



(86) Date de dépôt PCT/PCT Filing Date: 2010/06/21
(87) Date publication PCT/PCT Publication Date: 2010/12/29
(85) Entrée phase nationale/National Entry: 2011/12/15
(86) N° demande PCT/PCT Application No.: US 2010/001801
(87) N° publication PCT/PCT Publication No.: 2010/151318
(30) Priorité/Priority: 2009/06/22 (US61/219,096)

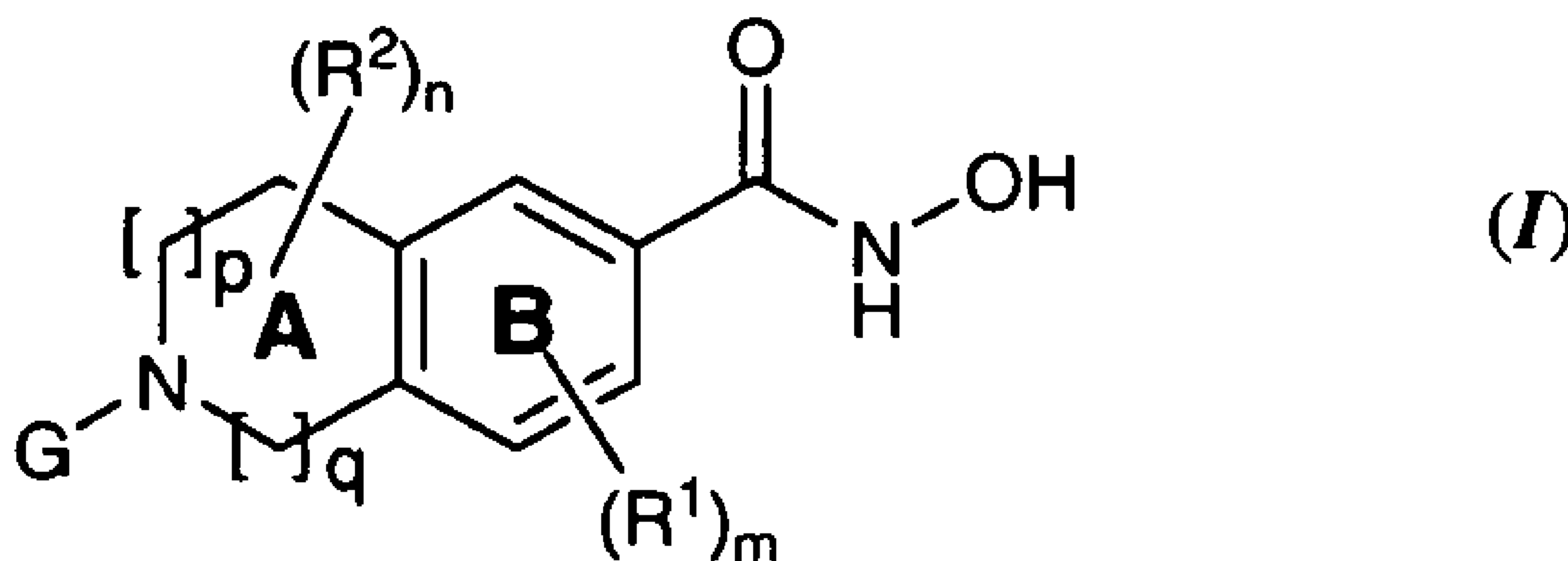
(51) Cl.Int./Int.Cl. *C07D 217/02* (2006.01),
A61K 31/404 (2006.01), *A61K 31/472* (2006.01),
A61K 31/4725 (2006.01), *A61K 31/506* (2006.01),
A61K 31/55 (2006.01), *A61P 35/02* (2006.01),
C07D 209/44 (2006.01), *C07D 223/16* (2006.01)

(71) Demandeur/Applicant:
MILLENIUM PHARMACEUTICALS, INC., US

(72) Inventeurs/Inventors:
BLACKBURN, CHRISTOPHER, US;
CIAVARRI, JEFFREY, US;
GIGSTAD, KENNETH, US;
XU, HE, US

(74) Agent: ROBIC

(54) Titre : ACIDES HYDROXAMIQUES SUBSTITUES ET LEURS UTILISATIONS
(54) Title: SUBSTITUTED HYDROXAMIC ACIDS AND USES THEREOF



(57) Abrégé/Abstract:

This invention provides compounds of formula (I): wherein R¹, R², G, m, n, p and q have values as described in the specification, useful as inhibitors of HDAC6. The invention also provides pharmaceutical compositions comprising the compounds of the invention and methods of using the compositions in the treatment of proliferative, inflammatory, infectious, neurological or cardiovascular diseases or disorders.



(12) INTERNATIONAL APPLICATION PUBLISHED UNDER THE PATENT COOPERATION TREATY (PCT)

(19) World Intellectual Property Organization
International Bureau



(43) International Publication Date
29 December 2010 (29.12.2010)

(10) International Publication Number
WO 2010/151318 A1

(51) International Patent Classification:

A01N 37/28 (2006.01) *A61K 31/215* (2006.01)
A61K 31/19 (2006.01)

(74) Agents: **KLUNDER, Janice, M.** et al.; Millennium Pharmaceuticals, Inc., 40 Landsdowne Street, Cambridge, MA 02139 (US).

(21) International Application Number:

PCT/US2010/001801

(22) International Filing Date:

21 June 2010 (21.06.2010)

(25) Filing Language:

English

(26) Publication Language:

English

(30) Priority Data:

61/219,096 22 June 2009 (22.06.2009) US

(71) Applicant (for all designated States except US): **MILLENNIUM PHARMACEUTICALS, INC.** [US/US]; 40 Landsdowne Street, Cambridge, MA 02139 (US).

(72) Inventors; and

(75) Inventors/Applicants (for US only): **BLACKBURN, Christopher** [GB/US]; 25 Western Avenue, Natick, MA 01760 (US). **CIAVARRI, Jeffrey** [US/US]; 30 Winthrop Avenue, Reading, MA 01867 (US). **GIGSTAD, Kenneth** [US/US]; 18 Briarwood Drive, Westford, MA 01886 (US). **XU, He** [CN/US]; 2 Walden Drive #9, Natick, MA 01760 (US).

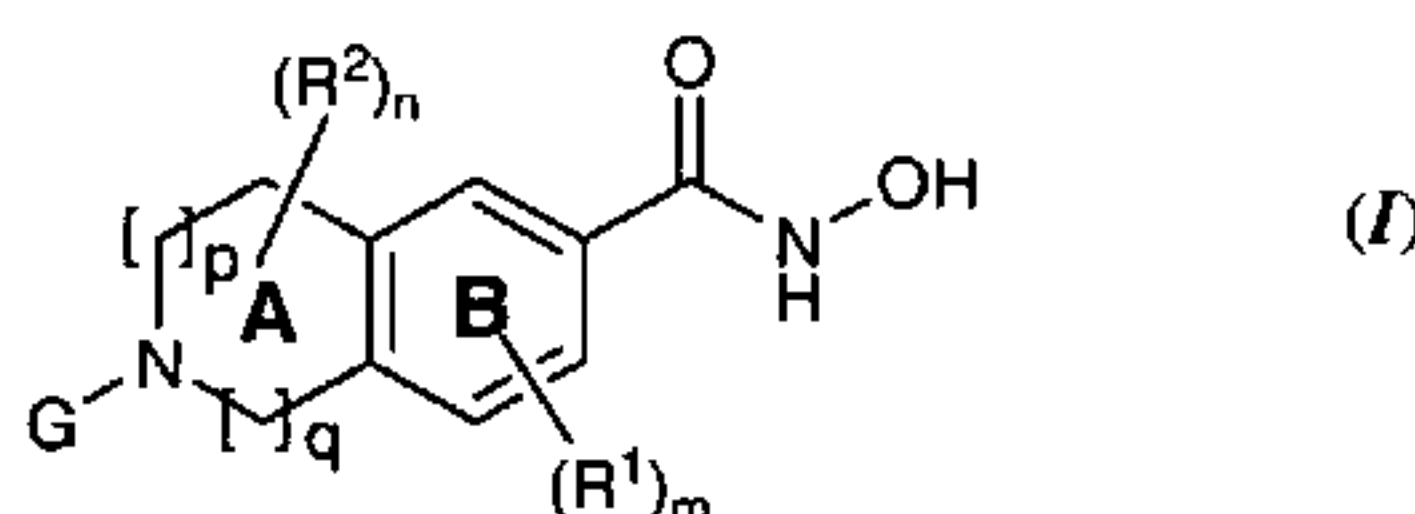
(81) Designated States (unless otherwise indicated, for every kind of national protection available): AE, AG, AL, AM, AO, AT, AU, AZ, BA, BB, BG, BH, BR, BW, BY, BZ, CA, CH, CL, CN, CO, CR, CU, CZ, DE, DK, DM, DO, DZ, EC, EE, EG, ES, FI, GB, GD, GE, GH, GM, GT, HN, HR, HU, ID, IL, IN, IS, JP, KE, KG, KM, KN, KP, KR, KZ, LA, LC, LK, LR, LS, LT, LU, LY, MA, MD, ME, MG, MK, MN, MW, MX, MY, MZ, NA, NG, NI, NO, NZ, OM, PE, PG, PH, PL, PT, RO, RS, RU, SC, SD, SE, SG, SK, SL, SM, ST, SV, SY, TH, TJ, TM, TN, TR, TT, TZ, UA, UG, US, UZ, VC, VN, ZA, ZM, ZW.

(84) Designated States (unless otherwise indicated, for every kind of regional protection available): ARIPO (BW, GH, GM, KE, LR, LS, MW, MZ, NA, SD, SL, SZ, TZ, UG, ZM, ZW), Eurasian (AM, AZ, BY, KG, KZ, MD, RU, TJ, TM), European (AL, AT, BE, BG, CH, CY, CZ, DE, DK, EE, ES, FI, FR, GB, GR, HR, HU, IE, IS, IT, LT, LU, LV, MC, MK, MT, NL, NO, PL, PT, RO, SE, SI, SK, SM, TR), OAPI (BF, BJ, CF, CG, CI, CM, GA, GN, GQ, GW, ML, MR, NE, SN, TD, TG).

Published:

— with international search report (Art. 21(3))

(54) Title: SUBSTITUTED HYDROXAMIC ACIDS AND USES THEREOF



(57) Abstract: This invention provides compounds of formula (I): wherein R^1 , R^2 , G, m, n, p and q have values as described in the specification, useful as inhibitors of HDAC6. The invention also provides pharmaceutical compositions comprising the compounds of the invention and methods of using the compositions in the treatment of proliferative, inflammatory, infectious, neurological or cardiovascular diseases or disorders.

WO 2010/151318 A1

SUBSTITUTED HYDROXAMIC ACIDS AND USES THEREOF

PRIORITY CLAIM

[0001] This application claims the benefit under 35 U.S.C. § 119(e) of U.S. Provisional Patent Application Serial No. 61/219,096, filed June 22, 2009, incorporated by reference in its entirety.

FIELD OF THE INVENTION

[0002] The invention relates to compounds and methods for the selective inhibition of HDAC6. The present invention relates to compounds useful as HDAC6 inhibitors. The invention also provides pharmaceutical compositions comprising the compounds of the invention and methods of using the compositions in the treatment of various diseases.

BACKGROUND OF THE INVENTION

[0003] Histone deacetylase 6 (HDAC6) is a member of a family of amidohydrolases commonly referred to as histone or lysine deacetylases (HDACs or KDACs) as they catalyze the removal of acetyl groups from the ϵ -amino group of lysine residues from proteins. The family includes 18 enzymes which can be divided in 3 main classes based on their sequence homology to yeast enzymes Rpd3 (Class I), Hda1 (Class II) and Sir2 (Class III). A fourth class was defined with the finding of a distinct mammalian enzyme - HDAC11 (reviewed in Yang, *et al.*, *Nature Rev. Mol. Cell Biol.* **2008**, 9:206–218 and in Saunders and Verdin, *Oncogene* **2007**, 26(37):5489-5504). Biochemically, Class I (HDAC1, 2, 3, 8) and Class II (HDAC4, 5, 6, 7, 9, 10) and Class IV (HDAC11) are Zn^{2+} -dependent enzymes, while Class III (SIRT1-7) are dependent on nicotinamide adenine dinucleotide (NAD^+) for activity. Unlike all other HDACs, HDAC6 resides primarily in the cytosol, it has 2 functional catalytic domains and a carboxy-terminal Zn^{2+} -finger ubiquitin binding domain that binds ubiquitinated misfolded proteins (Kawaguchi *et al.*, *Cell* **2003**, 115(6):727-738), ubiquitin (Boyault *et al.*, *EMBO J.* **2006**, 25(14): 3357–3366), as well as ubiquitin-like FAT10 modifier (Kalveram *et al.*, *J. Cell Sci.* **2008**, 121(24):4079-4088). Known substrates of HDAC6 include cytoskeletal proteins α -tubulin and cortactin; β -catenin which forms part of adherens junctions and anchors the actin cytoskeleton; the chaperone Hsp90; and the redox regulatory proteins peroxiredoxin (Prx) I and Prx II (reviewed in Boyault *et al.*, *Oncogene* **2007**, 26(37):5468-5476; Matthias *et al.*, *Cell Cycle* **2008**, 7(1):7-10; Li *et al.*, *J Biol. Chem.* **2008**, 283(19):12686-12690; Parmigiani *et al.*, *Proc. Natl. Acad. Sci. USA* **2009**, 105(28):9633-9638). Thus, HDAC6 mediates a wide range of cellular functions including microtubule-dependent trafficking and signaling, membrane remodeling and chemotactic motility, involvement in control of cellular adhesion, ubiquitin level sensing,

regulation of chaperone levels and activity, and responses to oxidative stress. All of these functions may be important in tumorigenesis, tumor growth and survival as well as metastasis (Simms-Waldrip *et al.*, *Mol. Genet. Metabolism* **2008**, 94(3):283-286; Rodriguez-Gonzalez *et al.*, *Cancer Res.* **2008**, 68(8):2557-2560; Kapoor, *Int. J. Cancer* **2009**, 124:509; Lee *et al.*, *Cancer Res.* **2008**, 68(18):7561-7569). Recent studies have shown HDAC6 to be important in autophagy, an alternative pathway for protein degradation that compensates for deficiencies in the activity of the ubiquitin proteasome system or expression of proteins prone to form aggregates and can be activated following treatment with a proteasome inhibitor (Kawaguchi *et al.*, *Cell* **2003**, 115(6):727-738; Iwata *et al.*, *J. Biol. Chem.* **2005**, 280(48): 40282-40292; Ding *et al.*, *Am. J. Pathol.* **2007**, 171:513-524, Pandey *et al.*, *Nature* **2007**, 447(7146):860-864). Although the molecular mechanistic details are not completely understood, HDAC6 binds ubiquitinated or ubiquitin-like conjugated misfolded proteins which would otherwise induce proteotoxic stress and then serves as an adaptor protein to traffic the ubiquitinated cargo to the microtubule organizing center using the microtubule network via its known association with dynein motor protein. The resulting perinuclear aggregates, known as aggresomes, are then degraded by fusion with lysosomes in an HDAC6- and cortactin-dependent process which induces remodeling of the actin cytoskeleton proximal to aggresomes (Lee *et al.*, *EMBO J.* **2010**, 29:969-980). In addition, HDAC6 regulates a variety of biological processes dependent on its association with the microtubular network including cellular adhesion (Tran *et al.*, *J. Cell Sci.* **2007**, 120(8):1469-1479) and migration (Zhang *et al.*, *Mol. Cell* **2007**, 27(2):197-213; reviewed in Valenzuela-Fernandez *et al.*, *Trends Cell. Biol.* **2008**, 18(6):291-297), epithelial to mesenchymal transition (Shan *et al.*, *J. Biol. Chem.* **2008**, 283(30):21065-21073), resistance to anoikis (Lee *et al.*, *Cancer Res.* **2008**, 68(18):7561-7569), epithelial growth factor-mediated Wnt signaling via β -catenin deacetylation (Li *et al.*, *J. Biol. Chem.* **2008**, 283(19):12686-12690) and epithelial growth factor receptor stabilization by endocytic trafficking (Lissanu Deribe *et al.*, *Sci. Signal.* **2009**, 2(102): ra84; Gao *et al.*, *J. Biol. Chem.* **2010**, 285:11219-11226); all events that promote oncogenesis and metastasis (Lee *et al.*, *Cancer Res.* **2008**, 68(18):7561-7569). HDAC6 activity is known to be upregulated by Aurora A kinase in cilia formation (Pugacheva *et al.*, *Cell* **2007**, 129(7):1351-1363) and indirectly by farnesyl transferase with which HDAC6 forms a complex with microtubules (Zhou *et al.*, *J. Biol. Chem.* **2009**, 284(15): 9648-9655). Also, HDAC6 is negatively regulated by tau protein (Perez *et al.*, *J. Neurochem.* **2009**, 109(6):1756-1766).

[0004] Diseases in which selective HDAC6 inhibition could have a potential benefit include cancer (reviewed in Simms-Waldrip *et al.*, *Mol. Genet. Metabolism* **2008**, 94(3):283-286 and Rodriguez-Gonzalez *et al.*, *Cancer Res.* **2008**, 68(8):2557-2560), specifically: multiple myeloma (Hideshima *et al.*, *Proc. Natl. Acad. Sci. USA* **2005**, 102(24):8567-8572); lung cancer (Kamemura *et al.*, *Biochem. Biophys. Res. Commun.* **2008**, 374(1):84-89); ovarian cancer (Bazzaro *et al.*, *Clin. Cancer Res.* **2008**, 14(22):7340-

7347); breast cancer (Lee *et al.*, *Cancer Res.* **2008**, 68(18):7561-7569); prostate cancer (Mellado *et al.*, *Clin. Trans. Onco.* **2009**, 11(1):5-10); pancreatic cancer (Nawrocki *et al.*, *Cancer Res.* **2006**, 66(7):3773-3781); renal cancer (Cha *et al.*, *Clin. Cancer Res.* **2009**, 15(3):840-850); and leukemias such as acute myeloid leukemia (AML) (Fiskus *et al.*, *Blood* **2008**, 112(7):2896-2905) and acute lymphoblastic leukemia (ALL) (Rodriguez-Gonzalez *et al.*, *Blood* **2008**, 112(11): Abstract 1923).

[0005] Inhibition of HDAC6 may also have a role in cardiovascular disease, i.e. cardiovascular stress, including pressure overload, chronic ischemia, and infarction-reperfusion injury (Tannous *et al.*, *Circulation* **2008**, 117(24):3070-3078); bacterial infection, including those caused by uropathogenic *Escherichia coli* (Dhakal and Mulve, *J. Biol. Chem.* **2008**, 284(1):446-454); neurological diseases caused by accumulation of intracellular protein aggregates such as Huntington's disease (reviewed in Kazantsev *et al.*, *Nat. Rev. Drug Disc.* **2008**, 7(10):854-868; see also Dompierre *et al.*, *J. Neurosci.* **2007**, 27(13):3571-3583; Kozikowski *et al.*, *J. Med. Chem.* **2007**, 50:3054-3061) or central nervous system trauma caused by tissue injury, oxidative-stress induced neuronal or axonal degeneration (Rivieccio *et al.*, *Proc. Natl. Acad. Sci. USA* **2009**, 106(46):19599-195604); and inflammation, including reduction of pro-inflammatory cytokine IL-1 β (Carta *et al.*, *Blood* **2006**, 108(5):1618-1626), increased expression of the FOXP3 transcription factor, which induces immunosuppressive function of regulatory T-cells resulting in benefits in chronic diseases such as rheumatoid arthritis, psoriasis, multiple sclerosis, lupus and organ transplant rejection (reviewed in Wang *et al.*, *Nat. Rev. Drug Disc.* **2009** 8(12):969-981).

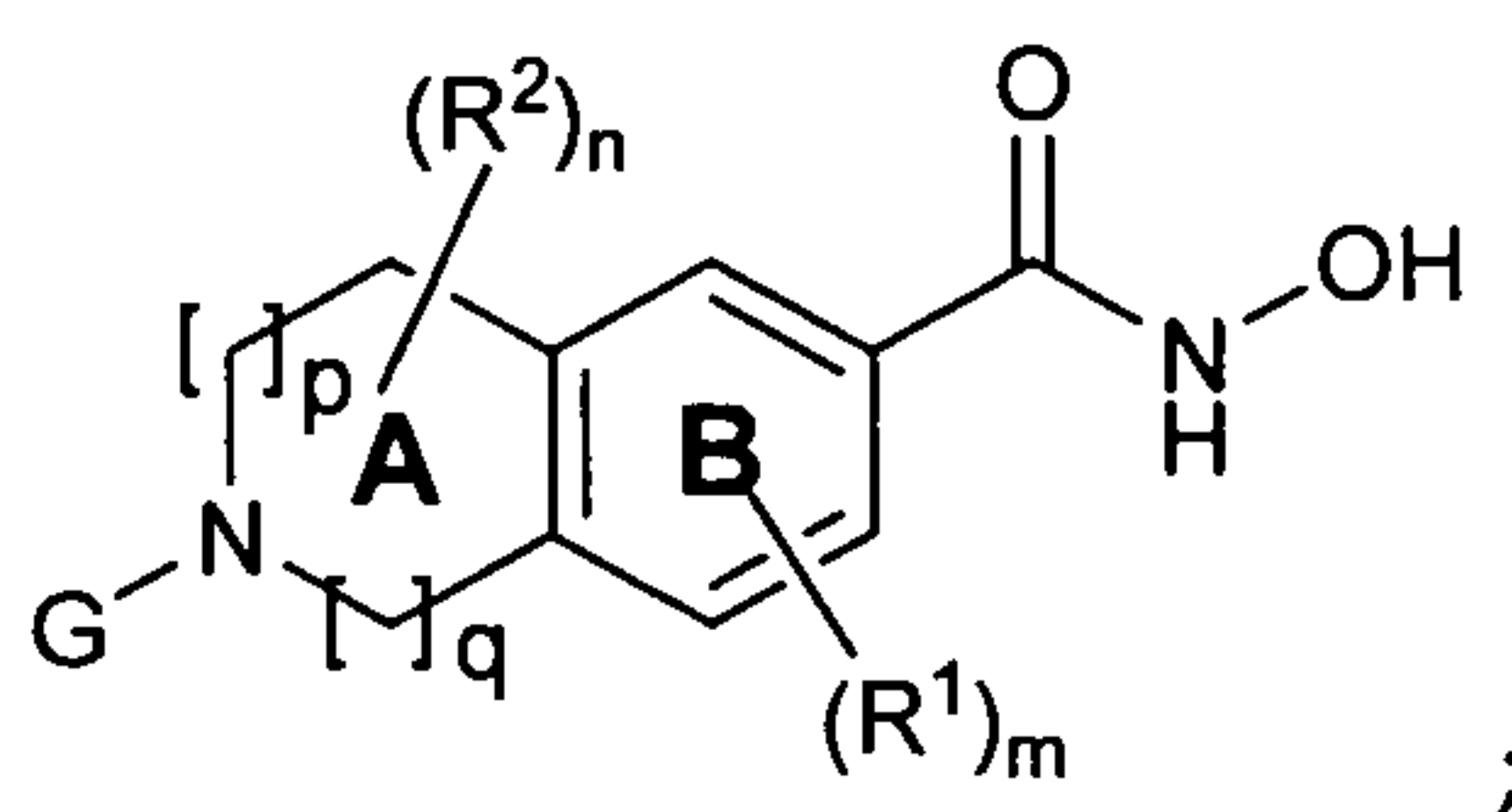
[0006] Given the complex function of HDAC6, selective inhibitors could have potential utility when used alone or in combination with other chemotherapeutics such as microtubule destabilizing agents (Zhou *et al.*, *J. Biol. Chem.* **2009**, 284(15): 9648-9655); Hsp90 inhibitors (Rao *et al.*, *Blood* **2008**, 112(5):1886-1893); inhibitors of Hsp90 client proteins, including receptor tyrosine kinases such as Her-2 or VEGFR (Bhalla *et al.*, *J. Clin. Oncol.* **2006**, 24(18S): Abstract 1923; Park *et al.*, *Biochem. Biophys. Res. Commun.* **2008**, 368(2):318-322), and signaling kinases such as Bcr-Abl, Akt, mutant FLT-3, c-Raf, and MEK (Bhalla *et al.*, *J. Clin. Oncol.* **2006**, 24(18S): Abstract 1923; Kamemura *et al.*, *Biochem. Biophys. Res. Commun.* **2008**, 374(1):84-89); inhibitors of cell cycle kinases Aurora A and Aurora B (Pugacheva *et al.*, *Cell* **2007**, 129(7):1351-1363; Park *et al.*, *J. Mol. Med.* **2008**, 86(1):117-128; Cha *et al.*, *Clin. Cancer Res.* **2009**, 15(3):840-850); EGFR inhibitors (Lissanu Deribe *et al.*, *Sci. Signal.* **2009**, 2(102): ra84; Gao *et al.*, *J. Biol. Chem.* E-pub Feb. 4, 2010) and proteasome inhibitors (Hideshima *et al.*, *Proc. Natl. Acad. Sci. USA* **2005**, 102(24):8567-8572) or other inhibitors of the ubiquitin proteasome system such as ubiquitin and ubiquitin-like activating (E1), conjugation (E2), ligase enzymes (E3, E4) and deubiquitinase enzymes (DUBs) as well as modulators of autophagy and protein homeostasis pathways. In addition, HDAC6 inhibitors could be combined with radiation therapy (Kim *et al.*, *Radiother. Oncol.* **2009**, 92(1):125-132.

[0007] Clearly, it would be beneficial to provide novel HDAC6 inhibitors that possess good therapeutic properties, especially for the treatment of proliferative diseases or disorders.

DETAILED DESCRIPTION OF THE INVENTION

1. General Description of Compounds of the Invention

[0008] The present invention provides compounds that are inhibitors of HDAC6, and are useful for the treatment of proliferative diseases or disorders. In one aspect of the present invention, the compounds of the invention are represented by formula (I):



(I)

or a pharmaceutically acceptable salt thereof; wherein:

p is 0-2;

q is 1-4;

provided that:

i) the total of p and q is 1-4;

ii) when p is 0, q is not 2;

G is $-R^3$, $-V_1-R^3$, $-V_1-L_1-R^3$, $-L_1-V_2-R^3$, $-L_1-R^3$, or $-L_1-V_2-L_2-R^3$;

L_1 and L_2 are each independently unsubstituted or substituted C_{1-3} alkylene chain, where one carbon atom may be replaced with $-CR^A=CR^A-$;

V_1 is $-C(O)-$, $-C(S)-$, $-C(O)-N(R^{4a})-$, $-C(O)-O-$, or $-S(O)_2-$;

V_2 is $-C(O)-$, $-C(S)-$, $-N(R^{4a})-$, $-C(O)-N(R^{4a})-$, $-N(R^{4a})-C(O)-$, $-SO_2-N(R^{4a})-$, $-N(R^{4a})-SO_2-$, $-C(O)-O-$, $-O-C(O)-$, $-O-$, $-S-$, $-S(O)-$, $-S(O)_2-$, $-N(R^{4a})-C(O)-N(R^{4a})-$, $-N(R^{4a})-C(O)-O-$, $-O-C(O)-N(R^{4a})-$, or $-N(R^{4a})-SO_2-N(R^{4a})-$;

R^3 is unsubstituted or substituted C_{1-6} aliphatic, unsubstituted or substituted 3-10-membered cycloaliphatic, unsubstituted or substituted 4-10-membered heterocyclyl having 1-4 heteroatoms

independently selected from nitrogen, oxygen, and sulfur, unsubstituted or substituted 6-10-membered aryl, or unsubstituted or substituted 5-10-membered heteroaryl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur;

each occurrence of R^A is independently hydrogen, halo, or an optionally substituted C_{1-4} aliphatic group;

each occurrence of R^{4a} is independently hydrogen, or an optionally substituted C_{1-4} aliphatic group;

ring B is optionally further substituted with m occurrences of R^1 ;

each occurrence of R^1 is independently halo, C_{1-3} alkyl, C_{1-3} haloalkyl, $-O-C_{1-3}$ alkyl, $-O-C_{1-3}$ haloalkyl, $-CN$, $-NHC(O)C_{1-3}$ alkyl, $-NHC(O)NHC_{1-3}$ alkyl, or $NHS(O)_2C_{1-3}$ alkyl;

ring A is optionally further substituted with n occurrences of R^2 ;

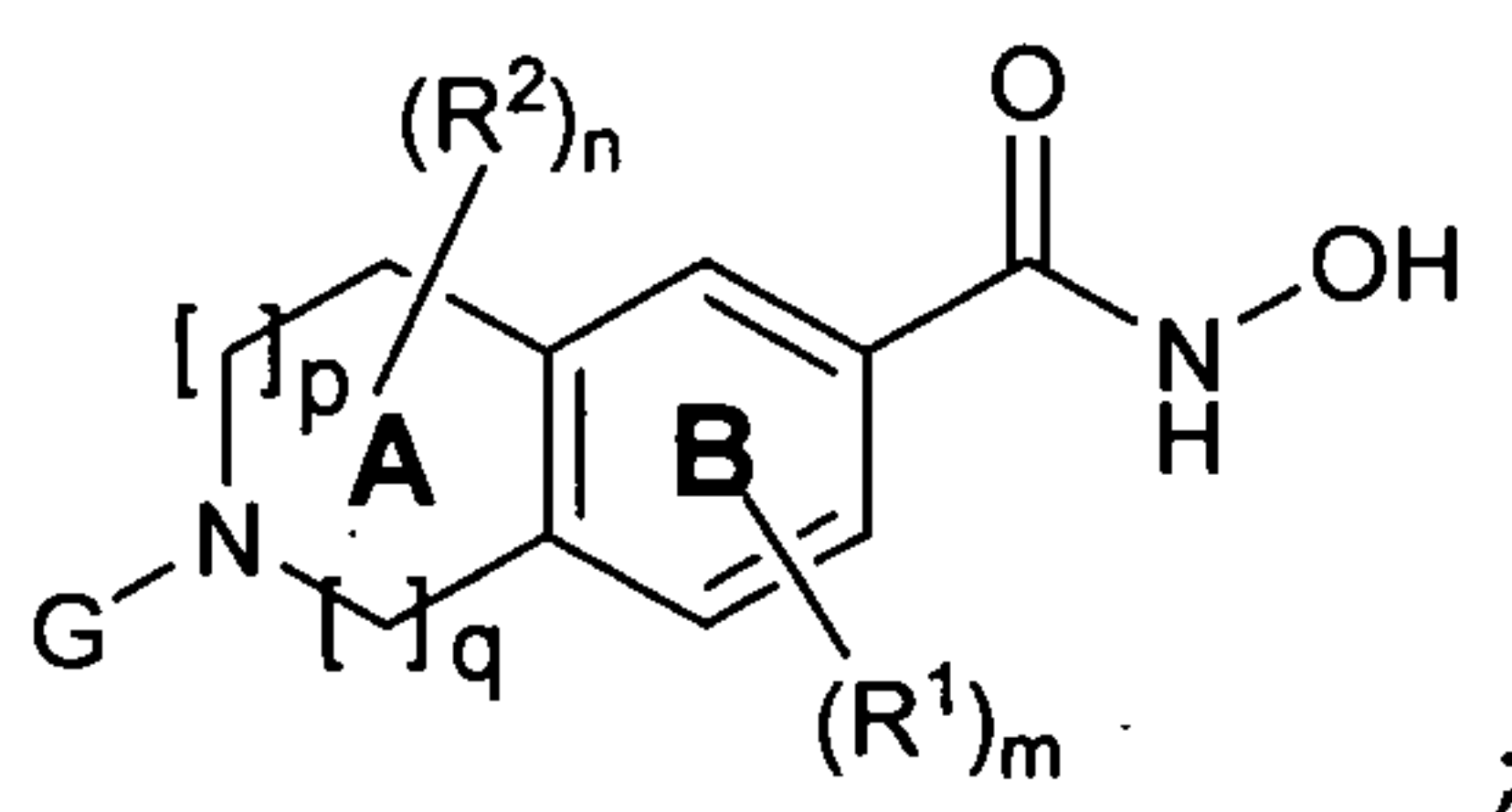
each occurrence of R^2 is independently halo, C_{1-3} alkyl, C_{1-3} haloalkyl, $-O-C_{1-3}$ alkyl, $-O-C_{1-3}$ haloalkyl, $-NHC(O)C_{1-3}$ alkyl, $-NHC(O)NHC_{1-3}$ alkyl, or $NHS(O)_2C_{1-3}$ alkyl;

m is 0-2; and

n is 0-4.

[0009] In some embodiments, p is 0 and q is 3 or 4; or p is 1 and q is 2 or 3; or p is 2 and q is 1 or 2.

[0010] In another aspect of the present invention, the compounds of the invention are represented by formula (I):



(I)

or a pharmaceutically acceptable salt thereof;

wherein:

p is 0 and q is 3 or 4; or p is 1 and q is 2 or 3; or p is 2 and q is 1 or 2;

G is $-R^3$, $-V_1-R^3$, $-V_1-L_1-R^3$, $-L_1-V_1-R^3$, $-L_2-V_2-R^3$, $-V_1-L_1-V_2-R^3$, or $-L_1-R^3$;

L_1 is unsubstituted or substituted C_{1-3} alkylene chain, where one carbon atom may be replaced with $-CR^A=CR^A-$;

L_2 is unsubstituted or substituted C_{2-3} alkylene chain, where one carbon atom may be replaced with $-CR^A=CR^A-$;

V_1 is $-C(O)-$, $-C(S)-$, $-C(O)-N(R^{4a})-$, $-C(O)-O-$, or $-S(O)_2-$;

V_2 is $-C(O)-$, $-C(S)-$, $-N(R^{4a})-$, $-C(O)-N(R^{4a})-$, $-N(R^{4a})-C(O)-$, $-SO_2-N(R^{4a})-$, $-N(R^{4a})-SO_2-$, $-C(O)-O-$, $-O-C(O)-$, $-O-$, $-S-$, $-S(O)-$, $-S(O)_2-$, $-N(R^{4a})-C(O)-N(R^{4a})-$, $-N(R^{4a})-C(O)-O-$, $-O-C(O)-N(R^{4a})-$, or $-N(R^{4a})-SO_2-N(R^{4a})-$;

R^3 is unsubstituted or substituted C_{1-6} aliphatic, unsubstituted or substituted 3-10-membered cycloaliphatic, unsubstituted or substituted 4-10-membered heterocyclyl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, unsubstituted or substituted 6-10-membered aryl, or unsubstituted or substituted 5-10-membered heteroaryl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur;

each occurrence of R^A is independently hydrogen, fluoro, or unsubstituted or substituted C_{1-4} aliphatic;

each occurrence of R^{4a} is independently hydrogen, or unsubstituted or substituted C_{1-4} aliphatic;

ring B is optionally further substituted with m occurrences of R^1 ;

each occurrence of R^1 is independently chloro, fluoro, $-O-C_{1-4}$ alkyl, cyano, hydroxy, C_{1-4} alkyl, or C_{1-4} fluoroalkyl;

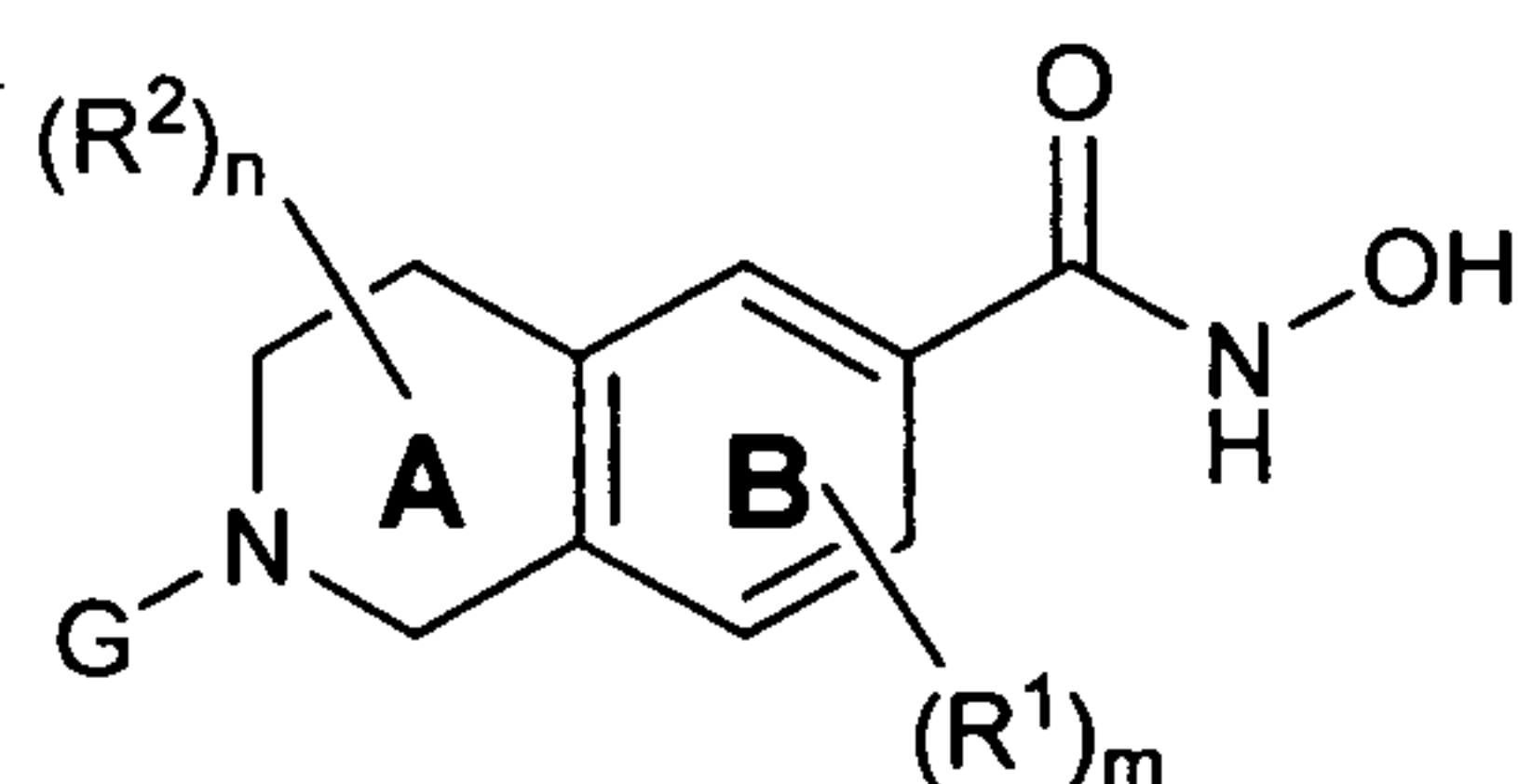
ring A is optionally further substituted with n occurrences of R^2 ;

each occurrence of R^2 is independently fluoro, C_{1-4} alkyl, or C_{1-4} fluoroalkyl;

m is 0-2; and

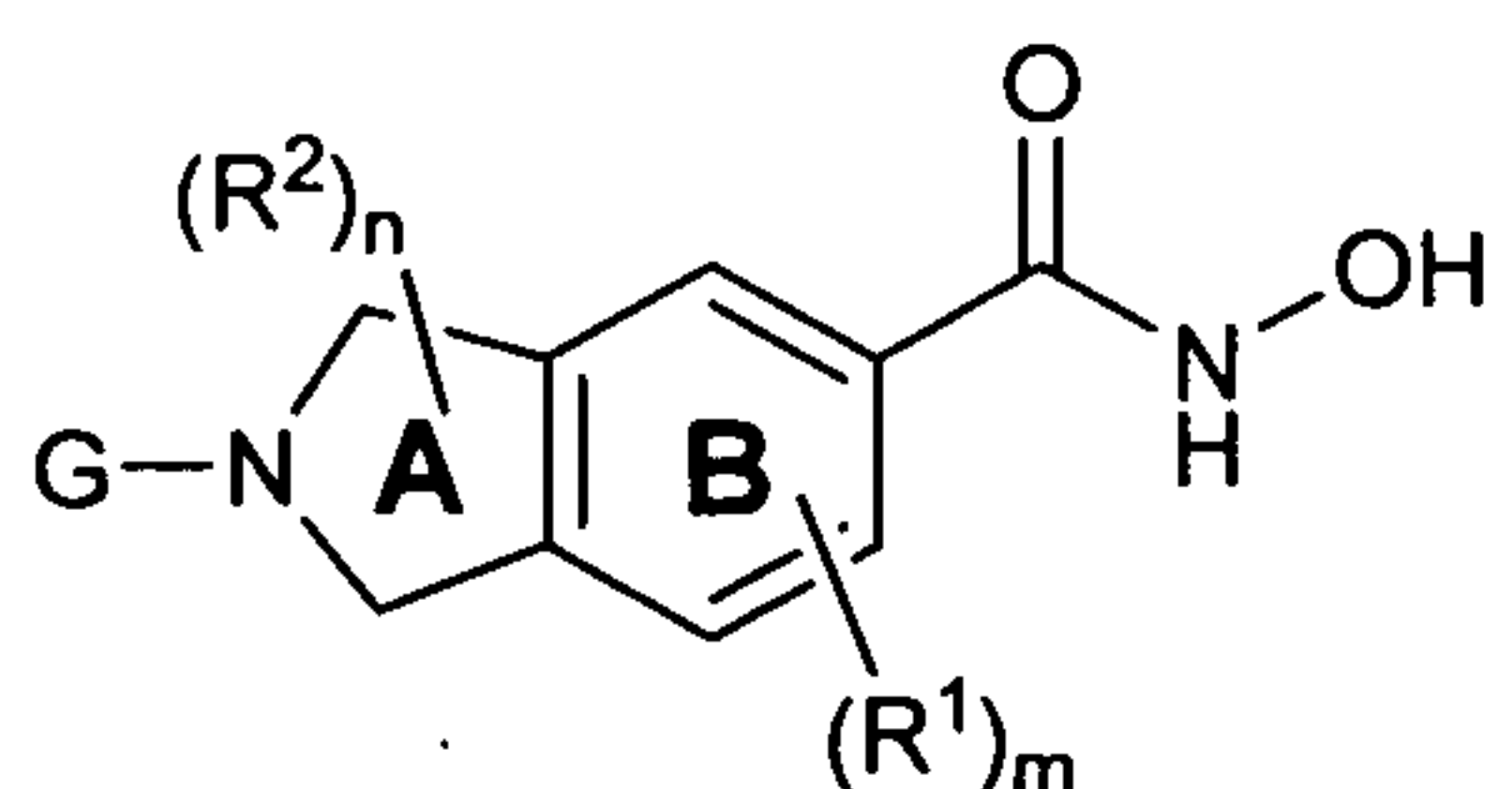
n is 0-4.

[0011] In another aspect of the present invention, the compounds of the invention are represented by formula (II-A) or (II-B):



(II-A)

, or



(II-B)

or a pharmaceutically acceptable salt thereof;

wherein:

G is $-R^3$, $-V_1-R^3$, $-V_1-L_1-R^3$, $-L_1-V_2-R^3$, $-L_1-R^3$, or $-L_1-V_2-L_2-R^3$;

L_1 and L_2 are each independently unsubstituted or substituted C_{1-3} alkylene chain, where one carbon atom may be replaced with $-CR^A=CR^A-$;

V_1 is $-S(O)_2-$;

V_2 is $-C(O)-$, $-C(S)-$, $-N(R^{4a})-$, $-C(O)-N(R^{4a})-$, $-N(R^{4a})-C(O)-$, $-SO_2-N(R^{4a})-$, $-N(R^{4a})-SO_2-$, $-C(O)-O-$, $-O-C(O)-$, $-O-$, $-S-$, $-S(O)-$, $-S(O)_2-$, $-N(R^{4a})-C(O)-N(R^{4a})-$, $-N(R^{4a})-C(O)-O-$, $-O-C(O)-N(R^{4a})-$, or $-N(R^{4a})-SO_2-N(R^{4a})-$;

R^3 is unsubstituted or substituted C_{1-6} aliphatic, unsubstituted or substituted 3-10-membered cycloaliphatic, unsubstituted or substituted 4-10-membered heterocyclyl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, unsubstituted or substituted 6-10-membered aryl, or unsubstituted or substituted 5-10-membered heteroaryl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur;

each occurrence of R^A is independently hydrogen, halo, or an optionally substituted C_{1-4} aliphatic group;

each occurrence of R^{4a} is independently hydrogen, or an optionally substituted C_{1-4} aliphatic group;

ring B is optionally further substituted with m occurrences of R^1 ;

each occurrence of R^1 is independently halo, C_{1-3} alkyl, C_{1-3} haloalkyl, $-O-C_{1-3}$ alkyl, $-O-C_{1-3}$ haloalkyl, $-CN$, $-NHC(O)C_{1-3}$ alkyl, $-NHC(O)NHC_{1-3}$ alkyl, or $NHS(O)_2C_{1-3}$ alkyl;

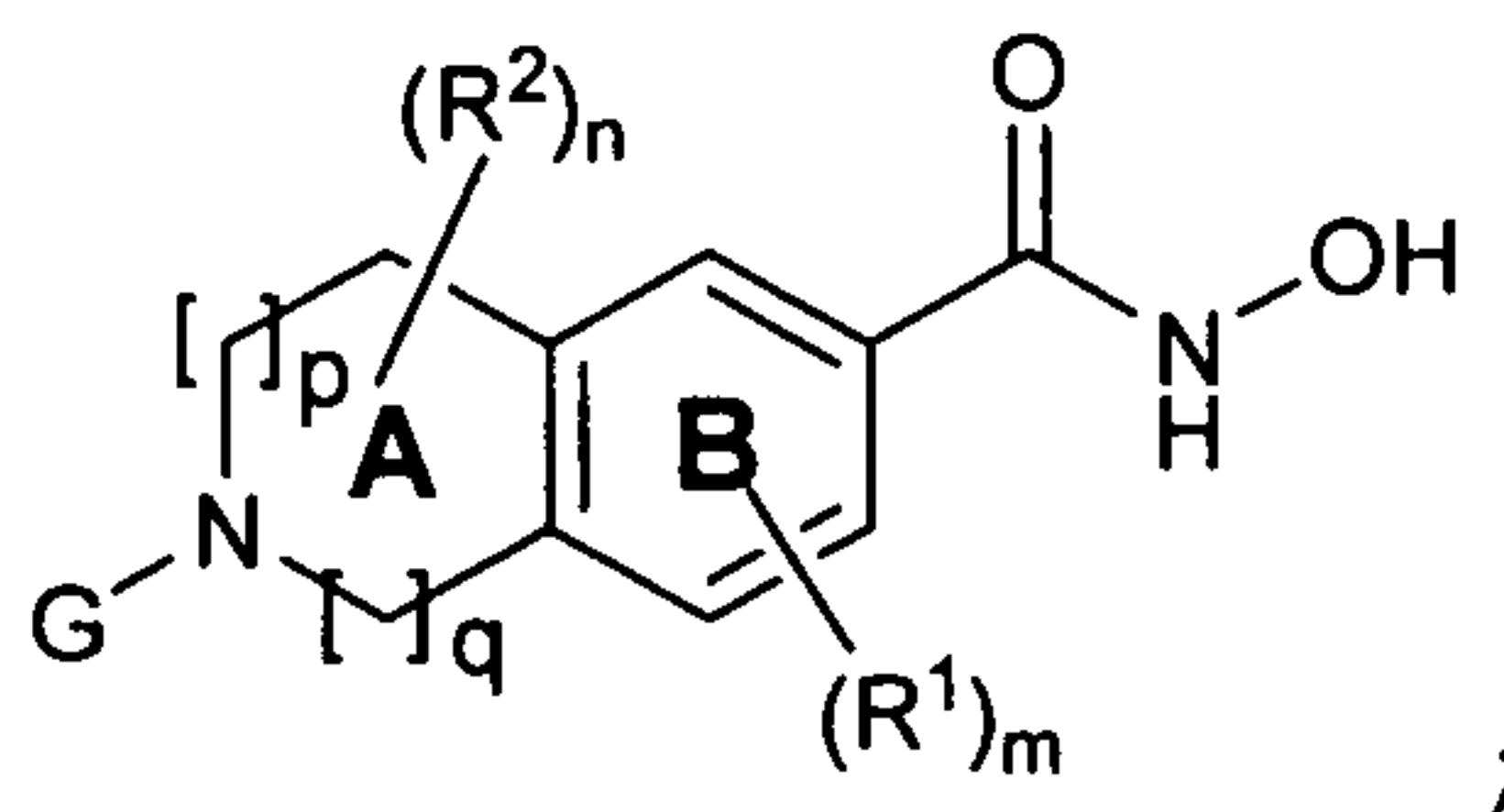
ring A is optionally further substituted with n occurrences of R^2 ;

each occurrence of R^2 is independently halo, C_{1-3} alkyl, C_{1-3} haloalkyl, $-O-C_{1-3}$ alkyl, $-O-C_{1-3}$ haloalkyl, $-NHC(O)C_{1-3}$ alkyl, $-NHC(O)NHC_{1-3}$ alkyl, or $NHS(O)_2C_{1-3}$ alkyl;

m is 0-2; and

n is 0-4.

[0012] In another aspect of the present invention, the compounds of the invention are represented by formula (I):



(I)

or a pharmaceutically acceptable salt thereof;

wherein:

p is 0 and q is 1; or p is 1 and q is 1;

G is $-R^3$, $-V_1-R^3$, $-V_1-L_1-R^3$, $-L_1-V_1-R^3$, $-L_2-V_2-R^3$, $-V_1-L_1-V_2-R^3$, or $-L_1-R^3$;

L_1 is an optionally substituted C_{1-3} alkylene chain, where one carbon atom may be replaced with $-CR^A=CR^A-$;

L_2 is an optionally substituted C_{2-3} alkylene chain, where one carbon atom may be replaced with $-CR^A=CR^A-$;

V_1 is $-C(S)-$ or $-S(O)_2-$;

V_2 is $-C(O)-$, $-C(S)-$, $-N(R^{4a})-$, $-C(O)-N(R^{4a})-$, $-N(R^{4a})-C(O)-$, $-SO_2-N(R^{4a})-$, $-N(R^{4a})-SO_2-$, $-C(O)-O-$, $-O-C(O)-$, $-O-$, $-S-$, $-S(O)-$, $-S(O)_2-$, $-N(R^{4a})-C(O)-N(R^{4a})-$, $-N(R^{4a})-C(O)-O-$, $-O-C(O)-N(R^{4a})-$, or $-N(R^{4a})-SO_2-N(R^{4a})-$;

R^3 is unsubstituted or substituted C_{1-6} aliphatic, unsubstituted or substituted 3-10-membered cycloaliphatic, unsubstituted or substituted 4-10-membered heterocyclyl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, unsubstituted or substituted 6-10-membered aryl, or unsubstituted or substituted 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur;

each occurrence of R^A is independently hydrogen, fluoro, or unsubstituted or substituted C_{1-4} aliphatic;

each occurrence of R^{4a} is independently hydrogen, or unsubstituted or substituted C_{1-4} aliphatic;

ring B is optionally further substituted with m occurrences of R^1 ;

each occurrence of R^1 is independently chloro, fluoro, $-O-C_{1-4}$ alkyl, cyano, hydroxy,

C₁₋₄ alkyl, or C₁₋₄ fluoroalkyl;

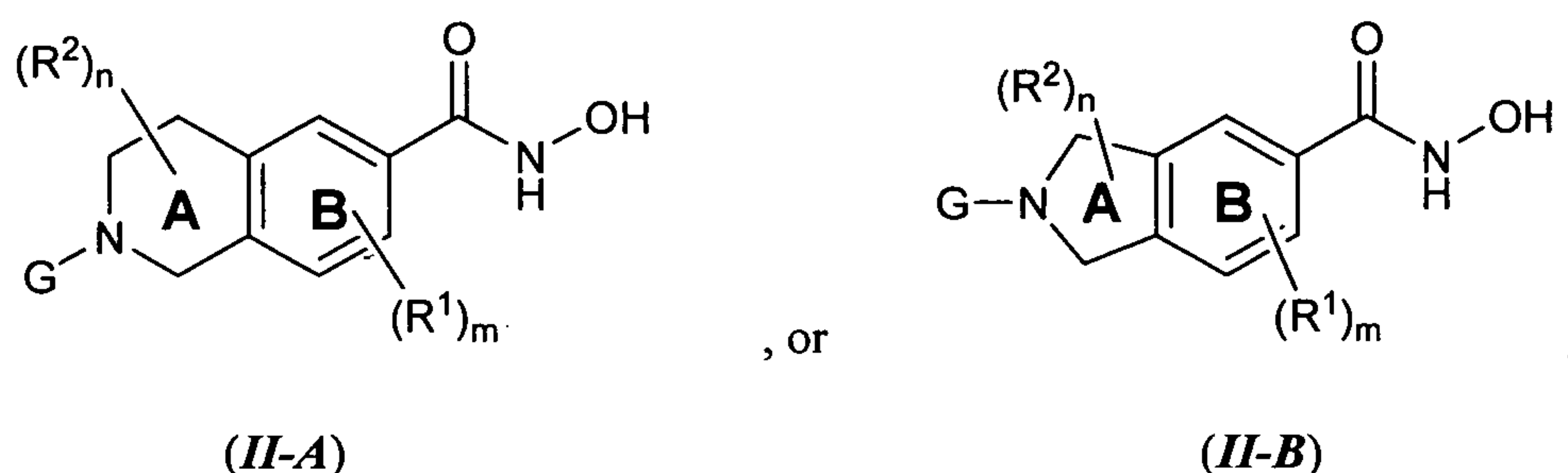
ring A is optionally further substituted with n occurrences of R²;

each occurrence of R² is independently fluoro, C₁₋₄ alkyl, or C₁₋₄ fluoroalkyl;

m is 0-2; and

n is 0-4.

[0013] In another aspect of the present invention, the compounds of the invention are represented by formula (II-A) or (II-B):



or a pharmaceutically acceptable salt thereof; wherein:

G is -C(R⁶)(R^{6'})-R³, -C(O)-[C(R⁶)(R^{6'})]_u-R³, or -C(O)-NH-[C(R⁶)(R^{6'})]_u-R³;

R⁶ is hydrogen, C₁₋₄ aliphatic, C₃₋₆ cycloaliphatic, or 6-10-membered aryl;

R^{6'} is hydrogen, C₁₋₄ aliphatic, C₃₋₆ cycloaliphatic, or 6-10-membered aryl; or

R⁶ and R^{6'} are taken together to form a C₃₋₆ cycloaliphatic group;

wherein at least one occurrence of R⁶ is R^{6''};

R^{6''} is C₁₋₄ aliphatic, C₃₋₆ cycloaliphatic, or 6-10-membered aryl;

R³ is -R^{3d};

R^{3d} is unsubstituted or substituted C₁₋₆ aliphatic, unsubstituted or substituted 3-10-membered cycloaliphatic, unsubstituted or substituted 4-10-membered heterocyclyl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, unsubstituted or substituted 6-10-membered aryl, or unsubstituted or substituted 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur; wherein R^{3d} if substituted is substituted with 0-2 independent occurrences of -R^{5a};

each occurrence of R^{5a} is independently halogen, C₁₋₃ aliphatic, -CN, -NO₂, -N(R^{5b})₂, -OR^{5b}, -SR^{5c}, -S(O)₂R^{5c}, -S(O)R^{5c}, -C(O)R^{5b}, -C(O)OR^{5b}, -C(O)N(R^{5b})₂,

-S(O)₂N(R^{5b})₂, -OC(O)N(R^{5b})₂, -N(R^{5e})C(O)R^{5b}, -N(R^{5e})SO₂R^{5c}, -N(R^{5e})C(O)OR^{5b},
 -N(R^{5e})C(O)N(R^{5b})₂, or -N(R^{5e})SO₂N(R^{5b})₂, or a C₁₋₄ aliphatic substituted with R^{5dd}, halogen, -CN, -NO₂,
 -N(R^{5b})₂, -OR^{5b}, -SR^{5c}, -S(O)₂R^{5c}, -S(O)R^{5c}, -C(O)R^{5b}, -C(O)OR^{5b}, -C(O)N(R^{5b})₂, -S(O)₂N(R^{5b})₂,
 -OC(O)N(R^{5b})₂, -N(R^{5e})C(O)R^{5b}, -N(R^{5e})SO₂R^{5c}, -N(R^{5e})C(O)OR^{5b}, -N(R^{5e})C(O)N(R^{5b})₂, or
 -N(R^{5e})SO₂N(R^{5b})₂;

each occurrence of R^{5b} is independently hydrogen or an optionally substituted group selected from C₁₋₆ aliphatic, 3-10-membered cycloaliphatic, 4-10-membered heterocyclyl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, 6-10-membered aryl, or 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur; or two occurrences of R^{5b} on the same nitrogen atom can be taken together with the nitrogen atom to which they are bound to form an optionally substituted 4-7-membered heterocyclyl ring having 0-1 additional heteroatoms selected from nitrogen, oxygen, and sulfur;

each occurrence of R^{5c} is independently an optionally substituted group selected from C₁₋₆ aliphatic, 3-10-membered cycloaliphatic, 4-10-membered heterocyclyl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, 6-10-membered aryl, or 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur;

each occurrence of R^{5dd} is an optionally substituted group selected from 6-10-membered aryl, or 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur;

each occurrence of R^{5e} is independently hydrogen or an optionally substituted C₁₋₆ aliphatic group;

u is 1-2;

ring B is optionally further substituted with m occurrences of R¹;

each occurrence of R¹ is independently halo, C₁₋₃ alkyl, C₁₋₃haloalkyl, -O-C₁₋₃ alkyl, -O-C₁₋₃ haloalkyl, -CN, -NHC(O)C₁₋₃ alkyl, -NHC(O)NHC₁₋₃ alkyl, or NHS(O)₂C₁₋₃ alkyl;

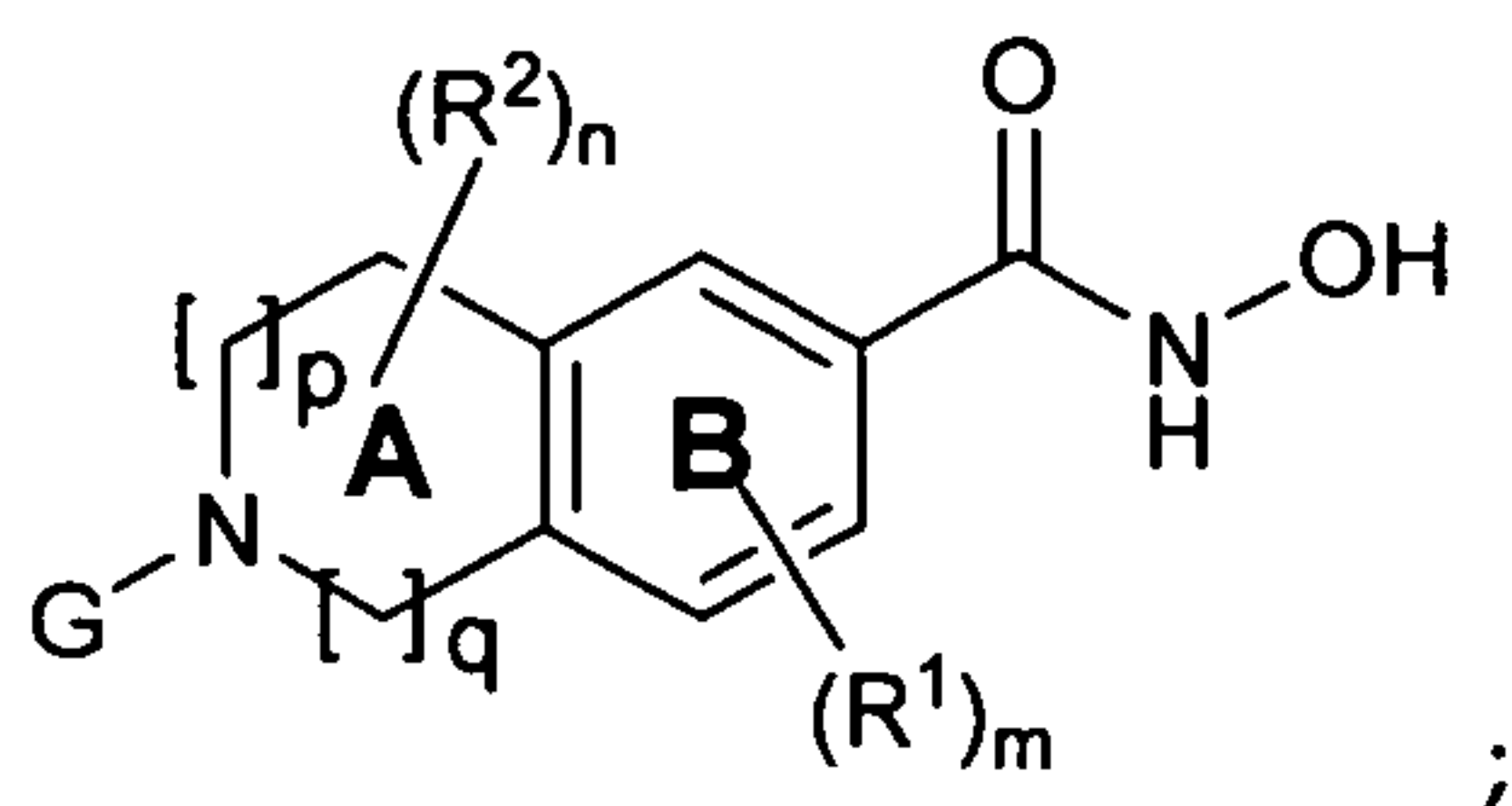
ring A is optionally further substituted with n occurrences of R²;

each occurrence of R² is independently halo, C₁₋₃ alkyl, C₁₋₃haloalkyl, -O-C₁₋₃ alkyl, -O-C₁₋₃ haloalkyl, -NHC(O)C₁₋₃ alkyl, -NHC(O)NHC₁₋₃ alkyl, or NHS(O)₂C₁₋₃ alkyl;

m is 0-2; and

n is 0-4.

[0014] In another aspect of the present invention, the compounds of the invention are represented by formula (I):



(I)

or a pharmaceutically acceptable salt thereof;

wherein:

p is 0 and q is 1; or p is 1 and q is 1;

G is $-C(O)-[C(R^6)(R^{6'})]_{zz}-R^{3g}$, $-C(O)-N(R^{4a})-[C(R^6)(R^{6'})]_{zz}-R^{3g}$,
 $-C(O)-O-[C(R^6)(R^{6'})]_{zz}-R^{3g}$, $-C(O)-C(R^6)(R^{6'})-V_{2a}-R^{3g}$, $-C(O)-[C(R^6)(R^{6'})]_{yy}-V_{2a}-R^{3g}$,
 $-C(O)-N(R^{4a})-[C(R^6)(R^{6'})]_{yy}-V_{2a}-R^{3g}$, or $-C(O)-O-[C(R^6)(R^{6'})]_{yy}-V_{2a}-R^{3g}$;

R⁶ is hydrogen, C₁₋₄ aliphatic, C₃₋₆ cycloaliphatic, or 6-10-membered aryl;

R^{6'} is hydrogen, C₁₋₄ aliphatic, C₃₋₆ cycloaliphatic, or 6-10-membered aryl; or

R⁶ and R^{6'} are taken together to form a C₃₋₆ cycloaliphatic group;

wherein at least one occurrence of R⁶ is R^{6''};

R^{6''} is C₁₋₄ aliphatic, C₃₋₆ cycloaliphatic, or 6-10-membered aryl;

V_{2a} is $-C(O)-$, $-O-$, $-S-$, $-N(R^{4a})-$, or $-C(O)N(R^{4a})-$;

V_{2a'} is $-O-$, $-S-$, or $-N(R^{4a})-$;

R^{3g} is unsubstituted or substituted C₁₋₆ aliphatic, unsubstituted or substituted 3-10-membered cycloaliphatic, unsubstituted or substituted 4-10-membered heterocyclyl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, unsubstituted or substituted 6-10-membered aryl, or unsubstituted or substituted 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur;

R^{3g'} is unsubstituted or substituted 3-10-membered cycloaliphatic, unsubstituted or substituted 4-10-membered heterocyclyl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, unsubstituted or substituted 6-10-membered aryl, or unsubstituted or substituted 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur;

R^{4a} is independently hydrogen, or unsubstituted or substituted C_{1-4} aliphatic;

ring B is optionally further substituted with m occurrences of R^1 ;

each occurrence of R^1 is independently chloro, fluoro, $-O-C_{1-4}$ alkyl, cyano, hydroxy, C_{1-4} alkyl, or C_{1-4} fluoroalkyl;

ring A is optionally further substituted with n occurrences of R^2 ;

each occurrence of R^2 is independently fluoro, C_{1-4} alkyl, or C_{1-4} fluoroalkyl;

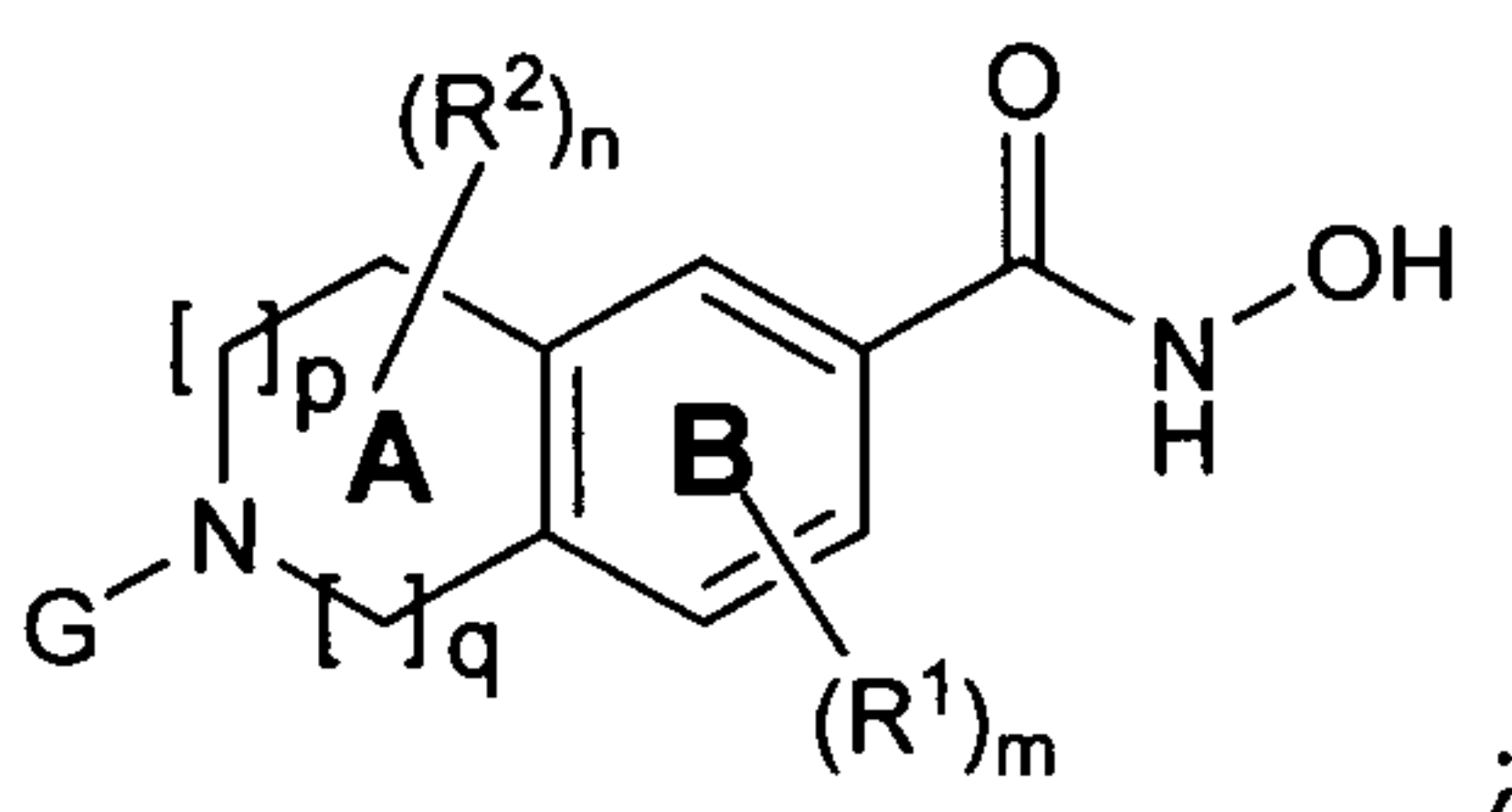
zz is 1-3;

yy is 2-3;

m is 0-2; and

n is 0-4.

[0015] In another aspect of the present invention, the compounds of the invention are represented by formula (I):



or a pharmaceutically acceptable salt thereof; wherein:

p is 0 and q is 1; or p is 1 and q is 1;

G is $-C(O)-(CH_2)_{zz}-R^{3e}$, $-C(O)-N(R^{4a})-(CH_2)_{zz}-R^{3e}$, $-C(O)-O-(CH_2)_{zz}-R^{3e}$, $-C(O)-CH_2-V_{2a}-R^{3e}$, $-C(O)-(CH_2)_{yy}-V_{2a}-R^{3e}$, $-C(O)-N(R^{4a})-(CH_2)_{yy}-V_{2a}-R^{3e}$, or $-C(O)-O-(CH_2)_{yy}-V_{2a}-R^{3e}$,

R^{3e} is unsubstituted or substituted 7-10-membered cycloaliphatic, unsubstituted or substituted 7-10 membered heterocyclyl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, or unsubstituted or substituted 5-10-membered heteroaryl having 3-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur;

V_{2a} is $-C(O)-$, $-O-$, $-S-$, $-N(R^{4a})-$, or $-C(O)N(R^{4a})-$;

V_{2a} is -O-, -S-, or -N(R^{4a})-;

each occurrence of R^{4a} is independently hydrogen, or unsubstituted or substituted C₁₋₄ aliphatic;

ring B is optionally further substituted with m occurrences of R¹;

each occurrence of R¹ is independently chloro, fluoro, -O-C₁₋₄ alkyl, cyano, hydroxy, C₁₋₄ alkyl, or C₁₋₄ fluoroalkyl;

ring A is optionally further substituted with n occurrences of R²;

each occurrence of R² is independently fluoro, C₁₋₄ alkyl, or C₁₋₄ fluoroalkyl;

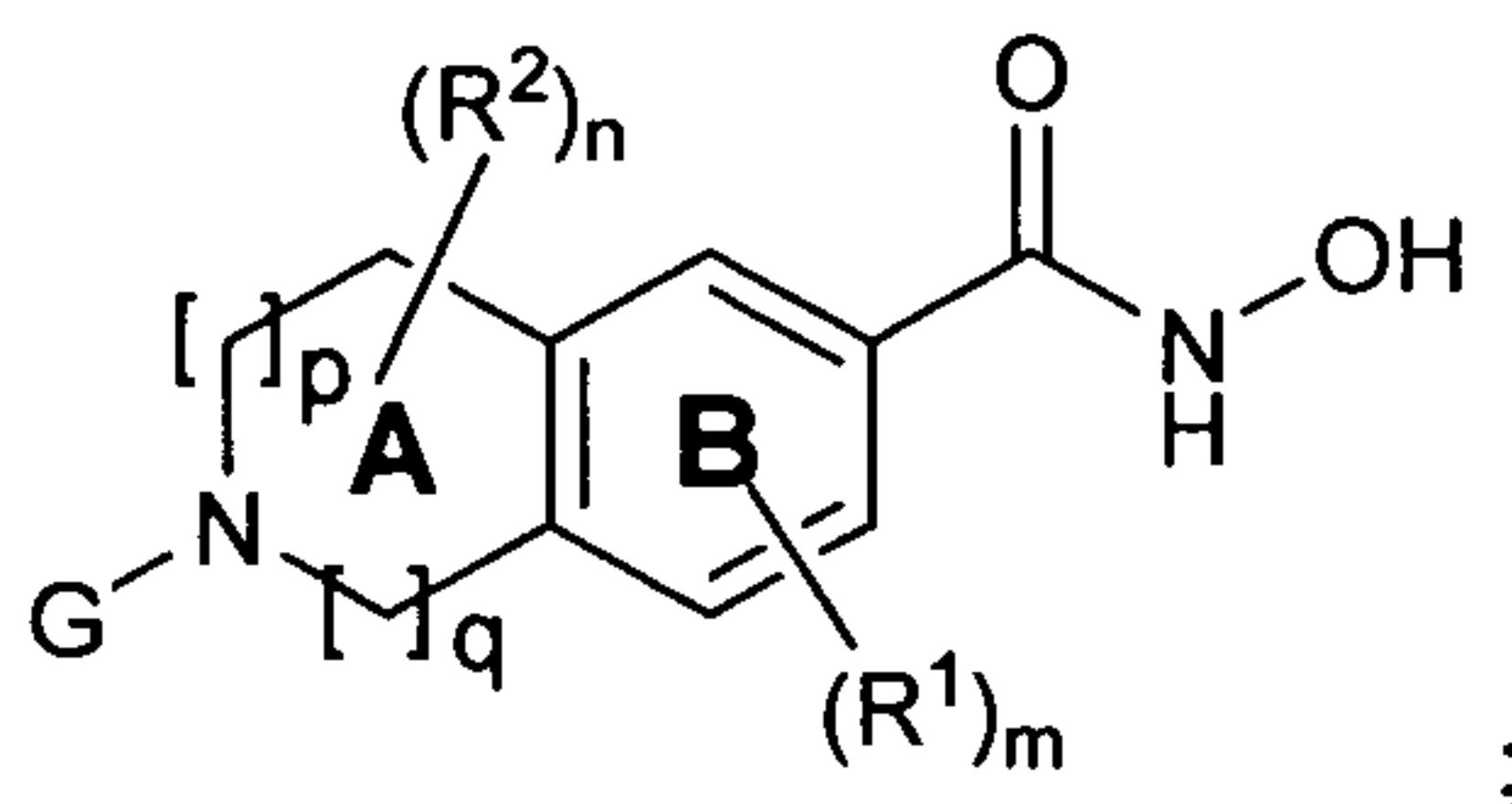
zz is 0-3;

yy is 2-3;

m is 0-2; and

n is 0-4.

[0016] In another aspect of the present invention, the compounds of the invention are represented by formula (I):



(I)

or a pharmaceutically acceptable salt thereof;

wherein:

p is 0 and q is 1; or p is 1 and q is 1;

G is -C(O)-(CH₂)_{zz}-R^{3f}, -C(O)-N(R^{4a})-(CH₂)_{zz}-R^{3f}, -C(O)-O-(CH₂)_{zz}-R^{3f},
-C(O)-CH₂-V_{2a}-R^{3f}, -C(O)-(CH₂)_{yy}-V_{2a}-R^{3f}, -C(O)-N(R^{4a})-(CH₂)_{yy}-V_{2a}-R^{3f}, or
-C(O)-O-(CH₂)_{yy}-V_{2a}-R^{3f},

R^{3f} is substituted C₁₋₆ aliphatic, substituted 3-6-membered cycloaliphatic, substituted 4-6-membered heterocyclyl having 1-2 heteroatoms independently selected from nitrogen, oxygen, and sulfur, substituted 6-10-membered aryl, or substituted 5-10-membered heteroaryl having 1-2 heteroatoms

independently selected from nitrogen, oxygen, and sulfur; wherein R^{3f} is substituted with 1-2 independent occurrences of R^{5aa} ;

each occurrence of R^{5aa} is independently cyano, hydroxy, C_{1-6} aliphatic substituted with 1-2 occurrences of R^7 or R^8 , C_{1-6} fluoroalkyl, $-O-C_{1-6}$ fluoroalkyl, $-NHC(O)C_{1-6}$ alkyl, $-NHC(O)C_{3-6}$ cycloalkyl, $-C(O)NHC_{1-6}$ alkyl, $-NHC(O)NHC_{1-6}$ alkyl, $-NHS(O)_2C_{1-6}$ alkyl, $-NHC_{1-6}$ alkyl, $-N(C_{1-6} \text{ alkyl})_2$, or phenyl substituted with 1-2 occurrences of $-R^{7a}$;

each occurrence of R^7 is independently unsubstituted or substituted 4-10-membered heterocyclyl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, unsubstituted or substituted 6-10-membered aryl, or unsubstituted or substituted 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur;

each occurrence of R^8 is independently chloro, fluoro, $-OH$, $-O(C_{1-6} \text{ alkyl})$, $-CN$, $-N(C_{1-6} \text{ alkyl})_2$, $-NH(C_{1-6} \text{ alkyl})$, $-C(O)(C_{1-6} \text{ alkyl})$, $-CO_2H$, $-CO_2(C_{1-6} \text{ alkyl})$, $-C(O)NH_2$, or $-C(O)NH(C_{1-6} \text{ alkyl})$;

each occurrence of R^{7a} is independently chloro, fluoro, bromo, iodo, C_{1-6} alkyl, C_{1-6} fluoroalkyl, $-O-C_{1-6}$ alkyl, $-O-C_{1-6}$ fluoroalkyl, cyano, hydroxy, $-NHC(O)C_{1-6}$ alkyl, $-NHC_{1-6}$ alkyl, $-N(C_{1-6} \text{ alkyl})_2$, $-C(O)NHC_{1-6}$ alkyl, $-C(O)N(C_{1-6} \text{ alkyl})_2$, $-NHC(O)NHC_{1-6}$ alkyl, $-NHC(O)N(C_{1-6} \text{ alkyl})_2$, or $-NHS(O)_2C_{1-6}$ alkyl;

V_{2a} is $-C(O)-$, $-O-$, $-S-$, $-N(R^{4a})-$, or $-C(O)N(R^{4a})-$;

$V_{2a'}$ is $-O-$, $-S-$, or $-N(R^{4a})-$;

each occurrence of R^{4a} is independently hydrogen, or unsubstituted or substituted C_{1-4} aliphatic;

ring B is optionally further substituted with m occurrences of R^1 ;

each occurrence of R^1 is independently chloro, fluoro, $-O-C_{1-4}$ alkyl, cyano, hydroxy, C_{1-4} alkyl, or C_{1-4} fluoroalkyl;

ring A is optionally further substituted with n occurrences of R^2 ;

each occurrence of R^2 is independently fluoro, C_{1-4} alkyl, or C_{1-4} fluoroalkyl;

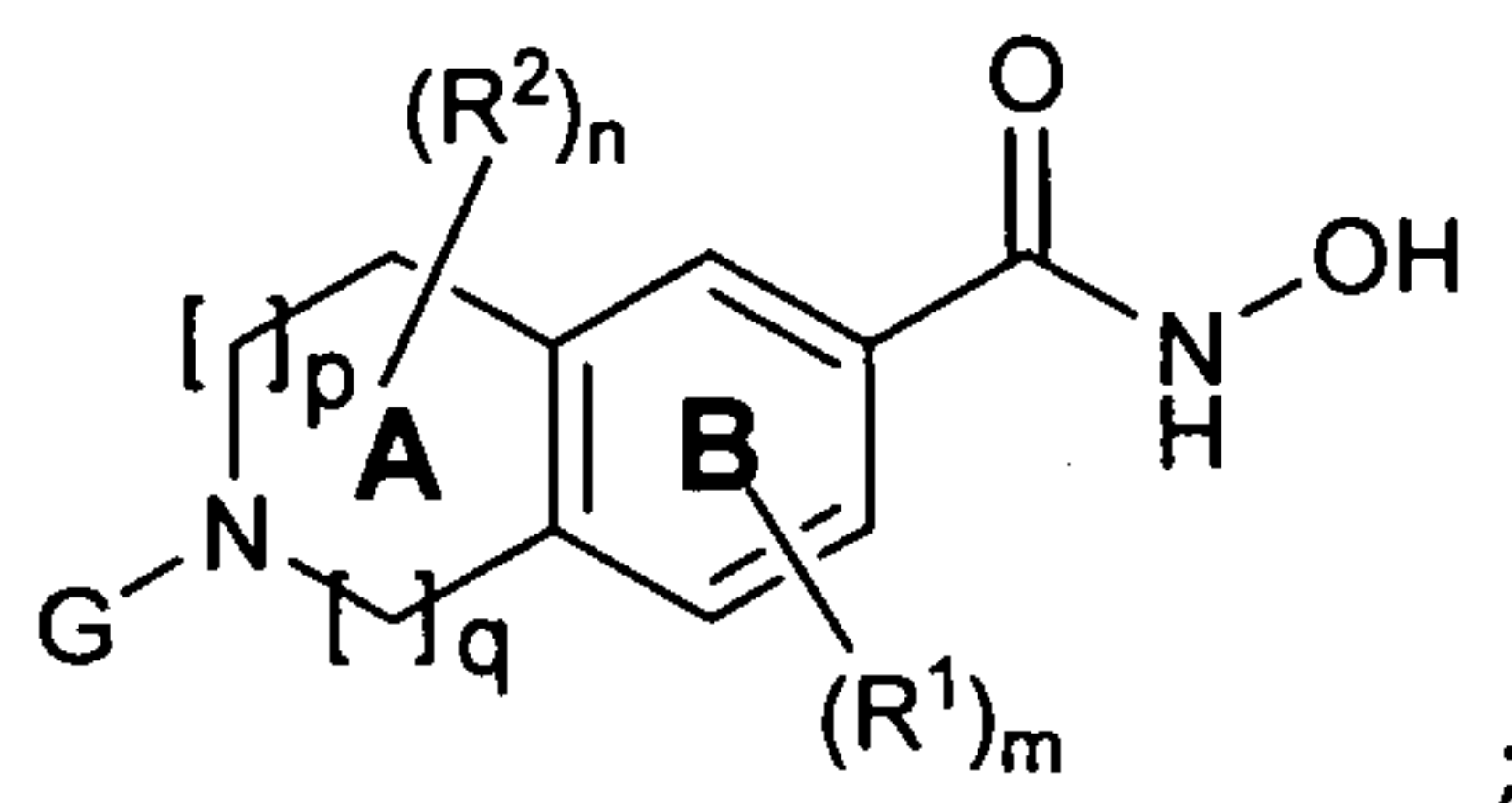
zz is 0-3;

yy is 2-3;

m is 0-2; and

n is 0-4.

[0017] In another aspect of the present invention, the compounds of the invention are represented by formula (I):



(I)

or a pharmaceutically acceptable salt thereof;

wherein:

p is 0 and q is 1; or p is 1 and q is 1;

G is $-\text{C}(\text{O})-(\text{CH}_2)_{\text{zz}}-\text{R}^{3\text{h}}$, $-\text{C}(\text{O})-\text{N}(\text{R}^{4\text{a}})-(\text{CH}_2)_{\text{zz}}-\text{R}^{3\text{h}}$, $-\text{C}(\text{O})-\text{O}-(\text{CH}_2)_{\text{zz}}-\text{R}^{3\text{h}}$, $-\text{C}(\text{O})-\text{CH}_2-\text{V}_{2\text{a}}-\text{R}^{3\text{h}}$, $-\text{C}(\text{O})-(\text{CH}_2)_{\text{yy}}-\text{V}_{2\text{a}}-\text{R}^{3\text{h}}$, $-\text{C}(\text{O})-\text{N}(\text{R}^{4\text{a}})-(\text{CH}_2)_{\text{yy}}-\text{V}_{2\text{a}}-\text{R}^{3\text{h}}$, or $-\text{C}(\text{O})-\text{O}-(\text{CH}_2)_{\text{yy}}-\text{V}_{2\text{a}}-\text{R}^{3\text{h}}$;

$\text{R}^{3\text{h}}$ is unsubstituted or substituted C_{1-6} aliphatic, unsubstituted or substituted 3-6-membered cycloaliphatic, unsubstituted or substituted 4-6-membered heterocyclyl having 1-2 heteroatoms independently selected from nitrogen, oxygen, and sulfur, unsubstituted or substituted 6-10-membered aryl, or substituted 5-10-membered heteroaryl having 1-2 heteroatoms independently selected from nitrogen, oxygen, and sulfur; wherein $\text{R}^{3\text{h}}$ if substituted is substituted with 0-2 occurrences of $\text{R}^{5\text{aaa}}$;

each occurrence of $\text{R}^{5\text{aaa}}$ is independently chloro, fluoro, C_{1-4} alkyl, $-\text{O}-\text{C}_{1-6}$ alkyl, or phenyl;

$\text{V}_{2\text{a}}$ is $-\text{C}(\text{O})-$, $-\text{O}-$, $-\text{S}-$, $-\text{N}(\text{R}^{4\text{a}})-$, or $-\text{C}(\text{O})\text{N}(\text{R}^{4\text{a}})-$;

$\text{V}_{2\text{a}}'$ is $-\text{O}-$, $-\text{S}-$, or $-\text{N}(\text{R}^{4\text{a}})-$;

each occurrence of $\text{R}^{4\text{a}}$ is independently hydrogen, or unsubstituted or substituted C_{1-4} aliphatic;

ring B is optionally further substituted with m occurrences of R^1 ;

each occurrence of R^1 is independently chloro, fluoro, $-\text{O}-\text{C}_{1-4}$ alkyl, cyano, hydroxy, C_{1-4} alkyl, or C_{1-4} fluoroalkyl;

ring A is optionally further substituted with n occurrences of R^2 ;

each occurrence of R^2 is independently fluoro, C_{1-4} alkyl, or C_{1-4} fluoroalkyl;

zz is 0-3;

yy is 2-3;

m is 0-2;

n is 0-4; and

the total of m and n must be at least 1.

2. *Compounds and Definitions*

[0018] Compounds of this invention include those described generally for formula (I) above, and are further illustrated by the classes, subclasses, and species disclosed herein. As used herein, the following definitions shall apply unless otherwise indicated.

[0019] As described herein, compounds of the invention may be optionally 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, means that a hydrogen radical of the designated moiety is replaced with the radical of a specified substituent, provided that the substitution results in a stable or chemically feasible compound. The term “substitutable”, when used in reference to a designated atom, means that attached to the atom is a hydrogen radical, which hydrogen atom can be replaced with the radical of a suitable 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.

[0020] A stable compound or chemically feasible compound is one in which the chemical structure is not substantially altered when kept at a temperature from about -80°C to about $+40^{\circ}$, in the absence of moisture or other chemically reactive conditions, for at least a week, or a compound which maintains its integrity long enough to be useful for therapeutic or prophylactic administration to a patient.

[0021] The phrase “one or more substituents”, as used herein, refers to a number of substituents that equals from one to the maximum number of substituents possible based on the number of available bonding sites, provided that the above conditions of stability and chemical feasibility are met.

[0022] As used herein, the term “independently selected” means that the same or different values may be selected for multiple instances of a given variable in a single compound.

[0023] As used herein, the term “aromatic” includes aryl and heteroaryl groups as described generally below and herein.

[0024] The term “aliphatic” or “aliphatic group”, as used herein, means an optionally substituted straight-chain or branched C₁₋₁₂ hydrocarbon, or a cyclic C₁₋₁₂ hydrocarbon which is completely saturated or which contains one or more units of unsaturation, but which is not aromatic (also referred to herein as “carbocycle”, “cycloaliphatic”, “cycloalkyl”, or “cycloalkenyl”). For example, suitable aliphatic groups include optionally substituted linear, branched or cyclic alkyl, alkenyl, alkynyl groups and hybrids thereof, such as (cycloalkyl)alkyl, (cycloalkenyl)alkyl, or (cycloalkyl)alkenyl. Unless otherwise specified, in various embodiments, aliphatic groups have 1–12, 1–10, 1–8, 1–6, 1–4, 1–3, or 1–2 carbon atoms.

[0025] The term “alkyl”, used alone or as part of a larger moiety, refers to an optionally substituted straight or branched chain hydrocarbon group having 1–12, 1–10, 1–8, 1–6, 1–4, 1–3, or 1–2 carbon atoms.

[0026] The term “alkenyl”, used alone or as part of a larger moiety, refers to an optionally substituted straight or branched chain hydrocarbon group having at least one double bond and having 2–12, 2–10, 2–8, 2–6, 2–4, or 2–3 carbon atoms.

[0027] The term “alkynyl”, used alone or as part of a larger moiety, refers to an optionally substituted straight or branched chain hydrocarbon group having at least one triple bond and having 2–12, 2–10, 2–8, 2–6, 2–4, or 2–3 carbon atoms.

[0028] The terms “cycloaliphatic”, “carbocycle”, “carbocyclyl”, “carbocyclo”, or “carbocyclic”, used alone or as part of a larger moiety, refer to an optionally substituted saturated or partially unsaturated cyclic aliphatic ring system having from 3 to about 14 ring carbon atoms. In some embodiments, the cycloaliphatic group is an optionally substituted monocyclic hydrocarbon having 3–8 or 3–6 ring carbon atoms. Cycloaliphatic groups include, without limitation, optionally substituted cyclopropyl, cyclobutyl, cyclopentyl, cyclopentenyl, cyclohexyl, cyclohexenyl, cycloheptyl, cycloheptenyl, cyclooctyl, cyclooctenyl, or cyclooctadienyl. The terms “cycloaliphatic”, “carbocycle”, “carbocyclyl”, “carbocyclo”, or “carbocyclic” also include optionally substituted bridged or fused bicyclic rings having 6–12, 6–10, or 6–8 ring carbon atoms, wherein any individual ring in the bicyclic system has 3–8 ring carbon atoms.

[0029] The term “cycloalkyl” refers to an optionally substituted saturated ring system of about 3 to about 10 ring carbon atoms. Exemplary monocyclic cycloalkyl rings include cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, and cycloheptyl.

[0030] The term “cycloalkenyl” refers to an optionally substituted non-aromatic monocyclic or multicyclic ring system containing at least one carbon-carbon double bond and having about 3 to about 10 carbon atoms. Exemplary monocyclic cycloalkenyl rings include cyclopentyl, cyclohexenyl, and cycloheptenyl.

[0031] The terms “haloaliphatic”, “haloalkyl”, “haloalkenyl” and “haloalkoxy” refer to an aliphatic, alkyl, alkenyl or alkoxy group, as the case may be, which is substituted with one or more halogen atoms.

As used herein, the term “halogen” or “halo” means F, Cl, Br, or I. The term “fluoroaliphatic” refers to a haloaliphatic wherein the halogen is fluoro, including perfluorinated aliphatic groups. Examples of fluoroaliphatic groups include, without limitation, fluoromethyl, difluoromethyl, trifluoromethyl, 2-fluoroethyl, 2,2,2-trifluoroethyl, 1,1,2-trifluoroethyl, 1,2,2-trifluoroethyl, and pentafluoroethyl.

[0032] The term “heteroatom” refers to one or more of oxygen, sulfur, nitrogen, phosphorus, or silicon (including, any oxidized form of nitrogen, sulfur, phosphorus, or silicon; the quaternized form of any basic nitrogen or; a substitutable nitrogen of a heterocyclic ring, for example N (as in 3,4-dihydro-2*H*-pyrrolyl), NH (as in pyrrolidinyl) or NR⁺ (as in N-substituted pyrrolidinyl)).

[0033] The terms “aryl” and “ar-”, used alone or as part of a larger moiety, e.g., “aralkyl”, “aralkoxy”, or “aryloxyalkyl”, refer to an optionally substituted C₆–14 aromatic hydrocarbon moiety comprising one to three aromatic rings. Preferably, the aryl group is a C₆–10 aryl group. Aryl groups include, without limitation, optionally substituted phenyl, naphthyl, or anthracenyl. The terms “aryl” and “ar-”, as used herein, also include groups in which an aryl ring is fused to one or more cycloaliphatic rings to form an optionally substituted cyclic structure such as a tetrahydronaphthyl, indenyl, or indanyl ring. The term “aryl” may be used interchangeably with the terms “aryl group”, “aryl ring”, and “aromatic ring”.

[0034] An “aralkyl” or “arylalkyl” group comprises an aryl group covalently attached to an alkyl group, either of which independently is optionally substituted. Preferably, the aralkyl group is C₆-10 arylC₁–6alkyl, including, without limitation, benzyl, phenethyl, and naphthylmethyl.

[0035] The terms “heteroaryl” and “heteroar-”, used alone or as part of a larger moiety, e.g., “heteroaralkyl”, or “heteroaralkoxy”, refer to groups having 5 to 14 ring atoms, preferably 5, 6, 9, or 10 ring atoms; having 6, 10, or 14 π electrons shared in a cyclic array; and having, in addition to carbon atoms, from one to five heteroatoms. In some embodiments, the heteroaryl group has 5-10 ring atoms, having, in addition to carbon atoms, from one to five heteroatoms. A heteroaryl group may be mono-, bi-, tri-, or polycyclic, preferably mono-, bi-, or tricyclic, more preferably mono- or bicyclic. The term “heteroatom” refers to nitrogen, oxygen, or sulfur, and includes any oxidized form of nitrogen or sulfur, and any quaternized form of a basic nitrogen. For example, a nitrogen atom of a heteroaryl may be a basic nitrogen atom and may also be optionally oxidized to the corresponding N-oxide. When a heteroaryl is substituted by a hydroxy group, it also includes its corresponding tautomer. The terms “heteroaryl” and “heteroar-”, as used herein, also include groups in which a heteroaromatic ring is fused to one or more aryl, cycloaliphatic, or heterocycloaliphatic rings. Nonlimiting examples of heteroaryl groups include thienyl, furanyl, pyrrolyl, imidazolyl, pyrazolyl, triazolyl, tetrazolyl, oxazolyl, isoxazolyl, oxadiazolyl, thiazolyl, isothiazolyl, thiadiazolyl, pyridyl, pyridazinyl, pyrimidinyl, pyrazinyl, indolizinyl, purinyl, naphthyridinyl, pteridinyl, indolyl, isoindolyl, benzothienyl, benzofuranyl, dibenzofuranyl, indazolyl,

benzimidazolyl, benzthiazolyl, quinolyl, isoquinolyl, cinnolyl, phthalazinyl, quinazolinyl, quinoxalinyl, 4*H*-quinoliziny, carbazolyl, acridinyl, phenazinyl, phenothiazinyl, phenoxazinyl, tetrahydroquinolyl, tetrahydroisoquinolyl, and pyrido[2,3-*b*]-1,4-oxazin-3(4*H*)-one. The term "heteroaryl" may be used interchangeably with the terms "heteroaryl ring", "heteroaryl group", or "heteroaromatic", any of which terms include rings that are optionally substituted. The term "heteroaralkyl" refers to an alkyl group substituted by a heteroaryl, wherein the alkyl and heteroaryl portions independently are optionally substituted.

[0036] As used herein, the terms "heterocycle", "heterocyclyl", "heterocyclic radical", and "heterocyclic ring" are used interchangeably and refer to a stable 4-10 membered ring, preferably a 3- to 8-membered monocyclic or 7-10-membered bicyclic heterocyclic moiety that is either saturated or partially unsaturated, and having, in addition to carbon atoms, one or more, preferably one to four, heteroatoms, as defined above. When used in reference to a ring atom of a heterocycle, the term "nitrogen" includes a substituted nitrogen. As an example, in a saturated or partially unsaturated ring having 0-3 heteroatoms selected from oxygen, sulfur or nitrogen, the nitrogen may be N (as in 3,4-dihydro-2*H*-pyrrolyl), NH (as in pyrrolidinyl), or NR⁺ (as in *N*-substituted pyrrolidinyl).

[0037] A heterocyclic ring can be attached to its pendant group at any heteroatom or carbon atom that results in a stable structure and any of the ring atoms can be optionally substituted. Examples of such saturated or partially unsaturated heterocyclic radicals include, without limitation, tetrahydrofuranyl, tetrahydrothienyl, piperidinyl, decahydroquinolyl, oxazolidinyl, piperazinyl, dioxanyl, dioxolanyl, diazepinyl, oxazepinyl, thiazepinyl, morpholyl, and thiamorpholyl. A heterocyclyl group may be mono-, bi-, tri-, or polycyclic, preferably mono-, bi-, or tricyclic, more preferably mono- or bicyclic. The term "heterocyclylalkyl" refers to an alkyl group substituted by a heterocyclyl, wherein the alkyl and heterocyclyl portions independently are optionally substituted. Additionally, a heterocyclic ring also includes groups in which the heterocyclic ring is fused to one or more aryl rings.

[0038] As used herein, the term "partially unsaturated" refers to a ring moiety that includes at least one double or triple bond between ring atoms. The term "partially unsaturated" is intended to encompass rings having multiple sites of unsaturation, but is not intended to include aromatic (e.g., aryl or heteroaryl) moieties, as herein defined.

[0039] The term "alkylene" refers to a bivalent alkyl group. An "alkylene chain" is a polymethylene group, i.e., -(CH₂)_n-, wherein *n*' is a positive integer, preferably from 1 to 6, from 1 to 4, from 1 to 3, from 1 to 2, or from 2 to 3. An optionally substituted alkylene chain is a polymethylene group in which one or more methylene hydrogen atoms is optionally replaced with a substituent. Suitable substituents include those described below for a substituted aliphatic group and also include those described in the specification herein. It will be appreciated that two substituents of the alkylene group may be taken

together to form a ring system. In certain embodiments, two substituents can be taken together to form a 3-7-membered ring. The substituents can be on the same or different atoms.

[0040] An alkylene chain also can be optionally interrupted by a functional group. An alkylene chain is "interrupted" by a functional group when an internal methylene unit is interrupted by the functional group. Examples of suitable "interrupting functional groups" are described in the specification and claims herein.

[0041] For purposes of clarity, all bivalent groups described herein, including, *e.g.*, the alkylene chain linkers described above, are intended to be read from left to right, with a corresponding left-to-right reading of the formula or structure in which the variable appears.

[0042] 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 and thus may be "optionally substituted". In addition to the substituents defined above and herein, suitable substituents on the unsaturated carbon atom of an aryl or heteroaryl group also include and are generally selected from -halo, -NO₂, -CN, -R⁺, -C(R⁺)=C(R⁺)₂, -C≡C-R⁺, -OR⁺, -SR^o, -S(O)R^o, -SO₂R^o, -SO₃R⁺, -SO₂N(R⁺)₂, -N(R⁺)₂, -NR⁺C(O)R⁺, -NR⁺C(S)R⁺, -NR⁺C(O)N(R⁺)₂, -NR⁺C(S)N(R⁺)₂, -N(R⁺)C(=NR⁺)-N(R⁺)₂, -N(R⁺)C(=NR⁺)-R^o, -NR⁺CO₂R⁺, -NR⁺SO₂R^o, -NR⁺SO₂N(R⁺)₂, -O-C(O)R⁺, -O-CO₂R⁺, -OC(O)N(R⁺)₂, -C(O)R⁺, -C(S)R^o, -CO₂R⁺, -C(O)-C(O)R⁺, -C(O)N(R⁺)₂, -C(S)N(R⁺)₂, -C(O)N(R⁺)-OR⁺, -C(O)N(R⁺)C(=NR⁺)-N(R⁺)₂, -N(R⁺)C(=NR⁺)-N(R⁺)-C(O)R⁺, -C(=NR⁺)-N(R⁺)₂, -C(=NR⁺)-OR⁺, -N(R⁺)-N(R⁺)₂, -C(=NR⁺)-N(R⁺)-OR⁺, -C(R^o)=N-OR⁺, -P(O)(R⁺)₂, -P(O)(OR⁺)₂, -O-P(O)-OR⁺, and -P(O)(NR⁺)-N(R⁺)₂, wherein R⁺, independently, is hydrogen or an optionally substituted aliphatic, aryl, heteroaryl, cycloaliphatic, or heterocyclyl group, or two independent occurrences of R⁺ are taken together with their intervening atom(s) to form an optionally substituted 5-7-membered aryl, heteroaryl, cycloaliphatic, or heterocyclyl ring. Each R^o is an optionally substituted aliphatic, aryl, heteroaryl, cycloaliphatic, or heterocyclyl group.

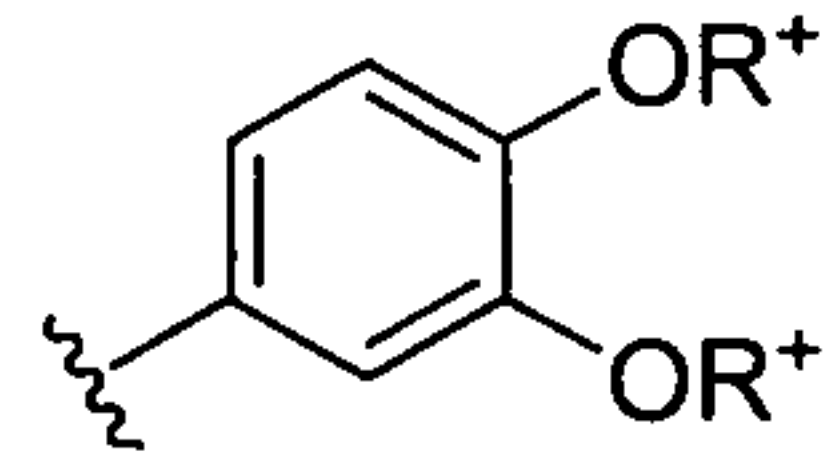
[0043] An aliphatic or heteroaliphatic group, or a non-aromatic carbocyclic or heterocyclic ring may contain one or more substituents and thus may be "optionally substituted". Unless otherwise defined above and herein, suitable substituents on the saturated carbon of an aliphatic or heteroaliphatic group, or of a non-aromatic carbocyclic or 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, =C(R^{*})₂, =N-N(R^{*})₂, =N-OR^{*}, =N-NHC(O)R^{*}, =N-NHCO₂R^o, =N-NHSO₂R^o or =N-R^{*} where R^o is defined above, and each R^{*} is independently selected from hydrogen or an optionally substituted C₁₋₆ aliphatic group.

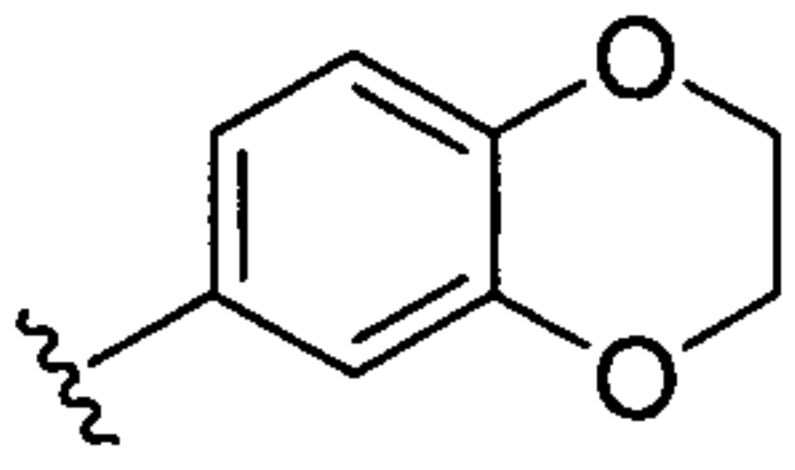
[0044] In addition to the substituents defined above and herein, optional substituents on the nitrogen of a non-aromatic heterocyclic ring also include and are generally selected from -R⁺, -N(R⁺)₂, -C(O)R⁺, -C(O)OR⁺, -C(O)C(O)R⁺, -C(O)CH₂C(O)R⁺, -S(O)₂R⁺, -S(O)₂N(R⁺)₂, -C(S)N(R⁺)₂, -C(=NH)-N(R⁺)₂, or

-N(R⁺)S(O)₂R⁺; wherein each R⁺ is defined above. A ring nitrogen atom of a heteroaryl or non-aromatic heterocyclic ring also may be oxidized to form the corresponding N-hydroxy or N-oxide compound. A nonlimiting example of such a heteroaryl having an oxidized ring nitrogen atom is N-oxidopyridyl.

[0045] As detailed above, in some embodiments, two independent occurrences of R⁺ (or any other variable similarly defined in the specification and claims herein), are taken together with their intervening atom(s) to form a monocyclic or bicyclic ring selected from 3–13-membered cycloaliphatic, 3–12-membered heterocyclyl having 1–5 heteroatoms independently selected from nitrogen, oxygen, or sulfur, 6–10-membered aryl, or 5–10-membered heteroaryl having 1–5 heteroatoms independently selected from nitrogen, oxygen, or sulfur.

[0046] Exemplary rings that are formed when two independent occurrences of R⁺ (or any other variable similarly defined in the specification and claims herein), are taken together with their intervening atom(s) include, but are not limited to the following: a) two independent occurrences of R⁺ (or any other variable similarly defined in the specification or claims herein) that are bound to the same atom and are taken together with that atom to form a ring, for example, N(R⁺)₂, where both occurrences of R⁺ 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⁺ (or any other variable similarly defined in the specification or claims 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⁺ , these two occurrences of R⁺ 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 (e.g., spiro and bridged rings) can be formed when two independent occurrences of R⁺ (or any other variable similarly defined in the specification and claims herein) are taken together with their intervening atom(s) and that the examples detailed above are not intended to be limiting.

[0047] 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.

[0048] The terms "stereoisomer", "enantiomer", "diastereomer", "epimer", and "chiral center", are used herein in accordance with the meaning each is given in ordinary usage by those of ordinary skill in the art. Thus, stereoisomers are compounds that have the same atomic connectivity, but differ in the spatial arrangement of the atoms. Enantiomers are stereoisomers that have a mirror image relationship, that is, the stereochemical configuration at all corresponding chiral centers is opposite. Diastereomers are stereoisomers having more than one chiral center, which differ from one another in that the stereochemical configuration of at least one, but not all, of the corresponding chiral centers is opposite. Epimers are diastereomers that differ in stereochemical configuration at only one chiral center.

[0049] It is to be understood that, when a disclosed compound has at least one chiral center, the present invention encompasses one enantiomer of the compound, substantially free from the corresponding optical isomer, a racemic mixture of both optical isomers of the compound, and mixtures enriched in one enantiomer relative to its corresponding optical isomer. When a mixture is enriched in one enantiomer relative to its optical isomer, the mixture contains, for example, an enantiomeric excess of at least 50%, 75%, 90%, 95%, 99%, or 99.5%.

[0050] The enantiomers of the present invention may be resolved by methods known to those skilled in the art, for example by formation of diastereoisomeric salts which may be separated, for example, by crystallization; formation of diastereoisomeric derivatives or complexes which may be separated, for example, by crystallization, gas-liquid or liquid chromatography; selective reaction of one enantiomer with an enantiomer-specific reagent, for example enzymatic esterification; or gas-liquid or liquid chromatography in a chiral environment, for example on a chiral support for example silica with a bound chiral ligand or in the presence of a chiral solvent. Where the desired enantiomer is converted into another chemical entity by one of the separation procedures described above, a further step is required to liberate the desired enantiomeric form. Alternatively, specific enantiomers may be synthesized by asymmetric synthesis using optically active reagents, substrates, catalysts or solvents, or by converting one enantiomer into the other by asymmetric transformation.

[0051] When a disclosed compound has at least two chiral centers, the present invention encompasses a diastereomer substantially free of other diastereomers, an enantiomeric pair of diastereomers substantially free of other stereoisomers, mixtures of diastereomers, mixtures of enantiomeric pairs of diastereomers, mixtures of diastereomers in which one diastereomer is enriched relative to the other diastereomer(s), and mixtures of enantiomeric pairs of diastereomers in which one

enantiomeric pair of diastereomers is enriched relative to the other stereoisomers. When a mixture is enriched in one diastereomer or enantiomeric pair of diastereomers relative to the other stereoisomers, the mixture is enriched with the depicted or referenced diastereomer or enantiomeric pair of diastereomers relative to other stereoisomers for the compound, for example, by a molar excess of at least 50%, 75%, 90%, 95%, 99%, or 99.5%.

[0052] As used herein, the term "diastereomeric ratio" refers to the ratio between diastereomers which differ in the stereochemical configuration at one chiral center, relative to a second chiral center in the same molecule. By way of example, a chemical structure with two chiral centers provides four possible stereoisomers: R^*R , R^*S , S^*R , and S^*S , wherein the asterisk denotes the corresponding chiral center in each stereoisomer. The diastereomeric ratio for such a mixture of stereoisomers is the ratio of one diastereomer and its enantiomer to the other diastereomer and its enantiomer = $(R^*R + S^*S) : (R^*S + S^*R)$.

[0053] One of ordinary skill in the art will recognize that additional stereoisomers are possible when the molecule has more than two chiral centers. For purposes of the present invention, the term "diastereomeric ratio" has identical meaning in reference to compounds with multiple chiral centers as it does in reference to compounds having two chiral centers. Thus, the term "diastereomeric ratio" refers to the ratio of all compounds having R^*R or S^*S configuration at the specified chiral centers to all compounds having R^*S or S^*R configuration at the specified chiral centers. For convenience, this ratio is referred to herein as the diastereomeric ratio at the asterisked carbon, relative to the second specified chiral center.

[0054] The diastereomeric ratio can be measured by any analytical method suitable for distinguishing between diastereomeric compounds having different relative stereochemical configurations at the specified chiral centers. Such methods include, without limitation, nuclear magnetic resonance (NMR), gas chromatography (GC), and high performance liquid chromatography (HPLC) methods.

[0055] The diastereoisomeric pairs may be separated by methods known to those skilled in the art, for example chromatography or crystallization and the individual enantiomers within each pair may be separated as described above. Specific procedures for chromatographically separating diastereomeric pairs of precursors used in the preparation of compounds disclosed herein are provided in the examples herein.

3. Description of Exemplary Compounds

[0056] In some embodiments, for compounds of formula (I):

V_1 is $-C(O)-$, $-C(O)-N(R^{4a})-$, or $-S(O)_2-$;

V_2 is $-N(R^{4a})-$, $-C(O)-N(R^{4a})-$, $-N(R^{4a})-C(O)-$, $-SO_2-N(R^{4a})-$, $-N(R^{4a})-SO_2-$, $-O-$, or $-S-$;

m is 0-1; and

n is 0-2.

[0057] In some other embodiments, for compounds of formula (I):

R^3 is unsubstituted or substituted C_{1-6} aliphatic, unsubstituted or substituted 3-10-membered cycloaliphatic, unsubstituted or substituted 4-10-membered heterocyclyl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, unsubstituted or substituted 6-10-membered aryl, or unsubstituted or substituted 5-10-membered heteroaryl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur; wherein R^3 when substituted is substituted with 1-4 independent occurrences of $-R^5$, wherein R^5 is $-R^{5a}$, $-R^{5d}$, $-T_1-R^{5d}$, or $-V_3-L_3-R^{5d}$;

each occurrence of R^{5a} is independently halogen, C_{1-3} aliphatic, $-CN$, $-NO_2$, $-N(R^{5b})_2$, $-OR^{5b}$, $-SR^{5c}$, $-S(O)_2R^{5c}$, $-S(O)R^{5c}-C(O)R^{5b}$, $-C(O)OR^{5b}$, $-C(O)N(R^{5b})_2$, $-S(O)_2N(R^{5b})_2$, $-OC(O)N(R^{5b})_2$, $-N(R^{5e})C(O)R^{5b}$, $-N(R^{5e})SO_2R^{5c}$, $-N(R^{5e})C(O)OR^{5b}$, $-N(R^{5e})C(O)N(R^{5b})_2$, or $-N(R^{5e})SO_2N(R^{5b})_2$, or a C_{1-4} aliphatic substituted with R^{5dd} , halogen, $-CN$, $-NO_2$, $-N(R^{5b})_2$, $-OR^{5b}$, $-SR^{5c}$, $-S(O)_2R^{5c}$, $-S(O)R^{5c}-C(O)R^{5b}$, $-C(O)OR^{5b}$, $-C(O)N(R^{5b})_2$, $-S(O)_2N(R^{5b})_2$, $-OC(O)N(R^{5b})_2$, $-N(R^{5e})C(O)R^{5b}$, $-N(R^{5e})SO_2R^{5c}$, $-N(R^{5e})C(O)OR^{5b}$, $-N(R^{5e})C(O)N(R^{5b})_2$, or $-N(R^{5e})SO_2N(R^{5b})_2$;

each occurrence of R^{5b} is independently hydrogen or an optionally substituted group selected from C_{1-6} aliphatic, 3-10-membered cycloaliphatic, 4-10-membered heterocyclyl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, 6-10-membered aryl, or 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur; or two occurrences of R^{5b} on the same nitrogen atom can be taken together with the nitrogen atom to which they are bound to form an optionally substituted 4-7-membered heterocyclyl ring having 0-1 additional heteroatoms selected from nitrogen, oxygen, and sulfur;

each occurrence of R^{5c} is independently an optionally substituted group selected from C_{1-6} aliphatic, 3-10-membered cycloaliphatic, 4-10-membered heterocyclyl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, 6-10-membered aryl, or 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur;

each occurrence of R^{5d} is an optionally substituted group selected from 6-10-membered aryl, or 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur;

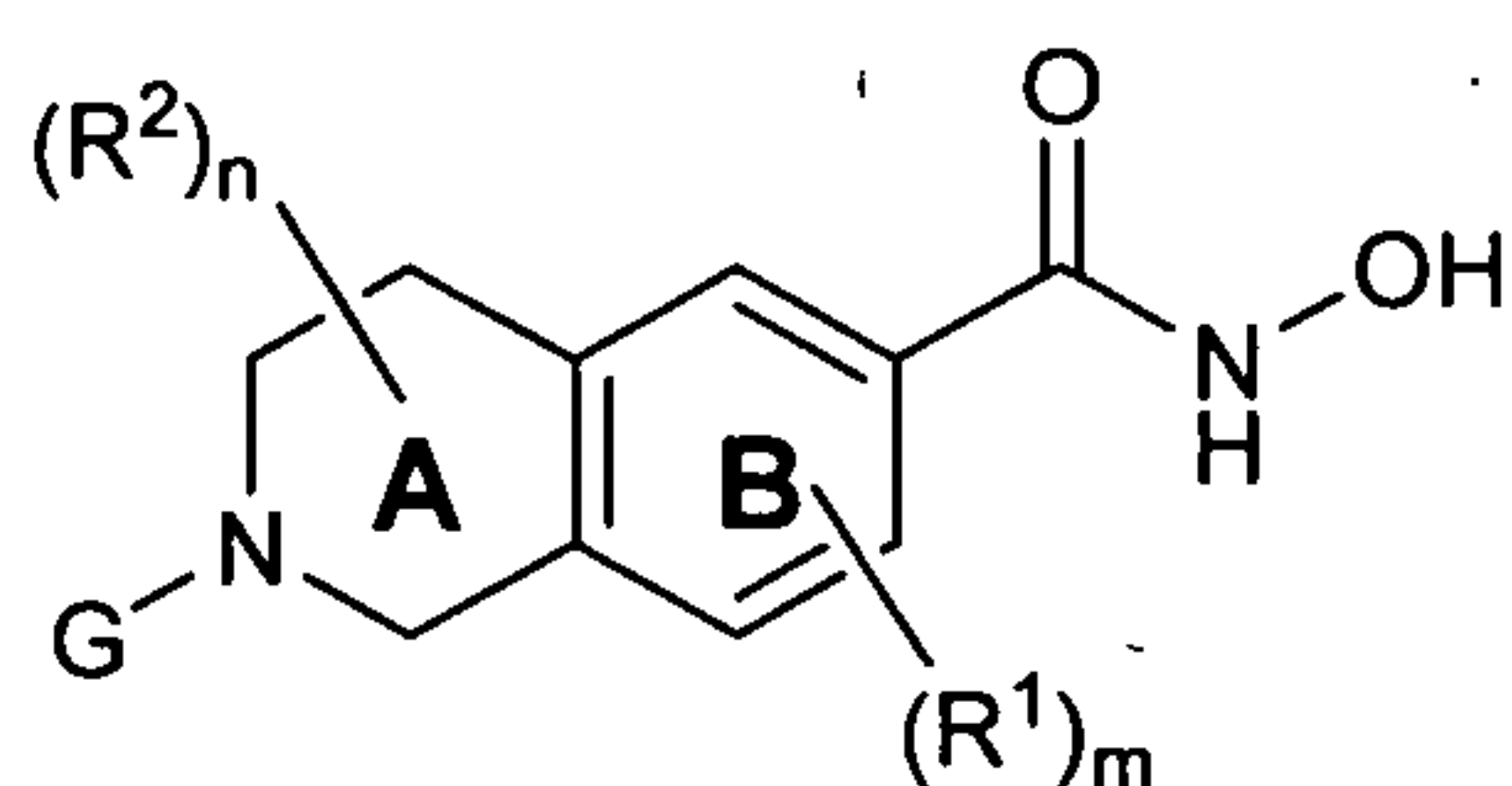
each occurrence of R^{5dd} is an optionally substituted group selected from 6-10-membered aryl, or 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur;

each occurrence of R^{5e} is independently hydrogen or an optionally substituted C_{1-6} aliphatic group;

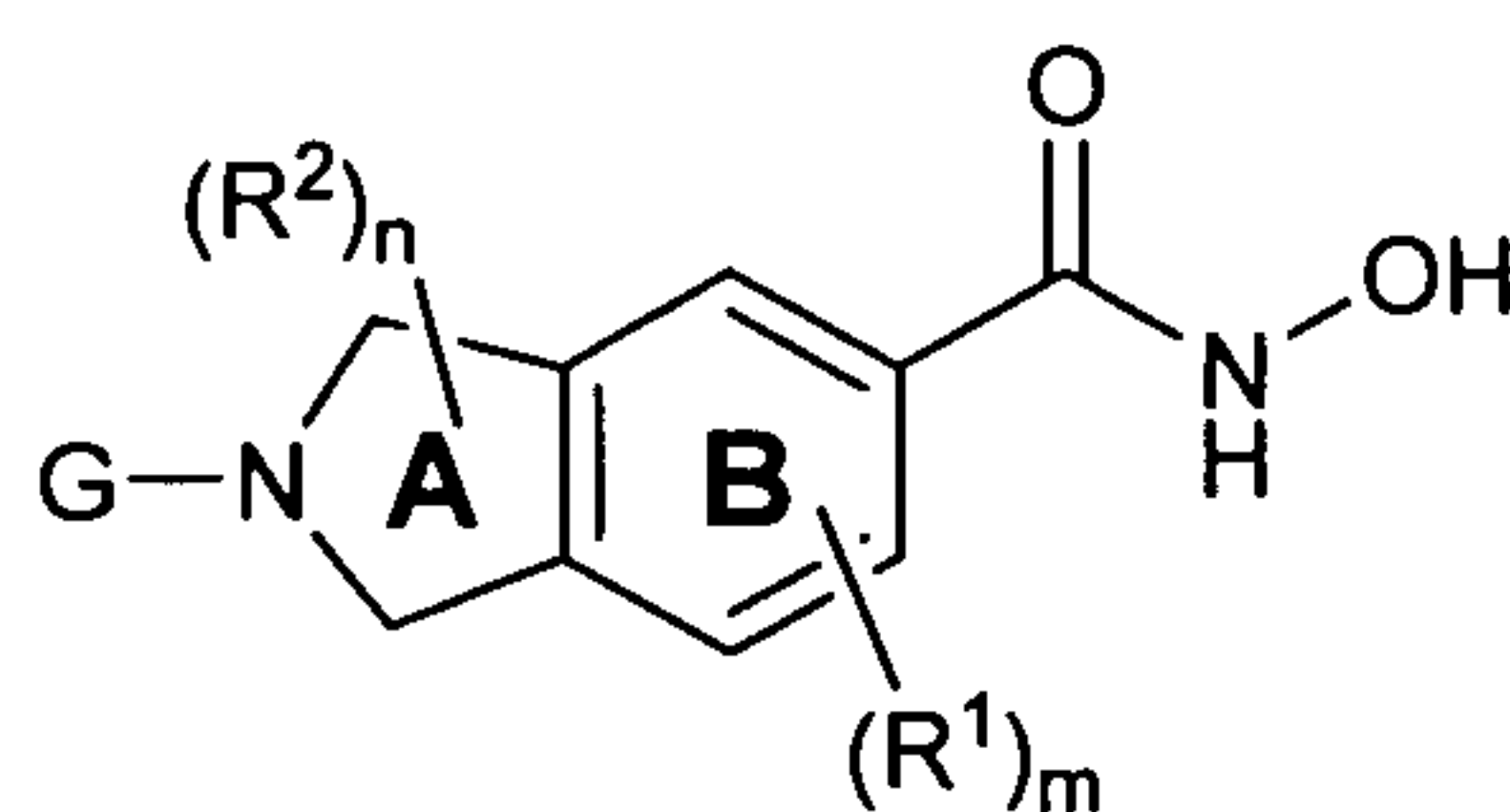
each occurrence of V_3 is independently $-N(R^{5e})$, $-O-$, $-S-$, $-S(O)-$, $-S(O)_2-$, $-C(O)-$, $-C(O)O-$, $-C(O)N(R^{5e})-$, $-S(O)_2N(R^{5e})-$, $-OC(O)N(R^{5e})-$, $-N(R^{5e})C(O)-$, $-N(R^{5e})SO_2-$, $-N(R^{5e})C(O)O-$, $-N(R^{5e})C(O)N(R^{5e})-$, $-N(R^{5e})SO_2N(R^{5e})-$, $-OC(O)-$, or $-C(O)N(R^{5e})O-$; and

L_3 is an optionally substituted C_{1-3} alkylene chain, where one carbon atom may be replaced with $-CR^A=CR^A-$.

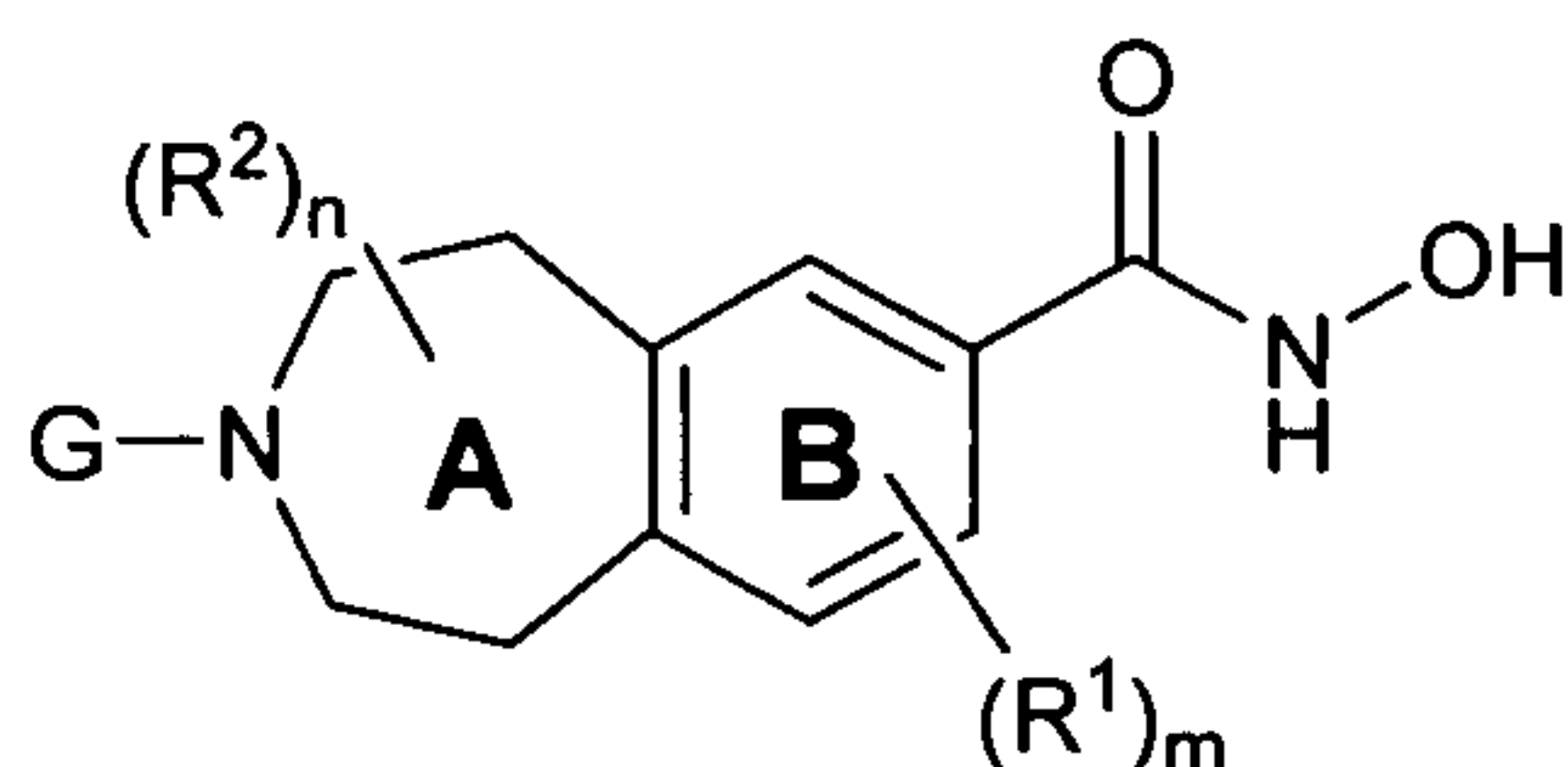
[0058] In some embodiments, compounds of formula (I) are represented by formulas (II-A)-(II-G):



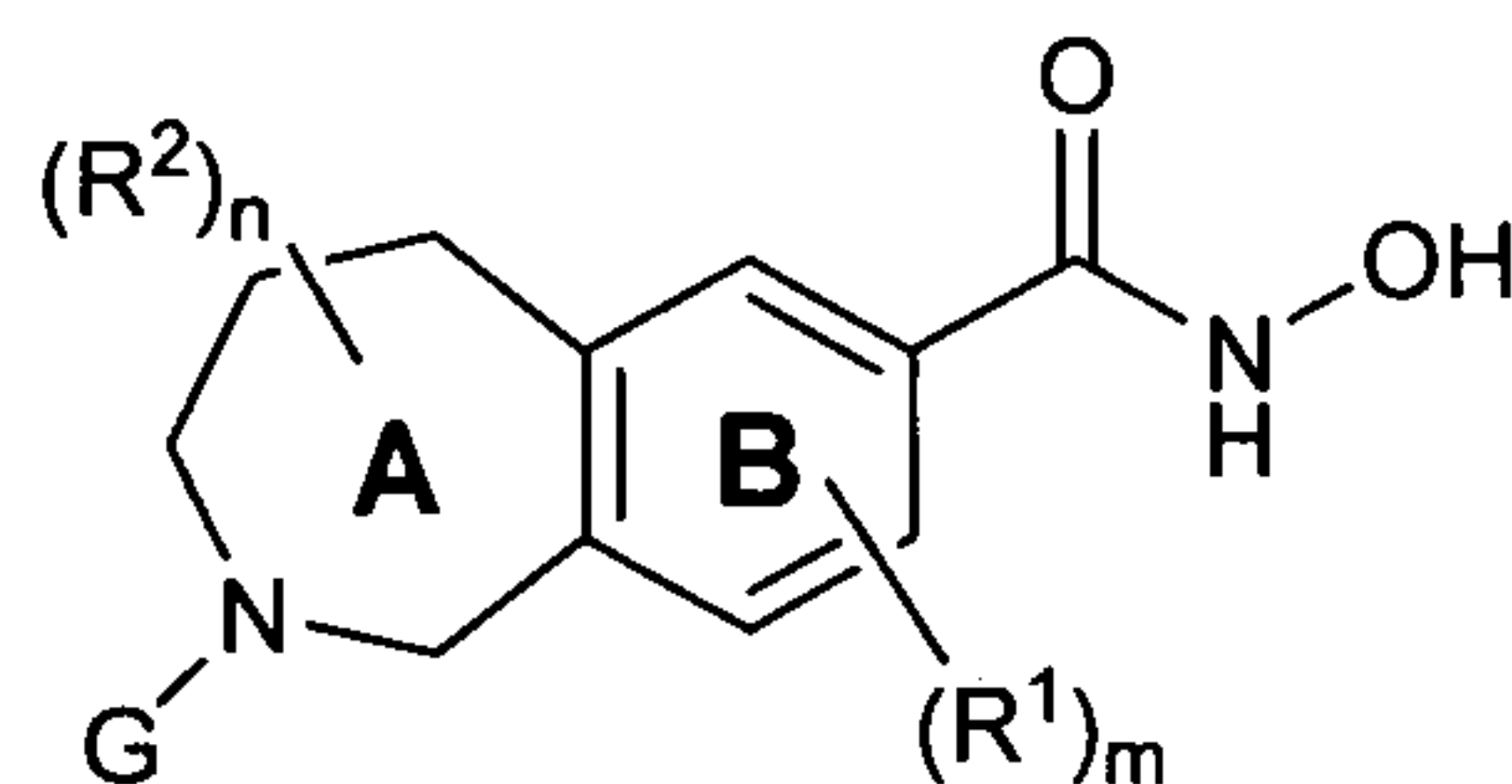
(II-A)



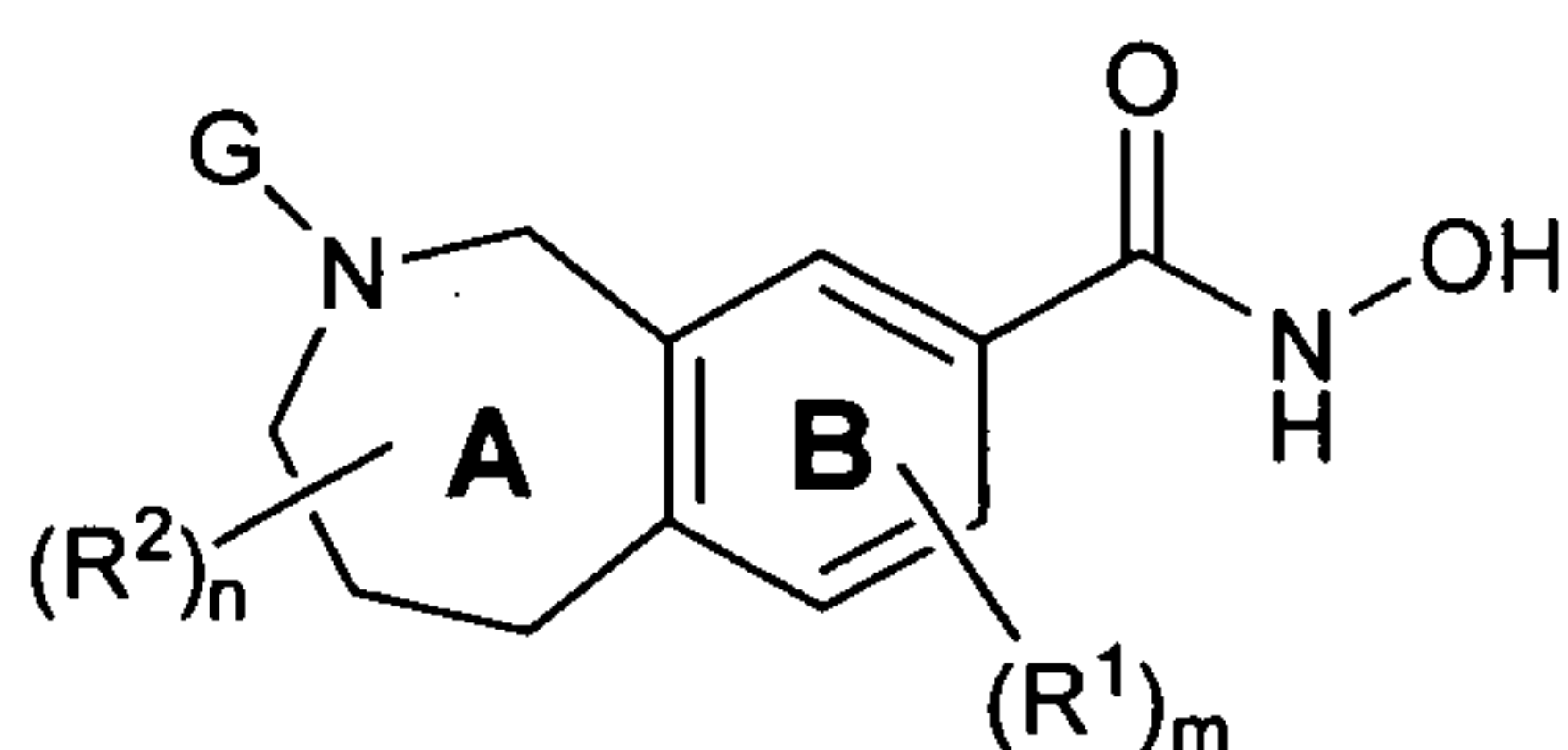
(II-B)



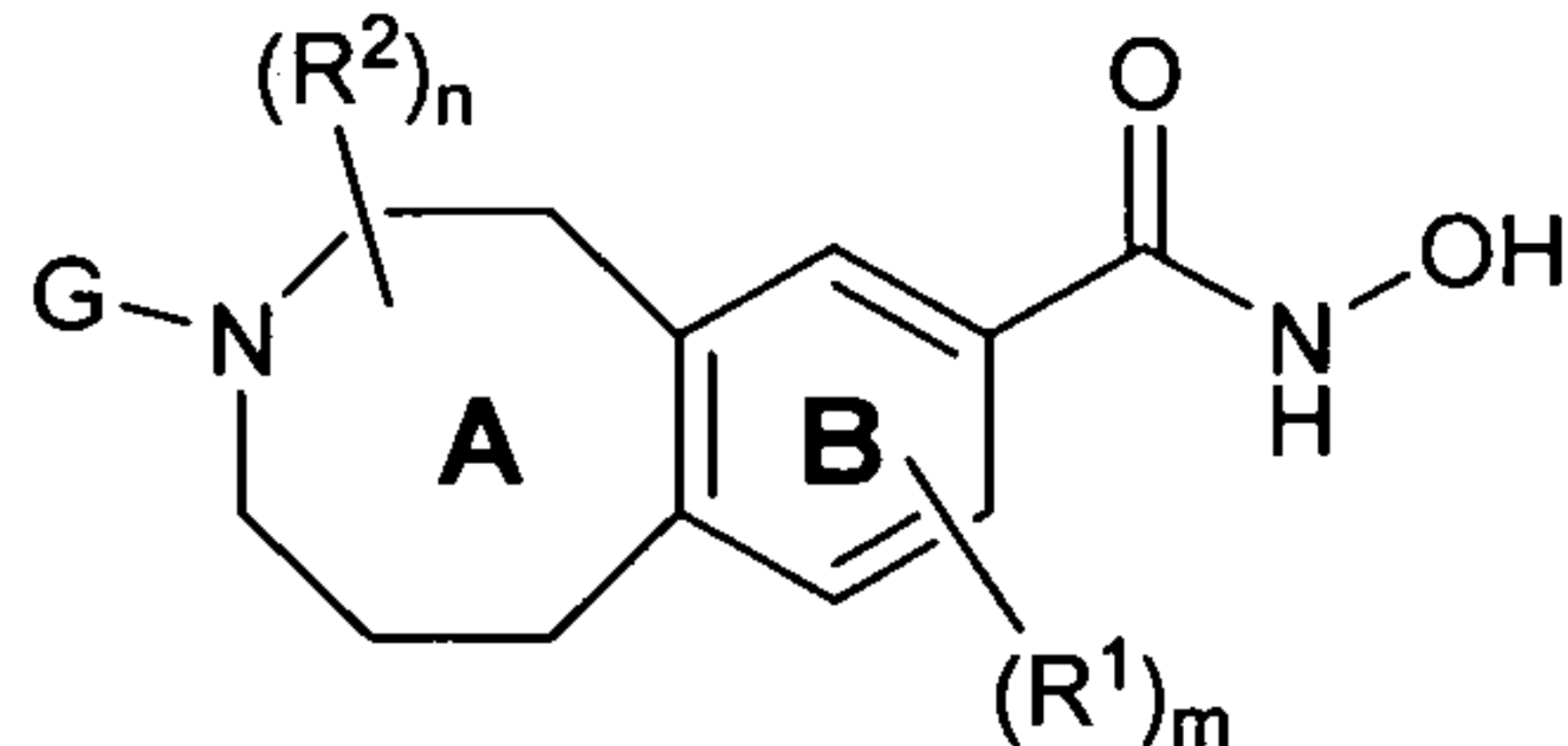
(II-C)



(II-D)

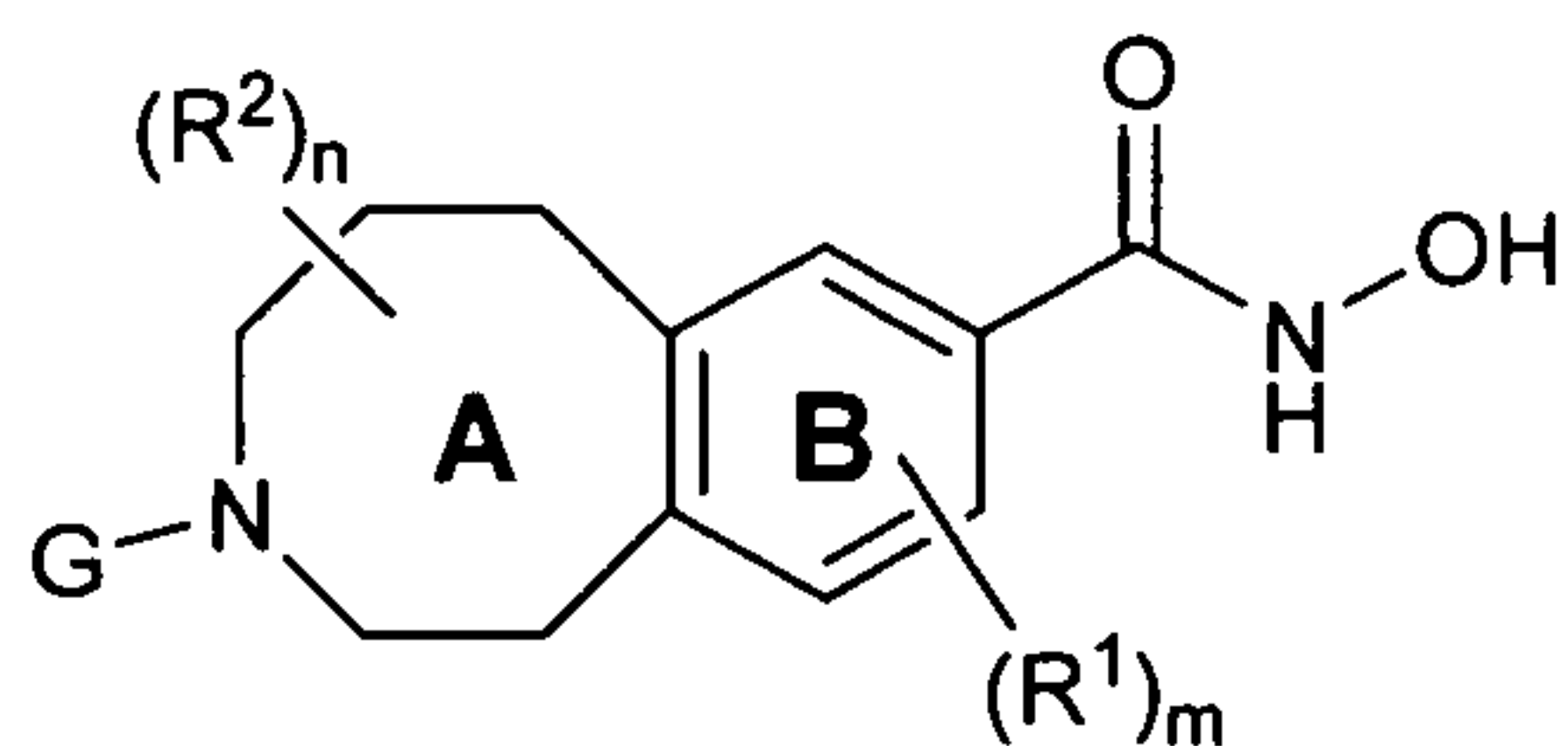


(II-E)



(II-F)

, or

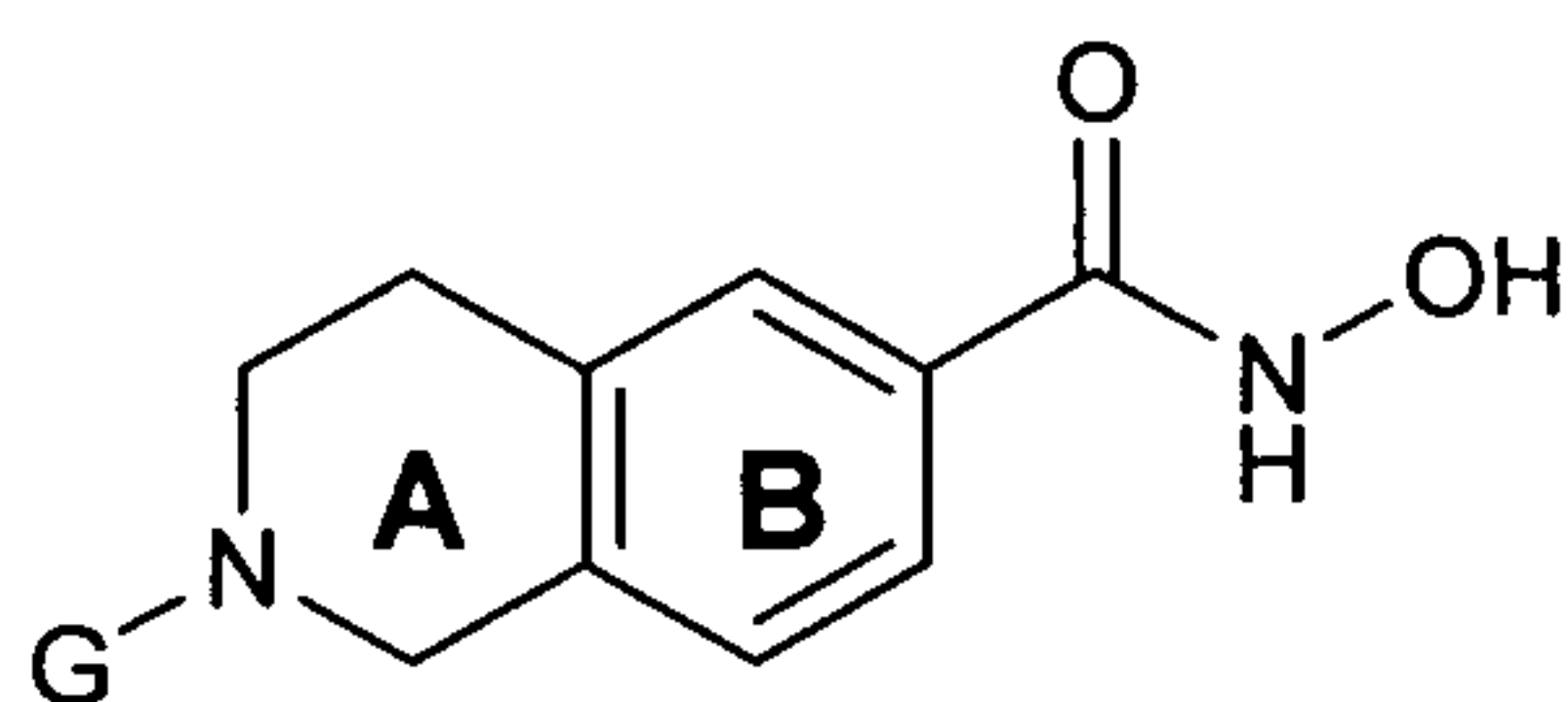


(II-G)

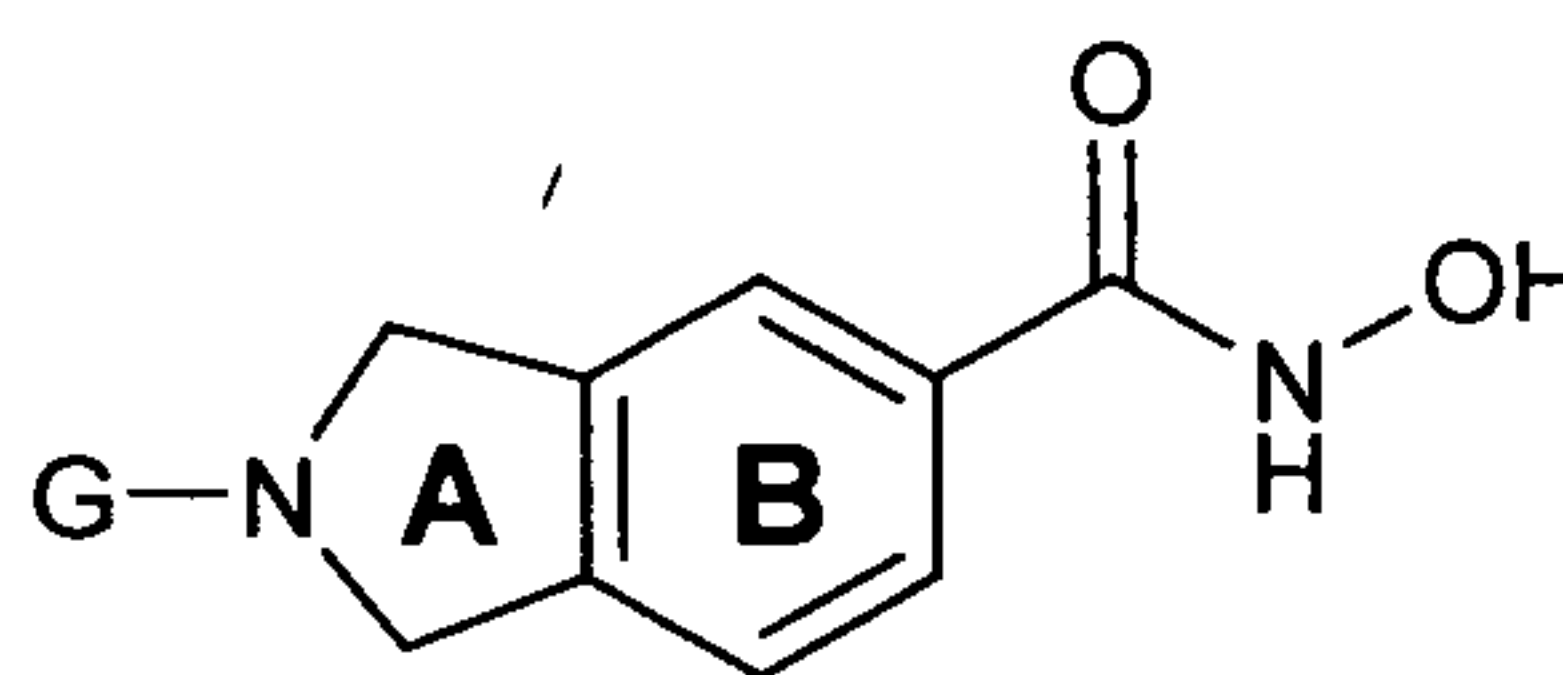
wherein R^1 , R^2 , G , m , and n have the values described herein.

[0059] In some embodiments, compounds of formula (I) are represented by formulas (II-A), (II-B), (II-C), (II-D), or (II-E). In some embodiments, compounds of formula (I) are represented by formulas (II-A), (II-B), (II-C), or (II-D). In some embodiments, compounds of formula (I) are represented by formulas (II-A), or (II-B). In some embodiments, compounds of formula (I) are represented by formula (II-A). In some embodiments, compounds of formula (I) are represented by formula (II-C), (II-D), (II-E), (II-F), or (II-G).

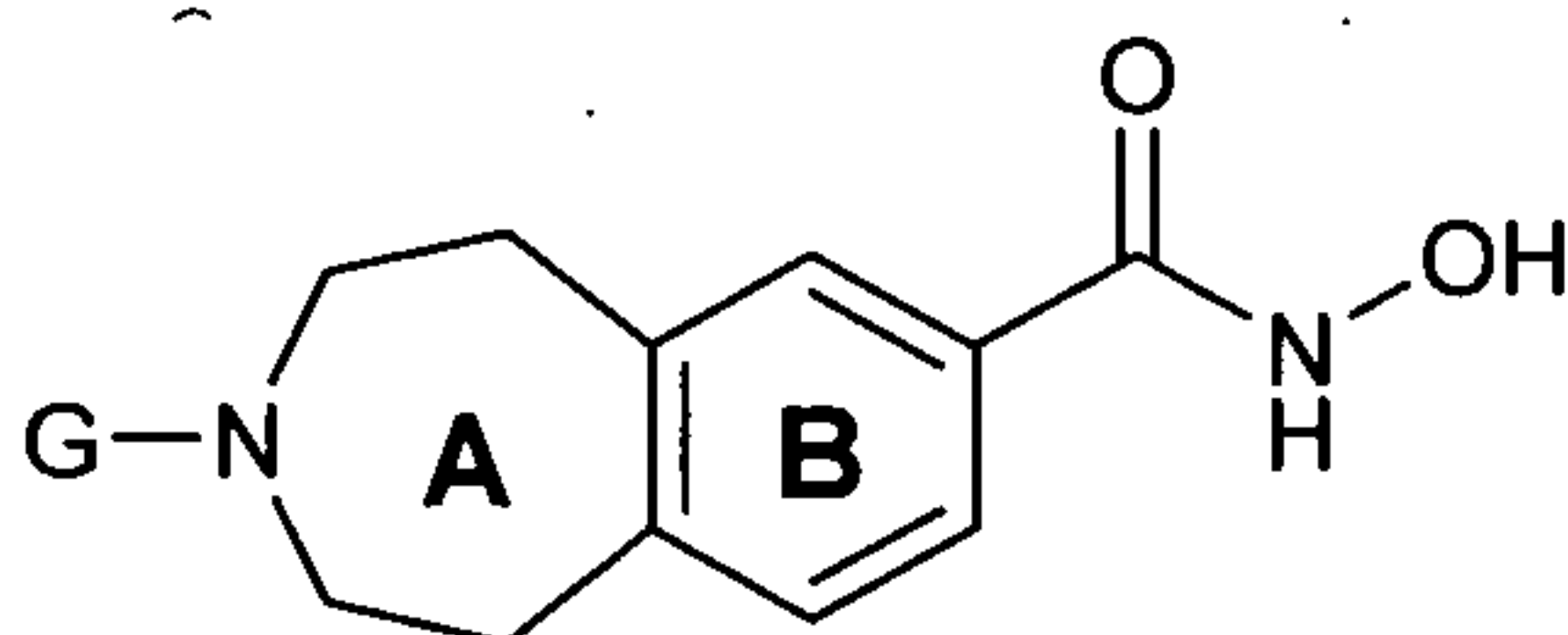
[0060] In some embodiments, compounds of formula (I) are represented by formulas (III-A)-(III-G):



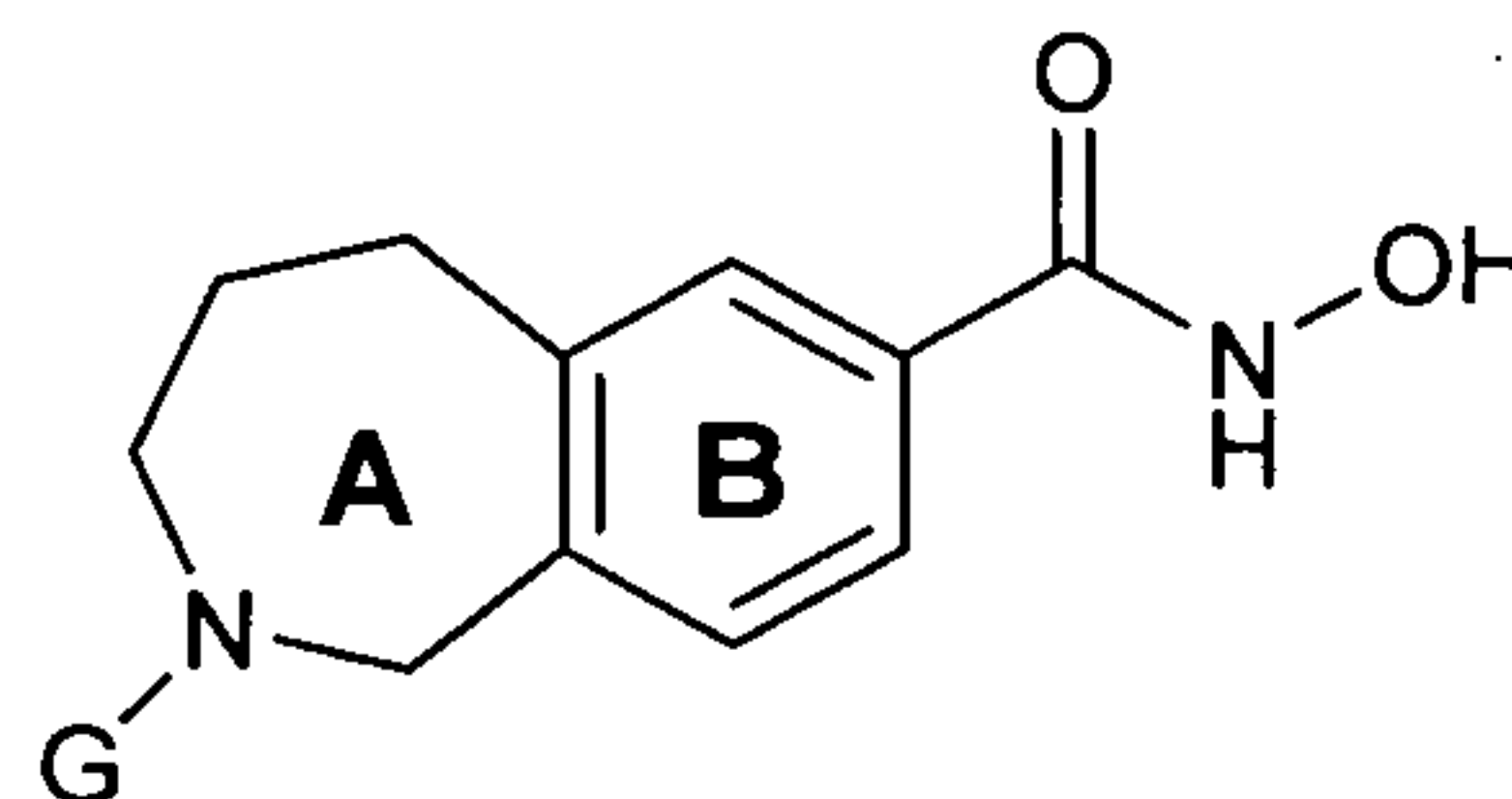
(III-A)



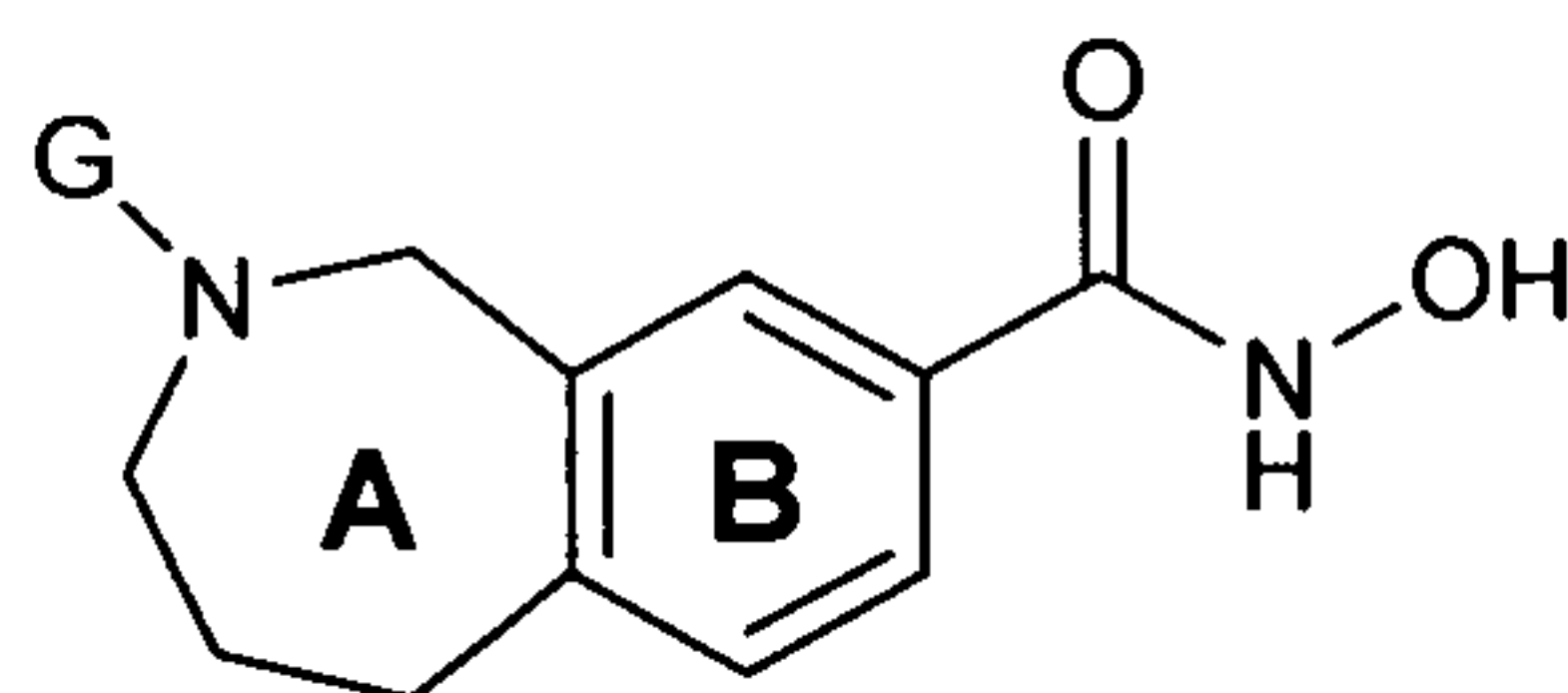
(III-B)



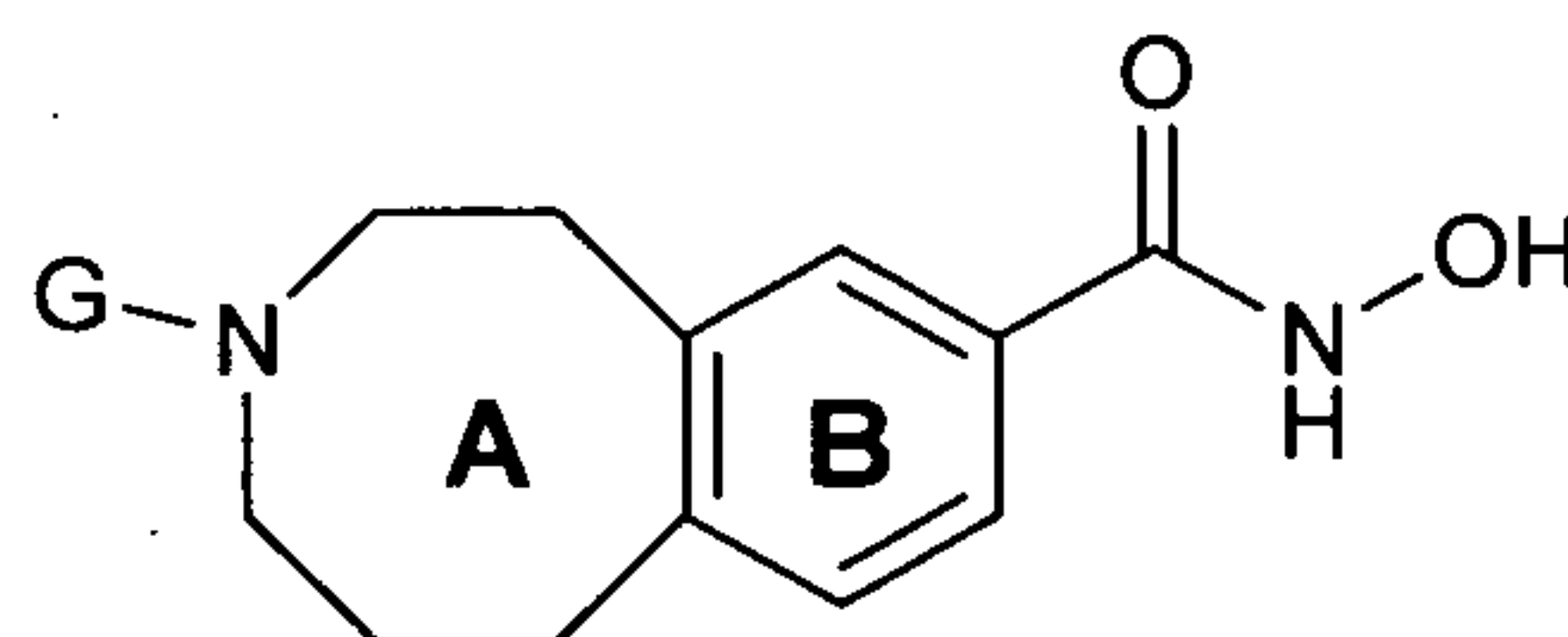
(III-C)



(III-D)

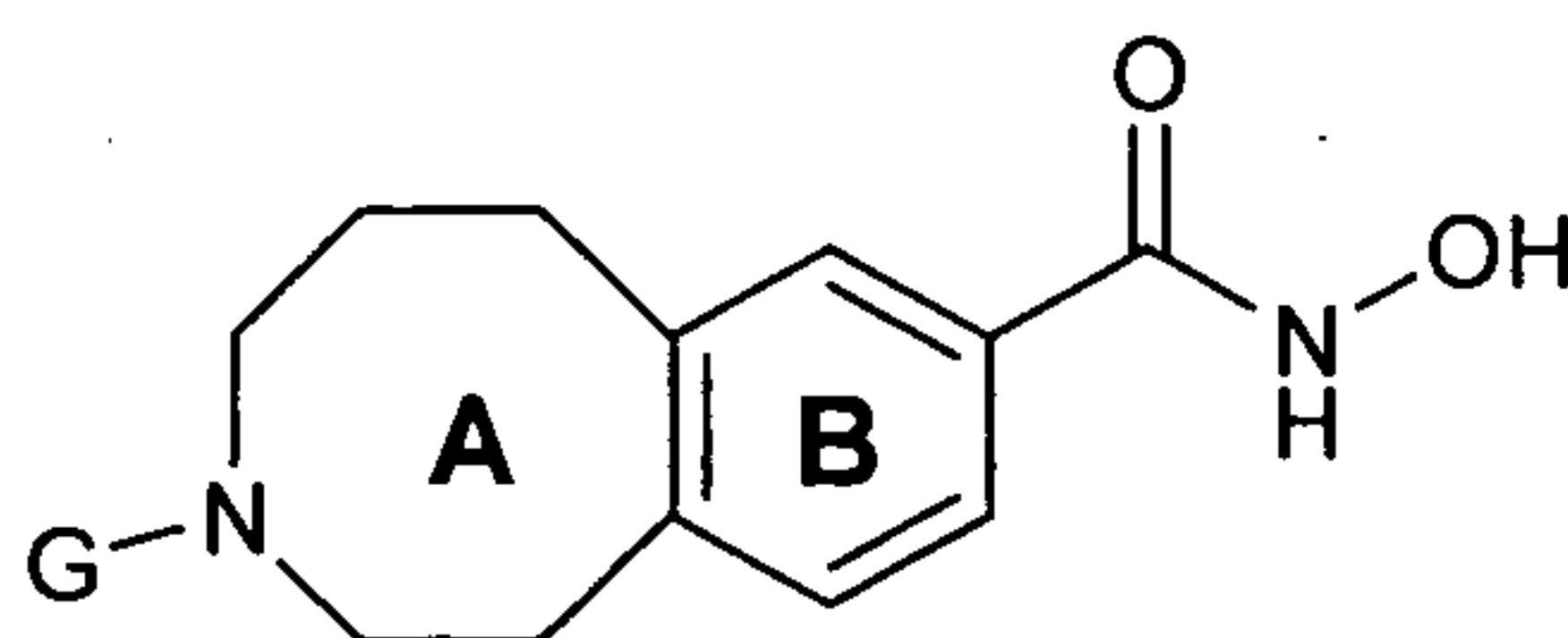


(III-E)



(III-F)

, or



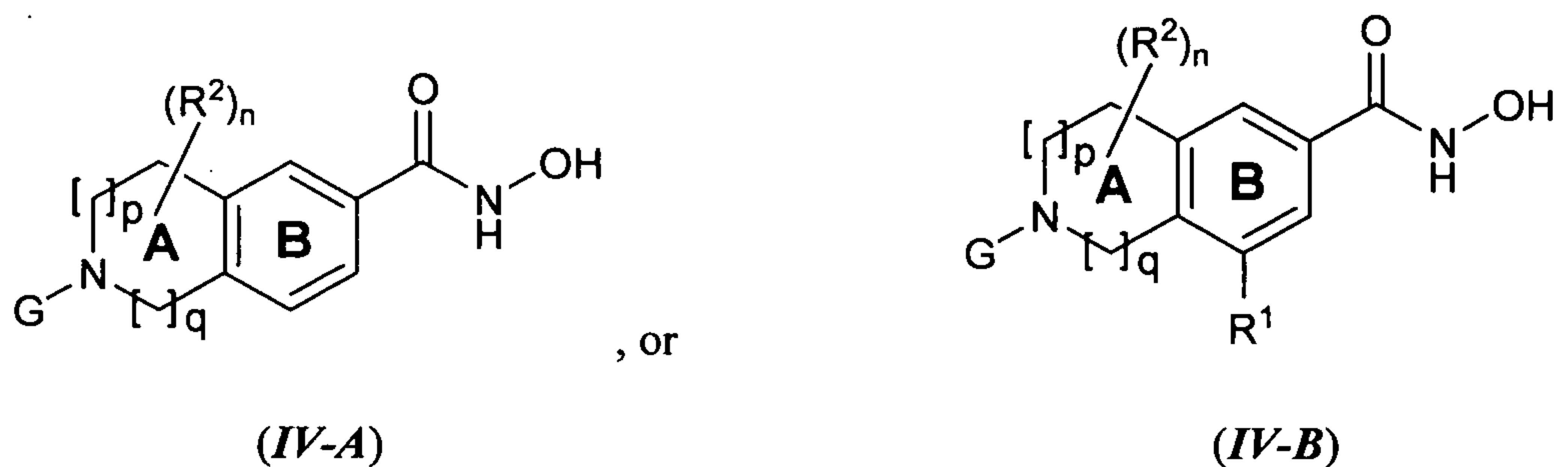
(III-G)

wherein G has the values described herein.

[0061] In some embodiments, compounds of formula (I) are represented by formulas (III-A), (III-B), (III-C), (III-D), or (III-E). In some embodiments, compounds of formula (I) are represented by

formulas (III-A), (III-B), (III-C), or (III-D). In some embodiments, compounds of formula (I) are represented by formulas (III-A), or (III-B). In some embodiments, compounds of formula (I) are represented by formula (III-A). In some embodiments, compounds of formula (I) are represented by formula (III-C), (III-D), (III-E), (III-F), or (III-G).

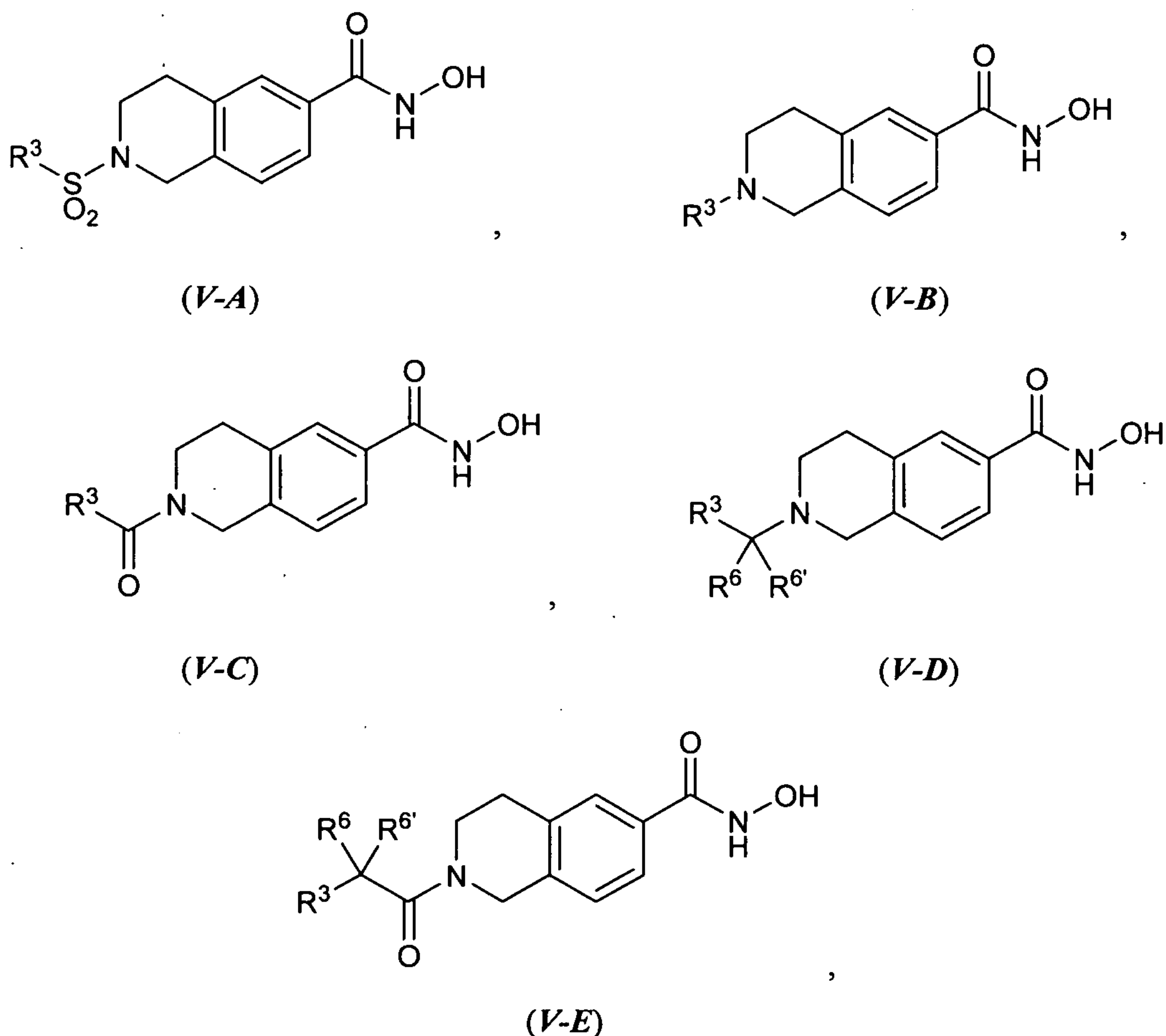
[0062] In some embodiments, compounds of formula (I) are represented by formulas (IV-A) or (IV-B):

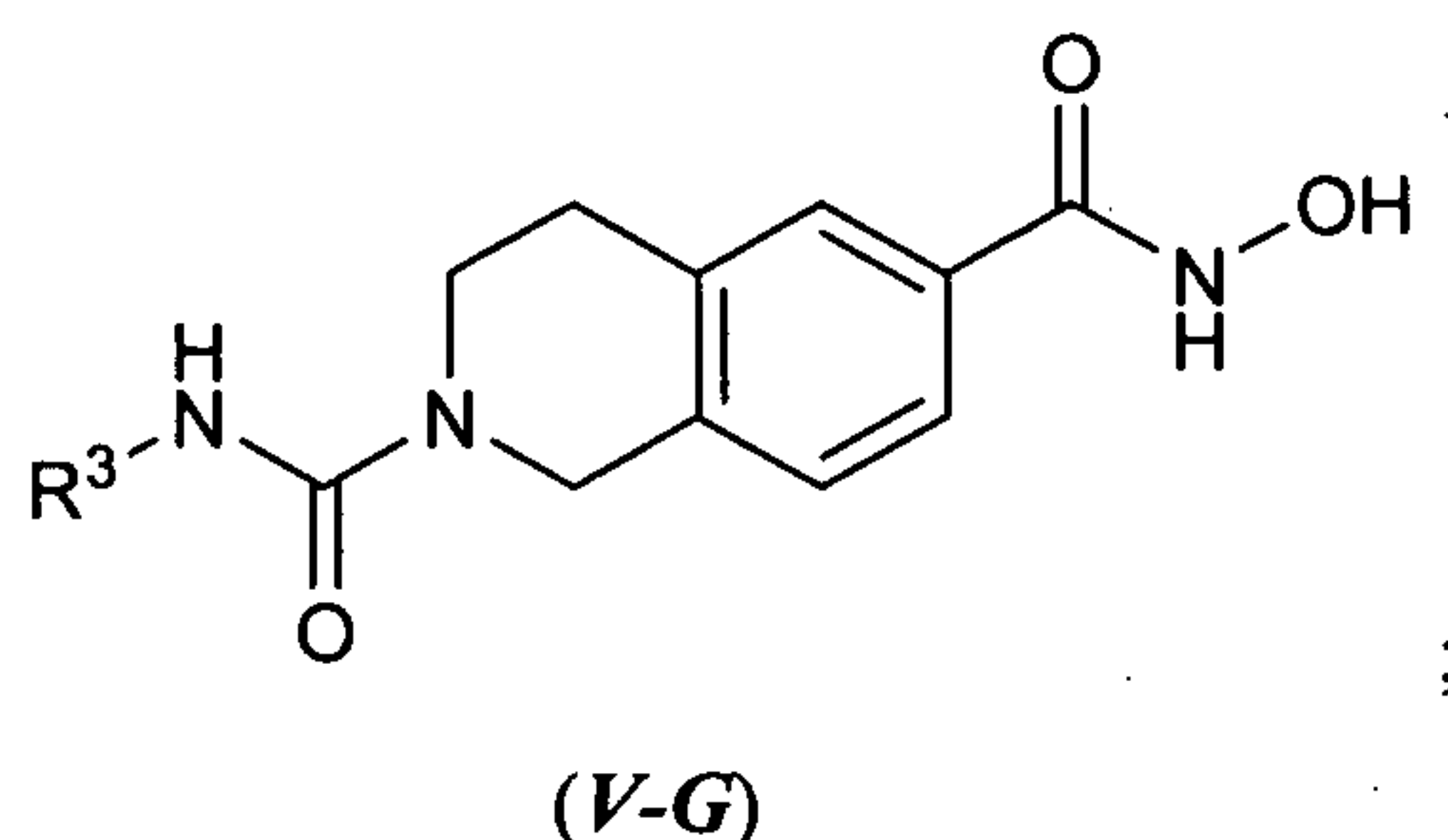
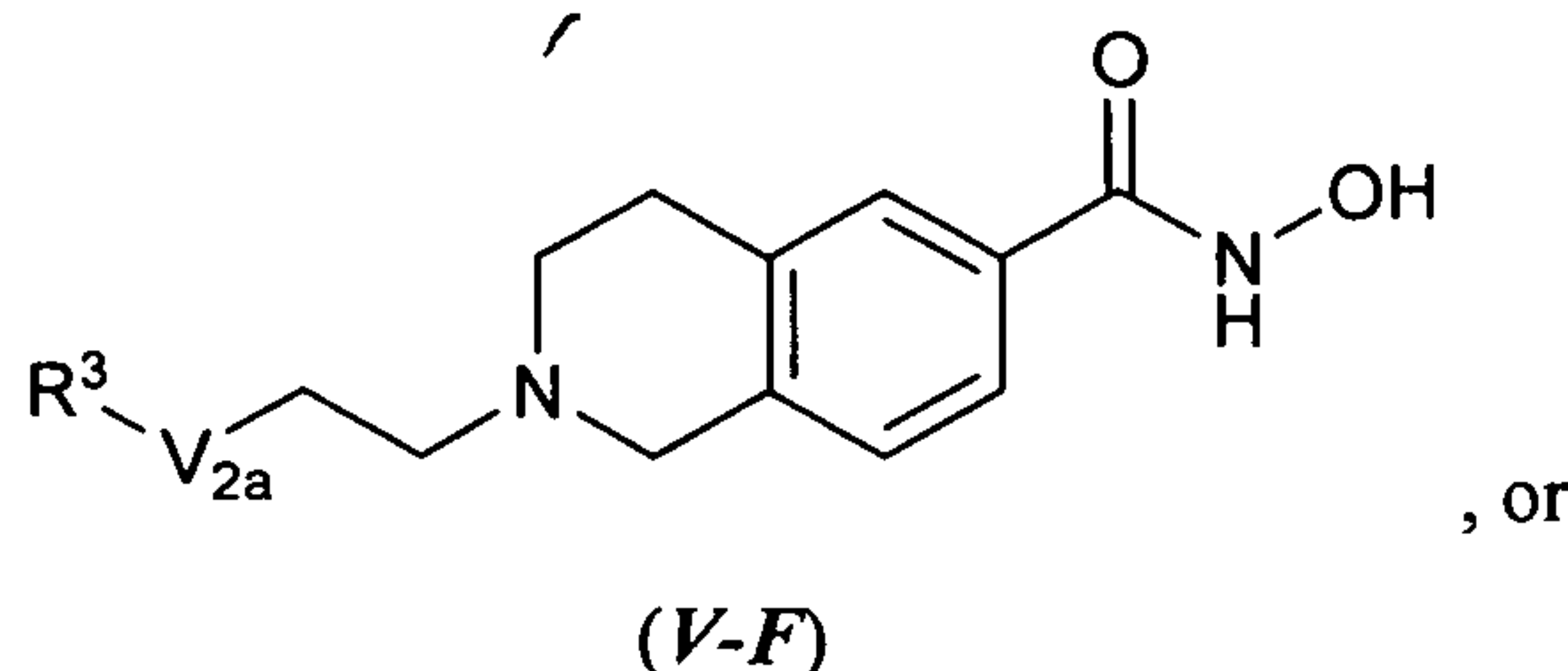


wherein R^1 , R^2 , G, n, p, and q have the values described herein.

[0063] In some embodiments, compounds of formula (I) are represented by formula (IV-A).

[0064] In some embodiments, compounds of formula (I) are represented by formulas (V-A)-(V-G):





wherein R^3 , R^6 , $R^{6'}$, and V_{2a} have the values described herein.

[0065] The values described below are with respect to any of formulas (I), (II-A)-(II-G), (III-A)-(III-G), (IV-A)-(IV-B), or (V-A)-(V-G).

[0066] In some embodiments:

p is 0-2;

q is 1-4

provided that:

i) the total of p and q is 1-4;

ii) when p is 0, q is not 2.

[0067] In some embodiments, p is 0, and q is 1. In some embodiments, p is 0, and q is 3. In some embodiments, p is 0, and q is 4. In some embodiments, p is 1, and q is 1. In some embodiments, p is 1, and q is 2. In some embodiments, p is 1, and q is 3. In some embodiments, p is 2, and q is 1. In some embodiments, p is 2, and q is 2. In certain embodiments, p is 0 and q is 3 or 4; or p is 1 and q is 2 or 3; or p is 2 and q is 1 or 2. In certain embodiments, p is 0 and q is 1; or p is 1 and q is 1. In certain embodiments, p is 1 and q is 1.

[0068] In some embodiments, ring B is optionally further substituted with m occurrences of R^1 wherein each occurrence of R^1 is independently halo, C_{1-3} alkyl, C_{1-3} haloalkyl, $-O-C_{1-3}$ alkyl, $-O-C_{1-3}$ haloalkyl, $-CN$, $-NHC(O)C_{1-3}$ alkyl, $-NHC(O)NHC_{1-3}$ alkyl, or $NHS(O)_2C_{1-3}$ alkyl. In certain embodiments, each occurrence of R^1 is independently chloro, fluoro, methoxy, ethoxy, propoxy, cyano, trifluoromethyl, methyl, ethyl, n-propyl, isopropyl, or tert-butyl. In some embodiments, each occurrence of R^1 is independently chloro, fluoro, $-O-C_{1-4}$ alkyl, cyano, hydroxy, C_{1-4} alkyl, or C_{1-4} fluoroalkyl. In

certain embodiments, R^1 is chloro, fluoro, cyano, hydroxy, methoxy, ethoxy, trifluoromethoxy, trifluoromethyl, methyl, or ethyl.

[0069] In some embodiments, ring A is optionally further substituted with n occurrences of R^2 wherein, each occurrence of R^2 is independently halo, C_{1-3} alkyl, C_{1-3} haloalkyl, $-O-C_{1-3}$ alkyl, $-O-C_{1-3}$ haloalkyl, $-NHC(O)C_{1-3}$ alkyl, $-NHC(O)NHC_{1-3}$ alkyl, or $NHS(O)_2C_{1-3}$ alkyl. In certain embodiments, each occurrence of R^2 is independently chloro, fluoro, methoxy, ethoxy, propoxy, trifluoromethyl, methyl, ethyl, n -propyl, isopropyl, or tert-butyl. In some embodiments, each occurrence of R^2 is independently fluoro, C_{1-4} alkyl, or C_{1-4} fluoroalkyl. In certain embodiments, each occurrence of R^2 is independently fluoro, methyl, or trifluoromethyl. In certain embodiments, each occurrence of R^2 is methyl.

[0070] In some embodiments, m is 0-2. In some embodiments, m is 0-1. In certain embodiments, m is 0. In certain embodiments, m is 1.

[0071] In some embodiments, n is 0-4. In some embodiments, n is 0-2. In certain embodiments, n is 0. In certain embodiments, n is 1. In certain embodiments, n is 2.

[0072] In some embodiments, m is 1 and n is 0; or m is 0 and n is 1; or m is 0 and n is 2; or m is 1 and n is 2. In certain embodiments, m is 0 and n is 2; or m is 1 and n is 0.

[0073] In some embodiments, the total of m and n must be at least 1. In some embodiments, m is 1 and n is 0; or m is 0 and n is 1; or m is 0 and n is 2; or m is 1 and n is 2. In certain embodiments, m is 0 and n is 2; or m is 1 and n is 0.

[0074] In some embodiments, G is $-R^3$, $-V_1-R^3$, $-V_1-L_1-R^3$, $-L_1-V_2-R^3$, $-L_1-R^3$, or $-L_1-V_2-L_2-R^3$, wherein L_1 , L_2 , V_1 , V_2 , and R^3 have the values described herein. In some embodiments, G is $-R^3$, $-C(R^6)(R^{6'})-R^3$, $-C(O)-R^3$, or $-S(O)_2-R^3$, wherein R^3 , R^6 , and $R^{6'}$ have the values described herein. In some embodiments, G is $-R^3$, wherein R^3 has the values described herein. In some embodiments, G is $-(CH_2)_t-R^3$, or $-(CH_2)_t-X_3-R^3$, wherein R^3 , X_3 and t have the values described herein. In some embodiments, G is $-C(O)-R^3$, $-C(R^6)(R^{6'})-R^3$, $-C(O)-C(R^6)(R^{6'})-R^3$, $-S(O)_2-R^3$, $-S(O)_2-C(R^6)(R^{6'})-R^3$, or $-C(O)-NH-R^3$, wherein R^3 , R^6 and $R^{6'}$ have the values described herein. In some embodiments, G is $-CH_2-CH=CH-R^3$, wherein R^3 has the values described herein.

[0075] In some embodiments, G is $-R^3$, $-V_1-R^3$, $-V_1-L_1-R^3$, $-L_1-V_1-R^3$, $-L_2-V_2-R^3$, $-V_1-L_1-V_2-R^3$, or $-L_1-R^3$, wherein L_1 , L_2 , V_1 , V_2 , and R^3 have the values described herein. In some embodiments, G is $-R^3$, $-V_1-R^3$, or $-L_1-R^3$, wherein L_1 , V_1 , and R^3 have the values described herein.

[0076] In certain embodiments, G is $-[C(R^6)(R^{6'})]_z-R^3$, $-C(O)-[C(R^6)(R^{6'})]_z-R^3$, $-C(O)-NH-[C(R^6)(R^{6'})]_z-R^3$, $-S(O)_2-[C(R^6)(R^{6'})]_z-R^3$, $-[C(R^6)(R^{6'})]_y-V_{2a}-R^3$, or $-C(O)-C(R^6)(R^{6'})-V_{2a}-R^3$, wherein R^6 , $R^{6'}$, V_{2a} , $V_{2a'}$, R^3 , z , and y have the values described herein. In certain embodiments, G is

$-[C(R^6)(R^{6'})]_z-R^3$, $-C(O)-[C(R^6)(R^{6'})]_z-R^3$, or $-S(O)_2-[C(R^6)(R^{6'})]_z-R^3$, wherein R^6 , $R^{6'}$, R^3 , and z have the values described herein.

[0077] In certain embodiments, G is $-[C(R^6)(R^{6'})]_z-R^3$, $-[C(R^6)(R^{6'})]_y-V_{2a}-R^3$, $-S(O)_2-[C(R^6)(R^{6'})]_y-V_{2a}-R^3$, $-S(O)_2-C(R^6)(R^{6'})-V_{2a}-R^3$, or $-S(O)_2-[C(R^6)(R^{6'})]_z-R^3$, wherein R^6 , $R^{6'}$, V_{2a} , R^3 , z , and y have the values described herein. In certain embodiments, G is $-[C(R^6)(R^{6'})]_z-R^3$ or $-S(O)_2-[C(R^6)(R^{6'})]_z-R^3$, wherein R^6 , $R^{6'}$, R^3 , and z have the values described herein.

[0078] In some embodiments, G is $-C(O)-[C(R^6)(R^{6'})]_{zz}-R^{3g}$, $-C(O)-N(R^{4a})-[C(R^6)(R^{6'})]_{zz}-R^{3g}$, $-C(O)-O-[C(R^6)(R^{6'})]_{zz}-R^{3g}$, $-C(O)-C(R^6)(R^{6'})-V_{2a}-R^{3g}$, $-C(O)-[C(R^6)(R^{6'})]_{yy}-V_{2a}-R^{3g}$, $-C(O)-N(R^{4a})-[C(R^6)(R^{6'})]_{yy}-V_{2a}-R^{3g}$, or $-C(O)-O-[C(R^6)(R^{6'})]_{yy}-V_{2a}-R^{3g}$, wherein R^6 , $R^{6'}$, R^{4a} , V_{2a} , $V_{2a'}$, R^{3g} , zz , and yy have the values described herein. In certain embodiments, G is $-C(O)-[C(R^6)(R^{6'})]_{zz}-R^{3g}$, $-C(O)-NH-[C(R^6)(R^{6'})]_{zz}-R^{3g}$, or $-C(O)-[C(R^6)(R^{6'})]_{yy}-V_{2a}-R^{3g}$, wherein R^6 , $R^{6'}$, V_{2a} , $V_{2a'}$, R^{3g} , $R^{3g'}$, zz , and yy have the values described herein. In certain embodiments, G is $-C(O)-[C(R^6)(R^{6'})]_{zz}-R^{3g}$, $-C(O)-NH-[C(R^6)(R^{6'})]_{zz}-R^{3g}$, $-C(O)-[C(R^6)(R^{6'})]_{yy}-V_{2a}-R^{3g}$, or $-C(O)-C(R^6)(R^{6'})-V_{2a}-R^{3g}$, wherein R^6 , $R^{6'}$, V_{2a} , $V_{2a'}$, R^{3g} , $R^{3g'}$, zz , and yy have the values described herein. In certain embodiments, G is $-C(O)-C(R^6)(R^{6'})-R^{3g}$, wherein R^6 , $R^{6'}$, and R^{3g} have the values described herein.

[0079] In some embodiments, G is $-C(O)-(CH_2)_{zz}-R^{3e}$, $-C(O)-N(R^{4a})-(CH_2)_{zz}-R^{3e}$, $-C(O)-O-(CH_2)_{zz}-R^{3e}$, $-C(O)-CH_2-V_{2a}-R^{3e}$, $-C(O)-(CH_2)_{yy}-V_{2a}-R^{3e}$, $-C(O)-N(R^{4a})-(CH_2)_{yy}-V_{2a}-R^{3e}$, or $-C(O)-O-(CH_2)_{yy}-V_{2a}-R^{3e}$, wherein R^{4a} , V_{2a} , $V_{2a'}$, R^{3e} , zz , and yy have the values described herein. In certain embodiments, G is $-C(O)-R^{3e}$, $-C(O)-N(R^{4a})-R^{3e}$, $-C(O)-O-R^{3e}$, $-C(O)-CH_2-R^{3e}$, $-C(O)-N(R^{4a})-CH_2-R^{3e}$, or $-C(O)-O-CH_2-R^{3e}$, wherein R^{4a} and R^{3e} have the values described herein. In certain embodiments, G is $-C(O)-R^{3e}$, $-C(O)-NH-R^{3e}$, $-C(O)-O-R^{3e}$, $-C(O)-CH_2-R^{3e}$, $-C(O)-NH-CH_2-R^{3e}$, or $-C(O)-O-CH_2-R^{3e}$, wherein R^{3e} has the values described herein. In certain embodiments, G is $-C(O)-R^{3e}$ or $-C(O)-CH_2-R^{3e}$, wherein R^{3e} has the values described herein.

[0080] In some embodiments, G is $-C(O)-(CH_2)_{zz}-R^{3f}$, $-C(O)-N(R^{4a})-(CH_2)_{zz}-R^{3f}$, $-C(O)-O-(CH_2)_{zz}-R^{3f}$, $-C(O)-CH_2-V_{2a}-R^{3f}$, $-C(O)-(CH_2)_{yy}-V_{2a}-R^{3f}$, $-C(O)-N(R^{4a})-(CH_2)_{yy}-V_{2a}-R^{3f}$, or $-C(O)-O-(CH_2)_{yy}-V_{2a}-R^{3f}$, wherein R^{4a} , V_{2a} , $V_{2a'}$, R^{3f} , zz , and yy have the values described herein. In certain embodiments, G is $-C(O)-R^{3f}$, $-C(O)-N(R^{4a})-R^{3f}$, $-C(O)-O-R^{3f}$, $-C(O)-CH_2-R^{3f}$, $-C(O)-N(R^{4a})-CH_2-R^{3f}$, or $-C(O)-O-CH_2-R^{3f}$, wherein R^{4a} and R^{3f} have the values described herein. In certain embodiments, G is $-C(O)-R^{3f}$, $-C(O)-NH-R^{3f}$, $-C(O)-O-R^{3f}$, $-C(O)-CH_2-R^{3f}$, $-C(O)-NH-CH_2-R^{3f}$, or $-C(O)-O-CH_2-R^{3f}$, wherein R^{3f} has the values described herein. In certain embodiments, G is $-C(O)-R^{3f}$, or $-C(O)-CH_2-R^{3f}$, wherein R^{3f} has the values described herein.

[0081] In some embodiments, G is $-C(O)-(CH_2)_{zz}-R^{3h}$, $-C(O)-N(R^{4a})-(CH_2)_{zz}-R^{3h}$, $-C(O)-O-(CH_2)_{zz}-R^{3h}$, $-C(O)-CH_2-V_{2a}-R^{3h}$, $-C(O)-(CH_2)_{yy}-V_{2a}-R^{3h}$, $-C(O)-N(R^{4a})-(CH_2)_{yy}-V_{2a}-R^{3h}$, or

$-C(O)-O-(CH_2)_{yy}-V_{2a}-R^{3h}$, wherein R^{4a} , V_{2a} , $V_{2a'}$, R^{3h} , zz , and yy have the values described herein. In certain embodiments, G is $-C(O)-R^{3h}$, $-C(O)-NH-R^{3h}$, $-C(O)-O-R^{3h}$, $-C(O)-CH_2-R^{3h}$, $-C(O)-NH-CH_2-R^{3h}$, or $-C(O)-O-CH_2-R^{3h}$, wherein R^{3h} has the values described herein. In certain embodiments, G is $-C(O)-R^{3h}$, or $-C(O)-CH_2-R^{3h}$, wherein R^{3h} has the values described herein.

[0082] In some embodiments, L_1 and L_2 are each independently unsubstituted or substituted C_{1-3} alkylene chain, where one carbon atom may be replaced with $-CR^A=CR^A-$. In some embodiments, L_1 and L_2 are each independently $-CH_2-$, CH_2CH_2- , $-CH_2CH_2CH_2-$, or $-CH=CH-$. In some embodiments, L_1 and L_2 are each independently $-CH_2-$. In some embodiments, L_1 and L_2 are each independently a C_{1-3} alkylene chain, where one carbon atom may be replaced with $-CR^A=CR^A-$, optionally substituted with 0-2 occurrences of R^{8a} wherein each occurrence of R^{8a} is independently halogen, C_{1-4} aliphatic, $-CN$, $-NO_2$, $-N(R^{5b})_2$, $-OR^{5b}$, $-SR^{5c}$, $-S(O)_2R^{5c}$, $-S(O)R^{5c}$, $-C(O)R^{5b}$, $-C(O)OR^{5b}$, $-C(O)N(R^{5b})_2$, $-S(O)_2N(R^{5b})_2$, $-OC(O)N(R^{5b})_2$, $-N(R^{5e})C(O)R^{5b}$, $-N(R^{5e})SO_2R^{5c}$, $-N(R^{5e})C(O)OR^{5b}$, $-N(R^{5e})C(O)N(R^{5b})_2$, or $-N(R^{5e})SO_2N(R^{5b})_2$, or a C_{1-4} aliphatic substituted with halogen, $-CN$, $-NO_2$, $-N(R^{5b})_2$, $-OR^{5b}$, $-SR^{5c}$, $-S(O)_2R^{5c}$, $-S(O)R^{5c}$, $-C(O)R^{5b}$, $-C(O)OR^{5b}$, $-C(O)N(R^{5b})_2$, $-S(O)_2N(R^{5b})_2$, $-OC(O)N(R^{5b})_2$, $-N(R^{5e})C(O)R^{5b}$, $-N(R^{5e})SO_2R^{5c}$, $-N(R^{5e})C(O)OR^{5b}$, $-N(R^{5e})C(O)N(R^{5b})_2$, or $-N(R^{5e})SO_2N(R^{5b})_2$. In some embodiments, L_1 and L_2 are each independently a C_{1-3} alkylene chain, where one carbon atom may be replaced with $-CR^A=CR^A-$, optionally substituted with 0-2 occurrences of R^{8a} wherein each occurrence of R^{8a} is independently fluoro or C_{1-4} aliphatic.

[0083] In some embodiments, L_2 is unsubstituted or substituted C_{2-3} alkylene chain, where one carbon atom may be replaced with $-CR^A=CR^A-$. In some embodiments, L_2 is $-CH_2CH_2-$ or $-CH_2CH_2CH_2-$. In certain embodiments, L_2 is $-CH_2CH_2-$. In certain embodiments, L_2 is $-CH_2CH_2CH_2-$.

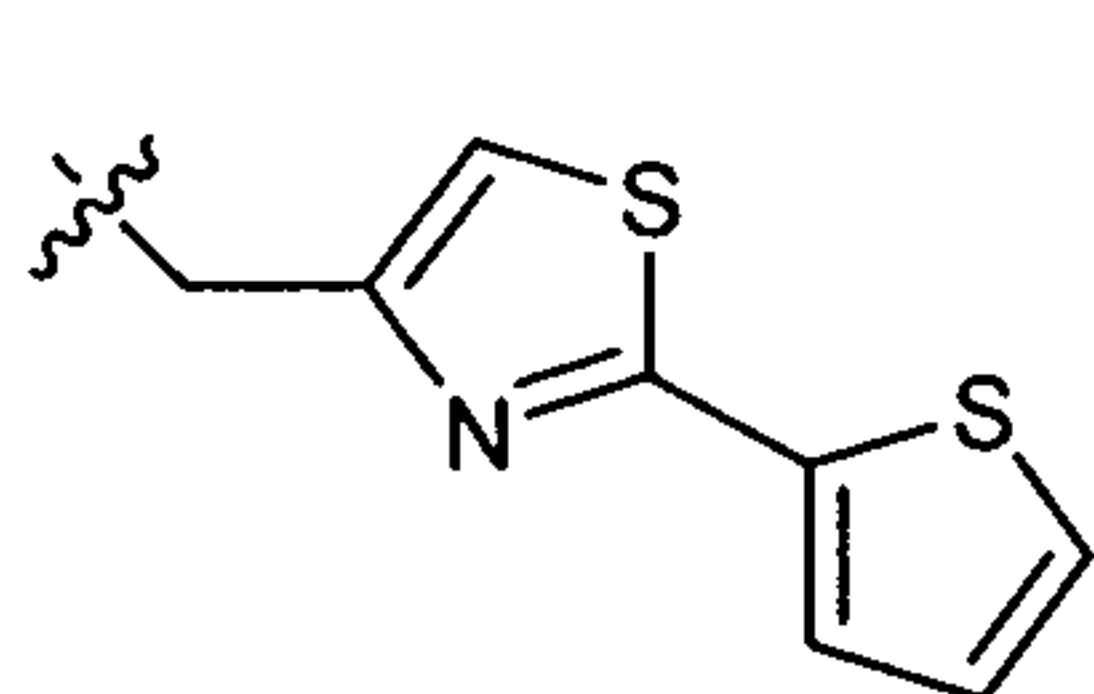
[0084] In some embodiments, V_1 is $-C(O)-$, $-C(S)-$, $-C(O)-N(R^{4a})-$, $-C(O)-O-$, or $-S(O)_2-$, wherein R^{4a} has the values described herein. In some embodiments, V_1 is $-C(O)-$, $-C(O)-N(R^{4a})-$, or $S(O)_2-$, wherein R^{4a} has the values described herein. In certain embodiments, V_1 is $-C(O)-$, $-C(O)-NH-$, or $S(O)_2-$. In certain embodiments, V_1 is $-C(O)-$, or $S(O)_2-$. In certain embodiments, V_1 is $-C(S)-$ or $-S(O)_2-$. In certain embodiments, V_1 is $-S(O)_2-$.

[0085] In some embodiments, the variable V_2 is $-C(O)-$, $-C(S)-$, $-N(R^{4a})-$, $-C(O)-N(R^{4a})-$, $-N(R^{4a})-C(O)-$, $-SO_2-N(R^{4a})-$, $-N(R^{4a})-SO_2-$, $-C(O)-O-$, $-O-C(O)-$, $-O-$, $-S-$, $-S(O)-$, $-S(O)_2-$, $-N(R^{4a})-C(O)-N(R^{4a})-$, $-N(R^{4a})-C(O)-O-$, $-O-C(O)-N(R^{4a})-$, or $-N(R^{4a})-SO_2-N(R^{4a})-$, wherein R^{4a} has the values described herein. In some embodiments, V_2 is $-C(O)-$, $-N(R^{4a})-$, $-C(O)-N(R^{4a})-$, $-N(R^{4a})-C(O)-$, $-SO_2-N(R^{4a})-$, $-N(R^{4a})-SO_2-$, $-O-$, or $-S-$, wherein R^{4a} has the values described herein. In certain embodiments, V_2 is $-C(O)-$, $-N(R^{4a})-$, $-O-$, or $-S-$, wherein R^{4a} has the values described herein. In certain embodiments, V_2 is $-NH-$ or $-O-$.

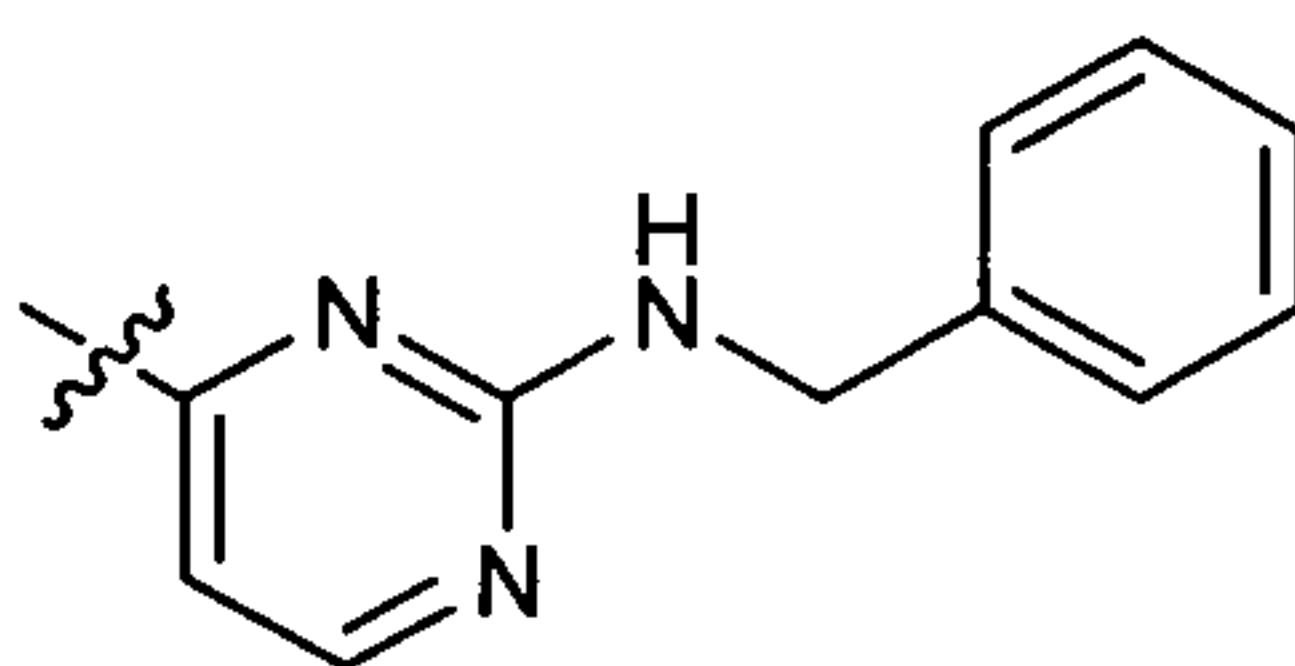
[0086] In some embodiments, each occurrence of the variable R^A is independently hydrogen, halo, or unsubstituted or substituted C_{1-4} aliphatic group. In some embodiments, each occurrence of R^A is independently hydrogen, fluoro, or unsubstituted or substituted C_{1-4} aliphatic. In certain embodiments, each occurrence of R^A is independently hydrogen, fluoro or methyl. In certain embodiments, each occurrence of R^A is hydrogen.

[0087] In some embodiments, each occurrence of R^{4a} is independently hydrogen, or unsubstituted or substituted C_{1-4} aliphatic. In certain embodiments, each occurrence of R^{4a} is independently methyl or hydrogen. In certain embodiments, R^{4a} hydrogen.

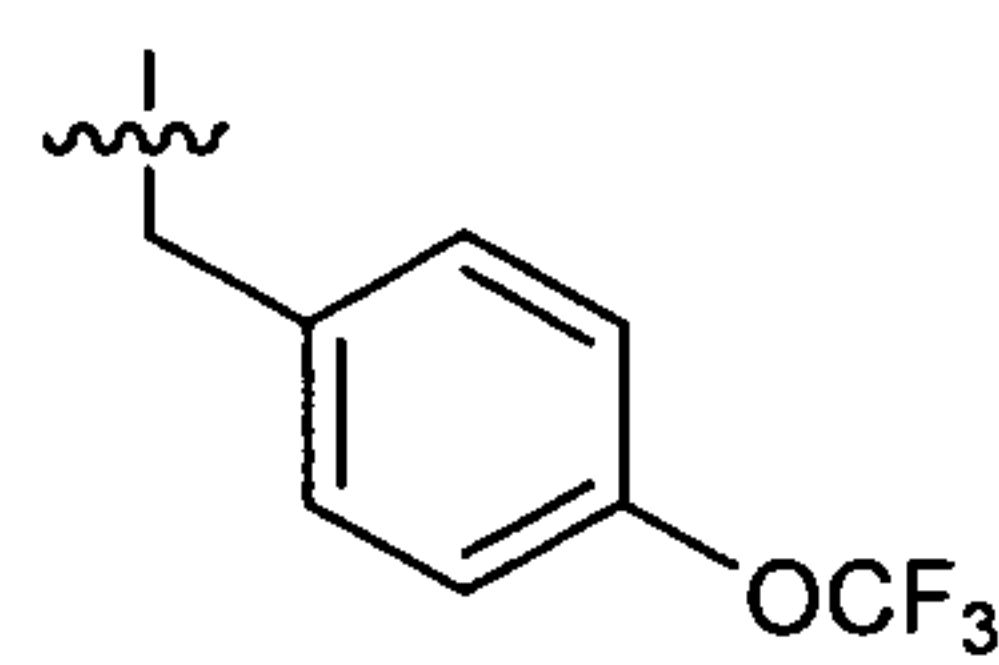
[0088] In some embodiments, G is represented by formulas (VI-a-i)-(VI-j-v):



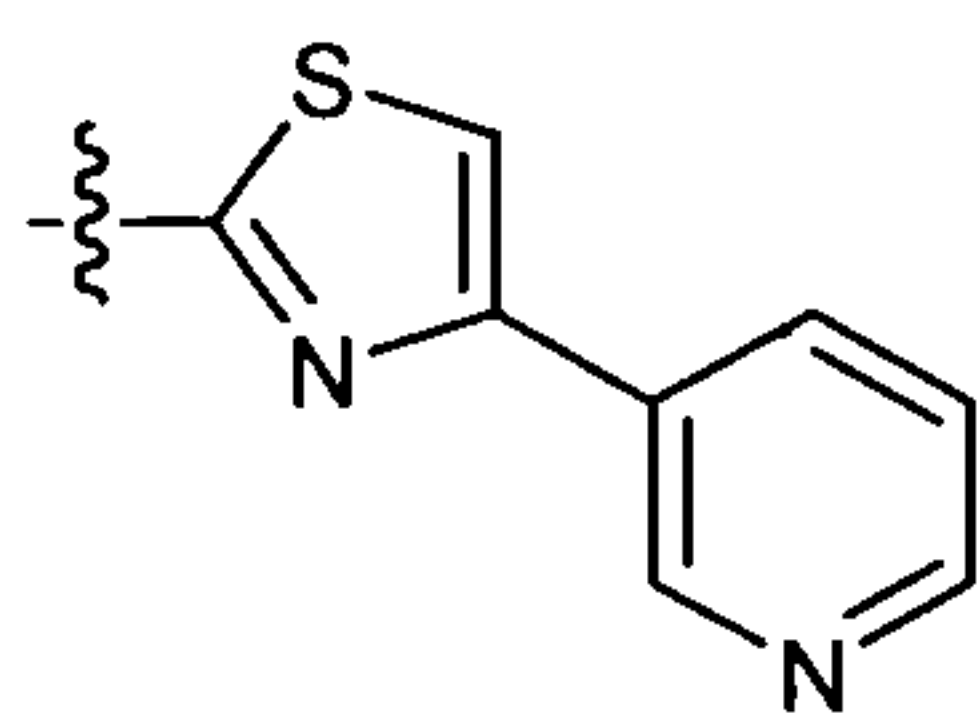
VI-a-i



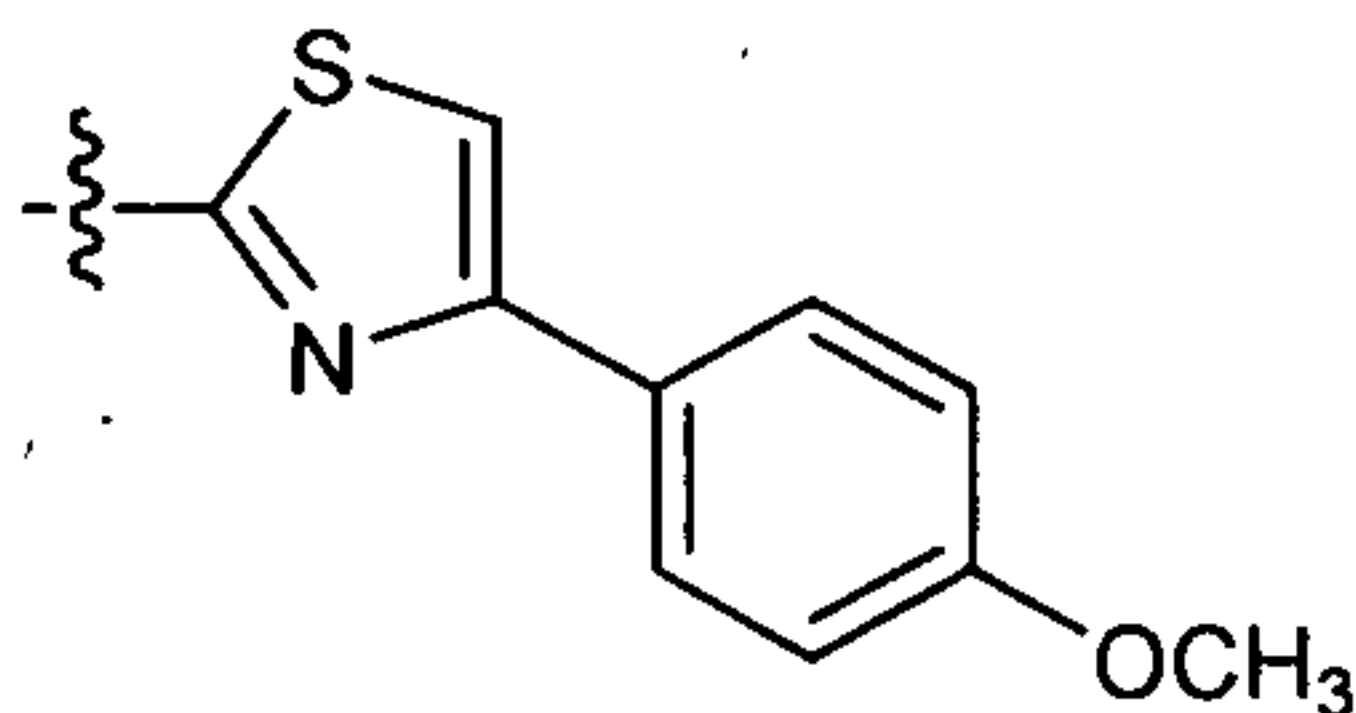
VI-b-i



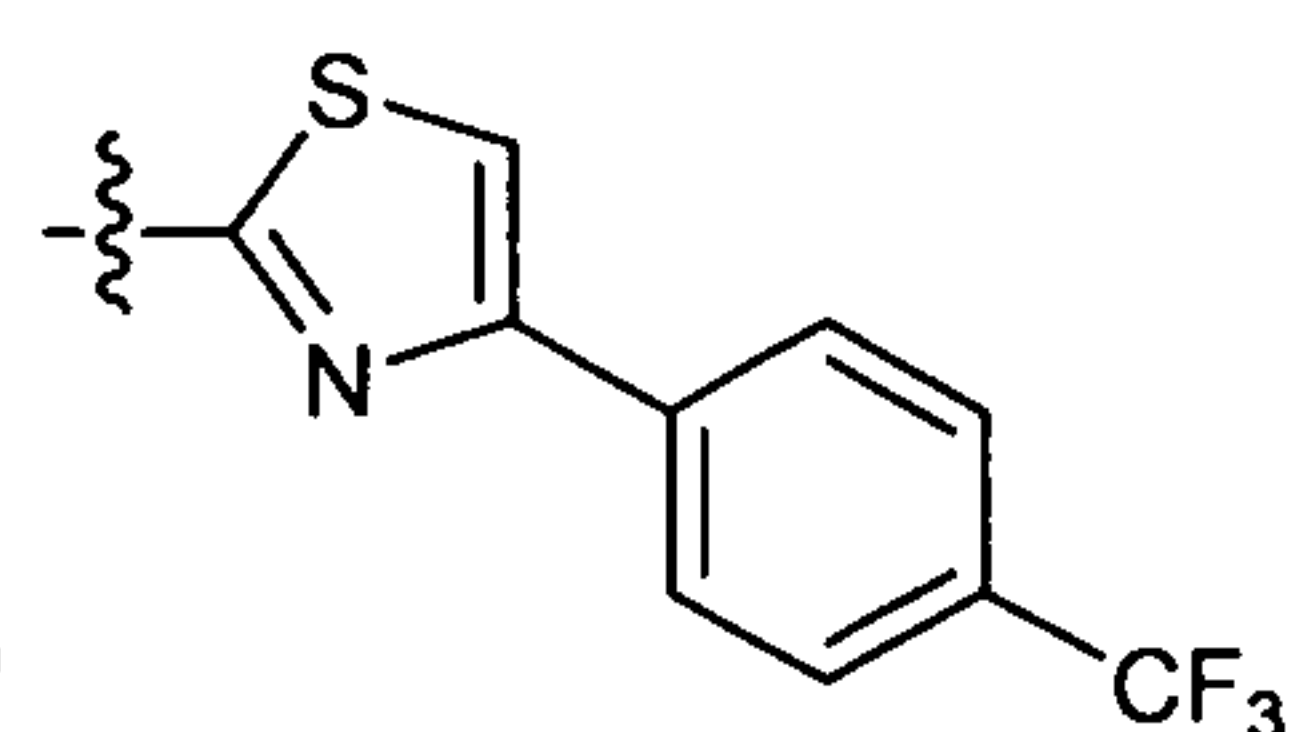
VI-c-i



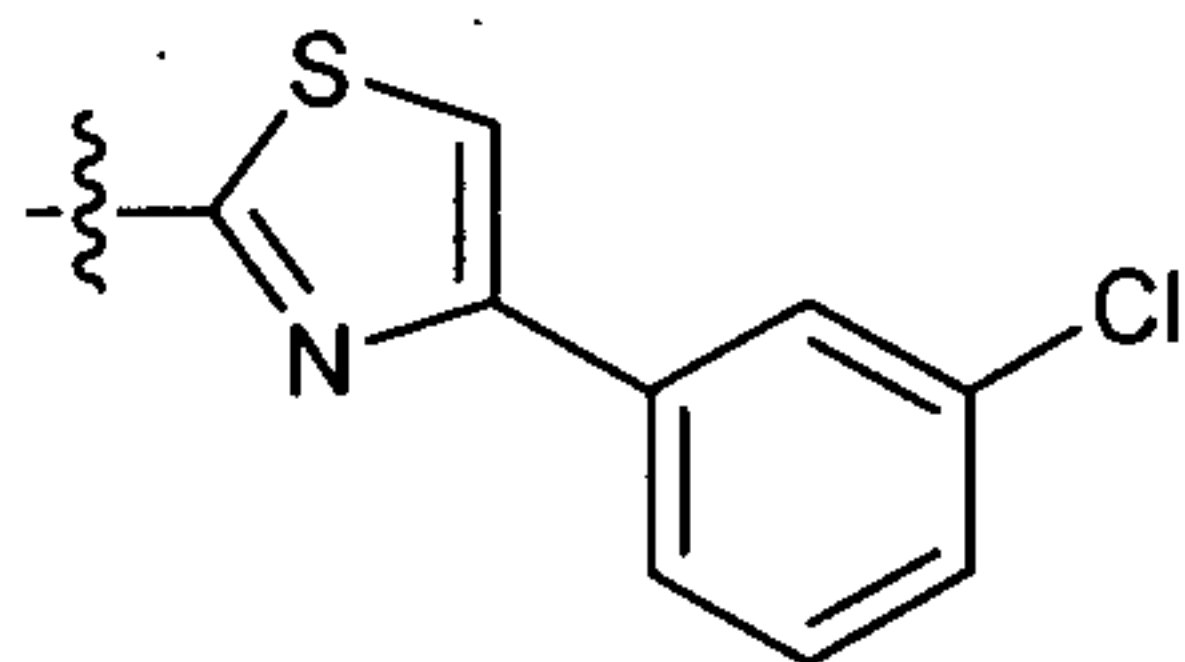
VI-d-i



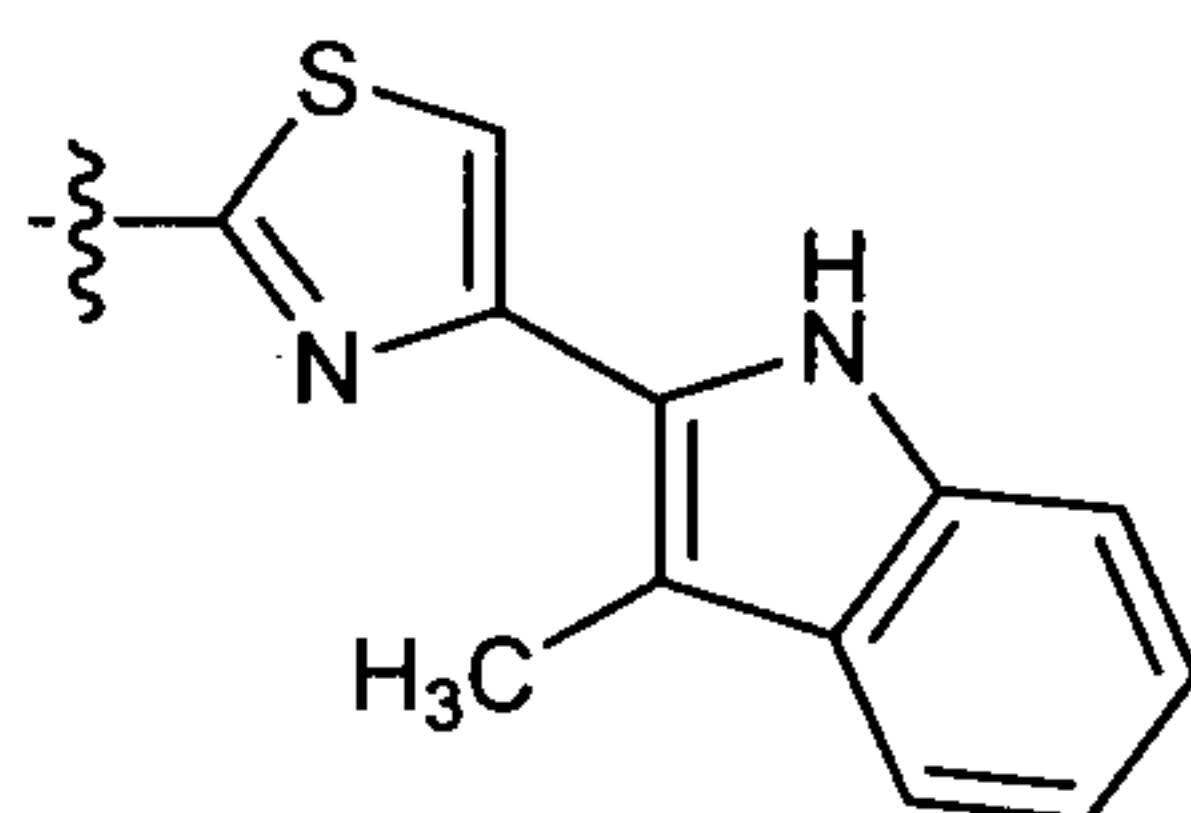
VI-e-i



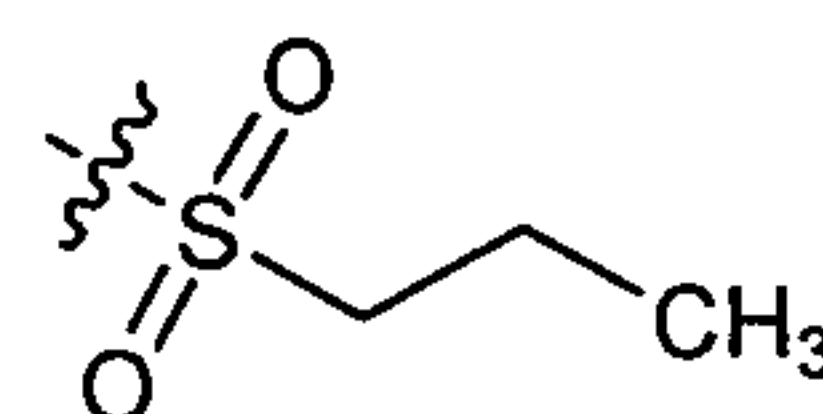
VI-f-i



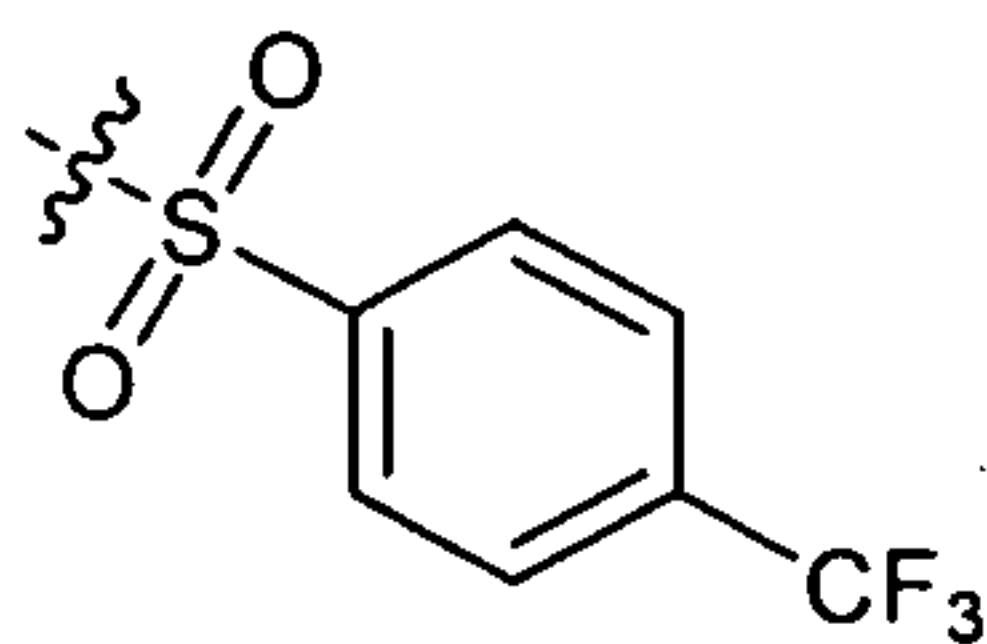
VI-g-i



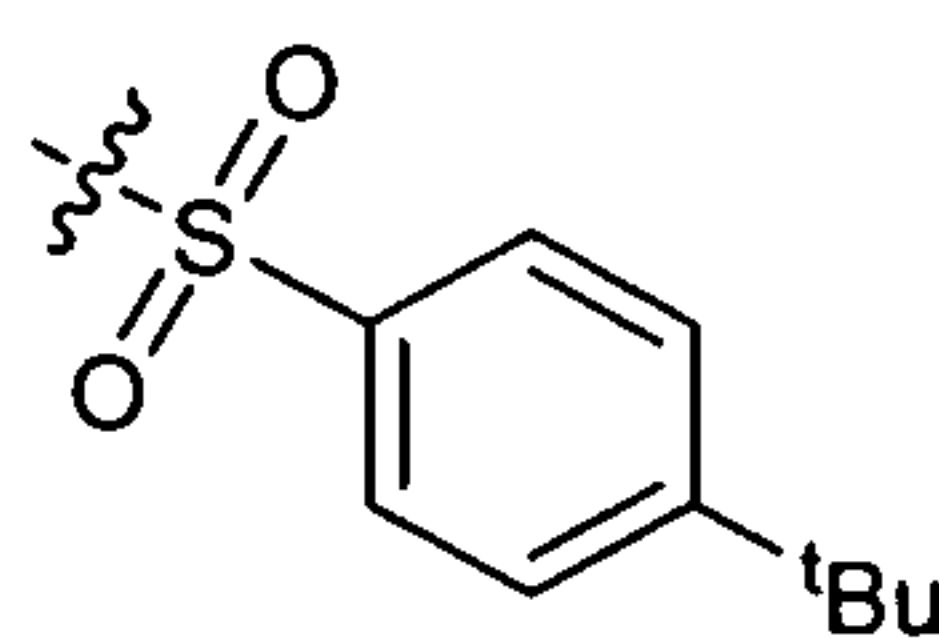
VI-h-i



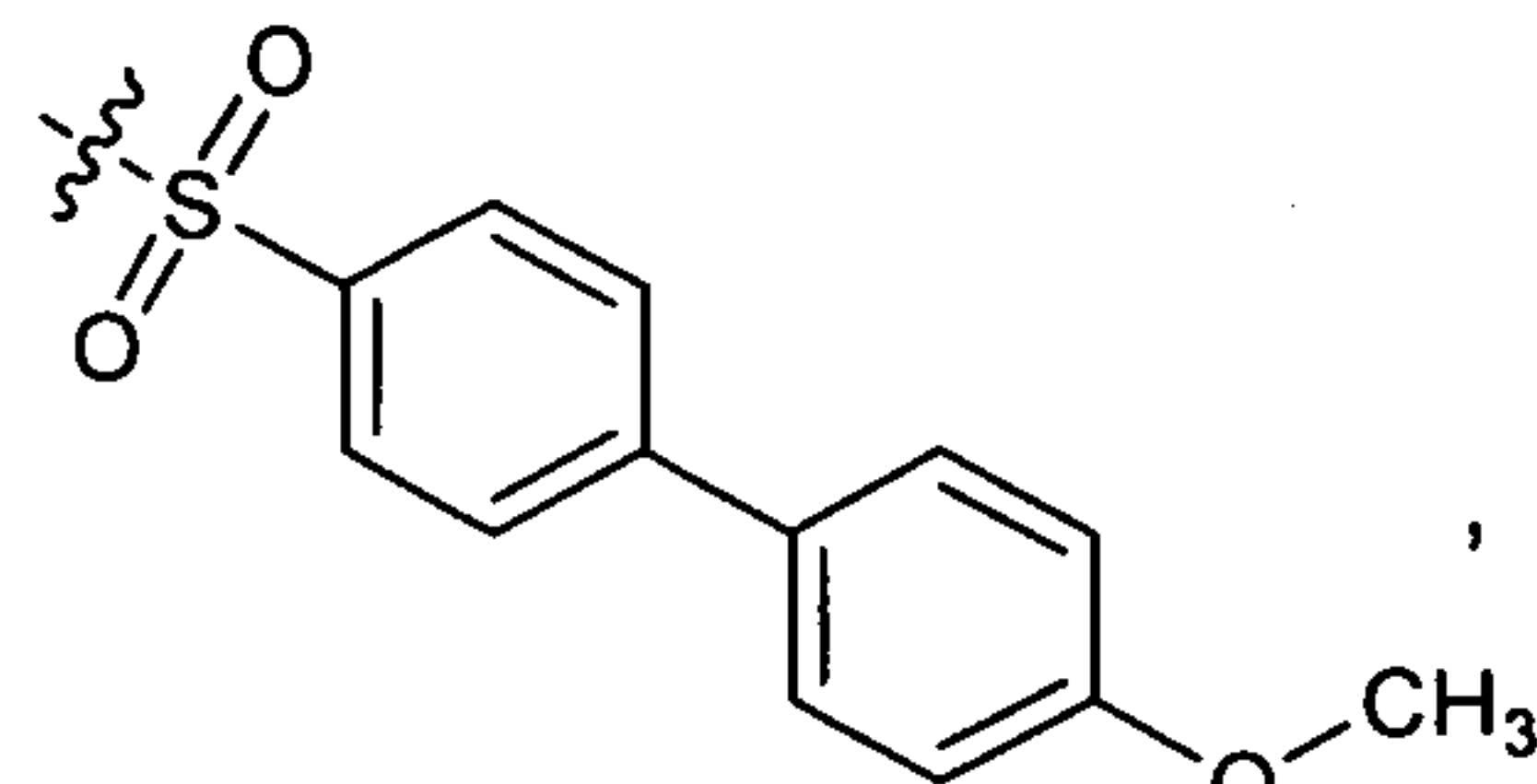
VI-i-i



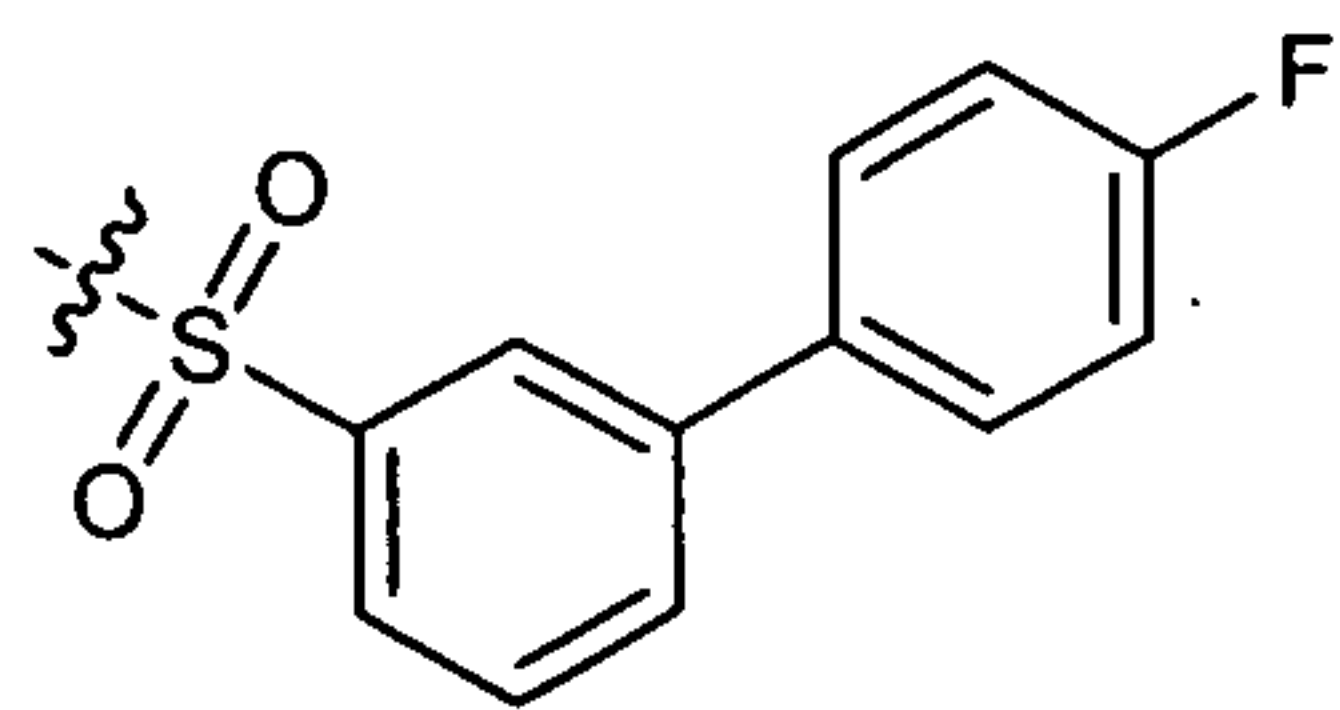
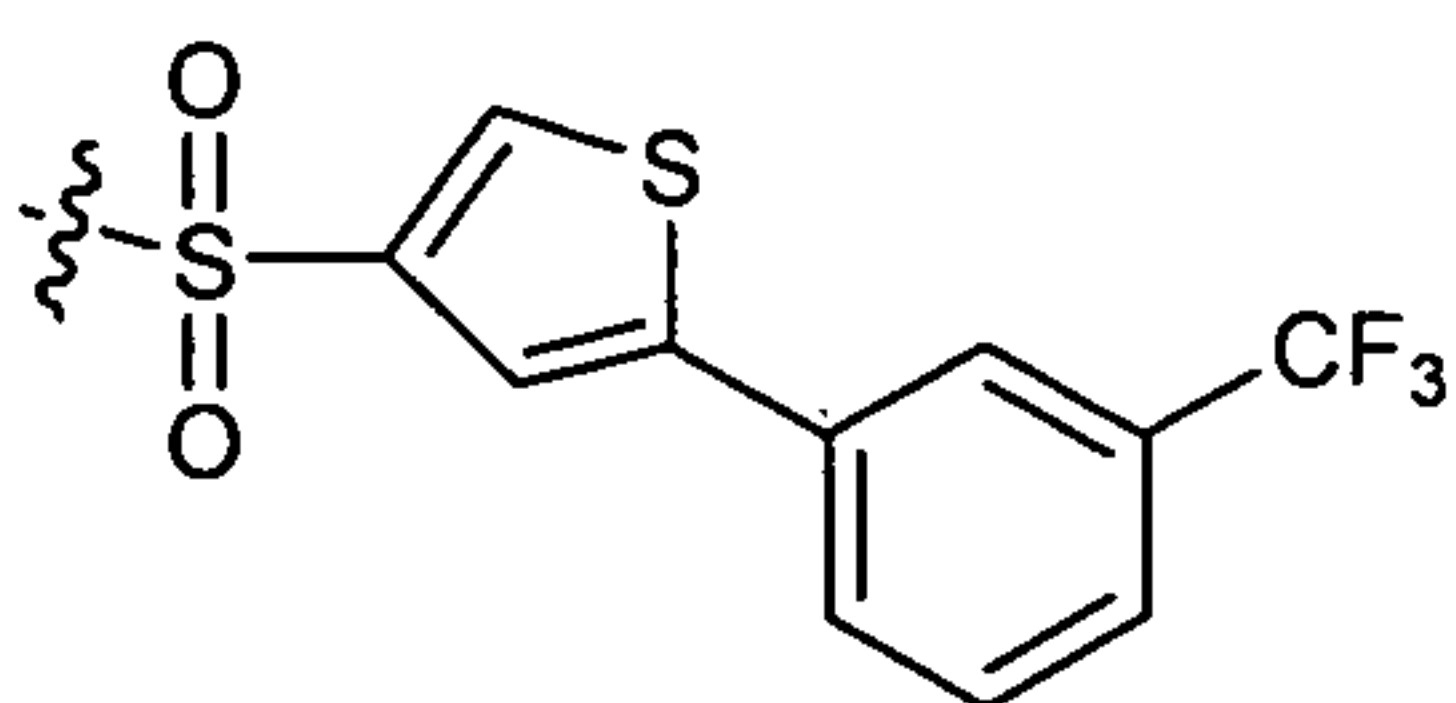
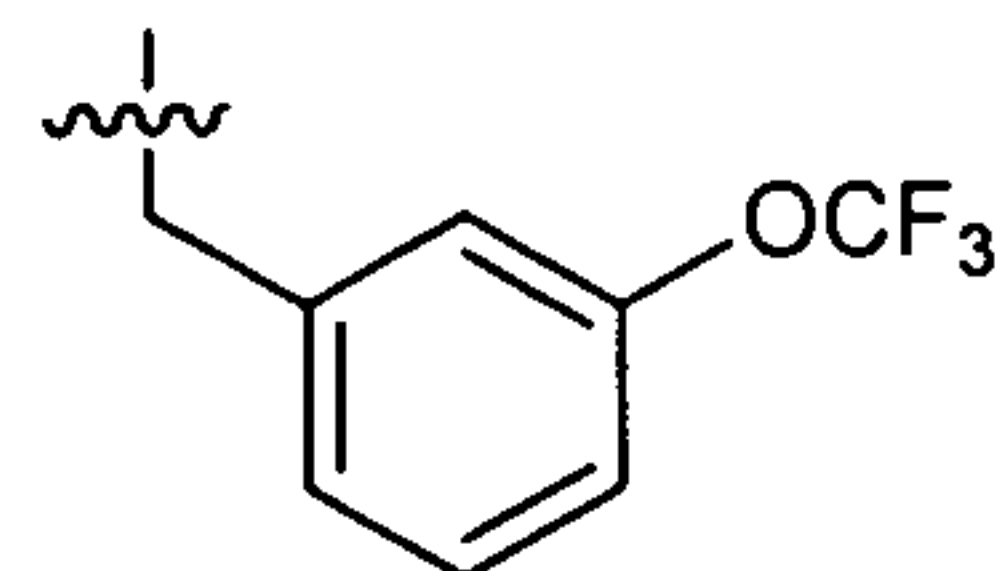
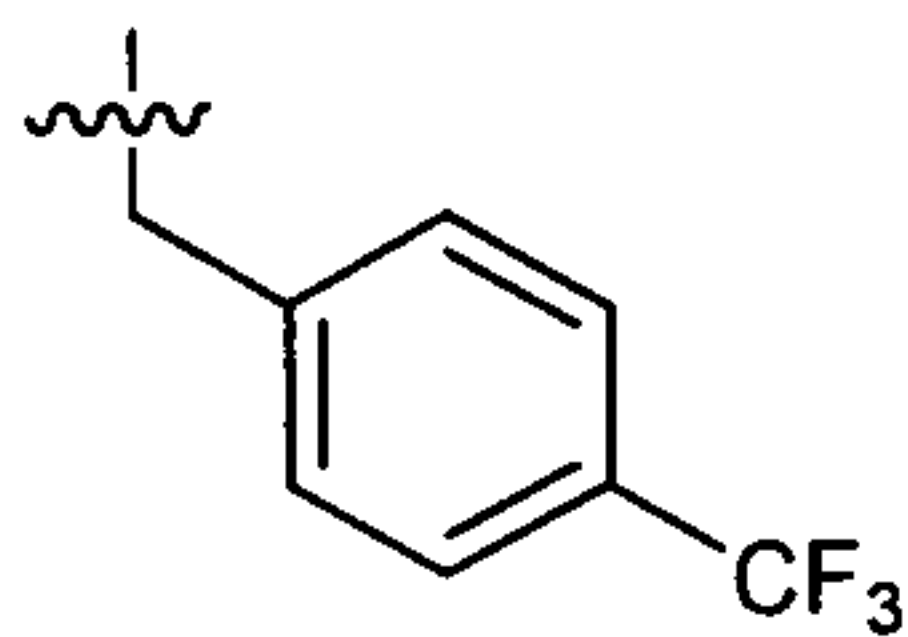
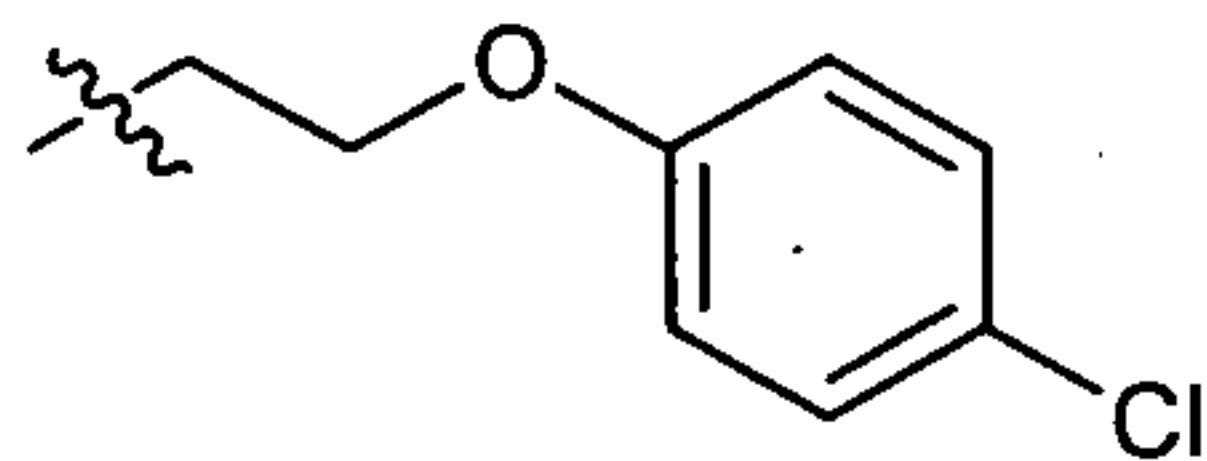
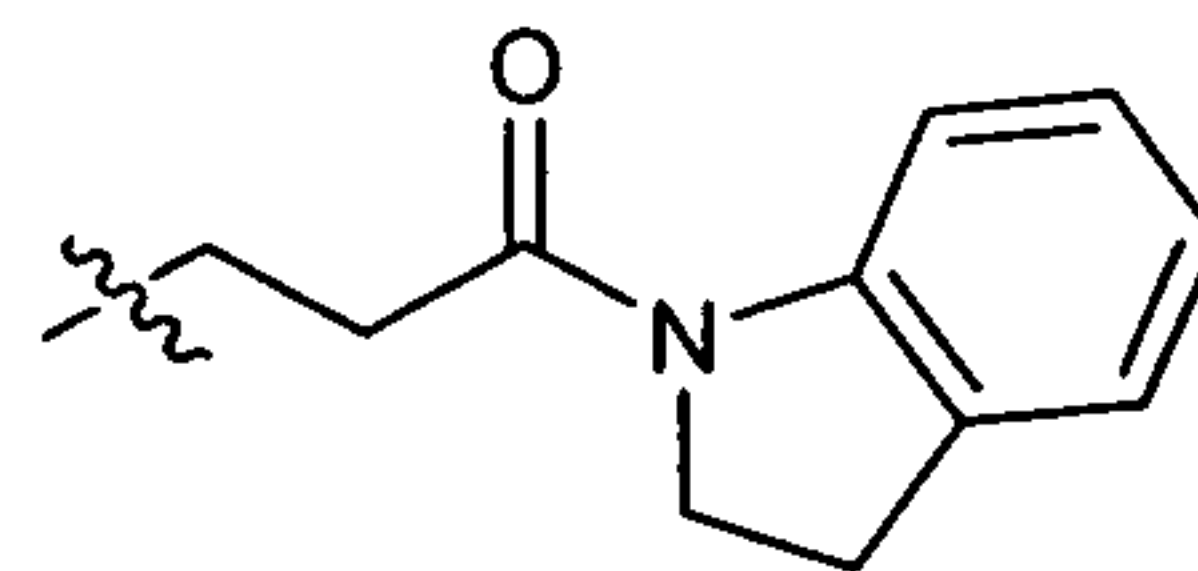
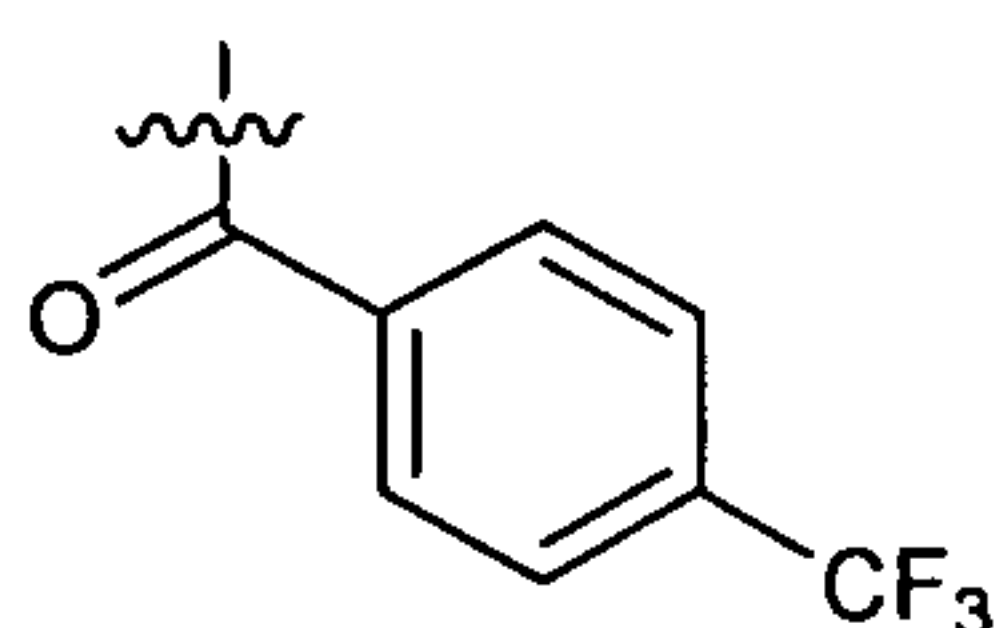
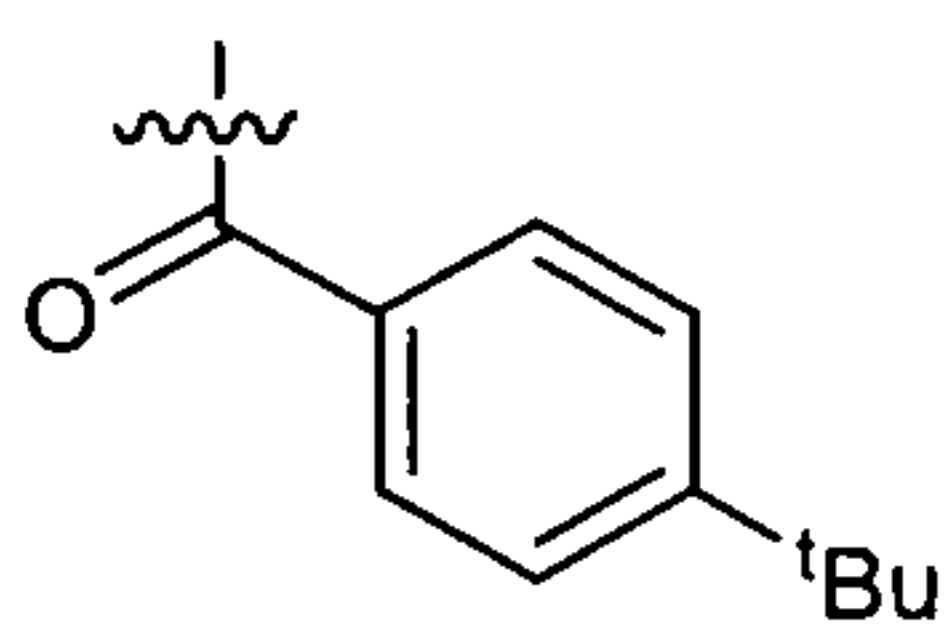
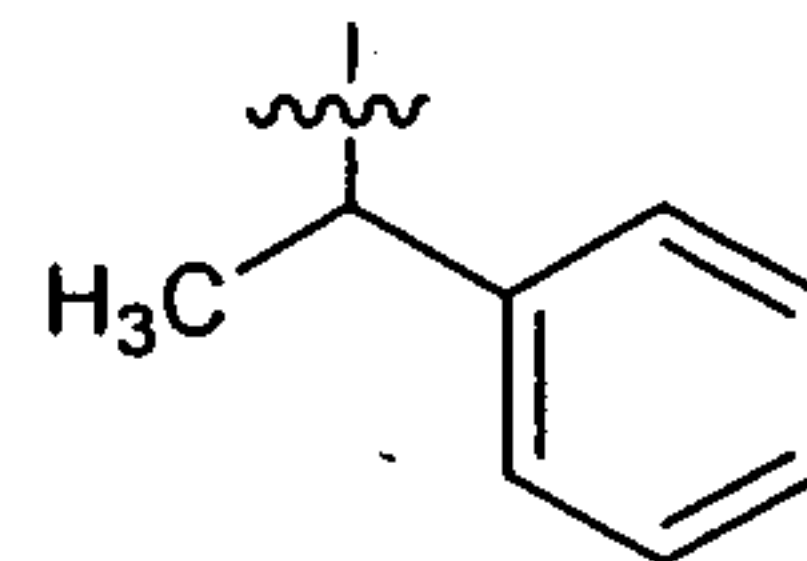
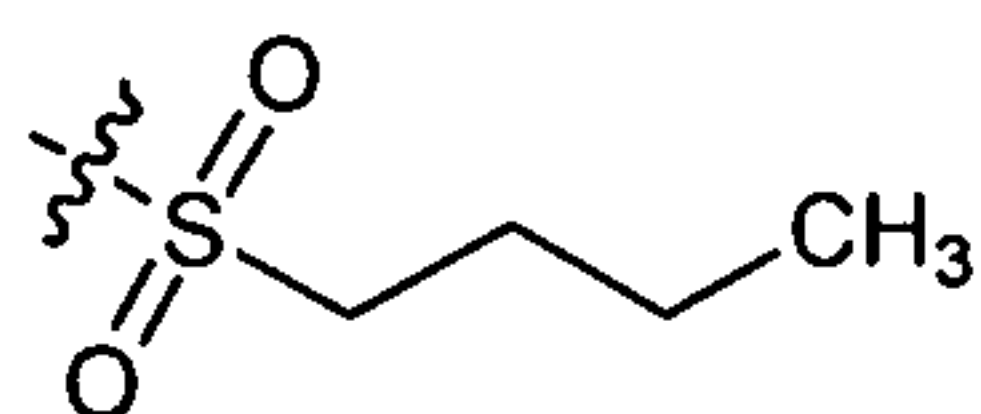
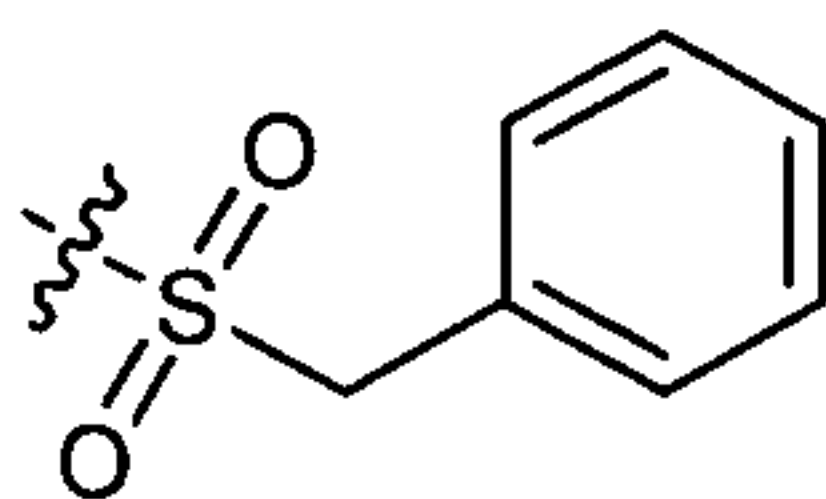
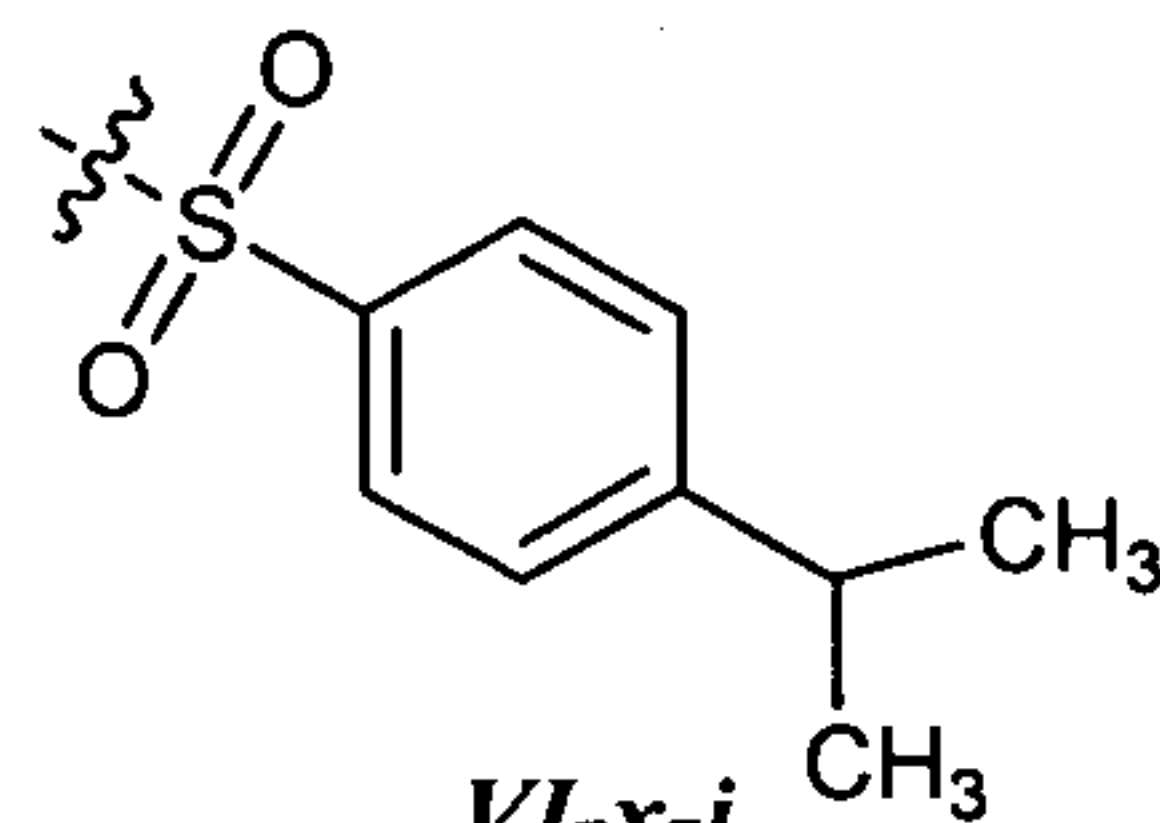
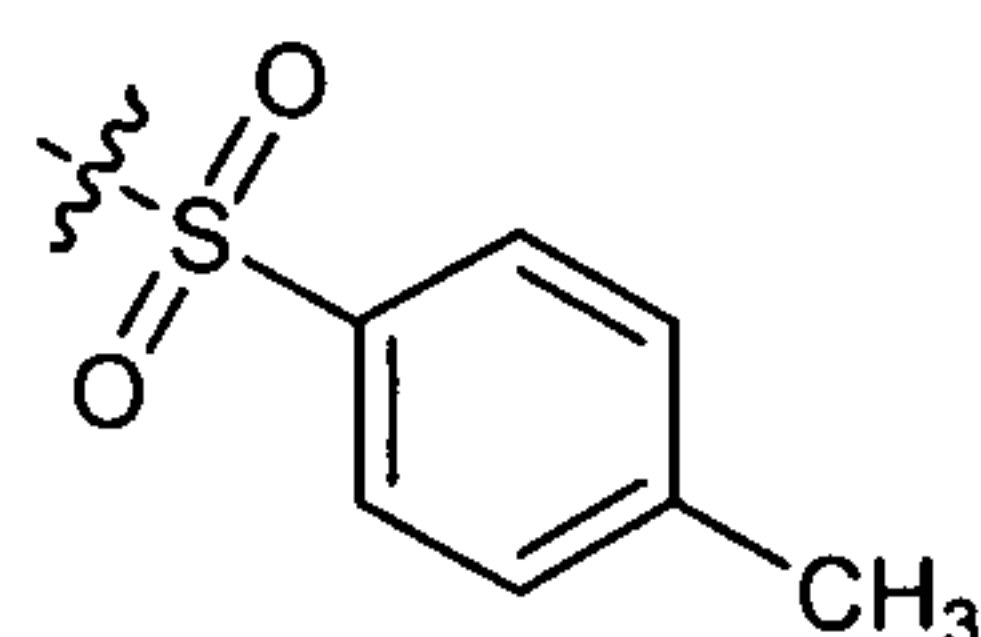
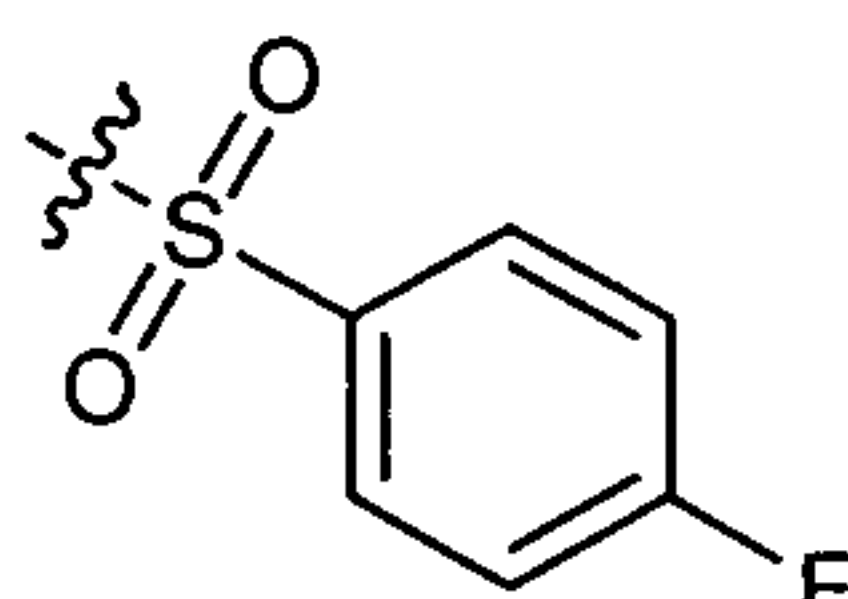
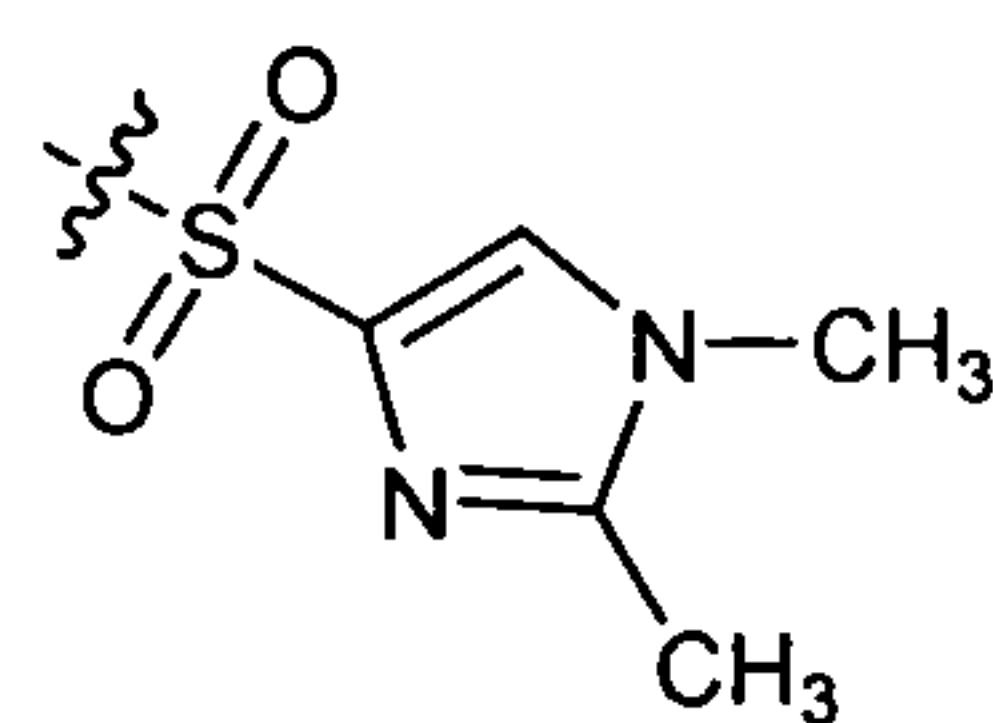
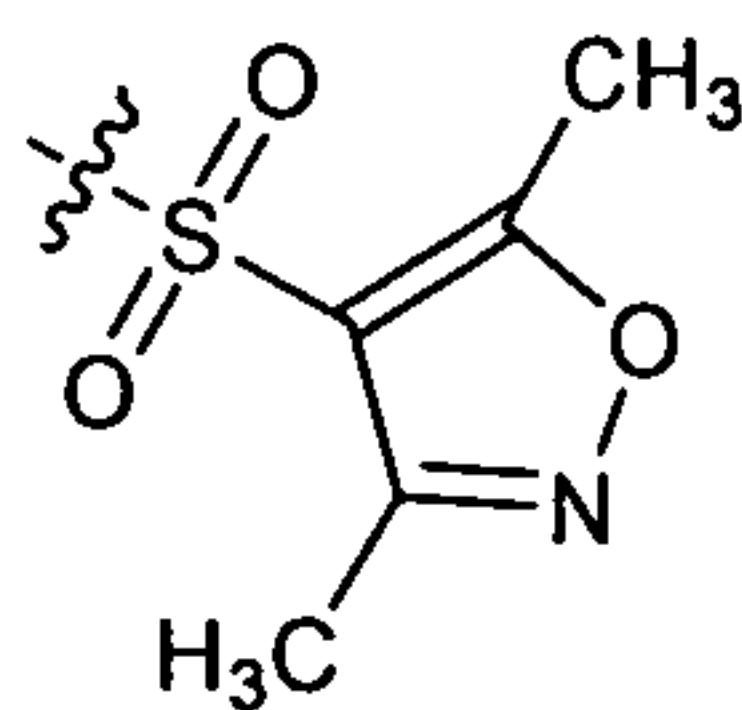
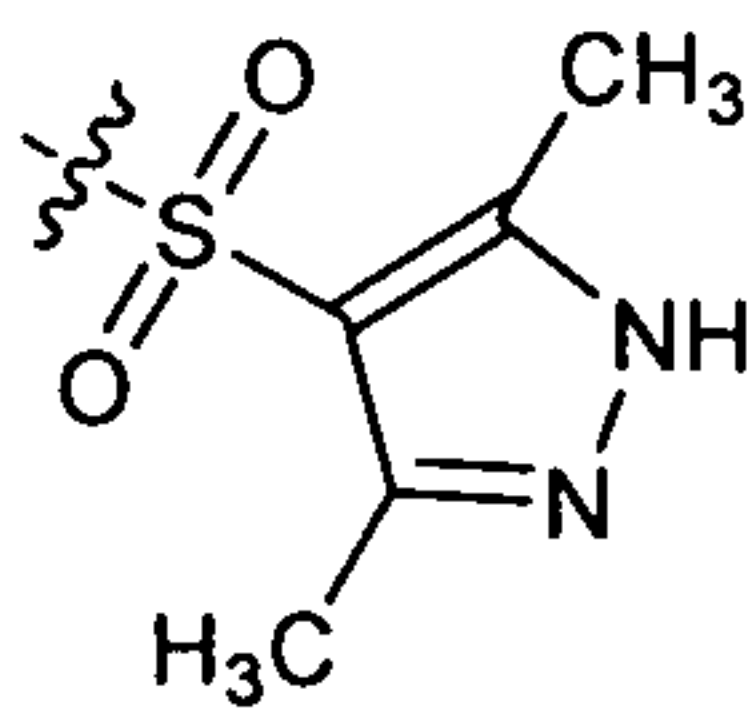
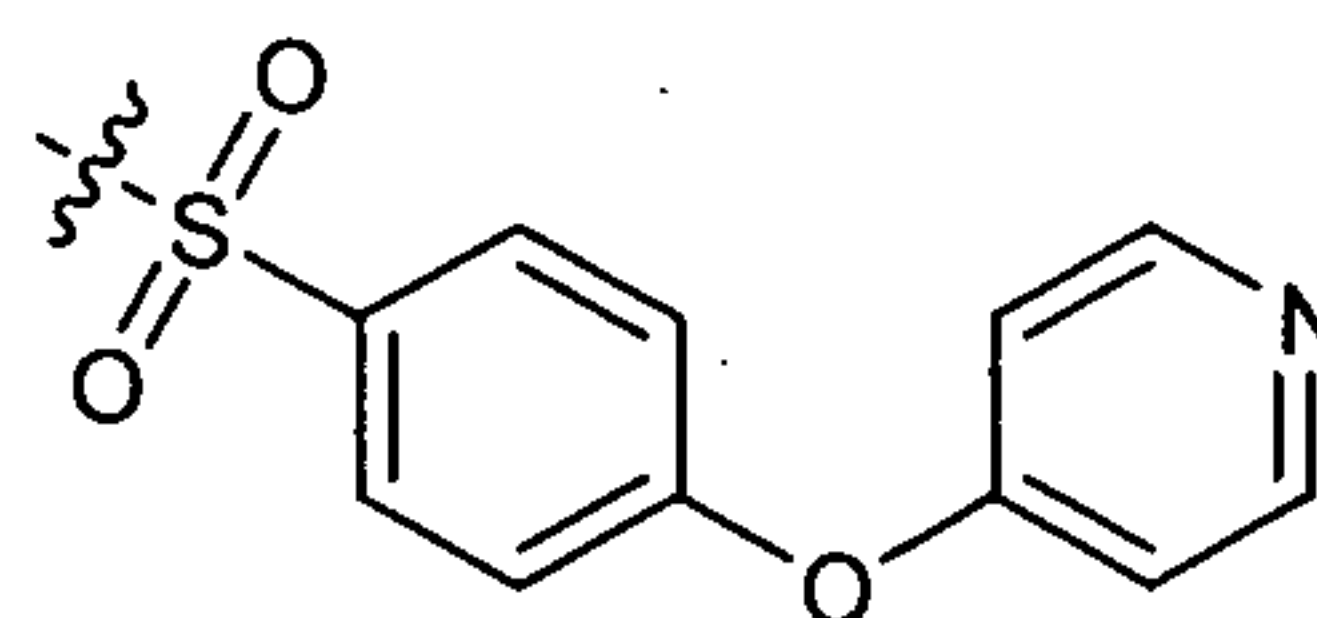
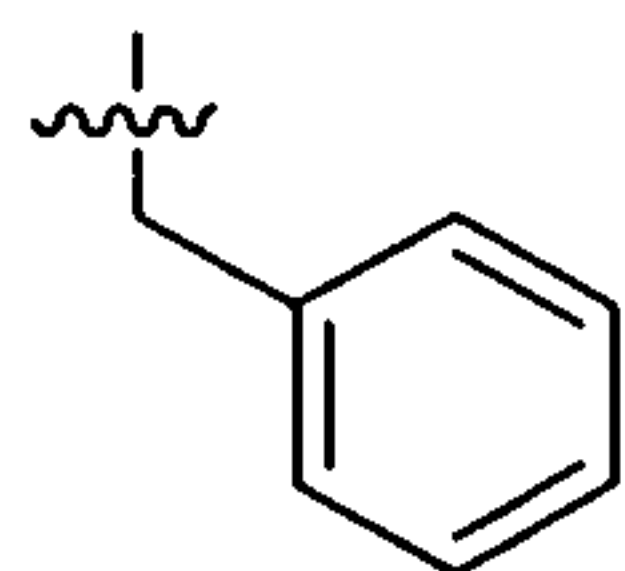
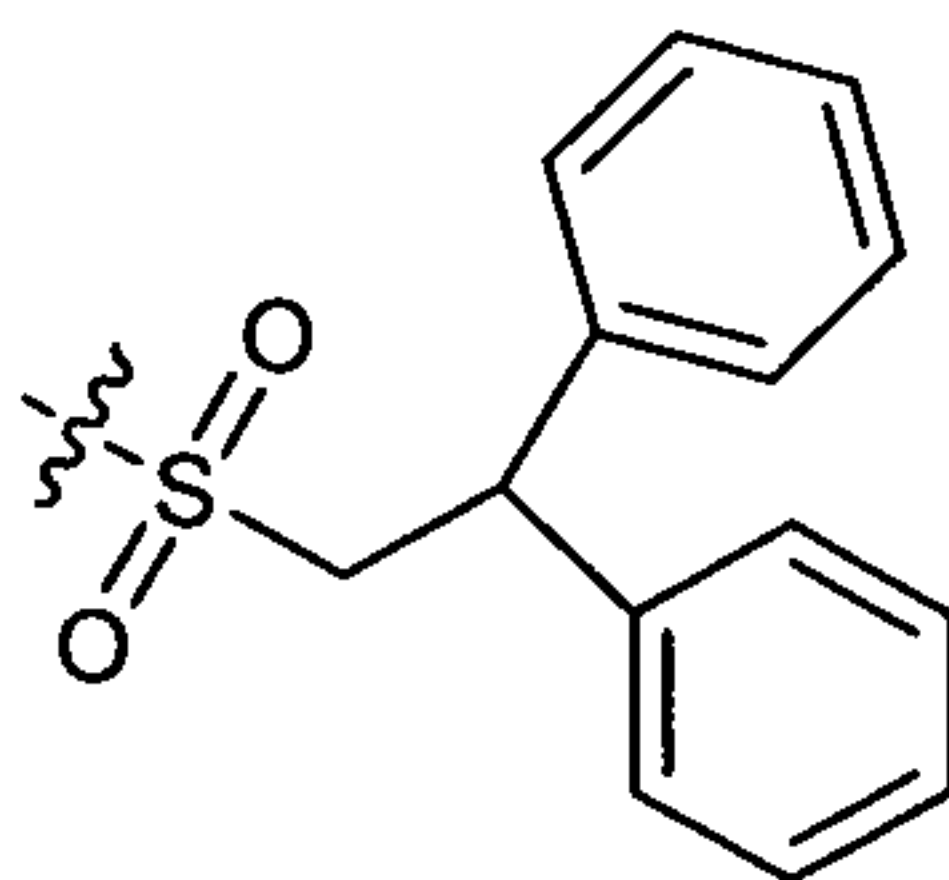
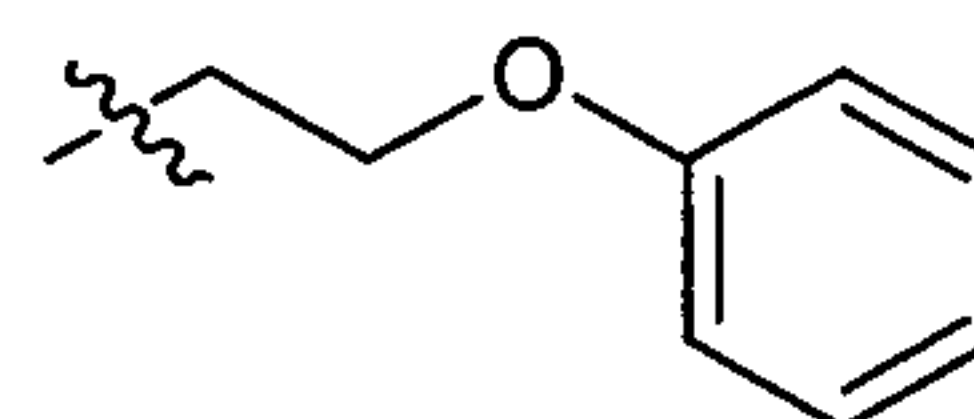
VI-j-i

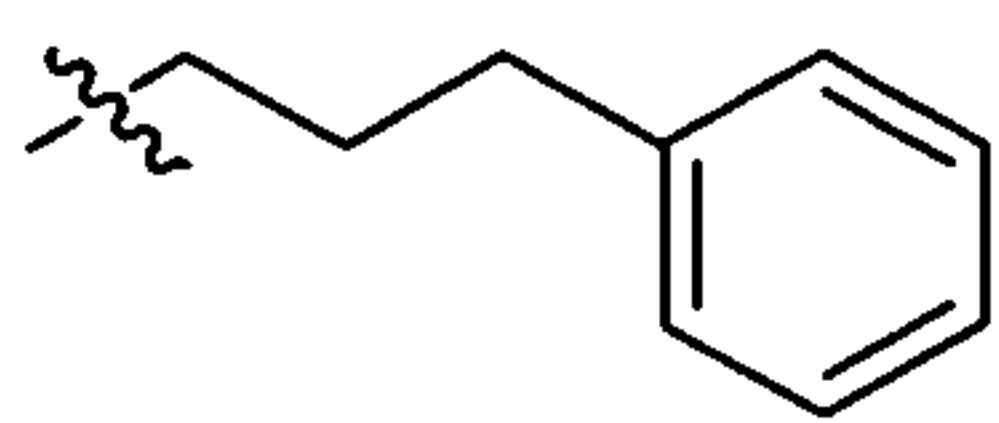
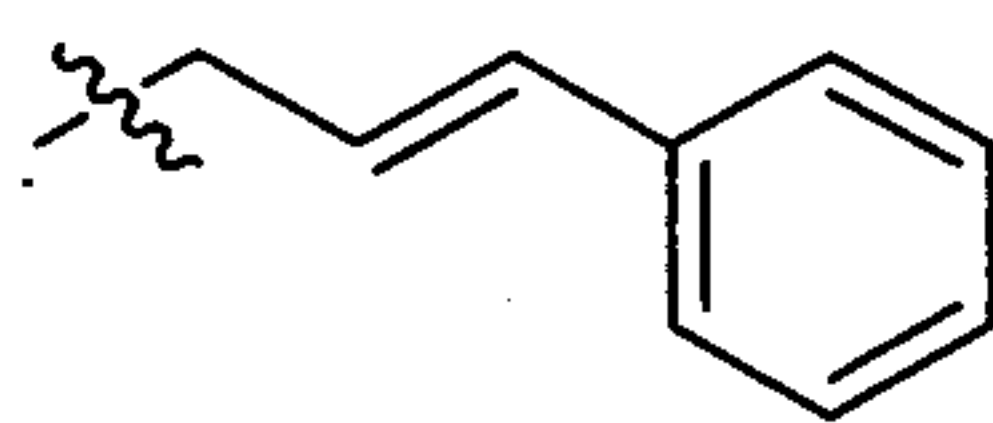
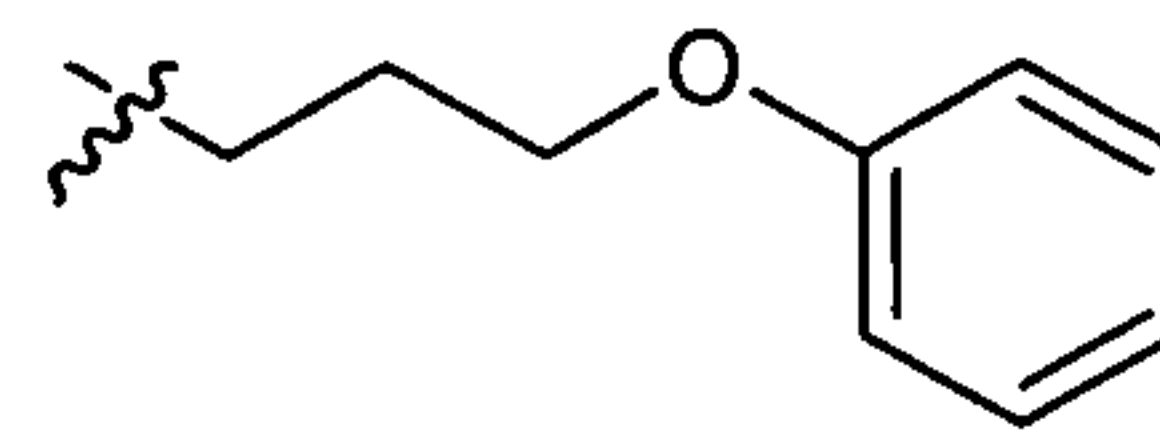
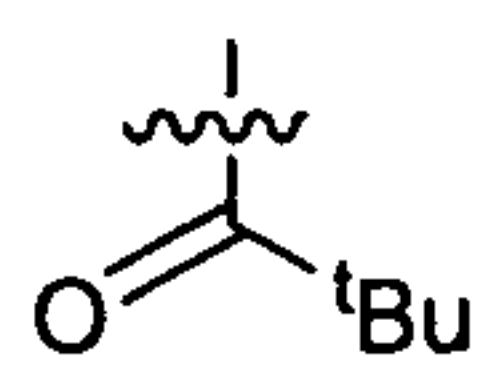
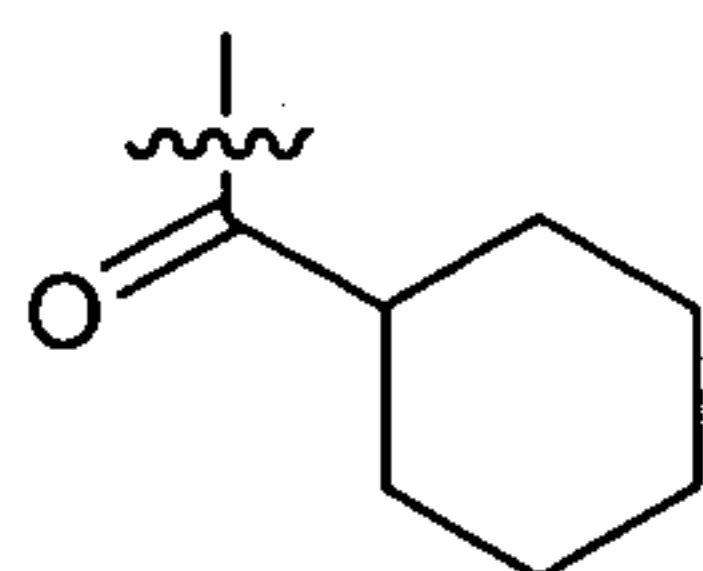
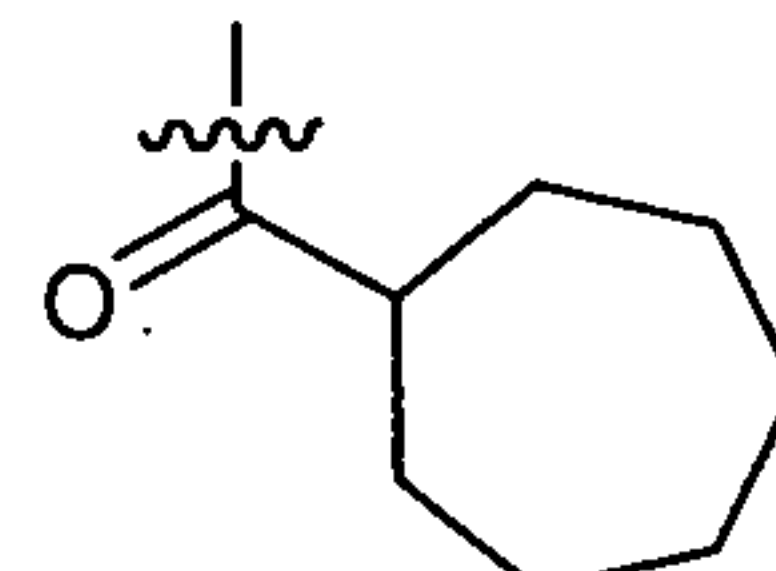
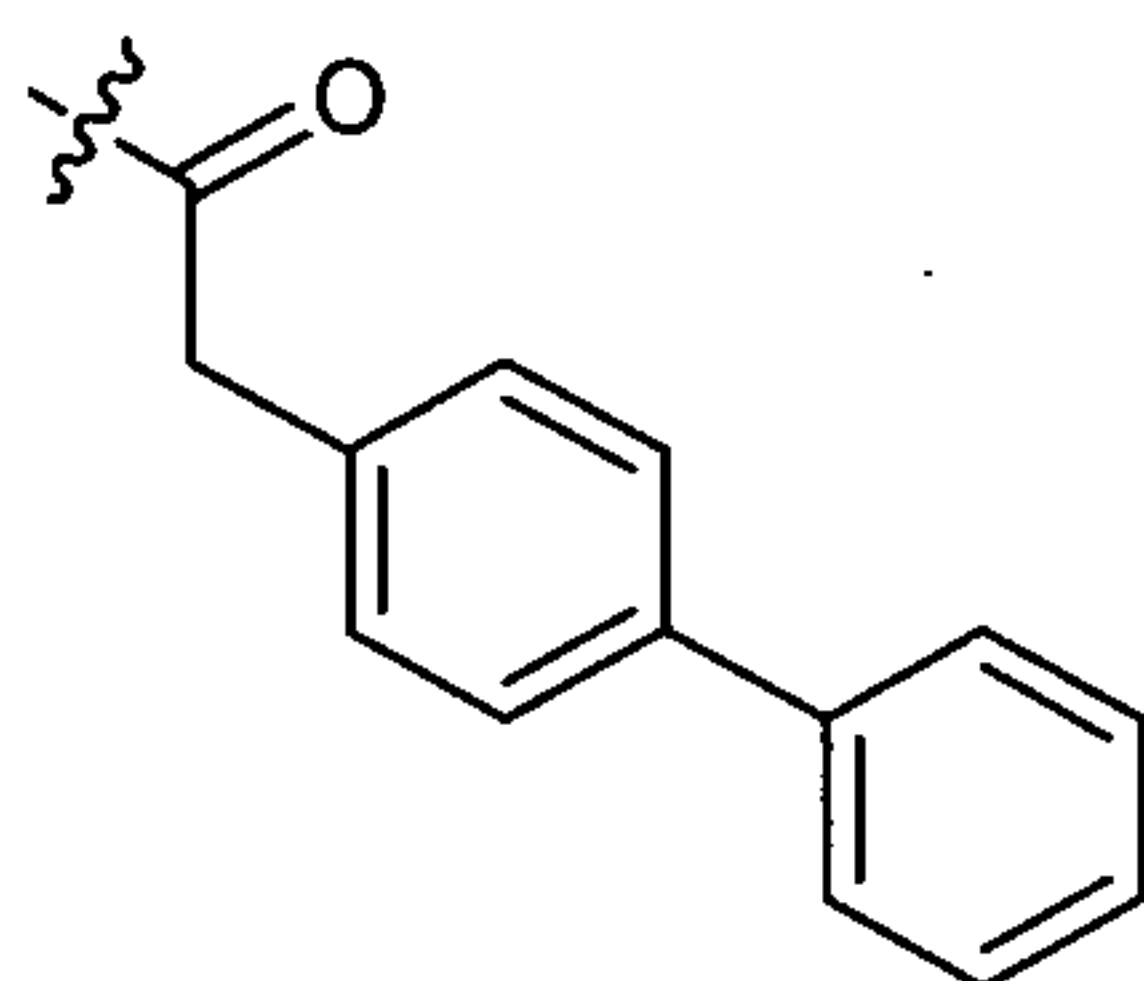
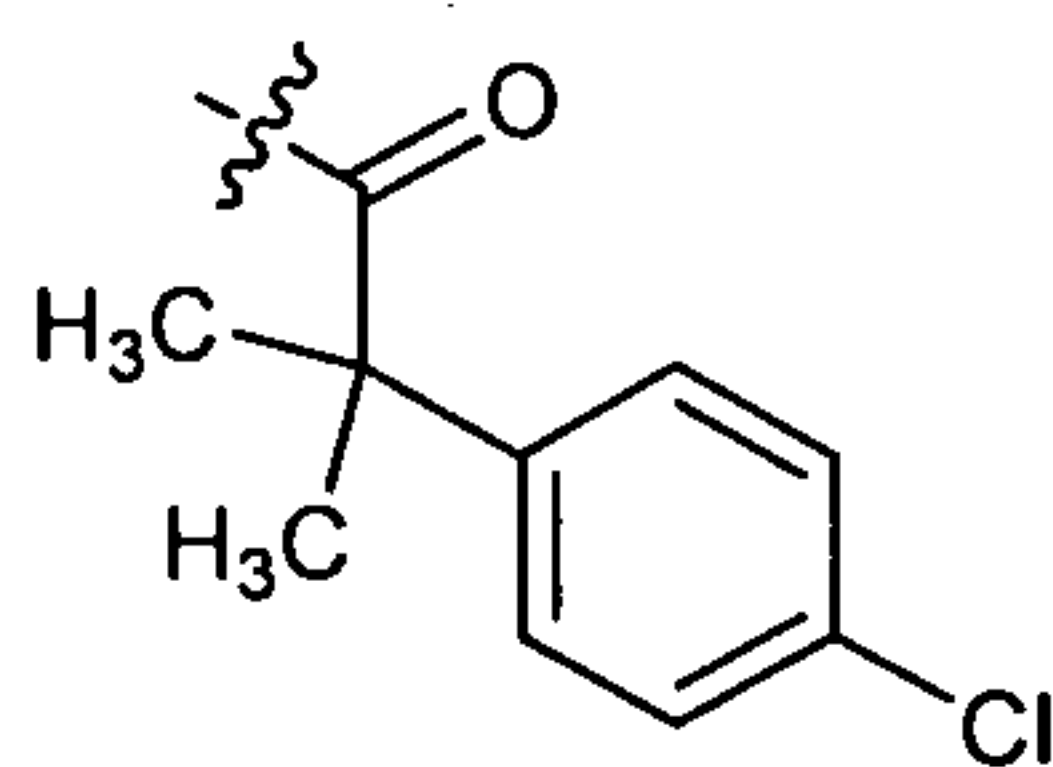
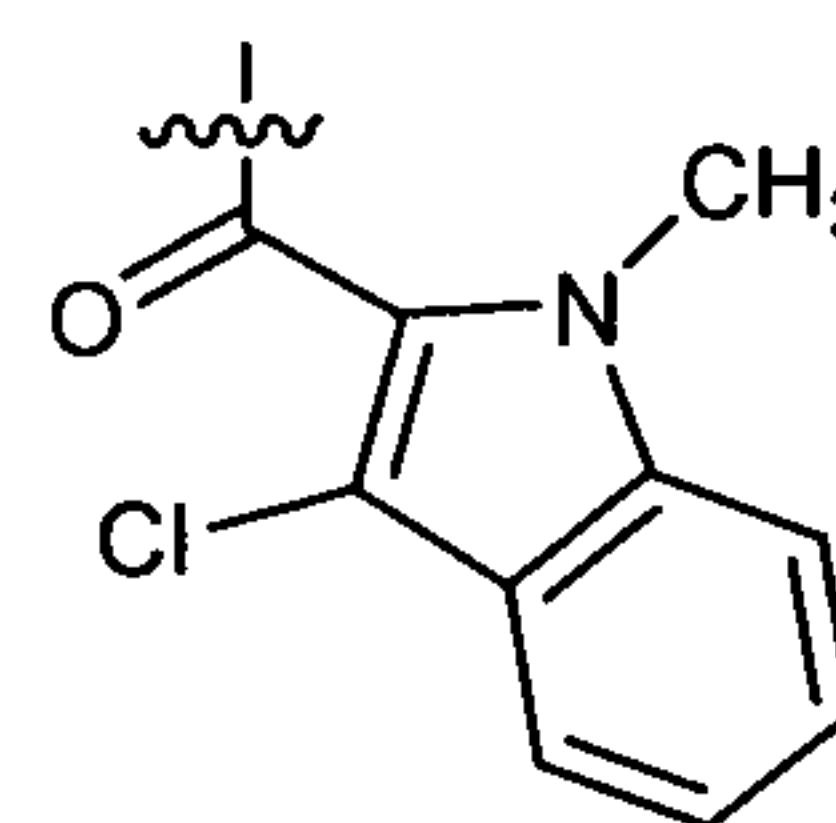
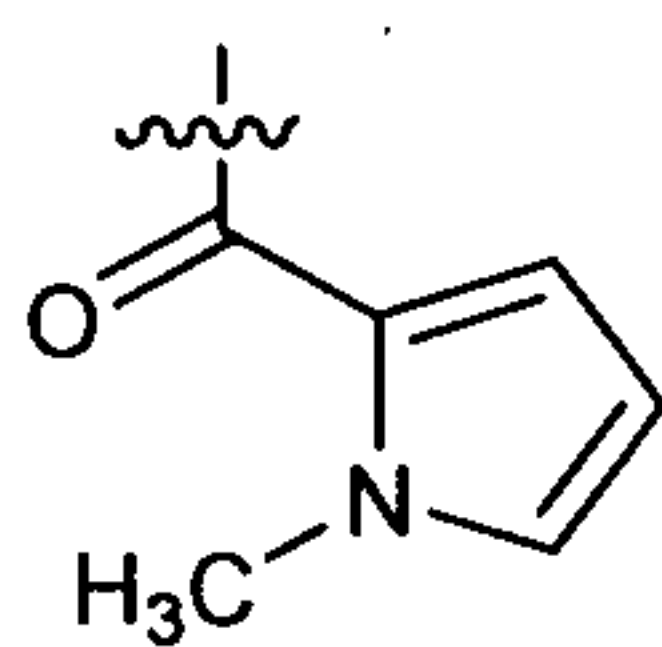
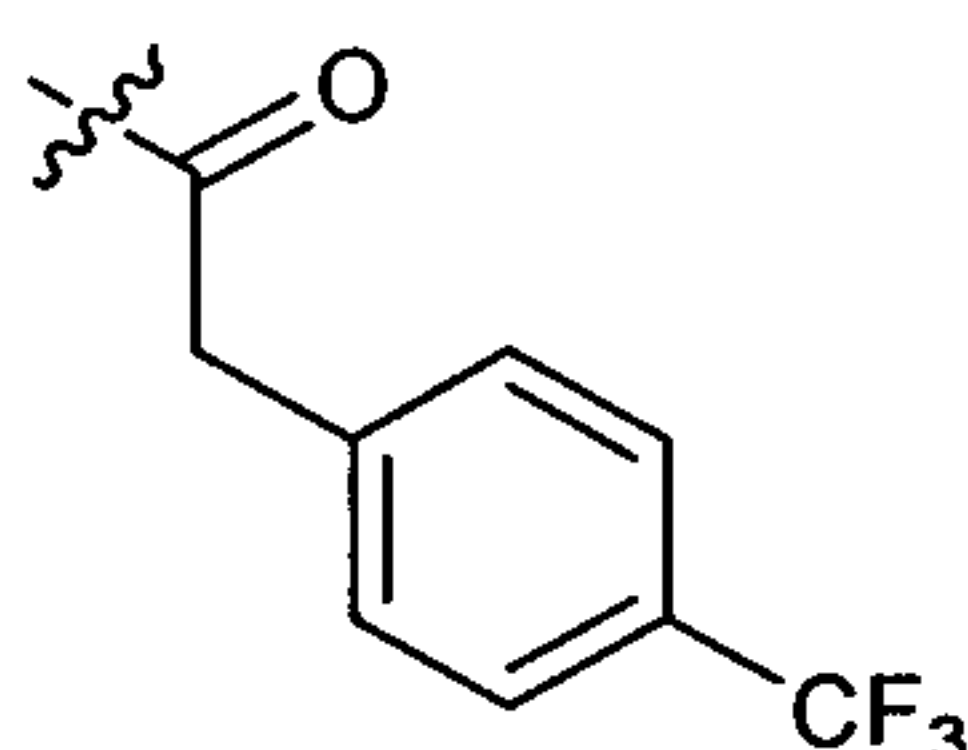
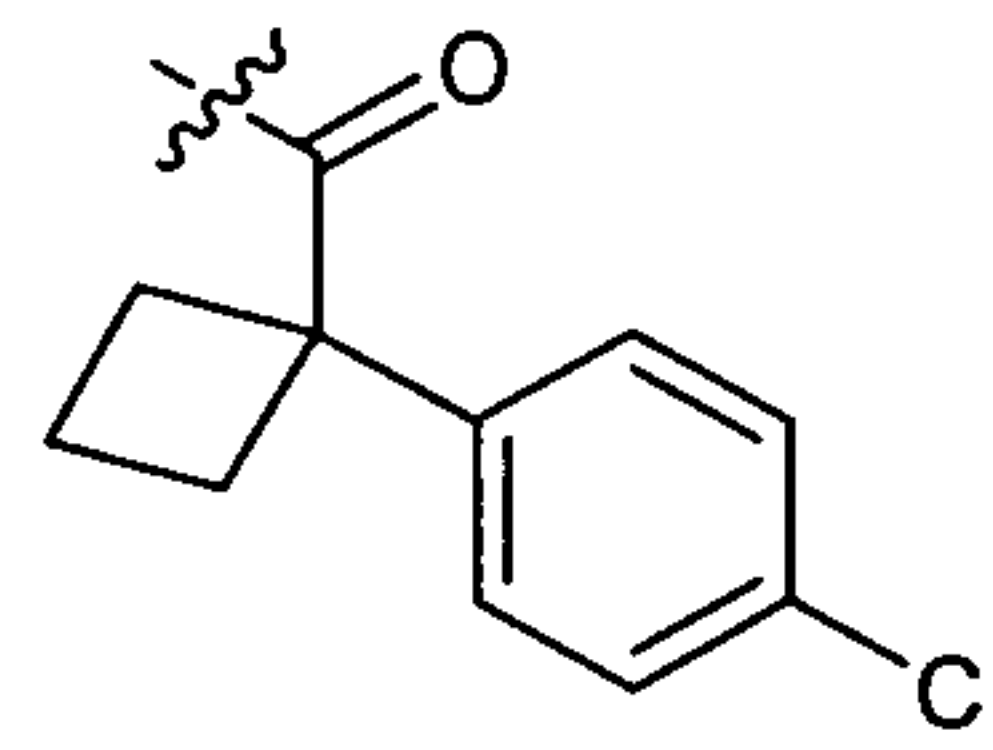
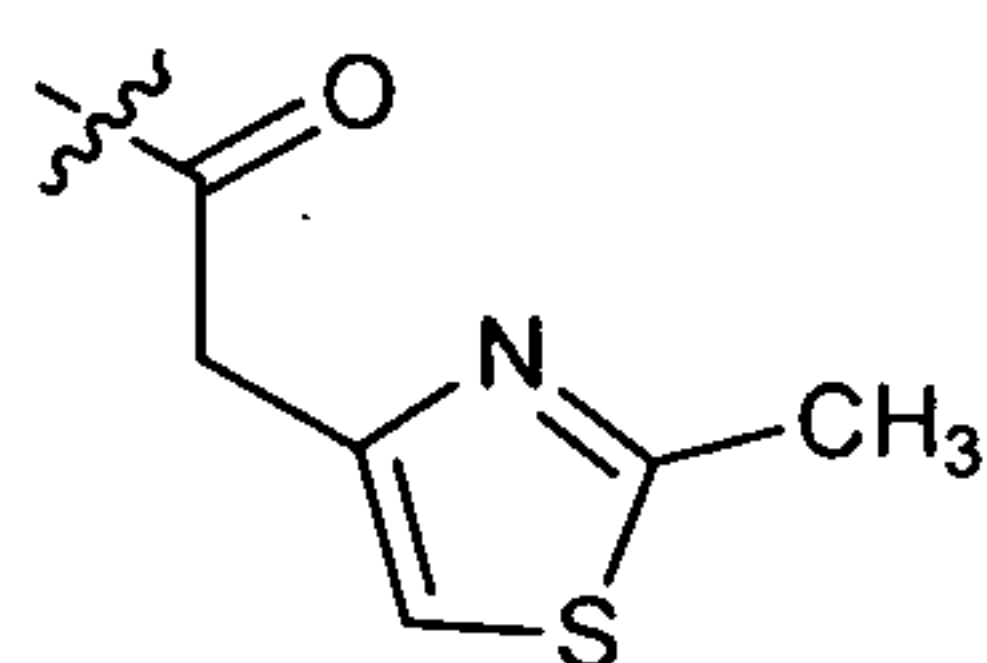
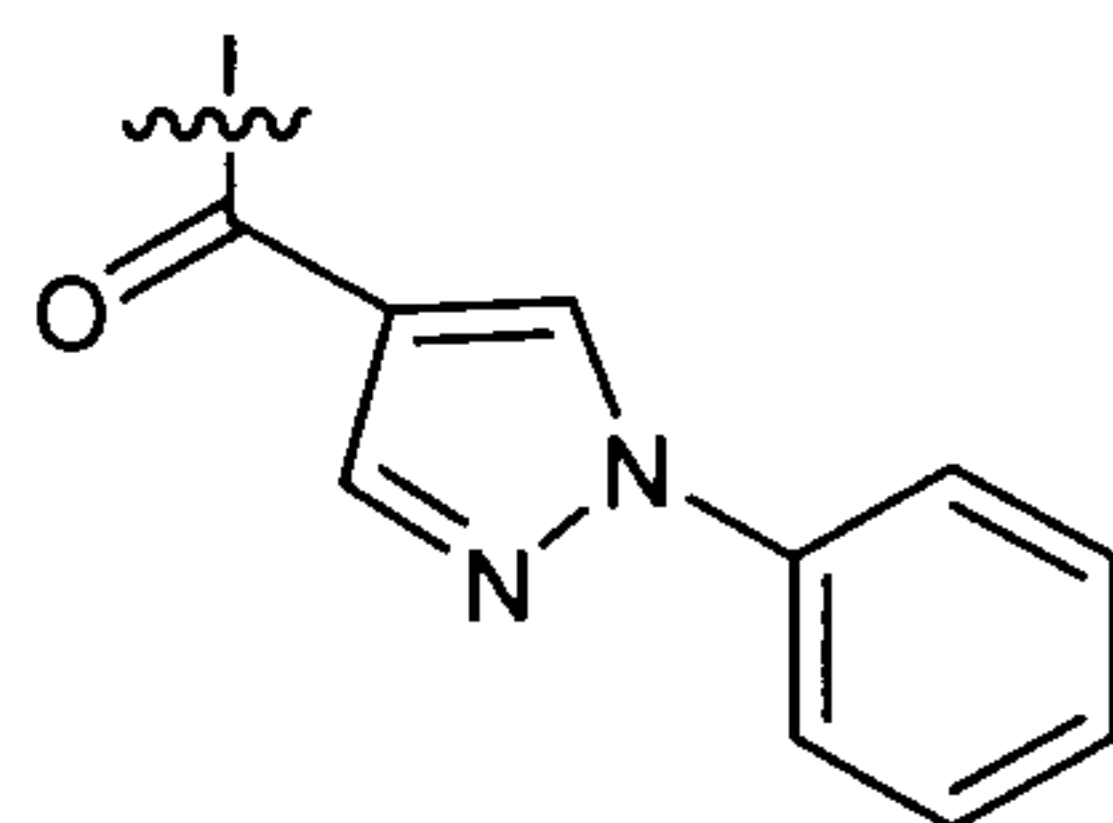
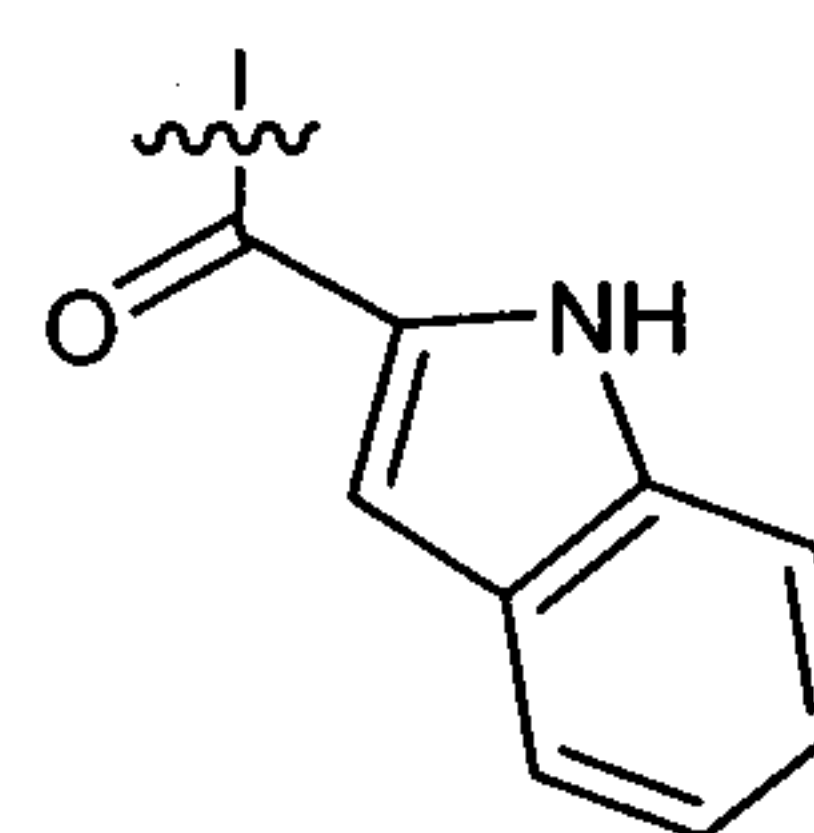
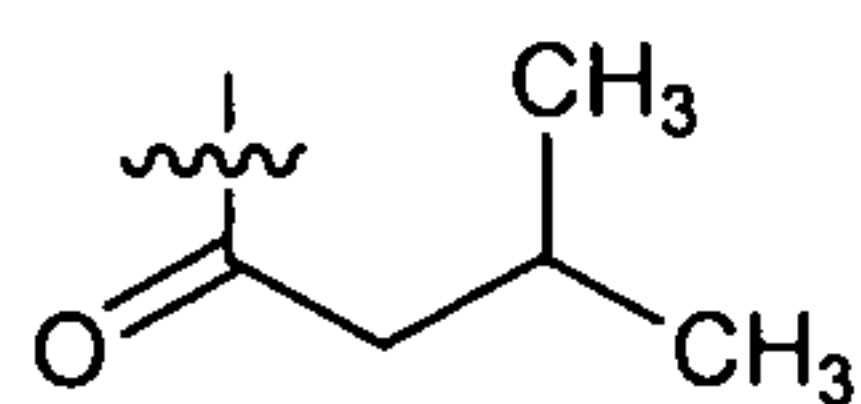
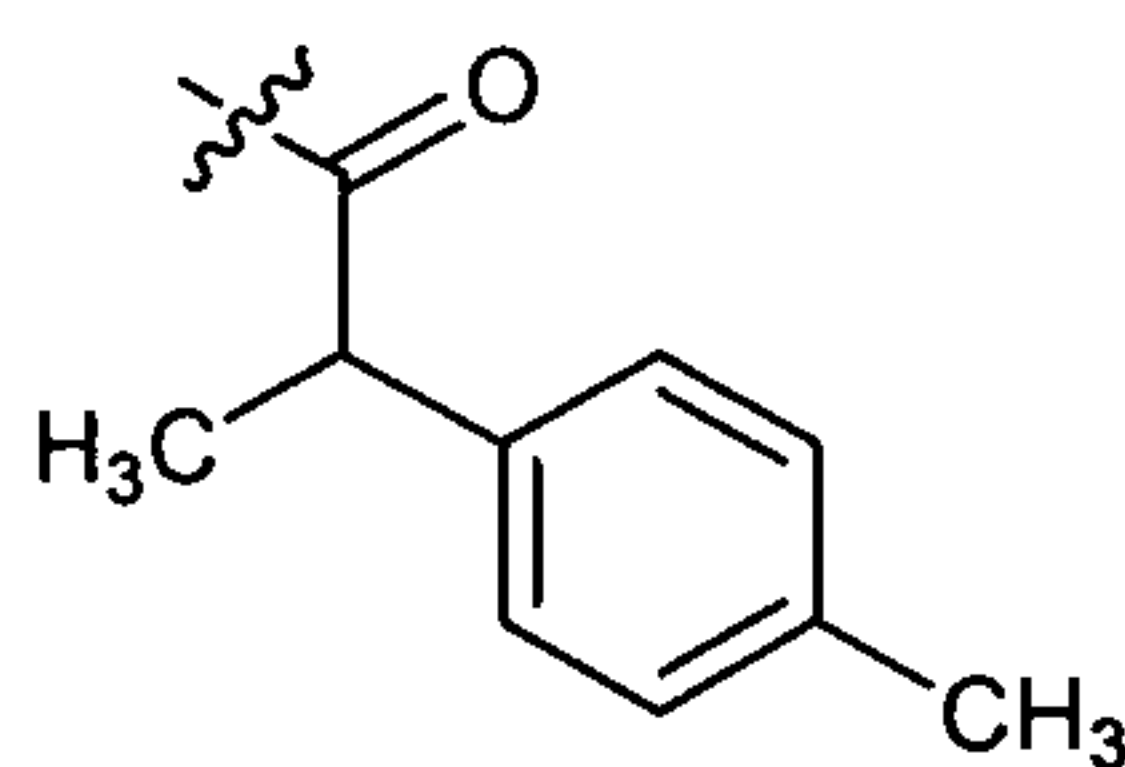
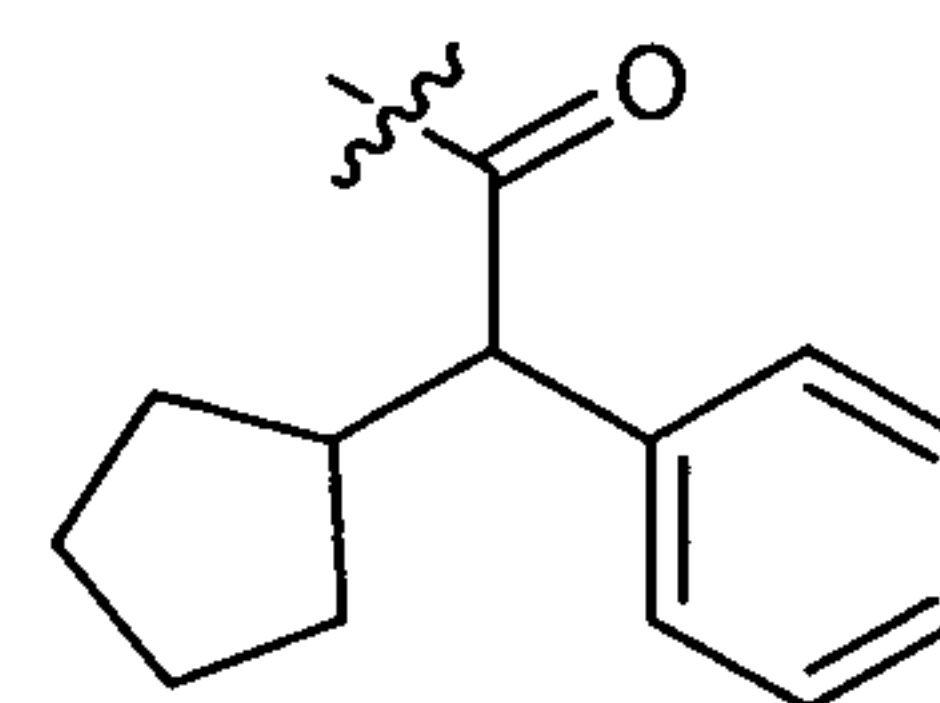
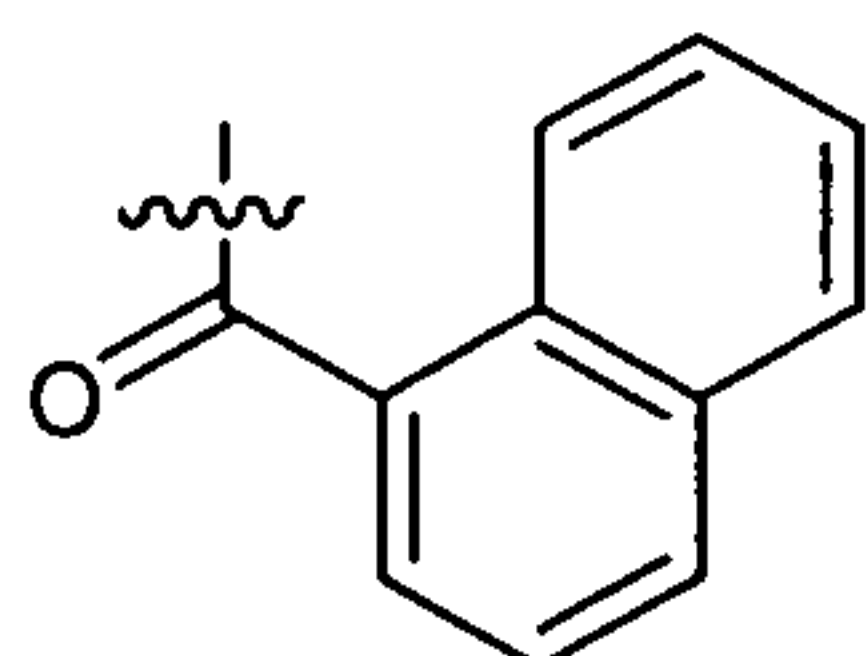
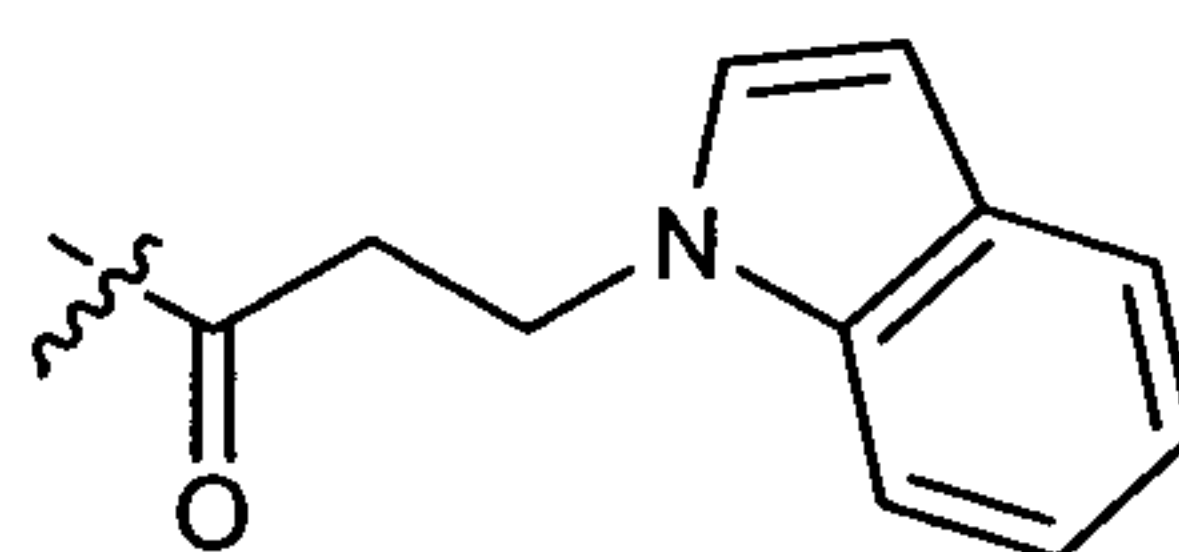
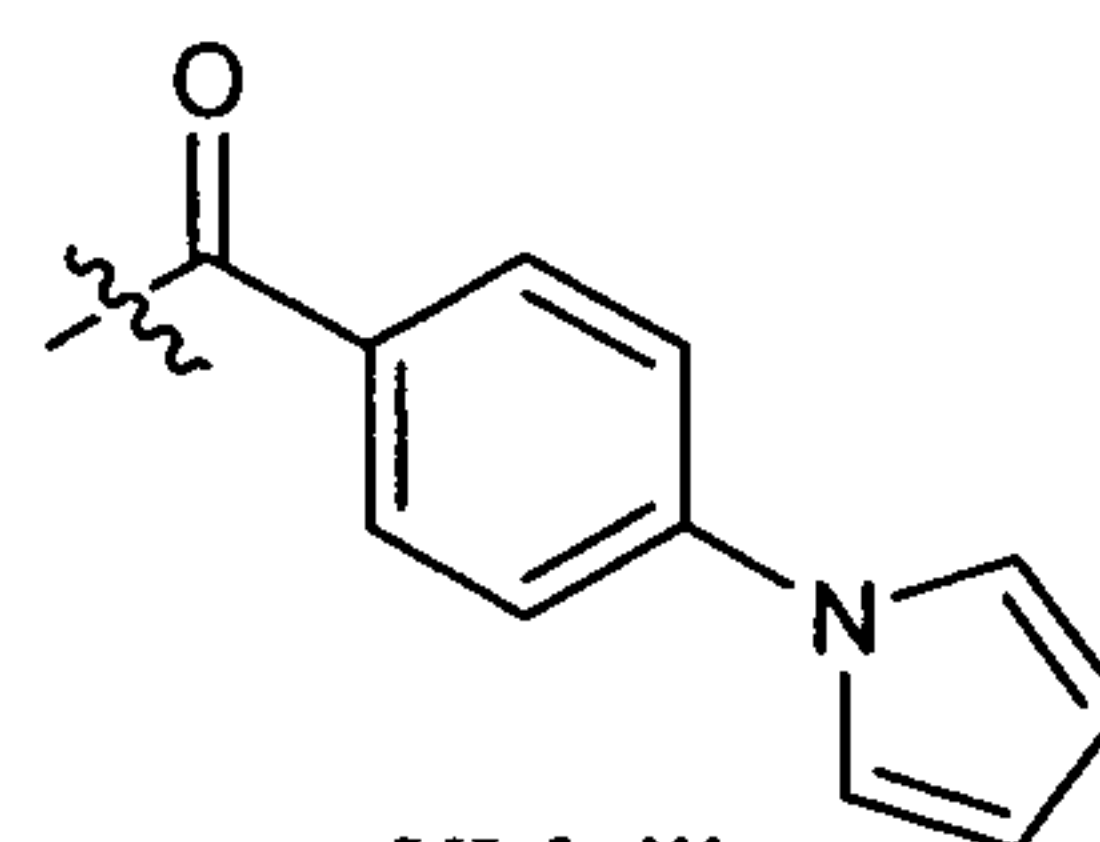


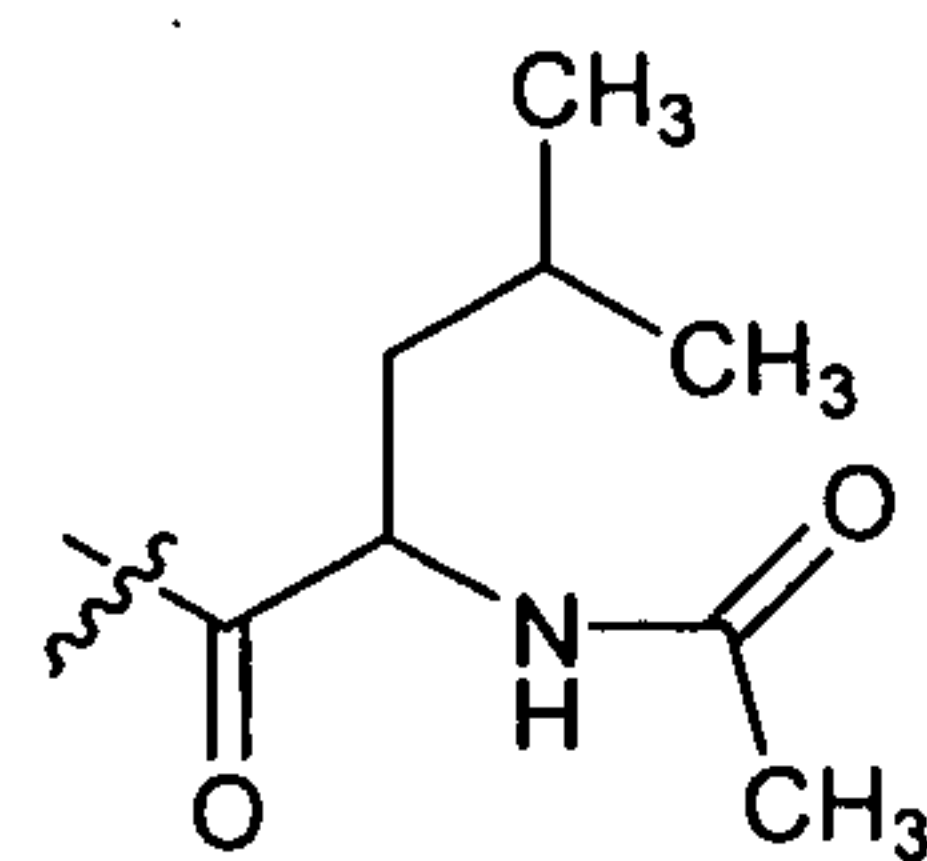
VI-k-i



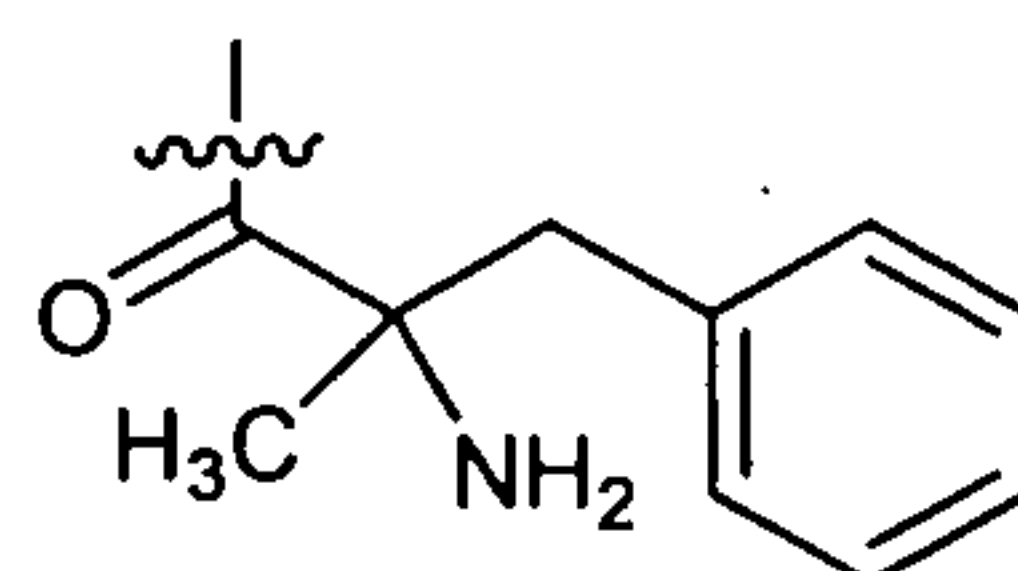
VI-l-i

*VI-m-i**VI-n-i**VI-o-i**VI-p-i**VI-q-i**VI-r-i**VI-s-i**VI-t-i**VI-u-i**VI-v-i**VI-w-i**VI-x-i**VI-y-i**VI-z-i**VI-a-ii**VI-b-ii**VI-c-ii**VI-d-ii**VI-e-ii**VI-f-ii**VI-g-ii*

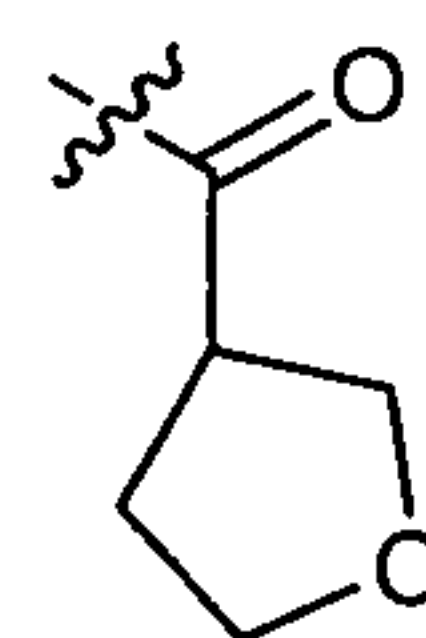
*VI-h-ii**VI-i-ii**VI-j-ii**VI-k-ii**VI-l-ii**VI-m-ii**VI-n-ii**VI-o-ii**VI-p-ii**VI-q-ii**VI-r-ii**VI-s-ii**VI-t-ii**VI-u-ii**VI-v-ii**VI-w-ii**VI-x-ii**VI-y-ii**VI-z-ii**VI-a-iii**VI-b-iii*



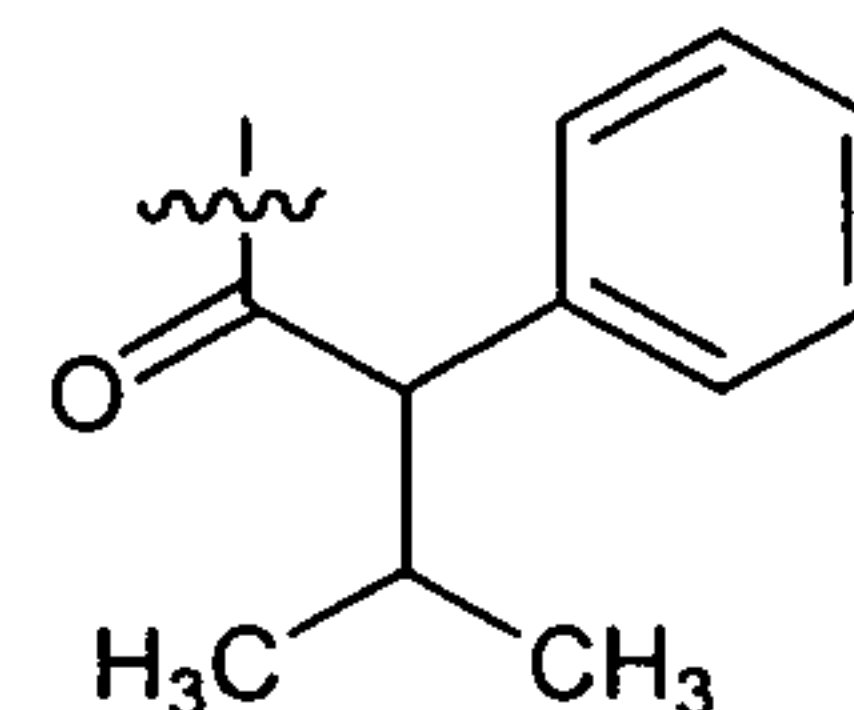
VI-e-iii



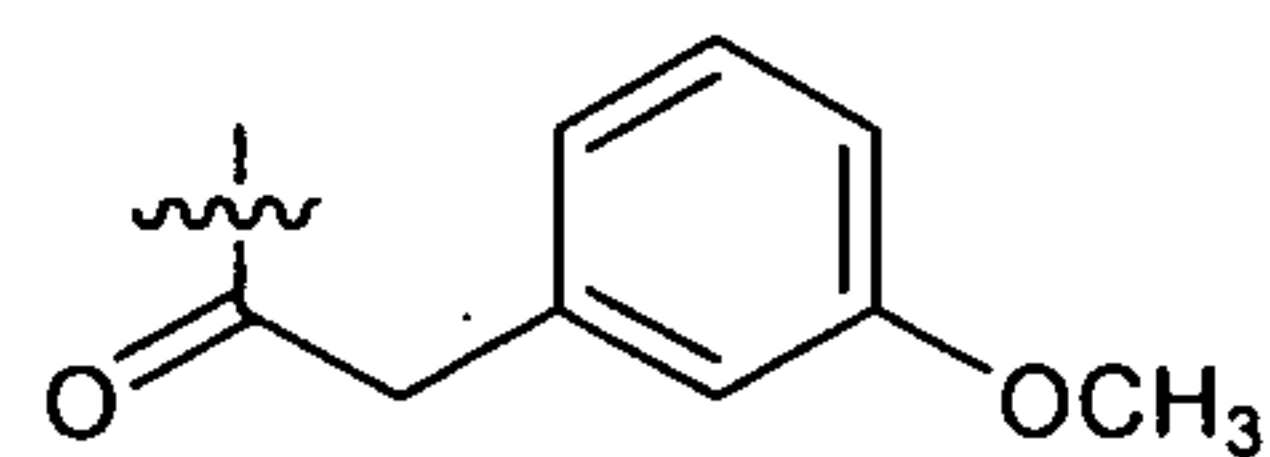
VI-h-iii



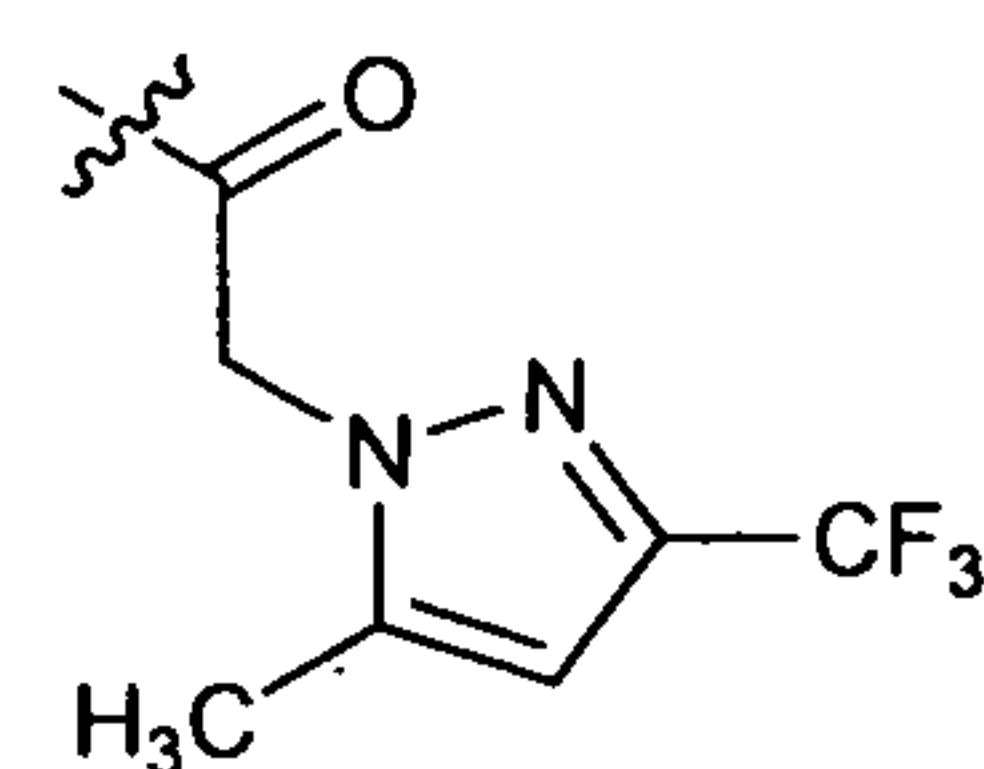
VI-k-iii



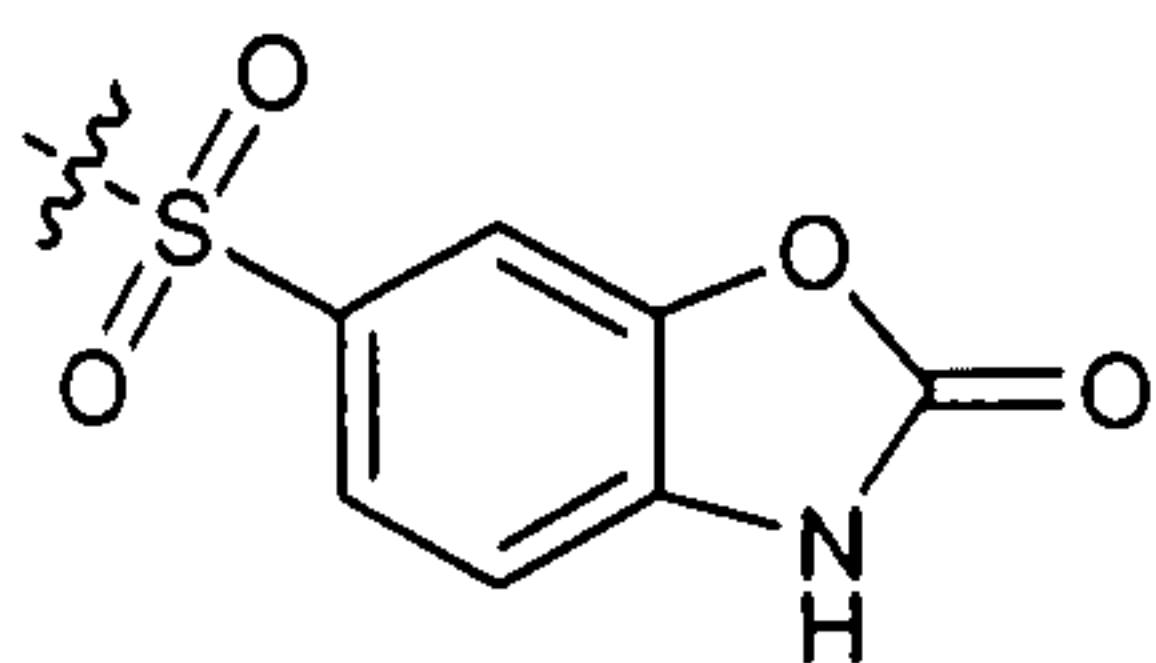
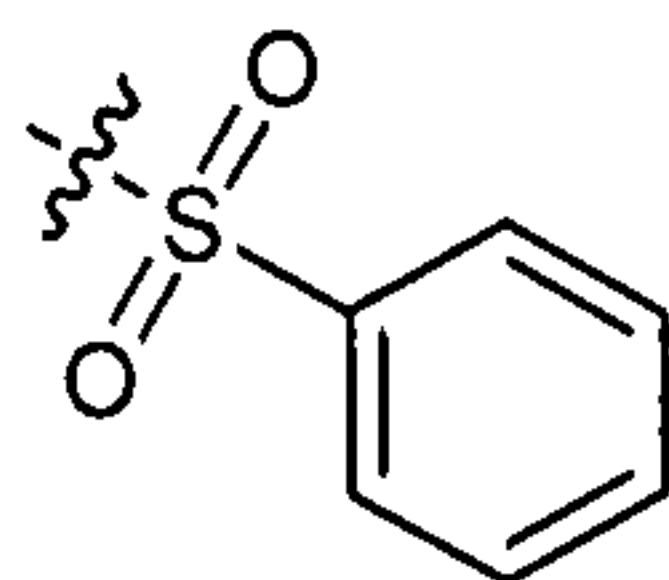
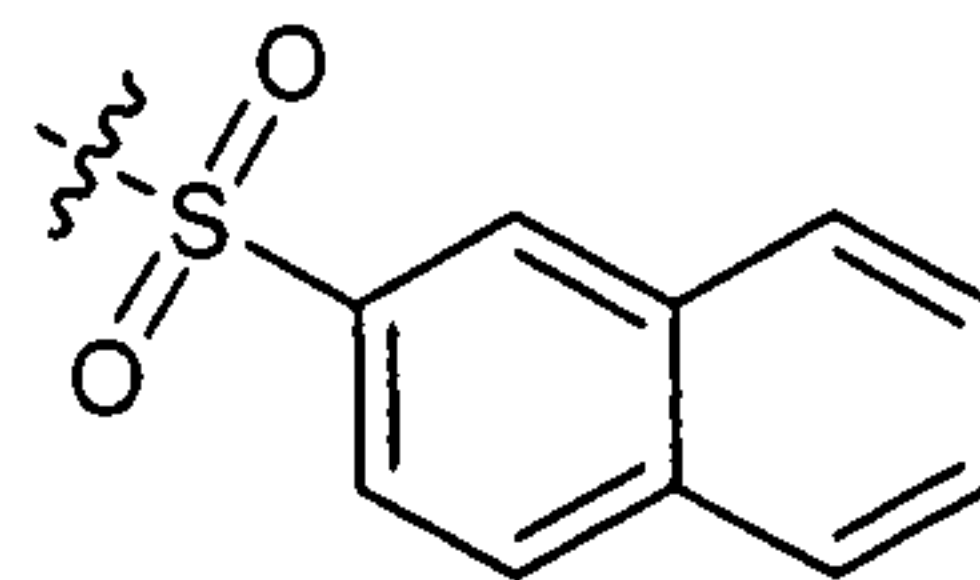
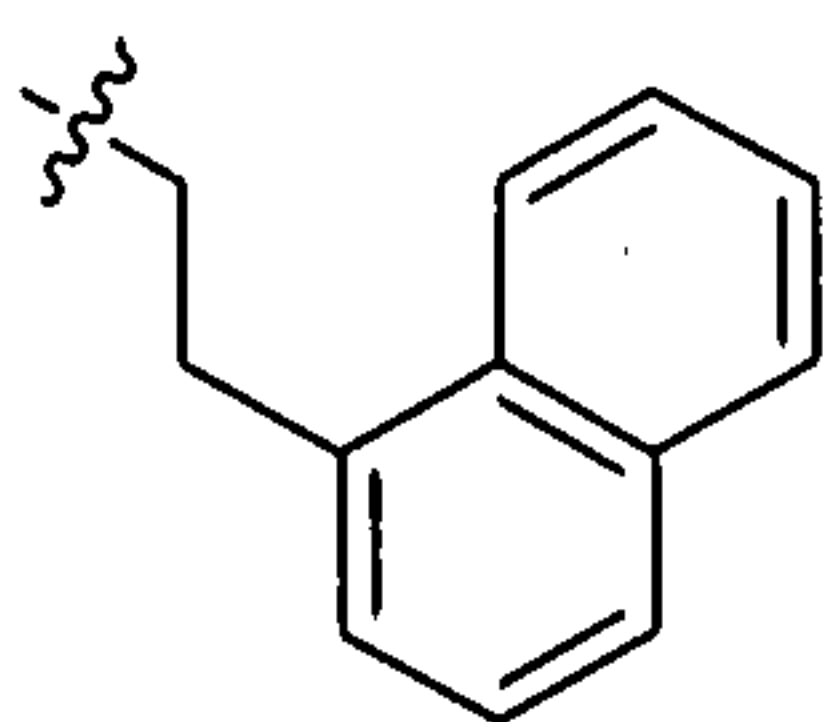
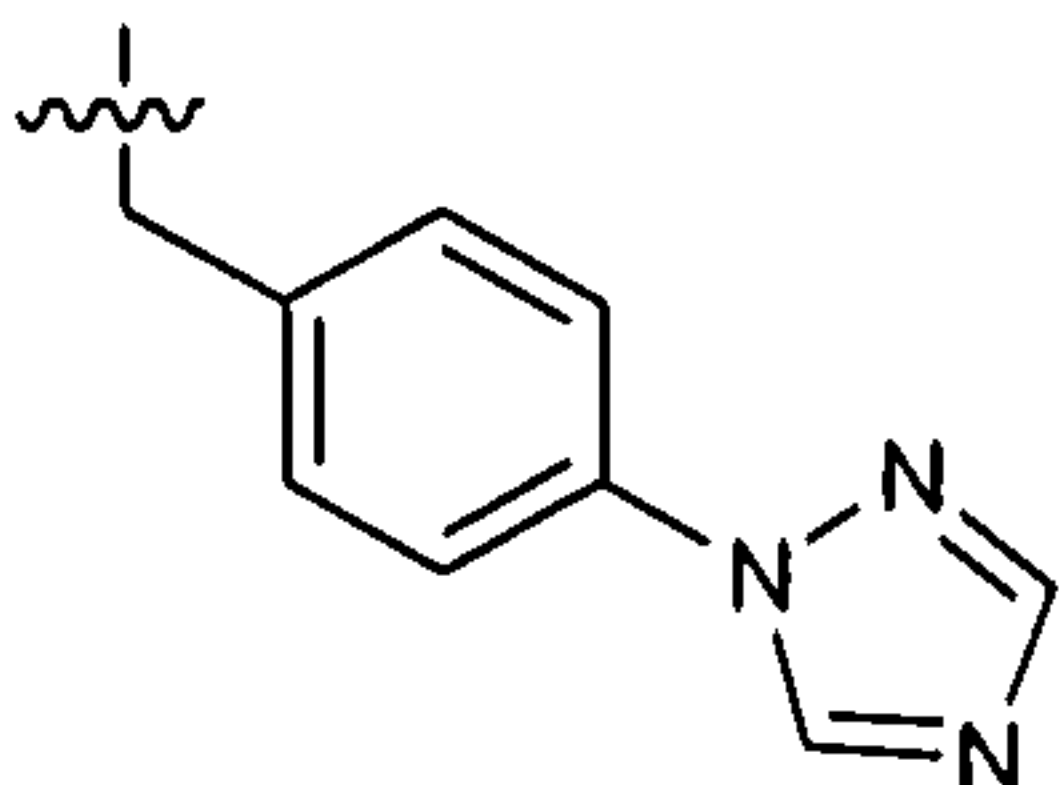
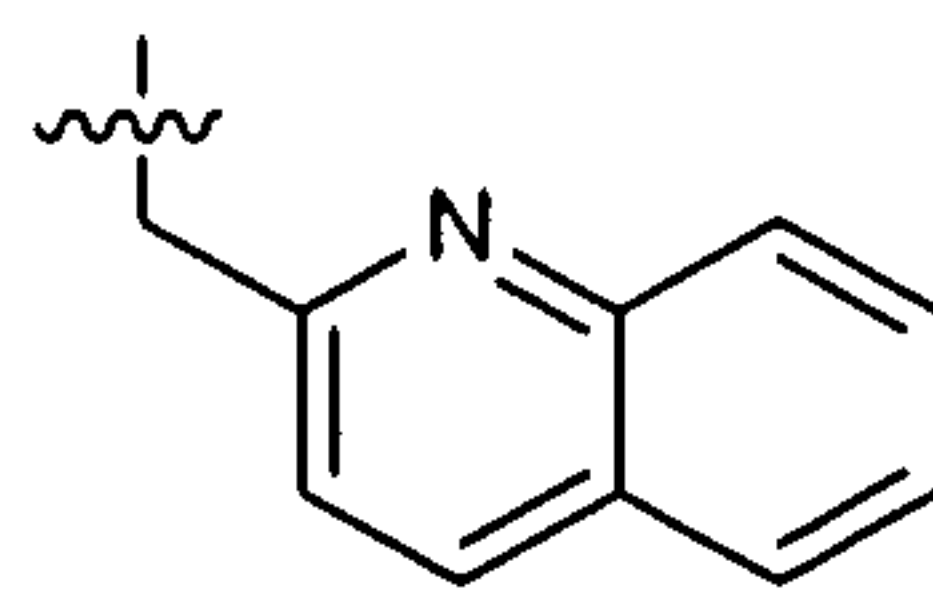
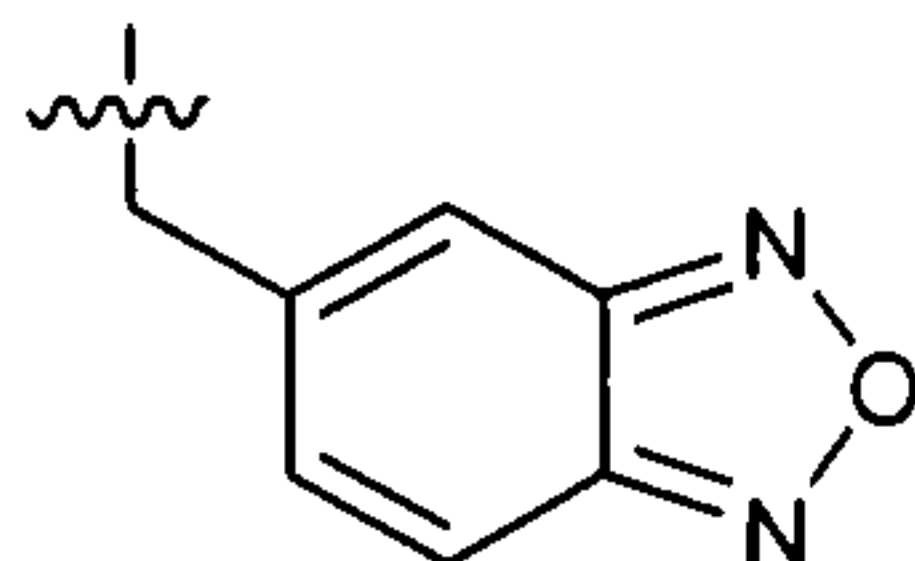
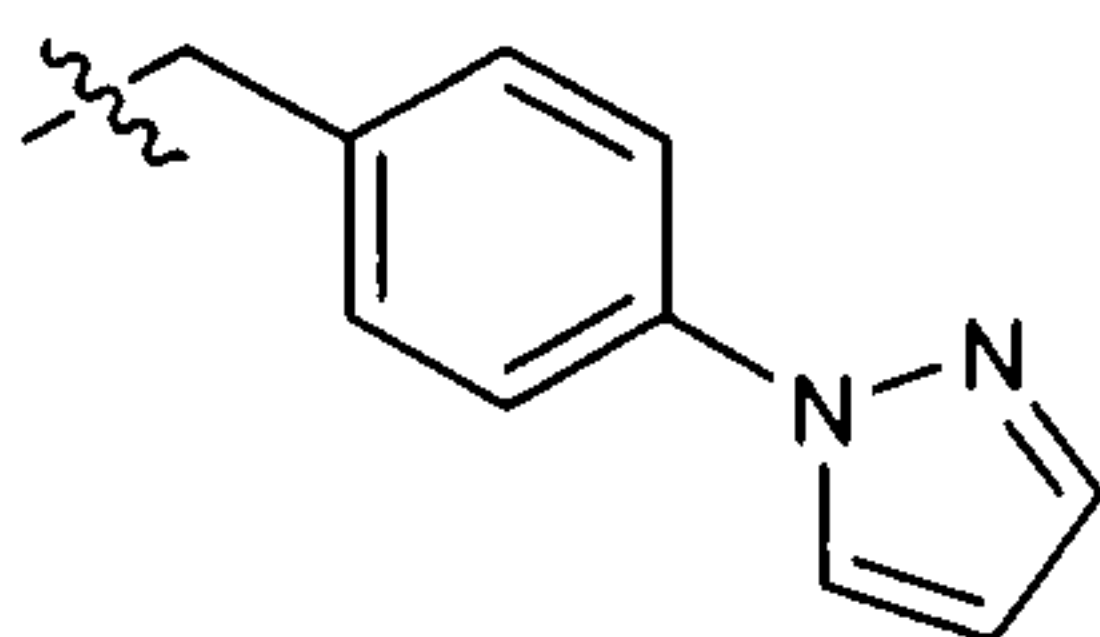
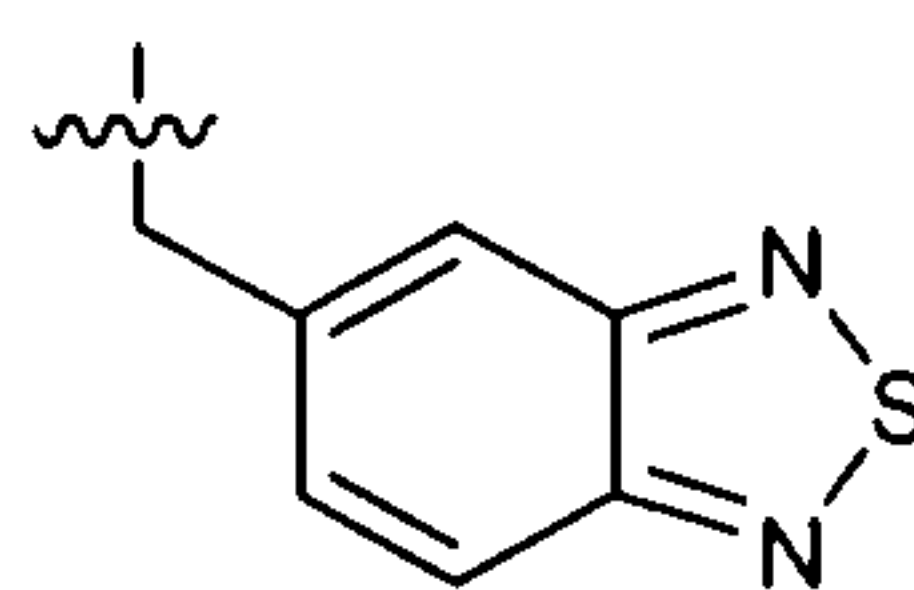
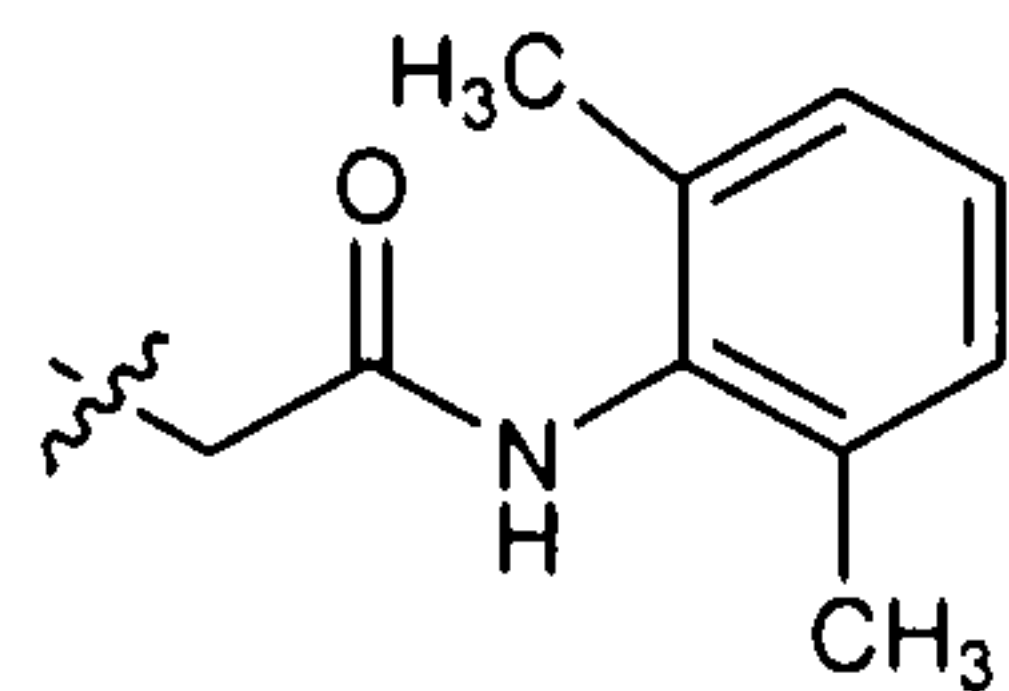
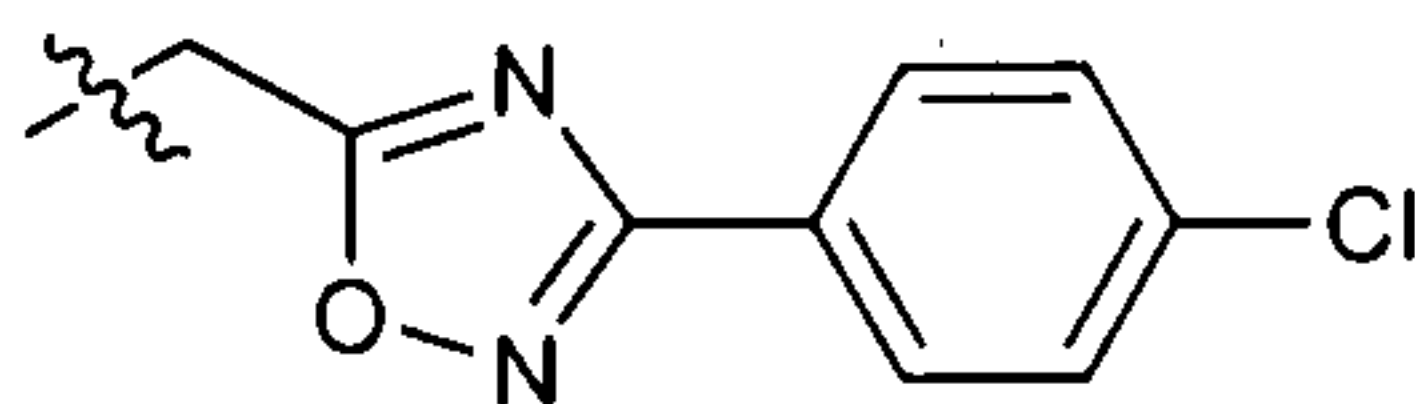
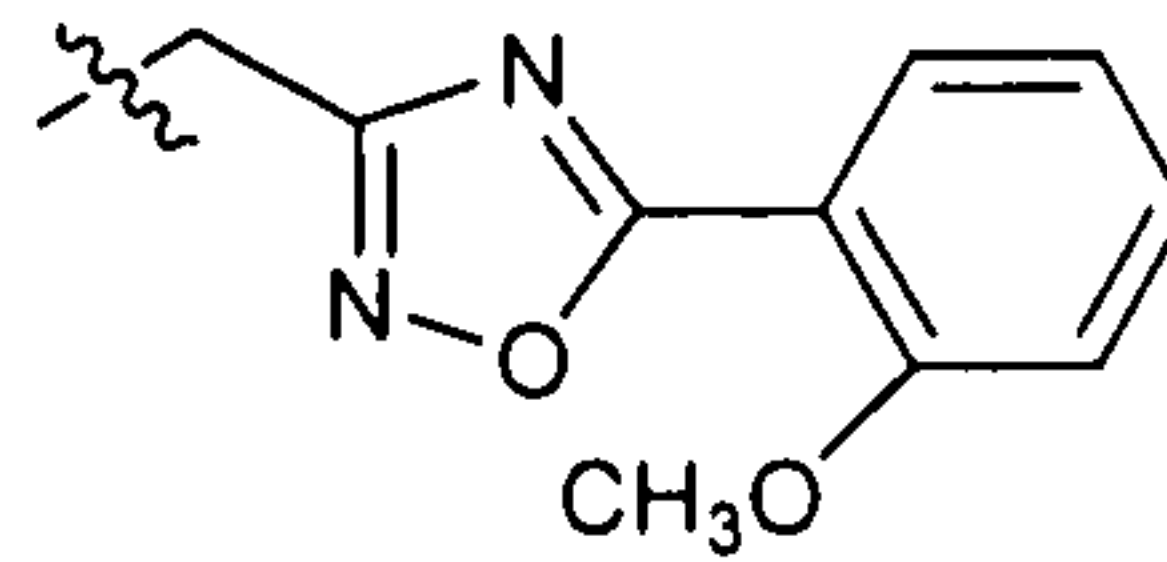
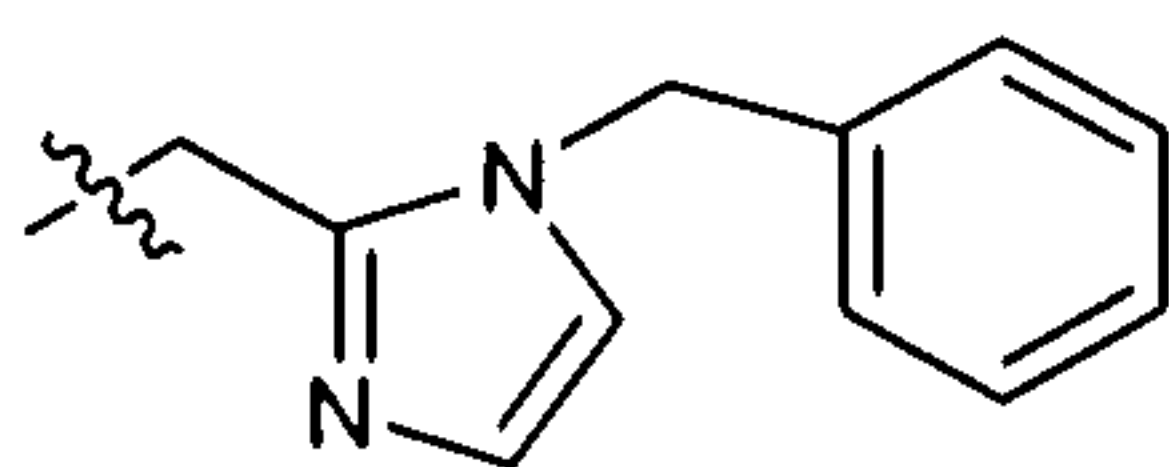
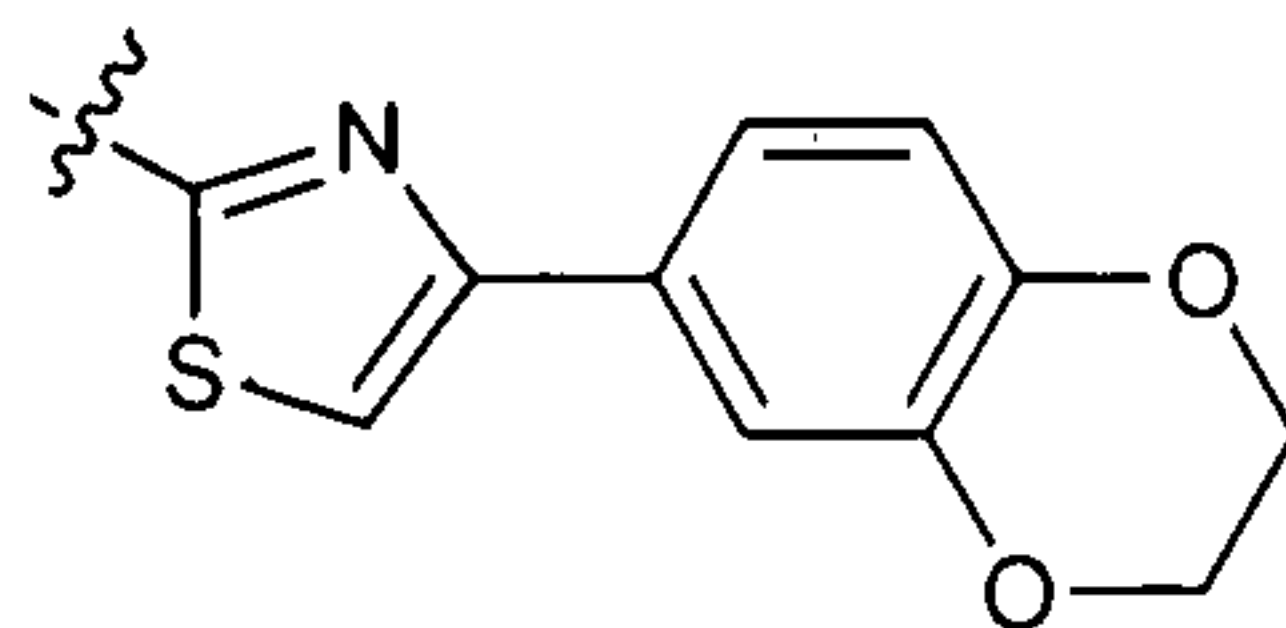
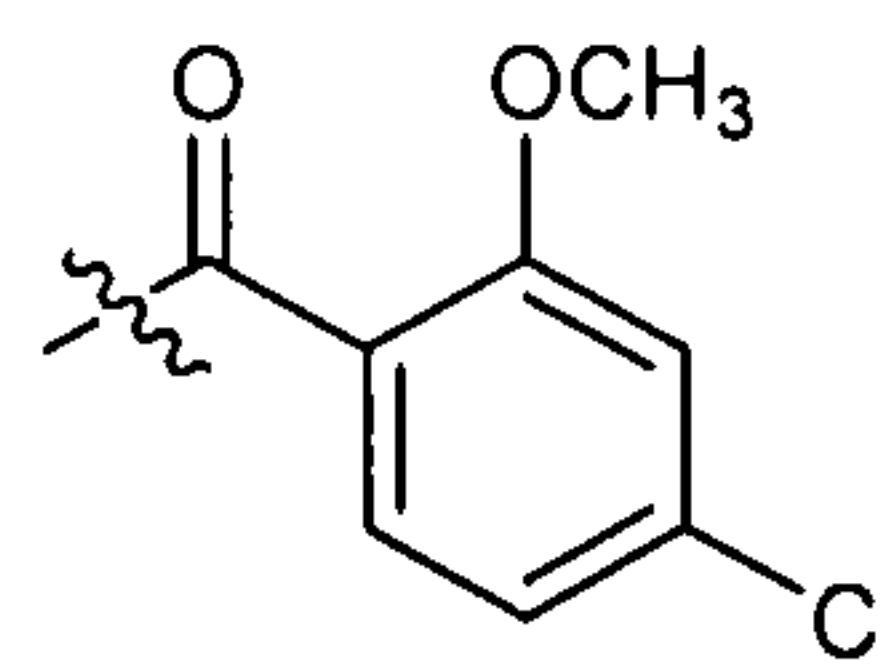
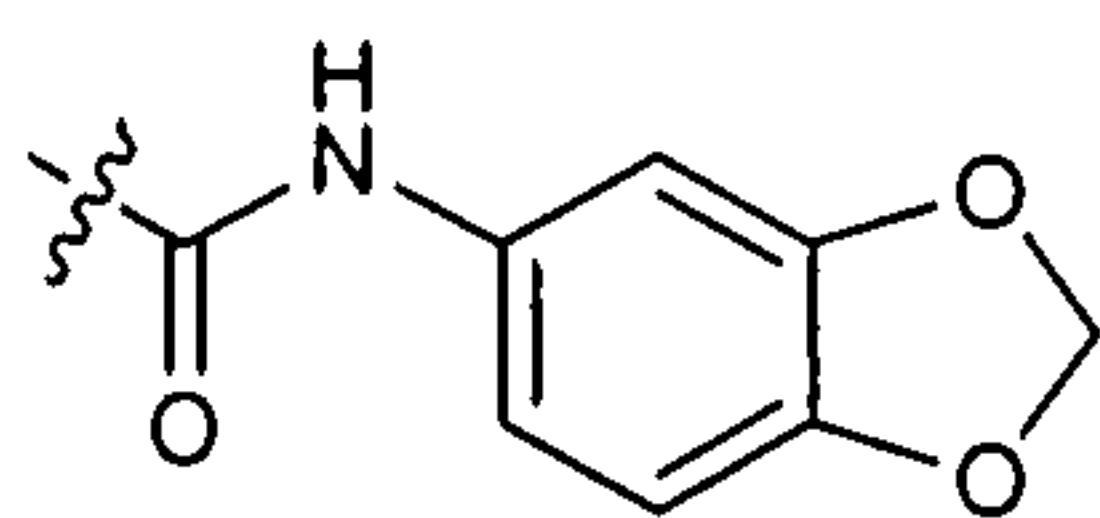
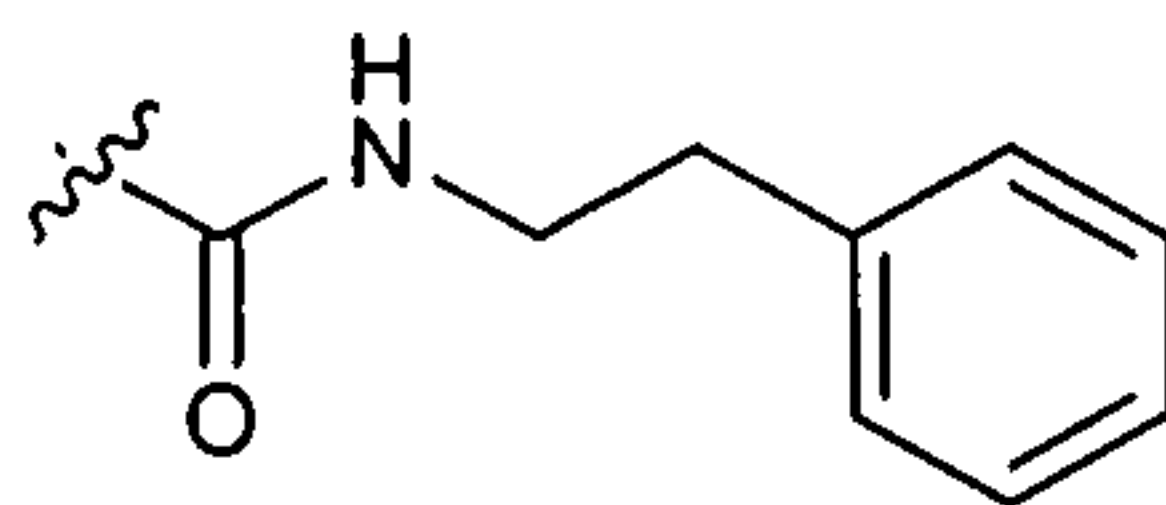
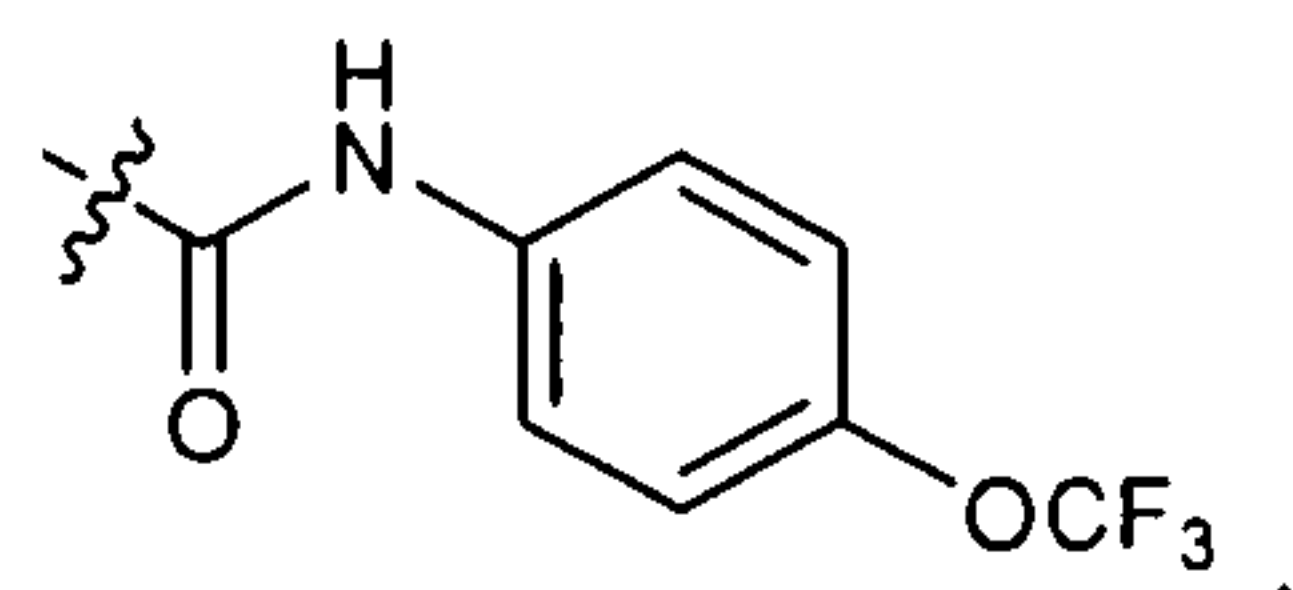
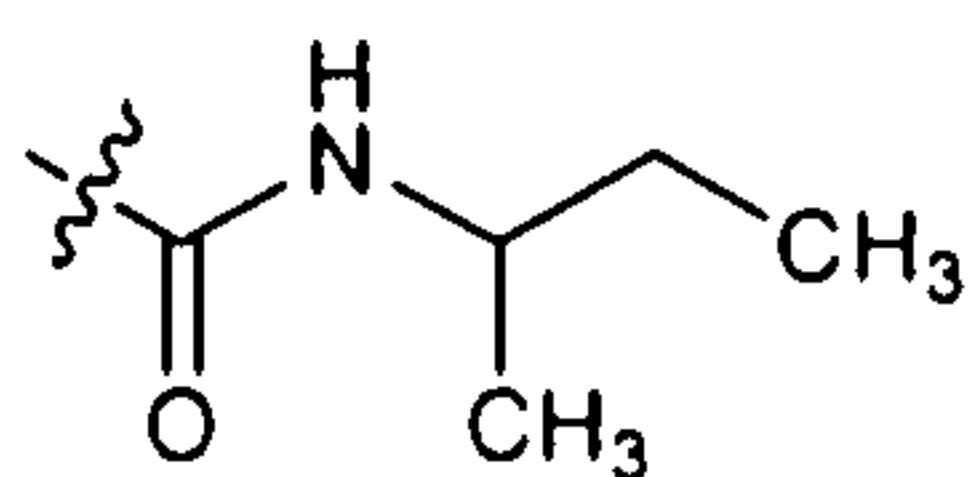
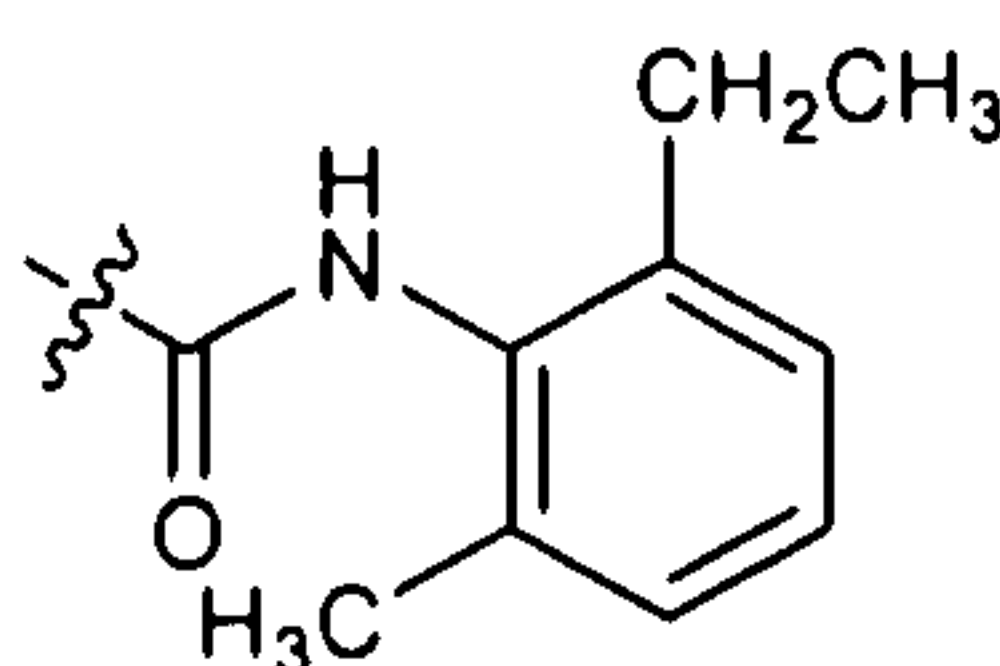
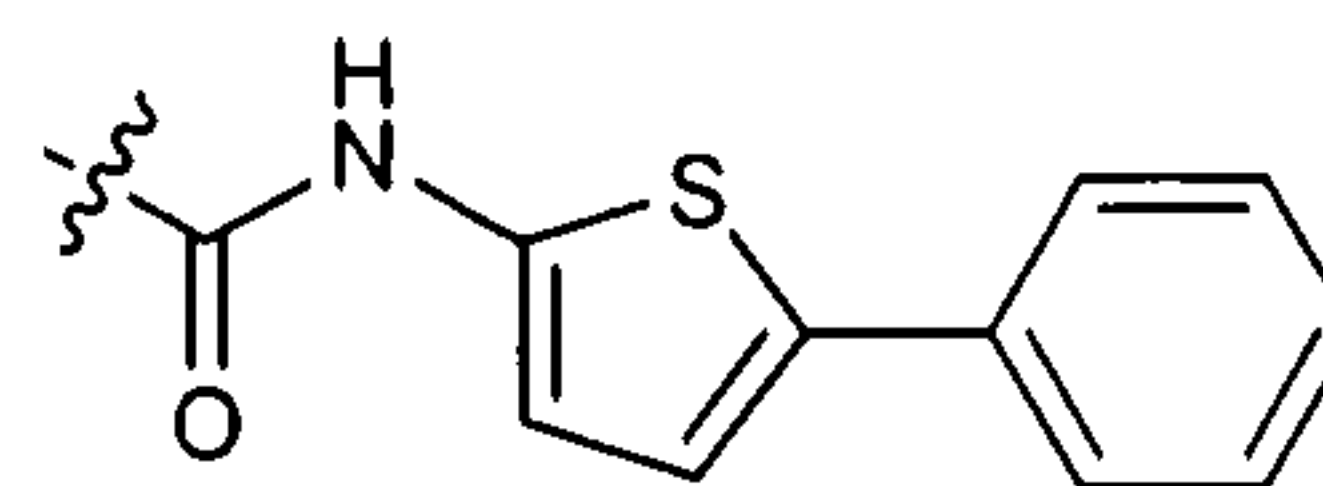
VI-n-iii

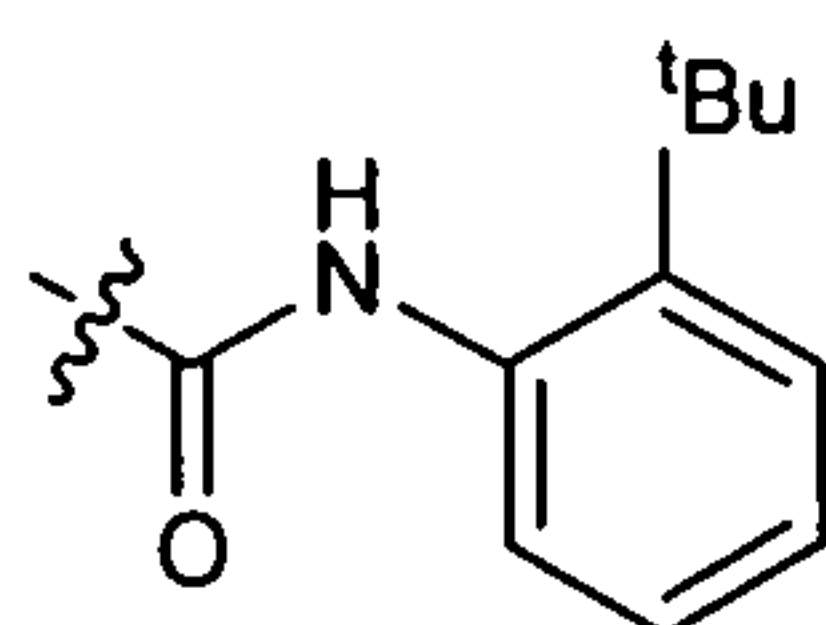
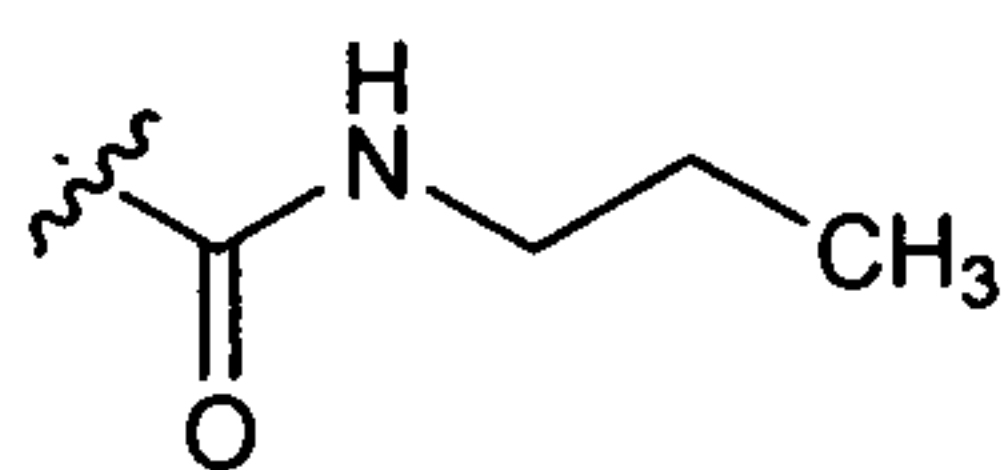
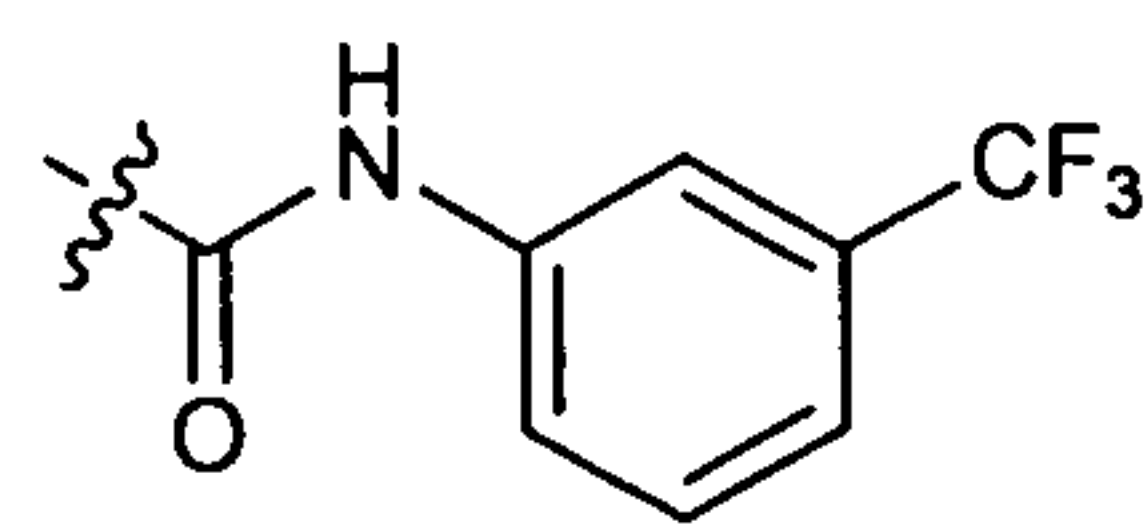
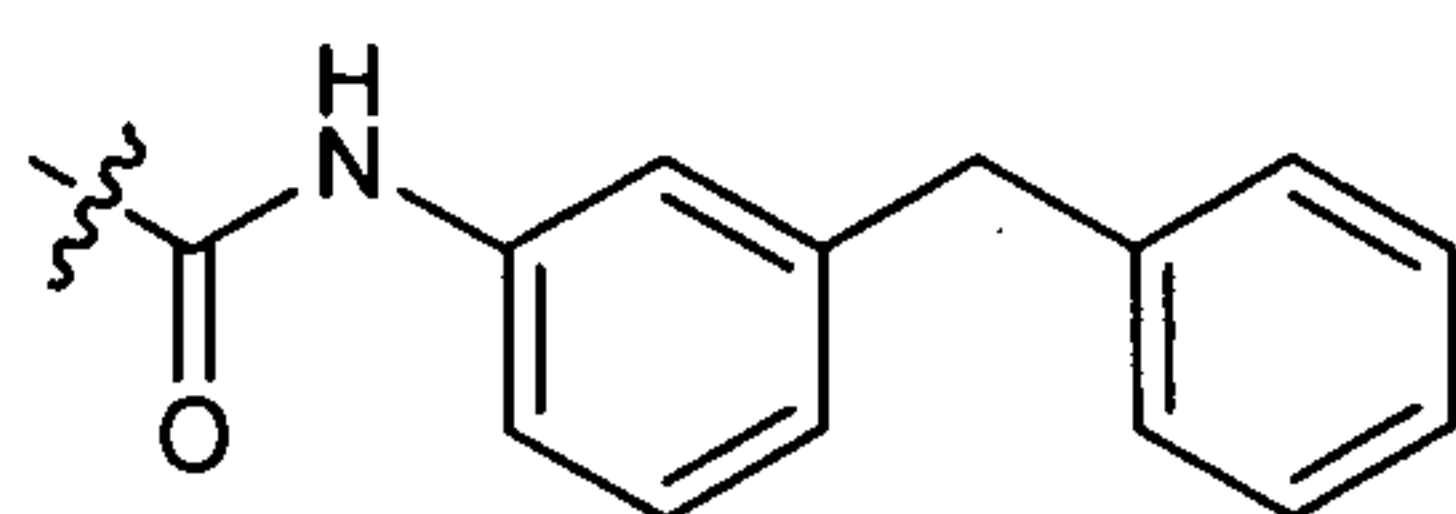
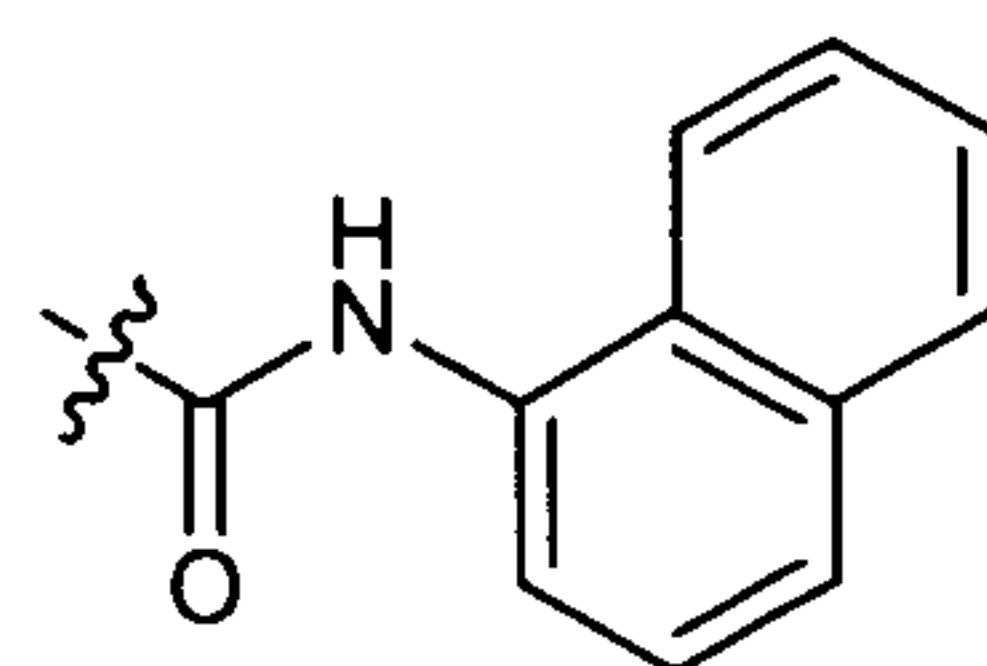
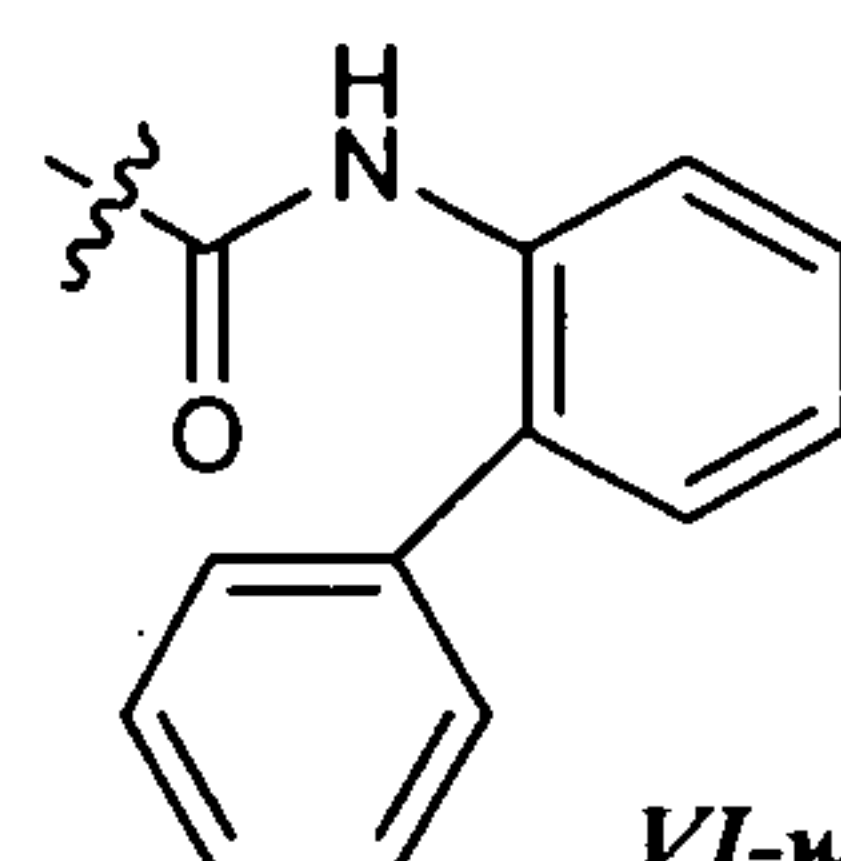
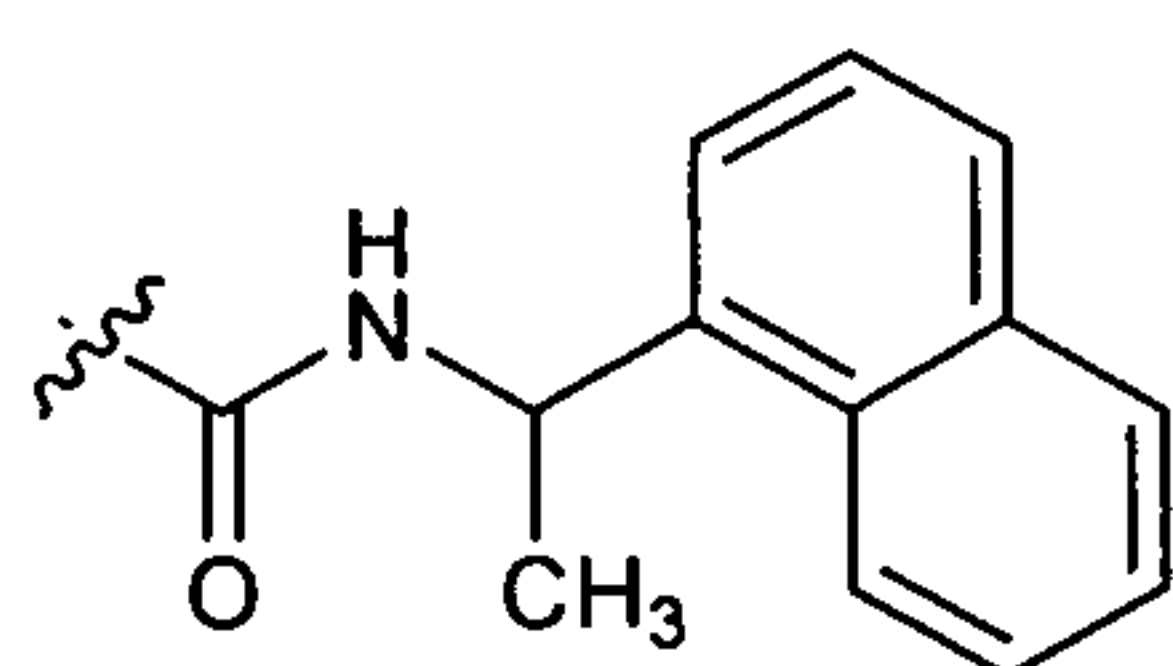
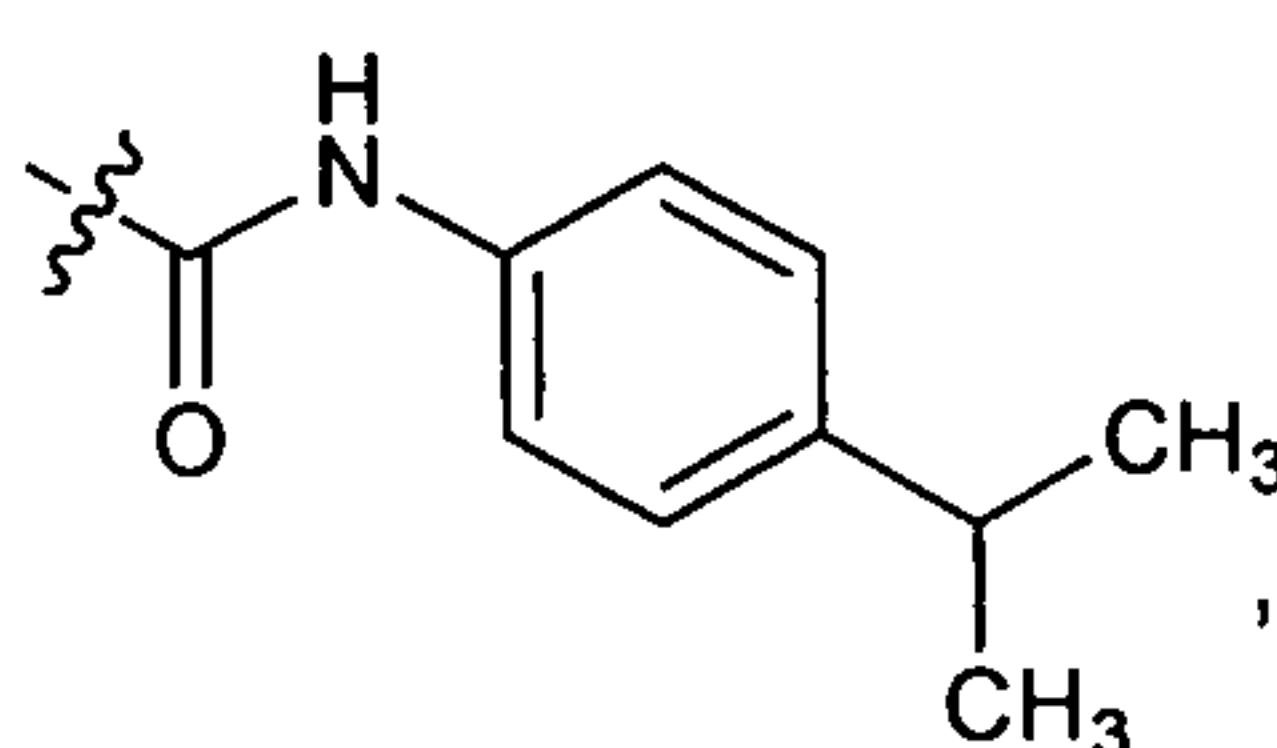
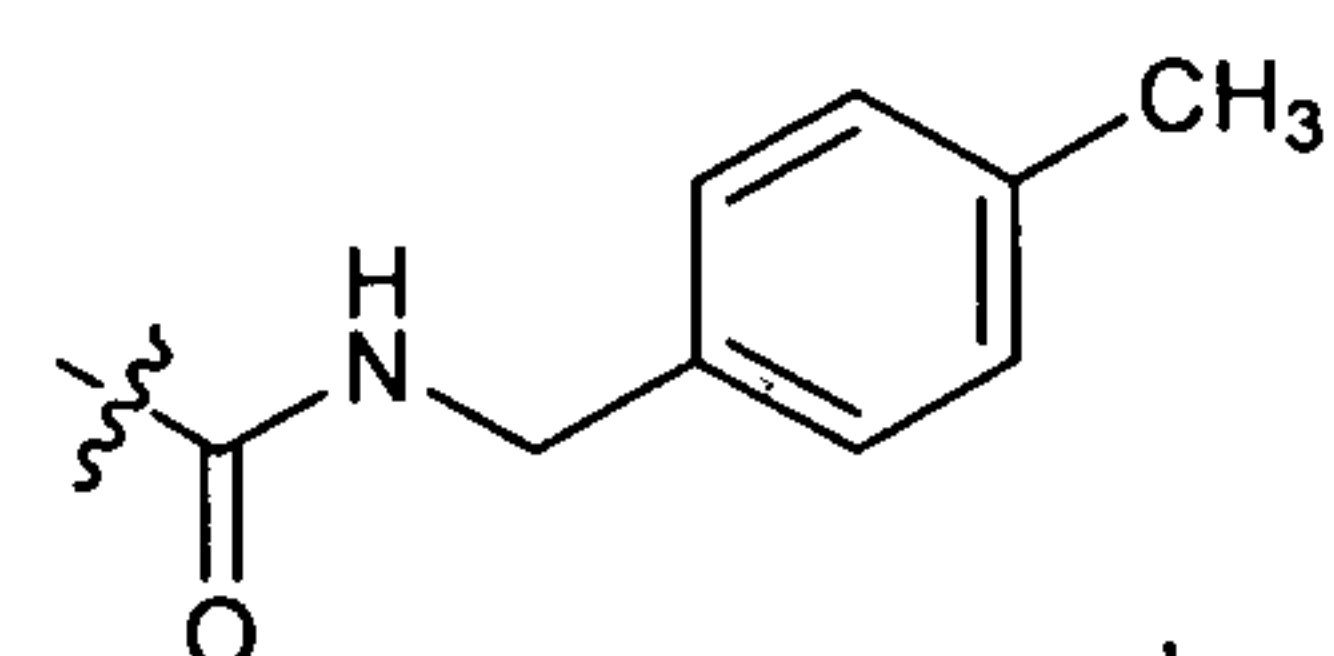
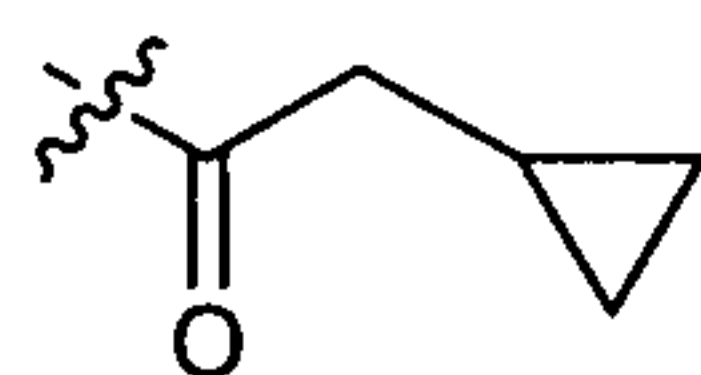
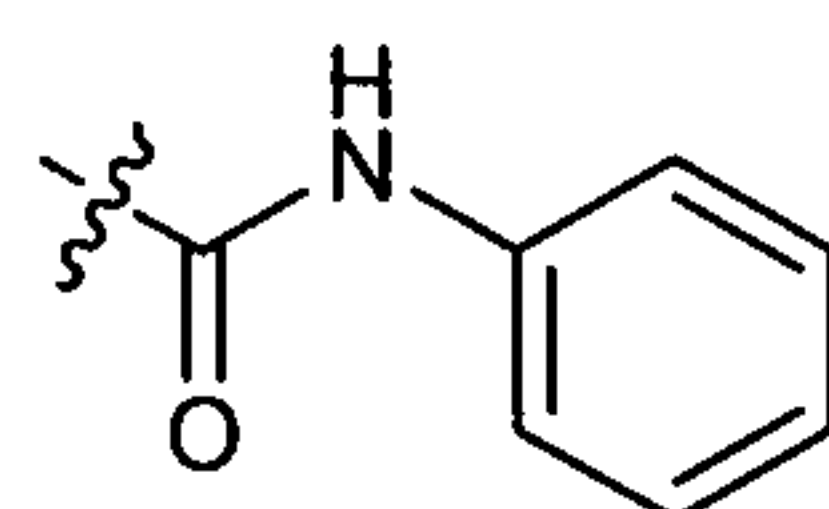
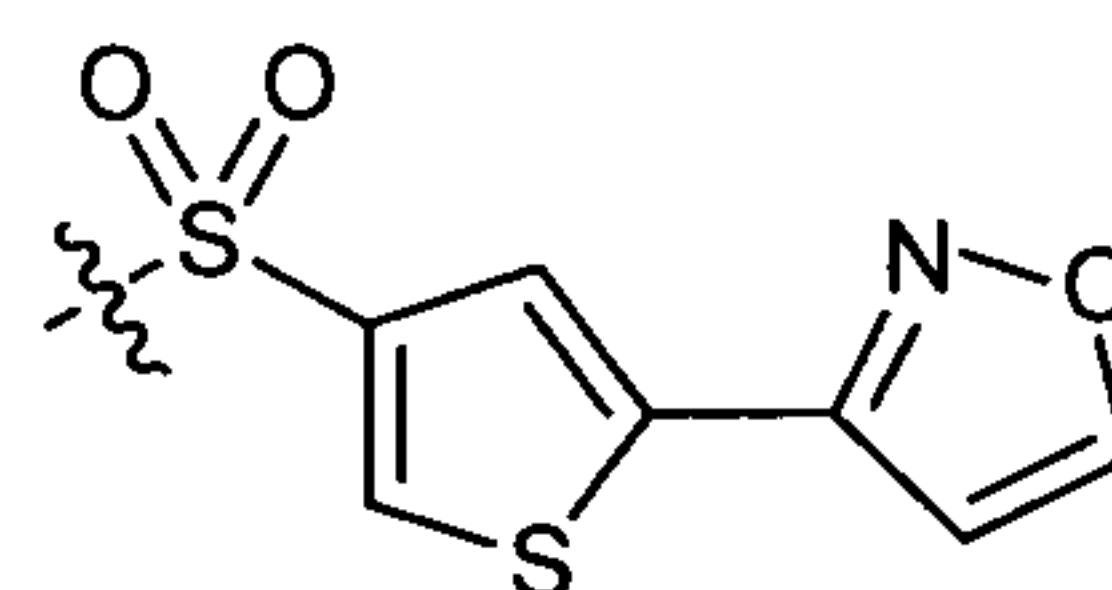
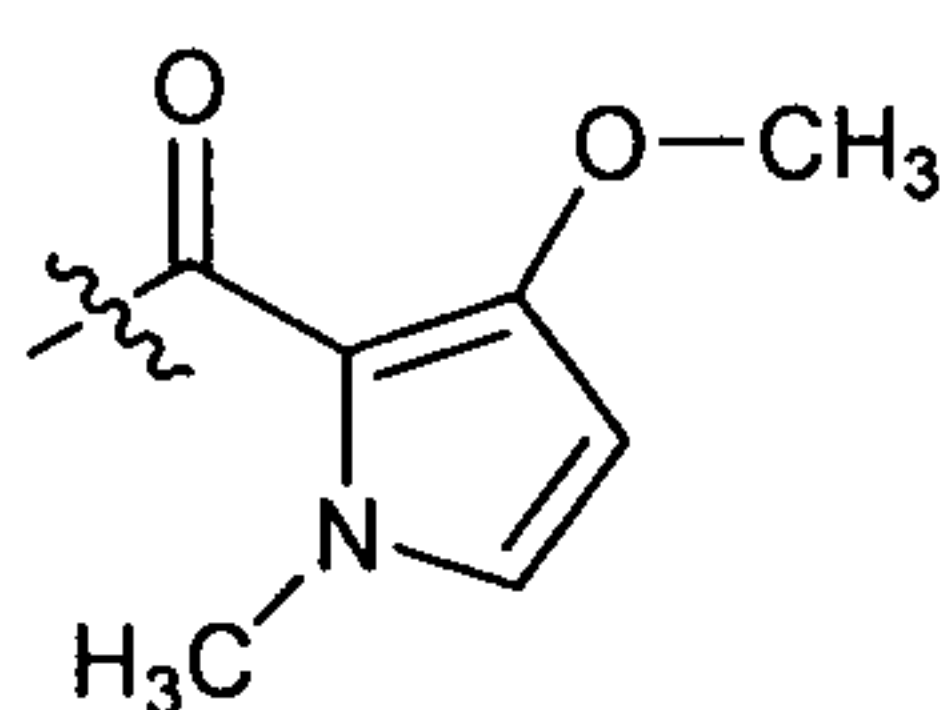
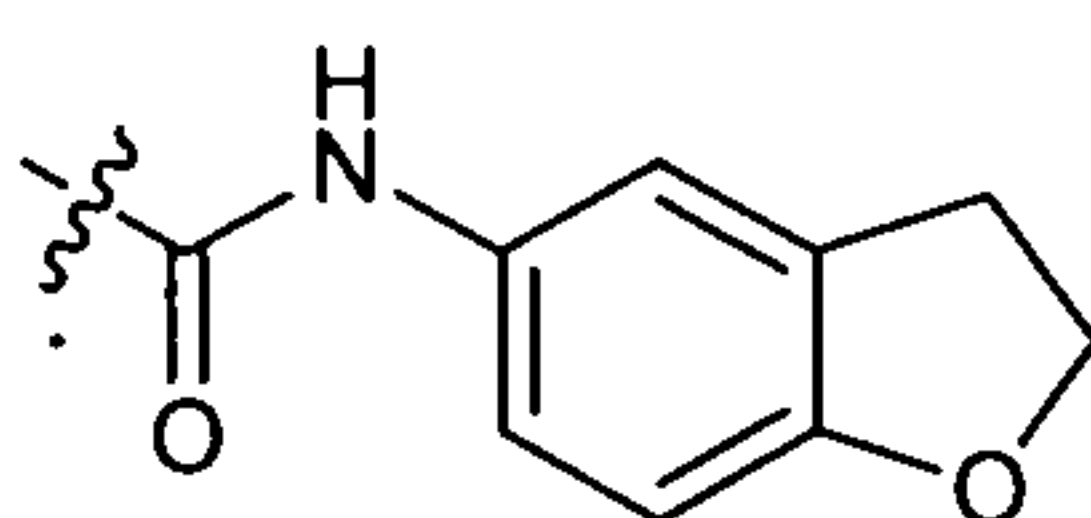
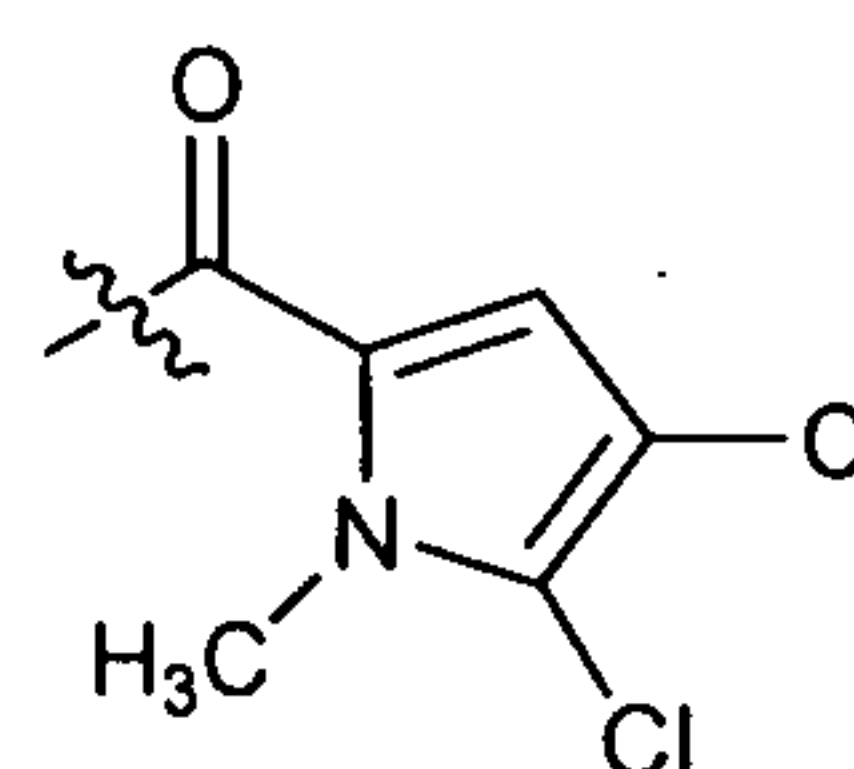
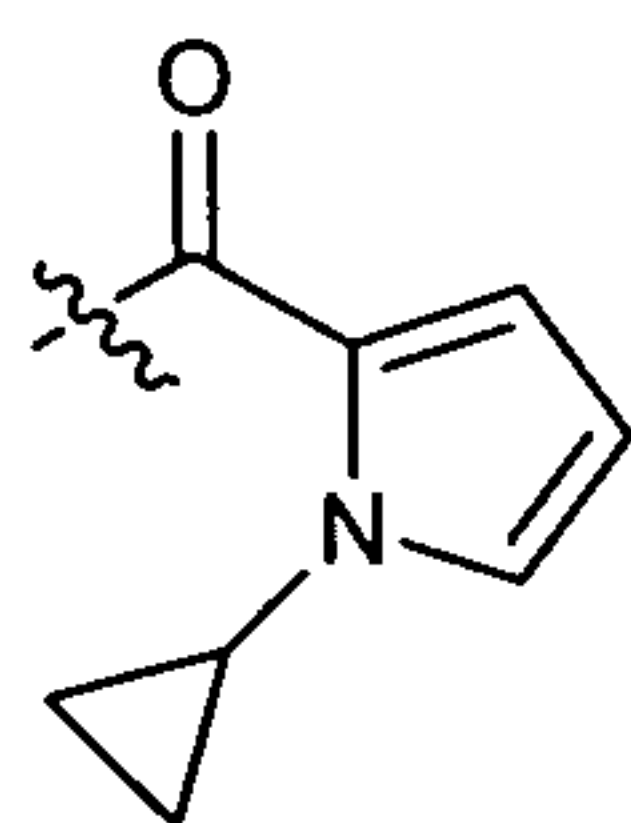
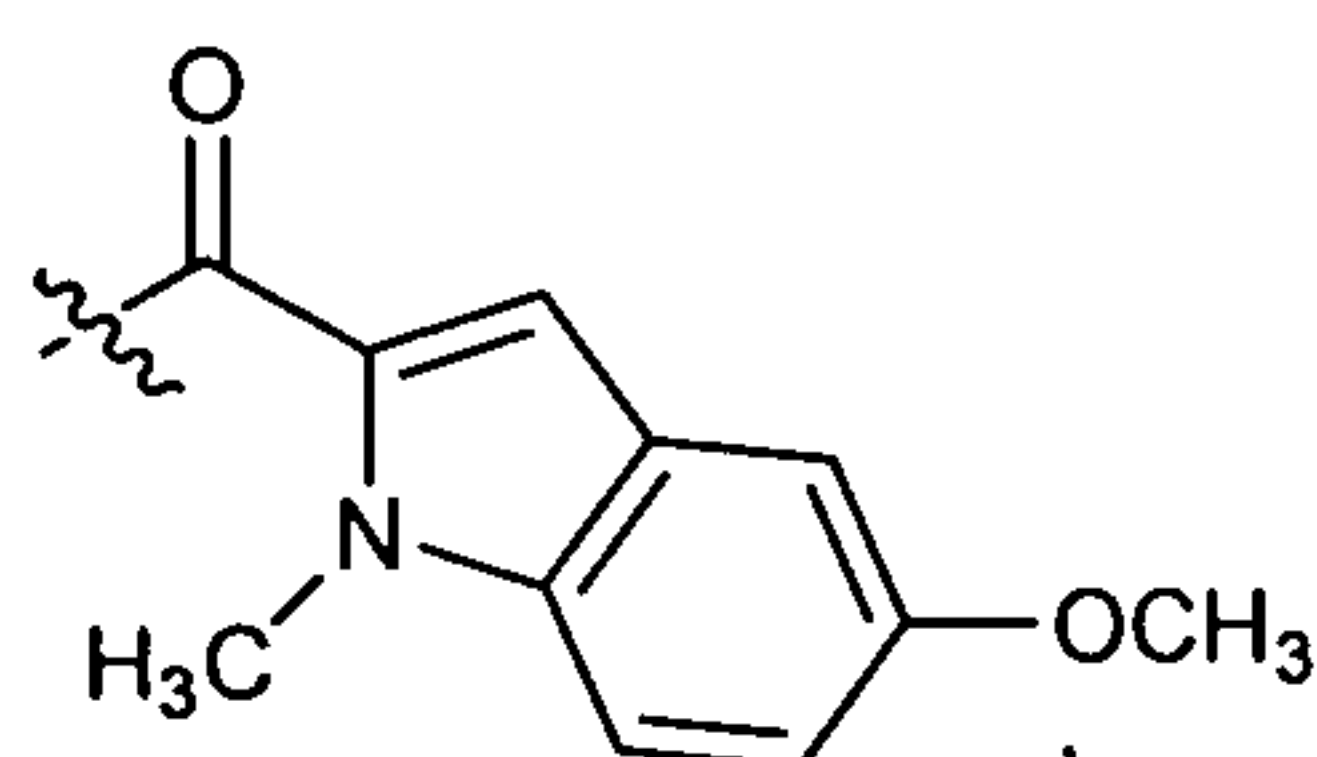
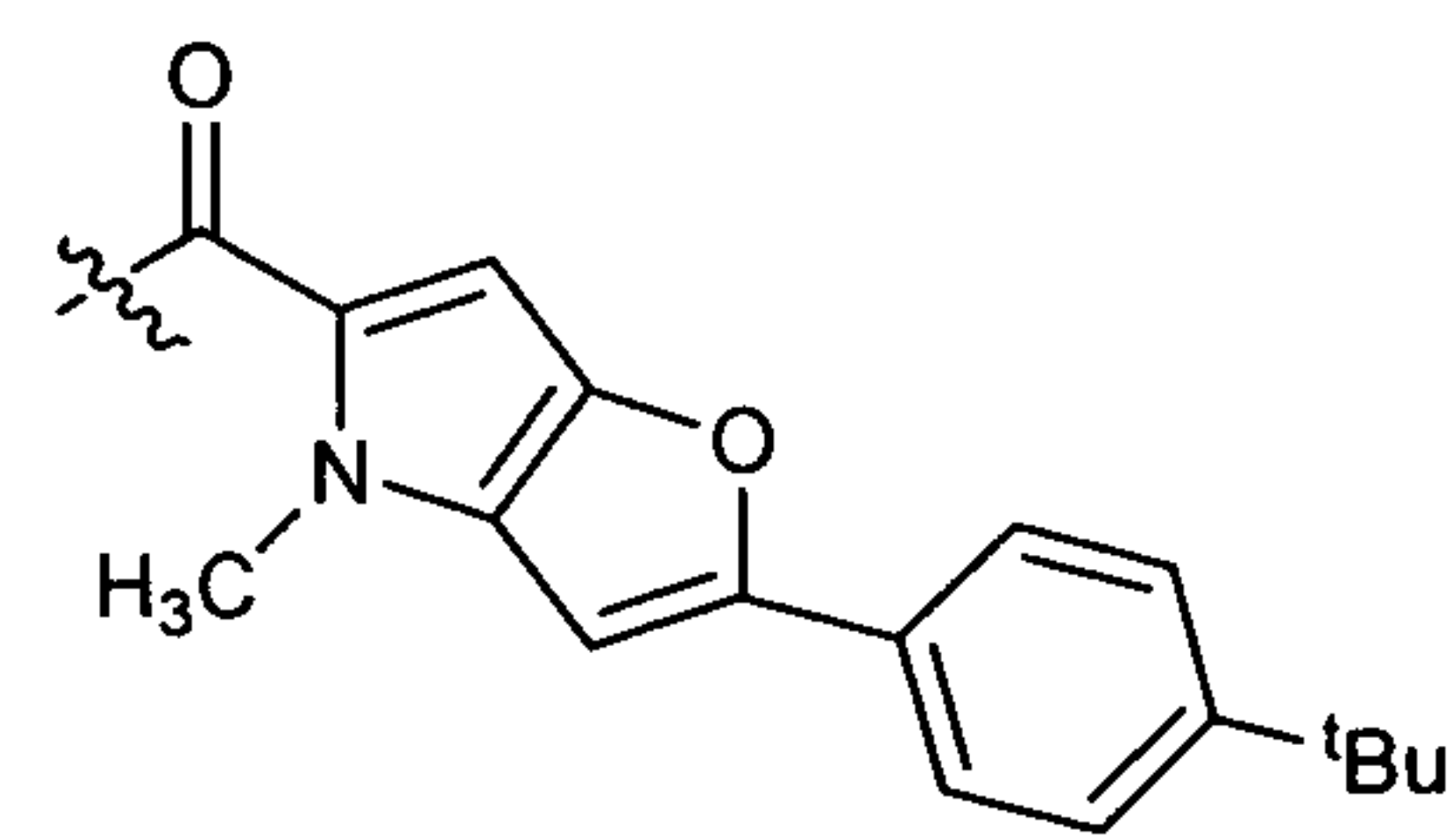


VI-t-iii

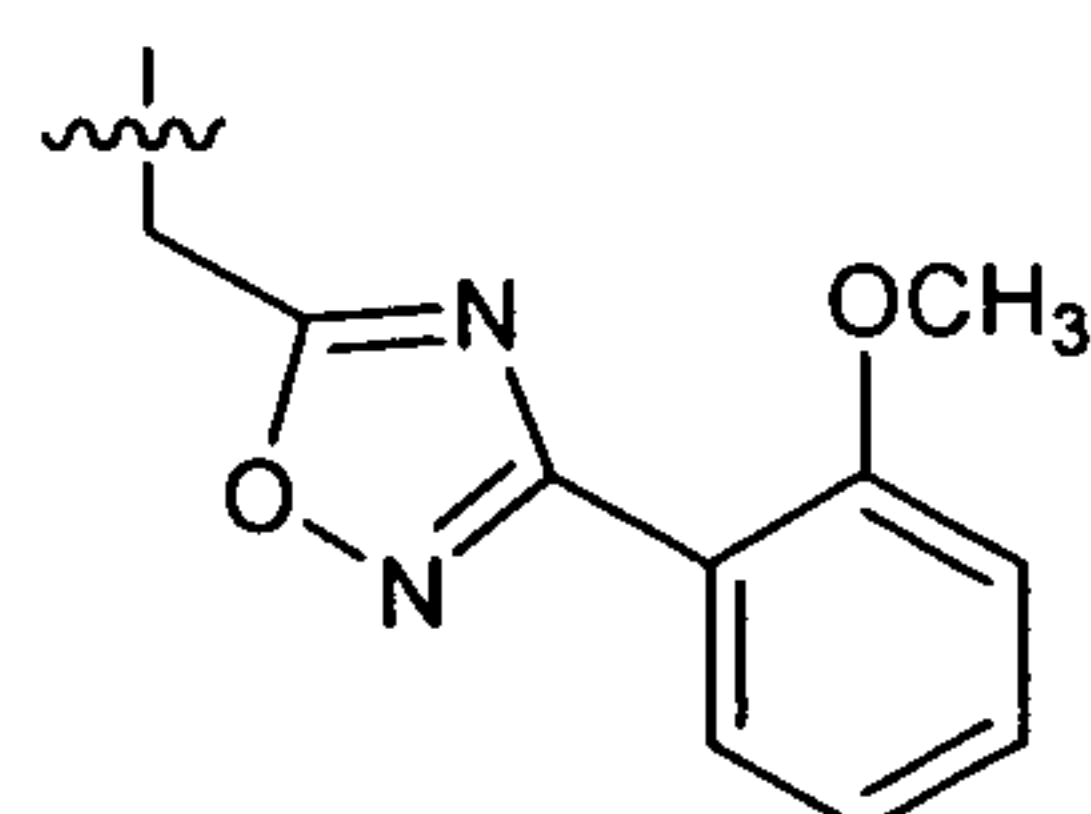


VI-w-iii

*VI-x-iii**VI-y-iii**VI-z-iii**VI-a-iv**VI-b-iv**VI-c-iv**VI-c-iv**VI-d-iv**VI-e-iv**VI-f-iv**VI-g-iv**VI-h-iv**VI-i-iv**VI-j-iv**VI-k-iv**VI-l-iv**VI-m-iv**VI-n-iv**VI-o-iv**VI-p-iv**VI-q-iv*

*VI-r-iv**VI-s-iv**VI-t-iv**VI-u-iv**VI-v-iv**VI-w-iv**VI-x-iv**VI-y-iv**VI-z-iv**VI-a-v**VI-b-v**VI-c-v**VI-d-v**VI-e-v**VI-f-v**VI-g-v**VI-h-v**VI-i-v*

or

*VI-j-v*

[0089] In some embodiments, R^3 is unsubstituted or substituted C_{1-6} aliphatic, unsubstituted or substituted 3-10-membered cycloaliphatic, unsubstituted or substituted 4-10-membered heterocyclyl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, unsubstituted or substituted 6-10-membered aryl, or unsubstituted or substituted 5-10-membered heteroaryl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur.

[0090] In certain embodiments, R^3 is methyl, ethyl, propyl, isopropyl, tert-butyl, butyl, iso-butyl, pentyl, hexyl, butenyl, propenyl, pentenyl, hexenyl, furanyl, thienyl, pyrrolyl, oxazolyl, thiazolyl, imidazolyl, pyrazolyl, isoxazolyl, isothiazolyl, oxadiazolyl, triazolyl, thiadiazolyl, phenyl, naphthyl, pyranlyl, pyridyl, pyridazinyl, pyrimidinyl, pyrazinyl, triazinyl, indolizinyl, imidazopyridyl, indolyl, isoindolyl, indazolyl, benzimidazolyl, benzthiazolyl, benzothenyl, benzofuranyl, benzoxazolyl, benzodioxolyl, benzthiadiazolyl, 2,3-dihydrobenzofuranyl, 4H-furo[3,2-b]pyrrolyl, pyrazolopyrimidinyl, purinyl, quinolyl, isoquinolyl, tetrahydroquinolyl, tetrahydronaphthyridinyl, tetrahydroisoquinolyl, cinnolyl, phthalazinyl, quinazolinyl, quinoxalinyl, naphthyridinyl, pteridinyl, tetrahydrofuranyl, tetrahydropyranyl, tetrahydrothienyl, indanyl, tetrahydroindazolyl, pyrrolidinyl, pyrrolidonyl, piperidinyl, pyrrolinyl, decahydroquinolyl, oxazolidinyl, piperazinyl, dioxanyl, diazepinyl, oxazepinyl, thiazepinyl, morpholinyl, thiomorpholinyl, quinuclidinyl, phenanthridinyl, tetrahydronaphthyl, indolyl, benzodioxanyl, chromanyl, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, cycloheptyl, cyclooctyl, cyclopentenyl, cyclohexenyl, cycloheptenyl, cyclooctenyl, bicycloheptanyl, bicyclooctanyl, or adamantyl, wherein each of the foregoing groups are unsubstituted or substituted.

[0091] In some embodiments, R^3 unsubstituted or substituted C_{1-6} aliphatic, unsubstituted or substituted 3-10-membered cycloaliphatic, unsubstituted or substituted 4-10-membered heterocyclyl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, unsubstituted or substituted 6-10-membered aryl, or unsubstituted or substituted 5-10-membered heteroaryl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, wherein R^3 if substituted is substituted with 1-4 independent occurrences of $-R^5$, wherein R^5 is $-R^{5a}$, $-R^{5d}$, $-L_3-R^{5d}$, or $-V_3-L_3-R^{5d}$; and R^{5a} , R^{5d} , L_3 , and V_3 have the values described herein.

[0092] In certain embodiments, R^3 is is methyl, ethyl, propyl, isopropyl, tert-butyl, butyl, iso-butyl, pentyl, hexyl, butenyl, propenyl, pentenyl, hexenyl, furanyl, thienyl, pyrrolyl, oxazolyl, thiazolyl, imidazolyl, pyrazolyl, isoxazolyl, isothiazolyl, oxadiazolyl, triazolyl, thiadiazolyl, phenyl, naphthyl, pyranlyl, pyridyl, pyridazinyl, pyrimidinyl, pyrazinyl, triazinyl, indolizinyl, imidazopyridyl, indolyl, isoindolyl, indazolyl, benzimidazolyl, benzthiazolyl, benzothenyl, benzofuranyl, benzoxazolyl, benzodioxolyl, benzthiadiazolyl, 2,3-dihydrobenzofuranyl, 4H-furo[3,2-b]pyrrolyl, pyrazolopyrimidinyl, purinyl, quinolyl, isoquinolyl, tetrahydroquinolyl, tetrahydronaphthyridinyl, tetrahydroisoquinolyl, cinnolyl, phthalazinyl, quinazolinyl, quinoxalinyl, naphthyridinyl, pteridinyl, tetrahydrofuranyl,

tetrahydropyranyl, tetrahydrothienyl, indanyl, tetrahydroindazolyl, pyrrolidinyl, pyrrolidonyl, piperidinyl, pyrrolinyl, decahydroquinolinyl, oxazolidinyl, piperazinyl, dioxanyl, diazepinyl, oxazepinyl, thiazepinyl, morpholinyl, thiomorpholinyl, quinuclidinyl, phenanthridinyl, tetrahydronaphthyl, indolinyl, benzodioxanyl, chromanyl, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, cycloheptyl, cyclooctyl, cyclopentenyl, cyclohexenyl, cycloheptenyl, cyclooctenyl, bicycloheptanyl, bicyclooctanyl, or adamantyl, wherein each of the foregoing groups are unsubstituted or substituted with 1-4 independent occurrences of $-R^5$, wherein R^5 is $-R^{5a}$, $-R^{5d}$, $-L_3-R^{5d}$, or $-V_3-L_3-R^{5d}$; and R^{5a} , R^{5d} , L_3 , and V_3 have the values described herein.

[0093] In some embodiments, R^3 is $-R^{3a}$, wherein R^{3a} is unsubstituted or substituted 6-10-membered aryl, or unsubstituted or substituted 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur; wherein R^{3a} if substituted is substituted with 0-1 occurrences of $-R^{5a}$, and one occurrence of $-R^{5d}$.

[0094] In some embodiments, R^{3a} is furanyl, thienyl, pyrrolyl, oxazolyl, thiazolyl, imidazolyl, pyrazolyl, isoxazolyl, isothiazolyl, oxadiazolyl, triazolyl, thiadiazolyl, phenyl, naphthyl, pyranal, pyridyl, pyridazinyl, pyrimidinyl, pyrazinyl, triazinyl, indolizinyl, indolyl, isoindolyl, indazolyl, benzimidazolyl, benzthiazolyl, benzothienyl, benzofuranyl, benzoxazolyl, benzo[c][1,2,5]oxadiazolyl, benzo[c][1,2,5]thiadiazolyl, benzo[d]oxazol-2(3H)-one, 2,3-dihydrobenzo[b][1,4]dioxinyl, benzo[d][1,3]dioxolyl, 2,3-dihydrobenzofuranyl, 4H-furo[3,2-b]pyrrolyl, purinyl, quinolyl, isoquinolyl, tetrahydroquinolinyl, tetrahydroisoquinolinyl, cinnolinyl, phthalazinyl, quinazolinyl, quinoxalinyl, naphthyridinyl, or pteridinyl, wherein each of the foregoing groups are unsubstituted or substituted with 0-1 occurrences of $-R^{5a}$, and substituted with 1 occurrence of $-R^{5d}$, wherein R^{5a} and R^{5d} have the values described herein. In certain embodiments, R^{3a} is thienyl, thiazolyl, pyrazolyl, oxadiazolyl, 4H-furo[3,2-b]pyrrolyl, or phenyl, wherein each of the foregoing groups is unsubstituted or substituted with 0-1 occurrences of $-R^{5a}$, and substituted with 1 occurrence of $-R^{5d}$, wherein R^{5a} and R^{5d} have the values described herein.

[0095] In some embodiments, R^3 is $-R^{3b}$, wherein R^{3b} is unsubstituted or substituted 6-10-membered aryl, or unsubstituted or substituted 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur, wherein R^{3b} if substituted is substituted with 0-2 independent occurrences of $-R^{5a}$, wherein R^{5a} has the values described herein. In some embodiments, R^{3b} is furanyl, thienyl, pyrrolyl, oxazolyl, thiazolyl, imidazolyl, pyrazolyl, isoxazolyl, isothiazolyl, oxadiazolyl, triazolyl, thiadiazolyl, phenyl, naphthyl, pyranal, pyridyl, pyridazinyl, pyrimidinyl, pyrazinyl, triazinyl, indolizinyl, indolyl, isoindolyl, indazolyl, benzimidazolyl, benzthiazolyl, benzothienyl, benzofuranyl, benzoxazolyl, benzo[c][1,2,5]oxadiazolyl, benzo[c][1,2,5]thiadiazolyl, benzo[d]oxazol-2(3H)-one, 2,3-dihydrobenzo[b][1,4]dioxinyl, benzo[d][1,3]dioxolyl, 2,3-dihydrobenzofuranyl, 4H-furo[3,2-b]pyrrolyl,

purinyl, quinolyl, isoquinolyl, tetrahydroquinolyl, tetrahydroisoquinolyl, cinnolyl, phthalazinyl, quinazolinyl, quinoxalinyl, naphthyridinyl, or pteridinyl, wherein each of the foregoing groups is unsubstituted or substituted with 0-1 occurrences of $-R^{5a}$, wherein R^{5a} has the values described herein.

[0096] In some embodiments, R^3 is $-R^{3c}$, wherein R^{3c} is unsubstituted or substituted 4-10-membered heterocyclyl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, unsubstituted or substituted 6-10-membered aryl, or unsubstituted or substituted 5-10-membered heteroaryl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, wherein R^{3c} if substituted is substituted with 0-2 independent occurrences of $-R^{5a}$, wherein R^{5a} has the values described herein. In some embodiments, R^{3c} is furanyl, thienyl, pyrrolyl, oxazolyl, thiazolyl, imidazolyl, pyrazolyl, isoxazolyl, isothiazolyl, oxadiazolyl, triazolyl, thiadiazolyl, phenyl, naphthyl, pyranyl, pyridyl, pyridazinyl, pyrimidinyl, pyrazinyl, triazinyl, indoliziny, indolyl, isoindolyl, indazolyl, benzimidazolyl, benzthiazolyl, benzothienyl, benzofuranyl, benzoxazolyl, benzo[c][1,2,5]oxadiazolyl, benzo[c][1,2,5]thiadiazolyl, benzo[d]oxazol-2(3H)-one, 2,3-dihydrobenzo[b][1,4]dioxinyl, benzo[d][1,3]dioxolyl, 2,3-dihydrobenzofuranyl, 4H-furo[3,2-b]pyrrolyl, purinyl, quinolyl, isoquinolyl, tetrahydroquinolyl, tetrahydroisoquinolyl, cinnolyl, phthalazinyl, quinazolinyl, quinoxalinyl, naphthyridinyl, pteridinyl, tetrahydrofuranyl, tetrahydrothienyl, pyrrolidinyl, pyrrolidonyl, piperidinyl, pyrrolinyl, decahydroquinolyl, oxazolidinyl, piperazinyl, dioxanyl, dioxolanyl, diazepinyl, oxazepinyl, thiazepinyl, morpholyl, thiamorpholyl, quinuclidinyl, indanyl, phenanthridinyl, tetrahydronaphthyl, indolyl, benzodioxanyl, benzodioxolyl, or chromanyl, wherein each of the foregoing groups is unsubstituted or substituted with 0-2 independent occurrences of $-R^{5a}$, wherein R^{5a} has the values described herein. In certain embodiments, R^{3c} is phenyl, naphthyl or indolyl, wherein each of the foregoing groups is unsubstituted or substituted with 0-1 independent occurrences of $-R^{5a}$, wherein R^{5a} has the values described herein.

[0097] In some embodiments, R^3 is $-R^{3d}$, wherein $-R^{3d}$ is unsubstituted or substituted C_{1-6} aliphatic, unsubstituted or substituted 3-10-membered cycloaliphatic, unsubstituted or substituted 4-10-membered heterocyclyl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, unsubstituted or substituted 6-10-membered aryl, or unsubstituted or substituted 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur; wherein R^{3d} if substituted is substituted with 0-2 independent occurrences of $-R^{5a}$, wherein R^{5a} has the values described herein.

[0098] In some embodiments, R^{3d} is a C_{1-6} unsubstituted or substituted aliphatic group, wherein R^{3d} if substituted is substituted with 0-1 occurrences of $-R^{5a}$, wherein R^{5a} has the values described herein. In certain embodiments, R^{3d} is methyl, ethyl, propyl, isopropyl, tert-butyl, butyl, iso-butyl, pentyl, hexyl, butenyl, propenyl, pentenyl, or hexenyl.

[0099] In some embodiments, R^{3d} is unsubstituted or substituted 3-10-membered cycloaliphatic, unsubstituted or substituted 4-10-membered heterocyclyl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, unsubstituted or substituted 6-10-membered aryl, or unsubstituted or substituted 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur; wherein R^{3d} if substituted is substituted with 0-2 independent occurrences of $-R^{5a}$, wherein R^{5a} has the values described herein. In some embodiments, R^{3d} is furanyl, thienyl, pyrrolyl, oxazolyl, thiazolyl, imidazolyl, pyrazolyl, isoxazolyl, isothiazolyl, oxadiazolyl, triazolyl, thiadiazolyl, phenyl, naphthyl, pyranal, pyridyl, pyridazinyl, pyrimidinyl, pyrazinyl, triazinyl, indoliziny, indolyl, isoindolyl, indazolyl, benzimidazolyl, benzthiazolyl, benzothienyl, benzofuranyl, benzoxazolyl, benzo[c][1,2,5]oxadiazolyl, benzo[c][1,2,5]thiadiazolyl, benzo[d]oxazol-2(3H)-one, 2,3-dihydrobenzo[b][1,4]dioxinyl, benzo[d][1,3]dioxolyl, 2,3-dihydrobenzofuranyl, 4H-furo[3,2-b]pyrrolyl, purinyl, quinolyl, isoquinolyl, tetrahydroquinolyl, tetrahydroisoquinolyl, cinnolyl, phthalazinyl, quinazolinyl, quinoxalinyl, naphthyridinyl, pteridinyl, tetrahydrofuranyl, tetrahydrothienyl, pyrrolidinyl, pyrrolidonyl, piperidinyl, pyrrolinyl, decahydroquinolyl, oxazolidinyl, piperazinyl, dioxanyl, dioxolanyl, diazepinyl, oxazepinyl, thiazepinyl, morpholyl, thiamorpholyl, quinuclidinyl, indanyl, phenanthridinyl, tetrahydronaphthyl, indolinyl, benzodioxanyl, benzodioxolyl, chromanyl, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, cycloheptyl, cyclooctyl, cyclopentenyl, cyclohexenyl, cycloheptenyl, cyclooctenyl, bicycloheptanyl, bicyclooctanyl, or adamantyl, wherein each of the foregoing groups is unsubstituted or substituted with 0-2 independent occurrences of $-R^{5a}$, wherein R^{5a} has the values described herein.

[00100] In certain embodiments, R^{3d} is pyrrolyl, thiazolyl, imidazolyl, pyrazolyl, isoxazolyl, isothiazolyl, oxadiazolyl, phenyl, pyridyl, indolyl, benzimidazolyl, benzthiazolyl, benzoxazolyl, benzo[c][1,2,5]oxadiazolyl, benzo[c][1,2,5]thiadiazolyl, benzo[d]oxazol-2(3H)-one, 2,3-dihydrobenzo[b][1,4]dioxinyl, benzo[d][1,3]dioxolyl, 2,3-dihydrobenzofuranyl, purinyl, quinolyl, cinnolyl, naphthyl, piperidinyl, cyclopropyl, cyclopentyl, cyclohexyl, cycloheptyl, cyclohexenyl, or adamantyl, wherein each of the foregoing groups is unsubstituted or substituted with 0-1 occurrences of $-R^{5a}$, wherein R^{5a} has the values described herein.

[00101] In some embodiments, the variable R^3 is R^{3g} . In some embodiments, R^{3g} is unsubstituted or substituted C_{1-6} aliphatic, unsubstituted or substituted 3-10-membered cycloaliphatic, unsubstituted or substituted 4-10-membered heterocyclyl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, unsubstituted or substituted 6-10-membered aryl, or unsubstituted or substituted 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur.

[00102] In some embodiments, R^{3g} is unsubstituted or substituted 6-10-membered aryl, or unsubstituted or substituted 5-10-membered heteroaryl having 1-5 heteroatoms independently selected

from nitrogen, oxygen, and sulfur, wherein R^{3g} if substituted is substituted with 0-1 occurrences of $-R^{5a}$, and 1 occurrence of $-R^{5d}$, wherein R^{5a} and R^{5d} have the values contained herein. In certain embodiments, R^{3g} is furanyl, thienyl, pyrrolyl, oxazolyl, thiazolyl, imidazolyl, pyrazolyl, isoxazolyl, isothiazolyl, oxadiazolyl, triazolyl, thiadiazolyl, phenyl, naphthyl, pyranlyl, pyridyl, pyridazinyl, pyrimidinyl, pyrazinyl, triazinyl, indolizinyl, indolyl, isoindolyl, indazolyl, benzimidazolyl, benzthiazolyl, benzothienyl, benzofuranyl, benzoxazolyl, benzo[c][1,2,5]oxadiazolyl, benzo[c][1,2,5]thiadiazolyl, benzo[d]oxazol-2(3H)-one, 2,3-dihydrobenzo[b][1,4]dioxinyl, benzo[d][1,3]dioxolyl, 2,3-dihydrobenzofuranyl, 4H-furo[3,2-b]pyrrolyl, purinyl, quinolyl, isoquinolyl, tetrahydroquinolyl, tetrahydroisoquinolyl, cinnolyl, phthalazinyl, quinazolinyl, quinoxalinyl, naphthyridinyl, or pteridinyl, wherein each of the foregoing groups is unsubstituted or substituted with 0-1 occurrences of $-R^{5a}$, and substituted with 1 occurrence of $-R^{5d}$, wherein R^{5a} and R^{5d} have the values described herein. In certain embodiments, R^{3g} is thienyl, thiazolyl, pyrazolyl, oxadiazolyl, 4H-furo[3,2-b]pyrrolyl, or phenyl, wherein each of the foregoing groups is unsubstituted or substituted with 0-1 occurrences of $-R^{5a}$, and substituted with 1 occurrence of $-R^{5d}$, wherein R^{5a} and R^{5d} have the values described herein.

[00103] In some embodiments, R^{3g} is unsubstituted or substituted C_{1-6} aliphatic, unsubstituted or substituted 3-10-membered cycloaliphatic, unsubstituted or substituted 4-10-membered heterocyclyl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, unsubstituted or substituted 6-10-membered aryl, or unsubstituted or substituted 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur, wherein R^{3g} if substituted is substituted with 0-2 independent occurrences of $-R^{5a}$, wherein R^{5a} has the values contained herein. In certain embodiments, R^{3g} is methyl, ethyl, propyl, isopropyl, tert-butyl, butyl, iso-butyl, pentyl, hexyl, butenyl, propenyl, pentenyl, hexenyl, furanyl, thienyl, pyrrolyl, oxazolyl, thiazolyl, imidazolyl, pyrazolyl, isoxazolyl, isothiazolyl, oxadiazolyl, triazolyl, thiadiazolyl, phenyl, naphthyl, pyranlyl, pyridyl, pyridazinyl, pyrimidinyl, pyrazinyl, triazinyl, indolizinyl, imidazopyridyl, indolyl, isoindolyl, indazolyl, benzimidazolyl, benzthiazolyl, benzothienyl, benzofuranyl, benzoxazolyl, benzodioxolyl, benzthiadiazolyl, 2,3-dihydrobenzofuranyl, 4H-furo[3,2-b]pyrrolyl, pyrazolopyrimidinyl, purinyl, quinolyl, isoquinolyl, tetrahydroquinolyl, tetrahydronaphthyridinyl, tetrahydroisoquinolyl, cinnolyl, phthalazinyl, quinazolinyl, quinoxalinyl, naphthyridinyl, pteridinyl, tetrahydrofuranyl, tetrahydropyranlyl, tetrahydrothienyl, indanyl, tetrahydroindazolyl, pyrrolidinyl, pyrrolidonyl, piperidinyl, pyrrolinyl, decahydroquinolyl, oxazolidinyl, piperazinyl, dioxanyl, diazepinyl, oxazepinyl, thiazepinyl, morpholyl, thiomorpholyl, quinuclidinyl, phenanthridinyl, tetrahydronaphthyl, indolyl, benzodioxanyl, chromanyl, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, cycloheptyl, cyclooctyl, cyclopentenyl, cyclohexenyl, cycloheptenyl, cyclooctenyl, bicycloheptanyl, bicyclooctanyl, or adamantyl, wherein R^{3g} if substituted is substituted with 0-2 independent occurrences of $-R^{5a}$, wherein R^{5a} has the

values described herein. In certain embodiments, R^{3g} is furanyl, thienyl, pyrrolyl, thiazolyl, imidazolyl, pyrazolyl, isoxazolyl, isothiazolyl, oxadiazolyl, phenyl, pyridyl, indolyl, benzimidazolyl, benzthiazolyl, benzoxazolyl, benzo[c][1,2,5]oxadiazolyl, benzo[c][1,2,5]thiadiazolyl, benzo[d]oxazol-2(3H)-one, 2,3-dihydrobenzo[b][1,4]dioxinyl, benzo[d][1,3]dioxolyl, 2,3-dihydrobenzofuranyl, purinyl, quinolyl, cinnolinyl, naphthyl, piperidinyl, cyclopropyl, cyclopentyl, cyclohexyl, cycloheptyl, cyclohexenyl, or adamantyl, wherein R^{3g} if substituted is substituted with 0-2 occurrences of $-R^{5a}$, wherein R^{5a} has the values described herein.

[00104] In some embodiments, the variable R^3 is $R^{3g'}$. In some embodiments, $R^{3g'}$ is unsubstituted or substituted 3-10-membered cycloaliphatic, unsubstituted or substituted 4-10-membered heterocyclyl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, unsubstituted or substituted 6-10-membered aryl, or unsubstituted or substituted 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur. In some embodiments, $R^{3g'}$ is unsubstituted or substituted 3-10-membered cycloaliphatic, unsubstituted or substituted 4-10-membered heterocyclyl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, unsubstituted or substituted 6-10-membered aryl, or unsubstituted or substituted 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur, wherein R^{3g} if substituted is substituted with 0-2 occurrences of $-R^{5a}$, wherein R^{5a} has the values described herein.

[00105] In certain embodiments, $R^{3g'}$ is furanyl, thienyl, pyrrolyl, oxazolyl, thiazolyl, imidazolyl, pyrazolyl, isoxazolyl, isothiazolyl, oxadiazolyl, triazolyl, thiadiazolyl, phenyl, naphthyl, pyranyl, pyridyl, pyridazinyl, pyrimidinyl, pyrazinyl, triazinyl, indolizinyl, imidazopyridyl, indolyl, isoindolyl, indazolyl, benzimidazolyl, benzthiazolyl, benzothienyl, benzofuranyl, benzoxazolyl, benzodioxolyl, benzthiadiazolyl, 2,3-dihydrobenzofuranyl, 4H-furo[3,2-b]pyrrolyl, pyrazolopyrimidinyl, purinyl, quinolyl, isoquinolyl, tetrahydroquinolinyl, tetrahydronaphthyridinyl, tetrahydroisoquinolinyl, cinnolinyl, phthalazinyl, quinazolinyl, quinoxalinyl, naphthyridinyl, pteridinyl, tetrahydrofuranyl, tetrahydropyranyl, tetrahydrothienyl, indanyl, tetrahydroindazolyl, pyrrolidinyl, pyrrolidonyl, piperidinyl, pyrrolinyl, decahydroquinolinyl, oxazolidinyl, piperazinyl, dioxanyl, diazepinyl, oxazepinyl, thiazepinyl, morpholinyl, thiomorpholinyl, quinuclidinyl, phenanthridinyl, tetrahydronaphthyl, indolinyl, benzodioxanyl, chromanyl, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, cycloheptyl, cyclooctyl, cyclopentenyl, cyclohexenyl, cycloheptenyl, cyclooctenyl, bicycloheptanyl, bicyclooctanyl, or adamantyl, wherein $R^{3g'}$ if substituted is substituted with 0-2 independent occurrences of $-R^{5a}$, wherein R^{5a} has the values described herein. In certain embodiments, $R^{3g'}$ is furanyl, thienyl, pyrrolyl, thiazolyl, imidazolyl, pyrazolyl, isoxazolyl, isothiazolyl, oxadiazolyl, phenyl, pyridyl, indolyl, benzimidazolyl, benzthiazolyl, benzoxazolyl, benzo[c][1,2,5]oxadiazolyl, benzo[c][1,2,5]thiadiazolyl, benzo[d]oxazol-2(3H)-one, 2,3-dihydrobenzo[b][1,4]dioxinyl, benzo[d][1,3]dioxolyl, 2,3-dihydrobenzofuranyl, purinyl, quinolyl,

cinnoliny, naphthyl, piperidinyl, cyclopropyl, cyclopentyl, cyclohexyl, cycloheptyl, cyclohexenyl, or adamantyl, wherein R^{3g} if substituted is substituted with 0-2 occurrences of $-R^{5a}$, wherein R^{5a} has the values described herein.

[00106] In some embodiments, the variable R^3 is R^{3e} . In some embodiments, R^{3e} is unsubstituted or substituted 7-10-membered cycloaliphatic, unsubstituted or substituted 7-10 membered heterocyclyl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, or unsubstituted or substituted 5-10-membered heteroaryl having 3-5 heteroatoms independently selected from nitrogen, oxygen, or sulfur. In some embodiments, R^{3e} is unsubstituted or substituted 7-10-membered cycloaliphatic, unsubstituted or substituted 7-10 membered heterocyclyl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, or unsubstituted or substituted 5-10-membered heteroaryl having 3-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur, wherein R^{3e} if substituted is substituted with 0-1 occurrences of $-R^{5a}$, and 0-1 occurrences of $-R^{5d}$, wherein R^{5a} and R^{5d} have the values contained herein.

[00107] In certain embodiments, R^{3e} is triazolyl, thiadiazolyl, oxadiazolyl, benzthiadiazolyl, 2,3-4H-furo[3,2-b]pyrrolyl, pyrazolopyrimidinyl, purinyl, pteridinyl, quinuclidinyl, diazepinyl, decahydroquinoliny, oxazepinyl, thiazepinyl, oxazepinyl, thiazepinyl, cycloheptyl, cyclooctyl, cycloheptenyl, cyclooctenyl, bicycloheptanyl, bicyclooctanyl, quinuclidinyl, or adamantyl, wherein each of the foregoing groups is unsubstituted or substituted with 0-1 occurrences of $-R^{5a}$, and 0-1 occurrences of $-R^{5d}$, wherein R^{5a} and R^{5d} have the values contained herein.

[00108] In some embodiments, R^3 is R^{3f} . In some embodiments, R^{3f} is substituted C_{1-6} aliphatic, substituted 3-6-membered cycloaliphatic, substituted 4-6-membered heterocyclyl having 1-2 heteroatoms independently selected from nitrogen, oxygen, and sulfur, substituted 6-10-membered aryl, or substituted 5-10-membered heteroaryl having 1-2 heteroatoms independently selected from nitrogen, oxygen, and sulfur; wherein R^{3f} is substituted with 1-2 independent occurrences of R^{5aa} , wherein R^{5aa} has the values described herein. In certain embodiments, R^{3f} is methyl, ethyl, propyl, isopropyl, butyl, isobutyl, tert-butyl, hexyl, furanyl, thienyl, pyrrolyl, oxazolyl, thiazolyl, imidazolyl, pyrazolyl, isoxazolyl, isothiazolyl, phenyl, naphthyl, pyranyl, pyridyl, pyridazinyl, pyrimidinyl, pyrazinyl, indoliziny, indazolyl, benzimidazolyl, benzthiazolyl, benzothienyl, benzofuranyl, benzoxazolyl, benzodioxolyl, 2,3-dihydrobenzofuranyl, quinolyl, isoquinolyl, tetrahydroquinoliny, tetrahydronaphthyridinyl, tetrahydroisoquinoliny, cinnoliny, phthalazinyl, quinazoliny, quinoxalinyl, naphthyridinyl, tetrahydrofuranyl, tetrahydropyranyl, tetrahydrothienyl, indanyl, tetrahydroindazolyl, pyrrolidinyl, pyrrolidonyl, piperidinyl, pyrrolinyl, oxazolidinyl, piperazinyl, dioxanyl, morpholiny, thiomorpholiny, tetrahydronaphthyl, indoliny, benzodioxanyl, chromanyl, cyclopropyl, cyclobutyl, cyclopentyl,

cyclohexyl, cyclopentenyl, or cyclohexenyl, wherein each of the foregoing groups is substituted with 1-2 independent occurrences of R^{5aa} ; wherein R^{5aa} has the values described herein.

[00109] In some embodiments, R^3 is R^{3h} . In some embodiments, R^{3h} is unsubstituted or substituted C_{1-6} aliphatic, unsubstituted or substituted 3-6-membered cycloaliphatic, unsubstituted or substituted 4-6-membered heterocyclyl having 1-2 heteroatoms independently selected from nitrogen, oxygen, and sulfur, unsubstituted or substituted 6-10-membered aryl, or substituted 5-10-membered heteroaryl having 1-2 heteroatoms independently selected from nitrogen, oxygen, and sulfur; wherein R^{3h} if substituted is substituted with 0-2 independent occurrences of R^{5aaa} , wherein R^{5aaa} has the values described herein. In certain embodiments, R^{3h} is methyl, ethyl, propyl, isopropyl, butyl, isobutyl, tert-butyl, hexyl, furanyl, thienyl, pyrrolyl, oxazolyl, thiazolyl, imidazolyl, pyrazolyl, isoxazolyl, isothiazolyl, phenyl, naphthyl, pyranlyl, pyridyl, pyridazinyl, pyrimidinyl, pyrazinyl, indolizinyll, indazolyl, benzimidazolyl, benzthiazolyl, benzothienyl, benzofuranyl, benzoxazolyl, benzodioxolyl, 2,3-dihydrobenzofuranyl, quinolyl, isoquinolyl, tetrahydroquinolyl, tetrahydronaphthyridinyl, tetrahydroisoquinolyl, cinnolyl, phthalazinyl, quinazolinyl, quinoxalinyl, naphthyridinyl, tetrahydrofuranyl, tetrahydropyranyl, tetrahydrothienyl, indanyl, tetrahydroindazolyl, pyrrolidinyl, pyrrolidonyl, piperidinyl, pyrrolinyl, oxazolidinyl, piperazinyl, dioxanyl, morpholinyl, thiomorpholinyl, tetrahydronaphthyl, indolyl, benzodioxanyl, chromanyl, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, cyclopentenyl, or cyclohexenyl, wherein each of the foregoing groups is substituted with 0-2 independent occurrences of R^{5aaa} , wherein R^{5aaa} has the values described herein.

[00110] In some embodiments, each occurrence of R^{5a} is independently halogen, C_{1-3} aliphatic, -CN, -NO₂, -N(R^{5b})₂, -OR^{5b}, -SR^{5c}, -S(O)₂R^{5c}, -S(O)R^{5c}, -C(O)R^{5b}, -C(O)OR^{5b}, -C(O)N(R^{5b})₂, -S(O)₂N(R^{5b})₂, -OC(O)N(R^{5b})₂, -N(R^{5e})C(O)R^{5b}, -N(R^{5e})SO₂R^{5c}, -N(R^{5e})C(O)OR^{5b}, -N(R^{5e})C(O)N(R^{5b})₂, or -N(R^{5e})SO₂N(R^{5b})₂, or a C_{1-4} aliphatic substituted with R^{5dd} , halogen, -CN, -NO₂, -N(R^{5b})₂, -OR^{5b}, -SR^{5c}, -S(O)₂R^{5c}, -S(O)R^{5c}, -C(O)R^{5b}, -C(O)OR^{5b}, -C(O)N(R^{5b})₂, -S(O)₂N(R^{5b})₂, -OC(O)N(R^{5b})₂, -N(R^{5e})C(O)R^{5b}, -N(R^{5e})SO₂R^{5c}, -N(R^{5e})C(O)OR^{5b}, -N(R^{5e})C(O)N(R^{5b})₂, or -N(R^{5e})SO₂N(R^{5b})₂, wherein R^{5b} , R^{5c} , R^{5dd} , and R^{5e} have the values described herein.

[00111] In some embodiments, R^{5a} is halo, C_{1-3} alkyl, C_{1-3} haloalkyl, -O- C_{1-3} alkyl, -O- C_{1-3} haloalkyl, -C(O) C_{1-3} alkyl, -NHC(O) C_{1-3} alkyl, -NHC(O)NHC₁₋₃ alkyl, or NHS(O)₂ C_{1-3} alkyl. In some embodiments, R^{5a} is -CH₂- R^{5dd} , wherein R^{5dd} is phenyl, pyridyl, naphthyl or thienyl optionally substituted with 0-1 occurrence of R^{7a} , wherein R^{7a} has the values described herein. In certain embodiments, R^{5a} is chloro, fluoro, methoxy, ethoxy, propoxy, isopropoxy, trifluoromethyl, trifluoromethoxy, methyl, ethyl, propyl, butyl, isopropyl, -NHC(O)CH₃, -NHC(O)CH₂CH₃, -NHC(O)NHCH₃, or -NHS(O)₂CH₃.

[00112] In some embodiments, each occurrence of R^{5a} is independently chloro, fluoro, C_{1-4} alkyl, C_{1-6} fluoroalkyl, -O- C_{1-6} alkyl, -O- C_{1-6} fluoroalkyl, cyano, hydroxy, -NHC(O) C_{1-6} alkyl, -NHC₁₋₆ alkyl,

-N(C₁₋₆ alkyl)₂, -C(O)NHC₁₋₆ alkyl, -C(O)N(C₁₋₆ alkyl)₂, -NHC(O)NHC₁₋₆ alkyl, -NHC(O)N(C₁₋₆ alkyl)₂, or -NHS(O)₂C₁₋₆ alkyl. In certain embodiments, each occurrence of R^{5a} is chloro, fluoro, methyl, ethyl, trifluoromethyl, methoxy, ethoxy, trifluoromethoxy, cyano or hydroxy.

[00113] In some embodiments, each occurrence of R^{5aa} is independently cyano, hydroxy, C₁₋₆ aliphatic substituted with 1-2 occurrences of R⁷ or R⁸, C₁₋₆ fluoroalkyl, -O-C₁₋₆ fluoroalkyl, -NHC(O)C₁₋₆ alkyl, -NHC(O)C₃₋₆ cycloalkyl, -C(O)NHC₁₋₆ alkyl, -NHC(O)NHC₁₋₆ alkyl, -NHS(O)₂C₁₋₆ alkyl, -NHC₁₋₆ alkyl, -N(C₁₋₆ alkyl)₂, or phenyl substituted with 1-2 occurrence of -R^{7a}, wherein R⁷, R⁸ and R^{7a} have the values described herein. In certain embodiments, each occurrence of R^{5aa} is independently cyano, hydroxy, trifluoromethyl, trifluoromethoxy, -NHC(O)CH₃, -NHC(O)-cyclopropyl, -C(O)NHCH₃, -NHC(O)NHCH₃, -NHS(O)₂CH₃, -NHCH₃, -N(CH₃)₂, 4-methoxyphenyl, 3-chlorophenyl, 4-chlorophenyl, or 3-methoxyphenyl.

[00114] In some embodiments, each occurrence of R^{5aaa} is independently chloro, fluoro, C₁₋₄ alkyl, -O-C₁₋₆ alkyl, or phenyl. In certain embodiments, each occurrence of R^{5aaa} is independently chloro, fluoro, methyl, ethyl, propyl, n-butyl, isopropyl, tert-butyl, methoxy, ethoxy, isopropoxy, propoxy, butoxy, tert-butoxy, or phenyl.

[00115] In some embodiments, each occurrence of R⁷ is independently unsubstituted or substituted 4-10-membered heterocyclyl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, unsubstituted or substituted 6-10-membered aryl, or unsubstituted or substituted 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur.

[00116] In some embodiments, each occurrence of the variable R⁸ is independently chloro, fluoro, -OH, -O(C₁₋₆ alkyl), -CN, -N(C₁₋₆ alkyl)₂, -NH(C₁₋₆ alkyl), -C(O)(C₁₋₆ alkyl), -CO₂H, -CO₂(C₁₋₆ alkyl), -C(O)NH₂, or -C(O)NH(C₁₋₆ alkyl).

[00117] In some embodiments, each occurrence of R^{5b} is independently hydrogen or an optionally substituted group selected from C₁₋₆ aliphatic, 3-10-membered cycloaliphatic, 4-10-membered heterocyclyl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, 6-10-membered aryl, or 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur; or two occurrences of R^{5b} on the same nitrogen atom can be taken together with the nitrogen atom to which they are bound to form an optionally substituted 4-7-membered heterocyclyl ring having 0-1 additional heteroatoms selected from nitrogen, oxygen, and sulfur.

[00118] In some embodiments, each occurrence of R^{5c} is independently an optionally substituted group selected from C₁₋₆ aliphatic, 3-10-membered cycloaliphatic, 4-10-membered heterocyclyl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, 6-10-membered aryl, or 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur.

[00119] In some embodiments, each occurrence of R^{5e} is independently hydrogen or an optionally substituted C_{1-6} aliphatic group. In some other embodiments, each occurrence of R^{5e} is independently hydrogen.

[00120] In some embodiments, R^6 is hydrogen, C_{1-4} aliphatic, C_{3-6} cycloaliphatic, or 6-10-membered aryl. In some embodiments, R^6 is hydrogen, C_{1-4} aliphatic, or C_{3-6} cycloaliphatic. In certain embodiments, R^6 is hydrogen, methyl, ethyl, phenyl, cyclopropyl, cyclobutyl, or cyclopentyl. In certain embodiments, R^6 is hydrogen or methyl. In certain embodiments, R^6 is hydrogen.

[00121] In some embodiments, $R^{6'}$ is hydrogen, C_{1-4} aliphatic, C_{3-6} cycloaliphatic, or 6-10-membered aryl. In some embodiments, $R^{6'}$ is hydrogen, C_{1-4} aliphatic, or C_{3-6} cycloaliphatic. In certain embodiments, $R^{6'}$ is hydrogen, methyl, ethyl, phenyl, cyclopropyl, cyclobutyl, or cyclopentyl. In certain embodiments, $R^{6'}$ is hydrogen or methyl. In certain embodiments, $R^{6'}$ is hydrogen.

[00122] In some embodiments, R^6 and $R^{6'}$ are taken together to form a C_{3-6} cycloaliphatic group. In certain embodiments, R^6 and $R^{6'}$ are taken together to form a cyclopropyl, cyclobutyl, cyclopentyl, or cyclohexyl group.

[00123] In some embodiments, at least one of R^6 and $R^{6'}$ must be $R^{6''}$.

[00124] In some embodiments, $R^{6''}$ is C_{1-4} aliphatic, C_{3-6} cycloaliphatic, or 6-10-membered aryl. In some embodiments, $R^{6''}$ is C_{1-4} aliphatic. In certain embodiments, $R^{6''}$ is methyl.

[00125] In some embodiments, V_{2a} is $-C(O)-$, $-O-$, $-S-$, $-N(R^{4a})-$, or $-C(O)N(R^{4a})-$. In certain embodiments, V_{2a} is $-NH-$ or $-O-$.

[00126] In some embodiments, $V_{2a'}$ is V_{2a} , is $-O-$, $-S-$, or $-N(R^{4a})-$, wherein R^{4a} has the values described herein. In certain embodiments, $V_{2a'}$ is $-O-$ or $-NH-$.

[00127] In some embodiments, t is 2-3. In some embodiments, t is 2. In some embodiments, t is 3.

[00128] In some embodiments, u is 2-3. In some embodiments, u is 2. In some embodiments, u is 3.

[00129] In some embodiments, z is 0-3. In some embodiments, z is 0-1. In certain embodiments, z is 0. In certain embodiments, z is 1. In certain embodiments, z is 2. In certain embodiments, z is 3.

[00130] In some embodiments, y is 2-3. In certain embodiments, y is 2. In certain embodiments, y is 3.

[00131] In some embodiments, zz is 0-3. In some embodiments, zz is 0-1. In certain embodiments, zz is 0. In certain embodiments, zz is 1. In certain embodiments, zz is 2. In certain embodiments, zz is 3.

[00132] In some embodiments, yy is 2-3. In certain embodiments, yy is 2. In certain embodiments, yy is 3.

[00133] In some embodiments, V_3 is $-N(R^{5e})$, $-O-$, $-S-$, $-S(O)-$, $-S(O)_2-$, $-C(O)-$, $-C(O)O-$, $-C(O)N(R^{5e})-$, $-S(O)_2N(R^{5e})-$, $-OC(O)N(R^{5e})-$, $-N(R^{5e})C(O)-$, $-N(R^{5e})SO_2-$, $-N(R^{5e})C(O)O-$, $-N(R^{5e})C(O)N(R^{5e})-$, $-N(R^{5e})SO_2N(R^{5e})-$, $-OC(O)-$, or $-C(O)N(R^{5e})O-$. In some embodiments, V_3 is

$-N(R^{5e})$, $-O-$, $-S-$, $-C(O)-$, $-C(O)O-$, $-C(O)N(R^{5e})-$, or $-S(O)_2N(R^{5e})$. In certain embodiments, V_3 is $-NH-$, $-O-$, $-S-$, or $-C(O)-$.

[00134] In some embodiments, L_3 is an optionally substituted C_{1-3} alkylene chain, where one carbon atom may be replaced with $-CR^A=CR^A-$. In some embodiments, L_3 is $-CH_2-$, CH_2CH_2- , $-CH_2CH_2CH_2-$, or $-CH=CH-$. In some embodiments, L_3 is $-CH_2-$. In some embodiments, L_3 is a C_{1-3} alkylene chain, where one carbon atom may be replaced with $-CR^A=CR^A-$, optionally substituted with 0-2 occurrences of R^{8a} , wherein each occurrence of R^{8a} is independently halogen, C_{1-4} aliphatic, $-CN$, $-NO_2$, $-N(R^{5b})_2$, $-OR^{5b}$, $-SR^{5c}$, $-S(O)_2R^{5c}$, $-S(O)R^{5c}$, $-C(O)R^{5b}$, $-C(O)OR^{5b}$, $-C(O)N(R^{5b})_2$, $-S(O)_2N(R^{5b})_2$, $-OC(O)N(R^{5b})_2$, $-N(R^{5e})C(O)R^{5b}$, $-N(R^{5e})SO_2R^{5c}$, $-N(R^{5e})C(O)OR^{5b}$, $-N(R^{5e})C(O)N(R^{5b})_2$, or $-N(R^{5e})SO_2N(R^{5b})_2$, or C_{1-4} aliphatic substituted with halogen, $-CN$, $-NO_2$, $-N(R^{5b})_2$, $-OR^{5b}$, $-SR^{5c}$, $-S(O)_2R^{5c}$, $-S(O)R^{5c}$, $-C(O)R^{5b}$, $-C(O)OR^{5b}$, $-C(O)N(R^{5b})_2$, $-S(O)_2N(R^{5b})_2$, $-OC(O)N(R^{5b})_2$, $-N(R^{5e})C(O)R^{5b}$, $-N(R^{5e})SO_2R^{5c}$, $-N(R^{5e})C(O)OR^{5b}$, $-N(R^{5e})C(O)N(R^{5b})_2$, or $-N(R^{5e})SO_2N(R^{5b})_2$, wherein R^{5b} , R^{5c} and R^{5e} have the values described herein. In some embodiments, L_3 is a C_{1-3} alkylene chain, where one carbon atom may be replaced with $-CR^A=CR^A-$, optionally substituted with 0-2 occurrences of R^{8a} , wherein each occurrence of R^{8a} is independently fluoro or C_{1-4} aliphatic.

[00135] In some embodiments, R^{5d} is an optionally substituted group selected from 6-10-membered aryl, or 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur. In some embodiments, R^{5d} is an optionally substituted group selected from 6-10-membered aryl, or 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur, wherein R^{5d} if substituted, is substituted with 0-2 independent occurrences of $-R^{7a}$, wherein R^{7a} has the values described herein. In some embodiments, R^{5d} is an optionally substituted group selected from 6-10-membered aryl, or 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur, wherein R^{5d} if substituted is substituted with 0-1 independent occurrences of R^{7a} , wherein R^{7a} has the values described herein.

[00136] In some embodiments, R^{5d} is furanyl, thienyl, pyrrolyl, oxazolyl, thiazolyl, imidazolyl, pyrazolyl, isoxazolyl, isothiazolyl, oxadiazolyl, triazolyl, thiadiazolyl, phenyl, naphthyl, pyranyl, pyridyl, pyridazinyl, pyrimidinyl, pyrazinyl, triazinyl, indolizynyl, indolyl, isoindolyl, indazolyl, benzimidazolyl, benzthiazolyl, benzothienyl, benzofuranyl, benzoxazolyl, benzo[c][1,2,5]oxadiazolyl, benzo[c][1,2,5]thiadiazole, benzo[d]oxazol-2(3H)-one, 2,3-dihydrobenzo[b][1,4]dioxinyl, benzo[d][1,3]dioxolyl, 2,3-dihydrobenzofuranyl, 4H-furo[3,2-b]pyrrolyl, purinyl, quinolyl, isoquinolyl, tetrahydroquinolyl, tetrahydroisoquinolyl, cinnolyl, phthalazinyl, quinazolinyl, quinoxalinyl, naphthyridinyl, or pteridinyl, wherein each of the foregoing groups is unsubstituted or substituted with 0-2 independent occurrences of $-R^{7a}$, wherein R^{7a} has the values described herein. In certain embodiments, R^{5d} is thienyl, pyrrolyl, pyrazolyl, isoxazolyl, triazolyl, phenyl, pyridyl, or benzothienyl,

wherein each of the foregoing groups is unsubstituted or substituted with 0-1 occurrences of $-R^{7a}$, wherein R^{7a} has the values described herein.

[00137] In some embodiments, R^{5dd} is R^{5d} . In certain embodiments, R^{5dd} is phenyl, pyridyl, naphthyl or thienyl optionally substituted with 0-1 occurrence of R^{7a} , wherein R^{7a} has the values described herein.

[00138] In some embodiments, R^{7a} is halo, C_{1-3} alkyl, C_{1-3} haloalkyl, $-O-C_{1-3}$ alkyl, $-O-C_{1-3}$ haloalkyl, $-NHC(O)C_{1-3}$ alkyl, $-NHC(O)NHC_{1-3}$ alkyl, or $NHS(O)_2C_{1-3}$ alkyl. In some embodiments, R^{7a} is chloro, fluoro, methoxy, ethoxy, propoxy, isopropoxy, trifluoromethyl, trifluoromethoxy, methyl, ethyl, propyl, isopropyl, $-NHC(O)CH_3$, $-NHC(O)CH_2CH_3$, $-NHC(O)NHCH_3$, or $-NHS(O)_2CH_3$. In some embodiments, each occurrence of R^{7a} is chloro, fluoro, bromo, iodo, C_{1-6} alkyl, C_{1-6} fluoroalkyl, $-O-C_{1-6}$ alkyl, $-O-C_{1-6}$ fluoroalkyl, cyano, hydroxy, $-NHC(O)C_{1-6}$ alkyl, $-NHC_{1-6}$ alkyl, $-N(C_{1-6} \text{ alkyl})_2$, $-C(O)NHC_{1-6}$ alkyl, $-C(O)N(C_{1-6} \text{ alkyl})_2$, $-NHC(O)NHC_{1-6}$ alkyl, $-NHC(O)N(C_{1-6} \text{ alkyl})_2$, or $-NHS(O)_2C_{1-6}$ alkyl. In certain embodiments, R^{7a} is chloro, fluoro, methyl, ethyl, trifluoromethyl, methoxy, ethoxy, trifluoromethoxy, cyano, or hydroxy.

[00139] In certain embodiments:

G is $-R^3$, $-C(R^6)(R^{6'})-R^3$, $-C(O)-R^3$, or $-S(O)_2-R^3$;

R^6 is hydrogen, C_{1-4} aliphatic, C_{3-6} cycloaliphatic, or 6-10-membered aryl;

$R^{6'}$ is hydrogen, C_{1-4} aliphatic, C_{3-6} cycloaliphatic, or 6-10-membered aryl; or

R^6 and $R^{6'}$ are taken together to form a C_{3-6} cycloaliphatic group;

R^3 is $-R^{3a}$; and

R^{3a} is unsubstituted or substituted 6-10-membered aryl, or unsubstituted or substituted 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur; wherein R^{3a} if substituted is substituted with 0-1 occurrences of $-R^{5a}$, and one occurrence of $-R^{5d}$;

wherein R^{5a} and R^{5d} have the values described herein.

[00140] In certain embodiments:

G is $-R^3$;

R^3 is $-R^{3b}$; and

R^{3b} is unsubstituted or substituted 6-10-membered aryl, or unsubstituted or substituted 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur, wherein R^{3b} if substituted is substituted with 0-2 independent occurrences of $-R^{5a}$;

wherein R^{5a} has the values described herein.

[00141] In certain embodiments:

G is $-(\text{CH}_2)_t\text{-R}^3$ or $-(\text{CH}_2)_t\text{-V}_{2a}\text{-R}^3$;

R^3 is $-\text{R}^{3c}$;

R^{3c} is unsubstituted or substituted 4-10-membered heterocyclyl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, unsubstituted or substituted 6-10-membered aryl, or unsubstituted or substituted 5-10-membered heteroaryl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, wherein R^{3c} if substituted is substituted with 0-2 independent occurrences of $-\text{R}^{5a}$;

V_{2a} is $-\text{C}(\text{O})-$, $-\text{O}-$, $-\text{S}-$, $-\text{N}(\text{R}^{4a})-$, or $-\text{C}(\text{O})\text{N}(\text{R}^{4a})-$; and

t is 2-3;

wherein R^{5a} and R^{4a} have the values described herein.

[00142] In certain embodiments:

G is $-\text{C}(\text{R}^6)(\text{R}^{6'})\text{-R}^3$, $-\text{C}(\text{O})\text{-}[\text{C}(\text{R}^6)(\text{R}^{6'})]_u\text{-R}^3$, $-\text{S}(\text{O})_2\text{-}[\text{C}(\text{R}^6)(\text{R}^{6'})]_u\text{-R}^3$, or $-\text{C}(\text{O})\text{-NH-}[\text{C}(\text{R}^6)(\text{R}^{6'})]_u\text{-R}^3$;

R^6 is hydrogen, C_{1-4} aliphatic, C_{3-6} cycloaliphatic, or 6-10-membered aryl;

$\text{R}^{6'}$ is hydrogen, C_{1-4} aliphatic, C_{3-6} cycloaliphatic, or 6-10-membered aryl; or

R^6 and $\text{R}^{6'}$ are taken together to form a C_{3-6} cycloaliphatic group;

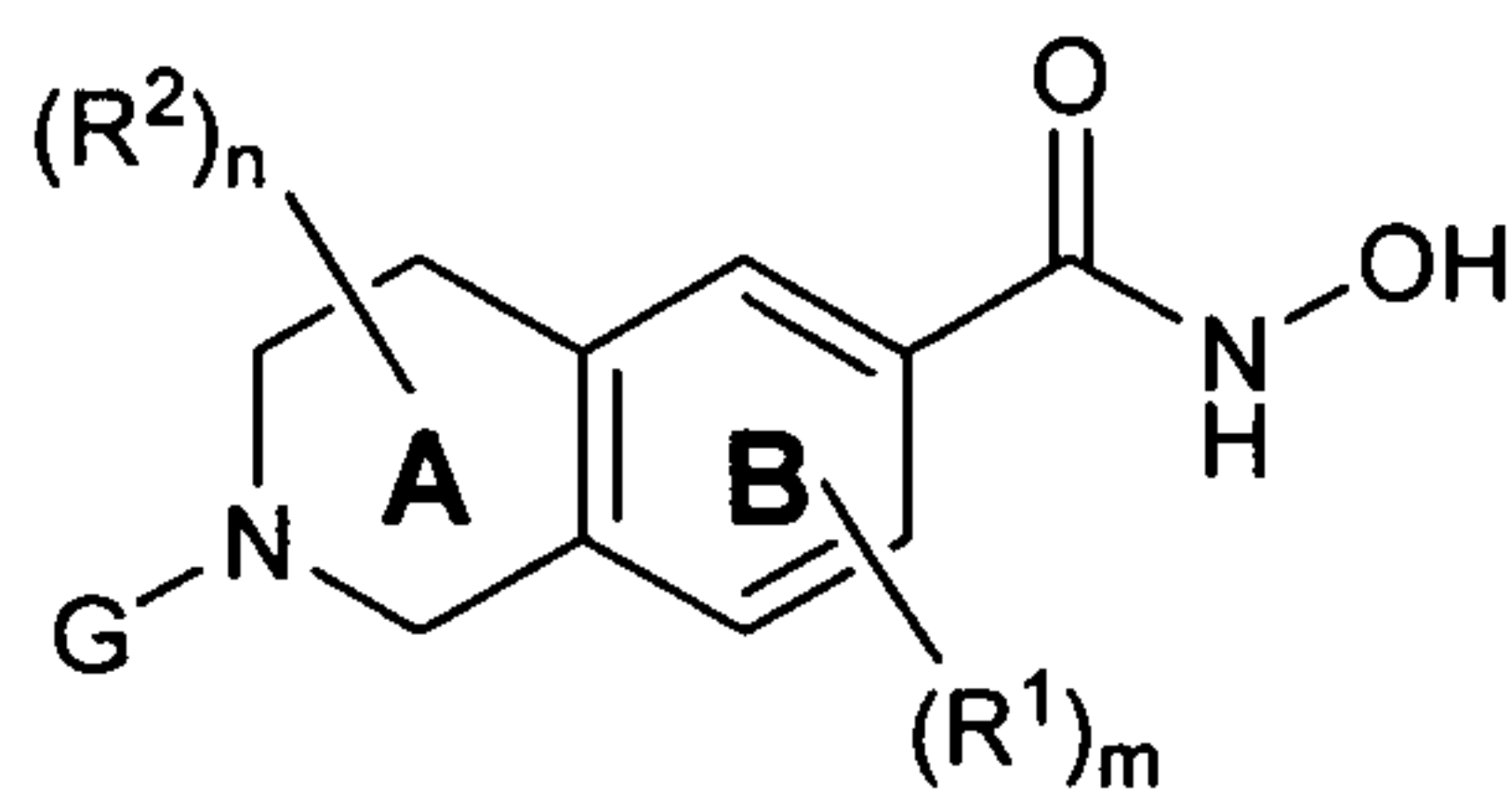
R^3 is $-\text{R}^{3d}$;

R^{3d} is unsubstituted or substituted C_{1-6} aliphatic, unsubstituted or substituted 3-10-membered cycloaliphatic, unsubstituted or substituted 4-10-membered heterocyclyl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, unsubstituted or substituted 6-10-membered aryl, or unsubstituted or substituted 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur; wherein R^{3d} if substituted is substituted with 0-2 independent occurrences of $-\text{R}^{5a}$; and

u is 1-2;

wherein R^{5a} has the values described herein.

[00143] In certain embodiments, the compound of formula (I) is represented by formula (II-A):



(II-A)

wherein:

each occurrence of R^1 is independently chloro, fluoro, methoxy, ethoxy, propoxy, cyano, trifluoromethyl, methyl, ethyl, n-propyl, isopropyl, or tert-butyl;

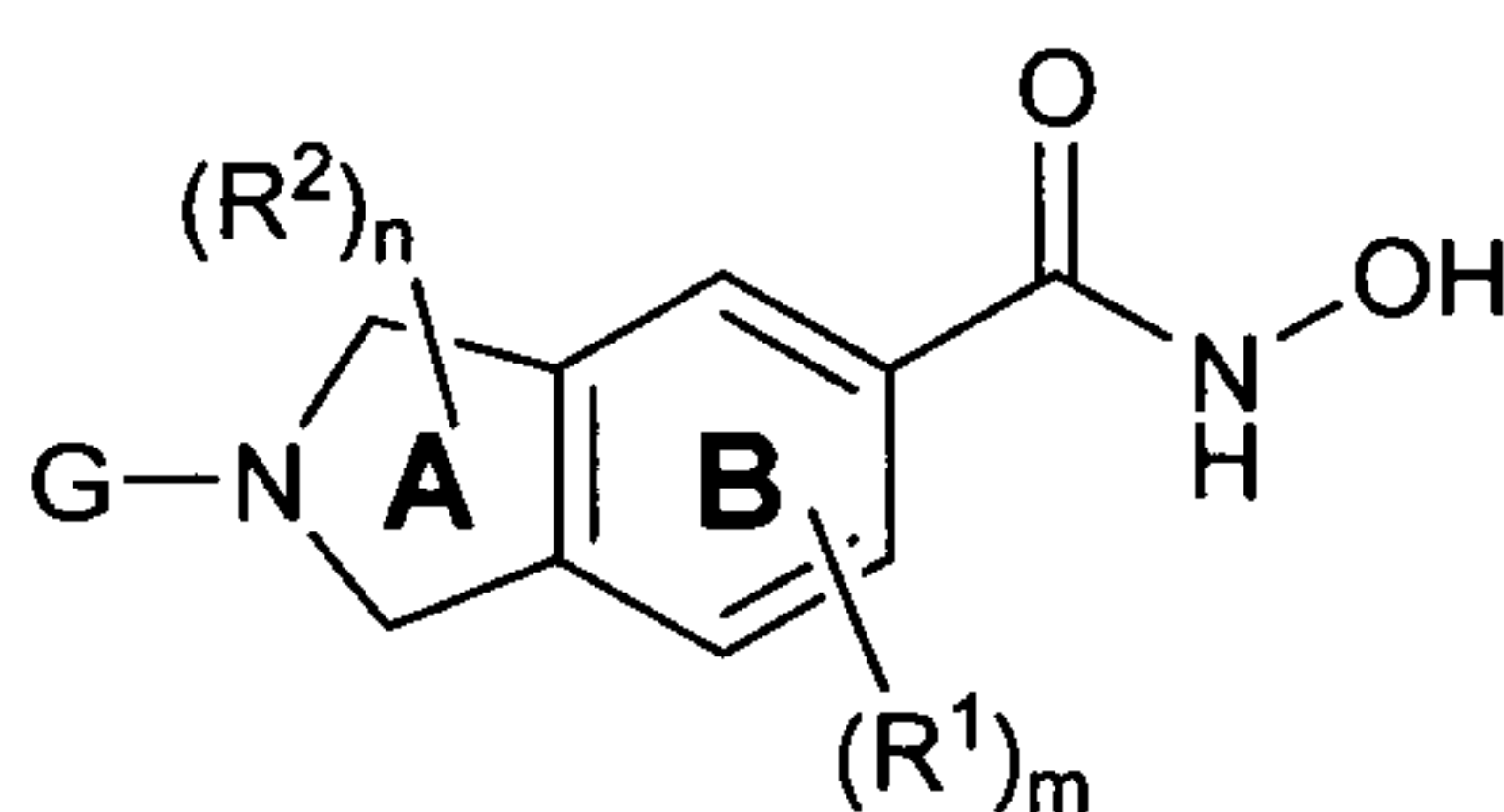
each occurrence of R^2 is independently chloro, fluoro, methoxy, ethoxy, propoxy, trifluoromethyl, methyl, ethyl, n-propyl, isopropyl, or tert-butyl;

m is 0-1; and

n is 0-2;

wherein G has the values described herein.

[00144] In some other further embodiments, the compound of formula (I) is represented by formula (II-B):



(II-B)

wherein:

each occurrence of R^1 is independently chloro, fluoro, methoxy, ethoxy, propoxy, cyano, trifluoromethyl, methyl, ethyl, n-propyl, isopropyl, or tert-butyl;

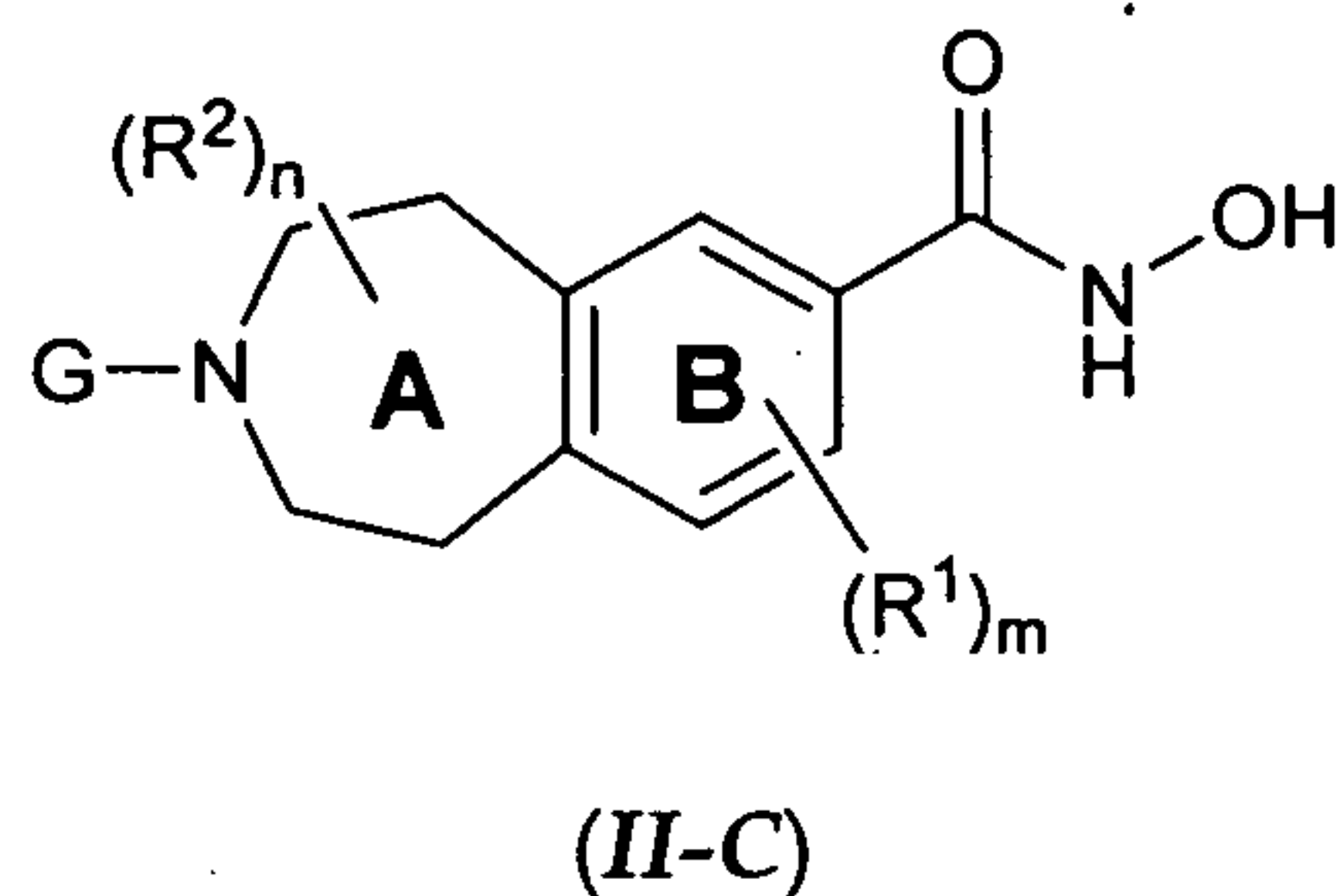
each occurrence of R^2 is independently chloro, fluoro, methoxy, ethoxy, propoxy, trifluoromethyl, methyl, ethyl, n-propyl, isopropyl, or tert-butyl;

m is 0-1; and

n is 0-2;

wherein G has the values described herein.

[00145] In certain embodiments, the compound of formula (I) is represented by formula (II-C):



wherein:

each occurrence of R^1 is independently chloro, fluoro, methoxy, ethoxy, propoxy, cyano, trifluoromethyl, methyl, ethyl, n-propyl, isopropyl, or tert-butyl;

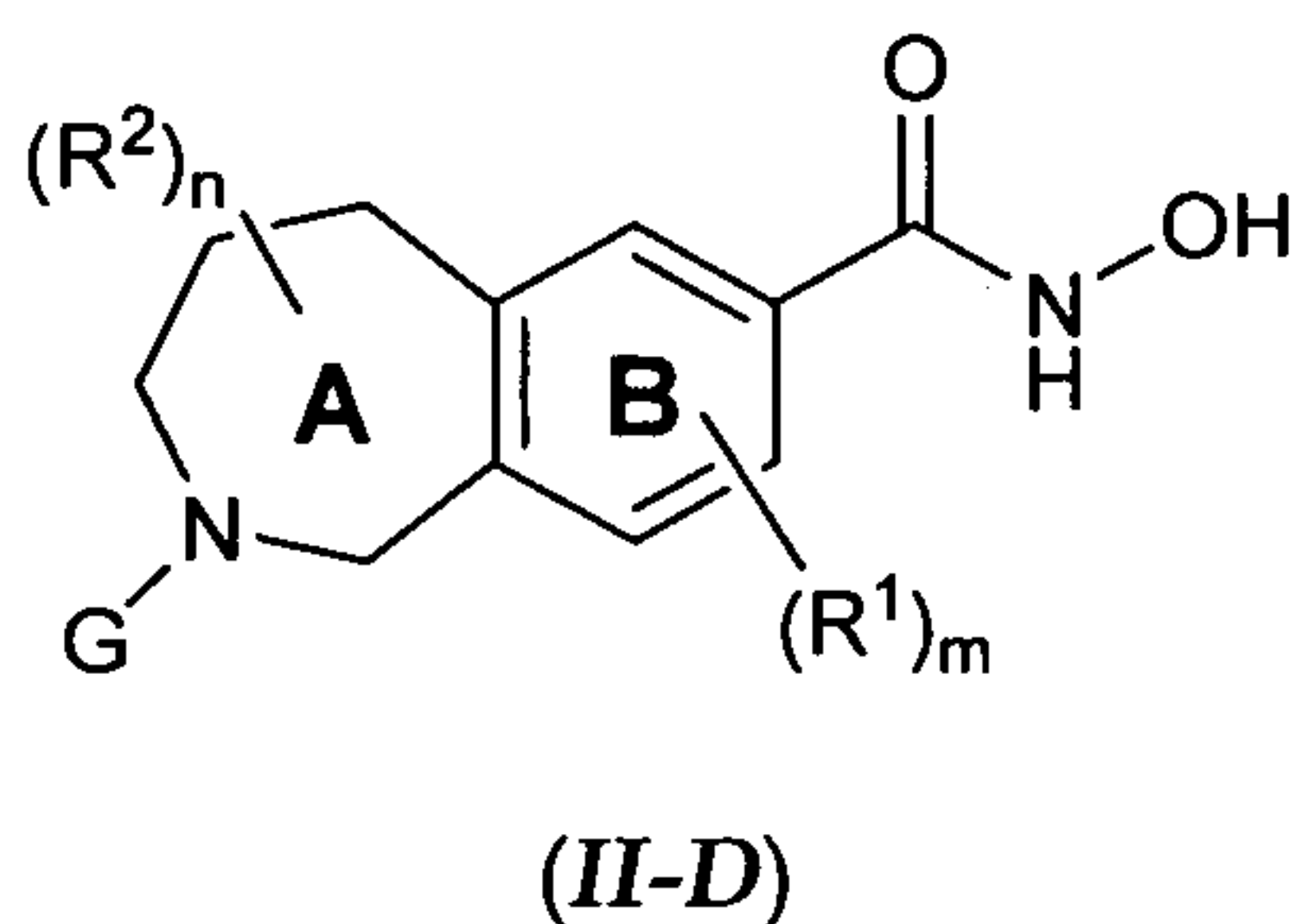
each occurrence of R^2 is independently chloro, fluoro, methoxy, ethoxy, propoxy, trifluoromethyl, methyl, ethyl, n-propyl, isopropyl, or tert-butyl;

m is 0-1; and

n is 0-2;

wherein G has the values described herein.

[00146] In certain embodiments, the compound of formula (I) is represented by formula (II-D):



wherein:

each occurrence of R^1 is independently independently chloro, fluoro, methoxy, ethoxy, propoxy, cyano, trifluoromethyl, methyl, ethyl, n-propyl, isopropyl, or tert-butyl;

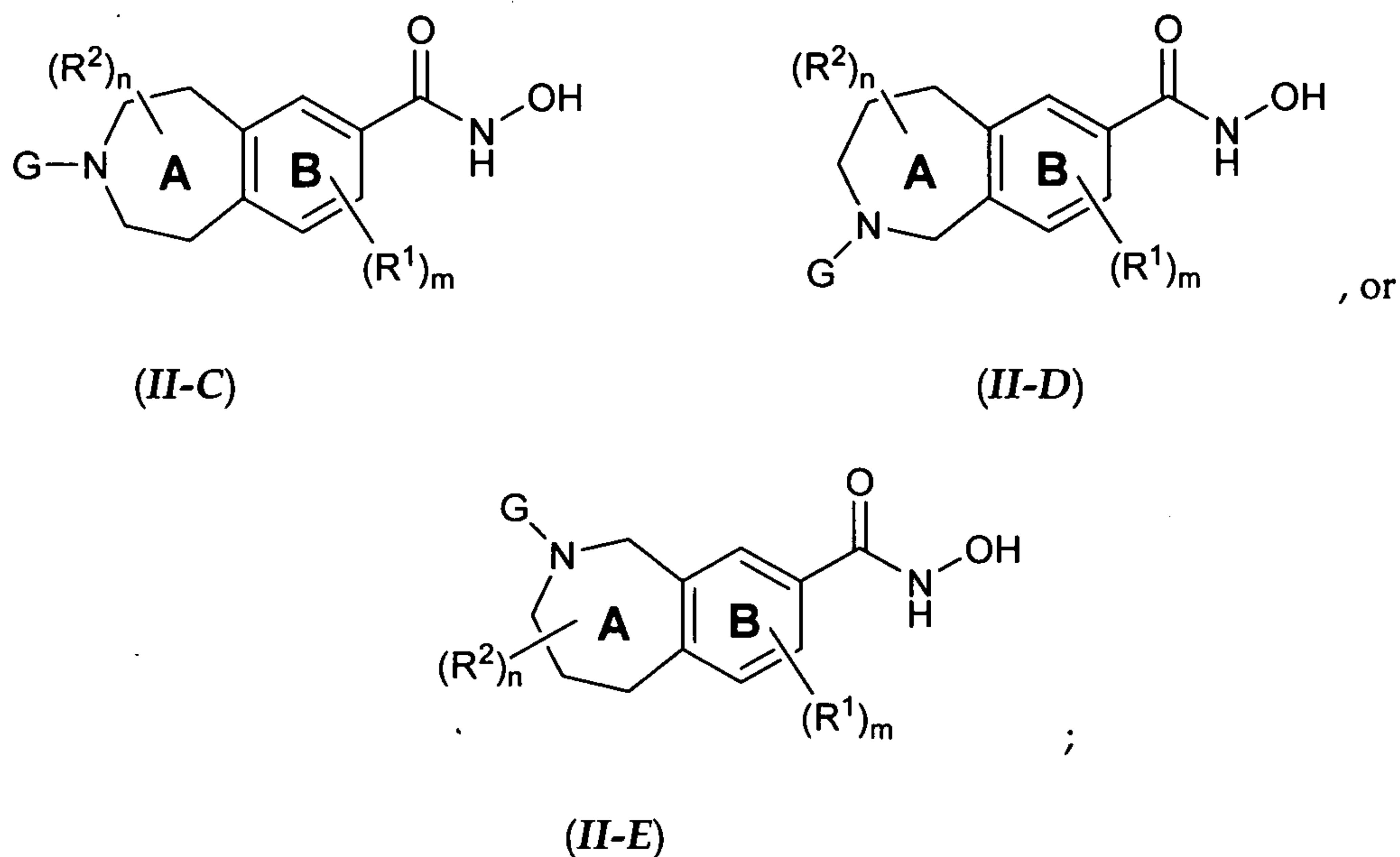
each occurrence of R^2 is independently chloro, fluoro, methoxy, ethoxy, propoxy, trifluoromethyl, methyl, ethyl, n-propyl, isopropyl, or tert-butyl;

m is 0-1; and

n is 0-2;

wherein G has the values described herein.

[00147] In certain embodiments, the compound of formula (I) is represented by formulas (II-C)-(II-E):



wherein:

G is $-[C(R^6)(R^{6'})]_z-R^3$, $-C(O)-[C(R^6)(R^{6'})]_z-R^3$, $-C(O)-NH-[C(R^6)(R^{6'})]_z-R^3$, $-S(O)_2-[C(R^6)(R^{6'})]_z-R^3$, $-[C(R^6)(R^{6'})]_y-V_{2a}-R^3$, or $-C(O)-C(R^6)(R^{6'})-V_{2a'}-R^3$,

R^6 is hydrogen, C_{1-4} aliphatic, C_{3-6} cycloaliphatic, or 6-10-membered aryl;

$R^{6'}$ is hydrogen, C_{1-4} aliphatic, C_{3-6} cycloaliphatic, or 6-10-membered aryl; or

R^6 and $R^{6'}$ are taken together to form a C_{3-6} cycloaliphatic group;

V_{2a} is $-C(O)-$, $-O-$, $-S-$, $-N(R^{4a})-$, or $-C(O)N(R^{4a})-$;

$V_{2a'}$ is $-O-$, $-S-$, or $-N(R^{4a})-$;

R^1 is chloro, fluoro, cyano, hydroxy, methoxy, ethoxy, trifluoromethoxy, trifluoromethyl, methyl, or ethyl;

each occurrence of R^2 is independently fluoro, methyl, or trifluoromethyl;

m is 0-1;

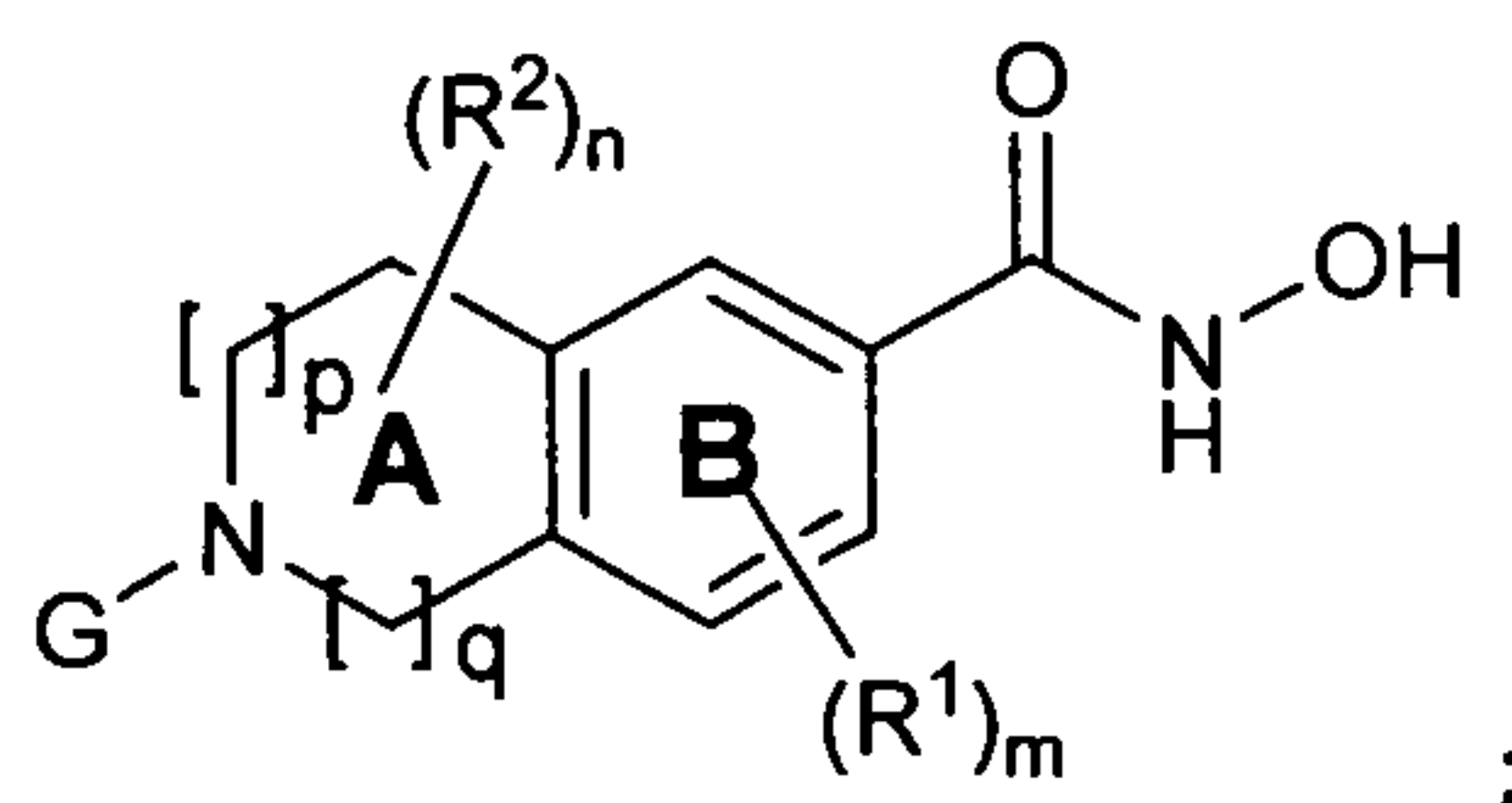
n is 0-2;

y is 2-3; and

z is 0-3;

wherein R^3 and R^{4a} have the values described herein.

[00148] In certain embodiments, for the compound of formula (I):



(I)

wherein:

p is 0 and q is 1; or p is 1 and q is 1;

G is $-R^3$, $-V_1-R^3$, or $-L_1-R^3$;

V_1 is $-S(O)_2-$;

R^1 is chloro, fluoro, cyano, hydroxy, methoxy, ethoxy, trifluoromethoxy, trifluoromethyl, methyl, or ethyl;

each occurrence of R^2 is independently fluoro, methyl, or trifluoromethyl;

m is 0-1; and

n is 0-2;

wherein L_1 and R^3 have the values described herein.

[00149] In certain embodiments described directly above:

G is $-[C(R^6)(R^{6'})]_z-R^3$, $-[C(R^6)(R^{6'})]_y-V_{2a}-R^3$, $-S(O)_2-[C(R^6)(R^{6'})]_y-V_{2a}-R^3$, $-S(O)_2-C(R^6)(R^{6'})-V_{2a}-R^3$, or $-S(O)_2-[C(R^6)(R^{6'})]_z-R^3$;

R^6 is hydrogen, C_{1-4} aliphatic, C_{3-6} cycloaliphatic, or 6-10-membered aryl;

$R^{6'}$ is hydrogen, C_{1-4} aliphatic, C_{3-6} cycloaliphatic, or 6-10-membered aryl; or

R^6 and $R^{6'}$ are taken together to form a C_{3-6} cycloaliphatic group;

V_{2a} is $-O-$ or $-NH-$;

R^1 is chloro, fluoro, cyano, hydroxy, methoxy, ethoxy, trifluoromethoxy, trifluoromethyl, methyl, or ethyl;

each occurrence of R^2 is independently fluoro, methyl, or trifluoromethyl;

m is 0-1;

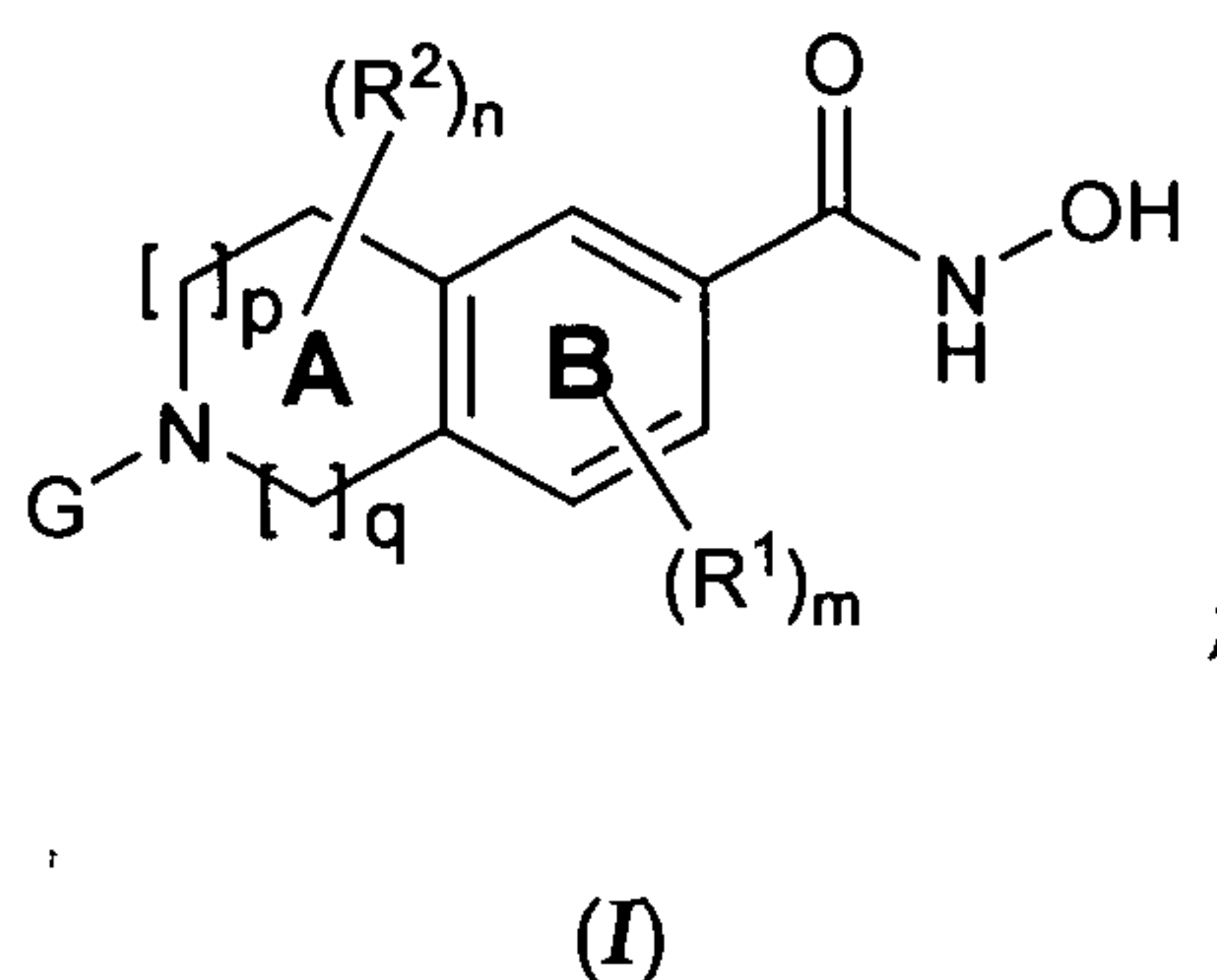
n is 0-2;

y is 2-3; and

z is 0-3;

wherein R^3 has the values described herein.

[00150] In certain embodiments, for the compound of formula (I):



wherein:

p is 0 and q is 1; or p is 1 and q is 1;

G is $-C(O)-[C(R^6)(R^{6'})]_{zz}-R^{3g}$, $-C(O)-NH-[C(R^6)(R^{6'})]_{zz}-R^{3g'}$, or $-C(O)-[C(R^6)(R^{6'})]_{yy}-V_{2a}-R^{3g}$;

wherein at least one occurrence of R^6 is $R^{6''}$;

R^1 is chloro, fluoro, cyano, hydroxy, methoxy, ethoxy, trifluoromethoxy, trifluoromethyl, methyl, or ethyl;

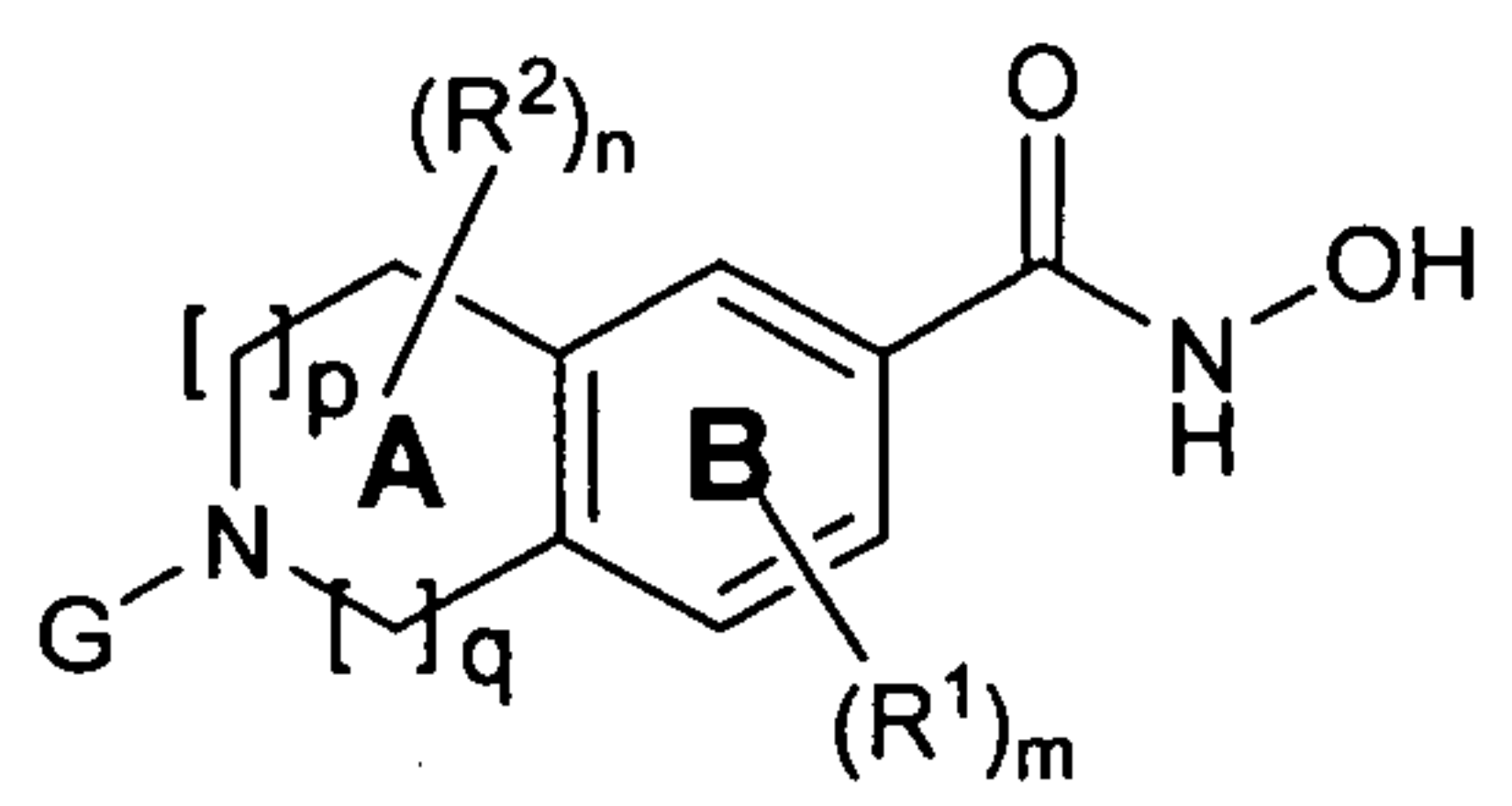
each occurrence of R^2 is independently fluoro, methyl, or trifluoromethyl;

m is 0-1; and

n is 0-2;

wherein R^6 , $R^{6'}$, R^{3g} , $R^{3g'}$, V_{2a} , $R^{6''}$, zz and yy have the values described herein.

[00151] In certain embodiments, for the compound of formula (I):



(I)

wherein:

p is 0 and q is 1; or p is 1 and q is 1;

$$\begin{aligned} \text{G is } & -\text{C}(\text{O})-[\text{C}(\text{R}^6)(\text{R}^{6'})]_{\text{zz}}-\text{R}^{3\text{g}}, -\text{C}(\text{O})-\text{NH}-[\text{C}(\text{R}^6)(\text{R}^{6'})]_{\text{zz}}-\text{R}^{3\text{g}'}, \\ & -\text{C}(\text{O})-[\text{C}(\text{R}^6)(\text{R}^{6'})]_{\text{vv}}-\text{V}_{2\text{a}}-\text{R}^{3\text{g}}, \text{ or } -\text{C}(\text{O})-\text{C}(\text{R}^6)(\text{R}^{6'})-\text{V}_{2\text{a}}-\text{R}^{3\text{g}}; \end{aligned}$$

R⁶ is hydrogen or C₁₋₄ aliphatic;

R^{6'} is hydrogen or C₁₋₄ aliphatic; or

R⁶ and R^{6'} are taken together to form a C₃₋₆ cycloaliphatic group;

R^{6''} is C₁₋₄ aliphatic;

wherein at least one occurrence of R^6 is $R^{6''}$;

V_{2a} is -O- or -NH-;

V_{2a}, is -O- or -NH-;

R¹ is chloro, fluoro, cyano, hydroxy, methoxy, ethoxy, trifluoromethoxy, trifluoromethyl, methyl, or ethyl;

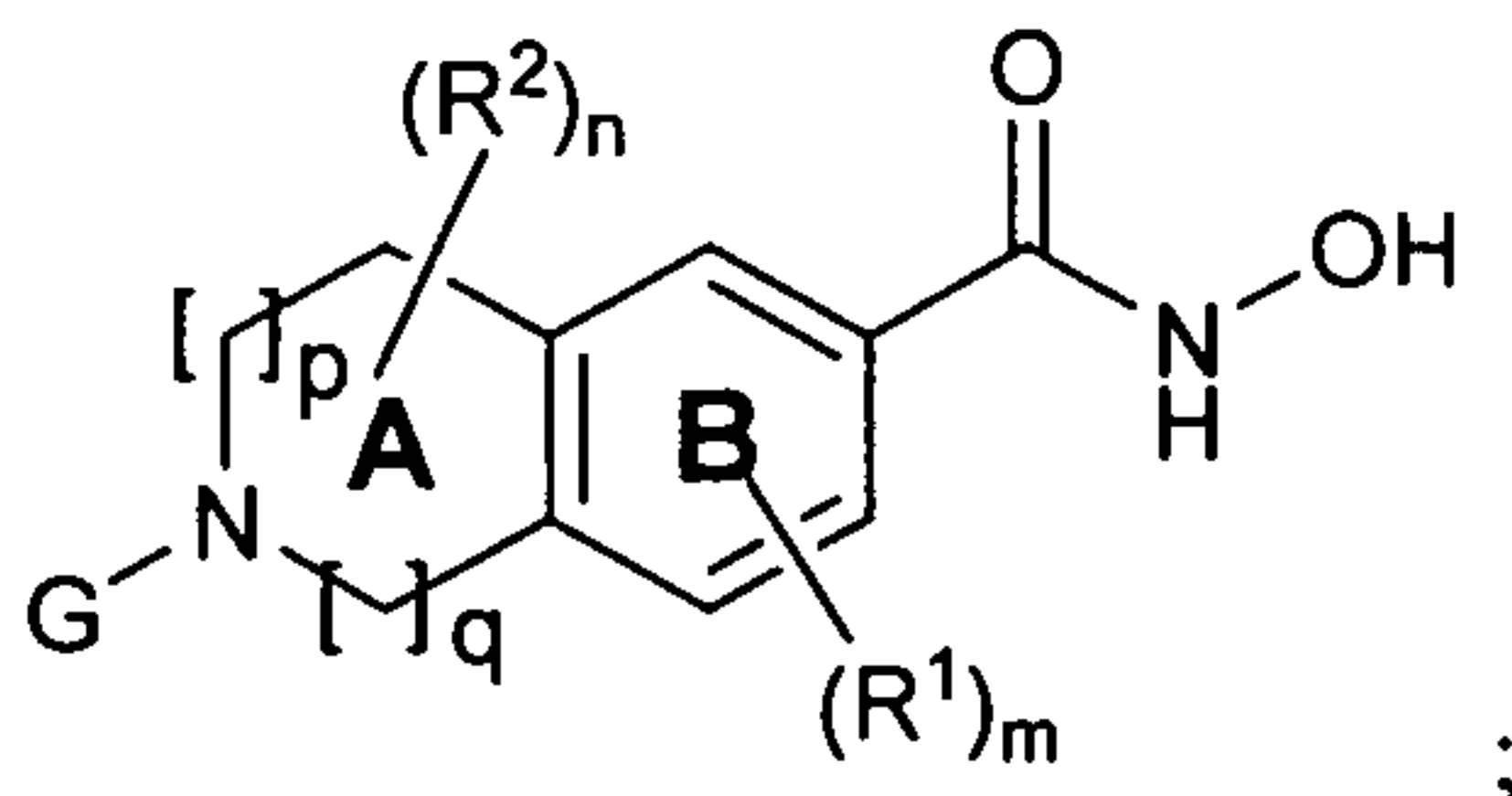
each occurrence of R² is independently fluoro, methyl, or trifluoromethyl;

m is 0-1; and

n is 0-2.

wherein R^{3g} , $R^{3g'}$, zz, and yy have the values described herein.

[00152] In certain embodiments, for the compound of formula (I):



(I)

wherein:

p is 0 and q is 1; or p is 1 and q is 1;

G is $-\text{C}(\text{O})-\text{R}^{3\text{e}}$, $-\text{C}(\text{O})-\text{N}(\text{R}^{4\text{a}})-\text{R}^{3\text{e}}$, $-\text{C}(\text{O})-\text{O}-\text{R}^{3\text{e}}$, $-\text{C}(\text{O})-\text{CH}_2-\text{R}^{3\text{e}}$, $-\text{C}(\text{O})-\text{N}(\text{R}^{4\text{a}})-\text{CH}_2-\text{R}^{3\text{e}}$, or $-\text{C}(\text{O})-\text{O}-\text{CH}_2-\text{R}^{3\text{e}}$; and

$\text{R}^{3\text{e}}$ is triazolyl, thiadiazolyl, benzthiadiazolyl, 2,3-4H-furo[3,2-b]pyrrolyl, pyrazolopyrimidinyl, purinyl, pteridinyl, quinuclidinyl, cycloheptyl, cyclooctyl, cycloheptenyl, cyclooctenyl, bicycloheptanyl, bicyclooctanyl, or adamantyl;

wherein R^1 , R^2 , m, n, and $\text{R}^{4\text{a}}$ have the values described herein.

[00153] In certain embodiments described directly above:

R^1 is chloro, fluoro, cyano, hydroxy, methoxy, ethoxy, trifluoromethoxy, trifluoromethyl, methyl, or ethyl;

each occurrence of R^2 is independently fluoro, methyl, or trifluoromethyl;

m is 0-1;

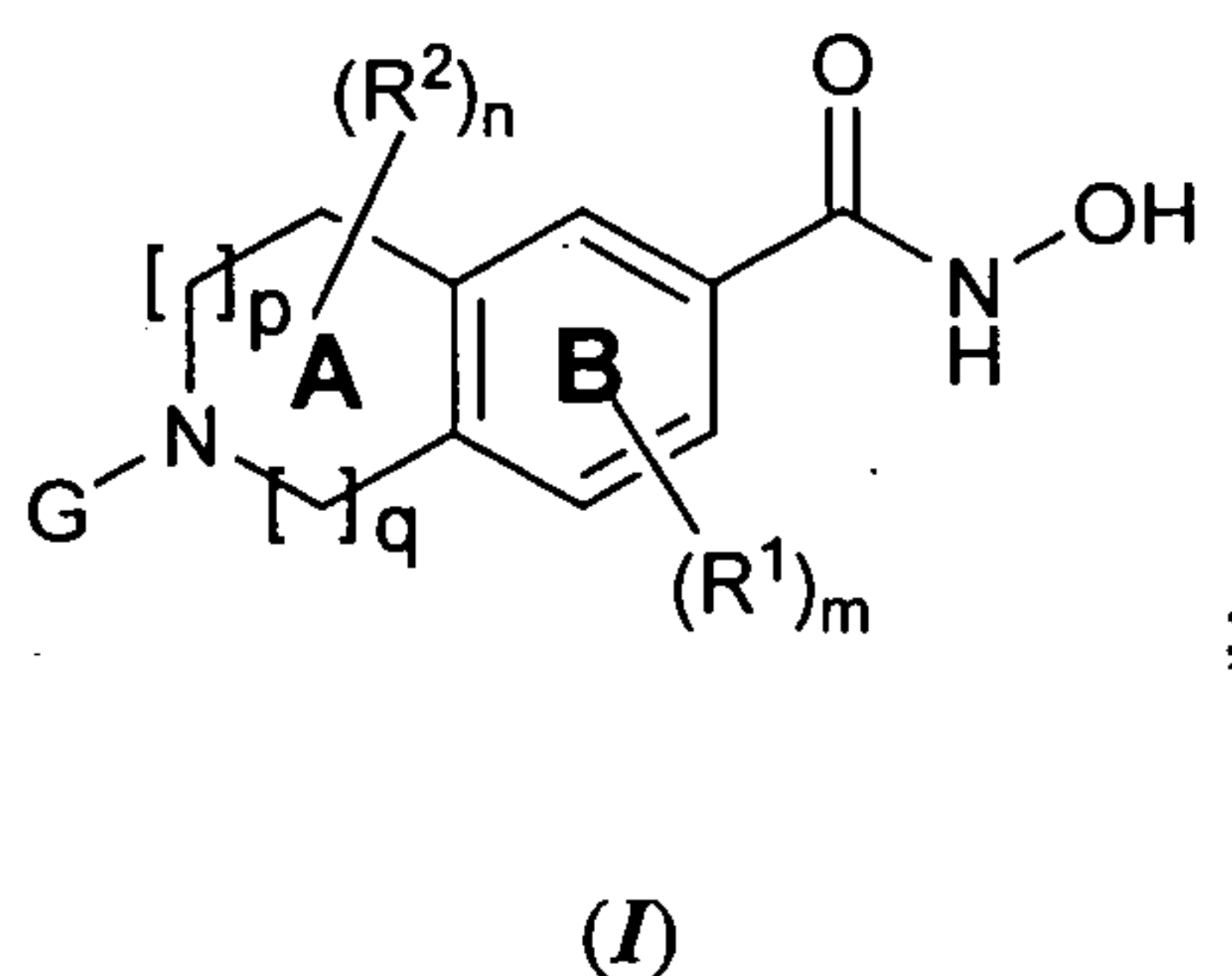
n is 0-2;

p is 1; and

q is 1;

wherein $\text{R}^{4\text{a}}$ has the values described herein.

[00154] In certain embodiments, for the compound of formula (I):



wherein:

p is 0 and q is 1; or p is 1 and q is 1;

G is $-\text{C}(\text{O})-\text{R}^{3\text{f}}$, $-\text{C}(\text{O})-\text{N}(\text{R}^{4\text{a}})-\text{R}^{3\text{f}}$, $-\text{C}(\text{O})-\text{O}-\text{R}^{3\text{f}}$, $-\text{C}(\text{O})-\text{CH}_2-\text{R}^{3\text{f}}$, $-\text{C}(\text{O})-\text{N}(\text{R}^{4\text{a}})-\text{CH}_2-\text{R}^{3\text{f}}$, or $-\text{C}(\text{O})-\text{O}-\text{CH}_2-\text{R}^{3\text{f}}$.

R^{3f} is substituted C_{1-6} aliphatic, substituted 3-6-membered cycloaliphatic, substituted 4-6-membered heterocyclyl having 1-2 heteroatoms independently selected from nitrogen, oxygen, and sulfur, substituted 6-10-membered aryl, or substituted 5-10-membered heteroaryl having 1-2 heteroatoms independently selected from nitrogen, oxygen, and sulfur; wherein R^{3f} is substituted with 1-2 independent occurrences of R^{5aa} ;

each occurrence of R^{5aa} is independently cyano, hydroxy, trifluoromethyl, trifluoromethoxy, $-NHC(O)CH_3$, $-NHC(O)$ -cyclopropyl, $-C(O)NHCH_3$, $-NHC(O)NHCH_3$, $-NHS(O)_2CH_3$, $-NHCH_3$, $-N(CH_3)_2$, 4-methoxyphenyl, 3-chlorophenyl, 4-chlorophenyl, or 3-methoxyphenyl;

wherein R^1 , R^2 , m , n , and R^{4a} have the values described herein.

[00155] In certain embodiments described directly above:

R^1 is chloro, fluoro, cyano, hydroxy, methoxy, ethoxy, trifluoromethoxy, trifluoromethyl, methyl, or ethyl;

each occurrence of R^2 is independently fluoro, methyl, or trifluoromethyl;

m is 0-1;

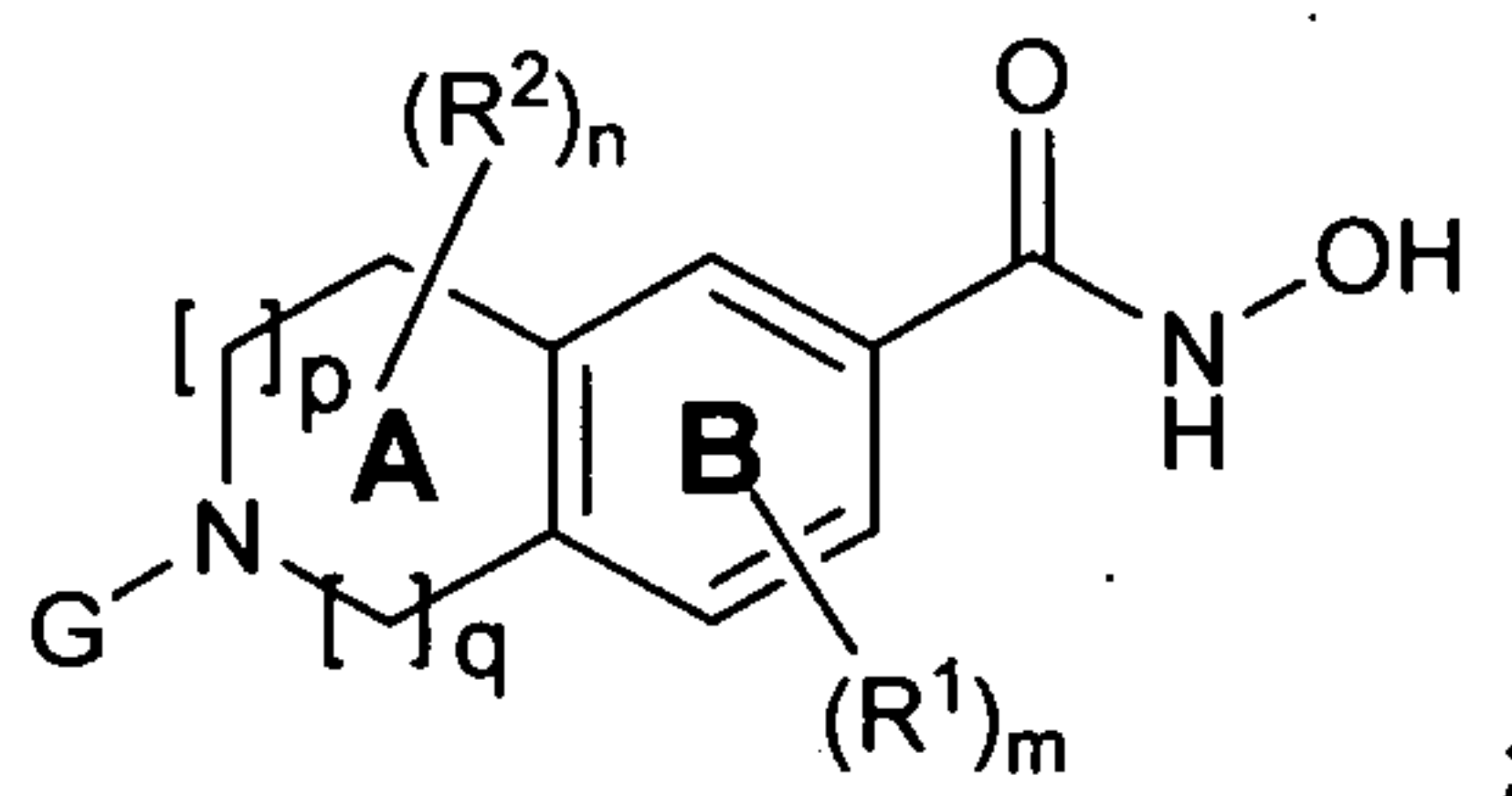
n is 0-2;

p is 1; and

q is 1;

wherein R^{4a} has the values described herein.

[00156] In certain embodiments, for the compound of formula (I):



(I)

wherein:

p is 0 and q is 1; or p is 1 and q is 1;

the total of m and n must be at least 1;

G is $-\text{C}(\text{O})-\text{R}^{3\text{h}}$, $-\text{C}(\text{O})-\text{N}(\text{R}^{4\text{a}})-\text{R}^{3\text{h}}$, $-\text{C}(\text{O})-\text{O}-\text{R}^{3\text{h}}$, $-\text{C}(\text{O})-\text{CH}_2-\text{R}^{3\text{h}}$,
 $-\text{C}(\text{O})-\text{N}(\text{R}^{4\text{a}})-\text{CH}_2-\text{R}^{3\text{h}}$, or $-\text{C}(\text{O})-\text{O}-\text{CH}_2-\text{R}^{3\text{h}}$;

wherein R^1 , R^2 , $\text{R}^{4\text{a}}$, and $\text{R}^{3\text{h}}$ have the values described herein.

[00157] In certain embodiments described directly above:

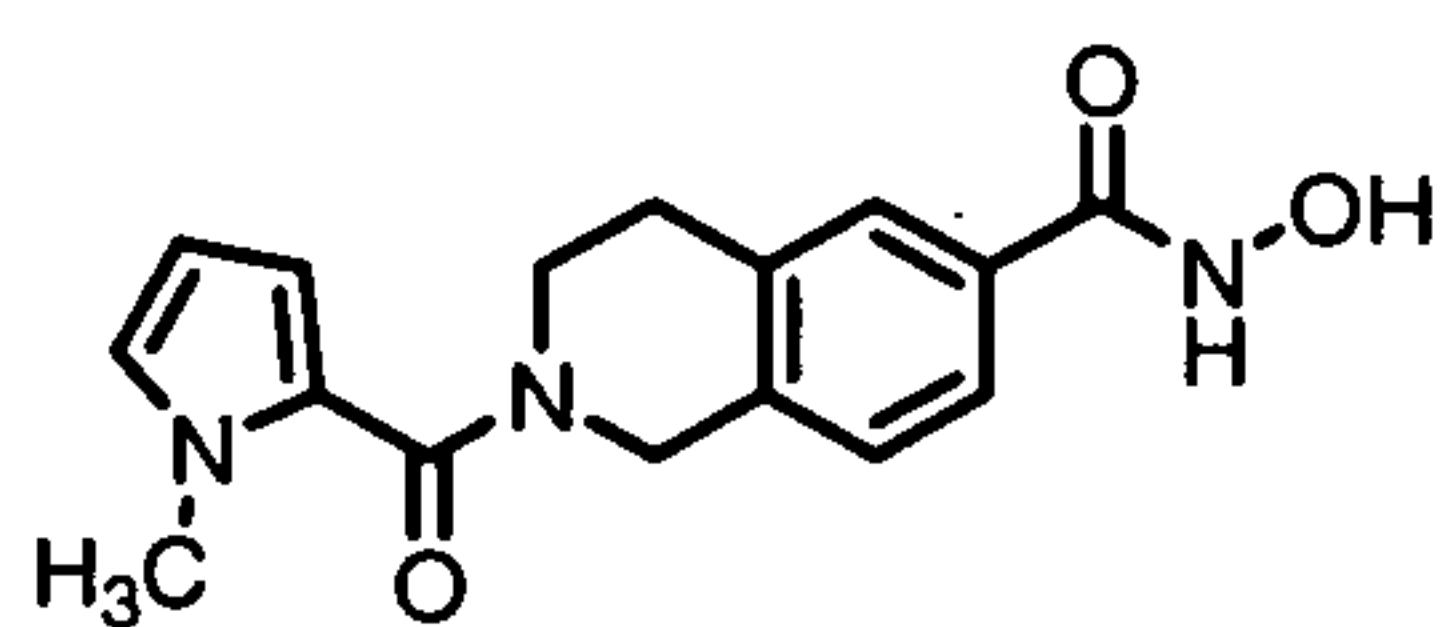
R^1 is chloro, fluoro, cyano, hydroxy, methoxy, ethoxy, trifluoromethoxy, trifluoromethyl, methyl, or ethyl;

each occurrence of R^2 is independently fluoro, methyl, or trifluoromethyl; and

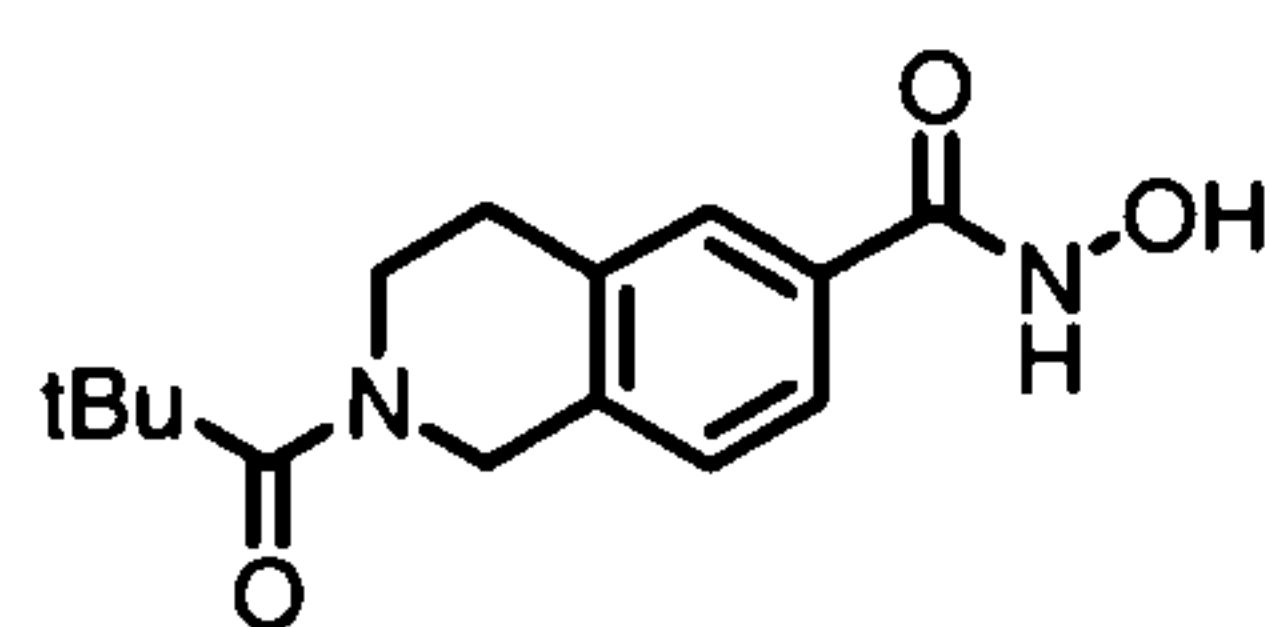
m is 1 and n is 0; or m is 0 and n is 1; or m is 0 and n is 2; or m is 1 and n is 2;

wherein $\text{R}^{4\text{a}}$ and $\text{R}^{3\text{h}}$ have the values described herein.

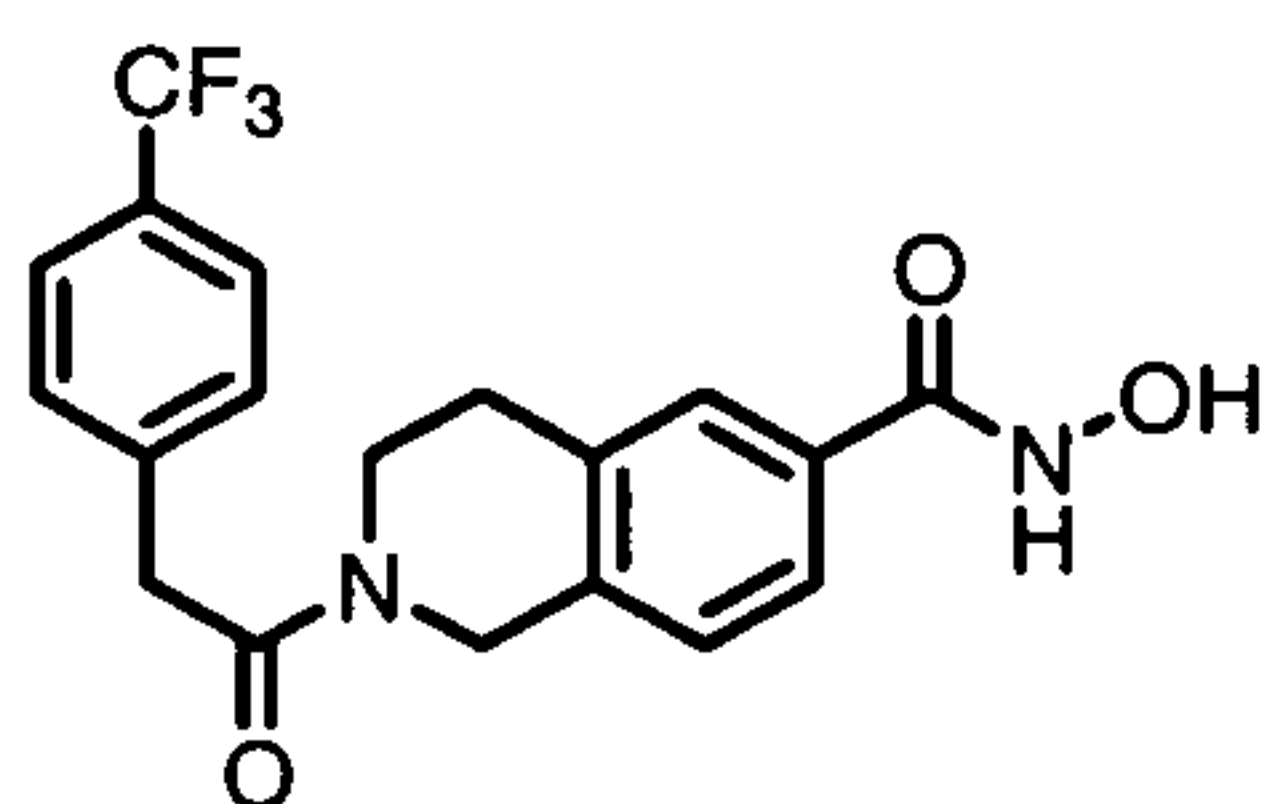
[00158] Representative examples of compounds of formula (I) are shown in Table 1:



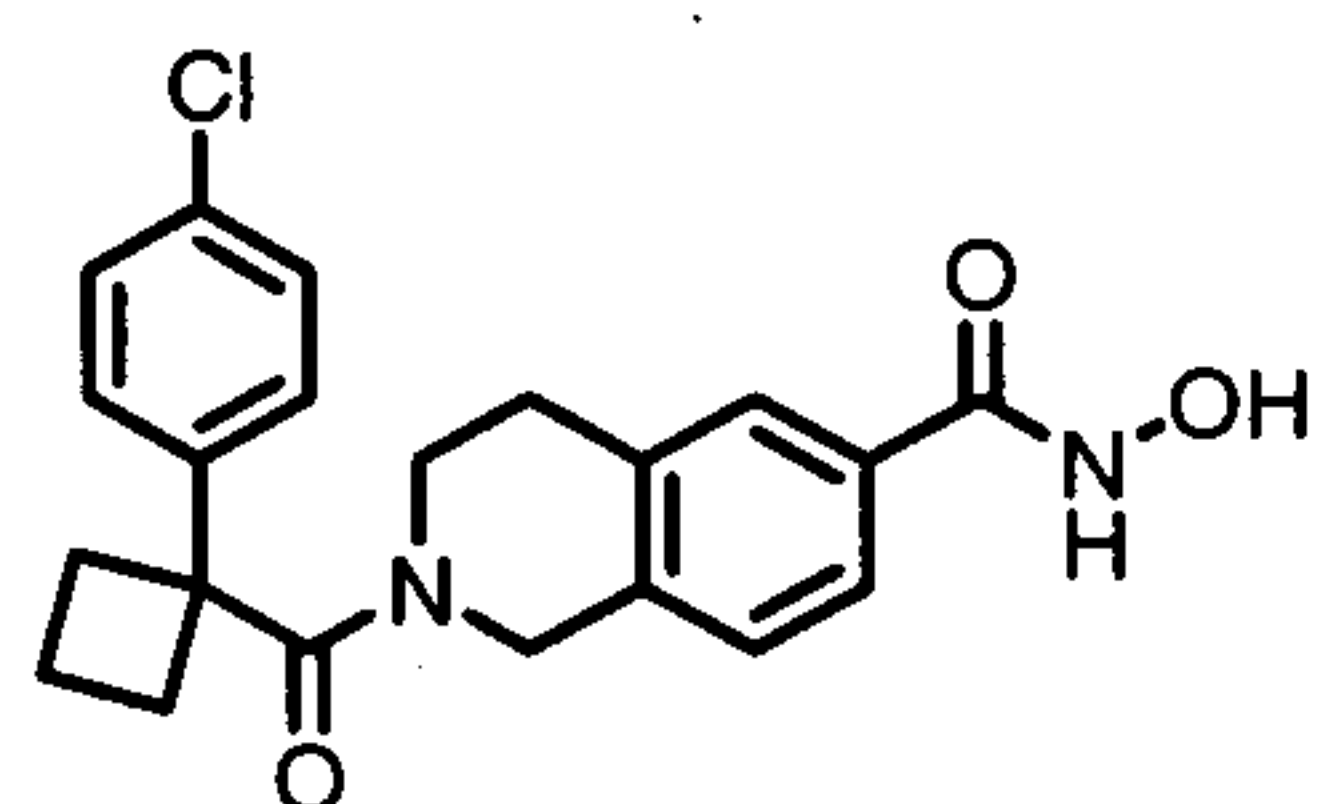
1



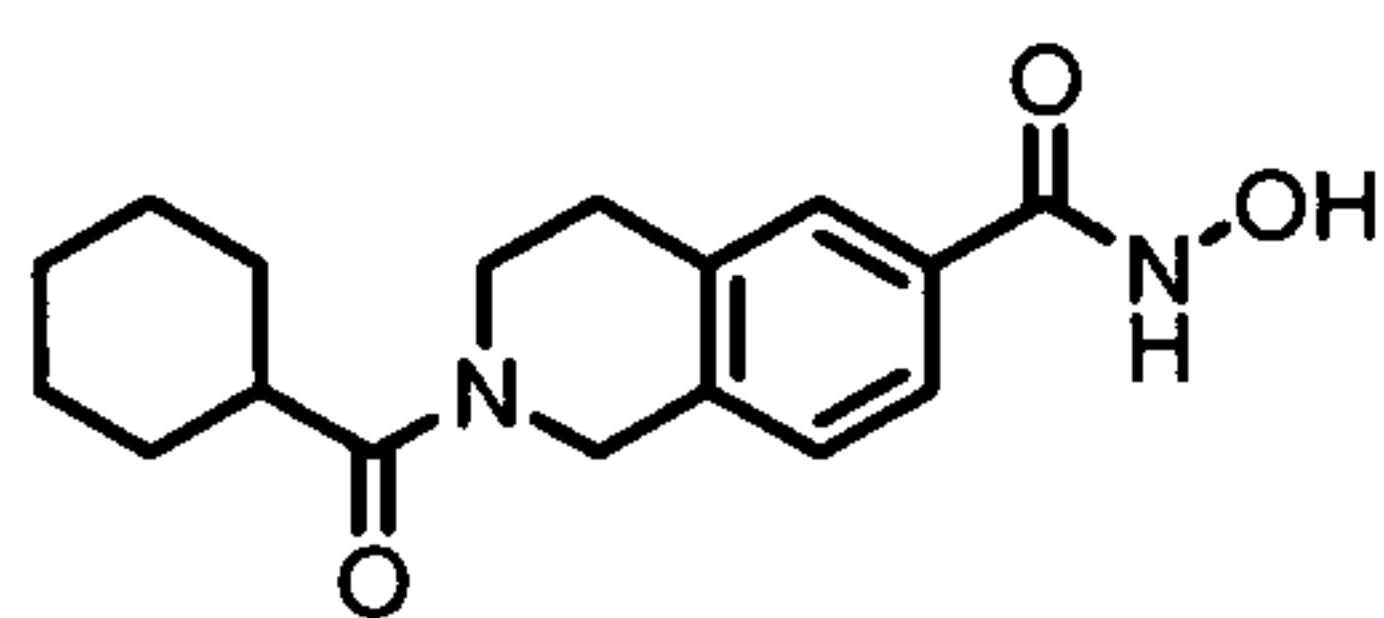
2



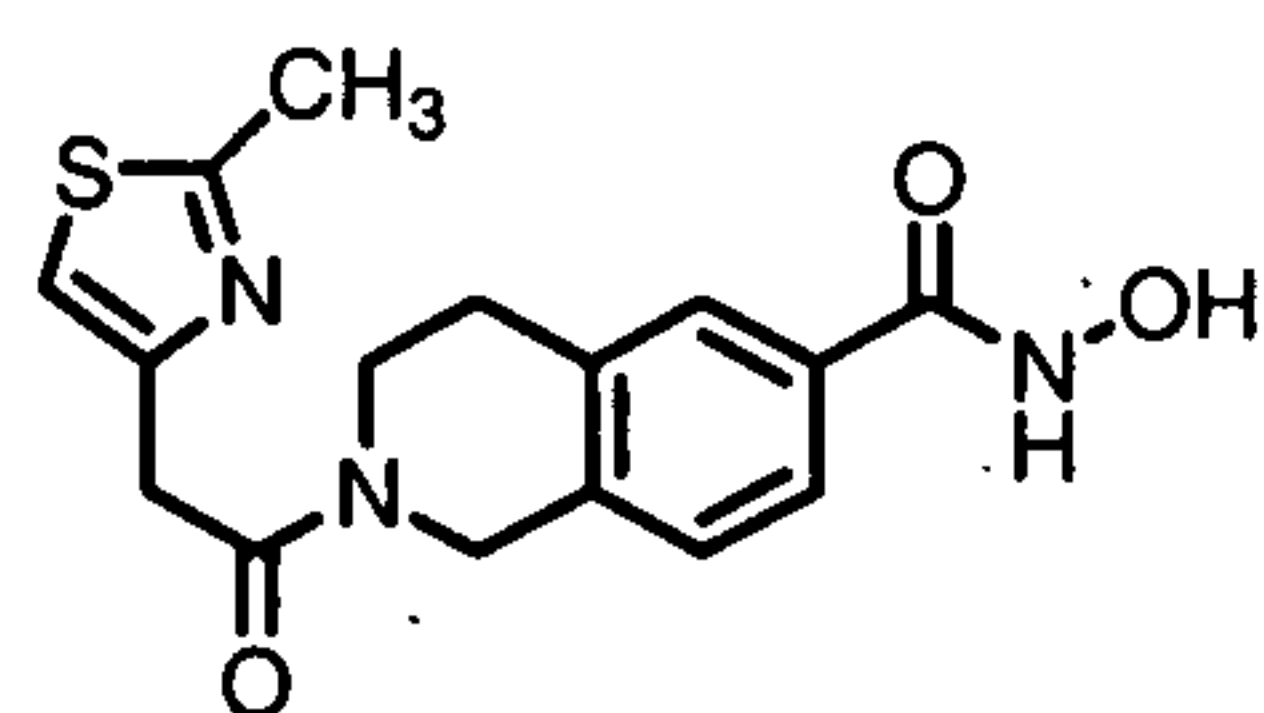
3



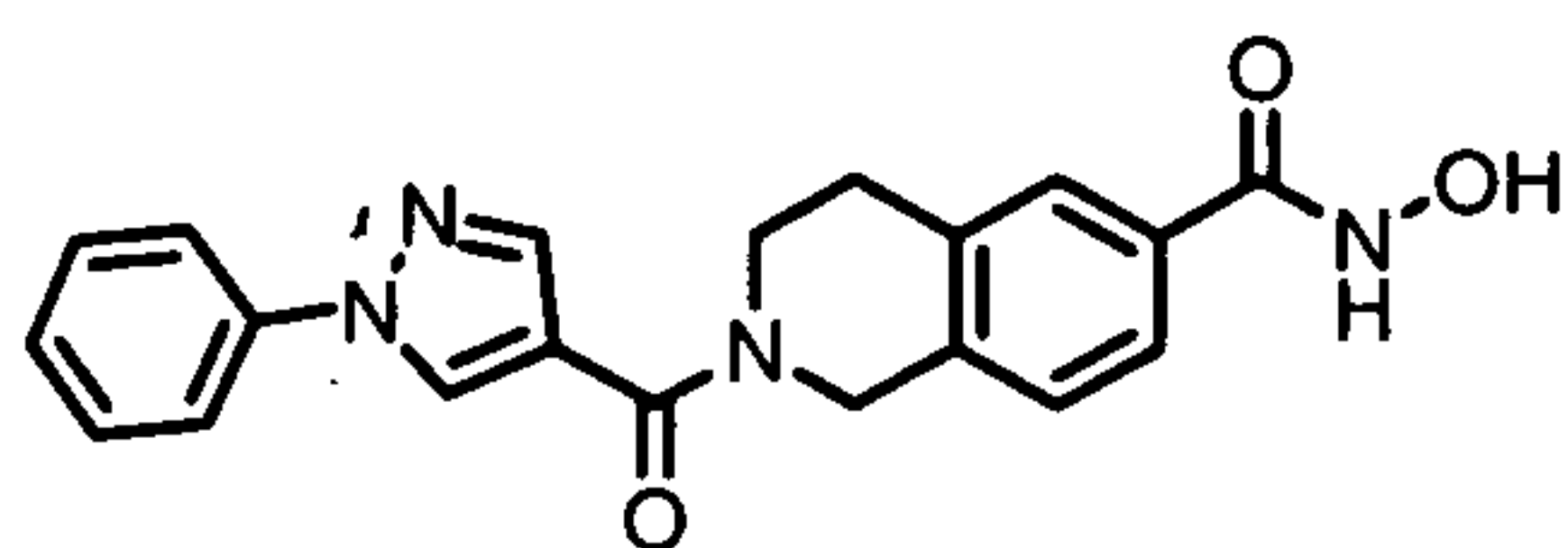
4



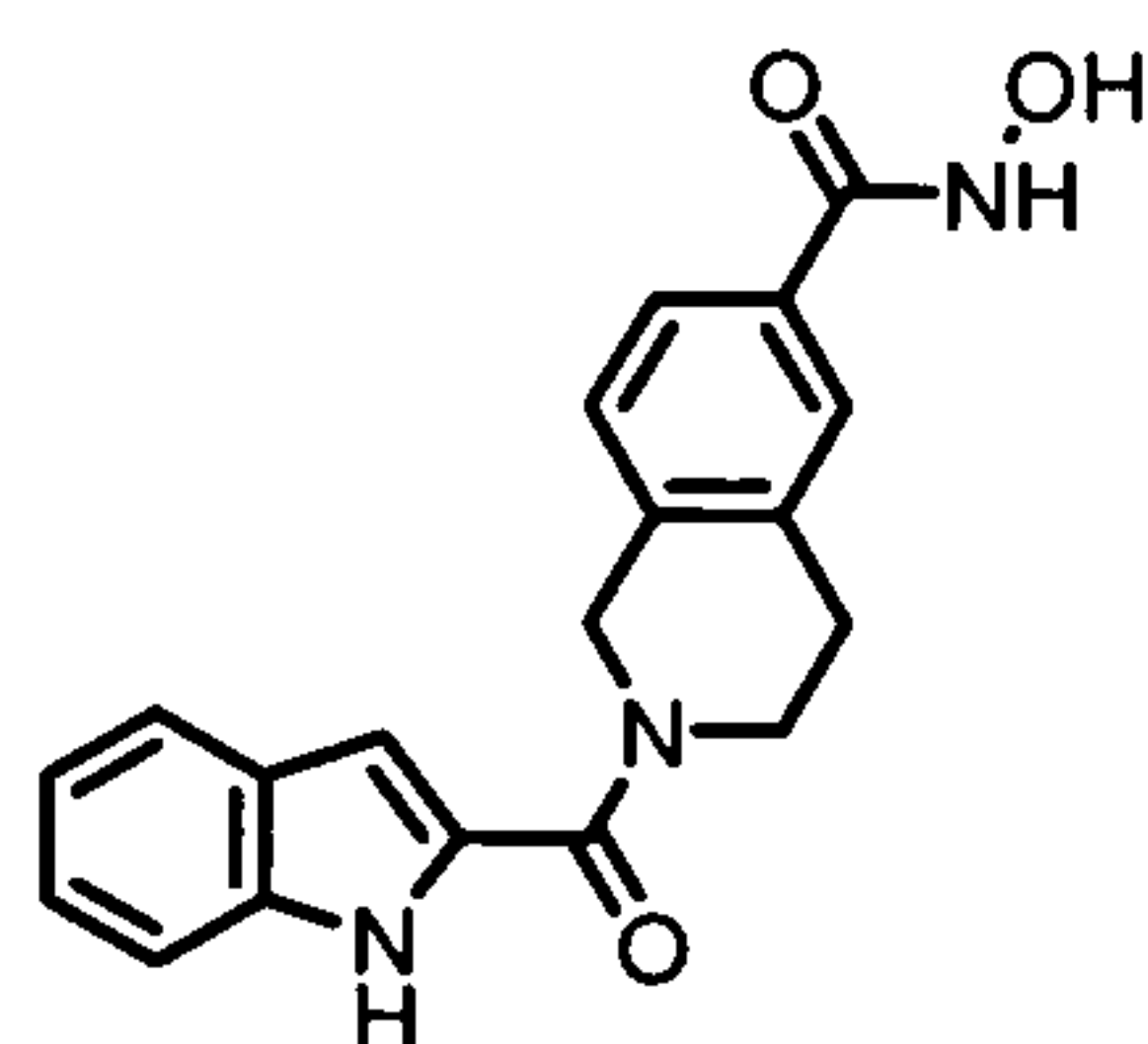
5



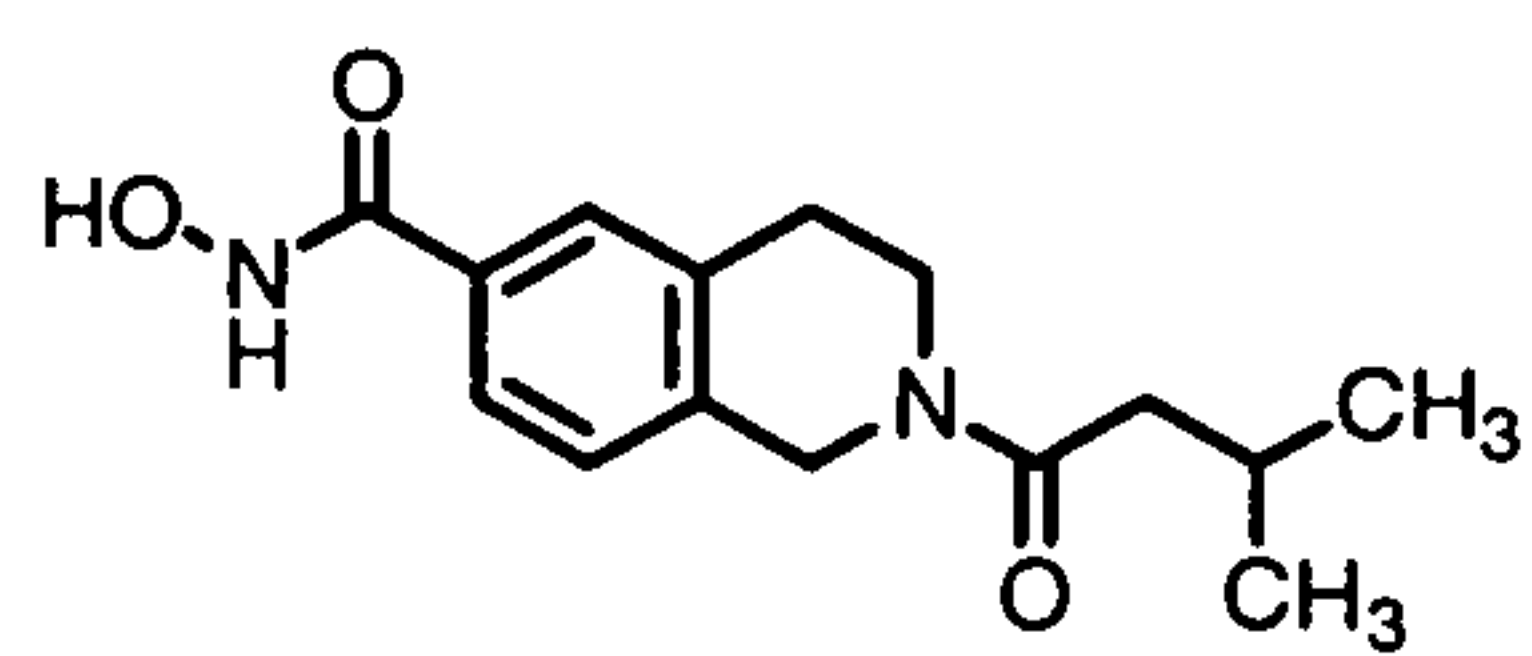
6



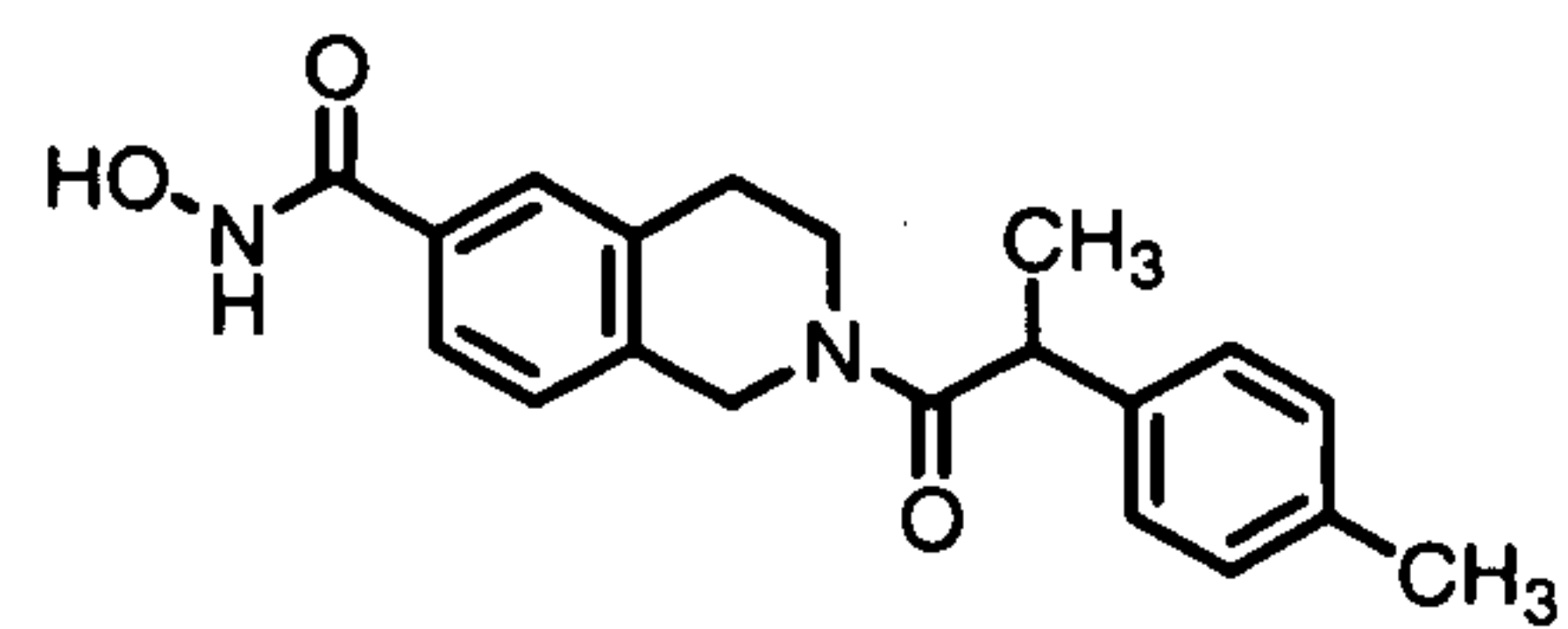
7



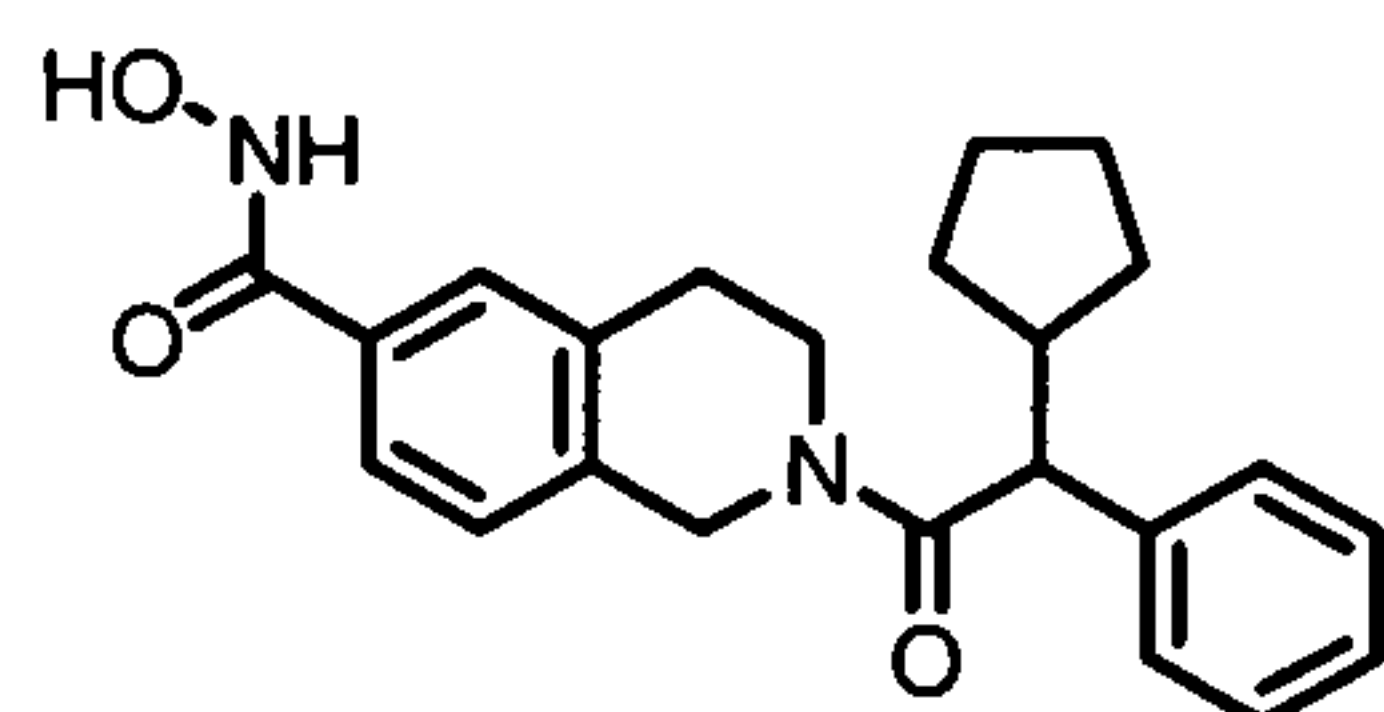
8



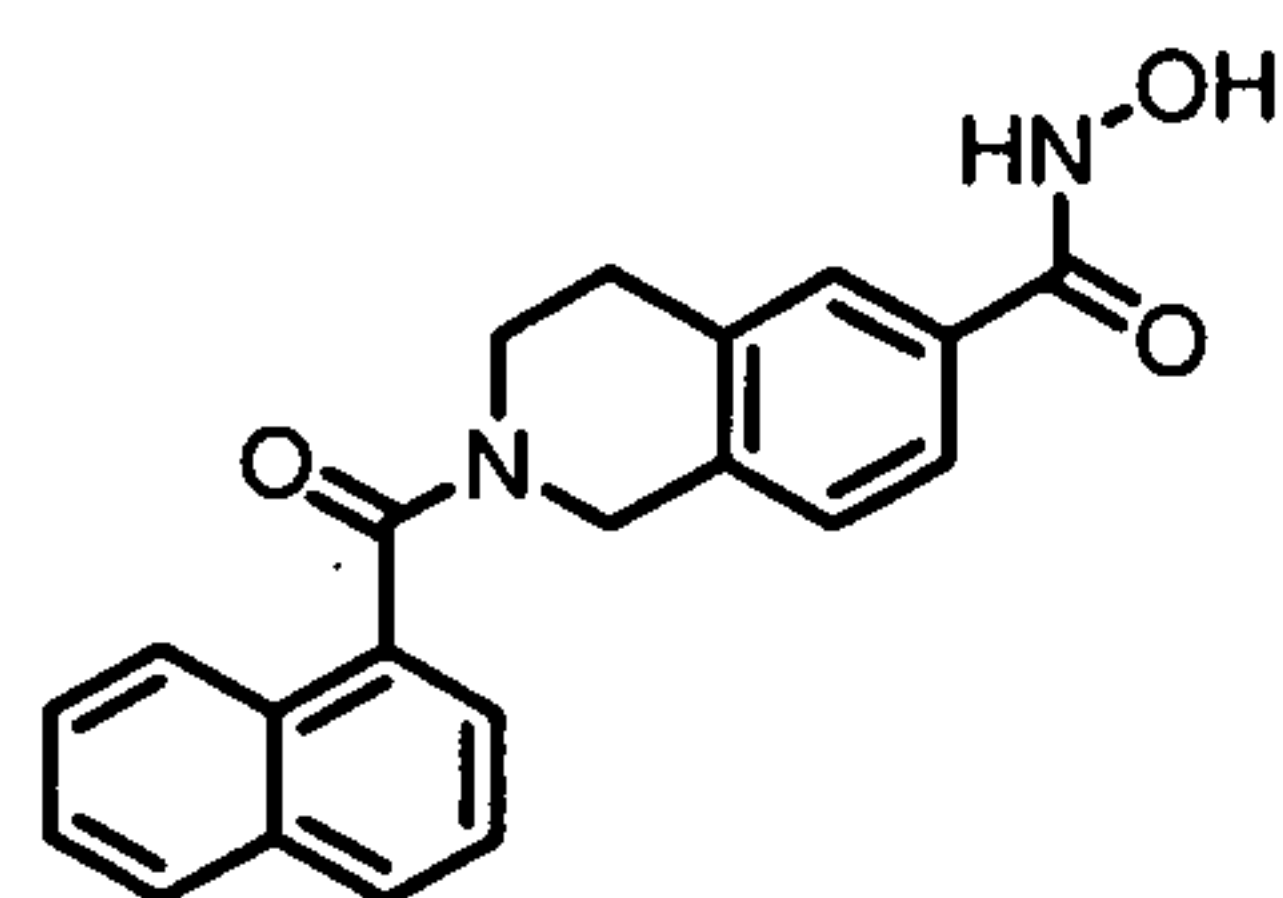
9



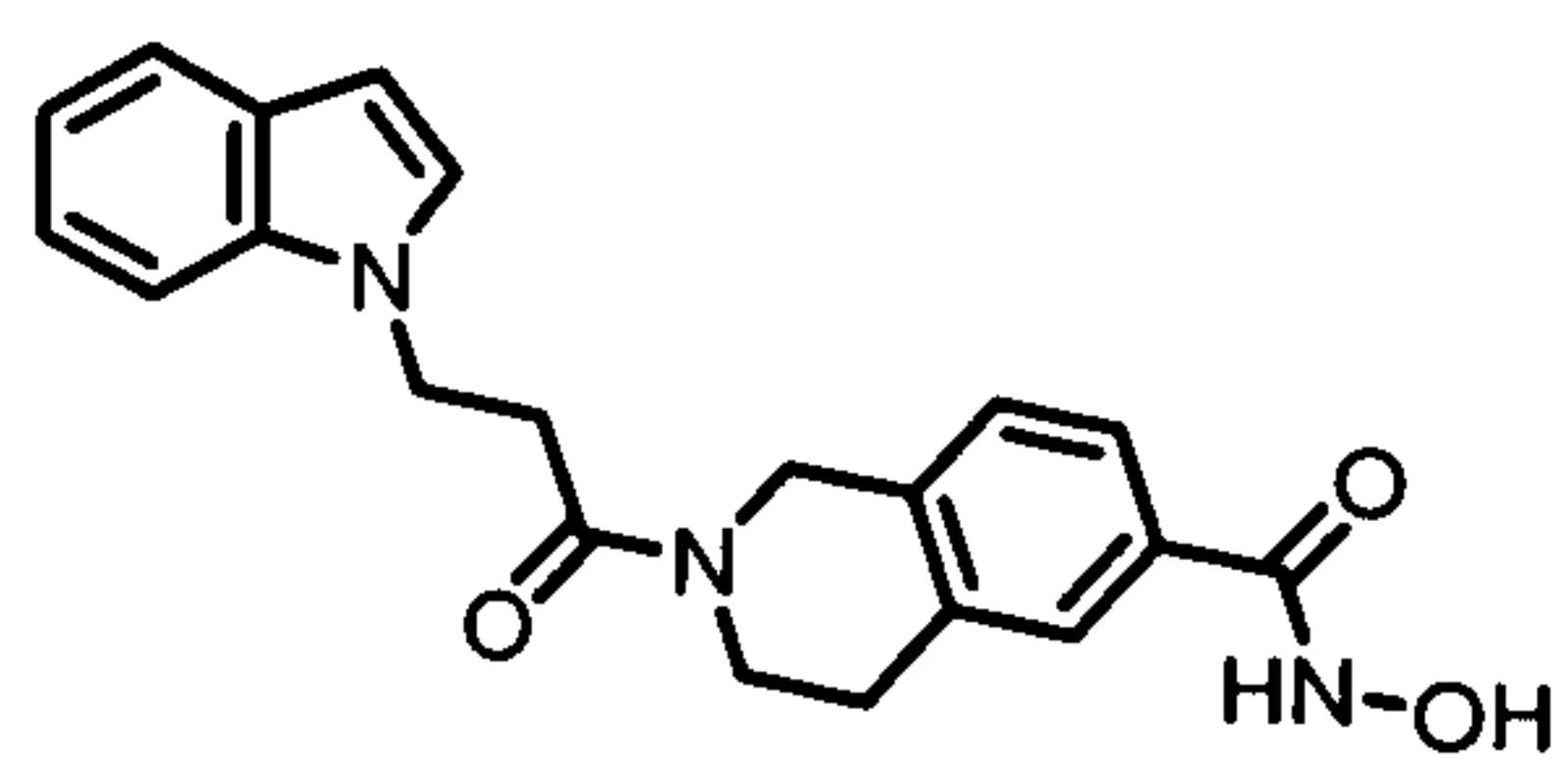
10



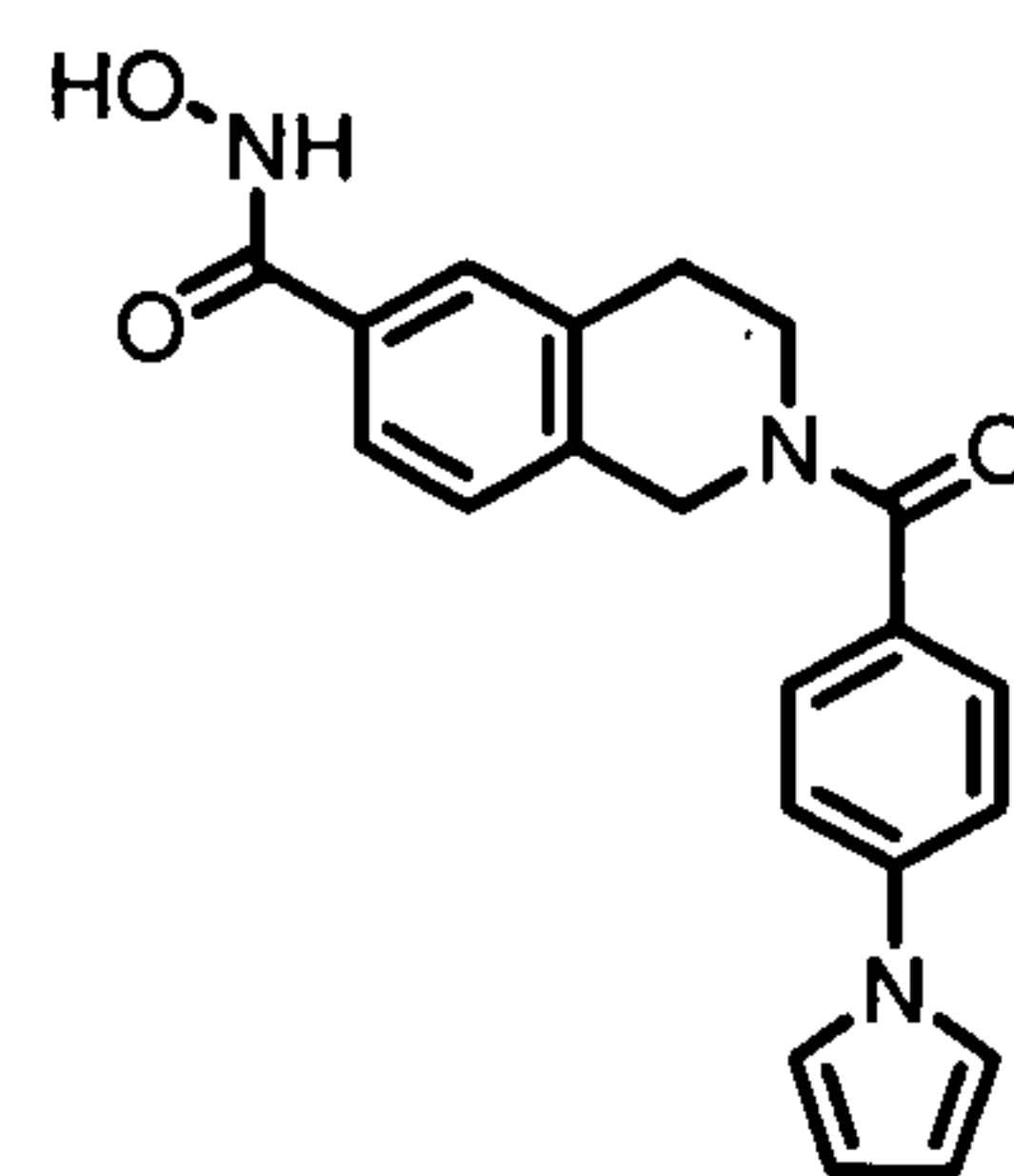
11



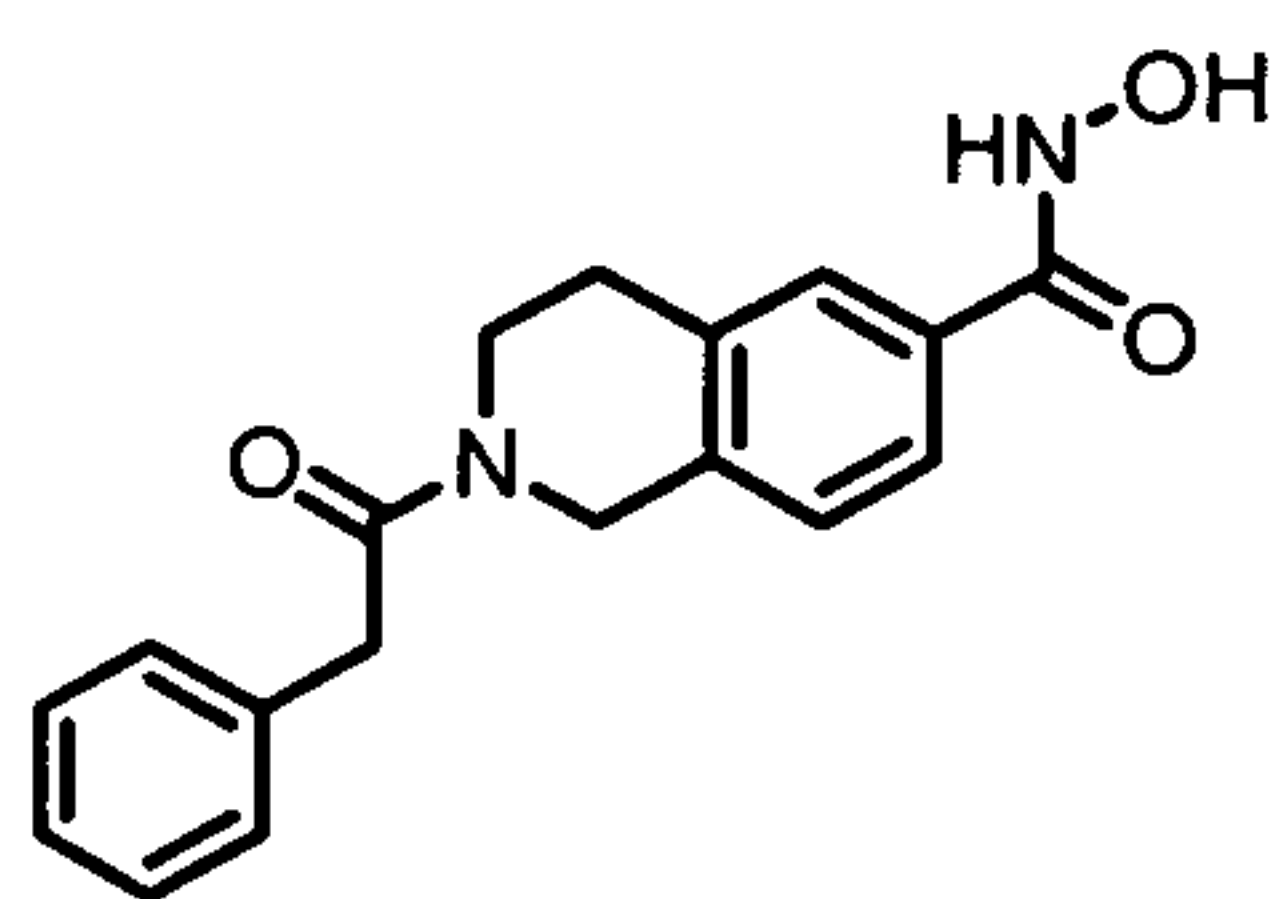
12



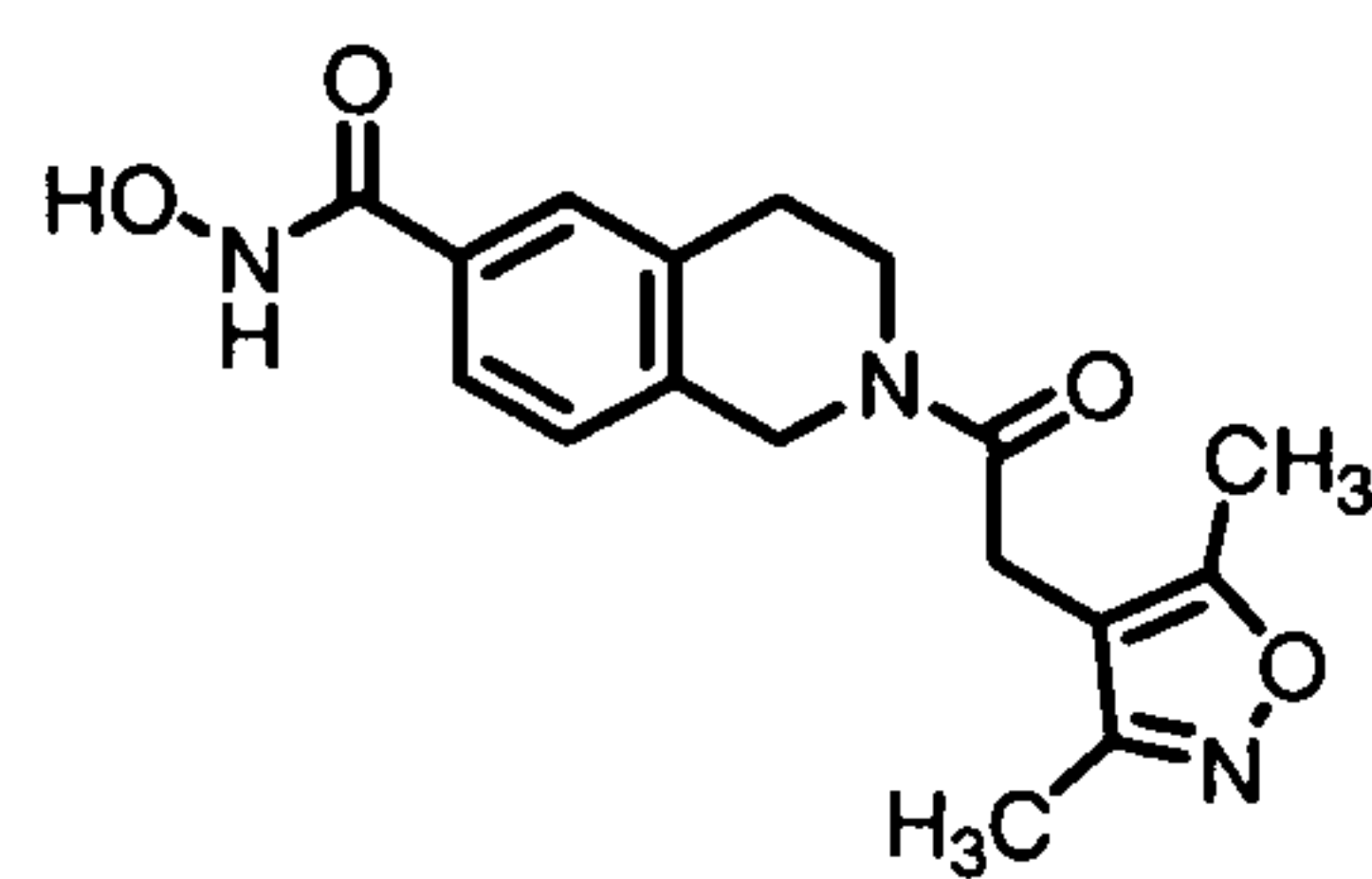
13



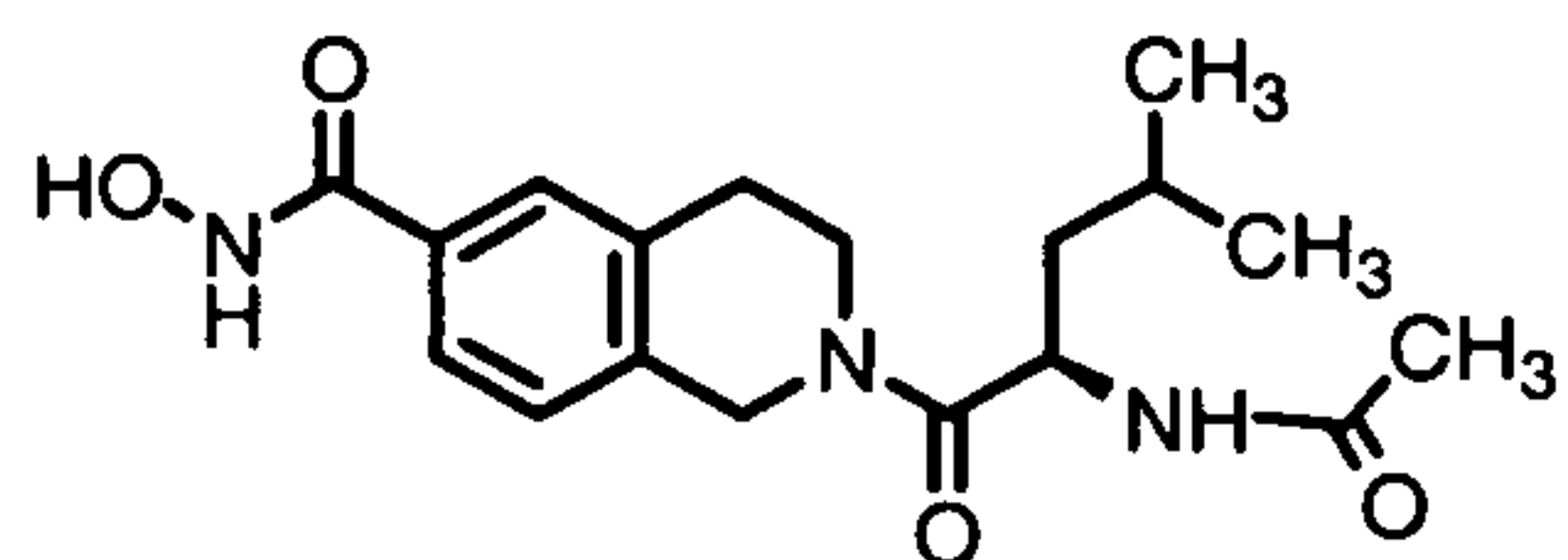
14



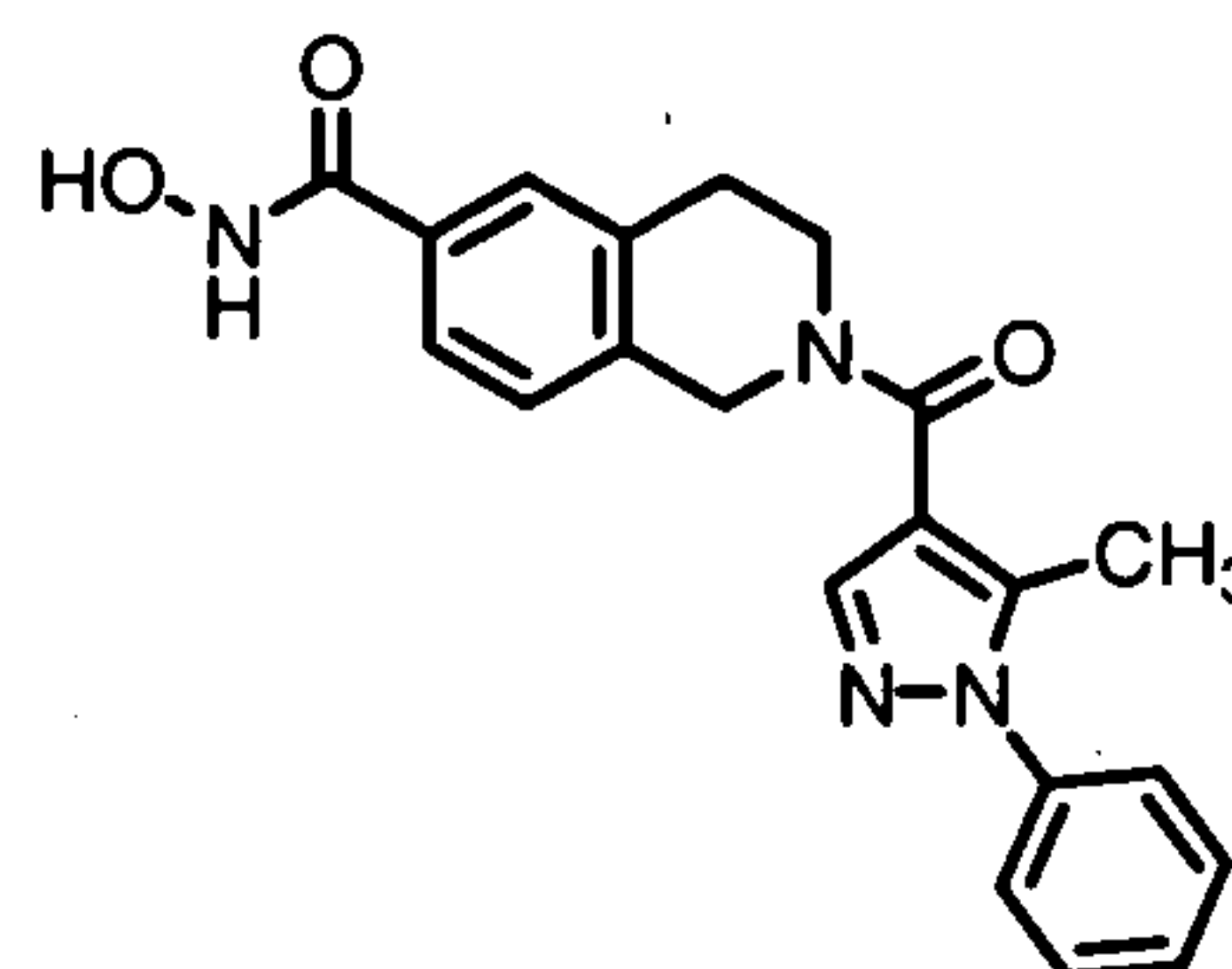
15



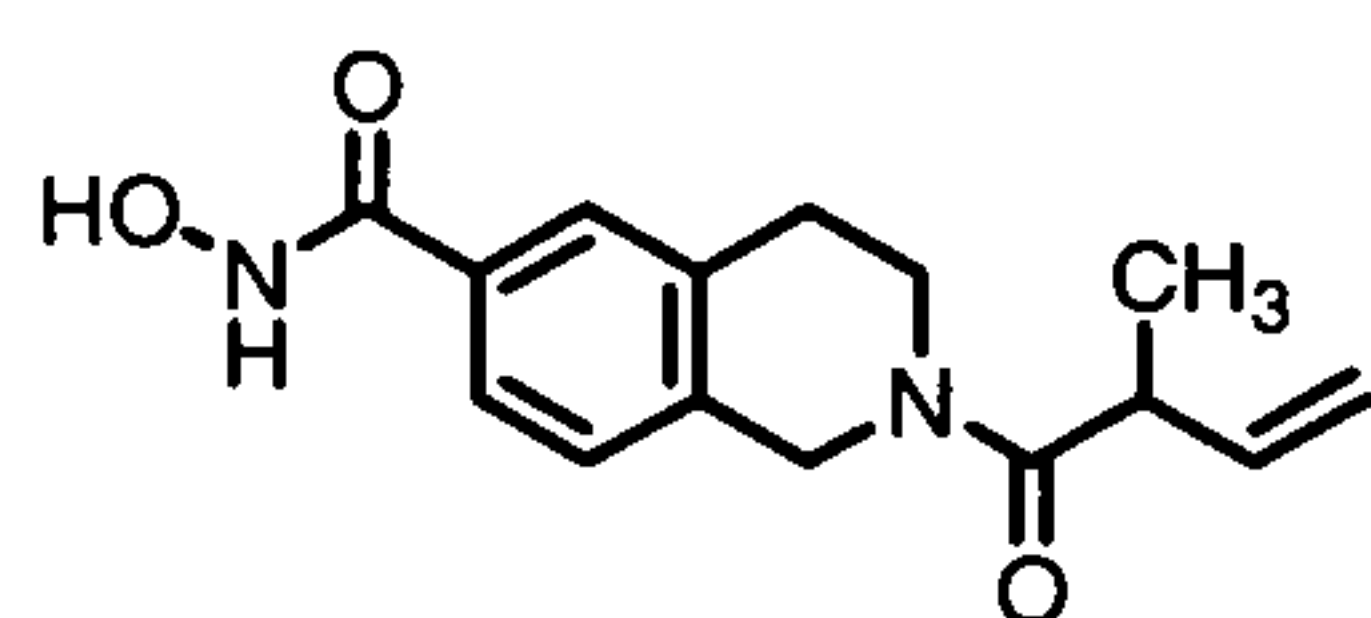
16



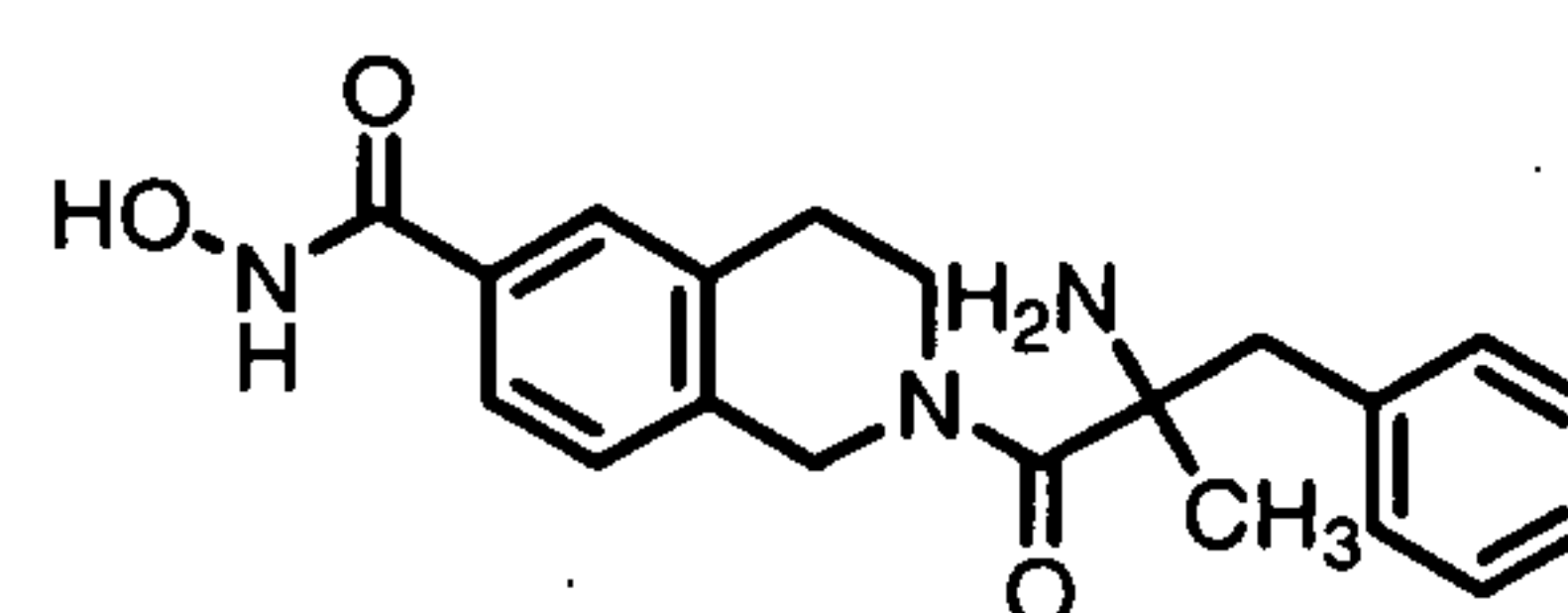
17



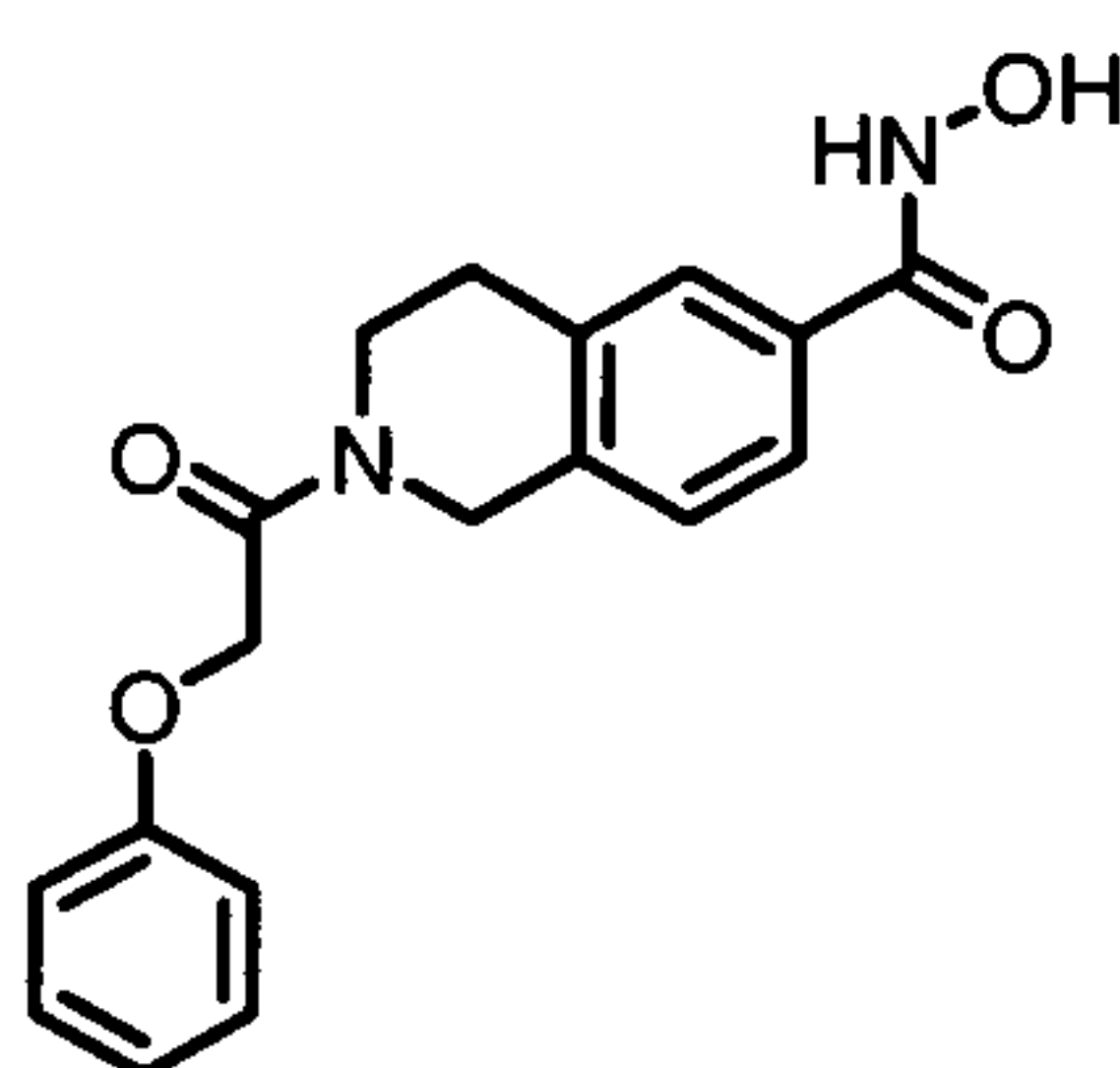
18



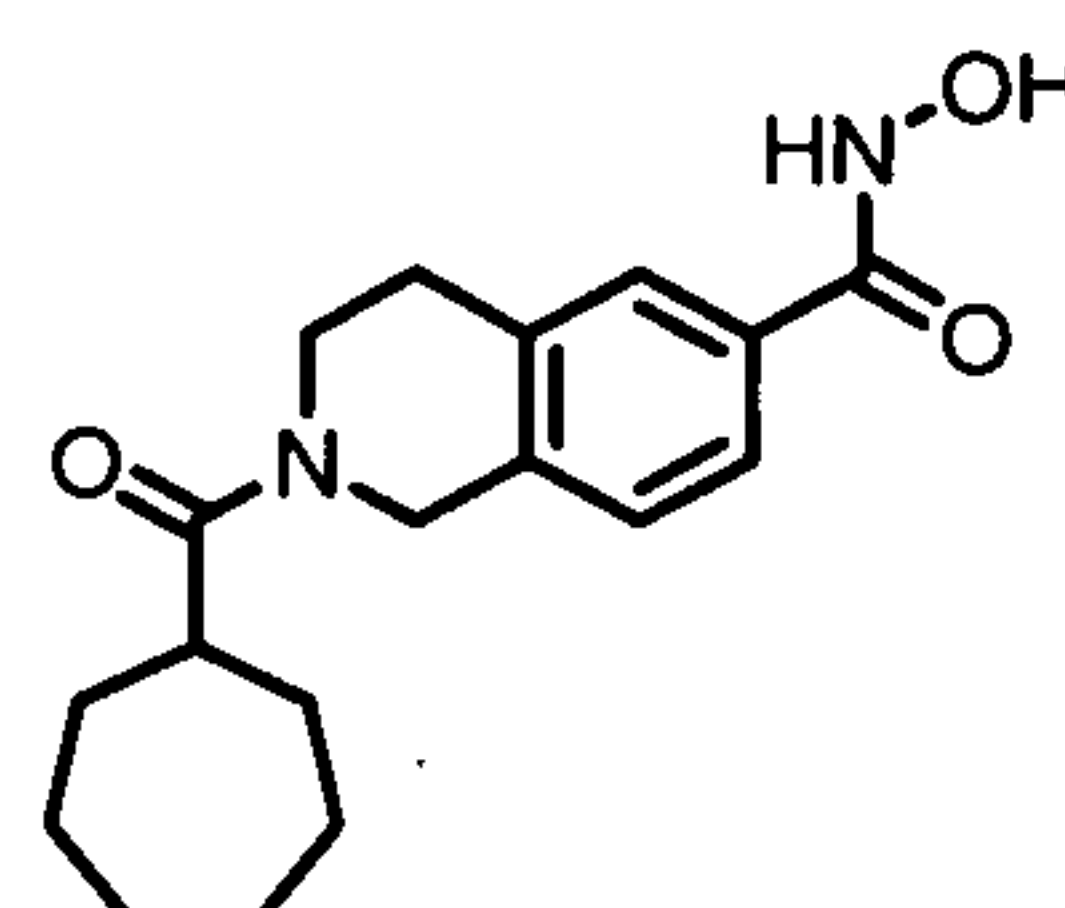
19



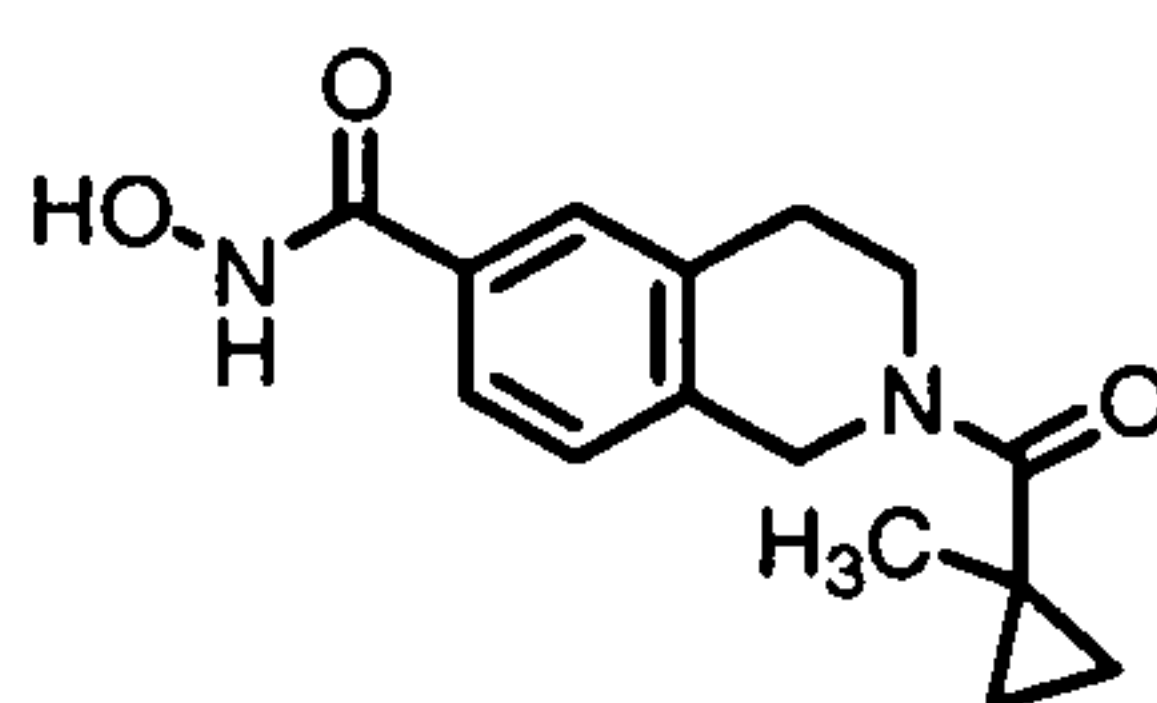
20



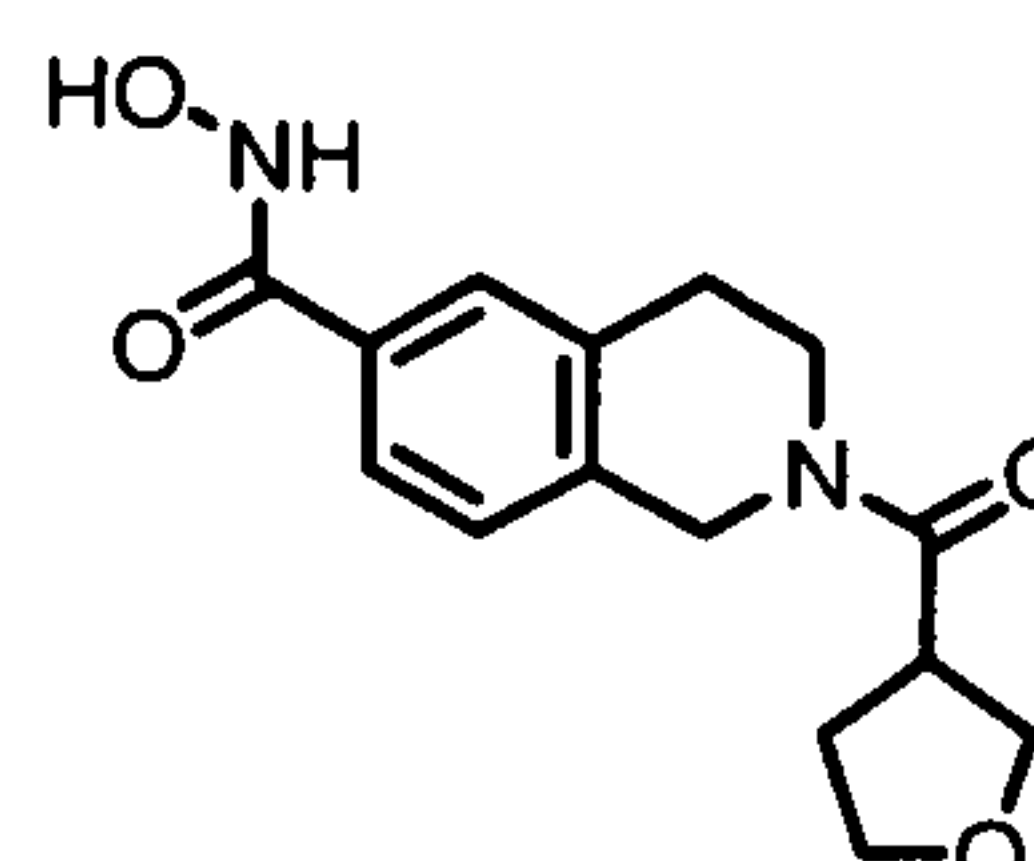
21



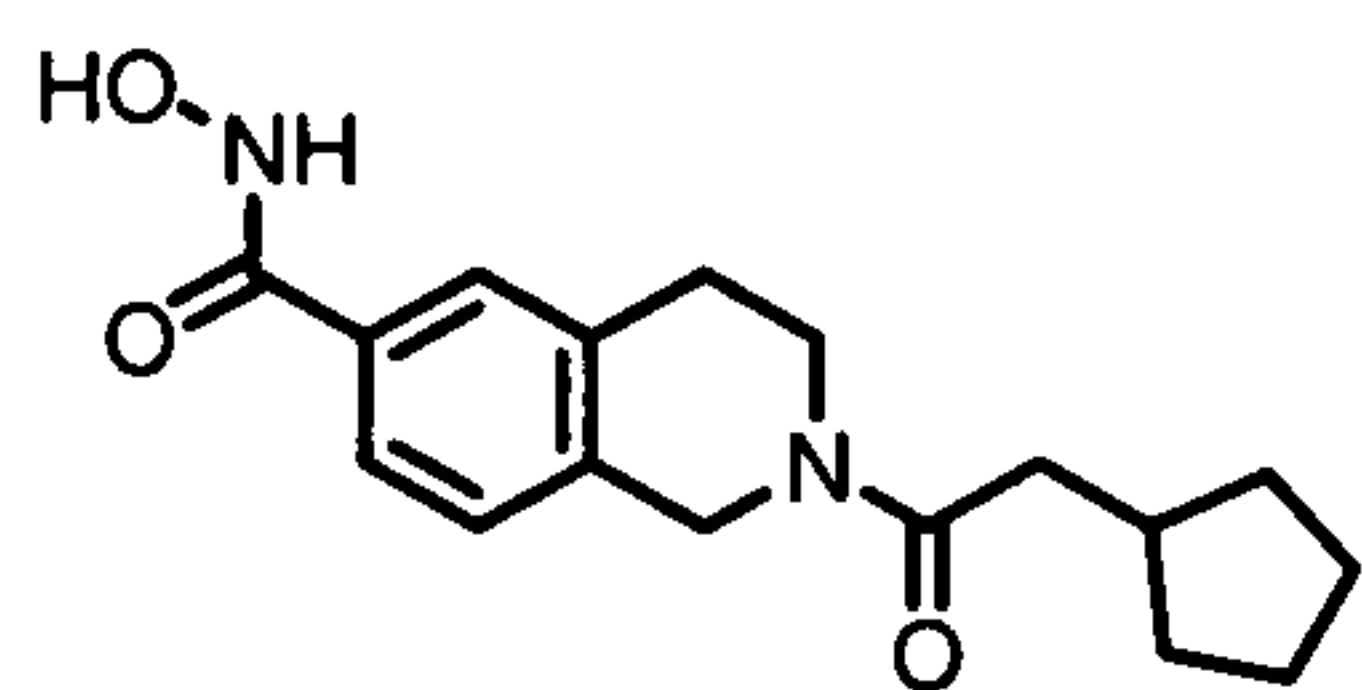
22



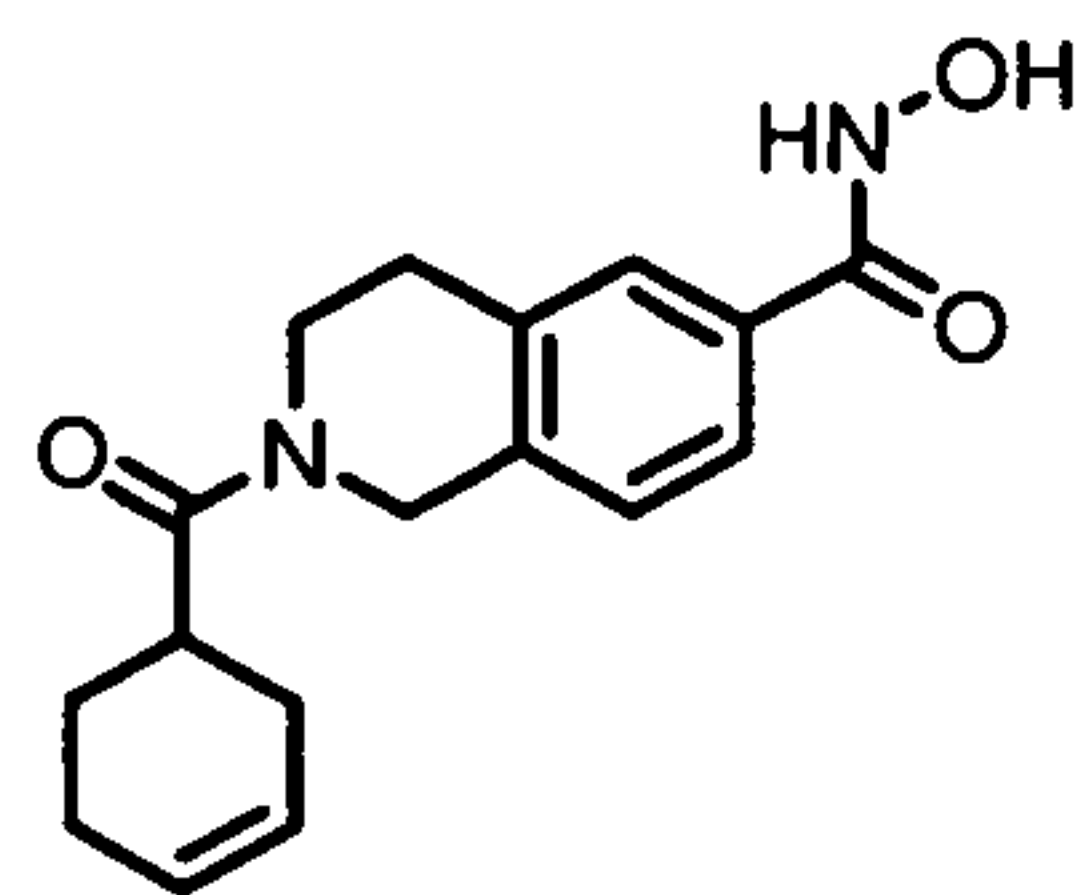
23



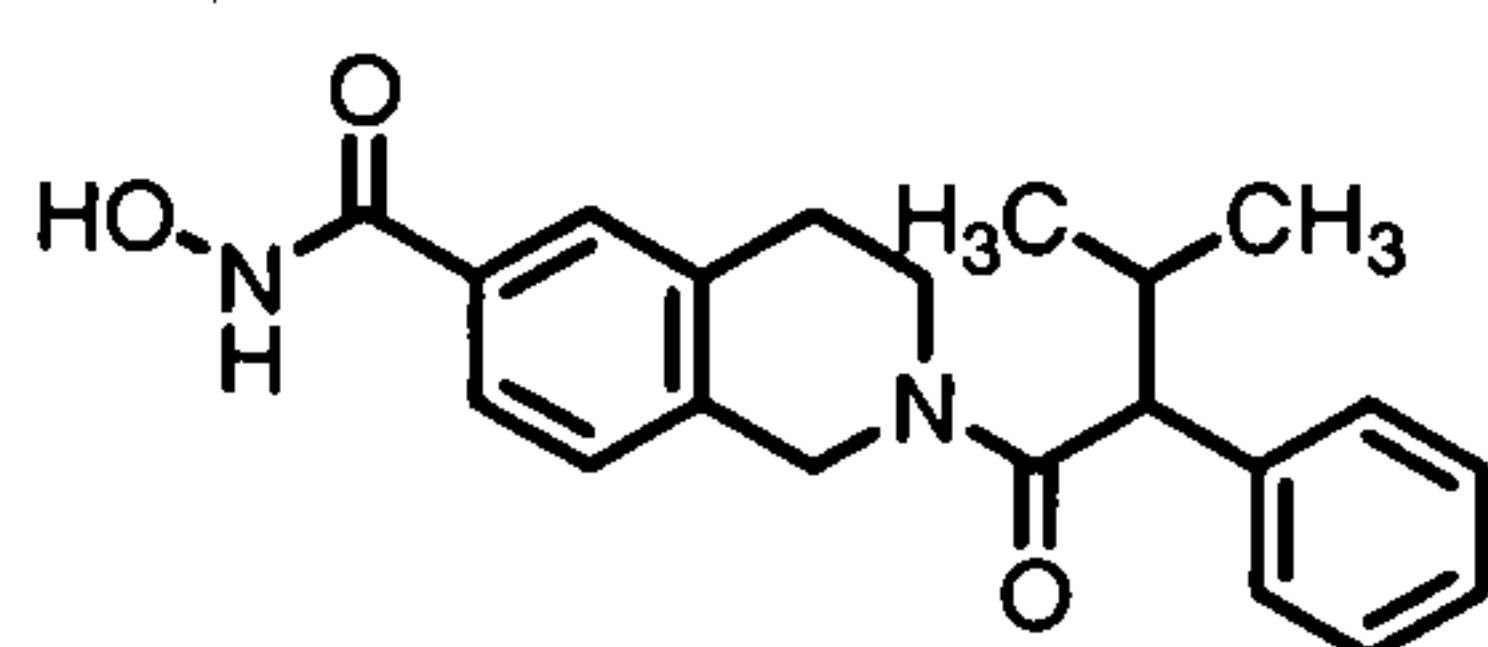
24



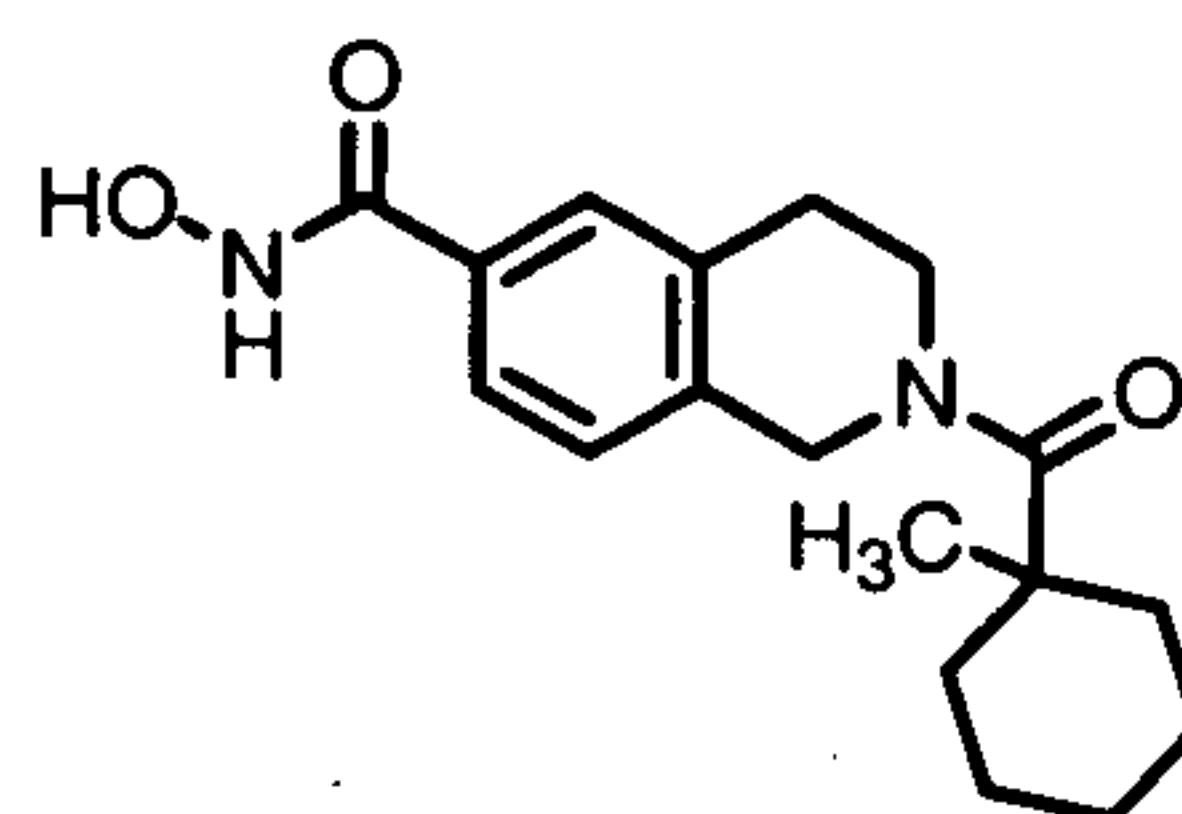
25



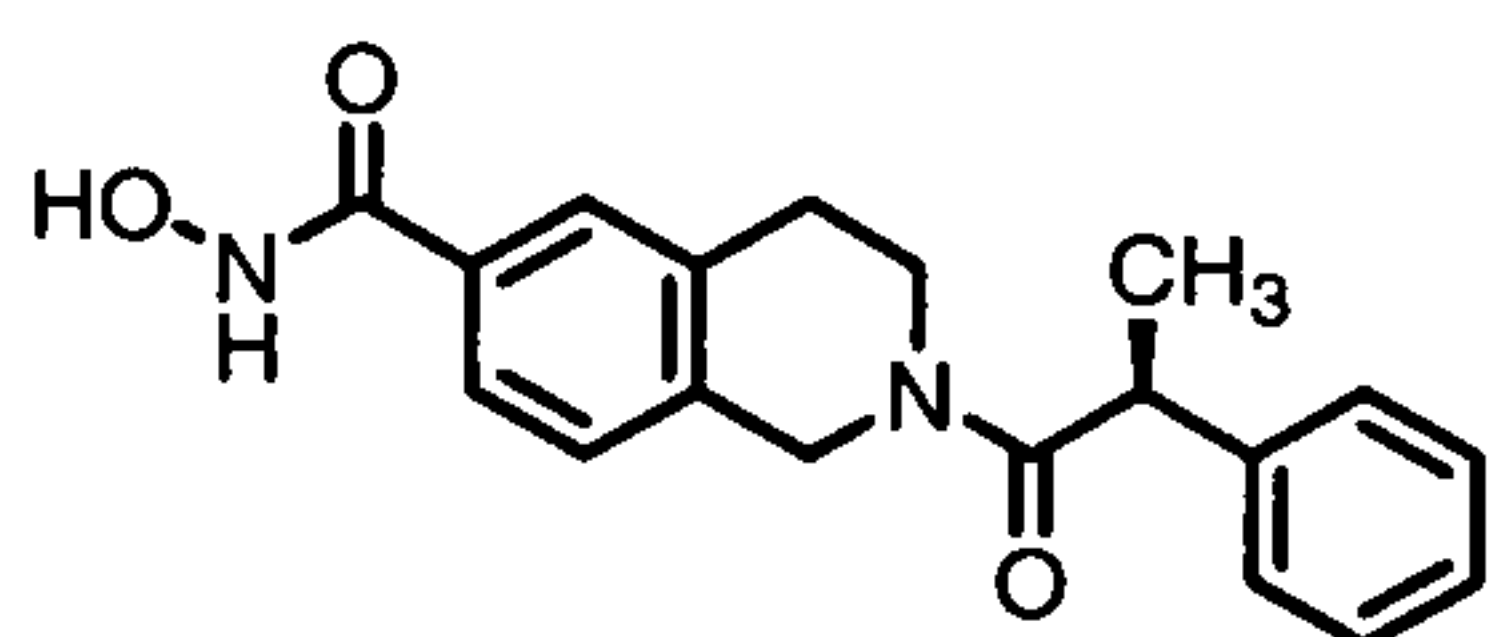
26



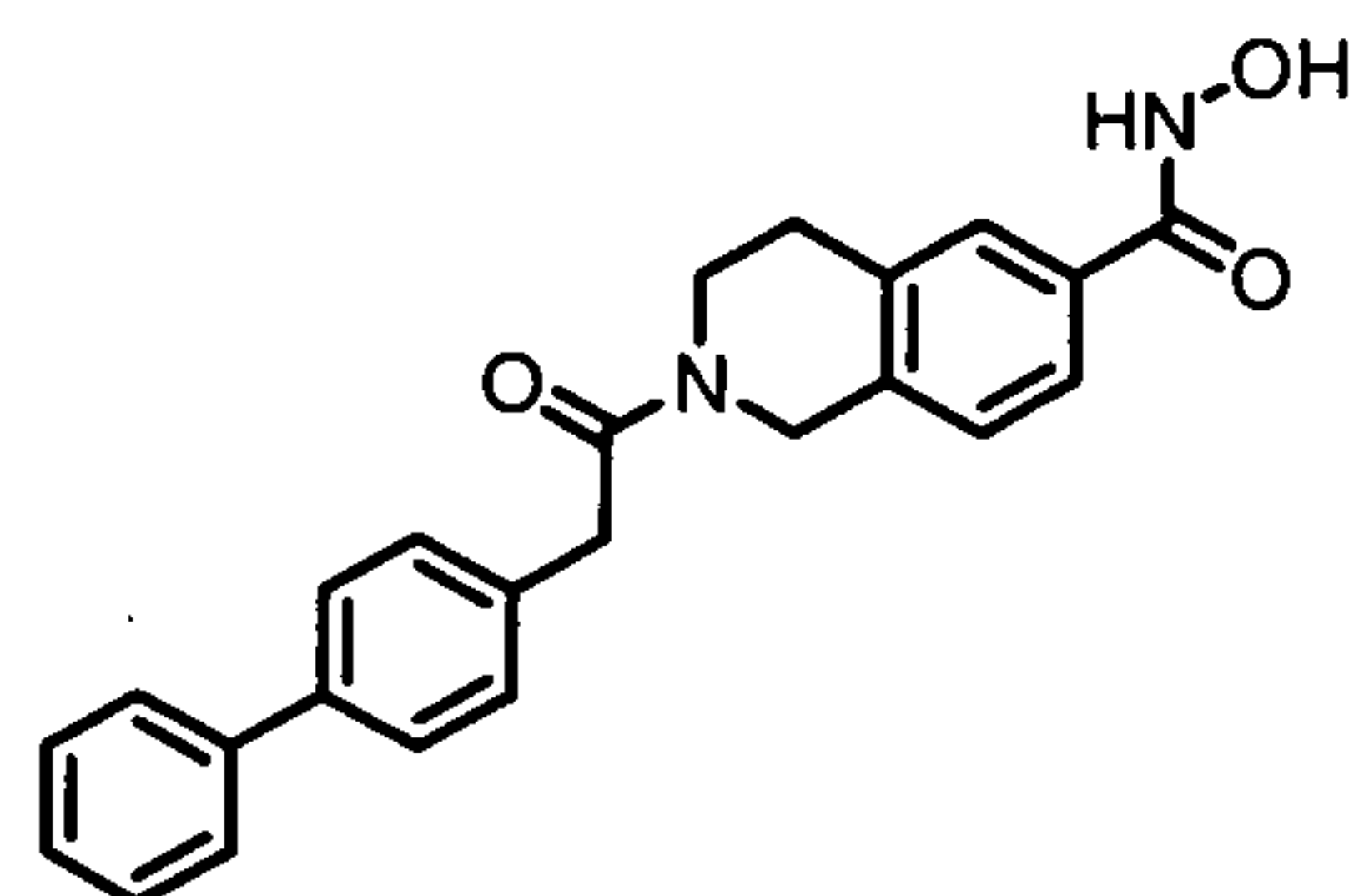
27



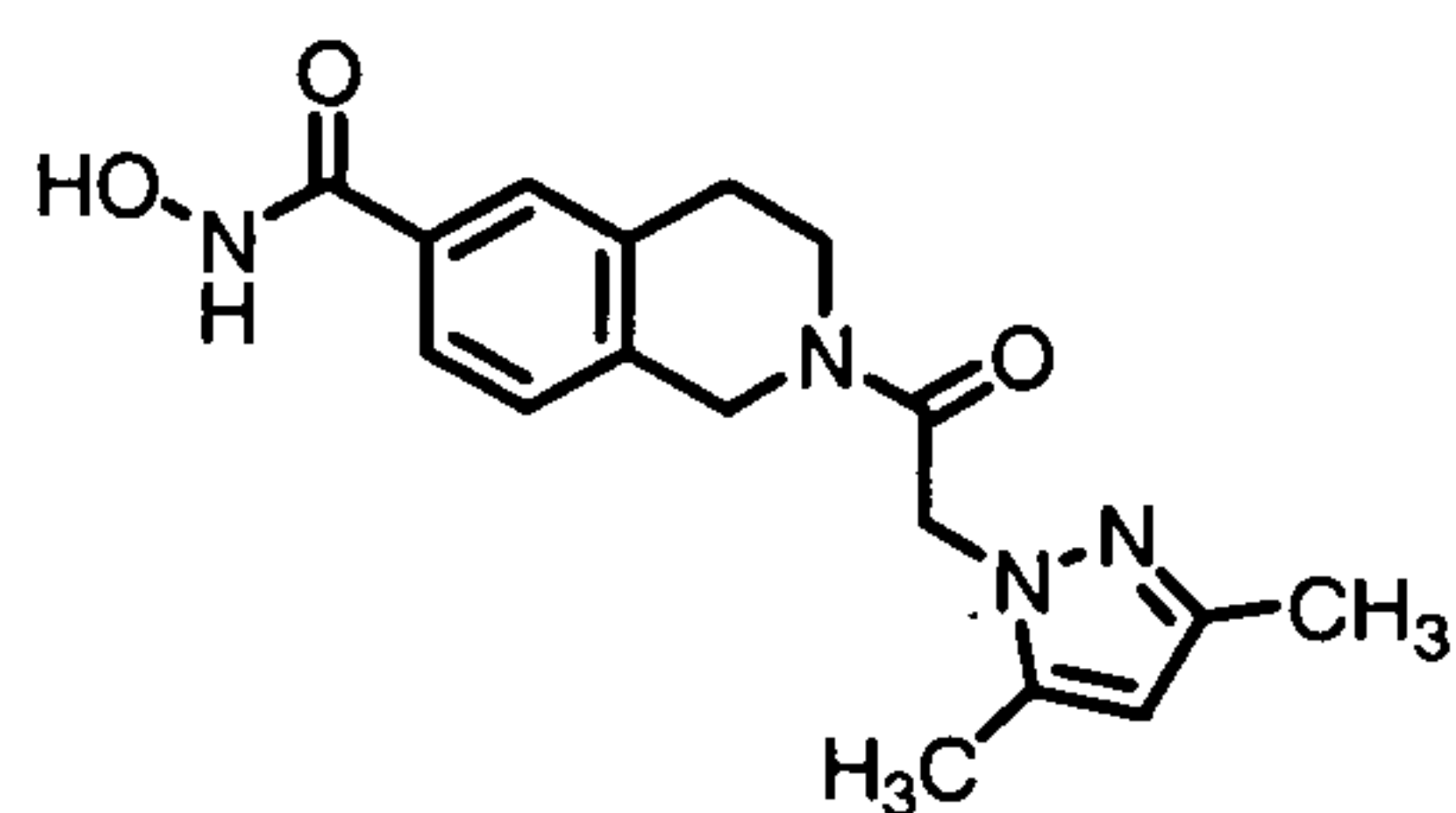
28



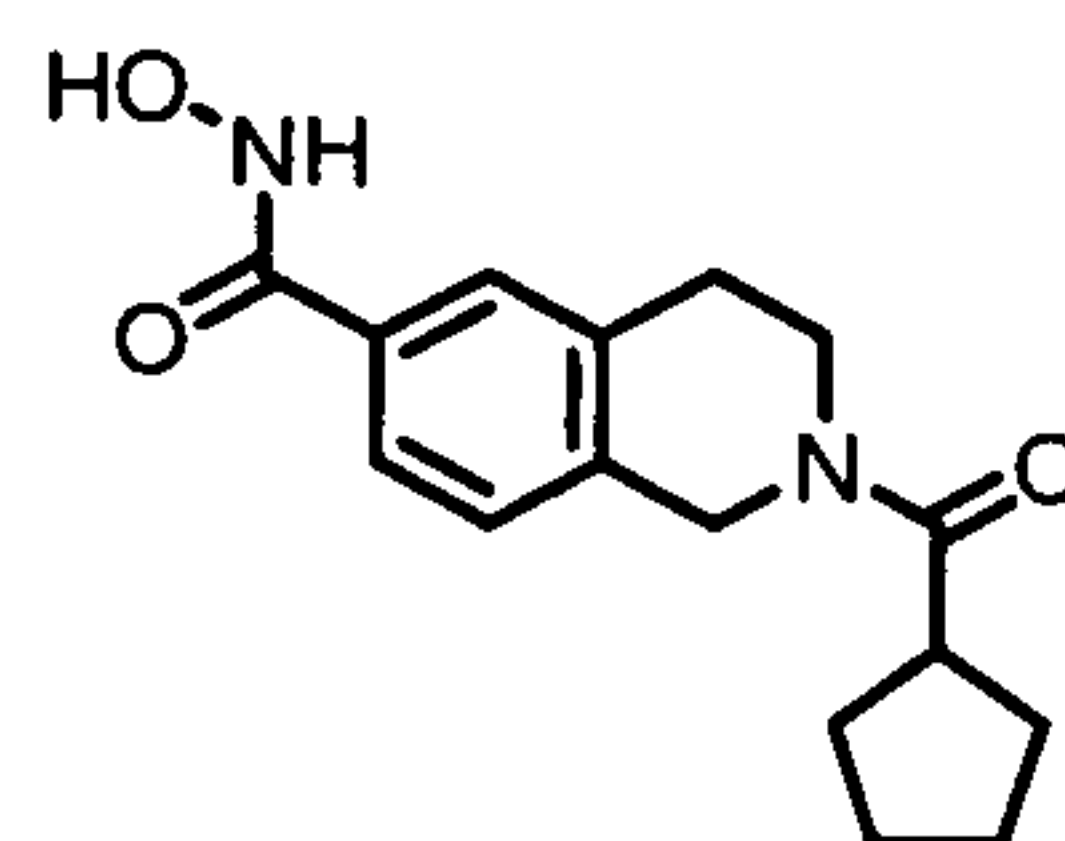
29



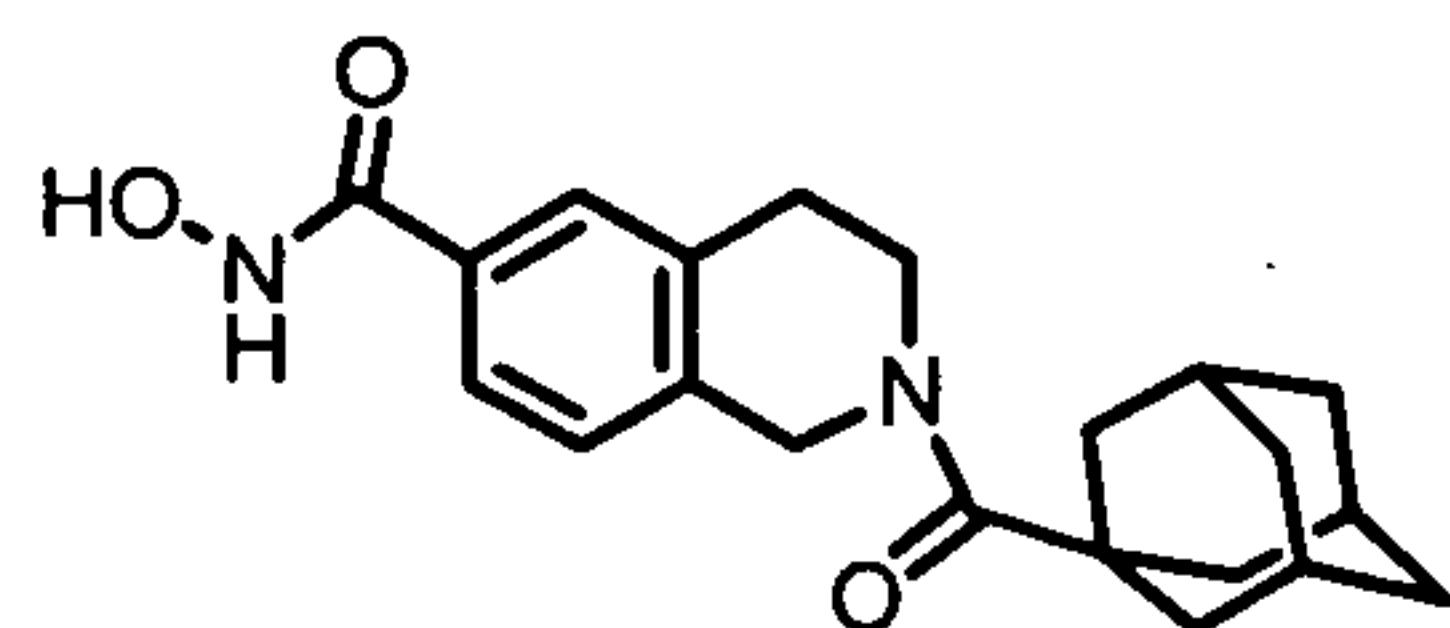
30



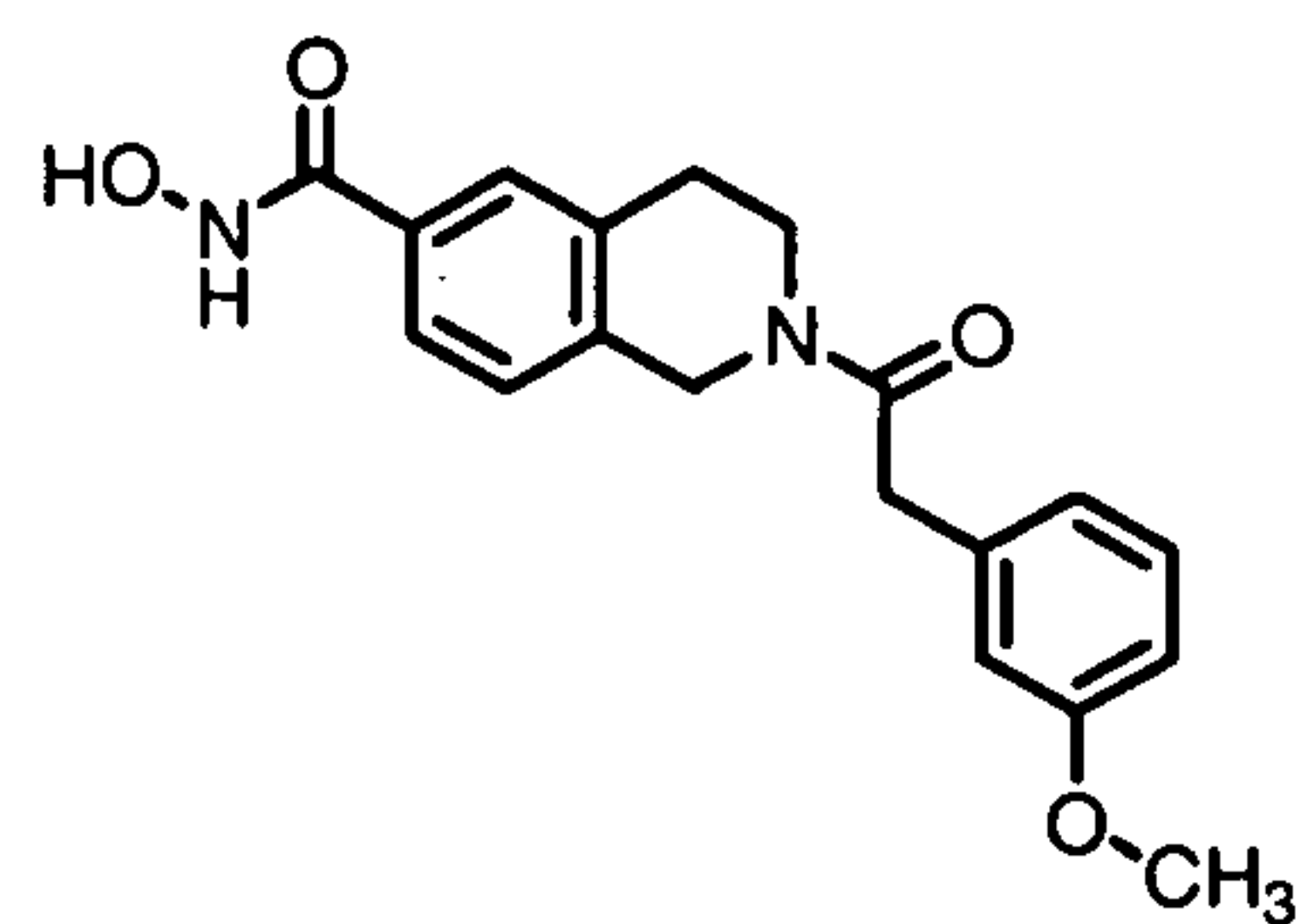
31



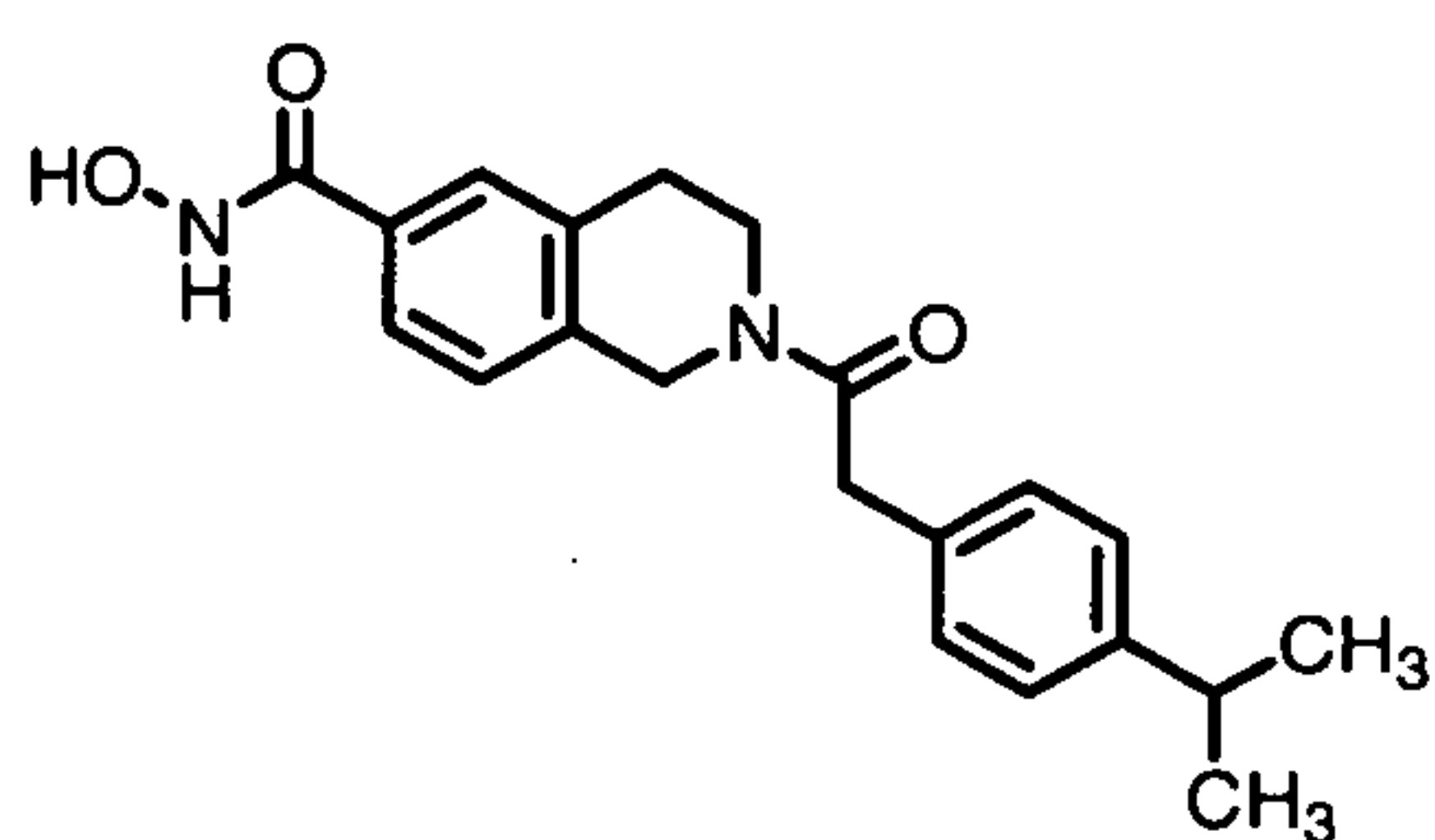
32



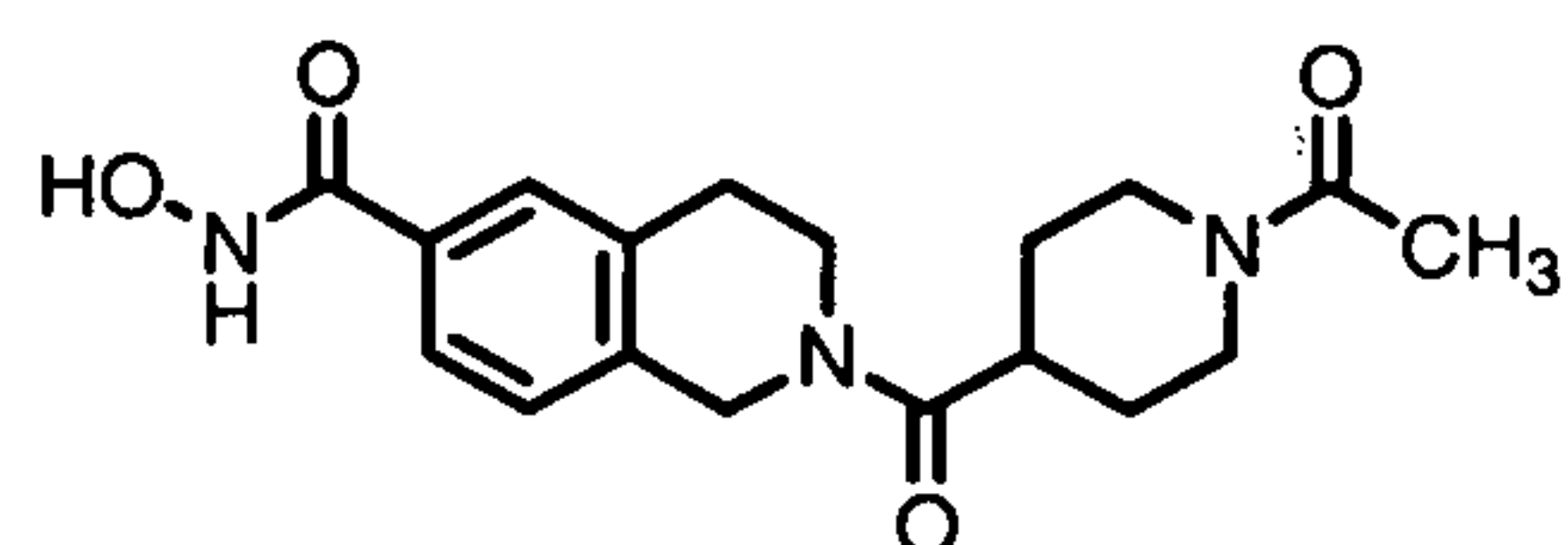
33



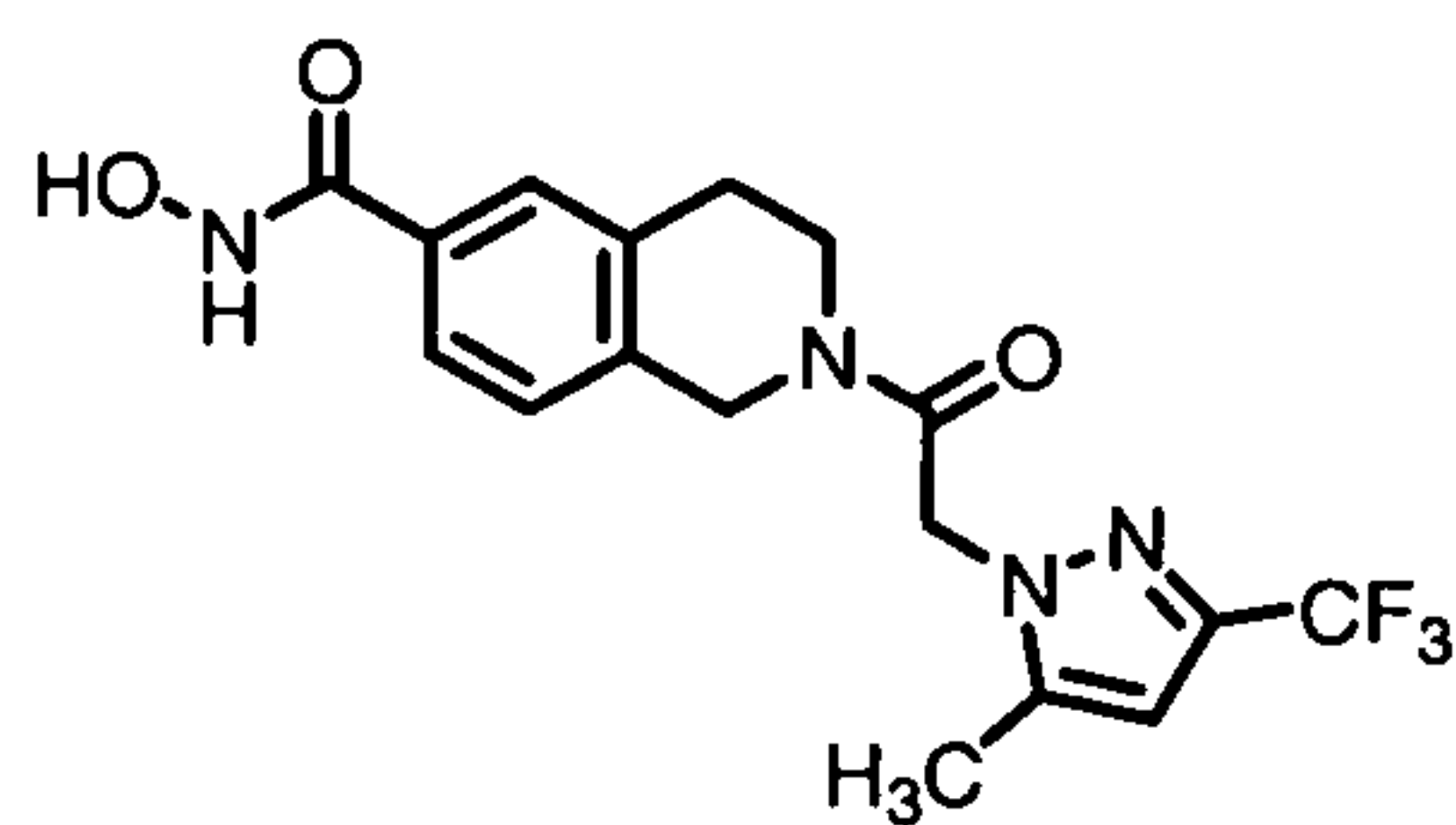
34



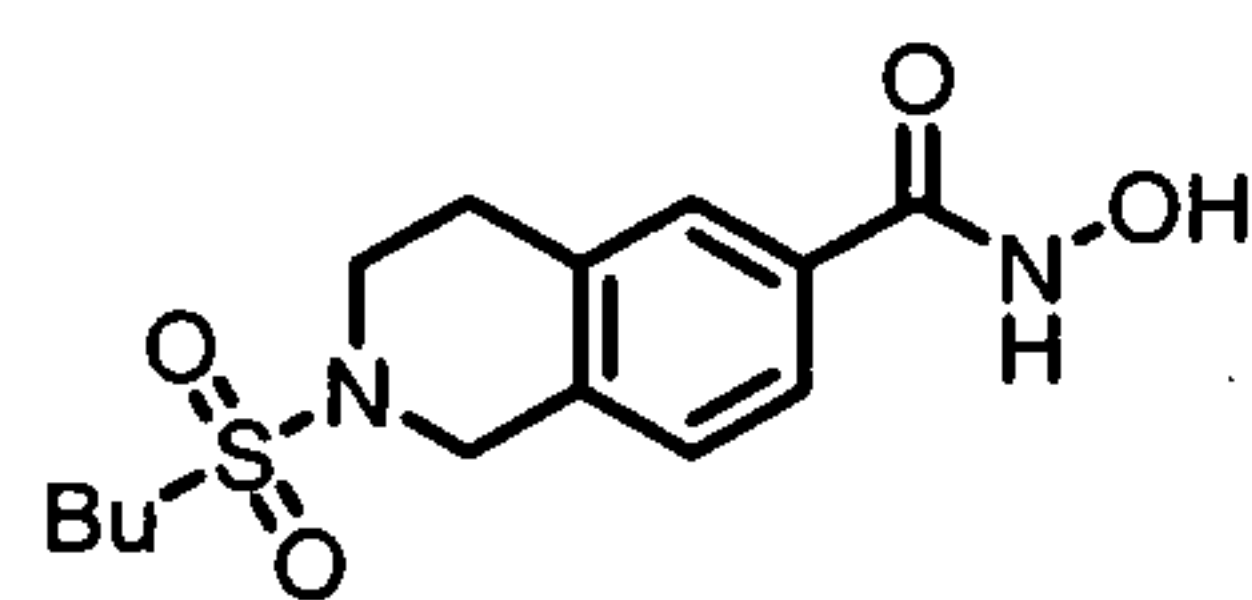
35



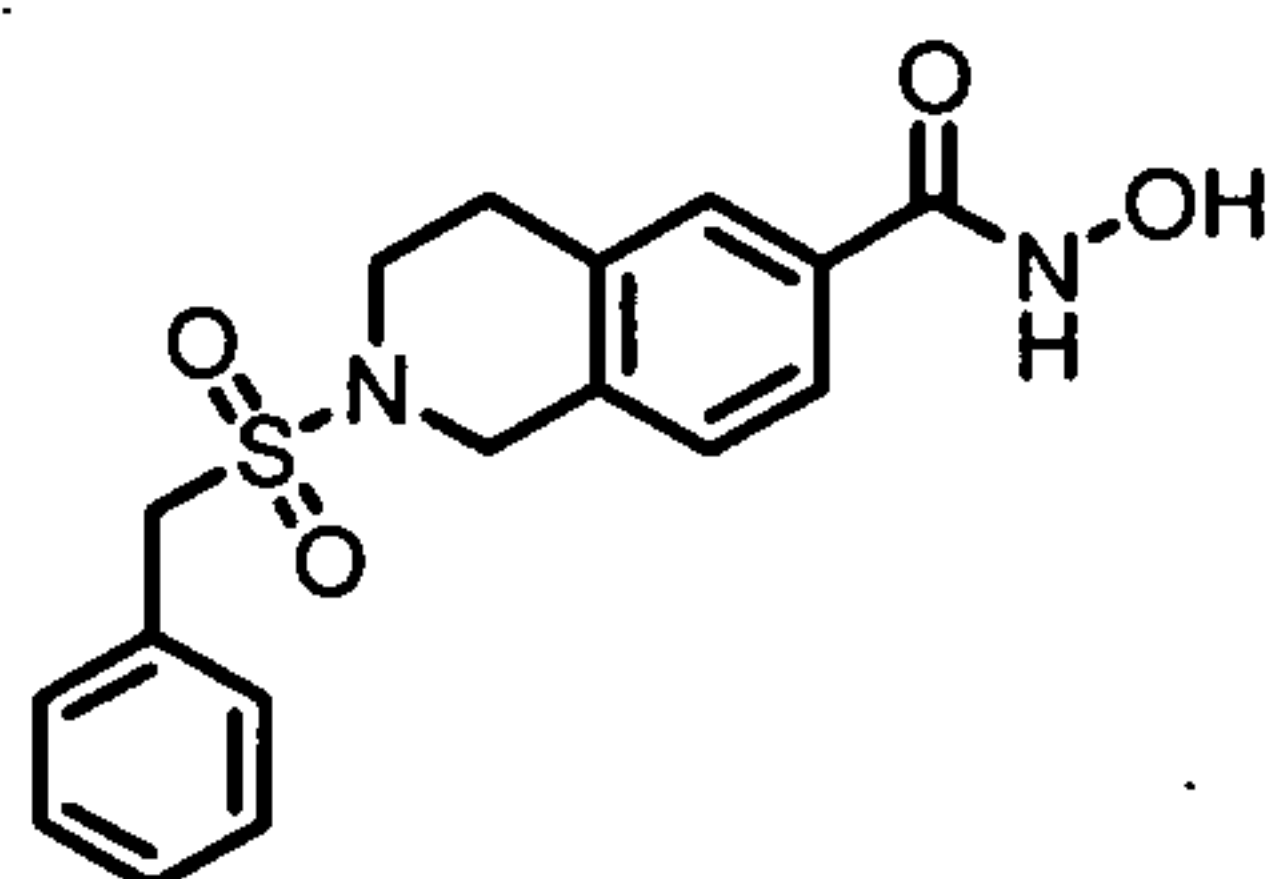
36



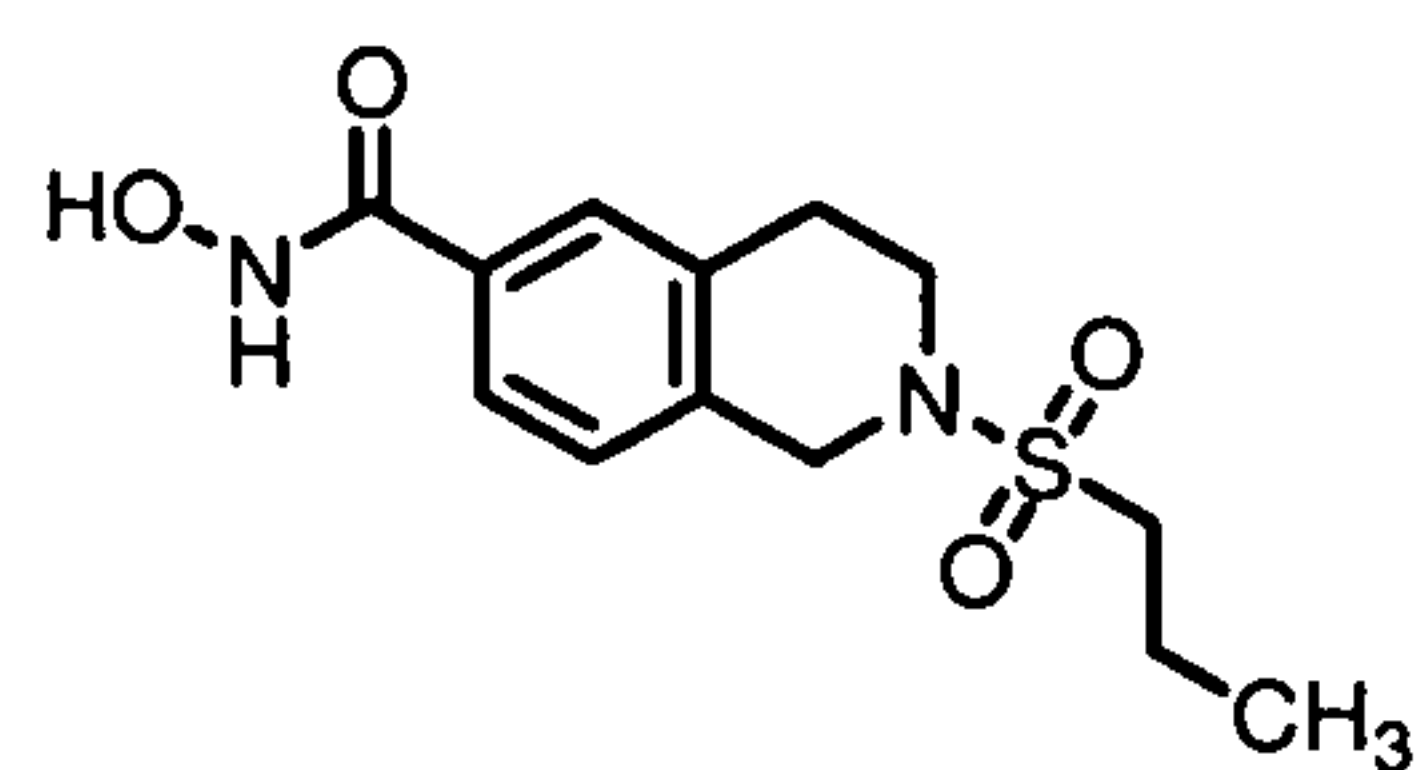
37



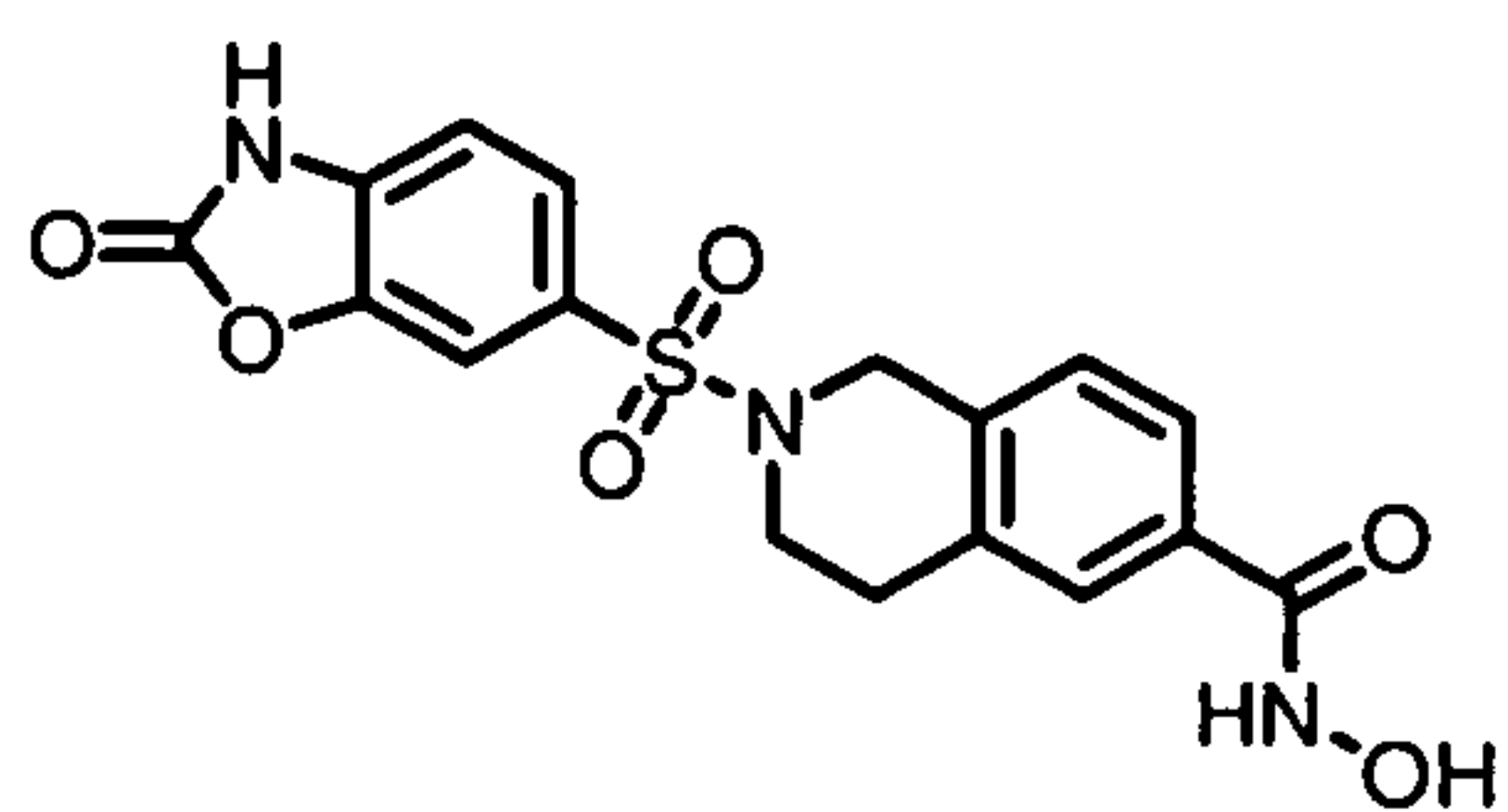
38



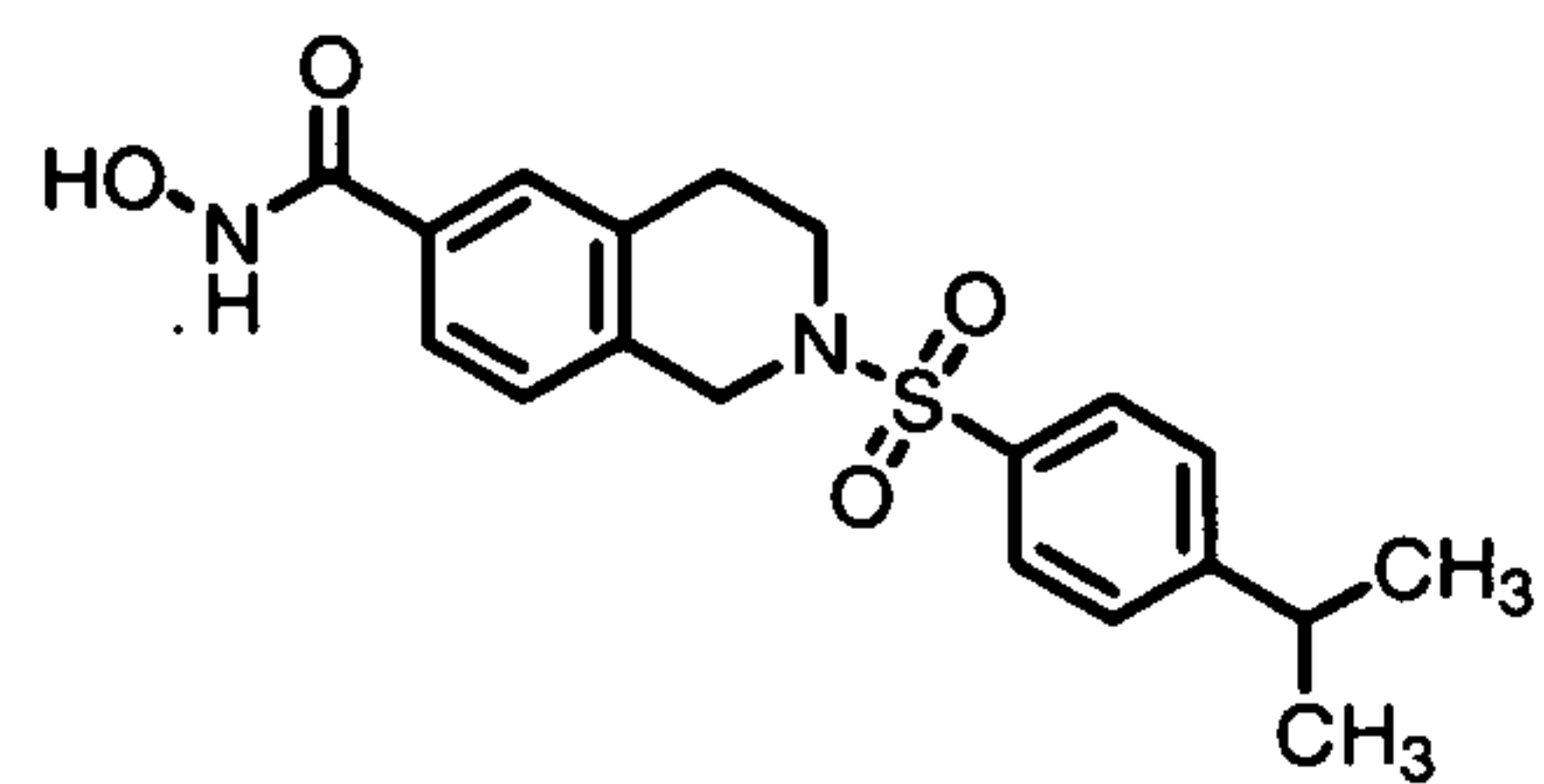
39



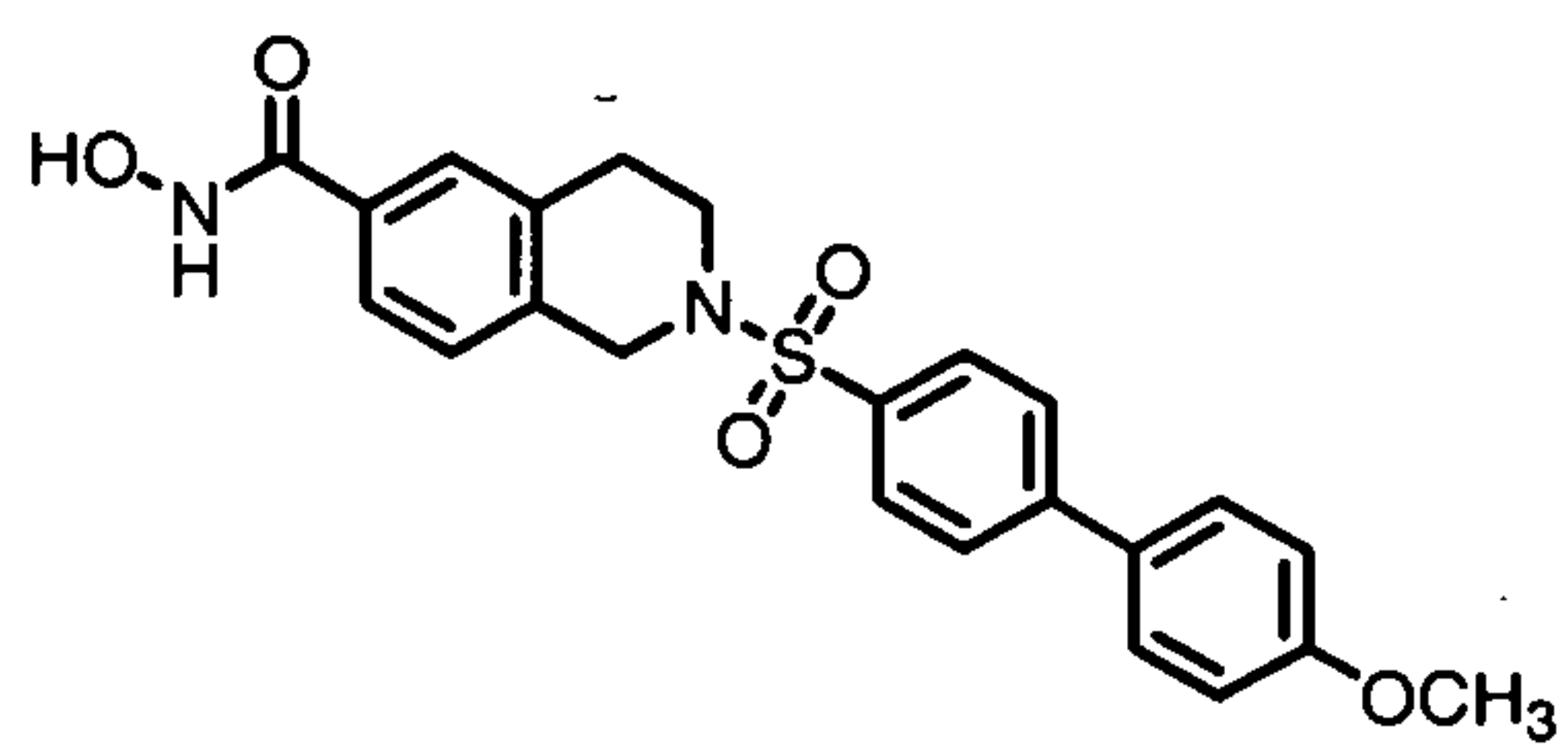
40



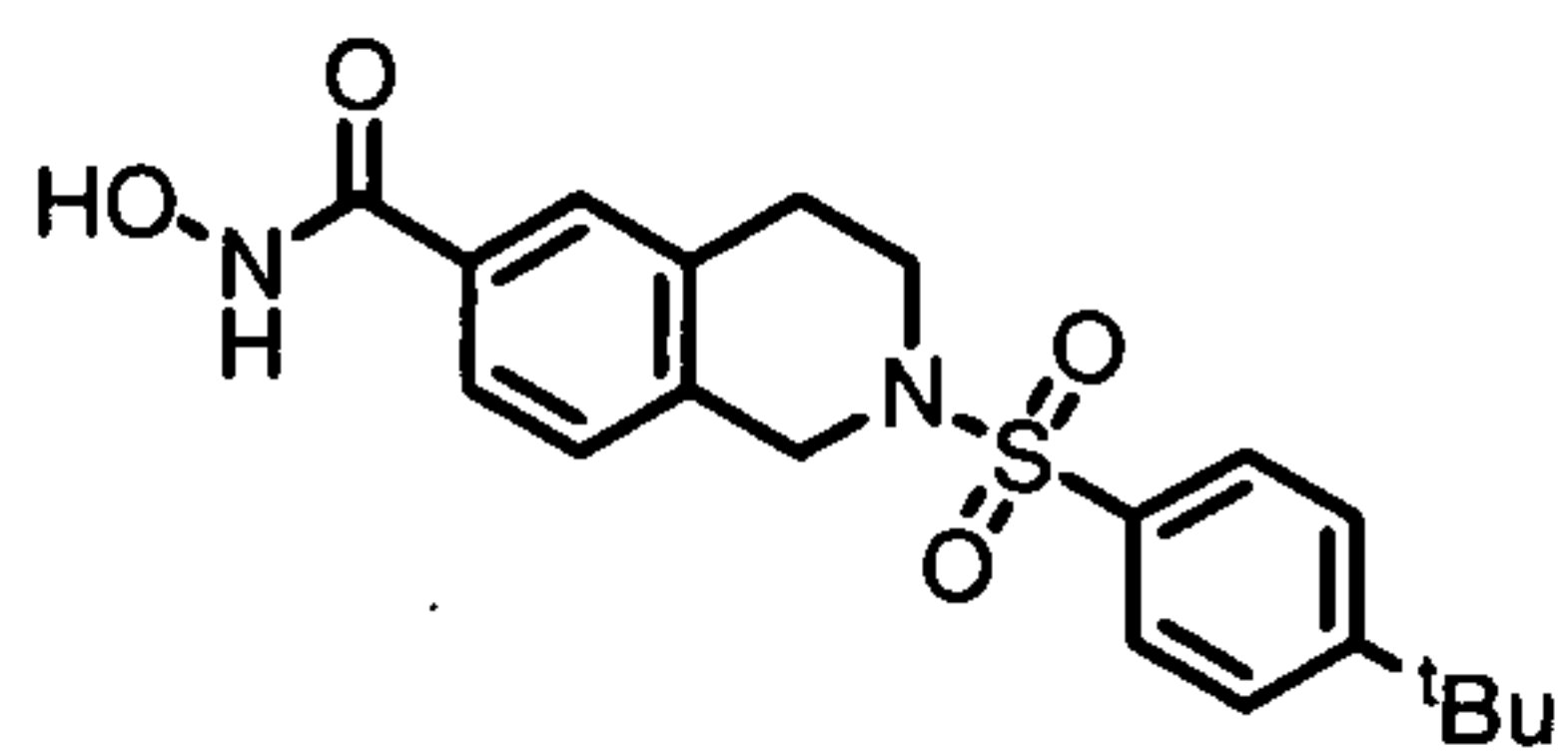
41



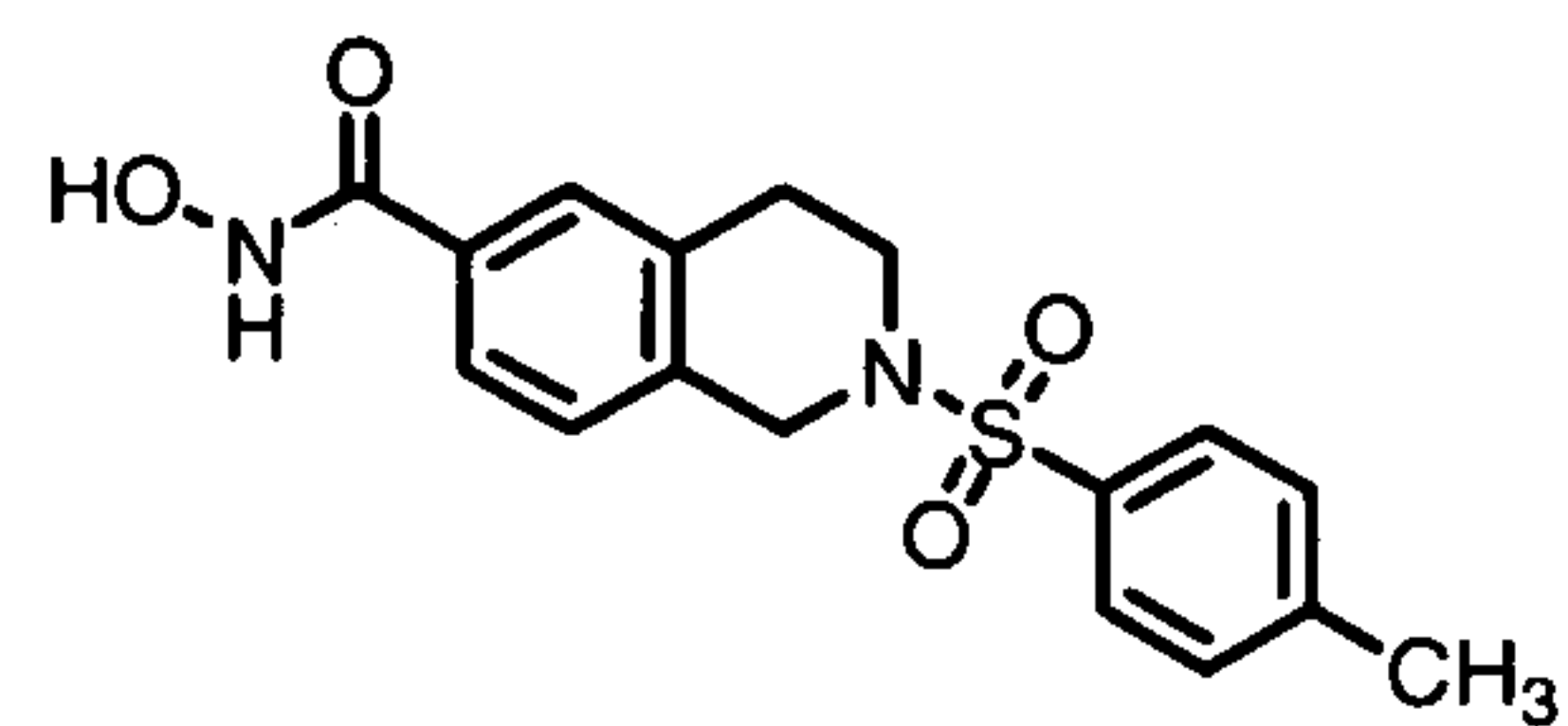
42



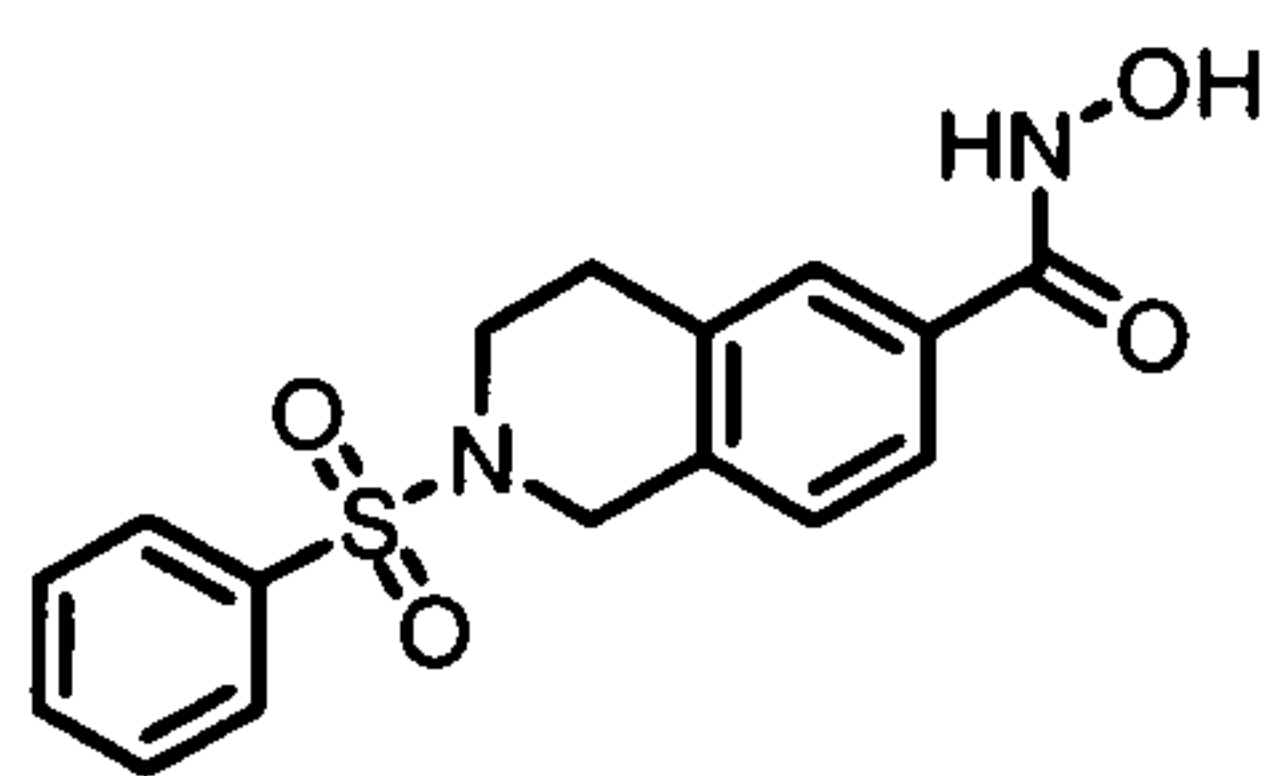
43



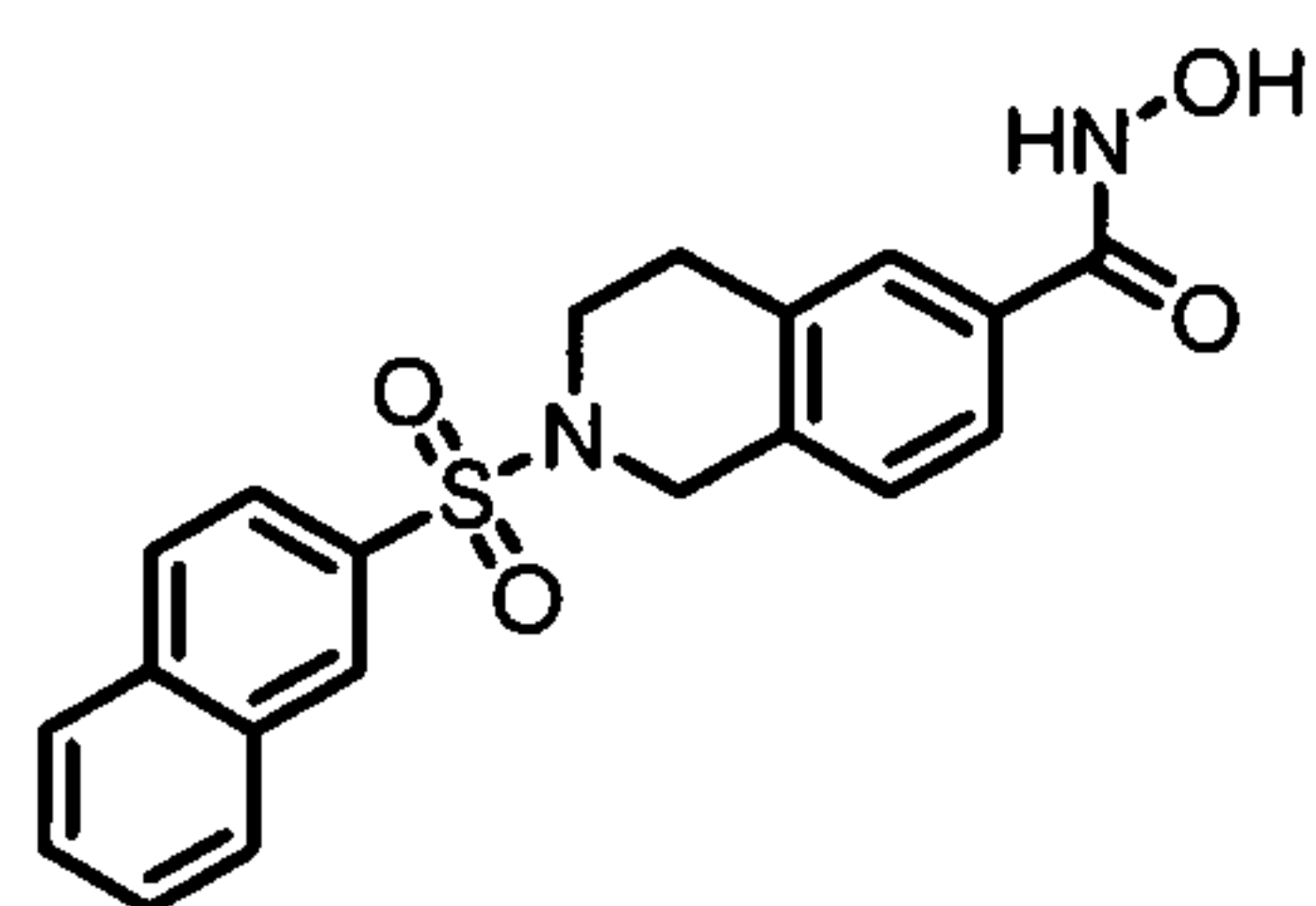
44



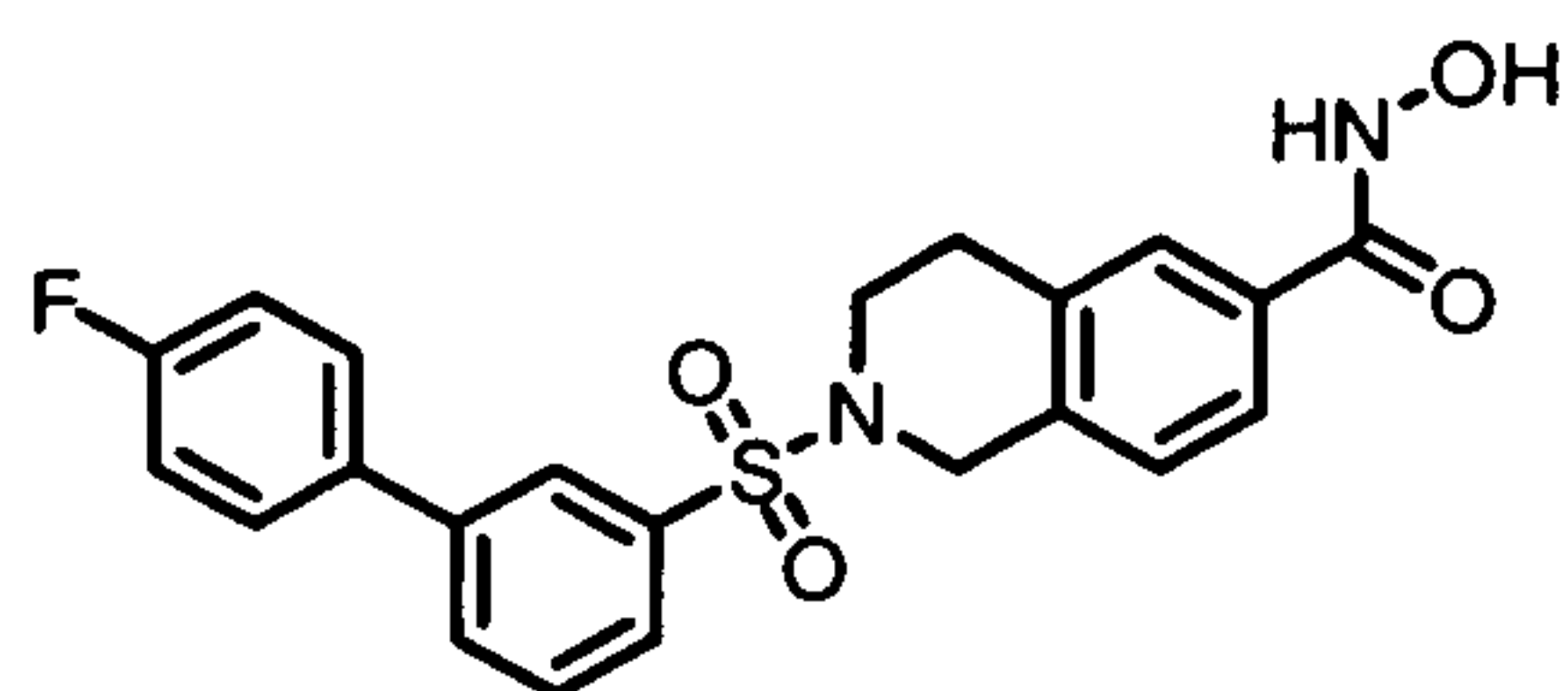
45



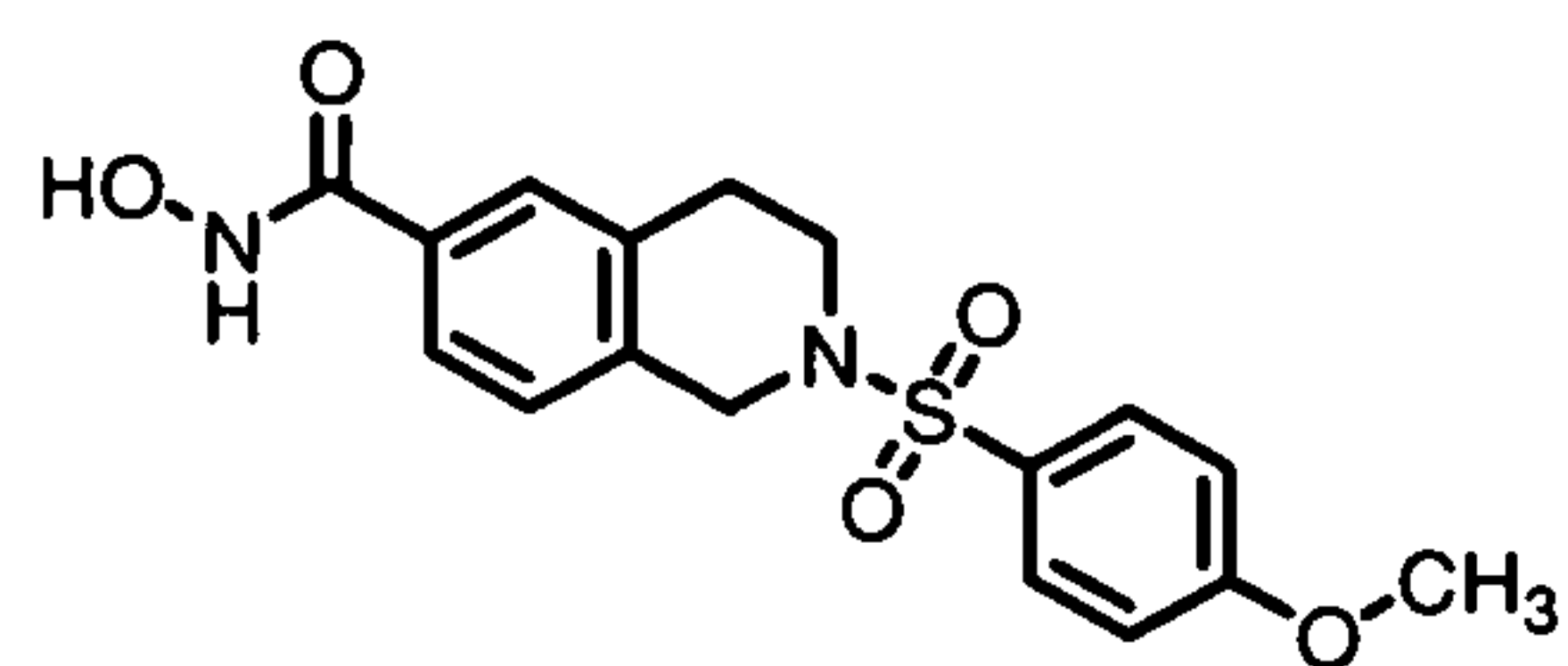
46



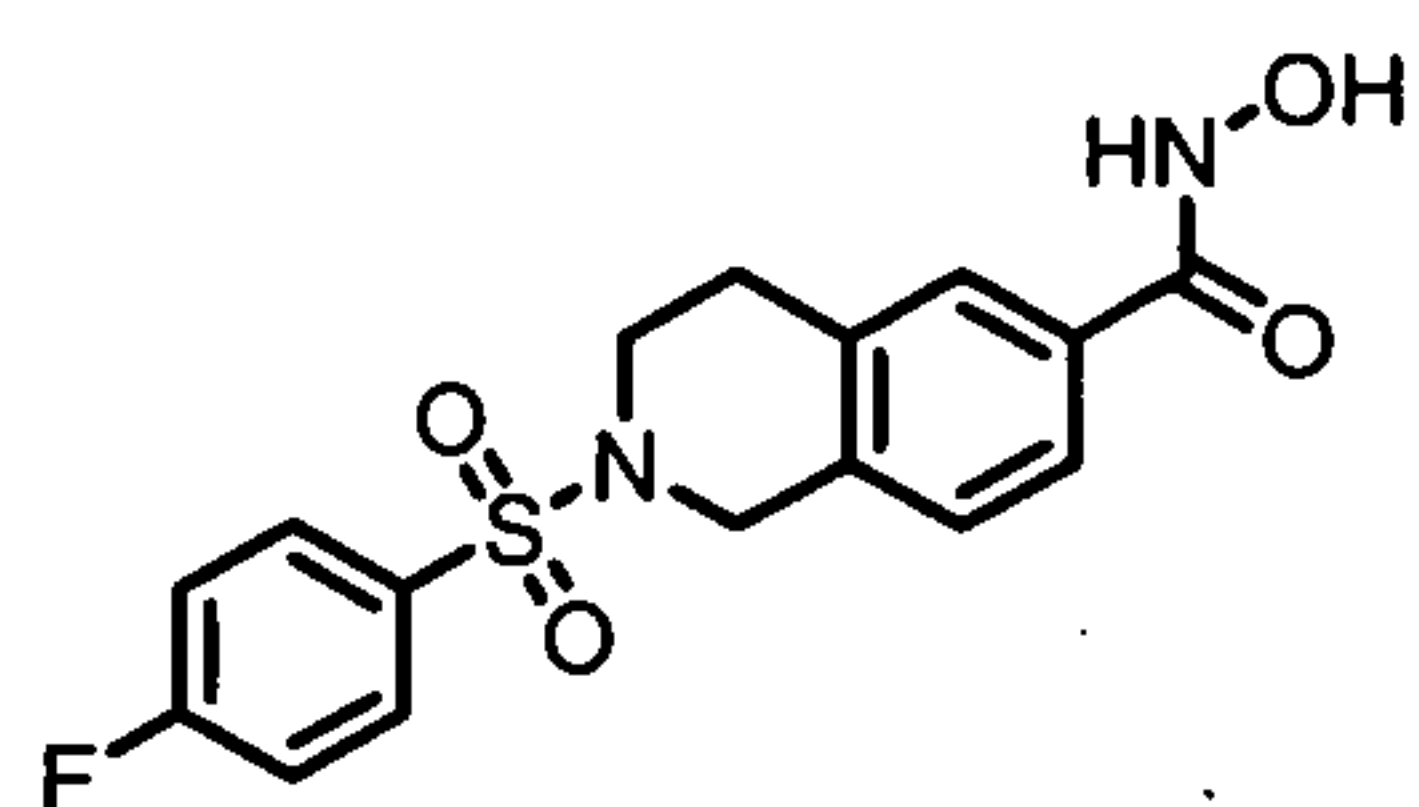
47



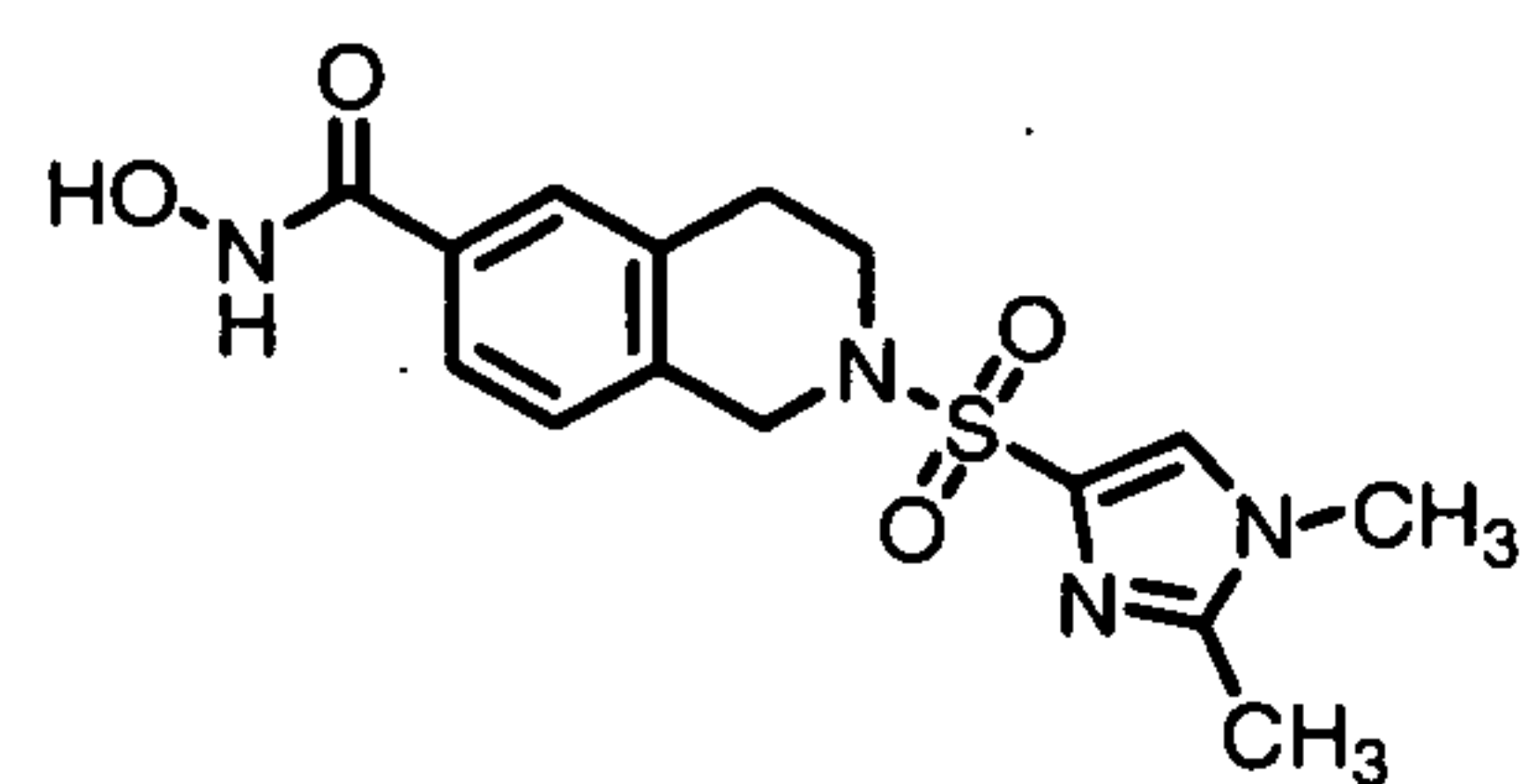
48



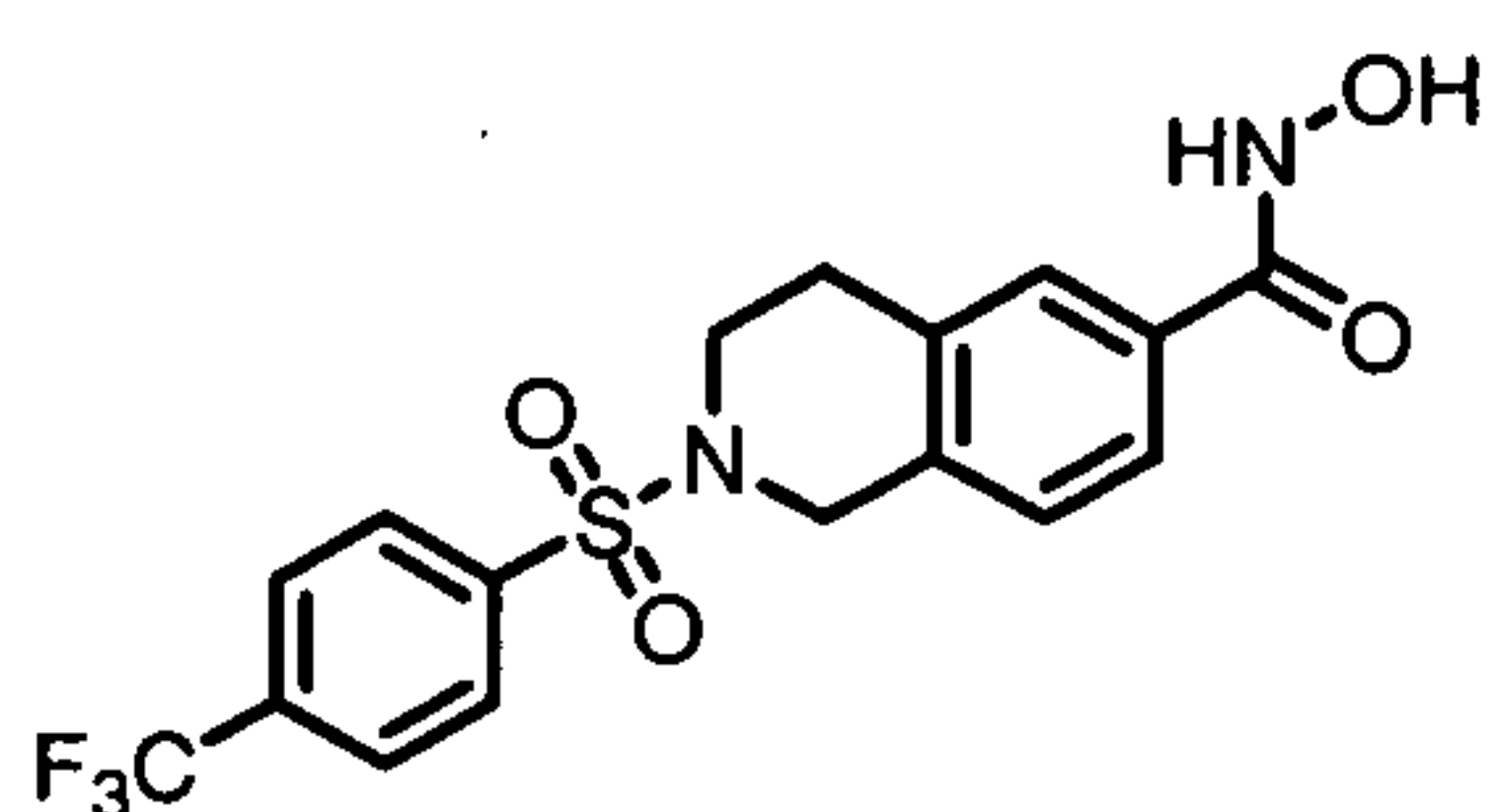
49



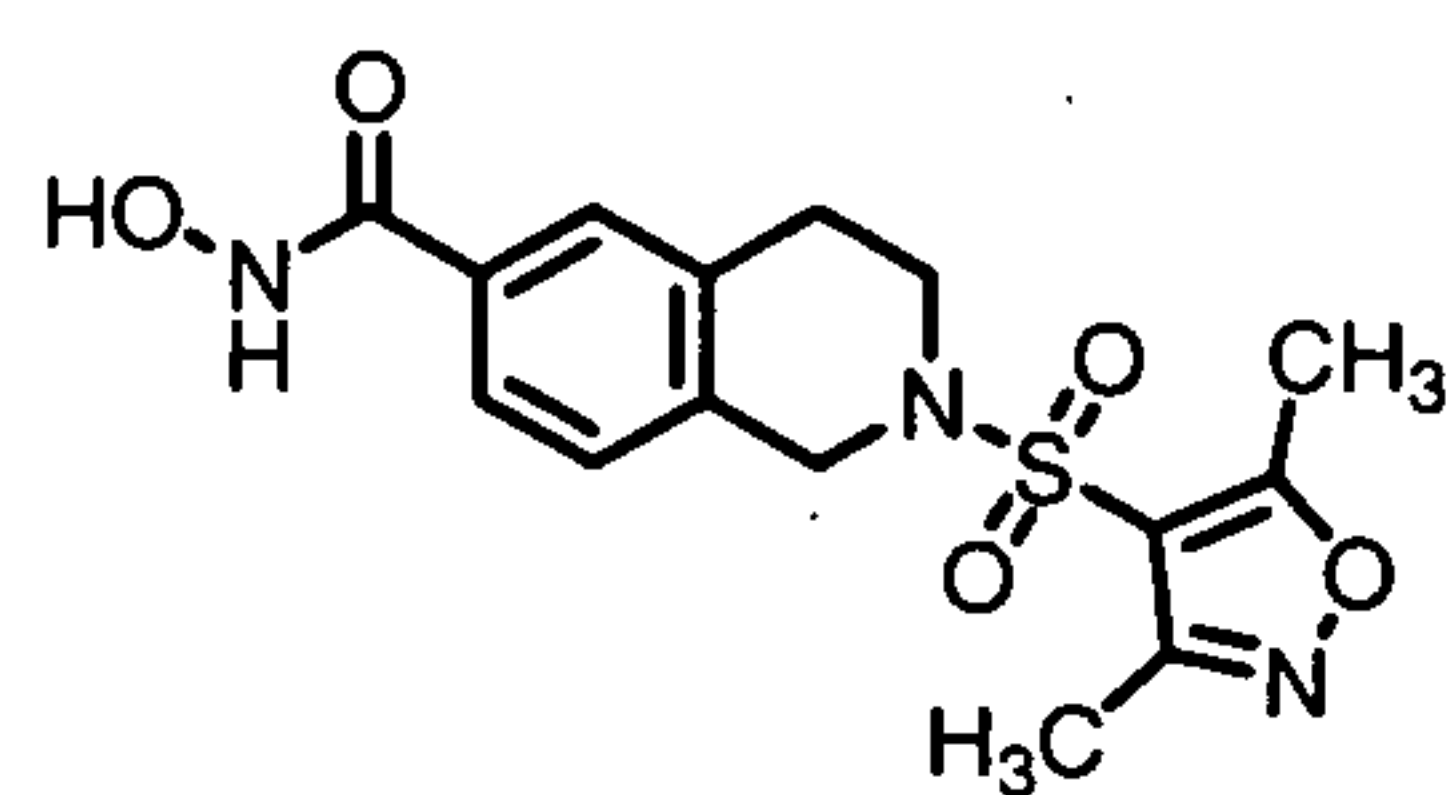
50



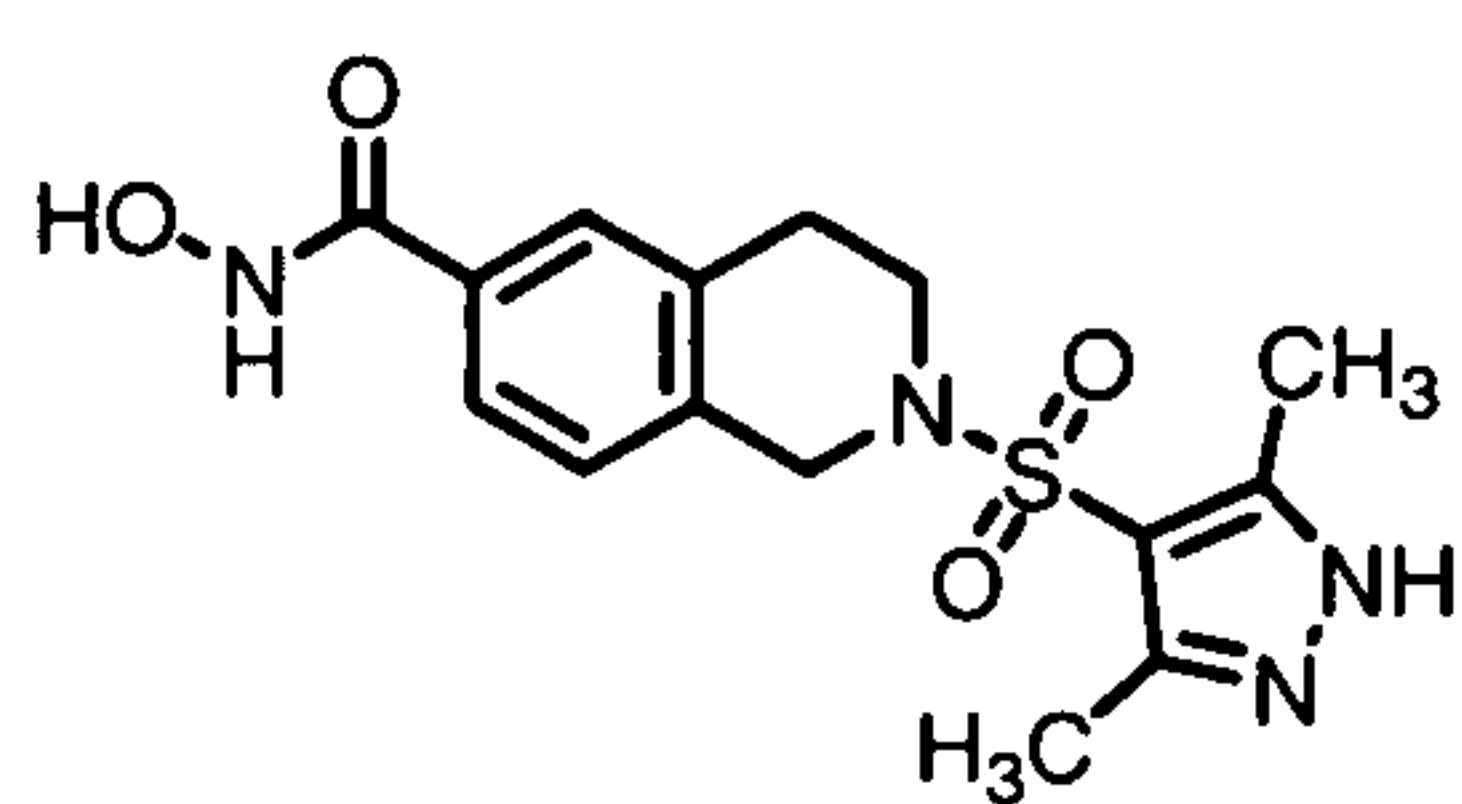
51



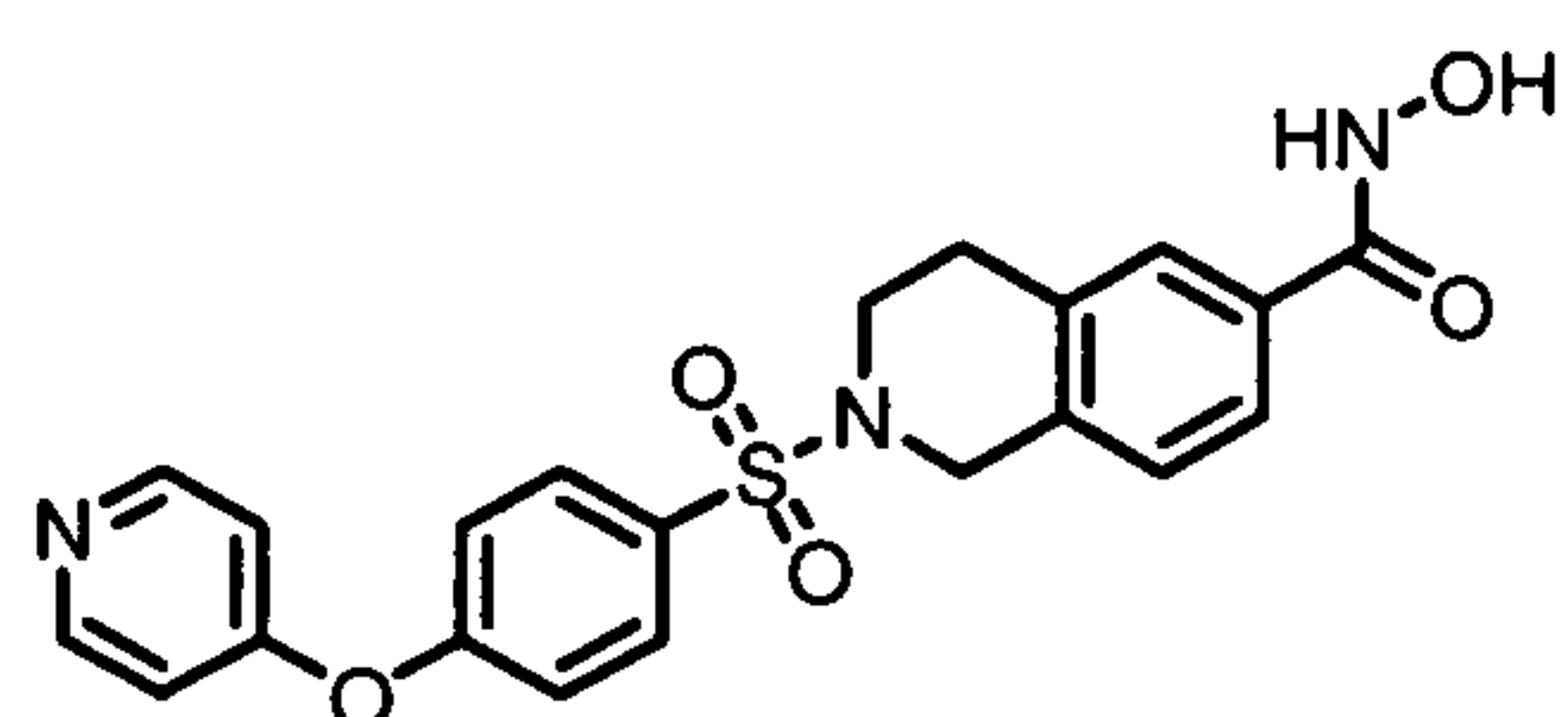
52



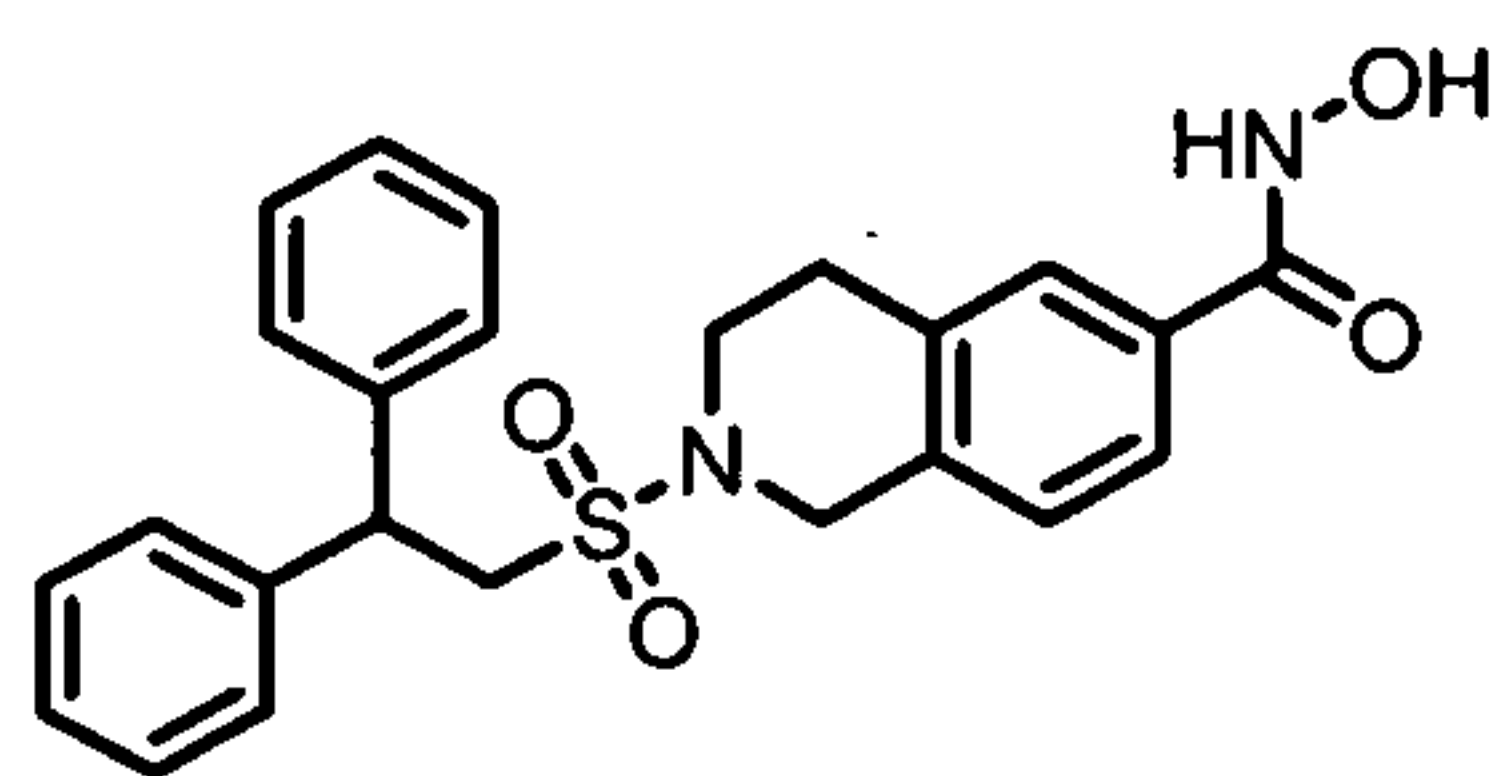
53



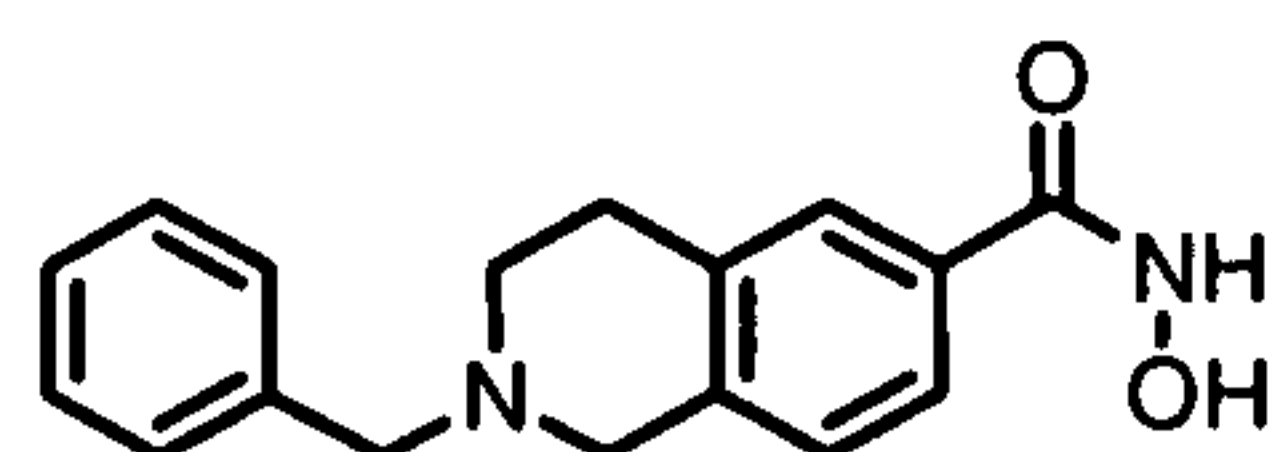
54



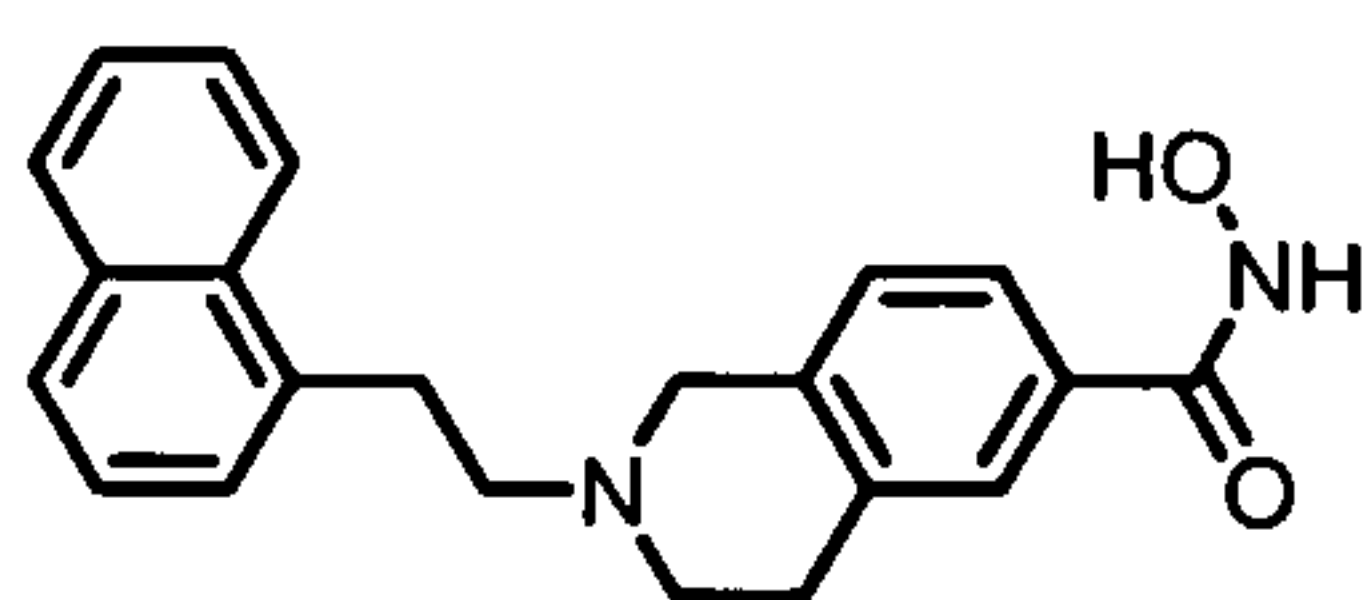
55



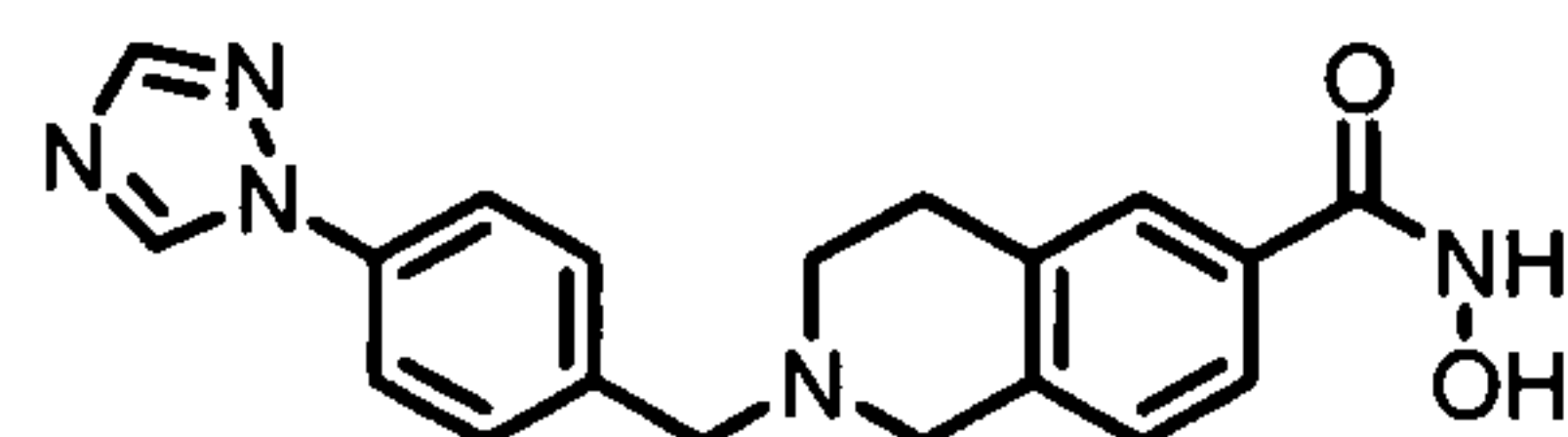
56



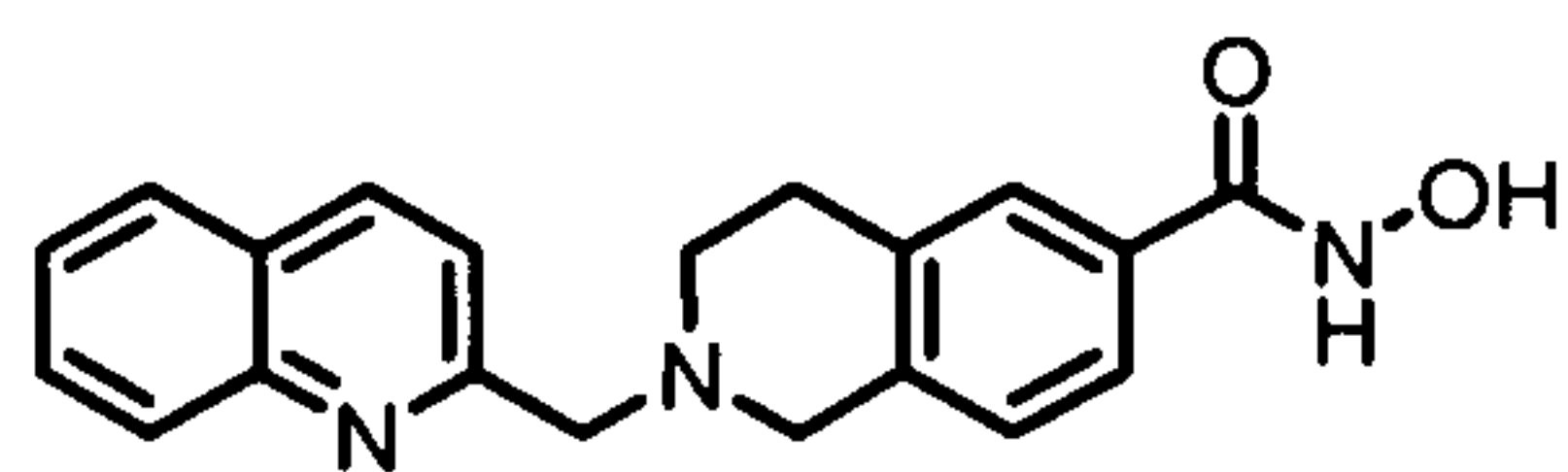
57



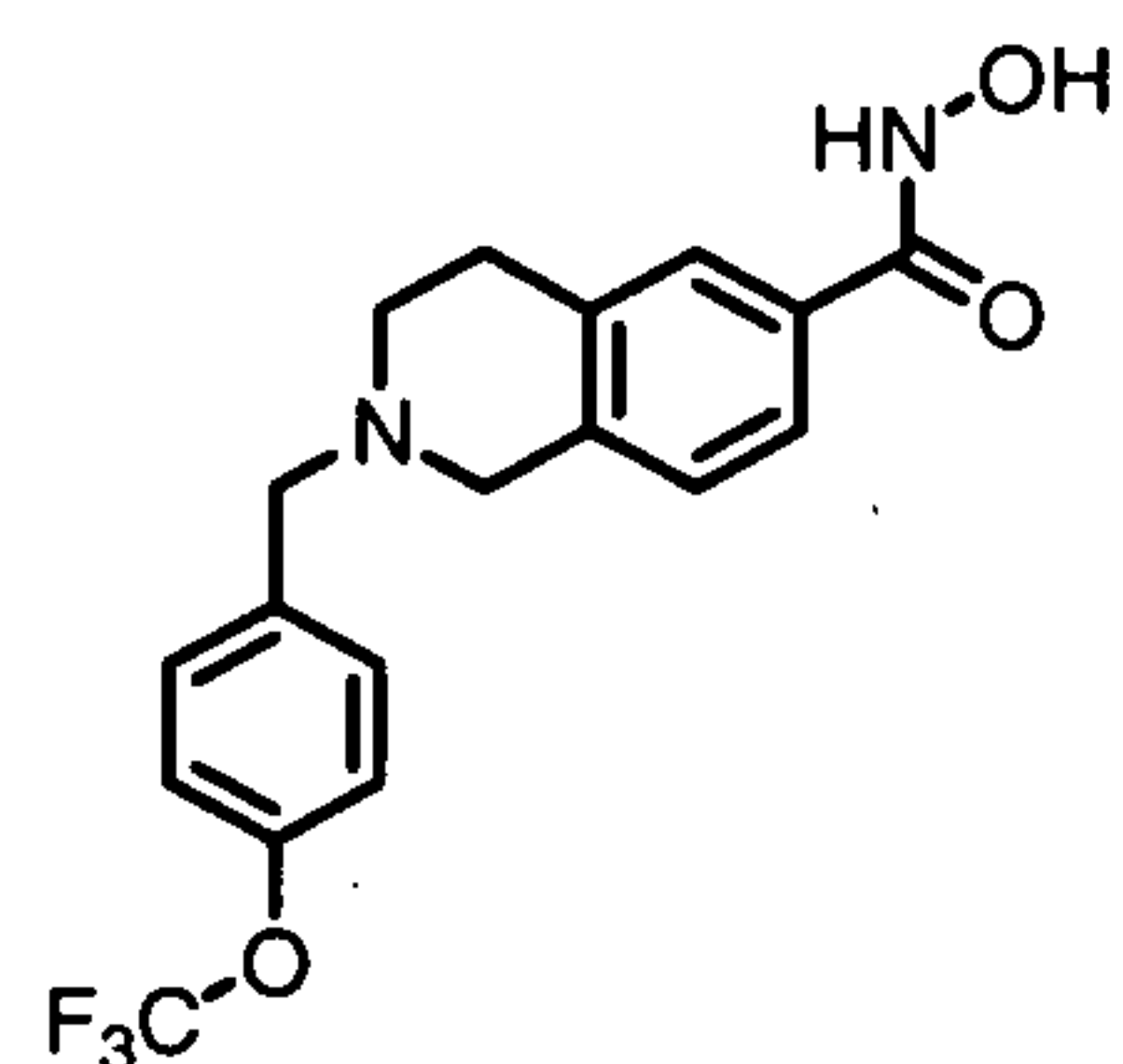
58



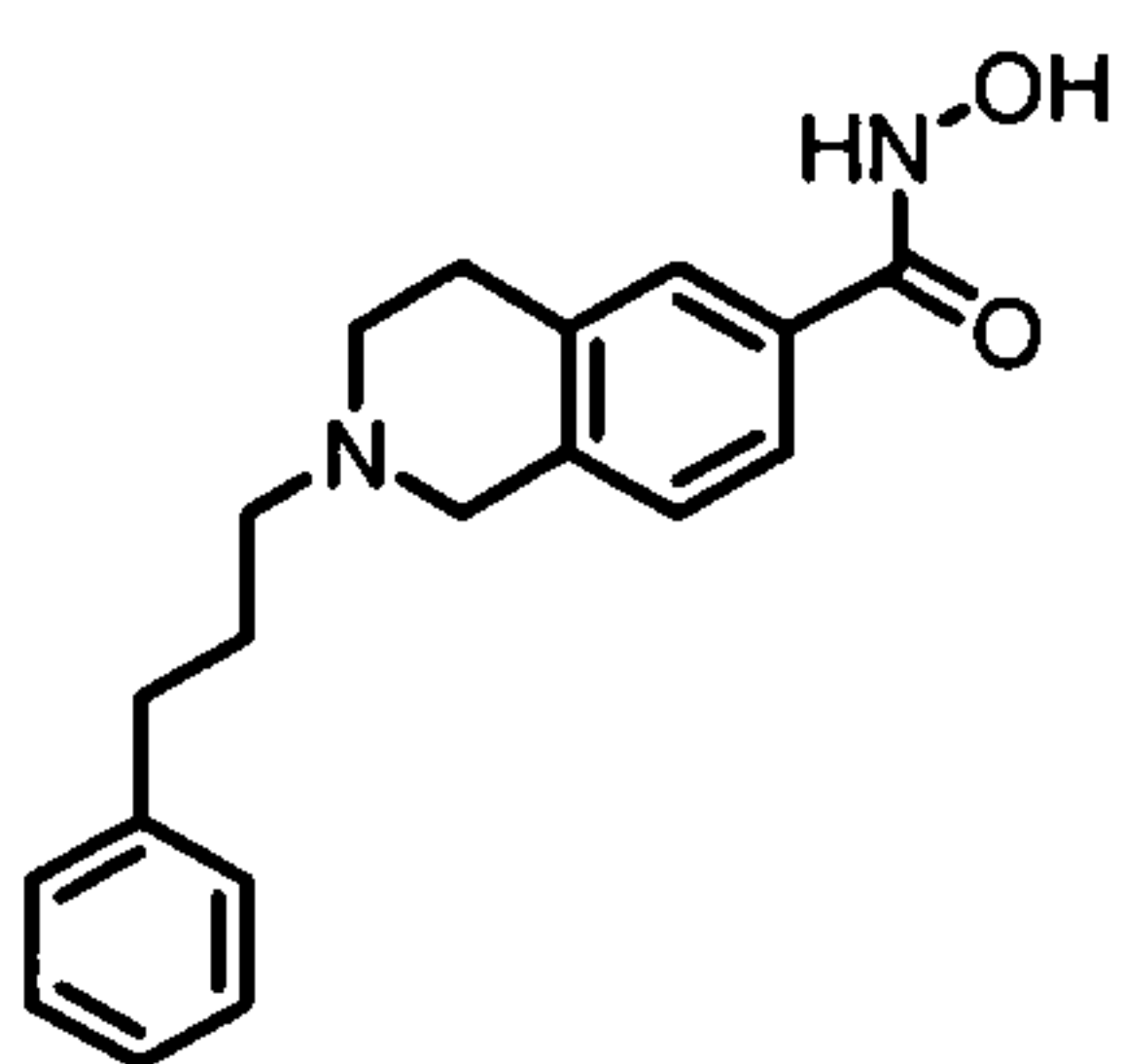
59



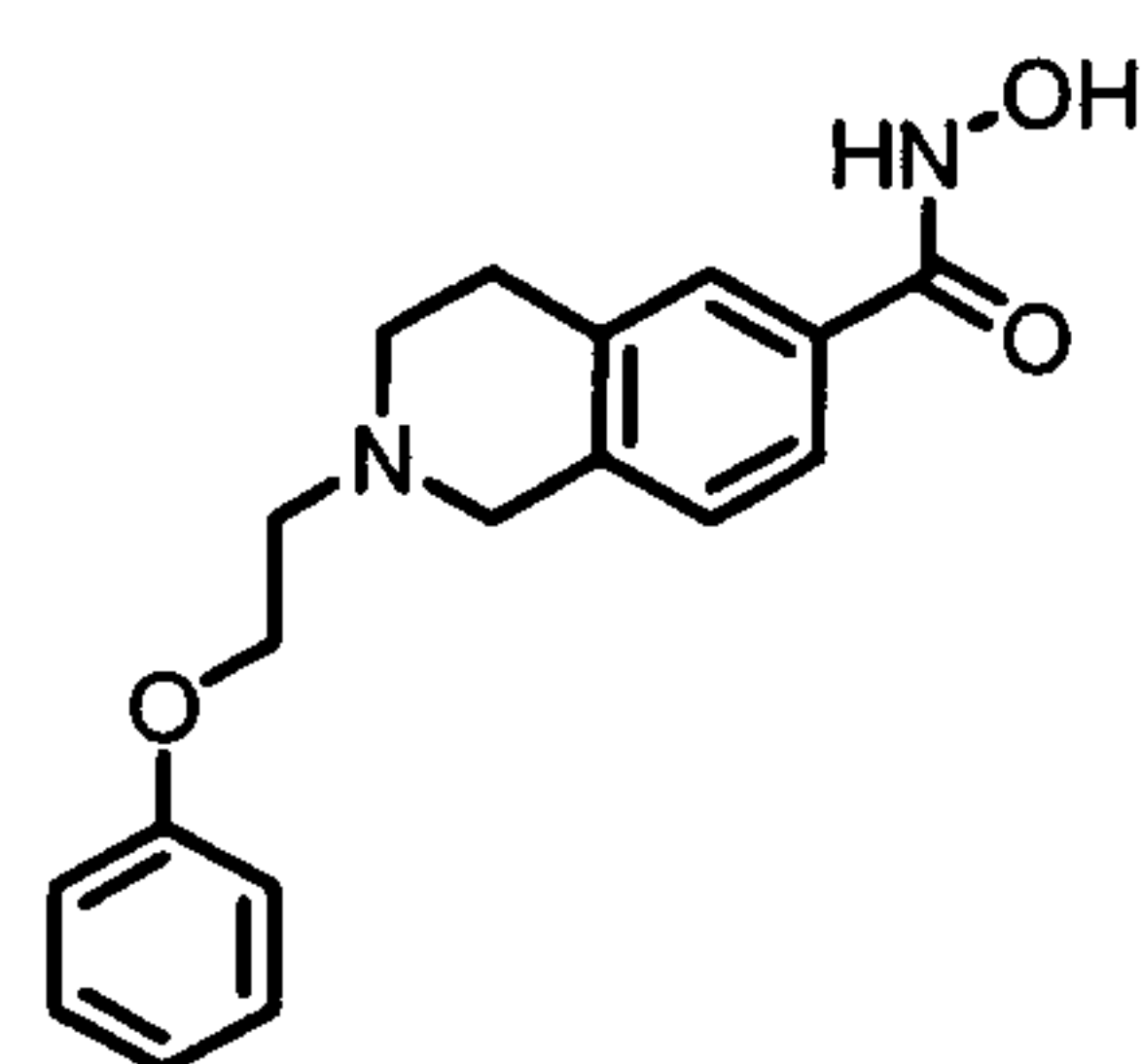
60



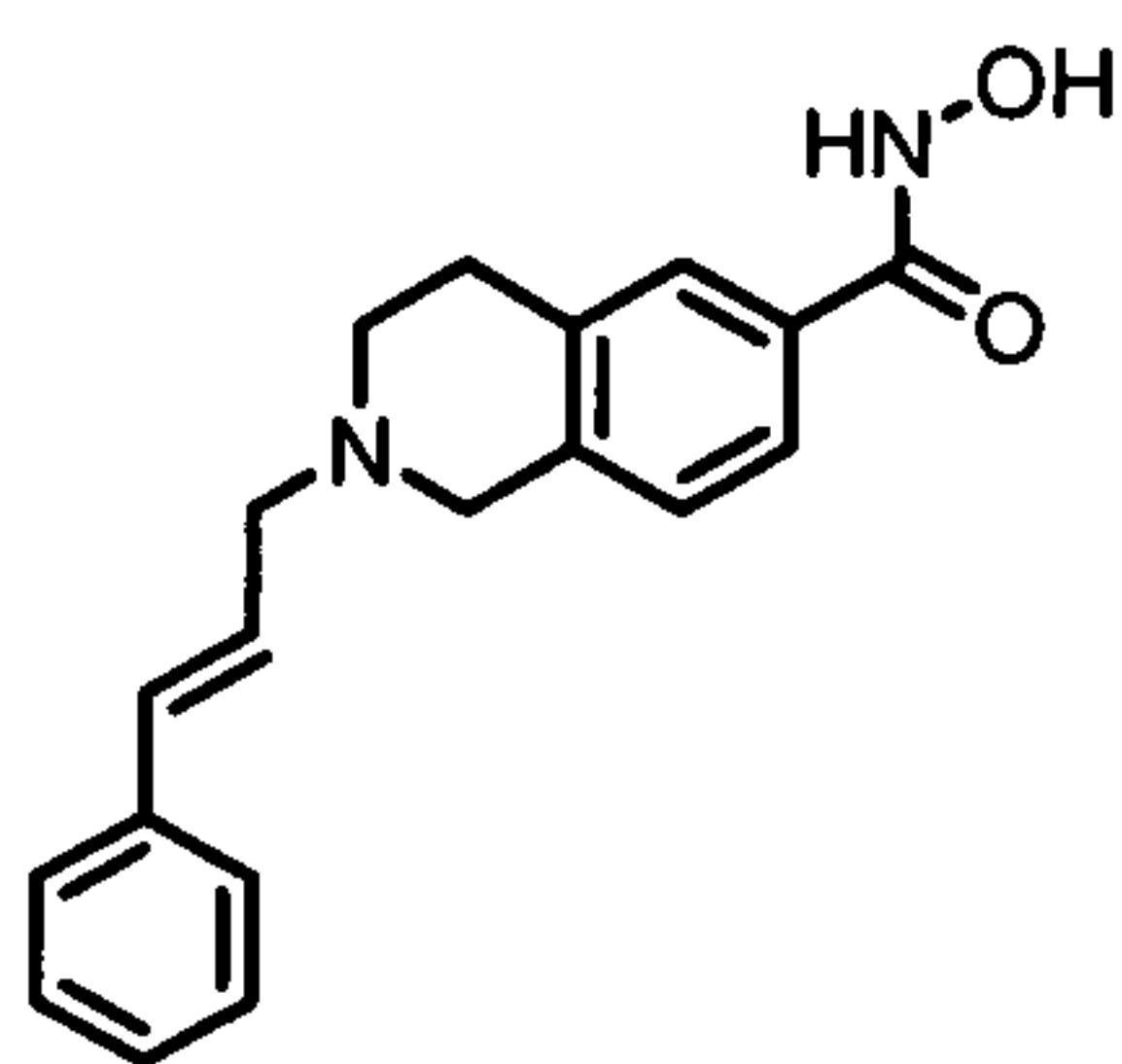
61



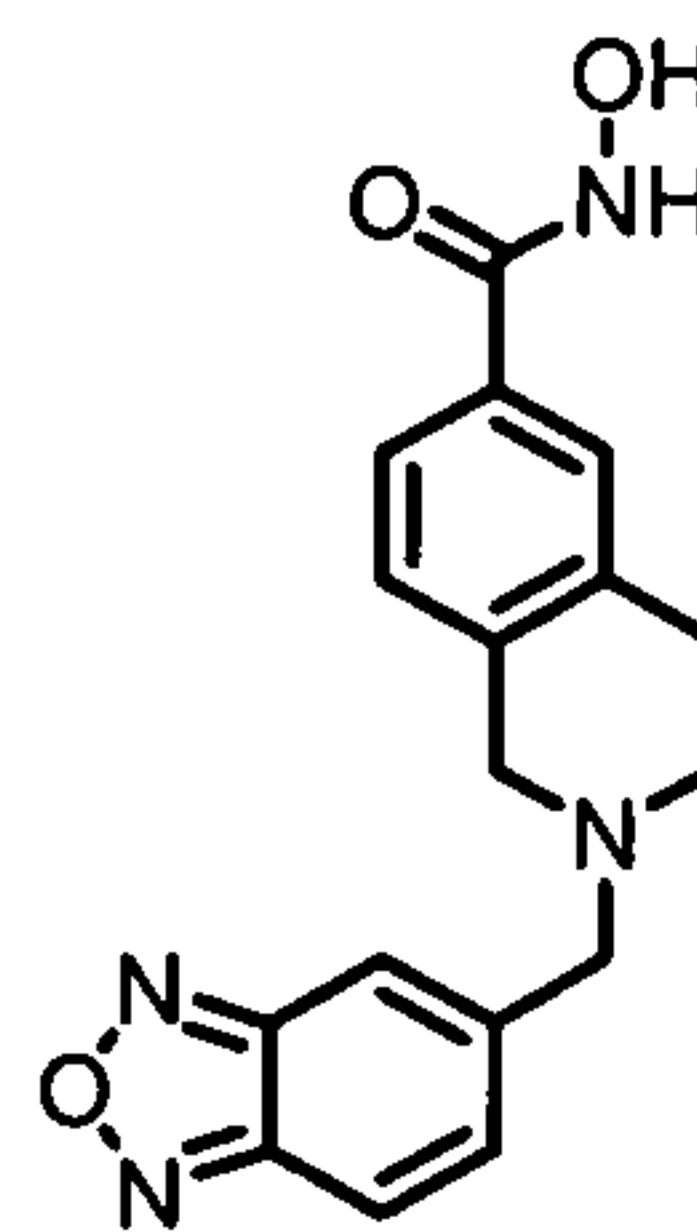
62



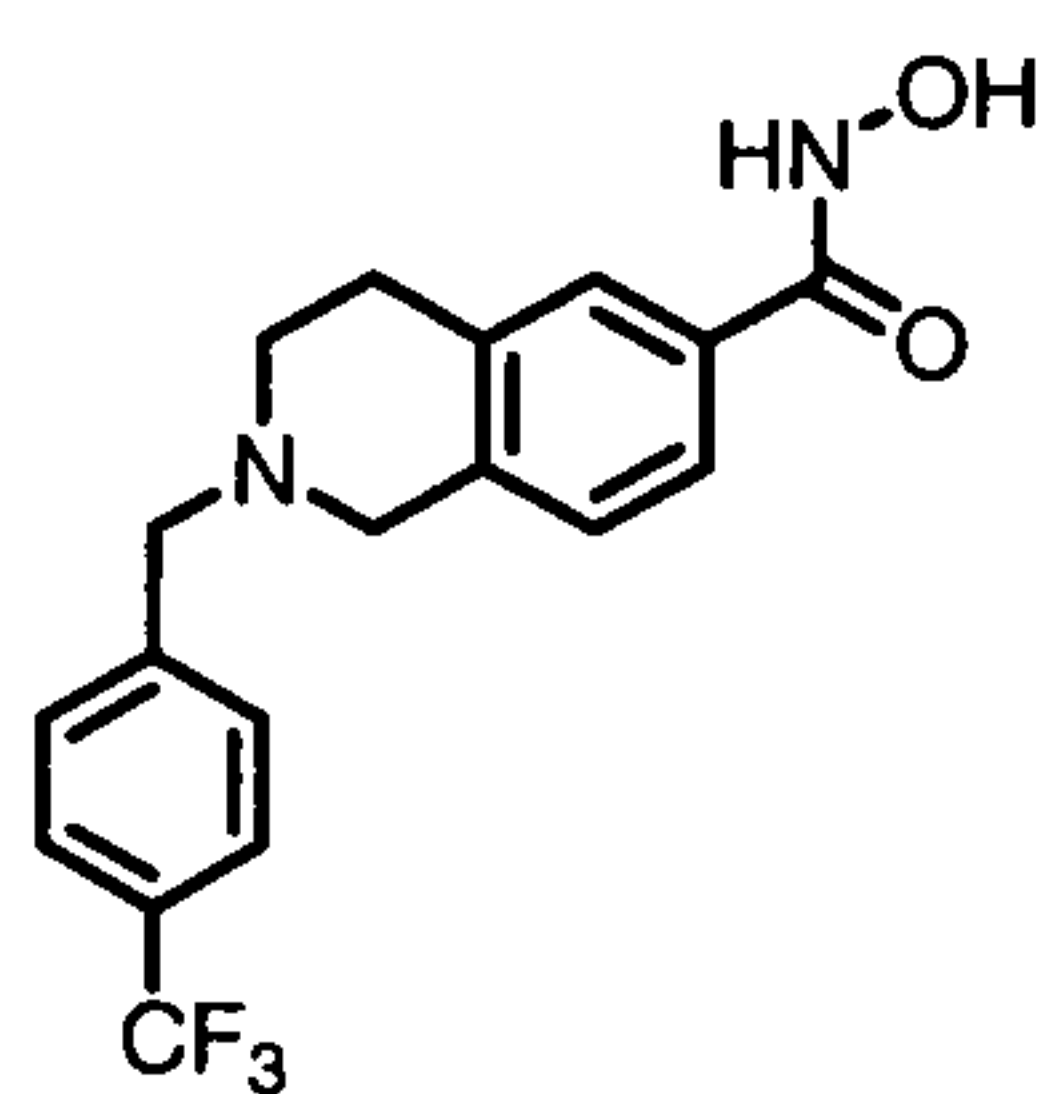
63



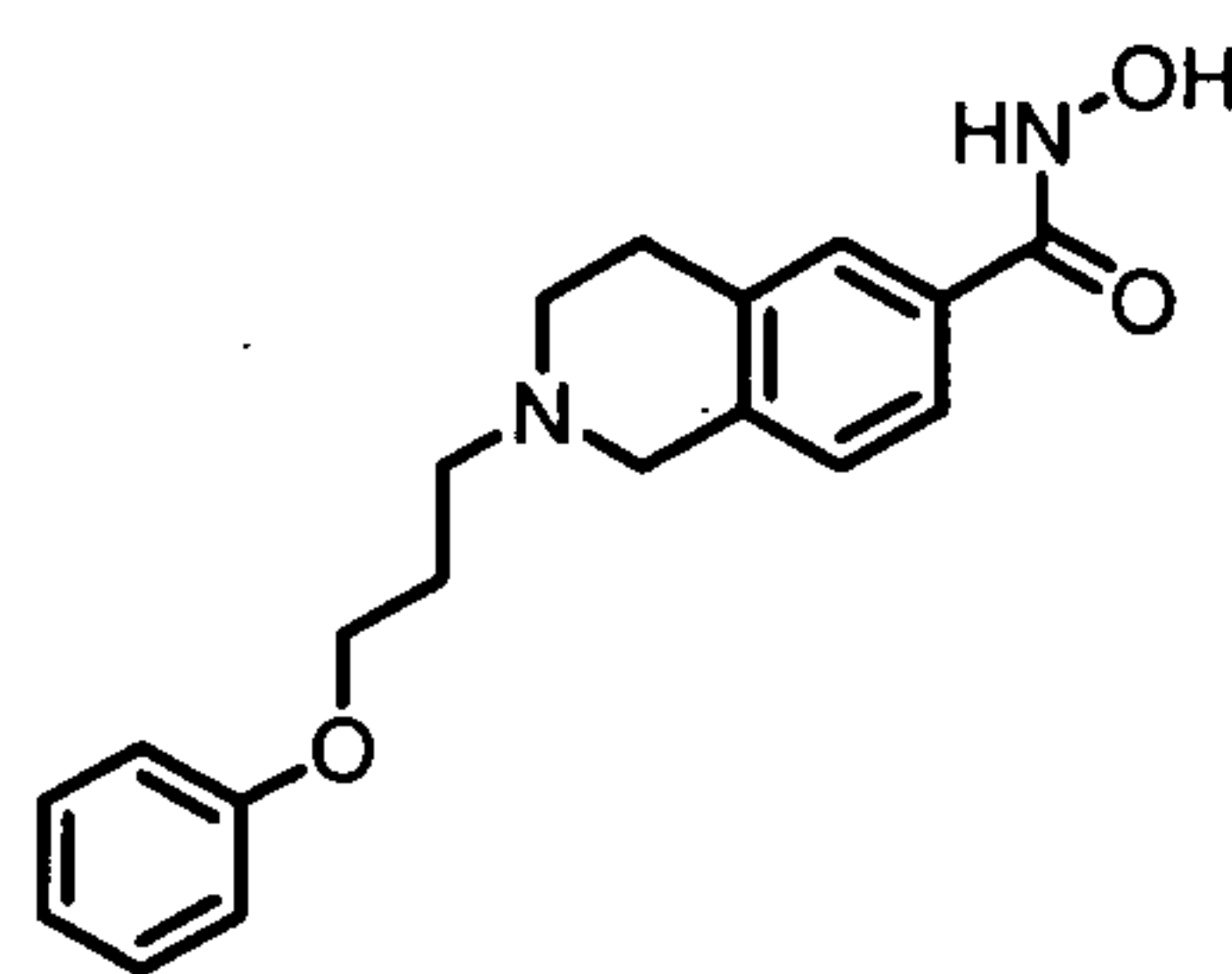
64



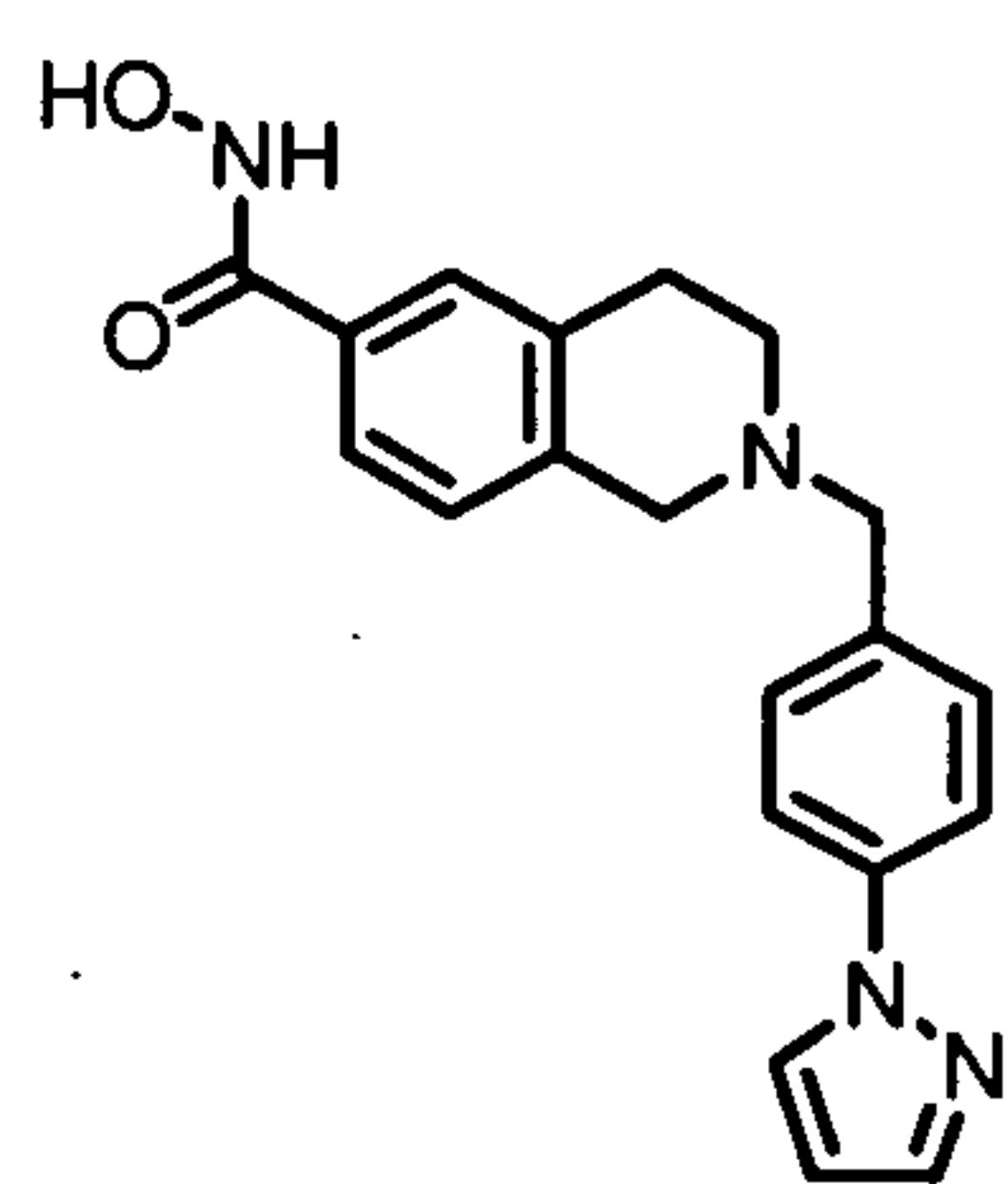
65



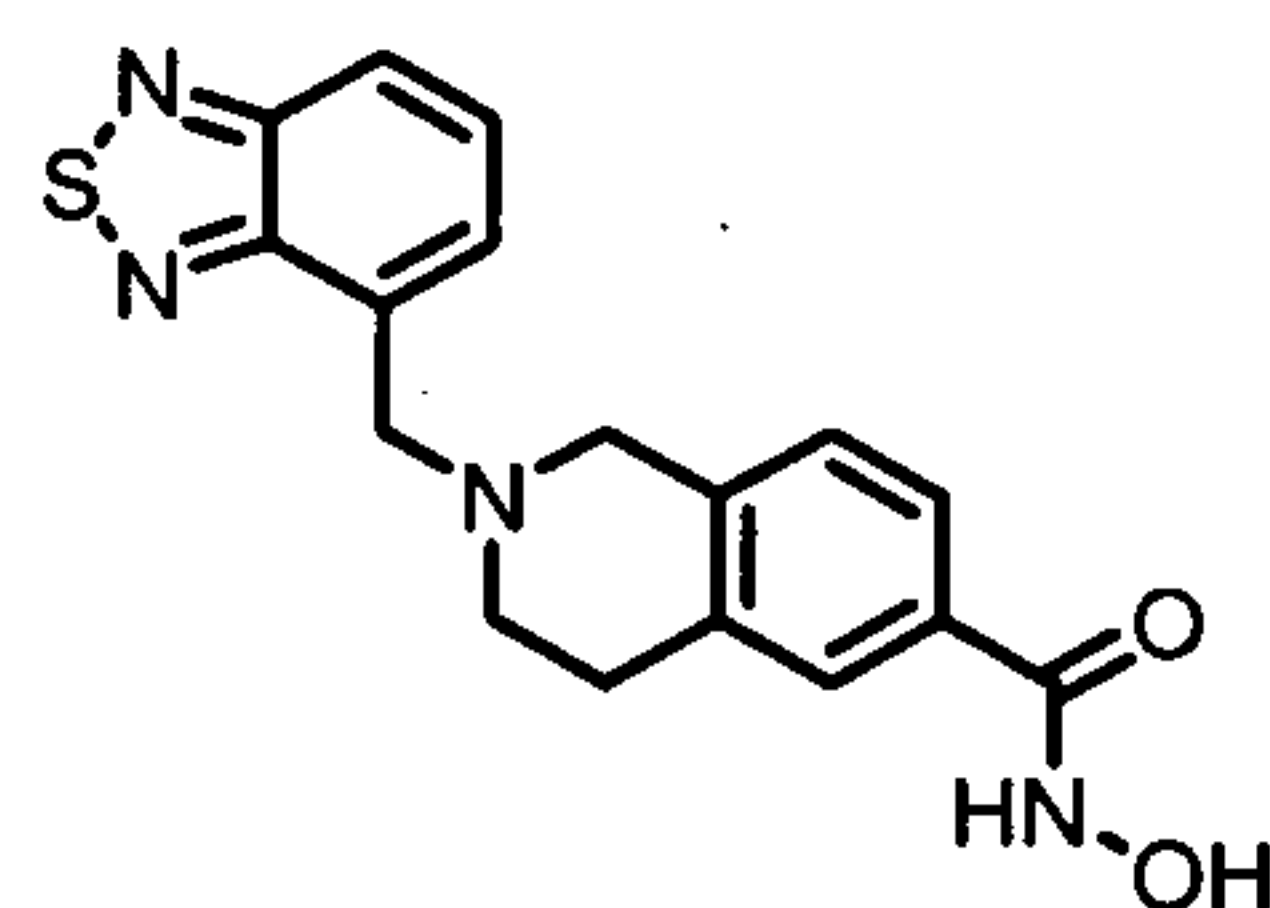
66



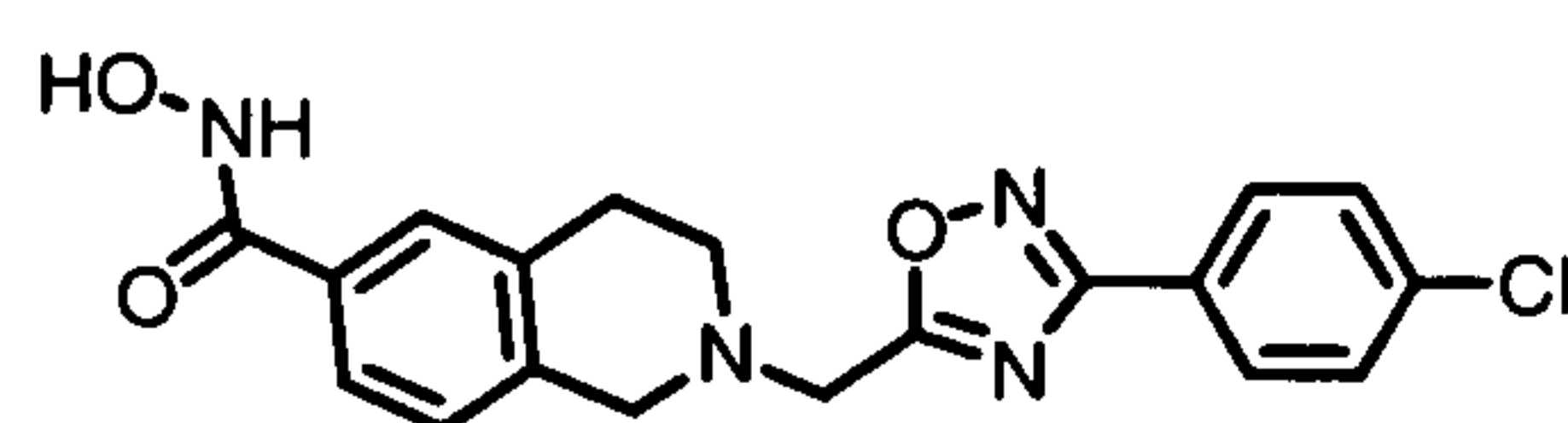
67



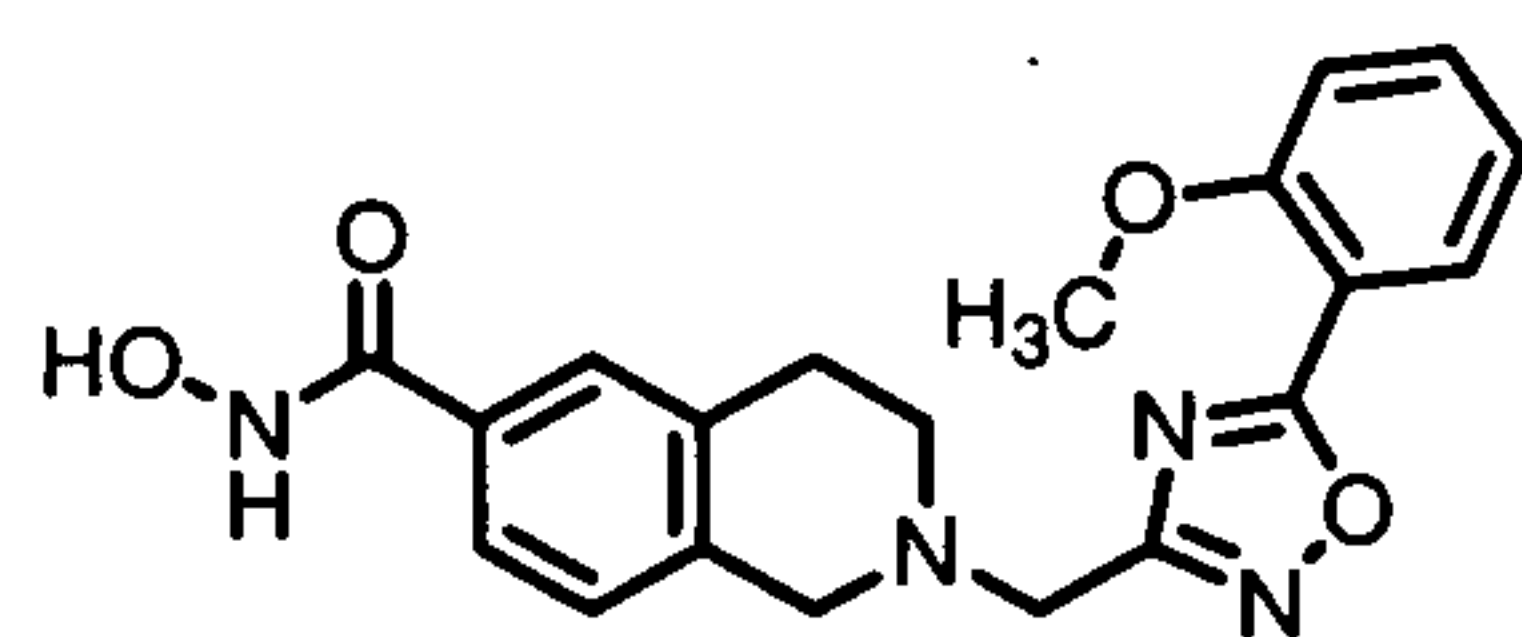
68



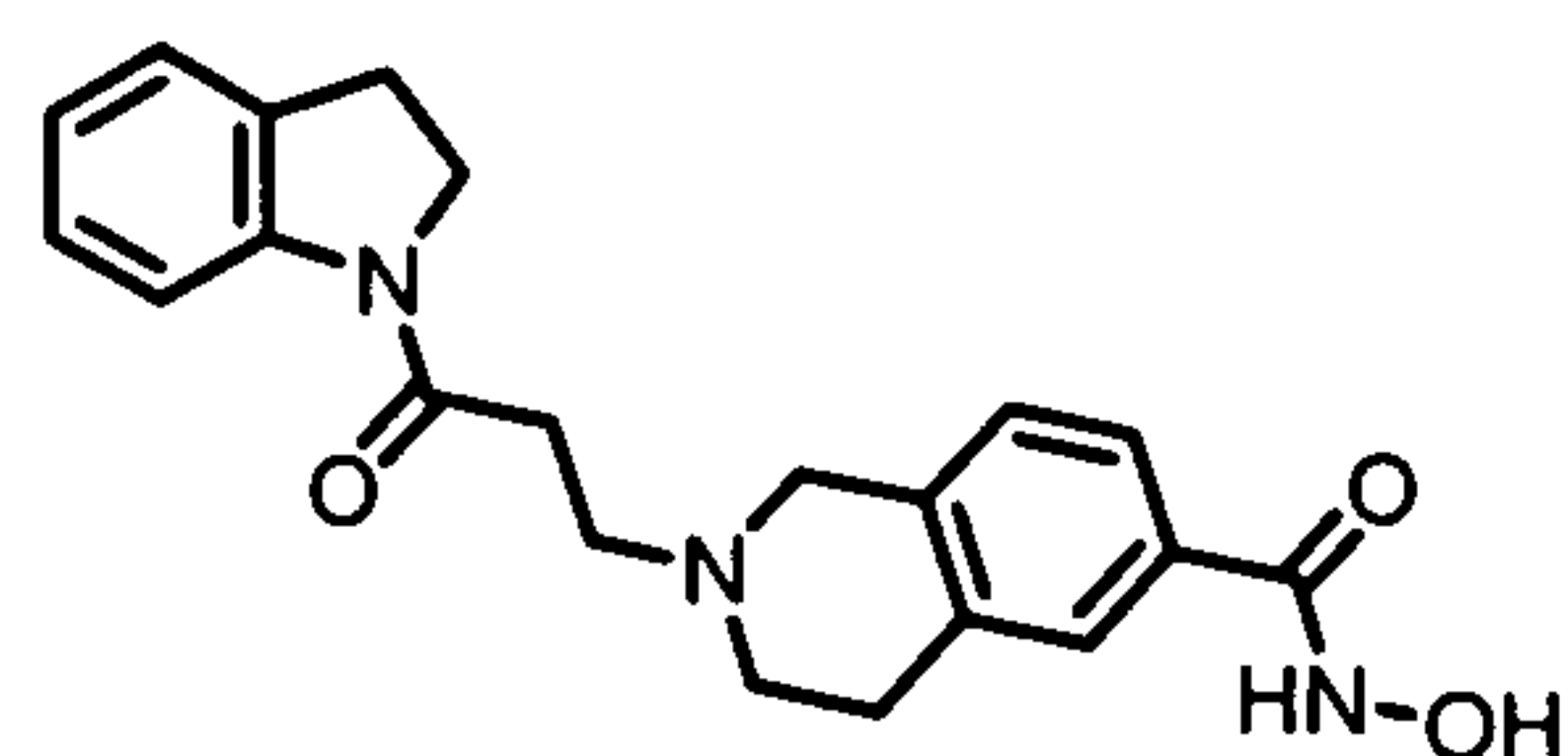
69



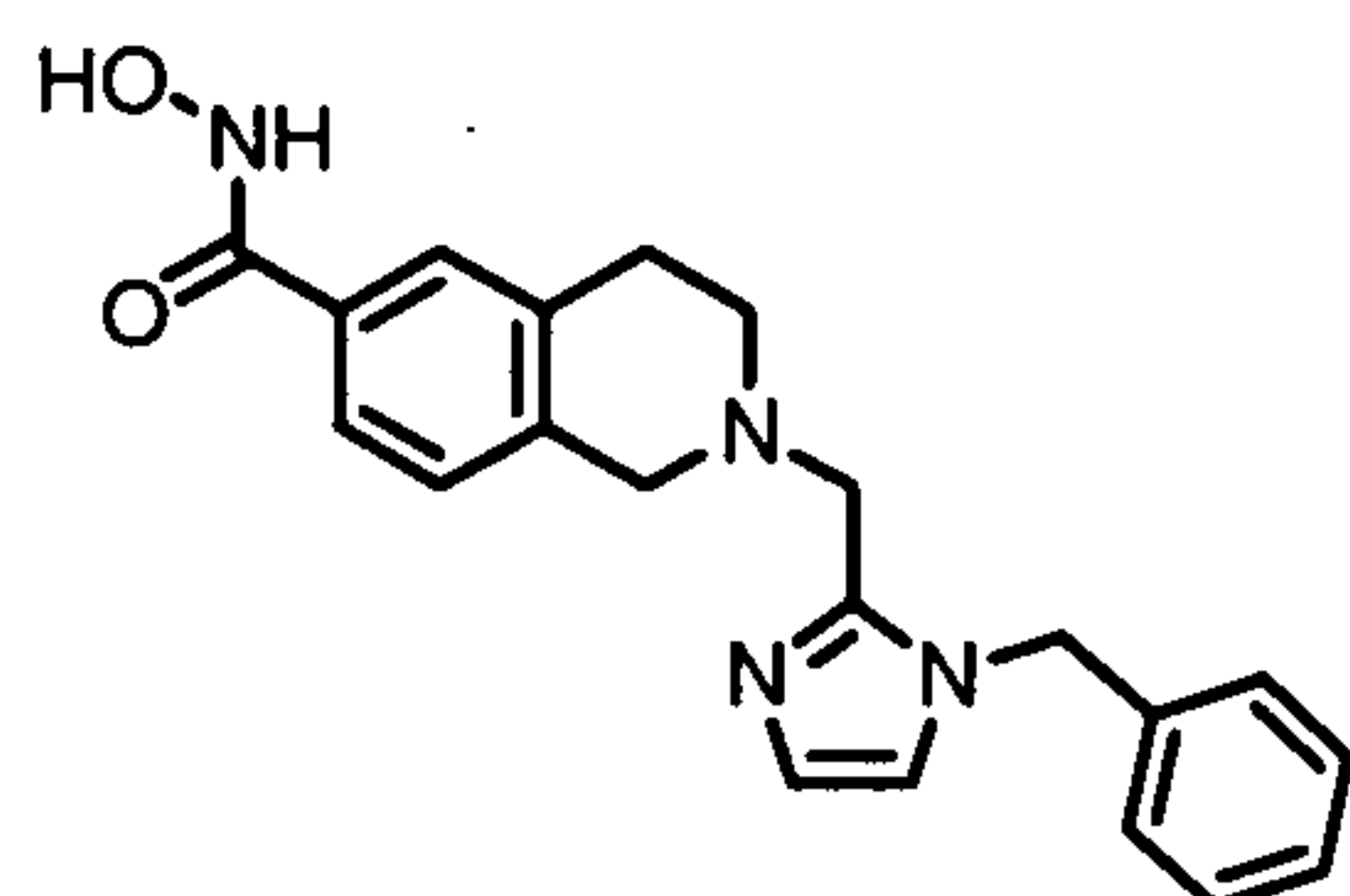
71



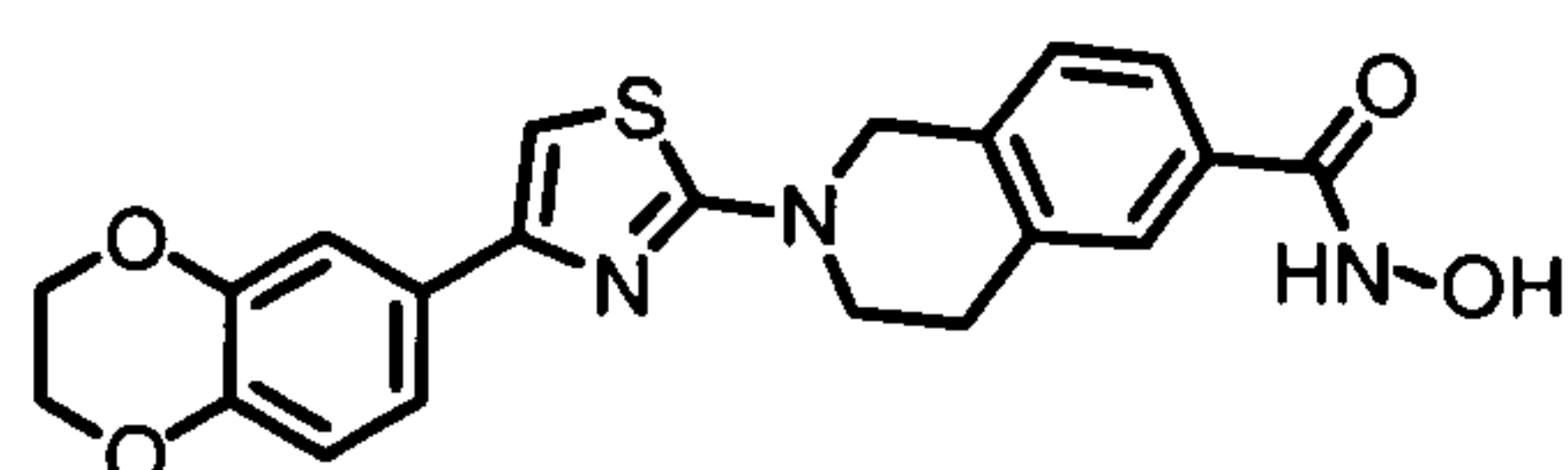
72



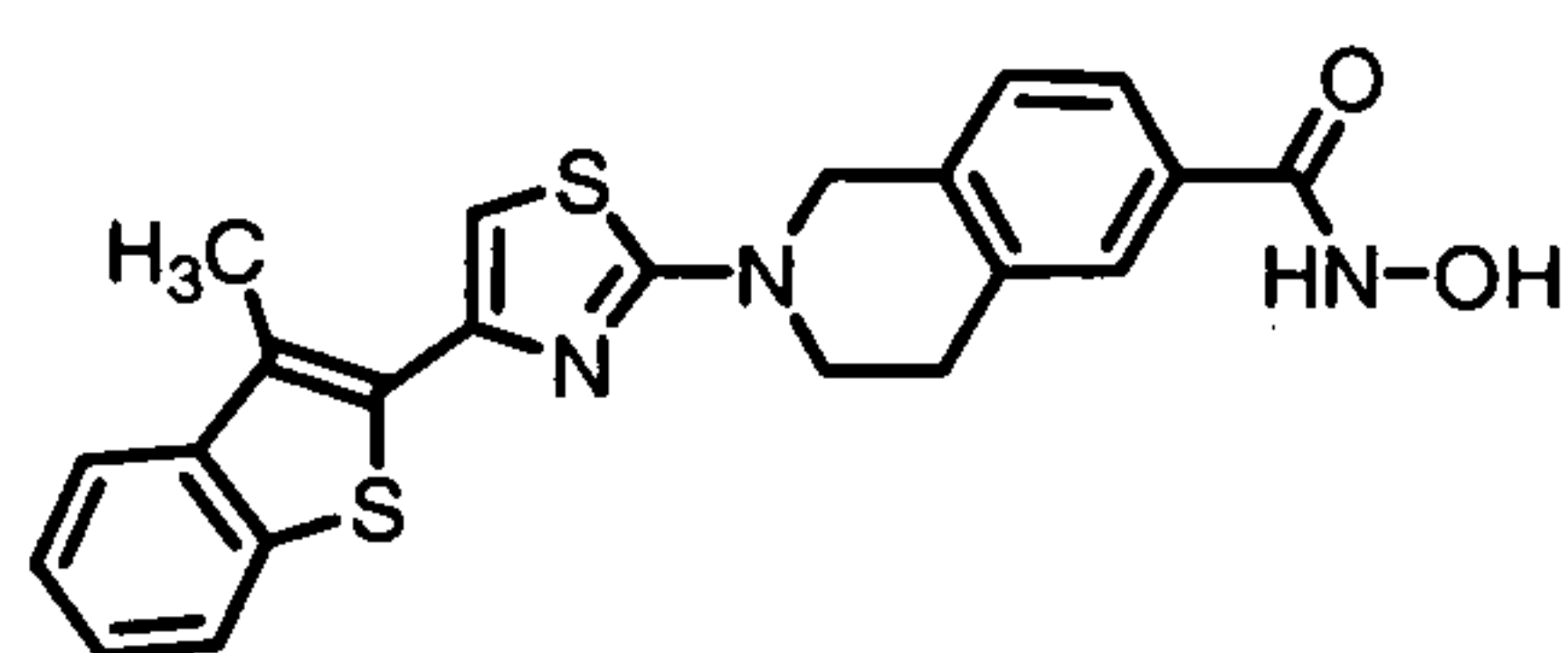
73



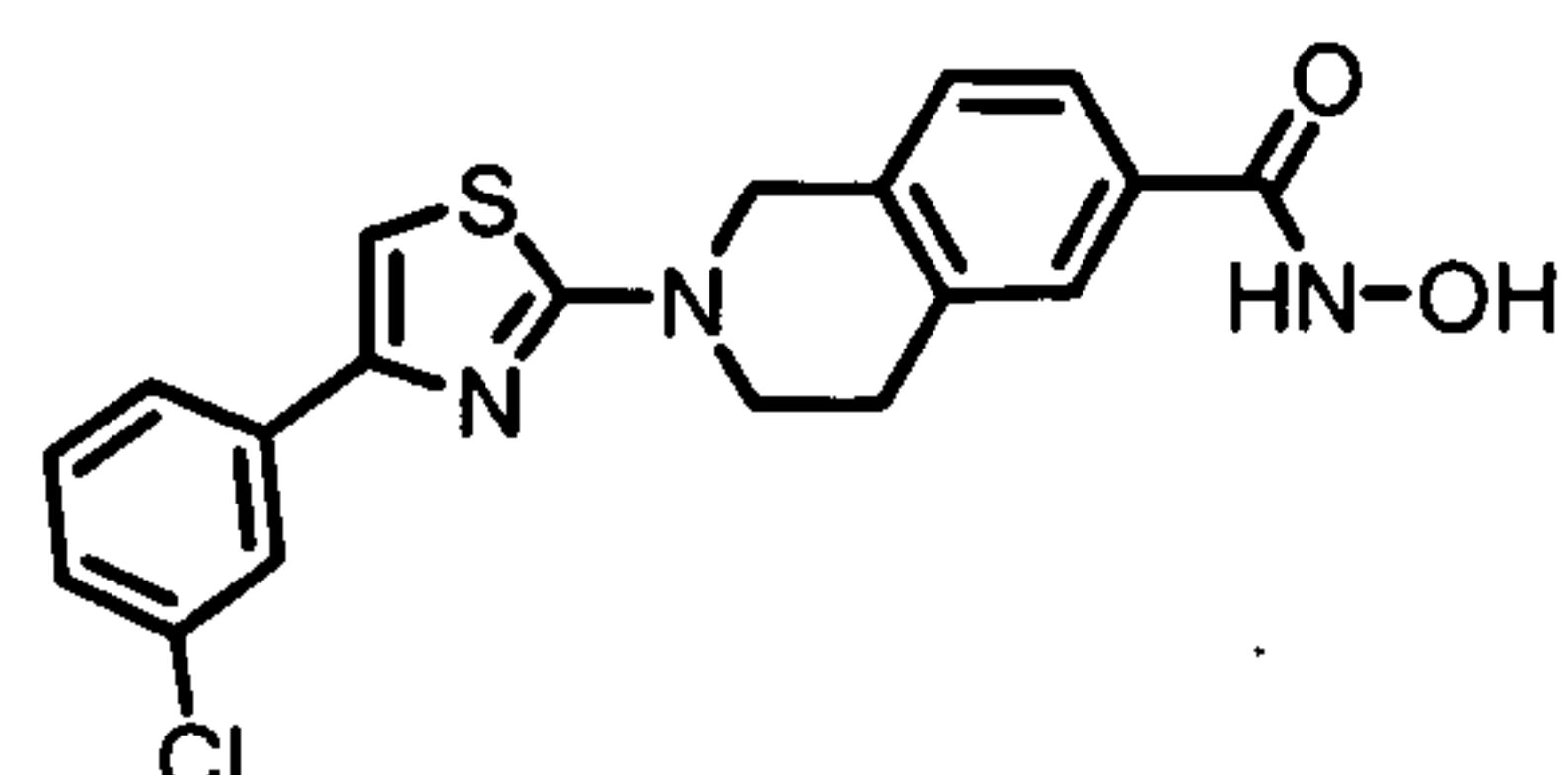
74



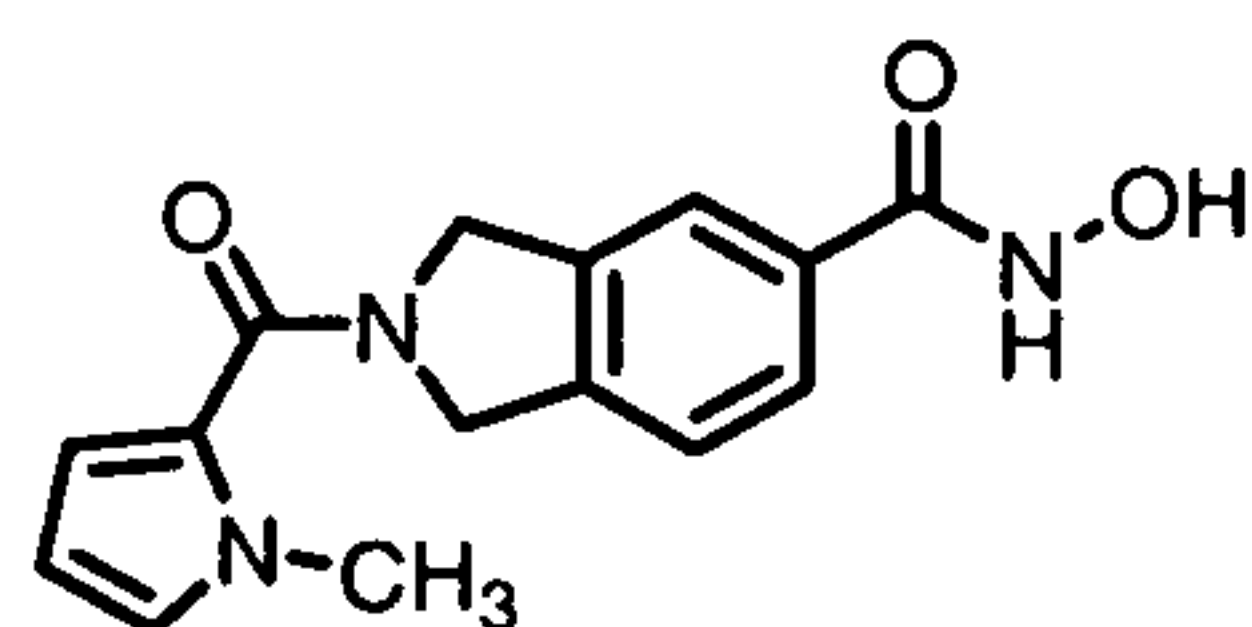
75



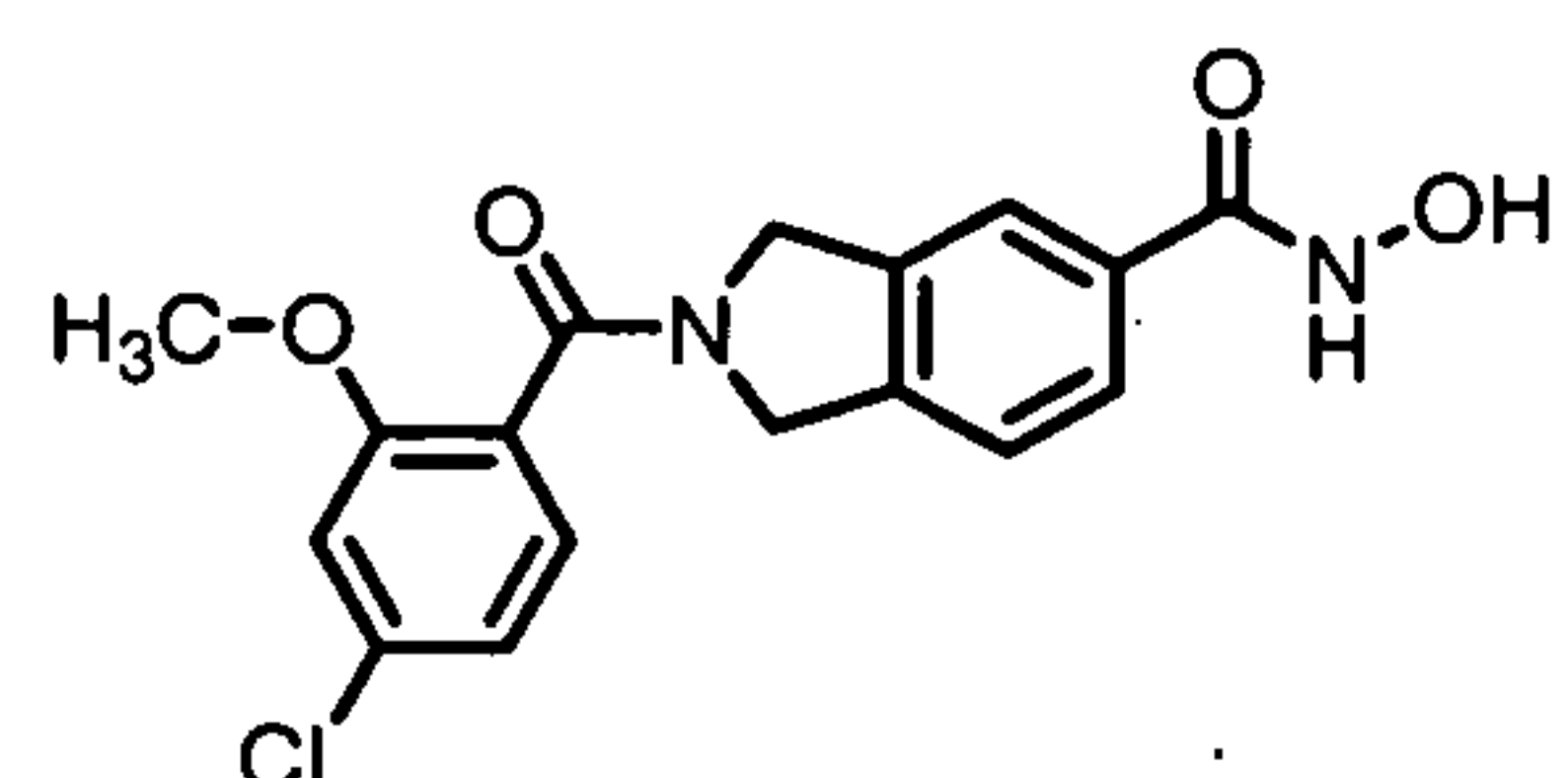
76



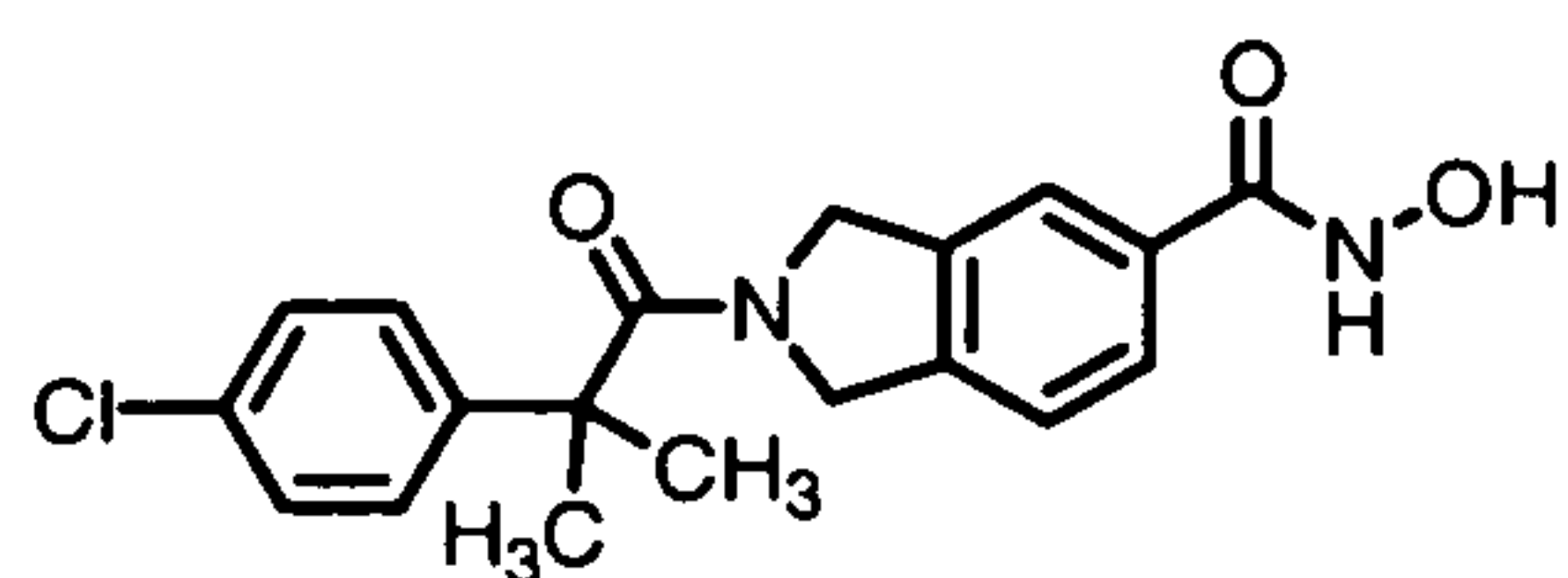
77



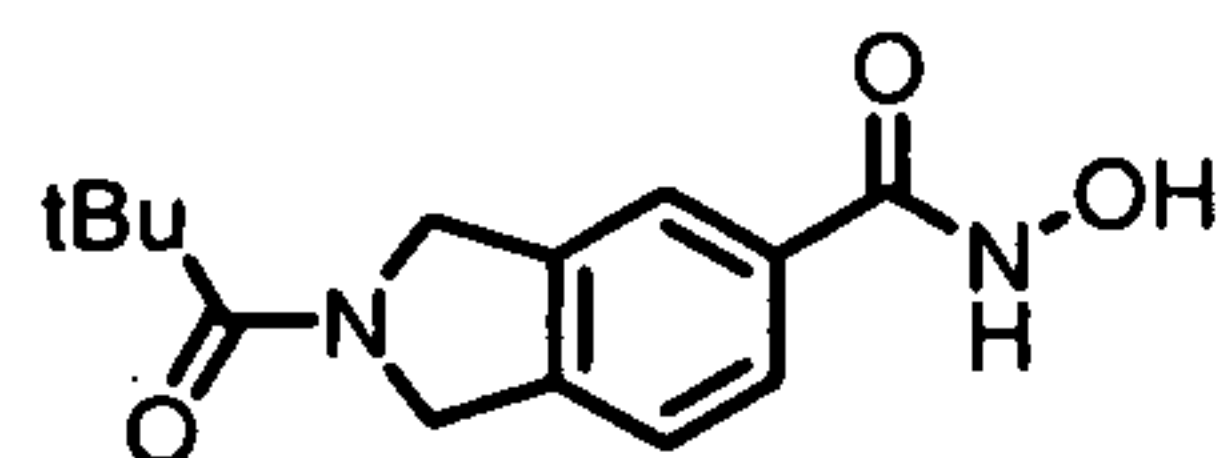
78



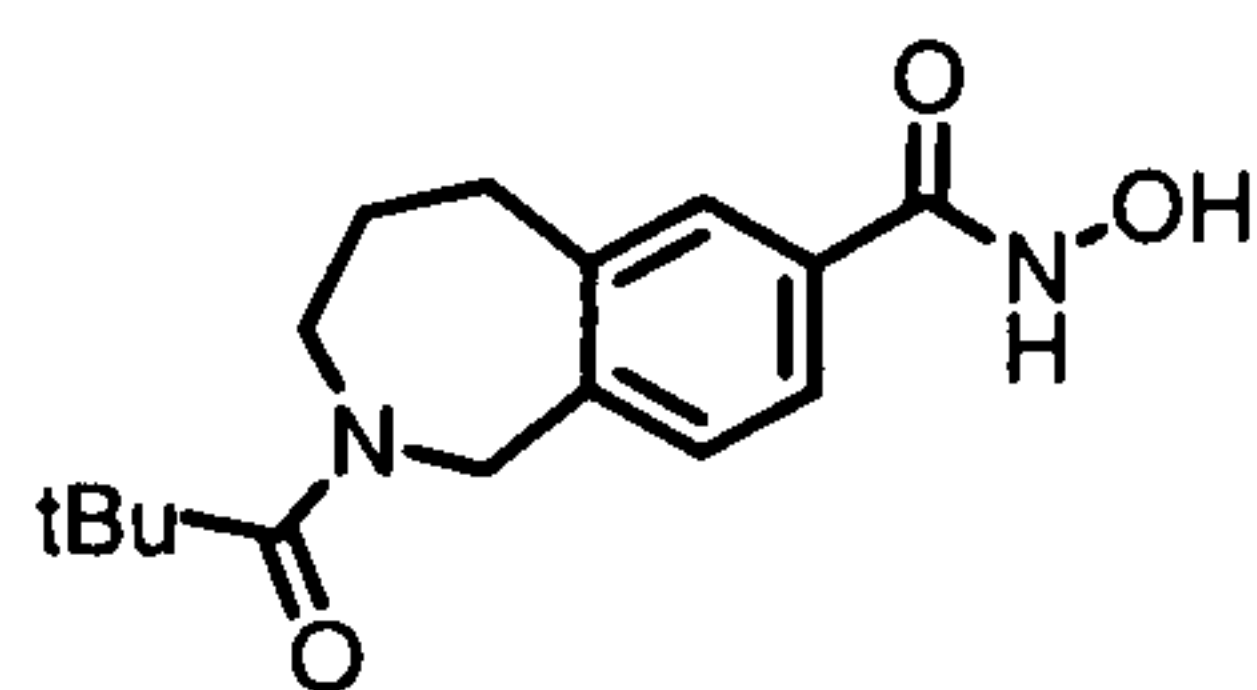
79



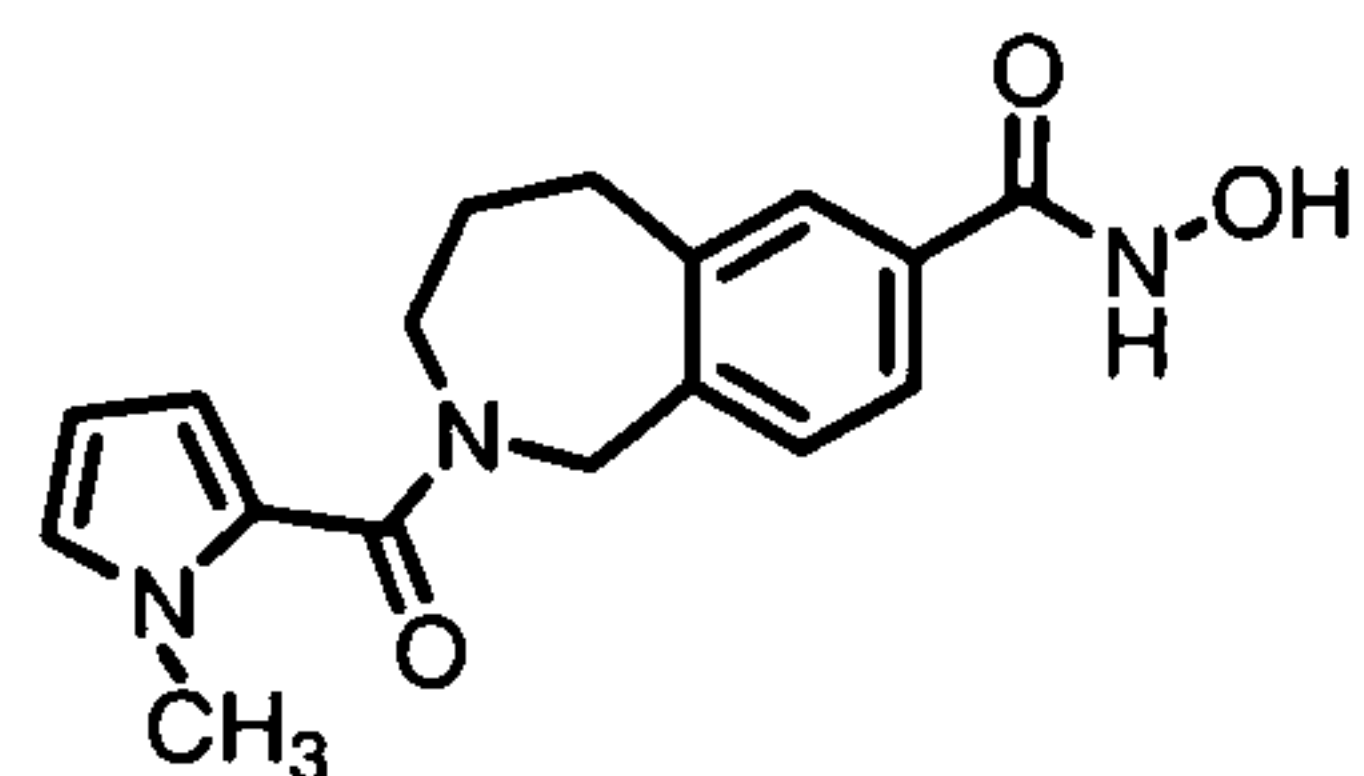
80



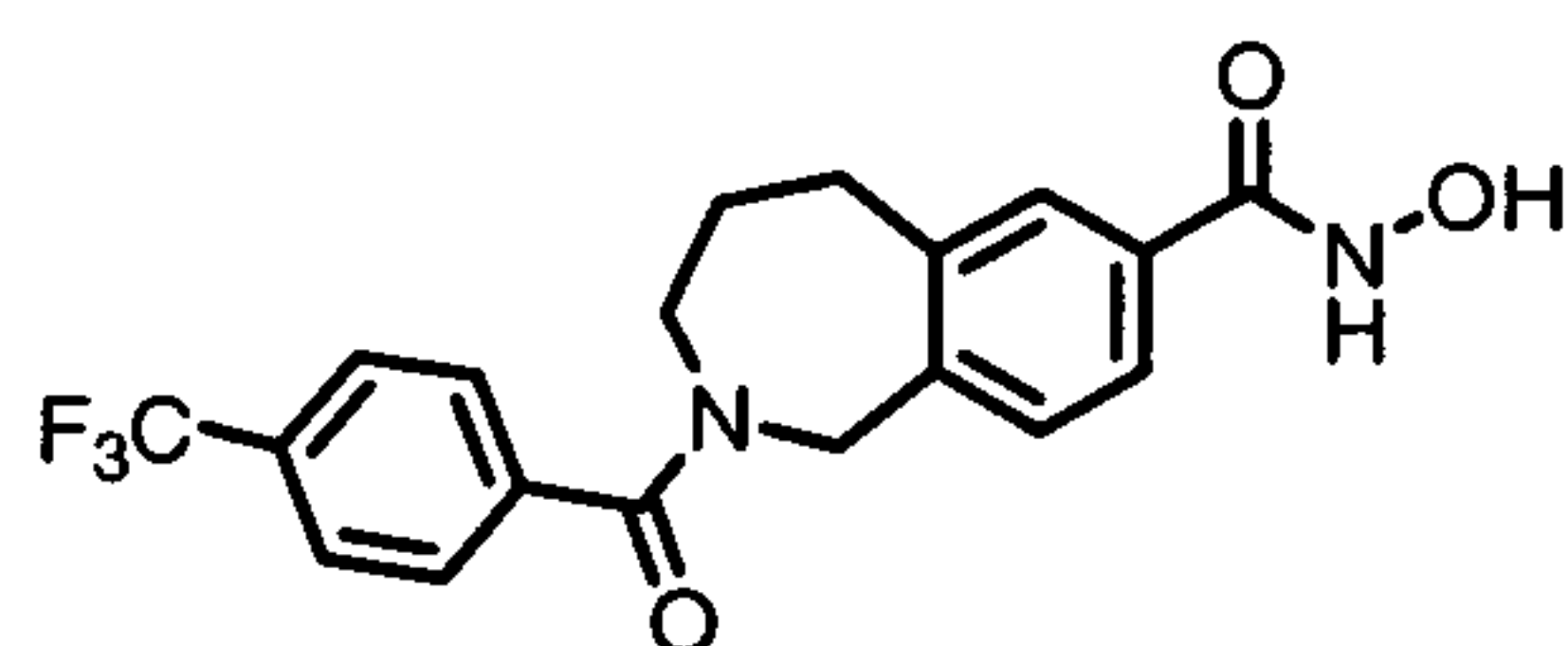
81



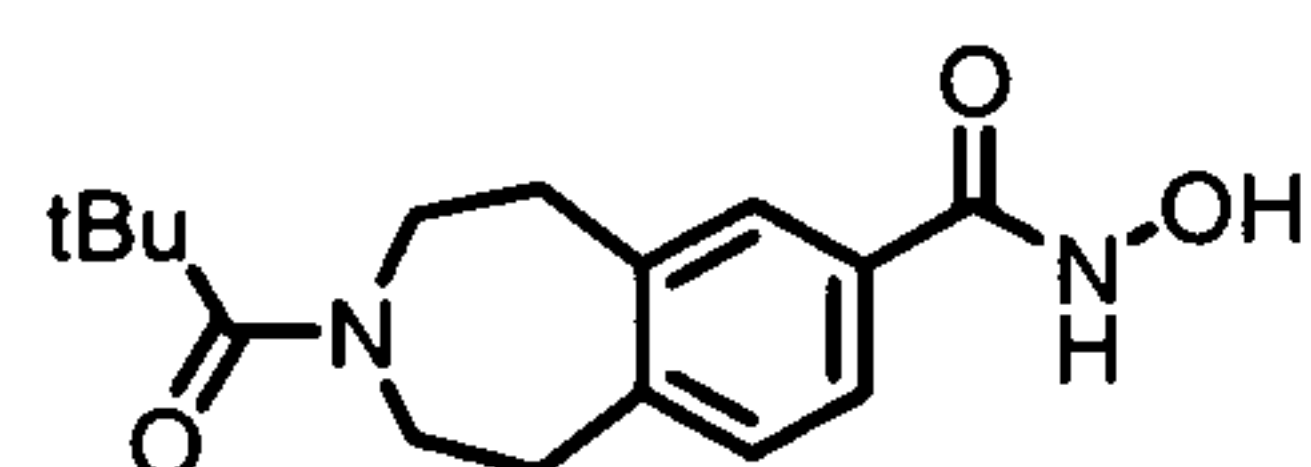
82



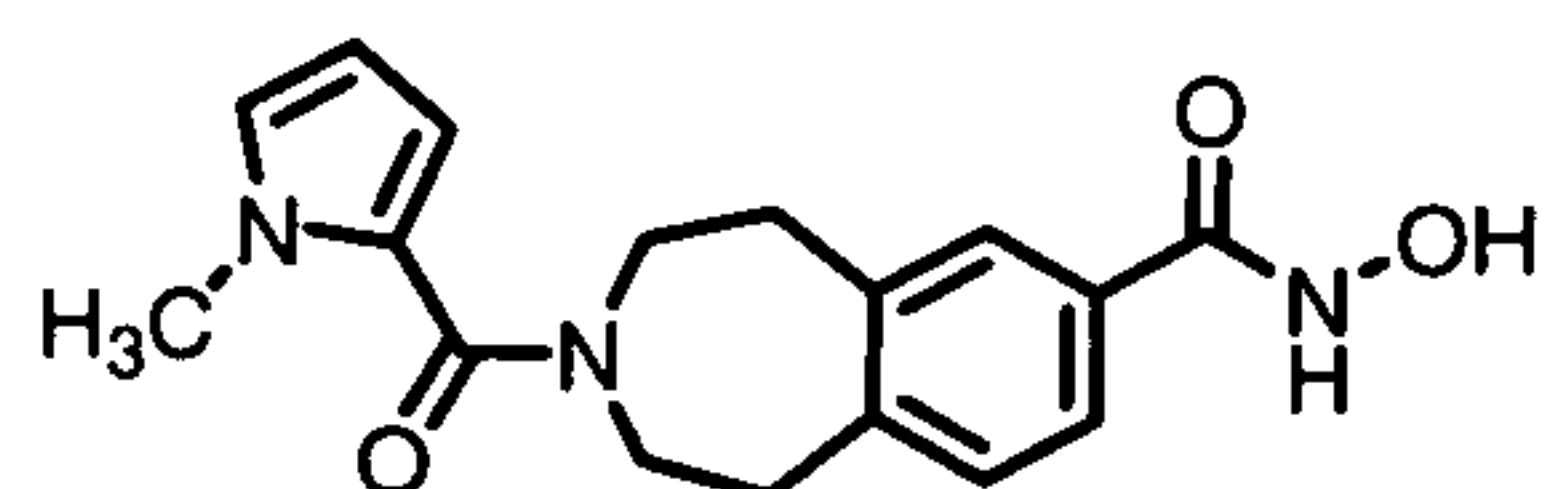
83



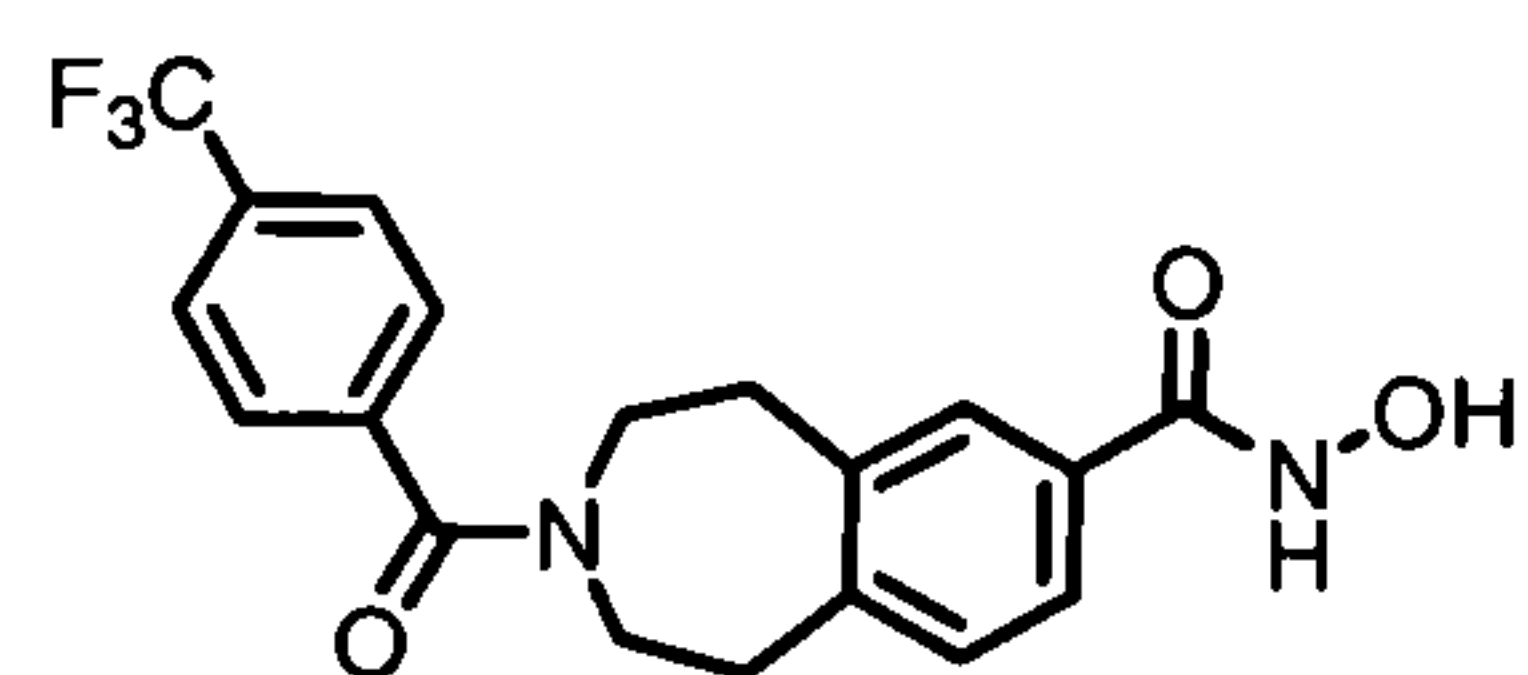
84



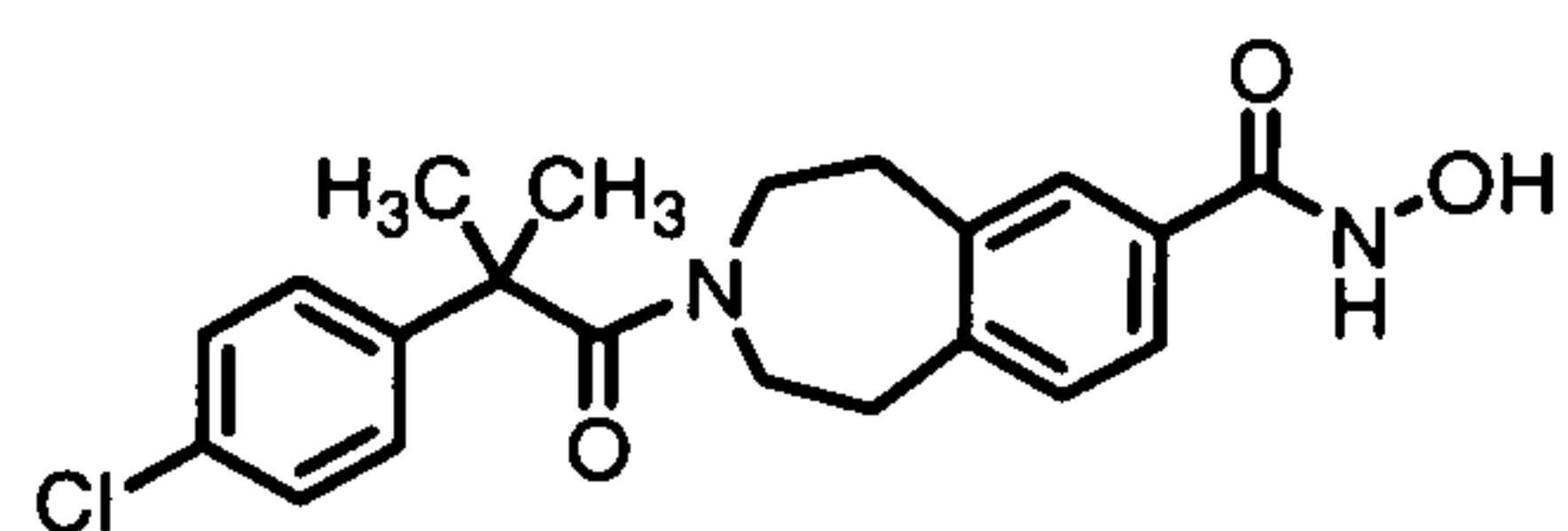
85



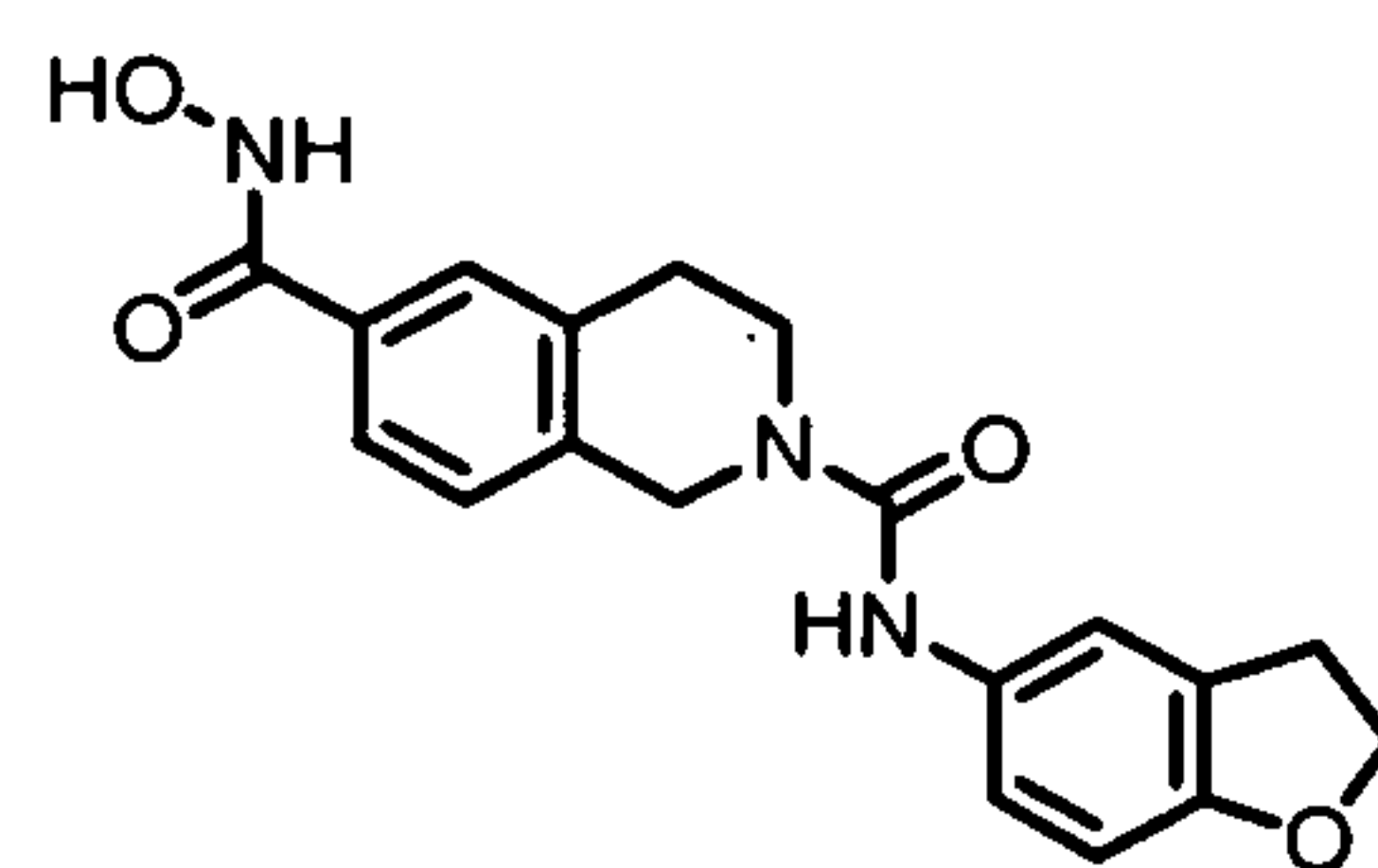
86



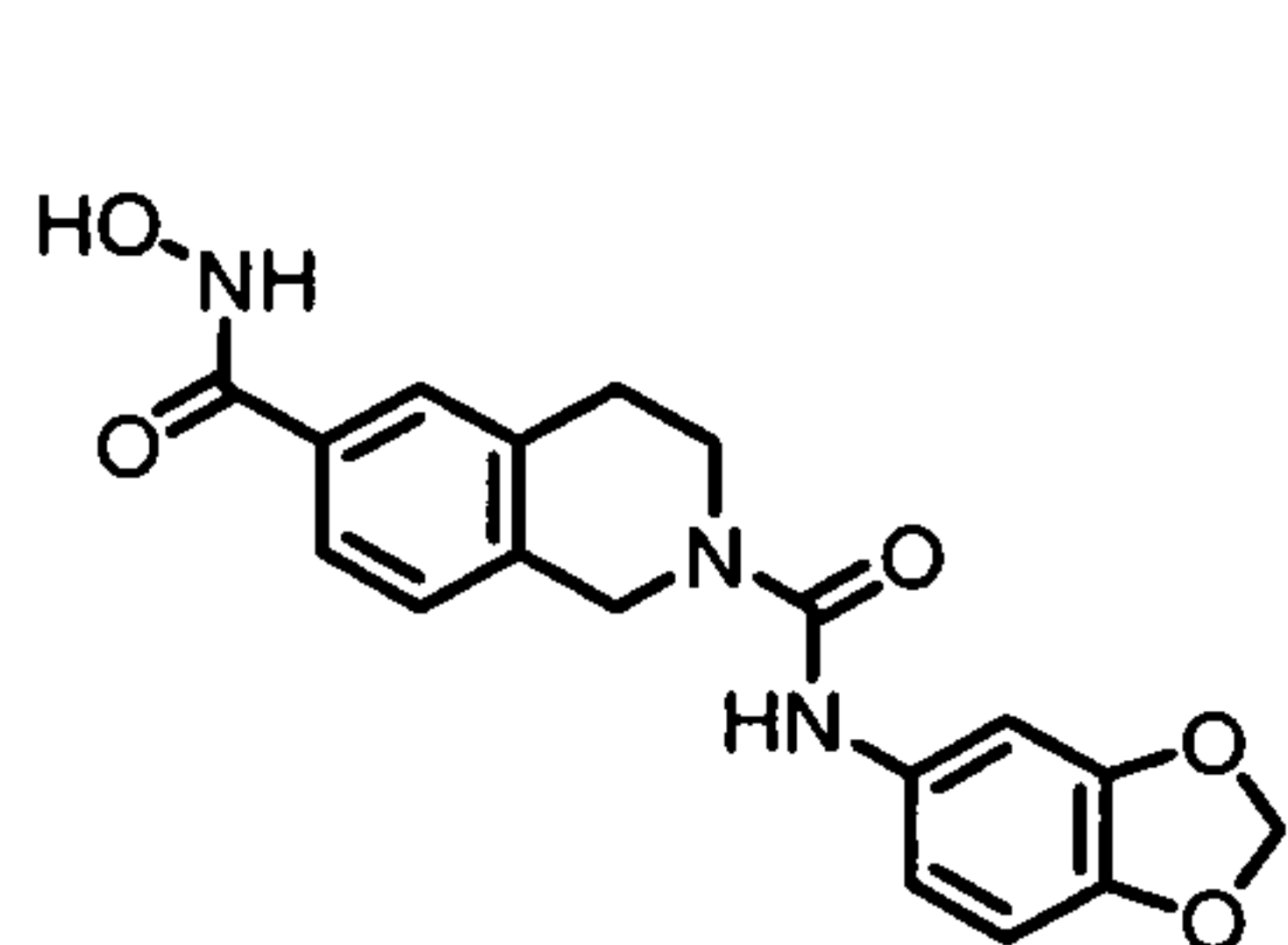
87



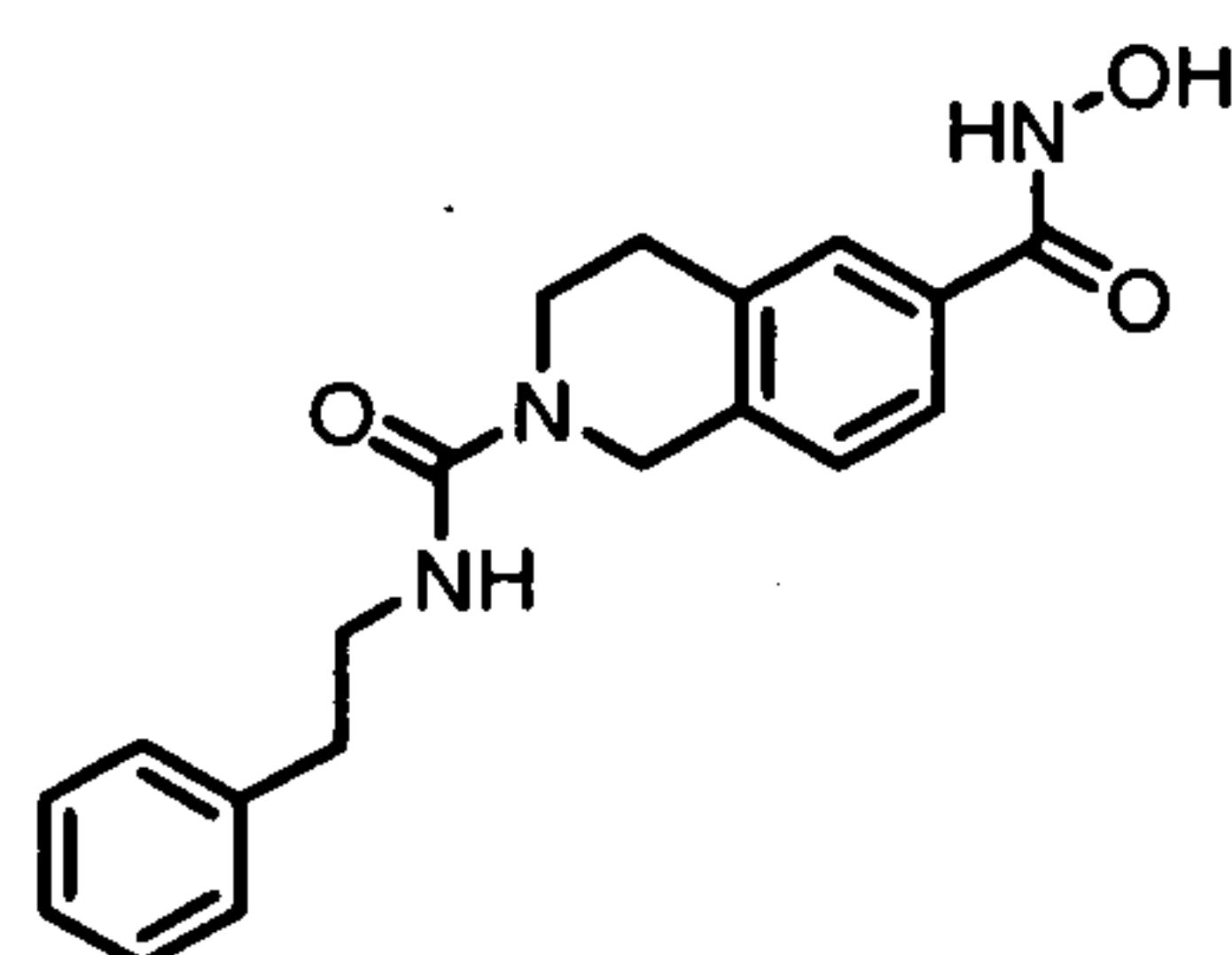
88



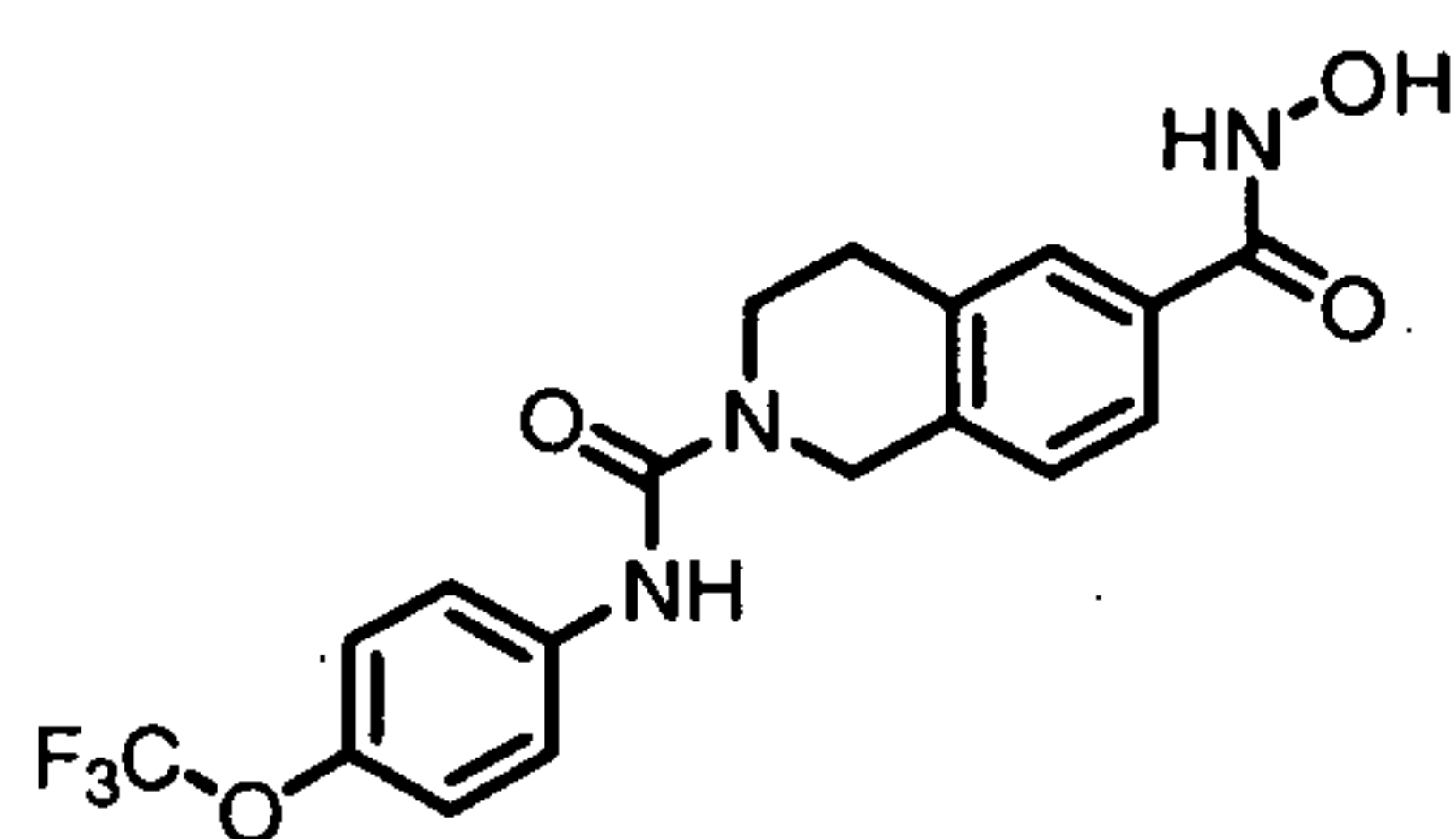
89



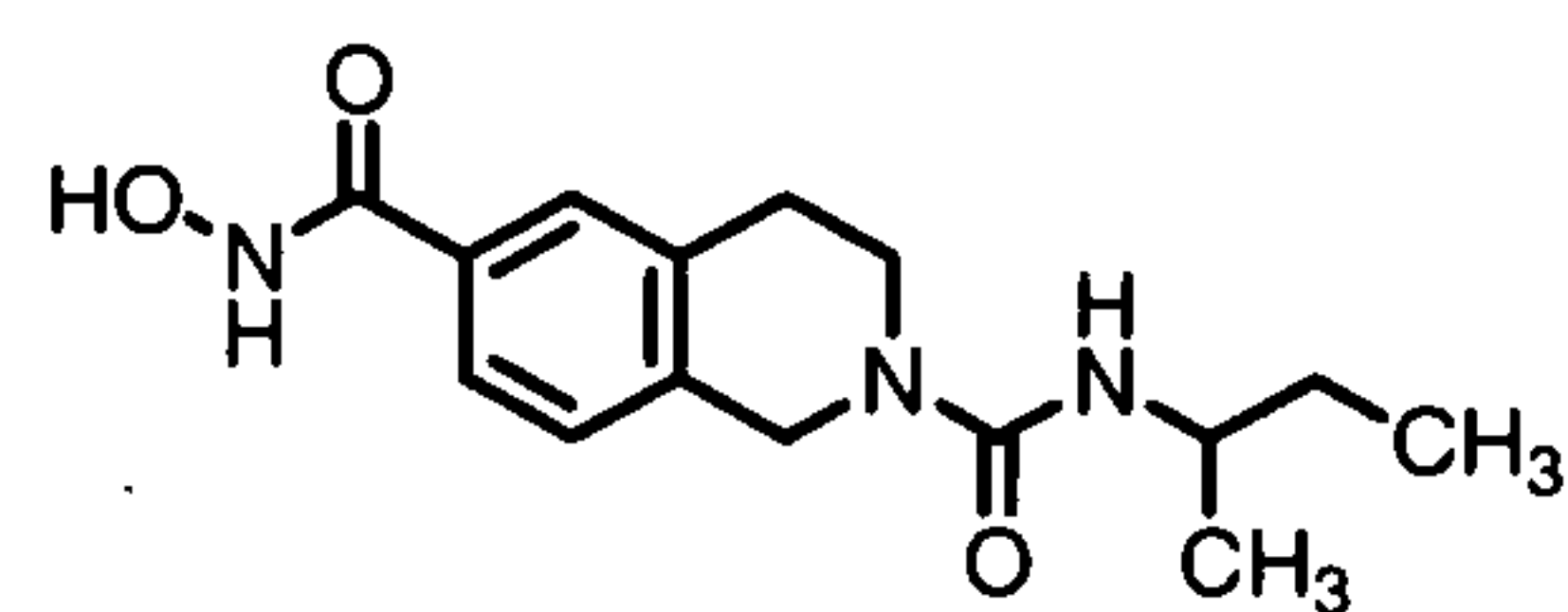
90



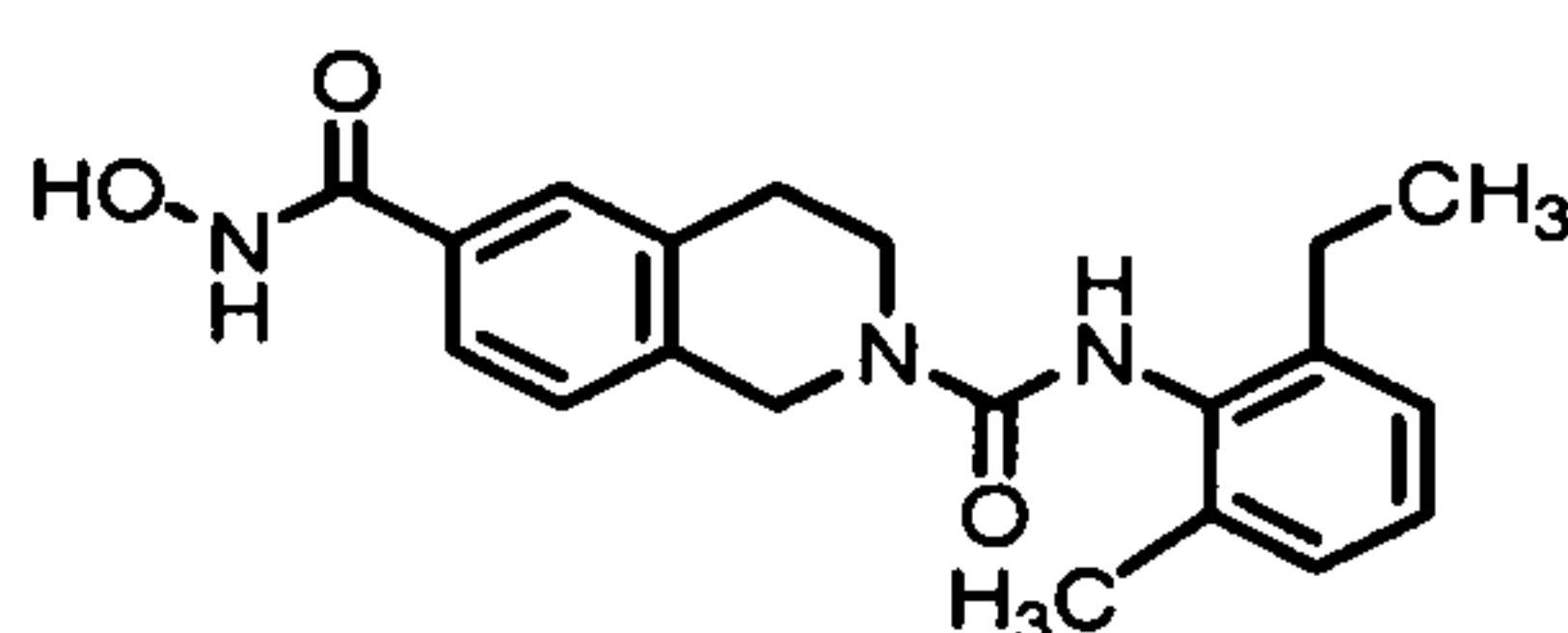
91



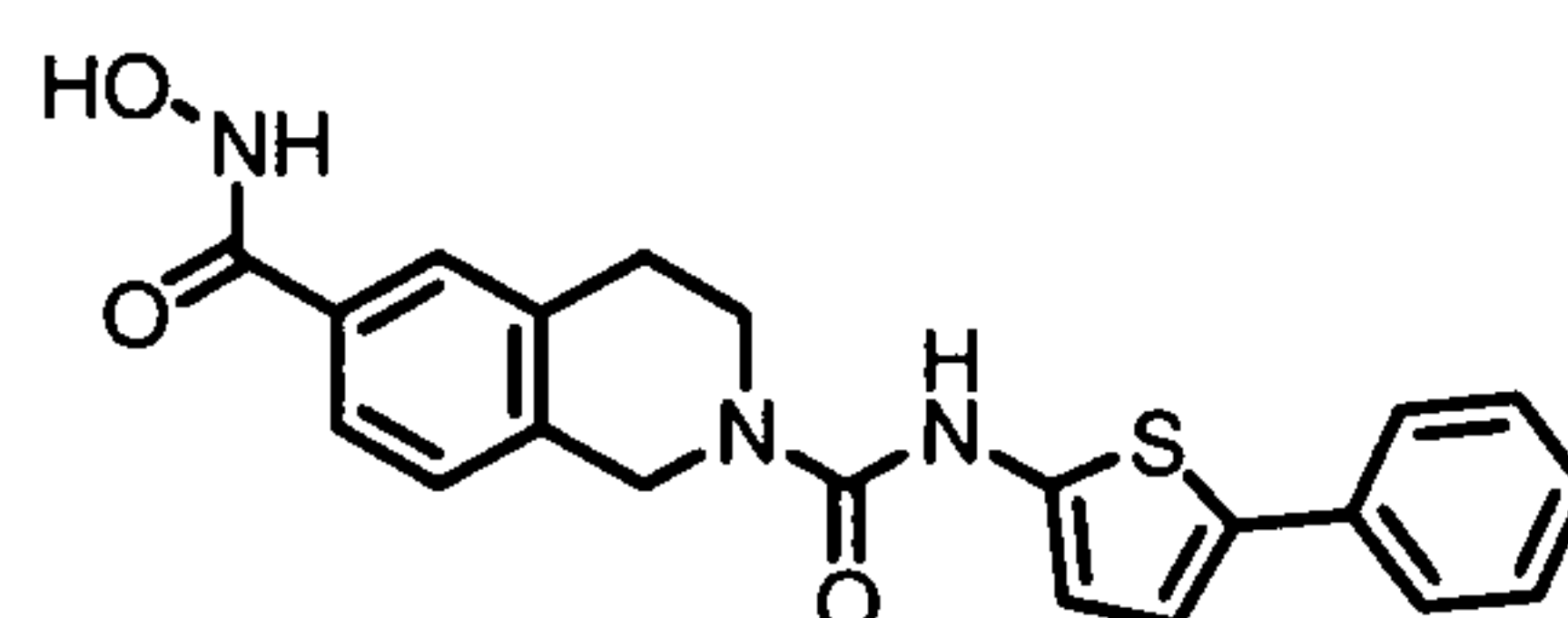
92



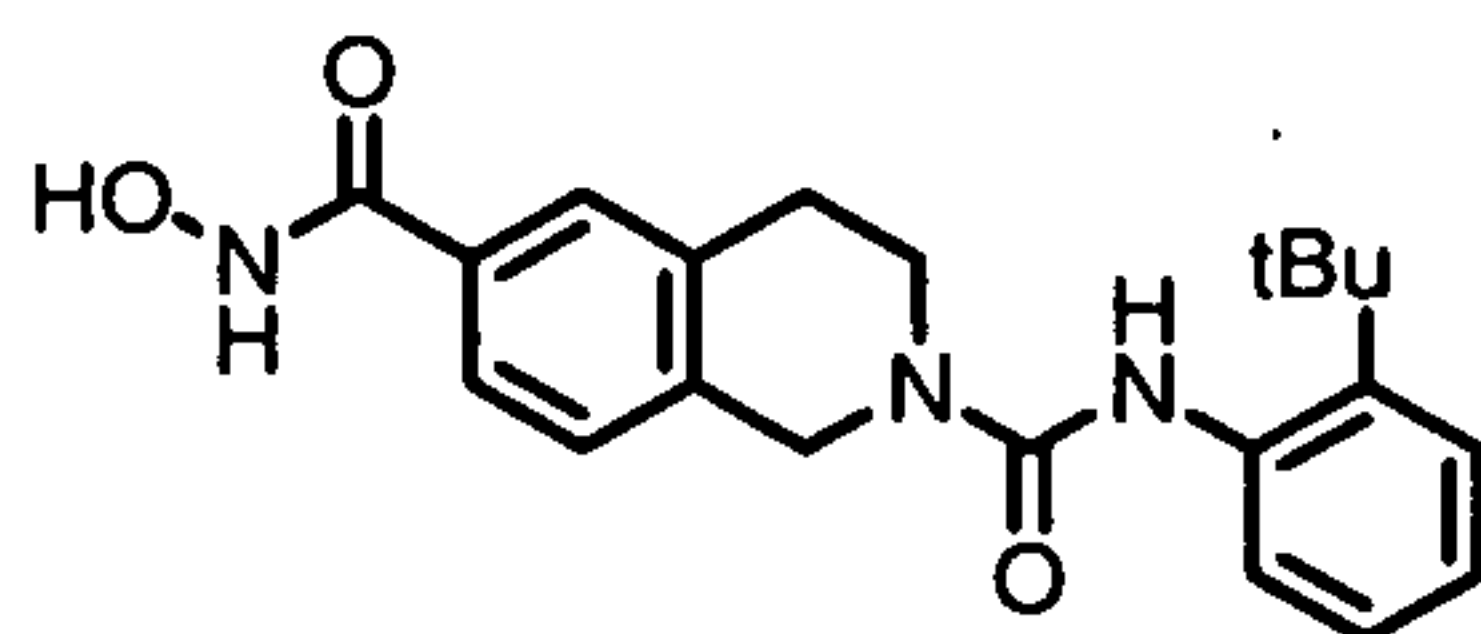
93



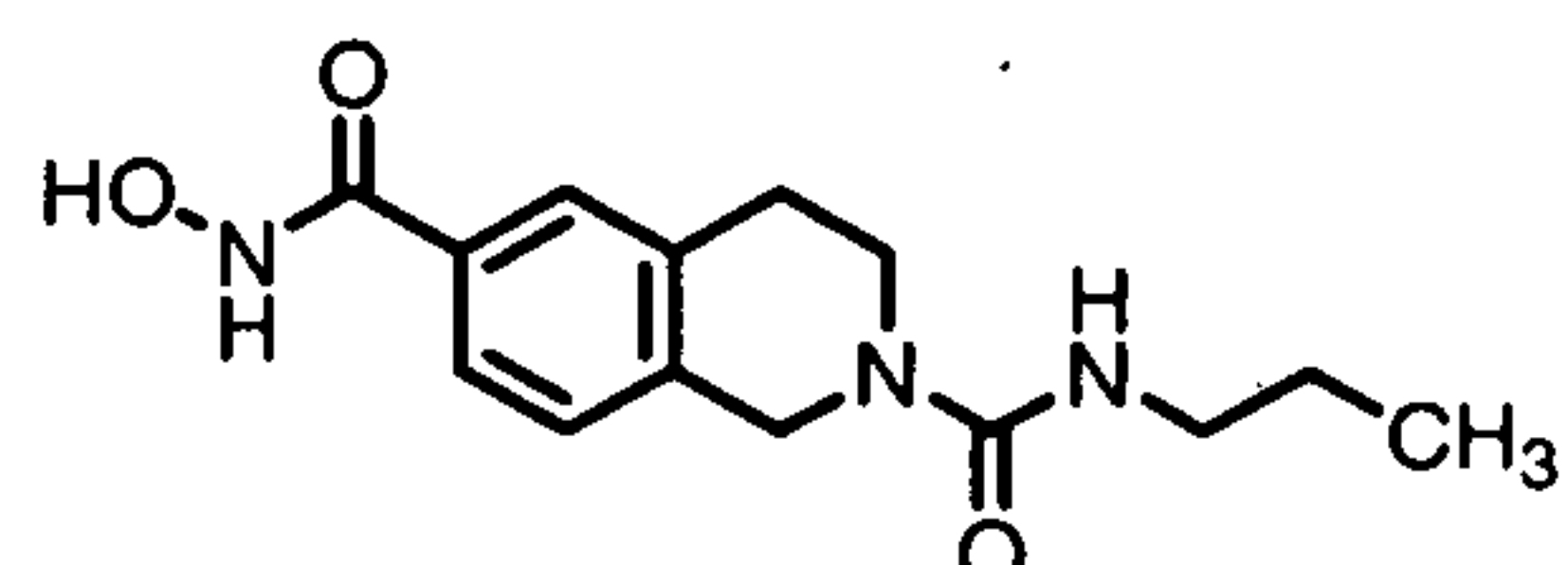
94



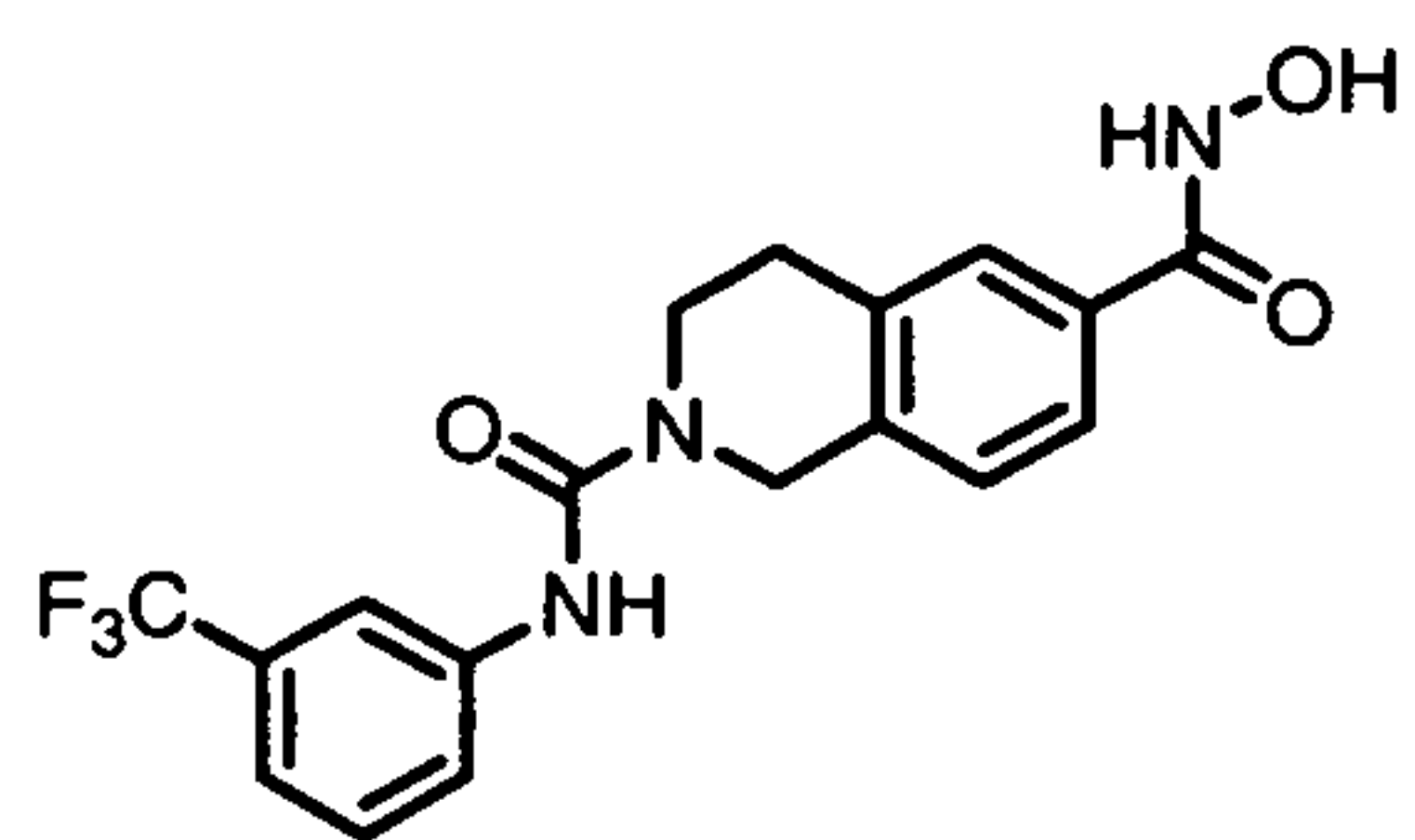
95



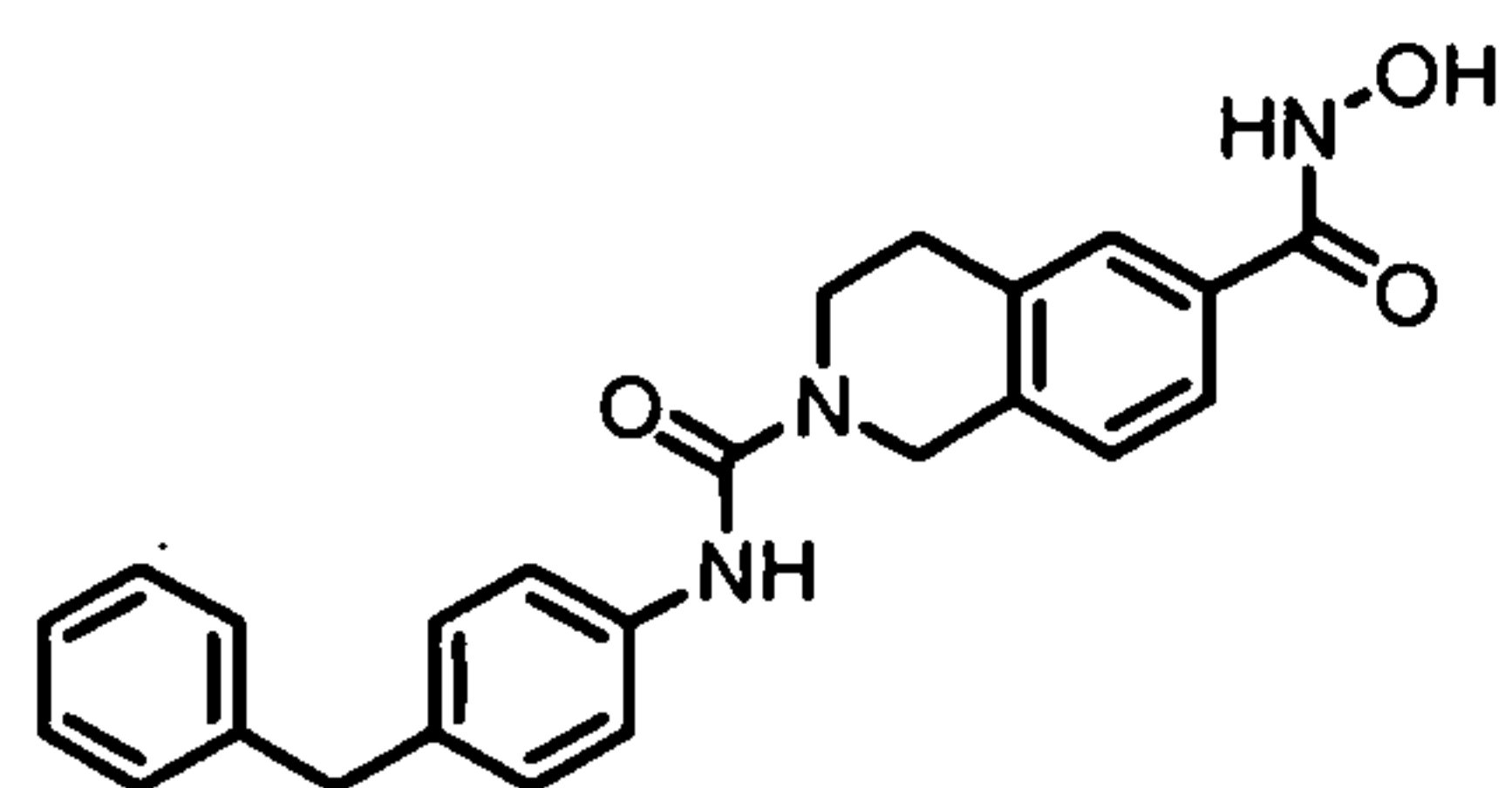
96



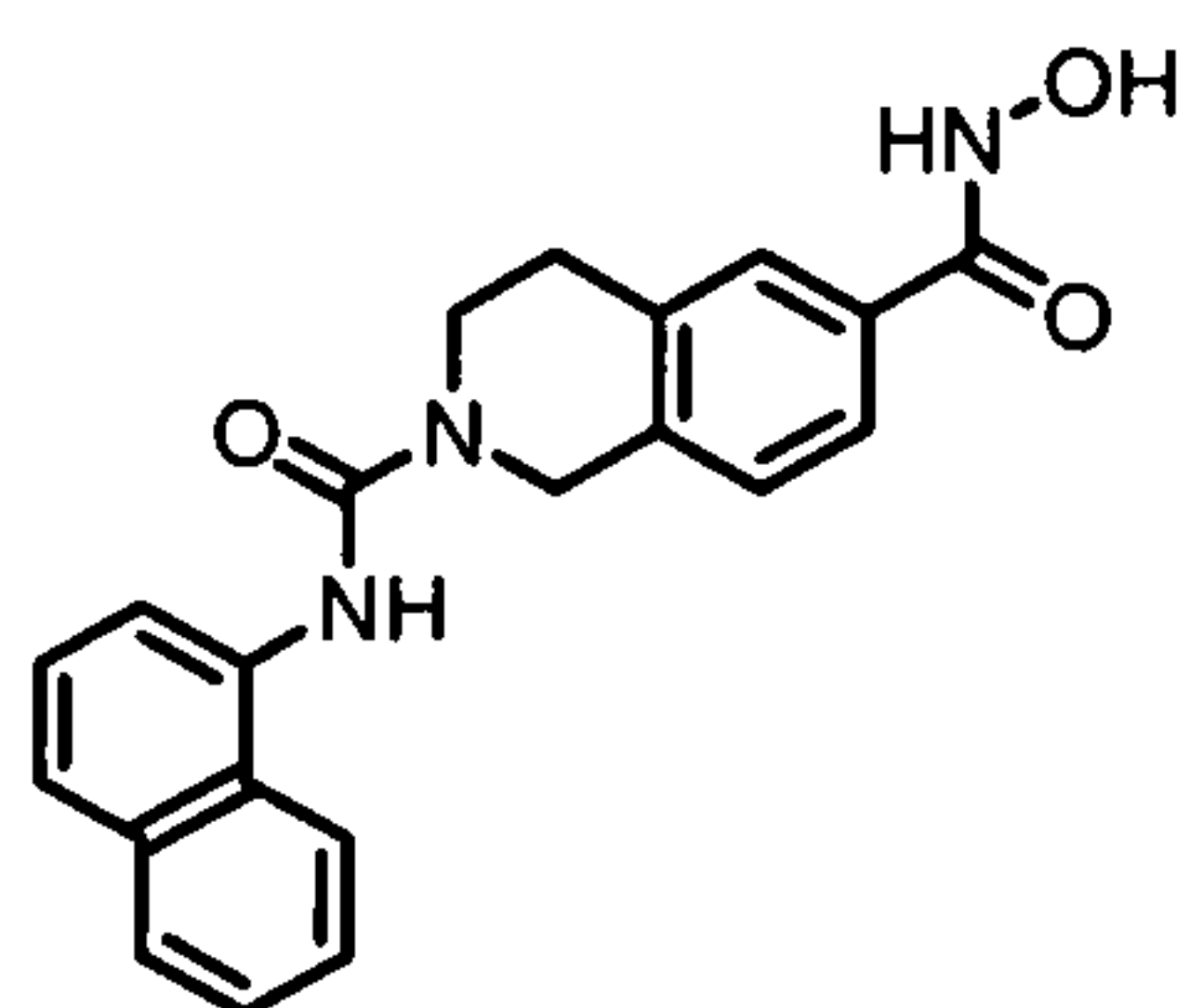
97



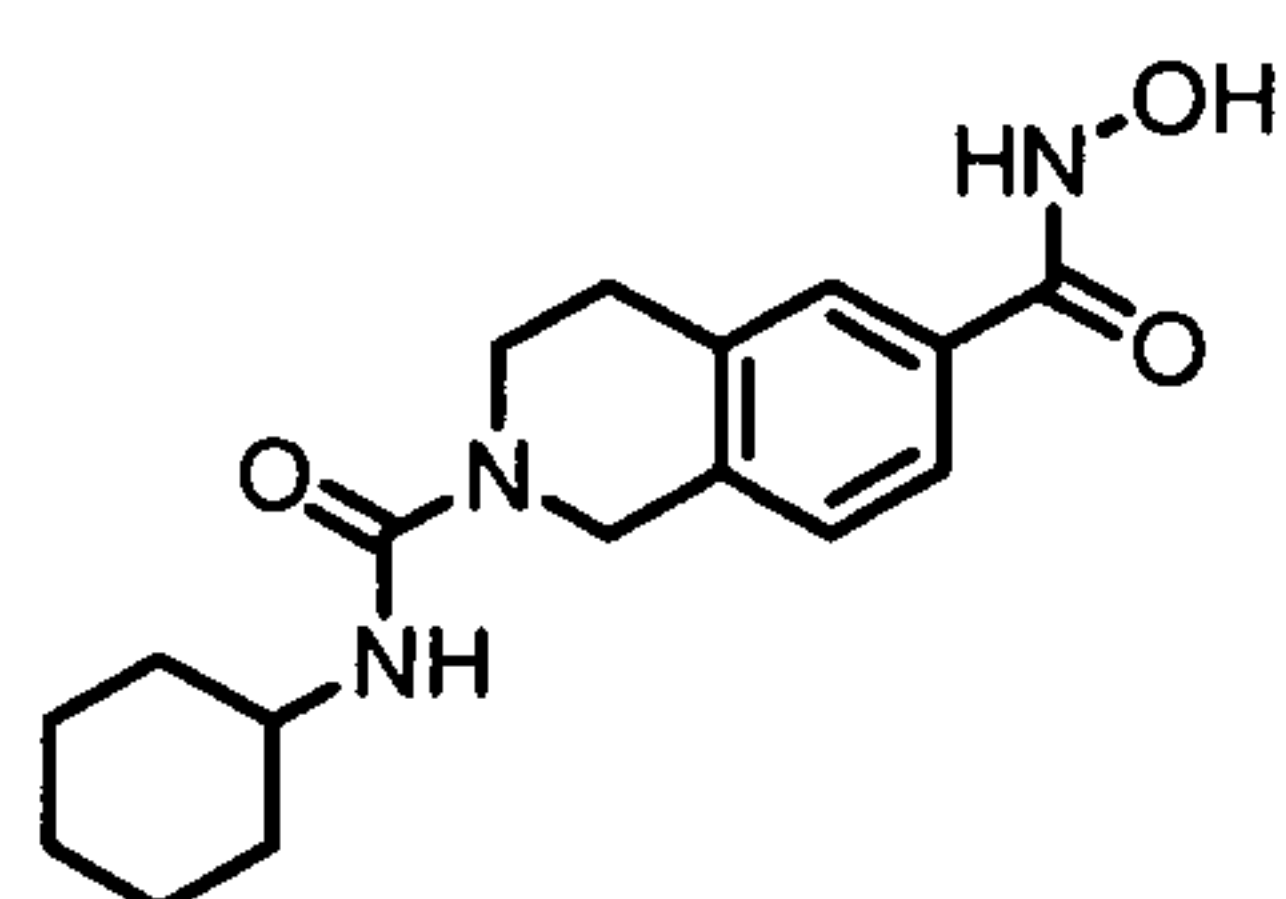
98



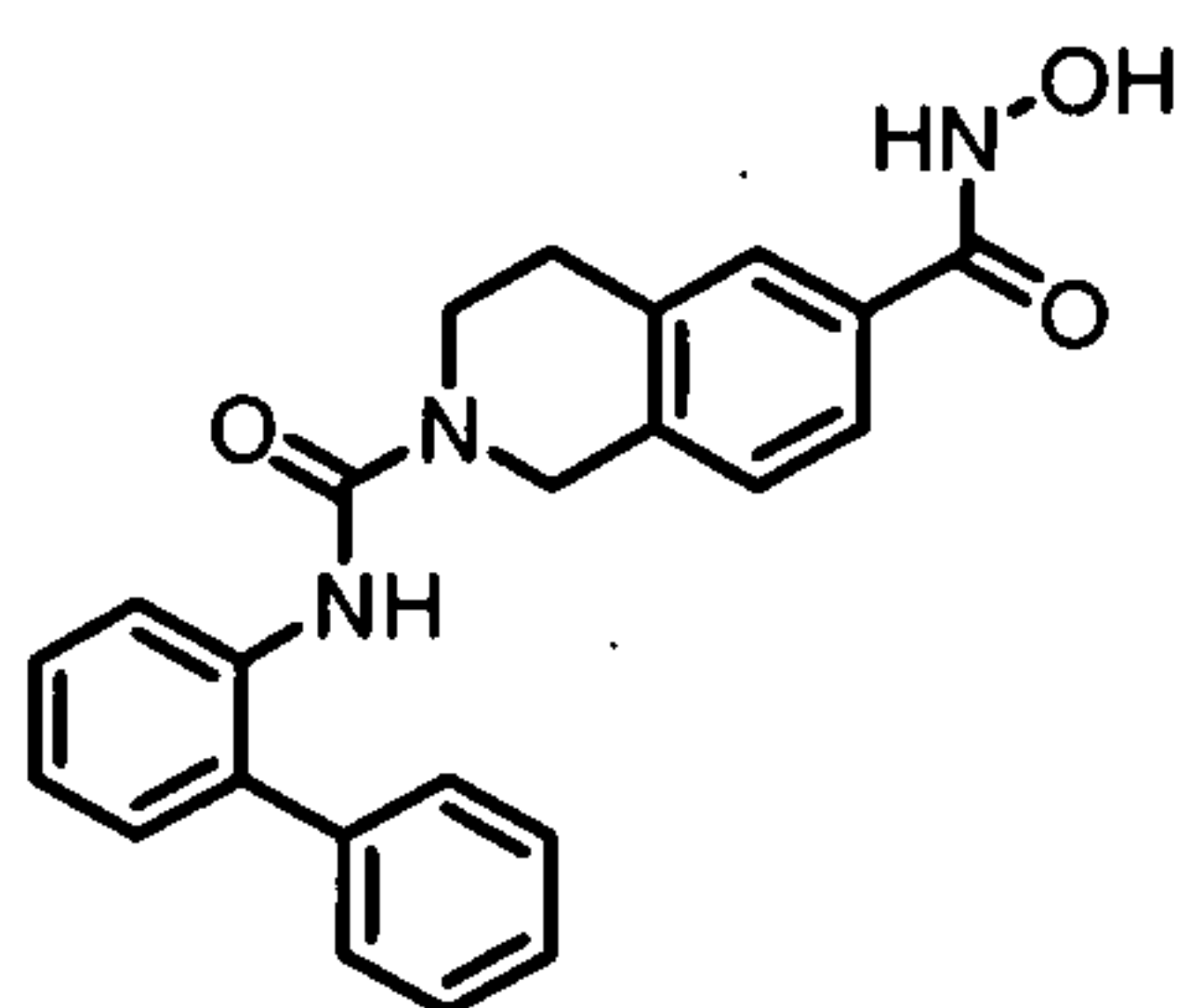
99



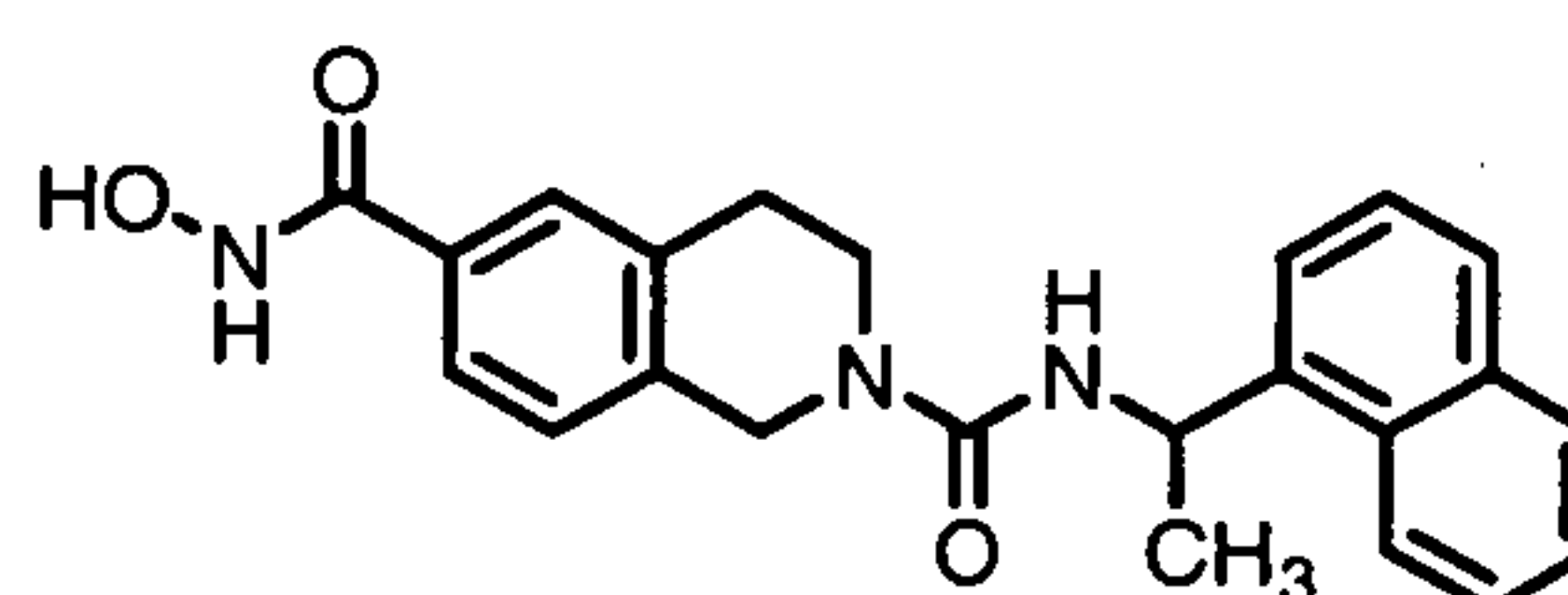
100



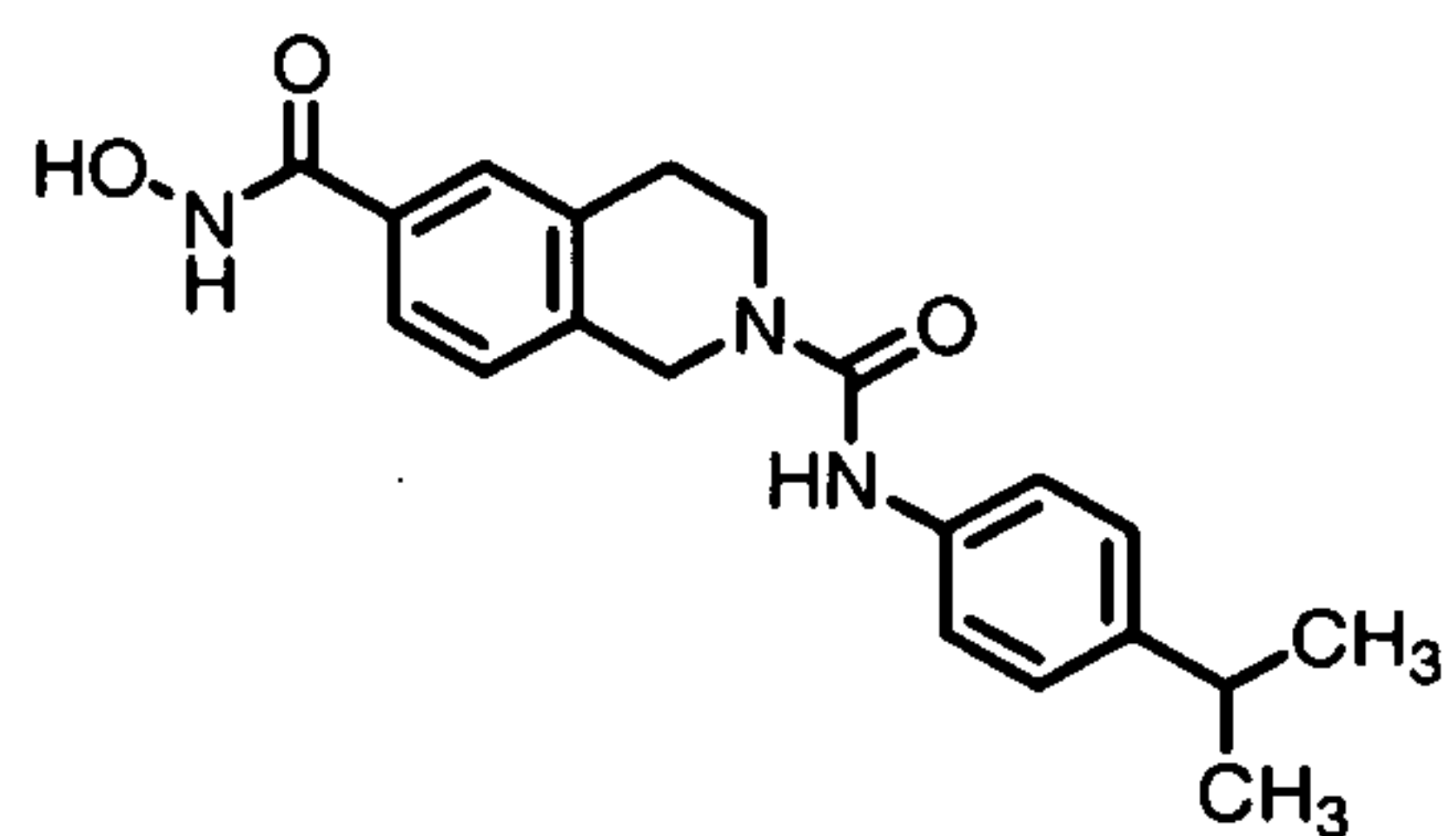
101



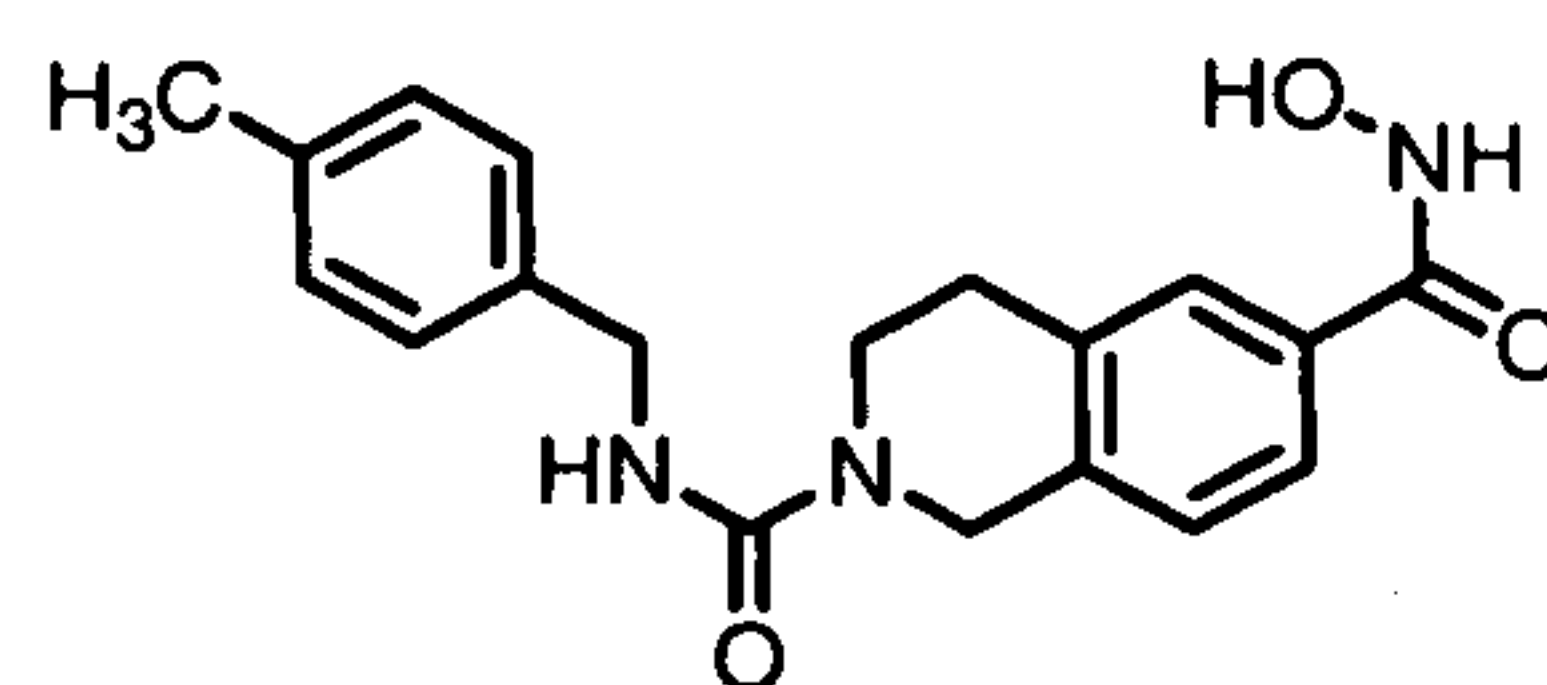
102



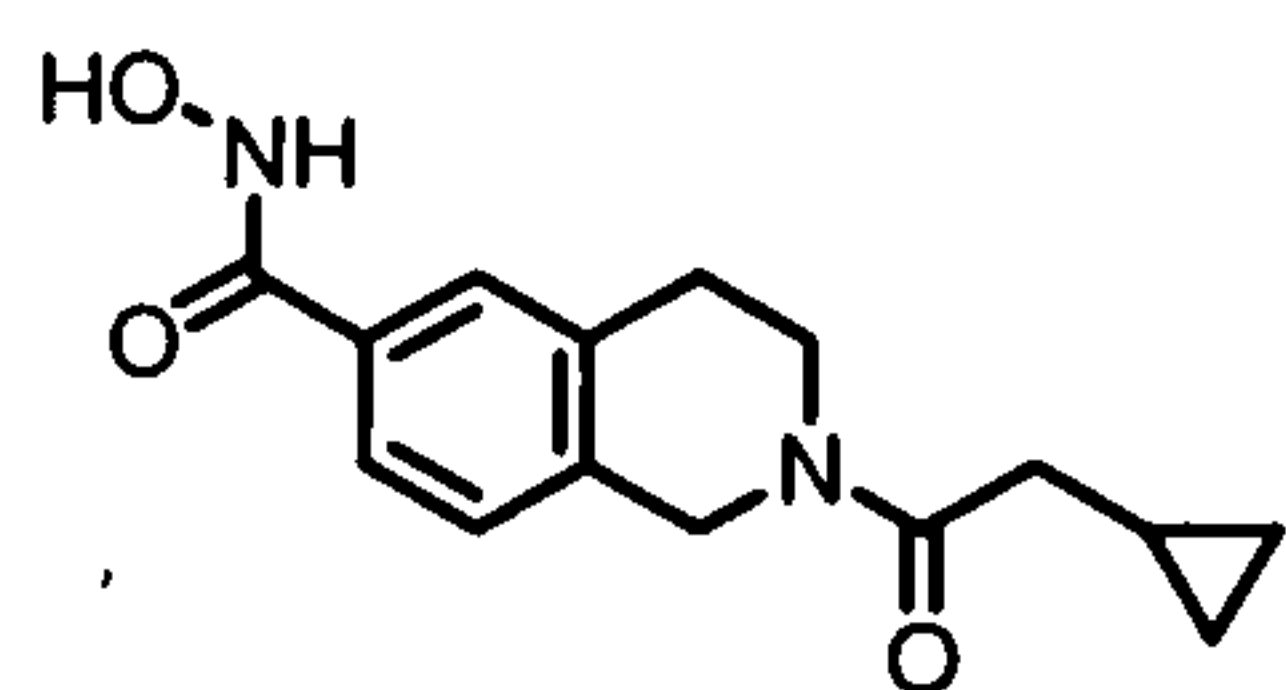
103



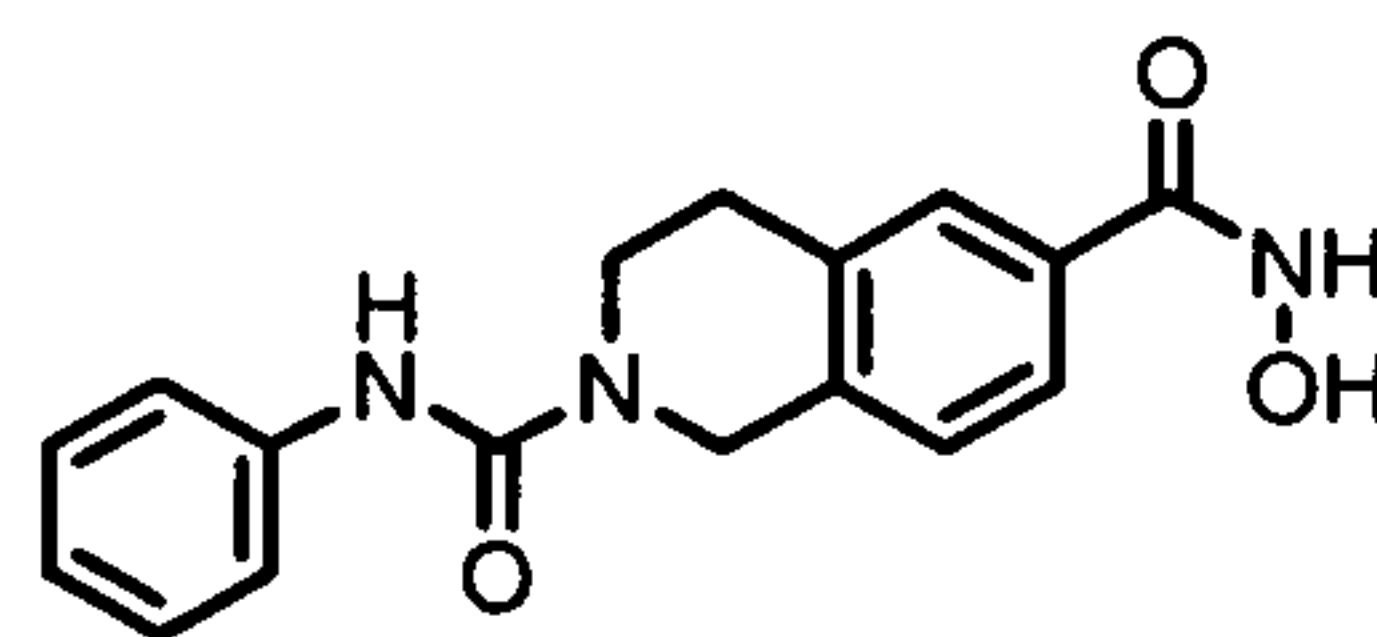
104



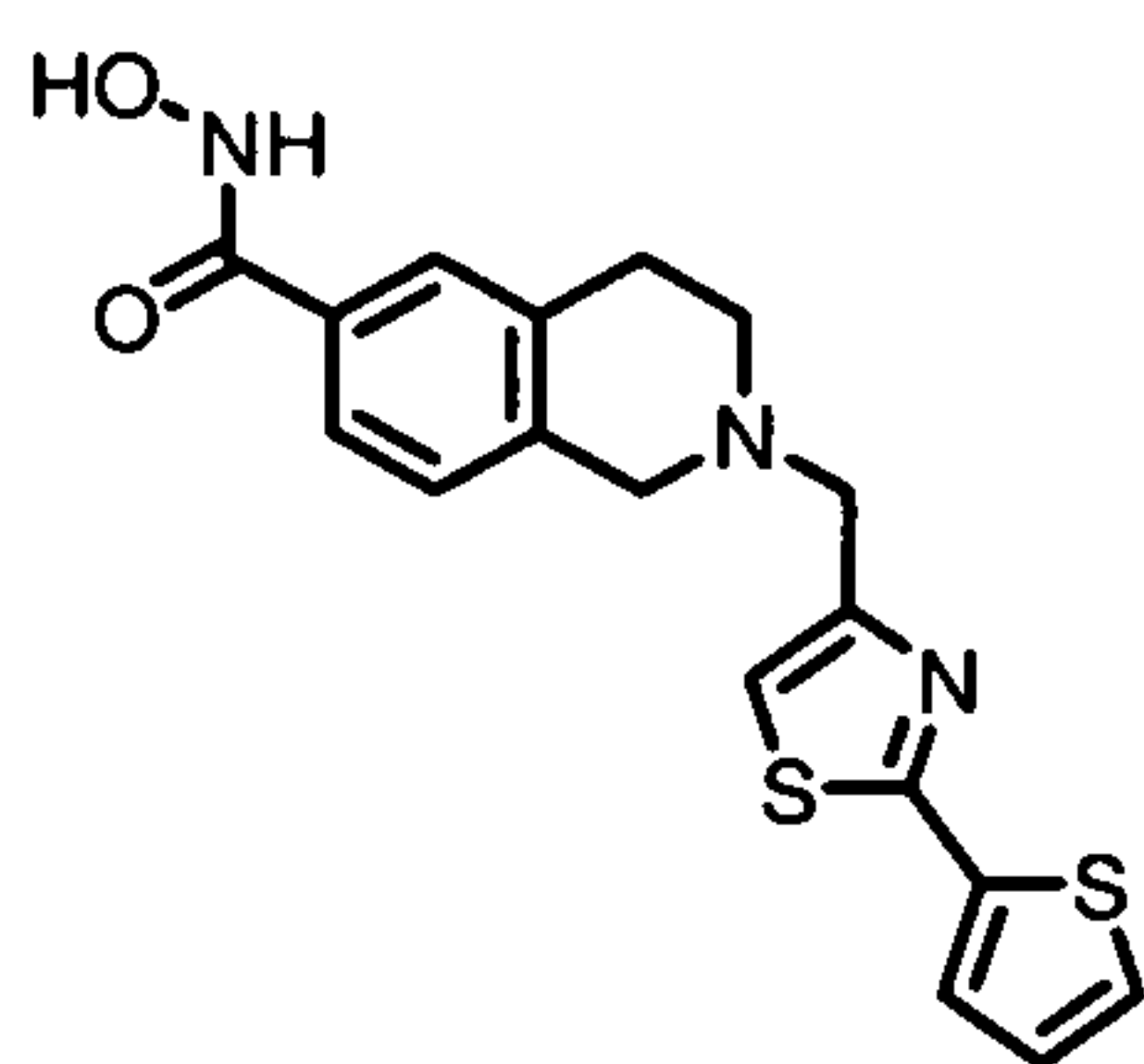
105



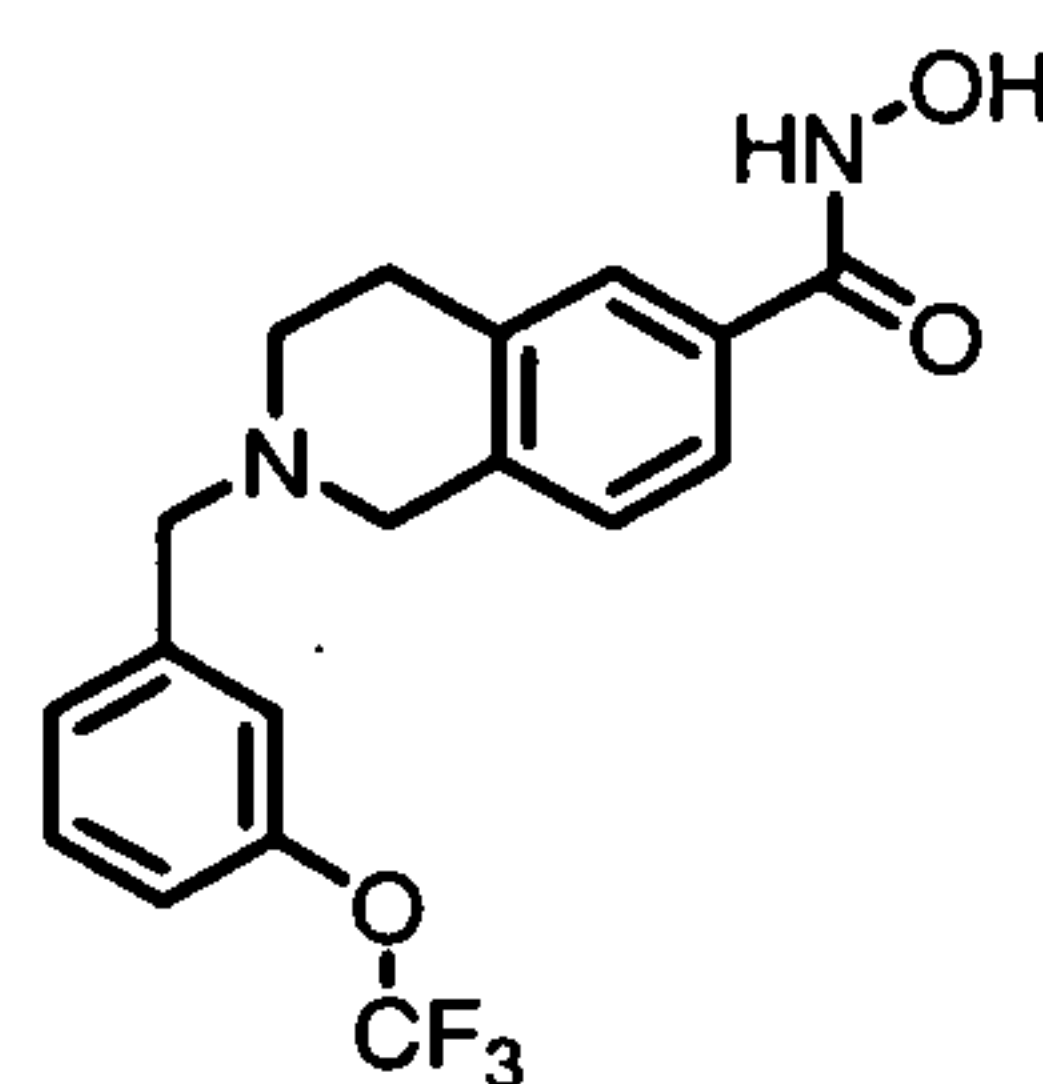
106



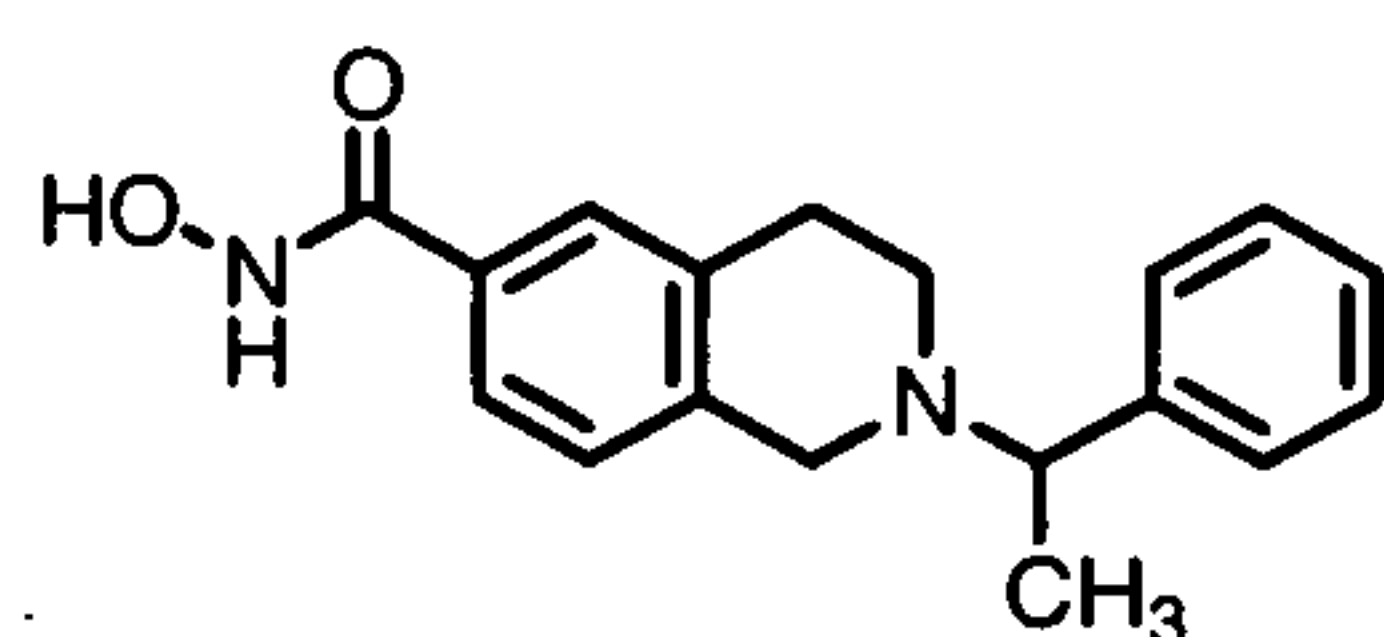
107



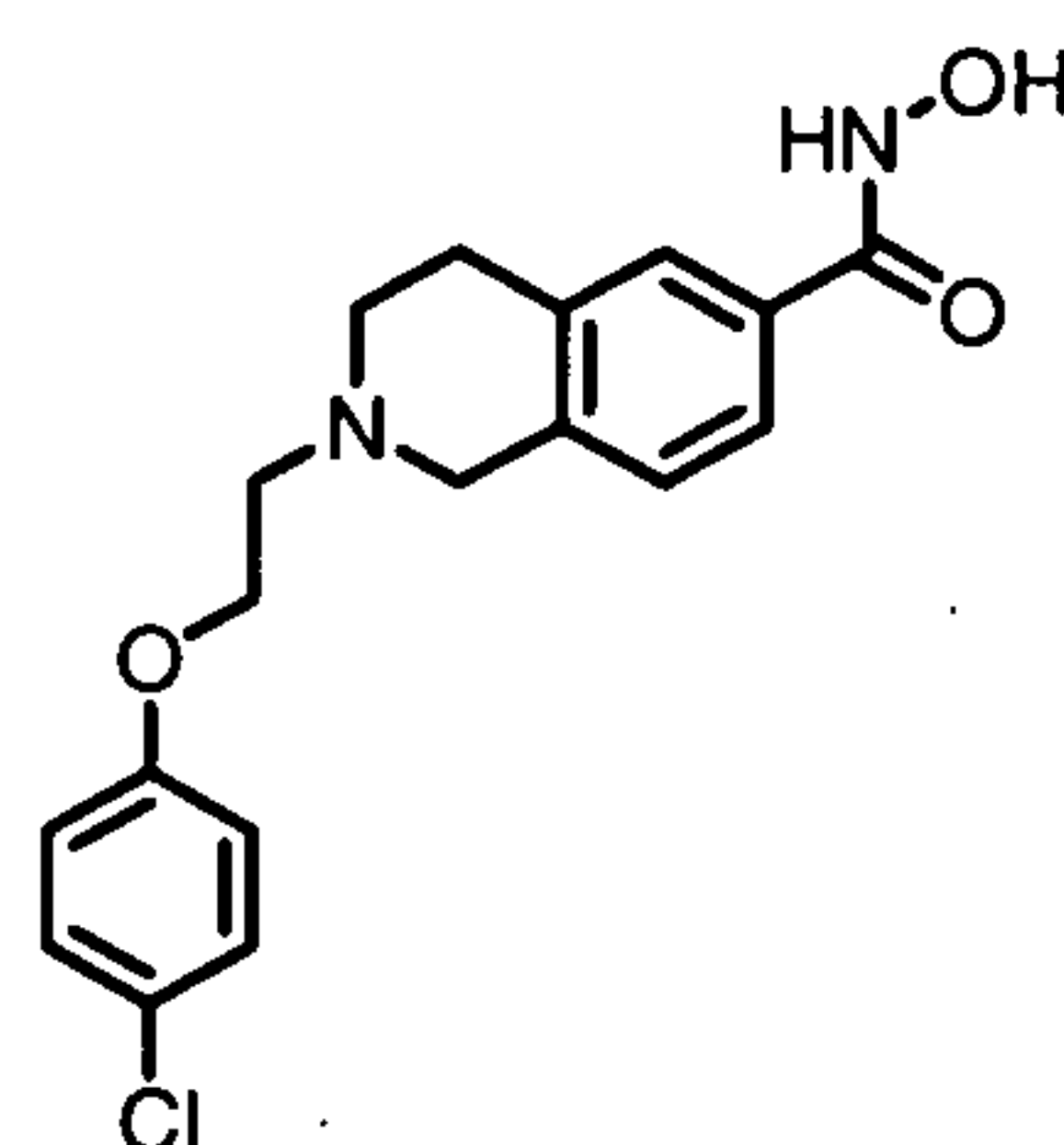
108



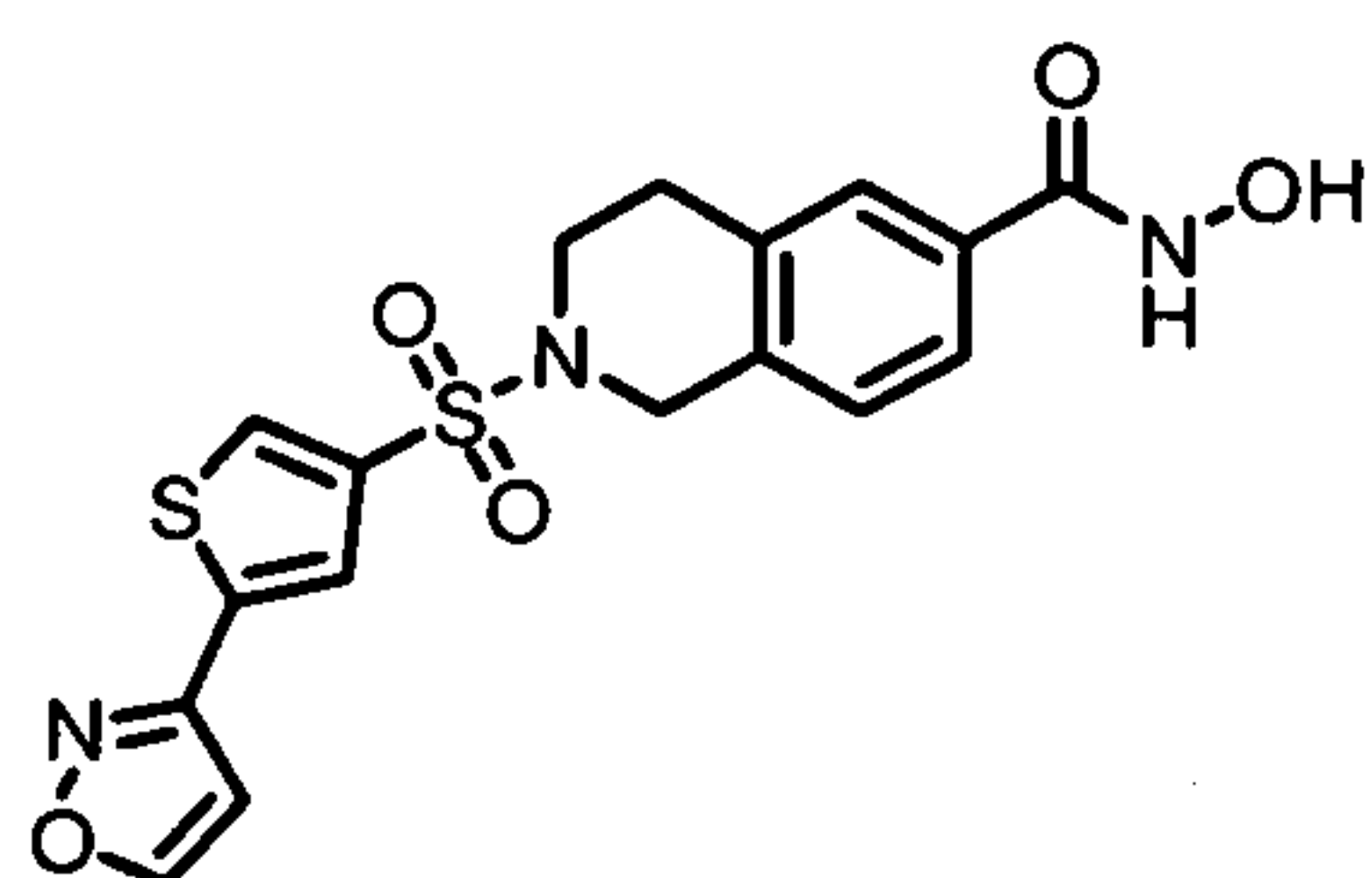
109



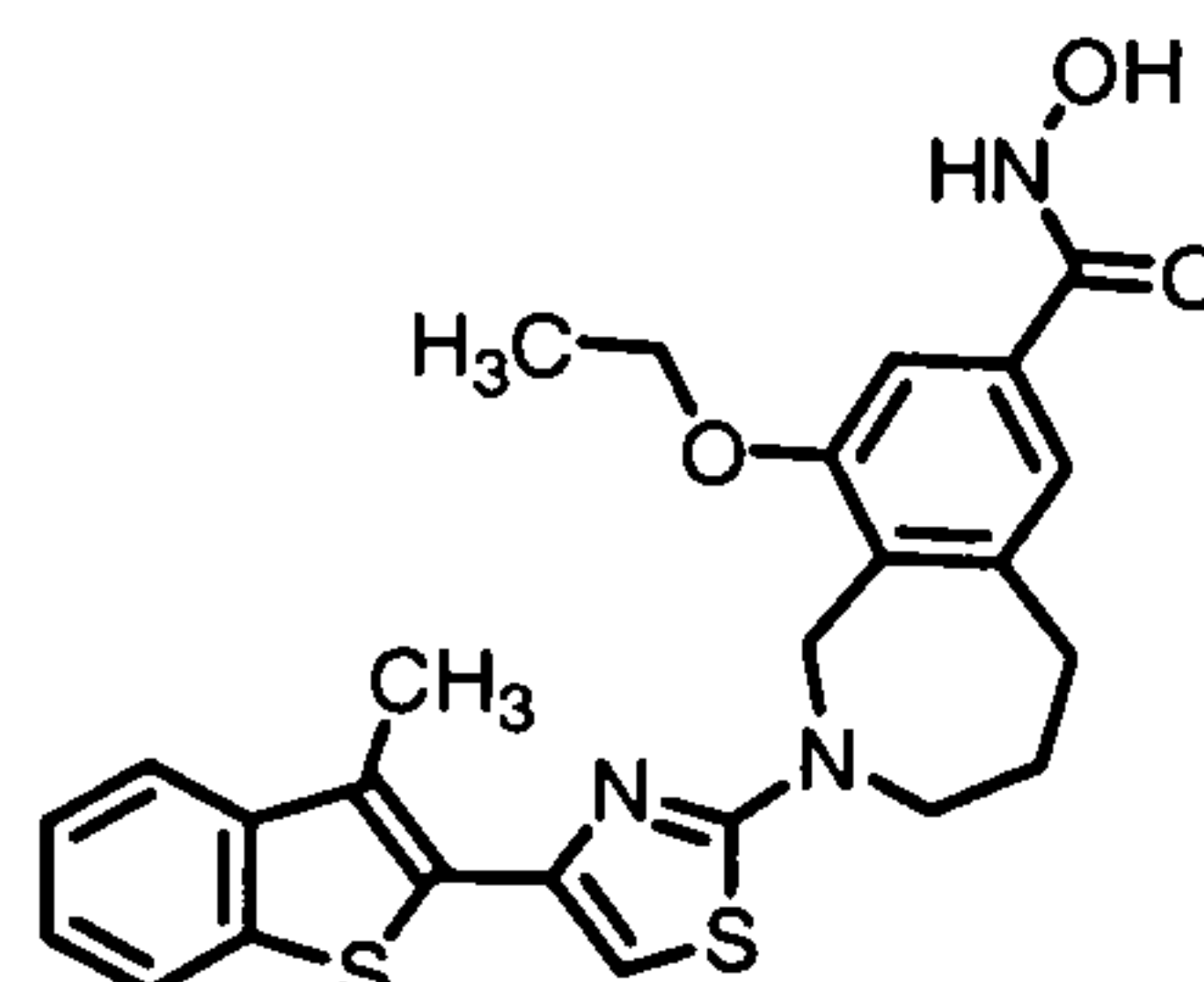
110



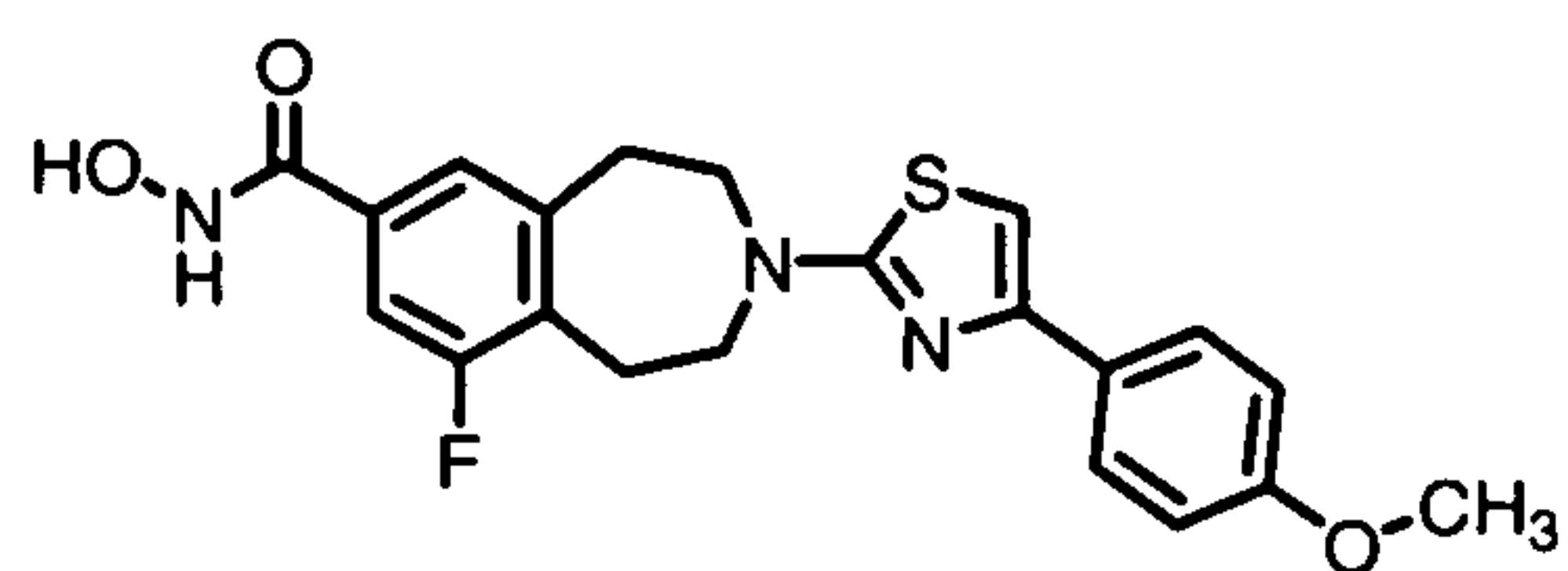
111



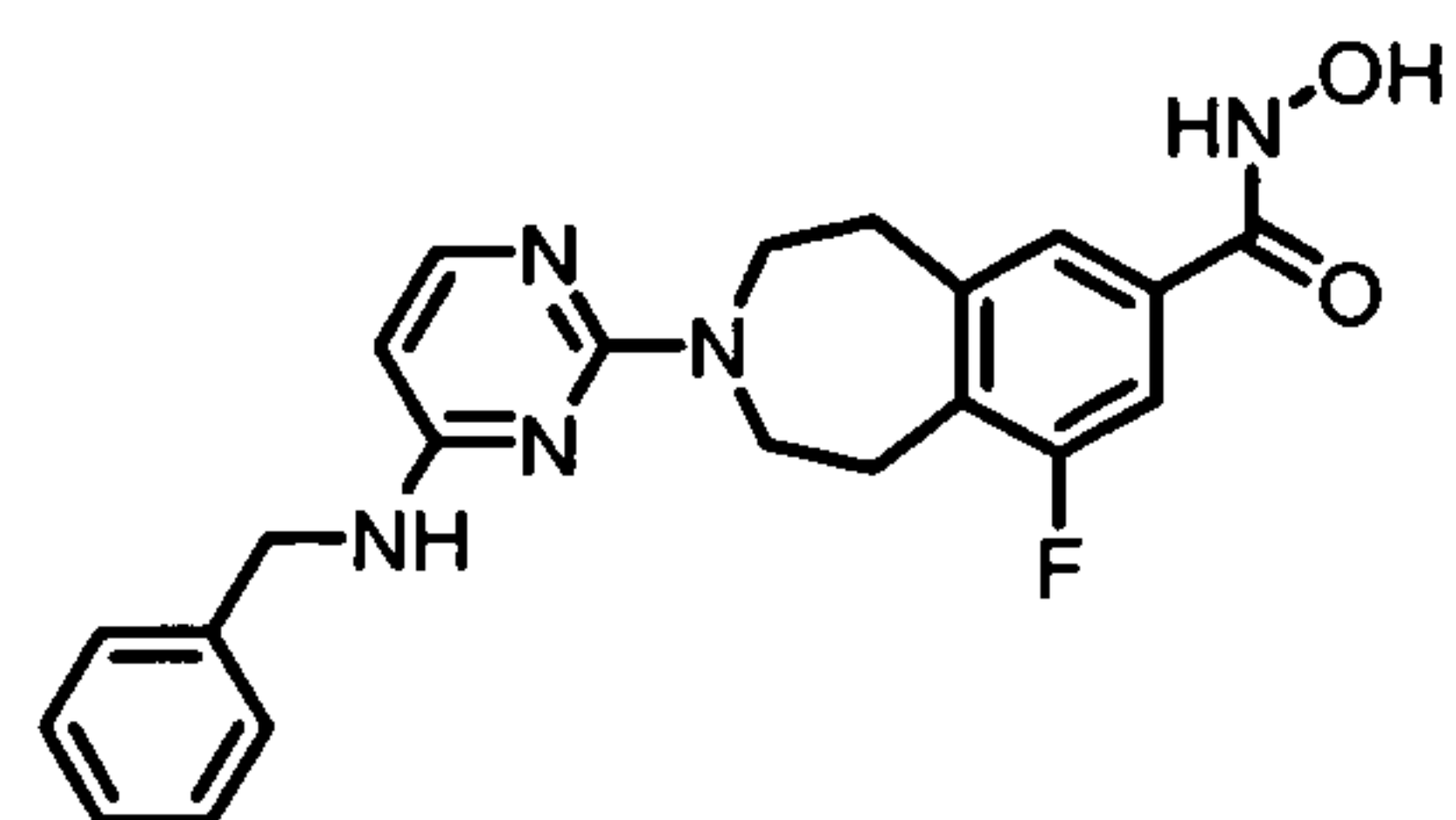
112



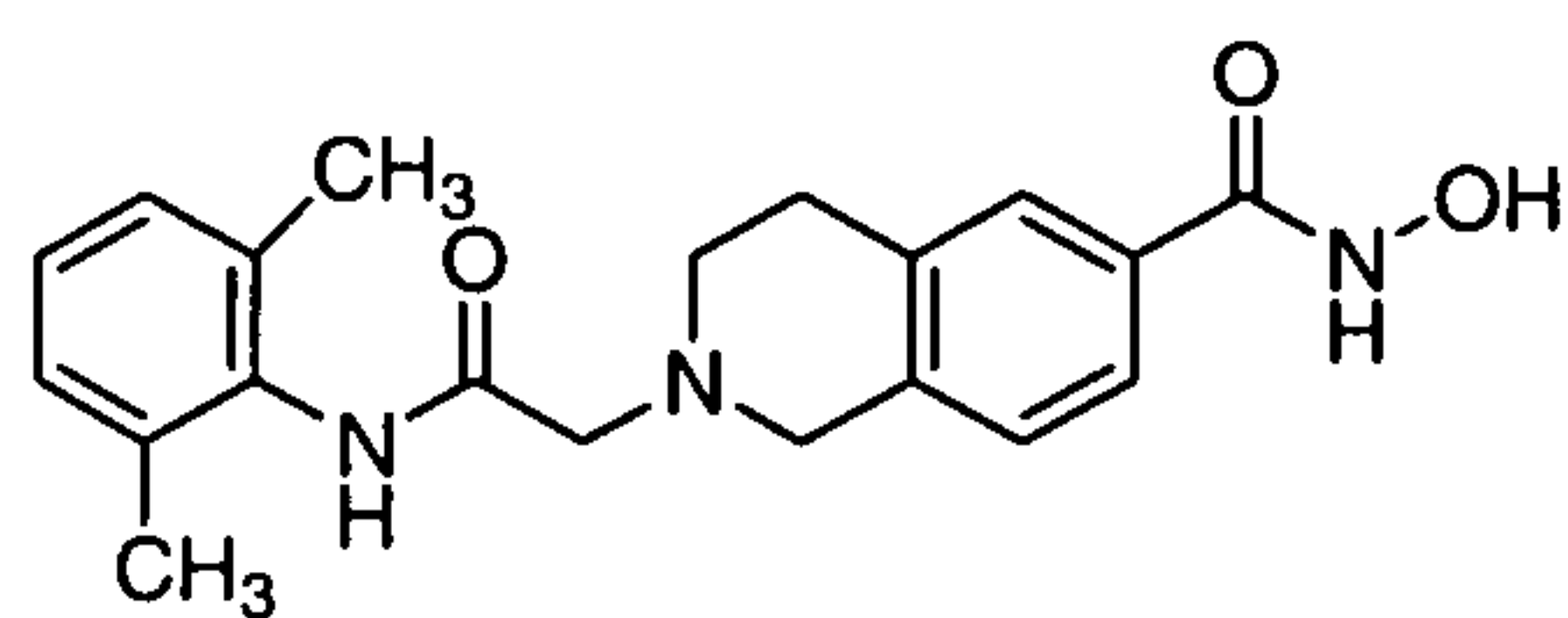
113



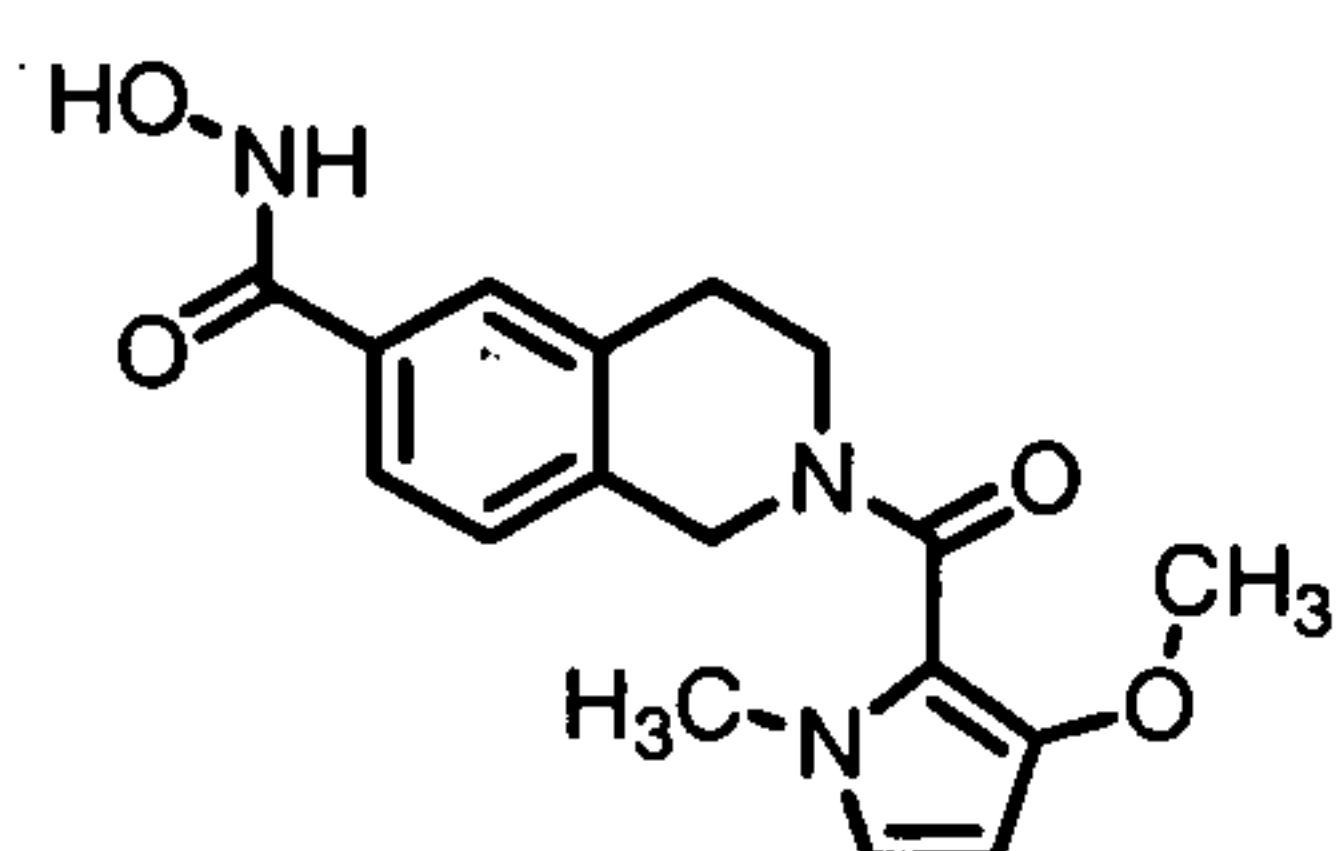
114



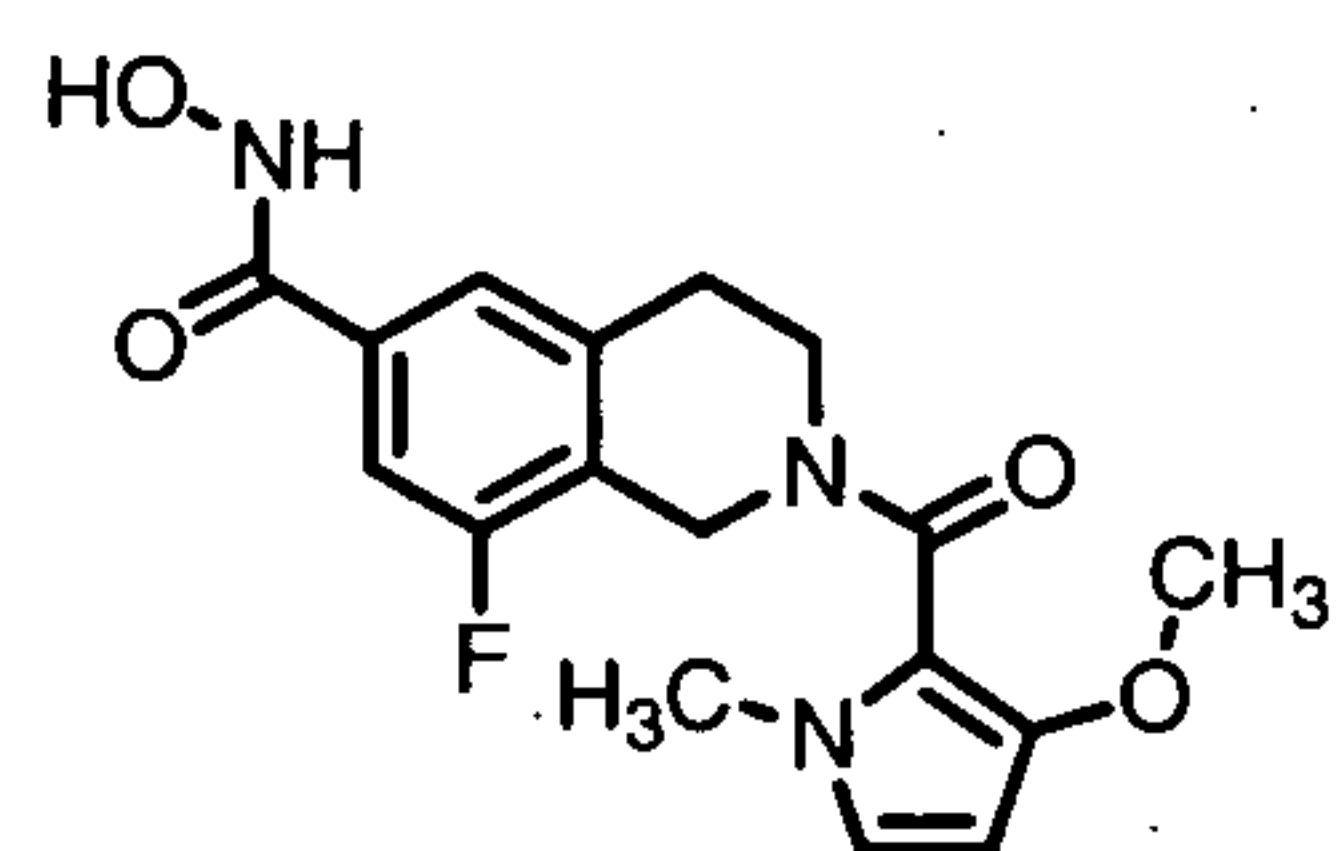
115



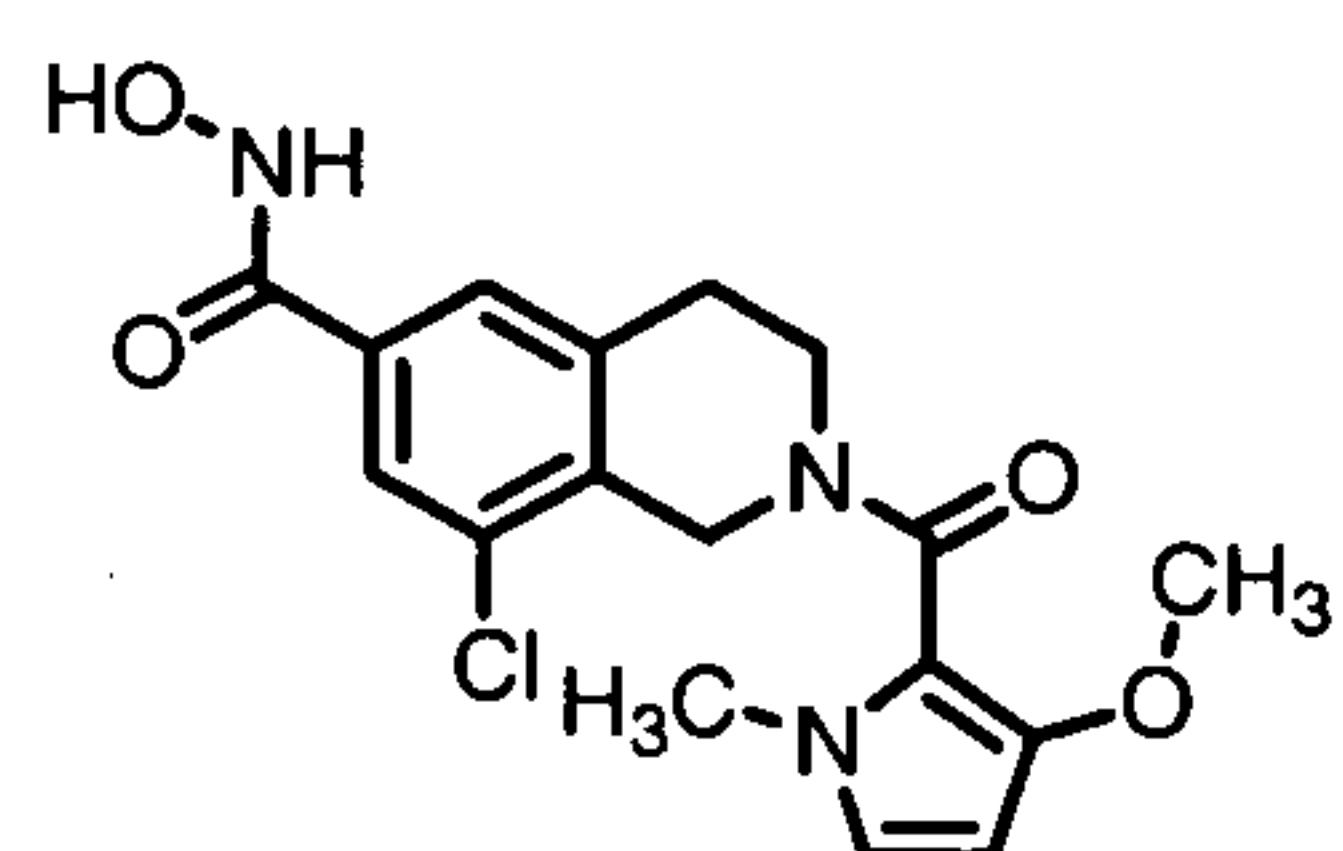
116



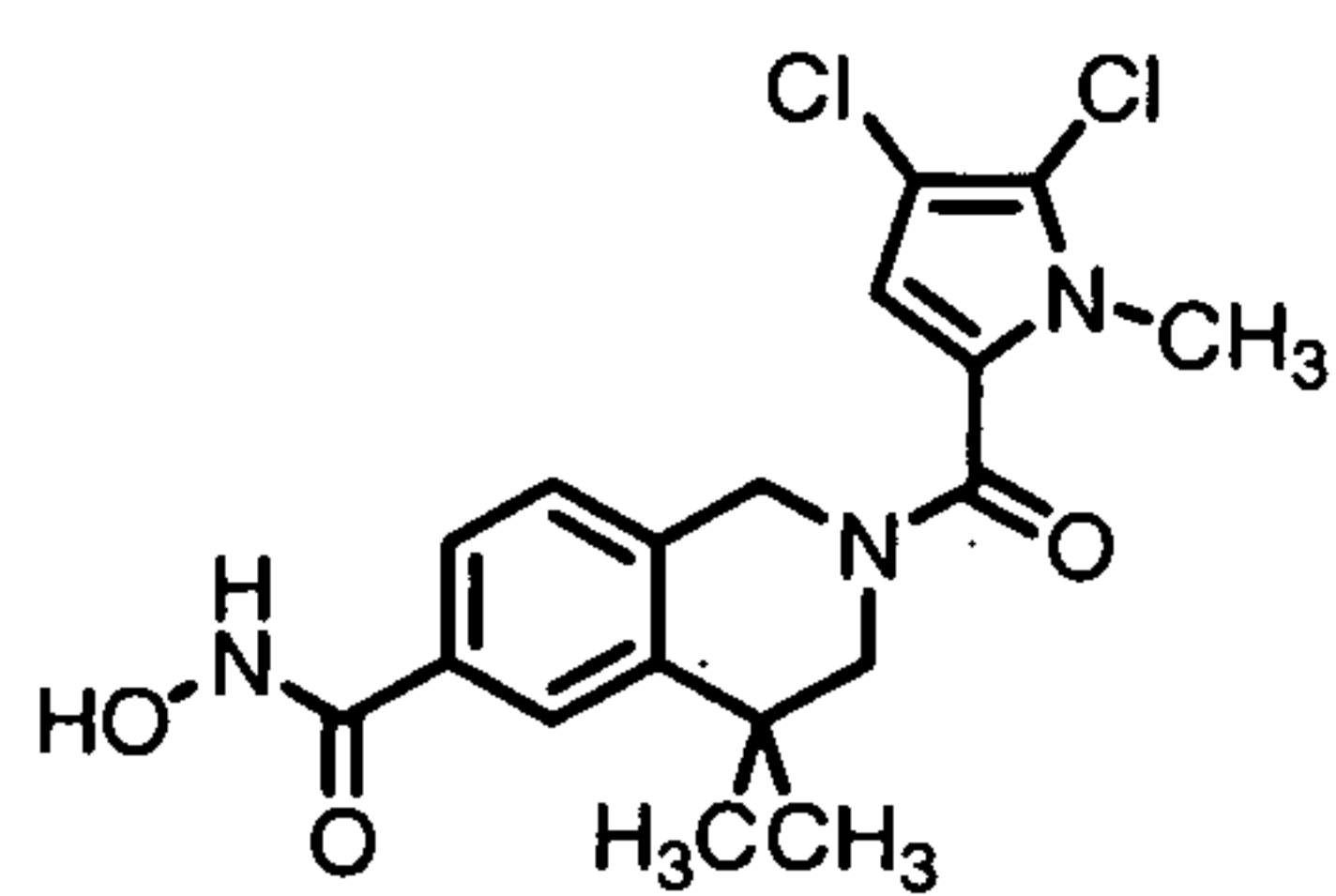
117



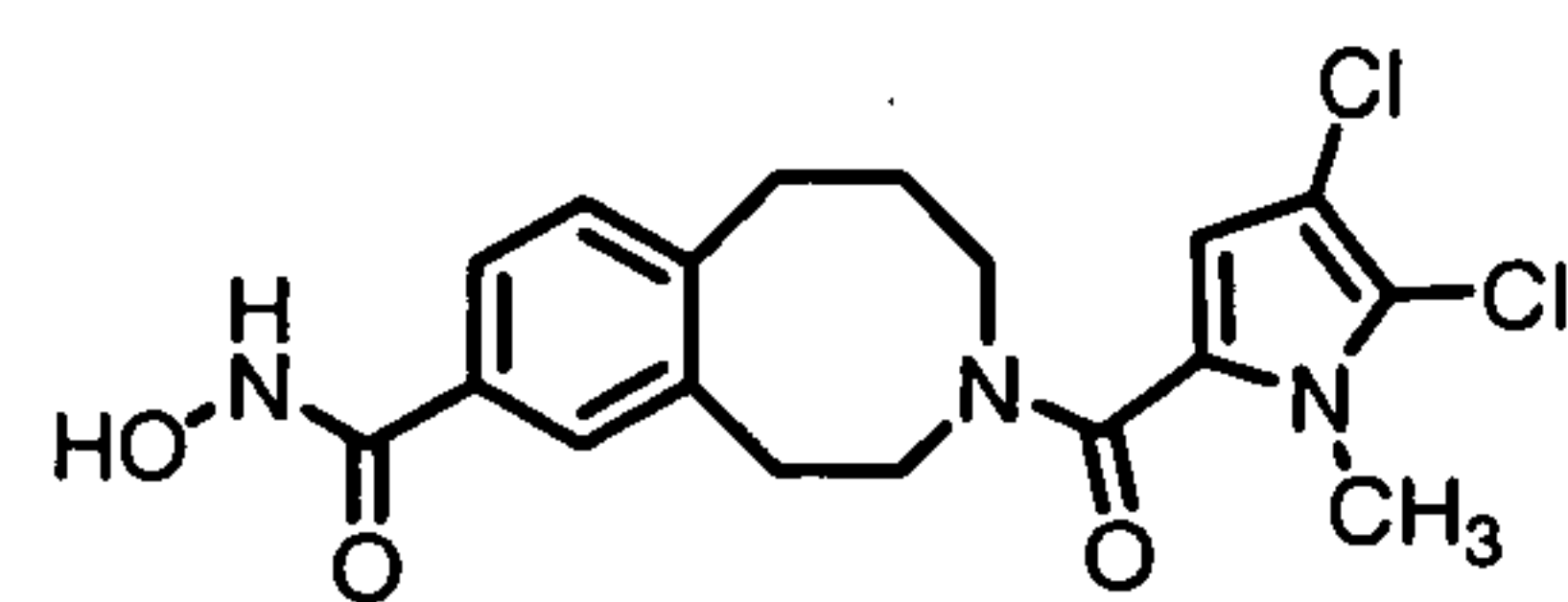
118



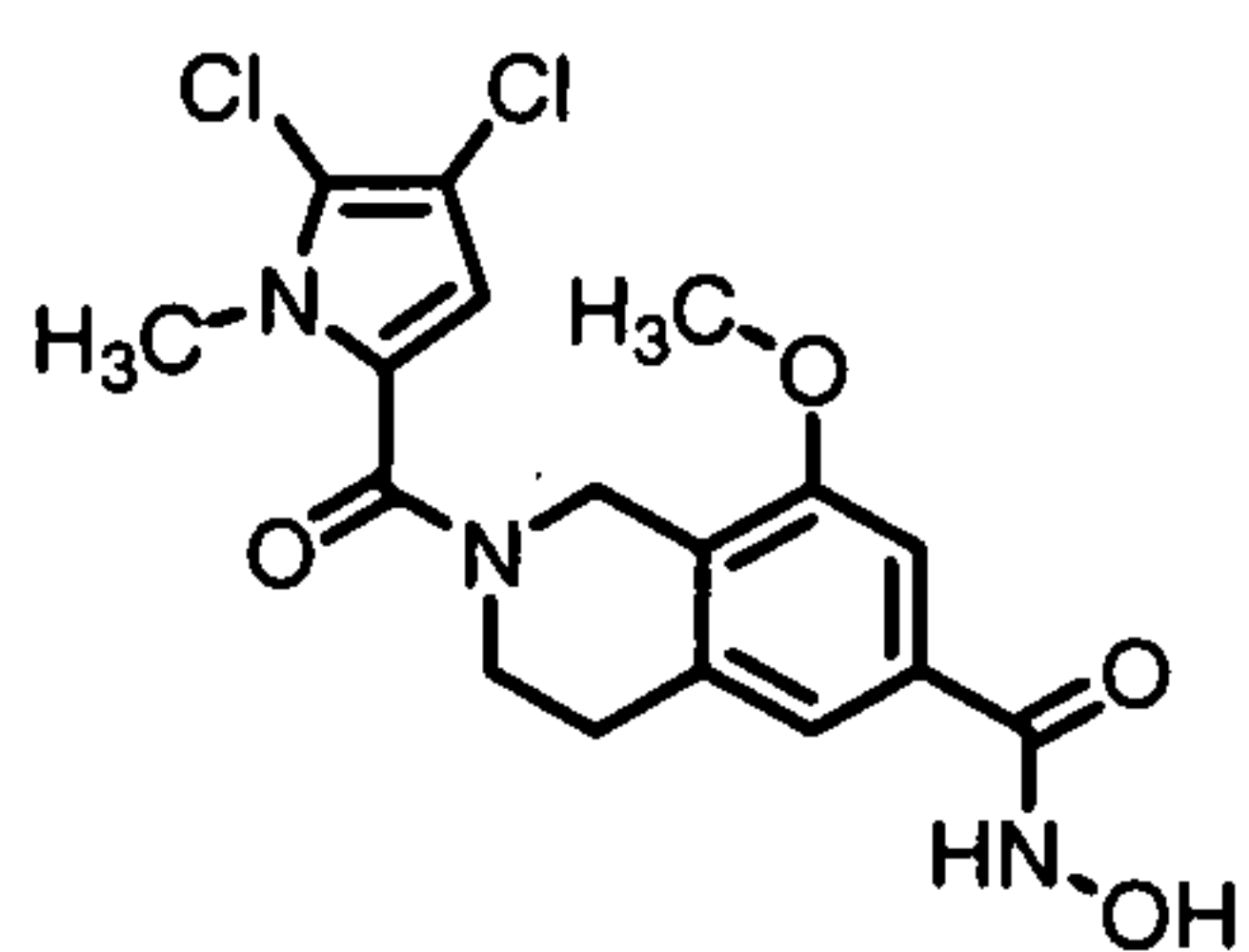
119



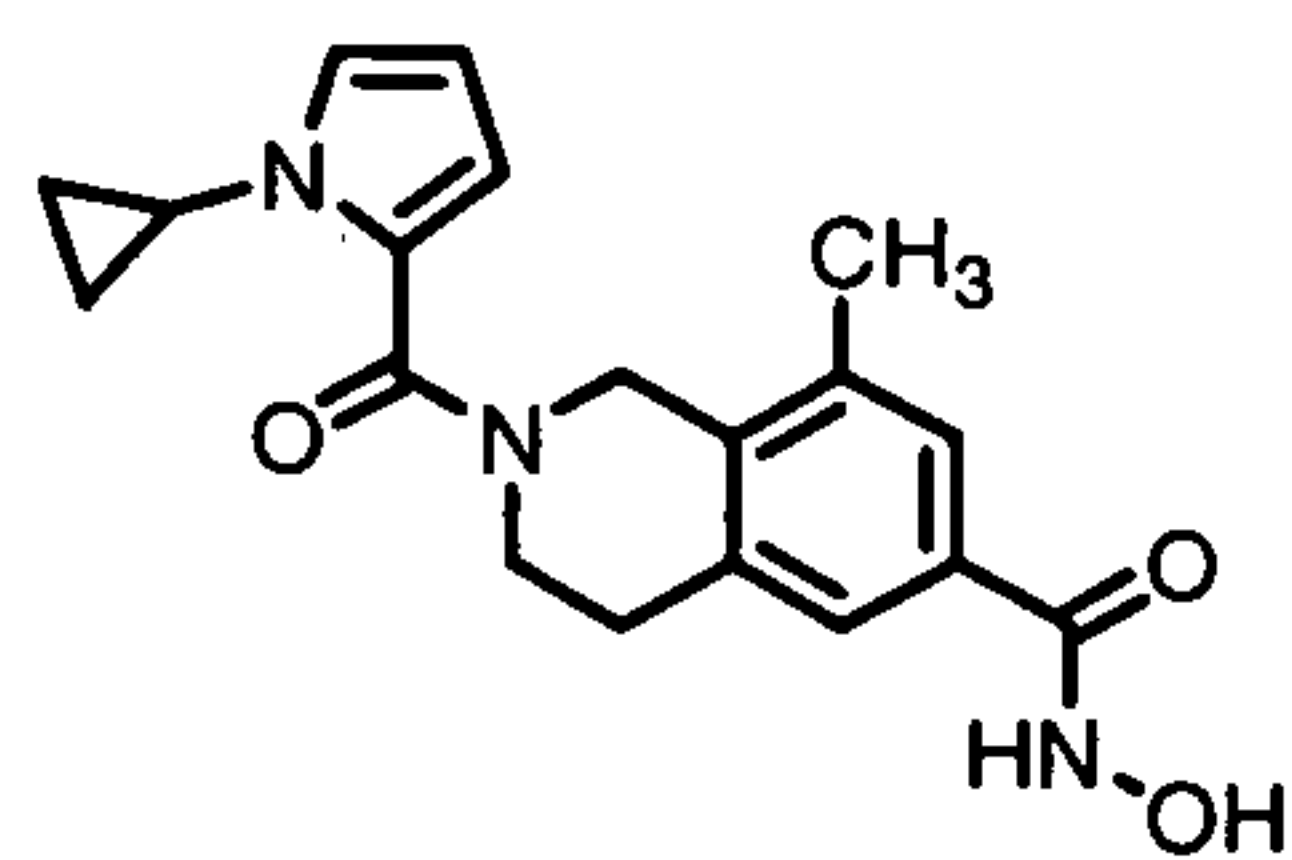
120



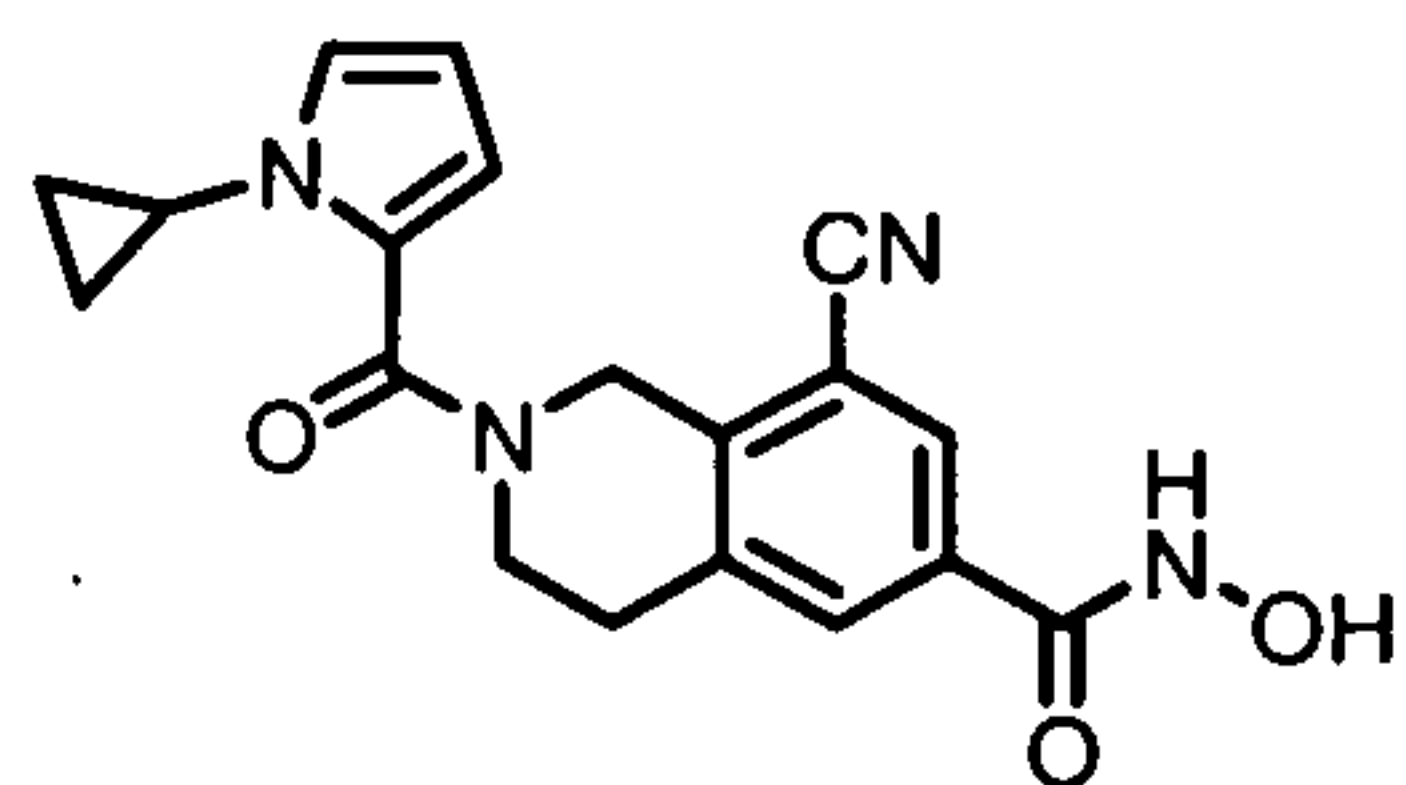
121



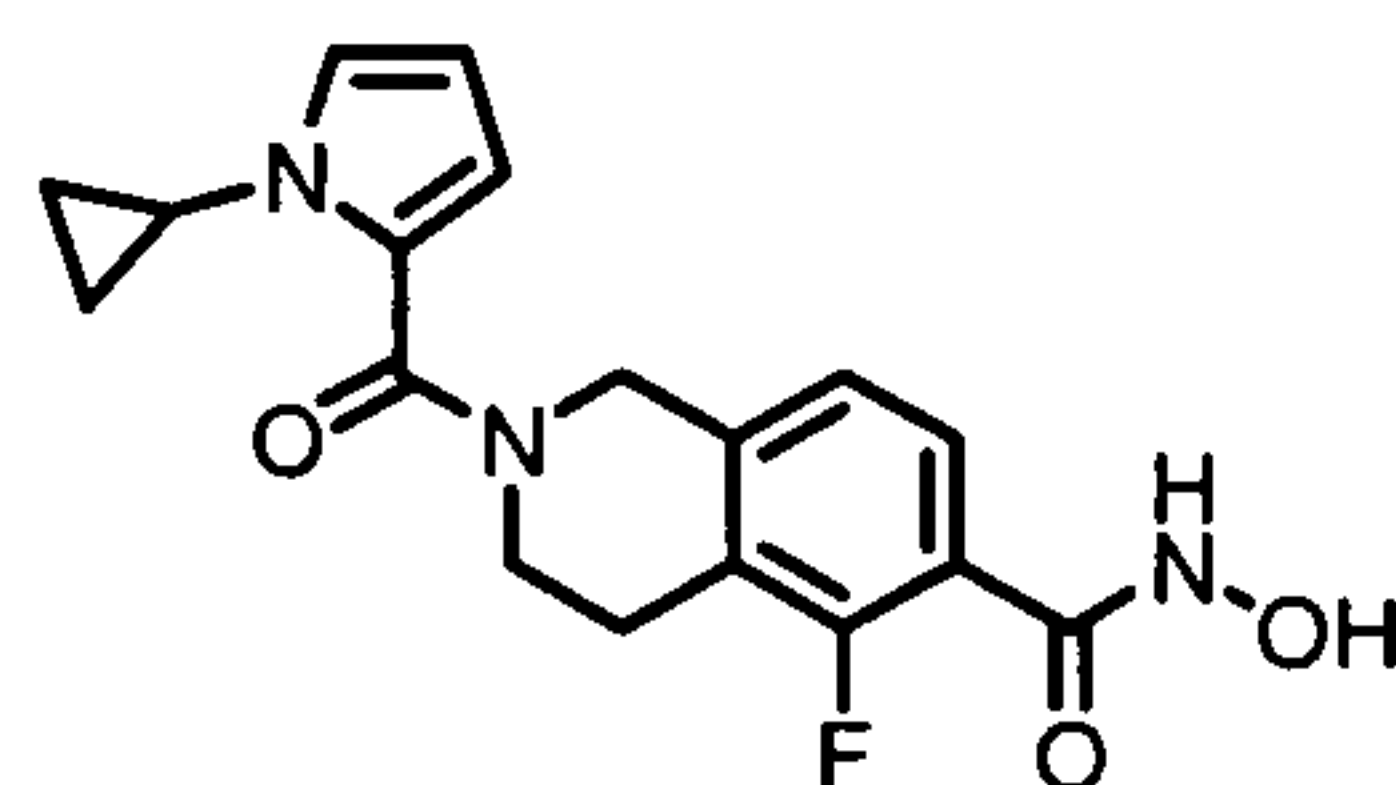
122



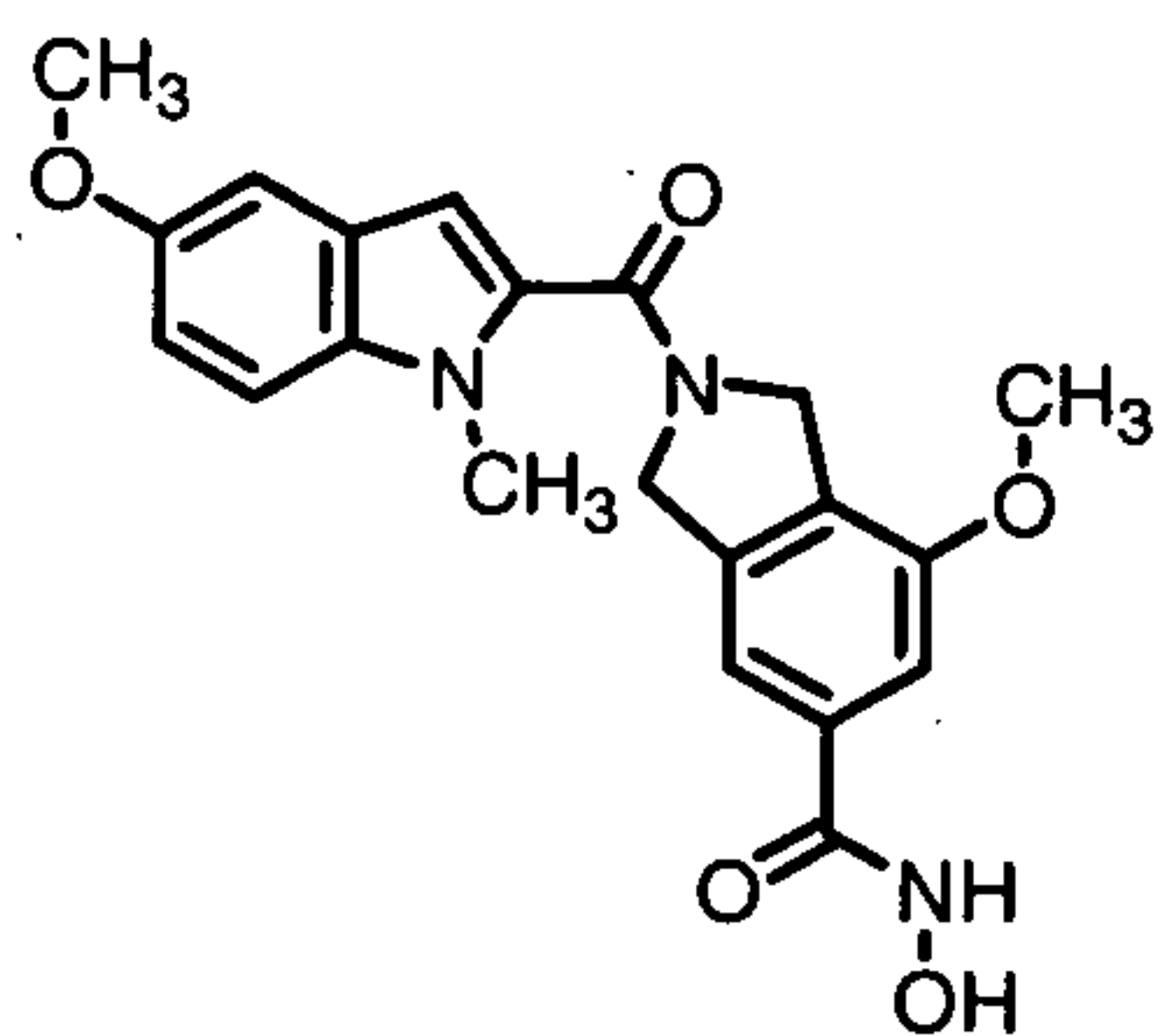
123



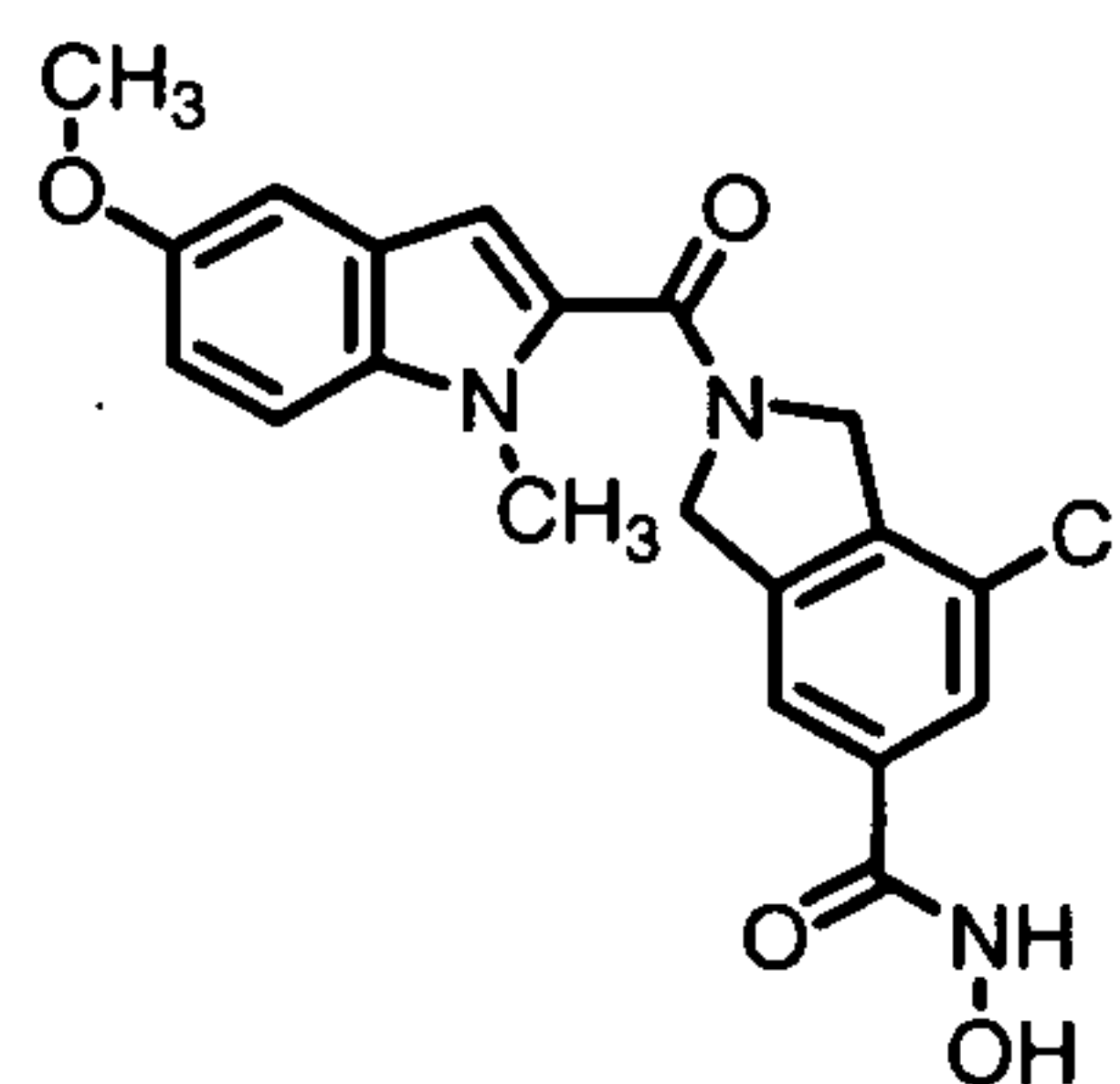
124



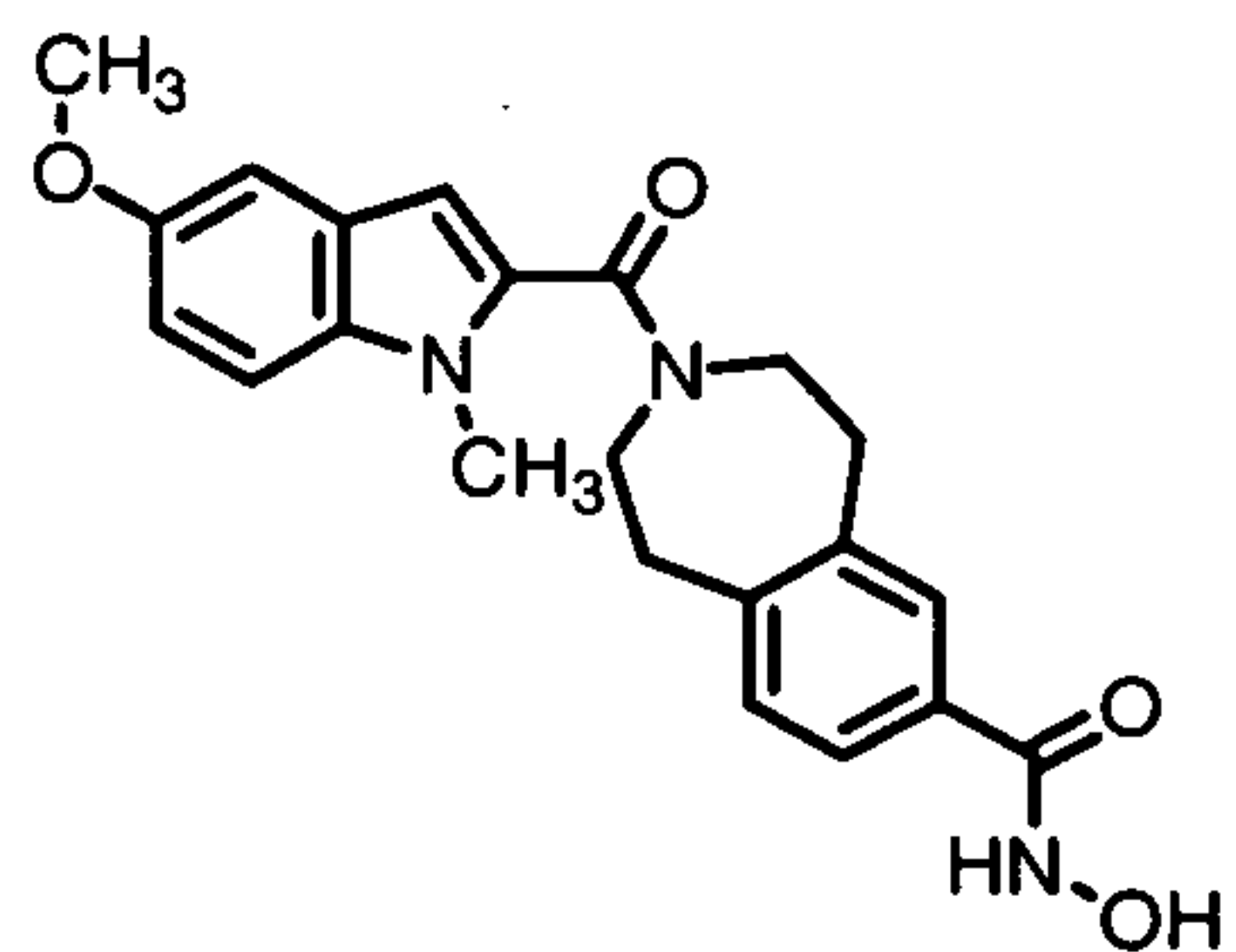
125



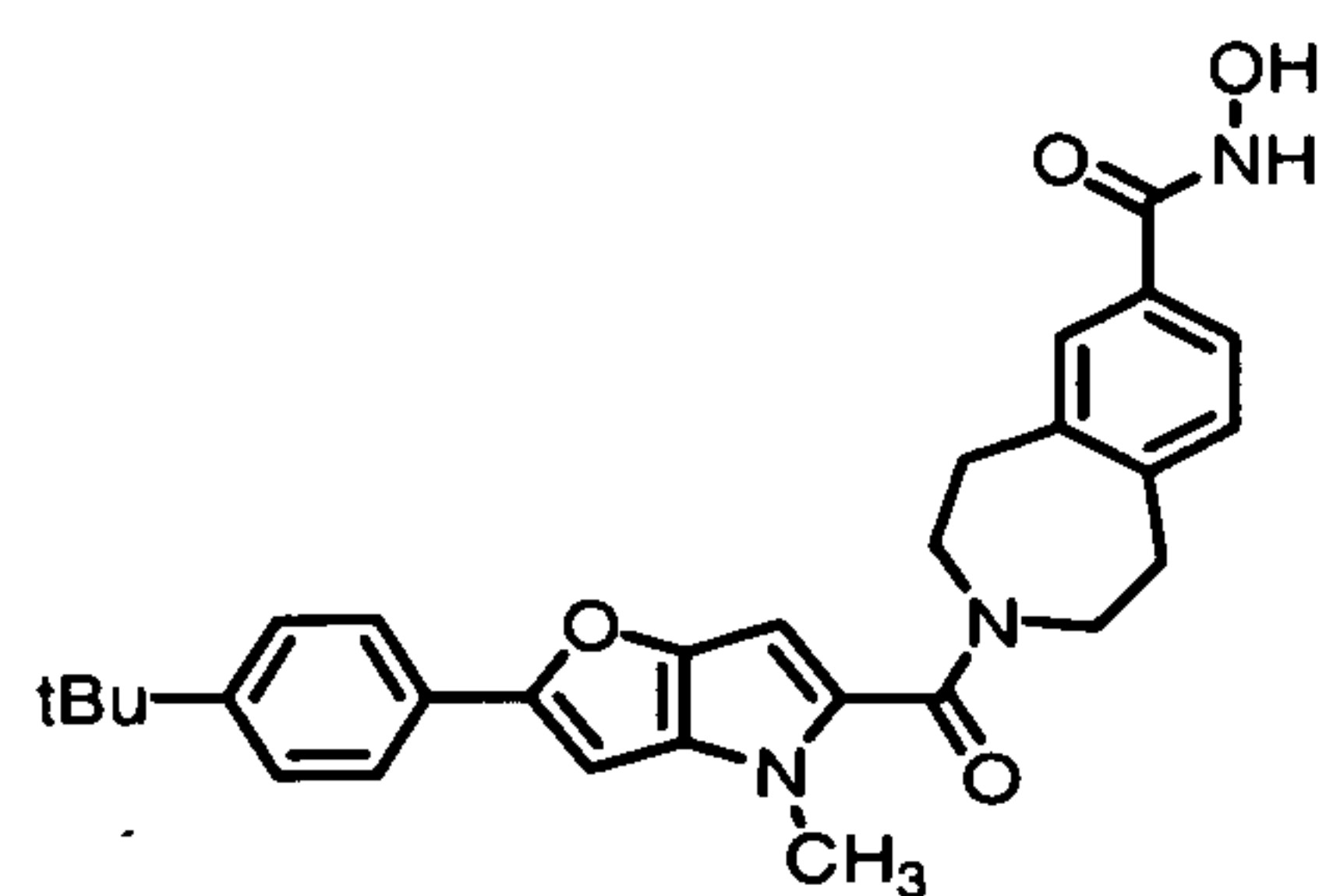
126



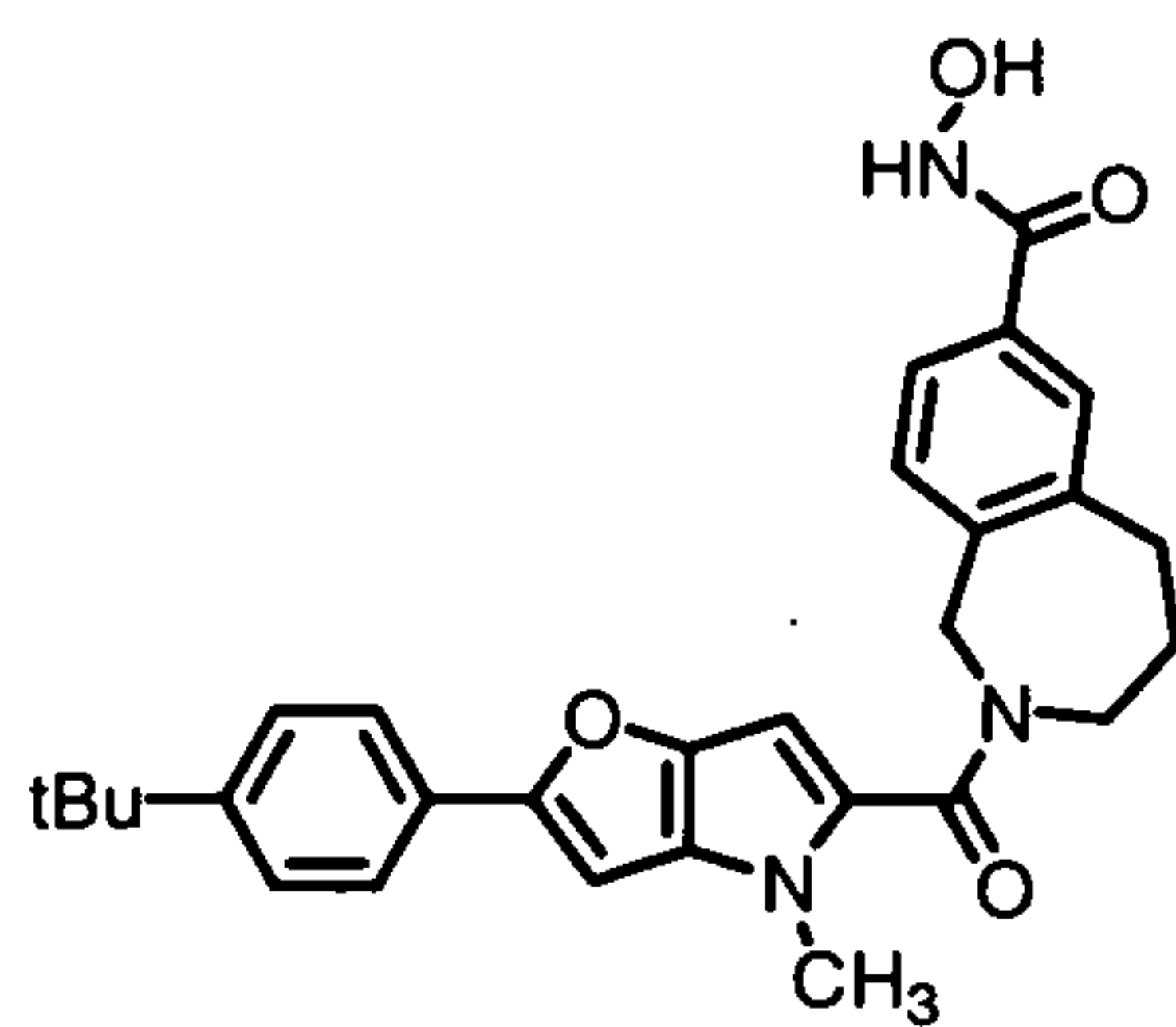
127



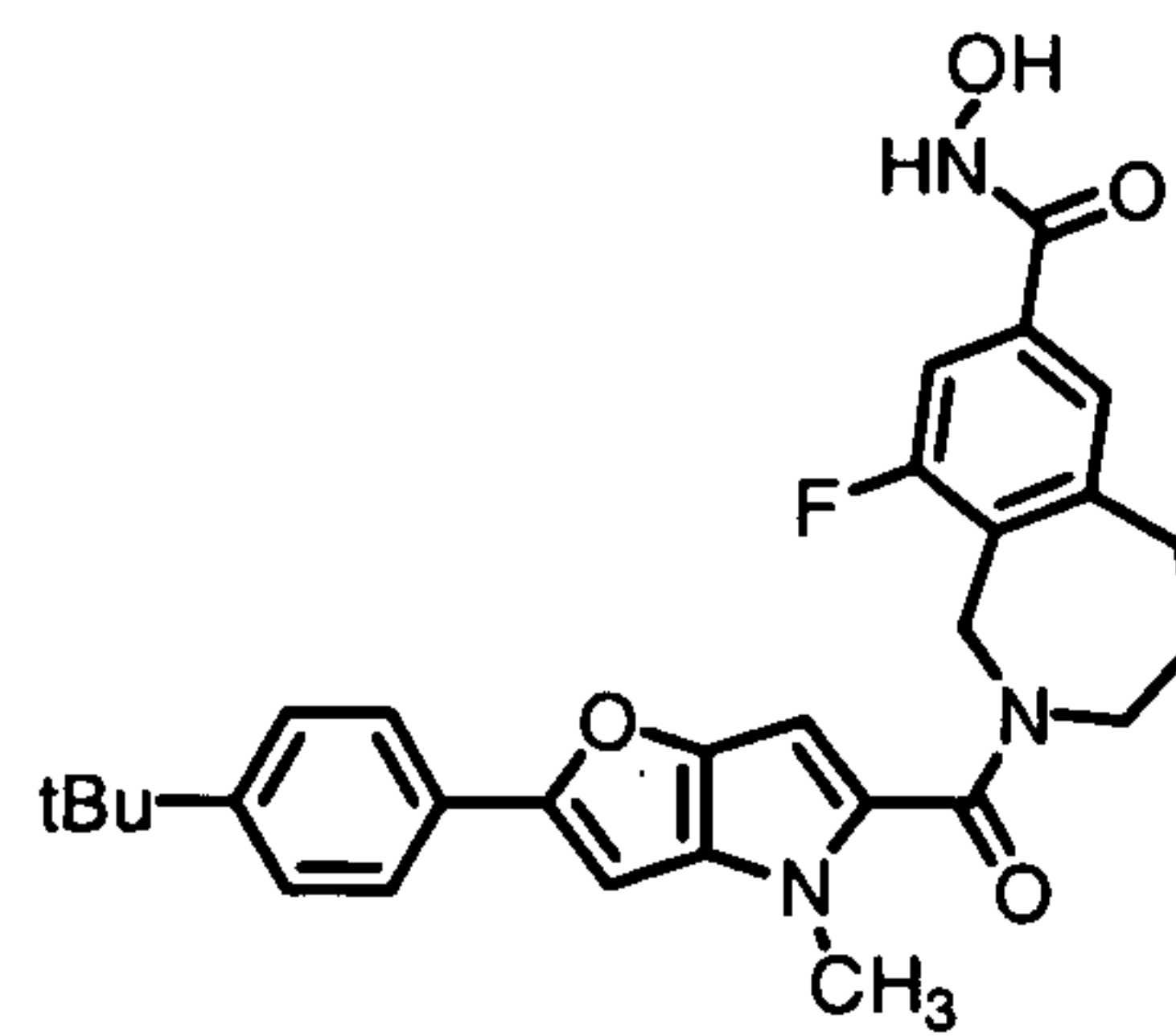
128



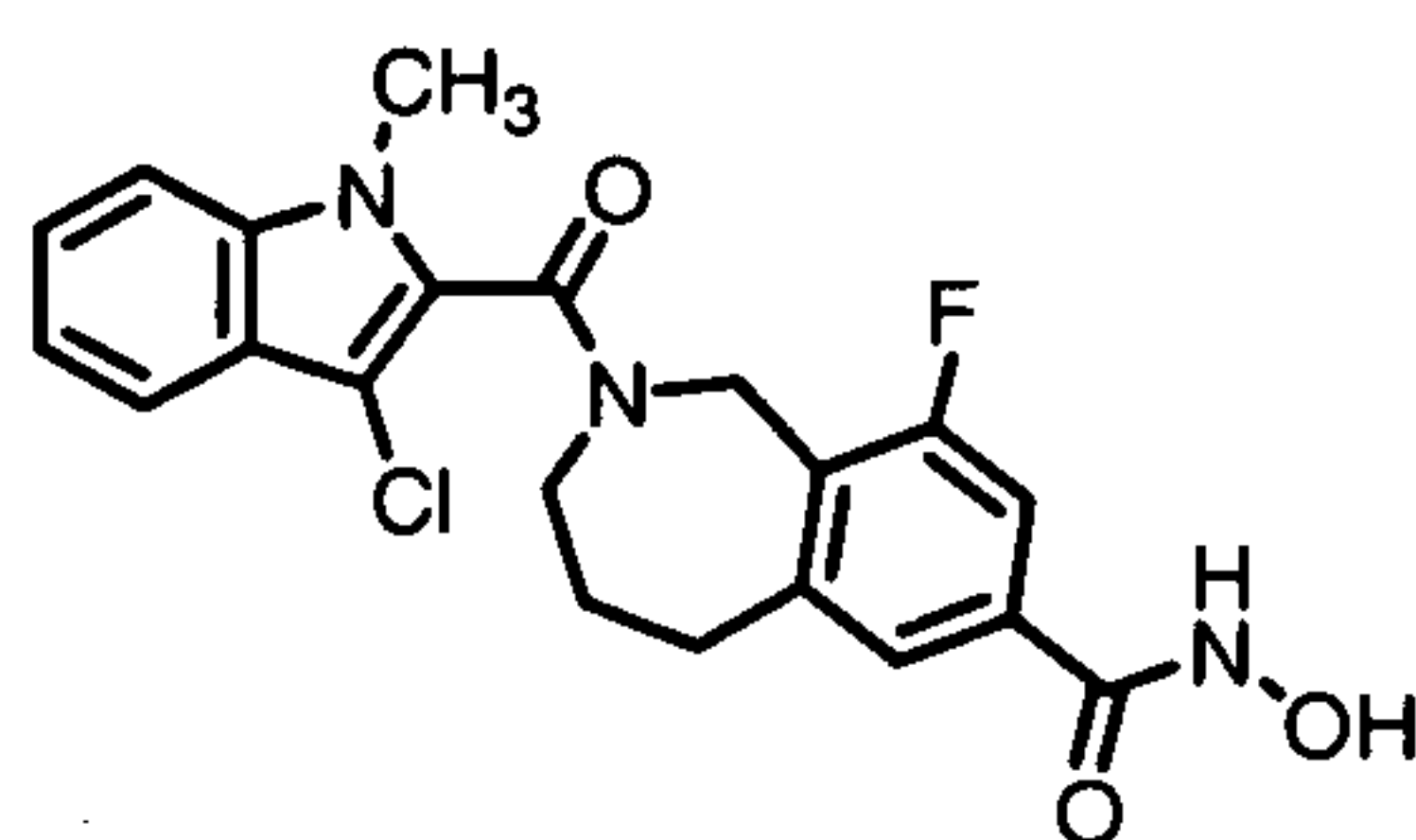
129



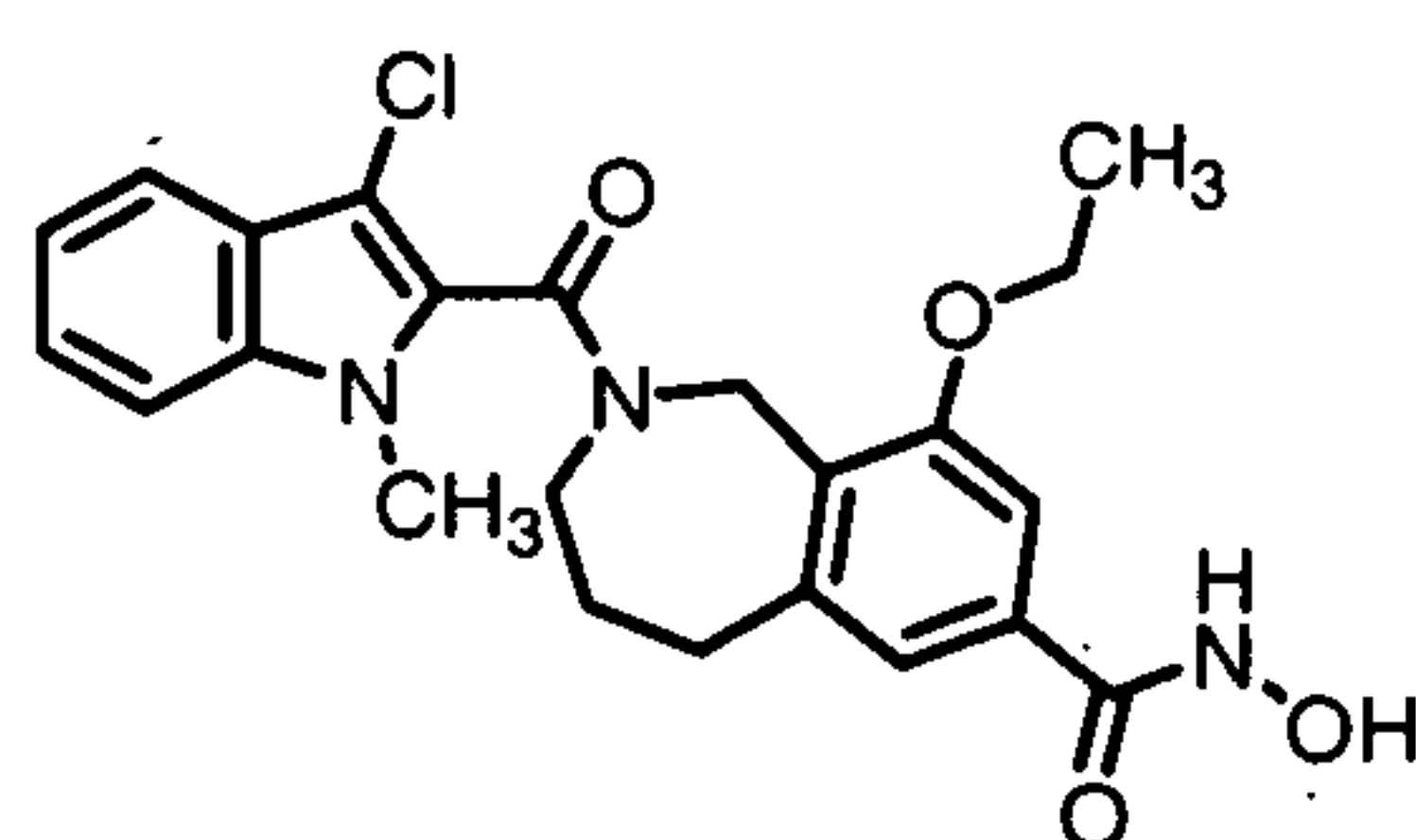
130



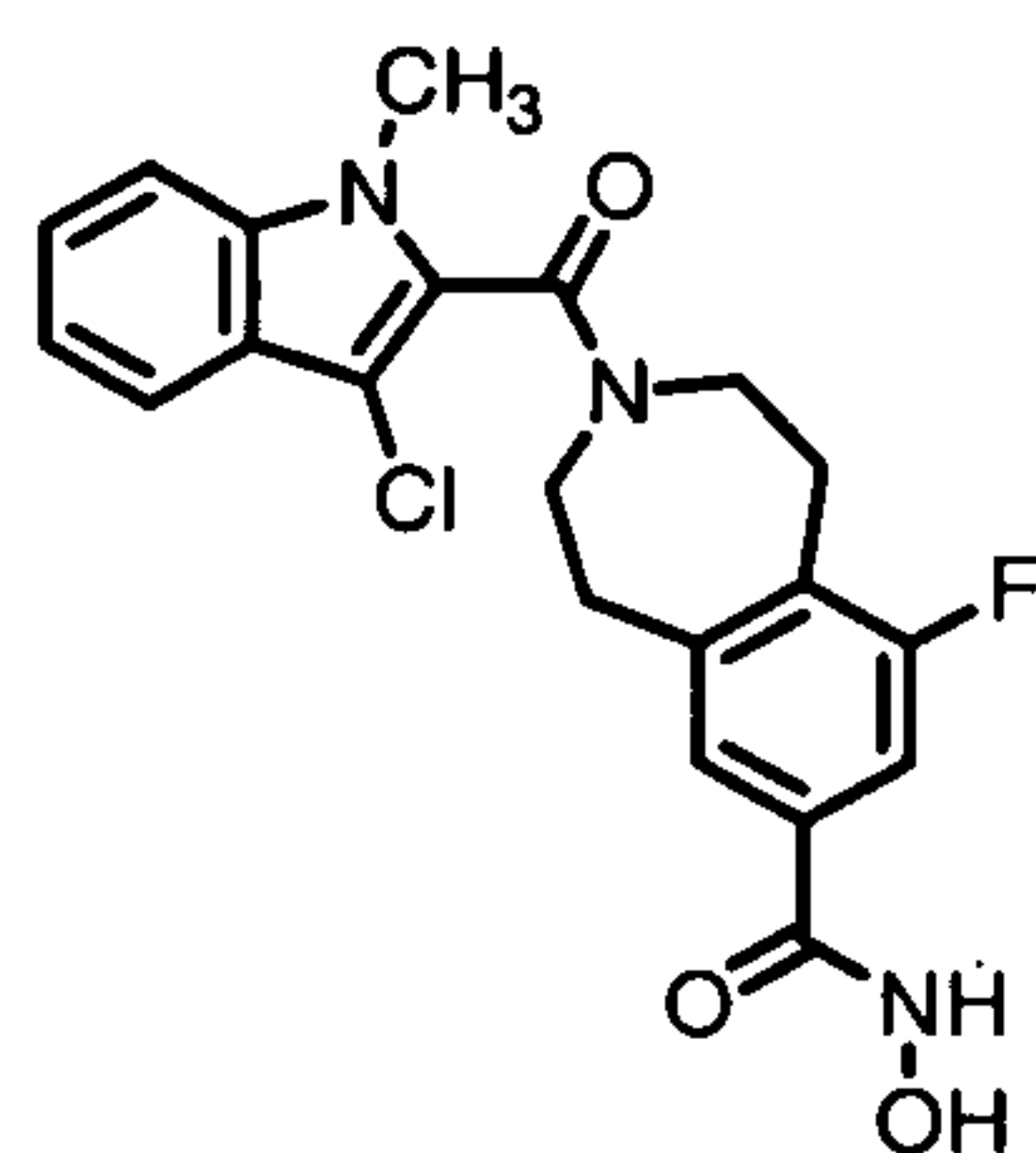
131



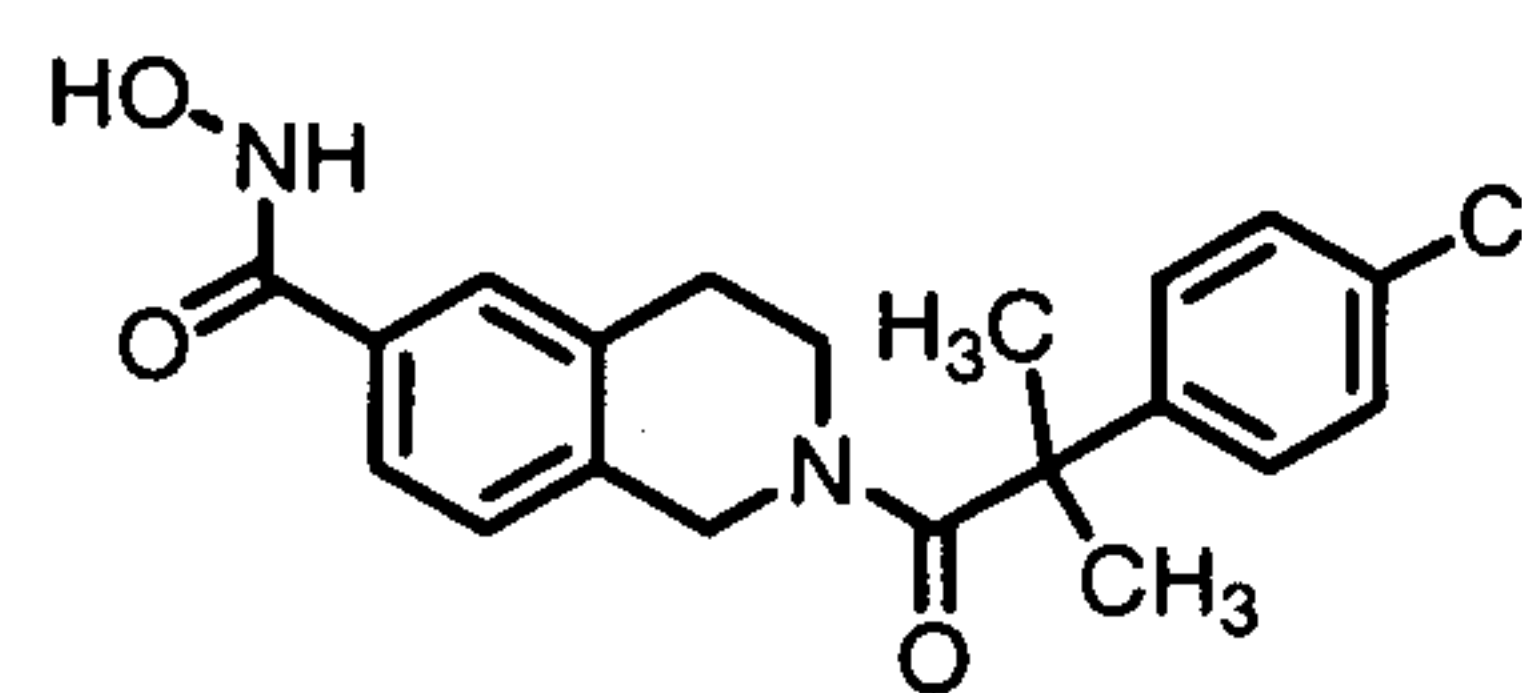
132



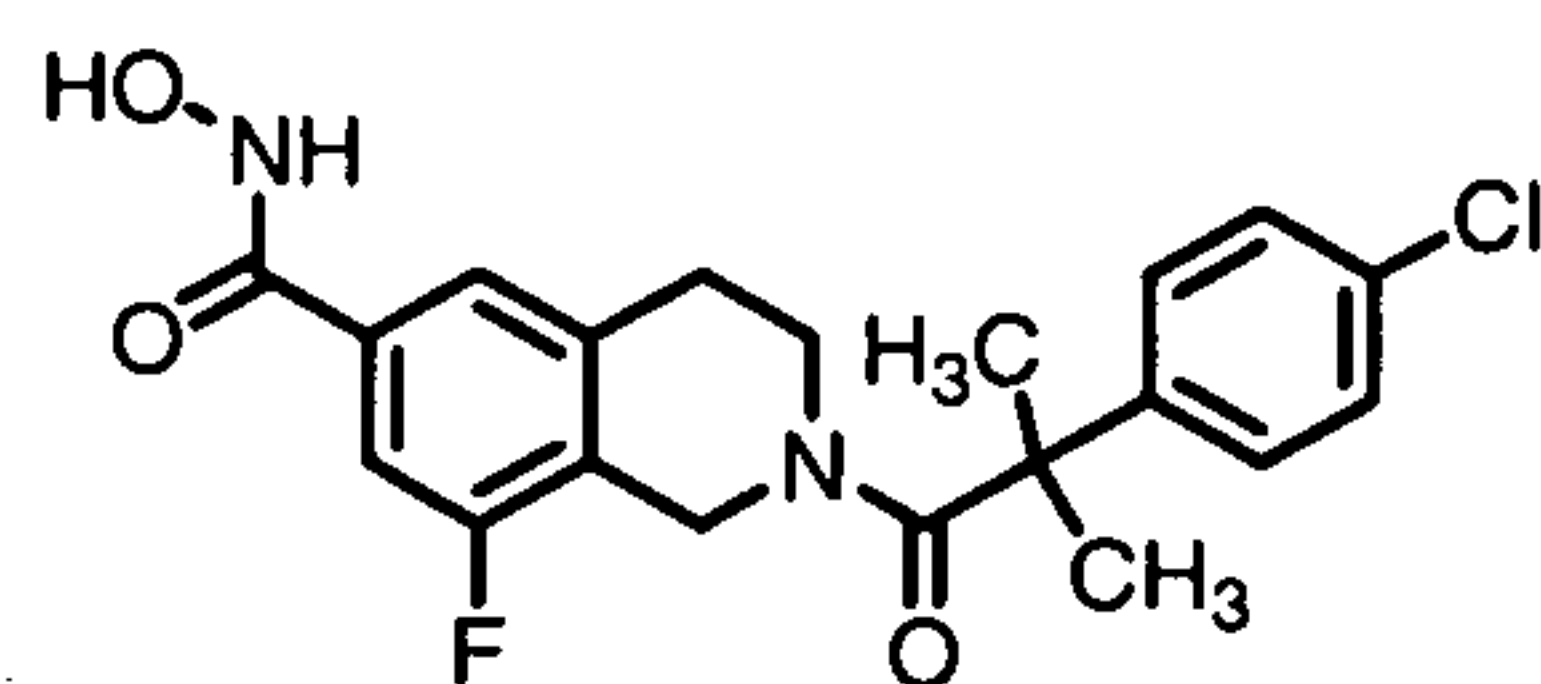
133



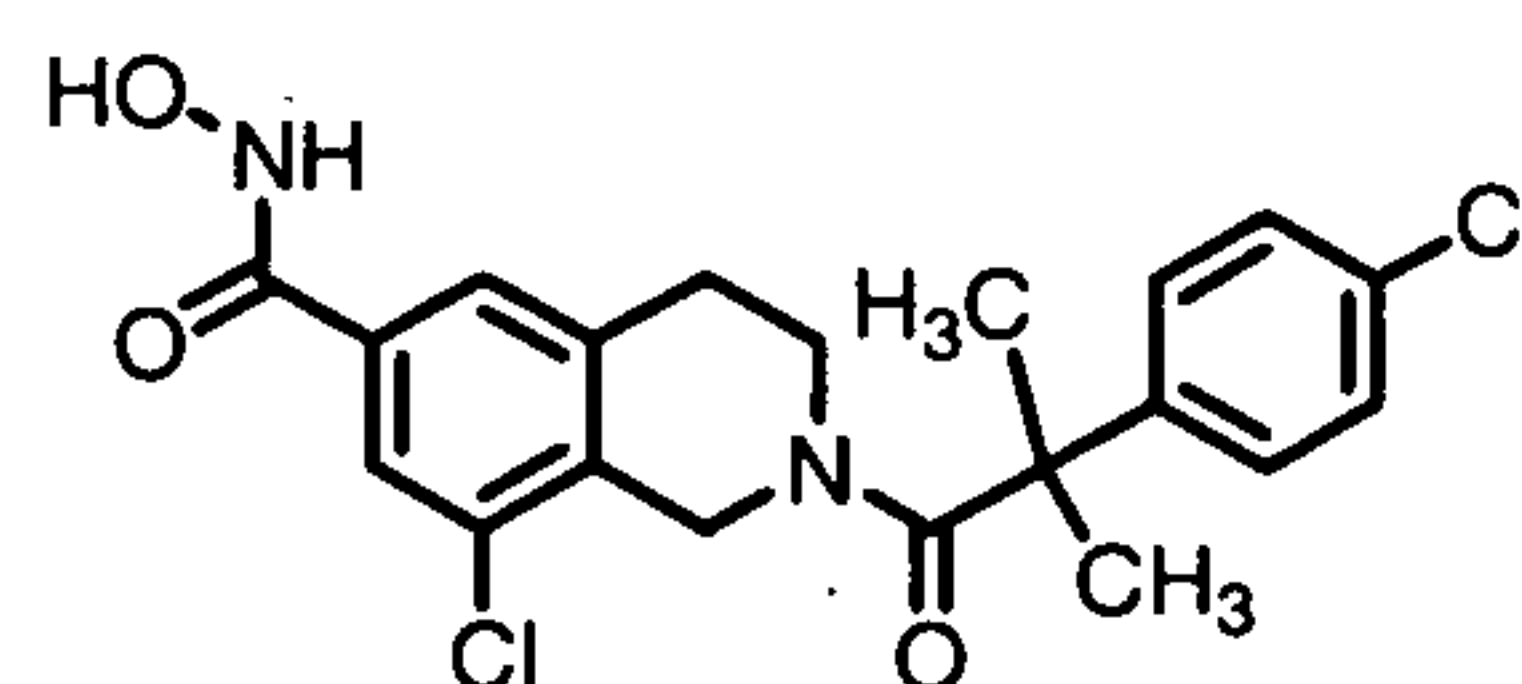
134



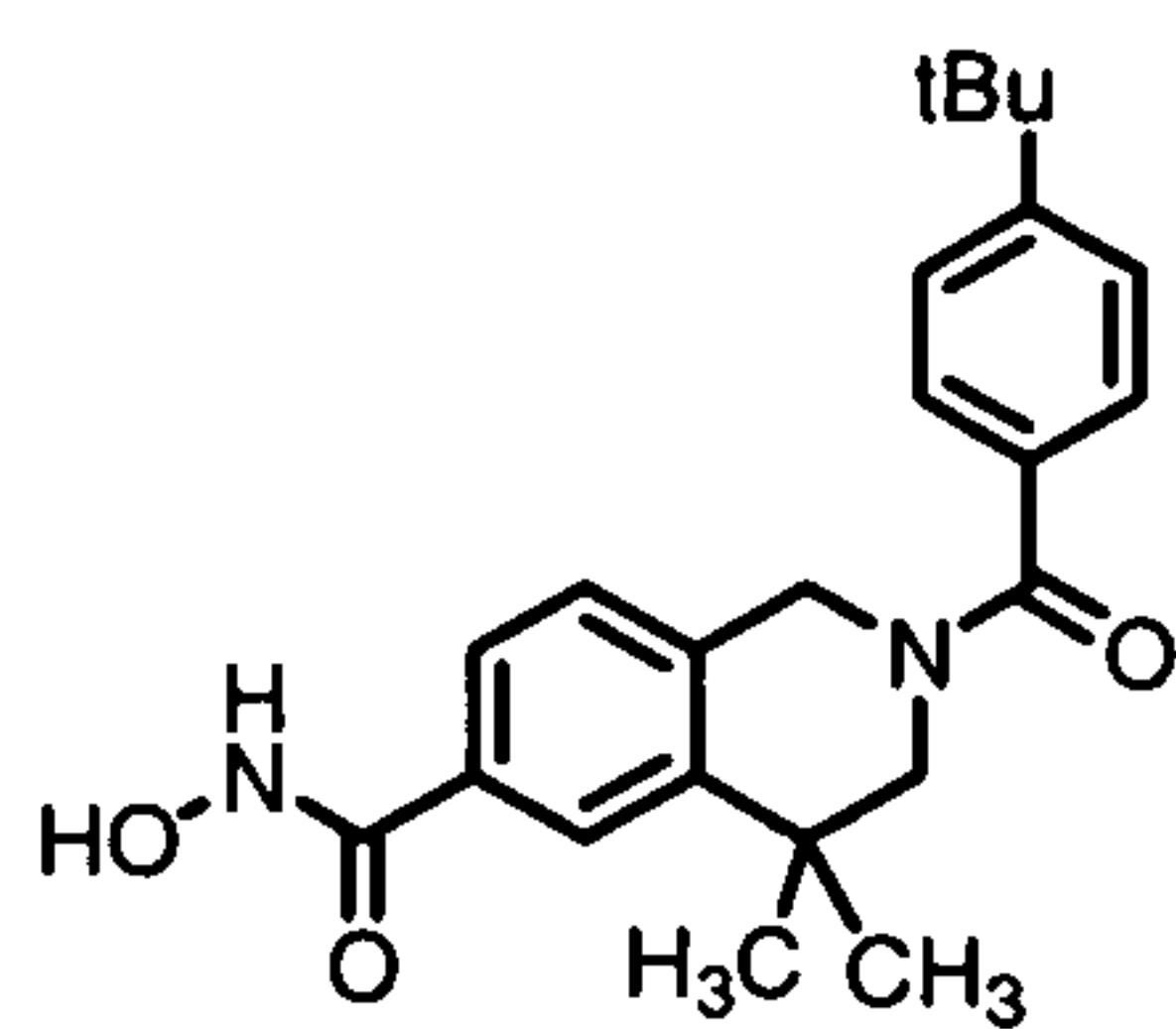
135



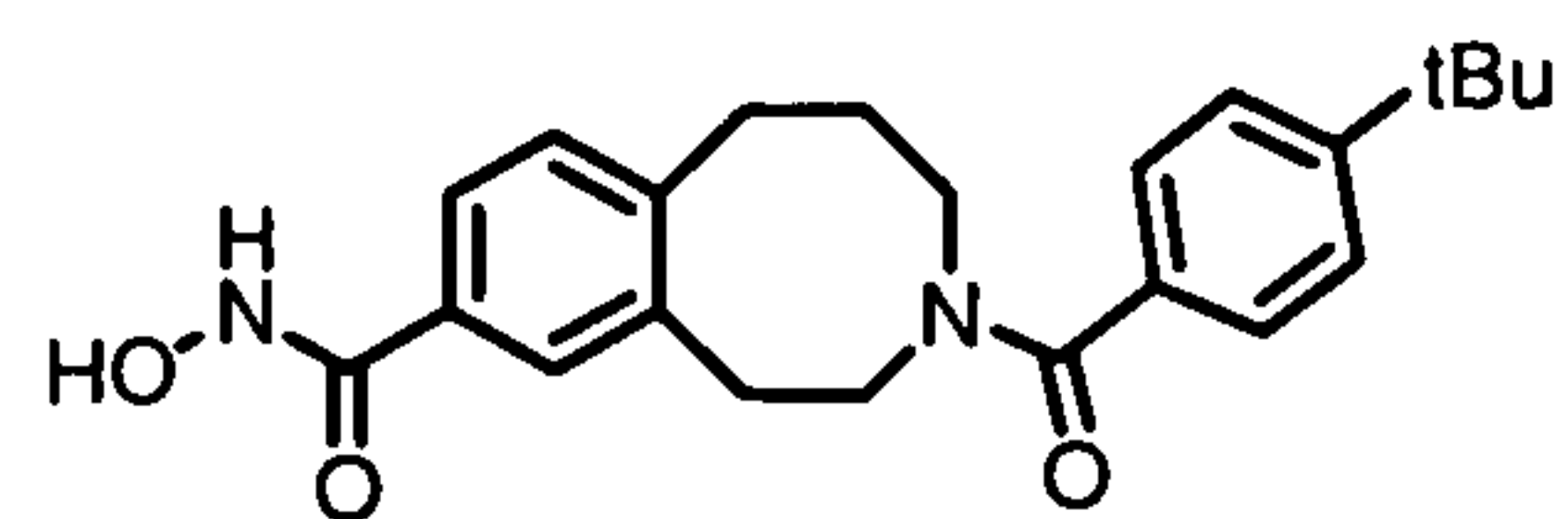
136



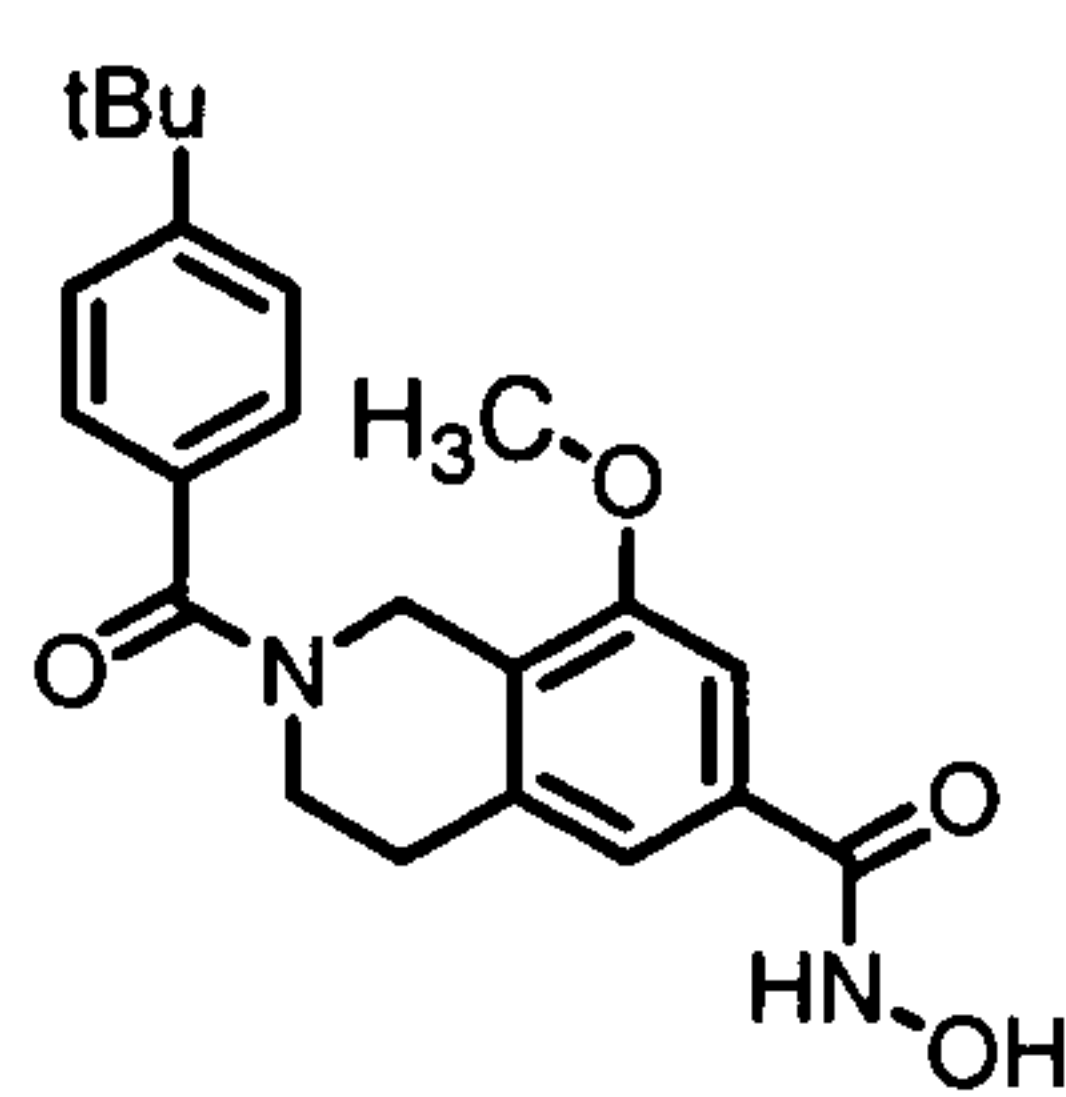
137



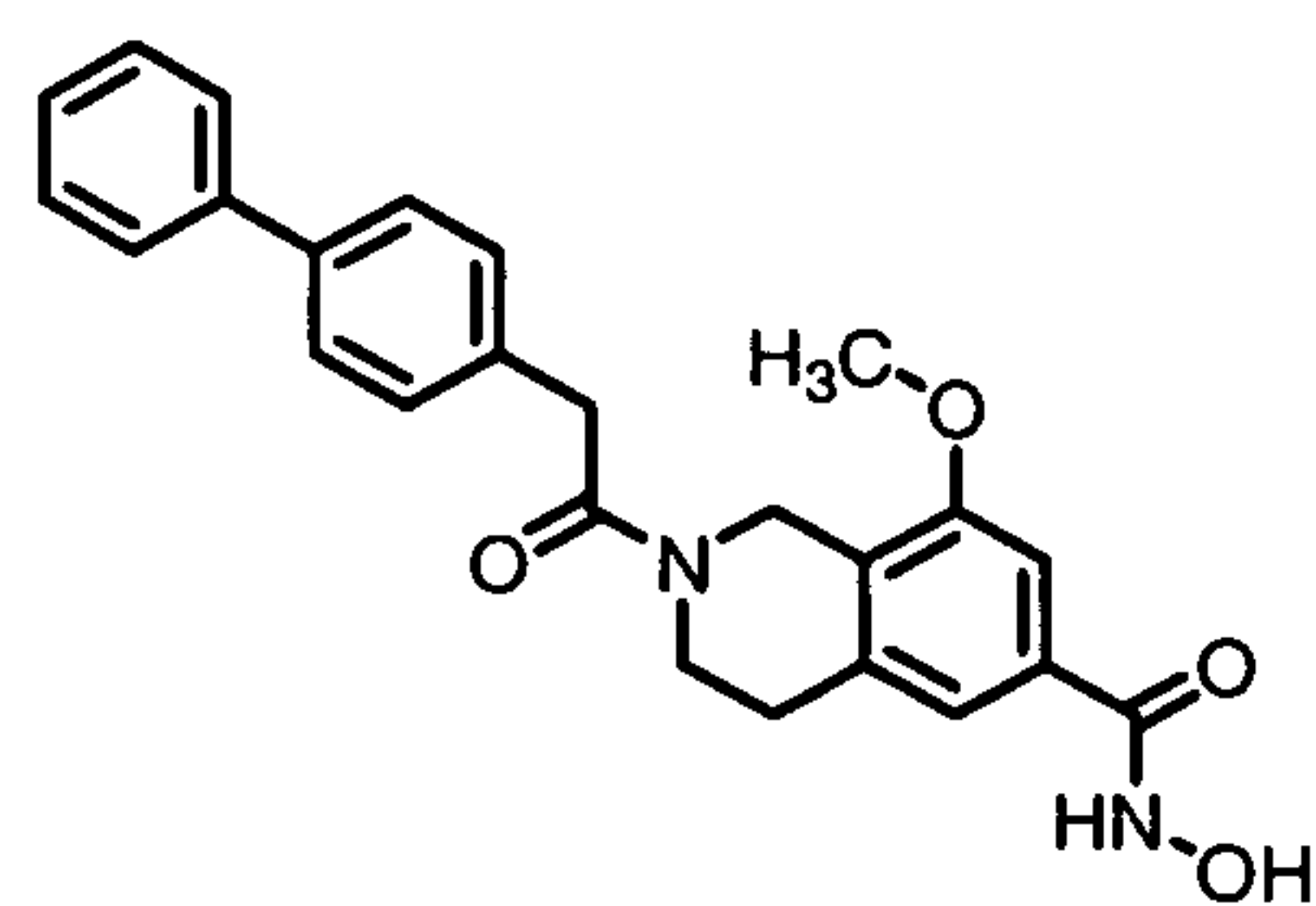
138



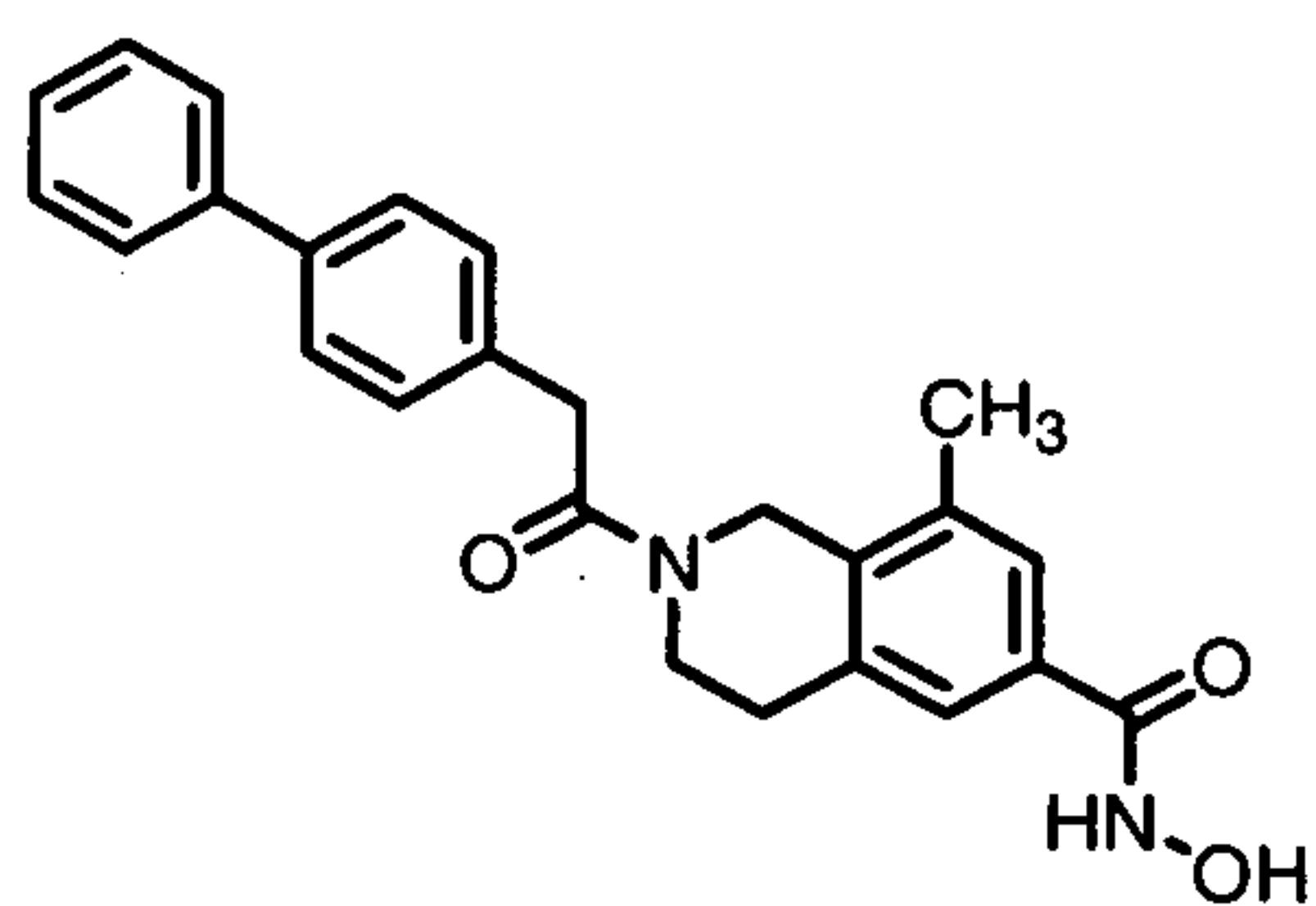
139



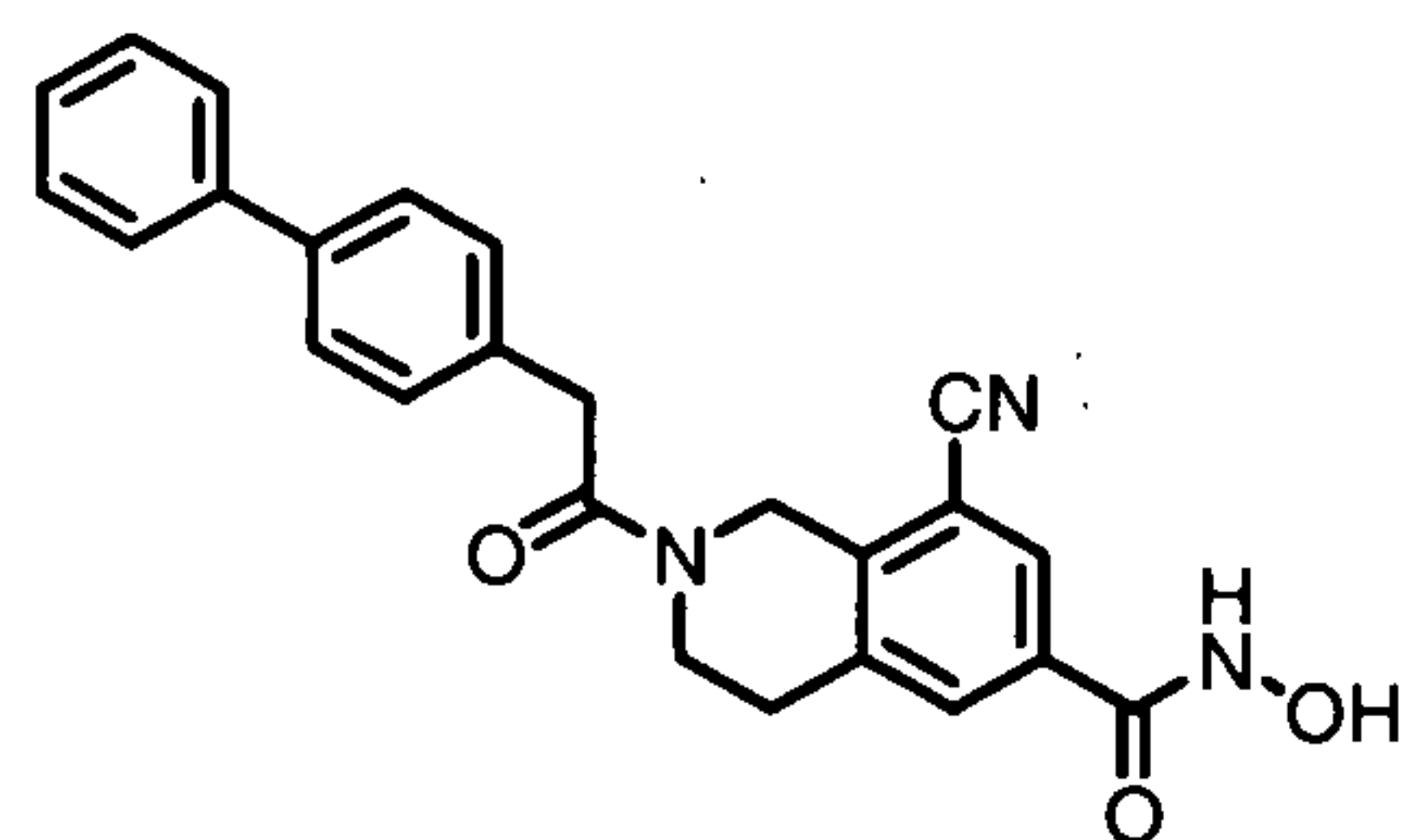
140



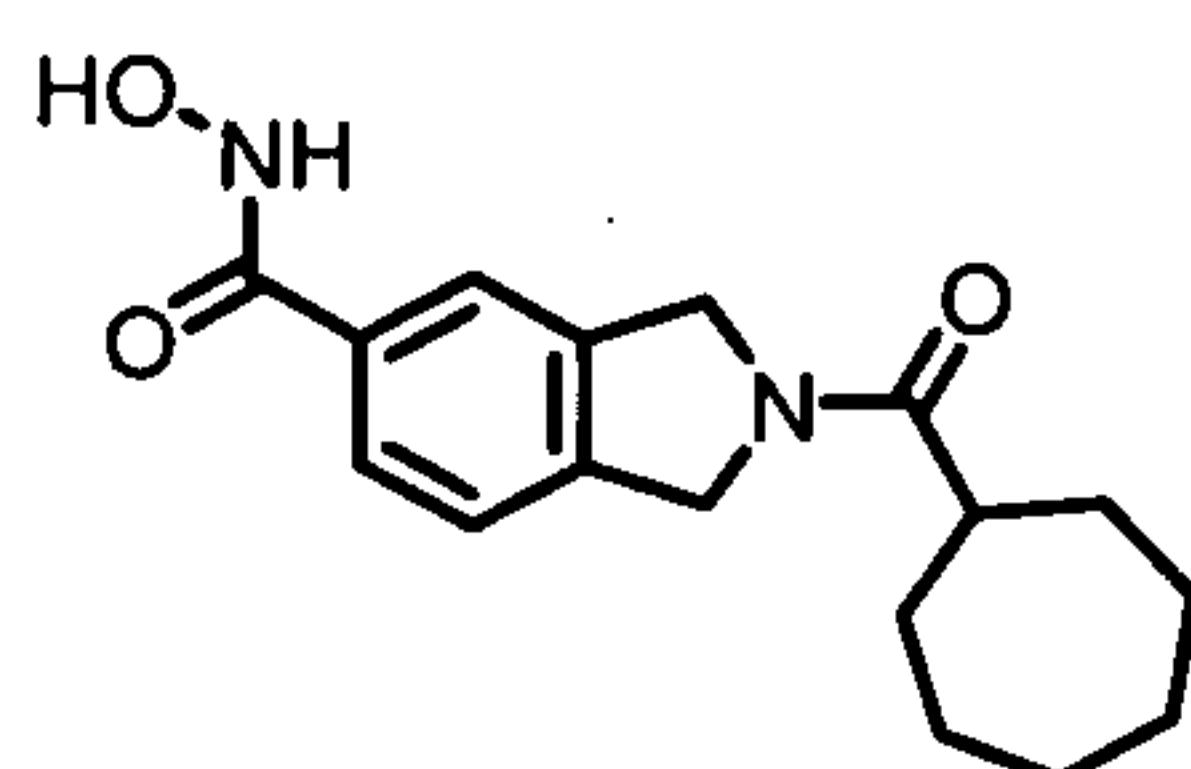
141



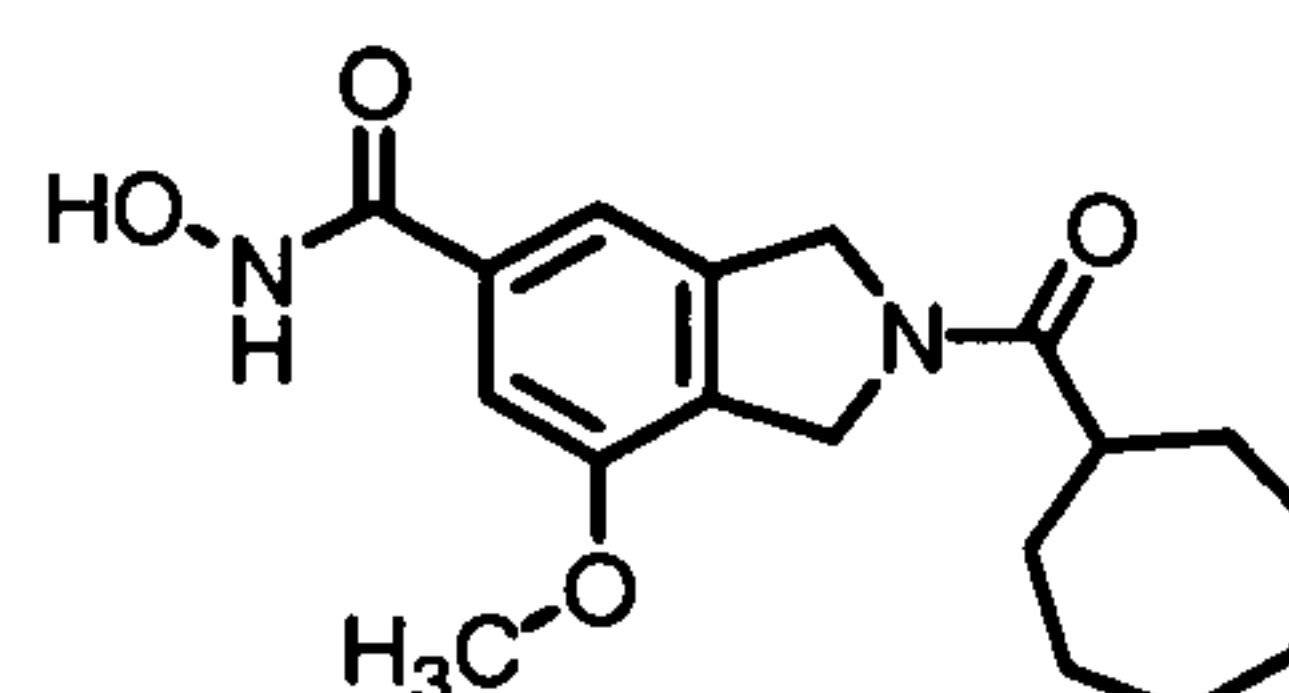
142



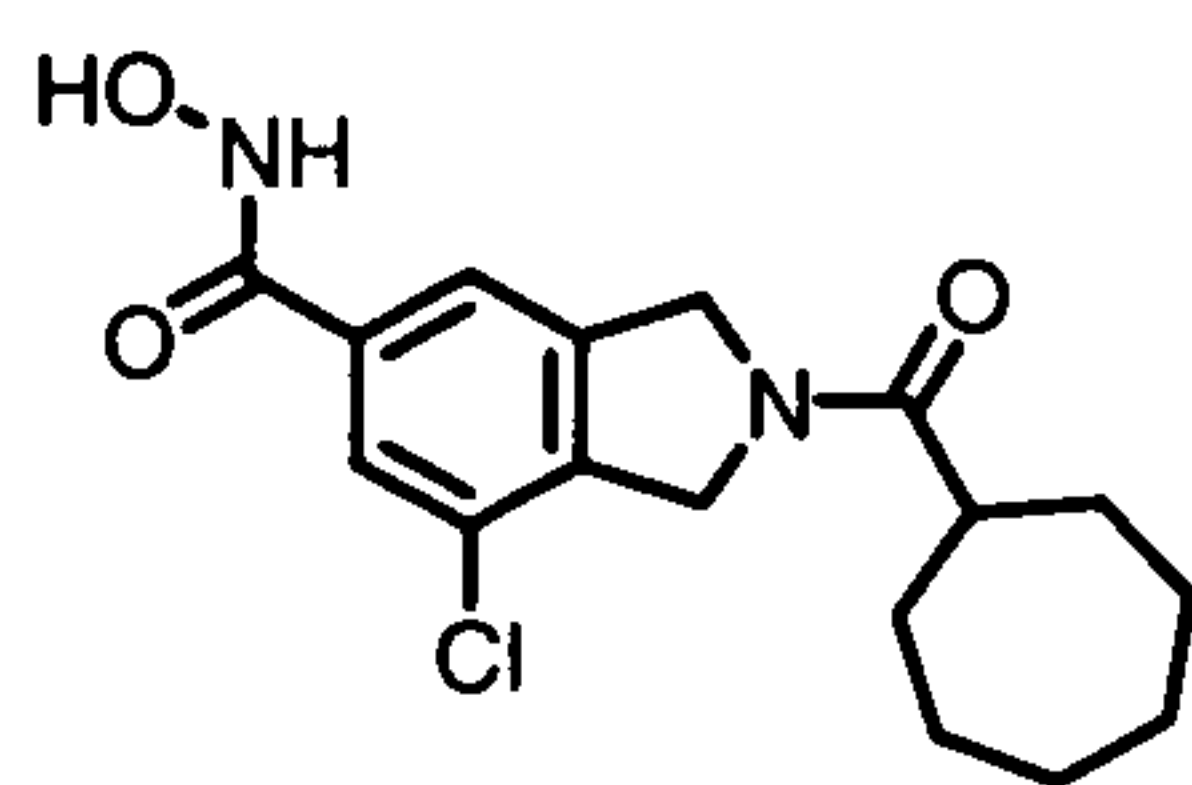
143



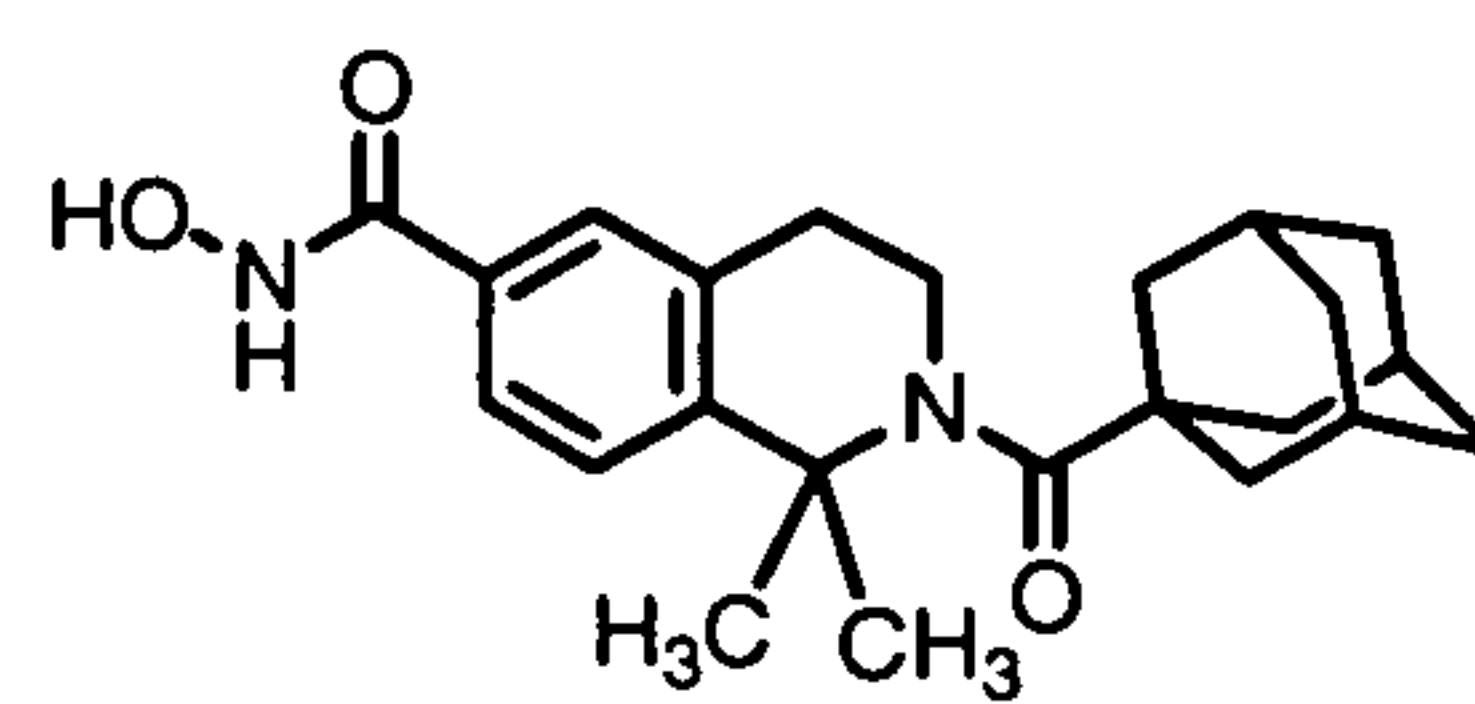
144



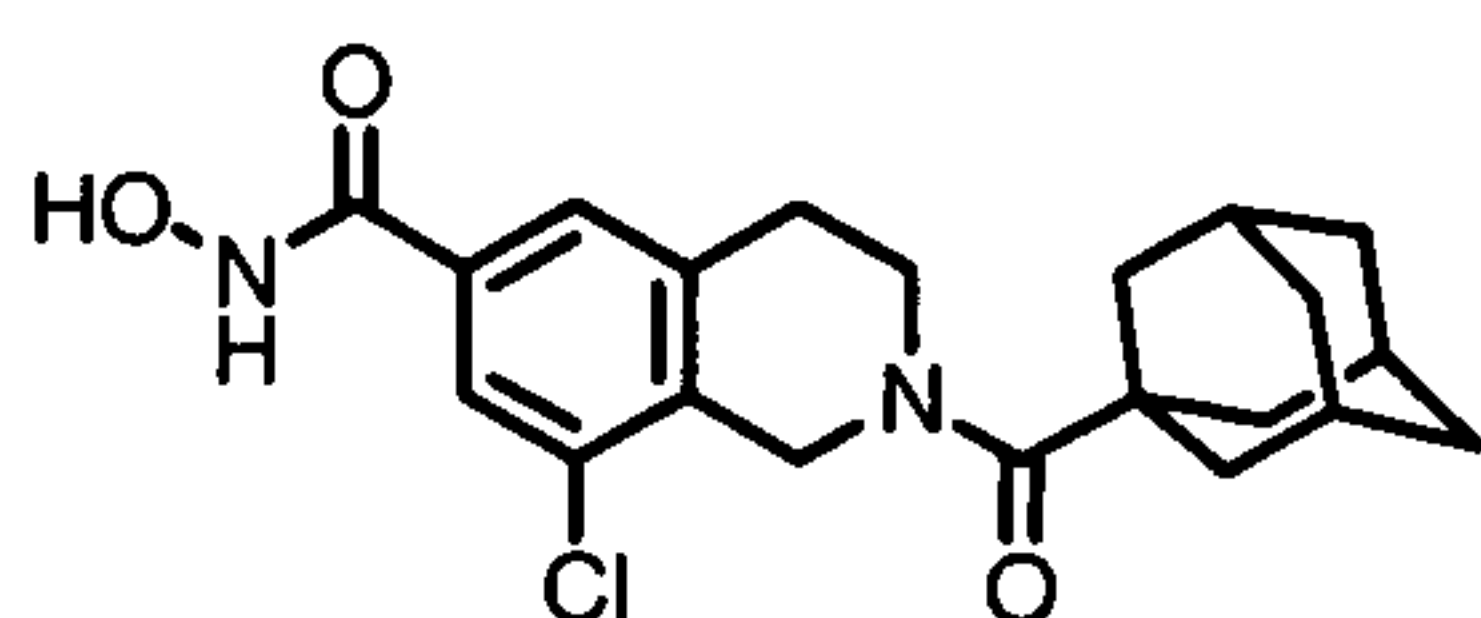
145



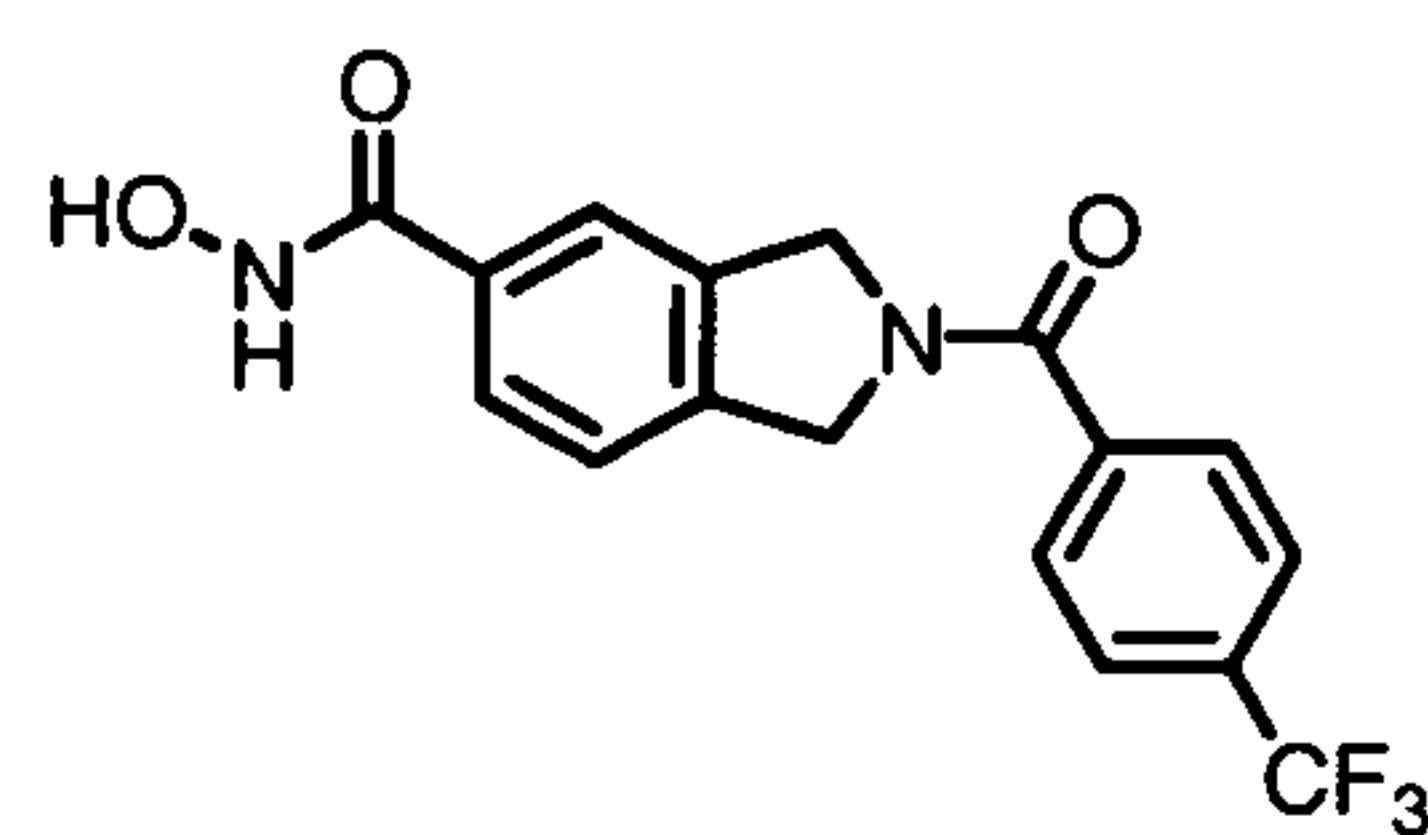
146



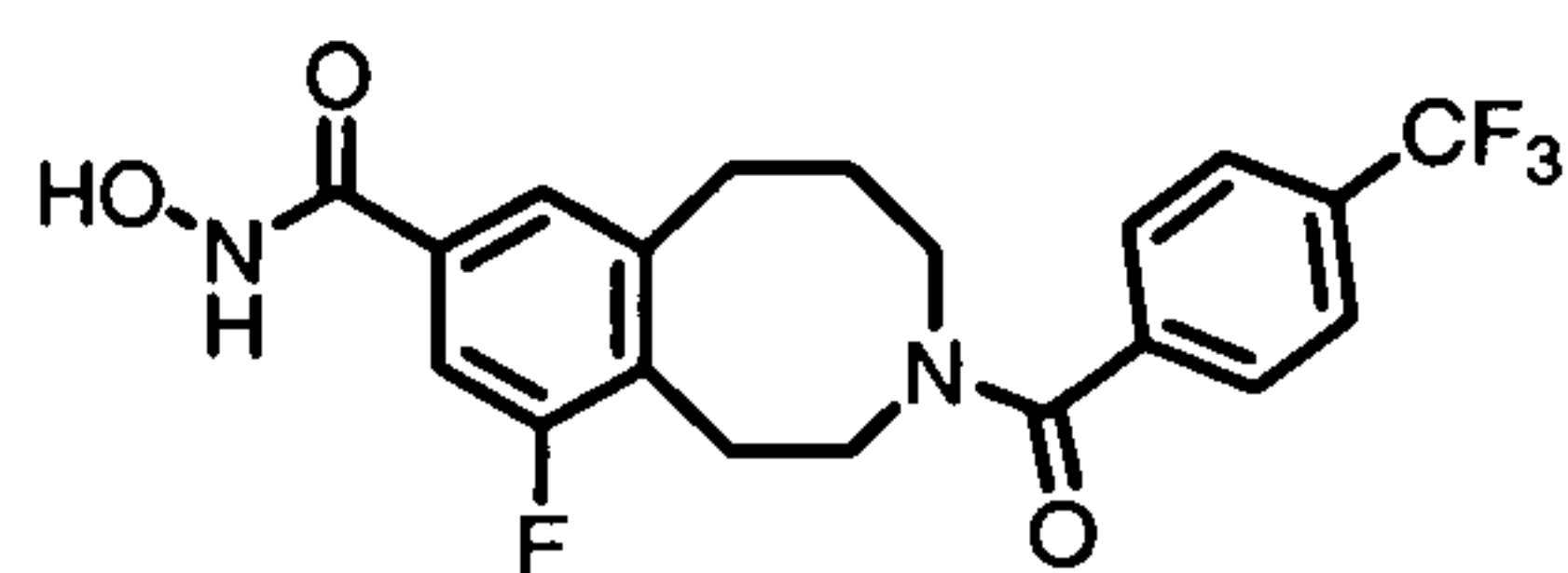
147



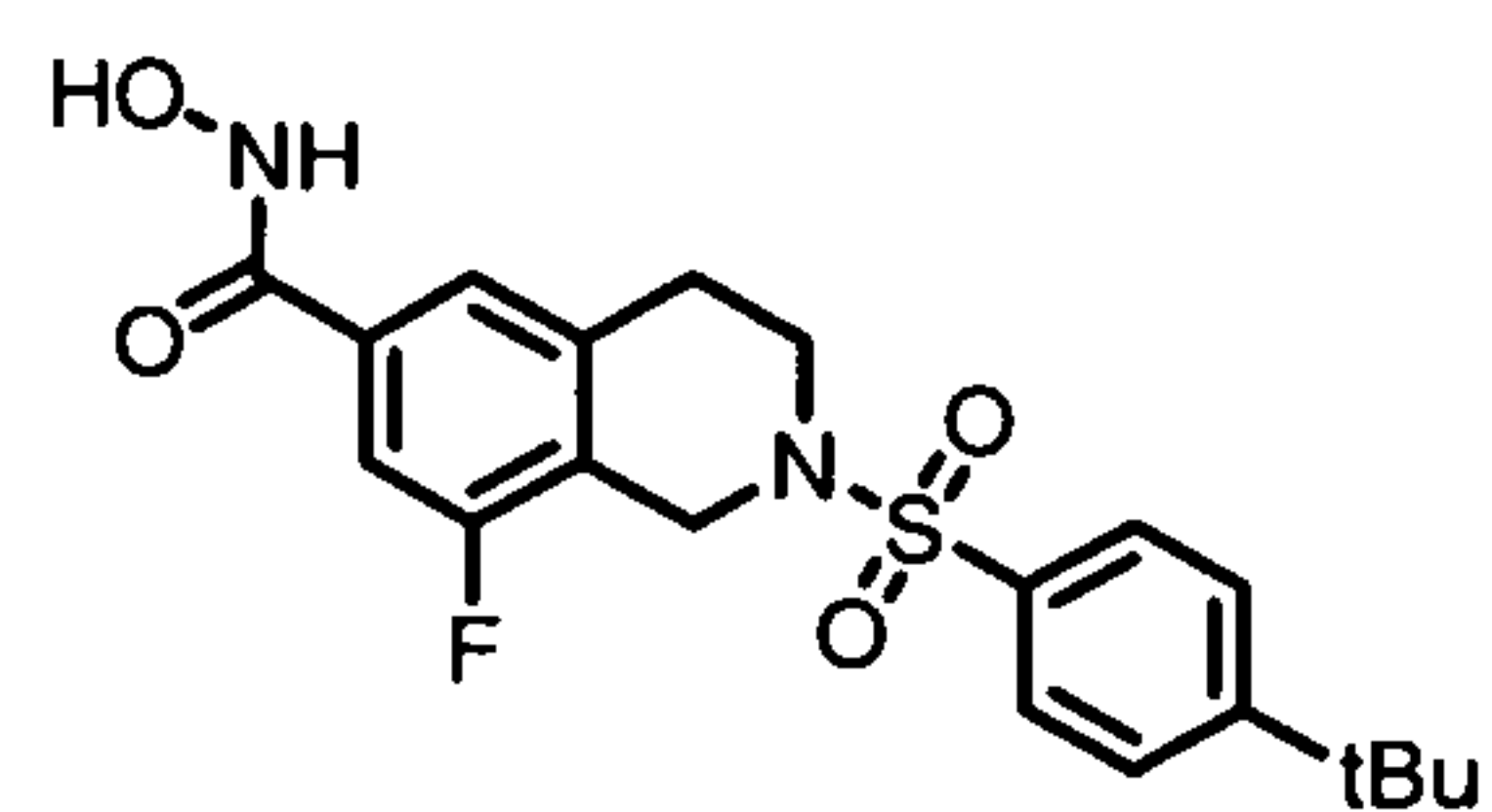
148



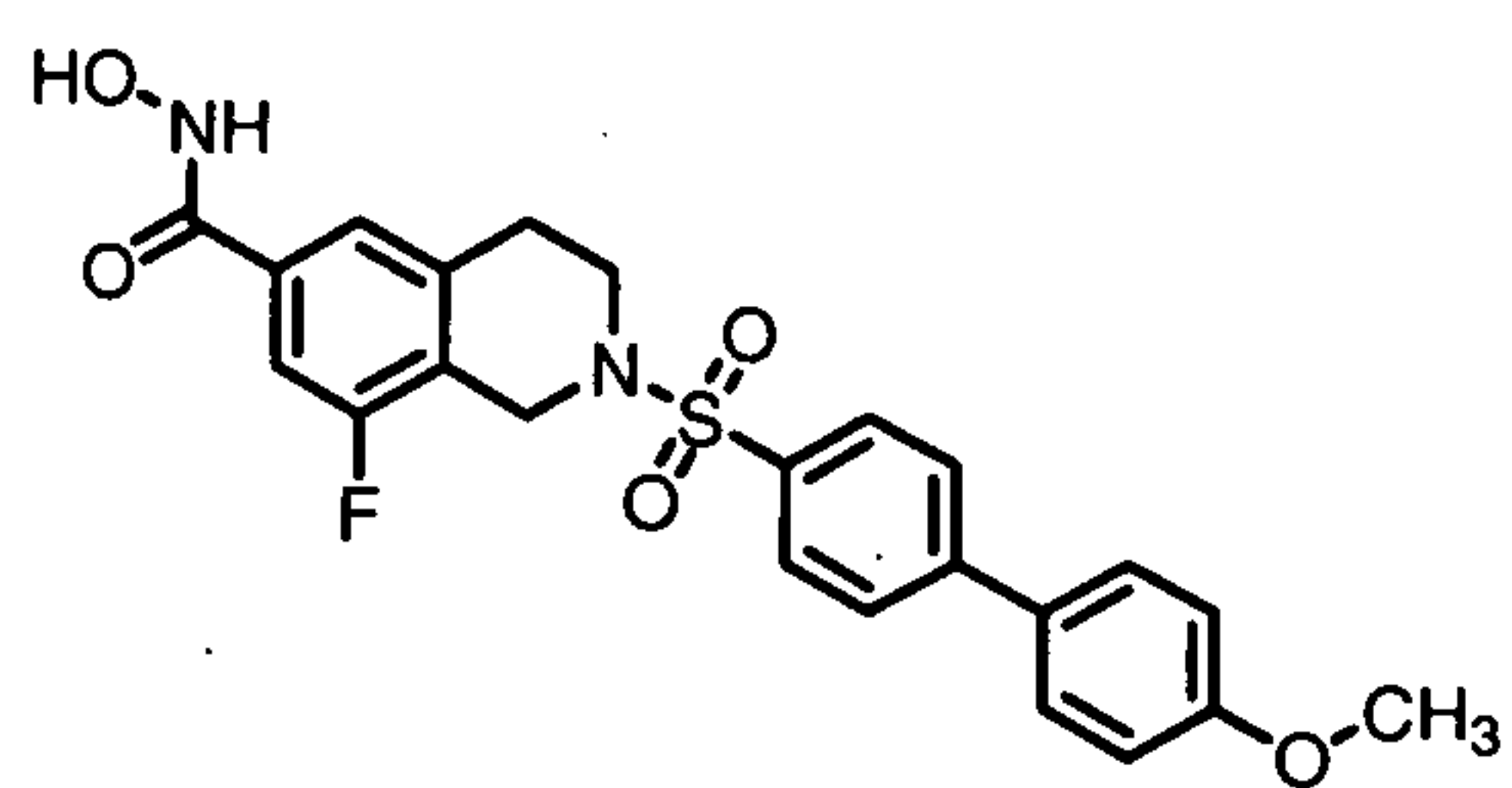
149



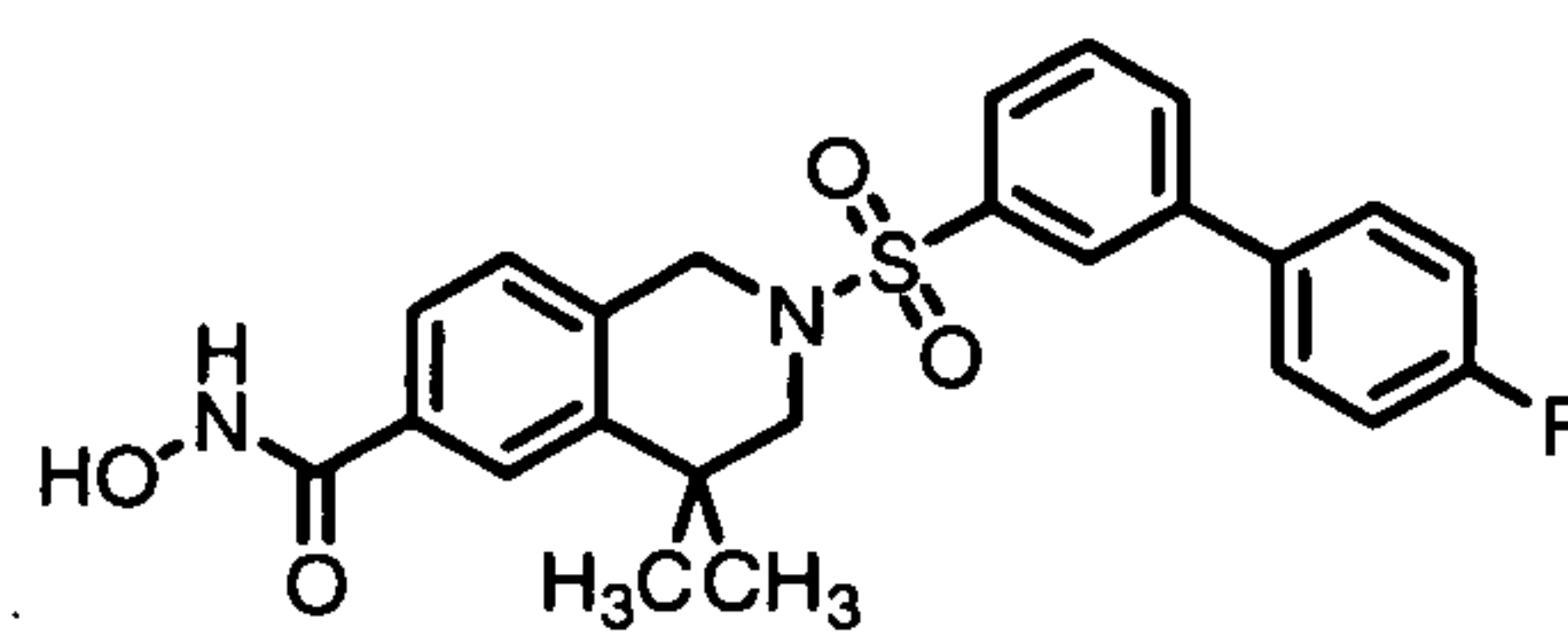
150



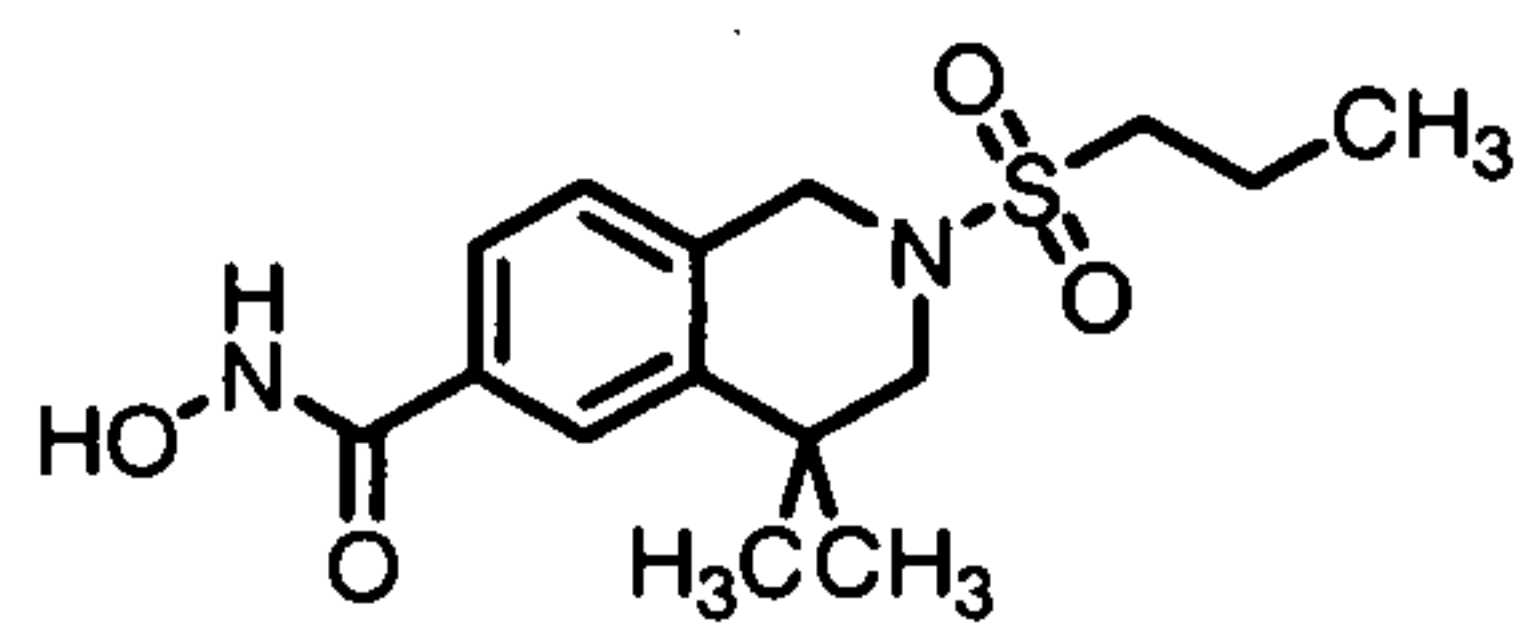
153



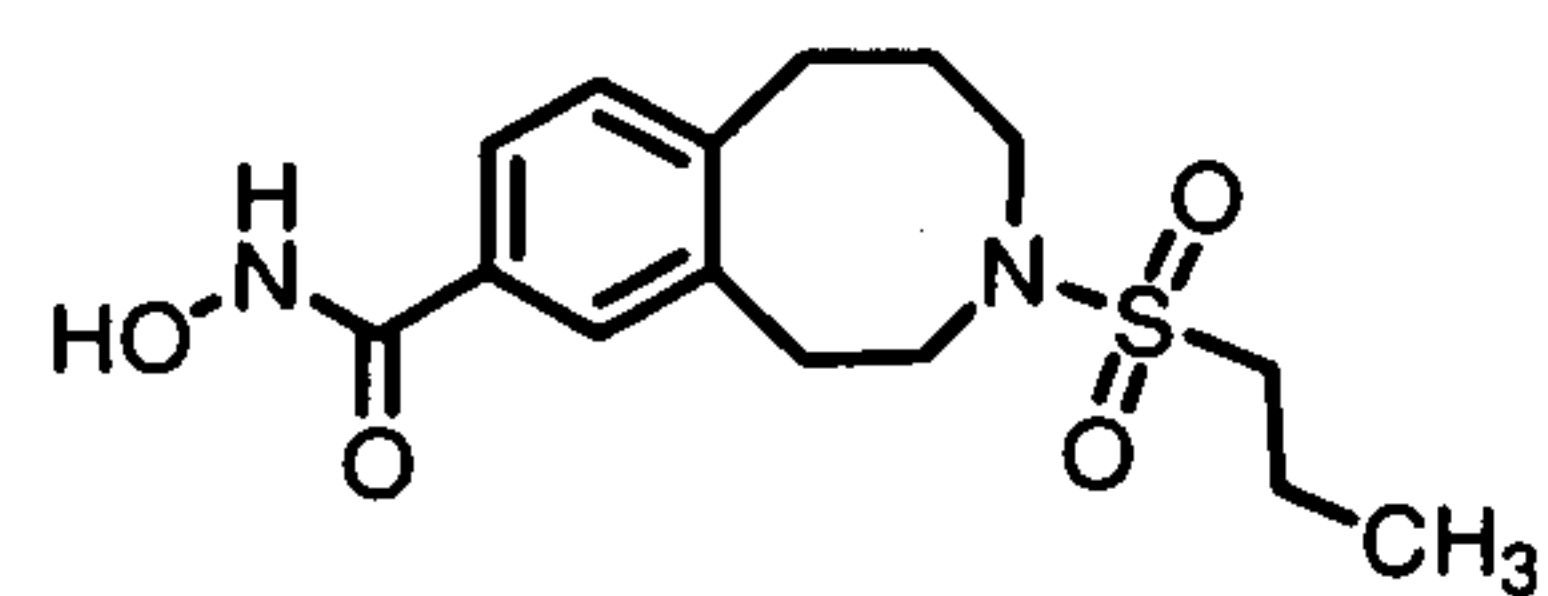
154



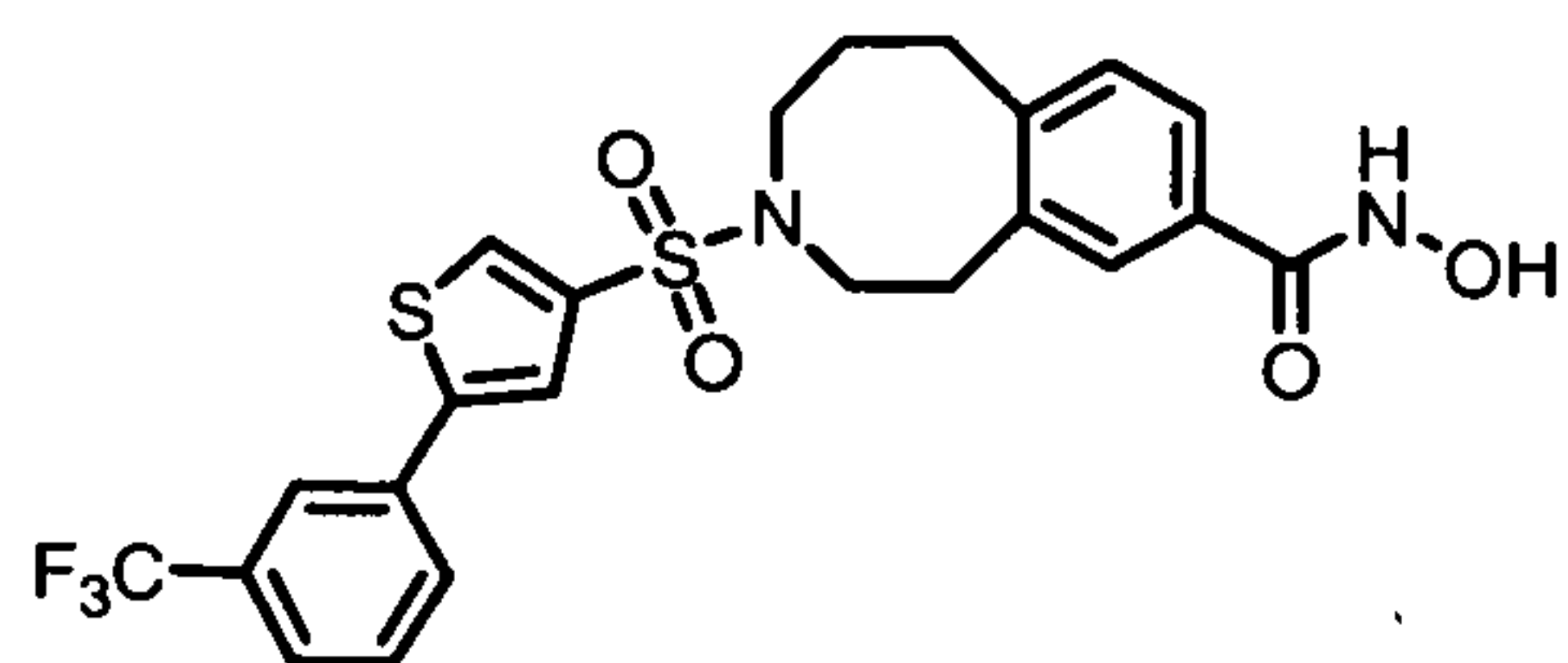
155



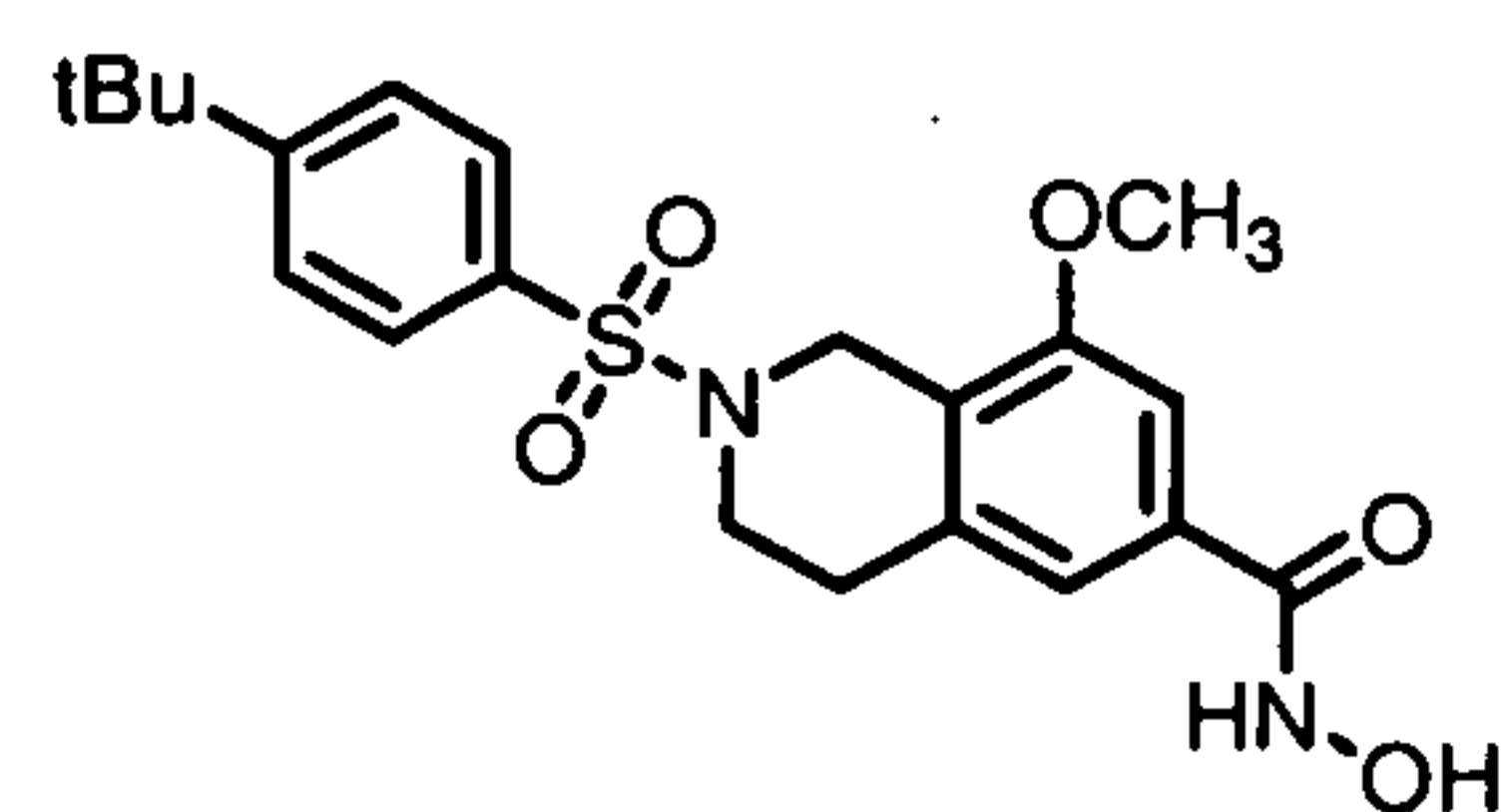
156



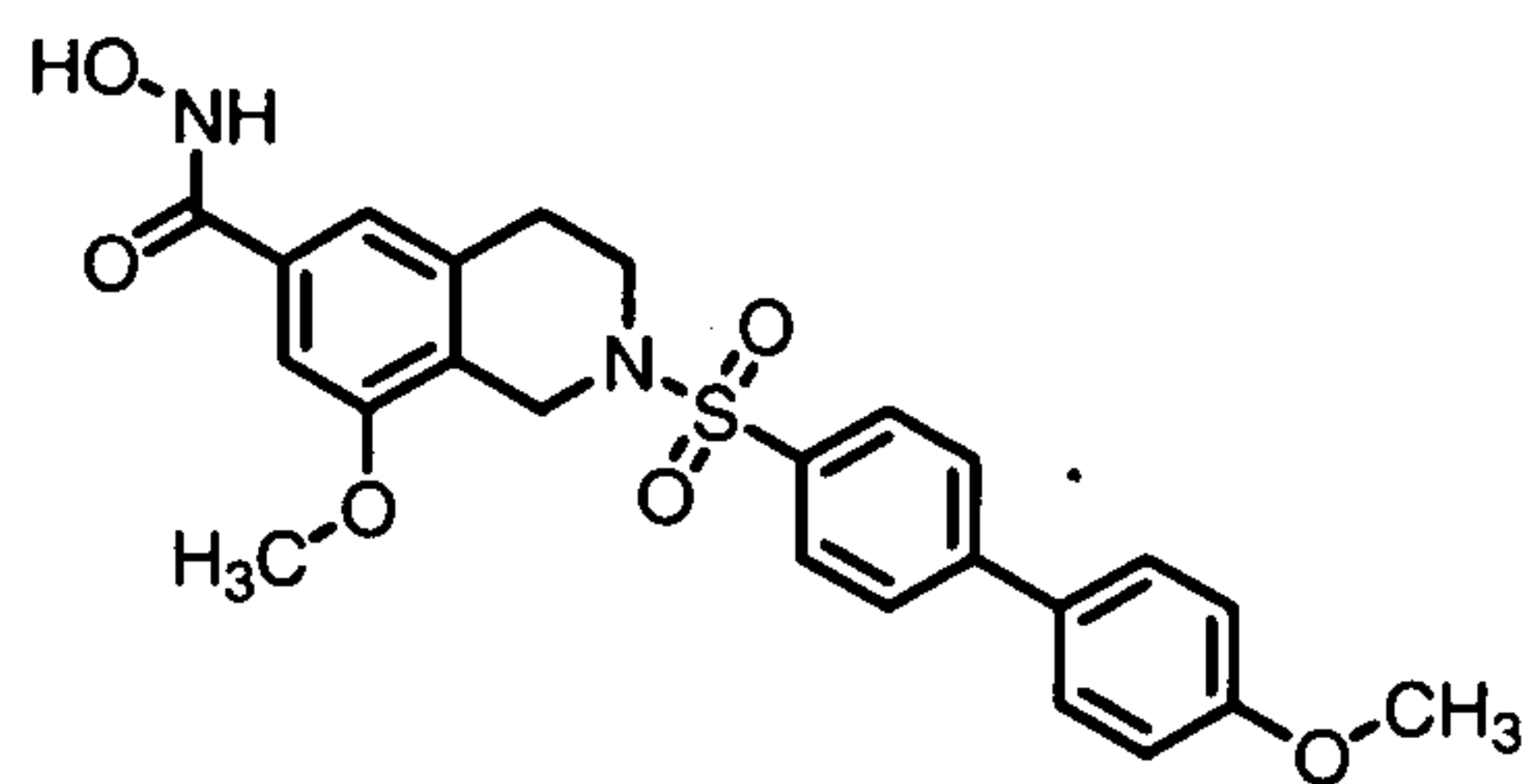
157



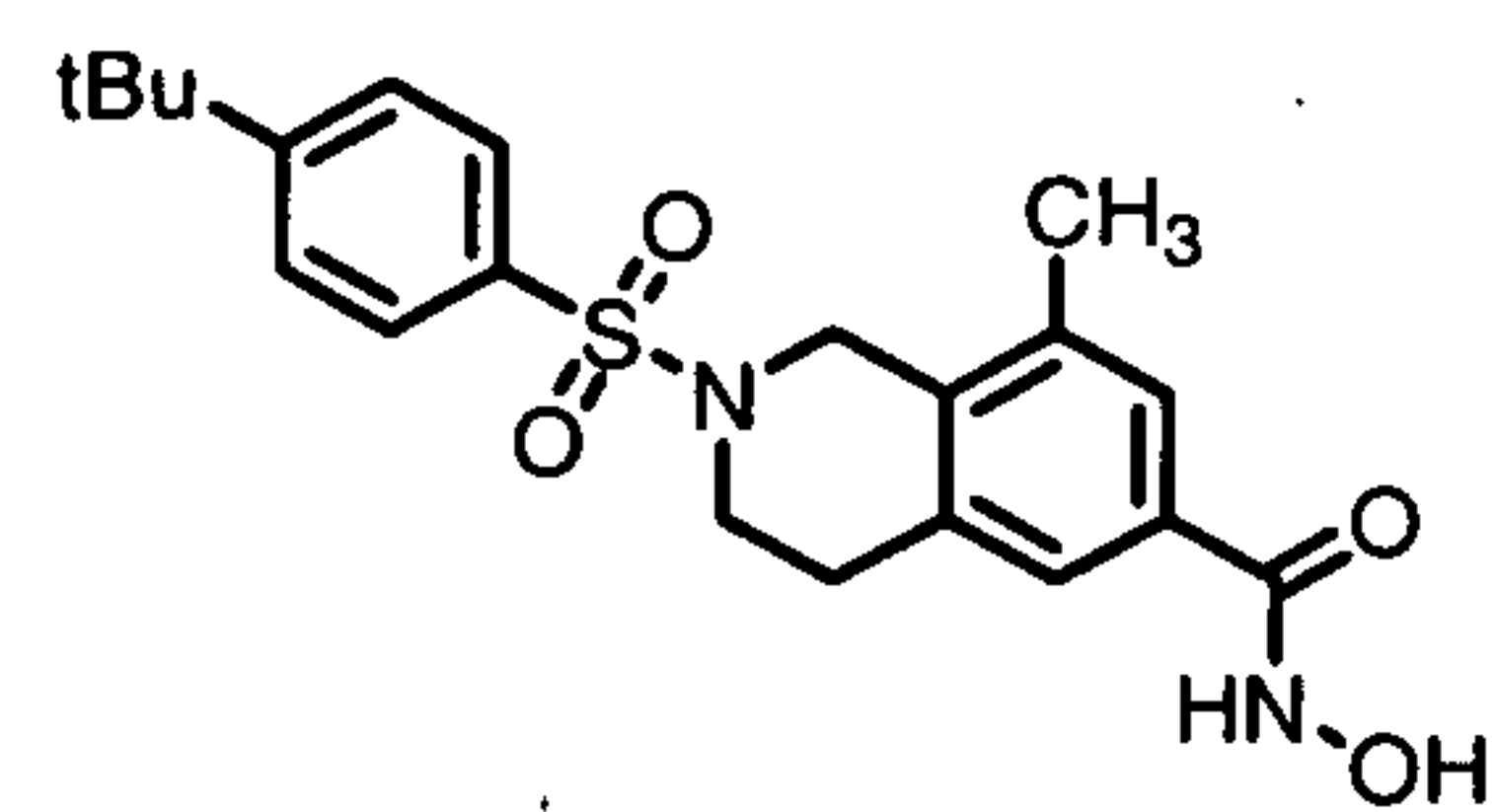
158



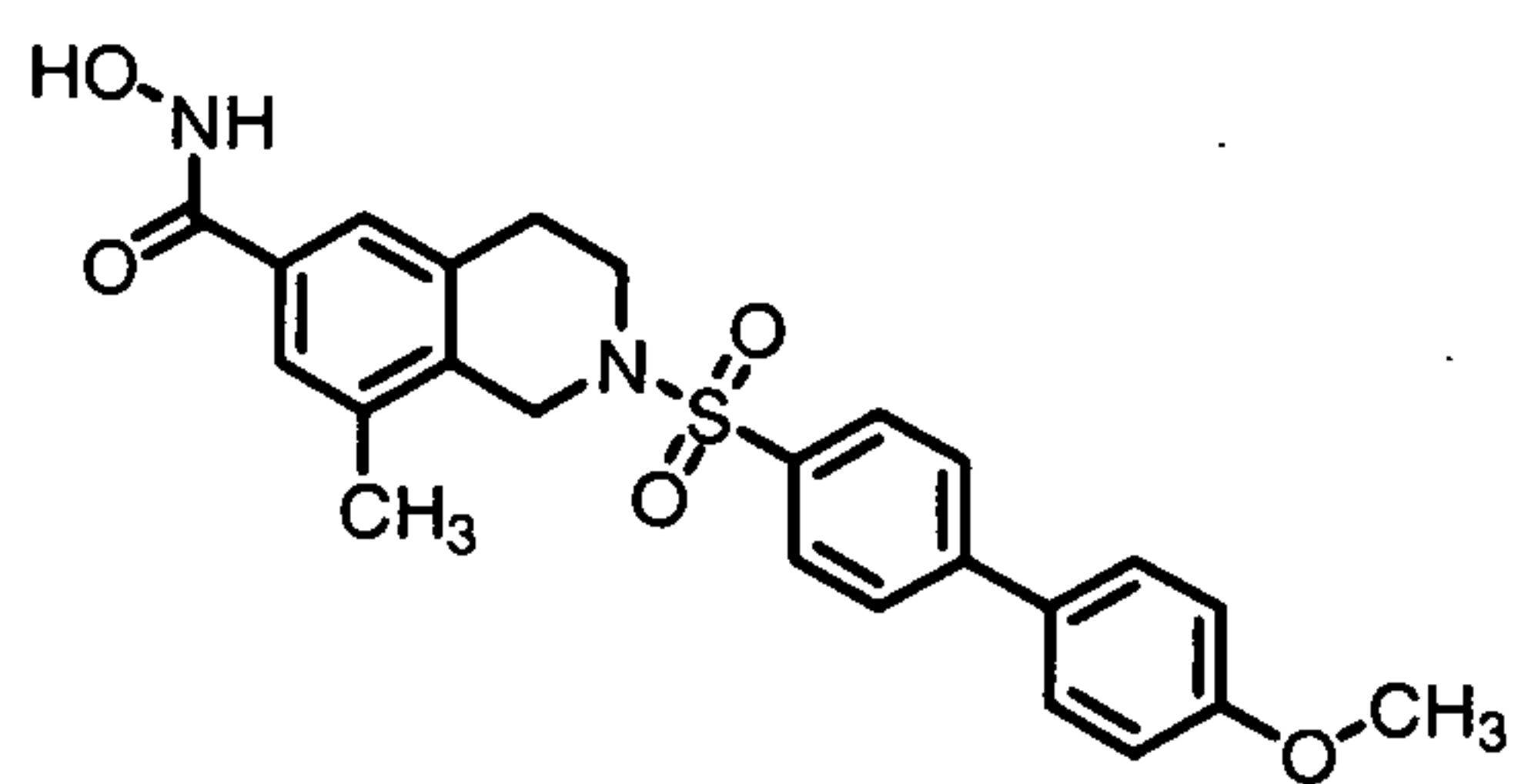
159



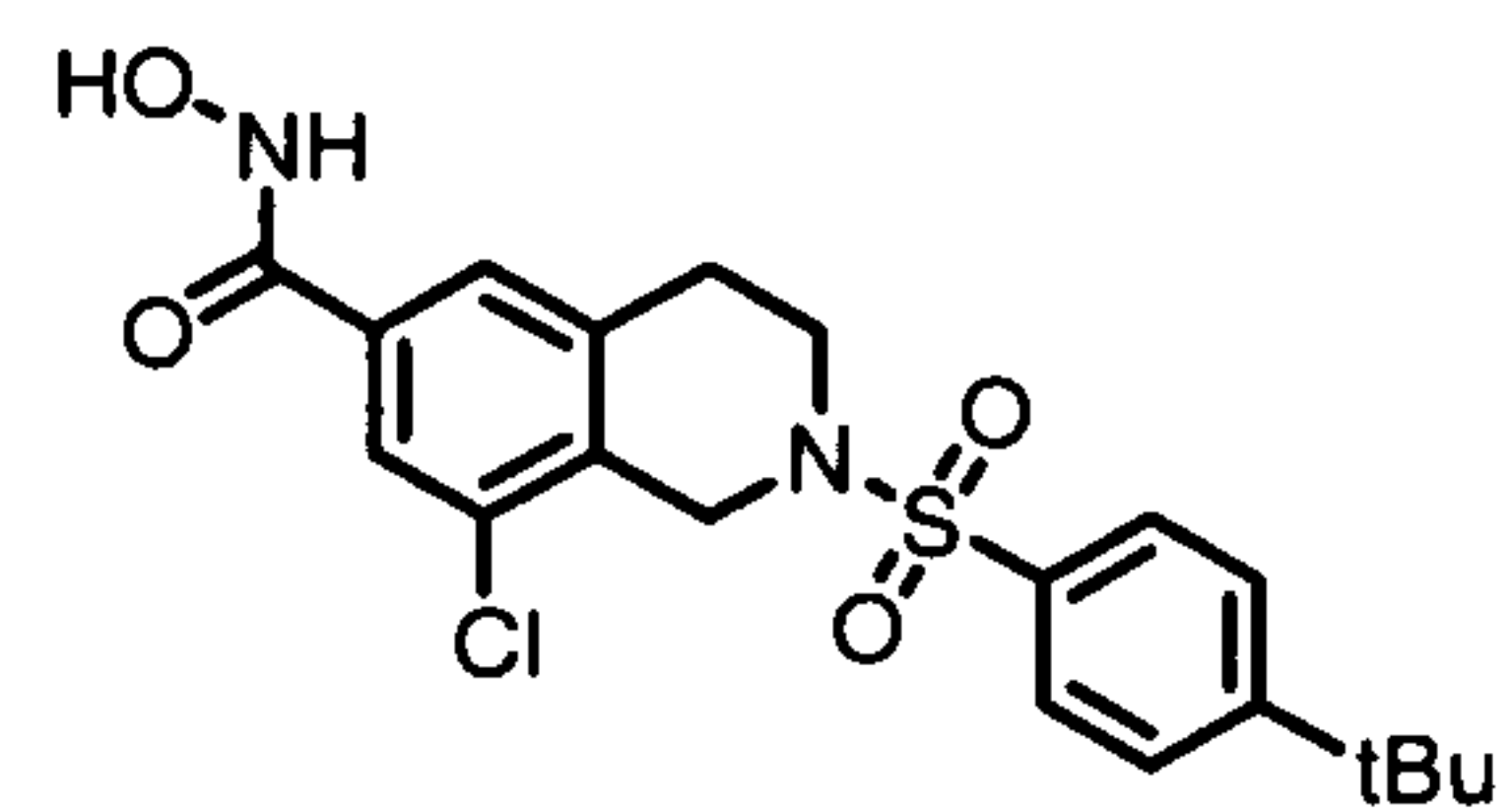
160



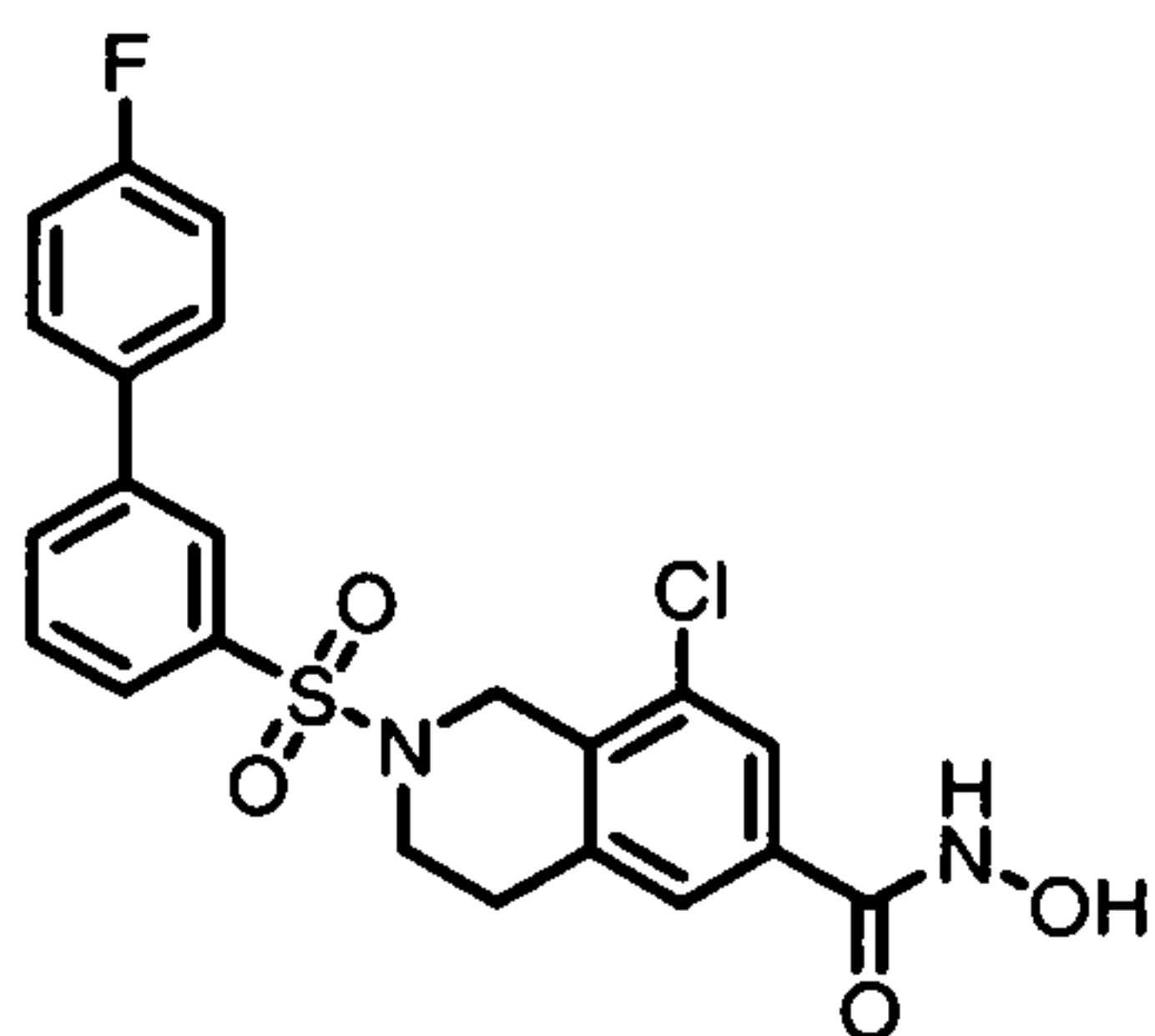
161



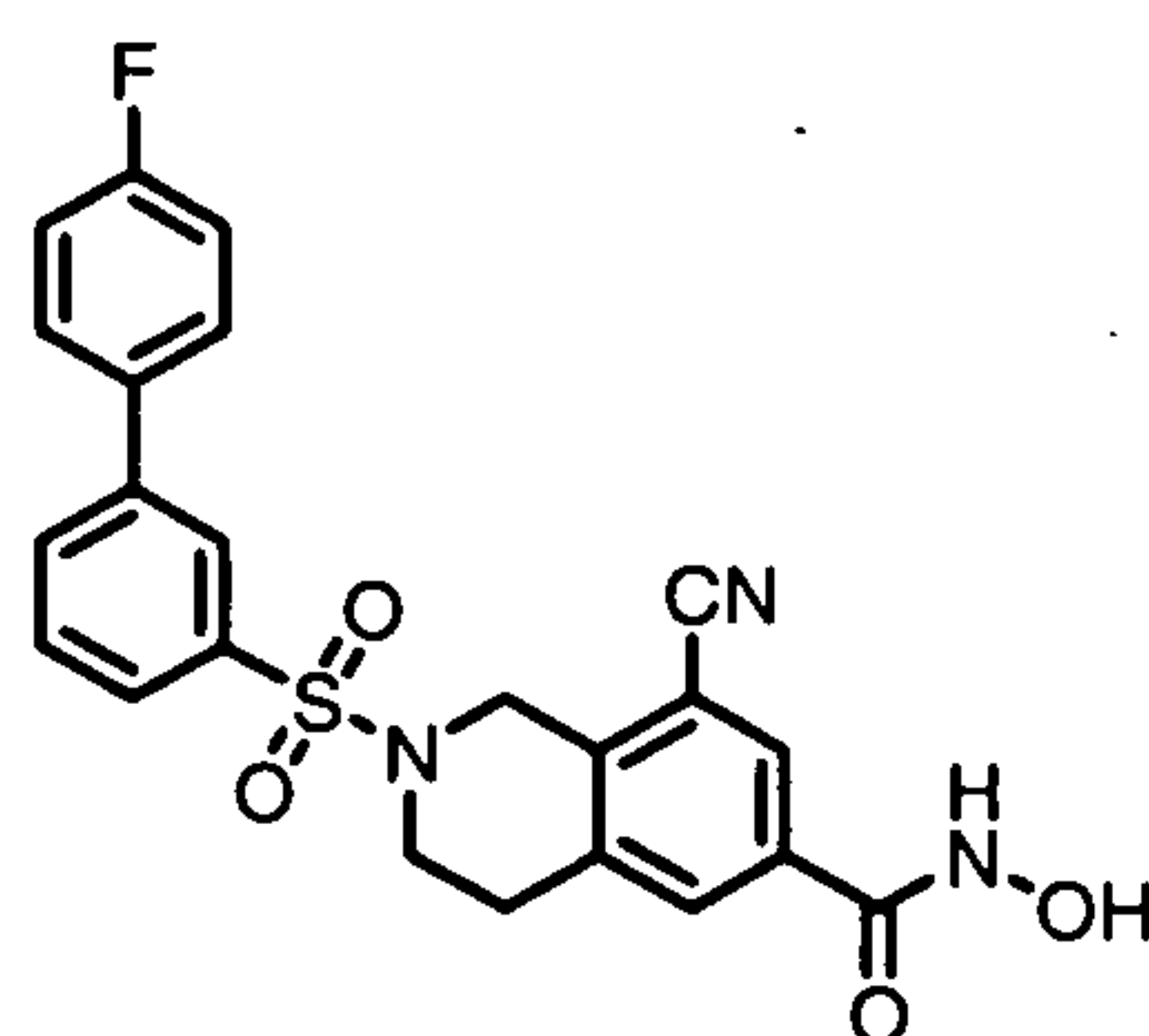
162



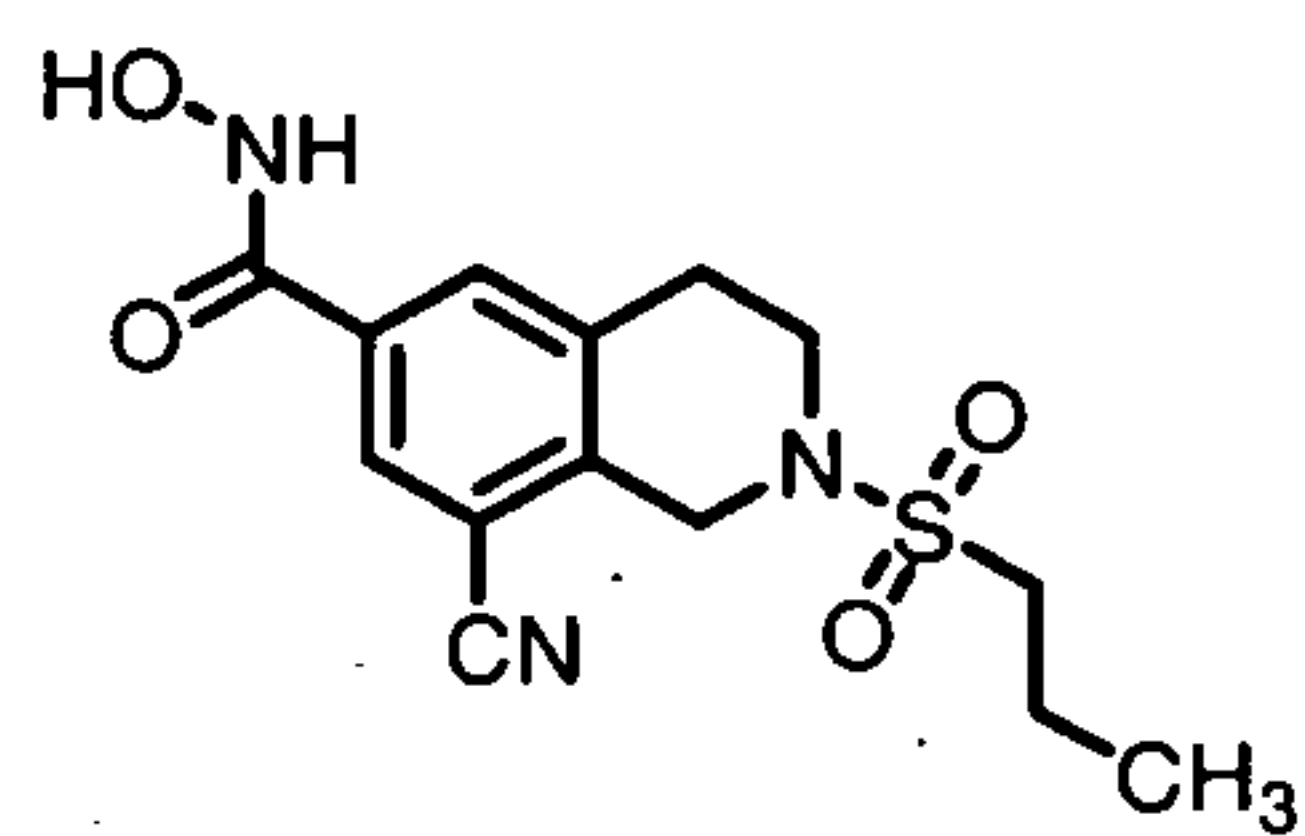
164



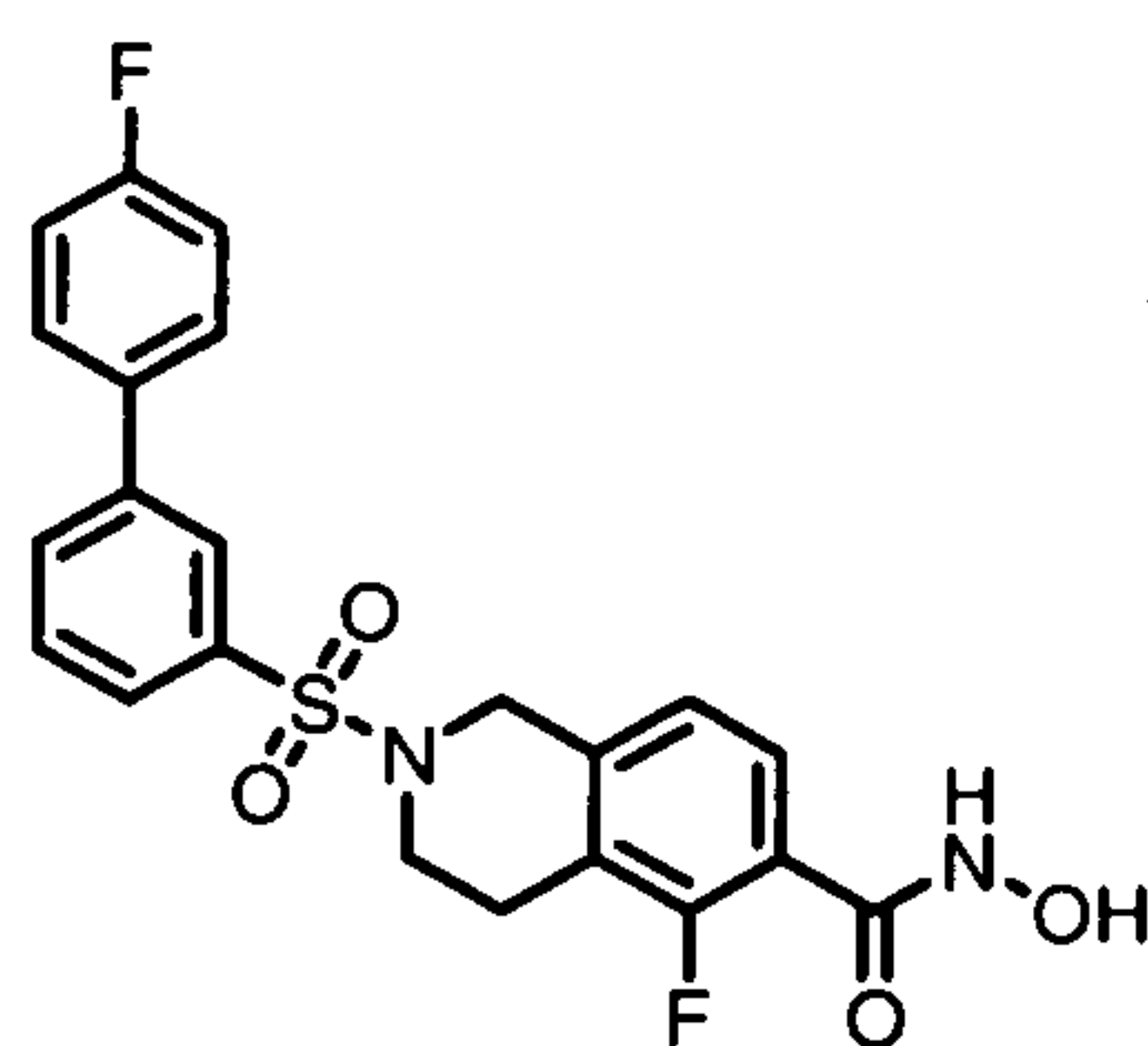
165



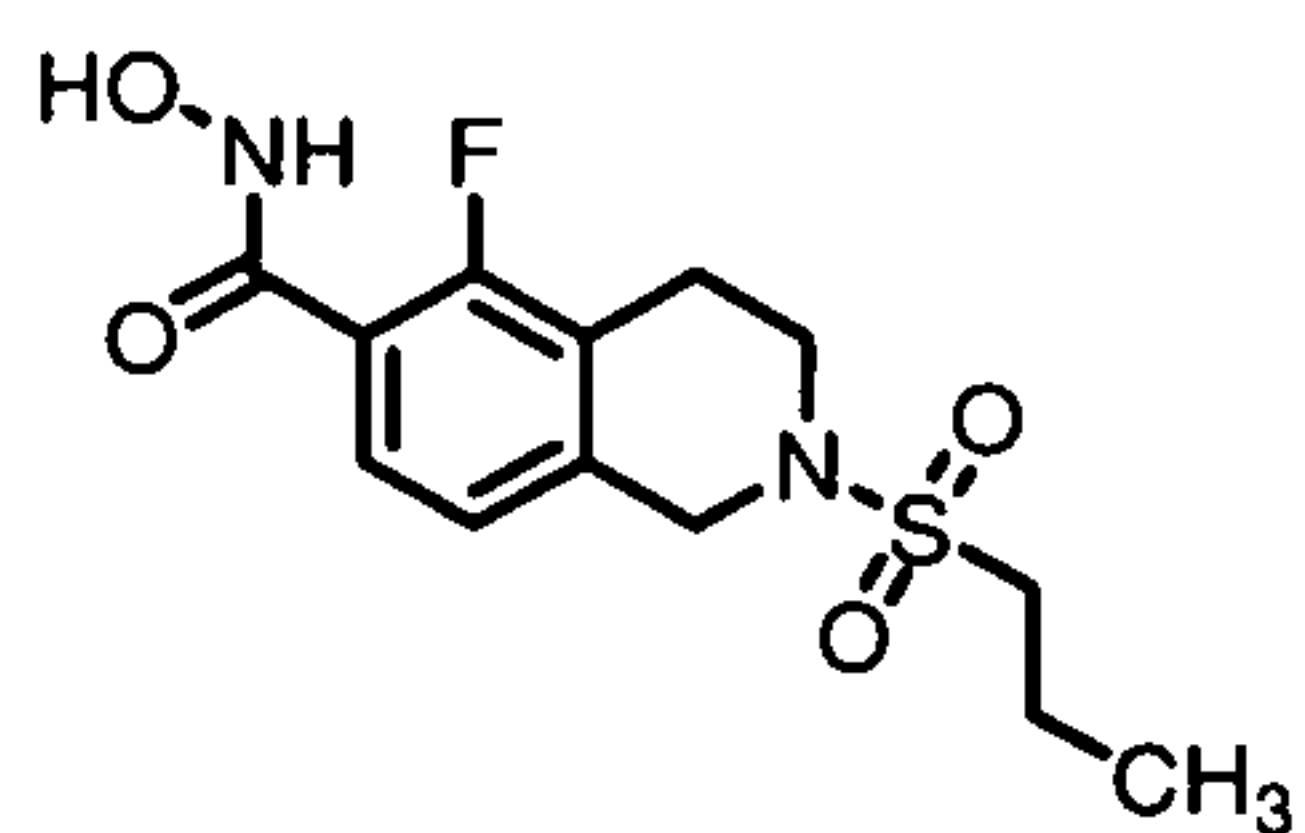
166



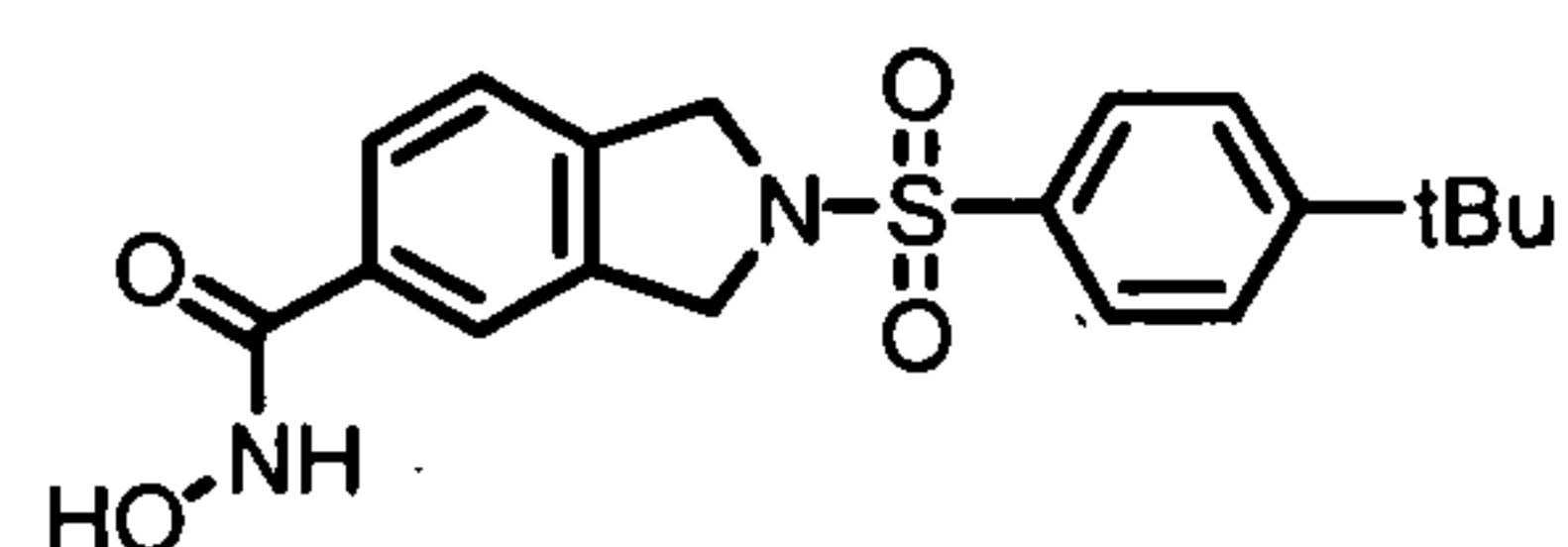
167



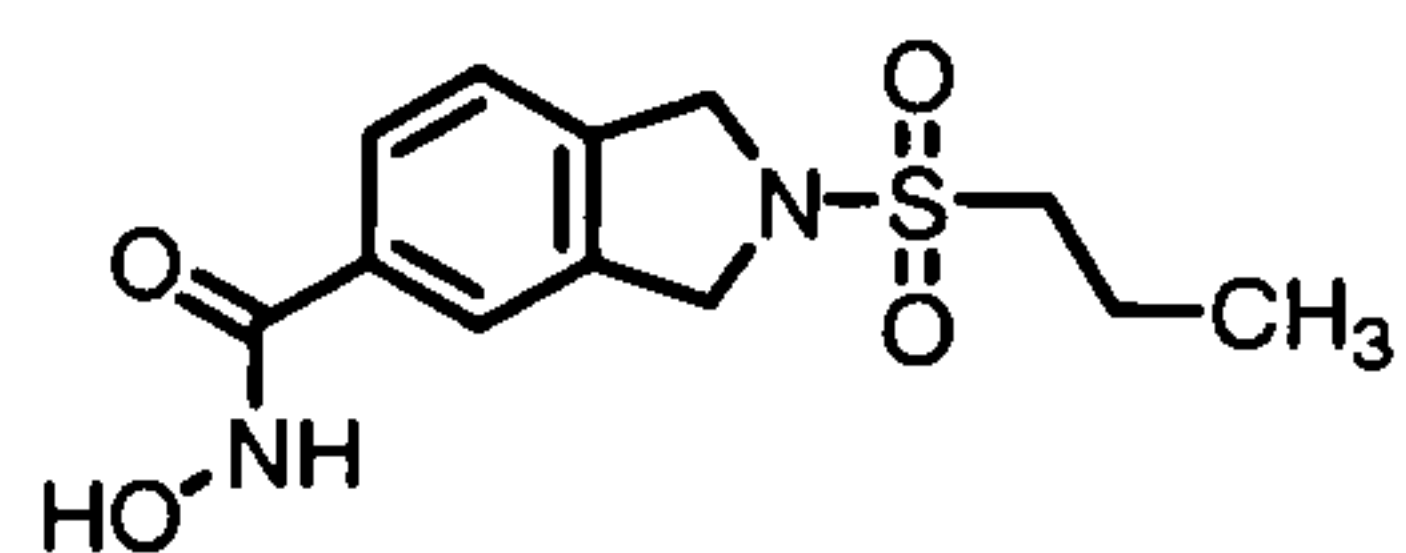
168



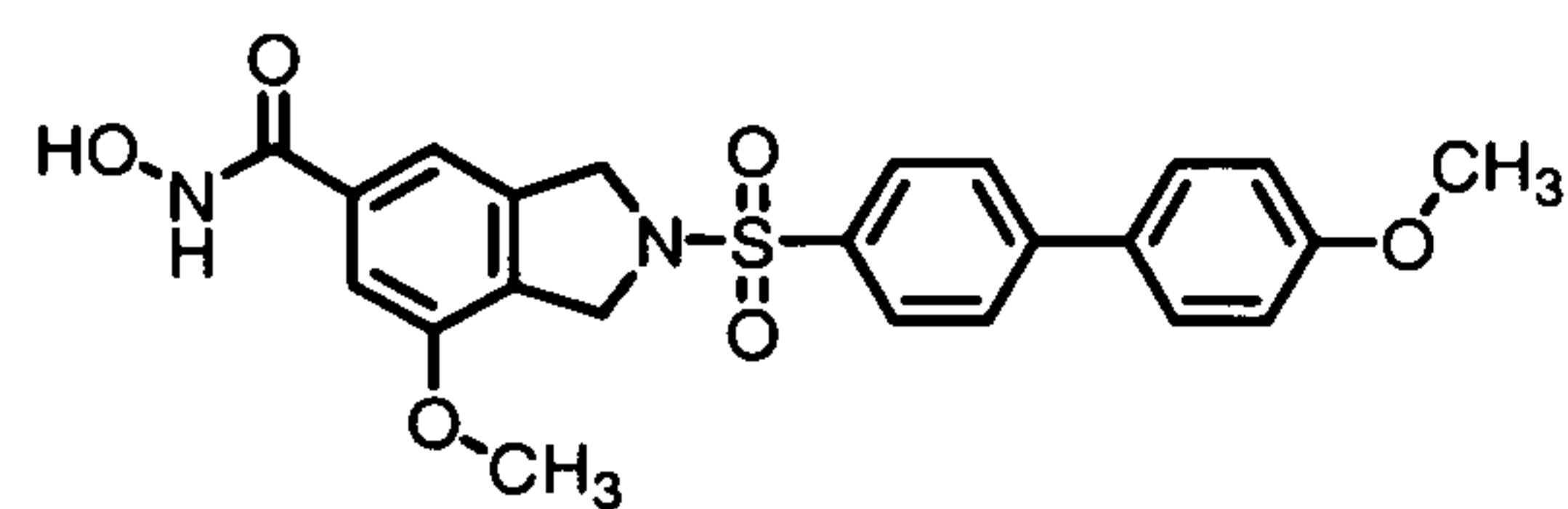
169



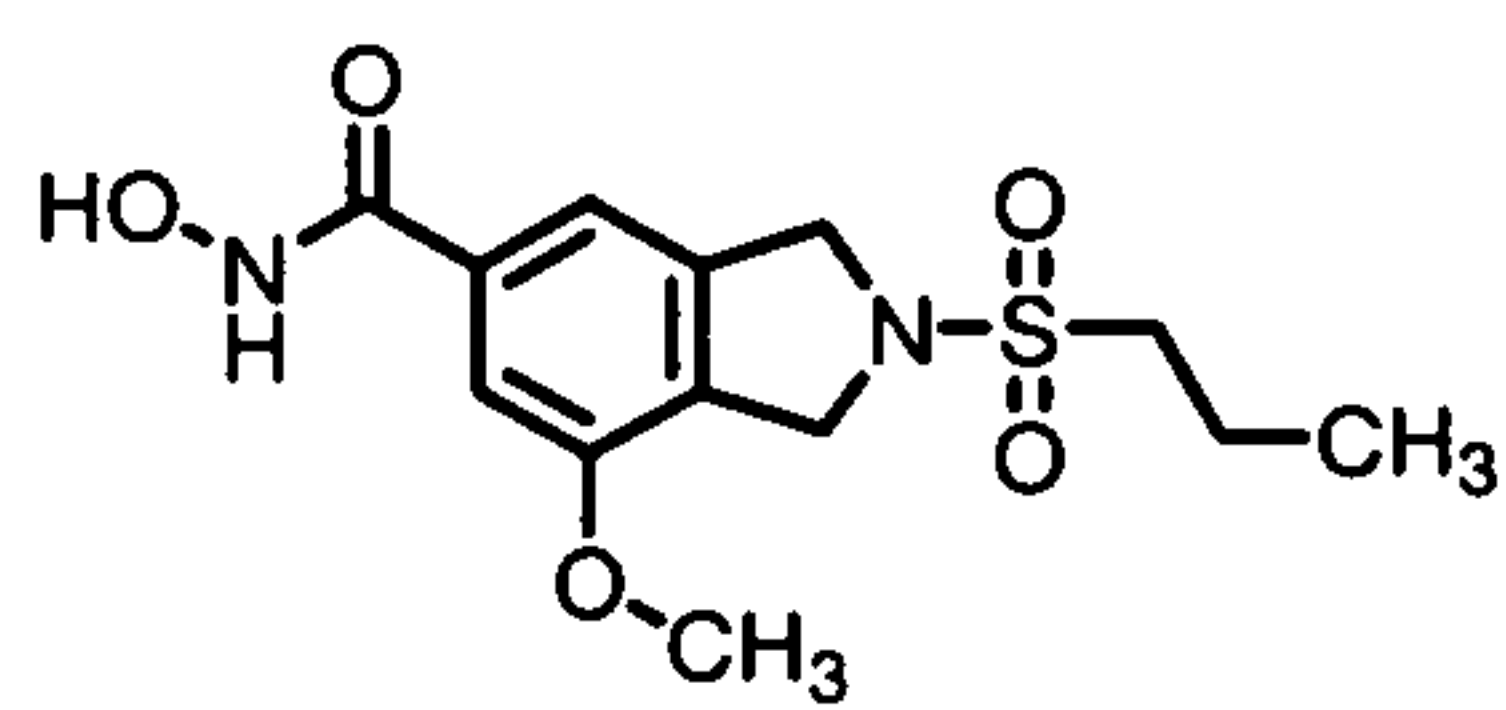
170



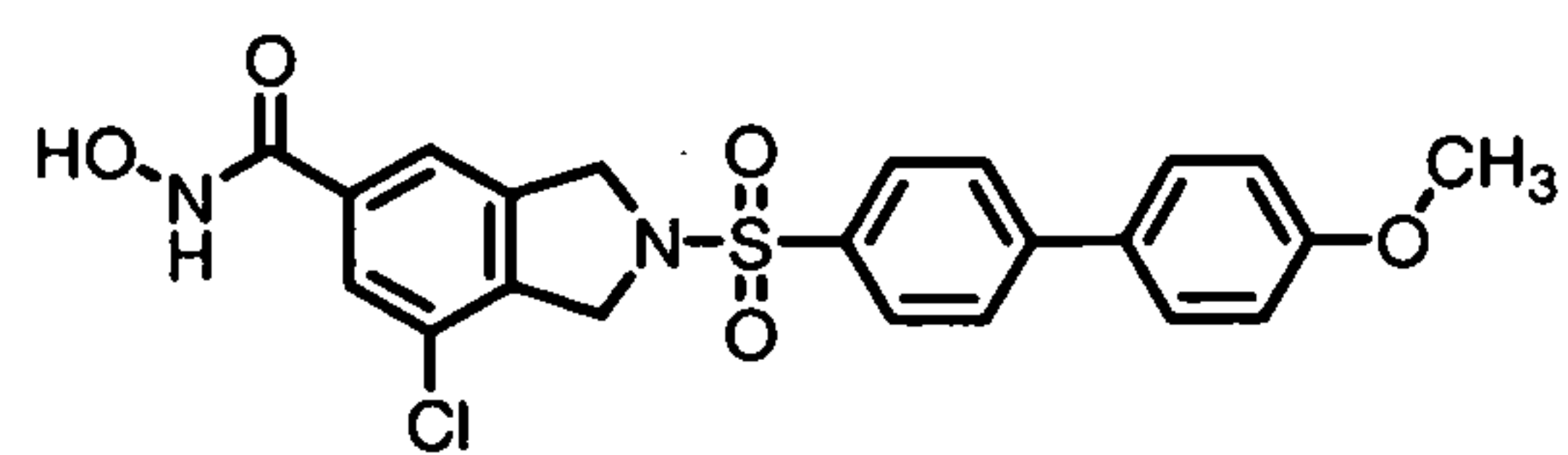
171



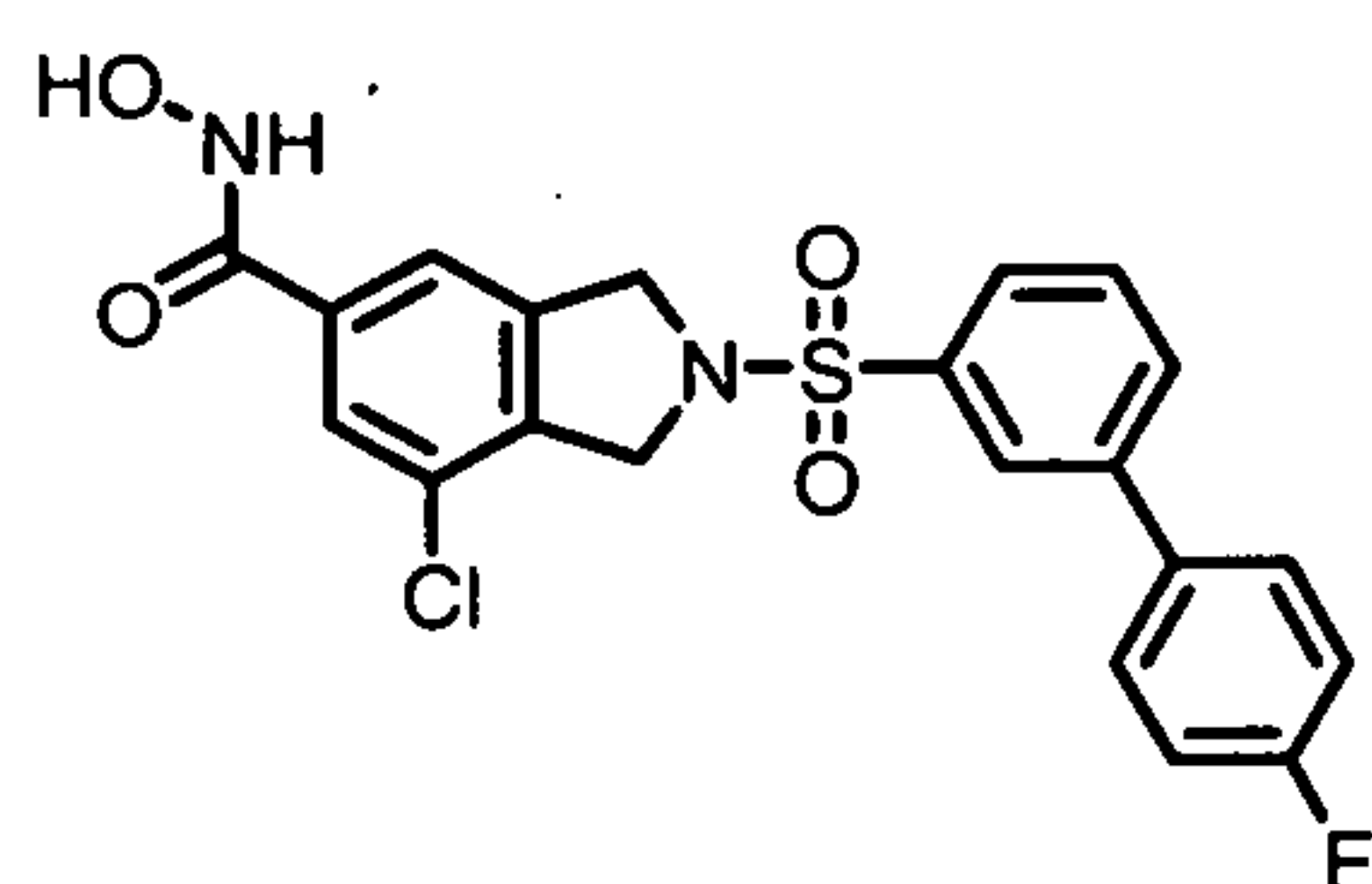
172



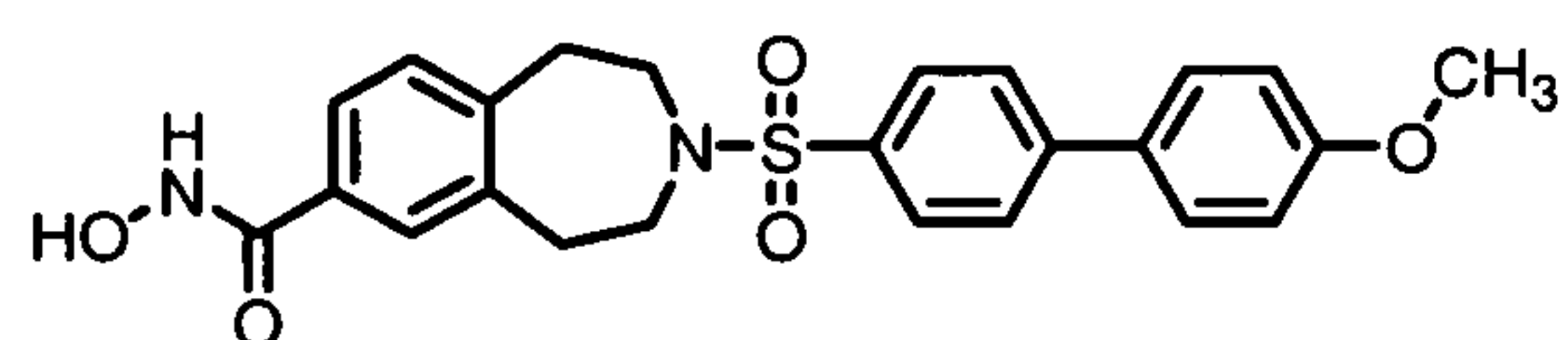
173



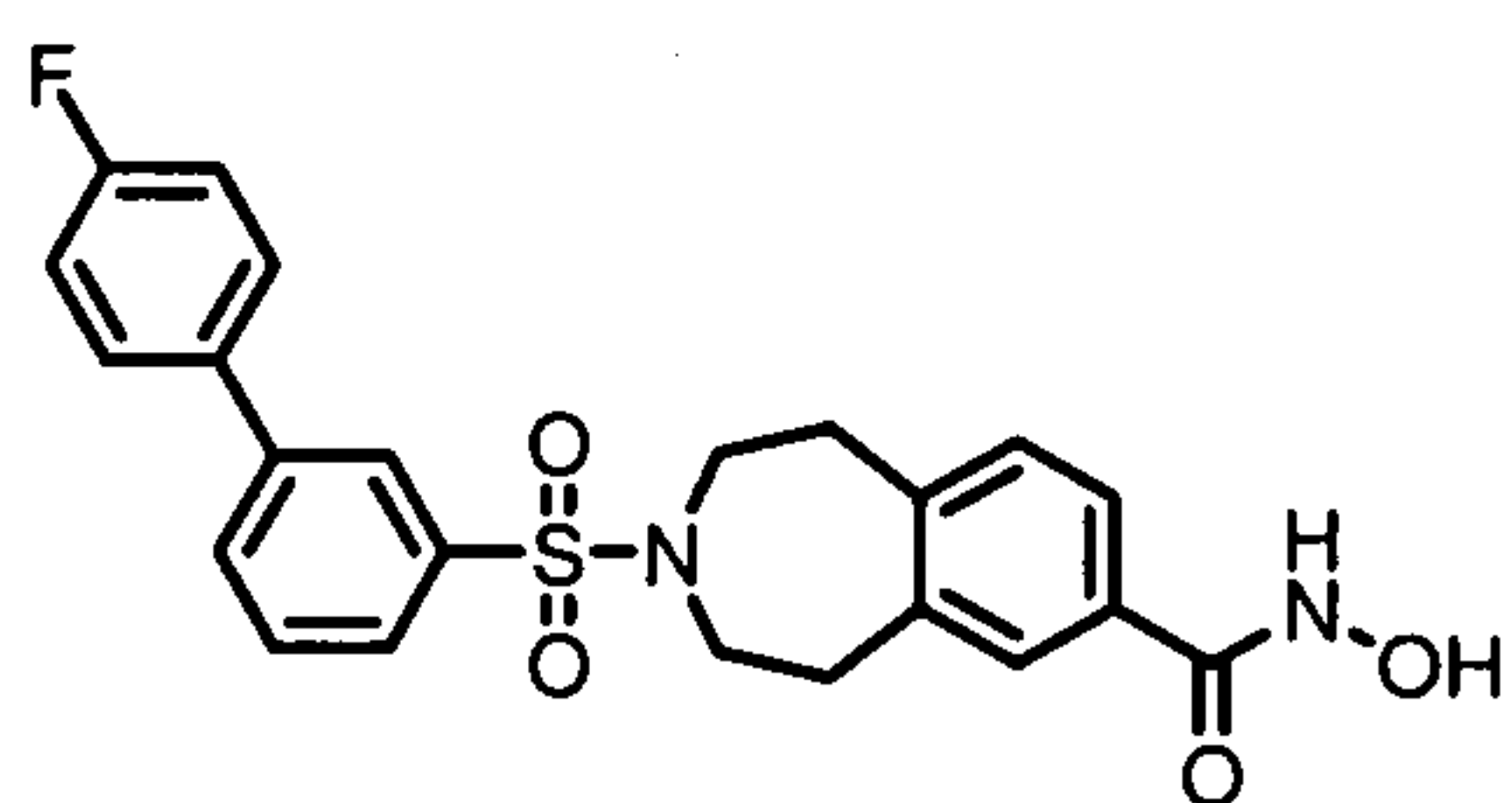
174



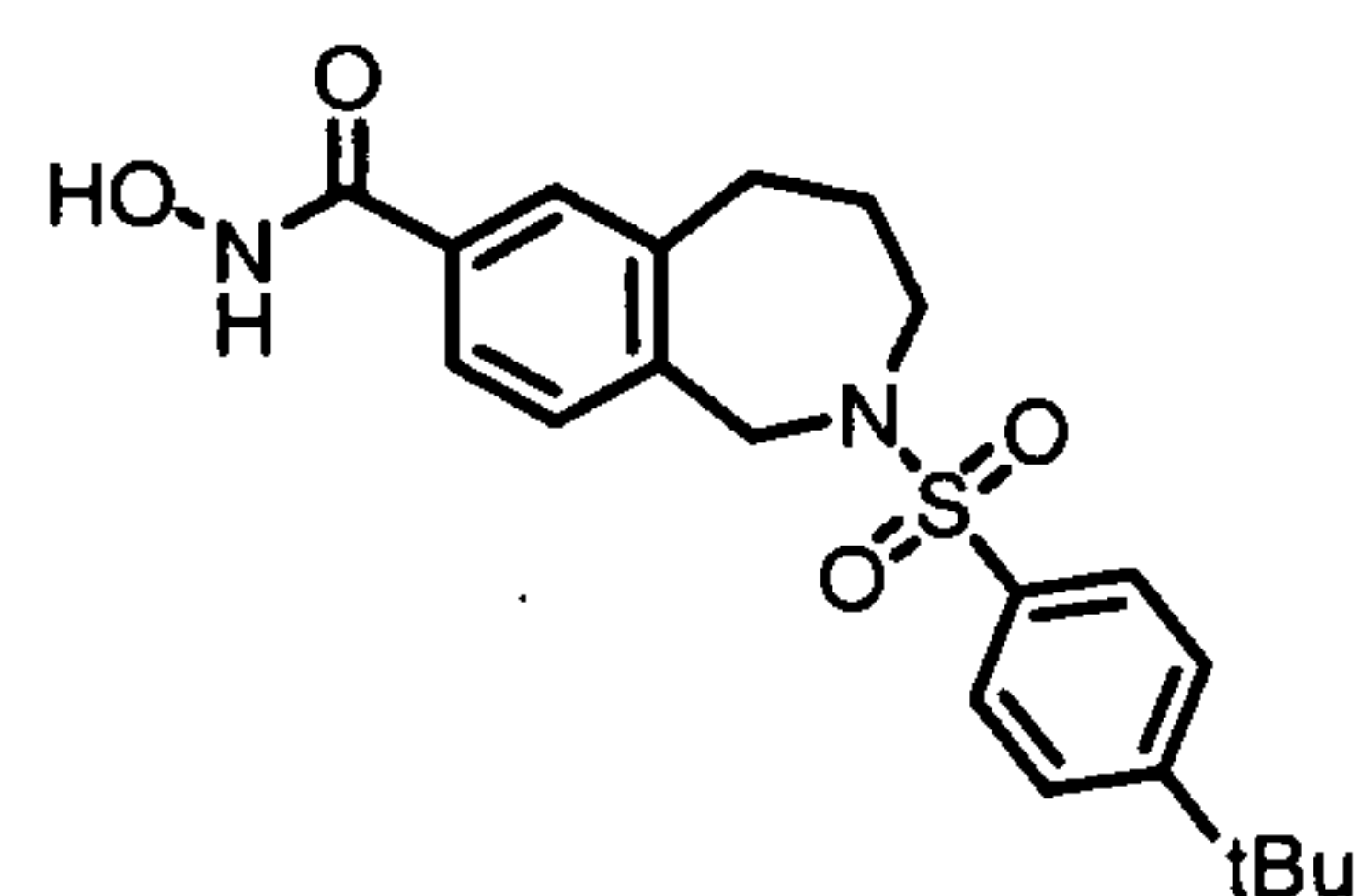
175



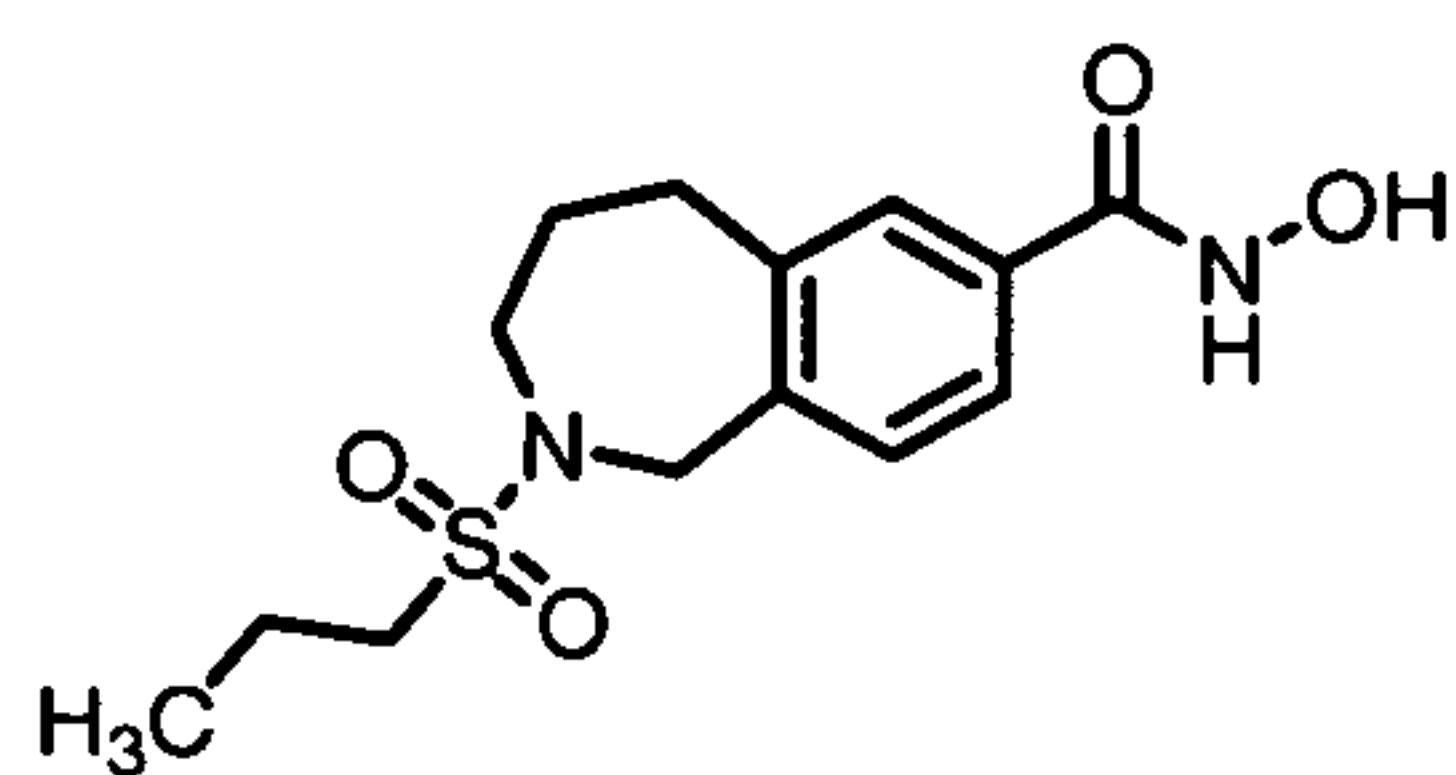
176



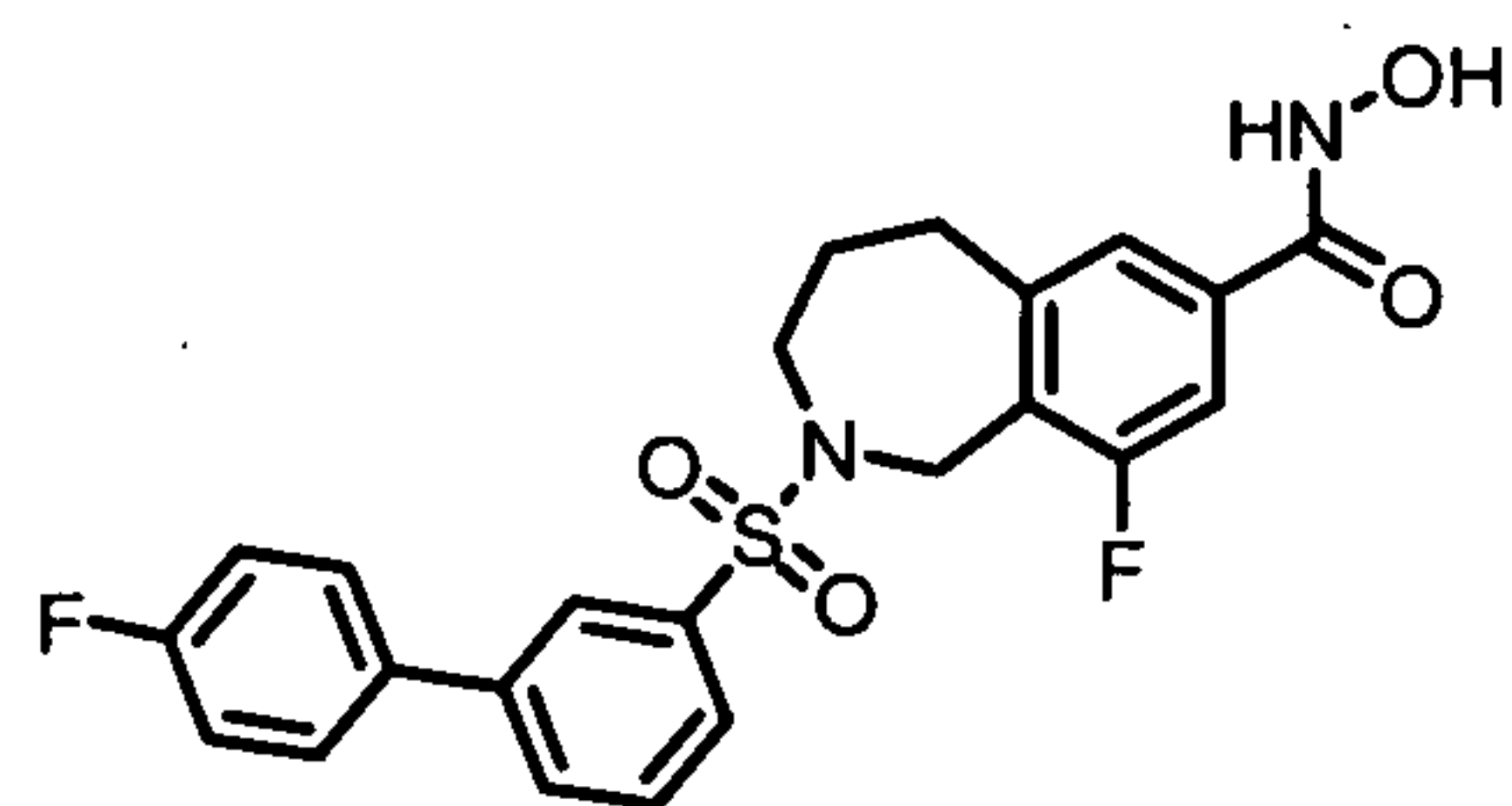
177



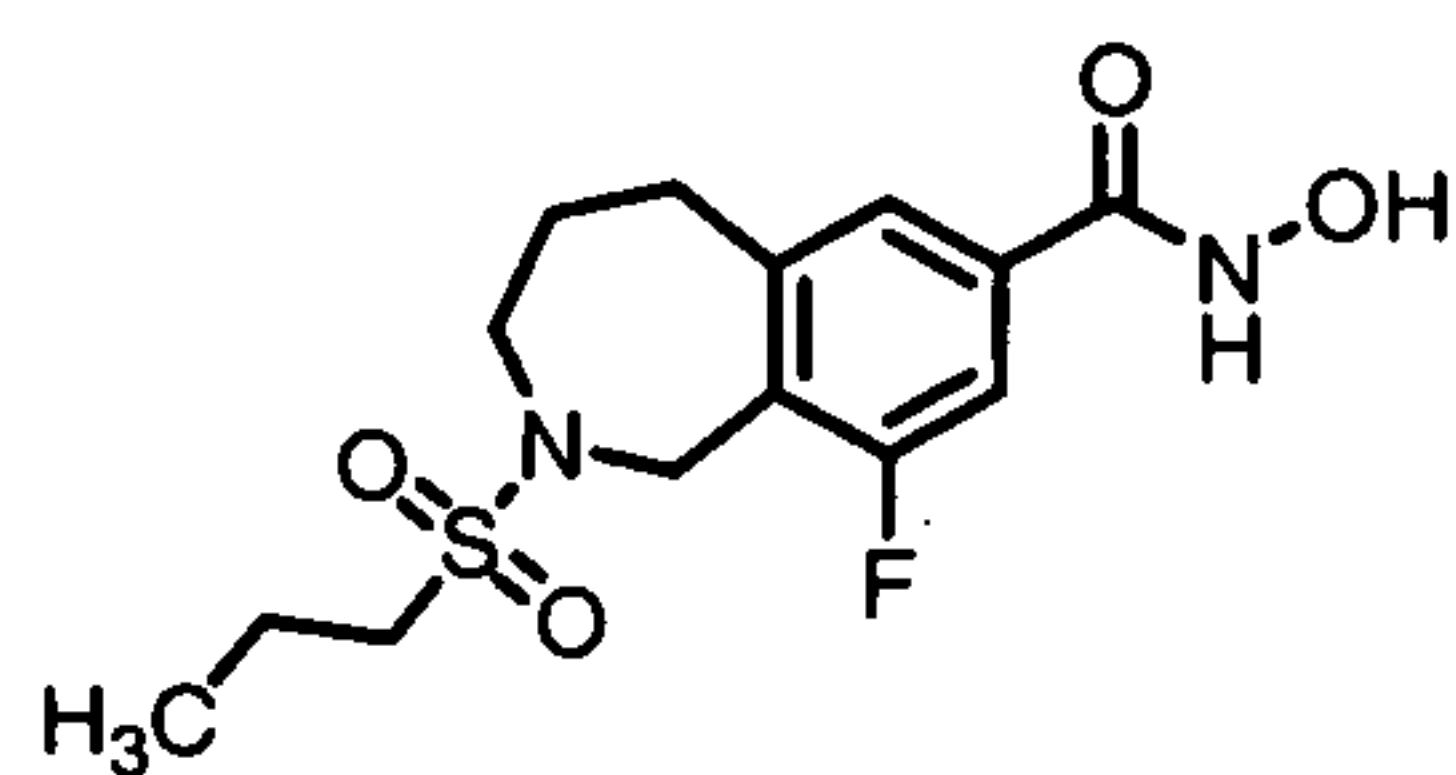
178



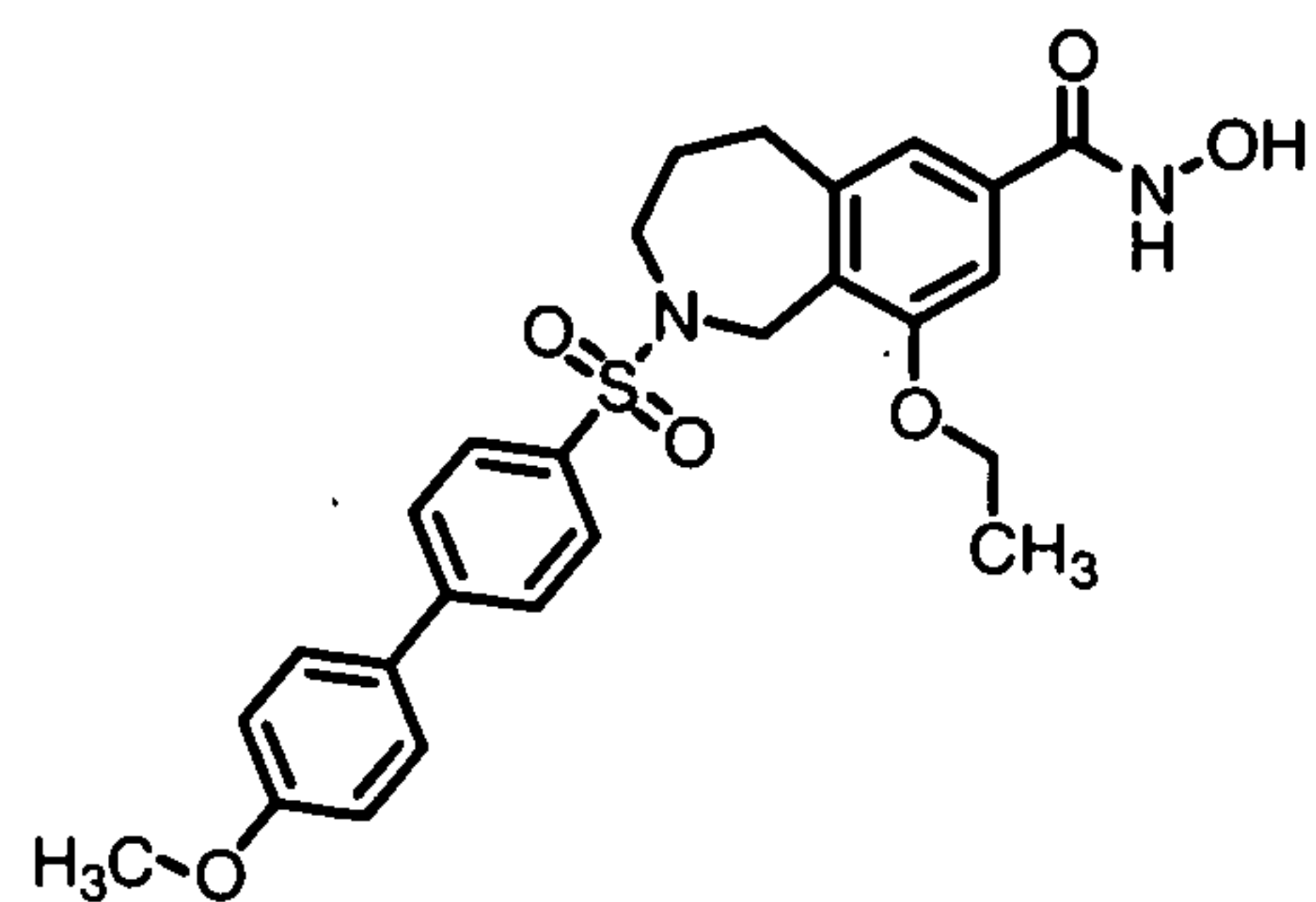
179



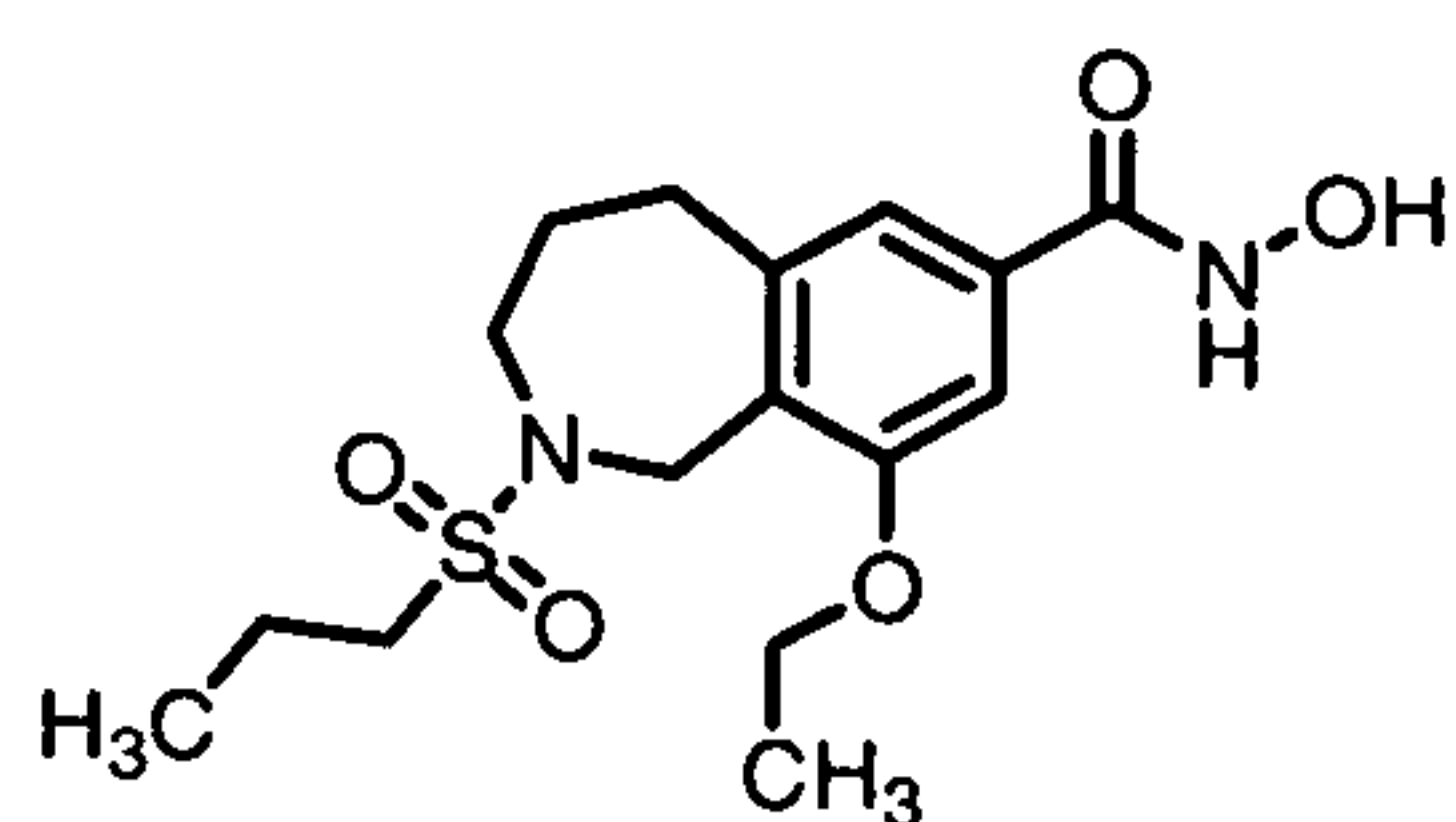
180



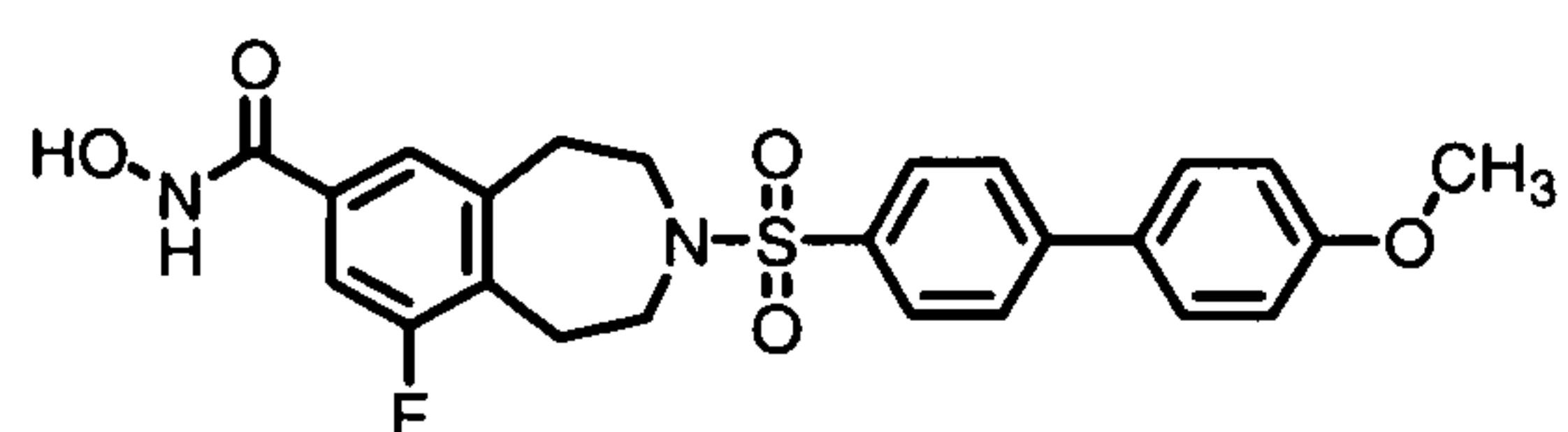
181



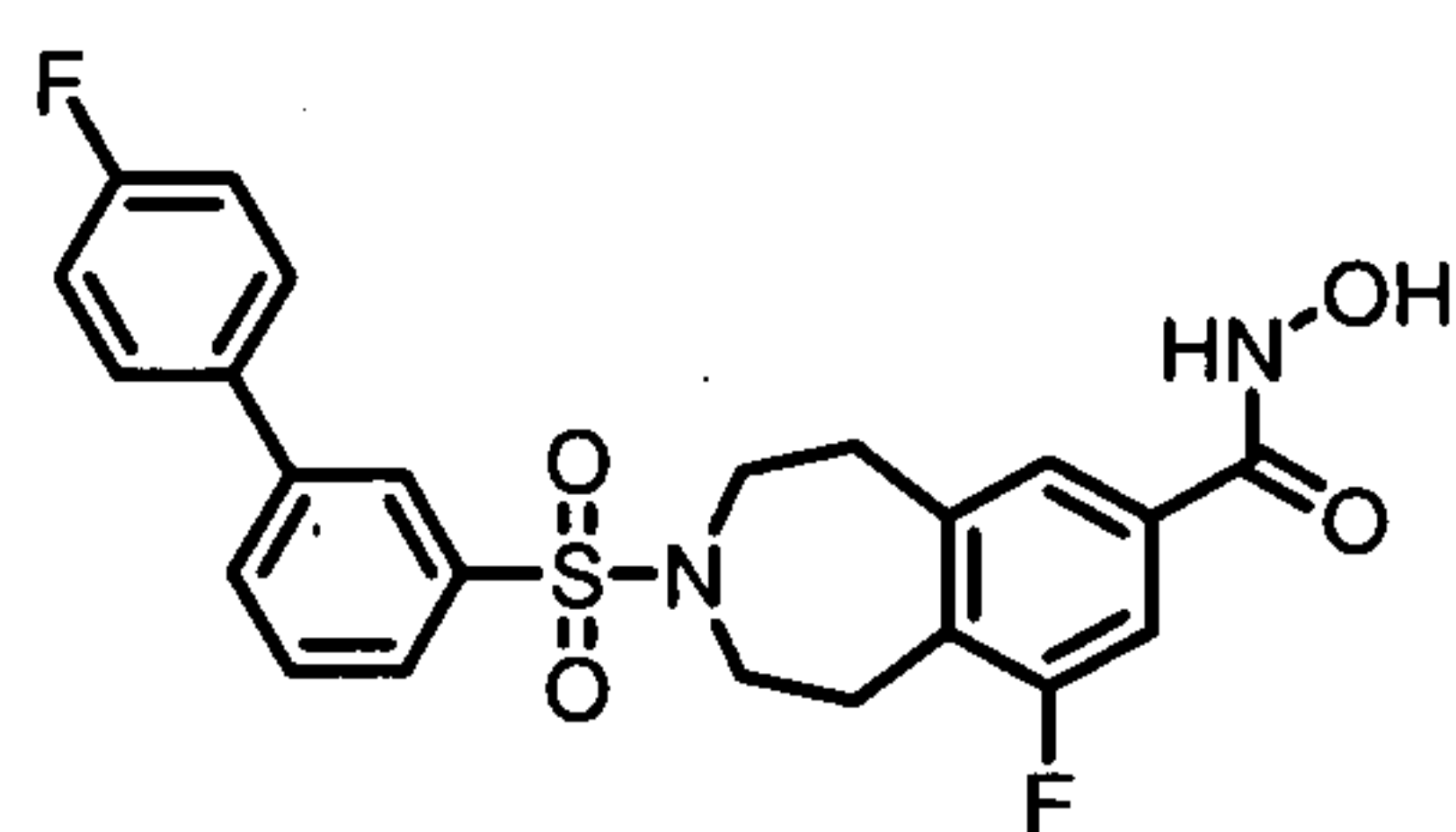
182



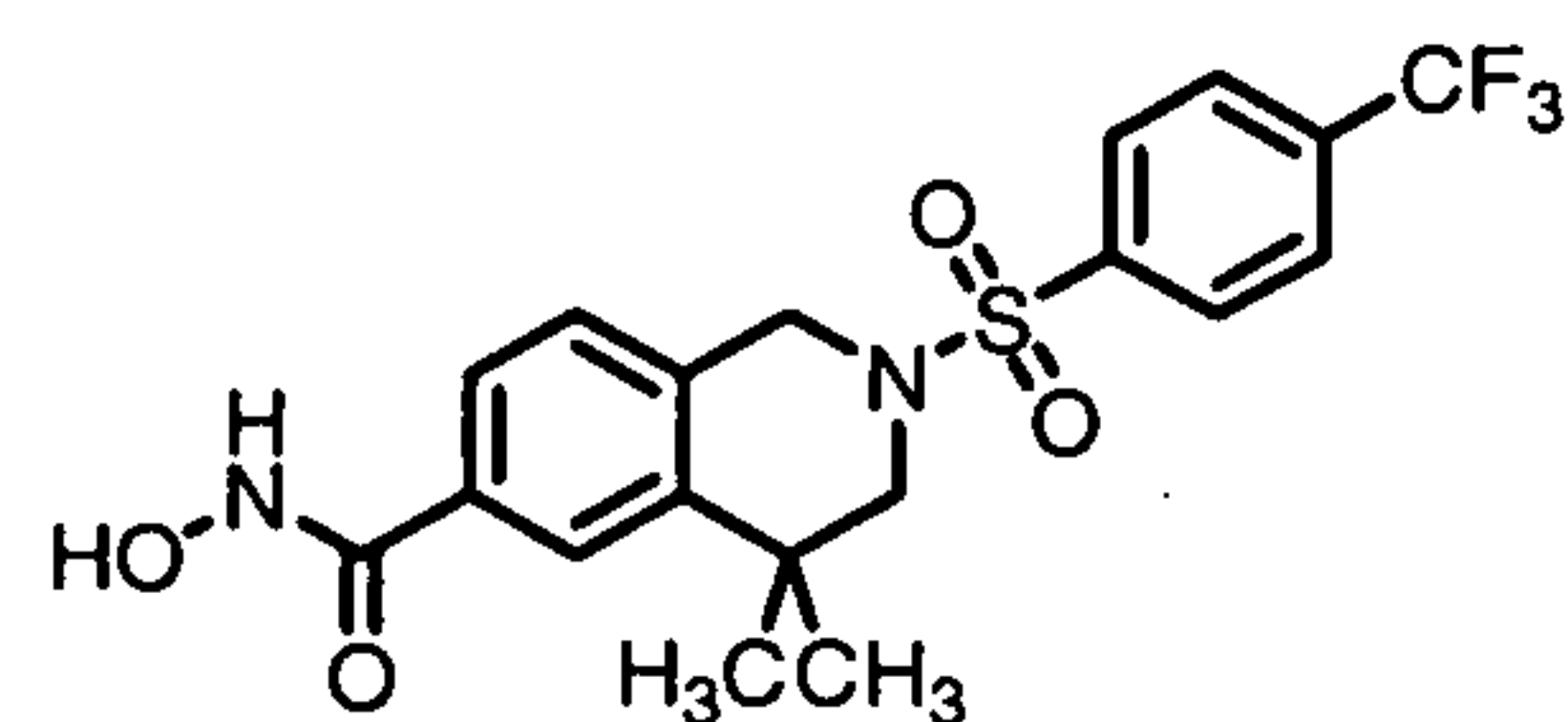
183



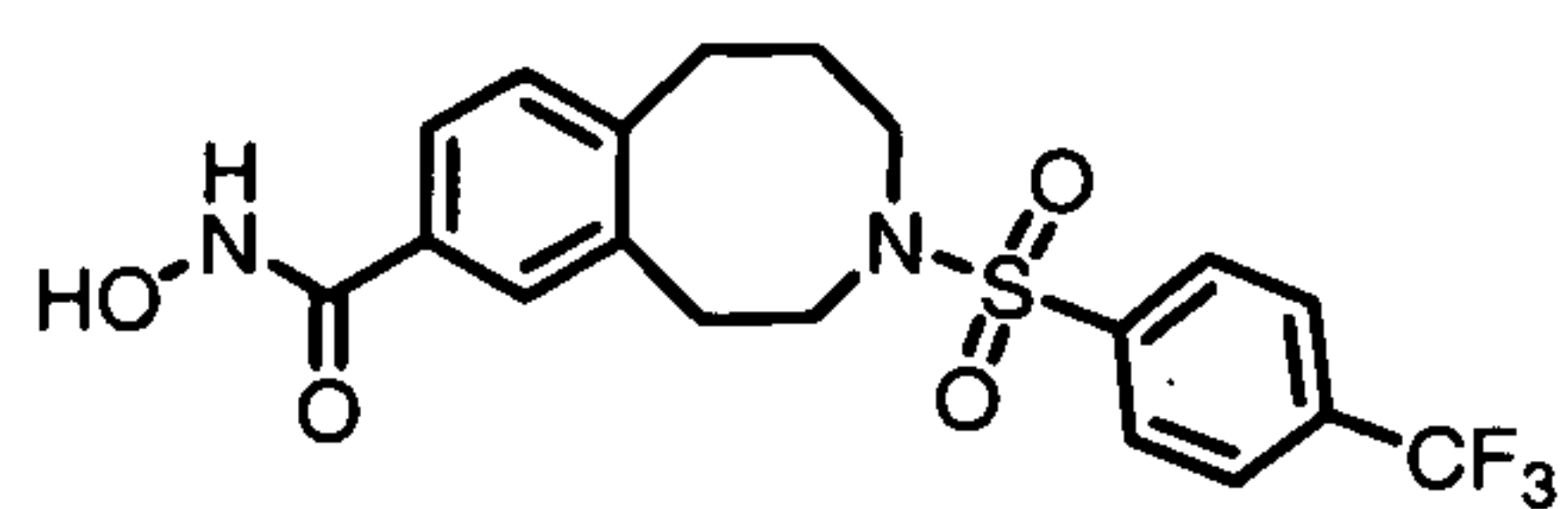
184



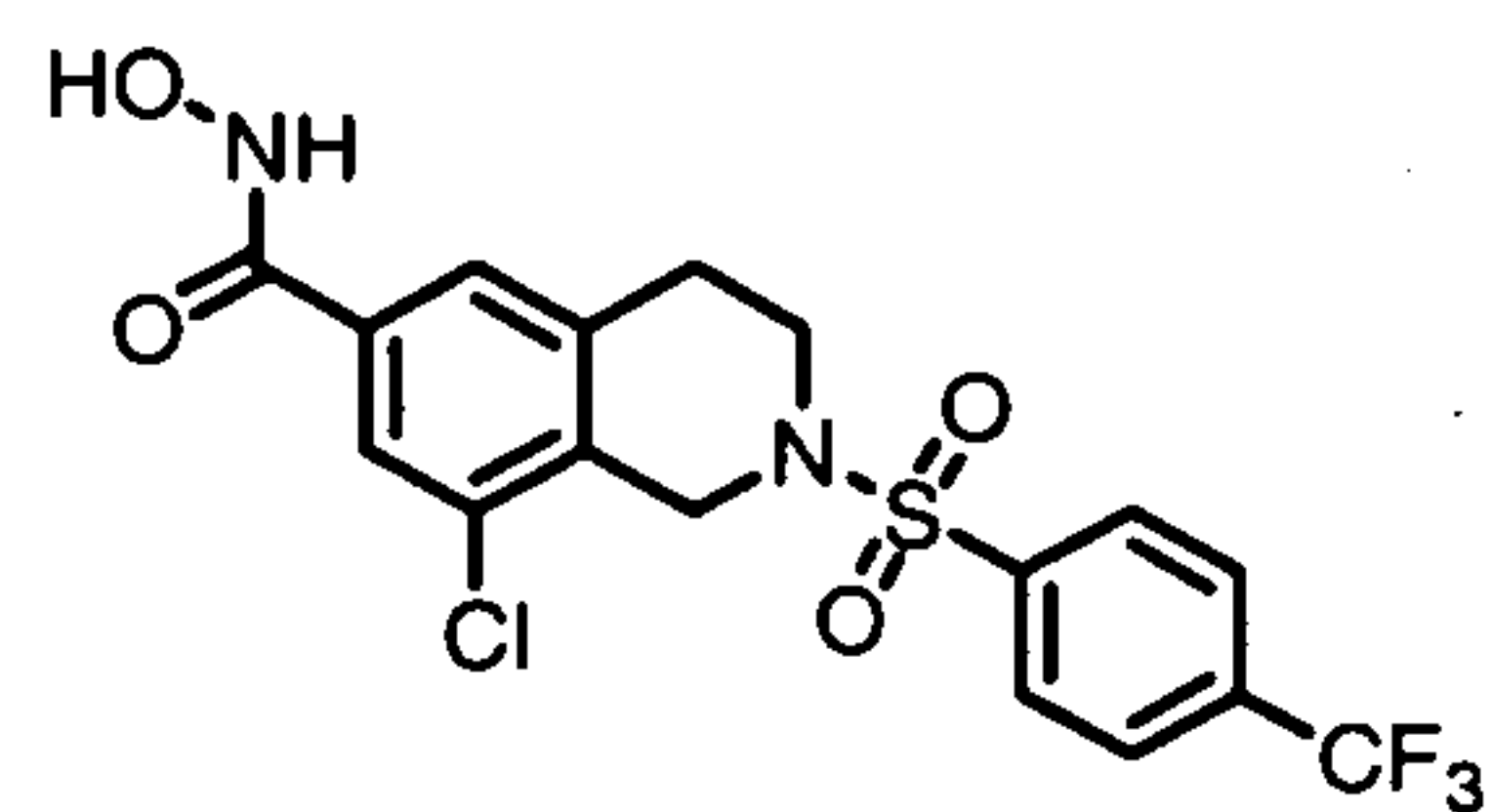
185



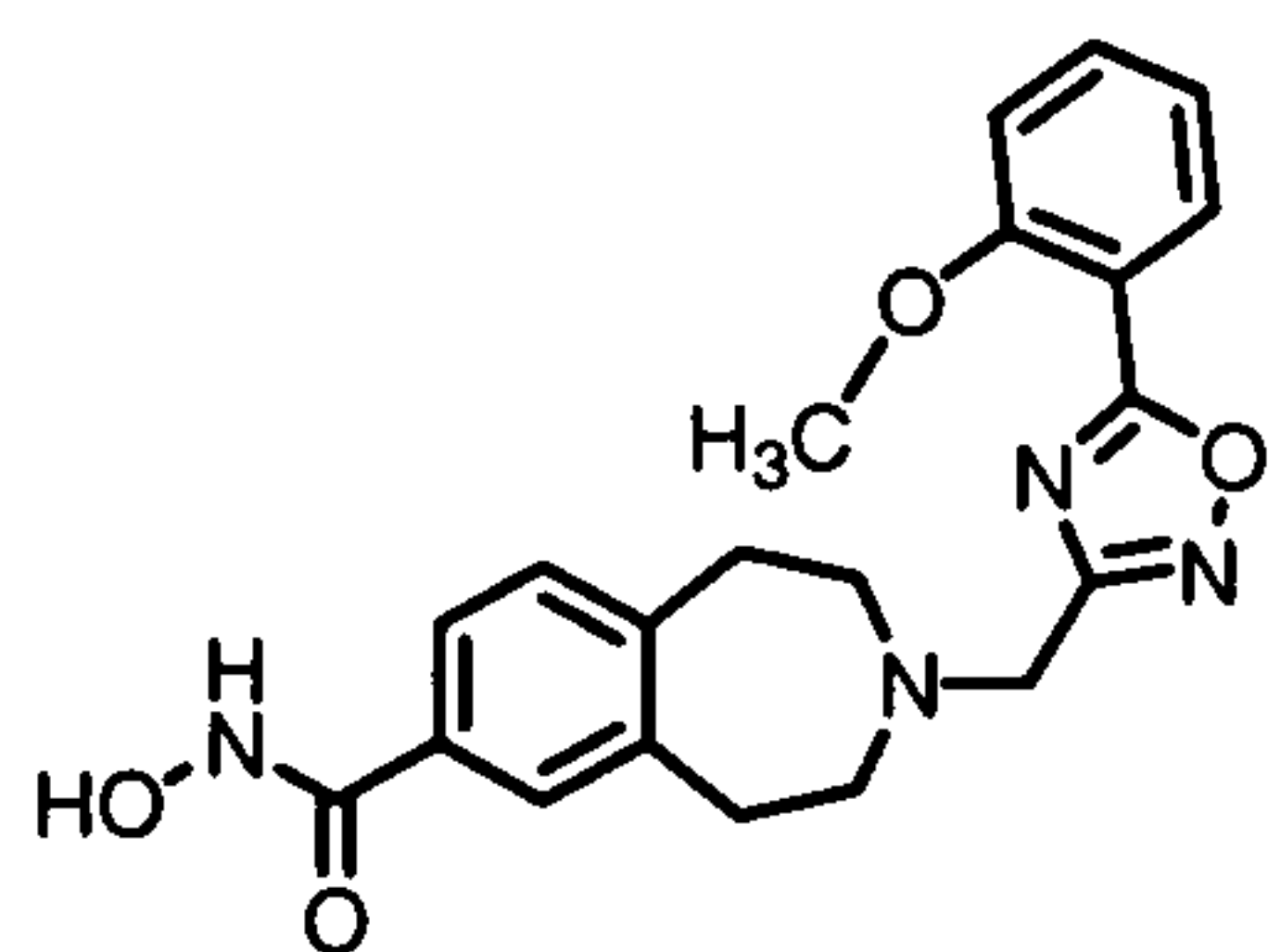
186



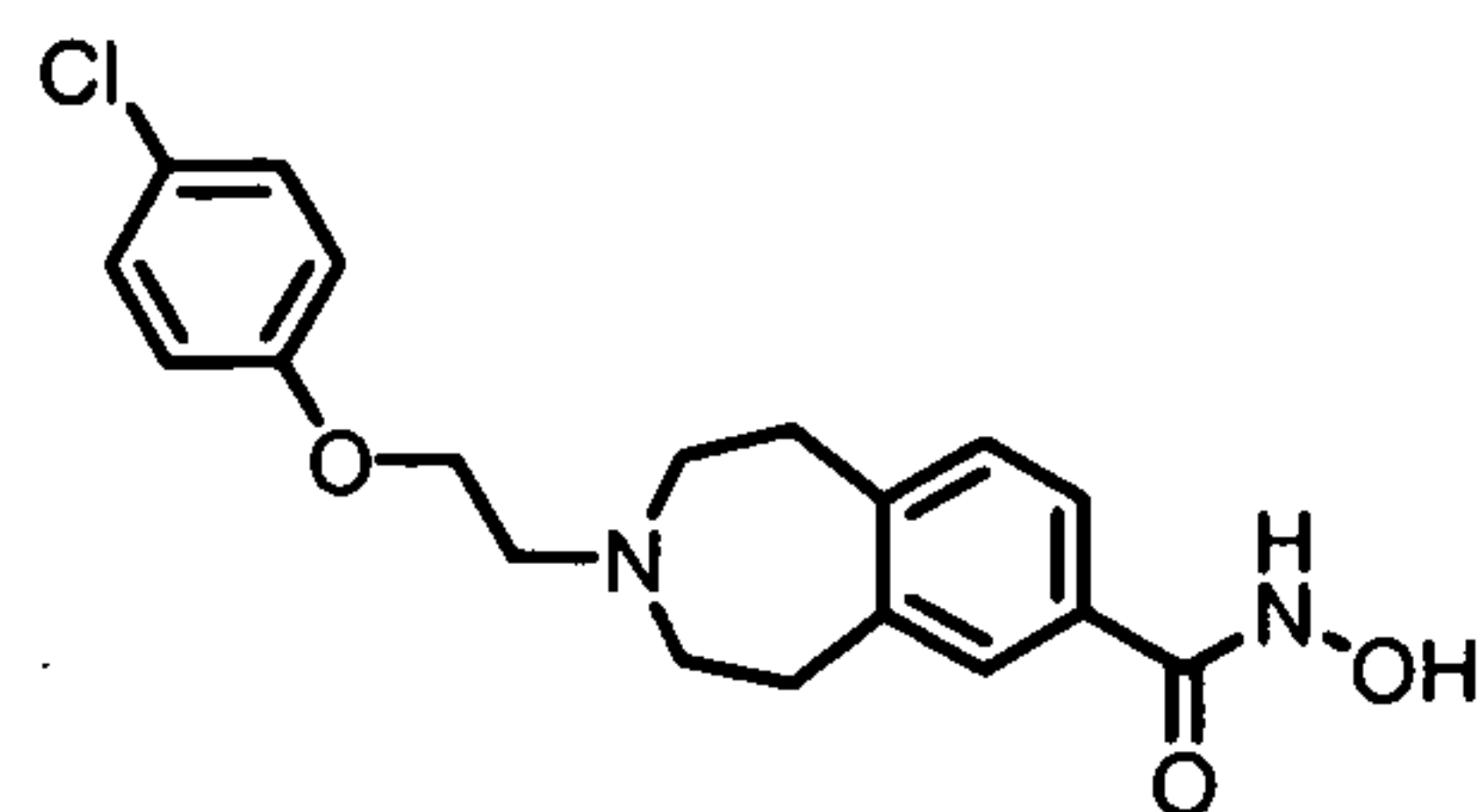
187



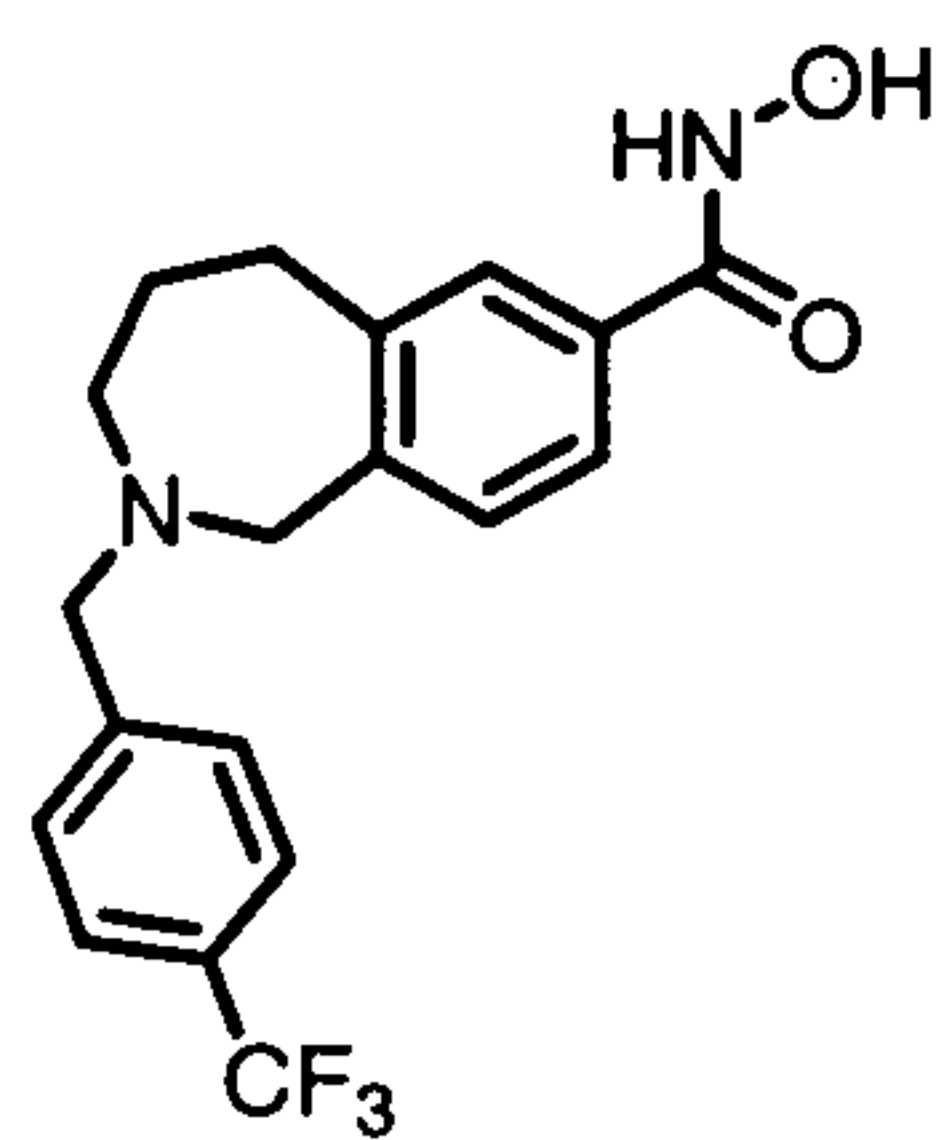
188



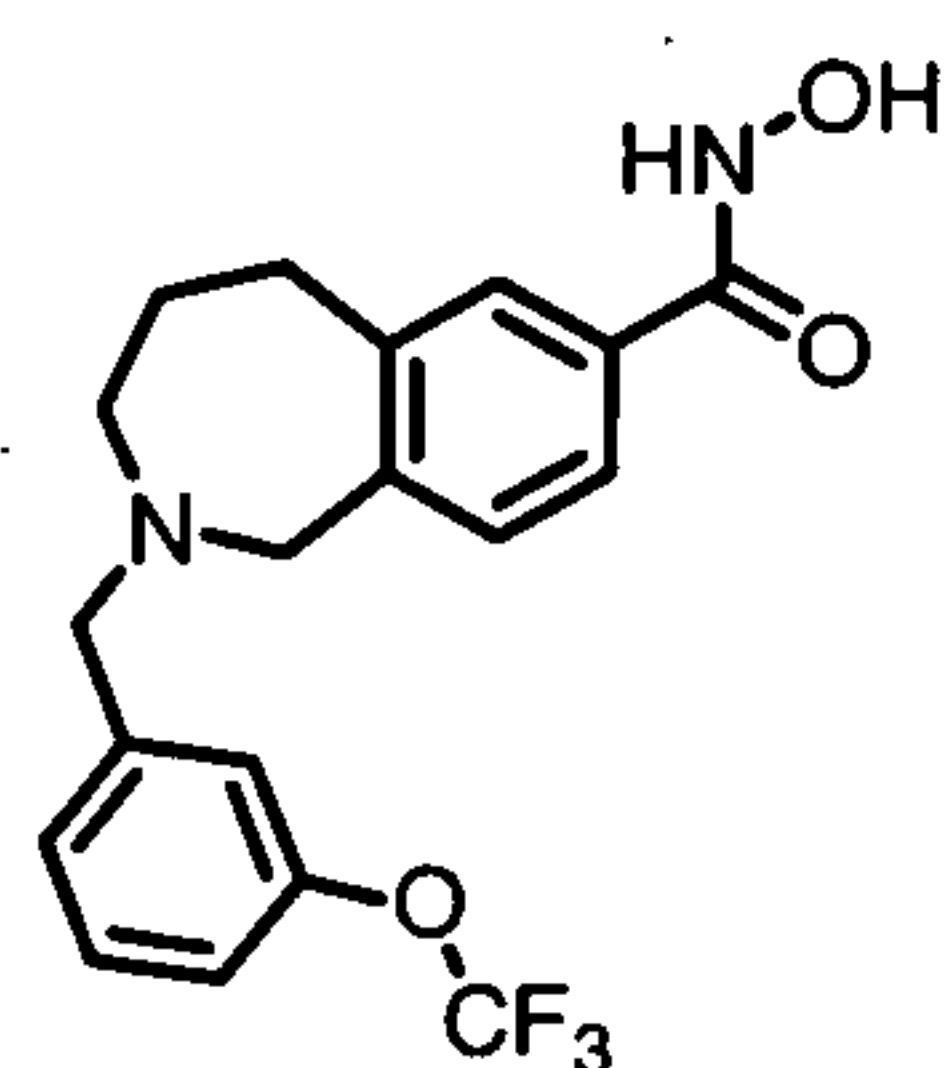
189



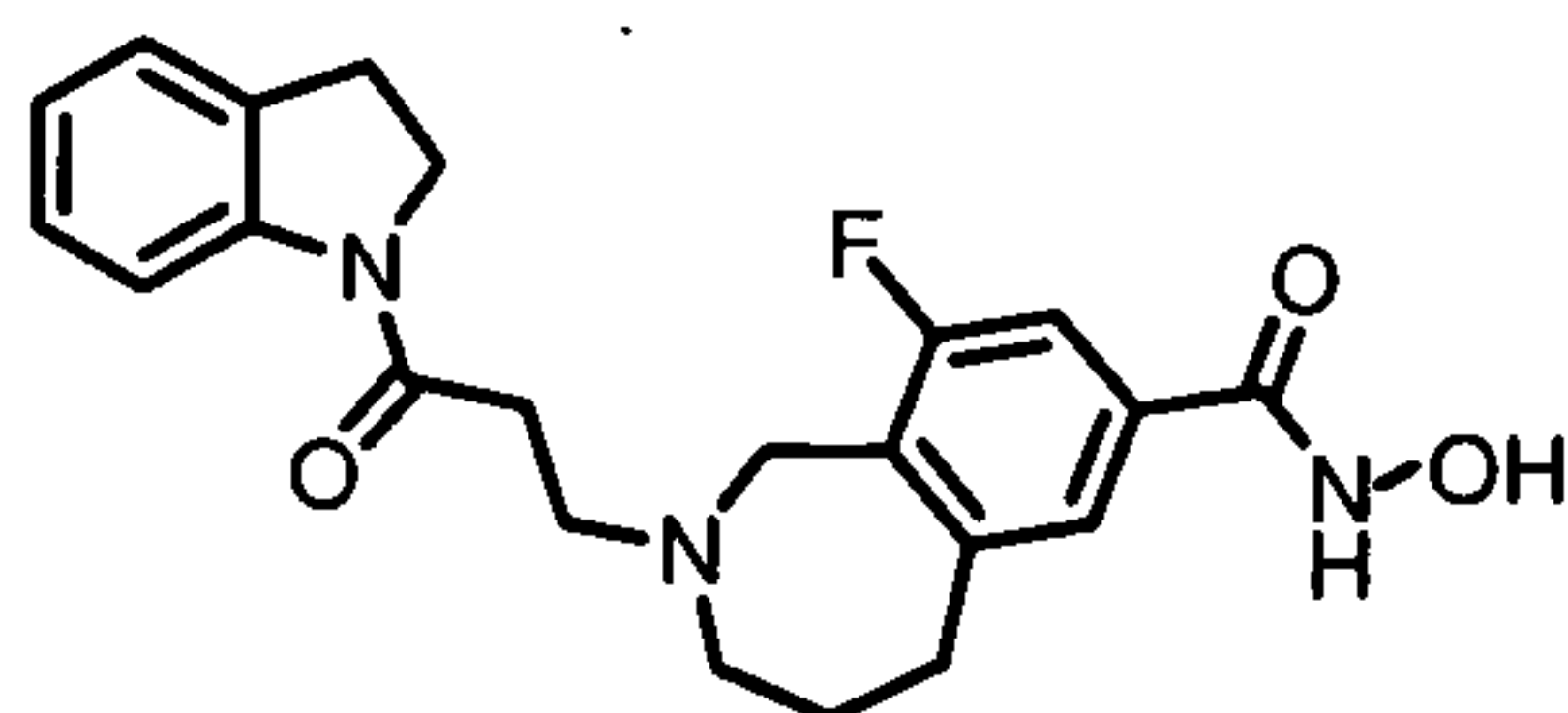
190



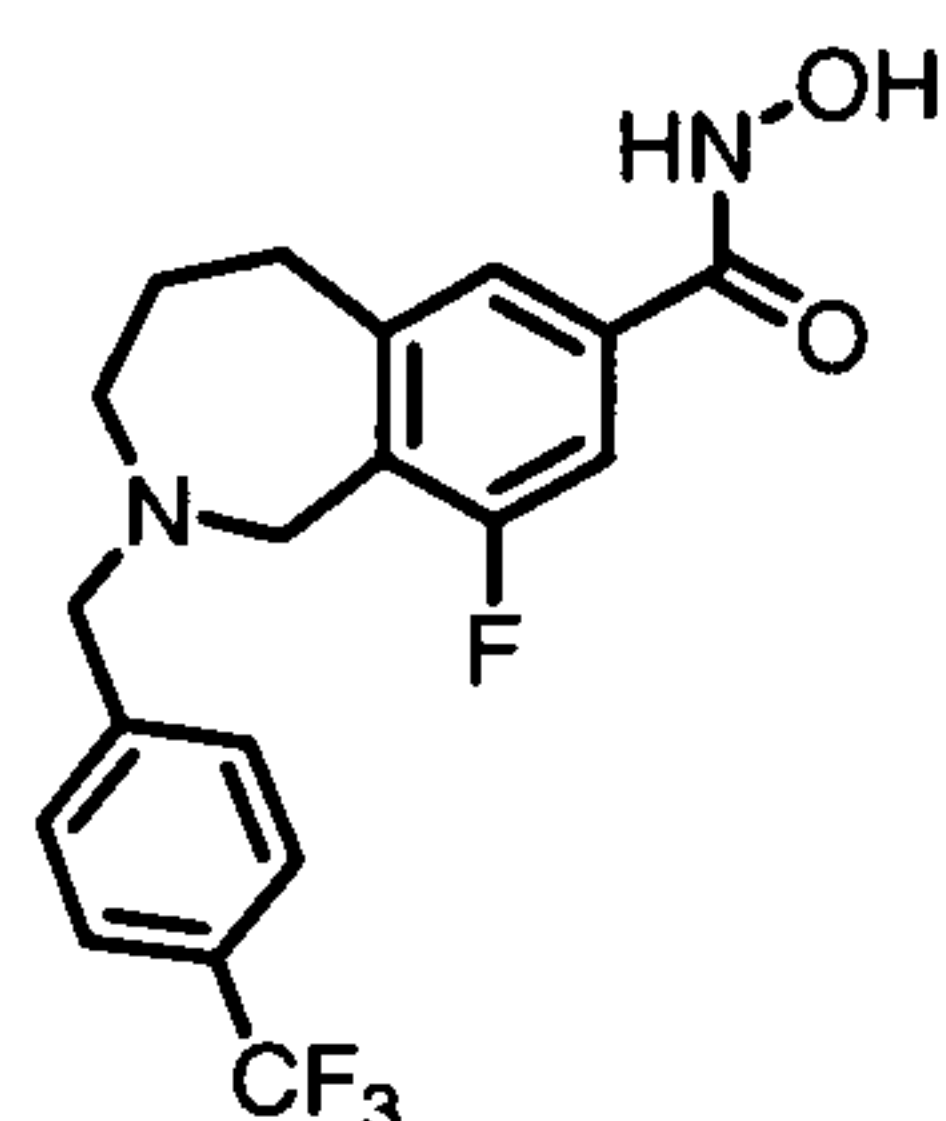
191



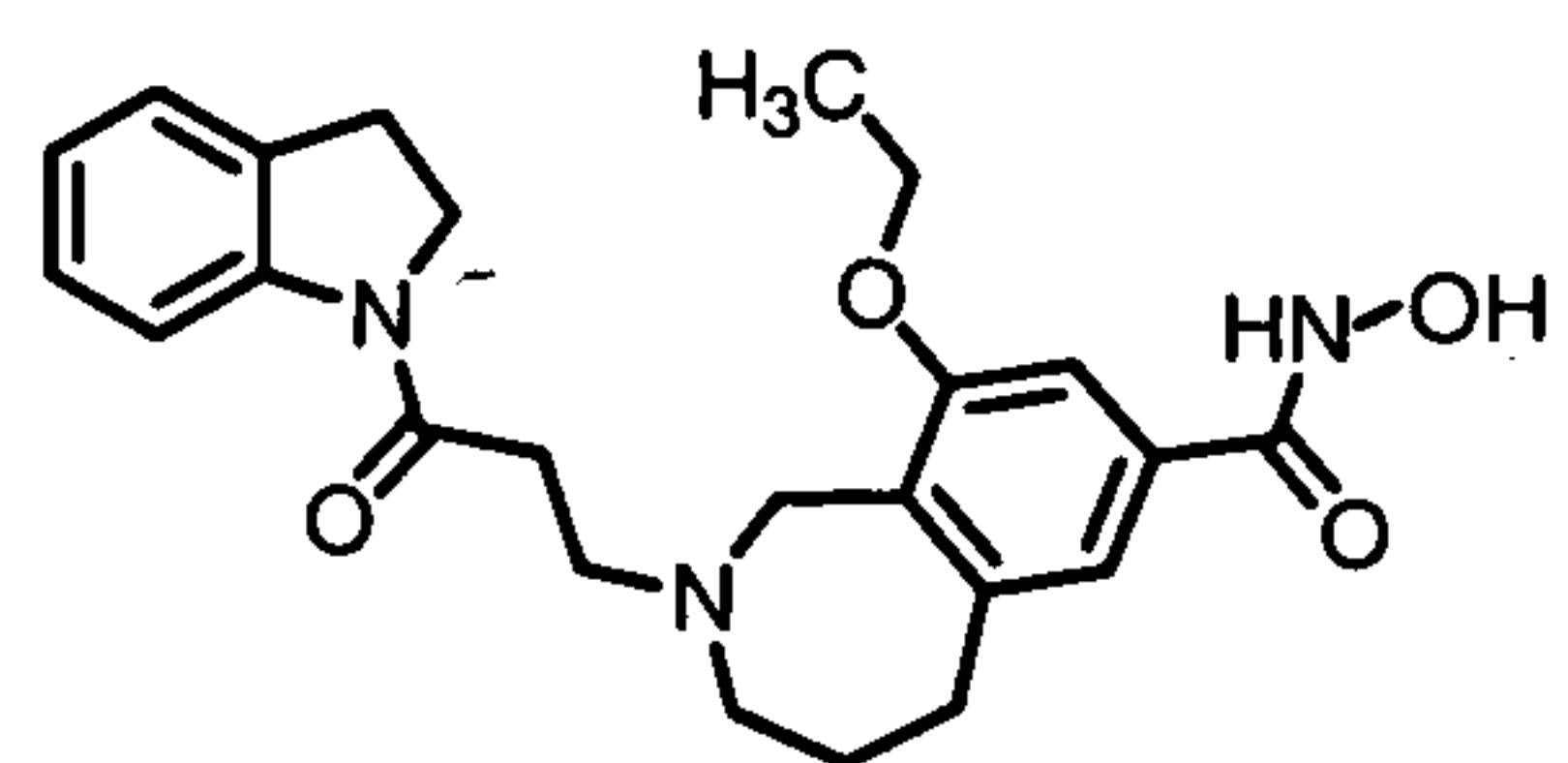
192



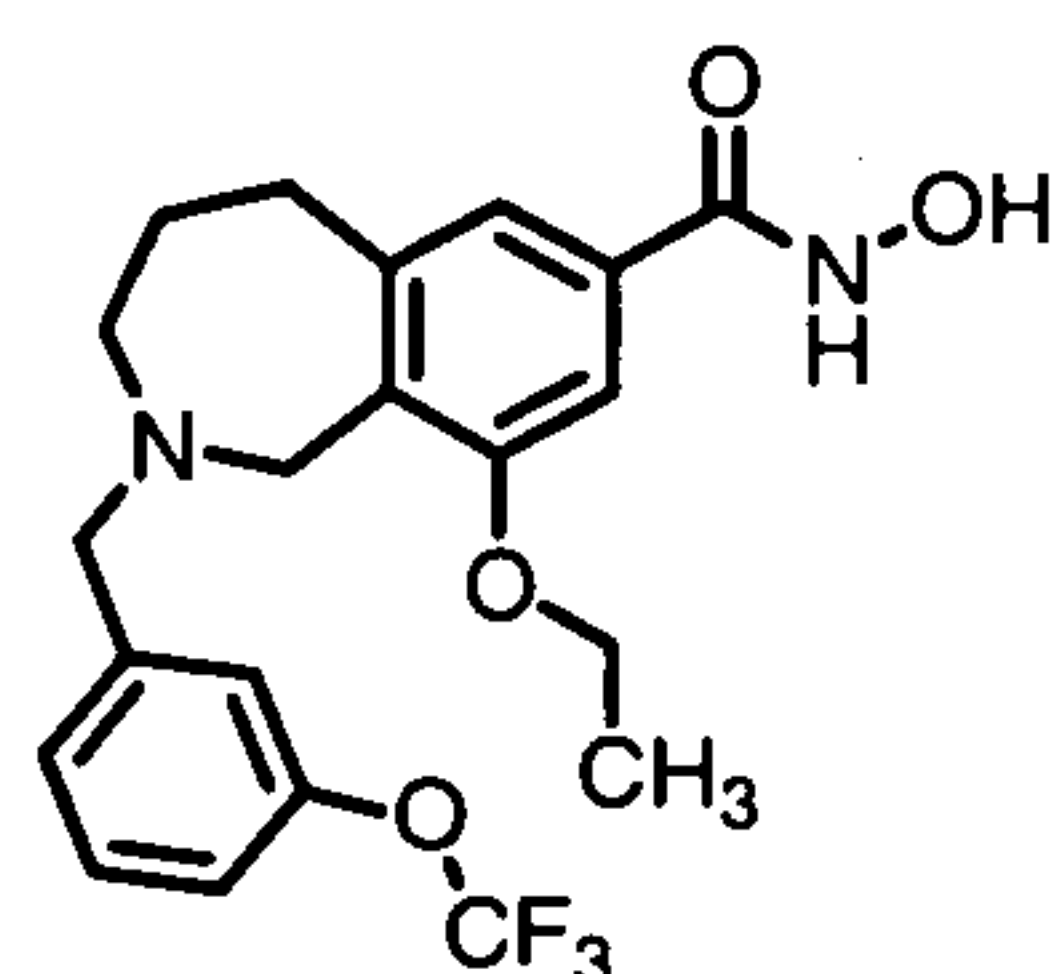
193



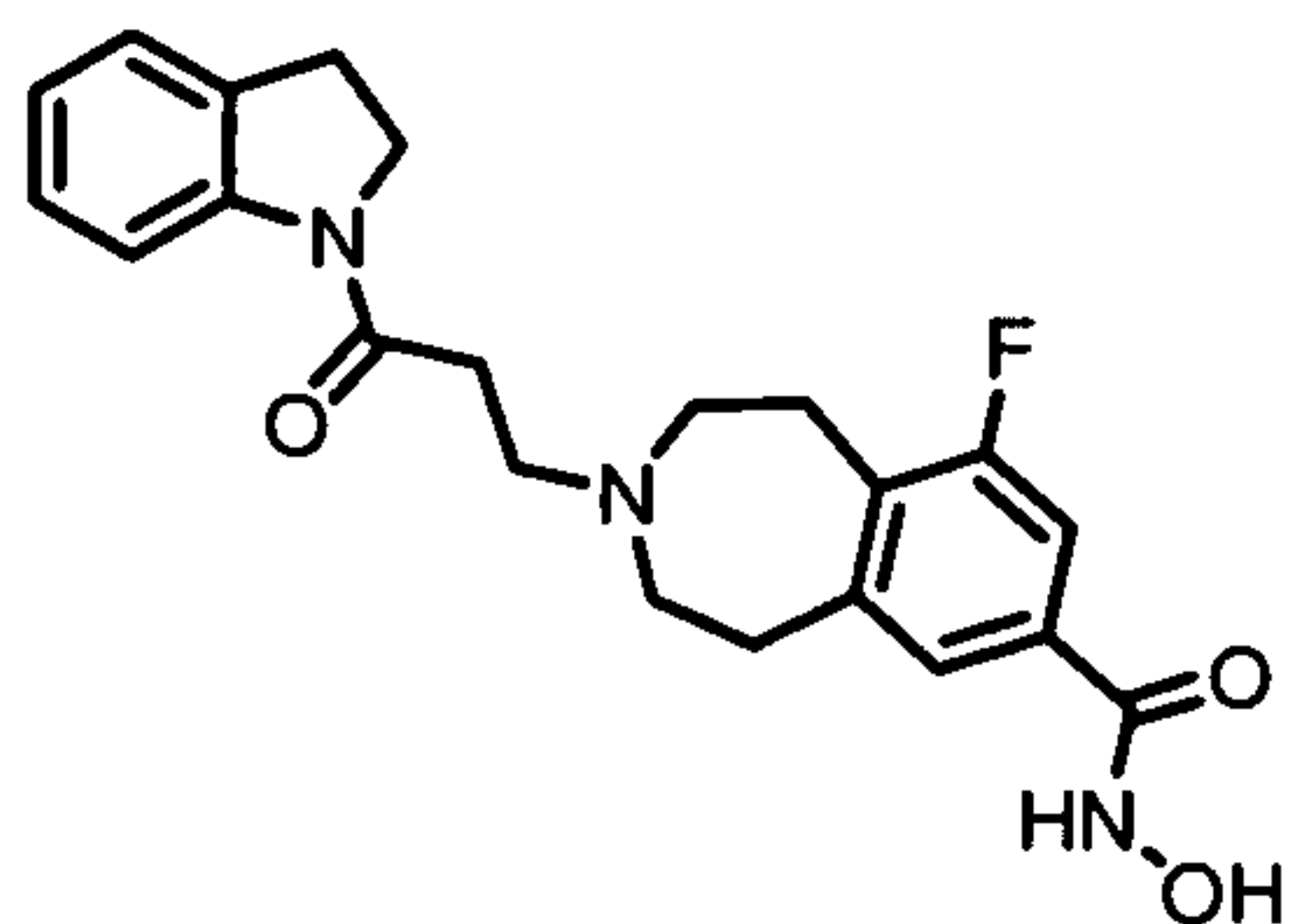
194



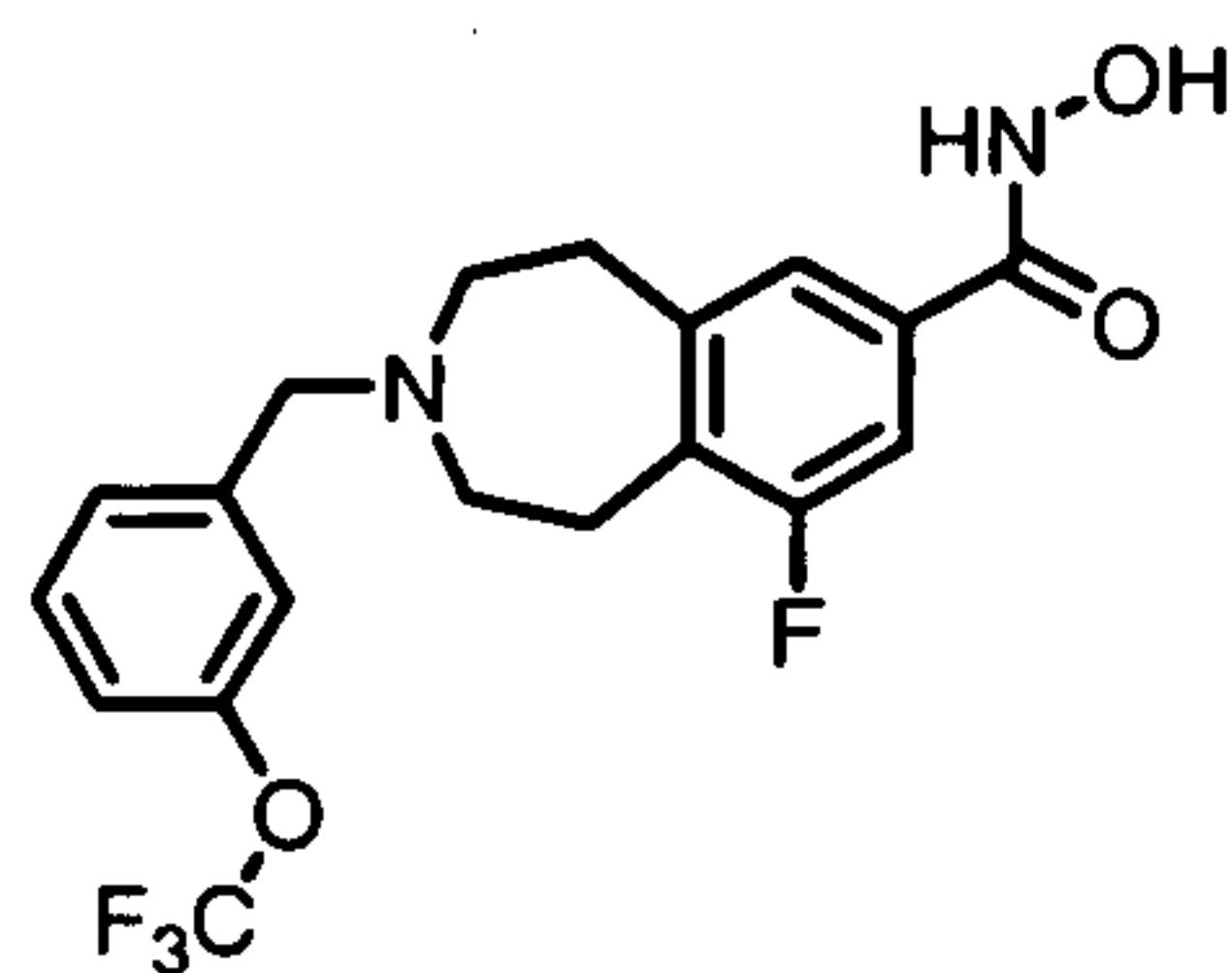
195



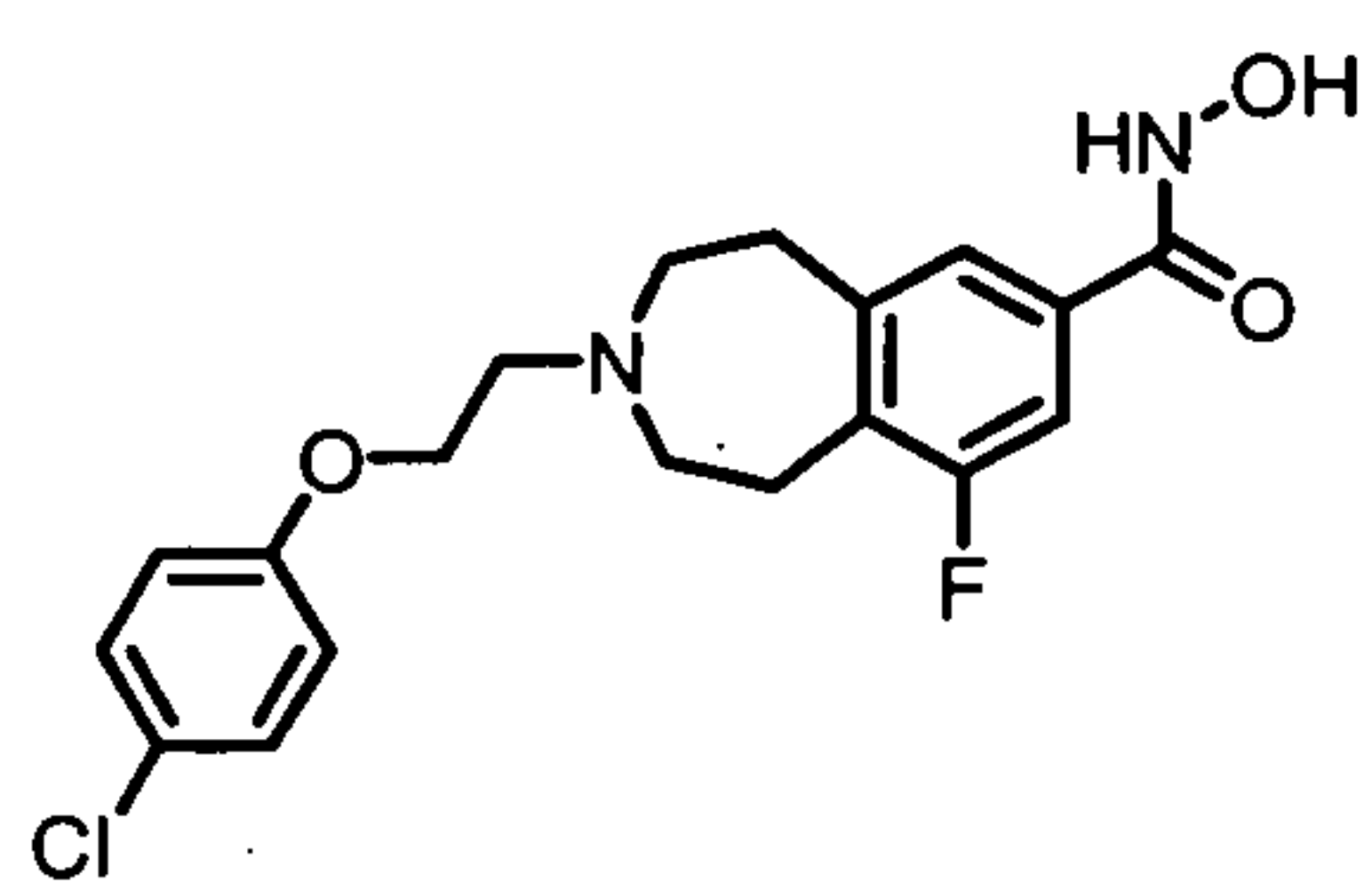
196



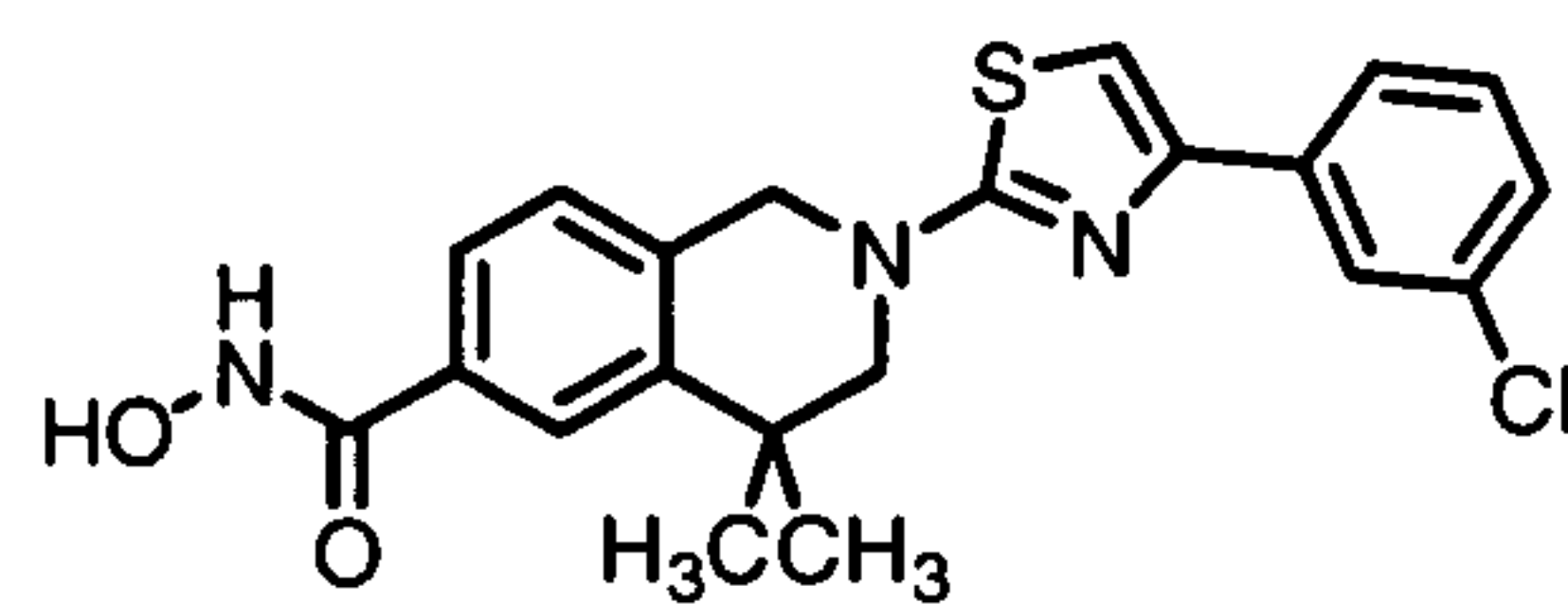
197



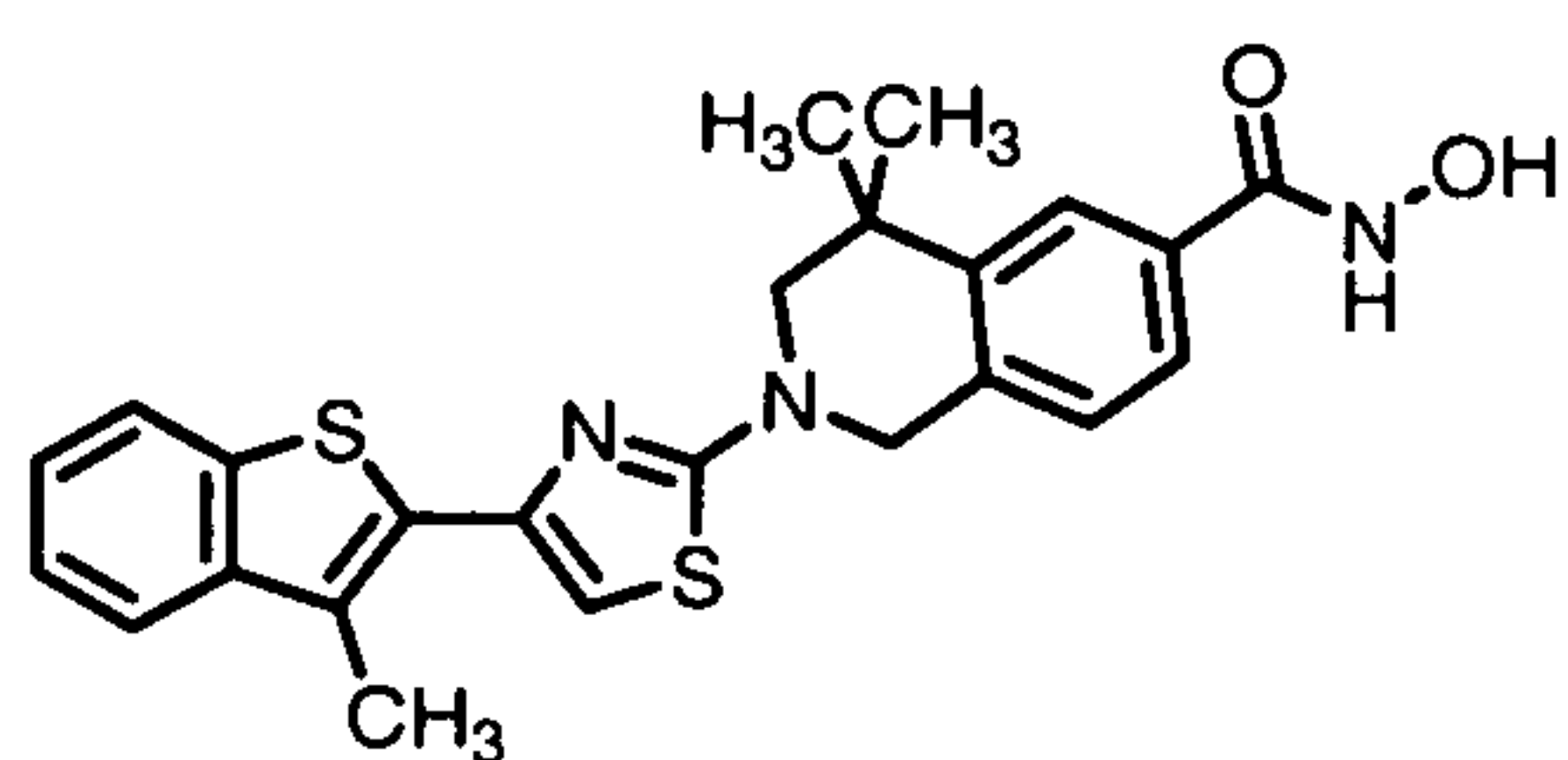
198



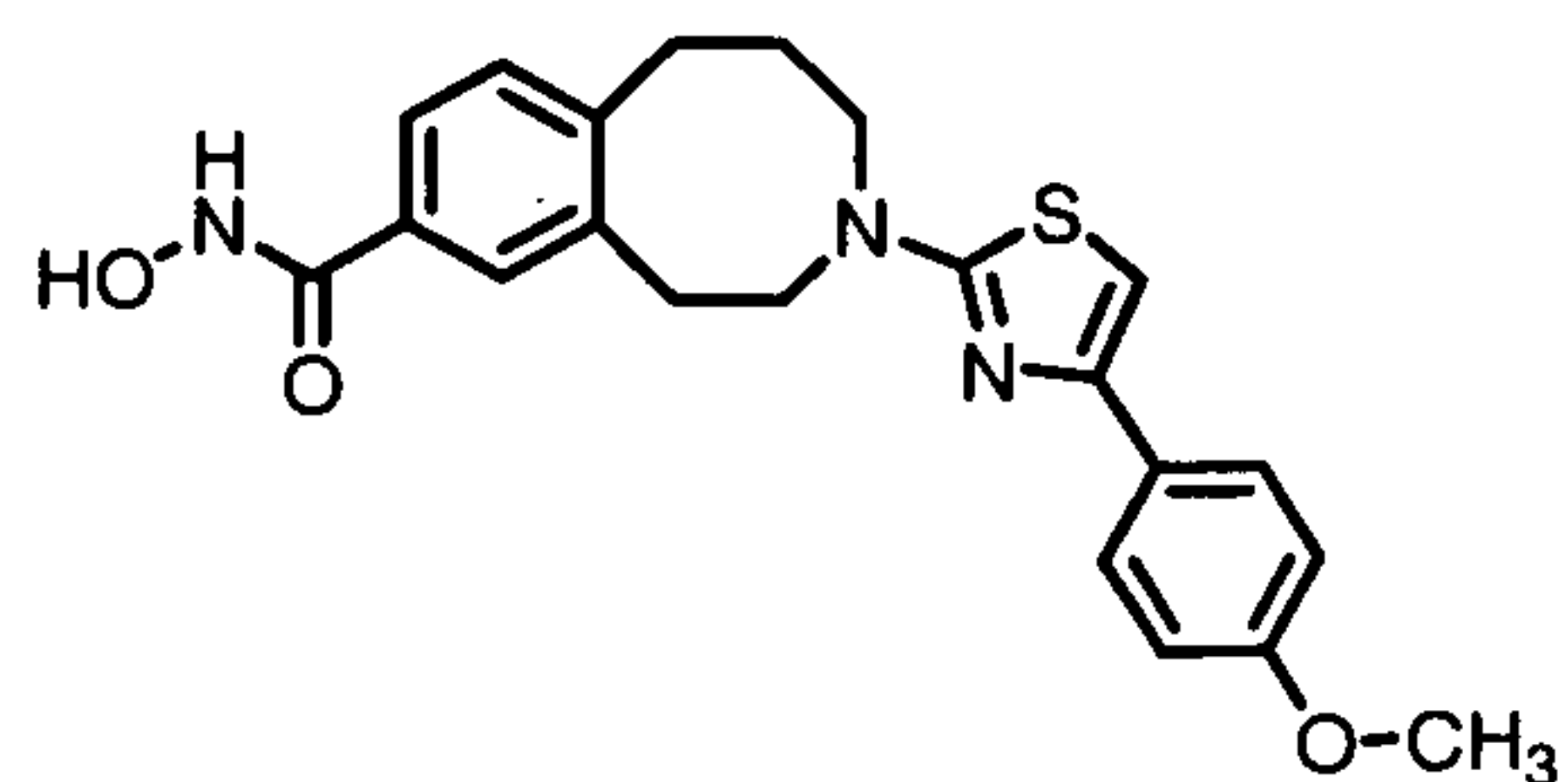
199



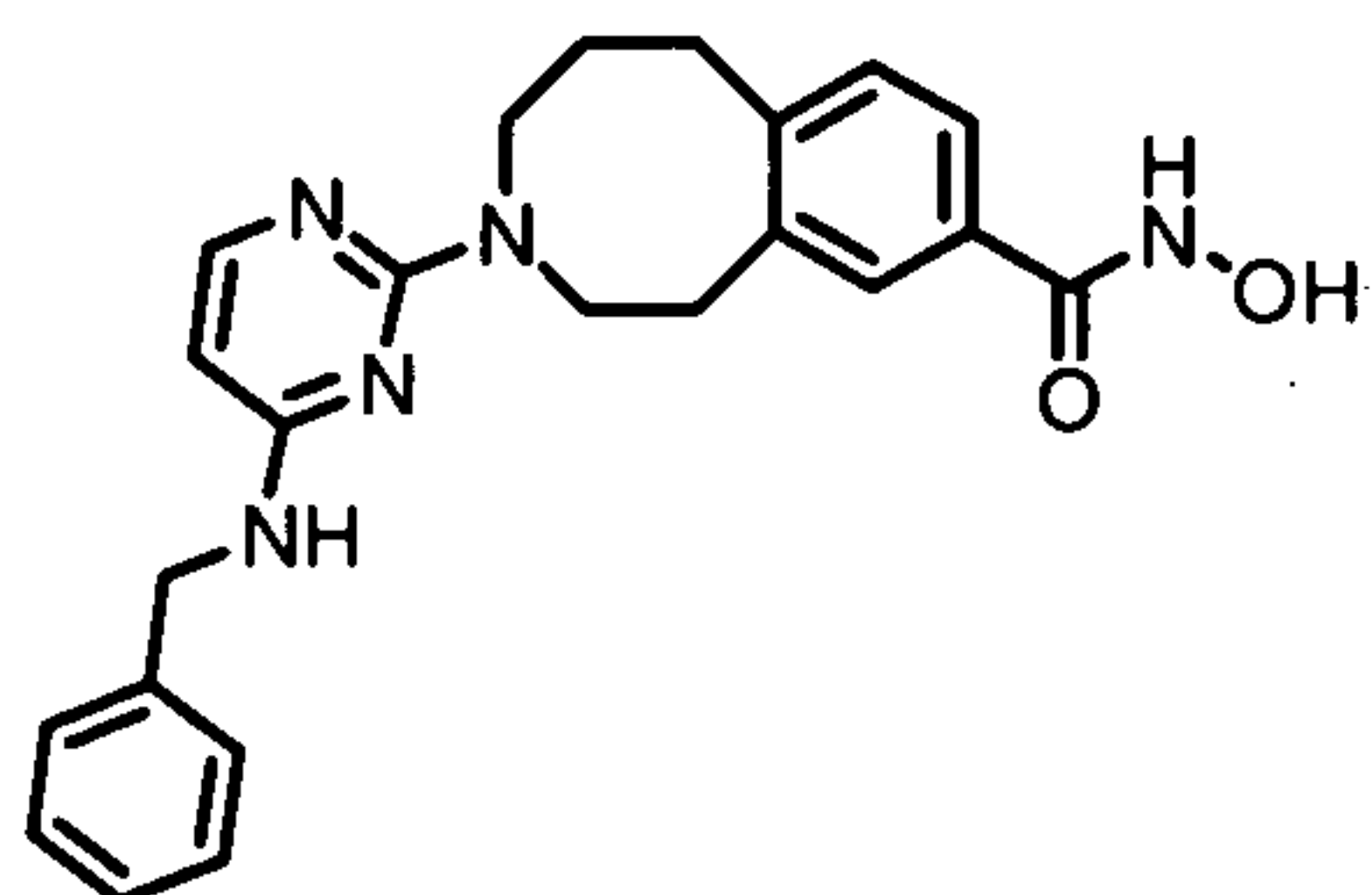
200



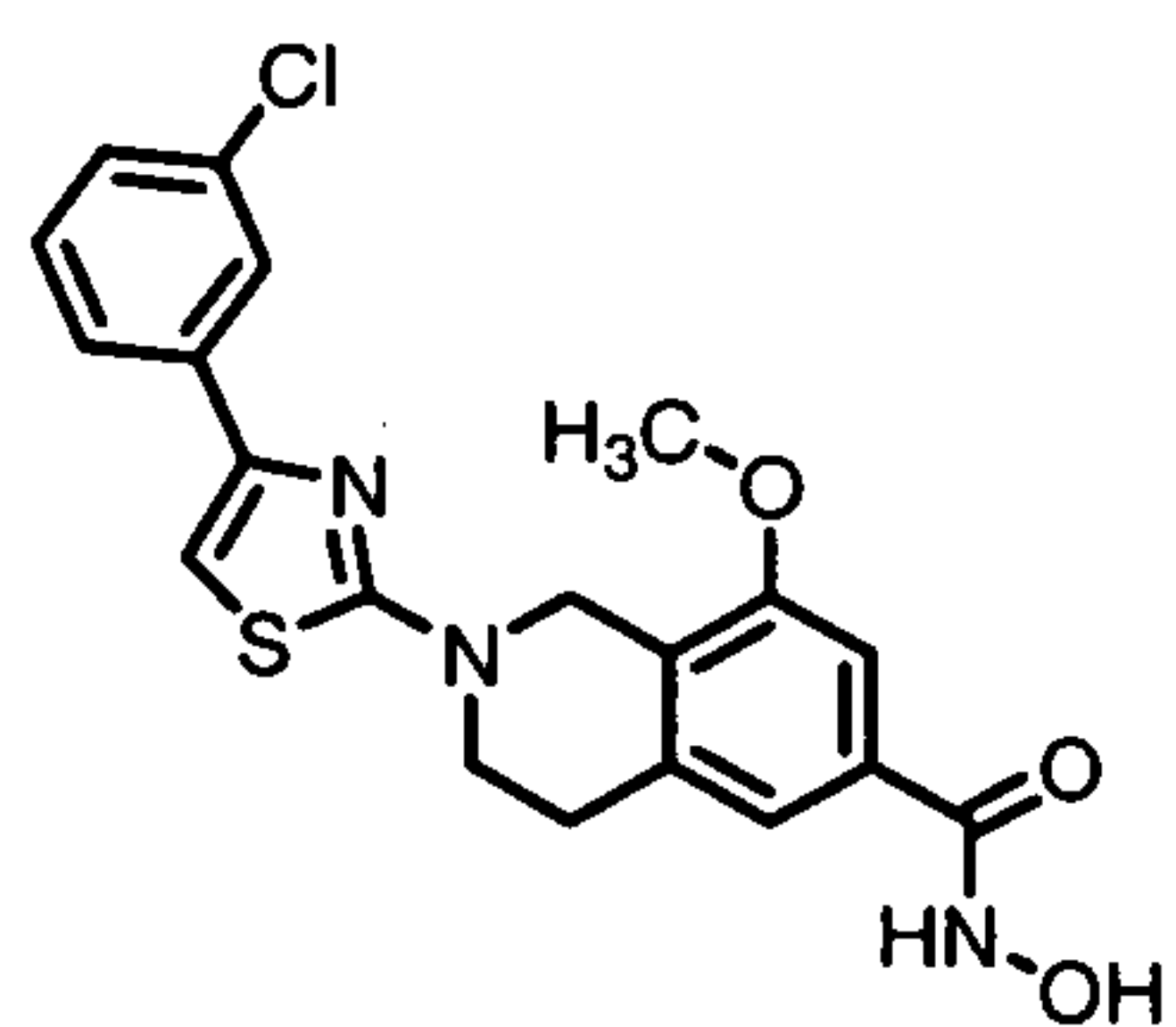
201



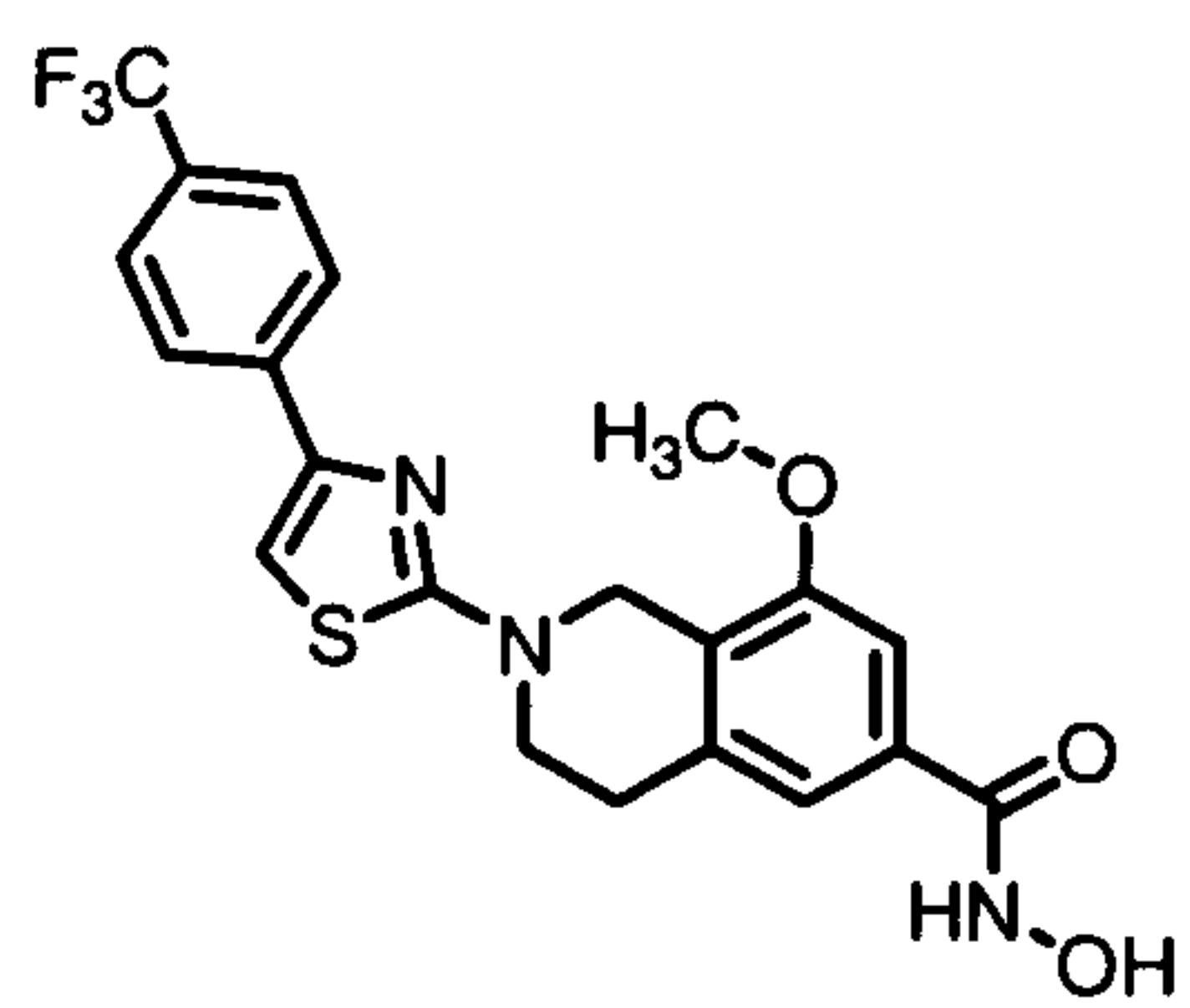
202



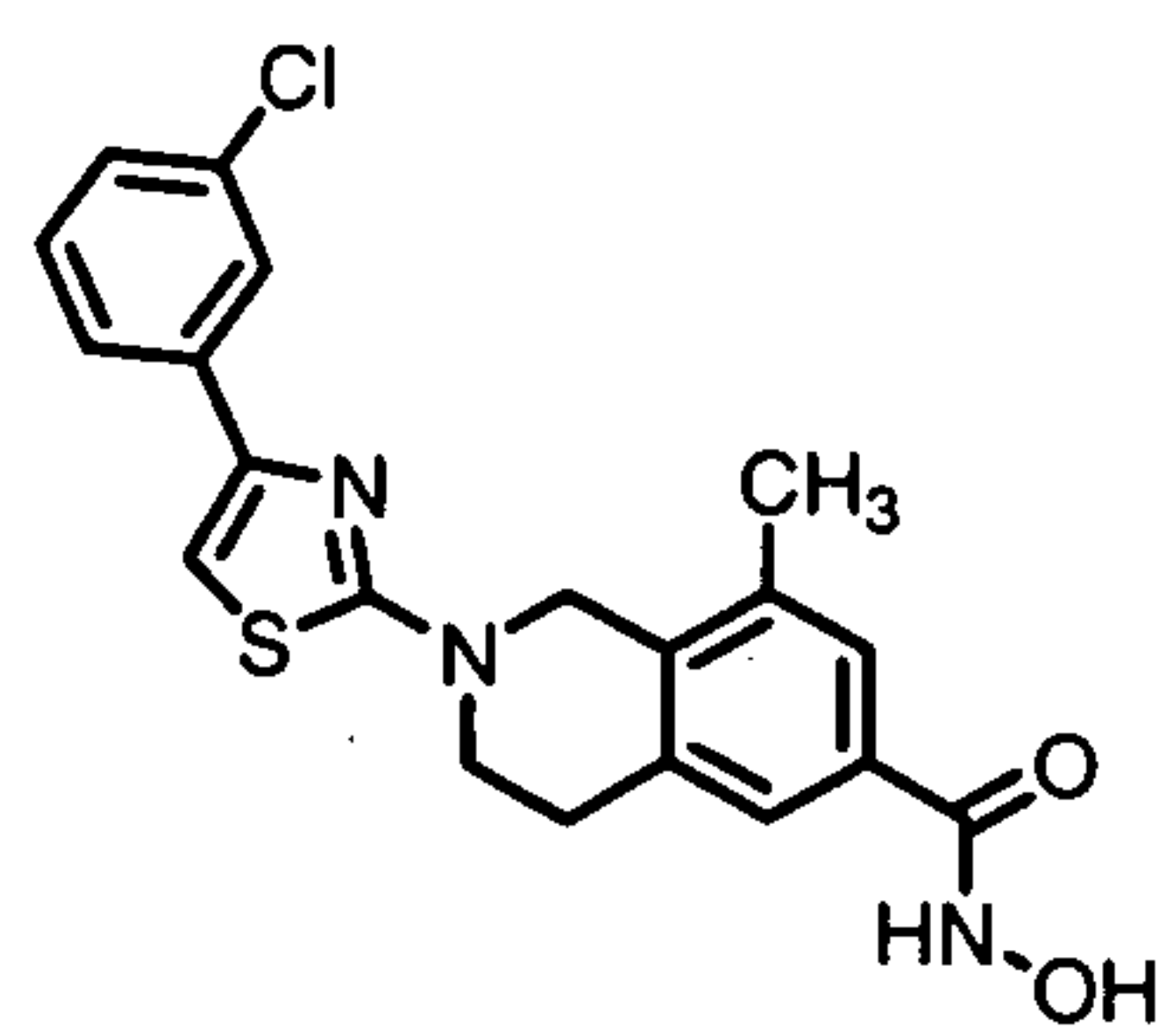
203



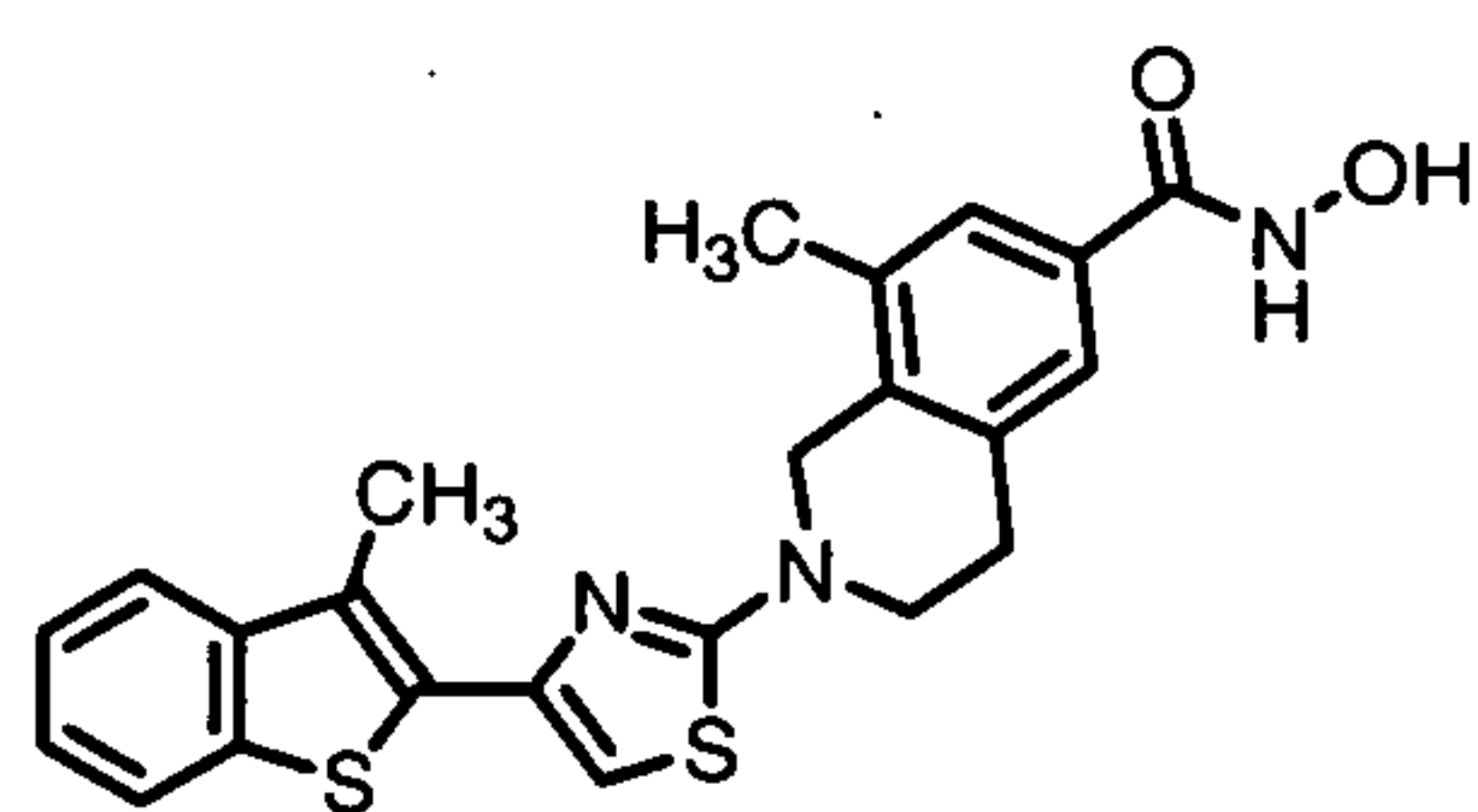
204



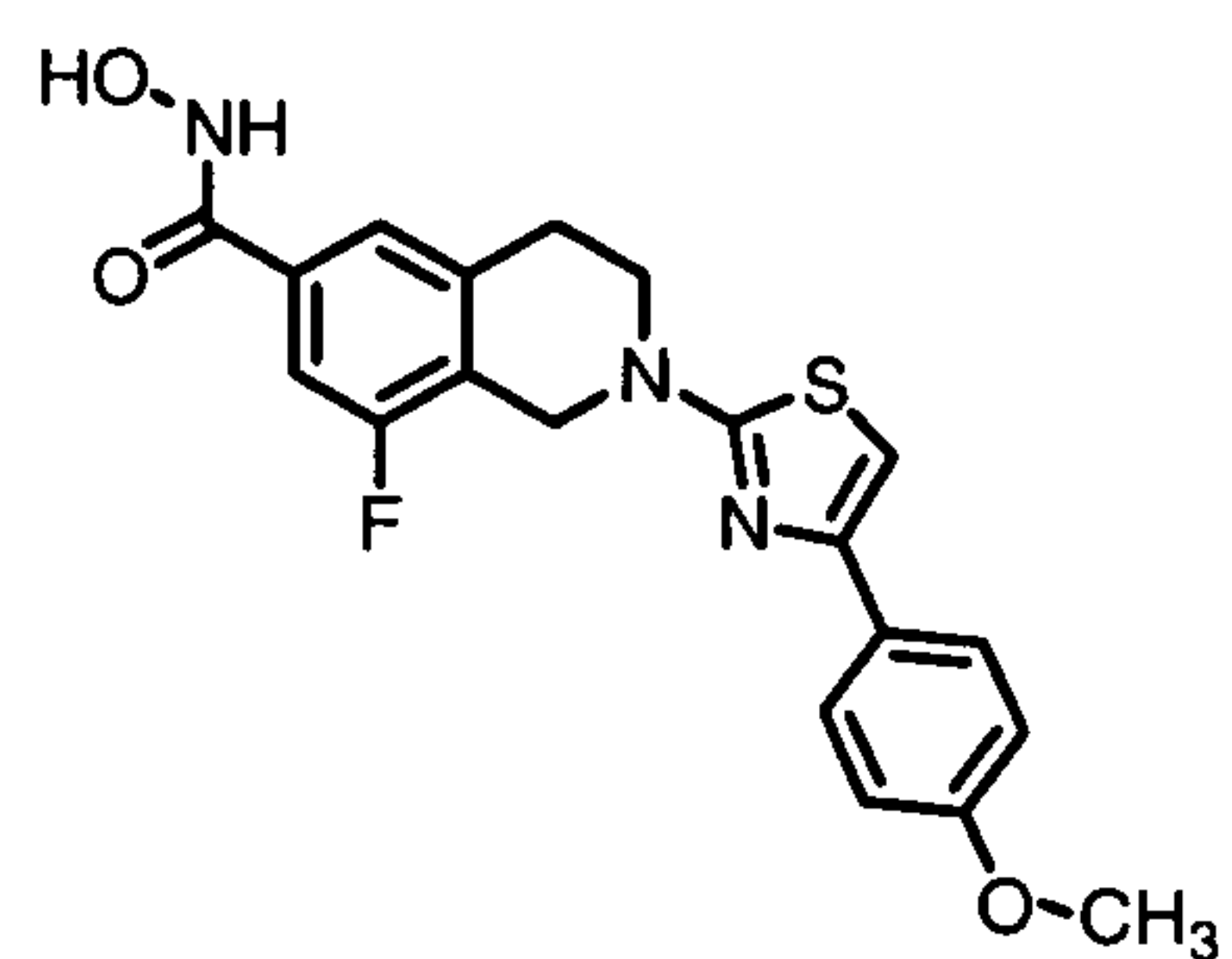
205



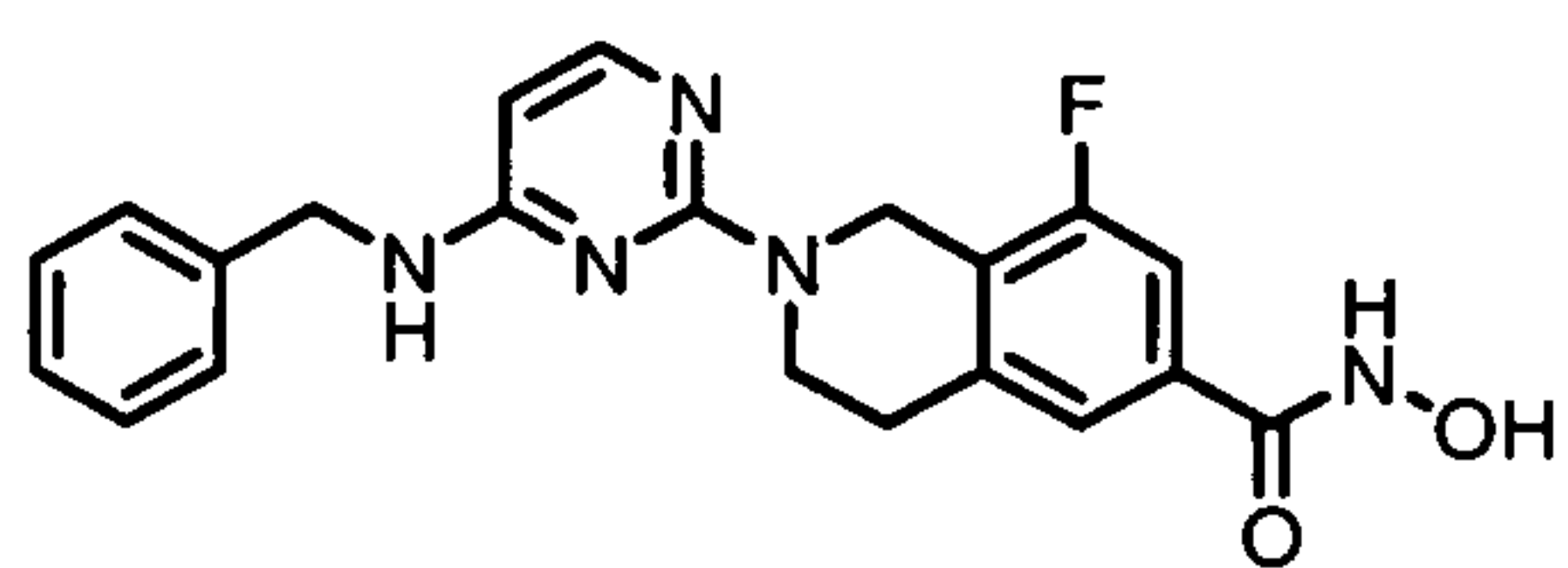
206



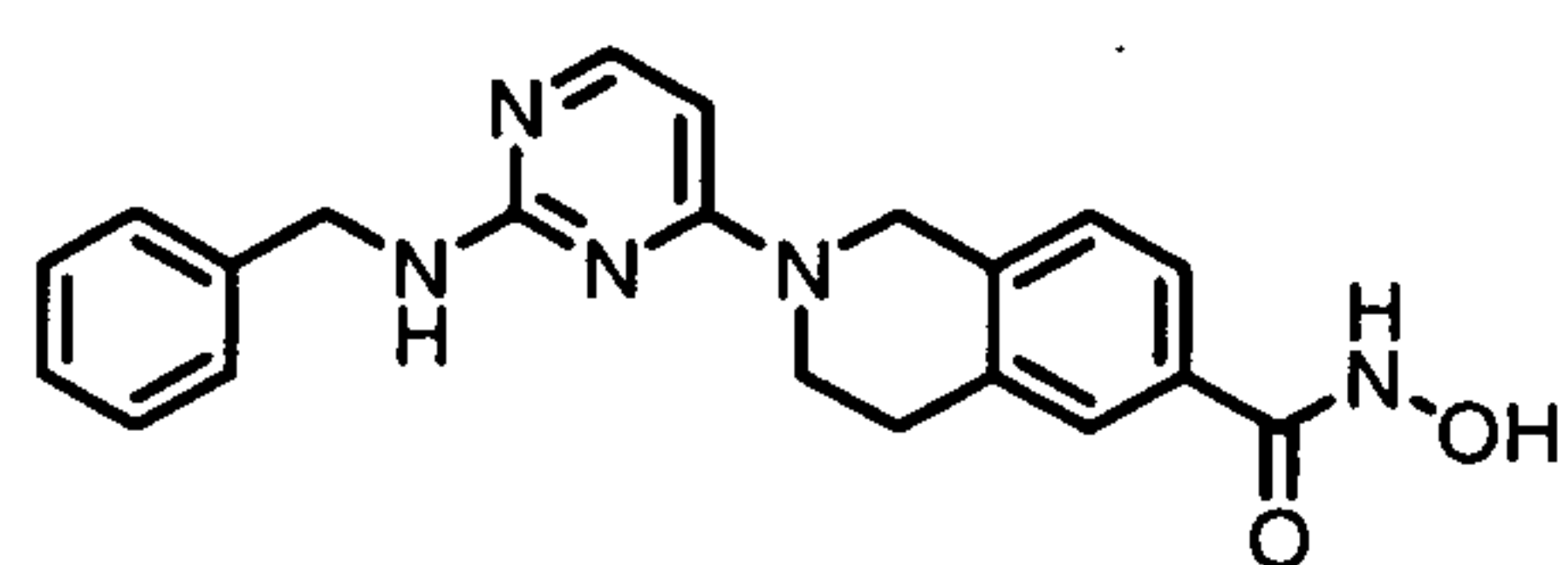
207



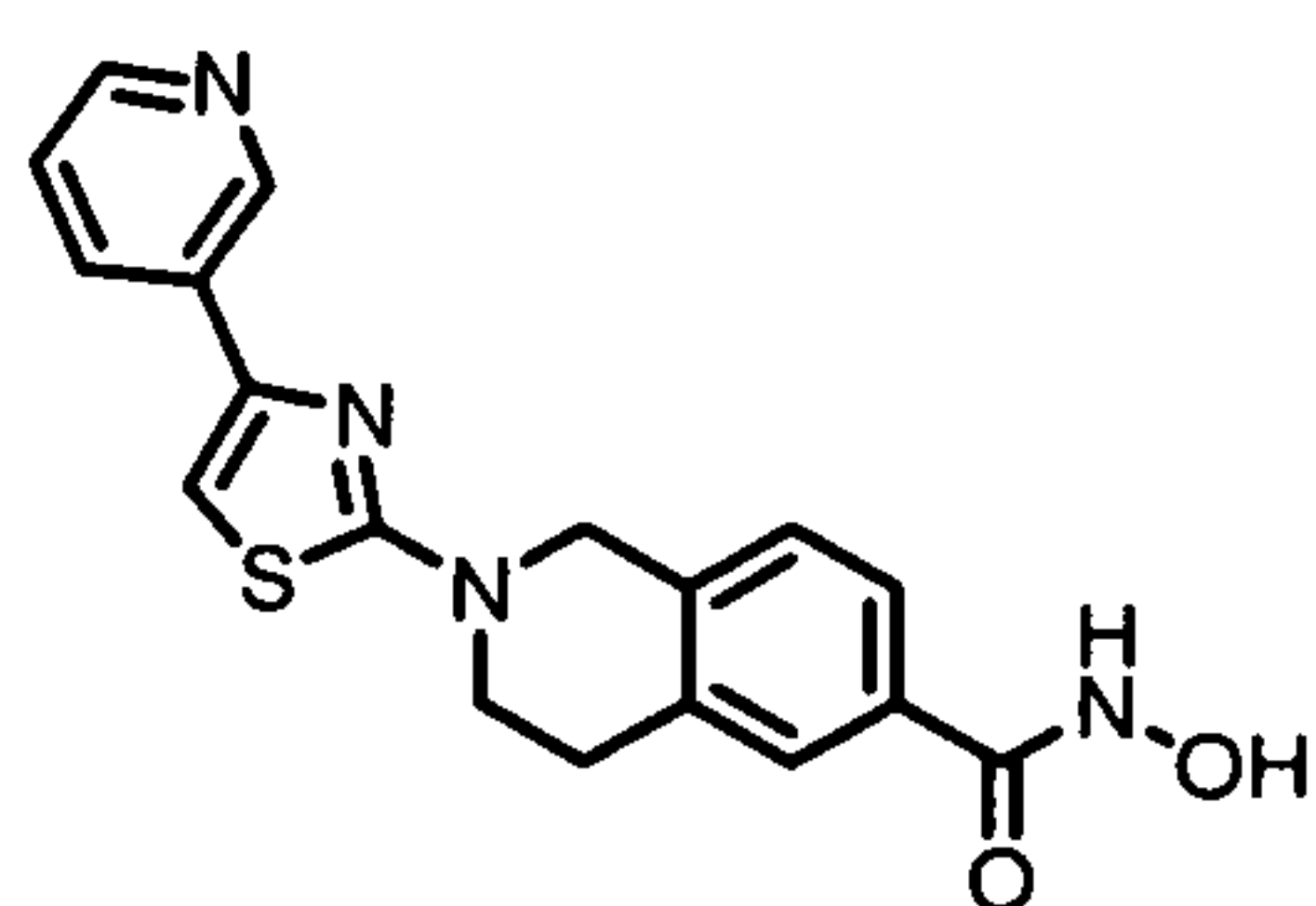
208



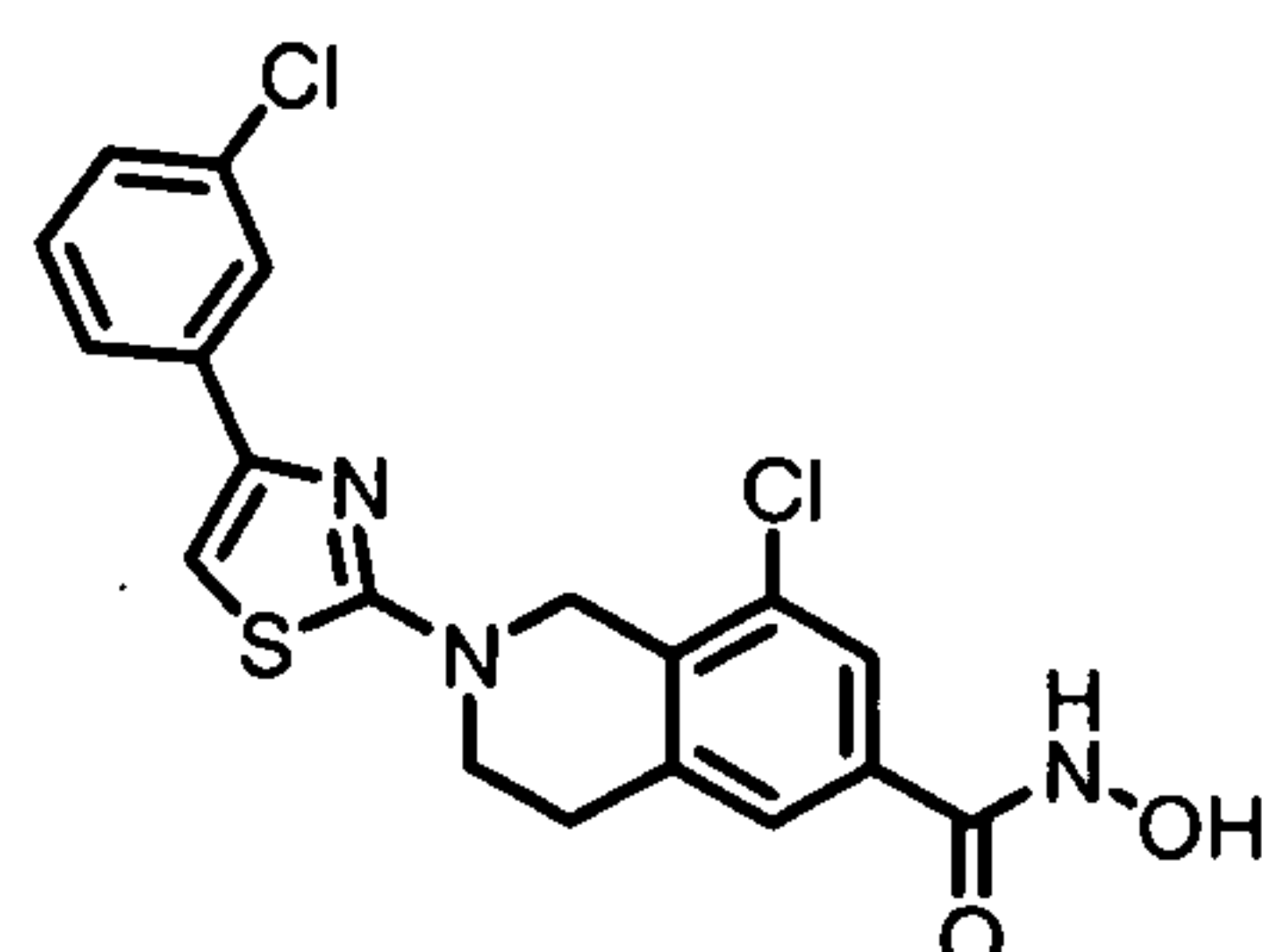
209



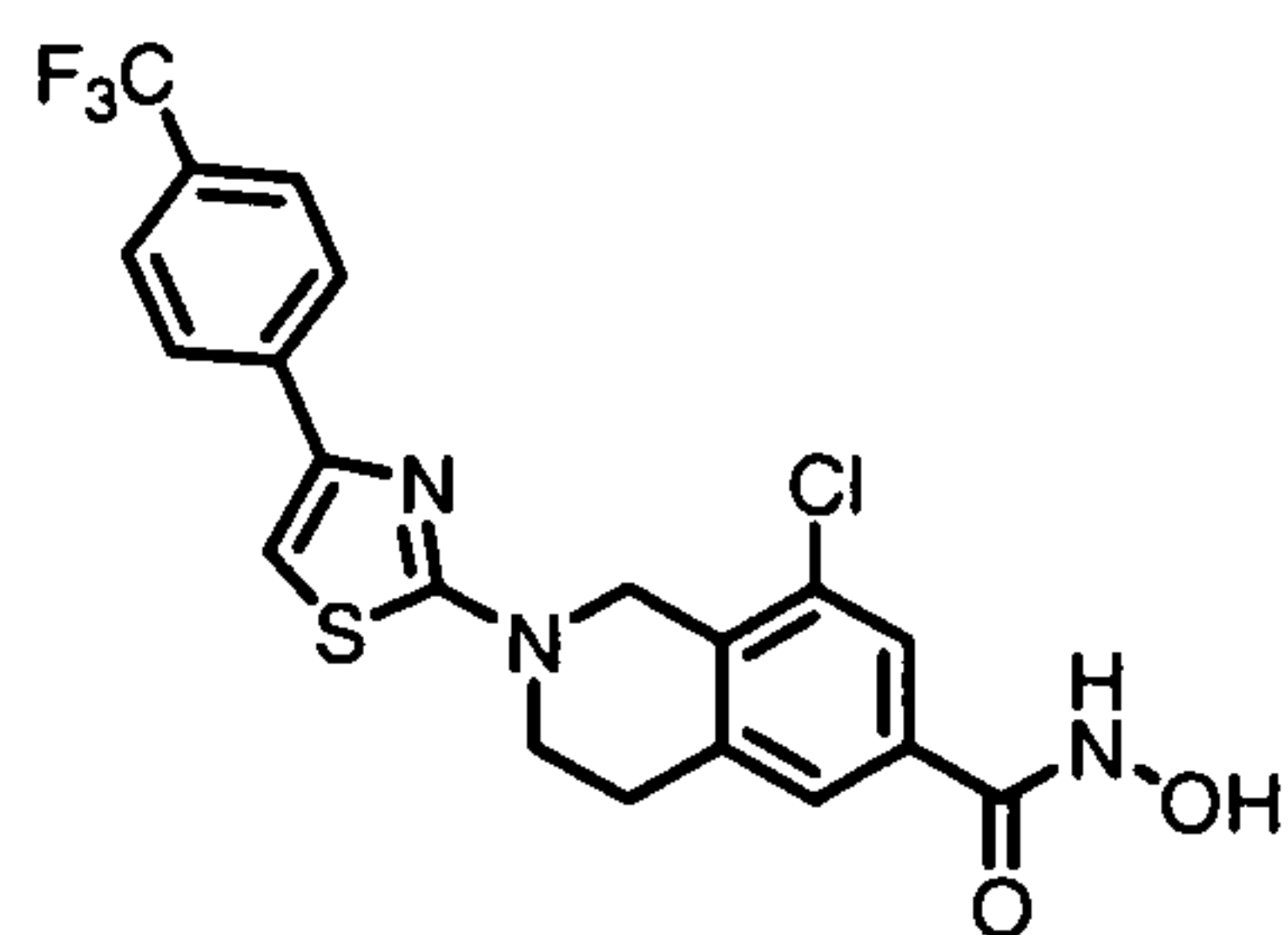
210



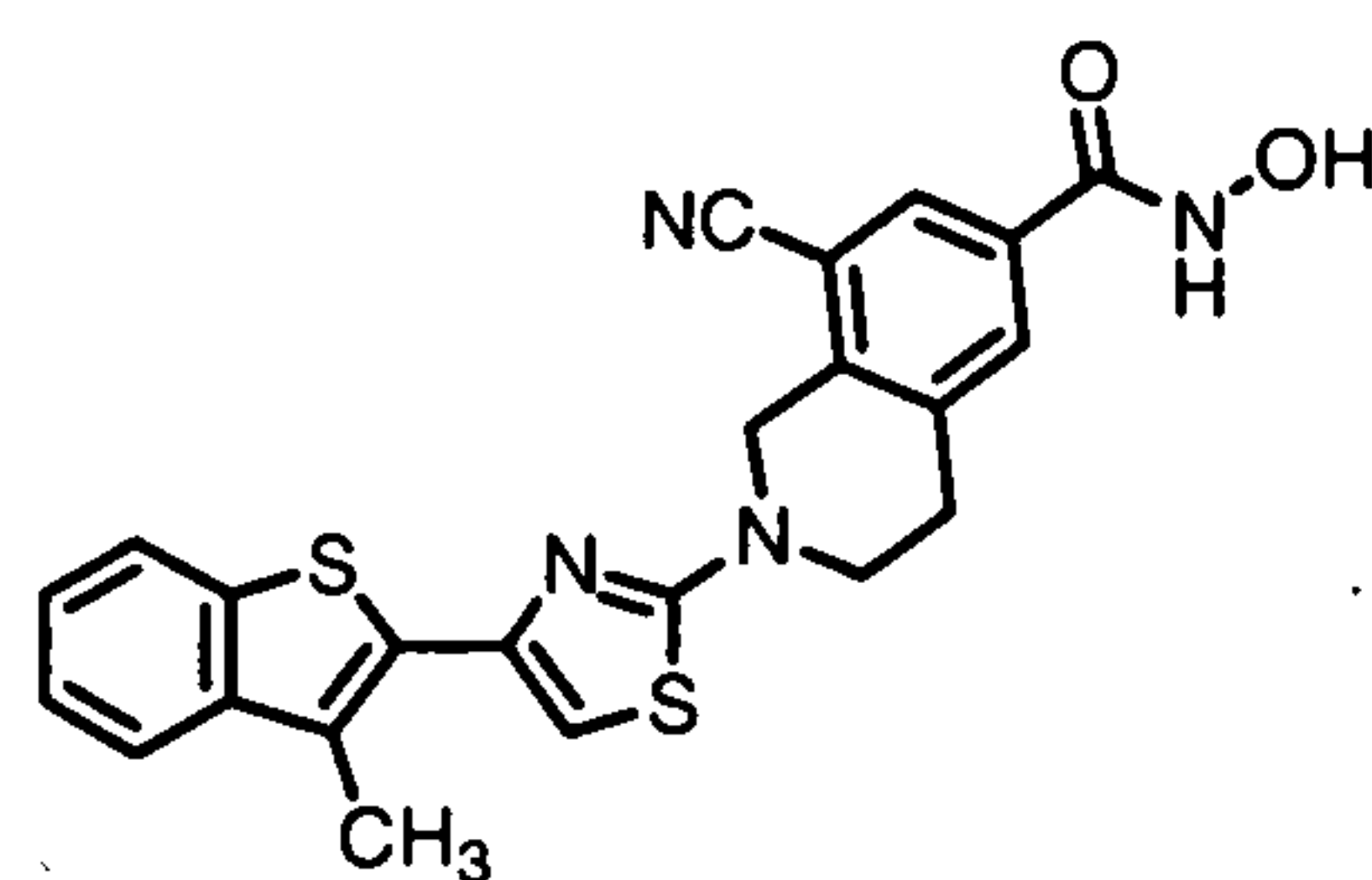
211



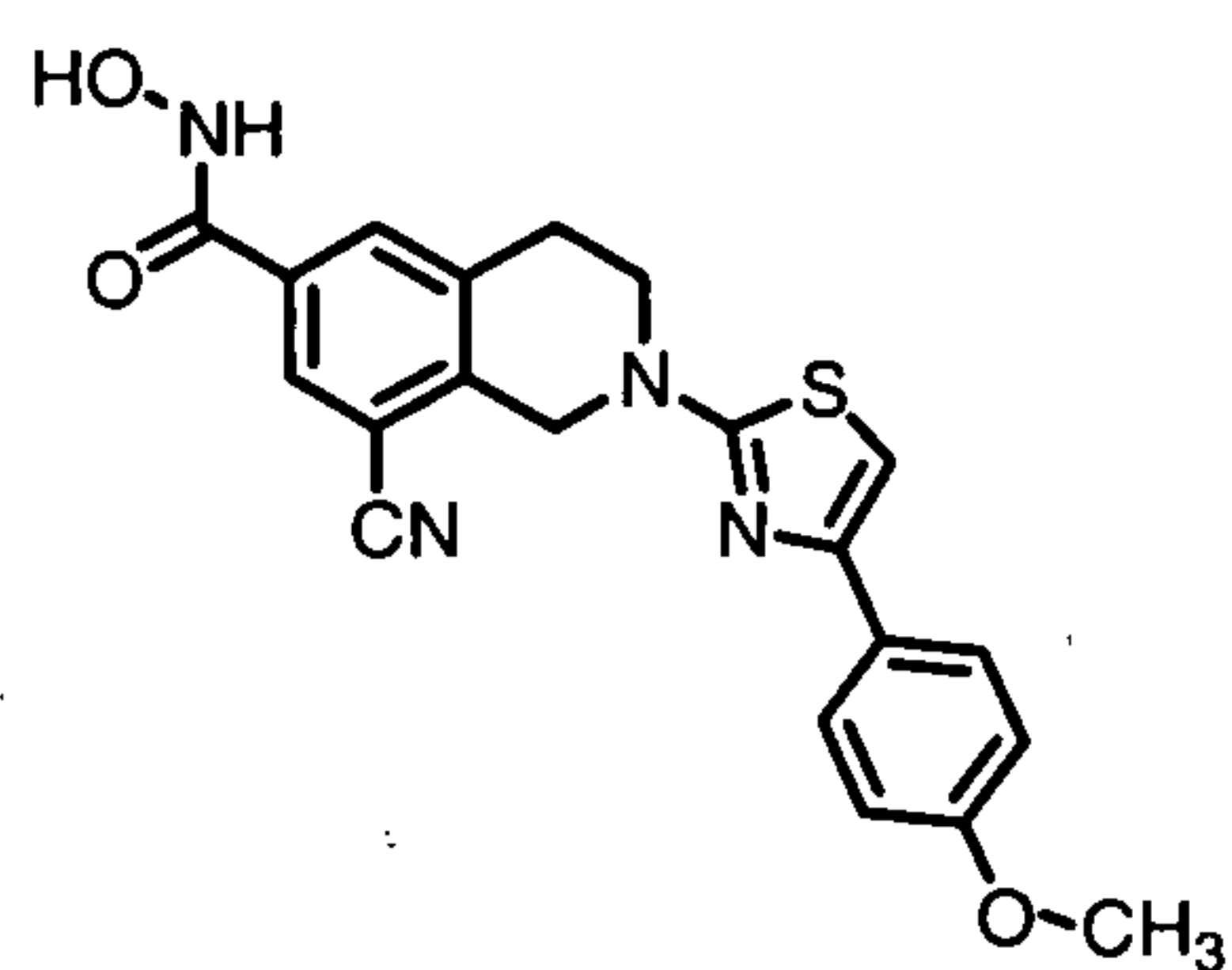
212



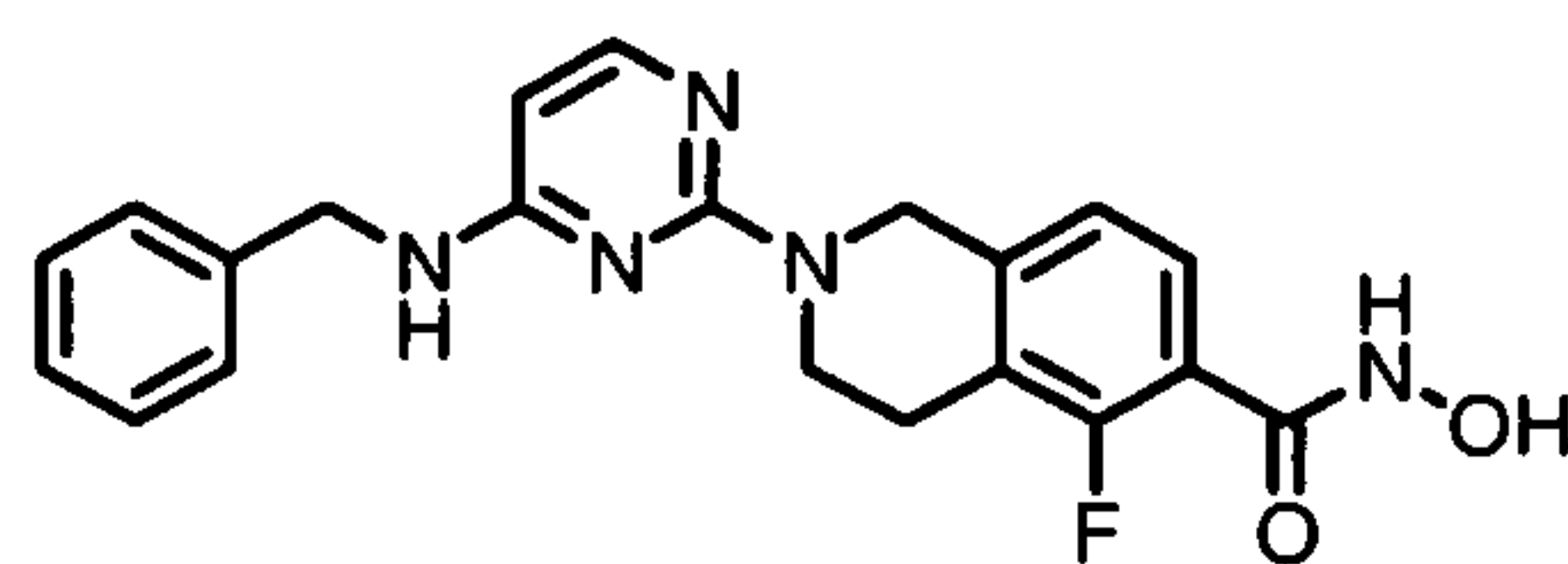
213



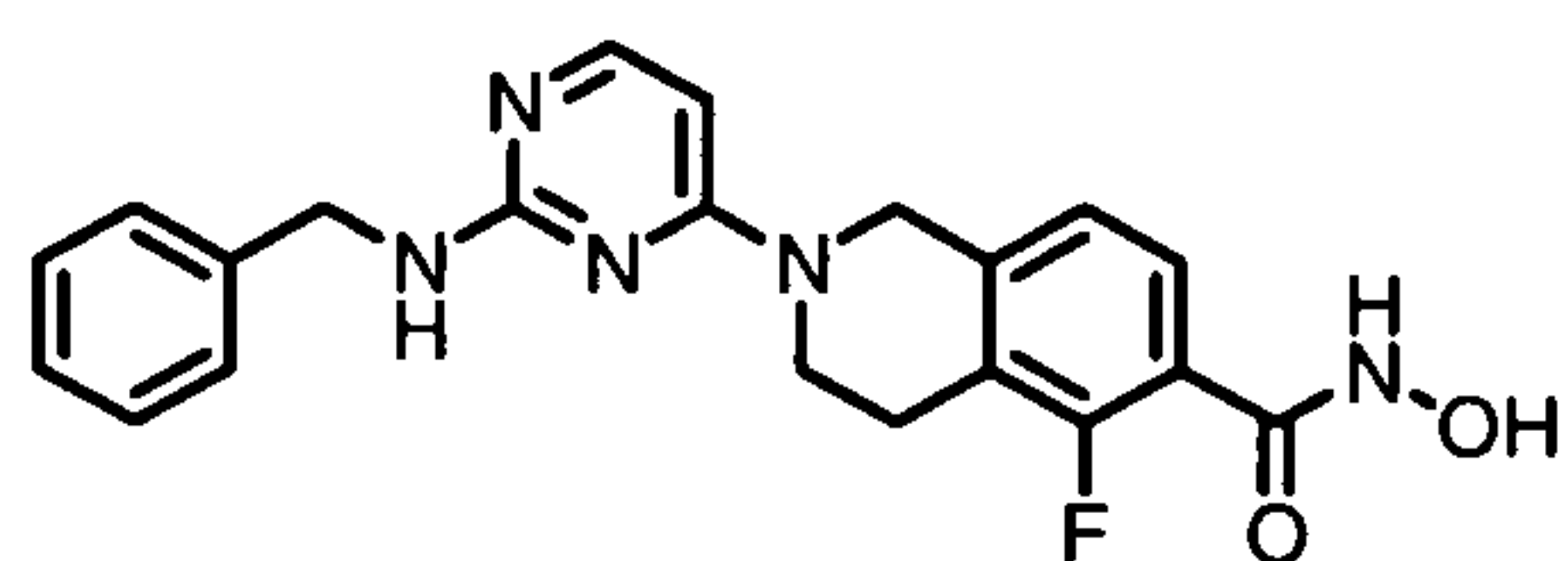
214



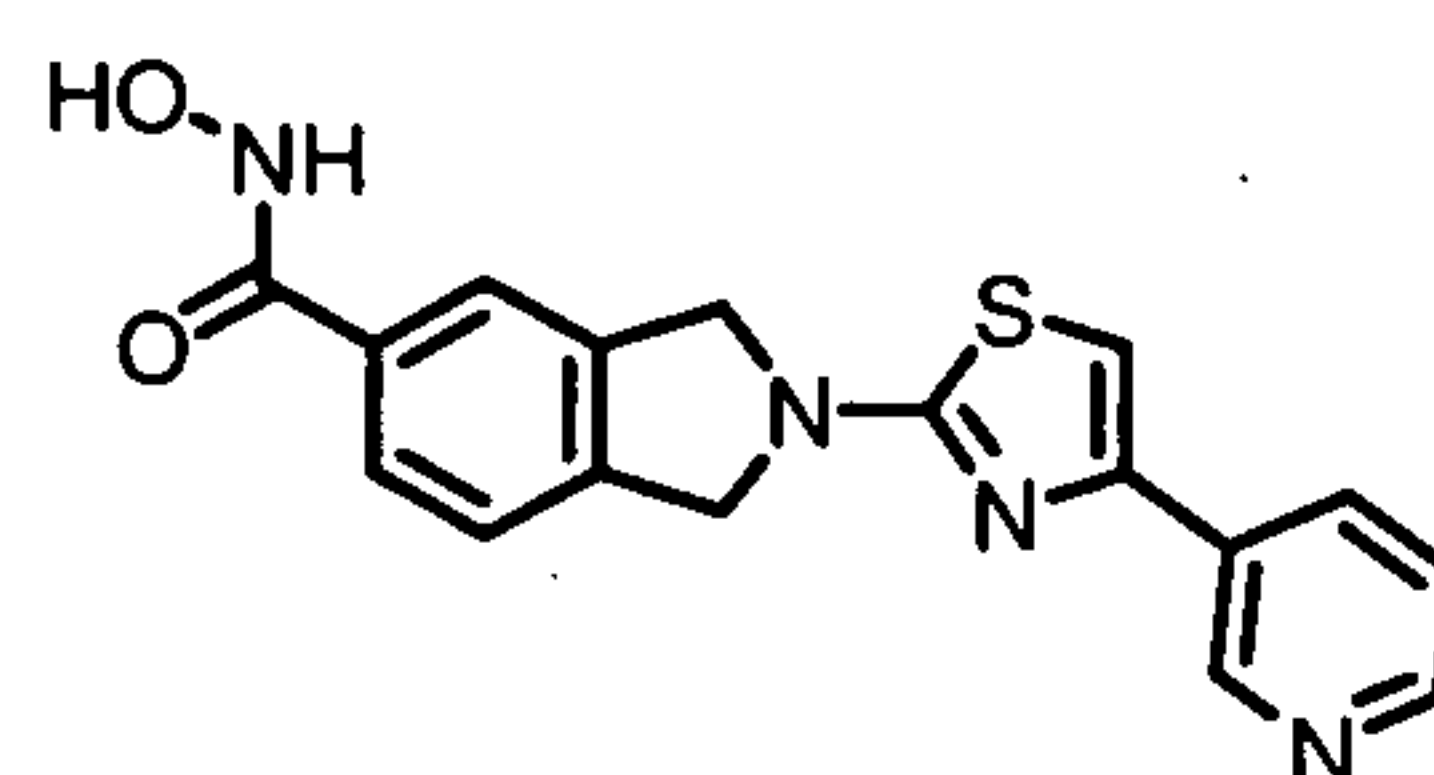
215



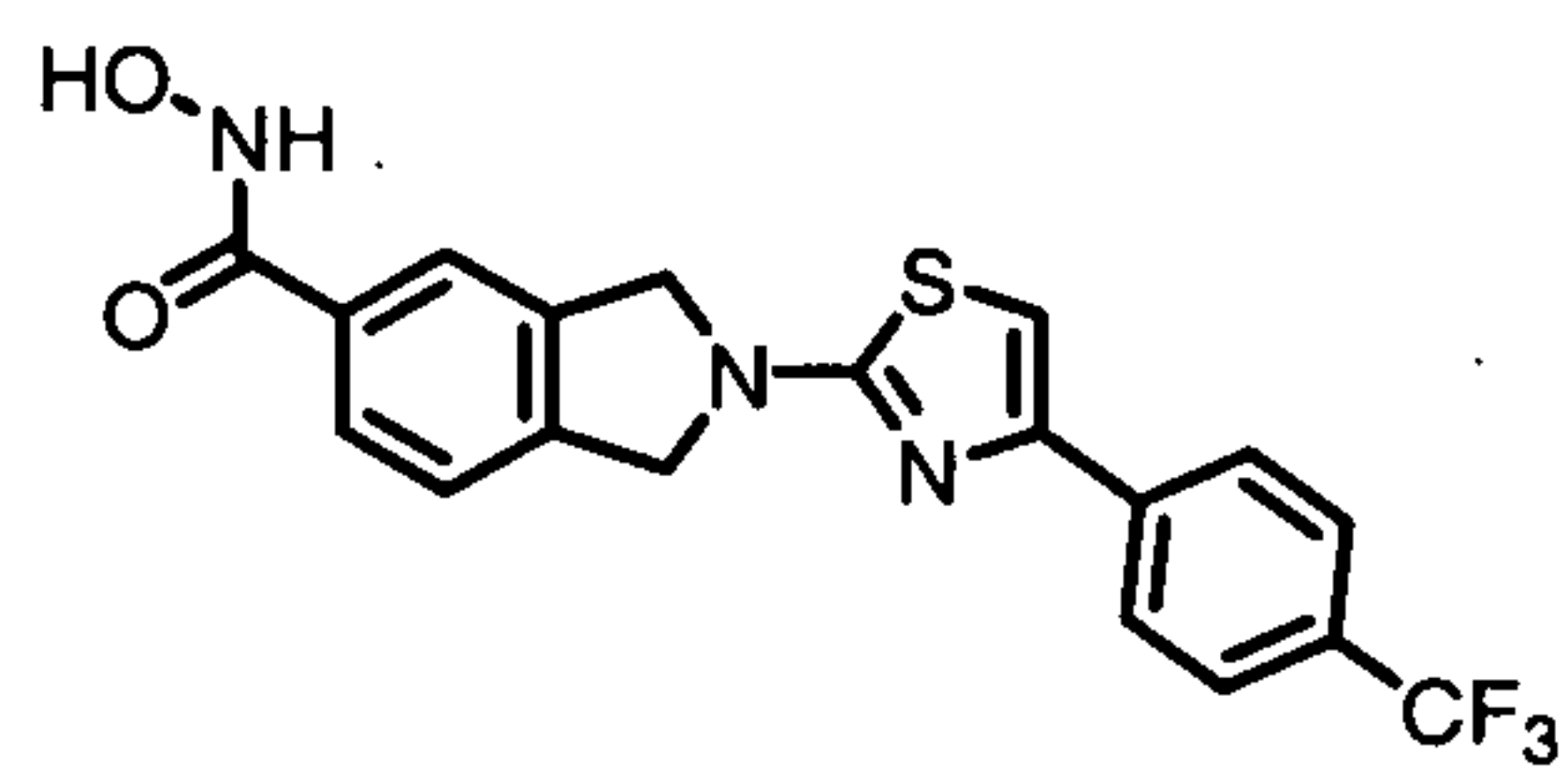
216



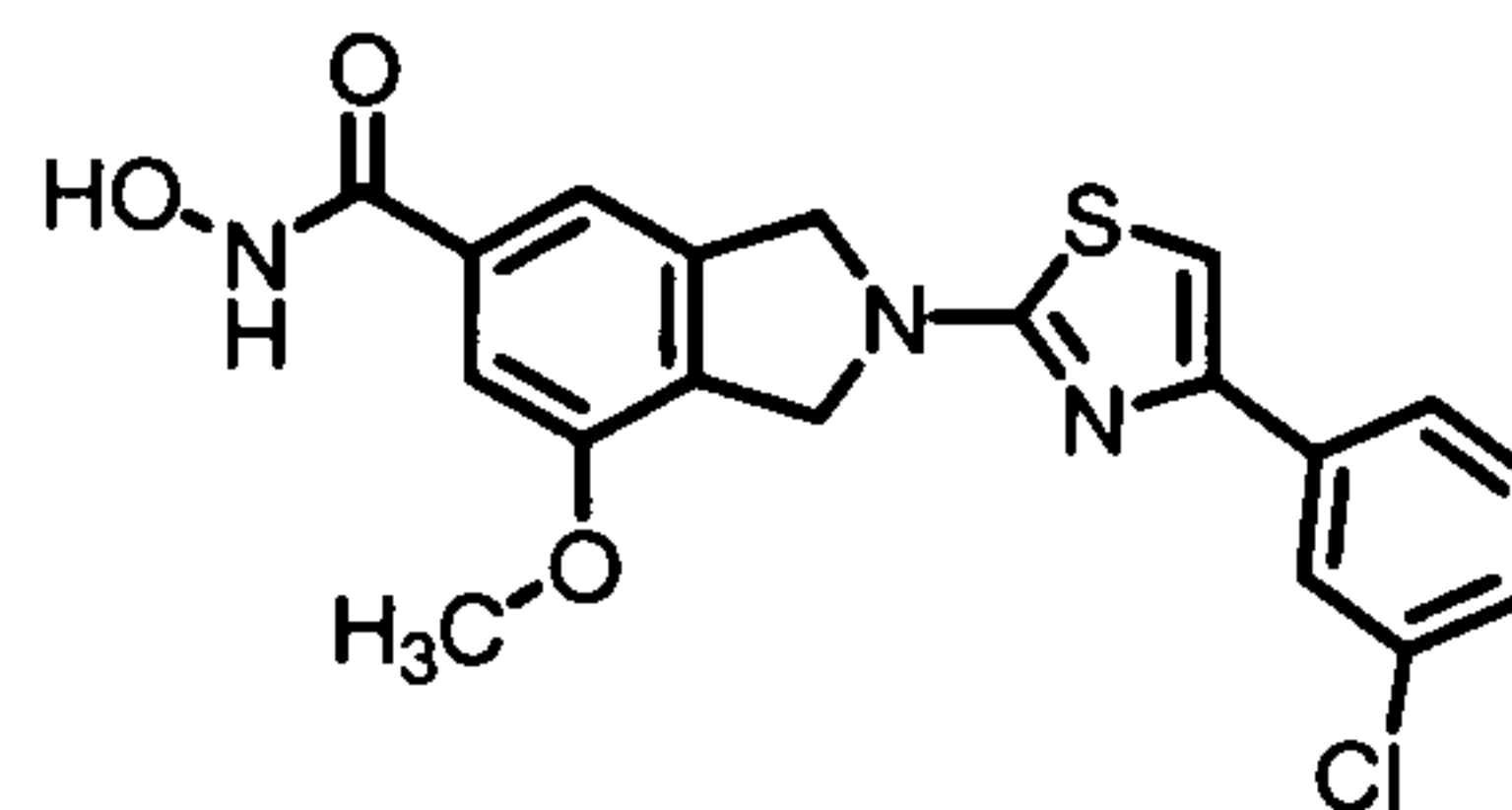
217



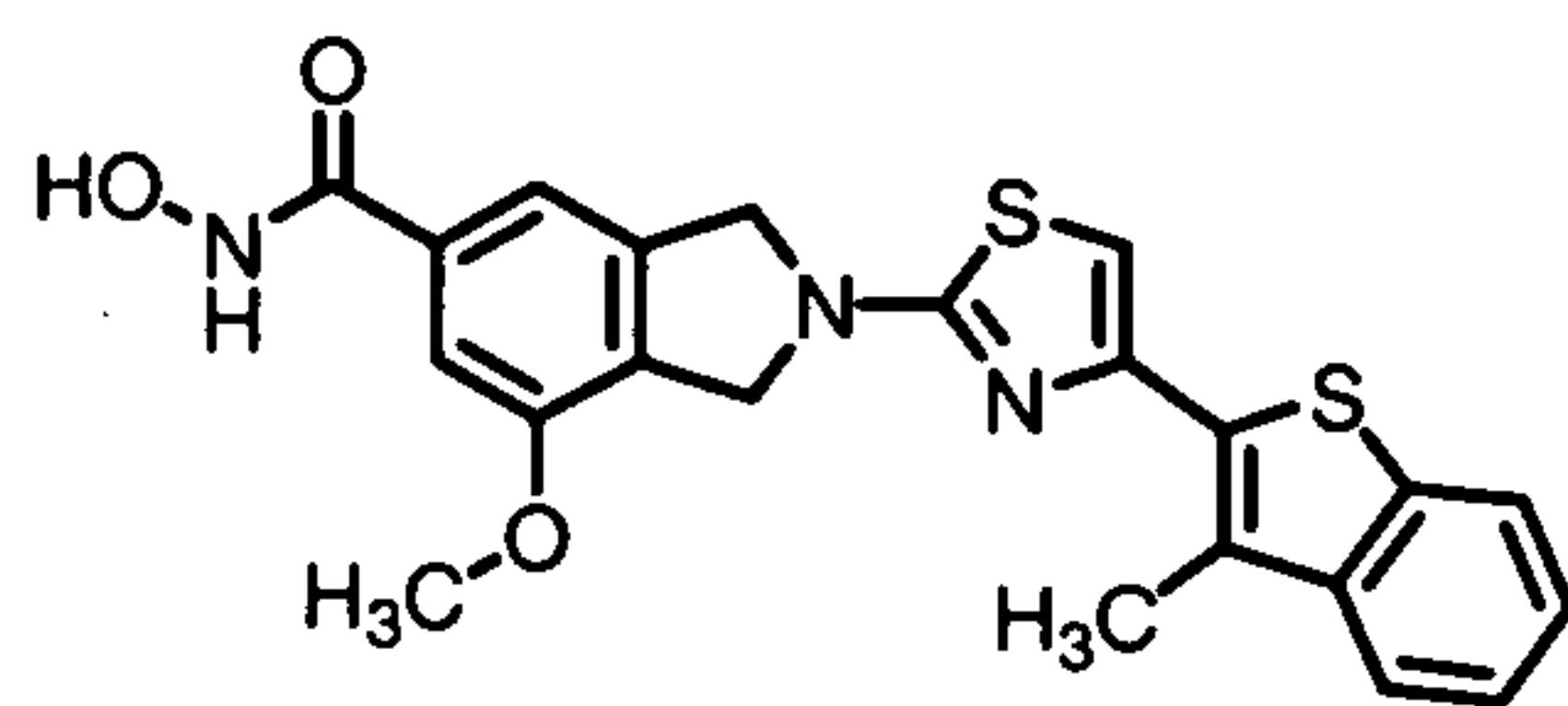
218



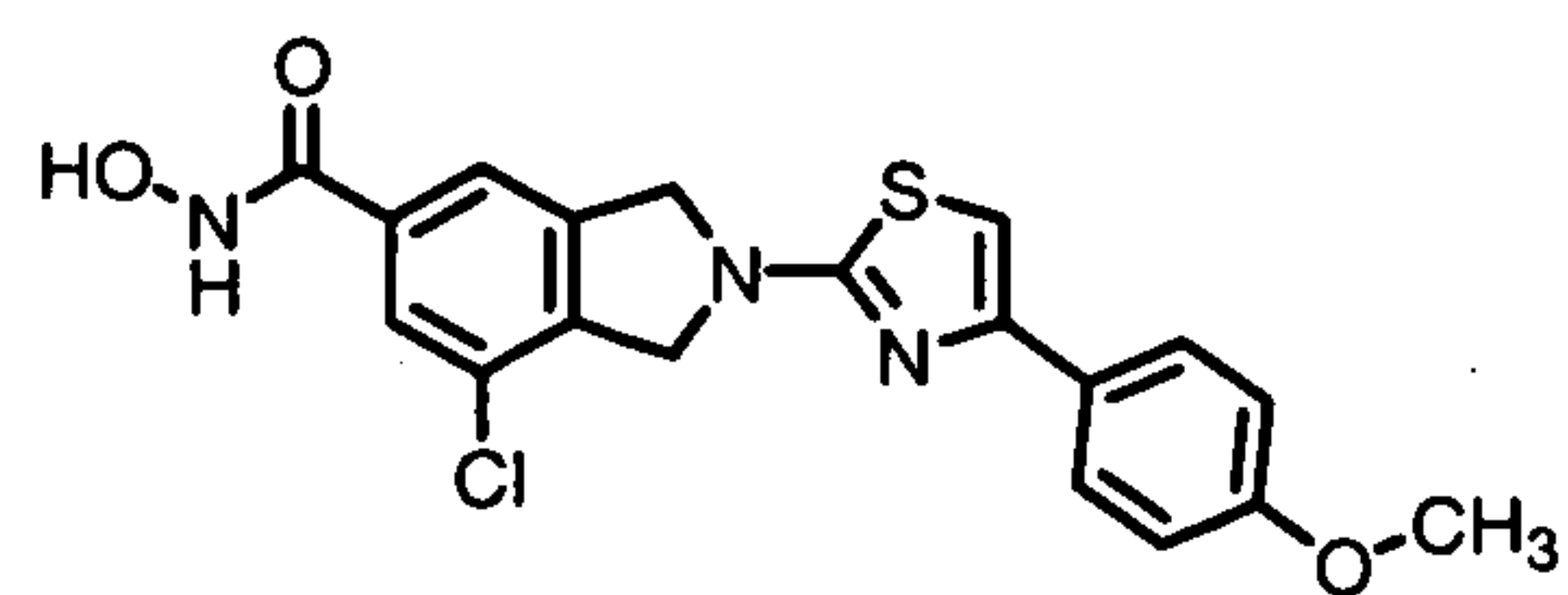
219



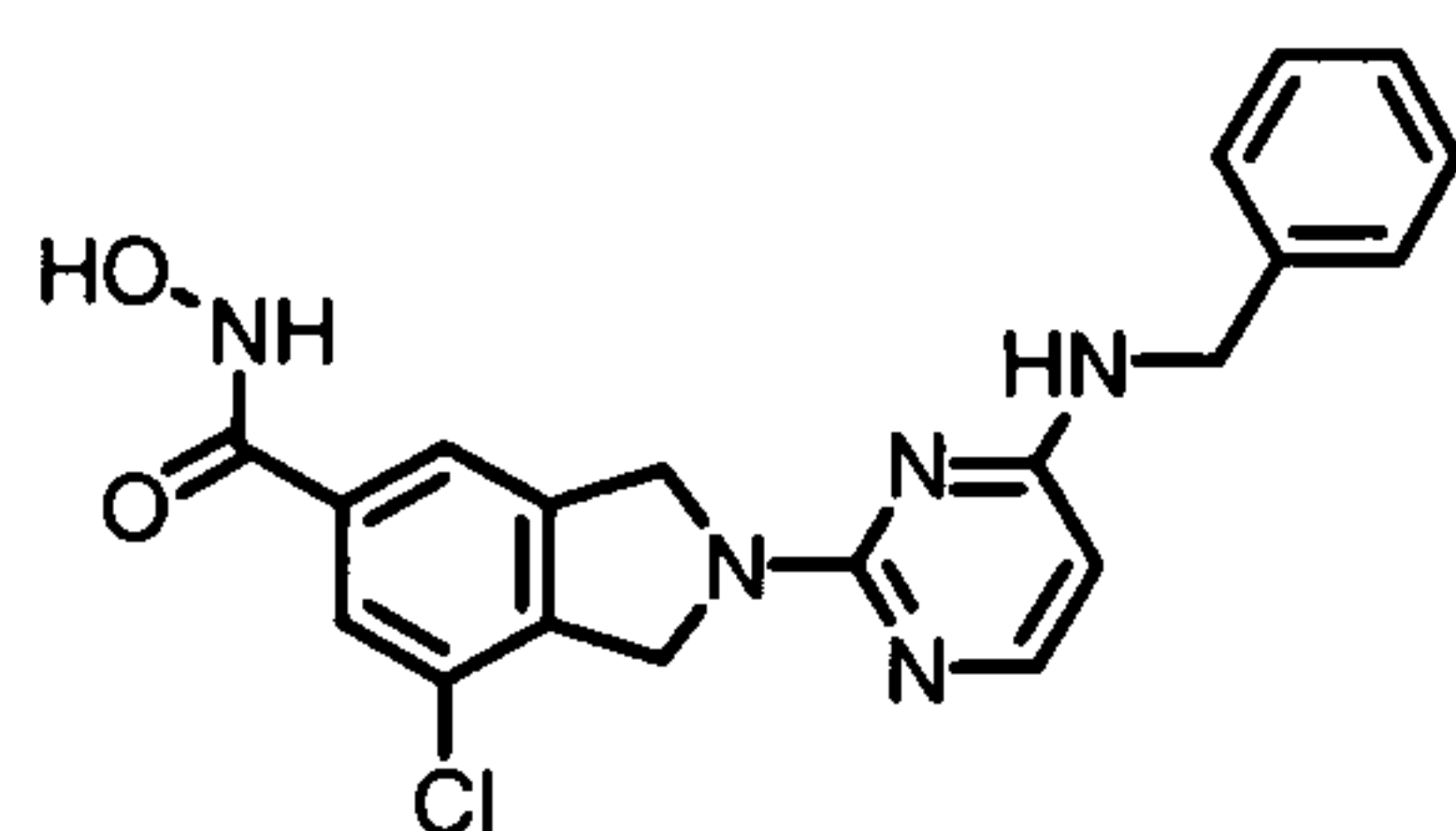
220



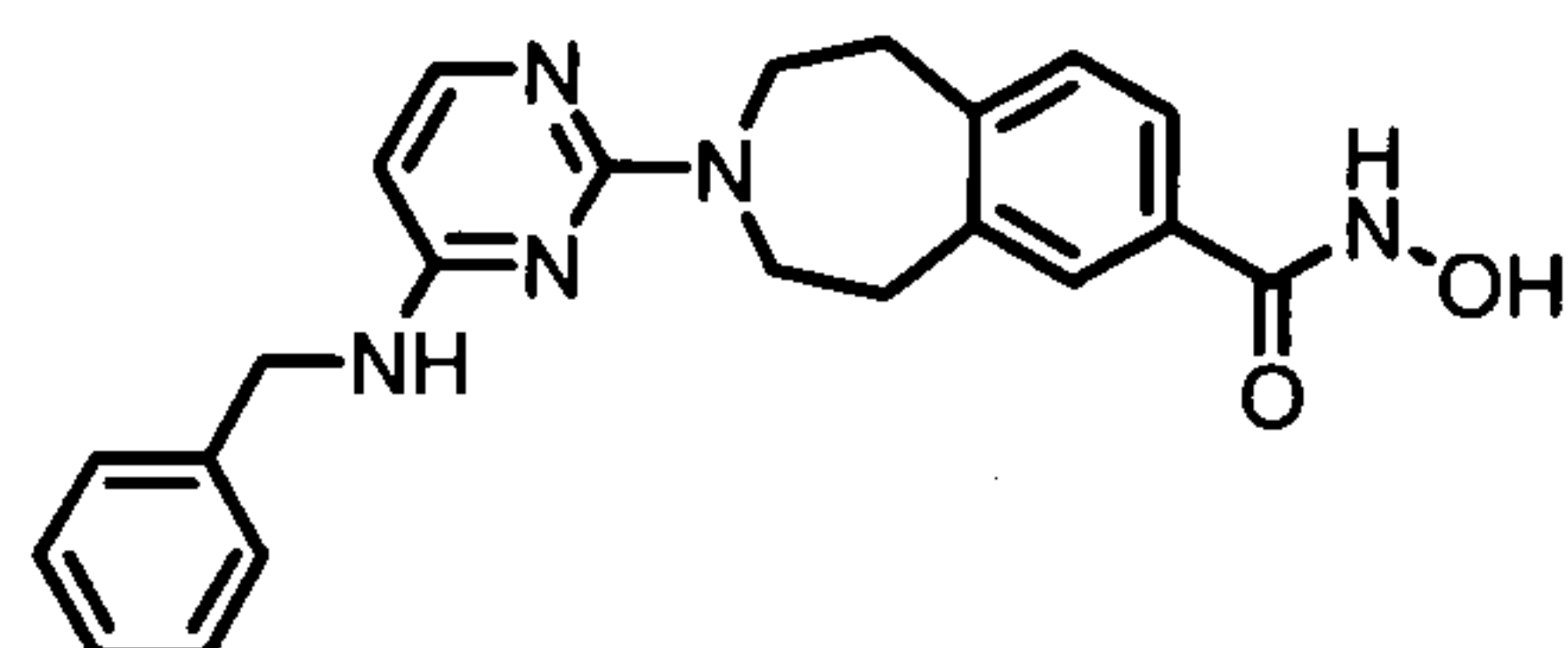
221



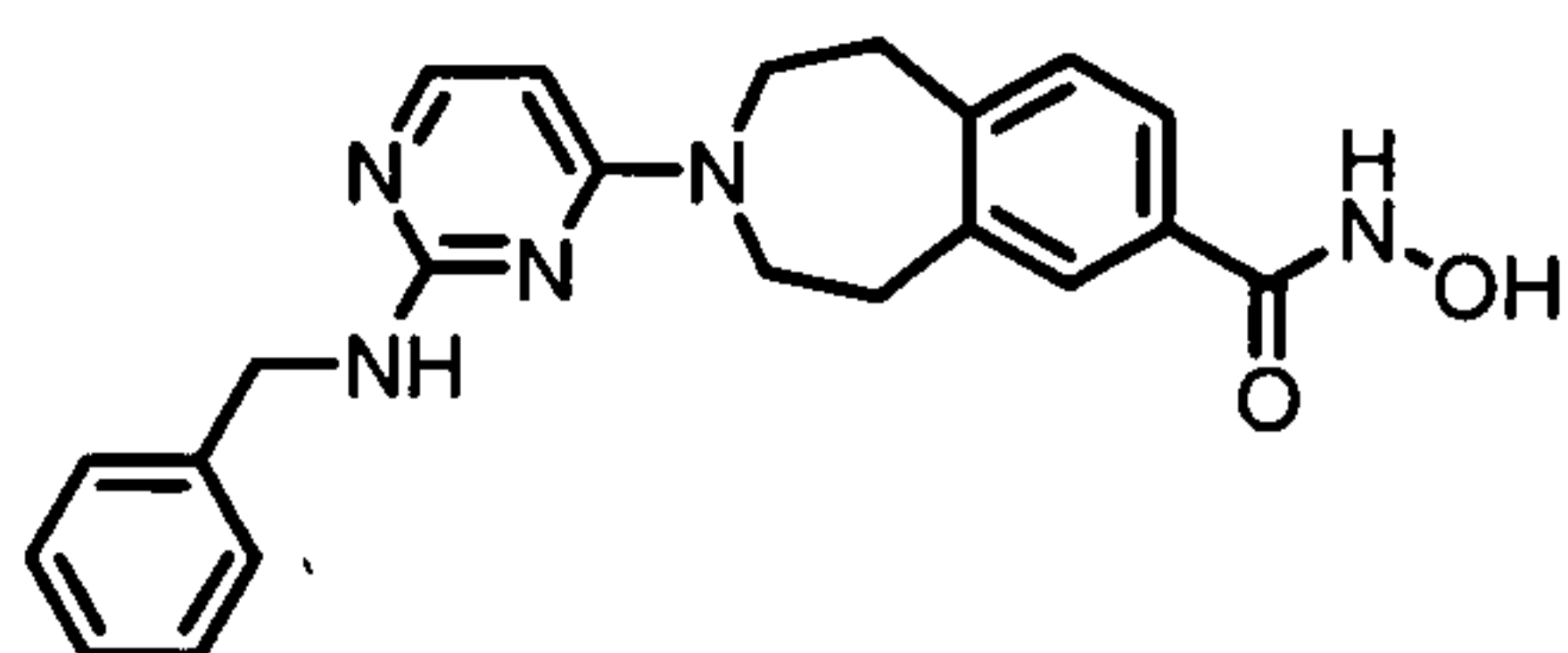
222



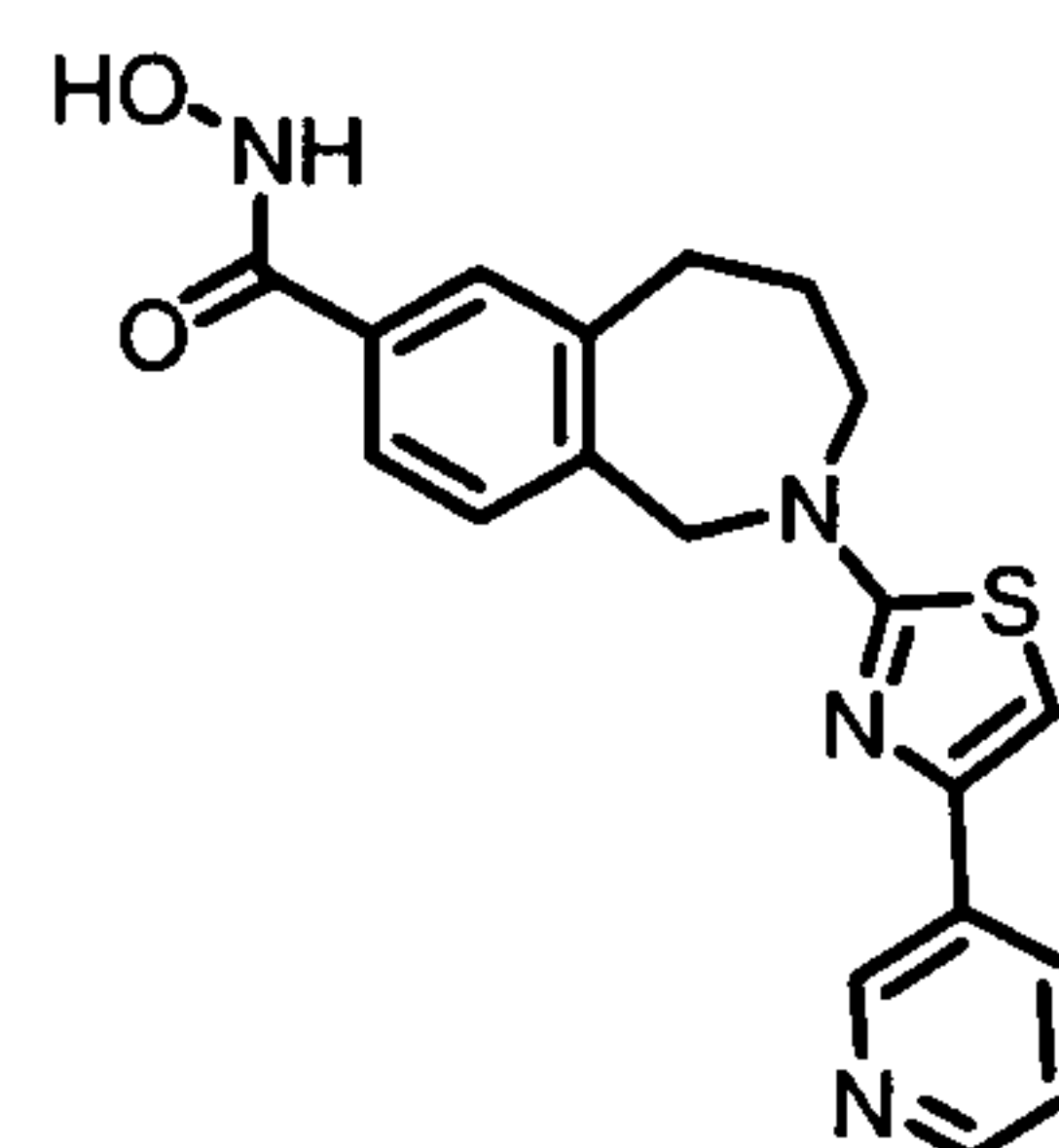
223



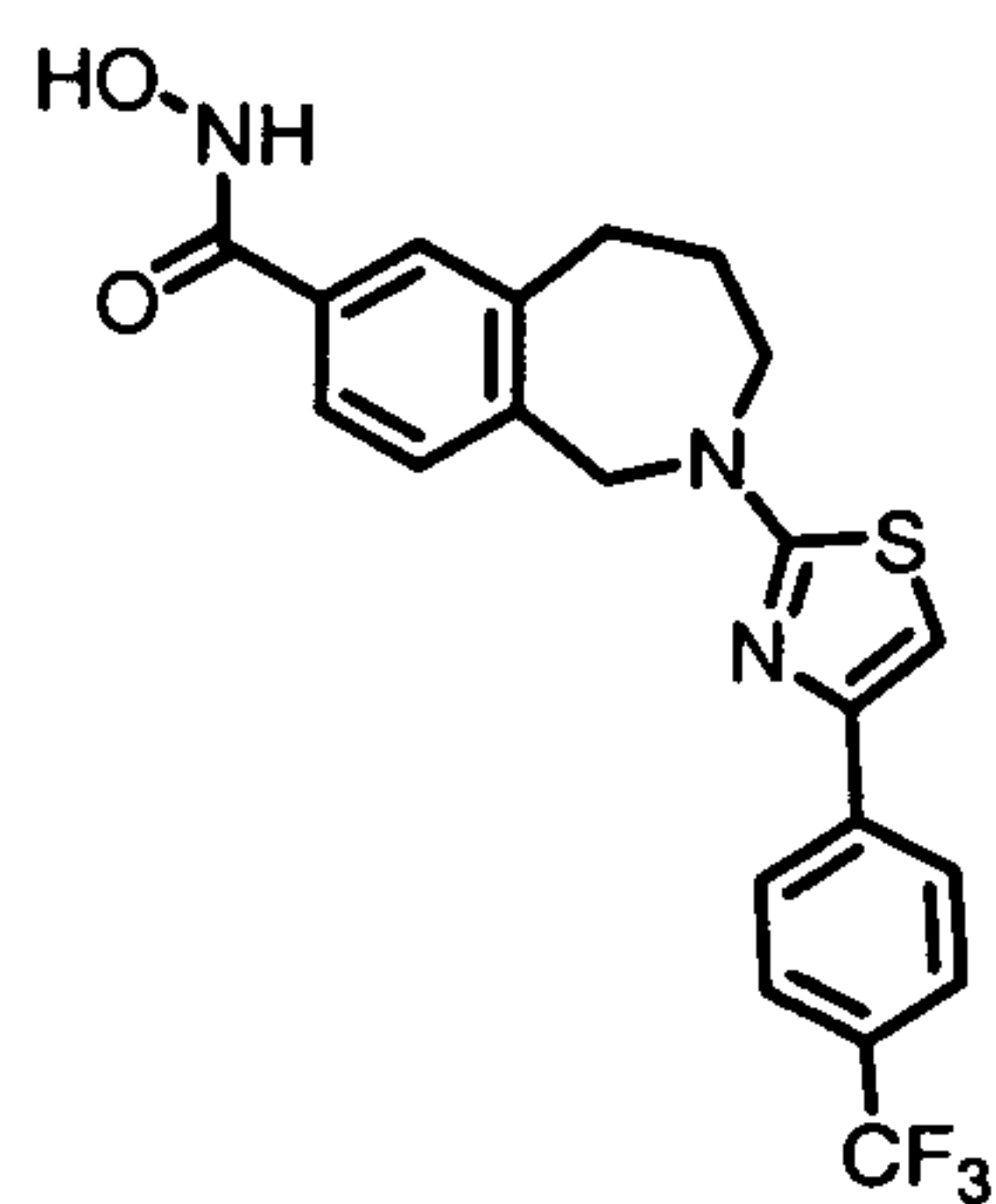
224



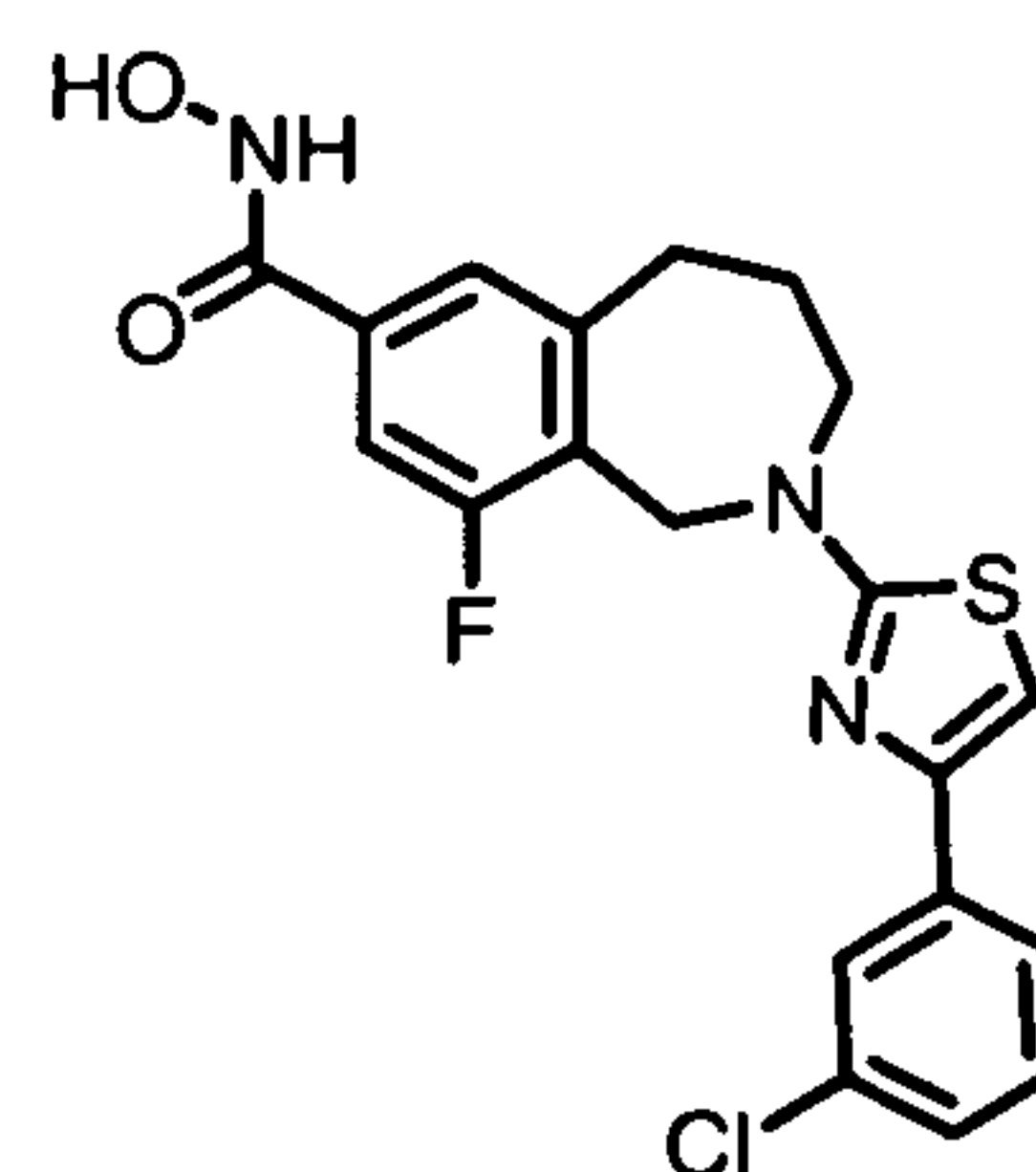
225



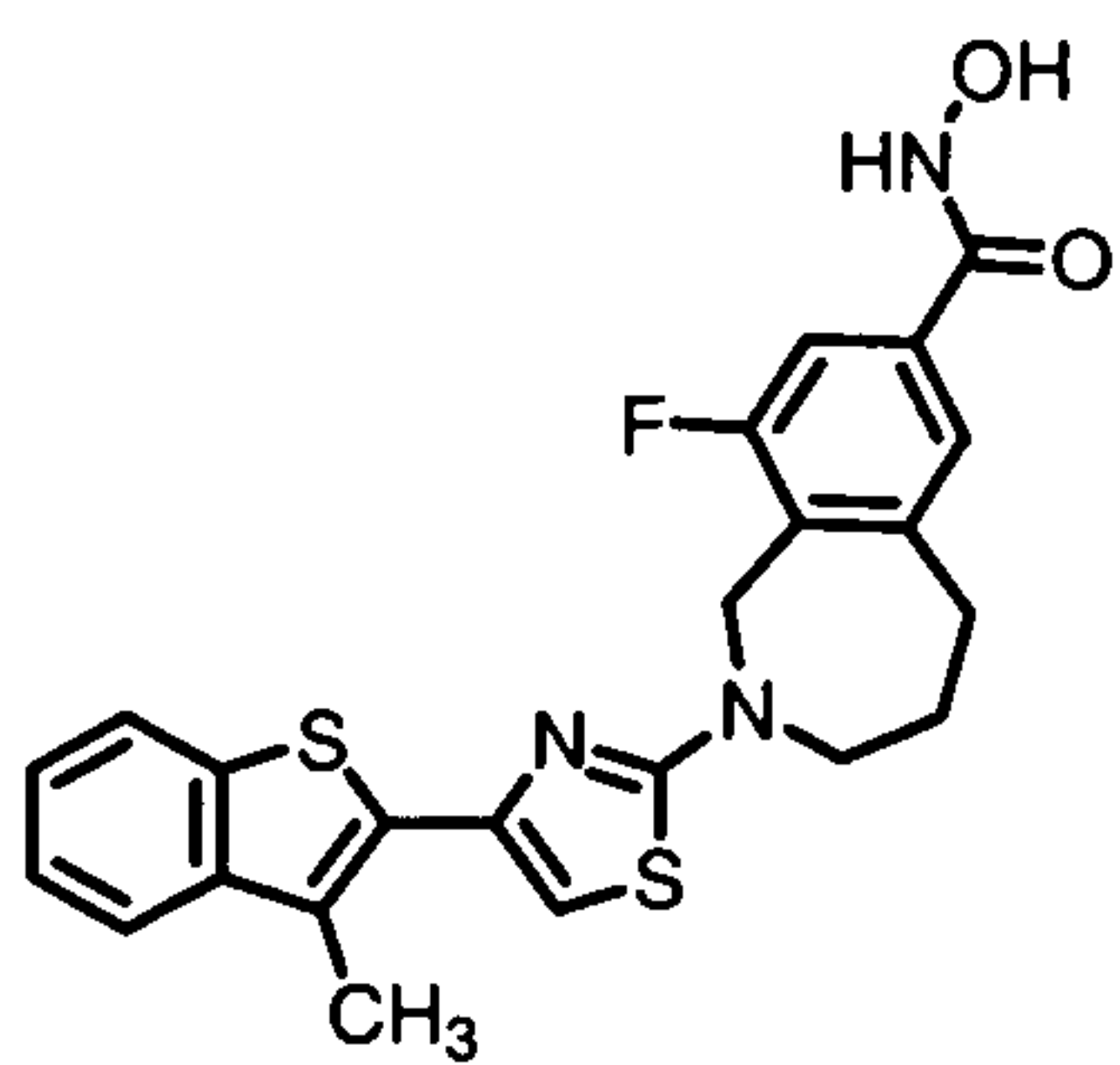
226



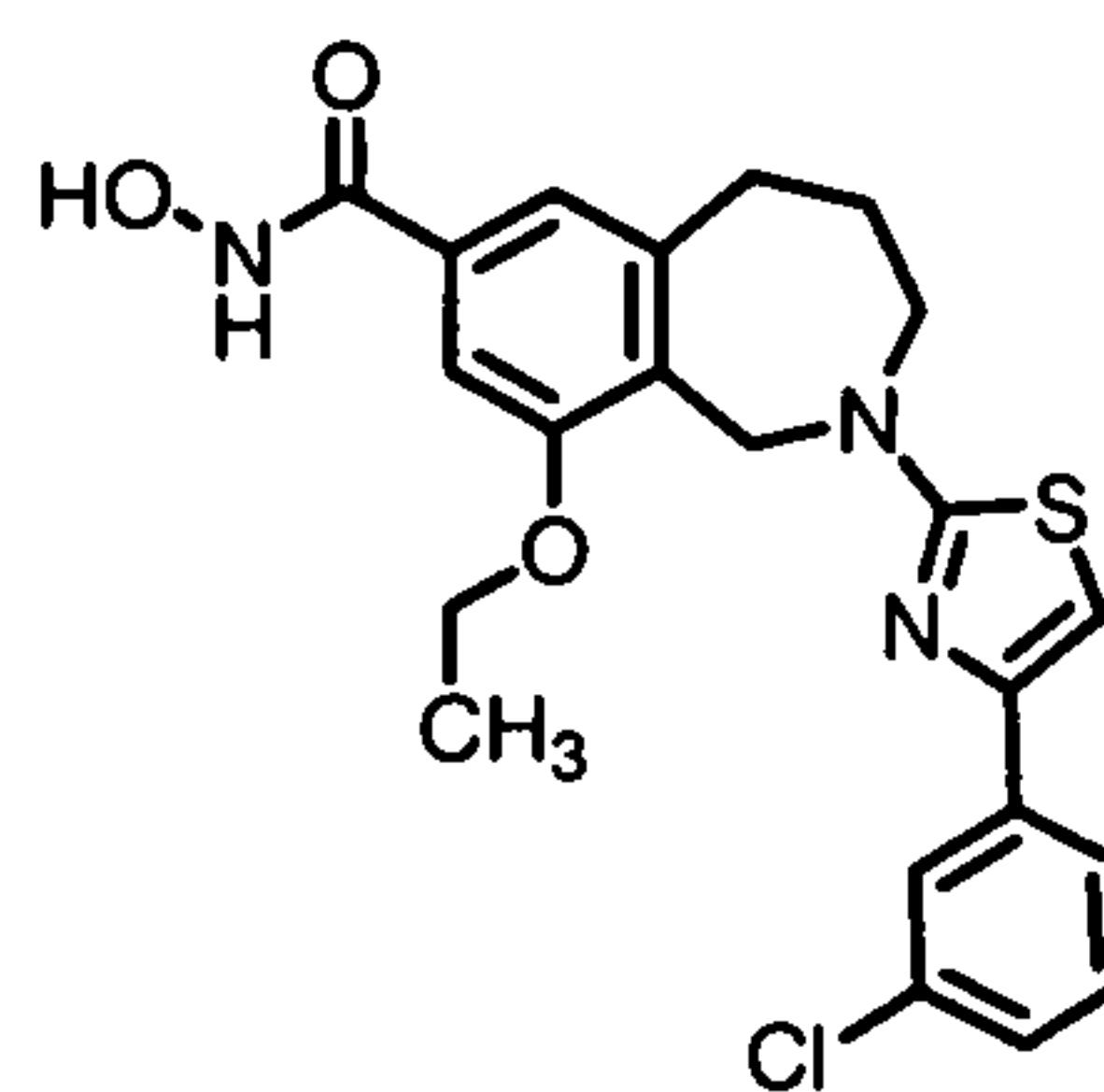
227



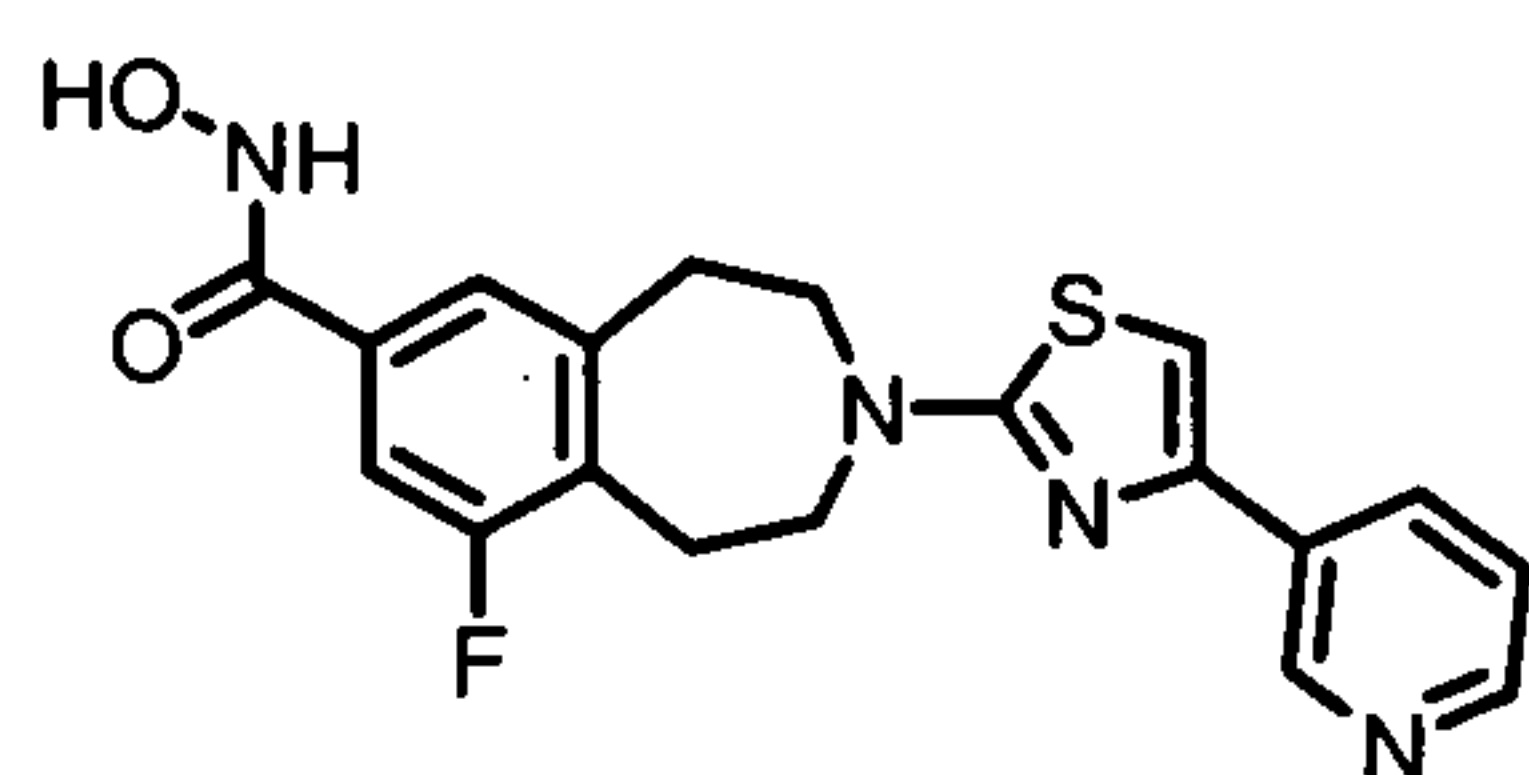
228



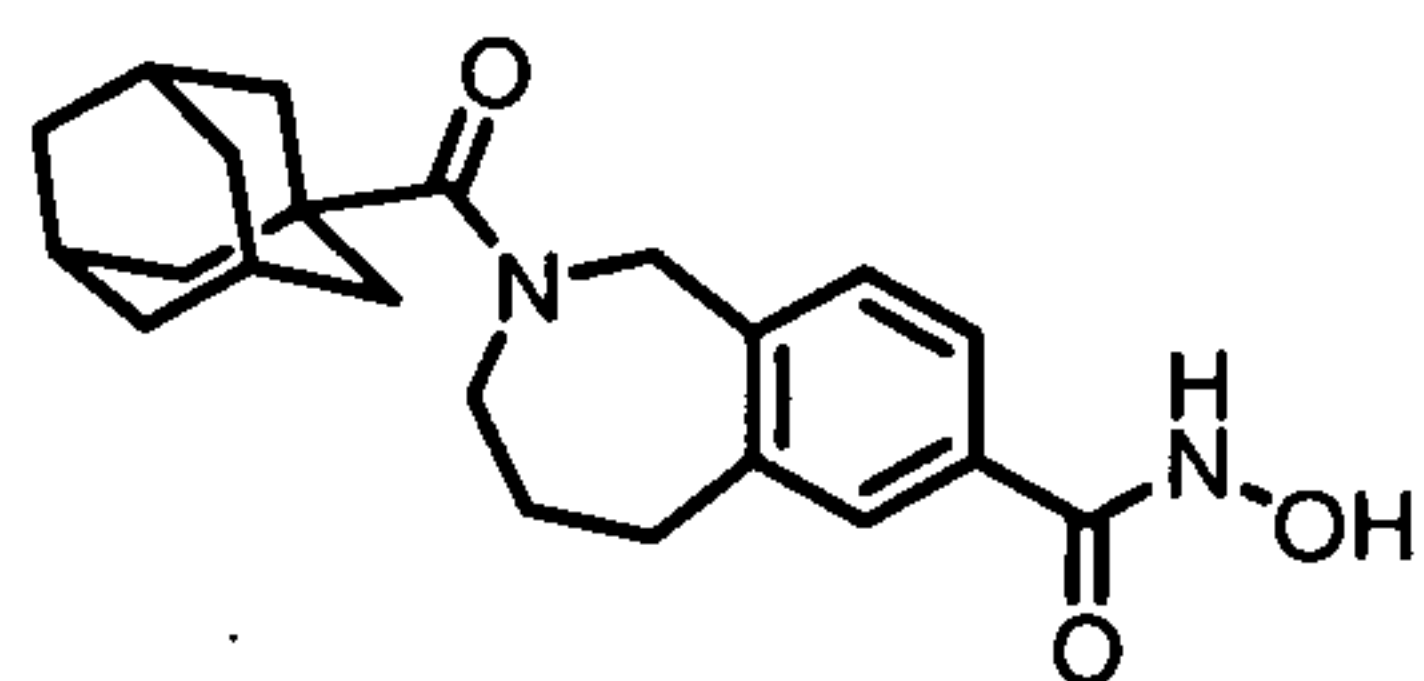
229



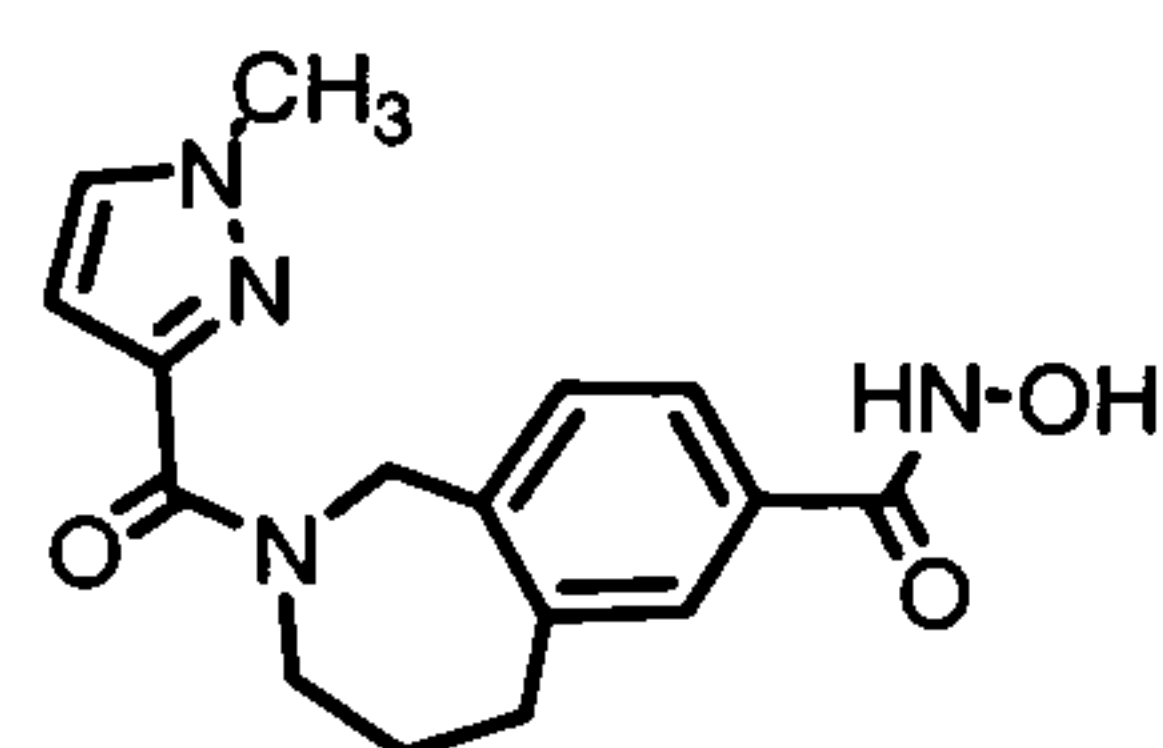
230



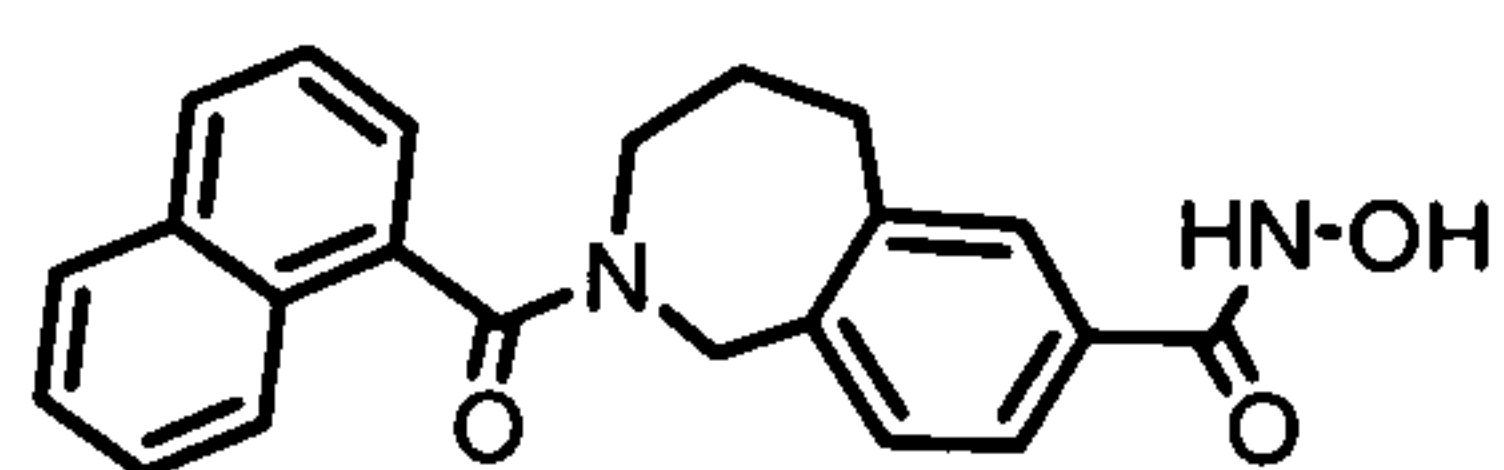
231



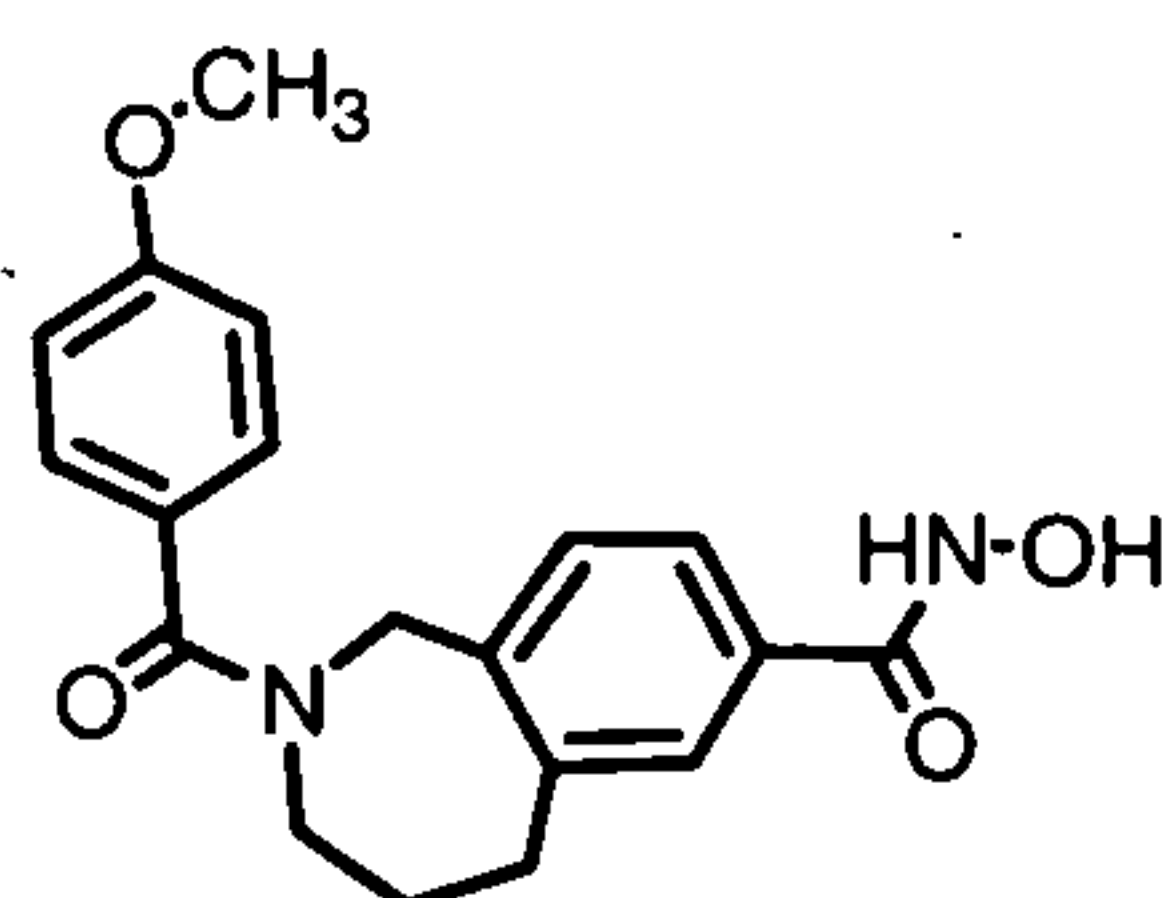
232



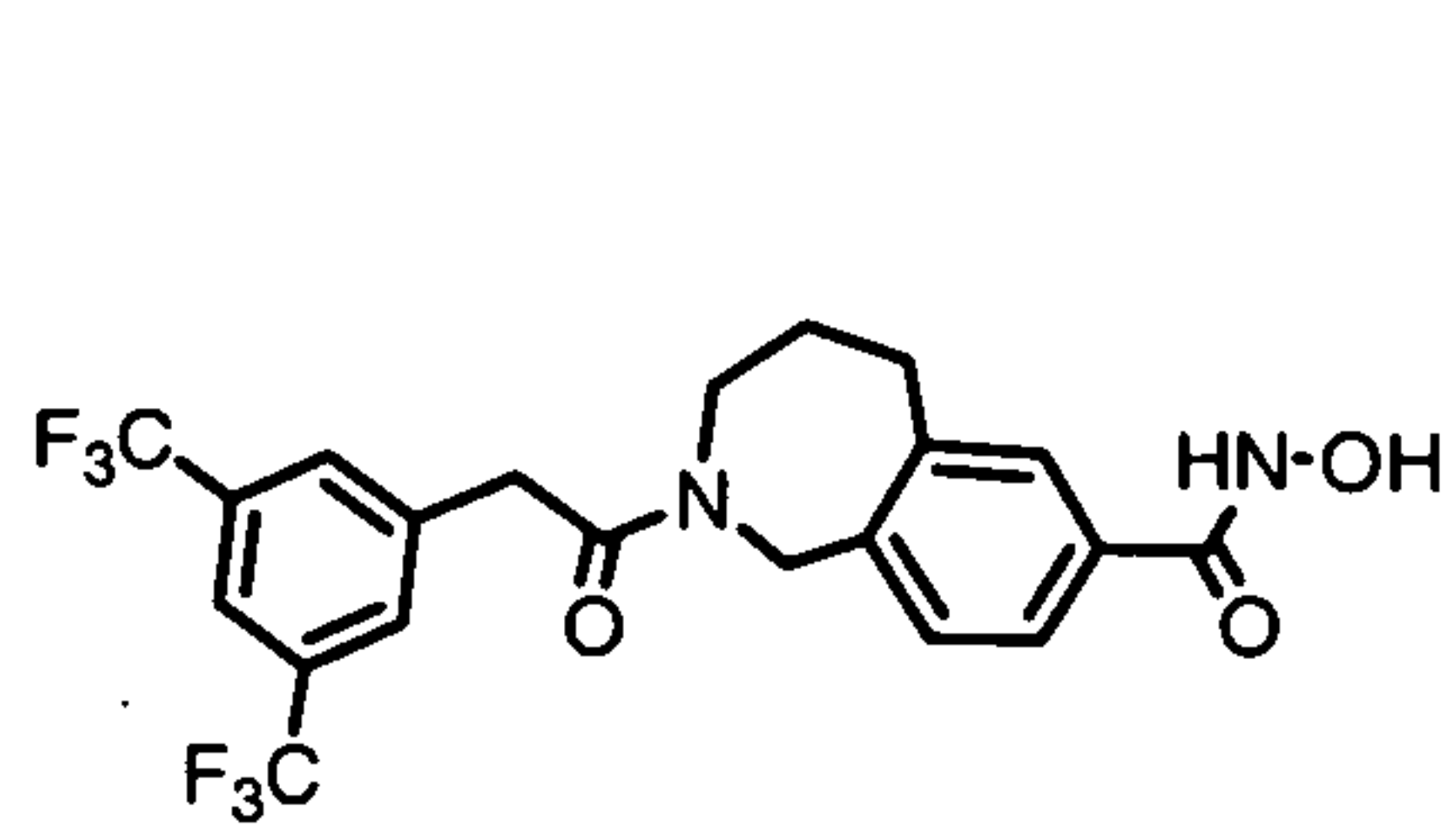
233



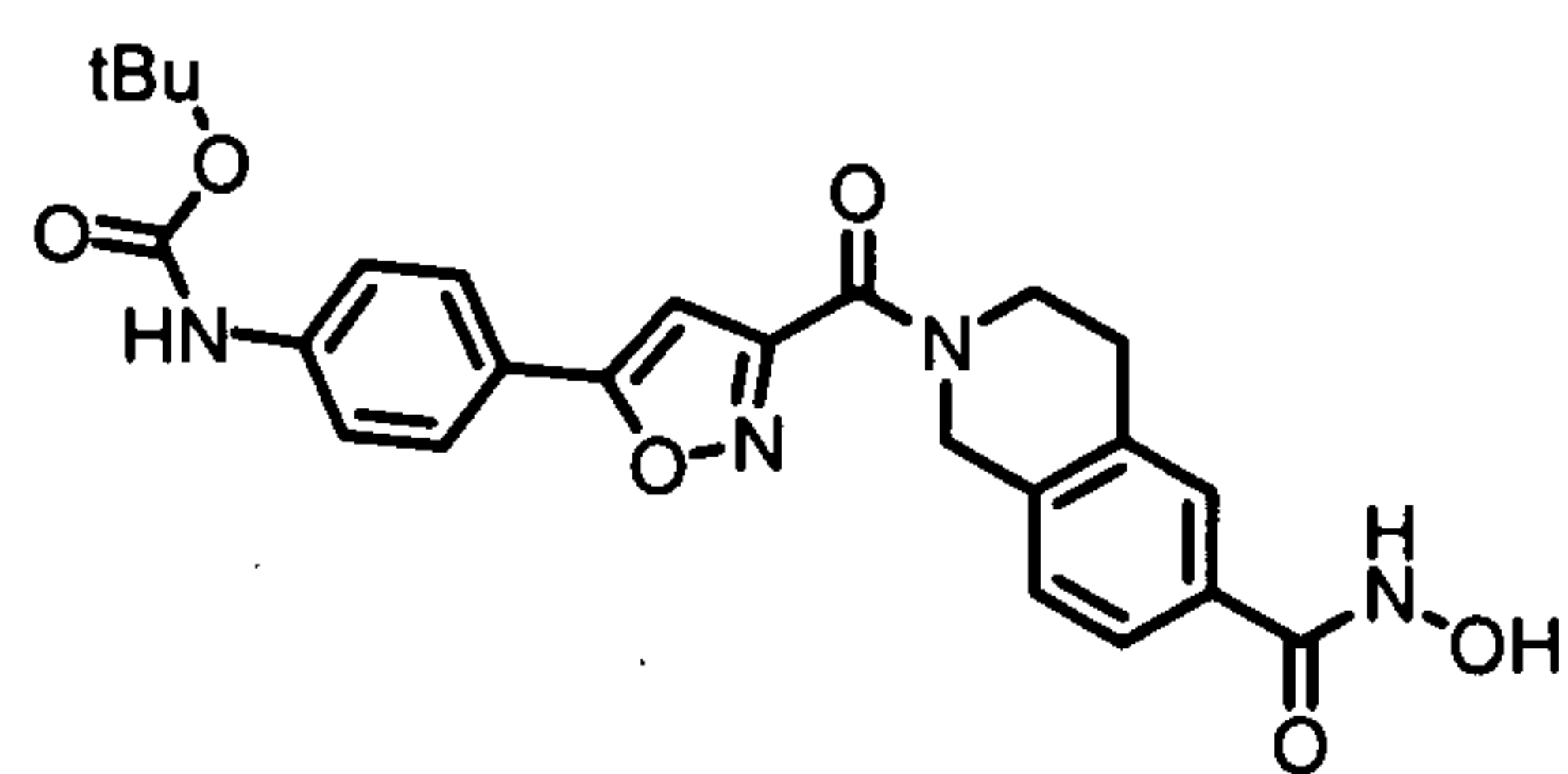
234



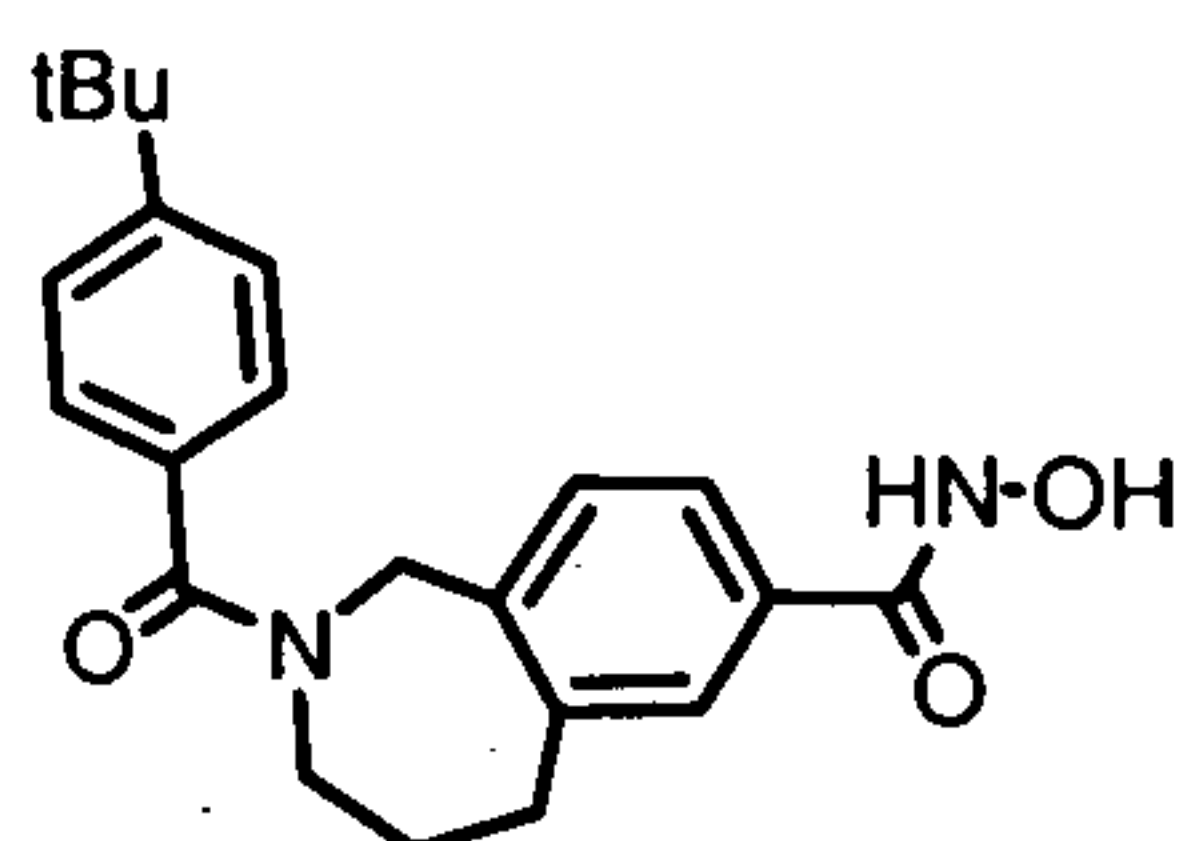
235



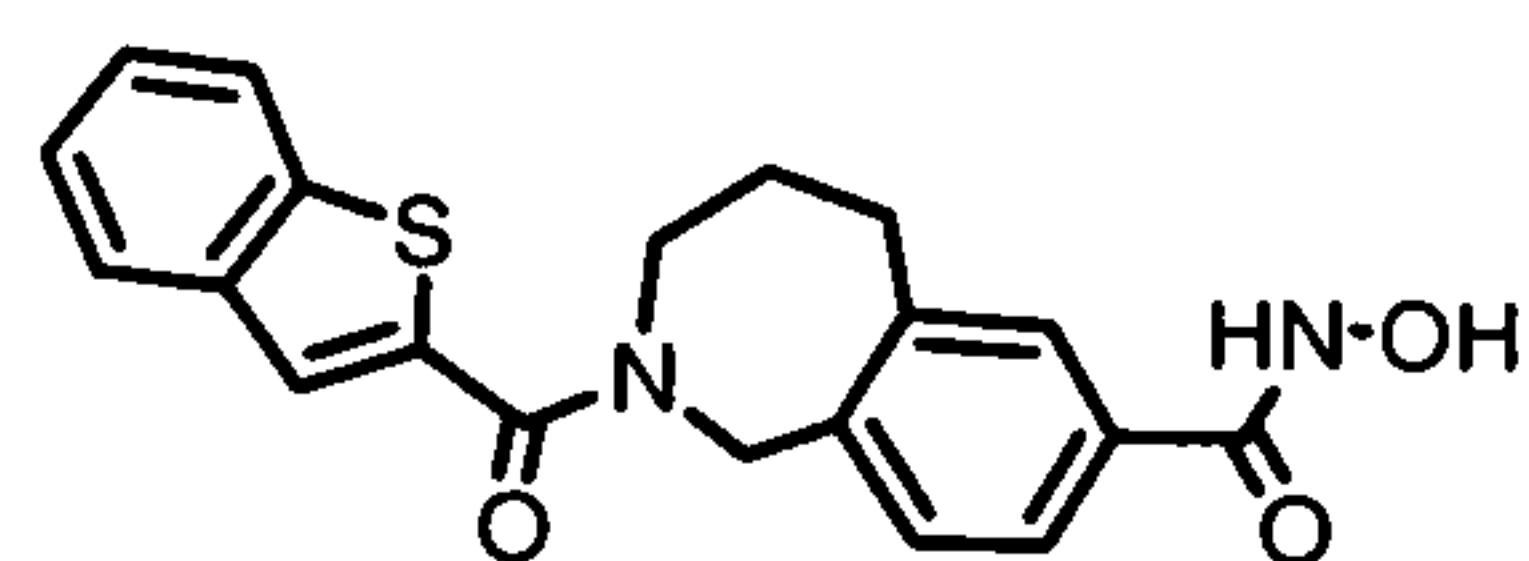
236



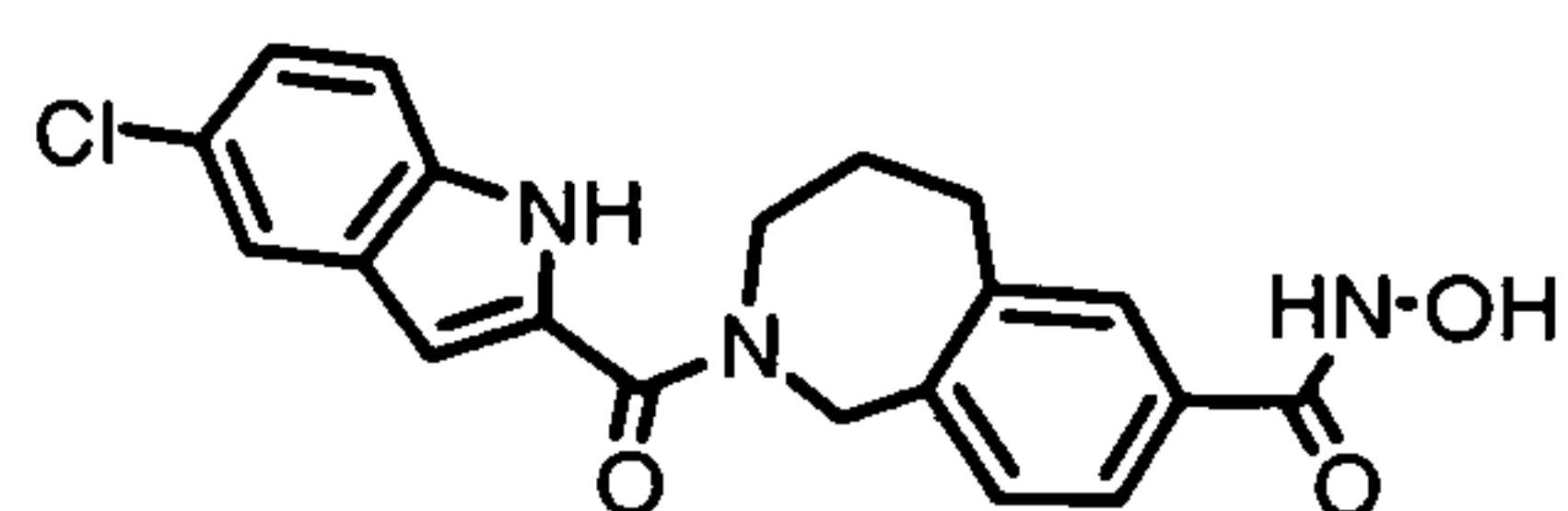
237



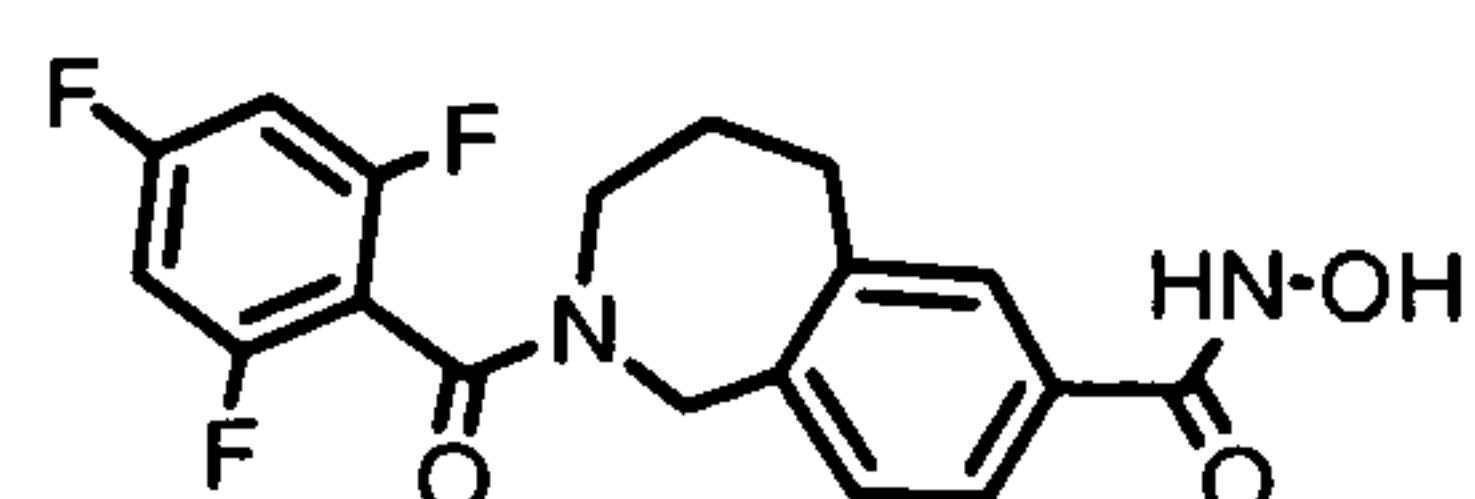
238



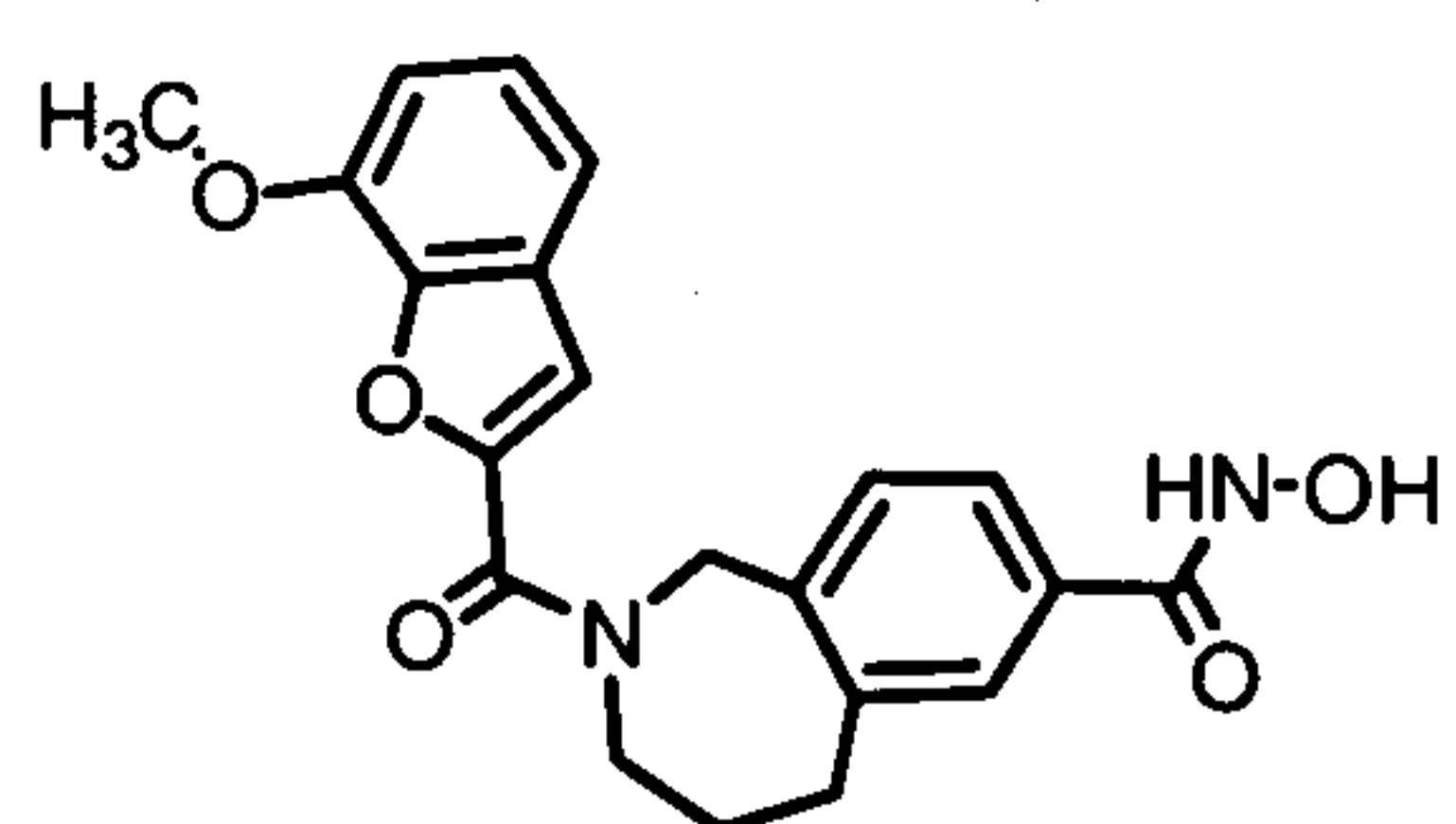
239



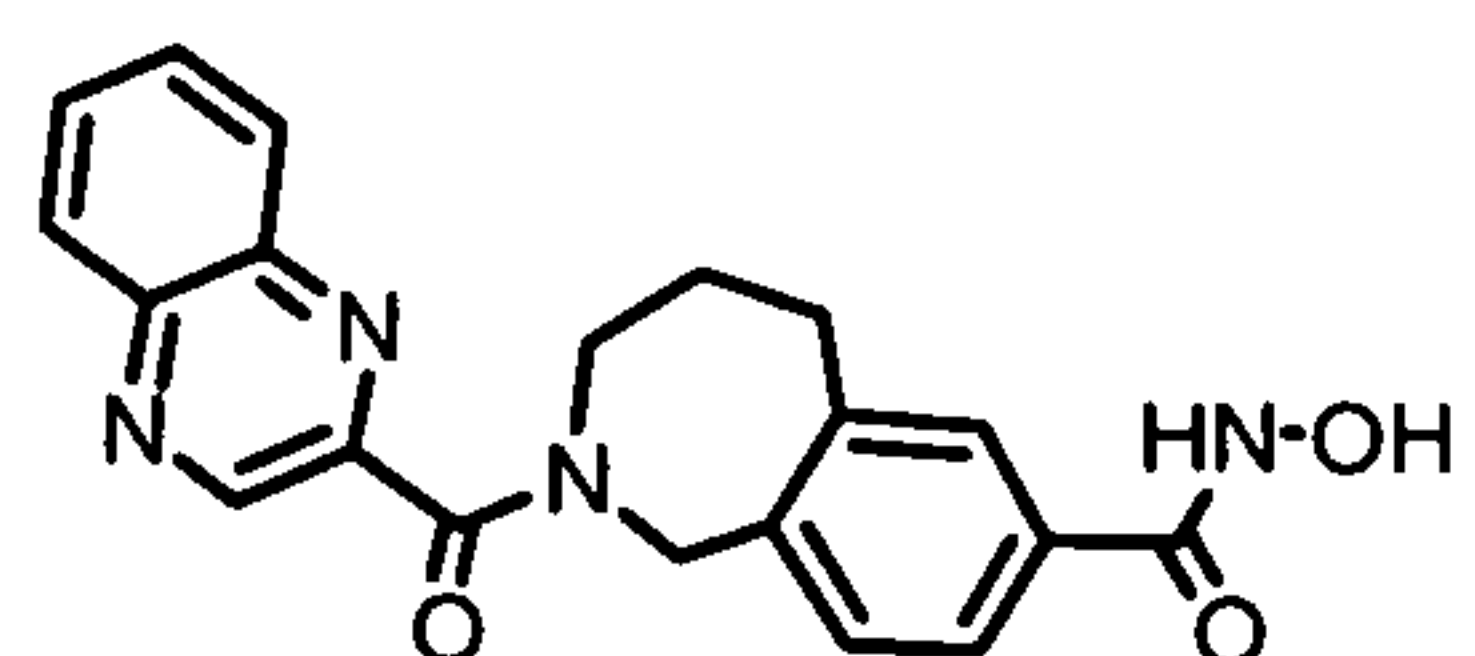
240



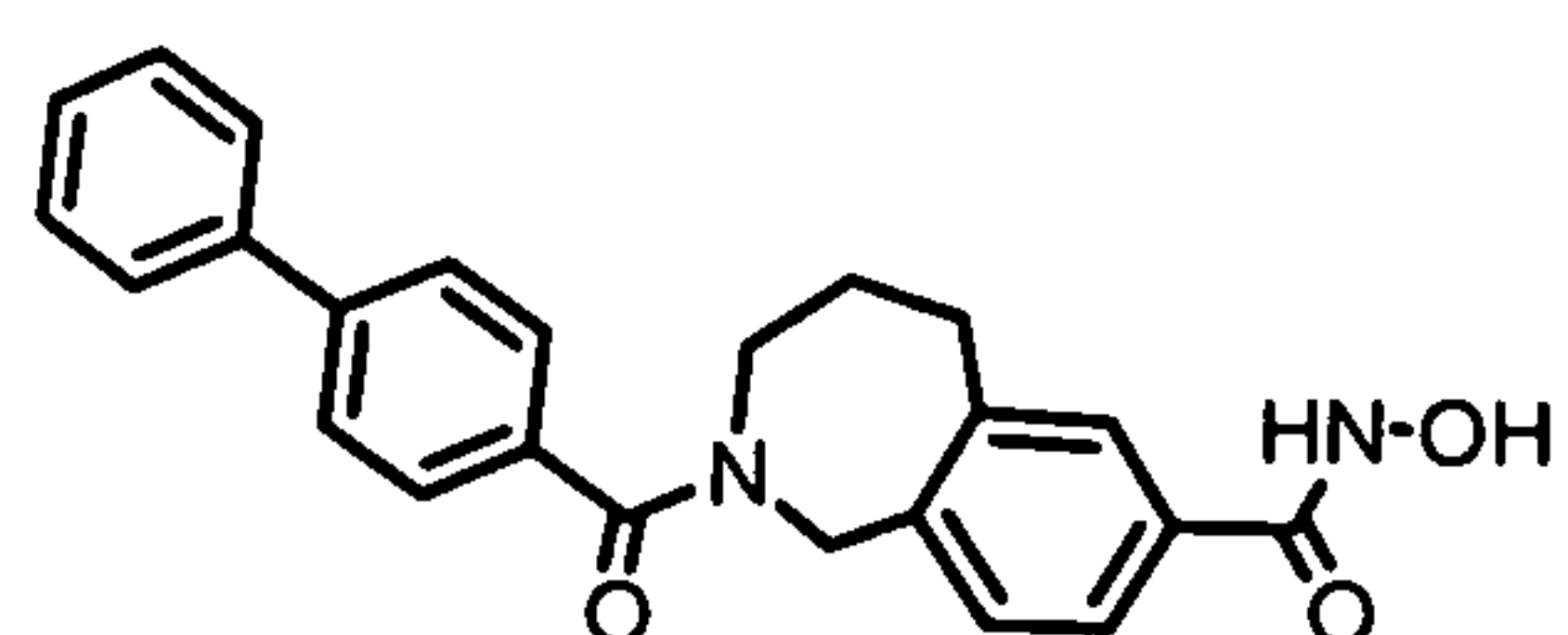
241



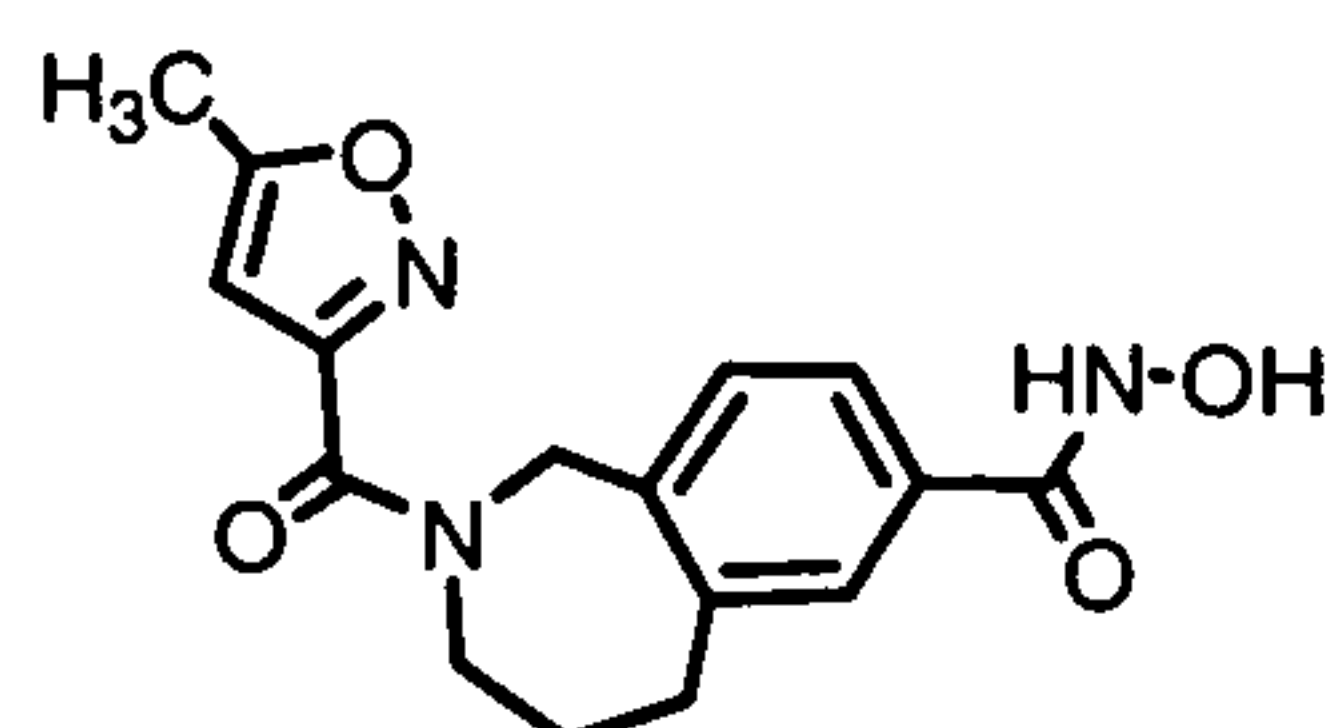
242



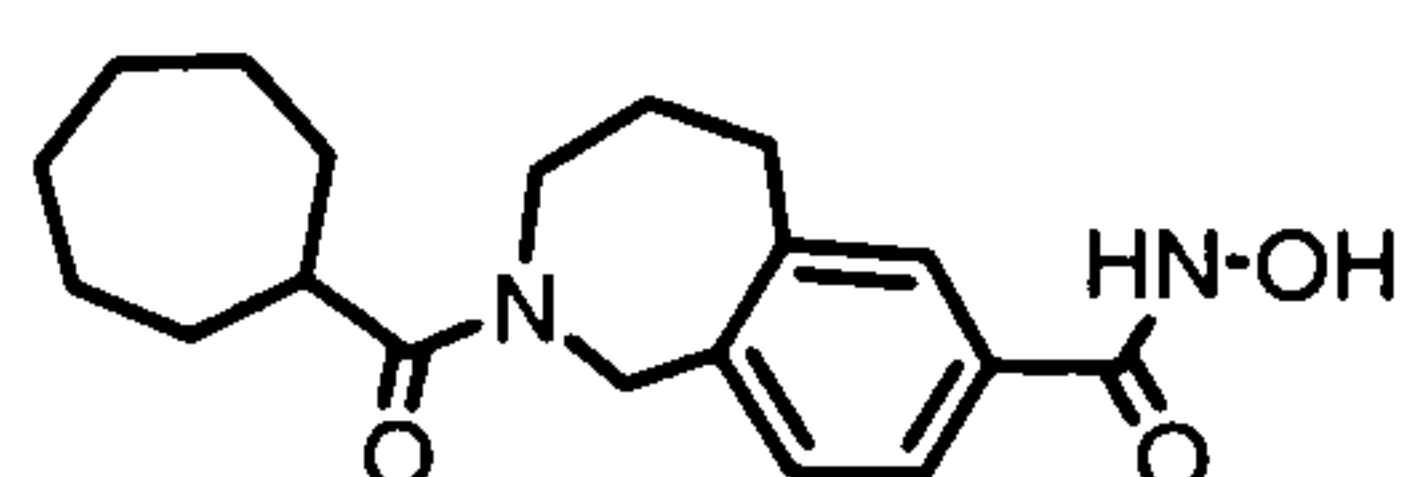
243



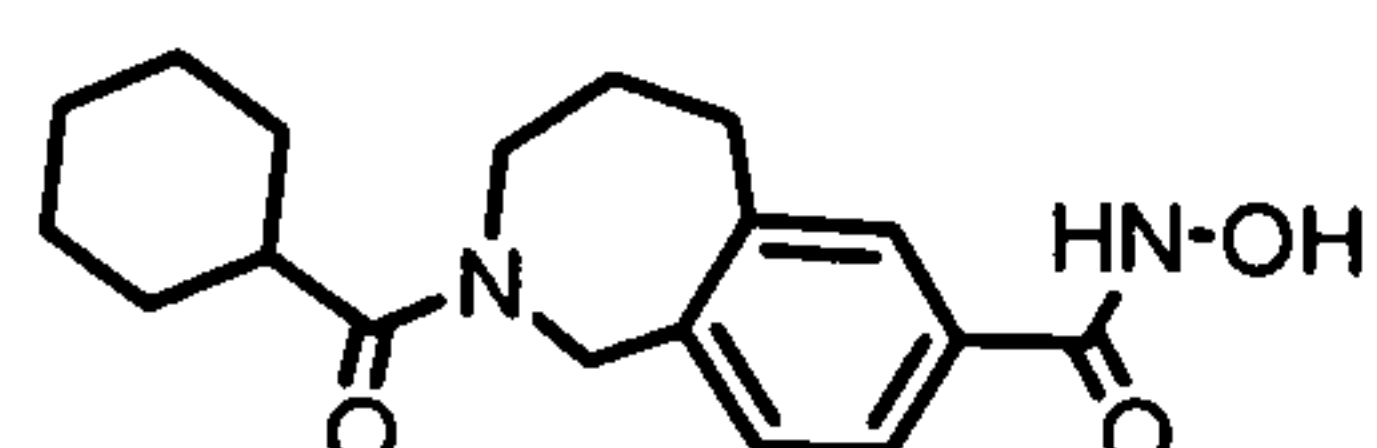
244



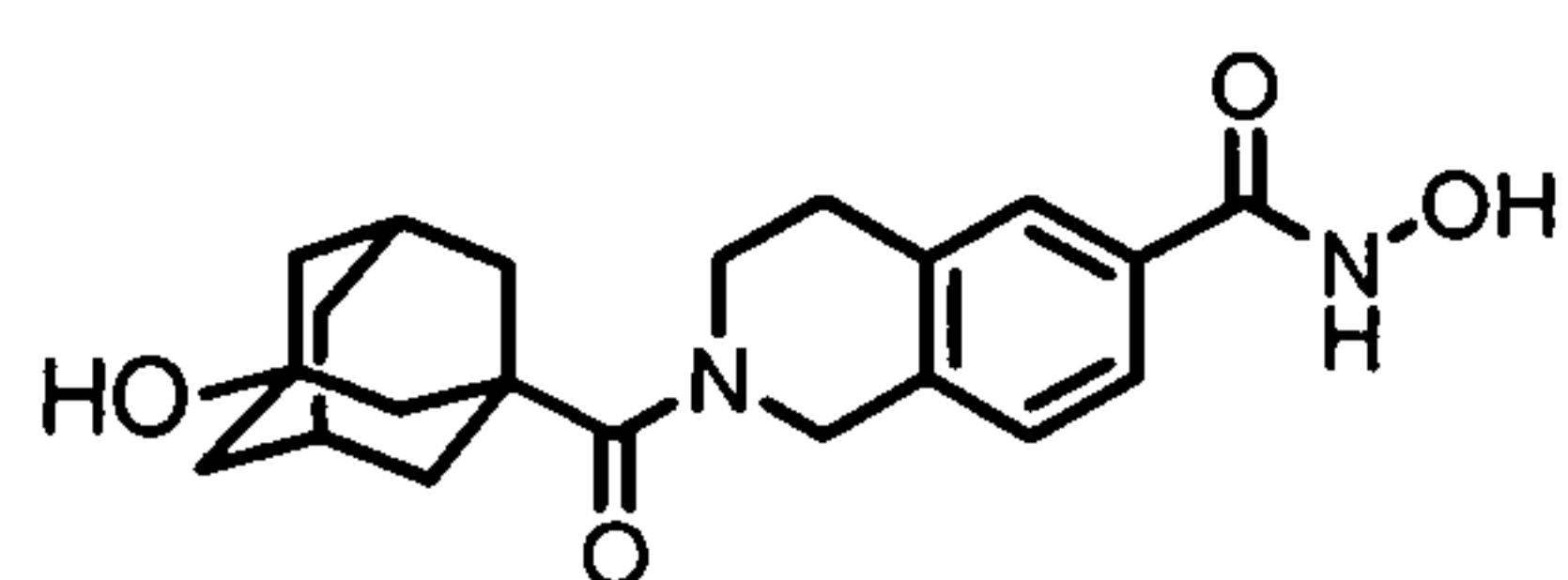
245



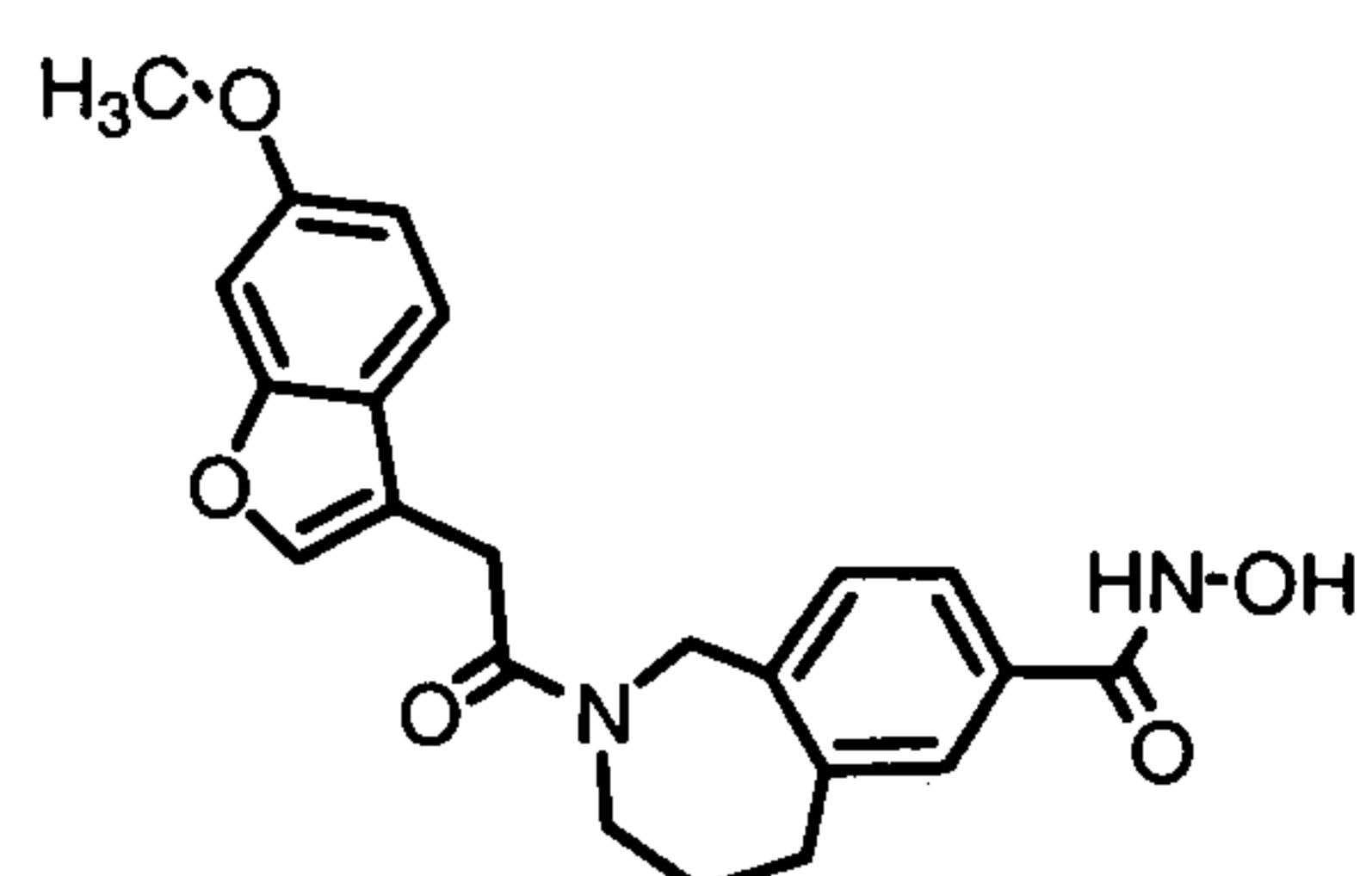
246



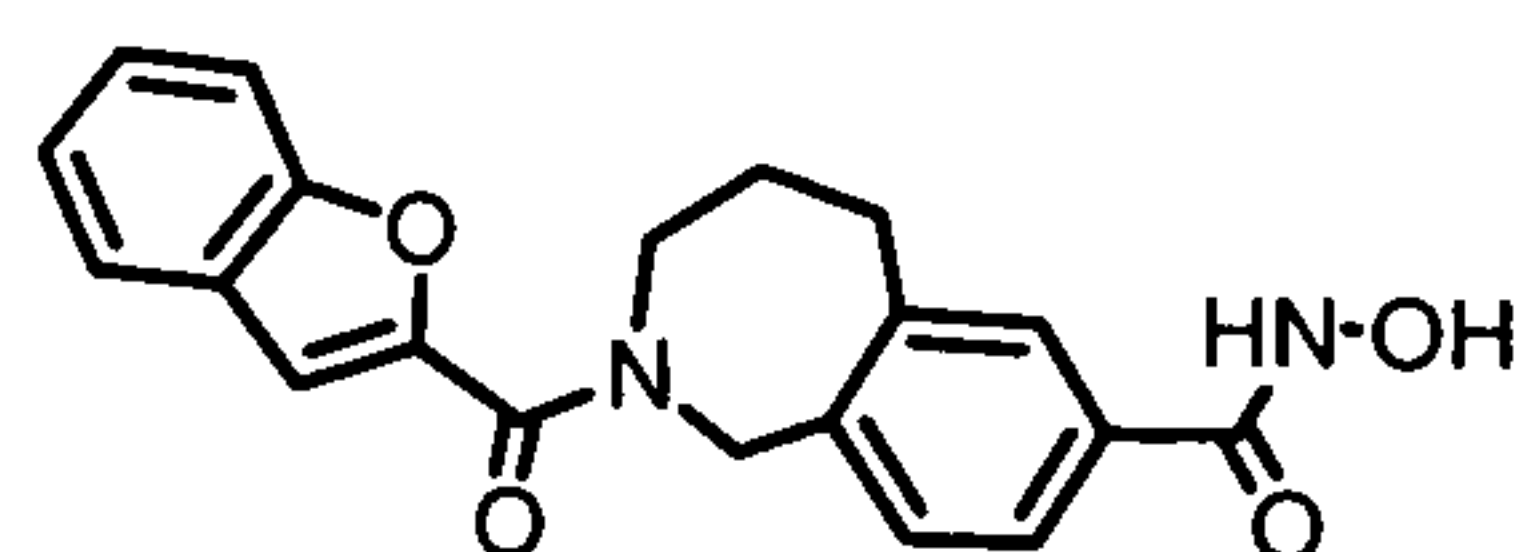
247



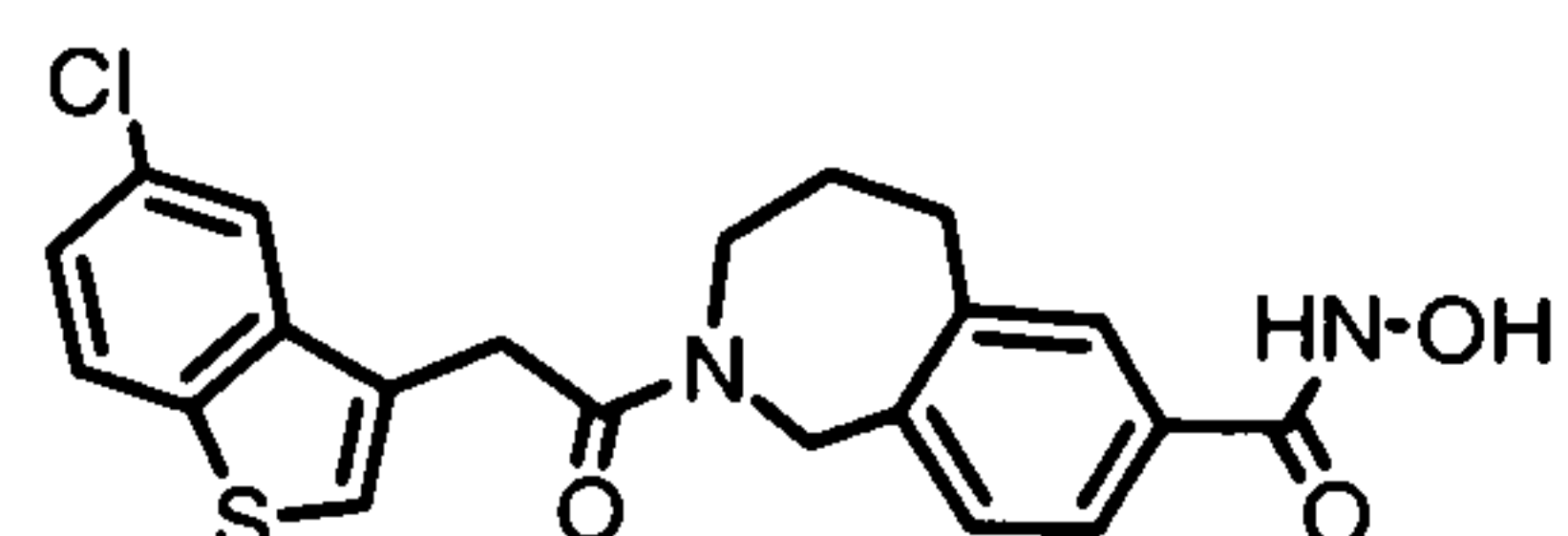
248



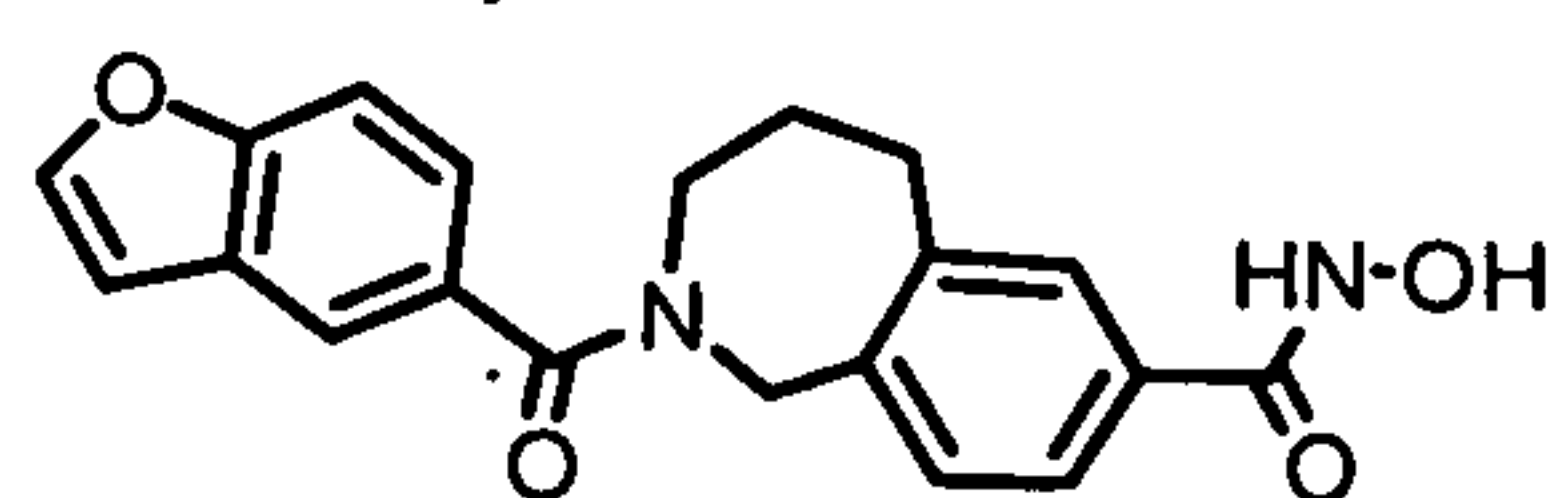
249



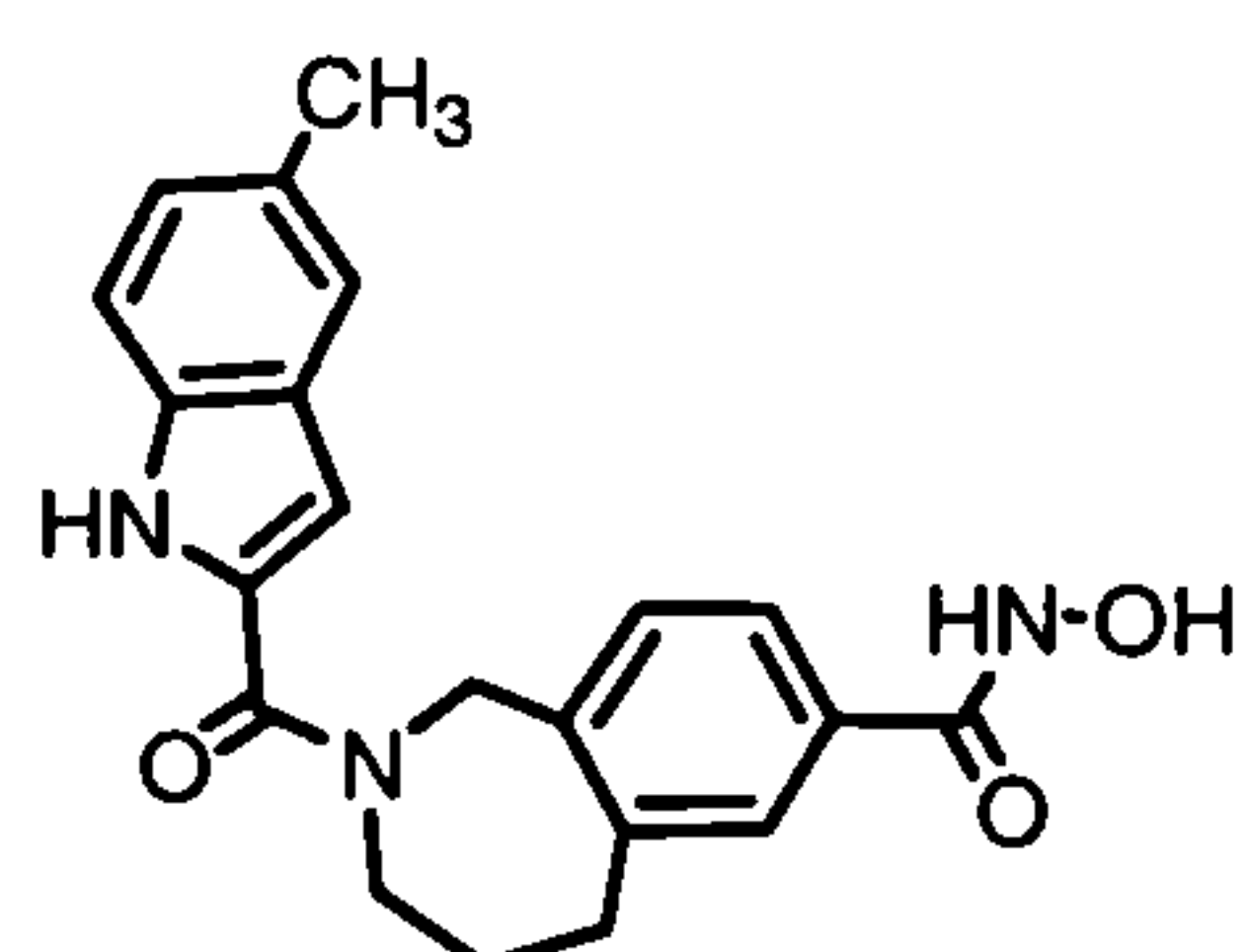
250



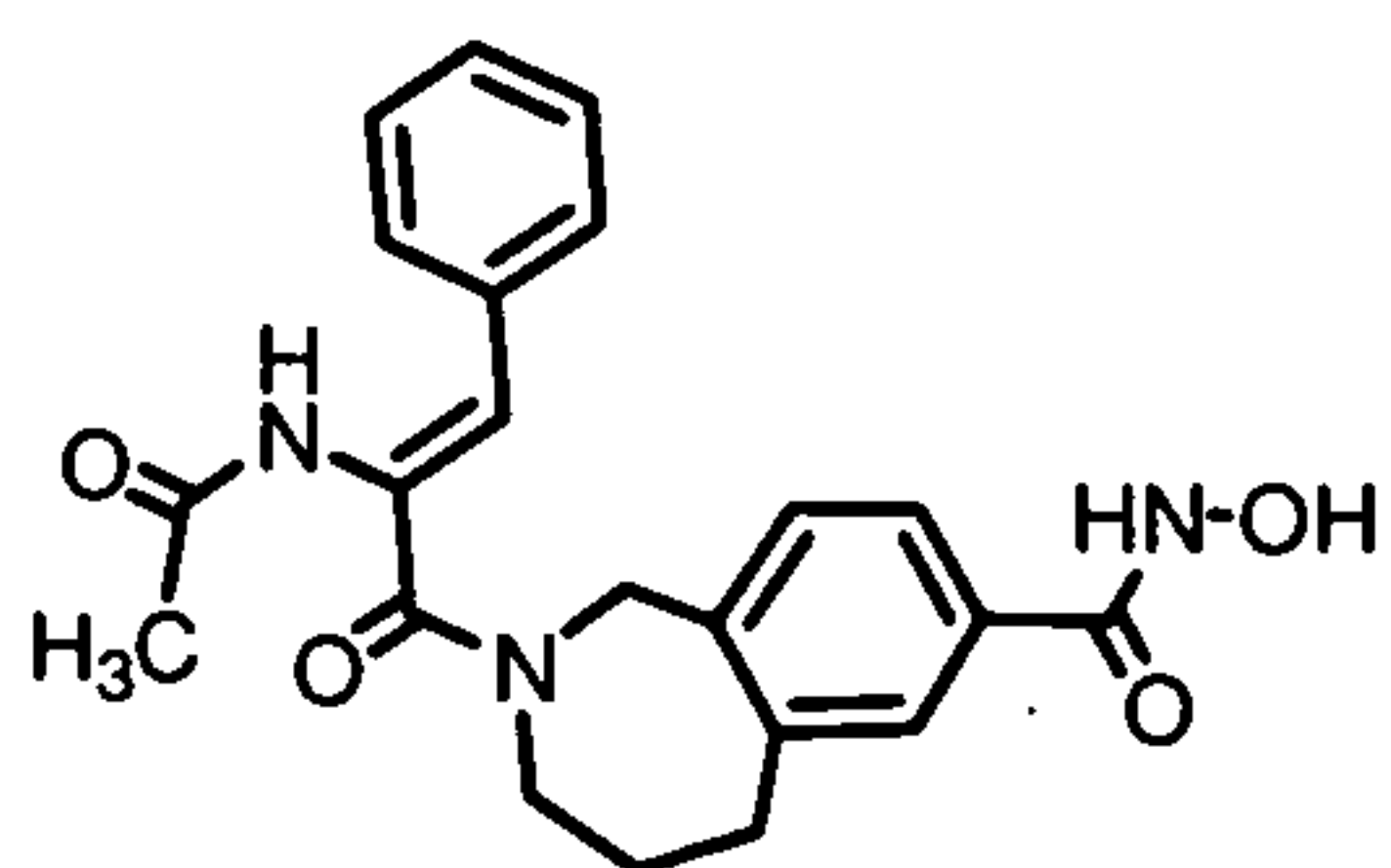
251



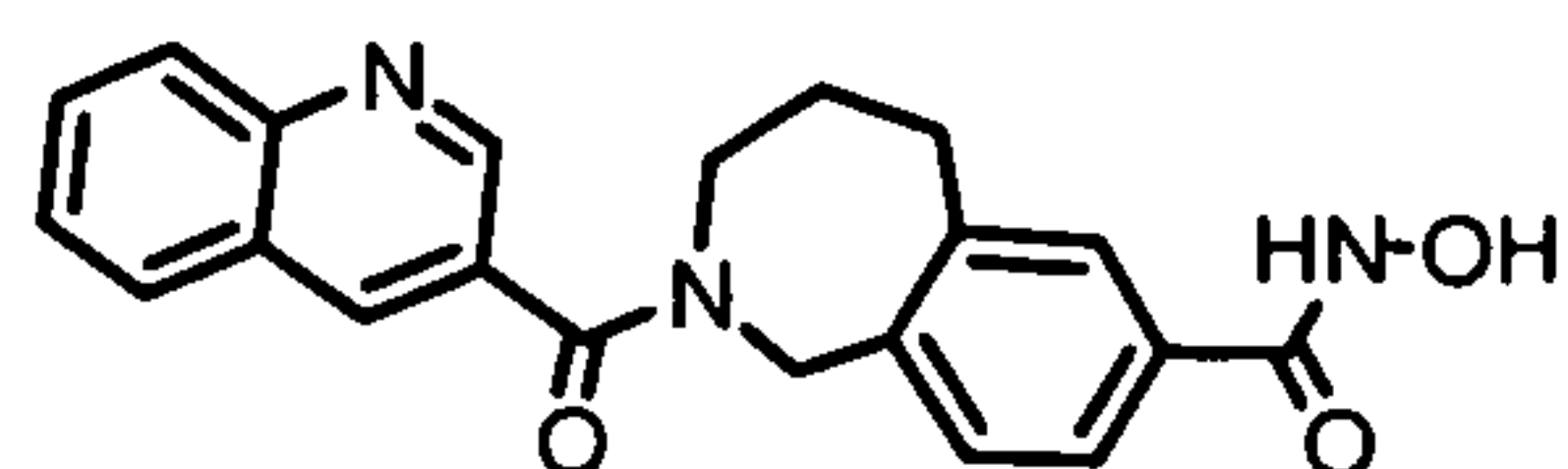
252



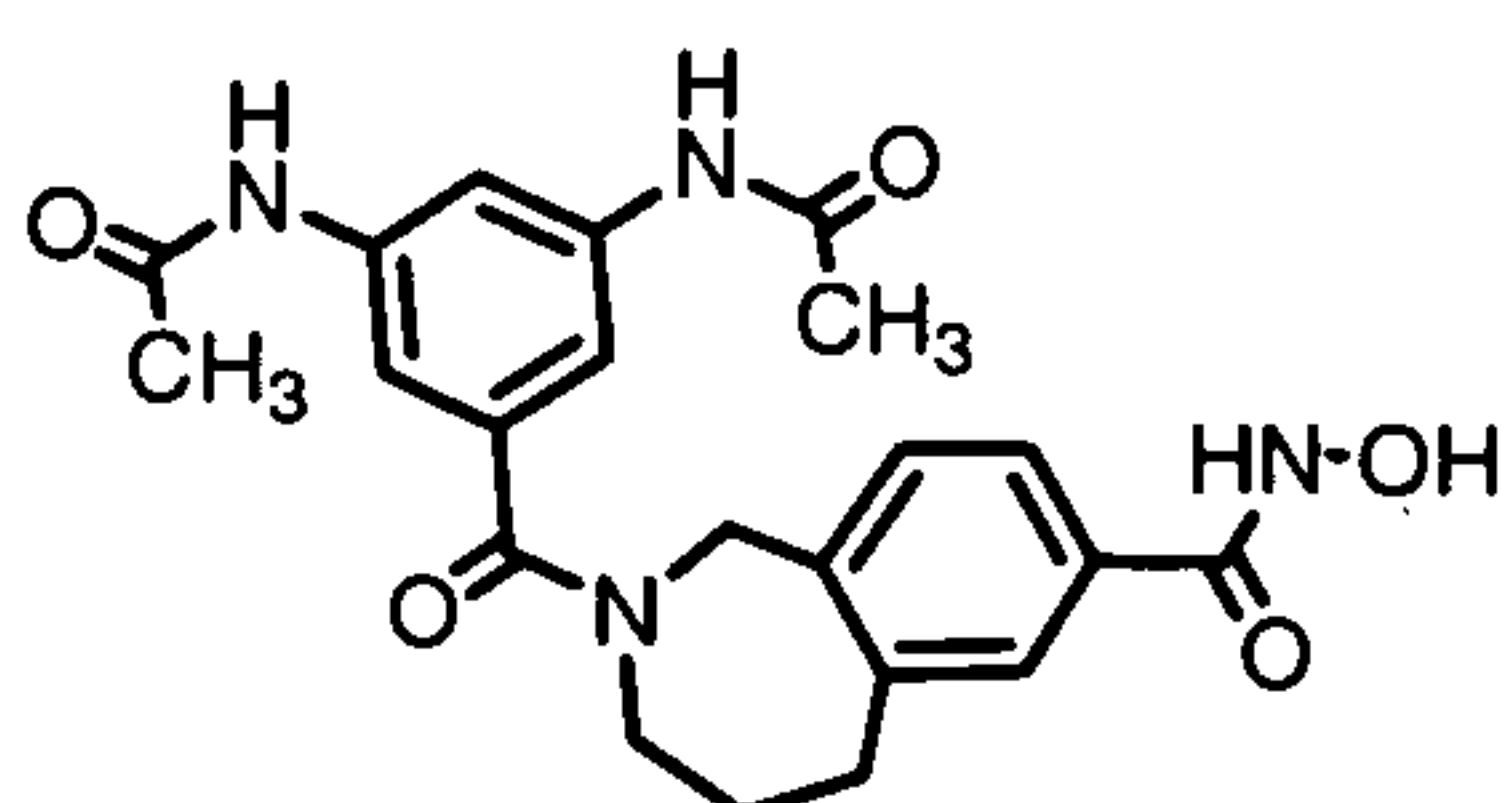
253



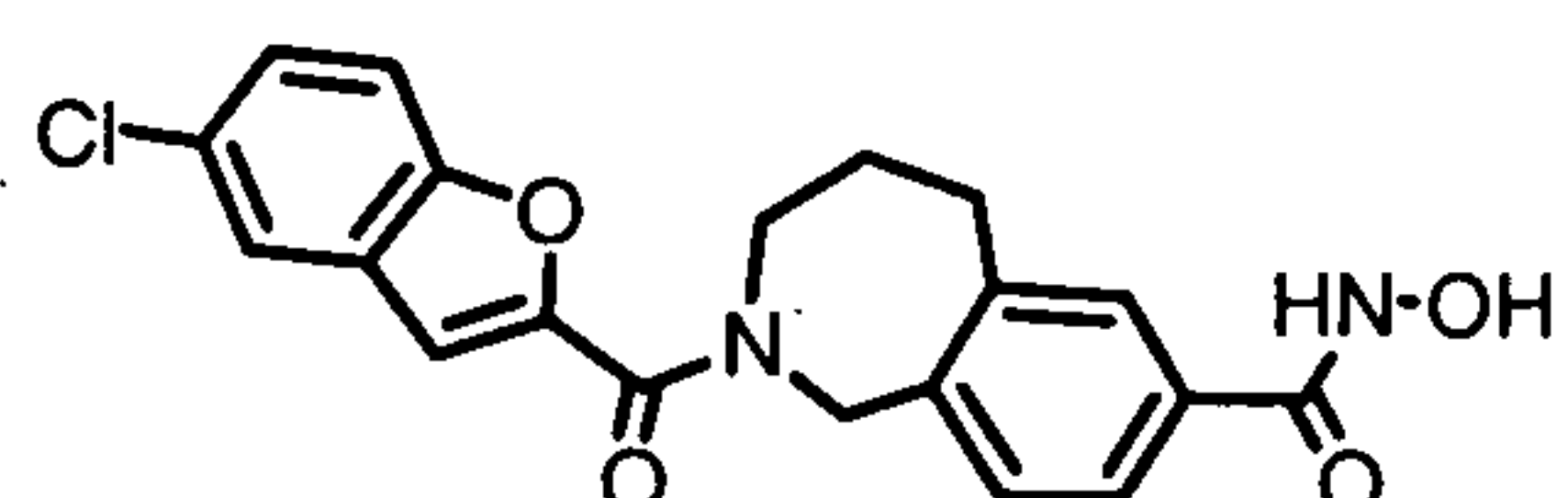
254



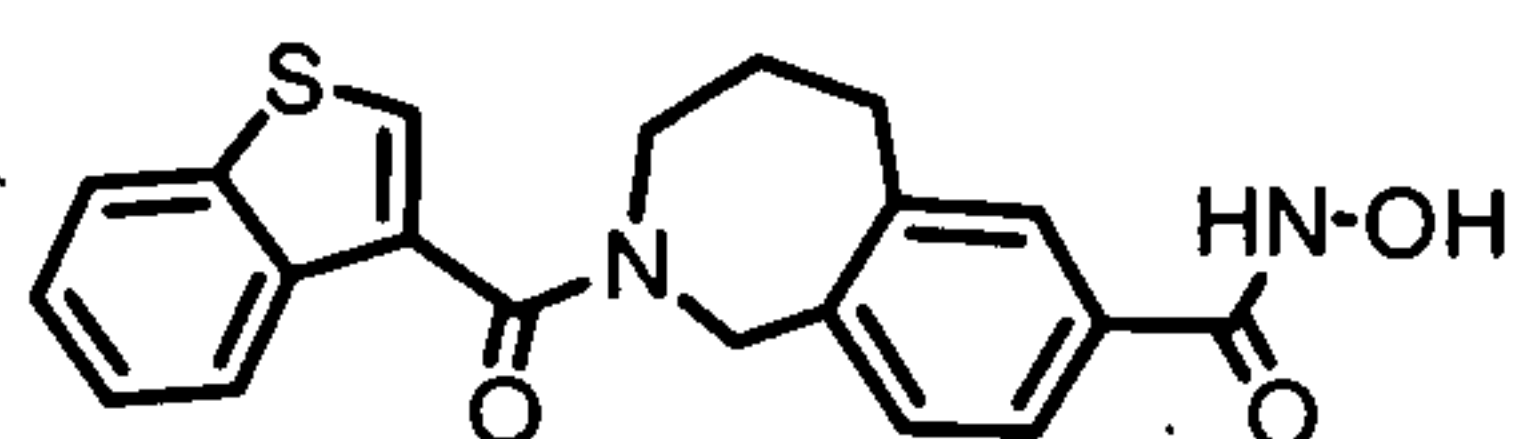
255



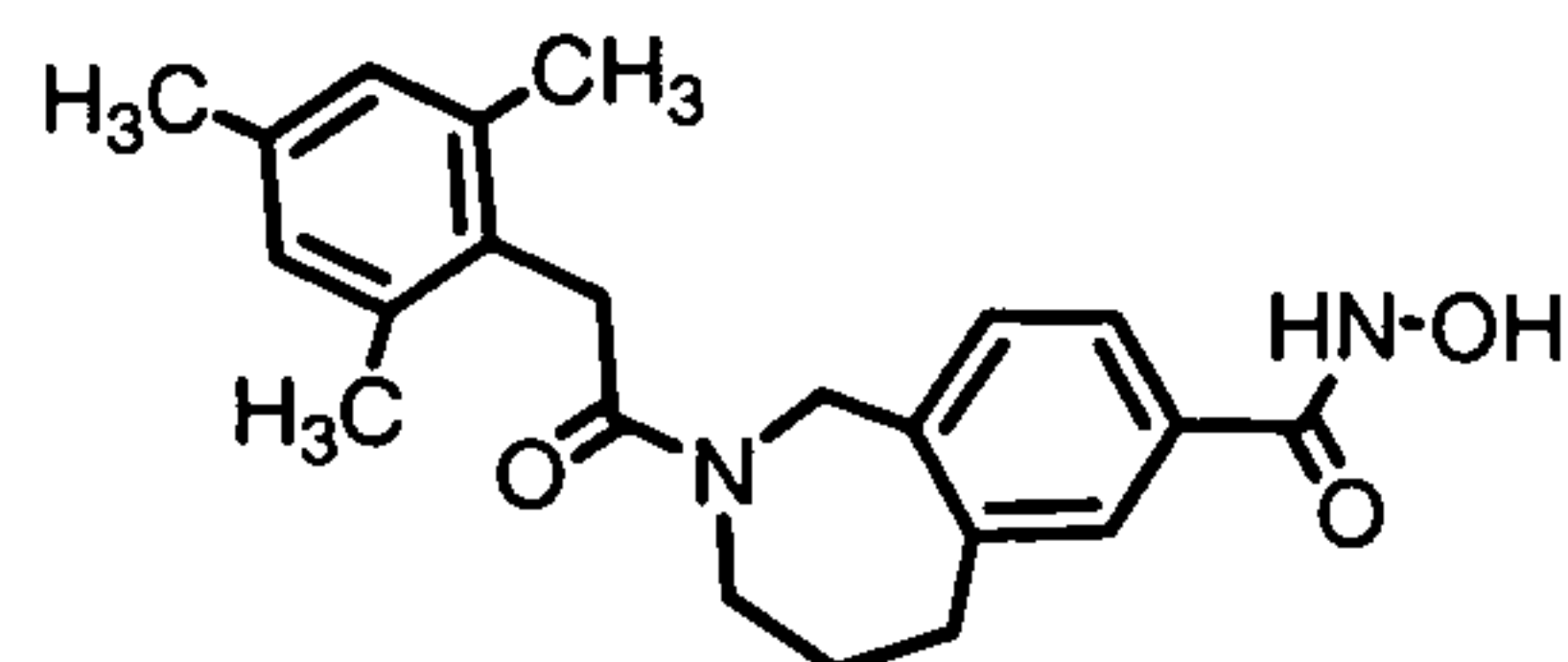
256



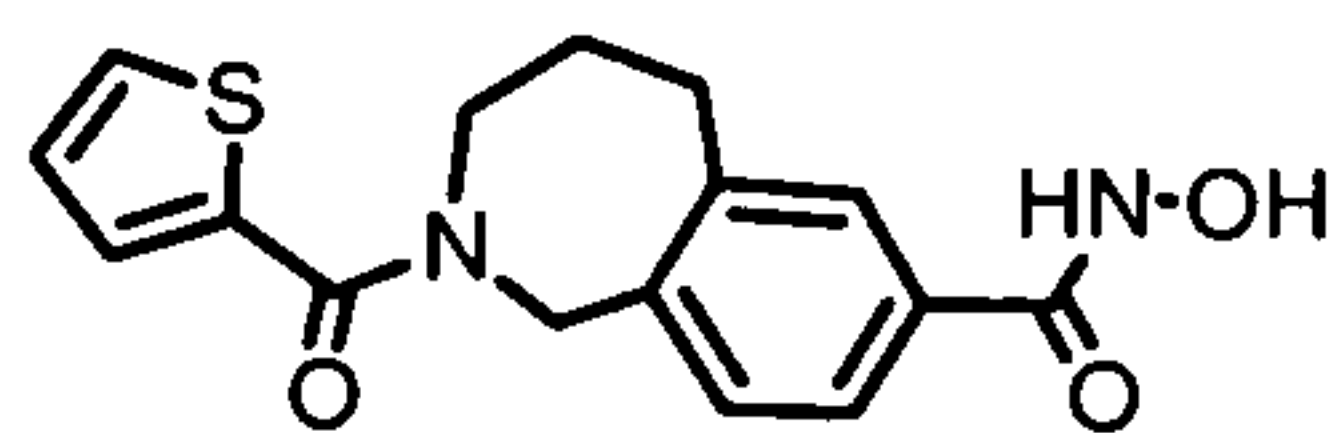
257



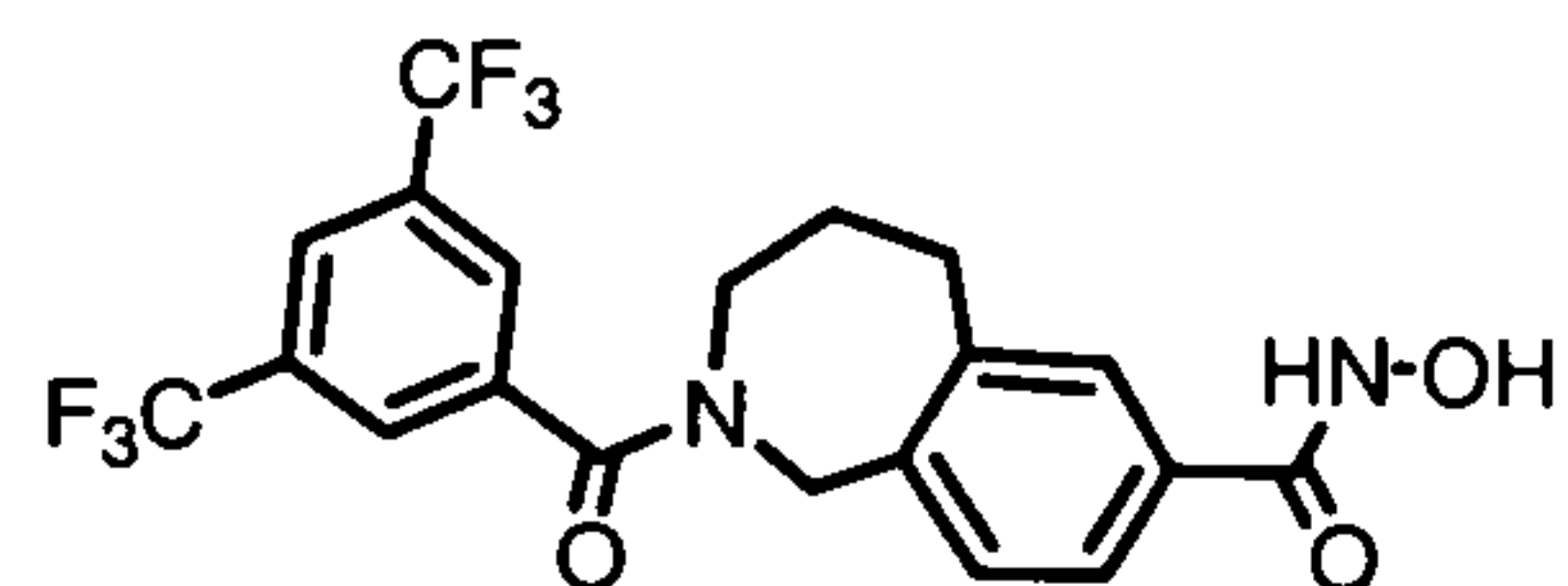
258



259



260



261

[00159] The compounds in Table 1 above may also be identified by the following chemical names:

1	<i>N</i> -hydroxy-2-[(1-methyl-1 <i>H</i> -pyrrol-2-yl)carbonyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
2	2-(2,2-dimethylpropanoyl)- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
3	<i>N</i> -hydroxy-2-{[4-(trifluoromethyl)phenyl]acetyl}-1,2,3,4-tetrahydroisoquinoline-6-carboxamide

4	2-([1-(4-chlorophenyl)cyclobutyl]carbonyl)- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
5	2-(cyclohexylcarbonyl)- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
6	<i>N</i> -hydroxy-2-[(2-methyl-1,3-thiazol-4-yl)acetyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
7	<i>N</i> -hydroxy-2-[(1-phenyl-1 <i>H</i> -pyrazol-4-yl)carbonyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
8	<i>N</i> -hydroxy-2-(1 <i>H</i> -indol-2-ylcarbonyl)-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
9	<i>N</i> -hydroxy-2-(3-methylbutanoyl)-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
10	<i>N</i> -hydroxy-2-[2-(4-methylphenyl)propanoyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
11	2-[cyclopentyl(phenyl)acetyl]- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
12	<i>N</i> -hydroxy-2-(1-naphthoyl)-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
13	<i>N</i> -hydroxy-2-[3-(1 <i>H</i> -indol-1-yl)propanoyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
14	<i>N</i> -hydroxy-2-[4-(1 <i>H</i> -pyrrol-1-yl)benzoyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
15	<i>N</i> -hydroxy-2-(phenylacetyl)-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
16	2-[(3,5-dimethylisoxazol-4-yl)acetyl]- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
17	2-[(2 <i>R</i>)-2-(acetylamino)-4-methylpentanoyl]- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
18	<i>N</i> -hydroxy-2-[(5-methyl-1-phenyl-1 <i>H</i> -pyrazol-4-yl)carbonyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
19	<i>N</i> -hydroxy-2-(2-methylbut-3-enoyl)-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
20	2-(2-amino-2-methyl-3-phenylpropanoyl)- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
21	<i>N</i> -hydroxy-2-(phenoxyacetyl)-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
22	2-(cycloheptylcarbonyl)- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
23	<i>N</i> -hydroxy-2-[(1-methylcyclopropyl)carbonyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
24	<i>N</i> -hydroxy-2-(tetrahydrofuran-3-ylcarbonyl)-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
25	2-(cyclopentylacetyl)- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
26	2-(cyclohex-3-en-1-ylcarbonyl)- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
27	<i>N</i> -hydroxy-2-(3-methyl-2-phenylbutanoyl)-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
28	<i>N</i> -hydroxy-2-[(1-methylcyclohexyl)carbonyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
29	<i>N</i> -hydroxy-2-[(2 <i>S</i>)-2-phenylpropanoyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
30	2-(biphenyl-4-ylacetyl)- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
31	2-[(3,5-dimethyl-1 <i>H</i> -pyrazol-1-yl)acetyl]- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
32	2-(cyclopentylcarbonyl)- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
33	2-[1-adamantylcarbonyl]- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
34	<i>N</i> -hydroxy-2-[(3-methoxyphenyl)acetyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
35	<i>N</i> -hydroxy-2-[(4-isopropylphenyl)acetyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
36	2-[(1-acetylpiperidin-4-yl)carbonyl]- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
37	<i>N</i> -hydroxy-2-[[5-methyl-3-(trifluoromethyl)-1 <i>H</i> -pyrazol-1-yl]acetyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
38	2-(butylsulfonyl)- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
39	2-(benzylsulfonyl)- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
40	<i>N</i> -hydroxy-2-(propylsulfonyl)-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
41	<i>N</i> -hydroxy-2-[(2-oxo-2,3-dihydro-1,3-benzoxazol-6-yl)sulfonyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide

42	<i>N</i> -hydroxy-2-[(4-isopropylphenyl)sulfonyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
43	<i>N</i> -hydroxy-2-[(4'-methoxybiphenyl-4-yl)sulfonyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
44	2-[(4- <i>tert</i> -butylphenyl)sulfonyl]- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
45	<i>N</i> -hydroxy-2-[(4-methylphenyl)sulfonyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
46	<i>N</i> -hydroxy-2-(phenylsulfonyl)-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
47	<i>N</i> -hydroxy-2-(2-naphthylsulfonyl)-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
48	2-[(4'-fluorobiphenyl-3-yl)sulfonyl]- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
49	<i>N</i> -hydroxy-2-[(4-methoxyphenyl)sulfonyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
50	2-[(4-fluorophenyl)sulfonyl]- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
51	2-[(1,2-dimethyl-1 <i>H</i> -imidazol-4-yl)sulfonyl]- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
52	<i>N</i> -hydroxy-2-{[4-(trifluoromethyl)phenyl]sulfonyl}-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
53	2-[(3,5-dimethylisoxazol-4-yl)sulfonyl]- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
54	2-[(3,5-dimethyl-1 <i>H</i> -pyrazol-4-yl)sulfonyl]- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
55	<i>N</i> -hydroxy-2-{[4-(pyridin-4-yloxy)phenyl]sulfonyl}-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
56	2-[(2,2-diphenylethyl)sulfonyl]- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
57	2-benzyl- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
58	<i>N</i> -hydroxy-2-[2-(1-naphthyl)ethyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
59	<i>N</i> -hydroxy-2-[4-(1 <i>H</i> -1,2,4-triazol-1-yl)benzyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
60	<i>N</i> -hydroxy-2-(quinolin-2-ylmethyl)-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
61	<i>N</i> -hydroxy-2-[4-(trifluoromethoxy)benzyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
62	<i>N</i> -hydroxy-2-(3-phenylpropyl)-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
63	<i>N</i> -hydroxy-2-(2-phenoxyethyl)-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
64	<i>N</i> -hydroxy-2-[(2 <i>E</i>)-3-phenylprop-2-en-1-yl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
65	2-(2,1,3-benzoxadiazol-5-ylmethyl)- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
66	<i>N</i> -hydroxy-2-[4-(trifluoromethyl)benzyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
67	<i>N</i> -hydroxy-2-(3-phenoxypropyl)-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
68	<i>N</i> -hydroxy-2-[4-(1 <i>H</i> -pyrazol-1-yl)benzyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
69	2-(2,1,3-benzothiadiazol-4-ylmethyl)- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
71	2-{[3-(4-chlorophenyl)-1,2,4-oxadiazol-5-yl]methyl}- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
72	<i>N</i> -hydroxy-2-{[5-(2-methoxyphenyl)-1,2,4-oxadiazol-3-yl]methyl}-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
73	2-[3-(2,3-dihydro-1 <i>H</i> -indol-1-yl)-3-oxopropyl]- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
74	2-[(1-benzyl-1 <i>H</i> -imidazol-2-yl)methyl]- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
75	2-[4-(2,3-dihydro-1,4-benzodioxin-6-yl)-1,3-thiazol-2-yl]- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
76	<i>N</i> -hydroxy-2-[4-(3-methyl-1-benzothien-2-yl)-1,3-thiazol-2-yl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
77	2-[4-(3-chlorophenyl)-1,3-thiazol-2-yl]- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
78	<i>N</i> -hydroxy-2-[(1-methyl-1 <i>H</i> -pyrrol-2-yl)carbonyl]isoindoline-5-carboxamide
79	2-(4-chloro-2-methoxybenzoyl)- <i>N</i> -hydroxyisoindoline-5-carboxamide

80	2-[2-(4-chlorophenyl)-2-methylpropanoyl]- <i>N</i> -hydroxyisoindoline-5-carboxamide
81	2-(2,2-dimethylpropanoyl)- <i>N</i> -hydroxyisoindoline-5-carboxamide
82	2-(2,2-dimethylpropanoyl)- <i>N</i> -hydroxy-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
83	<i>N</i> -hydroxy-2-[(1-methyl-1 <i>H</i> -pyrrol-2-yl)carbonyl]-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
84	<i>N</i> -hydroxy-2-[4-(trifluoromethyl)benzoyl]-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
85	3-(2,2-dimethylpropanoyl)- <i>N</i> -hydroxy-2,3,4,5-tetrahydro-1 <i>H</i> -3-benzazepine-7-carboxamide
86	<i>N</i> -hydroxy-3-[(1-methyl-1 <i>H</i> -pyrrol-2-yl)carbonyl]-2,3,4,5-tetrahydro-1 <i>H</i> -3-benzazepine-7-carboxamide
87	<i>N</i> -hydroxy-3-[4-(trifluoromethyl)benzoyl]-2,3,4,5-tetrahydro-1 <i>H</i> -3-benzazepine-7-carboxamide
88	3-[2-(4-chlorophenyl)-2-methylpropanoyl]- <i>N</i> -hydroxy-2,3,4,5-tetrahydro-1 <i>H</i> -3-benzazepine-7-carboxamide
89	<i>N</i> ² -(2,3-dihydro-1-benzofuran-5-yl)- <i>N</i> ⁶ -hydroxy-3,4-dihydroisoquinoline-2,6(1 <i>H</i>)-dicarboxamide
90	<i>N</i> ² -1,3-benzodioxol-5-yl- <i>N</i> ⁶ -hydroxy-3,4-dihydroisoquinoline-2,6(1 <i>H</i>)-dicarboxamide
91	<i>N</i> ⁶ -hydroxy- <i>N</i> ² -(2-phenylethyl)-3,4-dihydroisoquinoline-2,6(1 <i>H</i>)-dicarboxamide
92	<i>N</i> ⁶ -hydroxy- <i>N</i> ² -[4-(trifluoromethoxy)phenyl]-3,4-dihydroisoquinoline-2,6(1 <i>H</i>)-dicarboxamide
93	<i>N</i> ² -(<i>sec</i> -butyl)- <i>N</i> ⁶ -hydroxy-3,4-dihydroisoquinoline-2,6(1 <i>H</i>)-dicarboxamide
94	<i>N</i> ² -(2-ethyl-6-methylphenyl)- <i>N</i> ⁶ -hydroxy-3,4-dihydroisoquinoline-2,6(1 <i>H</i>)-dicarboxamide
95	<i>N</i> ⁶ -hydroxy- <i>N</i> ² -(5-phenyl-2-thienyl)-3,4-dihydroisoquinoline-2,6(1 <i>H</i>)-dicarboxamide
96	<i>N</i> ² -(2- <i>tert</i> -butylphenyl)- <i>N</i> ⁶ -hydroxy-3,4-dihydroisoquinoline-2,6(1 <i>H</i>)-dicarboxamide
97	<i>N</i> ⁶ -hydroxy- <i>N</i> ² -propyl-3,4-dihydroisoquinoline-2,6(1 <i>H</i>)-dicarboxamide
98	<i>N</i> ⁶ -hydroxy- <i>N</i> ² -[3-(trifluoromethyl)phenyl]-3,4-dihydroisoquinoline-2,6(1 <i>H</i>)-dicarboxamide
99	<i>N</i> ² -(4-benzylphenyl)- <i>N</i> ⁶ -hydroxy-3,4-dihydroisoquinoline-2,6(1 <i>H</i>)-dicarboxamide
100	<i>N</i> ⁶ -hydroxy- <i>N</i> ² -1-naphthyl-3,4-dihydroisoquinoline-2,6(1 <i>H</i>)-dicarboxamide
101	<i>N</i> ² -cyclohexyl- <i>N</i> ⁶ -hydroxy-3,4-dihydroisoquinoline-2,6(1 <i>H</i>)-dicarboxamide
102	<i>N</i> ² -biphenyl-2-yl- <i>N</i> ⁶ -hydroxy-3,4-dihydroisoquinoline-2,6(1 <i>H</i>)-dicarboxamide
103	<i>N</i> ⁶ -hydroxy- <i>N</i> ² -[1-(1-naphthyl)ethyl]-3,4-dihydroisoquinoline-2,6(1 <i>H</i>)-dicarboxamide
104	<i>N</i> ⁶ -hydroxy- <i>N</i> ² -(4-isopropylphenyl)-3,4-dihydroisoquinoline-2,6(1 <i>H</i>)-dicarboxamide
105	<i>N</i> ⁶ -hydroxy- <i>N</i> ² -(4-methylbenzyl)-3,4-dihydroisoquinoline-2,6(1 <i>H</i>)-dicarboxamide
106	2-(cyclopropylacetyl)- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
107	<i>N</i> ⁶ -hydroxy- <i>N</i> ² -phenyl-3,4-dihydroisoquinoline-2,6(1 <i>H</i>)-dicarboxamide
108	<i>N</i> -hydroxy-2-{[2-(2-thienyl)-1,3-thiazol-4-yl]methyl}-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
109	<i>N</i> -hydroxy-2-[3-(trifluoromethoxy)benzyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
110	<i>N</i> -hydroxy-2-(1-phenylethyl)-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
111	2-[2-(4-chlorophenoxy)ethyl]- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
112	<i>N</i> -hydroxy-2-[(5-isoxazol-3-yl-3-thienyl)sulfonyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
113	9-ethoxy- <i>N</i> -hydroxy-2-[4-(3-methyl-1-benzothien-2-yl)-1,3-thiazol-2-yl]-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
114	9-fluoro- <i>N</i> -hydroxy-3-[4-(4-methoxyphenyl)-1,3-thiazol-2-yl]-2,3,4,5-tetrahydro-1 <i>H</i> -3-benzazepine-7-carboxamide
115	3-[4-(benzylamino)pyrimidin-2-yl]-9-fluoro- <i>N</i> -hydroxy-2,3,4,5-tetrahydro-1 <i>H</i> -3-benzazepine-7-carboxamide
116	2-{2-[(2,6-dimethylphenyl)amino]-2-oxoethyl}- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
117	<i>N</i> -hydroxy-2-[(3-methoxy-1-methyl-1 <i>H</i> -pyrrol-2-yl)carbonyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide

118	8-fluoro- <i>N</i> -hydroxy-2-[(3-methoxy-1-methyl-1 <i>H</i> -pyrrol-2-yl)carbonyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
119	8-chloro- <i>N</i> -hydroxy-2-[(3-methoxy-1-methyl-1 <i>H</i> -pyrrol-2-yl)carbonyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
120	2-[(4,5-dichloro-1-methyl-1 <i>H</i> -pyrrol-2-yl)carbonyl]- <i>N</i> -hydroxy-4,4-dimethyl-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
121	3-[(4,5-dichloro-1-methyl-1 <i>H</i> -pyrrol-2-yl)carbonyl]- <i>N</i> -hydroxy-1,2,3,4,5,6-hexahydro-3-benzazocine-9-carboxamide
122	2-[(4,5-dichloro-1-methyl-1 <i>H</i> -pyrrol-2-yl)carbonyl]- <i>N</i> -hydroxy-8-methoxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
123	2-[(1-cyclopropyl-1 <i>H</i> -pyrrol-2-yl)carbonyl]- <i>N</i> -hydroxy-8-methyl-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
124	8-cyano-2-[(1-cyclopropyl-1 <i>H</i> -pyrrol-2-yl)carbonyl]- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
125	2-[(1-cyclopropyl-1 <i>H</i> -pyrrol-2-yl)carbonyl]-5-fluoro- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
126	<i>N</i> -hydroxy-7-methoxy-2-[(5-methoxy-1-methyl-1 <i>H</i> -indol-2-yl)carbonyl]isoindoline-5-carboxamide
127	7-chloro- <i>N</i> -hydroxy-2-[(5-methoxy-1-methyl-1 <i>H</i> -indol-2-yl)carbonyl]isoindoline-5-carboxamide
128	<i>N</i> -hydroxy-3-[(5-methoxy-1-methyl-1 <i>H</i> -indol-2-yl)carbonyl]-2,3,4,5-tetrahydro-1 <i>H</i> -3-benzazepine-7-carboxamide
129	3-[[2-(4- <i>tert</i> -butylphenyl)-4-methyl-4 <i>H</i> -furo[3,2- <i>b</i>]pyrrol-5-yl]carbonyl]- <i>N</i> -hydroxy-2,3,4,5-tetrahydro-1 <i>H</i> -3-benzazepine-7-carboxamide
130	2-[[2-(4- <i>tert</i> -butylphenyl)-4-methyl-4 <i>H</i> -furo[3,2- <i>b</i>]pyrrol-5-yl]carbonyl]- <i>N</i> -hydroxy-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
131	2-[[2-(4- <i>tert</i> -butylphenyl)-4-methyl-4 <i>H</i> -furo[3,2- <i>b</i>]pyrrol-5-yl]carbonyl]-9-fluoro- <i>N</i> -hydroxy-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
132	2-[(3-chloro-1-methyl-1 <i>H</i> -indol-2-yl)carbonyl]-9-fluoro- <i>N</i> -hydroxy-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
133	2-[(3-chloro-1-methyl-1 <i>H</i> -indol-2-yl)carbonyl]-9-ethoxy- <i>N</i> -hydroxy-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
134	3-[(3-chloro-1-methyl-1 <i>H</i> -indol-2-yl)carbonyl]-9-fluoro- <i>N</i> -hydroxy-2,3,4,5-tetrahydro-1 <i>H</i> -3-benzazepine-7-carboxamide
135	2-[2-(4-chlorophenyl)-2-methylpropanoyl]- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
136	2-[2-(4-chlorophenyl)-2-methylpropanoyl]-8-fluoro- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
137	8-chloro-2-[2-(4-chlorophenyl)-2-methylpropanoyl]- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
138	2-(4- <i>tert</i> -butylbenzoyl)- <i>N</i> -hydroxy-4,4-dimethyl-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
139	3-(4- <i>tert</i> -butylbenzoyl)- <i>N</i> -hydroxy-1,2,3,4,5,6-hexahydro-3-benzazocine-9-carboxamide
140	2-(4- <i>tert</i> -butylbenzoyl)- <i>N</i> -hydroxy-8-methoxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
141	2-(biphenyl-4-ylacetyl)- <i>N</i> -hydroxy-8-methoxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
142	2-(biphenyl-4-ylacetyl)- <i>N</i> -hydroxy-8-methyl-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
143	2-(biphenyl-4-ylacetyl)-8-cyano- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
144	2-(cycloheptylcarbonyl)- <i>N</i> -hydroxyisoindoline-5-carboxamide
145	2-(cycloheptylcarbonyl)- <i>N</i> -hydroxy-7-methoxyisoindoline-5-carboxamide

146	7-chloro-2-(cycloheptylcarbonyl)- <i>N</i> -hydroxyisoindoline-5-carboxamide
147	2-[1-adamantylcarbonyl]- <i>N</i> -hydroxy-1,1-dimethyl-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
148	2-[1-adamantylcarbonyl]-8-chloro- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
149	<i>N</i> -hydroxy-2-[4-(trifluoromethyl)benzoyl]isoindoline-5-carboxamide
150	10-fluoro- <i>N</i> -hydroxy-3-[4-(trifluoromethyl)benzoyl]-1,2,3,4,5,6-hexahydro-3-benzazocine-8-carboxamide
153	2-[(4- <i>tert</i> -butylphenyl)sulfonyl]-8-fluoro- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
154	8-fluoro- <i>N</i> -hydroxy-2-[(4'-methoxybiphenyl-4-yl)sulfonyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
155	2-[(4'-fluorobiphenyl-3-yl)sulfonyl]- <i>N</i> -hydroxy-4,4-dimethyl-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
156	<i>N</i> -hydroxy-4,4-dimethyl-2-(propylsulfonyl)-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
157	<i>N</i> -hydroxy-3-(propylsulfonyl)-1,2,3,4,5,6-hexahydro-3-benzazocine-9-carboxamide
158	<i>N</i> -hydroxy-3-({5-[3-(trifluoromethyl)phenyl]-3-thienyl}sulfonyl)-1,2,3,4,5,6-hexahydro-3-benzazocine-9-carboxamide
159	2-[(4- <i>tert</i> -butylphenyl)sulfonyl]- <i>N</i> -hydroxy-8-methoxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
160	<i>N</i> -hydroxy-8-methoxy-2-[(4'-methoxybiphenyl-4-yl)sulfonyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
161	2-[(4- <i>tert</i> -butylphenyl)sulfonyl]- <i>N</i> -hydroxy-8-methyl-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
162	<i>N</i> -hydroxy-2-[(4'-methoxybiphenyl-4-yl)sulfonyl]-8-methyl-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
164	2-[(4- <i>tert</i> -butylphenyl)sulfonyl]-8-chloro- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
165	8-chloro-2-[(4'-fluorobiphenyl-3-yl)sulfonyl]- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
166	8-cyano-2-[(4'-fluorobiphenyl-3-yl)sulfonyl]- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
167	8-cyano- <i>N</i> -hydroxy-2-(propylsulfonyl)-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
168	5-fluoro-2-[(4'-fluorobiphenyl-3-yl)sulfonyl]- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
169	5-fluoro- <i>N</i> -hydroxy-2-(propylsulfonyl)-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
170	2-[(4- <i>tert</i> -butylphenyl)sulfonyl]- <i>N</i> -hydroxyisoindoline-5-carboxamide
171	<i>N</i> -hydroxy-2-(propylsulfonyl)isoindoline-5-carboxamide
172	<i>N</i> -hydroxy-7-methoxy-2-[(4'-methoxybiphenyl-4-yl)sulfonyl]isoindoline-5-carboxamide
173	<i>N</i> -hydroxy-7-methoxy-2-(propylsulfonyl)isoindoline-5-carboxamide
174	7-chloro- <i>N</i> -hydroxy-2-[(4'-methoxybiphenyl-4-yl)sulfonyl]isoindoline-5-carboxamide
175	7-chloro-2-[(4'-fluorobiphenyl-3-yl)sulfonyl]- <i>N</i> -hydroxyisoindoline-5-carboxamide
176	<i>N</i> -hydroxy-3-[(4'-methoxybiphenyl-4-yl)sulfonyl]-2,3,4,5-tetrahydro-1 <i>H</i> -3-benzazepine-7-carboxamide
177	3-[(4'-fluorobiphenyl-3-yl)sulfonyl]- <i>N</i> -hydroxy-2,3,4,5-tetrahydro-1 <i>H</i> -3-benzazepine-7-carboxamide
178	2-[(4- <i>tert</i> -butylphenyl)sulfonyl]- <i>N</i> -hydroxy-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
179	<i>N</i> -hydroxy-2-(propylsulfonyl)-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
180	9-fluoro-2-[(4'-fluorobiphenyl-3-yl)sulfonyl]- <i>N</i> -hydroxy-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
181	9-fluoro- <i>N</i> -hydroxy-2-(propylsulfonyl)-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
182	9-ethoxy- <i>N</i> -hydroxy-2-[(4'-methoxybiphenyl-4-yl)sulfonyl]-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
183	9-ethoxy- <i>N</i> -hydroxy-2-(propylsulfonyl)-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
184	9-fluoro- <i>N</i> -hydroxy-3-[(4'-methoxybiphenyl-4-yl)sulfonyl]-2,3,4,5-tetrahydro-1 <i>H</i> -3-benzazepine-7-carboxamide
185	9-fluoro-3-[(4'-fluorobiphenyl-3-yl)sulfonyl]- <i>N</i> -hydroxy-2,3,4,5-tetrahydro-1 <i>H</i> -3-benzazepine-7-

	carboxamide
186	<i>N</i> -hydroxy-4,4-dimethyl-2-{[4-(trifluoromethyl)phenyl]sulfonyl}-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
187	<i>N</i> -hydroxy-3-{[4-(trifluoromethyl)phenyl]sulfonyl}-1,2,3,4,5,6-hexahydro-3-benzazocine-9-carboxamide
188	8-chloro- <i>N</i> -hydroxy-2-{[4-(trifluoromethyl)phenyl]sulfonyl}-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
189	<i>N</i> -hydroxy-3-{[5-(2-methoxyphenyl)-1,2,4-oxadiazol-3-yl]methyl}-2,3,4,5-tetrahydro-1 <i>H</i> -3-benzazepine-7-carboxamide
190	3-[2-(4-chlorophenoxy)ethyl]- <i>N</i> -hydroxy-2,3,4,5-tetrahydro-1 <i>H</i> -3-benzazepine-7-carboxamide
191	<i>N</i> -hydroxy-2-[4-(trifluoromethyl)benzyl]-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
192	<i>N</i> -hydroxy-2-[3-(trifluoromethoxy)benzyl]-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
193	2-[3-(2,3-dihydro-1 <i>H</i> -indol-1-yl)-3-oxopropyl]-9-fluoro- <i>N</i> -hydroxy-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
194	9-fluoro- <i>N</i> -hydroxy-2-[4-(trifluoromethyl)benzyl]-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
195	2-[3-(2,3-dihydro-1 <i>H</i> -indol-1-yl)-3-oxopropyl]-9-ethoxy- <i>N</i> -hydroxy-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
196	9-ethoxy- <i>N</i> -hydroxy-2-[3-(trifluoromethoxy)benzyl]-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
197	3-[3-(2,3-dihydro-1 <i>H</i> -indol-1-yl)-3-oxopropyl]-9-fluoro- <i>N</i> -hydroxy-2,3,4,5-tetrahydro-1 <i>H</i> -3-benzazepine-7-carboxamide
198	9-fluoro- <i>N</i> -hydroxy-3-[3-(trifluoromethoxy)benzyl]-2,3,4,5-tetrahydro-1 <i>H</i> -3-benzazepine-7-carboxamide
199	3-[2-(4-chlorophenoxy)ethyl]-9-fluoro- <i>N</i> -hydroxy-2,3,4,5-tetrahydro-1 <i>H</i> -3-benzazepine-7-carboxamide
200	2-[4-(3-chlorophenyl)-1,3-thiazol-2-yl]- <i>N</i> -hydroxy-4,4-dimethyl-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
201	<i>N</i> -hydroxy-4,4-dimethyl-2-[4-(3-methyl-1-benzothien-2-yl)-1,3-thiazol-2-yl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
202	<i>N</i> -hydroxy-3-[4-(4-methoxyphenyl)-1,3-thiazol-2-yl]-1,2,3,4,5,6-hexahydro-3-benzazocine-9-carboxamide
203	3-[4-(benzylamino)pyrimidin-2-yl]- <i>N</i> -hydroxy-1,2,3,4,5,6-hexahydro-3-benzazocine-9-carboxamide
204	2-[4-(3-chlorophenyl)-1,3-thiazol-2-yl]- <i>N</i> -hydroxy-8-methoxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
205	<i>N</i> -hydroxy-8-methoxy-2-{4-[4-(trifluoromethyl)phenyl]-1,3-thiazol-2-yl}-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
206	2-[4-(3-chlorophenyl)-1,3-thiazol-2-yl]- <i>N</i> -hydroxy-8-methyl-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
207	<i>N</i> -hydroxy-8-methyl-2-[4-(3-methyl-1-benzothien-2-yl)-1,3-thiazol-2-yl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
208	8-fluoro- <i>N</i> -hydroxy-2-[4-(4-methoxyphenyl)-1,3-thiazol-2-yl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
209	2-[4-(benzylamino)pyrimidin-2-yl]-8-fluoro- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
210	2-[2-(benzylamino)pyrimidin-4-yl]- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
211	<i>N</i> -hydroxy-2-(4-pyridin-3-yl-1,3-thiazol-2-yl)-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
212	8-chloro-2-[4-(3-chlorophenyl)-1,3-thiazol-2-yl]- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
213	8-chloro- <i>N</i> -hydroxy-2-{4-[4-(trifluoromethyl)phenyl]-1,3-thiazol-2-yl}-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
214	8-cyano- <i>N</i> -hydroxy-2-[4-(3-methyl-1-benzothien-2-yl)-1,3-thiazol-2-yl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
215	8-cyano- <i>N</i> -hydroxy-2-[4-(4-methoxyphenyl)-1,3-thiazol-2-yl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
216	2-[4-(benzylamino)pyrimidin-2-yl]-5-fluoro- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide

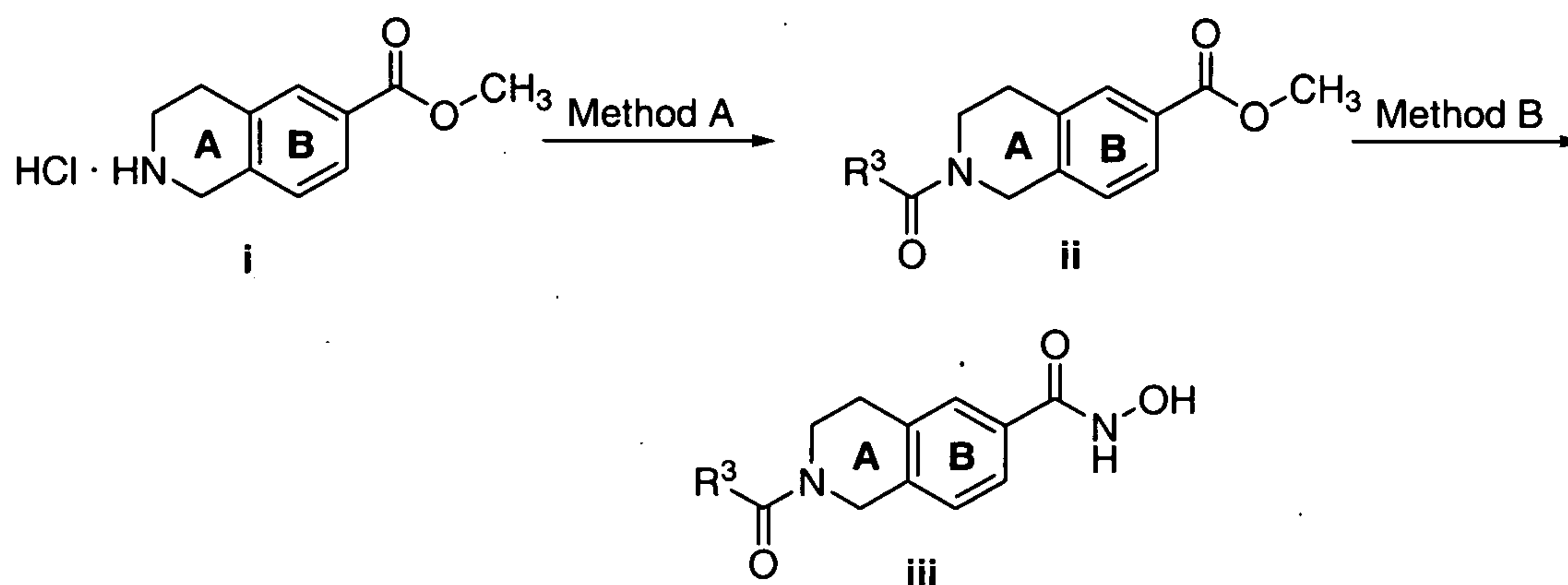
217	2-[2-(benzylamino)pyrimidin-4-yl]-5-fluoro- <i>N</i> -hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
218	<i>N</i> -hydroxy-2-(4-pyridin-3-yl-1,3-thiazol-2-yl)isoindoline-5-carboxamide
219	<i>N</i> -hydroxy-2-{4-[4-(trifluoromethyl)phenyl]-1,3-thiazol-2-yl}isoindoline-5-carboxamide
220	2-[4-(3-chlorophenyl)-1,3-thiazol-2-yl]- <i>N</i> -hydroxy-7-methoxyisoindoline-5-carboxamide
221	<i>N</i> -hydroxy-7-methoxy-2-[4-(3-methyl-1-benzothien-2-yl)-1,3-thiazol-2-yl]isoindoline-5-carboxamide
222	7-chloro- <i>N</i> -hydroxy-2-[4-(4-methoxyphenyl)-1,3-thiazol-2-yl]isoindoline-5-carboxamide
223	2-[4-(benzylamino)pyrimidin-2-yl]-7-chloro- <i>N</i> -hydroxyisoindoline-5-carboxamide
224	3-[4-(benzylamino)pyrimidin-2-yl]- <i>N</i> -hydroxy-2,3,4,5-tetrahydro-1 <i>H</i> -3-benzazepine-7-carboxamide
225	3-[2-(benzylamino)pyrimidin-4-yl]- <i>N</i> -hydroxy-2,3,4,5-tetrahydro-1 <i>H</i> -3-benzazepine-7-carboxamide
226	<i>N</i> -hydroxy-2-(4-pyridin-3-yl-1,3-thiazol-2-yl)-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
227	<i>N</i> -hydroxy-2-{4-[4-(trifluoromethyl)phenyl]-1,3-thiazol-2-yl}-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
228	2-[4-(3-chlorophenyl)-1,3-thiazol-2-yl]-9-fluoro- <i>N</i> -hydroxy-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
229	9-fluoro- <i>N</i> -hydroxy-2-[4-(3-methyl-1-benzothien-2-yl)-1,3-thiazol-2-yl]-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
230	2-[4-(3-chlorophenyl)-1,3-thiazol-2-yl]-9-ethoxy- <i>N</i> -hydroxy-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
231	9-fluoro- <i>N</i> -hydroxy-3-(4-pyridin-3-yl-1,3-thiazol-2-yl)-2,3,4,5-tetrahydro-1 <i>H</i> -3-benzazepine-7-carboxamide
232	2-(1-adamantylcarbonyl)- <i>N</i> -hydroxy-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
233	<i>N</i> -hydroxy-2-[(1-methyl-1 <i>H</i> -pyrazol-3-yl)carbonyl]-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
234	<i>N</i> -hydroxy-2-(1-naphthoyl)-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
235	<i>N</i> -hydroxy-2-(4-methoxybenzoyl)-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
236	2-{[3,5-bis(trifluoromethyl)phenyl]acetyl}- <i>N</i> -hydroxy-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
237	<i>tert</i> -butyl [4-(3-{[6-[(hydroxyamino)carbonyl]-3,4-dihydroisoquinolin-2(1 <i>H</i>)-yl]carbonyl}isoxazol-5-yl)phenyl]carbamate
238	2-(4- <i>tert</i> -butylbenzoyl)- <i>N</i> -hydroxy-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
239	2-(1-benzothien-2-ylcarbonyl)- <i>N</i> -hydroxy-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
240	2-[(5-chloro-1 <i>H</i> -indol-2-yl)carbonyl]- <i>N</i> -hydroxy-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
241	<i>N</i> -hydroxy-2-(2,4,6-trifluorobenzoyl)-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
242	<i>N</i> -hydroxy-2-[(7-methoxy-1-benzofuran-2-yl)carbonyl]-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
243	<i>N</i> -hydroxy-2-(quinoxalin-2-ylcarbonyl)-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
244	2-(biphenyl-4-ylcarbonyl)- <i>N</i> -hydroxy-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
245	<i>N</i> -hydroxy-2-[(5-methylisoxazol-3-yl)carbonyl]-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
246	2-(cycloheptylcarbonyl)- <i>N</i> -hydroxy-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
247	2-(cyclohexylcarbonyl)- <i>N</i> -hydroxy-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
248	<i>N</i> -hydroxy-2-[(3-hydroxy-1-adamantyl)carbonyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide
249	<i>N</i> -hydroxy-2-[(6-methoxy-1-benzofuran-3-yl)acetyl]-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
250	2-(1-benzofuran-2-ylcarbonyl)- <i>N</i> -hydroxy-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
251	2-[(5-chloro-1-benzothien-3-yl)acetyl]- <i>N</i> -hydroxy-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide

252	2-(1-benzofuran-5-ylcarbonyl)- <i>N</i> -hydroxy-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
253	<i>N</i> -hydroxy-2-[(5-methyl-1 <i>H</i> -indol-2-yl)carbonyl]-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
254	2-[(2 <i>Z</i>)-2-(acetylamino)-3-phenylprop-2-enoyl]- <i>N</i> -hydroxy-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
255	<i>N</i> -hydroxy-2-(quinolin-3-ylcarbonyl)-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
256	2-[3,5-bis(acetylamino)benzoyl]- <i>N</i> -hydroxy-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
257	2-[(5-chloro-1-benzofuran-2-yl)carbonyl]- <i>N</i> -hydroxy-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
258	2-(1-benzothien-3-ylcarbonyl)- <i>N</i> -hydroxy-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
259	<i>N</i> -hydroxy-2-(mesitylacetyl)-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide
260	<i>N</i> -hydroxy-2-(2-thienylcarbonyl)-2,3,4,5-tetrahydro-1 <i>H</i> -2-benzazepine-7-carboxamide

4. General Synthetic Methods and Intermediates

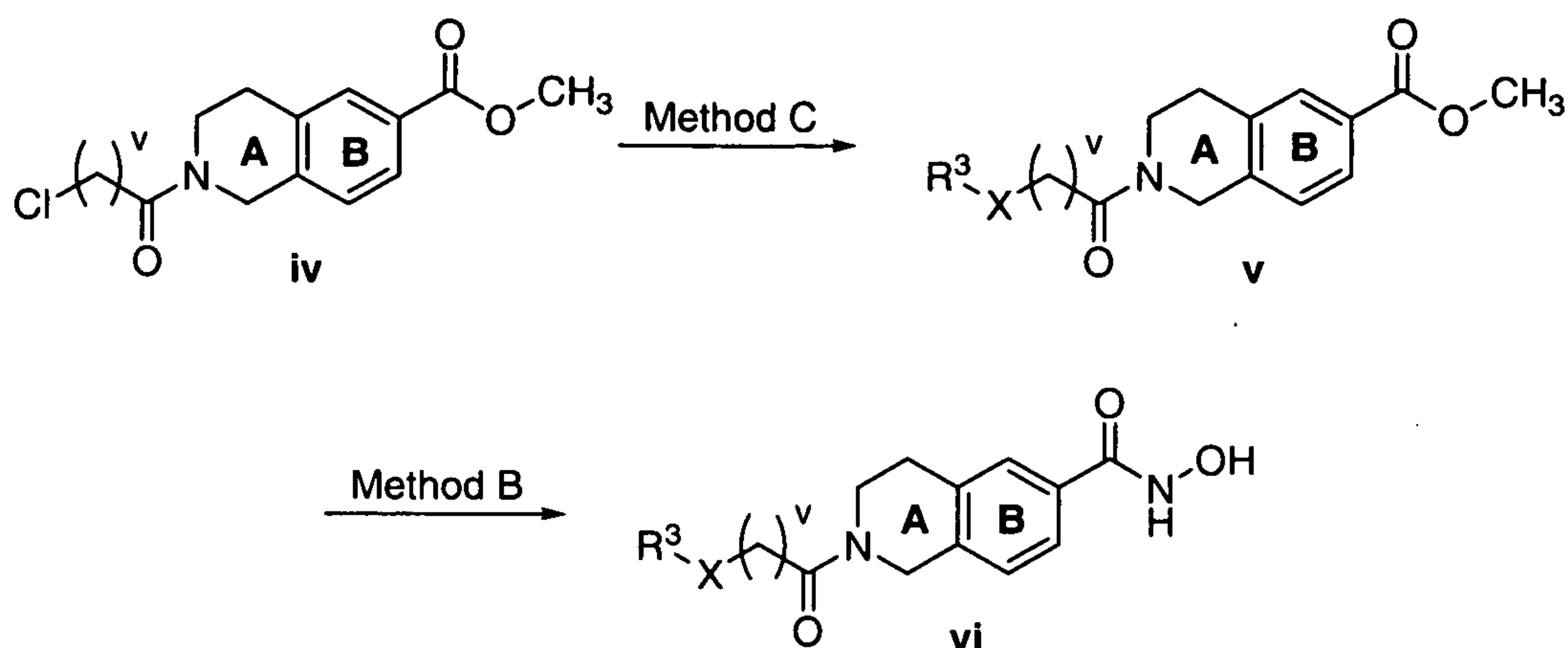
[00160] The compounds of the present invention can be prepared by methods known to one of ordinary skill in the art and / or by reference to the schemes shown below and the synthetic examples that follow. Exemplary synthetic routes are set forth in below, and in the Examples. One of ordinary skill in the art will appreciate that transformations shown below can also be carried out on analogous compounds containing one or more substituents on Rings A and B, or on analogous compounds with different Ring A ring sizes.

[00161] **Scheme 1: General route for the synthesis of 2-acyl-*N*-hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide analogs**



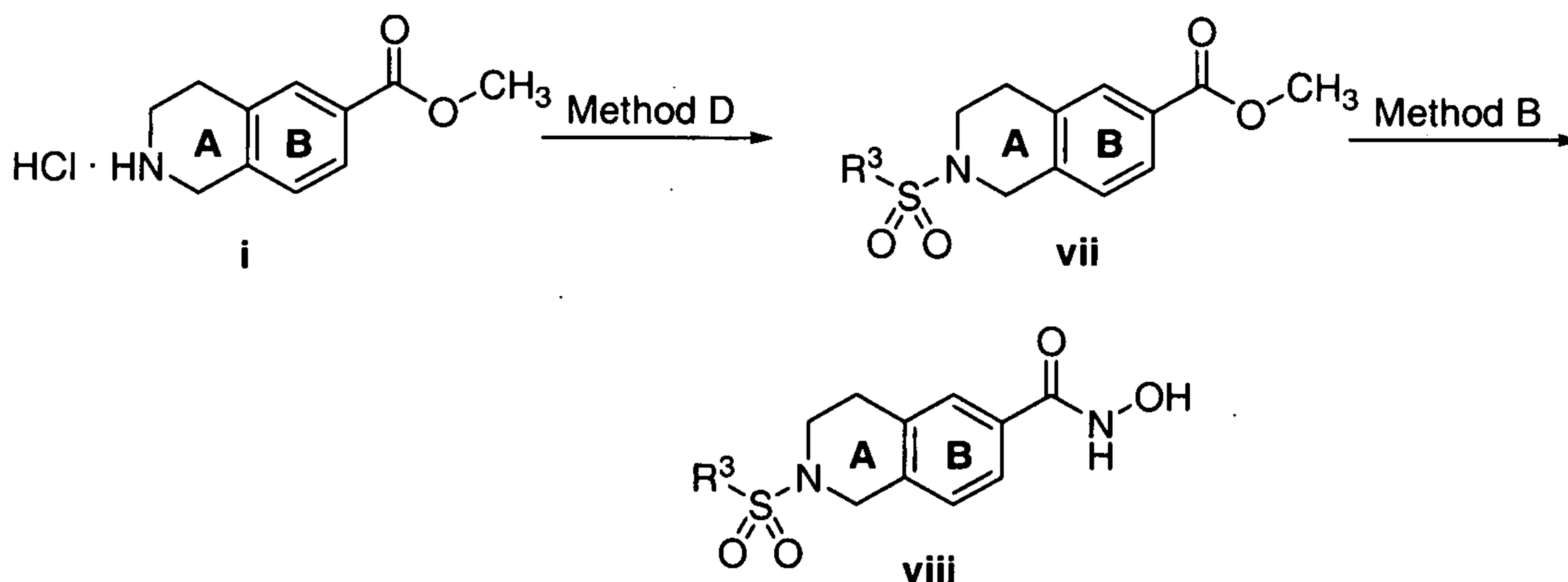
[00162] Scheme 1 shows a general route for preparing compounds of formula **iii**. As shown in scheme 1, methyl 1,2,3,4-tetrahydroisoquinoline-6-carboxylate hydrochloride salt **i**, is treated with a carboxylic acid, $R^3\text{-CO}_2\text{H}$, using a coupling agent in the presence of a base (Method A). Suitable coupling agents include, but are not limited to, 2 - (1H-benzotriazole-1-yl)-1,1,3,3-tetramethyluronium hexafluorophosphate (HBTU), or O-(7-azabenzotriazol-1-yl)-1,1,3,3-tetramethyluronium hexafluorophosphate (HATU). Suitable bases for Method A include, but are not limited to, triethylamine, *N,N'*-diisopropylethylamine and *N*-methylmorpholine. Suitable solvents for Method A include, but are not limited to, dichloromethane (DCM), tetrahydrofuran (THF), *N,N'*-dimethylformamide (DMF), *N*-methylpyrrolidone (NMP) or *N,N'*-dimethylacetamide. Conversion of **ii** to the corresponding hydroxamate **iii** is achieved by heating **ii** in the presence of hydroxylamine hydrochloride and potassium hydroxide in an appropriate solvent such as methanol (Method B). Conversion to the corresponding hydroxamate can also be achieved using the potassium salt of hydroxylamine (Huang *et al.*, *J. Med. Chem.* 2009, 52(21):675).

[00163] **Scheme 2: General route for the synthesis of *N*-hydroxy-2-(2 or 3-substituted-acetyl)-1,2,3,4-tetrahydroisoquinoline-6-carboxamide analogs**



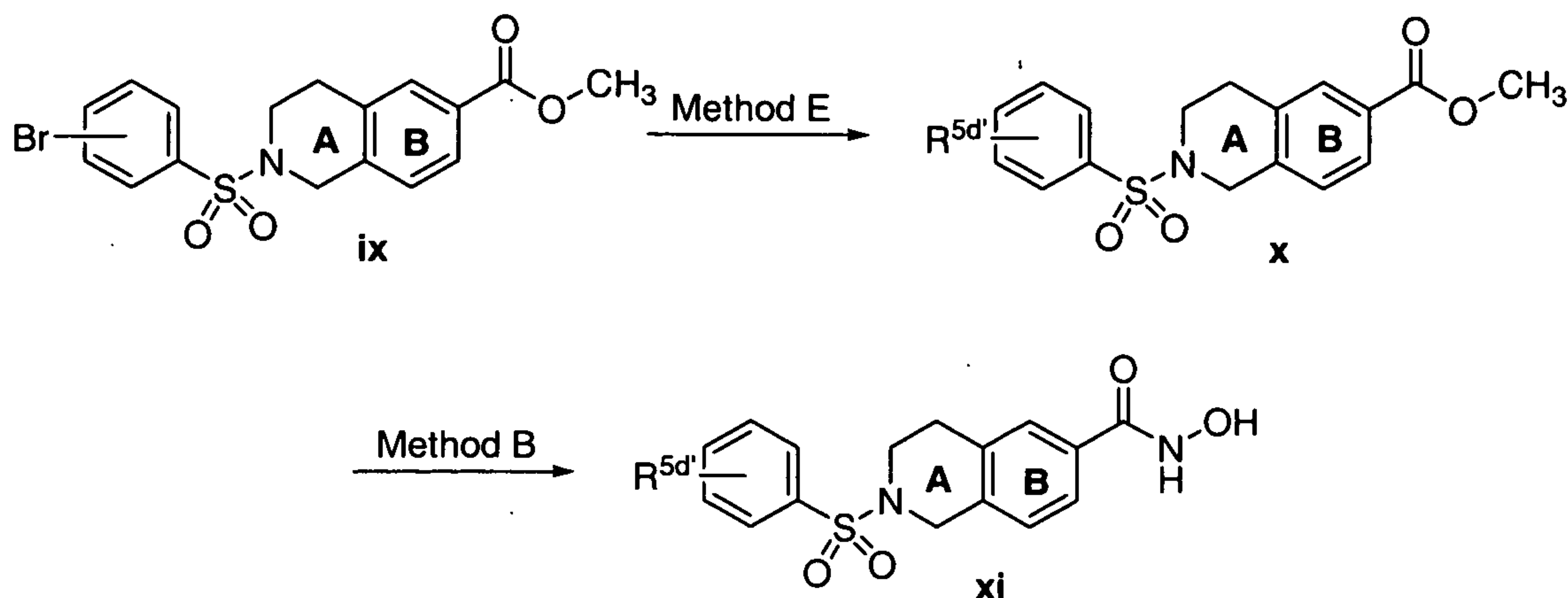
[00164] Scheme 2 shows a general route for preparing compounds of formula **vi**. Amides of formula **iv**, where v is 1-2, are prepared by Method A, using either chloroacetic acid or 3-chloropropanoic acid, and are then reacted with oxygen (R^3-OH) or nitrogen nucleophiles (R^3-NH_2) in a solvent such as CH_2Cl_2 or DMF, in the presence of a base, such as *N,N'*-diisopropylethylamine (Method C; see Takikawa *et al.*, *Organic Lett.* **2007**, 9(14):2713-2716; Slee *et al.*, *J. Med. Chem.* **2008**, 51(6):1730-1739) to give compounds of formula **vi** where X is $-O-$ or $-NH-$. Subsequent conversion of compounds of formula **v** to the corresponding hydroxamates **vi** is carried out as described in Scheme 1 using Method B.

[00165] Scheme 3: General route for the synthesis of *N*-hydroxy 2-(substituted sulfonyl)-1,2,3,4-tetrahydroisoquinoline-6-carboxamide analogs



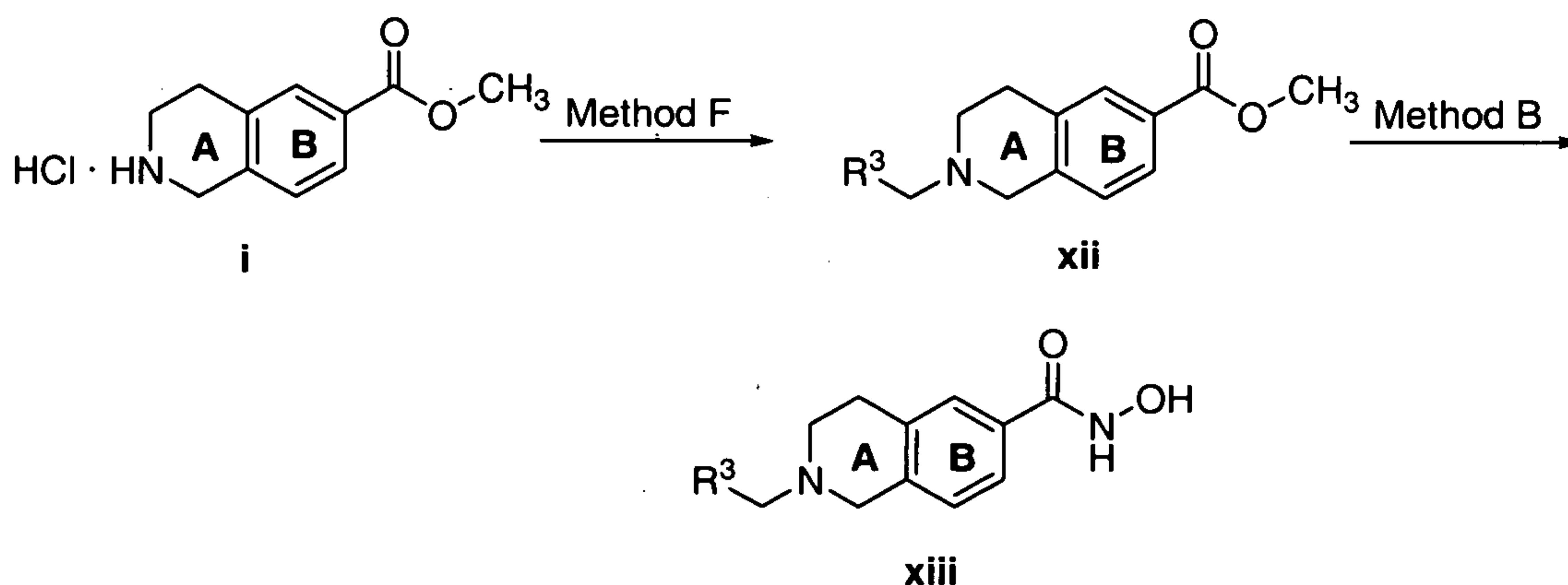
[00166] Scheme 3 shows a general route for preparing compounds of formula **v**. As shown in Scheme 2, methyl 1,2,3,4-tetrahydroisoquinoline-6-carboxylate hydrochloride salt **i** is treated with appropriate sulfonyl chloride, R^3-SO_2Cl , and DMAP in DMF at ambient temperature (Method D). Method D may also be carried out in a solvent such as DCM or *N,N'*-dimethylacetamide. Subsequent conversion of the resulting compounds of formula **vii** to the corresponding hydroxamates **viii** is carried out as described in Scheme 1 using Method B.

[00167] Scheme 4: General synthesis of *N*-hydroxy-2-(substituted-phenylsulfonyl)-1,2,3,4-tetrahydroisoquinoline-6-carboxamide analogs



[00168] Scheme 4 shows a general route for preparing compounds of formula **xi**. Sulfonamides of formula **ix** bearing a pendant aromatic bromide (or other halide) can be prepared as described in Method D, and are then subjected to a Suzuki coupling with a boronic acid, $R^{5d'}-B(OH)_2$, in the presence of a Pd-catalyst such as $Pd(PPh_3)_4$, and a base such as Na_2CO_3 (see Weinstein *et al*, *Bioorg. Med. Chem. Lett.* **2005** 15(5): 1435-1440) to afford sulfonamides of formula **x**. Other Pd-mediated coupling conditions such as the reaction of an organo-stannane compound with an aromatic halide, or reaction with amines in a Buchwald-Hartwig type coupling may be employed to generate compounds of formula **x** where $R^{5d'}$ is for example an aromatic ring, a heteroaromatic ring or an amine containing moiety. Subsequent conversion of compounds of formula **x** to the corresponding hydroxamates of formula **xi** is carried out as described in Scheme 1 using Method B.

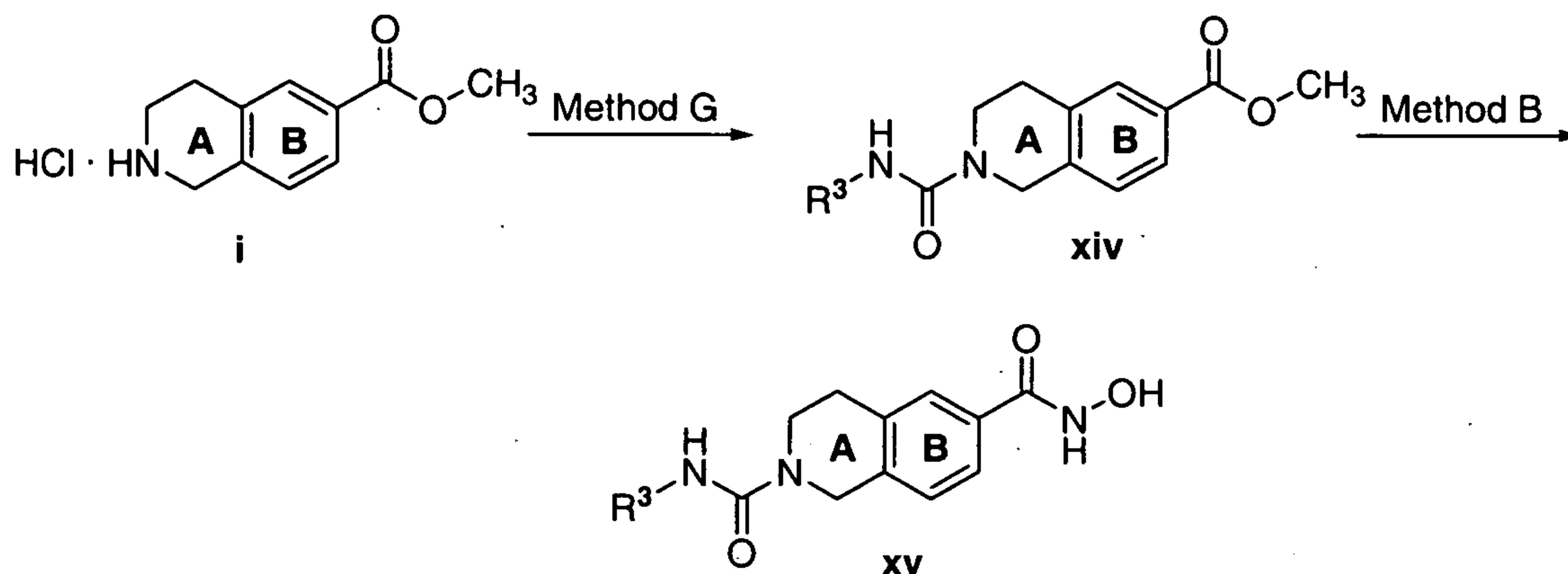
[00169] Scheme 5: General route for the synthesis of 2-substituted-*N*-hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide analogs



[00170] Scheme 5 shows a general route for preparing compounds of formula **xiii**. As shown in Scheme 5, methyl 1,2,3,4-tetrahydroisoquinoline-6-carboxylate hydrochloride salt **i** is treated with an

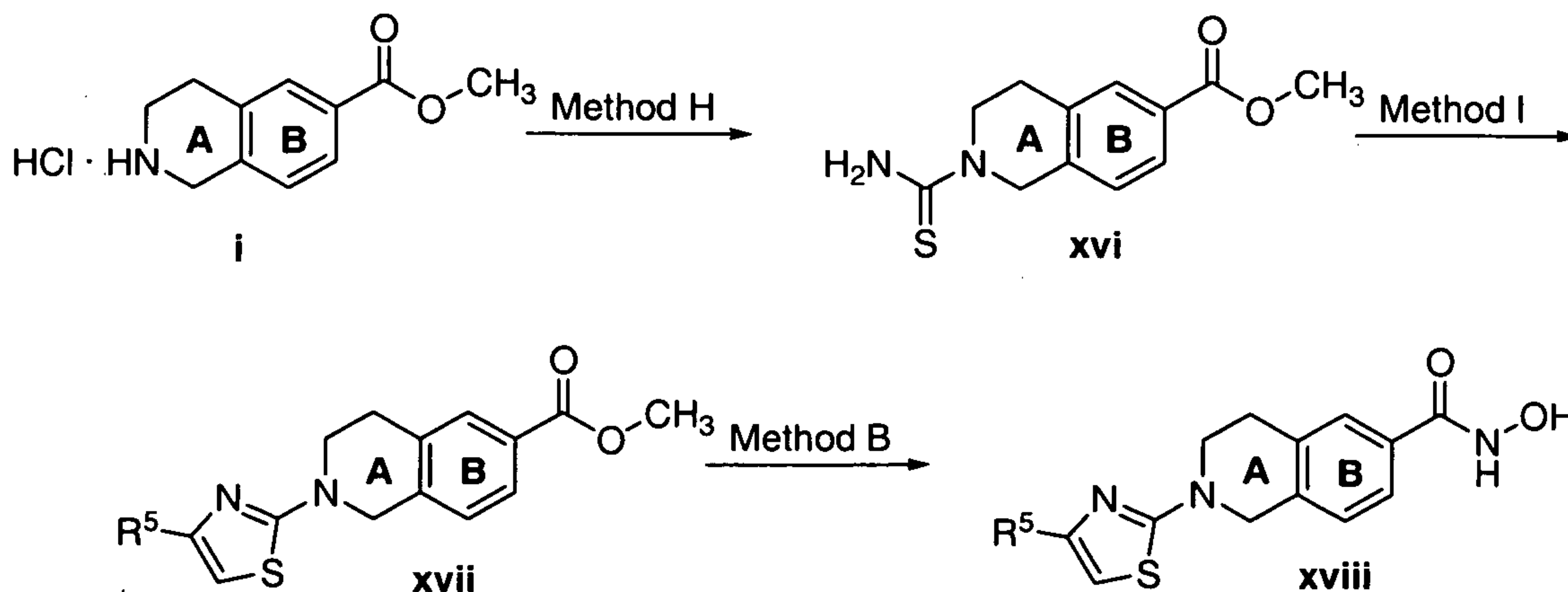
appropriate alkyl halide ($R^3\text{-CH}_2\text{-Br}$ or $R^3\text{-CH}_2\text{-Cl}$), in the presence of a suitable base such as Et_3N in a solvent such as DMF (Method F) to afford compounds of formula **xii**. Alternatively, a reductive alkylation with an aldehyde in the presence of a reducing agent can be used to generate compounds of formula **xii**. Subsequent conversion of compounds of formula **xii** to the corresponding hydroxamate **xiii** is carried out as described in Scheme 1 (Method B).

[00171] Scheme 6: General route for the synthesis of 2-urea substituted-*N*-hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide analogs



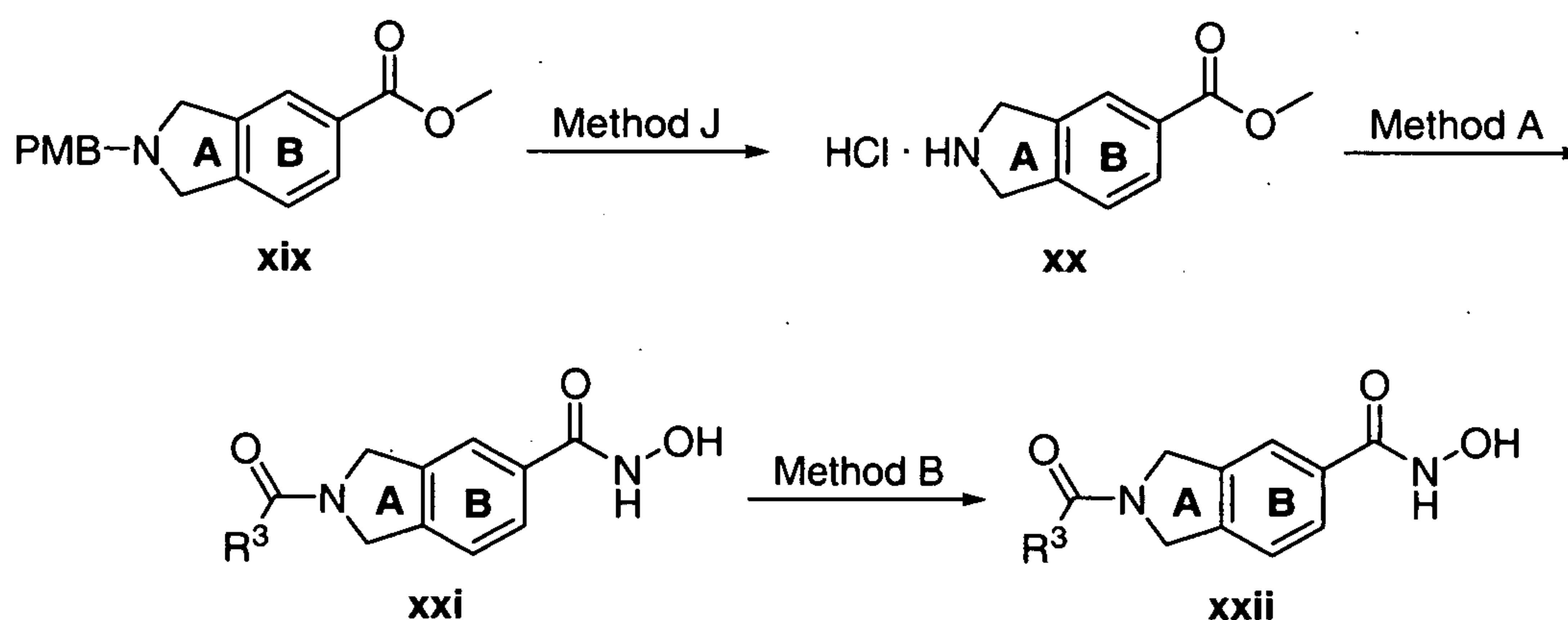
[00172] Scheme 6 shows a general route for preparing compounds of formula **xv**. As shown in Scheme 6, a solution of methyl 1,2,3,4-tetrahydroisoquinoline-6-carboxylate hydrochloride salt **i**, and optionally a base in a solvent is treated with an isocyanate ($R^3\text{-NCO}$), at ambient or elevated temperature to afford compounds of formula **xiv** (Method G). Suitable bases for Method G include, but are not limited to triethylamine, *N,N'*-diisopropylethylamine and *N*-methylnmorpholine. Suitable solvents for Method G include but are not limited to, DCM, THF, DMF, NMP and *N,N'*-dimethylacetamide. Subsequent conversion of compounds of formula **xiv** to the corresponding hydroxamates of formula **xv** is carried out as described in Scheme 1 using Method B

[00173] Scheme 7: General route for the synthesis of 2-thiazole-substituted-*N*-hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide analogs



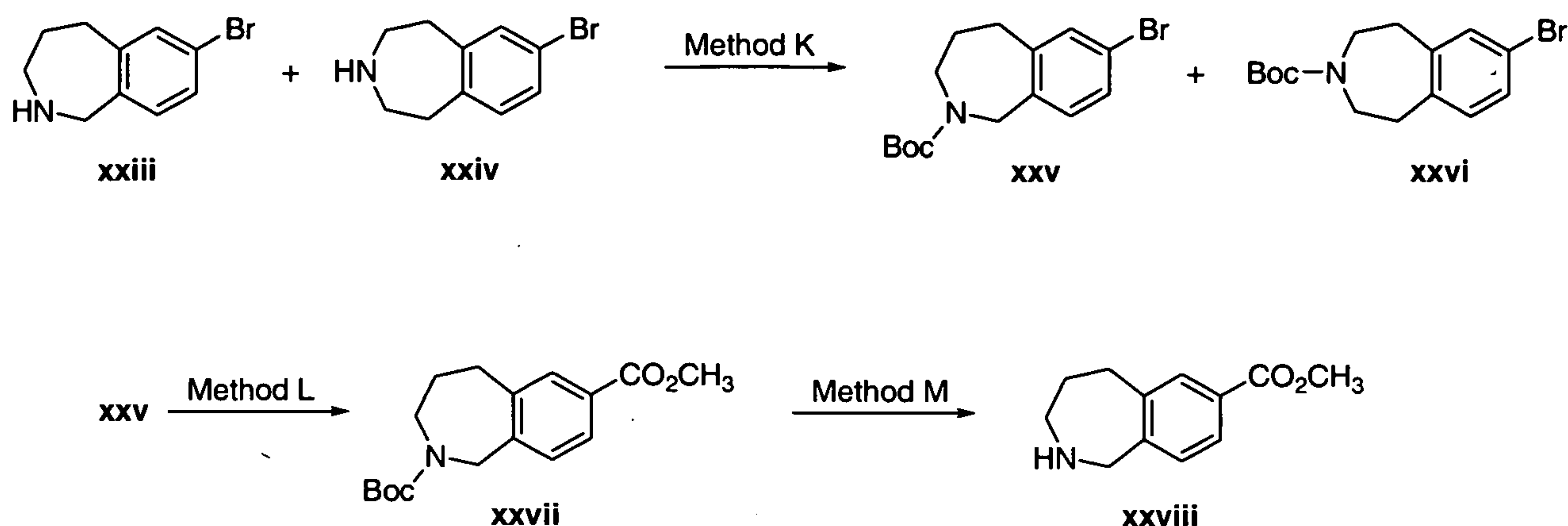
[00174] Scheme 7 shows a general route for preparing compounds of formula **xviii**. As shown in Scheme 7, methyl 1,2,3,4-tetrahydroisoquinoline-6-carboxylate hydrochloride salt **i** is treated with ammonium thiocyanate in a solvent such as THF at an elevated temperature (Method H). Cyclization of the resulting thiourea **xvi** to the aminothiazole **xvii** is accomplished upon treatment with an α -haloketone, (for example; $R^5-C(O)-CH_2Cl$) in a solvent such as 1,4-dioxane at ambient or elevated temperature (Method I). Subsequent conversion of compounds of formula **xvii** to the corresponding hydroxamates of formula **xviii** is carried out as described in Scheme 1 using Method B.

[00175] Scheme 8: General route for the synthesis of 2-substituted-*N*-hydroxy-2,3-dihydro-1*H*-isoindole-5-carboxamide analogs



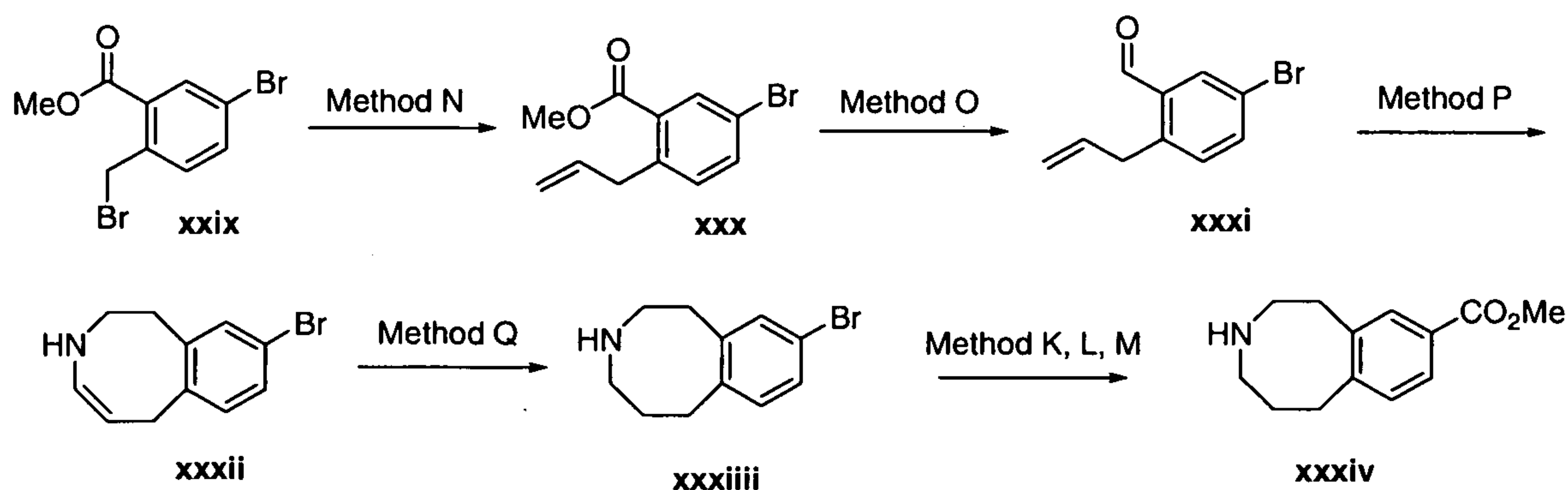
[00176] Scheme 8 shows a general route for preparing compounds of formula **xxii**. As shown in Scheme 8, compound **xix** (prepared as described in PCT Int. Appl. Pub. WO 08/044034) is deprotected under an H_2 atmosphere in the presence of a catalyst such as $Pd(OH)_2$ in methanol (Method J). The compound of formula **xx** can then be acylated employing Method A followed by formation of the hydroxamate **xxii** (Method B) as shown above in Scheme 1. It will be appreciated that analogous transformations to those described in Schemes 2-7 above can be achieved starting from the compound of formula **xx**.

[00177] Scheme 9: Synthesis of methyl 2,3,4,5-tetrahydro-1*H*-benzo[*c*]azepine-7-carboxylate and methyl 2,3,4,5-tetrahydro-1*H*-benzo[*d*]azepine-7-carboxylate



[00178] Scheme 9 shows a general route for the preparation of compound **xxviii**. The two regiomer compounds **xxiii**, 7-bromo-2,3,4,5-tetrahydro-1H-benzo[c]azepine, and **xxiv**, 7-bromo-2,3,4,5-tetrahydro-1H-benzo[d]azepine, can be prepared as described in PCT Int. Appl. Pub. WO 08/076954 as an inseparable mixture. Protection of the secondary amine with Boc-anhydride, (Method K; see Wang *et al.*, *J. Med. Chem.* **2007**, 50(2):199-210) allows for the separation of the isomers which can then be manipulated independently. Carbonylation of the aryl bromide **xxv** employing carbon monoxide in the presence of a Pd catalyst, as described in PCT Int. Appl. Pub. WO 05/037214 (Method L) to give the compound **xxvii**, which, upon subsequent removal of the Boc-protecting group (Method M) under acidic conditions yields the compound **xxviii**. In a similar fashion, the isomer **xxvi** can be elaborated to afford methyl 2,3,4,5-tetrahydro-1H-benzo[d]azepine-7-carboxylate. It will be appreciated that analogous transformations to those described in Schemes 1-7 above can be achieved starting from the compound of formula **xxviii** or the isomeric compound derived from compound **xxvi**.

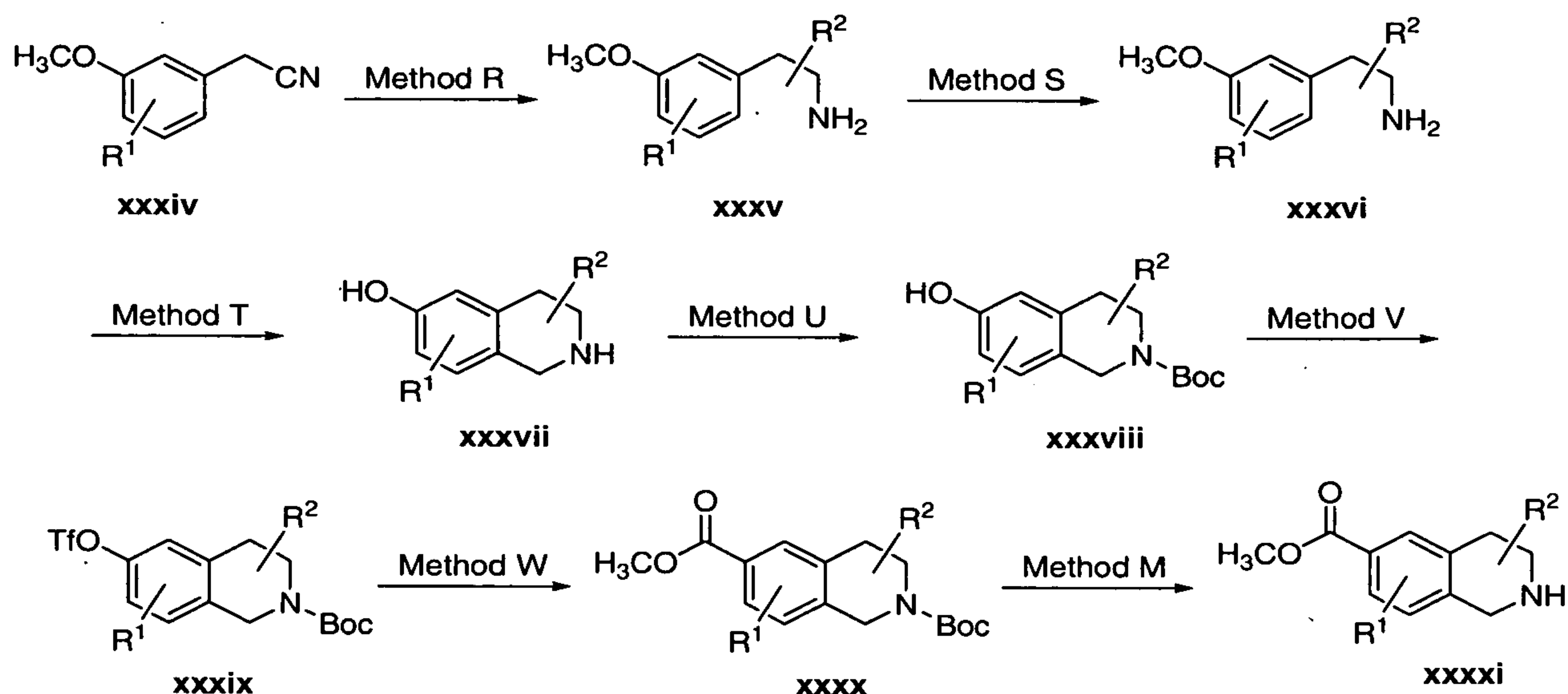
[00179] Scheme 10: Synthesis of methyl 1,2,3,4,5,6-hexahydrobenzo[d]azocine-9-carboxylate



[00180] Scheme 10 above shows a general route for the preparation of the compound of formula **xxxiv**. Methyl 5-bromo-2-(bromomethyl)benzoate **xxix** (commercially available) is converted to the compound of formula **xxx** by a palladium catalyzed reaction with a vinylstannane (Method N; see Crawforth *et al.*, *Tetrahedron Lett.* **2004**, 45(3): 461-465). Reduction of the methyl ester to give the

compound of formula **xxxi** (Method O) is carried out using a suitable reducing agent such as diisobutylaluminum hydride. The compound of formula **xxxi** is then synthesized by a reductive amination followed by ring closing metathesis (Method P; see van Otterlo *et al.*, *Synlett* **2003**, (12): 1859-1861). A chemoselective reduction of the double bond is performed using a mild reducing agent such as diimide (Method Q, see Smit *et al.*, *J. Org. Chem.* **2008**, 73(23): 9482-9485) to give the compound of formula **xxxiii**. Conversion to the compound of formula **xxxiv** can be performed as described previously in Scheme 9 (Methods K,L,M). It will be appreciated that analogous transformations to those described in Schemes 1-7 above can then be achieved starting from the compound of formula **xxxiv**.

[00181] Scheme 11: General synthetic route for the preparation of substituted methyl 1,2,3,4-tetrahydroisoquinoline-7-carboxylate



[00182] Scheme 11 shows a general route for preparing compounds of formula **xxxxi**. The tetrahydroisoquinoline **xxxvi** can be prepared *via* a Pictet-Spengler cyclization (Method S) (as described by Nakamura *et al.*, *Organic Letters* **2003**, 5(12), 2087-2090; Kązmierski *et al.*, *J. Org. Chem.* **1994**, 59(7), 1789-95) of either a commercially available amine **xxxv** or one derived from the alkylation of 4-methoxy acetonitrile **xxxiv** (Method R) based on the nature of **R¹** and **R²** (as described in Kendall *et al.*, *Bioorg. Med. Chem.* **2007**, 15(24), 7677-7687). Demethylation of **xxxvi** can be accomplished with BBr₃ (Method T) and the nitrogen can be protected with a protecting group such as Boc (Method U) to give compounds of formula **xxxviii**. Treatment of **xxxviii** with Tf₂O provides **xxxix** (Method V) which is then carbonylated with CO in the presence of Pd catalyst (Method W) as described by Micheli *et al.*, *J. Med. Chem.* **2007**, 50(21), 5076-5089. Removal of the Boc protecting group under acidic conditions (Method

M) affords xxxvi which can further be functionalized as exemplified using methods illustrated in Schemes 1-7.

5. *Uses, Formulation and Administration*

[00183] As discussed above, the present invention provides compounds and pharmaceutical compositions that are useful as inhibitors of HDAC enzymes, particularly HDAC6, and thus the present compounds are useful for treating proliferative, inflammatory, infectious, neurological or cardiovascular disorders.

[00184] In some embodiments, the invention provides the compound of formula (I), or a pharmaceutically acceptable salt thereof, for use in treating a proliferative disorder. In some embodiments, the invention provides a pharmaceutical composition for the treatment of a proliferative disorder comprising the compound of formula (I), or a pharmaceutically acceptable salt thereof. In some embodiments, the invention provides the use of the compound of formula (I), or a pharmaceutically acceptable salt thereof, for the preparation of a pharmaceutical composition for the treatment of a proliferative disorder. In some embodiments, the invention provides the use of an effective amount of the compound of formula (I), or a pharmaceutically acceptable salt thereof, for the treatment of a proliferative disorder.

[00185] The compounds and pharmaceutical compositions of the invention are particularly useful for the treatment of cancer. As used herein, the term "cancer" refers to a cellular disorder characterized by uncontrolled or dysregulated cell proliferation, decreased cellular differentiation, inappropriate ability to invade surrounding tissue, and/or ability to establish new growth at ectopic sites. The term "cancer" includes, but is not limited to, solid tumors and bloodborne tumors. The term "cancer" encompasses diseases of skin, tissues, organs, bone, cartilage, blood, and vessels. The term "cancer" further encompasses primary and metastatic cancers.

[00186] Non-limiting examples of solid tumors that can be treated with the disclosed inhibitors include pancreatic cancer; bladder cancer; colorectal cancer; breast cancer, including metastatic breast cancer; prostate cancer, including androgen-dependent and androgen-independent prostate cancer; renal cancer, including, e.g., metastatic renal cell carcinoma; hepatocellular cancer; lung cancer, including, e.g., non-small cell lung cancer (NSCLC), bronchioloalveolar carcinoma (BAC), and adenocarcinoma of the lung; ovarian cancer, including, e.g., progressive epithelial or primary peritoneal cancer; cervical cancer; gastric cancer; esophageal cancer; head and neck cancer, including, e.g., squamous cell carcinoma of the head and neck; melanoma; neuroendocrine cancer, including metastatic neuroendocrine tumors; brain tumors, including, e.g., glioma, anaplastic oligodendroglioma, adult glioblastoma multiforme, and adult anaplastic astrocytoma; bone cancer; and soft tissue sarcoma.

[00187] Non-limiting examples of hematologic malignancies that can be treated with the disclosed inhibitors include acute myeloid leukemia (AML); chronic myelogenous leukemia (CML), including accelerated CML and CML blast phase (CML-BP); acute lymphoblastic leukemia (ALL); chronic lymphocytic leukemia (CLL); Hodgkin's disease (HD); non-Hodgkin's lymphoma (NHL), including follicular lymphoma and mantle cell lymphoma; B-cell lymphoma; T-cell lymphoma; multiple myeloma (MM); Waldenstrom's macroglobulinemia; myelodysplastic syndromes (MDS), including refractory anemia (RA), refractory anemia with ringed siderblasts (RARS), (refractory anemia with excess blasts (RAEB), and RAEB in transformation (RAEB-T); and myeloproliferative syndromes.

[00188] In some embodiments, compounds of the invention are suitable for the treatment of breast cancer, lung cancer, ovarian cancer, multiple myeloma, acute myeloid leukemia or acute lymphoblastic leukemia.

[00189] In other embodiments, compounds of the invention are suitable for the treatment of inflammatory and cardiovascular disorders including, but not limited to, allergies/anaphylaxis, acute and chronic inflammation, rheumatoid arthritis; autoimmunity disorders, thrombosis, hypertension, cardiac hypertrophy, and heart failure.

[00190] Accordingly, in another aspect of the present invention, pharmaceutical 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.

[00191] 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 prodrugs, 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.

[00192] 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 HDAC6.

[00193] 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 dispersable 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.

[00194] 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.

[00195] In yet another aspect, a method for treating a proliferative, inflammatory, infectious, neurological or cardiovascular disorder is provided comprising administering an effective amount of a compound, or a pharmaceutical composition to a subject in need thereof. In certain embodiments of the present invention an "effective amount" of the compound or pharmaceutical composition is that amount effective for treating a proliferative, inflammatory, infectious, neurological or cardiovascular disorder, or is that amount effective for treating cancer. In other embodiments, an "effective amount" of a compound is an amount which inhibits binding of HDAC6, and thereby blocks the resulting signaling cascades that lead to the abnormal activity of growth factors, receptor tyrosine kinases, protein serine/threonine kinases, G protein coupled receptors and phospholipid kinases and phosphatases.

[00196] 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 the 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 disease being treated and the severity of the disease; 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.

[00197] 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.

[00198] 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.

[00199] 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.

[00200] 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.

[00201] 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.

[00202] 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.

[00203] Solid dosage forms for oral administration include capsules, tablets, pills, powders, and granules. In such solid dosage forms, the active compound is mixed with at least one inert, pharmaceutically acceptable excipient or carrier such as sodium citrate or dicalcium phosphate and/or a) fillers or extenders such as starches, lactose, sucrose, glucose, mannitol, and silicic acid, b) binders such as, for example, carboxymethylcellulose, alginates, gelatin, polyvinylpyrrolidone, sucrose, and acacia, c) humectants such as glycerol, d) disintegrating agents such as agar-agar, calcium carbonate, potato or tapioca starch, alginic acid, certain silicates, and sodium carbonate, e) solution retarding agents such as paraffin, f) absorption accelerators such as quaternary ammonium compounds, g) wetting agents such as, for example, cetyl alcohol and glycerol monostearate, h) absorbents such as kaolin and bentonite clay, and i) lubricants such as talc, calcium stearate, magnesium stearate, solid polyethylene glycols, sodium lauryl sulfate, and mixtures thereof. In the case of capsules, tablets and pills, the dosage form may also comprise buffering agents.

[00204] 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.

[00205] 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.

[00206] 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 dispersing 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.

[00207] In some embodiments, a compound of formula (I) or a pharmaceutical composition thereof is administered in conjunction with an anticancer agent. As used herein, the term "anticancer agent" refers to any agent that is administered to a subject with cancer for purposes of treating the cancer.

Combination therapy includes administration of the therapeutic agents concurrently or sequentially. Alternatively, the therapeutic agents can be combined into one composition which is administered to the patient.

[00208] Non-limiting examples of DNA damaging chemotherapeutic agents include topoisomerase I inhibitors (e.g., irinotecan, topotecan, camptothecin and analogs or metabolites thereof, and doxorubicin);

topoisomerase II inhibitors (e.g., etoposide, teniposide, and daunorubicin); alkylating agents (e.g., melphalan, chlorambucil, busulfan, thiotepa, ifosfamide, carmustine, lomustine, semustine, streptozocin, decarbazine, methotrexate, mitomycin C, and cyclophosphamide); DNA intercalators (e.g., cisplatin, oxaliplatin, and carboplatin); DNA intercalators and free radical generators such as bleomycin; and nucleoside mimetics (e.g., 5-fluorouracil, capecitabine, gemcitabine, fludarabine, cytarabine, mercaptopurine, thioguanine, pentostatin, and hydroxyurea).

[00209] Chemotherapeutic agents that disrupt cell replication include: paclitaxel, docetaxel, and related analogs; vincristine, vinblastin, and related analogs; thalidomide, lenalidomide, and related analogs (e.g., CC-5013 and CC-4047); protein tyrosine kinase inhibitors (e.g., imatinib mesylate and gefitinib); proteasome inhibitors (e.g., bortezomib); NF- κ B inhibitors, including inhibitors of I κ B kinase; antibodies which bind to proteins overexpressed in cancers and thereby downregulate cell replication (e.g., trastuzumab, rituximab, cetuximab, and bevacizumab); and other inhibitors of proteins or enzymes known to be upregulated, over-expressed or activated in cancers, the inhibition of which downregulates cell replication. In certain embodiments, a compound of the invention is administered in conjunction with a proteasome inhibitor.

[00210] Another aspect of the invention relates to inhibiting HDAC6, 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, generally includes *in vivo*, *in vitro*, and *ex vivo* materials, and also 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.

[00211] Still another aspect of this invention is to provide a kit comprising separate containers in a single package, wherein the inventive pharmaceutical compounds, compositions and/or salts thereof are used in combination with pharmaceutically acceptable carriers to treat disorders, symptoms and diseases where HDAC6 plays a role.

EXPERIMENTAL PROCEDURES

[00212] Definitions

AcOH	acetic acid
ACN	acetonitrile
ATP	adenosine triphosphate
BOC	<i>tert</i> -butoxycarbonyl
<i>m</i> -CPBA	<i>m</i> -chloroperbenzoic acid
DCE	dichloroethane
DCM	dichloromethane

DIPEA	diisopropylethyl amine
DMEM	Dulbecco's Modified Eagle's Medium
DMF	<i>N, N</i> -dimethylformamide
DMFDMA	<i>N, N</i> -dimethylformamide dimethyl acetal
DMAP	<i>N, N</i> -dimethylaminopyridine
DMS	dimethylsulfide
DMSO	dimethylsulfoxide
DPPA	diphenylphosphoryl azide
DTT	dithiothreitol
EDCI	<i>N</i> -(3-dimethylaminopropyl)- <i>N'</i> -ethylcarbodiimide hydrochloride
EDTA	ethylenediaminetetraacetic acid
EtOAc	ethyl acetate
EtOH	ethanol
FA	formic acid
FBS	fetal bovine serum
h	hours
HATU	<i>N, N, N', N'</i> -tetramethyl- <i>o</i> -(7-azabenzotriazole-1-yl)uronium hexafluorophosphate
HBTU	<i>o</i> -benzotriazol-1-yl- <i>N, N, N', N'</i> -tetramethyluronium hexafluorophosphate
HEPES	<i>N</i> -(2-hydroxyethyl)piperazine- <i>N'</i> -(2-ethanesulfonic acid)
HOBT	1-hydroxybenztriazole hydrate
HRMS	high resolution mass spectrum
LAH	lithium aluminum hydride
LCMS	liquid chromatography mass spectrum
<i>m/z</i>	mass to charge
Me	methyl
MeOH	methanol
min	minutes
MS	mass spectrum
MTT	methylthiazoletetrazolium
MWI	microwave irradiation
NBS	<i>N</i> -bromosuccinimide
NMM	<i>N</i> -methyl morpholine
PBS	phosphate buffered saline

PKA	cAMP-dependent protein kinase
PMB	4-methoxy benzylamine
rt	room temperature
TEA	triethylamine
TFFA	trifluoroacetic anhydride
THF	tetrahydrofuran
TMB	3,3',5,5'-tetramethylbenzidine
WST	(4-[3-(4-iodophenyl)-2-(4-nitrophenyl)-2 <i>H</i> -5-tetrazolio]-1,3-benzene disulfonate sodium salt)

[00213] Analytical Methods

[00214] NMR

[00215] ¹H NMR Spectra were run on a 300 MHz or 400 MHz Bruker NMR unless otherwise stated.

[00216] LCMS

[00217] LCMS spectra were run on a Phenomenex Luna 5μm C18 50 × 4.6 mm column on a Hewlett-Packard HP1100 using one of the following gradients unless otherwise stated:

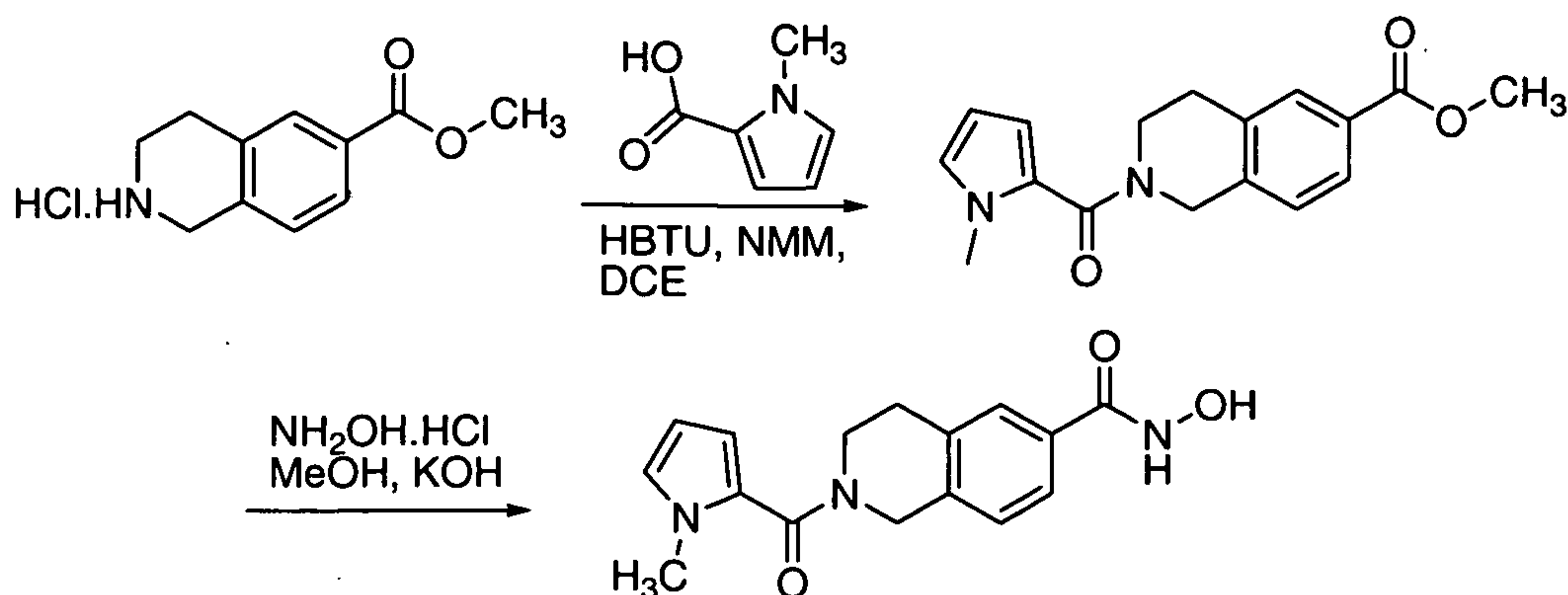
(1) Method Formic Acid (FA): Acetonitrile containing 0 to 100 percent 0.1 % formic acid in water (2.5 ml/min for a 3 minute run).

(2) Method Ammonium Acetate (AA): Acetonitrile containing 0 to 100 percent 10 mM ammonium acetate in water (2.5 ml/min for a 3 minute run).

[00218] HPLC

[00219] Reverse phase preparative purification were performed on either a Gilson HPLC or Agilent A2Prep LCMS system employing a Waters Sunfire C18 10mm 19x150mm column unless otherwise stated.

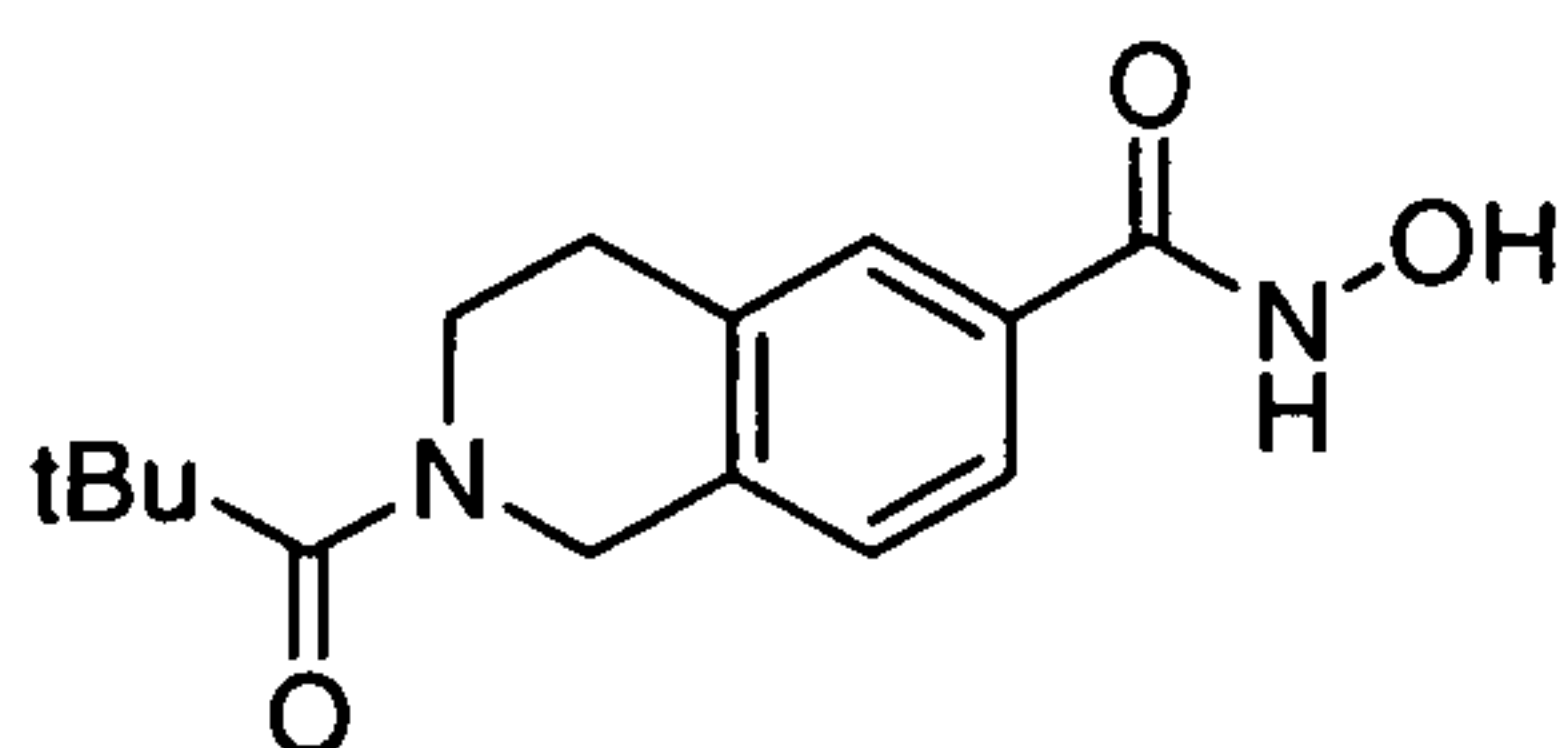
Example 1: Synthesis of *N*-hydroxy-2-[(1-methyl-1*H*-pyrrol-2-yl)carbonyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 1)



[00220] Step 1: To a solution of *N*-methylpyrrole-2-carboxylic acid (30.9 mg, 0.247 mmol) and HBTU (122.72 mg, 0.32 mmol) in anhydrous DCE (1.5 mL, 23.4 mmol) was added *N*-methylmorpholine (0.036 mL, 0.329 mmol). The reaction mixture was allowed to stir for 5 minutes. Solid 6-methoxycarbonyl-1,2,3,4-tetrahydroisoquinoline hydrochloride (53.27 mg, 0.234 mmol) was then added and the reaction mixture was allowed to stir at room temperature overnight. The solvent was removed *in vacuo* and the residue partitioned between ethyl acetate (15 mL) and saturated aqueous sodium bicarbonate (15 mL). The organic layer was further washed with brine (15 mL), dried over anhydrous magnesium sulfate, filtered and concentrated. LCMS confirmed the intermediate methyl 2-[(1-methyl-1H-pyrrol-2-yl)carbonyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxylate formed [(FA) ES+299].

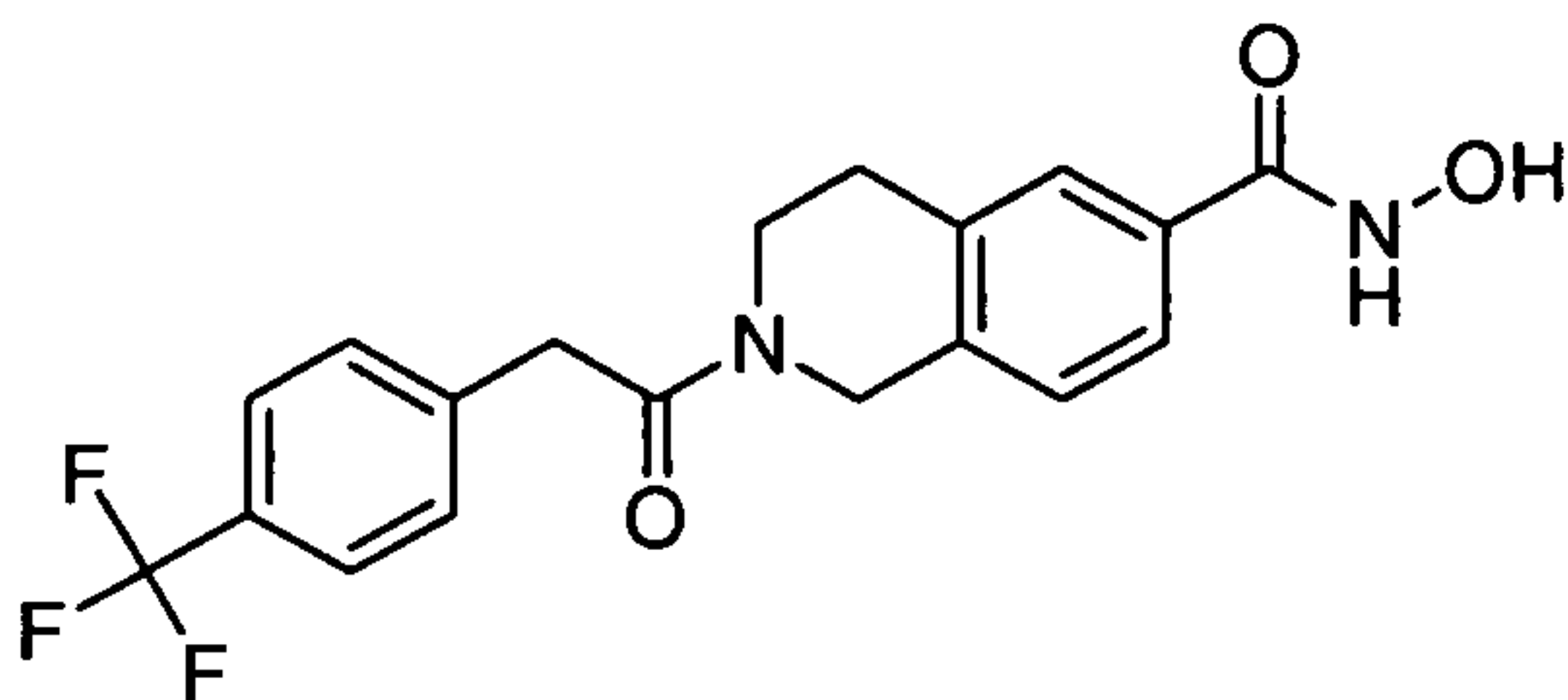
[00221] Step 2: Methyl 2-[(1-methyl-1H-pyrrol-2-yl)carbonyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxylate obtained in the previous step was dissolved in anhydrous methanol (1.6 mL, 39.53 mmol). Hydroxylamine hydrochloride (30.52 mg, 0.4392 mmol) and potassium hydroxide (49.28 mg, 0.878 mmol) were added respectively to the solution and the heterogeneous mixture was heated at 80 °C for 2 hours. The reaction mixture was concentrated and the residue re-dissolved in 1.3 mL of DMSO. The residual solids were removed *via* filtration and the solution purified via reverse phase prep HPLC to afford a white solid upon lyophilization of fractions containing the title compound (2.65 mg, 3.78%). LCMS (FA) ES+ 300; ¹H NMR (400 MHz, *d*₄-Methanol) δ: 7.64- 7.57 (m, 2H), 7.24 (br d, *J* = 7.8 Hz, 1H), 6.85 (dd, *J* = 2.5, 1.5 Hz, 1H), 6.50 (dd, *J* = 3.8, 1.6 Hz, 1H), 6.12 (dd, *J* = 3.7, 2.7 Hz, 1H), 4.90 (s, 2H), 3.97 (t, *J* = 6.1, 2H), 3.74 (t, 3H), 3.00 (t, *J* = 6.1 Hz, 2H).

Example 2: Synthesis of 2-(2,2-dimethylpropanoyl)-*N*-hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 2)



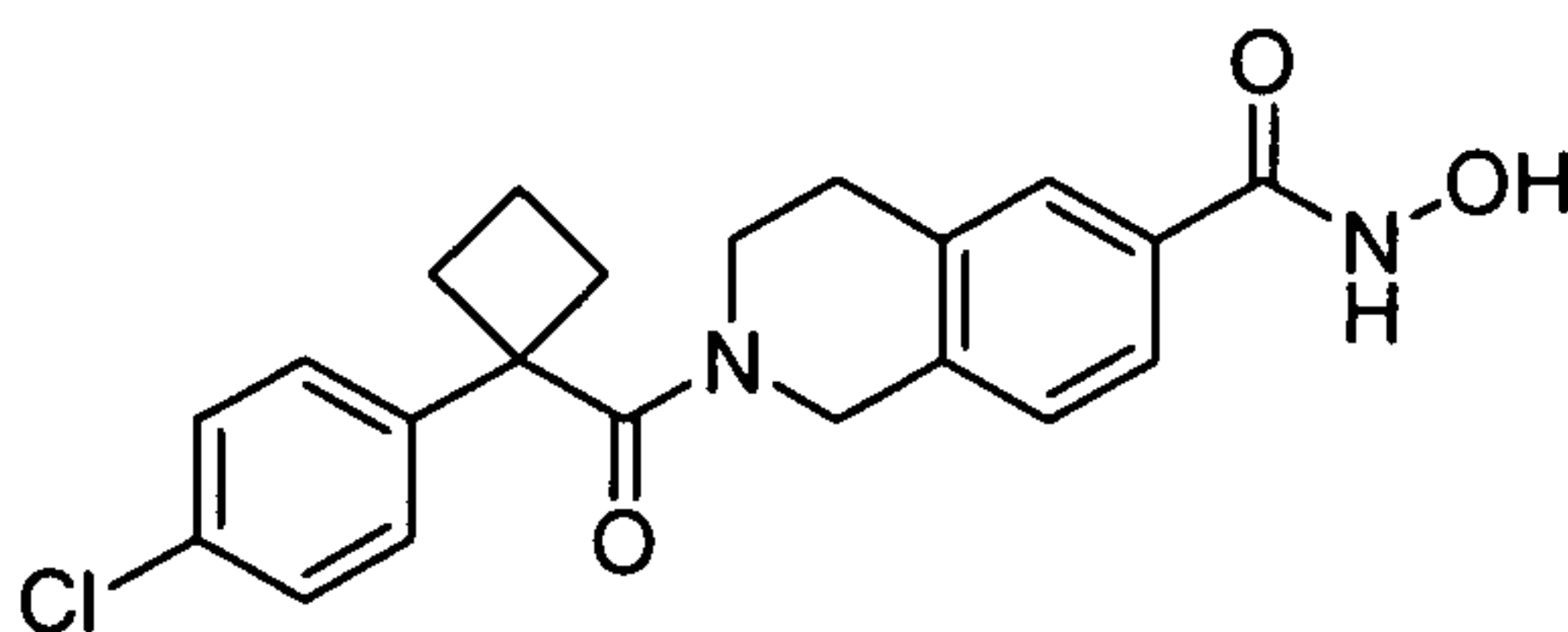
[00222] The title compound was prepared in an analogous fashion to that described in Example 1 using the appropriate acid starting material. Yield: 3.6%; LCMS: (FA) ES+ 277; ¹H NMR (400 MHz, *d*₄-Methanol) δ: 7.576-7.536 (m, 2H), 7.27 (d, *J* = 5.467 Hz, 1H), 4.81 (s, 2H), 3.91 (t, *J* = 5.716 Hz, 2H), 2.94 (t, *J* = 6.095 Hz, 2H), 1.32 (s, 9H).

Example 3: Synthesis of *N*-hydroxy-2-[[4-(trifluoromethyl)phenyl]acetyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 3)



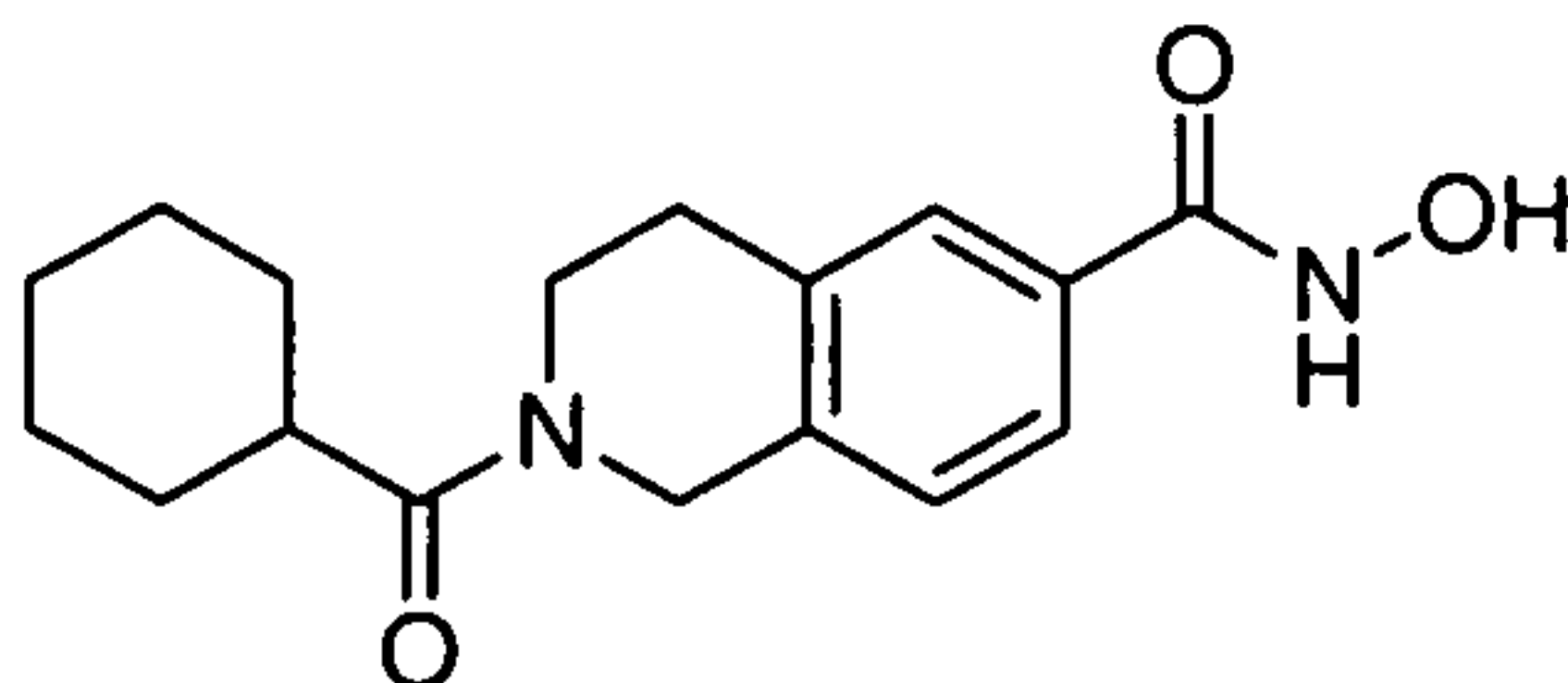
[00223] The title compound was prepared in an analogous fashion to that described in Example 1, using the appropriate acid starting material. Yield: 7.7%; LCMS: (FA) ES+ 378; ¹H NMR (400 MHz, *d*₆ DMSO) δ: 7.632-7.440 (m, 7H), 4.78 (d, 2H, *J* = 7.058 Hz), 3.97 (s, 2H), 3.845-3.790 (m, 2H), 2.919-2.835 (m, 2H).

Example 4: Synthesis of 2-[[1-(4-chlorophenyl)cyclobutyl]carbonyl]-*N*-hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 4)



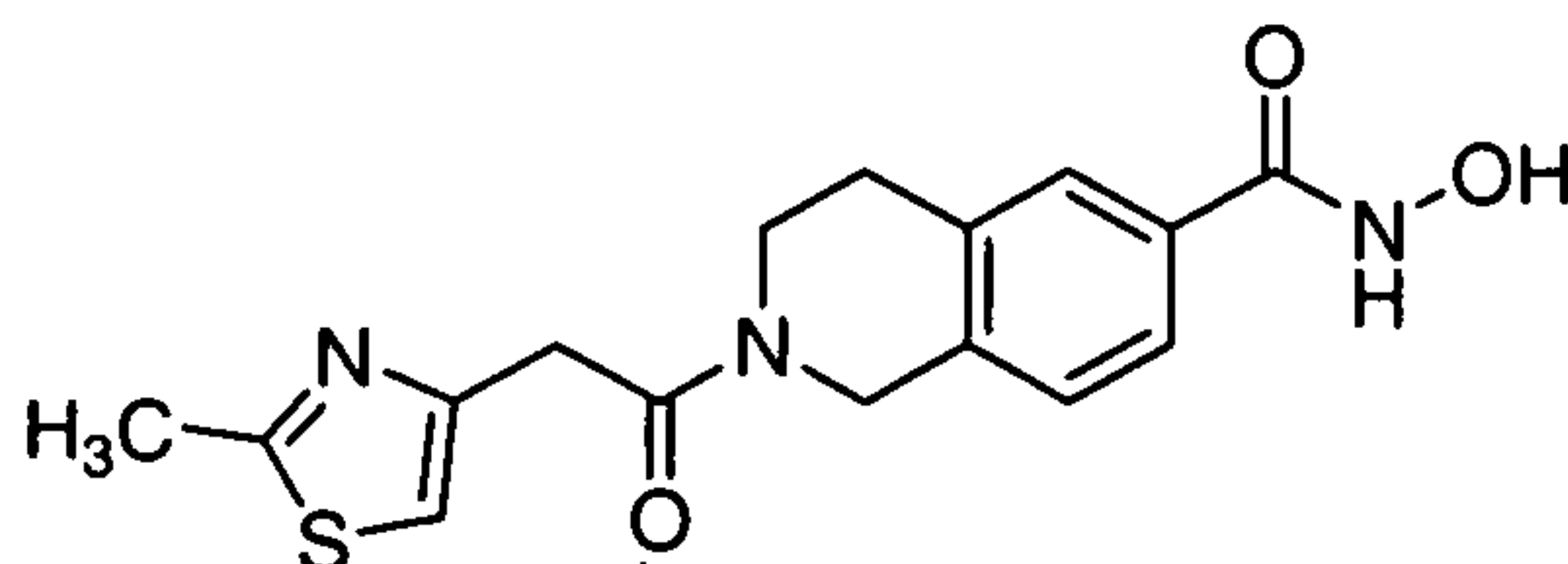
[00224] The title compound was prepared in an analogous fashion to that described in Example 1, using the appropriate acid starting material, except that DMF was used instead of DCE. Yield: 22.1%; LCMS: (FA) ES+ 386.

Example 5: Synthesis of 2-(cyclohexylcarbonyl)-*N*-hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 5)



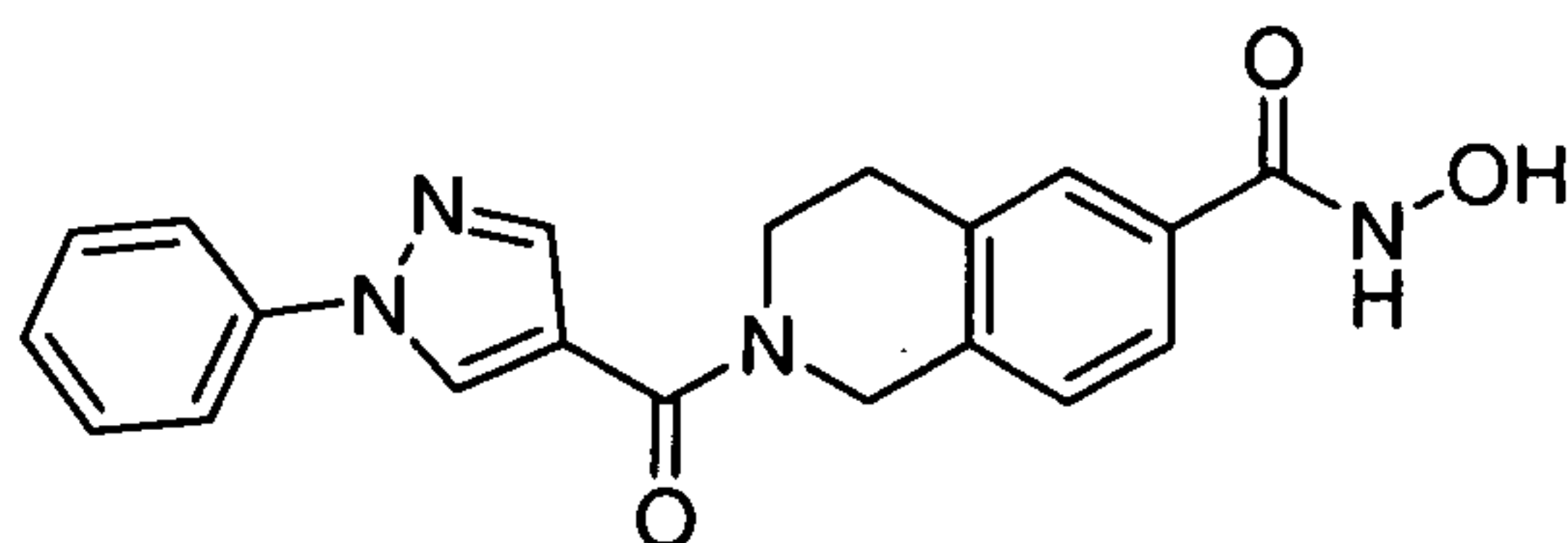
[00225] The title compound was prepared in an analogous fashion as that described in Example 1, using the appropriate acid starting material, except that DMF was used instead of DCE. Yield: 8.6%; LCMS: (FA) ES+ 246.

Example 6: Synthesis of *N*-hydroxy-2-[(2-methyl-1,3-thiazol-4-yl)acetyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 6)



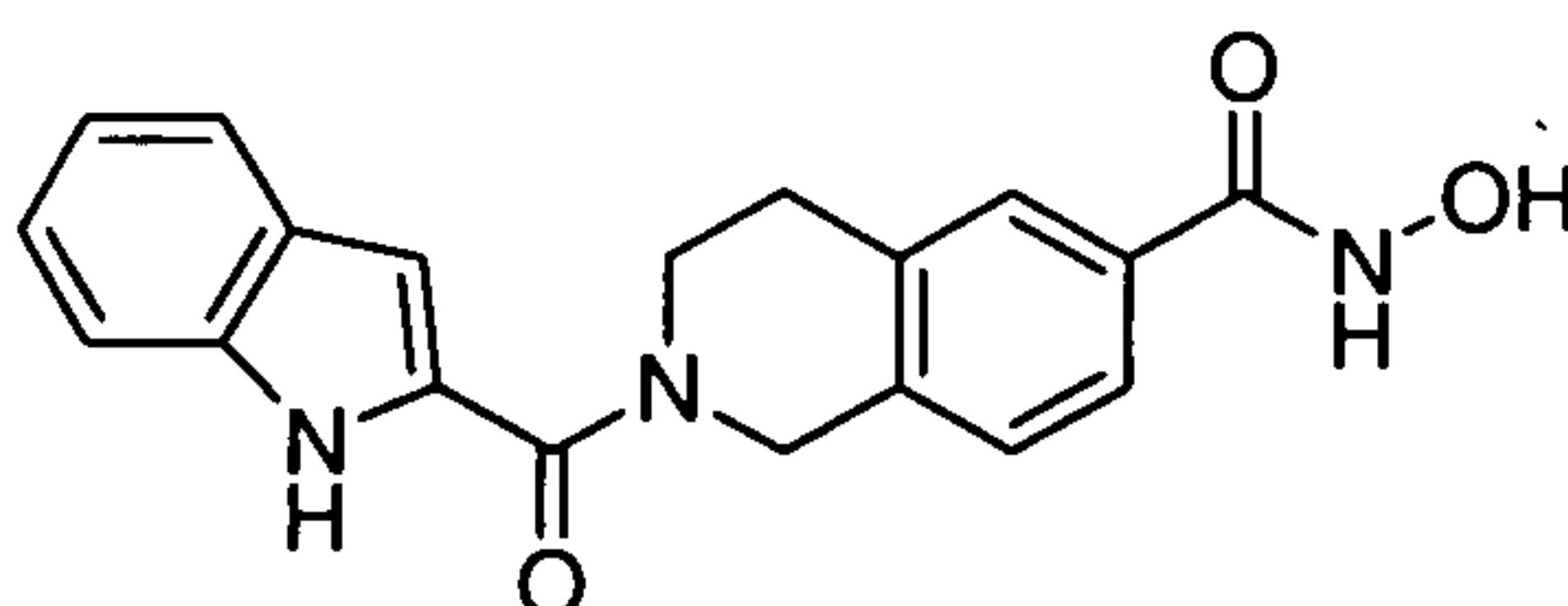
[00226] The title compound was prepared in an analogous fashion as that described in Example 1, using the appropriate acid starting material, except that DMF was used instead of DCE. Yield: 23.2%; LCMS: (FA) ES+ 332.

Example 7: Synthesis of *N*-hydroxy-2-[(1-phenyl-1H-pyrazol-4-yl)carbonyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 7)



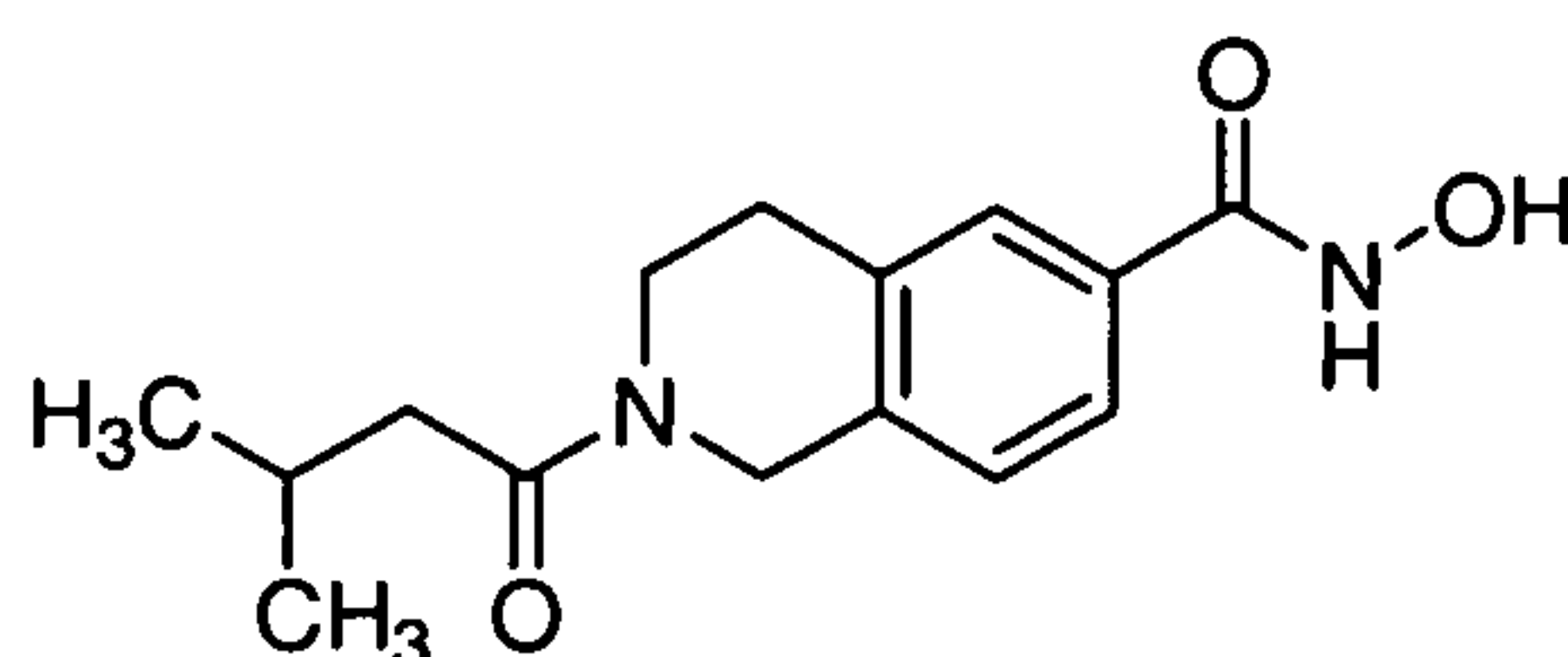
[00227] The title compound was prepared in an analogous fashion as that described in Example 1, using the appropriate acid starting material, except that DMF was used instead of DCE. Yield: 5.2%; LCMS: (FA) ES+ 363.

Example 8: Synthesis of *N*-hydroxy-2-(1H-indol-2-ylcarbonyl)-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 8)



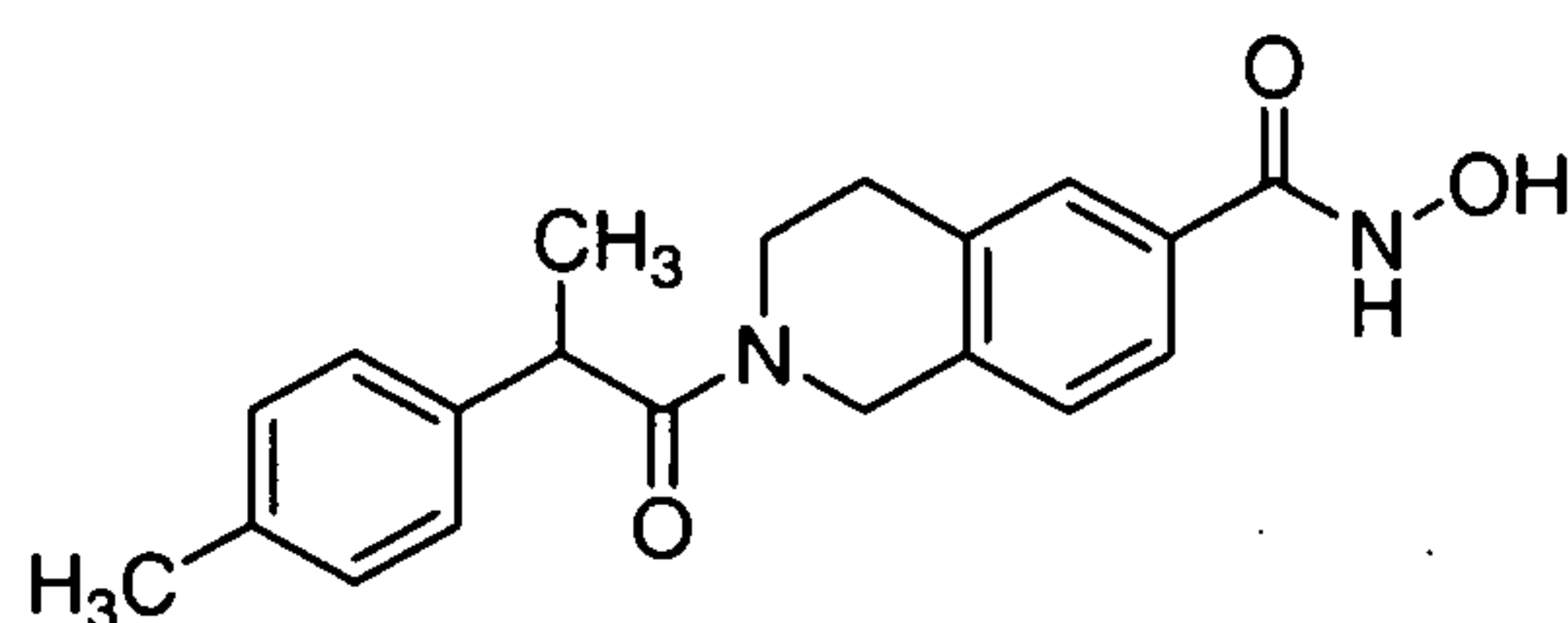
[00228] The title compound was prepared in a fashion analogous to that described in Example 1, using the appropriate acid starting material, except that 90 % DMF/H₂O was used instead of DCE as solvent, *i*Pr₂NEt was used instead of NMM, and HATU was used instead of HBTU. Yield: 4.2%; LCMS: (FA) ES+ 336.

Example 9: Synthesis of *N*-hydroxy-2-(3-methylbutanoyl)-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 9)



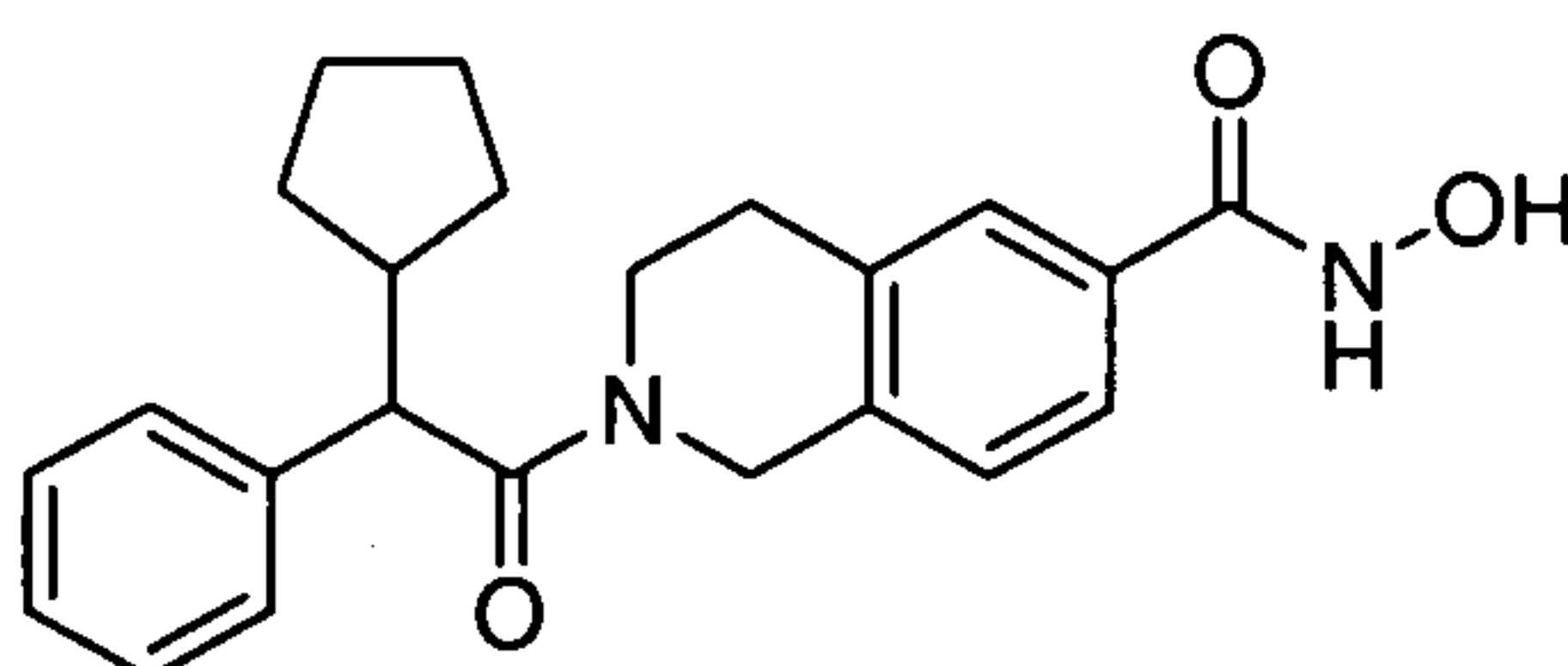
[00229] The title compound was prepared in a fashion analogous to that described in Example 1, using the appropriate acid starting material, except that 90 % DMF/H₂O was used instead of DCE as solvent, *i*Pr₂NEt was used instead of NMM, and HATU was used instead of HBTU. Yield: 3.9%; LCMS: (FA) ES+ 277.

Example 10: Synthesis of *N*-hydroxy-2-[2-(4-methylphenyl)propanoyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 10)



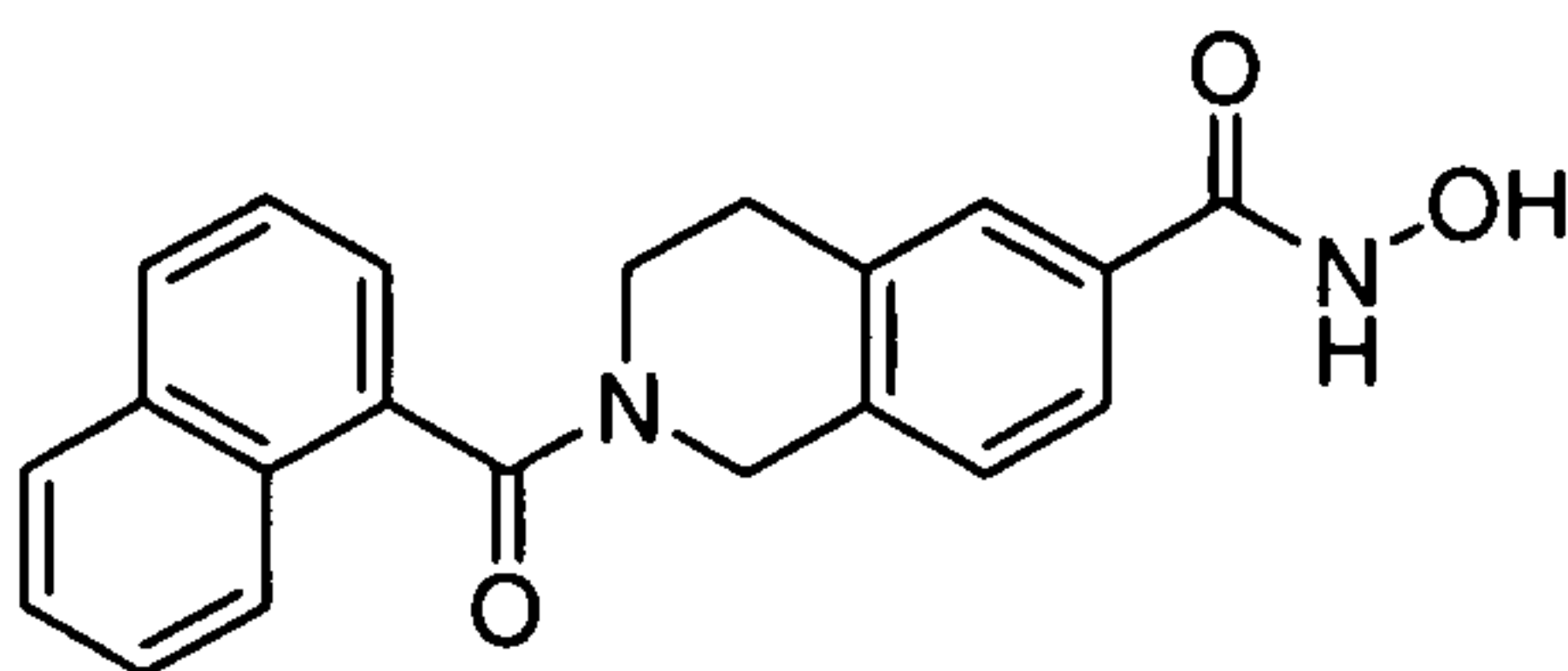
[00230] The title compound was prepared in a fashion analogous to that described in Example 1, using the appropriate acid starting material, except that 90 % DMF/H₂O was used instead of DCE as solvent, *i*Pr₂NEt was used instead of NMM, and HATU was used instead of HBTU. Yield 3.3%; LCMS: (FA) ES+ 339.

Example 11: Synthesis of 2-[cyclopentyl(phenyl)acetyl]-*N*-hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 11)



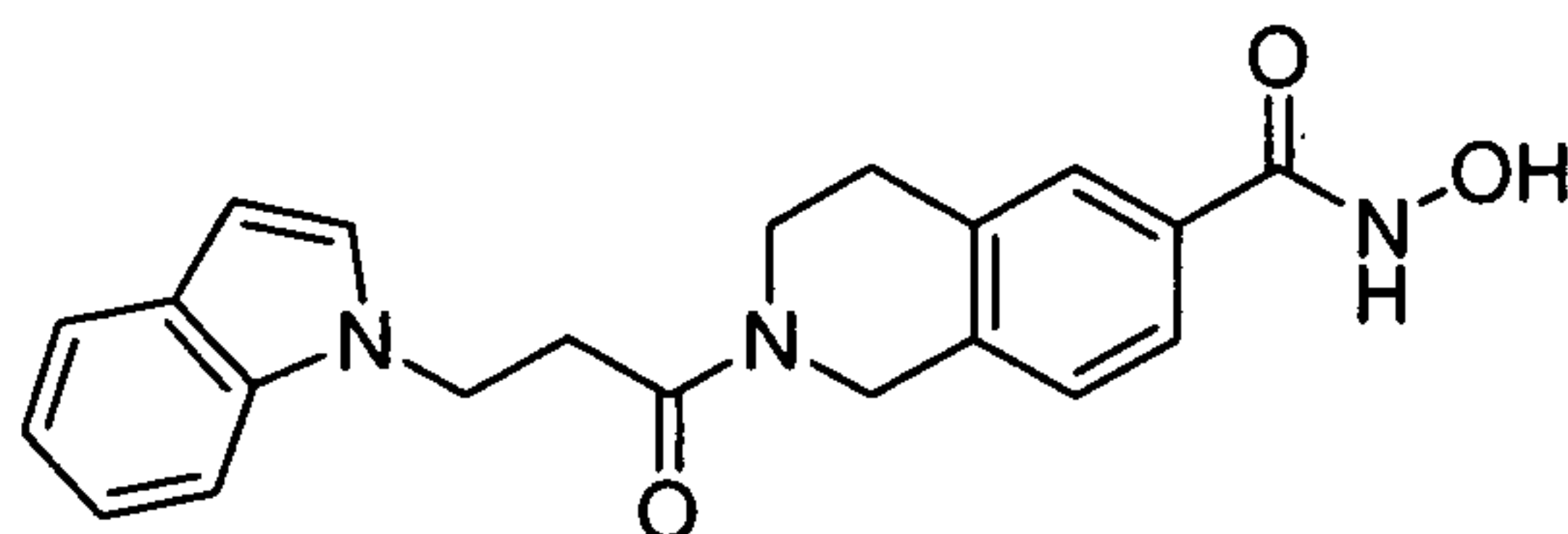
[00231] The title compound was prepared in a fashion analogous to that described in Example 1, using the appropriate acid starting material, except that 90 % DMF/H₂O was used instead of DCE as solvent, *i*Pr₂NEt was used instead of NMM, and HATU was used instead of HBTU. Yield: 0.2%; LCMS: (FA) ES+ 379.

Example 12: Synthesis of *N*-hydroxy-2-(1-naphthoyl)-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 12)



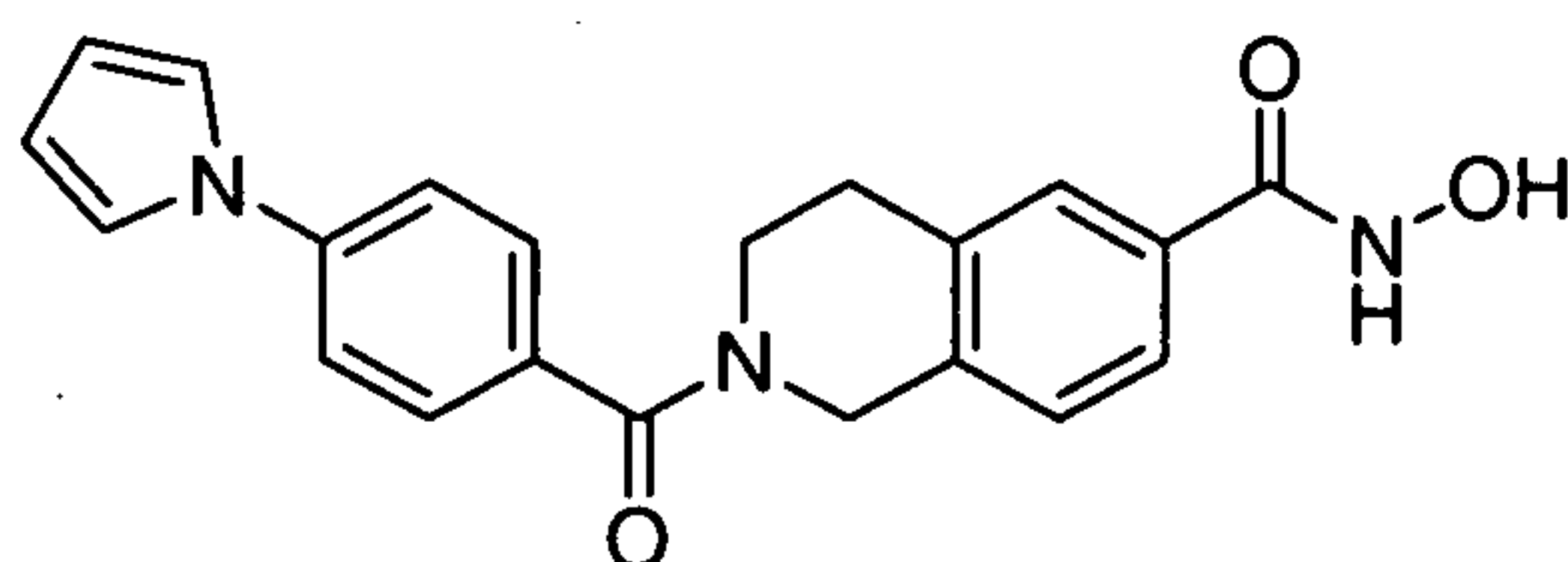
[00232] The title compound was prepared in a fashion analogous to that described in Example 1, using the appropriate acid starting material, except that 90 % DMF/H₂O was used instead of DCE as a solvent, *i*Pr₂NEt was used instead of NMM, HATU was used instead of HBTU. Yield: 1.5%; LCMS: (FA) ES+ 346.

Example 13: Synthesis of *N*-hydroxy-2-[3-(1*H*-indol-1-yl)propanoyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 13)



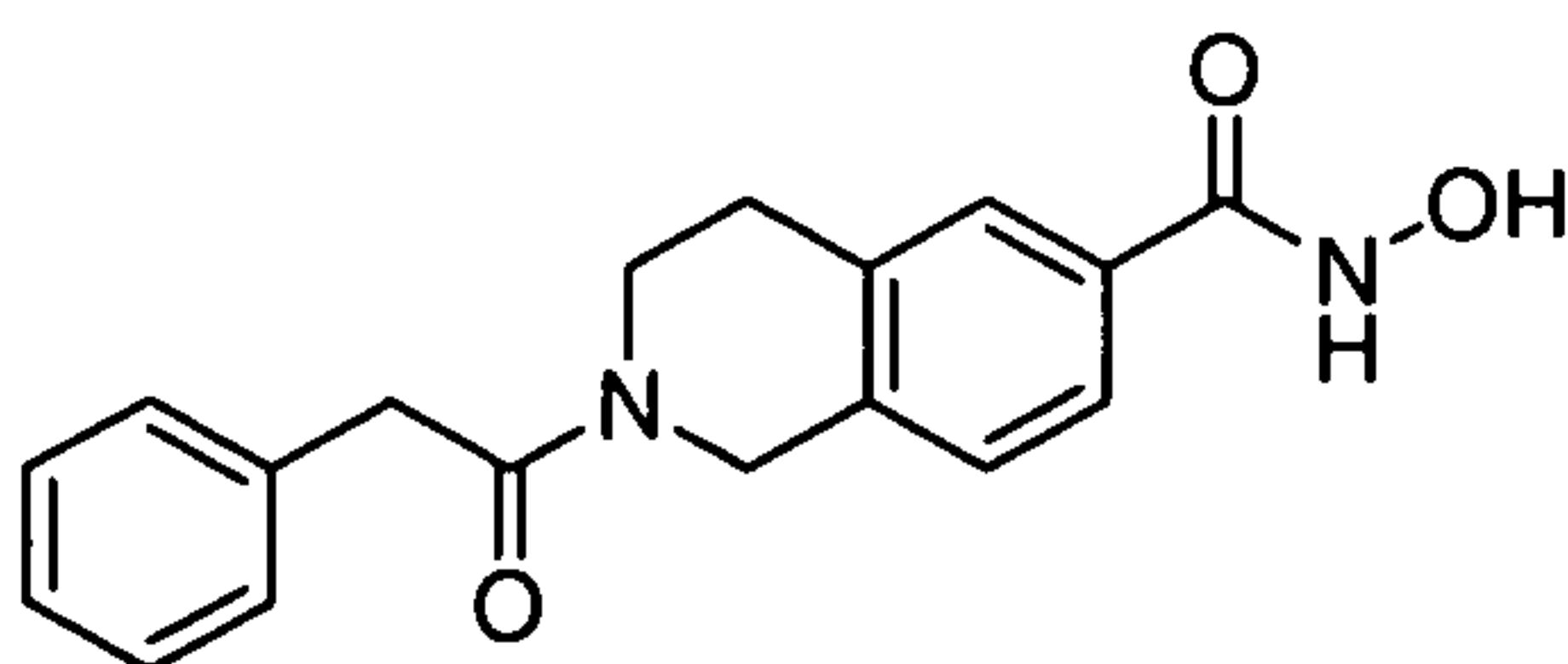
[00233] The title compound was prepared in a fashion analogous to that described in Example 1, using the appropriate acid starting material, except that 90 % DMF/H₂O was used instead of DCE as solvent, *i*Pr₂NEt was used instead of NMM, and HATU was used instead of HBTU. Yield: 0.2%; LCMS: (FA) ES+ 364.6.

Example 14: Synthesis of *N*-hydroxy-2-[4-(1*H*-pyrrol-1-yl)benzoyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 14)



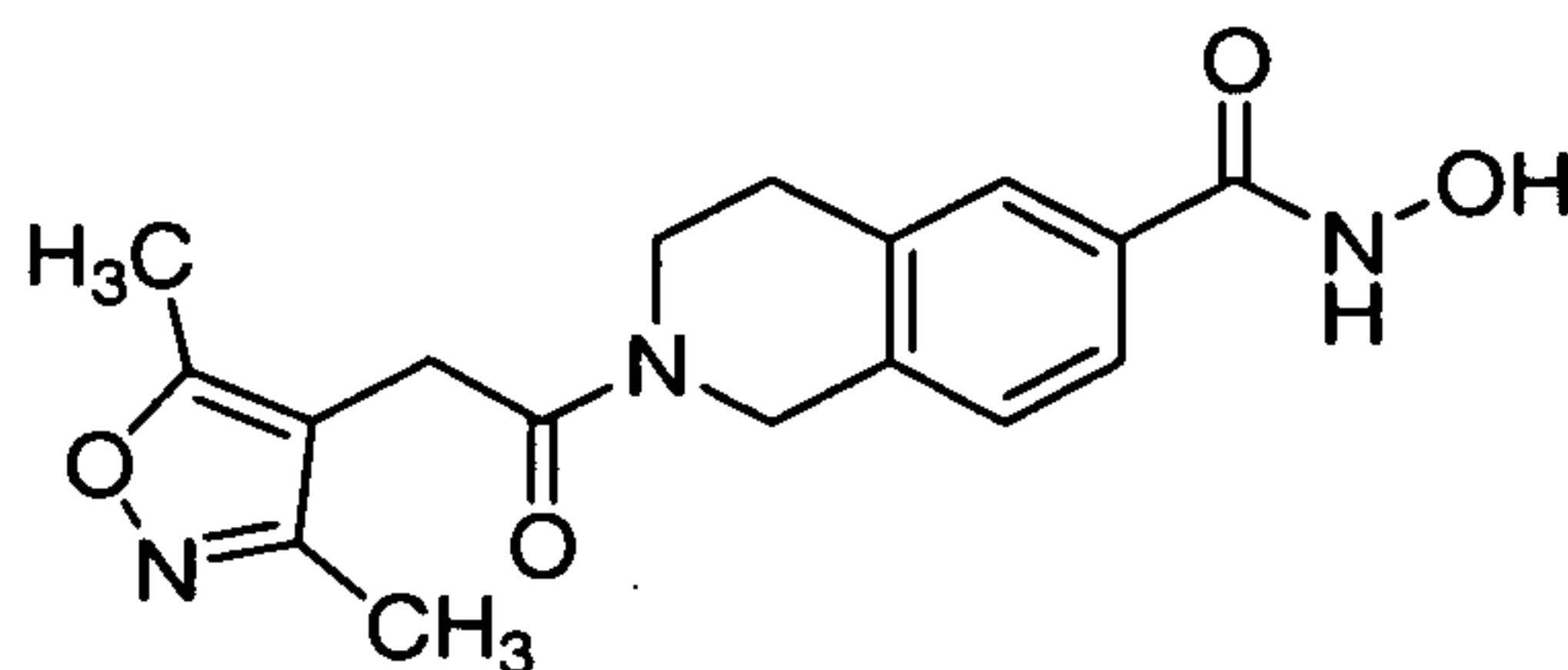
[00234] The title compound was prepared in a fashion analogous to that described in Example 1, using the appropriate acid starting material, except that 90 % DMF/H₂O was used instead of DCE as solvent, *i*Pr₂NEt was used instead of NMM, and HATU was used instead of HBTU. Yield: 2.6%; LCMS: (FA) ES+ 363.

Example 15: Synthesis of *N*-hydroxy-2-(phenylacetyl)-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 15)



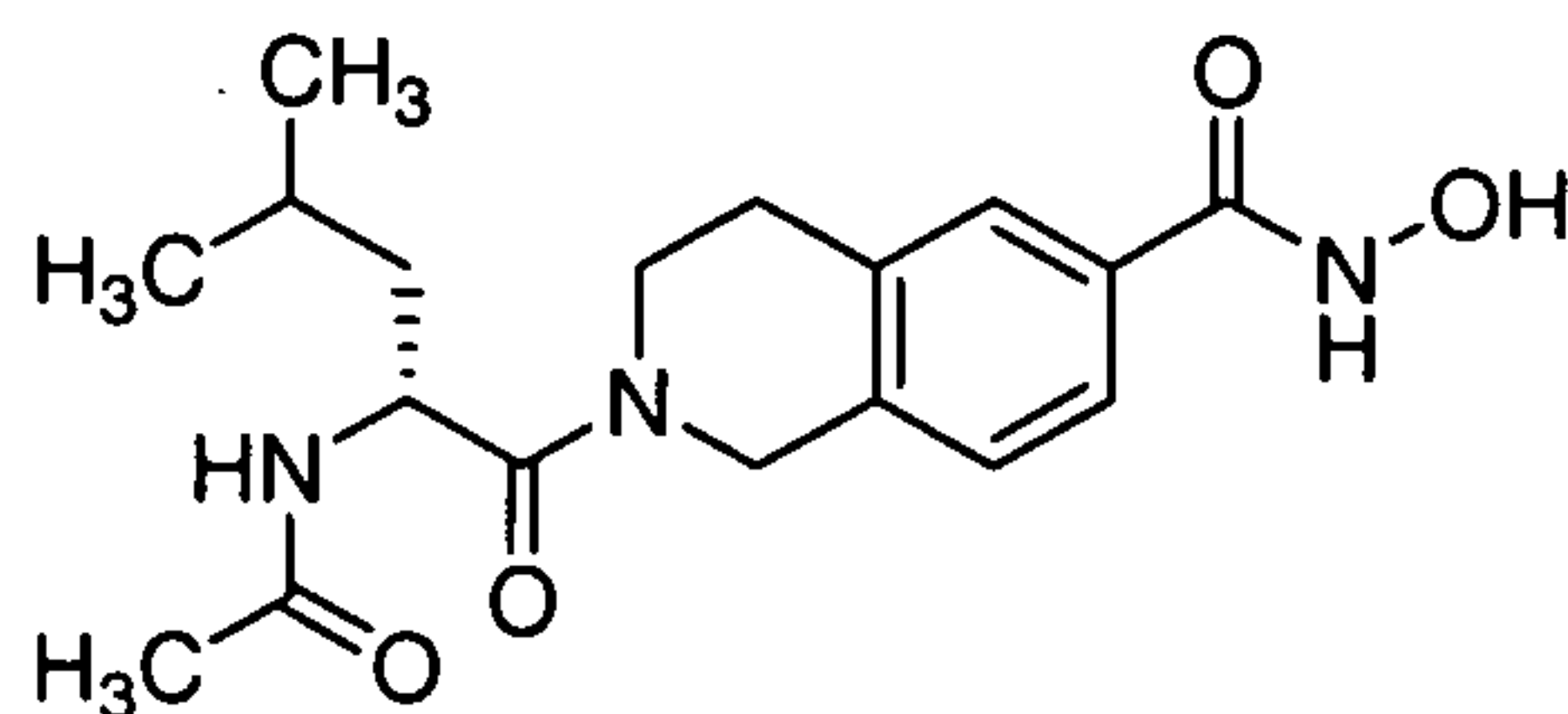
[00235] The title compound was prepared in a fashion analogous to that described in Example 1, using the appropriate acid starting material, except that 90 % DMF/H₂O was used instead of DCE as solvent, *i*Pr₂NEt was used instead of NMM, and HATU was used instead of HBTU. Yield: 1.3%; LCMS: (FA) ES+ 311.

Example 16: Synthesis of 2-[(3,5-dimethylisoxazol-4-yl)acetyl]-N-hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 16)



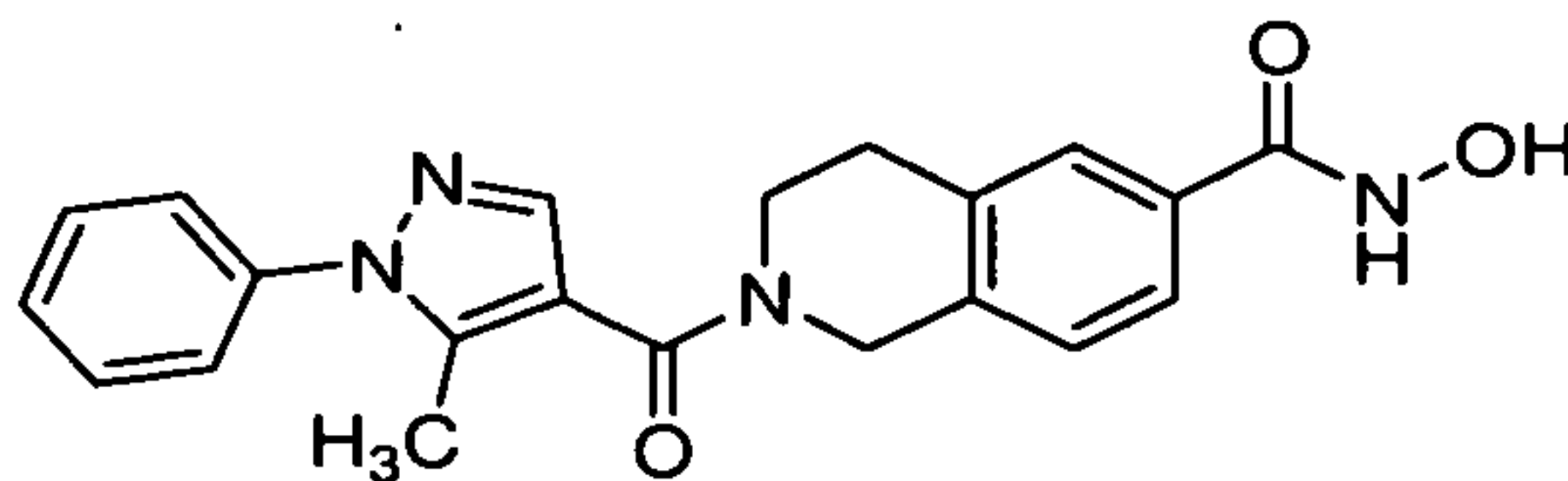
[00236] The title compound was prepared in a fashion analogous to that described in Example 1, using the appropriate acid starting material, except that 90 % DMF/H₂O was used in place of DCE as a solvent, *i*Pr₂NEt was used in place of NMM, and HATU was used in stead of HBTU. Yield: 5.3%; LCMS: (FA) ES+ 330.

Example 17: Synthesis of 2-[(2R)-2-(acetylamino)-4-methylpentanoyl]-N-hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 17)



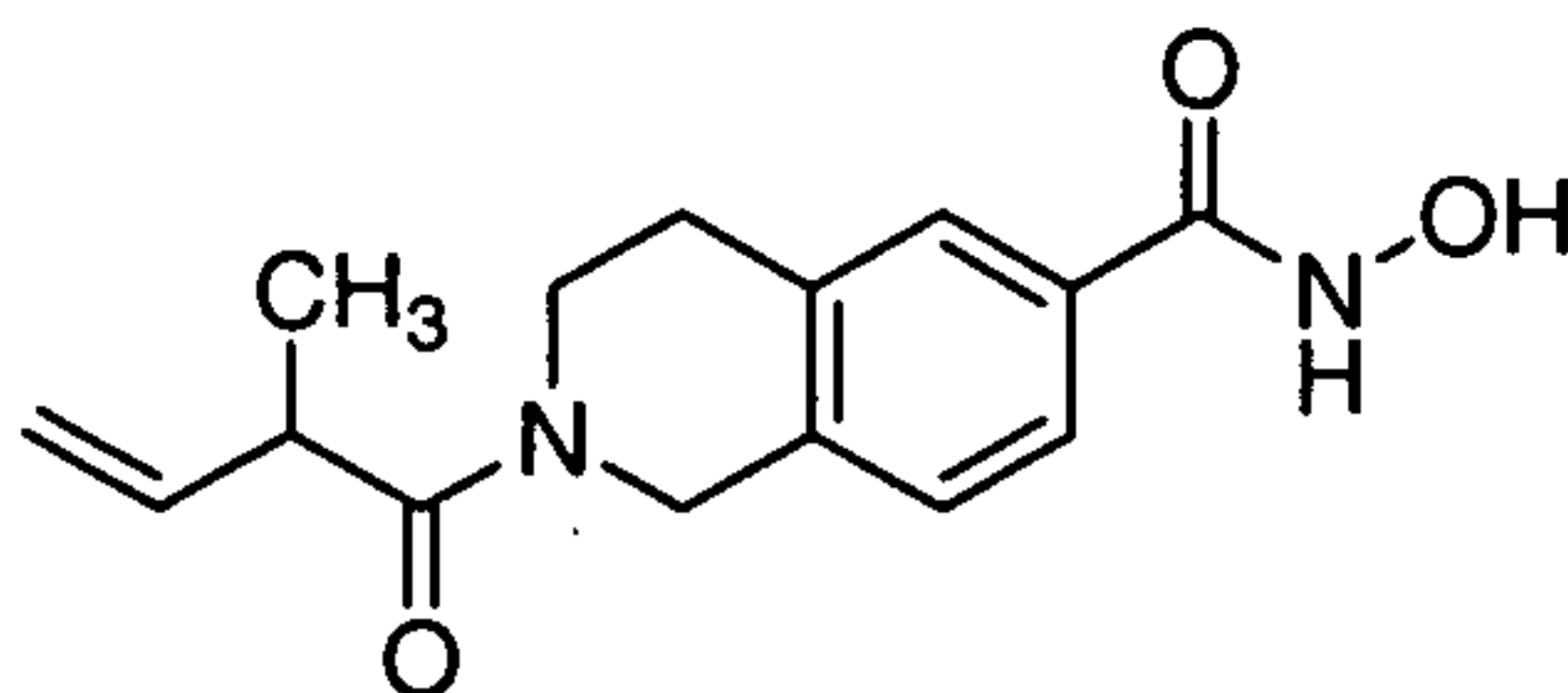
[00237] The title compound was prepared in a fashion analogous to that described in Example 1, using the appropriate acid starting material, except that 90 % DMF/H₂O was used instead of DCE as solvent, *i*Pr₂NEt was used instead of NMM, and HATU was used instead of HBTU. Yield: 2.9%; LCMS: (FA) ES+ 348.

Example 18: Synthesis of N-hydroxy-2-[(5-methyl-1-phenyl-1H-pyrazol-4-yl)carbonyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 18)



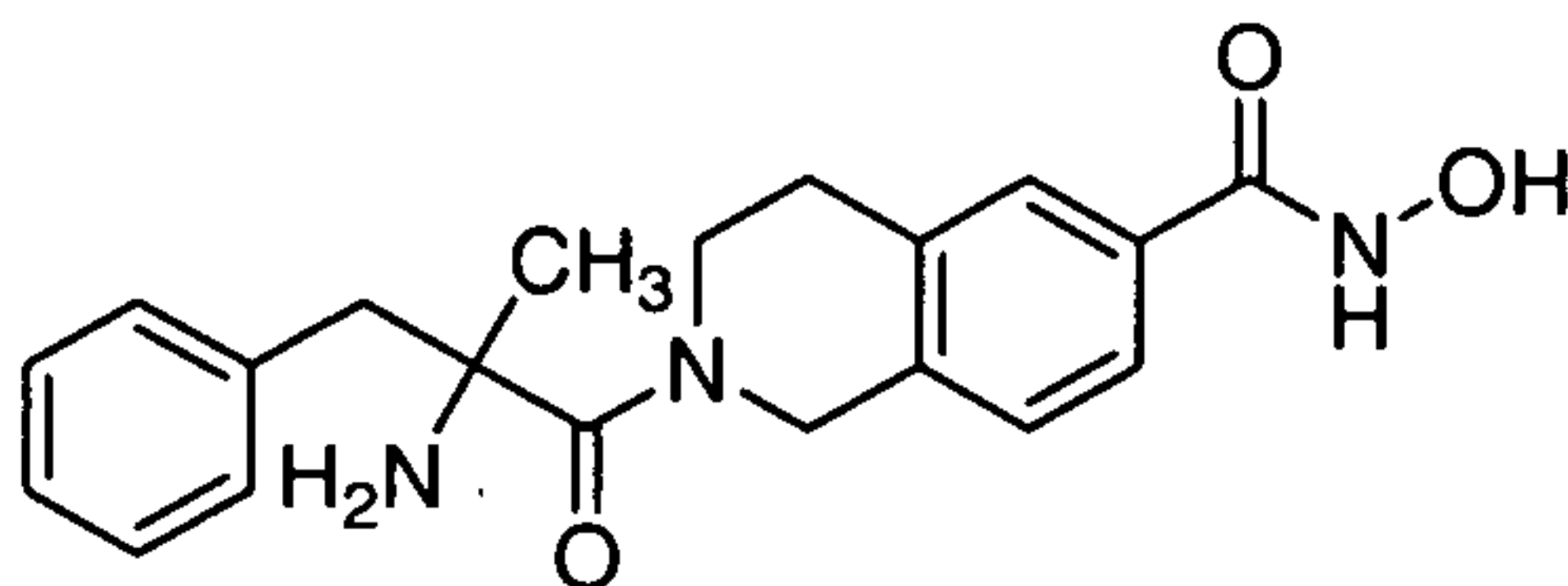
[00238] The title compound was prepared in a fashion analogous to that described in Example 1, using the appropriate acid starting material, except that 90 % DMF/H₂O was used instead of DCE as solvent, *i*Pr₂NEt was used instead of NMM, and HATU was used instead of HBTU. Yield: 3.7%; LCMS: (FA) ES+ 377.

Example 19: Synthesis of *N*-hydroxy-2-(2-methylbut-3-enoyl)-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 19)



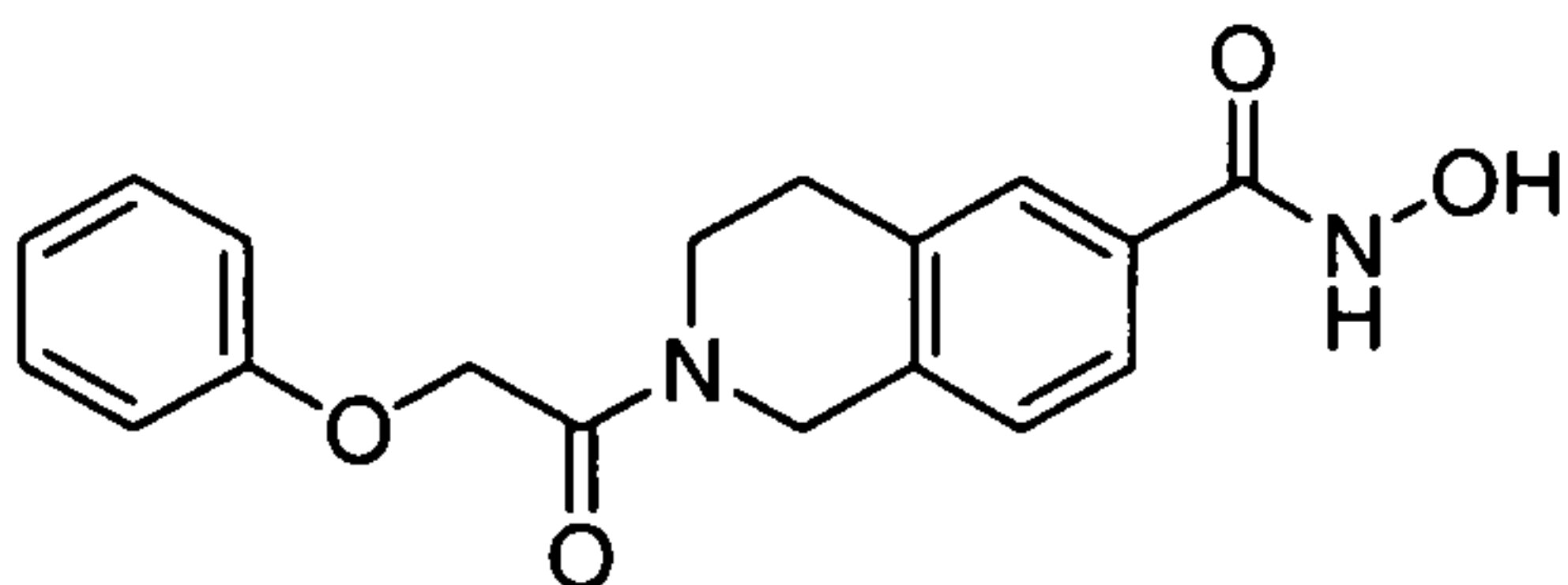
[00239] The title compound was prepared in a fashion analogous to that described in Example 1, using the appropriate acid starting material, except that 90 % DMF/H₂O was used instead of DCE as solvent, *i*Pr₂NEt was used instead of NMM, and HATU was used instead of HBTU. Yield: 6.1%; LCMS: (FA) ES+ 275.

Example 20: Synthesis of 2-(2-amino-2-methyl-3-phenylpropanoyl)-*N*-hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 20)



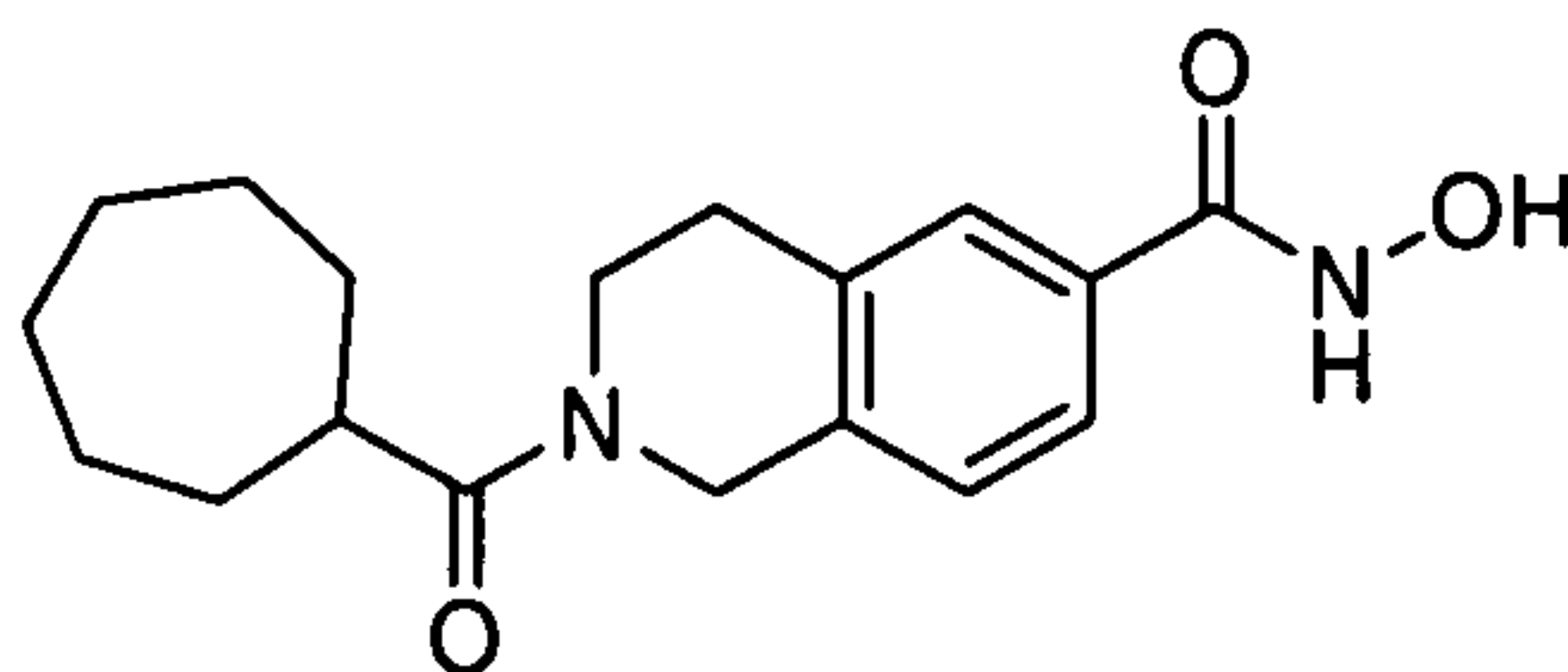
[00240] The title compound was prepared in a fashion analogous to that described in Example 1, using the appropriate acid starting material, except that 90 % DMF/H₂O was used instead of DCE as solvent, *i*Pr₂NEt was used instead of NMM, and HATU was used instead of HBTU. Yield: 13.6%; LCMS: (FA) ES+ 354.

Example 21: Synthesis of *N*-hydroxy-2-(phenoxyacetyl)-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 21)



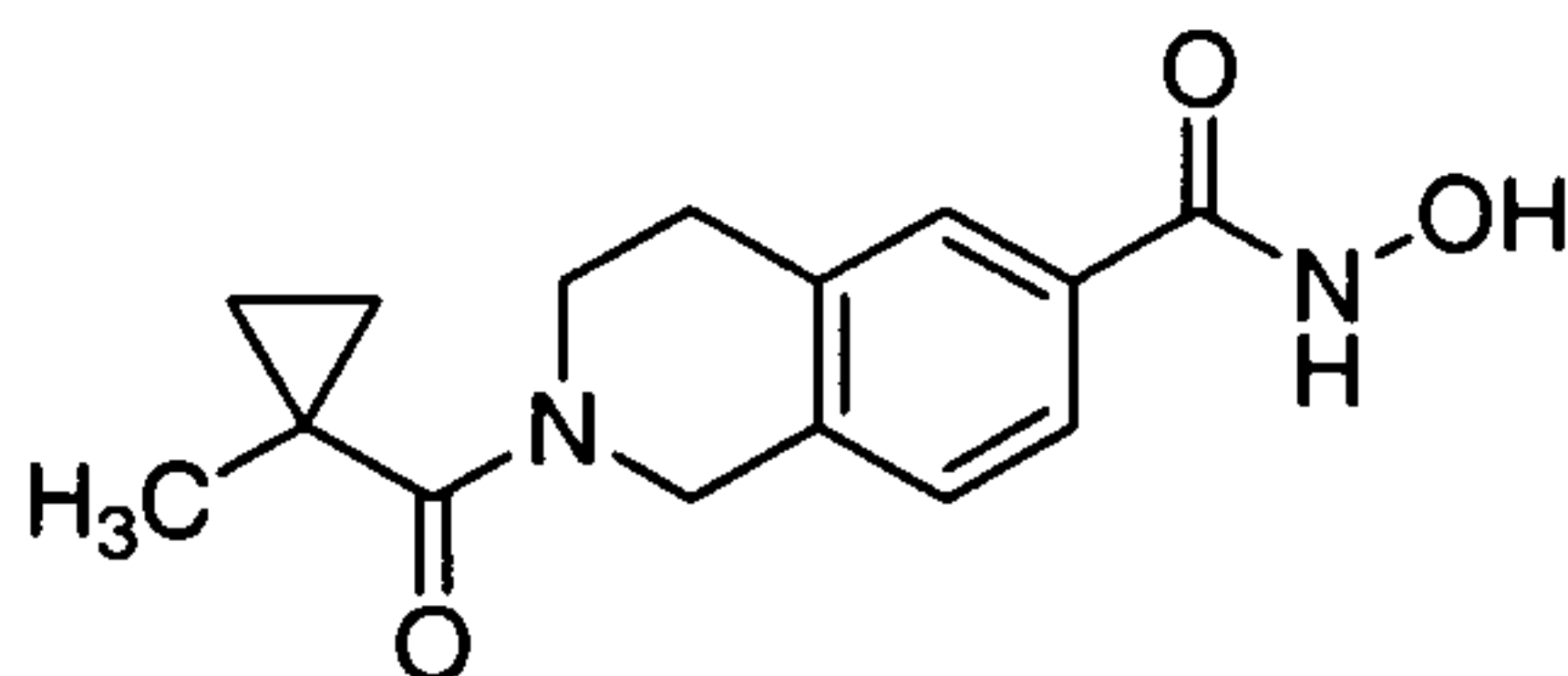
[00241] The title compound was prepared in a fashion analogous to that described in Example 1, using the appropriate acid starting material, except that 90 % DMF/H₂O was used instead of DCE as solvent, *i*Pr₂NEt was used instead of NMM, and HATU was used instead of HBTU. Yield: 5.9%; LCMS: (FA) ES+ 327.

Example 22: Synthesis of 2-(cycloheptylcarbonyl)-*N*-hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 22)



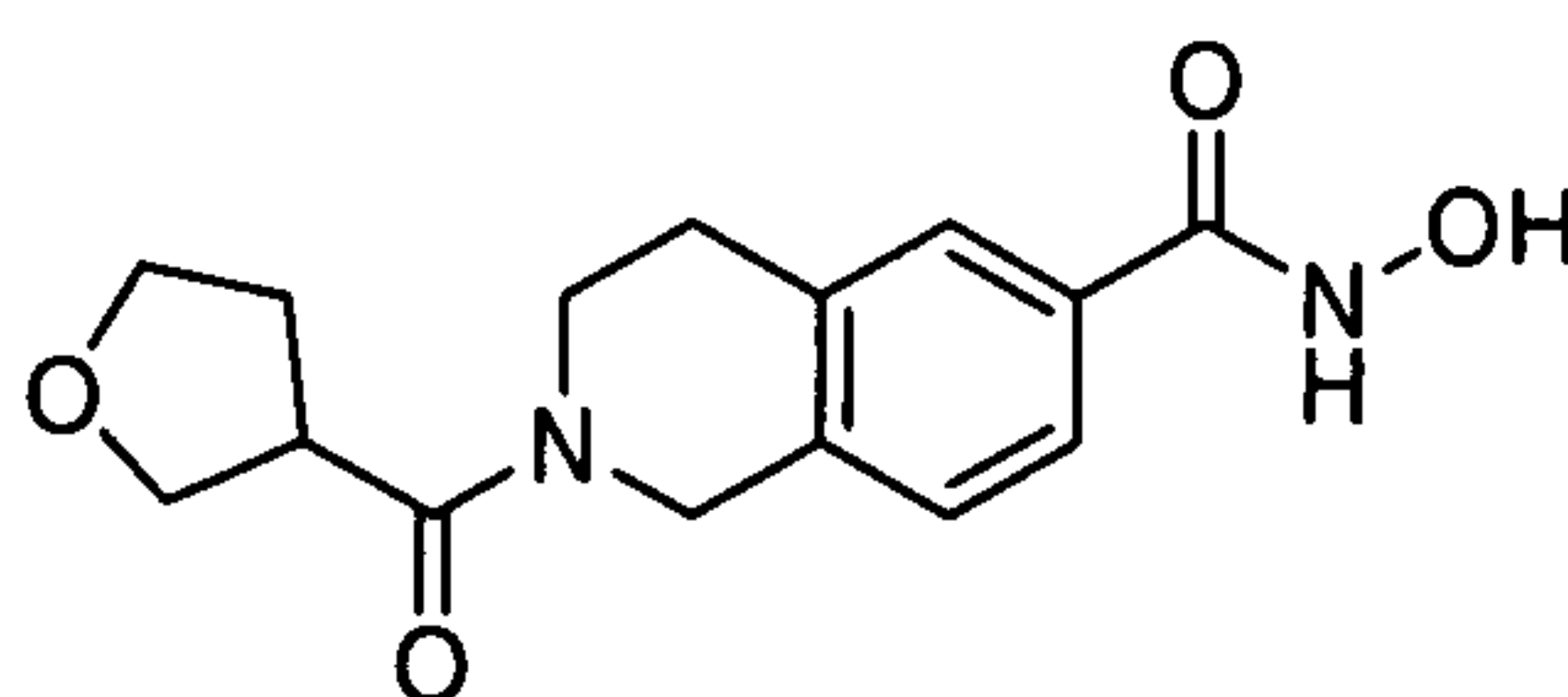
[00242] The title compound was prepared in a fashion analogous to that described in Example 1, using the appropriate acid starting material, except that 90 % DMF/H₂O was used instead of DCE as solvent, *i*Pr₂NEt was used instead of NMM, and HATU was used instead of HBTU. Yield: 13.3%; LCMS: (FA) ES+ 317.

Example 23: Synthesis of *N*-hydroxy-2-(1-methylcyclopropanecarbonyl)-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 23)



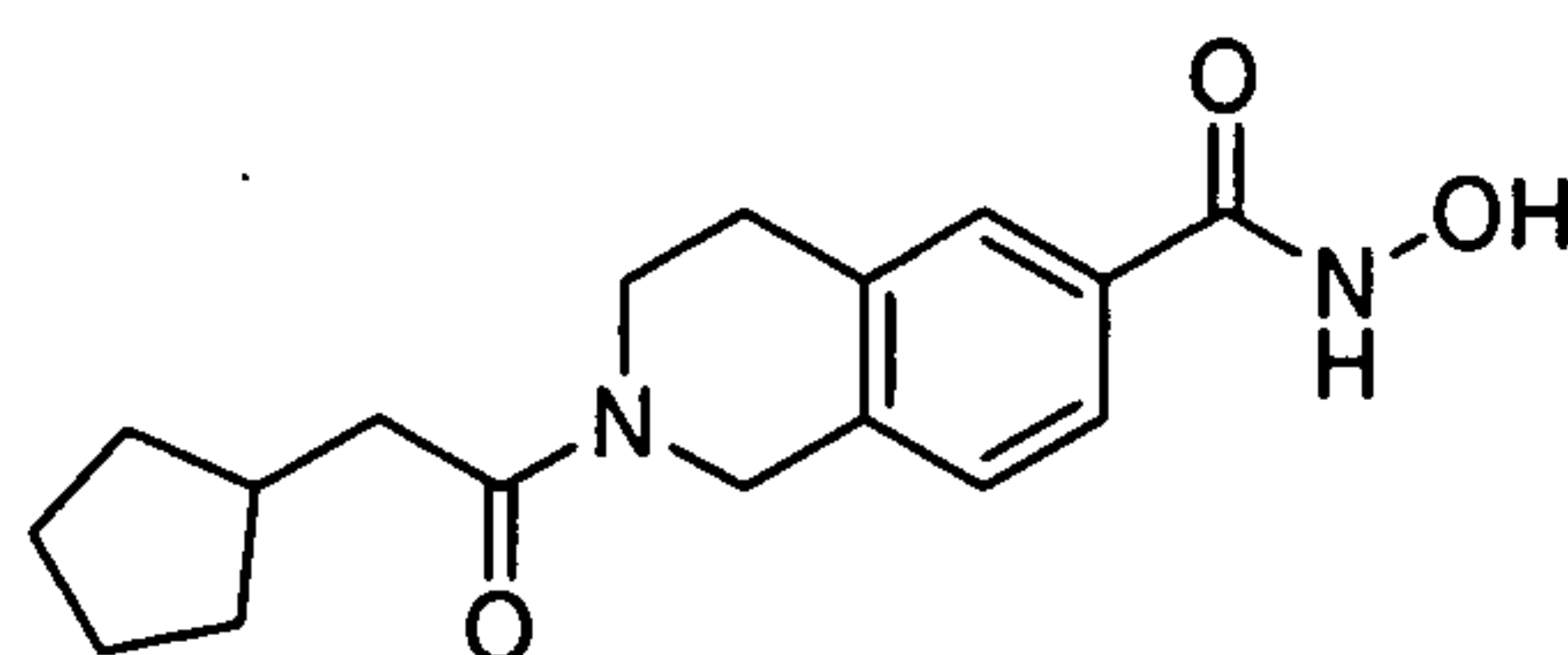
[00243] The title compound was prepared in a fashion analogous to that described in Example 1, using the appropriate acid starting material, except that 90 % DMF/H₂O was used instead of DCE as solvent, *i*Pr₂NEt was used instead of NMM, and HATU was used instead of HBTU. Yield: 8.7%; LCMS: (FA) ES+ 275.

Example 24: Synthesis of *N*-hydroxy-2-(tetrahydrofuran-3-ylcarbonyl)-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 24)



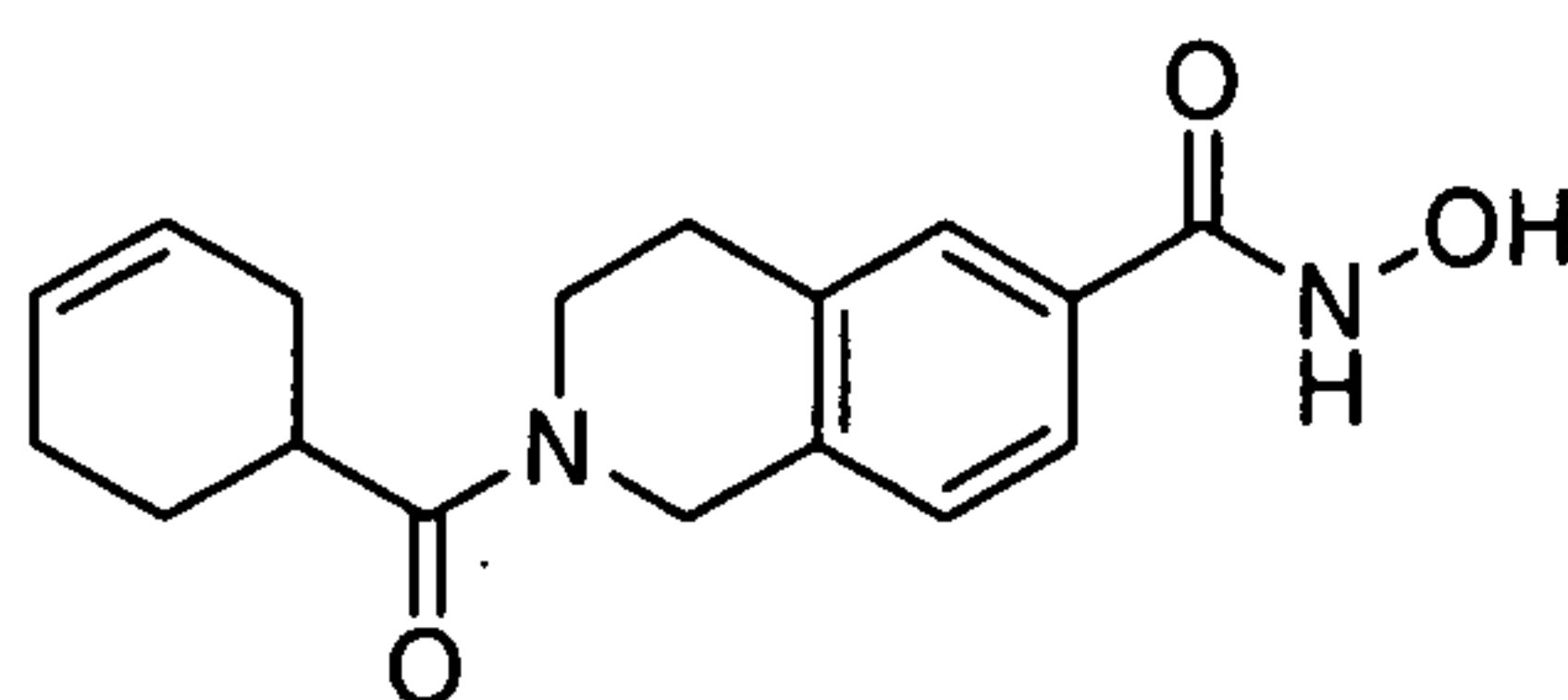
[00244] The title compound was prepared in a fashion analogous to that described in Example 1, using the appropriate acid starting material, except that 90 % DMF/H₂O was used instead of DCE as solvent, *i*Pr₂NEt was used instead of NMM, and HATU was used instead of HBTU. Yield: 10.3%; LCMS: (FA) ES+ 291.

Example 25: Synthesis of 2-(cyclopentylacetyl)-*N*-hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 25)



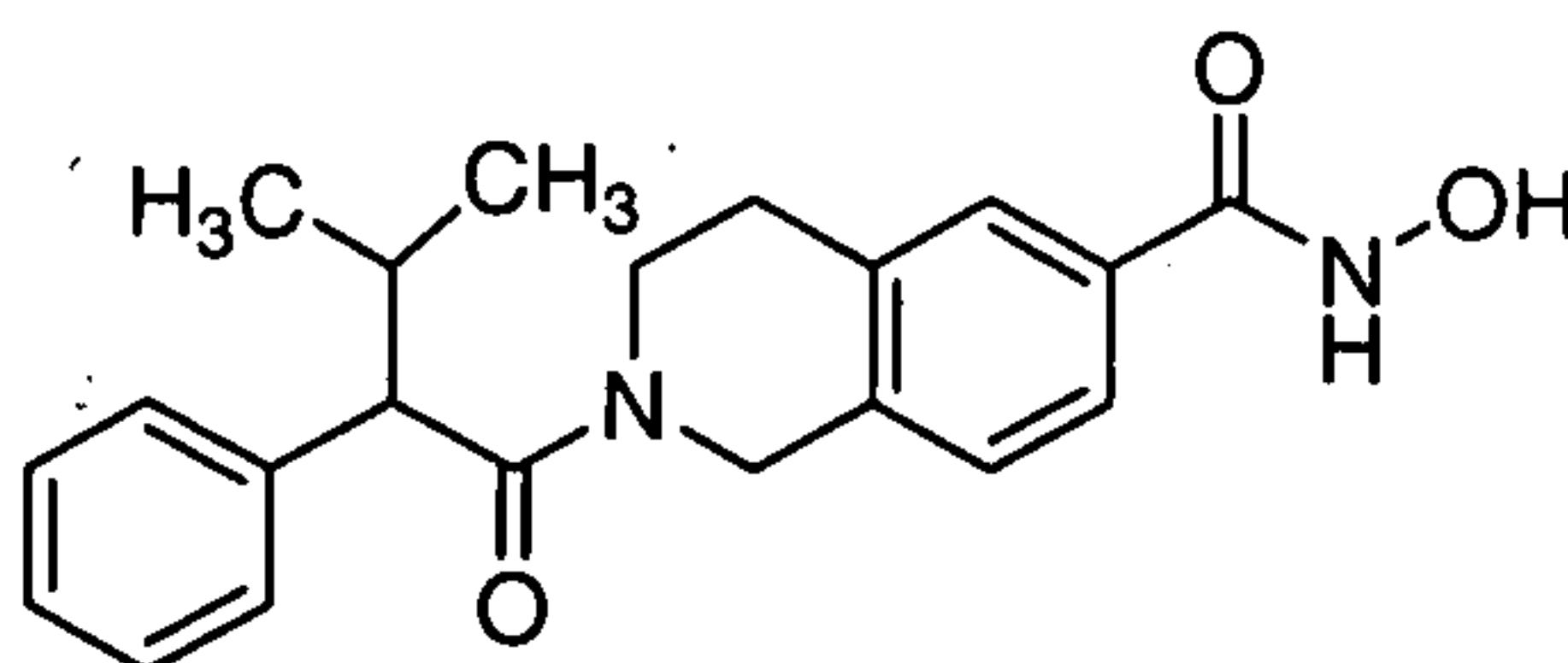
[00245] The title compound was prepared in a fashion analogous to that described in Example 1, using the appropriate acid starting material, except that 90 % DMF/H₂O was used instead of DCE as solvent, *i*Pr₂NEt was used instead of NMM, and HATU was used instead of HBTU. Yield: 13%; LCMS: (FA) ES+ 303.

Example 26: Synthesis of 2-(cyclohex-3-en-1-ylcarbonyl)-N-hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 26)



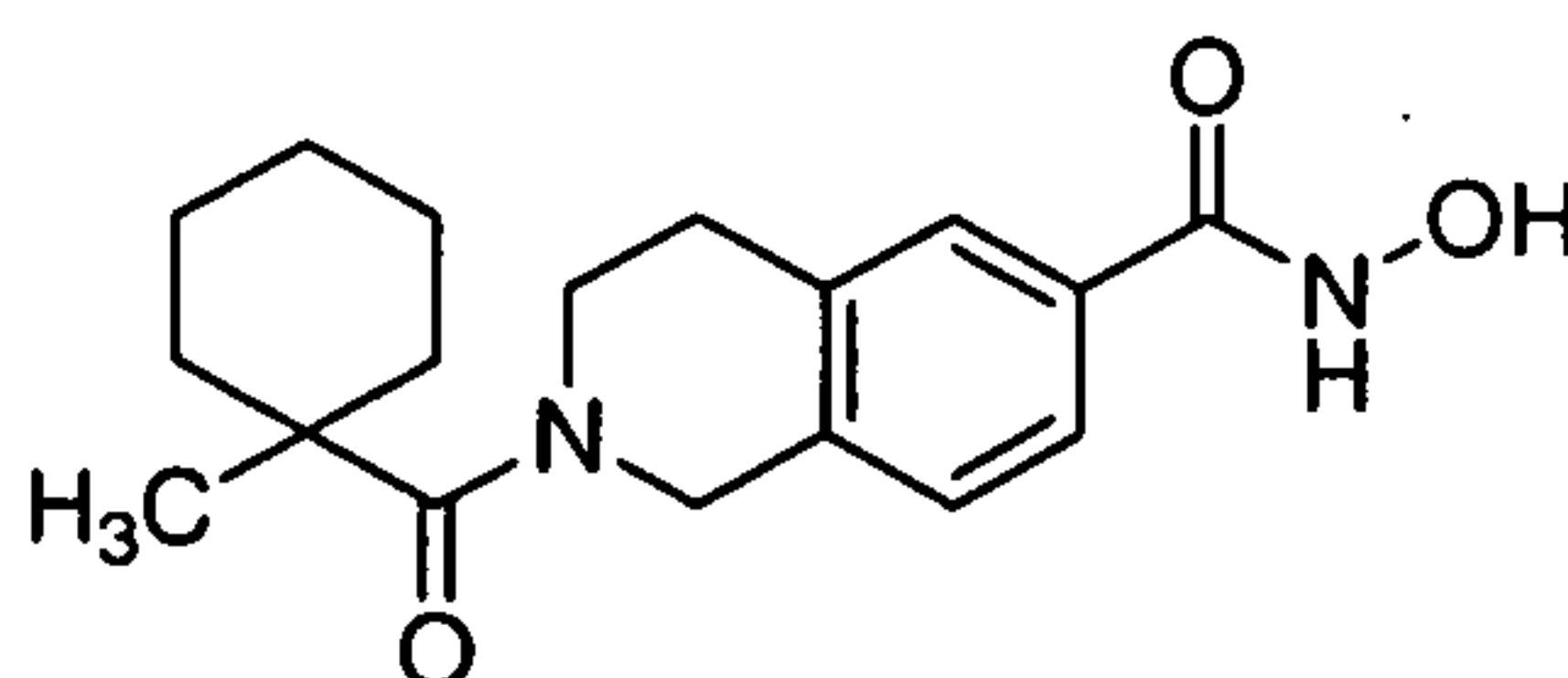
[00246] The title compound was prepared in a fashion analogous to that described in Example 1, using the appropriate acid starting material, except that 90 % DMF/H₂O was used instead of DCE as solvent, *i*Pr₂NEt was used instead of NMM, and HATU was used instead of HBTU. Yield: 7.1%; LCMS: (FA) ES+ 301.

Example 27: Synthesis of N-hydroxy-2-(3-methyl-2-phenylbutanoyl)-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 27)



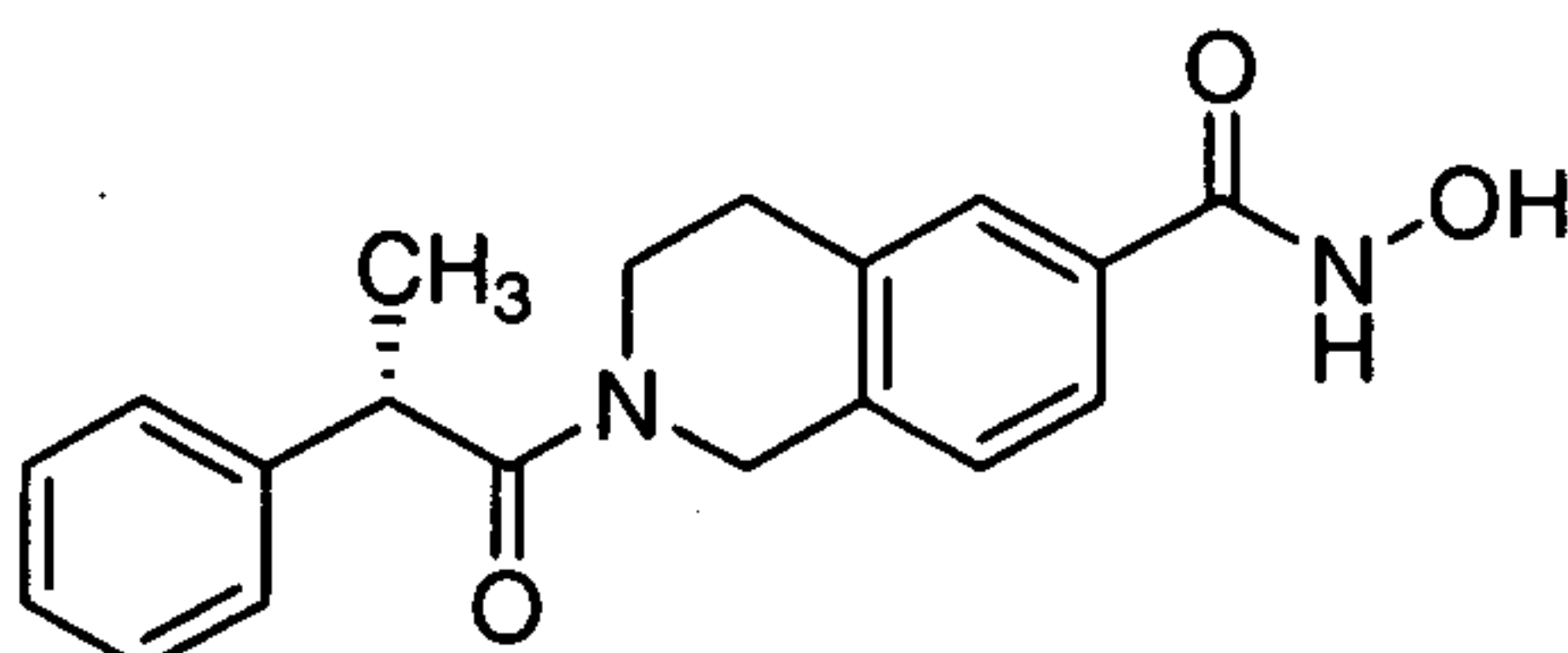
[00247] The title compound was prepared in a fashion analogous to that described in Example 1, using the appropriate acid starting material, except that 90 % DMF/H₂O was used instead of DCE as a solvent, *i*Pr₂NEt was used instead of NMM, and HATU was used instead of HBTU. Yield: 26.3%; LCMS: (FA) ES+ 353.

Example 28: Synthesis of N-hydroxy-2-[(1-methylcyclohexyl)carbonyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 28)



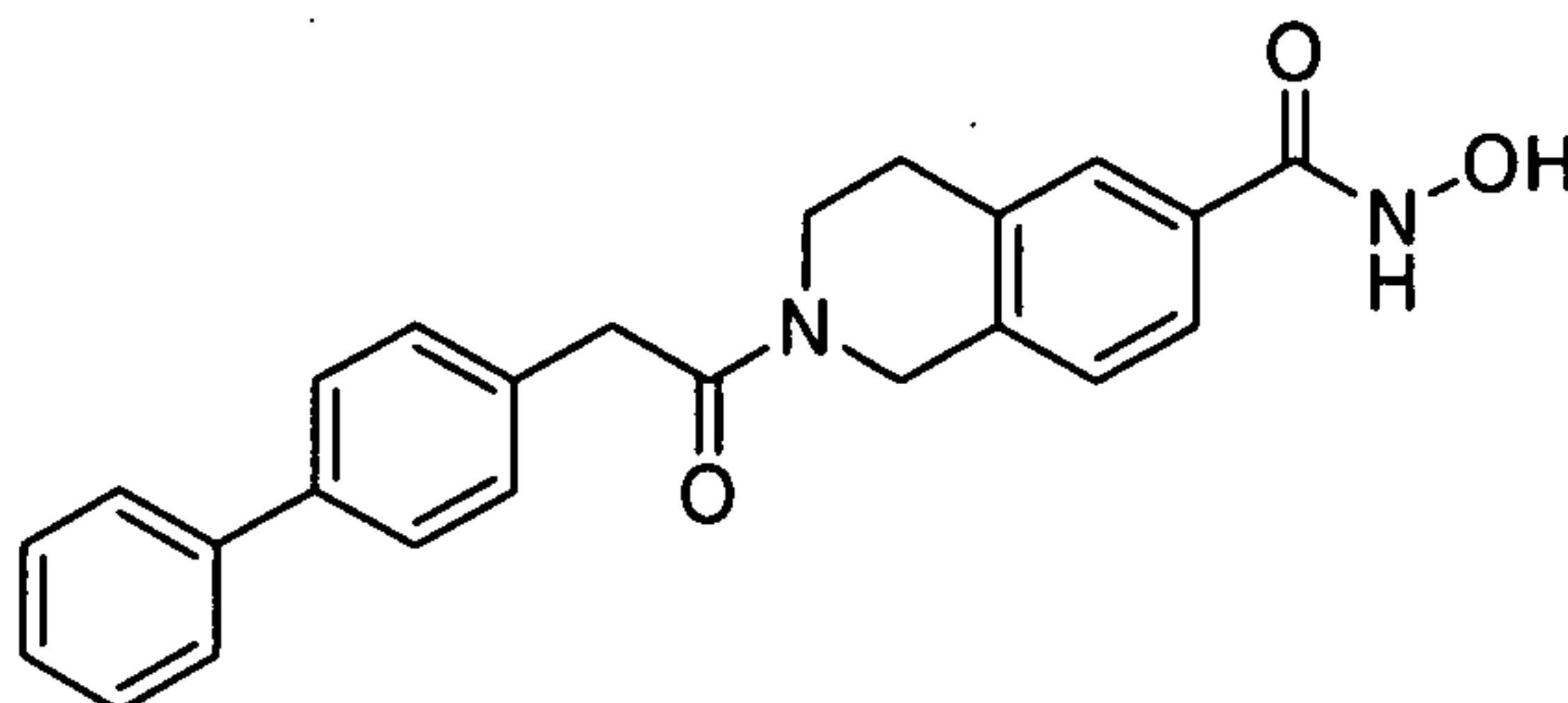
[00248] The title compound was prepared in a fashion analogous to that described in Example 1, using the appropriate acid starting material, except that 90 % DMF/H₂O was used instead of DCE as solvent, *i*Pr₂NEt was used instead of NMM, and HATU was used instead of HBTU. Yield: 13.3%; LCMS: (FA) ES+ 317.

Example 29: Synthesis of *N*-hydroxy-2-[(2*S*)-2-phenylpropanoyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 29)



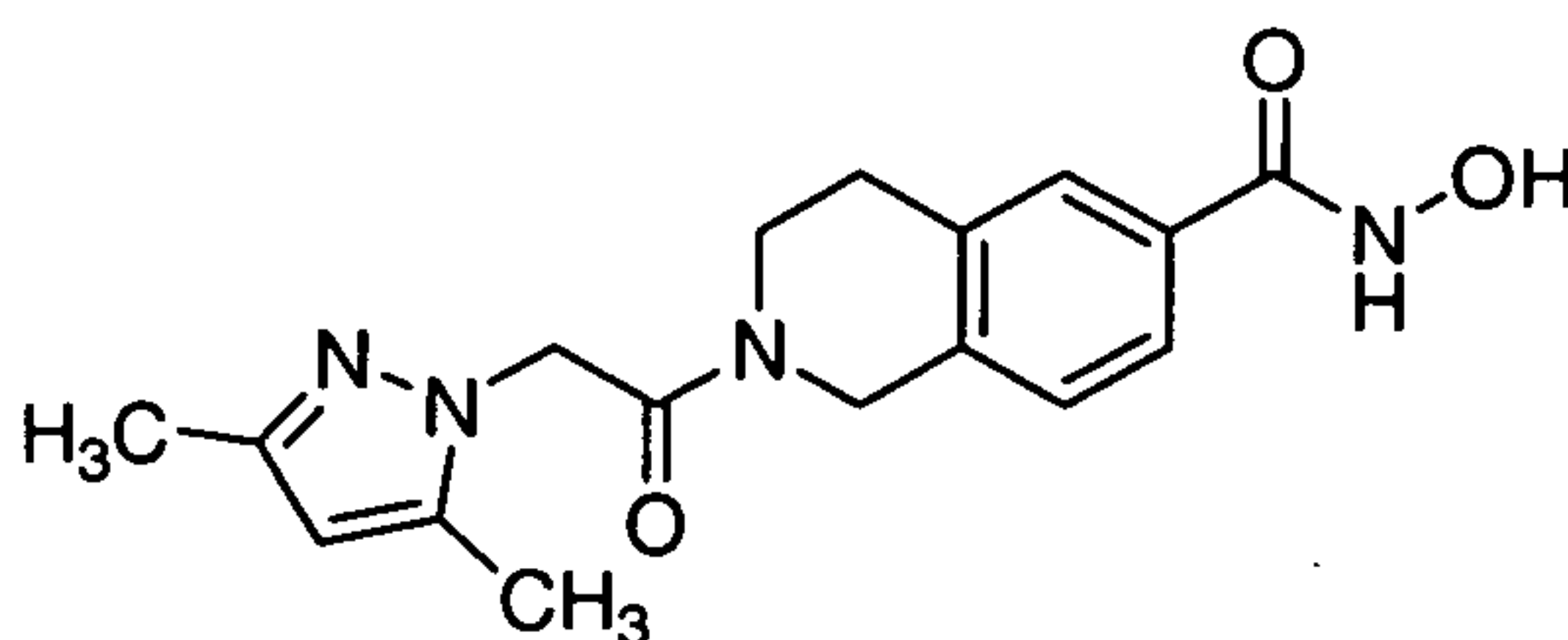
[00249] The title compound was prepared in a fashion analogous to that described in Example 1, using the appropriate acid starting material, except that 90 % DMF/H₂O was used instead of DCE as solvent, *i*Pr₂NEt was used instead of NMM, and HATU was used instead of HBTU. Yield: 11.9%; LCMS: (FA) ES+ 325.

Example 30: Synthesis of 2-(biphenyl-4-ylacetyl)-*N*-hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 30)



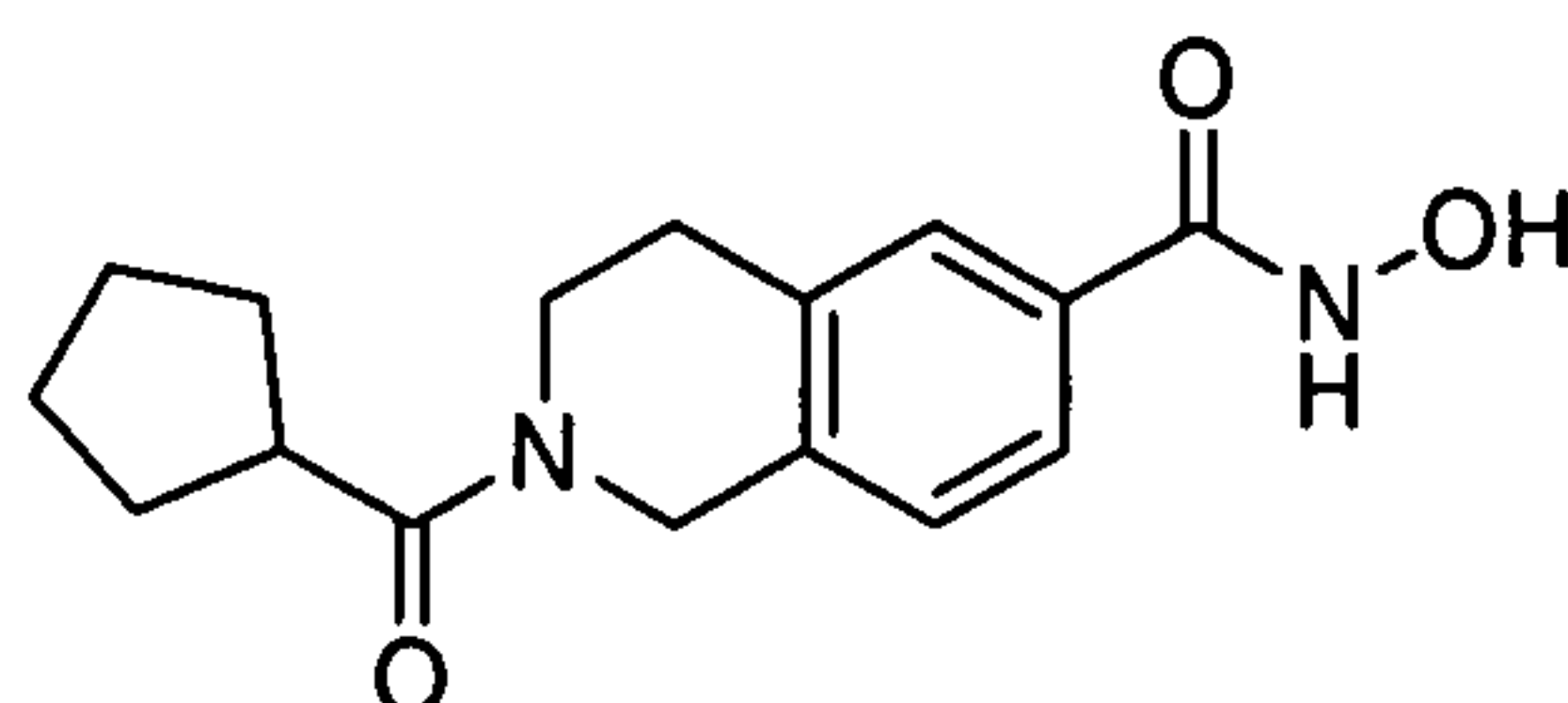
[00250] The title compound was prepared in a fashion analogous to that described in Example 1, using the appropriate acid starting material, except that 90 % DMF/H₂O was used instead of DCE as solvent, *i*Pr₂NEt was used instead of NMM, and HATU was used instead of HBTU. Yield: 2.9%; LCMS: (FA) ES+ 387.

Example 31: Synthesis of 2-[(3,5-dimethyl-1*H*-pyrazol-1-yl)acetyl]-*N*-hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 31)



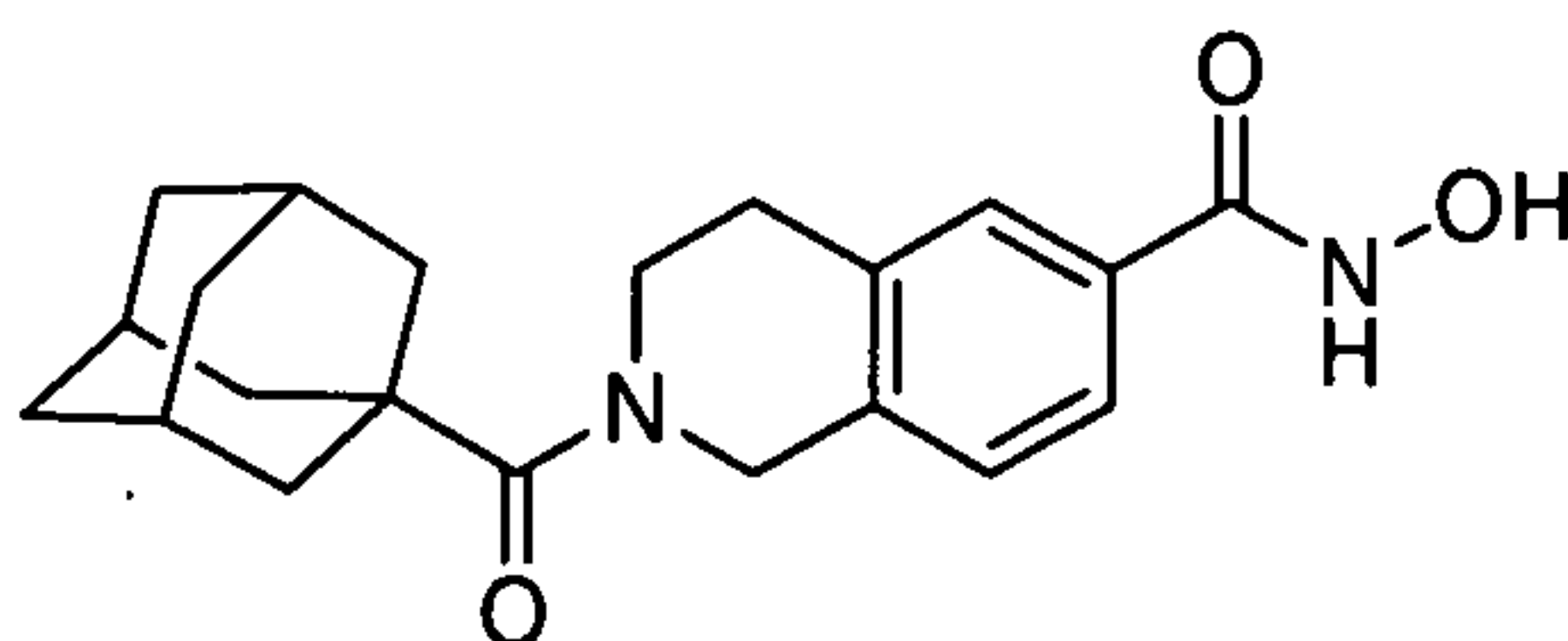
[00251] The title compound was prepared in a fashion analogous to that described in Example 1, using the appropriate acid starting material, except that 90 % DMF/H₂O was used instead of DCE as solvent, *i*Pr₂NEt was used instead of NMM, and HATU was used instead of HBTU. Yield: 11.4%; LCMS: (FA) ES+ 329.

Example 32: Synthesis of 2-(cyclopentylcarbonyl)-*N*-hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 32)



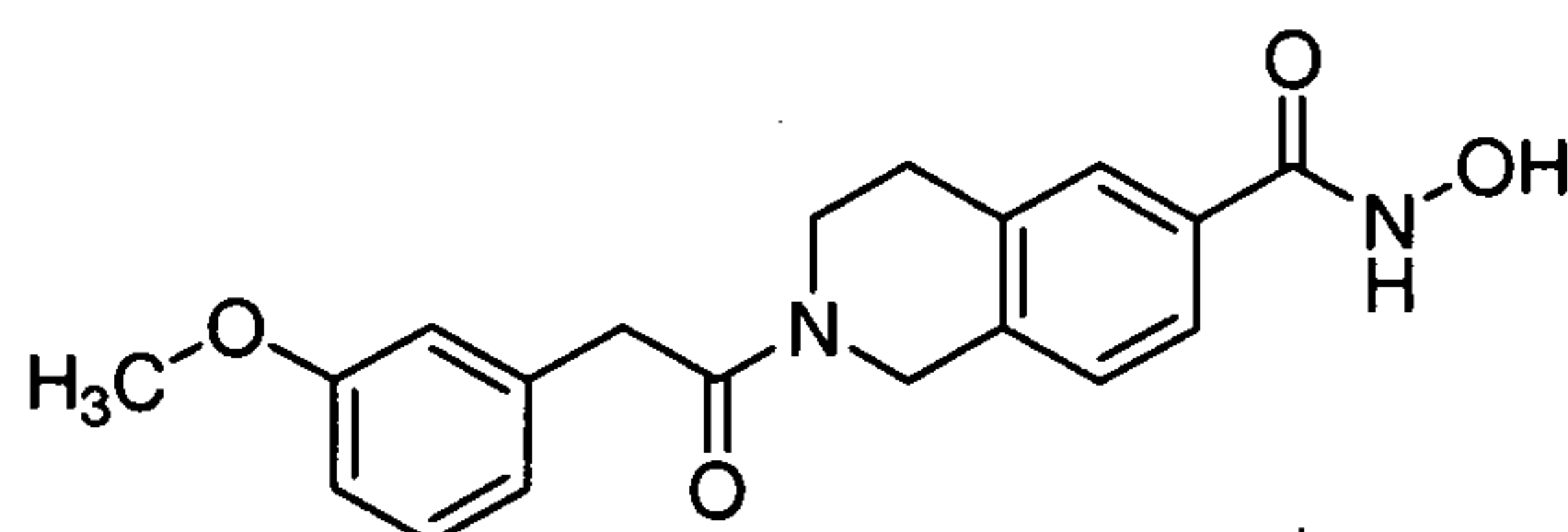
[00252] The title compound was prepared in a fashion analogous to that described in Example 1, using the appropriate acid starting material, except that 90 % DMF/H₂O was used instead of DCE as solvent, *i*Pr₂NEt was used instead of NMM, and HATU was used instead of HBTU. Yield: 12.3%; LCMS: (FA) ES+ 289.

Example 33: Synthesis of 2-[1-adamantylcarbonyl]-*N*-hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 33)



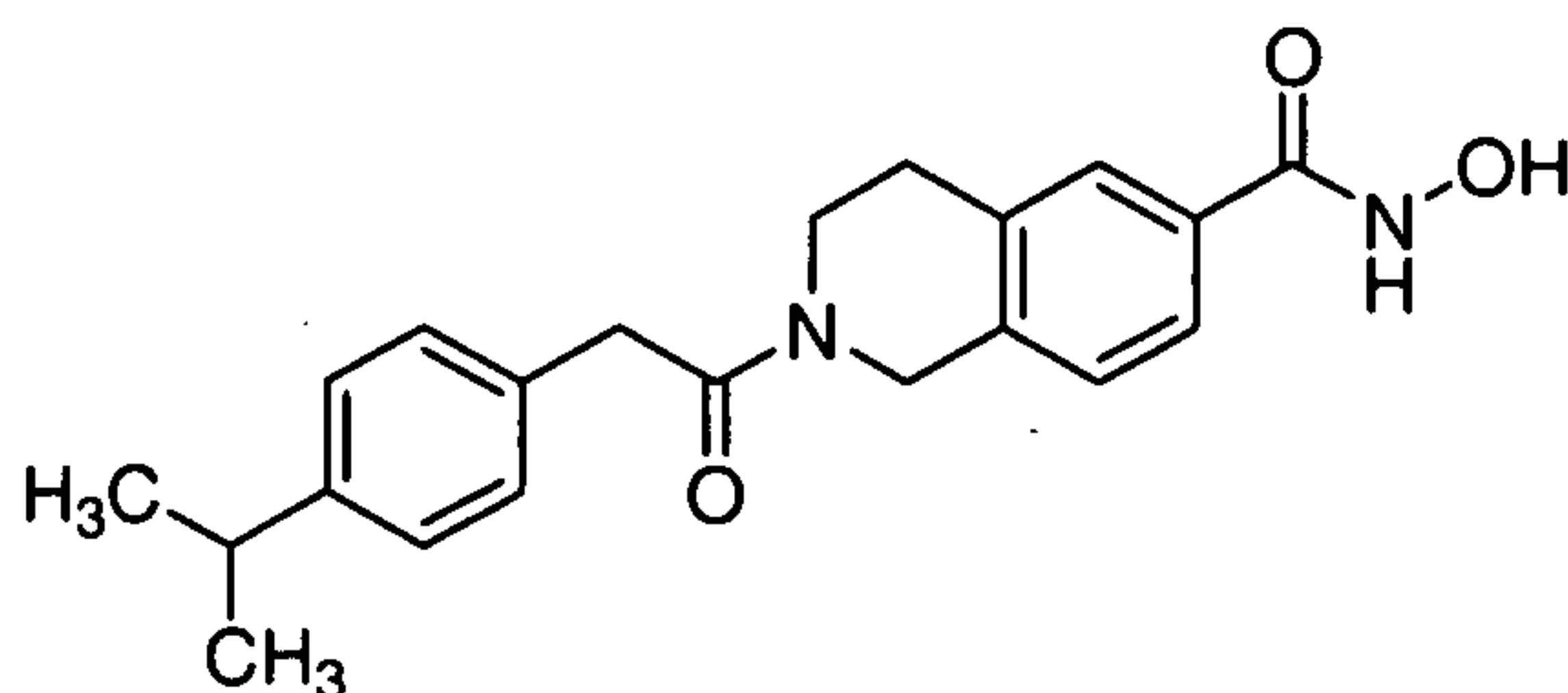
[00253] The title compound was prepared in a fashion analogous to that described in Example 1, using the appropriate acid starting material, except that 90 % DMF/H₂O was used instead of DCE as solvent, *i*Pr₂NEt was used instead of NMM, and HATU was used instead of HBTU. Yield: 6.8%; LCMS: (FA) ES+ 355.

Example 34: Synthesis of *N*-hydroxy-2-[(3-methoxyphenyl)acetyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 34)



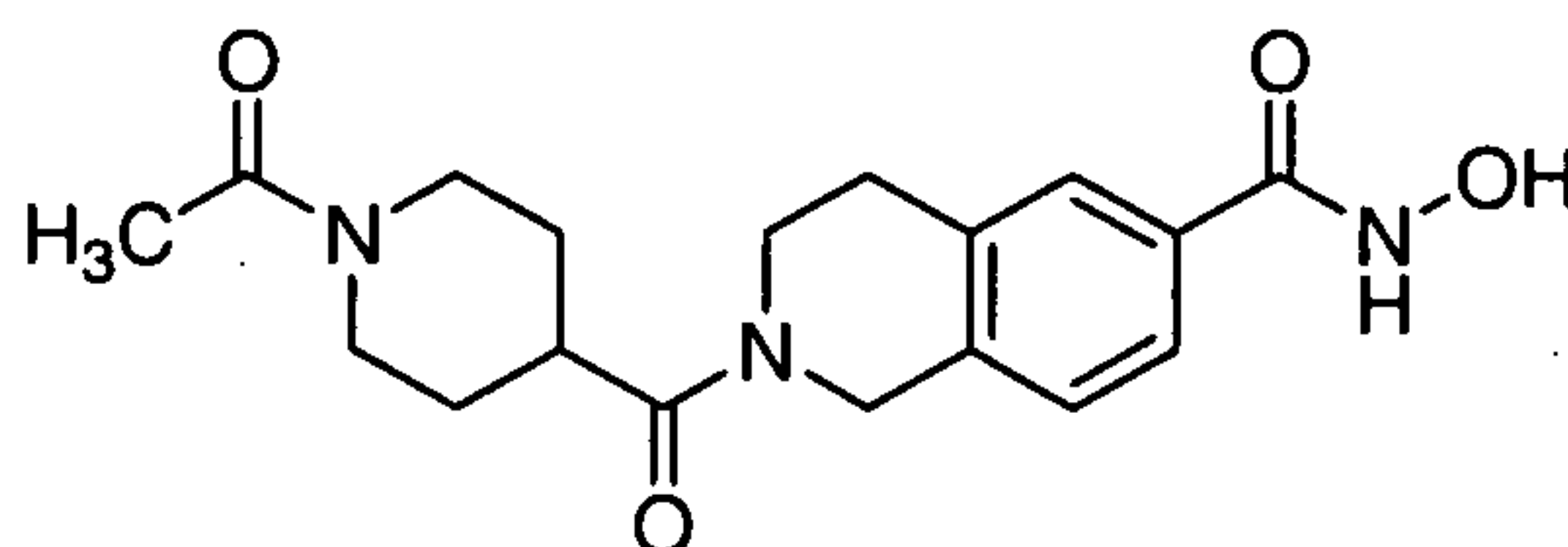
[00254] The title compound was prepared in a fashion analogous to that described in Example 1, using the appropriate acid starting material, except that 90 % DMF/H₂O was used instead of DCE as solvent, *i*Pr₂NEt was used instead of NMM, and HATU was used instead of HBTU. Yield: 7.2%; LCMS: (FA) ES+ 341.

Example 35: Synthesis of *N*-hydroxy-2-[(4-isopropylphenyl)acetyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 35)



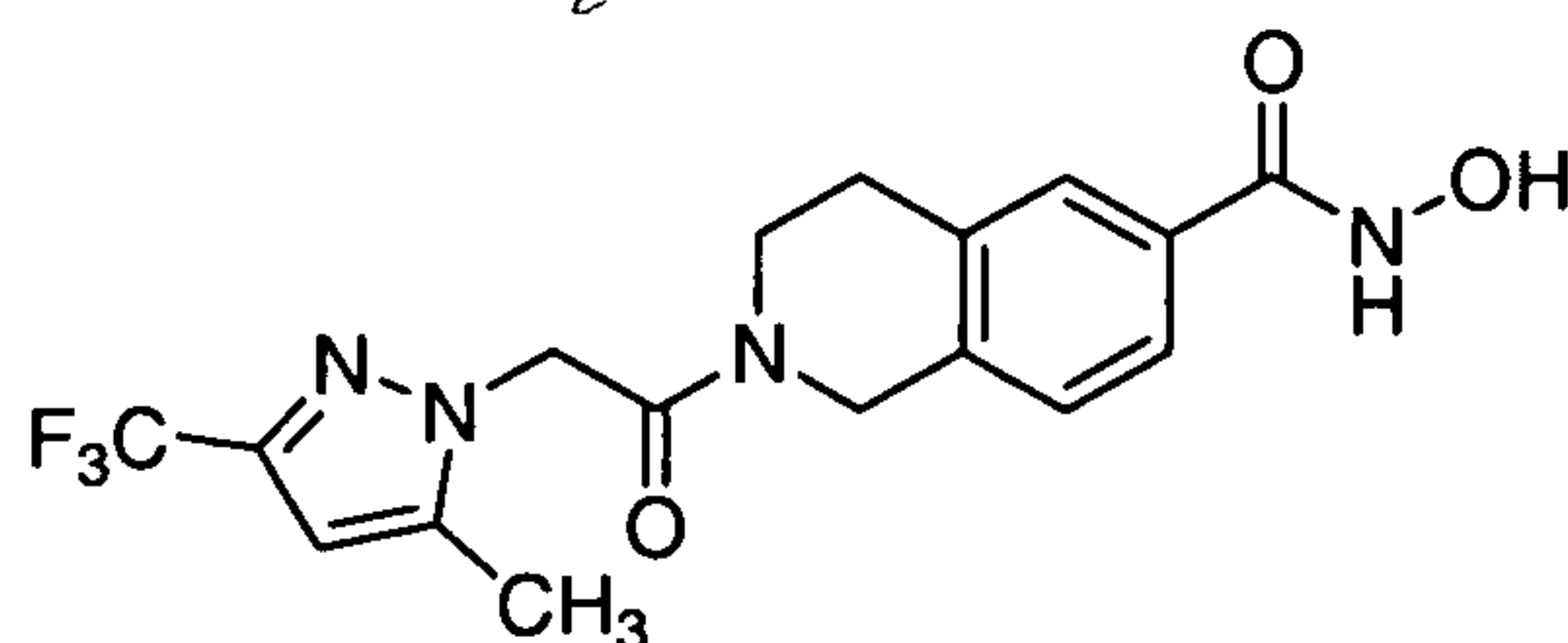
[00255] The title compound was prepared in a fashion analogous to that described in Example 1, using the appropriate acid starting material, except that 90 % DMF/H₂O was used instead of DCE as solvent, *i*Pr₂NEt was used instead of NMM, and HATU was used instead of HBTU. Yield: 12.5%; LCMS: (FA) ES+ 353.

Example 36: Synthesis of 2-[(1-acetylpiperidin-4-yl)carbonyl]-*N*-hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 36)



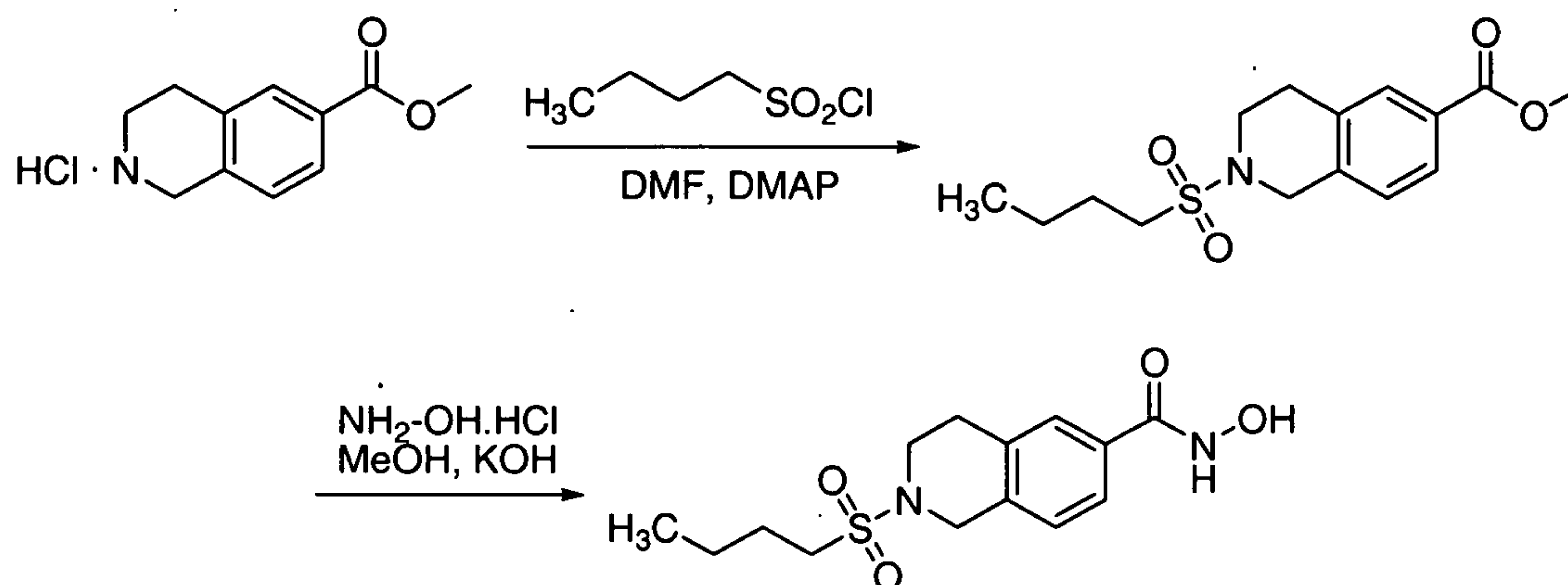
[00256] The title compound was prepared in a fashion analogous to that described in Example 1, using the appropriate acid starting material, except that 90 % DMF/H₂O was used instead of DCE as solvent, *i*Pr₂NEt was used instead of NMM, and HATU was used instead of HBTU. Yield: 6%; LCMS: (FA) ES+ 346.

Example 37: Synthesis of *N*-hydroxy-2-{[5-methyl-3-(trifluoromethyl)-1*H*-pyrazol-1-yl]acetyl}-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 37)



[00257] The title compound was prepared in a fashion analogous to that described in Example 1, using the appropriate acid starting material, except that 90 % DMF/H₂O was used instead of DCE as solvent, *i*Pr₂NEt was used instead of NMM, and HATU was used instead of HBTU. Yield: 3%; LCMS: (FA) ES+ 383.

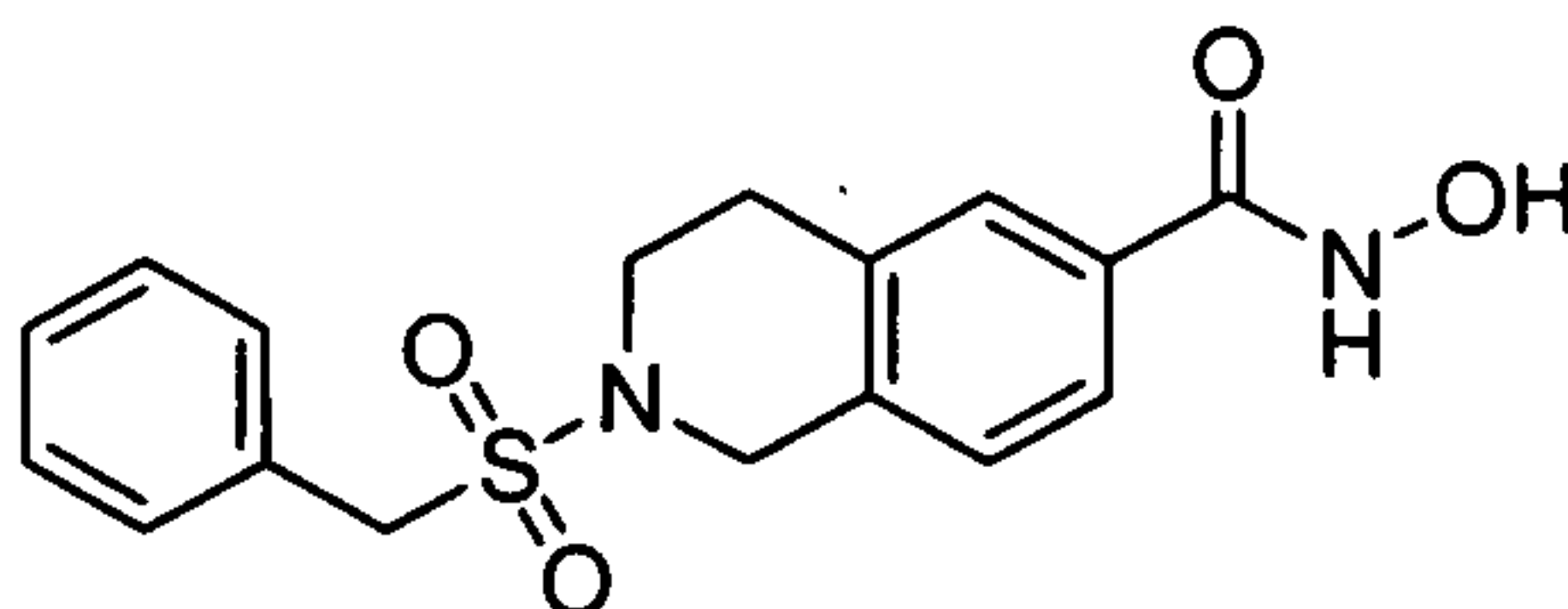
Example 38: Synthesis of 2-(butylsulfonyl)-N-hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 38)



[00258] Step 1: To a mixture of 6-methoxycarbonyl-1,2,3,4-tetrahydroisoquinoline hydrochloride (50 mg, 0.22 mmol) and *N,N*-dimethylaminopyridine (110 mg, 0.9 mmol) in DMF (3.2 mL) was added *n*-butanesulfonyl chloride (34.4 mg, 0.22 mmol). The reaction was allowed to stir at room temperature overnight. The solvent was removed *in vacuo* and the residue obtained was partitioned between DCE (3 x 5 mL) and saturated aqueous sodium bicarbonate (5 mL). The organic layer was washed with brine, dried over magnesium sulfate, filtered and concentrated to yield a white solid. LCMS (FA) ES+ 405.

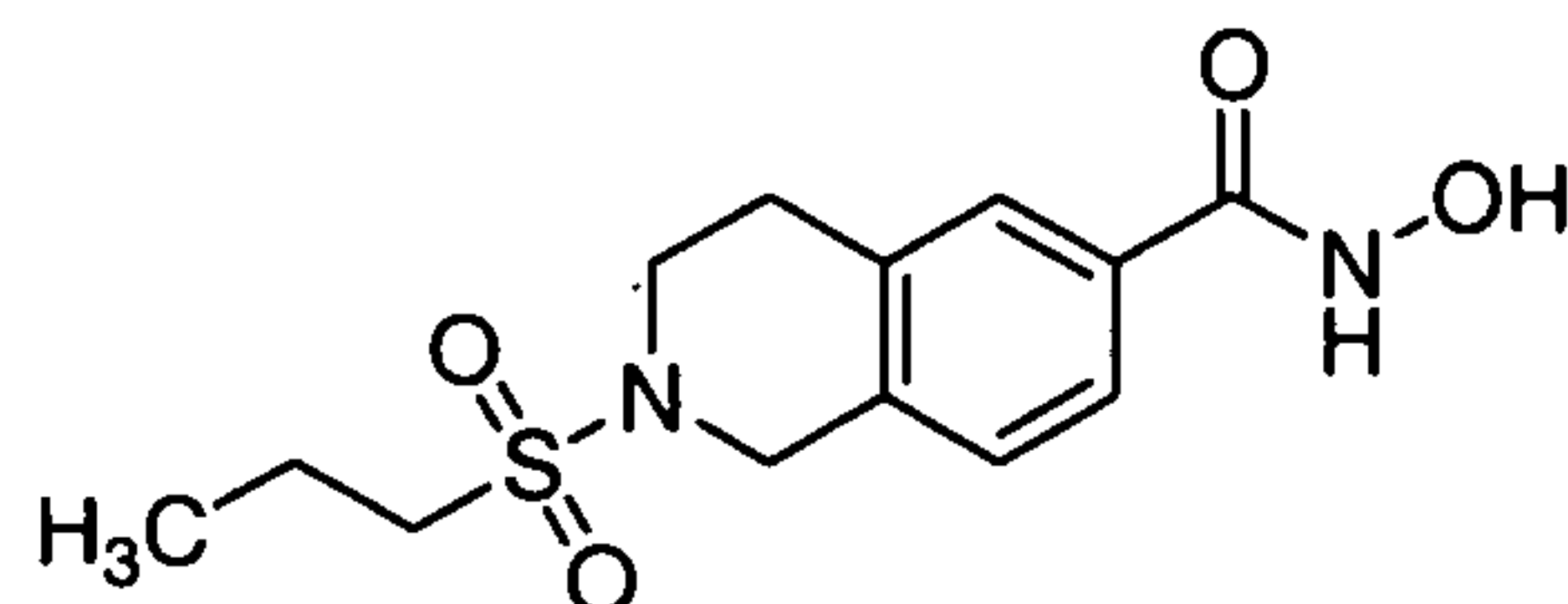
[00259] Step 2: To a solution of methyl 2-[(5-isoxazol-3-yl-2-thienyl)sulfonyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxylate obtained in step 1 in methanol (2 mL, 50 mmol) was added hydroxylamine hydrochloride (80 mg, 1 mmol) and potassium hydroxide (200 mg, 4 mmol). The reaction was left to stir for 2 hours at 80 °C. Upon cooling to room temperature the solvent was removed *in vacuo*. The residue obtained was dissolved in DMSO (1 mL), the residual solids were removed by filtration and the resulting residue following evaporation was purified *via* reverse phase prep HPLC to afford the title compound as a white solid after lyophilization (Yield: 6.1%). LCMS (FA) ES+ 313; ¹H NMR (400 MHz, *d*₆ DMSO) δ: 0.87 (t, *J* = 7.32, 7.46 Hz, 3H), 1.38 (q, *J* = 7.545, 7.25, 7.57 Hz, 2H), 1.63 (q, *J* = 7.76, 7.55, 7.80 Hz, 2H), 2.91 (t, *J* = 5.29, 6.47 Hz, 2H), 4.44 (s, *J* = 8.06, 7.81 Hz, 2H), 3.49 (t, 2H, 6.03 Hz, *J* = 5.95), 4.44 (s, 2H), 7.24 (d, *J* = 7.5 Hz, 1H), 7.56 (d, *J* = 8.1 Hz, 1H), and 7.58 (s, 1H).

Example 39: Synthesis of 2-(benzylsulfonyl)-N-hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 39)



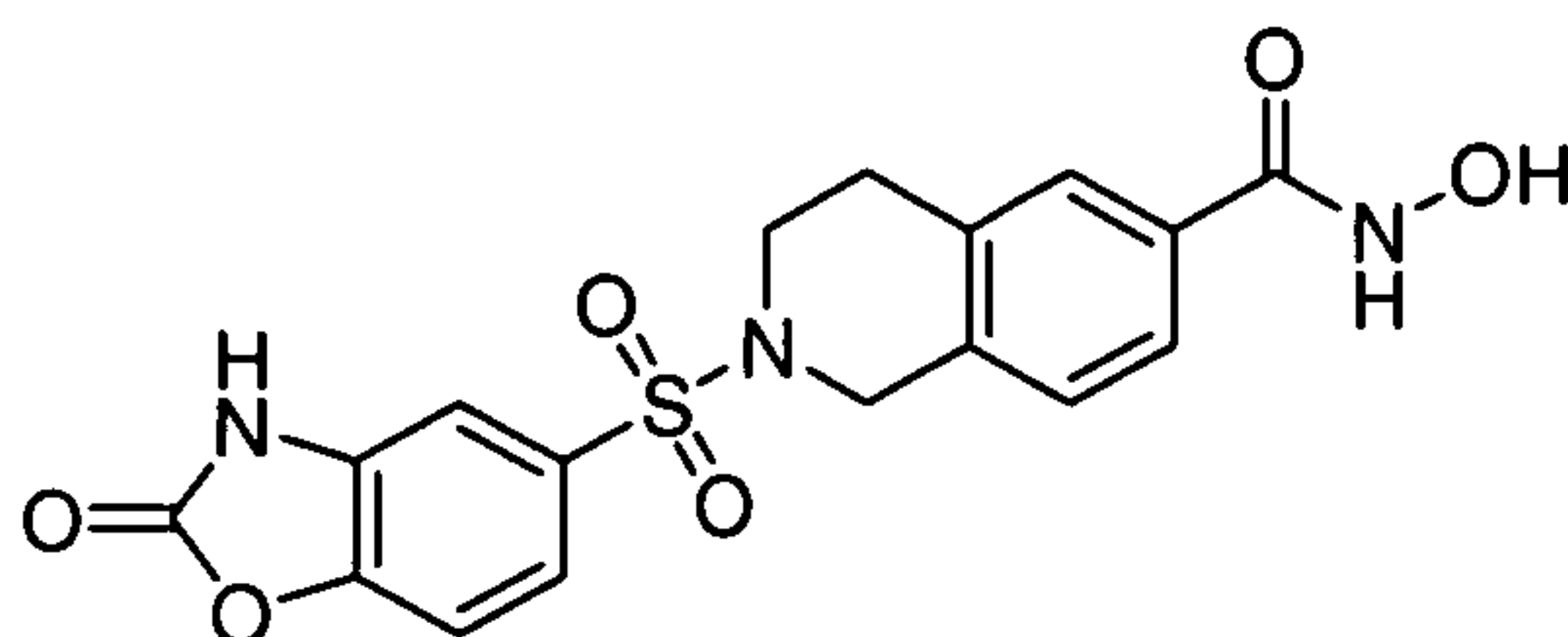
[00260] The title compound was prepared in a fashion analogous to that described in Example 38 using the appropriate sulfonyl chloride. Yield: 1.6%; LCMS: (FA) ES+ 347.

Example 40: Synthesis of *N*-hydroxy-2-(propylsulfonyl)-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 40)



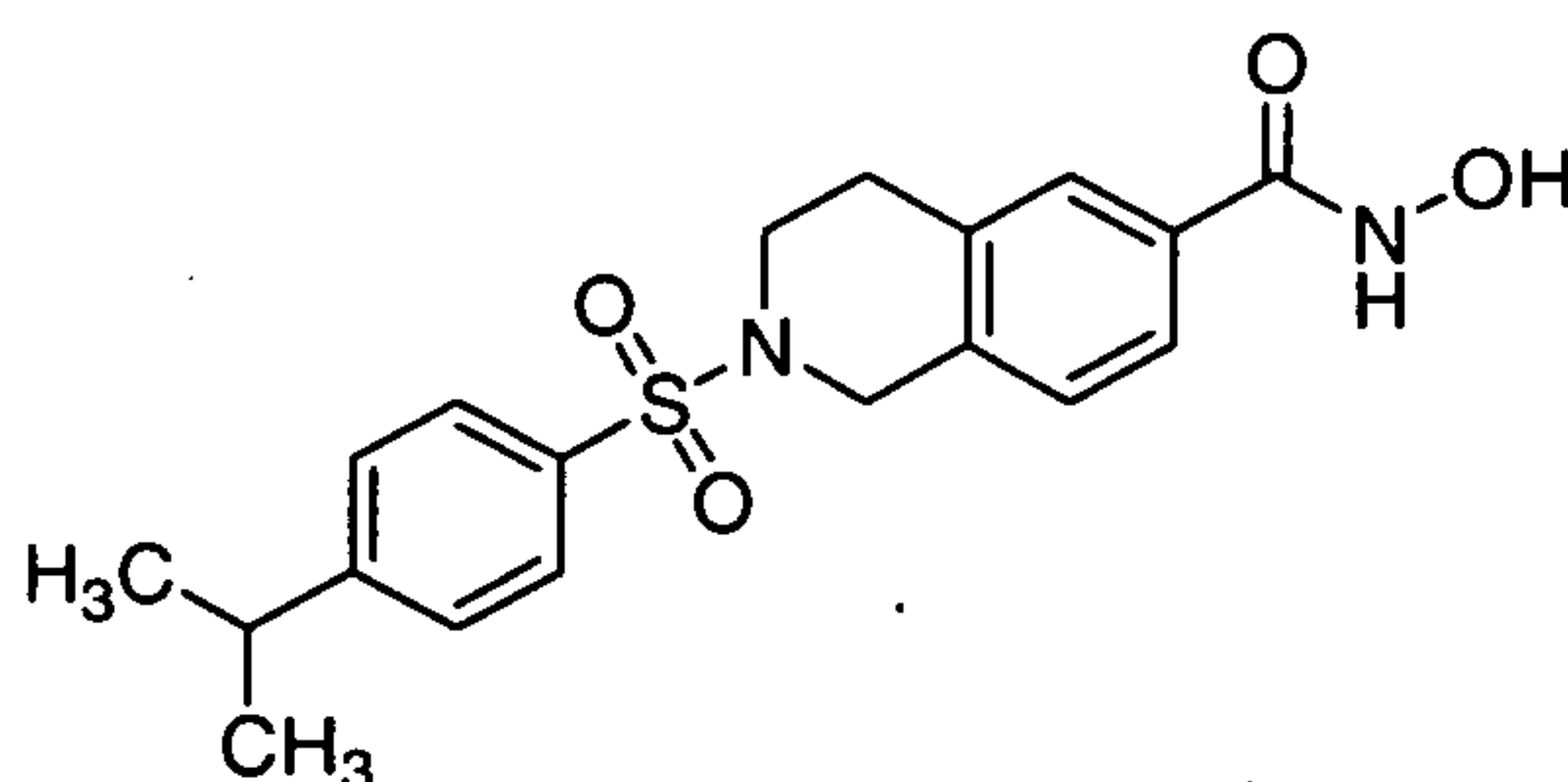
[00261] The title compound was prepared in a fashion analogous to that described in Example 38 using the appropriate sulfonyl chloride. Yield: 2.2%; LCMS: (FA) ES+ 299.

Example 41: Synthesis of *N*-hydroxy-2-[(2-oxo-2,3-dihydro-1,3-benzoxazol-6-yl)sulfonyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 41)



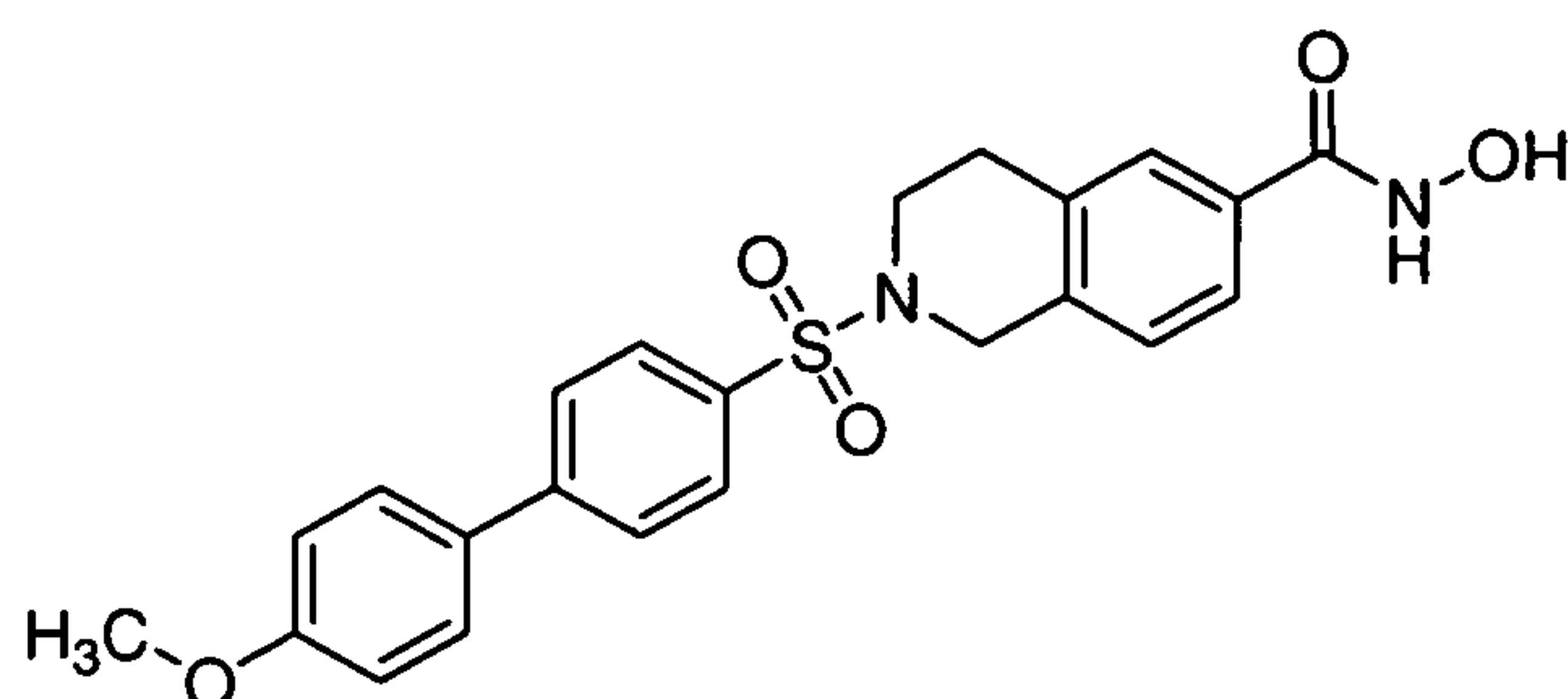
[00262] The title compound was prepared in a fashion analogous to that described in Example 38 using the appropriate sulfonyl chloride. Yield: 0.5%; LCMS: (FA) ES+ 390.

Example 42: Synthesis of *N*-hydroxy-2-[(4-isopropylphenyl)sulfonyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 42)



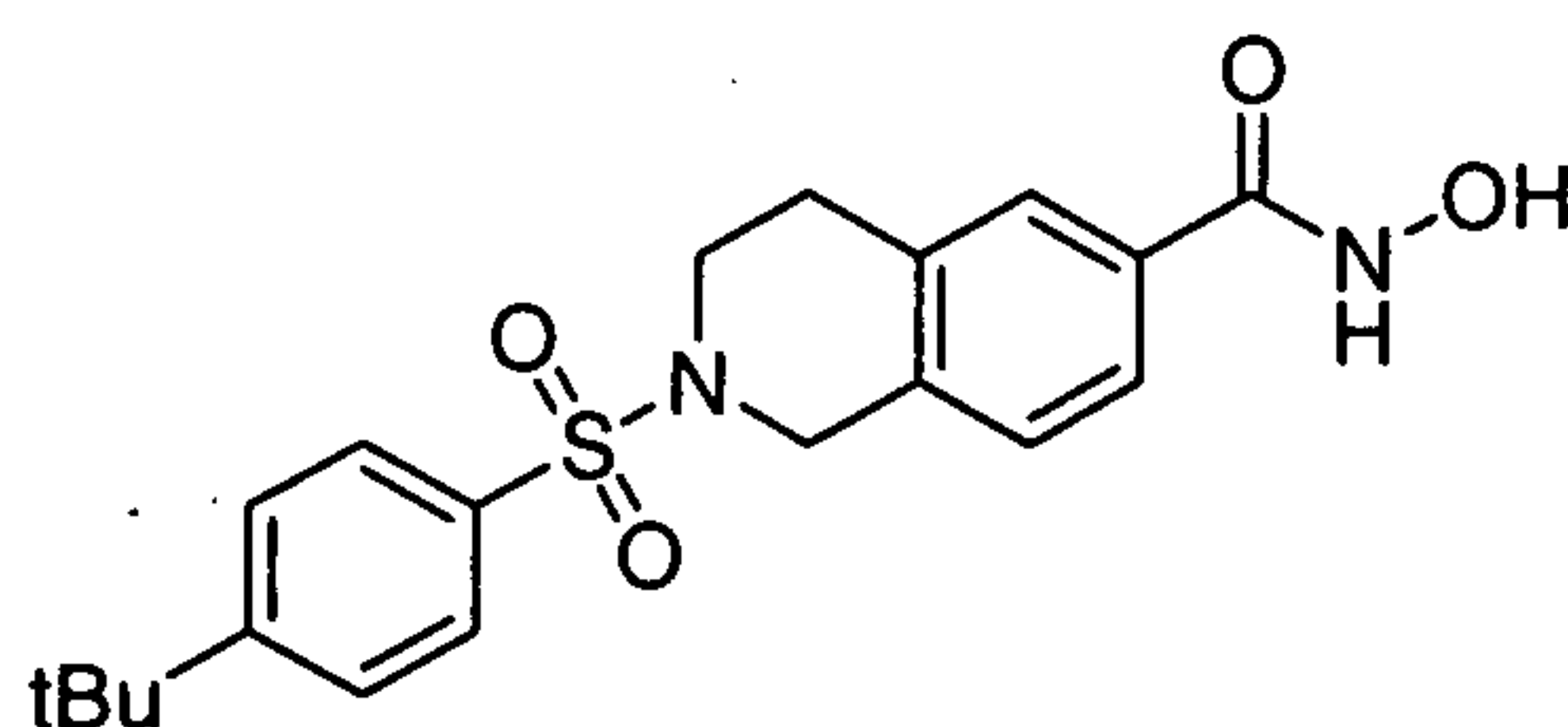
[00263] The title compound was prepared in a fashion analogous to that described in Example 38 using the appropriate sulfonyl chloride. Yield: 6.4%; LCMS: (FA) ES+ 375.

Example 43: Synthesis of *N*-hydroxy-2-[(4'-methoxybiphenyl-4-yl)sulfonyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 43)



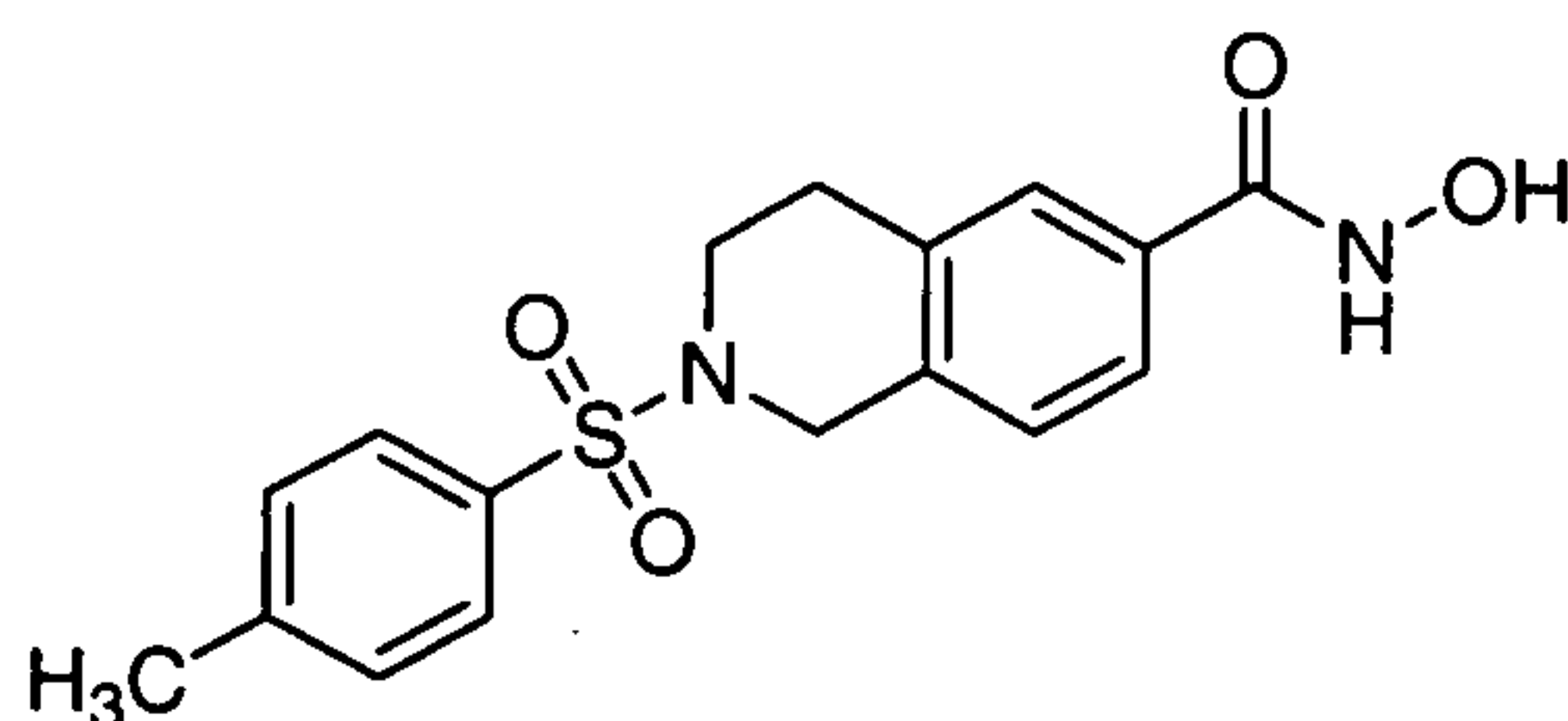
[00264] The title compound was prepared in a fashion analogous to that described in Example 38 using the appropriate sulfonyl chloride. Yield: 2.3%; LCMS: (FA) ES+ 440.

Example 44: Synthesis of 2-[(4-*tert*-butylphenyl)sulfonyl]-*N*-hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 44)



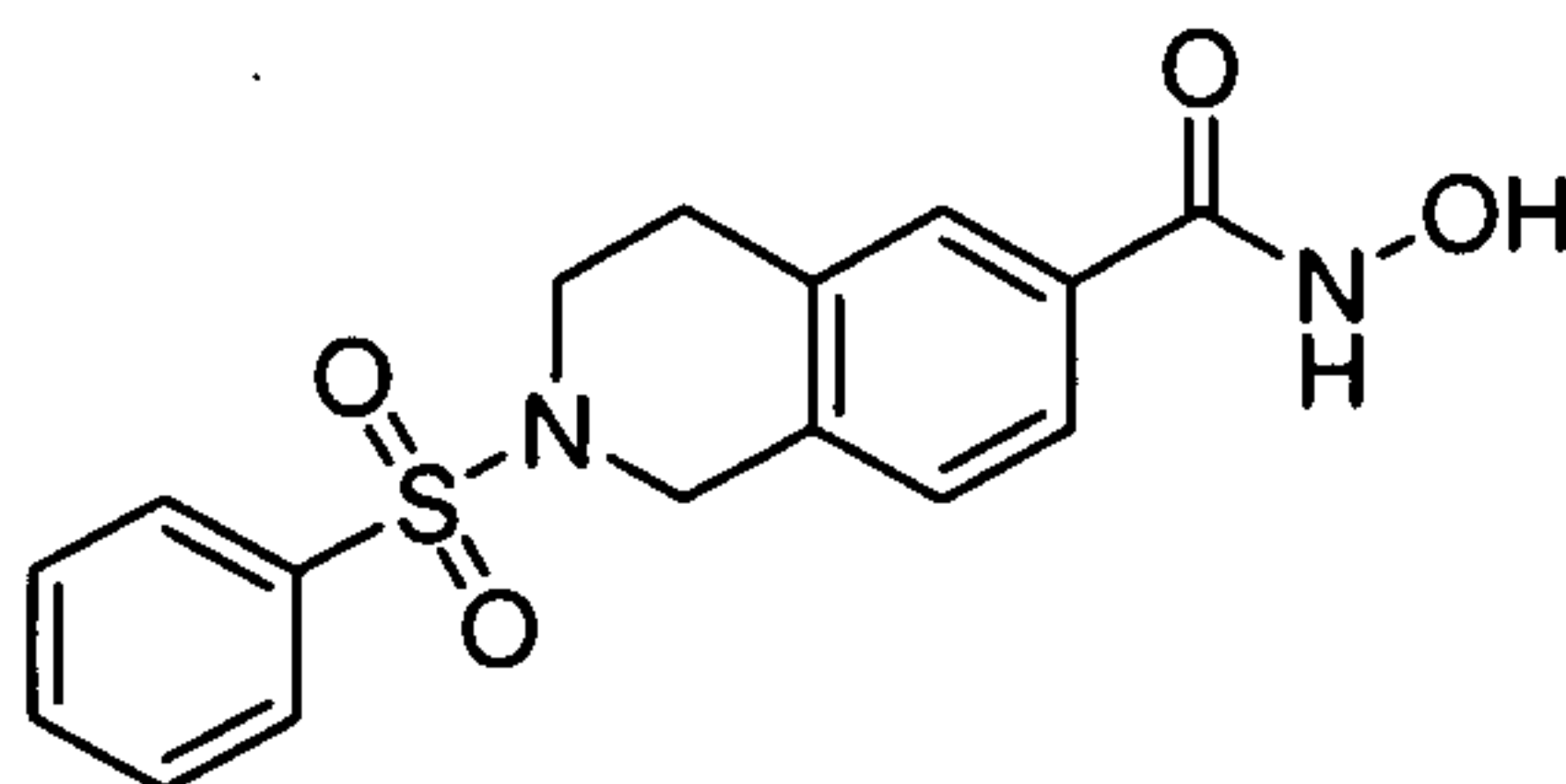
[00265] The title compound was prepared in a fashion analogous to that described in Example 38 using the appropriate sulfonyl chloride. Yield: 7.7%; LCMS: (FA) ES+ 389.

Example 45: Synthesis of *N*-hydroxy-2-[(4-methylphenyl)sulfonyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 45)



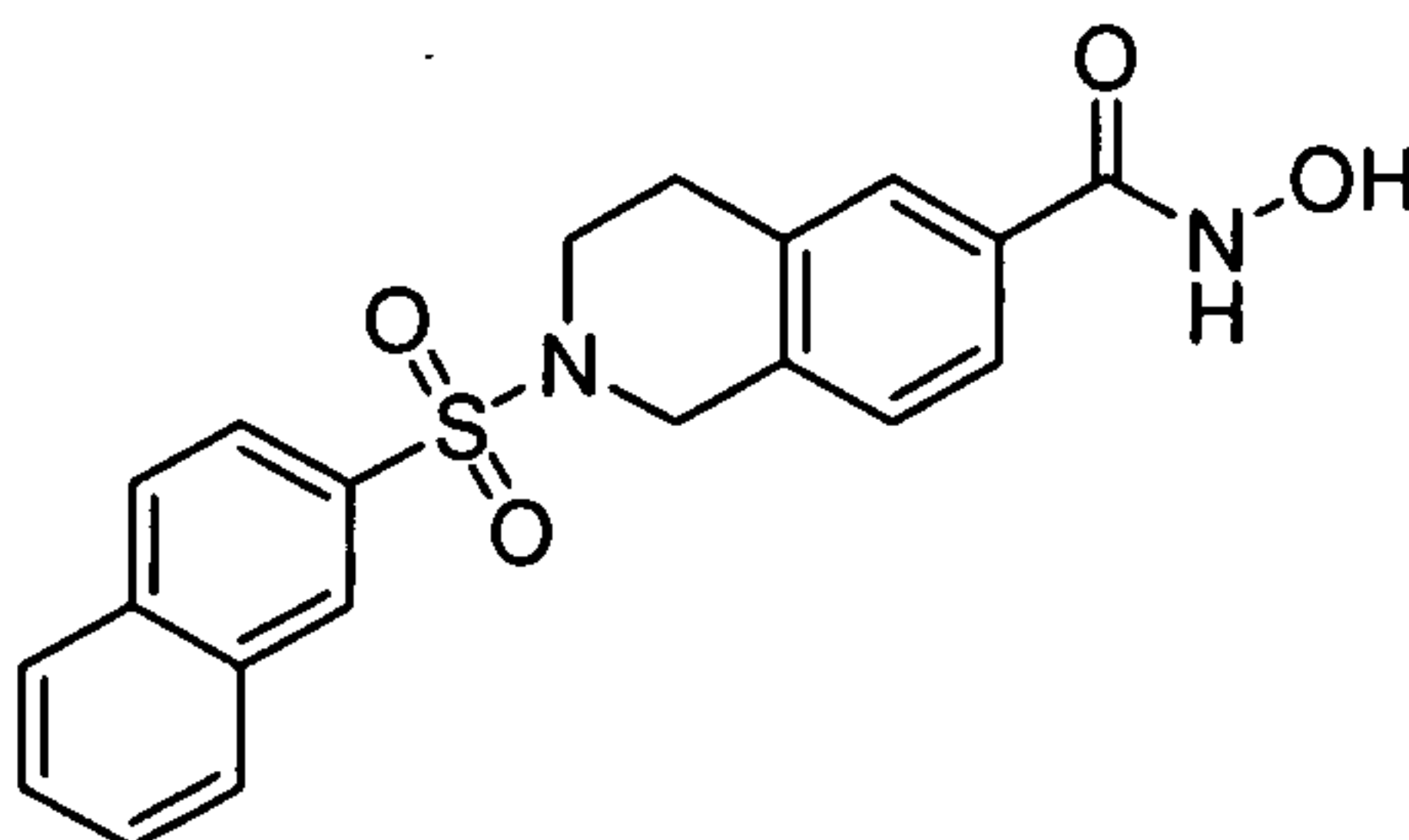
[00266] The title compound was prepared in a fashion analogous to that described in Example 38 using the appropriate sulfonyl chloride. Yield: 5.8%; LCMS: (FA) ES+ 347.

Example 46: Synthesis of *N*-hydroxy-2-(phenylsulfonyl)-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 46)



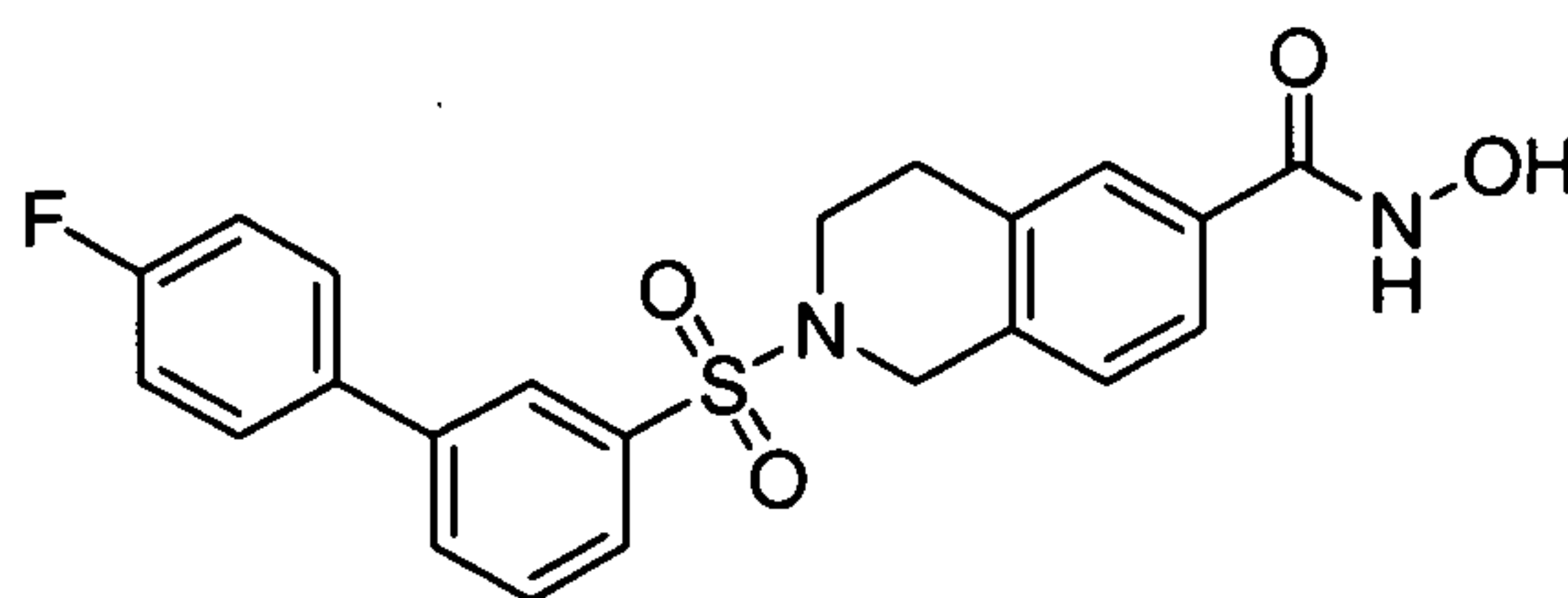
[00267] The title compound was prepared in a fashion analogous to that described in Example 38 using the appropriate sulfonyl chloride. Yield: 0.6%; LCMS: (FA) ES+ 333.

Example 47: Synthesis of *N*-hydroxy-2-(2-naphthylsulfonyl)-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 47)



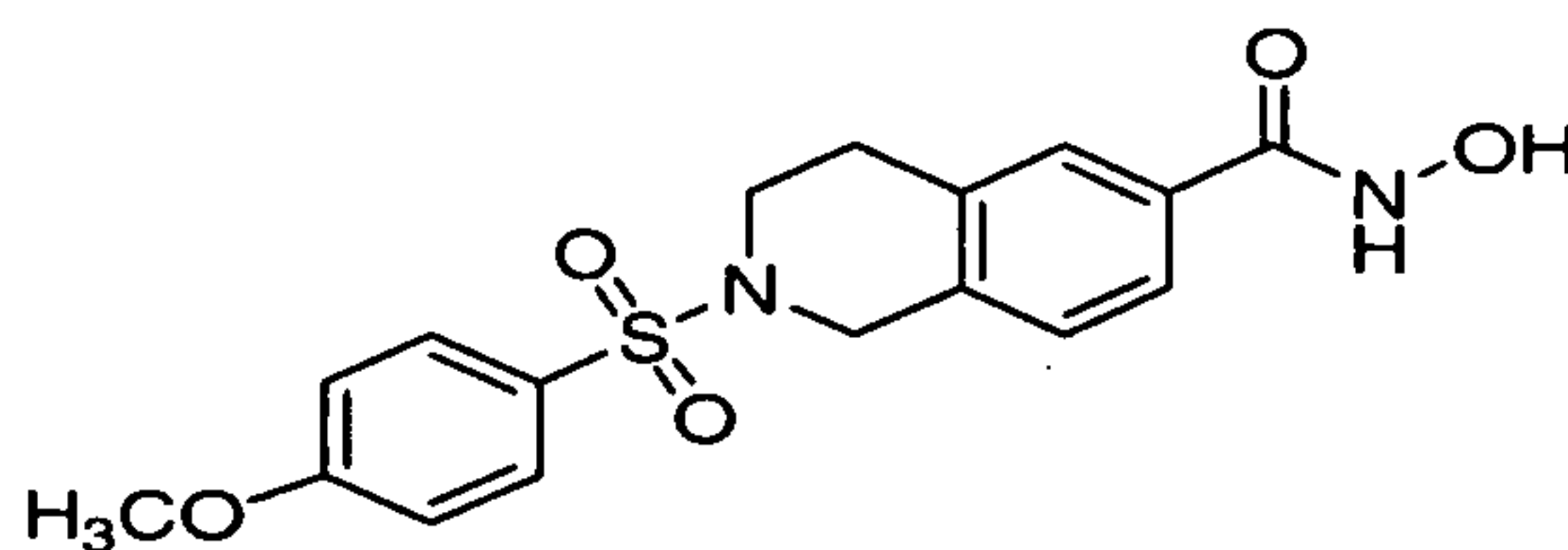
[00268] The title compound was prepared in a fashion analogous to that described in Example 38 using the appropriate sulfonyl chloride. Yield: 4.7%; LCMS: (FA) ES+ 383.

Example 48: Synthesis of 2-[(4'-fluorobiphenyl-3-yl)sulfonyl]-*N*-hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 48)



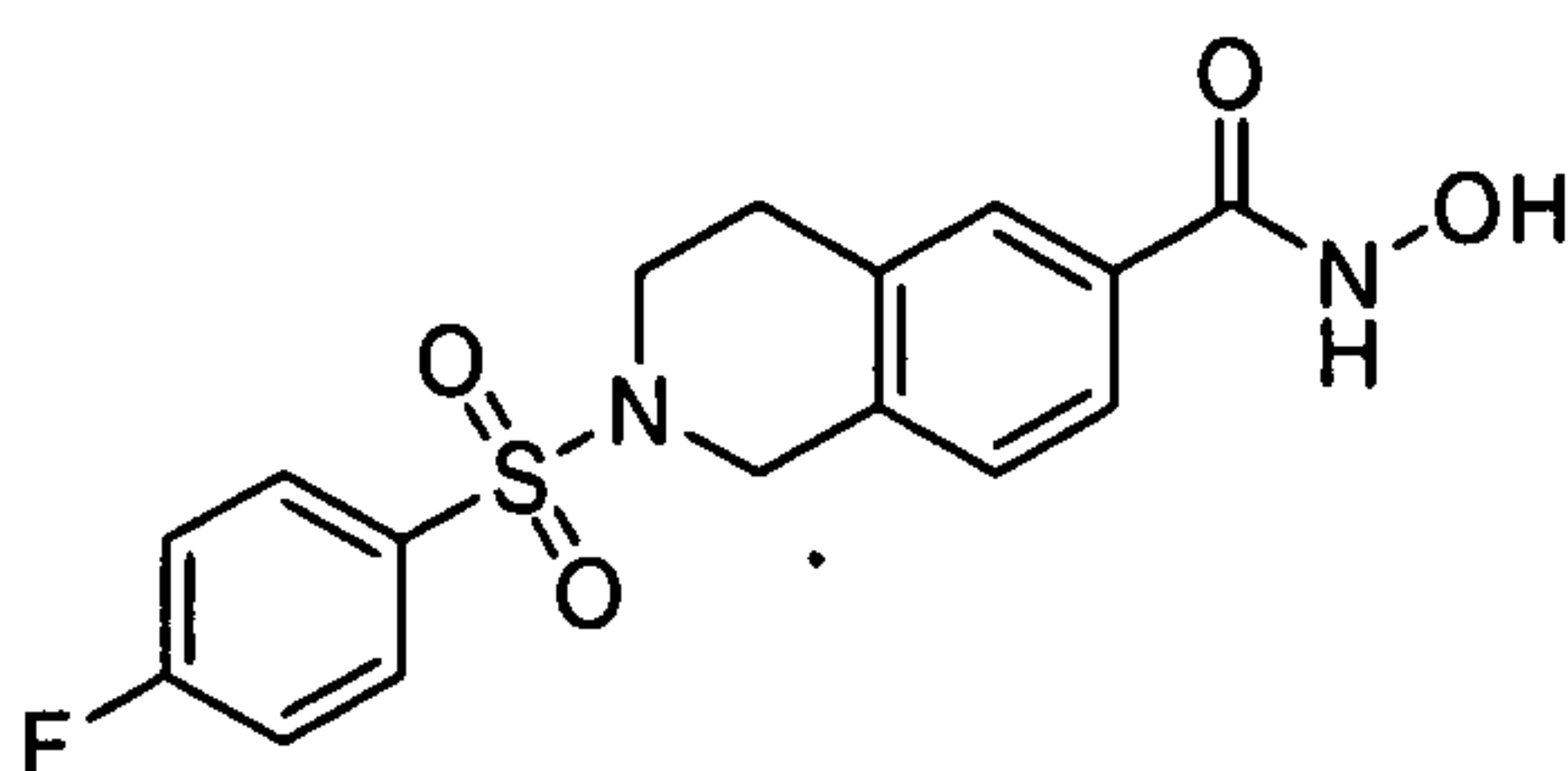
[00269] The title compound was prepared in a fashion analogous to that described in Example 38 using the appropriate sulfonyl chloride. Yield: 5.3%; LCMS: (FA) ES+ 427.

Example 49: Synthesis of *N*-hydroxy-2-[(4-methoxyphenyl)sulfonyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 49)



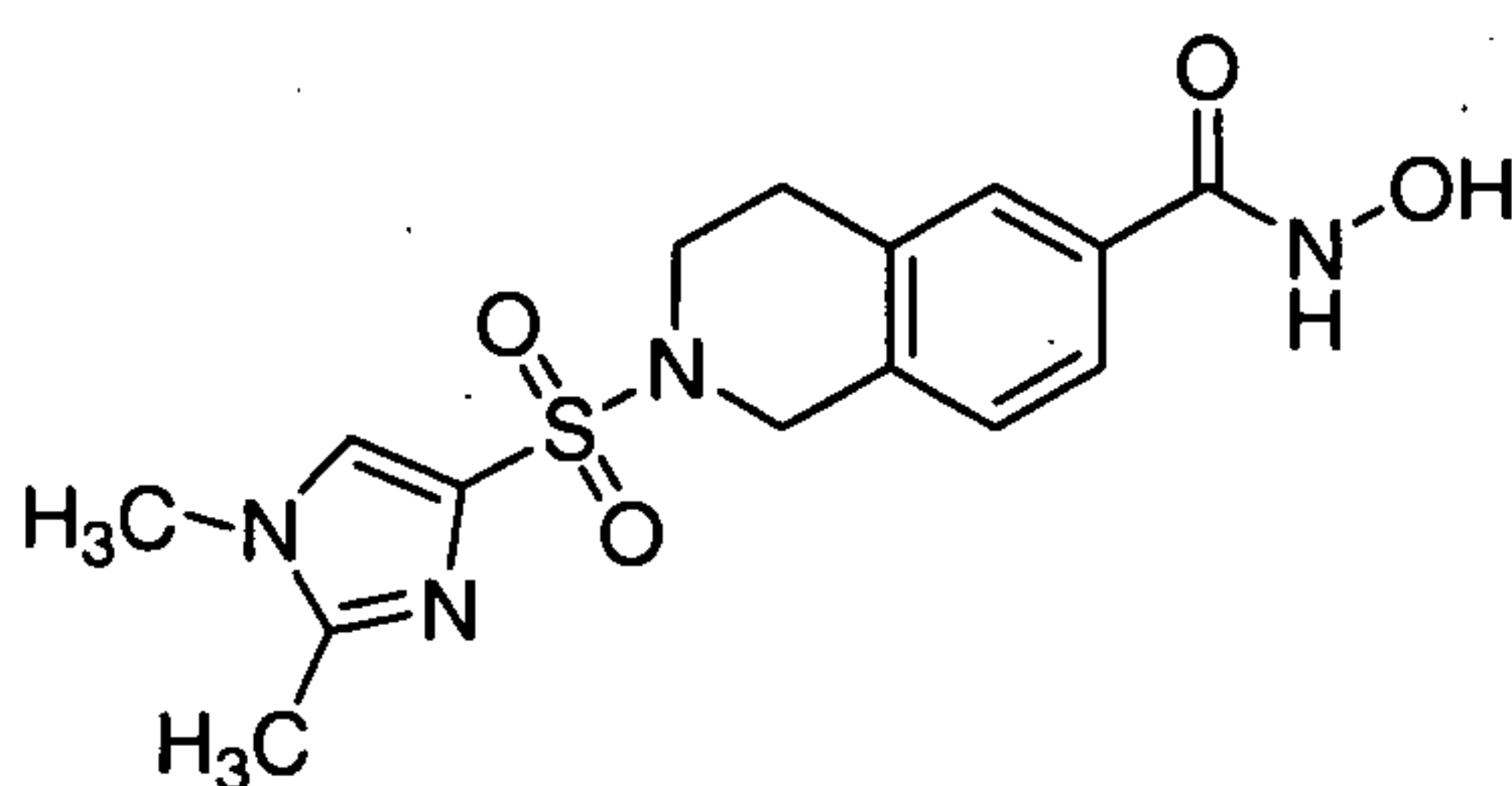
[00270] The title compound was prepared in a fashion analogous to that described in Example 38 using the appropriate sulfonyl chloride. Yield: 2.0%; LCMS: (FA) ES+ 363.

Example 50: Synthesis of 2-[(4-fluorophenyl)sulfonyl]-*N*-hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 50)



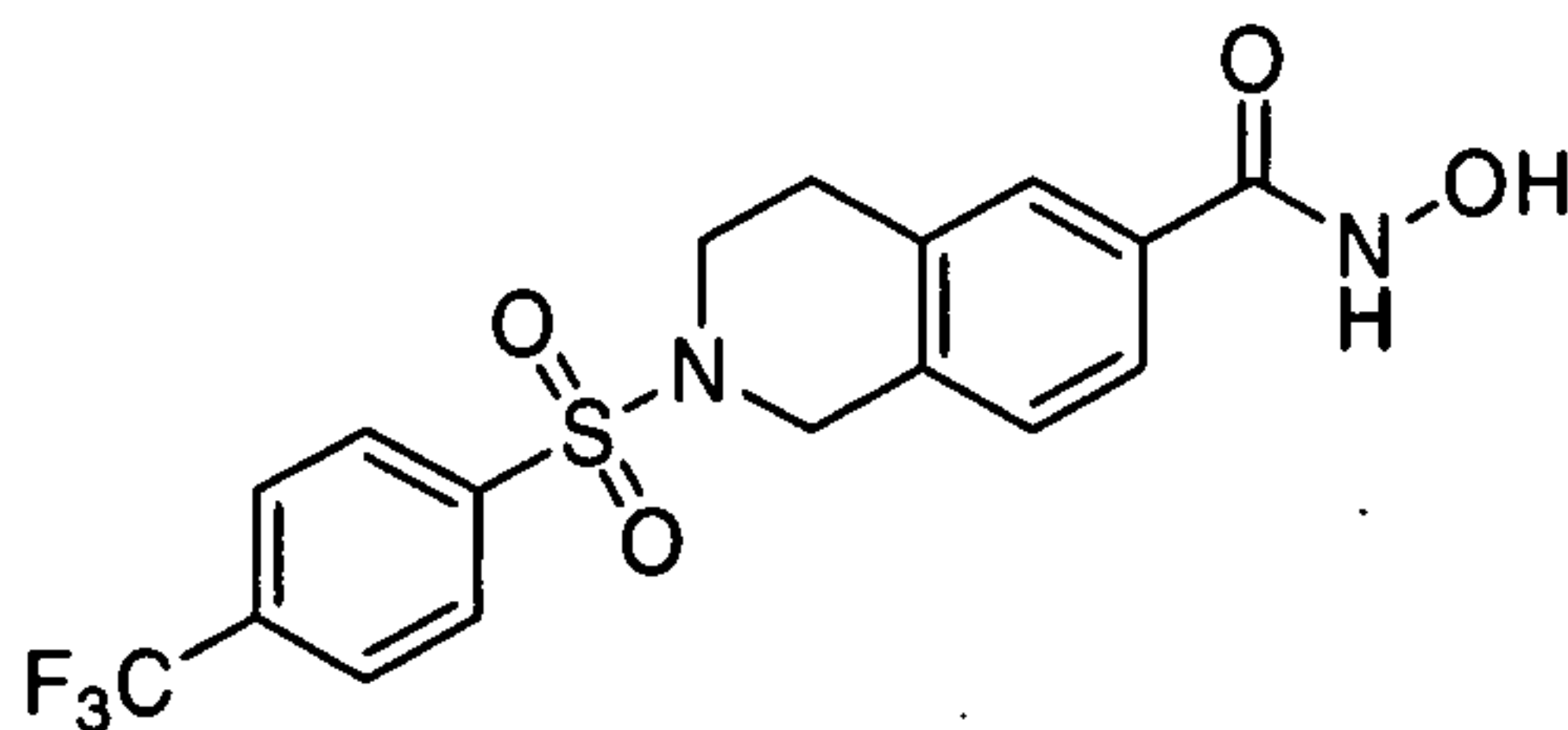
[00271] The title compound was prepared in a fashion analogous to that described in Example 38 using the appropriate sulfonyl chloride. Yield: 4.2%; LCMS: (FA) ES+ 351.

Example 51: Synthesis of 2-[(1,2-dimethyl-1*H*-imidazol-4-yl)sulfonyl]-*N*-hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 51)



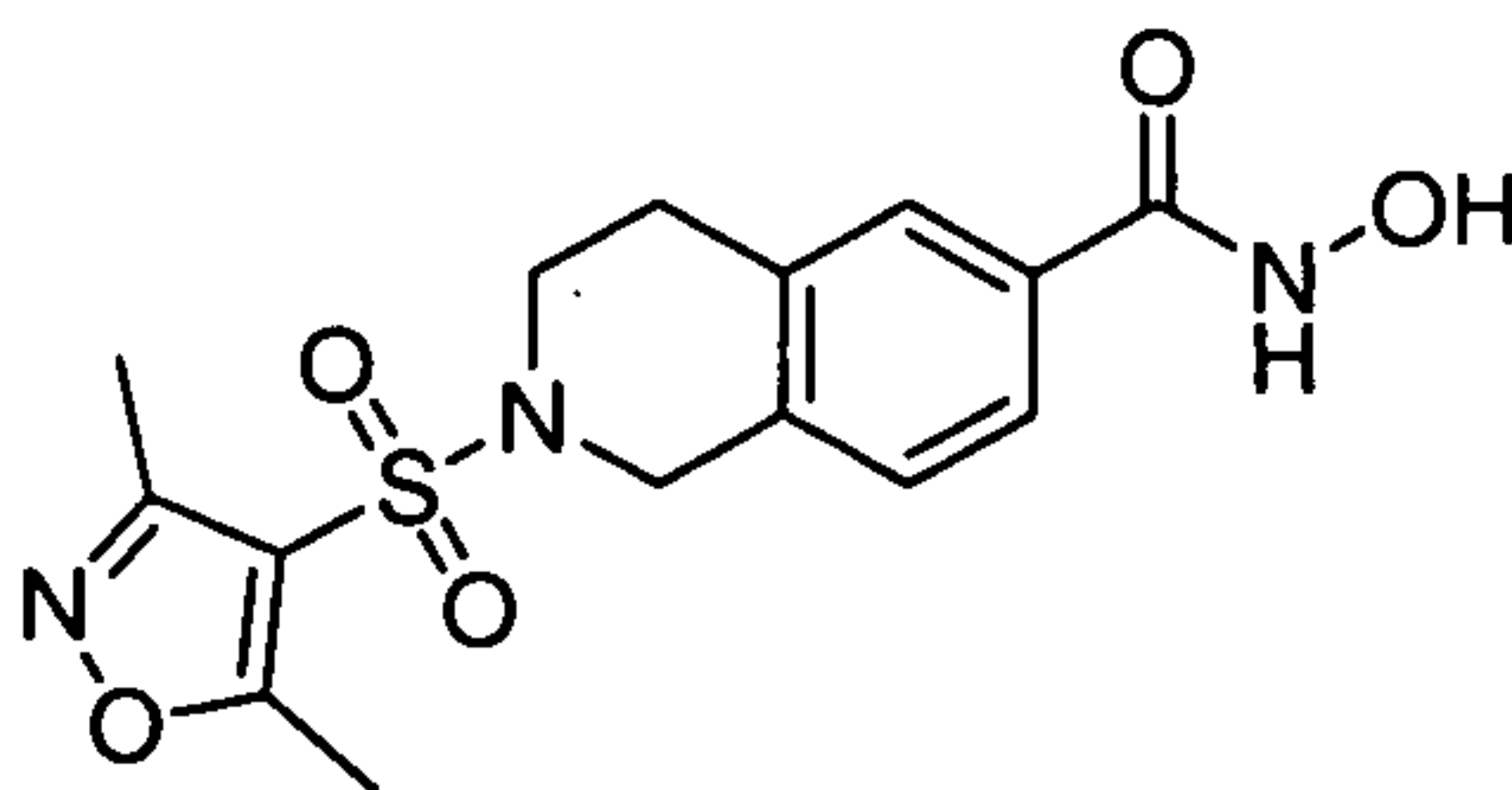
[00272] The title compound was prepared in a fashion analogous to that described in Example 38 using the appropriate sulfonyl chloride. Yield: 1.9%; LCMS: (FA) ES+ 351.

Example 52: Synthesis of *N*-hydroxy-2-[4-(trifluoromethyl)phenyl]sulfonyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 52)



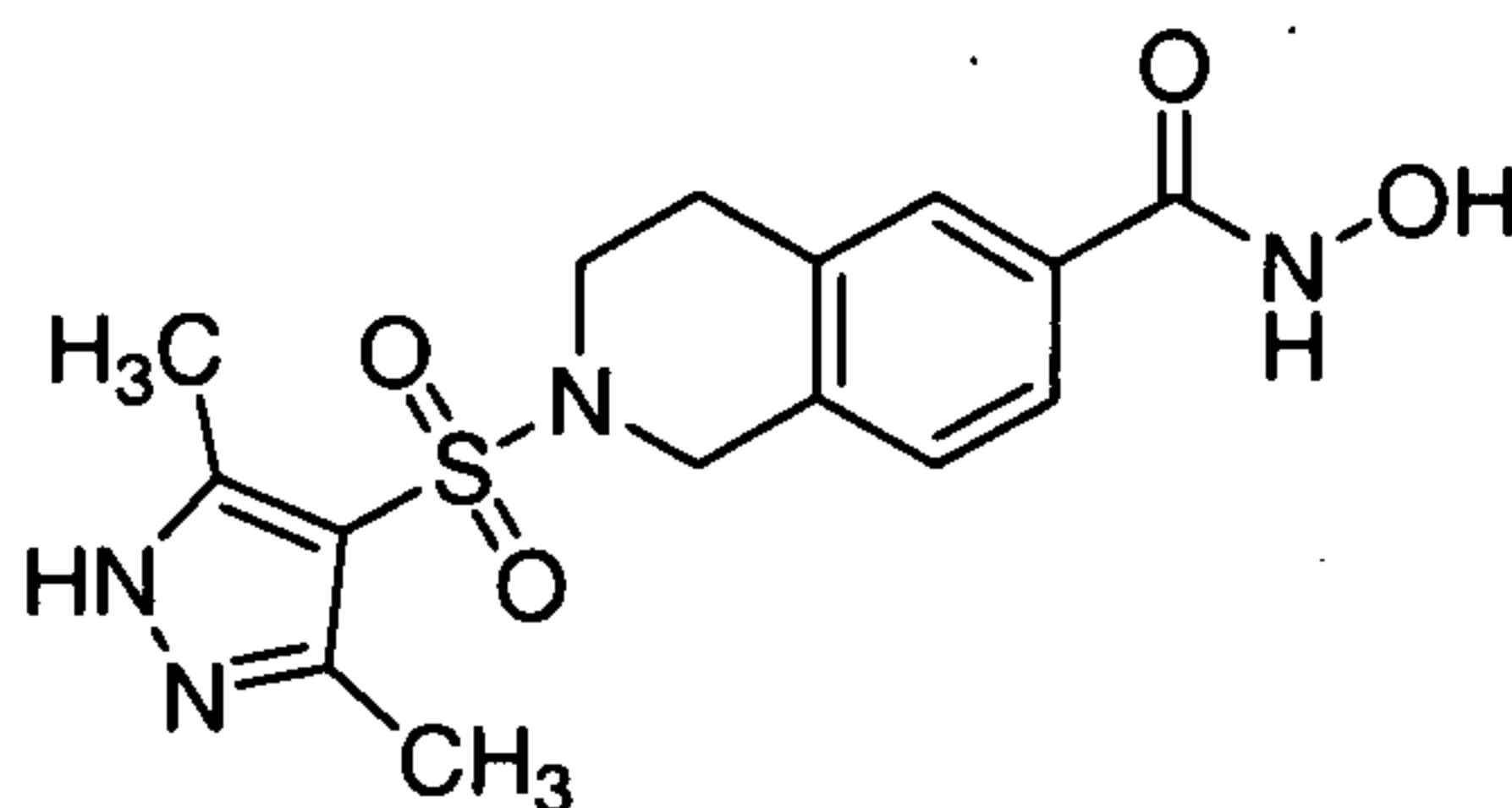
[00273] The title compound was prepared in a fashion analogous to that described in Example 38 using the appropriate sulfonyl chloride. Yield: 3.3%; LCMS: (FA) ES+ 401.

Example 53: Synthesis of 2-[(3,5-dimethylisoxazol-4-yl)sulfonyl]-*N*-hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 53)



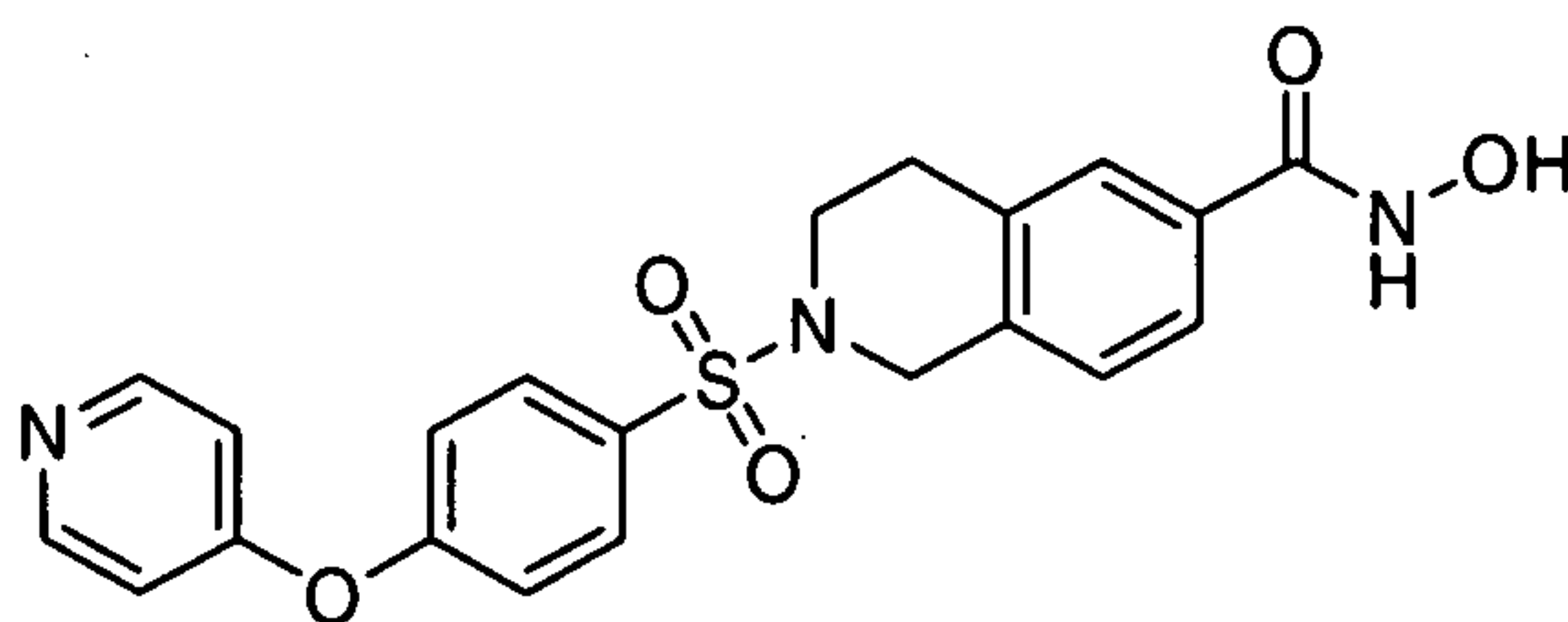
[00274] The title compound was prepared in a fashion analogous to that described in Example 38 using the appropriate sulfonyl chloride. Yield: 7.8%; LCMS: (FA) ES+ 352.

Example 54: Synthesis of 2-[(3,5-dimethyl-1H-pyrazol-4-yl)sulfonyl]-N-hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 54)



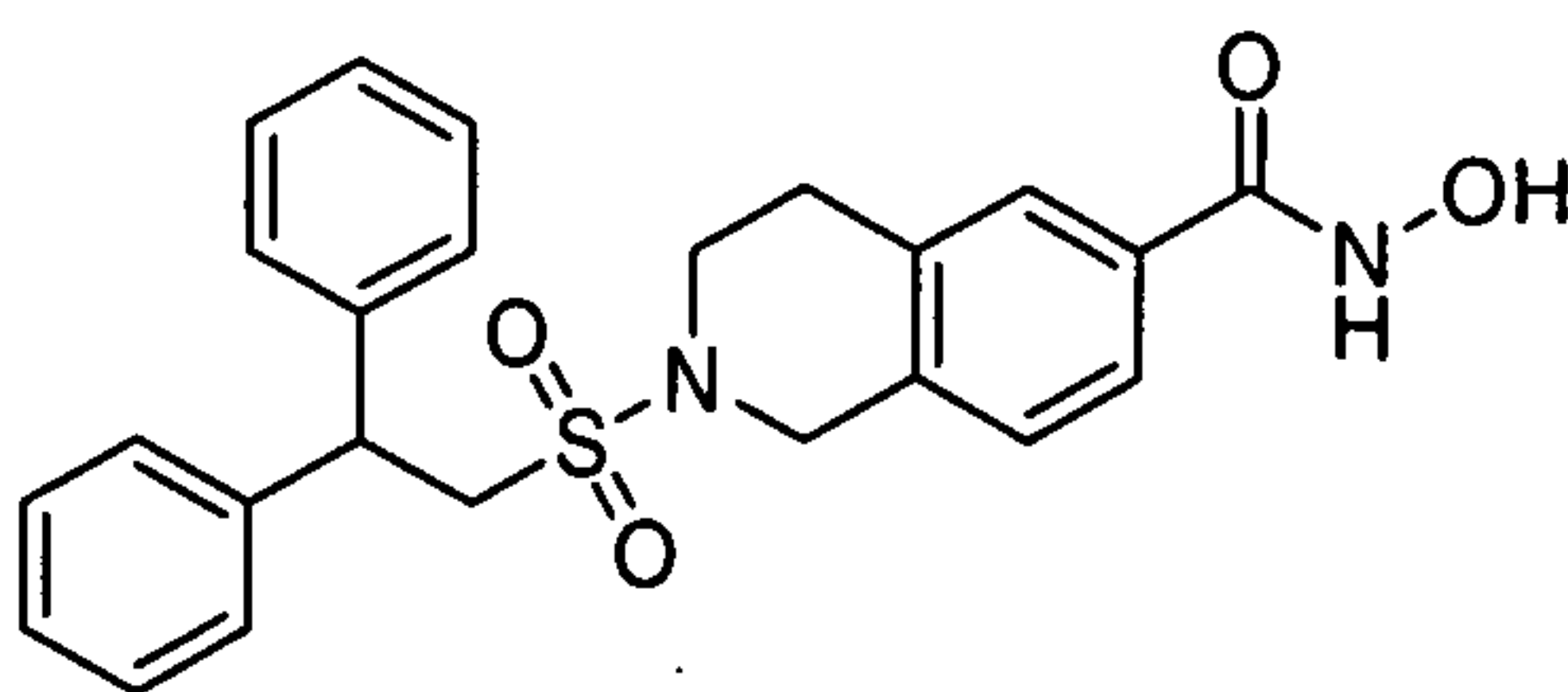
[00275] The title compound was prepared in a fashion analogous to that described in Example 38 using the appropriate sulfonyl chloride. Yield: 5.5%; LCMS: (FA) ES+ 351.

Example 55: Synthesis of N-hydroxy-2-[[4-(pyridin-4-yloxy)phenyl]sulfonyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 55)



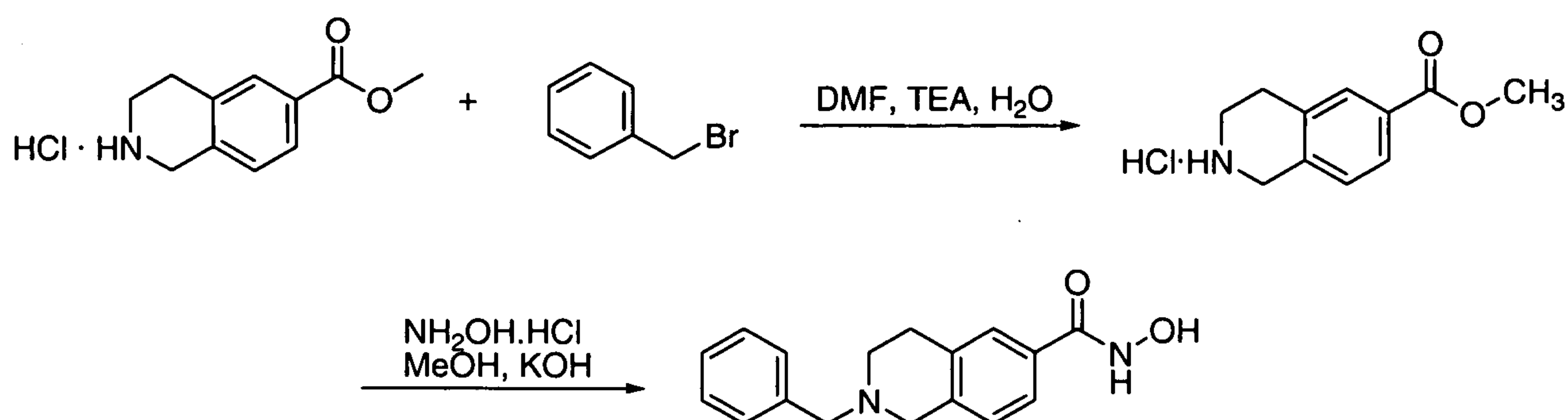
[00276] The title compound was prepared in a fashion analogous to that described in Example 38 using the appropriate sulfonyl chloride. Yield: 3.0%; LCMS: (FA) ES+ 426.

Example 56: Synthesis of 2-[(2,2-diphenylethyl)sulfonyl]-N-hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 56)



[00277] The title compound was prepared in a fashion analogous to that described in Example 38 using the appropriate sulfonyl chloride. Yield: 2.6%; LCMS: (FA) ES+ 438.

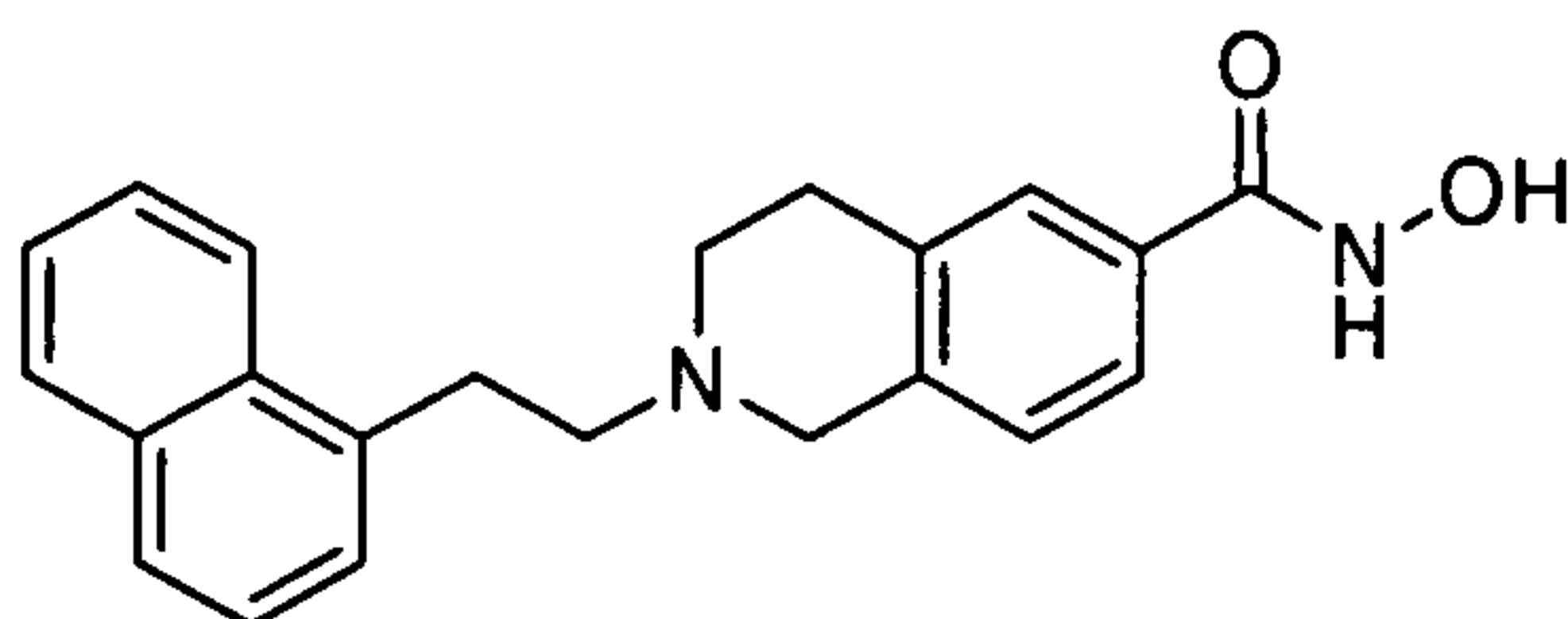
Example 57: Synthesis of 2-benzyl-N-hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 57)



[00278] Step 1: To a solution of 6-methoxycarbonyl-1,2,3,4-tetrahydroisoquinoline hydrochloride (34.2 mg, 0.15 mmol) and triethylamine (83.6 μ L, 0.6 mmol) in *N,N*-dimethylformamide (1 mL, 13 mmol) and water (25 μ L, 1.39 mmol) was added benzyl bromide (16 μ L, 0.135 mmol). The reaction was allowed to stir overnight at room temperature. The solvent was removed *in vacuo* and the residue obtained was partitioned between DCE (3 x 5 mL) and saturated aqueous sodium bicarbonate (5 mL). The organic layer was washed with brine, dried over magnesium sulfate, filtered and concentrated. LCMS confirmed formation of intermediate [(FA) ES+282].

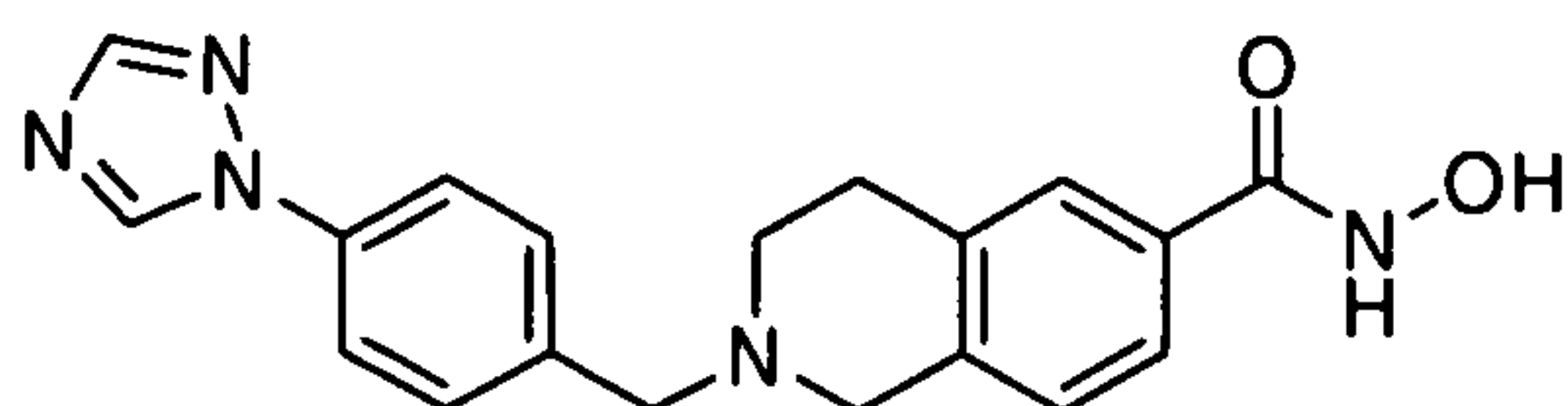
[00279] Step 2: To a solution of the intermediate obtained in Step 1 dissolved in methanol (1.5 mL, 36 mmol) was added hydroxylamine hydrochloride (40 mg, 0.5 mmol) and potassium hydroxide (70 mg, 1 mmol). The vessel was sonicated until all the solid went into solution. The reaction was left to stir for 2 hours at 80 °C. The reaction was allowed to cool to room temperature and concentrated. The material was dissolved in DMSO, residual solids were removed by filtration and purified *via* reverse phase prep HPLC to afford the title compound as a white solid (7.7 mg; yield: 19.8%). LC/MS: (FA) ES+ 347; ¹H NMR (400 MHz, *d*₆ DMSO) δ 7.515-7.066 (m, 8H), 3.65 (s, 2H), 3.56 (s, 2H), 2.84 (t, 2H, *J* = 11.368 Hz), 2.68 (t, 2H, *J* = 11.611 Hz).

Example 58: Synthesis of *N*-hydroxy-2-[2-(1-naphthyl)ethyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 58)



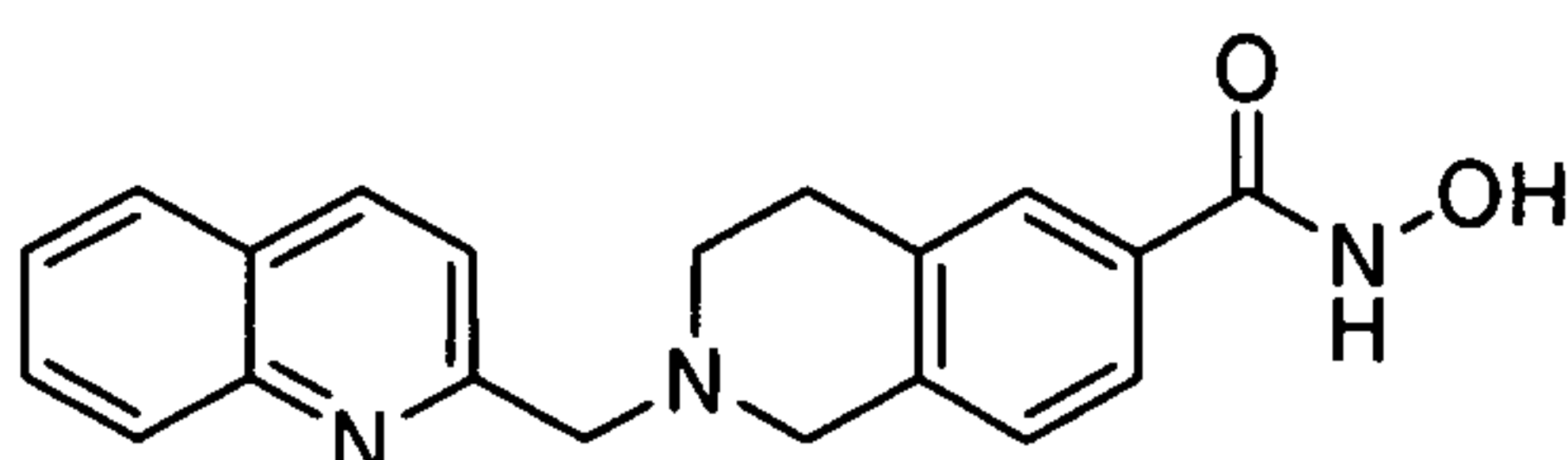
[00280] The title compound was prepared in a fashion analogous to that described in Example 57 using the appropriate alkyl halide. Yield: 3.6%; LCMS: (FA) ES+ 347.

Example 59: Synthesis of *N*-hydroxy-2-[4-(1*H*-1,2,4-triazol-1-yl)benzyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 59)



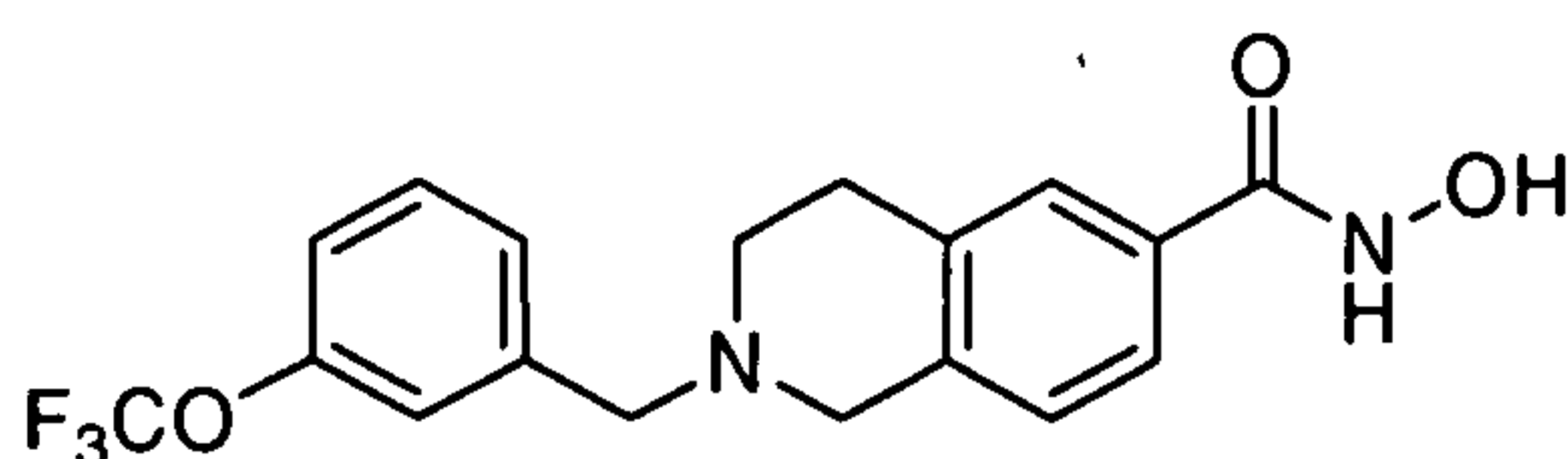
[00281] The title compound was prepared in a fashion analogous to that described in Example 57 using the appropriate alkyl halide. Yield: 19.8%; LCMS: (FA) ES+ 350; ^1H NMR (400 MHz, d_6 DMSO) δ : 2.72 (t, 2H, $J = 11.27$ Hz), 2.86 (t, 2H, $J = 12.025$ Hz), 3.60 (s, 2H), 3.73 (s, 2H), 7.877-7.085 (m, 7H), 8.16 (s, 1H), and 8.24 (s, 1H).

Example 60: Synthesis of *N*-hydroxy-2-(quinolin-2-ylmethyl)-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 60)



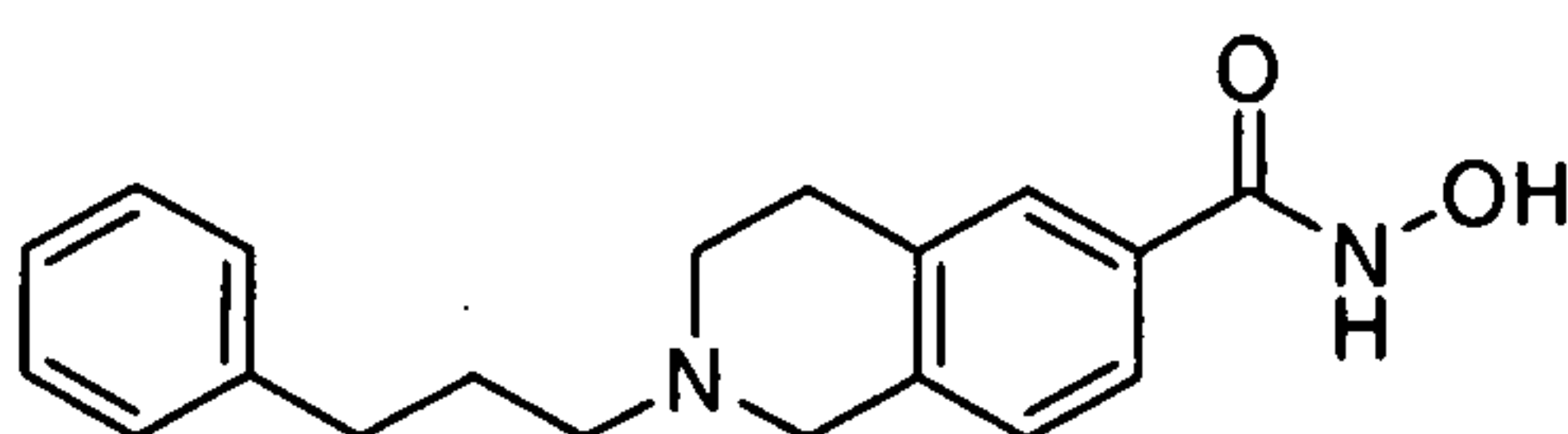
[00282] The title compound was prepared in a fashion analogous to that described in Example 57 using the appropriate alkyl halide. Yield: 10.8%; LCMS: (FA) ES+ 334; ^1H NMR (400 MHz, d_6 DMSO) δ : 2.80 (d, 2H, $J = 5.191$ Hz), 2.87 (d, 2H, $J = 5.372$ Hz), 3.67 (s, 2H), 3.96 (s, 2H), and 8.350-7.075 (m, 9H).

Example 61: Synthesis of *N*-hydroxy-2-[4-(trifluoromethoxy)benzyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 61)



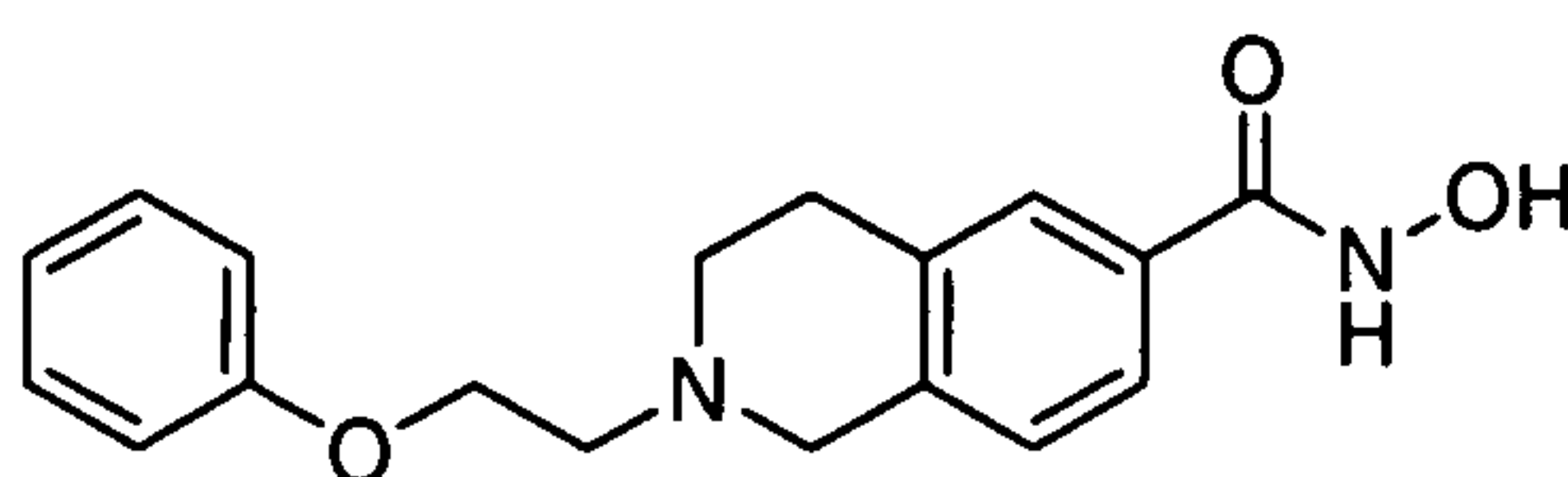
[00283] The title compound was prepared in a fashion analogous to that described in Example 57 using the appropriate alkyl halide. Yield: 4.3%; LCMS: (FA) ES+ 367.

Example 62: Synthesis of *N*-hydroxy-2-(3-phenylpropyl)-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 62)



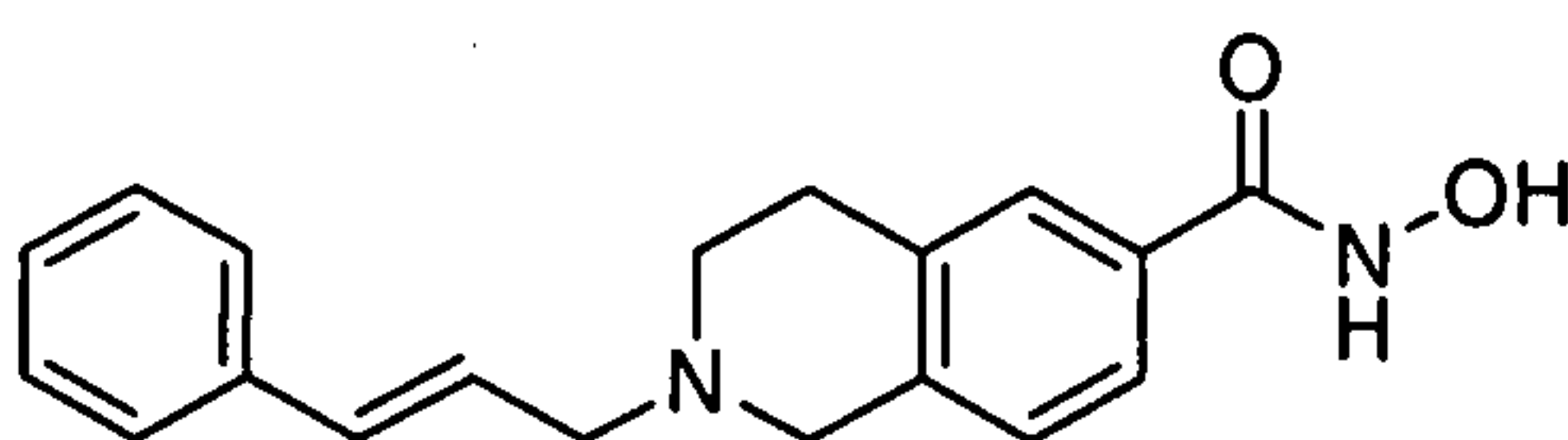
[00284] The title compound was prepared in a fashion analogous to that described in Example 57 using the appropriate alkyl halide. Yield: 1.3%; LCMS: (FA) ES+ 311.

Example 63: Synthesis of *N*-hydroxy-2-(2-phenoxyethyl)-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 63)



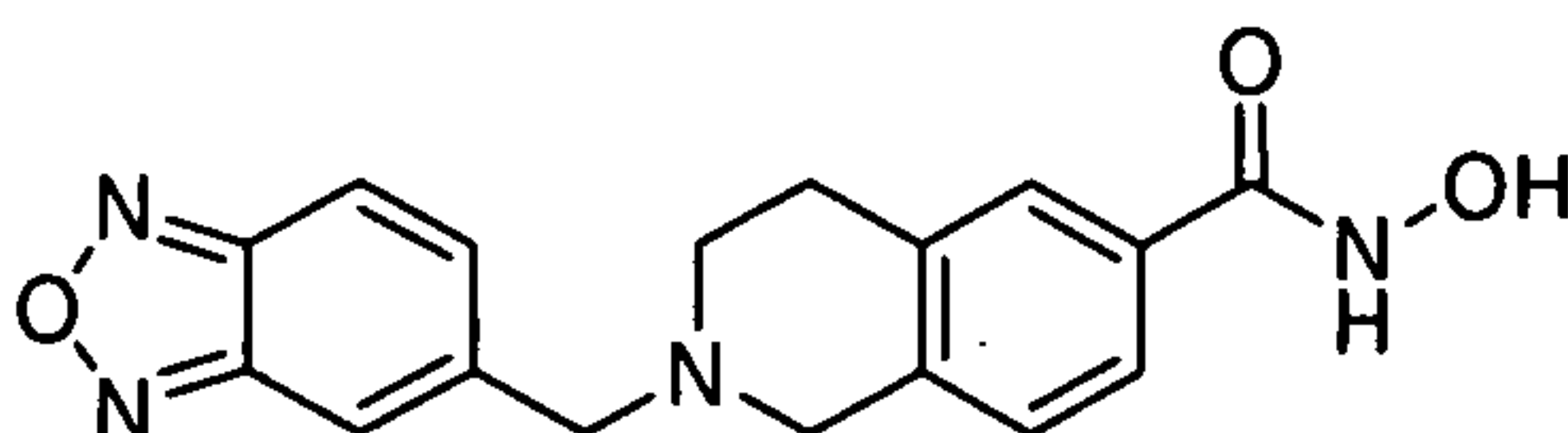
[00285] The title compound was prepared in a fashion analogous to that described in Example 57 using the appropriate alkyl halide. Yield: 2.6%; LCMS: (FA) ES+ 313.

Example 64: Synthesis of *N*-hydroxy-2-[(2*E*)-3-phenylprop-2-en-1-yl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 64)



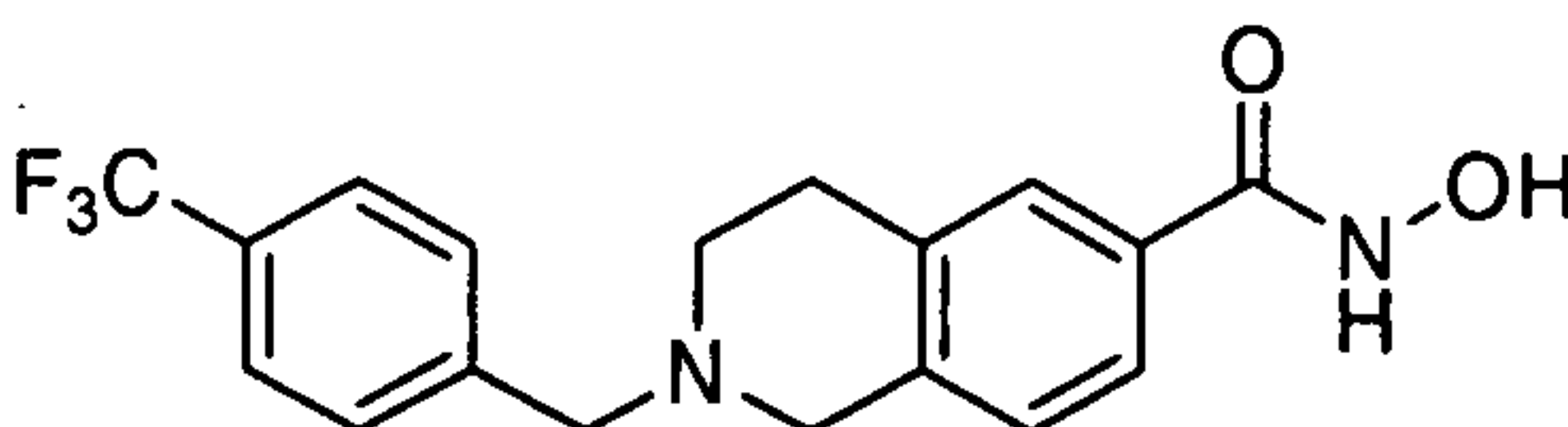
[00286] The title compound was prepared in a fashion analogous to that described in Example 57 using the appropriate alkyl halide. Yield: 4.7%; LCMS: (FA) ES+ 309.

Example 65: Synthesis of 2-(2,1,3-benzoxadiazol-5-ylmethyl)-*N*-hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 65)



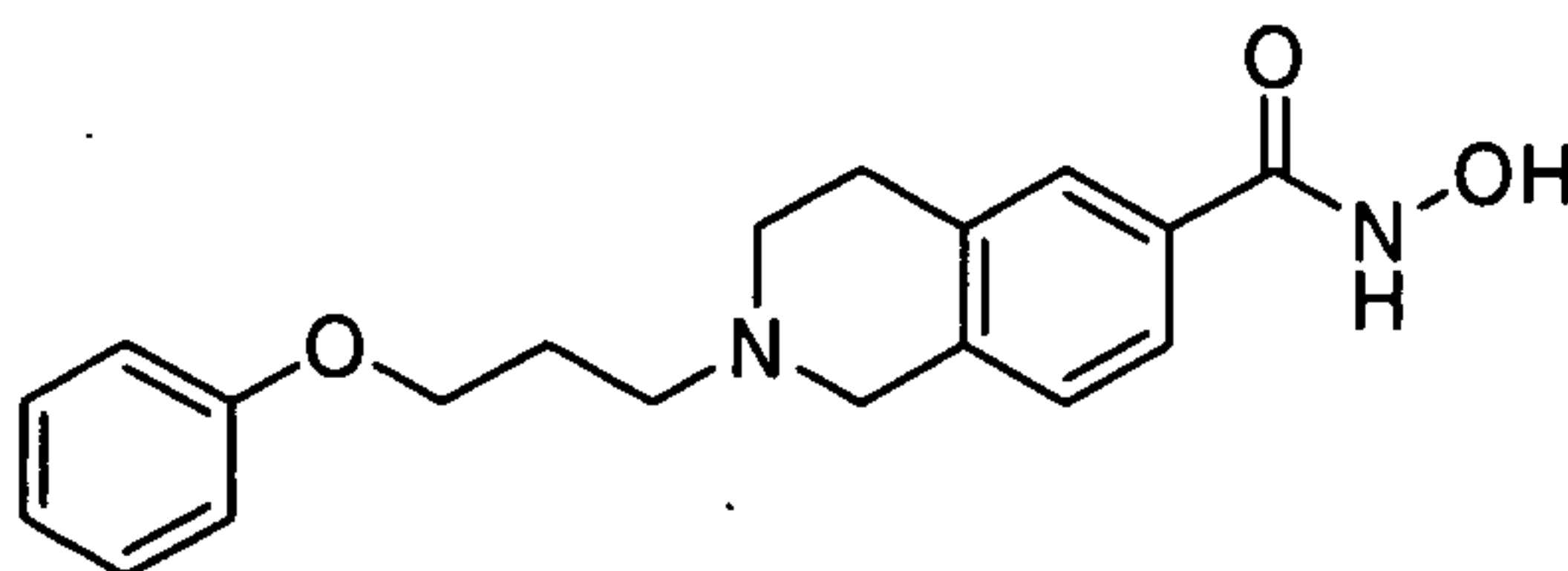
[00287] The title compound was prepared in a fashion analogous to that described in Example 57 using the appropriate alkyl halide. Yield: 3.4%; LCMS: (FA) ES+ 325.

Example 66: Synthesis of *N*-hydroxy-2-[4-(trifluoromethyl)benzyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 66)



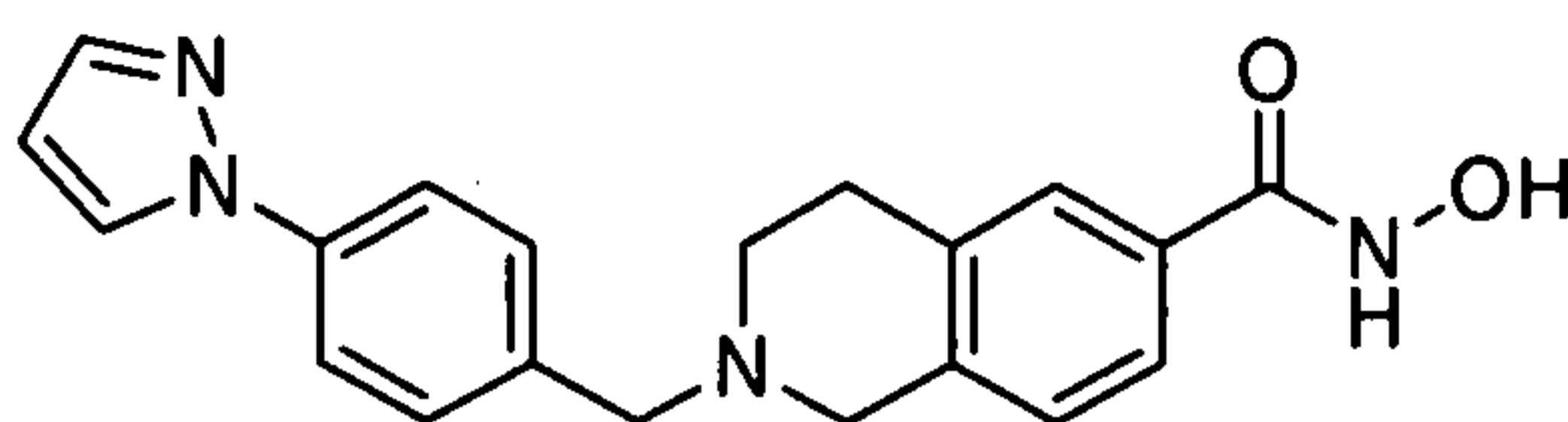
[00288] The title compound was prepared in a fashion analogous to that described in Example 57 using the appropriate alkyl halide. Yield: 10.1 %; LCMS: (FA) ES+ 351.

Example 67: Synthesis of *N*-hydroxy-2-(3-phenoxypropyl)-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 67)



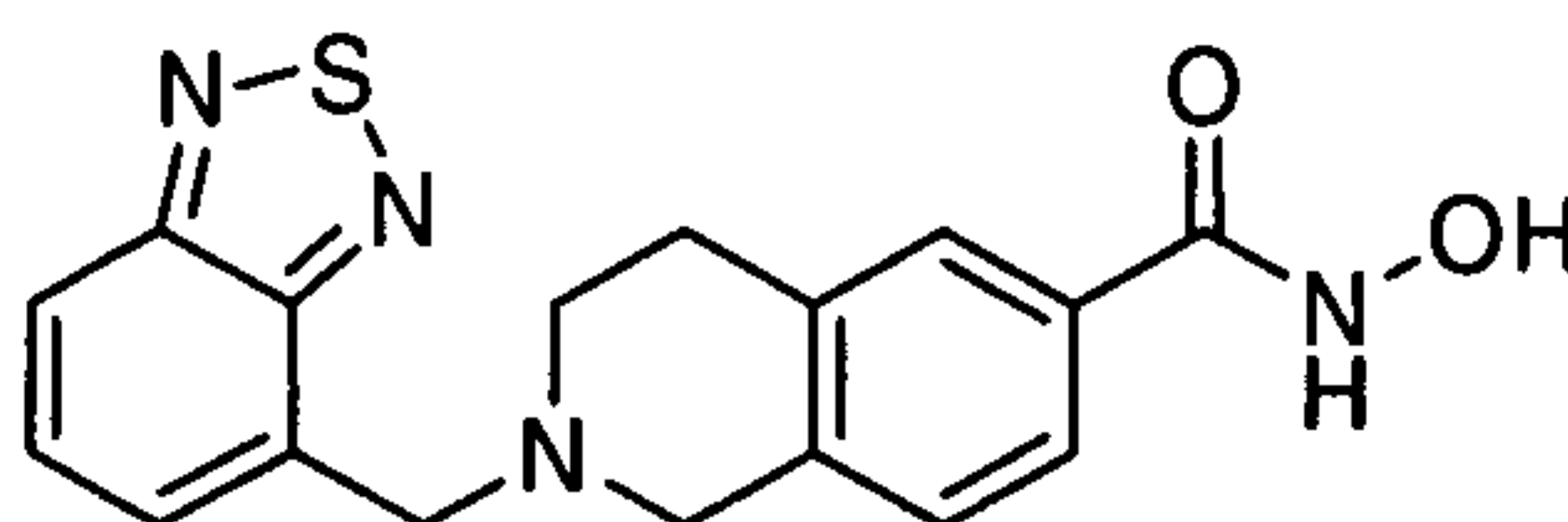
[00289] The title compound was prepared in a fashion analogous to that described in Example 57 using the appropriate alkyl halide. Yield: 2.2%; LCMS: (FA) ES+ 327.

Example 68: Synthesis of *N*-hydroxy-2-[4-(1*H*-pyrazol-1-yl)benzyl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 68)



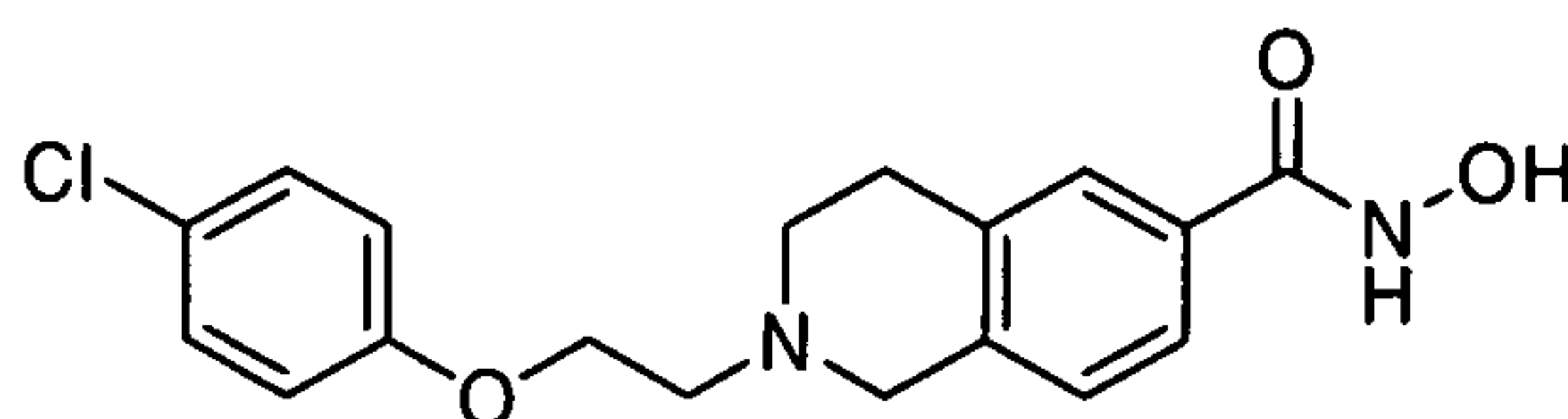
[00290] The title compound was prepared in a fashion analogous to that described in Example 57 using the appropriate alkyl halide. Yield: 4.2%; LCMS: (FA) ES+ 349.

Example 69: Synthesis of 2-(2,1,3-benzothiadiazol-4-ylmethyl)-*N*-hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 69)



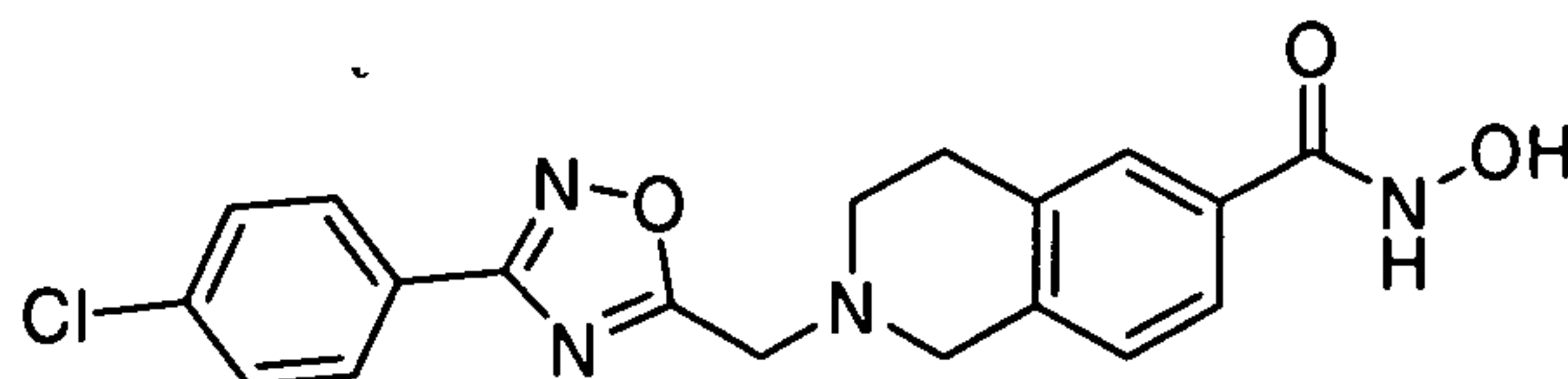
[00291] The title compound was prepared in a fashion analogous to that described in Example 57 using the appropriate alkyl halide. Yield: 8.5%; LCMS: (FA) ES+ 341.

Example 70: Synthesis of 2-[2-(4-chlorophenoxy)ethyl]-*N*-hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 111)



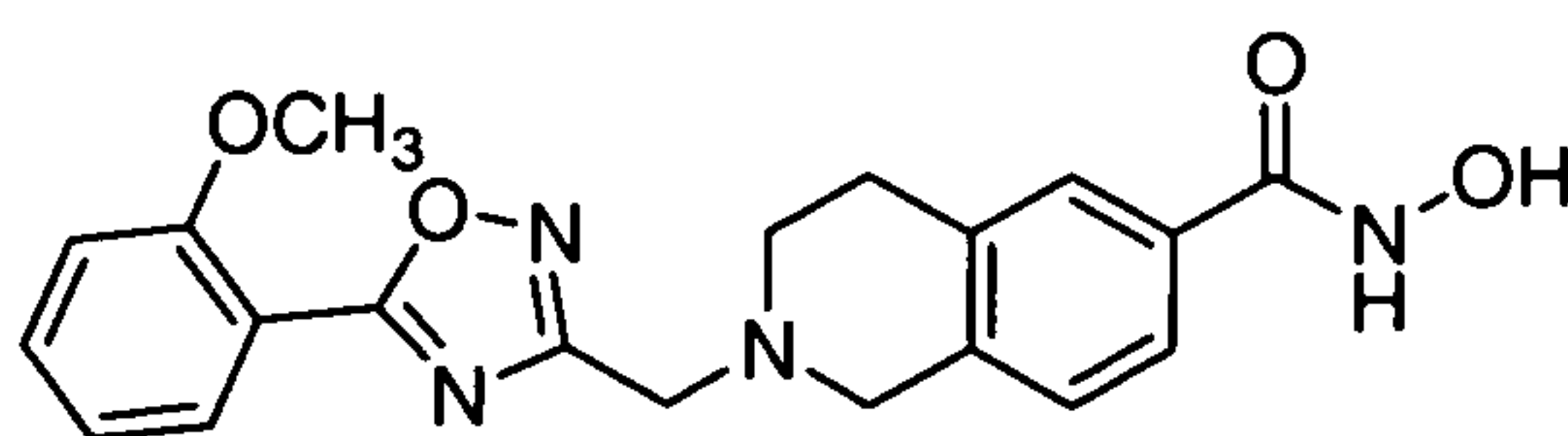
[00292] The title compound was prepared in a fashion analogous to that described in Example 57 using the appropriate alkyl halide. Yield: 11.8%; LCMS: (FA) ES+ 348.

Example 71: Synthesis of 2-{[3-(4-chlorophenyl)-1,2,4-oxadiazol-5-yl]methyl}-*N*-hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 71)



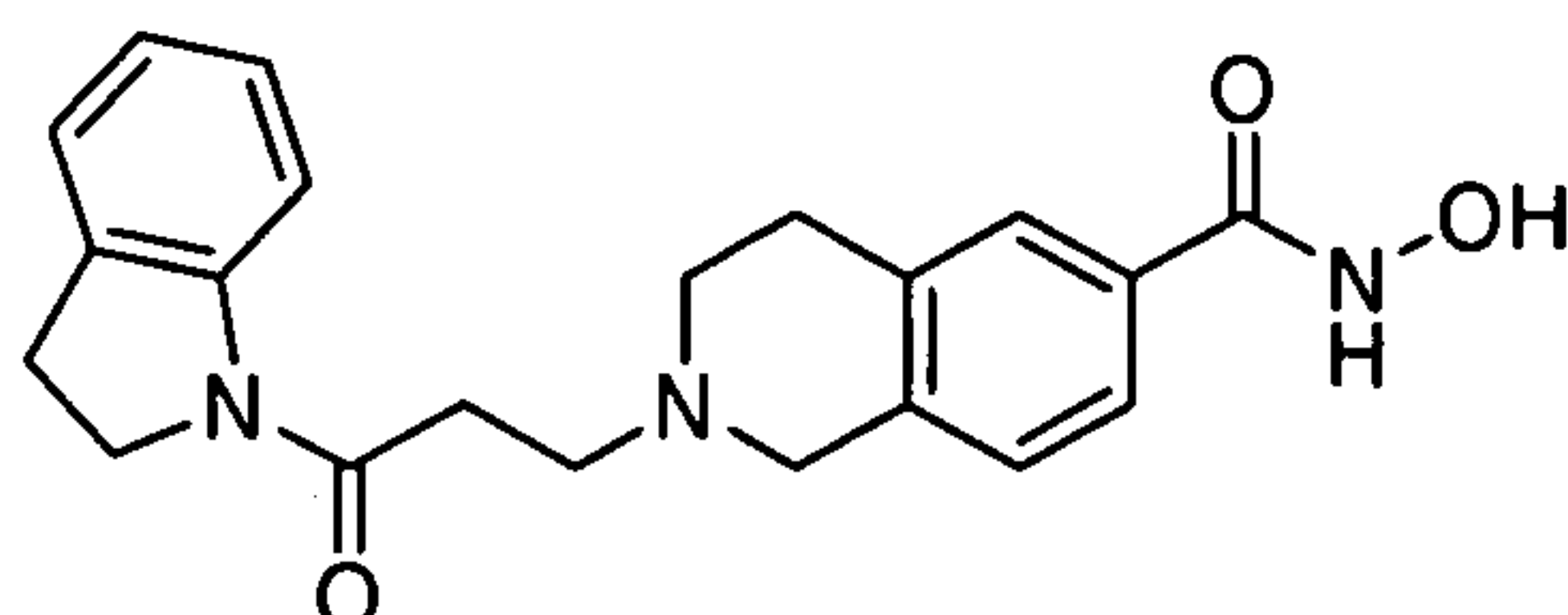
[00293] The title compound was prepared in a fashion analogous to that described in Example 57 using the appropriate alkyl halide. Yield: 1.2%; LCMS: (FA) ES+ 385.

Example 72: Synthesis of *N*-hydroxy-2-{[5-(2-methoxyphenyl)-1,2,4-oxadiazol-3-yl]methyl}-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 72)



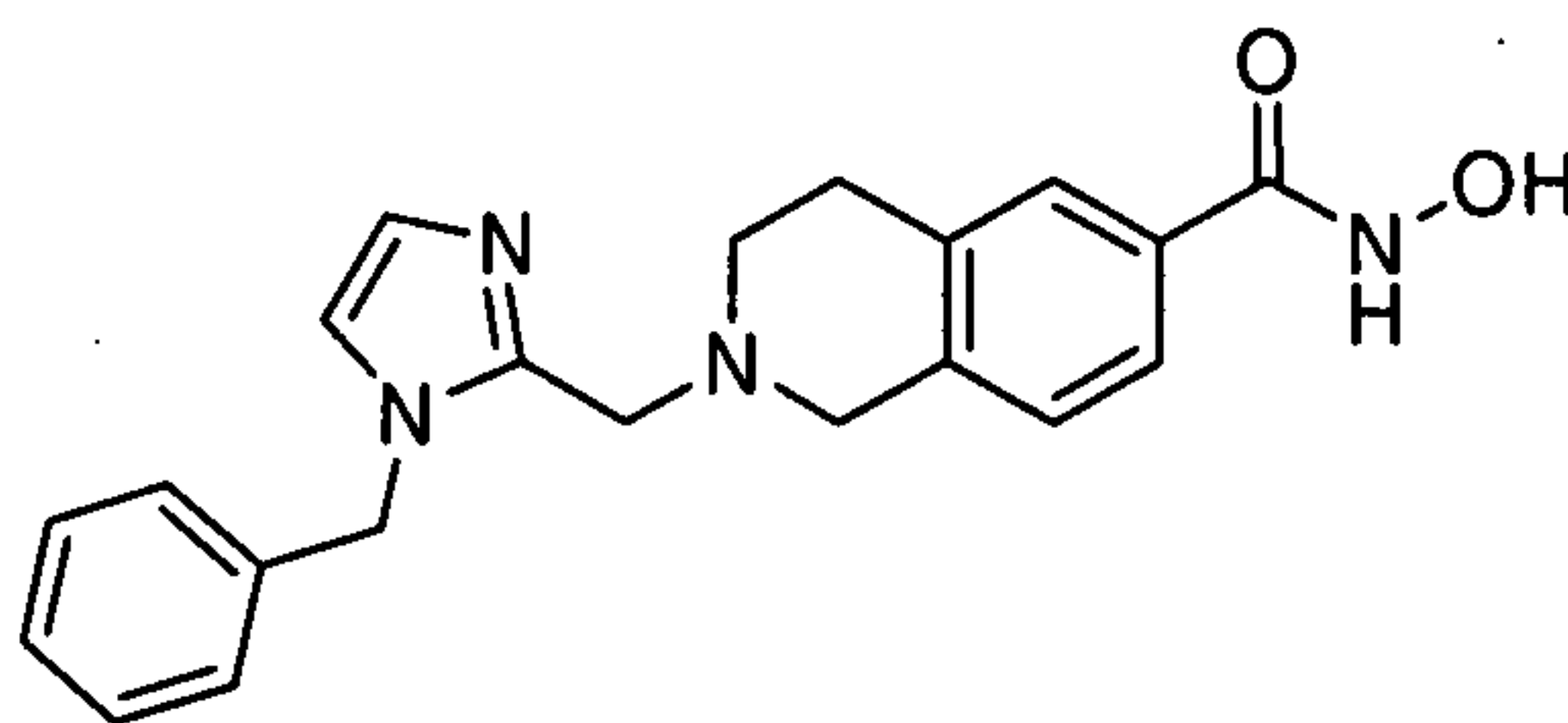
[00294] The title compound was prepared in a fashion analogous to that described in Example 57 using the appropriate alkyl halide. Yield: 1.8%; LCMS: (FA) ES+ 381.

Example 73: Synthesis of 2-[3-(2,3-dihydro-1H-indol-1-yl)-3-oxopropyl]-N-hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 73)



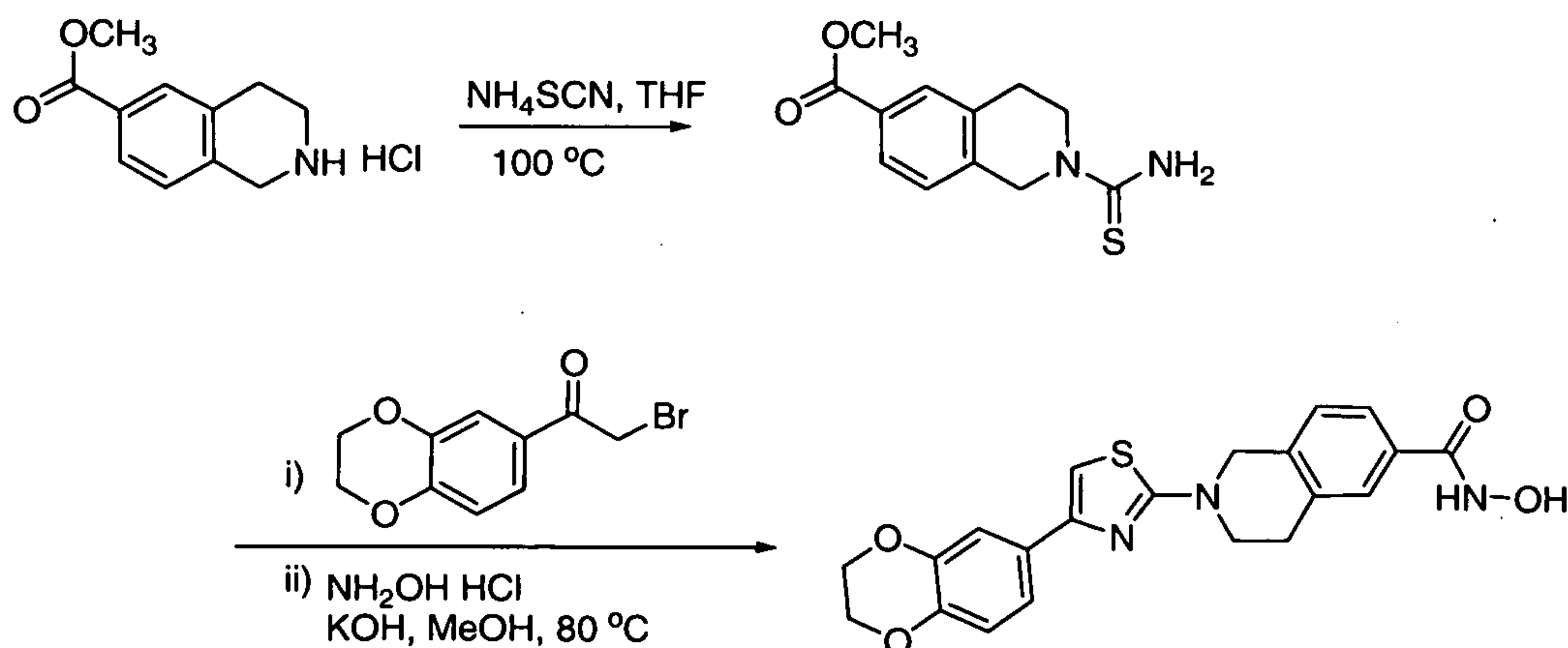
[00295] The title compound was prepared in a fashion analogous to that described in Example 57 using the appropriate alkyl halide. Yield: 2.4%; LCMS: (FA) ES+ 381.

Example 74: Synthesis of 2-[(1-benzyl-1H-imidazol-2-yl)methyl]-N-hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 74)



[00296] The title compound was prepared in a fashion analogous to that described in Example 57 using the appropriate alkyl halide. Yield: 1.1%; LCMS: (FA) ES+ 363.

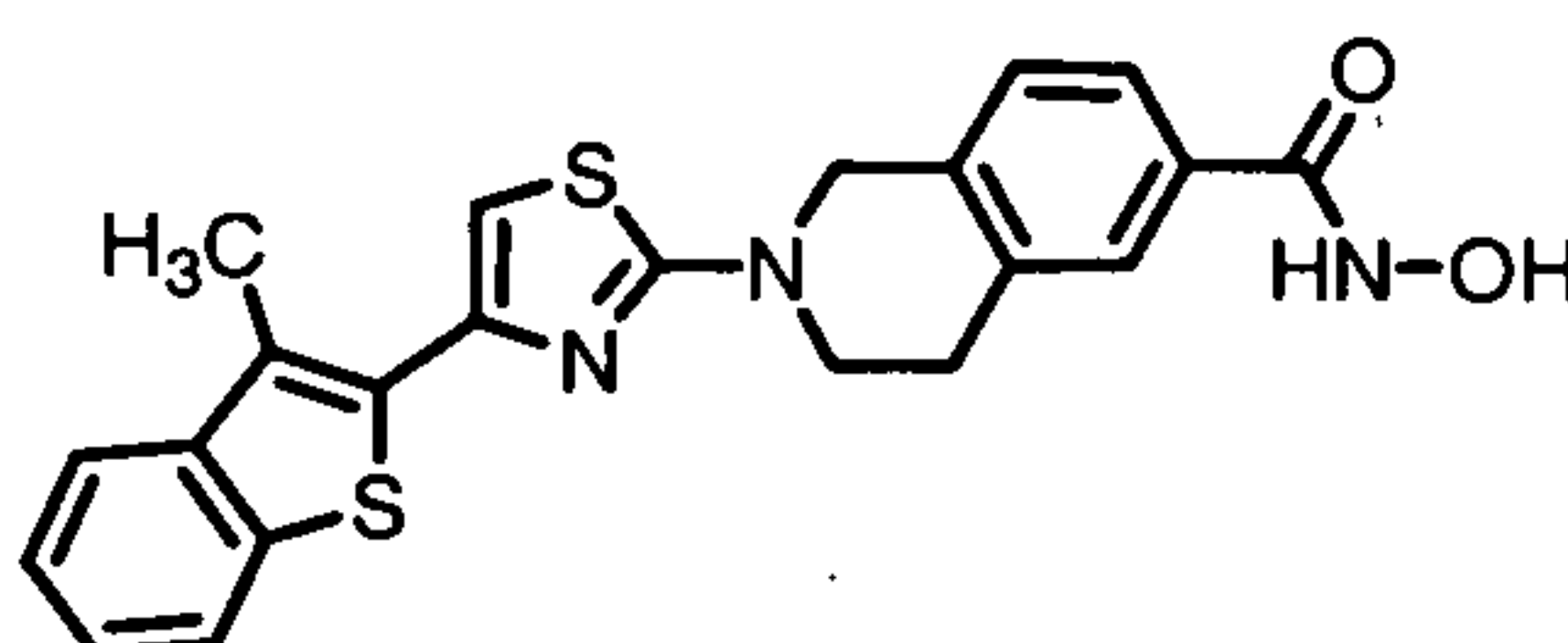
Example 75: Synthesis of 2-[4-(2,3-dihydro-1,4-benzodioxin-6-yl)-1,3-thiazol-2-yl]-N-hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 75)



[00297] Step 1: A mixture of ammonium thiocyanate (0.105 g, 1.384 mmol), 6-methoxycarbonyl-1,2,3,4-tetrahydroisoquinoline hydrochloride (0.3 g, 1.3176 mmol) and THF (2 mL) was heated in a CEM microwave reactor for 1 h at 100 °C. Upon cooling to room temperature, the reaction mixture was diluted with EtOAc, and washed with H₂O, 1 N HCl, saturated aqueous NaHCO₃ and brine respectively, dried over anhydrous MgSO₄, and concentrated under reduced pressure to afford methyl 2-(aminocarbonothioyl)-1,2,3,4-tetrahydroisoquinoline-6-carboxylate (0.33 g, 47%) as a white solid. LCMS: (FA) ES+ 251.

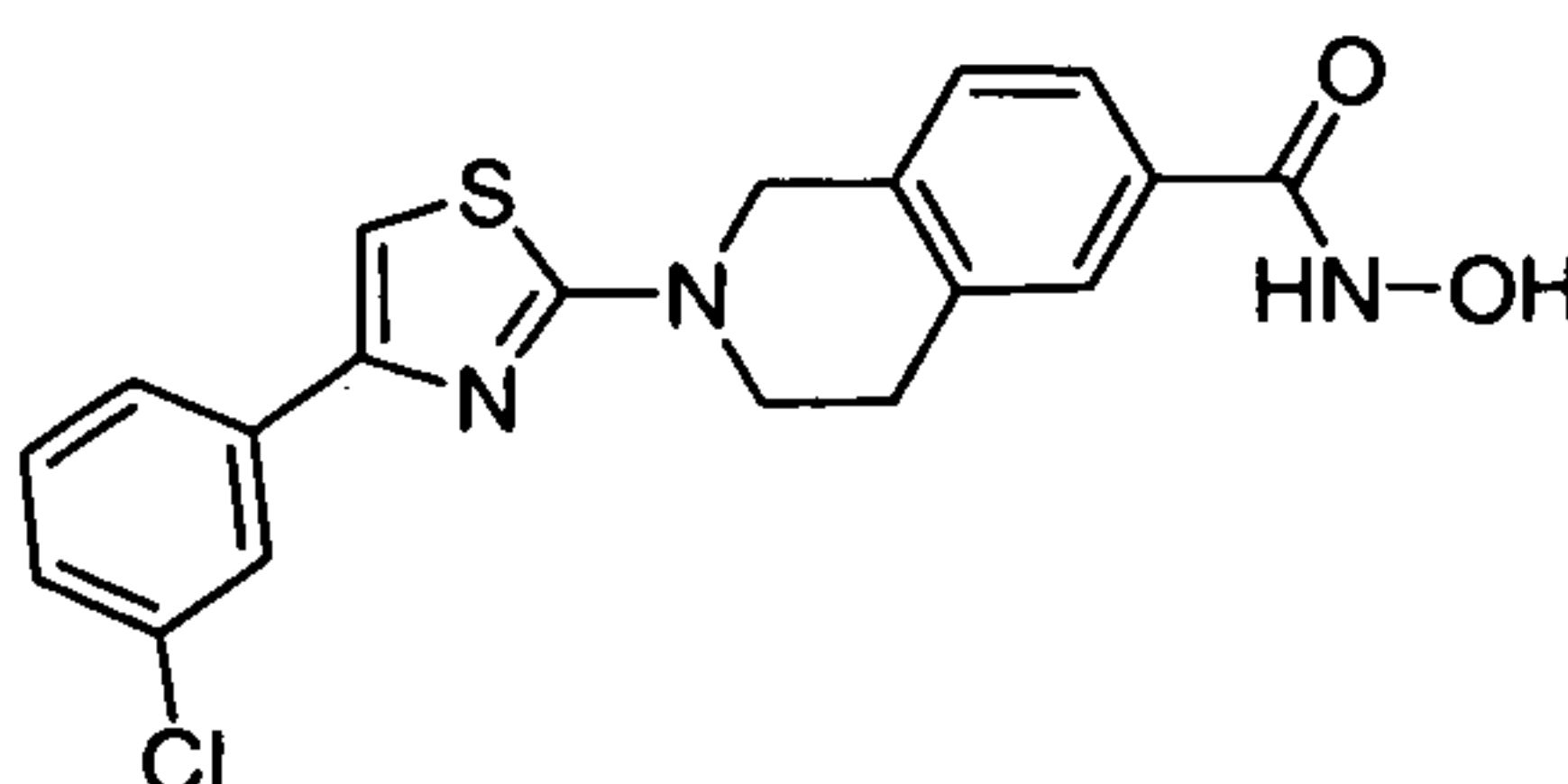
[00298] Step 2: A solution of 1,4-benzodioxan-6-ylbromomethylketone (0.051 g, 0.2 mmol), methyl 2-(aminocarbonothioyl)-1,2,3,4-tetrahydroisoquinoline-6-carboxylate (0.05 g, 0.2 mmol) in 1,4-dioxane (1 mL) heated at 40 °C for 2 h. Upon cooling to room temperature, the solvent was removed under reduced pressure to afford a solid residue. To the solid residue was added hydroxylamine hydrochloride (0.056 g, 0.8 mmol), potassium hydroxide (0.09 g, 1.6 mmol), and methanol (2 mL). The mixture was heated at 80 °C for 2 h. Upon cooling to room temperature, the solvent was then removed under reduced pressure, the residue dissolved in DMSO (1 mL) and purified on Gilson prep-HPLC [236 nm, rt = 7.54 min (12 min), 30-70% gradient MeCN-H₂O] to give 28.6 mg (35%) of the title compound as a white solid. LCMS: (FA) ES+ 410; ¹H NMR (MeOD, 400 MHz) δ 8.51 (s, 1 H), 7.60 (m, 2 H), 7.33 (m, 3 H), 6.82 (s, 2 H), 4.74 (m, 2 H), 4.25 (m, 4 H), 3.84 (m, 2 H), 3.08 (m, 2 H).

Example 76: Synthesis of *N*-hydroxy-2-[4-(3-methyl-1-benzothien-2-yl)-1,3-thiazol-2-yl]-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 76)



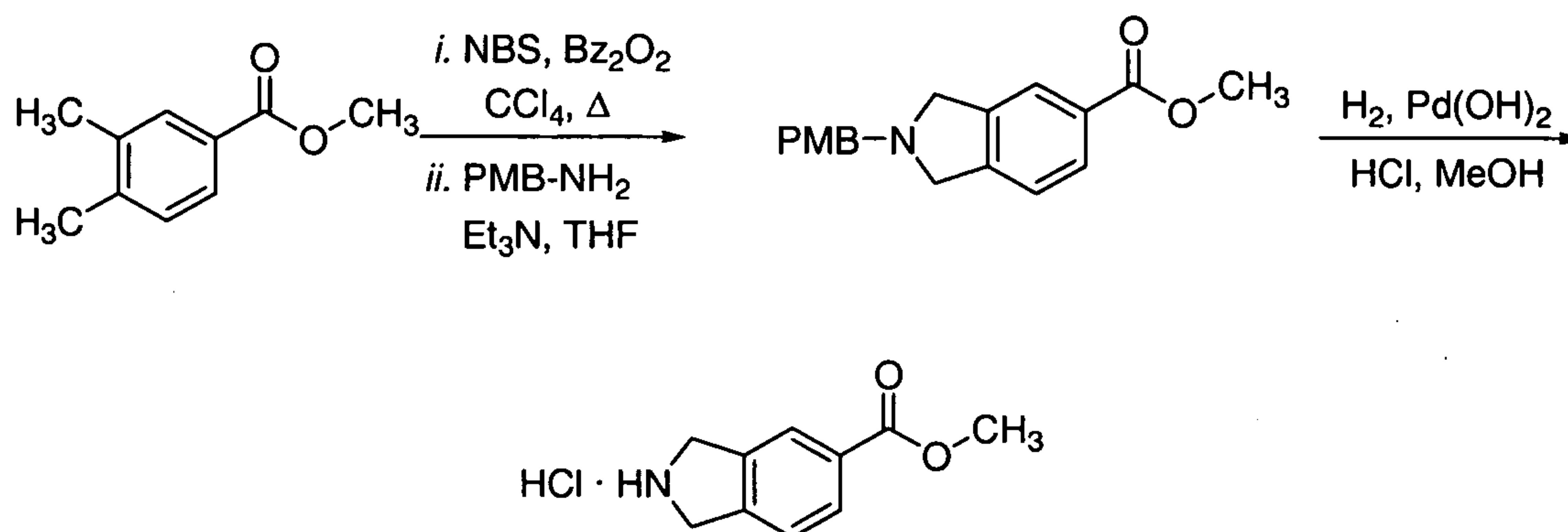
[00299] The title compound was prepared in a fashion analogous to that described in Example 75. Yield: 20.4%; Purified using Gilson prep-HPLC [240 nm, rt = 9.83 min (12min), 50-90% gradient MeCN-H₂O]; LCMS: (FA) ES+ 422; ¹H NMR (CD₃CN, 400 MHz) δ 7.89 (m, 1 H), 7.82 (m, 1 H), 7.64 (m, 1 H), 7.61 (m, 1 H), 7.45-7.37 (m, 3 H), 6.96 (s, 1 H), 4.79 (s, 2 H), 3.86 (t, *J* = 6.0 Hz, 2 H), 3.10 (t, *J* = 6.0 Hz, 2 H), 2.66 (s, 3 H).

Example 77: Synthesis of 2-[4-(3-chlorophenyl)-1,3-thiazol-2-yl]-*N*-hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 77)



[00300] The title compound was prepared in a fashion analogous to that described in Example 75. Yield: 44.0%; Purified with Gilson prep-HPLC [240 nm, rt = 8.64 (12min), 40-80% gradient MeCN-H₂O]; ¹H NMR (*d*₆-DMSO, 400 MHz) δ 9.4 (br, 1 H), 7.93 (m, 1H), 7.85 (d, *J* = 7.8 Hz, 1H), 7.62 (m, 1H), 7.59 (d, *J* = 7.8 Hz, 1H), 7.44-7.33 (m, 4H), 4.72 (s, 2H), 3.78 (t, *J* = 5.8 Hz, 2H), 3.00 (t, *J* = 5.8 Hz, 2H).

Example 78: Synthesis of methyl 2,3-dihydro-1H-isoindole-5-carboxylate hydrochloride



Step 1: Synthesis of methyl 2-(4-methoxybenzyl)isoindoline-5-carboxylate

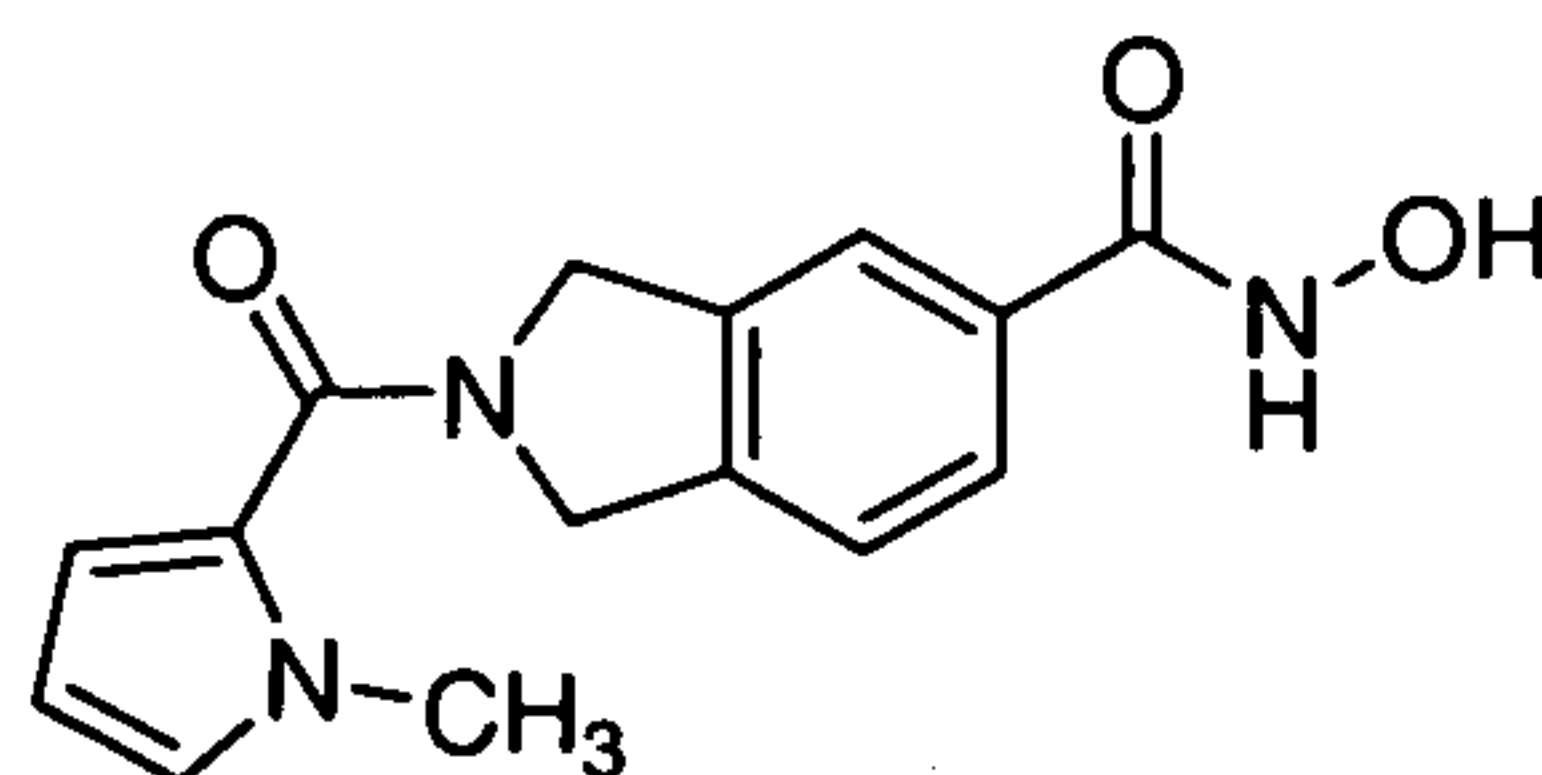
[00301] A mixture of methyl 3,4-dimethylbenzoate (1.334 g, 8.13 mmol), *N*-bromosuccinimide (3.173 g, 17.83 mmol) and benzoyl peroxide (0.143 g, 0.592 mmol) in carbon tetrachloride (5 mL) was heated at reflux for 1.5 hours. Upon cooling to room temperature, the solids present were removed by vacuum filtration and the resulting solution concentrated *in vacuo*. The residue obtained was re-dissolved in THF (30 mL). To the solution was added triethylamine (2.265 mL, 16.25 mmol) and a solution of 4-methoxy benzylamine (1.05 mL, 8.13 mmol) in THF (20 mL). The resulting reaction mixture was stirred overnight at room temperature. The precipitate was removed via filtration and the solution obtained was concentrated *in vacuo*. The residue obtained was purified *via* flash chromatography (15-30% EtOAc/hexane) to afford a light yellow oil (1.185g). LCMS: (FA) ES+ 298; ¹H NMR (CDCl₃, 400 MHz) δ 7.89 (dd, *J* = 7.8, 1.5 Hz, 1H), 7.84 (s, 1H), 8.74 (d, *J* = 8.7 Hz, 2H), 7.313 (d, *J* = 8.7 Hz, 2H), 7.22 (d, *J* = 7.2 Hz, 2H), 6.89 (d, *J* = 8.7 Hz, 2H), 3.93 (s, 4H), 3.89 (s, 3H), 3.85 (s, 2H), 3.82 (s, 3H).

Step 2: Synthesis of methyl 2,3-dihydro-1H-isoindole-5-carboxylate hydrochloride

[00302] To a mixture of methyl 2-(4-methoxybenzyl)isoindoline-5-carboxylate (0.82 g, 2.76 mmol) and 20% palladium hydroxide on carbon (0.194 g, 0.276 mmol) in methanol (25 mL) was added concentrated HCl (0.41 mL, 0.11 mmol). The mixture was degassed and stirred under a balloon atmosphere of H₂ for two days. Additional 20% palladium hydroxide on carbon (0.08 g, 0.11 mmol) was then added and the reaction was continued for an additional day. The insolubles were removed via filtration through Clite and the solution was concentrated. Further drying under vacuum afforded a white

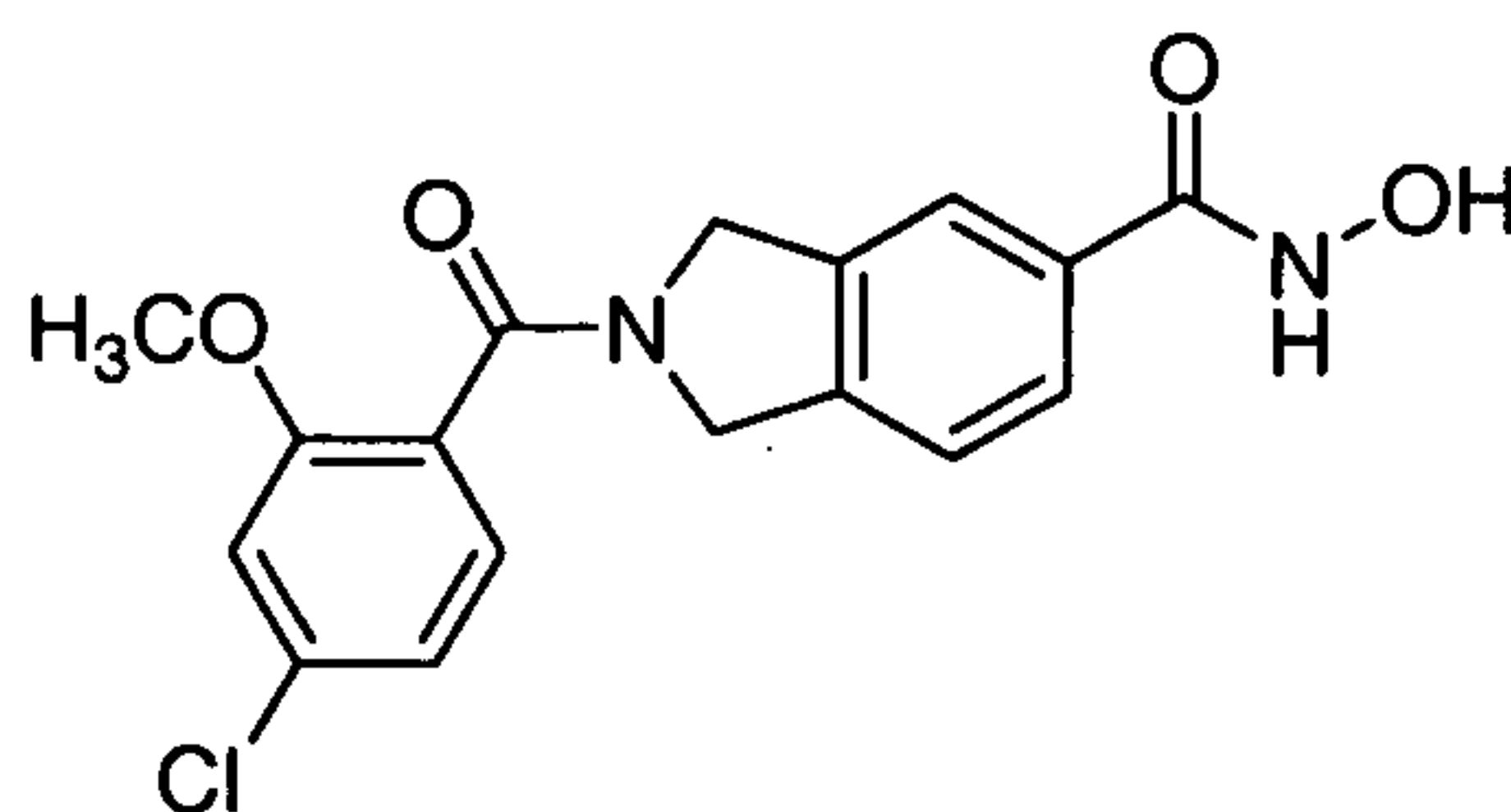
powder (0.527 g, 91%). LCMS: (FA) ES+ 179. ¹H NMR (*d*₆-DMSO, 400 MHz) δ 9.71 (br s, 2H), 8.01 (s, 1H), 7.96 (d, *J* = 8.0 Hz, 1H), 7.55 (d, *J* = 7.7 Hz, 2H), 4.56 (d, *J* = 6.0 Hz, 4H), 3.87 (s, 3H).

Example 79: Synthesis of *N*-hydroxy-2-[(1-methyl-1H-pyrrol-2-yl)carbonyl]isoindoline-5-carboxamide (Compound 78)



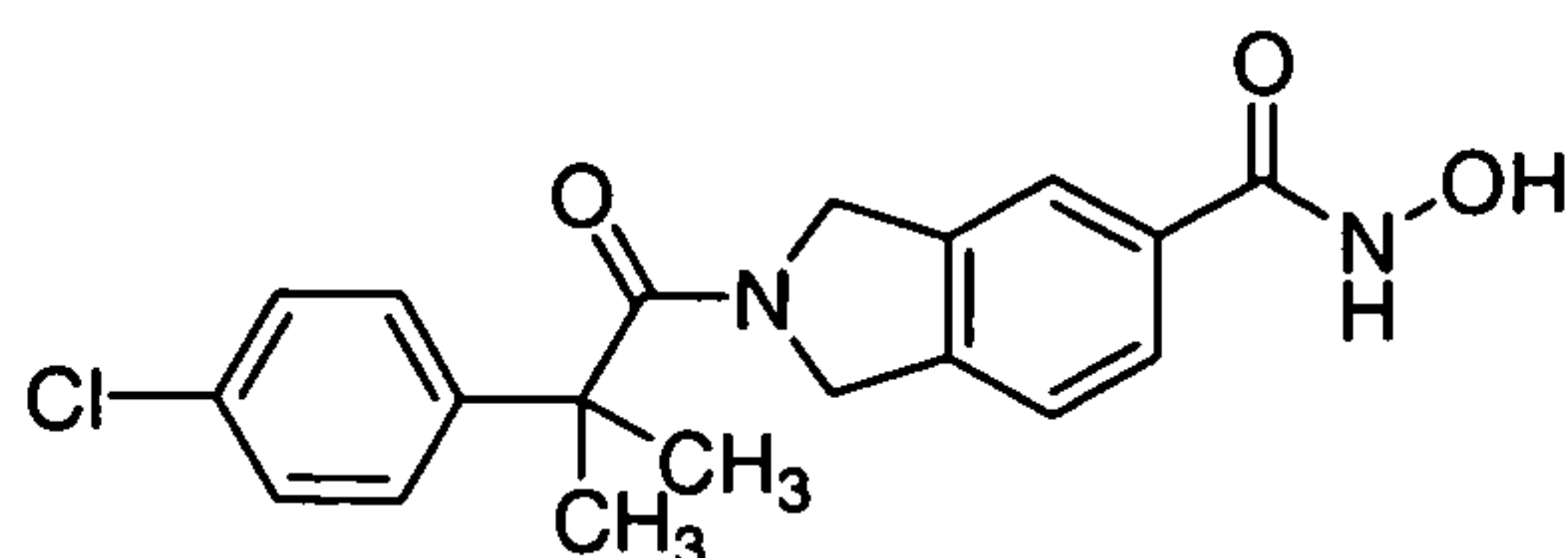
[00303] To a mixture of *N*-methylpyrrole-2-carboxylic acid (25.7 mg, 0.21 mmol) and methyl 2,3-dihydro-1H-isoindole-5-carboxylate hydrochloride (40 mg, 0.19 mmol) in DCM was added HATU (78.2 mg, 0.21 mmol) and *N*-methylmorpholine (0.1 mL, 0.91 mmol). The heterogenous mixture was stirred overnight at room temperature during which time the mixture became a homogenous solution. The reaction solution was washed with saturated aqueous NaHCO₃ (2 mL) and the layers separated. The aqueous layer was washed with additional methylene chloride (3 mL) and the combined organic layers were concentrated. The residue obtained was dissolved in methanol (3 mL), and to the solution was added hydroxylamine hydrochloride (39 mg, 0.56 mmol) and potassium hydroxide (0.1 g, 1.8 mmol). The resulting mixture was heated to 80 °C for 30 minutes. Upon cooling to room temperature, the solvent was removed in vacuo. The residue was dissolved in DMSO (1 mL), the insolubles removed via filtration and purified by reverse phase prep-HPLC to afford the title compound as a white solid (27.1 mg, 50%). LCMS: (FA) ES+ 286; ¹H NMR (*d*₆-DMSO, 400 MHz) δ 7.80-7.71 (m, 1H), 7.84 (s, 1H), 7.62 (d, *J* = 7.7 Hz, 1H), 7.43 (br d, *J* = 10.2 Hz, 1H), 6.95 (t, *J* = 2.1 Hz, 1H), 6.76 (dd, *J* = 3.8, 1.6 Hz, 1H), 6.10 (dd, *J* = 3.8, 2.5 Hz, 1H), 5.05 (br s, 2H), 4.87 (br s, 2H), 3.77 (s, 3H).

Example 80: Synthesis of 2-(4-chloro-2-methoxybenzoyl)-*N*-hydroxyisoindoline-5-carboxamide (Compound 79)



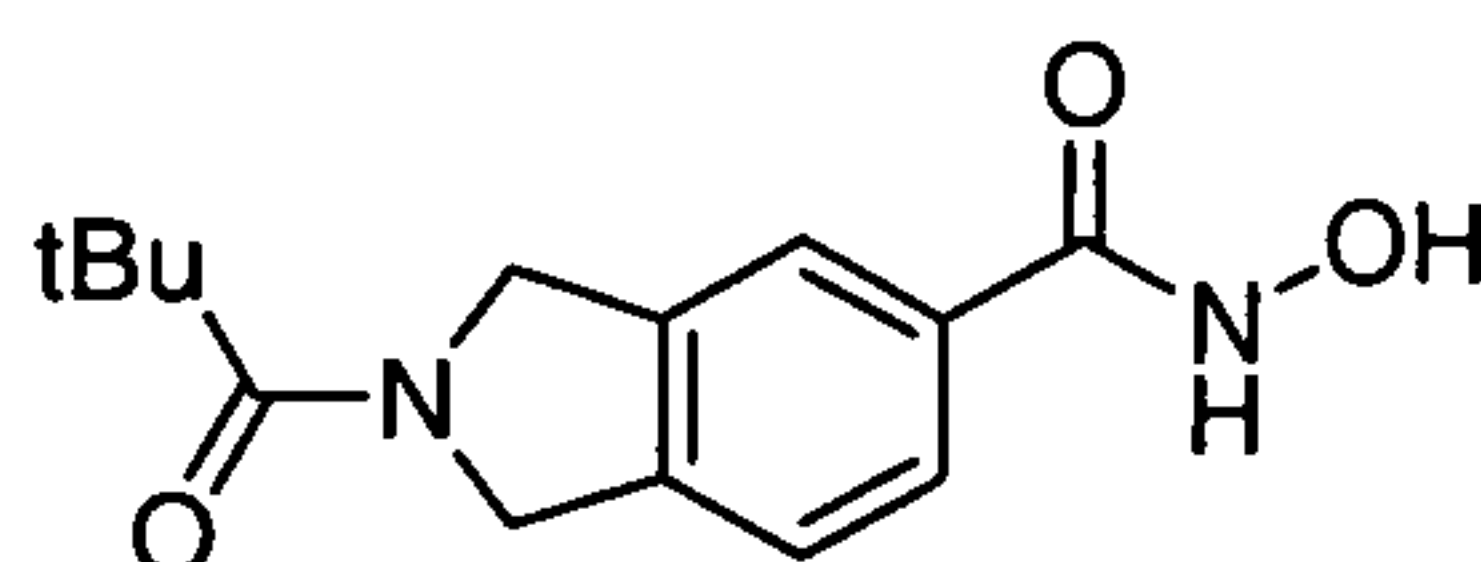
[00304] The title compound was prepared in a fashion analogous to that described in Example 79. Yield: 29%; LCMS: (FA) ES+ 345.

Example 81: Synthesis of 2-[2-(4-chlorophenyl)-2-methylpropanoyl]-*N*-hydroxyisoindoline-5-carboxamide (Compound 80)



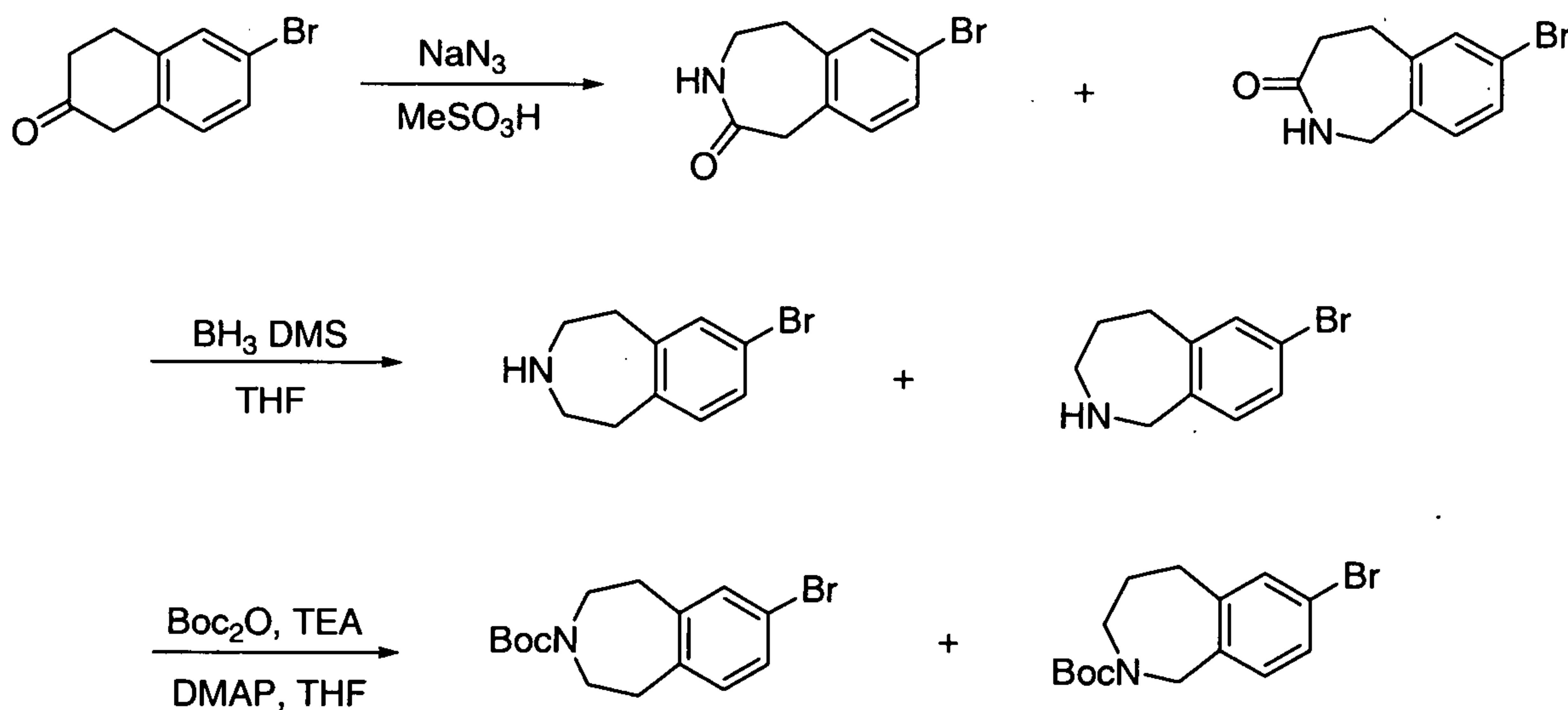
[00305] The title compound was prepared in a fashion analogous to that described in Example 79. Yield: 41%; LCMS: (FA) ES+ 359.

Example 82: Synthesis of 2-(2,2-dimethylpropanoyl)-N-hydroxyisoindoline-5-carboxamide (Compound 81)



[00306] The title compound was prepared in an analogous fashion to that described in Example 79 to afford a white solid (13.3mg, 27%). LCMS: (FA) ES+ 263.

Example 83: Synthesis of *tert*-butyl 7-bromo-1,2,4,5-tetrahydro-3*H*-3-benzazepine-3-carboxylate and *tert*-butyl 7-bromo-1,3,4,5-tetrahydro-2*H*-2-benzazepine-2-carboxylate



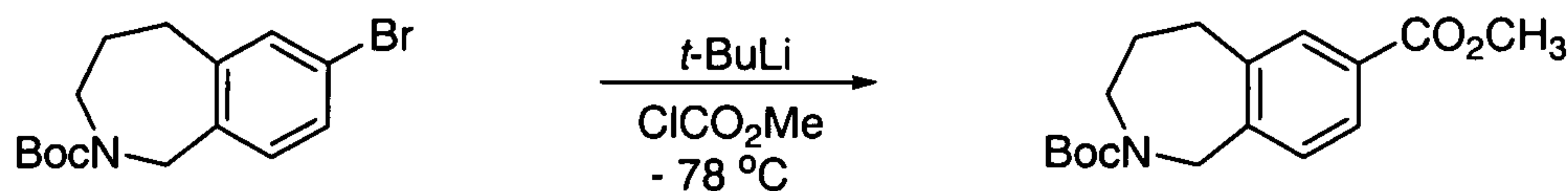
[00307] To a 500-mL round-bottom flask was added 6-bromo-2-tetralone (10 g, 44.43 mmol) and methanesulfonic acid (47 mL, 72 mmol) at 0 °C. Sodium azide (3.61 g, 55.5 mmol) was slowly added to the solution, and the reaction was stirred at room temperature for 2 h. The reaction mixture was slowly poured into a 2000-mL beaker containing potassium hydroxide (49.8 g, 888 mmol) in water (800 mL) with vigorous stirring. After the acid was completely quenched, the aqueous solution was extracted with EtOAc (3 × 500 mL). The combined organic layers were washed with saturated aqueous NaHCO₃ (100

mL) and brine (100 mL) respectively, dried over anhydrous MgSO_4 and concentrated to give a mixture of 7-bromo-1,3,4,5-tetrahydro-2*H*-3-benzazepin-2-one and 7-bromo-1,2,4,5-tetrahydro-3*H*-2-benzazepin-3-one as a brown solid which was used without purification. LCMS: (FA) ES+ 240 and 242.

[00308] To a 1000-mL round-bottom flask was added the mixture of 7-bromo-1,3,4,5-tetrahydro-2*H*-3-benzazepin-2-one and 7-bromo-1,2,4,5-tetrahydro-3*H*-2-benzazepin-3-one (12.6 g, 52.4 mmol) and tetrahydrofuran (260 mL). The solution was cooled to 0 °C and borane-methylsulfide complex (12.4 mL, 210 mmol) was slowly added. The reaction mixture was stirred at 0 °C for 10 min, warmed to room temperature and stirred for 3 h, then heated at reflux for 4 h. Upon cooling to room temperature, the mixture was quenched with MeOH (50 mL) to remove excess borane. The solvent was then evaporated to give 7-bromo-2,3,4,5-tetrahydro-1*H*-benzoazepine and 7-bromo-2,3,4,5-tetrahydro-1*H*-benzoazepine as sticky oil. LCMS: (FA) ES+ 226 and 228.

[00309] To the residue in the 1000-mL round-bottom flask was added THF (260 mL), *N,N*-dimethylaminopyridine (0.641 g, 5.25 mmol), triethylamine (21.9 mL, 157 mmol), and di-*tert*-butyldicarbonate (17.2 g, 78.7 mmol). The mixture was stirred at room temperature for 24 h. The solvent was then evaporated and the residue obtained was partitioned between EtOAc (1000 mL) and water (100 mL). The aqueous phase was further extracted with EtOAc (3 × 200 mL), the combined organic phases were washed with brine (100 mL), dried over anhydrous MgSO_4 , and concentrated to give a solid residue. Purification *via* flash chromatography (EtOAc:hexanes, 0-10%) afforded *tert*-butyl 7-bromo-1,2,4,5-tetrahydro-3*H*-3-benzazepine-3-carboxylate (3.38 g, 20%); ^1H NMR (CDCl_3 , 400 MHz) δ 7.24 (m, 2H), 6.99 (t, $J = 8.4$ Hz, 1H), 3.54 (m, 2H), 2.85 (m, 4H), 1.48 (s, 9H); and *tert*-butyl 7-bromo-1,3,4,5-tetrahydro-2*H*-2-benzazepine-2-carboxylate (3.50 g, 21%); ^1H NMR (CDCl_3 , 400 MHz) δ 7.30-7.24 (m, 2H), 7.04 (m, 1H), 4.34 (br, 0.7H), 4.31 (br, 1.3H), 3.66 (br, 2H), 2.90 (br, 2H), 1.76 (m, 2H), 1.38 (s, 9H).

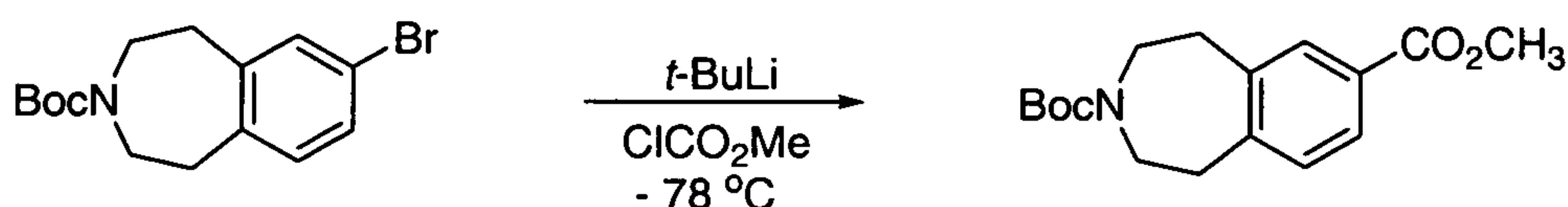
Example 84: Synthesis of 2-*tert*-butyl 7-methyl 1,3,4,5-tetrahydro-2*H*-2-benzazepine-2,7-dicarboxylate



[00310] To a 50-mL round-bottom flask charged with THF (15 mL) cooled to -78 °C under an N_2 atmosphere was slowly added *tert*-butyllithium (0.922 mL, 1.474 mmol, 1.6 M in pentane). At this temperature, *tert*-butyl 7-bromo-1,3,4,5-tetrahydro-2*H*-2-benzazepine-2-carboxylate (0.37 g, 1.134 mmol) in THF (4 mL) was added. The resulting solution was stirred at -78 °C for 10 min. To the reaction flask was quickly added methyl chloroformate (1.75 mL, 22.68 mmol), and the resulting mixture was stirred at -78 °C for 30 min then warmed to room temperature for 10 min. The solvent was evaporated under

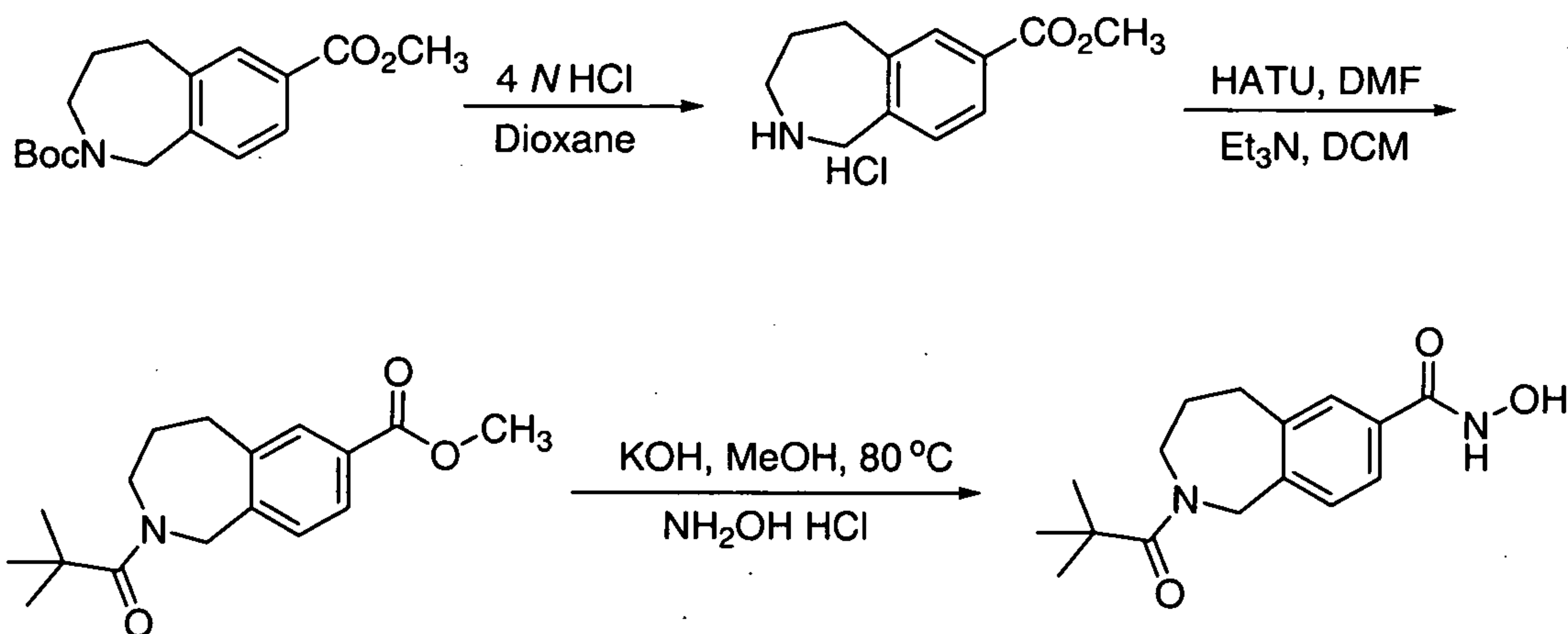
reduced pressure and the residue was partitioned between water (10 mL) and EtOAc (50 mL). After separation, the aqueous phase was extracted with EtOAc (2 × 15 mL), the combined organic phases were washed with brine (10 mL), dried over anhydrous MgSO₄, and concentrated. Flash column chromatography (EtOAc:hexanes, 0-10%) provided 2-*tert*-butyl 7-methyl 1,3,4,5-tetrahydro-2*H*-2-benzazepine-2,7-dicarboxylate (0.142 g, 41%) as a slightly yellow solid. ¹H NMR (CDCl₃, 400 MHz) δ 7.83-7.80 (m, 2H), 7.24 (d, *J* = 7.6 Hz, 1H), 4.45 (br, 0.7H), 4.40 (br, 1.3 H), 3.90 (s, 3H), 3.68 (br, 2H), 3.00 (br, 2H), 1.78 (m, 2H), 1.37 (s, 9 H).

Example 85: Synthesis of 2-*tert*-butyl 7-methyl 1,3,4,5-tetrahydro-2*H*-2-benzazepine-2,7-dicarboxylate



[00311] The title compound was prepared using a similar procedure to that described in Example 84. ¹H NMR (CDCl₃, 400 MHz) δ 7.82-7.79 (m, 2H), 7.24 (d, *J* = 7.6 Hz, 1H), 3.90 (s, 3H), 3.55 (br, 4H), 2.95 (br, 4H), 1.48 (s, 9H).

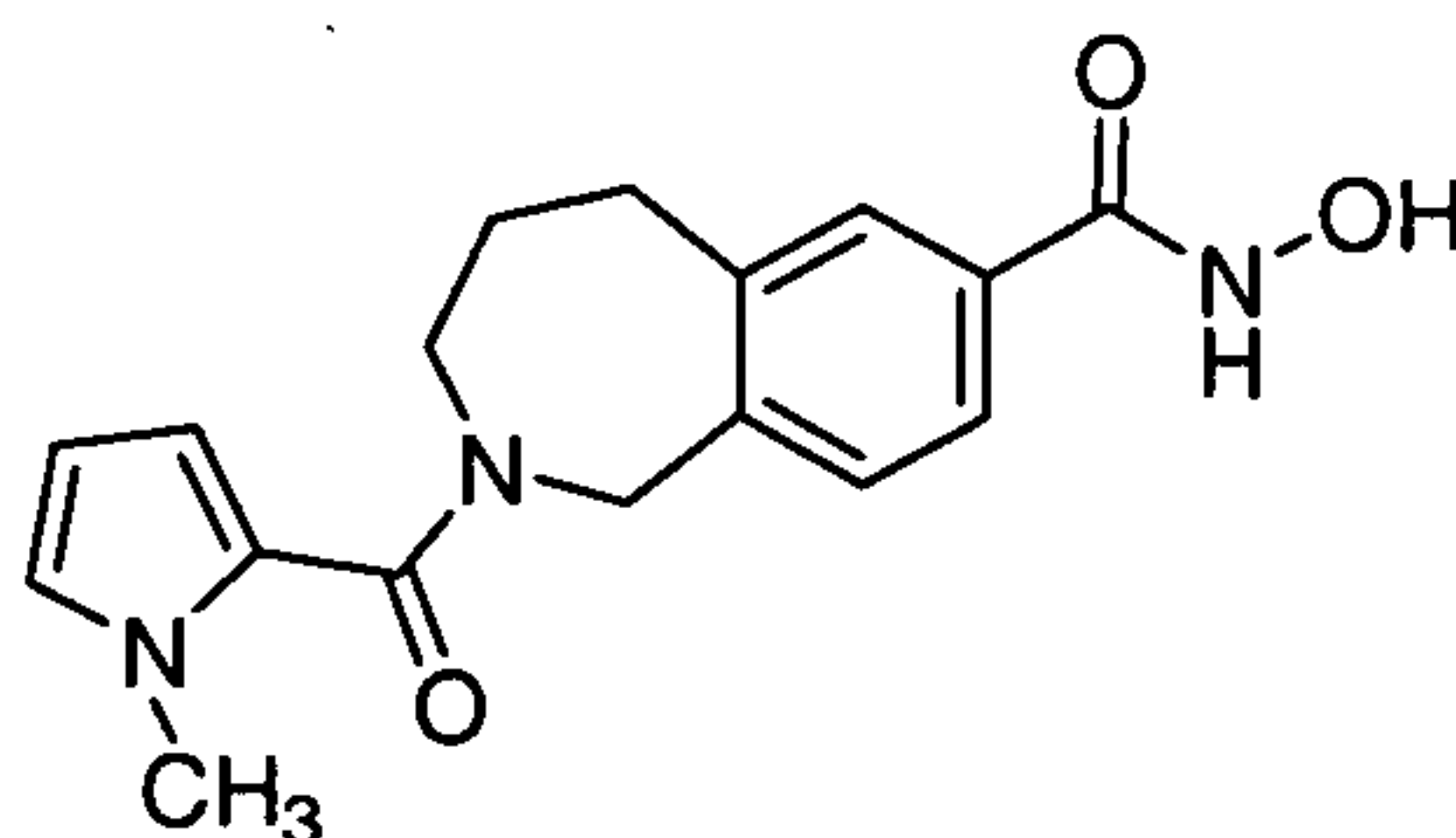
Example 86: Synthesis of 2-(2,2-dimethylpropanoyl)-*N*-hydroxy-2,3,4,5-tetrahydro-1*H*-2-benzazepine-7-carboxamide (Compound 82)



[00312] To a vial charged with 2-*tert*-butyl 7-methyl 1,3,4,5-tetrahydro-2*H*-2-benzazepine-2,7-dicarboxylate (0.443 g, 0.145 mmol) and DCM cooled to 0 °C (1.5 mL) was slowly added 4.0 M HCl in 1,4-dioxane (1.5 mL). The reaction was then warmed to room temperature and stirred for 1 h. The solvent was removed to give methyl 2,3,4,5-tetrahydro-1*H*-benzoazepine-7-carboxylate hydrochloride (0.035 g, 99%) as a white solid, which was used for the next step without further purification. LCMS: (FA) ES+ 206.

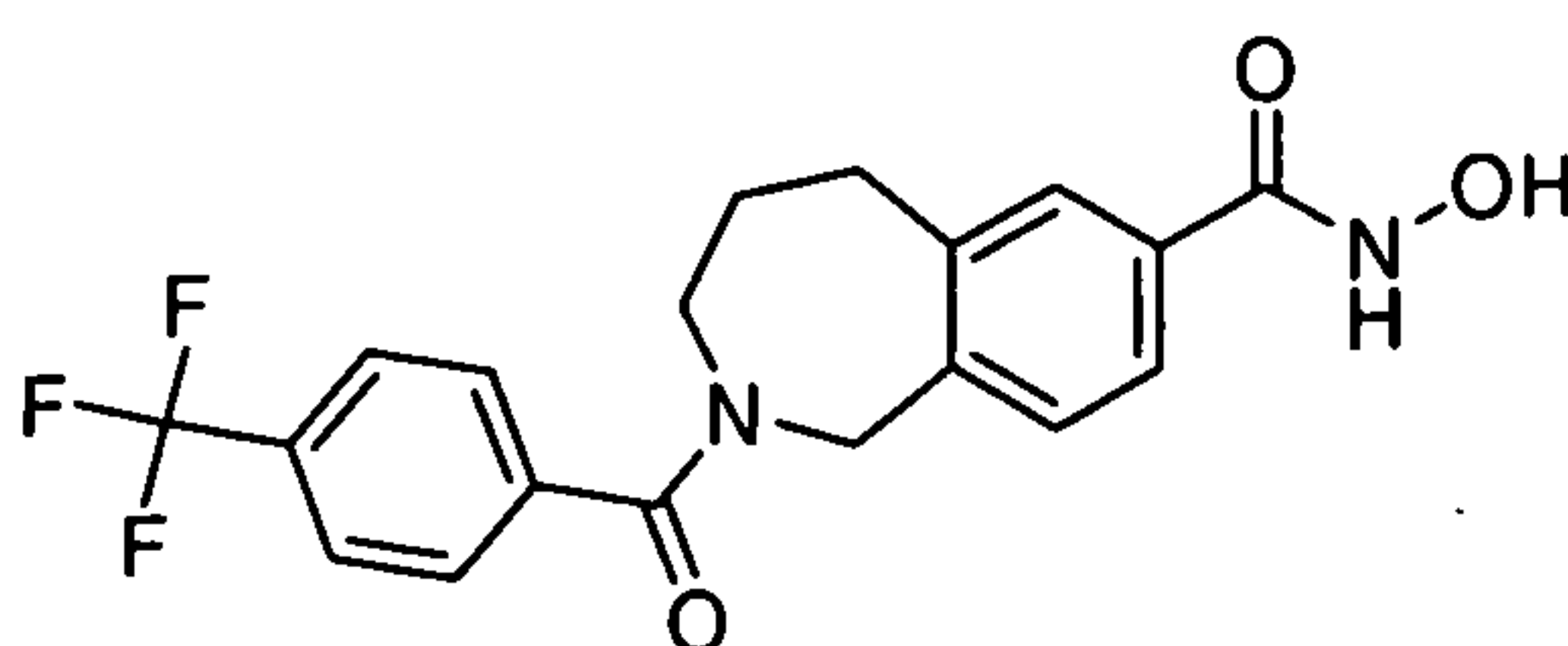
[00313] To a vial charged with trimethylacetic acid (0.016 g, 0.152 mmol), HATU (0.058 g, 0.152 mmol), DCM (2 mL) and *N,N*-dimethylformamide (0.2 mL) was added triethylamine (0.06 mL, 0.434 mmol). The solution was shaken at room temperature for 15 min whereupon a premixed solution of methyl 2,3,4,5-tetrahydro-1*H*-2-benzazepine-7-carboxylate hydrochloride (0.035 g, 0.145 mmol) and triethylamine (0.06 mL, 0.434 mmol) in *N,N*-dimethylformamide (0.5 mL) was added. The reaction mixture was stirred at room temperature for 6 h. To the solution was added dichloroethane (1 mL) and saturated aqueous NaHCO₃ solution. Upon separation, the aqueous phase was extracted with DCE (2 × 2 mL). The combined organic phases were dried over anhydrous MgSO₄, and concentrated to give a solid residue. To the material obtained was added potassium hydroxide (0.049 g, 0.869 mmol), hydroxylamine hydrochloride (0.03 g, 0.434 mmol) and MeOH (2 mL). The resulting mixture was heated at 80 °C with vigorous shaking for 1 h. Upon cooling to room temperature, acetic acid (65.9 µL, 1.16 mmol) (50% v/v in MeOH) was added and the solution was shaken at room temperature for an additional 10 min. The solvent was then completely evaporated, the solid residue was dissolved in DMSO (1.3 mL) and subjected to prep HPLC separation [238 nm, rt = 5.59 min (12 min), 20-45% MeCN-H₂O gradient] to give the title compound (0.0188 g, 44.7%) as a white solid. LCMS: (FA) ES+ 291. ¹H NMR (MeOD, 300 MHz) δ 7.55 (m, 1 H), 7.49 (dd, *J* = 7.8, 1.8 Hz, 1H), 7.39 (d, *J* = 7.8 Hz, 1H), 4.57 (br, 2H), 4.01 (br, 2H), 3.08 (br, 2H), 1.86 (br, 2H), 1.21 (s, 9H).

Example 87: Synthesis of *N*-hydroxy-2-[(1-methyl-1*H*-pyrrol-2-yl)carbonyl]-2,3,4,5-tetrahydro-1*H*-2-benzazepine-7-carboxamide (Compound 83)



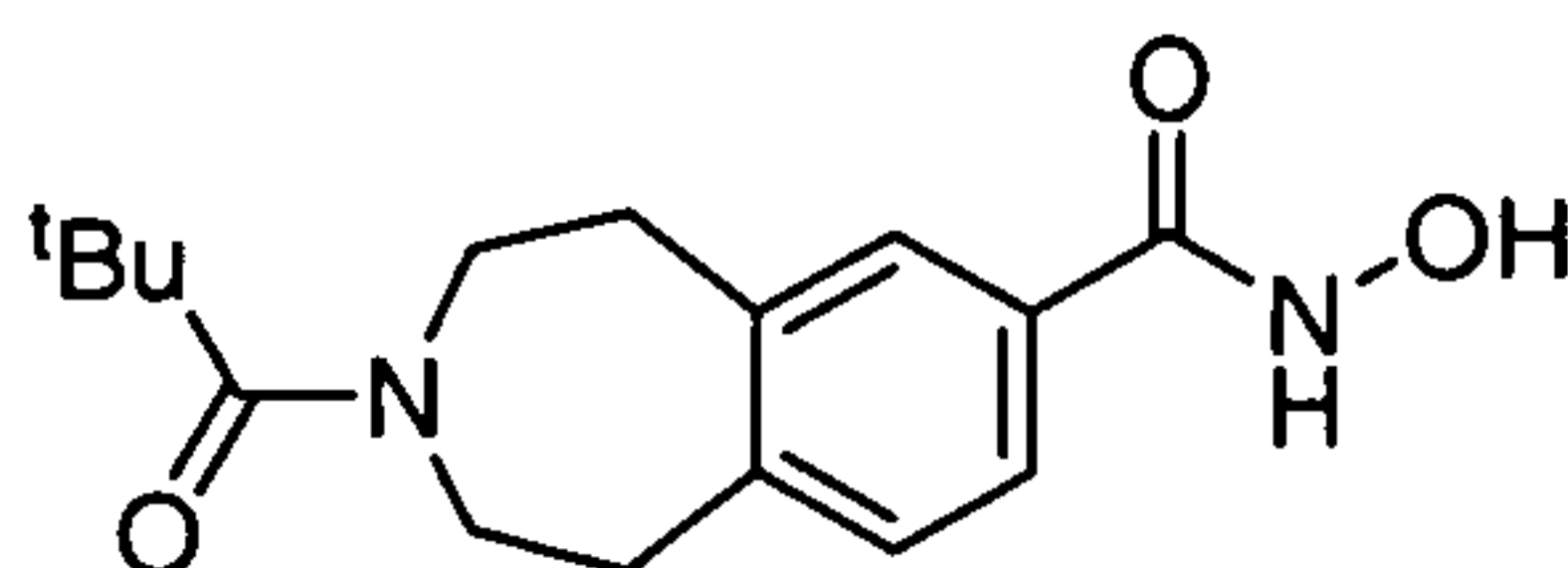
[00314] The title compound was prepared in an analogous fashion to that described in Example 86. Yield: 41.0%; Purification with Gilson prep-HPLC [228 nm, rt = 5.36 (12 min), 20-40% gradient MeCN-H₂O]; LCMS: (FA) ES+ 314; ¹H NMR (MeOD, 300 MHz) δ 8.08 (s, 1H), 7.57 (s, 1H), 7.48 (m, 2H), 6.75 (m, 1H), 6.28 (m, 1H), 6.06 (m, 1H), 4.78 (s, 2H), 4.00 (br, 2H), 3.11 (br, 2H), 1.88 (br, 2H).

Example 88: Synthesis of *N*-hydroxy-2-[4-(trifluoromethyl)benzoyl]-2,3,4,5-tetrahydro-1*H*-2-benzazepine-7-carboxamide (Compound 84)



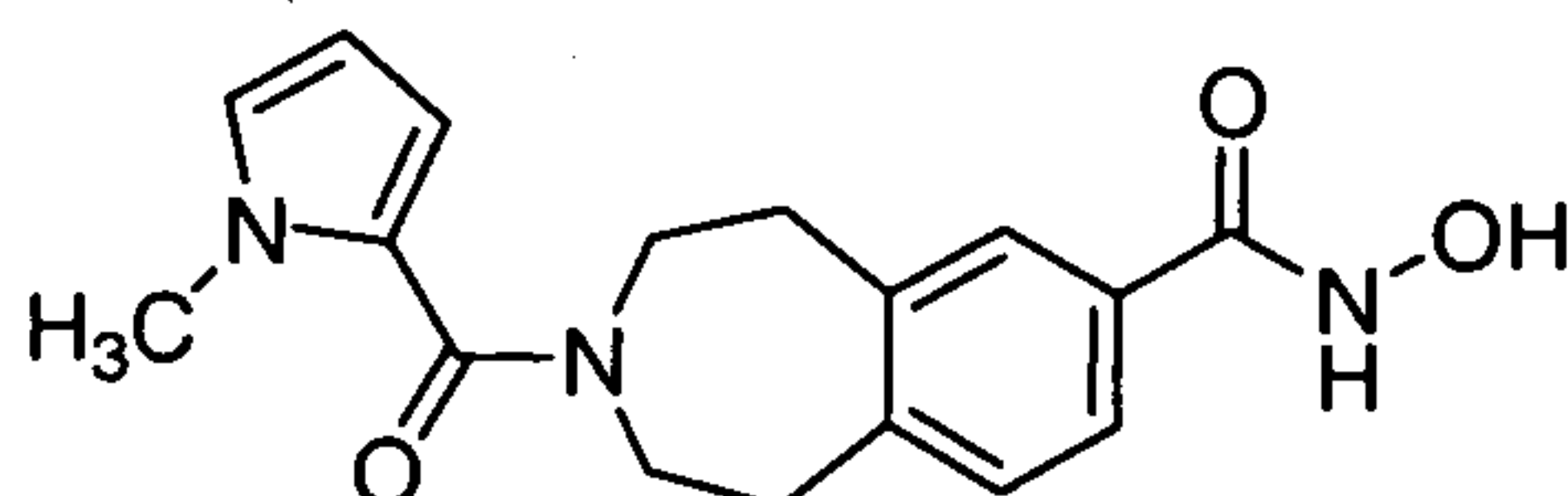
[00315] The title compound was prepared in an analogous fashion to that described in Example 86. Yield: 35.8%; Purification with Gilson prep-HPLC [234 nm, rt = 6.77 (12 min), 25-58% gradient MeCN-H₂O]; LCMS: (FA) ES+ 379; ¹H NMR (MeOD, 300 MHz) δ 7.77-7.34 (m, 7H), 4.81 (s, 1.4H), 4.51 (s, 0.6H), 4.05 (m, 0.6H), 3.68 (m, 1.4H), 3.08 (m, 2H), 1.96 (m, 0.6H), 1.74 (m, 1.4H).

Example 89: Synthesis of 3-(2,2-dimethylpropanoyl)-N-hydroxy-2,3,4,5-tetrahydro-1H-3-benzazepine-7-carboxamide (Compound 85)



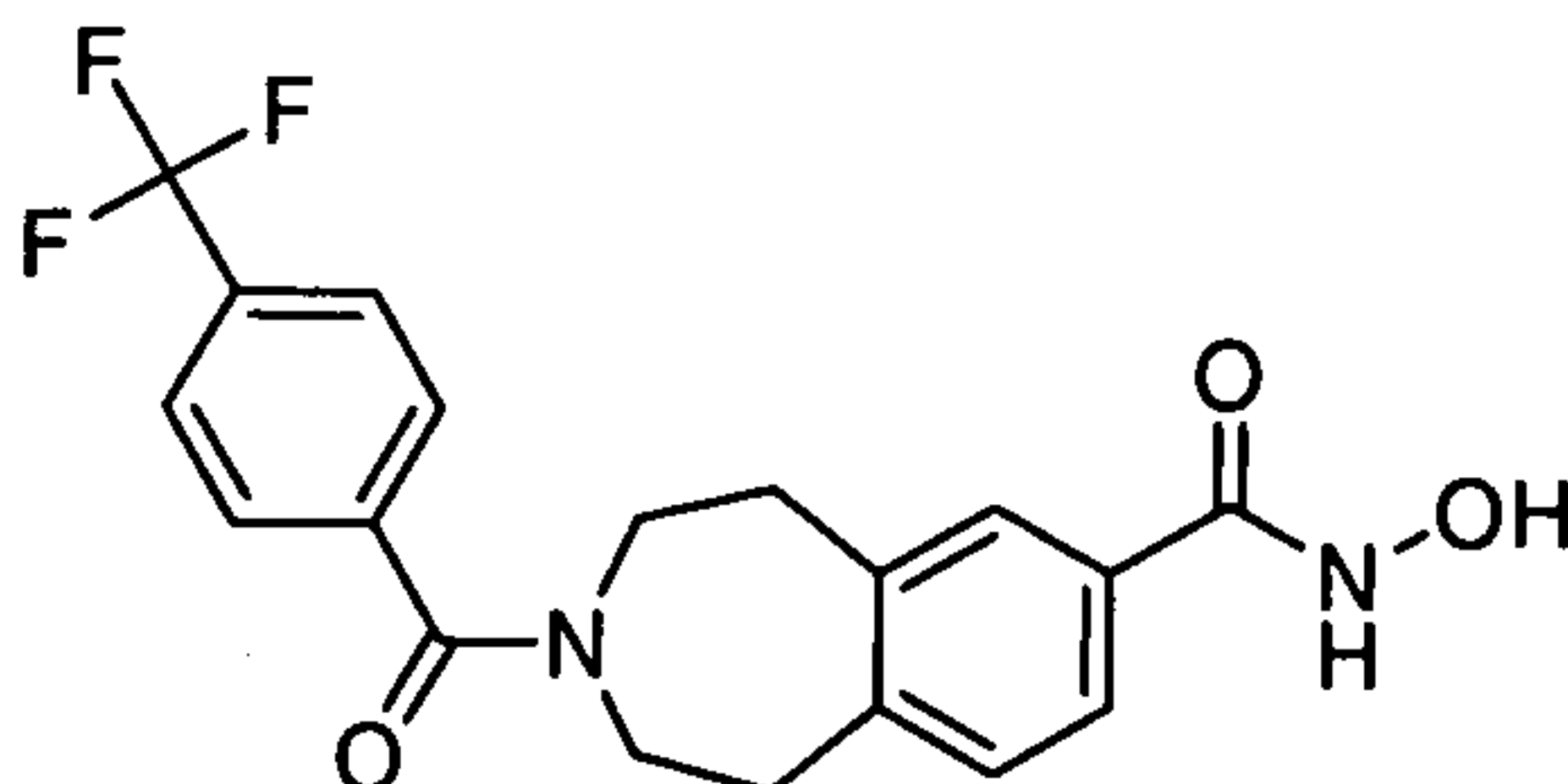
[00316] The title compound was prepared in an analogous fashion to that described in Example 86. Yield: 18.0%; Purification with Gilson prep-HPLC [216 nm, rt = 5.46 (12 min), 20-40% gradient MeCN-H₂O]; LCMS: (FA) ES+ 291; ¹H NMR (MeOD, 400 MHz) δ 8.07 (s, 1H), 7.51 (m, 2H), 7.23 (d, *J* = 7.2 Hz, 1H), 3.75 (m, 4H), 3.02 (m, 4H), 1.25 (s, 9H).

Example 90: Synthesis of N-hydroxy-3-[(1-methyl-1H-pyrrol-2-yl)carbonyl]-2,3,4,5-tetrahydro-1H-3-benzazepine-7-carboxamide (Compound 86)



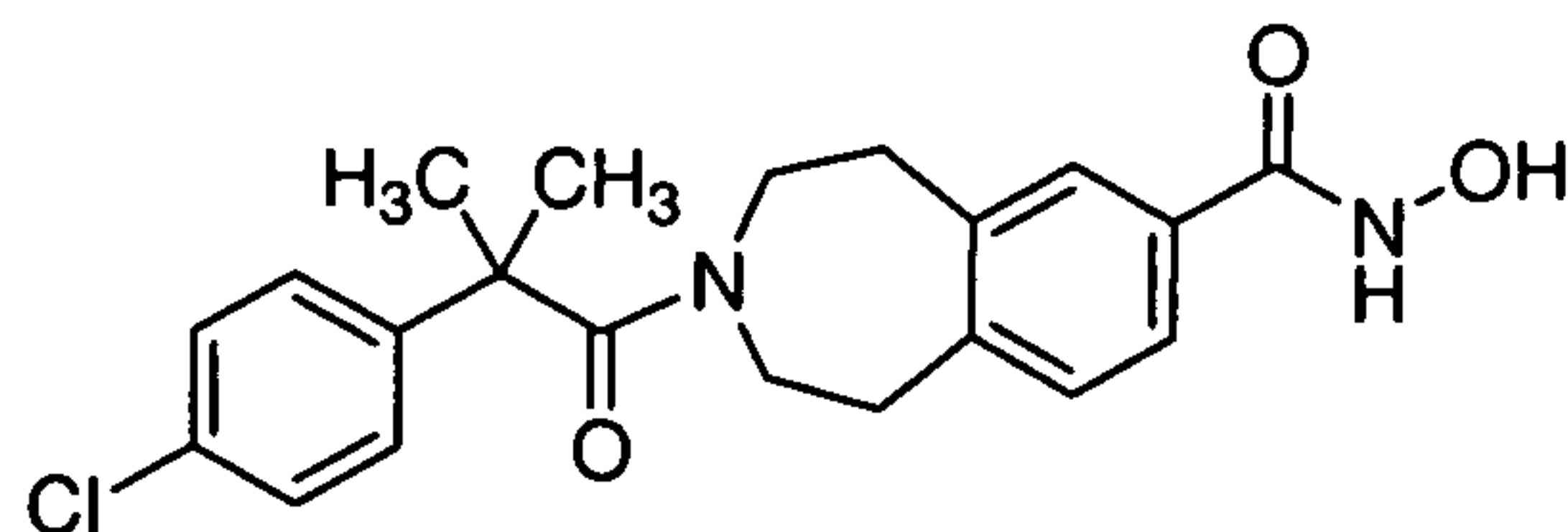
[00317] The title compound was prepared in an analogous fashion to that described in Example 86. Yield: 18.0%; Purification with Gilson prep-HPLC [208 nm, rt = 5.24 (12 min), 18-38% gradient MeCN-H₂O]; LCMS: (FA) ES+ 314; ¹H NMR (MeOD, 400 MHz) δ 8.06 (s, 1H), 7.52 (m, 2H), 7.25 (d, *J* = 7.8 Hz, 1H), 6.78 (m, 1H), 6.36 (m, 1H), 6.07 (m, 1H), 3.84 (m, 4H), 3.56 (s, 3H), 3.06 (m, 4H).

Example 91: Synthesis of N-hydroxy-3-[4-(trifluoromethyl)benzoyl]-2,3,4,5-tetrahydro-1H-3-benzazepine-7-carboxamide (Compound 87)



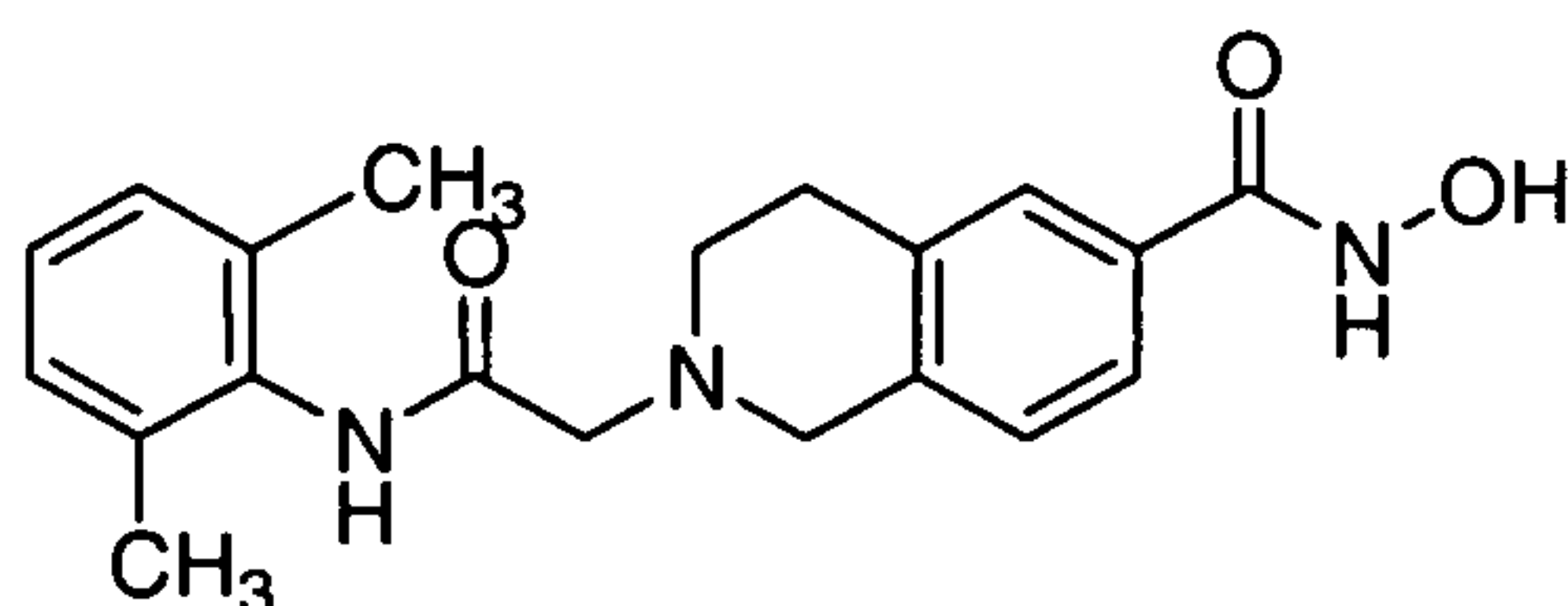
[00318] The title compound was prepared in an analogous fashion to that described in Example 86. Yield: 20.0%; Purification with Gilson prep-HPLC [218 nm, rt = 6.62 (12 min), 25-58% gradient MeCN-H₂O]; LCMS: (FA) ES+ 379.

Example 92: Synthesis of 3-[2-(4-chlorophenyl)-2-methylpropanoyl]-N-hydroxy-2,3,4,5-tetrahydro-1H-3-benzazepine-7-carboxamide (Compound 88)



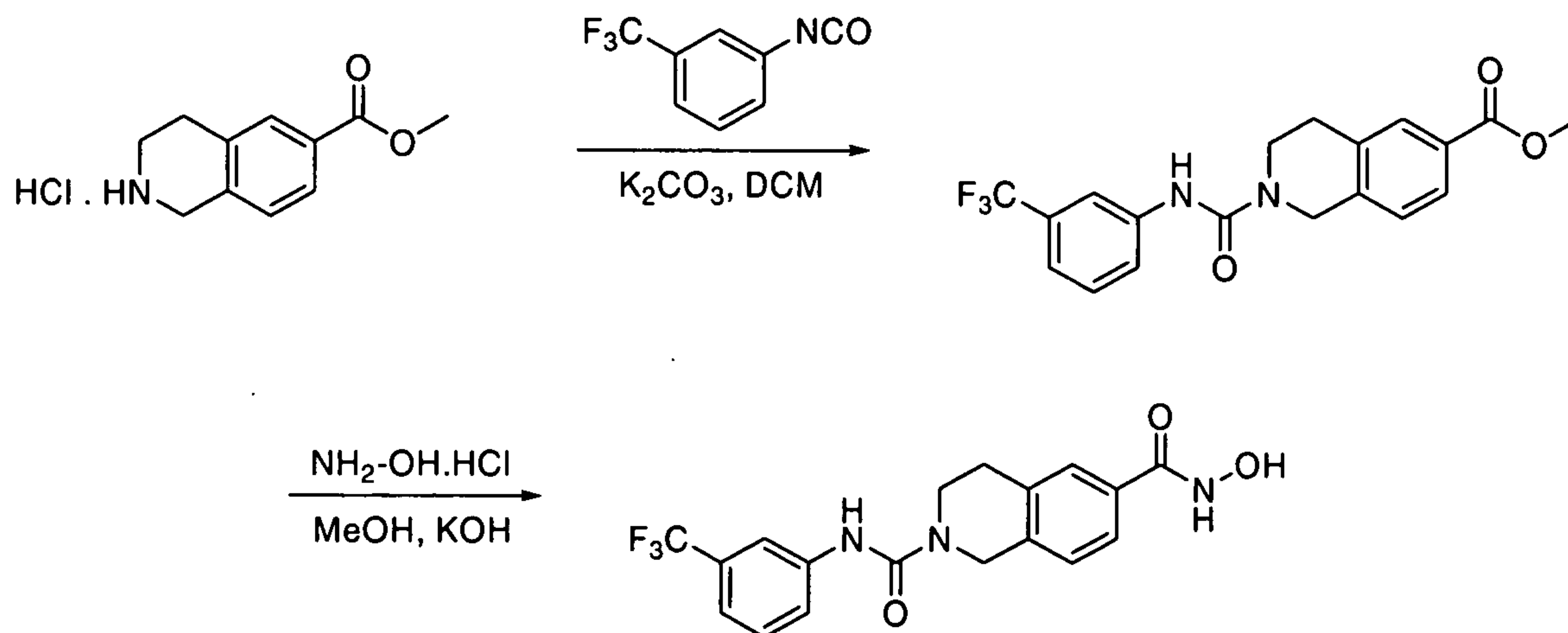
[00319] The title compound was prepared in an analogous fashion to that described in Example 86. Yield: 18.4%; Purification with Gilson prep-HPLC [222 nm, rt = 7.23 (12min), 30-60% gradient MeCN-H₂O]; LCMS: (FA) ES+ 388; ¹H NMR (MeOD, 400 MHz) δ 8.10 (s, 1H), 7.50-6.99 (m, 7H), 3.70 (br, 2H), 3.25 (br, 2H), 3.01 (br, 2H), 2.52 (br, 2H), 1.49 (s, 6H).

Example 93: Synthesis of 2-{2-[(2,6-dimethylphenyl)amino]-2-oxoethyl}-N-hydroxy-1,2,3,4-tetrahydroisoquinoline-6-carboxamide (Compound 116)



[00320] The title compound was prepared in a fashion analogous to that described in Example 57. Yield: 12.3%; LCMS: (FA) ES+ 354.

Example 94: Synthesis of N⁶-hydroxy-N²-[3-(trifluoromethyl)phenyl]-3,4-dihydroisoquinoline-2,6(1H)-dicarboxamide (Compound 98)

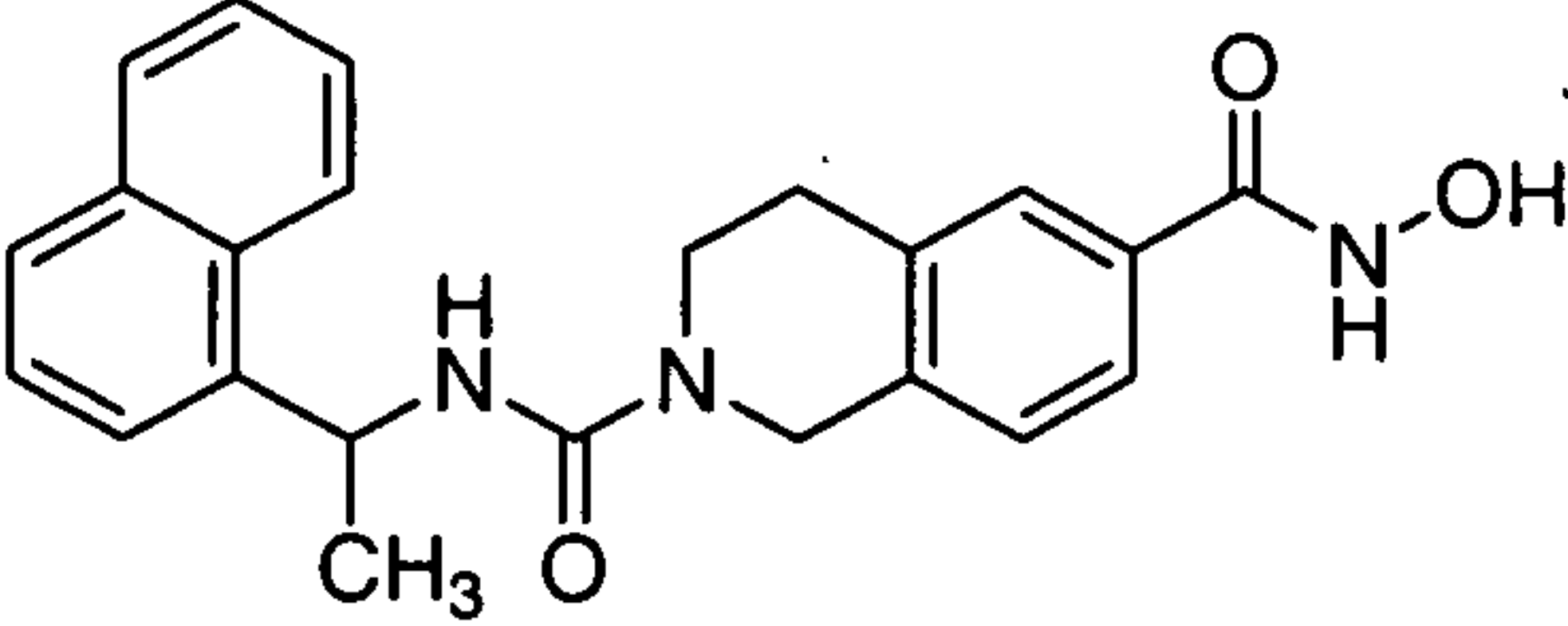
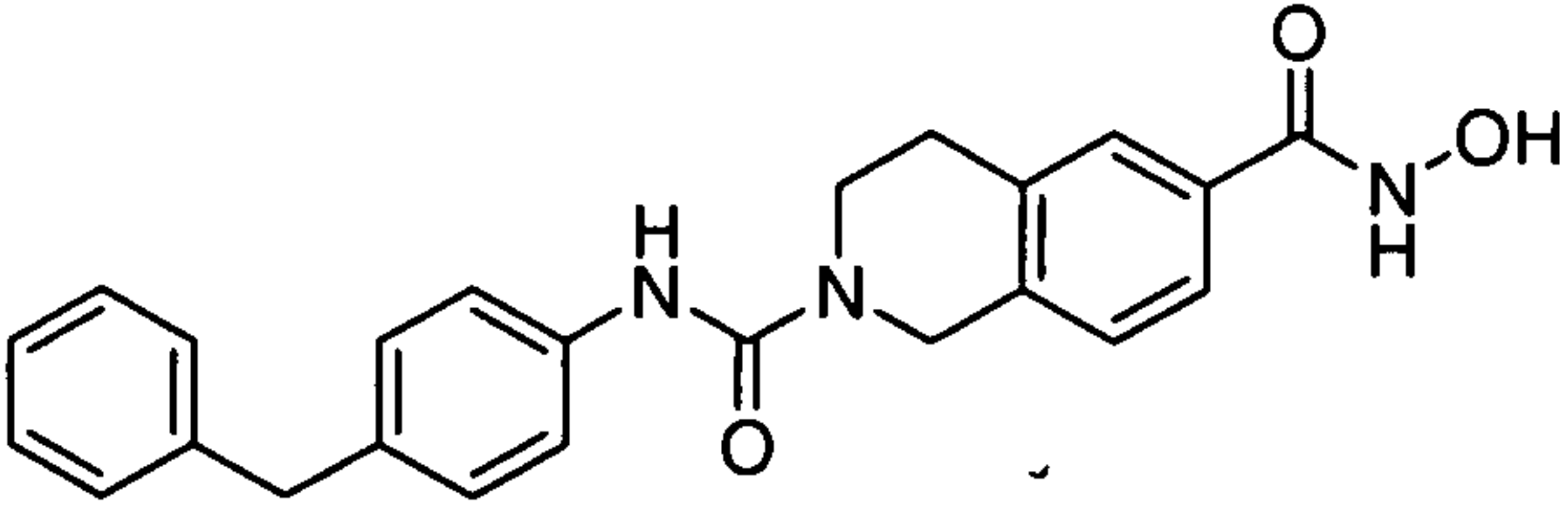
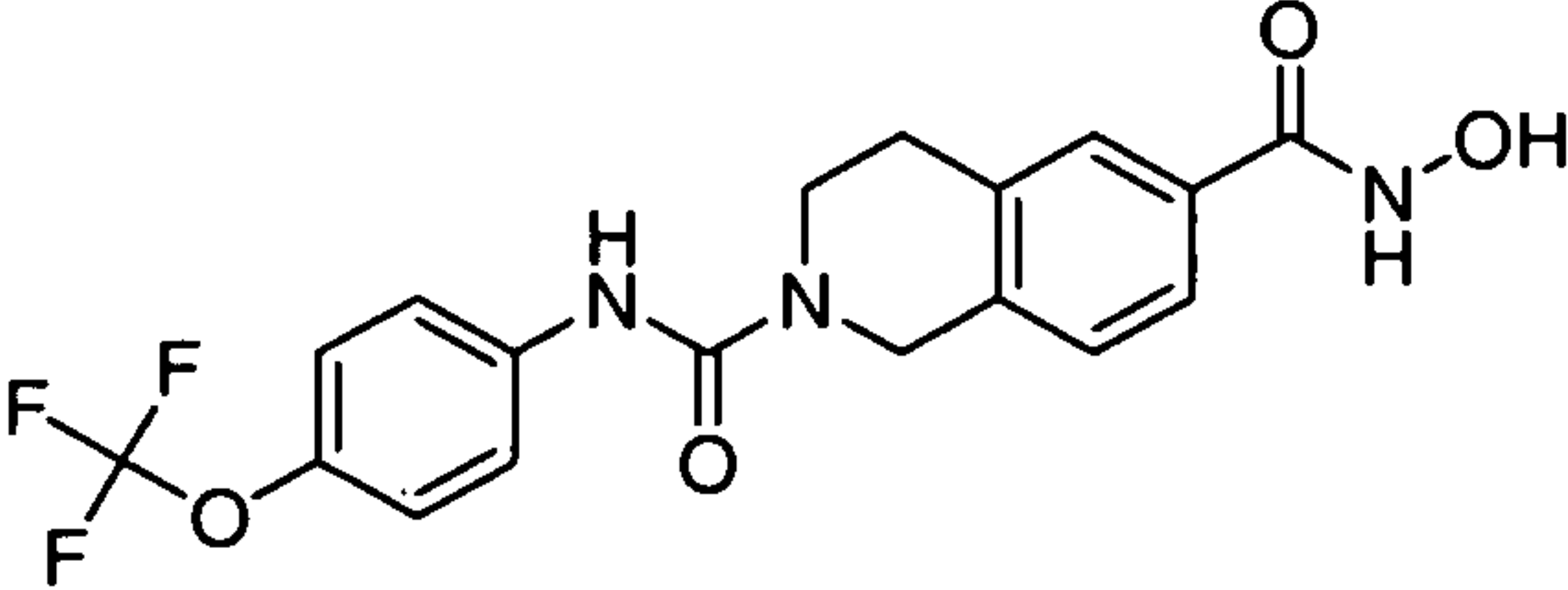


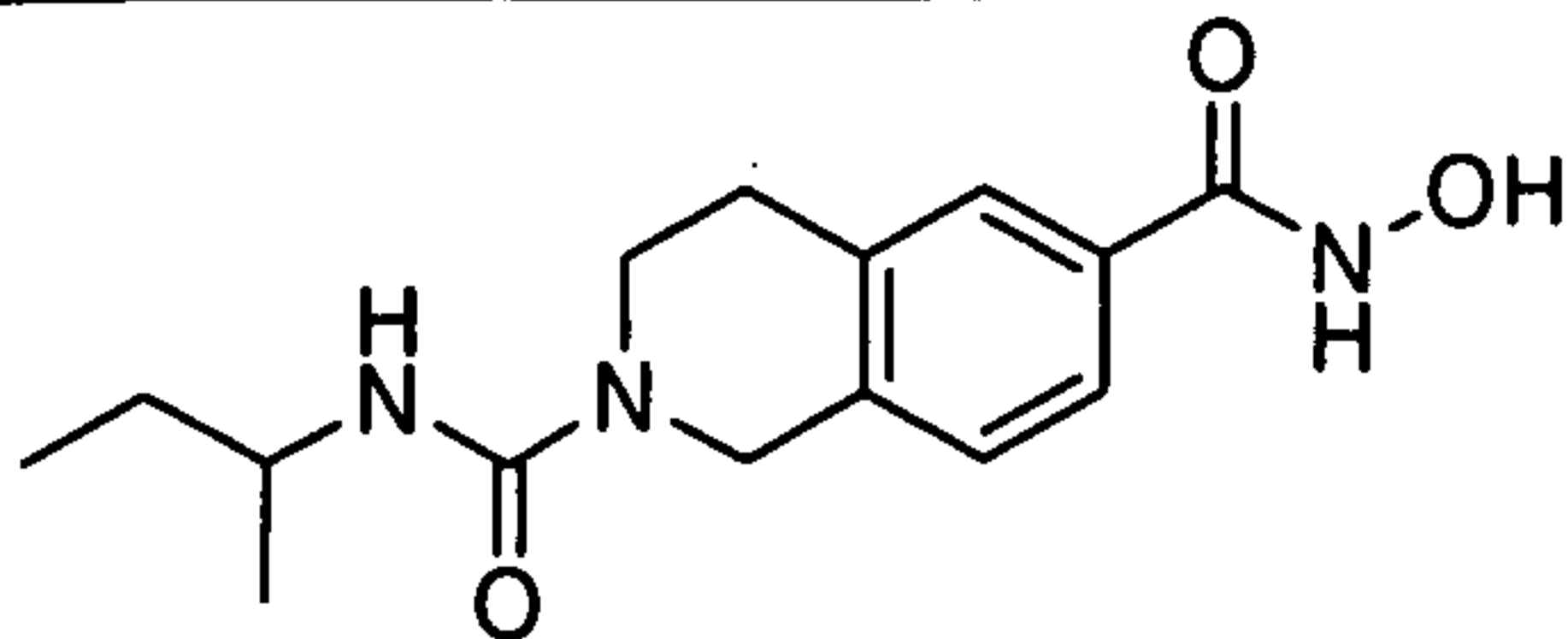
[00321] Step 1: To a mixture of 6-methoxycarbonyl-1,2,3,4-tetrahydroisoquinoline hydrochloride (22.8 mg, 0.1 mmol), DCM (1 mL) and 1.0 M aqueous solution of potassium carbonate (1 mL, 1 mmol) was added (trifluoromethyl)phenyl isocyanate (47 mg, 0.25 mmol). The reaction mixture was stirred at room temperature overnight. Upon quenching with the addition of 0.5 mL of 1:1 MeOH:water, the mixture was stirred for an additional 30 minutes then evaporated to dryness. The residue obtained was partitioned between DCE (3 x 5 mL) and half saturated aqueous sodium bicarbonate. The organic layers were washed with brine and concentrated to afford a white solid. LCMS (FA) ES+ 379.

[00322] Step 2: To a solution of methyl 2-(3-(trifluoromethyl)phenylcarbamoyl)-1,2,3,4-tetrahydroisoquinoline-6-carboxylate (obtained in step 1) in methanol (1 mL) was added hydroxylamine hydrochloride (40 mg, 0.5 mmol) and potassium hydroxide (100 mg, 2 mmol). The reactions were left to stir for 2 hours at 80 °C. Upon cooling to room temperature, the reaction was quenched with the addition of formic acid (75 µL, 2 mmol) and the solvents were evaporated to dryness. The residue obtained was dissolved in DMSO (1 mL), the residual solids removed by filtration and the solution purified *via* Gilson prep-HPLC to afford a white solid (4.2 mg, 11 % over 2 steps). LCMS (FA) ES+ 380.

Example 95

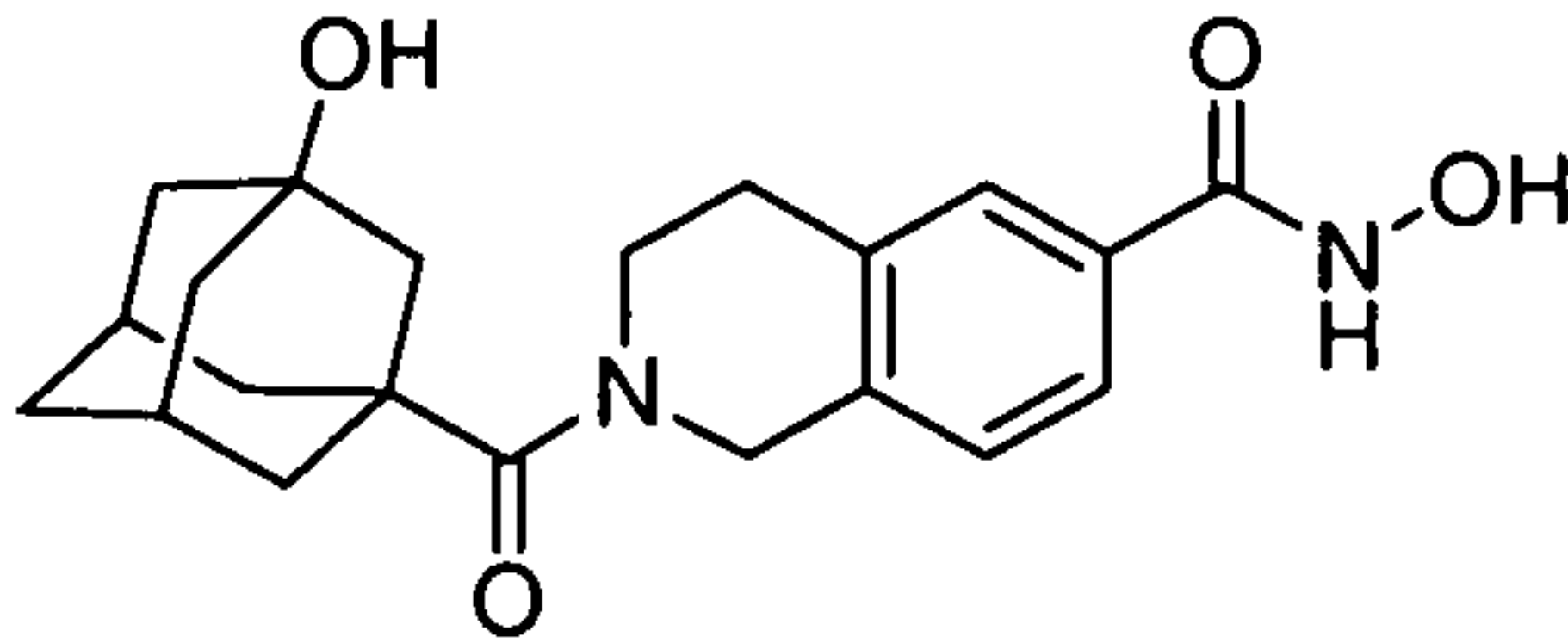
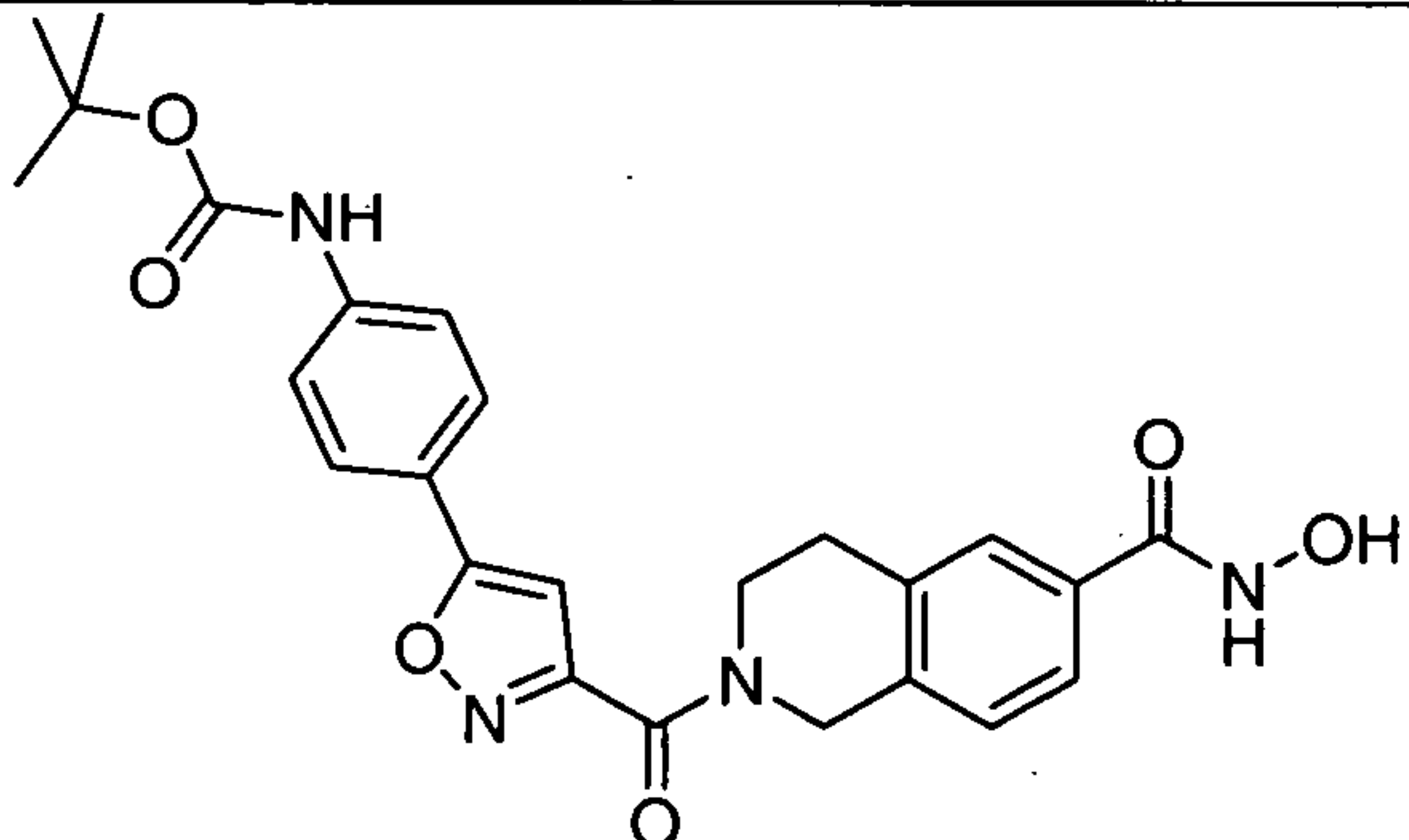
[00323] The following compounds were prepared in a fashion analogous to that described in **Example 94** starting from the intermediates which were prepared as described above and the corresponding carboxylic acids.

Compound	Structure	LC-MS (FA)
103		ES+ 390
99		ES+ 402
92		ES+ 396

93		ES+ 291
----	--	---------

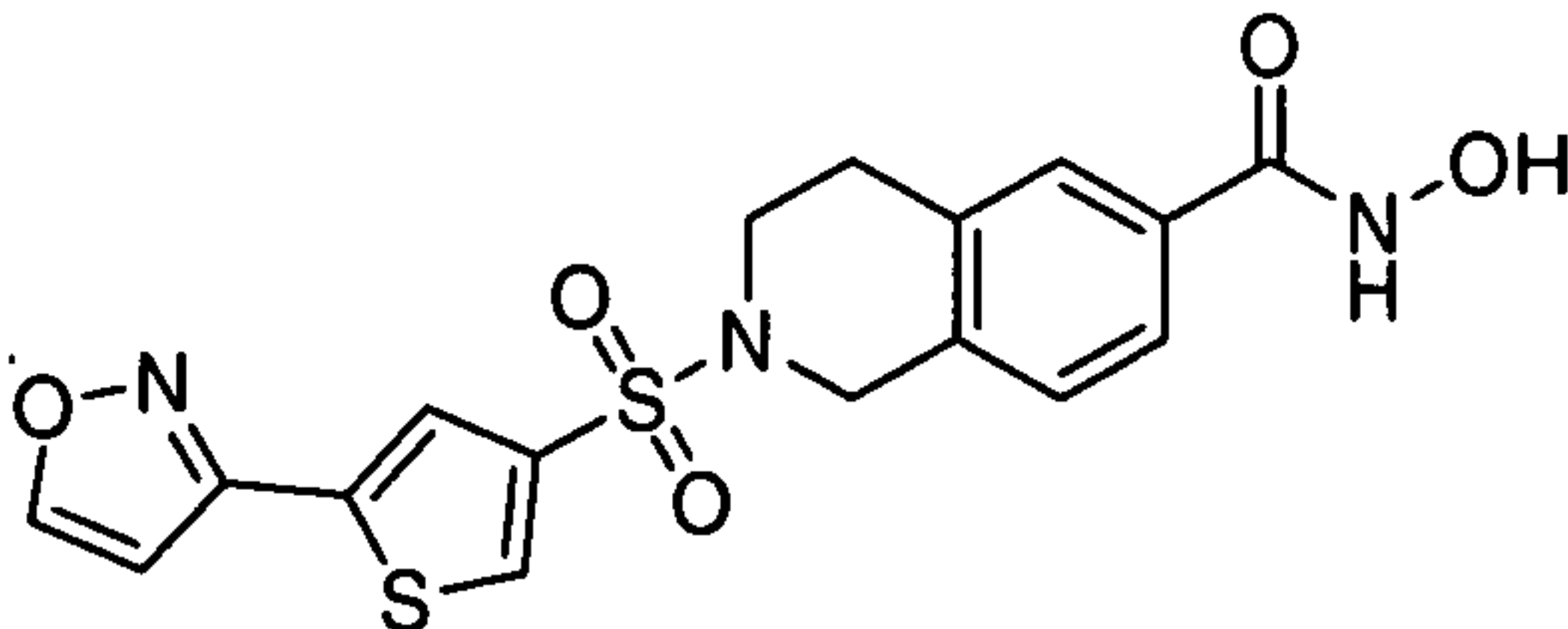
Example 96

[00324] The following compound was prepared in a fashion analogous to that described in **Example 1** employing the corresponding carboxylic acids.

Compound	Structure	LC-MS (FA)
		ES+ 371
		ES+ 391

Example 97

[00325] The following compound was prepared in a fashion analogous to that described in **Example 38** employing the corresponding sulfonyl chloride.

Compound	Structure	LC-MS (FA)
112		ES+ 406

Example 98

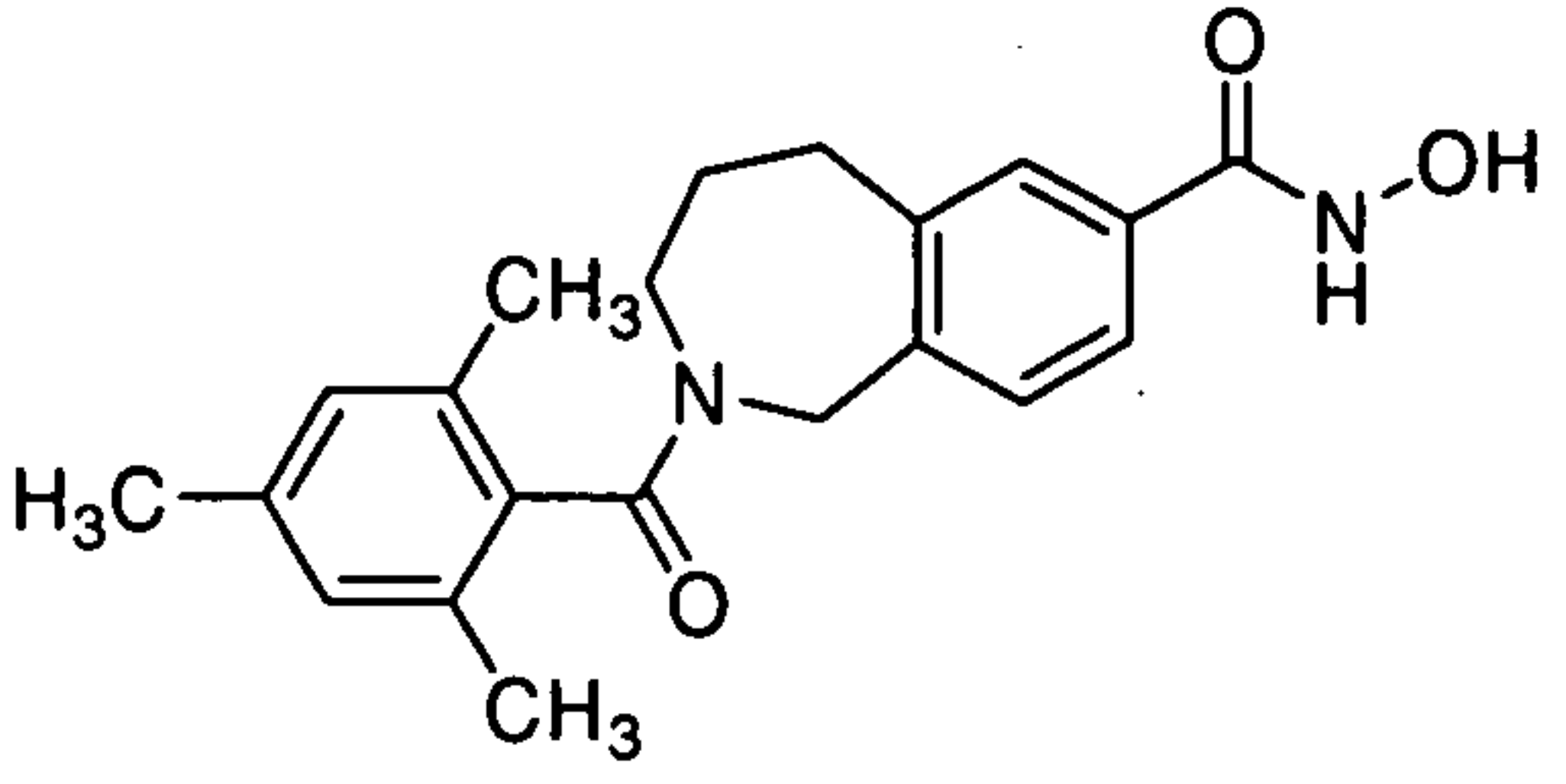
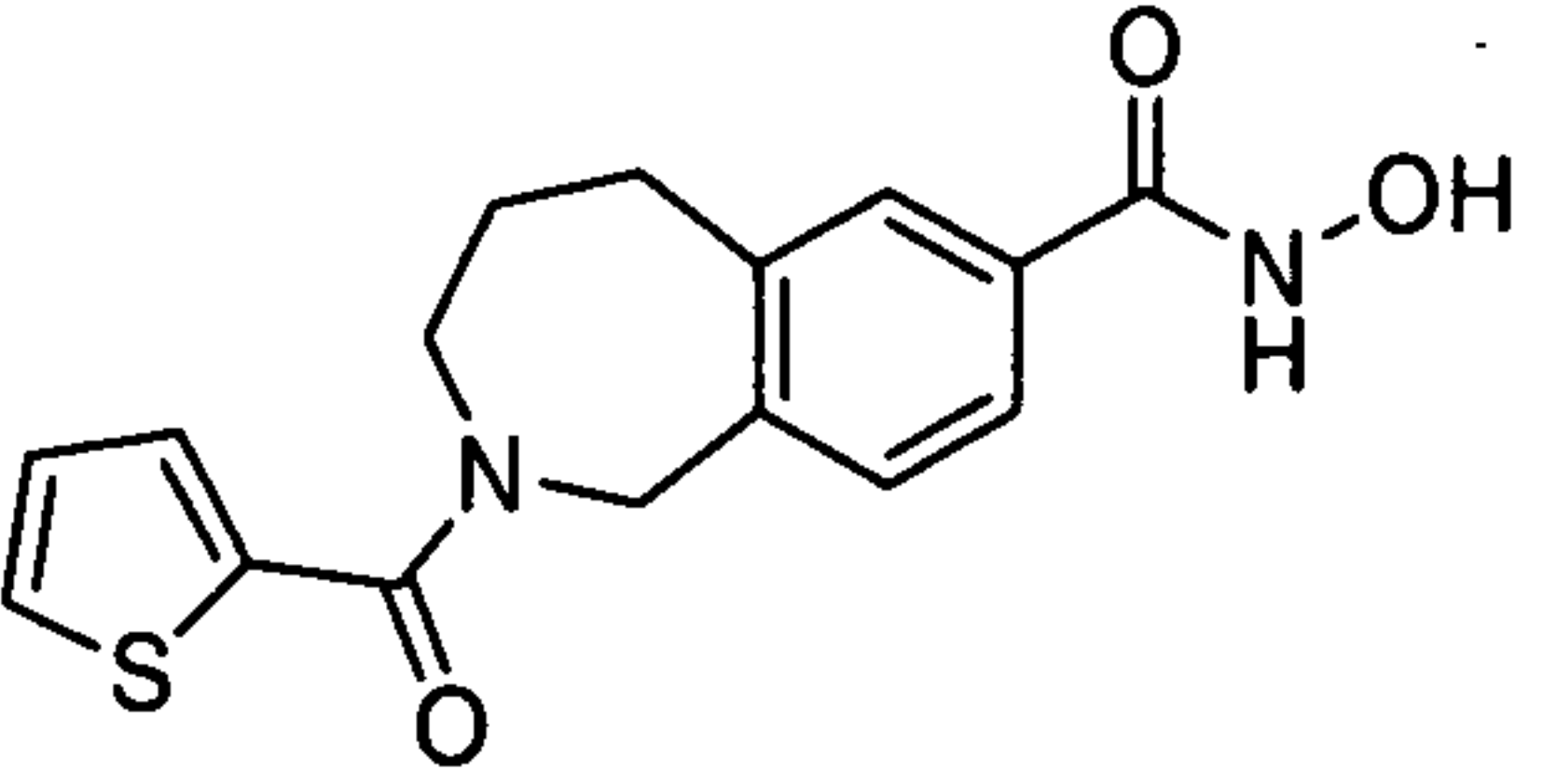
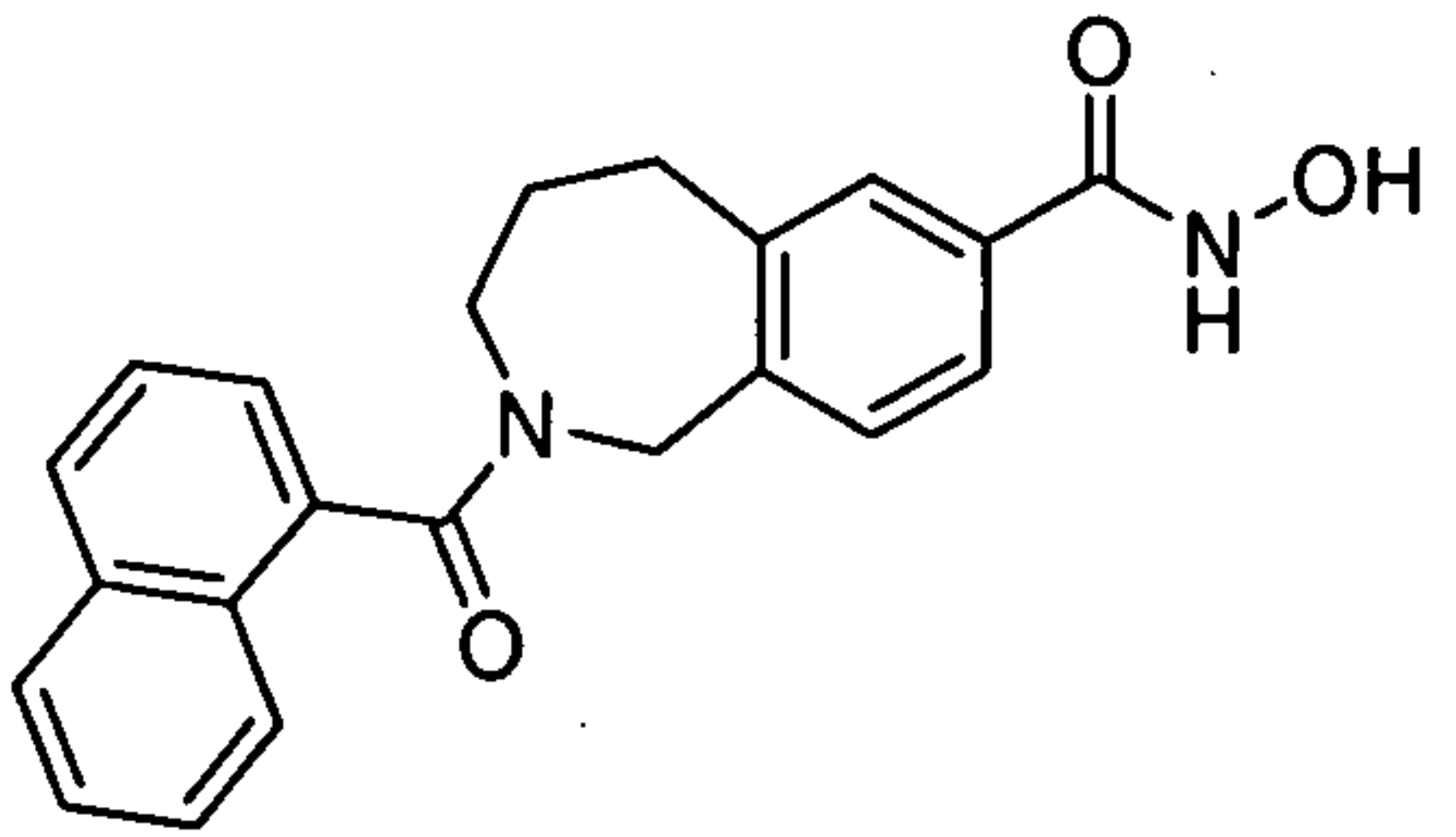
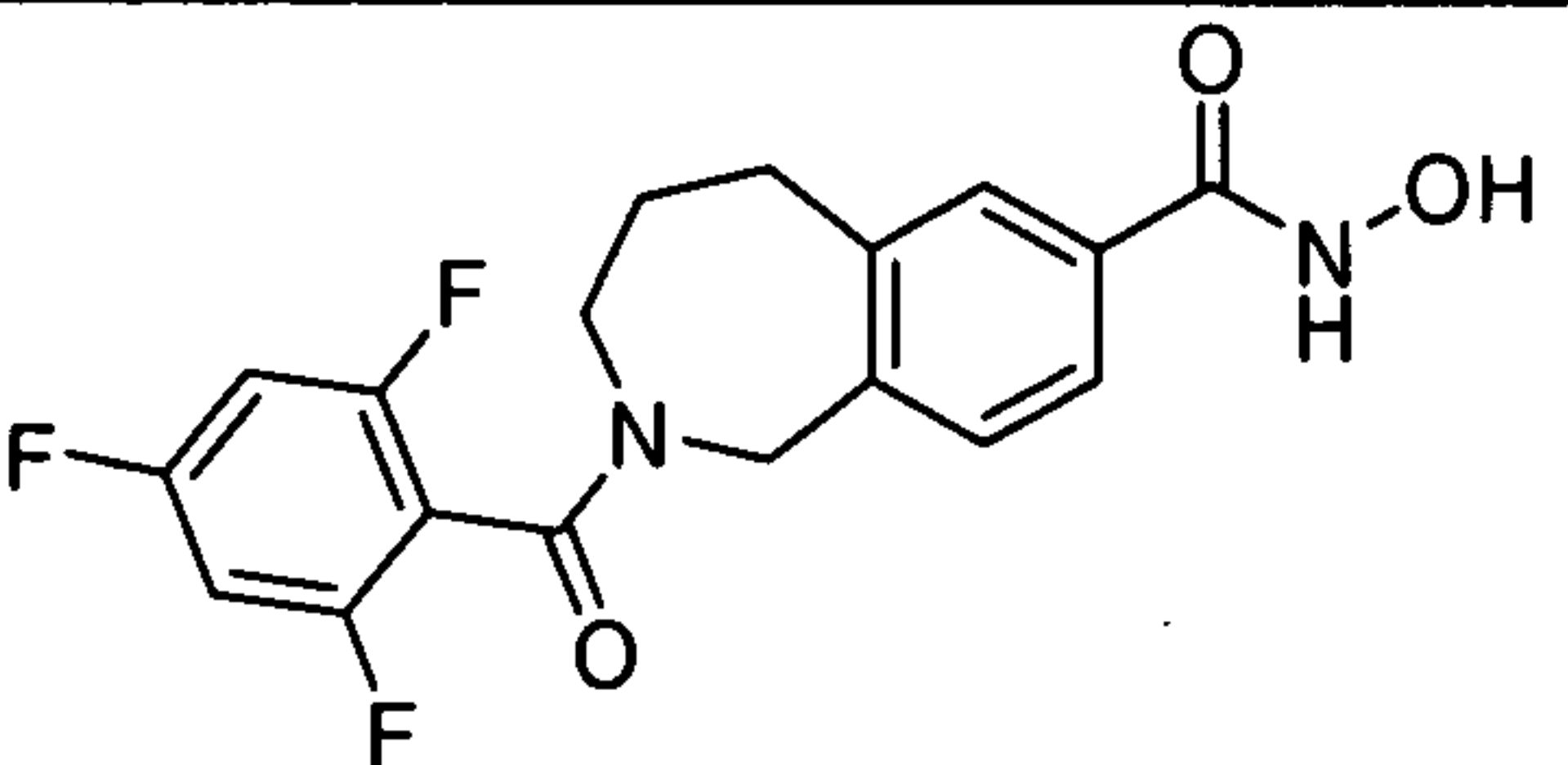
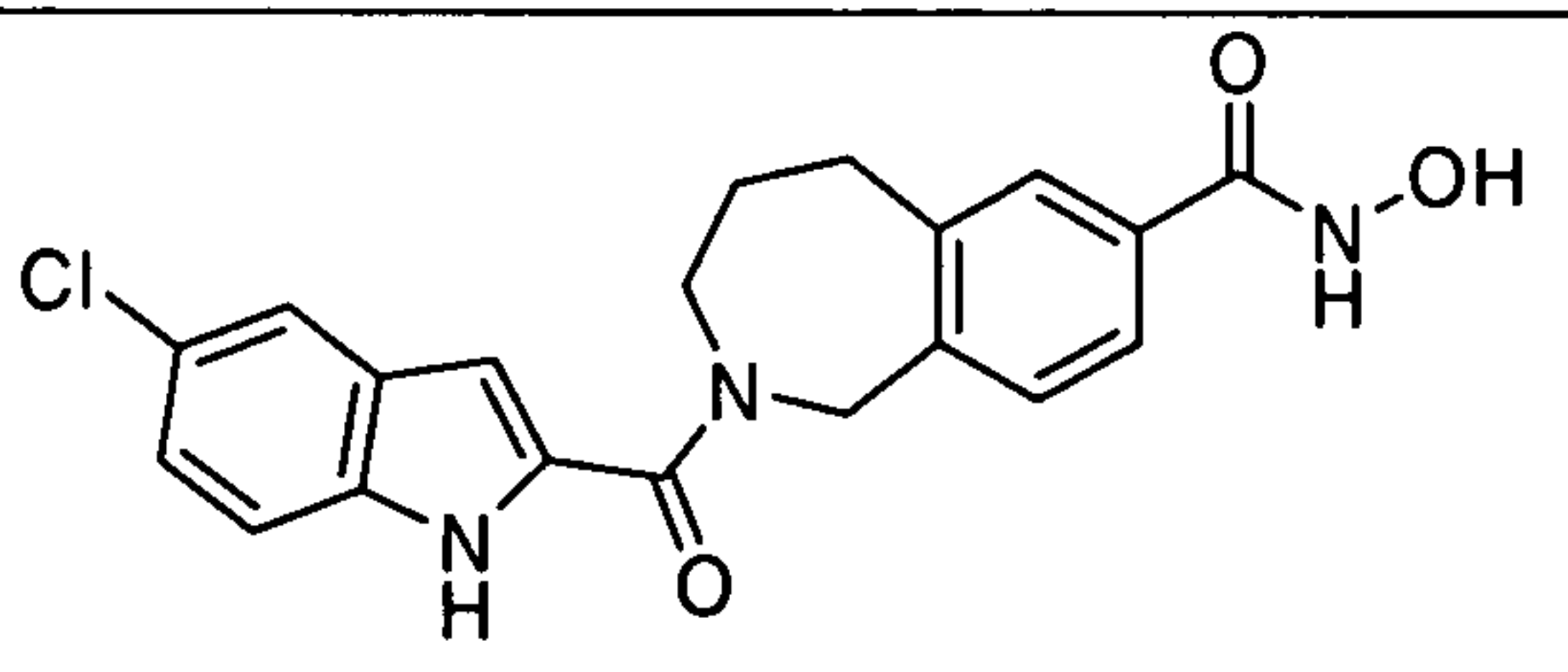
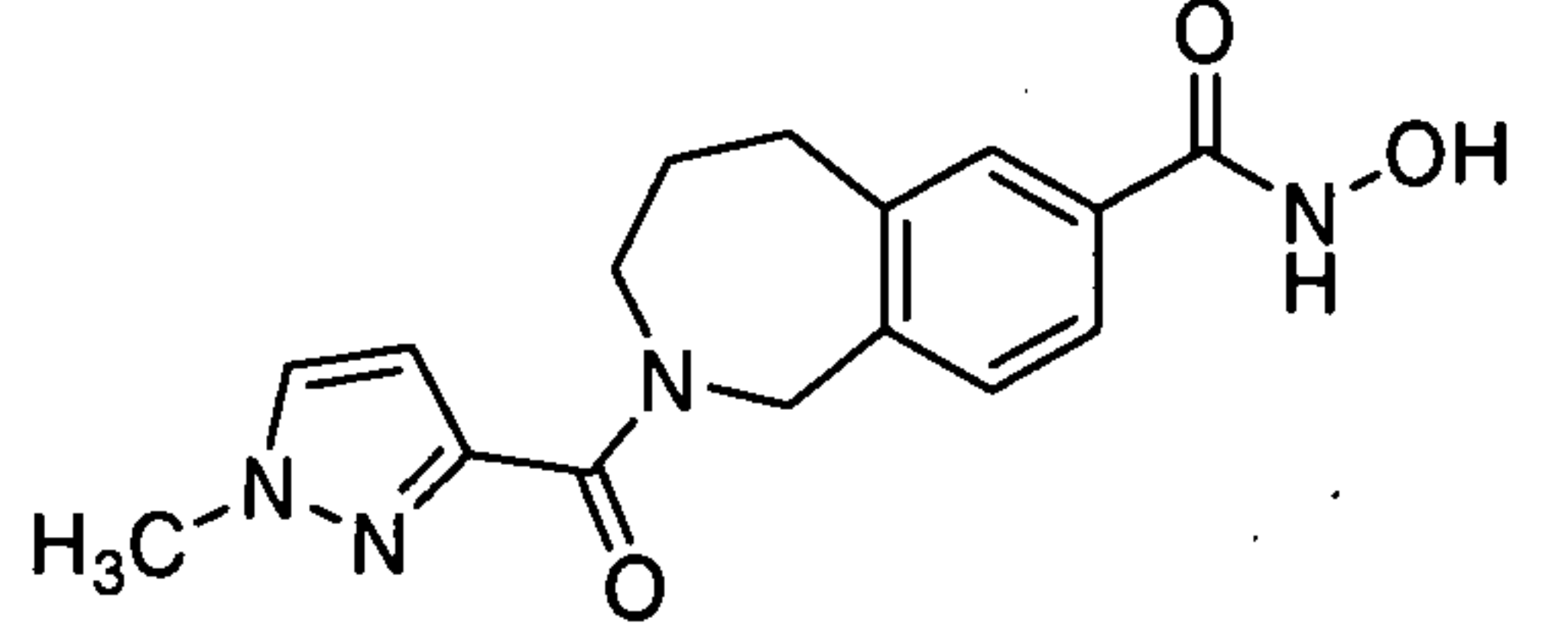
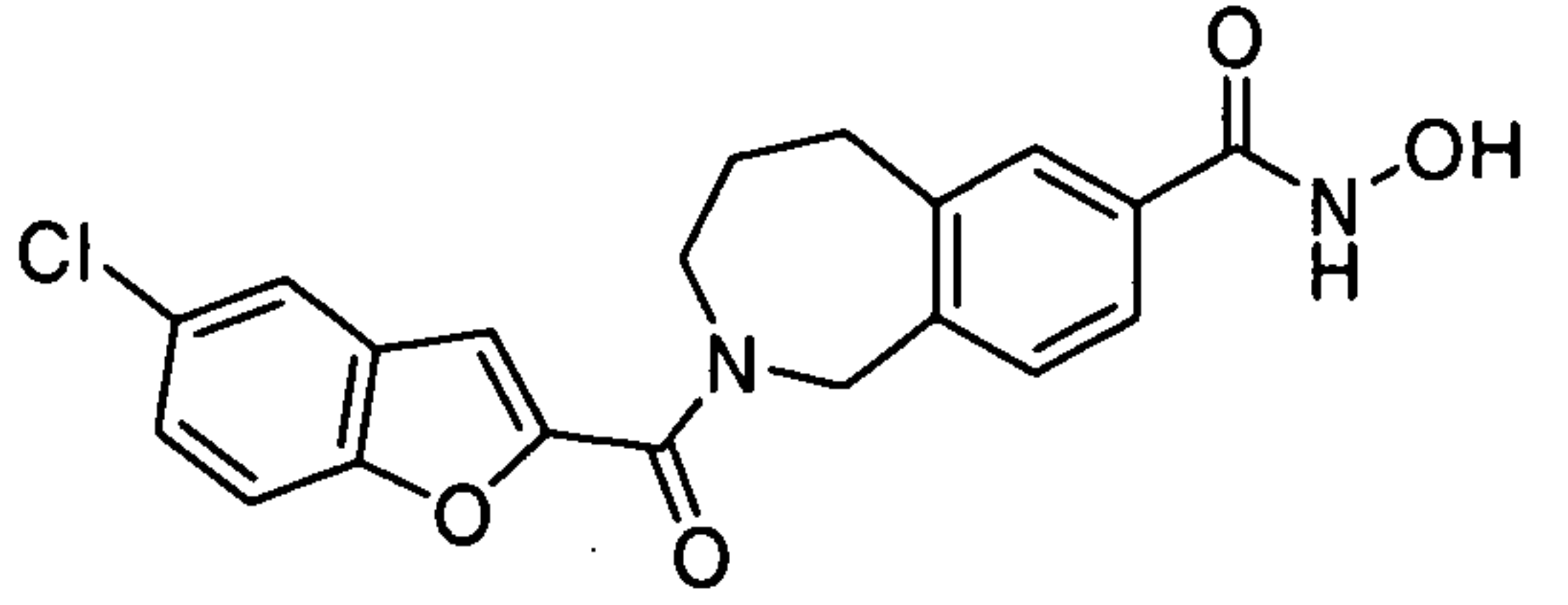
[00326] The following compounds were prepared in a fashion analogous to that described in **Example 38** starting from the intermediates which were prepared as described above and the corresponding alkyl bromides.

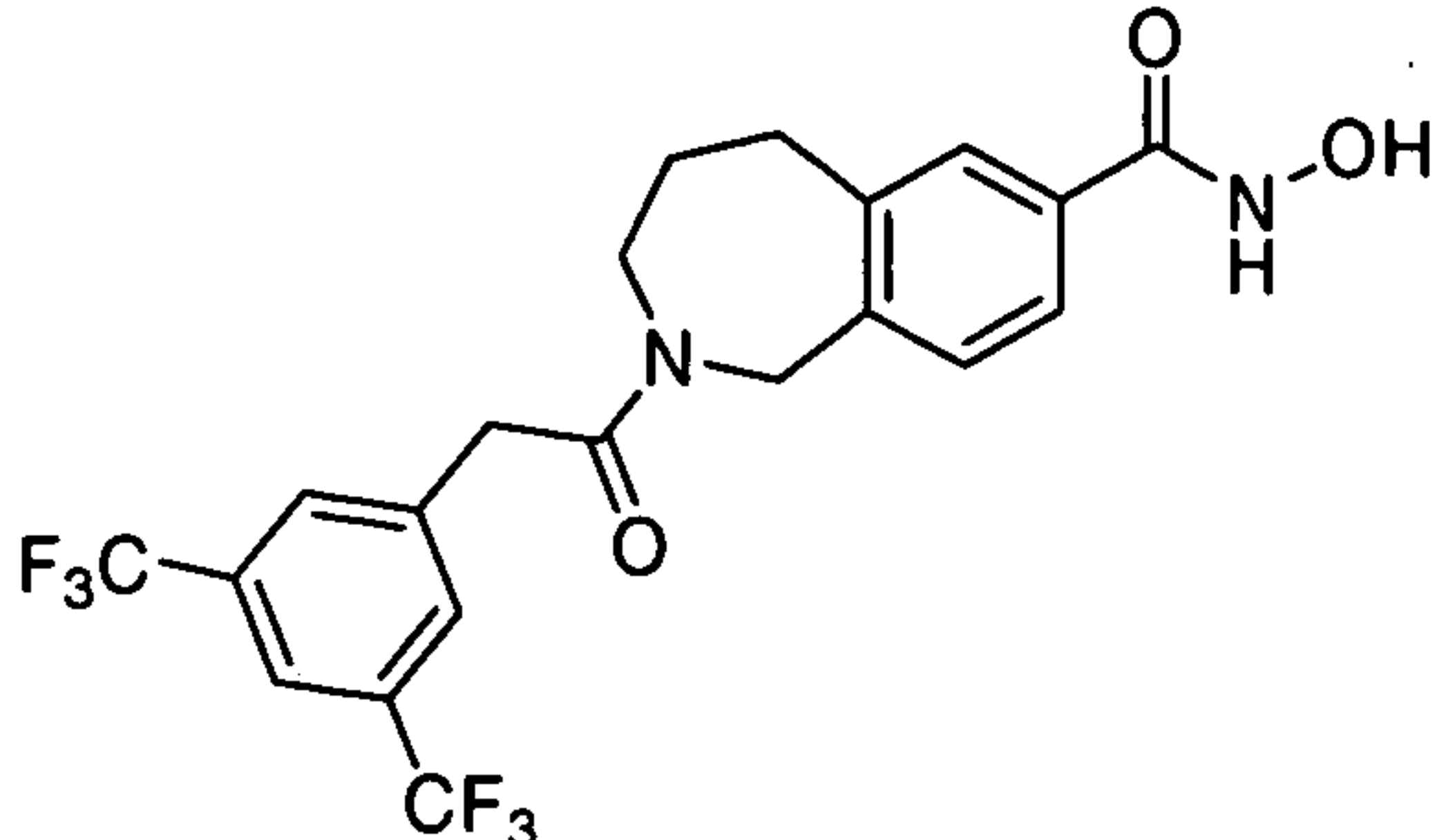
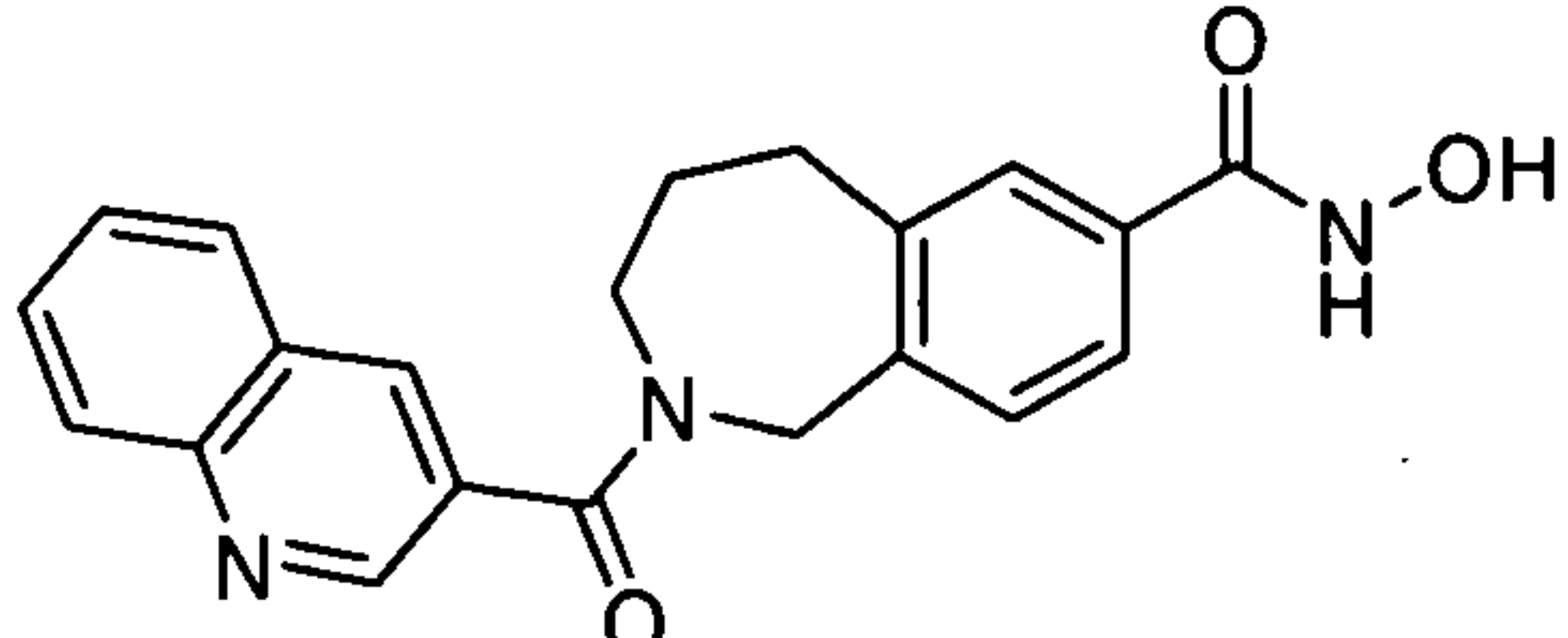
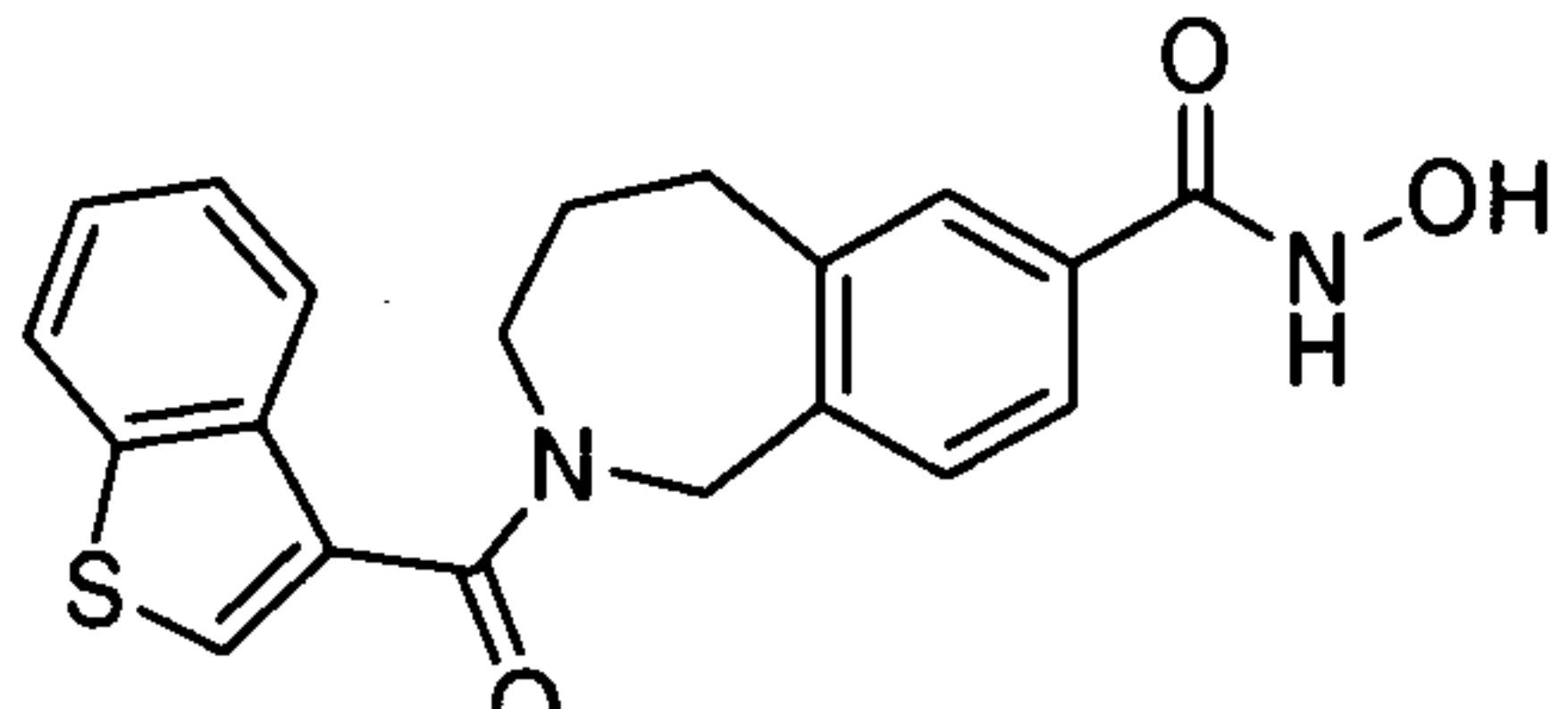
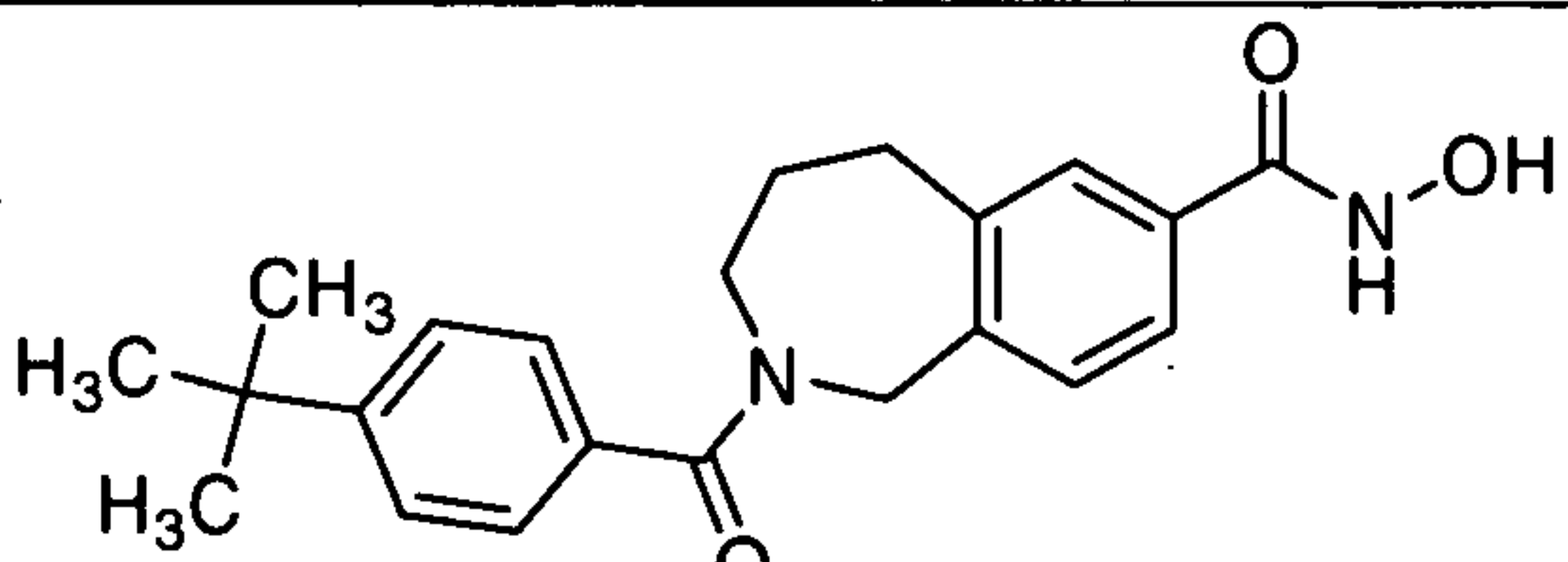
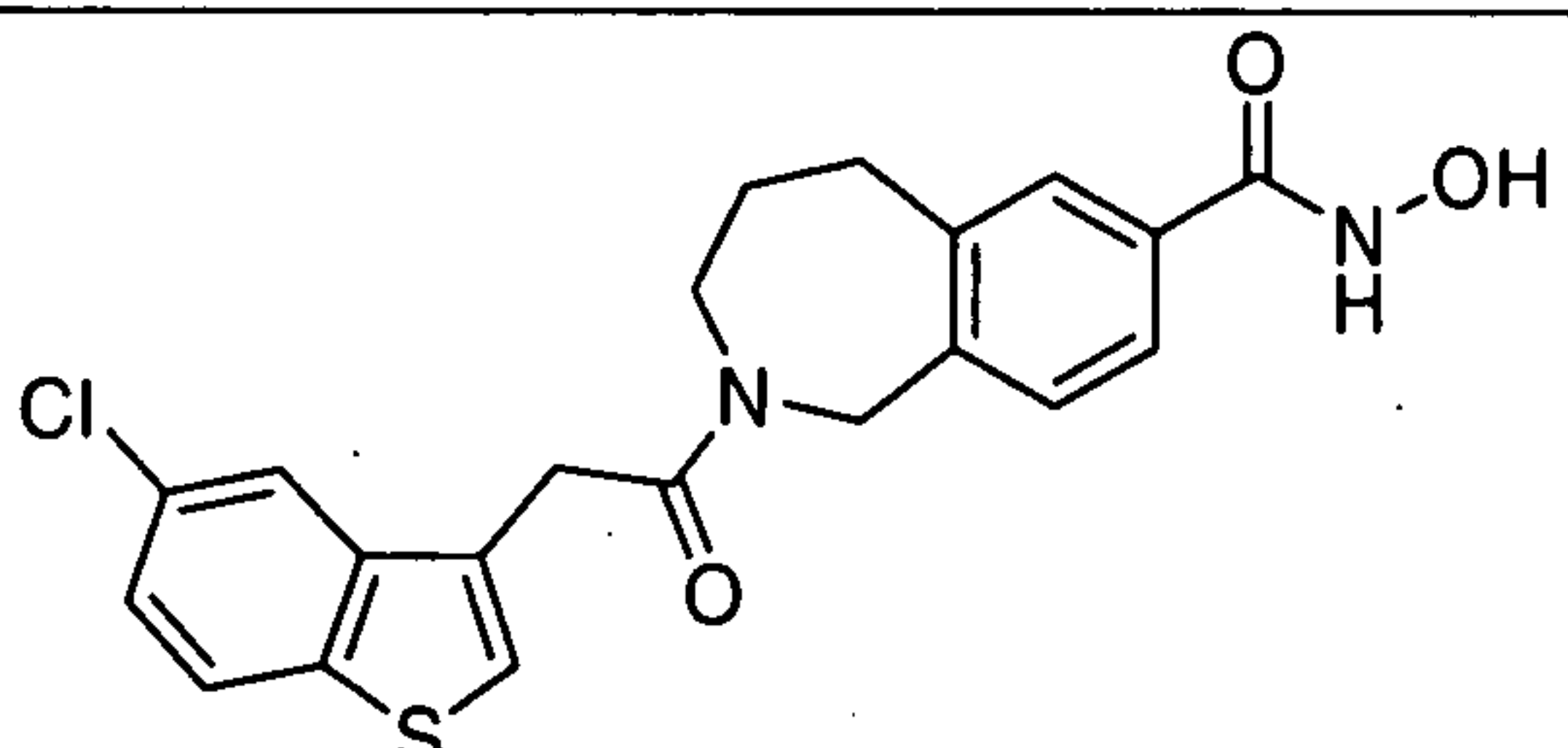
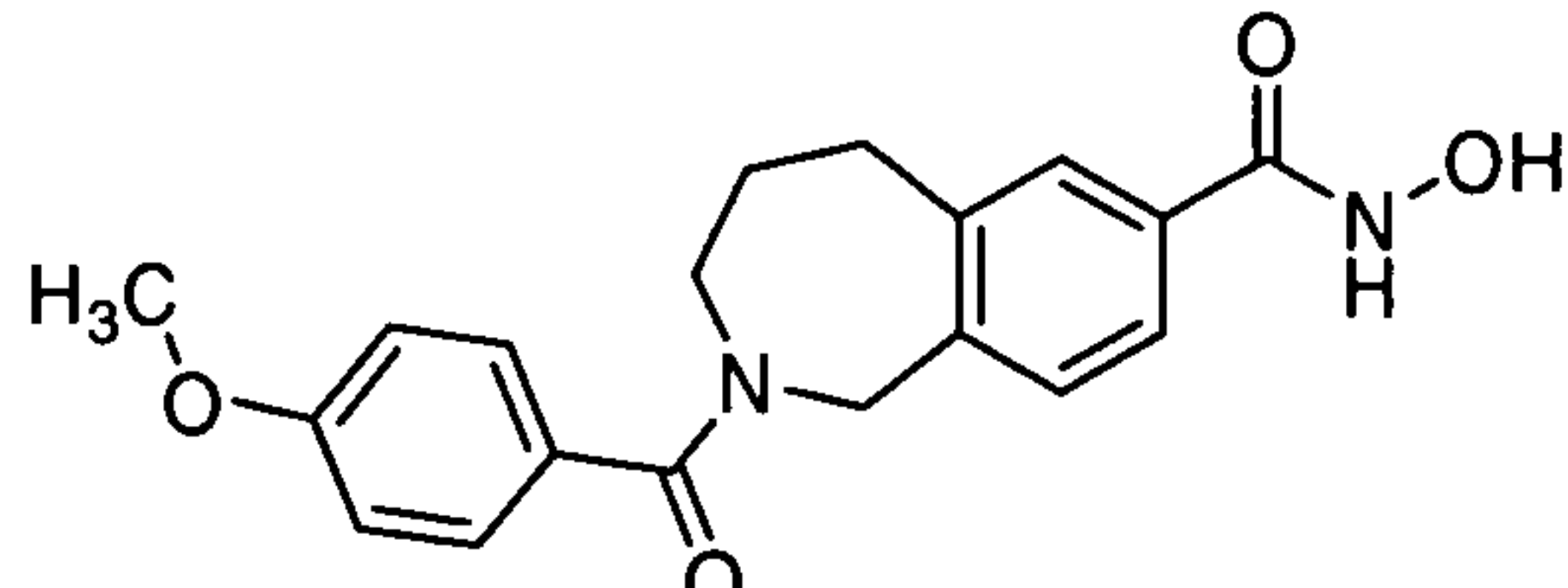
Compound	Structure	LC-MS (FA)
110		ES+ 297
109		ES+ 367
108		ES+ 372

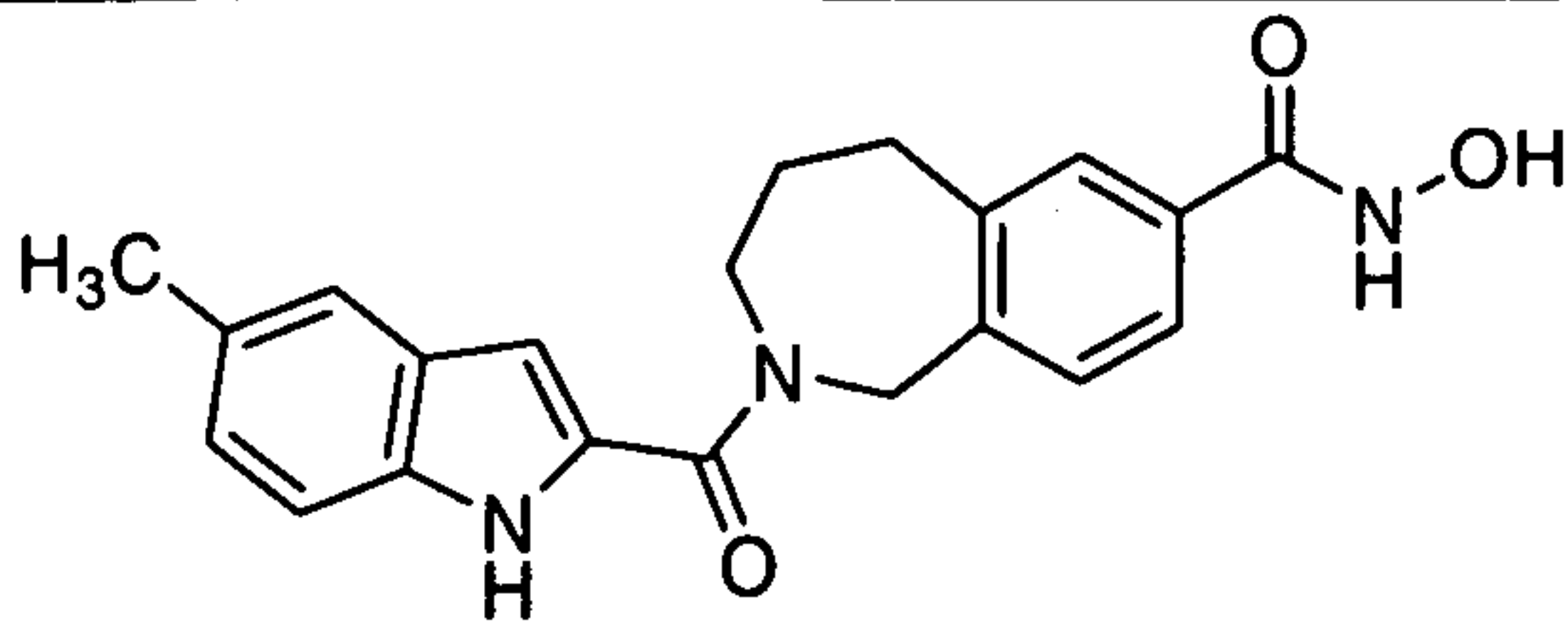
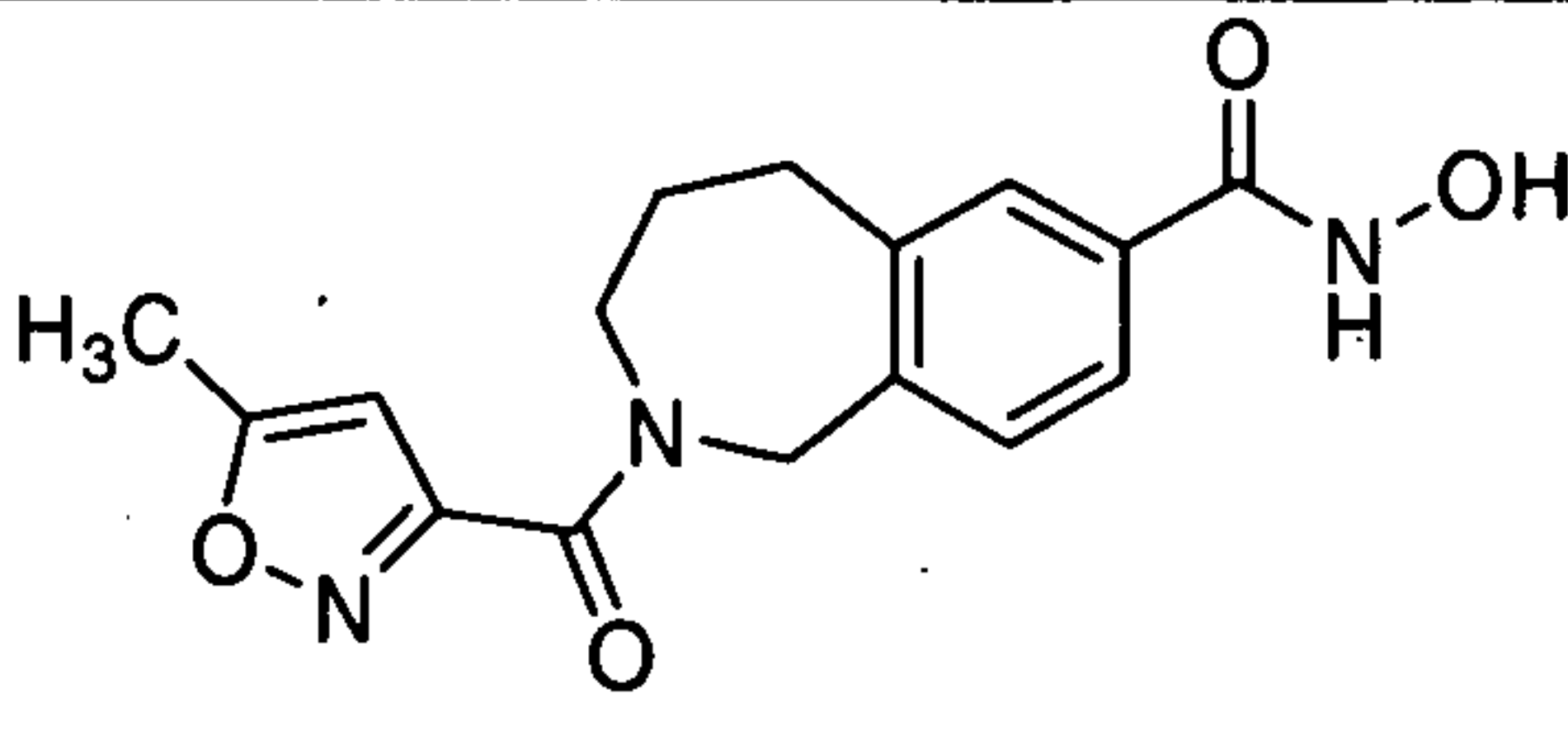
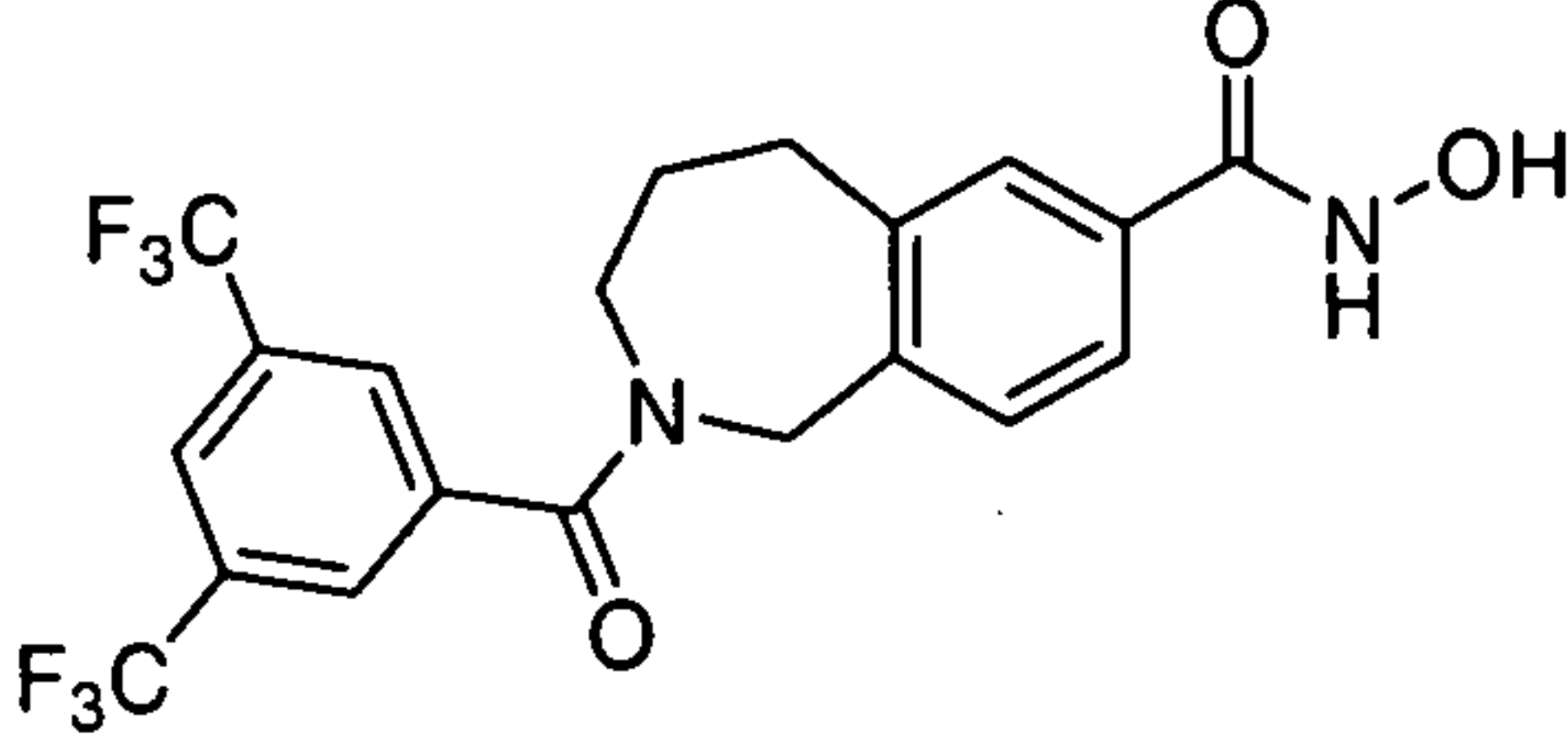
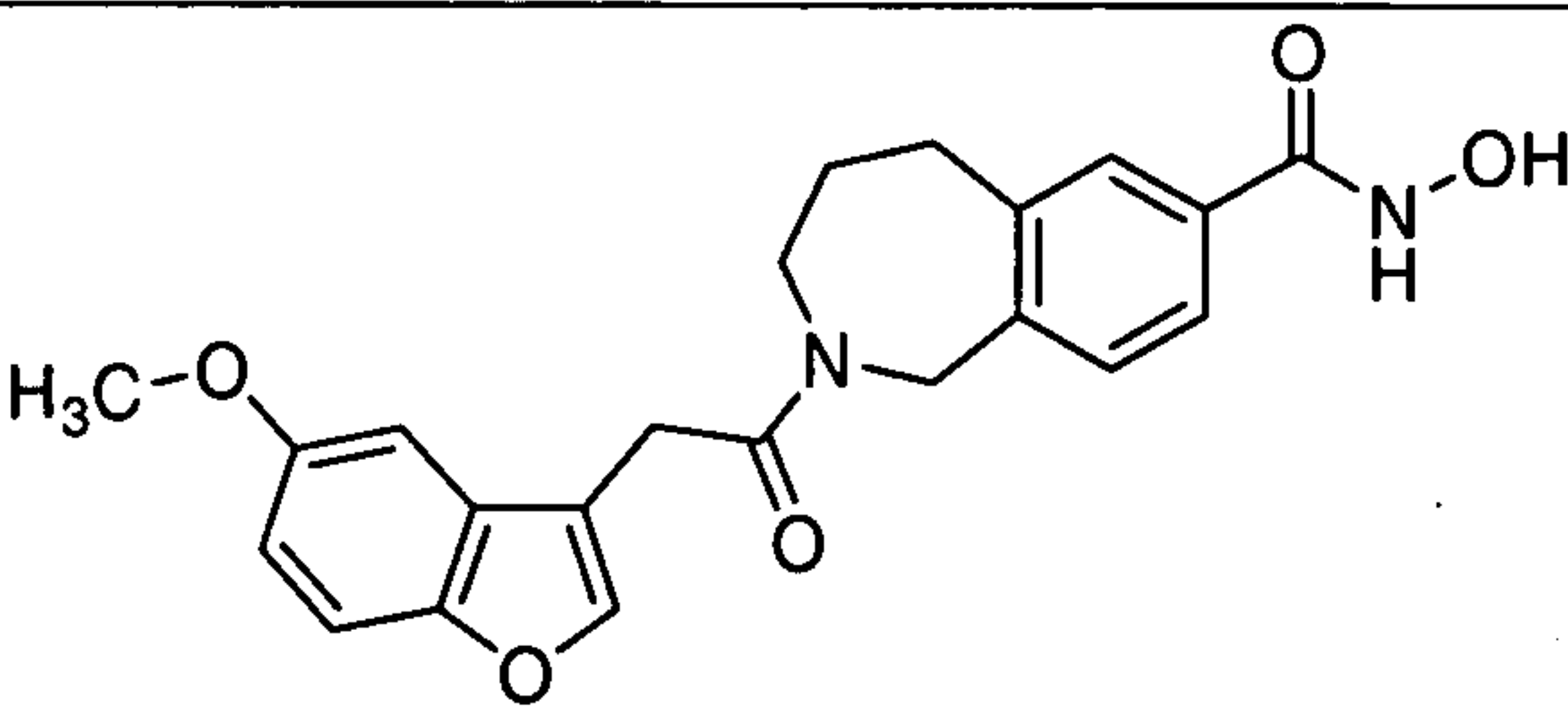
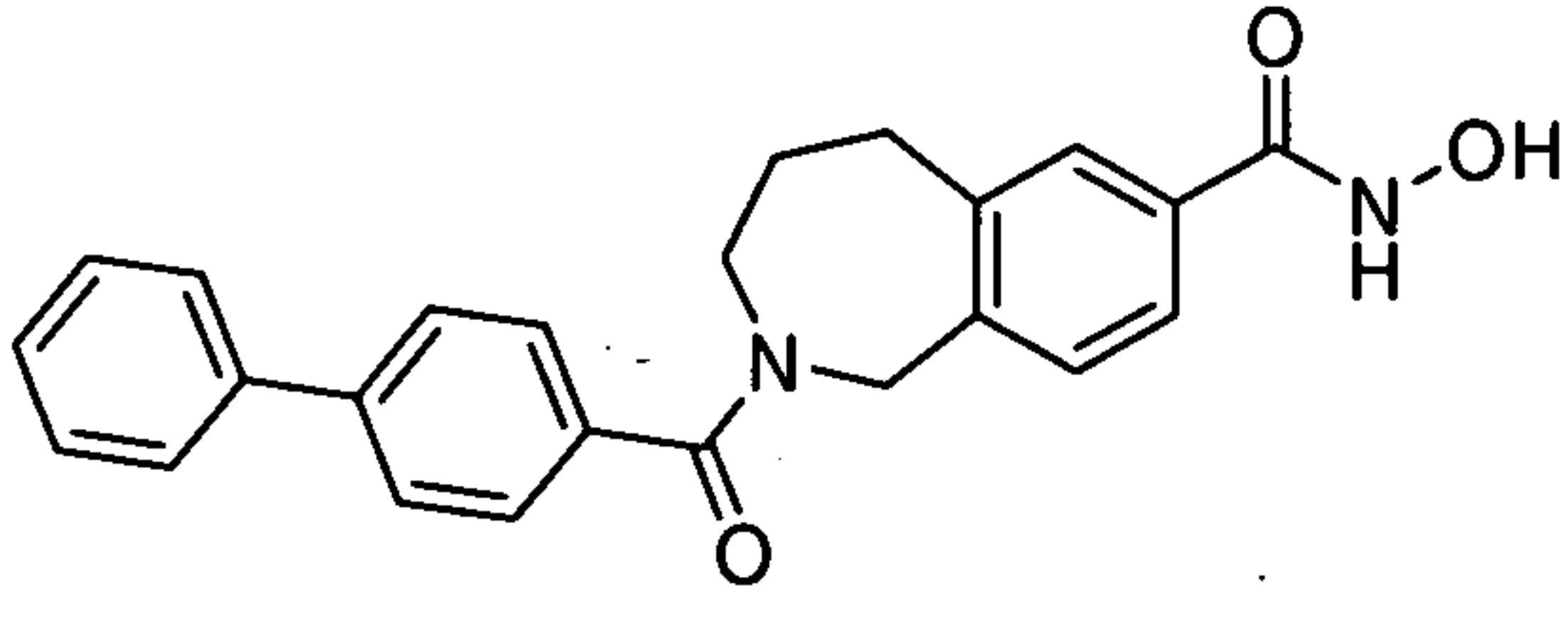
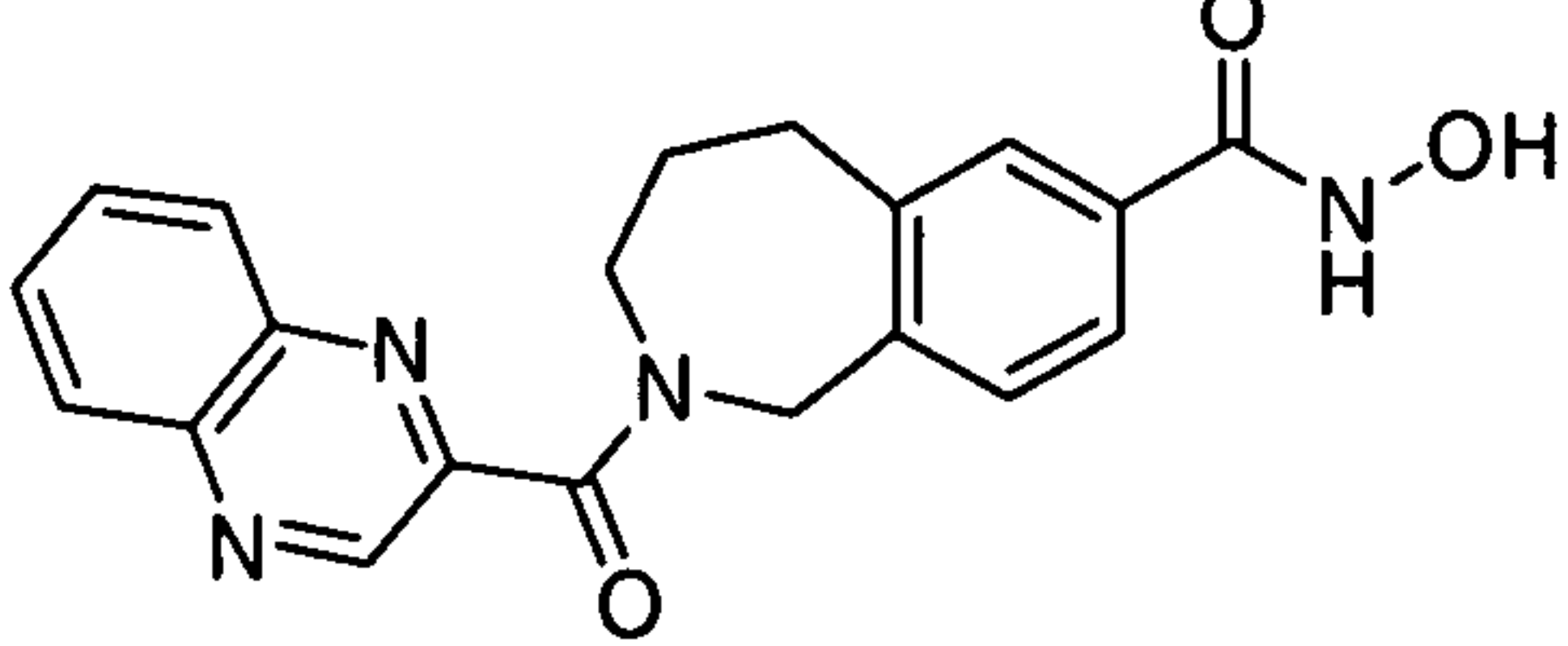
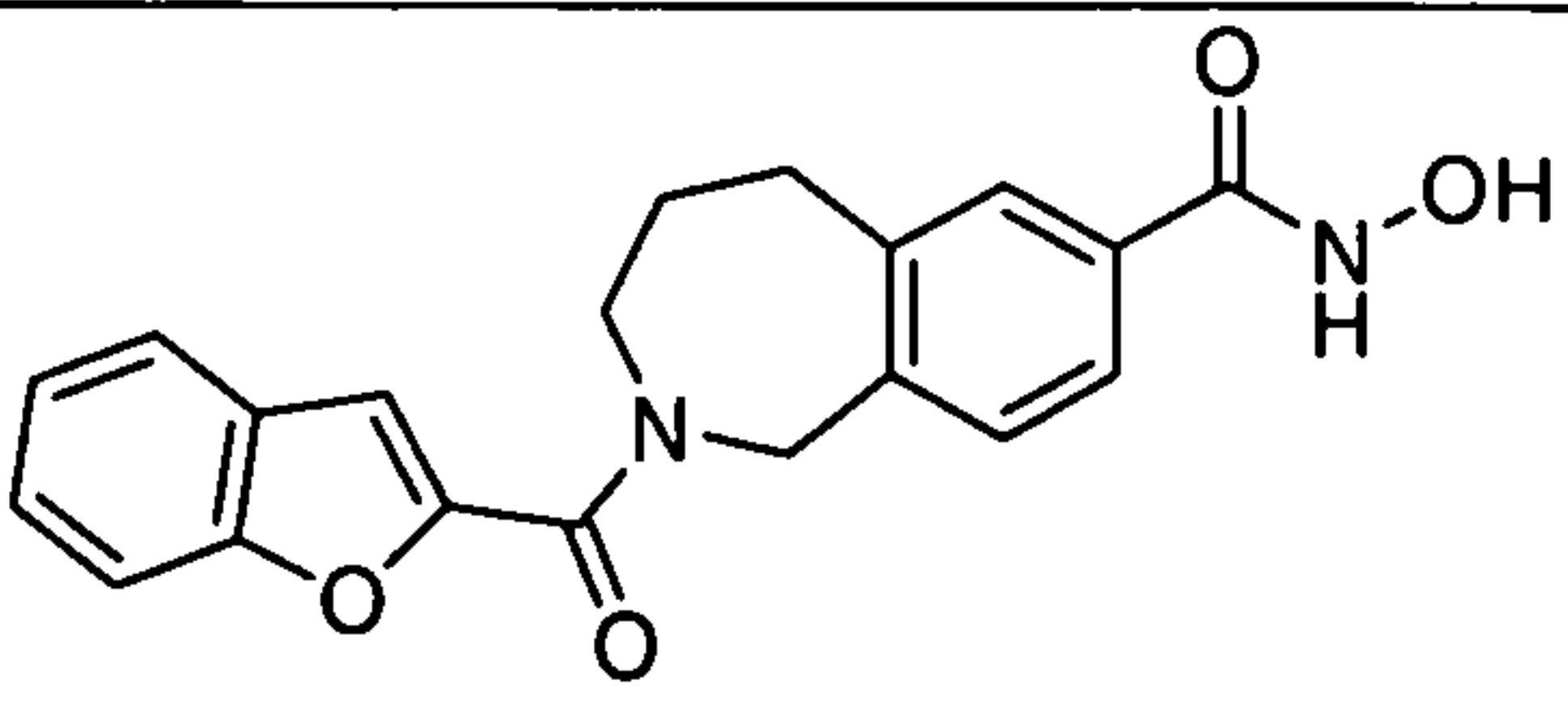
Example 99

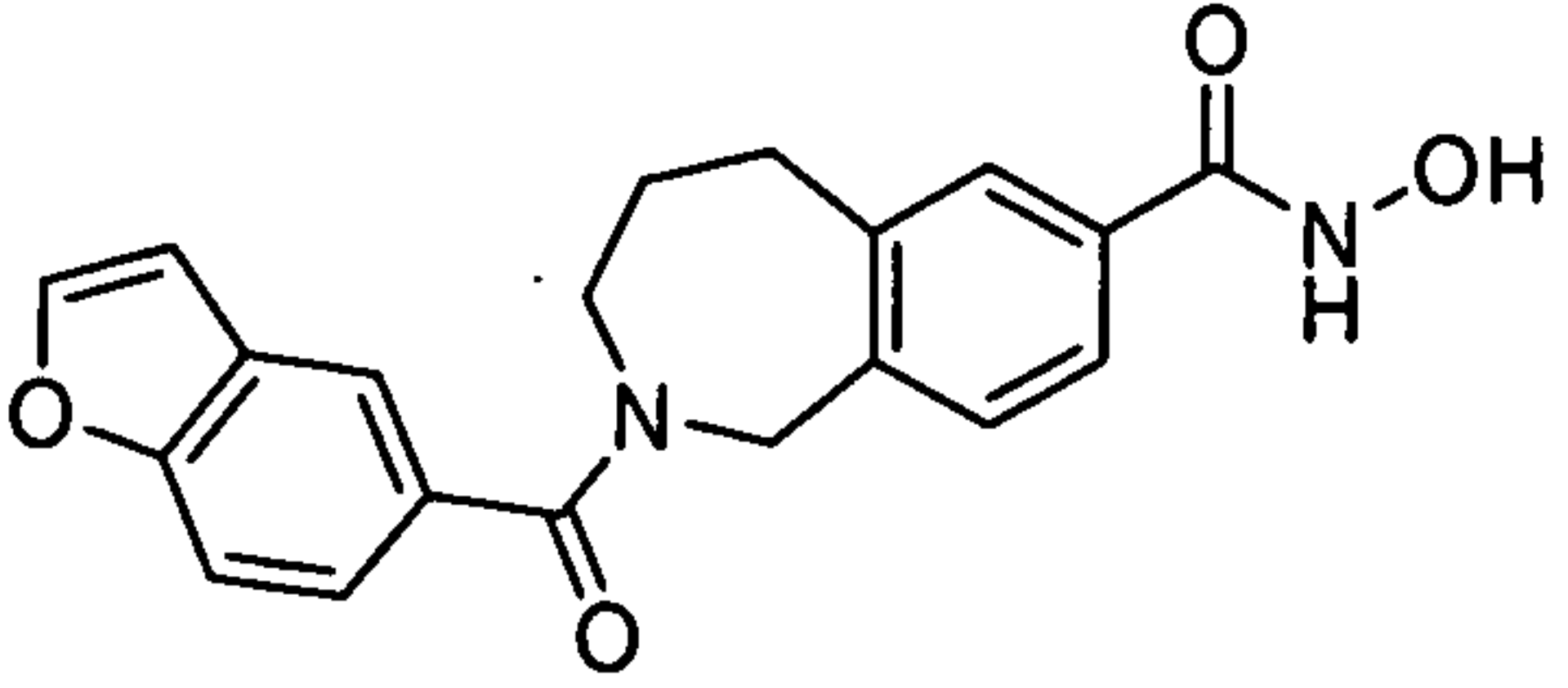
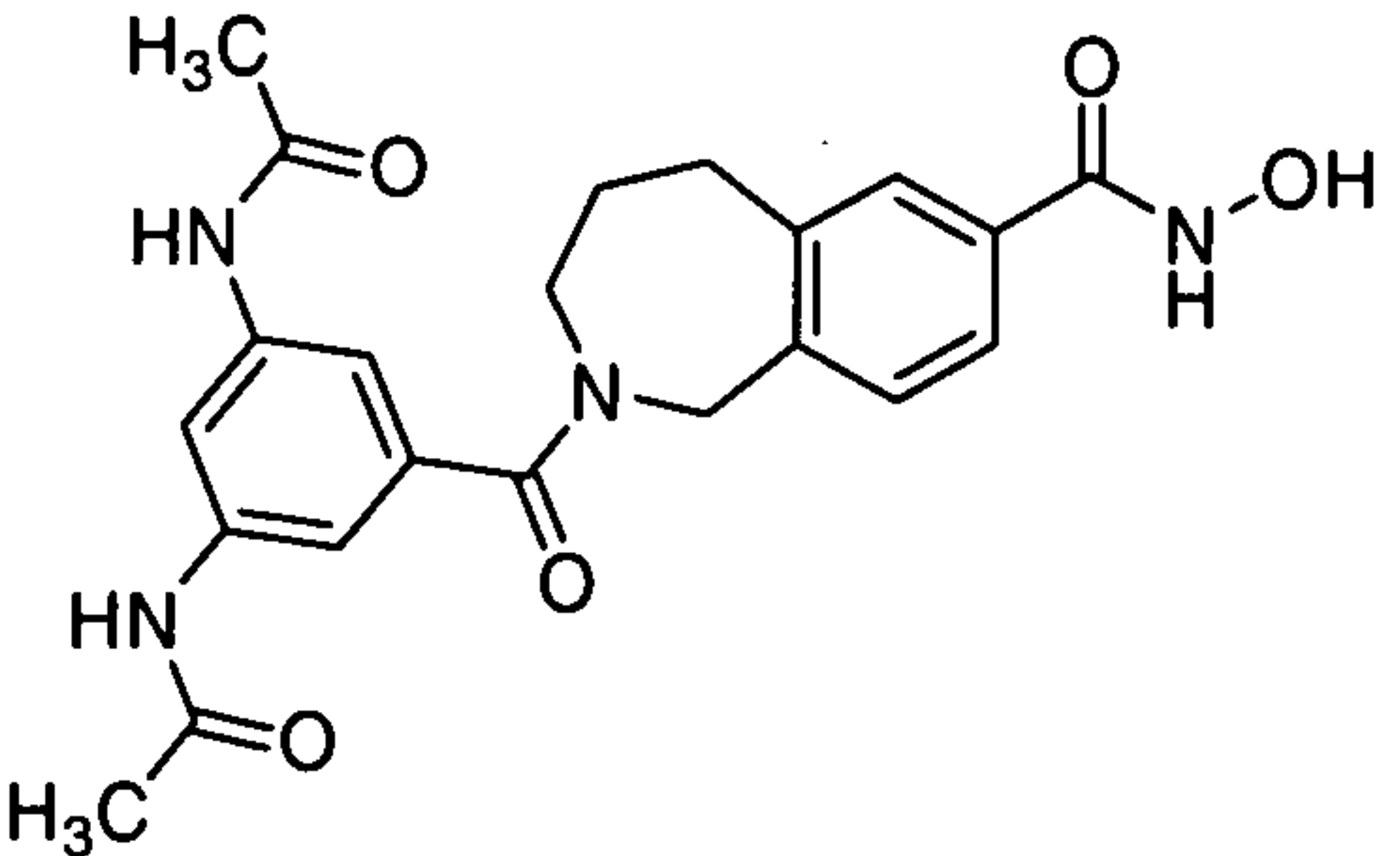
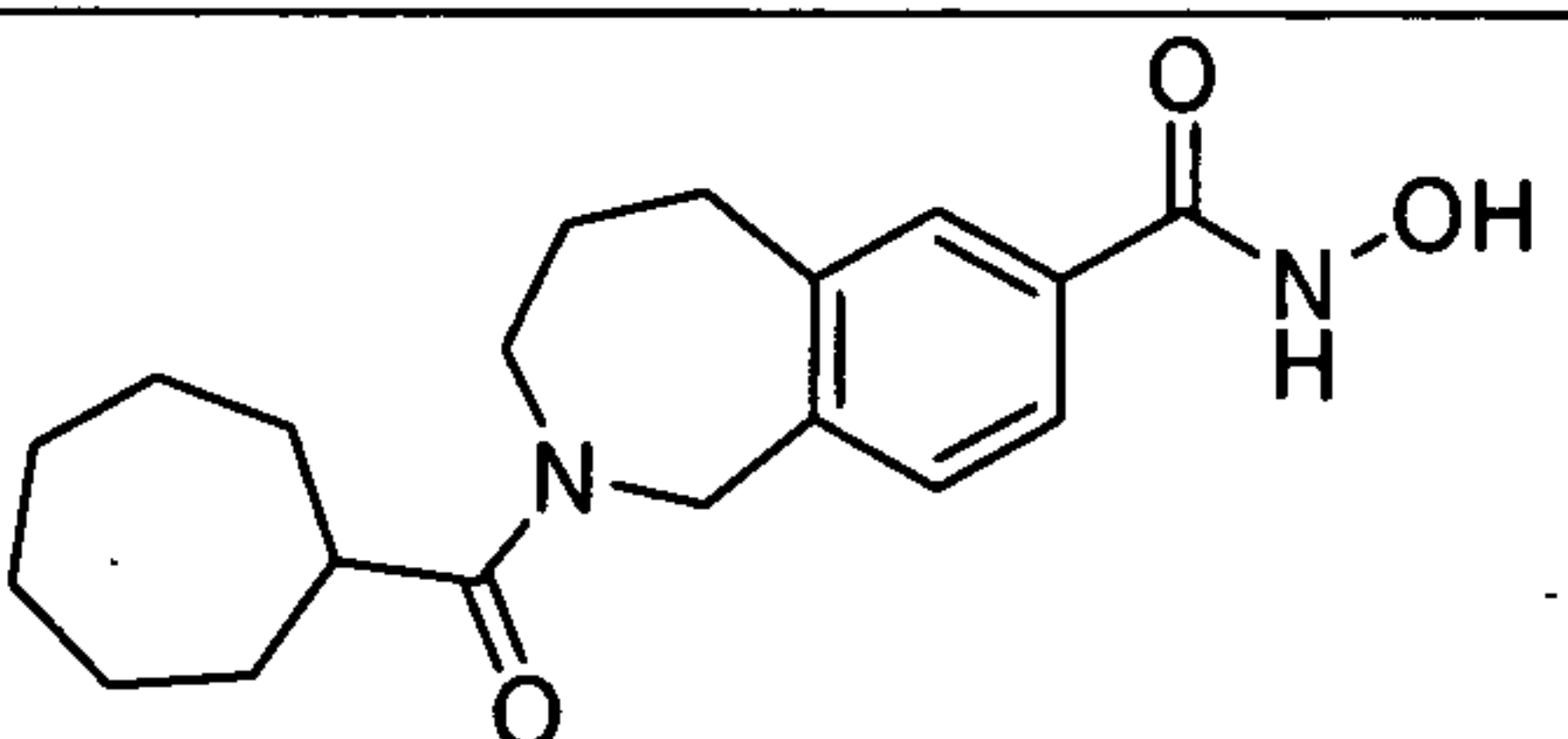
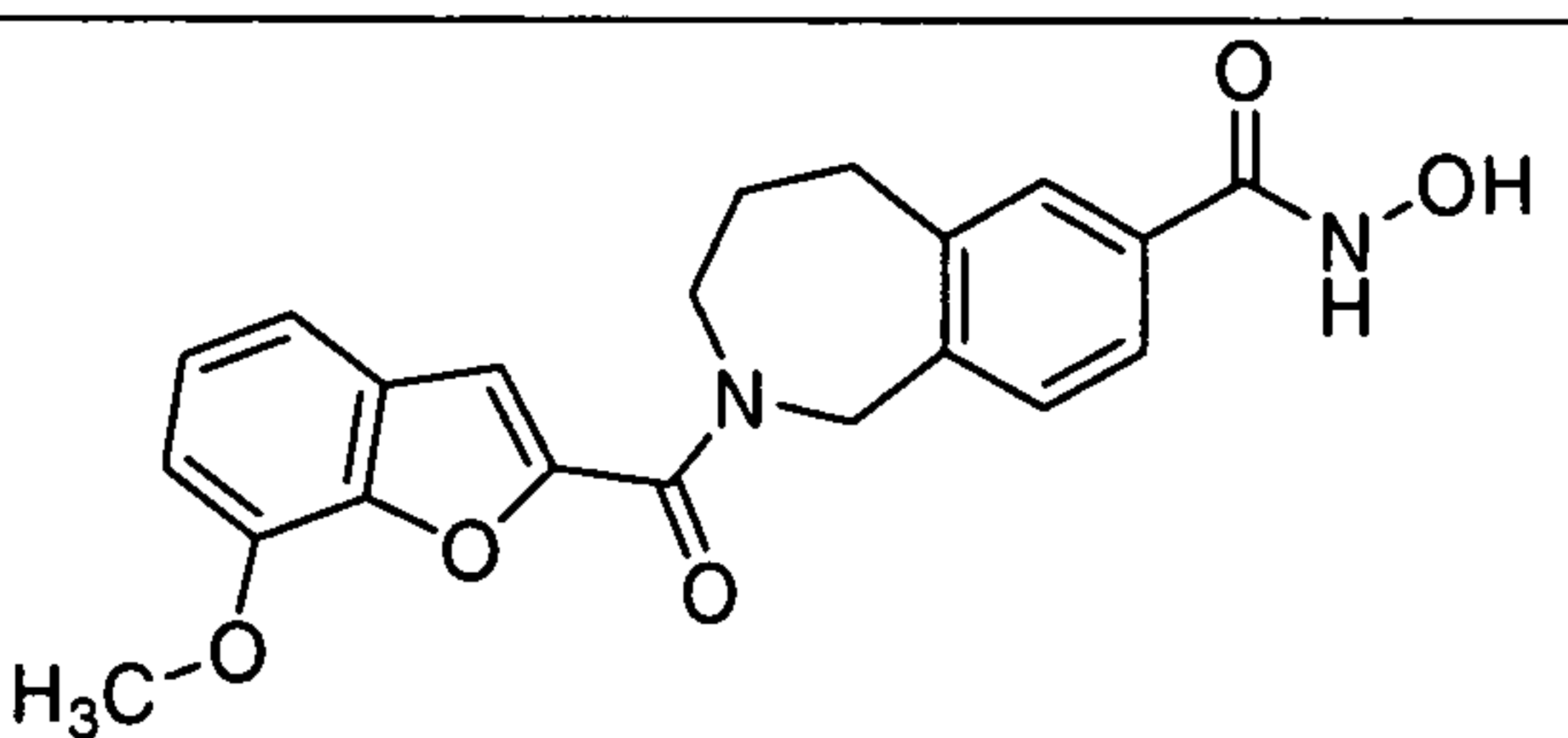
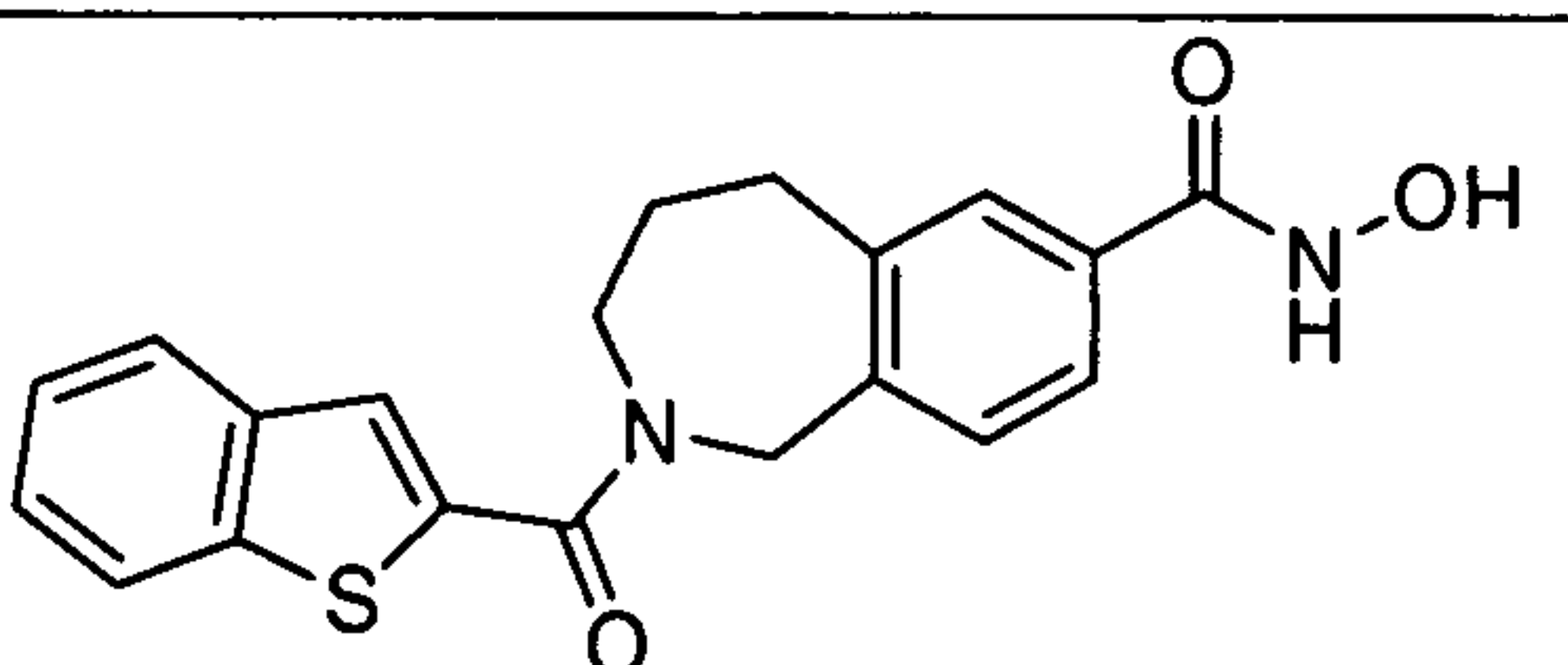
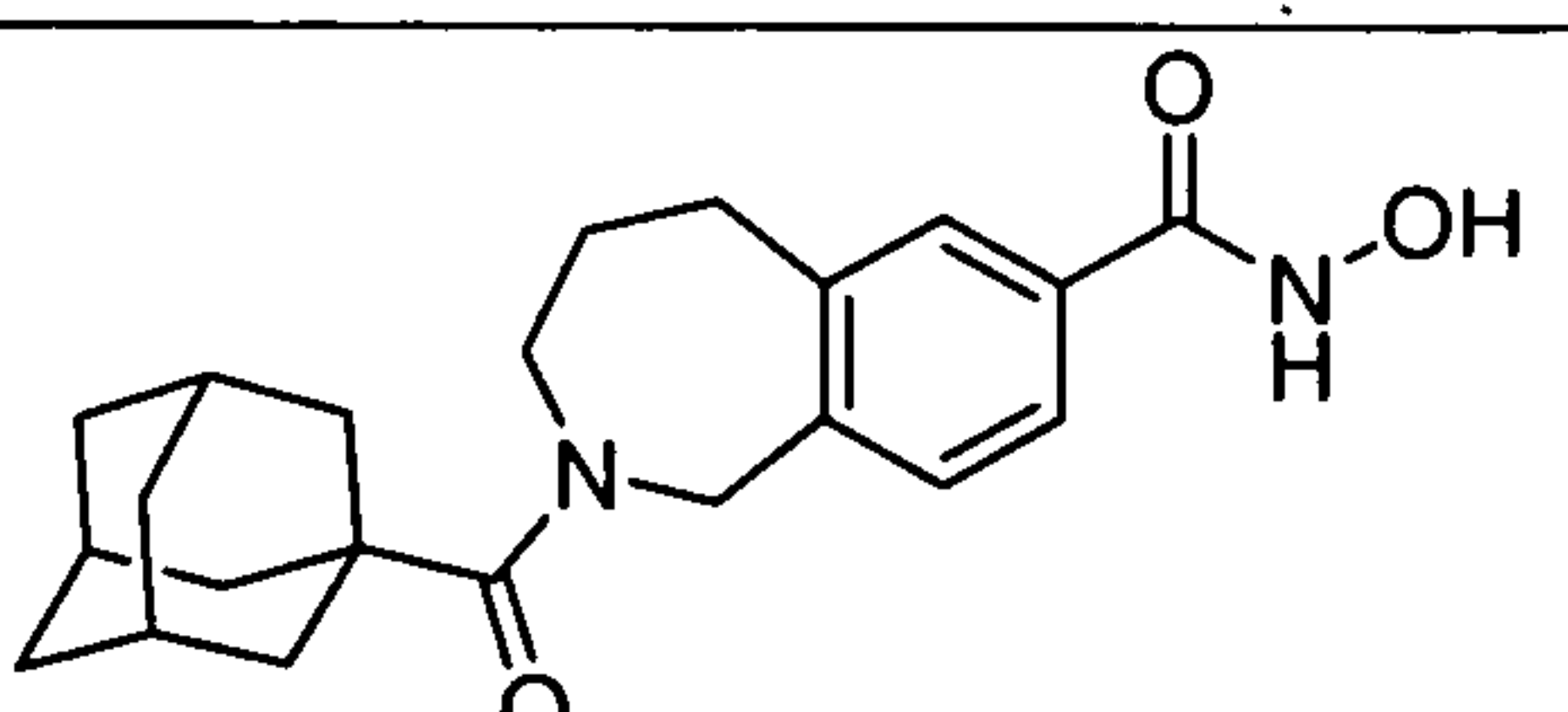
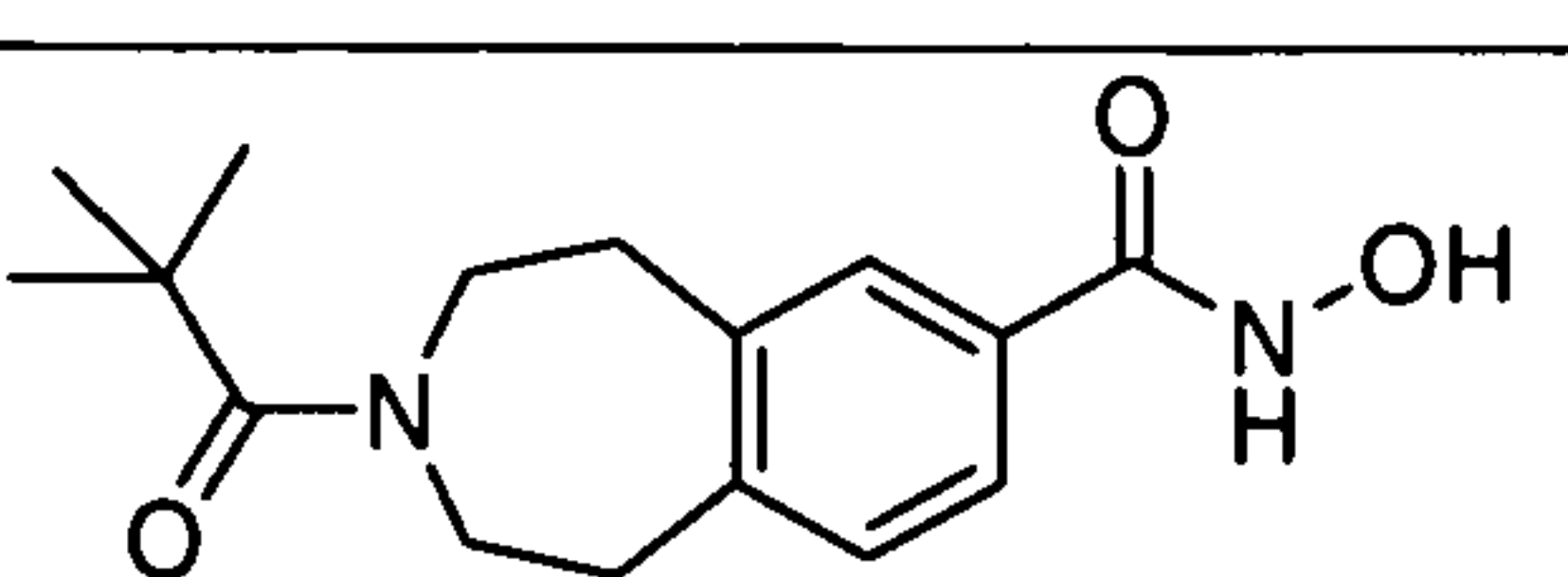
[00327] The following compounds were prepared in a fashion analogous to that described in **Example 86** starting from the intermediates which were prepared as described above and the corresponding carboxylic acids.

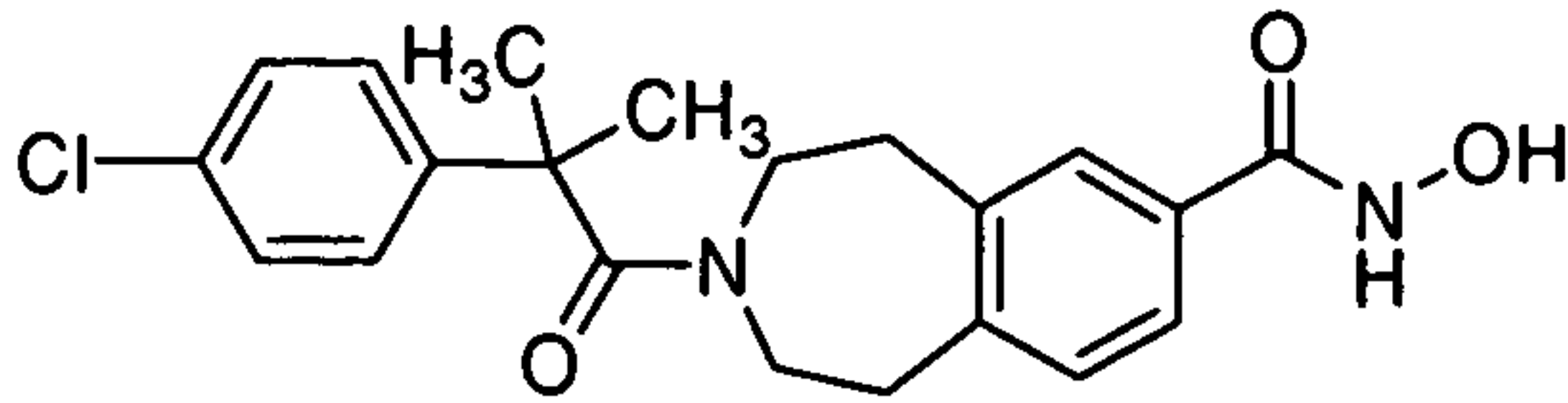
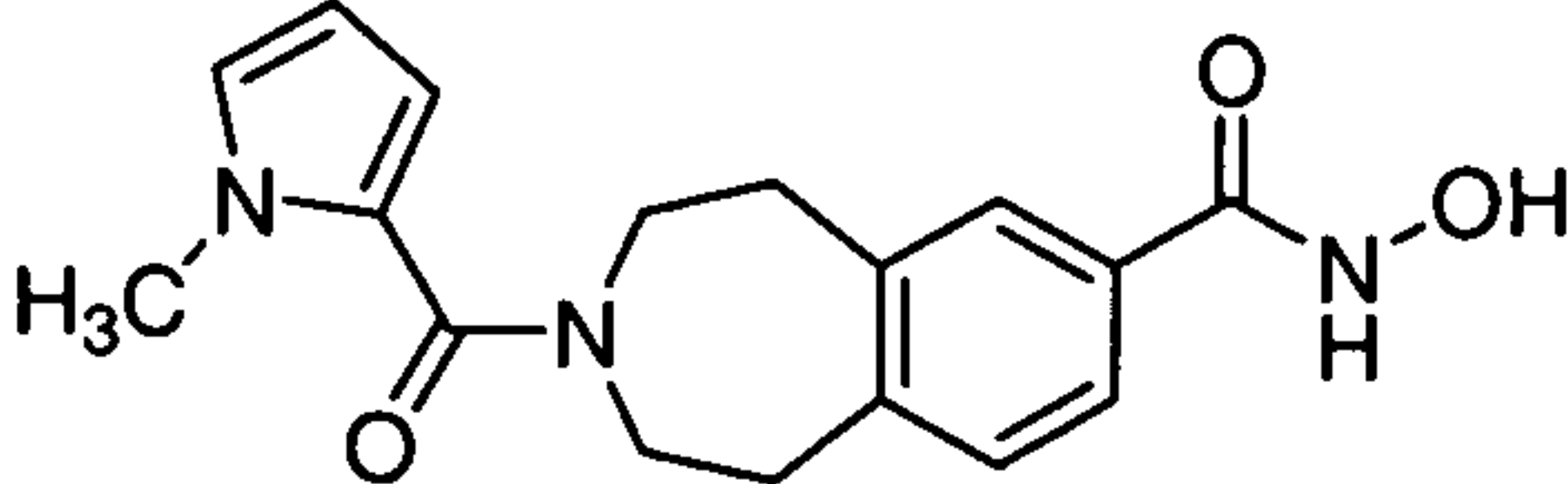
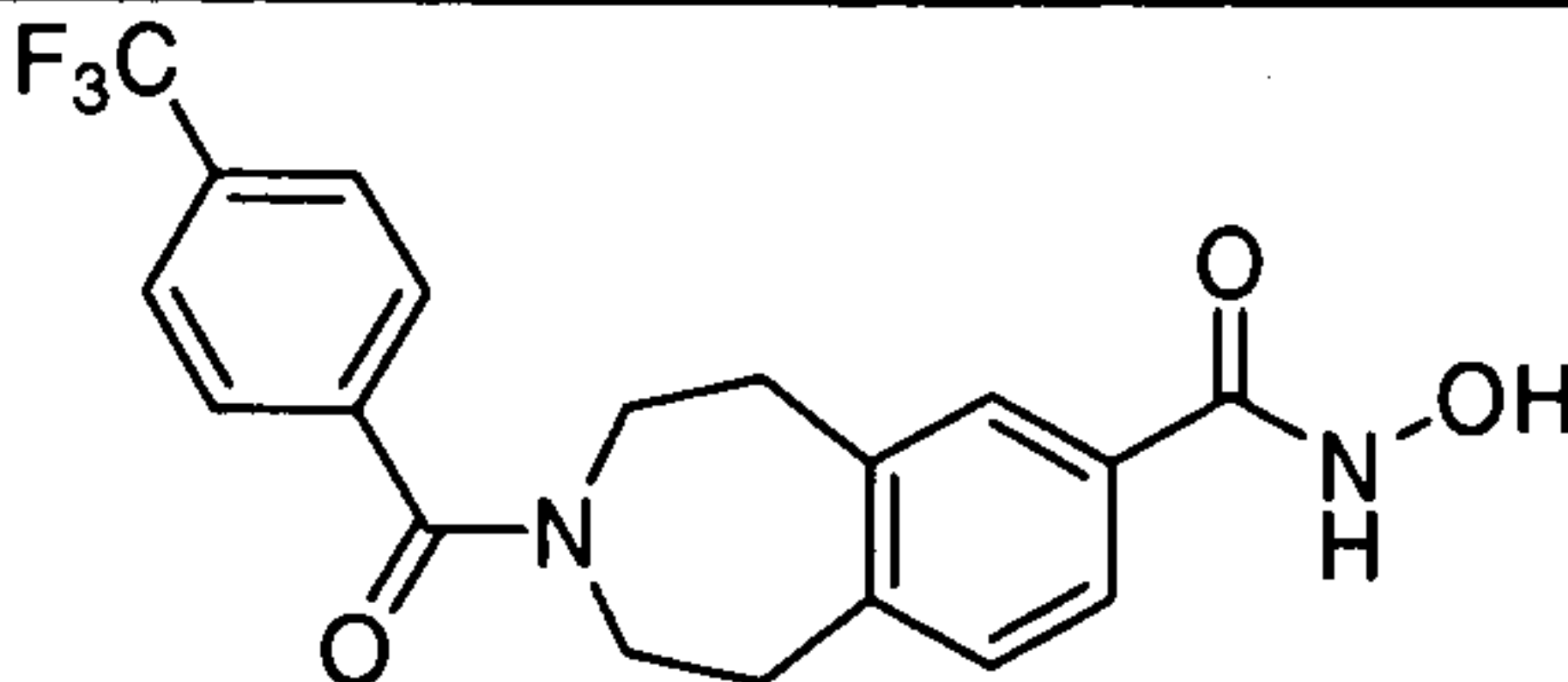
Compound	Structure	LC-MS (FA)
247		ES+ 317
254		ES+ 394

259		ES+ 353
260		ES+ 317
234		ES+ 361
241		ES+ 365
240		ES+ 384
233		ES+ 315
257		ES+ 385

236		ES+ 461
255		ES+ 362
258		ES+ 367
238		ES+ 367
251		ES+ 415
235		ES+ 341

253		ES+ 364
245		ES+ 316
261		ES+ 447
249		ES+ 395
244		ES+ 387
243		ES+ 363
250		ES+ 351

252		ES+ 351
256		ES+ 425
246		ES+ 331
242		ES+ 382
239		ES+ 368
232		ES+ 369
85		ES+ 291

88		ES+ 387
86		ES+ 314
87		ES+ 379

Example 100: HDAC6 enzyme assay

[00328] To measure the inhibition of HDAC6 activity, purified human HDAC6 (BPS Bioscience; Cat. No. 5006) is incubated with substrate Ac-Arg-Gly-Lys(Ac)-AMC peptide (Bachem Biosciences; Cat. No. I-1925) for 1 hour at 30 °C in the presence of test compounds or vehicle DMSO control. The reaction is stopped with the HDAC inhibitor trichostatin A (Sigma; Cat. No. T8552) and the amount of Arg-Gly-Lys-AMC generated is quantitated by digestion with trypsin (Sigma; Cat. No. T1426) and subsequent measurement of the amount of AMC released using a fluorescent plate reader (Pherastar; BMG Technologies) set at Ex 340nm and Em 460nm. Concentration response curves are generated by calculating the fluorescence increase in test compound-treated samples relative to DMSO-treated controls, and enzyme inhibition (IC₅₀) values are determined from those curves.

Example 101: Nuclear extract HDAC assay

[00329] As a screen against Class I HDAC enzymes, HeLa nuclear extract (BIOMOL; Cat. No. KI-140) is incubated with Ac-Arg-Gly-Lys(Ac)-AMC peptide (Bachem Biosciences; Cat. No. I-1925) in the presence of test compounds or vehicle DMSO control. The HeLa nuclear extract is enriched for Class I enzymes HDAC1, -2 and -3. The reaction is stopped with the HDAC inhibitor Trichostatin A (Sigma; Cat. No. T8552) and the amount of Arg-Gly-Lys-AMC generated is quantitated by digestion with trypsin (Sigma; Cat. No. T1426) and subsequent measurement of the amount of AMC released using a fluorescent plate reader (Pherastar; BMG Technologies) set at Ex 340nm and Em 460nm. Concentration response curves are generated by calculating the fluorescence increase in test compound-treated samples relative to DMSO-treated controls, and enzyme inhibition (IC₅₀) values are determined from those curves.

Example 102: Western Blot and Immunofluorescence Assays

[00330] Cellular potency and selectivity of compounds are determined using a published assay (Haggarty *et al.*, *Proc. Natl. Acad. Sci. USA* **2003**, 100 (8): 4389-4394) using Hela cells (ATCC cat# CCL-2™) which are maintained in MEM medium (Invitrogen) supplemented with 10% FBS; or multiple myeloma cells RPMI-8226 (ATCC cat# CCL-155™) which are maintained in RPMI 1640 medium (Invitrogen) supplemented with 10% FBS. Briefly, cells are treated with inhibitors for 6 or 24 h and either lysed for Western blotting, or fixed for immunofluorescence analyses. HDAC6 potency is determined by measuring K40 hyperacetylation of alpha-tubulin with an acetylation selective monoclonal antibody (Sigma cat# T7451) in IC50 experiments. Selectivity against Class I HDAC activity is determined similarly using an antibody that recognizes hyperacetylation of histone H4 (Upstate cat# 06-866) in the Western blotting assay or nuclear acetylation (Abcam cat# ab21623) in the immunofluorescence assay.

Example 103: In vivo Tumor Efficacy Model

[00331] Female NCr-Nude mice (age 6-8 weeks, Charles River Labs) are aseptically injected into the subcutaneous space in the right dorsal flank with $1.0\text{-}5.0 \times 10^6$ cells (SKOV-3, HCT-116, BxPC3) in 100 μL of a 1:1 ratio of serum-free culture media (Sigma Aldrich) and BD Matrigel™ (BD Biosciences) using a 1 mL 26 3/8 gauge needle (Becton Dickinson Ref#309625). Alternatively, some xenograft models require the use of more immunocompromised strains of mice such as CB-17 SCID (Charles River Labs) or NOD-SCID (Jackson Laboratory). Furthermore, some xenograft models require serial passaging of tumor fragments in which small fragments of tumor tissue (approximately 1 mm^3) are implanted subcutaneously in the right dorsal flank of anesthetized (3-5% isoflourane/oxygen mixture) NCr-Nude, CB-17 SCID or NOD-SCID mice (age 5-8 weeks, Charles River Labs or Jackson Laboratory) via a 13-ga trocar needle (Popper & Sons 7927). Tumor volume is monitored twice weekly with Vernier calipers. The mean tumor volume is calculated using the formula $V = W^2 \times L / 2$. When the mean tumor volume is approximately 200 mm^3 , the animals are randomized into treatment groups of ten animals each. Drug treatment typically includes the test compound as a single agent, and may include combinations of the test compound and other anticancer agents. Dosing and schedules are determined for each experiment based on previous results obtained from pharmacokinetic/pharmacodynamic and maximum tolerated dose studies. The control group will receive vehicle without any drug. Typically, test compound (100-200 μL) is administered via intravenous (27-ga needle), oral (20-ga gavage needle) or subcutaneous (27-ga needle) routes at various doses and schedules. Tumor size and body weight are measured twice a week and the study is terminated when the control tumors reach approximately 2000 mm^3 , and/or if tumor volume exceeds 10% of the animal body weight or if the body weight loss exceeds 20%.

[00332] The differences in tumor growth trends over time between pairs of treatment groups are assessed using linear mixed effects regression models. These models account for the fact that each animal is measured at multiple time points. A separate model is fit for each comparison, and the areas under the

curve (AUC) for each treatment group are calculated using the predicted values from the model. The percent decrease in AUC (dAUC) relative to the reference group is then calculated. A statistically significant *P* value suggests that the trends over time for the two treatment groups are different.

[00333] The tumor measurements observed on a date pre-specified by the researcher (typically the last day of treatment) are analyzed to assess tumor growth inhibition. For this analysis, a T/C ratio is calculated for each animal by dividing the tumor measurement for the given animal by the mean tumor measurement across all control animals. The T/C ratios across a treatment group are compared to the T/C ratios of the control group using a two-tailed Welch's t-test. To adjust for multiplicity, a False Discovery Rate (FDR) is calculated for each comparison using the approach described by Benjamini and Hochberg, *J.R. Stat. Soc. B* **1995**, 57:289-300.

[00334] As detailed above, compounds of the invention inhibit HDAC6. In certain embodiments, compounds of the invention inhibit HDAC6 with an IC50 value of less than 50 nM including compounds: 1, 4, 7, 8, 25, 27, 30, 32, 33, 47, 49, 72, 75, 77, 78, 79, 80, 88, 89, 90, 91, 92, 93, 94, 95, 96, 98, 99, 100, 101, 102, 103, 104, 105, 239, 240, 242, 248, 250, 253.

[00335] In certain embodiments, compounds of the invention inhibit HDAC6 with an IC50 value of greater than 50 nM and less than 100 nM including compounds: 2, 3, 5, 9, 10, 12, 14, 15, 16, 18, 19, 21, 22, 23, 29, 34, 38, 39, 43, 44, 45, 48, 52, 54, 57, 58, 60, 71, 73, 76, 81, 97, 116, 237, 257.

[00336] In certain embodiments, compounds of the invention inhibit HDAC6 with an IC50 value of greater than 100 nM and less than 500 nM including compounds: 6, 17, 20, 24, 26, 28, 31, 35, 36, 37, 40, 42, 50, 51, 53, 55, 56, 59, 61, 62, 63, 64, 65, 66, 67, 68, 69, 82, 83, 85, 86, 87, 106, 109, 110, 111, 112, 232, 234, 235, 238, 241, 243, 244, 245, 246, 247, 249, 251, 252, 254, 255, 256, 258, 260.

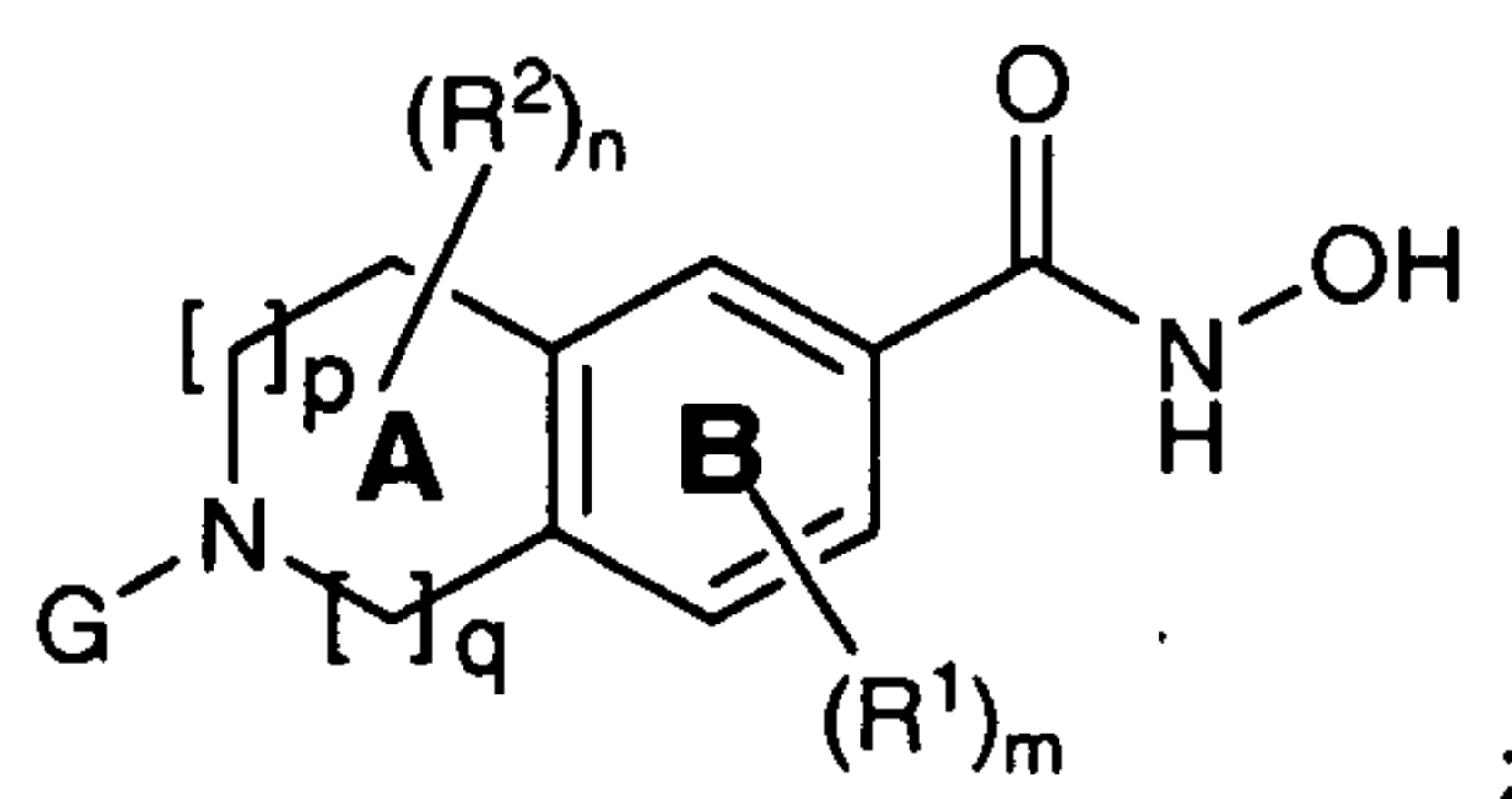
[00337] In certain embodiments, compounds of the invention inhibit HDAC6 with an IC50 value of greater than 500 nM including compounds: 13, 74, 84, 233, 236, 259, 261.

[00338] As detailed above, compounds of the invention are selective for HDAC6 over other Class I HDAC enzymes. In some embodiments, the ratio of HDAC IC50 (as obtained in the nuclear extract assay described above) to HDAC6 IC50 is 10:1. In certain embodiments, the ratio of HDAC IC50 to HDAC6 IC50 is 100:1. In certain embodiments, the ratio of HDAC IC50 to HDAC6 IC50 is 1000:1.

[00339] 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, which have been represented by way of examples.

WHAT IS CLAIMED IS:

1. A compound of formula (I):



(I)

or a pharmaceutically acceptable salt thereof;

wherein:

p is 0 and q is 3 or 4; or p is 1 and q is 2 or 3; or p is 2 and q is 1 or 2;

G is $-R^3$, $-V_1-R^3$, $-V_1-L_1-R^3$, $-L_1-V_2-R^3$, $-L_1-R^3$, or $-L_1-V_2-L_2-R^3$;

L_1 and L_2 are each independently unsubstituted or substituted C_{1-3} alkylene chain, where one carbon atom may be replaced with $-CR^A=CR^A-$;

V_1 is $-C(O)-$, $-C(S)-$, $-C(O)-N(R^{4a})-$, $-C(O)-O-$, or $-S(O)_2-$;

V_2 is $-C(O)-$, $-C(S)-$, $-N(R^{4a})-$, $-C(O)-N(R^{4a})-$, $-N(R^{4a})-C(O)-$, $-SO_2-N(R^{4a})-$, $-N(R^{4a})-SO_2-$, $-C(O)-O-$, $-O-C(O)-$, $-O-$, $-S-$, $-S(O)-$, $-S(O)_2-$, $-N(R^{4a})-C(O)-N(R^{4a})-$, $-N(R^{4a})-C(O)-O-$, $-O-C(O)-N(R^{4a})-$, or $-N(R^{4a})-SO_2-N(R^{4a})-$;

R^3 is unsubstituted or substituted C_{1-6} aliphatic, unsubstituted or substituted 3-10-membered cycloaliphatic, unsubstituted or substituted 4-10-membered heterocyclyl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, unsubstituted or substituted 6-10-membered aryl, or unsubstituted or substituted 5-10-membered heteroaryl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur;

each occurrence of R^A is independently hydrogen, halo, or an optionally substituted C_{1-4} aliphatic group;

each occurrence of R^{4a} is independently hydrogen, or an optionally substituted C_{1-4} aliphatic group;

ring B is optionally further substituted with m occurrences of R^1 ;

each occurrence of R^1 is independently halo, C_{1-3} alkyl, C_{1-3} haloalkyl, $-O-C_{1-3}$ alkyl, $-O-C_{1-3}$ haloalkyl, $-CN$, $-NHC(O)C_{1-3}$ alkyl, $-NHC(O)NHC_{1-3}$ alkyl, or $NHS(O)_2C_{1-3}$ alkyl;

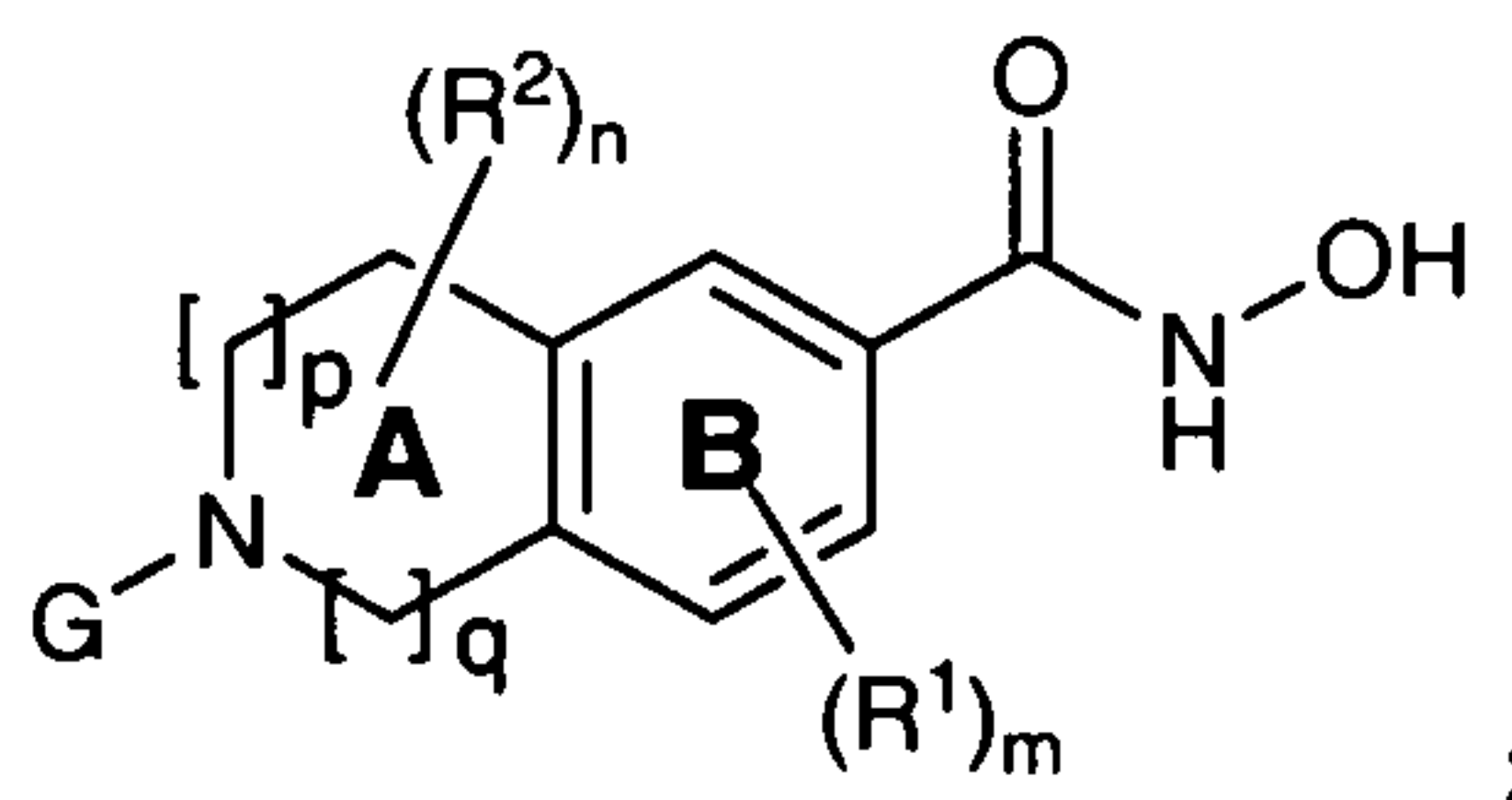
ring A is optionally further substituted with n occurrences of R^2 ;

each occurrence of R^2 is independently halo, C_{1-3} alkyl, C_{1-3} haloalkyl, $-O-C_{1-3}$ alkyl, $-O-C_{1-3}$ haloalkyl, $-NHC(O)C_{1-3}$ alkyl, $-NHC(O)NHC_{1-3}$ alkyl, or $NHS(O)_2C_{1-3}$ alkyl;

m is 0-2; and

n is 0-4.

2. A compound of formula (I):



(I)

or a pharmaceutically acceptable salt thereof;

wherein:

p is 0 and q is 3 or 4; or p is 1 and q is 2 or 3; or p is 2 and q is 1 or 2;

G is $-R^3$, $-V_1-R^3$, $-V_1-L_1-R^3$, $-L_1-V_1-R^3$, $-L_2-V_2-R^3$, $-V_1-L_1-V_2-R^3$, or $-L_1-R^3$;

L_1 is unsubstituted or substituted C_{1-3} alkylene chain, where one carbon atom may be replaced with $-CR^A=CR^A-$;

L_2 is unsubstituted or substituted C_{2-3} alkylene chain, where one carbon atom may be replaced with $-CR^A=CR^A-$;

V_1 is $-C(O)-$, $-C(S)-$, $-C(O)-N(R^{4a})-$, $-C(O)-O-$, or $-S(O)_2-$;

V_2 is $-C(O)-$, $-C(S)-$, $-N(R^{4a})-$, $-C(O)-N(R^{4a})-$, $-N(R^{4a})-C(O)-$, $-SO_2-N(R^{4a})-$, $-N(R^{4a})-SO_2-$, $-C(O)-O-$, $-O-C(O)-$, $-O-$, $-S-$, $-S(O)-$, $-S(O)_2-$, $-N(R^{4a})-C(O)-N(R^{4a})-$, $-N(R^{4a})-C(O)-O-$,

-O-C(O)-N(R^{4a})-, or -N(R^{4a})-SO₂-N(R^{4a})-;

R³ is unsubstituted or substituted C₁₋₆ aliphatic, unsubstituted or substituted 3-10-membered cycloaliphatic, unsubstituted or substituted 4-10-membered heterocyclyl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, unsubstituted or substituted 6-10-membered aryl, or unsubstituted or substituted 5-10-membered heteroaryl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur;

each occurrence of R^A is independently hydrogen, fluoro, or unsubstituted or substituted C₁₋₄ aliphatic;

each occurrence of R^{4a} is independently hydrogen, or unsubstituted or substituted C₁₋₄ aliphatic;

ring B is optionally further substituted with m occurrences of R¹;

each occurrence of R¹ is independently chloro, fluoro, -O-C₁₋₄ alkyl, cyano, hydroxy, C₁₋₄ alkyl, or C₁₋₄ fluoroalkyl;

ring A is optionally further substituted with n occurrences of R²;

each occurrence of R² is independently fluoro, C₁₋₄ alkyl, or C₁₋₄ fluoroalkyl;

m is 0-2; and

n is 0-4.

3. The compound of claim 2, wherein:

V₁ is -C(O)-, -C(O)-NH-, or -S(O)₂-;

V₂ is -NH- or -O-;

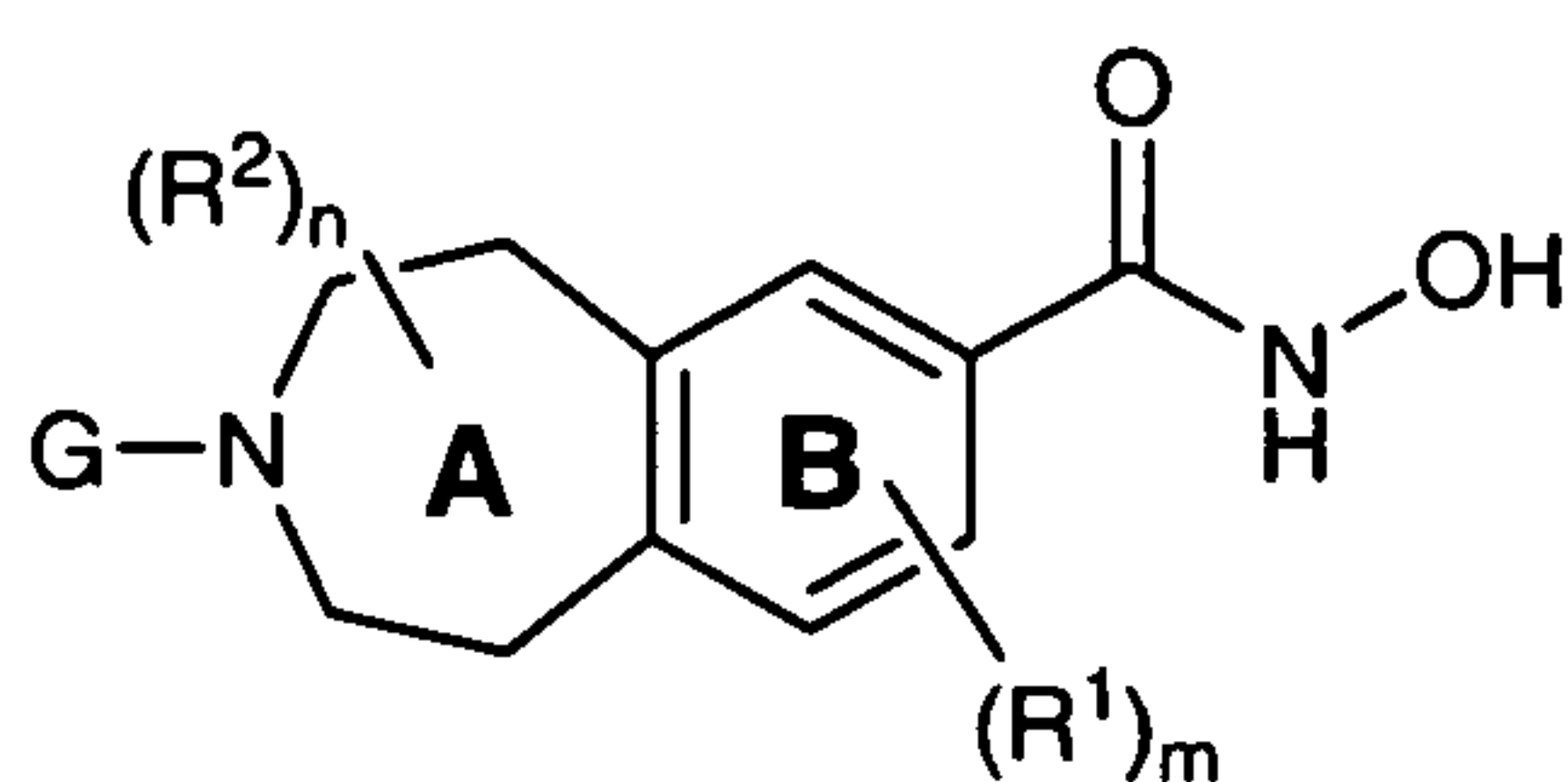
R¹ is chloro, fluoro, cyano, hydroxy, methoxy, ethoxy, trifluoromethoxy, trifluoromethyl, methyl, or ethyl;

each occurrence of R² is independently fluoro, methyl, or trifluoromethyl;

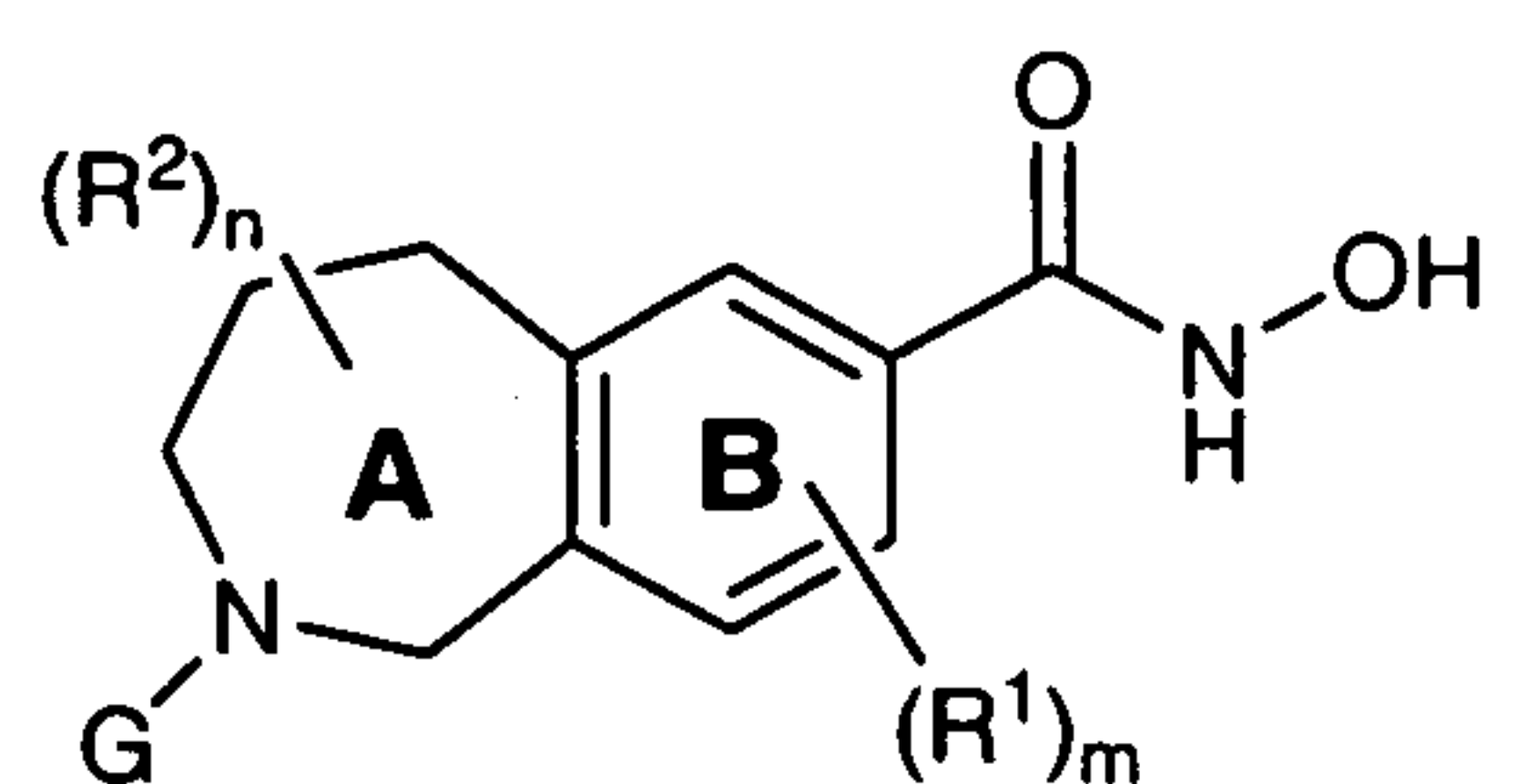
m is 0-1; and

n is 0-2.

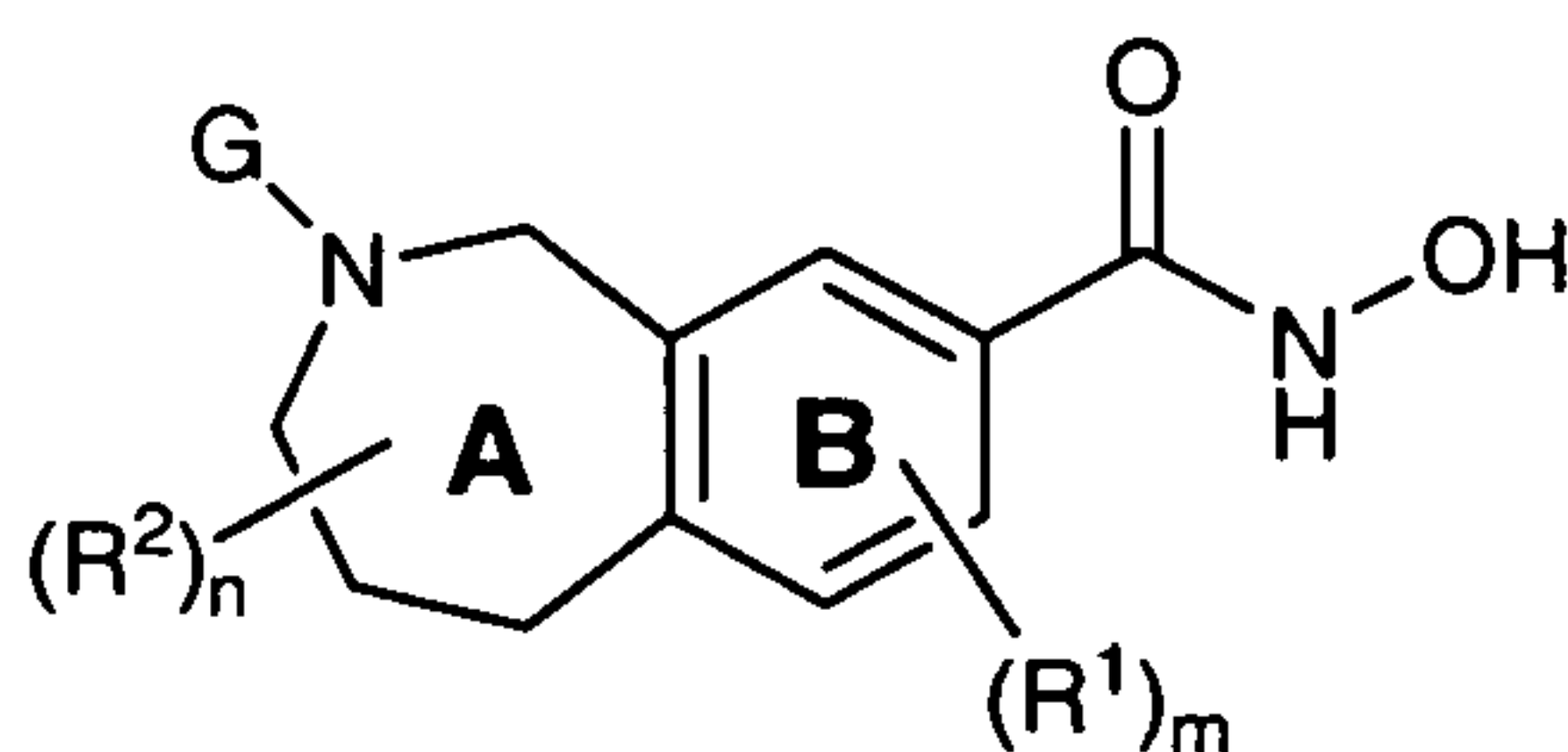
4. The compound of claim 2, represented by formulas (II-C)-(II-G):



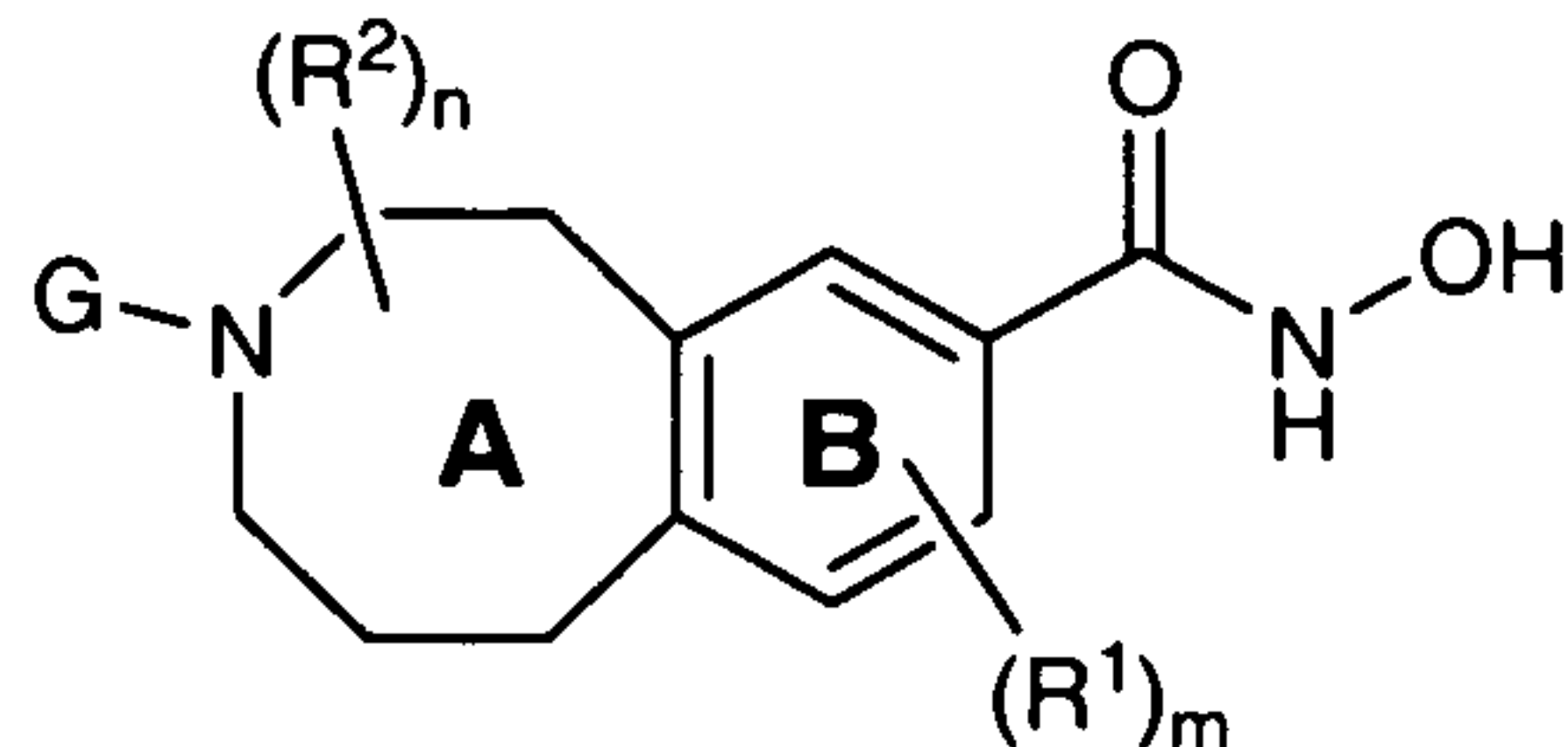
(II-C)



(II-D)

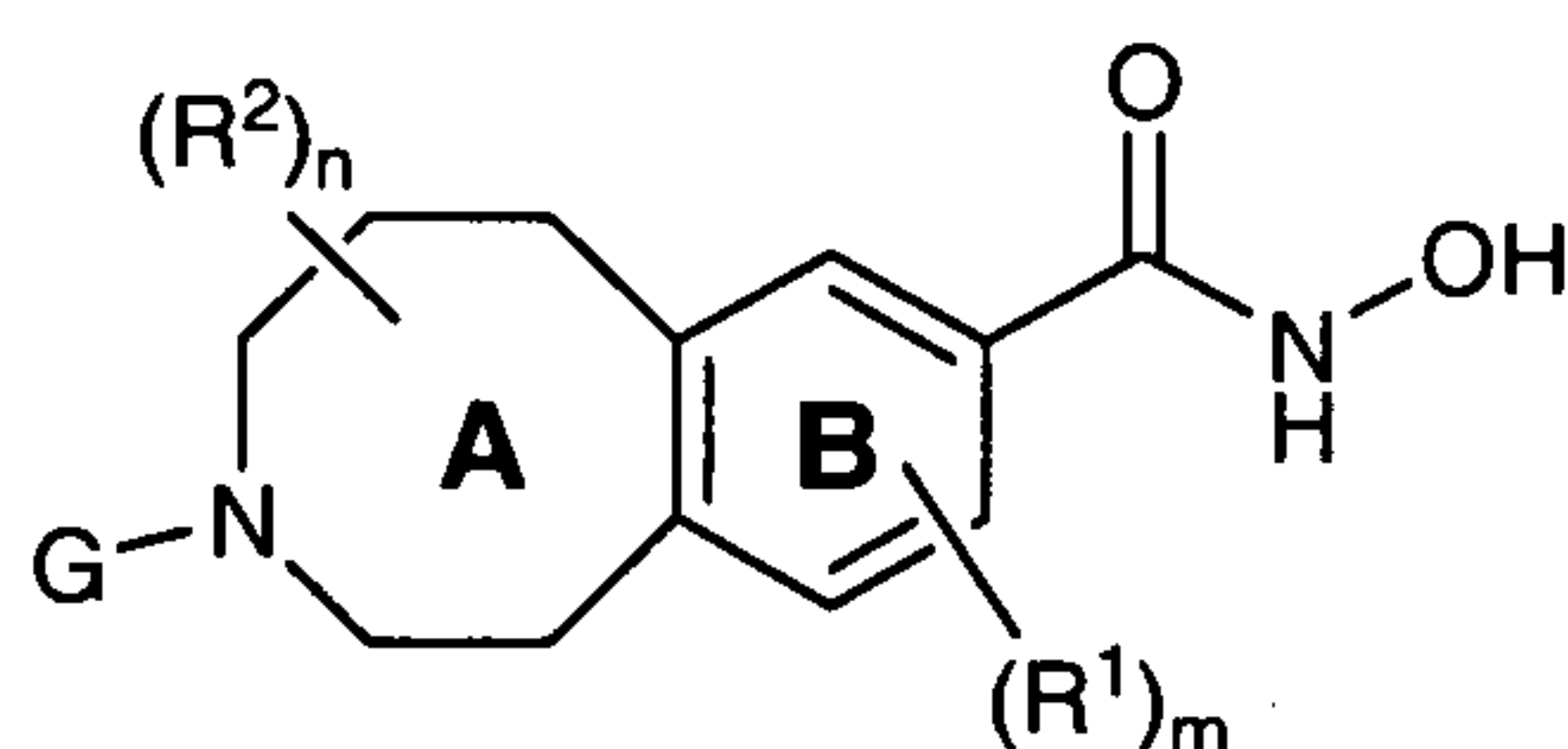


(II-E)



(II-F)

, or



(II-G)

5. The compound of claim 2, wherein:

R^3 when substituted is substituted with 1-4 independent occurrences of $-R^5$, wherein R^5 is $-R^{5a}$, $-R^{5d}$, $-L_3-R^{5d}$, or $-V_3-L_3-R^{5d}$;

each occurrence of R^{5a} is independently halogen, C_{1-3} aliphatic, $-CN$, $-NO_2$, $-N(R^{5b})_2$, $-OR^{5b}$, $-SR^{5c}$, $-S(O)_2R^{5c}$, $-S(O)R^{5c}-C(O)R^{5b}$, $-C(O)OR^{5b}$, $-C(O)N(R^{5b})_2$, $-S(O)_2N(R^{5b})_2$, $-OC(O)N(R^{5b})_2$, $-N(R^{5e})C(O)R^{5b}$, $-N(R^{5e})SO_2R^{5c}$, $-N(R^{5e})C(O)OR^{5b}$, $-N(R^{5e})C(O)N(R^{5b})_2$, or $-N(R^{5e})SO_2N(R^{5b})_2$, or a C_{1-4} aliphatic substituted with R^{5dd} , halogen, $-CN$, $-NO_2$, $-N(R^{5b})_2$, $-OR^{5b}$, $-SR^{5c}$, $-S(O)_2R^{5c}$, $-S(O)R^{5c}-C(O)R^{5b}$, $-C(O)OR^{5b}$, $-C(O)N(R^{5b})_2$, $-S(O)_2N(R^{5b})_2$, $-OC(O)N(R^{5b})_2$, $-N(R^{5e})C(O)R^{5b}$, $-N(R^{5e})SO_2R^{5c}$, $-N(R^{5e})C(O)OR^{5b}$, $-N(R^{5e})C(O)N(R^{5b})_2$, or $-N(R^{5e})SO_2N(R^{5b})_2$;

each occurrence of R^{5b} is independently hydrogen or an optionally substituted group selected from C_{1-6} aliphatic, 3-10-membered cycloaliphatic, 4-10-membered heterocyclyl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, 6-10-membered aryl, or 5-10-membered heteroaryl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur; or two

occurrences of R^{5b} on the same nitrogen atom can be taken together with the nitrogen atom to which they are bound to form an optionally substituted 4-7-membered heterocyclyl ring having 0-1 additional heteroatoms selected from nitrogen, oxygen, and sulfur;

each occurrence of R^{5c} is independently an optionally substituted group selected from C_{1-6} aliphatic, 3-10-membered cycloaliphatic, 4-10-membered heterocyclyl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, 6-10-membered aryl, or 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur;

each occurrence of R^{5d} is an optionally substituted group selected from 6-10-membered aryl, or 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur;

each occurrence of R^{5dd} is an optionally substituted group selected from 6-10-membered aryl, or 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur;

each occurrence of R^{5e} is independently hydrogen or an optionally substituted C_{1-6} aliphatic group;

each occurrence of V_3 is independently $-N(R^{5e})$, $-O-$, $-S-$, $-S(O)-$, $-S(O)_2-$, $-C(O)-$, $-C(O)O-$, $-C(O)N(R^{5e})-$, $-S(O)_2N(R^{5e})-$, $-OC(O)N(R^{5e})-$, $-N(R^{5e})C(O)-$, $-N(R^{5e})SO_2-$, $-N(R^{5e})C(O)O-$, $-N(R^{5e})C(O)N(R^{5e})-$, $-N(R^{5e})SO_2N(R^{5e})-$, $-OC(O)-$, or $-C(O)N(R^{5e})O-$; and

L_3 is an optionally substituted C_{1-3} alkylene chain, where one carbon atom may be replaced with $-CR^A=CR^A-$.

6. The compound of claim 5, wherein:

G is $-[C(R^6)(R^{6'})]_z-R^3$, $-C(O)-[C(R^6)(R^{6'})]_z-R^3$, $-C(O)-NH-[C(R^6)(R^{6'})]_z-R^3$, $-S(O)_2-[C(R^6)(R^{6'})]_z-R^3$, $-[C(R^6)(R^{6'})]_y-V_{2a}-R^3$, or $-C(O)-C(R^6)(R^{6'})-V_{2a}-R^3$,

R^6 is hydrogen, C_{1-4} aliphatic, C_{3-6} cycloaliphatic, or 6-10-membered aryl;

$R^{6'}$ is hydrogen, C_{1-4} aliphatic, C_{3-6} cycloaliphatic, or 6-10-membered aryl; or

R^6 and $R^{6'}$ are taken together to form a C_{3-6} cycloaliphatic group;

V_{2a} is $-C(O)-$, $-O-$, $-S-$, $-N(R^{4a})-$, or $-C(O)N(R^{4a})-$;

$V_{2a'}$ is $-O-$, $-S-$, or $-N(R^{4a})-$;

R^1 is chloro, fluoro, cyano, hydroxy, methoxy, ethoxy, trifluoromethoxy, trifluoromethyl, methyl, or ethyl;

each occurrence of R^2 is independently fluoro, methyl, or trifluoromethyl;

m is 0-1;

n is 0-2;

y is 2-3; and

z is 0-3.

7. The compound of claim 6, wherein:

G is $-[C(R^6)(R^{6'})]_z-R^3$, $-C(O)-[C(R^6)(R^{6'})]_z-R^3$, or $-S(O)_2-[C(R^6)(R^{6'})]_z-R^3$;

m is 0;

n is 0;

z is 0-1;

R^3 is $-R^{3a}$;

R^{3a} is unsubstituted or substituted 6-10-membered aryl, or unsubstituted or substituted 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur; wherein R^{3a} if substituted is substituted with 0-1 occurrences of $-R^{5a}$, and one occurrence of $-R^{5d}$;

R^{5a} is chloro, fluoro, C_{1-4} alkyl, C_{1-6} fluoroalkyl, $-O-C_{1-6}$ alkyl, $-O-C_{1-6}$ fluoroalkyl, cyano, hydroxy, $-NHC(O)C_{1-6}$ alkyl, $-NHC_{1-6}$ alkyl, $-N(C_{1-6} \text{ alkyl})_2$, $-C(O)NHC_{1-6}$ alkyl, $-C(O)N(C_{1-6} \text{ alkyl})_2$, $-NHC(O)NHC_{1-6}$ alkyl, $-NHC(O)N(C_{1-6} \text{ alkyl})_2$, or $-NHS(O)_2C_{1-6}$ alkyl;

R^{5d} is unsubstituted or substituted with 1-2 occurrences of $-R^{7a}$; and

each occurrence of R^{7a} is independently chloro, fluoro, bromo, iodo, C_{1-6} alkyl, C_{1-6} fluoroalkyl, $-O-C_{1-6}$ alkyl, $-O-C_{1-6}$ fluoroalkyl, cyano, hydroxy, $-NHC(O)C_{1-6}$ alkyl, $-NHC_{1-6}$ alkyl, $-N(C_{1-6} \text{ alkyl})_2$, $-C(O)NHC_{1-6}$ alkyl, $-C(O)N(C_{1-6} \text{ alkyl})_2$, $-NHC(O)NHC_{1-6}$ alkyl, $-NHC(O)N(C_{1-6} \text{ alkyl})_2$, or $-NHS(O)_2C_{1-6}$ alkyl.

8. The compound of claim 6, wherein:

m is 0;

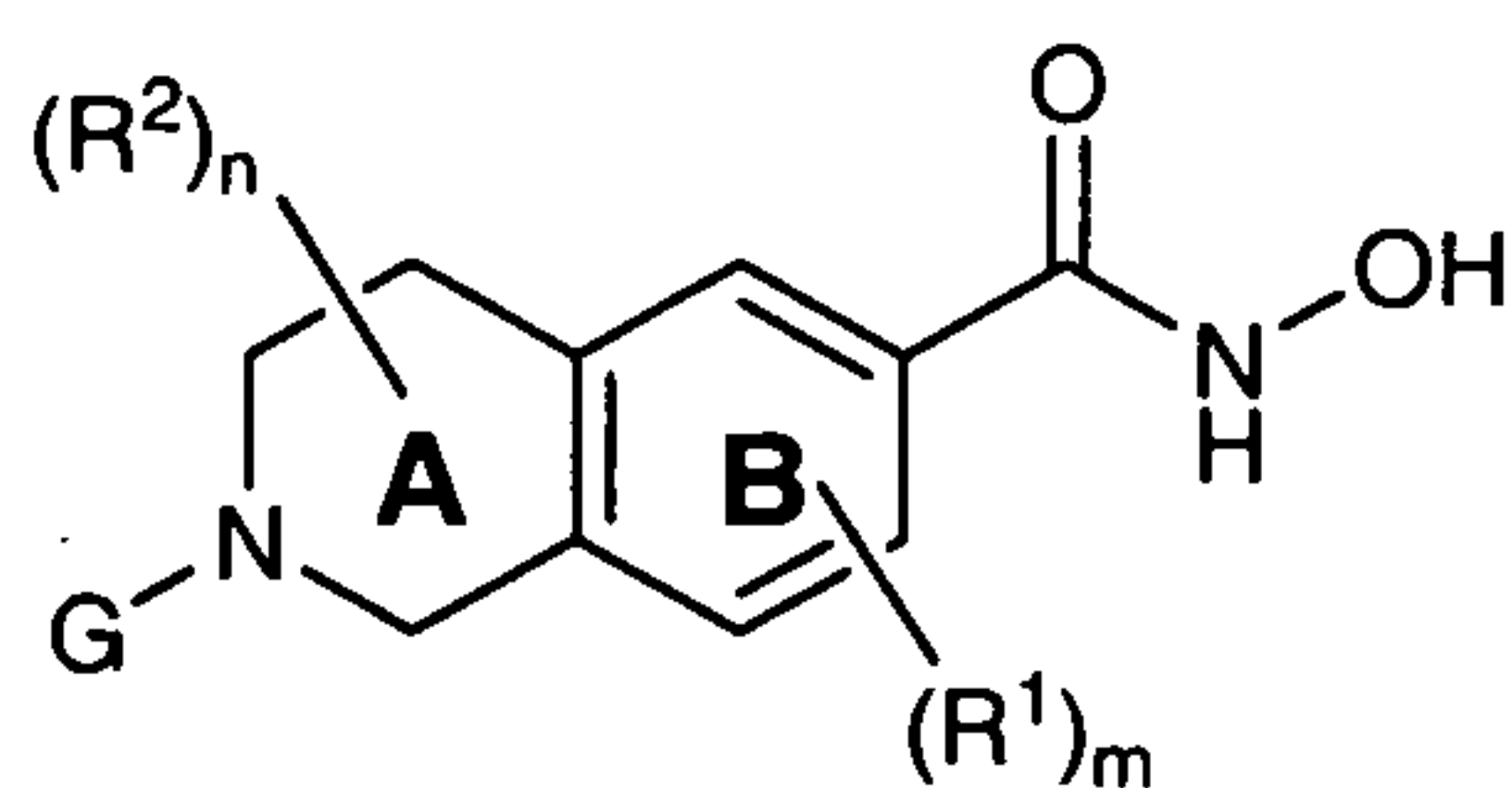
n is 0;

R^3 is $-R^{3d}$;

R^{3d} is unsubstituted or substituted C_{1-6} aliphatic, unsubstituted or substituted 3-10-membered cycloaliphatic, unsubstituted or substituted 4-10-membered heterocyclyl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, unsubstituted or substituted 6-10-membered aryl, or unsubstituted or substituted 5-10-membered heteroaryl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur; wherein R^{3d} if substituted is substituted with 1-2 occurrences of $-R^{5a}$; and

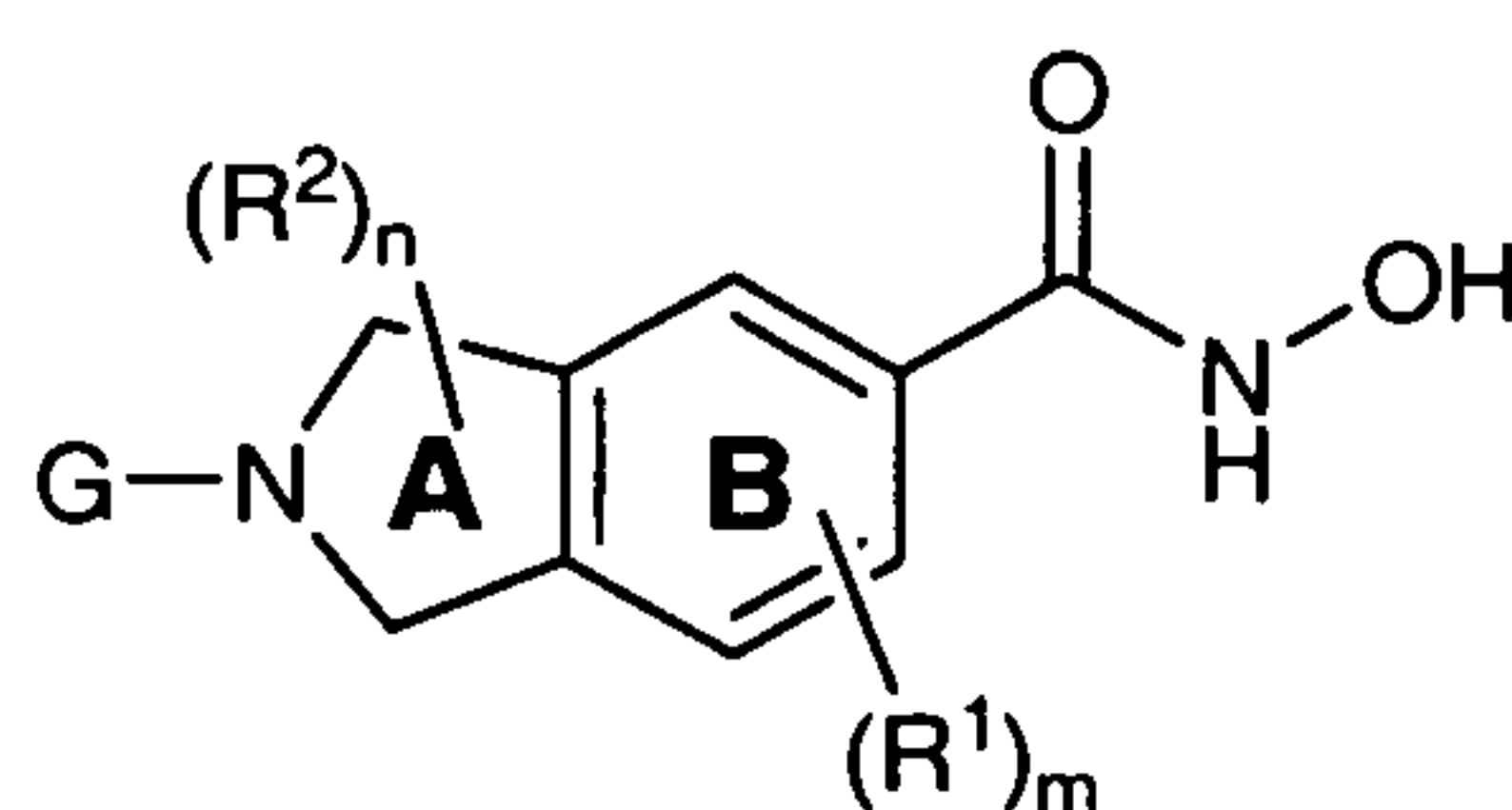
each occurrence of R^{5a} is independently chloro, fluoro, C_{1-4} alkyl, C_{1-6} fluoroalkyl, $-O-C_{1-6}$ alkyl, $-O-C_{1-6}$ fluoroalkyl, cyano, hydroxy, $-NHC(O)C_{1-6}$ alkyl, $-NHC_{1-6}$ alkyl, $-N(C_{1-6} \text{ alkyl})_2$, $-C(O)NHC_{1-6}$ alkyl, $-C(O)N(C_{1-6} \text{ alkyl})_2$, $-NHC(O)NHC_{1-6}$ alkyl, $-NHC(O)N(C_{1-6} \text{ alkyl})_2$, or $-NHS(O)_2C_{1-6}$ alkyl.

9. A compound of formula (II-A) or (II-B):



(II-A)

, or



(II-B)

or a pharmaceutically acceptable salt thereof;

wherein:

G is $-R^3$, $-V_1-R^3$, $-V_1-L_1-R^3$, $-L_1-V_2-R^3$, $-L_1-R^3$, or $-L_1-V_2-L_2-R^3$;

L_1 and L_2 are each independently unsubstituted or substituted C_{1-3} alkylene chain, where one carbon atom may be replaced with $-CR^A=CR^A-$;

V_1 is $-S(O)_2-$;

V_2 is $-C(O)-$, $-C(S)-$, $-N(R^{4a})-$, $-C(O)-N(R^{4a})-$, $-N(R^{4a})-C(O)-$, $-SO_2-N(R^{4a})-$, $-N(R^{4a})-SO_2-$, $-C(O)-O-$, $-O-C(O)-$, $-O-$, $-S-$, $-S(O)-$, $-S(O)_2-$, $-N(R^{4a})-C(O)-N(R^{4a})-$, $-N(R^{4a})-C(O)-O-$, $-O-C(O)-N(R^{4a})-$, or $-N(R^{4a})-SO_2-N(R^{4a})-$;

R^3 is unsubstituted or substituted C_{1-6} aliphatic, unsubstituted or substituted 3-10-membered cycloaliphatic, unsubstituted or substituted 4-10-membered heterocyclyl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, unsubstituted or substituted 6-10-membered

aryl, or unsubstituted or substituted 5-10-membered heteroaryl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur;

each occurrence of R^A is independently hydrogen, halo, or an optionally substituted C_{1-4} aliphatic group;

each occurrence of R^{4a} is independently hydrogen, or an optionally substituted C_{1-4} aliphatic group;

ring B is optionally further substituted with m occurrences of R^1 ;

each occurrence of R^1 is independently halo, C_{1-3} alkyl, C_{1-3} haloalkyl, $-O-C_{1-3}$ alkyl, $-O-C_{1-3}$ haloalkyl, $-CN$, $-NHC(O)C_{1-3}$ alkyl, $-NHC(O)NHC_{1-3}$ alkyl, or $NHS(O)_2C_{1-3}$ alkyl;

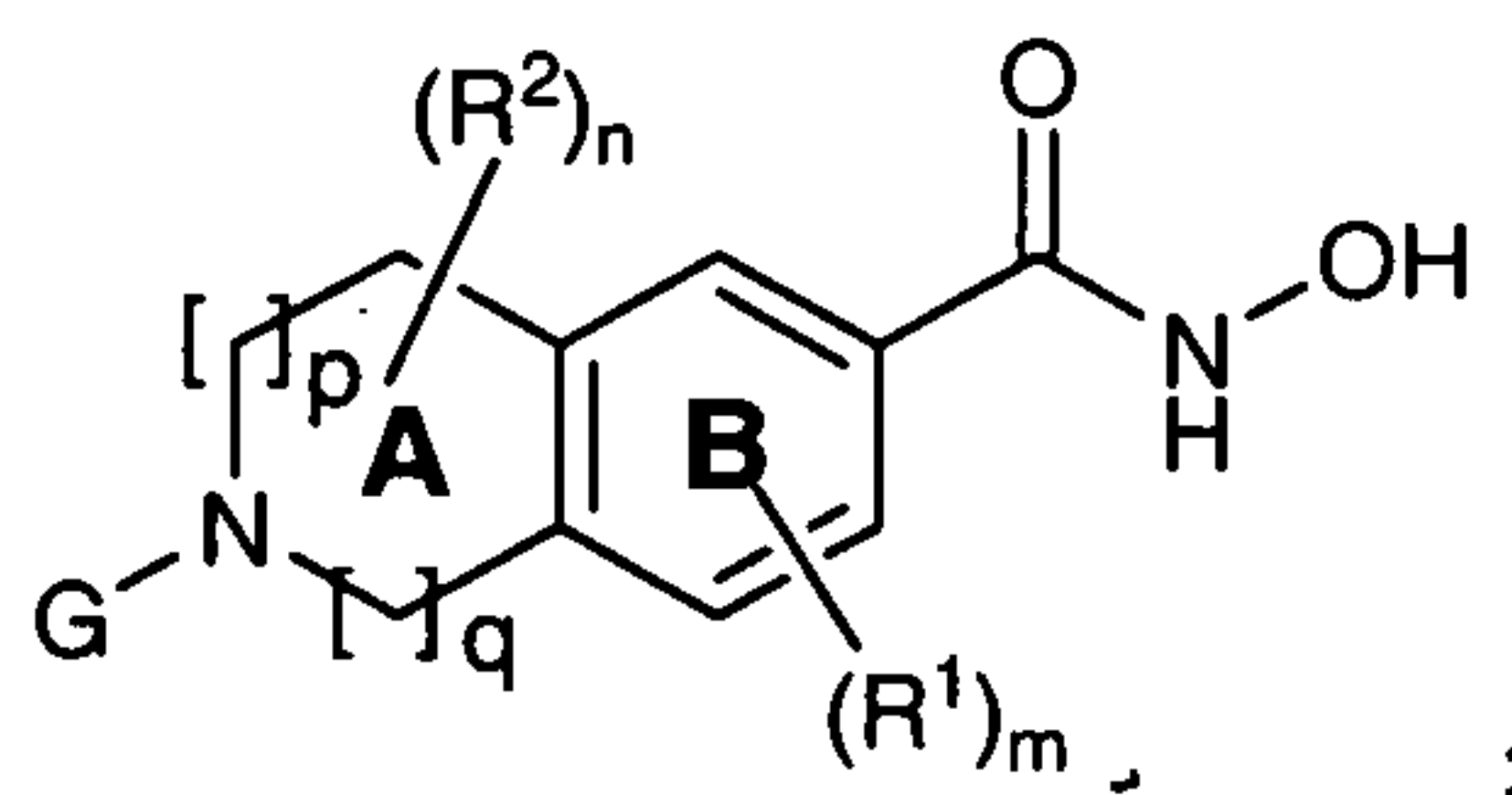
ring A is optionally further substituted with n occurrences of R^2 ;

each occurrence of R^2 is independently halo, C_{1-3} alkyl, C_{1-3} haloalkyl, $-O-C_{1-3}$ alkyl, $-O-C_{1-3}$ haloalkyl, $-NHC(O)C_{1-3}$ alkyl, $-NHC(O)NHC_{1-3}$ alkyl, or $NHS(O)_2C_{1-3}$ alkyl;

m is 0-2; and

n is 0-4.

10. A compound of formula (I):



(I)

or a pharmaceutically acceptable salt thereof;

wherein:

p is 0 and q is 1; or p is 1 and q is 1;

G is $-R^3$, $-V_1-R^3$, $-V_1-L_1-R^3$, $-L_1-V_1-R^3$, $-L_2-V_2-R^3$, $-V_1-L_1-V_2-R^3$, or $-L_1-R^3$;

L_1 is an optionally substituted C_{1-3} alkylene chain, where one carbon atom may be replaced with $-CR^A=CR^A-$;

L_2 is an optionally substituted C_{2-3} alkylene chain, where one carbon atom may be replaced with

$-\text{CR}^{\text{A}}=\text{CR}^{\text{A}}-$;

V_1 is $-\text{C}(\text{S})-$ or $-\text{S}(\text{O})_2-$;

V_2 is $-\text{C}(\text{O})-$, $-\text{C}(\text{S})-$, $-\text{N}(\text{R}^{4\text{a}})-$, $-\text{C}(\text{O})-\text{N}(\text{R}^{4\text{a}})-$, $-\text{N}(\text{R}^{4\text{a}})-\text{C}(\text{O})-$, $-\text{SO}_2-\text{N}(\text{R}^{4\text{a}})-$, $-\text{N}(\text{R}^{4\text{a}})-\text{SO}_2-$, $-\text{C}(\text{O})-\text{O}-$, $-\text{O}-\text{C}(\text{O})-$, $-\text{O}-$, $-\text{S}-$, $-\text{S}(\text{O})-$, $-\text{S}(\text{O})_2-$, $-\text{N}(\text{R}^{4\text{a}})-\text{C}(\text{O})-\text{N}(\text{R}^{4\text{a}})-$, $-\text{N}(\text{R}^{4\text{a}})-\text{C}(\text{O})-\text{O}-$, $-\text{O}-\text{C}(\text{O})-\text{N}(\text{R}^{4\text{a}})-$, or $-\text{N}(\text{R}^{4\text{a}})-\text{SO}_2-\text{N}(\text{R}^{4\text{a}})-$;

R^3 is unsubstituted or substituted C_{1-6} aliphatic, unsubstituted or substituted 3-10-membered cycloaliphatic, unsubstituted or substituted 4-10-membered heterocyclyl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, unsubstituted or substituted 6-10-membered aryl, or unsubstituted or substituted 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur;

each occurrence of R^{A} is independently hydrogen, fluoro, or unsubstituted or substituted C_{1-4} aliphatic;

each occurrence of $\text{R}^{4\text{a}}$ is independently hydrogen, or unsubstituted or substituted C_{1-4} aliphatic;

ring B is optionally further substituted with m occurrences of R^1 ;

each occurrence of R^1 is independently chloro, fluoro, $-\text{O}-\text{C}_{1-4}$ alkyl, cyano, hydroxy, C_{1-4} alkyl, or C_{1-4} fluoroalkyl;

ring A is optionally further substituted with n occurrences of R^2 ;

each occurrence of R^2 is independently fluoro, C_{1-4} alkyl, or C_{1-4} fluoroalkyl;

m is 0-2; and

n is 0-4.

11. The compound of claim 10, wherein:

G is $-\text{R}^3$, $-\text{V}_1-\text{R}^3$, or $-\text{L}_1-\text{R}^3$; and

V_1 is $-\text{S}(\text{O})_2-$;

R^1 is chloro, fluoro, cyano, hydroxy, methoxy, ethoxy, trifluoromethoxy, trifluoromethyl, methyl, or ethyl;

each occurrence of R^2 is independently fluoro, methyl, or trifluoromethyl;

m is 0-1; and

n is 0-2.

12. The compound of claim 10, wherein:

R^3 when substituted is substituted with 1-4 independent occurrences of $-R^5$, wherein R^5 is $-R^{5a}$, $-R^{5d}$, $-L_3-R^{5d}$, or $-V_3-L_3-R^{5d}$;

each occurrence of R^{5a} is independently halogen, C_{1-3} aliphatic, $-CN$, $-NO_2$, $-N(R^{5b})_2$, $-OR^{5b}$, $-SR^{5c}$, $-S(O)_2R^{5c}$, $-S(O)R^{5c}$, $-C(O)R^{5b}$, $-C(O)OR^{5b}$, $-C(O)N(R^{5b})_2$, $-S(O)_2N(R^{5b})_2$, $-OC(O)N(R^{5b})_2$, $-N(R^{5e})C(O)R^{5b}$, $-N(R^{5e})SO_2R^{5c}$, $-N(R^{5e})C(O)OR^{5b}$, $-N(R^{5e})C(O)N(R^{5b})_2$, or $-N(R^{5e})SO_2N(R^{5b})_2$, or a C_{1-4} aliphatic substituted with R^{5dd} , halogen, $-CN$, $-NO_2$, $-N(R^{5b})_2$, $-OR^{5b}$, $-SR^{5c}$, $-S(O)_2R^{5c}$, $-S(O)R^{5c}$, $-C(O)R^{5b}$, $-C(O)OR^{5b}$, $-C(O)N(R^{5b})_2$, $-S(O)_2N(R^{5b})_2$, $-OC(O)N(R^{5b})_2$, $-N(R^{5e})C(O)R^{5b}$, $-N(R^{5e})SO_2R^{5c}$, $-N(R^{5e})C(O)OR^{5b}$, $-N(R^{5e})C(O)N(R^{5b})_2$, or $-N(R^{5e})SO_2N(R^{5b})_2$;

each occurrence of R^{5b} is independently hydrogen or an optionally substituted group selected from C_{1-6} aliphatic, 3-10-membered cycloaliphatic, 4-10-membered heterocyclyl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, 6-10-membered aryl, or 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur; or two occurrences of R^{5b} on the same nitrogen atom can be taken together with the nitrogen atom to which they are bound to form an optionally substituted 4-7-membered heterocyclyl ring having 0-1 additional heteroatoms selected from nitrogen, oxygen, and sulfur;

each occurrence of R^{5c} is independently an optionally substituted group selected from C_{1-6} aliphatic, 3-10-membered cycloaliphatic, 4-10-membered heterocyclyl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, 6-10-membered aryl, or 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur;

each occurrence of R^{5d} is an optionally substituted group selected from 6-10-membered aryl, or 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur;

each occurrence of R^{5dd} is an optionally substituted group selected from 6-10-membered aryl, or 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur;

each occurrence of R^{5e} is independently hydrogen or an optionally substituted C_{1-6} aliphatic group;

each occurrence of V_3 is independently $-N(R^{5e})$, $-O-$, $-S-$, $-S(O)-$, $-S(O)_2-$, $-C(O)-$, $-C(O)O-$, $-C(O)N(R^{5e})-$, $-S(O)_2N(R^{5e})-$, $-OC(O)N(R^{5e})-$, $-N(R^{5e})C(O)-$,

-N(R^{5e})SO₂-, -N(R^{5e})C(O)O-, -N(R^{5e})C(O)N(R^{5e})-, -N(R^{5e})SO₂N(R^{5e})-, -OC(O)-, or -C(O)N(R^{5e})O-; and

L₃ is an optionally substituted C₁₋₃ alkylene chain, where one carbon atom may be replaced with -CR^A=CR^A-.

13. The compound of claim 12, wherein:

G is -[C(R⁶)(R^{6'})]_z-R³, -[C(R⁶)(R^{6'})]_y-V_{2a}-R³, -S(O)₂-[C(R⁶)(R^{6'})]_y-V_{2a}-R³, -S(O)₂-C(R⁶)(R^{6'})-V_{2a}-R³, or -S(O)₂-[C(R⁶)(R^{6'})]_z-R³;

R⁶ is hydrogen, C₁₋₄ aliphatic, C₃₋₆ cycloaliphatic, or 6-10-membered aryl;

R^{6'} is hydrogen, C₁₋₄ aliphatic, C₃₋₆ cycloaliphatic, or 6-10-membered aryl; or

R⁶ and R^{6'} are taken together to form a C₃₋₆ cycloaliphatic group;

V_{2a} is -O- or -NH-;

R¹ is chloro, fluoro, cyano, hydroxy, methoxy, ethoxy, trifluoromethoxy, trifluoromethyl, methyl, or ethyl;

each occurrence of R² is independently fluoro, methyl, or trifluoromethyl;

m is 0-1;

n is 0-2;

y is 2-3; and

z is 0-3.

14. The compound of claim 13, wherein:

G is -[C(R⁶)(R^{6'})]_z-R³ or -S(O)₂-[C(R⁶)(R^{6'})]_z-R³;

m is 0;

n is 0;

z is 0-1;

R³ is -R^{3a};

R^{3a} is unsubstituted or substituted 6-10-membered aryl, or unsubstituted or substituted

5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur; wherein R^{3a} if substituted is substituted with 0-1 occurrences of $-R^{5a}$, and one occurrence of $-R^{5d}$;

each occurrence of R^{5a} is independently chloro, fluoro, C_{1-4} alkyl, C_{1-6} fluoroalkyl, $-O-C_{1-6}$ alkyl, $-O-C_{1-6}$ fluoroalkyl, cyano, hydroxy, $-NHC(O)C_{1-6}$ alkyl, $-NHC_{1-6}$ alkyl, $-N(C_{1-6} \text{ alkyl})_2$, $-C(O)NHC_{1-6}$ alkyl, $-C(O)N(C_{1-6} \text{ alkyl})_2$, $-NHC(O)NHC_{1-6}$ alkyl, $-NHC(O)N(C_{1-6} \text{ alkyl})_2$, or $-NHS(O)_2C_{1-6}$ alkyl;

R^{5d} is unsubstituted or substituted with 1-2 occurrences of $-R^{7a}$; and

each occurrence of R^{7a} is independently chloro, fluoro, bromo, iodo, C_{1-6} alkyl, C_{1-6} fluoroalkyl, $-O-C_{1-6}$ alkyl, $-O-C_{1-6}$ fluoroalkyl, cyano, hydroxy, $-NHC(O)C_{1-6}$ alkyl, $-NHC_{1-6}$ alkyl, $-N(C_{1-6} \text{ alkyl})_2$, $-C(O)NHC_{1-6}$ alkyl, $-C(O)N(C_{1-6} \text{ alkyl})_2$, $-NHC(O)NHC_{1-6}$ alkyl, $-NHC(O)N(C_{1-6} \text{ alkyl})_2$, or $-NHS(O)_2C_{1-6}$ alkyl.

15. The compound of claim 14, wherein p is 1 and q is 1.

16. The compound of claim 13, wherein:

m is 0;

n is 0;

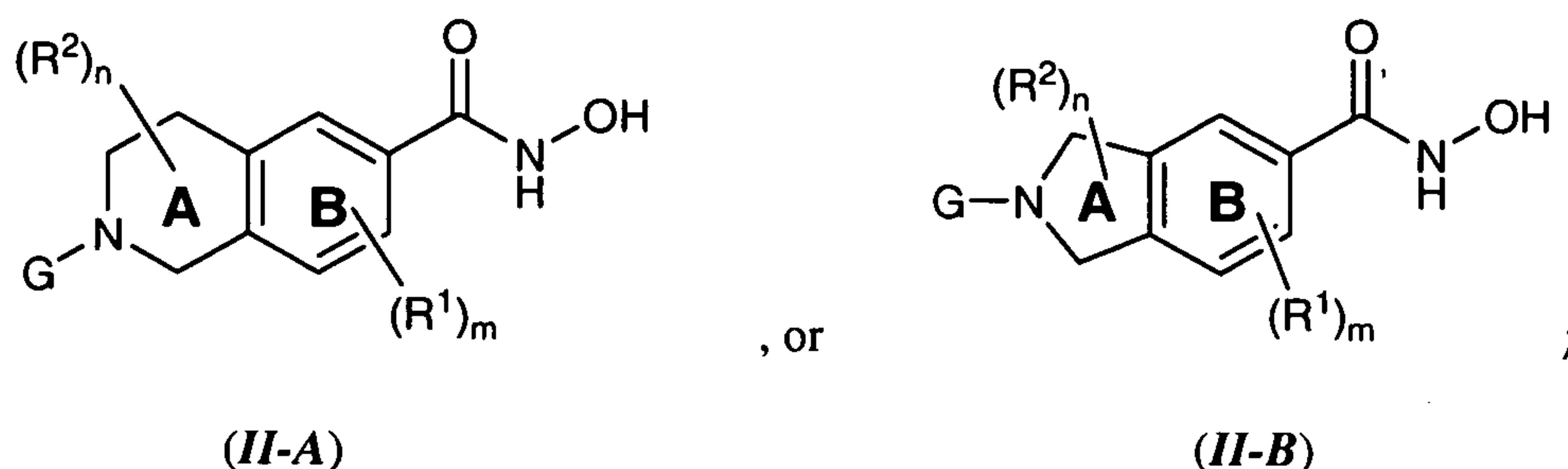
R^3 is $-R^{3d}$;

R^{3d} is unsubstituted or substituted C_{1-6} aliphatic, unsubstituted or substituted 3-10-membered cycloaliphatic, unsubstituted or substituted 4-10-membered heterocyclyl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, unsubstituted or substituted 6-10-membered aryl, or unsubstituted or substituted 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur; wherein R^{3d} if substituted is substituted with 0-2 independent occurrences of $-R^{5a}$; and

each occurrence of R^{5a} is independently chloro, fluoro, C_{1-4} alkyl, C_{1-6} fluoroalkyl, $-O-C_{1-6}$ alkyl, $-O-C_{1-6}$ fluoroalkyl, cyano, hydroxy, $-NHC(O)C_{1-6}$ alkyl, $-NHC_{1-6}$ alkyl, $-N(C_{1-6} \text{ alkyl})_2$, $-C(O)NHC_{1-6}$ alkyl, $-C(O)N(C_{1-6} \text{ alkyl})_2$, $-NHC(O)NHC_{1-6}$ alkyl, $-NHC(O)N(C_{1-6} \text{ alkyl})_2$, or $-NHS(O)_2C_{1-6}$ alkyl.

17. The compound of claim 16, wherein p is 1 and q is 1.

18. A compound of formula (II-A) or (II-B):



or a pharmaceutically acceptable salt thereof; wherein:

G is $-C(R^6)(R^{6'})-R^3$, $-C(O)-[C(R^6)(R^{6'})]_u-R^3$, or $-C(O)-NH-[C(R^6)(R^{6'})]_u-R^3$;

R^6 is hydrogen, C_{1-4} aliphatic, C_{3-6} cycloaliphatic, or 6-10-membered aryl;

$R^{6'}$ is hydrogen, C_{1-4} aliphatic, C_{3-6} cycloaliphatic, or 6-10-membered aryl; or

R^6 and $R^{6'}$ are taken together to form a C_{3-6} cycloaliphatic group;

wherein at least one occurrence of R^6 is $R^{6''}$;

$R^{6''}$ is C_{1-4} aliphatic, C_{3-6} cycloaliphatic, or 6-10-membered aryl;

R^3 is $-R^{3d}$;

R^{3d} is unsubstituted or substituted C_{1-6} aliphatic, unsubstituted or substituted 3-10-membered cycloaliphatic, unsubstituted or substituted 4-10-membered heterocyclyl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, unsubstituted or substituted 6-10-membered aryl, or unsubstituted or substituted 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur; wherein R^{3d} if substituted is substituted with 0-2 independent occurrences of $-R^{5a}$;

each occurrence of R^{5a} is independently halogen, C_{1-3} aliphatic, $-CN$, $-NO_2$, $-N(R^{5b})_2$, $-OR^{5b}$, $-SR^{5c}$, $-S(O)_2R^{5c}$, $-S(O)R^{5c}$, $-C(O)R^{5b}$, $-C(O)OR^{5b}$, $-C(O)N(R^{5b})_2$, $-S(O)_2N(R^{5b})_2$, $-OC(O)N(R^{5b})_2$, $-N(R^{5e})C(O)R^{5b}$, $-N(R^{5e})SO_2R^{5c}$, $-N(R^{5e})C(O)OR^{5b}$, $-N(R^{5e})C(O)N(R^{5b})_2$, or $-N(R^{5e})SO_2N(R^{5b})_2$, or a C_{1-4} aliphatic substituted with R^{5dd} , halogen, $-CN$, $-NO_2$, $-N(R^{5b})_2$, $-OR^{5b}$, $-SR^{5c}$, $-S(O)_2R^{5c}$, $-S(O)R^{5c}$, $-C(O)R^{5b}$, $-C(O)OR^{5b}$, $-C(O)N(R^{5b})_2$, $-S(O)_2N(R^{5b})_2$, $-OC(O)N(R^{5b})_2$, $-N(R^{5e})C(O)R^{5b}$, $-N(R^{5e})SO_2R^{5c}$, $-N(R^{5e})C(O)OR^{5b}$, $-N(R^{5e})C(O)N(R^{5b})_2$, or $-N(R^{5e})SO_2N(R^{5b})_2$;

each occurrence of R^{5b} is independently hydrogen or an optionally substituted group selected from C_{1-6} aliphatic, 3-10-membered cycloaliphatic, 4-10-membered heterocyclyl having 1-4 heteroatoms

independently selected from nitrogen, oxygen, and sulfur, 6-10-membered aryl, or 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur; or two occurrences of R^{5b} on the same nitrogen atom can be taken together with the nitrogen atom to which they are bound to form an optionally substituted 4-7-membered heterocyclyl ring having 0-1 additional heteroatoms selected from nitrogen, oxygen, and sulfur;

each occurrence of R^{5c} is independently an optionally substituted group selected from C_{1-6} aliphatic, 3-10-membered cycloaliphatic, 4-10-membered heterocyclyl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, 6-10-membered aryl, or 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur;

each occurrence of R^{5dd} is an optionally substituted group selected from 6-10-membered aryl, or 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur;

each occurrence of R^{5e} is independently hydrogen or an optionally substituted C_{1-6} aliphatic group;

u is 1-2;

ring B is optionally further substituted with m occurrences of R^1 ;

each occurrence of R^1 is independently halo, C_{1-3} alkyl, C_{1-3} haloalkyl, $-O-C_{1-3}$ alkyl, $-O-C_{1-3}$ haloalkyl, $-CN$, $-NHC(O)C_{1-3}$ alkyl, $-NHC(O)NHC_{1-3}$ alkyl, or $NHS(O)_2C_{1-3}$ alkyl;

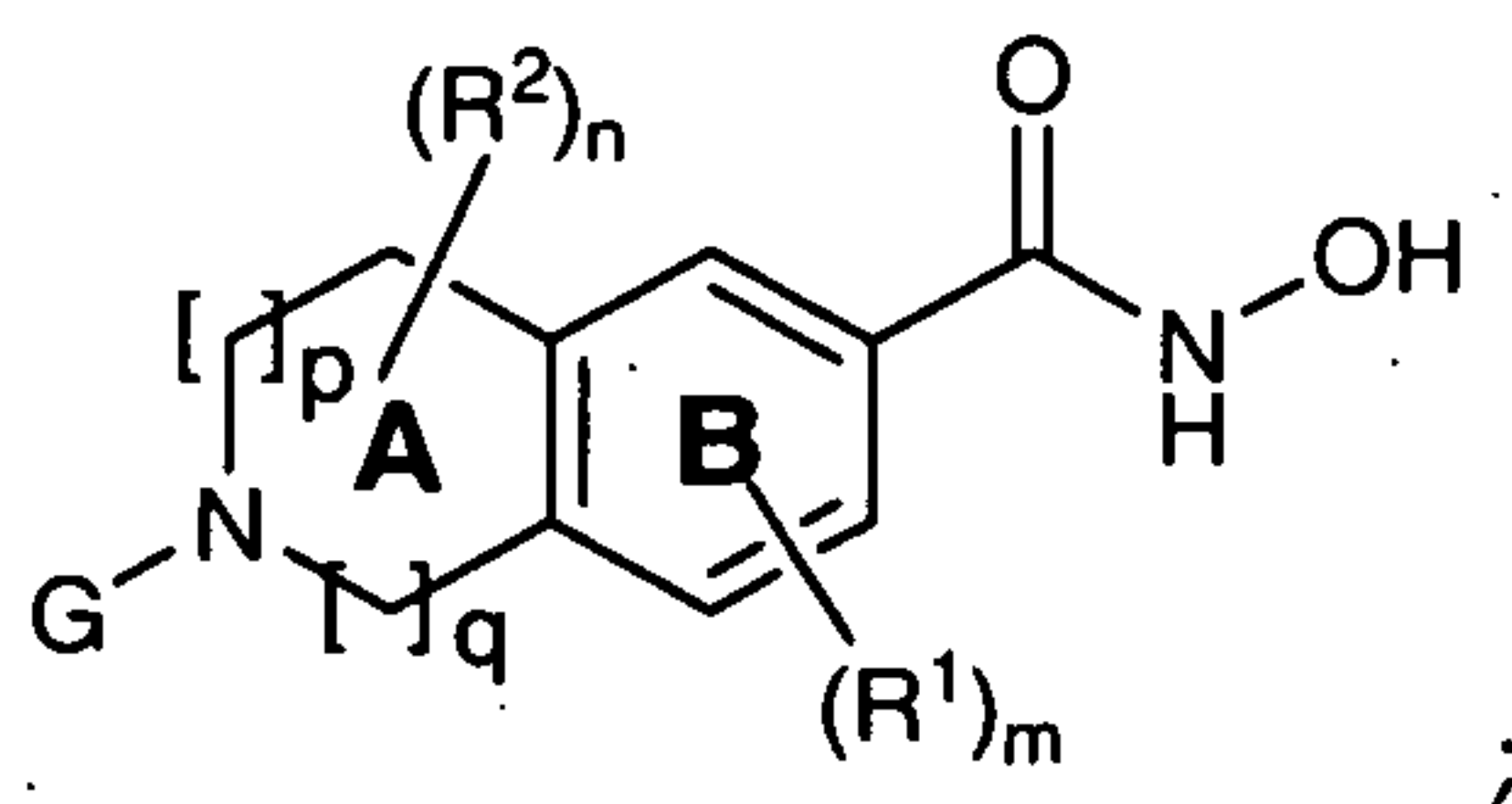
ring A is optionally further substituted with n occurrences of R^2 ;

each occurrence of R^2 is independently halo, C_{1-3} alkyl, C_{1-3} haloalkyl, $-O-C_{1-3}$ alkyl, $-O-C_{1-3}$ haloalkyl, $-NHC(O)C_{1-3}$ alkyl, $-NHC(O)NHC_{1-3}$ alkyl, or $NHS(O)_2C_{1-3}$ alkyl;

m is 0-2; and

n is 0-4.

19. A compound of formula (I):



(I)

or a pharmaceutically acceptable salt thereof;

wherein:

p is 0 and q is 1; or p is 1 and q is 1;

G is $-C(O)-[C(R^6)(R^{6'})]_{zz}-R^{3g}$, $-C(O)-N(R^{4a})-[C(R^6)(R^{6'})]_{zz}-R^{3g}$,
 $-C(O)-O-[C(R^6)(R^{6'})]_{zz}-R^{3g}$, $-C(O)-C(R^6)(R^{6'})-V_{2a'}-R^{3g}$, $-C(O)-[C(R^6)(R^{6'})]_{yy}-V_{2a}-R^{3g}$,
 $-C(O)-N(R^{4a})-[C(R^6)(R^{6'})]_{yy}-V_{2a}-R^{3g}$, or $-C(O)-O-[C(R^6)(R^{6'})]_{yy}-V_{2a}-R^{3g}$;

R^6 is hydrogen, C_{1-4} aliphatic, C_{3-6} cycloaliphatic, or 6-10-membered aryl;

$R^{6'}$ is hydrogen, C_{1-4} aliphatic, C_{3-6} cycloaliphatic, or 6-10-membered aryl; or

R^6 and $R^{6'}$ are taken together to form a C_{3-6} cycloaliphatic group;

wherein at least one occurrence of R^6 is $R^{6''}$;

$R^{6''}$ is C_{1-4} aliphatic, C_{3-6} cycloaliphatic, or 6-10-membered aryl;

V_{2a} is $-C(O)-$, $-O-$, $-S-$, $-N(R^{4a})-$, or $-C(O)N(R^{4a})-$;

$V_{2a'}$ is $-O-$, $-S-$, or $-N(R^{4a})-$;

R^{3g} is unsubstituted or substituted C_{1-6} aliphatic, unsubstituted or substituted 3-10-membered cycloaliphatic, unsubstituted or substituted 4-10-membered heterocyclyl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, unsubstituted or substituted 6-10-membered aryl, or unsubstituted or substituted 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur;

$R^{3g'}$ is unsubstituted or substituted 3-10-membered cycloaliphatic, unsubstituted or substituted 4-10-membered heterocyclyl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, unsubstituted or substituted 6-10-membered aryl, or unsubstituted or substituted 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur;

R^{4a} is independently hydrogen, or unsubstituted or substituted C_{1-4} aliphatic;

ring B is optionally further substituted with m occurrences of R^1 ;

each occurrence of R^1 is independently chloro, fluoro, $-O-C_{1-4}$ alkyl, cyano, hydroxy, C_{1-4} alkyl, or C_{1-4} fluoroalkyl;

ring A is optionally further substituted with n occurrences of R^2 ;

each occurrence of R^2 is independently fluoro, C_{1-4} alkyl, or C_{1-4} fluoroalkyl;

zz is 1-3;

yy is 2-3;

m is 0-2; and

n is 0-4.

20. The compound of claim 19, wherein:

G is $-C(O)-[C(R^6)(R^{6'})]_{zz}-R^{3g}$, $-C(O)-NH-[C(R^6)(R^{6'})]_{zz}-R^{3g'}$, or

$-C(O)-[C(R^6)(R^{6'})]_{yy}-V_{2a}-R^{3g}$;

R^1 is chloro, fluoro, cyano, hydroxy, methoxy, ethoxy, trifluoromethoxy, trifluoromethyl, methyl, or ethyl;

each occurrence of R^2 is independently fluoro, methyl, or trifluoromethyl;

m is 0-1; and

n is 0-2.

21. The compound of claim 19, wherein:

R^{3g} or $R^{3g'}$ when substituted are substituted with 1-4 independent occurrences of $-R^5$, wherein R^5 is $-R^{5a}$, $-R^{5d}$, $-L_3-R^{5d}$, or $-V_3-L_3-R^{5d}$;

each occurrence of R^{5a} is independently halogen, C_{1-3} aliphatic, $-CN$, $-NO_2$, $-N(R^{5b})_2$, $-OR^{5b}$, $-SR^{5c}$, $-S(O)_2R^{5c}$, $-S(O)R^{5c}$, $-C(O)R^{5b}$, $-C(O)OR^{5b}$, $-C(O)N(R^{5b})_2$, $-S(O)_2N(R^{5b})_2$, $-OC(O)N(R^{5b})_2$, $-N(R^{5e})C(O)R^{5b}$, $-N(R^{5e})SO_2R^{5c}$, $-N(R^{5e})C(O)OR^{5b}$, $-N(R^{5e})C(O)N(R^{5b})_2$, or $-N(R^{5e})SO_2N(R^{5b})_2$, or a C_{1-4} aliphatic substituted with R^{5dd} , halogen, $-CN$, $-NO_2$, $-N(R^{5b})_2$, $-OR^{5b}$, $-SR^{5c}$, $-S(O)_2R^{5c}$, $-S(O)R^{5c}$, $-C(O)R^{5b}$, $-C(O)OR^{5b}$, $-C(O)N(R^{5b})_2$, $-S(O)_2N(R^{5b})_2$, $-OC(O)N(R^{5b})_2$, $-N(R^{5e})C(O)R^{5b}$, $-N(R^{5e})SO_2R^{5c}$, $-N(R^{5e})C(O)OR^{5b}$, $-N(R^{5e})C(O)N(R^{5b})_2$, or $-N(R^{5e})SO_2N(R^{5b})_2$;

each occurrence of R^{5b} is independently hydrogen or an optionally substituted group selected from C_{1-6} aliphatic, 3-10-membered cycloaliphatic, 4-10-membered heterocyclyl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, 6-10-membered aryl, or 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur; or two occurrences of R^{5b} on the same nitrogen atom can be taken together with the nitrogen atom to which they are bound to form an optionally substituted 4-7-membered heterocyclyl ring having 0-1 additional heteroatoms selected from nitrogen, oxygen, and sulfur;

each occurrence of R^{5c} is independently an optionally substituted group selected from C_{1-6} aliphatic, 3-10-membered cycloaliphatic, 4-10-membered heterocyclyl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, 6-10-membered aryl, or 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur;

each occurrence of R^{5d} is an optionally substituted group selected from 6-10-membered aryl, or 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur;

each occurrence of R^{5dd} is an optionally substituted group selected from 6-10-membered aryl, or 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur;

each occurrence of R^{5e} is independently hydrogen or an optionally substituted C_{1-6} aliphatic group;

each occurrence of V_3 is independently $-N(R^{5e})$, $-O-$, $-S-$, $-S(O)-$, $-S(O)_2-$, $-C(O)-$, $-C(O)O-$, $-C(O)N(R^{5e})-$, $-S(O)_2N(R^{5e})-$, $-OC(O)N(R^{5e})-$, $-N(R^{5e})C(O)-$, $-N(R^{5e})SO_2-$, $-N(R^{5e})C(O)O-$, $-N(R^{5e})C(O)N(R^{5e})-$, $-N(R^{5e})SO_2N(R^{5e})-$, $-OC(O)-$, or $-C(O)N(R^{5e})-O-$; and

L_3 is an optionally substituted C_{1-3} alkylene chain, where one carbon atom may be replaced with $-CR^A=CR^A-$.

22. The compound of claim 21, wherein:

G is $-C(O)-[C(R^6)(R^{6'})]_{zz}-R^{3g}$, $-C(O)-NH-[C(R^6)(R^{6'})]_{zz}-R^{3g}$,

$-C(O)-[C(R^6)(R^{6'})]_{yy}-V_{2a}-R^{3g}$, or $-C(O)-C(R^6)(R^{6'})-V_{2a}-R^{3g}$;

R^6 is hydrogen or C_{1-4} aliphatic;

$R^{6'}$ is hydrogen or C_{1-4} aliphatic; or

R^6 and $R^{6'}$ are taken together to form a C_{3-6} cycloaliphatic group;

$R^{6''}$ is C_{1-4} aliphatic;

V_{2a} is $-O-$ or $-NH-$;

$V_{2a'}$ is $-O-$ or $-NH-$;

R^1 is chloro, fluoro, cyano, hydroxy, methoxy, ethoxy, trifluoromethoxy, trifluoromethyl, methyl, or ethyl;

each occurrence of R^2 is independently fluoro, methyl, or trifluoromethyl;

m is 0-1; and

n is 0-2.

23. The compound of claim 22, wherein:

G is $-C(O)-C(R^6)(R^{6'})-R^{3g}$;

m is 0;

n is 0;

R^{3g} if substituted is substituted with 0-1 occurrences of $-R^{5a}$, and 1 occurrence of $-R^{5d}$;

R^{5a} is chloro, fluoro, C_{1-4} alkyl, C_{1-6} fluoroalkyl, $-O-C_{1-6}$ alkyl, $-O-C_{1-6}$ fluoroalkyl, cyano, hydroxy, $-NHC(O)C_{1-6}$ alkyl, $-NHC_{1-6}$ alkyl, $-N(C_{1-6} \text{ alkyl})_2$, $-C(O)NHC_{1-6}$ alkyl, $-C(O)N(C_{1-6} \text{ alkyl})_2$, $-NHC(O)NHC_{1-6}$ alkyl, $-NHC(O)N(C_{1-6} \text{ alkyl})_2$, or $-NHS(O)_2C_{1-6}$ alkyl;

R^{5d} is unsubstituted or substituted with 1-2 occurrences of $-R^{7a}$; and

each occurrence of R^{7a} is independently chloro, fluoro, bromo, iodo, C_{1-6} alkyl, C_{1-6} fluoroalkyl, $-O-C_{1-6}$ alkyl, $-O-C_{1-6}$ fluoroalkyl, cyano, hydroxy, $-NHC(O)C_{1-6}$ alkyl, $-NHC_{1-6}$ alkyl, $-N(C_{1-6} \text{ alkyl})_2$, $-C(O)NHC_{1-6}$ alkyl, $-C(O)N(C_{1-6} \text{ alkyl})_2$, $-NHC(O)NHC_{1-6}$ alkyl, $-NHC(O)N(C_{1-6} \text{ alkyl})_2$, or $-NHS(O)_2C_{1-6}$ alkyl.

24. The compound of claim 23, wherein p is 1 and q is 1.

25. The compound of claim 22, wherein:

G is $-C(O)-C(R^6)(R^{6'})-R^{3g}$;

m is 0;

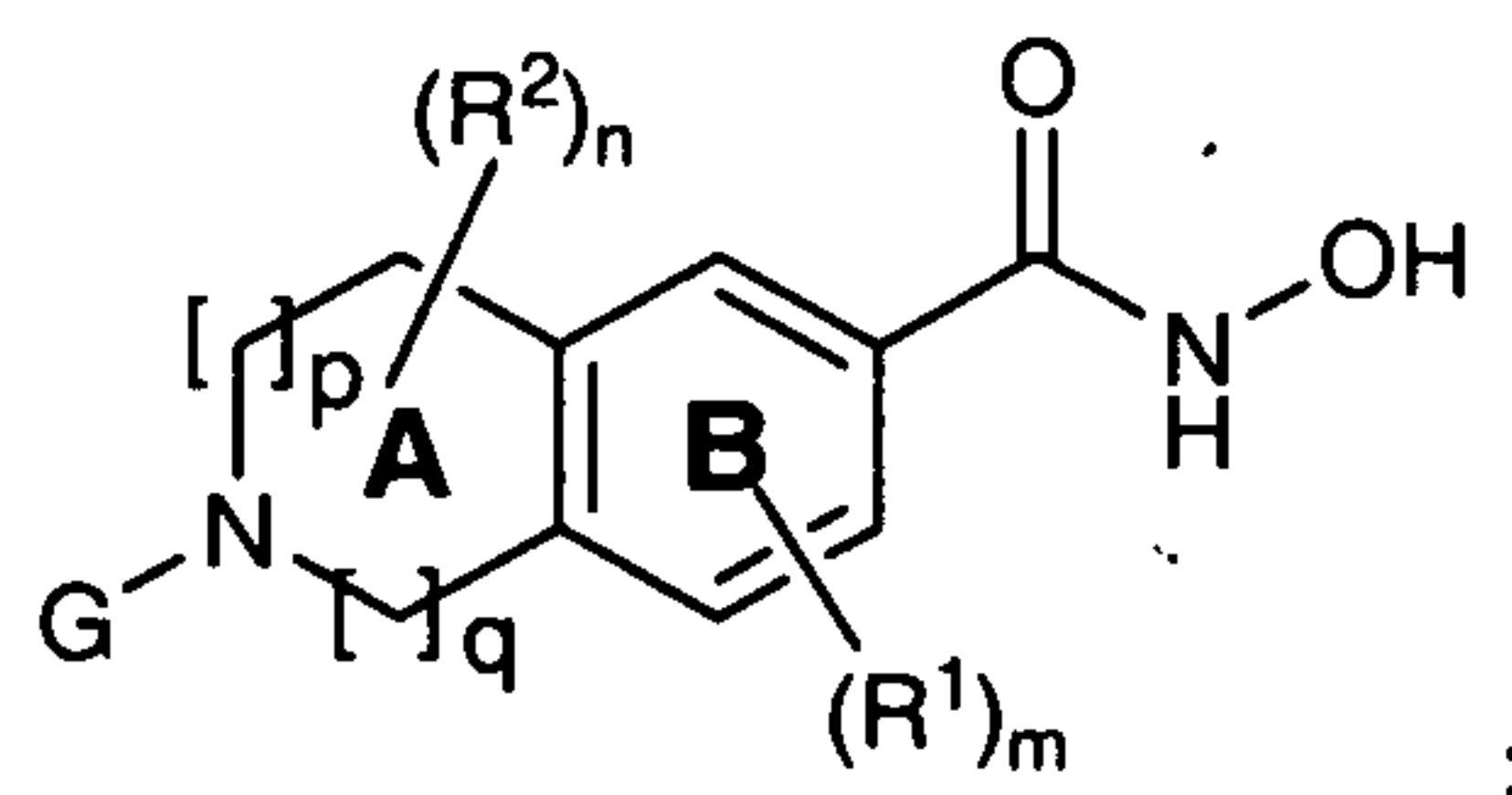
n is 0;

R^{3g} if substituted is substituted with 0-2 occurrences of $-R^{5a}$; and

each occurrence of R^{5a} is independently chloro, fluoro, C_{1-4} alkyl, C_{1-6} fluoroalkyl, $-O-C_{1-6}$ alkyl, $-O-C_{1-6}$ fluoroalkyl, cyano, hydroxy, $-NHC(O)C_{1-6}$ alkyl, $-NHC_{1-6}$ alkyl, $-N(C_{1-6} \text{ alkyl})_2$, $-C(O)NHC_{1-6}$ alkyl, $-C(O)N(C_{1-6} \text{ alkyl})_2$, $-NHC(O)NHC_{1-6}$ alkyl, $-NHC(O)N(C_{1-6} \text{ alkyl})_2$, or $-NHS(O)_2C_{1-6}$ alkyl.

26. The compound of claim 25, wherein p is 1 and q is 1.

27. A compound of formula (I):



(I)

or a pharmaceutically acceptable salt thereof; wherein:

p is 0 and q is 1; or p is 1 and q is 1;

G is $-\text{C}(\text{O})-(\text{CH}_2)_{zz}-\text{R}^{3e}$, $-\text{C}(\text{O})-\text{N}(\text{R}^{4a})-(\text{CH}_2)_{zz}-\text{R}^{3e}$, $-\text{C}(\text{O})-\text{O}-(\text{CH}_2)_{zz}-\text{R}^{3e}$,
 $-\text{C}(\text{O})-\text{CH}_2-\text{V}_{2a}-\text{R}^{3e}$, $-\text{C}(\text{O})-(\text{CH}_2)_{yy}-\text{V}_{2a}-\text{R}^{3e}$, $-\text{C}(\text{O})-\text{N}(\text{R}^{4a})-(\text{CH}_2)_{yy}-\text{V}_{2a}-\text{R}^{3e}$, or
 $-\text{C}(\text{O})-\text{O}-(\text{CH}_2)_{yy}-\text{V}_{2a}-\text{R}^{3e}$,

R^{3e} is unsubstituted or substituted 7-10-membered cycloaliphatic, unsubstituted or substituted 7-10 membered heterocyclyl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, or unsubstituted or substituted 5-10-membered heteroaryl having 3-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur;

V_{2a} is $-\text{C}(\text{O})-$, $-\text{O}-$, $-\text{S}-$, $-\text{N}(\text{R}^{4a})-$, or $-\text{C}(\text{O})\text{N}(\text{R}^{4a})-$;

$\text{V}_{2a'}$ is $-\text{O}-$, $-\text{S}-$, or $-\text{N}(\text{R}^{4a})-$;

each occurrence of R^{4a} is independently hydrogen, or unsubstituted or substituted C_{1-4} aliphatic;

ring B is optionally further substituted with m occurrences of R^1 ;

each occurrence of R^1 is independently chloro, fluoro, $-\text{O}-\text{C}_{1-4}$ alkyl, cyano, hydroxy, C_{1-4} alkyl, or C_{1-4} fluoroalkyl;

ring A is optionally further substituted with n occurrences of R^2 ;

each occurrence of R^2 is independently fluoro, C_{1-4} alkyl, or C_{1-4} fluoroalkyl;

zz is 0-3;

yy is 2-3;

m is 0-2; and

n is 0-4.

28. The compound of claim 27, wherein:

R^1 is chloro, fluoro, cyano, hydroxy, methoxy, ethoxy, trifluoromethoxy, trifluoromethyl, methyl, or ethyl;

each occurrence of R^2 is independently fluoro, methyl, or trifluoromethyl;

m is 0-1; and

n is 0-2.

29. The compound of claim 27, wherein:

R^{3e} if substituted is substituted with 0-1 occurrences of $-R^{5a}$, and 0-1 occurrences of $-R^{5d}$;

each occurrence of R^{5a} is independently chloro, fluoro, C_{1-4} alkyl, C_{1-6} fluoroalkyl, $-O-C_{1-6}$ alkyl, $-O-C_{1-6}$ fluoroalkyl, cyano, hydroxy, $-NHC(O)C_{1-6}$ alkyl, $-NHC_{1-6}$ alkyl, $-N(C_{1-6} \text{ alkyl})_2$, $-C(O)NHC_{1-6}$ alkyl, $-C(O)N(C_{1-6} \text{ alkyl})_2$, $-NHC(O)NHC_{1-6}$ alkyl, $-NHC(O)N(C_{1-6} \text{ alkyl})_2$, or $-NHS(O)_2C_{1-6}$ alkyl;

each occurrence of R^{5d} is an optionally substituted group selected from 6-10-membered aryl, or 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur; wherein R^{5d} if substituted is substituted with 1-2 occurrences of $-R^{7a}$; and

each occurrence of R^{7a} is independently chloro, fluoro, bromo, iodo, C_{1-6} alkyl, C_{1-6} fluoroalkyl, $-O-C_{1-6}$ alkyl, $-O-C_{1-6}$ fluoroalkyl, cyano, hydroxy, $-NHC(O)C_{1-6}$ alkyl, $-NHC_{1-6}$ alkyl, $-N(C_{1-6} \text{ alkyl})_2$, $-C(O)NHC_{1-6}$ alkyl, $-C(O)N(C_{1-6} \text{ alkyl})_2$, $-NHC(O)NHC_{1-6}$ alkyl, $-NHC(O)N(C_{1-6} \text{ alkyl})_2$, or $-NHS(O)_2C_{1-6}$ alkyl.

30. The compound of claim 29, wherein:

G is $-C(O)-R^{3e}$, $-C(O)-N(R^{4a})-R^{3e}$, $-C(O)-O-R^{3e}$, $-C(O)-CH_2-R^{3e}$, $-C(O)-N(R^{4a})-CH_2-R^{3e}$, or $-C(O)-O-CH_2-R^{3e}$; and

R^{3e} is triazolyl, thiadiazolyl, oxadiazolyl, benzthiadiazolyl, 2,3-4H-furo[3,2-b]pyrrolyl, pyrazolopyrimidinyl, purinyl, pteridinyl, quinuclidinyl, diazepinyl, decahydroquinolinyl, oxazepinyl,

thiazepinyl, oxazepinyl, thiazepinyl, cycloheptyl, cyclooctyl, cycloheptenyl, cyclooctenyl, bicycloheptanyl, bicyclooctanyl, quinuclidinyl, or adamantyl.

31. The compound of claim 29, wherein:

R^1 is chloro, fluoro, cyano, hydroxy, methoxy, ethoxy, trifluoromethoxy, trifluoromethyl, methyl, or ethyl;

each occurrence of R^2 is independently fluoro, methyl, or trifluoromethyl;

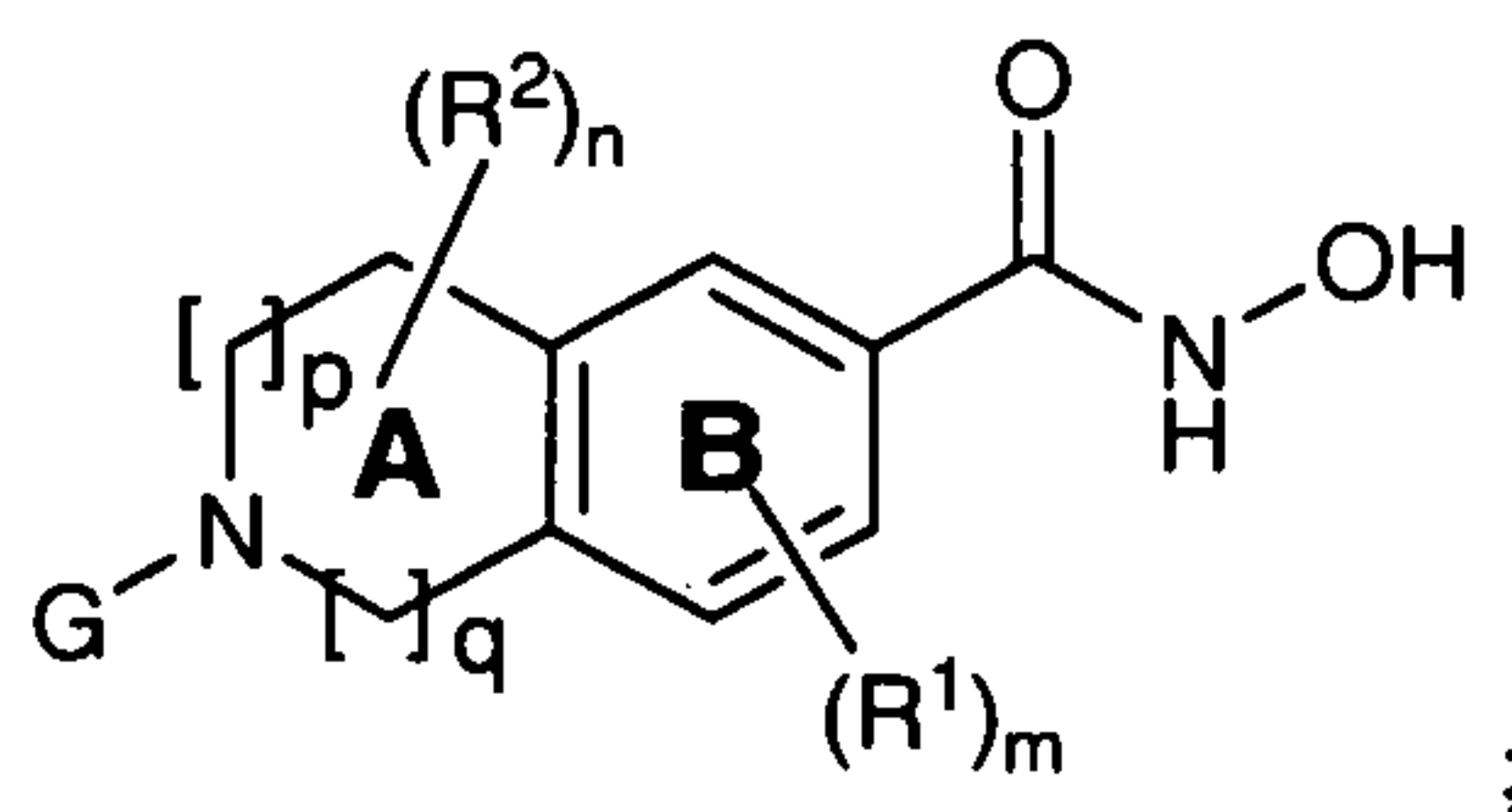
m is 0-1;

n is 0-2;

p is 1; and

q is 1.

32. A compound of formula (I):



(I)

or a pharmaceutically acceptable salt thereof;

wherein:

p is 0 and q is 1; or p is 1 and q is 1;

G is $-C(O)-(CH_2)_{zz}-R^{3f}$, $-C(O)-N(R^{4a})-(CH_2)_{zz}-R^{3f}$, $-C(O)-O-(CH_2)_{zz}-R^{3f}$, $-C(O)-CH_2-V_{2a}-R^{3f}$, $-C(O)-(CH_2)_{yy}-V_{2a}-R^{3f}$, $-C(O)-N(R^{4a})-(CH_2)_{yy}-V_{2a}-R^{3f}$, or $-C(O)-O-(CH_2)_{yy}-V_{2a}-R^{3f}$;

R^{3f} is substituted C_{1-6} aliphatic, substituted 3-6-membered cycloaliphatic, substituted 4-6-membered heterocyclyl having 1-2 heteroatoms independently selected from nitrogen, oxygen, and sulfur, substituted 6-10-membered aryl, or substituted 5-10-membered heteroaryl having 1-2 heteroatoms

independently selected from nitrogen, oxygen, and sulfur; wherein R^{3f} is substituted with 1-2 independent occurrences of R^{5aa} ;

each occurrence of R^{5aa} is independently cyano, hydroxy, C_{1-6} aliphatic substituted with 1-2 occurrences of R^7 or R^8 , C_{1-6} fluoroalkyl, $-O-C_{1-6}$ fluoroalkyl, $-NHC(O)C_{1-6}$ alkyl, $-NHC(O)C_{3-6}$ cycloalkyl, $-C(O)NHC_{1-6}$ alkyl, $-NHC(O)NHC_{1-6}$ alkyl, $-NHS(O)_2C_{1-6}$ alkyl, $-NHC_{1-6}$ alkyl, $-N(C_{1-6} \text{ alkyl})_2$, or phenyl substituted with 1-2 occurrence of $-R^{7a}$;

each occurrence of R^7 is independently unsubstituted or substituted 4-10-membered heterocyclyl having 1-4 heteroatoms independently selected from nitrogen, oxygen, and sulfur, unsubstituted or substituted 6-10-membered aryl, or unsubstituted or substituted 5-10-membered heteroaryl having 1-5 heteroatoms independently selected from nitrogen, oxygen, and sulfur;

each occurrence of R^8 is independently chloro, fluoro, $-OH$, $-O(C_{1-6} \text{ alkyl})$, $-CN$, $-N(C_{1-6} \text{ alkyl})_2$, $-NH(C_{1-6} \text{ alkyl})$, $-C(O)(C_{1-6} \text{ alkyl})$, $-CO_2H$, $-CO_2(C_{1-6} \text{ alkyl})$, $-C(O)NH_2$, or $-C(O)NH(C_{1-6} \text{ alkyl})$;

each occurrence of R^{7a} is independently chloro, fluoro, bromo, iodo, C_{1-6} alkyl, C_{1-6} fluoroalkyl, $-O-C_{1-6}$ alkyl, $-O-C_{1-6}$ fluoroalkyl, cyano, hydroxy, $-NHC(O)C_{1-6}$ alkyl, $-NHC_{1-6}$ alkyl, $-N(C_{1-6} \text{ alkyl})_2$, $-C(O)NHC_{1-6}$ alkyl, $-C(O)N(C_{1-6} \text{ alkyl})_2$, $-NHC(O)NHC_{1-6}$ alkyl, $-NHC(O)N(C_{1-6} \text{ alkyl})_2$, or $-NHS(O)_2C_{1-6}$ alkyl;

V_{2a} is $-C(O)-$, $-O-$, $-S-$, $-N(R^{4a})-$, or $-C(O)N(R^{4a})-$;

$V_{2a'}$ is $-O-$, $-S-$, or $-N(R^{4a})-$;

each occurrence of R^{4a} is independently hydrogen, or unsubstituted or substituted C_{1-4} aliphatic;

ring B is optionally further substituted with m occurrences of R^1 ;

each occurrence of R^1 is independently chloro, fluoro, $-O-C_{1-4}$ alkyl, cyano, hydroxy, C_{1-4} alkyl, or C_{1-4} fluoroalkyl;

ring A is optionally further substituted with n occurrences of R^2 ;

each occurrence of R^2 is independently fluoro, C_{1-4} alkyl, or C_{1-4} fluoroalkyl;

zz is 0-3;

yy is 2-3;

m is 0-2; and

n is 0-4.

33. The compound of claim 32, wherein:

R^1 is chloro, fluoro, cyano, hydroxy, methoxy, ethoxy, trifluoromethoxy, trifluoromethyl, methyl, or ethyl;

each occurrence of R^2 is independently fluoro, methyl, or trifluoromethyl;

m is 0-1; and

n is 0-2.

34. The compound of claim 32, wherein:

G is $-C(O)-R^{3f}$, $-C(O)-N(R^{4a})-R^{3f}$, $-C(O)-O-R^{3f}$, $-C(O)-CH_2-R^{3f}$, $-C(O)-N(R^{4a})-CH_2-R^{3f}$, or $-C(O)-O-CH_2-R^{3f}$.

35. The compound of claim 32, wherein:

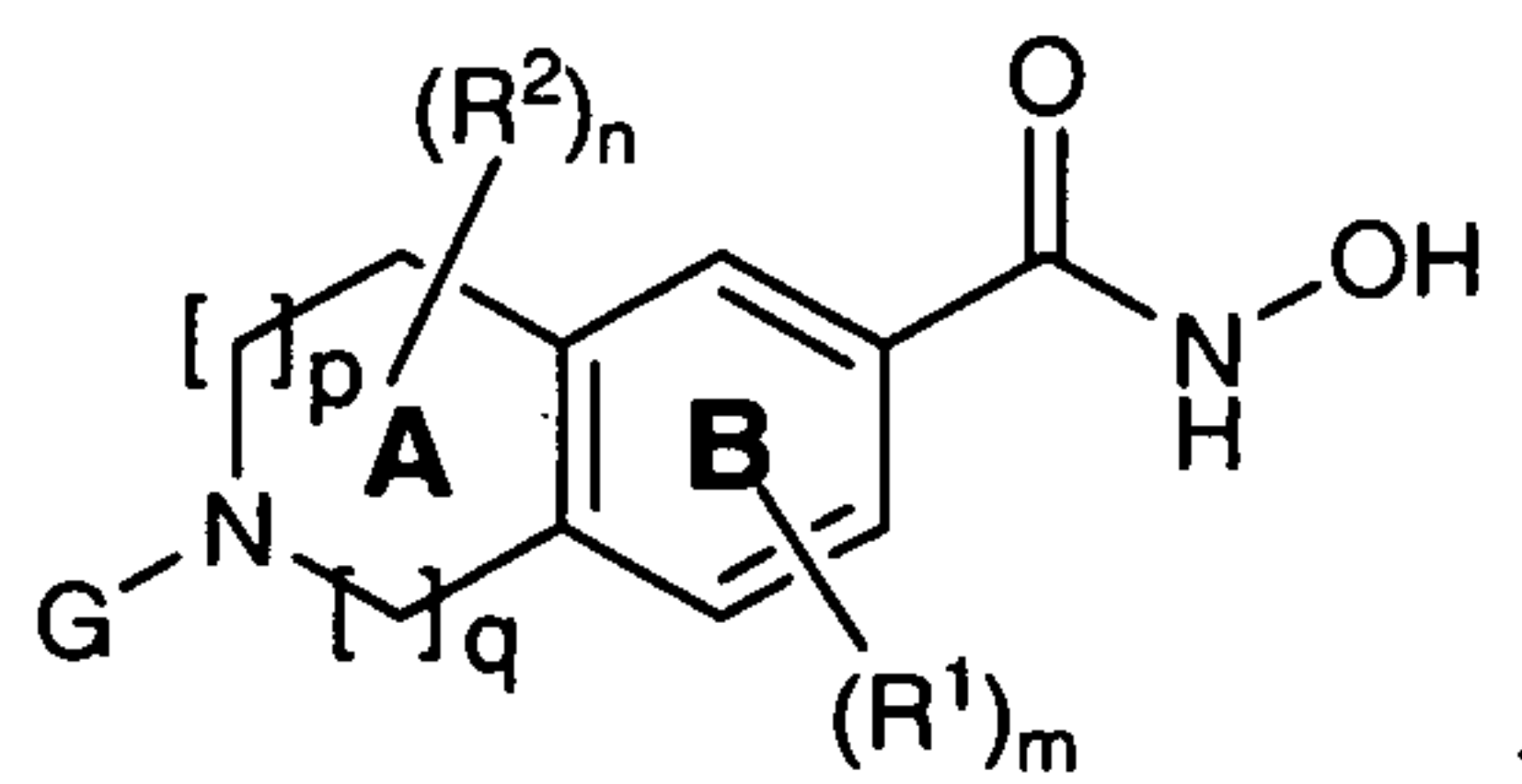
each occurrence of R^{5aa} is independently cyano, hydroxy, trifluoromethyl, trifluoromethoxy, $-NHC(O)CH_3$, $-NHC(O)$ -cyclopropyl, $-C(O)NHCH_3$, $-NHC(O)NHCH_3$, $-NHS(O)_2CH_3$, $-NHCH_3$, $-N(CH_3)_2$, 4-methoxyphenyl, 3-chlorophenyl, 4-chlorophenyl, or 3-methoxyphenyl.

36. The compound of claim 32, wherein:

p is 1; and

q is 1.

37. A compound of formula (I):



(I)

or a pharmaceutically acceptable salt thereof;

wherein:

p is 0 and q is 1; or p is 1 and q is 1;

G is $-\text{C}(\text{O})-(\text{CH}_2)_{zz}-\text{R}^{3h}$, $-\text{C}(\text{O})-\text{N}(\text{R}^{4a})-(\text{CH}_2)_{zz}-\text{R}^{3h}$, $-\text{C}(\text{O})-\text{O}-(\text{CH}_2)_{zz}-\text{R}^{3h}$,
 $-\text{C}(\text{O})-\text{CH}_2-\text{V}_{2a}-\text{R}^{3h}$, $-\text{C}(\text{O})-(\text{CH}_2)_{yy}-\text{V}_{2a}-\text{R}^{3h}$, $-\text{C}(\text{O})-\text{N}(\text{R}^{4a})-(\text{CH}_2)_{yy}-\text{V}_{2a}-\text{R}^{3h}$, or
 $-\text{C}(\text{O})-\text{O}-(\text{CH}_2)_{yy}-\text{V}_{2a}-\text{R}^{3h}$;

R^{3h} is unsubstituted or substituted C_{1-6} aliphatic, unsubstituted or substituted 3-6-membered cycloaliphatic, unsubstituted or substituted 4-6-membered heterocyclyl having 1-2 heteroatoms independently selected from nitrogen, oxygen, and sulfur, unsubstituted or substituted 6-10-membered aryl, or substituted 5-10-membered heteroaryl having 1-2 heteroatoms independently selected from nitrogen, oxygen, and sulfur; wherein R^{3h} if substituted is substituted with 0-2 occurrences of R^{5aaa} ;

each occurrence of R^{5aaa} is independently chloro, fluoro, C_{1-4} alkyl, $-\text{O}-\text{C}_{1-6}$ alkyl, or phenyl;

V_{2a} is $-\text{C}(\text{O})-$, $-\text{O}-$, $-\text{S}-$, $-\text{N}(\text{R}^{4a})-$, or $-\text{C}(\text{O})\text{N}(\text{R}^{4a})-$;

$\text{V}_{2a'}$ is $-\text{O}-$, $-\text{S}-$, or $-\text{N}(\text{R}^{4a})-$;

each occurrence of R^{4a} is independently hydrogen, or unsubstituted or substituted C_{1-4} aliphatic;

ring B is optionally further substituted with m occurrences of R^1 ;

each occurrence of R^1 is independently chloro, fluoro, $-\text{O}-\text{C}_{1-4}$ alkyl, cyano, hydroxy, C_{1-4} alkyl, or C_{1-4} fluoroalkyl;

ring A is optionally further substituted with n occurrences of R^2 ;

each occurrence of R^2 is independently fluoro, C_{1-4} alkyl, or C_{1-4} fluoroalkyl;

zz is 0-3;

yy is 2-3;

m is 0-2;

n is 0-4; and

the total of m and n must be at least 1.

38. The compound of claim 37, wherein:

R^1 is chloro, fluoro, cyano, hydroxy, methoxy, ethoxy, trifluoromethoxy, trifluoromethyl, methyl, or ethyl;

each occurrence of R^2 is independently fluoro, methyl, or trifluoromethyl; and

m is 1 and n is 0; or m is 0 and n is 1; or m is 0 and n is 2; or m is 1 and n is 2.

39. The compound of claim 37, wherein:

G is $-\text{C}(\text{O})-\text{R}^{3\text{h}}$, $-\text{C}(\text{O})-\text{N}(\text{R}^{4\text{a}})-\text{R}^{3\text{h}}$, $-\text{C}(\text{O})-\text{O}-\text{R}^{3\text{h}}$, $-\text{C}(\text{O})-\text{CH}_2-\text{R}^{3\text{h}}$, $-\text{C}(\text{O})-\text{N}(\text{R}^{4\text{a}})-\text{CH}_2-\text{R}^{3\text{h}}$, or $-\text{C}(\text{O})-\text{O}-\text{CH}_2-\text{R}^{3\text{h}}$.

40. The compound of claim 37, wherein:

p is 1; and

q is 1.

41. A pharmaceutical composition comprising a compound of any of claims 1-40, and a pharmaceutically acceptable carrier.

42. A method of treating a proliferative disorder in a patient comprising administering to said patient a therapeutically effective amount of a compound of any of claims 1-40.

43. The method of claim 42, wherein the proliferative disorder is breast cancer, lung cancer, ovarian cancer, multiple myeloma, acute myeloid leukemia, or acute lymphoblastic leukemia.

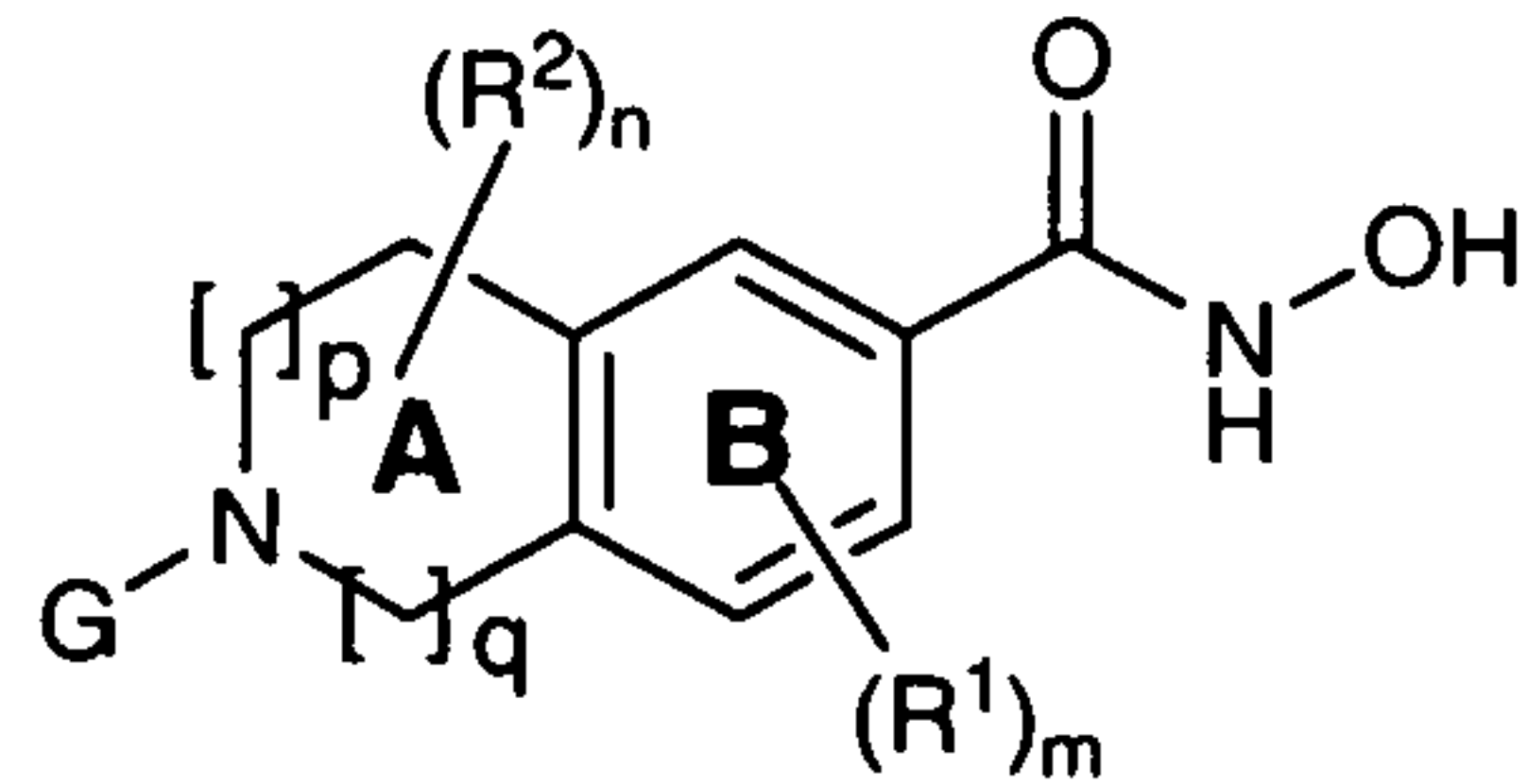
44. A compound or a pharmaceutically acceptable salt of any of claims 1-40 or a pharmaceutical composition thereof for use in treating a proliferative disorder in a patient in need thereof.

45. The compound or pharmaceutically acceptable salt or pharmaceutical composition thereof according to claim 44, wherein the proliferative disorder is breast cancer, lung cancer, ovarian cancer, multiple myeloma, acute myeloid leukemia, or acute lymphoblastic leukemia.

46. A pharmaceutical composition for the treatment of a proliferative disorder in a patient in need thereof comprising a compound or a pharmaceutically acceptable salt of any of claims 1-40 as the active ingredient, and a pharmaceutically acceptable carrier.

47. The pharmaceutical composition according to claim 46, wherein the proliferative disorder is breast cancer, lung cancer, ovarian cancer, multiple myeloma, acute myeloid leukemia, or acute lymphoblastic leukemia.

48. Use of a compound or a pharmaceutically acceptable salt of any of claims 1-40 for the preparation of a pharmaceutical composition for the treatment of a proliferative disorder.
49. The use according to claim 48, wherein the proliferative disorder is breast cancer, lung cancer, ovarian cancer, multiple myeloma, acute myeloid leukemia, or acute lymphoblastic leukemia.
50. Use of an effective amount of a compound or a pharmaceutically acceptable salt of any of claims 1-40 or a pharmaceutical composition thereof for the treatment of a proliferative disorder in a patient in need thereof.
51. The use according to claim 50, wherein the proliferative disorder is breast cancer, lung cancer, ovarian cancer, multiple myeloma, acute myeloid leukemia, or acute lymphoblastic leukemia.
52. Use of a compound or a pharmaceutically acceptable salt according to any of claims 1-40 in the manufacture of a medicament for treating a proliferative disorder.
53. The use according to claim 52, wherein the proliferative disorder is breast cancer, lung cancer, ovarian cancer, multiple myeloma, acute myeloid leukemia, or acute lymphoblastic leukemia.
54. A method for inhibiting HDAC6 activity in a patient comprising administering a pharmaceutical composition comprising an amount of a compound of any of claims 1-40 effective to inhibit HDAC6 activity in the patient.



(I)