



(43) International Publication Date  
20 June 2013 (20.06.2013)

W I P O | P C T

(10) International Publication Number  
**WO 2013/090829 A1**

(51) International Patent Classification:

C07D 405/12 (2006.01) A61K 31/4025 (2006.01)  
C07D 405/14 (2006.01) A61P 35/00 (2006.01)

(21) International Application Number:

PCT/US20 12/069926

(22) International Filing Date:

14 December 2012 (14.12.2012)

(25) Filing Language:

English

(26) Publication Language:

English

(30) Priority Data:

61/570,756 14 December 2011 (14.12.2011) US

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(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, BN, 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, PA, PE, PG, PH, PL, PT, QA, RO, RS, RU,  
RW, 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, RW, SD, SL, SZ, TZ,  
UG, ZM, ZW), Eurasian (AM, AZ, BY, KG, KZ, 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, RS, SE, SI, SK, SM,  
TR), OAPI (BF, BJ, CF, CG, CI, CM, GA, GN, GQ, GW,  
ML, MR, NE, SN, TD, TG).

Declarations under Rule 4.17:

— as to applicant's entitlement to apply for and be granted a  
patent (Rule 4.1 7(H))

Published:

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

— before the expiration of the time limit for amending the  
claims and to be republished in the event of receipt of  
amendments (Rule 48.2(h))

(54) Title: ESTROGEN RECEPTOR MODULATORS AND USES THEREOF

(57) Abstract: Described herein are compounds that are estrogen receptor modulators. Also described are pharmaceutical compositions and medicaments that include the compounds described herein, as well as methods of using such estrogen receptor modulators, alone and in combination with other compounds, for treating diseases or conditions that are mediated or dependent upon estrogen receptors.



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**ESTROGEN RECEPTOR MODULATORS AND USES THEREOF****RELATED APPLICATIONS**

[0001] This application claims the benefit of U.S provisional patent application no. 61/570,756 entitled "ESTROGEN RECEPTOR MODULATORS AND USES THEREOF" filed on December 14, 2011, which is incorporated by reference in its entirety.

**FIELD OF THE INVENTION**

[0002] Described herein are compounds, including pharmaceutically acceptable salts, solvates, metabolites, prodrugs thereof, methods of making such compounds, pharmaceutical compositions comprising such compounds, and methods of using such compounds to treat, prevent or diagnose diseases or conditions that are estrogen sensitive, estrogen receptor dependent or estrogen receptor mediated.

**BACKGROUND OF THE INVENTION**

[0003] The estrogen receptor ("ER") is a ligand-activated transcriptional regulatory protein that mediates induction of a variety of biological effects through its interaction with endogenous estrogens.

Endogenous estrogens include 17 $\beta$ -estradiol and estrones. ER has been found to have two isoforms, ER- $\alpha$  and ER- $\beta$ .

[0004] Estrogens and estrogen receptors are implicated in a number of diseases or conditions, such as breast cancer, lung cancer, ovarian cancer, colon cancer, prostate cancer, endometrial cancer, uterine cancer, as well as others diseases or conditions.

**SUMMARY OF THE INVENTION**

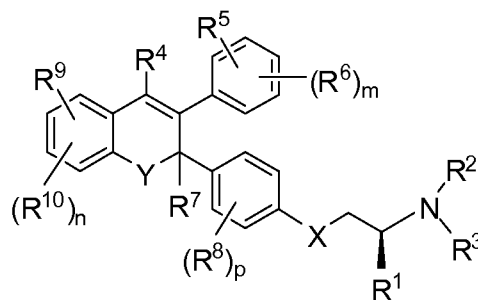
[0005] In one aspect, presented herein are compounds of Formula (I), (II), (III), (IV), (V), (VI), (VII), and (VIII) that diminish the effects of estrogens with estrogen receptors and/or lower the concentrations of estrogen receptors, and therefore, are useful as agents for the treatment or prevention of diseases or conditions in which the actions of estrogens and/or estrogen receptors are involved in the etiology or pathology of the disease or condition, or contribute to at least one symptom of the disease or condition and wherein such actions of estrogens and/or estrogen receptors are undesirable. In some embodiments, compounds disclosed herein are estrogen receptor degrader compounds.

[0006] In one aspect, a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII) is useful for the treatment of ER-related diseases or conditions including, but not limited to, ER- $\alpha$  dysfunction associated with cancer (bone cancer, breast cancer, lung cancer, colorectal cancer, endometrial cancer, prostate cancer, ovarian and uterine cancer), central nervous system (CNS) defects (alcoholism, migraine), cardiovascular system defects (aortic aneurysm, susceptibility to myocardial infarction, aortic valve sclerosis, cardiovascular disease, coronary artery disease, hypertension), hematological system defects (deep vein thrombosis), immune and inflammation diseases (Graves' Disease, arthritis,

multiple sclerosis, cirrhosis), susceptibility to infection (hepatitis B, chronic liver disease), metabolic defects (bone density, cholestasis, hypospadias, obesity, osteoarthritis, osteopenia, osteoporosis), neurological defects (Alzheimer's disease, Parkinson's disease, migraine, vertigo), psychiatric defects (anorexia nervosa, attention deficit hyperactivity disorder (ADHD), dementia, major depressive disorder, psychosis), uterine diseases (e.g. leiomyoma, uterine leiomyoma, endometrial hyperplasia, endometriosis), and reproductive defects (age of menarche, endometriosis, infertility).

[0007] In one aspect, described herein are compounds of Formula (I), (II), (III), (IV), (V), (VI), (VII), and (VIII), pharmaceutically acceptable salts, solvates, metabolites and prodrugs thereof. Compounds described herein are estrogen receptor modulators. In some embodiments, the compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII) is an estrogen receptor antagonist. In some embodiments, the compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII) is an estrogen receptor degrader. In some embodiments, the compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII) is an estrogen receptor antagonist as well as an estrogen receptor degrader. In some embodiments, the compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII) displays minimal or no estrogen receptor agonist activity. In some embodiments, in the context of treating cancers, the compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII) may offer improved therapeutic activity characterized by complete or longer-lasting tumor regression, a lower incidence or rate of development of resistance to treatment, and/or a reduction in tumor invasiveness.

[0008] In one aspect, provided herein is a compound of Formula (I), or a pharmaceutically acceptable salt, or solvate thereof:



Formula (I)

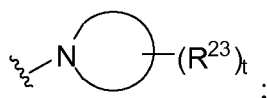
wherein,

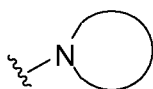
R<sup>1</sup> is H, F, Ci-C<sub>6</sub>alkyl, Ci-C<sub>6</sub>fluoroalkyl, C<sub>3</sub>-C<sub>6</sub>cycloalkyl, C<sub>3</sub>-C<sub>6</sub>fluorocycloalkyl, or Ci-C<sub>6</sub>heteroalkyl;

R<sup>2</sup> is H or R<sup>12</sup>;

R<sup>3</sup> is -C(=O)R<sup>12</sup>, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, or R<sup>12</sup>;

or R<sup>2</sup> and R<sup>3</sup> are taken together with the N atom to which they are attached to form





is a monocyclic heterocycloalkyl or a bicyclic heterocycloalkyl;

each  $R^{23}$  is independently selected from F, Cl, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -

S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, substituted or unsubstituted Ci-C<sub>6</sub>alkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

or two  $R^{23}$  on the same carbon atom are taken together with the carbon atom to which they are attached to form -C(=O)-;

or two  $R^{23}$  on adjacent carbon atoms are taken together with the carbon atoms to which they are attached to form a C<sub>3</sub>-Cecycloalkyl;

or 1  $R^{23}$  is taken together with R<sup>1</sup> and the intervening atoms connecting  $R^{23}$  to R<sup>1</sup> to form a 5-7 membered ring;

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

R<sup>4</sup> is H, halogen, -CN, Ci-C<sub>4</sub>alkyl, Ci-C<sub>4</sub>fluoroalkyl, Ci-C<sub>4</sub>alkoxy, Ci-C<sub>4</sub>fluoroalkoxy, C<sub>3</sub>-C<sub>6</sub>cycloalkyl, C<sub>3</sub>-C<sub>6</sub>fluorocycloalkyl, C<sub>3</sub>-C<sub>6</sub>heterocycloalkyl, Ci-C<sub>6</sub>heteroalkyl, -Ci-C<sub>4</sub>alkylene-C<sub>3</sub>-C<sub>6</sub>cycloalkyl, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, -C(=O)NHR<sup>12</sup>, or -C(=O)N(R<sup>12</sup>)<sub>2</sub>;

R<sup>5</sup> is halogen, -CN, -NHR<sup>11</sup>, -NR<sup>11</sup>R<sup>12</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, -C(=O)OH, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, -C(=O)N(R<sup>12</sup>)<sub>2</sub>, substituted or unsubstituted Ci-C<sub>6</sub>alkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Cefluoroalkyl, or a substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl, substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

each R<sup>6</sup> is independently selected from H, halogen, -CN, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, -C(=O)OH, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, -C(=O)N(R<sup>12</sup>)<sub>2</sub>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Cefluoroalkyl;

R<sup>7</sup> is H or Ci-C<sub>4</sub>alkyl;

each R<sup>8</sup> is independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

R<sup>9</sup> is H, halogen, -CN, -OH, -OR<sup>11</sup>, -NHR<sup>11</sup>, -NR<sup>11</sup>R<sup>12</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>,

substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl,  
substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy,  
and substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted C<sub>3</sub>-  
Ciocycloalkyl, substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl, substituted or  
unsubstituted aryl, or substituted or unsubstituted heteroaryl;

each R<sup>10</sup> is independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -

S(=O)<sub>2</sub>R<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-  
Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted  
Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

each R<sup>11</sup> is independently selected from H, -C(=O)R<sup>12</sup>, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, substituted

or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or  
unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl, substituted or  
unsubstituted C<sub>2</sub>-Cioheterocycloalkyl, substituted or unsubstituted aryl, substituted or  
unsubstituted heteroaryl, -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl), -  
Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl), -Ci-C<sub>2</sub>alkylene-  
(substituted or unsubstituted aryl), and -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted  
heteroaryl);

each R<sup>12</sup> is independently selected from substituted or unsubstituted Ci-Cealkyl, substituted or

unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or  
unsubstituted C<sub>3</sub>-Ciocycloalkyl, substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl,  
substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, -Ci-C<sub>2</sub>alkylene-  
(substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl), -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted  
C<sub>2</sub>-Cioheterocycloalkyl), -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted aryl), and -Ci-  
C<sub>2</sub>alkylene-(substituted or unsubstituted heteroaryl);

Y is -O-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, or -NR<sup>13</sup>-; R<sup>13</sup> is H, -C(=O)R<sup>12</sup>, substituted or unsubstituted  
Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted C<sub>3</sub>-  
Cvcycloalkyl, or substituted or unsubstituted Ci-Ceheteroalkyl;

X is -O-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, -CH<sub>2</sub>-, -NH- or -N(Ci-C<sub>6</sub>alkyl)-;

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

n is 0, 1, or 2;

p is 0, 1, or 2;

provided that the compound is not 3-(4-Fluorophenyl)-4-methyl-2-(4-((S)-2-((R)-3-

methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; (S)-3-(4-Fluorophenyl)-4-

methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; (R)-3-  
(4-Fluorophenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-

chromen-6-ol; 3-(3-Fluorophenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(4-Chlorophenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(3,4-Difluorophenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(2-Chloro-4-fluorophenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(2,4-Difluorophenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(4-Bromophenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(4-Fluorophenyl)-4-methyl-2-(4-(2-(pyrrolidin-1-yl)ethoxy)phenyl)-2H-chromen-6-ol; 4-Methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-3-(o-tolyl)-2H-chromen-6-ol; 3-(4-Ethynylphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 4-Methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-3-(4-(methylsulfonyl)phenyl)-2H-chromen-6-ol; 3-(4-Fluorophenyl)-4-methyl-2-(4-((S)-2-((R)-2-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(4-Fluorophenyl)-4-methyl-2-(4-((S)-2-morpholinopropoxy)phenyl)-2H-chromen-6-ol; 2-(4-((2S)-2-(3-Azabicyclo[3.1.0]hexan-3-yl)propoxy)phenyl)-3-(4-fluorophenyl)-4-methyl-2H-chromen-6-ol.

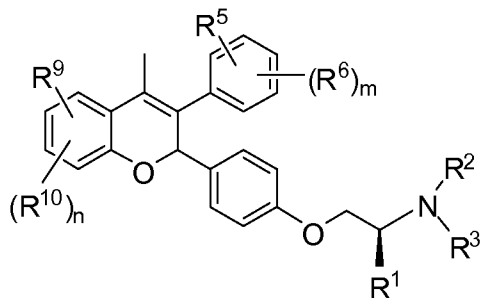
[0009] For any and all of the embodiments described herein, substituents are selected from among a subset of the listed alternatives. For example in some embodiments, R<sup>7</sup> is H or -CH<sub>3</sub>. In other embodiments, R<sup>7</sup> is H.

[0010] In some embodiments, R<sup>4</sup> is C<sub>1</sub>-C<sub>4</sub>alkyl; R<sup>5</sup> is halogen, -CN, -NHR<sup>11</sup>, -NR<sup>11</sup>R<sup>12</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, Ci-Cealkyl, Ci-C<sub>6</sub>fluoroalkyl, Ci-C<sub>6</sub>fluoroalkoxy, Ci-C<sub>6</sub>alkoxy, C<sub>1</sub>-Ceheteroalkyl, substituted or unsubstituted C<sub>3</sub>-CeCycloalkyl, substituted or unsubstituted C<sub>2</sub>-Ceheterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted monocyclic heteroaryl; each R<sup>6</sup> is independently selected from H, halogen, -CN, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, -C(=O)OH, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, -C(=O)N(R<sup>12</sup>)<sub>2</sub>, Ci-C<sub>6</sub>alkyl, Ci-C<sub>6</sub>fluoroalkyl, C<sub>1</sub>-C<sub>6</sub>fluoroalkoxy, Ci-C<sub>6</sub>alkoxy, Ci-C<sub>6</sub>heteroalkyl, Ci-C<sub>6</sub>fluoroalkyl; R<sup>7</sup> is H; R<sup>9</sup> is H, halogen, -CN, -OH, -OR<sup>11</sup>, -NHR<sup>11</sup>, -NR<sup>11</sup>R<sup>12</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, -C(=O)OH, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, -C(=O)N(R<sup>12</sup>)<sub>2</sub>, Ci-C<sub>6</sub>alkyl, Ci-C<sub>6</sub>fluoroalkyl, Ci-C<sub>6</sub>fluoroalkoxy, Ci-C<sub>6</sub>alkoxy, C<sub>1</sub>-Ceheteroalkyl, Ci-Cefluoroalkyl, or a substituted or unsubstituted C<sub>3</sub>-CeCycloalkyl, substituted or unsubstituted C<sub>2</sub>-Ceheterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted monocyclic heteroaryl; each R<sup>8</sup> is independently selected from H, halogen, -CN, -OH, Ci-Cealkyl, Ci-Cefluoroalkyl, Ci-Ceiluoroalkoxy, and Ci-Cealkoxy; each R<sup>10</sup> is independently selected from H, halogen, -CN, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, Ci-C<sub>6</sub>alkyl, Ci-C<sub>6</sub>fluoroalkyl, Ci-Ceiluoroalkoxy, C<sub>1</sub>-Cealkoxy, and Ci-Ceheteroalkyl; Y is -O-; X is -O-; and p is 0 or 1.

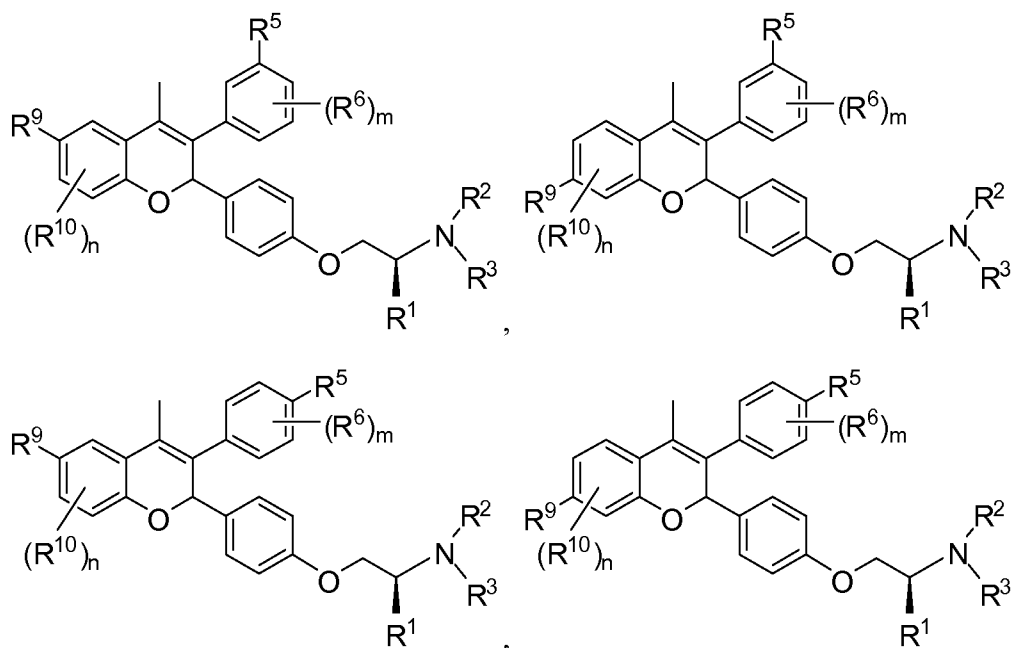
[0011] In some embodiments,  $R^4$  is  $C_1$ - $C_4$ alkyl;  $R^5$  is halogen, -CN, -NHR<sup>11</sup>, -NR<sup>11</sup>R<sup>12</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, -C(=O)OH, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, -C(=O)N(R<sup>12</sup>)<sub>2</sub>, Ci-C<sub>6</sub>alkyl, Ci-Cefluoroalkyl, Ci-Cefluoroalkoxy, Ci-Cealkoxy, Ci-Ceheteroalkyl, or Ci-Cefluoroalkyl; each  $R^6$  is independently selected from H, halogen, -CN, Ci-Cealkyl, Ci-Cefluoroalkyl, Ci-Cefluoroalkoxy, Ci-C<sub>6</sub>alkoxy, Ci-Ceheteroalkyl, and Ci-Cefluoroalkyl;  $R^7$  is H;  $R^9$  is H, halogen, -CN, -OH, -OR<sup>11</sup>, -NHR<sup>11</sup>, -NR<sup>11</sup>R<sup>12</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, -C(=O)OH, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, -C(=O)N(R<sup>12</sup>)<sub>2</sub>, Ci-Cealkyl, Ci-Cefluoroalkyl, Ci-C<sub>6</sub>fluoroalkoxy, Ci-C<sub>6</sub>alkoxy, Ci-Ceheteroalkyl, Ci-Cefluoroalkyl, or a substituted or unsubstituted  $C_3$ -Cecycloalkyl, substituted or unsubstituted  $C_2$ -Ceheterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted monocyclic heteroaryl; each  $R^8$  is independently selected from H, halogen, -CN, -OH, Ci-Cealkyl, Ci-Cefluoroalkyl, Ci-Cefluoroalkoxy, and Ci-Cealkoxy; each  $R^{10}$  is independently selected from H, halogen, -CN, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, Ci-Cealkyl, Ci-Cefluoroalkyl, Ci-Cefluoroalkoxy, Ci-C<sub>6</sub>alkoxy, and Ci-Ceheteroalkyl; Y is -O-; X is -O-; p is 0 or 1.

[0012] In some embodiments,  $R^5$  is -CN, -NHR<sup>11</sup>, -NR<sup>11</sup>R<sup>12</sup>, -C(=O)R<sup>12</sup>, -C(=O)OH, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, -C(=O)N(R<sup>12</sup>)<sub>2</sub>, Ci-C<sub>6</sub>alkyl, Ci-Cefluoroalkyl, Ci-C<sub>6</sub>fluoroalkoxy, Ci-C<sub>6</sub>alkoxy, Ci-Ceheteroalkyl, or Ci-Cefluoroalkyl; each  $R^8$  is H.

[0013] In some embodiments, the compound has the following structure:

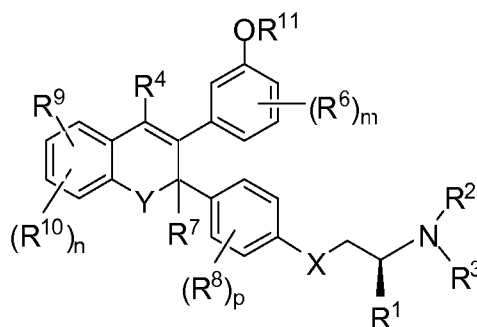


[0014] In some embodiments, the compound has one of the following structures:



[0015] In some embodiments,  $R^9$  is -OH, or -OR<sup>11</sup>;  $m$  is 0 or 1;  $n$  is 0 or 1.

[0016] In another aspect, described herein is a compound of Formula (VI), or a pharmaceutically acceptable salt, or solvate thereof:



Formula (VI)

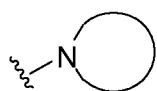
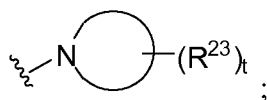
wherein,

$R^1$  is H, F, Ci-Cealkyl, Ci-Cefluoroalkyl, C<sub>3</sub>-Cecycloalkyl, C<sub>3</sub>-C<sub>6</sub>fluorocycloalkyl, or Ci-Ceheteroalkyl;

$R^2$  is H or R<sup>12</sup>;

$R^3$  is -C(=O)R<sup>12</sup>, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, or R<sup>12</sup>;

or  $R^2$  and  $R^3$  are taken together with the N atom to which they are attached to form



is a monocyclic heterocycloalkyl or a bicyclic heterocycloalkyl;

each  $R^{23}$  is independently selected from F, Cl, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or



unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

or two  $R^{23}$  on the same carbon atom are taken together with the carbon atom to which they are attached to form  $-C(=O)-$ ;

or two  $R^{23}$  on adjacent carbon atoms are taken together with the carbon atoms to which they are attached to form a  $C_3$ -Cecycloalkyl;

or 1  $R^{23}$  is taken together with  $R^1$  and the intervening atoms connecting  $R^{23}$  to  $R^1$  to form a 5-7 membered ring;

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

$R^4$  is H, halogen,  $-CN$ ,  $Ci-C_4$ alkyl,  $Ci-C_4$ fluoroalkyl,  $Ci-C_4$ alkoxy,  $Ci-C_4$ fluoroalkoxy,  $C_3$ -Cecycloalkyl,  $C_3$ - $C_6$ fluorocycloalkyl,  $C_3$ -Ceheterocycloalkyl,  $Ci$ -Ceheteroalkyl,  $-Ci-C_4$ alkylene- $C_3$ - $C_6$ cycloalkyl,  $-SR^{11}$ ,  $-S(=O)R^{12}$ ,  $-S(=O)_2R^{12}$ ,  $-C(=O)R^{12}$ ,  $-C(=O)NHR^{12}$ , or  $-C(=O)N(R^{12})_2$ ;

each  $R^6$  is independently selected from halogen,  $-CN$ ,  $-OH$ ,  $-OR^{11}$ ,  $-SR^{11}$ ,  $-S(=O)R^{12}$ ,  $-S(=O)_2R^{12}$ ,  $-C(=O)R^{12}$ ,  $-C(=O)OH$ ,  $-C(=O)OR^{12}$ ,  $-C(=O)NHR^{12}$ ,  $-C(=O)N(R^{12})_2$ , substituted or unsubstituted  $Ci$ -Cealkyl, substituted or unsubstituted  $Ci$ -Cefluoroalkyl, substituted or unsubstituted  $Ci$ -Cefluoroalkoxy, substituted or unsubstituted  $Ci$ -Cealkoxy, substituted or unsubstituted  $Ci$ -Ceheteroalkyl, substituted or unsubstituted  $Ci$ -Cefluoroalkyl;

$R^7$  is H or  $Ci-C_4$ alkyl;

each  $R^8$  is independently selected from H, halogen,  $-CN$ ,  $-OH$ ,  $-OR^{11}$ ,  $-SR^{11}$ ,  $-S(=O)R^{12}$ ,  $-S(=O)_2R^{12}$ , substituted or unsubstituted  $Ci$ -Cealkyl, substituted or unsubstituted  $Ci$ -Cefluoroalkyl, substituted or unsubstituted  $Ci$ -Cefluoroalkoxy, substituted or unsubstituted  $Ci$ -Cealkoxy, and substituted or unsubstituted  $Ci$ -Ceheteroalkyl;

$R^9$  is H, halogen,  $-CN$ ,  $-OH$ ,  $-OR^{11}$ ,  $-NHR^{11}$ ,  $-NR^{11}R^{12}$ ,  $-SR^{11}$ ,  $-S(=O)R^{12}$ ,  $-S(=O)_2R^{12}$ , substituted or unsubstituted  $Ci$ -Cealkyl, substituted or unsubstituted  $Ci$ -Cefluoroalkyl, substituted or unsubstituted  $Ci$ -Cefluoroalkoxy, substituted or unsubstituted  $Ci$ -Cealkoxy, and substituted or unsubstituted  $Ci$ -Ceheteroalkyl, substituted or unsubstituted  $C_3$ -Ciocycloalkyl, substituted or unsubstituted  $C_2$ -Cioheterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

each  $R^{10}$  is independently selected from H, halogen,  $-CN$ ,  $-OH$ ,  $-OR^{11}$ ,  $-SR^{11}$ ,  $-S(=O)R^{12}$ ,  $-S(=O)_2R^{12}$ , substituted or unsubstituted  $Ci$ -Cealkyl, substituted or unsubstituted  $Ci$ -Cefluoroalkyl, substituted or unsubstituted  $Ci$ -Cefluoroalkoxy, substituted or unsubstituted  $Ci$ -Cealkoxy, and substituted or unsubstituted  $Ci$ -Ceheteroalkyl;

each  $R^{11}$  is independently selected from H,  $-C(=O)R^{12}$ ,  $-C(=O)OR^{12}$ ,  $-C(=O)NHR^{12}$ , substituted or unsubstituted  $Ci$ -Cealkyl, substituted or unsubstituted  $Ci$ -Ceheteroalkyl, substituted or

unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl, substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl), -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl), -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted aryl), and -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted heteroaryl);

each R<sup>12</sup> is independently selected from substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl, substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl), -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl), -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted aryl), and -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted heteroaryl);

Y is -O-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, or -NR<sup>13</sup>-; R<sup>13</sup> is H, -C(=O)R<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted C<sub>3</sub>-Cvcycloalkyl, or substituted or unsubstituted Ci-Ceheteroalkyl;

X is -O-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, -CH<sub>2</sub>-, -NH- or -N(Ci-C<sub>6</sub>alkyl)-;

m is 1, 2, 3 or 4;

n is 0, 1, or 2;

p is 0, 1, or 2;

provided that the compound is not 3-(3-Hydroxy-4-methylphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(3-Hydroxy-2-methylphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(3-Fluoro-5-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(4-Fluoro-3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(2,4-Difluoro-3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(3,4-Difluoro-5-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(2-Fluoro-3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(2-Fluoro-5-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(3-Hydroxy-4-(trifluoromethyl)phenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol.

[0017] In some embodiments, R<sup>4</sup> is Ci-C<sub>4</sub>alkyl; each R<sup>6</sup> is independently selected from halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, Ci-C<sub>6</sub>alkyl, Ci-C<sub>6</sub>fluoroalkyl, Ci-C<sub>6</sub>fluoroalkoxy, C<sub>1</sub>-

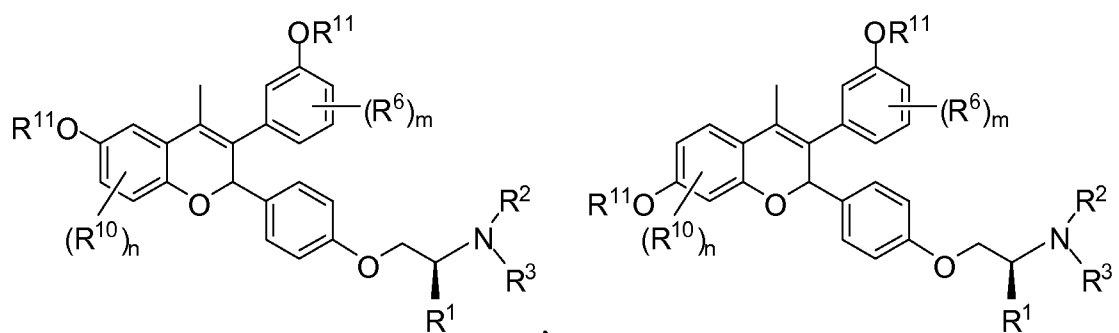
Cealkoxy, and Ci-Ceheteroalkyl;  $R^7$  is H; each  $R^8$  is independently selected from H, halogen, -CN, -OH, Ci- $C_6$ alkyl, Ci- $C_6$ fluoroalkyl, Ci- $C_6$ fluoroalkoxy, and Ci- $C_6$ alkoxy; Y is -O-; X is -O-; p is 0 or 1.

[0018] In some embodiments,  $R^9$  is H, halogen, -CN, -OH, -OR<sup>11</sup>, -NHR<sup>11</sup>, -NR<sup>11</sup>R<sup>12</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, Ci- $C_6$ alkyl, Ci- $C_6$ fluoroalkyl, Ci- $C_6$ fluoroalkoxy, Ci-Cealkoxy, C<sub>1</sub>-Ceheteroalkyl, substituted or unsubstituted C<sub>3</sub>-Cecycloalkyl, substituted or unsubstituted C<sub>2</sub>-Ceheterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted monocyclic heteroaryl; each  $R^{10}$  is independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, Ci- $C_6$ alkyl, Ci- $C_6$ fluoroalkyl, Ci- $C_6$ fluoroalkoxy, Ci- $C_6$ alkoxy, and Ci-Ceheteroalkyl.

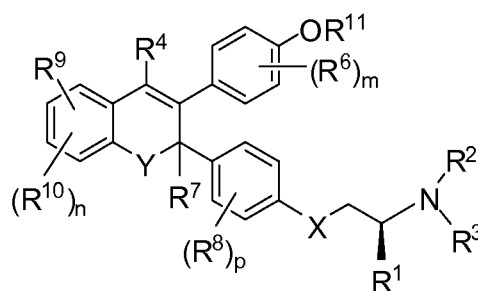
[0019] In some embodiments,  $R^9$  is -OH or -OR<sup>11</sup>.

[0020] In some embodiments, each  $R^6$  is independently selected from -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, C<sub>2</sub>- $C_6$ alkyl, C<sub>2</sub>- $C_6$ fluoroalkyl, Ci- $C_6$ fluoroalkoxy, Ci-Cealkoxy, and Ci-Ceheteroalkyl; each  $R^8$  is H.

[0021] In some embodiments, the compound has one of the following structures:



[0022] In yet another aspect, described herein is a compound of Formula (VII), or a pharmaceutically acceptable salt, or solvate thereof:



Formula (VII)

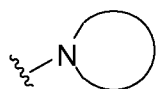
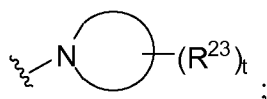
wherein,

$R^1$  is H, F, Ci- $C_6$ alkyl, Ci- $C_6$ fluoroalkyl, C<sub>3</sub>- $C_6$ cycloalkyl, C<sub>3</sub>- $C_6$ fluorocycloalkyl, or Ci-Ceheteroalkyl;

$R^2$  is H or  $R^{12}$ ;

$R^3$  is -C(=O)R<sup>12</sup>, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, or R<sup>12</sup>;

or  $R^2$  and  $R^3$  are taken together with the N atom to which they are attached to form



is a monocyclic heterocycloalkyl or a bicyclic heterocycloalkyl;

each  $R^{23}$  is independently selected from F, Cl, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -

5 S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, substituted or unsubstituted Ci-C<sub>6</sub>alkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

or two  $R^{23}$  on the same carbon atom are taken together with the carbon atom to which they  
10 are attached to form -C(=O)-;

or two  $R^{23}$  on adjacent carbon atoms are taken together with the carbon atoms to which they  
are attached to form a C<sub>3</sub>-Cecycloalkyl;

or 1  $R^{23}$  is taken together with R<sup>1</sup> and the intervening atoms connecting  $R^{23}$  to R<sup>1</sup> to form a  
5-7 membered ring;

15 t is 0, 1, 2, 3, or 4;

R<sup>4</sup> is H, halogen, -CN, Ci-C<sub>4</sub>alkyl, Ci-C<sub>4</sub>fluoroalkyl, Ci-C<sub>4</sub>alkoxy, Ci-C<sub>4</sub>fluoroalkoxy, C<sub>3</sub>-  
Cecycloalkyl, C<sub>3</sub>-C<sub>6</sub>fluorocycloalkyl, C<sub>3</sub>-Ceheterocycloalkyl, Ci-Ceheteroalkyl, -Ci-  
C<sub>4</sub>alkylene-C<sub>3</sub>-C<sub>6</sub>cycloalkyl, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, -C(=O)NHR<sup>12</sup>, or -  
C(=O)N(R<sup>12</sup>)<sub>2</sub>;

20 each R<sup>6</sup> is independently selected from halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -  
S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, -C(=O)OH, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, -C(=O)N(R<sup>12</sup>)<sub>2</sub>, substituted  
or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or  
unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, substituted or  
unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Cefluoroalkyl;

25 R<sup>7</sup> is H or Ci-C<sub>4</sub>alkyl;

each R<sup>8</sup> is independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -  
S(=O)<sub>2</sub>R<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-  
Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted  
Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

30 R<sup>9</sup> is H, halogen, -CN, -OH, -OR<sup>11</sup>, -NHR<sup>11</sup>, -NR<sup>11</sup>R<sup>12</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>,  
substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl,  
substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy,  
and substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted C<sub>3</sub>-

Ciocycloalkyl, substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

each R<sup>10</sup> is independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -

S(=O)<sub>2</sub>R<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-

Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-C6alkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

each R<sup>11</sup> is independently selected from H, -C(=O)R<sup>12</sup>, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, substituted

or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or

unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl, substituted or

unsubstituted C<sub>2</sub>-Cioheterocycloalkyl, substituted or unsubstituted aryl, substituted or

unsubstituted heteroaryl, -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl), -

Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl), -Ci-C<sub>2</sub>alkylene-

(substituted or unsubstituted aryl), and -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted heteroaryl);

each R<sup>12</sup> is independently selected from substituted or unsubstituted Ci-Cealkyl, substituted or

unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or

unsubstituted C<sub>3</sub>-Ciocycloalkyl, substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl,

substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, -Ci-C<sub>2</sub>alkylene-

(substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl), -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted

C<sub>2</sub>-Cioheterocycloalkyl), -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted aryl), and -Ci-

C<sub>2</sub>alkylene-(substituted or unsubstituted heteroaryl);

Y is -O-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, or -NR<sup>13</sup>-; R<sup>13</sup> is H, -C(=O)R<sup>12</sup>, substituted or unsubstituted

Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted C<sub>3</sub>-

Cvcycloalkyl, or substituted or unsubstituted Ci-Ceheteroalkyl;

X is -O-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, -CH<sub>2</sub>-, -NH- or -N(Ci-C<sub>6</sub>alkyl)-;

m is 1, 2, 3 or 4;

n is 0, 1, or 2;

p is 0, 1, or 2;

provided that the compound is not 3-(4-Hydroxy-2-methylphenyl)-4-methyl-2-(4-((S)-2-((R)-3-

methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(4-Hydroxy-3-methylphenyl)-

4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-

(2-Fluoro-4-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-

yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(3,5-Difluoro-4-hydroxyphenyl)-4-methyl-2-(4-

((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(4-Hydroxy-3-

(trifluoromethyl)phenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-

yl)propoxy)phenyl)-2H-chromen-6-ol.

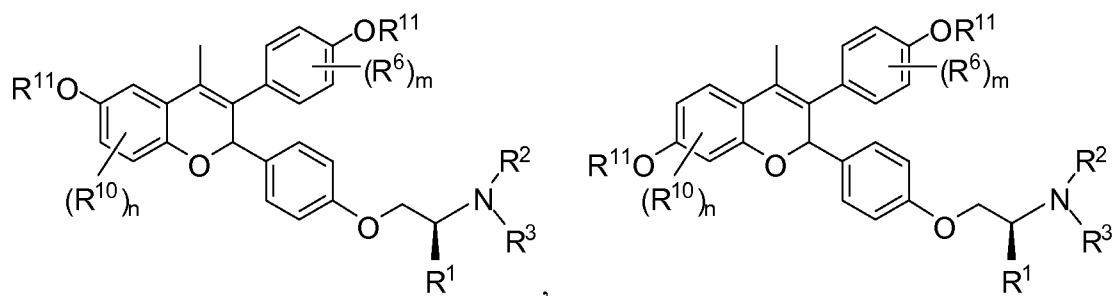
[0023] In some embodiments,  $R^4$  is  $\text{Ci-C}_4\text{alkyl}$ ; each  $R^6$  is independently selected from halogen,  $-\text{CN}$ ,  $-\text{OH}$ ,  $-\text{OR}^{11}$ ,  $-\text{SR}^{11}$ ,  $-\text{S}(=\text{O})\text{R}^{12}$ ,  $-\text{S}(=\text{O})_2\text{R}^{12}$ ,  $\text{Ci-C}_6\text{alkyl}$ ,  $\text{Ci-C}_6\text{fluoroalkyl}$ ,  $\text{Ci-C}_6\text{fluoroalkoxy}$ ,  $\text{C}_1\text{-Cealkoxy}$ , and  $\text{Ci-Ceheteroalkyl}$ ;  $R^7$  is  $\text{H}$ ; each  $R^8$  is independently selected from  $\text{H}$ , halogen,  $-\text{CN}$ ,  $-\text{OH}$ ,  $\text{Ci-Cealkyl}$ ,  $\text{Ci-Cefluoroalkyl}$ ,  $\text{Ci-Cefluoroalkoxy}$ , and  $\text{Ci-Cealkoxy}$ ;  $\text{Y}$  is  $-\text{O}-$ ;  $\text{X}$  is  $-\text{O}-$ ;  $p$  is 0 or 1.

5 [0024] In some embodiments,  $R^9$  is  $\text{H}$ , halogen,  $-\text{CN}$ ,  $-\text{OH}$ ,  $-\text{OR}^{11}$ ,  $-\text{NHR}^{11}$ ,  $-\text{NR}^{11}\text{R}^{12}$ ,  $-\text{SR}^{11}$ ,  $-\text{S}(=\text{O})\text{R}^{12}$ ,  $-\text{S}(=\text{O})_2\text{R}^{12}$ ,  $\text{Ci-Cealkyl}$ ,  $\text{Ci-C}_6\text{fluoroalkyl}$ ,  $\text{Ci-C}_6\text{fluoroalkoxy}$ ,  $\text{Ci-C}_6\text{alkoxy}$ ,  $\text{C}_1\text{-Ceheteroalkyl}$ , substituted or unsubstituted  $\text{C}_3\text{-Cecycloalkyl}$ , substituted or unsubstituted  $\text{C}_2\text{-Ceheterocycloalkyl}$ , substituted or unsubstituted phenyl, or substituted or unsubstituted monocyclic heteroaryl; each  $R^{10}$  is independently selected from  $\text{H}$ , halogen,  $-\text{CN}$ ,  $-\text{OH}$ ,  $-\text{OR}^{11}$ ,  $-\text{SR}^{11}$ ,  $-\text{S}(=\text{O})\text{R}^{12}$ ,  $-\text{S}(=\text{O})_2\text{R}^{12}$ ,  $\text{Ci-Cealkyl}$ ,  $\text{Ci-Cefluoroalkyl}$ ,  $\text{Ci-Cefluoroalkoxy}$ ,  $\text{Ci-Cealkoxy}$ , and  $\text{Ci-Ceheteroalkyl}$ .

[0025] In some embodiments,  $R^9$  is  $-\text{OH}$  or  $-\text{OR}^{11}$ .

[0026] In some embodiments, each  $R^6$  is independently selected from  $-\text{CN}$ ,  $-\text{OH}$ ,  $-\text{OR}^{11}$ ,  $-\text{SR}^{11}$ ,  $-\text{S}(=\text{O})\text{R}^{12}$ ,  $-\text{S}(=\text{O})_2\text{R}^{12}$ ,  $\text{C}_2\text{-C}_6\text{alkyl}$ ,  $\text{C}_2\text{-C}_6\text{fluoroalkyl}$ ,  $\text{Ci-C}_6\text{fluoroalkoxy}$ ,  $\text{Ci-C}_6\text{alkoxy}$ , and  $\text{C}_1\text{-Ceheteroalkyl}$ ; each  $R^8$  is  $\text{H}$ .

15 [0027] In some embodiments, the compound has one of the following structures:



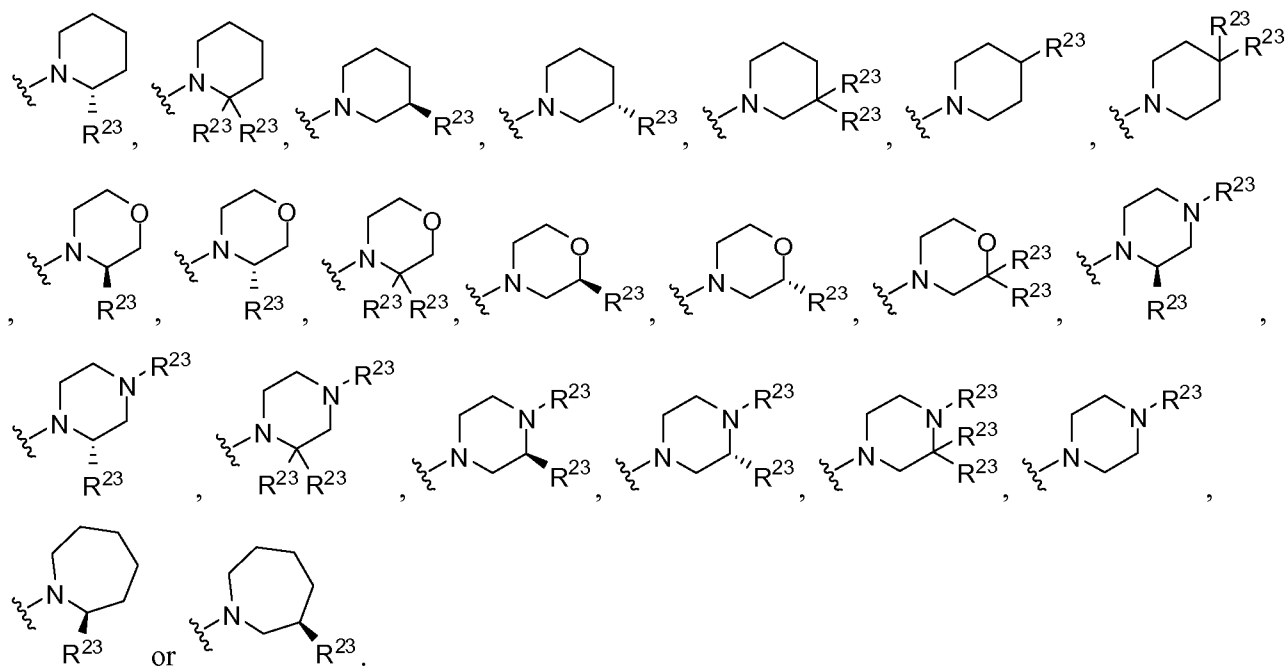
[0028] In some embodiments,  $R^1$  is  $\text{Ci-Cealkyl}$ ;  $R^2$  and  $R^3$  are taken together with the  $\text{N}$  atom to which

they are attached to form  $-(R^{23})_t$ ; is a monocyclic heterocycloalkyl; each  $R^{23}$  is independently selected from  $\text{Cl}$ ,  $-\text{CN}$ ,  $-\text{OH}$ ,  $\text{Ci-C}_4\text{alkyl}$ ,  $\text{Ci-C}_4\text{alkoxy}$ , and  $\text{Ci-C}_4\text{heteroalkyl}$ .

20 [0029] In some embodiments,  $R^1$  is  $\text{H}$  or  $\text{Ci-Cealkyl}$ ;  $R^2$  and  $R^3$  are taken together with the  $\text{N}$  atom to

which they are attached to form  $-(R^{23})_t$ ; is a monocyclic heterocycloalkyl; each  $R^{23}$  is independently selected from  $\text{Cl}$ ,  $-\text{CN}$ ,  $-\text{OH}$ ,  $\text{Ci-C}_4\text{alkyl}$ ,  $\text{Ci-C}_4\text{alkoxy}$ , and  $\text{Ci-C}_4\text{heteroalkyl}$ ; and  $t$  is 1, 2, 3, or 4.

[0030] In some embodiments,  $-(R^{23})_t$  is  $-(R^{23})_t$ ,



5 [0031] In some embodiments, is .

[0032] In some embodiments,  $R^{23}$  is  $-\text{CH}_3$ . In some embodiments,  $R^1$  is  $-\text{CH}_3$ ; and  $R^{23}$  is  $-\text{CH}_3$ .

[0033] Compounds disclosed herein are estrogen receptor modulators. In some embodiments, compounds disclosed herein have high specificity for the estrogen receptor and have desirable, tissue-selective pharmacological activities. Desirable, tissue-selective pharmacological activities include, but are not limited to, ER antagonist activity in breast cells and no ER agonist activity in uterine cells. In some embodiments, compounds disclosed herein are estrogen receptor degraders that display full estrogen receptor antagonist activity with negligible or minimal estrogen receptor agonist activity.

10 [0034] In some embodiments, compounds disclosed herein are estrogen receptor degraders. In some embodiments, compounds disclosed herein are estrogen receptor antagonists. In some embodiments, compounds disclosed herein have minimal or negligible estrogen receptor agonist activity.

[0035] In some embodiments, presented herein are compounds selected from active metabolites, tautomers, pharmaceutically acceptable solvates, pharmaceutically acceptable salts or prodrugs of a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII).

20 [0036] Also described herein are pharmaceutical compositions comprising a therapeutically effective amount of a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof. In some embodiments, the pharmaceutical composition also contains at least one pharmaceutically acceptable inactive ingredient. In some embodiments, the pharmaceutical composition is formulated for intravenous injection, subcutaneous injection, oral administration, or topical administration. In some embodiments, the pharmaceutical composition is a tablet, a pill, a capsule, a liquid, a suspension, a gel, a dispersion, a suspension, a solution, an emulsion, an ointment, or a lotion.

[0037] In some embodiments, the pharmaceutical composition further comprises one or more additional therapeutically active agents selected from: corticosteroids, anti-emetic agents, analgesics, anti-cancer agents, anti-inflammatories, kinase inhibitors, antibodies, HSP90 inhibitors, histone deacetylase (HDAC) inhibitors, poly ADP-ribose polymerase (PARP) inhibitors, and aromatase inhibitors.

[0038] In some embodiments, provided herein is a method comprising administering a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, to a human with a disease or condition that is estrogen sensitive, estrogen receptor mediated or estrogen receptor dependent. In some embodiments, the human is already being administered one or more additional therapeutically active agents other than a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof. In some embodiments, the method further comprises administering one or more additional therapeutically active agents other than a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof.

[0039] In some embodiments, the one or more additional therapeutically active agents other than a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, are selected from: corticosteroids, anti-emetic agents, analgesics, anti-cancer agents, anti-inflammatories, kinase inhibitors, antibodies, HSP90 inhibitors, histone deacetylase (HDAC) inhibitors, and aromatase inhibitors.

[0040] Pharmaceutical formulations described herein are administered to a mammal in a variety of ways, including but not limited to, oral, parenteral (e.g., intravenous, subcutaneous, intramuscular), buccal, topical or transdermal administration routes. The pharmaceutical formulations described herein include, but are not limited to, aqueous liquid dispersions, self-emulsifying dispersions, solid solutions, liposomal dispersions, solid dosage forms, powders, immediate release formulations, controlled release formulations, fast melt formulations, tablets, capsules, pills, delayed release formulations, extended release formulations, pulsatile release formulations, multiparticulate formulations, and mixed immediate and controlled release formulations.

[0041] In some embodiments, the compounds of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, are administered orally.

[0042] In some embodiments, the compounds of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, are administered systemically.

[0043] In some embodiments, the compounds of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII) are administered intravenously.

[0044] In some embodiments, the compounds of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, are administered subcutaneously.



[0045] In some embodiments, the compounds of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, are administered topically. In such embodiments, the compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, is formulated into a variety of topically administrable compositions, such as solutions, suspensions, lotions, gels, pastes, shampoos, scrubs, rubs, smears, medicated sticks, medicated bandages, balms, creams or ointments. In some embodiments, the compounds of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, are administered topically to the skin of mammal.

[0046] In another aspect is the use of a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, in the manufacture of a medicament for treating a disease, disorder or conditions in which the activity of estrogen receptors contributes to the pathology and/or symptoms of the disease or condition. In one aspect, the disease or condition is any of the diseases or conditions specified herein.

[0047] In any of the aforementioned aspects are further embodiments in which the effective amount of the compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, is: (a) systemically administered to the mammal; and/or (b) administered orally to the mammal; and/or (c) intravenously administered to the mammal; and/or (d) administered by injection to the mammal; and/or (e) administered topically to the mammal; and/or (f) administered non-systemically or locally to the mammal.

[0048] In any of the aforementioned aspects are further embodiments comprising single administrations of the effective amount of the compound, including further embodiments in which (i) the compound is administered once; (ii) the compound is administered to the mammal multiple times over the span of one day; (iii) continually; or (iv) continuously.

[0049] In any of the aforementioned aspects are further embodiments comprising multiple administrations of the effective amount of the compound, including further embodiments in which (i) the compound is administered continuously or intermittently: as in a single dose; (ii) the time between multiple administrations is every 6 hours; (iii) the compound is administered to the mammal every 8 hours; (iv) the compound is administered to the mammal every 12 hours; (v) the compound is administered to the mammal every 24 hours. In further or alternative embodiments, the method comprises a drug holiday, wherein the administration of the compound is temporarily suspended or the dose of the compound being administered is temporarily reduced; at the end of the drug holiday, dosing of the compound is resumed. In one embodiment, the length of the drug holiday varies from 2 days to 1 year.

[0050] Also provided is a method of reducing ER activation in a mammal comprising administering to the mammal at least one compound having the structure of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof. In some embodiments, the method comprises

reducing ER activation in breast cells, lung cells, ovarian cells, colon cells, prostate cells, endometrial cells, or uterine cells in the mammal. In some embodiments, the method comprises reducing ER activation in breast cells, ovarian cells, colon cells, prostate cells, endometrial cells, or uterine cells in the mammal. In some embodiments, the method of reducing ER activation in the mammal comprises  
5 reducing the binding of estrogens to estrogen receptors in the mammal. In some embodiments, the method of reducing ER activation in the mammal comprises reducing ER concentrations in the mammal.

[0051] In one aspect is the use of a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, in the treatment or prevention of diseases or conditions of  
10 the uterus in a mammal. In some embodiments, the disease or condition of the uterus is leiomyoma, uterine leiomyoma, endometrial hyperplasia, or endometriosis. In some embodiments, the disease or condition of the uterus is a cancerous disease or condition of the uterus. In some other embodiments, the disease or condition of the uterus is a non-cancerous disease or condition of the uterus.

[0052] In one aspect is the use of a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII),  
15 or a pharmaceutically acceptable salt thereof, in the manufacture of a medicament for the treatment of diseases or conditions that are estrogen sensitive, estrogen receptor dependent or estrogen receptor mediated. In some embodiments, the disease or condition is breast cancer, lung cancer, ovarian cancer, colon cancer, prostate cancer, endometrial cancer, or uterine cancer. In some embodiments, the disease or condition is described herein.

[0053] In some cases disclosed herein is the use of a compound of Formula (I), (II), (III), (IV), (V),  
20 (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, in the treatment or prevention of diseases or conditions that are estrogen sensitive, estrogen receptor dependent or estrogen receptor mediated. In some embodiments, the disease or condition is described herein.

[0054] In any of the embodiments disclosed herein, the mammal is a human.

[0055] In some embodiments, compounds provided herein are used to diminish, reduce, or eliminate  
25 the activity of estrogen receptors.

[0056] Articles of manufacture, which include: packaging material; a compound of Formula (I), (II),  
(III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt, active metabolite, prodrug,  
or pharmaceutically acceptable solvate thereof, or composition thereof, within the packaging material;  
30 and a label that indicates that the compound or pharmaceutically acceptable salt, active metabolite, prodrug, or pharmaceutically acceptable solvate thereof, or composition thereof, or composition thereof, is used for reducing, diminishing or eliminating the effects of estrogen receptors, or for the treatment, prevention or amelioration of one or more symptoms of a disease or condition that would benefit from a reduction or elimination of estrogen receptor activity, are provided.

[0057] Other objects, features and advantages of the compounds, methods and compositions described  
35 herein will become apparent from the following detailed description. It should be understood, however,

that the detailed description and the specific examples, while indicating specific embodiments, are given by way of illustration only, since various changes and modifications within the spirit and scope of the instant disclosure will become apparent to those skilled in the art from this detailed description

## DETAILED DESCRIPTION OF THE INVENTION

[0058] Estrogen receptor alpha (ER- $\alpha$ ; NR3A1) and estrogen receptor beta (ER- $\beta$ ; NR3A2) are steroid hormone receptors, which are members of the large nuclear receptor superfamily. Nuclear receptors share a common modular structure, which minimally includes a DNA binding domain (DBD) and a ligand binding domain (LBD). Steroid hormone receptors are soluble, intracellular proteins that act as ligand-regulated transcription factors. Vertebrates contain five closely related steroid hormone receptors (estrogen receptor, androgen receptor, progesterone receptor, glucocorticoid receptor, mineralcorticoid receptor), which regulate a wide spectrum of reproductive, metabolic and developmental activities. The activities of ER are controlled by the binding of endogenous estrogens, including 17 $\beta$ -estradiol and estrones.

[0059] The ER- $\alpha$  gene is located on 6q25.1 and encodes a 595 AA protein. The ER- $\beta$  gene resides on chromosome 14q23.3 and produces a 530 AA protein. However, due to alternative splicing and translation start sites, each of these genes can give rise to multiple isoforms. In addition to the DNA binding domain (called C domain) and ligand binding domain (E domain) these receptors contain an N-terminal (A/B) domain, a hinge (D) domain that links the C and E domains, and a C-terminal extension (F domain) (Gronemeyer and Laudet; Protein Profile 2: 1173-1308, 1995). While the C and E domains of ER- $\alpha$  and ER- $\beta$  are quite conserved (95% and 55% amino acid identity, respectively), conservation of the A/B, D and F domains is poor (below 30% amino acid identity). Both receptors are involved in the regulation and development of the female reproductive tract but also play various roles in the central nervous system, cardiovascular systems and bone metabolism.

[0060] The ligand binding pocket of steroid hormone receptors is deeply buried within the ligand binding domain. Upon binding, the ligand becomes part of the hydrophobic core of this domain. Consequently most steroid hormone receptors are instable in the absence of hormone and require assistance from chaperones, such as Hsp90, in order to maintain hormone-binding competency. The interaction with Hsp90 also controls nuclear translocation of these receptors. Ligand-binding stabilizes the receptor and initiates sequential conformational changes that release the chaperones, alter the interactions between the various receptor domains and remodel protein interaction surfaces that allow these receptors to translocate into the nucleus, bind DNA and engage in interactions with chromatin remodeling complexes and the transcriptional machinery. Although ER can interact with Hsp90, this interaction is not required for hormone binding and, dependent on the cellular context, apo-ER can be both cytoplasmic and nuclear. Biophysical studies indicated that DNA binding rather than ligand

binding contributes to the stability of the receptor (Greenfield *et al*, Biochemistry 40: 6646-6652, 2001).

[0061] ER can interact with DNA either directly by binding to a specific DNA sequence motif called estrogen response element (ERE) (classical pathway), or indirectly via protein-protein interactions (nonclassical pathway) (Welboren *et al*, Endocrine-Related Cancer 16: 1073-1089, 2009). In the nonclassical pathway, ER has been shown to tether to other transcription factors including SP-1, AP-1 and **NF- $\kappa$ B**. These interactions appear to play critical roles in the ability of ER to regulate cell proliferation and differentiation.

[0062] Both types of ER DNA interactions can result in gene activation or repression dependent on the transcriptional coregulators that are recruited by the respective ER-ERE complex (Klinge, Steroid 65: 227-251, 2000). The recruitment of coregulators is primarily mediated by two protein interaction surfaces, the AF2 and AF1. AF2 is located in the ER E-domain and its conformation is directly regulated by the ligand (Brzozowski *et al*, Nature 389: 753-758, 1997). Full agonists appear to promote the recruitment of co-activators, whereas weak agonists and antagonists facilitate the binding of co-repressors. The regulation of protein with the AF1 is less well understood but can be controlled by serine phosphorylation (Ward and Weigel, Biofactors 35: 528-536, 2009). One of the involved phosphorylation sites (SI 18) appears to control the transcriptional activity of ER in the presence of antagonists such as tamoxifen, which plays an important role in the treatment of breast cancer. While full agonists appear to arrest ER in certain conformation, weak agonists tend to maintain ER in equilibrium between different conformations, allowing cell-dependent differences in co-regulator repertoires to modulate the activity of ER in a cell-dependent manner (Tamrazi *et al*, Mol. Endocrinol. 17: 2593-2602, 2003). Interactions of ER with DNA are dynamic and include, but are not limited to, the degradation of ER by the proteasome (Reid *et al*, Mol Cell 11: 695-707, 2003). The degradation of ER with ligands provides an attractive treatment strategy for disease or conditions that estrogen-sensitive and/or resistant to available anti-hormonal treatments.

[0063] ER signaling is crucial for the development and maintenance of female reproductive organs including breasts, ovulation and thickening of the endometrium. ER signaling also has a role in bone mass, lipid metabolism, cancers, etc. About 70% of breast cancers express ER- $\alpha$  (ER- $\alpha$  positive) and are dependent on estrogens for growth and survival. Other cancers also are thought to be dependent on ER- $\alpha$  signaling for growth and survival, such as for example ovarian and endometrial cancers. The ER- $\alpha$  antagonist tamoxifen has been used to treat early and advanced ER- $\alpha$  positive breast cancer in both pre- and post-menopausal women. Fulvestrant (Faslodex<sup>TM</sup>) a steroid-based ER antagonist is used to treat breast cancer in women which has have progressed despite therapy with tamoxifen. Steroidal and non-steroidal aromatase inhibitors are also used to treat cancers in humans. In some embodiments, the steroidal and non-steroidal aromatase inhibitors block the production of estrogen from androstenedione and testosterone in post-menopausal women, thereby blocking ER dependent growth in the cancers. In

addition to these anti-hormonal agents, progressive ER positive breast cancer is treated in some cases with a variety of other chemotherapeutics, such as for example, the anthracyclines, platins, taxanes. In some cases, ER positive breast cancers that harbor genetic amplification of the ERB-B/HER2 tyrosine kinase receptor are treated with the monoclonal antibody trastuzumab (Herceptin™) or the small molecule pan-ERB-B inhibitor lapatinib. Despite this battery of anti-hormonal, chemotherapeutic and small-molecule and antibody-based targeted therapies, many women with ER-a positive breast develop progressive metastatic disease and are in need of new therapies. Importantly, the majority of ER positive tumors that progress on existing anti-hormonal, as well as and other therapies, are thought to remain dependent on ER-a for growth and survival. Thus, there is a need for new ER-a targeting agents that have activity in the setting of metastatic disease and acquired resistance. In one aspect, described herein are compounds that are selective estrogen receptor modulators (SERMs). In specific embodiments, the SERMs described herein are selective estrogen receptor degraders (SERDs). In some embodiments, in cell-based assays the compounds described herein result in a reduction in steady state ER-a levels (i.e. ER degradation) and are useful in the treatment of estrogen sensitive diseases or conditions and/or diseases or conditions that have developed resistant to anti-hormonal therapies.

[0064] Given the central role of ER-a in breast cancer development and progression, compounds disclosed herein are useful in the treatment of breast cancer, either alone or in combination with other agent agents that can modulate other critical pathways in breast cancer, including but not limited to those that target IGF1R, EGFR, erB-B2 and 3 the PBK/AKT/mTOR axis, HSP90, PARP or histone deacetylases.

[0065] Given the central role of ER-a in breast cancer development and progression, compounds disclosed herein are useful in the treatment of breast cancer, either alone or in combination with other agent used to treat breast cancer, including but not limited to aromatase inhibitors, anthracyclines, platins, nitrogen mustard alkylating agents, taxanes. Illustrative agent used to treat breast cancer, include, but are not limited to, paclitaxel, anastrozole, exemestane, cyclophosphamide, epirubicin, fulvestrant, letrozole, gemcitabine, trastuzumab, pegfilgrastim, filgrastim, tamoxifen, docetaxel, toremifene, vinorelbine, capecitabine, ixabepilone, as well as others described herein.

[0066] ER-related diseases or conditions include ER-a dysfunction is associated with cancer (bone cancer, breast cancer, lung cancer, colorectal cancer, endometrial cancer, prostate cancer, ovarian and uterine cancer), central nervous system (CNS) defects (alcoholism, migraine), cardiovascular system defects (aortic aneurysm, susceptibility to myocardial infarction, aortic valve sclerosis, cardiovascular disease, coronary artery disease, hypertension), hematological system defects (deep vein thrombosis), immune and inflammation diseases (Graves' Disease, arthritis, mulitple sclerosis, cirrhosis), susceptibility to infection (hepatitis B, chronic liver disease), metabolic defects (bone density, cholestasis, hypospadias, obesity, osteoarthritis, osteopenia, osteoporosis), neurological defects (Alzheimer's disease, Parkinson's disease, migraine, vertigo), psychiatric defects (anorexia nervosa,

attention deficit hyperactivity disorder (ADHD), dementia, major depressive disorder, psychosis) and reproductive defects (age of menarche, endometriosis, infertility).

[0067] In some embodiments, compounds disclosed herein are used in the treatment of an estrogen receptor dependent or estrogen receptor mediated disease or condition in mammal.

5 [0068] In some embodiments, the estrogen receptor dependent or estrogen receptor mediated disease or condition is selected from cancer, central nervous system (CNS) defects, cardiovascular system defects, hematological system defects, immune and inflammation diseases, susceptibility to infection, metabolic defects, neurological defects, psychiatric defects and reproductive defects.

10 [0069] In some embodiments, the estrogen receptor dependent or estrogen receptor mediated disease or condition is selected from bone cancer, breast cancer, lung cancer, colorectal cancer, endometrial cancer, prostate cancer, ovarian cancer, uterine cancer, alcoholism, migraine, aortic aneurysm, susceptibility to myocardial infarction, aortic valve sclerosis, cardiovascular disease, coronary artery disease, hypertension, deep vein thrombosis, Graves' Disease, arthritis, multiple sclerosis, cirrhosis, hepatitis B, chronic liver disease, bone density, cholestasis, hypospadias, obesity, osteoarthritis,  
15 osteopenia, osteoporosis, Alzheimer's disease, Parkinson's disease, migraine, vertigo, anorexia nervosa, attention deficit hyperactivity disorder (ADHD), dementia, major depressive disorder, psychosis, age of menarche, endometriosis, and infertility.

[0070] In some embodiments, compounds disclosed herein are used to treat cancer in a mammal. In some embodiments, the cancer is breast cancer, ovarian cancer, endometrial cancer, prostate cancer, or  
20 uterine cancer. In some embodiments, the cancer is breast cancer, lung cancer, ovarian cancer, endometrial cancer, prostate cancer, or uterine cancer. In some embodiments, the cancer is breast cancer. In some embodiments, the cancer is a hormone dependent cancer. In some embodiments, the cancer is an estrogen receptor dependent cancer. In some embodiments, the cancer is an estrogen-sensitive cancer. In some embodiments, the cancer is resistant to anti-hormonal treatment. In some  
25 embodiments, the cancer is an estrogen-sensitive cancer or an estrogen receptor dependent cancer that is resistant to anti-hormonal treatment. In some embodiments, the cancer is a hormone-sensitive cancer or a hormone receptor dependent cancer that is resistant to anti-hormonal treatment. In some embodiments, anti-hormonal treatment includes treatment with at least one agent selected from tamoxifen, fulvestrant, steroidal aromatase inhibitors, and non-steroidal aromatase inhibitors.

30 [0071] In some embodiments, compounds disclosed herein are used to treat hormone receptor positive metastatic breast cancer in a postmenopausal woman with disease progression following anti-estrogen therapy.

[0072] In some embodiments, compounds disclosed herein are used to treat a hormonal dependent benign or malignant disease of the breast or reproductive tract in a mammal. In some embodiments, the  
35 benign or malignant disease is breast cancer.

[0073] In some embodiments, the compound used in any of the methods described herein is an estrogen receptor degrader; is an estrogen receptor antagonist; has minimal or negligible estrogen receptor agonist activity; or combinations thereof.

[0074] In some embodiments, methods of treatment with compounds described herein include a treatment regimen that includes administering radiation therapy to the mammal.

[0075] In some embodiments, methods of treatment with compounds described herein include administering the compound prior to or following surgery.

[0076] In some embodiments, methods of treatment with compounds described herein include administering to the mammal at least one additional anti-cancer agent.

[0077] In some embodiments, compounds disclosed herein are used to treat cancer in a mammal, wherein the mammal is chemotherapy-naïve.

[0078] In some embodiments, compounds disclosed herein are used in the treatment of cancer in a mammal. In some embodiments, compounds disclosed herein are used to treat cancer in a mammal, wherein the mammal is being treated for cancer with at least one anti-cancer agent. In one embodiment, the cancer is a hormone refractory cancer.

[0079] In some embodiments, compounds disclosed herein are used in the treatment or prevention of diseases or conditions of the uterus in a mammal. In some embodiments, the disease or condition of the uterus is leiomyoma, uterine leiomyoma, endometrial hyperplasia, or endometriosis. In some embodiments, the disease or condition of the uterus is a cancerous disease or condition of the uterus. In some other embodiments, the disease or condition of the uterus is a non-cancerous disease or condition of the uterus.

[0080] In some embodiments, compounds disclosed herein are used in the treatment of endometriosis in a mammal.

[0081] In some embodiments, compounds disclosed herein are used in the treatment of leiomyoma in a mammal. In some embodiments, the leiomyoma is a uterine leiomyoma, esophageal leiomyoma, cutaneous leiomyoma, or small bowel leiomyoma. In some embodiments, compounds disclosed herein are used in the treatment of fibroids in a mammal. In some embodiments, compounds disclosed herein are used in the treatment of uterine fibroids in a mammal.

#### **Compounds**

[0082] Compounds of Formula (I), (II), (III), (IV), (V), (VI), (VII), and (VIII), including pharmaceutically acceptable salts, prodrugs, active metabolites and pharmaceutically acceptable solvates thereof, are estrogen receptor modulators. In specific embodiments, the compounds described herein are estrogen receptor degraders. In specific embodiments, the compounds described herein are estrogen receptor antagonists. In specific embodiments, the compounds described herein are estrogen receptor degraders and estrogen receptor antagonists with minimal or no estrogen receptor agonist activity.

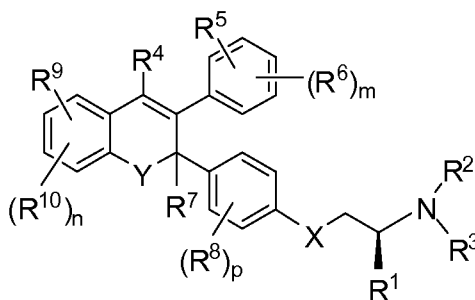
[0083] In some embodiments, compounds disclosed herein are estrogen receptor degraders and estrogen receptor antagonists that exhibit: no estrogen receptor agonism; and/or anti-proliferative activity against breast cancer, ovarian cancer, endometrial cancer, cervical cancer cell lines; and/or maximal anti-proliferative efficacy against breast cancer, ovarian cancer, endometrial cancer, cervical cell lines in-vitro; and/or minimal agonism in the human endometrial (Ishikawa) cell line; and/or no agonism in the human endometrial (Ishikawa) cell line; and/or no agonism in the immature rat uterine assay in-vivo; and/or inverse agonism in the immature rat uterine assay in-vivo; and/or anti-tumor activity in breast cancer, ovarian cancer, endometrial cancer, cervical cancer cell lines in xenograft assays in-vivo or other rodent models of these cancers.

[0084] In some embodiments, compounds described herein have reduced or minimal interaction with the hERG (the human Ether-a-go-go-Related Gene) channel and/or show a reduced potential for QT prolongation and/or a reduced risk of ventricular tachyarrhythmias like torsades de pointes.

[0085] In some embodiments, compounds described herein have reduced or minimal potential to access the hypothalamus and/or have reduced or minimal potential to modulate the Hypothalamic-Pituitary-Ovarian (HPO) axis and/or show a reduced potential to cause hyper-stimulation of the ovaries and/or show a reduced potential for ovary toxicity.

[0086] In some embodiments, compounds described herein for use in the treatment of a disease or condition in a pre-menopausal woman have reduced or minimal potential to access the hypothalamus and/or have reduced or minimal potential to modulate the Hypothalamic-Pituitary-Ovarian (HPO) axis and/or show a reduced potential to cause hyper-stimulation of the ovaries and/or show a reduced potential for ovary toxicity. In some embodiments, the disease or condition in the pre-menopausal woman is endometriosis. In some embodiments, the disease or condition in the pre-menopausal woman is an uterine disease or condition.

[0087] In one aspect, provided herein is a compound of Formula (I), or a pharmaceutically acceptable salt, solvate, metabolite or prodrug thereof:



Formula (I)

wherein,

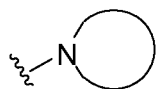
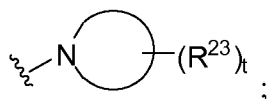
R<sup>1</sup> is H, F, Ci-C<sub>6</sub>alkyl, Ci-C<sub>6</sub>fluoroalkyl, C<sub>3</sub>-Cecycloalkyl, C<sub>3</sub>-C<sub>6</sub>fluorocycloalkyl, or Ci-C<sub>6</sub>heteroalkyl;

R<sup>2</sup> is H or R<sup>12</sup>;



$R^3$  is  $-C(=O)R^{12}$ ,  $-C(=O)OR^{12}$ ,  $-C(=O)NHR^{12}$ ,  $-S(=O)_2R^{12}$ , or  $R^{12}$ ;

or  $R^2$  and  $R^3$  are taken together with the N atom to which they are attached to form



is a monocyclic heterocycloalkyl or a bicyclic heterocycloalkyl;

each  $R^{23}$  is independently selected from F, Cl,  $-CN$ ,  $-OH$ ,  $-OR^{11}$ ,  $-SR^{11}$ ,  $-S(=O)R^{12}$ ,  $-$

$S(=O)_2R^{12}$ ,  $-C(=O)R^{12}$ , substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

or two  $R^{23}$  on the same carbon atom are taken together with the carbon atom to which they are attached to form  $-C(=O)-$ ;

or two  $R^{23}$  on adjacent carbon atoms are taken together with the carbon atoms to which they are attached to form a  $C_3$ -Cecycloalkyl;

or 1  $R^{23}$  is taken together with  $R^1$  and the intervening atoms connecting  $R^{23}$  to  $R^1$  to form a 5-7 membered ring;

$t$  is 0, 1, 2, 3, or 4;

$R^4$  is H, halogen,  $-CN$ , Ci-C4alkyl, Ci-C4fluoroalkyl, Ci-C4alkoxy, Ci-C4fluoroalkoxy,  $C_3$ -Cecycloalkyl,  $C_3$ - $C_6$ fluorocycloalkyl,  $C_3$ -Ceheterocycloalkyl, Ci-Ceheteroalkyl,  $-Ci-C_4$ alkylene- $C_3$ - $C_6$ cycloalkyl,  $-SR^{11}$ ,  $-S(=O)R^{12}$ ,  $-S(=O)_2R^{12}$ ,  $-C(=O)R^{12}$ ,  $-C(=O)NHR^{12}$ , or  $-C(=O)N(R^{12})_2$ ;

$R^5$  is a substituted or unsubstituted  $C_3$ -Ciocycloalkyl, substituted or unsubstituted  $C_2$ -Cioheterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

each  $R^6$  is independently selected from H, halogen,  $-CN$ ,  $-OH$ ,  $-OR^{11}$ ,  $-SR^{11}$ ,  $-S(=O)R^{12}$ ,  $-$

$S(=O)_2R^{12}$ ,  $-C(=O)R^{12}$ ,  $-C(=O)OH$ ,  $-C(=O)OR^{12}$ ,  $-C(=O)NHR^{12}$ ,  $-C(=O)N(R^{12})_2$ , substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Cefluoroalkyl;

$R^7$  is H or Ci- $C_4$ alkyl;

each  $R^8$  is independently selected from H, halogen,  $-CN$ ,  $-OH$ ,  $-OR^{11}$ ,  $-SR^{11}$ ,  $-S(=O)R^{12}$ ,  $-$

$S(=O)_2R^{12}$ , substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

R<sup>9</sup> is H, halogen, -CN, -OH, -OR<sup>11</sup>, -NHR<sup>11</sup>, -NR<sup>11</sup>R<sup>12</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>,

substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl,  
substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy,  
and substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted C<sub>3</sub>-  
Ciocycloalkyl, substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl, substituted or  
unsubstituted aryl, or substituted or unsubstituted heteroaryl;

each R<sup>10</sup> is independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -

S(=O)<sub>2</sub>R<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-  
Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted  
Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

each R<sup>11</sup> is independently selected from H, -C(=O)R<sup>12</sup>, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, substituted

or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or  
unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl, substituted or  
unsubstituted C<sub>2</sub>-Cioheterocycloalkyl, substituted or unsubstituted aryl, substituted or  
unsubstituted heteroaryl, -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl), -  
Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl), -Ci-C<sub>2</sub>alkylene-  
(substituted or unsubstituted aryl), and -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted  
heteroaryl);

each R<sup>12</sup> is independently selected from substituted or unsubstituted Ci-Cealkyl, substituted or

unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or  
unsubstituted C<sub>3</sub>-Ciocycloalkyl, substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl,  
substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, -Ci-C<sub>2</sub>alkylene-  
(substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl), -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted  
C<sub>2</sub>-Cioheterocycloalkyl), -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted aryl), and -Ci-  
C<sub>2</sub>alkylene-(substituted or unsubstituted heteroaryl);

Y is -O-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, or -NR<sup>13</sup>-; R<sup>13</sup> is H, -C(=O)R<sup>12</sup>, substituted or unsubstituted  
Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted C<sub>3</sub>-  
Cvcycloalkyl, or substituted or unsubstituted Ci-Ceheteroalkyl;

X is -O-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, -CH<sub>2</sub>-, -NH- or -N(Ci-C<sub>6</sub>alkyl)-;

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

n is 0, 1, or 2;

p is 0, 1, or 2.

[0088] For any and all of the embodiments described herein, substituents are selected from among a  
subset of the listed alternatives. For example in some embodiments, R<sup>7</sup> is H or -CH<sub>3</sub>. In other  
embodiments, R<sup>7</sup> is H.

[0089] In some embodiments,  $R^4$  is  $Ci-C_4$ alkyl;  $R^5$  is a substituted or unsubstituted  $C_3$ -Cecycloalkyl, substituted or unsubstituted  $C_2-C_6$ heterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted monocyclic heteroaryl; each  $R^6$  is independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O) $R^{12}$ , -S(=O) $_2R^{12}$ ,  $Ci-C_6$ alkyl,  $Ci-C_6$ fluoroalkyl,  $Ci-C_6$ fluoroalkoxy,  $Ci-C_6$ alkoxy, and  $Ci-C_6$ heteroalkyl;  $R^7$  is H; each  $R^8$  is independently selected from H, halogen, -CN, -OH,  $Ci-C_6$ alkyl,  $Ci-C_6$ fluoroalkyl,  $Ci-C_6$ fluoroalkoxy, and  $Ci-C_6$ alkoxy;  $R^9$  is H, halogen, -CN, -OH, -OR<sup>11</sup>, -NHR<sup>11</sup>, -NR<sup>11</sup> $R^{12}$ , -SR<sup>11</sup>, -S(=O) $R^{12}$ , -S(=O) $_2R^{12}$ ,  $Ci-C_6$ alkyl,  $Ci-C_6$ fluoroalkyl,  $Ci-C_6$ fluoroalkoxy,  $C_1$ -Cealkoxy,  $Ci-C_6$ heteroalkyl, substituted or unsubstituted  $C_3$ -Cecycloalkyl, substituted or unsubstituted  $C_2$ -Ceheterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted monocyclic heteroaryl; each  $R^{10}$  is independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O) $R^{12}$ , -S(=O) $_2R^{12}$ ,  $Ci-C_6$ alkyl,  $Ci-C_6$ fluoroalkyl,  $Ci-C_6$ fluoroalkoxy,  $Ci-C_6$ alkoxy, and  $Ci-C_6$ heteroalkyl; Y is -O-; X is -O-.

[0090] In some embodiments,  $R^4$  is  $Ci-C_4$ alkyl. In some embodiments,  $R^4$  is  $Ci-C_4$ fluoroalkyl. In some embodiments,  $R^4$  is H, halogen, -CN,  $Ci-C_4$ fluoroalkyl,  $Ci-C_4$ alkoxy,  $Ci-C_4$ fluoroalkoxy,  $C_3$ -Cecycloalkyl,  $C_3$ - $C_6$ fluorocycloalkyl,  $C_3$ -Ceheterocycloalkyl,  $Ci-C_6$ heteroalkyl, - $Ci-C_4$ alkylene- $C_3$ - $C_6$ cycloalkyl, -SR<sup>11</sup>, -S(=O) $R^{12}$ , -S(=O) $_2R^{12}$ , -C(=O) $R^{12}$ , -C(=O)NHR<sup>12</sup>, or -C(=O)N( $R^{12}$ )<sub>2</sub>. In some embodiments,  $R^4$  is halogen, -CN,  $Ci-C_4$ alkoxy,  $Ci-C_4$ fluoroalkoxy,  $C_3$ -Cecycloalkyl,  $C_3$ -Cefluorocycloalkyl,  $C_3$ -Ceheterocycloalkyl,  $Ci-C_6$ heteroalkyl, - $Ci-C_4$ alkylene- $C_3$ - $C_6$ cycloalkyl, -SR<sup>11</sup>, -S(=O) $R^{12}$ , -S(=O) $_2R^{12}$ , -C(=O) $R^{12}$ , -C(=O)NHR<sup>12</sup>, or -C(=O)N( $R^{12}$ )<sub>2</sub>.

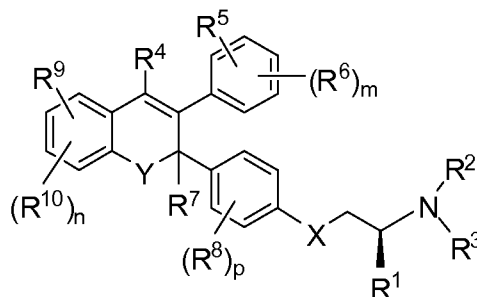
[0091] In some embodiments,  $R^9$  is -OH. In some embodiments,  $R^9$  is -OH or -OR<sup>11</sup>; p is 0 or 1.

[0092] In some embodiments, p is 0, 1, or 2. In some embodiments, p is 0 or 1. In some embodiments, p is 1. In some embodiments, p is 0.

[0093] In some embodiments, n is 0, 1, or 2. In some embodiments, n is 0 or 1. In some embodiments, n is 0. In some embodiments, n is 1. In some embodiments, n is 1 or 2.

[0094] In some embodiments, m is 0, 1, 2, 3 or 4. In some embodiments, m is 1, 2, 3 or 4. In some embodiments, m is 0, 1, 2, or 3. In some embodiments, m is 0, 1, or 2. In some embodiments, m is 0, or 1. In some embodiments, m is 1, 2, or 3. In some embodiments, m is 1, or 2. In some embodiments, m is 1.

[0095] In some embodiments, described herein is a compound of Formula (I), or a pharmaceutically acceptable salt, or solvate thereof:



## Formula (I)

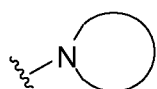
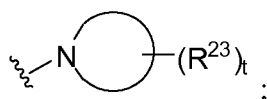
wherein,

$R^1$  is H, F, Ci- $C_6$ alkyl, Ci- $C_6$ fluoroalkyl,  $C_3$ - $C_6$ cycloalkyl,  $C_3$ - $C_6$ fluorocycloalkyl, or Ci-Ceheteroalkyl;

$R^2$  is H or  $R^{12}$ ;

$R^3$  is  $-C(=O)R^{12}$ ,  $-C(=O)OR^{12}$ ,  $-C(=O)NHR^{12}$ ,  $-S(=O)_2R^{12}$ , or  $R^{12}$ ;

or  $R^2$  and  $R^3$  are taken together with the N atom to which they are attached to form



is a monocyclic heterocycloalkyl or a bicyclic heterocycloalkyl;

each  $R^{23}$  is independently selected from F, Cl, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>,  $-S(=O)R^{12}$ ,  $-S(=O)_2R^{12}$ ,  $-C(=O)R^{12}$ , substituted or unsubstituted Ci- $C_6$ alkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

or two  $R^{23}$  on the same carbon atom are taken together with the carbon atom to which they are attached to form  $-C(=O)-$ ;

or two  $R^{23}$  on adjacent carbon atoms are taken together with the carbon atoms to which they are attached to form a  $C_3$ -Cecycloalkyl;

or 1  $R^{23}$  is taken together with  $R^1$  and the intervening atoms connecting  $R^{23}$  to  $R^1$  to form a 5-7 membered ring;

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

$R^4$  is H, halogen, -CN, Ci- $C_4$ alkyl, Ci- $C_4$ fluoroalkyl, Ci- $C_4$ alkoxy, Ci- $C_4$ fluoroalkoxy,  $C_3$ -Cecycloalkyl,  $C_3$ - $C_6$ fluorocycloalkyl,  $C_3$ -Ceheterocycloalkyl, Ci-Ceheteroalkyl, -Ci- $C_4$ alkylene- $C_3$ - $C_6$ cycloalkyl, -SR<sup>11</sup>,  $-S(=O)R^{12}$ ,  $-S(=O)_2R^{12}$ ,  $-C(=O)R^{12}$ ,  $-C(=O)NHR^{12}$ , or  $-C(=O)N(R^{12})_2$ ;

$R^5$  is H, halogen, -CN, -OH, -OR<sup>11</sup>, -NHR<sup>11</sup>, -NR<sup>11</sup> $R^{12}$ , -SR<sup>11</sup>,  $-S(=O)R^{12}$ ,  $-S(=O)_2R^{12}$ , substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted  $C_3$ -Ciocycloalkyl, substituted or unsubstituted  $C_2$ -Cioheterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

each  $R^6$  is independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>,  $-S(=O)R^{12}$ ,  $-S(=O)_2R^{12}$ ,  $-C(=O)R^{12}$ ,  $-C(=O)OH$ ,  $-C(=O)OR^{12}$ ,  $-C(=O)NHR^{12}$ ,  $-C(=O)N(R^{12})_2$ , substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or

unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Cefluoroalkyl;

R<sup>7</sup> is H or Ci-C<sub>4</sub>alkyl;

each R<sup>8</sup> is independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -

S(=O)<sub>2</sub>R<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

R<sup>9</sup> is substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl, substituted or unsubstituted C<sub>2</sub>-

Cioheterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

each R<sup>10</sup> is independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -

S(=O)<sub>2</sub>R<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

each R<sup>11</sup> is independently selected from H, -C(=O)R<sup>12</sup>, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, substituted

or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl, substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl), -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl), -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted aryl), and -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted heteroaryl);

each R<sup>12</sup> is independently selected from substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl, substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl), -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl), -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted aryl), and -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted heteroaryl);

Y is -O-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, or -NR<sup>13</sup>-; R<sup>13</sup> is H, -C(=O)R<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted C<sub>3</sub>-Cvcycloalkyl, or substituted or unsubstituted Ci-Ceheteroalkyl;

X is -O-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, -CH<sub>2</sub>-, -NH- or -N(Ci-C<sub>6</sub>alkyl)-;

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

n is 0, 1, or 2;

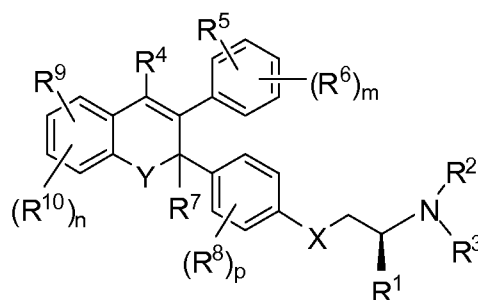
p is 0, 1, or 2.

[0096] In some embodiments,  $R^4$  is  $C_1$ - $C_4$ alkyl;  $R^5$  is H, halogen, -CN, -OH, -OR<sup>11</sup>, -NHR<sup>11</sup>, -NR<sup>11</sup>R<sup>12</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, C*i*-C<sub>6</sub>alkyl, C*i*-C<sub>6</sub>fluoroalkyl, C*i*-C<sub>6</sub>fluoroalkoxy, C*i*-C<sub>6</sub>alkoxy, C<sub>1</sub>-Ceheteroalkyl, substituted or unsubstituted C<sub>3</sub>-Cecycloalkyl, substituted or unsubstituted C<sub>2</sub>-Ceheterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted monocyclic heteroaryl; each  $R^6$  is independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, C*i*-C<sub>6</sub>alkyl, C*i*-C<sub>6</sub>fluoroalkyl, C*i*-C<sub>6</sub>fluoroalkoxy, C*i*-C<sub>6</sub>alkoxy, and C*i*-C<sub>6</sub>heteroalkyl;  $R^7$  is H; each  $R^8$  is independently selected from H, halogen, -CN, -OH, C*i*-Cealkyl, C*i*-Cefluoroalkyl, C*i*-Cefluoroalkoxy, and C*i*-Cealkoxy;  $R^9$  is a substituted or unsubstituted C<sub>3</sub>-Cecycloalkyl, substituted or unsubstituted C<sub>2</sub>-Ceheterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted monocyclic heteroaryl; each  $R^{10}$  is independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, C*i*-Cealkyl, C*i*-Cefluoroalkyl, C*i*-C<sub>6</sub>fluoroalkoxy, C*i*-C<sub>6</sub>alkoxy, and C*i*-Ceheteroalkyl; Y is -O-; X is -O-.

[0097] In some embodiments, Y is -O-. In some embodiments, X is -O-.

[0098] In some embodiments,  $R^5$  is -OH. In some embodiments,  $R^5$  is -OH or -OR<sup>11</sup>; p is 0 or 1.

[0099] In some embodiments, described herein is a compound of Formula (I), or a pharmaceutically acceptable salt, or solvate thereof:



Formula (I)

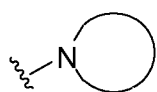
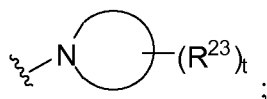
wherein,

$R^1$  is H, F, C*i*-Cealkyl, C*i*-Cefluoroalkyl, C<sub>3</sub>-Cecycloalkyl, C<sub>3</sub>-C<sub>6</sub>fluorocycloalkyl, or C*i*-Ceheteroalkyl;

$R^2$  is H or R<sup>12</sup>;

$R^3$  is -C(=O)R<sup>12</sup>, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, or R<sup>12</sup>;

or  $R^2$  and  $R^3$  are taken together with the N atom to which they are attached to form



is a monocyclic heterocycloalkyl or a bicyclic heterocycloalkyl;

each  $R^{23}$  is independently selected from F, Cl, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, substituted or unsubstituted C*i*-Cealkyl, substituted or unsubstituted C*i*-Cefluoroalkyl, substituted or unsubstituted C*i*-Cealkoxy,

substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

or two  $R^{23}$  on the same carbon atom are taken together with the carbon atom to which they are attached to form  $-C(=O)-$ ;

or two  $R^{23}$  on adjacent carbon atoms are taken together with the carbon atoms to which they are attached to form a  $C_3$ -Cecycloalkyl;

or 1  $R^{23}$  is taken together with  $R^1$  and the intervening atoms connecting  $R^{23}$  to  $R^1$  to form a 5-7 membered ring;

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

$R^4$  is H, halogen,  $-CN$ , Ci- $C_4$ alkyl, Ci- $C_4$ fluoroalkyl, Ci- $C_4$ alkoxy, Ci- $C_4$ fluoroalkoxy,  $C_3$ -Cecycloalkyl,  $C_3$ - $C_6$ fluorocycloalkyl,  $C_3$ -Ceheterocycloalkyl, Ci-Ceheteroalkyl,  $-Ci-C_4$ alkylene- $C_3$ - $C_6$ cycloalkyl,  $-SR^{11}$ ,  $-S(=O)R^{12}$ ,  $-S(=O)_2R^{12}$ ,  $-C(=O)R^{12}$ ,  $-C(=O)NHR^{12}$ , or  $-C(=O)N(R^{12})_2$ ;

$R^5$  is H, halogen,  $-CN$ ,  $-OH$ ,  $-OR^{11}$ ,  $-NHR^{11}$ ,  $-NR^{11}R^{12}$ ,  $-SR^{11}$ ,  $-S(=O)R^{12}$ ,  $-S(=O)_2R^{12}$ ,  $-C(=O)R^{12}$ ,  $-C(=O)OH$ ,  $-C(=O)OR^{12}$ ,  $-C(=O)NHR^{12}$ ,  $-C(=O)N(R^{12})_2$ , substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, or a substituted or unsubstituted  $C_3$ -Ciocycloalkyl, substituted or unsubstituted  $C_2$ -Cioheterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

each  $R^6$  is independently selected from H, halogen,  $-CN$ ,  $-OH$ ,  $-OR^{11}$ ,  $-SR^{11}$ ,  $-S(=O)R^{12}$ ,  $-S(=O)_2R^{12}$ ,  $-C(=O)R^{12}$ ,  $-C(=O)OH$ ,  $-C(=O)OR^{12}$ ,  $-C(=O)NHR^{12}$ ,  $-C(=O)N(R^{12})_2$ , substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy;

$R^7$  is H or Ci- $C_4$ alkyl;

each  $R^8$  is independently selected from H, halogen,  $-CN$ ,  $-OH$ ,  $-OR^{11}$ ,  $-SR^{11}$ ,  $-S(=O)R^{12}$ ,  $-S(=O)_2R^{12}$ , substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

$R^9$  is halogen,  $-CN$ ,  $-NHR^{11}$ ,  $-NR^{11}R^{12}$ ,  $-SR^{11}$ ,  $-S(=O)R^{12}$ ,  $-S(=O)_2R^{12}$ , substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted  $C_3$ -Ciocycloalkyl, substituted

or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

each R<sup>10</sup> is independently selected from H, halogen, -CN, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>,

substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl,

substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy,

and substituted or unsubstituted Ci-Ceheteroalkyl;

each R<sup>11</sup> is independently selected from H, -C(=O)R<sup>12</sup>, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, substituted

or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or

unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl, substituted or

unsubstituted C<sub>2</sub>-Cioheterocycloalkyl, substituted or unsubstituted aryl, substituted or

unsubstituted heteroaryl, -Ci-C2alkylene-(substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl), -

Ci-C2alkylene-(substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl), -Ci-C2alkylene-

(substituted or unsubstituted aryl), and -Ci-C2alkylene-(substituted or unsubstituted heteroaryl);

each R<sup>12</sup> is independently selected from substituted or unsubstituted Ci-Cealkyl, substituted or

unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or

unsubstituted C<sub>3</sub>-Ciocycloalkyl, substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl,

substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, -Ci-C2alkylene-

(substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl), -Ci-C2alkylene-(substituted or unsubstituted

C<sub>2</sub>-Cioheterocycloalkyl), -Ci-C2alkylene-(substituted or unsubstituted aryl), and -Ci-

C2alkylene -(substituted or unsubstituted heteroaryl);

Y is -O-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, or -NR<sup>13</sup>-; R<sup>13</sup> is H, -C(=O)R<sup>12</sup>, substituted or unsubstituted

Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted C<sub>3</sub>-

Cvcycloalkyl, or substituted or unsubstituted Ci-Ceheteroalkyl;

X is -O-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, -CH<sub>2</sub>-, -NH- or -N(Ci-C<sub>6</sub>alkyl)-;

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

n is 0, 1, or 2;

p is 0, 1, or 2.

[00100] In some embodiments, R<sup>4</sup> is C<sub>1</sub>-C<sub>4</sub>alkyl; R<sup>5</sup> is H, halogen, -CN, -OH, -OR<sup>11</sup>, -NHR<sup>11</sup>, -NR<sup>11</sup>R<sup>12</sup>,

-SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, -C(=O)OH, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, -C(=O)N(R<sup>12</sup>)<sub>2</sub>, C<sub>1</sub>-

Cealkyl, Ci-Cefluoroalkyl, Ci-Cefluoroalkoxy, Ci-Cealkoxy, Ci-Ceheteroalkyl, Ci-Cefluoroalkyl, or a

substituted or unsubstituted C<sub>3</sub>-Cecycloalkyl, substituted or unsubstituted C<sub>2</sub>-Ceheterocycloalkyl,

substituted or unsubstituted phenyl, or substituted or unsubstituted monocyclic heteroaryl; each R<sup>6</sup> is

independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, -

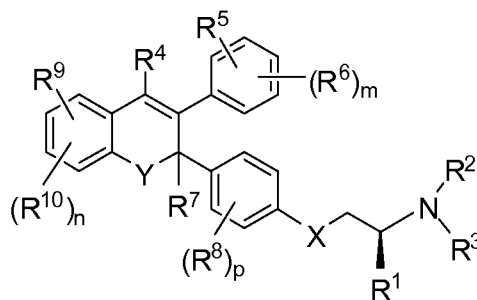
C(=O)OH, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, -C(=O)N(R<sup>12</sup>)<sub>2</sub>, Ci-C<sub>6</sub>alkyl, Ci-Cefluoroalkyl, Ci-

Cefluoroalkoxy, Ci-Cealkoxy, Ci-Ceheteroalkyl, Ci-Cefluoroalkyl; R<sup>7</sup> is H; each R<sup>8</sup> is independently



selected from H, halogen, -CN, -OH, Ci-C<sub>6</sub>alkyl, Ci-C<sub>6</sub>fluoroalkyl, Ci-C<sub>6</sub>fluoroalkoxy, and Ci-C<sub>6</sub>alkoxy; R<sup>9</sup> is halogen, -CN, -NHR<sup>11</sup>, -NR<sup>11</sup>R<sup>12</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, Ci-C<sub>6</sub>alkyl, C<sub>1</sub>-C<sub>6</sub>fluoroalkyl, Ci-C<sub>6</sub>fluoroalkoxy, Ci-C<sub>6</sub>alkoxy, Ci-C<sub>6</sub>heteroalkyl, substituted or unsubstituted C<sub>3</sub>-C<sub>6</sub>cycloalkyl, substituted or unsubstituted C<sub>2</sub>-C<sub>6</sub>heterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted monocyclic heteroaryl; each R<sup>10</sup> is independently selected from H, halogen, -CN, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, Ci-C<sub>6</sub>alkyl, Ci-C<sub>6</sub>fluoroalkyl, Ci-C<sub>6</sub>fluoroalkoxy, Ci-C<sub>6</sub>alkoxy, and Ci-C<sub>6</sub>heteroalkyl; Y is -O-; X is -O-; p is 0 or 1.

[00101] In some embodiments, described herein is a compound of Formula (I), or a pharmaceutically acceptable salt, or solvate thereof:



Formula (I)

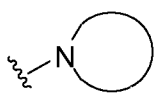
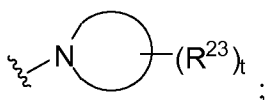
wherein,

R<sup>1</sup> is H, F, Ci-C<sub>6</sub>alkyl, Ci-C<sub>6</sub>fluoroalkyl, C<sub>3</sub>-C<sub>6</sub>cycloalkyl, C<sub>3</sub>-C<sub>6</sub>fluorocycloalkyl, or Ci-C<sub>6</sub>heteroalkyl;

R<sup>2</sup> is H or R<sup>12</sup>;

R<sup>3</sup> is -C(=O)R<sup>12</sup>, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, or R<sup>12</sup>;

or R<sup>2</sup> and R<sup>3</sup> are taken together with the N atom to which they are attached to form



is a monocyclic heterocycloalkyl or a bicyclic heterocycloalkyl;

each R<sup>23</sup> is independently selected from F, Cl, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, substituted or unsubstituted Ci-C<sub>6</sub>alkyl, substituted or unsubstituted Ci-C<sub>6</sub>fluoroalkyl, substituted or unsubstituted Ci-C<sub>6</sub>fluoroalkoxy, substituted or unsubstituted Ci-C<sub>6</sub>alkoxy, and substituted or unsubstituted Ci-C<sub>6</sub>heteroalkyl;

or two R<sup>23</sup> on the same carbon atom are taken together with the carbon atom to which they are attached to form -C(=O)-;

or two R<sup>23</sup> on adjacent carbon atoms are taken together with the carbon atoms to which they are attached to form a C<sub>3</sub>-C<sub>6</sub>Cycloalkyl;

or 1 R<sup>23</sup> is taken together with R<sup>1</sup> and the intervening atoms connecting R<sup>23</sup> to R<sup>1</sup> to form a 5-7 membered ring;

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

R<sup>4</sup> is H, halogen, -CN, Ci-C<sub>4</sub>alkyl, Ci-C<sub>4</sub>fluoroalkyl, Ci-C<sub>4</sub>alkoxy, Ci-C<sub>4</sub>fluoroalkoxy, C<sub>3</sub>-Cecycloalkyl, C<sub>3</sub>-C<sub>6</sub>fluorocycloalkyl, C<sub>3</sub>-Ceheterocycloalkyl, Ci-Ceheteroalkyl, -Ci-C<sub>4</sub>alkylene-C<sub>3</sub>-C<sub>6</sub>cycloalkyl, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, -C(=O)NHR<sup>12</sup>, or -C(=O)N(R<sup>12</sup>)<sub>2</sub>;

R<sup>5</sup> is halogen, -CN, -NHR<sup>11</sup>, -NR<sup>11</sup>R<sup>12</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, -C(=O)OH, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, -C(=O)N(R<sup>12</sup>)<sub>2</sub>, substituted or unsubstituted Ci-C<sub>6</sub>alkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Cefluoroalkyl, or a substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl, substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

each R<sup>6</sup> is independently selected from H, halogen, -CN, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, -C(=O)OH, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, -C(=O)N(R<sup>12</sup>)<sub>2</sub>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Cefluoroalkyl;

R<sup>7</sup> is H or Ci-C<sub>4</sub>alkyl;

each R<sup>8</sup> is independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

R<sup>9</sup> is H, halogen, -CN, -OH, -OR<sup>11</sup>, -NHR<sup>11</sup>, -NR<sup>11</sup>R<sup>12</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl, substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

each R<sup>10</sup> is independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

each R<sup>11</sup> is independently selected from H, -C(=O)R<sup>12</sup>, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or

unsubstituted Ci-Ceifuoroalkyl, substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl, substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, -Ci-C2alkylene-(substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl), -Ci-C2alkylene-(substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl), -Ci-C2alkylene-(substituted or unsubstituted aryl), and -Ci-C2alkylene-(substituted or unsubstituted heteroaryl);

each R<sup>12</sup> is independently selected from substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl, substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, -Ci-C2alkylene-(substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl), -Ci-C2alkylene-(substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl), -Ci-C2alkylene-(substituted or unsubstituted aryl), and -Ci-C2alkylene -(substituted or unsubstituted heteroaryl);

Y is -O-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, or -NR<sup>13</sup>-; R<sup>13</sup> is H, -C(=O)R<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted C<sub>3</sub>-Cvcycloalkyl, or substituted or unsubstituted Ci-Ceheteroalkyl;

X is -O-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, -CH<sub>2</sub>-, -NH- or -N(Ci-C<sub>6</sub>alkyl)-;

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

n is 0, 1, or 2;

p is 0, 1, or 2;

provided that the compound is not 3-(4-Fluorophenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; (S)-3-(4-Fluorophenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; (R)-3-(4-Fluorophenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(3-Fluorophenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(4-Chlorophenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(3,4-Difluorophenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(2-Chloro-4-fluorophenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(2,4-Difluorophenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(4-Bromophenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(4-Fluorophenyl)-4-methyl-2-(4-(2-(pyrrolidin-1-yl)ethoxy)phenyl)-2H-chromen-6-ol; 4-Methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-3-(o-tolyl)-2H-chromen-6-ol; 3-(4-Ethynylphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 4-Methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-

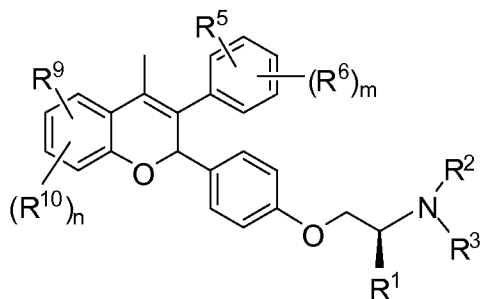
yl)propoxy)phenyl)-3-(4-(methylsulfonyl)phenyl)-2H-chromen-6-ol; 3-(4-Fluorophenyl)-4-methyl-2-(4-((S)-2-((R)-2-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(4-Fluorophenyl)-4-methyl-2-(4-((S)-2-morpholinopropoxy)phenyl)-2H-chromen-6-ol; 2-(4-((2S)-2-(3-Azabicyclo[3.1.0]hexan-3-yl)propoxy)phenyl)-3-(4-fluorophenyl)-4-methyl-2H-chromen-6-ol.

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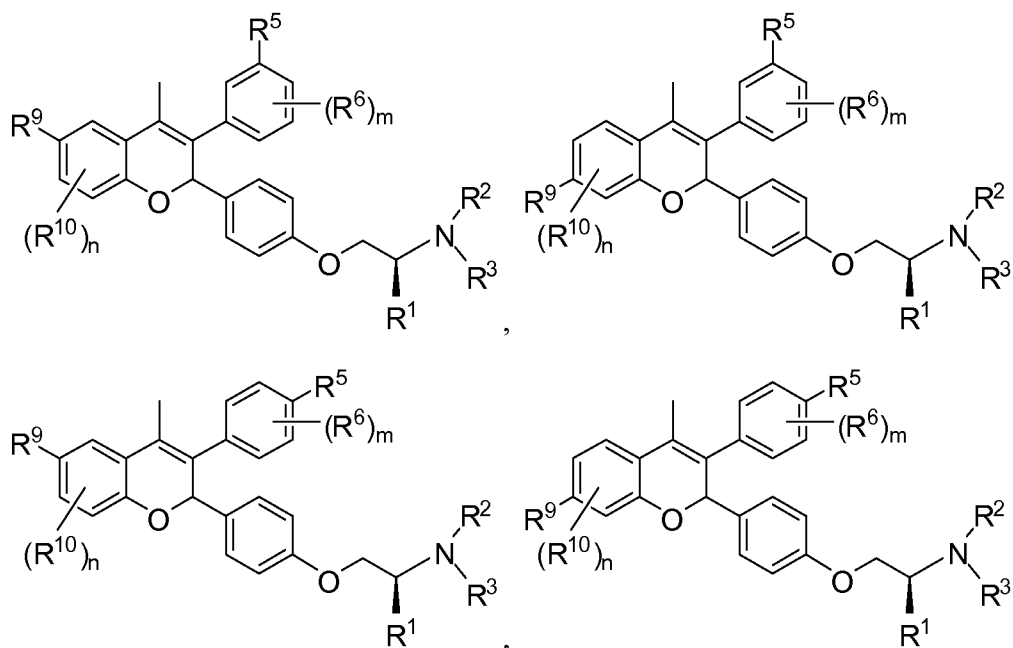
[00102] In some embodiments,  $R^4$  is  $C_1$ - $C_4$ alkyl;  $R^5$  is halogen, -CN, -NHR<sup>11</sup>, -NR<sup>11</sup>R<sup>12</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, Ci-Cealkyl, Ci-C<sub>6</sub>fluoroalkyl, Ci-C<sub>6</sub>fluoroalkoxy, Ci-C<sub>6</sub>alkoxy, C<sub>1</sub>-Ceheteroalkyl, substituted or unsubstituted C<sub>3</sub>-Cecycloalkyl, substituted or unsubstituted C<sub>2</sub>-Ceheterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted monocyclic heteroaryl; each R<sup>6</sup> is independently selected from H, halogen, -CN, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, -C(=O)OH, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, -C(=O)N(R<sup>12</sup>)<sub>2</sub>, Ci-Cealkyl, Ci-C<sub>6</sub>fluoroalkyl, C<sub>1</sub>-Cefluoroalkoxy, Ci-Cealkoxy, Ci-Ceheteroalkyl, Ci-Cefluoroalkyl; R<sup>7</sup> is H; R<sup>9</sup> is H, halogen, -CN, -OH, -OR<sup>11</sup>, -NHR<sup>11</sup>, -NR<sup>11</sup>R<sup>12</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, -C(=O)OH, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, -C(=O)N(R<sup>12</sup>)<sub>2</sub>, Ci-C<sub>6</sub>alkyl, Ci-Cefluoroalkyl, Ci-C<sub>6</sub>fluoroalkoxy, Ci-C<sub>6</sub>alkoxy, C<sub>1</sub>-Ceheteroalkyl, Ci-Cefluoroalkyl, or a substituted or unsubstituted C<sub>3</sub>-Cecycloalkyl, substituted or unsubstituted C<sub>2</sub>-Ceheterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted monocyclic heteroaryl; each R<sup>8</sup> is independently selected from H, halogen, -CN, -OH, Ci-Cealkyl, Ci-Cefluoroalkyl, Ci-Cefluoroalkoxy, and Ci-Cealkoxy; each R<sup>10</sup> is independently selected from H, halogen, -CN, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, Ci-C<sub>6</sub>alkyl, Ci-Cefluoroalkyl, Ci-C<sub>6</sub>fluoroalkoxy, C<sub>1</sub>-Cealkoxy, and Ci-Ceheteroalkyl; Y is -O-; X is -O-; p is 0 or 1.

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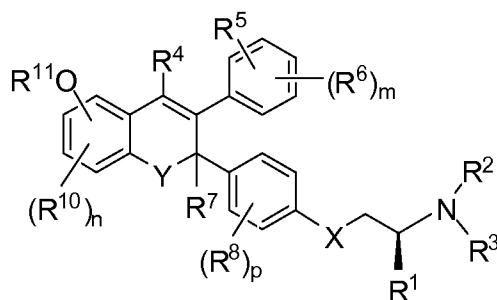
[00103] In some embodiments, the compound of Formula (I) has the following structure:



[00104] In some embodiments, the compound of Formula (I) has one of the following structures:



[00105] In some embodiments, described herein is a compound of Formula (II), or a pharmaceutically acceptable salt, or solvate thereof:



Formula (II)

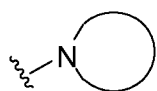
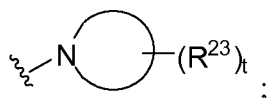
wherein,

$R^1$  is H, F, Ci-Cealkyl, Ci-Cefluoroalkyl,  $C_3$ -Cecycloalkyl,  $C_3$ - $C_6$ fluorocycloalkyl, or Ci-Ceheteroalkyl;

$R^2$  is H or  $R^{12}$ ;

$R^3$  is  $-C(=O)R^{12}$ ,  $-C(=O)OR^{12}$ ,  $-C(=O)NHR^{12}$ ,  $-S(=O)_2R^{12}$ , or  $R^{12}$ ;

or  $R^2$  and  $R^3$  are taken together with the N atom to which they are attached to form



is a monocyclic heterocycloalkyl or a bicyclic heterocycloalkyl;

each  $R^{23}$  is independently selected from F, Cl, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O) $R^{12}$ , -S(=O) $R^{10}$ , -C(=O) $R^{12}$ , substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy,

substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

or two  $R^{23}$  on the same carbon atom are taken together with the carbon atom to which they are attached to form  $-C(=O)-$ ;

or two  $R^{23}$  on adjacent carbon atoms are taken together with the carbon atoms to which they are attached to form a  $C_3$ -Cecycloalkyl;

or 1  $R^{23}$  is taken together with  $R^1$  and the intervening atoms connecting  $R^{23}$  to  $R^1$  to form a 5-7 membered ring;

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

$R^4$  is H, halogen,  $-CN$ , Ci- $C_4$ alkyl, Ci- $C_4$ fluoroalkyl, Ci- $C_4$ alkoxy, Ci- $C_4$ fluoroalkoxy,  $C_3$ -Cecycloalkyl,  $C_3$ - $C_6$ fluorocycloalkyl,  $C_3$ -Ceheterocycloalkyl, Ci-Ceheteroalkyl,  $-Ci-C_4$ alkylene- $C_3$ - $C_6$ cycloalkyl,  $-SR^{11}$ ,  $-S(=O)R^{12}$ ,  $-S(=O)_2R^{12}$ ,  $-C(=O)R^{12}$ ,  $-C(=O)NHR^{12}$ , or  $-C(=O)N(R^{12})_2$ ;

$R^5$  is halogen,  $-CN$ ,  $-OH$ ,  $-OR^{11}$ ,  $-NHR^{11}$ ,  $-NR^{11}R^{12}$ ,  $-SR^{11}$ ,  $-S(=O)R^{12}$ ,  $-S(=O)_2R^{12}$ ,  $-C(=O)R^{12}$ ,  $-C(=O)OH$ ,  $-C(=O)OR^{12}$ ,  $-C(=O)NHR^{12}$ ,  $-C(=O)N(R^{12})_2$ , substituted or unsubstituted  $C_1$ -Cealkyl, substituted or unsubstituted Ci-Ceiluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, substituted or unsubstituted Ci-Ceheteroalkyl, or substituted or unsubstituted Ci-Ceiluoroalkyl, substituted or unsubstituted  $C_3$ -Ciocycloalkyl, substituted or unsubstituted  $C_2$ -Cioheterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

each  $R^6$  is independently selected from halogen,  $-CN$ ,  $-OH$ ,  $-OR^{11}$ ,  $-SR^{11}$ ,  $-S(=O)R^{12}$ ,  $-S(=O)_2R^{12}$ ,  $-C(=O)R^{12}$ ,  $-C(=O)OH$ ,  $-C(=O)OR^{12}$ ,  $-C(=O)NHR^{12}$ ,  $-C(=O)N(R^{12})_2$ , substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Ceiluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Ceiluoroalkyl;

$R^7$  is H or Ci- $C_4$ alkyl;

each  $R^8$  is independently selected from H, halogen,  $-CN$ ,  $-OH$ ,  $-OR^{11}$ ,  $-SR^{11}$ ,  $-S(=O)R^{12}$ ,  $-S(=O)_2R^{12}$ , substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

each  $R^{10}$  is independently selected from halogen,  $-CN$ ,  $-OH$ ,  $-OR^{11}$ ,  $-SR^{11}$ ,  $-S(=O)R^{12}$ ,  $-S(=O)_2R^{12}$ , substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

each  $R^{11}$  is independently selected from H,  $-C(=O)R^{12}$ ,  $-C(=O)OR^{12}$ ,  $-C(=O)NHR^{12}$ , substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or

unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl, substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl), -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl), -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted aryl), and -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted heteroaryl);

each R<sup>12</sup> is independently selected from substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl, substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl), -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl), -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted aryl), and -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted heteroaryl);

Y is -O-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, or -NR<sup>13</sup>-; R<sup>13</sup> is H, -C(=O)R<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted C<sub>3</sub>-Cvcycloalkyl, or substituted or unsubstituted Ci-Ceheteroalkyl;

X is -O-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, -CH<sub>2</sub>-, -NH- or -N(Ci-C<sub>6</sub>alkyl)-;

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

n is 1 or 2;

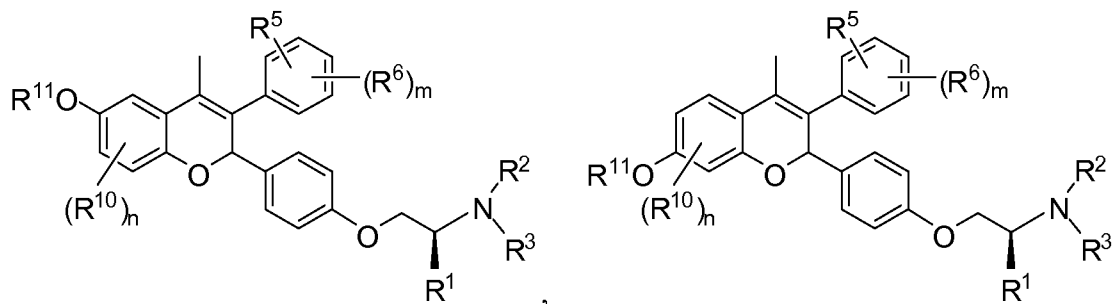
p is 0, 1, or 2;

provided that the compound is not 5-Fluoro-3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol.

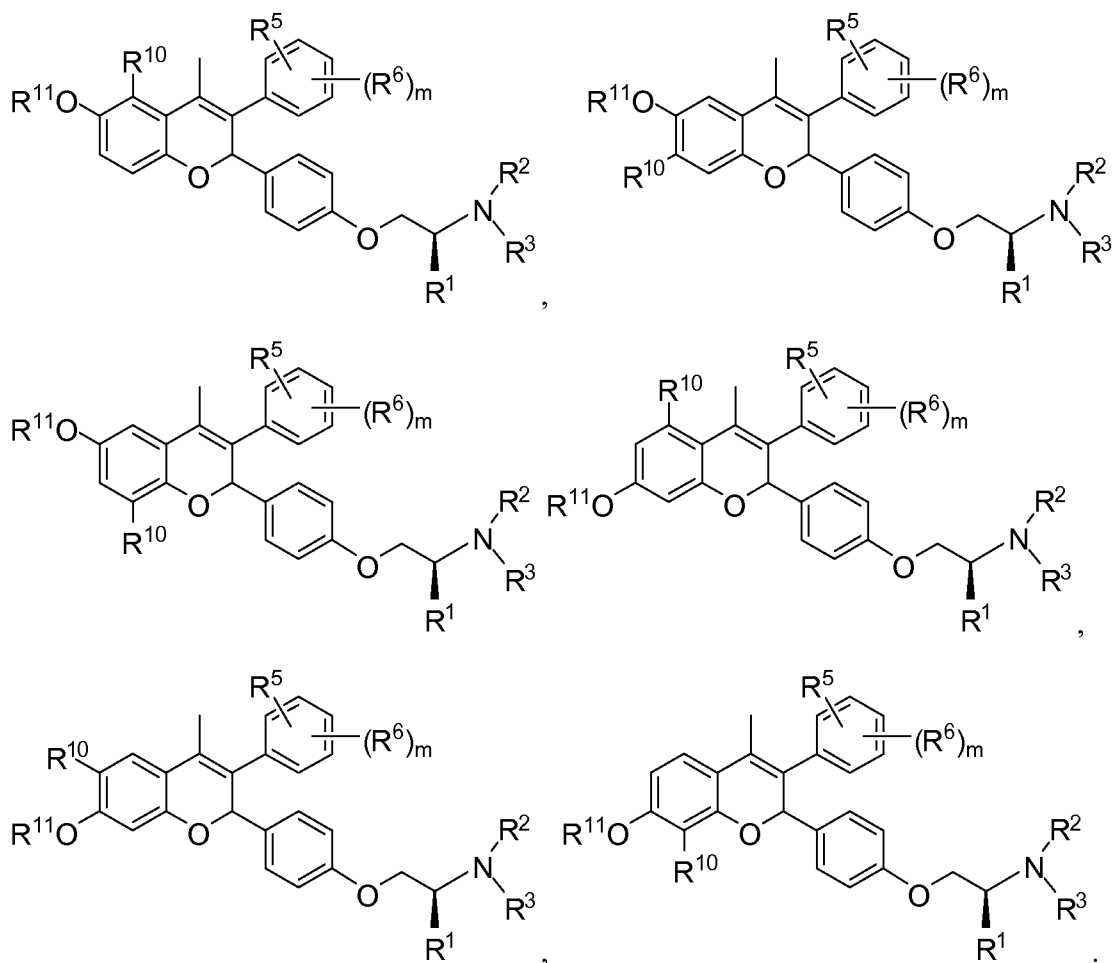
[00106] In some embodiments, R<sup>4</sup> is Ci-C<sub>4</sub>alkyl; R<sup>5</sup> is H, halogen, -CN, -OH, -OR<sup>11</sup>, -NHR<sup>11</sup>, -NR<sup>11</sup>R<sup>12</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, Ci-Cealkyl, Ci-C<sub>6</sub>fluoroalkyl, Ci-C<sub>6</sub>fluoroalkoxy, Ci-C<sub>6</sub>alkoxy, or C<sub>1</sub>-Ceheteroalkyl; each R<sup>6</sup> is independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, Ci-C<sub>6</sub>alkyl, Ci-C<sub>6</sub>fluoroalkyl, Ci-C<sub>6</sub>fluoroalkoxy, Ci-C<sub>6</sub>alkoxy, and Ci-Ceheteroalkyl; R<sup>7</sup> is H; Y is -O-; X is -O-; p is 0 or 1.

[00107] In some embodiments, each R<sup>8</sup> is independently selected from H, halogen, -CN, -OH, Ci-Cealkyl, Ci-Cefluoroalkyl, Ci-Cefluoroalkoxy, and Ci-Cealkoxy; each R<sup>10</sup> is independently selected from halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, Ci-C<sub>6</sub>alkyl, Ci-Cefluoroalkyl, C<sub>1</sub>-Cefluoroalkoxy, Ci-Cealkoxy, and Ci-Ceheteroalkyl.

[00108] In some embodiments, the compound has one of the following structures:



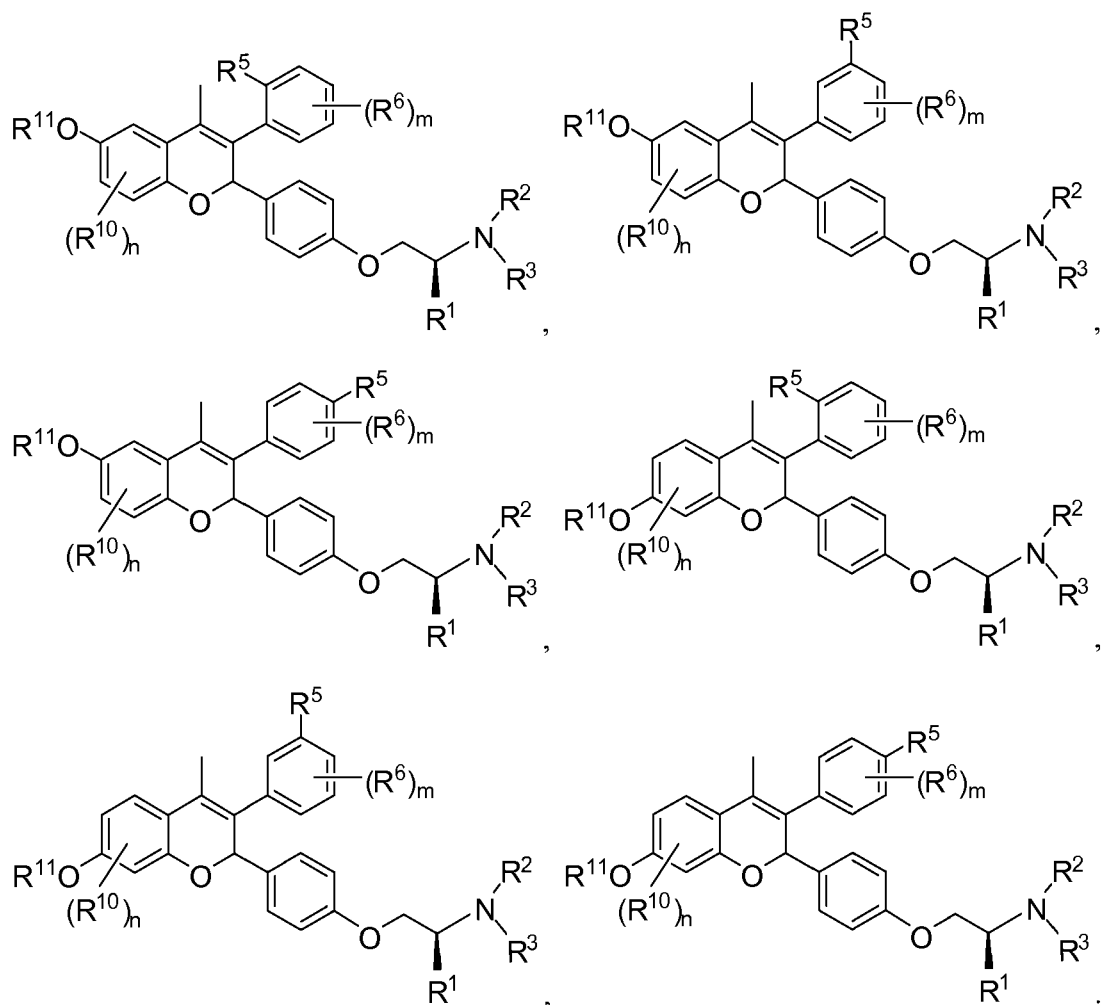
[00109] In some embodiments, the compound has one of the following structures:



5

[00110] In some embodiments, the compound has one of the following structures:

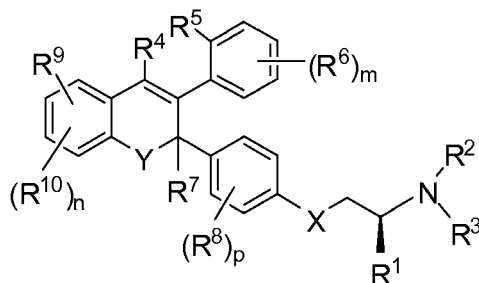




[00111] In some embodiments, each  $R^{10}$  is independently selected from -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, Ci-Cealkyl, Ci-Cefluoroalkyl, Ci-C<sub>6</sub>fluoroalkoxy, Ci-C<sub>6</sub>alkoxy, and C<sub>1</sub>-Ceheteroalkyl.

[00112] In some embodiments, R<sup>5</sup> is -OH; R<sup>11</sup> is H.

[00113] In some embodiments, described herein is a compound of Formula (III), or a pharmaceutically acceptable salt, or solvate thereof:



Formula (III)

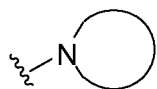
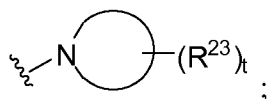
wherein,

R<sup>1</sup> is H, F, Ci-Cealkyl, Ci-Cefluoroalkyl, C<sub>3</sub>-C<sub>6</sub>cycloalkyl, Cs-Cefluorocycloalkyl, or C<sub>1</sub>-Ceheteroalkyl;

R<sup>2</sup> is H or R<sup>12</sup>;

$R^3$  is  $-C(=O)R^{12}$ ,  $-C(=O)OR^{12}$ ,  $-C(=O)NHR^{12}$ ,  $-S(=O)_2R^{12}$ , or  $R^{12}$ ;

or  $R^2$  and  $R^3$  are taken together with the N atom to which they are attached to form



is a monocyclic heterocycloalkyl or a bicyclic heterocycloalkyl;

each  $R^{23}$  is independently selected from F, Cl,  $-CN$ ,  $-OH$ ,  $-OR^{11}$ ,  $-SR^{11}$ ,  $-S(=O)R^{12}$ ,  $-$

$S(=O)_2R^{12}$ ,  $-C(=O)R^{12}$ , substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

or two  $R^{23}$  on the same carbon atom are taken together with the carbon atom to which they are attached to form  $-C(=O)-$ ;

or two  $R^{23}$  on adjacent carbon atoms are taken together with the carbon atoms to which they are attached to form a  $C_3$ -Cecycloalkyl;

or 1  $R^{23}$  is taken together with  $R^1$  and the intervening atoms connecting  $R^{23}$  to  $R^1$  to form a 5-7 membered ring;

$t$  is 0, 1, 2, 3, or 4;

$R^4$  is H, halogen,  $-CN$ ,  $Ci-C_4$ alkyl,  $Ci-C_4$ fluoroalkyl,  $Ci-C_4$ alkoxy,  $Ci-C_4$ fluoroalkoxy,  $C_3$ -Cecycloalkyl,  $C_3$ - $C_6$ fluorocycloalkyl,  $C_3$ -Ceheterocycloalkyl,  $Ci$ -Ceheteroalkyl,  $-Ci-C_4$ alkylene- $C_3$ - $C_6$ cycloalkyl,  $-SR^{11}$ ,  $-S(=O)R^{12}$ ,  $-S(=O)_2R^{12}$ ,  $-C(=O)R^{12}$ ,  $-C(=O)NHR^{12}$ , or  $-C(=O)N(R^{12})_2$ ;

$R^5$  is halogen,  $-CN$ ,  $-OH$ ,  $-OR^{11}$ ,  $-NHR^{11}$ ,  $-NR^{11}R^{12}$ ,  $-SR^{11}$ ,  $-S(=O)R^{12}$ ,  $-S(=O)_2R^{12}$ ,  $-C(=O)R^{12}$ ,  $-C(=O)OH$ ,  $-C(=O)OR^{12}$ ,  $-C(=O)NHR^{12}$ ,  $-C(=O)N(R^{12})_2$ , substituted or unsubstituted  $C_1$ -Cealkyl, substituted or unsubstituted  $Ci$ -Cefluoroalkyl, substituted or unsubstituted  $Ci$ -Cefluoroalkoxy, substituted or unsubstituted  $Ci$ -Cealkoxy, substituted or unsubstituted  $Ci$ -Ceheteroalkyl, or substituted or unsubstituted  $Ci$ -Cefluoroalkyl;

each  $R^6$  is independently selected from halogen,  $-CN$ ,  $-OH$ ,  $-OR^{11}$ ,  $-SR^{11}$ ,  $-S(=O)R^{12}$ ,  $-$

$S(=O)_2R^{12}$ ,  $-C(=O)R^{12}$ ,  $-C(=O)OH$ ,  $-C(=O)OR^{12}$ ,  $-C(=O)NHR^{12}$ ,  $-C(=O)N(R^{12})_2$ , substituted or unsubstituted  $Ci$ -Cealkyl, substituted or unsubstituted  $Ci$ -Cefluoroalkyl, substituted or unsubstituted  $Ci$ -Cefluoroalkoxy, substituted or unsubstituted  $Ci$ -Cealkoxy, substituted or unsubstituted  $Ci$ -Ceheteroalkyl, substituted or unsubstituted  $Ci$ -Cefluoroalkyl;

$R^7$  is H or  $Ci-C_4$ alkyl;

each  $R^8$  is independently selected from H, halogen,  $-CN$ ,  $-OH$ ,  $-OR^{11}$ ,  $-SR^{11}$ ,  $-S(=O)R^{12}$ ,  $-$

$S(=O)_2R^{12}$ , substituted or unsubstituted  $Ci$ -Cealkyl, substituted or unsubstituted  $Ci$ -

Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-C<sub>6</sub>alkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

R<sup>9</sup> is H, halogen, -CN, -OH, -OR<sup>11</sup>, -NHR<sup>11</sup>, -NR<sup>11</sup>R<sup>12</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>,

substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl,

substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy,

and substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted C<sub>3</sub>-

Ciocyloalkyl, substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl, substituted or

unsubstituted aryl, or substituted or unsubstituted heteroaryl;

each R<sup>10</sup> is independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -

S(=O)<sub>2</sub>R<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-

Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted

Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

each R<sup>11</sup> is independently selected from H, -C(=O)R<sup>12</sup>, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, substituted

or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or

unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted C<sub>3</sub>-Ciocyloalkyl, substituted or

unsubstituted C<sub>2</sub>-Cioheterocycloalkyl, substituted or unsubstituted aryl, substituted or

unsubstituted heteroaryl, -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted C<sub>3</sub>-Ciocyloalkyl), -

Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl), -Ci-C<sub>2</sub>alkylene-

(substituted or unsubstituted aryl), and -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted

heteroaryl);

each R<sup>12</sup> is independently selected from substituted or unsubstituted Ci-Cealkyl, substituted or

unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or

unsubstituted C<sub>3</sub>-Ciocyloalkyl, substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl,

substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, -Ci-C<sub>2</sub>alkylene-

(substituted or unsubstituted C<sub>3</sub>-Ciocyloalkyl), -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted

C<sub>2</sub>-Cioheterocycloalkyl), -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted aryl), and -Ci-

C<sub>2</sub>alkylene-(substituted or unsubstituted heteroaryl);

Y is -O-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, or -NR<sup>13</sup>-; R<sup>13</sup> is H, -C(=O)R<sup>12</sup>, substituted or unsubstituted

Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted C<sub>3</sub>-

Cvcycloalkyl, or substituted or unsubstituted Ci-Ceheteroalkyl;

X is -O-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, -CH<sub>2</sub>-, -NH- or -N(Ci-C<sub>6</sub>alkyl)-;

m is 1, 2, 3 or 4;

n is 0, 1, or 2;

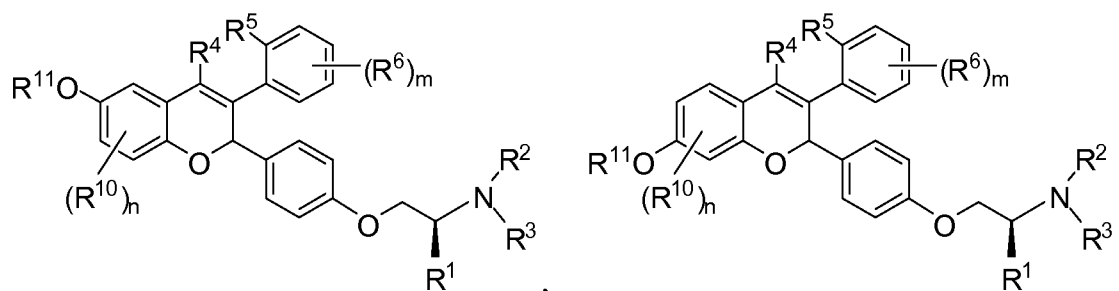
p is 0, 1, or 2;

provided that the compound is not 3-(3-Hydroxy-2-methylphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(4-Hydroxy-2-methylphenyl)-

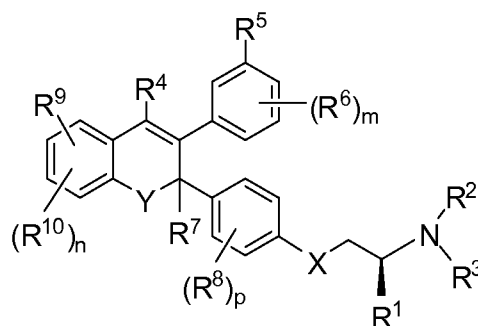
4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(2-Fluoro-4-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(2,4-Difluoro-3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(2-Chloro-4-fluorophenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(2,4-Difluorophenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(2-Fluoro-3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(2-Fluoro-5-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol.

[00114] In some embodiments,  $R^4$  is  $C_1$ - $C_4$ alkyl;  $R^5$  is H, halogen, -CN, -OH, -OR<sup>11</sup>, -NHR<sup>11</sup>, -NR<sup>11</sup>R<sup>12</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, CrCealkyl, Ci-Cefluoroalkyl, Ci-C<sub>6</sub>fluoroalkoxy, Ci-C<sub>6</sub>alkoxy, or Ci-Ceheteroalkyl; each  $R^6$  is independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, Ci-Cealkyl, Ci-C<sub>6</sub>fluoroalkyl, Ci-C<sub>6</sub>fluoroalkoxy, Ci-C<sub>6</sub>alkoxy, and Ci-C<sub>6</sub>heteroalkyl;  $R^7$  is H; Y is -O-; X is -O-.

[00115] In some embodiments, the compound has one of the following structures:



[00116] In some embodiments, described herein is a compound of Formula (IV), or a pharmaceutically acceptable salt, or solvate thereof:



Formula (IV)

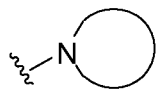
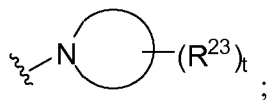
wherein,

$R^1$  is H, F, Ci-Cealkyl, Ci-Cefluoroalkyl, C<sub>3</sub>-Cecycloalkyl, C<sub>3</sub>-Cefluorocycloalkyl, or Ci-Ceheteroalkyl;

$R^2$  is H or R<sup>12</sup>;

$R^3$  is -C(=O)R<sup>12</sup>, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, or R<sup>12</sup>;

or  $R^2$  and  $R^3$  are taken together with the N atom to which they are attached to form



is a monocyclic heterocycloalkyl or a bicyclic heterocycloalkyl;

each  $R^{23}$  is independently selected from F, Cl, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -

5 S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, substituted or unsubstituted Ci-C<sub>6</sub>alkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

or two  $R^{23}$  on the same carbon atom are taken together with the carbon atom to which they  
10 are attached to form -C(=O)-;

or two  $R^{23}$  on adjacent carbon atoms are taken together with the carbon atoms to which they are attached to form a C<sub>3</sub>-Cecycloalkyl;

or 1  $R^{23}$  is taken together with  $R^1$  and the intervening atoms connecting  $R^{23}$  to  $R^1$  to form a 5-7 membered ring;

15 t is 0, 1, 2, 3, or 4;

$R^4$  is H, halogen, -CN, Ci-C<sub>4</sub>alkyl, Ci-C<sub>4</sub>fluoroalkyl, Ci-C<sub>4</sub>alkoxy, Ci-C<sub>4</sub>fluoroalkoxy, C<sub>3</sub>-Cecycloalkyl, C<sub>3</sub>-C<sub>6</sub>fluorocycloalkyl, C<sub>3</sub>-Ceheterocycloalkyl, Ci-Ceheteroalkyl, -Ci-C<sub>4</sub>alkylene-C<sub>3</sub>-C<sub>6</sub>cycloalkyl, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, -C(=O)NHR<sup>12</sup>, or -C(=O)N(R<sup>12</sup>)<sub>2</sub>;

20  $R^5$  is halogen, -CN, -OH, -OR<sup>11</sup>, -NHR<sup>11</sup>, -NR<sup>11</sup>R<sup>12</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, -C(=O)OH, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, -C(=O)N(R<sup>12</sup>)<sub>2</sub>, substituted or unsubstituted C<sub>1</sub>-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, substituted or unsubstituted Ci-Ceheteroalkyl, or substituted or unsubstituted Ci-Cefluoroalkyl;

25 each  $R^6$  is independently selected from halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, -C(=O)OH, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, -C(=O)N(R<sup>12</sup>)<sub>2</sub>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Cefluoroalkyl;

30  $R^7$  is H or Ci-C<sub>4</sub>alkyl;

each  $R^8$  is independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

R<sup>9</sup> is H, halogen, -CN, -OH, -OR<sup>11</sup>, -NHR<sup>11</sup>, -NR<sup>11</sup>R<sup>12</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>,

substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl,  
substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy,  
and substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted C<sub>3</sub>-  
Ciocycloalkyl, substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl, substituted or  
unsubstituted aryl, or substituted or unsubstituted heteroaryl;

each R<sup>10</sup> is independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -

S(=O)<sub>2</sub>R<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-  
Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted  
Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

each R<sup>11</sup> is independently selected from H, -C(=O)R<sup>12</sup>, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, substituted  
or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or  
unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl, substituted or  
unsubstituted C<sub>2</sub>-Cioheterocycloalkyl, substituted or unsubstituted aryl, substituted or  
unsubstituted heteroaryl, -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl), -  
Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl), -Ci-C<sub>2</sub>alkylene-  
(substituted or unsubstituted aryl), and -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted  
heteroaryl);

each R<sup>12</sup> is independently selected from substituted or unsubstituted Ci-Cealkyl, substituted or  
unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or  
unsubstituted C<sub>3</sub>-Ciocycloalkyl, substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl,  
substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, -Ci-C<sub>2</sub>alkylene-  
(substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl), -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted  
C<sub>2</sub>-Cioheterocycloalkyl), -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted aryl), and -Ci-  
C<sub>2</sub>alkylene-(substituted or unsubstituted heteroaryl);

Y is -O-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, or -NR<sup>13</sup>-; R<sup>13</sup> is H, -C(=O)R<sup>12</sup>, substituted or unsubstituted  
Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted C<sub>3</sub>-  
Cvcycloalkyl, or substituted or unsubstituted Ci-Ceheteroalkyl;

X is -O-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, -CH<sub>2</sub>-, -NH- or -N(Ci-C<sub>6</sub>alkyl)-;

m is 1, 2, 3 or 4;

n is 0, 1, or 2;

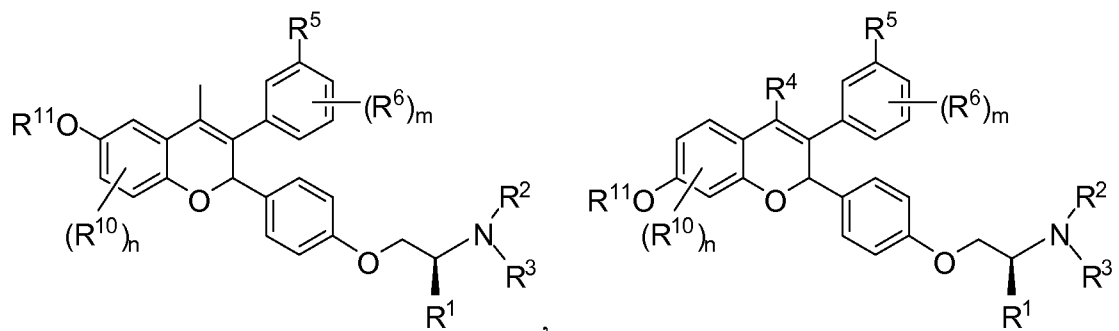
p is 0, 1, or 2;

provided that the compound is not 3-(3-Fluoro-4-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-  
methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(3-Hydroxy-4-methylphenyl)-  
4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-  
(3-Hydroxy-2-methylphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-

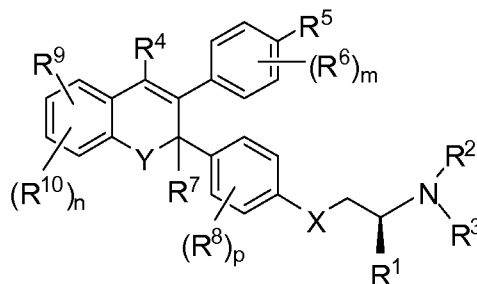
yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(4-Hydroxy-3-methylphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(3-Fluoro-5-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(3,4-Difluorophenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(3,5-Difluoro-4-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(2,4-Difluoro-3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(3,4-Difluoro-5-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(4-Fluoro-3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(2-Fluoro-3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 5-Fluoro-3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(2-Fluoro-5-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(3-Hydroxy-4-(trifluoromethyl)phenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(4-Hydroxy-3-(trifluoromethyl)phenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol.

[00117] In some embodiments,  $R^4$  is  $C_1$ - $C_4$ alkyl;  $R^5$  is H, halogen, -CN, -OH, -OR<sup>11</sup>, -NHR<sup>11</sup>, -NR<sup>11</sup>R<sup>12</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>,  $Ci$ - $C_6$ alkyl,  $Ci$ - $C_6$ fluoroalkyl,  $Ci$ - $C_6$ fluoroalkoxy,  $Ci$ - $C_6$ alkoxy, or  $Ci$ -Ceheteroalkyl; each  $R^6$  is independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>,  $Ci$ - $C_6$ alkyl,  $Ci$ - $C_6$ fluoroalkyl,  $Ci$ - $C_6$ fluoroalkoxy,  $Ci$ - $C_6$ alkoxy, and  $Ci$ - $C_6$ heteroalkyl;  $R^7$  is H; Y is -O-; X is -O-.

[00118] In some embodiments, the compound has one of the following structures:



[00119] In some embodiments, described herein is a compound of Formula (V), or a pharmaceutically acceptable salt, or solvate thereof:



Formula (V)

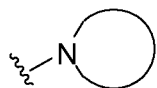
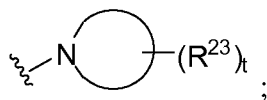
wherein,

$R^1$  is H, F, Ci-Cealkyl, Ci-Cefluoroalkyl,  $C_3$ - $C_6$ cycloalkyl,  $C_3$ - $C_6$ fluorocycloalkyl, or Ci-Ceheteroalkyl;

$R^2$  is H or  $R^{12}$ ;

$R^3$  is  $-C(=O)R^{12}$ ,  $-C(=O)OR^{12}$ ,  $-C(=O)NHR^{12}$ ,  $-S(=O)_2R^{12}$ , or  $R^{12}$ ;

or  $R^2$  and  $R^3$  are taken together with the N atom to which they are attached to form



is a monocyclic heterocycloalkyl or a bicyclic heterocycloalkyl;

each  $R^{23}$  is independently selected from F, Cl, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>,  $-S(=O)R^{12}$ ,  $-S(=O)_2R^{12}$ ,  $-C(=O)R^{12}$ , substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

or two  $R^{23}$  on the same carbon atom are taken together with the carbon atom to which they are attached to form  $-C(=O)-$ ;

or two  $R^{23}$  on adjacent carbon atoms are taken together with the carbon atoms to which they are attached to form a  $C_3$ -Cecycloalkyl;

or 1  $R^{23}$  is taken together with  $R^1$  and the intervening atoms connecting  $R^{23}$  to  $R^1$  to form a 5-7 membered ring;

$t$  is 0, 1, 2, 3, or 4;

$R^4$  is H, halogen, -CN, Ci- $C_4$ alkyl, Ci- $C_4$ fluoroalkyl, Ci- $C_4$ alkoxy, Ci- $C_4$ fluoroalkoxy,  $C_3$ -Cecycloalkyl,  $C_3$ - $C_6$ fluorocycloalkyl,  $C_3$ -Ceheterocycloalkyl, Ci-Ceheteroalkyl, -Ci- $C_4$ alkylene- $C_3$ - $C_6$ cycloalkyl, -SR<sup>11</sup>,  $-S(=O)R^{12}$ ,  $-S(=O)_2R^{12}$ ,  $-C(=O)R^{12}$ ,  $-C(=O)NHR^{12}$ , or  $-C(=O)N(R^{12})_2$ ;

$R^5$  is halogen, -CN, -OH, -OR<sup>11</sup>, -NHR<sup>11</sup>, -NR<sup>11</sup> $R^{12}$ , -SR<sup>11</sup>,  $-S(=O)R^{12}$ ,  $-S(=O)_2R^{12}$ ,  $-C(=O)R^{12}$ ,  $-C(=O)OH$ ,  $-C(=O)OR^{12}$ ,  $-C(=O)NHR^{12}$ ,  $-C(=O)N(R^{12})_2$ , substituted or unsubstituted  $C_1$ -Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-



Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, substituted or unsubstituted Ci-Ceheteroalkyl, or substituted or unsubstituted Ci-Cefluoroalkyl;

each  $R^6$  is independently selected from halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -

S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, -C(=O)OH, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, -C(=O)N(R<sup>12</sup>)<sub>2</sub>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Cefluoroalkyl;

R<sup>7</sup> is H or Ci-C<sub>4</sub>alkyl;

each R<sup>8</sup> is independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -

S(=O)<sub>2</sub>R<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

R<sup>9</sup> is H, halogen, -CN, -OH, -OR<sup>11</sup>, -NHR<sup>11</sup>, -NR<sup>11</sup>R<sup>12</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>,

substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl, substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

each R<sup>10</sup> is independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -

S(=O)<sub>2</sub>R<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

each R<sup>11</sup> is independently selected from H, -C(=O)R<sup>12</sup>, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, substituted

or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl, substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl), -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl), -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted aryl), and -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted heteroaryl);

each R<sup>12</sup> is independently selected from substituted or unsubstituted Ci-Cealkyl, substituted or

unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl, substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl), -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted

C<sub>2</sub>-Cioheterocycloalkyl), -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted aryl), and -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted heteroaryl);

Y is -O-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, or -NR<sup>13</sup>-; R<sup>13</sup> is H, -C(=O)R<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted C<sub>3</sub>-Cvcycloalkyl, or substituted or unsubstituted Ci-Ceheteroalkyl;

X is -O-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, -CH<sub>2</sub>-, -NH- or -N(Ci-C<sub>6</sub>alkyl)-;

m is 1, 2, 3 or 4;

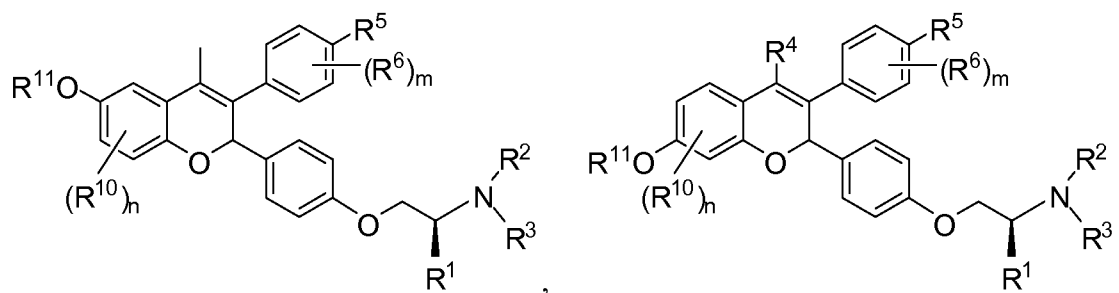
n is 0, 1, or 2;

p is 0, 1, or 2;

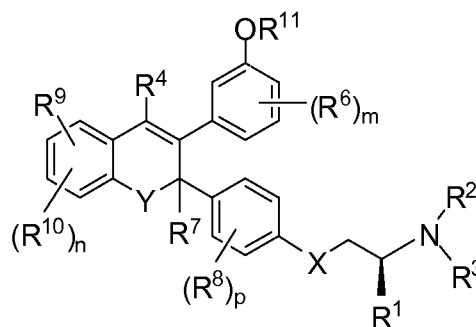
provided that the compound is not 3-(3-Fluoro-4-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(3-Hydroxy-4-methylphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(4-Hydroxy-2-methylphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(4-Hydroxy-3-methylphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(2-Fluoro-4-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(3,4-Difluorophenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(3,5-Difluoro-4-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(2,4-Difluoro-3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(3,4-Difluoro-5-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(2-Chloro-4-fluorophenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(2,4-Difluorophenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(4-Fluoro-3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(3-Hydroxy-4-(trifluoromethyl)phenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(4-Hydroxy-3-(trifluoromethyl)phenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol.

[00120] In some embodiments, R<sup>4</sup> is Ci-C<sub>4</sub>alkyl; R<sup>5</sup> is H, halogen, -CN, -OH, -OR<sup>11</sup>, -NHR<sup>11</sup>, -NR<sup>11</sup>R<sup>12</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, Ci-Cealkyl, Ci-C<sub>6</sub>fluoroalkyl, Ci-C<sub>6</sub>fluoroalkoxy, Ci-C<sub>6</sub>alkoxy, or Ci-Ceheteroalkyl; each R<sup>6</sup> is independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, Ci-Cealkyl, Ci-C<sub>6</sub>fluoroalkyl, Ci-C<sub>6</sub>fluoroalkoxy, Ci-C<sub>6</sub>alkoxy, and Ci-C<sub>6</sub>heteroalkyl; R<sup>7</sup> is H; Y is -O-; X is -O-.

[00121] In some embodiments, the compound has one of the following structures:



[00122] In some embodiments, described herein is a compound of Formula (VI), or a pharmaceutically acceptable salt, or solvate thereof:



Formula (VI)

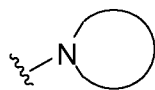
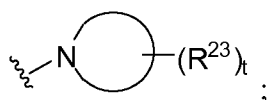
wherein,

$R^1$  is H, F, Ci-Cealkyl, Ci-Cefluoroalkyl,  $C_3$ -Cecycloalkyl,  $C_3$ - $C_6$ fluorocycloalkyl, or Ci-Ceheteroalkyl;

$R^2$  is H or  $R^{12}$ ;

$R^3$  is  $-C(=O)R^{12}$ ,  $-C(=O)OR^{12}$ ,  $-C(=O)NHR^{12}$ ,  $-S(=O)_2R^{12}$ , or  $R^{12}$ ;

or  $R^2$  and  $R^3$  are taken together with the N atom to which they are attached to form



is a monocyclic heterocycloalkyl or a bicyclic heterocycloalkyl;

each  $R^{23}$  is independently selected from F, Cl,  $-CN$ ,  $-OH$ ,  $-OR^{11}$ ,  $-SR^{11}$ ,  $-S(=O)R^{12}$ ,  $-S(=O)_2R^{12}$ ,  $-C(=O)R^{12}$ , substituted or unsubstituted Ci-Cealkyl, substituted or

unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

or two  $R^{23}$  on the same carbon atom are taken together with the carbon atom to which they are attached to form  $-C(=O)-$ ;

or two  $R^{23}$  on adjacent carbon atoms are taken together with the carbon atoms to which they are attached to form a  $C_3$ -Cecycloalkyl;

or 1 R<sup>23</sup> is taken together with R<sup>1</sup> and the intervening atoms connecting R<sup>23</sup> to R<sup>1</sup> to form a 5-7 membered ring;

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

R<sup>4</sup> is H, halogen, -CN, Ci-C<sub>4</sub>alkyl, Ci-C<sub>4</sub>fluoroalkyl, Ci-C<sub>4</sub>alkoxy, Ci-C<sub>4</sub>fluoroalkoxy, C<sub>3</sub>-Cecycloalkyl, C<sub>3</sub>-C<sub>6</sub>fluorocycloalkyl, C<sub>3</sub>-Ceheterocycloalkyl, Ci-Ceheteroalkyl, -Ci-C<sub>4</sub>alkylene-C<sub>3</sub>-C<sub>6</sub>cycloalkyl, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, -C(=O)NHR<sup>12</sup>, or -C(=O)N(R<sup>12</sup>)<sub>2</sub>;

each R<sup>6</sup> is independently selected from halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, -C(=O)OH, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, -C(=O)N(R<sup>12</sup>)<sub>2</sub>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Ceiluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Ceiluoroalkyl;

R<sup>7</sup> is H or Ci-C<sub>4</sub>alkyl;

each R<sup>8</sup> is independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

R<sup>9</sup> is H, halogen, -CN, -OH, -OR<sup>11</sup>, -NHR<sup>11</sup>, -NR<sup>11</sup>R<sup>12</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Ceiluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl, substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

each R<sup>10</sup> is independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

each R<sup>11</sup> is independently selected from H, -C(=O)R<sup>12</sup>, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Ceiluoroalkyl, substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl, substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl), -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl), -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted aryl), and -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted heteroaryl);

each R<sup>12</sup> is independently selected from substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl, substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, -Ci-C<sub>2</sub>alkylene- (substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl), -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl), -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted aryl), and -Ci-C<sub>2</sub>alkylene -(substituted or unsubstituted heteroaryl);

Y is -O-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, or -NR<sup>13</sup>-; R<sup>13</sup> is H, -C(=O)R<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted C<sub>3</sub>-Cvcycloalkyl, or substituted or unsubstituted Ci-Ceheteroalkyl;

X is -O-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, -CH<sub>2</sub>-, -NH- or -N(Ci-C<sub>6</sub>alkyl)-;

m is 1, 2, 3 or 4;

n is 0, 1, or 2;

p is 0, 1, or 2;

provided that the compound is not 3-(3-Hydroxy-4-methylphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(3-Hydroxy-2-methylphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(3-Fluoro-5-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(4-Fluoro-3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(2,4-Difluoro-3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(3,4-Difluoro-5-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(2-Fluoro-3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(2-Fluoro-5-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(3-Hydroxy-4-(trifluoromethyl)phenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol.

[00123] In some embodiments, R<sup>4</sup> is Ci-C<sub>4</sub>alkyl; each R<sup>6</sup> is independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, Ci-C<sub>6</sub>alkyl, Ci-Cefluoroalkyl, Ci-C<sub>6</sub>fluoroalkoxy, C<sub>1</sub>-Cealkoxy, and Ci-Ceheteroalkyl; R<sup>7</sup> is H; each R<sup>8</sup> is independently selected from H, halogen, -CN, -OH, Ci-Cealkyl, Ci-Cefluoroalkyl, Ci-Cefluoroalkoxy, and Ci-Cealkoxy; Y is -O-; X is -O-; p is 0 or 1.

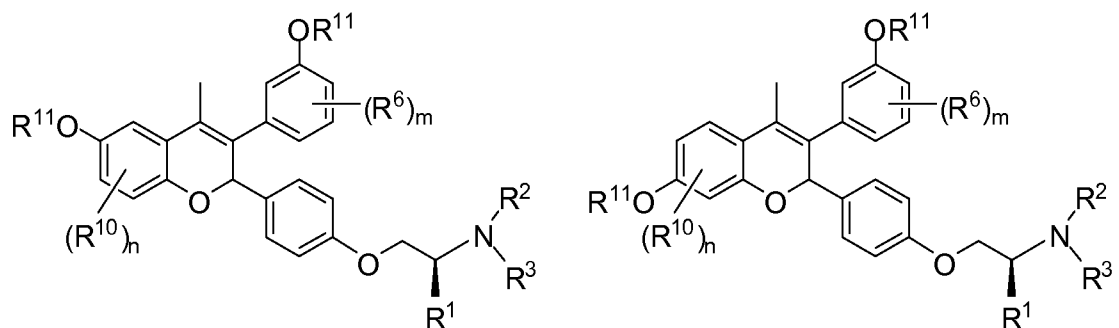
[00124] In some embodiments, R<sup>9</sup> is H, halogen, -CN, -OH, -OR<sup>11</sup>, -NHR<sup>11</sup>, -NR<sup>11</sup>R<sup>12</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, Ci-Cealkyl, Ci-Cefluoroalkyl, Ci-C<sub>6</sub>fluoroalkoxy, Ci-C<sub>6</sub>alkoxy, C<sub>1</sub>-Ceheteroalkyl, substituted or unsubstituted C<sub>3</sub>-CeCycloalkyl, substituted or unsubstituted C<sub>2</sub>-

Ceheterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted monocyclic

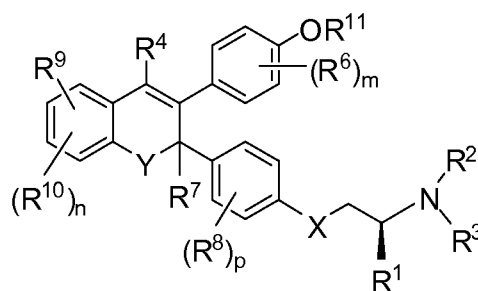
heteroaryl; each  $R^{10}$  is independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, Ci-C<sub>6</sub>alkyl, Ci-C<sub>6</sub>fluoroalkyl, Ci-C<sub>6</sub>fluoroalkoxy, Ci-C<sub>6</sub>alkoxy, and Ci-C<sub>6</sub>heteroalkyl.

[00125] In some embodiments, R<sup>9</sup> is -OH or -OR<sup>11</sup>.

[00126] In some embodiments, the compound has one of the following structures:



[00127] In some embodiments, described herein is a compound of Formula (VII), or a pharmaceutically acceptable salt, or solvate thereof:



Formula (VII)

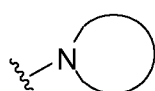
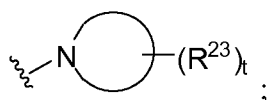
wherein,

R<sup>1</sup> is H, F, Ci-C<sub>6</sub>alkyl, Ci-C<sub>6</sub>fluoroalkyl, C<sub>3</sub>-C<sub>6</sub>cycloalkyl, C<sub>3</sub>-C<sub>6</sub>fluorocycloalkyl, or Ci-C<sub>6</sub>heteroalkyl;

R<sup>2</sup> is H or R<sup>12</sup>;

R<sup>3</sup> is -C(=O)R<sup>12</sup>, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, or R<sup>12</sup>;

or R<sup>2</sup> and R<sup>3</sup> are taken together with the N atom to which they are attached to form



is a monocyclic heterocycloalkyl or a bicyclic heterocycloalkyl;

each R<sup>23</sup> is independently selected from F, Cl, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, substituted or unsubstituted Ci-C<sub>6</sub>alkyl, substituted or unsubstituted Ci-C<sub>6</sub>fluoroalkyl, substituted or unsubstituted Ci-C<sub>6</sub>fluoroalkoxy, substituted or unsubstituted Ci-C<sub>6</sub>alkoxy, and substituted or unsubstituted Ci-C<sub>6</sub>heteroalkyl;

or two  $R^{23}$  on the same carbon atom are taken together with the carbon atom to which they are attached to form  $-C(=O)-$ ;

or two  $R^{23}$  on adjacent carbon atoms are taken together with the carbon atoms to which they are attached to form a  $C_3-C_6$ Cycloalkyl;

or 1  $R^{23}$  is taken together with  $R^1$  and the intervening atoms connecting  $R^{23}$  to  $R^1$  to form a 5-7 membered ring;

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

$R^4$  is H, halogen,  $-CN$ ,  $Ci-C_4$ alkyl,  $Ci-C_4$ fluoroalkyl,  $Ci-C_4$ alkoxy,  $Ci-C_4$ fluoroalkoxy,  $C_3-C_6$ cycloalkyl,  $C_3-C_6$ fluorocycloalkyl,  $C_3-C_6$ heterocycloalkyl,  $Ci-C_6$ heteroalkyl,  $-Ci-C_4$ alkylene- $C_3-C_6$ cycloalkyl,  $-SR^{11}$ ,  $-S(=O)R^{12}$ ,  $-S(=O)_2R^{12}$ ,  $-C(=O)R^{12}$ ,  $-C(=O)NHR^{12}$ , or  $-C(=O)N(R^{12})_2$ ;

each  $R^6$  is independently selected from H, halogen,  $-CN$ ,  $-OH$ ,  $-OR^{11}$ ,  $-SR^{11}$ ,  $-S(=O)R^{12}$ ,  $-S(=O)_2R^{12}$ ,  $-C(=O)R^{12}$ ,  $-C(=O)OH$ ,  $-C(=O)OR^{12}$ ,  $-C(=O)NHR^{12}$ ,  $-C(=O)N(R^{12})_2$ , substituted or unsubstituted  $Ci-Ce$ alkyl, substituted or unsubstituted  $Ci-Ce$ luoroalkyl, substituted or unsubstituted  $Ci-Ce$ fluoroalkoxy, substituted or unsubstituted  $Ci-Ce$ alkoxy, substituted or unsubstituted  $Ci-Ce$ heteroalkyl, substituted or unsubstituted  $Ci-Ce$ luoroalkyl;

$R^7$  is H or  $Ci-C_4$ alkyl;

each  $R^8$  is independently selected from H, halogen,  $-CN$ ,  $-OH$ ,  $-OR^{11}$ ,  $-SR^{11}$ ,  $-S(=O)R^{12}$ ,  $-S(=O)_2R^{12}$ , substituted or unsubstituted  $Ci-Ce$ alkyl, substituted or unsubstituted  $Ci-Ce$ luoroalkyl, substituted or unsubstituted  $Ci-Ce$ fluoroalkoxy, substituted or unsubstituted  $Ci-Ce$ alkoxy, and substituted or unsubstituted  $Ci-Ce$ heteroalkyl;

$R^9$  is H, halogen,  $-CN$ ,  $-OH$ ,  $-OR^{11}$ ,  $-NHR^{11}$ ,  $-NR^{11}R^{12}$ ,  $-SR^{11}$ ,  $-S(=O)R^{12}$ ,  $-S(=O)_2R^{12}$ , substituted or unsubstituted  $Ci-Ce$ alkyl, substituted or unsubstituted  $Ci-Ce$ luoroalkyl, substituted or unsubstituted  $Ci-Ce$ fluoroalkoxy, substituted or unsubstituted  $Ci-Ce$ alkoxy, and substituted or unsubstituted  $Ci-Ce$ heteroalkyl, substituted or unsubstituted  $C_3-Ci$ cycloalkyl, substituted or unsubstituted  $C_2-Ci$ heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

each  $R^{10}$  is independently selected from H, halogen,  $-CN$ ,  $-OH$ ,  $-OR^{11}$ ,  $-SR^{11}$ ,  $-S(=O)R^{12}$ ,  $-S(=O)_2R^{12}$ , substituted or unsubstituted  $Ci-Ce$ alkyl, substituted or unsubstituted  $Ci-Ce$ luoroalkyl, substituted or unsubstituted  $Ci-Ce$ fluoroalkoxy, substituted or unsubstituted  $Ci-Ce$ alkoxy, and substituted or unsubstituted  $Ci-Ce$ heteroalkyl;

each  $R^{11}$  is independently selected from H,  $-C(=O)R^{12}$ ,  $-C(=O)OR^{12}$ ,  $-C(=O)NHR^{12}$ , substituted or unsubstituted  $Ci-Ce$ alkyl, substituted or unsubstituted  $Ci-Ce$ heteroalkyl, substituted or unsubstituted  $Ci-Ce$ luoroalkyl, substituted or unsubstituted  $C_3-Ci$ cycloalkyl, substituted or unsubstituted  $C_2-Ci$ heterocycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl,  $-Ci-C_2$ alkylene-(substituted or unsubstituted  $C_3-Ci$ cycloalkyl), -

Ci-C2alkylene-(substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl), -Ci-C2alkylene-(substituted or unsubstituted aryl), and -Ci-C2alkylene-(substituted or unsubstituted heteroaryl);

each R<sup>12</sup> is independently selected from substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl, substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, -Ci-C2alkylene-(substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl), -Ci-C2alkylene-(substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl), -Ci-C2alkylene-(substituted or unsubstituted aryl), and -Ci-C2alkylene-(substituted or unsubstituted heteroaryl);

Y is -O-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, or -NR<sup>13</sup>-; R<sup>13</sup> is H, -C(=O)R<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted C<sub>3</sub>-Cvcycloalkyl, or substituted or unsubstituted Ci-Ceheteroalkyl;

X is -O-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, -CH<sub>2</sub>-, -NH- or -N(Ci-C<sub>6</sub>alkyl)-;

m is 1, 2, 3 or 4;

n is 0, 1, or 2;

p is 0, 1, or 2;

provided that the compound is not 3-(4-Hydroxy-2-methylphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(4-Hydroxy-3-methylphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(2-Fluoro-4-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(3,5-Difluoro-4-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(4-Hydroxy-3-(trifluoromethyl)phenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol.

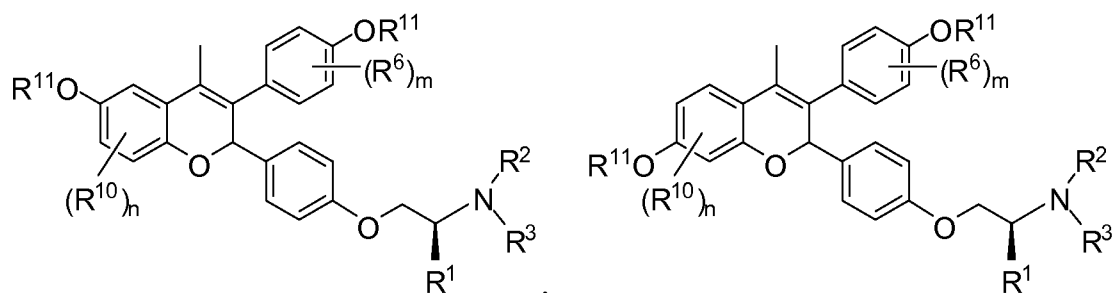
[00128] In some embodiments, R<sup>4</sup> is Ci-C<sub>4</sub>alkyl; each R<sup>6</sup> is independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, Ci-C<sub>6</sub>alkyl, Ci-Cefluoroalkyl, Ci-C<sub>6</sub>fluoroalkoxy, C<sub>1</sub>-Cealkoxy, and Ci-Ceheteroalkyl; R<sup>7</sup> is H; each R<sup>8</sup> is independently selected from H, halogen, -CN, -OH, Ci-Cealkyl, Ci-Cefluoroalkyl, Ci-Cefluoroalkoxy, and Ci-Cealkoxy; Y is -O-; X is -O-; p is 0 or 1.

[00129] In some embodiments, R<sup>9</sup> is H, halogen, -CN, -OH, -OR<sup>11</sup>, -NHR<sup>11</sup>, -NR<sup>11</sup>R<sup>12</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, Ci-Cealkyl, Ci-Cefluoroalkyl, Ci-C<sub>6</sub>fluoroalkoxy, Ci-C<sub>6</sub>alkoxy, C<sub>1</sub>-Ceheteroalkyl, substituted or unsubstituted C<sub>3</sub>-Cecycloalkyl, substituted or unsubstituted C<sub>2</sub>-Ceheterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted monocyclic heteroaryl; each R<sup>10</sup> is independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, Ci-Cealkyl, Ci-C<sub>6</sub>fluoroalkyl, Ci-C<sub>6</sub>fluoroalkoxy, Ci-C<sub>6</sub>alkoxy, and Ci-C<sub>6</sub>heteroalkyl.

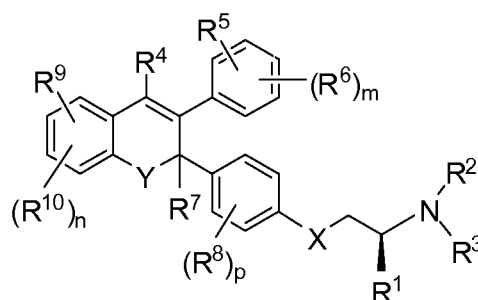
[00130] In some embodiments, R<sup>9</sup> is -OH or -OR<sup>11</sup>.



[00131] In some embodiments, the compound has one of the following structures:



[00132] In some embodiments, described herein is a compound of Formula (I), or a pharmaceutically acceptable salt, or solvate thereof:



Formula (I)

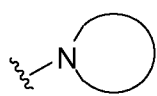
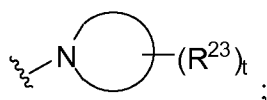
wherein,

R<sup>1</sup> is H, F, Ci-Cealkyl, Ci-Cefluoroalkyl, C<sub>3</sub>-Cecycloalkyl, C<sub>3</sub>-C<sub>6</sub>fluorocycloalkyl, or Ci-Ceheteroalkyl;

R<sup>2</sup> is H or R<sup>12</sup>;

R<sup>3</sup> is -C(=O)R<sup>12</sup>, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, or R<sup>12</sup>;

or R<sup>2</sup> and R<sup>3</sup> are taken together with the N atom to which they are attached to form



is a monocyclic heterocycloalkyl or a bicyclic heterocycloalkyl;

each R<sup>23</sup> is independently selected from F, Cl, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -

S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

or two R<sup>23</sup> on the same carbon atom are taken together with the carbon atom to which they are attached to form -C(=O)-;

or two R<sup>23</sup> on adjacent carbon atoms are taken together with the carbon atoms to which they are attached to form a C<sub>3</sub>-Cecycloalkyl;

or 1 R<sup>23</sup> is taken together with R<sup>1</sup> and the intervening atoms connecting R<sup>23</sup> to R<sup>1</sup> to form a 5-7 membered ring;

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

R<sup>4</sup> is H, halogen, -CN, Ci-C<sub>4</sub>alkyl, Ci-C<sub>4</sub>fluoroalkyl, Ci-C<sub>4</sub>alkoxy, Ci-C<sub>4</sub>fluoroalkoxy, C<sub>3</sub>-Cecycloalkyl, C<sub>3</sub>-C<sub>6</sub>fluorocycloalkyl, C<sub>3</sub>-Ceheterocycloalkyl, Ci-Ceheteroalkyl, -Ci-C<sub>4</sub>alkylene-C<sub>3</sub>-C<sub>6</sub>cycloalkyl, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, -C(=O)NHR<sup>12</sup>, or -C(=O)N(R<sup>12</sup>)<sub>2</sub>;

R<sup>5</sup> is H, halogen, -CN, -OH, -OR<sup>11</sup>, -NHR<sup>11</sup>, -NR<sup>11</sup>R<sup>12</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, -C(=O)OH, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, -C(=O)N(R<sup>12</sup>)<sub>2</sub>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Ceiluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Ceiluoroalkyl, a substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl, substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

each R<sup>6</sup> is independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, -C(=O)OH, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, -C(=O)N(R<sup>12</sup>)<sub>2</sub>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Ceiluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Ceiluoroalkyl;

R<sup>7</sup> is H or Ci-C<sub>4</sub>alkyl;

each R<sup>8</sup> is independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

R<sup>9</sup> is H, halogen, -CN, -OH, -OR<sup>11</sup>, -NHR<sup>11</sup>, -NR<sup>11</sup>R<sup>12</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Ceiluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl, substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

each R<sup>10</sup> is independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

each R<sup>11</sup> is independently selected from H, -C(=O)R<sup>12</sup>, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or

unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl, substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl), -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl), -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted aryl), and -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted heteroaryl);

each R<sup>12</sup> is independently selected from substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl, substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl), -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl), -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted aryl), and -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted heteroaryl);

Y is -S-, -S(=O)-, -S(=O)<sub>2</sub>-, or -NR<sup>13</sup>-; R<sup>13</sup> is H, -C(=O)R<sup>12</sup>, substituted or unsubstituted C<sub>1</sub>-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted C<sub>3</sub>-Cvcycloalkyl, or substituted or unsubstituted Ci-Ceheteroalkyl;

X is -O-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, -CH<sub>2</sub>-, -NH- or -N(Ci-C<sub>6</sub>alkyl)-;

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

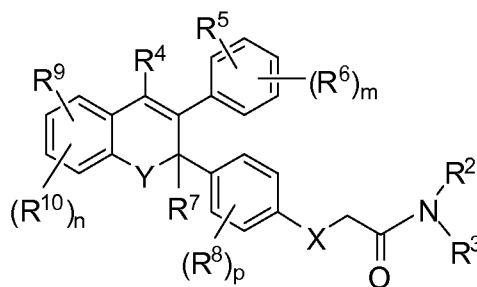
n is 0, 1, or 2;

p is 0, 1, or 2.

[00133] In some embodiments, R<sup>4</sup> is C<sub>1</sub>-C<sub>4</sub>alkyl; R<sup>5</sup> is H, halogen, -CN, -OH, -OR<sup>11</sup>, -NHR<sup>11</sup>, -NR<sup>11</sup>R<sup>12</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, Ci-Cealkyl, Ci-C<sub>6</sub>fluoroalkyl, Ci-C<sub>6</sub>fluoroalkoxy, Ci-C<sub>6</sub>alkoxy, d - Ceheteroalkyl, substituted or unsubstituted C<sub>3</sub>-C<sub>6</sub>cycloalkyl, substituted or unsubstituted C<sub>2</sub>-Ceheterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted monocyclic heteroaryl; each R<sup>6</sup> is independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, Ci-C<sub>6</sub>alkyl, Ci-C<sub>6</sub>fluoroalkyl, Ci-C<sub>6</sub>fluoroalkoxy, Ci-C<sub>6</sub>alkoxy, and Ci-C<sub>6</sub>heteroalkyl; R<sup>7</sup> is H; each R<sup>8</sup> is independently selected from H, halogen, -CN, -OH, Ci-C<sub>6</sub>alkyl, Ci-C<sub>6</sub>fluoroalkyl, Ci-Cefluoroalkoxy, and Ci-Cealkoxy; R<sup>9</sup> is H, halogen, -CN, -OH, -OR<sup>11</sup>, -NHR<sup>11</sup>, -NR<sup>11</sup>R<sup>12</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, Ci-Cealkyl, Ci-C<sub>6</sub>fluoroalkyl, Ci-C<sub>6</sub>fluoroalkoxy, Ci-C<sub>6</sub>alkoxy, d - Ceheteroalkyl, substituted or unsubstituted C<sub>3</sub>-C<sub>6</sub>cycloalkyl, substituted or unsubstituted C<sub>2</sub>-Ceheterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted monocyclic heteroaryl; each R<sup>10</sup> is independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, Ci-C<sub>6</sub>alkyl, Ci-C<sub>6</sub>fluoroalkyl, Ci-C<sub>6</sub>fluoroalkoxy, Ci-C<sub>6</sub>alkoxy, and Ci-C<sub>6</sub>heteroalkyl; X is -O-.

[00134] In some embodiments, R<sup>5</sup> is -OH or -OR<sup>11</sup>; R<sup>9</sup> is -OH or -OR<sup>11</sup>; p is 0 or 1.

[00135] In some embodiments, described herein is a compound of Formula (VIII), or a pharmaceutically acceptable salt, or solvate thereof:



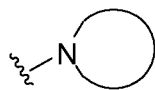
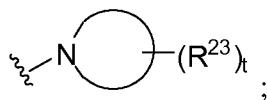
Formula (VIII)

wherein,

$R^2$  is H or  $R^{12}$ ;

$R^3$  is  $-C(=O)R^{12}$ ,  $-C(=O)OR^{12}$ ,  $-C(=O)NHR^{12}$ ,  $-S(=O)_2R^{12}$ , or  $R^{12}$ ;

or  $R^2$  and  $R^3$  are taken together with the N atom to which they are attached to form



is a monocyclic heterocycloalkyl or a bicyclic heterocycloalkyl;

each  $R^{23}$  is independently selected from F, Cl, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

or two  $R^{23}$  on the same carbon atom are taken together with the carbon atom to which they are attached to form  $-C(=O)-$ ;

or two  $R^{23}$  on adjacent carbon atoms are taken together with the carbon atoms to which they are attached to form a C<sub>3</sub>-Cecycloalkyl;

or 1  $R^{23}$  is taken together with  $R^1$  and the intervening atoms connecting  $R^{23}$  to  $R^1$  to form a 5-7 membered ring;

$t$  is 0, 1, 2, 3, or 4;

$R^4$  is H, halogen, -CN, Ci-C<sub>4</sub>alkyl, Ci-C<sub>4</sub>fluoroalkyl, Ci-C<sub>4</sub>alkoxy, Ci-C<sub>4</sub>fluoroalkoxy, C<sub>3</sub>-Cecycloalkyl, C<sub>3</sub>-C<sub>6</sub>fluorocycloalkyl, C<sub>3</sub>-Ceheterocycloalkyl, Ci-Ceheteroalkyl, -Ci-C<sub>4</sub>alkylene-C<sub>3</sub>-C<sub>6</sub>cycloalkyl, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, -C(=O)NHR<sup>12</sup>, or -C(=O)N(R<sup>12</sup>)<sub>2</sub>;

$R^5$  is H, halogen, -CN, -OH, -OR<sup>11</sup>, -NHR<sup>11</sup>, -NR<sup>11</sup>R<sup>12</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, -C(=O)OH, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, -C(=O)N(R<sup>12</sup>)<sub>2</sub>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or

unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Cefluoroalkyl, or substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl, substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

each R<sup>6</sup> is independently selected from halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, -C(=O)OH, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, -C(=O)N(R<sup>12</sup>)<sub>2</sub>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Cefluoroalkyl;

R<sup>7</sup> is H or Ci-C<sub>4</sub>alkyl;

each R<sup>8</sup> is independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

R<sup>9</sup> is H, halogen, -CN, -OH, -OR<sup>11</sup>, -NHR<sup>11</sup>, -NR<sup>11</sup>R<sup>12</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl, substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

each R<sup>10</sup> is independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

each R<sup>11</sup> is independently selected from H, -C(=O)R<sup>12</sup>, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl, substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl), -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl), -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted aryl), and -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted heteroaryl);

each R<sup>12</sup> is independently selected from substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl, substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, -Ci-C<sub>2</sub>alkylene-

(substituted or unsubstituted C<sub>3</sub>-Cycloalkyl), -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl), -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted aryl), and -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted heteroaryl);

Y is -O-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, or -NR<sup>13</sup>-; R<sup>13</sup> is H, -C(=O)R<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted C<sub>3</sub>-C<sub>7</sub>cycloalkyl, or substituted or unsubstituted Ci-Ceheteroalkyl;

X is -O-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, -CH<sub>2</sub>-, -NH- or -N(Ci-C<sub>6</sub>alkyl)-;

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

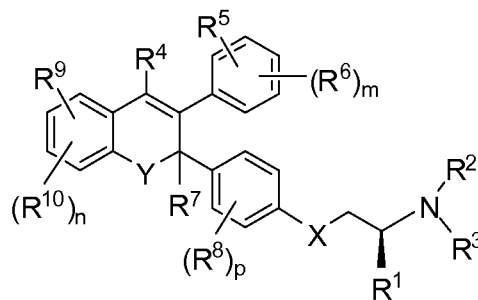
n is 0, 1, or 2;

p is 0, 1, or 2.

[00136] In some embodiments, R<sup>4</sup> is C<sub>1</sub>-C<sub>4</sub>alkyl; R<sup>5</sup> is H, halogen, -CN, -OH, -OR<sup>11</sup>, -NHR<sup>11</sup>, -NR<sup>11</sup>R<sup>12</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, Ci-Cealkyl, Ci-C<sub>6</sub>fluoroalkyl, Ci-C<sub>6</sub>fluoroalkoxy, Ci-C<sub>6</sub>alkoxy, C<sub>1</sub>-Ceheteroalkyl, substituted or unsubstituted C<sub>3</sub>-Cecycloalkyl, substituted or unsubstituted C<sub>2</sub>-Ceheterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted monocyclic heteroaryl; each R<sup>6</sup> is independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, Ci-Cealkyl, Ci-C<sub>6</sub>fluoroalkyl, Ci-C<sub>6</sub>fluoroalkoxy, Ci-C<sub>6</sub>alkoxy, and Ci-C<sub>6</sub>heteroalkyl; R<sup>7</sup> is H; each R<sup>8</sup> is independently selected from H, halogen, -CN, -OH, Ci-Cealkyl, Ci-Cefluoroalkyl, Ci-Cefluoroalkoxy, and Ci-C<sub>6</sub>alkoxy; R<sup>9</sup> is H, halogen, -CN, -OH, -OR<sup>11</sup>, -NHR<sup>11</sup>, -NR<sup>11</sup>R<sup>12</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, Ci-Cealkyl, Ci-Cefluoroalkyl, Ci-C<sub>6</sub>fluoroalkoxy, Ci-C<sub>6</sub>alkoxy, C<sub>1</sub>-Ceheteroalkyl, substituted or unsubstituted C<sub>3</sub>-Cecycloalkyl, substituted or unsubstituted C<sub>2</sub>-Ceheterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted monocyclic heteroaryl; each R<sup>10</sup> is independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, Ci-Cealkyl, Ci-Cefluoroalkyl, Ci-Cefluoroalkoxy, Ci-Cealkoxy, and Ci-Ceheteroalkyl; Y is -O-; X is -O-.

[00137] In some embodiments, R<sup>5</sup> is -OH or -OR<sup>11</sup>; R<sup>9</sup> is -OH or -OR<sup>11</sup>; p is 0 or 1.

[00138] In some embodiments, described herein is a compound of Formula (I), or a pharmaceutically acceptable salt, or solvate thereof:



Formula (I)

wherein,

$R^1$  is H, F, Ci- $C_6$ alkyl, Ci-Cefluoroalkyl,  $C_3$ -Cecycloalkyl,  $C_3$ - $C_6$ fluorocycloalkyl, or Ci-Ceheteroalkyl;

$R^2$  is H or  $R^{12}$ ;

$R^3$  is  $-C(=O)R^{12}$ ,  $-C(=O)OR^{12}$ ,  $-C(=O)NHR^{12}$ ,  $-S(=O)_2R^{12}$ , or  $R^{12}$ ;

5  $R^4$  is H, halogen, -CN, Ci- $C_4$ alkyl, Ci- $C_4$ fluoroalkyl, Ci- $C_4$ alkoxy, Ci- $C_4$ fluoroalkoxy,  $C_3$ -Cecycloalkyl,  $C_3$ - $C_6$ fluorocycloalkyl,  $C_3$ - $C_6$ heterocycloalkyl, Ci-Ceheteroalkyl, -Ci- $C_4$ alkylene- $C_3$ - $C_6$ cycloalkyl,  $-SR^{11}$ ,  $-S(=O)R^{12}$ ,  $-S(=O)_2R^{12}$ ,  $-C(=O)R^{12}$ ,  $-C(=O)NHR^{12}$ , or  $-C(=O)N(R^{12})_2$ ;

10  $R^5$  is H, halogen, -CN, -OH,  $-OR^{11}$ ,  $-NHR^{11}$ ,  $-NR^{11}R^{12}$ ,  $-SR^{11}$ ,  $-S(=O)R^{12}$ ,  $-S(=O)_2R^{12}$ ,  $-C(=O)R^{12}$ ,  $-C(=O)OH$ ,  $-C(=O)OR^{12}$ ,  $-C(=O)NHR^{12}$ ,  $-C(=O)N(R^{12})_2$ , substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Cefluoroalkyl, or substituted or unsubstituted  $C_3$ -Ciocycloalkyl, substituted or unsubstituted  $C_2$ -Cioheterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

15 each  $R^6$  is independently selected from halogen, -CN, -OH,  $-OR^{11}$ ,  $-SR^{11}$ ,  $-S(=O)R^{12}$ ,  $-S(=O)_2R^{12}$ ,  $-C(=O)R^{12}$ ,  $-C(=O)OH$ ,  $-C(=O)OR^{12}$ ,  $-C(=O)NHR^{12}$ ,  $-C(=O)N(R^{12})_2$ , substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Cefluoroalkyl;

$R^7$  is H or Ci- $C_4$ alkyl;

20 each  $R^8$  is independently selected from H, halogen, -CN, -OH,  $-OR^{11}$ ,  $-SR^{11}$ ,  $-S(=O)R^{12}$ ,  $-S(=O)_2R^{12}$ , substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

25  $R^9$  is H, halogen, -CN, -OH,  $-OR^{11}$ ,  $-NHR^{11}$ ,  $-NR^{11}R^{12}$ ,  $-SR^{11}$ ,  $-S(=O)R^{12}$ ,  $-S(=O)_2R^{12}$ , substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted  $C_3$ -Ciocycloalkyl, substituted or unsubstituted  $C_2$ -Cioheterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

30 each  $R^{10}$  is independently selected from H, halogen, -CN, -OH,  $-OR^{11}$ ,  $-SR^{11}$ ,  $-S(=O)R^{12}$ ,  $-S(=O)_2R^{12}$ , substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

each  $R^{11}$  is independently selected from H,  $-C(=O)R^{12}$ ,  $-C(=O)OR^{12}$ ,  $-C(=O)NHR^{12}$ , substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted  $C_3$ -Ciocycloalkyl, substituted or unsubstituted  $C_2$ -Cioheterocycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl,  $-Ci-C_2$ alkylene-(substituted or unsubstituted  $C_3$ -Ciocycloalkyl),  $-Ci-C_2$ alkylene-(substituted or unsubstituted  $C_2$ -Cioheterocycloalkyl),  $-Ci-C_2$ alkylene-(substituted or unsubstituted aryl), and  $-Ci-C_2$ alkylene-(substituted or unsubstituted heteroaryl);

each  $R^{12}$  is independently selected from substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted  $C_3$ -Ciocycloalkyl, substituted or unsubstituted  $C_2$ -Cioheterocycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl,  $-Ci-C_2$ alkylene-(substituted or unsubstituted  $C_3$ -Ciocycloalkyl),  $-Ci-C_2$ alkylene-(substituted or unsubstituted  $C_2$ -Cioheterocycloalkyl),  $-Ci-C_2$ alkylene-(substituted or unsubstituted aryl), and  $-Ci-C_2$ alkylene-(substituted or unsubstituted heteroaryl);

Y is  $-O-$ ,  $-S-$ ,  $-S(=O)-$ ,  $-S(=O)_2-$ , or  $-NR^{13}-$ ;  $R^{13}$  is H,  $-C(=O)R^{12}$ , substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted  $C_3$ -Cvcycloalkyl, or substituted or unsubstituted Ci-Ceheteroalkyl;

X is  $-O-$ ,  $-S-$ ,  $-S(=O)-$ ,  $-S(=O)_2-$ ,  $-CH_2-$ ,  $-NH-$  or  $-N(Ci-C_6\text{alkyl})-$ ;

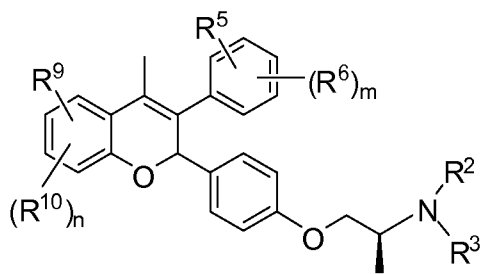
m is 0, 1, 2, 3 or 4;

n is 0, 1, or 2;

p is 0, 1, or 2.

[00139] In some embodiments,  $R^2$  is H, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Ceheteroalkyl, or substituted or unsubstituted Ci-Cefluoroalkyl;  $R^3$  is  $-C(=O)R^{12}$ ,  $-C(=O)OR^{12}$ ,  $-C(=O)NHR^{12}$ ,  $-S(=O)_2R^{12}$ , or  $R^{12}$ ;  $R^4$  is  $C_1$ - $C_4$ alkyl;  $R^7$  is H; Y is  $-O-$ ; X is  $-O-$ .

[00140] In some embodiments, the compound has the following structure:



[00141] In some embodiments,  $R^1$  is H, F,  $Ci-C_6$ alkyl,  $Ci-C_6$ fluoroalkyl,  $C_3$ - $C_6$ cycloalkyl,  $C_3$ -Cefluorocycloalkyl, or Ci-Ceheteroalkyl;  $R^2$  is H or  $R^{12}$ ;  $R^3$  is  $-C(=O)R^{12}$ ,  $-C(=O)OR^{12}$ ,  $-C(=O)NHR^{12}$ ,  $-S(=O)_2R^{12}$ , or  $R^{12}$ .

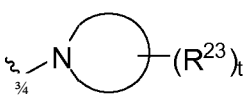


[00142] In some embodiments,  $R^1$  is H, Ci-Cealkyl,  $C_3$ -Cecycloalkyl, or Ci-Ceheteroalkyl;  $R^2$  is H or  $R^{12}$ ;  $R^3$  is  $-C(=O)R^{12}$ ,  $-C(=O)OR^{12}$ ,  $-C(=O)NHR^{12}$ ,  $-S(=O)_2R^{12}$ , or  $R^{12}$ .

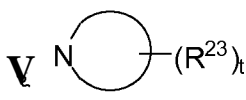
[00143] In some embodiments,  $R^1$  is F, Ci-Cealkyl, Ci-Cefluoroalkyl,  $C_3$ -Cecycloalkyl,  $C_3$ -Cefluorocycloalkyl, or Ci-Ceheteroalkyl;  $R^2$  is H or  $R^{12}$ ;  $R^3$  is  $-C(=O)R^{12}$ ,  $-C(=O)OR^{12}$ ,  $-C(=O)NHR^{12}$ ,  $-S(=O)_2R^{12}$ , or  $R^{12}$ .

[00144] In some embodiments,  $R^1$  is Ci-Cealkyl,  $C_3$ -Cecycloalkyl, or Ci-Ceheteroalkyl;  $R^2$  is H or  $R^{12}$ ;  $R^3$  is  $-C(=O)R^{12}$ ,  $-C(=O)OR^{12}$ ,  $-C(=O)NHR^{12}$ ,  $-S(=O)_2R^{12}$ , or  $R^{12}$ .

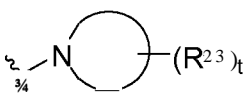
[00145] In some embodiments,  $R^1$  is F, Ci-Cealkyl, Ci-Cefluoroalkyl,  $C_3$ -Cecycloalkyl,  $C_3$ -Cefluorocycloalkyl, or Ci-Ceheteroalkyl;  $R^2$  and  $R^3$  are taken together with the N atom to which they

are attached to form .

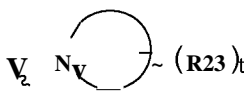
[00146] In some embodiments,  $R^1$  is Ci-Cealkyl,  $C_3$ -Cecycloalkyl, or Ci-Ceheteroalkyl;  $R^2$  and  $R^3$  are

taken together with the N atom to which they are attached to form .

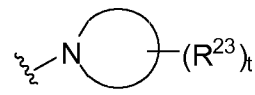
[00147] In some embodiments,  $R^1$  is H, F, Ci-Cealkyl, Ci-Cefluoroalkyl,  $C_3$ -Cecycloalkyl,  $C_3$ -Cefluorocycloalkyl, or Ci-Ceheteroalkyl;  $R^2$  and  $R^3$  are taken together with the N atom to which they

are attached to form ;  $t$  is 1, 2, 3, or 4.

[00148] In some embodiments,  $R^1$  is H, Ci-Cealkyl,  $C_3$ -Cecycloalkyl, or Ci-Ceheteroalkyl;  $R^2$  and  $R^3$  are

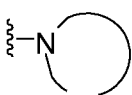
taken together with the N atom to which they are attached to form ;  $t$  is 1, 2, 3, or 4.

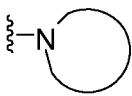
[00149] In some embodiments,  $R^1$  is F, Ci-Cealkyl, Ci-Cefluoroalkyl,  $C_3$ -Cecycloalkyl,  $C_3$ -Cefluorocycloalkyl, or Ci-Ceheteroalkyl;  $R^2$  is H or  $R^{12}$ ;  $R^3$  is  $-C(=O)R^{12}$ ,  $-C(=O)OR^{12}$ ,  $-C(=O)NHR^{12}$ ,  $-S(=O)_2R^{12}$ , or  $R^{12}$ ; or  $R^2$  and  $R^3$  are taken together with the N atom to which they are attached to form

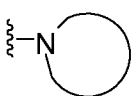
.

[00150] In some embodiments,  $R^1$  is Ci-Cealkyl,  $C_3$ -Cecycloalkyl, or Ci-Ceheteroalkyl;  $R^2$  is H or  $R^{12}$ ;  $R^3$  is  $-C(=O)R^{12}$ ,  $-C(=O)OR^{12}$ ,  $-C(=O)NHR^{12}$ ,  $-S(=O)_2R^{12}$ , or  $R^{12}$ ; or  $R^2$  and  $R^3$  are taken together with

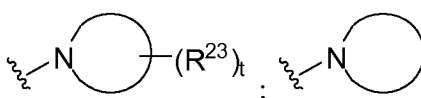
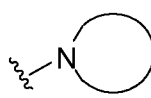
the N atom to which they are attached to form .

[00151] In some embodiments,  is azetidiny, pyrrolidiny, piperidiny, azepanyl, morpholinyl, piperazinyl, 3-azabicyclo[3.1.0]hexan-3-yl, 3-azabicyclo[3.2.0]heptan-3-yl, or octahydrocyclopenta[c]pyrrolyl.

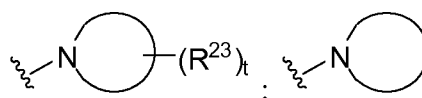
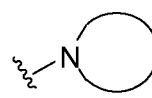
[00152] In some embodiments,  is azetidiny, pyrrolidiny, piperidiny, or azepanyl.

5 [00153] In some embodiments,  is pyrrolidiny.

[00154] In some embodiments,  $R^1$  is Ci-Cealkyl;  $R^2$  and  $R^3$  are taken together with the N atom to which

they are attached to form ;  is a monocyclic heterocycloalkyl; each  $R^{23}$  is independently selected from Cl, -CN, -OH, Ci-C4alkyl, Ci-C4alkoxy, and Ci-C4heteroalkyl.

[00155] In some embodiments,  $R^1$  is H or Ci-Cealkyl;  $R^2$  and  $R^3$  are taken together with the N atom to

10 which they are attached to form ;  is a monocyclic heterocycloalkyl; each  $R^{23}$  is independently selected from Cl, -CN, -OH, Ci-C4alkyl, Ci-C4alkoxy, and Ci-C4heteroalkyl; t is 1, 2, 3, or 4.

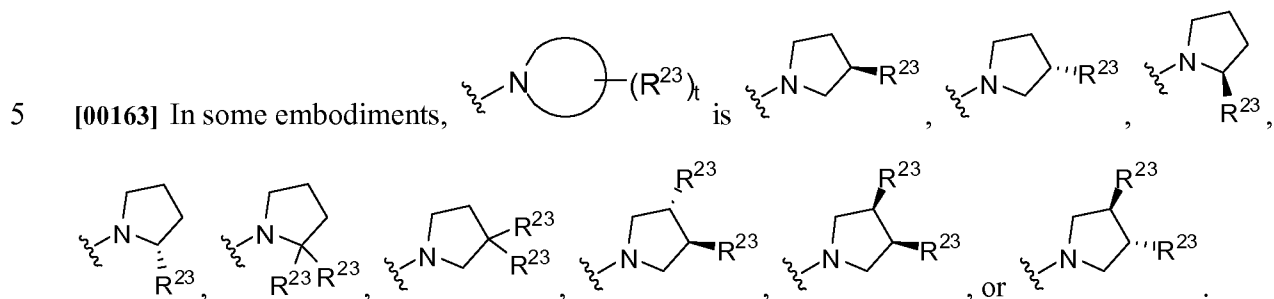
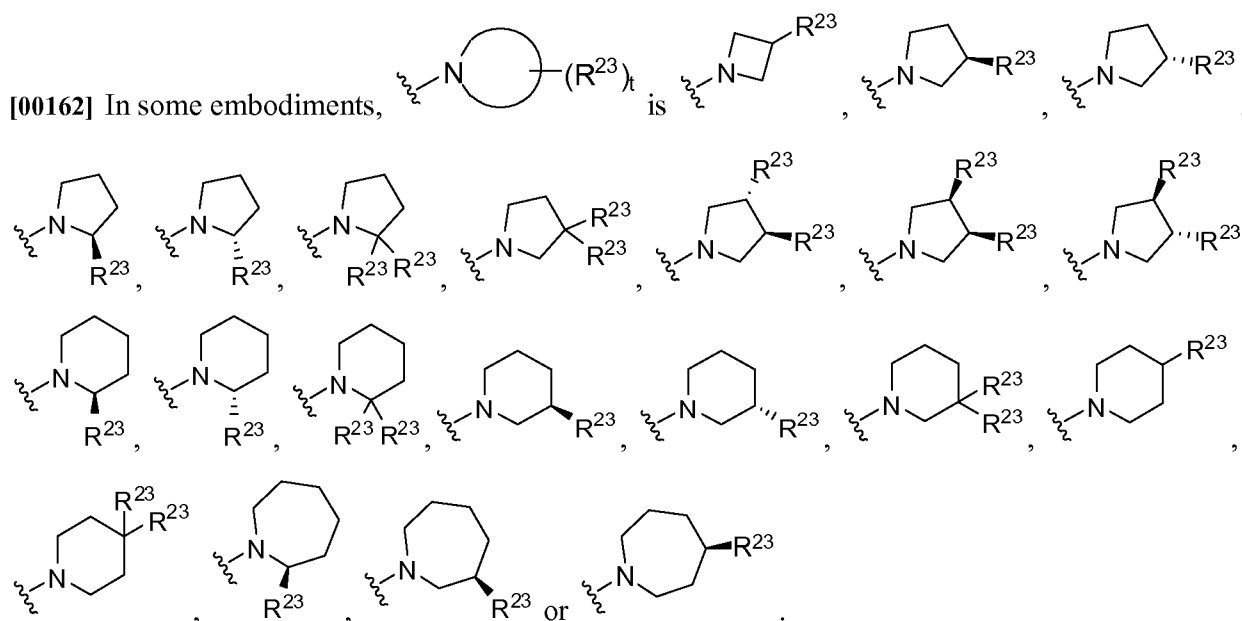
[00156] In some embodiments, each  $R^{23}$  is independently selected from F, Cl, -CN, -OH, Ci-C4alkyl, Ci-C4fluoroalkyl, Ci-C4fluoroalkoxy, Ci-C4alkoxy, and Ci-C4heteroalkyl; or two  $R^{23}$  on the same carbon atom are taken together with the carbon atom to which they are attached to form -C(=O)-; or two  $R^{23}$  on adjacent carbon atoms are taken together with the carbon atoms to which they are attached to form a  $C_3$ -Cecycloalkyl; or 1  $R^{23}$  is taken together with  $R^1$  and the intervening atoms connecting  $R^{23}$  to  $R^1$  to form a 5-7 membered ring.

15 [00157] In some embodiments, each  $R^{23}$  is independently selected from F, Cl, -CN, -OH, Ci-C4alkyl, Ci-C4fluoroalkyl, Ci-C4fluoroalkoxy, Ci-C4alkoxy, and Ci-C4heteroalkyl. In some embodiments, each  $R^{23}$  is independently selected from Cl, -CN, -OH, Ci-C4alkyl, Ci-C4alkoxy, and Ci-C4heteroalkyl.

[00158] In some embodiments, each  $R^{23}$  is independently selected from Cl, -CN, -OH, Ci-C4alkyl, Ci-C4alkoxy, and Ci-C4heteroalkyl; or two  $R^{23}$  on the same carbon atom are taken together with the carbon atom to which they are attached to form -C(=O)-; or two  $R^{23}$  on adjacent carbon atoms are taken together with the carbon atoms to which they are attached to form a  $C_3$ -Cecycloalkyl; or 1  $R^{23}$  is taken together with  $R^1$  and the intervening atoms connecting  $R^{23}$  to  $R^1$  to form a 5-7 membered ring.

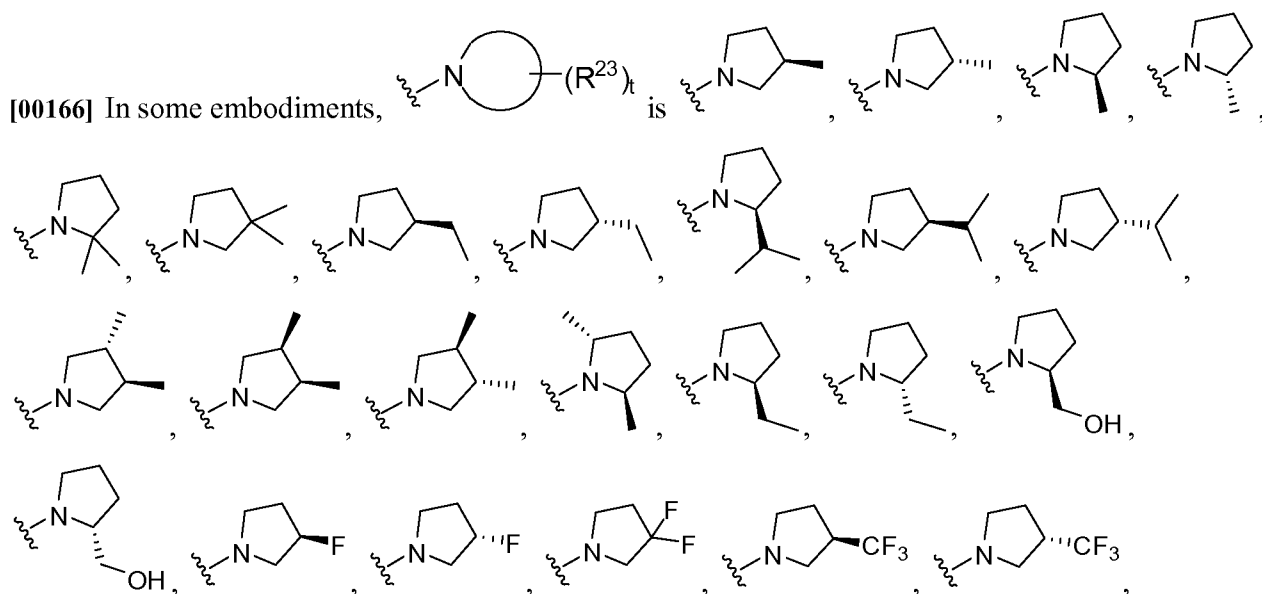
25 [00159] In some embodiments, each  $R^{23}$  is independently selected from Cl, -CN, -OH, Ci-C4alkyl, Ci-C4alkoxy, and Ci-C4heteroalkyl.



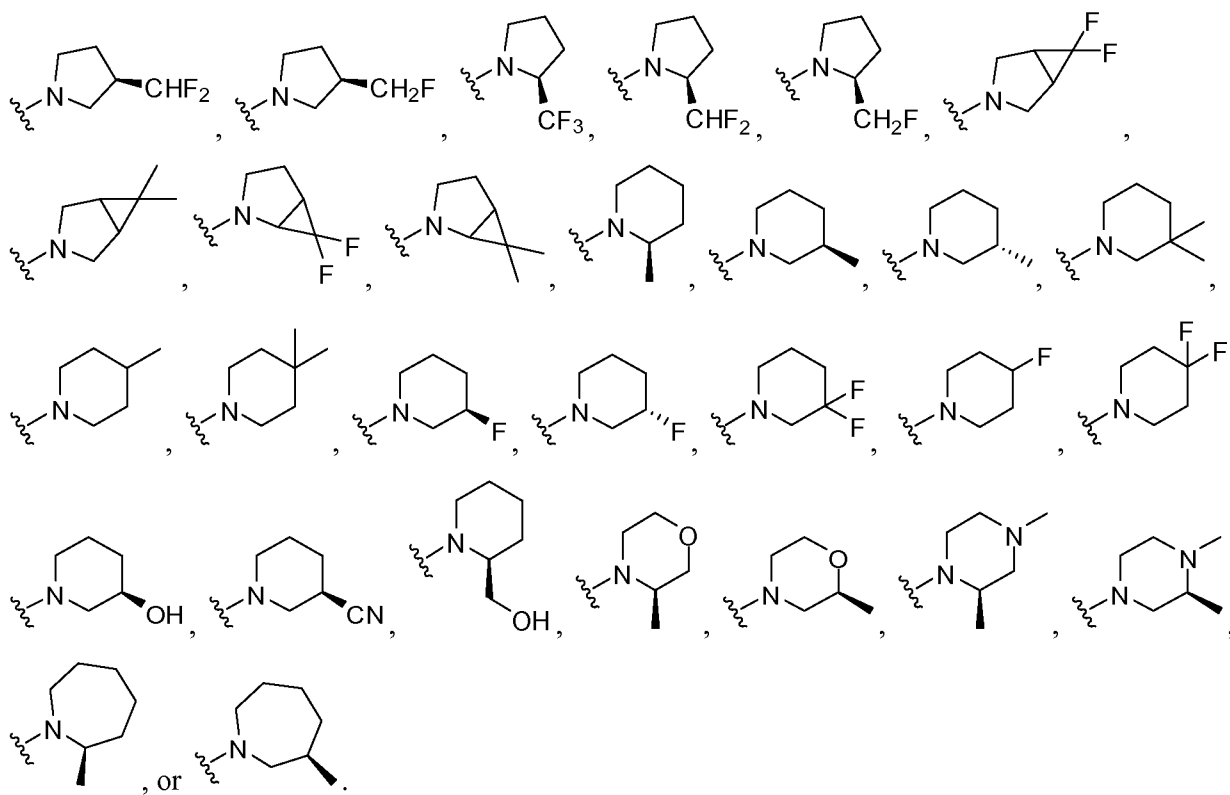


[00164] In some embodiments, each  $\text{R}^{23}$  is independently selected from F, Cl, -CN, -OH, -CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>3</sub>, -CH(CH<sub>3</sub>)<sub>2</sub>, -CF<sub>3</sub>, -CH<sub>2</sub>CF<sub>3</sub>, -OCF<sub>3</sub>, -OCH<sub>2</sub>CF<sub>3</sub>, -OCH<sub>3</sub>, -OCH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>OCH<sub>3</sub>, -CH<sub>2</sub>OCH<sub>2</sub>CH<sub>3</sub>, and -CH<sub>2</sub>OH.

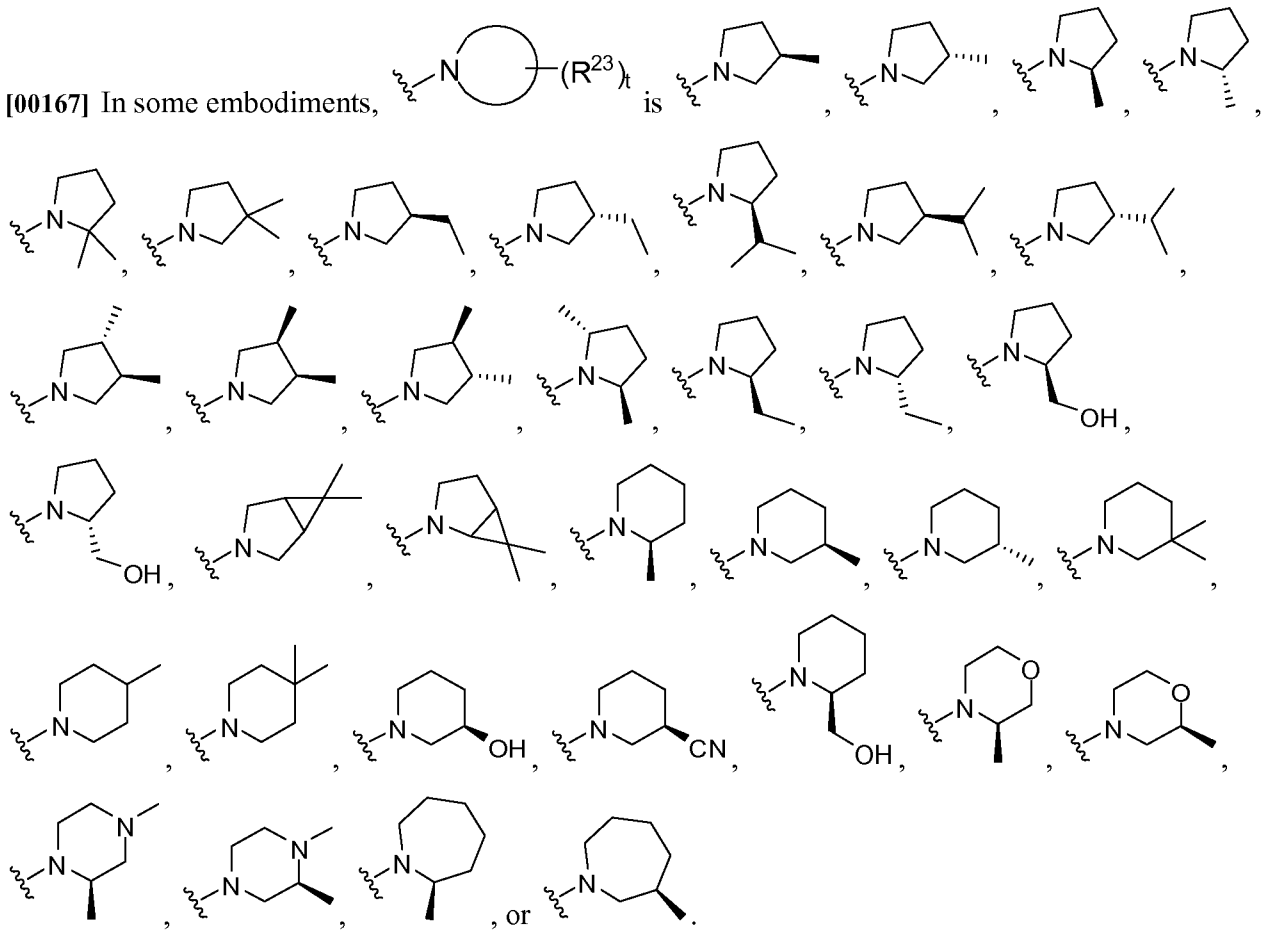
10 [00165] In some embodiments, each  $\text{R}^{23}$  is independently selected from Cl, -CN, -OH, -CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>3</sub>, -CH(CH<sub>3</sub>)<sub>2</sub>, -OCH<sub>3</sub>, -OCH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>OCH<sub>3</sub>, -CH<sub>2</sub>OCH<sub>2</sub>CH<sub>3</sub>, and -CH<sub>2</sub>OH.

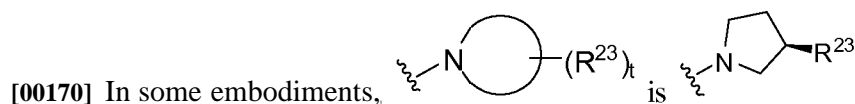
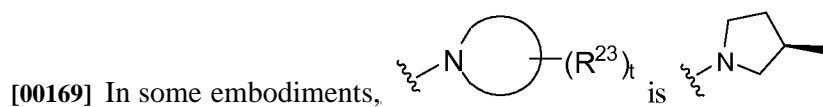
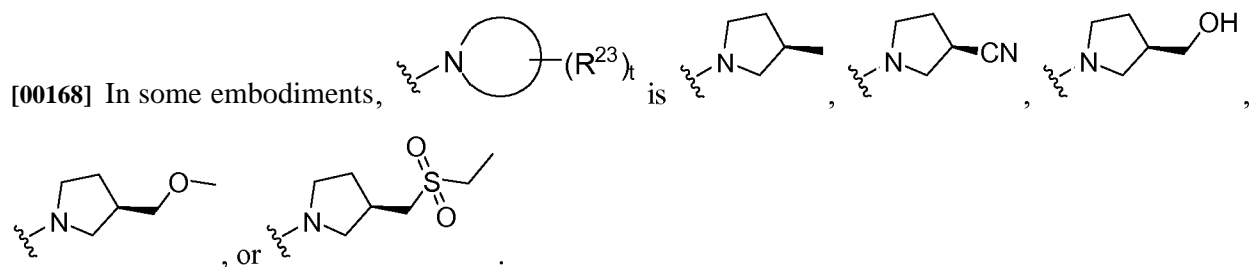


15



[00167] In some embodiments,  $\text{N}(\text{R}^{23})_t$  is





5 [00171] In some embodiments,  $R^{23}$  is  $-\text{CH}_3$ .

[00172] In some embodiments,  $R^2$  and  $R^3$  are taken together with the N atom to which they are attached to form substituted or unsubstituted pyrrolidinyl.

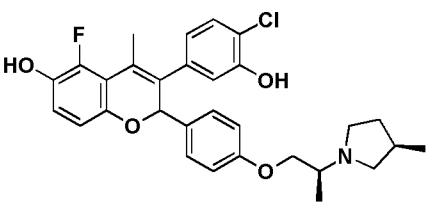
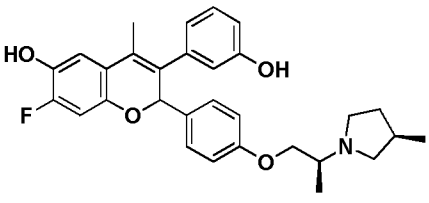
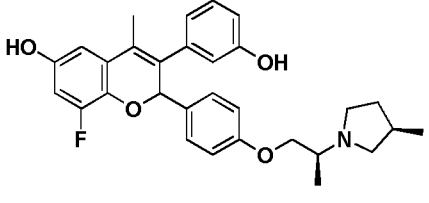
[00173] In some embodiments,  $R^1$  is  $-\text{CH}_3$ ;  $R^4$  is  $-\text{CH}_3$ .

[00174] In some embodiments,  $R^1$  is  $-\text{CH}_3$ ; and  $R^{23}$  is  $-\text{CH}_3$ .

10 [00175] In some embodiments,  $R^1$  is  $-\text{CH}_3$ ;  $R^4$  is  $-\text{CH}_3$ ; and  $R^{23}$  is  $-\text{CH}_3$ .

[00176] Compounds of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), include, but are not limited to, compounds in the following tables.

Table 1.

Structure	Name
	3-(4-chloro-3-hydroxyphenyl)-5-fluoro-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	7-fluoro-3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	8-fluoro-3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol

Structure	Name
	5-chloro-3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	7-chloro-3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	8-chloro-3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-4,5-dimethyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-4,7-dimethyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-4,8-dimethyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-5-(trifluoromethyl)-2H-chromen-6-ol

Structure	Name
	3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-7-(trifluoromethyl)-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-8-(trifluoromethyl)-2H-chromen-6-ol
	5-ethynyl-3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	7-ethynyl-3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	8-ethynyl-3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-5-vinyl-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-7-vinyl-2H-chromen-6-ol



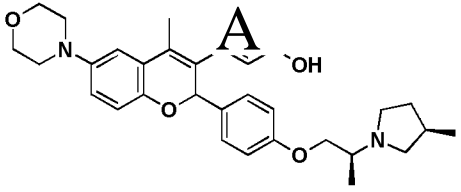
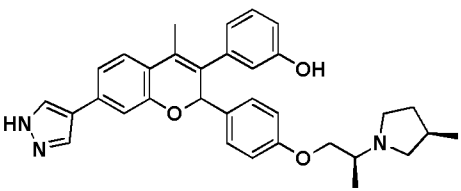
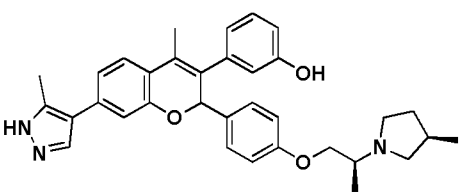
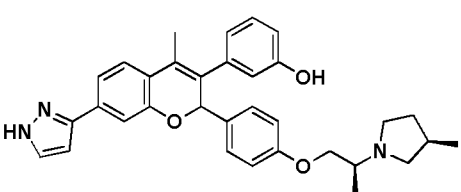
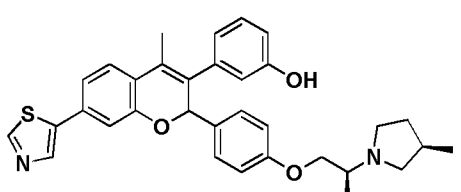
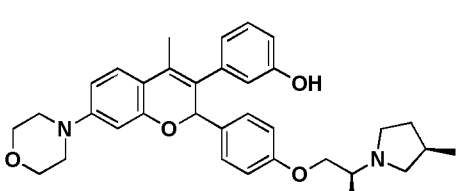
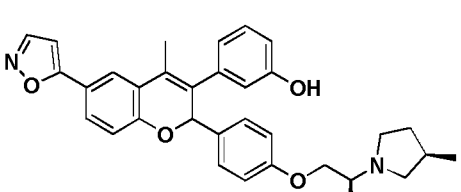
Structure	Name
	3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-8-vinyl-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-5-methoxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-7-methoxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-8-methoxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	6-hydroxy-3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromene-5-carbonitrile
	6-hydroxy-3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromene-7-carbonitrile
	6-hydroxy-3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromene-8-carbonitrile

Structure	Name
	3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-5-(methylsulfonyl)-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-7-(methylsulfonyl)-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-8-(methylsulfonyl)-2H-chromen-6-ol
	3-(6-(fluoromethyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)phenol
	3-(6-(difluoromethyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)phenol
	3-(4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-6-(trifluoromethyl)-2H-chromen-3-yl)phenol
	3-(6-((2-hydroxyethyl)amino)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)phenol

Structure	Name
	3-(6-((2-methoxyethyl)amino)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)phenol
	3-(6-(2-methoxyethoxy)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)phenol
	3-(6-(2-hydroxyethoxy)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)phenol
	3-(6-(3-hydroxypropoxy)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)phenol
	3-(7-((2-hydroxyethyl)amino)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)phenol
	3-(7-((2-hydroxyethyl)(methyl)amino)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)phenol
	3-((3-(3-Hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-yl)oxy)propane-1,2-diol

Table 2.

Structure	Name
	3-(4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-6-(1H-pyrazol-5-yl)-2H-chromen-3-yl)phenol
	3-(4-methyl-6-(4-methyl-1H-pyrazol-5-yl)-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)phenol
	3-(4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-6-(1H-pyrazol-4-yl)-2H-chromen-3-yl)phenol
	3-(6-(1H-imidazol-4-yl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)phenol
	3-(6-(isothiazol-5-yl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)phenol
	3-(4-methyl-6-(4-methylisothiazol-5-yl)-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)phenol
	3-(4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-6-(thiazol-5-yl)-2H-chromen-3-yl)phenol

Structure	Name
	3-(4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-6-morpholino-2H-chromen-3-yl)phenol
	3-(4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-7-(1H-pyrazol-4-yl)-2H-chromen-3-yl)phenol
	3-(4-methyl-7-(5-methyl-1H-pyrazol-4-yl)-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)phenol
	3-(4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-7-(1H-pyrazol-3-yl)-2H-chromen-3-yl)phenol
	<b>3-(4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-7-(thiazol-5-yl)-2H-chromen-3-yl)phenol</b>
	3-(4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-7-morpholino-2H-chromen-3-yl)phenol
	3-(6-(isoxazol-5-yl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)phenol

Structure	Name
	3-(4-methyl-7-(4-methylisoxazol-3-yl)-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)phenol
	3-(4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-6-(pyridin-2-yl)-2H-chromen-3-yl)phenol
	3-(4-methyl-6-(3-methylpyridin-2-yl)-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)phenol
	3-(4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-6-(pyrazin-2-yl)-2H-chromen-3-yl)phenol
	3-(4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-6-(pyrimidin-4-yl)-2H-chromen-3-yl)phenol
	<b>3-(4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-7-(pyridin-3-yl)-2H-chromen-3-yl)phenol</b>
	3-(4-methyl-7-(2-methylpyridin-3-yl)-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)phenol

Table 3.

Structure	Name
	3-(3-hydroxyphenyl)-2,4-dimethyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	4-fluoro-3-(3-hydroxyphenyl)-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	4-chloro-3-(3-hydroxyphenyl)-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-4-iodo-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-4-(trideuteriomethyl)-2H-chromen-6-ol
	4-(fluoromethyl)-3-(3-hydroxyphenyl)-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol

Structure	Name
	4-(difluoromethyl)-3-(3-hydroxyphenyl)-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	5-fluoro-3-(3-hydroxyphenyl)-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-4-(trifluoromethyl)-2H-chromen-6-ol
	4-ethyl-3-(3-hydroxyphenyl)-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-4-propyl-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-4-isobutyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-4-isopropyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-4-(2,2,2-trifluoroethyl)-2H-chromen-6-ol



Structure	Name
	3-(3-hydroxyphenyl)-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-4-vinyl-2H-chromen-6-ol
	4-ethynyl-3-(3-hydroxyphenyl)-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	6-hydroxy-3-(3-hydroxyphenyl)-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromene-4-carbonitrile
	3-(3-hydroxyphenyl)-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-4-(methylsulfonyl)-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-4-methoxy-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	4-cyclopropyl-3-(3-hydroxyphenyl)-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	4-(cyclopropylmethyl)-3-(3-hydroxyphenyl)-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol

Structure	Name
	4-(1-fluorocyclopropyl)-3-(3-hydroxyphenyl)-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	4-cyclobutyl-3-(3-hydroxyphenyl)-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	4-(1-fluorocyclobutyl)-3-(3-hydroxyphenyl)-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-4-(oxetan-3-yl)-2H-chromen-6-ol
	4-cyclopentyl-3-(3-hydroxyphenyl)-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	4-(1-fluorocyclopentyl)-3-(3-hydroxyphenyl)-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	4-cyclohexyl-3-(3-hydroxyphenyl)-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol

Structure	Name
	4-(1-fluorocyclohexyl)-3-(3-hydroxyphenyl)-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	4-(cyclopropylmethyl)-3-(3-hydroxyphenyl)-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-thiochromen-6-ol
	6-hydroxy-3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-thiochromene 1-oxide
	6-hydroxy-3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-thiochromene 1,1-dioxide
	3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-1,2-dihydroquinolin-6-ol
	3-(3-hydroxyphenyl)-1,4-dimethyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-1,2-dihydroquinolin-6-ol

Structure	Name
	1-ethyl-3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-1,2-dihydroquinolin-6-ol
	3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-1-propyl-1,2-dihydroquinolin-6-ol
	1-cyclopropyl-3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-1,2-dihydroquinolin-6-ol
	1-cyclobutyl-3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-1,2-dihydroquinolin-6-ol
	1-cyclopentyl-3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-1,2-dihydroquinolin-6-ol
	3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-1-(2,2,2-trifluoroethyl)-1,2-dihydroquinolin-6-ol
	1-(6-hydroxy-3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)quinolin-1(2H)-yl)ethanone

Structure	Name
	2-hydroxy-1-(6-hydroxy-3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)quinolin-1(2H)-yl)ethanone
	1-(2-hydroxyethyl)-3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-1,2-dihydroquinolin-6-ol

Table 4.

Structure	Name
	4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-3-(2-(methylsulfonyl)phenyl)-2H-chromen-6-ol
	4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-3-(3-(methylsulfonyl)phenyl)-2H-chromen-6-ol
	3-(2-fluoro-4-(methylsulfonyl)phenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	2-(6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)benzonitrile

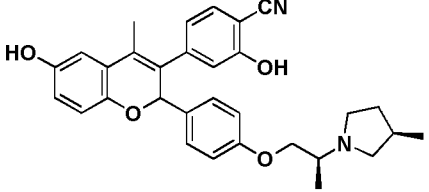
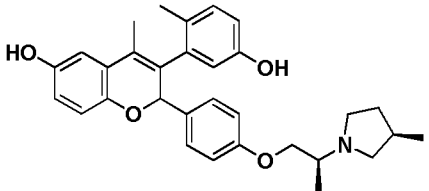
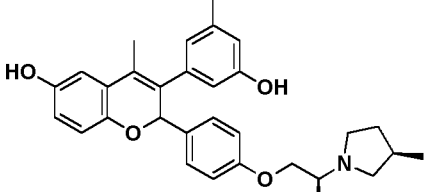
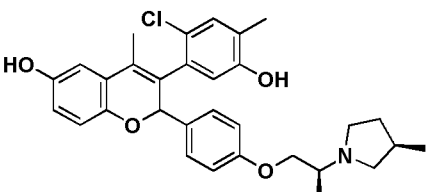
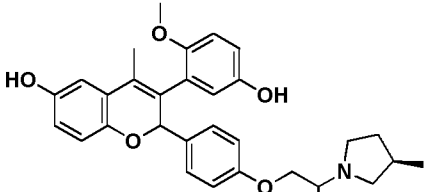
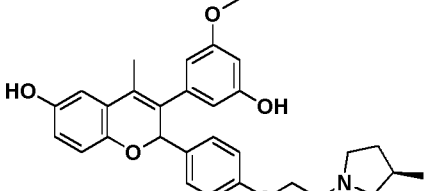
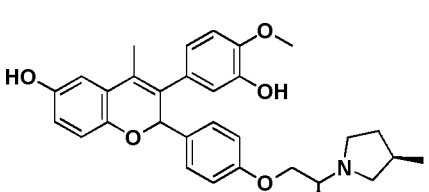
Structure	Name
	3-(6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)benzonitrile
	4-(6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)benzonitrile
	4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-3-(2-((trifluoromethyl)sulfonyl)phenyl)-2H-chromen-6-ol
	4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-3-(3-((trifluoromethyl)sulfonyl)phenyl)-2H-chromen-6-ol
	4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-3-(4-((trifluoromethyl)sulfonyl)phenyl)-2H-chromen-6-ol
	2-(6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)benzoic acid
	3-(6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)benzoic acid

Structure	Name
	4-(6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)benzoic acid
	2-(6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)benzamide
	3-(6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)benzamide
	4-(6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)benzamide
	2-(6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)-N-methylbenzamide
	3-(6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)-N-methylbenzamide
	4-(6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)-N-methylbenzamide

Structure	Name
	2-(6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)-N,N-dimethylbenzamide
	3-(6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)-N,N-dimethylbenzamide
	4-(6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)-N,N-dimethylbenzamide
	3-(5-hydroxy-2-(methylsulfonyl)phenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-hydroxy-5-(methylsulfonyl)phenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-hydroxy-4-(methylsulfonyl)phenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(4-chloro-2-fluoro-5-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol



Structure	Name
	3-(4-chloro-3-fluoro-5-hydroxyphenyl)- 4-methyl-2-(4-((S)-2-((R)-3- methylpyrrolidin- 1-yl)propoxy)phenyl)- 2H-chromen-6-ol
	3-(3-chloro-4-fluoro-5-hydroxyphenyl)- 4-methyl-2-(4-((S)-2-((R)-3- methylpyrrolidin- 1-yl)propoxy)phenyl)- 2H-chromen-6-ol
	3-(2-chloro-5-hydroxyphenyl)-4-methyl- 2-(4-((S)-2-((R)-3-methylpyrrolidin- 1- yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-chloro-5-hydroxyphenyl)-4-methyl- 2-(4-((S)-2-((R)-3-methylpyrrolidin- 1- yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(4-chloro-3-hydroxyphenyl)-4-methyl- 2-(4-((S)-2-((R)-3-methylpyrrolidin- 1- yl)propoxy)phenyl)-2H-chromen-6-ol
	4-hydroxy-2-(6-hydroxy-4-methyl-2-(4- ((S)-2-((R)-3-methylpyrrolidin- 1- yl)propoxy)phenyl)-2H-chromen-3- yl)benzonitrile
	3-hydroxy-5-(6-hydroxy-4-methyl-2-(4- ((S)-2-((R)-3-methylpyrrolidin- 1- yl)propoxy)phenyl)-2H-chromen-3- yl)benzonitrile

Structure	Name
	2-hydroxy-4-(6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)benzonitrile
	3-(5-hydroxy-2-methylphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-hydroxy-5-methylphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(2-chloro-5-hydroxy-4-methylphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(5-hydroxy-2-methoxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-hydroxy-5-methoxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-hydroxy-4-methoxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol

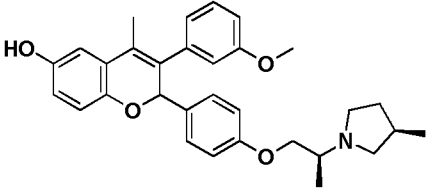
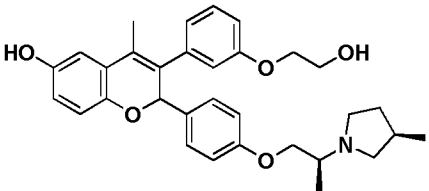
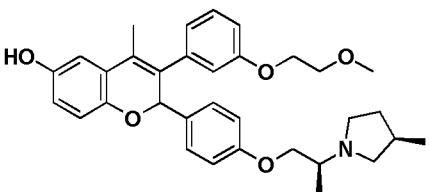
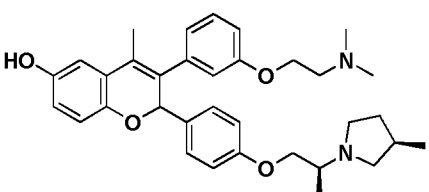
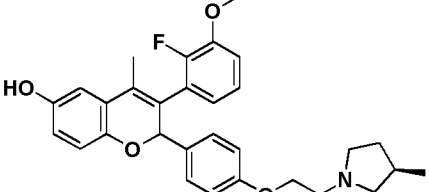
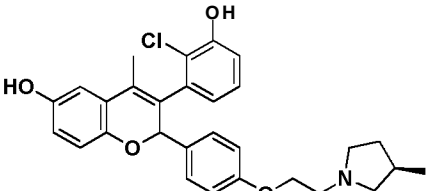
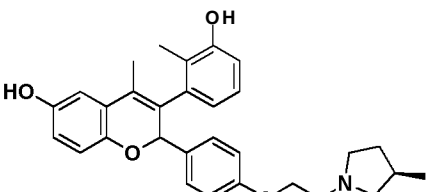
Structure	Name
	3-(5-hydroxy-2-(trifluoromethyl)phenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-hydroxy-5-(trifluoromethyl)phenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(2-chloro-5-hydroxy-4-(trifluoromethyl)phenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(2-chlorophenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-chlorophenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(2,4-dichloro-5-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(2-chloro-3-fluorophenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol

Structure	Name
	3-(2-chloro-4-fluoro-5-methoxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(2-chloro-5-fluorophenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(5-hydroxy-2-vinylphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-hydroxy-5-vinylphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-hydroxy-4-vinylphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(2-ethynyl-5-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-ethynyl-5-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol

Structure	Name
	3-(4-ethynyl-3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(5-fluoro-4-hydroxy-2-methylphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-fluoro-4-hydroxy-5-methylphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(4-hydroxy-2-methoxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(4-hydroxy-3-methoxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(4-hydroxy-2-(trifluoromethyl)phenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(4-hydroxy-3-(trifluoromethyl)phenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol

Structure	Name
	5-hydroxy-2-(6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)benzonitrile
	2-hydroxy-5-(6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)benzonitrile
	3-(4-hydroxy-2-(methylsulfonyl)phenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(4-hydroxy-3-(methylsulfonyl)phenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(2-chloro-4-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-chloro-4-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(4-hydroxy-2-vinylphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol

Structure	Name
	3-(4-hydroxy-3-vinylphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(2-ethynyl-4-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-ethynyl-4-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(4-chloro-2-fluoro-3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(2-chloro-4-fluoro-3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(2,4-difluoro-3-hydroxy-6-methylphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(2,4-dichloro-3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol

Structure	Name
	3-(3-methoxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-(2-hydroxyethoxy)phenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-(2-methoxyethoxy)phenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-(2-(dimethylamino)ethoxy)phenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(2-fluoro-3-methoxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(2-chloro-3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-hydroxy-2-methylphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol



Structure	Name
	2-hydroxy-6-(6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)benzonitrile
	3-(3-(fluoromethyl)phenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-(difluoromethyl)phenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-3-(3-(trifluoromethyl)phenyl)-2H-chromen-6-ol
	3-(4-(fluoromethyl)phenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(4-(difluoromethyl)phenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-3-(4-(trifluoromethyl)phenyl)-2H-chromen-6-ol

Structure	Name
	3-(3-Hydroxy-2-(methylsulfonyl)phenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-Hydroxy-2-methoxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(4-Methoxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(4-(Difluoromethyl)-3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-(Difluoromethyl)-4-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-(6-Hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)phenoxy)propane-1,2-diol

Table 5.

Structure	Name
	4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-3-(3-(pyrrolidin-1-yl)phenyl)-2H-chromen-6-ol
	3-(3-(1H-pyrrol-1-yl)phenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-(1H-pyrazol-1-yl)phenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	4-methyl-3-(3-(3-methyl-1H-pyrazol-1-yl)phenyl)-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-(1H-pyrazol-4-yl)phenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-(1H-imidazol-1-yl)phenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-(isothiazol-4-yl)phenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol

Structure	Name
	3-(3-(isoxazol-4-yl)phenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-3-(3-(thiazol-5-yl)phenyl)-2H-chromen-6-ol
	4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-3-(3-(oxazol-5-yl)phenyl)-2H-chromen-6-ol
	4-methyl-3-(3-(2-methyl-1H-imidazol-1-yl)phenyl)-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-3-(3-morpholinophenyl)-2H-chromen-6-ol
	4-methyl-3-(2-methyl-3-(pyrrolidin-1-yl)phenyl)-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(2-chloro-3-(pyrrolidin-1-yl)phenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol

Structure	Name
	3-(2-chloro-3-(1H-imidazol-1-yl)phenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	4-methyl-3-(3-(4-methyl-1H-imidazol-1-yl)phenyl)-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-(1H-imidazol-1-yl)-2-methylphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-3-(3-(pyridin-2-yl)phenyl)-2H-chromen-6-ol
	4-methyl-3-(3-(4-methylpyridin-3-yl)phenyl)-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-3-(3-(pyrazin-2-yl)phenyl)-2H-chromen-6-ol

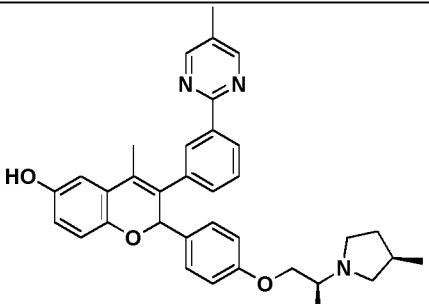
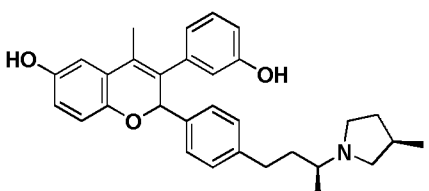
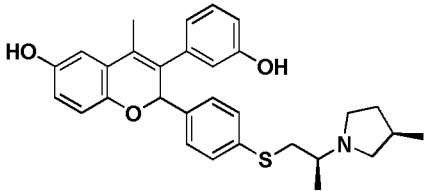
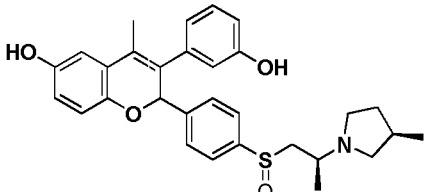
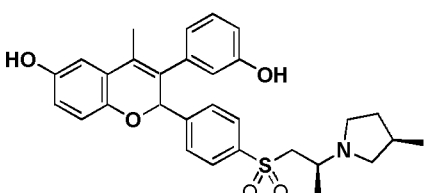
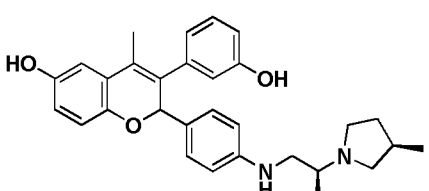
Structure	Name
	4-methyl-3-(3-(5-methylpyrimidin-2-yl)phenyl)-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol

Table 6.

Structure	Name
	3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-3-((R)-3-methylpyrrolidin-1-yl)butyl)phenyl)-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-4-methyl-2-(4-(((S)-2-((R)-3-methylpyrrolidin-1-yl)propyl)thio)phenyl)-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-4-methyl-2-(4-(((S)-2-((R)-3-methylpyrrolidin-1-yl)propyl)sulfinyl)phenyl)-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-4-methyl-2-(4-(((S)-2-((R)-3-methylpyrrolidin-1-yl)propyl)sulfonyl)phenyl)-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-4-methyl-2-(4-(((S)-2-((R)-3-methylpyrrolidin-1-yl)propyl)amino)phenyl)-2H-chromen-6-ol

Structure	Name
	3-(3-hydroxyphenyl)-4-methyl-2-(4-(methyl((S)-2-((R)-3-methylpyrrolidin-1-yl)propyl)amino)phenyl)-2H-chromen-6-ol
	2-(4-(ethyl((S)-2-((R)-3-methylpyrrolidin-1-yl)propyl)amino)phenyl)-3-(3-hydroxyphenyl)-4-methyl-2H-chromen-6-ol

Table 7.

Structure	Name
	2-(2,5-difluoro-4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-3-(3-hydroxyphenyl)-4-methyl-2H-chromen-6-ol
	2-(3-fluoro-4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-3-(3-hydroxyphenyl)-4-methyl-2H-chromen-6-ol
	2-(2-chloro-4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-3-(3-hydroxyphenyl)-4-methyl-2H-chromen-6-ol
	2-(3-chloro-4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-3-(3-hydroxyphenyl)-4-methyl-2H-chromen-6-ol

Structure	Name
	3-(3-hydroxyphenyl)-4-methyl-2-(2-methyl-4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-4-methyl-2-(3-methyl-4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)-2-(trifluoromethyl)phenyl)-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)-3-(trifluoromethyl)phenyl)-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-2-(2-methoxy-4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-4-methyl-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-2-(3-methoxy-4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-4-methyl-2H-chromen-6-ol
	2-(6-hydroxy-3-(3-hydroxyphenyl)-4-methyl-2H-chromen-2-yl)-5-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)benzonitrile



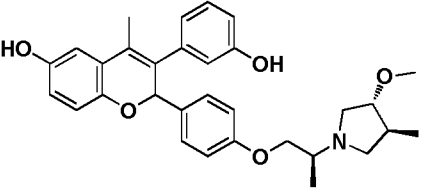
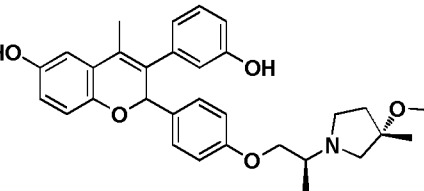
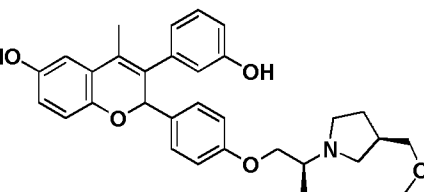
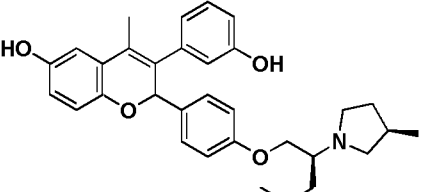
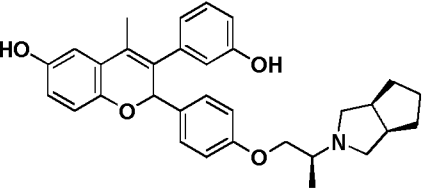
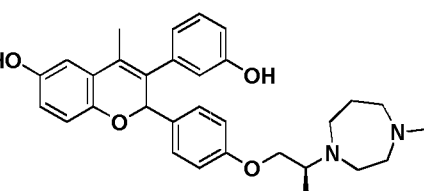
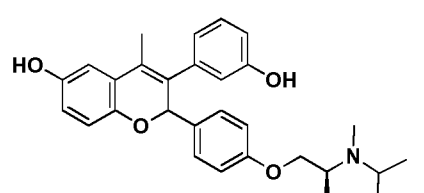
Structure	Name
	5-(6-hydroxy-3-(3-hydroxyphenyl)-4-methyl-2H-chromen-2-yl)-2-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)benzonitrile
	3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)-2-vinylphenyl)-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)-3-vinylphenyl)-2H-chromen-6-ol
	2-(2-ethynyl-4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-3-(3-hydroxyphenyl)-4-methyl-2H-chromen-6-ol
	2-(3-ethynyl-4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-3-(3-hydroxyphenyl)-4-methyl-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)-2-(methylsulfonyl)phenyl)-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)-3-(methylsulfonyl)phenyl)-2H-chromen-6-ol

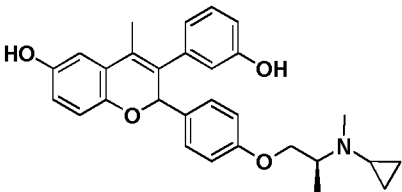
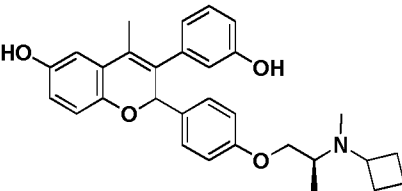
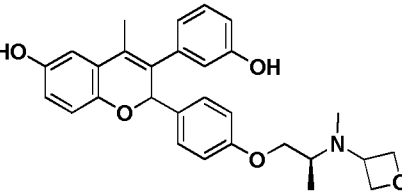
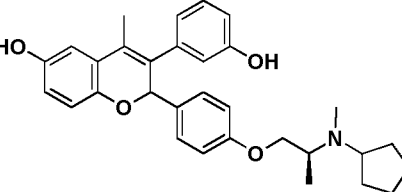
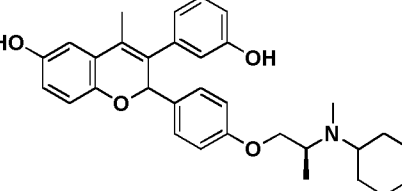
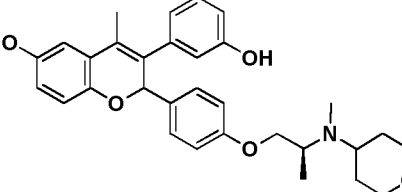
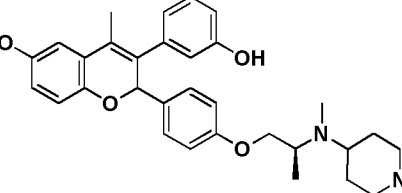
Table 8.

Structure	Name
	2-(4-(6-hydroxy-3-(3-hydroxyphenyl)-4-methyl-2H-chromen-2-yl)phenoxy)-1-((R)-3-methylpyrrolidin-1-yl)ethanone
	3-(3-hydroxyphenyl)-4-methyl-2-(4-(((5S,8aR)-octahydroindolizin-5-yl)methoxy)phenyl)-2H-chromen-6-ol
	2-(4-((S)-2-((2R,5R)-2,5-dimethylpyrrolidin-1-yl)propoxy)phenyl)-3-(3-hydroxyphenyl)-4-methyl-2H-chromen-6-ol
	2-(4-((S)-2-((3R,4R)-3,4-dimethylpyrrolidin-1-yl)propoxy)phenyl)-3-(3-hydroxyphenyl)-4-methyl-2H-chromen-6-ol
	2-(4-((S)-2-((1R,5S)-2-azabicyclo[3.1.0]hexan-2-yl)propoxy)phenyl)-3-(3-hydroxyphenyl)-4-methyl-2H-chromen-6-ol
	2-(4-((2S)-2-(3-azabicyclo[3.1.0]hexan-3-yl)propoxy)phenyl)-3-(3-hydroxyphenyl)-4-methyl-2H-chromen-6-ol

Structure	Name
	2-(4-((2S)-2-(3-azabicyclo[3.2.0]heptan-3-yl)propoxy)phenyl)-3-(3-hydroxyphenyl)-4-methyl-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylmorpholino)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-(4-methylpiperazin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	1-((2S)-1-(4-(6-hydroxy-3-(3-hydroxyphenyl)-4-methyl-2H-chromen-2-yl)phenoxy)propan-2-yl)pyrrolidin-3-one
	2-(4-((S)-2-((S)-2-(hydroxymethyl)pyrrolidin-1-yl)propoxy)phenyl)-3-(3-hydroxyphenyl)-4-methyl-2H-chromen-6-ol
	1-((2S)-1-(4-(6-hydroxy-3-(3-hydroxyphenyl)-4-methyl-2H-chromen-2-yl)phenoxy)propan-2-yl)pyrrolidin-2-one
	(3R)-1-((2S)-1-(4-(6-hydroxy-3-(3-hydroxyphenyl)-4-methyl-2H-chromen-2-yl)phenoxy)propan-2-yl)pyrrolidin-3-ol

Structure	Name
	(3R)-1-((2S)-1-(4-(6-hydroxy-3-(3-hydroxyphenyl)-4-methyl-2H-chromen-2-yl)phenoxy)propan-2-yl)pyrrolidine-3-carbonitrile
	3-(3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-(methylsulfonyl)pyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	2-((2S)-1-(4-(6-hydroxy-3-(3-hydroxyphenyl)-4-methyl-2H-chromen-2-yl)phenoxy)propan-2-yl)isothiazolidine 1,1-dioxide
	(3R,4S)-1-((2S)-1-(4-(6-hydroxy-3-(3-hydroxyphenyl)-4-methyl-2H-chromen-2-yl)phenoxy)propan-2-yl)-4-methylpyrrolidin-3-ol
	(3S)-1-((2S)-1-(4-(6-hydroxy-3-(3-hydroxyphenyl)-4-methyl-2H-chromen-2-yl)phenoxy)propan-2-yl)-3-methylpyrrolidin-3-ol
	2-(4-((S)-2-((R)-3-(hydroxymethyl)pyrrolidin-1-yl)propoxy)phenyl)-3-(3-hydroxyphenyl)-4-methyl-2H-chromen-6-ol
	2-(4-((S)-3-hydroxy-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-3-(3-hydroxyphenyl)-4-methyl-2H-chromen-6-ol

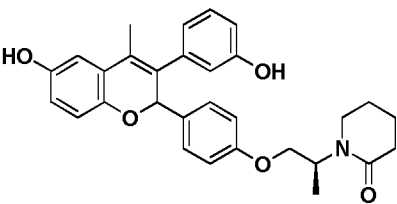
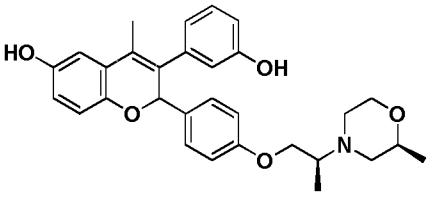
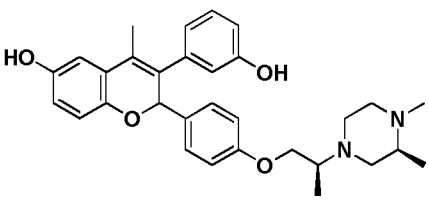
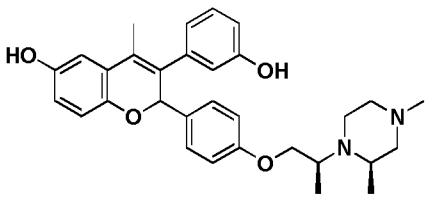
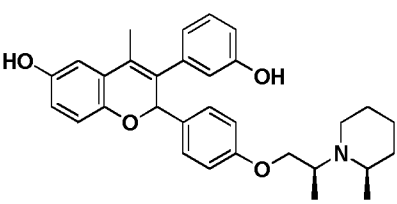
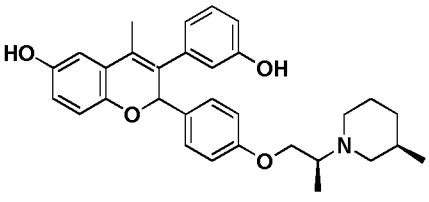
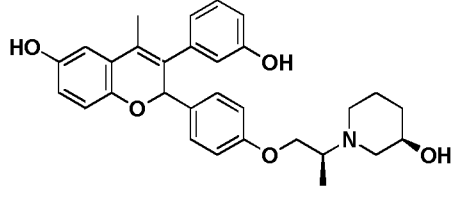
Structure	Name
	3-(3-hydroxyphenyl)-2-(4-((S)-2-((3R,4S)-3-methoxy-4-methylpyrrolidin-1-yl)propoxy)phenyl)-4-methyl-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-2-(4-((S)-2-((S)-3-methoxy-3-methylpyrrolidin-1-yl)propoxy)phenyl)-4-methyl-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-2-(4-((S)-2-((R)-3-(methoxymethyl)pyrrolidin-1-yl)propoxy)phenyl)-4-methyl-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-2-(4-((S)-3-methoxy-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-4-methyl-2H-chromen-6-ol
	2-(4-((S)-2-((3aR,6aS)-hexahydrocyclopenta[c]pyrrol-2(1H)-yl)propoxy)phenyl)-3-(3-hydroxyphenyl)-4-methyl-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-(4-methyl-1,4-diazepan-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-2-(4-((S)-2-(isopropyl(methyl)amino)propoxy)phenyl)-4-methyl-2H-chromen-6-ol

Structure	Name
	2-(4-((S)-2-(cyclopropyl(methyl)amino)propoxy)phenyl)-3-(3-hydroxyphenyl)-4-methyl-2H-chromen-6-ol
	2-(4-((S)-2-(cyclobutyl(methyl)amino)propoxy)phenyl)-3-(3-hydroxyphenyl)-4-methyl-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-(methyl(oxetan-3-yl)amino)propoxy)phenyl)-2H-chromen-6-ol
	2-(4-((S)-2-(cyclopentyl(methyl)amino)propoxy)phenyl)-3-(3-hydroxyphenyl)-4-methyl-2H-chromen-6-ol
	2-(4-((S)-2-(cyclohexyl(methyl)amino)propoxy)phenyl)-3-(3-hydroxyphenyl)-4-methyl-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-(methyl(tetrahydro-2H-pyran-4-yl)amino)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-(methyl(piperidin-4-yl)amino)propoxy)phenyl)-2H-chromen-6-ol

Structure	Name
	3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-(methyl(1-methylpiperidin-4-yl)amino)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-(methyl(pyridin-2-yl)amino)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-(methyl(pyridin-3-yl)amino)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-(methyl(pyridin-4-yl)amino)propoxy)phenyl)-2H-chromen-6-ol
	2-(4-((2S)-2-((1-hydroxy-3-methylbutan-2-yl)(methyl)amino)propoxy)phenyl)-3-(3-hydroxyphenyl)-4-methyl-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-2-(4-((2S)-2-((1-methoxy-3-methylbutan-2-yl)(methyl)amino)propoxy)phenyl)-4-methyl-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-2-(4-((S)-2-((1-methoxy-2-methylpropan-2-yl)(methyl)amino)propoxy)phenyl)-4-methyl-2H-chromen-6-ol

Structure	Name
	2-(4-((S)-2-(tert-butyl(methyl)amino)propoxy)phenyl)-3-(3-hydroxyphenyl)-4-methyl-2H-chromen-6-ol
	N-((2S)-1-(4-(6-hydroxy-3-(3-hydroxyphenyl)-4-methyl-2H-chromen-2-yl)phenoxy)propan-2-yl)methanesulfonamide
	N-((2S)-1-(4-(6-hydroxy-3-(3-hydroxyphenyl)-4-methyl-2H-chromen-2-yl)phenoxy)propan-2-yl)-N-methylmethanesulfonamide
	N-((2S)-1-(4-(6-hydroxy-3-(3-hydroxyphenyl)-4-methyl-2H-chromen-2-yl)phenoxy)propan-2-yl)propane-2-sulfonamide
	N-((2S)-1-(4-(6-hydroxy-3-(3-hydroxyphenyl)-4-methyl-2H-chromen-2-yl)phenoxy)propan-2-yl)-N-methylpropane-2-sulfonamide
	N-((2S)-1-(4-(6-hydroxy-3-(3-hydroxyphenyl)-4-methyl-2H-chromen-2-yl)phenoxy)propan-2-yl)-N-methylisobutyramide
	N-((2S)-1-(4-(6-hydroxy-3-(3-hydroxyphenyl)-4-methyl-2H-chromen-2-yl)phenoxy)propan-2-yl)-N-methylcyclopentanecarboxamide



Structure	Name
	1-((2S)-1-(4-(6-hydroxy-3-(3-hydroxyphenyl)-4-methyl-2H-chromen-2-yl)phenoxy)propan-2-yl)piperidin-2-one
	3-(3-Hydroxyphenyl)-4-methyl-2-(4-((S)-2-((S)-2-methylmorpholino)propoxy)phenyl)-2H-chromen-6-ol
	2-(4-((S)-2-((S)-3,4-Dimethylpiperazin-1-yl)propoxy)phenyl)-3-(3-hydroxyphenyl)-4-methyl-2H-chromen-6-ol
	2-(4-((S)-2-((R)-2,4-Dimethylpiperazin-1-yl)propoxy)phenyl)-3-(3-hydroxyphenyl)-4-methyl-2H-chromen-6-ol
	3-(3-Hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-2-methylpiperidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-Hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpiperidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	(3R)-1-((2S)-1-(4-(6-Hydroxy-3-(3-hydroxyphenyl)-4-methyl-2H-chromen-2-yl)phenoxy)propan-2-yl)piperidin-3-ol

Structure	Name
	(3R)-1-((2S)-1-(4-(6-Hydroxy-3-(3-hydroxyphenyl)-4-methyl-2H-chromen-2-yl)phenoxy)propan-2-yl)piperidine-3-carbonitrile
	2-(4-((S)-2-((S)-2-(Hydroxymethyl)piperidin-1-yl)propoxy)phenyl)-3-(3-hydroxyphenyl)-4-methyl-2H-chromen-6-ol
	3-(3-Hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-2-methylazepan-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-Hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylazepan-1-yl)propoxy)phenyl)-2H-chromen-6-ol

Table 9.

Structure	Name
	5-fluoro-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-3-(2-(methylsulfonyl)phenyl)-2H-chromen-6-ol
	5-fluoro-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-3-(3-(methylsulfonyl)phenyl)-2H-chromen-6-ol

Structure	Name
	5-fluoro-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-3-(4-(methylsulfonyl)phenyl)-2H-chromen-6-ol
	2-(5-fluoro-6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)benzonitrile
	3-(5-fluoro-6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)benzonitrile
	4-(5-fluoro-6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)benzonitrile
	5-chloro-2-(5-fluoro-6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)benzonitrile
	2-chloro-5-(5-fluoro-6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)benzonitrile
	2-chloro-4-(5-fluoro-6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)benzonitrile

Structure	Name
	3-chloro-4-(5-fluoro-6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)benzonitrile
	5-chloro-2-(5-fluoro-6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)benzamide
	2-chloro-5-(5-fluoro-6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)benzamide
	2-chloro-4-(5-fluoro-6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)benzamide
	3-chloro-4-(5-fluoro-6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)benzamide
	5-fluoro-2-(5-fluoro-6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)-N-methylbenzamide
	2-fluoro-5-(5-fluoro-6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)-N-methylbenzamide

Structure	Name
	2-fluoro-4-(5-fluoro-6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)-N-methylbenzamide
	3-fluoro-4-(5-fluoro-6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)-N-methylbenzamide
	3-(4-chloro-2-(methylsulfonyl)phenyl)-7-fluoro-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(4-chloro-3-(methylsulfonyl)phenyl)-7-fluoro-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-chloro-4-(methylsulfonyl)phenyl)-7-fluoro-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(2-chloro-4-(methylsulfonyl)phenyl)-7-fluoro-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	5-fluoro-3-(5-hydroxy-2-(methylsulfonyl)phenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol

Structure	Name
	5-fluoro-3-(3-hydroxy-5-(methylsulfonyl)phenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	5-fluoro-3-(3-hydroxy-4-(methylsulfonyl)phenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	2-(5-fluoro-6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)-4-hydroxybenzonitrile
	3-(5-fluoro-6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)-5-hydroxybenzonitrile
	4-(5-fluoro-6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)-2-hydroxybenzonitrile
	3-fluoro-4-(5-fluoro-6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)-2-hydroxybenzonitrile
	3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-5-(methylsulfonyl)-2H-chromen-6-ol

Structure	Name
	3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-7-(methylsulfonyl)-2H-chromen-6-ol
	3-(3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-8-(methylsulfonyl)-2H-chromen-6-ol
	3-(2-chloro-5-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-5-(methylsulfonyl)-2H-chromen-6-ol
	3-(3-chloro-5-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-7-(methylsulfonyl)-2H-chromen-6-ol
	3-(4-chloro-3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-8-(methylsulfonyl)-2H-chromen-6-ol
	3-(2-chlorophenyl)-6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromene-5-carbonitrile
	3-(3-chlorophenyl)-6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromene-7-carbonitrile

Structure	Name
	3-(4-chlorophenyl)-6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromene-8-carbonitrile
	3-(2-chloro-5-hydroxyphenyl)-6-(difluoromethyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromene-5-carbonitrile
	3-(3-chloro-5-hydroxyphenyl)-6-(difluoromethyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromene-7-carbonitrile
	3-(4-chloro-3-hydroxyphenyl)-6-(difluoromethyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromene-8-carbonitrile
	5-fluoro-4-methyl-2-(4-((S)-2-((R)-2-methylpyrrolidin-1-yl)propoxy)phenyl)-3-(2-(methylsulfonyl)phenyl)-2H-chromen-6-ol
	7-fluoro-4-methyl-2-(4-((S)-2-((R)-2-methylpyrrolidin-1-yl)propoxy)phenyl)-3-(3-(methylsulfonyl)phenyl)-2H-chromen-6-ol
	8-fluoro-4-methyl-2-(4-((S)-2-((R)-2-methylpyrrolidin-1-yl)propoxy)phenyl)-3-(4-(methylsulfonyl)phenyl)-2H-chromen-6-ol

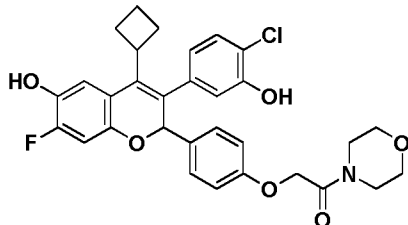
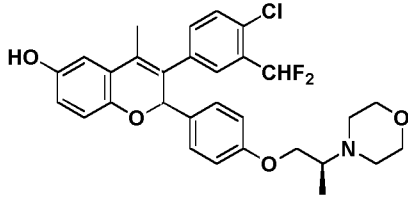


Structure	Name
	7-chloro-2-(4-(((3S,7aS)-hexahydro-1H-pyrrolizin-3-yl)methoxy)phenyl)-4-methyl-3-(3-(methylsulfonyl)phenyl)-2H-chromen-6-ol
	5-fluoro-2-(4-(((3S,7aS)-hexahydro-1H-pyrrolizin-3-yl)methoxy)phenyl)-4-methyl-3-(3-(methylsulfonyl)phenyl)-2H-chromen-6-ol
	3-(2-(difluoromethyl)phenyl)-5-fluoro-4-methyl-2-(4-((S)-2-((R)-2-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-(difluoromethyl)phenyl)-7-fluoro-4-methyl-2-(4-((S)-2-((R)-2-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(4-(difluoromethyl)phenyl)-8-fluoro-4-methyl-2-(4-((S)-2-((R)-2-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(3-(difluoromethyl)phenyl)-5-fluoro-2-(4-(((3S,7aS)-hexahydro-1H-pyrrolizin-3-yl)methoxy)phenyl)-4-methyl-2H-chromen-6-ol
	3-(4-chloro-3-(methylsulfonyl)phenyl)-4-cyclopropyl-5-fluoro-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol

Structure	Name
	3-(3-chloro-5-(methylsulfonyl)phenyl)-4-cyclopentyl-7-fluoro-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	4-(4-cyclobutyl-8-fluoro-6-hydroxy-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)benzonitrile
	3-(4-cyclopropyl-5-fluoro-2-(4-(((3S,7aS)-hexahydro-1H-pyrrolizin-3-yl)methoxy)phenyl)-6-hydroxy-2H-chromen-3-yl)benzonitrile
	3-(5-chloro-4-cyclobutyl-2-(4-((S)-2-((3aR,6aS)-hexahydrocyclopenta[c]pyrrol-2(1H)-yl)propoxy)phenyl)-6-hydroxy-2H-chromen-3-yl)-4-fluorobenzonitrile
	4-cyclopropyl-7-fluoro-3-(2-fluoro-5-(methylsulfonyl)phenyl)-2-(4-((S)-2-((R)-2-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	4-cyclopropyl-5,7-difluoro-2-(4-((S)-3-((R)-3-methylpyrrolidin-1-yl)butyl)phenyl)-3-(3-(methylsulfonyl)phenyl)-2H-chromen-6-ol
	5-(4-cyclopropyl-6-hydroxy-2-(4-(((S)-2-((R)-3-methylpyrrolidin-1-yl)propyl)sulfonyl)phenyl)-2H-chromen-3-yl)-2-fluorobenzonitrile

Structure	Name
	4-cyclopropyl-5-fluoro-3-(3-methoxyphenyl)-2-(4-(((S)-2-((R)-3-methylpyrrolidin-1-yl)propyl)sulfonyl)phenyl)-2H-chromen-6-ol
	4-cyclopropyl-5-fluoro-2-(4-(methyl((S)-2-((R)-3-methylpyrrolidin-1-yl)propyl)amino)phenyl)-3-(3-(methylsulfonyl)phenyl)-2H-chromen-6-ol
	3-(7-chloro-4-cyclopropyl-6-hydroxy-2-(4-(methyl((S)-2-((R)-2-methylpyrrolidin-1-yl)propyl)amino)phenyl)-2H-chromen-3-yl)benzonitrile
	4-cyclopropyl-3-(2-fluoro-5-hydroxyphenyl)-2-(4-(((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	4-cyclopropyl-3-(3-fluoro-5-hydroxyphenyl)-2-(4-(((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	4-cyclopropyl-3-(4-fluoro-3-hydroxyphenyl)-2-(4-(((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	4-cyclopropyl-3-(2-fluoro-3-hydroxyphenyl)-2-(4-(((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol

Structure	Name
	3-(3-(difluoromethyl)phenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol
	3-(6-(difluoromethyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)phenol
	4-methyl-3-(3-(methylsulfonyl)phenyl)-2-(4-((S)-2-morpholinopropoxy)phenyl)-2H-chromen-6-ol
	4-methyl-2-(4-((S)-2-((S)-2-methylmorpholino)propoxy)phenyl)-3-(3-(methylsulfonyl)phenyl)-2H-chromen-6-ol
	4-chloro-3-(5-fluoro-6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylmorpholino)propoxy)phenyl)-2H-chromen-3-yl)benzonitrile
	3-(4-chloro-3-(methylsulfonyl)phenyl)-4-cyclopropyl-2-(4-((S)-2-((R)-3-methylmorpholino)propoxy)phenyl)-2H-chromen-6-ol
	3-(4-chloro-3-hydroxyphenyl)-4-cyclopropyl-2-(4-((S)-2-morpholinopropoxy)phenyl)-2H-chromen-6-ol

Structure	Name
	2-(4-(3-(4-chloro-3-hydroxyphenyl)-4-cyclobutyl-7-fluoro-6-hydroxy-2H-chromen-2-yl)phenoxy)- 1-morpholinoethanone
	3-(4-chloro-3-(difluoromethyl)phenyl)-4-methyl-2-((S)-2-morpholinopropoxy)phenyl)-2H-chromen-6-ol

[00177] In some embodiments, a pharmaceutically acceptable salt of a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII) includes a pharmaceutically acceptable salt of any one of the compound in the preceding table of compounds.

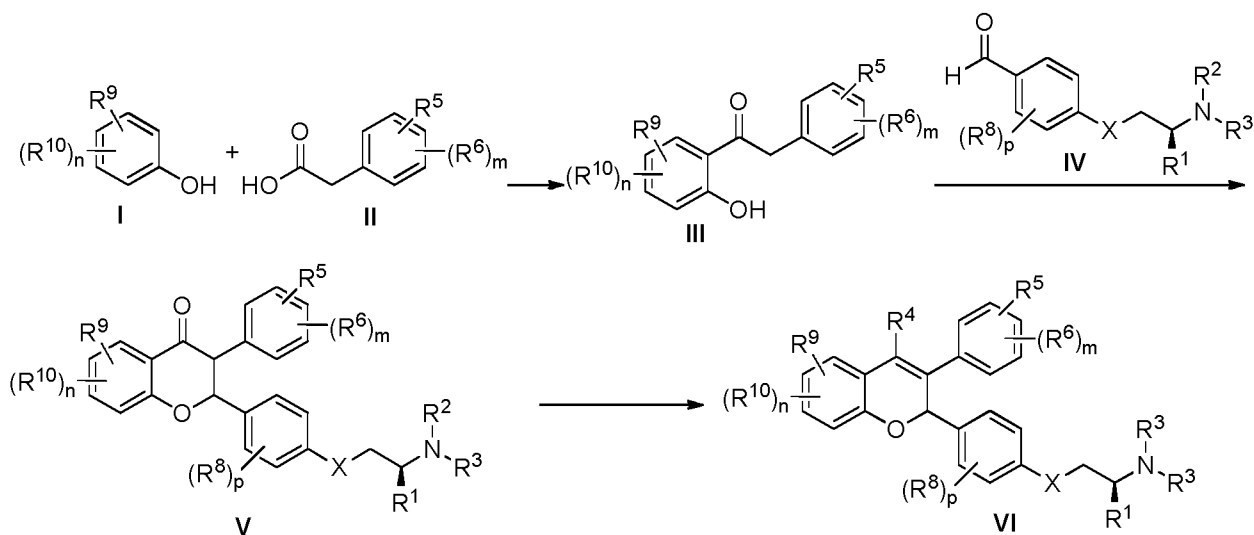
## 5 Synthesis of Compounds

[00178] Compounds described herein are synthesized using standard synthetic techniques or using methods known in the art in combination with methods described herein. In additions, solvents, temperatures and other reaction conditions presented herein may vary.

[00179] The starting material used for the synthesis of the compounds described herein are either synthesized or obtained from commercial sources, such as, but not limited to, Sigma-Aldrich, Fluka, Acros Organics, Alfa Aesar, and the like. The compounds described herein, and other related compounds having different substituents are synthesized using techniques and materials described herein or otherwise known, including those found in March, ADVANCED ORGANIC CHEMISTRY 4<sup>th</sup> Ed., (Wiley 1992); Carey and Sundberg, ADVANCED ORGANIC CHEMISTRY 4<sup>th</sup> Ed., Vols. A and B (Plenum 2000, 2001), and Green and Wuts, PROTECTIVE GROUPS IN ORGANIC SYNTHESIS 3<sup>rd</sup> Ed., (Wiley 1999). General methods for the preparation of compounds can be modified by the use of appropriate reagents and conditions for the introduction of the various moieties found in the formulae as provided herein.

[00180] In some embodiments, the compounds described herein are prepared as outlined in the following Schemes.

## 20 Scheme 1:



[00181] Treatment of phenols of structure **I** with phenylacetic acids of structure **II** in the presence of a suitable Lewis Acid in a suitable solvent provides ketones of structure **III**. In some embodiments the suitable Lewis Acid is  $\text{BF}_3\text{-Et}_2\text{O}$ . In some embodiments, the suitable solvent is toluene. In some

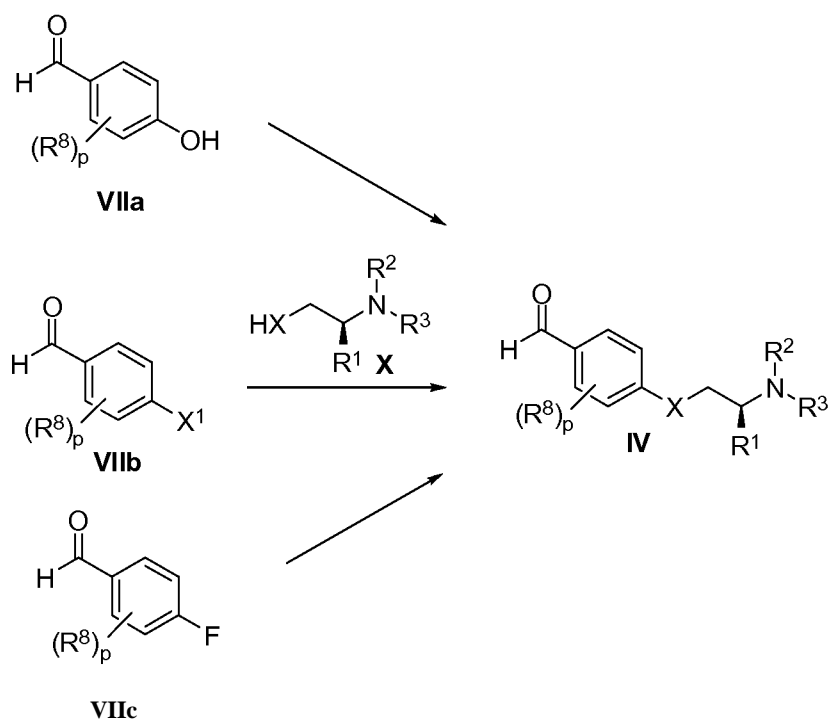
5 embodiments, the reaction is heated. In some embodiments, the reaction is heated to  $90\text{ }^\circ\text{C}$  for 2 hours. Ketones of structure **III** are reacted with benzaldehydes of structure **IV** in the presence of a suitable base and suitable solvent to provide compounds of structure **V**. In some embodiments, the suitable base is piperidine and 1,8-diazabicyclo[5.4.0]undec-7-ene (DBU). In some embodiments, the suitable solvent is s-butanol and/or i-propanol. In some embodiments, ketones of structure **III** are reacted with

10 benzaldehydes of structure **IV** in the presence of piperidine, DBU in s-butanol at reflux for 3 hours and then i-propanol is added and the reaction is stirred at room temperature for 1-3 days. Compounds of structure **V** are treated with suitable organometallic reagents to provide tertiary alcohols that are then dehydrated to provide chromenes of structure **VI**. In some embodiments, the suitable organometallic reagent is  $\text{R}^4\text{-Li}$  or  $\text{R}^4\text{-MgCl}$ . In some embodiments, the suitable organometallic reagent is methyl

15 lithium, methyl magnesium chloride or methyl magnesium bromide. In some embodiments, compounds of structure **V** are dissolved in tetrahydrofuran and treated with methyl lithium at  $-78\text{ }^\circ\text{C}$  to room temperature for 1 hour or methyl magnesium chloride at  $0\text{ }^\circ\text{C}$  to room temperature for 2 hours. The tertiary alcohol that is produced is then treated with acetic acid/water to eliminate to the chromene.

[00182] In some embodiments, benzaldehydes of structure **IV** are prepared as outlined in Scheme 2.

## Scheme 2

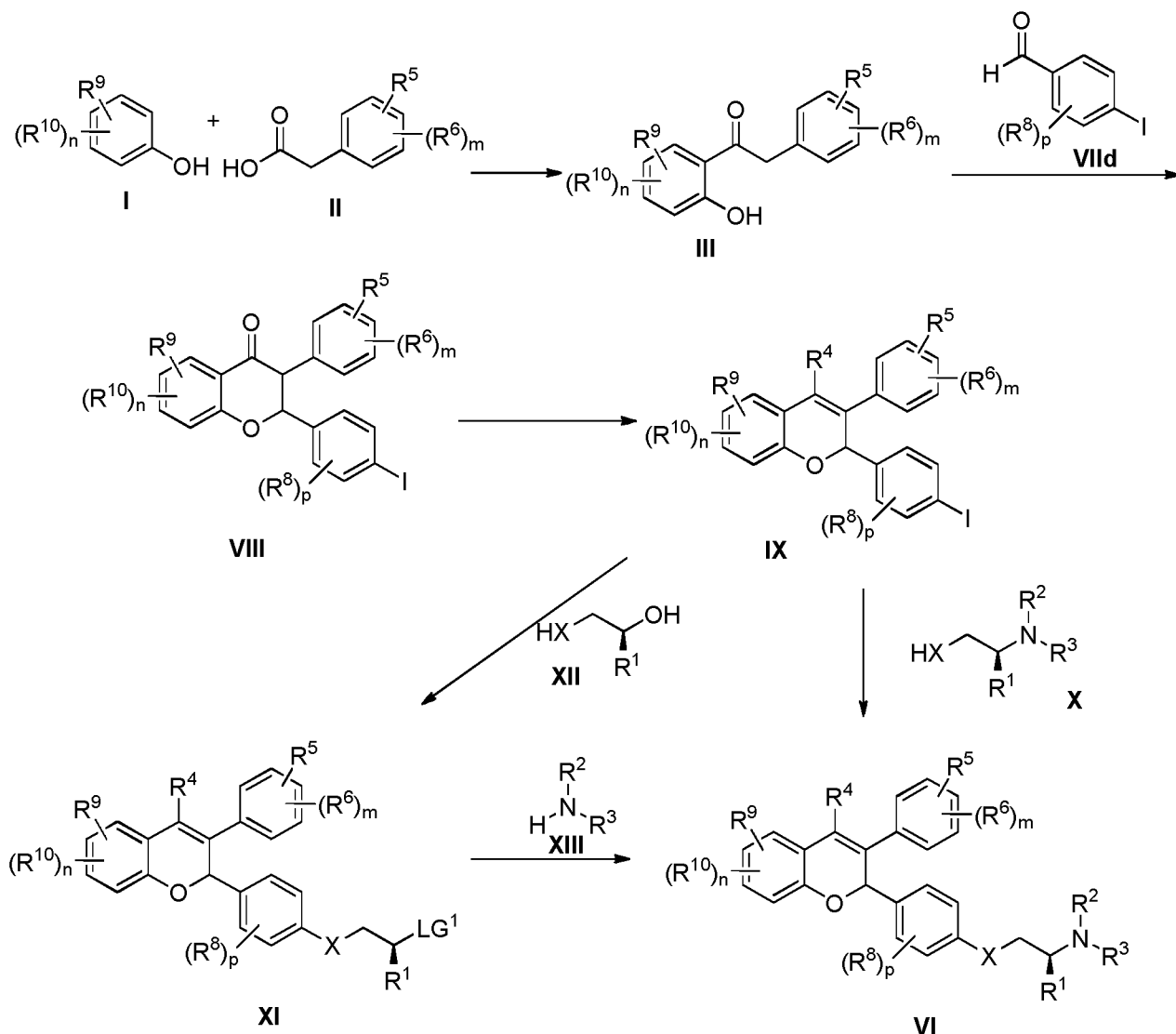


[00183] In some embodiments, 4-hydroxybenzaldehydes of structure **VIIa** are coupled with amino compounds of structure **X** under suitable coupling conditions. In some embodiments, the suitable coupling conditions include the use of triphenylphosphine, diisopropyl azodicarboxylate and tetrahydrofuran. In some embodiments, the coupling is performed at room temperature.

[00184] In some embodiments, 4-halobenzaldehydes of structure **VIIb** (e.g. where  $X^1$  is Br or I) or 4-fluorobenzaldehydes of structure **VIIc** are coupled with amino compounds of structure **X** under suitable coupling conditions. In some embodiments, when  $X^1$  is I and X is O then the suitable reaction condition include the use of CuI, potassium carbonate, butyronitrile with heating to about 125 °C. In an alternative embodiment, when  $X^1$  is I and X is O then the suitable reaction condition include the use of CuI, cesium carbonate, m-xylenes, with heating to about 125 °C. In some embodiments, phenanthroline is used in these copper mediated coupling reaction conditions. In some embodiments, when  $X^1$  is Br and X is N then the suitable reaction condition include the use of  $Pd_2(dba)_3$ , BFNAP, cesium carbonate, and toluene, with heating to about 100 °C. In some embodiments, when  $X^1$  is Br and X is S then the suitable reaction condition include the use of sodium hydride and dimethylformamide or cesium carbonate and N-methylpyrrolidinone with heating. In some embodiments, 4-fluorobenzaldehydes of structure **VIIc** are coupled with amino compounds of structure **X** (where X is O) with the use of sodium hydride and dimethylformamide or potassium *tert*-butoxide in dimethylformamide. In some embodiments, 4-fluorobenzaldehydes of structure **VIIc** are coupled with amino compounds of structure **X** (where X is N) with the use of potassium carbonate and dimethylformamide with heating to reflux or potassium carbonate in ethanol with heating to reflux or the reaction is performed heated with heating. In some embodiments, 4-fluorobenzaldehydes of structure **VIIc** are coupled with amino compounds of structure **X** (where X is S) with the use of sodium hydride and dimethylformamide at room temperature.

[00185] In some embodiments, compounds are prepared as outlined in Scheme 3.

Scheme 3:



[00186] In some embodiments, ketones of structure **III** are prepared as outlined in Scheme 1 and then  
 5 reacted with 4-halobenzaldehydes of structure **VII**d in the presence of a suitable base and suitable solvent to provide compounds of structure **VIII**. In some embodiments, the suitable base is piperidine and 1,8-diazabicyclo[5.4.0]undec-7-ene (DBU). In some embodiments, the suitable solvent(s) is s-butanol and i-propanol. Compounds of structure **VIII** are then treated with suitable organometallic reagents, followed by dehydration of the tertiary alcohol to provide chromenes of structure **IX**. In some  
 10 embodiments, the suitable organometallic reagent is  $R^4$ -Li or  $R^4$ -MgCl. In some embodiments, compounds of structure **VIII** are reacted with CsF and  $CF_3$ TMS in a suitable solvent at room temperature, followed by deprotection of the TMS protecting group and then dehydration of the resulting tertiary alcohol to provide chromenes of structure **IX** where  $R^4$  is  $-CF_3$ . Chromenes of structure **IX** are then reacted with amino compounds of structure **X** under Ullmann reaction conditions to provide chromenes of structure **VI**. Ullmann reaction conditions include the use of copper salts. In  
 15 some embodiments, the Ullmann reaction conditions include the use of CuI,  $CS_2CO_3$ , and butyronitrile



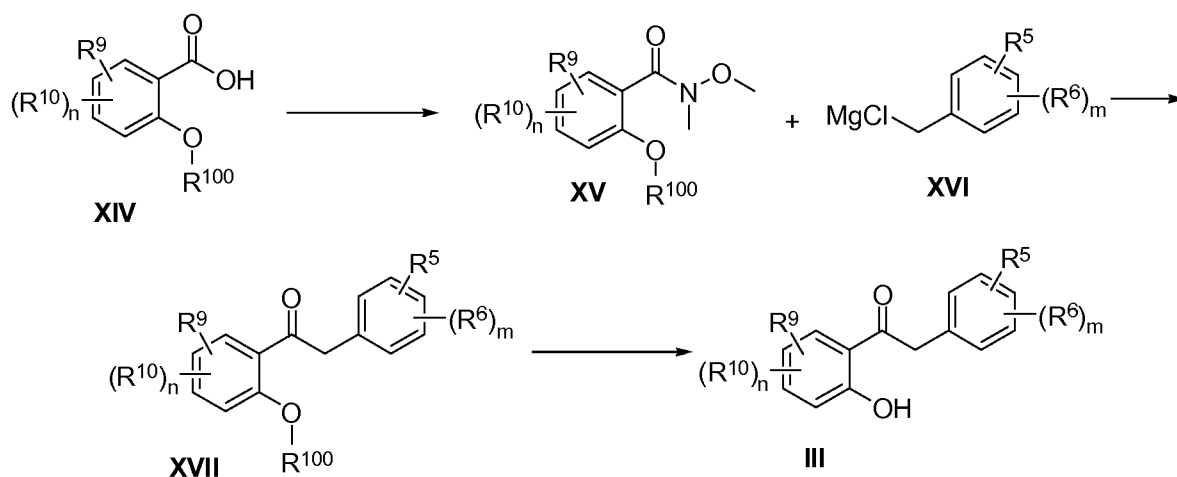
with heating to about 125 °C. In some embodiments, the Ullmann reaction conditions include the use of CuI, bipyridine, and K<sub>2</sub>CO<sub>3</sub> with heating to about 140 °C. In some other embodiments, Ullmann reaction conditions include the use of CuI, potassium carbonate, and butyronitrile with heating to about 125 °C for about 5 days.

5 [00187] In an alternative embodiment, chromenes of structure **IX** are reacted with compounds of structure **XII** under Ullmann reaction conditions, followed by conversion of the -OH to a suitable leaving group (LG<sup>1</sup>) to provide chromenes of structure **XI**. In some embodiments, X is O in the compounds of structure **XII** and the Ullmann reaction conditions include the use of CuI, potassium carbonate, and butyronitrile with heating to about 125 °C. Examples of suitable leaving groups (LG<sup>1</sup>) include -Cl, -Br, -I, -OTf, -OMs, and -OTs. In some embodiments, the -OH is converted to -OMs by treating the -OH with MsCl and triethylamine in dichloromethane at about 0 °C. In some  
10 embodiments, the -OH is converted to -OTf by treating the -OH with Tf<sub>2</sub>O and triethylamine in dichloromethane at about -78 °C with warming to room temperature.

[00188] Chromenes of structure **XI** are then treated with amines of structure **XIII** under suitable reaction  
15 conditions to provide chromenes of structure **VI**. In some embodiments, when LG<sup>1</sup> is -OMs then the suitable reaction conditions include the use of potassium carbonate, acetonitrile with heating to about 80 °C. In some embodiments, when LG<sup>1</sup> is -OTf then the suitable reaction conditions include the use of diisopropylethylamine, dichloromethane at about -78 °C with warming to room temperature.

[00189] In some embodiments, ketones of structure **III** are prepared as outlined in Scheme 4:

20 **Scheme 4:**

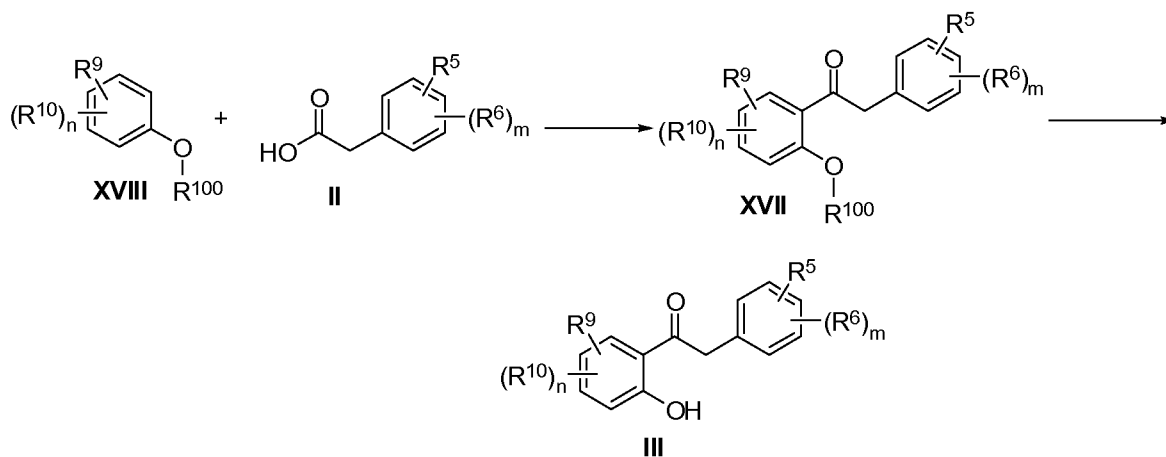


[00190] Benzoic acid compounds of structure **XIV** are converted to Weinreb amides of structure **XV**. In some embodiments, benzoic acid compounds of structure **XIV** are treated with oxalyl chloride, dimethylformamide (DMF), dichloromethane (DCM), at room temperature for 2 hours followed by  
25 treatments with triethylamine (Et<sub>3</sub>N), N,O-dimethylhydroxylamine-HCl, DCM, at 0 °C to rt for 1 hour to provide Weinreb amides of structure **XV**. Weinreb amides of structure **XV** are then treated with suitable organometallics reagents of structure **XVI** to provide ketones of structure **XVII**. In some embodiments, R<sup>100</sup> is a phenol protecting group. In some embodiments, R<sup>100</sup> is methyl. In some

embodiments, when  $R^{100}$  is methyl then ketones of structure **XVII** are treated with  $BBr_3$ , DCM,  $-78\text{ }^{\circ}\text{C}$  to  $0\text{ }^{\circ}\text{C}$  for about 30 minutes to provide ketones of structure **III**.

[00191] In some other embodiments, ketones of structure **III** are prepared as outlined in Scheme 5:

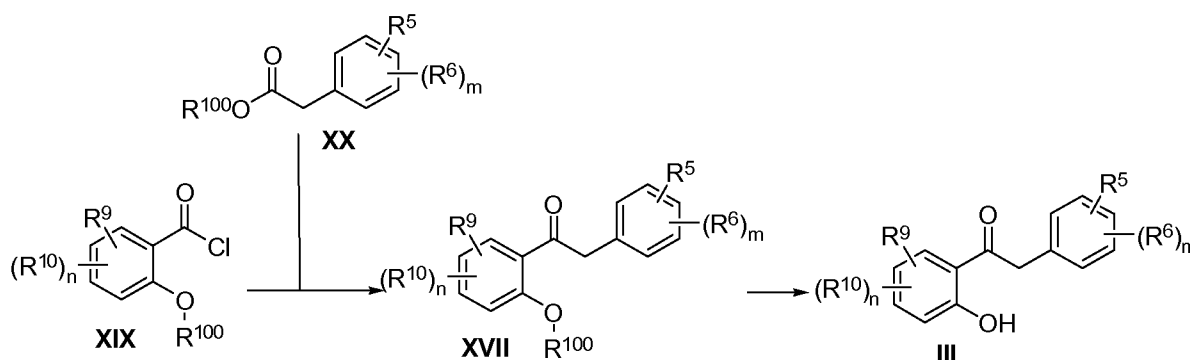
**Scheme 5:**



[00192] In some embodiments, suitably protected phenols of structure **XVIII** are treated with polyphosphoric acid and phenyl acetic acids of structure **II** to provide ketones of structure **XVII**. In some embodiments,  $R^{100}$  is a phenol protecting group. In some embodiments,  $R^{100}$  is methyl. Ketones of structure **XVII** are then converted to ketones of structure **III** as outlined in Scheme 4.

[00193] In yet some other embodiments, ketones of structure **III** are prepared as outlined in Scheme 6:

**Scheme 6:**

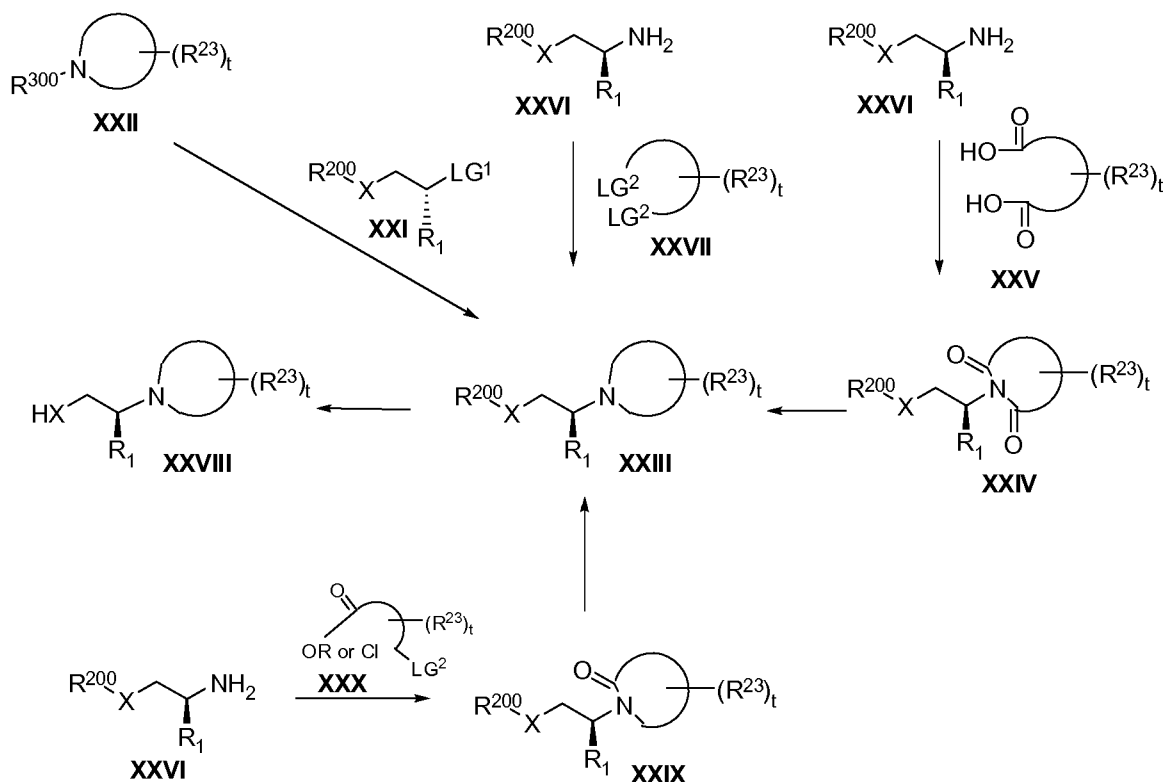


[00194] Alkyl esters of phenylacetic acids, such as compounds of structure **XX**, are treated with a suitable base and then reacted with acid chlorides of structure **XIX** to provide keto-esters that are decarboxylated to provide ketones of structure **XVII**. In some embodiments,  $R^{100}$  is alkyl. In some embodiments,  $R^{100}$  is methyl. In some embodiments, the suitable base is lithium bis(trimethylsilyl)amide (LiHMDS). In some embodiments, compounds of structure **XX** are treated with LiHMDS in tetrahydrofuran at  $-78\text{ }^{\circ}\text{C}$  for about 15 minutes and then reacted with acid chlorides of structure **XIX** at  $-78\text{ }^{\circ}\text{C}$  for about 1 hour. In some embodiments, decarboxylation of the keto-ester is accomplished using Krapcho decarboxylation condition. In some embodiments, Krapcho decarboxylation conditions include dimethylsulfoxide, brine with heating to about  $150\text{ }^{\circ}\text{C}$  for about 5 hours. Other decarboxylation conditions include the use of concentrated hydrochloric acid in ethanol at

130 °C for about 3 hours.  $R^{100}$  is then removed from ketones of structure **XXVII** as described in Scheme 4 to provide ketones of structure **III**.

[00195] In some embodiments, when  $R^2$  and  $R^3$  are taken together with the N atom to which they are attached to form a substituted or unsubstituted heterocycle, the substituted or unsubstituted heterocycle is prepared as outlined in Scheme 7.

**Scheme 7:**



[00196] In some embodiments, substituted or unsubstituted heterocycles of structure **XXII**, where  $R^{300}$  is a protecting group such as t-BOC or Cbz, are first deprotected and then reacted with compounds of structure **XXI**, where  $LG^1$  is a leaving group, under suitable reaction conditions to provide compounds of structure **XXIII**. In some embodiments, when  $R^{300}$  is t-BOC then the deprotection is performed using hydrochloric acid in dioxane at room temperature. In some embodiments, when  $LG^1$  is -OMs then the suitable reaction conditions include the use of potassium carbonate (or cesium carbonate), acetonitrile (or methanol, ethanol, isopropanol, or tetrahydrofuran) with optional heating. In some embodiments, when  $LG^1$  is -OMs then the suitable reaction conditions include performing the reaction neat (i.e. amine as solvent) with heating. In some embodiments, when  $LG^1$  is -OTf then the suitable reaction conditions include the use of diisopropylethylamine, dichloromethane, with the reaction initial performed at -78 °C then warming to room temperature. In some embodiments,  $R^{200}$  is a suitable protecting group for X. In some embodiments, X is oxygen. In some embodiments,  $R^{200}$  is trityl or benzyl. In some embodiments,  $R^{200}$  is removed from compounds of structure **XXIII** to provide compounds of structure **XXVIII**. In some embodiments, the suitable deprotection conditions include the use of hydrochloric acid in dioxane (or tetrahydrofuran); or formic acid in diethylether; or acetic acid ether (for when  $R^{200}$  is trityl).

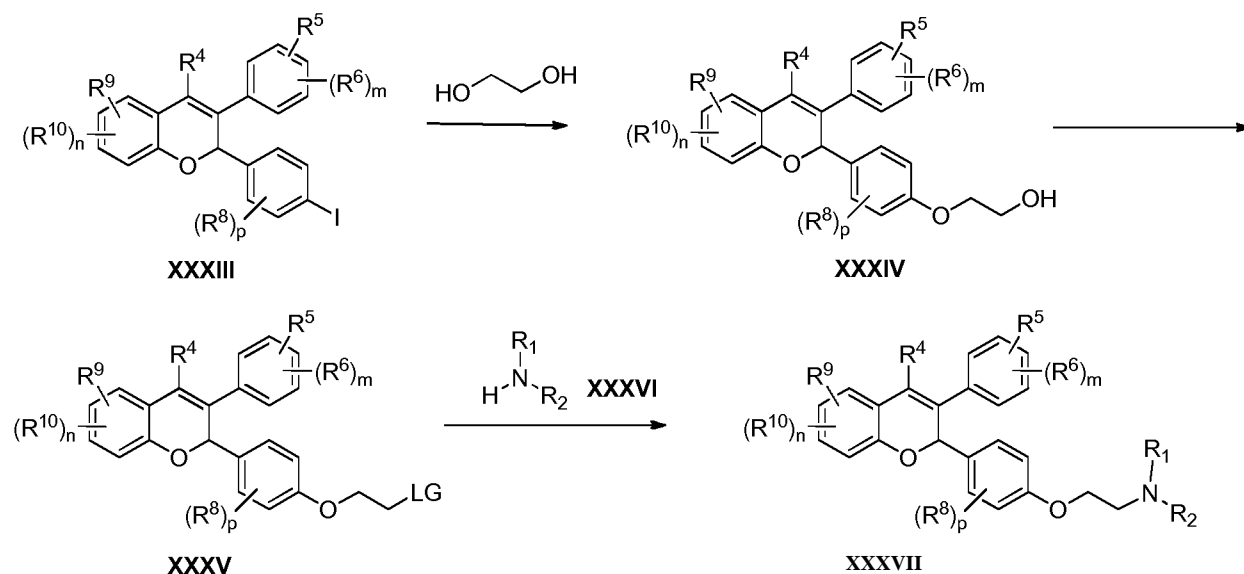
[00197] Alternatively, reaction of amines of structure **XXVI** with activated alkanes of structure **XXVII**, where  $LG^2$  is a suitable leaving group, under suitable reaction conditions provides compounds of structure **XXIII**. Suitable leaving groups include, chloro, bromo, iodo, tosylate, mesylate, and triflate. In some embodiments, suitable reaction conditions include potassium carbonate, acetonitrile or neat, at room temperature.

[00198] Alternatively, reaction of diacids of structure **XXV**, with acetic anhydride at about 85 °C for about 30 minutes provides an anhydride which is then treated with amines of structure **XXVI** followed by acetic anhydride to provide amides of structure **XXIV**. Amides of structure **XXIV** are then reduced to provide amines of structure **XXIII**. In some embodiment, the reduction is performed with lithium aluminum hydride in tetrahydrofuran, THF or DIBAL, THF.

[00199] In some embodiments, amines of structure **XXVI** are reacted with compounds of structure **XXX** under suitable reaction conditions to provide compounds of structure **XXIX**. In some embodiments, the suitable reaction conditions include the use of potassium carbonate in tetrahydrofuran or dimethylformamide. In some embodiment, amides of structure **XXIX** are then reduced to provide amines of structure **XXIII** as described above.

[00200] In some embodiments, compounds described herein are prepared as outlined in Scheme 8.

Scheme 8.

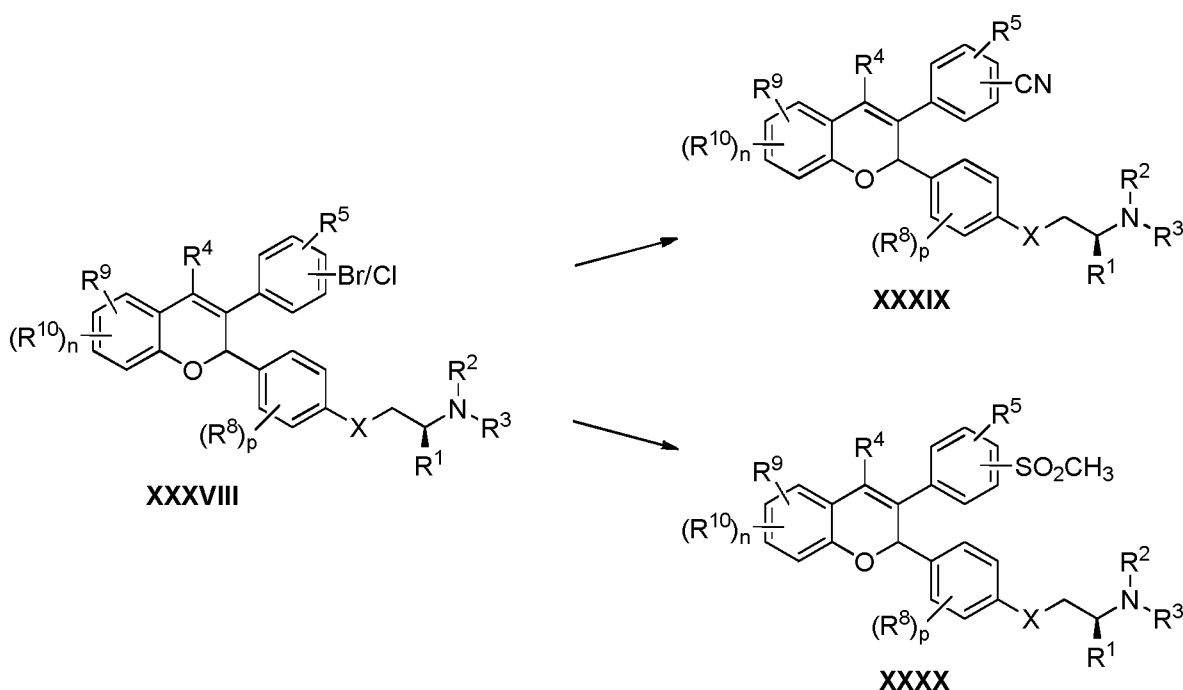


[00201] Treatment of arylliodides of structure **XXXIII** with ethylene glycol under Ullmann reaction conditions provides of alcohols of structure **XXXIV**. Ullmann reaction conditions include the use of copper salts. In some embodiments, the Ullmann reaction conditions include the use of copper iodide, 1,10-phenanthroline, potassium carbonate, and butyronitrile with heating to about 125 °C for about 2-3 days. The alcohol group of structure **XXXIV** is converted to a suitable leaving group to provide compounds of structure **XXXV**. Suitable leaving groups include, but are not limited to, bromides, iodides, mesylates and triflates. In some embodiments, alcohols of structure **XXXIV** are treated with methanesulfonyl chloride and triethylamine at 0 °C for about 1 hour to provide compounds of structure

**XXXV.** In some other embodiments, alcohols of structure **XXXIV** are treated with trifluoromethanesulfonic anhydride, diisopropylethylamine, and dichloromethane at  $-78\text{ }^{\circ}\text{C}$  to provide compounds of structure **XXXV**. The leaving group of compounds of structure **XXXV** is then replaced with amines of structure **XXXVI** to provide compounds of structure **XXXVII**. In some embodiments, compounds of structure **XXXV**, where LG is a mesylate, are treated with amines of structure **XXXVI**, potassium carbonate, and acetonitrile at about  $80\text{ }^{\circ}\text{C}$  for about 3-24 hours, followed by 80% AcOH/ $\text{H}_2\text{O}$  at room temperature. In some embodiments, compounds of structure **XXXV**, where LG is a triflate, are treated with amines of structure **XXXVI**, diisopropylethylamine, and DCM at about  $-78\text{ }^{\circ}\text{C}$  then warmed to room temperature for about 2-4 hours, followed by 80% ACOH/ $\text{H}_2\text{O}$  at room temperature.

[00202] In some embodiments, compounds described herein are functionalized with cyano groups or alkylsulfones as described in scheme 9.

Scheme 9.



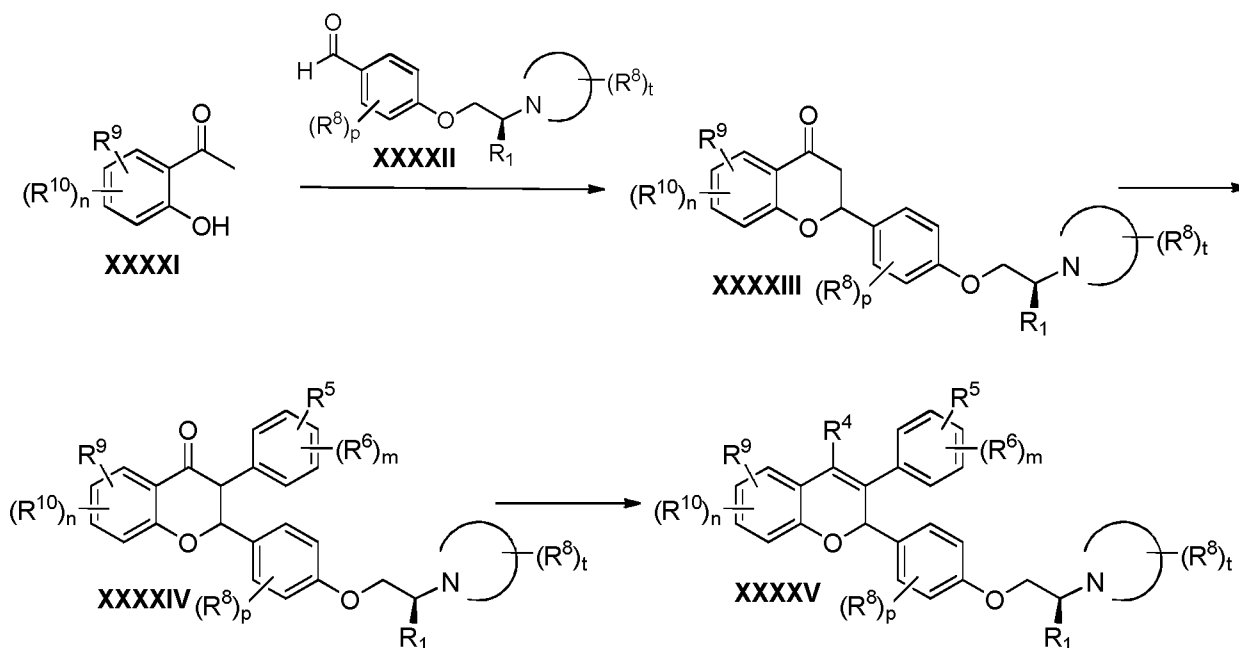
[00203] In some embodiments, aryl cyanides of structure **XXXIX** are prepared from aryl halides of structure **XXXVIII** with the use of a transitional metal catalyst and a source of cyanide. In some embodiments, the transitional metal catalyst is a copper salt. In some embodiments, aryl halides of structure **XXXVIII** are treated with CuI, 1-butyrimidazole, potassium ferrocyanide trihydrate, and m-xylenes at about  $140\text{ }^{\circ}\text{C}$  to provide aryl cyanides of structure **XXXIX**. In other embodiments, the transitional metal catalyst is a palladium catalyst. In some embodiments, aryl halides of structure **XXXVIII** are treated with palladium trifluoroacetate, zinc powder, zinc cyanide [1,1'-binaphthalen]-2-yl-di-tert-butylphosphine, and dimethylacetamide at about  $90\text{ }^{\circ}\text{C}$  to provide aryl cyanides of structure **XXXIX**.

[00204] In some embodiments, alkyl aryl sulfones of structure **XXXX** are prepared from aryl halides of structure **XXXVIII** with the use of a copper catalyst and sodium methanesulfinate. In some

embodiments, aryl halides of structure **XXXVIII** are treated with sodium methanesulfinate, copper iodide, DL-proline, sodium hydroxide, and dimethylsulfoxide at about 95 °C to provide alkyl aryl sulfones of structure **XXXX**. In some other embodiments, aryl halides of structure **XXXVIII** are treated with sodium methanesulfinate, copper(I) trifluoromethanesulfonate benzene complex, trans- 1,2-diaminocyclohexane, and dimethylsulfoxide at about 90 °C to provide alkyl aryl sulfones of structure **XXXX**.

[00205] In some embodiments, compounds described herein are prepared as outlined in Scheme 10.

**Scheme 10.**



[00206] 2-Hydroxyacetophenone compounds of structure **XXXXI** are treated with benzaldehyde compounds of structure **XXXXII** under suitable conditions to provide chroman-4-one compounds of structure **XXXXIII**. In some embodiments, 2-hydroxyacetophenone compounds of structure **XXXXI** are treated with benzaldehyde compounds of structure **XXXXII**, pyrrolidine, and methanol, with heating to about 50 °C for about 2 days to provide chroman-4-one compounds of structure **XXXXIII**.

Chroman-4-one compounds of structure **XXXXIII** are then reacted with tris(dibenzylideneacetone)dipalladium(0), tri-tert-butylphosphonium tetrafluoroborate, potassium bicarbonate, a suitable arylbromide, and 1,4-dioxane/water (4:1,) at about 110°C to provide chroman-4-one compounds of structure **XXXXIV**. Chroman-4-one compounds of structure **XXXXIV** are then treated with methyl magnesium chloride in tetrahydrofuran at about 0 °C, followed by 80% ACOH/H<sub>2</sub>O with warming to about 90 °C to provide compounds of structure **XXXXV**.

[00207] In one aspect, compounds described herein are synthesized as outlined in the Examples.

[00208] Throughout the specification, groups and substituents thereof are chosen by one skilled in the field to provide stable moieties and compounds.

[00209] A detailed description of techniques applicable to the creation of protecting groups and their removal are described in Greene and Wuts, Protective Groups in Organic Synthesis, 3rd Ed., John

Wiley & Sons, New York, NY, 1999, and Kocienski, Protective Groups, Thieme Verlag, New York, NY, 1994, which are incorporated herein by reference for such disclosure.

#### Further Forms of Compounds

[00210] In one aspect, compounds described herein possess one or more stereocenters and each stereocenter exists independently in either the R or S configuration. The compounds presented herein include all diastereomeric, enantiomeric, and epimeric forms as well as the appropriate mixtures thereof. The compounds and methods provided herein include all cis, trans, syn, anti, entgegen (E), and zusammen (Z) isomers as well as the appropriate mixtures thereof. In certain embodiments, compounds described herein are prepared as their individual stereoisomers by reacting a racemic mixture of the compound with an optically active resolving agent to form a pair of diastereoisomeric compounds/salts, separating the diastereomers and recovering the optically pure enantiomers. In some embodiments, resolution of enantiomers is carried out using covalent diastereomeric derivatives of the compounds described herein. In another embodiment, diastereomers are separated by separation/resolution techniques based upon differences in solubility. In other embodiments, separation of stereoisomers is performed by chromatography or by the forming diastereomeric salts and separation by recrystallization, or chromatography, or any combination thereof. Jean Jacques, Andre Collet, Samuel H. Wilen, "Enantiomers, Racemates and Resolutions", John Wiley And Sons, Inc., 1981. In some embodiments, stereoisomers are obtained by stereoselective synthesis.

[00211] The methods and compositions described herein include the use of amorphous forms as well as crystalline forms (also known as polymorphs). In one aspect, compounds described herein are in the form of pharmaceutically acceptable salts. As well, active metabolites of these compounds having the same type of activity are included in the scope of the present disclosure. In addition, the compounds described herein can exist in unsolvated as well as solvated forms with pharmaceutically acceptable solvents such as water, ethanol, and the like. The solvated forms of the compounds presented herein are also considered to be disclosed herein.

[00212] In some embodiments, compounds described herein are prepared as prodrugs. A "prodrug" refers to an agent that is converted into the parent drug *in vivo*. Prodrugs are often useful because, in some situations, they may be easier to administer than the parent drug. They may, for instance, be bioavailable by oral administration whereas the parent is not. The prodrug may also have improved solubility in pharmaceutical compositions over the parent drug. In some embodiments, the design of a prodrug increases the effective water solubility. An example, without limitation, of a prodrug is a compound described herein, which is administered as an ester (the "prodrug") but then is metabolically hydrolyzed to provide the active entity. In some embodiments, the active entity is a phenolic compound as described herein. A further example of a prodrug might be a short peptide (polyaminoacid) bonded to an acid group where the peptide is metabolized to reveal the active moiety. In certain embodiments, upon *in vivo* administration, a prodrug is chemically converted to the biologically, pharmaceutically or

therapeutically active form of the compound. In certain embodiments, a prodrug is enzymatically metabolized by one or more steps or processes to the biologically, pharmaceutically or therapeutically active form of the compound.

[00213] Prodrugs of the compounds described herein include, but are not limited to, esters, ethers, carbonates, thiocarbonates, N-acyl derivatives, N-acyloxyalkyl derivatives, quaternary derivatives of tertiary amines, N-Mannich bases, Schiff bases, amino acid conjugates, phosphate esters, and sulfonate esters. See for example Design of Prodrugs, Bundgaard, A. Ed., Elsevier, 1985 and Method in Enzymology, Widder, K. *et al*, Ed.; Academic, 1985, vol. 42, p. 309-396; Bundgaard, H. "Design and Application of Prodrugs" in A Textbook of Drug Design and Development, Krosgaard-Larsen and H. Bundgaard, Ed., 1991, Chapter 5, p. 113-191; and Bundgaard, H., Advanced Drug Delivery Review, 1992, 8, 1-38, each of which is incorporated herein by reference. In some embodiments, a hydroxyl group in the compounds disclosed herein is used to form a prodrug, wherein the hydroxyl group is incorporated into an acyloxyalkyl ester, alkoxycarbonyloxyalkyl ester, alkyl ester, aryl ester, phosphate ester, sugar ester, ether, and the like.

[00214] Prodrug forms of the herein described compounds, wherein the prodrug is metabolized *in vivo* to produce a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII) as set forth herein are included within the scope of the claims. In some cases, some of the herein-described compounds may be a prodrug for another derivative or active compound.

[00215] In some embodiments, sites on the aromatic ring portion of compounds described herein are susceptible to various metabolic reactions. Incorporation of appropriate substituents on the aromatic ring structures will reduce, minimize or eliminate this metabolic pathway. In specific embodiments, the appropriate substituent to decrease or eliminate the susceptibility of the aromatic ring to metabolic reactions is, by way of example only, a halogen, deuterium or an alkyl group.

[00216] In another embodiment, the compounds described herein are labeled isotopically (e.g. with a radioisotope) or by another other means, including, but not limited to, the use of chromophores or fluorescent moieties, bioluminescent labels, or chemiluminescent labels.

[00217] Compounds described herein include isotopically-labeled compounds, which are identical to those recited in the various formulae and structures presented herein, but for the fact that one or more atoms are replaced by an atom having an atomic mass or mass number different from the atomic mass or mass number usually found in nature. Examples of isotopes that can be incorporated into the present compounds include isotopes of hydrogen, carbon, nitrogen, oxygen, fluorine and chlorine, such as, for example,  $^2\text{H}$ ,  $^3\text{H}$ ,  $^{13}\text{C}$ ,  $^{14}\text{C}$ ,  $^{15}\text{N}$ ,  $^{18}\text{O}$ ,  $^{17}\text{O}$ ,  $^{35}\text{S}$ ,  $^{18}\text{F}$ ,  $^{36}\text{Cl}$ . In one aspect, isotopically-labeled compounds described herein, for example those into which radioactive isotopes such as  $^3\text{H}$  and  $^{14}\text{C}$  are incorporated, are useful in drug and/or substrate tissue distribution assays. In one aspect, substitution with isotopes such as deuterium affords certain therapeutic advantages resulting from greater metabolic stability, such as, for example, increased *in vivo* half-life or reduced dosage requirements. In some embodiments, one



or more hydrogen atoms that are present in the compounds described herein is replaced with one or more deuterium atoms.

[00218] In additional or further embodiments, the compounds described herein are metabolized upon administration to an organism in need to produce a metabolite that is then used to produce a desired effect, including a desired therapeutic effect.

[00219] "Pharmaceutically acceptable," as used herein, refers a material, such as a carrier or diluent, which does not abrogate the biological activity or properties of the compound, and is relatively nontoxic, i.e., the material may be administered to an individual without causing undesirable biological effects or interacting in a deleterious manner with any of the components of the composition in which it is contained.

[00220] The term "pharmaceutically acceptable salt" refers to a formulation of a compound that does not cause significant irritation to an organism to which it is administered and does not abrogate the biological activity and properties of the compound. In some embodiments, pharmaceutically acceptable salts are obtained by reacting a compound described herein with acids. Pharmaceutically acceptable salts are also obtained by reacting a compound described herein with a base to form a salt.

[00221] Compounds described herein may be formed as, and/or used as, pharmaceutically acceptable salts. The type of pharmaceutical acceptable salts, include, but are not limited to: (1) acid addition salts, formed by reacting the free base form of the compound with a pharmaceutically acceptable: inorganic acid to form a salt such as, for example, a hydrochloric acid salt, a hydrobromic acid salt, a sulfuric acid salt, a phosphoric acid salt, a metaphosphoric acid salt, and the like; or with an organic acid to form a salt such as, for example, an acetic acid salt, a propionic acid salt, a hexanoic acid salt, a cyclopentanepropionic acid salt, a glycolic acid salt, a pyruvic acid salt, a lactic acid salt, a malonic acid salt, a succinic acid salt, a malic acid salt, a maleic acid salt, a fumaric acid salt, a trifluoroacetic acid salt, a tartaric acid salt, a citric acid salt, a benzoic acid salt, a 3-(4-hydroxybenzoyl)benzoic acid salt, a cinnamic acid salt, a mandelic acid salt, a methanesulfonic acid salt, an ethanesulfonic acid salt, a 1,2-ethanedisulfonic acid salt, a 2-hydroxyethanesulfonic acid salt, a benzenesulfonic acid salt, a toluenesulfonic acid salt, a 2-naphthalenesulfonic acid salt, a 4-methylbicyclo-[2.2.2]oct-2-ene-1-carboxylic acid salt, a glucoheptonic acid salt, a 4,4'-methylenebis-(3-hydroxy-2-ene-1-carboxylic acid) salt, a 3-phenylpropionic acid salt, a trimethylacetic acid salt, a tertiary butylacetic acid salt, a lauryl sulfuric acid salt, a gluconic acid salt, a glutamic acid salt, a hydroxynaphthoic acid salt, a salicylic acid salt, a stearic acid salt, a muconic acid salt, a butyric acid salt, a phenylacetic acid salt, a phenylbutyric acid salt, a valproic acid salt, and the like; (2) salts formed when an acidic proton present in the parent compound is replaced by a metal ion, e.g., an alkali metal ion (e.g. a lithium salt, a sodium salt, or a potassium salt), an alkaline earth ion (e.g. a magnesium salt, or a calcium salt), or an aluminum ion (e.g. an aluminum salt). In some cases, compounds described herein may coordinate with an organic base to form a salt, such as, but not limited to, an ethanolamine salt, a diethanolamine salt, a triethanolamine

salt, a tromethamine salt, a N-methylglucamine salt, a dicyclohexylamine salt, or a tris(hydroxymethyl)methylamine salt. In other cases, compounds described herein may form salts with amino acids such as, but not limited to, an arginine salt, a lysine salt, and the like. Acceptable inorganic bases used to form salts with compounds that include an acidic proton, include, but are not limited to, aluminum hydroxide, calcium hydroxide, potassium hydroxide, sodium carbonate, sodium hydroxide, and the like.

[00222] It should be understood that a reference to a pharmaceutically acceptable salt includes the solvent addition forms. Solvates contain either stoichiometric or non-stoichiometric amounts of a solvent, and may be formed during the process of crystallization with pharmaceutically acceptable solvents such as water, ethanol, and the like. Hydrates are formed when the solvent is water, or alcoholates are formed when the solvent is alcohol. Solvates of compounds described herein can be conveniently prepared or formed during the processes described herein. In addition, the compounds provided herein can exist in unsolvated as well as solvated forms.

### **Certain Terminology**

[00223] Unless otherwise stated, the following terms used in this application, including the specification and claims, have the definitions given below. It must be noted that, as used in the specification and the appended claims, the singular forms "a," "an" and "the" include plural referents unless the context clearly dictates otherwise. Unless otherwise indicated, conventional methods of mass spectroscopy, NMR, HPLC, protein chemistry, biochemistry, recombinant DNA techniques and pharmacology are employed. In this application, the use of "or" or "and" means "and/or" unless stated otherwise. Furthermore, use of the term "including" as well as other forms, such as "include", "includes," and "included," is not limiting. The section headings used herein are for organizational purposes only and are not to be construed as limiting the subject matter described.

[00224] An "alkyl" group refers to an aliphatic hydrocarbon group. The alkyl group is saturated or unsaturated. The alkyl moiety, whether saturated or unsaturated, may be branched or straight chain. The "alkyl" group may have 1 to 6 carbon atoms (whenever it appears herein, a numerical range such as "1 to 6" refers to each integer in the given range; *e.g.*, "1 to 6 carbon atoms" means that the alkyl group may consist of 1 carbon atom, 2 carbon atoms, 3 carbon atoms, *etc.*, up to and including 6 carbon atoms, although the present definition also covers the occurrence of the term "alkyl" where no numerical range is designated). In one aspect the alkyl is selected from the group consisting of methyl, ethyl, propyl, iso-propyl, n-butyl, iso-butyl, sec-butyl, and t-butyl. Typical alkyl groups include, but are in no way limited to, methyl, ethyl, propyl, isopropyl, butyl, isobutyl, sec-butyl, tertiary butyl, pentyl, neopentyl, hexyl, allyl, vinyl, acetylene, but-2-enyl, but-3-enyl, and the like. In some embodiments, 1 or more hydrogen atoms of an alkyl are replaced with 1 or more deuterium atoms.

[00225] The term "alkylene" refers to a divalent alkyl radical. Any of the above mentioned monovalent alkyl groups may be an alkylene by abstraction of a second hydrogen atom from the alkyl. Typical

alkylene groups include, but are not limited to,  $-\text{CH}_2-$ ,  $-\text{CH}(\text{CH}_3)-$ ,  $-\text{C}(\text{CH}_3)_2-$ ,  $-\text{CH}_2\text{CH}_2-$ ,  $-\text{CH}_2\text{CH}_2\text{CH}_2-$  and the like.

[00226] An "alkoxy" group refers to a (alkyl)O- group, where alkyl is as defined herein.

[00227] The term "alkylamine" refers to the  $-\text{N}(\text{alkyl})_x\text{H}_y$  group, where x and y are selected from the group x=1, y=1 and x=2, y=0.

[00228] The term "aromatic" refers to a planar ring having a delocalized  $\pi$ -electron system containing  $4n+2$   $\pi$  electrons, where n is an integer. Aromatics are optionally substituted. The term "aromatic" includes both carbocyclic aryl ("aryl", *e.g.*, phenyl) and heterocyclic aryl (or "heteroaryl" or "heteroaromatic") groups (*e.g.*, pyridine). The term includes monocyclic or fused-ring polycyclic (*i.e.*, rings which share adjacent pairs of carbon atoms) groups.

[00229] The term "carbocyclic" or "carbocycle" refers to a ring or ring system where the atoms forming the backbone of the ring are all carbon atoms. The term thus distinguishes carbocyclic from heterocyclic rings in which the ring backbone contains at least one atom which is different from carbon.

[00230] As used herein, the term "aryl" refers to an aromatic ring wherein each of the atoms forming the ring is a carbon atom. Aryl groups are optionally substituted. In one aspect, an aryl is a phenyl or a naphthalenyl. In one aspect, an aryl is a phenyl. In one aspect, an aryl is a  $\text{C}_{6-10}$  aryl. Depending on the structure, an aryl group can be a monoradical or a diradical (*i.e.*, an arylene group). In some embodiments, 1 or more hydrogen atoms of an aryl are replaced with 1 or more deuterium atoms

[00231] The term "cycloalkyl" refers to a monocyclic or polycyclic aliphatic, non-aromatic radical, wherein each of the atoms forming the ring (*i.e.* skeletal atoms) is a carbon atom. Cycloalkyls may be saturated, or partially unsaturated. Cycloalkyls may be fused with an aromatic ring, and the point of attachment is at a carbon that is not an aromatic ring carbon atom. Cycloalkyl groups include groups having from 3 to 10 ring atoms. In some embodiments, cycloalkyl groups are selected from among cyclopropyl, cyclobutyl, cyclopentyl, cyclopentenyl, cyclohexyl, cyclohexenyl, cycloheptyl, and cyclooctyl. Cycloalkyl groups may be substituted or unsubstituted. Depending on the structure, a cycloalkyl group can be a monoradical or a diradical (*i.e.*, an cycloalkylene group, such as, but not limited to, cyclopropan-1,1-diyl, cyclobutan-1,1-diyl, cyclopentan-1,1-diyl, cyclohexan-1,1-diyl, cyclohexan-1,4-diyl, cycloheptan-1,1-diyl, and the like). In one aspect, a cycloalkyl is a  $\text{C}_3$ -Cecycloalkyl.

[00232] The term "halo" or, alternatively, "halogen" or "halide" means fluoro, chloro, bromo or iodo.

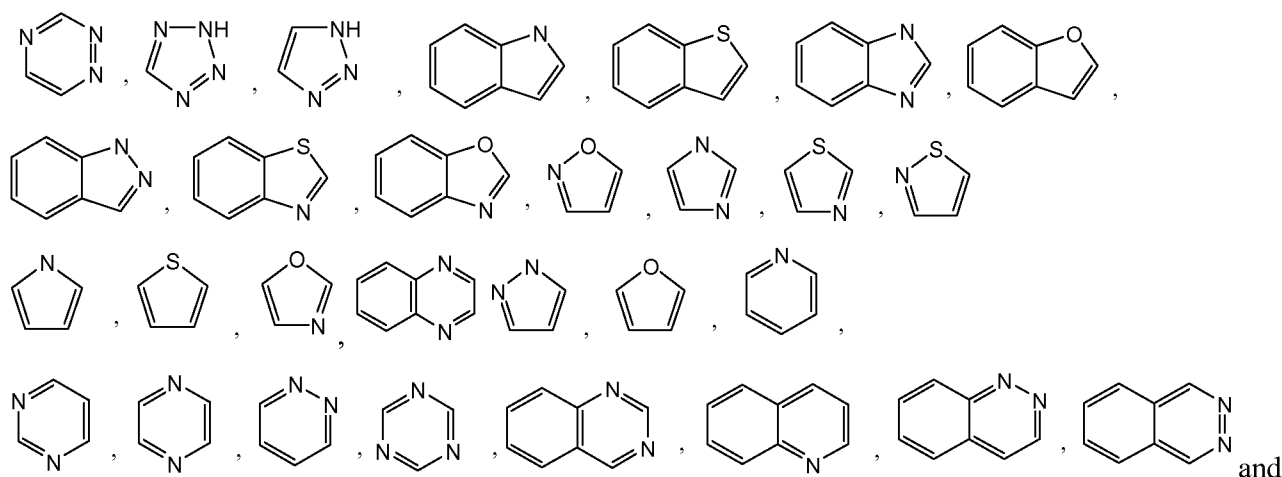
[00233] The term "fluoroalkyl" refers to an alkyl in which one or more hydrogen atoms are replaced by a fluorine atom. In one aspect, a fluoroalkyl is a  $\text{C}_1$ -C<sub>6</sub>fluoroalkyl.

[00234] The term "heteroalkyl" refers to an alkyl group in which one or more skeletal atoms of the alkyl are selected from an atom other than carbon, *e.g.*, oxygen, nitrogen (*e.g.*  $-\text{NH}-$ ,  $-\text{N}(\text{alkyl})-$ ), sulfur, sulfoxide, or sulfone or combinations thereof. In one aspect, a heteroalkyl is a  $\text{C}_1$ -C<sub>6</sub>heteroalkyl. In some embodiments, a heteroalkyl is a  $\text{C}_1$ -C<sub>4</sub>heteroalkyl. In some embodiments, a heteroalkyl is an alkyl

group in which one or more skeletal atoms of the alkyl is oxygen (e.g. a hydroxyalkyl or an alkoxyalkyl). In some embodiments, the one or more skeletal atoms of the heteroalkyl that are other than carbon are at an internal or terminal position of the heteroalkyl.

[00235] The term "heterocycle" or "heterocyclic" refers to heteroaromatic rings (also known as heteroaryls) and heterocycloalkyl rings (also known as heteroalicyclic groups) containing one to four heteroatoms in the ring(s), where each heteroatom in the ring(s) is selected from O, S and N, wherein each heterocyclic group has from 4 to 10 atoms in its ring system, and with the proviso that the any ring does not contain two adjacent O or S atoms. Non-aromatic heterocyclic groups (also known as heterocycloalkyls) include groups having only 3 atoms in their ring system, but aromatic heterocyclic groups must have at least 5 atoms in their ring system. The heterocyclic groups include benzo-fused ring systems. An example of a 3-membered heterocyclic group is aziridinyl. An example of a 4-membered heterocyclic group is azetidiny. An example of a 5-membered heterocyclic group is thiazolyl. An example of a 6-membered heterocyclic group is pyridyl, and an example of a 10-membered heterocyclic group is quinolinyl. Examples of non-aromatic heterocyclic groups are pyrrolidinyl, tetrahydrofuranyl, dihydrofuranyl, tetrahydrothienyl, oxazolidinonyl, tetrahydropyranyl, dihydropyranyl, tetrahydrothiopyranyl, piperidinyl, morpholinyl, thiomorpholinyl, thioxanyl, piperazinyl, aziridinyl, azetidiny, oxetanyl, thietanyl, homopiperidinyl, oxepanyl, thiepanyl, oxazepiny, diazepiny, thiazepiny, 1,2,3,6-tetrahydropyridinyl, pyrrolin-2-yl, pyrrolin-3-yl, indolinyl, 2H-pyranyl, 4H-pyranyl, dioxanyl, 1,3-dioxolanyl, pyrazolinyl, dithianyl, dithiolanyl, dihydropyranyl, dihydrothienyl, dihydrofuranyl, pyrazolidinyl, imidazolinyl, imidazolidinyl, 3-azabicyclo[3.1.0]hexanyl, 3-azabicyclo[4.1.0]heptanyl, 3H-indolyl and quinolizinyl. Examples of aromatic heterocyclic groups are pyridinyl, imidazolyl, pyrimidinyl, pyrazolyl, triazolyl, pyrazinyl, tetrazolyl, furyl, thienyl, isoxazolyl, thiazolyl, oxazolyl, isothiazolyl, pyrrolyl, quinolinyl, isoquinolinyl, indolyl, benzimidazolyl, benzofuranyl, cinnolinyl, indazolyl, indolizinyl, phthalazinyl, pyridazinyl, triazinyl, isoindolyl, pteridinyl, purinyl, oxadiazolyl, thiadiazolyl, furazanyl, benzofurazanyl, benzothiophenyl, benzothiazolyl, benzoxazolyl, quinazolinyl, quinoxaliny, naphthyridinyl, and furopyridinyl. The foregoing groups may be C-attached (or C-linked) or N-attached where such is possible. For instance, a group derived from pyrrole maybe pyrrol-1-yl (N-attached) or pyrrol-3-yl (C-attached). Further, a group derived from imidazole maybe imidazol-1-yl or imidazol-3-yl (both N-attached) or imidazol-2-yl, imidazol-4-yl or imidazol-5-yl (all C-attached). The heterocyclic groups include benzo-fused ring systems. Non-aromatic heterocycles may be substituted with one or two oxo (=O) moieties, such as pyrrolidin-2-one.

[00236] The terms "heteroaryl" or, alternatively, "heteroaromatic" refers to an aryl group that includes one or more ring heteroatoms selected from nitrogen, oxygen and sulfur. Illustrative examples of heteroaryl groups include the following moieties:



- 5 the like. Monocyclic heteroaryls include pyridinyl, imidazolyl, pyrimidinyl, pyrazolyl, triazolyl, pyrazinyl, tetrazolyl, furyl, thienyl, isoxazolyl, thiazolyl, oxazolyl, isothiazolyl, pyrrolyl, pyridazinyl, triazinyl, oxadiazolyl, thiadiazolyl, and furazanyl. In some embodiments, a heteroaryl contains 0-3 N atoms in the ring. In some embodiments, a heteroaryl contains 1-3 N atoms in the ring. In some
- embodiments, a heteroaryl contains 0-3 N atoms, 0-1 O atoms, and 0-1 S atoms in the ring. In some
- 10 embodiments, a heteroaryl is a monocyclic or bicyclic heteroaryl. In some embodiments, heteroaryl is a Ci-Cgheteroaryl. In some embodiments, monocyclic heteroaryl is a Ci-Csheteroaryl. In some
- embodiments, monocyclic heteroaryl is a 5-membered or 6-membered heteroaryl. In some
- embodiments, bicyclic heteroaryl is a Ce-Cgheteroaryl. Depending on the structure, a heteroaryl group
- can be a monoradical or a diradical (i.e., a heteroarylene group).
- 15 **[00237]** A "heterocycloalkyl" or "heteroahcyclic" group refers to a cycloalkyl group wherein at least one of the carbon atoms of the cycloalkyl is replaced with nitrogen (unsubstituted or substituted, e.g. -NH-, -NR<sup>23</sup>-), oxygen (-O-), or sulfur (e.g. -S-, -S(=O)- or -S(=O)<sub>2</sub>-). The radicals may be fused with an aryl or heteroaryl. In some embodiments, the heterocycloalkyl is selected from oxazolidinonyl, pyrrolidinyl, tetrahydrofuranyl, tetrahydrothienyl, tetrahydropyranyl, tetrahydrothiopyranyl, piperidinyl,
- 20 morpholinyl, thiomorpholinyl, piperazinyl, and indolinyl. The term heteroahcyclic also includes all ring forms of the carbohydrates, including but not limited to the monosaccharides, the disaccharides and the oligosaccharides. In one aspect, a heterocycloalkyl is a C<sub>2</sub>-Cioheterocycloalkyl. In another aspect, a heterocycloalkyl is a C<sub>4</sub>-Cioheterocycloalkyl. In one aspect, a heterocycloalkyl is a C<sub>2</sub>-Cioheterocycloalkyl. In another aspect, a heterocycloalkyl is a C<sub>2</sub>-C<sub>6</sub>heterocycloalkyl. In some
- 25 embodiments, a heterocycloalkyl is a monocyclic heterocycloalkyl. In some embodiments, a heterocycloalkyl is a bicyclic heterocycloalkyl. In some embodiments, a heterocycloalkyl contains 0-2 N atoms in the ring. In some embodiments, a heterocycloalkyl contains 0-2 N atoms, 0-2 O atoms and 0-1 S atoms in the ring.

- [00238]** The term "bond" or "single bond" refers to a chemical bond between two atoms, or two
- 30 moieties when the atoms joined by the bond are considered to be part of larger substructure. In one

aspect, when a group described herein is a bond, the referenced group is absent thereby allowing a bond to be formed between the remaining identified groups.

[00239] The term "moiety" refers to a specific segment or functional group of a molecule. Chemical moieties are often recognized chemical entities embedded in or appended to a molecule.

5 [00240] The term "optionally substituted" or "substituted" means that the referenced group may be substituted with one or more additional group(s) individually and independently selected from alkyl, cycloalkyl, aryl, heteroaryl, heteroalicyclic, hydroxy, alkoxy, aryloxy, alkylthio, arylthio, alkylsulfoxide, arylsulfoxide, alkylsulfone, arylsulfone, cyano, halo, nitro, haloalkyl, fluoroalkyl, fluoroalkoxy, and amino, including mono- and di-substituted amino groups, and the protected  
10 derivatives thereof. In some embodiments, optional substituents are independently selected from halogen, -CN, -NH<sub>2</sub>, -NH(CH<sub>3</sub>), -N(CH<sub>3</sub>)<sub>2</sub>, -OH, -CO<sub>2</sub>H, -CO<sub>2</sub>alkyl, -C(=O)NH<sub>2</sub>, -C(=O)NH(alkyl), -C(=O)N(alkyl)<sub>2</sub>, -S(=O)<sub>2</sub>NH<sub>2</sub>, -S(=O)<sub>2</sub>NH(alkyl), -S(=O)<sub>2</sub>N(alkyl)<sub>2</sub>, alkyl, cycloalkyl, fluoroalkyl, heteroalkyl, alkoxy, fluoroalkoxy, heterocycloalkyl, aryl, heteroaryl, aryloxy, alkylthio, arylthio, alkylsulfoxide, arylsulfoxide, alkylsulfone, and arylsulfone. In some embodiments, optional  
15 substituents are independently selected from halogen, -CN, -NH<sub>2</sub>, -OH, -NH(CH<sub>3</sub>), -N(CH<sub>3</sub>)<sub>2</sub>, -CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>3</sub>, -CF<sub>3</sub>, -OCH<sub>3</sub>, and -OCF<sub>3</sub>. In some embodiments, substituted groups are substituted with one or two of the preceding groups. In some embodiments, an optional substituent on an aliphatic carbon atom (acyclic or cyclic, saturated or unsaturated carbon atoms, excluding aromatic carbon atoms) includes oxo (=O).

20 [00241] In certain embodiments, the compounds presented herein possess one or more stereocenters and each center independently exists in either the R or S configuration. The compounds presented herein include all diastereomeric, enantiomeric, and epimeric forms as well as the appropriate mixtures thereof. Stereoisomers are obtained, if desired, by methods such as, stereoselective synthesis and/or the separation of stereoisomers by chiral chromatographic columns.

25 [00242] The methods and formulations described herein include the use of *N*-oxides (if appropriate), crystalline forms (also known as polymorphs), or pharmaceutically acceptable salts of compounds having the structure of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), as well as active metabolites of these compounds having the same type of activity. In some situations, compounds may exist as tautomers. All tautomers are included within the scope of the compounds presented herein. In  
30 specific embodiments, the compounds described herein exist in solvated forms with pharmaceutically acceptable solvents such as water, ethanol, and the like. In other embodiments, the compounds described herein exist in unsolvated form.

[00243] The term "acceptable" with respect to a formulation, composition or ingredient, as used herein, means having no persistent detrimental effect on the general health of the subject being treated.

35 [00244] The term "modulate" as used herein, means to interact with a target either directly or indirectly so as to alter the activity of the target, including, by way of example only, to enhance the activity of the

target, to inhibit the activity of the target, to limit the activity of the target, or to extend the activity of the target.

[00245] The term "modulator" as used herein, refers to a molecule that interacts with a target either directly or indirectly. The interactions include, but are not limited to, the interactions of an agonist, partial agonist, an inverse agonist, antagonist, degrader, or combinations thereof. In some embodiments, a modulator is an antagonist. In some embodiments, a modulator is a degrader.

[00246] "Selective estrogen receptor modulator" or "SERM" as used herein, refers to a molecule that differentially modulates the activity of estrogen receptors in different tissues. For example, in some embodiments, a SERM displays ER antagonist activity in some tissues and ER agonist activity in other tissues. In some embodiments, a SERM displays ER antagonist activity in some tissues and minimal or no ER agonist activity in other tissues. In some embodiments, a SERM displays ER antagonist activity in breast tissues, ovarian tissues, endometrial tissues, and/or cervical tissues but minimal or no ER agonist activity in uterine tissues.

[00247] The term "antagonist" as used herein, refers to a small -molecule agent that binds to a nuclear hormone receptor and subsequently decreases the agonist induced transcriptional activity of the nuclear hormone receptor.

[00248] The term "agonist" as used herein, refers to a small-molecule agent that binds to a nuclear hormone receptor and subsequently increases nuclear hormone receptor transcriptional activity in the absence of a known agonist.

[00249] The term "inverse agonist" as used herein, refers to a small-molecule agent that binds to a nuclear hormone receptor and subsequently decreases the basal level of nuclear hormone receptor transcriptional activity that is present in the absence of a known agonist.

[00250] The term "degrader" as used herein, refers to a small molecule agent that binds to a nuclear hormone receptor and subsequently lowers the steady state protein levels of said receptor. In some embodiments, a degrader as described herein lowers steady state estrogen receptor levels by at least 10%, at least 20%, at least 30%, at least 40%, at least 50%, at least 60%, at least 65%, at least 70%, at least 75%, at least 80%, at least 85%, at least 90% or at least 95%. In some embodiments, a degrader as described herein lowers steady state estrogen receptor levels by at least 65%. In some embodiments, a degrader as described herein lowers steady state estrogen receptor levels by at least 85%.

[00251] The term "selective estrogen receptor degrader" or "SERD" as used herein, refers to a small molecule agent that preferentially binds to estrogen receptors versus other receptors and subsequently lowers the steady state estrogen receptor levels.

[00252] The term "ER-dependent", as used herein, refers to diseases or conditions that would not occur, or would not occur to the same extent, in the absence of estrogen receptors.

[00253] The term "ER-mediated", as used herein, refers to diseases or conditions that would not occur in the absence of estrogen receptors but can occur in the presence of estrogen receptors.

[00254] The term "ER-sensitive", as used herein, refers to diseases or conditions that would not occur, or would not occur to the same extent, in the absence of estrogens.

[00255] The term "cancer" as used herein refers to an abnormal growth of cells which tend to proliferate in an uncontrolled way and, in some cases, to metastasize (spread). The types of cancer include, but is not limited to, solid tumors (such as those of the bladder, bowel, brain, breast, endometrium, heart, kidney, lung, uterus, lymphatic tissue (lymphoma), ovary, pancreas or other endocrine organ (thyroid), prostate, skin (melanoma or basal cell cancer) or hematological tumors (such as the leukemias and lymphomas) at any stage of the disease with or without metastases.

[00256] Additional non-limiting examples of cancers include, acute lymphoblastic leukemia, acute myeloid leukemia, adrenocortical carcinoma, anal cancer, appendix cancer, astrocytomas, atypical teratoid/rhabdoid tumor, basal cell carcinoma, bile duct cancer, bladder cancer, bone cancer (osteosarcoma and malignant fibrous histiocytoma), brain stem glioma, brain tumors, brain and spinal cord tumors, breast cancer, bronchial tumors, Burkitt lymphoma, cervical cancer, chronic lymphocytic leukemia, chronic myelogenous leukemia, colon cancer, colorectal cancer, craniopharyngioma, cutaneous T-Cell lymphoma, embryonal tumors, endometrial cancer, ependymoblastoma, ependymoma, esophageal cancer, ewing sarcoma family of tumors, eye cancer, retinoblastoma, gallbladder cancer, gastric (stomach) cancer, gastrointestinal carcinoid tumor, gastrointestinal stromal tumor (GIST), gastrointestinal stromal cell tumor, germ cell tumor, glioma, hairy cell leukemia, head and neck cancer, hepatocellular (liver) cancer, hodgkin lymphoma, hypopharyngeal cancer, intraocular melanoma, islet cell tumors (endocrine pancreas), Kaposi sarcoma, kidney cancer, Langerhans cell histiocytosis, laryngeal cancer, leukemia, Acute lymphoblastic leukemia, acute myeloid leukemia, chronic lymphocytic leukemia, chronic myelogenous leukemia, hairy cell leukemia, liver cancer, lung cancer, non-small cell lung cancer, small cell lung cancer, Burkitt lymphoma, cutaneous T-cell lymphoma, Hodgkin lymphoma, non-Hodgkin lymphoma, lymphoma, Waldenstrom macroglobulinemia, medulloblastoma, medulloepithelioma, melanoma, mesothelioma, mouth cancer, chronic myelogenous leukemia, myeloid leukemia, multiple myeloma, nasopharyngeal cancer, neuroblastoma, non-Hodgkin lymphoma, non-small cell lung cancer, oral cancer, oropharyngeal cancer, osteosarcoma, malignant fibrous histiocytoma of bone, ovarian cancer, ovarian epithelial cancer, ovarian germ cell tumor, ovarian low malignant potential tumor, pancreatic cancer, papillomatosis, parathyroid cancer, penile cancer, pharyngeal cancer, pineal parenchymal tumors of intermediate differentiation, pineoblastoma and supratentorial primitive neuroectodermal tumors, pituitary tumor, plasma cell neoplasm/multiple myeloma, pleuropulmonary blastoma, primary central nervous system lymphoma, prostate cancer, rectal cancer, renal cell (kidney) cancer, retinoblastoma, rhabdomyosarcoma, salivary gland cancer, sarcoma, Ewing sarcoma family of tumors, sarcoma, kaposi, Sezary syndrome, skin cancer, small cell Lung cancer, small intestine cancer, soft tissue sarcoma, squamous cell carcinoma, stomach (gastric) cancer, supratentorial primitive neuroectodermal tumors, T-cell lymphoma, testicular cancer, throat



cancer, thymoma and thymic carcinoma, thyroid cancer, urethral cancer, uterine cancer, uterine sarcoma, vaginal cancer, vulvar cancer, Waldenstrom macroglobulinemia, Wilms tumor.

[00257] The terms "co-administration" or the like, as used herein, are meant to encompass administration of the selected therapeutic agents to a single patient, and are intended to include treatment regimens in which the agents are administered by the same or different route of administration or at the same or different time.

[00258] The terms "effective amount" or "therapeutically effective amount," as used herein, refer to a sufficient amount of an agent or a compound being administered which will relieve to some extent one or more of the symptoms of the disease or condition being treated. The result can be reduction and/or alleviation of the signs, symptoms, or causes of a disease, or any other desired alteration of a biological system. For example, an "effective amount" for therapeutic uses is the amount of the composition comprising a compound as disclosed herein required to provide a clinically significant decrease in disease symptoms. An appropriate "effective" amount in any individual case may be determined using techniques, such as a dose escalation study.

[00259] The terms "enhance" or "enhancing," as used herein, means to increase or prolong either in potency or duration a desired effect. Thus, in regard to enhancing the effect of therapeutic agents, the term "enhancing" refers to the ability to increase or prolong, either in potency or duration, the effect of other therapeutic agents on a system. An "enhancing-effective amount," as used herein, refers to an amount adequate to enhance the effect of another therapeutic agent in a desired system.

[00260] The term "pharmaceutical combination" as used herein, means a product that results from the mixing or combining of more than one active ingredient and includes both fixed and non-fixed combinations of the active ingredients. The term "fixed combination" means that the active ingredients, e.g. a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, and a co-agent, are both administered to a patient simultaneously in the form of a single entity or dosage. The term "non-fixed combination" means that the active ingredients, e.g. a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, and a co-agent, are administered to a patient as separate entities either simultaneously, concurrently or sequentially with no specific intervening time limits, wherein such administration provides effective levels of the two compounds in the body of the patient. The latter also applies to cocktail therapy, e.g. the administration of three or more active ingredients.

[00261] The terms "kit" and "article of manufacture" are used as synonyms.

[00262] A "metabolite" of a compound disclosed herein is a derivative of that compound that is formed when the compound is metabolized. The term "active metabolite" refers to a biologically active derivative of a compound that is formed when the compound is metabolized. The term "metabolized," as used herein, refers to the sum of the processes (including, but not limited to, hydrolysis reactions and reactions catalyzed by enzymes) by which a particular substance is changed by an organism. Thus,

enzymes may produce specific structural alterations to a compound. For example, cytochrome P450 catalyzes a variety of oxidative and reductive reactions while uridine diphosphate glucuronyltransferases catalyze the transfer of an activated glucuronic-acid molecule to aromatic alcohols, aliphatic alcohols, carboxylic acids, amines and free sulphydryl groups. Metabolites of the compounds disclosed herein are optionally identified either by administration of compounds to a host and analysis of tissue samples from the host, or by incubation of compounds with hepatic cells in vitro and analysis of the resulting compounds.

[00263] The term "subject" or "patient" encompasses mammals. Examples of mammals include, but are not limited to, any member of the Mammalian class: humans, non-human primates such as chimpanzees, and other apes and monkey species; farm animals such as cattle, horses, sheep, goats, swine; domestic animals such as rabbits, dogs, and cats; laboratory animals including rodents, such as rats, mice and guinea pigs, and the like. In one aspect, the mammal is a human.

[00264] The terms "treat," "treating" or "treatment," as used herein, include alleviating, abating or ameliorating at least one symptom of a disease or condition, preventing additional symptoms, inhibiting the disease or condition, e.g., arresting the development of the disease or condition, relieving the disease or condition, causing regression of the disease or condition, relieving a condition caused by the disease or condition, or stopping the symptoms of the disease or condition either prophylactically and/or therapeutically.

#### **Routes of Administration**

[00265] Suitable routes of administration include, but are not limited to, oral, intravenous, rectal, aerosol, parenteral, ophthalmic, pulmonary, transmucosal, transdermal, vaginal, otic, nasal, and topical administration. In addition, by way of example only, parenteral delivery includes intramuscular, subcutaneous, intravenous, intramedullary injections, as well as intrathecal, direct intraventricular, intraperitoneal, intralymphatic, and intranasal injections.

[00266] In certain embodiments, a compound as described herein is administered in a local rather than systemic manner, for example, via injection of the compound directly into an organ, often in a depot preparation or sustained release formulation. In specific embodiments, long acting formulations are administered by implantation (for example subcutaneously or intramuscularly) or by intramuscular injection. Furthermore, in other embodiments, the drug is delivered in a targeted drug delivery system, for example, in a liposome coated with organ-specific antibody. In such embodiments, the liposomes are targeted to and taken up selectively by the organ. In yet other embodiments, the compound as described herein is provided in the form of a rapid release formulation, in the form of an extended release formulation, or in the form of an intermediate release formulation. In yet other embodiments, the compound described herein is administered topically.

**Pharmaceutical Compositions/Formulations**

[00267] In some embodiments, the compounds described herein are formulated into pharmaceutical compositions. Pharmaceutical compositions are formulated in a conventional manner using one or more pharmaceutically acceptable inactive ingredients that facilitate processing of the active compounds into preparations that can be used pharmaceutically. Proper formulation is dependent upon the route of administration chosen. A summary of pharmaceutical compositions described herein can be found, for example, in Remington: The Science and Practice of Pharmacy, Nineteenth Ed (Easton, Pa.: Mack Publishing Company, 1995); Hoover, John E., Remington's Pharmaceutical Sciences, Mack Publishing Co., Easton, Pennsylvania 1975; Liberman, H.A. and Lachman, L., Eds., Pharmaceutical Dosage Forms, Marcel Decker, New York, N.Y., 1980; and Pharmaceutical Dosage Forms and Drug Delivery Systems, Seventh Ed. (Lippincott Williams & Wilkins 1999), herein incorporated by reference for such disclosure.

[00268] Provided herein are pharmaceutical compositions that include a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, and at least one pharmaceutically acceptable inactive ingredient. In some embodiments, the compounds described herein are administered as pharmaceutical compositions in which a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, is mixed with other active ingredients, as in combination therapy. In other embodiments, the pharmaceutical compositions include other medicinal or pharmaceutical agents, carriers, adjuvants, preserving, stabilizing, wetting or emulsifying agents, solution promoters, salts for regulating the osmotic pressure, and/or buffers. In yet other embodiments, the pharmaceutical compositions include other therapeutically valuable substances.

[00269] A pharmaceutical composition, as used herein, refers to a mixture of a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, with other chemical components (i.e. pharmaceutically acceptable inactive ingredients), such as carriers, excipients, binders, filling agents, suspending agents, flavoring agents, sweetening agents, disintegrating agents, dispersing agents, surfactants, lubricants, colorants, diluents, solubilizers, moistening agents, plasticizers, stabilizers, penetration enhancers, wetting agents, anti-foaming agents, antioxidants, preservatives, or one or more combination thereof. The pharmaceutical composition facilitates administration of the compound to a mammal.

[00270] A therapeutically effective amount can vary widely depending on the severity of the disease, the age and relative health of the subject, the potency of the compound used and other factors. The compounds can be used singly or in combination with one or more therapeutic agents as components of mixtures.

[00271] The pharmaceutical formulations described herein are administered to a subject by appropriate administration routes, including but not limited to, oral, parenteral (e.g., intravenous, subcutaneous, intramuscular), intranasal, buccal, topical, rectal, or transdermal administration routes. The

pharmaceutical formulations described herein include, but are not limited to, aqueous liquid dispersions, self-emulsifying dispersions, solid solutions, liposomal dispersions, aerosols, solid dosage forms, powders, immediate release formulations, controlled release formulations, fast melt formulations, tablets, capsules, pills, delayed release formulations, extended release formulations, pulsatile release formulations, multiparticulate formulations, and mixed immediate and controlled release formulations.

[00272] Pharmaceutical compositions including a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, are manufactured in a conventional manner, such as, by way of example only, by means of conventional mixing, dissolving, granulating, dragee-making, levigating, emulsifying, encapsulating, entrapping or compression processes.

[00273] The pharmaceutical compositions will include at least one compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII) as an active ingredient in free-acid or free-base form, or in a pharmaceutically acceptable salt form. In addition, the methods and pharmaceutical compositions described herein include the use of *N*-oxides (if appropriate), crystalline forms, amorphous phases, as well as active metabolites of these compounds having the same type of activity. In some embodiments, compounds described herein exist in unsolvated form or in solvated forms with pharmaceutically acceptable solvents such as water, ethanol, and the like. The solvated forms of the compounds presented herein are also considered to be disclosed herein.

[00274] The pharmaceutical compositions described herein, which include a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, are formulated into any suitable dosage form, including but not limited to, aqueous oral dispersions, liquids, gels, syrups, elixirs, slurries, suspensions, solid oral dosage forms, controlled release formulations, fast melt formulations, effervescent formulations, lyophilized formulations, tablets, powders, pills, dragees, capsules, delayed release formulations, extended release formulations, pulsatile release formulations, multiparticulate formulations, and mixed immediate release and controlled release formulations.

[00275] Pharmaceutical preparations that are administered orally include push-fit capsules made of gelatin, as well as soft, sealed capsules made of gelatin and a plasticizer, such as glycerol or sorbitol. The push-fit capsules contain the active ingredients in admixture with filler such as lactose, binders such as starches, and/or lubricants such as talc or magnesium stearate and, optionally, stabilizers. In some embodiments, the push-fit capsules do not include any other ingredient besides the capsule shell and the active ingredient. In soft capsules, the active compounds are dissolved or suspended in suitable liquids, such as fatty oils, liquid paraffin, or liquid polyethylene glycols. In some embodiments, stabilizers are added.

[00276] All formulations for oral administration are in dosages suitable for such administration.

[00277] In one aspect, solid oral dosage forms are prepared by mixing a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, with one or more of the following: antioxidants, flavoring agents, and carrier materials such as binders, suspending agents,

disintegration agents, filling agents, surfactants, solubilizers, stabilizers, lubricants, wetting agents, and diluents.

[00278] In some embodiments, the solid dosage forms disclosed herein are in the form of a tablet, (including a suspension tablet, a fast-melt tablet, a bite-disintegration tablet, a rapid-disintegration tablet, an effervescent tablet, or a caplet), a pill, a powder, a capsule, solid dispersion, solid solution, bioerodible dosage form, controlled release formulations, pulsatile release dosage forms, multiparticulate dosage forms, beads, pellets, granules. In other embodiments, the pharmaceutical formulation is in the form of a powder. In still other embodiments, the pharmaceutical formulation is in the form of a tablet. In other embodiments, pharmaceutical formulation is in the form of a capsule.

[00279] In some embodiments, solid dosage forms, e.g., tablets, effervescent tablets, and capsules, are prepared by mixing particles of a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, with one or more pharmaceutical excipients to form a bulk blend composition. The bulk blend is readily subdivided into equally effective unit dosage forms, such as tablets, pills, and capsules. In some embodiments, the individual unit dosages include film coatings. These formulations are manufactured by conventional formulation techniques.

[00280] Conventional formulation techniques include, e.g., one or a combination of methods: (1) dry mixing, (2) direct compression, (3) milling, (4) dry or non-aqueous granulation, (5) wet granulation, or (6) fusion. Other methods include, e.g., spray drying, pan coating, melt granulation, granulation, fluidized bed spray drying or coating (e.g., wurster coating), tangential coating, top spraying, tableting, extruding and the like.

[00281] In some embodiments, tablets will include a film surrounding the final compressed tablet. In some embodiments, the film coating can provide a delayed release of the compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, from the formulation. In other embodiments, the film coating aids inpatient compliance (e.g., Opadry® coatings or sugar coating). Film coatings including Opadry® typically range from about 1% to about 3% of the tablet weight.

[00282] A capsule may be prepared, for example, by placing the bulk blend of the formulation of the compound described above, inside of a capsule. In some embodiments, the formulations (non-aqueous suspensions and solutions) are placed in a soft gelatin capsule. In other embodiments, the formulations are placed in standard gelatin capsules or non-gelatin capsules such as capsules comprising HPMC. In other embodiments, the formulation is placed in a sprinkle capsule, wherein the capsule is swallowed whole or the capsule is opened and the contents sprinkled on food prior to eating.

[00283] In various embodiments, the particles of the compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, and one or more excipients are dry blended and compressed into a mass, such as a tablet, having a hardness sufficient to provide a pharmaceutical composition that substantially disintegrates within less than about 30 minutes, less than

about 35 minutes, less than about 40 minutes, less than about 45 minutes, less than about 50 minutes, less than about 55 minutes, or less than about 60 minutes, after oral administration, thereby releasing the formulation into the gastrointestinal fluid.

[00284] In still other embodiments, effervescent powders are also prepared. Effervescent salts have been used to disperse medicines in water for oral administration.

[00285] In some embodiments, the pharmaceutical solid oral dosage forms are formulated to provide a controlled release of the active compound. Controlled release refers to the release of the active compound from a dosage form in which it is incorporated according to a desired profile over an extended period of time. Controlled release profiles include, for example, sustained release, prolonged release, pulsatile release, and delayed release profiles. In contrast to immediate release compositions, controlled release compositions allow delivery of an agent to a subject over an extended period of time according to a predetermined profile. Such release rates can provide therapeutically effective levels of agent for an extended period of time and thereby provide a longer period of pharmacologic response while minimizing side effects as compared to conventional rapid release dosage forms. Such longer periods of response provide for many inherent benefits that are not achieved with the corresponding short acting, immediate release preparations.

[00286] In some embodiments, the solid dosage forms described herein are formulated as enteric coated delayed release oral dosage forms, i.e., as an oral dosage form of a pharmaceutical composition as described herein which utilizes an enteric coating to affect release in the small intestine or large intestine. In one aspect, the enteric coated dosage form is a compressed or molded or extruded tablet/mold (coated or uncoated) containing granules, powder, pellets, beads or particles of the active ingredient and/or other composition components, which are themselves coated or uncoated. In one aspect, the enteric coated oral dosage form is in the form of a capsule containing pellets, beads or granules.

[00287] Conventional coating techniques such as spray or pan coating are employed to apply coatings. The coating thickness must be sufficient to ensure that the oral dosage form remains intact until the desired site of topical delivery in the intestinal tract is reached.

[00288] In other embodiments, the formulations described herein are delivered using a pulsatile dosage form. A pulsatile dosage form is capable of providing one or more immediate release pulses at predetermined time points after a controlled lag time or at specific sites. Exemplary pulsatile dosage forms and methods of their manufacture are disclosed in U.S. Pat. Nos. 5,011,692, 5,017,381, 5,229,135, 5,840,329 and 5,837,284. In one embodiment, the pulsatile dosage form includes at least two groups of particles, (i.e. multiparticulate) each containing the formulation described herein. The first group of particles provides a substantially immediate dose of the active compound upon ingestion by a mammal. The first group of particles can be either uncoated or include a coating and/or sealant. In one aspect, the second group of particles comprises coated particles. The coating on the second group of

particles provides a delay of from about 2 hours to about 7 hours following ingestion before release of the second dose. Suitable coatings for pharmaceutical compositions are described herein or in the art.

[00289] In some embodiments, pharmaceutical formulations are provided that include particles of a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, and at least one dispersing agent or suspending agent for oral administration to a subject. The formulations may be a powder and/or granules for suspension, and upon admixture with water, a substantially uniform suspension is obtained.

[00290] In one aspect, liquid formulation dosage forms for oral administration are in the form of aqueous suspensions selected from the group including, but not limited to, pharmaceutically acceptable aqueous oral dispersions, emulsions, solutions, elixirs, gels, and syrups. See, e.g., Singh *et al.*, Encyclopedia of Pharmaceutical Technology, 2nd Ed., pp. 754-757 (2002). In addition to the particles of the compound of Formula (I), the liquid dosage forms include additives, such as: (a) disintegrating agents; (b) dispersing agents; (c) wetting agents; (d) at least one preservative, (e) viscosity enhancing agents, (f) at least one sweetening agent, and (g) at least one flavoring agent. In some embodiments, the aqueous dispersions can further include a crystalline inhibitor.

[00291] Buccal formulations that include a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, are administered using a variety of formulations known in the art. For example, such formulations include, but are not limited to, U.S. Pat. Nos. 4,229,447, 4,596,795, 4,755,386, and 5,739,136. In addition, the buccal dosage forms described herein can further include a bioerodible (hydrolysable) polymeric carrier that also serves to adhere the dosage form to the buccal mucosa. For buccal or sublingual administration, the compositions may take the form of tablets, lozenges, or gels formulated in a conventional manner.

[00292] In some embodiments, compounds of Formula (I), (II), (III), (IV), (V), (VI), (VII), and (VIII), or a pharmaceutically acceptable salt thereof, are prepared as transdermal dosage forms. In one embodiment, the transdermal formulations described herein include at least three components: (1) a formulation of a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), (VIII), (IX), (X), (XI), or (XIII), or a pharmaceutically acceptable salt thereof; (2) a penetration enhancer; and (3) an aqueous adjuvant. In some embodiments the transdermal formulations include additional components such as, but not limited to, gelling agents, creams and ointment bases, and the like. In some embodiments, the transdermal formulation further includes a woven or non-woven backing material to enhance absorption and prevent the removal of the transdermal formulation from the skin. In other embodiments, the transdermal formulations described herein can maintain a saturated or supersaturated state to promote diffusion into the skin.

[00293] In one aspect, formulations suitable for transdermal administration of compounds described herein employ transdermal delivery devices and transdermal delivery patches and can be lipophilic emulsions or buffered, aqueous solutions, dissolved and/or dispersed in a polymer or an adhesive. In

one aspect, such patches are constructed for continuous, pulsatile, or on demand delivery of pharmaceutical agents. Still further, transdermal delivery of the compounds described herein can be accomplished by means of iontophoretic patches and the like. In one aspect, transdermal patches provide controlled delivery of the active compound. In one aspect, transdermal devices are in the form of a bandage comprising a backing member, a reservoir containing the compound optionally with carriers, optionally a rate controlling barrier to deliver the compound to the skin of the host at a controlled and predetermined rate over a prolonged period of time, and means to secure the device to the skin.

[00294] In one aspect, a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, is formulated into a pharmaceutical composition suitable for intramuscular, subcutaneous, or intravenous injection. In one aspect, formulations suitable for intramuscular, subcutaneous, or intravenous injection include physiologically acceptable sterile aqueous or non-aqueous solutions, dispersions, suspensions or emulsions, and sterile powders for reconstitution into sterile injectable solutions or dispersions. Examples of suitable aqueous and non-aqueous carriers, diluents, solvents, or vehicles include water, ethanol, polyols (propyleneglycol, polyethylene-glycol, glycerol, cremophor and the like), vegetable oils and organic esters, such as ethyl oleate. In some embodiments, formulations suitable for subcutaneous injection contain additives such as preserving, wetting, emulsifying, and dispensing agents. Prolonged absorption of the injectable pharmaceutical form can be brought about by the use of agents delaying absorption, such as aluminum monostearate and gelatin.

[00295] For intravenous injections, compounds described herein are formulated in aqueous solutions, preferably in physiologically compatible buffers such as Hank's solution, Ringer's solution, or physiological saline buffer.

[00296] For transmucosal administration, penetrants appropriate to the barrier to be permeated are used in the formulation. Such penetrants are generally known in the art. For other parenteral injections, appropriate formulations include aqueous or nonaqueous solutions, preferably with physiologically compatible buffers or excipients. Such excipients are known.

[00297] Parenteral injections may involve bolus injection or continuous infusion. Formulations for injection may be presented in unit dosage form, e.g., in ampoules or in multi-dose containers, with an added preservative. The pharmaceutical composition described herein may be in a form suitable for parenteral injection as a sterile suspensions, solutions or emulsions in oily or aqueous vehicles, and may contain formulatory agents such as suspending, stabilizing and/or dispersing agents. In one aspect, the active ingredient is in powder form for constitution with a suitable vehicle, e.g., sterile pyrogen-free water, before use.

[00298] In certain embodiments, delivery systems for pharmaceutical compounds may be employed, such as, for example, liposomes and emulsions. In certain embodiments, compositions provided herein



can also include an mucoadhesive polymer, selected from among, for example, carboxymethylcellulose, carbomer (acrylic acid polymer), poly(methylmethacrylate), polyacrylamide, polycarbophil, acrylic acid/butyl acrylate copolymer, sodium alginate and dextran.

[00299] In some embodiments, the compounds described herein may be administered topically and can be formulated into a variety of topically administrable compositions, such as solutions, suspensions, lotions, gels, pastes, medicated sticks, balms, creams or ointments. Such pharmaceutical compounds can contain solubilizers, stabilizers, tonicity enhancing agents, buffers and preservatives.

#### **Methods of Dosing and Treatment Regimens**

[00300] In one embodiment, the compounds of Formula (I), (II), (III), (IV), (V), (VI), (VII), and (VIII), or a pharmaceutically acceptable salt thereof, are used in the preparation of medicaments for the treatment of diseases or conditions in a mammal that would benefit from a reduction of estrogen receptor activity. Methods for treating any of the diseases or conditions described herein in a mammal in need of such treatment, involves administration of pharmaceutical compositions that include at least one compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, or a pharmaceutically acceptable salt, active metabolite, prodrug, or pharmaceutically acceptable solvate thereof, in therapeutically effective amounts to said mammal.

[00301] In certain embodiments, the compositions containing the compound(s) described herein are administered for prophylactic and/or therapeutic treatments. In certain therapeutic applications, the compositions are administered to a patient already suffering from a disease or condition, in an amount sufficient to cure or at least partially arrest at least one of the symptoms of the disease or condition. Amounts effective for this use depend on the severity and course of the disease or condition, previous therapy, the patient's health status, weight, and response to the drugs, and the judgment of the treating physician. Therapeutically effective amounts are optionally determined by methods including, but not limited to, a dose escalation clinical trial.

[00302] In prophylactic applications, compositions containing the compounds described herein are administered to a patient susceptible to or otherwise at risk of a particular disease, disorder or condition. Such an amount is defined to be a "prophylactically effective amount or dose." In this use, the precise amounts also depend on the patient's state of health, weight, and the like. When used in a patient, effective amounts for this use will depend on the severity and course of the disease, disorder or condition, previous therapy, the patient's health status and response to the drugs, and the judgment of the treating physician. In one aspect, prophylactic treatments include administering to a mammal, who previously experienced at least one symptom of the disease being treated and is currently in remission, a pharmaceutical composition comprising a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, in order to prevent a return of the symptoms of the disease or condition.

[00303] In certain embodiments wherein the patient's condition does not improve, upon the doctor's discretion the administration of the compounds are administered chronically, that is, for an extended period of time, including throughout the duration of the patient's life in order to ameliorate or otherwise control or limit the symptoms of the patient's disease or condition.

5 [00304] In certain embodiments wherein a patient's status does improve, the dose of drug being administered may be temporarily reduced or temporarily suspended for a certain length of time (*i.e.*, a "drug holiday"). In specific embodiments, the length of the drug holiday is between 2 days and 1 year, including by way of example only, 2 days, 3 days, 4 days, 5 days, 6 days, 7 days, 10 days, 12 days, 15 days, 20 days, 28 days, or more than 28 days. The dose reduction during a drug holiday is, by way of  
10 example only, by 10%- 100%, including by way of example only 10%, 15%, 20%, 25%, 30%, 35%, 40%, 45%, 50%, 55%, 60%, 65%, 70%, 75%, 80%, 85%, 90%, 95%, and 100%.

[00305] Once improvement of the patient's conditions has occurred, a maintenance dose is administered if necessary. Subsequently, in specific embodiments, the dosage or the frequency of administration, or both, is reduced, as a function of the symptoms, to a level at which the improved disease, disorder or  
15 condition is retained. In certain embodiments, however, the patient requires intermittent treatment on a long-term basis upon any recurrence of symptoms.

[00306] The amount of a given agent that corresponds to such an amount varies depending upon factors such as the particular compound, disease condition and its severity, the identity (*e.g.*, weight, sex) of the subject or host in need of treatment, but can nevertheless be determined according to the particular  
20 circumstances surrounding the case, including, *e.g.*, the specific agent being administered, the route of administration, the condition being treated, and the subject or host being treated.

[00307] In general, however, doses employed for adult human treatment are typically in the range of 0.01 mg-5000 mg per day. In one aspect, doses employed for adult human treatment are from about 1 mg to about 1000 mg per day. In one embodiment, the desired dose is conveniently presented in a  
25 single dose or in divided doses administered simultaneously or at appropriate intervals, for example as two, three, four or more sub-doses per day.

[00308] In one embodiment, the daily dosages appropriate for the compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, described herein are from about 0.01 to about 10 mg/kg per body weight. In some embodiments, the daily dosage or the amount of  
30 active in the dosage form are lower or higher than the ranges indicated herein, based on a number of variables in regard to an individual treatment regime. In various embodiments, the daily and unit dosages are altered depending on a number of variables including, but not limited to, the activity of the compound used, the disease or condition to be treated, the mode of administration, the requirements of the individual subject, the severity of the disease or condition being treated, and the judgment of the  
35 practitioner.

[00309] Toxicity and therapeutic efficacy of such therapeutic regimens are determined by standard pharmaceutical procedures in cell cultures or experimental animals, including, but not limited to, the determination of the LD<sub>50</sub> and the ED<sub>50</sub>. The dose ratio between the toxic and therapeutic effects is the therapeutic index and it is expressed as the ratio between LD<sub>50</sub> and ED<sub>50</sub>. In certain embodiments, the data obtained from cell culture assays and animal studies are used in formulating the therapeutically effective daily dosage range and/or the therapeutically effective unit dosage amount for use in mammals, including humans. In some embodiments, the daily dosage amount of the compounds described herein lies within a range of circulating concentrations that include the ED<sub>50</sub> with minimal toxicity. In certain embodiments, the daily dosage range and/or the unit dosage amount varies within this range depending upon the dosage form employed and the route of administration utilized.

#### **Combination Treatments**

[00310] In certain instances, it is appropriate to administer at least one compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, in combination with one or more other therapeutic agents.

[00311] In one embodiment, the therapeutic effectiveness of one of the compounds described herein is enhanced by administration of an adjuvant (*i.e.*, by itself the adjuvant may have minimal therapeutic benefit, but in combination with another therapeutic agent, the overall therapeutic benefit to the patient is enhanced). Or, in some embodiments, the benefit experienced by a patient is increased by administering one of the compounds described herein with another therapeutic agent (which also includes a therapeutic regimen) that also has therapeutic benefit.

[00312] In one specific embodiment, a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, is co-administered with a second therapeutic agent, wherein the compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, and the second therapeutic agent modulate different aspects of the disease, disorder or condition being treated, thereby providing a greater overall benefit than administration of either therapeutic agent alone.

[00313] In any case, regardless of the disease, disorder or condition being treated, the overall benefit experienced by the patient may simply be additive of the two therapeutic agents or the patient may experience a synergistic benefit.

[00314] In certain embodiments, different therapeutically-effective dosages of the compounds disclosed herein will be utilized in formulating pharmaceutical composition and/or in treatment regimens when the compounds disclosed herein are administered in combination with one or more additional agent, such as an additional therapeutically effective drug, an adjuvant or the like. Therapeutically-effective dosages of drugs and other agents for use in combination treatment regimens can be determined by means similar to those set forth hereinabove for the actives themselves. Furthermore, the methods of prevention/treatment described herein encompasses the use of metronomic dosing, *i.e.*, providing more

frequent, lower doses in order to minimize toxic side effects. In some embodiments, a combination treatment regimen encompasses treatment regimens in which administration of a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, is initiated prior to, during, or after treatment with a second agent described herein, and continues until any time during treatment with the second agent or after termination of treatment with the second agent. It also includes treatments in which a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, and the second agent being used in combination are administered simultaneously or at different times and/or at decreasing or increasing intervals during the treatment period. Combination treatment further includes periodic treatments that start and stop at various times to assist with the clinical management of the patient.

[00315] It is understood that the dosage regimen to treat, prevent, or ameliorate the condition(s) for which relief is sought, is modified in accordance with a variety of factors (e.g. the disease, disorder or condition from which the subject suffers; the age, weight, sex, diet, and medical condition of the subject). Thus, in some instances, the dosage regimen actually employed varies and, in some embodiments, deviates from the dosage regimens set forth herein.

[00316] For combination therapies described herein, dosages of the co-administered compounds vary depending on the type of co-drug employed, on the specific drug employed, on the disease or condition being treated and so forth. In additional embodiments, when co-administered with one or more other therapeutic agents, the compound provided herein is administered either simultaneously with the one or more other therapeutic agents, or sequentially.

[00317] In combination therapies, the multiple therapeutic agents (one of which is one of the compounds described herein) are administered in any order or even simultaneously. If administration is simultaneous, the multiple therapeutic agents are, by way of example only, provided in a single, unified form, or in multiple forms (e.g., as a single pill or as two separate pills).

[00318] The compounds of Formula (I), (II), (III), (IV), (V), (VI), (VII), and (VIII), or a pharmaceutically acceptable salt thereof, as well as combination therapies, are administered before, during or after the occurrence of a disease or condition, and the timing of administering the composition containing a compound varies. Thus, in one embodiment, the compounds described herein are used as a prophylactic and are administered continuously to subjects with a propensity to develop conditions or diseases in order to prevent the occurrence of the disease or condition. In another embodiment, the compounds and compositions are administered to a subject during or as soon as possible after the onset of the symptoms. In specific embodiments, a compound described herein is administered as soon as is practicable after the onset of a disease or condition is detected or suspected, and for a length of time necessary for the treatment of the disease. In some embodiments, the length required for treatment varies, and the treatment length is adjusted to suit the specific needs of each subject. For example, in

specific embodiments, a compound described herein or a formulation containing the compound is administered for at least 2 weeks, about 1 month to about 5 years.

### **Exemplary Agent for use in Combination Therapy**

[00319] In some embodiments, methods for treatment of estrogen receptor-dependent or estrogen receptor-mediated conditions or diseases, such as proliferative disorders, including cancer, comprises administration to a mammal a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, in combination with at least one additional therapeutic agent.

[00320] In some embodiments, a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, in combination with hormone blocking therapy, chemotherapy, radiation therapy, monoclonal antibodies, or combinations thereof.

[00321] Hormone blocking therapy includes the use of agents that block the production of estrogens or block the estrogen receptors. In some embodiments, hormone blocking therapy includes the use of estrogen receptor modulators and/ or aromatase inhibitors. Estrogen receptor modulators include triphenylethylene derivatives (e.g. tamoxifen, toremifene, droloxifene, 3-hydroxytamoxifen, idoxifene, TAT-59 (a phosphorylated derivative of 4- hydroxytamoxifen) and GW5638 (a carboxylic acid derivative of tamoxifen)); non-steroidal estrogen receptor modulators (e.g. raloxifene, LY353381 (SERM3) and LY357489); steroidal estrogen receptor modulators (e.g. ICI- 182,780). Aromatase inhibitors include steroidal aromatase inhibitors and non-steroidal aromatase inhibitors. Steroidal aromatase inhibitors include, but are not limited to, such exemestane. Non-steroidal aromatase inhibitors include, but are not limited to, as anastrozole, and letrozole.

[00322] Chemotherapy includes the use of anti-cancer agents.

[00323] Monoclonal antibodies include, but are not limited to, trastuzumab (Herceptin).

[00324] In some embodiments, the at least one additional therapeutic agent for use in combination with the compounds of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, include one or more of the following: abiraterone; abarelix; adriamycin; aactinomycin; acivicin; aclarubicin; acodazole hydrochloride; acronine; adozelesin; aldesleukin; alemtuzumab; allopurinol; alitretinoin; altretamine; ambomycin; ametantrone acetate; aminoglutethimide; aminolevulinic acid; amifostine; amsacrine; anastrozole; anthramycin; aprepitant; arsenic trioxide; asparaginase; asperlin; azacitidine; azetepa; azotomycin; batimastat; bendamustine hydrochloride; benzodepa; bevacizumab; bexarotene; bicalutamide; bisantrene hydrochloride; bisnafide dimesylate; bizelesin; bleomycin; bleomycin sulfate; bortezomib; brequinar sodium; bropirimine; busulfan; cactinomycin; calusterone; caracemide; carbetimer; carboplatin; carmustine; carubicin hydrochloride; carzelesin; capecitabine; cedefingol; cetuximab; chlorambucil; cirolemycin; cisplatin; cladribine; clofarabine; crisnatol mesylate; cyclophosphamide; cytarabine; dacarbazine; dasatinib; daunorubicin hydrochloride; dactinomycin; darbepoetin alfa; decitabine; degarelix; denileukin diftitox; dexormaplatin; dexrazoxane hydrochloride; dezaguanine; dezaguanine mesylate; diaziqune; docetaxel;

doxorubicin; doxorubicin hydrochloride; droloxifene; droloxifene citrate; dromostanolone propionate; duazomycin; edatrexate; eflornithine hydrochloride; elsamitrucin; eltrombopag olamine; enloplatin; enpromate; epipropidine; epirubicin hydrochloride; epoetin alfa; erbulozole; erlotinib hydrochloride; esorubicin hydrochloride; estramustine; estramustine phosphate sodium; etanidazole; etoposide; 5 etoposide phosphate; etoprine; everolimus; exemestane; fadrozole hydrochloride; fazarabine; fenretinide; filgrastim; floxuridine; fludarabine phosphate; fluorouracil; flurocitabine; fosquidone; fostriecin sodium; fulvestrant; gefitinib; gemcitabine; gemcitabine hydrochloride; gemcitabine - cisplatin; gemtuzumab ozogamicin; goserelin acetate; histrelin acetate; hydroxyurea; idarubicin hydrochloride; ifosfamide; iimofosine; ibritumomab tiuxetan; idarubicin; ifosfamide; imatinib 10 mesylate; imiquimod; interleukin II (including recombinant interleukin II, or rIL2), interferon alfa-2a; interferon alfa-2b; interferon alfa-nl ; interferon alfa-n3; interferon beta-1 a; interferon gamma-1 b; iproplatin; irinotecan hydrochloride; ixabepilone; lanreotide acetate; lapatinib; lenahdomide; letrozole; leuprolide acetate; leucovorin calcium; leuprolide acetate; levamisole; liposomal cytarabine; liarozole hydrochloride; lometrexol sodium; lomustine; losoxantrone hydrochloride; masoprocol; maytansine; 15 mechlorethamine hydrochloride; megestrol acetate; melengestrol acetate; melphalan; menogaril; mercaptopurine; methotrexate; methotrexate sodium; methoxsalen; metoprine; meturedapa; mitindomide; mitocarcin; mitocromin; mitogillin; mitomalcin; mitomycin C; mitosper; mitotane; mitoxantrone hydrochloride; mycophenolic acid; nandrolone phenpropionate; nelarabine; nilotinib; nocodazole; nofetumomab; nogalamycin; ofatumumab; oprelvekin; ormaplatin; oxaliplatin; oxisuran; 20 paclitaxel; palifermin; palonosetron hydrochloride; pamidronate; pegfilgrastim; pemetrexed disodium; pentostatin; panitumumab; pazopanib hydrochloride; pemetrexed disodium; plerixafor; pralatrexate; pegaspargase; peliomycin; pentamustine; peplomycin sulfate; perfosfamide; pipobroman; piposulfan; piroxantrone hydrochloride; plicamycin; plomestane; porfimer sodium; porfiromycin; prednimustine; procarbazine hydrochloride; puromycin; puromycin hydrochloride; pyrazofurin; quinacrine; raloxifene 25 hydrochloride; rasburicase; recombinant HPV bivalent vaccine; recombinant HPV quadrivalent vaccine; riboprine; rogletimide; rituximab; romidepsin; romiplostim; safingol; safingol hydrochloride; sargramostim; semustine; simtrazene; sipuleucel-T; sorafenib; sparfosate sodium; sparsomycin; spirogermanium hydrochloride; spiromustine; spiroplatin; streptonigrin; streptozocin; sulofenur; sunitinib malate; talisomycin; tamoxifen citrate; tecogalan sodium; tegafur; teloxantrone hydrochloride; 30 temozolomide; temoporfin; temsirolimus; teniposide; teroxirone; testolactone; thalidomide; thiamiprine; thioguanine; thiotepa; tiazofurin; tirapazamine; topotecan hydrochloride; toremifene; tositumomab and I 131 Iodine tositumomab; trastuzumab; trestolone acetate; tretinoin; triciribine phosphate; trimetrexate; trimetrexate glucuronate; triptorelin; tubulozole hydrochloride; uracil mustard; uredepa; valrubicin; vapreotide; verteporfin; vinblastine; vinblastine sulfate; vincristine sulfate; vindesine; vindesine sulfate; 35 vinepidine sulfate; vinglycinat sulfate; vinleurosine sulfate; vinorelbine tartrate; vinrosidine sulfate;

vinzolidine sulfate; vorinostat; vorozole; zeniplatin; zinostatin; zoledronic acid; or zorubicin hydrochloride.

[00325] In some embodiments, the at least one additional chemotherapeutic agent is selected from, by way of example only, alemtuzumab, arsenic trioxide, asparaginase (pegylated or non-), bevacizumab, cetuximab, platinum-based compounds such as cisplatin, cladribine, daunorubicin/doxorubicin/idarubicin, irinotecan, fludarabine, 5-fluorouracil, gemtuzumab, methotrexate, taxol, temozolomide, thioguanine, or classes of drugs including hormones (an antiestrogen, an antiandrogen, or gonadotropin releasing hormone analogues, interferons such as alpha interferon, nitrogen mustards such as busulfan or melphalan or mechlorethamine, retinoids such as tretinoin, topoisomerase inhibitors such as irinotecan or topotecan, tyrosine kinase inhibitors such as gefinitinib or imatinib, or agents to treat signs or symptoms induced by such therapy including allopurinol, filgrastim, granisetron/ondansetron/palonosetron, dronabinol.

[00326] In one aspect, the compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, is administered or formulated in combination with one or more anti-cancer agents. In some embodiments, one or more of the anti-cancer agents are proapoptotic agents. Examples of anti-cancer agents include, but are not limited to, any of the following: gossypol, genasense, polyphenol E, Chlorofusin, all trans-retinoic acid (ATRA), bryostatin, tumor necrosis factor-related apoptosis-inducing ligand (TRAIL), 5-aza-2'-deoxycytidine, all trans retinoic acid, doxorubicin, vincristine, etoposide, gemcitabine, imatinib, geldanamycin, 17-N-Allylamino- 17-Demethoxygeldanamycin (17-AAG), flavopiridol, LY294002, bortezomib, trastuzumab, BAY 11-7082, PKC412, or PD184352, paclitaxel, and analogs of paclitaxel. Compounds that have the basic taxane skeleton as a common structure feature, have also been shown to have the ability to arrest cells in the G2-M phases due to stabilized microtubules and may be useful for treating cancer in combination with the compounds described herein.

[00327] Further examples of anti-cancer agents for use in combination with the compounds of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, include inhibitors of mitogen-activated protein kinase signaling, e.g., U0126, PD98059, PD184352, PD0325901, ARRY-142886, SB239063, SP600125, BAY 43-9006, wortmannin, or LY294002; Syk inhibitors; mTOR inhibitors; and antibodies (e.g., rituxan).

[00328] Further examples of anti-cancer agents for use in combination with the compounds of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, include aromatase inhibitors. Aromatase inhibitors include steroidal aromatase inhibitors and non-steroidal aromatase inhibitors. Steroidal aromatase inhibitors include, but are not limited to, exemestane. Non-steroidal aromatase inhibitors include, but are not limited to, anastrozole, and letrozole.

[00329] Yet other anticancer agents for use in combination with the compounds of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, include alkylating

agents, antimetabolites, natural products, or hormones, e.g., nitrogen mustards (e.g., mechloroethamine, cyclophosphamide, chlorambucil, etc.), alkyl sulfonates (e.g., busulfan), nitrosoureas (e.g., carmustine, lomusitne, etc.), or triazenes (decarbazine, etc.). Examples of antimetabolites include but are not limited to folic acid analog (e.g., methotrexate), or pyrimidine analogs (e.g., Cytarabine), purine analogs (e.g., mercaptopurine, thioguanine, pentostatin).

[00330] Examples of natural products for use in combination with the compounds of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, include but are not limited to vinca alkaloids (e.g., vinblastin, vincristine), epipodophyllotoxins (e.g., etoposide), antibiotics (e.g., daunorubicin, doxorubicin, bleomycin), enzymes (e.g., L-asparaginase), or biological response modifiers (e.g., interferon alpha).

[00331] Examples of alkylating agents for use in combination with the compounds of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, include, but are not limited to, nitrogen mustards (e.g., mechloroethamine, cyclophosphamide, chlorambucil, meiphalan, etc.), ethylenimine and methylmelamines (e.g., hexamethylmelamine, thiotepa), alkyl sulfonates (e.g., busulfan), nitrosoureas (e.g., carmustine, lomusitne, semustine, streptozocin, etc.), or triazenes (decarbazine, etc.).

[00332] In some embodiments, compounds of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, are used to treat cancer in combination with: a second antiestrogen (e.g., tamoxifen), an antiandrogen (e.g., bicalutamide, flutamide), a gonadotropin releasing hormone analog (e.g., leuprolide).

[00333] Other agents that can be used in the methods and compositions described herein for the treatment or prevention of cancer include platinum coordination complexes (e.g., cisplatin, carboplatin), anthracenedione (e.g., mitoxantrone), substituted urea (e.g., hydroxyurea), methyl hydrazine derivative (e.g., procarbazine), adrenocortical suppressant (e.g., mitotane, aminoglutethimide).

[00334] Examples of anti-cancer agents which act by arresting cells in the G2-M phases due to stabilized microtubules include without limitation the following marketed drugs and drugs in development: Erbulozole, Dolastatin 10, Mivobulin isethionate, Vincristine, NSC-639829, Discodermolide, ABT-751, Altorhyrtins (such as Altorhyrtin A and Altorhyrtin C), Spongistatins (such as Spongistatin 1, Spongistatin 2, Spongistatin 3, Spongistatin 4, Spongistatin 5, Spongistatin 6, Spongistatin 7, Spongistatin 8, and Spongistatin 9), Cemadotin hydrochloride, Epothilones (such as Epothilone A, Epothilone B, Epothilone C, Epothilone D, Epothilone E, Epothilone F, Epothilone B N-oxide, Epothilone A N-oxide, 16-aza-epothilone B, 21-aminoepothilone B, 21-hydroxyepothilone D, 26-fluoroepothilone, Auristatin PE, Soblidotin, Vincristine sulfate, Cryptophycin 52, Vitilevuamide, Tubulysin A, Canadensol, Centaureidin, Oncocidin A1 Fijianolide B, Laulimalide, Narcosine, Nascapine, Hemiasterlin, Vanadocene acetylacetonate, Indanocine Eleutherobins (such as Desmethyleleutherobin, Desaetyeleutherobin, Isoeleutherobin A, and Z-Eleutherobin), Caribaeoside,



Caribaeolin, Halichondrin B, Diazonamide A, Taccalonolide A, Diozostatin, (-)-Phenylahistin, Myoseverin B, Resverastatin phosphate sodium.

[00335] In one aspect, a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, is co-administered with thrombolytic agents (e.g., alteplase, anistreplase, streptokinase, urokinase, or tissue plasminogen activator), heparin, tinzaparin, warfarin, dabigatran (e.g., dabigatran etexilate), factor Xa inhibitors (e.g., fondaparinux, draparinux, rivaroxaban, DX-9065a, otamixaban, LY517717, or YM150), ticlopidine, clopidogrel, CS-747 (prasugrel, LY640315), ximelagatran, or BIBR 1048.

[00336] In some embodiments, a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, is used in combination with anti-emetic agents to treat nausea or emesis, which may result from the use of a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), (VIII), (IX), (X), (XI), or (XIII), or a pharmaceutically acceptable salt thereof, anti-cancer agent(s) and/or radiation therapy.

[00337] Anti-emetic agents include, but are not limited to: neurokinin-1 receptor antagonists, 5HT<sub>3</sub> receptor antagonists (such as ondansetron, granisetron, tropisetron, palonosetron, and zatisetron), GABA<sub>B</sub> receptor agonists (such as baclofen), corticosteroids (such as dexamethasone, prednisone, prednisolone, or others), dopamine antagonists (such as, but not limited to, domperidone, droperidol, haloperidol, chlorpromazine, promethazine, prochlorperazine, metoclopramide), antihistamines (H<sub>1</sub> histamine receptor antagonists, such as but not limited to, cyclizine, diphenhydramine, dimenhydrinate, meclizine, promethazine, hydroxyzine), cannabinoids (such as but not limited to, cannabis, marinol, dronabinol), and others (such as, but not limited to, trimethobenzamide; ginger, emetrol, propofol).

[00338] In some embodiments, a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, is used in combination with an agent useful in the treatment of anemia. Such an anemia treatment agent is, for example, a continuous erythropoiesis receptor activator (such as epoetin-a).

[00339] In some embodiments, a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, is used in combination with an agent useful in the treatment of neutropenia. Examples of agents useful in the treatment of neutropenia include, but are not limited to, a hematopoietic growth factor which regulates the production and function of neutrophils such as a human granulocyte colony stimulating factor, (G-CSF). Examples of a G-CSF include filgrastim.

[00340] In some embodiments, a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, is administered with corticosteroids. Corticosteroids, include, but are not limited to: betamethasone, prednisone, alclometasone, aldosterone, amcinonide, beclometasone, betamethasone, budesonide, ciclesonide, clobetasol, clobetasone, clocortolone, cloprednol, cortisone, cortivazol, deflazacort, deoxycorticosterone, desonide, desoximetasone, desoxycortone, dexamethasone, diflorasone, difluocortolone, difluprednate, fluclorolone, fludrocortisone,

fludroxycortide, flumetasone, flunisolide, fluocinolone acetonide, fluocinonide, fluocortin, fluocortolone, fluorometholone, fluperolone, fluprednidene, fluticasone, formocortal, halcinonide, halometasone, hydrocortisone/cortisol, hydrocortisone aceponate, hydrocortisone buteprate, hydrocortisone butyrate, loteprednol, medrysone, meprednisone, methylprednisolone, methylprednisolone aceponate, mometasone furoate, paramethasone, prednicarbate, prednisone/prednisolone, rimexolone, tixocortol, triamcinolone, and ulobetasol.

[00341] In one embodiment, a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, is administered to a mammal in combination with a non-steroidal anti-inflammatory drug (NSAID). NSAIDs include, but are not limited to: aspirin, salicylic acid, gentisic acid, choline magnesium salicylate, choline salicylate, choline magnesium salicylate, choline salicylate, magnesium salicylate, sodium salicylate, diflunisal, carprofen, fenoprofen, fenoprofen calcium, flurobiprofen, ibuprofen, ketoprofen, nabutone, ketolorac, ketorolac tromethamine, naproxen, oxaprozin, diclofenac, etodolac, indomethacin, sulindac, tolmetin, meclofenamate, meclofenamate sodium, mefenamic acid, piroxicam, meloxicam, COX-2 specific inhibitors (such as, but not limited to, celecoxib, rofecoxib, valdecoxib, parecoxib, etoricoxib, lumiracoxib, CS-502, JTE-522, L-745,337 and NS398).

[00342] In some embodiments, a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, is coadministered with an analgesic.

[00343] In some embodiments, a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, is used in combination with radiation therapy (or radiotherapy). Radiation therapy is the treatment of cancer and other diseases with ionizing radiation. Radiation therapy can be used to treat localized solid tumors, such as cancers of the skin, tongue, larynx, brain, breast, prostate, colon, uterus and/or cervix. It can also be used to treat leukemia and lymphoma (cancers of the blood-forming cells and lymphatic system, respectively).

[00344] A technique for delivering radiation to cancer cells is to place radioactive implants directly in a tumor or body cavity. This is called internal radiotherapy (brachytherapy, interstitial irradiation, and intracavitary irradiation are types of internal radiotherapy.) Using internal radiotherapy, the radiation dose is concentrated in a small area, and the patient stays in the hospital for a few days. Internal radiotherapy is frequently used for cancers of the tongue, uterus, prostate, colon, and cervix.

[00345] The term "radiotherapy" or "ionizing radiation" include all forms of radiation, including but not limited to  $\alpha$ ,  $\beta$ , and  $\gamma$  radiation and ultraviolet light.

#### **Kits/Articles of Manufacture**

[00346] For use in the therapeutic applications described herein, kits and articles of manufacture are also described herein. Such kits can comprise a carrier, package, or container that is compartmentalized to receive one or more containers such as vials, tubes, and the like, each of the container(s) comprising one of the separate elements to be used in a method described herein. Suitable containers include, for

example, bottles, vials, syringes, and test tubes. The containers are formed from any acceptable material including, e.g., glass or plastic.

[00347] For example, the container(s) can comprise one or more compounds described herein, optionally in a composition or in combination with another agent as disclosed herein. The container(s) optionally have a sterile access port (for example the container can be an intravenous solution bag or a vial having a stopper pierceable by a hypodermic injection needle). Such kits optionally comprising a compound with an identifying description or label or instructions relating to its use in the methods described herein.

[00348] A kit will typically comprise one or more additional containers, each with one or more of various materials (such as reagents, optionally in concentrated form, and/or devices) desirable from a commercial and user standpoint for use of a compound described herein. Non-limiting examples of such materials include, but not limited to, buffers, diluents, filters, needles, syringes; carrier, package, container, vial and/or tube labels listing contents and/or instructions for use, and package inserts with instructions for use. A set of instructions will also typically be included.

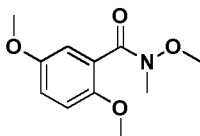
[00349] A label can be on or associated with the container. A label can be on a container when letters, numbers or other characters forming the label are attached, molded or etched into the container itself; a label can be associated with a container when it is present within a receptacle or carrier that also holds the container, e.g., as a package insert. A label can be used to indicate that the contents are to be used for a specific therapeutic application. The label can also indicate directions for use of the contents, such as in the methods described herein.

## EXAMPLES

[00350] These examples are provided for illustrative purposes only and not to limit the scope of the claims provided herein.

### Intermediate 1

#### N,2,5-Trimethoxy-N-methylbenzamide



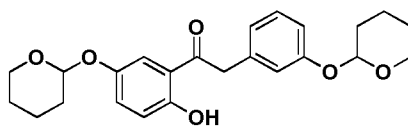
[00351] Oxalyl chloride (3.6 mL, 41.3 mmol) was added to a solution of 2,5-dimethoxybenzoic acid (6.00 g, 33.0 mmol) in DCM (100 mL). Then DMF (0.2 mL) was added to the mixture. The solution was stirred at room temperature for 2 h, and the solvent was removed under reduced pressure. The crude material was placed under vacuum for 30 min to remove the residual oxalyl chloride.

Triethylamine (6.8 mL, 48.78 mmol) was added dropwise to the mixture of the residue and N,O-dimethylhydroxylamine hydrochloride (4.03 g, 41.32 mmol) in DCM (100 mL) at 0 °C. The solution was stirred at 0 °C for 30 min and then at room temperature for additional 30 min. The reaction was

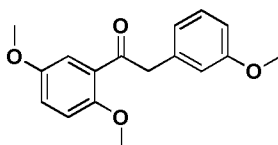
diluted with DCM (50 mL), washed with H<sub>2</sub>O (2x100 mL), washed with brine (100 mL), dried over Na<sub>2</sub>SO<sub>4</sub>, filtered, and concentrated under reduced pressure. The crude material was purified by silica gel chromatography to yield N,2,5-trimethoxy-N-methylbenzamide (7.32 g, 99%) as clear oil which solidified over time. <sup>1</sup>H NMR (CDCl<sub>3</sub>): δ 7.90 (m, 3H), 3.82 (s, 3H), 3.79 (s, 3H), 3.58 (br s, 3H), 3.32 (br s, 3H).

### Intermediate 2

#### 1-(2-Hydroxy-5-((tetrahydro-2H-pyran-2-yl)oxy)phenyl)-2-(3-((tetrahydro-2H-pyran-2-yl)oxy)phenyl)ethanone

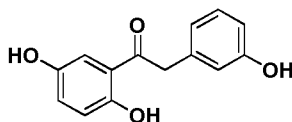


#### Step 1: 1-(2,5-Dimethoxyphenyl)-2-(3-methoxyphenyl)ethanone



[00352] A 5 mL portion of 3-methoxybenzyl chloride (12.8 mL, 88.1 mmol) in THF (60 mL) was added to a mixture of magnesium (2.88 g, 118 mmol) and iodine (1 crystal) in THF (30 mL). The reaction mixture was stirred until the color disappeared and the remaining solution of 3-methoxybenzyl chloride was added dropwise over 45 min. The mixture was heated at 60 °C for 1 h and then cooled to 0 °C. A solution of **Intermediate 1** (6.65 g 29.6 mmol) in THF (70 mL) was added to this mixture over 30 min at 0 °C. The reaction was stirred for 30 min at 0 °C and quenched with brine (50 mL). The mixture was extracted with ethyl acetate (3x100 mL). The combined organic extracts were washed with brine (50 mL), dried over Na<sub>2</sub>SO<sub>4</sub>, filtered, and concentrated under reduced pressure to give 1-(2,5-dimethoxyphenyl)-2-(3-methoxyphenyl)ethanone (7.99 g, 95%) as a white solid. <sup>1</sup>H NMR (CDCl<sub>3</sub>): δ 7.25 (m, 2H), 7.01 (dd, 1H), 6.92 (d, 1H), 6.83 (m, 3H), 4.30 (s, 2H), 3.90 (s, 3H), 3.82 (s, 3H), 3.79 (s, 3H).

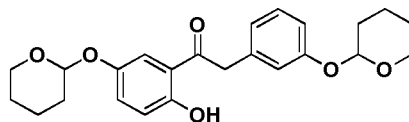
#### Step 2: 1-(2,5-Dihydroxyphenyl)-2-(3-hydroxyphenyl)ethanone



[00353] Boron tribromide (1M in DCM, 48.0 mL, 48.0 mmol) was added dropwise to a solution of 1-(2,5-dimethoxyphenyl)-2-(3-methoxyphenyl)ethanone (3.35 g, 11.7 mmol) in DCM (50 mL) at -78 °C. The reaction mixture was warmed to 0 °C, stirred for 30 min, re-cooled to -78 °C, and then quenched with methanol (15 mL). The reaction mixture was warmed to room temperature, concentrated under reduced pressure and purified by silica gel chromatography to give 1-(2,5-dihydroxyphenyl)-2-(3-

hydroxyphenyl)ethanone (1.78 g, 62%) as a yellow solid. <sup>1</sup>H NMR (DMSO-d<sub>6</sub>): δ 11.24 (s, 1H), 9.34 (s, 1H), 9.20 (s, 1H), 7.26 (m, 1H), 7.10 (t, 1H), 6.98 (dd, 1H), 6.83 (d, 1H), 6.70 (m, 3H), 4.24 (s, 2H).

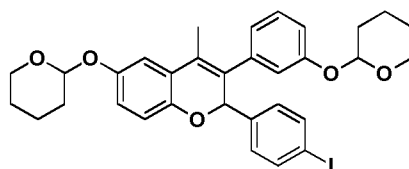
**Step 3: 1-(2-Hydroxy-5-((tetrahydro-2H-pyran-2-yl)oxy)phenyl)-2-(3-((tetrahydro-2H-pyran-2-yl)oxy)phenyl)ethanone**



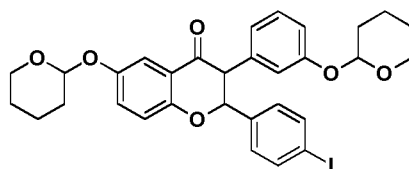
[00354] 3,4-Dihydro-2H-pyran (2.65 g, 30.8 mmol) in DCM (6 mL) was added to a mixture of 1-(2,5-dihydroxyphenyl)-2-(3-hydroxyphenyl)ethanone (1.50 g, 6.15 mmol) and pyridinium *p*-toluene sulfonate (320 mg, 1.27 mmol) in DCM (40 mL). The reaction mixture was stirred at room temperature for 1 h and diluted with DCM (100 mL). The solution was washed with saturated aqueous NaHCO<sub>3</sub> (2x50 mL), washed with brine (50 mL), dried over Na<sub>2</sub>SO<sub>4</sub>, filtered, and concentrated under reduced pressure. The crude material was purified by silica gel chromatography to give 1-(2-hydroxy-5-((tetrahydro-2H-pyran-2-yl)oxy)phenyl)-2-(3-((tetrahydro-2H-pyran-2-yl)oxy)phenyl)ethanone (2.42 g, 96%) as yellow oil which solidified over time. <sup>1</sup>H NMR (CDCl<sub>3</sub>): δ 11.88 (s, 1H), 7.60 (m, 1H), 7.30 (m, 2H), 7.00 (m, 2H), 6.92 (m, 2H), 5.42 (m, 1H), 5.28 (m, 1H), 4.25 (s, 2H), 3.92 (m, 2H), 3.62 (m, 2H), 1.55-2.07 (m, 12H).

**Intermediate 3**

**2-(4-Iodophenyl)-4-methyl-6-((tetrahydro-2H-pyran-2-yl)oxy)-3-(3-((tetrahydro-2H-pyran-2-yl)oxy)phenyl)-2H-chromene**



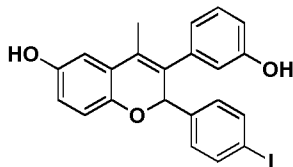
**Step 1: 2-(4-Iodophenyl)-6-((tetrahydro-2H-pyran-2-yl)oxy)-3-(3-((tetrahydro-2H-pyran-2-yl)oxy)phenyl)chroman-4-one**



[00355] A solution of **Intermediate 2** (2.41 g, 5.84 mmol), 4-iodobenzaldehyde (1.37 g, 5.91 mmol), piperidine (166 mg, 1.95 mmol), and DBU (301 mg, 1.98 mmol) in *s*-butanol (10 mL) was heated at reflux. Using a Dean-Stark trap, half (5 mL) of the solvent was collected over 45 min, and the reaction was kept at reflux without further concentration for additional 45 min. The reaction mixture was cooled to 90 °C, *z*-propanol (10 mL) was added, and the reaction was allowed to cool to room temperature and stirred overnight. The resulting precipitate was collected by filtration to yield 2-(4-iodophenyl)-6-

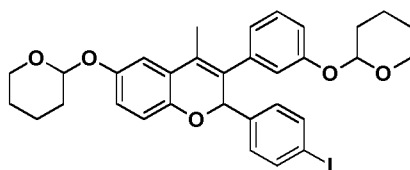
((tetrahydro-2H-pyran-2-yl)oxy)-3-(3-((tetrahydro-2H-pyran-2-yl)oxy)phenyl)chroman-4-one (3.17 g, 87%) as a white solid.  $^1\text{H}$  NMR (DMSO- $d_6$ ):  $\delta$  7.63 (d, 2H), 7.42 (m, 1H), 7.33 (m, 1H), 7.21 (d, 2H), 7.07 (m, 2H), 6.79 (m, 3H), 5.88 (m, 1H), 5.48 (m, 1H), 5.31 (m, 1H), 4.60 (d, 1H), 3.40-3.80 (m, 4H), 1.55-1.90 (m, 12H).

5 **Step 2: 3-(3-Hydroxyphenyl)-2-(4-iodophenyl)-4-methyl-2H-chromen-6-ol**



[00356] Methyl magnesium chloride (3M in THF, 4.0 mL, 12 mmol) was added dropwise to a solution of 2-(4-iodophenyl)-6-((tetrahydro-2H-pyran-2-yl)oxy)-3-(3-((tetrahydro-2H-pyran-2-yl)oxy)phenyl)chroman-4-one (1.99 g, 3.18 mmol) in THF (40 mL) at 0 °C. The reaction was stirred at 10 0 °C for 15 min and allowed to warm to room temperature. After stirring for 2 h, the solution was cooled to 0 °C, quenched with saturated ammonium chloride, and then allowed to warm to room temperature. Ethyl acetate (100 mL) and H<sub>2</sub>O (50 mL) were added, and the layers were separated. The organic layer was dried over Na<sub>2</sub>SO<sub>4</sub>, concentrated under reduced pressure, and purified by silica gel chromatography to yield a white foam (1.75 g). This purified material was heated in 80% acetic acid/H<sub>2</sub>O (50 mL) overnight at 90 °C. The solution was diluted with ethyl acetate (100 mL), washed with H<sub>2</sub>O (50mL) washed with saturated aqueous NaHCO<sub>3</sub> (50 mL), washed with brine (50 mL), and dried over Na<sub>2</sub>SO<sub>4</sub>, filtered, and concentrated under reduced pressure. The crude material was purified by silica gel chromatography to give 3-(3-hydroxyphenyl)-2-(4-iodophenyl)-4-methyl-2H-chromen-6-ol (0.99 g, 68 %) as a beige solid.  $^1\text{H}$ NMR (DMSO- $d_6$ ):  $\delta$  9.46 (s, 1H), 9.00 (s, 1H), 7.62 (d, 2H), 7.17 (t, 1H), 7.01 (d, 2H), 6.70 (m, 4H), 6.51 (s, 2H), 5.90 (s, 1H), 2.03 (s, 3H).

**Step 3: 2-(4-Iodophenyl)-4-methyl-6-((tetrahydro-2H-pyran-2-yl)oxy)-3-(3-((tetrahydro-2H-pyran-2-yl)oxy)phenyl)-2H-chromene**

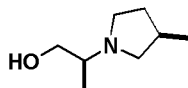


[00357] 3,4-Dihydro-2H-pyran (1.1 mL, 12 mmol) was added to a solution of 3-(3-hydroxyphenyl)-2-(4-iodophenyl)-4-methyl-2H-chromen-6-ol (990 mg, 2.19 mmol) and pyridinium p-toluene sulfonate (115 mg, 0.458 mmol) in DCM (30 mL). The reaction was stirred at room temperature for 3 h, diluted with DCM (100 mL), washed with saturated aqueous NaHCO<sub>3</sub> (100 mL), washed with H<sub>2</sub>O (2x50 mL), washed with brine (50 mL), dried over Na<sub>2</sub>SO<sub>4</sub>, filtered, and concentrated reduced pressure. The crude material was purified by silica gel chromatography to give 2-(4-iodophenyl)-4-methyl-6-((tetrahydro-2H-pyran-2-yl)oxy)-3-(3-((tetrahydro-2H-pyran-2-yl)oxy)phenyl)-2H-chromene (1.30 g, 95%) as a white foam.  $^3\text{H}$  NMR (DMSO- $d_6$ ):  $\delta$  7.62 (d, 2H), 7.27 (t, 1H), 7.10 (d, 2H), 6.92 (m, 4H), 6.81 (d, 1H),

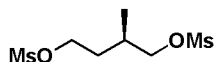
6.63 (d, 1H), 6.04 (d, 1H), 5.43 (m, 1H), 5.36 (s, 1H), 3.75 (m, 2H), 3.55 (m, 2H), 2.05 (s, 3H), 1.50-1.99 (m, 12H).

#### Intermediate 4

#### (S)-2-((R)-3-Methylpyrrolidin-1-yl)propan-1-ol

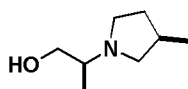


#### Step 1: (R)-2-Methylbutane-1,4-diyl dimethanesulfonate

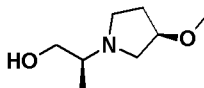
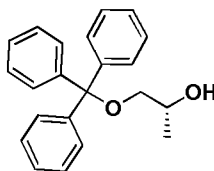


[00358] Triethylamine (100 mL, 0.72 mol) was added to a solution of (R)-2-methylbutane-1,4-diol (30 g, 0.29 mol) in DCM (600 mL). The solution was cooled to -20 °C, and methanesulfonyl chloride (49 mL, 0.63 mol) was added dropwise over 30 min with vigorous stirring. The resulting mixture was stirred for additional 1 h while the temperature was maintained between -20 and -15 °C. The mixture was allowed to warm to 0 °C and then poured into cold 1N HCl solution (100 mL). The organic layer was separated and aqueous phase was extracted with DCM (100 mL). The combined organic extracts were washed with saturated aqueous NaHCO<sub>3</sub> solution, brine, dried over MgSO<sub>4</sub>, filtered, and concentrated in vacuo. The resulting product (75.9 g, quant) was used directly for the next step. <sup>1</sup>H NMR (400 MHz, CDCl<sub>3</sub>): δ 4.41-4.24 (m, 2H), 4.12 (dq, 2H), 3.02 (d, 6H), 2.13 (td, 1H), 1.95 (td, 1H), 1.80-1.65 (m, 1H), 1.07 (d, 3H).

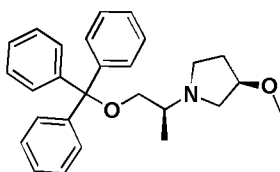
#### Step 2: (S)-2-((R)-3-Methylpyrrolidin-1-yl)propan-1-ol



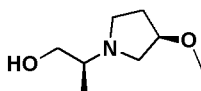
[00359] (R)-2-Methylbutane-1,4-diyl dimethanesulfonate (37.5 g, 0.144 mol) was added to neat (S)-2-aminopropan-1-ol (54.8 g, 0.730 mol). The mixture was stirred in a room temperature water bath to minimize the exotherm. After 24 h, the reaction was diluted with DCM (150 mL), saturated aqueous K<sub>2</sub>CO<sub>3</sub> solution (150 mL), and enough water (60 mL) to dissolve the resulting precipitate. The organic layer was separated and the aqueous layer was extracted with DCM (150 mL). The organic layers were combined, dried over (Na<sub>2</sub>SO<sub>4</sub>), filtered, concentrated, and purified by silica gel chromatography (10:7; ethyl acetate: hexanes → 10:7:2:1; ethyl acetate: hexanes: methanol: triethylamine) to give (S)-2-((R)-3-methylpyrrolidin-1-yl)propan-1-ol (17.9 g) as a pale yellow oil. <sup>1</sup>H NMR (400 MHz, DMSO-d<sub>6</sub>): δ 4.33 (t, 1H), 3.48 (m, 1H), 3.18 (m, 1H), 2.79 (dd, 1H), 2.58 (m, 1H), 2.48 (m, 1H), 2.26 (m, 1H), 2.08 (m, 1H), 2.01 (dd, 1H), 1.88 (m, 1H), 1.20 (m, 1H), 0.98 (d, 3H), 0.96 (d, 3H); LCMS: 144.3 (M+H)<sup>+</sup>.

**Intermediate 5****(S)-2-((R)-3-Methoxypyrrolidin-1-yl)propan-1-ol****Step 1: (R)-1-(Trityloxy)propan-2-ol**

[00360] Dimethylaminopyridine (82 mg, 0.67 mmol) was added to a solution of (R)-propane-1,2-diol (5.17 g, 67.9 mmol) and trityl chloride (19.2 g 68.9 mmol) in DCM (200 mL) at 0 °C. Triethylamine (23.5 mL, 168.6 mmol) was then added dropwise to this mixture. The solution was allowed to warm to room temperature and stirred overnight. The reaction mixture was washed with 1.0 N aq HCl (50 mL), washed with brine (50 mL), dried over  $\text{Na}_2\text{SO}_4$ , filtered, and concentrated under reduced pressure. The crude material was purified by silica gel chromatography to give (R)-1-(trityloxy)propan-2-ol (18.6 g, 86%) as a white solid.  $^1\text{H}$  NMR ( $\text{DMSO}-d_6$ ):  $\delta$  7.43-7.22 (m, 15H), 4.64 (d, 1H), 3.78 (m, 1H), 2.94 (dd, 1H), 2.70 (dd, 1H), 1.06 (d, 3H).

**Step 2: (R)-3-Methoxy-1-((S)-1-(trityloxy)propan-2-yl)pyrrolidine**

[00361] Triflic anhydride (1M in DCM, 1.67 mL, 1.67 mmol) was added to a solution of (R)-1-(trityloxy)propan-2-ol (505 mg, 1.59 mmol) and diisopropylethylamine (0.55 mL, 3.16 mmol) in DCM (10 mL) at -78 °C. The reaction was allowed to warm to -20 °C over 1 h. Diisopropylethylamine (0.32 mL, 1.84 mmol) and (R)-3-methoxypyrrolidine hydrochloride (255 mg, 1.85 mmol) were added to the reaction and the mixture was allowed to warm to room temperature over 3h. The reaction mixture was washed with 2 x 10 mL saturated aqueous  $\text{NaHCO}_3$ , washed with 10 mL brine, dried over  $\text{Na}_2\text{SO}_4$ , filtered, and concentrated under reduced pressure. The crude material was purified by silica gel chromatography to yield (R)-3-methoxy-1-((S)-1-(trityloxy)propan-2-yl)pyrrolidine (420 mg).  $^1\text{H}$  NMR ( $\text{DMSO}-d_6$ ):  $\delta$  7.40-7.20 (m, 15H), 3.76 (m, 1H), 3.26 (m, 1H), 3.11 (s, 3H), 3.09 (m, 1H), 2.82 (m, 1H), 2.64 (m, 1H), 2.48 (m, 1H), 2.38 (m, 2H), 1.84 (m, 1H), 1.55 (m, 1H), 1.05 (d, 3H).

**Step 3: (S)-2-((R)-3-Methoxypyrrolidin-1-yl)propan-1-ol**

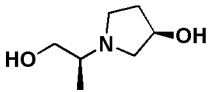
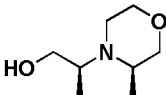
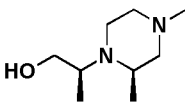
[00362] Hydrogen chloride (2N in  $\text{Et}_2\text{O}$ , 1.1 mL, 2.2 mmol) was added to a solution of (R)-3-methoxy-1-((S)-1-(trityloxy)propan-2-yl)pyrrolidine (420 mg, 1.05 mmol) in DCM (5 mL). The reaction mixture



was stirred at room temperature for 2 h, diluted with DCM (20 mL), and washed with 2 x 20 mL saturated aqueous  $K_2CO_3$ . The aqueous layer was back extracted with DCM (10 mL). The combined organic layer was dried over  $Na_2SO_4$ , filtered, and concentrated under reduced pressure to yield (S)-2-((R)-3-methoxypyrrolidin-1-yl)propan-1-ol as a brown oil (75 mg).  $^1H$  NMR (DMSO- $d_6$ ): 4.31 (t, 1H), 3.82 (m, 1H), 3.47 (m, 1H), 3.18 (m, 1H), 3.15 (s, 3H), 2.77 (dd, 1H), 2.58 (m, 1H), 2.47 (m, 2H), 2.27 (m, 1H), 1.88 (m, 1H), 1.59 (m, 1H), 0.97 (d, 3H).

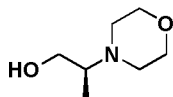
[00363] The following Intermediates in Table 10 were prepared from commercially available amines following the procedures described for Intermediate 5.

Table 10:

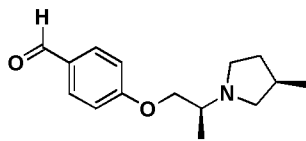
Intermediate	Structure	Name
6		(R)-1-((S)-1-Hydroxypropan-2-yl)pyrrolidin-3-ol
7		(S)-2-((R)-3-Methylmorpholino)propan-1-ol
8		(S)-2-((R)-2,4-Dimethylpiperazin-1-yl)propan-1-ol

#### Intermediate 9

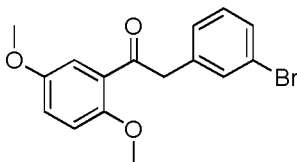
#### (S)-2-Morpholinopropan-1-ol



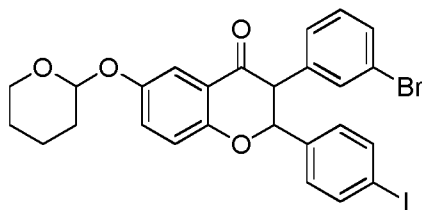
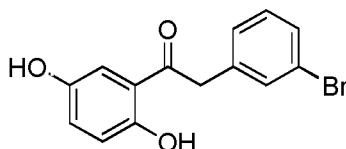
[00364] Bis(2-bromoethyl) ether (2.3 g, 10 mmol) was added to (S)-2-aminopropan-1-ol (3.8 g, 50 mmol) at room temperature with vigorous stirring. The reaction slowly exothermed and the internal temperature peaked at 42 °C after 19 min. After 24h, the reaction was diluted with dichloromethane (10 mL) and quenched with saturated aqueous potassium carbonate solution (10 mL). Water (~2.5 mL) was added to the heterogeneous mixture until the solids dissolved. The layers were separated, and the aqueous layer was extracted with dichloromethane ( $2 \times 10$  mL). The organic layers were combined, dried over  $MgSO_4$ , filtered, and concentrated under reduced pressure to afford the crude product. The crude material was purified by silica gel chromatography (10:7; ethyl acetate: hexanes  $\rightarrow$  10:7:2:1; ethyl acetate: hexanes: methanol: triethylamine) to give 1.27 g of (S)-2-morpholinopropan-1-ol.  $^1H$  NMR (DMSO- $d_6$ ):  $\delta$  4.29 (dd, 1H), 3.54 (t, 4H), 3.45 (ddd, 1H), 3.25 (ddd, 1H), 2.54-2.40 (m, 5H), 0.92 (d, 3H); LCMS: 146.1 (M+H) $^+$ .

**Intermediate 10****4-((S)-2-((R)-3-Methylpyrrolidin-1-yl)propoxy)benzaldehyde**

[00365] A mixture of **intermediate 4** (5.00 g, 21.5 mmol), 4-iodobenzaldehyde (4.63 g, 32.4 mmol), copper iodide (412 mg, 2.16 mmol), cesium carbonate (14.1 g, 43.1 mmol), and m-xylene (22 mL) was degassed by vacuum/ nitrogen cycles (3x). The reaction mixture was heated at 140 °C overnight, allowed to cool to room temperature, and diluted with ethyl acetate (150 mL) and H<sub>2</sub>O (100 mL). Insoluble material was filtered off by passing the solution through Celite, and the Celite was washed with ethyl acetate (50 mL). The layers were separated, and the organic layer was washed with H<sub>2</sub>O (100 mL), washed with brine (100 mL), dried over Na<sub>2</sub>SO<sub>4</sub>, filtered, and concentrated under reduced pressure. The crude material was purified by silica gel chromatography to yield 4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)benzaldehyde (4.58 g, 86%) as a brown oil. <sup>1</sup>H NMR (DMSO-d<sub>6</sub>): δ 9.86 (s, 1H), 7.85 (d, 2H), 7.13 (d, 2H), 4.15 (dd, 1H), 3.93 (m, 1H), 2.87 (m, 1H), 2.72 (m, 2H), 2.57 (m, 1H), 2.13 (m, 2H), 1.90 (m, 1H), 1.22 (m, 1H), 1.12 (d, 3H), 0.97 (d, 3H).

**Intermediate 11****2-(3-Bromophenyl)-1-(2,5-dimethoxyphenyl)ethanone**

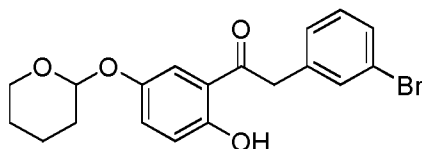
[00366] A mixture of 1,4-dimethoxybenzene (7.02 g, 50.8 mmol), 2-(3-bromophenyl)acetic acid (6.07 g, 28.2 mmol) and PPA (40 mL) was heated at 75 °C overnight and cooled to 50 °C. Water (60 mL) was added, and the mixture was allowed to cool to room temperature. Additional water (100 mL) was added, and the mixture was extracted with DCM (2 x 200 mL). The organic phase was washed (100 mL H<sub>2</sub>O, 100 mL brine), dried (Na<sub>2</sub>SO<sub>4</sub>), and concentrated under reduced pressure. The crude material was purified on a silica gel column to give 2-(3-bromophenyl)-1-(2,5-dimethoxyphenyl)ethanone (6.12 g, 65 %). <sup>1</sup>H NMR (DMSO-d<sub>6</sub>): δ 7.45-7.41 (m, 2H), 7.29-7.24 (m, 1H), 7.23-7.19 (m, 1H), 7.13 (m, 2H), 7.11 (m, 1H), 4.29 (s, 2H), 3.87 (s, 3H), 3.73 (s, 3H); LCMS: 335.1 [M+H]<sup>+</sup>.

**Intermediate 12****3-(3-Bromophenyl)-2-(4-iodophenyl)-6-((tetrahydro-2H-pyran-2-yl)oxy)chroman-4-one****Step 1: 2-(3-Bromophenyl)-1-(2,5-dihydroxyphenyl)ethanone**

5

[00367] To a solution of **Intermediate 11** (6.12 g, 18.3 mmol) in DCM (80 mL) at -78 °C, BBr<sub>3</sub> (7.0 mL, 73 mmol) was added dropwise. The reaction mixture was allowed to warm to 0 °C, stirred for 30 min, re-cooled to -78 °C, and then quenched with methanol (25 mL). The mixture was allowed to warm to room temperature, washed (2x100 mL sat'd aqueous NaHCO<sub>3</sub>, 100 mL brine), dried (Na<sub>2</sub>SO<sub>4</sub>), and concentrated under reduced pressure. The crude material was purified on a silica gel column to yield 2-(3-bromophenyl)-1-(2,5-dihydroxyphenyl)ethanone (4.97 g, 89%) as a yellow solid. <sup>1</sup>H NMR (DMSO-d<sub>6</sub>): δ 11.04 (s, 1H), 9.21 (s, 1H), 7.54 (m, 1H), 7.45 (m, 1H), 7.35-7.26 (m, 3H), 7.00 (dd, 1H), 6.83 (d, 1H), 4.42 (s, 2H).

10

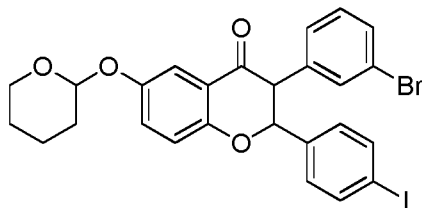
**Step 2: 2-(3-Bromophenyl)-1-(2-hydroxy-5-((tetrahydro-2H-pyran-2-yl)oxy)phenyl)ethanone**

15

[00368] To a mixture of 2-(3-bromophenyl)-1-(2,5-dihydroxyphenyl)ethanone (4.79 g, 16.2 mmol) and pyridinium p-toluenesulfonate (815 mg, 3.24 mmol) in DCM (100 mL), 3,4-dihydro-2H-pyran (2.2 mL, 24.1 mmol) was added. The reaction mixture was stirred at room temperature for 2 h and diluted with DCM (100 mL). The solution was washed (100 mL sat'd aqueous NaHCO<sub>3</sub>), dried (Na<sub>2</sub>SO<sub>4</sub>) and concentrated under reduced pressure. The crude material was purified on a silica gel column to give 2-(3-bromophenyl)-1-(2-hydroxy-5-((tetrahydro-2H-pyran-2-yl)oxy)phenyl)ethanone (5.28 g, 83%) as a yellow solid. <sup>1</sup>H NMR (DMSO-d<sub>6</sub>): δ 11.23 (s, 1H), 7.56 (d, 1H), 7.51 (m, 1H), 7.46 (dt, 1H), 7.32-7.24 (m, 3H), 6.92 (d, 1H), 5.42 (t, 1H), 4.46 (s, 2H), 3.80 (m, 1H), 3.55 (m, 1H), 1.96-1.68 (m, 3H), 1.68-1.48 (m, 3H).

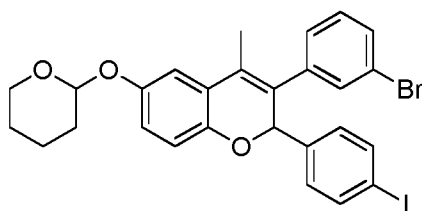
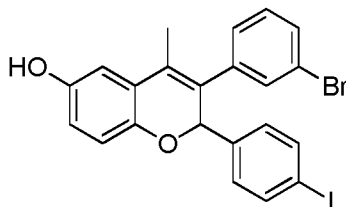
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**Step 3: 3-(3-Bromophenyl)-2-(4-iodophenyl)-6-((tetrahydro-2H-pyran-2-yl)oxy)chroman-4-one**

[00369] A solution of 2-(3-bromophenyl)-1-(2-hydroxy-5-((tetrahydro-2H-pyran-2-yl)oxy)phenyl)ethanone (5.28 g, 13.5 mmol), 4-iodobenzaldehyde (3.29 g, 14.2 mmol), piperidine (0.66 mL, 4.4 mmol), and DBU (0.44 mL, 4.5 mmol) in s-butanol (27 mL) was heated at reflux. Using a Dean-Stark trap, half (13 mL) of the solvent was removed over 40 min, and the reaction was kept at reflux without further concentration for additional 4.5 h. The reaction mixture was cooled to 90 °C, *i*-propanol (27 mL) was added, and the reaction was allowed to cool to room temperature. The large solid pieces were broken down with spatula, and the suspension was stirred overnight (Note #1). The precipitate was collected by filtration to yield 3-(3-bromophenyl)-2-(4-iodophenyl)-6-((tetrahydro-2H-pyran-2-yl)oxy)chroman-4-one (7.23 g, 88%) as a white solid. <sup>1</sup>H NMR (DMSO-*d*<sub>6</sub>): δ 7.67 (d, 2H), 7.43 (m, 1H), 7.38 (m, 1H), 7.36-7.30 (m, 2H), 7.21 (dd, 2H), 7.18-7.10 (m, 2H), 7.07 (dd, 1H), 5.95 (d, 1H), 5.47 (m, 1H), 4.76 (d, 1H), 3.73 (m, 1H), 3.55 (m, 1H), 1.93-1.68 (m, 3H), 1.68-1.48 (m, 3H).

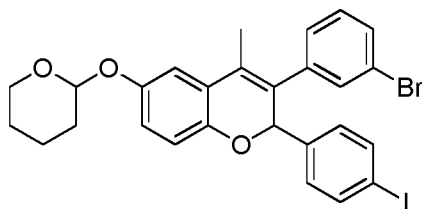
[00370] Note #1: For this compound and other compounds synthesized using this reaction, the stirring time after cooling to room temperature may be longer (2-3 days).

**Intermediate 13****3-(3-Bromophenyl)-2-(4-iodophenyl)-4-methyl-6-((tetrahydro-2H-pyran-2-yl)oxy)-2H-chromene****Step 1: 3-(3-Bromophenyl)-2-(4-iodophenyl)-4-methyl-2H-chromen-6-ol**

[00371] To a solution of **Intermediate 12** (7.23 g, 11.95 mmol) in THF (100 mL) at 0 °C, methyl magnesium chloride (3M in THF, 12.0 mL, 36 mmol) was added dropwise. The reaction was stirred at 0 °C for 15 min and allowed to warm to room temperature. After stirring for 2.5 h, the solution was cooled to 0 °C, quenched with sat'd aqueous ammonium chloride (12 mL), and then allowed to warm to room temperature. Ethyl acetate (200 mL) and 3/4 0 (100 mL) were added, and the layers were

separated. The organic layer was washed (100 mL H<sub>2</sub>O), dried (Na<sub>2</sub>SO<sub>4</sub>), concentrated under reduced pressure, and purified on a silica gel column to yield a beige foam (7.26 g). This purified material was heated in 80% acetic acid/H<sub>2</sub>O (150 mL) for 3 days at 90 °C. The reaction mixture was concentrated under reduced pressure and diluted with ethyl acetate (100 mL). The organic phase was washed (50 mL H<sub>2</sub>O, 50 mL sat'd aqueous NaHCO<sub>3</sub>, 50 mL brine), dried (Na<sub>2</sub>SO<sub>4</sub>), and concentrated under reduced pressure. The crude material was purified on a silica gel column to give 3-(3-bromophenyl)-2-(4-iodophenyl)-4-methyl-2H-chromen-6-ol (4.95 g, 80 %) as a beige solid. <sup>1</sup>H NMR (DMSO-d<sub>6</sub>): δ 9.02 (s, 1H), 7.69 (d, 2H), 7.52 (m, 1H), 7.47 (m, 1H), 7.32 (m, 2H), 7.09 (d, 2H), 6.76 (t, 1H), 6.53 (d, 2H), 6.02 (s, 1H), 2.05 (s, 3H).

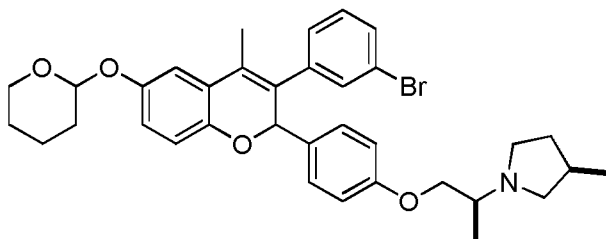
**Step 2: 3-(3-Bromophenyl)-2-(4-iodophenyl)-4-methyl-6-((tetrahydro-2H-pyran-2-yl)oxy)-2H-chromene**



[00372] To a solution of 3-(3-bromophenyl)-2-(4-iodophenyl)-4-methyl-2H-chromen-6-ol (4.95 g, 9.53 mmol) and pyridinium p-toluene sulfonate (480 mg, 1.91 mmol) in DCM (100 mL) was added 3,4-dihydro-2H-pyran (1.3 mL, 14 mmol). The reaction was stirred at room temperature for 4 h, washed (100 mL sat'd aqueous NaHCO<sub>3</sub>, 50 mL H<sub>2</sub>O, 50 mL brine), and dried (Na<sub>2</sub>SO<sub>4</sub>). The solvent was removed under reduced pressure, and the crude material was purified on a silica gel column to give 3-(3-bromophenyl)-2-(4-iodophenyl)-4-methyl-6-((tetrahydro-2H-pyran-2-yl)oxy)-2H-chromene (5.13 g, 89%) as an off-white foam. <sup>1</sup>H NMR (DMSO-d<sub>6</sub>): δ 7.66 (d, 2H), 7.53 (m, 1H), 7.48 (m, 1H), 7.32 (m, 2H), 7.10 (dd, 2H), 7.01 (t, 1H), 6.82 (m, 1H), 6.63 (m, 1H), 6.09 (s, 1H), 5.37 (m, 1H), 3.80 (m, 1H), 3.55 (m, 1H), 2.05 (s, 3H), 1.90-1.66 (m, 3H), 1.66-1.42 (m, 3H).

**Intermediate 14**

**(3R)-1-((2S)-1-(4-(3-(3-Bromophenyl)-4-methyl-6-((tetrahydro-2H-pyran-2-yl)oxy)-2H-chromen-2-yl)phenoxy)propan-2-yl)-3-methylpyrrolidine**



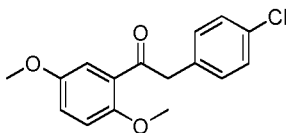
[00373] A mixture of **Intermediate 13** (2.78 g, 4.62 mmol), **Intermediate 4** (2.66 g, 18.6 mmol), copper iodide (0.18 g, 0.95 mmol), and potassium carbonate (2.56 g, 18.53 mmol) in butyronitrile (18 mL) was degassed by bubbling nitrogen for 15 min. The reaction mixture was heated at 125 °C

overnight, allowed to cool to room temperature, and diluted with ethyl acetate (100 mL). The organic phase was washed (2 x 50 mL H<sub>2</sub>O), dried (Na<sub>2</sub>SO<sub>4</sub>), and concentrated under reduced pressure. The crude material was purified on a silica gel column to yield (3R)-1-((2S)-1-(4-(3-(3-bromophenyl)-4-methyl-6-((tetrahydro-2H-pyran-2-yl)oxy)-2H-chromen-2-yl)phenoxy)propan-2-yl)-3-

5 methylpyrrolidine (1.91 g, 67%) as a beige foam. <sup>1</sup>H NMR (DMSO-d<sub>6</sub>): δ 7.50-7.45 (m, 2H), 7.33 (m, 2H), 7.22 (d, 2H), 7.01 (m, 1H), 6.82 (m, 3H), 6.60 (dd, 1H), 6.02 (s, 1H), 5.35 (m, 1H), 3.95 (m, 1H), 3.80 (m, 1H), 3.71 (m, 1H), 3.55 (m, 1H), 2.81 (m, 1H), 2.63 (m, 2H), 2.52 (m, 1H), 2.13-2.01 (m, 5H), 1.92-1.80 (m, 2H), 1.80-1.67 (m, 2H), 1.67-1.47 (m, 3H), 1.20 (m, 1H), 1.07 (d, 3H), 0.94 (d, 3H); LCMS: 618.0 [M+H]<sup>+</sup>.

### Intermediate 15

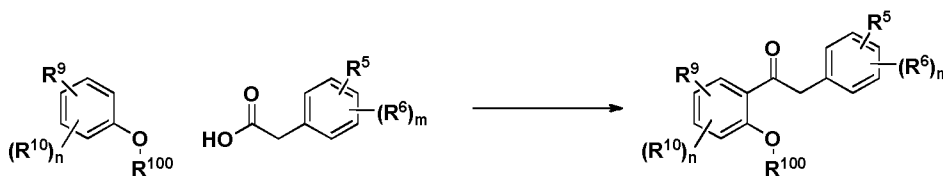
#### 2-(4-Chlorophenyl)-1-(2,5-dimethoxyphenyl)ethanone



[00374] To a solution of **Intermediate 1** (3.0 g, 13 mmol) in THF (24 mL) at 0 °C was added 4-chlorobenzylmagnesium chloride (0.25M in diethyl ether, 100 mL, 25 mmol) *via* syringe over 30 min. The reaction was stirred at 0 °C for 30 min and then allowed to warm to room temperature over 1 h. The mixture was cooled to 0 °C and neutralized with 1.0 M aqueous HCl solution. The layers were separated, and the aqueous layer was extracted with ether (100 mL). The combined organic layer was washed (200 mL H<sub>2</sub>O, brine), dried (Na<sub>2</sub>SO<sub>4</sub>), and concentrated under reduced pressure. The crude material was purified on a silica gel column to give 2-(4-chlorophenyl)-1-(2,5-

15 dimethoxyphenyl)ethanone (3.1 g, 82 %) as a light yellow oil. <sup>1</sup>H NMR (300MHz, DMSO-d<sub>6</sub>): δ 7.38-7.33 (m, 2H), 7.22 (m, 2H), 7.13 (m, 2H), 7.10 (m, 1H), 4.30 (s, 2H), 3.90 (s, 3H), 3.73 (s, 3H).

### General Procedure A : Friedel-Crafts acylation



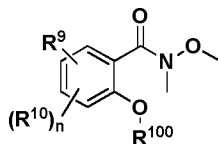
[00375] A mixture of 1,4-dimethoxybenzene (1.8 equiv), arylphenylacetic acid (1.0 equiv) and polyphosphoric acid (1.3-1.5 M) was heated at 75 °C for 5-24 h and cooled to 50 °C. Water (1-2 fold of PPA v/v) was added, and the mixture was allowed to cool to room temperature. Additional water (1-2 fold PPA v/v) was added and the mixture was extracted with DCM (or ether). The organic phase was

25 washed with H<sub>2</sub>O, washed with brine, dried over Na<sub>2</sub>SO<sub>4</sub> (or MgSO<sub>4</sub>), filtered, and concentrated to

afford the crude product. This crude product was then purified by silica gel chromatography to give the corresponding alkoxyaryl ketone.

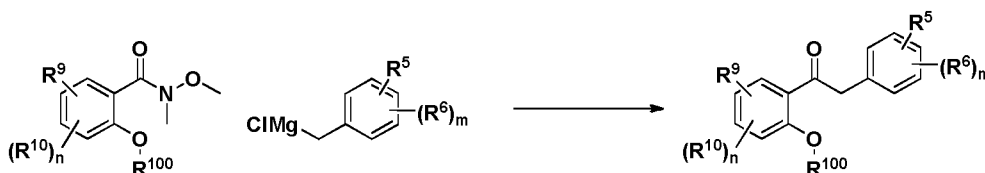
### General Procedure B

#### 5 Step 1: Synthesis of Weinreb amide



[00376] Oxalyl chloride (1.25 equiv) was added to a solution of dialkoxybenzoic acid (1.0 equiv) in DCM (0.33 M). Then DMF (5% v/v of oxalyl chloride) was added to the mixture. The solution was stirred at room temperature for 2 h and the solvent was removed under reduced pressure. The crude material was placed under vacuum for 30 min to remove the residual oxalyl chloride. Triethylamine (1.2 equiv) was added dropwise to a solution of the residue and N,O-dimethylhydroxylamine hydrochloride (1.0 equiv) in DCM (0.33 M) at 0 °C. The solution was stirred at 0 °C for 30 min and then at room temperature for additional 30 min. The reaction was diluted with DCM, washed twice with water, washed with brine, dried over Na<sub>2</sub>SO<sub>4</sub> (or MgSO<sub>4</sub>), filtered, and concentrated to afford the crude product. This crude product was then purified by silica gel chromatography to give the corresponding Weinreb amide.

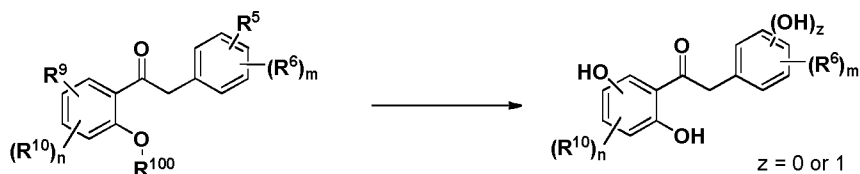
#### Step 2: Grignard addition to Weinreb amide



[00377] Arylbenezylmagnesium chloride (1.9 equiv) was added *via* syringe to a solution of Weinreb amide (1.0 equiv) in THF (0.5 M) at 0 °C over 30 min. The reaction was stirred at 0 °C for 30 min and then allowed to warm to room temperature over 1 h. The mixture was cooled to 0 °C and quenched with 1.0 M aqueous HCl solution. The layers were separated, and the aqueous layer was extracted with ether. The combined organic layers was washed with water, washed with brine, dried over Na<sub>2</sub>SO<sub>4</sub> (or MgSO<sub>4</sub>), filtered, and concentrated to afford the crude product. This crude product was then purified by silica gel chromatography to give the corresponding alkoxyaryl ketone.

## General Procedure C

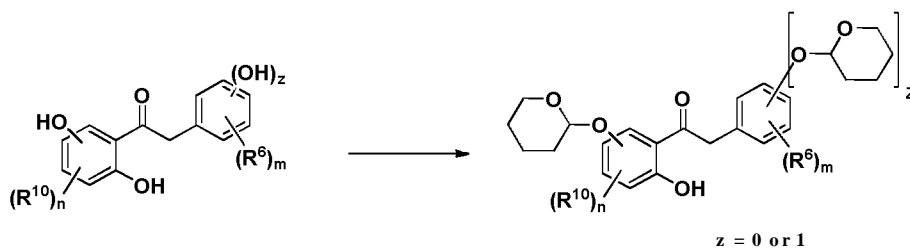
## Step 1: Demethylation



[00378] Neat boron tribromide (3 equiv) was added dropwise to a solution of alkoxyaryl ketone (1.0 equiv) in DCM (0.25M) at -78 °C. The reaction mixture was allowed to warm to 0 °C, stirred for 30 min, re-cooled to -78 °C, and then carefully quenched with methanol (Note 1). The mixture was allowed to warm to room temperature, washed with water, washed twice with saturated aqueous NaHCO<sub>3</sub>, washed with brine, dried over Na<sub>2</sub>SO<sub>4</sub> (or MgSC<sup>^</sup>), and concentrated to afford the crude product. This crude product was then purified by silica gel chromatography to give the corresponding dihydroxyaryl ketone.

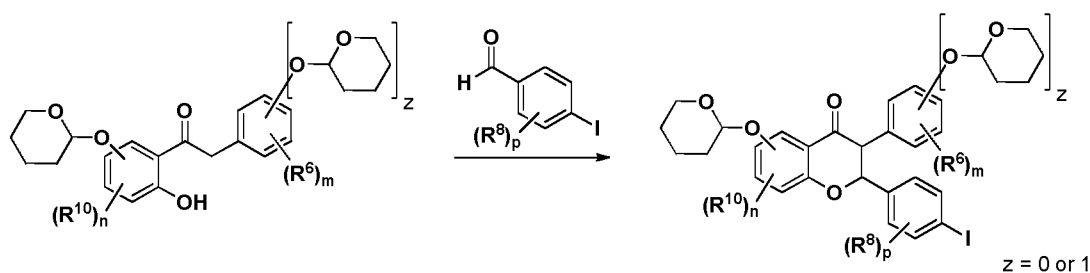
[00379] Note 1: In some instances, when the material crashes out of solution after quenching with methanol, ethyl acetate is added to dissolve material prior to work up.

## Step 2: Selective THP-protection of phenol(s)



[00380] 3,4-Dihydro-2H-pyran (5.0 equiv) was added to a mixture of dihydroxyaryl ketone (1 equiv) and pyridinium p-toluene sulfonate (0.20 equiv) in DCM (0.25M) at room temperature. The resulting mixture was stirred at this temperature for 2-24h. The mixture was washed with water, washed with saturated aqueous NaHCO<sub>3</sub>, dried over Na<sub>2</sub>SO<sub>4</sub> (or MgSC<sup>^</sup>), filtered, and concentrated to afford the crude product. This crude product was then purified by silica gel chromatography to give the corresponding THP-protected hydroxyarylketone.

## Step 3: Cyclization to chromanone



[00381] A solution of protected hydroxyarylketone (1.0 equiv), 4-iodobenzaldehyde (1.0 equiv), piperidine (0.35 equiv), and DBU (0.35 equiv) in s-butanol (1.0 M) was heated at reflux. Using a Dean-Stark trap, half of the solvent was removed over 30-40 min, and the reaction was kept at reflux without



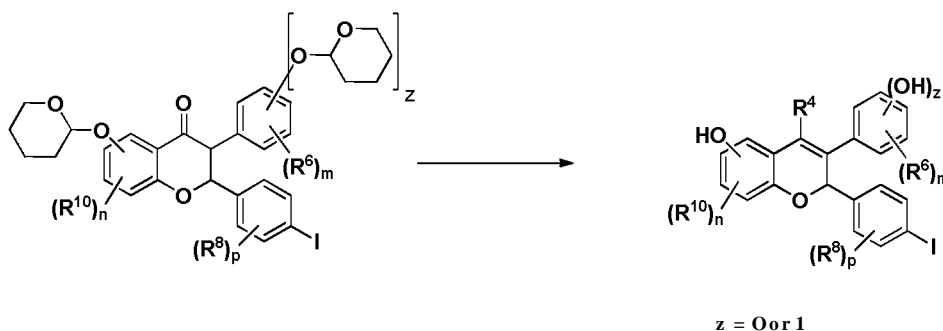
further concentration for additional 4-8 h. The reaction mixture was cooled to 90 °C, *z*-propanol (0.7-1.0 fold of *s*-butanol v/v) was added, and the reaction was allowed to cool to room temperature. Any large pieces of material were broken down with a spatula, and the suspension was stirred overnight (Note #1 & 2). The precipitate was collected by filtration to give the corresponding chromanone.

5 [00382] Note 1: In some instances, the stirring time after cooling to room temperature may be longer (2-3 days).

[00383] Note 2: In some instances, a work up procedure is used when no solid precipitates out. The mixture is diluted with an organic solvent (DCM or EtOAc) and washed with water and washed with brine. The organic layer was dried over Na<sub>2</sub>SO<sub>4</sub> (or MgSC<sup>^</sup>), filtered, and concentrated to afford the  
10 crude product. This crude product was then purified by silica gel chromatography.

### General Procedure D

#### Step 1: Grignard addition and elimination



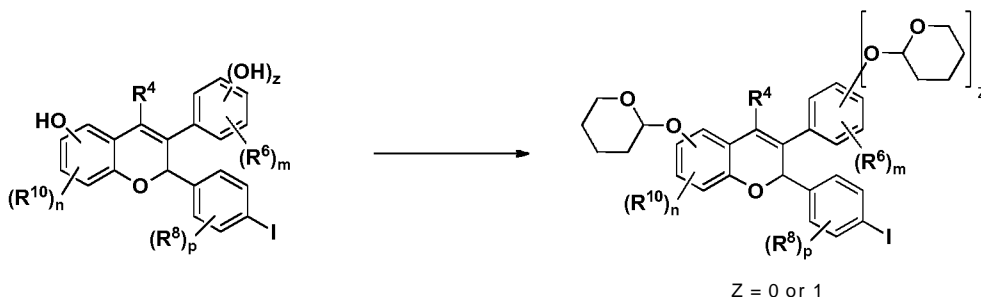
15 [00384] A solution of Grignard reagent (for example methyl magnesium chloride 3.75 equiv, 3M in THF) was added dropwise to a solution of chromanone (1 equiv) in THF (0.25M) at 0 °C. The reaction was stirred at 0 °C for 15-30 min and allowed to warm to room temperature. After stirring for 2-2.5 h, the solution was cooled to 0 °C and quenched with saturated ammonium chloride. The mixture allowed to warm to room temperature, diluted with ethyl acetate and water, and the layers were separated. The  
20 organic layer was washed with water, dried over Na<sub>2</sub>SO<sub>4</sub> (or MgSC<sup>^</sup>), filtered, and concentrated to yield the corresponding tertiary alcohol. This crude material was suspended in 80% acetic acid/H<sub>2</sub>O (0.1 M) and heated at 90 °C for 3-5 days. The reaction mixture was concentrated under reduced pressure and diluted with ethyl acetate (Note 1). The organic phase was washed with water, washed twice with saturated aqueous NaHCO<sub>3</sub>, washed with brine, dried over Na<sub>2</sub>SO<sub>4</sub> (or MgSC<sup>^</sup>), filtered, and  
25 concentrated to afford the crude product. This crude product was then purified by silica gel chromatography to give the corresponding chromene.

[00385] Note 1: In some instances, the reaction mixture was directly diluted with water and extracted three times with ethyl acetate. The organic layers combine and washed twice with a water/brine mixture, washed twice with saturated aqueous NaHCO<sub>3</sub>, washed with brine, dried over Na<sub>2</sub>SO<sub>4</sub>, filtered,

and concentrated to afford the crude product. This crude product was then purified by silica gel chromatography to give the corresponding chromene.

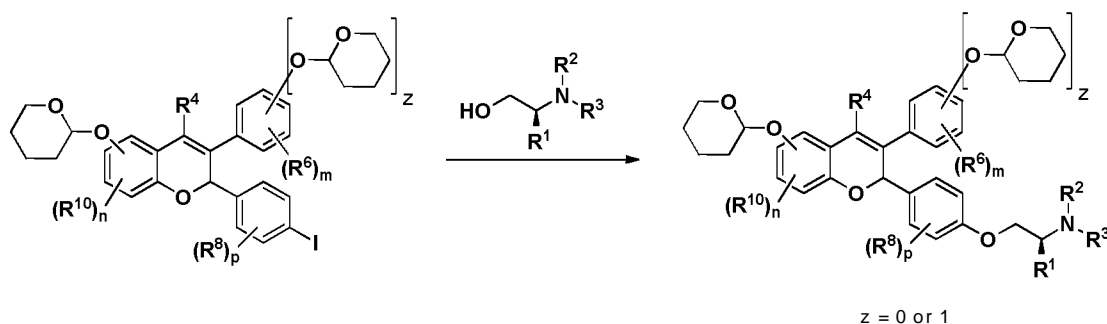
## Step 2: Protection of the phenols

5



[00386] 3,4-Dihydro-2H-pyran (1.5-5 equiv) was added to a solution of hydroxyaryl chromene (1.0 equiv) and pyridinium p-toluene sulfonate (0.20-0.25 equiv) in DCM (0.25 M) and stirred at room temperature for 4-5 h. The mixture washed with saturated aqueous NaHCO<sub>3</sub>, washed with water, washed with brine, dried over Na<sub>2</sub>SO<sub>4</sub> (or MgSC<sup>^</sup>), filtered, and concentrated to afford the crude product. This crude product was then purified by silica gel chromatography to give the corresponding THP-protected chromene.

## General Procedure E: UUmann coupling



15

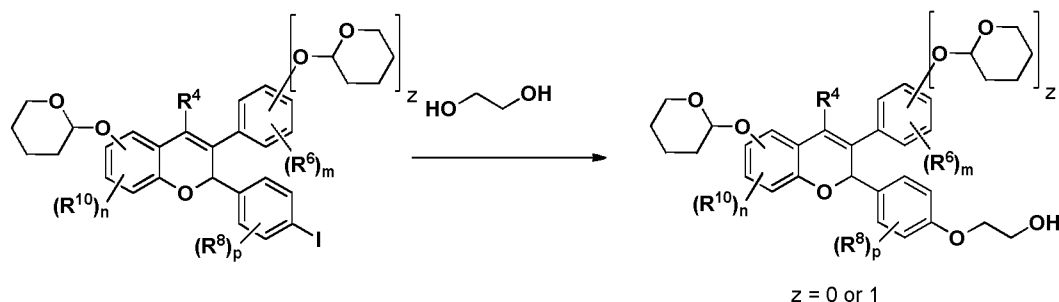
[00387] A mixture of THP-protected iodochromene (1.0 equiv), the corresponding **Intermediate 4-9** (2.0 equiv), copper iodide (0.10 equiv), and potassium carbonate (2.0 equiv) in butyronitrile (0.5 M) was degassed by bubbling nitrogen for 15 min. The reaction mixture was heated at 125 °C for 1-5 days, allowed to cool to room temperature, and diluted with ethyl acetate. The mixture filtered through a pad of Celite and washed with ethyl acetate. The organic phase was washed twice with water, washed with brine, dried over Na<sub>2</sub>SO<sub>4</sub> (or MgSO<sub>4</sub>), filtered, and concentrated to afford the crude product. This crude product was then purified by silica gel chromatography to give the corresponding Ullmann coupled product.

[00388] Note: In some cases: i) the reaction time varied depending on the amino alcohol (overnight to 5 days; progress was monitored by LCMS), and ii) cesium carbonate was used instead of potassium carbonate.

25

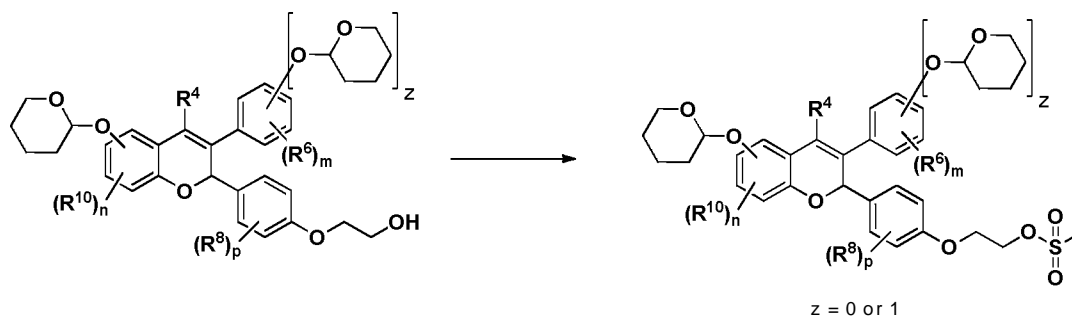
## General Procedure F

## Step 1: Ullmann coupling



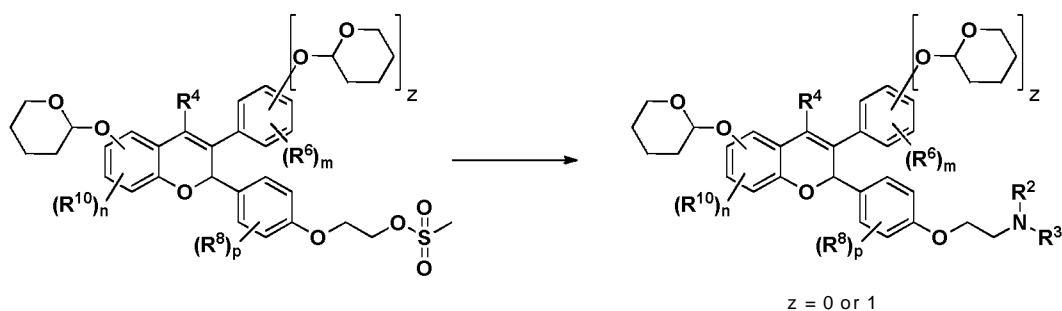
- 5 [00389] A mixture of THP-protected iodochromene (1.0 equiv), diol (4.0 equiv), copper iodide (0.10 equiv), 1,10-phenanthroline (0.20 equiv), and potassium carbonate (2.0 equiv) in butyronitrile (0.5 M) was degassed. The reaction mixture was heated at 125 °C for 3 days, allowed to cool to room temperature, and diluted with ethyl acetate. The organic phase was washed twice with water, washed with brine, dried over  $\text{Na}_2\text{SO}_4$ , filtered, and concentrated to afford the crude product. This crude
- 10 product was then purified by silica gel chromatography to give the corresponding Ullmann coupled product.

## Step 2: Mesylation



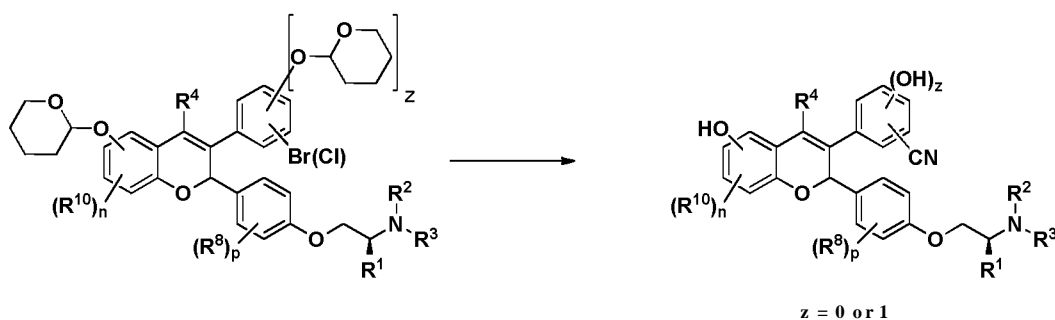
- 15 [00390] Methanesulfonyl chloride (1.3 equiv) was added dropwise to a solution of alcohol (1.0 equiv) and triethylamine (1.5 equiv) in DCM (0.1 M) at 0 °C. The reaction mixture was stirred for 1 h at 0 °C, then diluted with DCM, and quenched with 1N aqueous HCl. The layers were separated and the organic layer was washed with water, washed with saturated aqueous  $\text{NaHCO}_3$ , washed with brine, dried over  $\text{Na}_2\text{SO}_4$ , and concentrated to give the desired mesylate.

## Step 3: Alkylation



[00391] A suspension of mesylate (1.0 equiv), amine (2-3 equiv), and potassium carbonate (2.0 equiv) in acetonitrile (0.1 M) was heated at 80°C for 3-24 h. The reaction mixture was cooled to room temperature, concentrated under reduced pressure, and diluted with DCM (0.01M). The resulting precipitate was filtered off and the filtrate was concentrated under reduced pressure. This crude product was then purified by silica gel chromatography to give the corresponding alkylation product.

**General Procedure G: Cyanation of aryl halides and deprotection of THP group(s)**

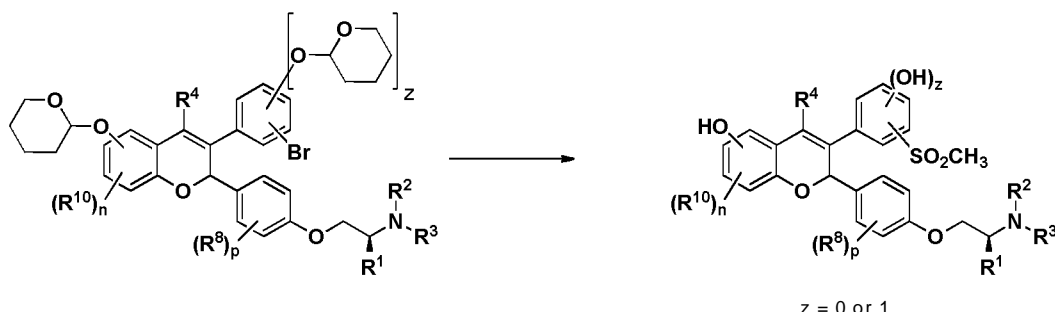


[00392] A mixture of corresponding arylbromide (1.0 equiv), 1-butylimidazole (20.0 equiv), copper iodide (1.0 equiv), potassium ferrocyanide trihydrate (2.0 equiv), and m-xylene (0.1 M) was degassed by 3 vacuum / nitrogen cycles. The reaction mixture was heated at 140 °C for 1-3 days. The mixture was filtered through a pad of celite and washed with ethyl acetate. The filtrate was washed with water, washed with brine, dried over  $\text{Na}_2\text{SO}_4$  (or  $\text{MgSC}^\wedge$ ), filtered, and concentrated under reduced pressure. The crude material was then purified by silica gel chromatography to give the corresponding aryl nitrile (Note 1). This purified material (1.0 equiv) was stirred in 80% acetic acid/ $\text{H}_2\text{O}$  (0.25 M) at room temperature for 3-24h. The solvent was removed under reduced pressure, and the residue was purified by reverse-phase HPLC (Note 2). The purified fractions were pooled, concentrated under reduced pressure down to approximately third of volume, and extracted with ethyl acetate. The organic layer was washed with saturated aqueous  $\text{NaHCO}_3$ , washed with brine, dried over  $\text{Na}_2\text{SO}_4$  (or  $\text{MgSC}^\wedge$ ), filtered, and concentrated under reduced pressure. The resulting solid was dissolved in ethyl acetate (0.05 M) and treated with HCl (2N in diethyl ether, 2.0 equiv). The solvent was removed under reduced pressure to give the corresponding hydrochloride salt.

[00393] Note 1: An alternative procedure may also be used: A mixture of arylbromide (or arylchloride) (1.0 equiv), zinc powder (0.72 equiv), [1,1'-binaphthalen]-2-yl-di-tert-butylphosphine (0.30 equiv), zinc cyanide (2.1 equiv), and dimethylacetamide (0.12-0.14 M) was degassed by 3 vacuum / nitrogen cycles. Palladium trifluoroacetate (0.13 equiv) was added and degassed again with 3 additional vacuum / nitrogen cycles. The reaction mixture was heated at 95 °C for 3.5-5 h, allowed to cool to room temperature, and diluted with ethyl acetate. The organic phase was washed twice with water, dried over  $\text{Na}_2\text{SO}_4$  (or  $\text{MgSC}^\wedge$ ), filtered, and concentrated to afford the crude product. This crude product was then purified by silica gel chromatography to give the corresponding aryl nitrile.

[00394] Note 2: For some compounds, after purification by reverse-phase HPLC, the fractions were concentrated down under reduced pressure to give the corresponding trifluoroacetate salt without any further manipulation.

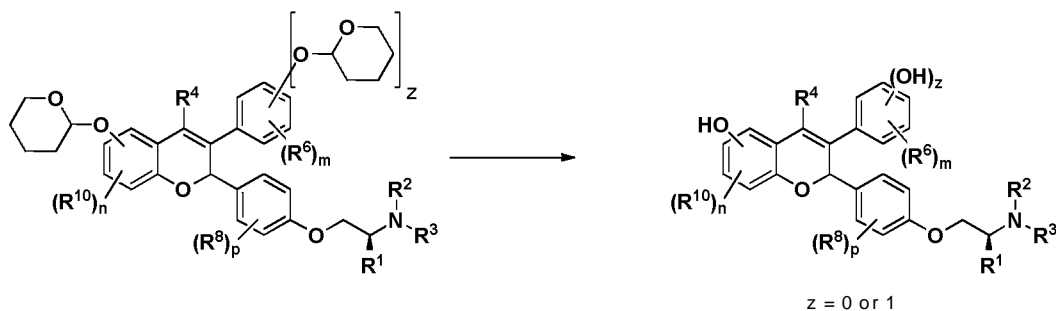
5 **General Procedure H: Sulfonylation**



[00395] A mixture of arylbromide (1.0 equiv), sodium methanesulfinate (2.2 equiv), copper iodide (1.1 equiv), DL-proline (2.0 equiv), and sodium hydroxide (2.4 equiv) in DMSO (0.1 M) was degassed by 3 vacuum / nitrogen cycles and was heated at 95 °C overnight. The reaction mixture was diluted with ethyl acetate, washed twice with water, dried over Na<sub>2</sub>SO<sub>4</sub> (or MgSO<sub>4</sub>), filtered, and concentrated to afford the crude product. This crude product was then purified by silica gel chromatography to give the corresponding methyl sulfone. (Notel) This purified material (1.0 equiv) was stirred in 80% acetic acid/H<sub>2</sub>O (0.25 M) at room temperature for 3-24h. The solvent was removed under reduced pressure, and the residue was purified by reverse-phase HPLC (Note 2). The purified fractions were pooled, concentrated under reduced pressure down to approximately third of volume, and extracted with ethyl acetate. The organic layer was washed with saturated NaHCO<sub>3</sub>, washed with brine, dried over Na<sub>2</sub>SO<sub>4</sub> (or MgSO<sub>4</sub>), filtered, and concentrated under reduced pressure. The resulting solid was dissolved in ethyl acetate (0.05 M) and treated with HCl (2N in diethyl ether, 2.0 equiv). The solvent was removed under reduced pressure to give the corresponding hydrochloride salt.

[00396] Note 1: An alternative procedure may also used: A mixture of arylbromide (1.0 equiv), sodium methanesulfinate (3.0 equiv), copper(I) trifluoromethanesulfonate benzene (1.0 equiv), trans-1,2-diaminocyclohexane (4.4.0 equiv) in DMSO (0.1 M) was heated at 90 °C overnight. The reaction mixture was diluted with ethyl acetate, washed with water, washed with brine, dried over Na<sub>2</sub>SO<sub>4</sub> (or MgSO<sub>4</sub>), filtered, and concentrated to afford the crude product. This crude product was then purified by silica gel chromatography to give the corresponding methyl sulfone.

[00397] Note 2: For some compounds, after purification by reverse-phase HPLC, the fractions were concentrated down under reduced pressure to give the corresponding trifluoroacetate salt without any further manipulation.

**General Procedure I: Removal of THP protecting groups**

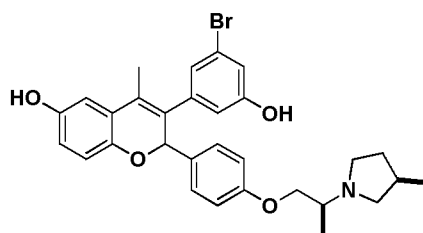
[00398] The THP protected chromene (1.0 equiv) was stirred in 80% acetic acid/H<sub>2</sub>O (0.25 M) at room temperature for 3-24h. The solvent was removed under reduced pressure, and the residue was purified by reverse-phase HPLC (Note 1). The purified fractions were pooled, concentrated under reduced pressure down to approximately third of volume, and extracted with ethyl acetate. The organic layer was washed with saturated aqueous NaHCO<sub>3</sub>, washed with brine, dried over Na<sub>2</sub>SO<sub>4</sub> (or MgSC<sup>^</sup>), filtered, and concentrated under reduced pressure. The resulting solid was dissolved in ethyl acetate (0.05 M) and treated with HCl (2N in diethyl ether, 2.0 equiv). The solvent was removed under reduced pressure to give the corresponding hydrochloride salt.

[00399] Note 1: For some compounds, after purification by reverse-phase HPLC, the fractions were concentrated down under reduced pressure to give the corresponding trifluoroacetate salt without any further manipulation.

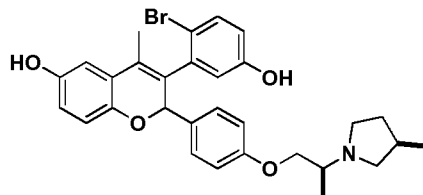
[00400] Examples 1 to 4 were prepared following general procedures A, C, D, E, and I using 1,4-dimethoxybenzene and the appropriate phenyl acetic acid in general procedure A and Intermediate 4 in general procedure E.)

**Example 1**

**3-(3-Bromo-5-hydroxyphenyl)-4-methyl-2-(4-*a*S)-2-*q*R)-3-methylpyrrolidin-1-yl-D-propoxy)phenyl-2H-chromen-6-ol**

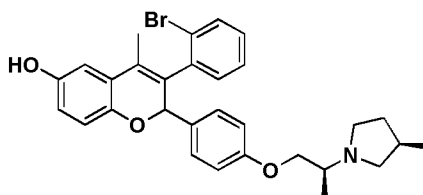


[00401] <sup>1</sup>H NMR (400 MHz, DMSO-d<sub>6</sub>; HCl salt): δ 10.10 (br s, 1H), 10.00 (s, 1H), 8.98 (s, 1H), 7.25 (d, 2H), 6.89-6.85 (m, 4H), 6.75 (d, 1H), 6.63 (t, 1H), 6.51-6.45 (m, 2H), 5.87 (s, 1H), 4.18-4.10 (m, 2H), 3.66 (m, 1H), 3.51-3.45 (m, 2H), 3.21-2.95 (m, 1H), 2.81-2.63 (m, 1H), 2.39-2.18 (m, 1H), 2.17-1.98 (m, 4H), 1.60-1.42 (m, 1H), 1.33 (m, 3H), 1.03 (m, 3H); LCMS: 550.0 (M+H)<sup>+</sup>.

Example 23-(2-Bromo-5-hydroxyphenyl)-4-methyl-2-((4-*aS*)-2-*gR*)-3-methylpyrrolidin-1-ylpropoxy)phenyl-2H-chromen-6-ol

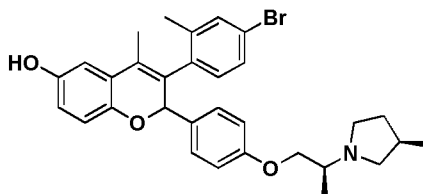
5 [00402] <sup>1</sup>H NMR (400 MHz, DMSO-*d*<sub>6</sub>; HCl salt):  $\delta$  10.55 (br s), 10.40 (br s), 9.83 (s), 9.69 (s), 9.02 (s), 9.00 (s), 7.44 (d), 7.28-7.21 (m), 6.91 (d), 6.86 (d), 6.82 (d), 6.77 (d), 6.65-6.60 (m), 6.55-6.51 (m), 6.48-6.45 (m), 6.27 (d), 5.83 (s), 5.67 (s), 4.18-4.14 (m), 3.67 (m), 3.51 (m), 3.15 (m), 3.00 (m), 2.72 (m), 2.40 (m), 2.27 (m), 2.10-2.04 (m), 1.83 (m), 1.56-1.47 (m), 1.35 (t), 1.23 (s), 1.03 (t). The number of protons (#H) for each signal was not reported due to the complexity of the NMR (resulting

10 presumably, from restricted rotation); LCMS: 550.1 (M+H)<sup>+</sup>.

Example 33-(2-Bromophenyl)-4-methyl-2-((4-((*S*)-2-((*R*)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol

15 [00403] <sup>1</sup>H NMR (400 MHz, DMSO-*d*<sub>6</sub>):  $\delta$  9.01 (s), 7.70 (dd), 7.53 (m), 7.42 (m), 7.28-7.13 (m), 6.88-6.80 (m), 6.78 (d), 6.58-6.48 (m), 5.90 (s), 5.73 (s), 3.98 (m), 3.72 (m), 2.65 (m), 2.10 (m), 1.83 (s), 1.81 (s), 1.40-1.20 (m), 1.08 (m), 0.97 (m). The number of protons (#H) for each signal was not reported due to the complexity of the NMR (resulting presumably, from restricted rotation); LCMS:

20 534.0 (M+H)<sup>+</sup>.

Example 43-(4-Bromo-2-methylphenyl)-4-methyl-2-((4-((*S*)-2-((*R*)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol

25 [00404] <sup>1</sup>H NMR (400 MHz, DMSO-*d*<sub>6</sub>; TFA salt):  $\delta$  9.78 (m), 9.00 (br s), 7.53 (d), 7.48 (d), 7.42 (dd), 7.33-7.18 (m), 7.08 (d), 7.07 (d), 6.90 (d), 6.83 (d), 6.77 (m), 6.60 (d), 6.58 (d), 6.54-6.46 (m), 5.84 (s),

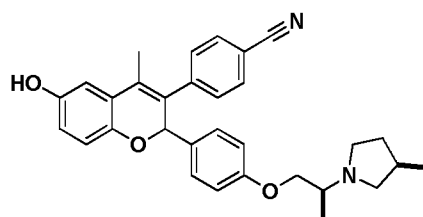
5.60 (s), 4.22-4.05 (m), 3.68 (m), 3.52 (m), 3.33 (s), 3.18 (m), 3.02 (m), 2.75 (m), 2.43 (s), 2.20-2.15 (m), 1.80 (s), 1.73 (s), 1.33 (t), 1.03 (d). The number of protons (#H) for each signal was not reported due to the complexity of the NMR (resulting presumably, from restricted rotation); LCMS: 548.1 (M+H)<sup>+</sup>.

5 [00405] Example 5 was prepared from commercially available (4-chlorobenzyl)magnesium chloride in general procedure B following general procedures C, D, E, and G.

### Example 5

**4-(6-Hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-**

**vDbenzonitrile**



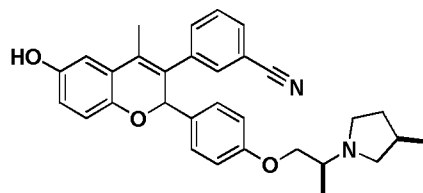
[00406] In an alternative embodiment, the title compound was prepared from **Intermediate 15** following the synthetic sequence outlined for **Intermediate 12**, **Intermediate 13**, **Intermediate 14**, and general procedure G. <sup>1</sup>H NMR (DMSO-d<sub>6</sub>; TFA salt): δ 9.85 (br, 1H), 9.01 (s, 1H), 7.82 (d, 2H), 7.56 (d, 2H), 7.25 (d, 2H), 6.85 (d, 2H), 6.78 (d, 1H), 6.53 (m, 2H), 6.02 (s, 1H), 4.19 (m, 1H), 4.07 (m, 1H), 3.69 (m, 1H), 3.50 (m, 2H), 3.20-2.90 (m, 1H), 2.73-2.68 (m, 1H), 2.40-2.20 (m, 2H), 2.05 (m, 3H), 1.60-1.40 (m, 1H), 1.33 (m, 3H), 1.02 (m, 3H); LCMS: 481.0 (M+H)<sup>+</sup>.

[00407] Examples 6 to 14 were prepared from commercially available phenyl acetic acid and **Intermediate 4** following general procedures A, C, D, E, and G.

### Example 6

**3-(6-Hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-**

**vDbenzonitrile**



[00408] In an alternative embodiment, a mixture of **Intermediate 14** (295 mg, 0.477 mmol), palladium trifluoroacetate (21 mg, 0.063 mmol), zinc powder (18 mg, 0.28 mmol), [1,1'-binaphthalen]-2-yl-di-tert-butylphosphine (49 mg, 0.12 mmol), and zinc cyanide (94 mg, 0.80 mmol) was degassed by 3 vacuum / nitrogen cycles. Dimethylacetamide (4 mL) was added and degassed again with 3 additional vacuum / nitrogen cycles. The reaction mixture was heated at 95 °C for 3.5 h, allowed to cool to room

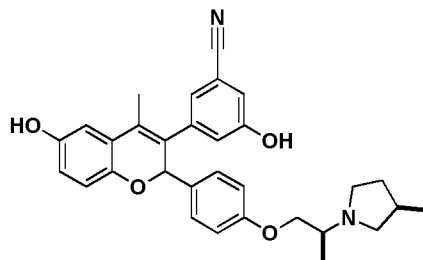


temperature, and diluted with ethyl acetate (50 mL). The organic phase was washed (2 x 25 mL H<sub>2</sub>O), dried (Na<sub>2</sub>SO<sub>4</sub>), and concentrated under reduced pressure. The crude material was purified on a silica gel column. This purified material (150 mg) was stirred in 80% acetic acid/H<sup>+</sup>O (3 mL) at room temperature for 3 h. The solvent was removed under reduced pressure, and the residue was purified by reverse-phase HPLC. The purified fractions were pooled and concentrated under reduced pressure down to approximately third of volume. Ethyl acetate (100 mL) was added and washed (50 mL sat'd NaHCC<sub>3</sub>, 50 mL brine), dried (Na<sub>2</sub>SO<sub>4</sub>), and concentrated under reduced pressure (37mg). The resulting solid was dissolved in ethyl acetate (2 mL) and treated with HCl (2N in diethyl ether, 0.06 mL, 0.12 mmol). The solvent was removed under reduced pressure to yield 4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-3-(3-(methylsulfonyl)phenyl)-2H-chromen-6-ol as a HCl salt.

[00409] <sup>1</sup>H NMR (400 MHz, DMSO-d<sub>6</sub>; HCl salt): δ 10.10 (br s, 1H), 9.01 (s, 1H), 7.81 (m, 1H), 7.73 (m, 1H), 7.65 (m, 1H), 7.56 (t, 1H), 7.26 (d, 2H), 6.86 (d, 2H), 6.79 (d, 1H), 6.52 (m, 2H), 6.03 (s, 1H), 4.17 (m, 2H), 3.66 (m, 1H), 3.52-3.20 (m, 2H), 3.20-2.90 (m, 1H), 2.73-2.68 (m, 1H), 2.40-2.20 (m, 1H), 2.20-2.03 (m, 4H), 1.60-1.40 (m, 1H), 1.33 (m, 3H), 1.02 (m, 3H); LCMS: 481.0 (M+H)<sup>+</sup>.

### Example 7

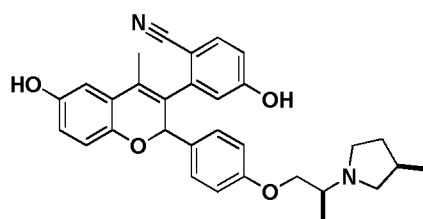
#### 3-Hydroxy-5-(6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)benzonitrile



[00410] <sup>1</sup>H NMR (400 MHz, DMSO-d<sub>6</sub>; HCl salt): δ 10.33 (m, 2H), 9.01 (s, 1H), 7.24 (d, 2H), 7.18 (s, 1H), 7.04 (m, 1H), 6.96 (m, 1H), 6.87 (d, 2H), 6.77 (d, 1H), 6.52-6.47 (m, 2H), 5.93 (s, 1H), 4.15 (m, 1H), 4.07 (m, 1H), 3.65 (m, 1H), 3.47 (m, 2H), 3.20-2.90 (m, 1H), 2.83-2.63 (m, 1H), 2.40-2.20 (m, 1H), 2.15-1.98 (m, 4H), 1.60-1.43 (m, 1H), 1.32 (m, 3H), 1.01 (m, 3H); LCMS: 497.2 (M+H)<sup>+</sup>.

### Example 8

#### 4-Hydroxy-2-(6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)benzonitrile

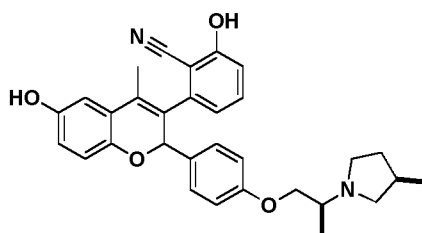


[00411] <sup>1</sup>H NMR (400 MHz, DMSO-d<sub>6</sub>; HCl salt): δ 10.78 (br s), 10.45 (br s), 9.08 (s), 7.68-7.57 (m), 7.27 (d), 7.08-6.79 (m), 6.57-6.49 (m), 6.36 (br), 5.94 (br), 5.77 (br), 4.17 (m), 3.67 (m), 3.55-3.24 (m), 3.15 (m), 3.00 (m), 2.73 (m), 2.45-2.21 (m), 2.09-2.01 (m), 1.93 (s), 1.59-1.43 (m), 1.34 (m), 1.23 (s), 1.03 (t). The number of protons (#H) for each signal was not reported due to the complexity of the

5 NMR (resulting presumably, from restricted rotation); LCMS: 497.2 (M+H)<sup>+</sup>.

### Example 9

#### 2-Hydroxy-6-(6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)benzonitrile

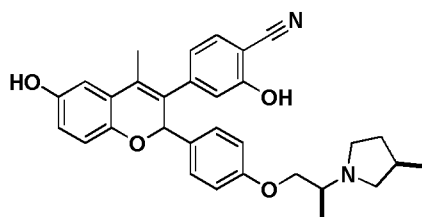


[00412] <sup>1</sup>H NMR (400 MHz, DMSO-d<sub>6</sub>; HCl salt): δ 11.21 (d), 10.60-10.20 (m), 9.07 (s), 7.48 (br s), 7.39-7.23 (m), 7.10 (br s), 6.98-6.77 (m), 6.57-6.49 (m), 6.40 (br s), 5.97 (br s), 5.77 (br s), 4.16 (br s), 3.66 (br s), 3.54-3.45 (m), 3.20-2.99 (m), 2.70 (m), 2.45-2.23 (m), 2.18-2.03 (m), 1.94 (s), 1.59-1.43 (m), 1.33 (m), 1.03 (t). The number of protons (#H) for each signal was not reported due to the

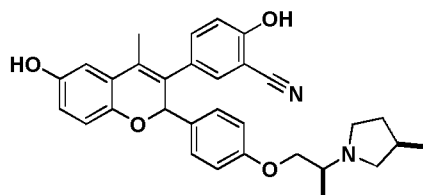
15 complexity of the NMR (resulting presumably, from restricted rotation); LCMS: 497.2 (M+H)<sup>+</sup>.

### Example 10

#### 2-Hydroxy-4-(6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)benzonitrile

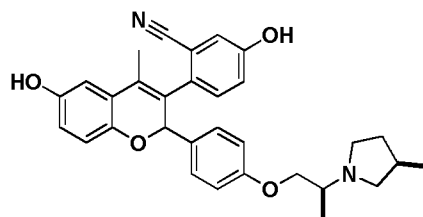


[00413] <sup>1</sup>H NMR (400 MHz, DMSO-d<sub>6</sub>; HCl salt): δ 11.18 (s, 1H), 10.60-10.45 (m, 1H), 9.04 (s, 1H), 7.57 (d, 1H), 7.23 (d, 2H), 6.88-6.82 (m, 4H), 6.78 (d, 1H), 6.54-6.48 (m, 2H), 5.88 (s, 1H), 4.15 (m, 2H), 3.66 (m, 1H), 3.56-3.26 (m, 2H), 3.26-2.95 (m, 2H), 2.42-2.19 (m, 1H), 2.15-2.04 (m, 4H), 1.58-1.39 (m, 1H), 1.32 (t, 3H), 1.03 (t, 3H); LCMS: 497.2 (M+H)<sup>+</sup>.

**Example 11****2-Hydroxy-5-(6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-ynpropoxy)phenyl)-2H-chromen-3-yl)benzonitrile**

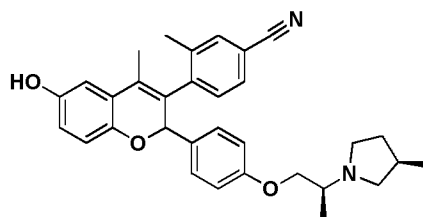
5 [00414]  $^1\text{H}$  NMR (400 MHz, DMSO- $d_6$ ):  $\delta$  11.28 (br s, 1H), 8.97 (br s, 1H), 7.56-7.50 (m, 1H), 7.40 (dd, 1H), 7.17 (d, 2H), 6.95 (d, 1H), 6.78 (d, 2H), 6.73 (s, 1H), 6.51-6.43 (m, 2H), 5.93 (s, 1H), 3.98-3.91 (m, 1H), 3.77-3.69 (m, 1H), 2.99 (bs, 1H), 2.90-2.80 (m, 1H), 2.73-2.62 (m, 2H), 2.15-2.05 (m, 2H), 2.02 (s, 3H), 1.94-1.82 (m, 1H), 1.27-1.19 (m, 1H), 1.97 (d, 3H), 0.94 (d, 3H); LCMS: 497.1 (M+H) $^+$ .

10

**Example 12****5-Hydroxy-2-(6-hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-ynpropoxy)phenyl)-2H-chromen-3-yl)benzonitrile**

15 [00415]  $^1\text{H}$  NMR (400 MHz, DMSO- $d_6$ ):  $\delta$  10.29 (br s, 1H), 9.02 (s, 1H), 7.53 (br s, 1H), 7.26-6.94 (m, 4H), 6.86-6.68 (m, 3H), 6.58-6.48 (m, 2H), 6.00-5.69 (m, 1H), 4.00-3.91 (m, 1H), 3.78-3.64 (m, 1H), 2.97 (bs, 1H), 2.88-2.76 (m, 1H), 2.72-2.58 (m, 2H), 2.15-2.01 (m, 2H), 1.97-1.81 (m, 4H), 1.27-1.17 (m, 1H), 1.07 (d, 3H), 0.95 (d, 3H); LCMS: 497.2 (M+H) $^+$ .

20

**Example 13****4-(6-Hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-ynpropoxy)phenyl)-2H-chromen-3-yl)-3-methylbenzonitrile**

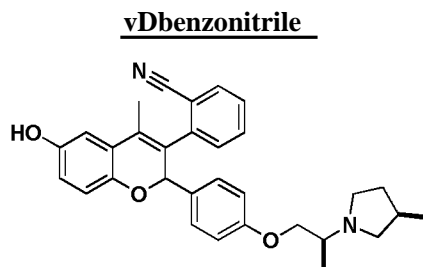
25 [00416]  $^3\text{H}$  NMR (400 MHz, DMSO- $d_6$ ; TFA salt):  $\delta$  9.74 (m), 9.05 (br s), 7.80 (s), 7.68 (d), 7.62-7.53 (m), 7.52 (dd), 7.28 (d), 7.08 (m), 6.88 (d), 6.87-6.82 (m), 6.77 (m), 6.59 (d), 6.57-6.47 (m), 5.90 (s), 5.65 (s), 4.21-4.08 (m), 3.68 (m), 3.52 (m), 3.33 (s), 3.20 (m), 3.02 (m), 2.75 (m), 2.42 (s), 2.32-2.00

(m), 1.85 (s), 1.80 (s), 1.73 (s), 1.61-1.40 (m), 1.33 (m), 1.03 (m). The number of protons (#H) for each signal was not reported due to the complexity of the NMR (resulting presumably, from restricted rotation); LCMS: 495.1 (M+H)<sup>+</sup>.

5

#### Example 14

#### 2-(6-Hydroxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-3-vDbenzonitrile

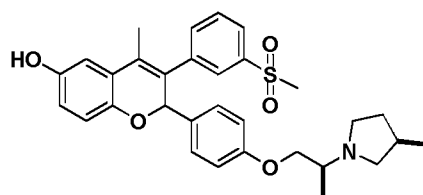


[00417] <sup>1</sup>H NMR (400 MHz, DMSO-d<sub>6</sub>): δ 9.06 (s), 8.15-7.53 (m), 7.48-7.44 (m), 7.21 (br s), 7.14-7.00 (m), 6.896.75 (m), 6.63-6.52 (m), 6.09-5.97 (m), 3.95 (br s), 3.76 (br s), 3.12-2.70 (m), 2.70-2.53 (m), 2.11 (br s), 1.97-1.83 (m), 1.30-1.19 (m), 1.09 (m), 0.94 (d). The number of protons (#H) for each signal was not reported due to the complexity of the NMR (resulting presumably, from restricted rotation); LCMS: 481.1 (M+H)<sup>+</sup>.

15 [00418] Examples 15 to 18 were prepared from commercially available phenyl acetic acid and Intermediate 4 following general procedures A, C, D, E, and H.

#### Example 15

#### 4-Methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-3-(3-(methylsulfonyl)phenyl)-2H-chromen-6-ol



[00419] In an alternative embodiment, a mixture of **Intermediate 14** (258 mg, 0.418mmol), sodium methanesulfinate (98 mg, 0.96 mmol), copper iodide (88 mg, 0.46 mmol), DL-proline (98 mg, 0.85 mmol), and sodium hydroxide (42 mg, 1.0 mmol) in DMSO (4 mL) was heated at 95 °C overnight. The reaction mixture was diluted with ethyl acetate (100 mL), washed (2 x 50 mL H<sub>2</sub>O), and dried (Na<sub>2</sub>SO<sub>4</sub>). The solvent was removed under reduced pressure, and the crude material was purified on a silica gel column to give off-white foam (88 mg). This purified material was stirred in 80% acetic acid/H<sub>2</sub>O (3 mL) at room temperature for 3 h. The solvent was removed under reduced pressure, and the residue was purified by reverse-phase HPLC. The purified fractions were pooled and concentrated under reduced pressure down to approximately third of volume. Ethyl acetate (100 mL) was added and

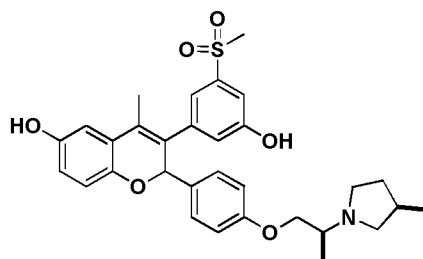
washed (100 mL sat'd NaHCO<sub>3</sub>, 50 mL brine), dried (Na<sub>2</sub>SO<sub>4</sub>), and concentrated under reduced pressure (44mg, 0.082 mmol). The resulting solid was dissolved in ethyl acetate (2 mL) and treated with HCl (2N in diethyl ether, 0.1 mL, 0.2 mmol). The solvent was removed under reduced pressure to yield 4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-3-(3-

(methylsulfonyl)phenyl)-2H-chromen-6-ol as a HCl salt.

[00420] <sup>1</sup>H NMR (400 MHz, DMSO-d<sub>6</sub>; HCl salt): δ 10.40 (br s, 1H), 9.02 (br s, 1H), 7.82 (m, 2H), 7.64 (m, 2H), 7.26 (d, 2H), 6.87 (d, 2H), 6.80 (m, 1H), 6.53 (m, 2H), 6.06 (br s, 1H), 4.15 (m, 2H), 3.65 (m, 1H), 3.45-3.33 (m, 2H), 3.23 (s, 3H), 3.20-2.95 (m, 1H), 2.70 (m, 1H), 2.42-2.20 (m, 1H), 2.15-2.03 (m, 4H), 1.50 (m, 1H), 1.33 (m, 3H), 1.02 (m, 3H); LCMS: 534.1 (M+H)<sup>+</sup>.

### Example 16

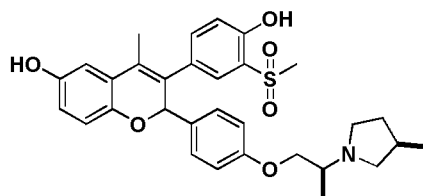
3-(3-Hydroxy-5-(methylsulfonyl)phenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol



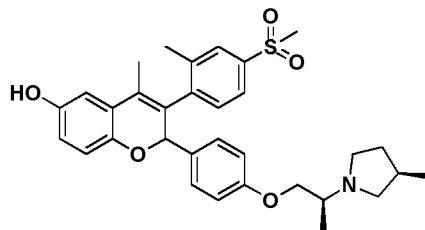
[00421] <sup>1</sup>H NMR (400 MHz, DMSO-d<sub>6</sub>; HCl salt): δ 10.36 (m, 2H), 9.02 (br s, 1H), 7.27-7.24 (m, 3H), 7.17 (m, 1H), 6.95 (m, 1H), 6.87 (d, 2H), 6.78 (d, 1H), 6.54-6.49 (m, 2H), 5.96 (br s, 1H), 4.16 (m, 2H), 3.65 (m, 1H), 3.52-3.41 (m, 2H), 3.20-2.95 (m, 4H), 2.71 (m, 1H), 2.45-2.20 (m, 1H), 2.13-2.05 (m, 4H), 1.50 (m, 1H), 1.33 (m, 3H), 1.02 (m, 3H); LCMS: 550.1 (M+H)<sup>+</sup>.

### Example 17

3-(4-Hydroxy-3-(methylsulfonyl)phenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol



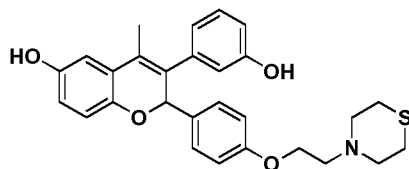
[00422] <sup>1</sup>H NMR (400 MHz, DMSO-d<sub>6</sub>; TFA salt): δ 11.31 (s, 1H), 9.85-9.65 (m, 1H), 8.98 (br s, 1H), 7.55-7.45 (m, 2H), 7.26 (d, 2H), 7.05 (d, 1H), 6.88 (d, 2H), 6.76 (s, 1H), 6.53-6.45 (m, 2H), 5.92 (s, 1H), 4.22-4.13 (m, 1H), 4.13-4.04 (m, 1H), 3.74-3.62 (m, 1H), 3.56-3.38 (m, 2H), 3.36-3.09 (m, 4H), 3.05-2.94 (m, 1H), 2.81-2.60 (m, 1H), 2.07-2.96 (m, 4H), 1.62-1.37 (m, 1H), 1.33 (t, 3H), 1.02 (d, 3H); LCMS: 550.1 (M+H)<sup>+</sup>.

**Example 18****4-Methyl-3-(2-methyl-4-(methylsulfonylphenyl)-2-(4-methylpyrrolidin-1-ylpropoxy)phenyl)-2H-chromen-6-ol**

5 [00423] <sup>1</sup>H NMR (400 MHz, DMSO-d<sub>6</sub>; TFA salt): δ 9.78 (m), 9.00 (br s), 7.88 (s), 7.82-7.71 (m), 7.68-7.60 (m), 7.58 (dd), 7.30 (d), 7.11 (m), 6.95 (d), 6.92 (d), 6.83 (d), 6.77 (m), 6.58 (s), 6.54-6.48 (m), 5.92 (s), 5.66 (s), 4.24-4.03 (m), 3.68 (m), 3.52 (m), 3.33 (s), 3.22 (m), 3.02 (m), 2.75 (m), 2.43-2.02 (m), 1.93 (s), 1.81 (s), 1.75 (s), 1.61-1.40 (m), 1.33 (m), 1.03 (m). The number of protons (#H) for each signal was not reported due to the complexity of the NMR (resulting presumably, from restricted rotation); LCMS: 548.1 (M+H)<sup>+</sup>.

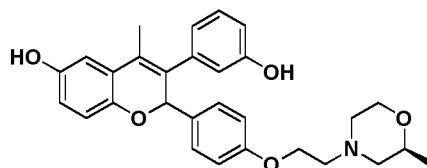
10

[00424] Examples 19 to 24 were prepared following general procedures F and I, starting from **Intermediate 3** and using the appropriate amine in step 3 of general procedure F.

**Example 19****3-(3-Hydroxyphenyl)-4-methyl-2-(4-(2-thiomorpholinoethoxy)phenyl)-2H-chromen-6-ol**

15 [00425] <sup>1</sup>H NMR (400 MHz, DMSO-d<sub>6</sub>): δ 9.43 (s, 1H), 8.94 (s, 1H), 7.18 (d, 2H), 7.12 (t, 1H), 6.78 (d, 2H), 6.73 (m, 1H), 6.68 (m, 1H), 6.65 (m, 1H), 6.62 (m, 1H), 6.47 (m, 2H), 5.83 (s, 1H), 3.98 (t, 2H), 2.68 (m, 6H), 2.54 (m, 4H), 2.02 (s, 3H); LCMS: 476.1 (M+H)<sup>+</sup>.

20

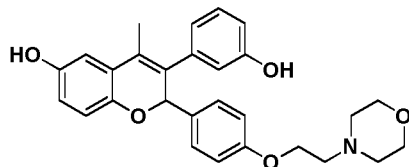
**Example 20****3-(3-Hydroxyphenyl)-4-methyl-2-(4-(2-((S)-2-methylmorpholino)ethoxy)phenyl)-2H-chromen-6-ol**

25 [00426] <sup>1</sup>H NMR (400 MHz, DMSO-d<sub>6</sub>): δ 9.43 (s, 1H), 8.94 (s, 1H), 7.18 (d, 2H), 7.12 (t, 1H), 6.78 (d, 2H), 6.73 (m, 1H), 6.67 (m, 1H), 6.65 (m, 1H), 6.61 (m, 1H), 6.48 (m, 2H), 5.83 (s, 1H), 4.00 (t, 2H),

3.68 (dd, 1H), 3.45 (m, 2H), 2.76 (d, 1H), 2.70 (d, 1H), 2.60 (t, 2H), 2.06 (m, 4H), 1.73 (t, 1H), 1.00 (d, 3H); LCMS: 474.1 (M+H)<sup>+</sup>.

### Example 21

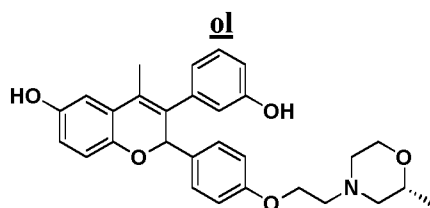
#### 3-(3-Hydroxyphenyl)-4-methyl-2-(4-(2-morpholinoethoxy)phenyl)-2H-chromen-6-ol



[00427] <sup>1</sup>H NMR (400 MHz, DMSO-d<sub>6</sub>): δ 9.43 (s, 1H), 8.94 (s, 1H), 7.18 (d, 2H), 7.12 (t, 1H), 6.79 (d, 2H), 6.73 (m, 1H), 6.68 (m, 1H), 6.64 (m, 1H), 6.61 (m, 1H), 6.47 (m, 2H), 5.83 (s, 1H), 3.98 (t, 2H), 3.63 (t, 4H), 2.61 (t, 2H), 2.42 (m, 4H), 2.02 (s, 3H); LCMS: 460.1 (M+H)<sup>+</sup>.

### Example 22

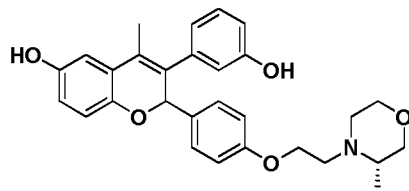
#### 3-(3-Hydroxyphenyl)-4-methyl-2-(4-(2-((R)-2-methylmorpholino)ethoxy)phenyl)-2H-chromen-6-ol



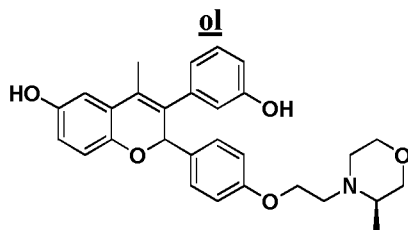
[00428] <sup>1</sup>H NMR (400 MHz, DMSO-d<sub>6</sub>): δ 9.43 (s, 1H), 8.94 (s, 1H), 7.18 (d, 2H), 7.12 (t, 1H), 6.79 (d, 2H), 6.73 (m, 1H), 6.67 (m, 1H), 6.65 (m, 1H), 6.61 (m, 1H), 6.47 (m, 2H), 5.83 (s, 1H), 3.97 (t, 2H), 3.68 (d, 1H), 3.45 (m, 2H), 2.76 (d, 1H), 2.70 (d, 1H), 2.60 (t, 2H), 2.06 (m, 4H), 1.73 (t, 1H), 1.00 (d, 3H); LCMS: 474.1 (M+H)<sup>+</sup>.

### Example 23

#### 3-(3-Hydroxyphenyl)-4-methyl-2-(4-(2-((S)-3-methylmorpholino)ethoxy)phenyl)-2H-chromen-6-ol

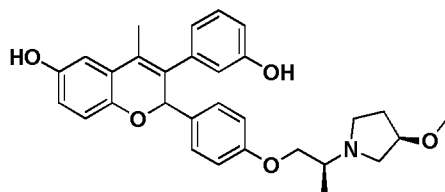


[00429] <sup>1</sup>H NMR (400 MHz, DMSO-d<sub>6</sub>): δ 9.43 (s, 1H), 8.94 (s, 1H), 7.18 (d, 2H), 7.12 (t, 1H), 6.78 (d, 2H), 6.73 (m, 1H), 6.67 (m, 1H), 6.65 (m, 1H), 6.61 (m, 1H), 6.47 (m, 2H), 5.83 (s, 1H), 3.95 (t, 2H), 3.62 (m, 1H), 3.55 (dd, 1H), 3.43 (m, 1H), 3.05 (m, 1H), 2.99 (m, 1H), 2.74 (m, 1H), 2.37 (m, 3H), 2.02 (s, 3H), 0.88 (d, 3H); LCMS: 474.1 (M+H)<sup>+</sup>.

**Example 24****3-(3-Hydroxyphenyl)-4-methyl-2-(4-(2-((R)-3-methylmorpholino)ethoxy)phenyl)-2H-chromen-6-ol**

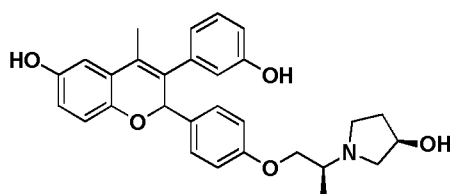
5 [00430]  $^1\text{H}$  NMR (400 MHz, DMSO- $d_6$ ):  $\delta$  9.43 (s, 1H), 8.94 (s, 1H), 7.18 (d, 2H), 7.12 (t, 1H), 6.78 (d, 2H), 6.73 (m, 1H), 6.67 (m, 1H), 6.65 (m, 1H), 6.61 (m, 1H), 6.47 (m, 2H), 5.83 (s, 1H), 3.95 (t, 2H), 3.62 (m, 1H), 3.55 (dd, 1H), 3.43 (m, 1H), 3.05 (m, 1H), 2.99 (m, 1H), 2.74 (m, 1H), 2.37 (m, 3H), 2.02 (s, 3H), 0.88 (d, 3H); LCMS: 474.1 (M+H) $^+$ .

10 [00431] Examples 25 to 29 were prepared from **Intermediate 3** and **Intermediate 5-9** following general procedures E and I.

**Example 25****3-(3-Hydroxyphenyl)-2-(4-((S)-2-((R)-3-methoxypyrrolidin-1-yl)propoxy)phenyl)-4-methyl-2H-chromen-6-ol**

15 [00432]  $^1\text{H}$  NMR (400 MHz, DMSO- $d_6$ ):  $\delta$  9.39 (s, 1H), 8.90 (s, 1H), 7.22 (d, 2H), 7.12 (t, 1H), 6.79 (d, 2H), 6.73 (m, 1H), 6.68 (d, 1H), 6.65 (m, 1H), 6.61 (m, 1H), 6.47 (m, 2H), 5.83 (s, 1H), 3.95 (m, 1H), 3.81 (m, 1H), 3.72 (m, 1H), 3.18 (m, 1H), 3.16 (s, 3H), 2.88 (m, 1H), 2.66 (m, 3H), 2.02 (s, 3H), 1.90 (m, 1H), 1.60 (m, 1H), 1.07 (d, 3H); LCMS: 488.1 (M+H) $^+$ .

20

**Example 26****(3R)-1-((2S)-1-(4-(6-Hydroxy-3-(3-hydroxyphenyl)-4-methyl-2H-chromen-2-yl)phenoxy)propan-2-yl)pyrrolidin-1-ol**

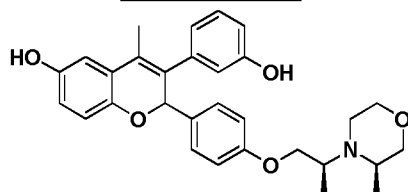
25 [00433]  $^1\text{H}$  NMR (400 MHz, DMSO- $d_6$ ):  $\delta$  9.39 (s, 1H), 8.90 (s, 1H), 7.19 (d, 2H), 7.13 (t, 1H), 6.79 (d, 2H), 6.77 (m, 1H), 6.68 (d, 1H), 6.65 (m, 1H), 6.62 (m, 1H), 6.47 (m, 2H), 5.83 (s, 1H), 4.58 (d, 1H),



4.15 (m, 1H), 3.95 (m, 1H), 3.72 (m, 1H), 2.79 (m, 1H), 2.65 (m, 2H), 2.45 (m, 1H), 2.39 (m, 1H), 2.03 (s, 3H), 1.88 (m, 1H), 1.47 (m, 1H), 1.06 (d, 3H); LCMS: 474.1 (M+H)<sup>+</sup>.

### Example 27

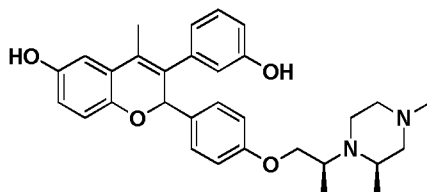
#### 3-(3-Hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylmorpholino)propoxy)phenyl)-2H-chromen-6-ol



[00434] <sup>1</sup>H NMR (400 MHz, DMSO-d<sub>6</sub>): δ 9.41 (s, 1H), 8.92 (s, 1H), 7.19 (d, 2H), 7.12 (t, 1H), 6.79 (d, 2H), 6.73 (m, 1H), 6.68 (d, 1H), 6.65 (m, 1H), 6.62 (m, 1H), 6.47 (m, 2H), 5.83 (s, 1H), 3.98 (m, 1H), 3.76 (m, 1H), 3.65 (m, 1H), 3.54 (m, 1H), 3.32 (m, 2H), 2.99 (t, 1H), 2.83 (m, 1H), 2.72 (m, 1H), 2.42 (m, 1H), 2.03 (s, 3H), 1.06 (d, 3H), 0.87 (d, 3H); LCMS: 488.1 (M+H)<sup>+</sup>.

### Example 28

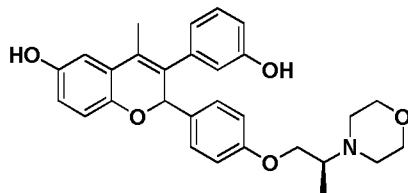
#### 2-(4-((S)-2-((R)-2,4-Dimethylpiperazin-1-yl)propoxy)phenyl)-3-(3-hydroxyphenyl)-4-methyl-2H-chromen-6-ol



[00435] <sup>1</sup>H NMR (400 MHz, DMSO-d<sub>6</sub>): δ 9.41 (s, 1H), 8.92 (s, 1H), 7.21 (d, 2H), 7.12 (t, 1H), 6.74 (m, 3H), 6.65 (m, 3H), 6.45 (m, 2H), 5.83 (s, 1H), 4.40 (m, 1H), 3.96 (m, 1H), 3.74 (m, 1H), 3.32 (m, 2H), 2.80 (m, 2H), 2.38 (m, 2H), 2.28 (s, 3H), 2.03 (s, 3H), 1.73 (m, 1H), 1.06 (d, 3H), 0.90 (d, 3H); LCMS: 501.1 (M+H)<sup>+</sup>.

### Example 29

#### 3-(3-Hydroxyphenyl)-4-methyl-2-(4-((S)-2-morpholinopropoxy)phenyl)-2H-chromen-6-ol

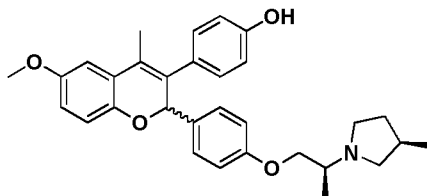


[00436] <sup>1</sup>H NMR (400 MHz, DMSO-d<sub>6</sub>): δ 9.39 (s, 1H), 8.90 (s, 1H), 7.19 (d, 2H), 7.13 (t, 1H), 6.80 (d, 2H), 6.74 (m, 1H), 6.68 (d, 1H), 6.65 (m, 1H), 6.61 (m, 1H), 6.47 (m, 2H), 5.83 (s, 1H), 3.95 (m,

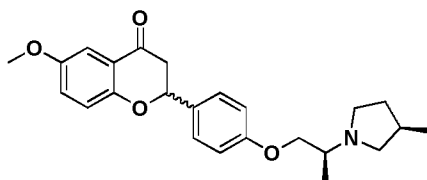
1H), 3.78 (m, 1H), 3.52 (t, 4H), 2.83 (m, 1H), 2.52 (m, 4H), 2.03 (s, 3H), 1.02 (d, 3H); LCMS: 474.1 (M+H)<sup>+</sup>.

### Example 30

#### 5 4-(6-Methoxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)phenol

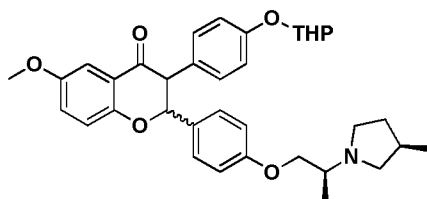


#### Step 1: 6-Methoxy-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)chroman-4-one



10 [00437] A mixture of 1-(2-hydroxy-5-methoxyphenyl)ethanone (1 g, 6 mmol), 4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)benzaldehyde (1.5 g, 6.08 mmol), and pyrrolidine (0.12 mL, 1.5 mmol) in methanol (12 mL) was heated at 50 °C for two days. After cooling, the solvent was removed and the residue was purified by silica gel chromatography to afford 427 mg of 6-methoxy-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)chroman-4-one as a yellow solid. <sup>1</sup>H NMR (400 MHz, DMSO-<sub>d</sub><sub>6</sub>): δ 7.45 (d, 2H), 7.22-7.18 (m, 2H), 7.03 (d, 1H), 6.98 (d, 2H), 5.52 (dd, 1H), 4.04 (m, 1H), 3.83 (m, 1H), 3.80 (s, 3H), 3.24 (dd, 1H), 2.87 (m, 1H), 2.76 (dd, 1H), 2.67 (m, 2H), 2.58 (m, 1H), 2.11 (m, 2H), 1.91 (m, 1H), 1.22 (m, 1H), 1.13 (d, 3H), 0.97 (d, 3H).

#### Step 2: 6-Methoxy-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-3-(4-((tetrahydro-2H-pyran-2-yl)oxy)phenyl)chroman-4-one



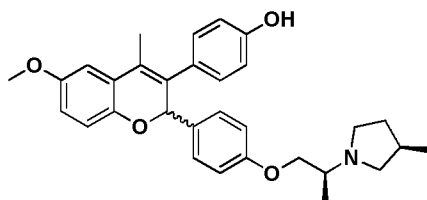
20

[00438] 6-Methoxy-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)chroman-4-one (420 mg, 1.06 mmol) was dissolved in 1,4-dioxane/water (4:1, 10 mL) and degassed twice. Pd<sub>2</sub>(dba)<sub>3</sub> (11 mg, 0.011 mmol), tri-tert-butylphosphonium tetrafluoroborate (14 mg, 0.05 mmol), and potassium bicarbonate (85 mg, 0.8 mmol) were added and the reaction mixture was degassed twice. 2-(4-bromophenoxy)tetrahydro-2H-pyran (355 mg, 1.38 mmol) was then added and the reaction mixture was heated to 110°C for 7h. After cooling, ethyl acetate and brine were added to the reaction mixture and

25

the two layers were separated. The organic layer was washed with brine, dried over  $\text{Na}_2\text{SO}_4$ , filtered, and concentrated under reduced pressure. The crude material was purified by silica gel chromatography to afford 6-methoxy-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-3-(4-((tetrahydro-2H-pyran-2-yl)oxy)phenyl)chroman-4-one. LCMS: 572.1 (M+H)<sup>+</sup>.

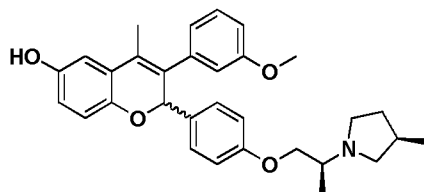
5 **Step 3: 4-(6-Methoxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-3-(4-((tetrahydro-2H-pyran-2-yl)oxy)phenyl)chroman-4-one)-2H-chromen-3-yl)phenol**



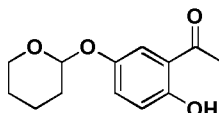
[00439] 6-Methoxy-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-3-(4-((tetrahydro-2H-pyran-2-yl)oxy)phenyl)chroman-4-one (136 mg, 0.24 mmol) was dissolved in THF (3 mL). The mixture degassed three times and cooled to 0 °C. Methyl magnesium chloride (3.0 M solution in THF, 0.24 mL, 0.71 mmol) was added dropwise and stirred at 0 °C for 1 h. The ice water bath removed and stirred at room temperature for 1 h. The mixture was cooled to 0 °C and additional methyl magnesium chloride (3.0 M solution in THF, 0.24 mL, 0.71 mmol) was added and stirred at 0 °C for 1 h. The reaction was then quenched with water and extracted twice with ethyl acetate. The organic layers combined and washed with brine, dried over  $\text{Na}_2\text{SO}_4$ , filtered, and concentrated under reduced pressure. This crude material was suspended in 80% acetic acid/ $\text{H}_2\text{O}$  (0.1 M) and heated at 90 °C for 3 days. The reaction mixture was concentrated under reduced pressure and purified by reverse-phase HPLC. The fractions were concentrated down under reduced pressure to afford 4-(6-methoxy-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-3-yl)phenol as a TFA salt. LCMS: 486.2 (M+H)<sup>+</sup>.

**Example 31**

**3-(3-Methoxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol**

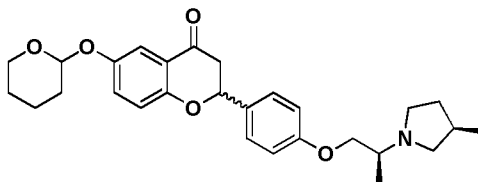


**Step 1. 1-(2-Hydroxy-5-((tetrahydro-2H-pyran-2-yl)oxy)phenyl)ethanone**



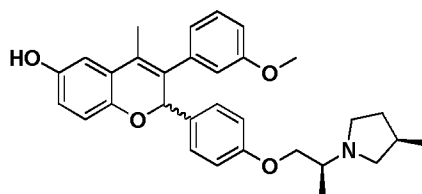
[00440] The title compound was prepared from 1-(2,5-dihydroxyphenyl)ethanone following general procedure C, step 2. <sup>1</sup>H NMR (400 MHz, DMSO-d<sub>6</sub>): δ 11.4 (s, 1H), 7.47 (d, 1H), 7.26 (dd, 1H), 6.90 (d, 1H), 5.40 (t, 1H), 3.79 (ddd, 1H), 3.55 (ddd, 1H), 2.62 (s, 3H), 1.90-1.70 (m, 3H), 1.65-1.50 (m, 3H).

5 **Step 2. 2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-6-((tetrahydro-2H-pyran-2-yl)oxy)chroman-4-one**



[00441] Title compound was prepared from 1-(2-hydroxy-5-((tetrahydro-2H-pyran-2-yl)oxy)phenyl)ethanone and **intermediate 10** as described in Example 30, step 1. LCMS: 466 (M+H)<sup>+</sup>.

10 **Step 3. 3-(3-Methoxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol**



[00442] Title compound was prepared from 2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-6-((tetrahydro-2H-pyran-2-yl)oxy)chroman-4-one and 1-bromo-3-methoxybenzene as described in Example 30, steps 2 and 3. LCMS: 486 (M+H)<sup>+</sup>.

**Example 32: 3x ERE MCF-7 Reporter Assay**

[00443] MCF7 cells were maintained in RPMI 1640 supplemented with 10% FCS. Transcriptional assays were performed by seeding 100 μL of cells at a density of 250,000 cells/mL into 96-well cell culture plates in RPMI 1640 supplemented with 10% charcoal stripped serum and allowed to attach overnight. Cells were transiently transfected using Lipofectin (Life Technologies) according to the manufacturer's protocol. Triplicate transfections were performed using 300 ng 3X ERE-TK-Luc (reporter vector), 50 ng CMVpRL (normalization vector), and 130 ng pCMX (filler DNA). Transfected cells were incubated overnight then treated with ligand. For ER agonist assays, the compounds were serially diluted and 50 μL of compound plus RPMI 1640 supplemented with charcoal stripped serum was added to the cells. For ER antagonist assays, the compounds were serially diluted and 50 μL of compound with RPMI plus 17β-estradiol supplemented with charcoal stripped serum were added to the cells. The final 17β-estradiol concentration used in the antagonist assays was 0.1 nM. Following 24 hour incubation the medium was removed and the cells were lysed in 40 μL of lysis buffer (25mM Tris Phosphate, 2mM CDTA, 10% Glycerol, 0.5% Triton X-100, 2 mM DTT). Firefly luciferase activity was measured immediately following the addition of 40 μL luciferase buffer (20mM tricine, 0.1 mM

EDTA, 1.07 mM (MgCO<sub>3</sub>)<sub>4</sub> Mg(OH)<sub>2</sub> · 5H<sub>2</sub>O, 2.67 mM MgSO<sub>4</sub>, 33.3 mM DTT, 270 μM Coenzyme A, 470 μM luciferin, 530 μM ATP). Renilla luciferase was measured following the addition of 40 μL coelenterazine buffer (1.1 M NaCl, 2.2 mM Na<sub>2</sub>EDTA, 0.22 M K<sub>2</sub>HPO<sub>4</sub> (pH 5.1), 0.44 mg/mL BSA, 1.3 mM NaN<sub>3</sub>, 1.43 μM coelenterazine, final pH adjusted to 5.0).

### 5 **Example 33: Breast Cancer Cell Viability Assays**

[00444] MCF-7 cells were adjusted to a concentration of 20,000 cells per mL in RPMI containing 10% FBS and 20 mM HEPES. 16 microliters of the cell suspension (320 cells) was added to each well of a 384 well plate, and the cells were incubated overnight to allow the cells to adhere. The following day an eleven point, serial semilog dilution of each compound was added to the cells in 16 μL at a final concentration ranging from 0.3-0.000003 μM. After 5 days' compound exposure, 16 μL of CellTiter-Glo (Promega, Madison WI) was added to the cells the the relative luminescence units (RLUs) of each well was determined. CellTiter-Glo added to 32 μL of medium without cells was used to obtain a background value. The Percent viability of each sample was determined as follows: (RLU sample-RLU background/RLU untreated cells-RLU background) x 100=% viability.

10 [00445] Viability effects in additional ER+ breast cancer cell lines, including BT474, CAMA1, MDA-MB-361, ZR-75-1, T47D, can be profiled in assays similar to Example 33.

[00446] Illustrative biological data for representative compounds disclosed herein is presented in the following table:

Example	MCF7 Viability Assay IC <sub>50</sub>	MCF7 Viability Assay Max Response
1	A	++
2	A	++
3	A	++
4	B	++
5	B	++
6	B	++
7	A	++
8	A	++
9	B	++
10	B	++
11	B	++
12	A	++
13	B	++
14	B	++
15	B	++
16	B	++
17	B	+
18	B	++
19	A	+
20	A	+
21	A	+

Example	MCF7 Viability Assay IC <sub>50</sub>	MCF7 Viability Assay Max Response
22	B	+
23	B	+
24	A	+
25	A	++
26	A	+
27	A	++
28	A	+
29	A	+
30	B	++
31	B	++

A = single IC<sub>50</sub> ≤ 1 nM; B = single IC<sub>50</sub> > 1 nM;  
 + = a single % value < 50%; ++ = a single % value ≥ 50%

**Example 34: Breast Cancer Cell ER-α In Cell Western Assay (SP1)**

5 [00447] MCF-7 cells were adjusted to a concentration of 200,000 cells per mL in RPMI containing 10% charcoal-stripped FBS and 20 mM HEPES. 16 microliters of the cell suspension (3200 cells) was added to each well of a poly-D-lysine 384 well plate, and the cells were incubated overnight to allow the cells to adhere. The following day an eleven point, serial semilog dilution of each compound was added to the cells in 16 μL at a final concentration ranging from 0.3-0.000003 μM. At 4 or 24 hr post compound addition, the cells were fixed (10% formalin in PBS) for 20 minutes. Cells were permeabilized in PBS 10 0.1%, Triton and blocked with LICOR blocking buffer (50 μl/well, 90'). The wells were then incubated overnight at 4 °C with SP1 rabbit monoclonal Ab (Thermo Scientific) diluted 1:1000 in LICOR blocking buffer/0.1% Tween-20. Wells which were treated with blocking buffer with Tween but no antibody were used as a background control. Wells were washed with 0.1% Tween-20/PBS and then 15 incubated in goat anti-rabbit IRDye™ 800CW (LICOR Inc.; 1:1000) and DRAQ5 DNA dye (1:2000 for 2 mM stock) diluted in LICOR blocking buffer containing 0.1% Tween-20 and 0.01% SDS for 60 minutes. Cells were washed (50 μl/well, 5' each) in 0.1% Tween-20/PBS. Plates were scanned on a LICOR Odyssey infrared imaging system. Integrated intensities in the 800 nm channel and 700 nm channel were measured to determine levels of ER and DNA respectively. Percent ER levels were 20 determined as follows:

(Integrated intensity 800 nm sample/integrated intensity 700 nm sample)/ (Integrated intensity 800 nm untreated cells/integrated intensity 700 nm untreated cells) x 100=%ER levels.

[00448] Effects on steady state levels of ER-α in additional ER+ breast cancer cell lines, including BT474, CAMA1, MDA-MB-361, ZR-75-1, T47D, can be profiled in assays similar to Example 34.

25 [00449] Illustrative biological data for representative compounds disclosed herein is presented in the following table:

Example	ER In-Cell Western Assay (SP1); IC <sub>50</sub>	ER In-Cell Western Assay (SP1); Max Response
1	A	+++
2	A	+++
3	A	++
4	B	++
5	B	++
6	A	++
7	A	++
8	A	+++
9	B	++
10	B	+++
11	A	+++
12	A	++
13	A	++
14	A	++
15	B	++
16	B	++
17	B	+
18	B	++
19	A	++
20	A	+
21	A	++
22	A	+
23	A	+
24	A	+
25	A	++
26	A	+
27	A	+
28	A	+
29	A	++
30	B	++
31	A	++

A = single IC<sub>50</sub> ≤ 1 nM; B = single IC<sub>50</sub> > 1 nM

+= a single % value that is <60%; ++ = a single % value that is % >60% to <85%;

+++ = a single % value that is >85%.

#### 5 **Example 35: Ishikawa Uterine Cell Alkaline Phosphatase Assay**

[00450] Subconfluent Ishikawa cells in a T225 are incubated 24 hours in an estrogen free basal medium (EFBM) consisting of DMEM:Ham's F-12 50:50 phenol red free basal medium containing 5% Charcoal Dextran treated FBS and 20 mM HEPES. Cells are plated the following day in EFBM in clear 384 well plates at a concentration of 2.5 x 10<sup>5</sup> cells per mL, 16 μL per well (4000 cells per well). A 12 point semilog dilution of each compound is carried out in DMSO and subsequently diluted in EFBM. An equal volume of compound in EFBM is added immediately after plating cells, and the cells are incubated for 3 days. The cells are fixed with 5% formalin, and rinsed with PBS. Alkaline Phosphatase

substrate 4-Nitrophenyl phosphate disodium salt hexahydrate is added to a solution containing 2 mM  $\text{MgCl}_2$ , 1 M diethanolamine, and adjusted to pH 9.0. The substrate solution is added to the cell cultures (16  $\mu\text{L}$  per well), and OD405 is measured in a multiwell plate spectrophotometer when the optical density at 405 nm wavelength of cells treated with 17P-estradiol in the concentration range of 1-30 nM reaches 1.0-1.2 absorbance units. Cells treated with DMSO alone serve as a background control. Percent activity in background subtracted samples is measured as follows: % activity =  $\frac{\text{OD405 sample} - \text{OD405 background}}{\text{OD405 max of 17P-estradiol treated cells} - \text{OD405 background}} \times 100$ .

**Example 36: Ovarian Cancer Cell Viability Assays**

[00451] BG-1, cells were adjusted to a concentration of 20,000 cells per mL in RPMI containing 10% FBS and 20 mM HEPES. 16 microliters of the cell suspension (320 cells) was added to each well of a 384 well plate, and the cells were incubated overnight to allow the cells to adhere. The following day an eleven point, serial semilog dilution of each compound was added to the cells in 16  $\mu\text{L}$  at a final concentration ranging from 0.3-0.000003  $\mu\text{M}$ . After 5 days' compound exposure, 16  $\mu\text{L}$  of CellTiter-Glo (Promega, Madison WI) was added to the cells the the relative luminescence units (RLUs) of each well was determined. CellTiter-Glo added to 32  $\mu\text{L}$  of medium without cells was used to obtain a background value. The Percent viability of each sample was determined as follows:  $\frac{\text{RLU sample} - \text{RLU background}}{\text{RLU untreated cells} - \text{RLU background}} \times 100 = \text{\% viability}$ .

[00452] Viability effects in additional ER+ ovarian cancer cell lines, including A1847, SKOV3, SW626, A2780, can be profiled in assays similar to Example 36.

**Example 37: Ovarian Cancer Cell ER- $\alpha$  In Cell Western Assay**

[00453] BG-1 cells were adjusted to a concentration of 200,000 cells per mL in RPMI containing 10% charcoal-stripped FBS and 20 mM HEPES. 16 microliters of the cell suspension (3200 cells) was added to each well of a poly-D-lysine 384 well plate, and the cells were incubated overnight to allow the cells to adhere. The following day an eleven point, serial semilog dilution of each compound was added to the cells in 16  $\mu\text{L}$  at a final concentration ranging from 0.3-0.000003  $\mu\text{M}$ . At 4 or 24 hr post compound addition, the cells were fixed (10% formalin in PBS) for 20 minutes. Cells were permeabilized in PBS 0.1%, Triton and blocked with LICOR blocking buffer (50  $\mu\text{L}$ /well, 90'). The wells were then incubated overnight at 4 °C with ER1D5 (Santa Cruz Biotechnology) diluted 1:100 in LICOR blocking buffer/0.1% Tween-20. Wells which were treated with blocking buffer with Tween but no antibody were used as a background control. Wells were washed with 0.1% Tween-20/PBS and then incubated in goat anti-mouse IRDye™ 800CW (LICOR Inc.; 1:1000) and DRAQ5 DNA dye (1:2000 for 2mM stock) diluted in LICOR blocking buffer containing 0.1% Tween-20 and 0.01% SDS for 60 minutes. Cells were washed (50  $\mu\text{L}$ /well, 5' each) in 0.1% Tween-20/PBS. Plates were scanned on a LICOR Odyssey infrared imaging system. Integrated intensities in the 800 nm channel and 700 nm channel were measured to determine levels of ER and DNA respectively. Percent ER levels were determined as follows:



(Integrated intensity 800 nm sample/integrated intensity 700 nm sample)/ (Integrated intensity 800 nm untreated cells/integrated intensity 700 nm untreated cells) x 100=%ER levels.

[00454] Effects on steady state levels of ER- $\alpha$  in additional ER+ ovarian cancer cell lines, including A1847, SKOV3, SW626, A2780, can be profiled in assays similar to Example 37.

- 5 [00455] Other cancer cell lines contemplated for testing compounds described herein include: ER-positive endometrial cell lines (Ishikawa, ECC1, HEC-1, EnCa-101) and ER-positive cervical cell lines (Caski, HeLa, SiHa).

#### **Example 38: PEO Cell Viability Assays**

- 10 [00456] PEO-1, PEO-4 and PEO-6 ovarian cancer cell lines were adjusted to a concentration of 20,000 cells per mL in RPMI containing 10% FBS. 16 microliters of the cell suspension (320 cells) was added to each well of a 384 well plate, and the cells were incubated overnight to allow the cells to adhere. The following day a 10 point, serial 1:5 dilution of each compound was added to the cells in 16  $\mu$ L at a final concentration ranging from 1-0.0000005  $\mu$ M. After 7 days' compound exposure, 16  $\mu$ L of CellTiter-Glo (Promega, Madison WI) was added to the cells the the relative luminescence units (RLUs) of each well was determined. CellTiter-Glo added to 32  $\mu$ L of medium without cells was used to obtain a background value. The Percent viability of each sample was determined as follows: (RLU sample-RLU background/RLU untreated cells-RLU background) x 100=%viability.

#### **Example 39: PEO ER Western Analysis**

- 20 Cells were plated in RPMI 5% CSS for 48 hours, then treated with compound for 4 or 24 hours. Cells were lysed in modified radioimmunoprecipitation buffer (mRIPA; 10 mM Tris, 150 mM NaCl, 1% (v/v) NP-40, 0.5% deoxycholate, 0.1% SDS, 5 mM EDTA, pH 7.4) containing Halt Protease & Phosphatase Single-Use Inhibitor Cocktail (Thermo Scientific, Cat. No. 78442). Total protein of the clarified lysates was quantitated by Lowry Assay (Biorad DC protein assay). NuPAGE® LDS Sample Buffer and Sample Reducing Agent were added to the lysates and heated to 70°C for 10 mins. 15 ug of total cell protein was separated electrophoretically in a NuPAGE 4-12% Bis Tris Gel in MOPS SDS running buffer, then transferred to a nitrocellulose membrane in transfer buffer using an XCell II blot module. Membranes were incubated in Blocking Buffer (LI-COR, Lincoln, NE) for 30 minutes at room temperature, followed by 60 minute incubations with a rabbit antibody against ER  $\alpha$  (SP-1, Thermo Fisher Scientific, Cat. No. RM-9101), ER  $\beta$  (Cell Signaling Technology, Cat. No. 5513), or mouse antibody against alpha tubulin (Sigma, Cat. No. T6199). Following incubation with an IRDye® Conjugated Goat Anti Mouse or Anti Rabbit IgG (LI-COR), protein bands were quantified using an Odyssey® Infrared Imaging System. Graphing of data to determine ER levels was performed using Graphpad PRISM® software. %ER levels were calculated as follows:

- 35 
$$\%ER = \frac{\text{fluorescence ER band of sample-bkgrd}}{\text{fluorescence Tubulin band of sample-bkgrdV}}$$
 (fluorescence ER band of untreated cells-bkgrd/fluorescence Tubulin of untreated cells-bkgrd)

**Example 40: Breast Cancer Model: Xenograft Assay (MCF-7)**

[00457] Time release pellets containing 0.72 mg 17- $\beta$  Estradiol were subcutaneously implanted into nu/nu mice. MCF-7 cells were grown in RPMI containing 10% FBS at 5% CO<sub>2</sub>, 37 °C. Cells were spun down and re-suspended in 50% RPMI (serum free) and 50% Matrigel at 1X10<sup>7</sup> cells/mL. MCF-7 cells were subcutaneously injected (100 $\mu$ L/animal) on the right flank 2-3 days post pellet implantation. Tumor volume (length x width<sup>2</sup>/2) was monitored bi-weekly. When tumors reached an average volume of ~200 mm<sup>3</sup> animals were randomized and treatment was started. Animals were treated with Vehicle or Compound daily for 4 weeks. Tumor volume and body weight were monitored bi-weekly throughout the study. At the conclusion of the treatment period, plasma and tumor samples were taken for pharmacokinetic and pharmacodynamic analyses, respectively.

**Example 41: Breast Cancer Model: Xenograft Assay (MCF-7 derivative)**

[00458] Female nu/nu mice (with supplemental 17- $\beta$  Estradiol pellets; 0.72mg; 60 day slow release) bearing MCF-7 tumors (mean tumor volume 200mm<sup>3</sup>) were treated with Tamoxifen (citrate) by oral gavage. Tumor volume (length x width<sup>2</sup>/2) and body weight were monitored twice weekly. Following a significant anti-tumor response in which tumor volume remained static, evident tumor growth was first observed at approximately 100 days of treatment. At 120 days of treatment, tamoxifen dose was increased. Rapidly growing tumors were deemed tamoxifen resistant and selected for in vivo passage into new host animals. Tumor Fragments (~100mm<sup>3</sup>/animal) from the tamoxifen resistant tumors were subcutaneously implanted into the right flank of female nu/nu mice (with 17- $\beta$  Estradiol pellets (0.72mg; 60 day slow release)). Passaged tumors were maintained under constant Tamoxifen selection, and Tumor volume (length x width<sup>2</sup>/2) was monitored weekly. When tumor volume reached ~150-250 mm<sup>3</sup>, animals were randomized into treatment groups (mean tumor volume 200 mm<sup>3</sup>) and tamoxifen treatment was terminated (except for a tamoxifen control arm). Animals were treated with Vehicle or Compound daily for 4 weeks. Tumor volume and body weight were monitored twice weekly for the duration of the study. At the conclusion of the treatment period; plasma and tumor samples were taken for pharmacokinetic and pharmacodynamic analyses, respectively.

**Example 42: Ovarian Cancer Model: Xenograft Assay (BG-1)**

[00459] Time release pellets (0.72 mg 17- $\beta$  Estradiol/60 days) were subcutaneously implanted into female nu/nu mice. BG-1 cells were grown in DMEM Ham's F-12 50/50 containing 10% FBS, 10 mM Sodium Pyruvate, 10 mM Non-Essential Amino Acids at 5% CO<sub>2</sub>, 37 °C. Cells were spun down and re-suspended in 50% DMEM Ham's F-12 (serum free) and 50% Matrigel at 5X10<sup>7</sup> cells/mL. BG-1 cells were subcutaneously injected (100 $\mu$ L/animal) on the right flank 2-3 days post pellet implantation. Tumor volume (length x width<sup>2</sup>/2) was monitored bi-weekly. When tumors reached an average volume of ~250 mm<sup>3</sup> animals were randomized and treatment was started. Animals were treated with Vehicle or Compound daily for 4 weeks. Tumor volume and body weight were monitored bi-weekly throughout

the study. At the conclusion of the treatment period; plasma and tumor samples were taken for pharmacokinetic and pharmacodynamic analyses, respectively.

**Example 43: Endometrial Cancer Model: Xenograft Assay (ECC-1)**

[00460] ECC-1 cells were grown in DMEM (phenol red, 4.5g/L glucose and L-glutamine) containing 10% FBS, 1% Non-Essential Amino Acids and 100units Penicillin/Streptomycin at 10% CO<sub>2</sub>, 37 °C. Cells were spun down and re-suspended in 50% DMEM (serum free) and 50% Matrigel (BD, high concentration) at 5X10<sup>7</sup> cells/mL. Time release pellets (0.72 mg 17-β Estradiol/60 days) were subcutaneously implanted into female nu/nu mice. ECC-1 cells were subcutaneously injected (100μL/animal) on the right flank 2-3 days post pellet implantation. Tumor volume was monitored and when tumors reached a suitable size for transplant they were excised. Excised tumors were cut into small pieces (~100mm<sup>3</sup>) and serially transplanted (10G trocar, right flank) into female nu/nu containing estradiol pellets (0.72mg 17-β Estradiol/60 days) for 2-3 days. Tumor volume (length x width x width/2) was monitored and when palpable tumors were observed, animals were randomized and treatment was started. Animals were treated with Vehicle or Compound daily for 4 weeks or until tumor volume reached 2000mm<sup>3</sup> (whichever came first). Tumor volume and body weight were monitored bi-weekly throughout the study. At the conclusion of the treatment period; plasma and tumor samples were taken for pharmacokinetic and pharmacodynamic analyses, respectively.

**Example 44: Immature Uterine Wet Weight-Antagonist Mode**

[00461] Female immature CD-IGS rats (21 days old upon arrival) were treated for three days. Animals were dosed daily for three days. Vehicle or test compound was administered orally by gavage followed 15 minutes later by an oral dose of 0.1 mg/kg Ethynyl Estradiol. On the fourth day 24 hours after dose, plasma was collected for pharmacokinetic analysis. Immediately following plasma collection, the animals were euthanized and the uterus was removed and weighed.

**Example 45: Immature Uterine Wet Weight-Agonist Mode**

[00462] Female immature CD-IGS rats (21 days old upon arrival) were treated for three days. Animals were dosed daily for three days. Vehicle or test compound was administered orally by gavage followed 15 minutes later by a second oral dose of vehicle. On the fourth day 24 hours after dose, plasma was collected for pharmacokinetic analysis. Immediately following plasma collection, the animals were euthanized and the uterus was removed and weighed.

**Example 46: Adult Uterine Wet Weight-10 Day**

[00463] Female CD-IGS rats (69 days old, Charles River Laboratories) were purchased and split into groups. Group 1 was ovariectomized at the vendor (Charles River Laboratories) at 60 days of age and the study was started 2 weeks after surgery, while groups 2-8 were intact. Vehicle or test compound was administered orally for 10 days. Two hours after the 10<sup>th</sup> and final dose, cardiac punctures were performed and serum was collected for pharmacokinetic and estradiol analyses. Immediately following serum collection, the animals were euthanized and the uterus and ovaries were removed and weighed.

Uteri and ovaries from 2 animals per group were fixed in 10% neutral buffered formalin and sent out to be paraffin embedded, sectioned and stained for H&E (SDPath). Stained tissues were analyzed in house and then sent out to be read by a board certified pathologist. Uteri and ovaries from 4 animals per group were flash frozen in liquid N<sub>2</sub> for transcriptional analysis, examining a select set of genes modulated by the estrogen receptor.

#### **Example 47: Breast Cancer Clinical Trial**

[00464] Purpose: The purposes of this study are to assess the efficacy of a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, as first- or second-line treatment of estrogen receptor (ER) positive metastatic breast cancer, collect information on any side effects the compound may cause, and evaluate the pharmacokinetic properties of the compound.

[00465] Intervention: Patients are administered 1-50 mg/kg of a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, per day or twice a day.

[00466] Outcome Measures: Primary Outcome Measures: tumor response and/or disease control.

[00467] Secondary Outcome Measures: (a) side-effects; (b) pharmacokinetic properties; (c) proportion of patients that have complete or partial response or stable disease at defined time points; (d) time to progression and overall survival; and (e) biomarkers predictive of clinical response.

[00468] Detailed Description: Patients will be given a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, orally once or twice a day. Prior to each dosing cycle, a physical exam, blood work and assessment of any side effects will be performed. Every 12 weeks the patient's cancer will be re-evaluated with either a CT scan or MRI to determine whether the treatment is working. Participation in this study will last until disease progression or unacceptable toxicity.

[00469] Eligibility: Female subjects that are 18 years and older.

[00470] Inclusion Criteria: Histologically or cytologically confirmed diagnosis of invasive breast cancer, stage IV disease; at least one measurable target lesion as defined by RECIST that has not been previously treated with local therapy; post-menopausal status; ER positive breast cancer; HER2-negative breast cancer; up to one prior hormonal therapy for advanced or metastatic disease; ECOG performance status 0-1; life expectancy > 12 weeks; adequate liver and bone marrow function: AST < 2.5 x ULN; Bilirubin < 1.5 x ULN; ANC > 1,500/ul; platelet count > 100,000/ul; normal PT and PTT; at least 2 weeks since prior radiation and recovered from treatment-related toxicity.

[00471] Exclusion Criteria: HER2-positive breast cancer; prior chemotherapy regimen for metastatic disease; history of, or presence of brain metastases; concurrent investigational drug treatment; prior bone marrow or stem cell transplant; history of other malignancy within the last 5 years, not including curatively-treated carcinoma in situ of the cervix or non-melanoma skin cancer; uncontrolled infection;

active bleeding, or history of bleeding requiring transfusion; active cardiac disease; serious medical or psychiatric illness.

**Example 48: Endometrial Carcinoma Clinical Trial**

[00472] Purpose: The purposes of this study are to assess the efficacy of a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, in the treatment of advanced or metastatic endometrial carcinoma, collect information on any side effects the compound may cause, and evaluate the pharmacokinetic properties of the compound.

[00473] Intervention: Patients are administered 1-50 mg/kg of a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, per day or twice a day.

[00474] Outcome Measures: Primary Outcome Measures: tumor response and/or disease control  
Secondary Outcome Measures: (a) side-effects; (b) pharmacokinetic properties; (c) proportion of patients that have complete or partial response or stable disease at defined time points; (d) time to progression and overall survival; and (e) biomarkers predictive of clinical response.

[00475] Detailed Description: Patients will be given a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII) orally once or twice a day. Prior to each dosing cycle, a physical exam, blood work and assessment of any side effects will be performed. Every 12 weeks the patient's cancer will be re-evaluated with either a CT scan or MRI to determine whether the treatment is working. Participation in this study will last until disease progression or unacceptable toxicity.

[00476] Eligibility: Female subjects that are 18 years and older.

[00477] Inclusion Criteria: Histologically or cytologically confirmed diagnosis of advanced or metastatic endometrial carcinoma; at least one measurable target lesion as defined by RECIST that has not been previously treated with local therapy; hormone receptor positive endometrial carcinoma; ECOG performance status 0-1; life expectancy > 12 weeks; adequate liver and bone marrow function: AST < 2.5 x ULN; Bilirubin < 1.5 x ULN; ANC > 1,500/ul; platelet count > 100,000/ul; normal PT and PTT; at least 2 weeks since prior radiation and recovered from prior surgery or treatment-related toxicity.

[00478] Exclusion Criteria: History of, or presence of brain metastases; concurrent investigational drug treatment; prior bone marrow or stem cell transplant; history of other malignancy within the last 5 years, not including curatively-treated carcinoma in situ of the cervix or non-melanoma skin cancer; uncontrolled infection; active bleeding, or history of bleeding requiring transfusion; active cardiac disease; serious medical or psychiatric illness.

**Example 49: Ovarian Cancer Clinical Trial**

[00479] Purpose: The purposes of this study are to assess the efficacy of a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, in the treatment of advanced ovarian cancer, collect information on any side effects the compound may cause, and evaluate the pharmacokinetic properties of the compound.

[00480] Intervention: Patients are administered 1-50 mg/kg of a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, per day or twice a day.

[00481] Outcome Measures: Primary Outcome Measures: tumor response and/or disease control

[00482] Secondary Outcome Measures: (a) side-effects; (b) pharmacokinetic properties; (c) proportion of patients that have complete or partial response or stable disease at defined time points; (d) time to progression and overall survival; and (e) biomarkers predictive of clinical response.

[00483] Detailed Description: Patients will be given a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII) orally once or twice a day. Prior to each dosing cycle, a physical exam, blood work (including tumor markers, e.g., CA-125) and assessment of any side effects will be performed.

Every 12 weeks the patient's cancer will be re-evaluated with either a CT scan or MRI to determine whether the treatment is working. Participation in this study will last until disease progression or unacceptable toxicity.

[00484] Eligibility: Female subjects that are 18 years and older.

[00485] Inclusion Criteria: Histologically or cytologically confirmed diagnosis of advanced ovarian

cancer; at least one measurable target lesion as defined by RECIST that has not been previously treated with local therapy; ER positive ovarian cancer; ECOG performance status 0-1; life expectancy > 12 weeks; adequate liver and bone marrow function: AST < 2.5 x ULN; Bilirubin < 1.5 x ULN; ANC > 1,500/ul; platelet count > 100,000/ul; normal PT and PTT; at least 2 weeks since prior radiation and recovered from prior surgery or treatment-related toxicity.

[00486] Exclusion Criteria: History of, or presence of brain metastases; concurrent investigational drug treatment; prior bone marrow or stem cell transplant; history of other malignancy within the last 5 years, not including curatively-treated carcinoma in situ of the cervix or non-melanoma skin cancer; uncontrolled infection; active bleeding, or history of bleeding requiring transfusion; active cardiac disease; serious medical or psychiatric illness.

#### **Example 50: ER-Positive NSCLC Clinical Trial**

[00487] Purpose: The purposes of this study are to assess the efficacy of a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, as single agent or in combination in the treatment of advanced or metastatic estrogen receptor (ER) positive non-small cell lung cancer (NSCLC), collect information on any side effects the compound may cause as single agent or in combination, and evaluate the pharmacokinetic properties of the compound as single agent or in combination.

[00488] Intervention: Patients are administered 1-50 mg/kg of a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, per day or twice a day as single agent or in combination.

[00489] Outcome Measures: Primary Outcome Measures: tumor response and/or disease control. Secondary Outcome Measures: (a) side-effects; (b) pharmacokinetic properties; (c) proportion of

patients that have complete or partial response or stable disease at defined time points; (d) time to progression and overall survival; and (e) biomarkers predictive of clinical response.

[00490] Detailed Description: Patients will be given a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, orally once or twice a day as single agent or in combination. Prior to each dosing cycle, a physical exam, blood work and assessment of any side effects will be performed. Every 12 weeks the patient's cancer will be re-evaluated with either a CT scan or MRI to determine whether the treatment is working. Participation in this study will last until disease progression or unacceptable toxicity.

[00491] Eligibility: Male and female subjects that are 18 years and older.

[00492] Inclusion Criteria: Histologically or cytologically confirmed diagnosis of advanced or metastatic ER-positive NSCLC; at least one measurable target lesion as defined by RECIST that has not been previously treated with local therapy; ECOG performance status 0-1; life expectancy > 12 weeks; adequate liver and bone marrow function: AST < 2.5 x ULN; Bilirubin < 1.5 x ULN; ANC > 1,500/ul; platelet count > 100,000/ul; normal PT and PTT; at least 2 weeks since prior radiation and recovered from prior surgery or treatment-related toxicity.

[00493] Exclusion Criteria: History of, or presence of brain metastases; concurrent investigational drug treatment; prior bone marrow or stem cell transplant; history of other malignancy within the last 5 years, not including curatively-treated carcinoma in situ of the cervix or non-melanoma skin cancer; uncontrolled infection; active bleeding, or history of bleeding requiring transfusion; active cardiac disease; serious medical or psychiatric illness.

#### **Example 51: Endometriosis Clinical Trial**

[00494] Purpose: The purposes of this study are to assess the efficacy of a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, as single agent or in combination in the treatment of patients with symptomatic/severe endometriosis, collect information on any side effects the compound may cause as single agent or in combination, and evaluate the pharmacokinetic properties of the compound as single agent or in combination.

[00495] Intervention: Patients are administered 1-50 mg/kg of a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, per day or twice a day as single agent or in combination.

[00496] Outcome Measures: The outcome measures of this study are symptoms improvement and/or pain relief and shrinkage of endometrial tissue.

[00497] Detailed Description: Patients will be given a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, orally once or twice a day as single agent or in combination. Prior to each dosing cycle, a physical exam, blood work and assessment of any side effects will be performed.

[00498] Eligibility: Female subjects that are 18 years and older.

[00499] Inclusion Criteria: Diagnosis of symptomatic endometriosis; pre- or peri-menopausal status; ECOG performance status 0-1; adequate liver and bone marrow function: AST < 2.5 x ULN; Bilirubin < 1.5 x ULN; ANC > 1,500/ul; platelet count > 100,000/ul; normal PT and PTT; at least 2 weeks since prior surgery or treatment-related toxicity.

5 [00500] Exclusion Criteria: Pregnancy or lactating; history of other malignancy within the last 5 years, not including curatively-treated carcinoma in situ of the cervix or non-melanoma skin cancer; concurrent investigational drug treatment; uncontrolled infection; active cardiac disease; serious medical or psychiatric illness.

#### **Example 52: Uterine Leiomyoma Clinical Trial**

10 [00501] Purpose: The purposes of this study are to assess the efficacy of a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, as single agent or in combination in the treatment of patients with symptomatic uterine leiomyoma, collect information on any side effects the compound may cause as single agent or in combination, and evaluate the pharmacokinetic properties of the compound as single agent or in combination.

15 [00502] Intervention: Patients are administered 1-50 mg/kg of a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, per day or twice a day as single agent or in combination.

[00503] Outcome Measures: The outcome measures of this study are symptoms improvement and/or pain relief and shrinkage of leiomyomas.

20 [00504] Detailed Description: Patients will be given a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, orally once or twice a day as single agent or in combination. Prior to each dosing cycle, a physical exam, blood work and assessment of any side effects will be performed.

[00505] Eligibility: Female subjects that are 18 years and older.

25 [00506] Inclusion Criteria: Diagnosis of symptomatic uterine leiomyoma; pre- or peri-menopausal status; ECOG performance status 0-1; adequate liver and bone marrow function: AST < 2.5 x ULN; Bilirubin < 1.5 x ULN; ANC > 1,500/ul; platelet count > 100,000/ul; normal PT and PTT; at least 2 weeks since prior surgery or treatment-related toxicity.

[00507] Exclusion Criteria: Pregnancy or lactating; history of other malignancy within the last 5 years, not including curatively-treated carcinoma in situ of the cervix or non-melanoma skin cancer; concurrent investigational drug treatment; uncontrolled infection; active cardiac disease; serious medical or psychiatric illness.

#### **Example 53: Parenteral Pharmaceutical Composition**

[00508] To prepare a parenteral pharmaceutical composition suitable for administration by injection (subcutaneous, intravenous), 100 mg of a water-soluble compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or pharmaceutically acceptable salt thereof is dissolved in sterile water and then



mixed with 10 mL of 0.9% sterile saline. The mixture is incorporated into a dosage unit form suitable for administration by injection

[00509] In another embodiment, the following ingredients are mixed to form an injectable formulation:

1.2 g of a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, 2.0 mL of sodium acetate buffer solution (0.4 M), HCl (1 N) or NaOH (1 M) (q.s. to suitable pH), water (distilled, sterile) (q.s. to 20 mL). All of the above ingredients, except water, are combined and stirred and if necessary, with slight heating if necessary. A sufficient quantity of water is then added.

#### **Example 54: Oral Solution**

[00510] To prepare a pharmaceutical composition for oral delivery, an aqueous 20% propylene glycol solution is prepared. To this is added a sufficient amount of a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, to provide a 20 mg/mL solution.

#### **Example 55: Oral Capsule**

[00511] To prepare a pharmaceutical composition for oral delivery, 100-500 mg of a compound of Formula (I), or a pharmaceutically acceptable salt thereof, is mixed with starch. The mixture is incorporated into an oral dosage unit such as a hard gelatin capsule, which is suitable for oral administration.

[00512] In another embodiment, 100-500 mg of a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, is placed into Size 4 capsule, or size 1 capsule (hypromellose or hard gelatin) and the capsule is closed.

#### **Example 56: Oral Tablet**

[00513] A tablet is prepared by mixing 48% by weight of a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, 45% by weight of microcrystalline cellulose, 5% by weight of low-substituted hydroxypropyl cellulose, and 2% by weight of magnesium stearate. Tablets are prepared by direct compression. The total weight of the compressed tablets is maintained at 250 -500 mg.

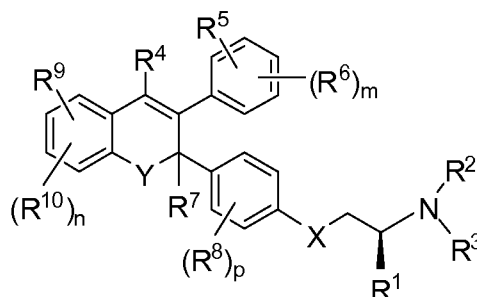
#### **Example 57: Topical Gel Composition**

[00514] To prepare a pharmaceutical topical gel composition, a compound of Formula (I), (II), (III), (IV), (V), (VI), (VII), or (VIII), or a pharmaceutically acceptable salt thereof, is mixed with hydroxypropyl cellulose, propylene glycol, isopropyl myristate and purified alcohol USP. The resulting gel mixture is then incorporated into containers, such as tubes, which are suitable for topical administration.

[00515] The examples and embodiments described herein are for illustrative purposes only and various modifications or changes suggested to persons skilled in the art are to be included within the spirit and purview of this application and scope of the appended claims.

**WHAT IS CLAIMED IS:**

1. A compound of Formula (I), or a pharmaceutically acceptable salt, or solvate thereof:



Formula (I)

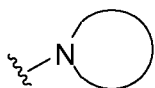
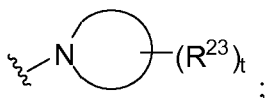
wherein,

$R^1$  is H, F, Ci- $C_6$ alkyl, Ci- $C_6$ fluoroalkyl,  $C_3$ - $C_6$ cycloalkyl,  $C_3$ - $C_6$ fluorocycloalkyl, or Ci-Ceheteroalkyl;

$R^2$  is H or  $R^{12}$ ;

$R^3$  is  $-C(=O)R^{12}$ ,  $-C(=O)OR^{12}$ ,  $-C(=O)NHR^{12}$ ,  $-S(=O)_2R^{12}$ , or  $R^{12}$ ;

or  $R^2$  and  $R^3$  are taken together with the N atom to which they are attached to form



is a monocyclic heterocycloalkyl or a bicyclic heterocycloalkyl;

each  $R^{23}$  is independently selected from F, Cl,  $-CN$ ,  $-OH$ ,  $-OR^{11}$ ,  $-SR^{11}$ ,  $-S(=O)R^{12}$ ,  $-$

$S(=O)_2R^{12}$ ,  $-C(=O)R^{12}$ , substituted or unsubstituted Ci- $C_6$ alkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

or two  $R^{23}$  on the same carbon atom are taken together with the carbon atom to which they are attached to form  $-C(=O)-$ ;

or two  $R^{23}$  on adjacent carbon atoms are taken together with the carbon atoms to which they are attached to form a  $C_3$ - $C_6$ Cycloalkyl;

or 1  $R^{23}$  is taken together with  $R^1$  and the intervening atoms connecting  $R^{23}$  to  $R^1$  to form a 5-7 membered ring;

$t$  is 0, 1, 2, 3, or 4;

$R^4$  is H, halogen,  $-CN$ , Ci- $C_4$ alkyl, Ci- $C_4$ fluoroalkyl, Ci- $C_4$ alkoxy, Ci- $C_4$ fluoroalkoxy,  $C_3$ - $C_6$ cycloalkyl,  $C_3$ - $C_6$ fluorocycloalkyl,  $C_3$ - $C_6$ heterocycloalkyl, Ci- $C_6$ heteroalkyl,  $-Ci-C_4$ alkylene- $C_3$ - $C_6$ cycloalkyl,  $-SR^{11}$ ,  $-S(=O)R^{12}$ ,  $-S(=O)_2R^{12}$ ,  $-C(=O)R^{12}$ ,  $-C(=O)NHR^{12}$ , or  $-C(=O)N(R^{12})_2$ ;

$R^5$  is halogen, -CN, -NHR<sup>11</sup>, -NR<sup>11</sup>R<sup>12</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, -C(=O)OH, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, -C(=O)N(R<sup>12</sup>)<sub>2</sub>, substituted or unsubstituted Ci-C<sub>6</sub>alkyl, substituted or unsubstituted Ci-Ceiluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Ceiluoroalkyl, or a substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl, substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

each R<sup>6</sup> is independently selected from H, halogen, -CN, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, -C(=O)OH, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, -C(=O)N(R<sup>12</sup>)<sub>2</sub>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Ceiluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Ceiluoroalkyl;

R<sup>7</sup> is H or Ci-C<sub>4</sub>alkyl;

each R<sup>8</sup> is independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Ceiluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

R<sup>9</sup> is H, halogen, -CN, -OH, -OR<sup>11</sup>, -NHR<sup>11</sup>, -NR<sup>11</sup>R<sup>12</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Ceiluoroalkyl, substituted or unsubstituted Ci-Ceiluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl, substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

each R<sup>10</sup> is independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Ceiluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

each R<sup>11</sup> is independently selected from H, -C(=O)R<sup>12</sup>, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Ceiluoroalkyl, substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl, substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl), -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl), -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted aryl), and -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted heteroaryl);

each R<sup>12</sup> is independently selected from substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl, substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, -Ci-C<sub>2</sub>alkylene- (substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl), -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl), -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted aryl), and -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted heteroaryl);

Y is -O-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, or -NR<sup>13</sup>-; R<sup>13</sup> is H, -C(=O)R<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted C<sub>3</sub>-Cvcycloalkyl, or substituted or unsubstituted Ci-Ceheteroalkyl;

X is -O-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, -CH<sub>2</sub>-, -NH- or -N(Ci-C<sub>6</sub>alkyl)-;

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

n is 0, 1, or 2;

p is 0, 1, or 2;

provided that the compound is not 3-(4-Fluorophenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; (S)-3-(4-Fluorophenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; (R)-3-(4-Fluorophenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(3-Fluorophenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(4-Chlorophenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(3,4-Difluorophenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(2-Chloro-4-fluorophenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(2,4-Difluorophenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(4-Bromophenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(4-Fluorophenyl)-4-methyl-2-(4-(2-(pyrrolidin-1-yl)ethoxy)phenyl)-2H-chromen-6-ol; 4-Methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-3-(o-tolyl)-2H-chromen-6-ol; 3-(4-Ethynylphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 4-Methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-3-(4-(methylsulfonyl)phenyl)-2H-chromen-6-ol; 3-(4-Fluorophenyl)-4-methyl-2-(4-((S)-2-((R)-2-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(4-Fluorophenyl)-4-methyl-2-(4-((S)-2-morpholinopropoxy)phenyl)-2H-chromen-6-ol; 2-(4-((2S)-2-(3-Azabicyclo[3.1.0]hexan-3-yl)propoxy)phenyl)-3-(4-fluorophenyl)-4-methyl-2H-chromen-6-ol.

2. The compound of claim 1, or a pharmaceutically acceptable salt, or solvate thereof, wherein:

R<sup>4</sup> is Ci-C<sub>4</sub>alkyl;

R<sup>5</sup> is halogen, -CN, -NHR<sup>11</sup>, -NR<sup>11</sup>R<sup>12</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, Ci-C<sub>6</sub>alkyl, Ci-Cefluoroalkyl, Ci-Cefluoroalkoxy, Ci-Cealkoxy, Ci-Ceheteroalkyl, substituted or unsubstituted C<sub>3</sub>-C<sub>6</sub>cycloalkyl, substituted or unsubstituted C<sub>2</sub>-Ceheterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted monocyclic heteroaryl;

each R<sup>6</sup> is independently selected from H, halogen, -CN, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, -C(=O)OH, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, -C(=O)N(R<sup>12</sup>)<sub>2</sub>, Ci-C<sub>6</sub>alkyl, Ci-Cefluoroalkyl, Ci-Cefluoroalkoxy, Ci-Cealkoxy, Ci-Ceheteroalkyl, Ci-Cefluoroalkyl;

R<sup>7</sup> is H;

R<sup>9</sup> is H, halogen, -CN, -OH, -OR<sup>11</sup>, -NHR<sup>11</sup>, -NR<sup>11</sup>R<sup>12</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, -C(=O)OH, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, -C(=O)N(R<sup>12</sup>)<sub>2</sub>, Ci-C<sub>6</sub>alkyl, Ci-Cefluoroalkyl, Ci-Cefluoroalkoxy, Ci-Cealkoxy, Ci-Ceheteroalkyl, Ci-Cefluoroalkyl, or a substituted or unsubstituted C<sub>3</sub>-Cecycloalkyl, substituted or unsubstituted C<sub>2</sub>-Ceheterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted monocyclic heteroaryl;

each R<sup>8</sup> is independently selected from H, halogen, -CN, -OH, Ci-Cealkyl, Ci-Cefluoroalkyl, C<sub>1</sub>-Cefluoroalkoxy, and Ci-Cealkoxy;

each R<sup>10</sup> is independently selected from H, halogen, -CN, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, C<sub>1</sub>-Cealkyl, Ci-Cefluoroalkyl, Ci-Cefluoroalkoxy, Ci-Cealkoxy, and Ci-Ceheteroalkyl;

Y is -O-;

X is -O-;

p is 0 or 1.

3. The compound of claim 1, or a pharmaceutically acceptable salt, or solvate thereof, wherein:

R<sup>4</sup> is Ci-C<sub>4</sub>alkyl;

R<sup>5</sup> is halogen, -CN, -NHR<sup>11</sup>, -NR<sup>11</sup>R<sup>12</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, -C(=O)OH, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, -C(=O)N(R<sup>12</sup>)<sub>2</sub>, Ci-C<sub>6</sub>alkyl, Ci-Cefluoroalkyl, C<sub>1</sub>-Cefluoroalkoxy, Ci-Cealkoxy, Ci-Ceheteroalkyl, or Ci-Cefluoroalkyl;

each R<sup>6</sup> is independently selected from H, halogen, -CN, Ci-Cealkyl, Ci-Cefluoroalkyl, Ci-Cefluoroalkoxy, Ci-Cealkoxy, Ci-Ceheteroalkyl, and Ci-Cefluoroalkyl;

R<sup>7</sup> is H;

R<sup>9</sup> is H, halogen, -CN, -OH, -OR<sup>11</sup>, -NHR<sup>11</sup>, -NR<sup>11</sup>R<sup>12</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, -C(=O)OH, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, -C(=O)N(R<sup>12</sup>)<sub>2</sub>, Ci-C<sub>6</sub>alkyl, C<sub>1</sub>-Cefluoroalkyl, Ci-Cefluoroalkoxy, Ci-Cealkoxy, Ci-Ceheteroalkyl, Ci-Cefluoroalkyl, or a substituted or unsubstituted C<sub>3</sub>-Cecycloalkyl, substituted or unsubstituted C<sub>2</sub>-Ceheterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted monocyclic heteroaryl;

each  $R^8$  is independently selected from H, halogen, -CN, -OH, Ci-Cealkyl, Ci-Cefluoroalkyl, Ci-Cefluoroalkoxy, and Ci-Cealkoxy;

each  $R^{10}$  is independently selected from H, halogen, -CN, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, C<sub>1</sub>-Cealkyl, Ci-Cefluoroalkyl, Ci-Cefluoroalkoxy, Ci-Cealkoxy, and Ci-Ceheteroalkyl;

Y is -O-;

X is -O-;

p is 0 or 1.

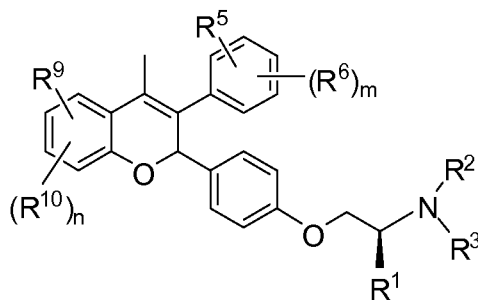
4. The compound of claim 3, or a pharmaceutically acceptable salt, or solvate thereof, wherein:

$R^5$  is -CN, -NHR<sup>11</sup>, -NR<sup>11</sup>R<sup>12</sup>, -C(=O)R<sup>12</sup>, -C(=O)OH, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, -

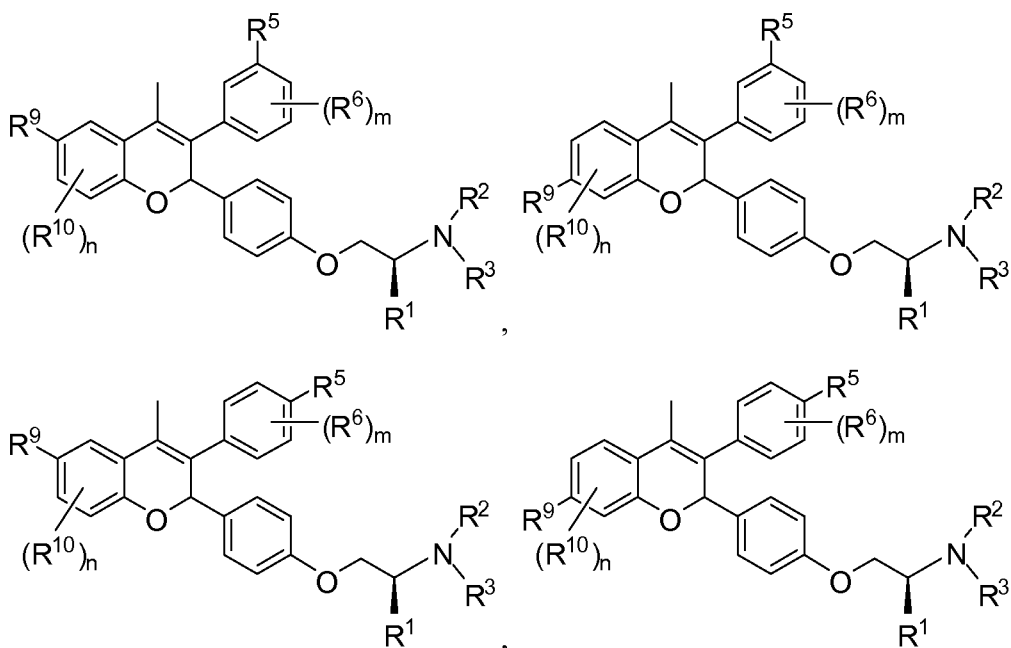
C(=O)N(R<sup>12</sup>)<sub>2</sub>, Ci-Cealkyl, Ci-Cefluoroalkyl, Ci-C<sub>6</sub>fluoroalkoxy, Ci-C<sub>6</sub>alkoxy, C<sub>1</sub>-Ceheteroalkyl, or Ci-Cefluoroalkyl;

each  $R^8$  is H.

5. The compound of any one of claims 1-4, or a pharmaceutically acceptable salt, or solvate thereof, wherein the compound has the following structure:



6. The compound of any one of claims 1-5, or a pharmaceutically acceptable salt, or solvate thereof, wherein the compound has one of the following structures:



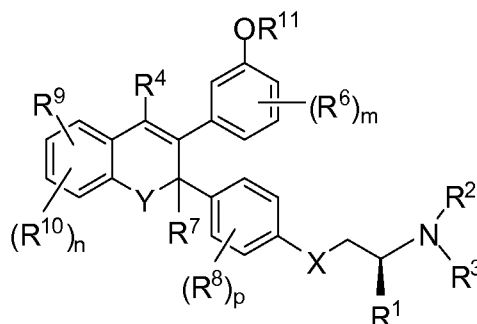
7. The compound of any one of claims 1-6, or a pharmaceutically acceptable salt, or solvate thereof, wherein

$R^9$  is -OH, or -OR<sup>11</sup>;

m is 0 or 1;

n is 0 or 1.

8. A compound of Formula (VI), or a pharmaceutically acceptable salt, or solvate thereof:



Formula (VI)

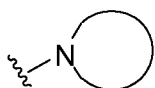
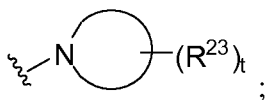
wherein,

$R^1$  is H, F, Ci-C<sub>6</sub>alkyl, Ci-C<sub>6</sub>fluoroalkyl, C<sub>3</sub>-C<sub>6</sub>cycloalkyl, C<sub>3</sub>-C<sub>6</sub>fluorocycloalkyl, or Ci-Ceheteroalkyl;

$R^2$  is H or  $R^{12}$ ;

$R^3$  is -C(=O) $R^{12}$ , -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, -S(=O)<sub>2</sub> $R^{12}$ , or  $R^{12}$ ;

or  $R^2$  and  $R^3$  are taken together with the N atom to which they are attached to form



is a monocyclic heterocycloalkyl or a bicyclic heterocycloalkyl;

each  $R^{23}$  is independently selected from F, Cl, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O) $R^{12}$ , -

S(=O)<sub>2</sub> $R^{12}$ , -C(=O) $R^{12}$ , substituted or unsubstituted Ci-C<sub>6</sub>alkyl, substituted or unsubstituted Ci-C<sub>6</sub>fluoroalkyl, substituted or unsubstituted Ci-C<sub>6</sub>fluoroalkoxy, substituted or unsubstituted Ci-C<sub>6</sub>alkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

or two  $R^{23}$  on the same carbon atom are taken together with the carbon atom to which they are attached to form -C(=O)-;

or two  $R^{23}$  on adjacent carbon atoms are taken together with the carbon atoms to which they are attached to form a C<sub>3</sub>-C<sub>6</sub>Cycloalkyl;

or 1  $R^{23}$  is taken together with  $R^1$  and the intervening atoms connecting  $R^{23}$  to  $R^1$  to form a 5-7 membered ring;

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

$R^4$  is H, halogen, -CN, Ci-C<sub>4</sub>alkyl, Ci-C<sub>4</sub>fluoroalkyl, Ci-C<sub>4</sub>alkoxy, Ci-C<sub>4</sub>fluoroalkoxy, C<sub>3</sub>-Cecycloalkyl, C<sub>3</sub>-C<sub>6</sub>fluorocycloalkyl, C<sub>3</sub>-C<sub>6</sub>heterocycloalkyl, Ci-Ceheteroalkyl, -Ci-C<sub>4</sub>alkylene-C<sub>3</sub>-C<sub>6</sub>cycloalkyl, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, -C(=O)NHR<sup>12</sup>, or -C(=O)N(R<sup>12</sup>)<sub>2</sub>;

each R<sup>6</sup> is independently selected from halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, -C(=O)OH, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, -C(=O)N(R<sup>12</sup>)<sub>2</sub>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Cefluoroalkyl;

R<sup>7</sup> is H or Ci-C<sub>4</sub>alkyl;

each R<sup>8</sup> is independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

R<sup>9</sup> is H, halogen, -CN, -OH, -OR<sup>11</sup>, -NHR<sup>11</sup>, -NR<sup>11</sup>R<sup>12</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl, substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

each R<sup>10</sup> is independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

each R<sup>11</sup> is independently selected from H, -C(=O)R<sup>12</sup>, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl, substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl), -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl), -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted aryl), and -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted heteroaryl);

each R<sup>12</sup> is independently selected from substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl, substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, -Ci-C<sub>2</sub>alkylene-



(substituted or unsubstituted  $C_3$ -Ciocycloalkyl), -Ci- $C_2$ alkylene-(substituted or unsubstituted  $C_2$ -Cioheterocycloalkyl), -Ci- $C_2$ alkylene-(substituted or unsubstituted aryl), and -Ci- $C_2$ alkylene-(substituted or unsubstituted heteroaryl);

Y is -O-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, or -NR<sup>13</sup>-; R<sup>13</sup> is H, -C(=O)R<sup>12</sup>, substituted or unsubstituted

Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted  $C_3$ -Cvcycloalkyl, or substituted or unsubstituted Ci-Ceheteroalkyl;

X is -O-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, -CH<sub>2</sub>-, -NH- or -N(Ci- $C_6$ alkyl)-;

m is 1, 2, 3 or 4;

n is 0, 1, or 2;

p is 0, 1, or 2;

provided that the compound is not 3-(3-Hydroxy-4-methylphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(3-Hydroxy-2-methylphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(3-Fluoro-5-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(4-Fluoro-3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(2,4-Difluoro-3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(3,4-Difluoro-5-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(2-Fluoro-3-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(2-Fluoro-5-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(3-Hydroxy-4-(trifluoromethyl)phenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol.

9. The compound of claim 8, or a pharmaceutically acceptable salt, or solvate thereof, wherein:

R<sup>4</sup> is Ci- $C_4$ alkyl;

each R<sup>6</sup> is independently selected from halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, Ci-Cealkyl, Ci- $C_6$ fluoroalkyl, Ci- $C_6$ fluoroalkoxy, Ci- $C_6$ alkoxy, and Ci-Ceheteroalkyl;

R<sup>7</sup> is H;

each R<sup>8</sup> is independently selected from H, halogen, -CN, -OH, Ci-Cealkyl, Ci-Cefluoroalkyl, Ci-Cefluoroalkoxy, and Ci-Cealkoxy;

Y is -O-;

X is -O-;

p is 0 or 1.

10. The compound of claim 8 or claim 9, or a pharmaceutically acceptable salt, or solvate thereof, wherein:

$R^9$  is H, halogen, -CN, -OH, -OR<sup>11</sup>, -NHR<sup>11</sup>, -NR<sup>11</sup>R<sup>12</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, C<sub>1</sub>-Cealkyl, Ci-Cefluoroalkyl, Ci-Cefluoroalkoxy, Ci-Cealkoxy, Ci-Ceheteroalkyl, substituted or unsubstituted C<sub>3</sub>-C<sub>6</sub>cycloalkyl, substituted or unsubstituted C<sub>2</sub>-Ceheterocycloalkyl, substituted or unsubstituted phenyl, or substituted or unsubstituted monocyclic heteroaryl;

each R<sup>10</sup> is independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, Ci-C<sub>6</sub>alkyl, Ci-Cefluoroalkyl, Ci-C<sub>6</sub>fluoroalkoxy, Ci-C<sub>6</sub>alkoxy, and C<sub>1</sub>-Ceheteroalkyl;

11. The compound of any one of claims 8-10, or a pharmaceutically acceptable salt, or solvate thereof, wherein:

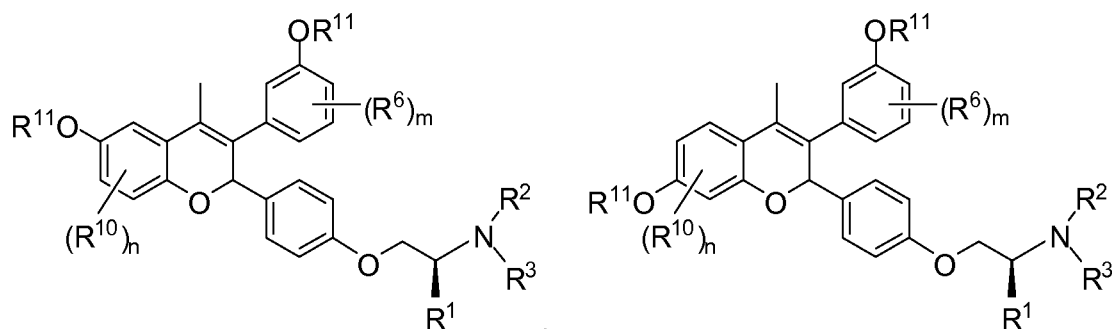
R<sup>9</sup> is -OH or -OR<sup>11</sup>.

12. The compound of any one of claims 8-11, or a pharmaceutically acceptable salt, or solvate thereof, wherein:

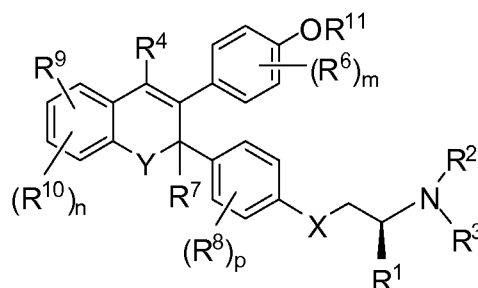
each R<sup>6</sup> is independently selected from -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, C<sub>2</sub>-Cealkyl, C<sub>2</sub>-Cefluoroalkyl, Ci-Cefluoroalkoxy, Ci-Cealkoxy, and Ci-Ceheteroalkyl;

each R<sup>8</sup> is H.

13. The compound of any one of claims 8-12, or a pharmaceutically acceptable salt, or solvate thereof, wherein the compound has one of the following structures:



14. A compound of Formula (VII), or a pharmaceutically acceptable salt, or solvate thereof:



Formula (VII)

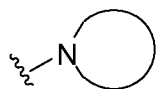
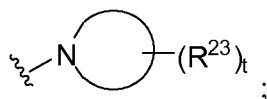
wherein,

R<sup>1</sup> is H, F, Ci-Cealkyl, Ci-Cefluoroalkyl, C<sub>3</sub>-Cecycloalkyl, C<sub>3</sub>-C<sub>6</sub>fluorocycloalkyl, or Ci-Ceheteroalkyl;

R<sup>2</sup> is H or R<sup>12</sup>;

R<sup>3</sup> is -C(=O)R<sup>12</sup>, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, or R<sup>12</sup>;

or  $R^2$  and  $R^3$  are taken together with the N atom to which they are attached to form



is a monocyclic heterocycloalkyl or a bicyclic heterocycloalkyl;

each  $R^{23}$  is independently selected from F, Cl, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -

5

S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, substituted or unsubstituted Ci-C<sub>6</sub>alkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

or two  $R^{23}$  on the same carbon atom are taken together with the carbon atom to which they are attached to form -C(=O)-;

10

or two  $R^{23}$  on adjacent carbon atoms are taken together with the carbon atoms to which they are attached to form a C<sub>3</sub>-Cecycloalkyl;

or 1  $R^{23}$  is taken together with  $R^1$  and the intervening atoms connecting  $R^{23}$  to  $R^1$  to form a 5-7 membered ring;

15

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

$R^4$  is H, halogen, -CN, Ci-C<sub>4</sub>alkyl, Ci-C<sub>4</sub>fluoroalkyl, Ci-C<sub>4</sub>alkoxy, Ci-C<sub>4</sub>fluoroalkoxy, C<sub>3</sub>-Cecycloalkyl, C<sub>3</sub>-C<sub>6</sub>fluorocycloalkyl, C<sub>3</sub>-Ceheterocycloalkyl, Ci-Ceheteroalkyl, -Ci-C<sub>4</sub>alkylene-C<sub>3</sub>-C<sub>6</sub>cycloalkyl, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, -C(=O)NHR<sup>12</sup>, or -C(=O)N(R<sup>12</sup>)<sub>2</sub>;

20

each  $R^6$  is independently selected from halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, -C(=O)R<sup>12</sup>, -C(=O)OH, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, -C(=O)N(R<sup>12</sup>)<sub>2</sub>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Cefluoroalkyl;

25

$R^7$  is H or Ci-C<sub>4</sub>alkyl;

each  $R^8$  is independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -

S(=O)<sub>2</sub>R<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

30

$R^9$  is H, halogen, -CN, -OH, -OR<sup>11</sup>, -NHR<sup>11</sup>, -NR<sup>11</sup>R<sup>12</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted Ci-Cealkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted C<sub>3</sub>-

Ciocycloalkyl, substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

each R<sup>10</sup> is independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -

S(=O)<sub>2</sub>R<sup>12</sup>, substituted or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-

Cefluoroalkyl, substituted or unsubstituted Ci-Cefluoroalkoxy, substituted or unsubstituted

Ci-C6alkoxy, and substituted or unsubstituted Ci-Ceheteroalkyl;

each R<sup>11</sup> is independently selected from H, -C(=O)R<sup>12</sup>, -C(=O)OR<sup>12</sup>, -C(=O)NHR<sup>12</sup>, substituted

or unsubstituted Ci-Cealkyl, substituted or unsubstituted Ci-Ceheteroalkyl, substituted or

unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl, substituted or

unsubstituted C<sub>2</sub>-Cioheterocycloalkyl, substituted or unsubstituted aryl, substituted or

unsubstituted heteroaryl, -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl), -

Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl), -Ci-C<sub>2</sub>alkylene-

(substituted or unsubstituted aryl), and -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted heteroaryl);

each R<sup>12</sup> is independently selected from substituted or unsubstituted Ci-Cealkyl, substituted or

unsubstituted Ci-Ceheteroalkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or

unsubstituted C<sub>3</sub>-Ciocycloalkyl, substituted or unsubstituted C<sub>2</sub>-Cioheterocycloalkyl,

substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, -Ci-C<sub>2</sub>alkylene-

(substituted or unsubstituted C<sub>3</sub>-Ciocycloalkyl), -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted

C<sub>2</sub>-Cioheterocycloalkyl), -Ci-C<sub>2</sub>alkylene-(substituted or unsubstituted aryl), and -Ci-

C<sub>2</sub>alkylene-(substituted or unsubstituted heteroaryl);

Y is -O-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, or -NR<sup>13</sup>-; R<sup>13</sup> is H, -C(=O)R<sup>12</sup>, substituted or unsubstituted

Ci-Cealkyl, substituted or unsubstituted Ci-Cefluoroalkyl, substituted or unsubstituted C<sub>3</sub>-

Cvcycloalkyl, or substituted or unsubstituted Ci-Ceheteroalkyl;

X is -O-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, -CH<sub>2</sub>-, -NH- or -N(Ci-C<sub>6</sub>alkyl)-;

m is 1, 2, 3 or 4;

n is 0, 1, or 2;

p is 0, 1, or 2;

provided that the compound is not 3-(4-Hydroxy-2-methylphenyl)-4-methyl-2-(4-((S)-2-((R)-3-

methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(4-Hydroxy-3-methylphenyl)-

4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-

(2-Fluoro-4-hydroxyphenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-

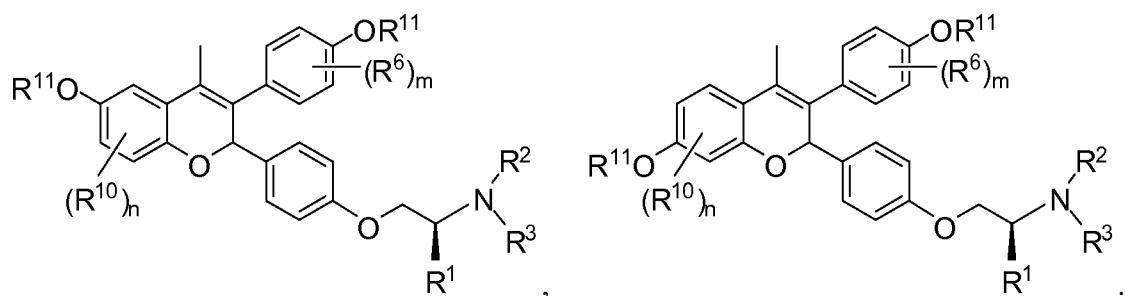
yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(3,5-Difluoro-4-hydroxyphenyl)-4-methyl-2-(4-

((S)-2-((R)-3-methylpyrrolidin-1-yl)propoxy)phenyl)-2H-chromen-6-ol; 3-(4-Hydroxy-3-

(trifluoromethyl)phenyl)-4-methyl-2-(4-((S)-2-((R)-3-methylpyrrolidin-1-

yl)propoxy)phenyl)-2H-chromen-6-ol.

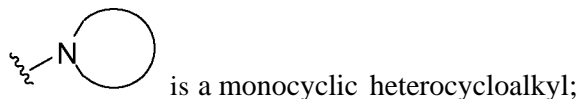
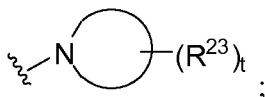
15. The compound of claim 14, or a pharmaceutically acceptable salt, or solvate thereof, wherein:  
 $R^4$  is  $Ci-C_4$ alkyl;  
each  $R^6$  is independently selected from halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -  
S(=O)<sub>2</sub>R<sup>12</sup>, CrCealkyl, Ci-Cefluoroalkyl, Ci-C<sub>6</sub>fluoroalkoxy, Ci-C<sub>6</sub>alkoxy, and C<sub>1</sub>-  
Ceheteroalkyl;  
 $R^7$  is H;  
each  $R^8$  is independently selected from H, halogen, -CN, -OH, Ci-C<sub>6</sub>alkyl, Ci-C<sub>6</sub>fluoroalkyl, Ci-  
Cefluoroalkoxy, and Ci-Cealkoxy;  
Y is -O-;  
X is -O-;  
p is 0 or 1.
16. The compound of claim 14 or claim 15, or a pharmaceutically acceptable salt, or solvate thereof, wherein:  
 $R^9$  is H, halogen, -CN, -OH, -OR<sup>11</sup>, -NHR<sup>11</sup>, -NR<sup>11</sup>R<sup>12</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, C<sub>1</sub>-  
Cealkyl, Ci-Cefluoroalkyl, Ci-Cefluoroalkoxy, Ci-Cealkoxy, Ci-Ceheteroalkyl, substituted or  
unsubstituted C<sub>3</sub>-C<sub>6</sub>Cycloalkyl, substituted or unsubstituted C<sub>2</sub>-Ceheterocycloalkyl,  
substituted or unsubstituted phenyl, or substituted or unsubstituted monocyclic heteroaryl;  
each  $R^{10}$  is independently selected from H, halogen, -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -  
S(=O)<sub>2</sub>R<sup>12</sup>, CrCealkyl, Ci-Cefluoroalkyl, Ci-C<sub>6</sub>fluoroalkoxy, Ci-C<sub>6</sub>alkoxy, and C<sub>1</sub>-  
Ceheteroalkyl;
17. The compound of any one of claims 14-16, or a pharmaceutically acceptable salt, or solvate thereof, wherein:  
 $R^9$  is -OH or -OR<sup>11</sup>.
18. The compound of any one of claims 14-17, or a pharmaceutically acceptable salt, or solvate thereof, wherein:  
each  $R^6$  is independently selected from -CN, -OH, -OR<sup>11</sup>, -SR<sup>11</sup>, -S(=O)R<sup>12</sup>, -S(=O)<sub>2</sub>R<sup>12</sup>, C<sub>2</sub>-  
Cealkyl, C<sub>2</sub>-Cefluoroalkyl, Ci-Cefluoroalkoxy, Ci-Cealkoxy, and Ci-Ceheteroalkyl;  
each  $R^8$  is H.
19. The compound of any one of claims 14-18, or a pharmaceutically acceptable salt, or solvate thereof, wherein the compound has one of the following structures:



20. The compound of any one of claims 1-19, or a pharmaceutically acceptable salt, or solvate thereof, wherein:

$R^1$  is  $Ci-C_6$ alkyl;

$R^2$  and  $R^3$  are taken together with the N atom to which they are attached to form

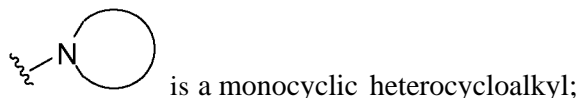
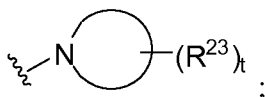


each  $R^{23}$  is independently selected from Cl, -CN, -OH,  $Ci-C_4$ alkyl,  $Ci-C_4$ alkoxy, and  $Ci-C_4$ heteroalkyl.

21. The compound of any one of claims 1-19, or a pharmaceutically acceptable salt, or solvate thereof, wherein:

$R^1$  is H or  $Ci-C_6$ alkyl;

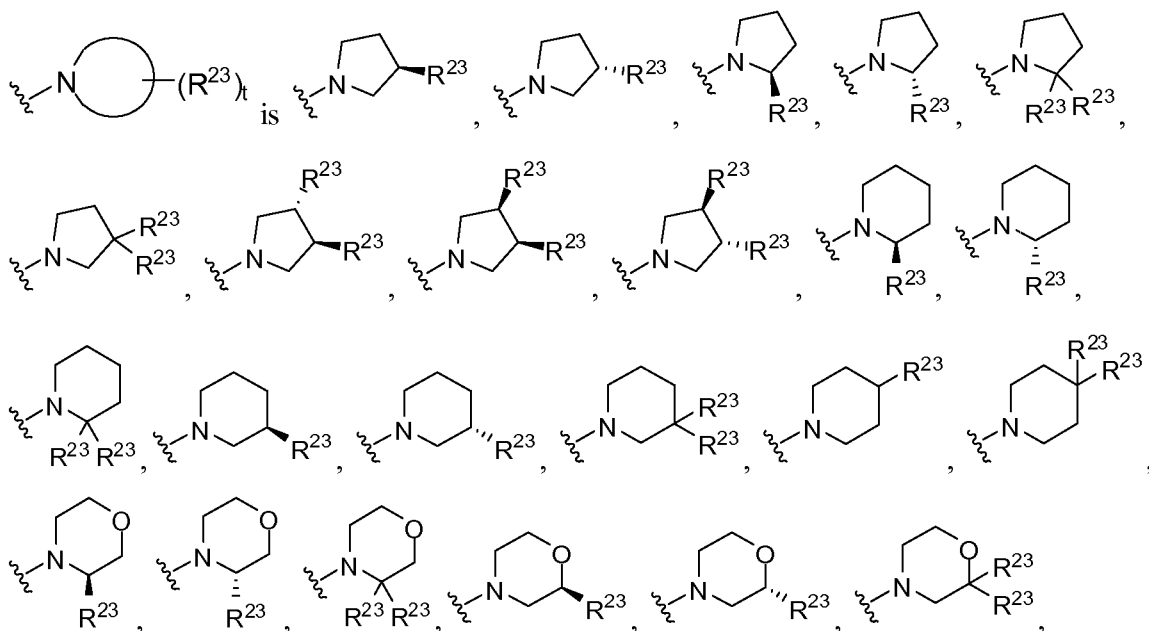
$R^2$  and  $R^3$  are taken together with the N atom to which they are attached to form

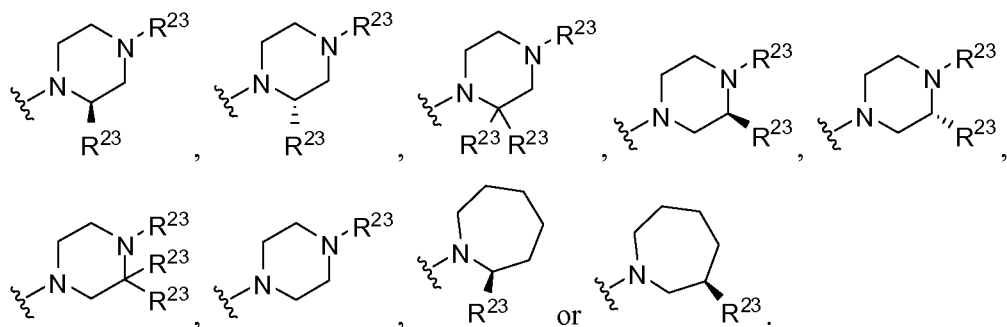


each  $R^{23}$  is independently selected from Cl, -CN, -OH,  $Ci-C_4$ alkyl,  $Ci-C_4$ alkoxy, and  $Ci-C_4$ heteroalkyl;

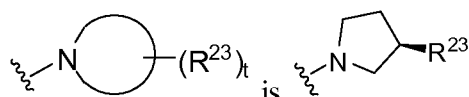
t is 1, 2, 3, or 4.

22. The compound of any one of claims 1-21, or a pharmaceutically acceptable salt, or solvate thereof, wherein:





23. The compound of any one of claims 1-22, or a pharmaceutically acceptable salt, or solvate thereof, wherein:



24. The compound of claim 23, or a pharmaceutically acceptable salt, or solvate thereof, wherein:  
 $R^1$  is  $-\text{CH}_3$ ;  
 $R^{23}$  is  $-\text{CH}_3$ .

25. A pharmaceutical composition comprising a compound as claimed in any one of claims 1 to 24, or a pharmaceutically acceptable salt, or N-oxide thereof, and at least one pharmaceutically acceptable inactive ingredient.

26. The pharmaceutical composition of claim 25, wherein the pharmaceutical composition is formulated for intravenous injection, subcutaneous injection, oral administration, or topical administration.

27. The pharmaceutical composition of claim 25, wherein the pharmaceutical composition is a tablet, a pill, a capsule, a liquid, a suspension, a gel, a dispersion, a solution, an emulsion, an ointment, or a lotion.

28. A compound of any one of claims 1 to 24, or a pharmaceutically acceptable salt, or N-oxide thereof, for use in the treatment of cancer in a mammal.

29. The compound of claim 28, or a pharmaceutically acceptable salt, or N-oxide thereof, for use in the treatment of cancer in a mammal that is amenable to treatment with an estrogen receptor modulator.

30. The compound of claim 28, or a pharmaceutically acceptable salt, or N-oxide thereof, for use in the treatment of breast cancer, ovarian cancer, endometrial cancer, prostate cancer, lung cancer or uterine cancer in a mammal.

31. A compound of any one of claims 1 to 24, or a pharmaceutically acceptable salt, or N-oxide thereof, for use in the treatment of an estrogen receptor dependent or estrogen receptor mediated disease or condition in mammal, wherein the estrogen receptor dependent or estrogen receptor mediated disease or condition is selected from cancer, uterine disease, central nervous system (CNS) defects, cardiovascular system defects, hematological system defects, immune and

inflammation diseases, susceptibility to infection, metabolic defects, neurological defects, psychiatric defects and reproductive defects.

32. A compound of any one of claims 1 to 24, or a pharmaceutically acceptable salt, or N-oxide thereof, for use in the treatment of bone cancer, breast cancer, colorectal cancer, endometrial cancer, prostate cancer, ovarian cancer, uterine cancer, cervical cancer, lung cancer, leiomyoma, uterine leiomyoma, alcoholism, migraine, aortic aneurysm, susceptibility to myocardial infarction, aortic valve sclerosis, cardiovascular disease, coronary artery disease, hypertension, deep vein thrombosis, Graves' Disease, arthritis, multiple sclerosis, cirrhosis, hepatitis B, chronic liver disease, bone density, cholestasis, hypospadias, obesity, osteoarthritis, osteopenia, osteoporosis, Alzheimer's disease, Parkinson's disease, migraine, vertigo, anorexia nervosa, attention deficit hyperactivity disorder (ADHD), dementia, major depressive disorder, psychosis, age of menarche, endometrial hyperplasia, endometriosis, or infertility in a mammal.



## INTERNATIONAL SEARCH REPORT

International application No.  
**PCT/US2012/069926****A. CLASSIFICATION OF SUBJECT MATTER***C07D 405/12(2006.01)i, C07D 405/14(2006.01)I, A61K 31/4025(2006.01)I, A61P 35/00(2006.01)I*

According to International Patent Classification (IPC) or to both national classification and IPC

**B. FIELDS SEARCHED**

Minimum documentation searched (classification system followed by classification symbols)

C07D 405/12; C07D 311/74; C07D 311/60; A61K 31/445; A61K 31/35; A61K 31/495; A61K 31/40

Documentation searched other than minimum documentation to the extent that such documents are included in the fields searched

Korean utility models and applications for utility models

Japanese utility models and applications for utility models

Electronic data base consulted during the international search (name of data base and, where practicable, search terms used)

eKOMPASS(KIPO internal) &amp; Keywords: estrogen modulator, chromen

**C. DOCUMENTS CONSIDERED TO BE RELEVANT**

Category*	Citation of document, with indication, where appropriate, of the relevant passages	Relevant to claim No.
X A	US 05407947A A (BRYANT, H. U. et al.) 18 April 1995 See abstract and claim 1	1-5 8-10,14-16
A	EP 1167364 A1 (ENDORECHERCHE INC.) 02 January 2002 See table 1 and claims 1-3	1-5,8-10,14-16
A	WO 98-18776 A1 (NOVO NORDISK A/S) 07 May 1998 See claim 1	1-5,8-10,14-16

☐ Further documents are listed in the continuation of Box C.☒ See patent family annex.

\* Special categories of cited documents:

"A" document defining the general state of the art which is not considered to be of particular relevance

"E" earlier application or patent but published on or after the international filing date

"L" document which may throw doubts on priority claim(s) or which is cited to establish the publication date of citation or other special reason (as specified)

"O" document referring to an oral disclosure, use, exhibition or other means

"P" document published prior to the international filing date but later than the priority date claimed

"T" later document published after the international filing date or priority date and not in conflict with the application but cited to understand the principle or theory underlying the invention

"X" document of particular relevance; the claimed invention cannot be considered novel or cannot be considered to involve an inventive step when the document is taken alone

"Y" document of particular relevance; the claimed invention cannot be considered to involve an inventive step when the document is combined with one or more other such documents, such combination being obvious to a person skilled in the art

"&amp;" document member of the same patent family

Date of the actual completion of the international search

15 April 2013 (15.04.2013)

Date of mailing of the international search report

**16 April 2013 (16.04.2013)**

Name and mailing address of the ISA/KR

Korean Intellectual Property Office  
189 Cheongsa-ro, Seo-gu, Daejeon Metropolitan  
City 302-70 1<sup>st</sup> Republic of Korea

Facsimile No. 82-42-472-7140

Authorized officer

NA, Young Min

Telephone No. 82-42-481-8466



## INTERNATIONAL SEARCH REPORT

International application No.

**PCT/US2012/069926****Box No. II Observations where certain claims were found unsearchable (Continuation of item 2 of first sheet)**

This international search report has not been established in respect of certain claims under Article 17(2)(a) for the following reasons:

1. ☐ Claims Nos.:  
because they relate to subject matter not required to be searched by this Authority, namely:
  
2. ☒ Claims Nos.: **24, 26, 27, 29, 30**  
because they relate to parts of the international application that do not comply with the prescribed requirements to such an extent that no meaningful international search can be carried out, specifically:  
  
Claims 24, 26, 27, 29, 30 are referring to the multiple dependent claims which do not comply with PCT rule 6.4(a). As a result, these claims are too unclear to make meaningful search possible.
  
3. ☒ Claims Nos.: **6, 7, 11-13, 17-23, 25, 28, 31, 32**  
because they are dependent claims and are not drafted in accordance with the second and third sentences of Rule 6.4(a).

**Box No. III Observations where unity of invention is lacking (Continuation of item 3 of first sheet)**

This International Searching Authority found multiple inventions in this international application, as follows:

1. ☒ As all required additional search fees were timely paid by the applicant, this international search report covers all searchable claims.
  
2. ☐ As all searchable claims could be searched without effort justifying an additional fee, this Authority did not invite payment of any additional fee.
  
3. ☒ As only some of the required additional search fees were timely paid by the applicant, this international search report covers only those claims for which fees were paid, specifically claims Nos.:
  
4. ☐ No required additional search fees were timely paid by the applicant. Consequently, this international search report is restricted to the invention first mentioned in the claims; it is covered by claims Nos.:

**Remark on Protest**

- ☐ The additional search fees were accompanied by the applicant's protest and, where applicable, the payment of a protest fee.
- ☒ The additional search fees were accompanied by the applicant's protest but the applicable protest fee was not paid within the time limit specified in the invitation.
- ☒ No protest accompanied the payment of additional search fees.

# INTERNATIONAL SEARCH REPORT

Information on patent family members

International application No.

**PCT/US2012/069926**

Patent document cited in search report	Publication date	Patent family member(s)	Publication date
US 05407947A A	18.04.1995	EP 0652007 A1 JP 07-188008 A	10.05.1995 25.07.1995
EP 1167364 A1	02.01.2002	AU 1994-63425 C AU 66531 1 B2 CA 2062792 C CA 2062973 A1 CA 2062973 C CA 2124932 A1 CA 2124932 C CA 2212856 A1 CA 2212856 C CN 1158274 CO CN 1181077 AO EP 0367576 A3 EP 0480950 A1 EP 0480950 B1 EP 0485392 A1 EP 0485392 B1 EP 0595796 A1 EP 0615448 A1 EP 0615448 B1 EP 081 1006 A1 EP 0857487 A2 EP 0857487 A3 EP 0943328 A2 EP 0943328 A3 EP 0943328 B1 EP 1167364 B1 JP 02-243698 A JP 02-784846 B2 JP 02-959839 B2 JP 03-2730 10 B2 JP 03-332377 B2 JP 03-350048 B2 JP 10-273479 A JP 11-500133 A JP 2000-256390 A JP 2001-354590 A JP 2002-060384 A JP 2959839 B2 JP 4506797 T JP 4506798 T JP 4506799 T KR 10-014288 1 B1 KR 10-0181264 B1 KR 10-0270432 B1 KR 10-0383555 B1 KR 10-0487647 B1	21.07.1994 21.12.1995 21.03.2006 08.01.1991 23.09.2003 10.06.1993 21.03.2006 29.08.1996 29.08.2006 21.07.2004 06.05.1998 31.07.1991 03.06.1998 24.03.1999 20.05.1992 09.09.1998 11.05.1994 07.03.2001 02.05.2002 12.12.2001 12.08.1998 08.12.1999 22.09.1999 08.12.1999 16.06.2004 21.05.2003 27.09.1990 29.05.1998 30.07.1999 25.01.2002 26.07.2002 13.09.2002 13.10.1998 06.01.1999 19.09.2000 25.12.2001 26.02.2002 06.10.1999 26.11.1992 26.11.1992 26.11.1992 15.07.1998 20.03.1999 25.10.2002 16.07.2003 14.09.2005

# INTERNATIONAL SEARCH REPORT

Information on patent family members

International application No.

**PCT/US2012/069926**

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