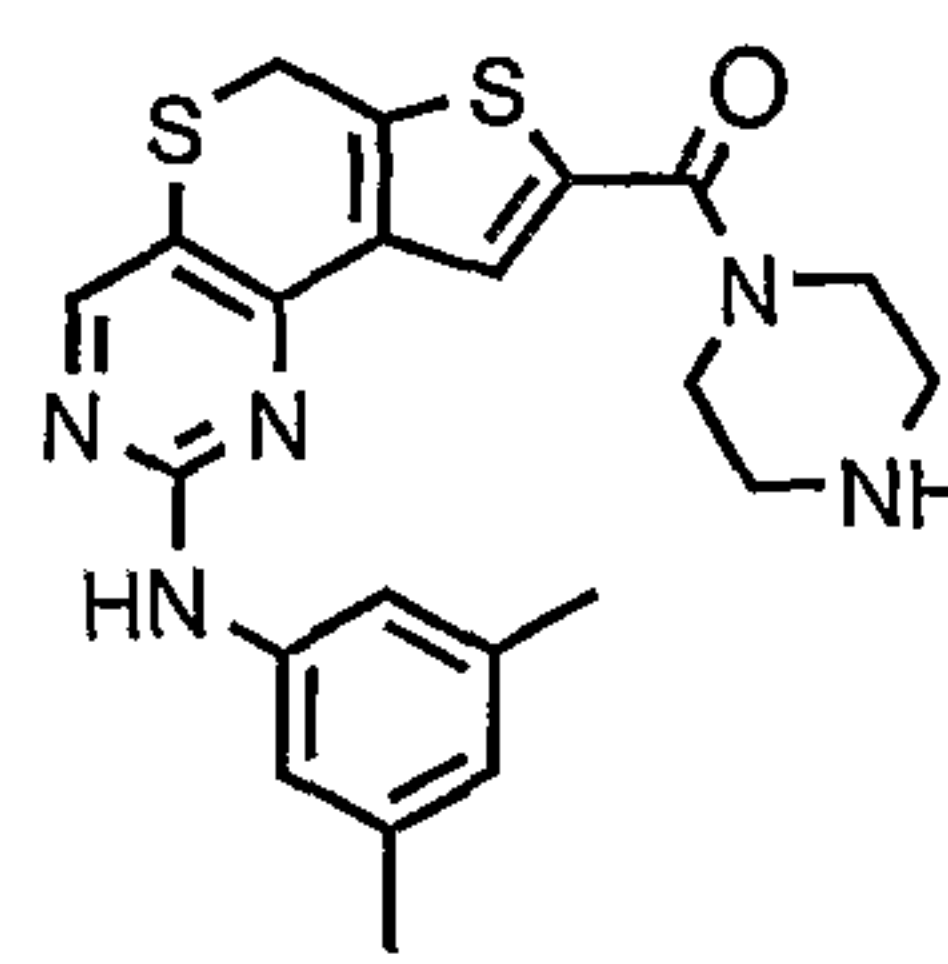
V-20



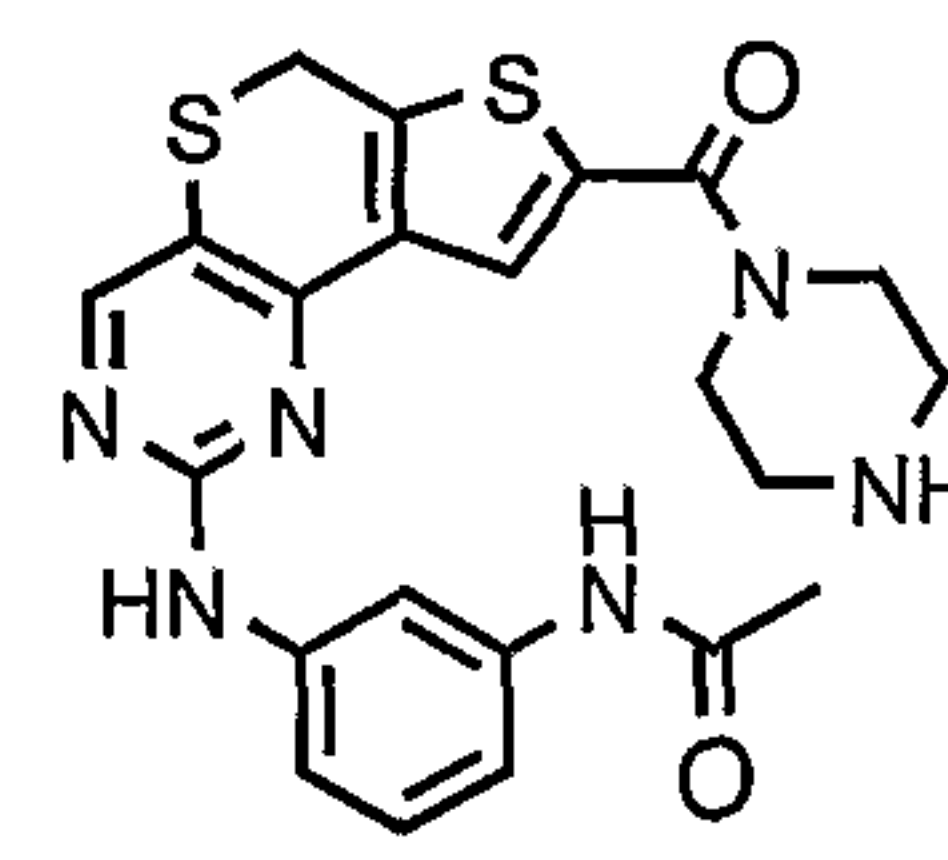
V-21



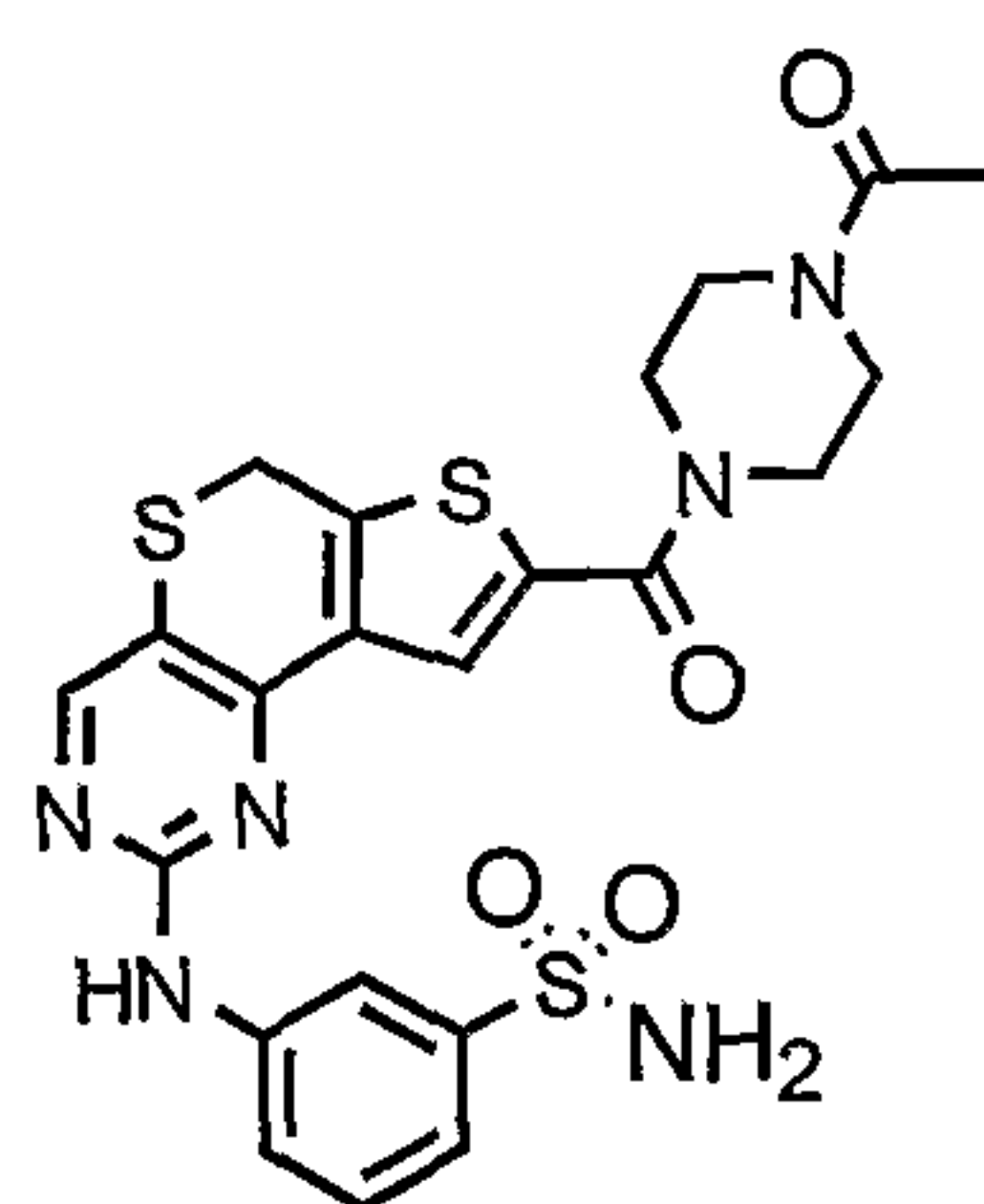
V-22



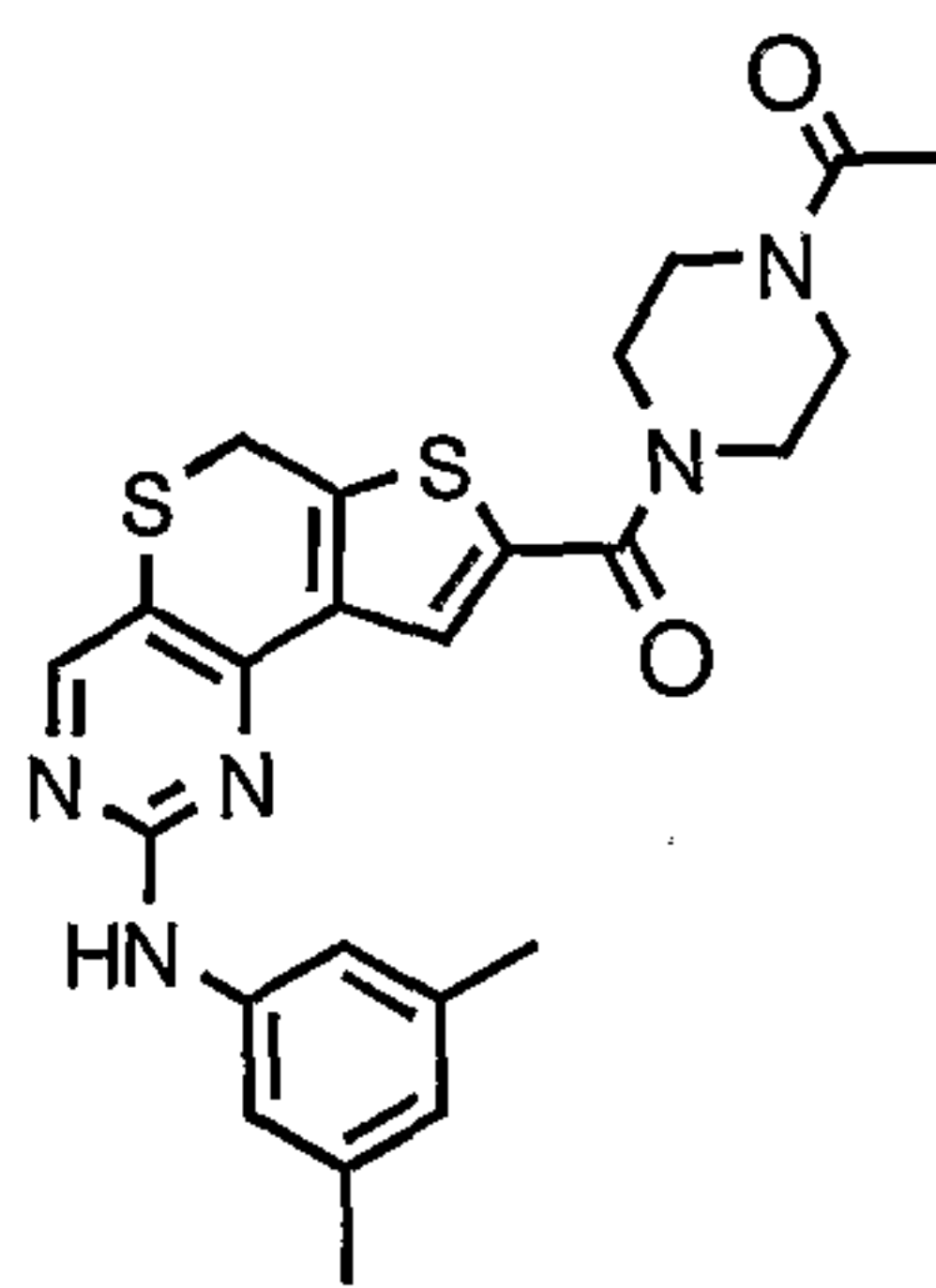
V-23



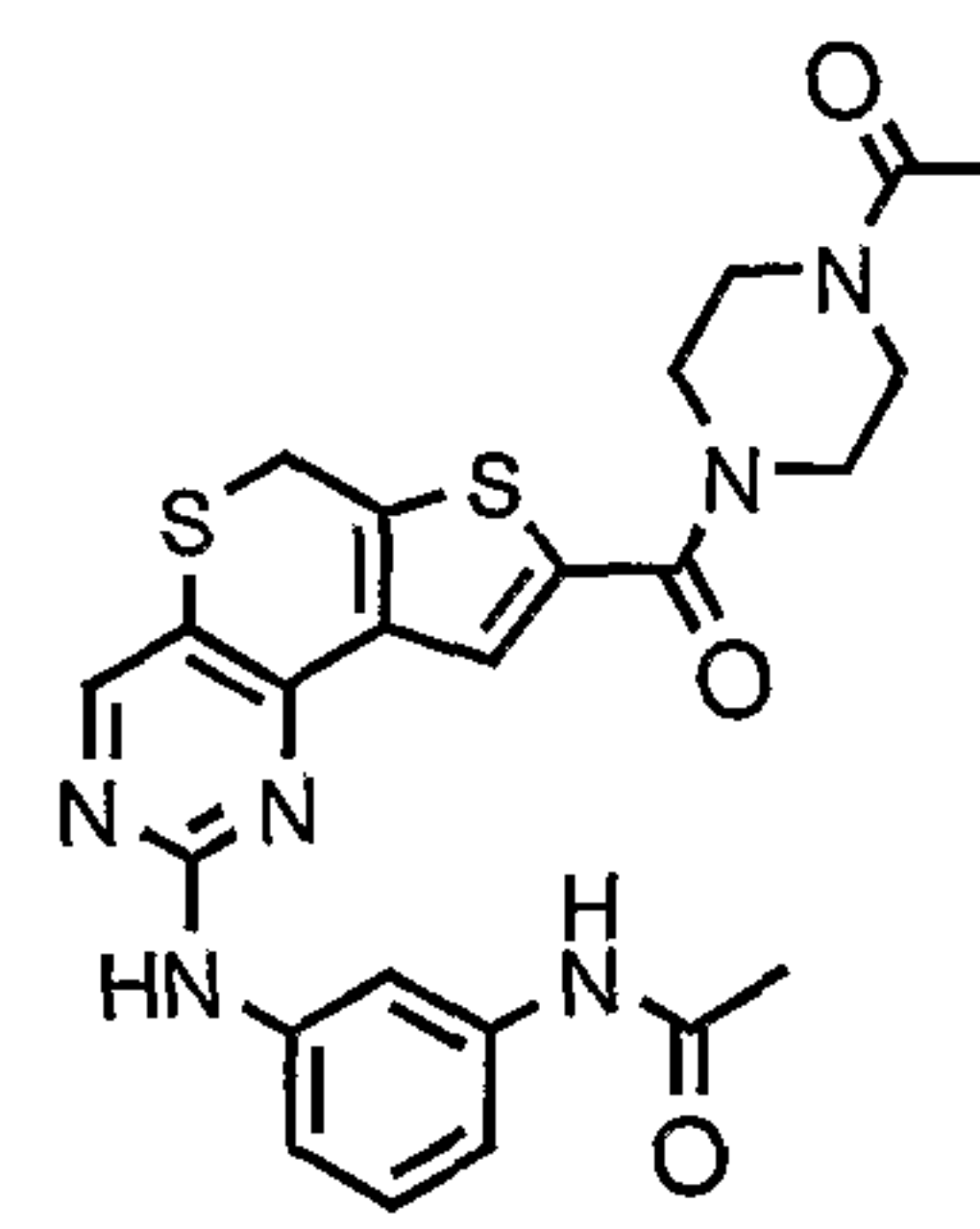
V-24



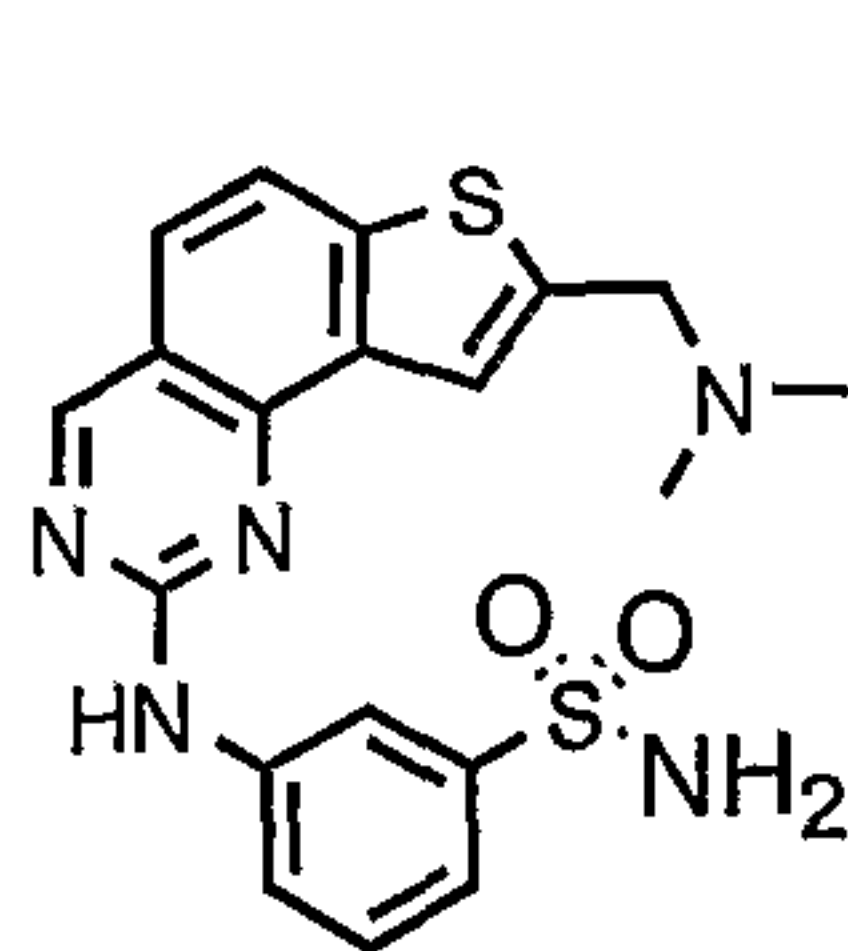
V-25



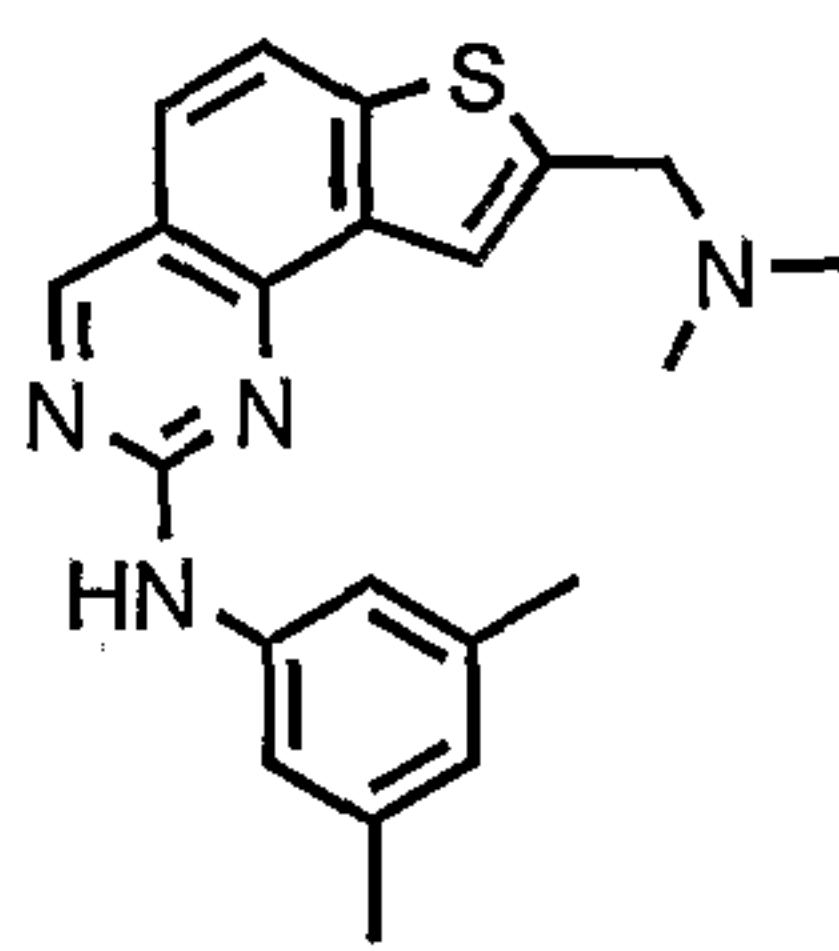
V-26



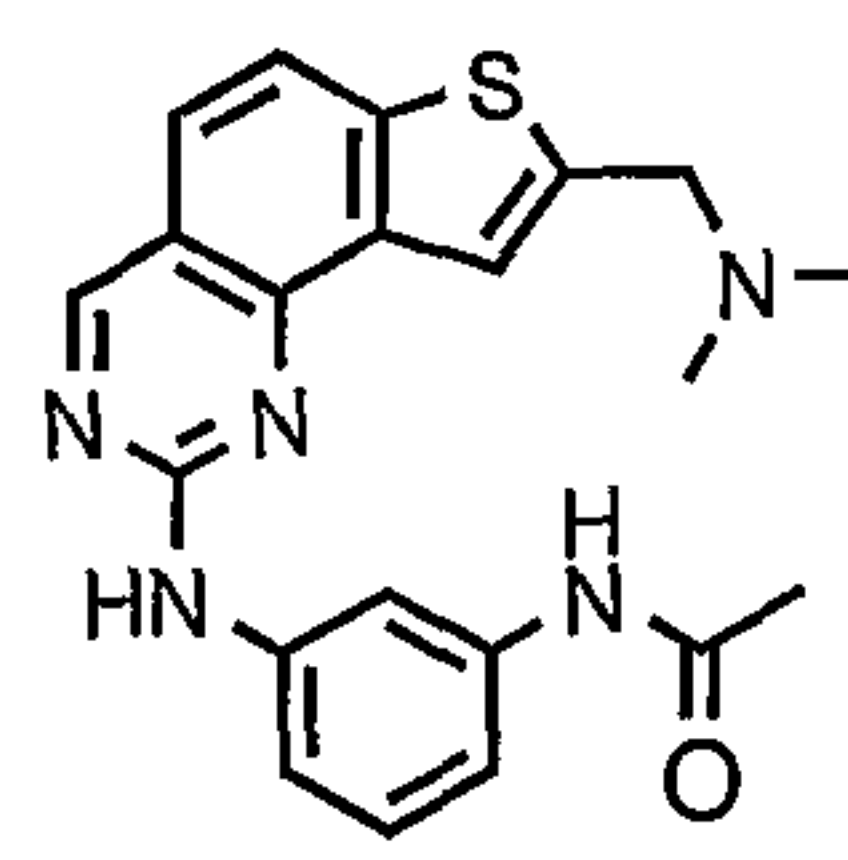
V-27



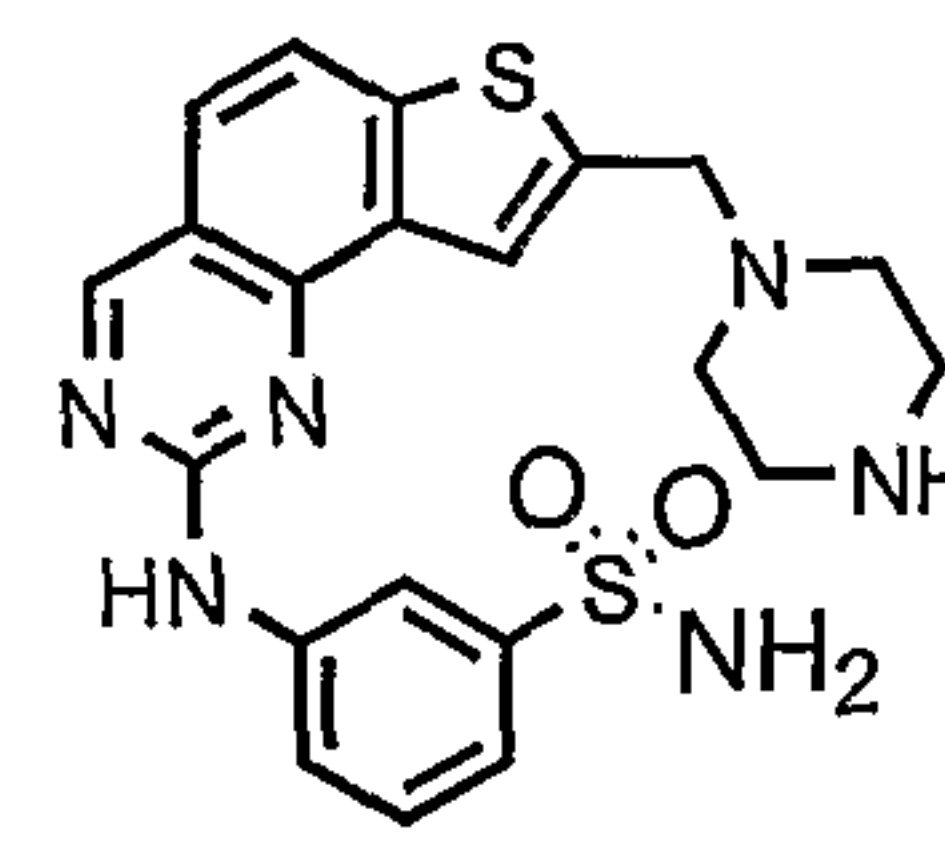
VI-1



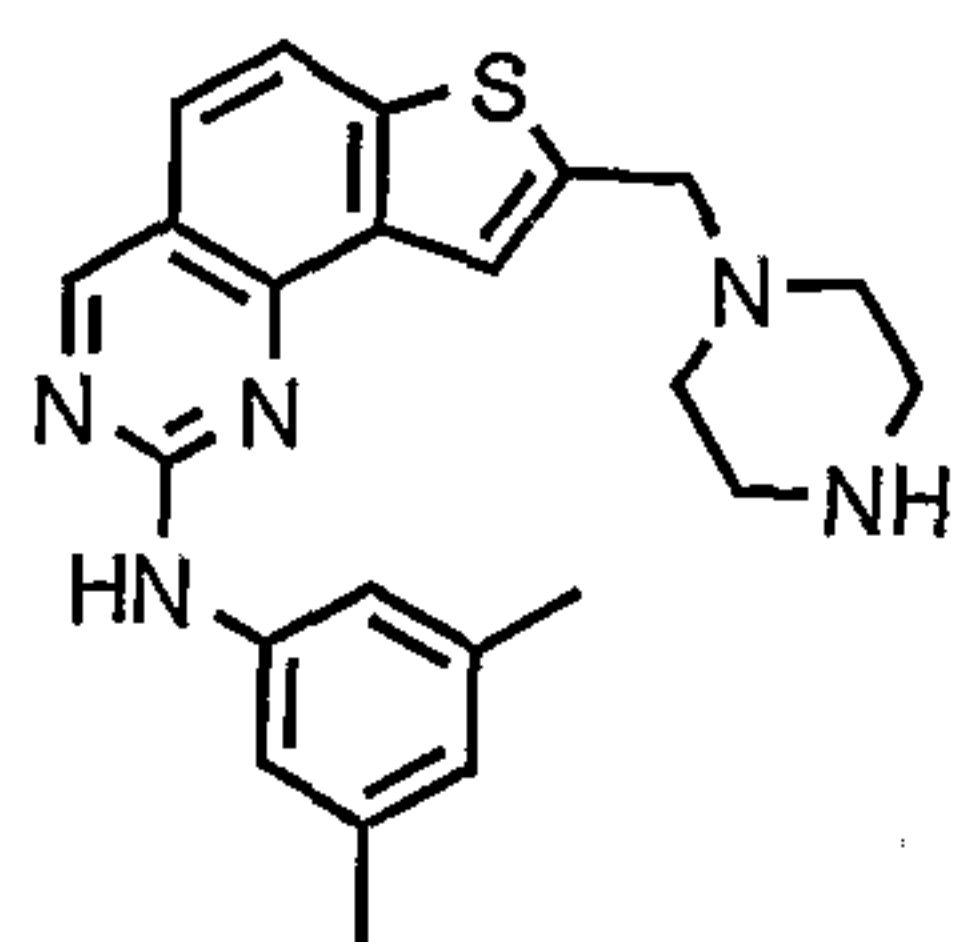
VI-2



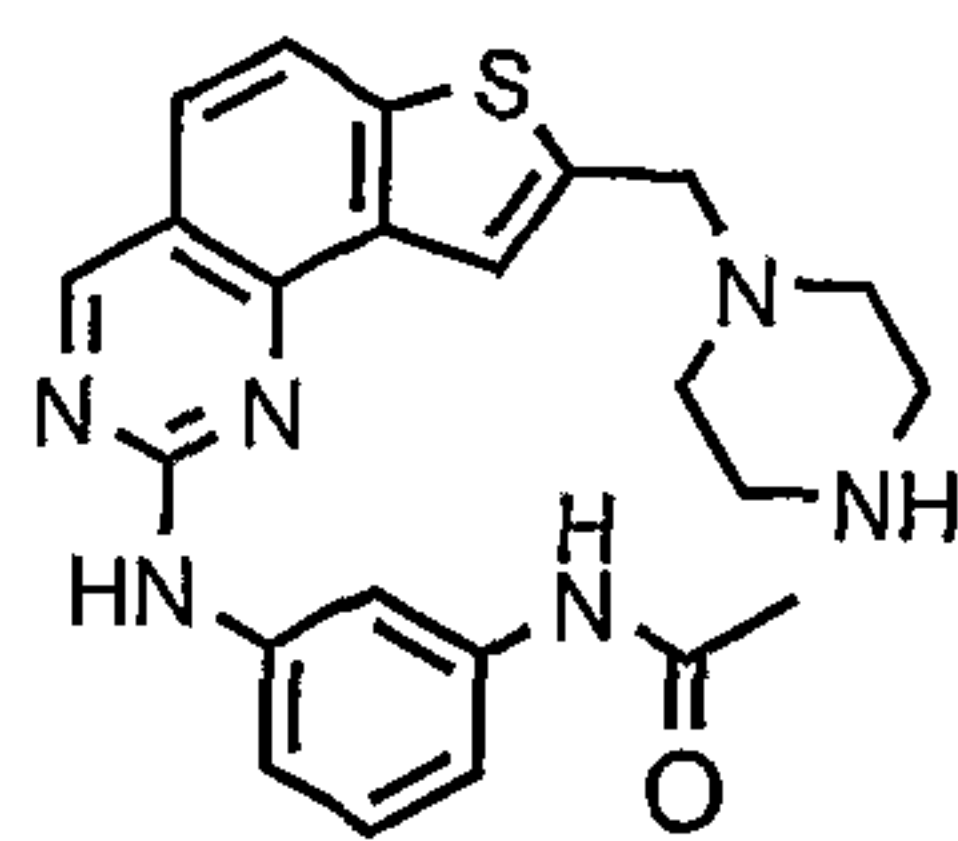
VI-3



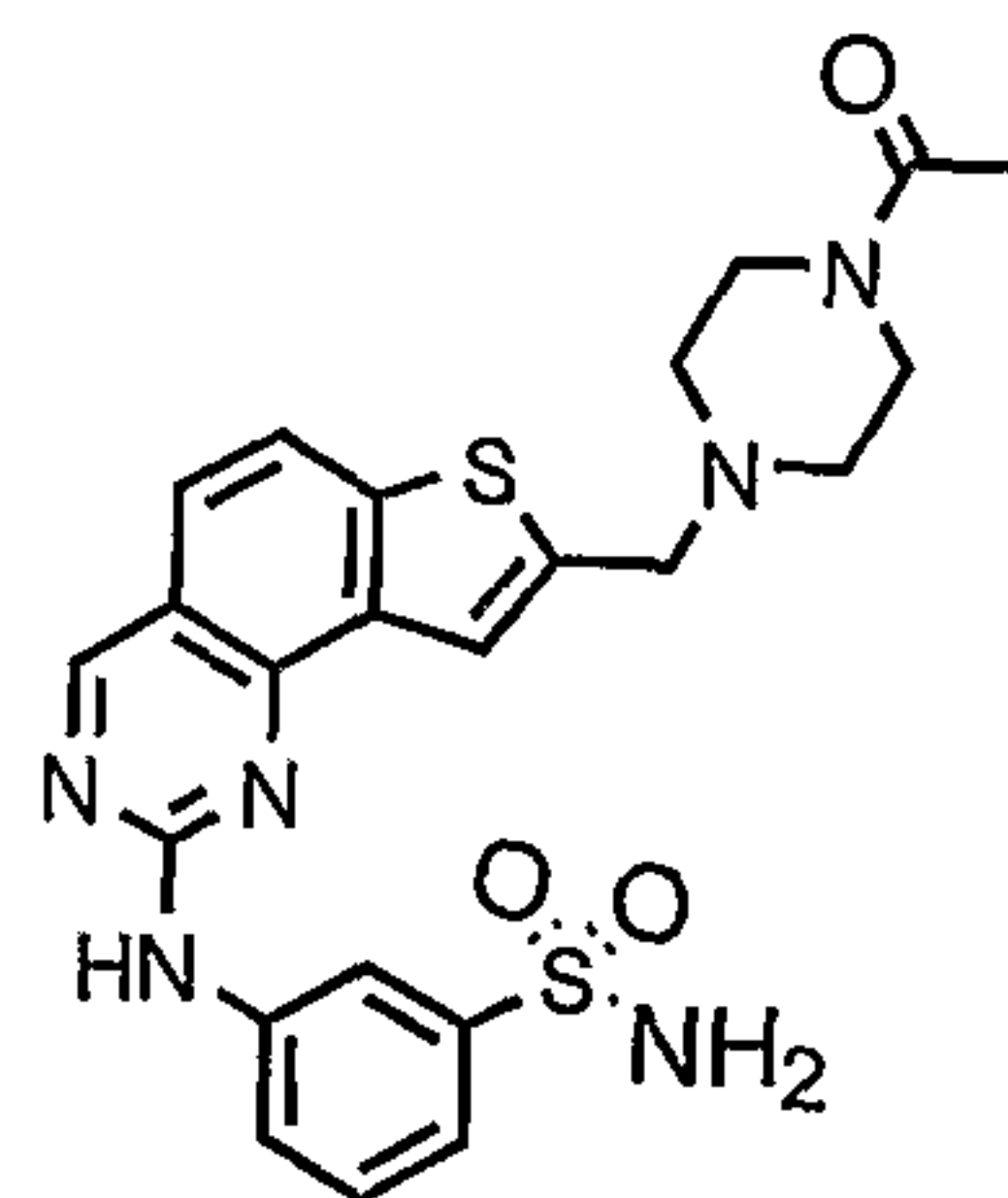
VI-4



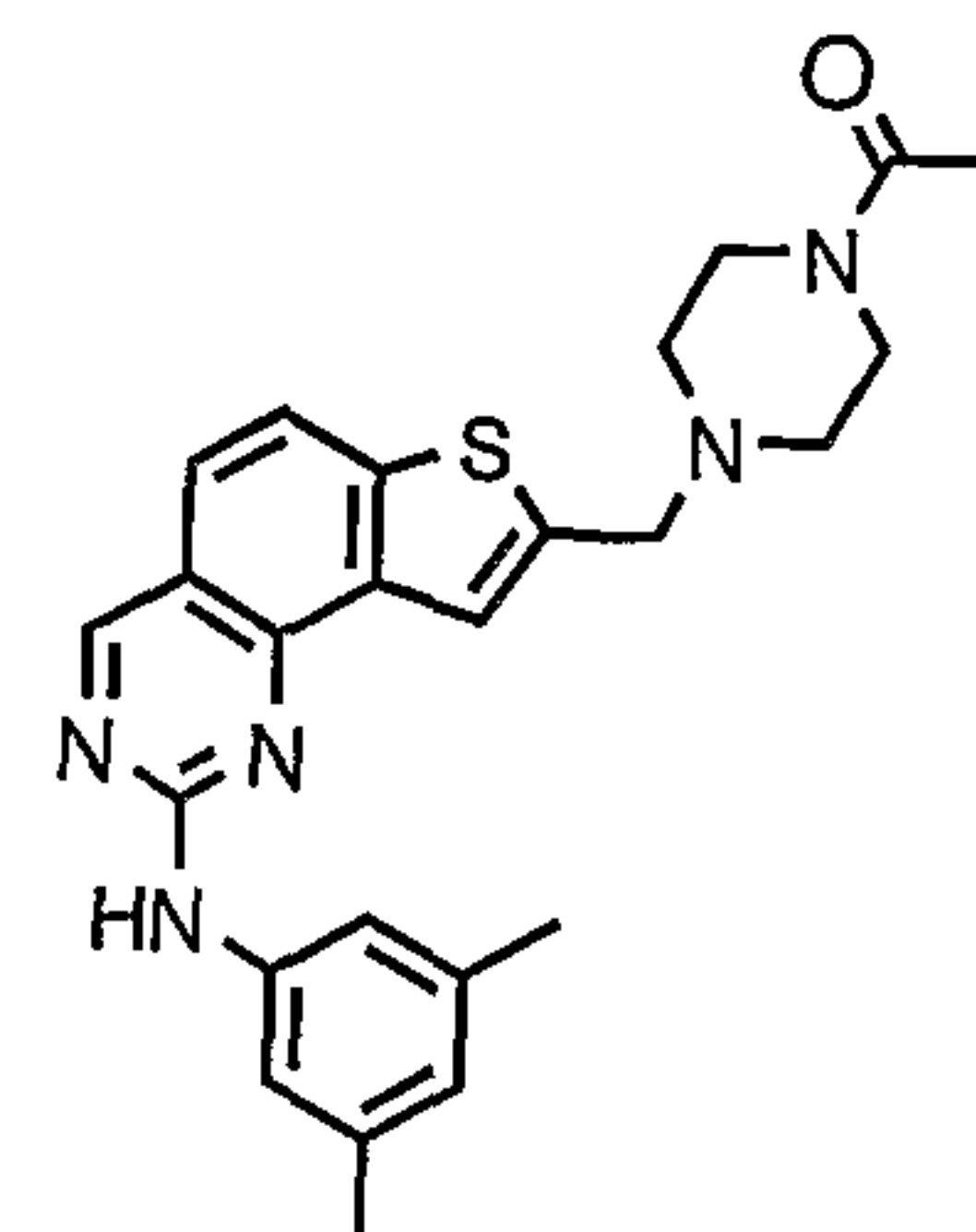
VI-5



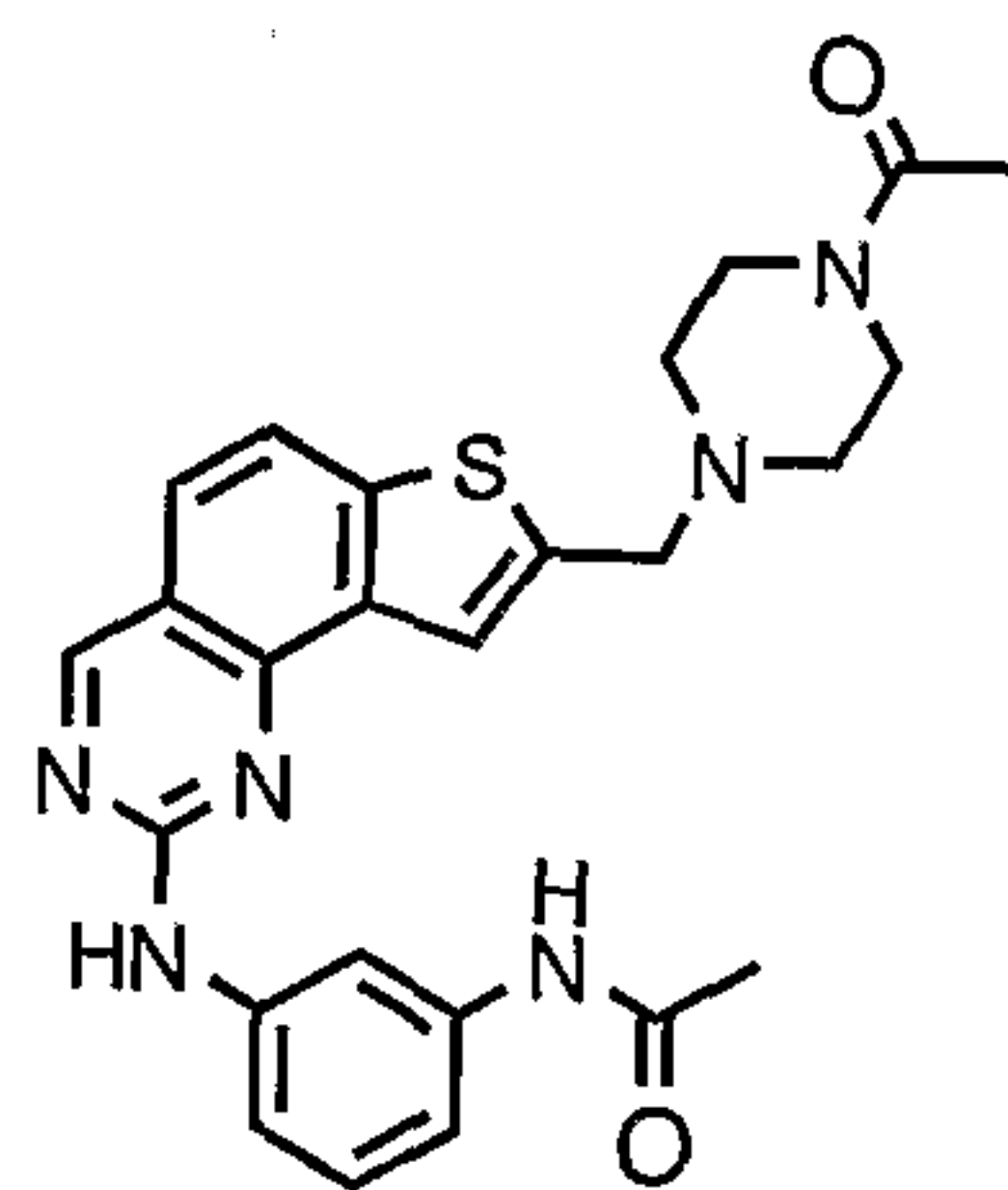
VI-6



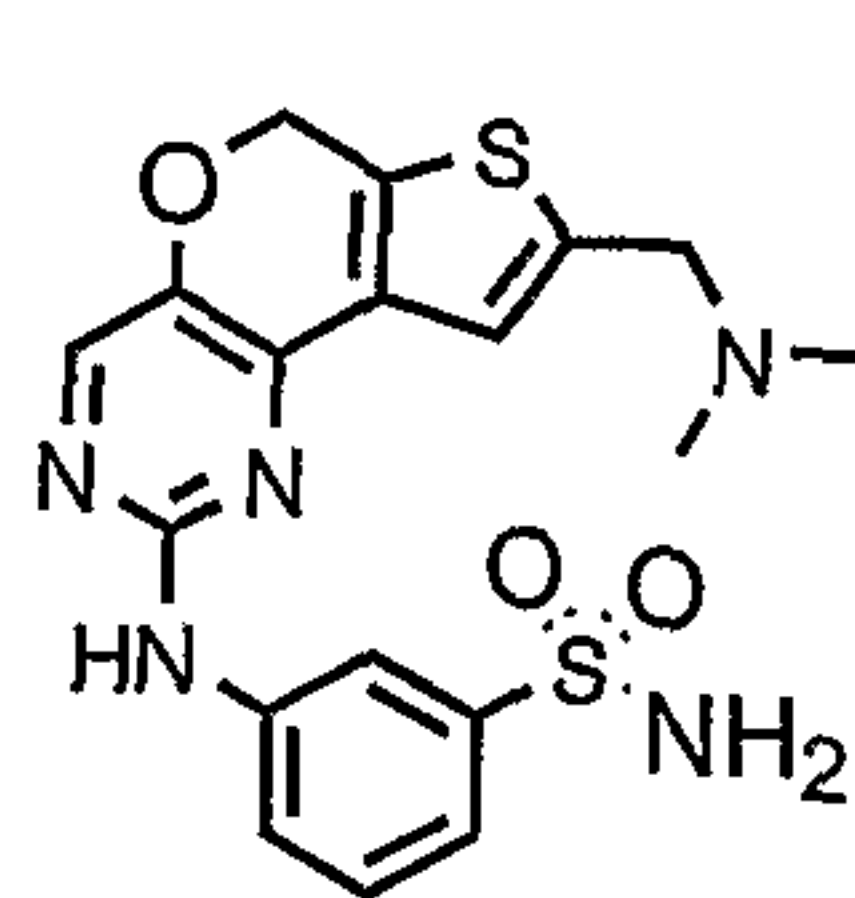
VI-7



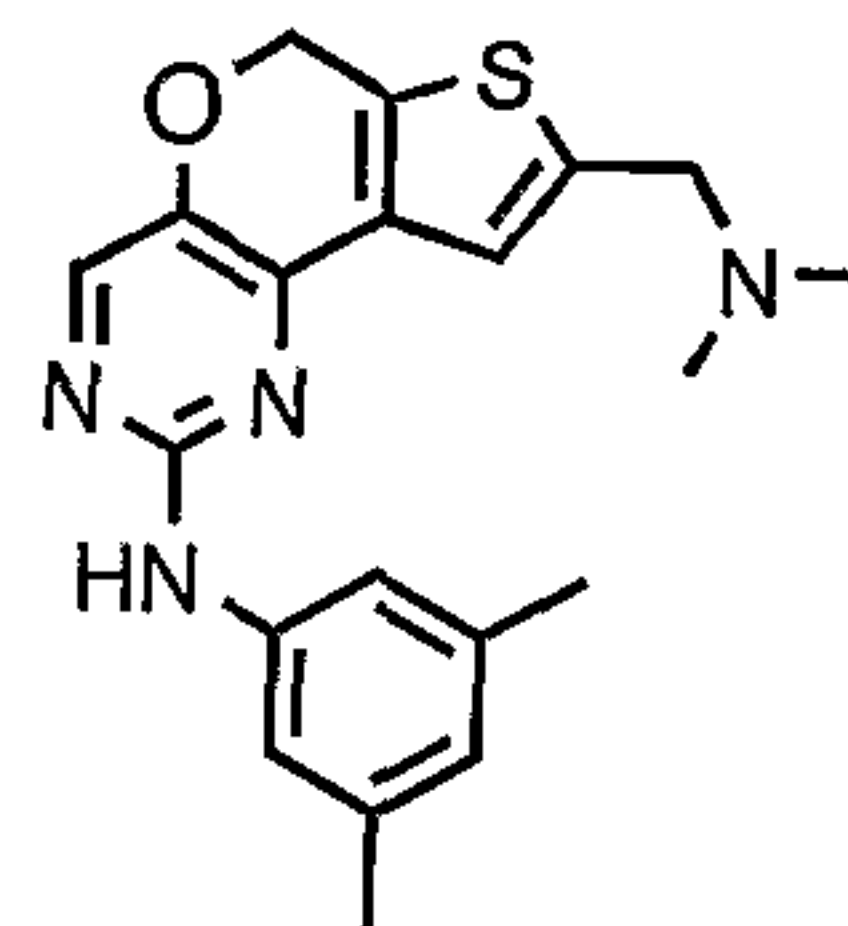
VI-8



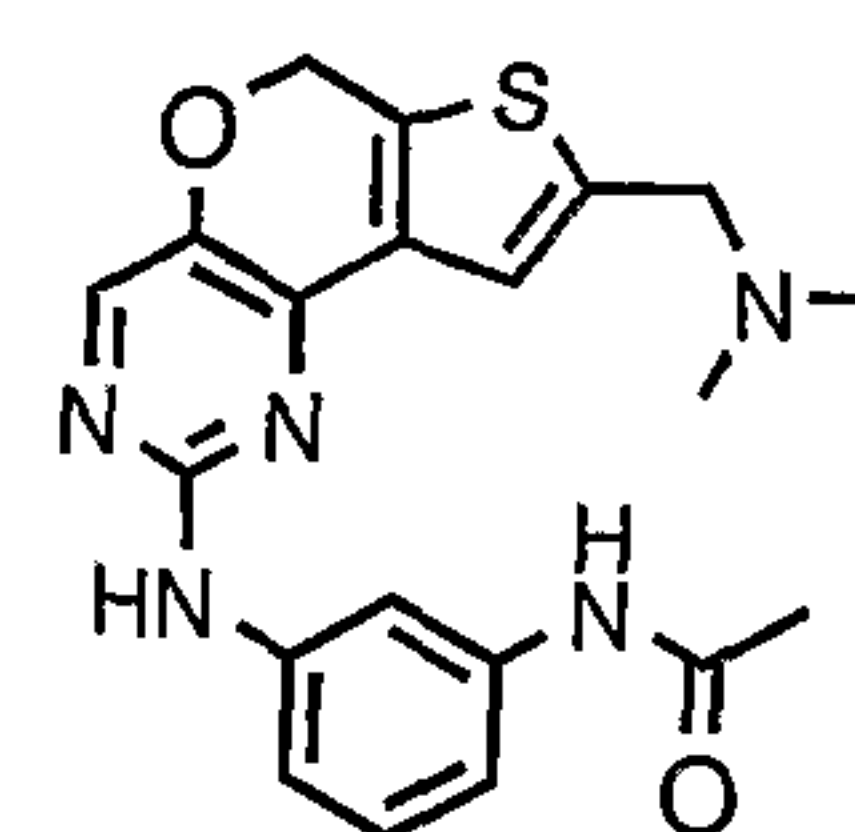
VI-9



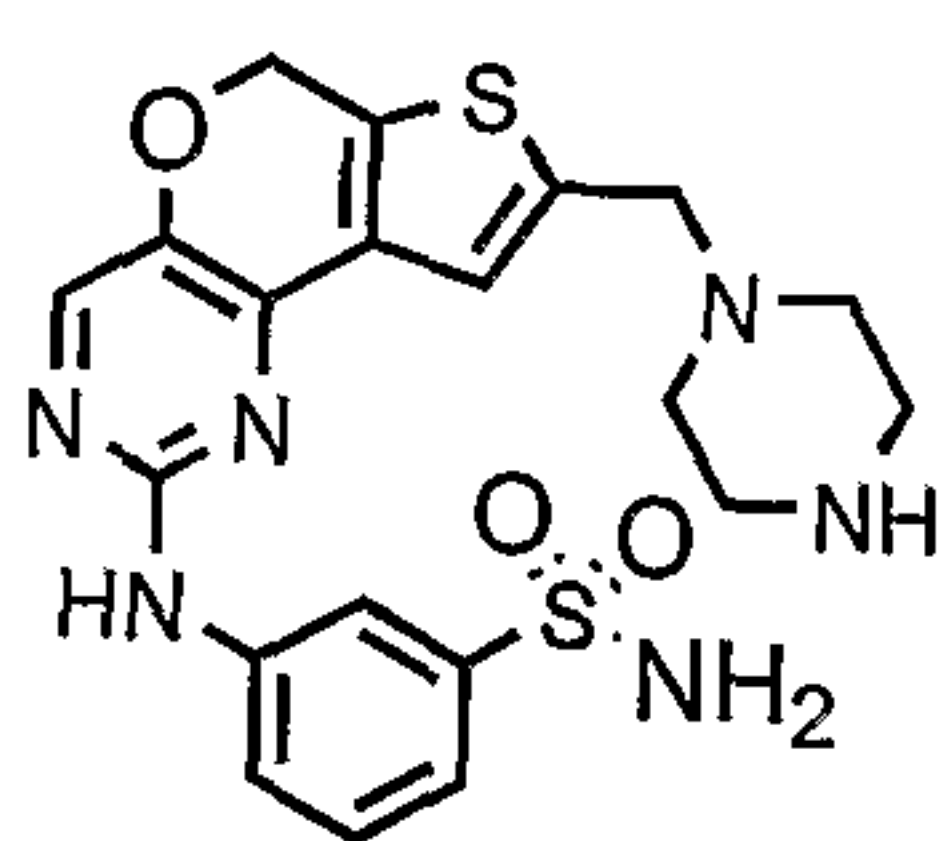
VI-10



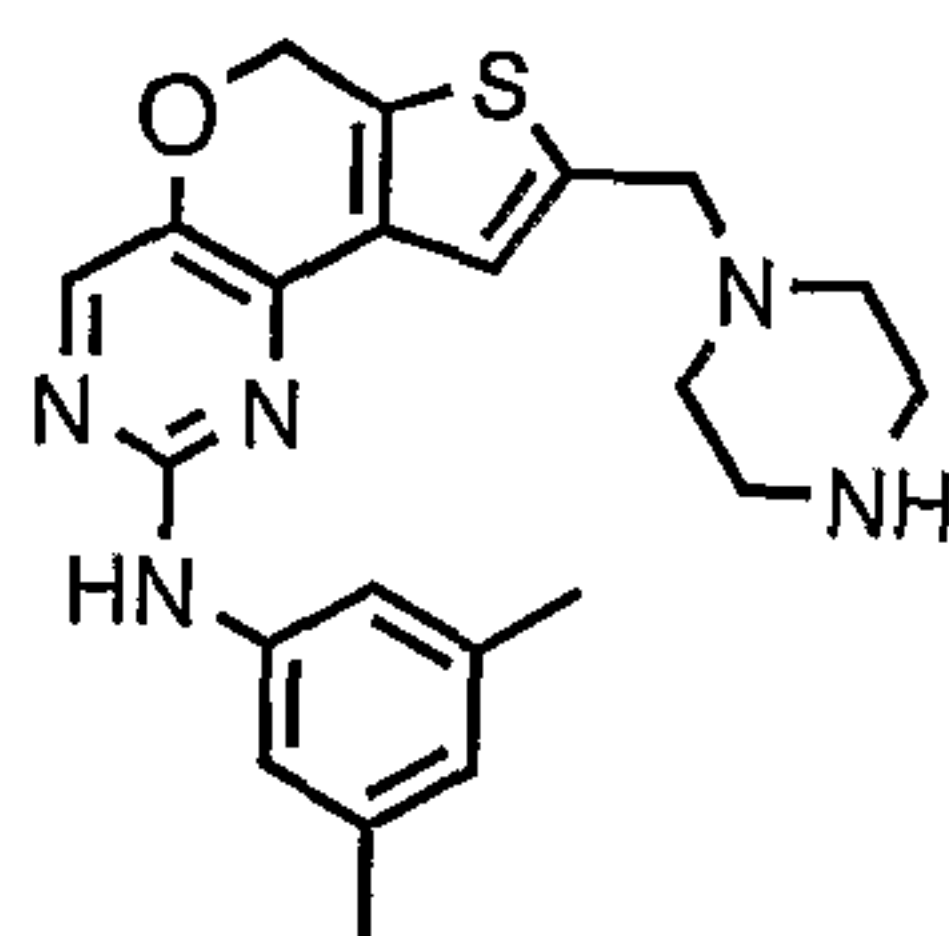
VI-11



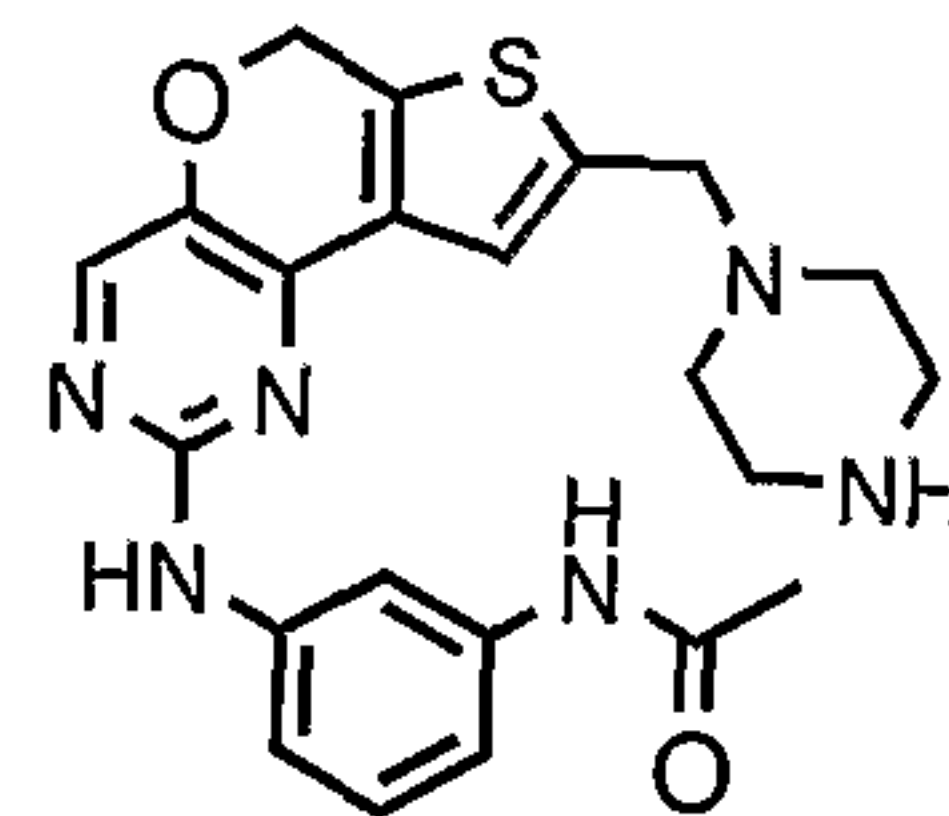
VI-12



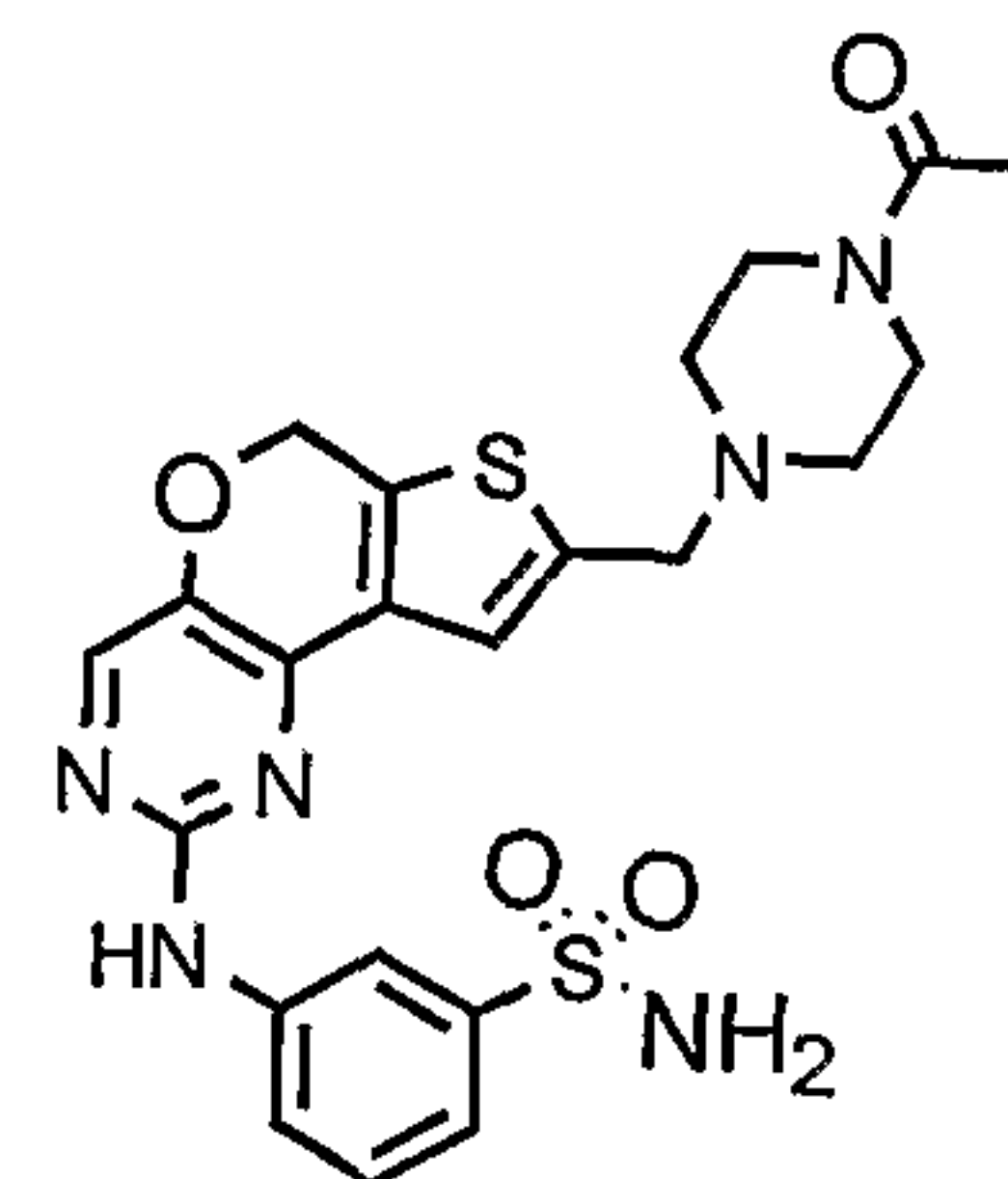
VI-13



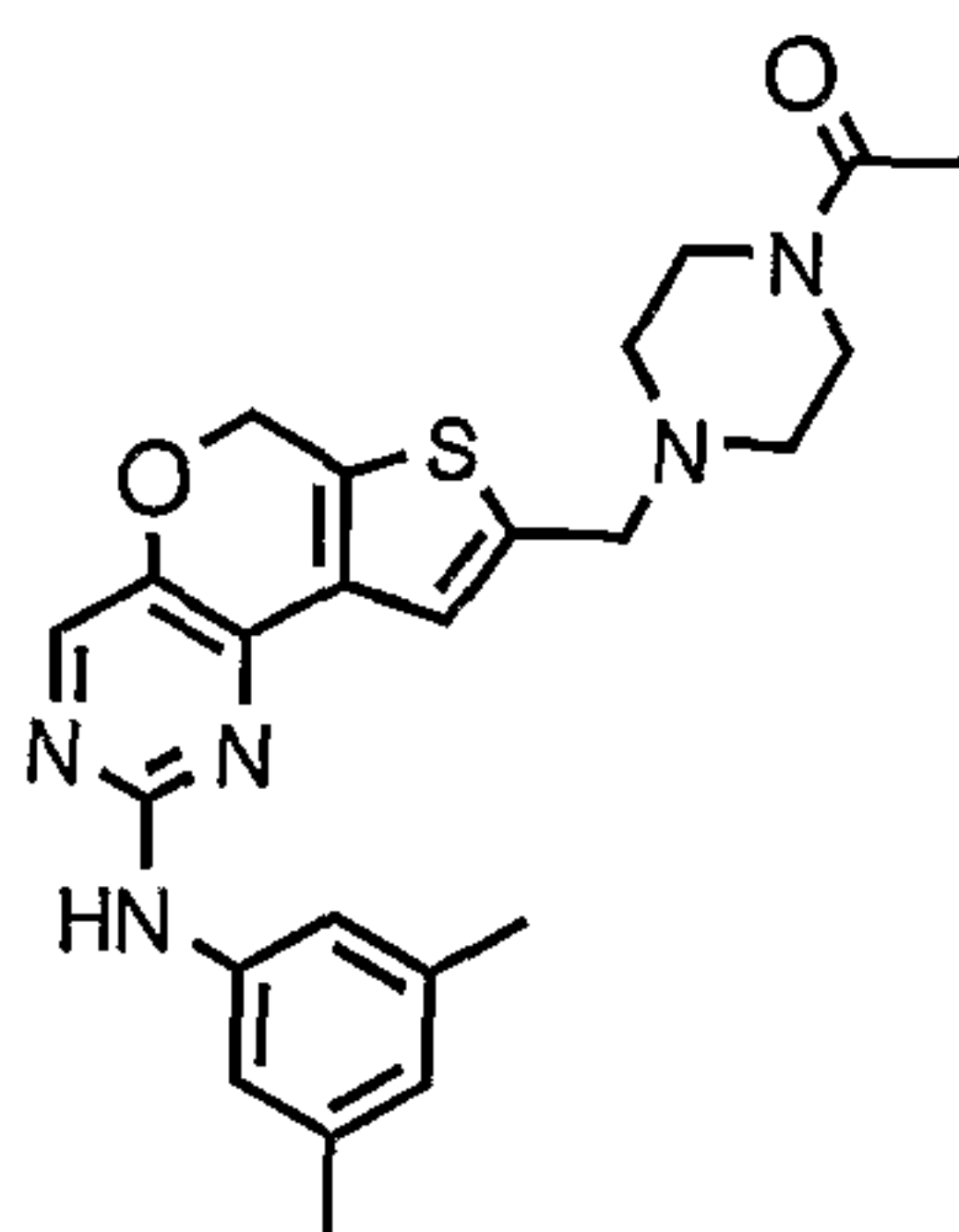
VI-14



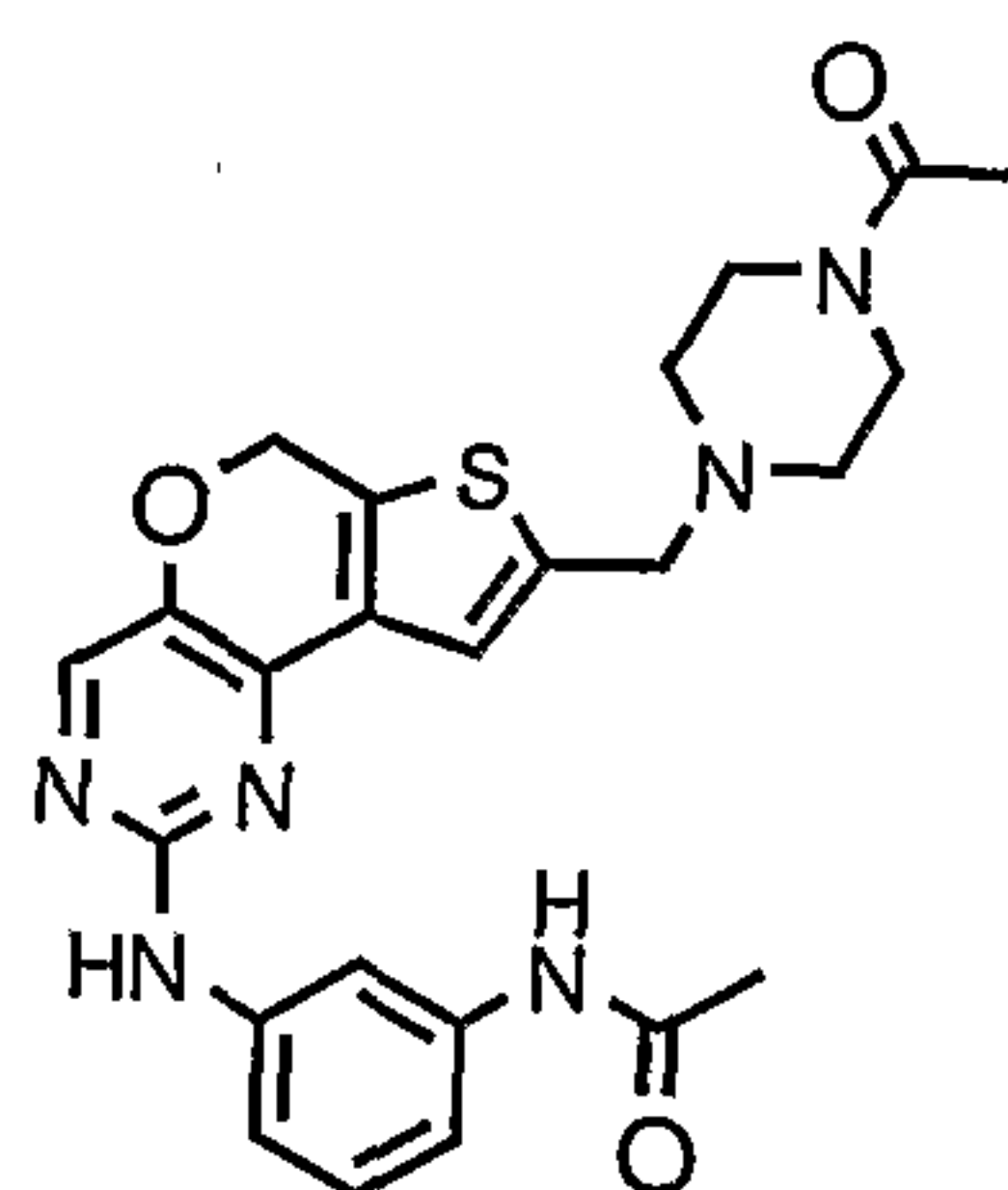
VI-15



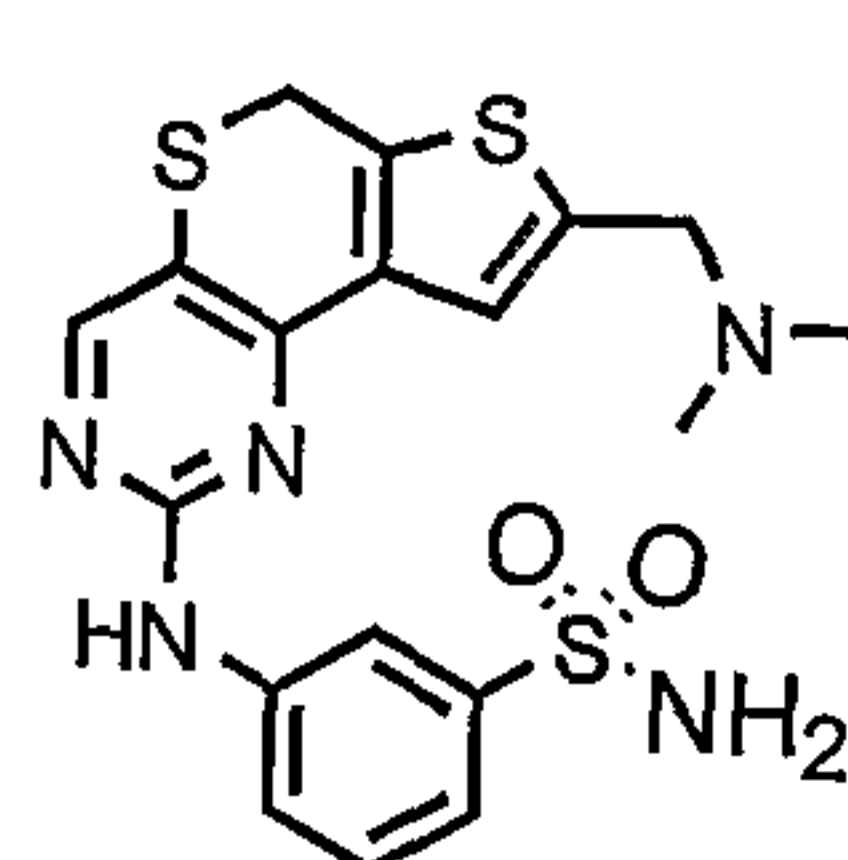
VI-16



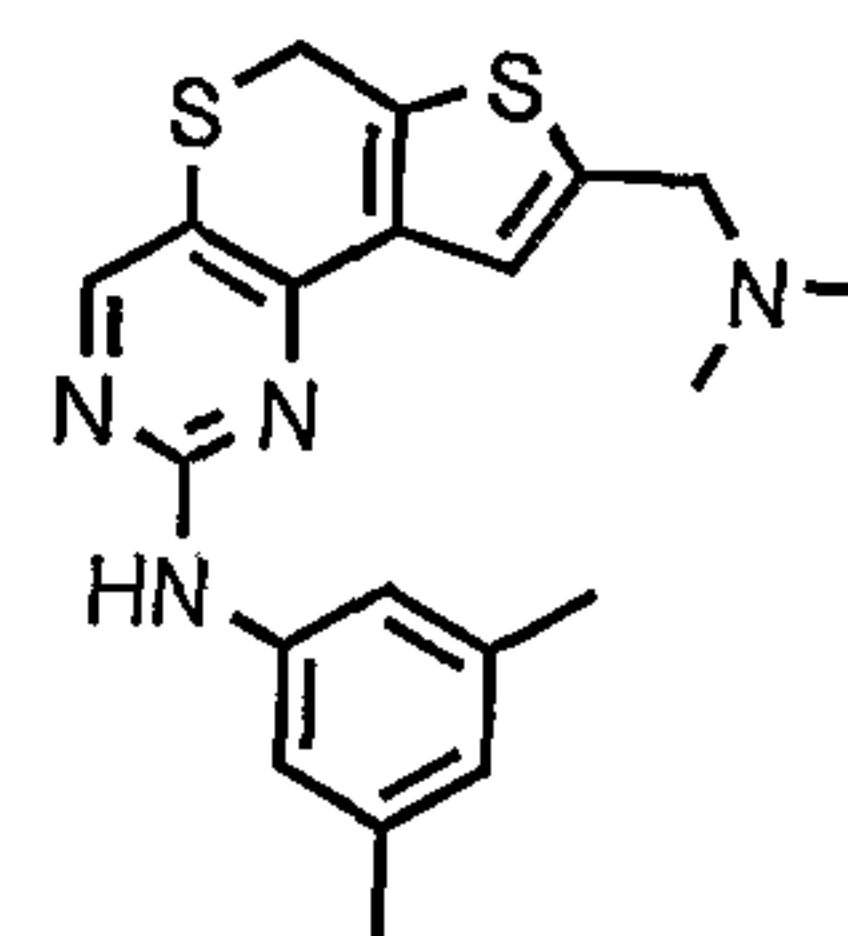
VI-17



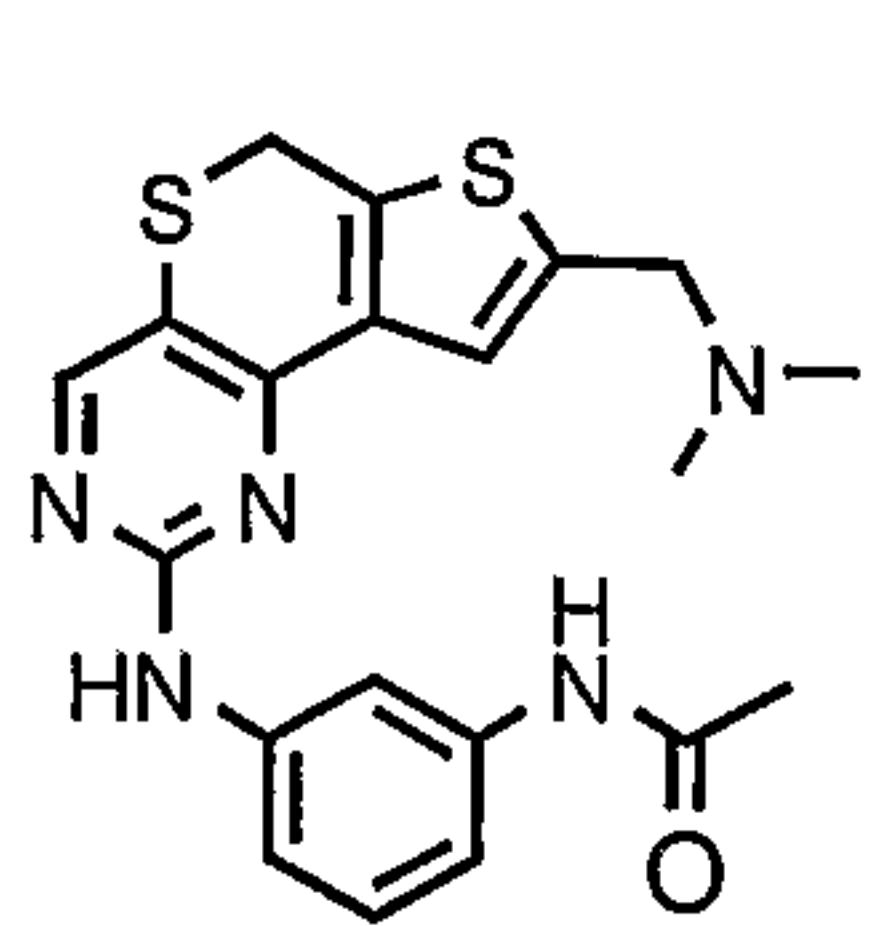
VI-18



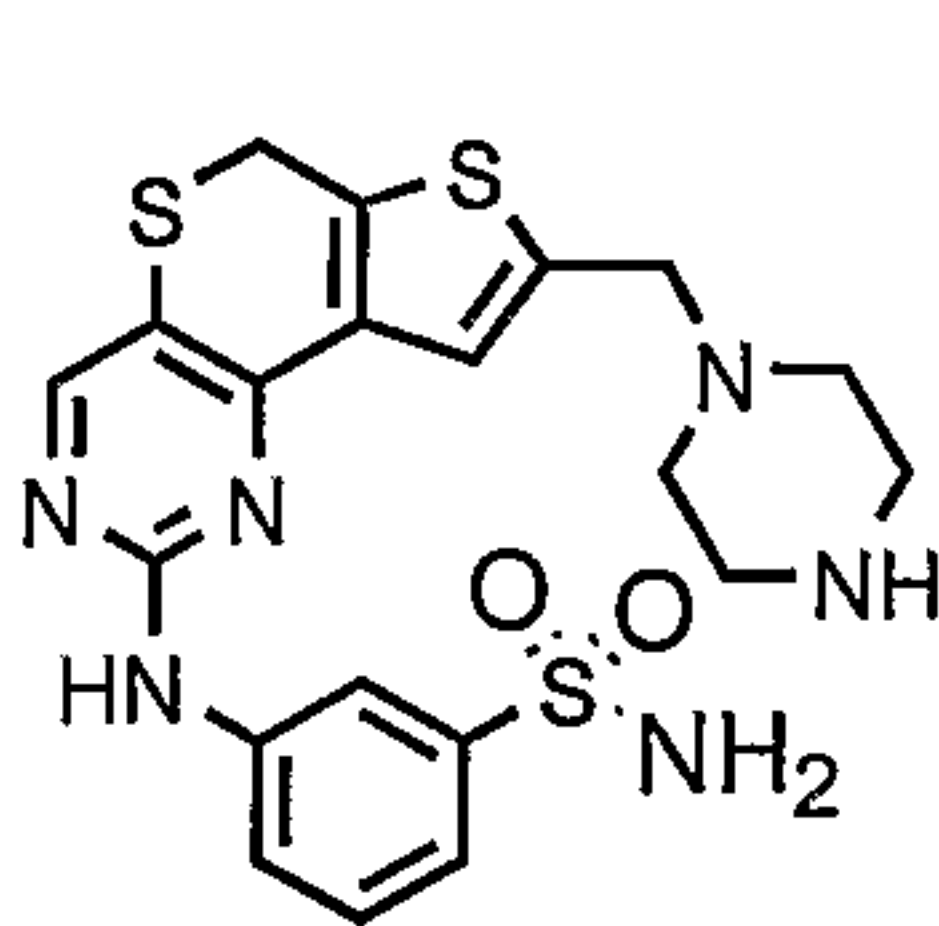
VI-19



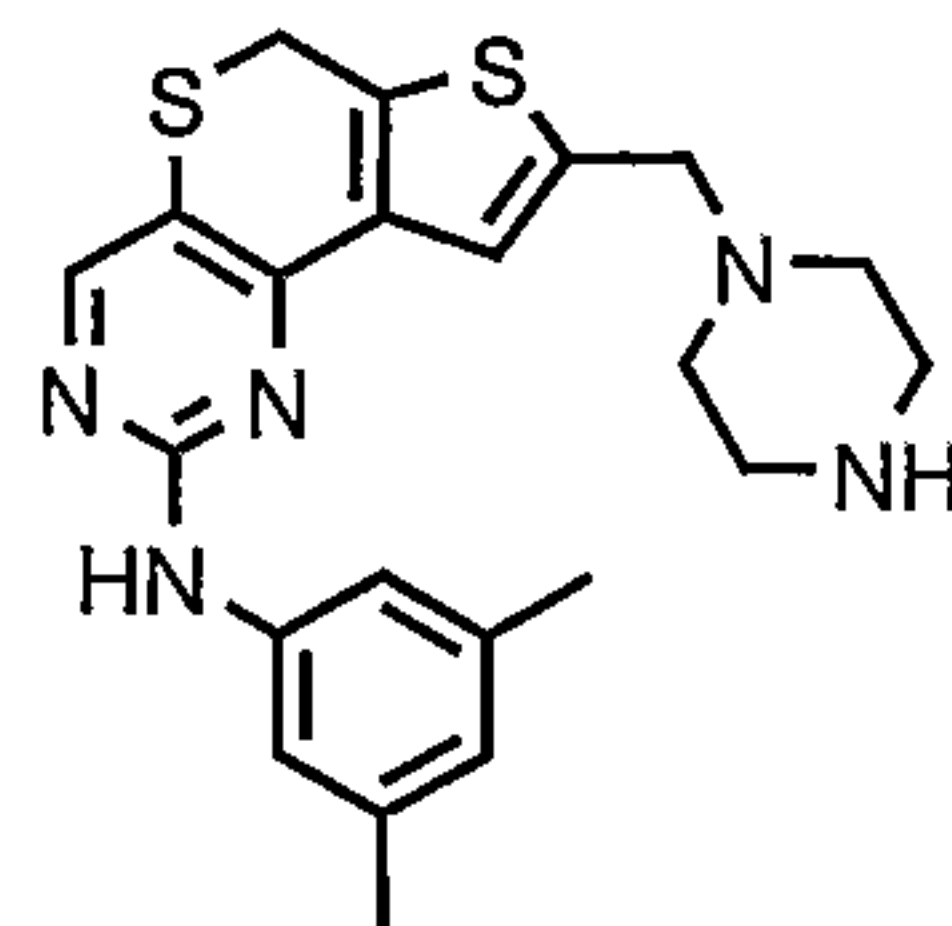
VI-20



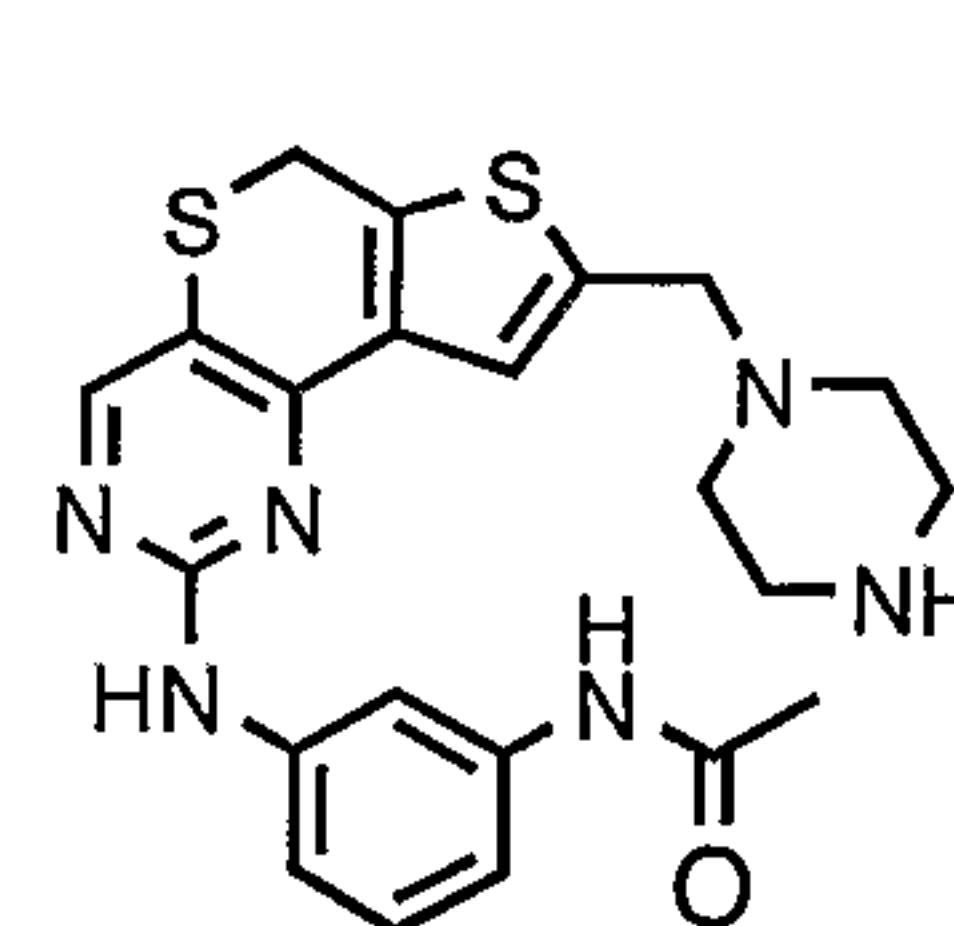
VI-21



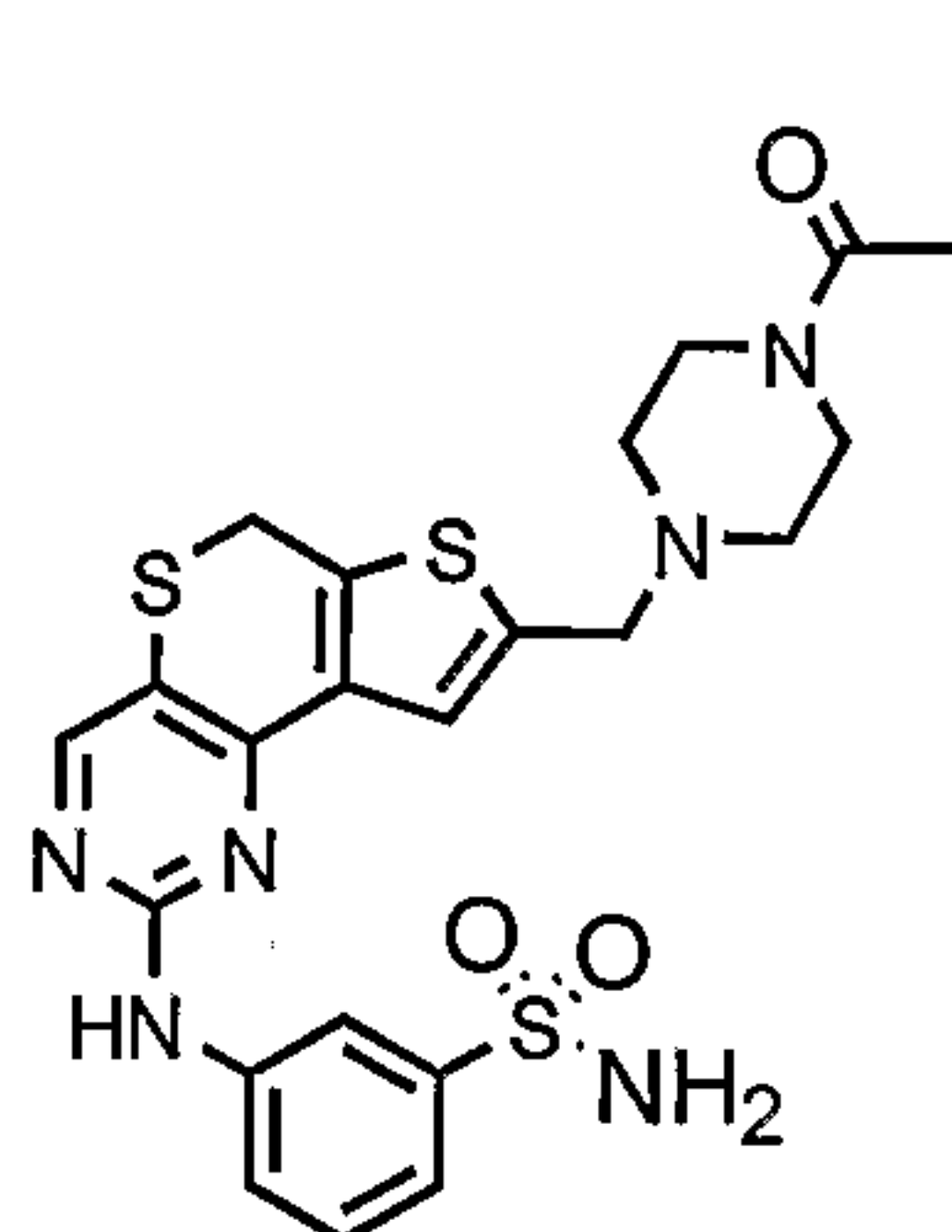
VI-22



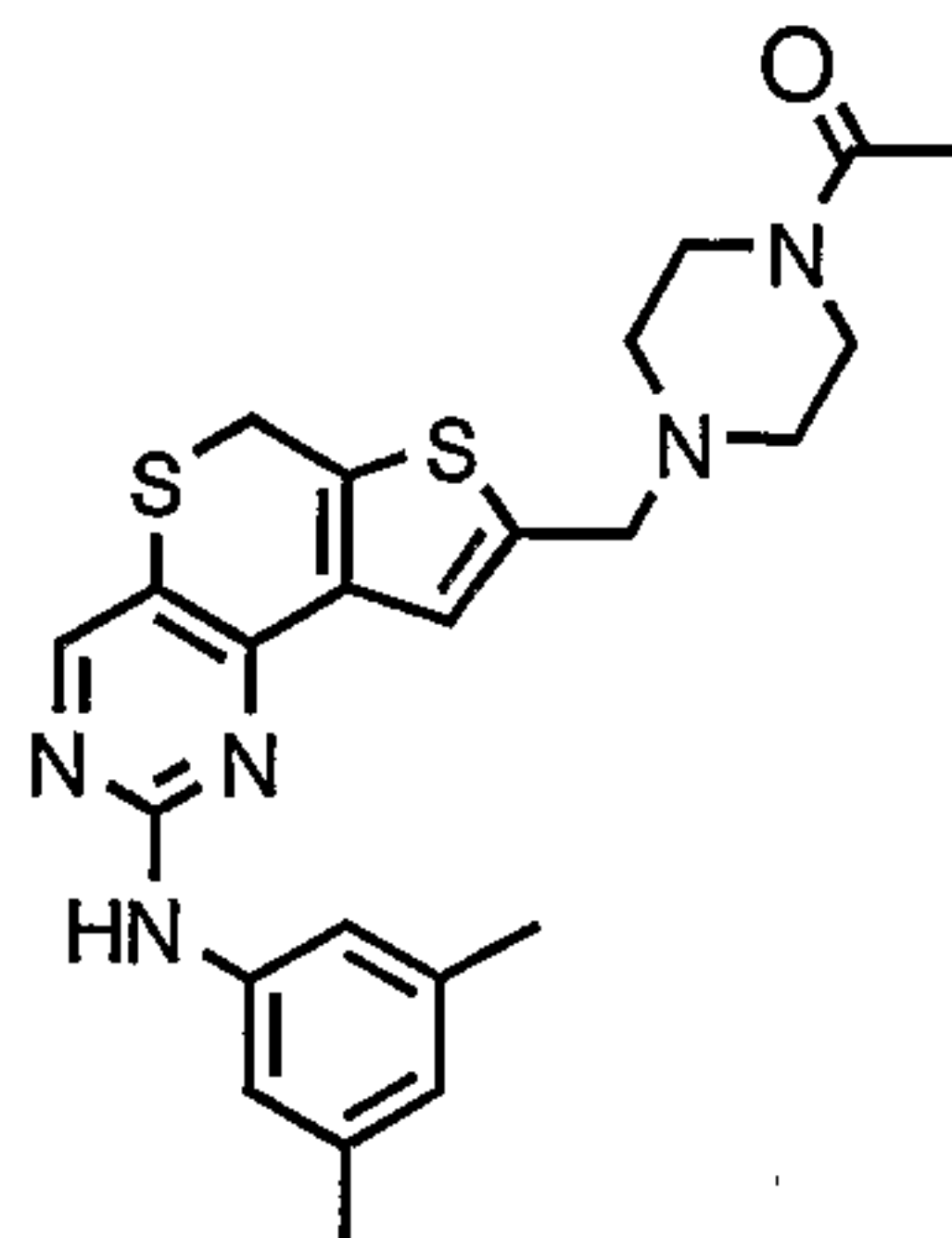
VI-23



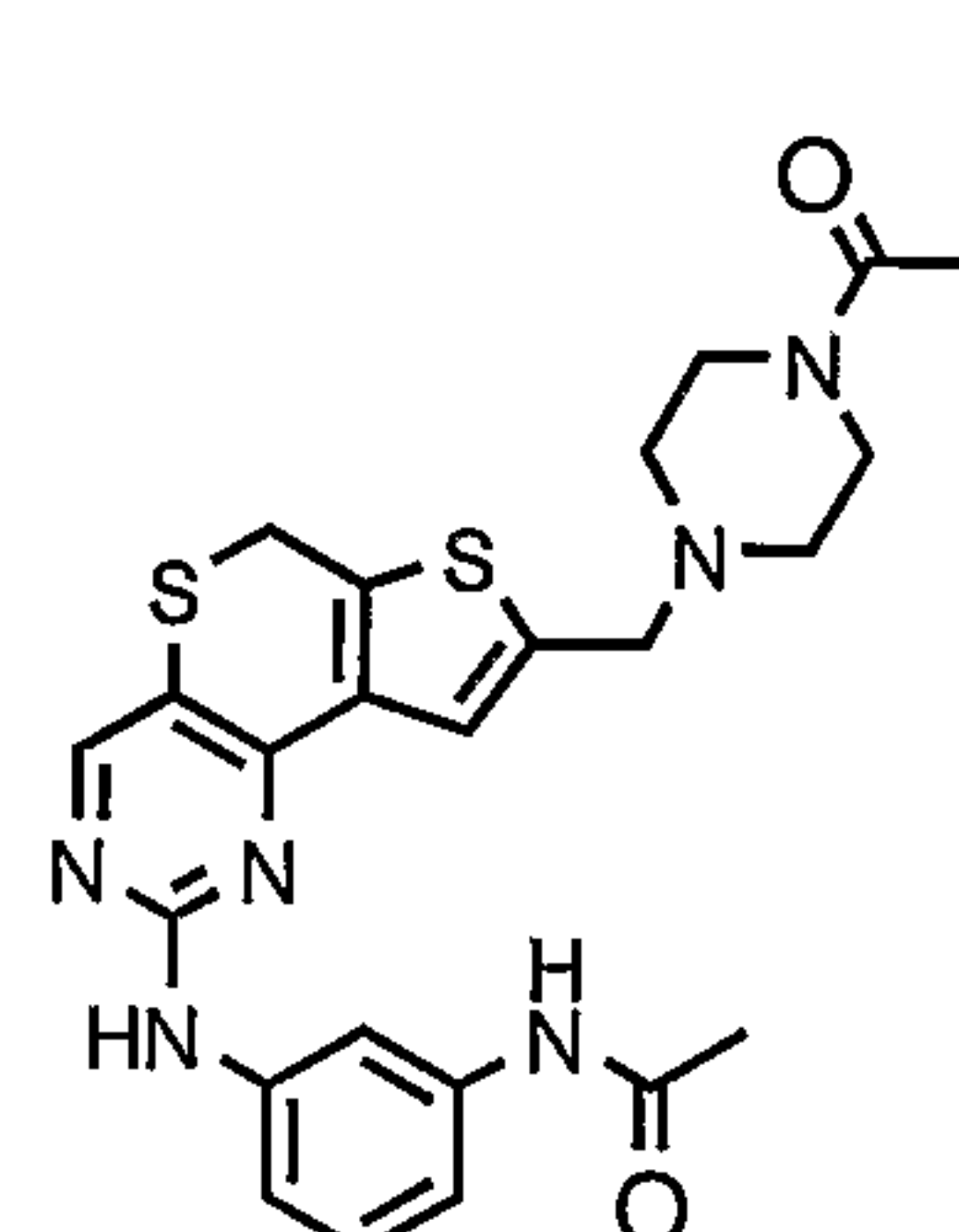
VI-24



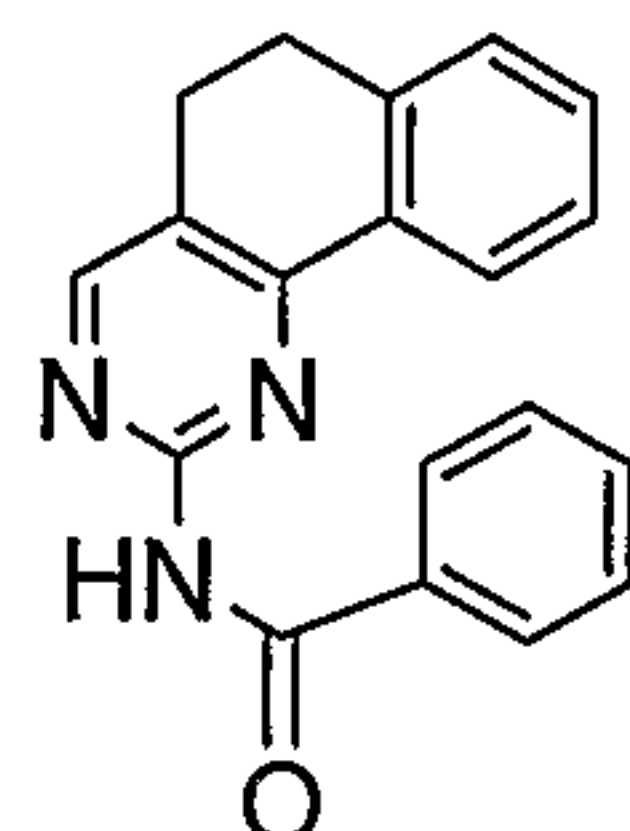
VI-25



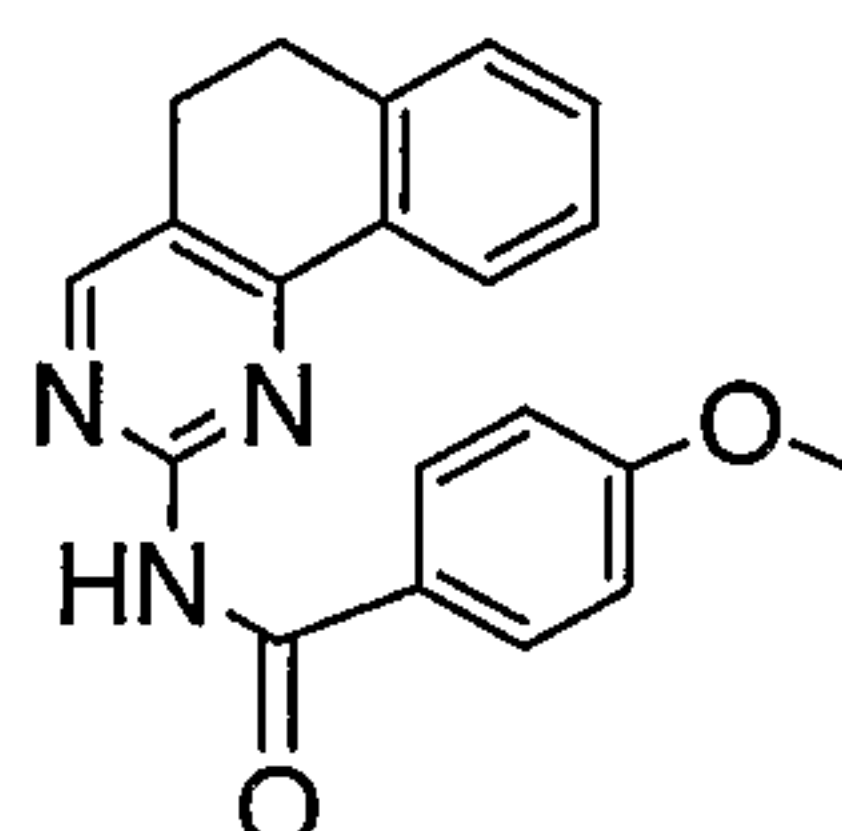
VI-26



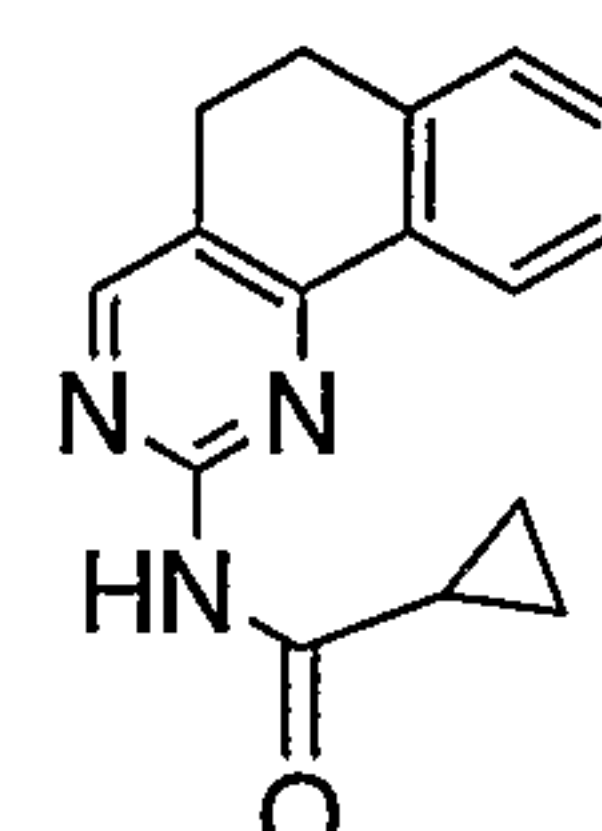
VI-27



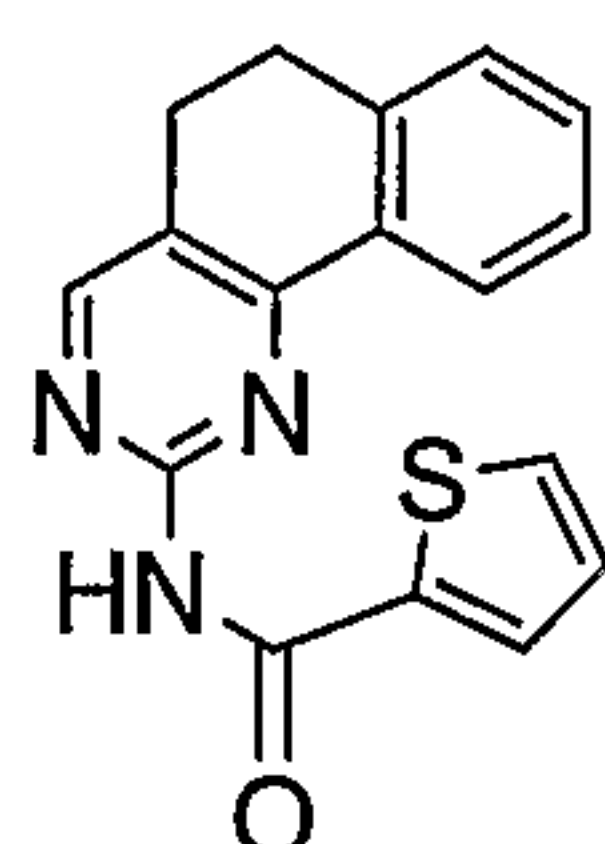
VII-1



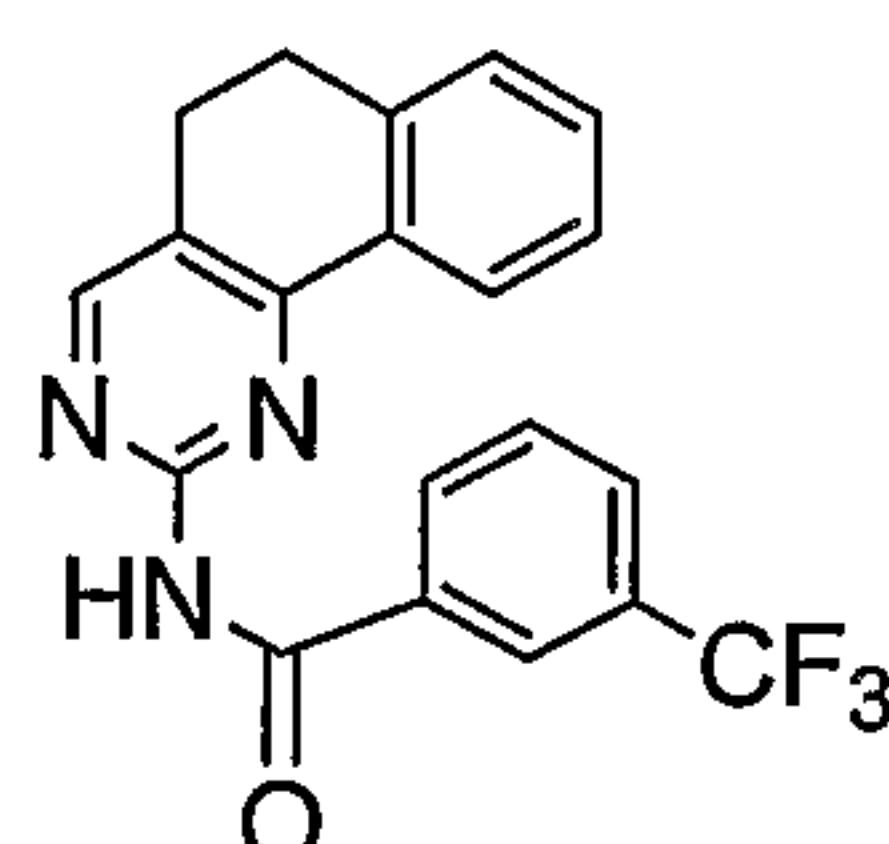
VII-2



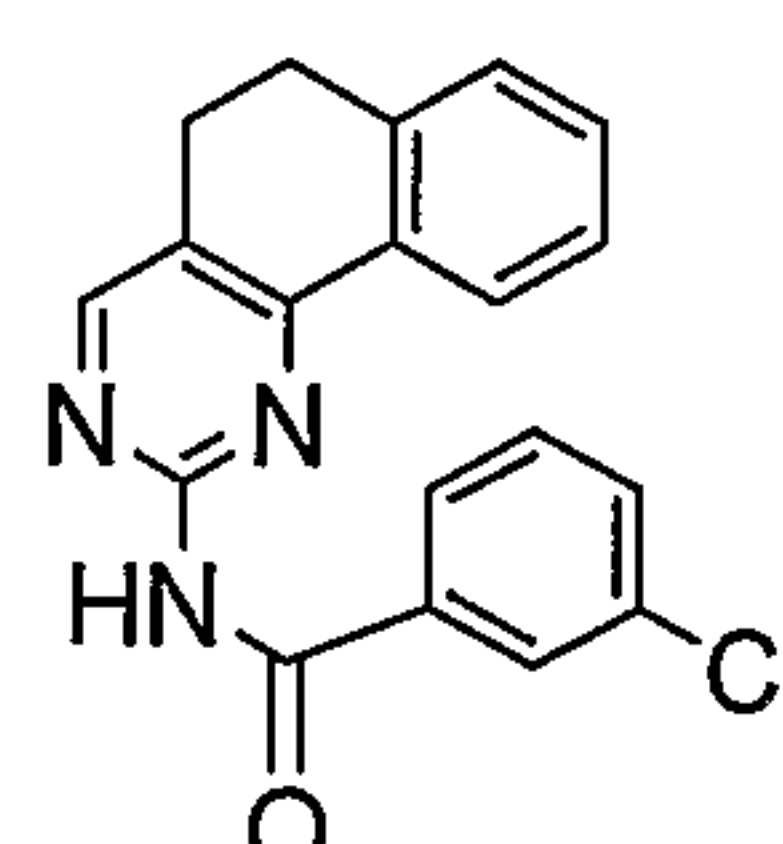
VII-3



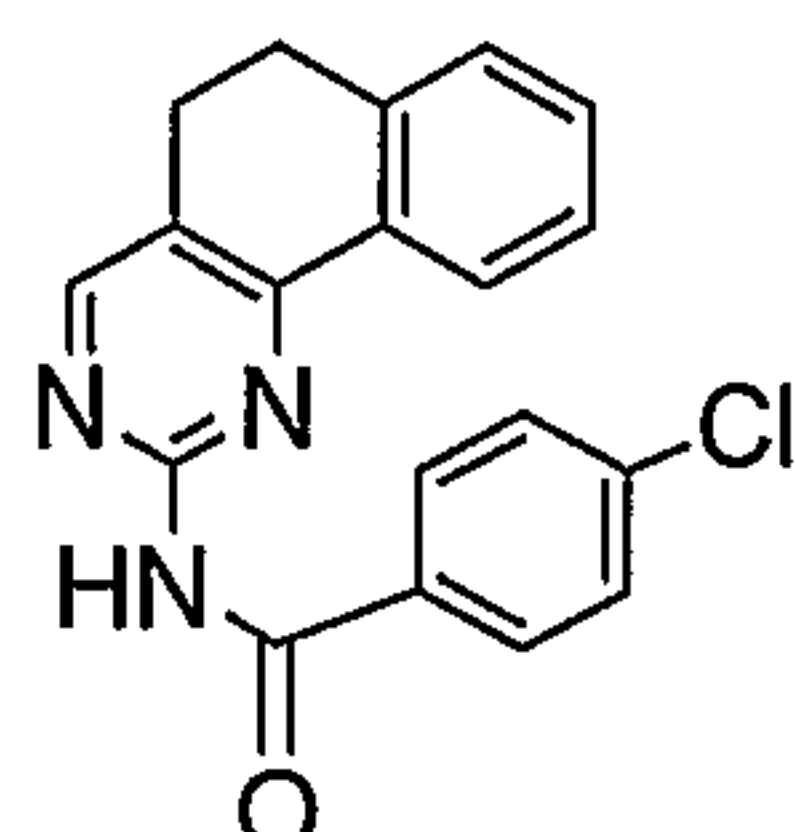
VII-4



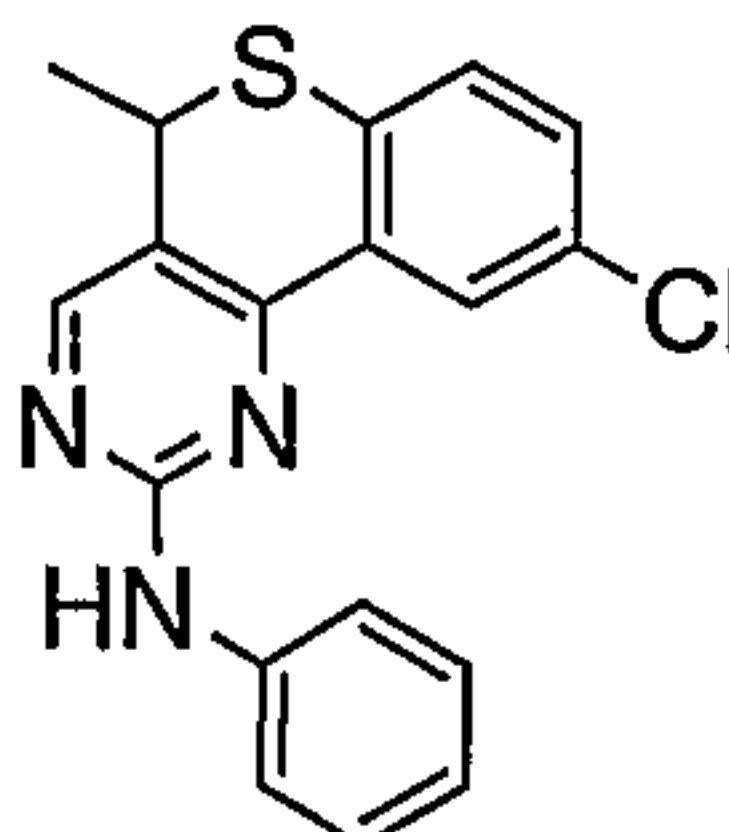
VII-5



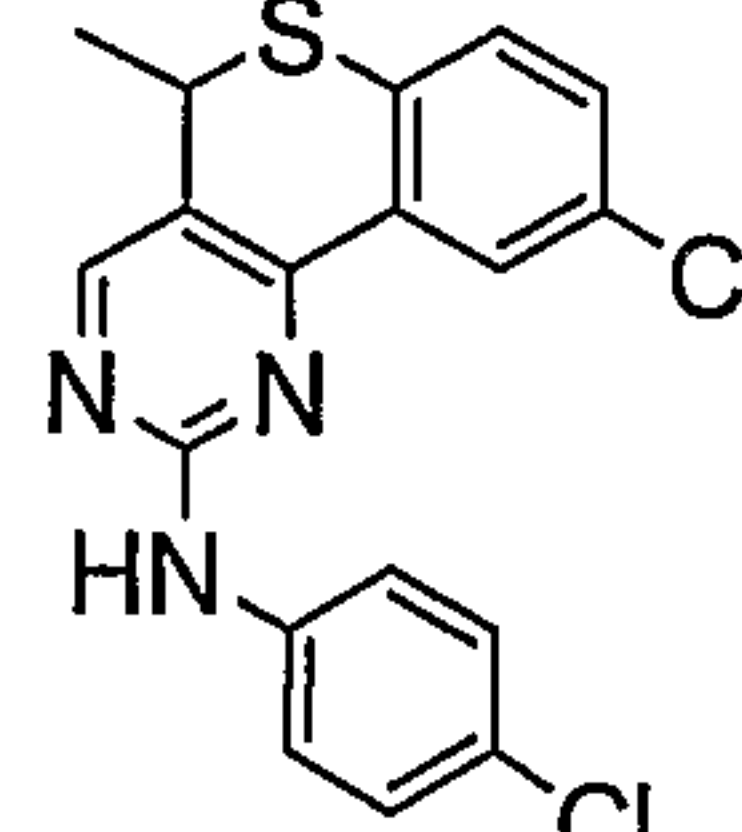
VII-6



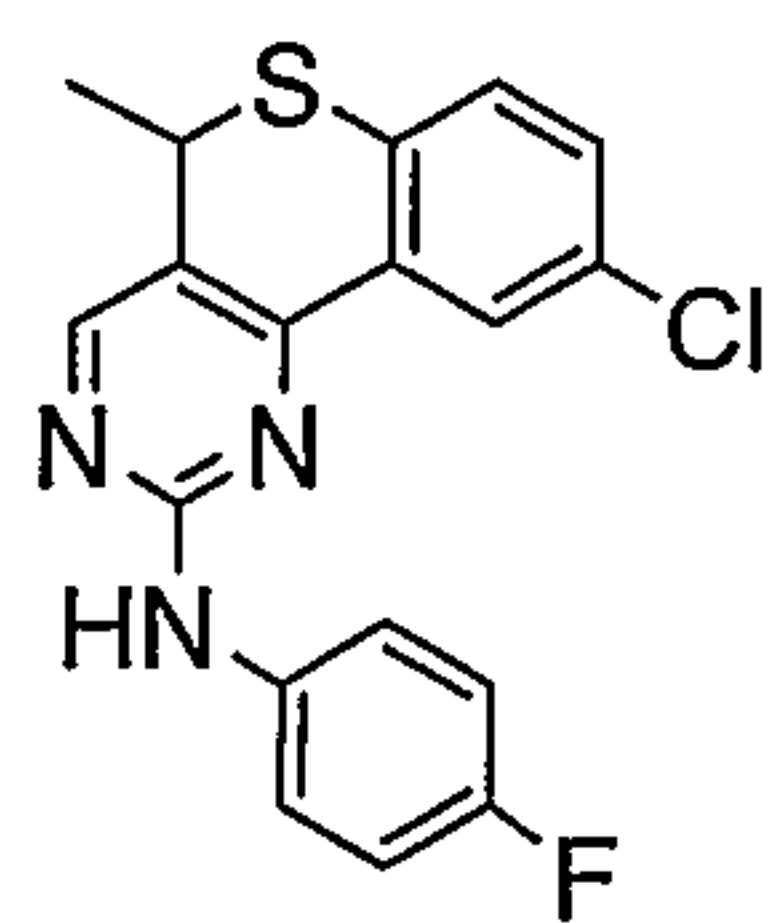
VII-7



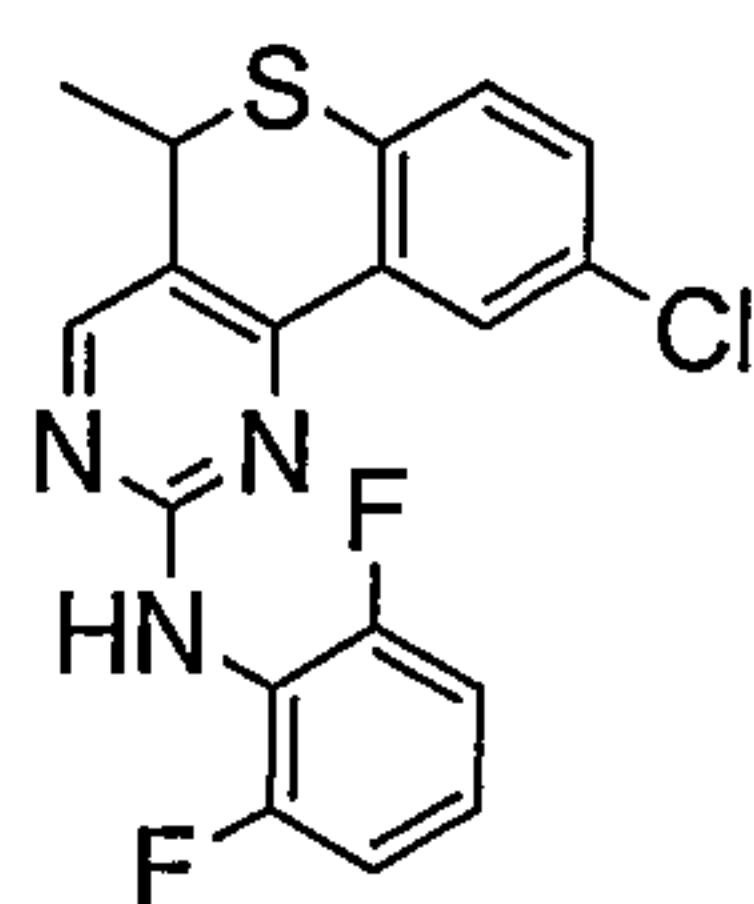
VII-8



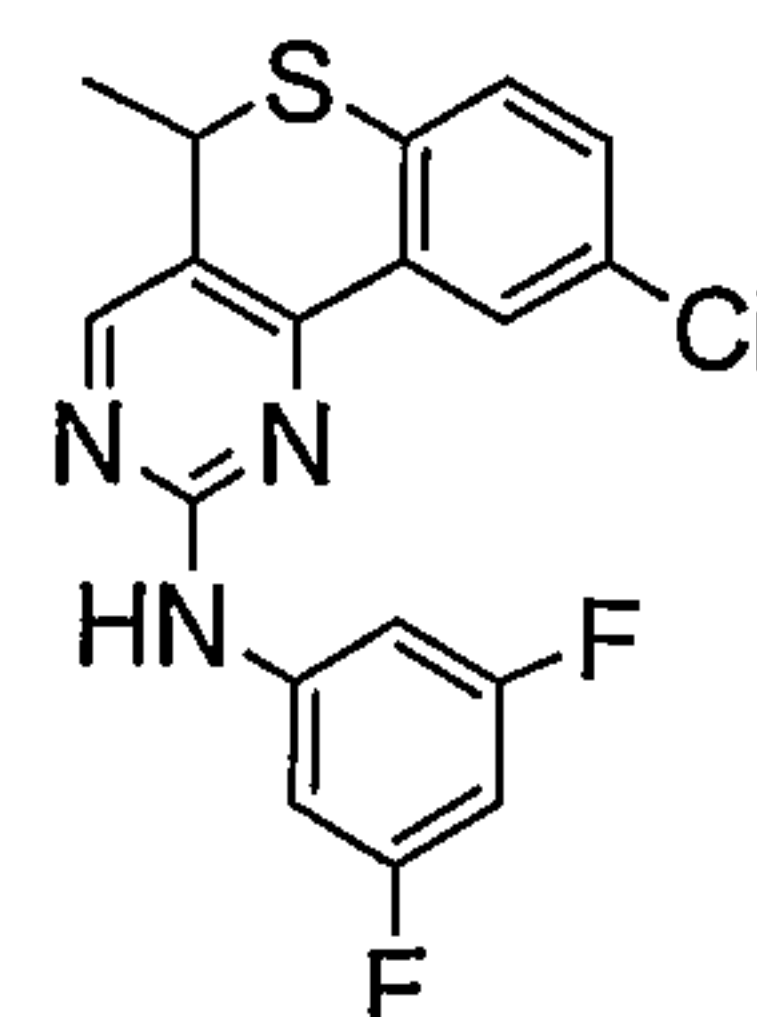
VII-9



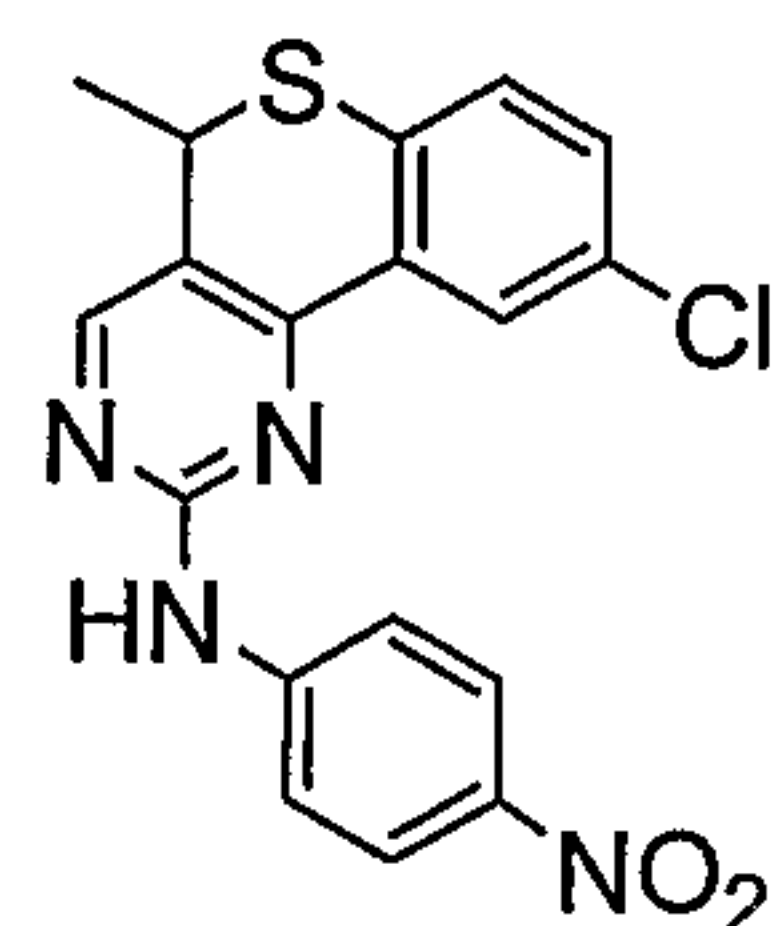
VII-10



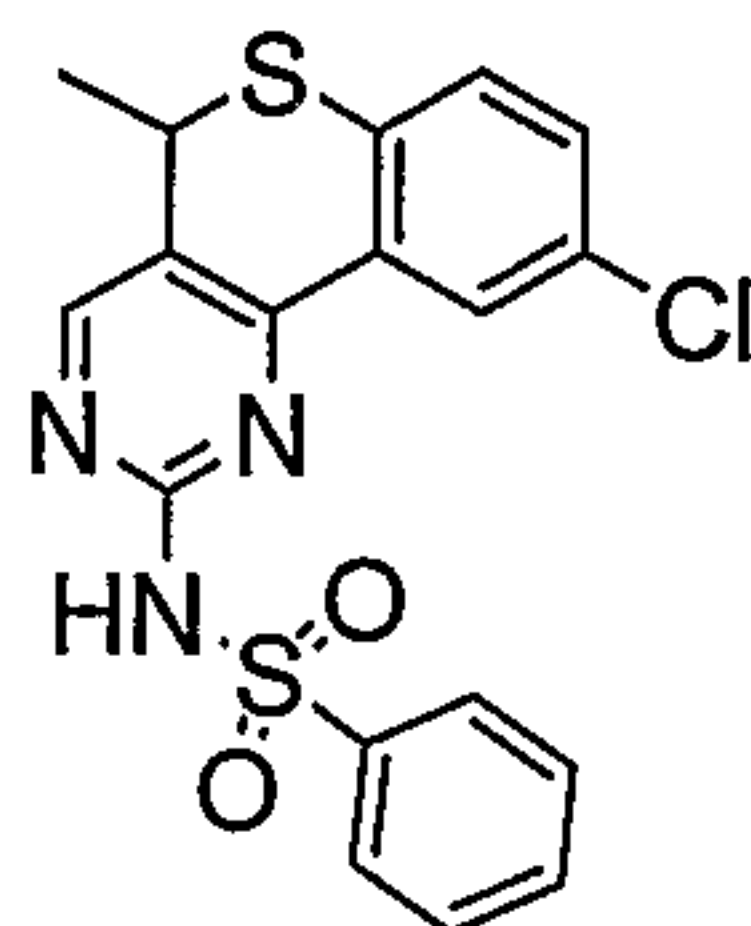
VII-11



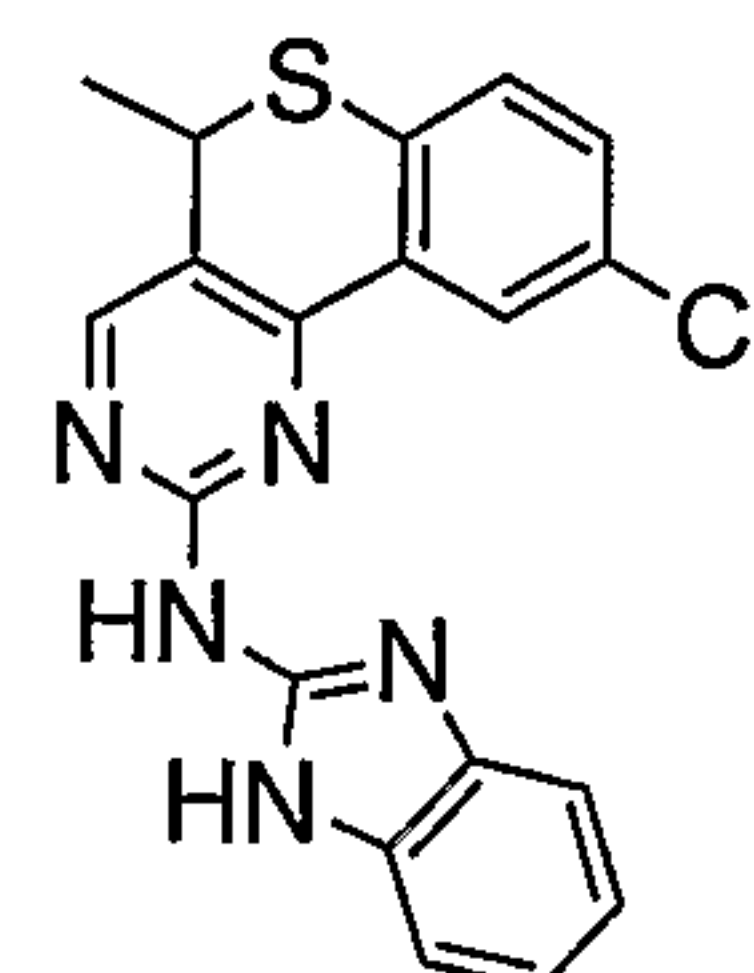
VII-12



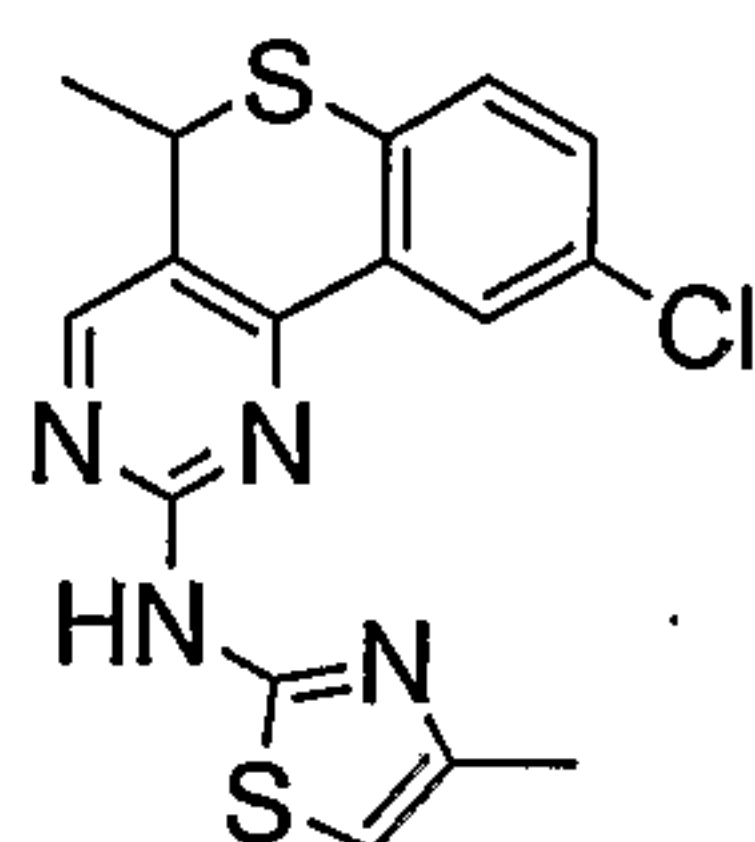
VII-13



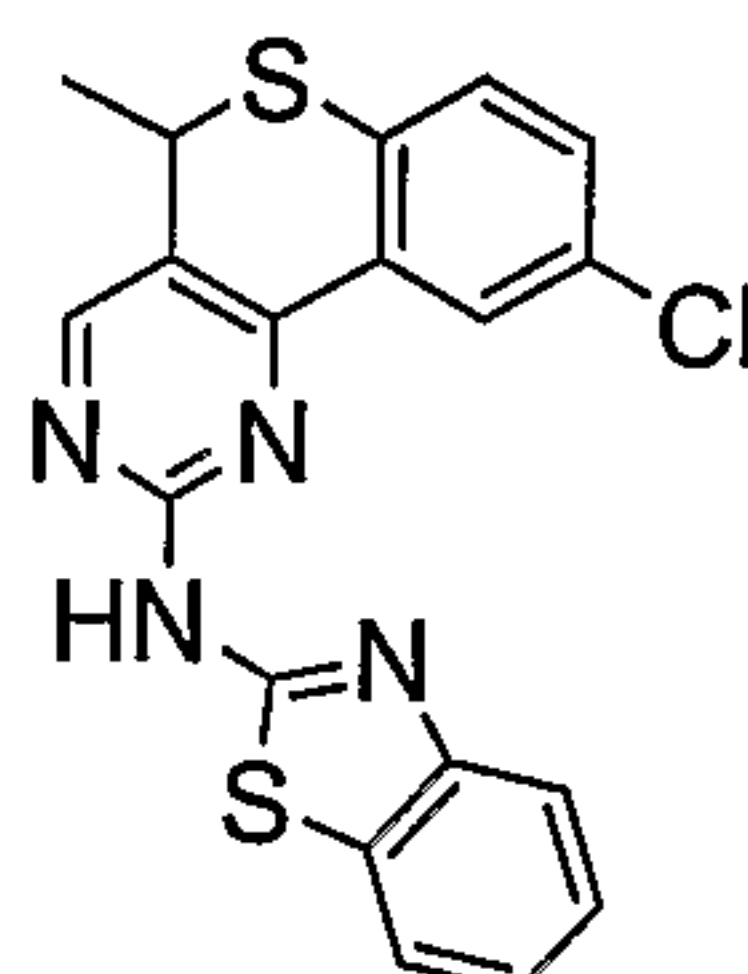
VII-14



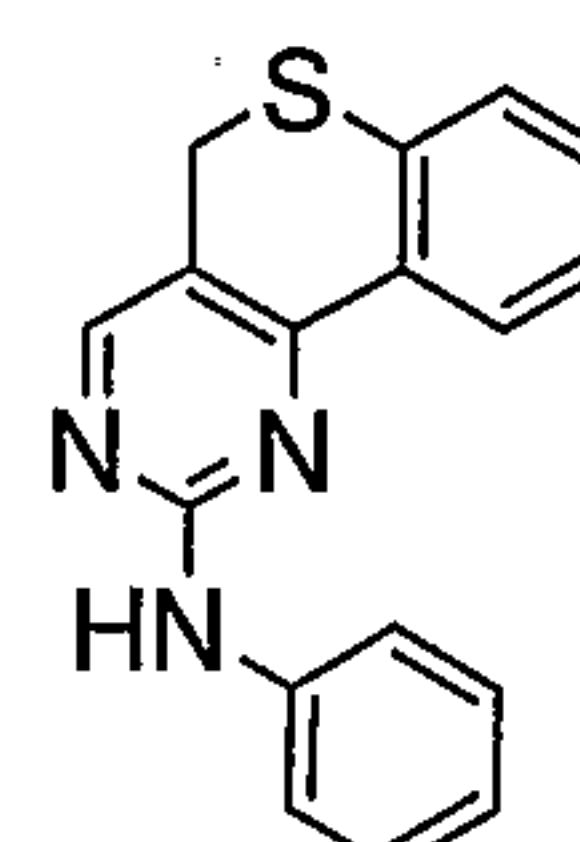
VII-15



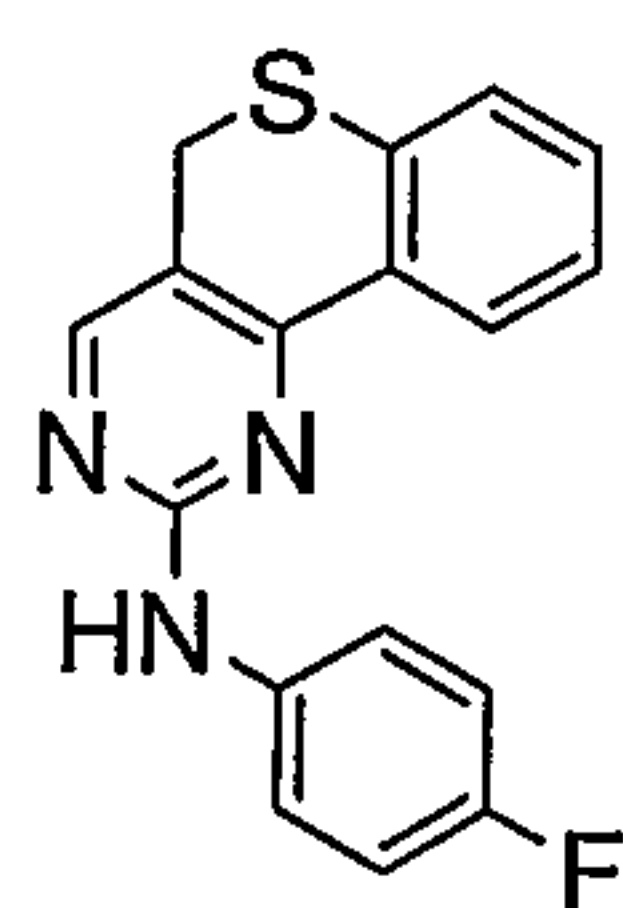
VII-16



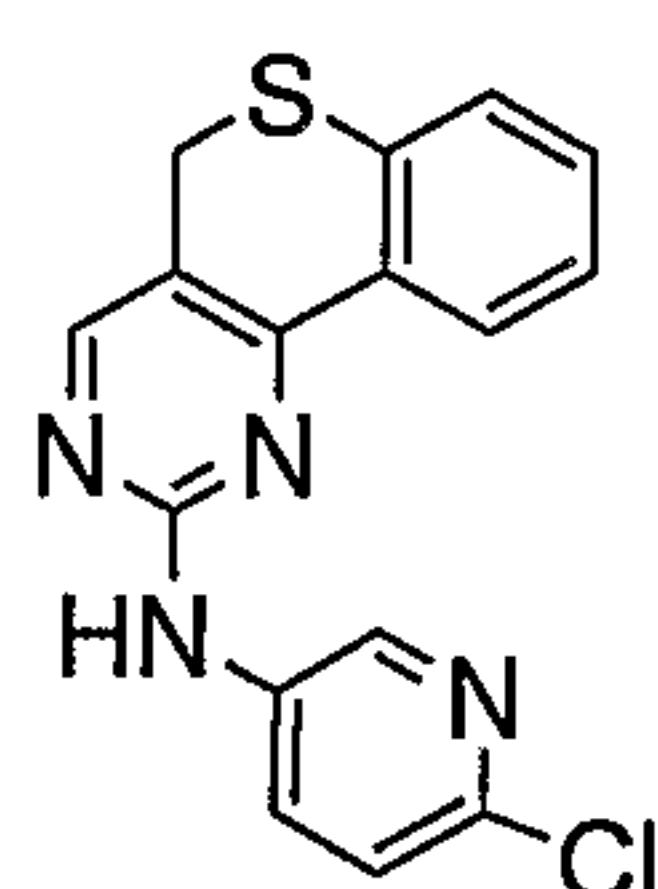
VII-17



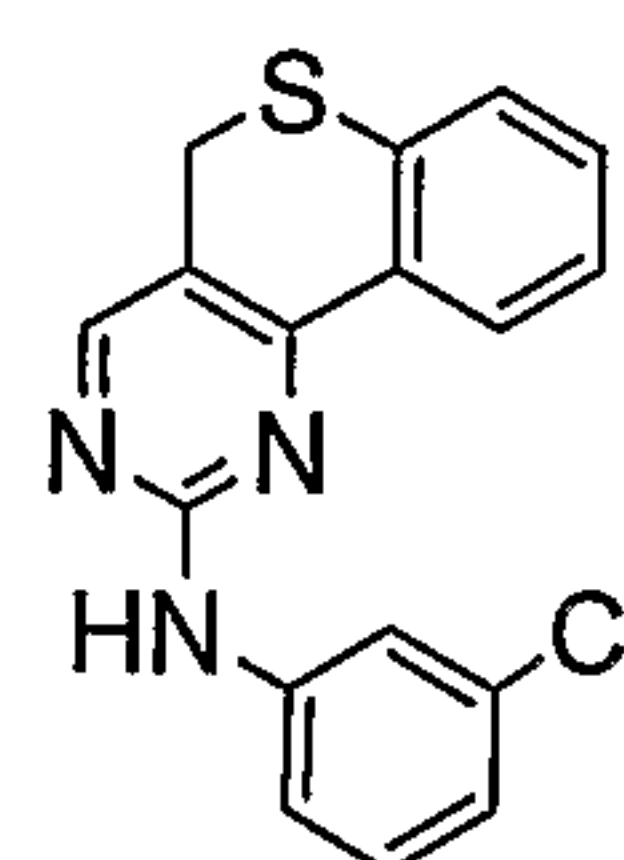
VII-18



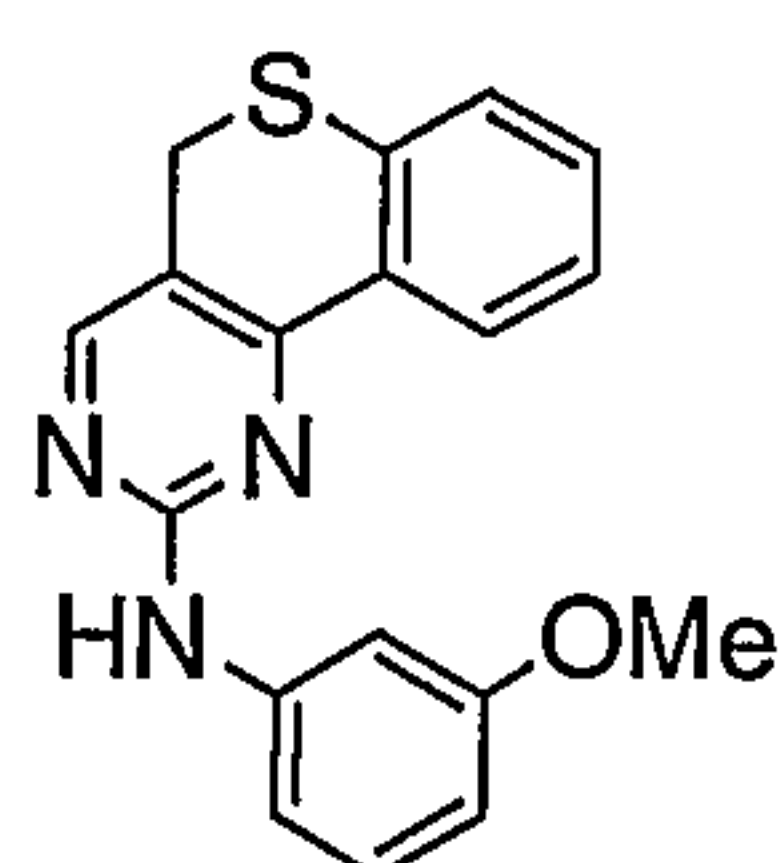
VII-19



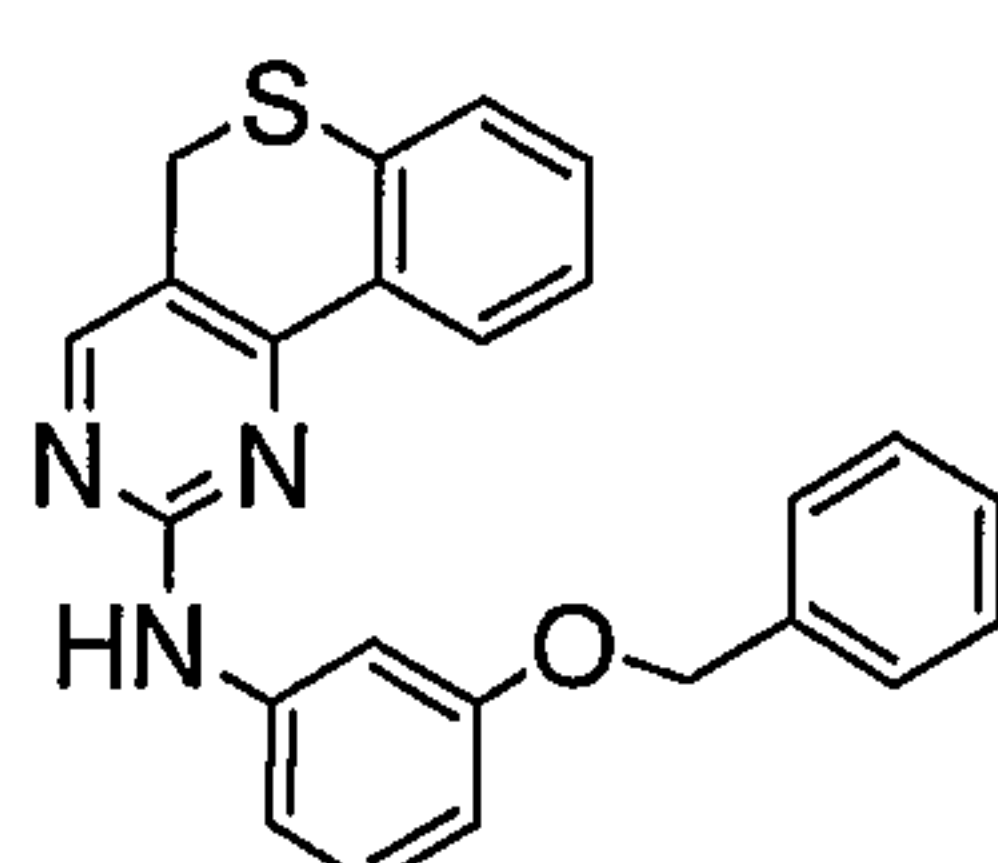
VII-20



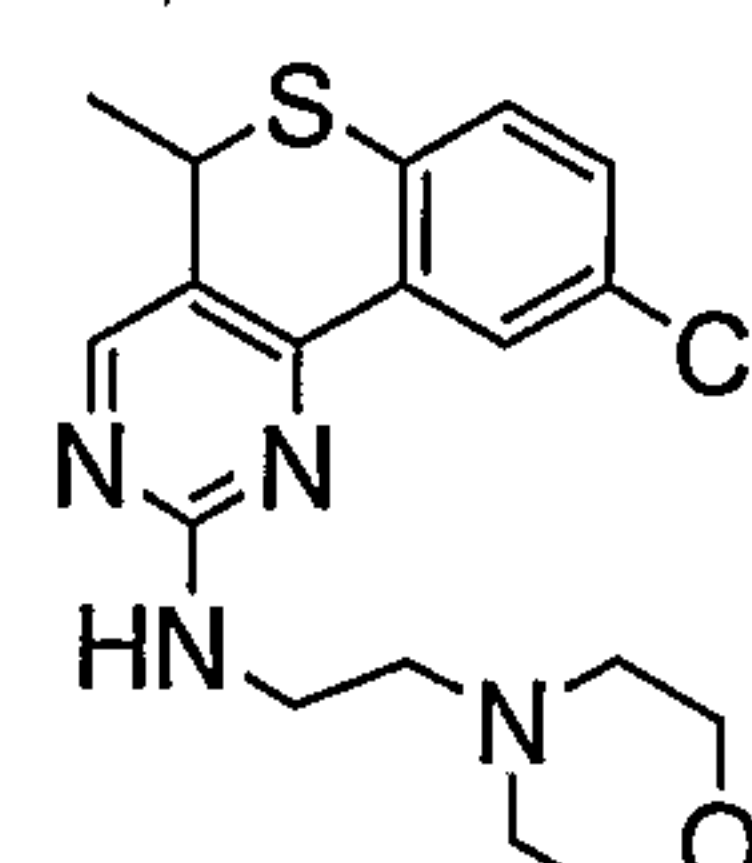
VII-21



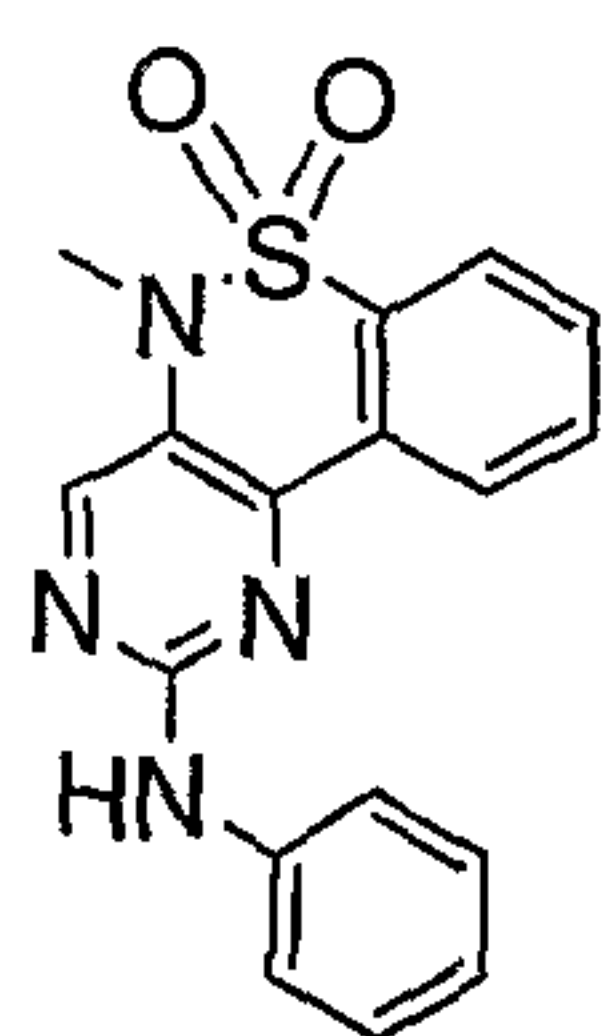
VII-22



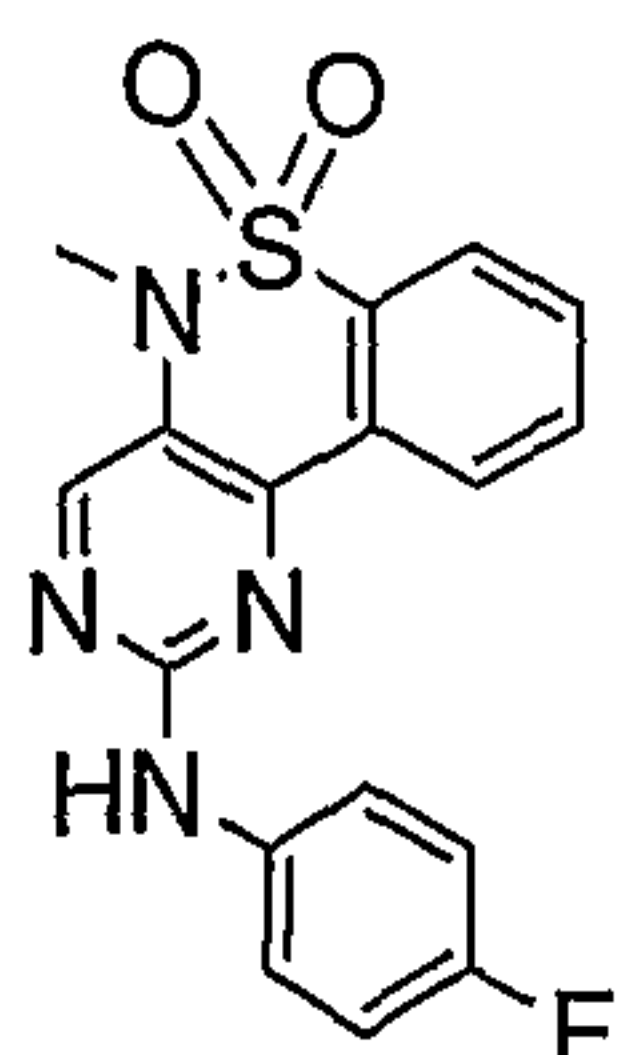
VII-23



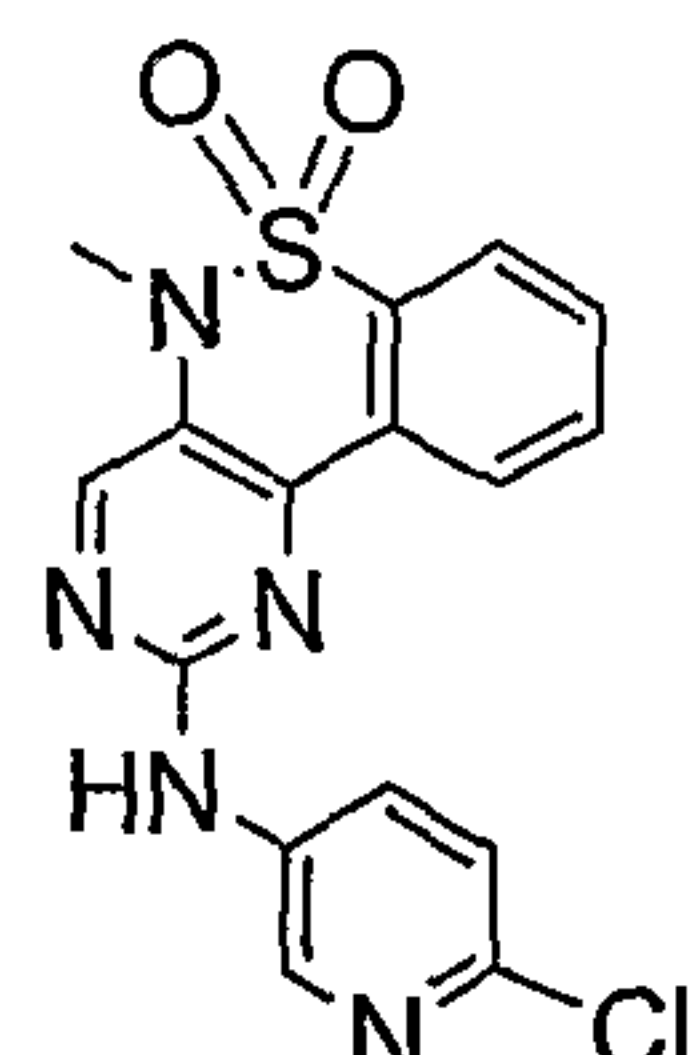
VII-24



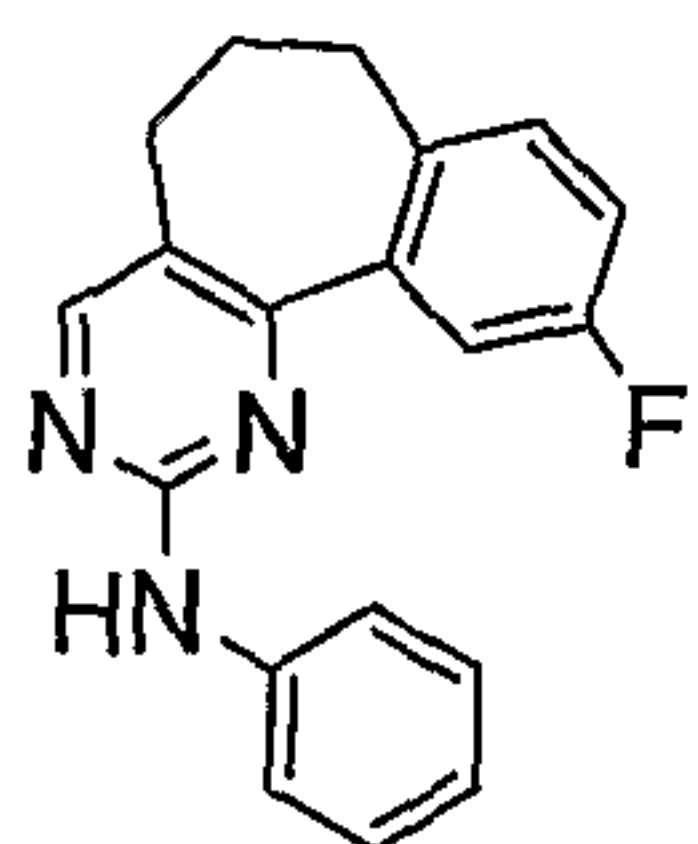
VII-25



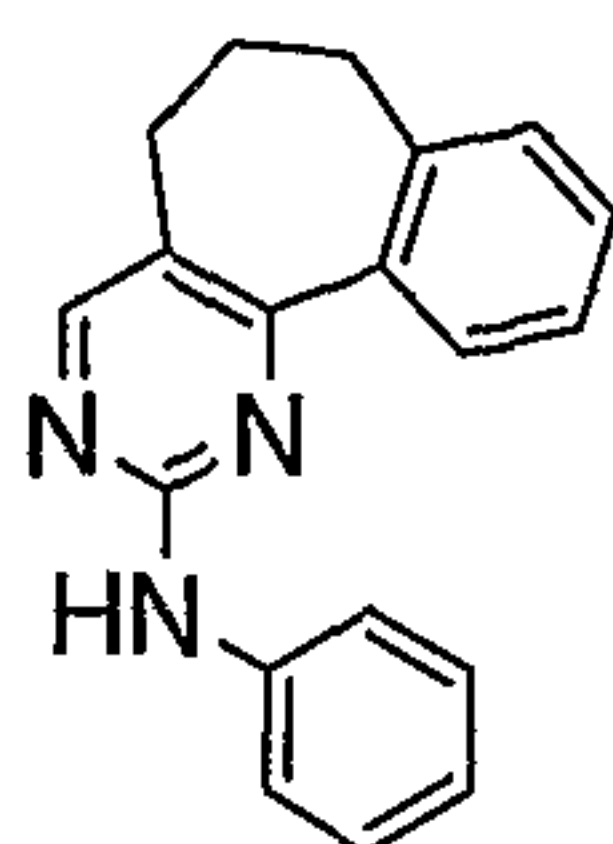
VII-26



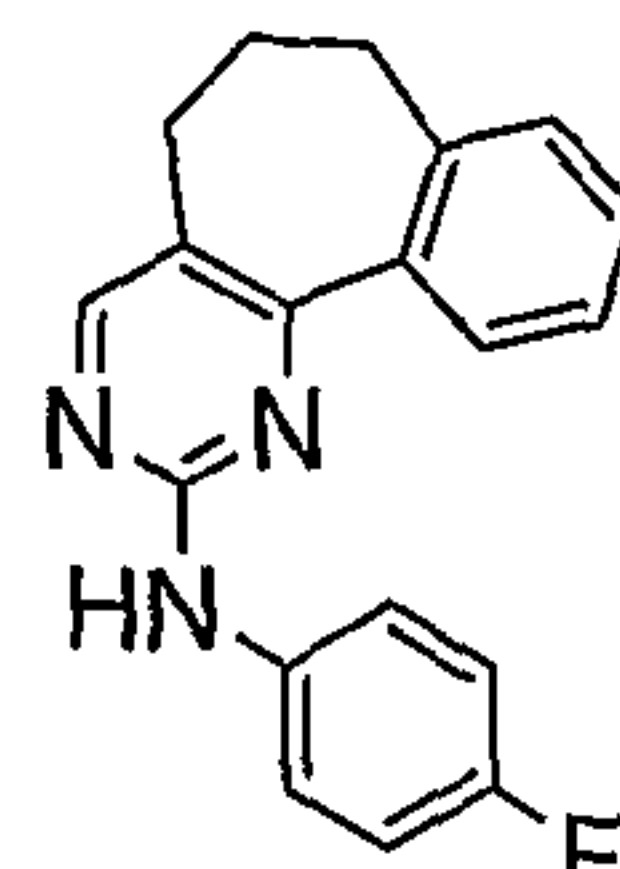
VII-27



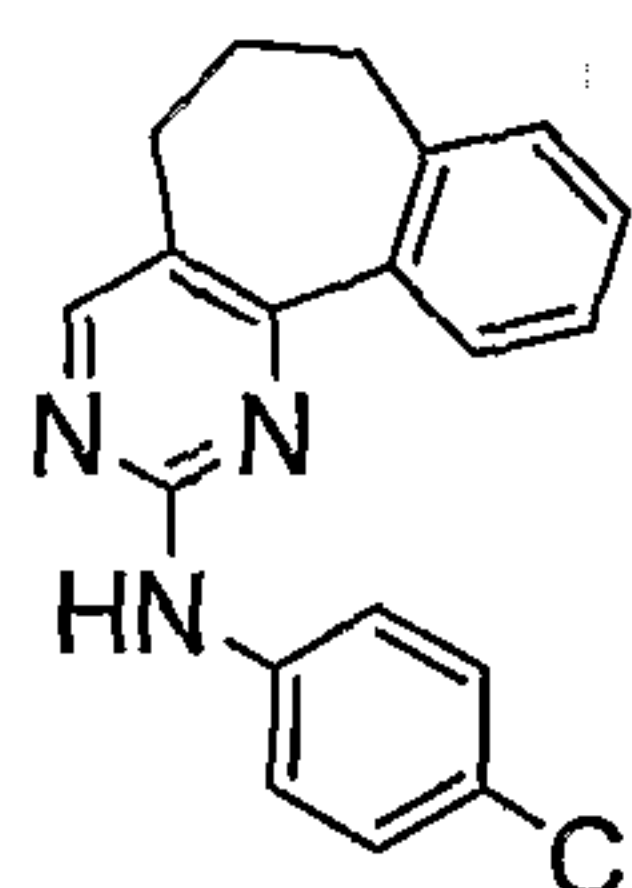
VII-28



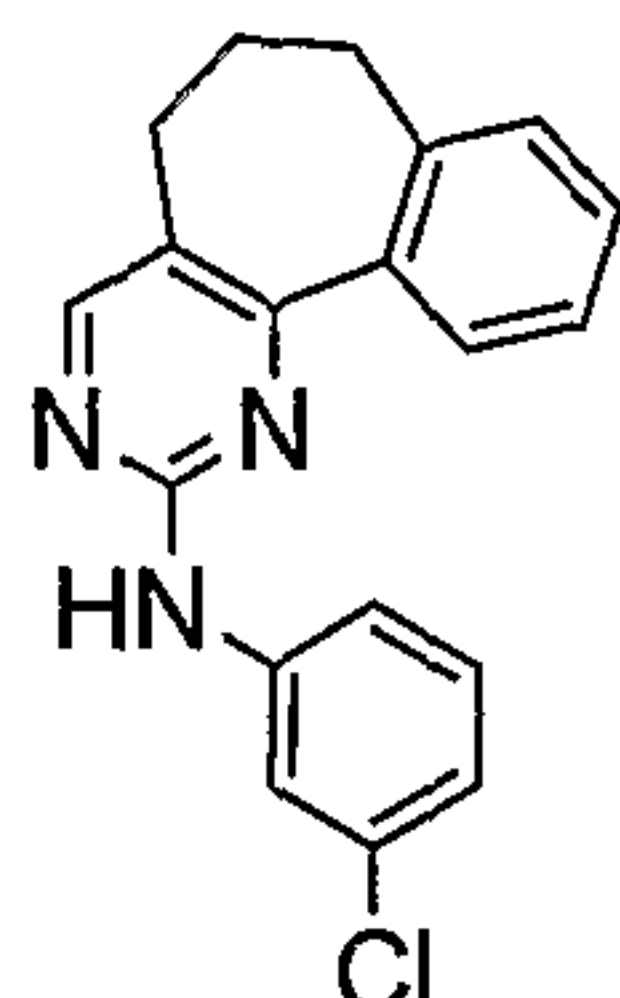
VII-29



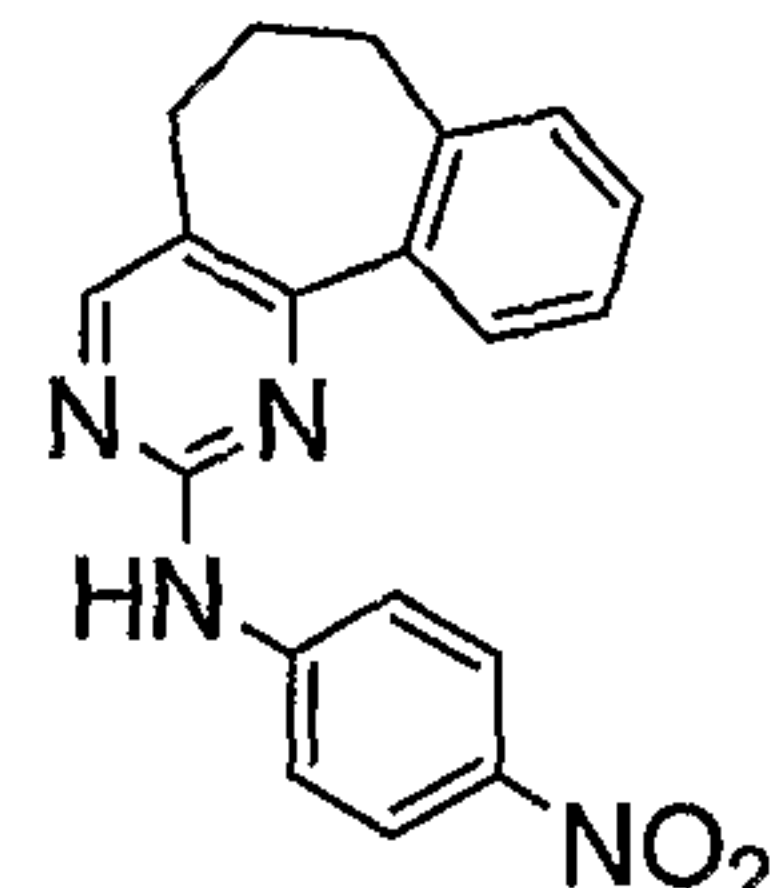
VII-30



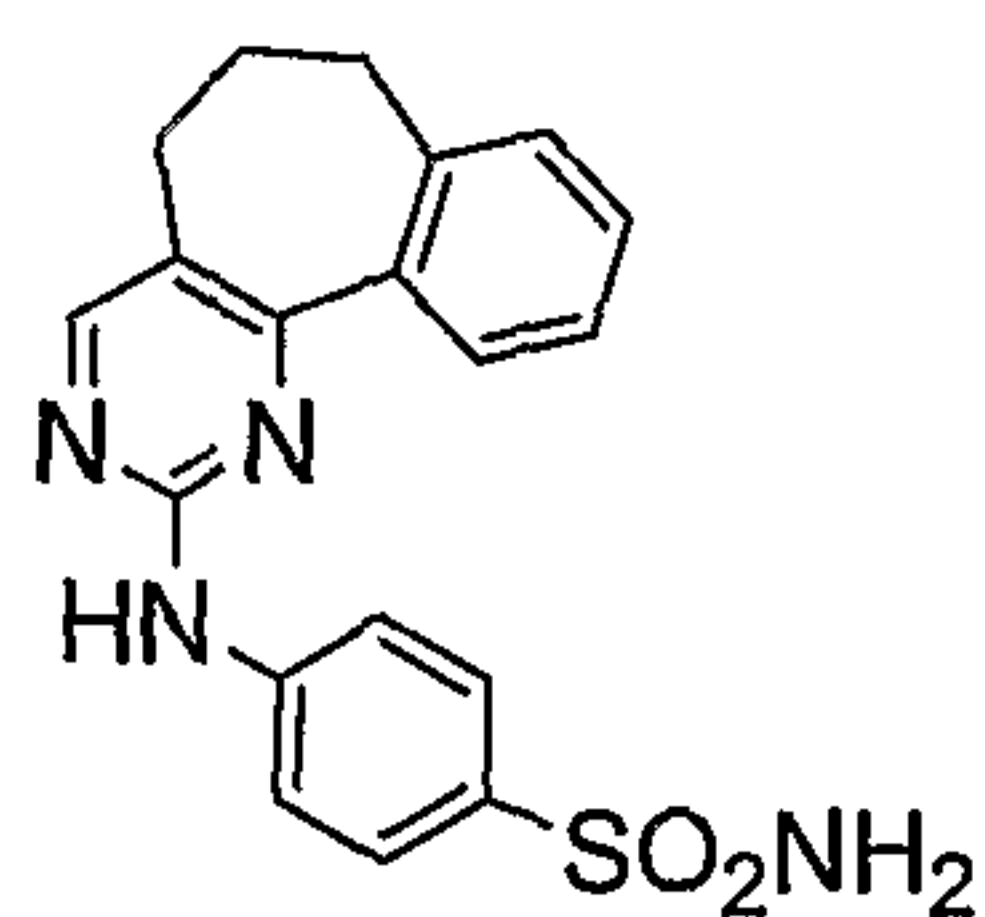
VII-31



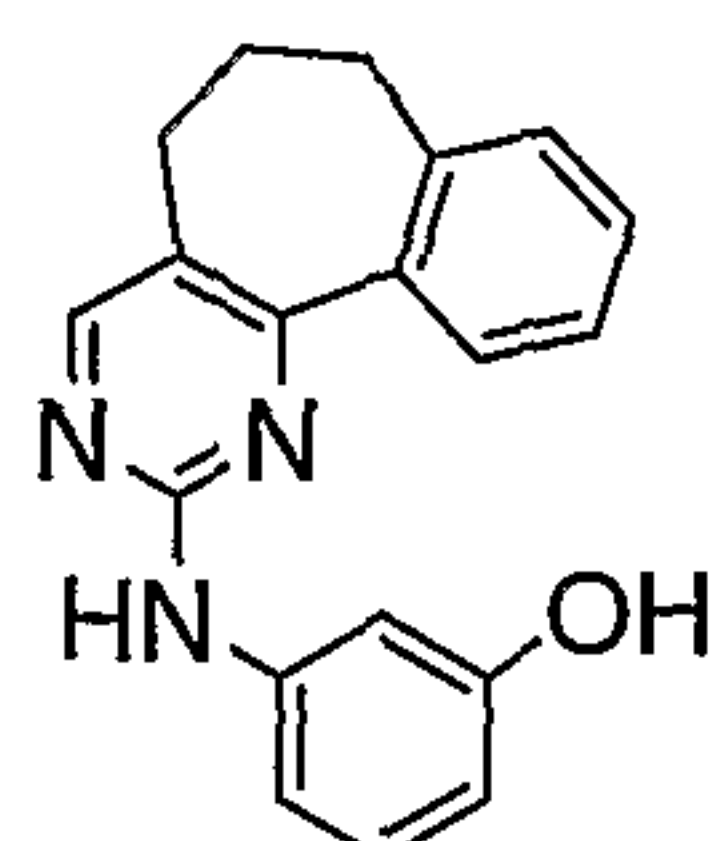
VII-32



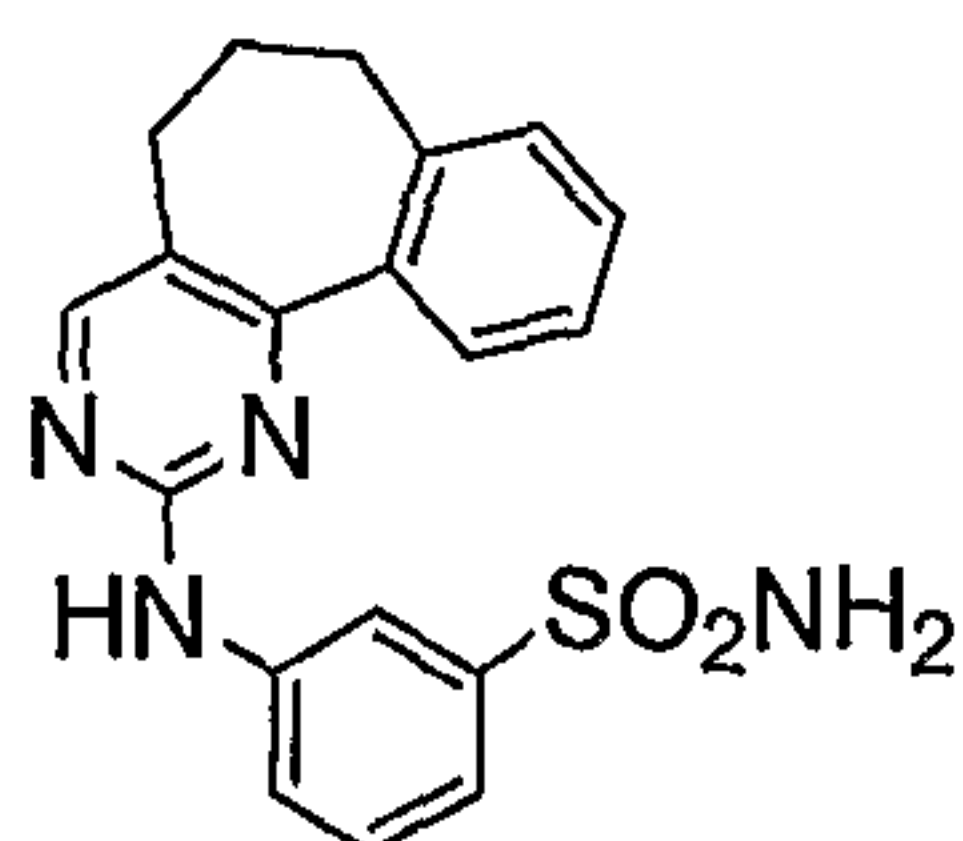
VII-33



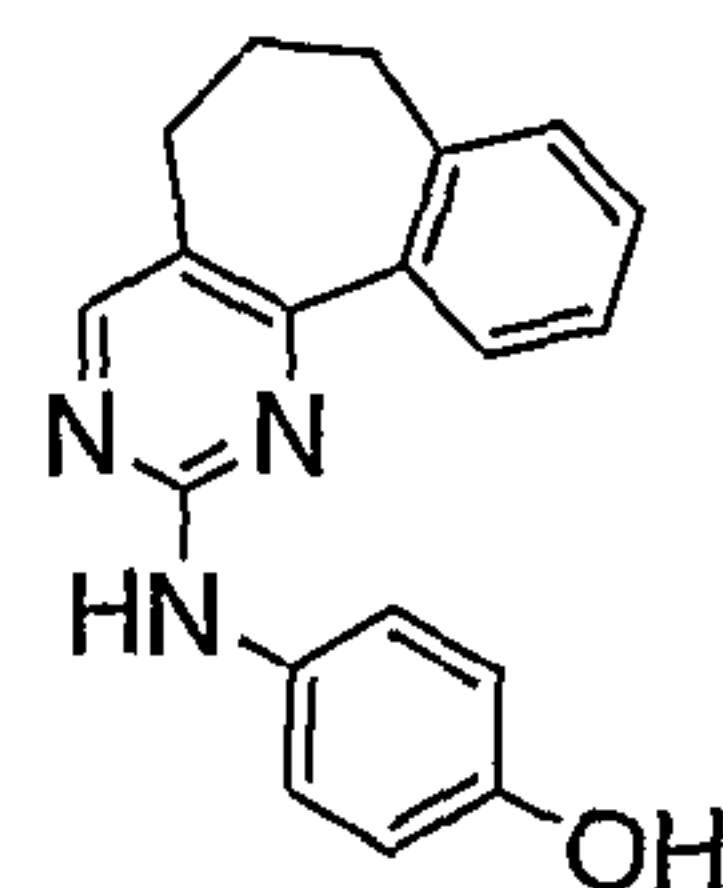
VII-34



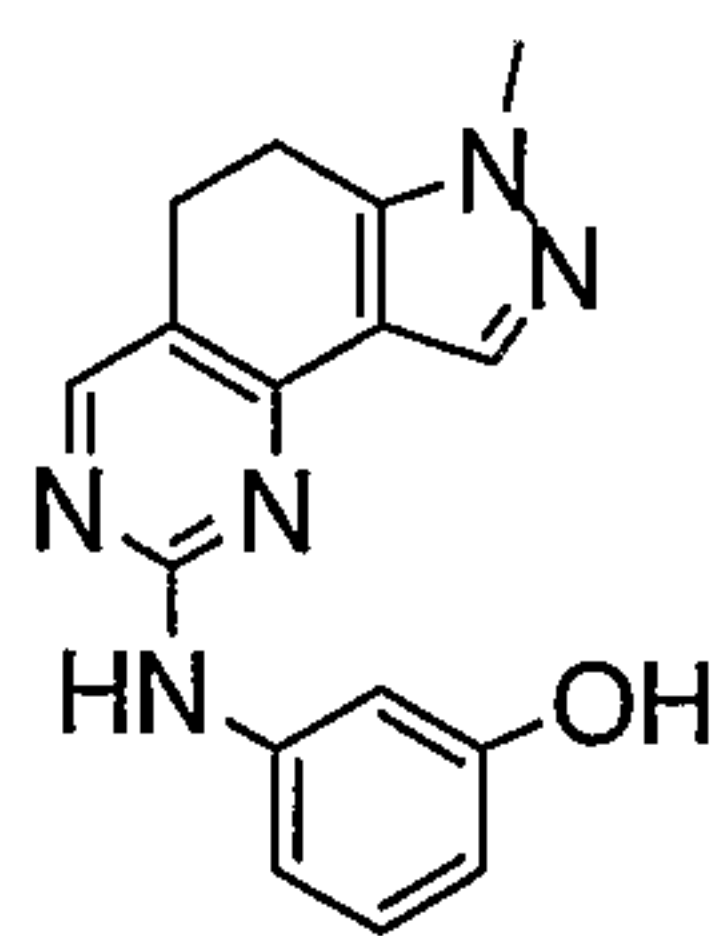
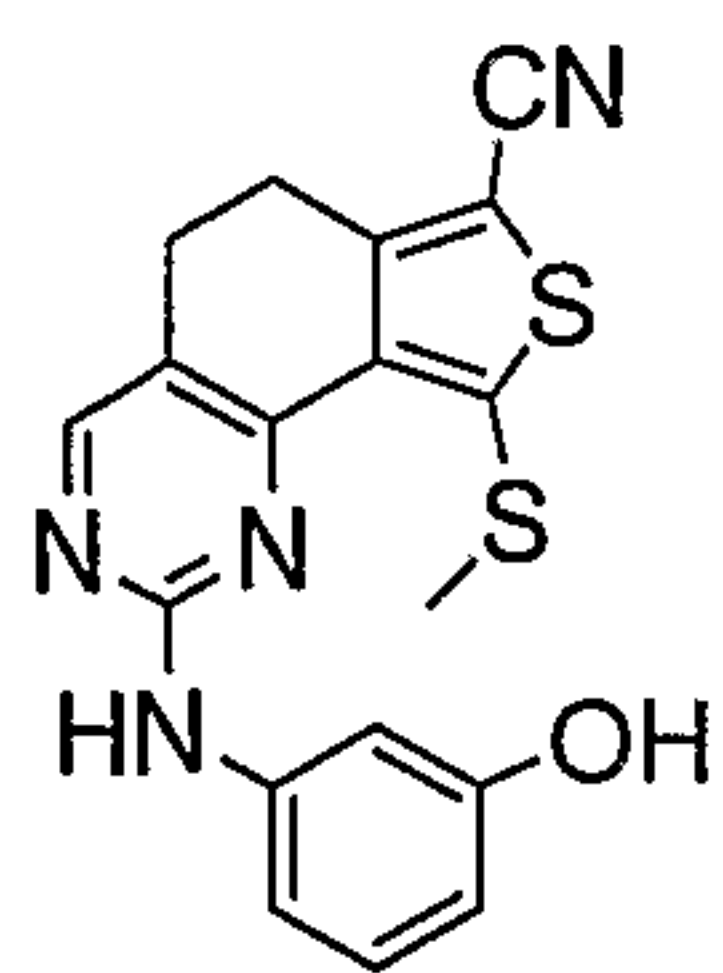
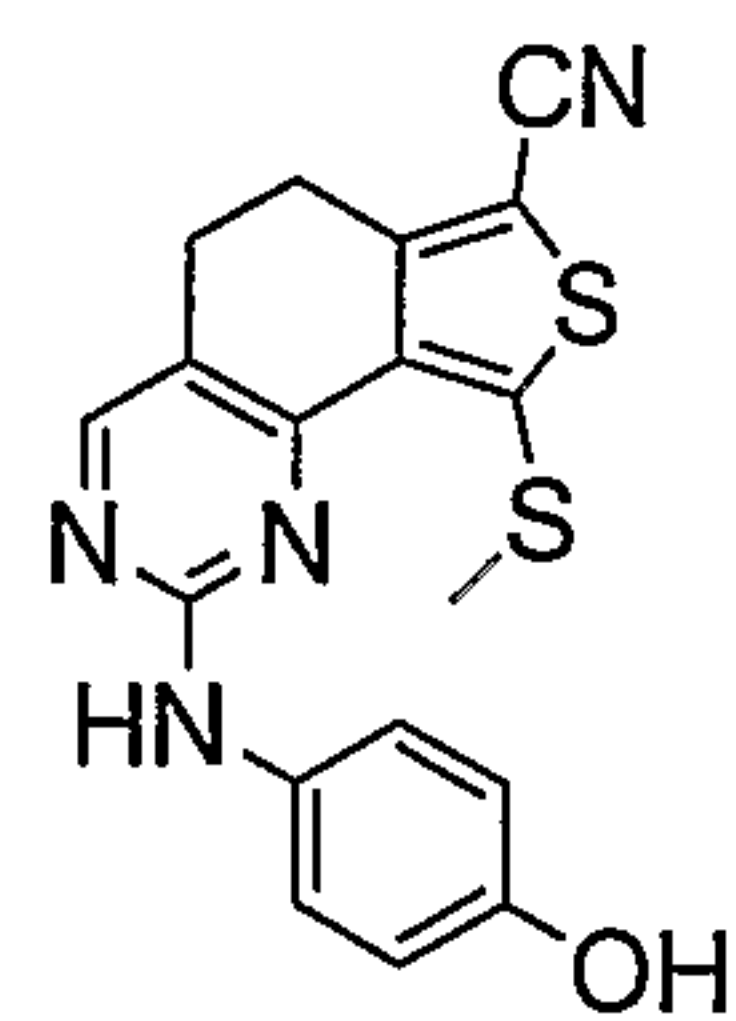
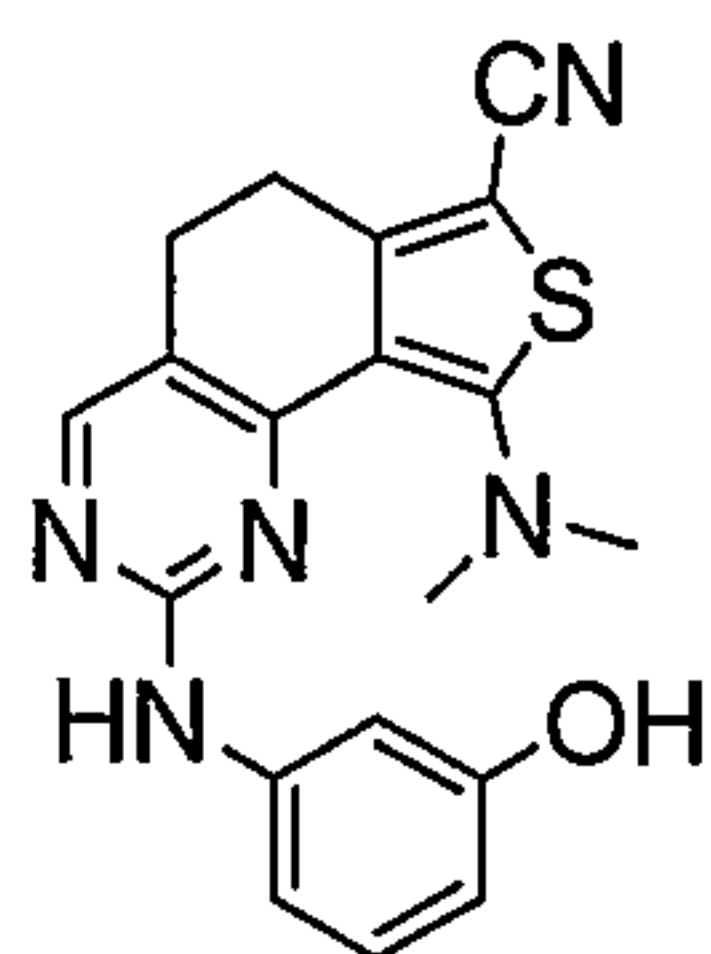
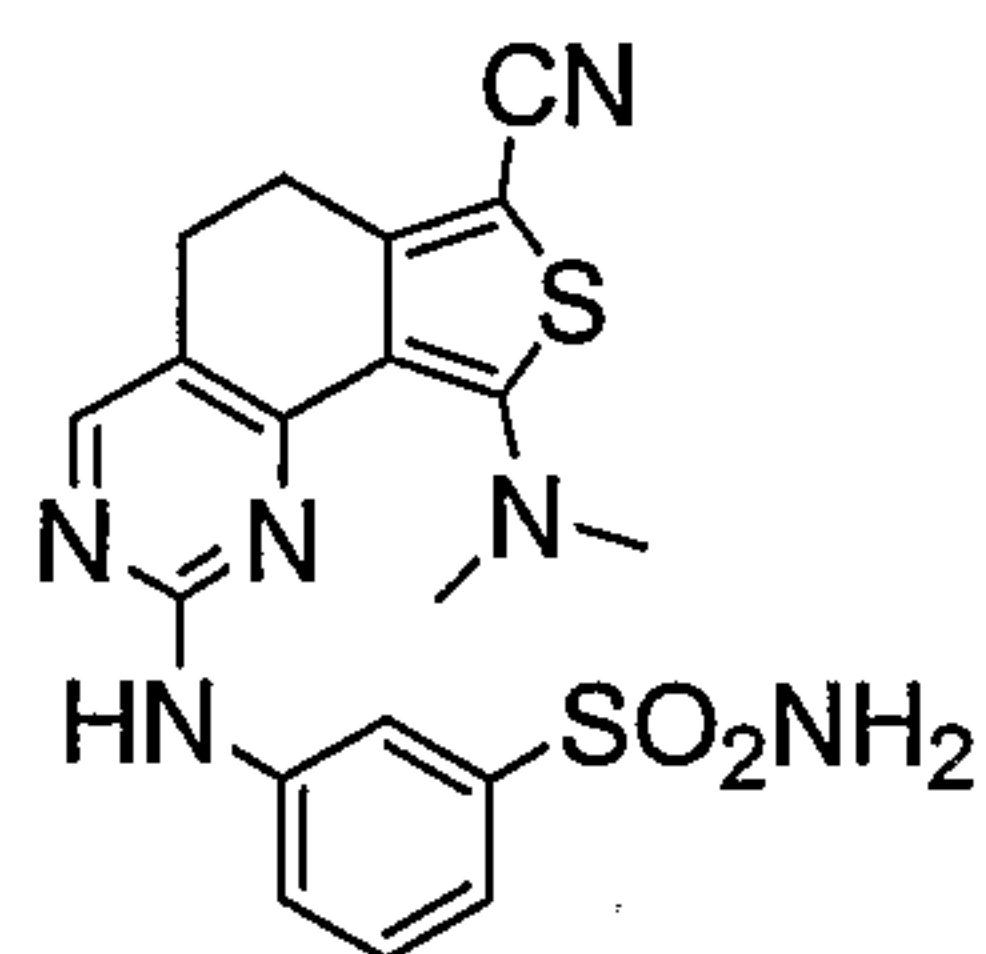
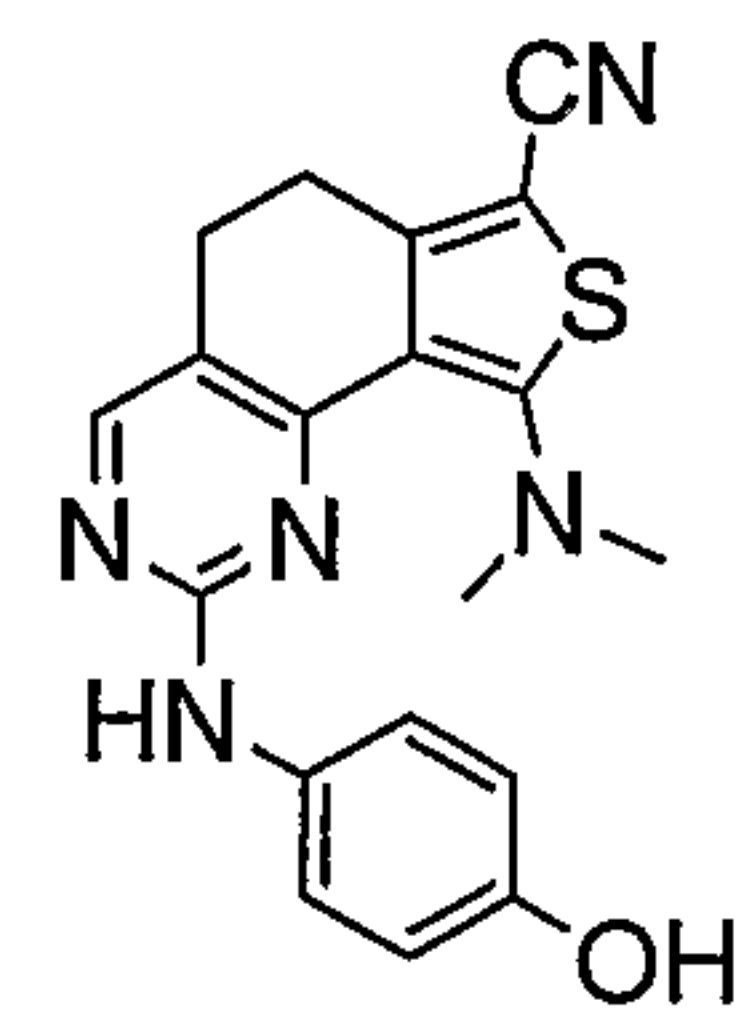
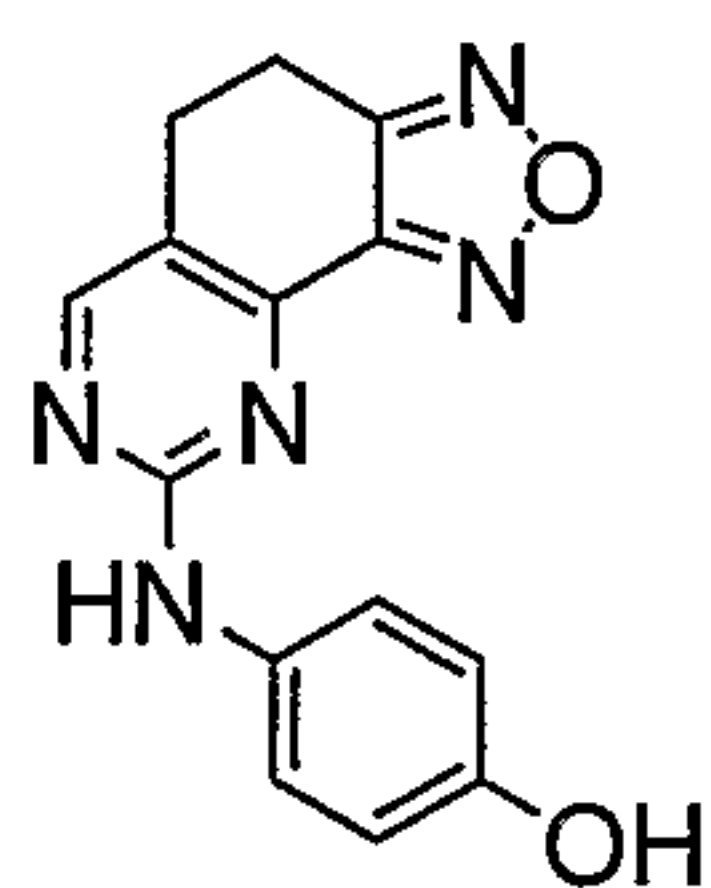
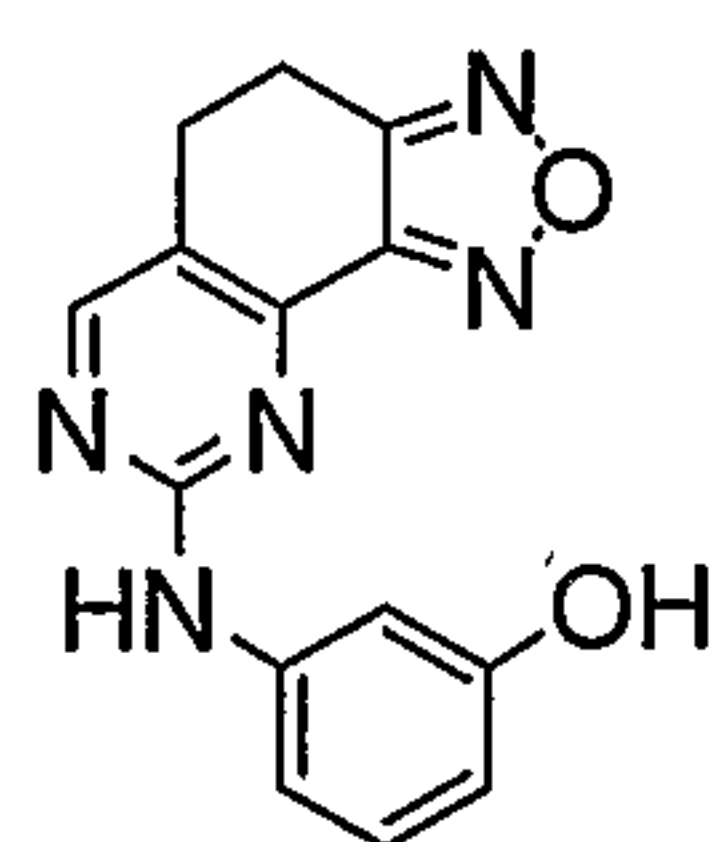
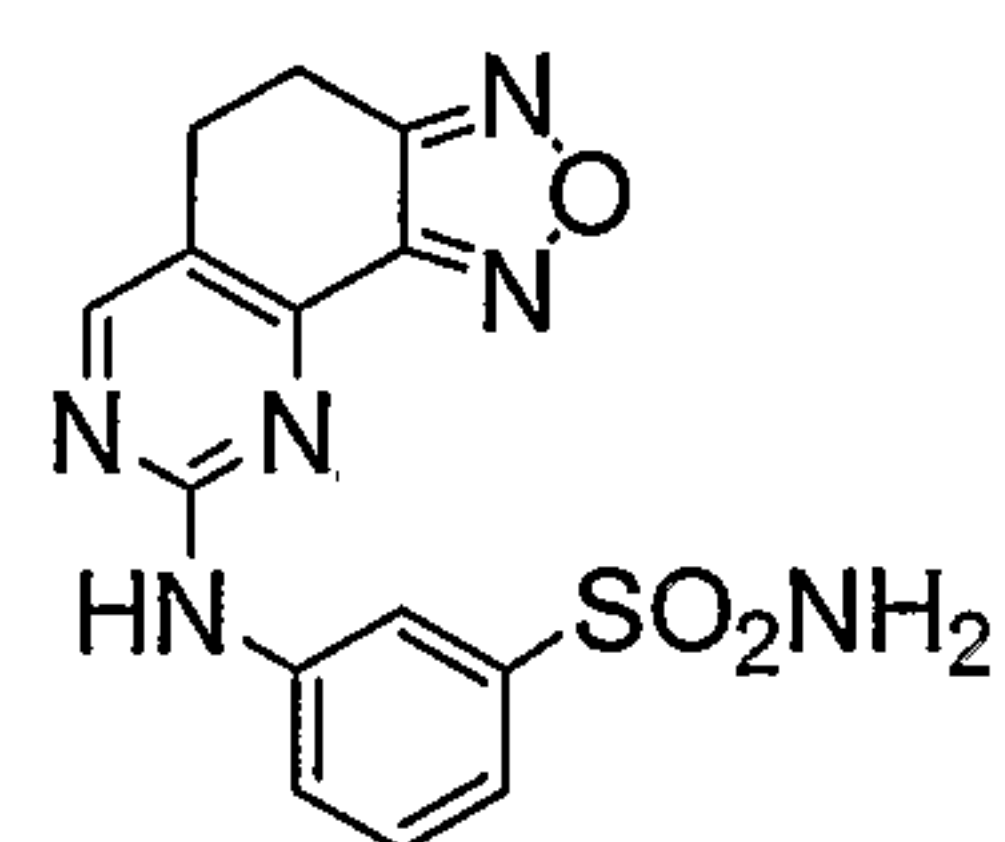
VII-35



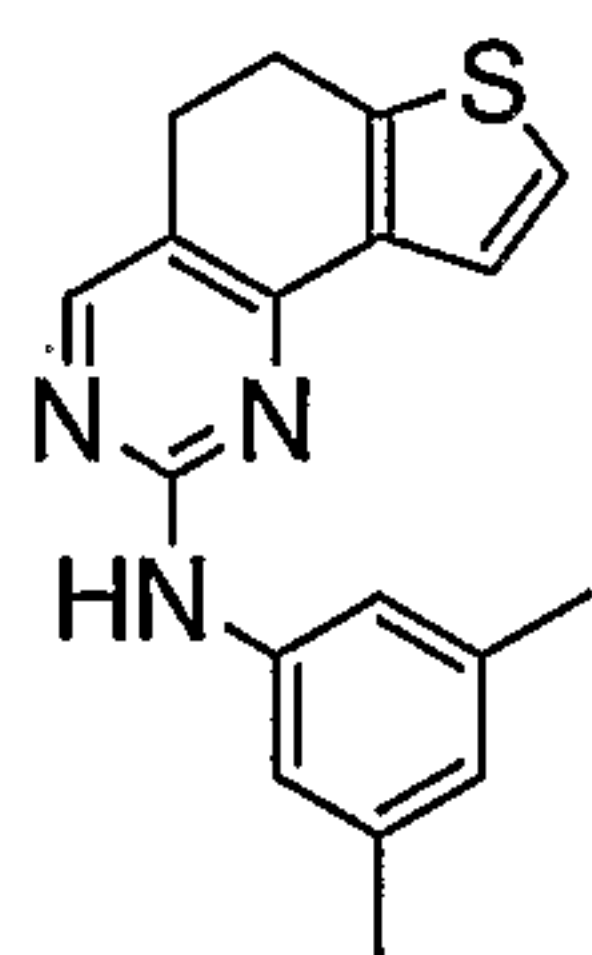
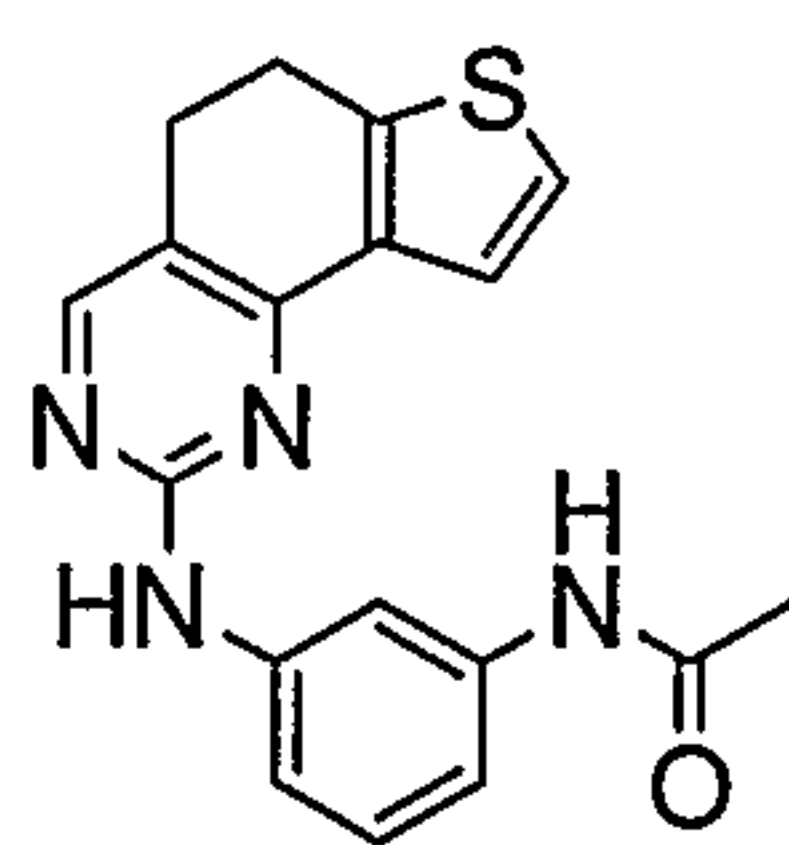
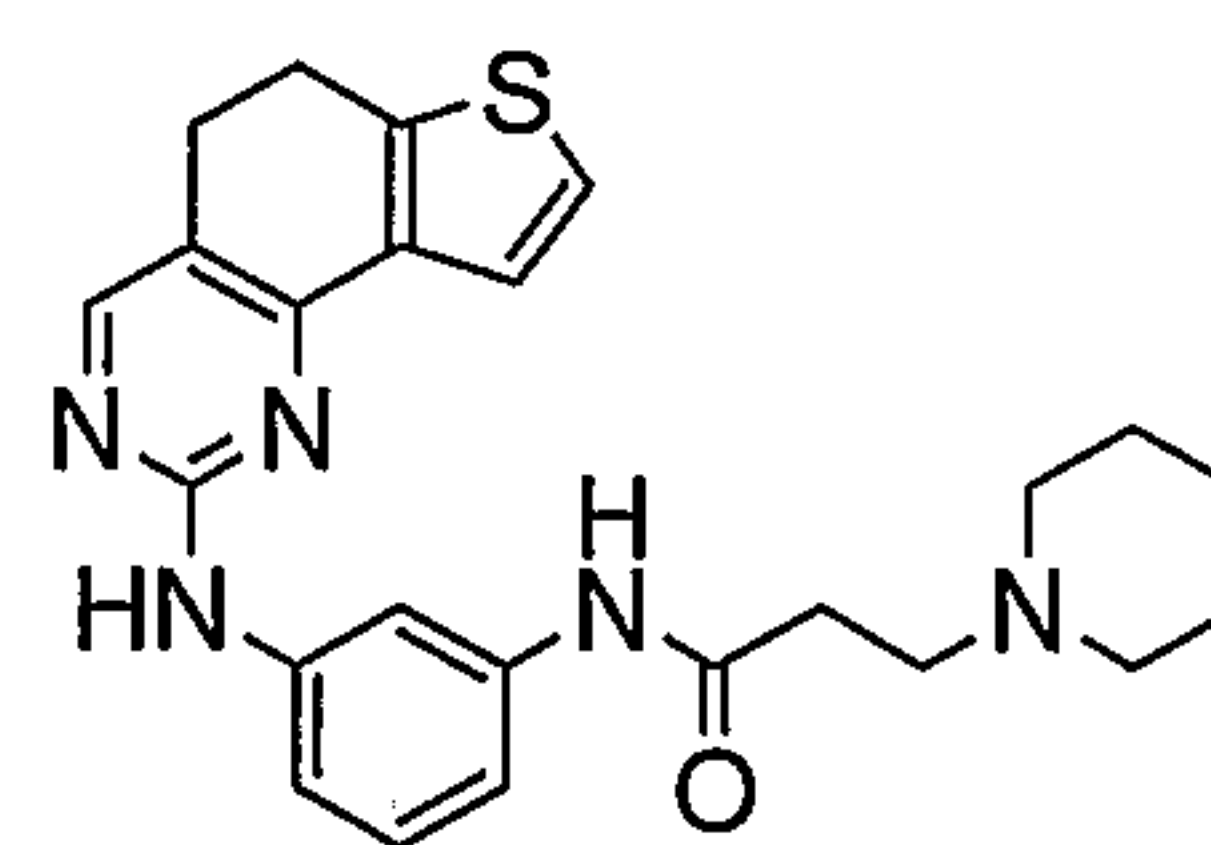
VII-36

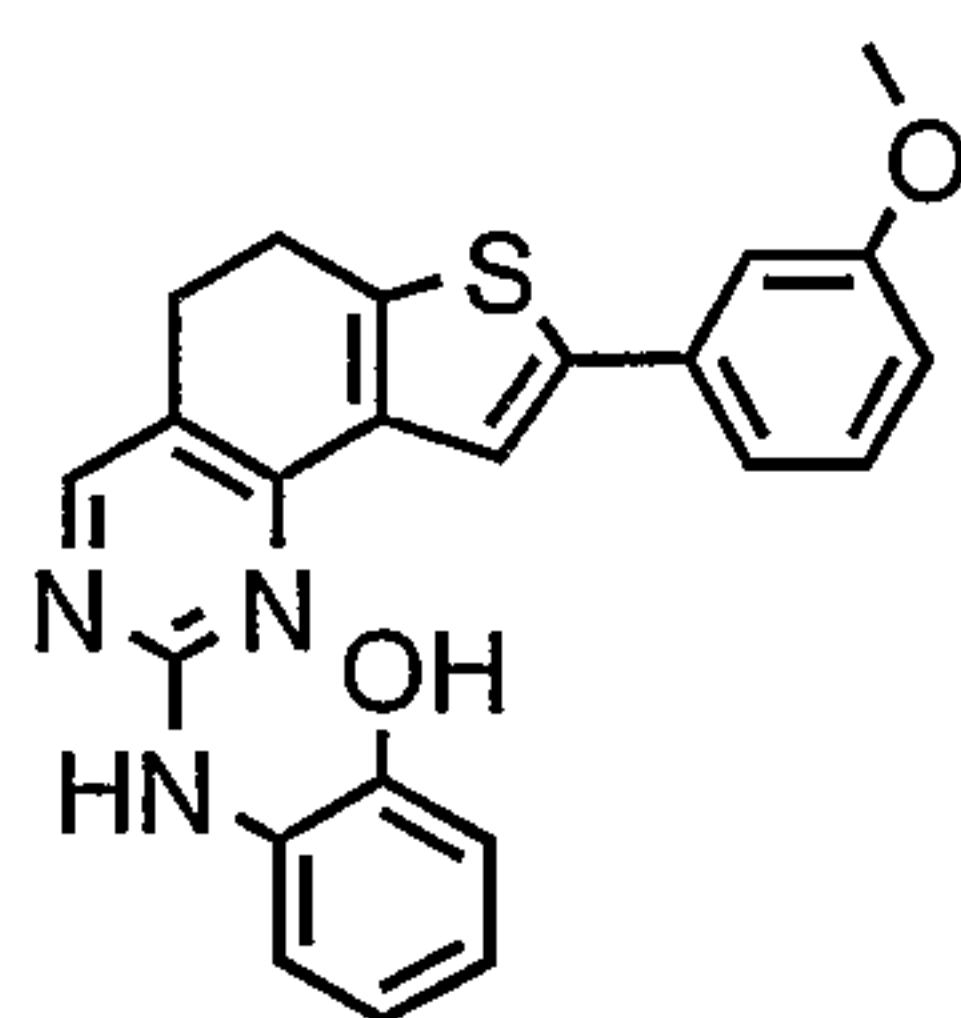
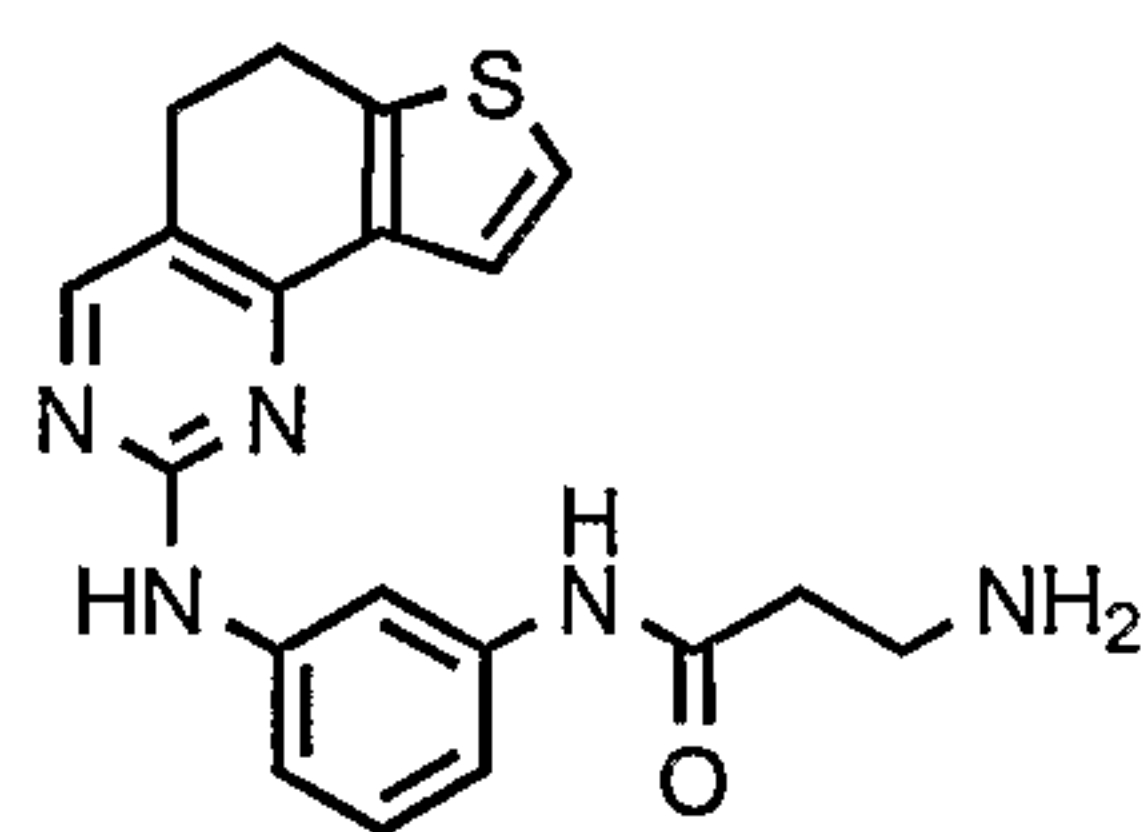
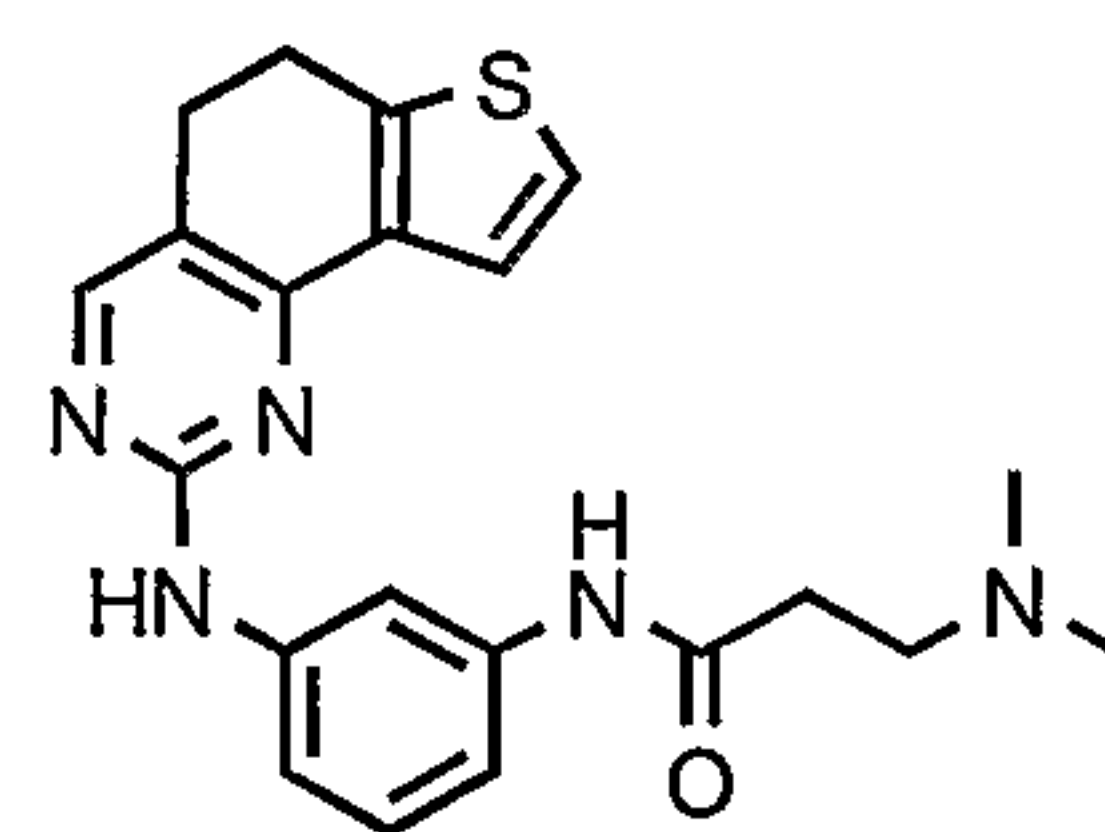
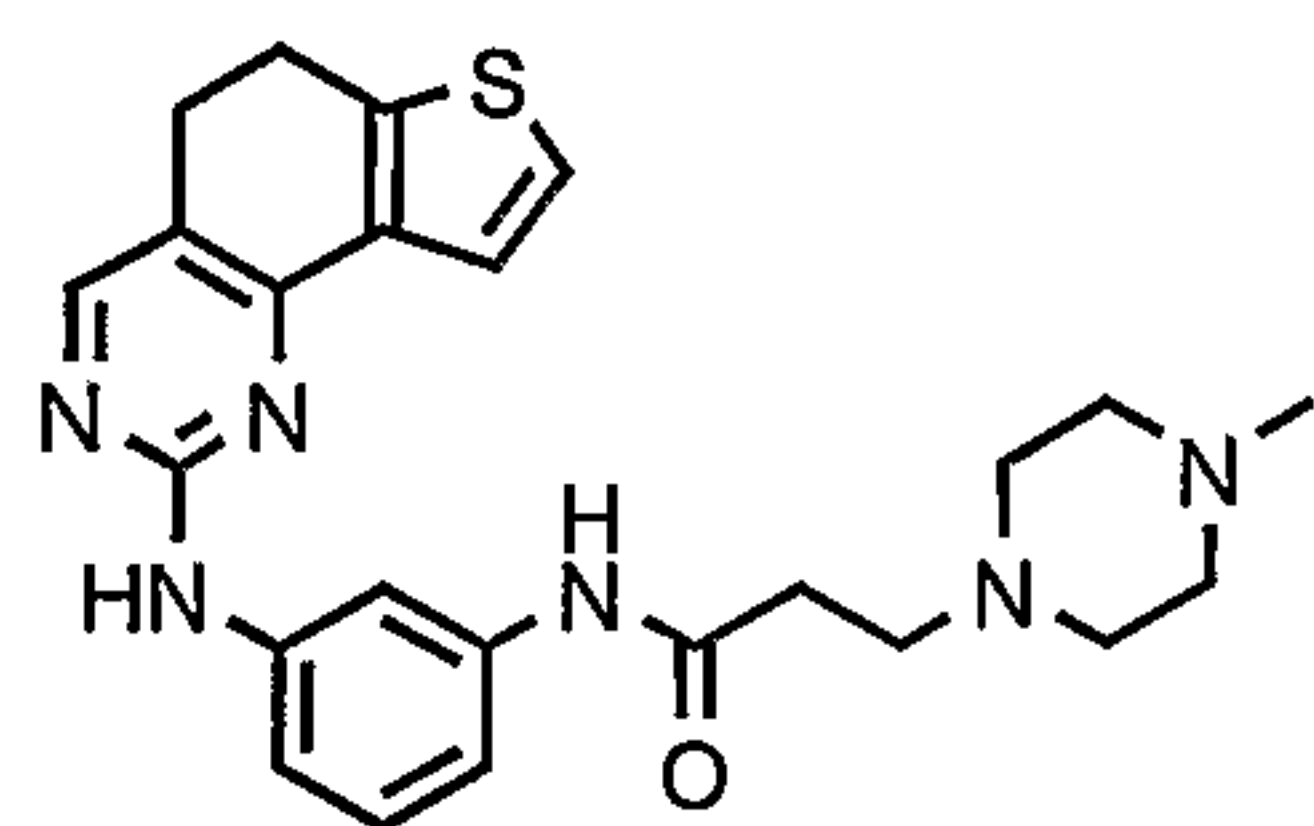
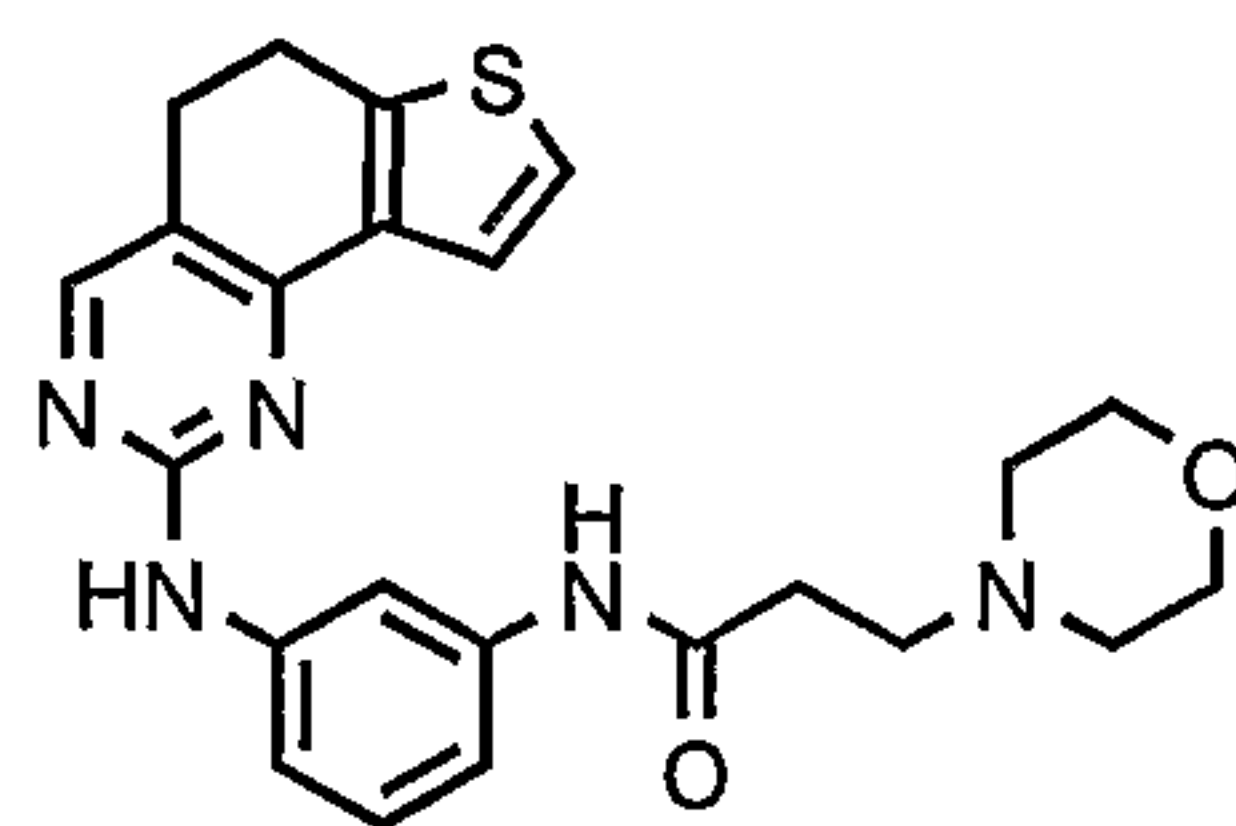
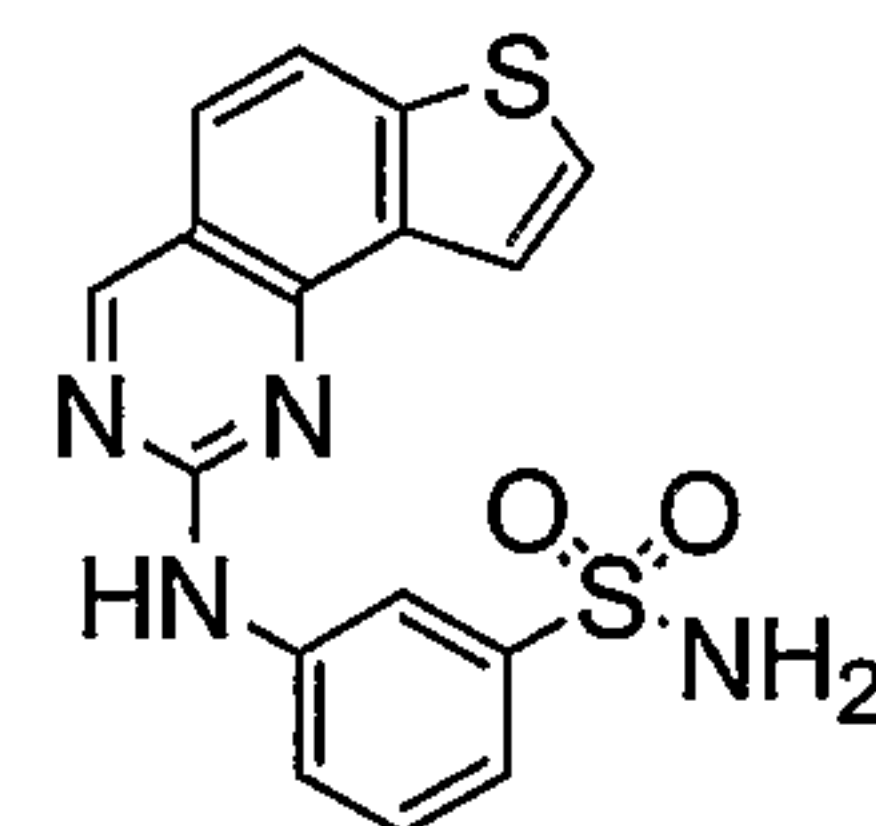
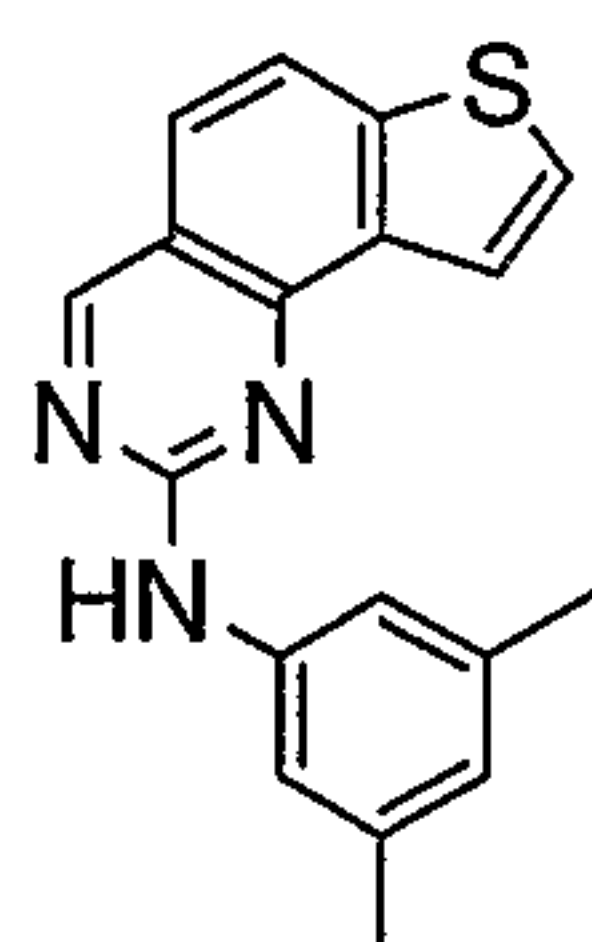
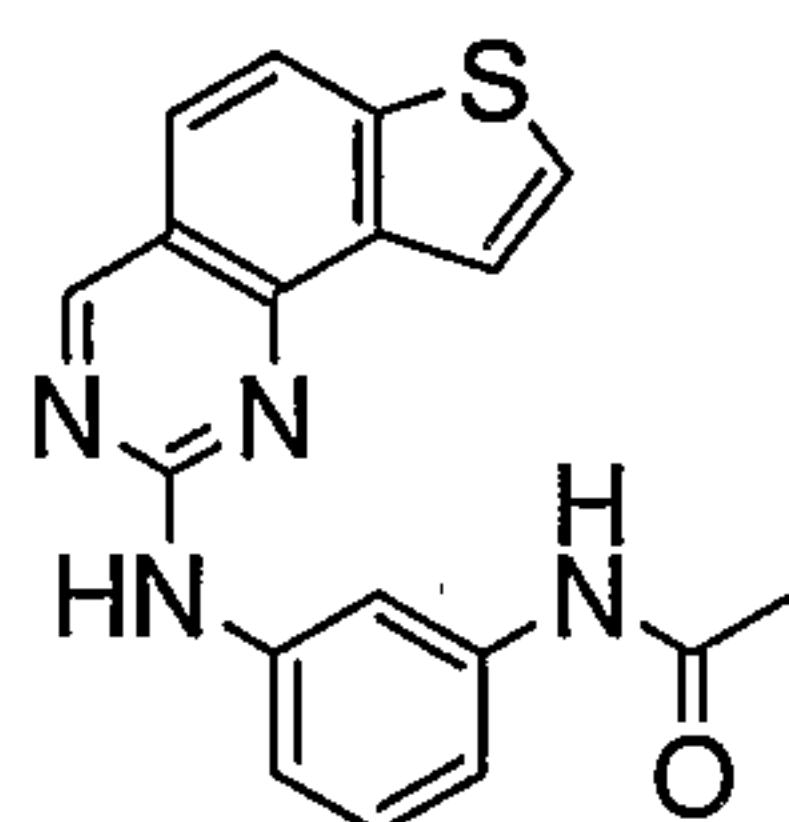
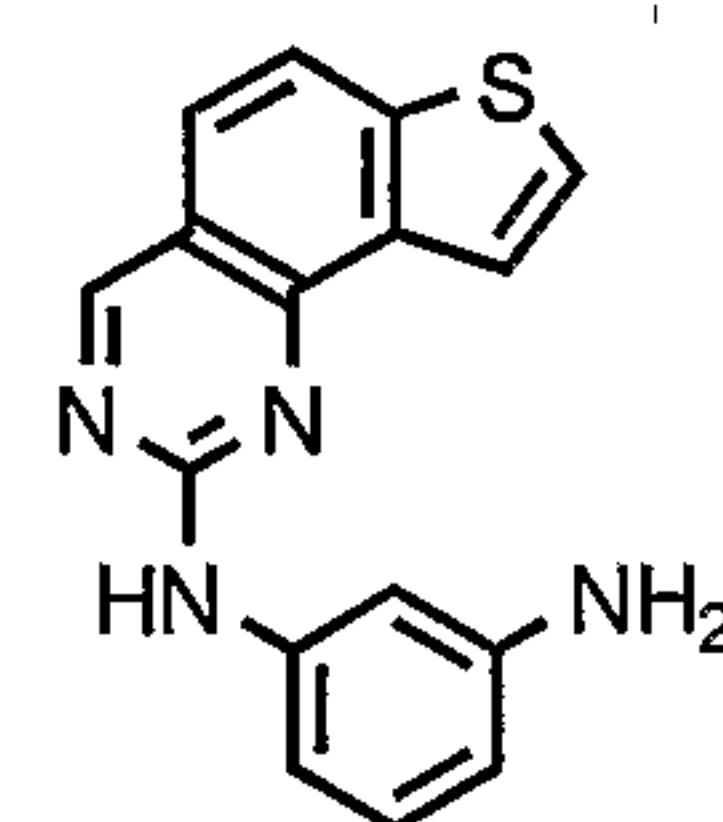
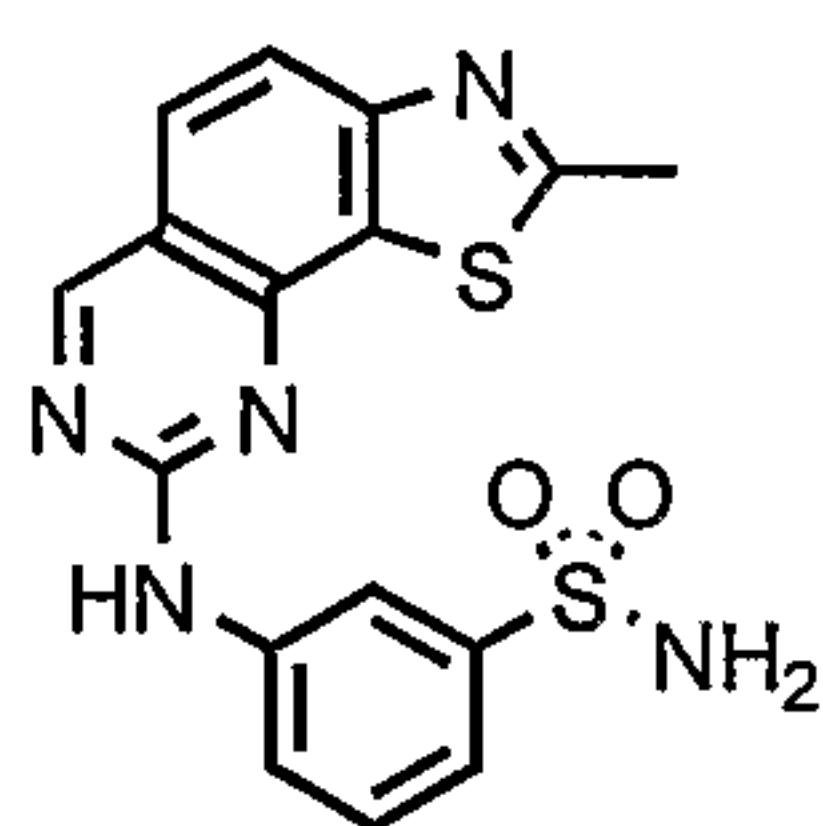
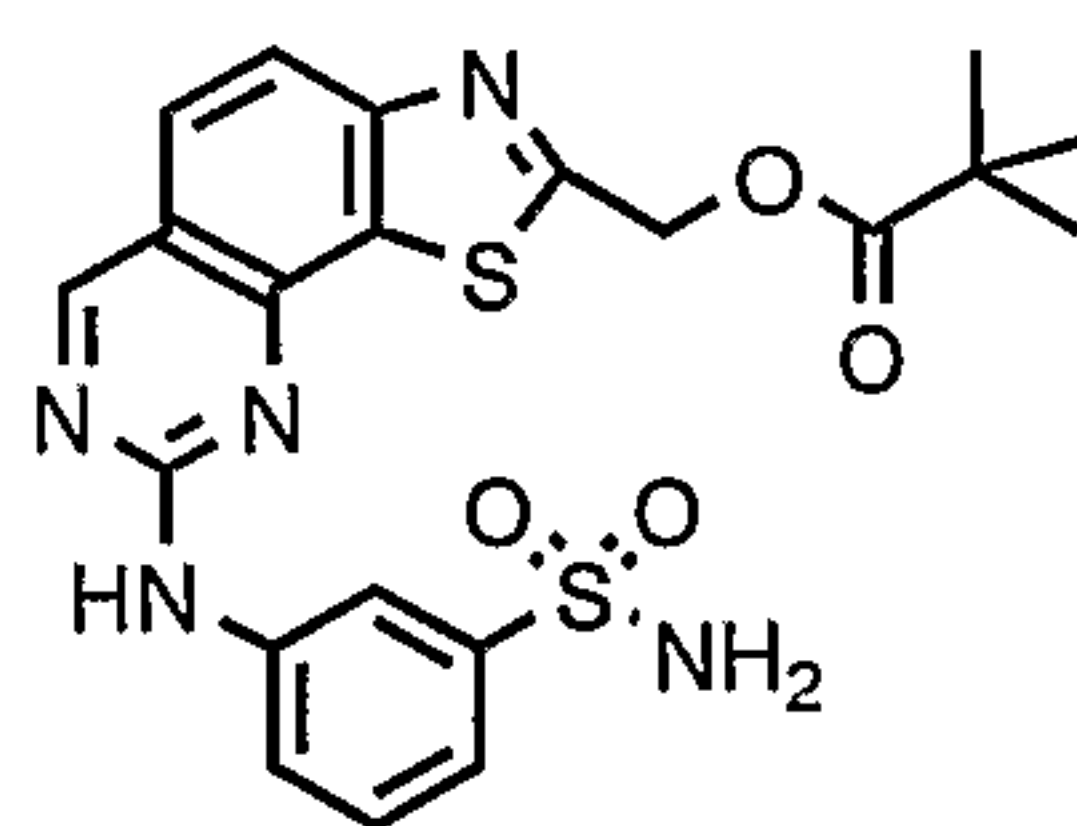
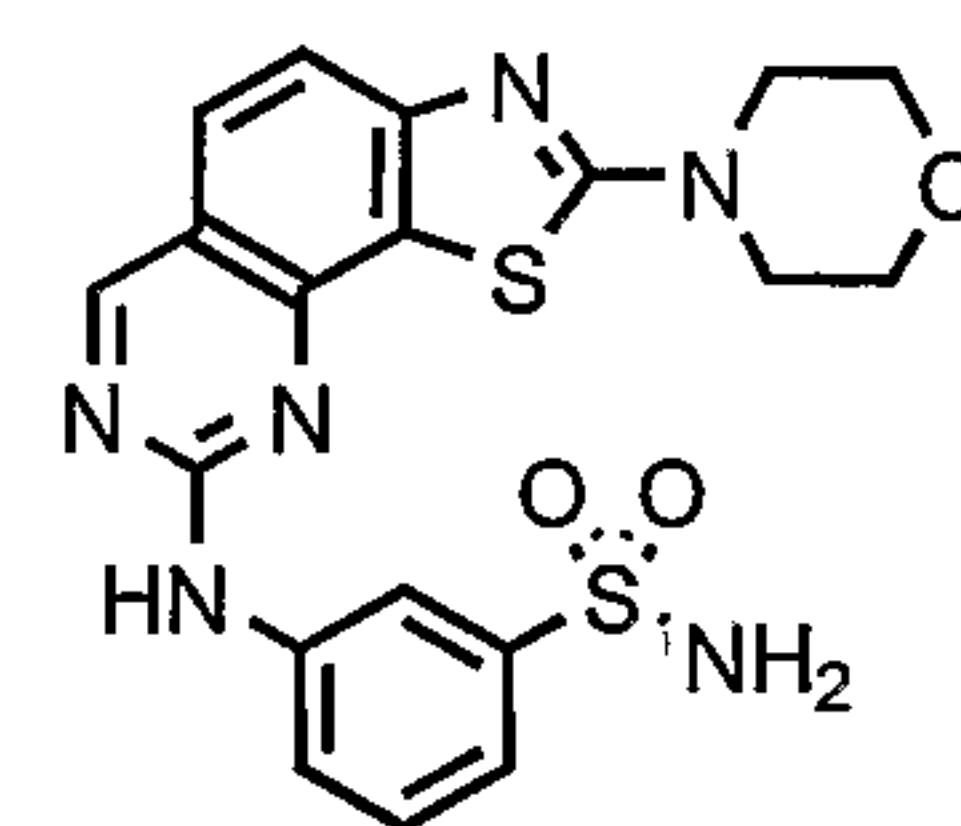
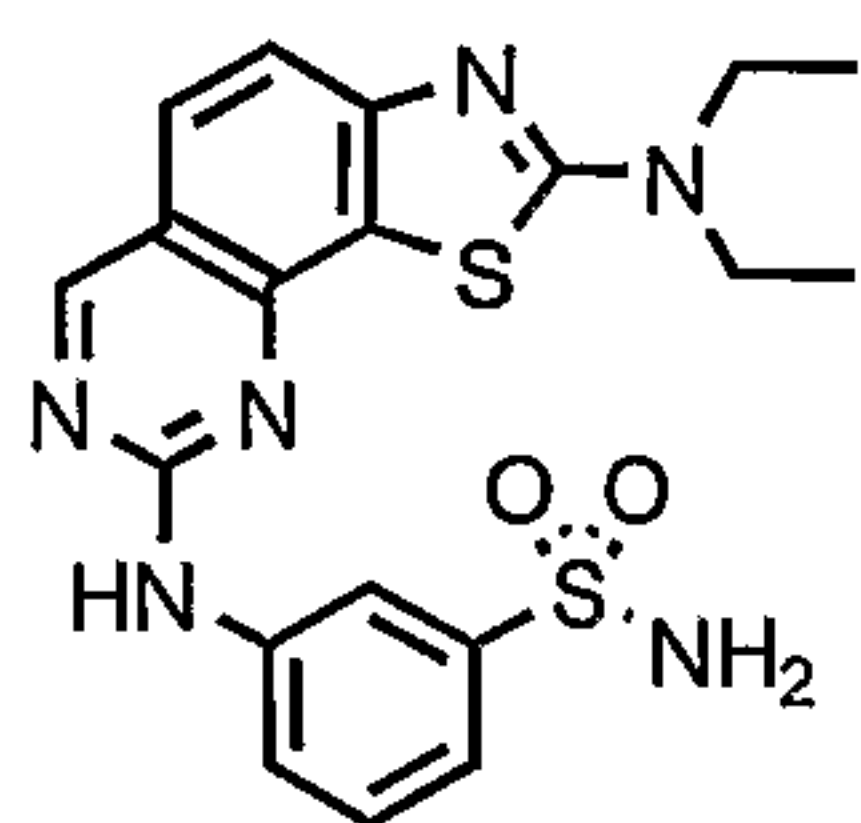
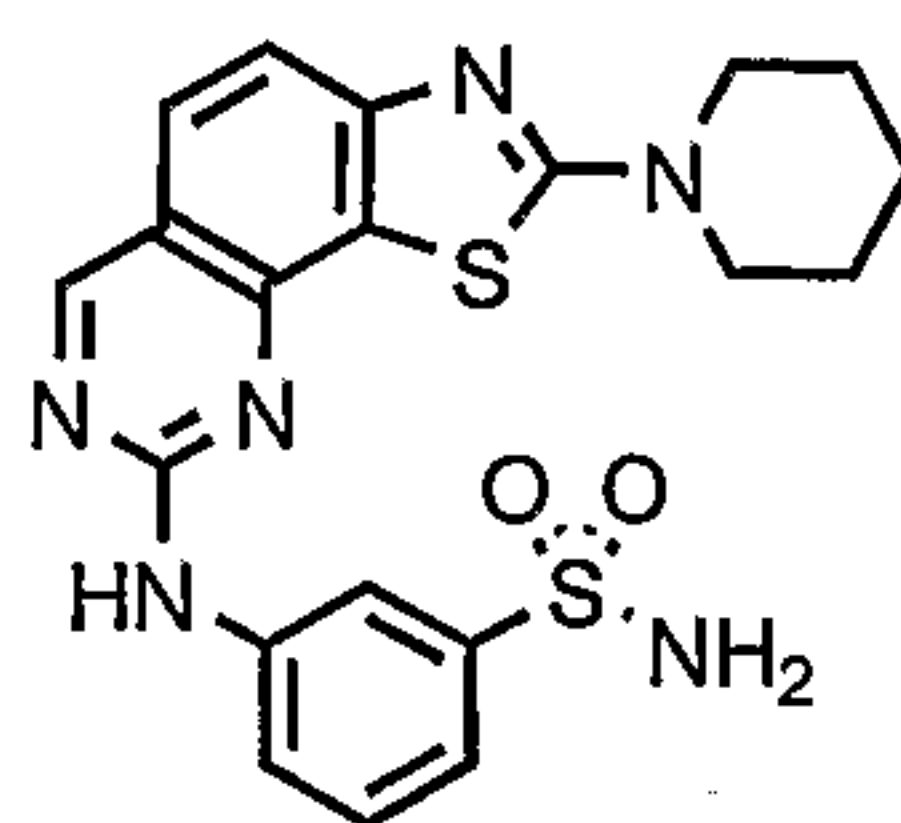
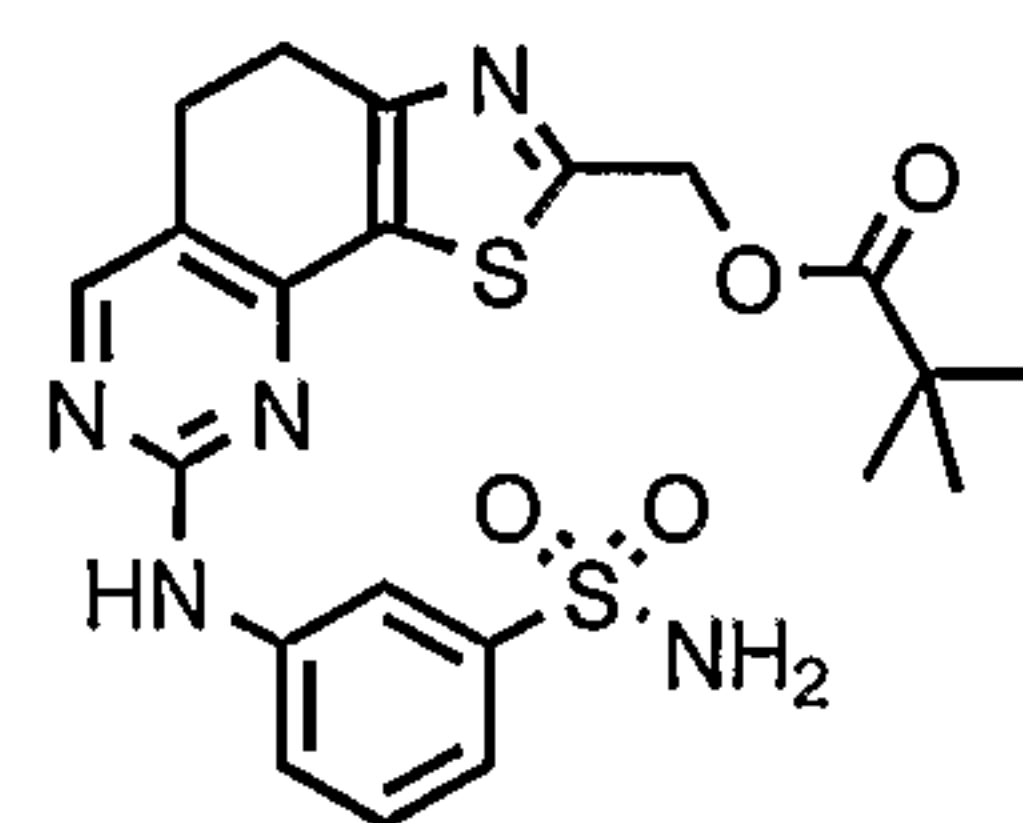
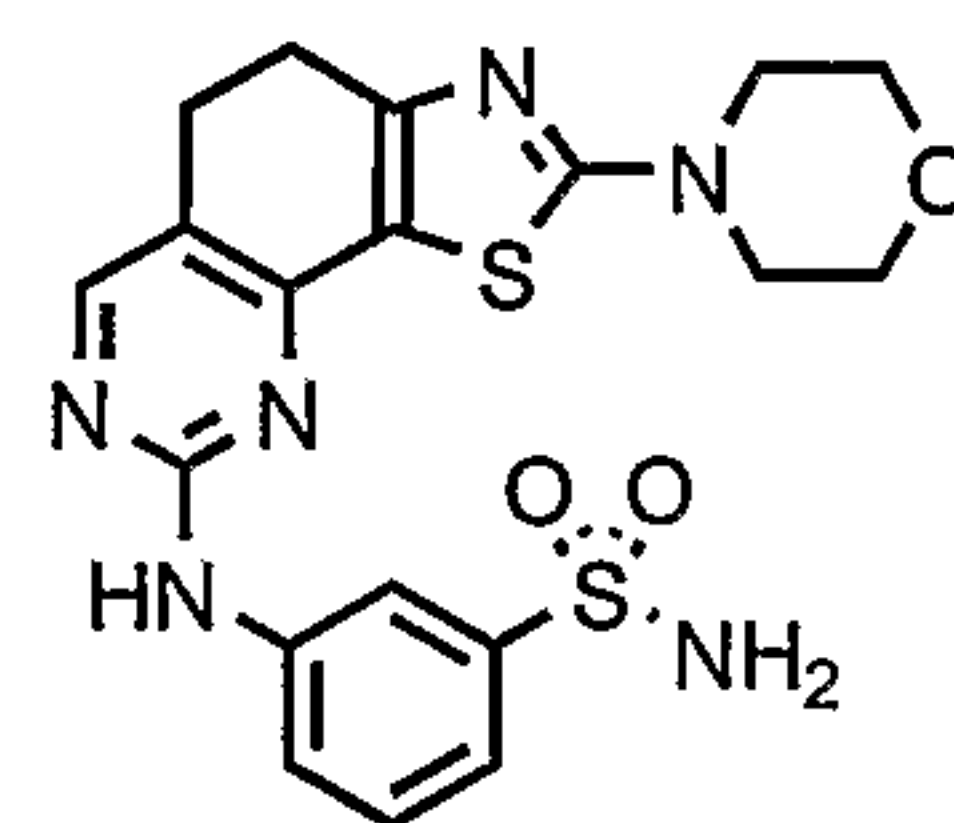
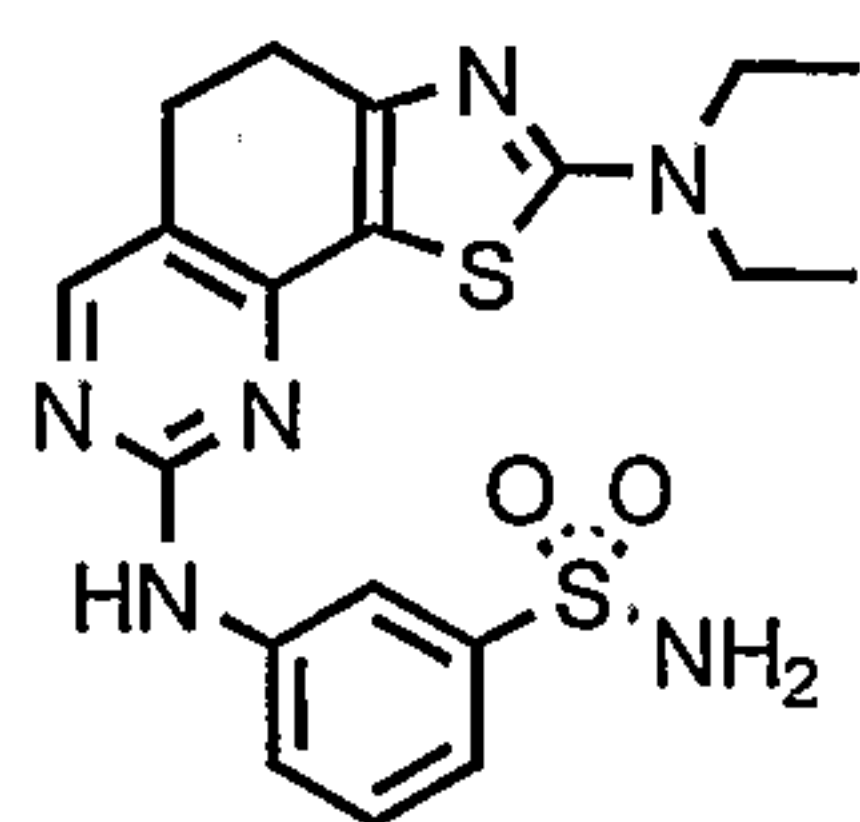
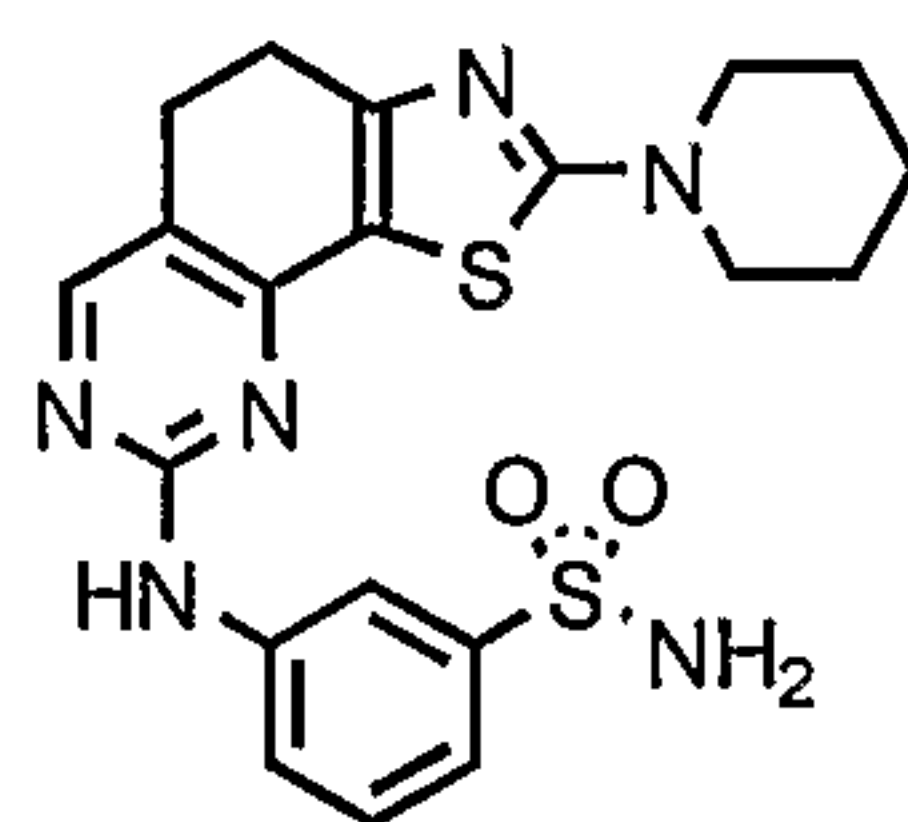
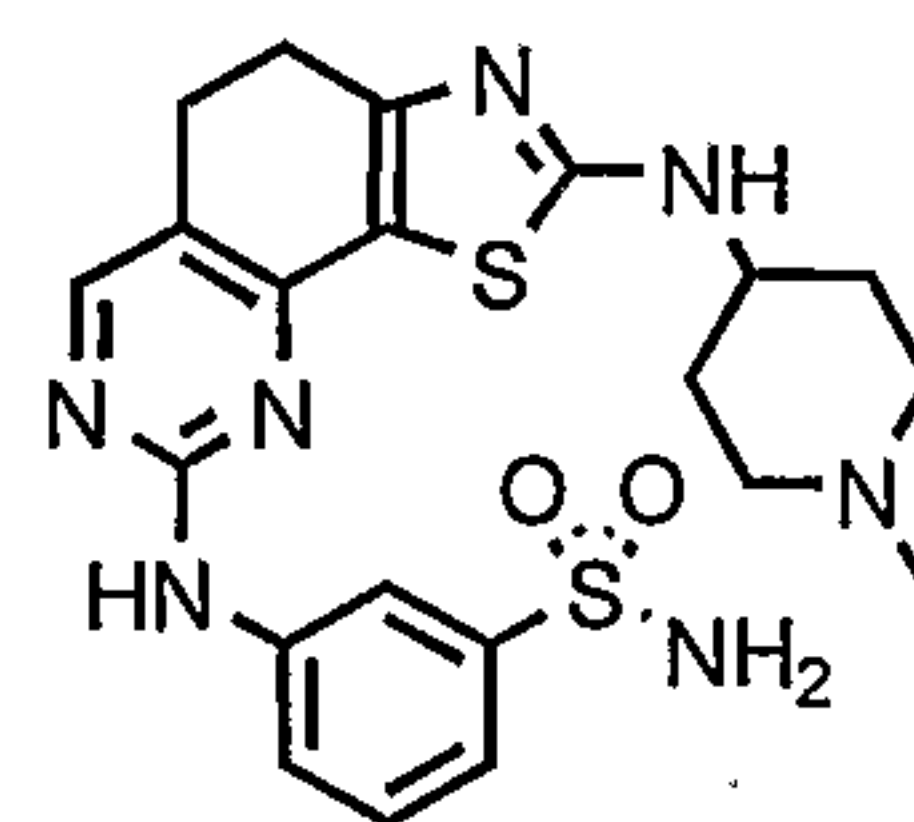
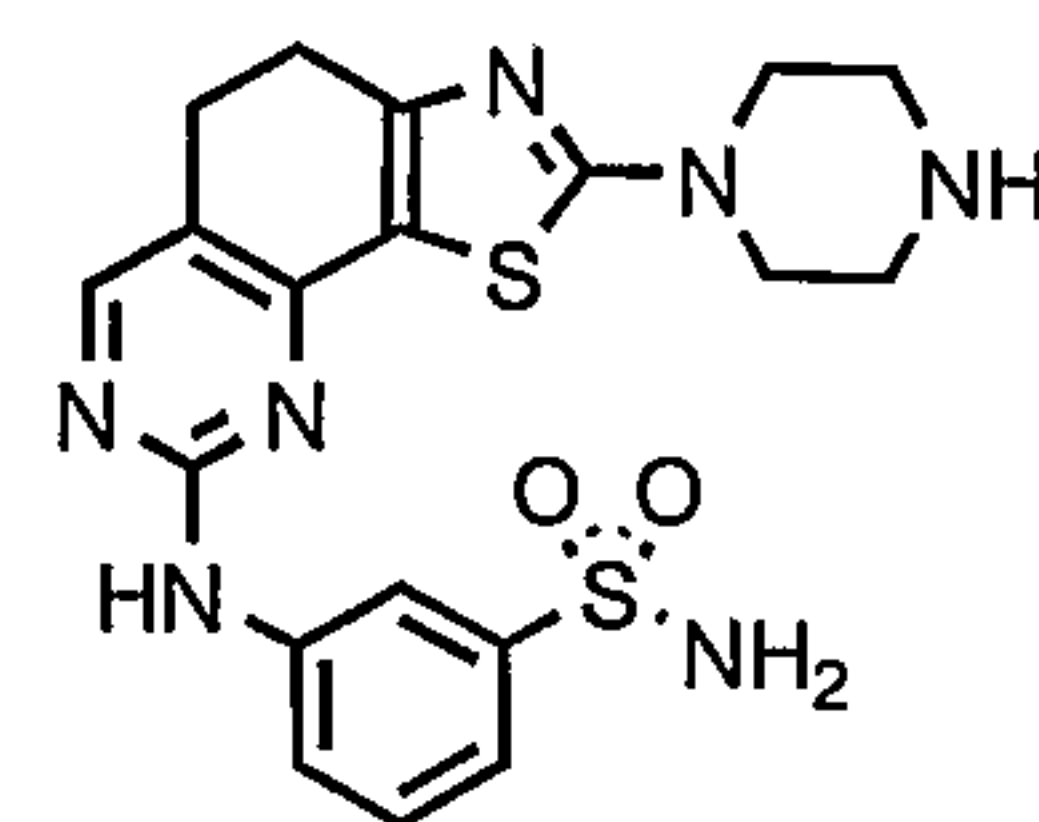


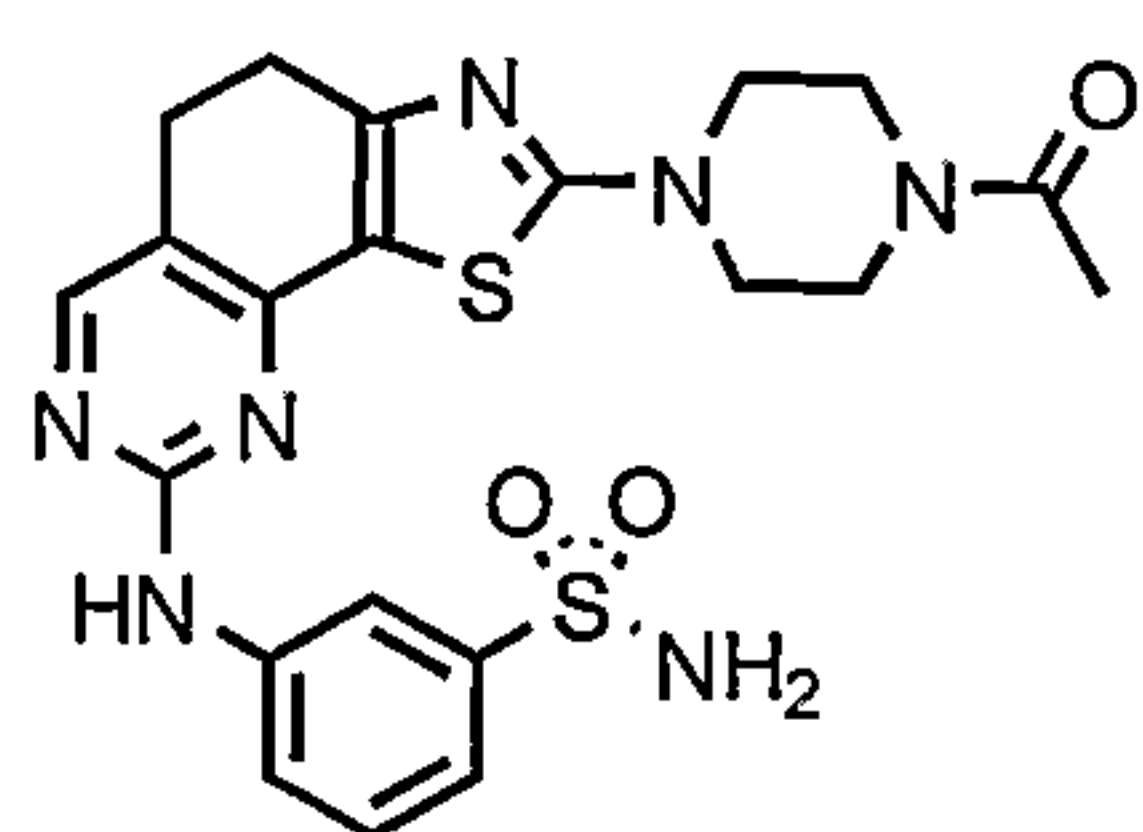
VII-37

**VIII-1****VIII-2****VIII-3****VIII-4****VIII-5****VIII-6****VIII-7****VIII-8****VIII-9.**

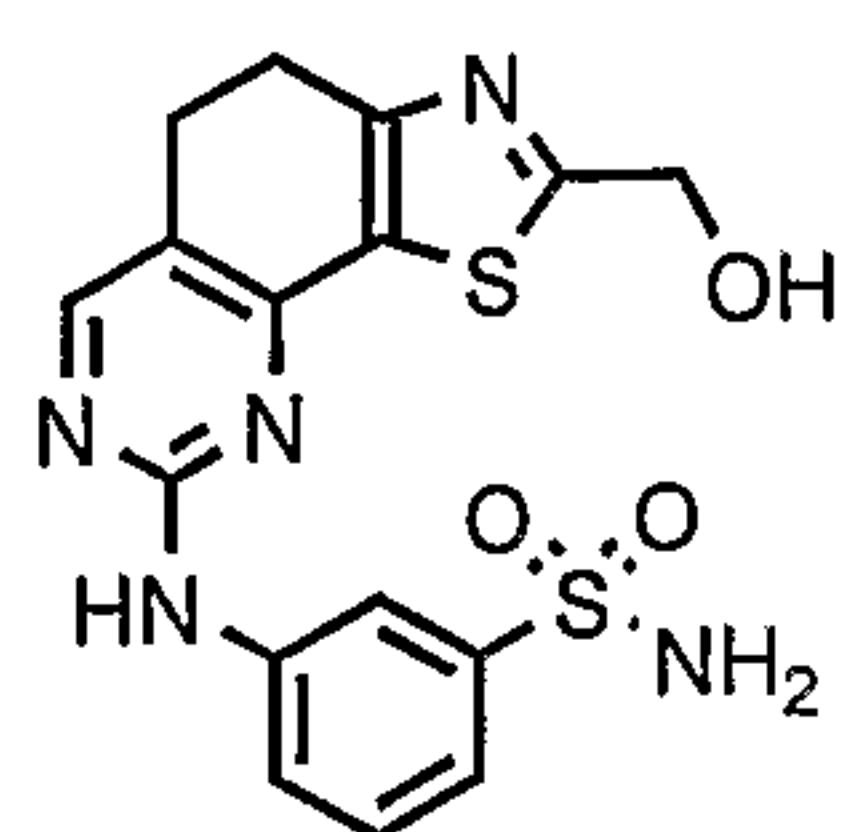
78. The compound of claim 1, wherein the compound is selected from:

**I-43****I-44****I-45**

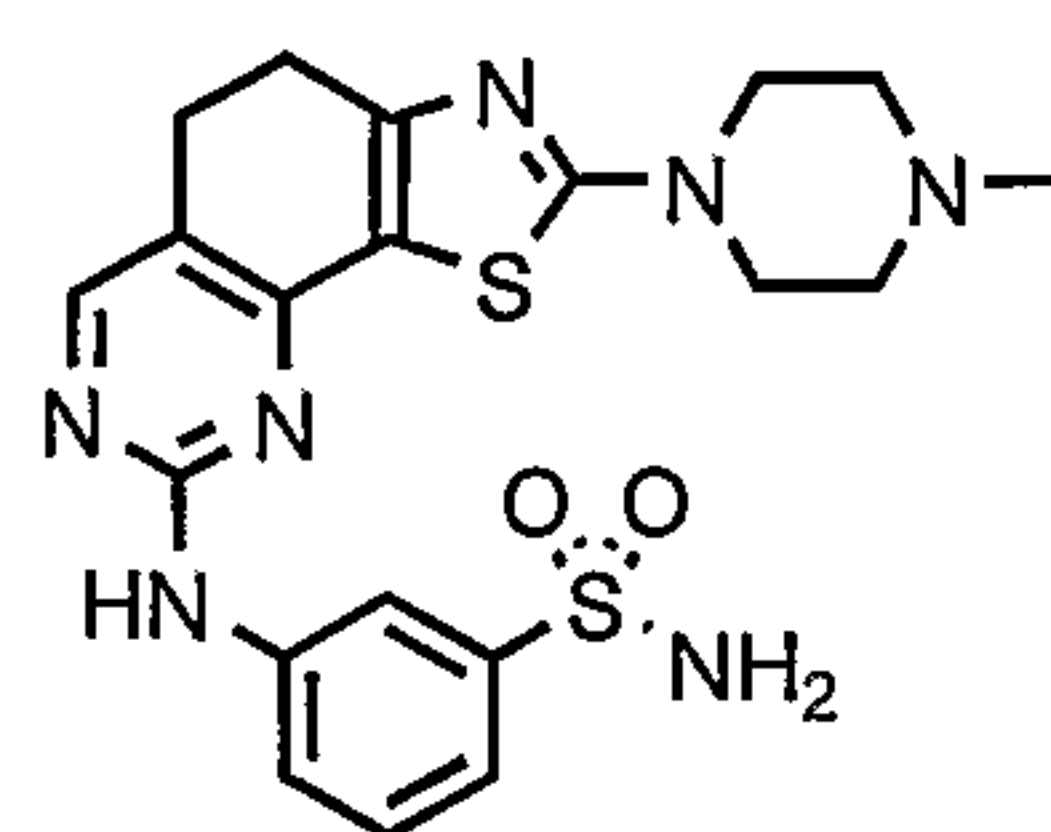
**I-46****I-47****I-48****I-49****I-50****II-31****II-32****II-33****II-34****II-35****II-36****II-37****II-38****II-39****III-31****III-32****III-33****III-34****III-35****III-36**



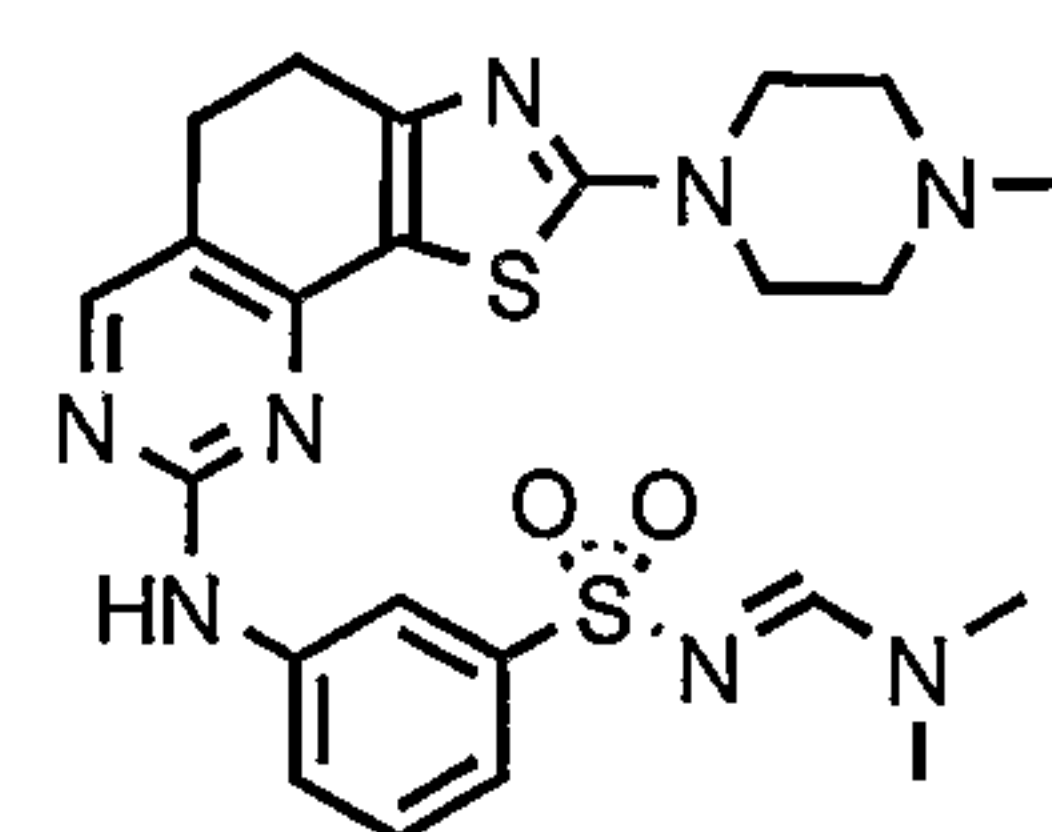
III-37



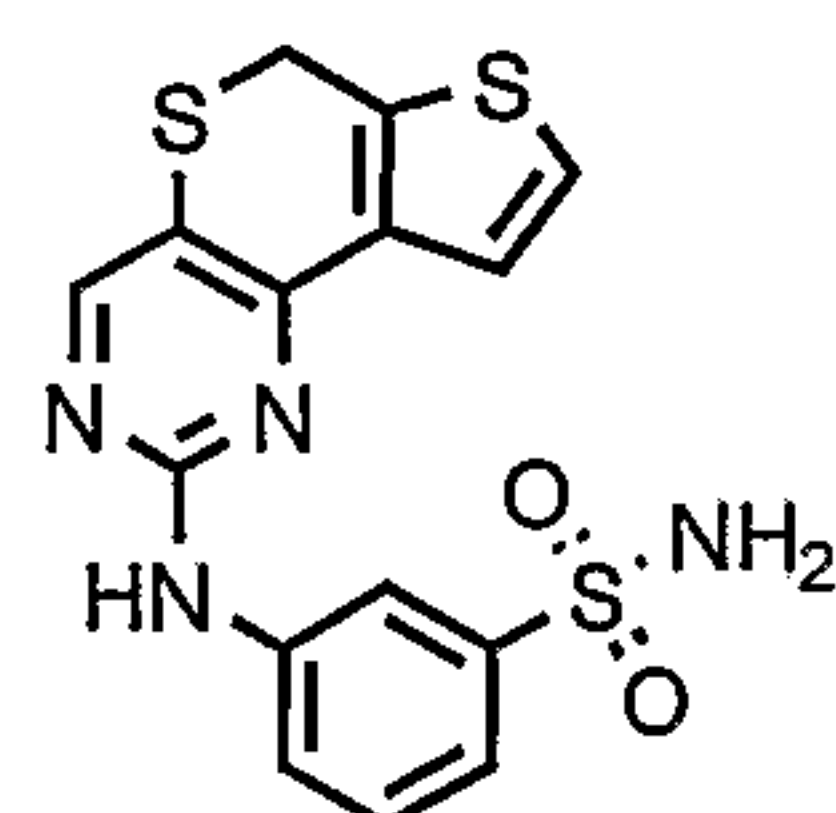
III-38



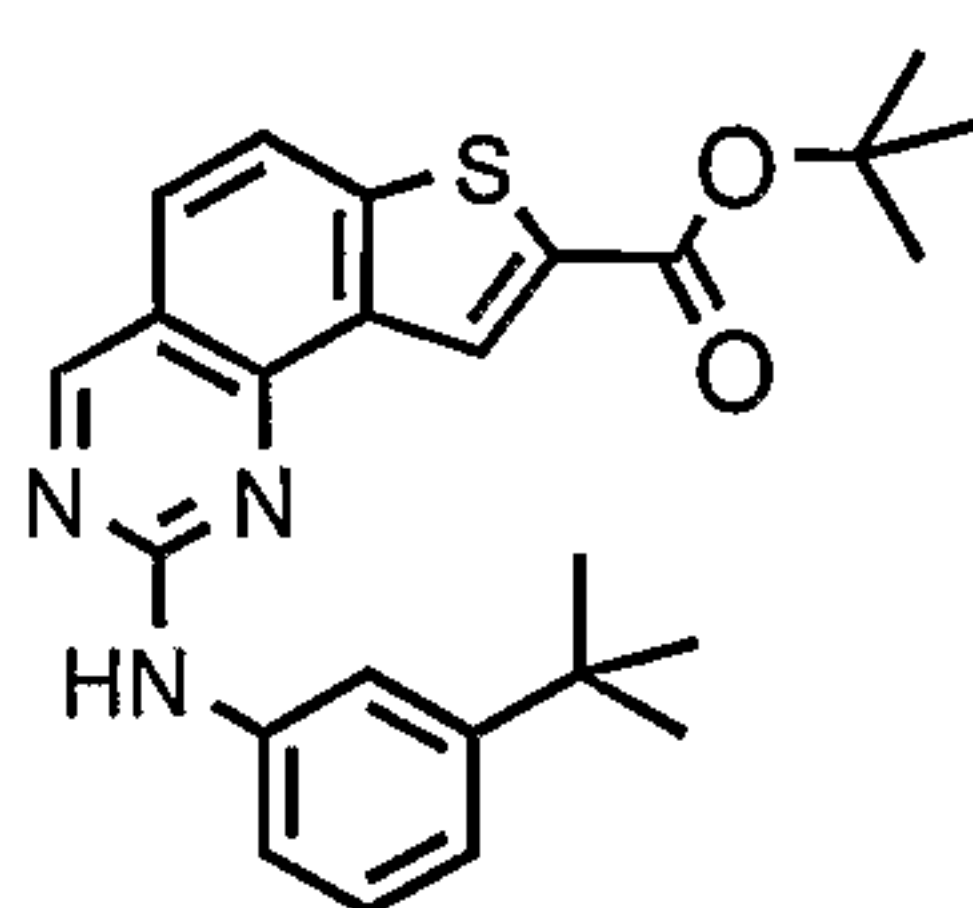
III-39



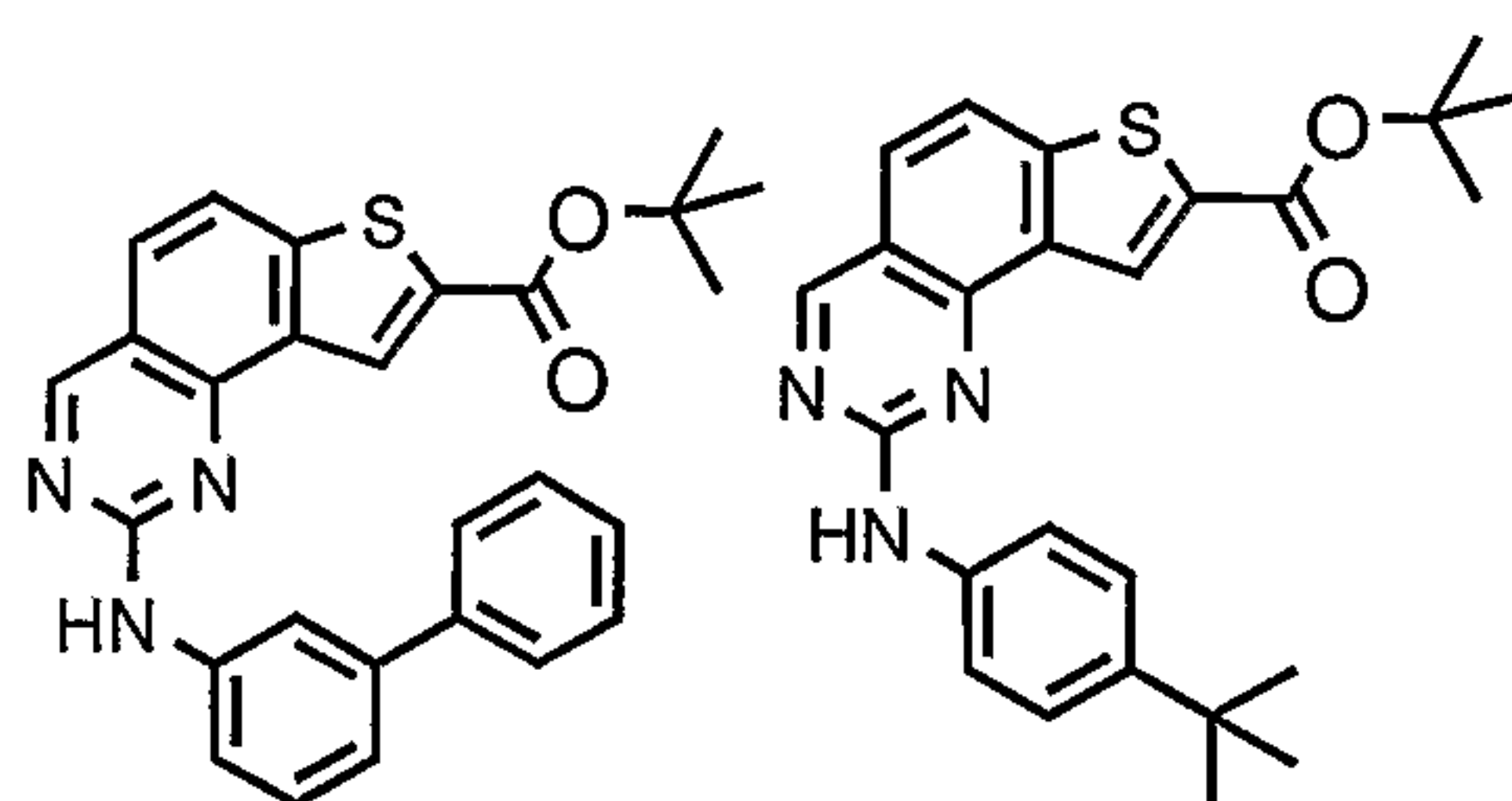
III-40



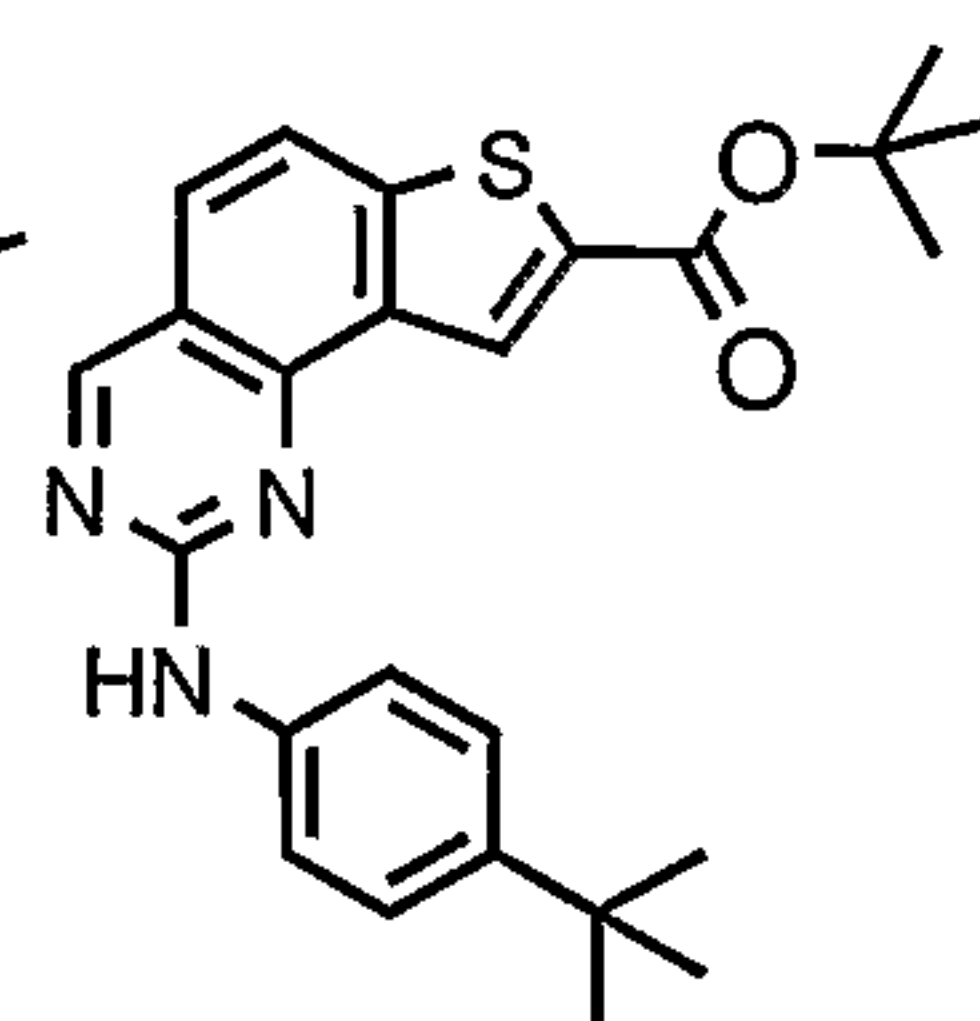
V-28



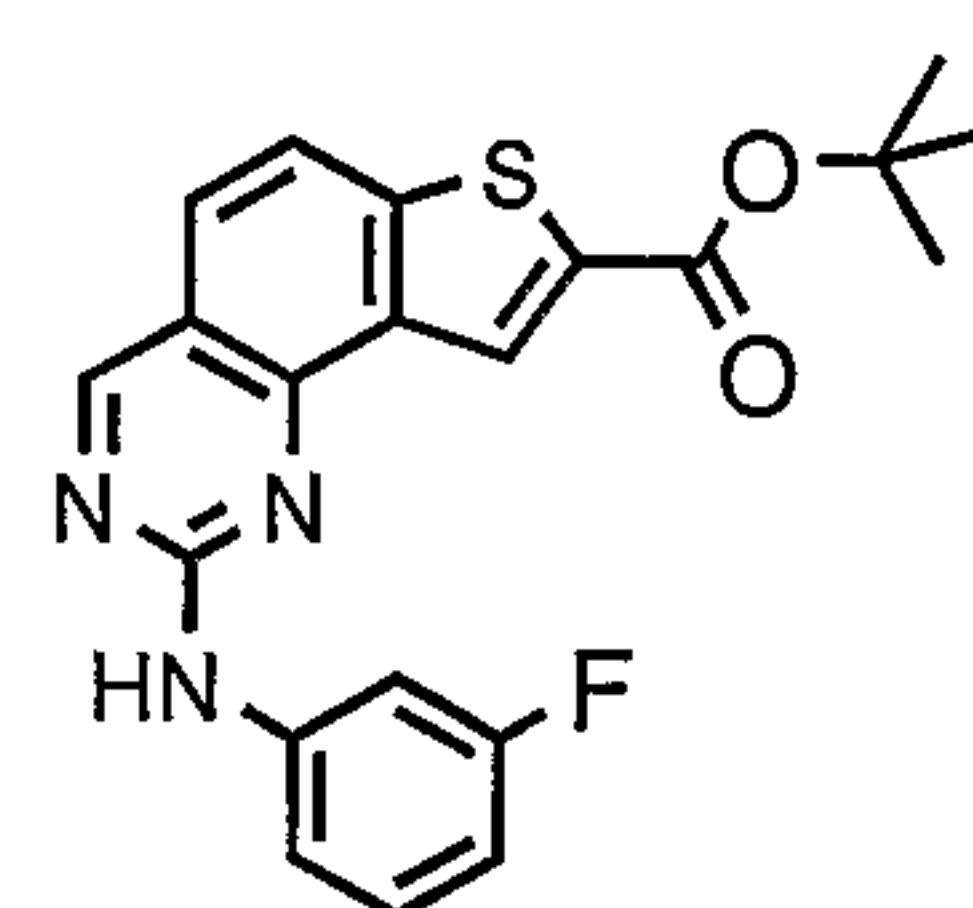
V-29



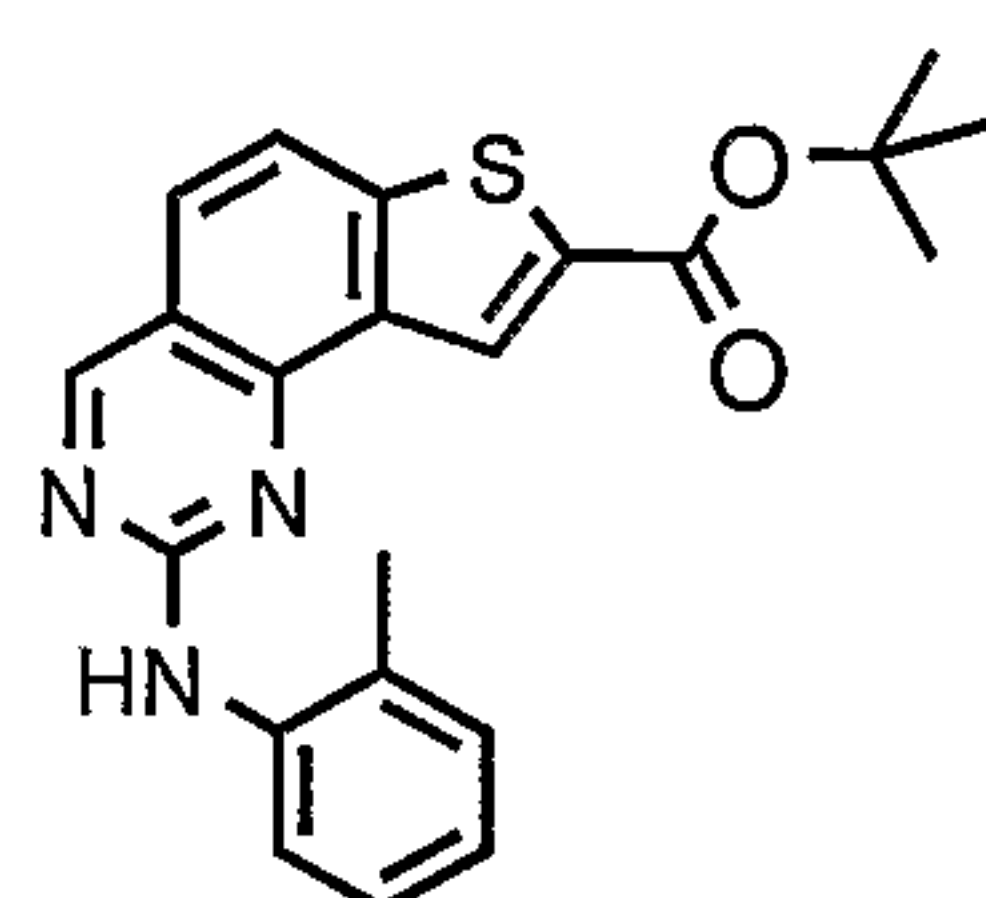
V-30



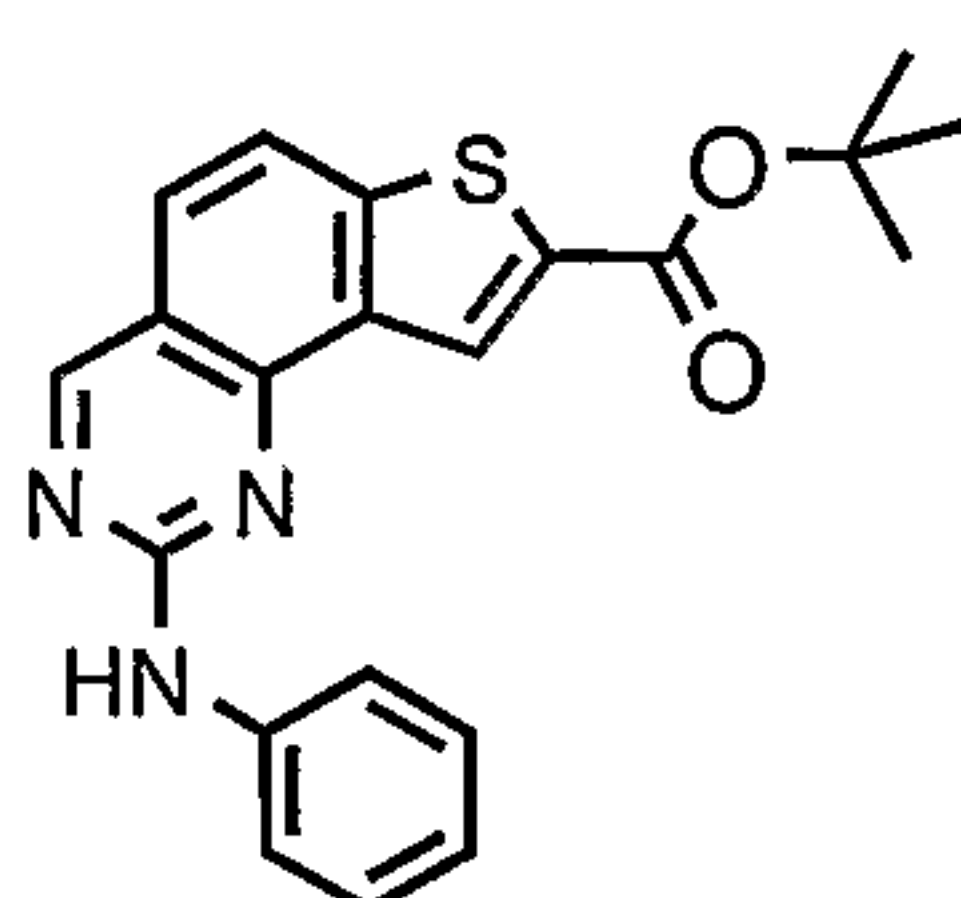
V-31



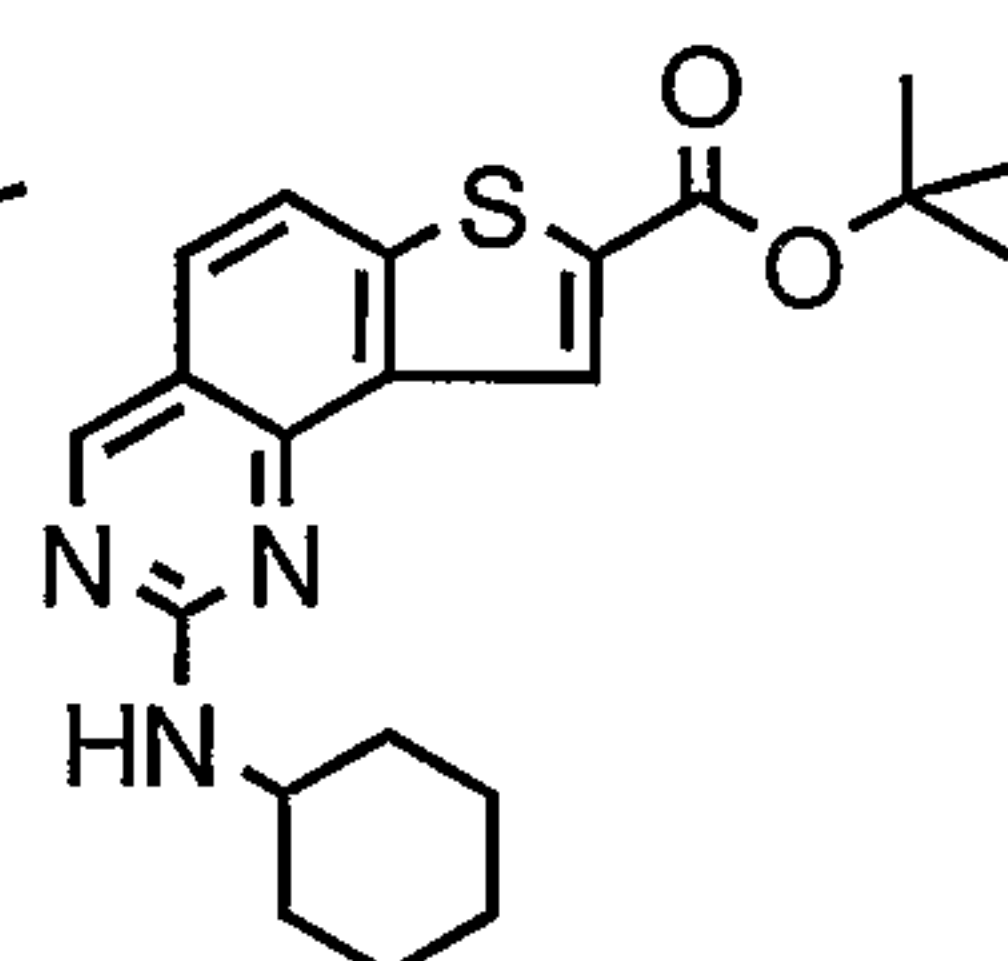
V-32



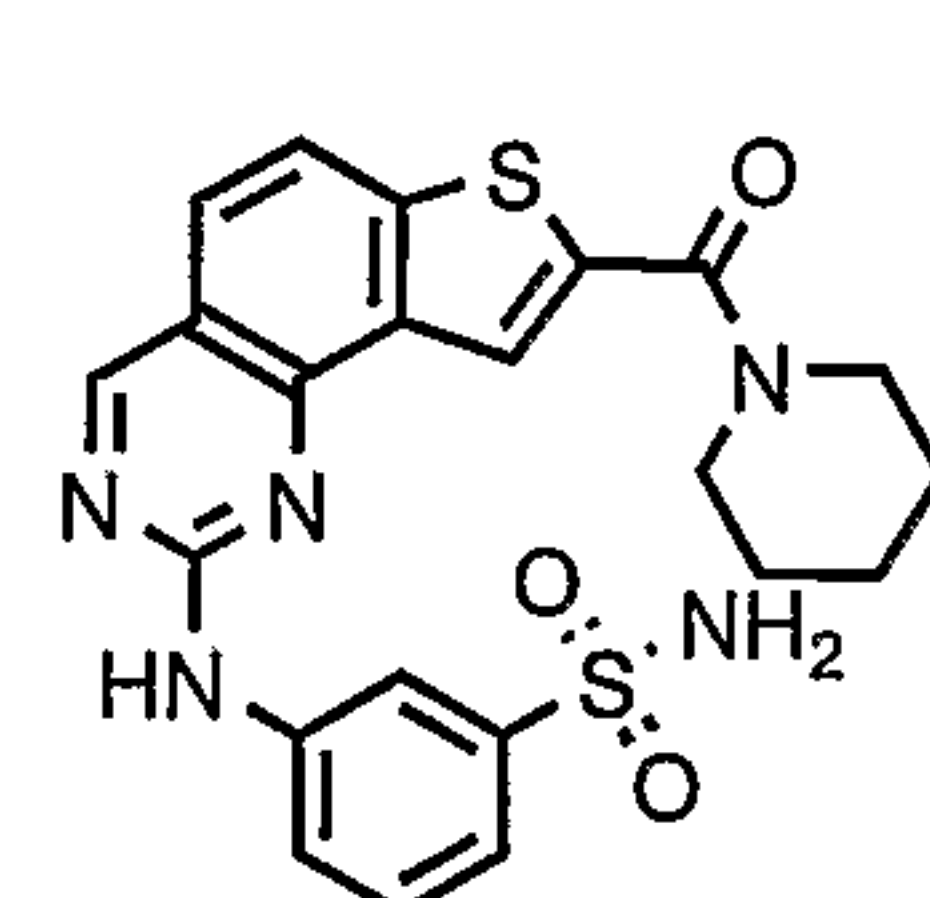
V-33



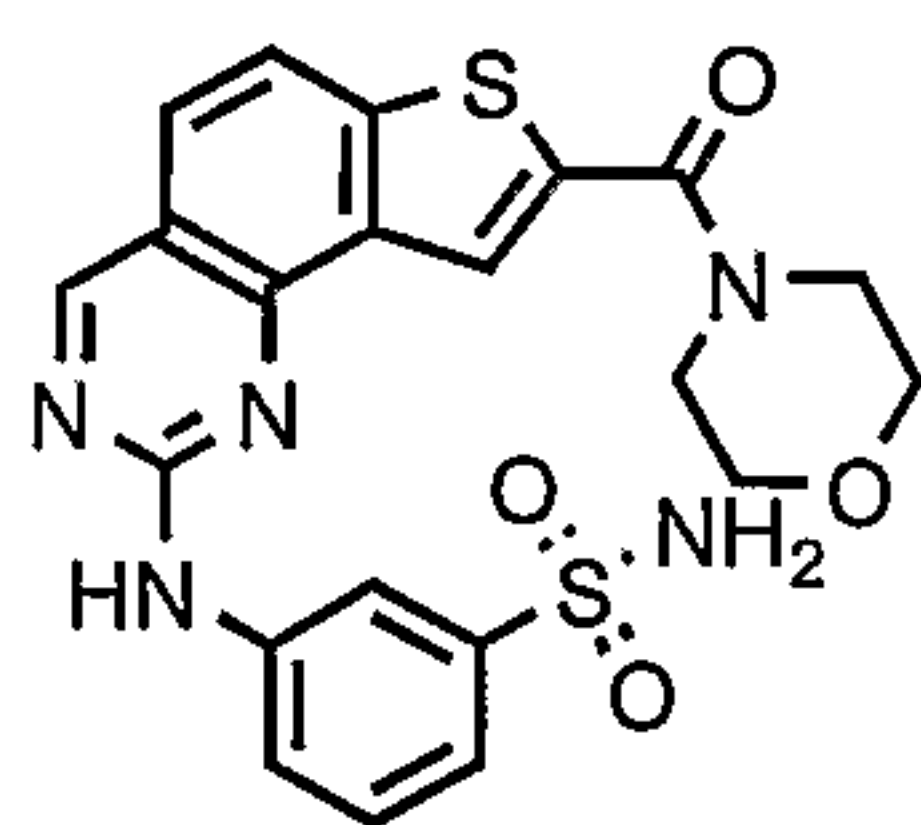
V-34



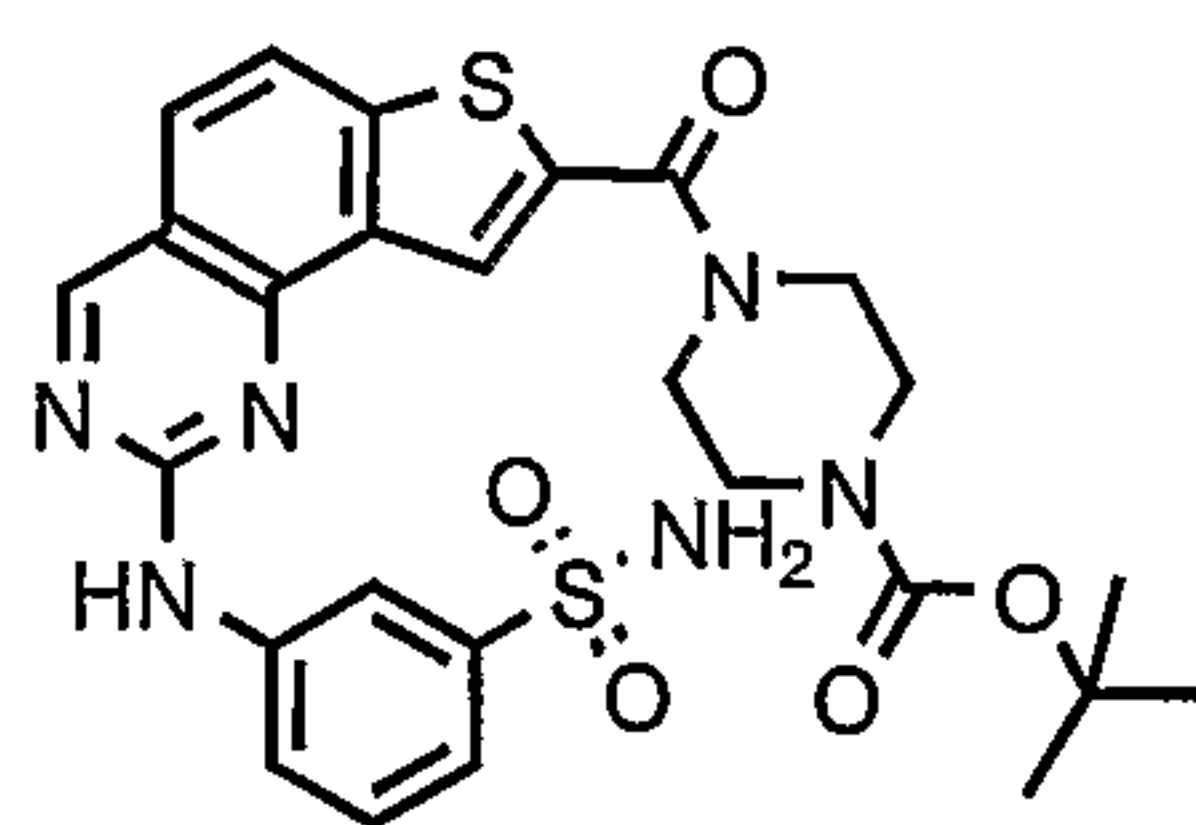
V-35



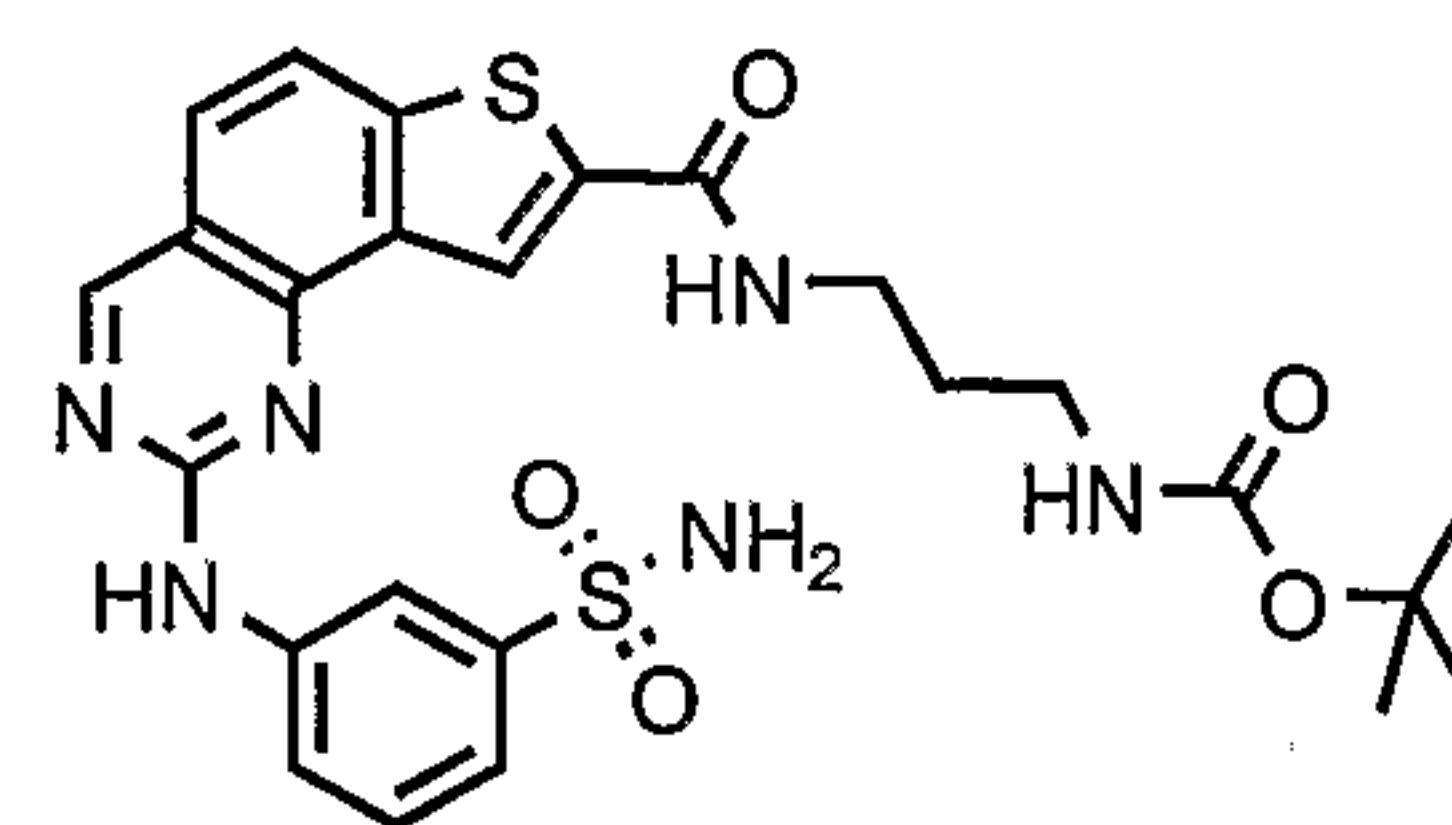
V-36



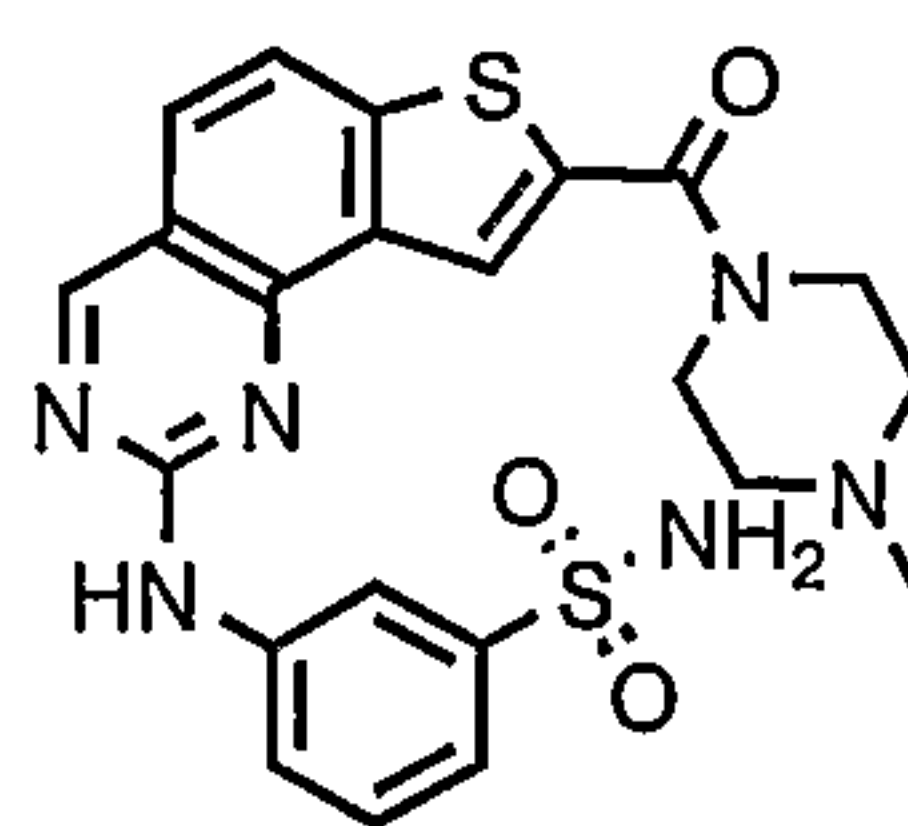
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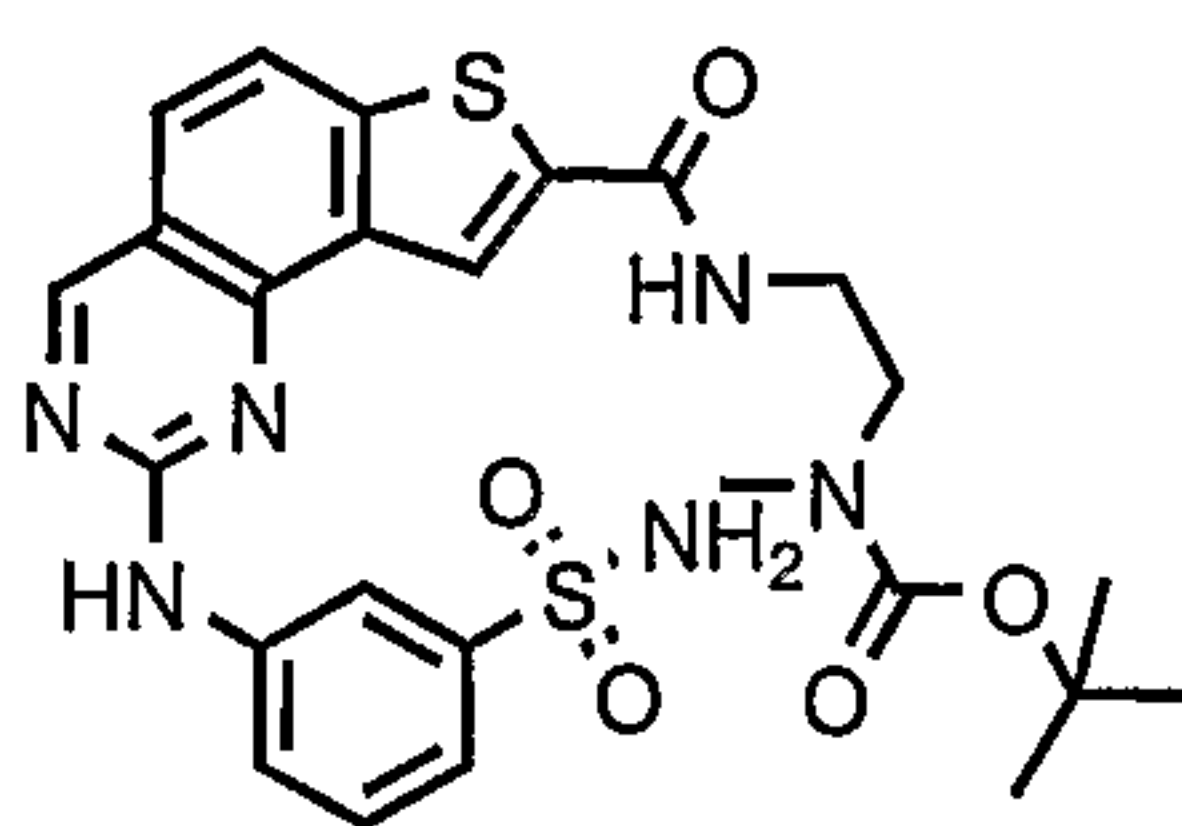
V-38



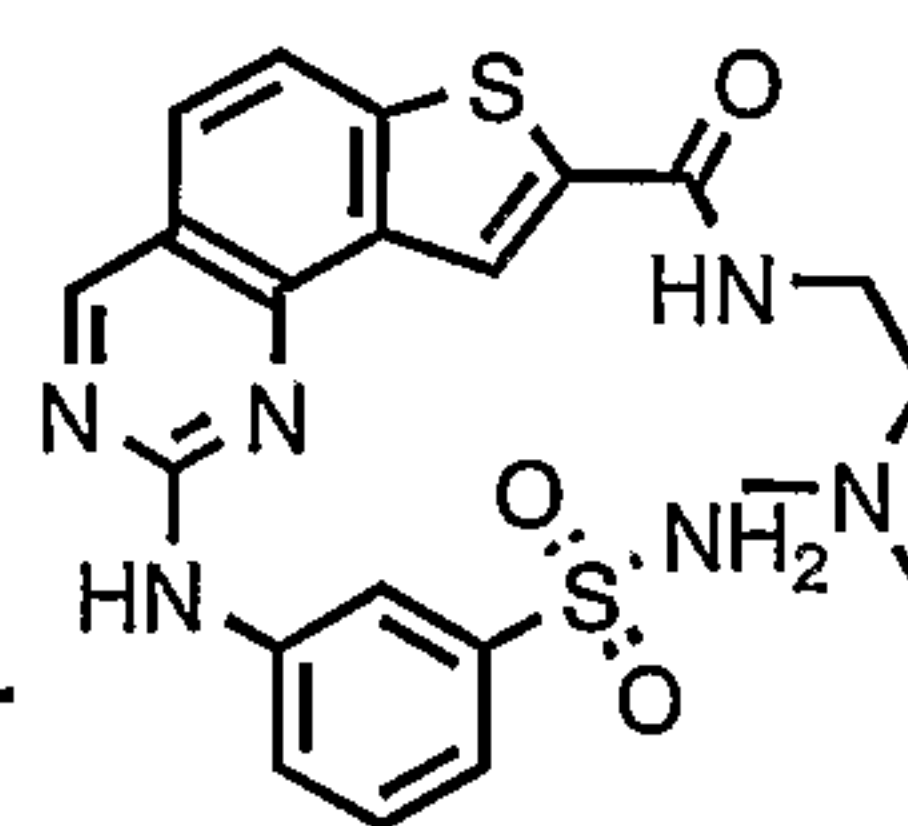
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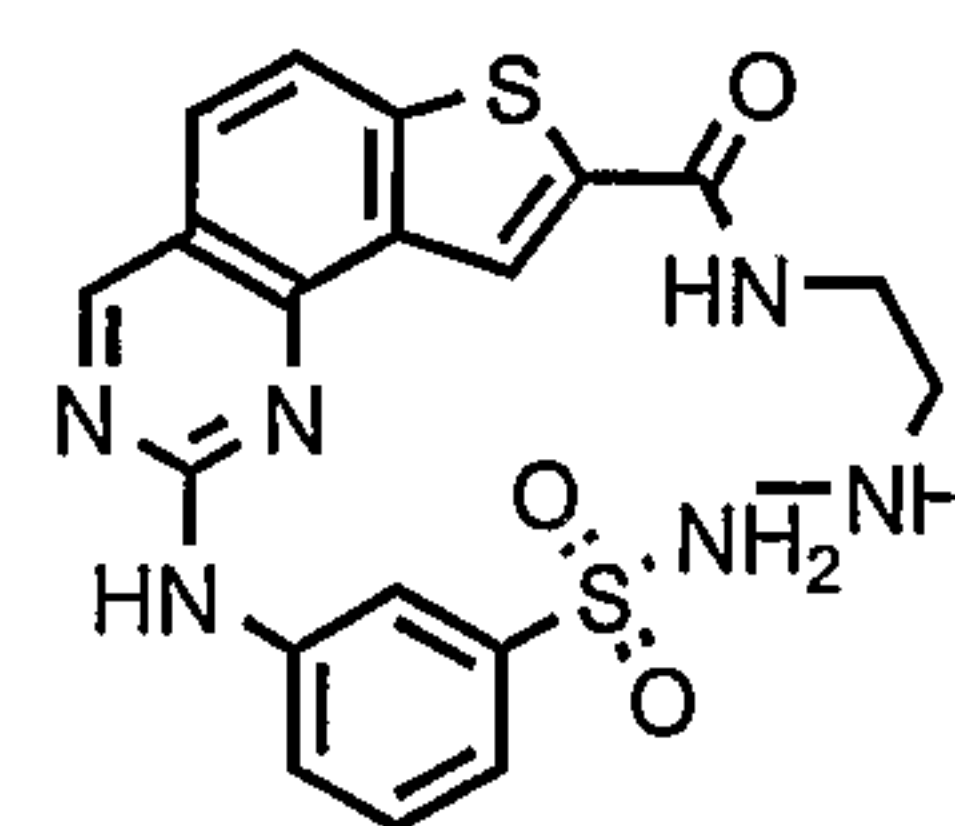
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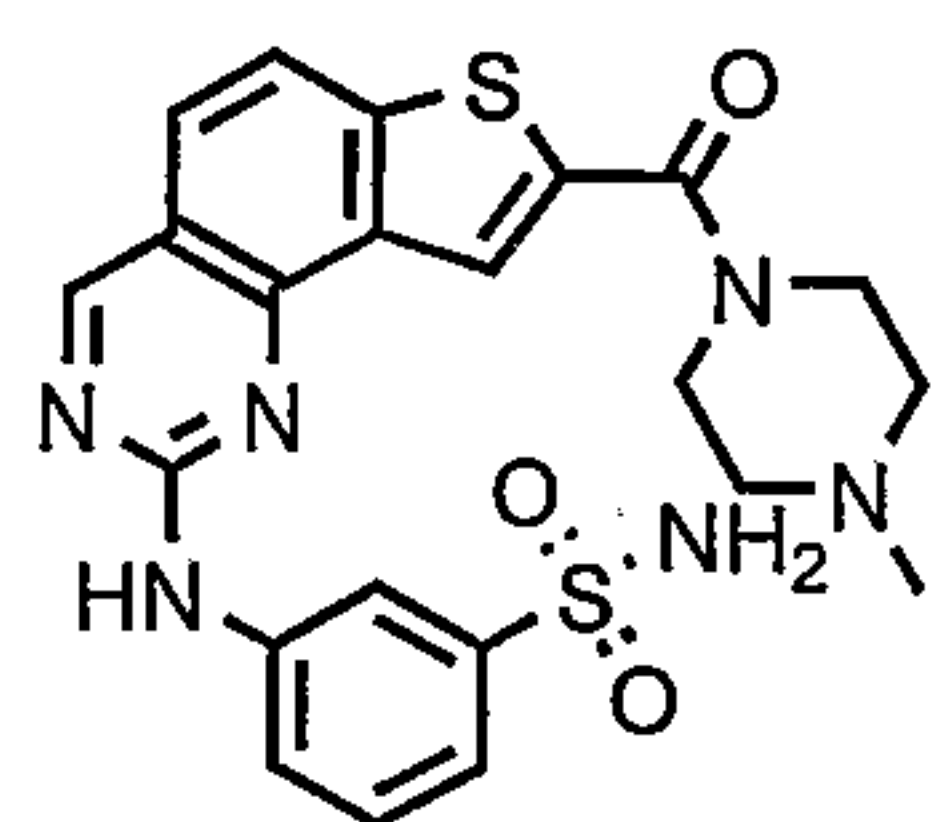
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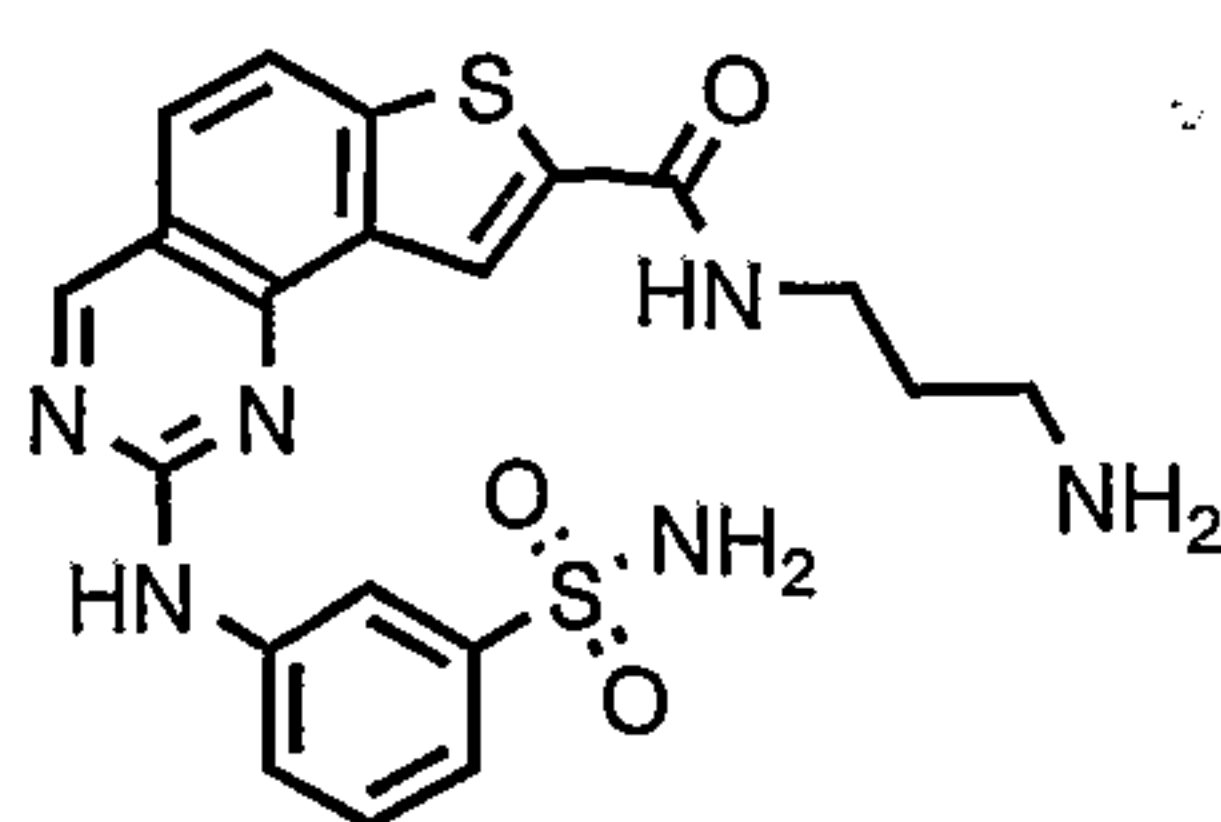
V-42



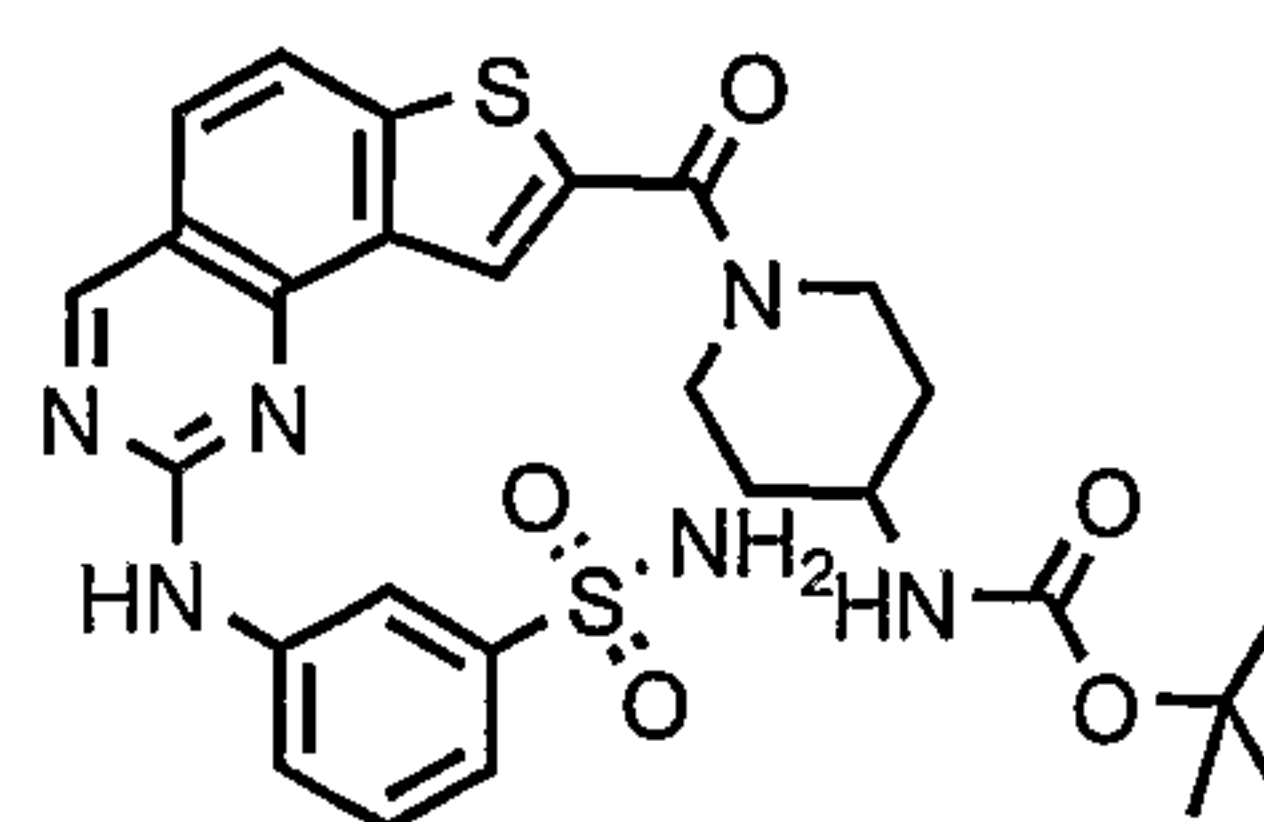
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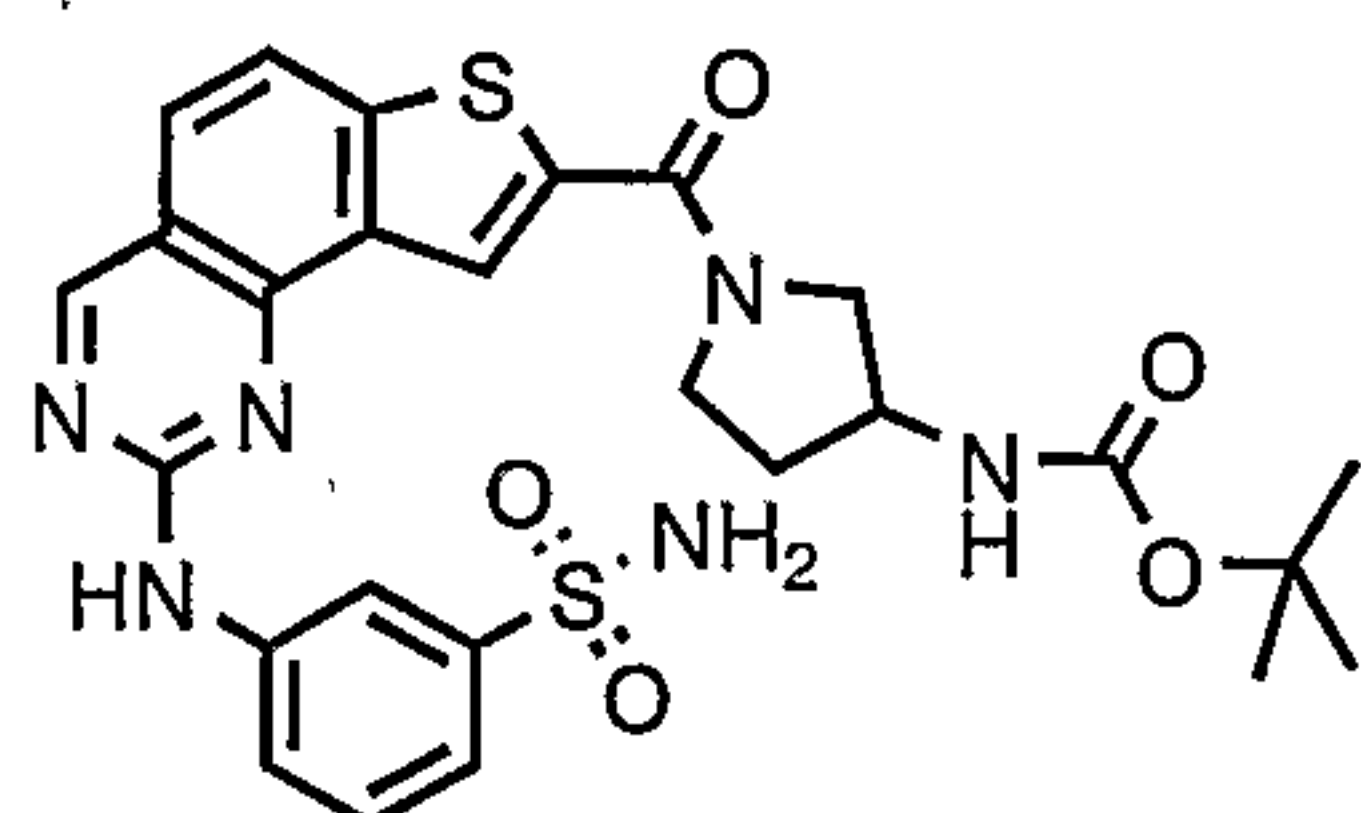
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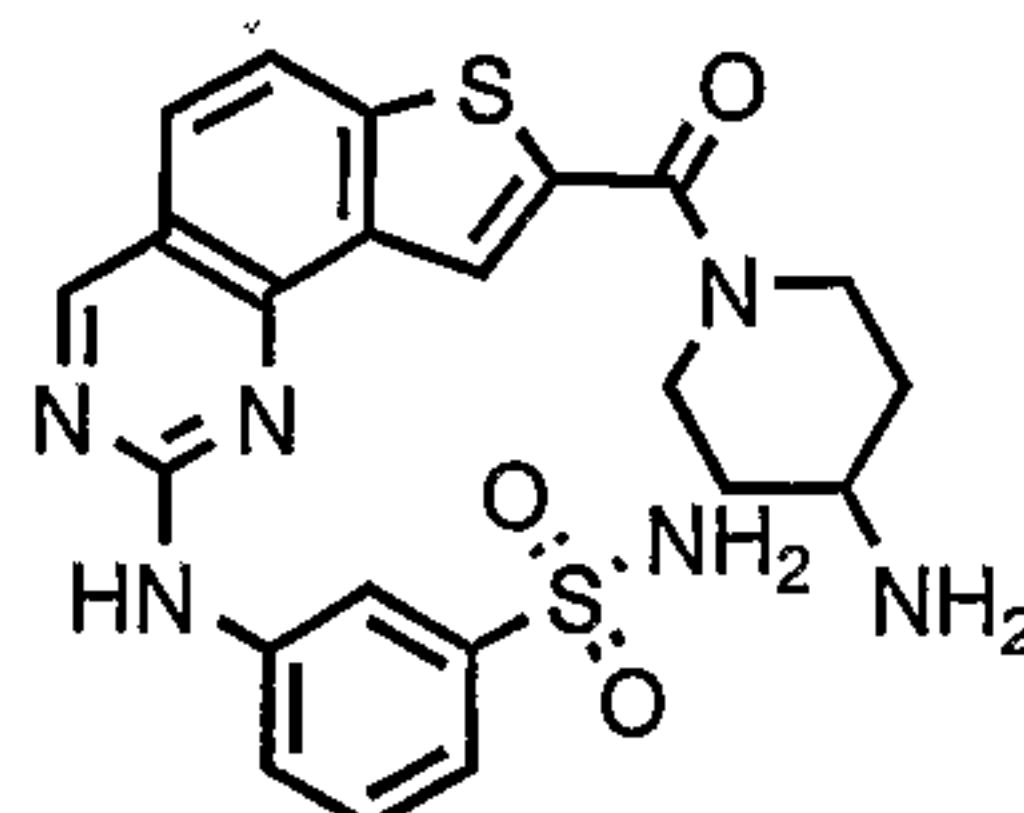
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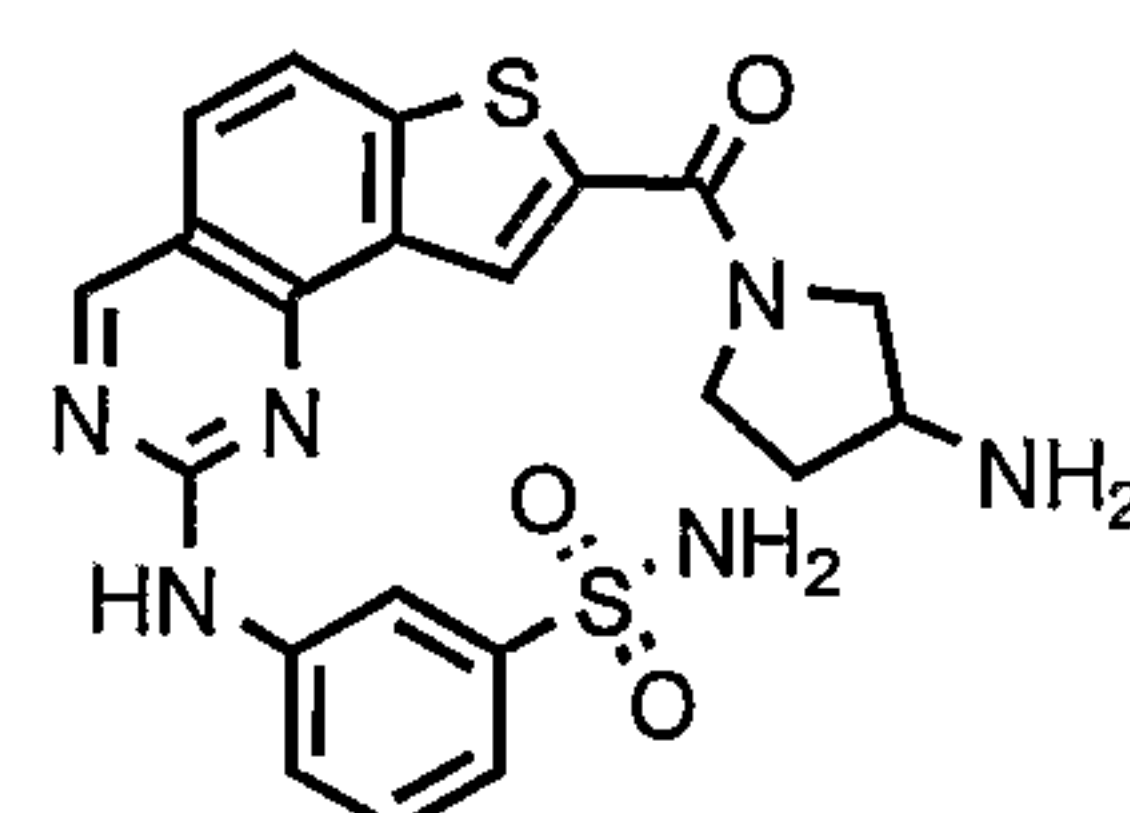
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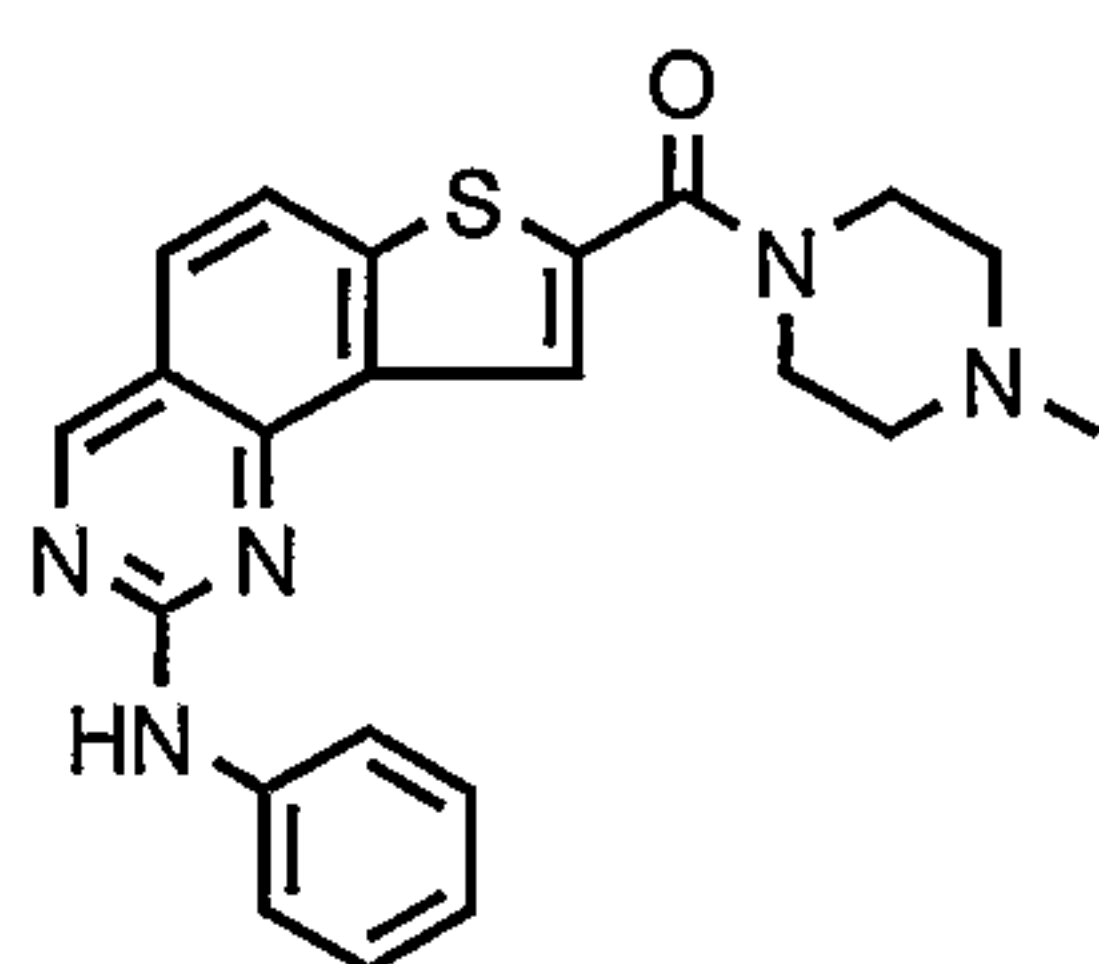
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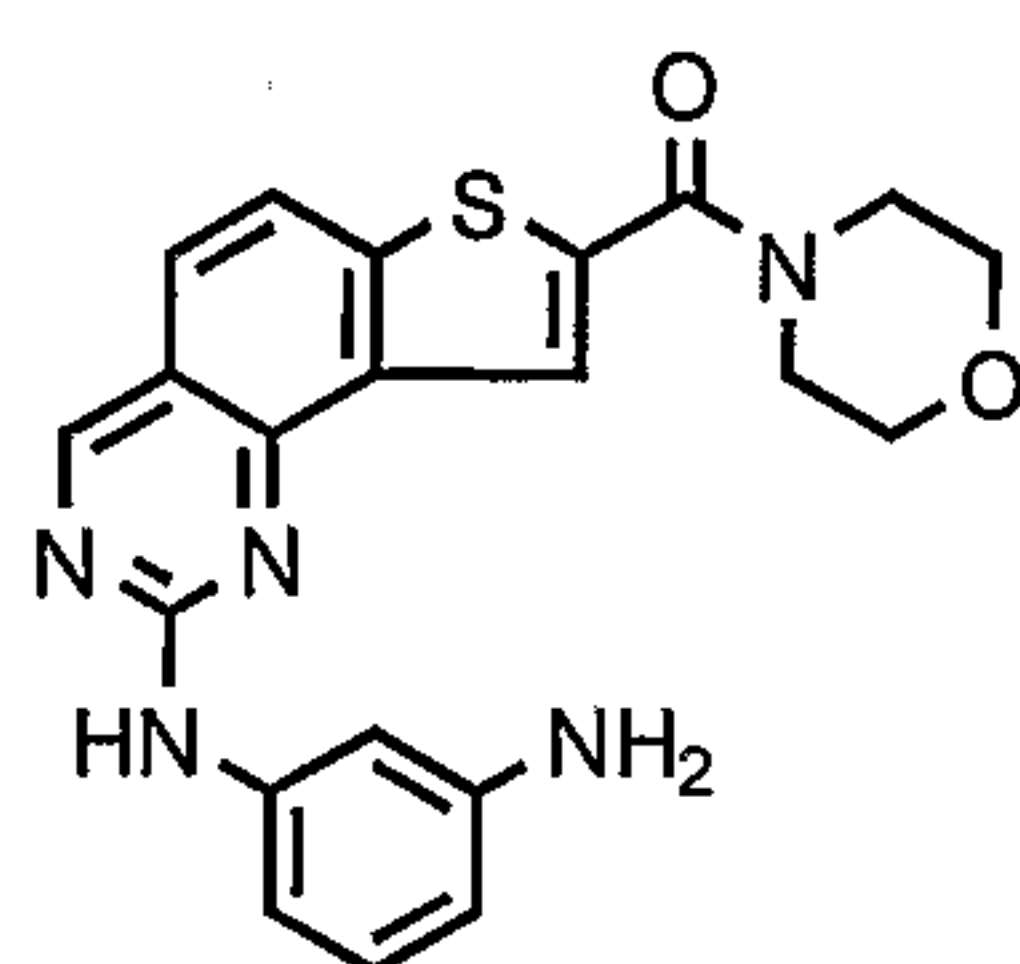
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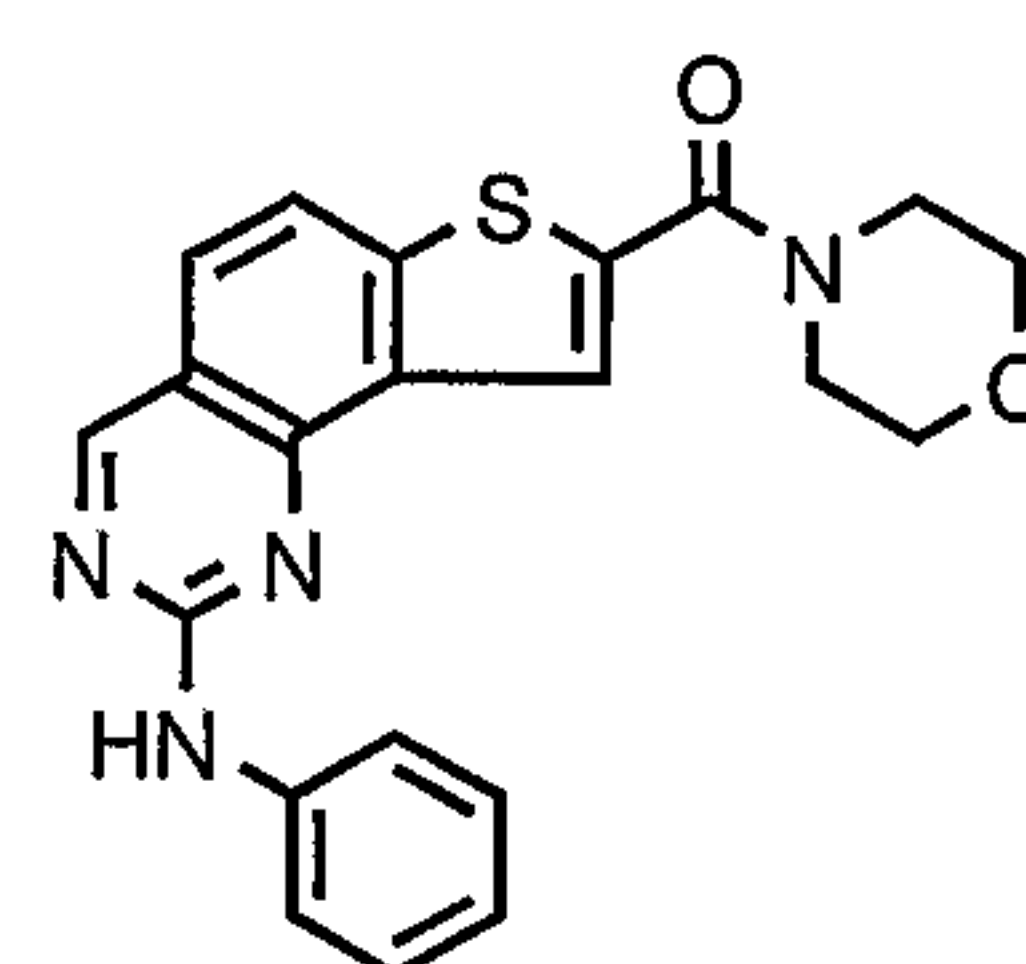
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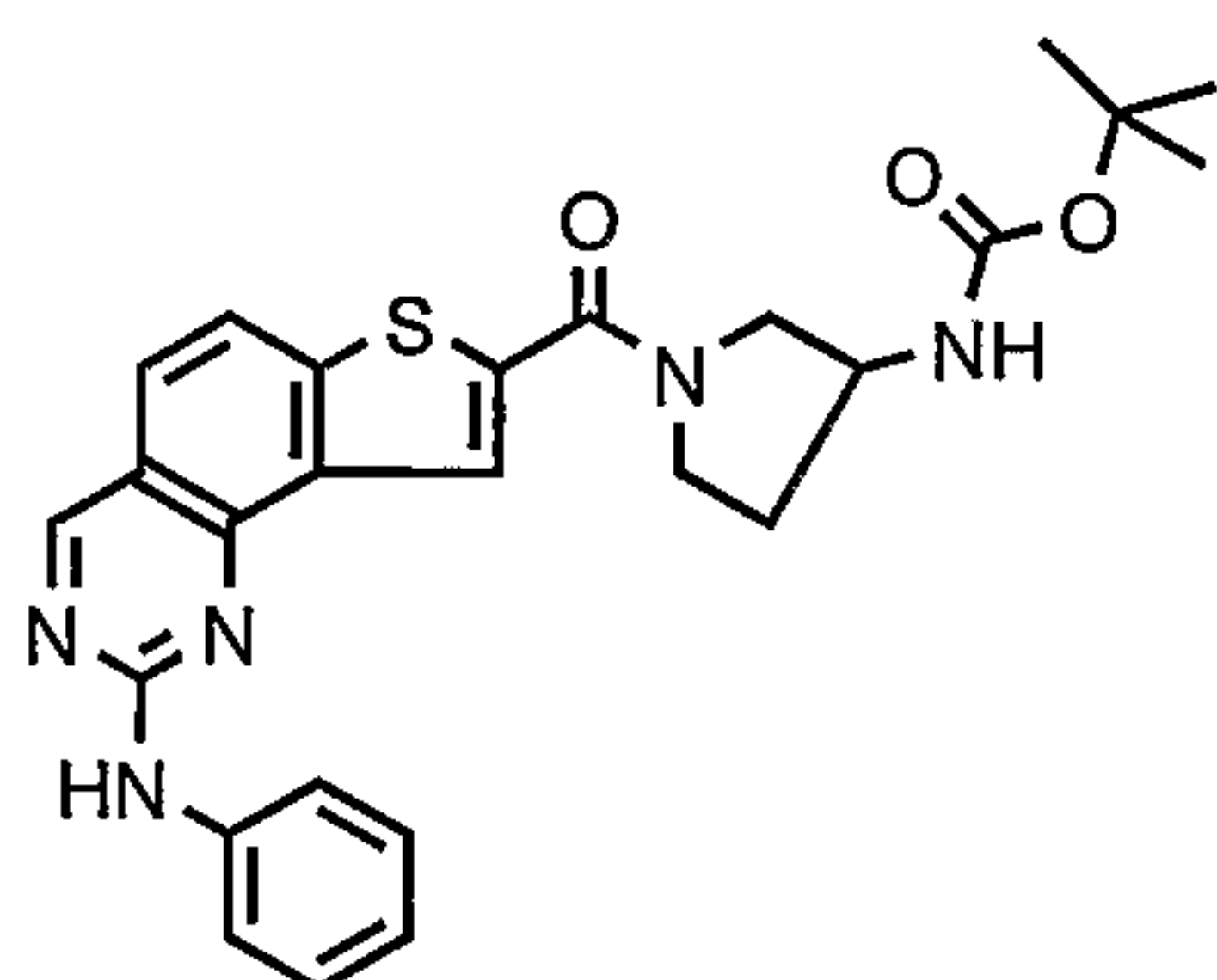
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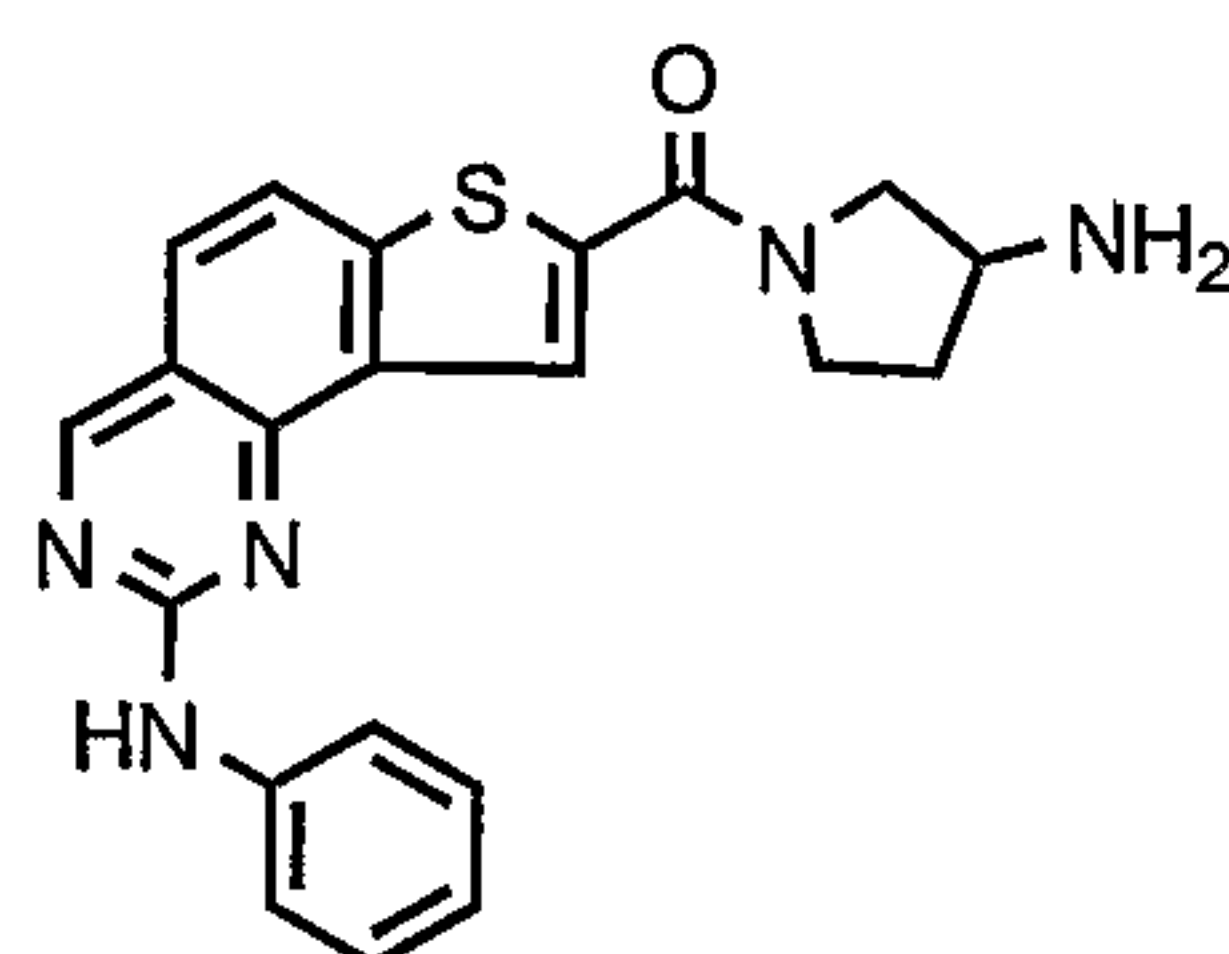
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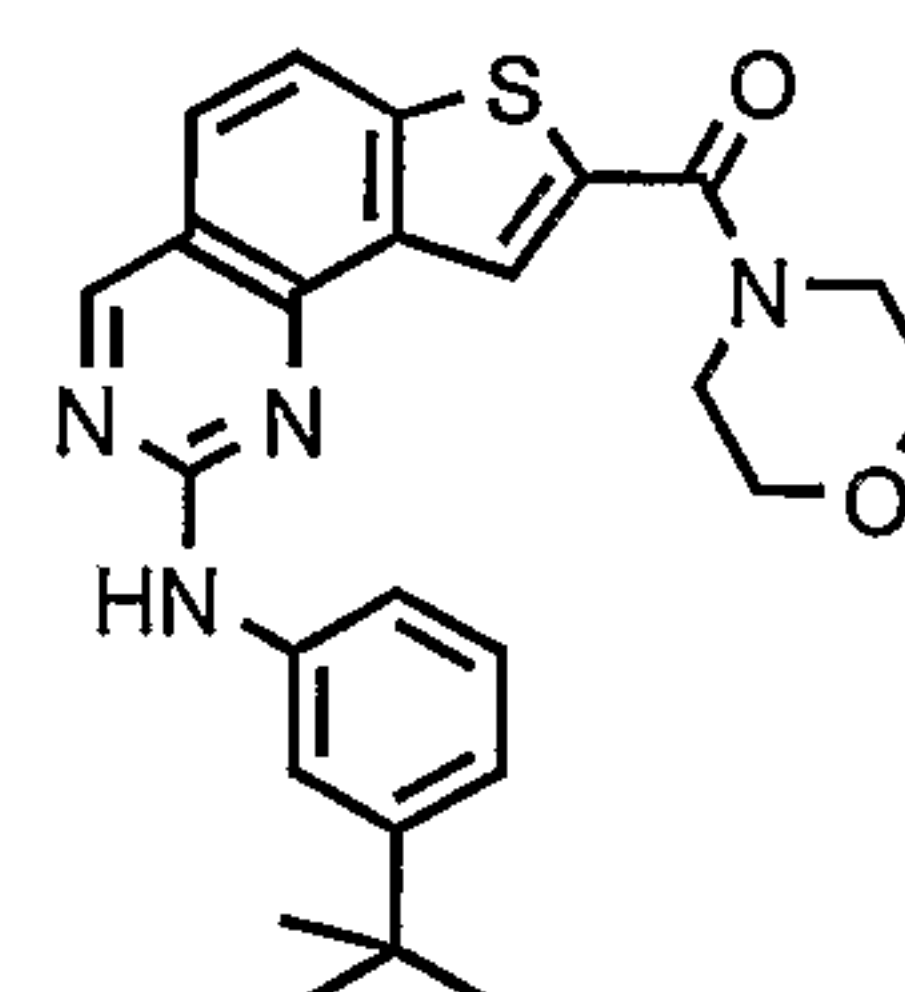
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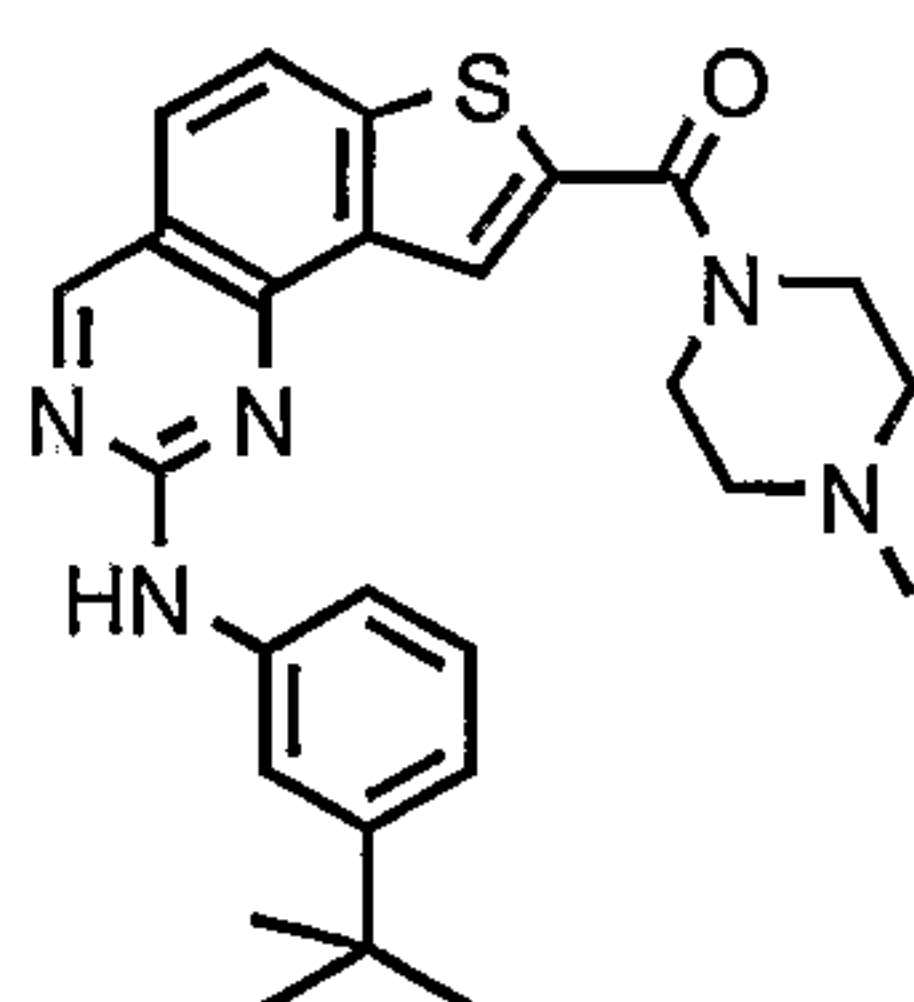
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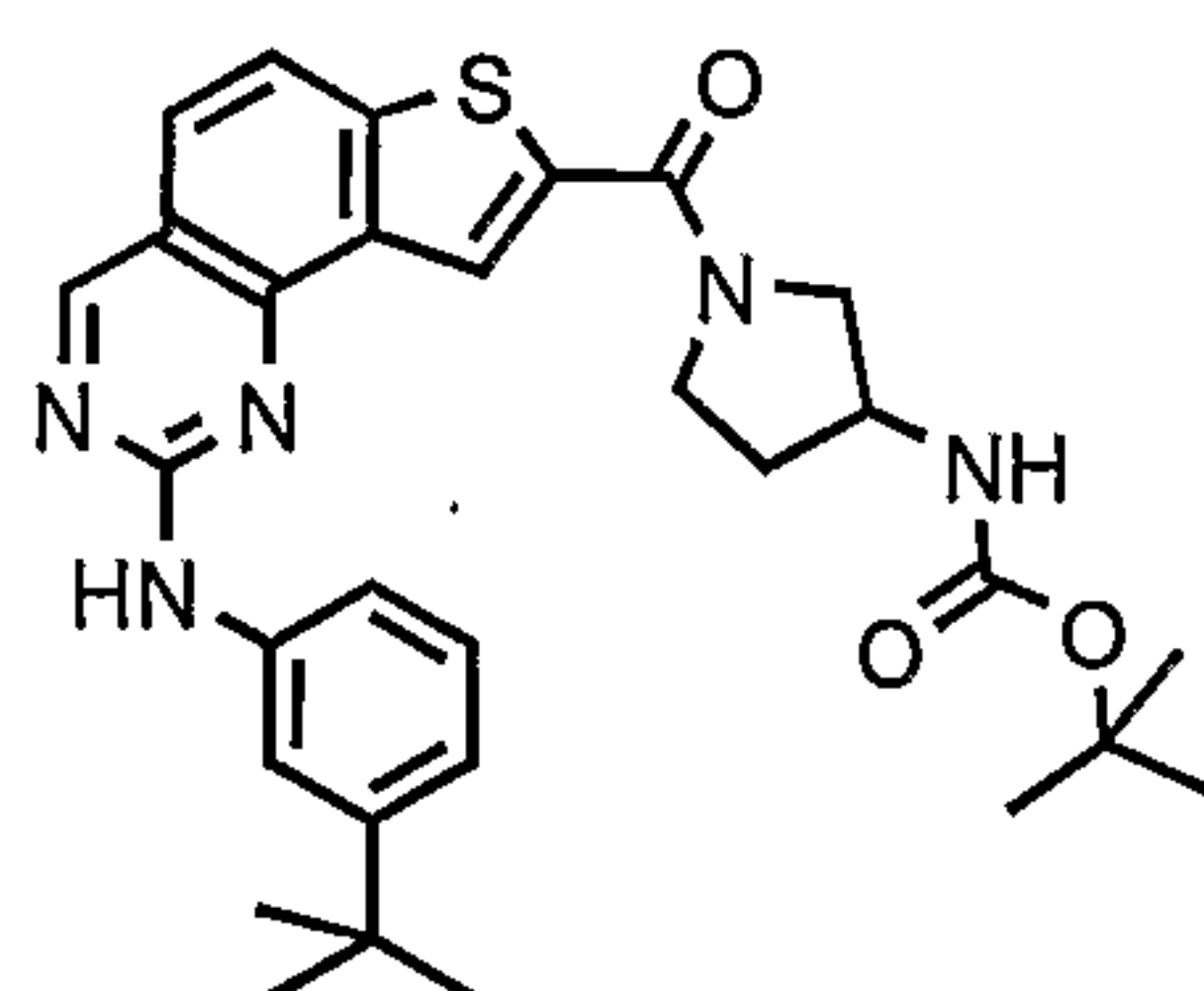
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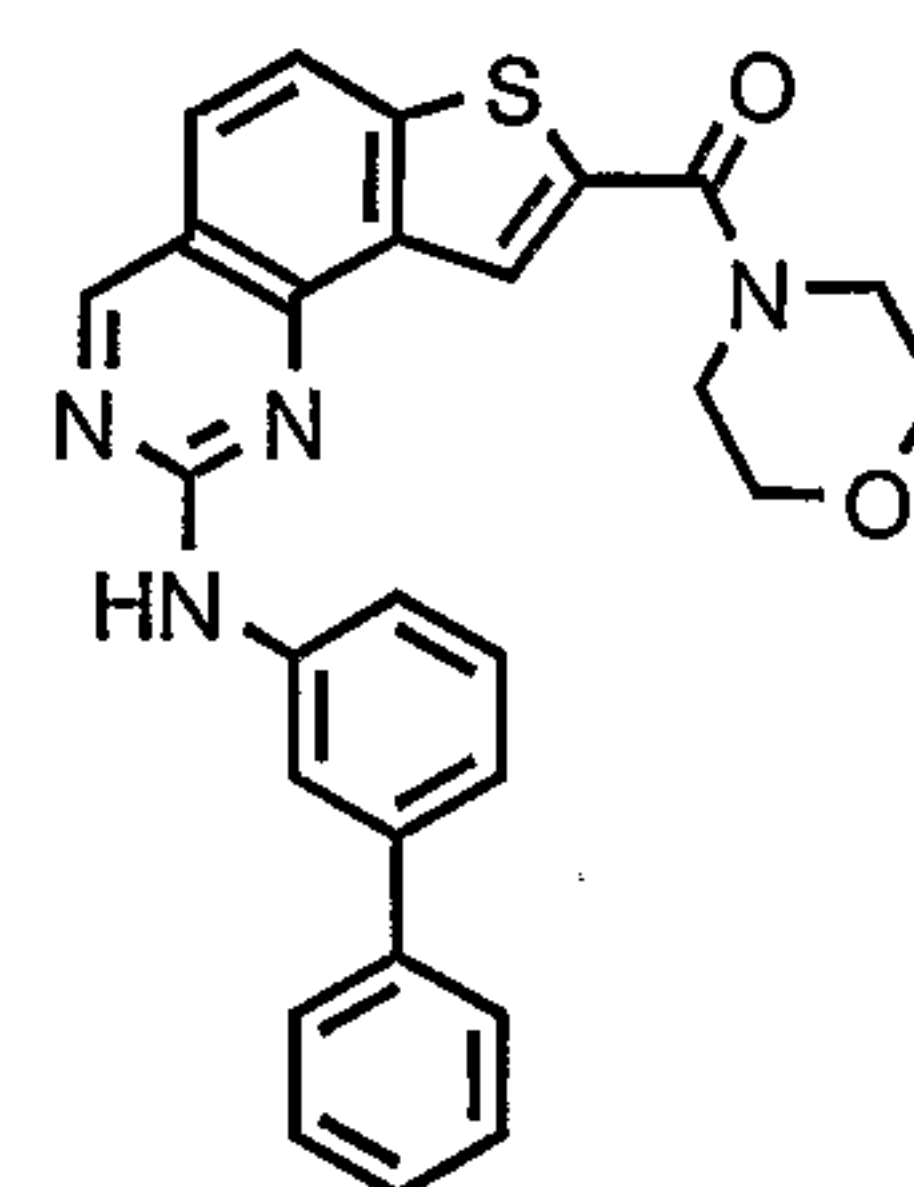
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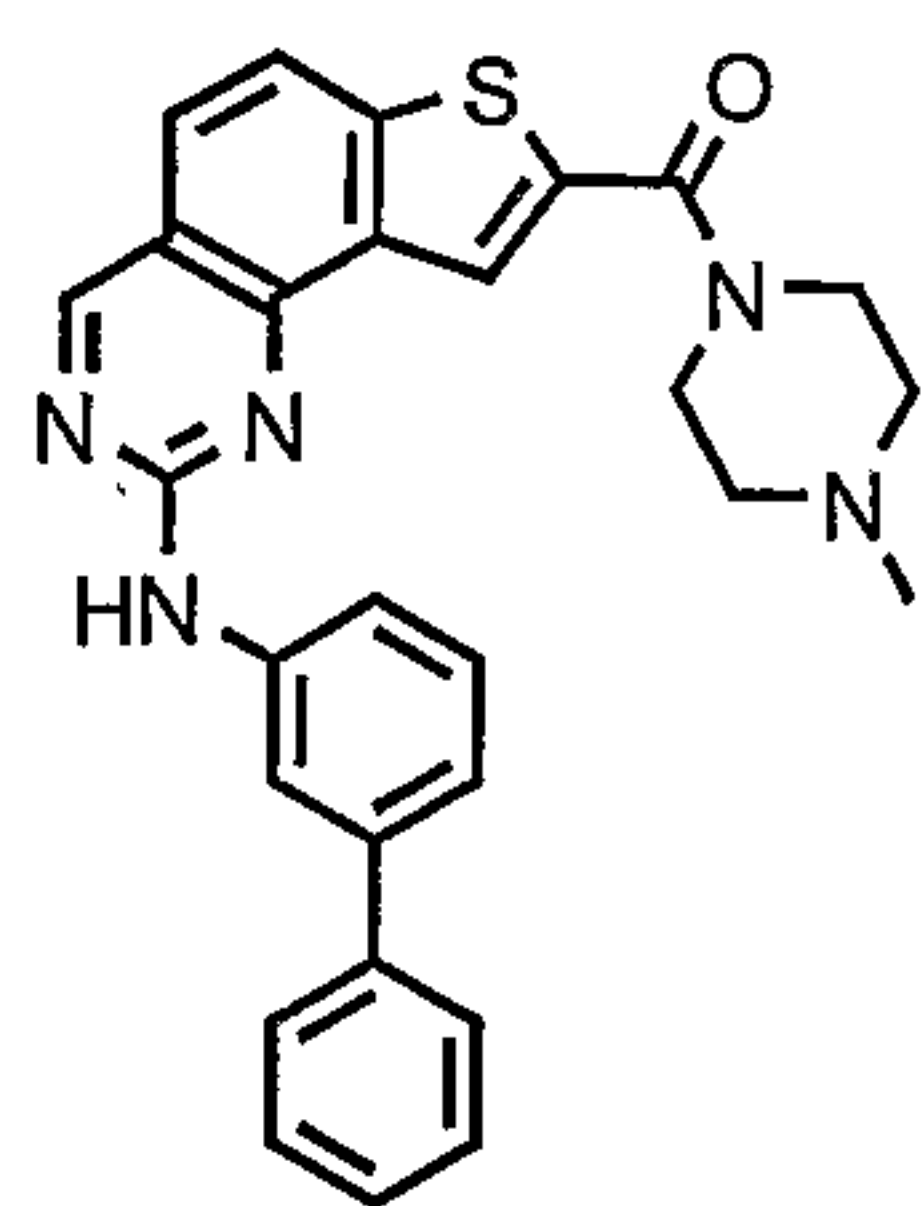
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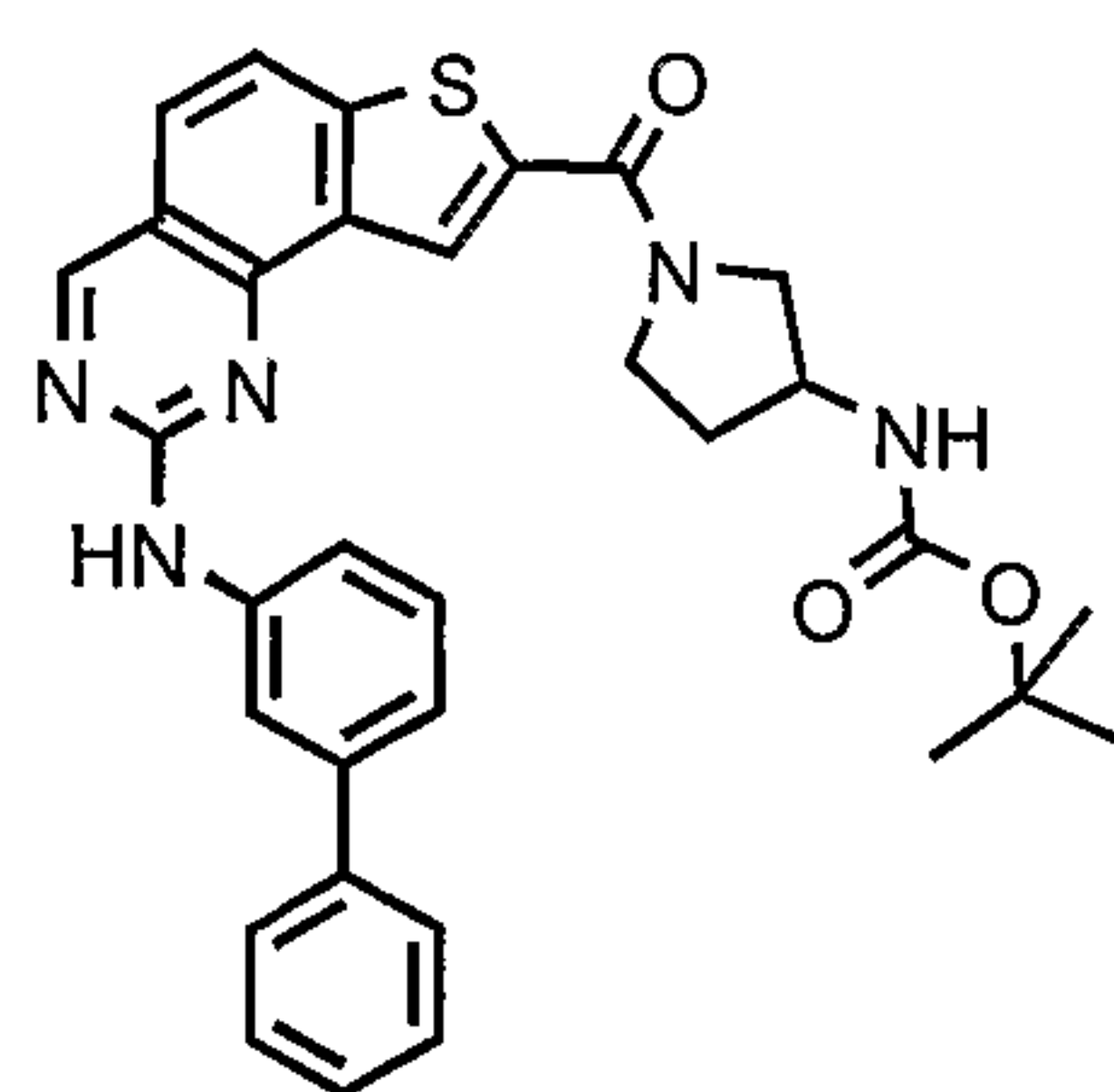
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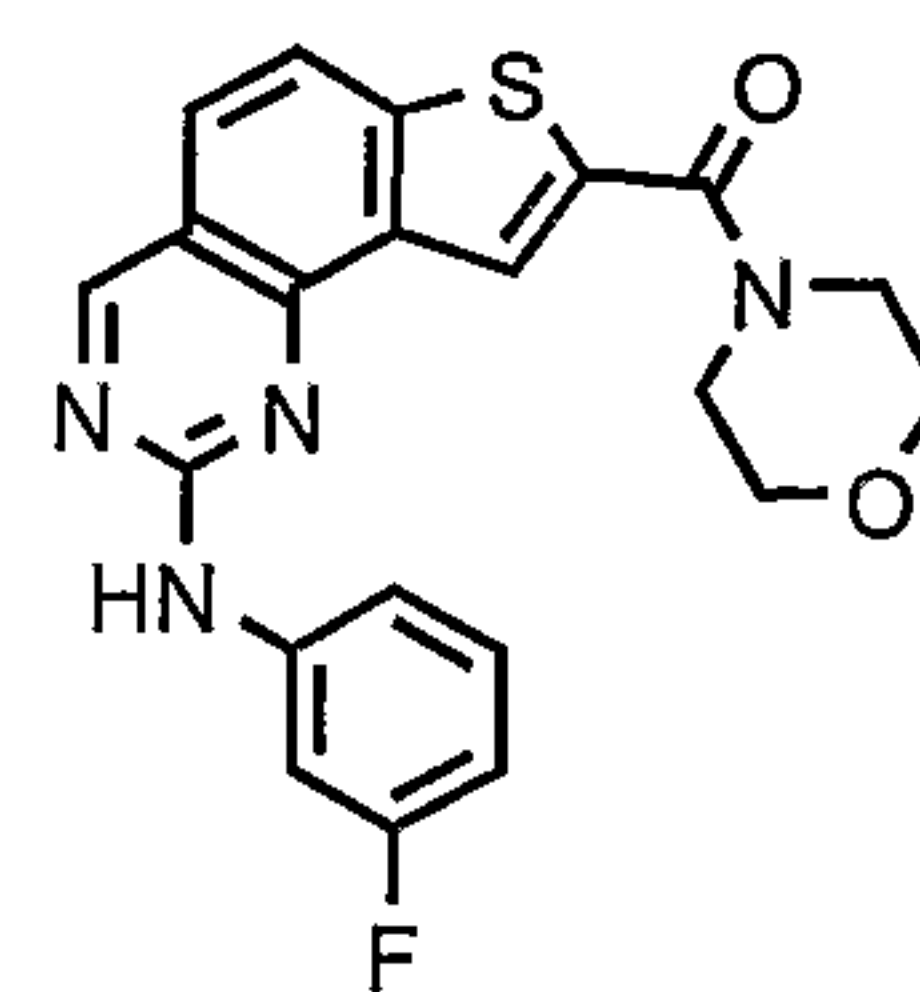
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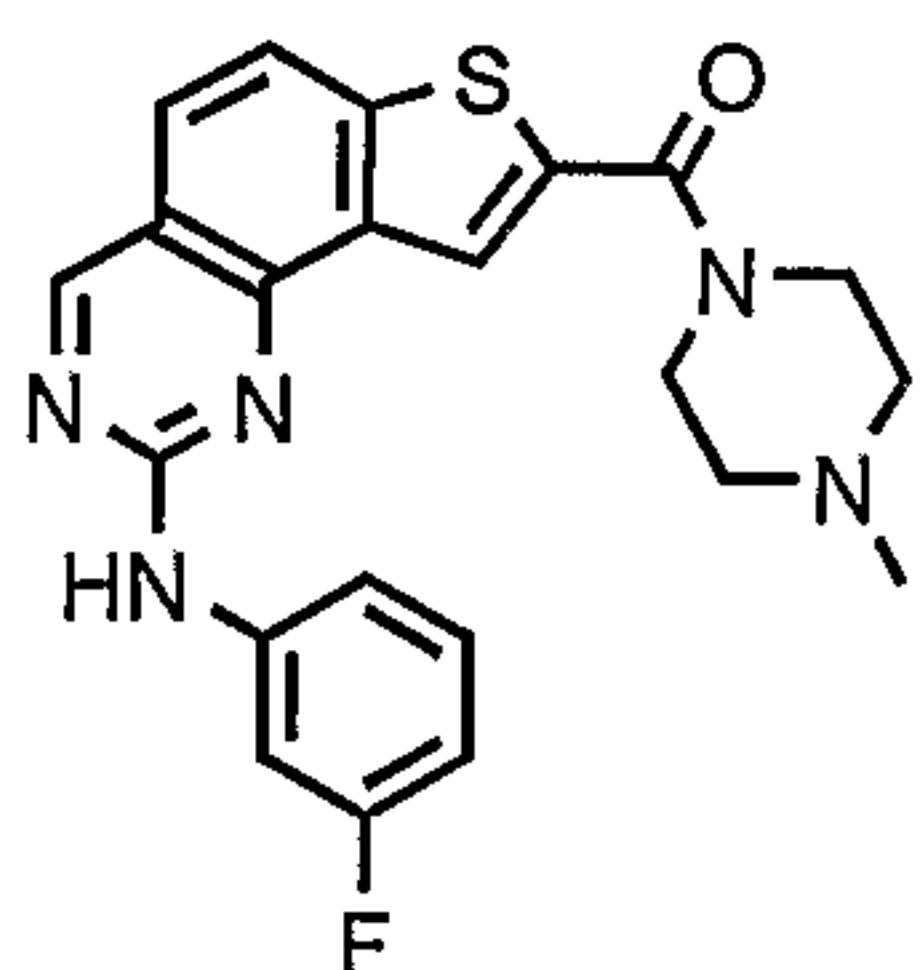
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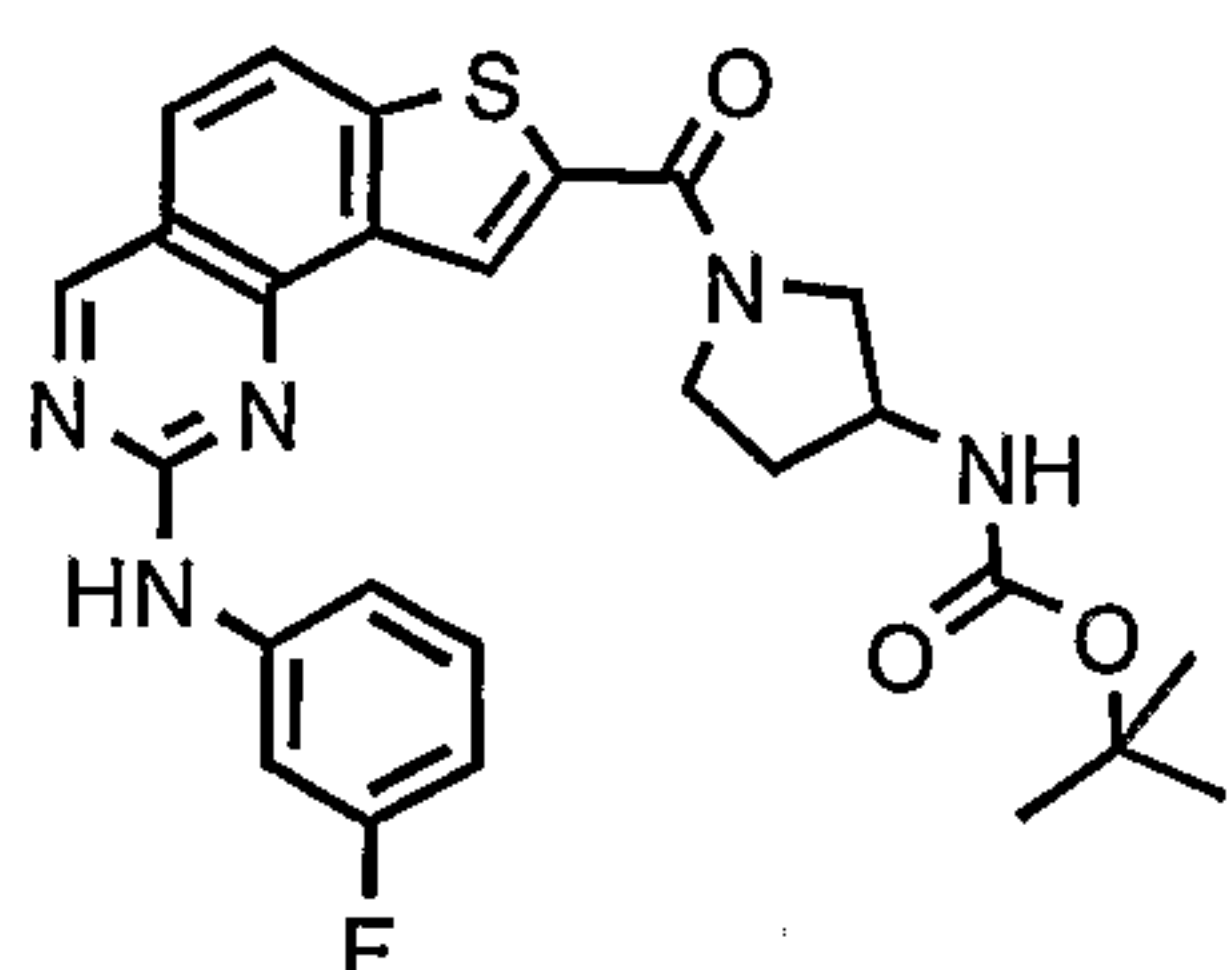
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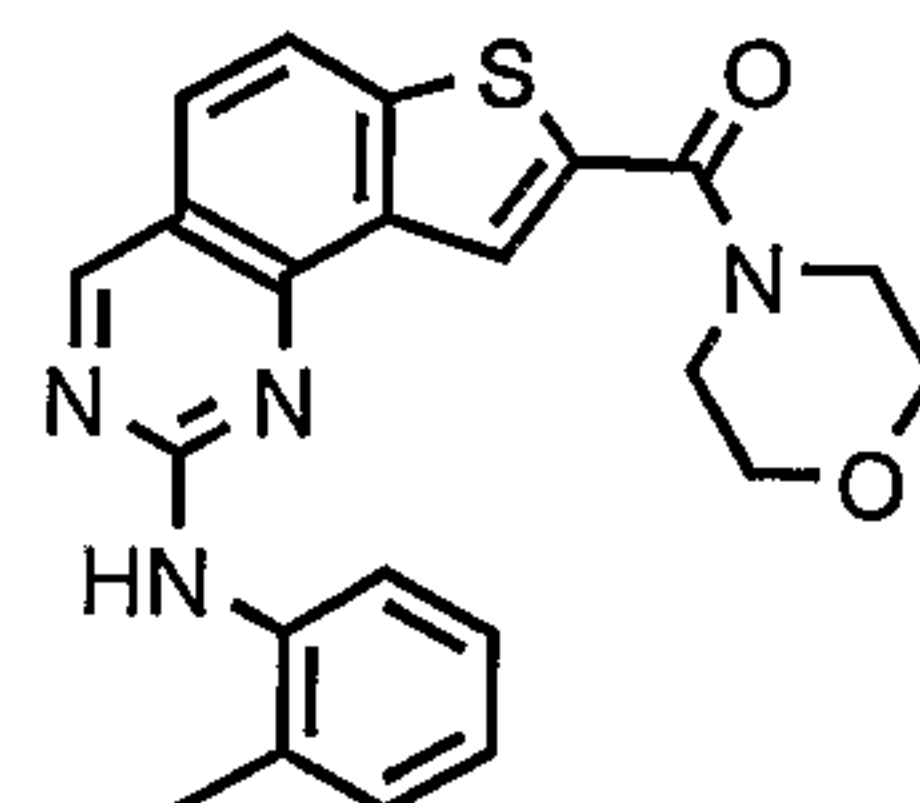
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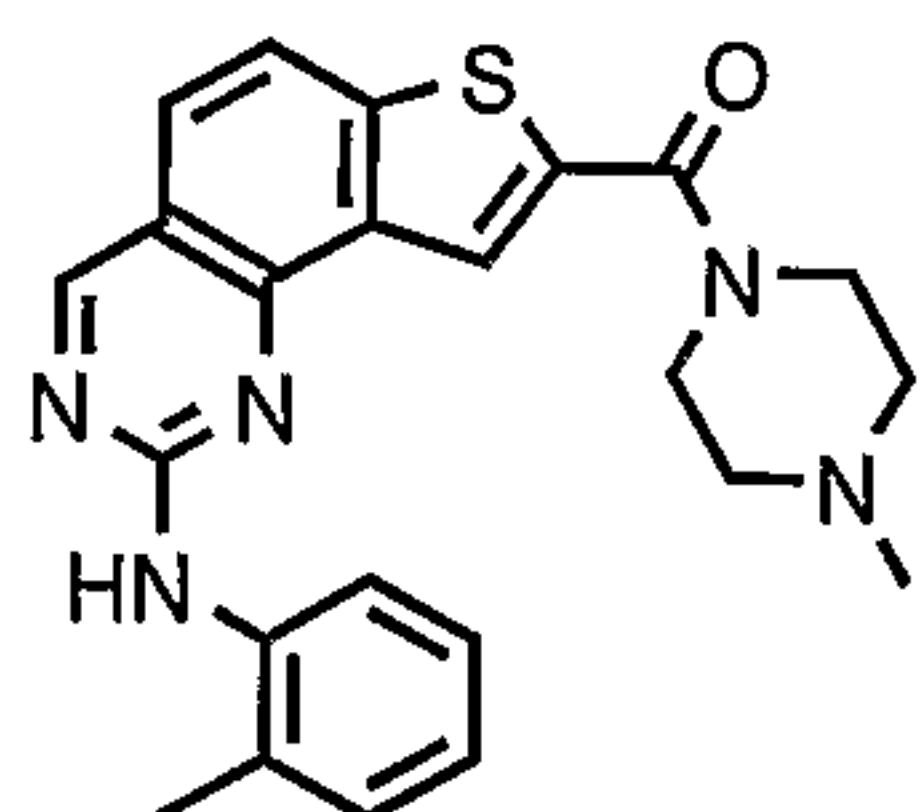
V-62



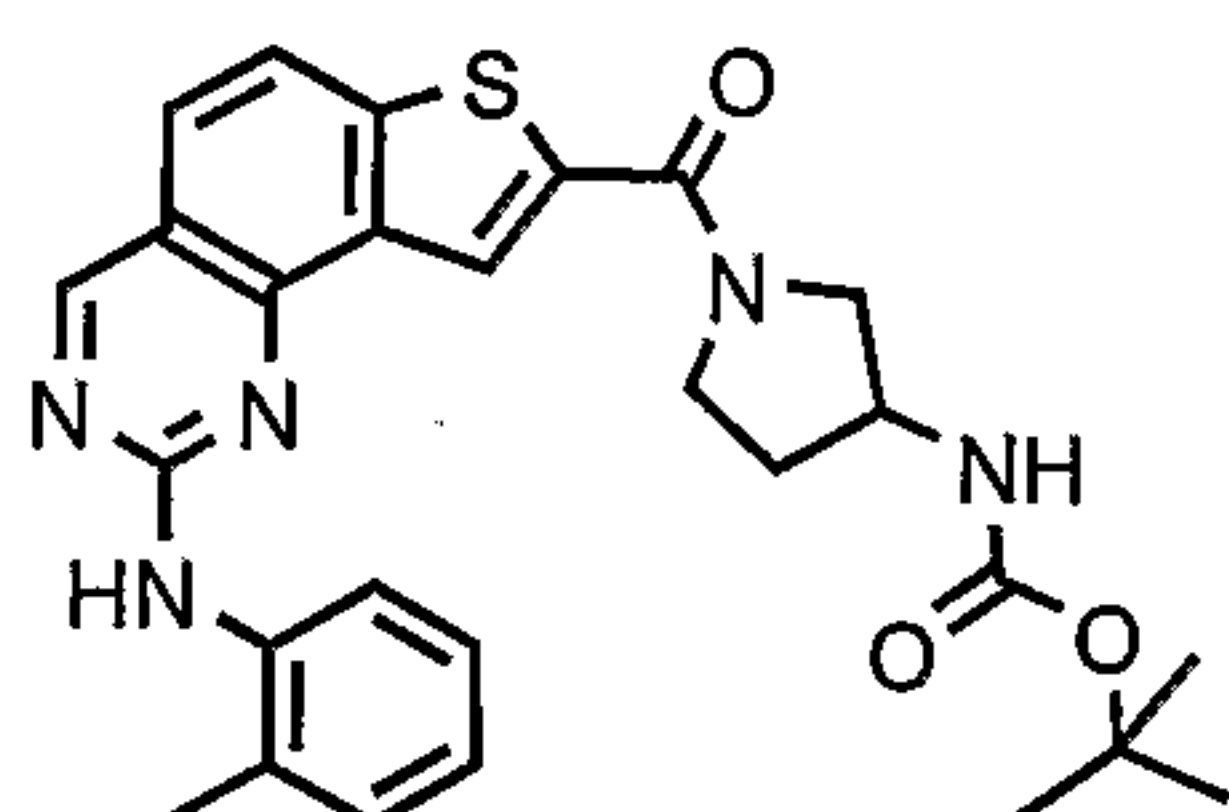
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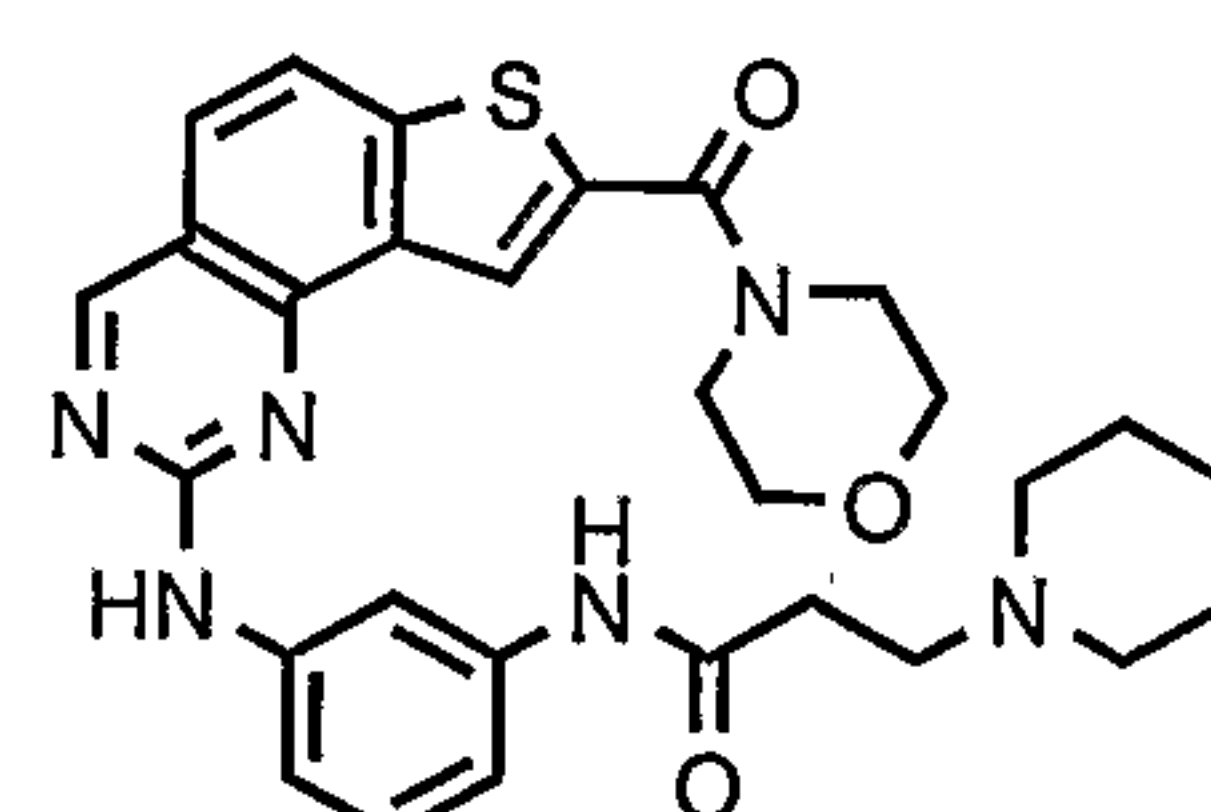
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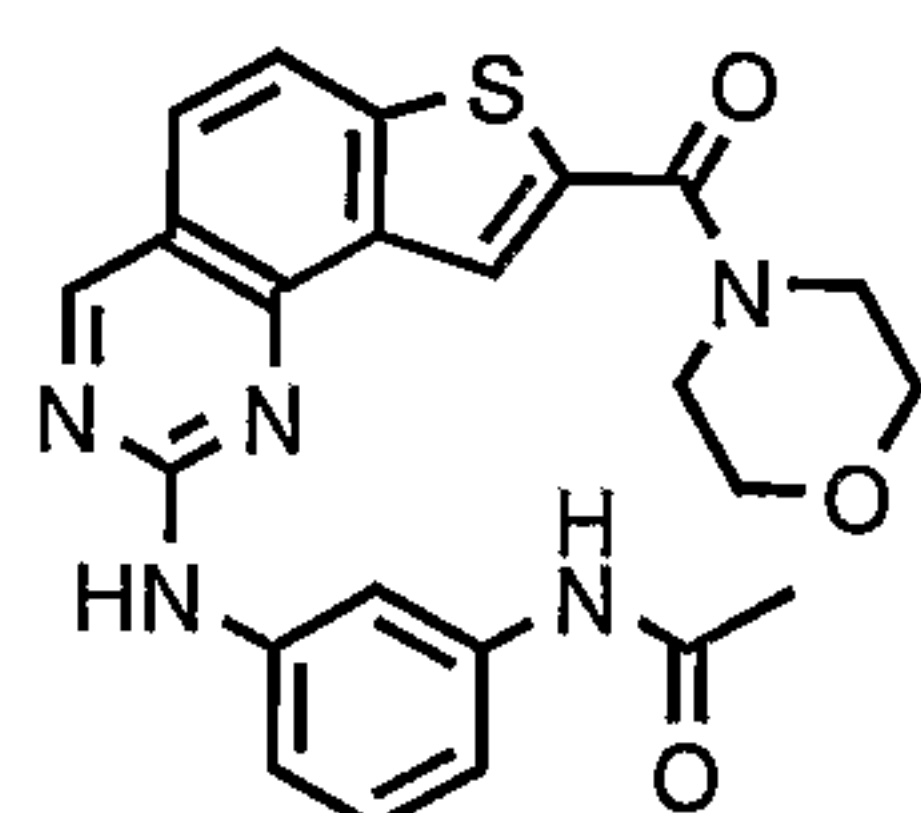
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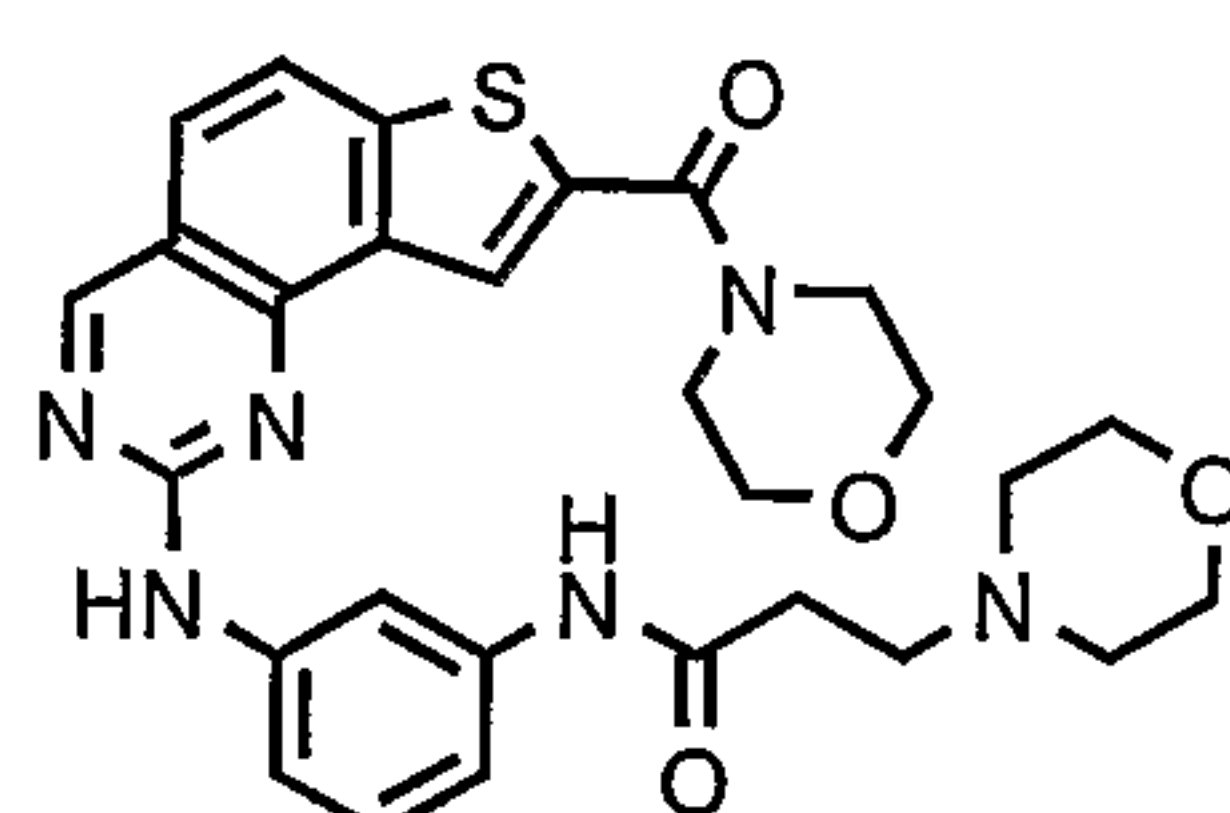
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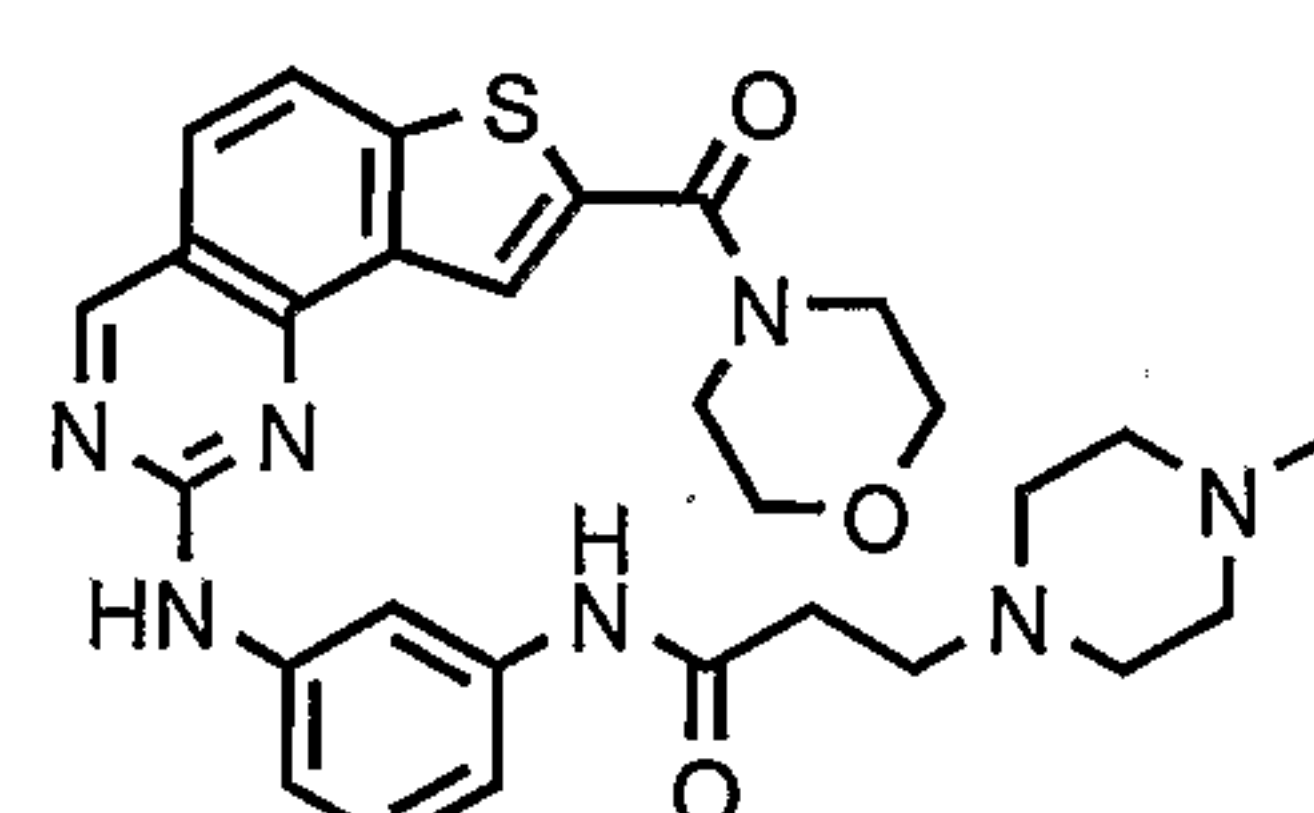
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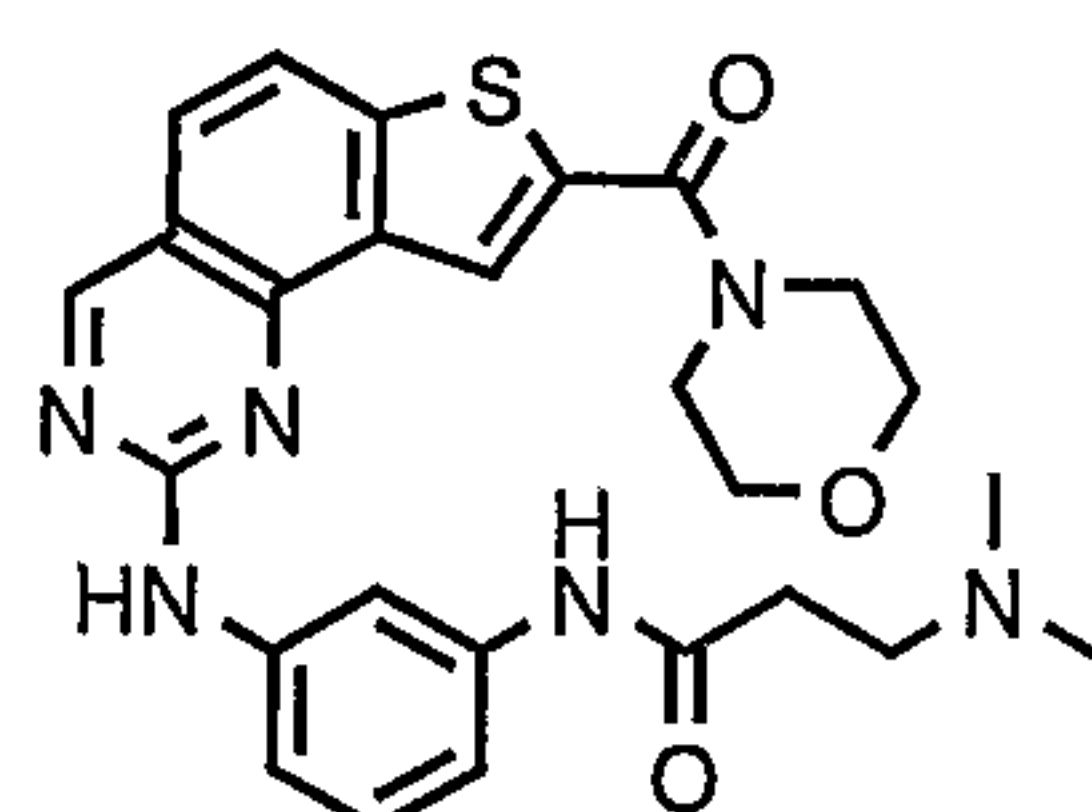
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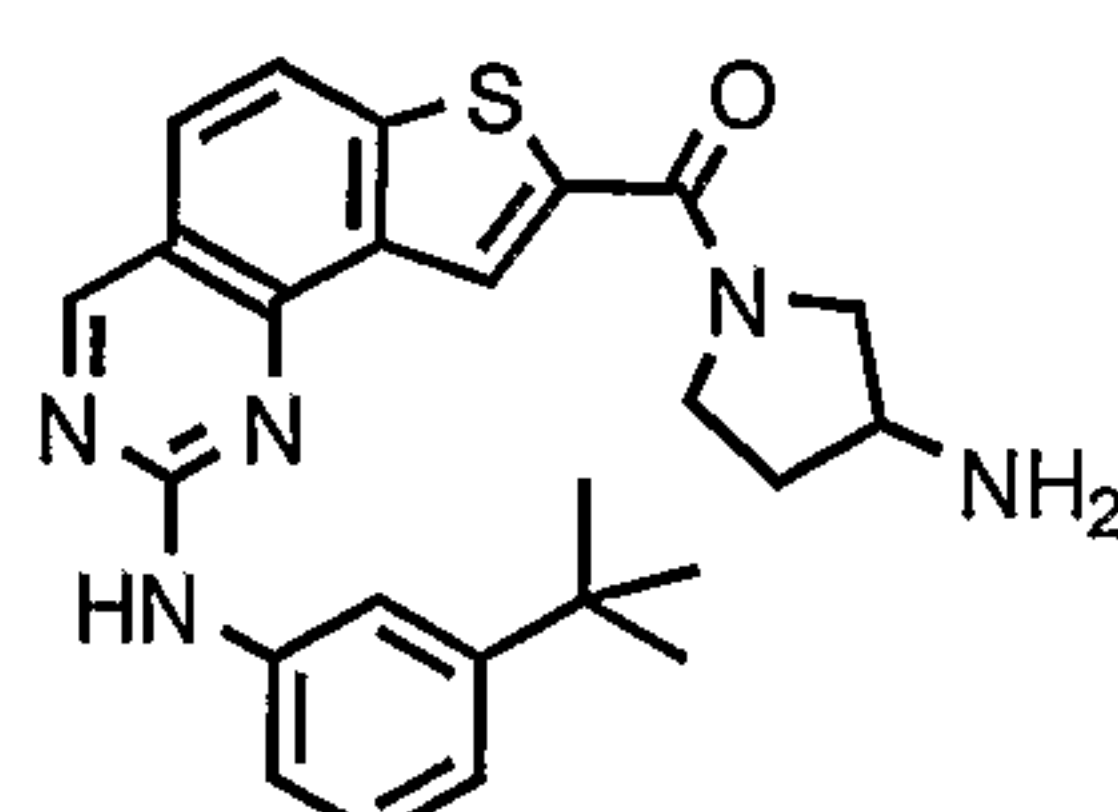
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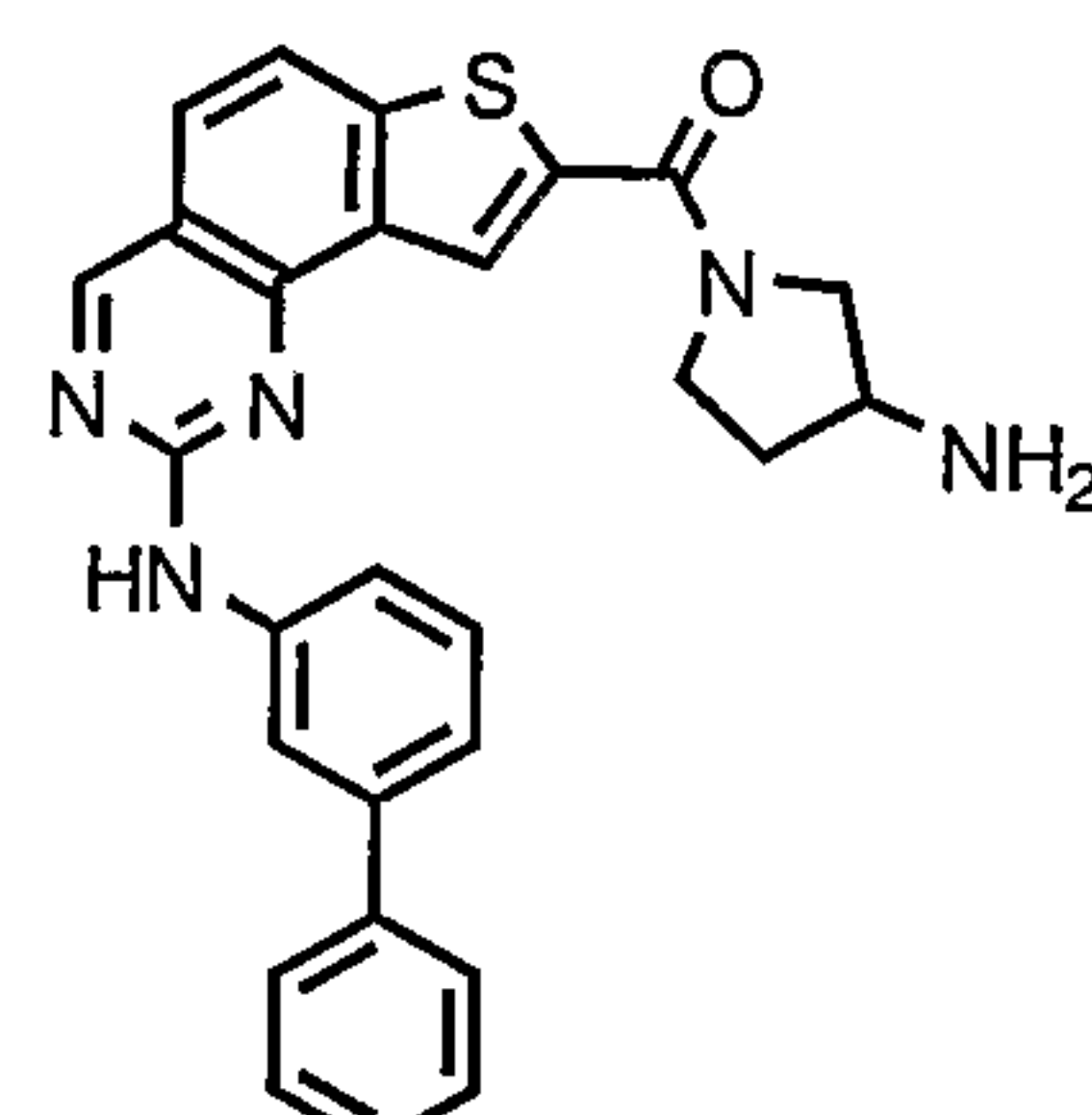
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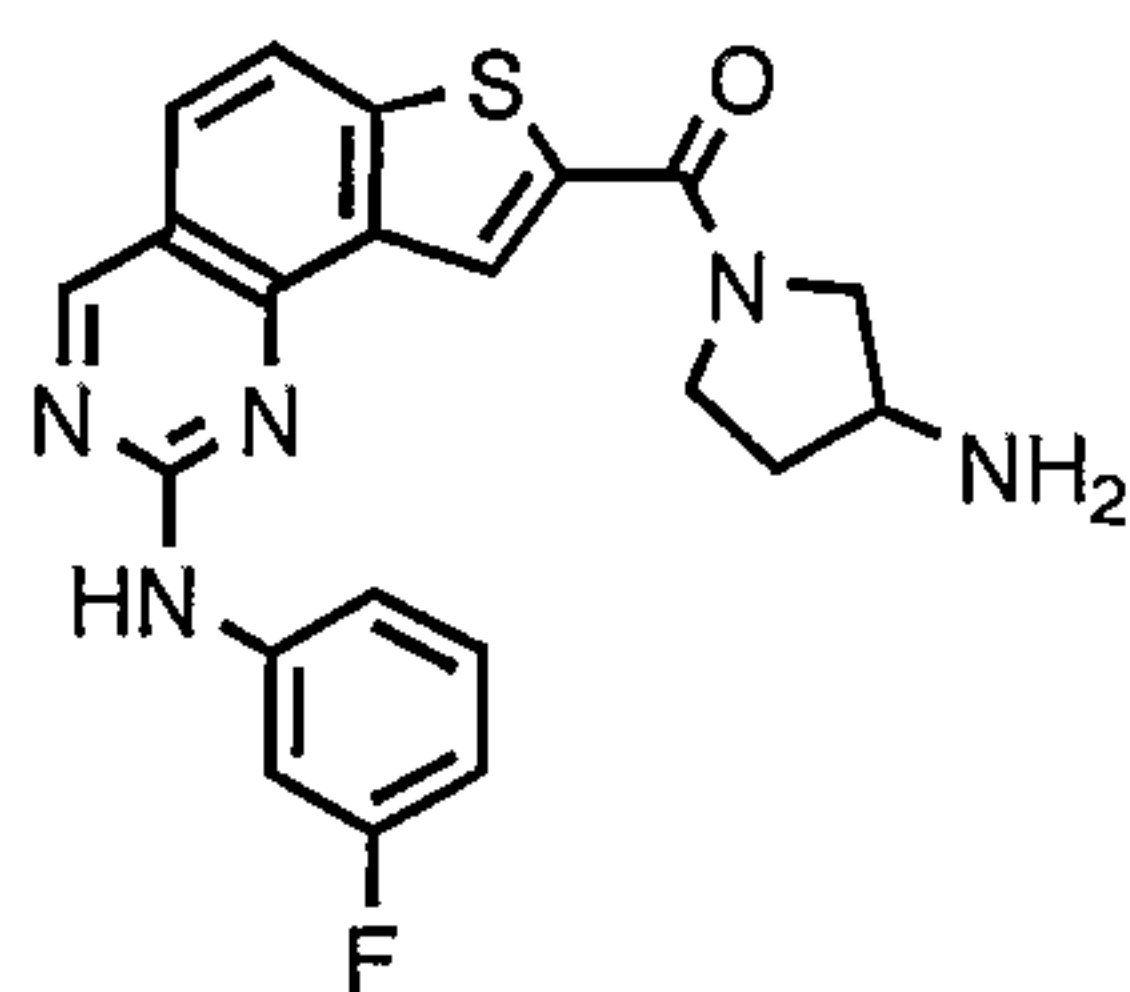
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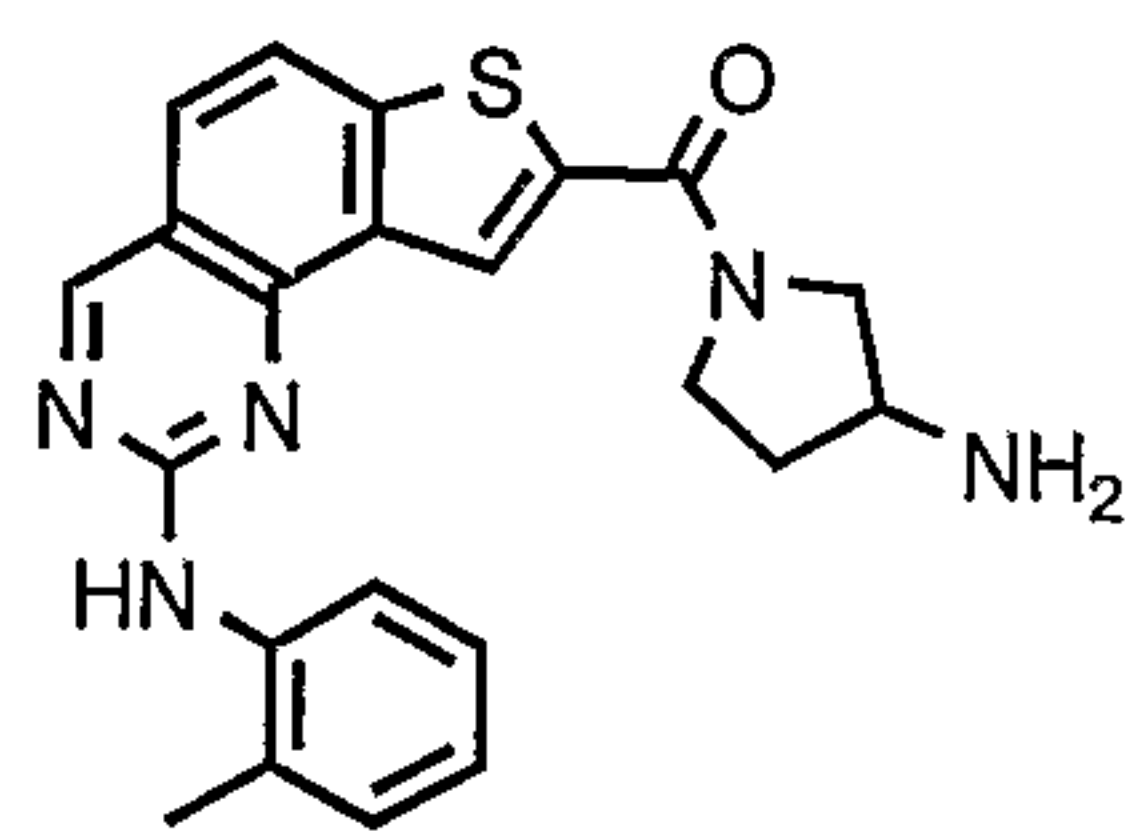
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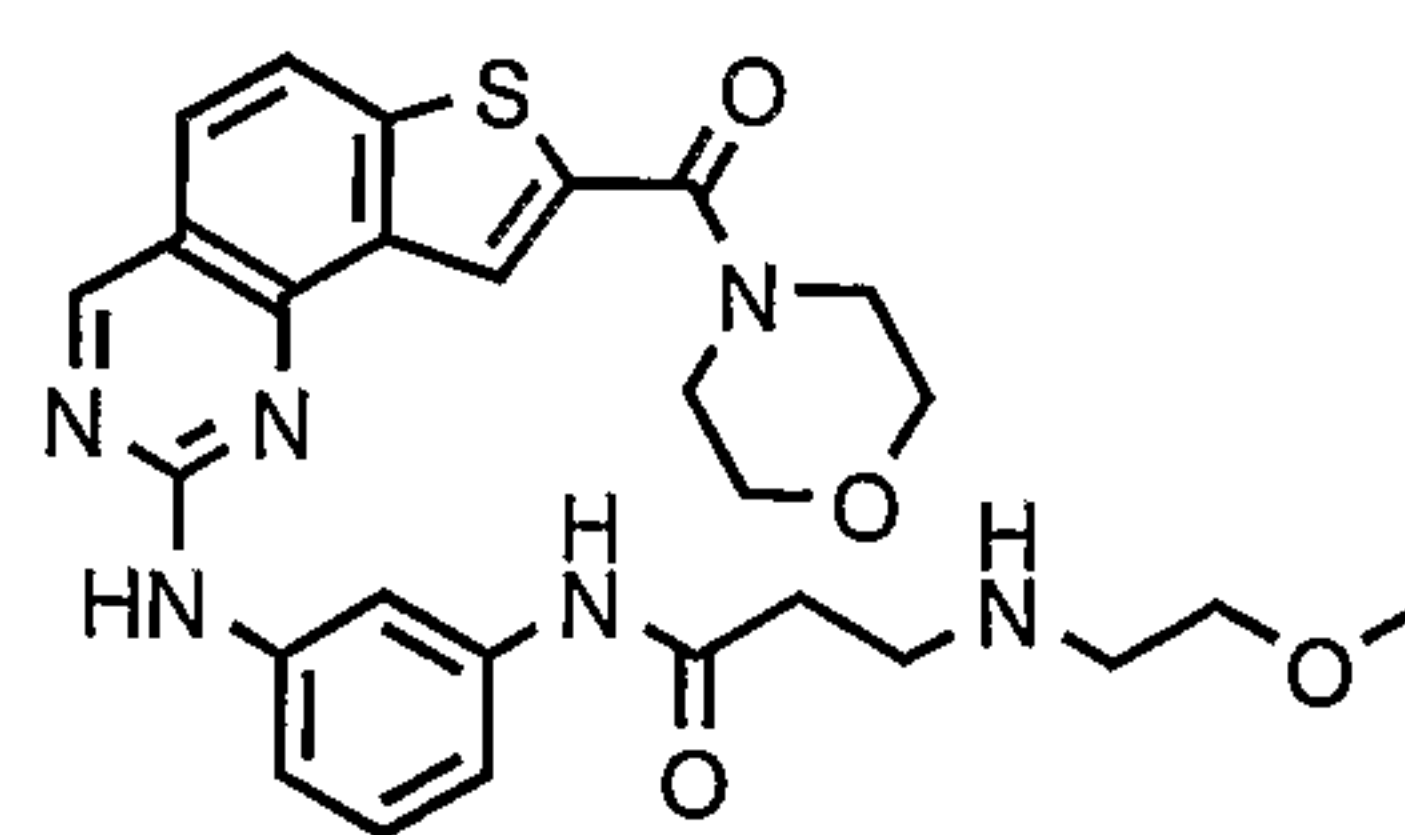
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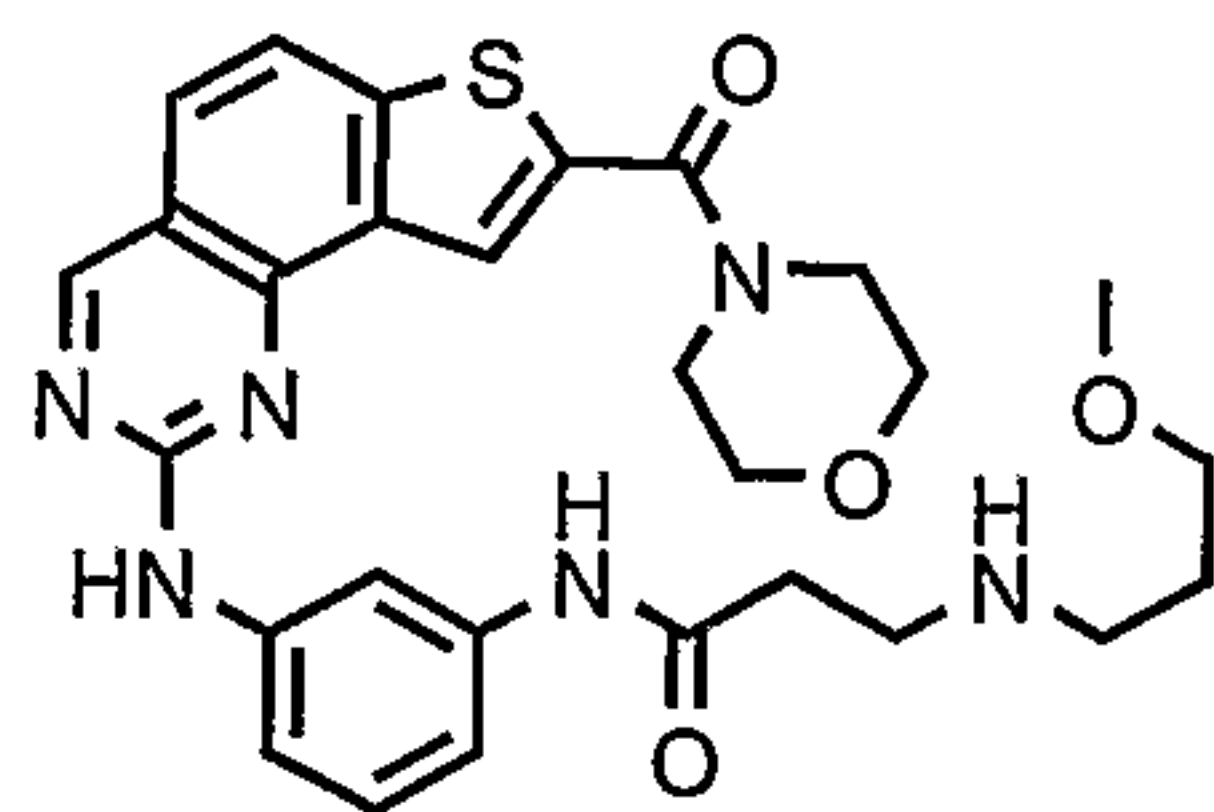
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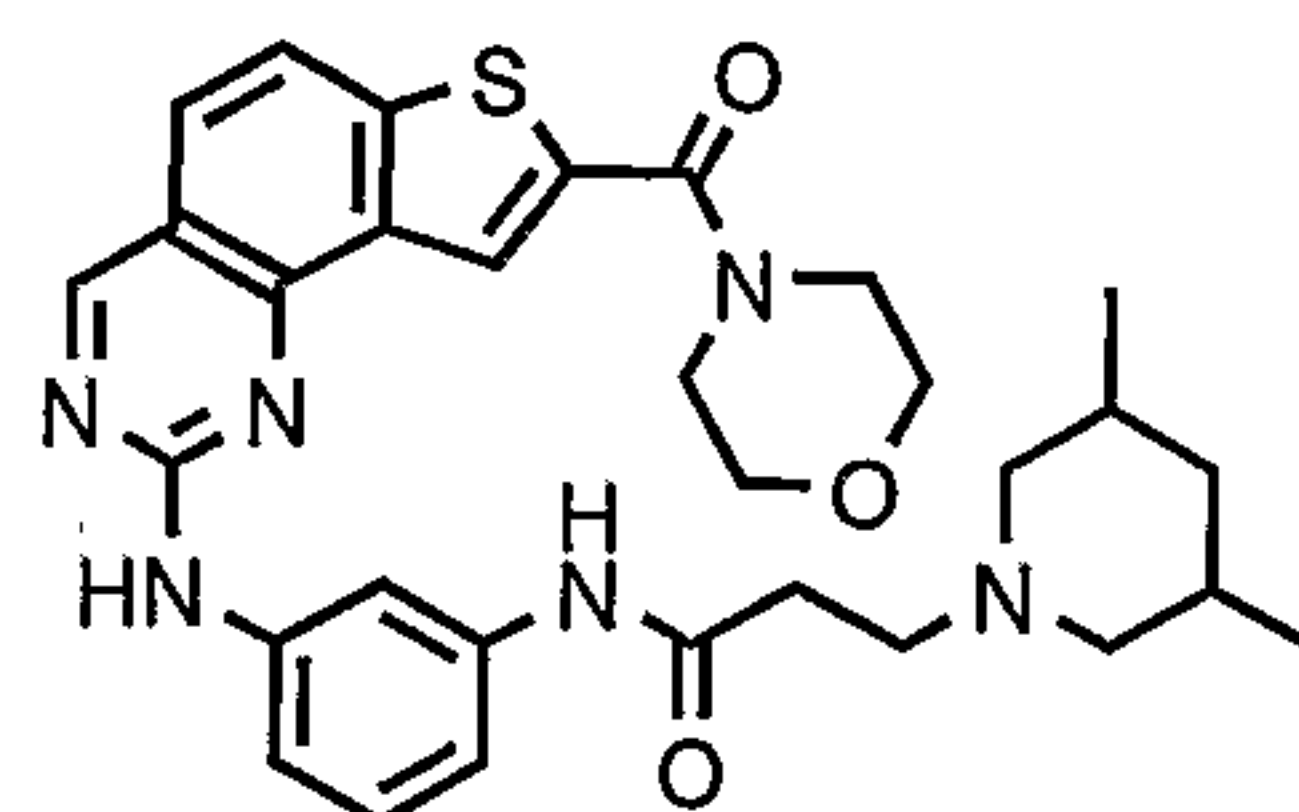
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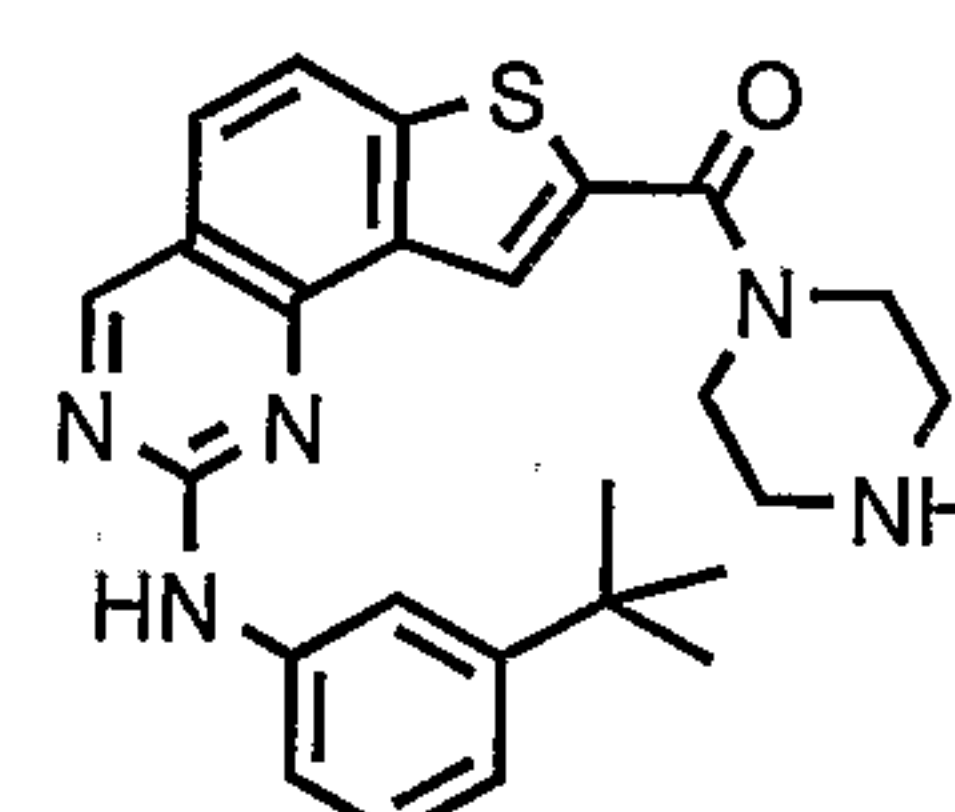
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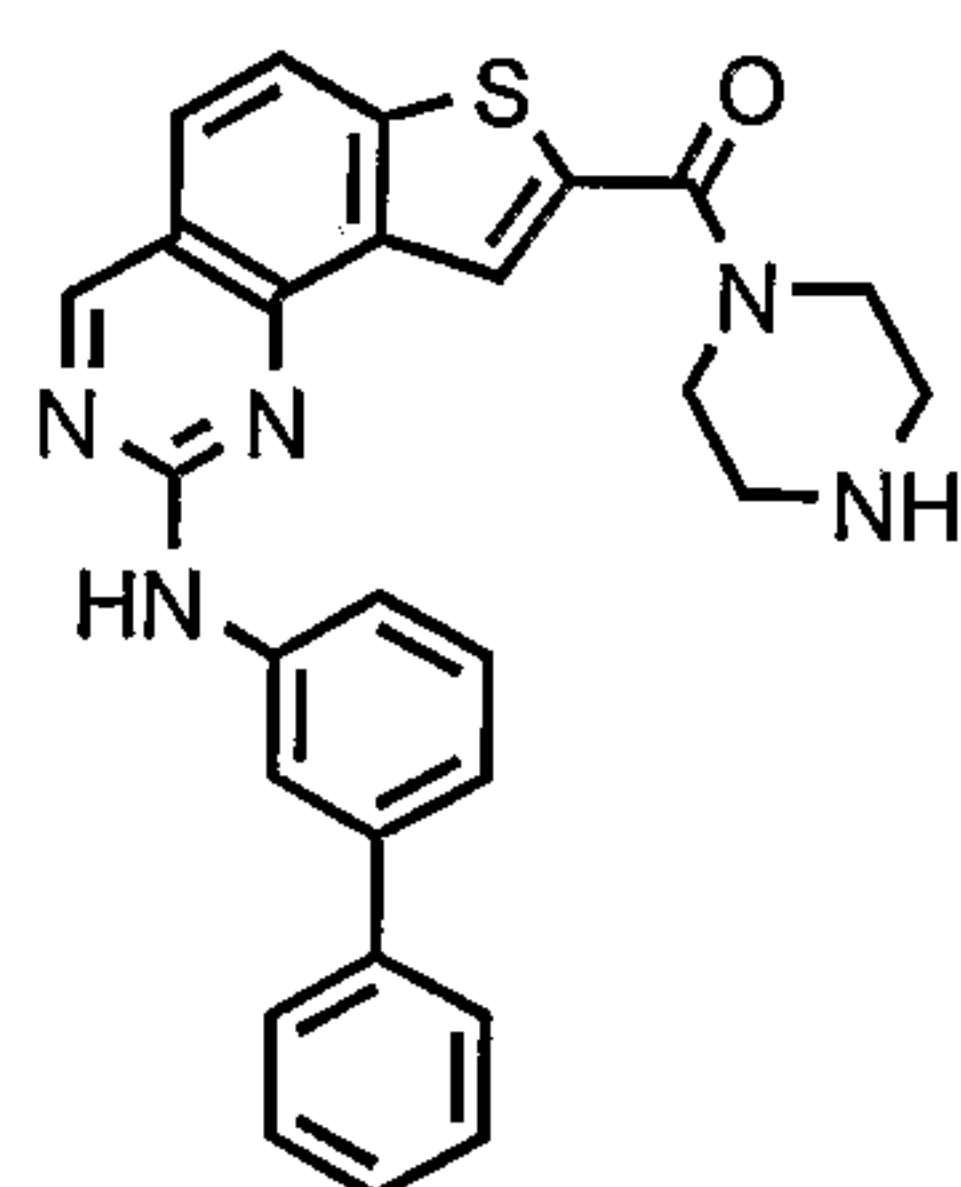
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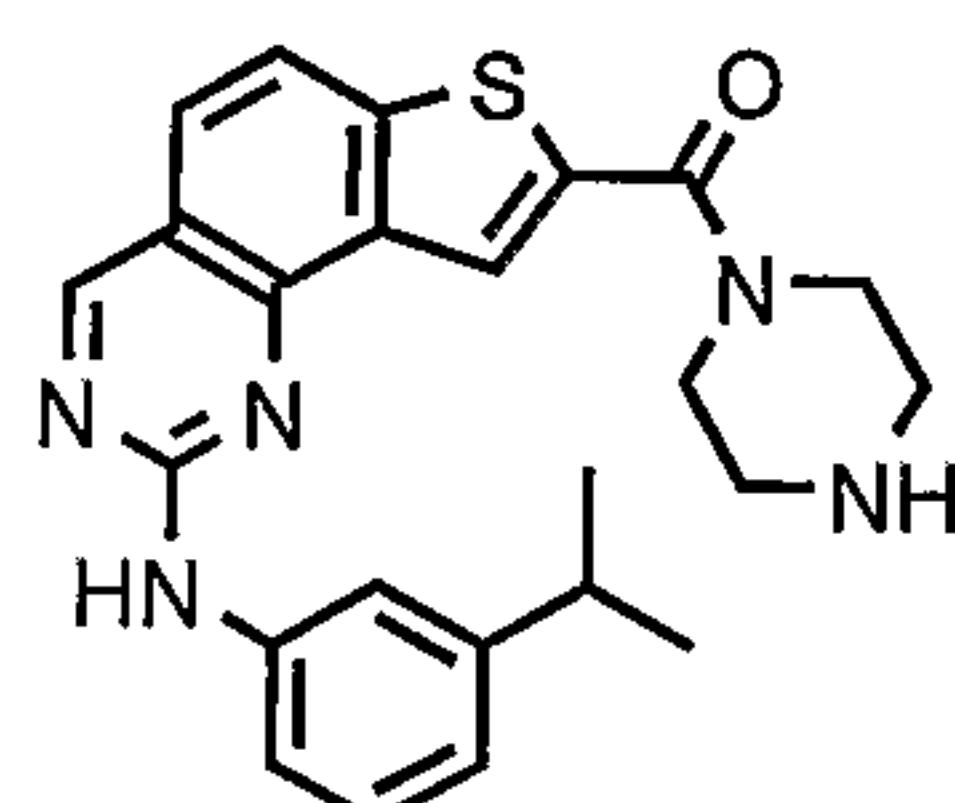
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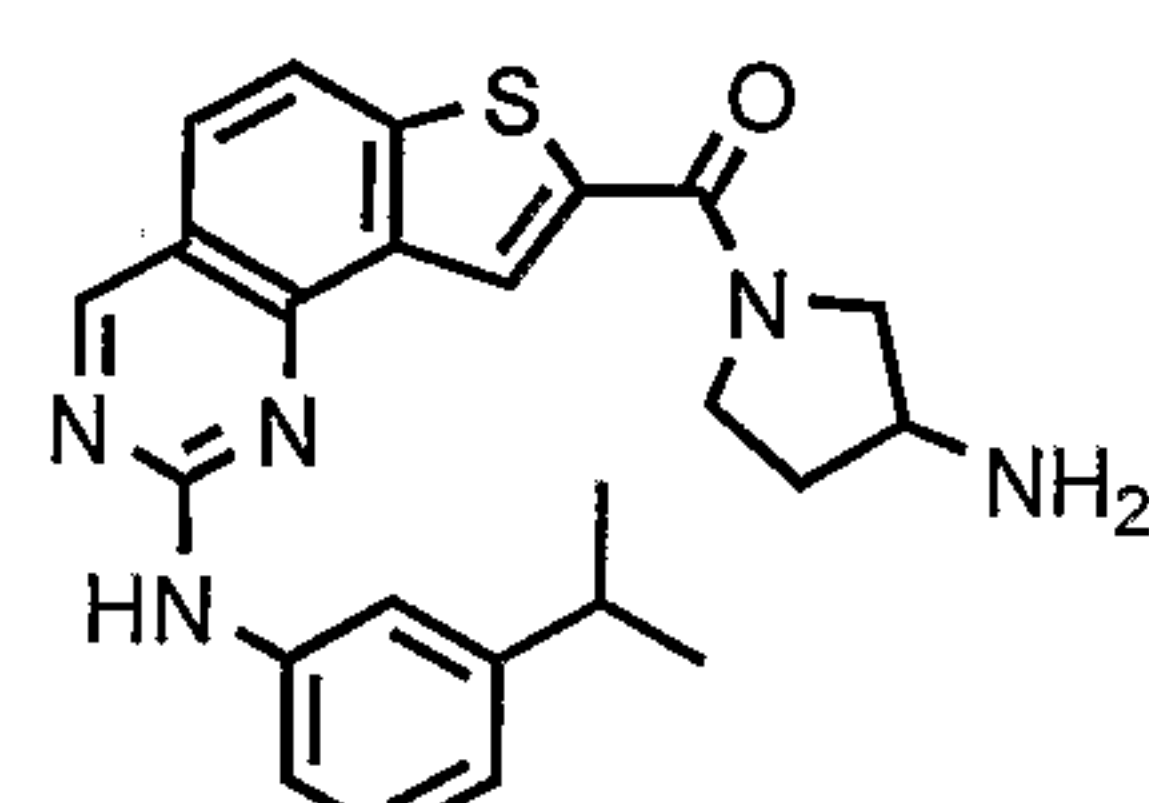
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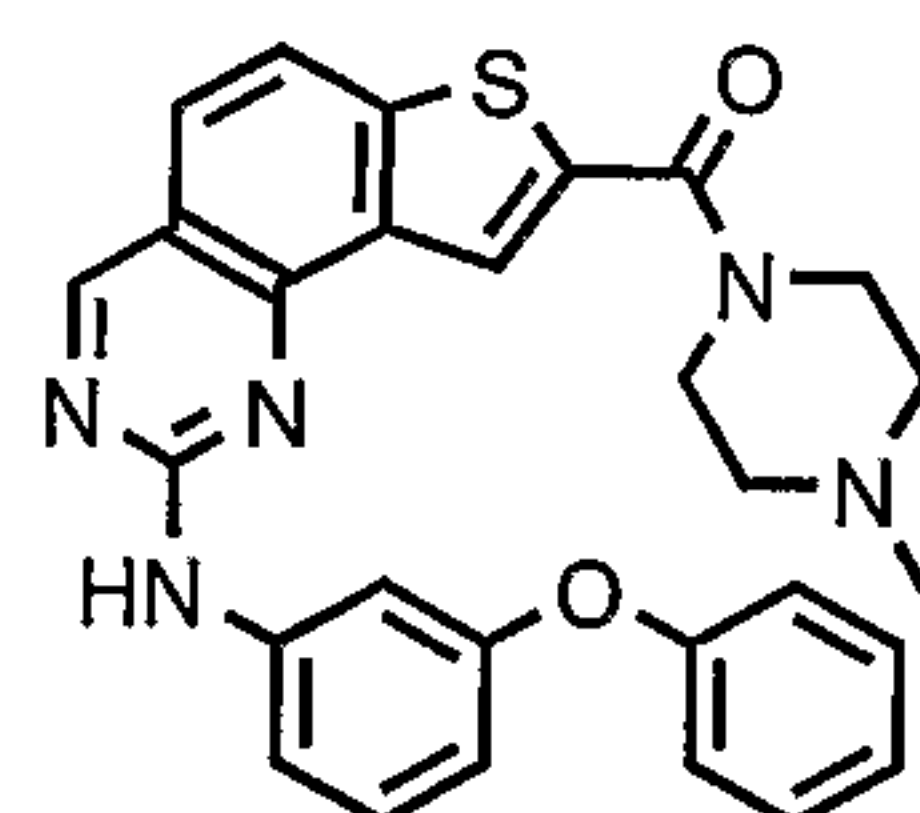
V-80



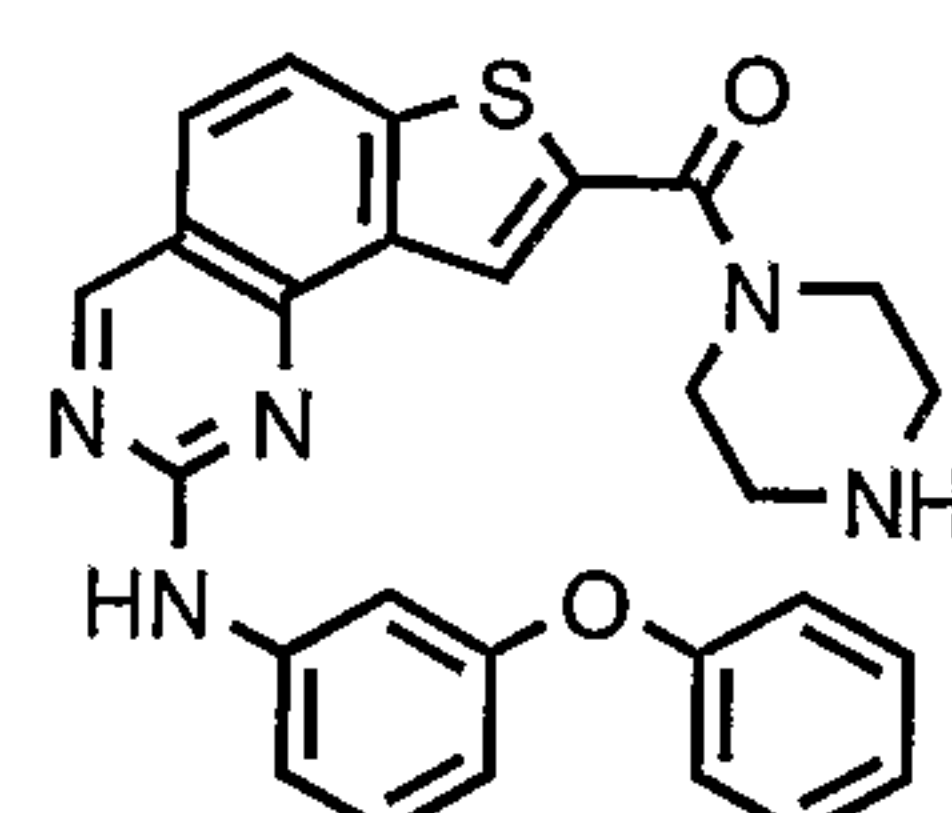
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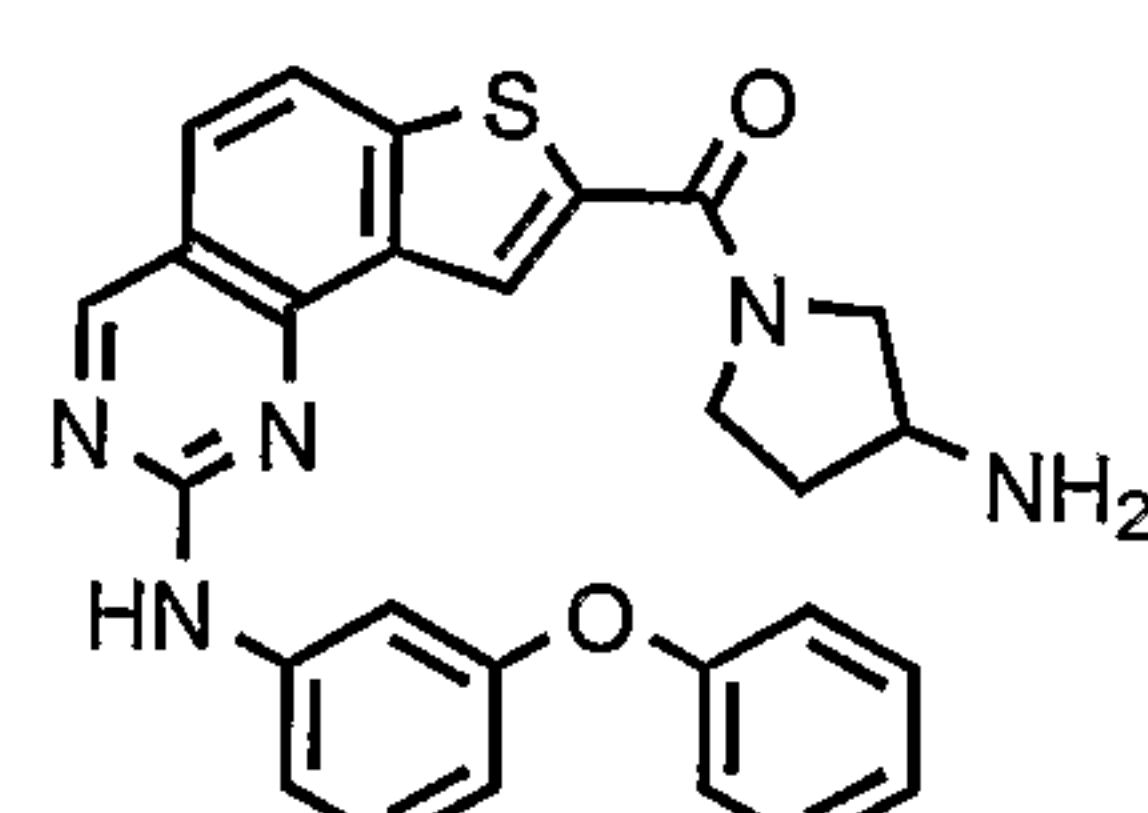
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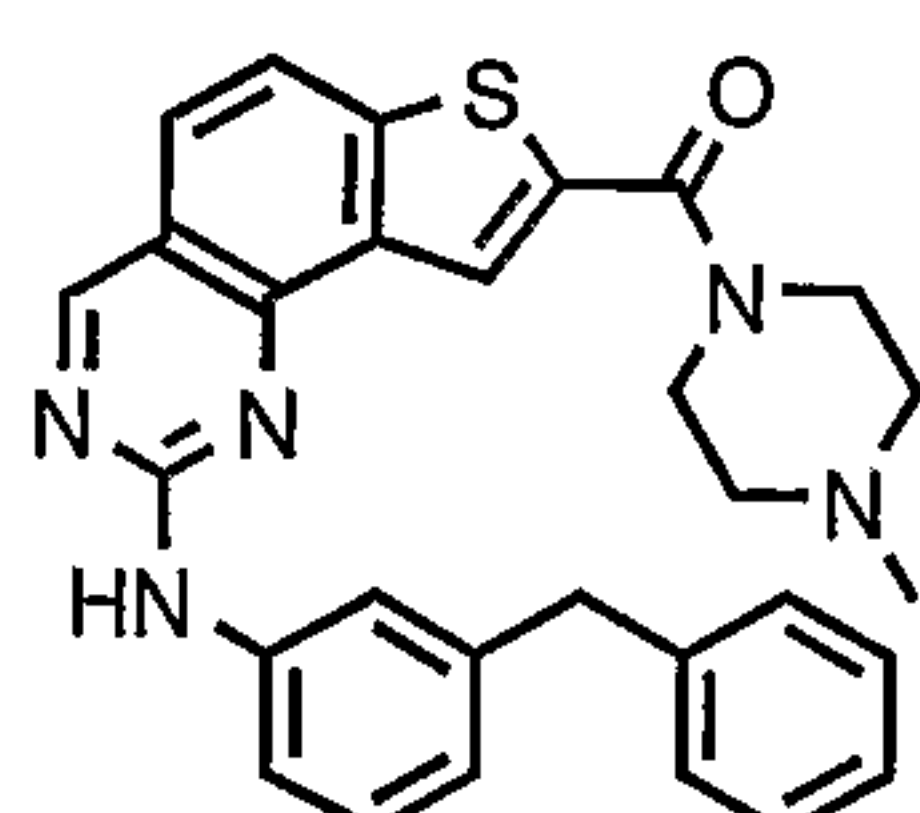
V-83



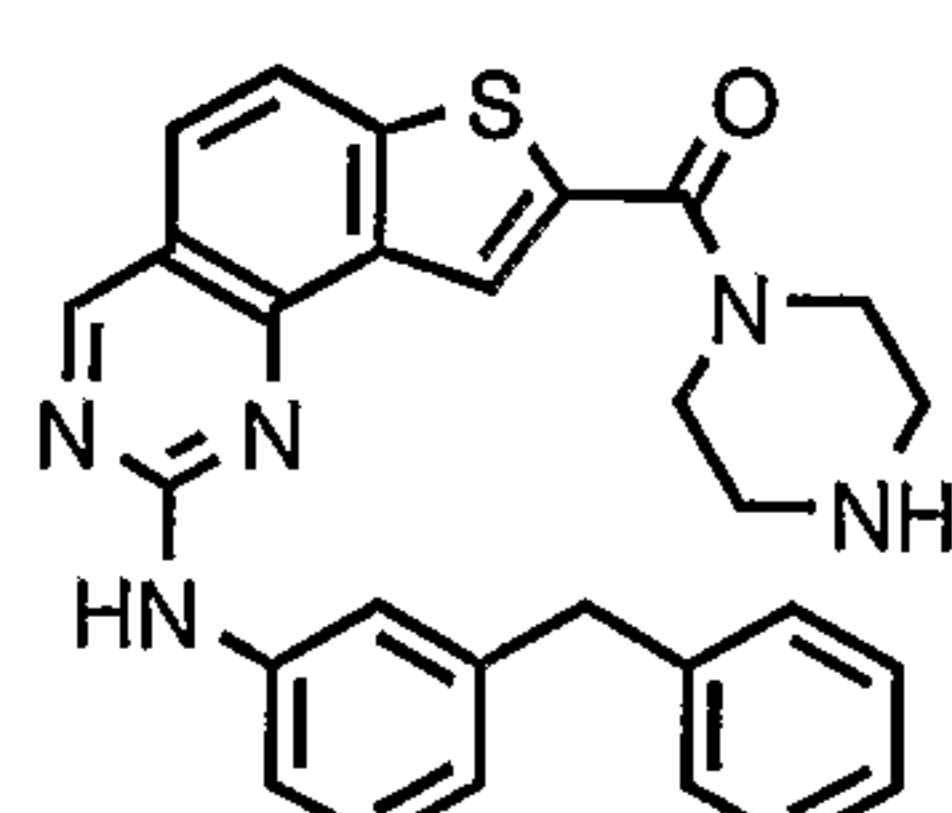
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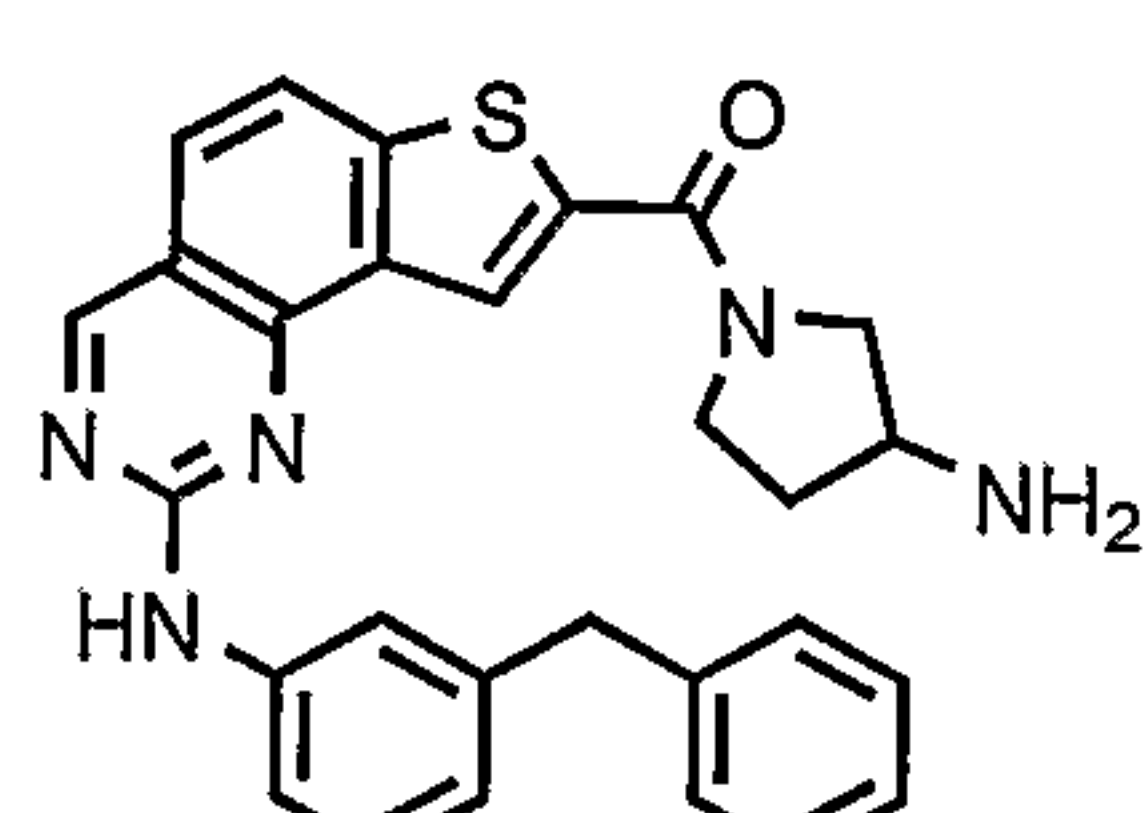
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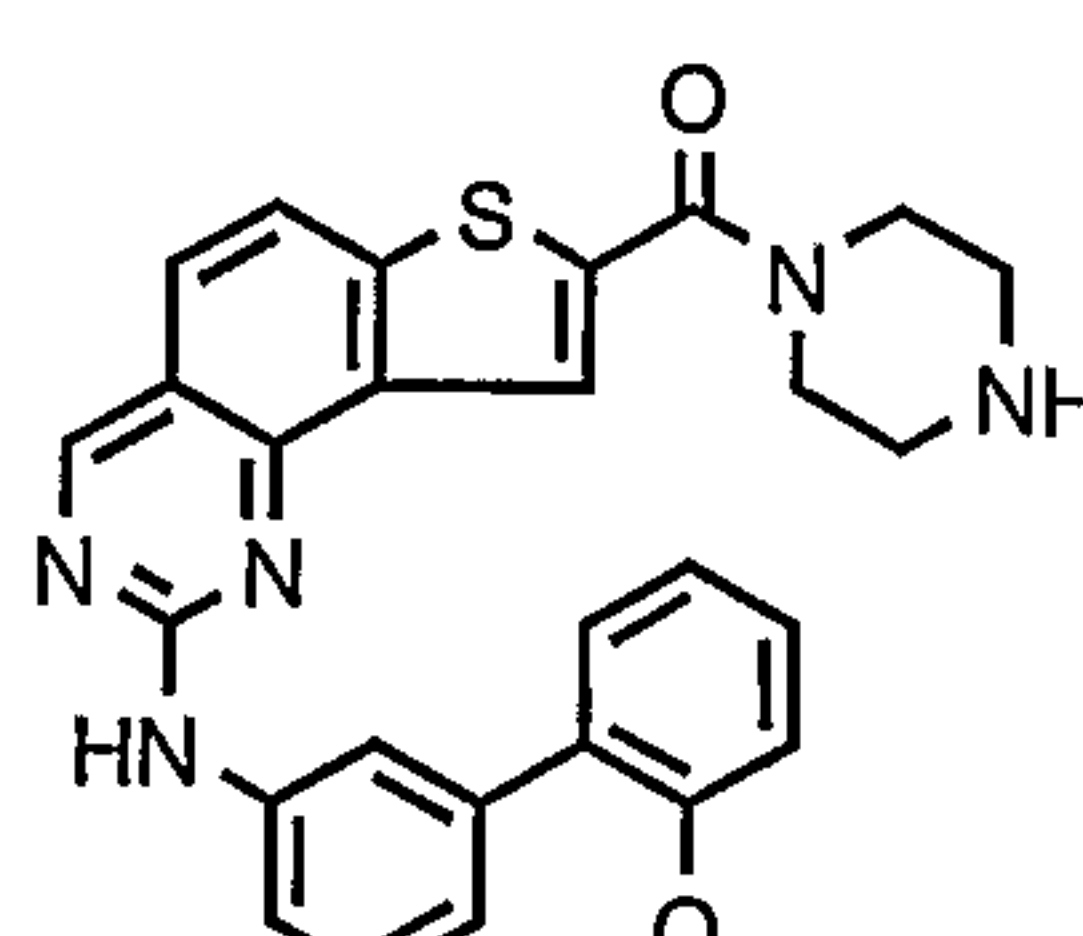
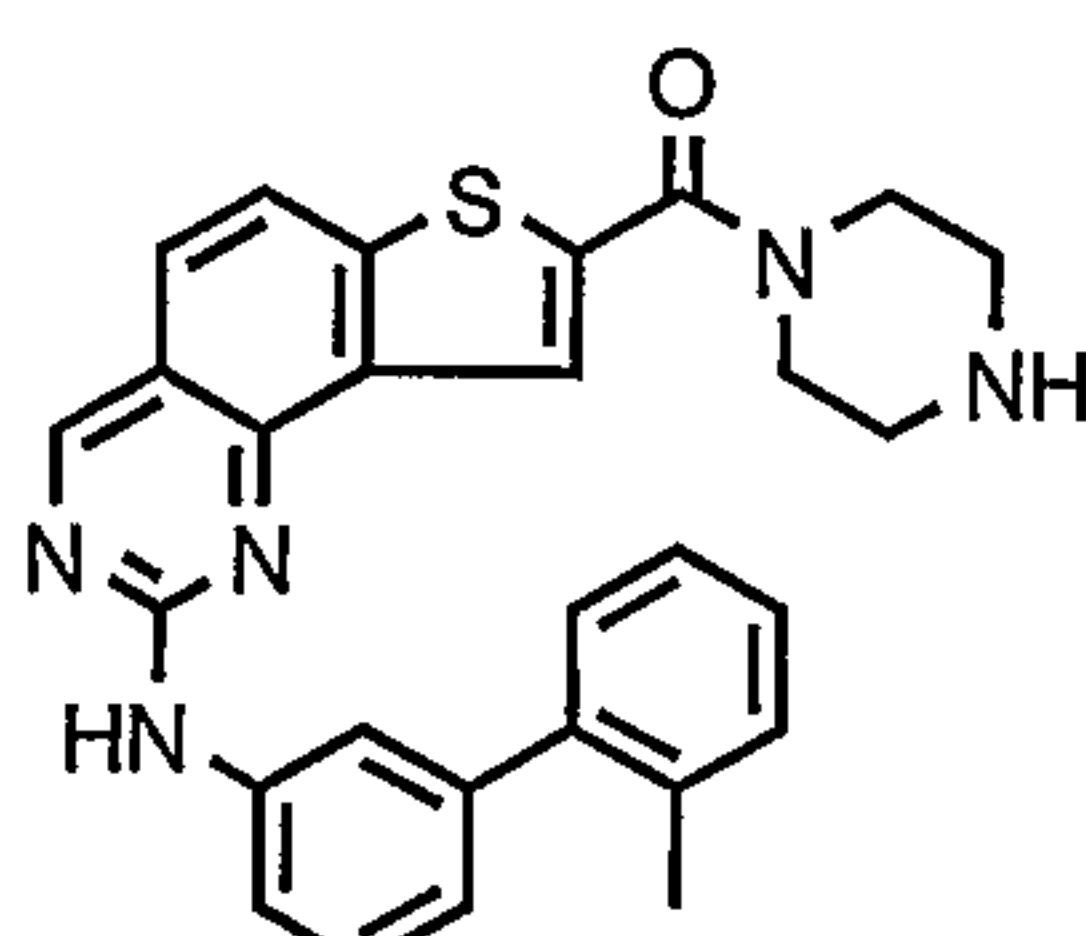
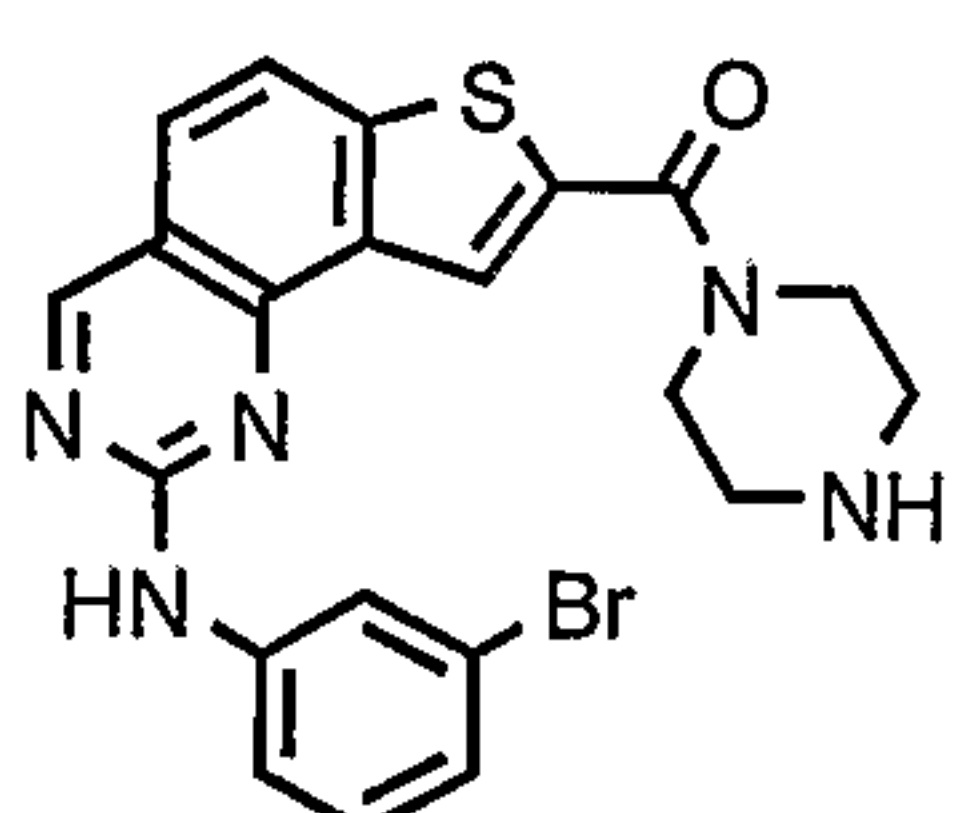
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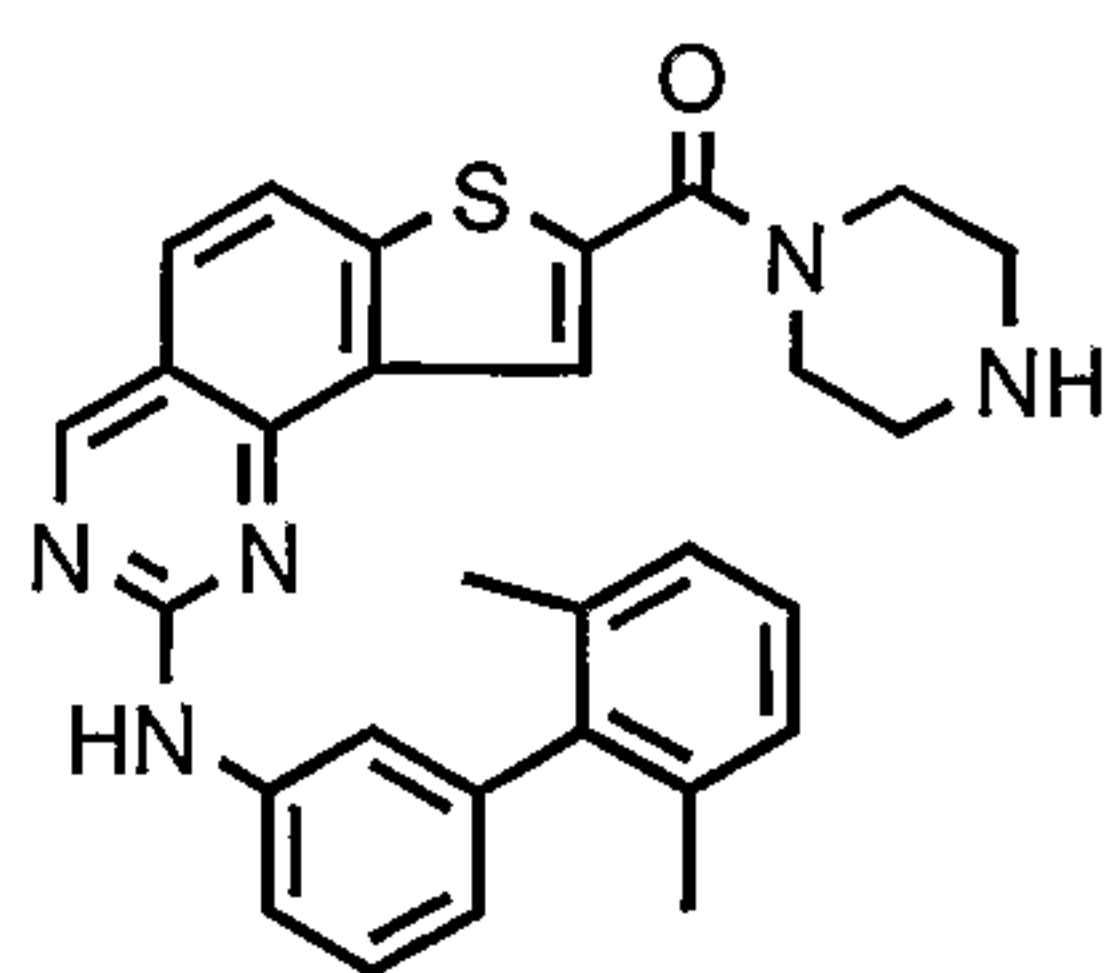
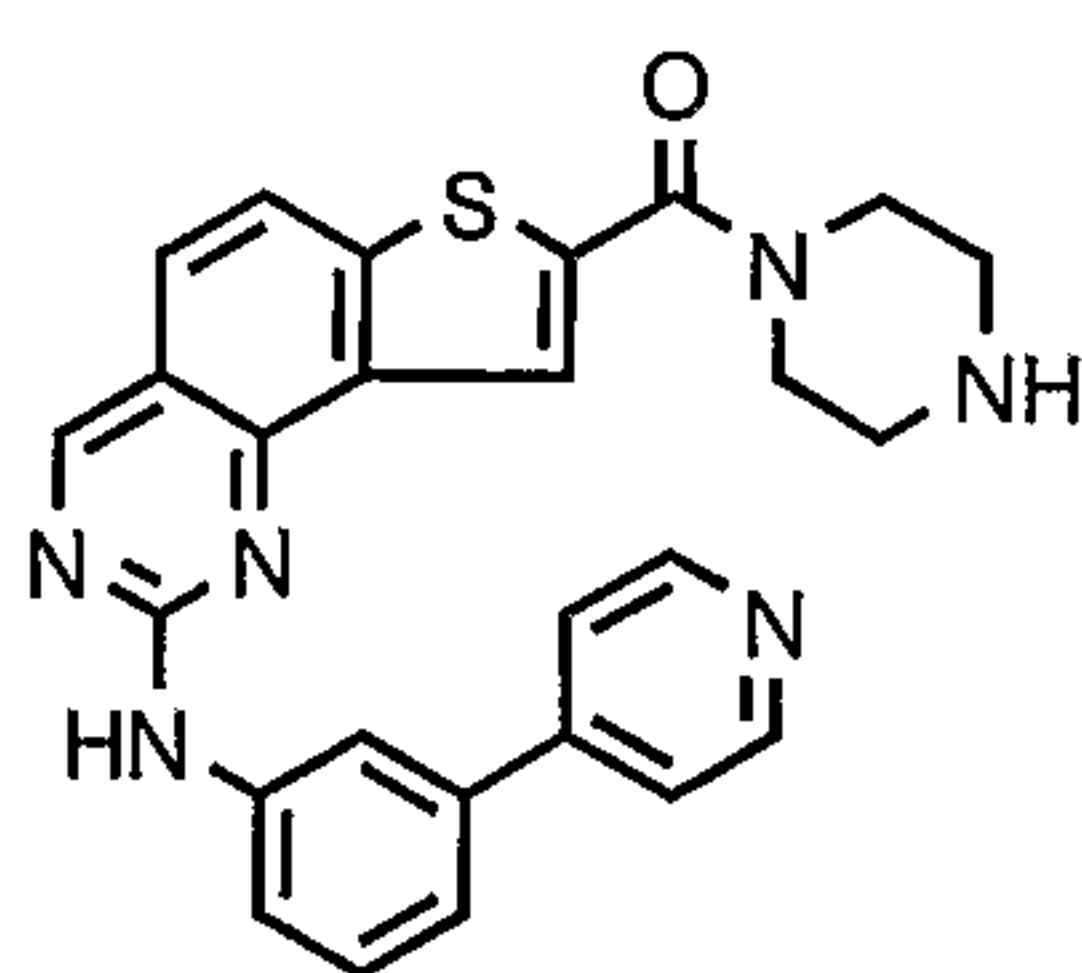
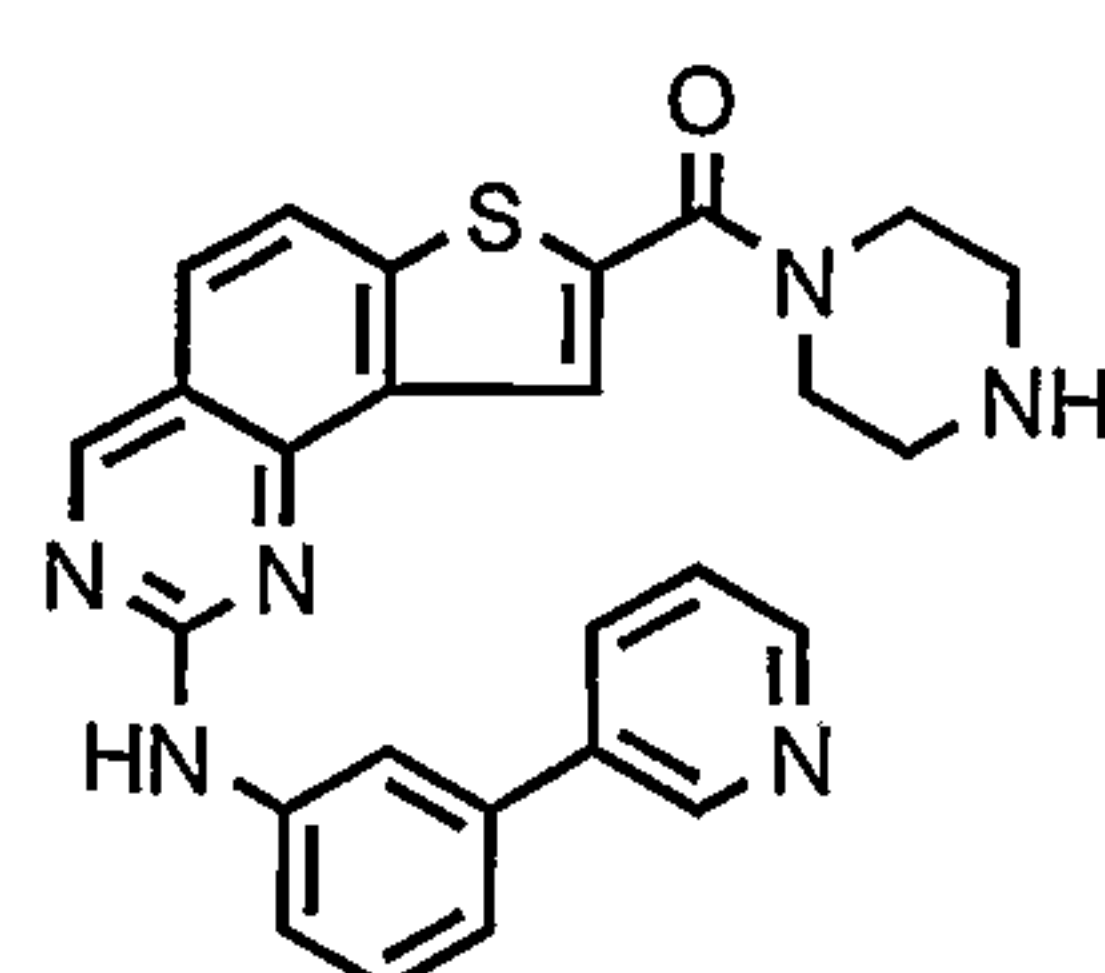
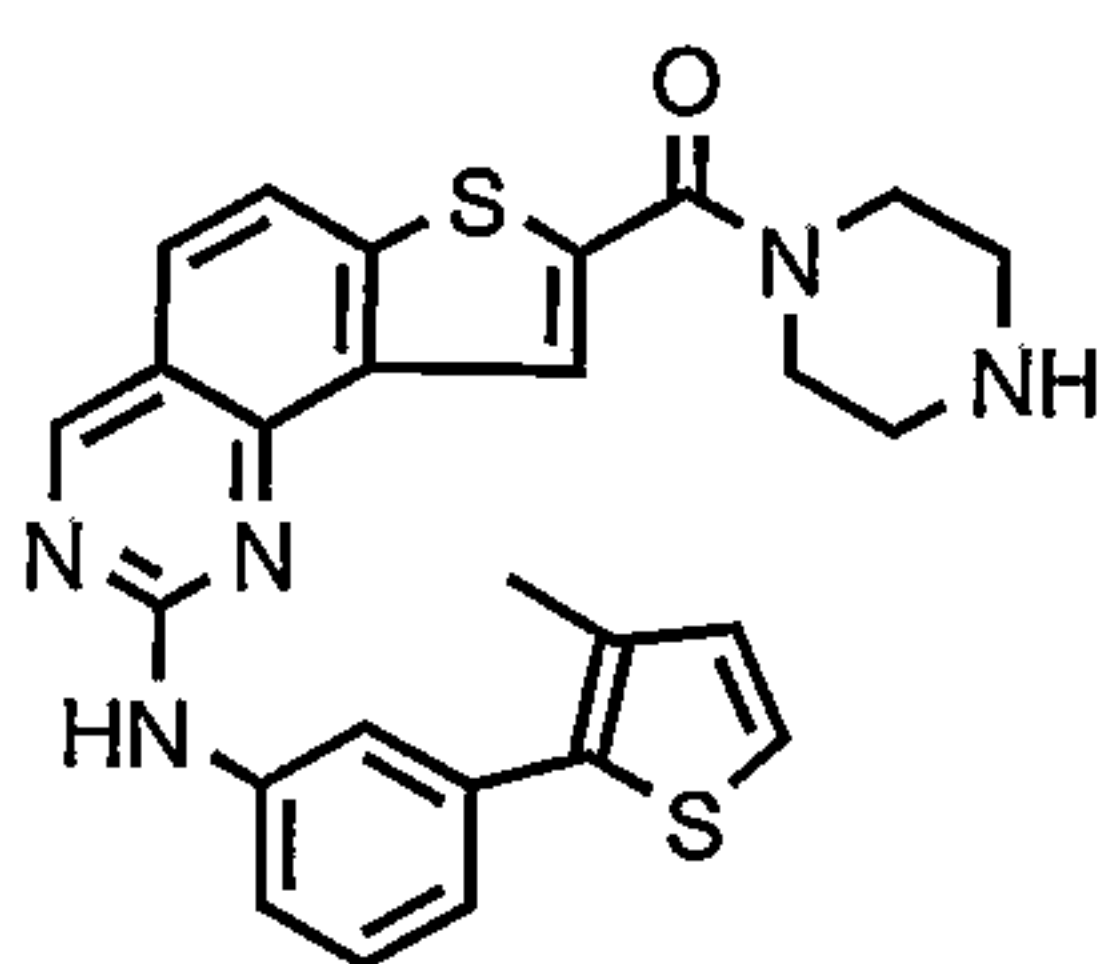
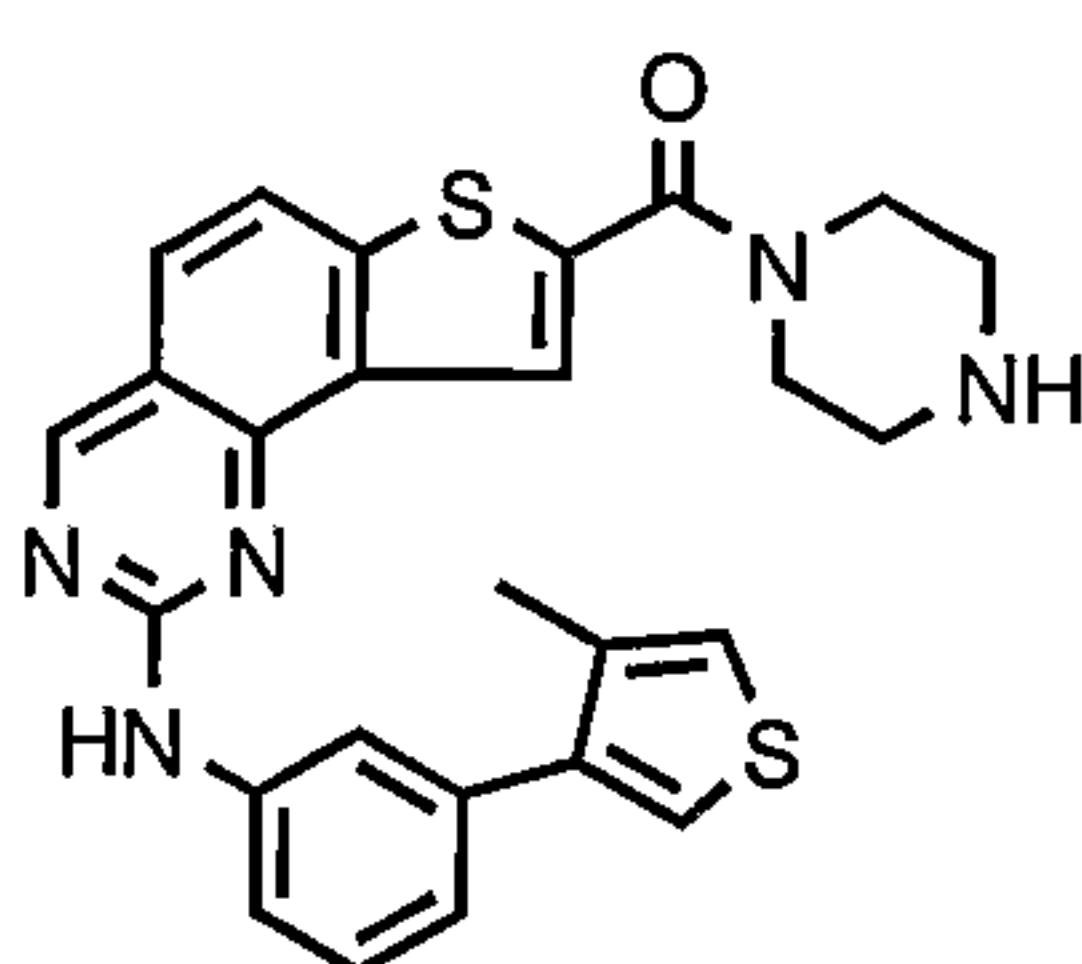
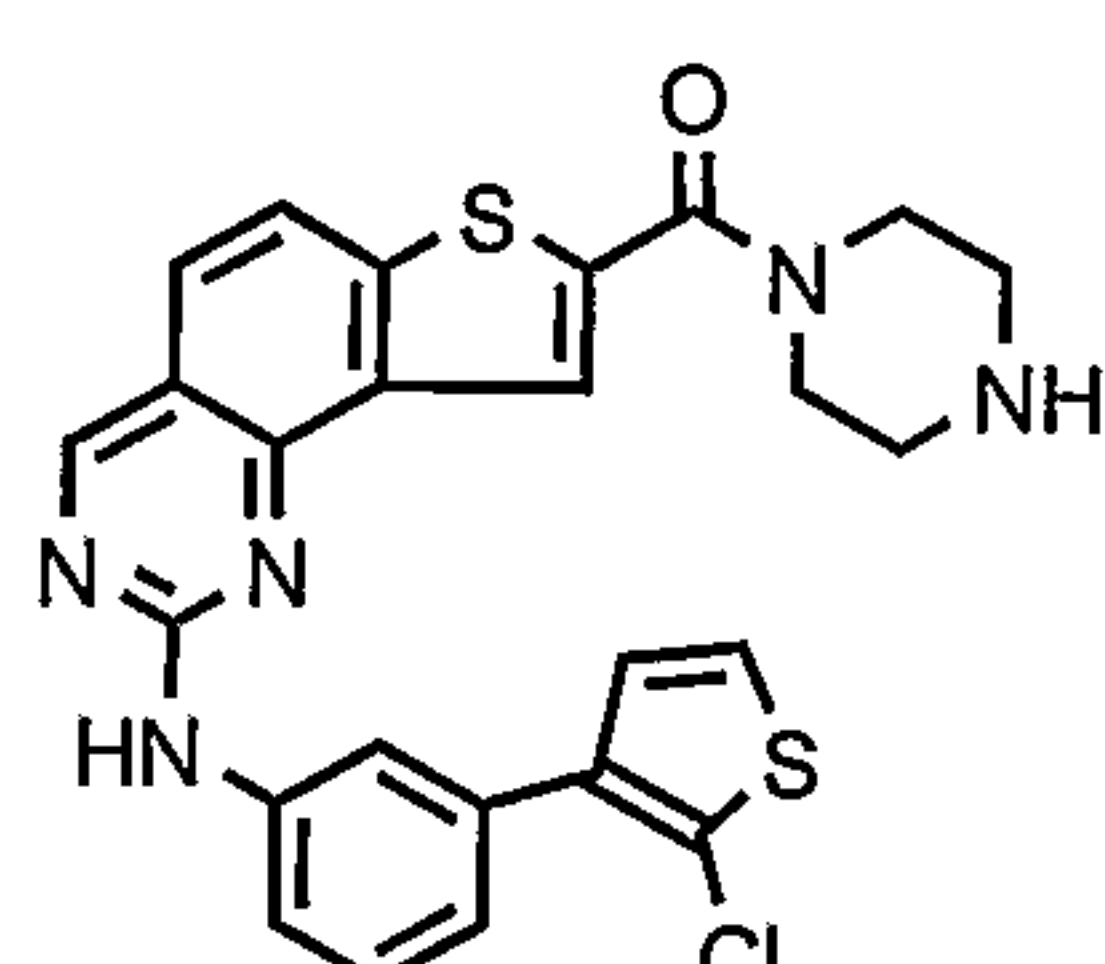
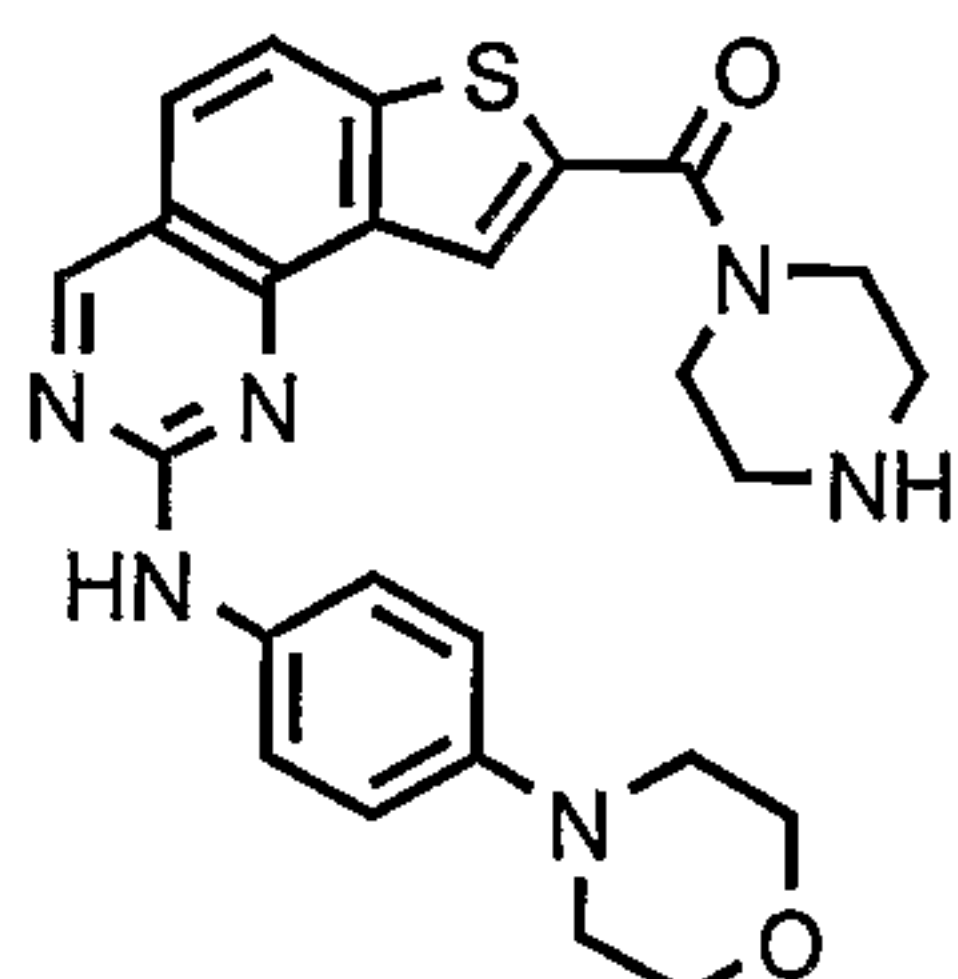
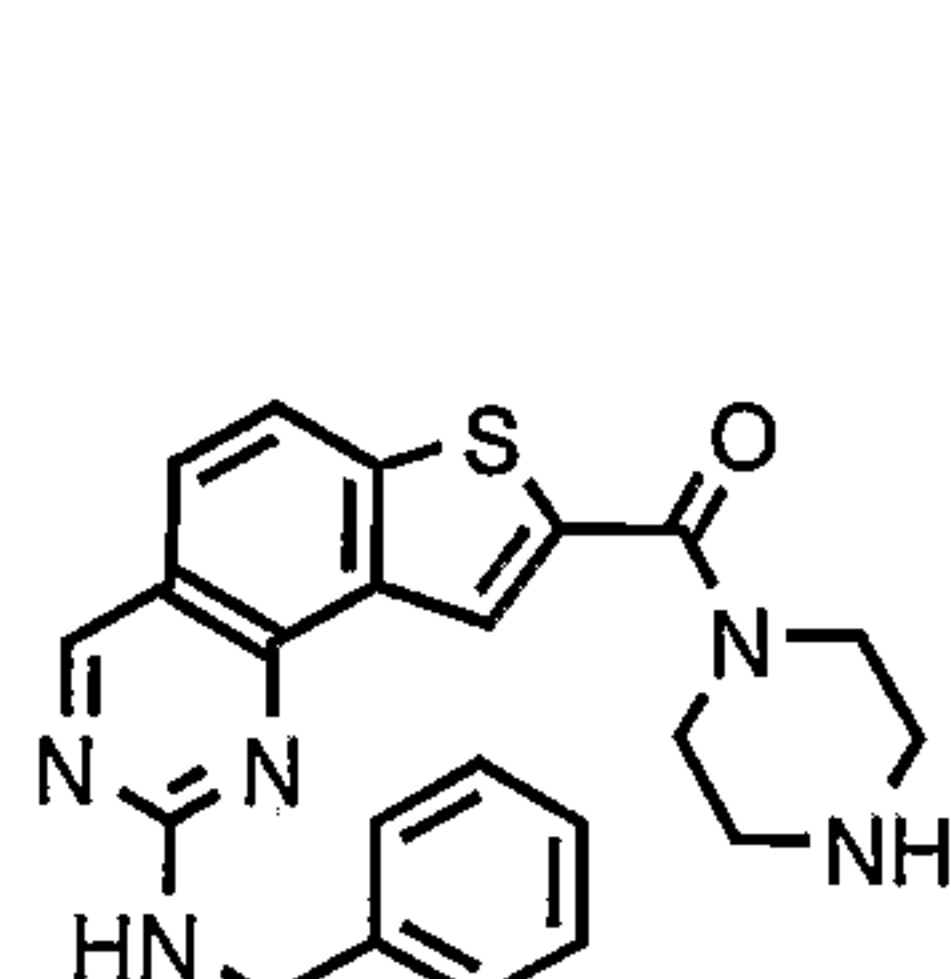
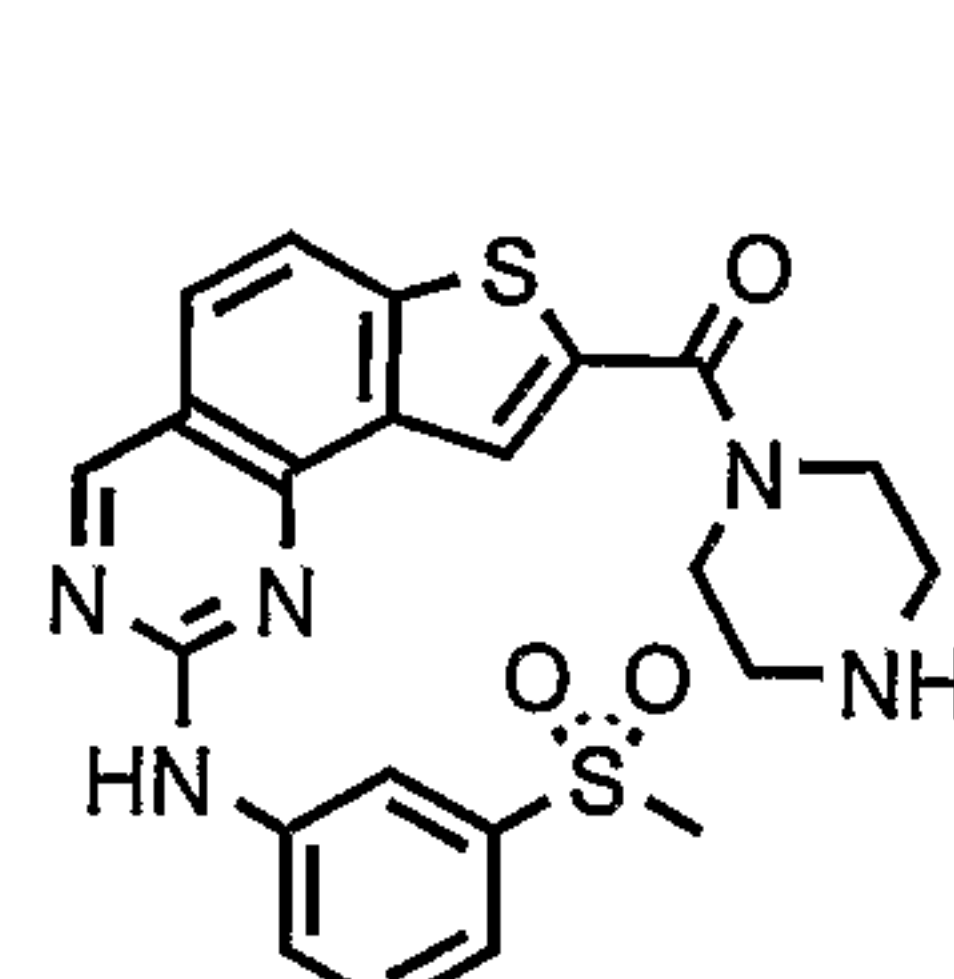
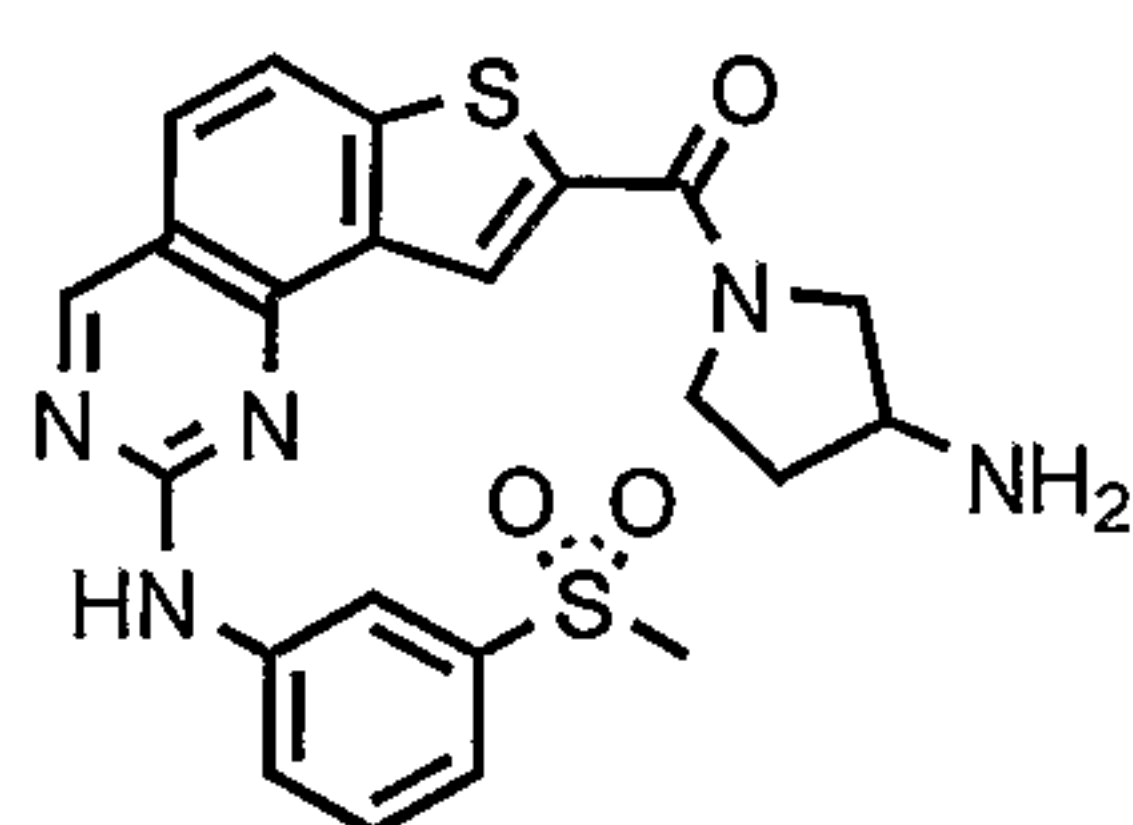
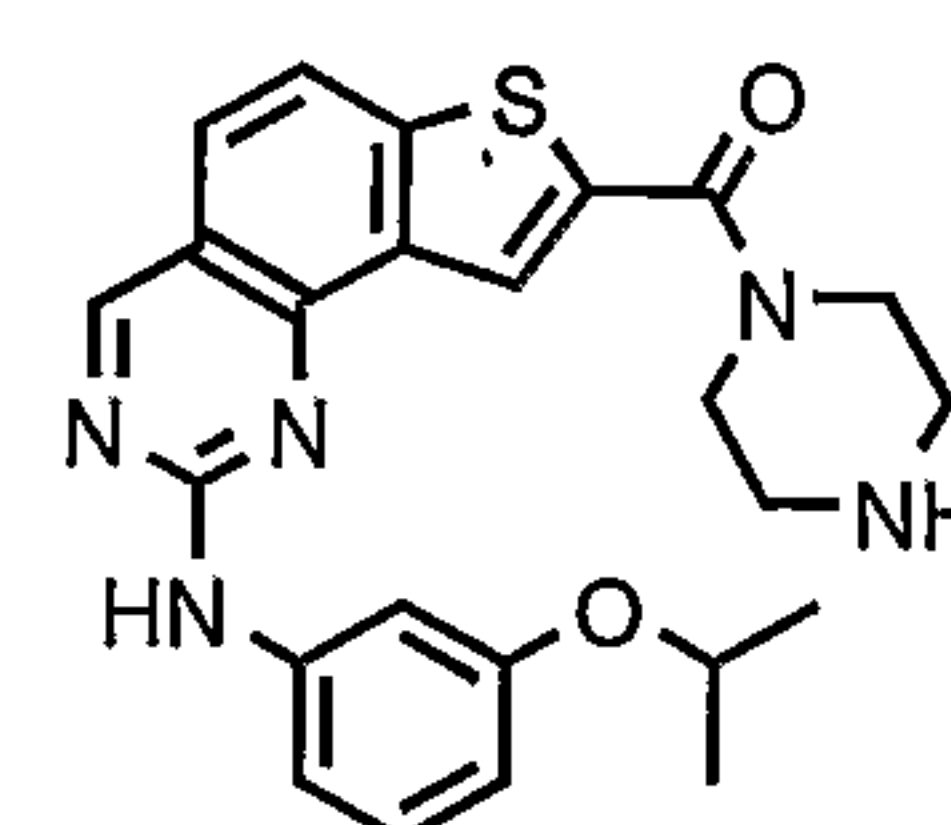
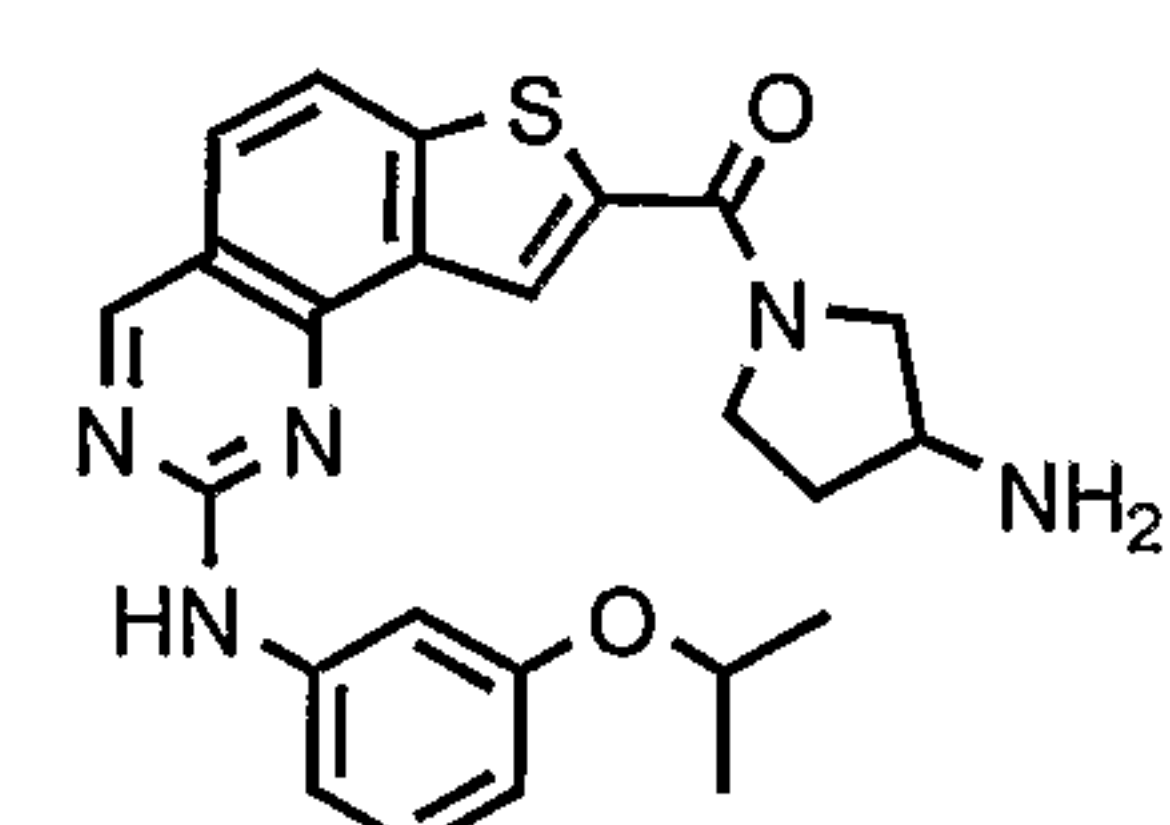
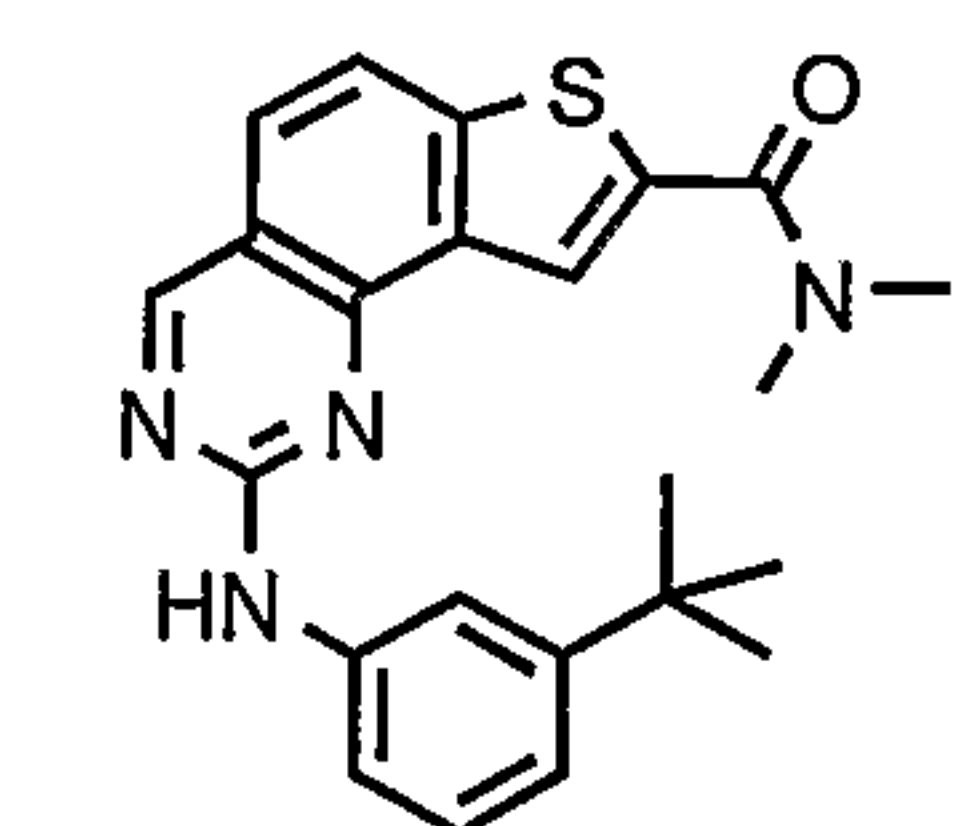
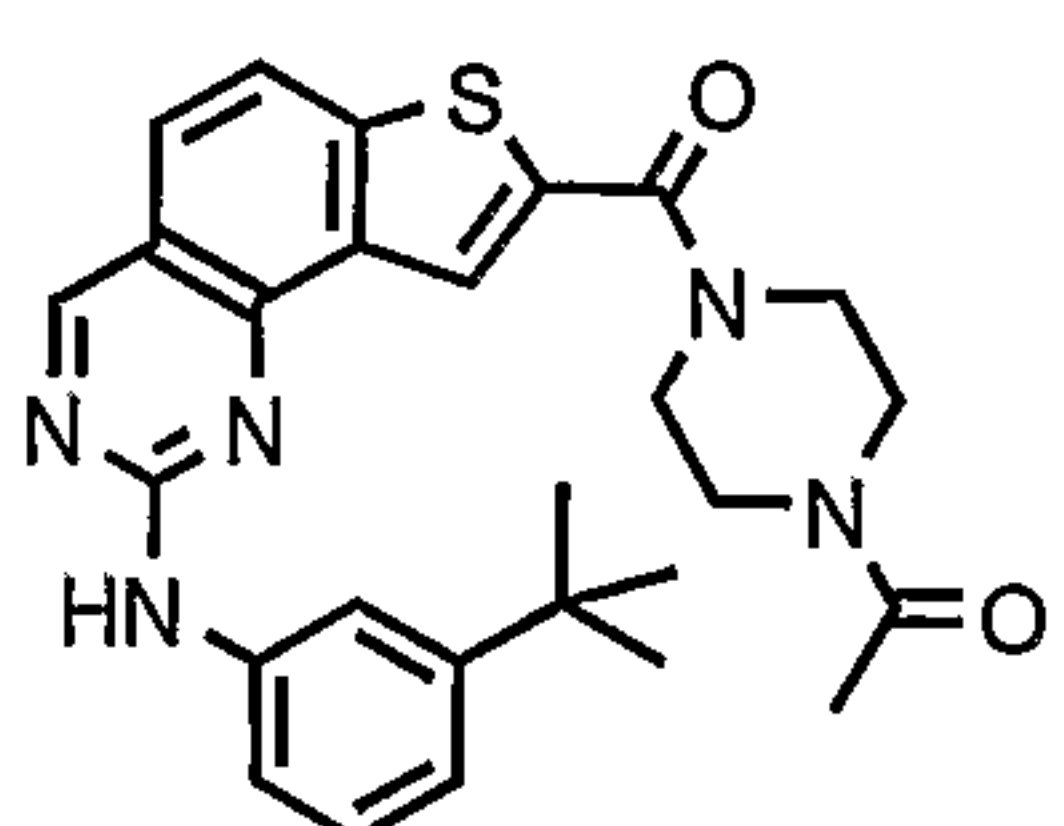
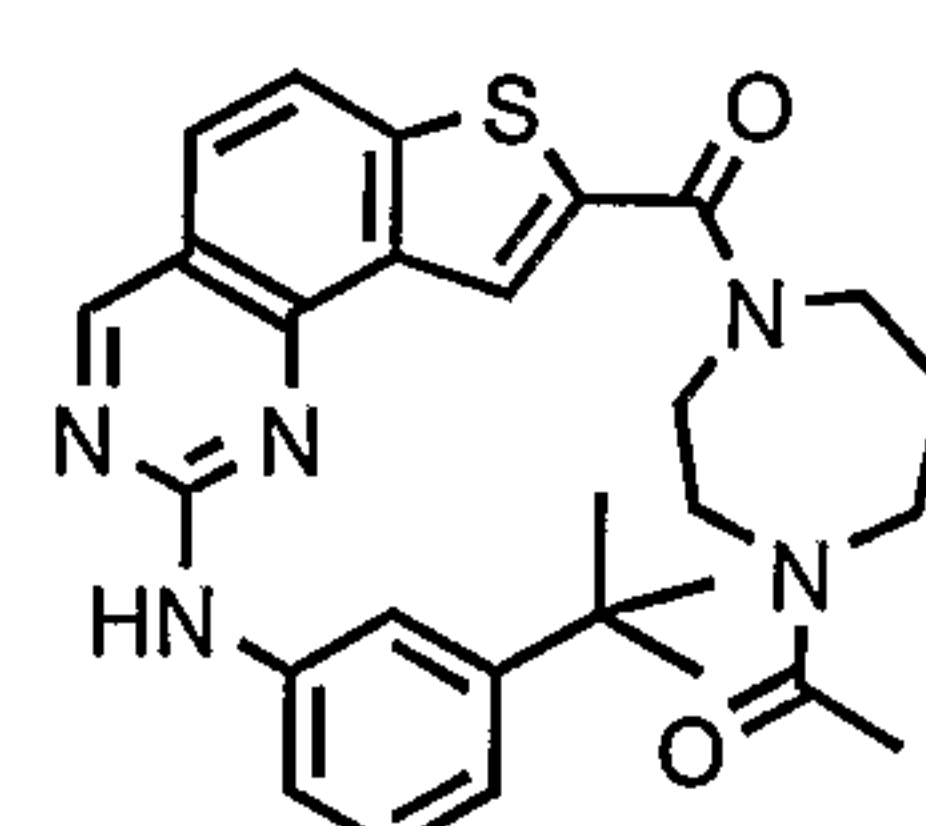
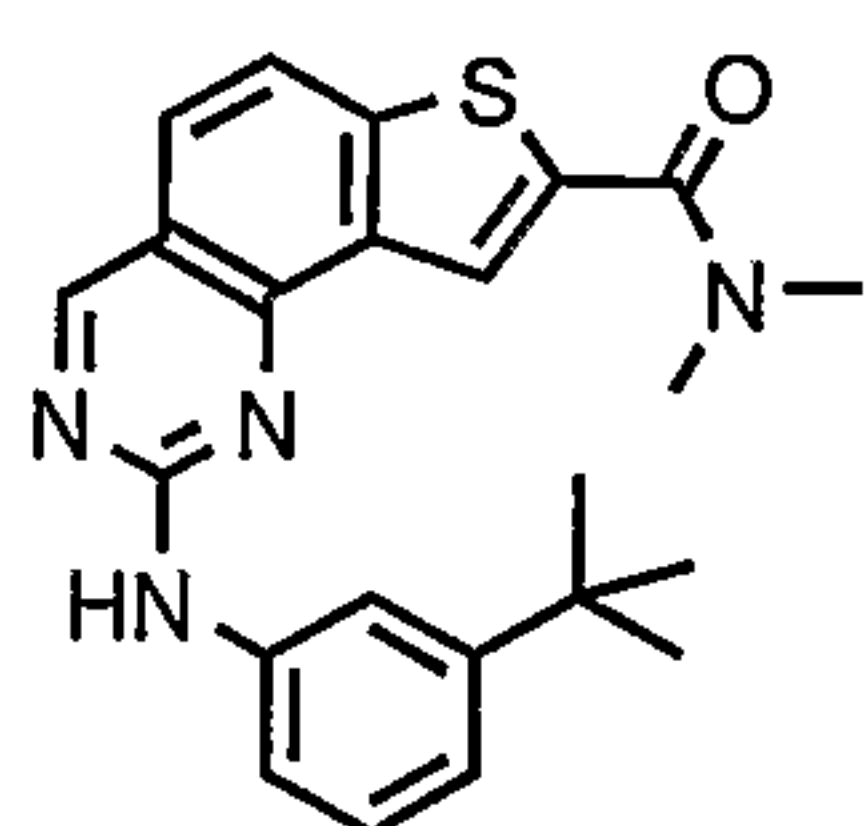
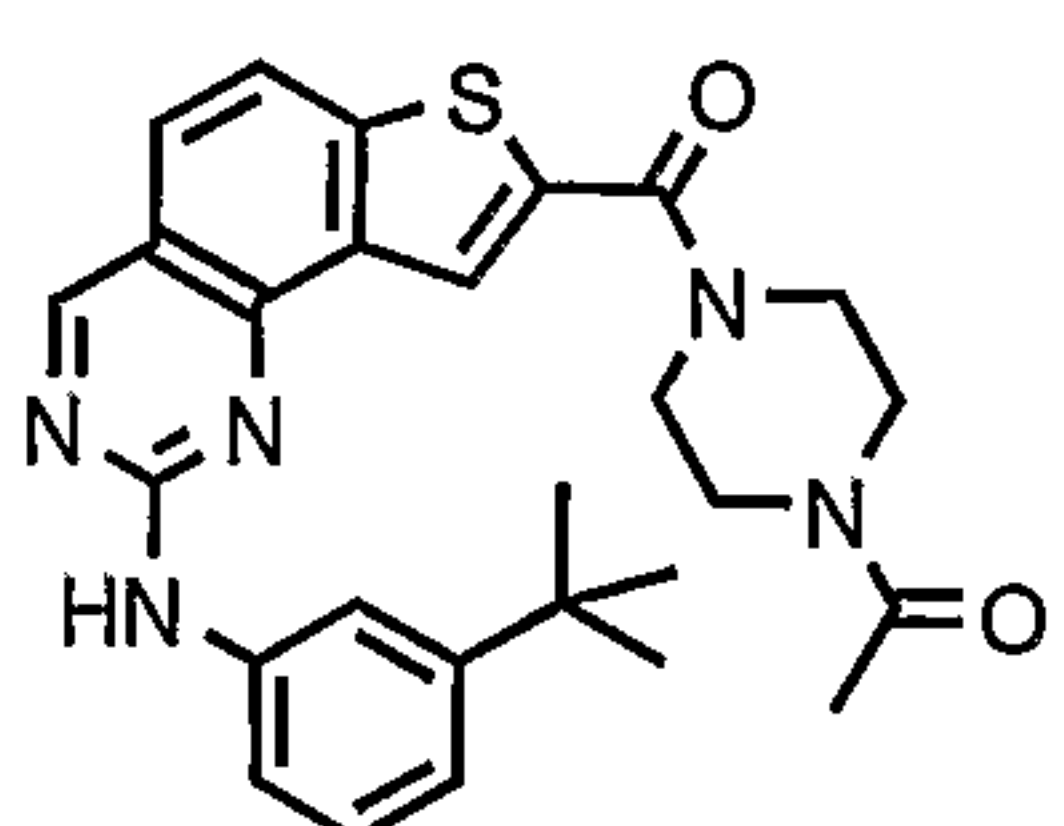
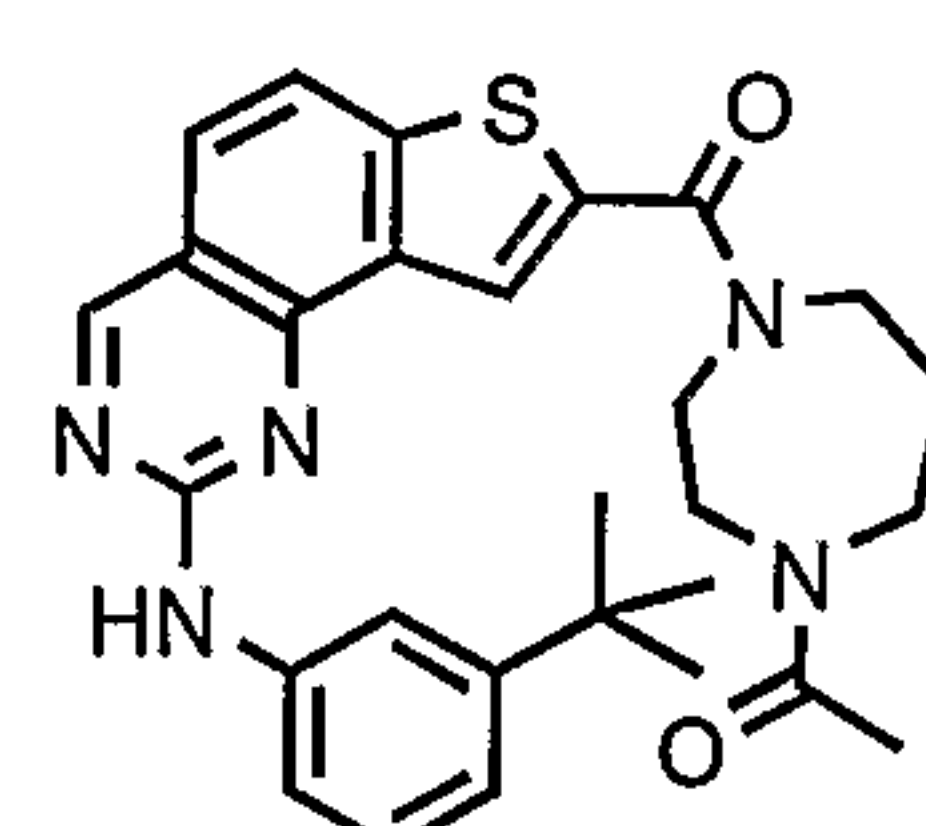


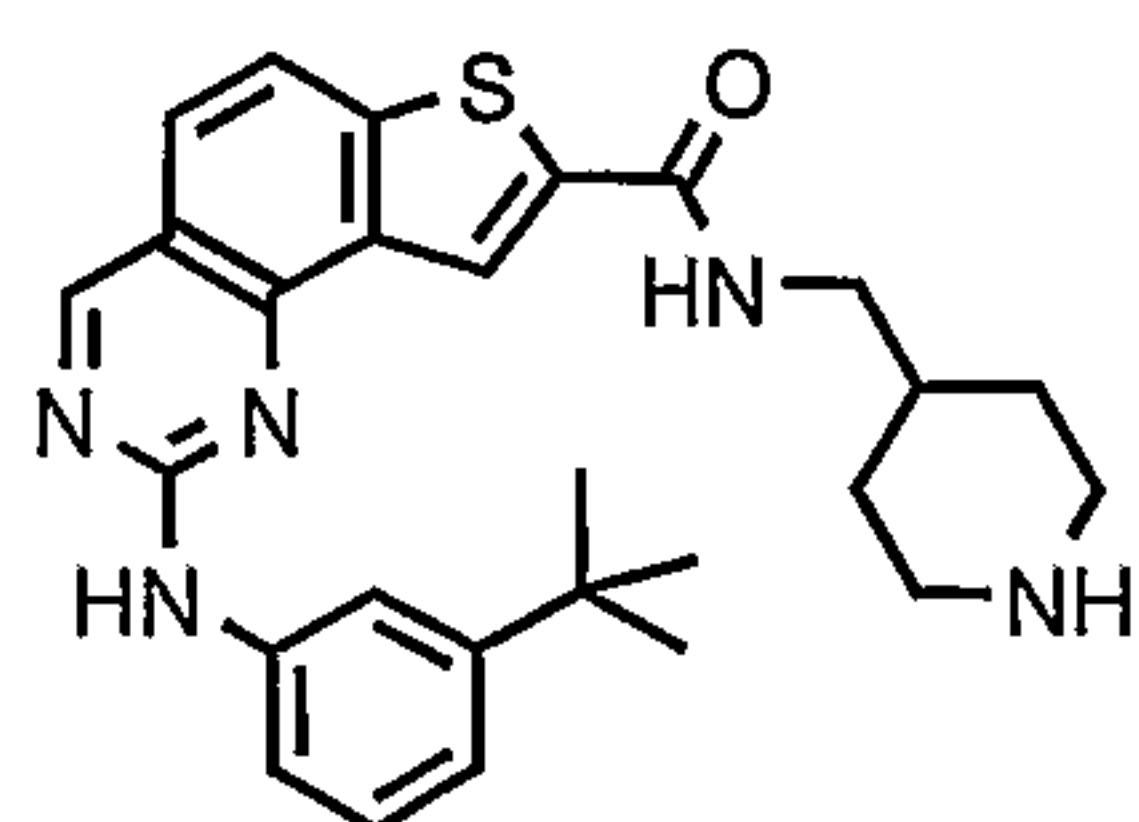
V-87



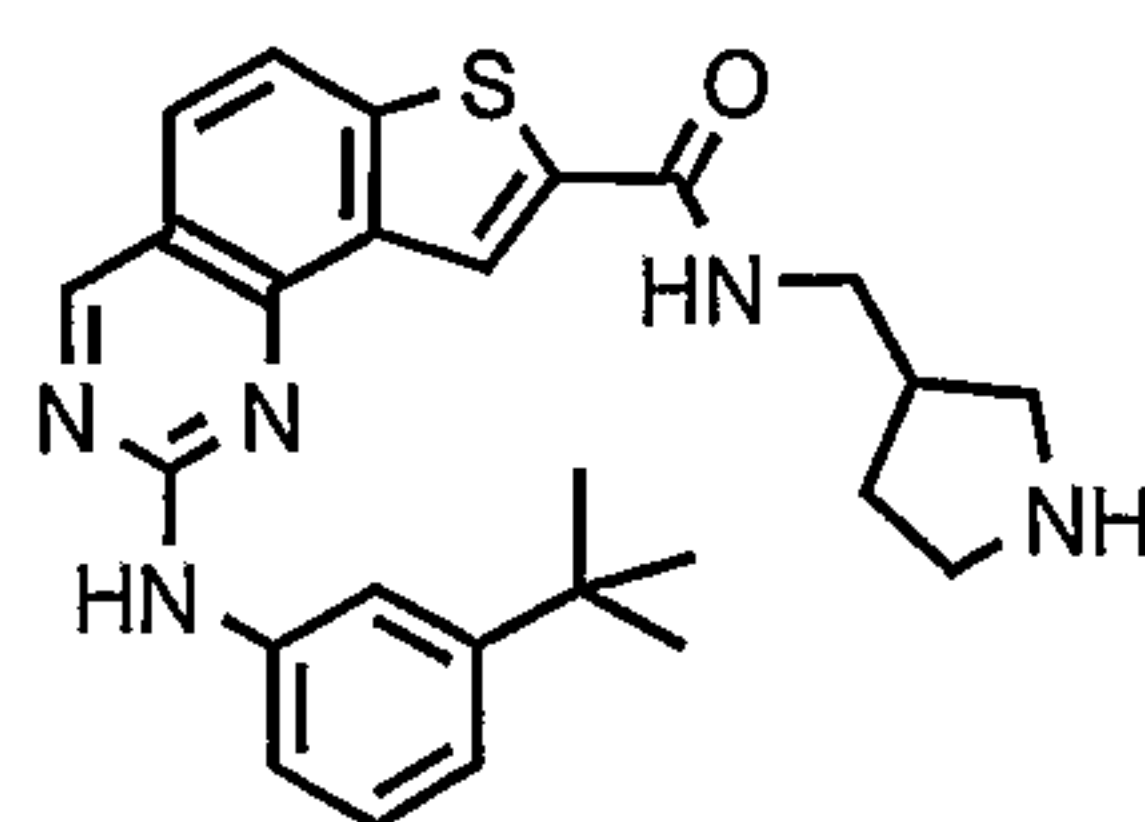
V-88



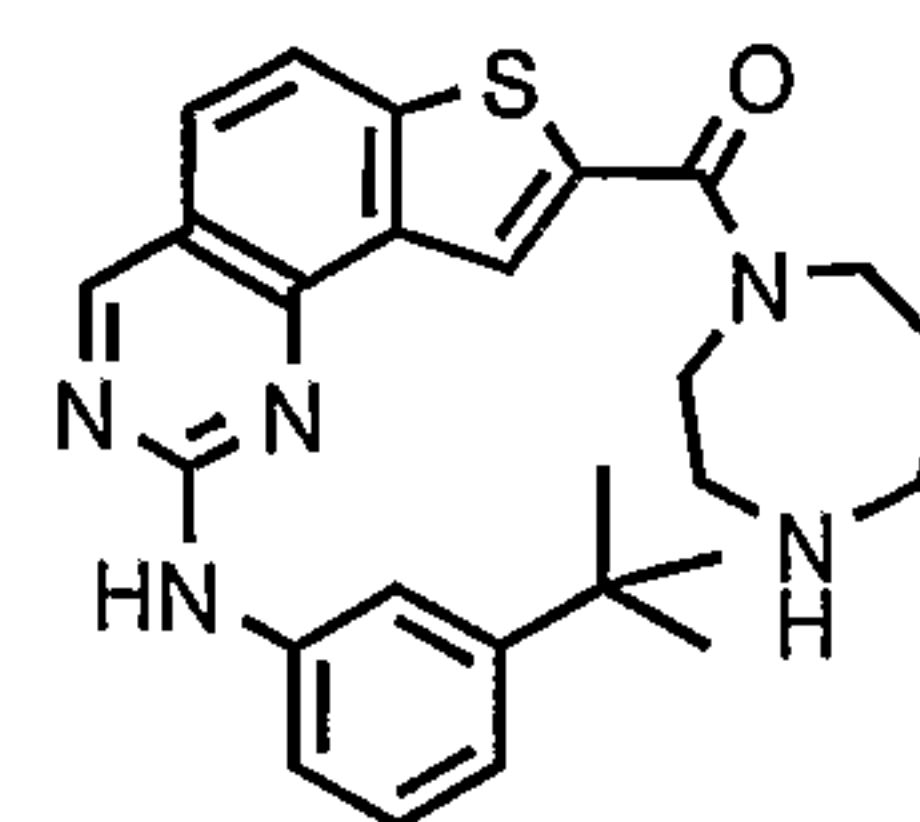
V-89**V-90****V-91****V-92****V-93****V-94****V-95****V-96****V-97****V-98****V-99****V-100****V-101****V-102****V-103****V-104****V-105****V-106**



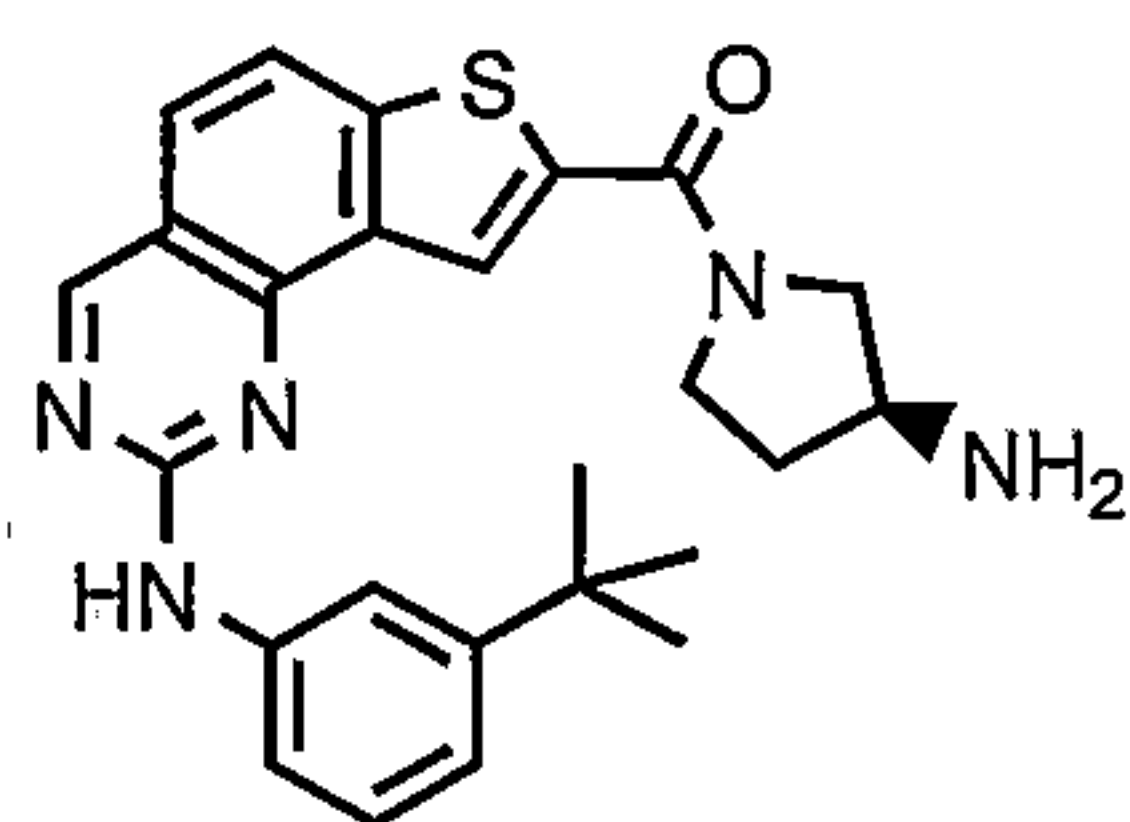
V-107



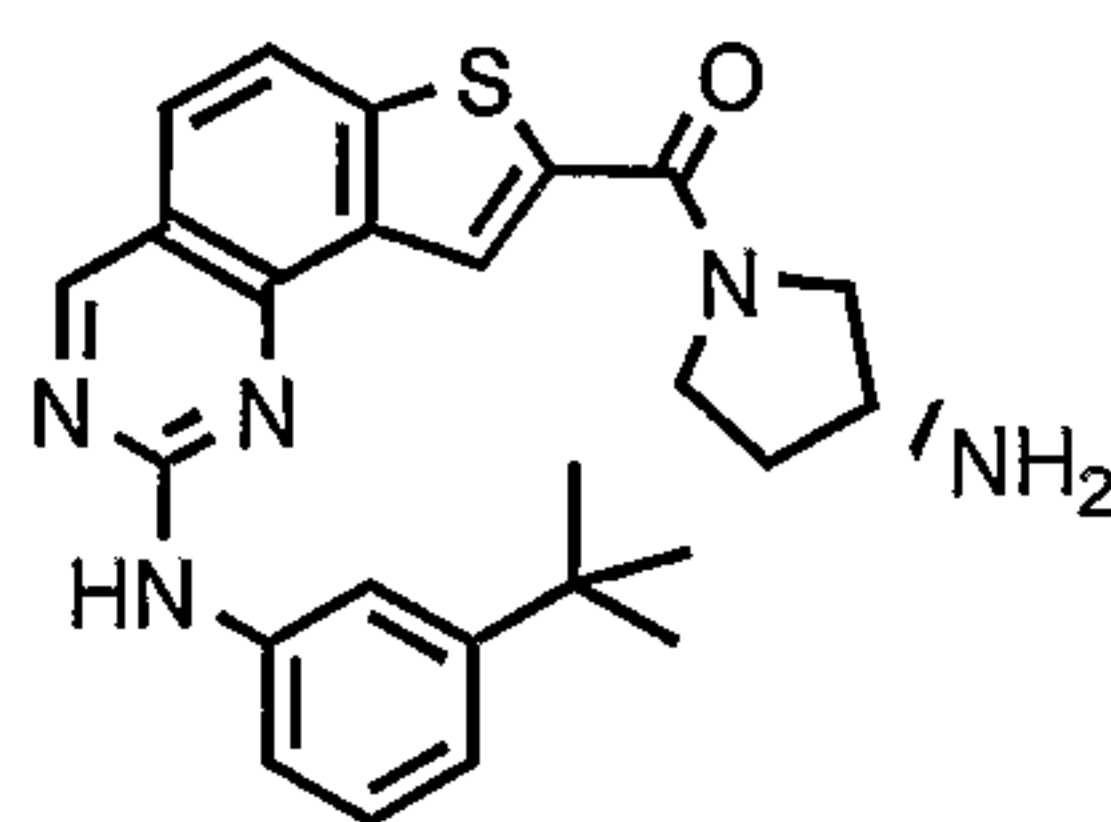
V-108



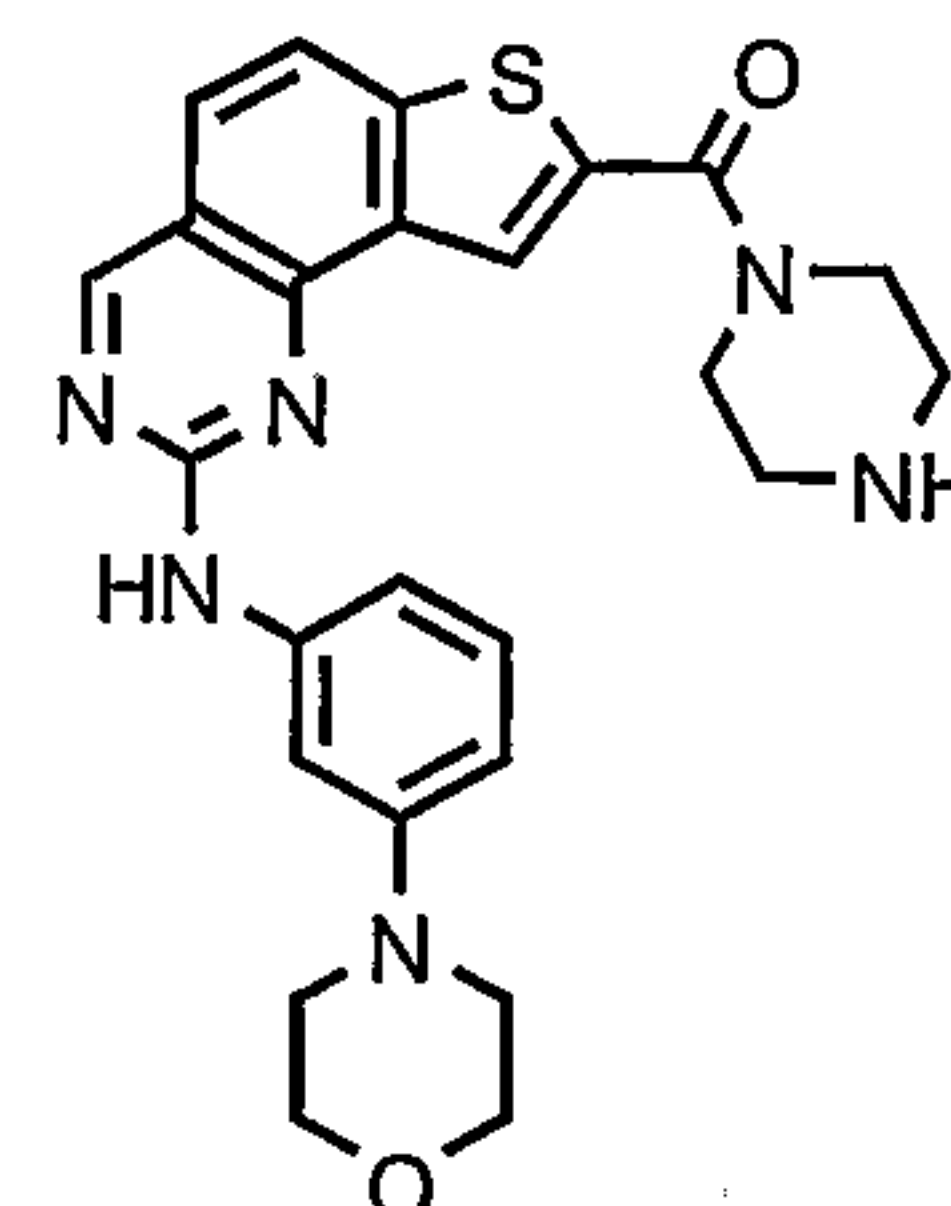
V-109



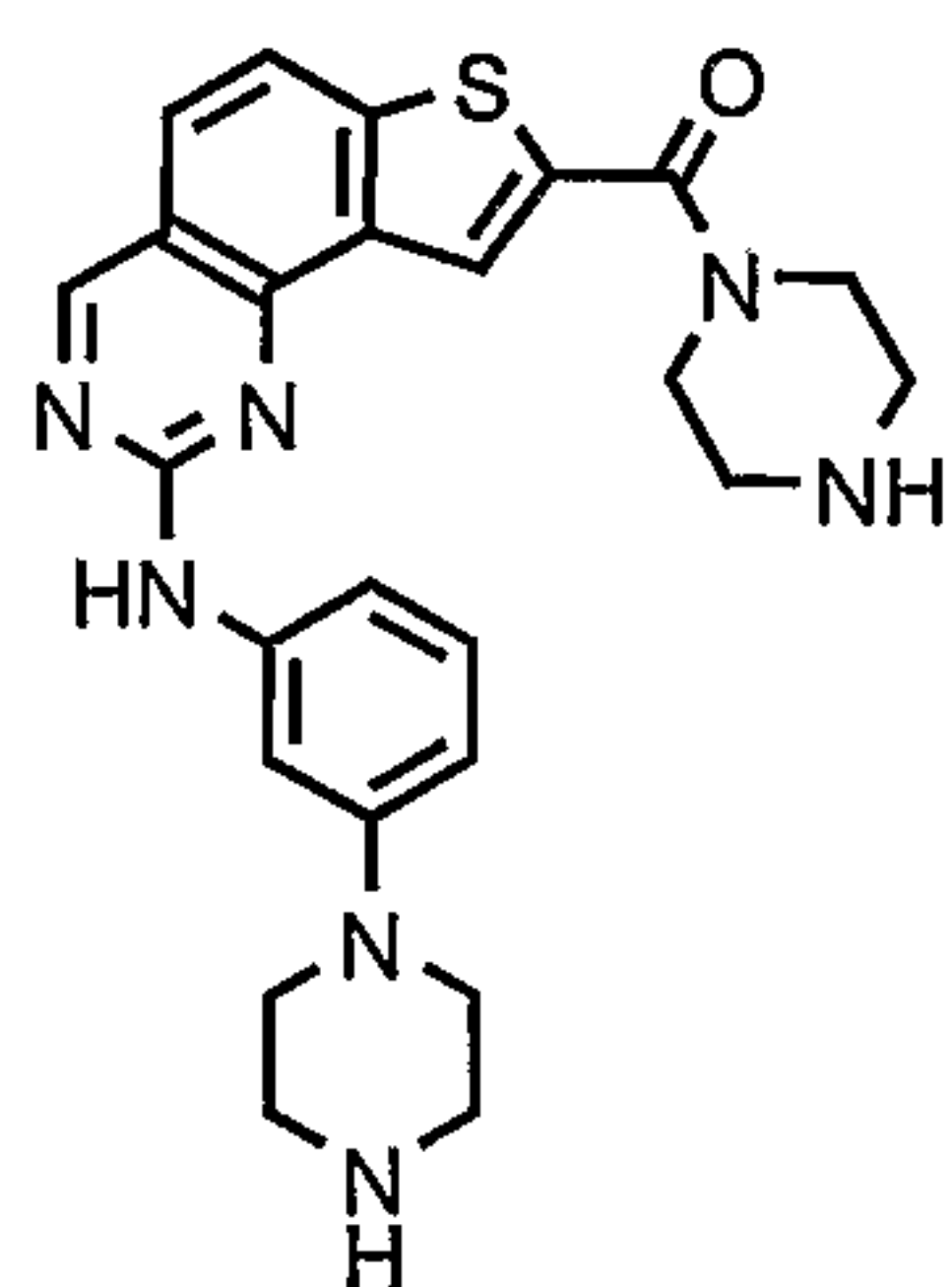
V-110



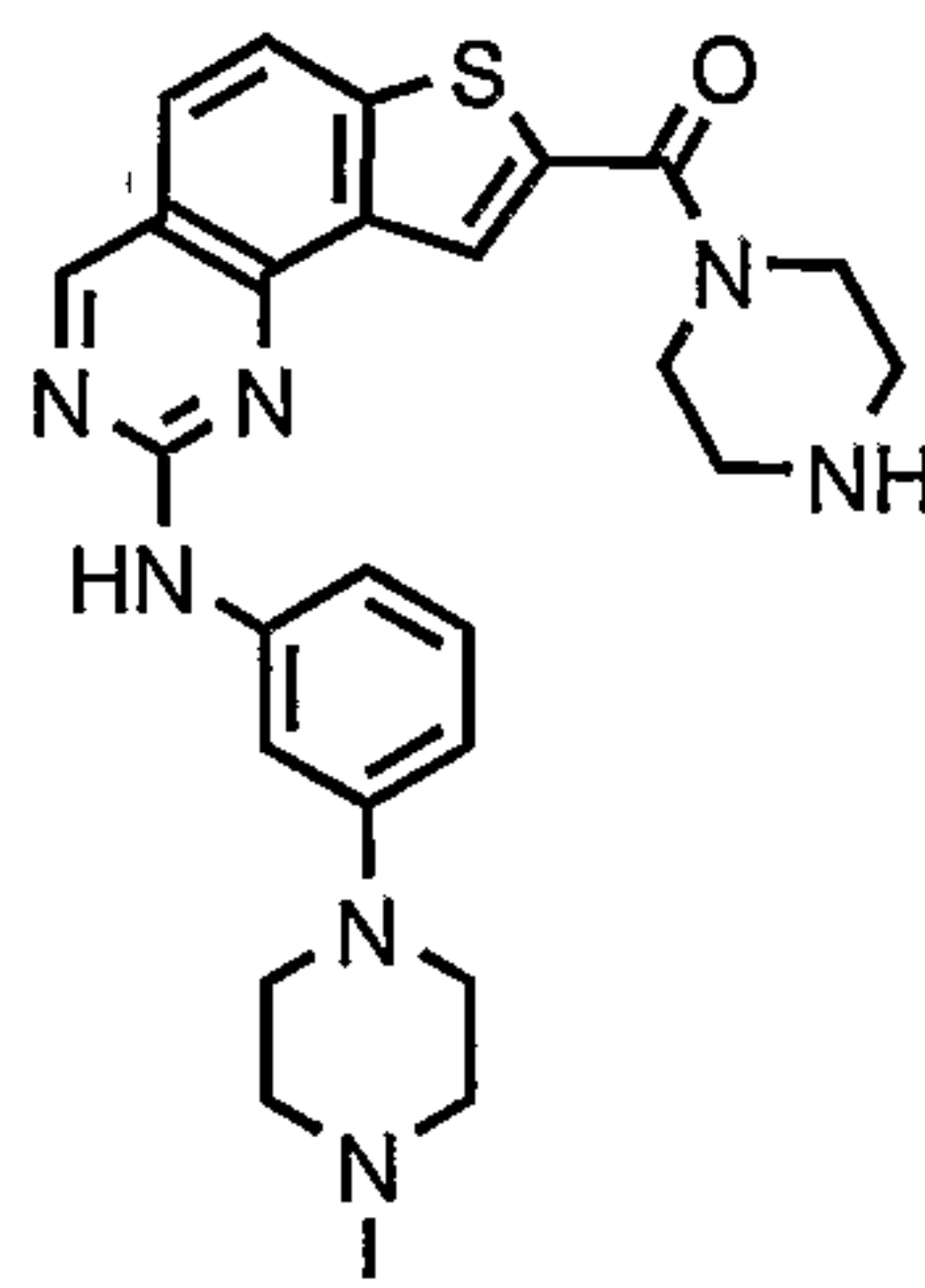
V-111



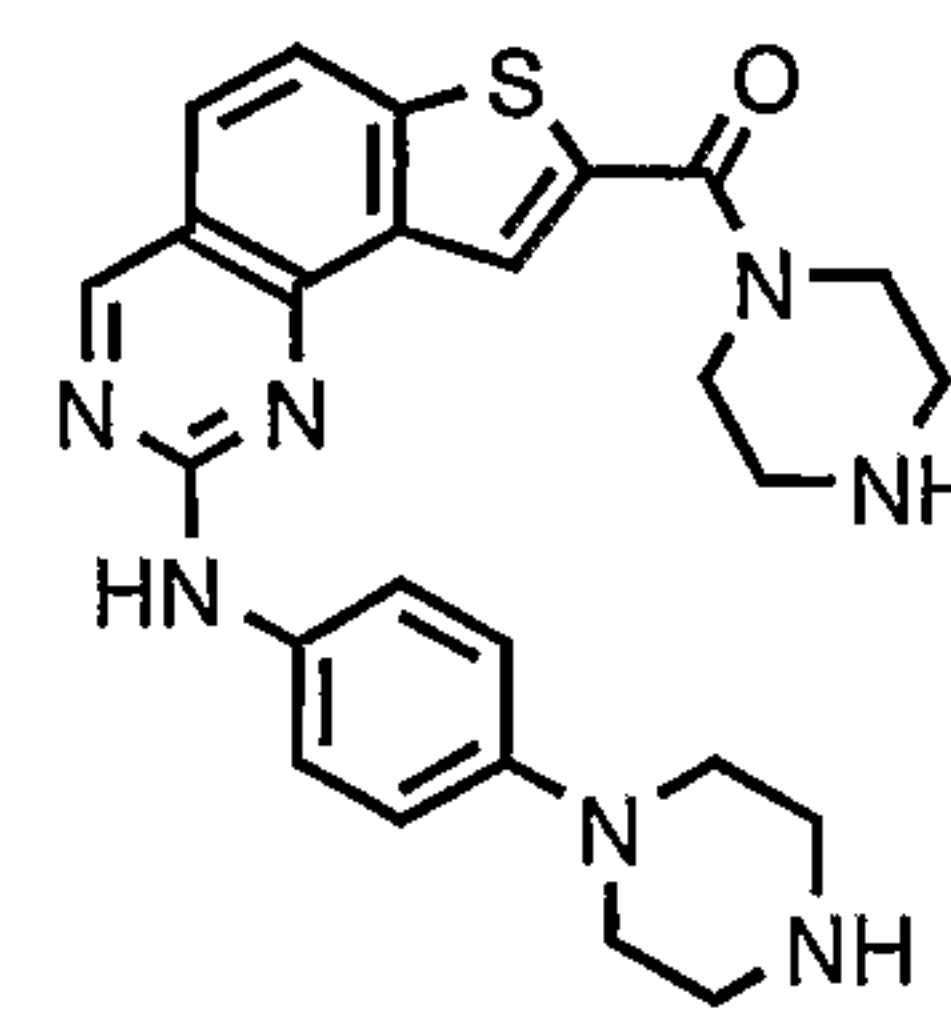
V-112



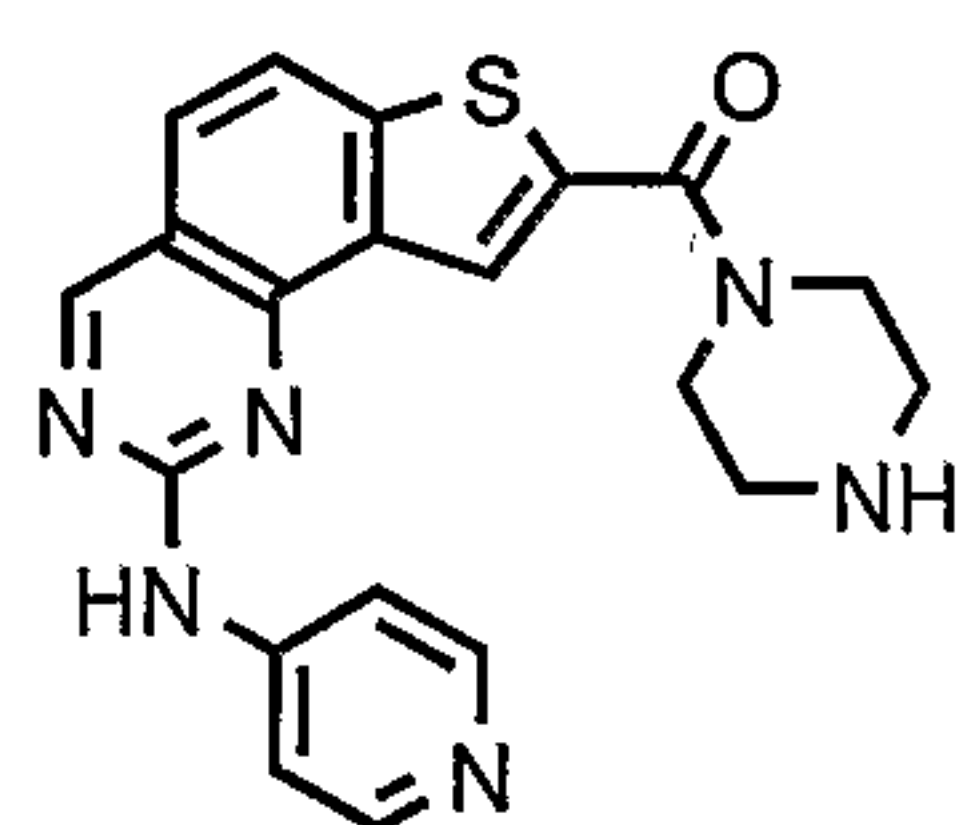
V-113



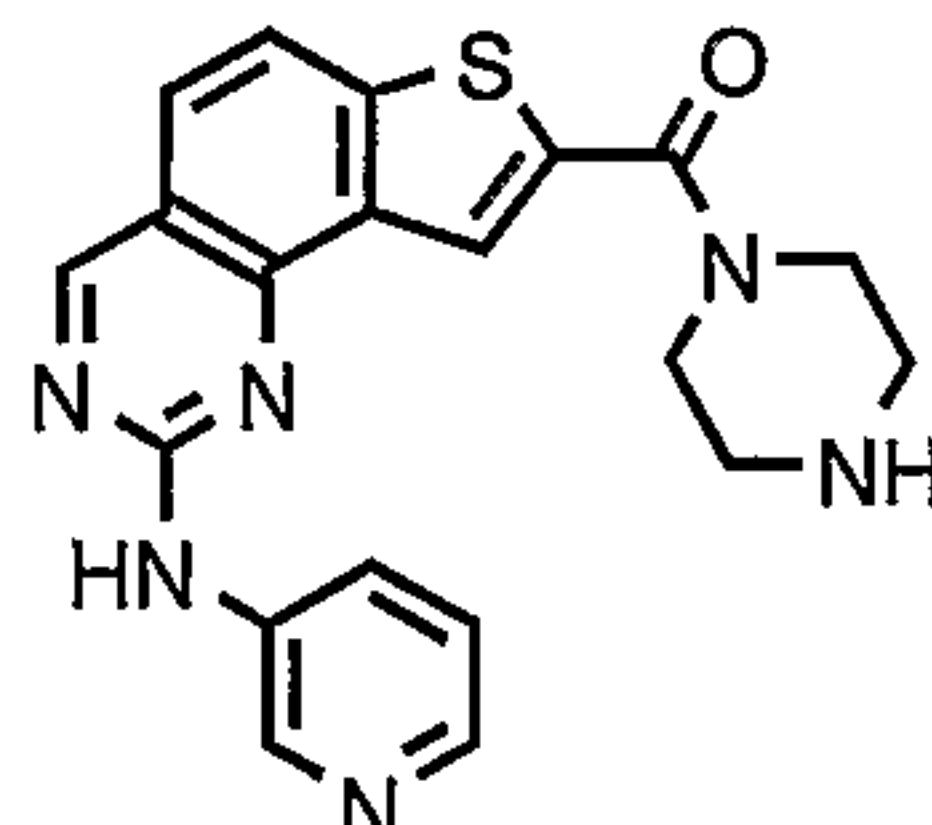
V-114



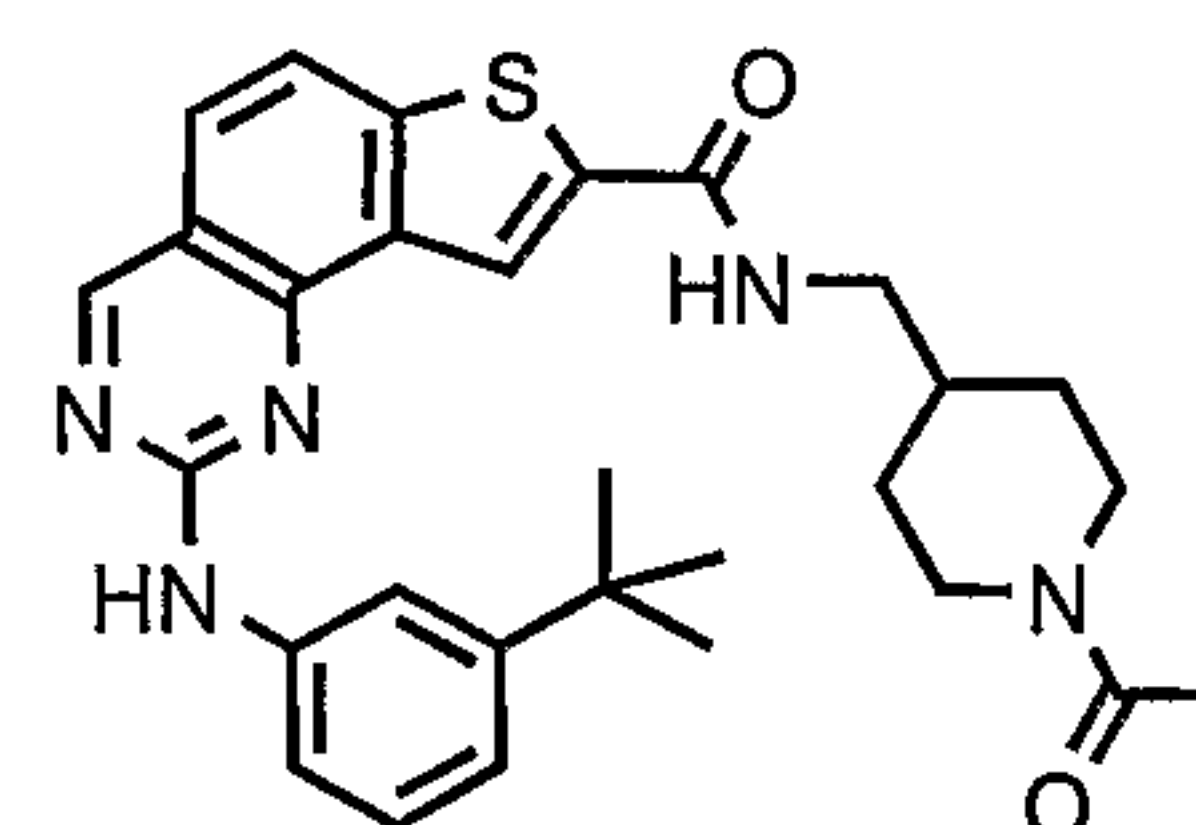
V-115



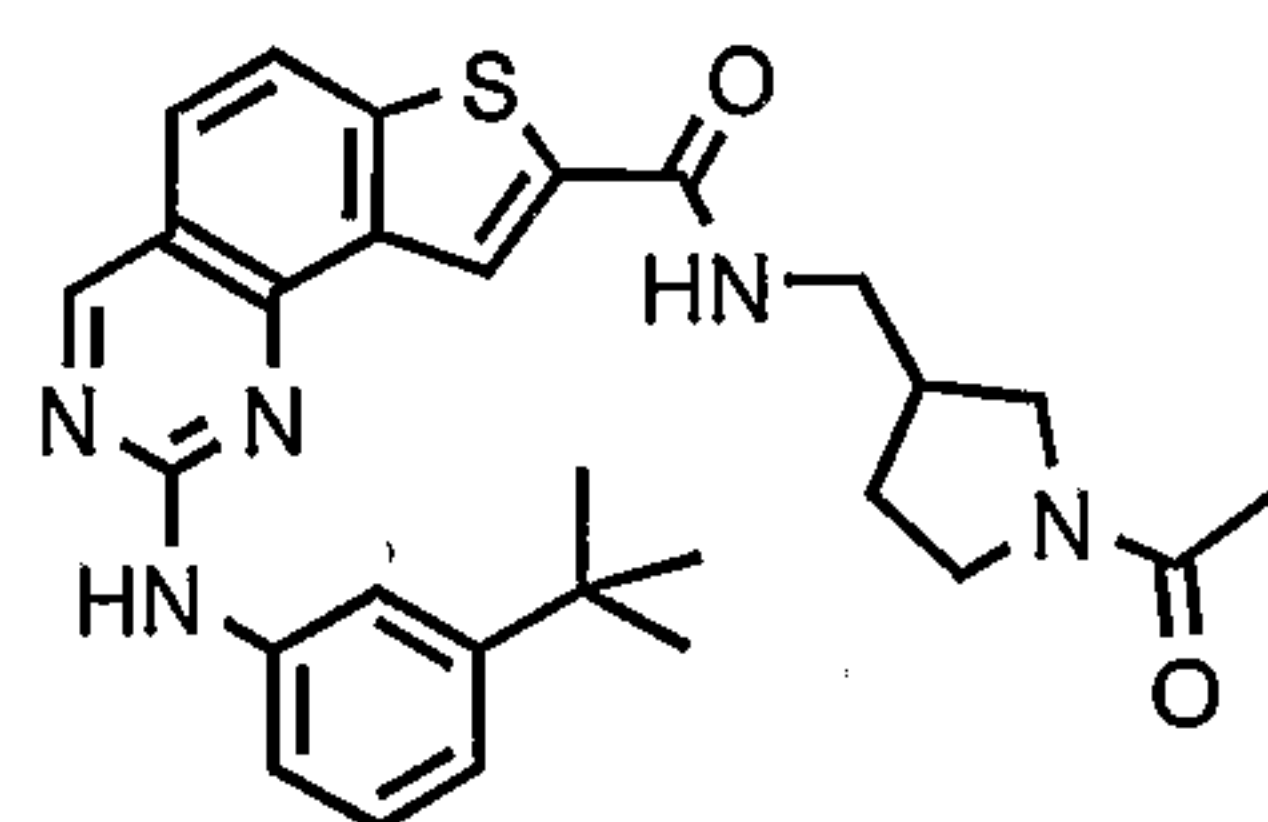
V-116



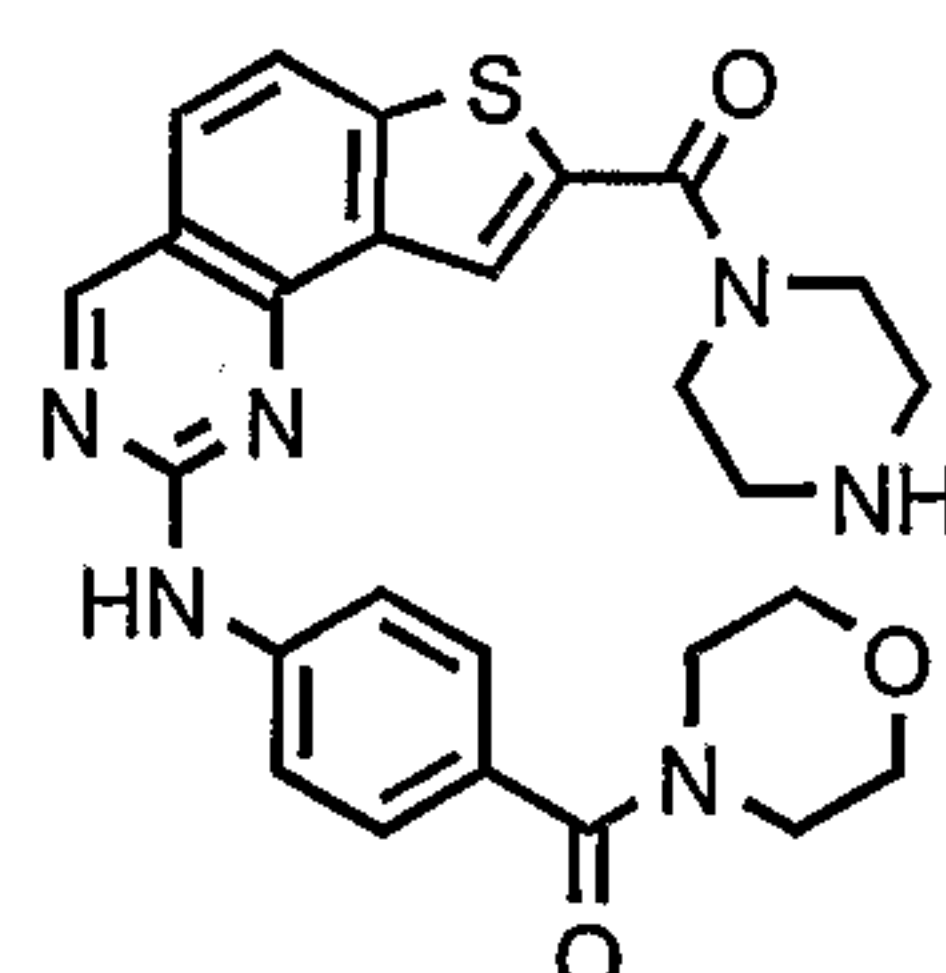
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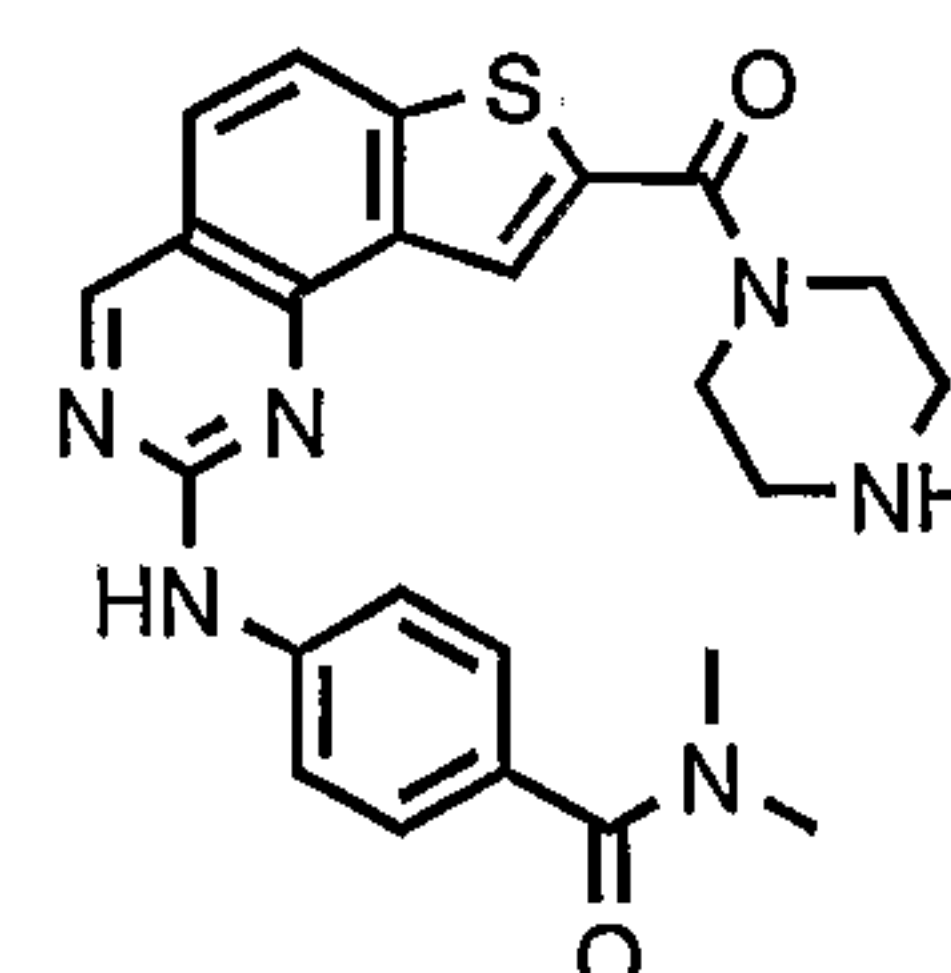
V-118



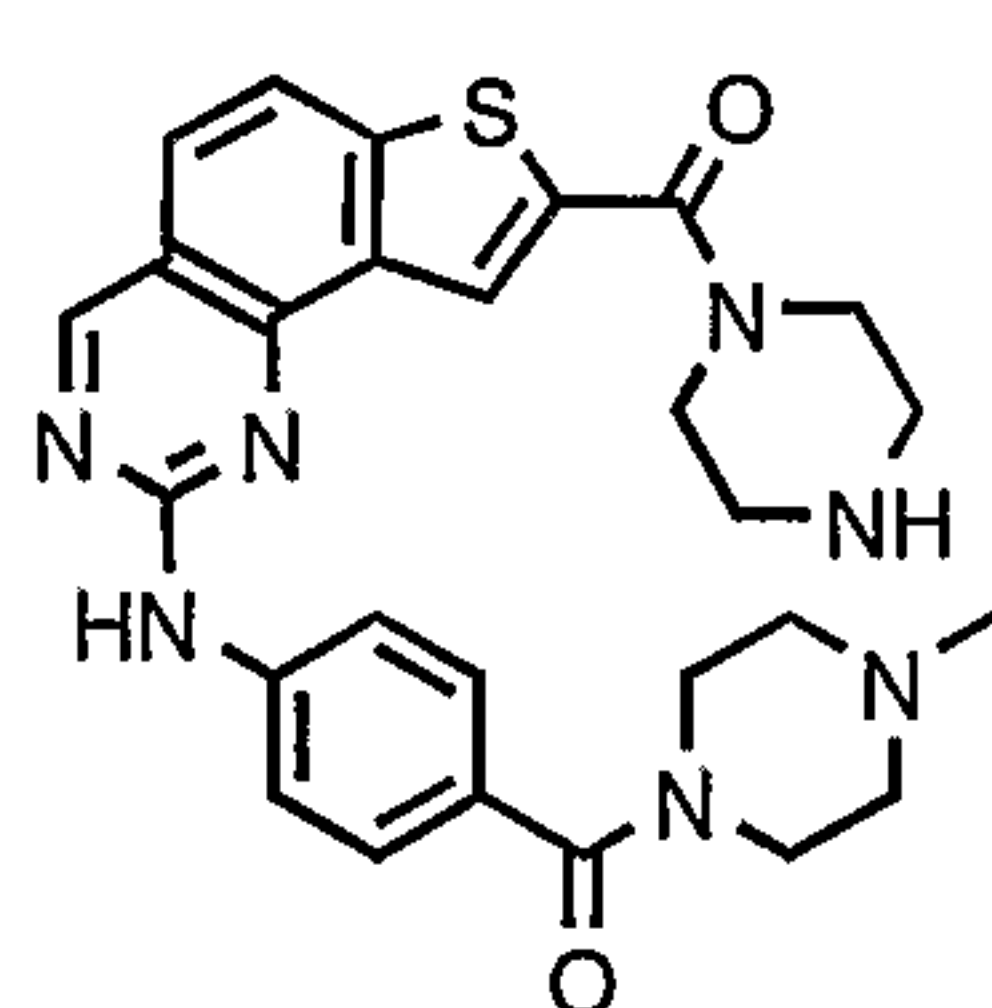
V-119



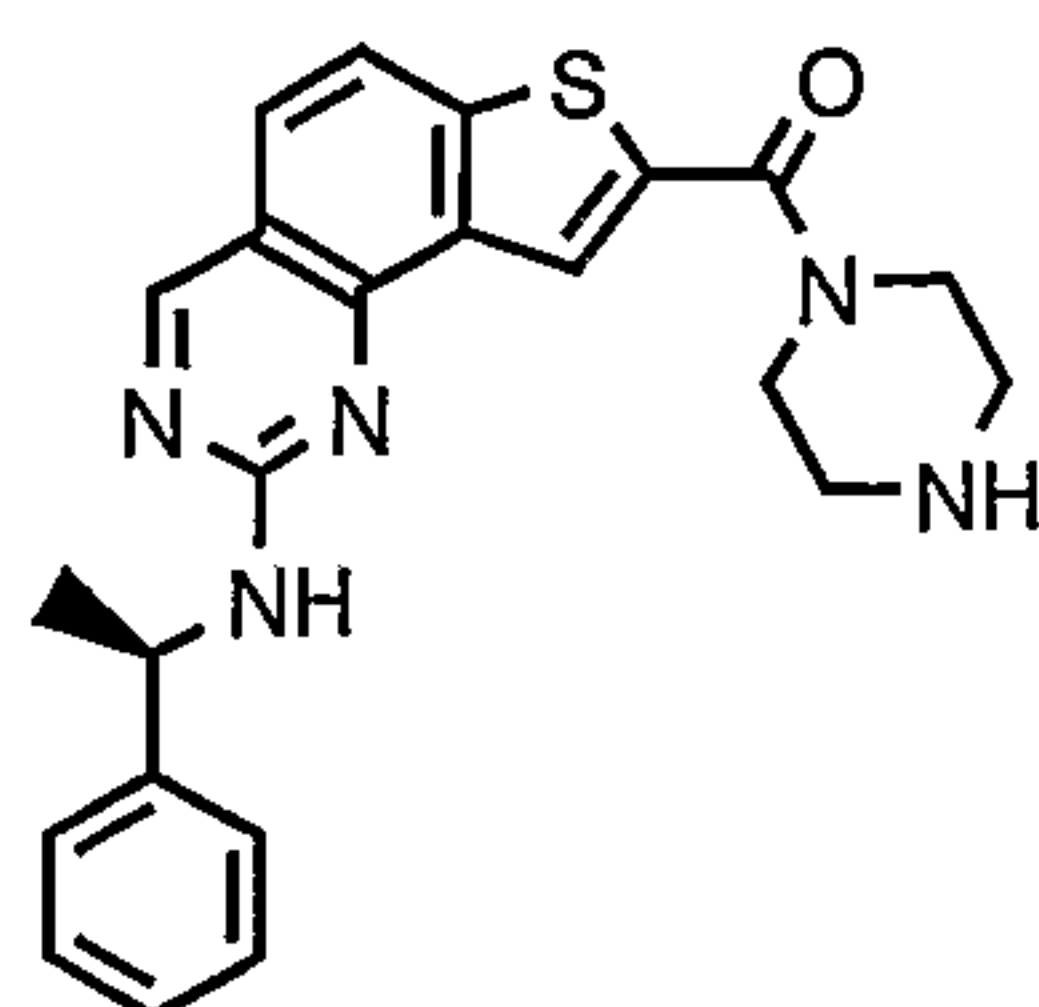
V-120



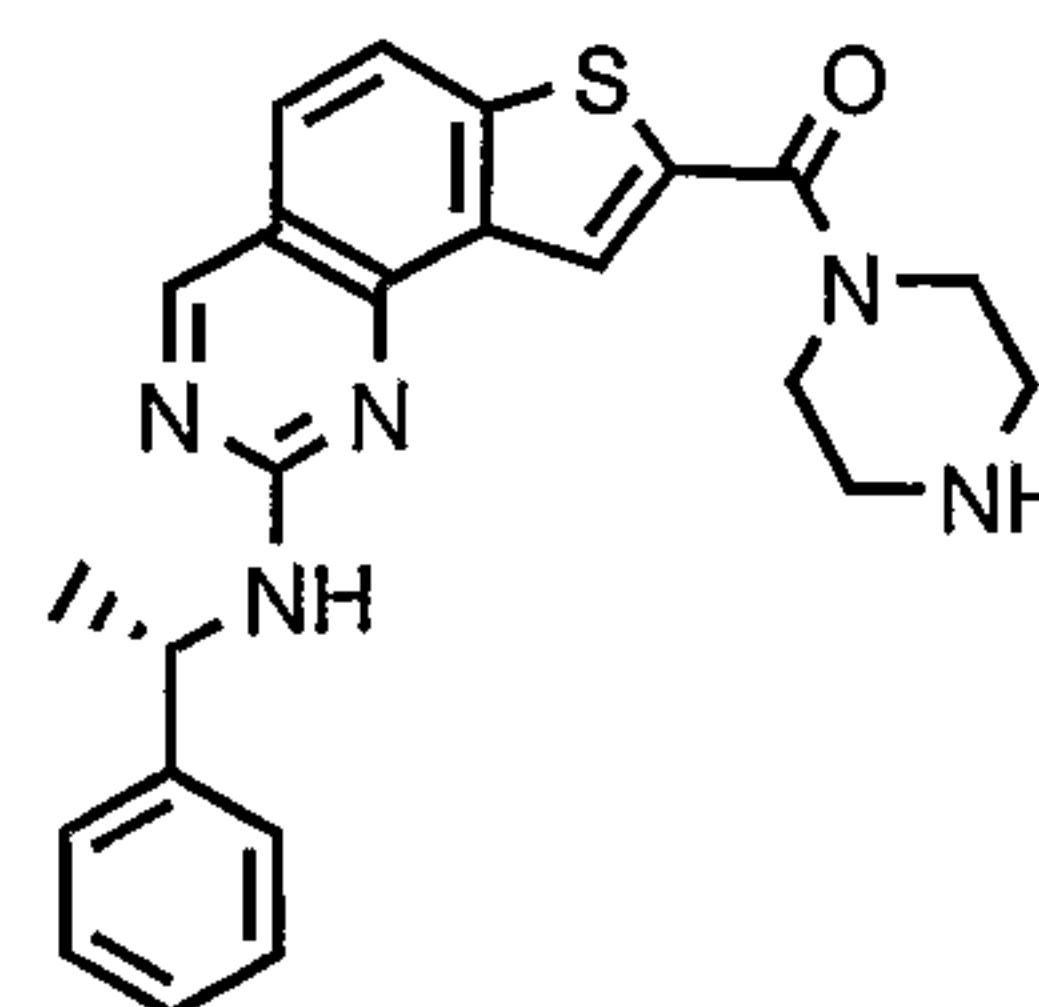
V-121



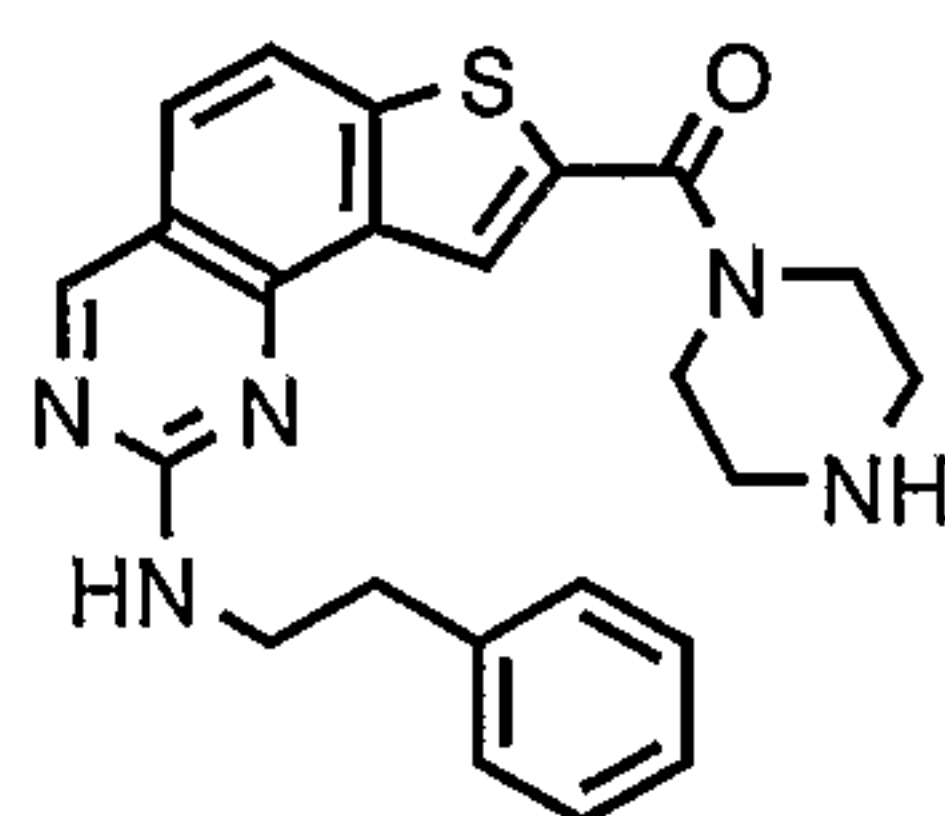
V-122



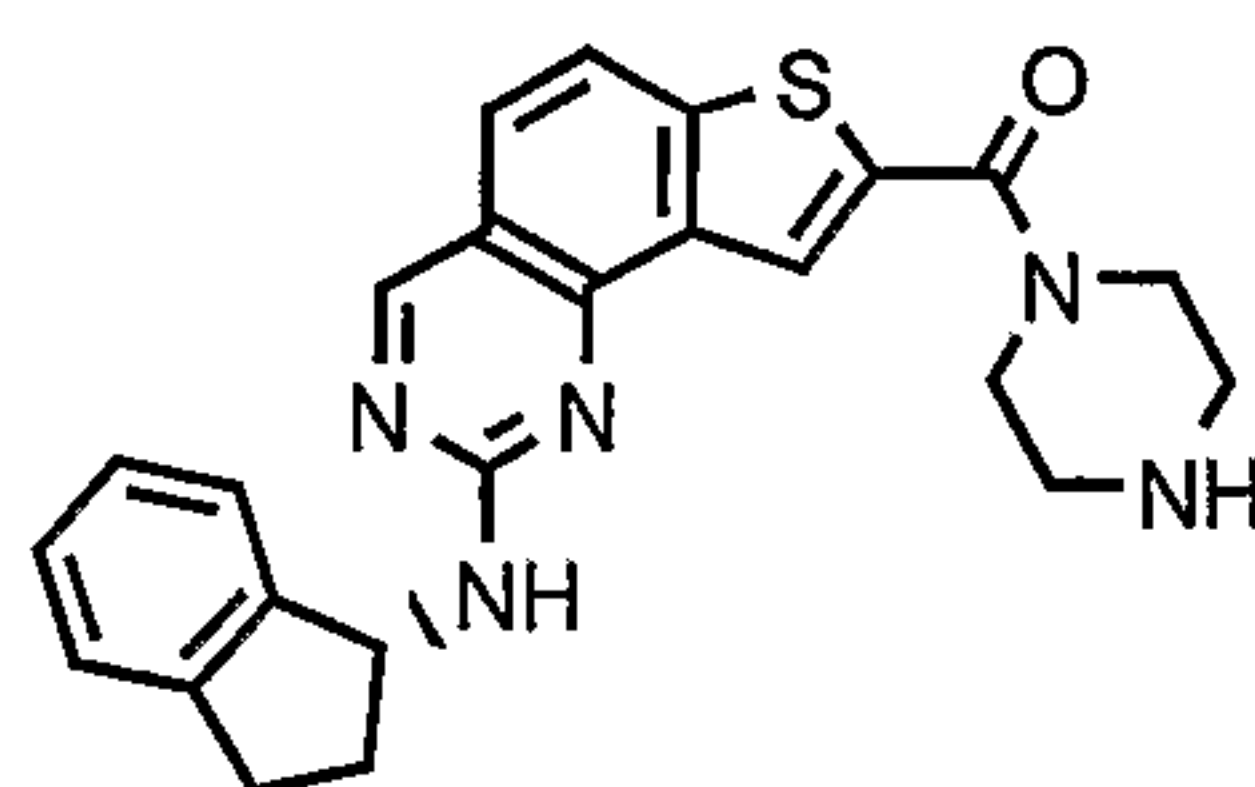
V-123



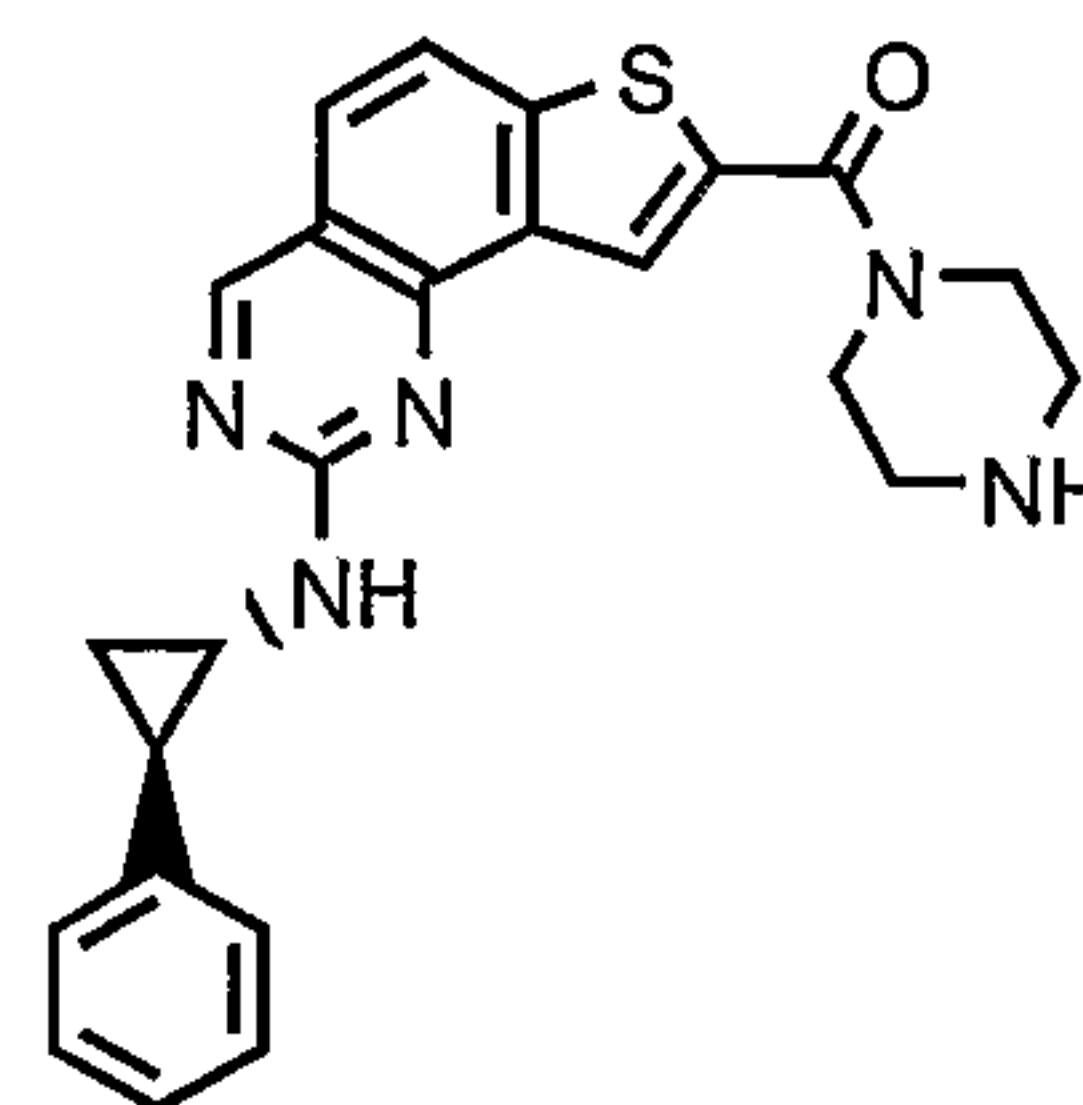
V-124



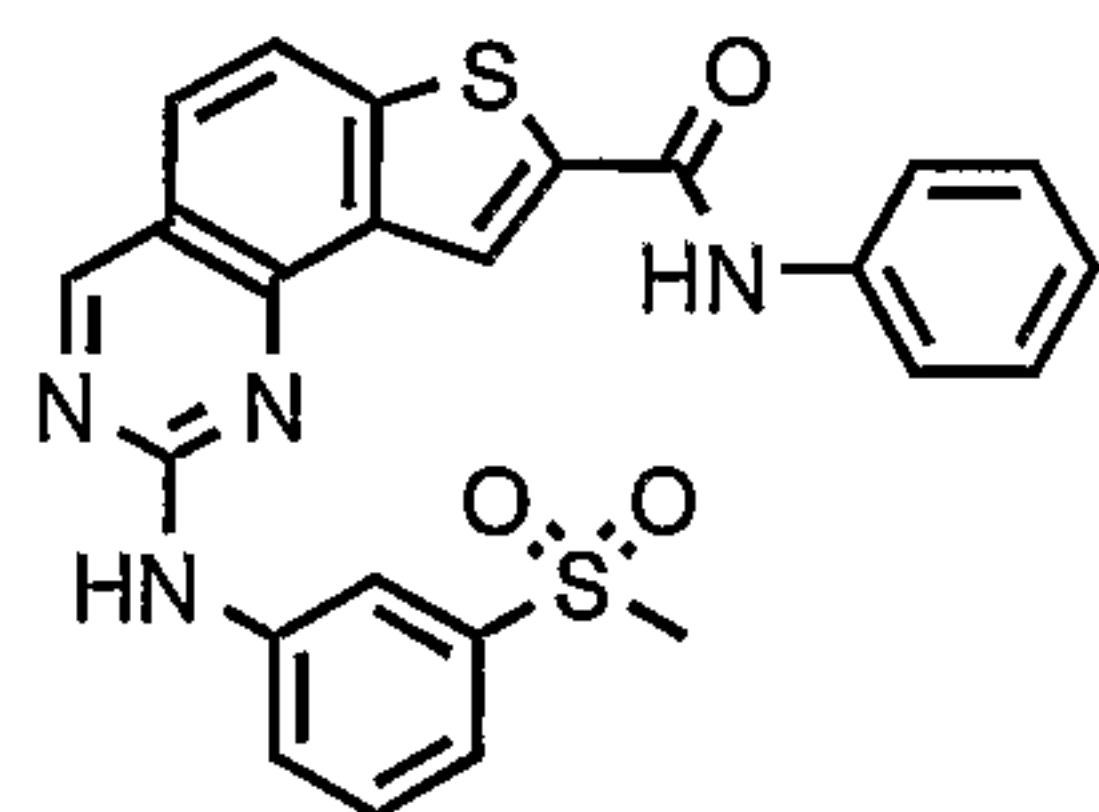
V-125



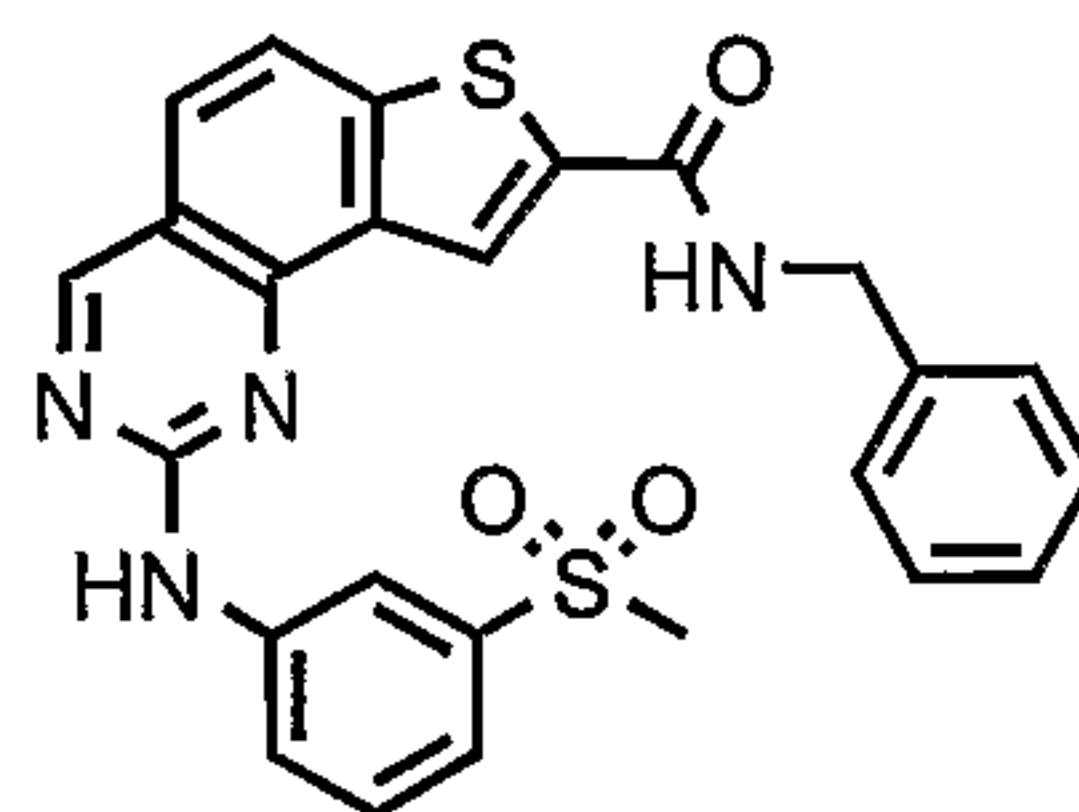
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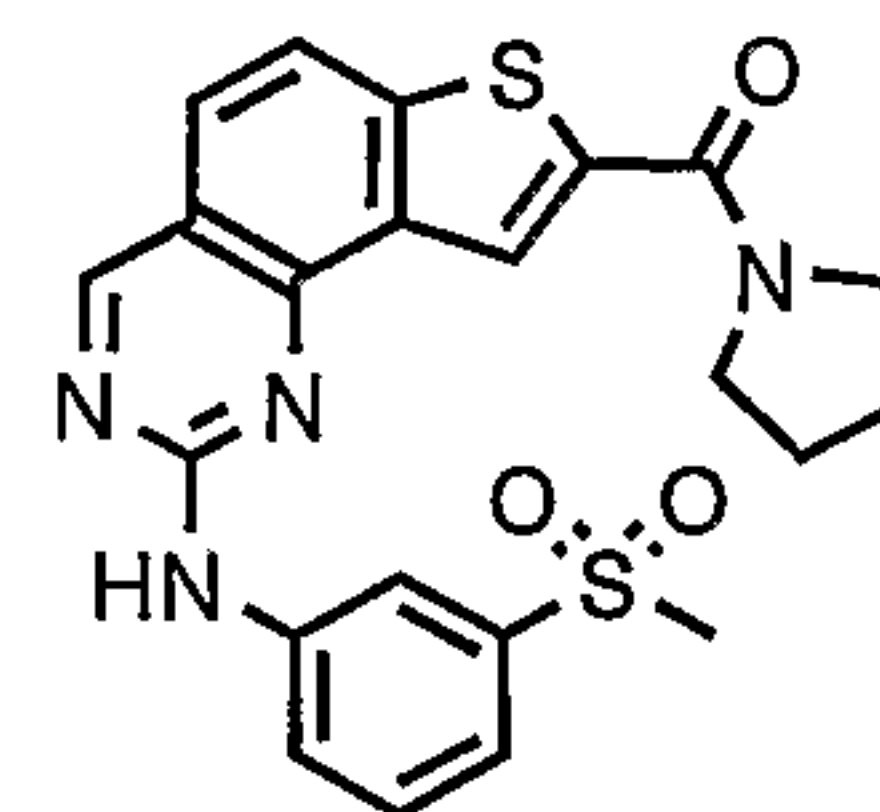
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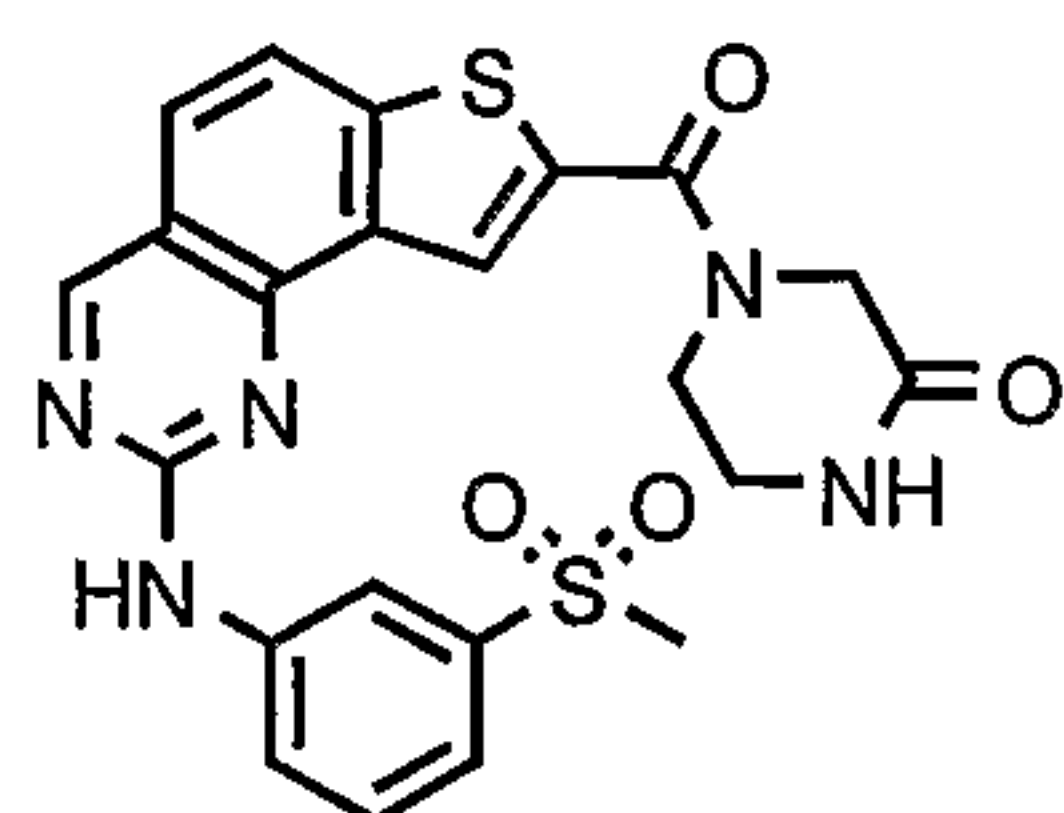
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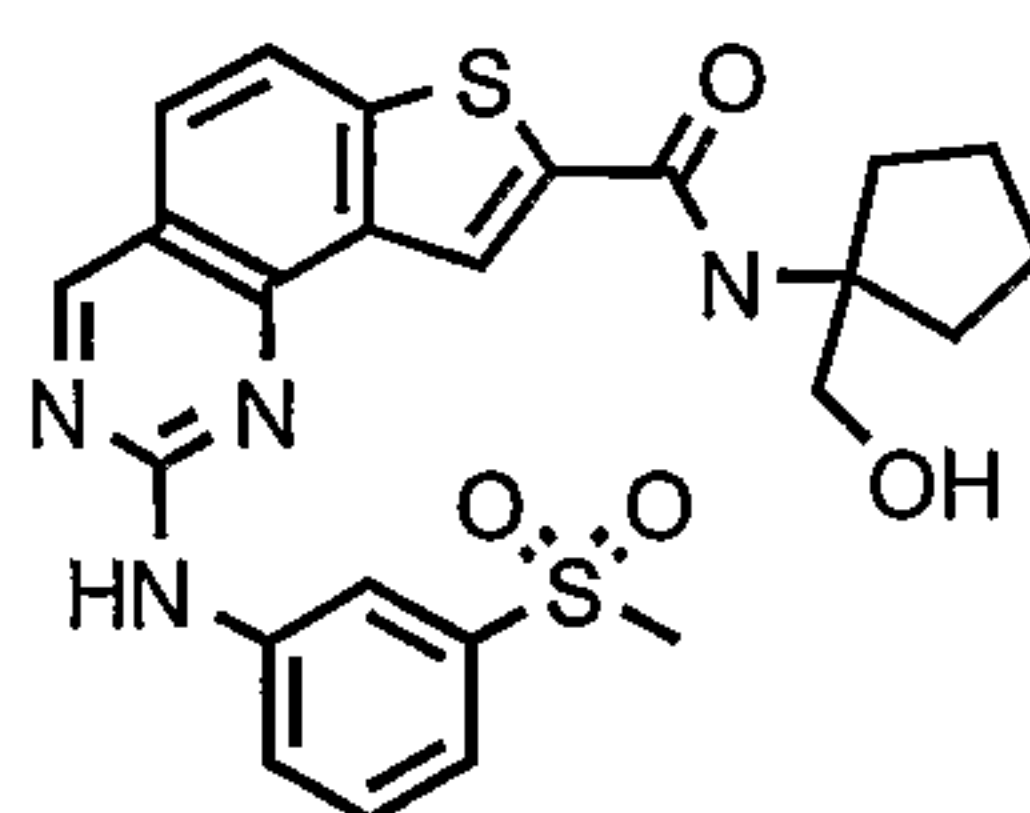
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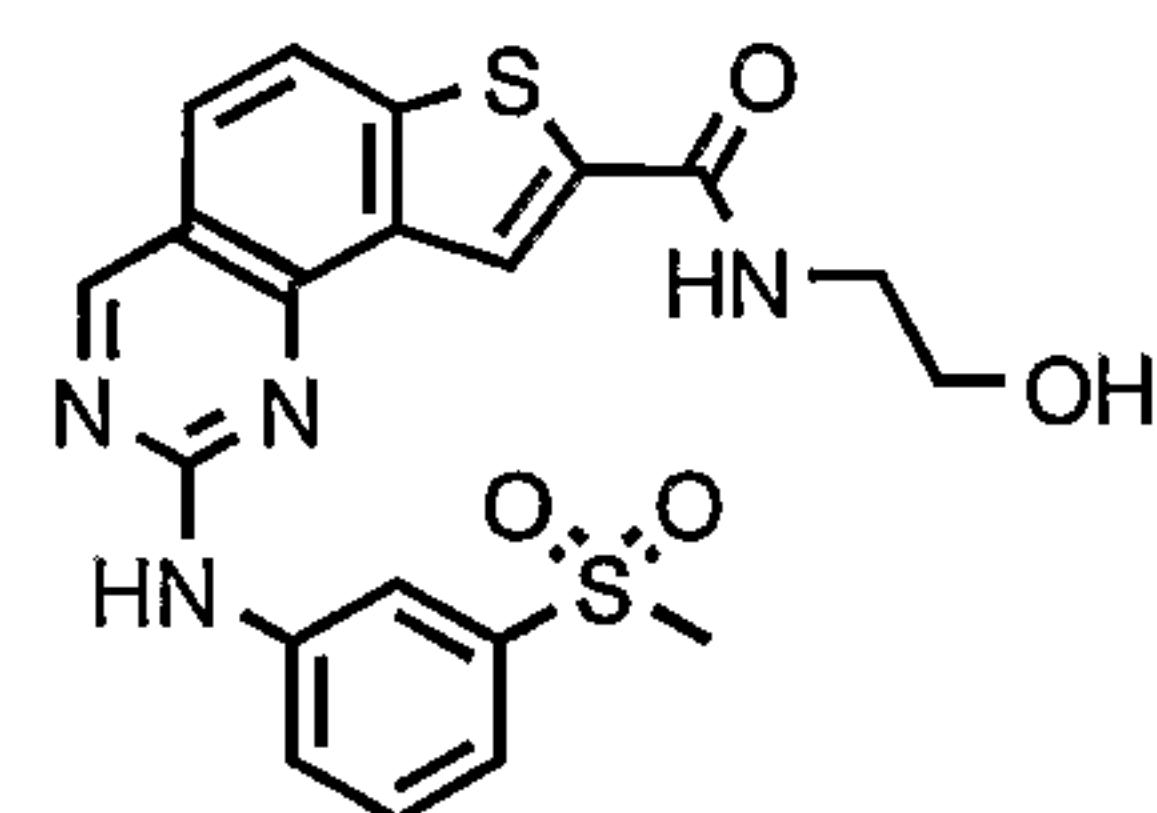
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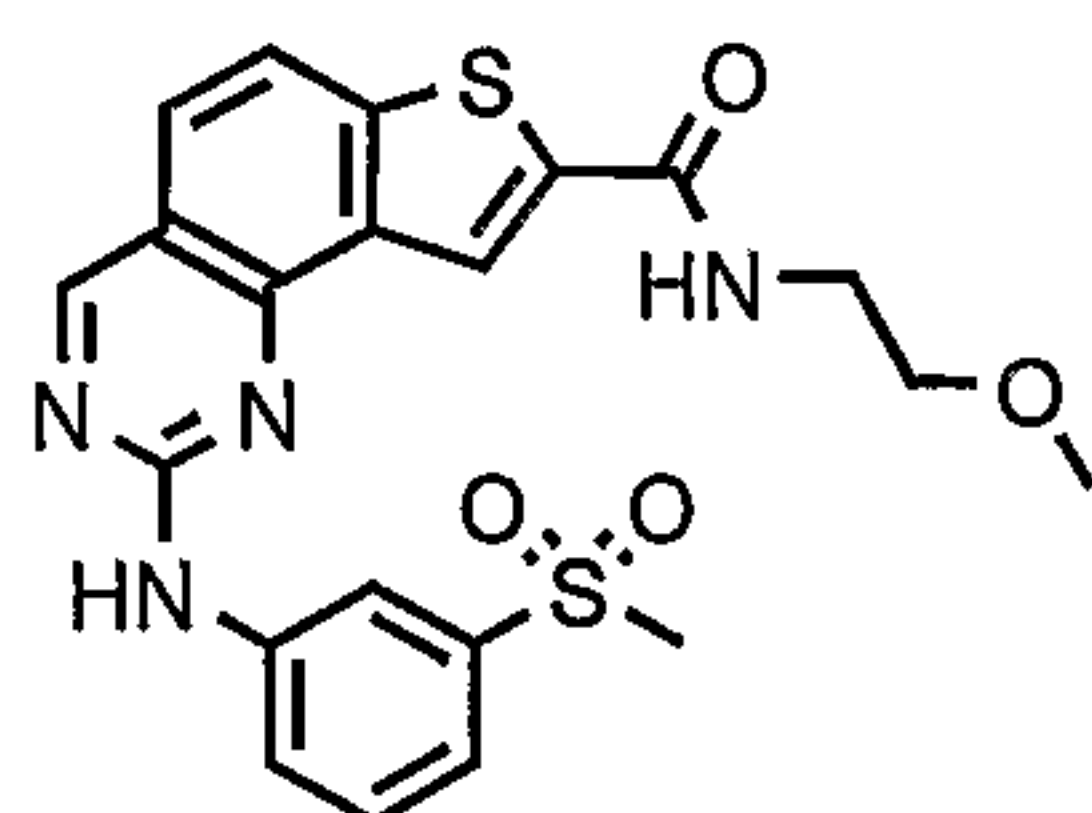
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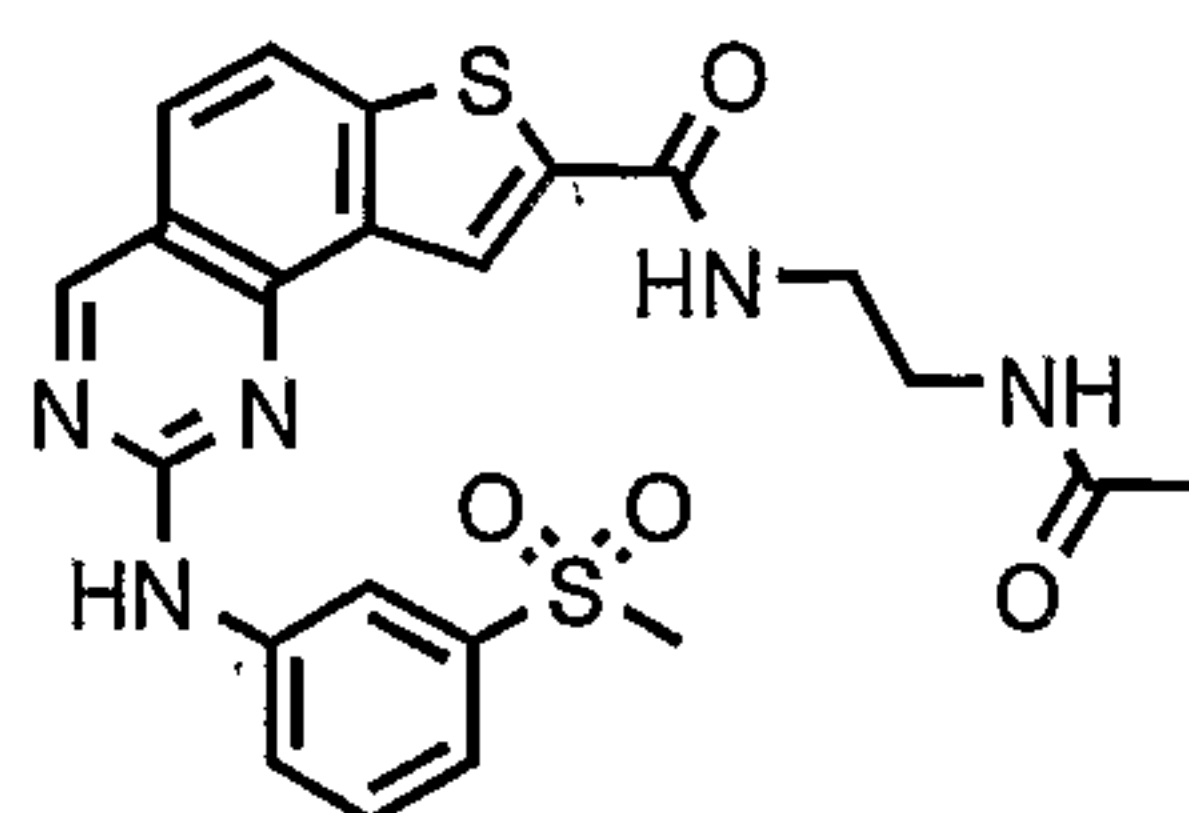
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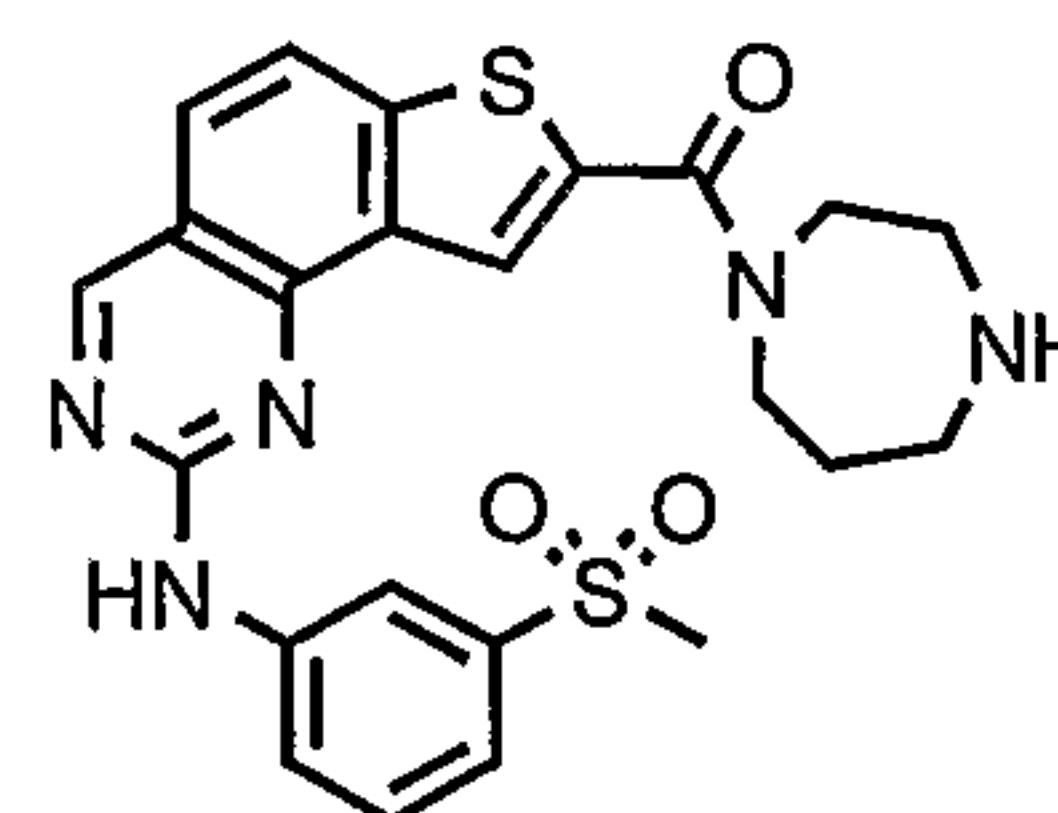
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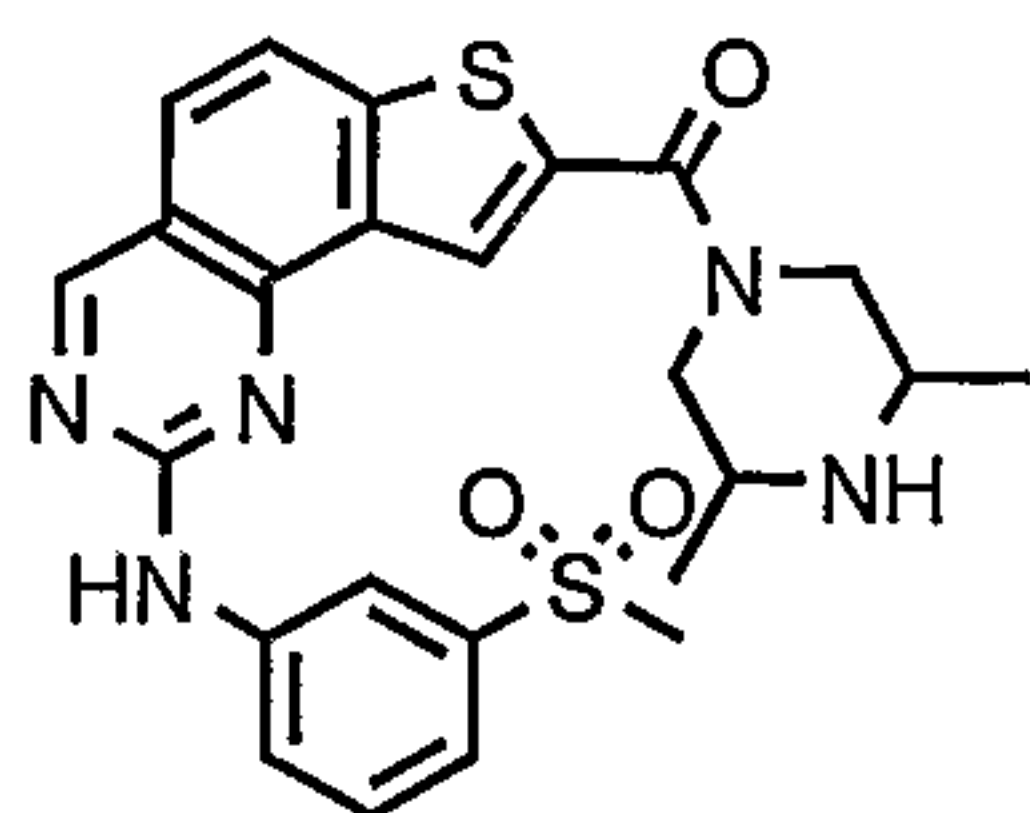
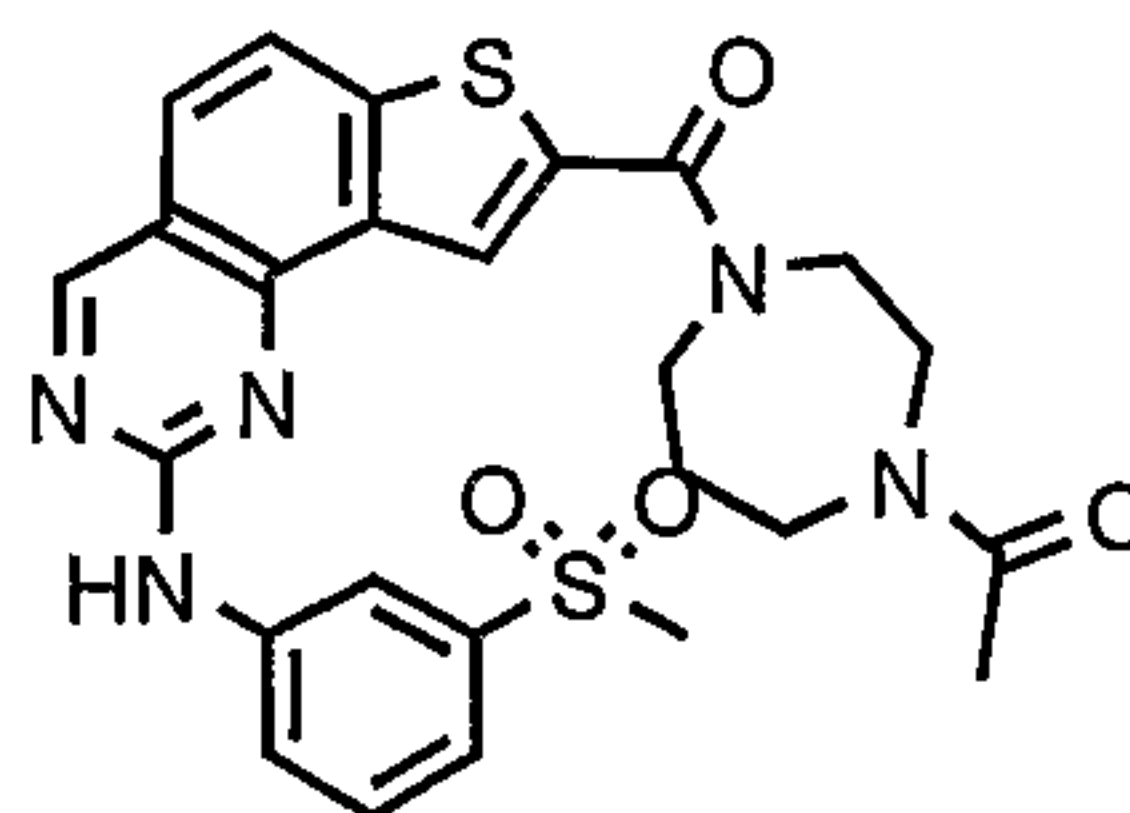
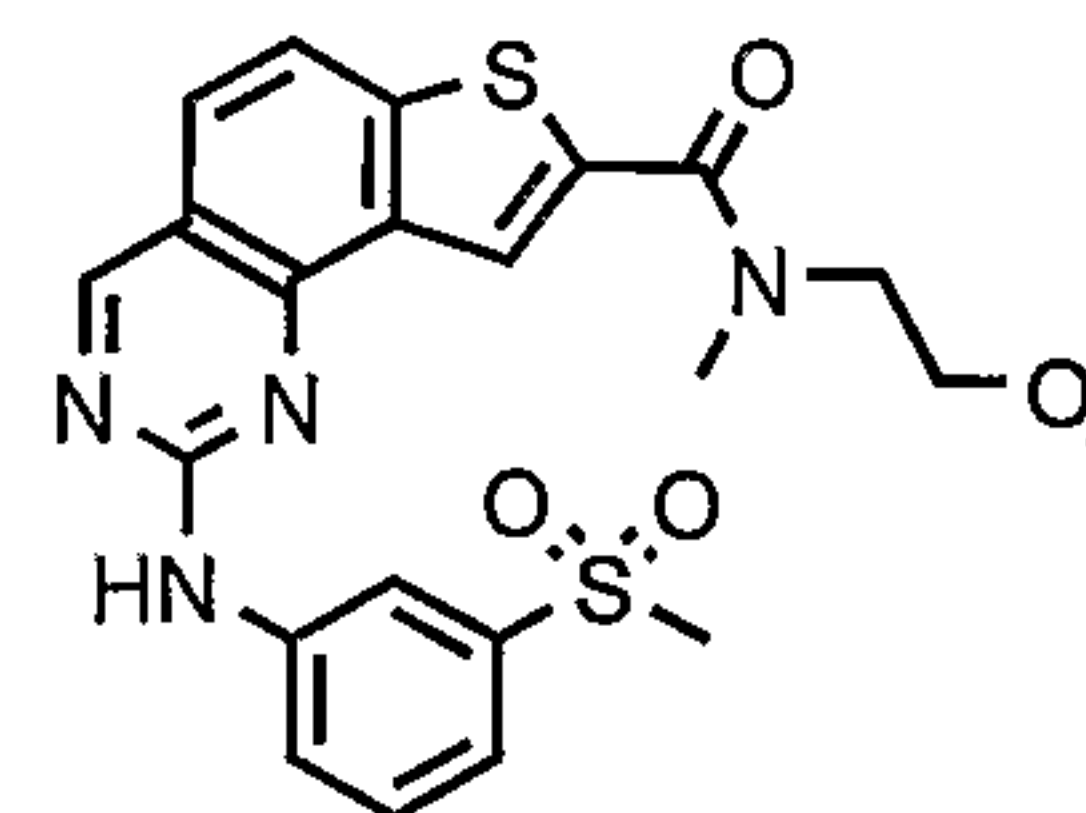
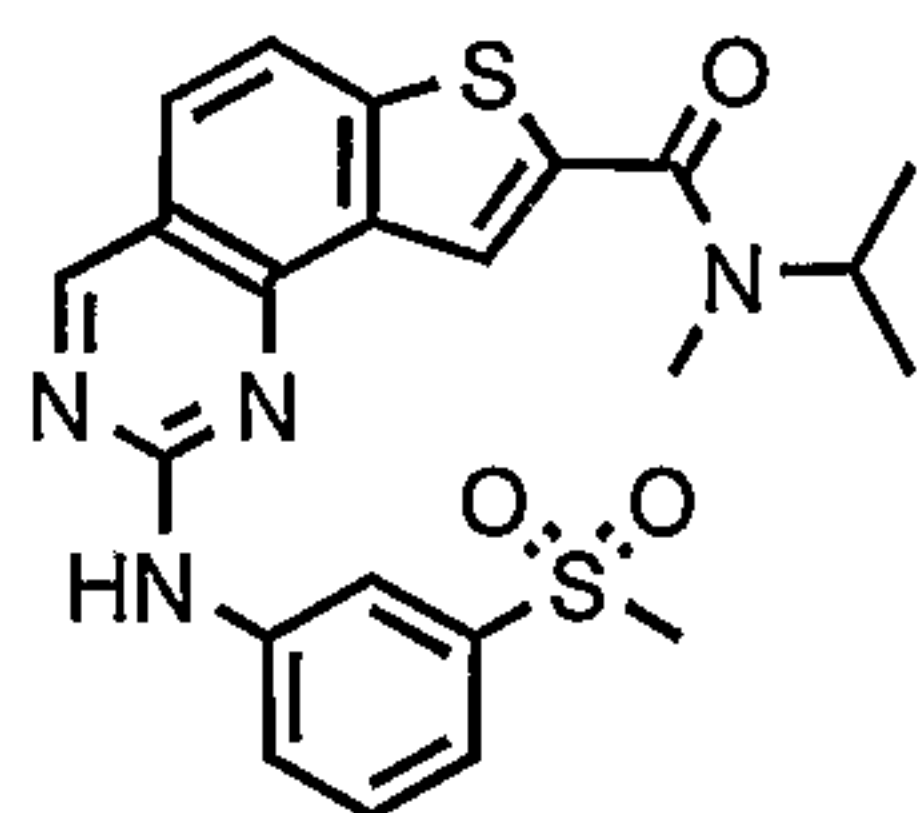
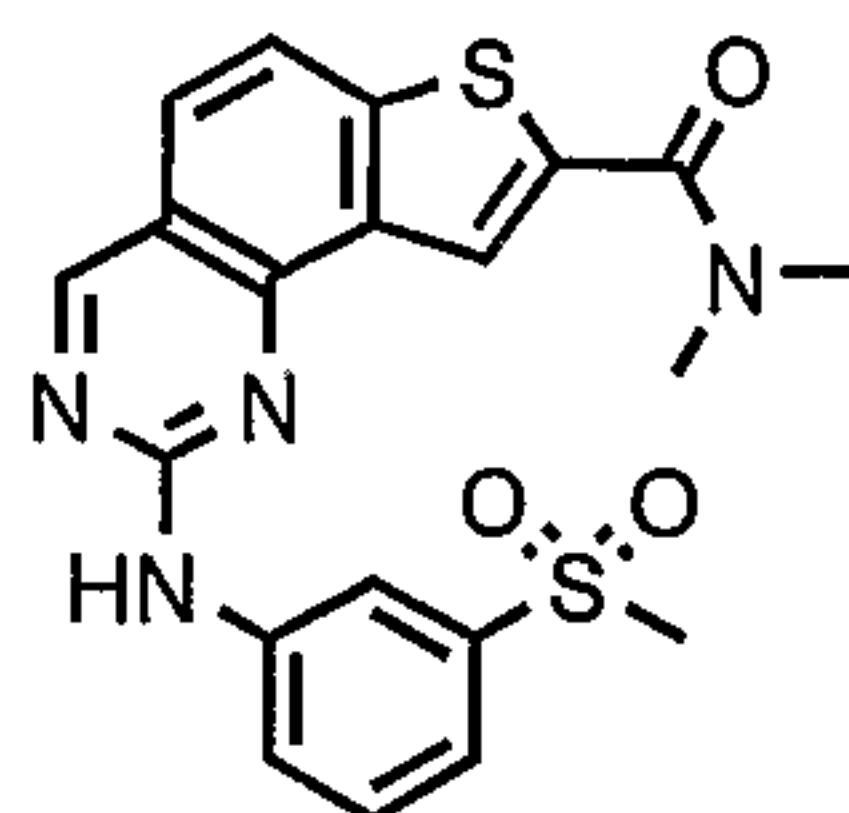
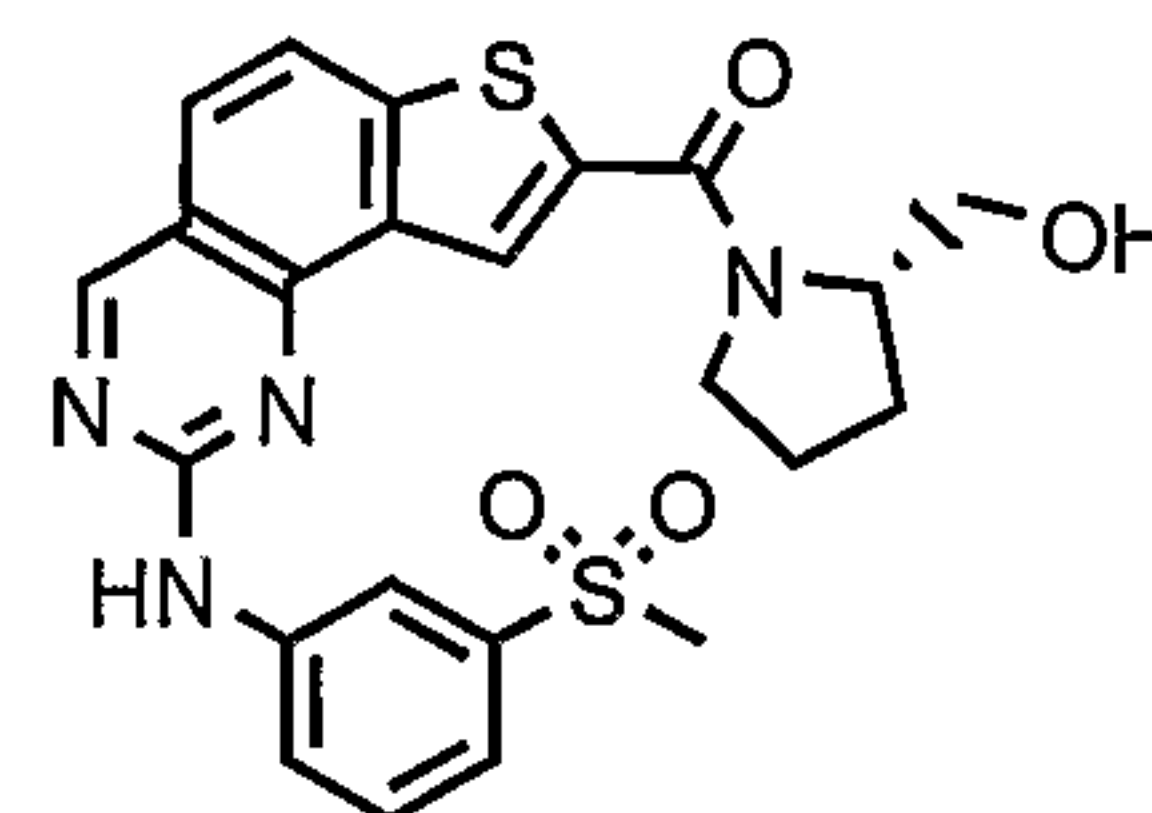
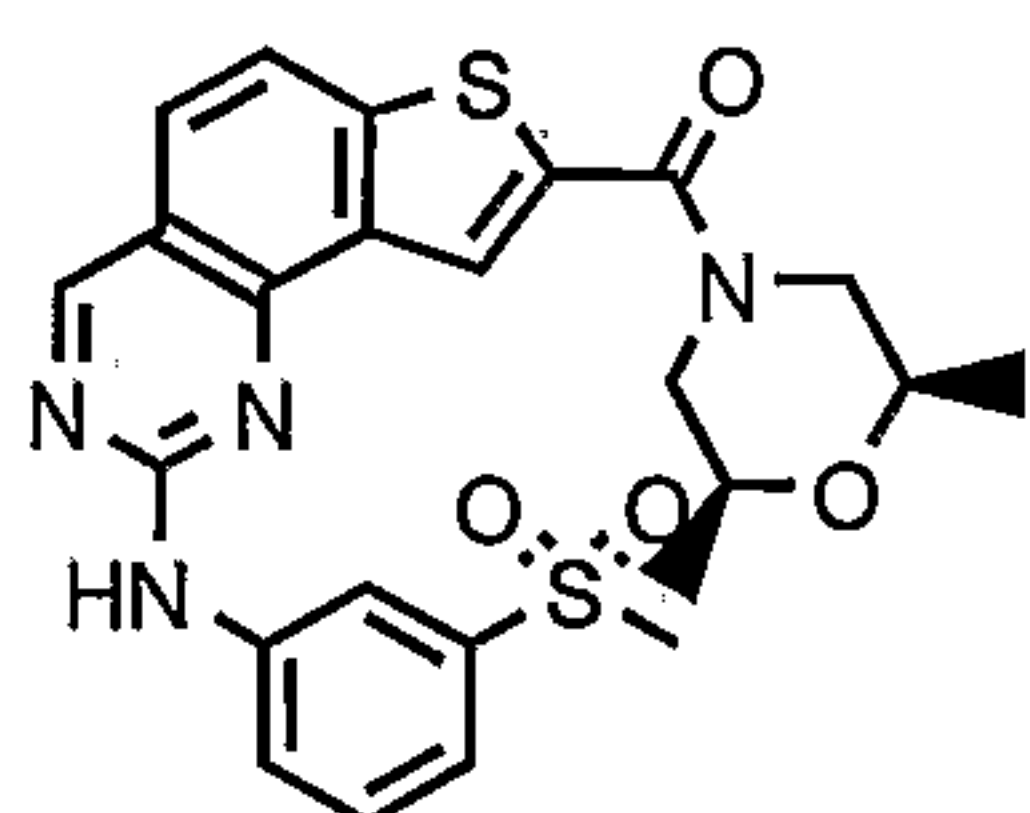
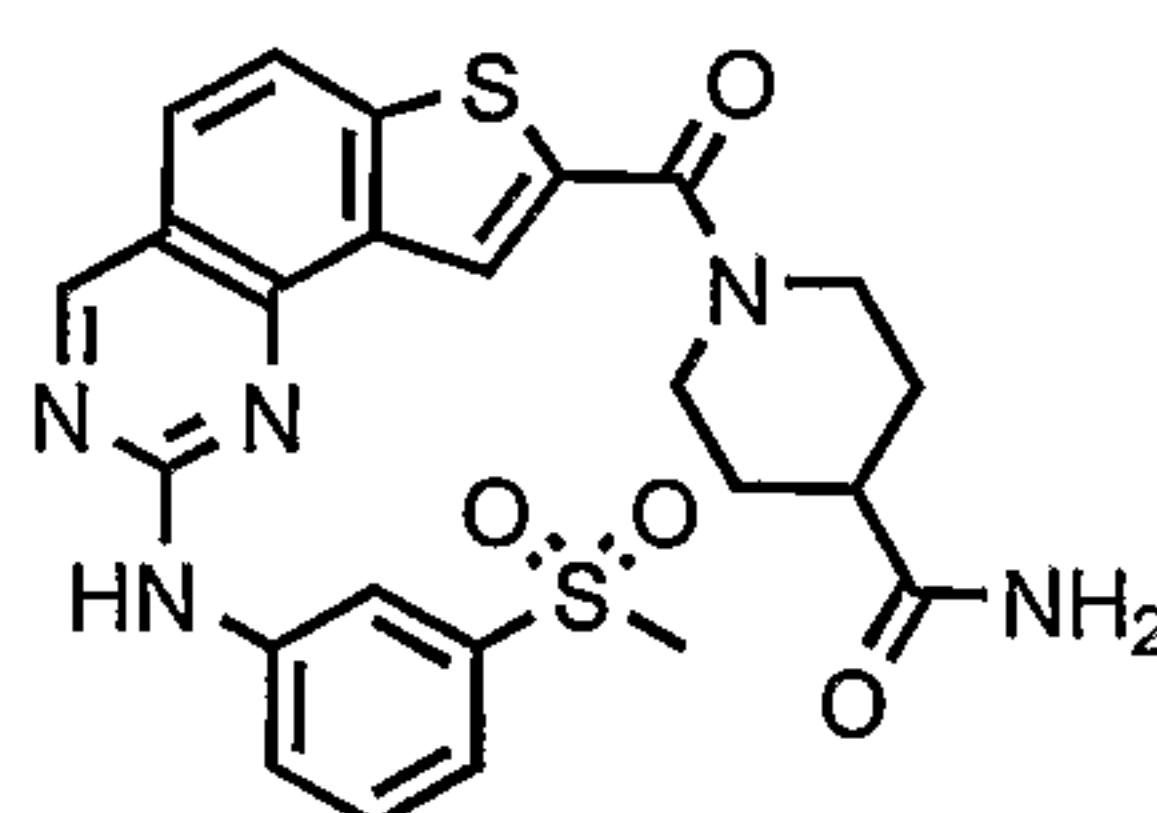
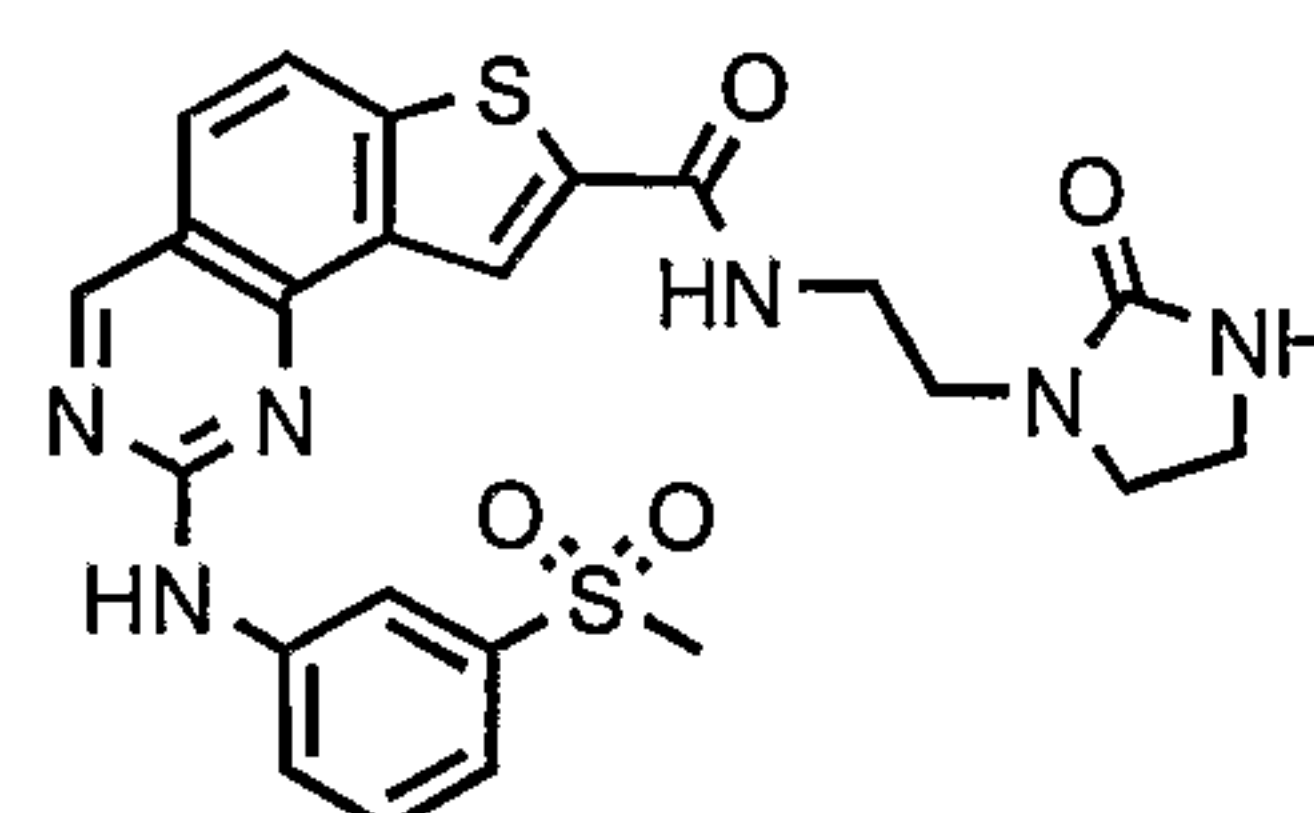
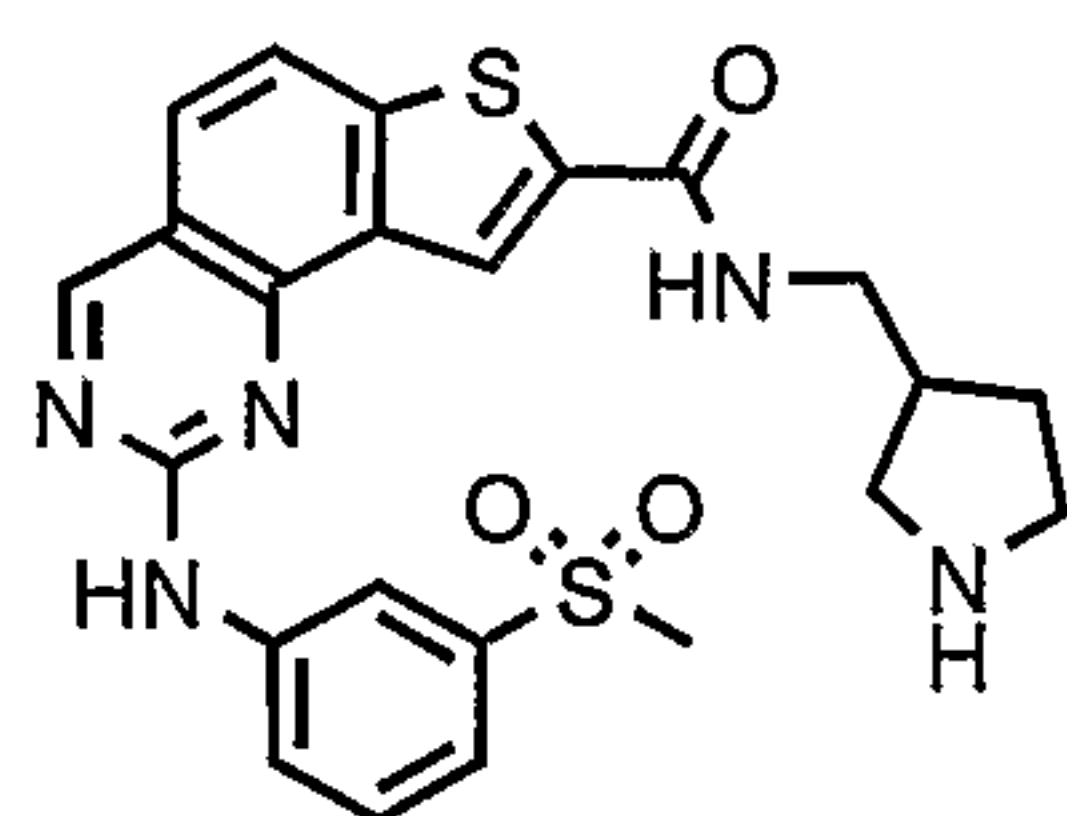
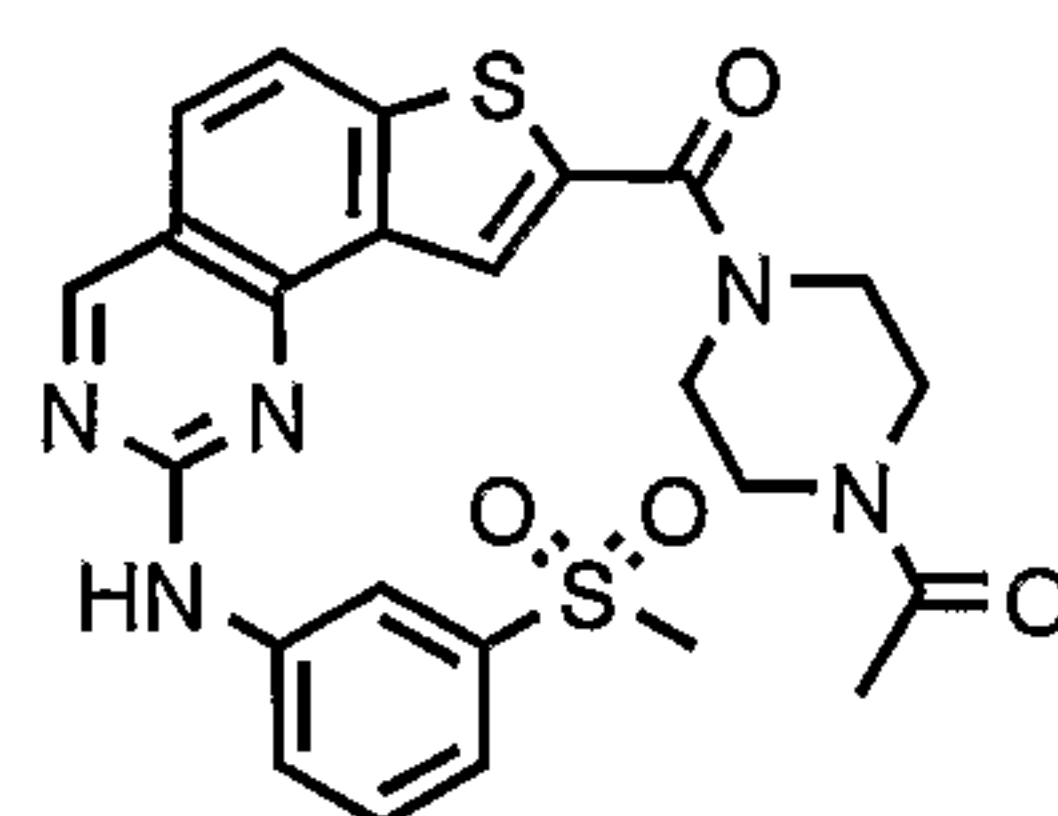
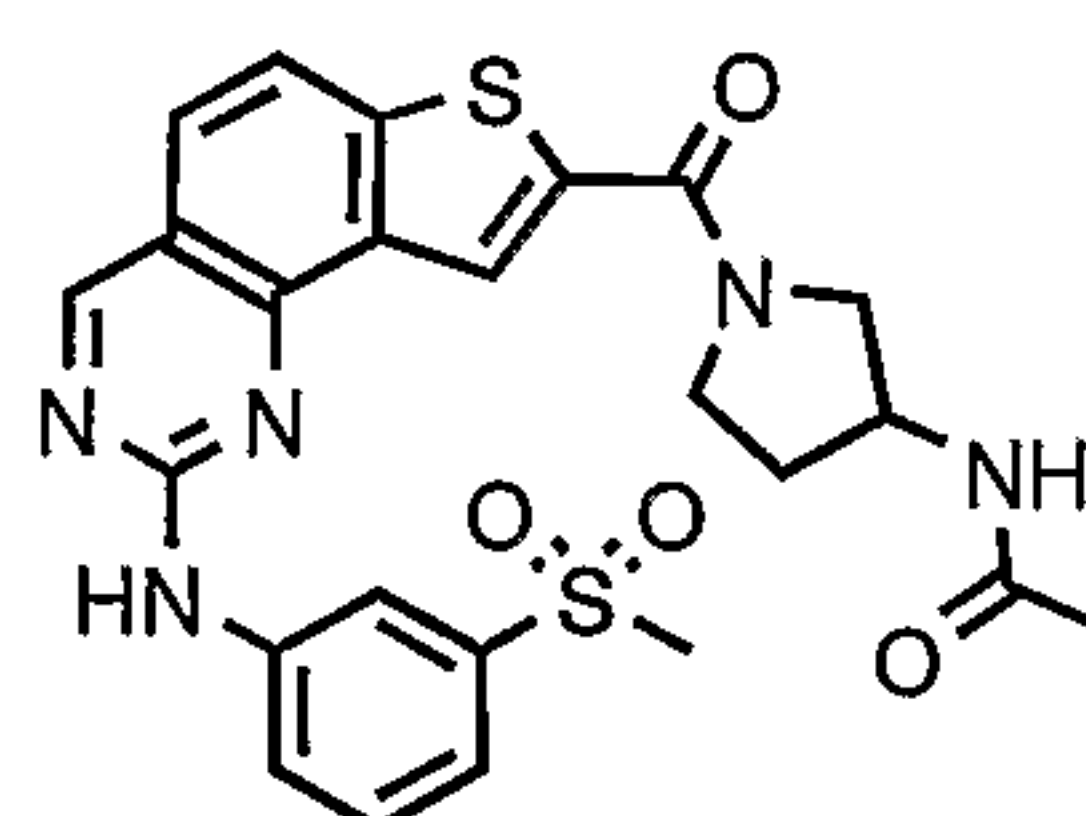
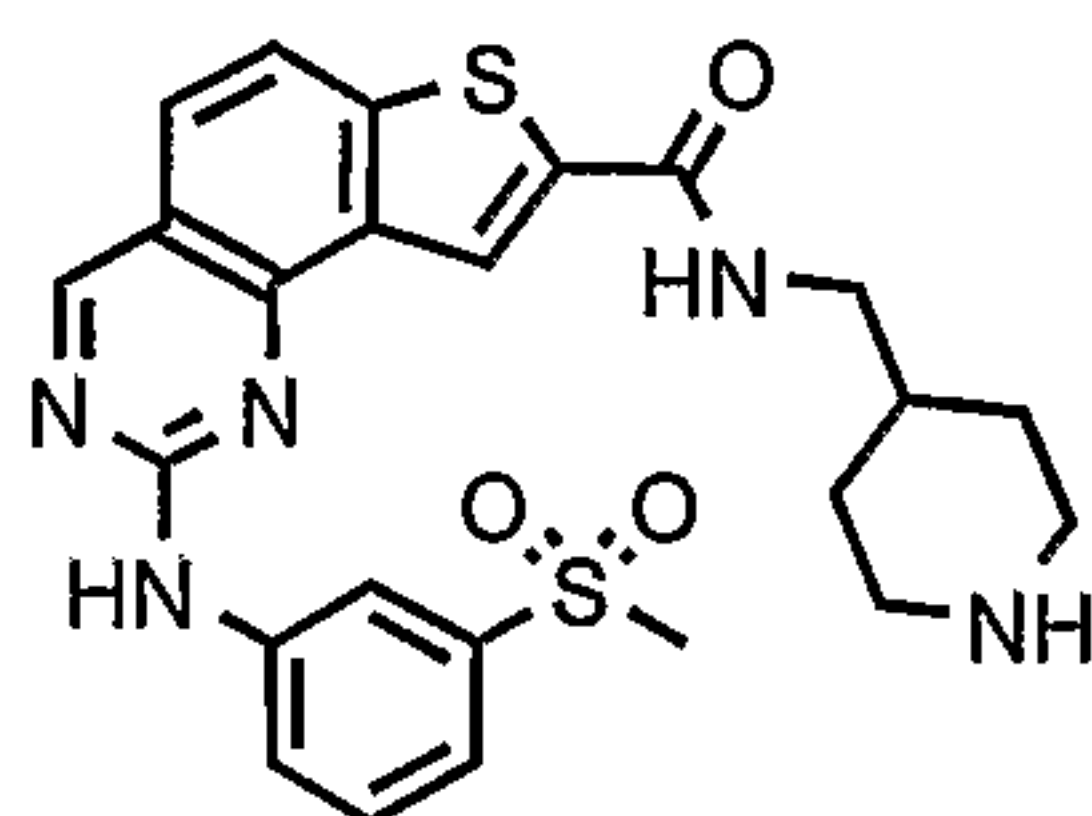
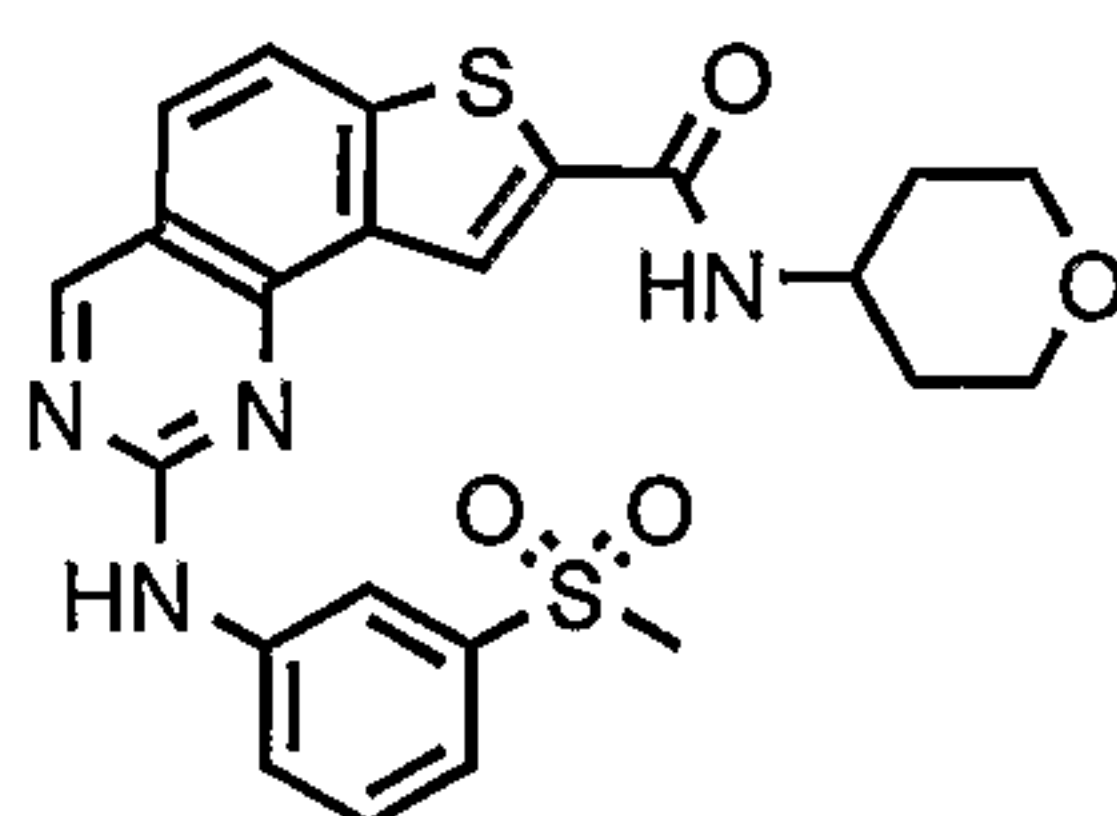
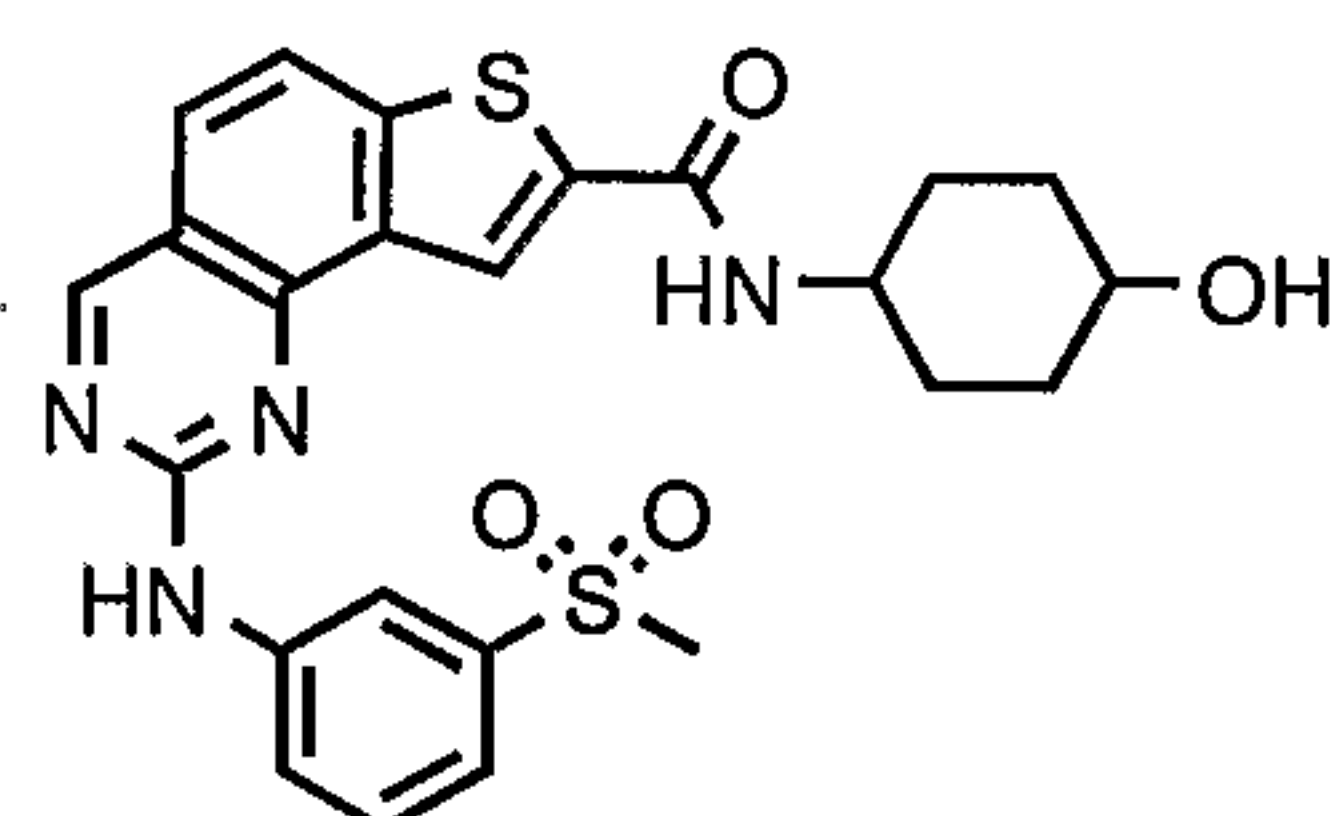
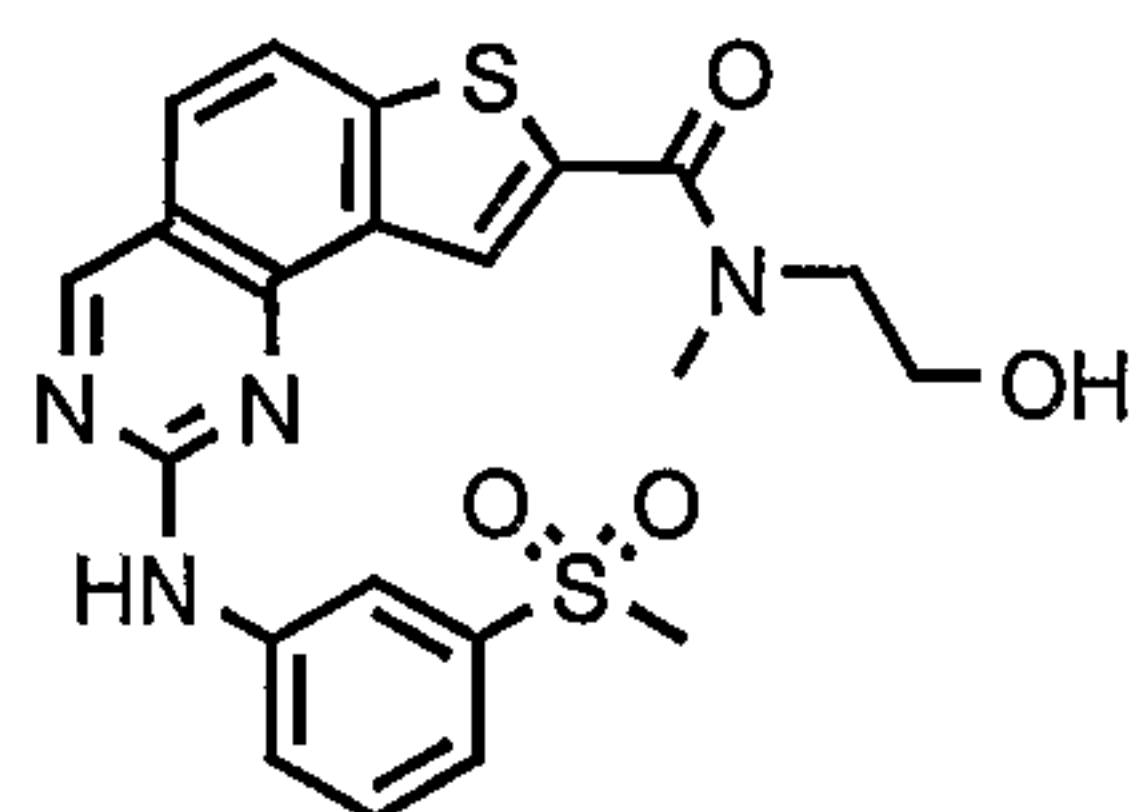
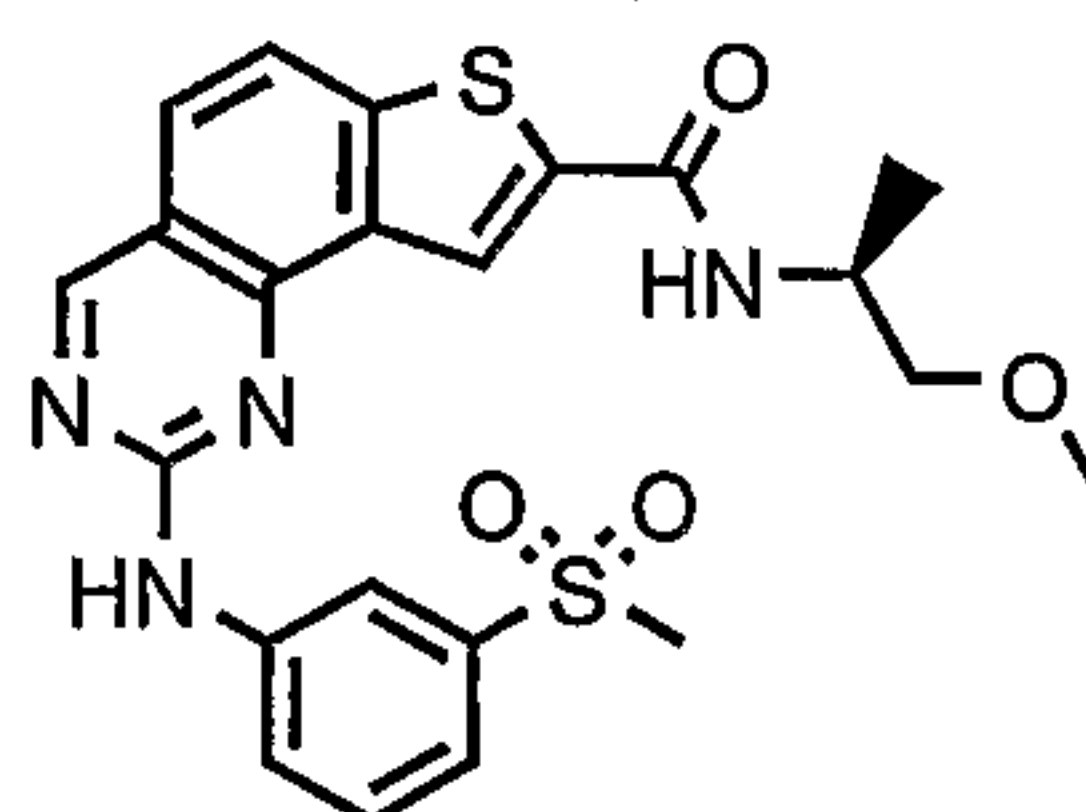
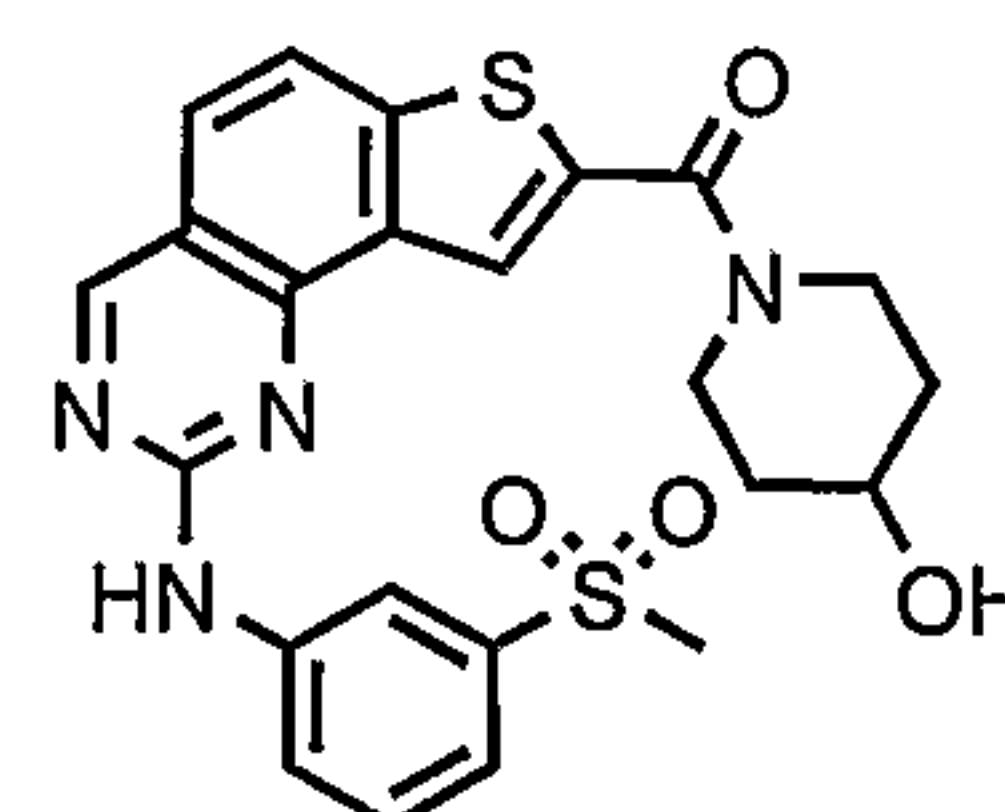
V-134

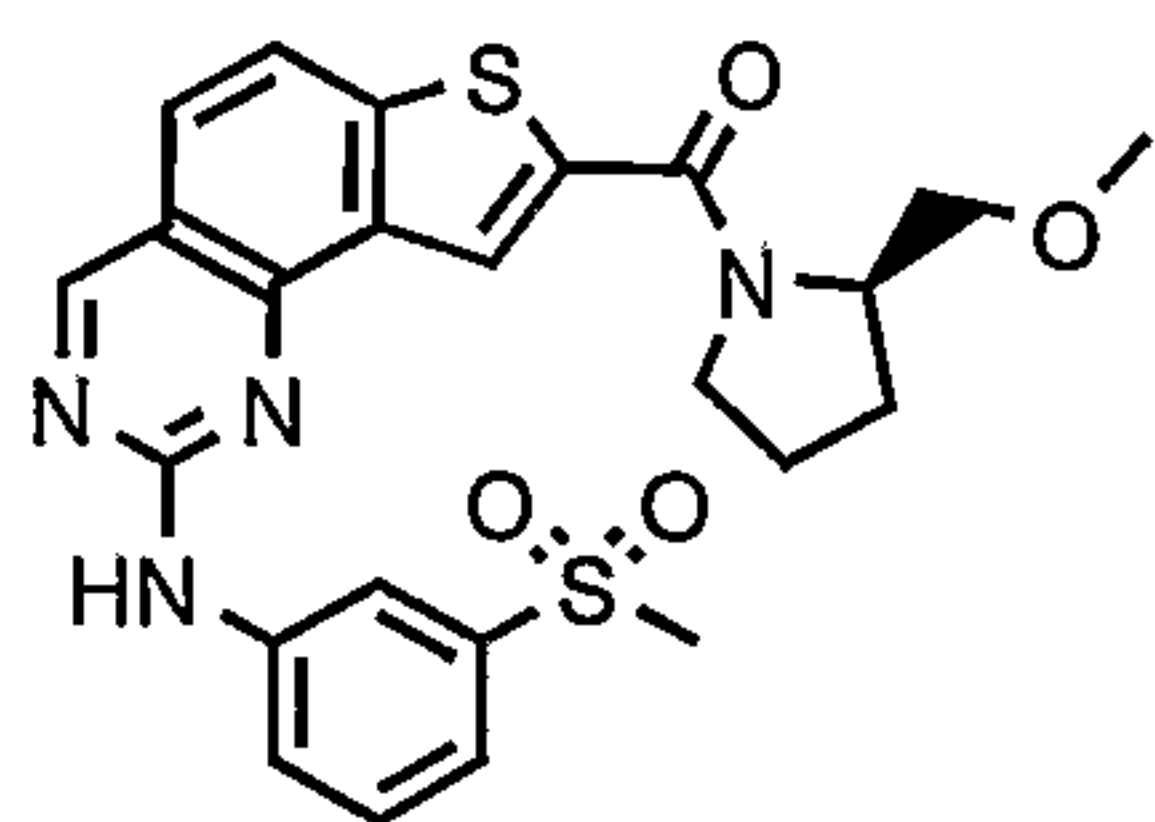
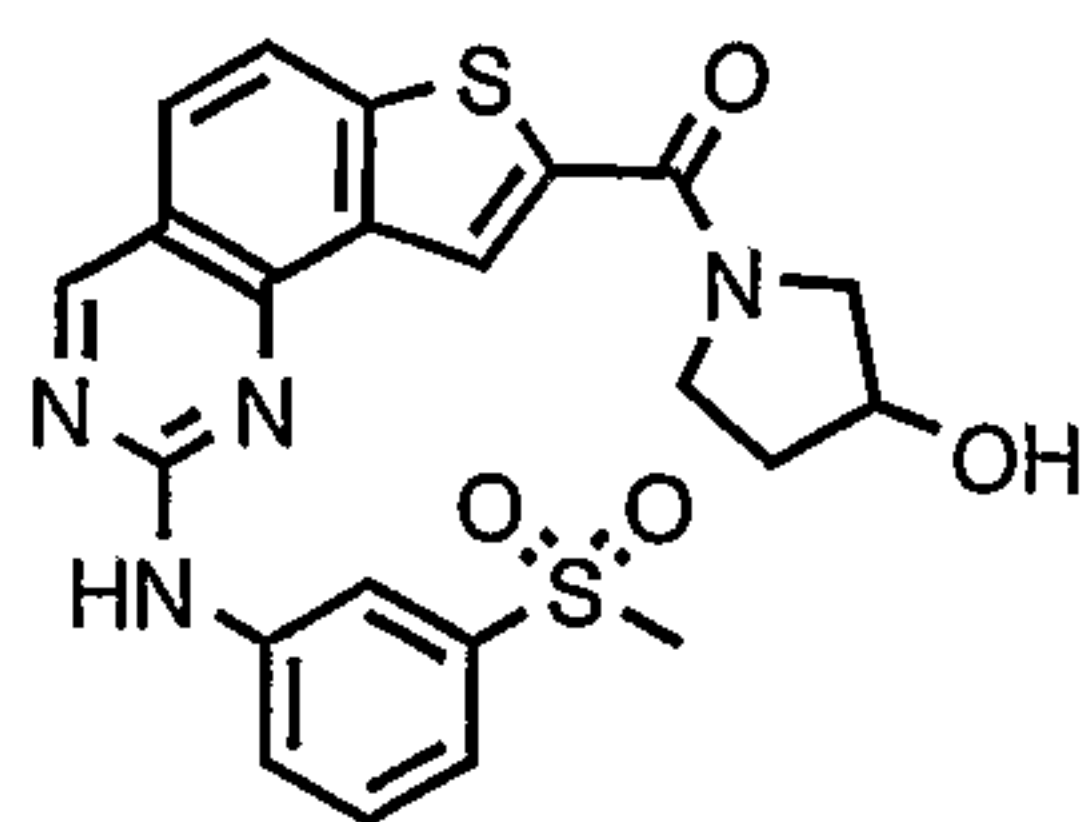
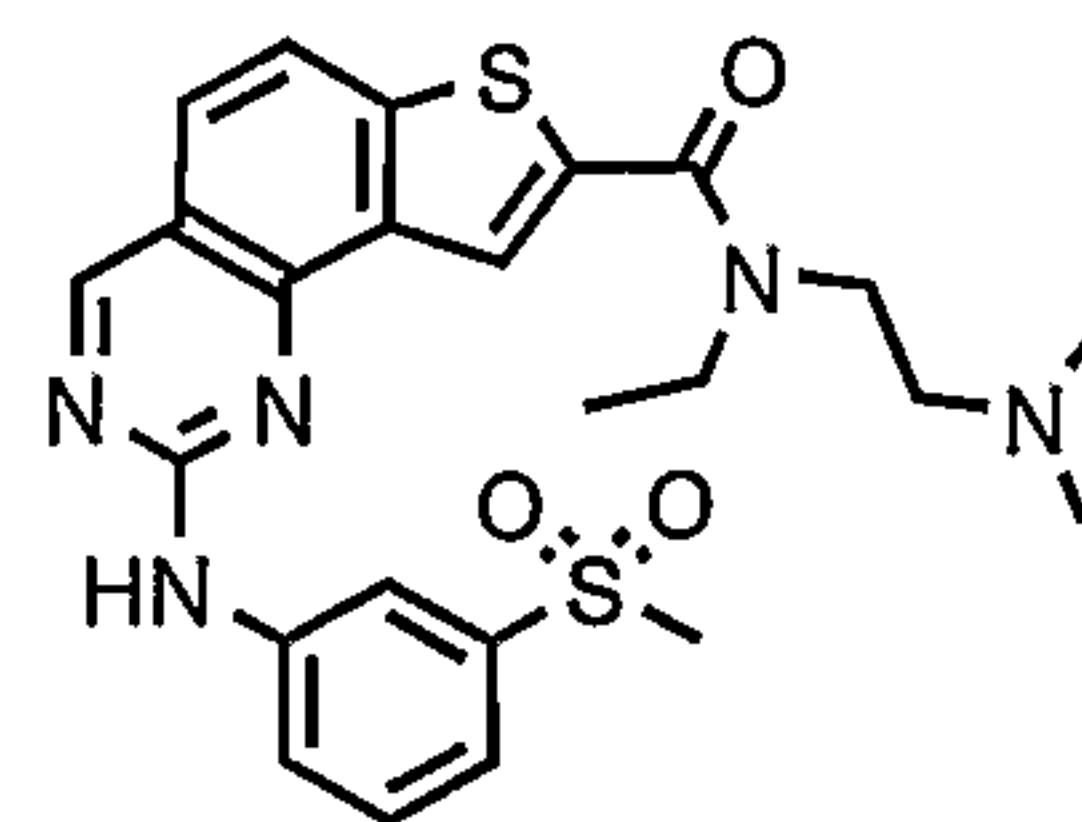
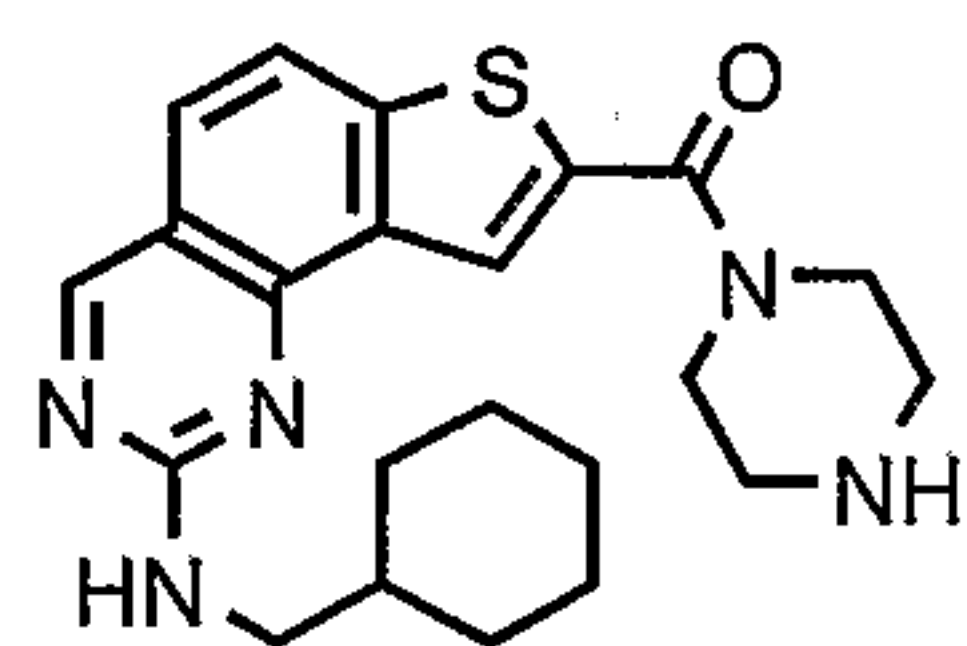
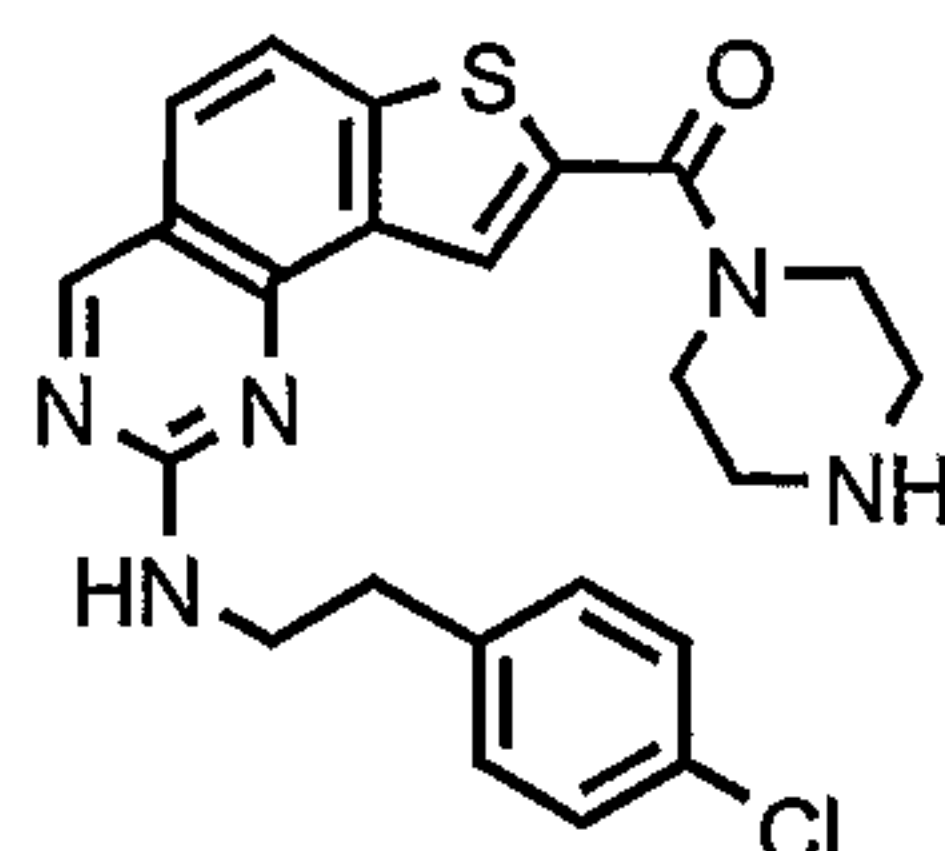
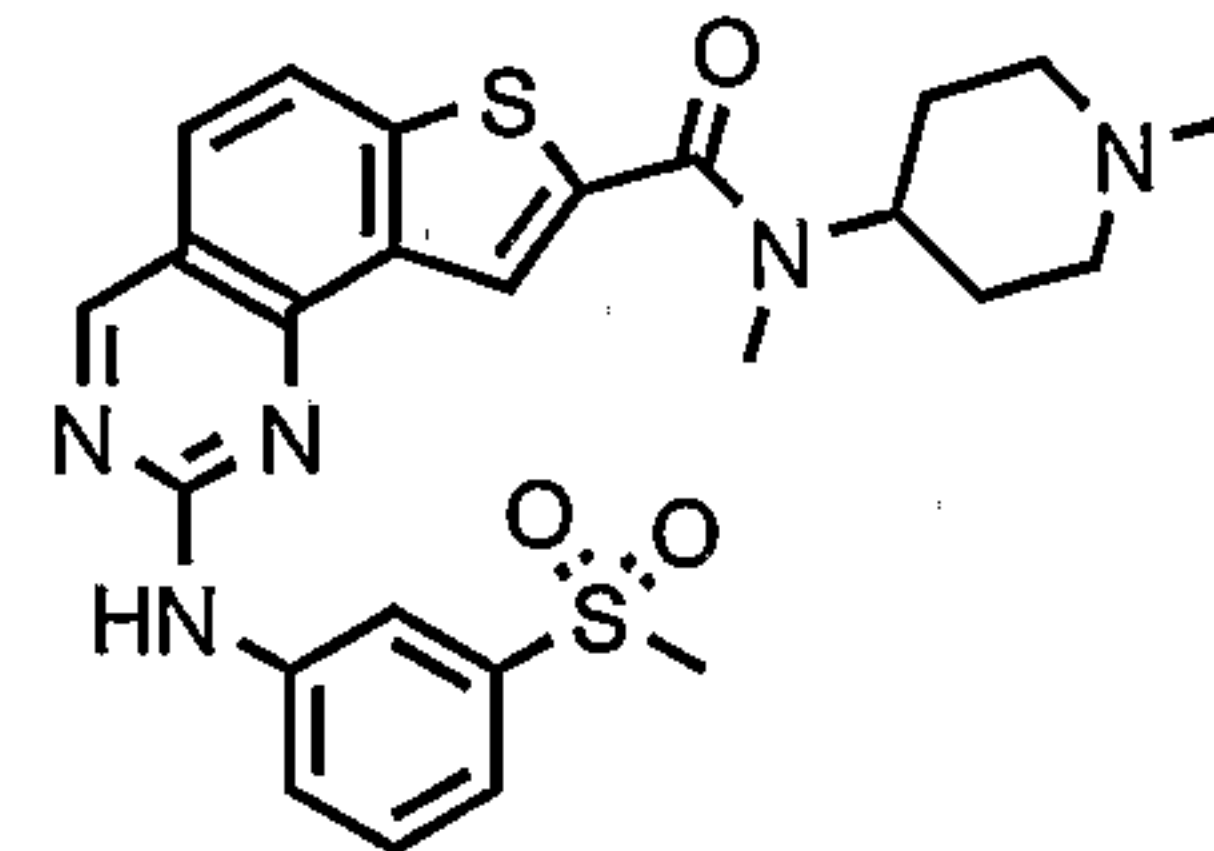
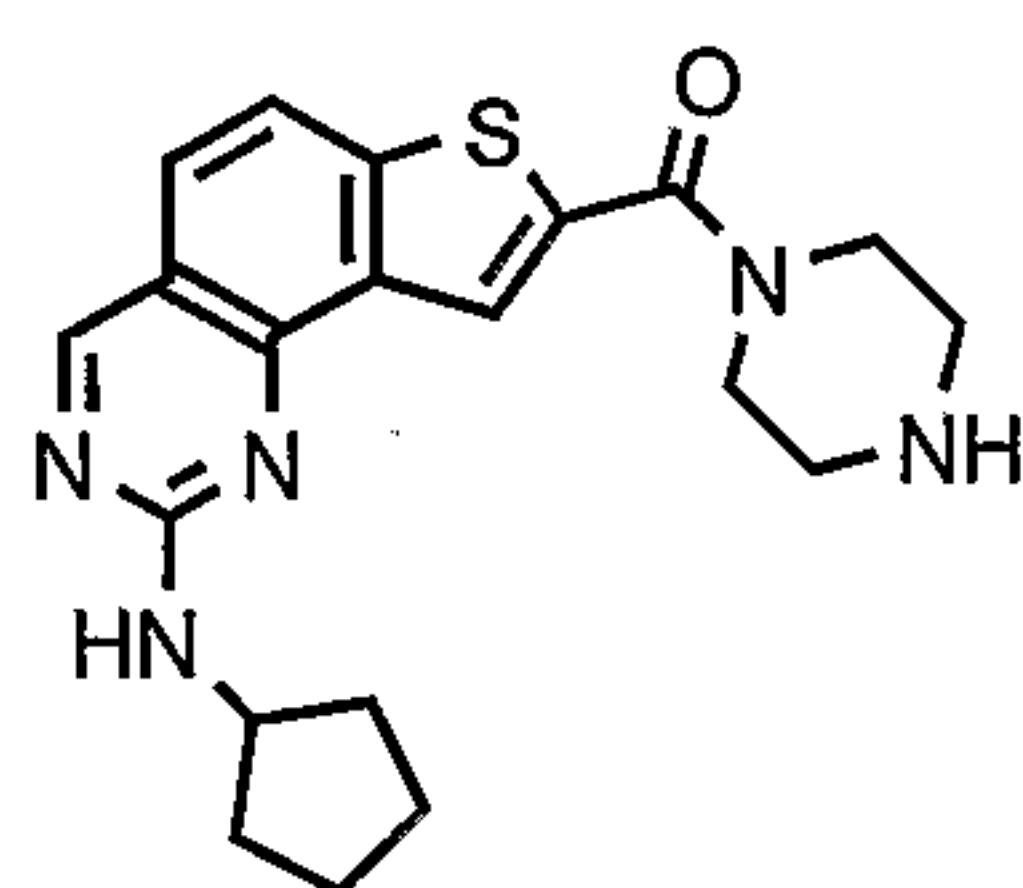
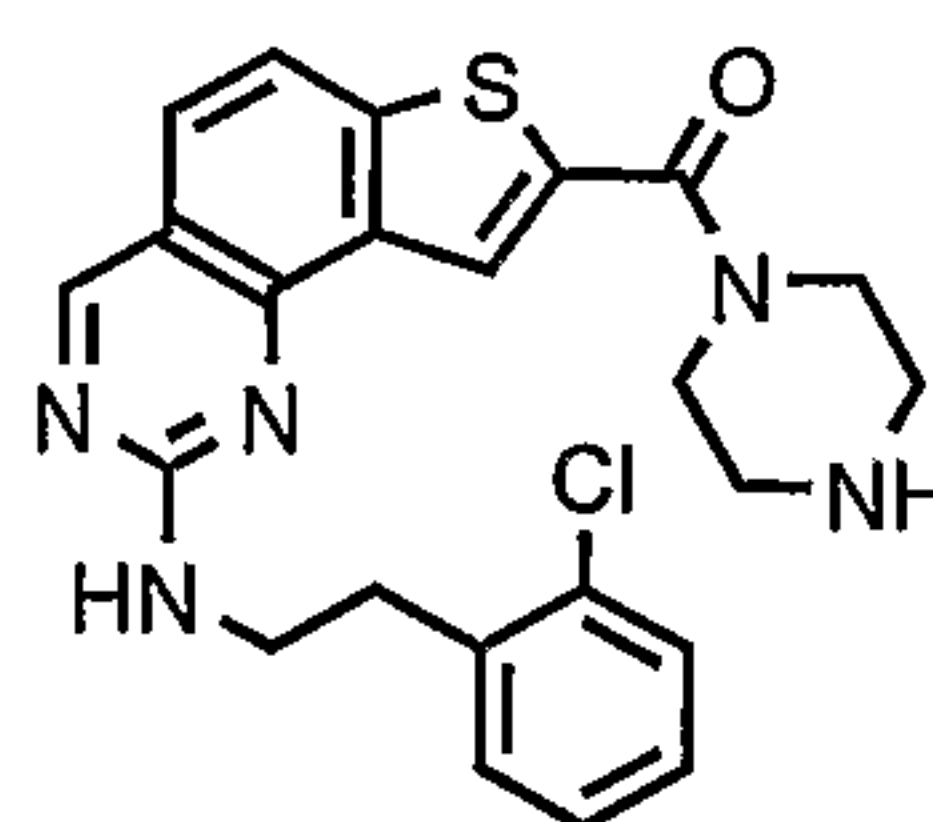
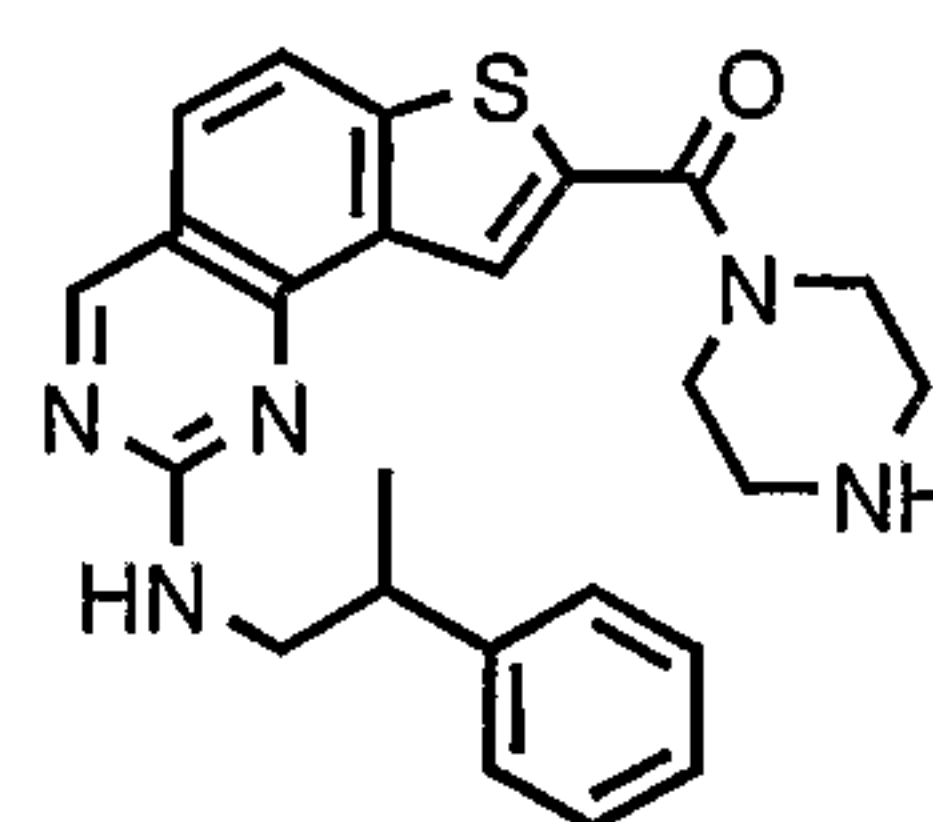
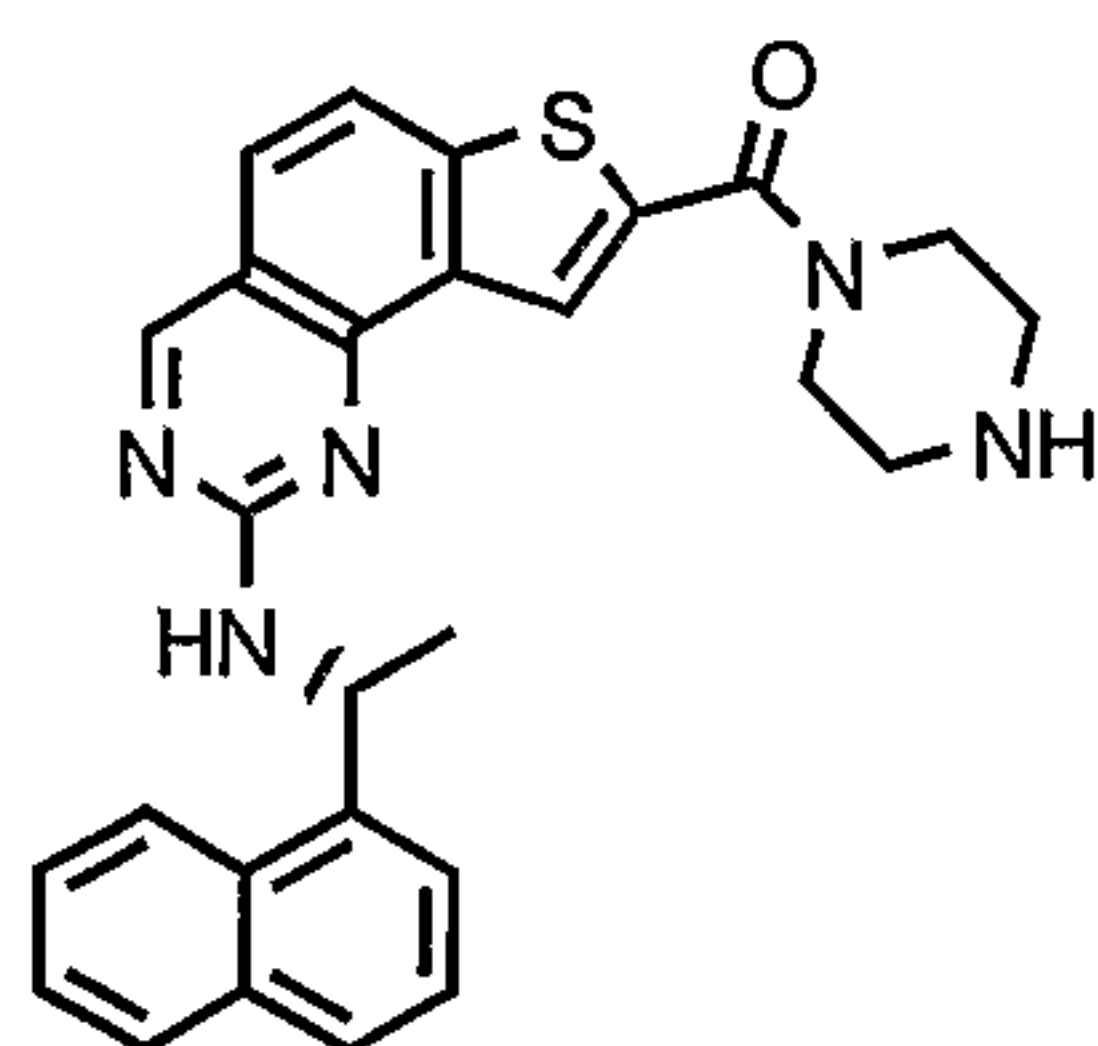
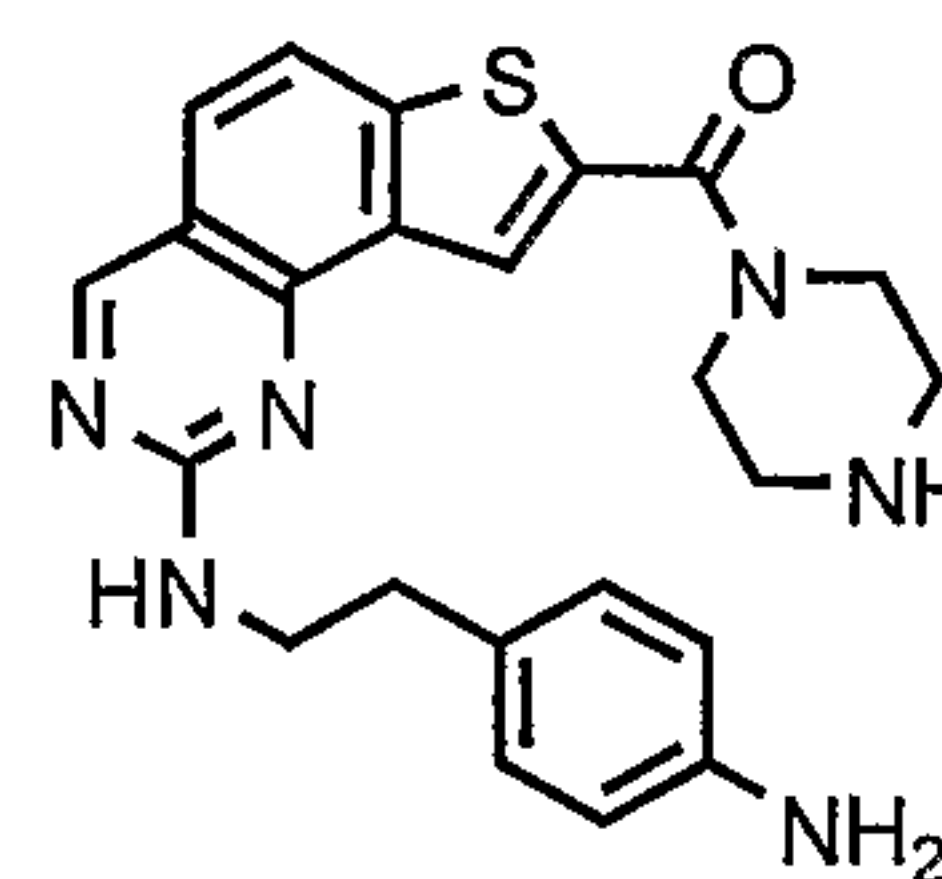
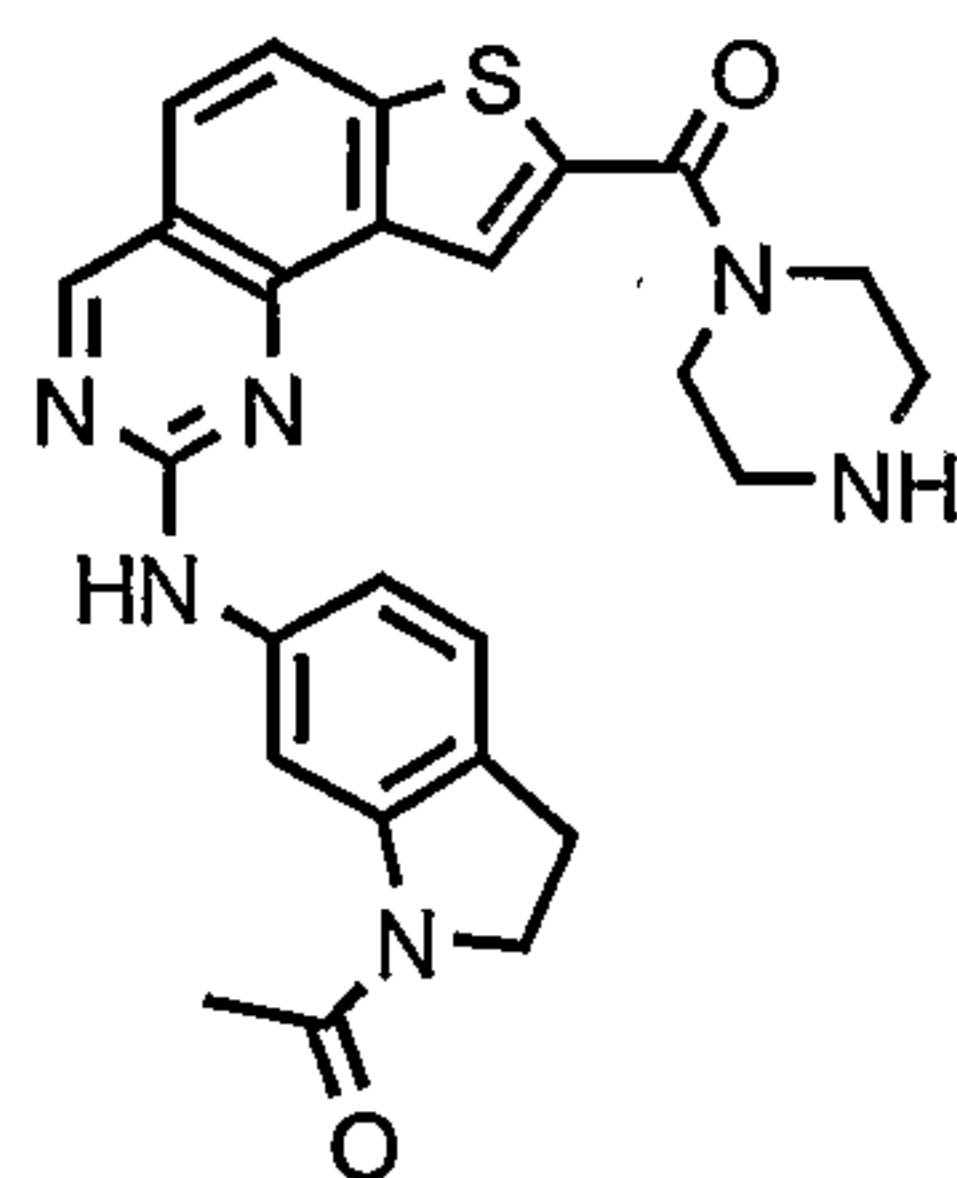
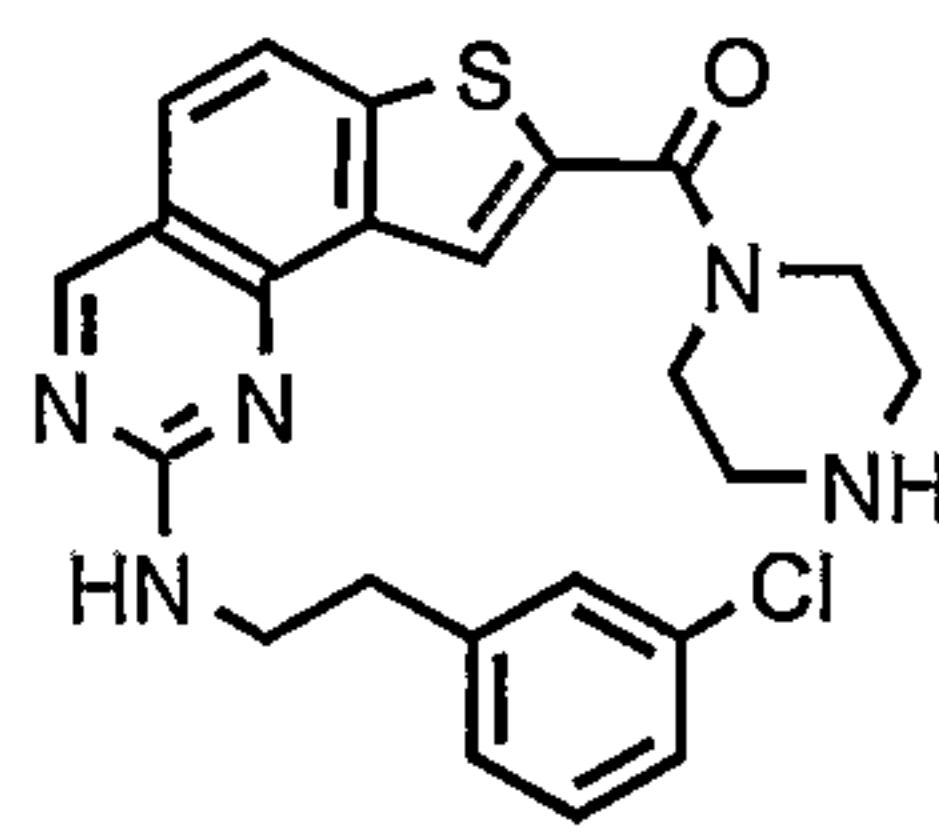
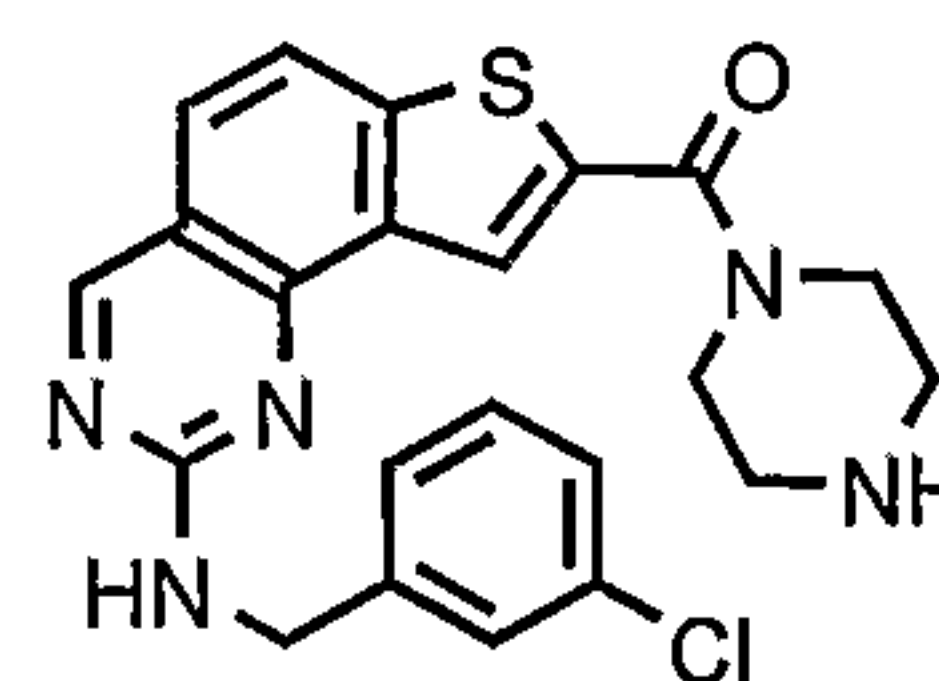


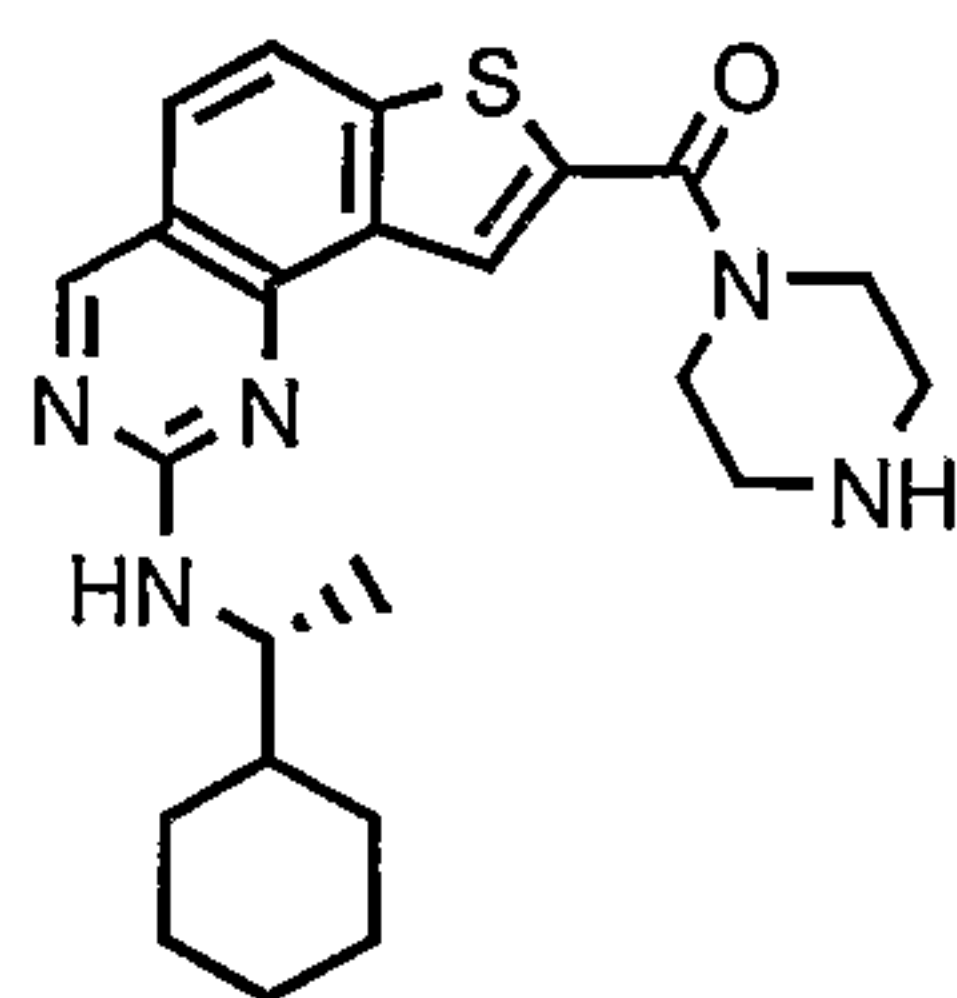
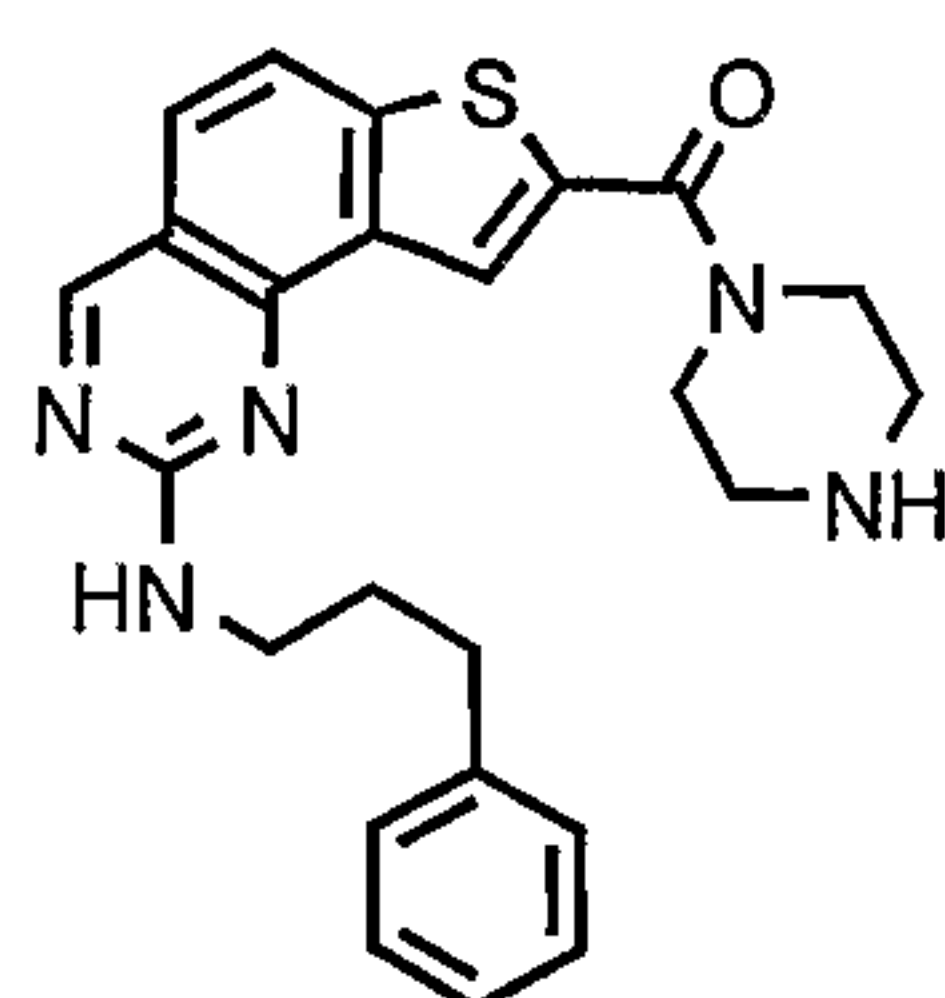
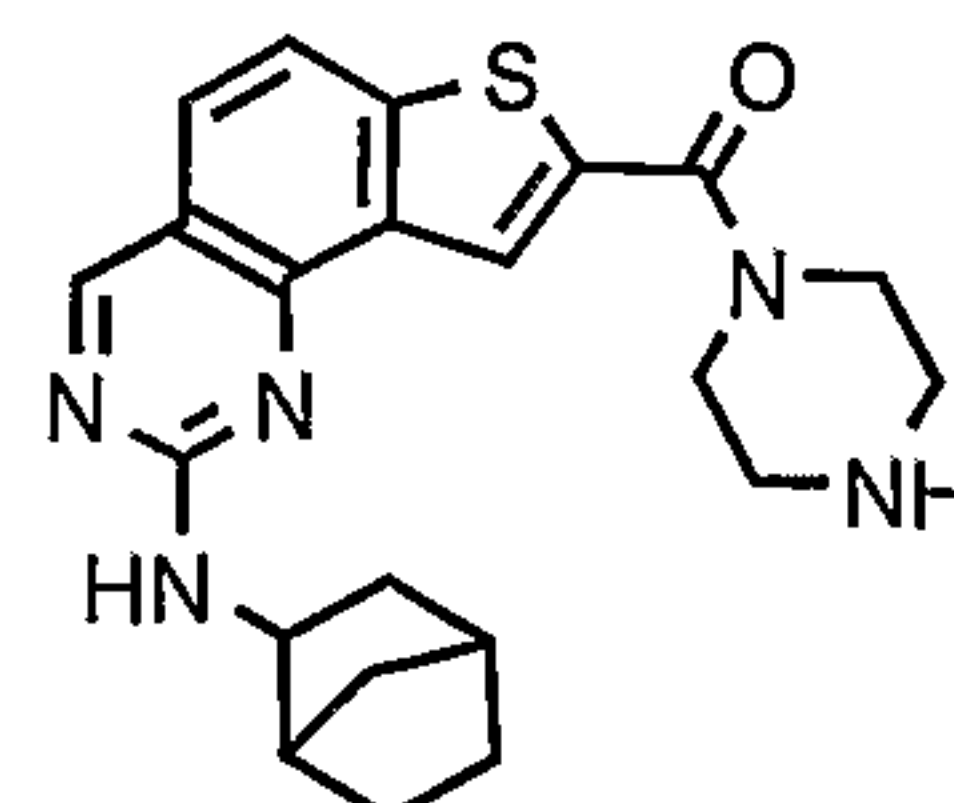
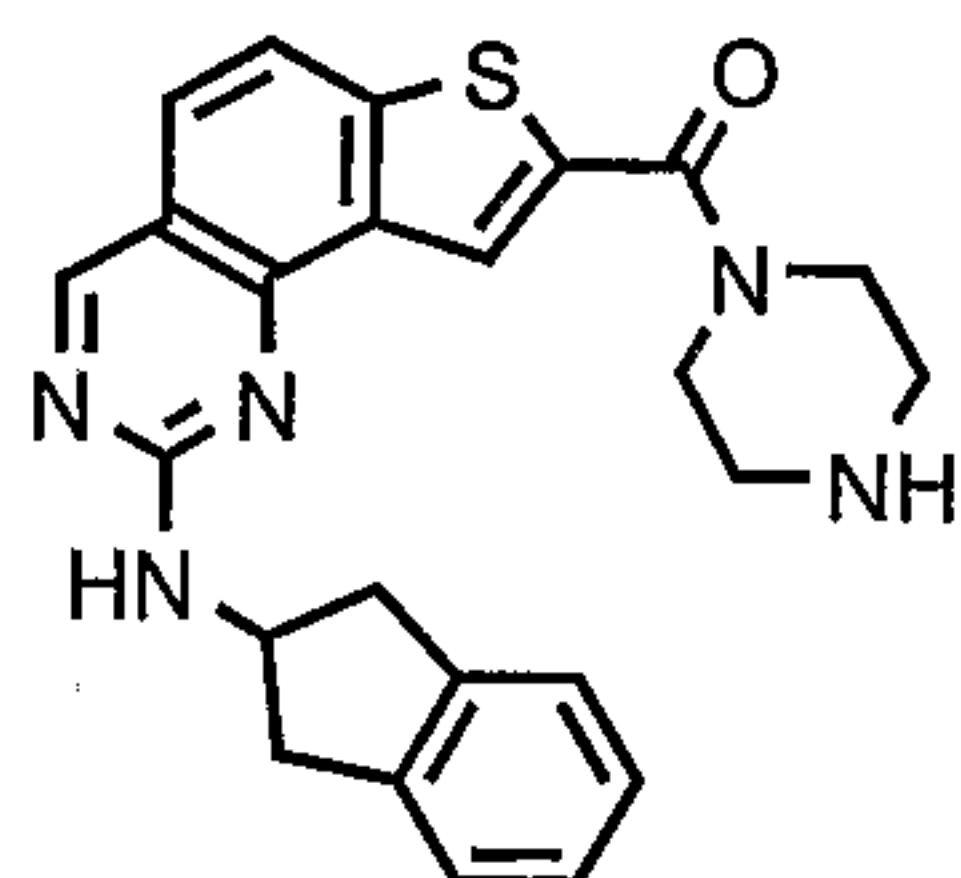
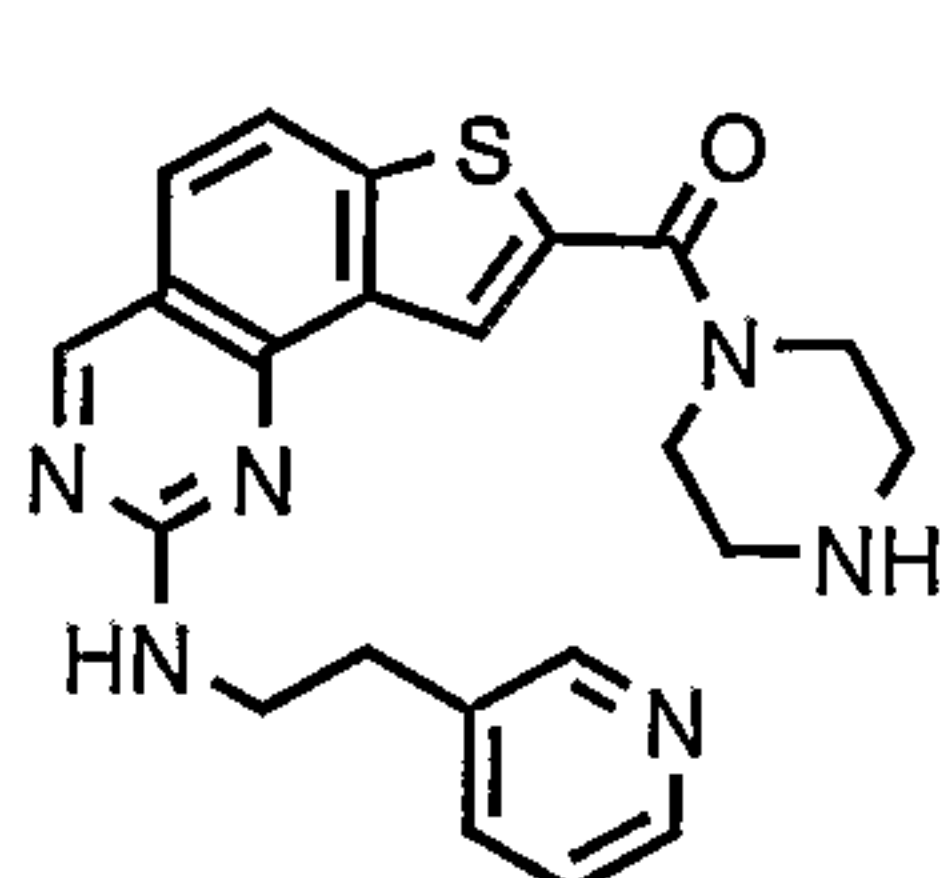
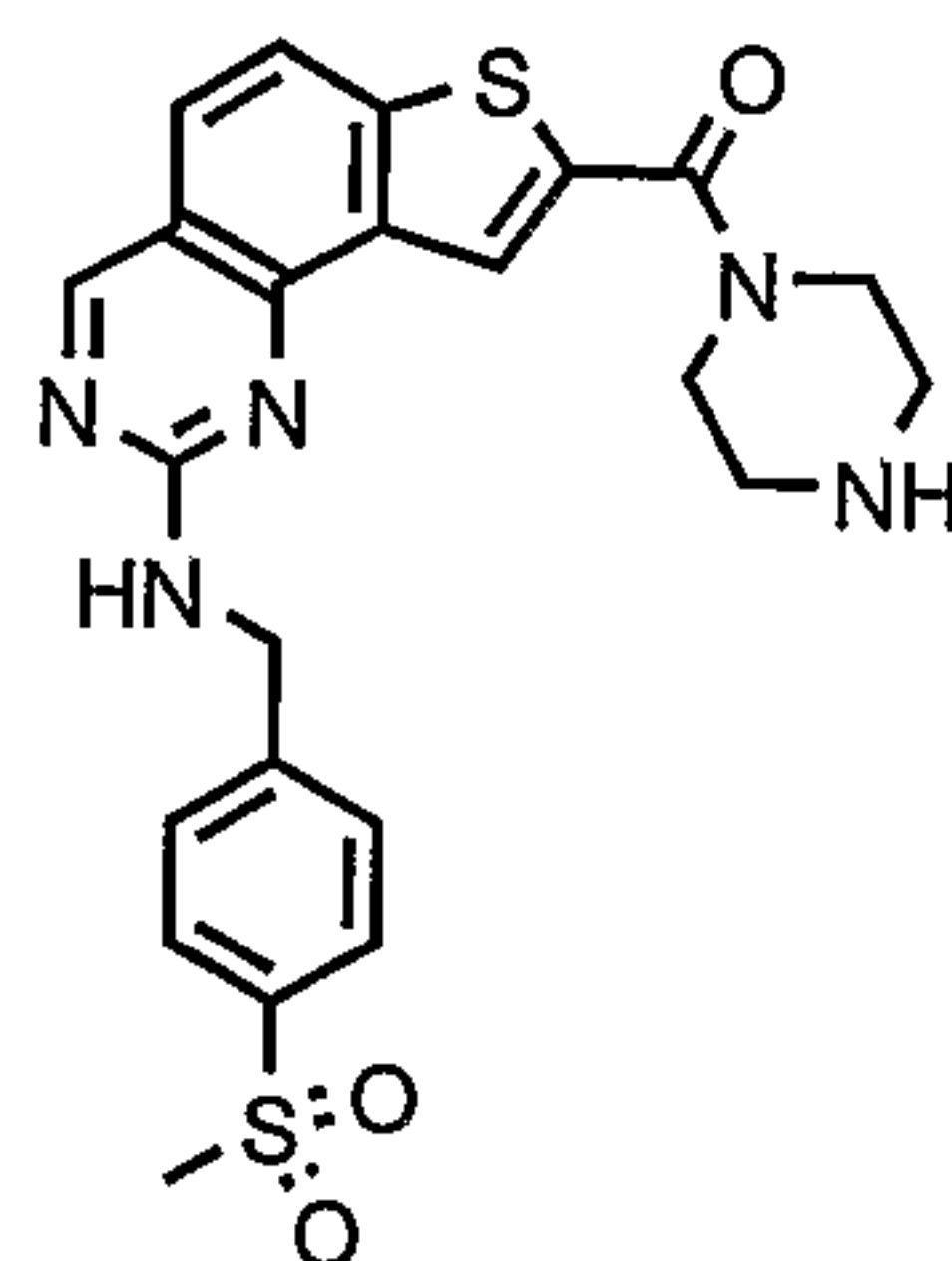
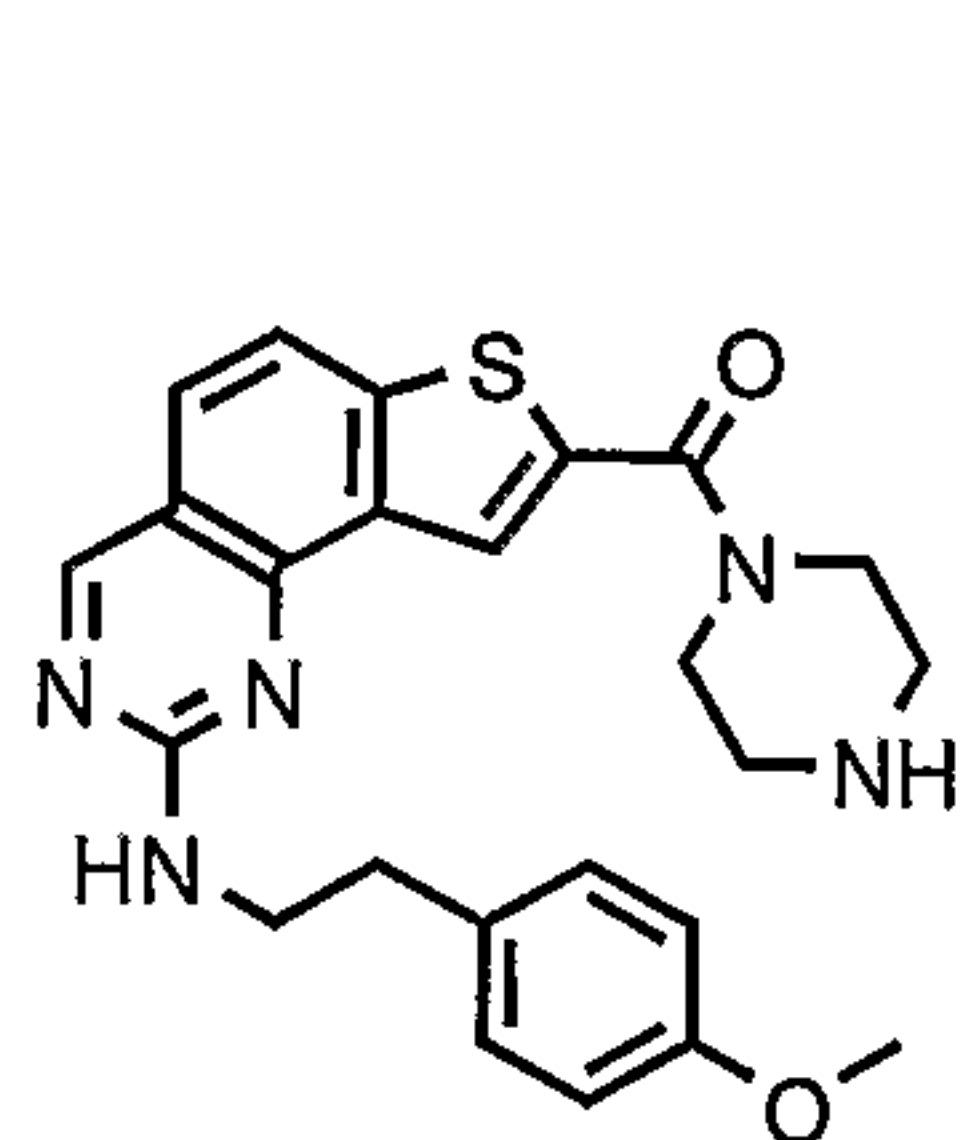
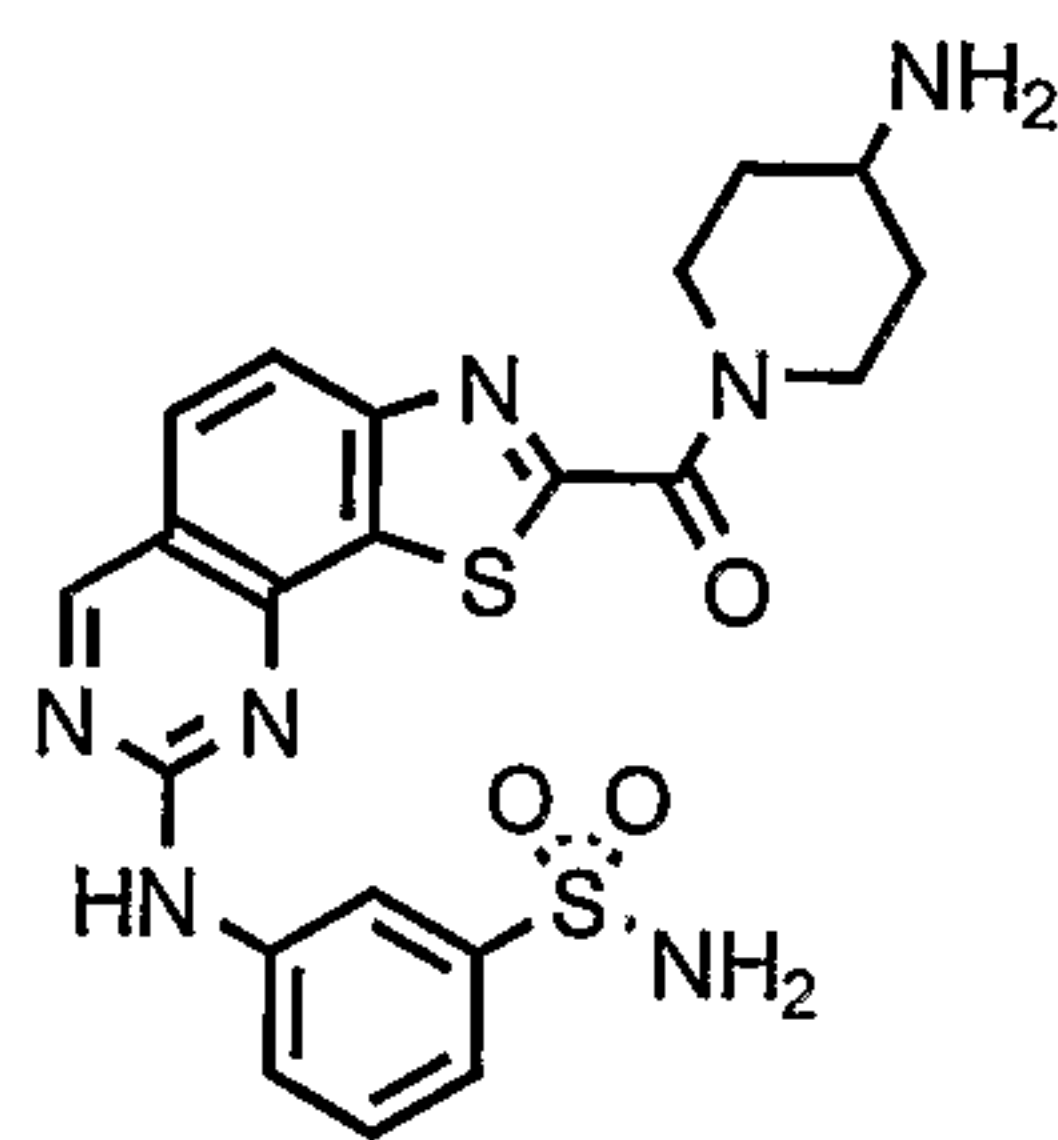
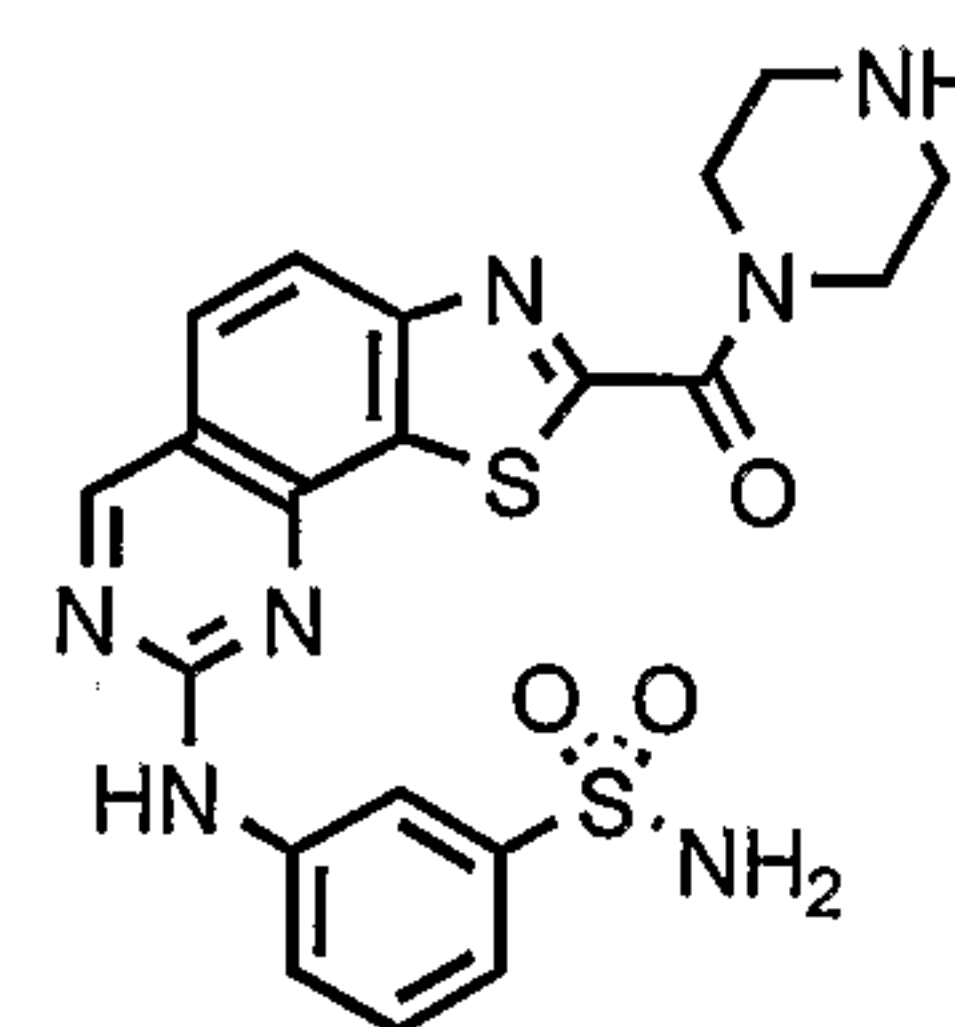
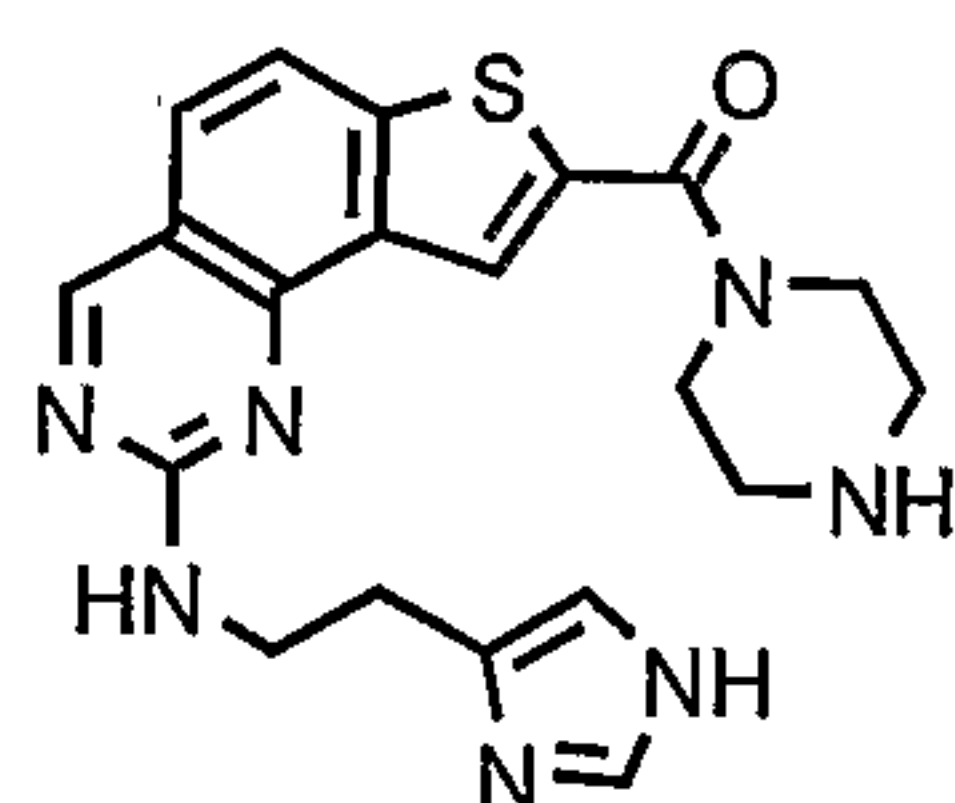
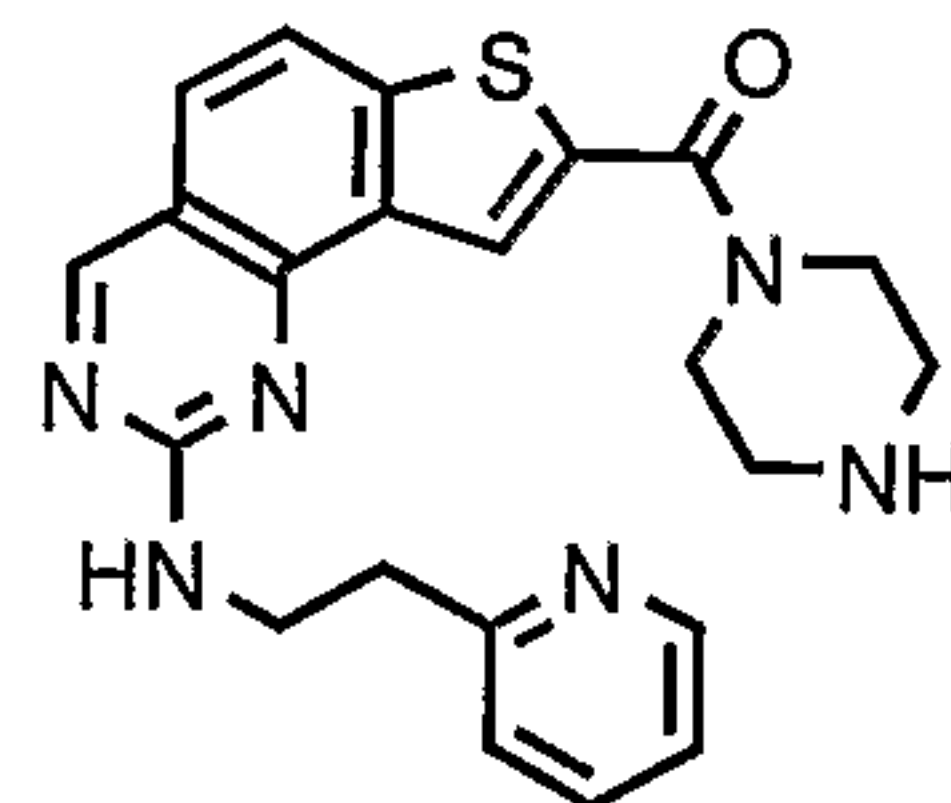
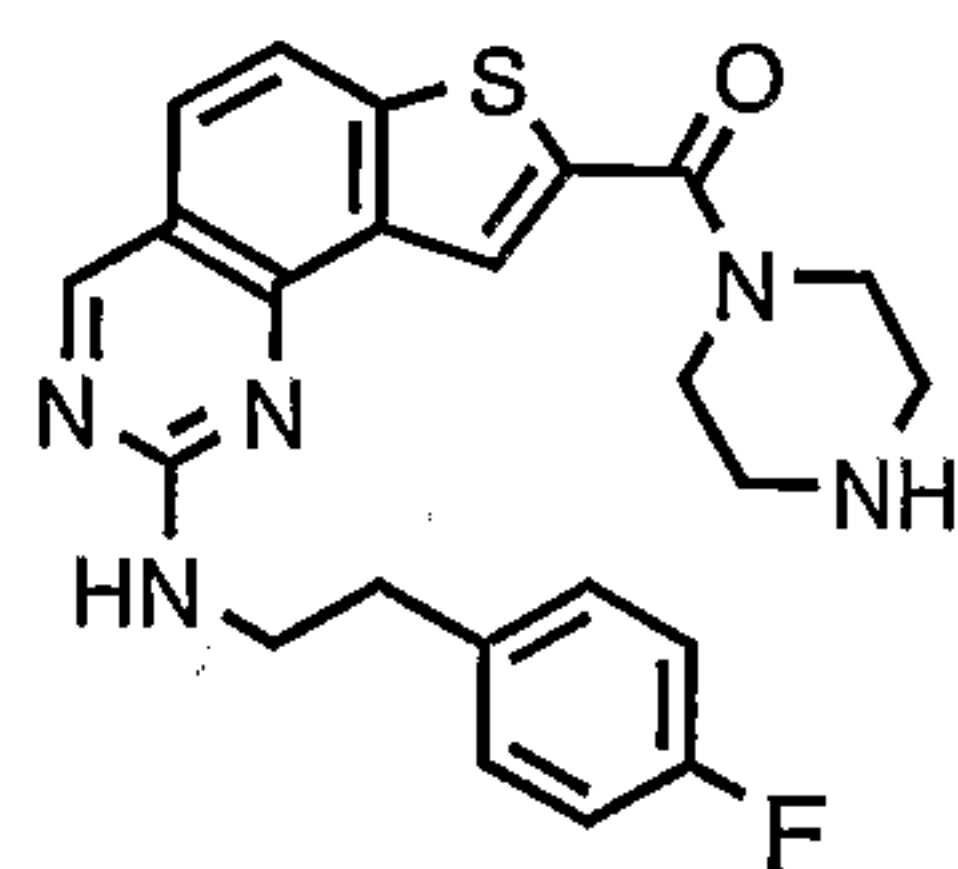
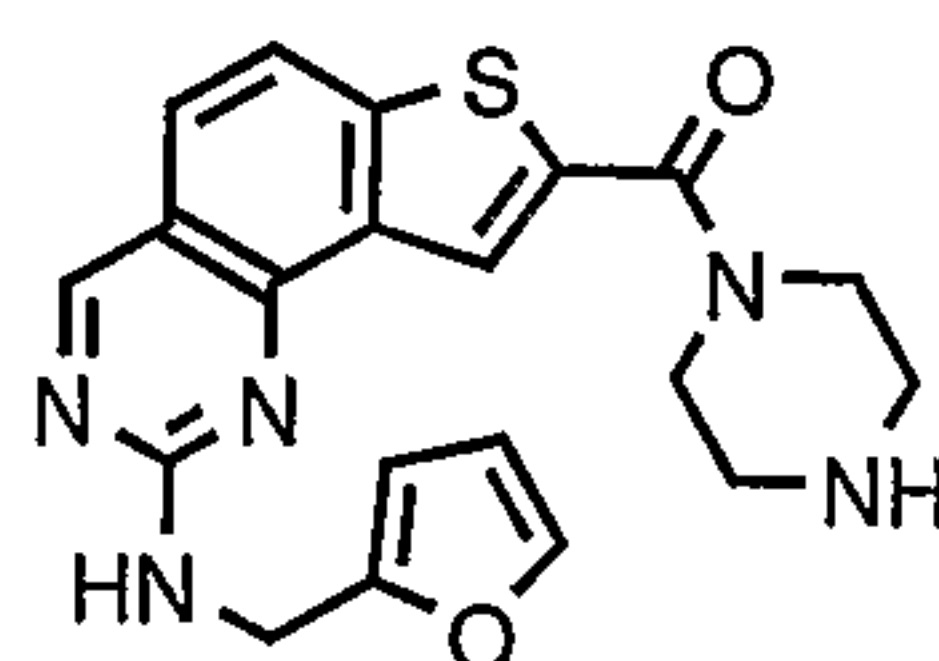
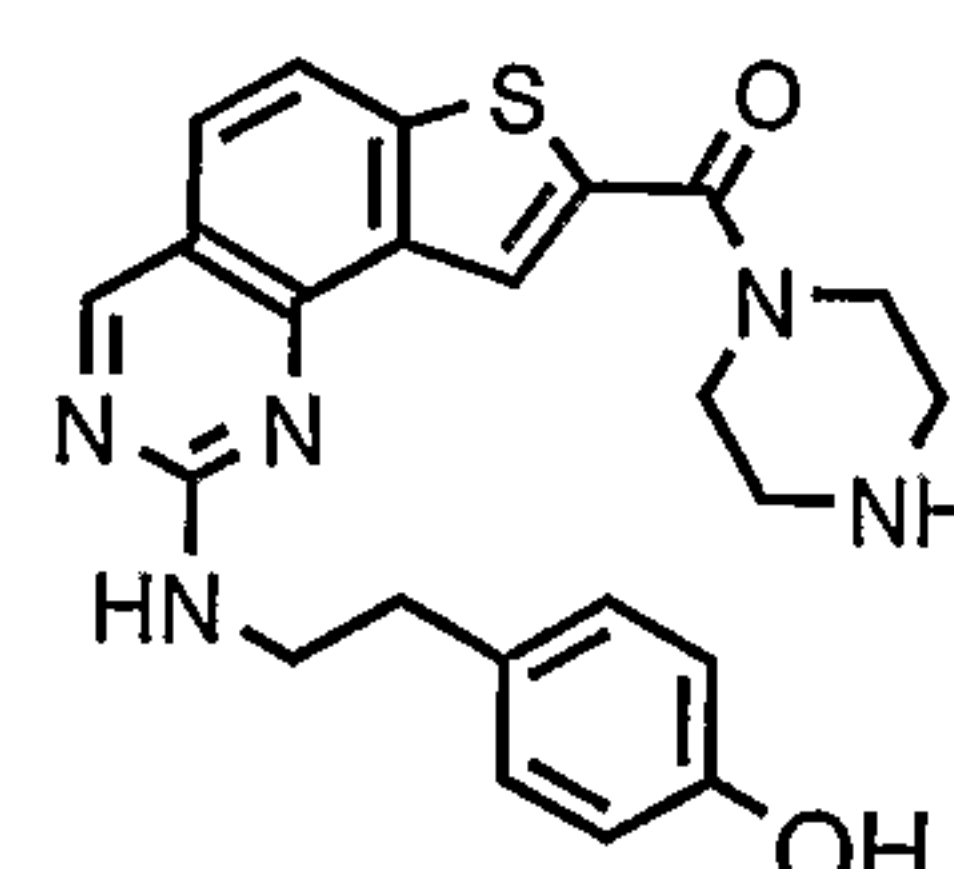
V-135



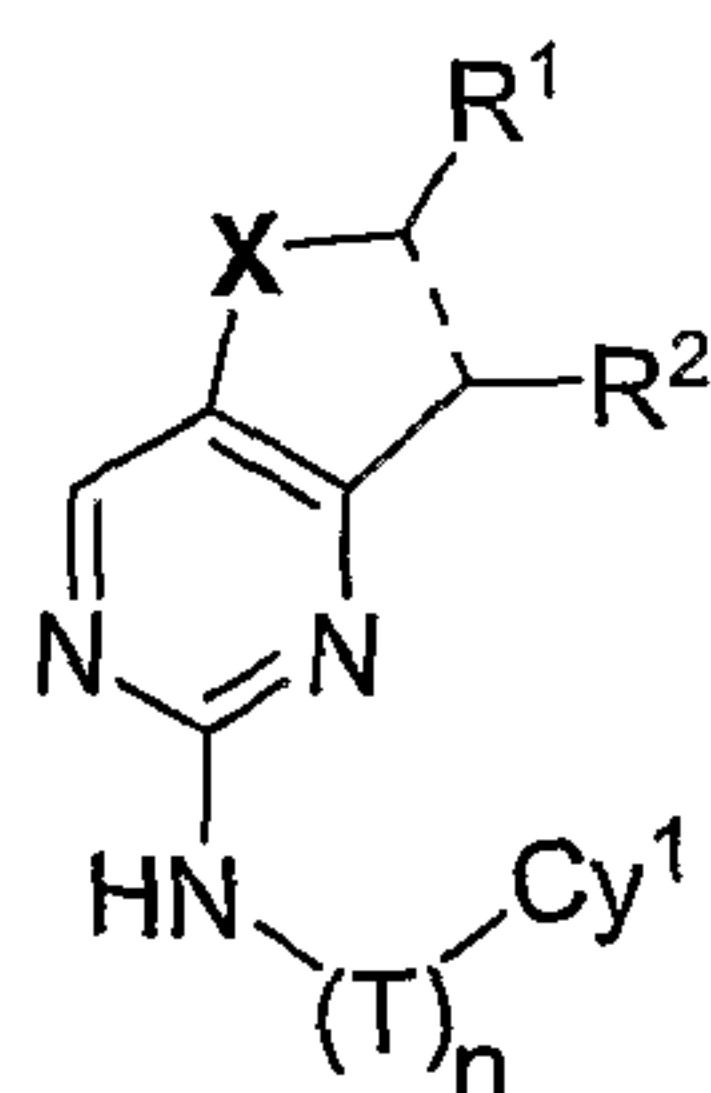
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**V-155****V-156****V-157****V-158****V-159****V-160****V-161****V-162****V-163****V-164****V-165****V-166****V-167****V-168**

**V-169****V-170****V-171****V-172****V-173****V-174****V-175****V-176****V-177****V-178****V-179****V-180****V-181****V-182.**

79. A composition comprising a compound of formula I:

**I**

or a pharmaceutically acceptable salt thereof, wherein:

X is an optionally substituted C_1 - C_3 alkylidene chain wherein one or two non-adjacent methylene units are independently optionally replaced by CO, CONR', NR'CO, SO, SO₂, NR'SO₂, SO₂NR', O, S, or NR';

R^1 and R^2 , taken together with the carbon atoms to which they are bound form an optionally substituted 5- or 6-membered aryl or heteroaryl ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur,

wherein the ring formed by R^1 and R^2 taken together, and the C_1 - C_3 alkylidene chain of X, are each optionally and independently substituted at one or more carbon atoms with y occurrences of $-WR^y$, wherein y is 0-5; and wherein one or more substitutable nitrogen atoms of the ring formed by R^1 and R^2 taken together are optionally substituted with $-R^3$;

each occurrence of W is independently a bond or is a C_1 - C_6 alkylidene chain wherein up to two non-adjacent methylene units of W are independently optionally replaced by CO, CO₂, COCO, CONR, OCONR, NRNR, NRNRCO, NRCO, NRCO₂, NRCONR, SO, SO₂, NRSO₂, SO₂NR, NRSO₂NR, O, S, or NR; and each occurrence of R^y is independently selected from R', halogen, NO₂, or CN, or $-WR^y$ is =O, =S, or =NR';

T is CHR', CH₂CH(R'), -S(=O)₂, or C(=O);

n is 0 or 1;

Cy¹ is a 3-7 membered saturated, partially unsaturated, or fully unsaturated monocyclic ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur, or an 8-10 membered saturated, partially unsaturated, or fully unsaturated bicyclic ring system having 0-5 heteroatoms independently selected from nitrogen, oxygen, or sulfur, wherein Cy¹ is optionally substituted at one or more carbon atoms with x independent occurrences of $-QR^x$; wherein x is 0-5; and at one or more substitutable nitrogen atoms with

$-R^4$; wherein Q is a bond or is a C_1 - C_6 alkylidene chain wherein up to two non-adjacent methylene units of Q are independently optionally replaced by CO, CO_2 , COCO, CONR, OCONR, NRNR, NRNRCO, NRCO, $NRCO_2$, NRCONR, SO, SO_2 , $NRSO_2$, SO_2NR , $NRSO_2NR$, O, S, or NR; and each occurrence of R^X is independently selected from R' , halogen, NO_2 , or CN, or $-QR^X$ is $=O$, $=S$, or $=NR'$;

each occurrence of R^3 and R^4 is independently R' , $-COR'$, $-CO_2(C_{1-6} \text{ aliphatic})$, $-CON(R')_2$, or $-SO_2R'$;

each occurrence of R is independently selected from hydrogen or an optionally substituted C_{1-6} aliphatic group; and each occurrence of R' is independently selected from hydrogen or an optionally substituted group selected from C_{1-8} aliphatic, C_{6-10} aryl, a heteroaryl ring having 5-10 ring atoms, or a heterocyclyl ring having 3-10 ring atoms, or wherein R and R' taken together with the atom(s) to which they are bound, or two occurrences of R' taken together with the atom(s) to which they are bound, form an optionally substituted 3-8 membered cycloalkyl, heterocyclyl, aryl, or heteroaryl ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur; and

the dashed bond represents a single or double bond, as valency permits;

provided that:

a) when n is 0 and Cy^1 is an optionally substituted aryl or heteroaryl group, X is $-(C(R)_2)_2-$, $-CH_2-O-$, $-O-CH_2-$, $-S-CH_2-$, CH_2-S- , $-CH_2-N(R)-$, $-N(R)-CH_2-$, $-CH_2SO-$, $-SOCH_2-$, wherein R is hydrogen or C_{1-4} alkyl, then R^1 and R^2 , taken together with the carbon atoms to which they are bound do not form a phenyl ring optionally substituted with C_{1-4} alkyl, C_{1-4} alkoxy, halo, $CONR_2$, CO_2R , fused phenyl, NO_2 , or trifluoromethyl;

b) when n is 0 and Cy^1 is 3, 4, 5-trimethoxyphenyl then when X is $-(CH_2)_2-$, then R^1 and R^2 , taken together with the carbon atoms to which they are bound, do not form an unsubstituted thieno ring; and

c) when X is $-(CH_2)_2-$, n is 0 and Cy^1 is a phenyl group bearing one or more of the following substituents: $-(CH_2)_2OH$, $-O(CH_2)_2OH$, $-(CH_2)_2NMe_2$, $-O(CH_2)_2NHEt$, $-O(CH_2)_2NEt_2$, $-OMe$ and $-O(CH_2)_2OS(O)_2-p-Tol$, then R^1 and R^2 , taken together with the carbon atoms to which they are bound, do not form a methoxy-substituted pyridyl ring,

and a pharmaceutically acceptable carrier, adjuvant, or vehicle.

80. The composition of claim 79, wherein the compound is present in a therapeutically effective amount.

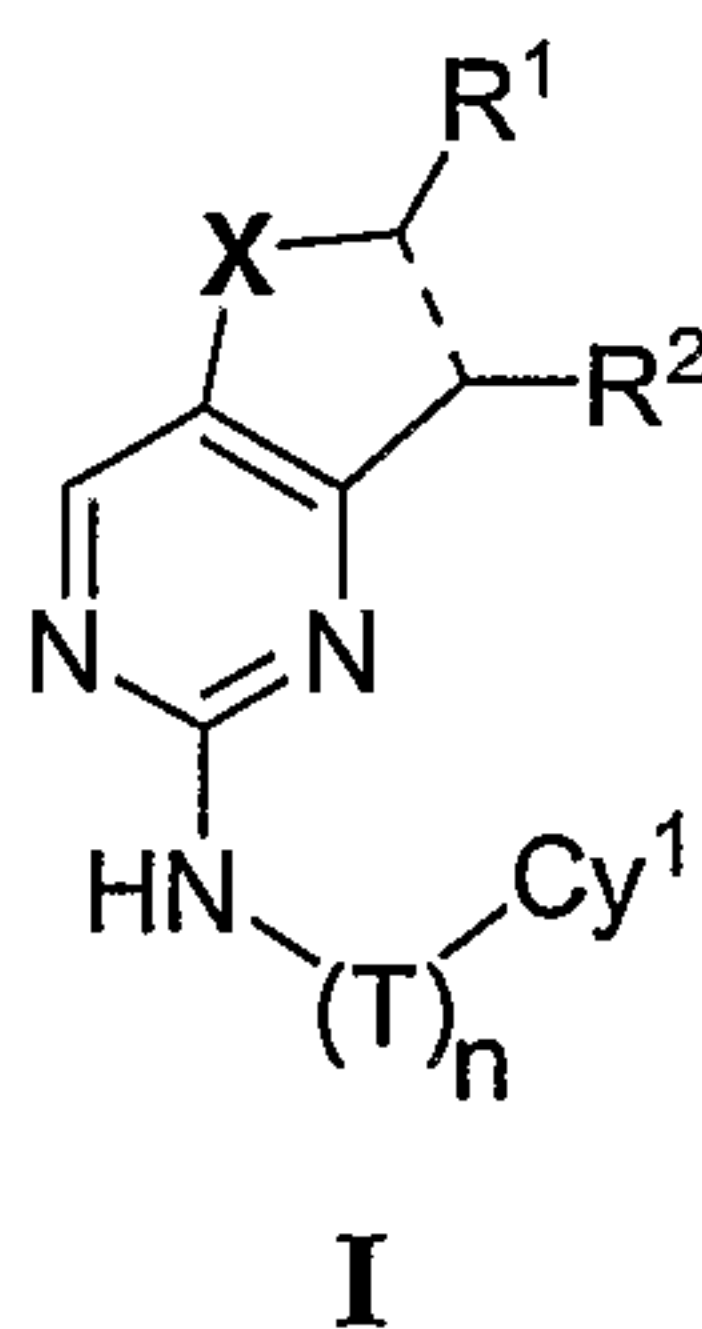
81. The composition of claim 79, wherein the compound is present in an amount to detectably inhibit GSK-3, SYK, Aurora-2, CDK-2, JAK-3, LCK, SRC, and/or Tec family (e.g., Tec, Btk, Itk/Emt/Tsk, Bmx, Txk/Rlk) protein kinase activity.

82. The composition of claim 79, further comprising an additional therapeutic agent selected from a chemotherapeutic or anti-proliferative agent, an anti-inflammatory agent, an immunomodulatory or immunosuppressive agent, a neurotrophic factor, an agent for treating cardiovascular disease, an agent for treating destructive bone disorders, an agent for treating liver disease, an anti-viral agent, an agent for treating blood disorders, an agent for treating diabetes, or an agent for treating immunodeficiency disorders.

83. A method of inhibiting GSK-3, SYK, Aurora-2, CDK-2, JAK-3, LCK, SRC, and/or Tec family (e.g., Tec, Btk, Itk/Emt/Tsk, Bmx, Txk/Rlk) kinase activity in:

- (a) a patient; or
- (b) a biological sample;

which method comprises administering to said patient, or contacting said biological sample with a compound of formula I:



or a pharmaceutically acceptable salt thereof, wherein:

X is an optionally substituted C₁-C₃ alkylidene chain wherein one or two non-adjacent methylene units are independently optionally replaced by CO, CONR', NR'CO, SO, SO₂, NR'SO₂, SO₂NR', O, S, or NR';

R^1 and R^2 , taken together with the carbon atoms to which they are bound form an optionally substituted 5- or 6-membered aryl or heteroaryl ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur,

wherein the ring formed by R^1 and R^2 taken together, and the C_1 - C_3 alkylidene chain of X, are each optionally and independently substituted at one or more carbon atoms with y occurrences of $-WR^y$, wherein y is 0-5; and wherein one or more substitutable nitrogen atoms of the ring formed by R^1 and R^2 taken together are optionally substituted with $-R^3$;

each occurrence of W is independently a bond or is a C_1 - C_6 alkylidene chain wherein up to two non-adjacent methylene units of W are independently optionally replaced by CO, CO_2 , COCO, CONR, OCONR, NRNR, NRNRCO, NRCO, $NRCO_2$, NRCONR, SO, SO_2 , $NRSO_2$, SO_2NR , $NRSO_2NR$, O, S, or NR; and each occurrence of R^y is independently selected from R' , halogen, NO_2 , or CN, or $-WR^y$ is $=O$, $=S$, or $=NR'$;

T is CHR' , $CH_2CH(R')$, $-S(=O)_2$, or $C(=O)$;

n is 0 or 1;

Cy^1 is a 3-7 membered saturated, partially unsaturated, or fully unsaturated monocyclic ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur, or an 8-10 membered saturated, partially unsaturated, or fully unsaturated bicyclic ring system having 0-5 heteroatoms independently selected from nitrogen, oxygen, or sulfur, wherein Cy^1 is optionally substituted at one or more carbon atoms with x independent occurrences of $-QR^X$; wherein x is 0-5; and at one or more substitutable nitrogen atoms with $-R^4$; wherein Q is a bond or is a C_1 - C_6 alkylidene chain wherein up to two non-adjacent methylene units of Q are independently optionally replaced by CO, CO_2 , COCO, CONR, OCONR, NRNR, NRNRCO, NRCO, $NRCO_2$, NRCONR, SO, SO_2 , $NRSO_2$, SO_2NR , $NRSO_2NR$, O, S, or NR; and each occurrence of R^X is independently selected from R' , halogen, NO_2 , or CN, or $-QR^X$ is $=O$, $=S$, or $=NR'$;

each occurrence of R^3 and R^4 is independently R' , $-COR'$, $-CO_2(C_{1-6} \text{ aliphatic})$, $-CON(R')_2$, or $-SO_2R'$;

each occurrence of R is independently selected from hydrogen or an optionally substituted C_{1-6} aliphatic group; and each occurrence of R' is independently selected from hydrogen or an optionally substituted group selected from C_{1-8} aliphatic, C_{6-10} aryl, a

heteroaryl ring having 5-10 ring atoms, or a heterocyclyl ring having 3-10 ring atoms, or wherein R and R' taken together with the atom(s) to which they are bound, or two occurrences of R' taken together with the atom(s) to which they are bound, form an optionally substituted 3-8 membered cycloalkyl, heterocyclyl, aryl, or heteroaryl ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur; and

the dashed bond represents a single or double bond, as valency permits;

and a pharmaceutically acceptable carrier, adjuvant, or vehicle.

84. The method of claim 83, wherein the method comprises inhibiting Tec family (e.g., Tec, Btk, Itk/Emt/Tsk, Bmx, Txk/Rlk) kinase activity.

85. The method of claim 83, wherein the method comprises inhibiting Itk activity.

86. The method of claim 83, wherein the method comprises inhibiting Btk activity.

87. A method of treating or lessening the severity of a disease or condition selected from a proliferative disorder, a cardiac disorder, a neurodegenerative disorder, an autoimmune disorder, a condition associated with organ transplant, an inflammatory disorder, an immunologically mediated disorder, a viral disease, or a bone disorder, comprising the step of administering to said patient a composition according to claim 79.

88. The method of claim 87, comprising the further step of administering to said patient an additional therapeutic agent selected from a chemotherapeutic or anti-proliferative agent, an anti-inflammatory agent, an immunomodulatory or immunosuppressive agent, a neurotrophic factor, an agent for treating cardiovascular disease, an agent for treating destructive bone disorders, an agent for treating liver disease, an anti-viral agent, an agent for treating blood disorders, an agent for treating diabetes, or an agent for treating immunodeficiency disorders, wherein:

said additional therapeutic agent is appropriate for the disease being treated; and

said additional therapeutic agent is administered together with said composition as a single dosage form or separately from said composition as part of a multiple dosage form.

89. A method of inhibiting the phosphorylation of Tau protein in a patient, said method comprising a step of administering to said patient an effective amount of a composition according to claim 79.

90. The method of claim 88, wherein the disease is selected from cancer, Alzheimer's disease, restenosis, angiogenesis, glomerulonephritis, cytomegalovirus, HIV, herpes, psoriasis, atherosclerosis, alopecia, and autoimmune diseases such as rheumatoid arthritis.

91. The method of claim 90, wherein the cancer is selected from breast, ovary, cervix, prostate, testis, genitourinary tract, esophagus, larynx, glioblastoma, neuroblastoma, stomach, skin, keratoacanthoma, lung, epidermoid carcinoma, large cell carcinoma, small cell carcinoma, lung adenocarcinoma, bone, colon, adenoma, pancreas, adenocarcinoma, thyroid, follicular carcinoma, undifferentiated carcinoma, papillary carcinoma, seminoma, melanoma, sarcoma, bladder carcinoma, liver carcinoma and biliary passages, kidney carcinoma, myeloid disorders, lymphoid disorders, Hodgkin's, hairy cells, buccal cavity and pharynx (oral), lip, tongue, mouth, pharynx, small intestine, colon-rectum, large intestine, rectum, brain and central nervous system, and leukemia.

92. The method of claim 91, wherein the cancer is selected from colon, breast, stomach, and ovarian cancer.

93. The method of claim 88, wherein the disease is selected from hematopoietic disorders.

94. The method of claim 88, wherein the disease is selected from acute-myelogenous leukemia (AML), acute-promyelocytic leukemia (APL), and acute lymphocytic leukemia (ALL).

95. The method of claim 88 wherein the disease is selected from autoimmune diseases, inflammatory diseases, metabolic, neurological and neurodegenerative diseases, cardiovascular diseases, allergy, asthma, diabetes, Alzheimer's disease, Huntington's disease, Parkinson's disease, AIDS-associated dementia, amyotrophic lateral sclerosis (ALS, Lou Gehrig's disease), multiple sclerosis (MS), schizophrenia, cardiomyocyte hypertrophy, reperfusion/ischemia, stroke, and baldness.

96. The method of claim 88, wherein the disease is selected from immune responses such as allergic or type I hypersensitivity reactions, asthma, autoimmune diseases such as transplant rejection, graft versus host disease, rheumatoid arthritis, amyotrophic lateral sclerosis, and multiple sclerosis, neurodegenerative disorders such as Familial amyotrophic lateral sclerosis (FALS), and solid and hematologic malignancies such as leukemias and lymphomas.

97. The method of claim 96, wherein the disease is selected from autoimmune diseases such as transplant rejection, allergies, rheumatoid arthritis, and leukemia.

98. The method of claim 88, wherein the disease is selected from stroke, diabetes, hepatomegaly, cardiovascular disease including cardiomegaly, Alzheimer's disease, cystic fibrosis, viral disease, autoimmune diseases, atherosclerosis, restenosis, psoriasis, allergic disorders including asthma, inflammation, neurological disorders, and hormone-related diseases.

99. The method of claim 88, wherein the disease is selected from hypercalcemia, osteoporosis, osteoarthritis, cancer, symptomatic treatment of bone metastasis, and Paget's disease.

100. The method of claim 88, wherein the disease is selected from allergic disorders.

101. The method of claim 100, wherein the allergic disorder is asthma.

102. The method of claim 88, wherein the disease is selected from diseases of the respiratory tract, inflammation of the nasal mucus membrane, bone and joint diseases, skin diseases and disorders, diseases and disorders of the gastrointestinal tract, other tissues and systemic diseases.