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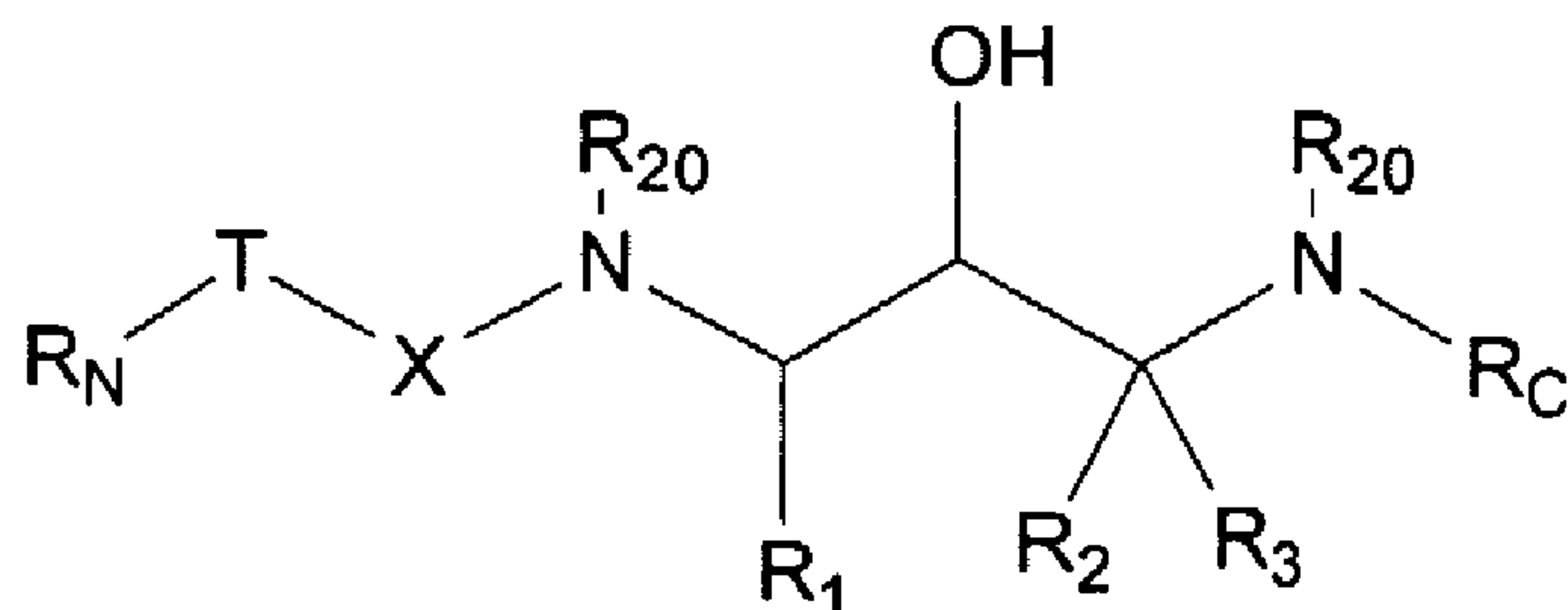
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 (54) Title: SUBSTITUTED UREAS AND CARBAMATES



(I)

(57) **Abrégé/Abstract:**

The invention provides compounds of formula I: useful in treating Alzheimer's disease and other similar diseases. These compounds include inhibitors of the beta-secretase enzyme that are useful in the treatment of Alzheimer's disease and other diseases characterized by deposition of A beta peptide in a mammal. The compounds of the invention are useful in pharmaceutical compositions and methods of treatment to reduce A beta peptide formation.

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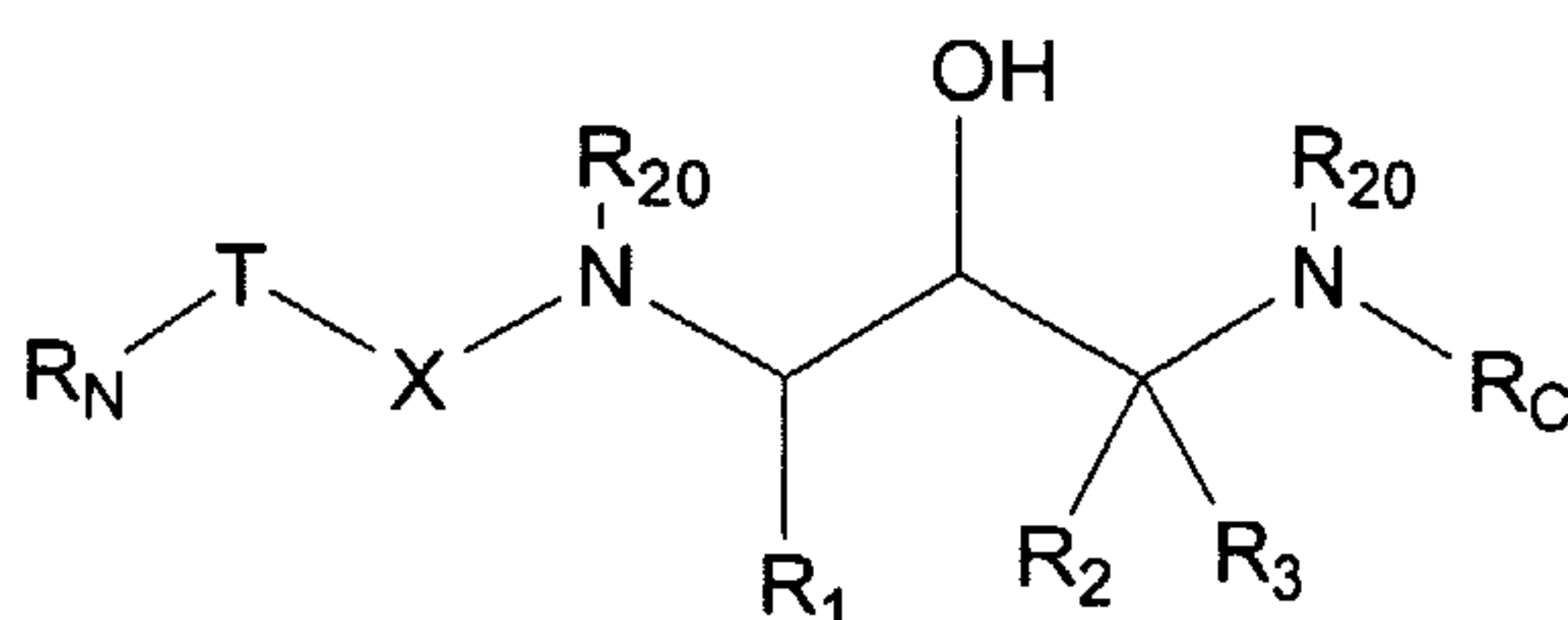
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(54) Title: SUBSTITUTED UREAS AND CARBAMATES



(I)

(57) Abstract: The invention provides compounds of formula I: useful in treating Alzheimer's disease and other similar diseases. These compounds include inhibitors of the beta-secretase enzyme that are useful in the treatment of Alzheimer's disease and other diseases characterized by deposition of A beta peptide in a mammal. The compounds of the invention are useful in pharmaceutical compositions and methods of treatment to reduce A beta peptide formation.

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SUBSTITUTED UREAS AND CARBAMATES**Background of the Invention**

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Field of the Invention

The invention is relates to substituted ureas and carbamates. More specifically it relates to such compounds that inhibit β -secretase, an enzyme that cleaves amyloid precursor protein to produce A β peptide, a major component of the amyloid plaques found in the brains of Alzheimer's sufferers. Thus, the compounds of the invention are useful in treatment of Alzheimer's disease and similar diseases.

Description of the Related Art

Alzheimer's disease (AD) is a progressive degenerative disease of the brain primarily associated with aging. Clinical presentation of AD is characterized by loss of memory, cognition, reasoning, judgement, and orientation. As the disease progresses, motor, sensory, and linguistic abilities are also affected until there is global impairment of multiple cognitive functions. These cognitive losses occur gradually, but typically lead to severe impairment and eventual death in the range of four to twelve years.

Alzheimer's disease is characterized by two major pathologic observations in the brain: neurofibrillary tangles and beta amyloid (or neuritic) plaques, comprised predominantly of an aggregate of a peptide fragment know as A beta. Individuals with AD exhibit characteristic beta-amyloid deposits in the brain (beta amyloid plaques) and in cerebral blood vessels (beta amyloid angiopathy) as well as neurofibrillary tangles. Neurofibrillary tangles occur not only in Alzheimer's disease but also in other dementia-inducing disorders. On autopsy, large numbers of these lesions are generally found in areas of the human brain important for memory and cognition.

Smaller numbers of these lesions in a more restricted anatomical distribution are found in the brains of most aged humans who do not have clinical AD. Amyloidogenic plaques and vascular amyloid angiopathy also characterize the brains of
5 individuals with Trisomy 21 (Down's Syndrome), Hereditary Cerebral Hemorrhage with Amyloidosis of the Dutch-Type (HCHWA-D), and other neurogenerative disorders. Beta-amyloid is a defining feature of AD, now believed to be a causative precursor or factor in the development of disease. Deposition
10 of A beta in areas of the brain responsible for cognitive activities is a major factor in the development of AD. Beta-amyloid plaques are predominantly composed of amyloid beta peptide (A beta, also sometimes designated betaA4). A beta peptide is derived by proteolysis of the amyloid precursor
15 protein (APP) and is comprised of 39-42 amino acids. Several proteases called secretases are involved in the processing of APP.

Cleavage of APP at the N-terminus of the A beta peptide by beta-secretase and at the C-terminus by one or more gamma-
20 secretases constitutes the beta-amyloidogenic pathway, i.e. the pathway by which A beta is formed. Cleavage of APP by alpha-secretase produces alpha-SAPP, a secreted form of APP that does not result in beta-amyloid plaque formation. This alternate pathway precludes the
25 formation of A beta peptide. A description of the proteolytic processing fragments of APP is found, for example, in U.S. Patent Nos. 5,441,870; 5,721,130; and 5,942,400.

An aspartyl protease has been identified as the enzyme responsible for processing of APP at the beta-secretase
30 cleavage site. The beta-secretase enzyme has been disclosed using varied nomenclature, including BACE, Asp, and Mamepsin. See, for example, Sindha et al., 1999, *Nature* 402:537-554 (p501) and published PCT application WO00/17369.

Several lines of evidence indicate that progressive cerebral deposition of beta-amyloid peptide (A beta) plays a seminal role in the pathogenesis of AD and can precede cognitive symptoms by years or decades. See, for example, 5 Selkoe, 1991, *Neuron* 6:487. Release of A beta from neuronal cells grown in culture and the presence of A beta in cerebrospinal fluid (CSF) of both normal individuals and AD patients has been demonstrated. See, for example, Seubert et al., 1992, *Nature* 359:325-327.

10 It has been proposed that A beta peptide accumulates as a result of APP processing by beta-secretase, thus inhibition of this enzyme's activity is desirable for the treatment of AD. *In vivo* processing of APP at the beta-secretase cleavage site is thought to be a rate-limiting step in A beta production, 15 and is thus a therapeutic target for the treatment of AD. See for example, Sabbagh, M., et al., 1997, *Alz. Dis. Rev.* 3, 1-19.

BACE1 knockout mice fail to produce A beta, and present a normal phenotype. When crossed with transgenic mice that 20 overexpress APP, the progeny show reduced amounts of A beta in brain extracts as compared with control animals (Luo et.al., 2001 *Nature Neuroscience* 4:231-232). This evidence further supports the proposal that inhibition of beta-secretase activity and reduction of A beta in the brain provides a 25 therapeutic method for the treatment of AD and other beta amyloid disorders.

Published PCT application WO00/47618 entitled "Beta-Secretase Enzyme Compositions and Methods" identifies the beta-secretase enzyme and methods of its use. This 30 publication also discloses oligopeptide inhibitors that bind the enzyme's active site and are useful in affinity column purification of the enzyme. In addition, WO00/77030 discloses tetrapeptide inhibitors of beta-secretase activity that are based on a statine molecule

Various pharmaceutical agents have been proposed for the treatment of Alzheimer's disease but without any real success. US Patent 5,175,281 discloses 21-aminosteroids as being useful for treating Alzheimer's disease. US Patent 5,502,187
5 discloses bicyclic heterocyclic amines as being useful for treating Alzheimer's disease.

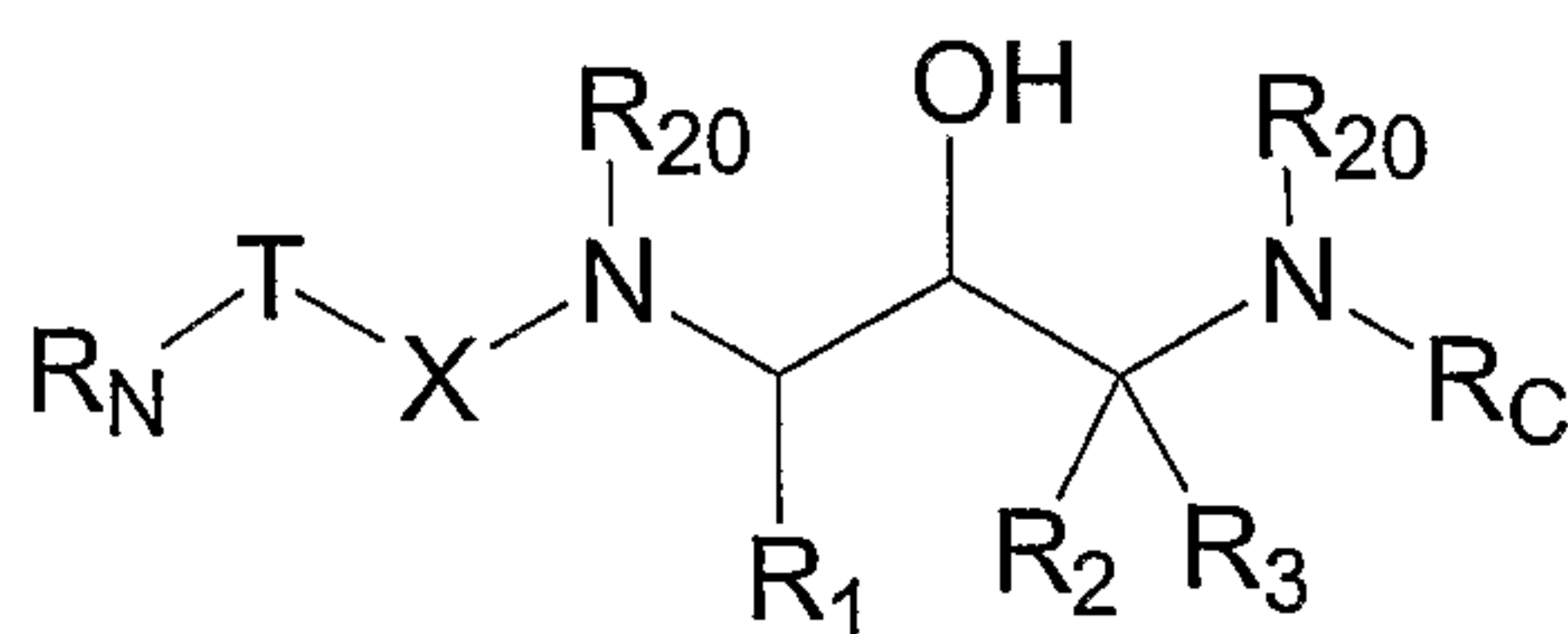
The hydroxyethylamine "nucleus" or isostere, of which the compounds of the invention is a truncated analog, has been used with success in the area of HIV protease inhibition.
10 Many of these hydroxyethylamine compounds are known as well as how to make them. See for example, *J. Am. Chem. Soc.*, 93, 288-291 (1993), *Tetrahedron Letters*, 28(45) 5569-5572 (1987), *J. Med. Chem.*, 38(4), 581-584 (1994), *Tetrahedron Letters*, 38(4), 619-620 (1997). European Patents, numbers 702 004,
15 678 503, 678 514, 678 503 and 716077 by Maibaum, et al. are directed to similar isosteric strategies directed at renin inhibition. See also, U.S. Pat. Nos. 5,606,078 and 5,559,111, both to Goschke, et. al.; 5,719,141, to Rasetti, et. al.; and 5,641,778, to Maibaum, et. al.

20 At present there are no effective treatments for halting, preventing, or reversing the progression of Alzheimer's disease. Therefore, there is an urgent need for pharmaceutical agents capable of slowing the progression of Alzheimer's disease and/or preventing it in the first place.

25 Compounds that are effective inhibitors of beta-secretase, that inhibit beta-secretase-mediated cleavage of APP, that are effective inhibitors of A beta production, and/or are effective to reduce amyloid beta deposits or plaques, are needed for the treatment and prevention of
30 disease characterized by amyloid beta deposits or plaques, such as AD.

Summary of the Invention

In a broad aspect, the invention provides compounds represented by formula I:



I

5

and the pharmaceutically acceptable salts and esters thereof; wherein X is $-(C=O)-$, $-(C=S)-$, $-S(O)_{n1}-$ or $-(C=N-Z)$, wherein Z = R_{20} or $-OR_{20}$, and wherein $n1$ is 0, 1 or 2;

T is absent, NR_{20} , or O, with the proviso that when X is $-(C=O)$, T is not absent;

wherein each R_{20} is independently H, $-CN$, C_{1-6} alkyl or alkenyl, C_{1-6} haloalkyl or C_{4-7} cycloalkyl, with the proviso that when Z is R_{20} or $-OR_{20}$, R_{20} is not $-CN$;

wherein R_1 is $-(CH_2)_{1-2}-S(O)_{0-2}-(C_1-C_6 \text{ alkyl})$, or

C_1-C_{10} alkyl optionally substituted with 1, 2, or 3 groups independently selected from halogen, $-OH$, $=O$, $-SH$, $-C\equiv N$, $-CF_3$, $-C_1-C_3$ alkoxy, amino, mono- or dialkylamino, $-N(R)C(O)R'$, $-OC(=O)$ -amino and $-OC(=O)$ -mono- or dialkylamino, or

C_2-C_6 alkenyl or C_2-C_6 alkynyl, each of which is optionally substituted with 1, 2, or 3 groups independently selected from halogen, $-OH$, $-SH$, $-C\equiv N$, $-CF_3$, C_1-C_3 alkoxy, amino, and mono- or dialkylamino, or

aryl, heteroaryl, heterocyclyl, $-C_1-C_6$ alkyl-aryl, $-C_1-C_6$ alkyl-heteroaryl, or $-C_1-C_6$ alkyl-heterocyclyl, where the ring portions of each are optionally substituted with 1, 2, 3, or 4 groups independently selected from halogen, $-OH$, $-SH$, $-C\equiv N$, $-NR_{105}R'_{105}$, $-CO_2R$, $-N(R)COR'$, or $-N(R)SO_2R'$, $-C(=O)-(C_1-C_4)$ alkyl, $-SO_2$ -amino, $-SO_2$ -mono or dialkylamino, $-C(=O)$ -amino, $-C(=O)$ -mono or dialkylamino, $-SO_2-(C_1-C_4)$ alkyl, or

30

C₁-C₆ alkoxy optionally substituted with 1, 2, or 3 groups which are independently selected from halogen, or

C₃-C₇ cycloalkyl optionally substituted with 1, 2, or 3 groups independently selected from halogen, -OH, -SH, -C≡N, -CF₃, C₁-C₃ alkoxy, amino, -C₁-C₆ alkyl and mono- or dialkylamino, or

C₁-C₁₀ alkyl optionally substituted with 1, 2, or 3 groups independently selected from halogen, -OH, -SH, -C≡N, -CF₃, -C₁-C₃ alkoxy, amino, mono- or dialkylamino and -C₁-C₃ alkyl, or

C₂-C₁₀ alkenyl or C₂-C₁₀ alkynyl each of which is optionally substituted with 1, 2, or 3 groups independently selected from halogen, -OH, -SH, -C≡N, -CF₃, C₁-C₃ alkoxy, amino, C₁-C₆ alkyl and mono- or dialkylamino; and the heterocyclyl group is optionally further substituted with oxo;

R and R' independently are hydrogen, C₁-C₁₀ alkyl, C₁-C₁₀ alkylaryl or C₁-C₁₀ alkylheteroaryl;

wherein R_C is

(I) $[-(\text{CH}_2)_{(0-8)}-(\text{CH})(\text{alkyl}_1)(\text{alkyl}_2)]$, where alkyl₁ and alkyl₂ are straight or branched C₂₋₁₀ alkanyl, alkenyl or alkynyl, and wherein alkyl₁ and alkyl₂ attach to the same or different methylene carbon with the remaining open methylene valences occupied by hydrogen, thus forming a branched alkyl chain having between 8 and 20 carbon atoms in total;

the alkyl groups, alkyl₁ and alkyl₂ being optionally substituted with one, two or three substituents selected from the group consisting of C₁-C₃ alkyl, -F, -Cl, -Br, -I, -OH, -SH, -C≡N, -CF₃, C₁-C₃ alkoxy, -O-phenyl, -C(O)C₁-C₃ alkyl; -NR_{1-a}R_{1-b} where R_{1-a} and R_{1-b} are -H or C₁-C₆ alkyl, -OC=O NR_{1-a}R_{1-b} where R_{1-a} and R_{1-b} are as defined above, -S(=O)₀₋₂ R_{1-a} where R_{1-a} is as defined above, -NR_{1-a}C=O NR₁₋

${}_aR_{1-b}$ where R_{1-a} and R_{1-b} are as defined above, $-C=O NR_{1-a}R_{1-b}$ where R_{1-a} and R_{1-b} are as defined above, and $-S(=O)_2 NR_{1-a}R_{1-b}$ where R_{1-a} and R_{1-b} are as defined above

(II) $-(C(Rc-x)(Rc-y))_{(0-4)}-Rc-cycle$

5 wherein all $Rc-x$ and $Rc-y$ are independently chosen from:

H

$C_1 - C_6$ alkyl

$C_1 - C_6$ alkoxy

C_1-C_6 alkyl- $(C=O)-O-C_1-C_6$ alkyl

10 C_2-C_6 alkenyl or alkynyl

$-(CH_2)_{0-4}-Rc-cycle$ where $Rc-cycle$ is as defined below

and $Rc-x$ and $Rc-y$ may be taken together with the methylene carbon to which they jointly attach to form a spirocyclic ring of 3 to 7 atoms comprising carbon and up to 2 of O, $S(O)_{(0-2)}$ and NR_a , wherein R_a is H or C_{1-4} alkyl;

15

wherein the spirocyclic ring may be fused to another ring to provide a bicyclic ring system comprising carbon and up to 2 of O, $S(O)_{(0-2)}$ and NR_a , and comprising up to 9 atoms in total including,

20

$Rc-cycle$ is any aryl, heteroaryl, cycloalkyl or heteroaryl ring or any fused ring combination thereof wherein the total number of rings fused therein of same and of different type does not exceed 3

25

wherein $Rc-cycle$ is optionally substituted with up to four substituents independently chosen from:

(1) C_1-C_6 alkyl optionally substituted with one, two or three substituents selected from the group consisting of C_1-C_3 alkyl, $-F$, $-Cl$, $-Br$, $-I$,

30

$-OH$, $-SH$, $-C\equiv N$, $-CF_3$, C_1-C_3 alkoxy, and $-NR_{1-a}R_{1-b}$ where R_{1-a} and R_{1-b} are as defined above,

(2) C_2-C_6 alkenyl or alkynyl with one or two unsaturated bonds, optionally substituted with one, two or three substituents selected from the group consisting of $-F$, $-$

Cl, -OH, -SH, -C≡N, -CF₃, C₁-C₃ alkoxy, and -NR_{1-a}R_{1-b} where are as defined above,

(3) -F, Cl, -Br or -I,

(4) C₁-C₆ alkoxy,

5 (5) -C₁-C₆ alkoxy optionally substituted with one, two, or three of -F,

(6) -NR_{N-6}R_{N-7} where R_{N-6} and R_{N-7} are the same or different and are selected from the group consisting of:

(a) -H,

10 (b) -C₁-C₆ alkyl optionally substituted with one substituent selected from the group consisting of:

(i) -OH, and

(ii) -NH₂,

15 (c) -C₁-C₆ alkyl optionally substituted with one to three -F, -Cl, -Br, or -I,

(d) -C₃-C₇ cycloalkyl,

(e) -(C₁-C₂ alkyl)-(C₃-C₇ cycloalkyl),

(f) -(C₁-C₆ alkyl)-O-(C₁-C₃ alkyl),

20 (g) -C₂-C₆ alkenyl with one or two double bonds,

(h) -C₂-C₆ alkynyl with one or two

triple bonds,

(i) -C₁-C₆ alkyl chain with one double

25 bond and one triple bond,

(j) -R_{1-aryl} where R_{1-aryl} is as defined

above, and

(k) -R_{1-heteroaryl} where R_{1-heteroaryl} is as

defined above,

30 (7) -OH,

(8) -C≡N,

(9) C₃-C₇ cycloalkyl, optionally substituted with one, two or three substituents selected from the group

consisting of -F, -Cl, -OH, -SH, -C≡N, -CF₃, C₁-C₃ alkoxy, and -NR_{1-a}R_{1-b} where R_{1-a} and R_{1-b} are -H or C₁-C₆ alkyl,

(10) -CO-(C₁-C₄ alkyl),

(11) -SO₂-NR_{1-a}R_{1-b} where R_{1-a} and R_{1-b} are as defined above,

(12) -CO-NR_{1-a}R_{1-b} where R_{1-a} and R_{1-b} are as defined above,

(13) -SO₂-(C₁-C₄ alkyl),

and when there is a saturated carbon atom in R_c-cycle

(14) oxo,

(15) oxime

(16) ketal rings of 5 to 7 members

and (17) a spirocyclic ring having from 3 to 7 atoms comprising carbon and when the ring size is 4-7 atoms

optionally up to 2 of O, S(O)₍₀₋₂₎ and NR_a,

(III) -(CR_{C-x}R_{C-y})₀₋₄-heteroaryl,

(IV) -(CR_{C-x}R_{C-y})₀₋₄-aryl-aryl,

(V) -(CR_{C-x}R_{C-y})₀₋₄-aryl-heteroaryl,

(VI) -(CR_{C-x}R_{C-y})₀₋₄-heteroaryl-aryl,

(VII) -(CR_{C-x}R_{C-y})₀₋₄-heteroaryl-heteroaryl,

(VIII) -(CR_{C-x}R_{C-y})₀₋₄-aryl-heterocycle,

(IX) -(CR_{C-x}R_{C-y})₀₋₄-heteroaryl-heterocycle,

(XI) -(CR_{C-x}R_{C-y})₀₋₄-heterocycle-aryl,

(XII) -(CR_{C-x}R_{C-y})₀₋₄-heterocycle-heteroaryl,

(XIII) -(CR_{C-x}R_{C-y})₀₋₄-heterocycle-heterocycle,

(XIII) -[C(R_{C-1})(R_{C-2})]₁₋₃-[CO]₀₋₁-N-(R_{C-3})₂ where each R_{C-1} is the same or different and is selected from the group consisting of: H, C₁₋₄ alkyl and C₁₋₄ alkoxy and

where each R_{C-2} and R_{C-3} is independently selected from

(A) -C₁-C₆ alkyl, optionally substituted with one, two or three substituents selected from the group consisting of C₁-C₃ alkyl, -F, -Cl, -Br, -I, -OH, -SH, -C≡N, -CF₃, C₁-C₆ alkoxy, -O-phenyl, and -NR_{1-a}R_{1-b} where R_{1-a} and R_{1-b} are as defined above,

(B) C₂-C₆ alkenyl or alkynyl with one or two unsaturated bonds, optionally substituted with one, two or three substituents selected from the group consisting of C₁-C₃ alkyl, -F, -Cl, -Br, -I, -OH, -SH, -C≡N, -CF₃, C₁-C₆ alkoxy, -O-phenyl, and

-NR_{1-a}R_{1-b} where R_{1-a} and R_{1-b} are as defined above,

(C) -(CH₂)₁₋₂-S(O)₀₋₂-(C₁-C₆ alkyl),

(D) -(CH₂)₀₋₄-C₃-C₇ cycloalkyl optionally substituted with one, two or three substituents selected from the group consisting of C₁-C₃ alkyl, -F, -Cl,

-Br, -I, -OH, -SH, -C≡N, -CF₃, C₁-C₆ alkoxy, -O-phenyl, -NR_{1-a}R_{1-b} where R_{1-a} and R_{1-b} are as defined above,

(E) -(CH₂)₀₋₄-5-7 membered heterocycle optionally substituted with one, two or three substituents selected from the group consisting of C₁-C₃ alkyl, -F, -Cl,

-Br, -I, -OH, -SH, -C≡N, -CF₃, C₁-C₆ alkoxy, -O-phenyl, oxo, -NR_{1-a}R_{1-b} where R_{1-a} and R_{1-b} are as defined above,

(XIV) -CH(aryl)₂ where each aryl is the same or different,

(XV) -CH(heteroaryl)₂ where each heteroaryl is the same or different and are as defined above,

(XVI) -CH(aryl)(heteroaryl),

wherein R_N is R'₁₀₀, -(CRR')₁₋₆R'₁₀₀, -(CRR')₀₋₆R₁₀₀, -(CRR')₁₋₆-O-R'₁₀₀, -(CRR')₁₋₆-S-R'₁₀₀, -(CRR')₁₋₆-C(=O)-R₁₀₀, -(CRR')₁₋₆-SO₂-R₁₀₀, -(CRR')₁₋₆-NR₁₀₀-R'₁₀₀ or -SO₂R'₁₀₀, with the proviso that when R_N is -SO₂R'₁₀₀, X is not -S(=O)_n- or -C(=S)-; wherein

R₁₀₀ and R'₁₀₀ independently represent aryl, heteroaryl, -aryl-W-aryl, -aryl-W-heteroaryl, -aryl-W-heterocyclyl, -heteroaryl-W-aryl, -heteroaryl-W-heteroaryl, -heteroaryl-W-heterocyclyl, -heterocyclyl-W-aryl, -heterocyclyl-W-heteroaryl, -heterocyclyl-W-heterocyclyl, -CH[(CH₂)₀₋₂-O-R₁₅₀]- (CH₂)₀₋₂-aryl, -CH[(CH₂)₀₋₂-O-R₁₅₀]- (CH₂)₀₋₂-heterocyclyl or -CH[(CH₂)₀₋₂-O-R₁₅₀]- (CH₂)₀₋₂-heteroaryl, where the ring portions of each are optionally

substituted with 1, 2, or 3 groups independently selected from

5 -OR, -NO₂, halogen, -C≡N, -OCF₃, -CF₃, -(CH₂)₀₋₄-O-P(=O)(OR)(OR'), -(CH₂)₀₋₄-CO-NR₁₀₅R'₁₀₅, -(CH₂)₀₋₄-O-(CH₂)₀₋₄-CONR₁₀₂R'₁₀₂', -(CH₂)₀₋₄-CO-(C₁-C₁₂ alkyl), -(CH₂)₀₋₄-CO-(C₂-C₁₂ alkenyl), -(CH₂)₀₋₄-CO-(C₂-C₁₂ alkynyl), -(CH₂)₀₋₄-CO-(CH₂)₀₋₄(C₃-C₇ cycloalkyl), -(CH₂)₀₋₄-R₁₁₀, -(CH₂)₀₋₄-R₁₂₀, -(CH₂)₀₋₄-R₁₃₀, -(CH₂)₀₋₄-CO-R₁₁₀, -(CH₂)₀₋₄-CO-R₁₂₀, -(CH₂)₀₋₄-CO-R₁₃₀, -(CH₂)₀₋₄-CO-R₁₄₀, -(CH₂)₀₋₄-CO-O-R₁₅₀, -(CH₂)₀₋₄-SO₂-NR₁₀₅R'₁₀₅, -(CH₂)₀₋₄-SO-(C₁-C₈ alkyl), -(CH₂)₀₋₄-SO₂-(C₁-C₁₂ alkyl), -(CH₂)₀₋₄-SO₂-(CH₂)₀₋₄-(C₃-C₇ cycloalkyl), -(CH₂)₀₋₄-N(R₁₅₀)-CO-O-R₁₅₀, -(CH₂)₀₋₄-N(R₁₅₀)-CO-N(R₁₅₀)₂, -(CH₂)₀₋₄-N(R₁₅₀)-CS-N(R₁₅₀)₂, -(CH₂)₀₋₄-N(R₁₅₀)-CO-R₁₀₅, -(CH₂)₀₋₄-NR₁₀₅R'₁₀₅, -(CH₂)₀₋₄-R₁₄₀, -(CH₂)₀₋₄-O-CO-(C₁-C₆ alkyl), -(CH₂)₀₋₄-O-P(O)-(O-R₁₁₀)₂, -(CH₂)₀₋₄-O-CO-N(R₁₅₀)₂, -(CH₂)₀₋₄-O-CS-N(R₁₅₀)₂, -(CH₂)₀₋₄-O-(R₁₅₀), -(CH₂)₀₋₄-O-R₁₅₀'-COOH, -(CH₂)₀₋₄-S-(R₁₅₀), -(CH₂)₀₋₄-N(R₁₅₀)-SO₂-R₁₀₅, -(CH₂)₀₋₄-C₃-C₇ cycloalkyl, (C₂-C₁₀) alkenyl, or (C₂-C₁₀) alkynyl,

10
15
20 or

R₁₀₀ is C₁-C₁₀ alkyl optionally substituted with 1, 2, or 3 R₁₁₅ groups, or

R₁₀₀ is -(C₁-C₆ alkyl)-O-(C₁-C₆ alkyl) or -(C₁-C₆ alkyl)-S-(C₁-C₆ alkyl), each of which is optionally substituted with 1, 2, or 3 R₁₁₅ groups, or

25

R₁₀₀ is C₃-C₈ cycloalkyl optionally substituted with 1, 2, or 3 R₁₁₅ groups;

W is -(CH₂)₀₋₄-, -O-, -S(O)₀₋₂-, -N(R₁₃₅)-, -CR(OH)- or -C(O)-;

R₁₀₂ and R₁₀₂' independently are hydrogen, or

30 C₁-C₁₀ alkyl optionally substituted with 1, 2, or 3 groups that are independently halogen, aryl or -R₁₁₀;

R₁₀₅ and R'₁₀₅ independently represent -H, -R₁₁₀, -R₁₂₀, C₃-C₇ cycloalkyl, -(C₁-C₂ alkyl)-(C₃-C₇ cycloalkyl), -(C₁-C₆ alkyl)-O-(C₁-C₃ alkyl), C₂-C₆ alkenyl, C₂-C₆ alkynyl, or C₁-

C₆ alkyl chain with one double bond and one triple bond,
or

C₁-C₆ alkyl optionally substituted with -OH or -NH₂; or,

C₁-C₆ alkyl optionally substituted with 1, 2, or 3 groups
5 independently selected from halogen, or

R₁₀₅ and R'₁₀₅ together with the atom to which they are attached
form a 3 to 7 membered carbocyclic ring, where one member
is optionally a heteratom selected from -O-, -S(O)₀₋₂-, -
N(R₁₃₅)-, the ring being optionally substituted with 1, 2
10 or three R₁₄₀ groups;

R₁₁₅ at each occurrence is independently halogen, -OH, -CO₂R₁₀₂,
-C₁-C₆ thioalkoxy, -CO₂-phenyl, -NR₁₀₅R'₁₃₅, -SO₂-(C₁-C₈
alkyl), -C(=O)R₁₈₀, R₁₈₀, -CONR₁₀₅R'₁₀₅, -SO₂NR₁₀₅R'₁₀₅, -NH-CO-
(C₁-C₆ alkyl), -NH-C(=O)-OH, -NH-C(=O)-OR, -NH-C(=O)-O-
15 phenyl, -O-C(=O)-(C₁-C₆ alkyl), -O-C(=O)-amino, -O-C(=O)-
mono- or dialkylamino, -O-C(=O)-phenyl, -O-(C₁-C₆ alkyl)-
CO₂H, -NH-SO₂-(C₁-C₆ alkyl), C₁-C₆ alkoxy or C₁-C₆
haloalkoxy;

R₁₃₅ is C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₃-C₇
20 cycloalkyl, -(CH₂)₀₋₂-(aryl), -(CH₂)₀₋₂-(heteroaryl), or -
(CH₂)₀₋₂-(heterocyclyl);

R₁₄₀ is heterocyclyl optionally substituted with 1, 2, 3, or 4
groups independently selected from C₁-C₆ alkyl, C₁-C₆
alkoxy, halogen, hydroxy, cyano, nitro, amino, mono(C₁-
25 C₆)alkylamino, di(C₁-C₆)alkylamino, C₂-C₆ alkenyl, C₂-C₆
alkynyl, C₁-C₆ haloalkyl, C₁-C₆ haloalkoxy, amino(C₁-
C₆)alkyl, mono(C₁-C₆)alkylamino(C₁-C₆)alkyl, di(C₁-
C₆)alkylamino(C₁-C₆)alkyl, and =O;

R₁₅₀ is hydrogen, C₃-C₇ cycloalkyl, -(C₁-C₂ alkyl)-(C₃-C₇
30 cycloalkyl), C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ alkyl with
one double bond and one triple bond, -R₁₁₀, -R₁₂₀, or
C₁-C₆ alkyl optionally substituted with 1, 2, 3, or 4
groups independently selected from -OH, -NH₂, C₁-C₃
alkoxy, R₁₁₀, and halogen;

R_{150'} is C₃-C₇ cycloalkyl, -(C₁-C₃ alkyl)-(C₃-C₇ cycloalkyl), C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ alkyl with one double bond and one triple bond, -R₁₁₀, -R₁₂₀, or

5 C₁-C₆ alkyl optionally substituted with 1, 2, 3, or 4 groups independently selected from -OH, -NH₂, C₁-C₃ alkoxy, R₁₁₀, and halogen;

R₁₈₀ is selected from morpholinyl, thiomorpholinyl, piperazinyl, piperidinyl, homomorpholinyl, homothiomorpholinyl, homothiomorpholinyl S-oxide, 10 homothiomorpholinyl S,S-dioxide, pyrrolinyl and pyrrolidinyl, each of which is optionally substituted with 1, 2, 3, or 4 groups independently selected from C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, hydroxy, cyano, nitro, amino, mono(C₁-C₆)alkylamino, di(C₁-C₆)alkylamino, C₂-C₆ 15 alkenyl, C₂-C₆ alkynyl, C₁-C₆ haloalkyl, C₁-C₆ haloalkoxy, amino(C₁-C₆)alkyl, mono(C₁-C₆)alkylamino(C₁-C₆)alkyl, di(C₁-C₆)alkylamino(C₁-C₆)alkyl, and =O;

R₁₁₀ is aryl optionally substituted with 1 or 2 R₁₂₅ groups;

R₁₂₅ at each occurrence is independently halogen, amino, mono- 20 or dialkylamino, -OH, -C≡N, -SO₂-NH₂, -SO₂-NH-C₁-C₆ alkyl, -SO₂-N(C₁-C₆ alkyl)₂, -SO₂-(C₁-C₄ alkyl), -CO-NH₂, -CO-NH-C₁-C₆ alkyl, or -CO-N(C₁-C₆ alkyl)₂, or C₁-C₆ alkyl, C₂-C₆ alkenyl or C₂-C₆ alkynyl, each of which is optionally substituted with 1, 2, or 3 groups 25 that are independently selected from C₁-C₃ alkyl, halogen, -OH, -SH, -C≡N, -CF₃, C₁-C₃ alkoxy, amino, and mono- and dialkylamino, or C₁-C₆ alkoxy optionally substituted with one, two or three of halogen;

30 R₁₂₀ is heteroaryl, which is optionally substituted with 1 or 2 R₁₂₅ groups; and

R₁₃₀ is heterocyclyl optionally substituted with 1 or 2 R₁₂₅ groups; and

R₂ is selected from the group consisting of H; C₁-C₆ alkyl, optionally substituted with 1, 2, or 3 substituents that are independently selected from the group consisting of C₁-C₃ alkyl, halogen, -OH, -SH, -C≡N, -CF₃, C₁-C₃ alkoxy, and -NR_{1-a}R_{1-b}; wherein

R_{1-a} and R_{1-b} are -H or C₁-C₆ alkyl; -(CH₂)₀₋₄-aryl; -(CH₂)₀₋₄-heteroaryl; C₂-C₆ alkenyl; C₂-C₆ alkynyl; -CONR_{N-2}R_{N-3}; -SO₂NR_{N-2}R_{N-3}; -CO₂H; and -CO₂-(C₁-C₄ alkyl);

R₃ is selected from the group consisting of H; C₁-C₆ alkyl, optionally substituted with 1, 2, or 3 substituents independently selected from the group consisting of C₁-C₃ alkyl, halogen, -OH, -SH, -C≡N, -CF₃, C₁-C₃ alkoxy, and -NR_{1-a}R_{1-b}; -(CH₂)₀₋₄-aryl; -(CH₂)₀₋₄-heteroaryl; C₂-C₆ alkenyl; C₂-C₆ alkynyl; -CO-NR_{N-2}R_{N-3}; -SO₂-NR_{N-2}R_{N-3}; -CO₂H; and -CO-O-(C₁-C₄ alkyl);

wherein

R_{N-2} and R_{N-3} at each occurrence are independently selected from the group consisting of -C₁-C₈ alkyl optionally substituted with 1, 2, or 3 groups independently selected from the group consisting of -OH, -NH₂, phenyl and halogen; -C₃-C₈ cycloalkyl; -(C₁-C₂ alkyl)-(C₃-C₈ cycloalkyl); -(C₁-C₆ alkyl)-O-(C₁-C₃ alkyl); -C₂-C₆ alkenyl; -C₂-C₆ alkynyl; -C₁-C₆ alkyl chain with one double bond and one triple bond; aryl; heteroaryl; heterocycloalkyl; or

R_{N-2}, R_{N-3} and the nitrogen to which they are attached form a 5, 6, or 7 membered heterocycloalkyl or heteroaryl group, wherein said heterocycloalkyl or heteroaryl group is optionally fused to a benzene, pyridine, or pyrimidine ring, and said groups are unsubstituted or substituted with 1, 2, 3, 4, or 5 groups that at each occurrence are independently C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, halo C₁-C₆ alkyl, halo C₁-C₆ alkoxy, -CN, -NO₂, -NH₂, NH(C₁-C₆ alkyl), N(C₁-C₆ alkyl)(C₁-C₆

alkyl), -OH, -C(O)NH₂, -C(O)NH(C₁-C₆ alkyl), -C(O)N(C₁-C₆ alkyl)(C₁-C₆ alkyl), C₁-C₆ alkoxy C₁-C₆ alkyl, C₁-C₆ thioalkoxy, and C₁-C₆ thioalkoxy C₁-C₆ alkyl; or wherein,

5 R₂, R₃ and the carbon to which they are attached form a carbocycle of three thru seven carbon atoms, wherein one carbon atom is optionally replaced by a group selected from -O-, -S-, -SO₂-, and -NR_{N-2}-.

The invention also provides methods for preparing compounds of formulas I or IA and the pharmaceutically acceptable salts and esters thereof where variables are as defined herein.

The invention also includes a method of treating a patient who has, or in preventing a patient from getting, a disease or condition selected from the group consisting of Alzheimer's disease, for helping prevent or delay the onset of Alzheimer's disease, for treating patients with mild cognitive impairment (MCI) and preventing or delaying the onset of Alzheimer's disease in those who would progress from MCI to AD, for treating Down's syndrome, for treating humans who have Hereditary Cerebral Hemorrhage with Amyloidosis of the Dutch-Type, for treating cerebral amyloid angiopathy and preventing its potential consequences, i.e. single and recurrent lobar hemorrhages, for treating other degenerative dementias, including dementias of mixed vascular and degenerative origin, dementia associated with Parkinson's disease, dementia associated with progressive supranuclear palsy, dementia associated with cortical basal degeneration, or diffuse Lewy body type of Alzheimer's disease and who is in need of such treatment which comprises administration of a therapeutically effective amount of a compound of formula I or IA or a pharmaceutically acceptable salt or ester thereof.

The invention also includes methods for inhibiting beta-secretase activity, for inhibiting cleavage of amyloid precursor protein (APP), in a reaction mixture, at a site

between Met596 and Asp597, numbered for the APP-695 amino acid isotype; or at a corresponding site of an isotype or mutant thereof, for inhibiting production of amyloid beta peptide (A beta) in a cell, for inhibiting the production of beta-amyloid plaque in an animal, and for treating or preventing a disease characterized by beta-amyloid deposits in the brain which comprise administration of a therapeutically effective amount of a compound of formula I or IA or a pharmaceutically acceptable salt or ester thereof.

10 The invention also includes a pharmaceutical composition that comprises a compound of formula I or IA or a pharmaceutically acceptable salt or ester thereof, and one or more pharmaceutically acceptable carriers.

The invention also includes the use of a compound of formula I or IA or a pharmaceutically acceptable salt or ester thereof for the manufacture of a medicament for use in treating a patient who has, or in preventing a patient from getting, a disease or condition selected from the group consisting of Alzheimer's disease, for helping prevent or delay the onset of Alzheimer's disease, for treating patients with mild cognitive impairment (MCI) and preventing or delaying the onset of Alzheimer's disease in those who would progress from MCI to AD, for treating Down's syndrome, for treating humans who have Hereditary Cerebral Hemorrhage with Amyloidosis of the Dutch-Type, for treating cerebral amyloid angiopathy and preventing its potential consequences, i.e. single and recurrent lobar hemorrhages, for treating other degenerative dementias, including dementias of mixed vascular and degenerative origin, dementia associated with Parkinson's disease, dementia associated with progressive supranuclear palsy, dementia associated with cortical basal degeneration, diffuse Lewy body type of Alzheimer's disease and who is in need of such treatment.

The invention provides compounds, compositions, kits, and methods for inhibiting beta-secretase-mediated cleavage of amyloid precursor protein (APP). More particularly, the compounds, compositions, and methods of the invention are effective to inhibit the production of A beta peptide and to treat or prevent any human or veterinary disease or condition associated with a pathological form of A beta peptide.

The compounds, compositions, and methods of the invention are useful for treating humans who have Alzheimer's Disease (AD), for helping prevent or delay the onset of AD, for treating patients with mild cognitive impairment (MCI), and preventing or delaying the onset of AD in those patients who would otherwise be expected to progress from MCI to AD, for treating Down's syndrome, for treating Hereditary Cerebral Hemorrhage with Amyloidosis of the Dutch Type, for treating cerebral beta-amyloid angiopathy and preventing its potential consequences such as single and recurrent lobar hemorrhages, for treating other degenerative dementias, including dementias of mixed vascular and degenerative origin, for treating dementia associated with Parkinson's disease, dementia associated with progressive supranuclear palsy, dementia associated with cortical basal degeneration, and diffuse Lewy body type AD.

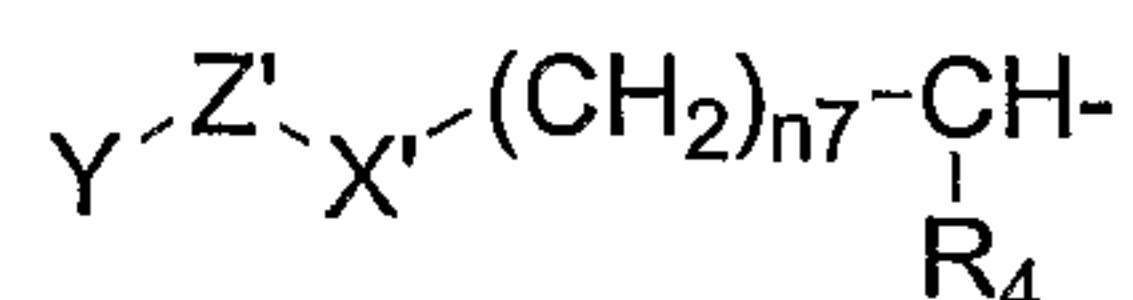
The invention also provides intermediates and methods useful for preparing the compounds of Formula I and IA, or pharmaceutically acceptable salts or esters thereof.

The compounds of the invention possess beta-secretase inhibitory activity. The inhibitory activities of the compounds of the invention are readily demonstrated, for example, using one or more of the assays described herein or known in the art.

Detailed Description of the Invention

As noted above, a broad aspect of the invention is directed to a compound of formula I and to the pharmaceutically acceptable salts and esters thereof.

5 In a preferred embodiment, when X is SO₂, T is not absent. In alternative embodiment, R_N is



wherein

10 R₄ is selected from the group consisting of H; NH₂; -NH-(CH₂)_{n₆}-R₄₋₁; -NHR₈; -NR₅₀C(O)R₅; C₁-C₄ alkyl-NHC(O)R₅; -(CH₂)₀₋₄R₈; -O-C₁-C₄ alkanoyl; OH; C₆-C₁₀ aryloxy optionally substituted with 1, 2, or 3 groups that are independently halogen, C₁-C₄ alkyl, -CO₂H, -C(O)-C₁-C₄ alkoxy, or C₁-C₄ alkoxy; C₁-C₆ alkoxy; aryl C₁-C₄ alkoxy; -NR₅₀CO₂R₅₁; -C₁-C₄ alkyl-NR₅₀CO₂R₅₁; -C≡N; -CF₃; -CF₂-CF₃; -C≡CH; -CH₂-CH=CH₂; - (CH₂)₁₋₄-R₄₋₁; -(CH₂)₁₋₄-NH-R₄₋₁; -O-(CH₂)_{n₆}-R₄₋₁; -S-(CH₂)_{n₆}-R₄₋₁; -(CH₂)₀₋₄-NHC(O)-(CH₂)₀₋₆-R₅₂; -(CH₂)₀₋₄-R₅₃-(CH₂)₀₋₄-R₅₄;

wherein

20 n₆ is 0, 1, 2, or 3;

n₇ is 0, 1, 2, or 3;

R₄₋₁ is selected from the group consisting of -SO₂-(C₁-C₈ alkyl), -SO-(C₁-C₈ alkyl), -S-(C₁-C₈ alkyl), -S-CO-(C₁-C₆ alkyl), -SO₂-NR₄₋₂R₄₋₃; -CO-C₁-C₂ alkyl; -CO-NR₄₋₃R₄₋₄;

R₄₋₂ and R₄₋₃ are independently H, C₁-C₃ alkyl, or C₃-C₆ cycloalkyl;

R₄₋₄ is alkyl, arylalkyl, alkanoyl, or arylalkanoyl;

R₄₋₆ is-H or C₁-C₆ alkyl;

30 R₅ is selected from the group consisting of C₃-C₇ cycloalkyl; C₁-C₆ alkyl optionally substituted with 1, 2, or 3 groups that are independently halogen, -NR₆R₇, C₁-C₄ alkoxy, C₅-C₆ heterocycloalkyl, C₅-C₆

heteroaryl, C₆-C₁₀ aryl, C₃-C₇ cycloalkyl C₁-C₄ alkyl,
 -S-C₁-C₄ alkyl, -SO₂-C₁-C₄ alkyl, -CO₂H, -CONR₆R₇, -CO₂-
 C₁-C₄ alkyl, C₆-C₁₀ aryloxy; heteroaryl optionally
 5 substituted with 1, 2, or 3 groups that are
 independently C₁-C₄ alkyl, C₁-C₄ alkoxy, halogen, C₁-C₄
 haloalkyl, or OH; heterocycloalkyl optionally
 substituted with 1, 2, or 3 groups that are
 independently C₁-C₄ alkyl, C₁-C₄ alkoxy, halogen, or
 C₂-C₄ alkanoyl; aryl optionally substituted with 1,
 10 2, 3, or 4 groups that are independently halogen, OH,
 C₁-C₄ alkyl, C₁-C₄ alkoxy, or C₁-C₄ haloalkyl; and
 -NR₆R₇; wherein

R₆ and R₇ are independently selected from the group
 consisting of H, C₁-C₆ alkyl, C₂-C₆ alkanoyl,
 15 phenyl, -SO₂-C₁-C₄ alkyl, phenyl C₁-C₄ alkyl;

R₈ is selected from the group consisting of -SO₂-
 heteroaryl, -SO₂-aryl, -SO₂-heterocycloalkyl, -SO₂-C₁-
 C₁₀ alkyl, -C(O)NHR₉, heterocycloalkyl, -S-C₁-C₆
 alkyl, -S-C₂-C₄ alkanoyl, wherein

20 R₉ is aryl C₁-C₄ alkyl, C₁-C₆ alkyl, or H;

R₅₀ is H or C₁-C₆ alkyl;

R₅₁ is selected from the group consisting of aryl C₁-C₄
 alkyl; C₁-C₆ alkyl optionally substituted with 1, 2,
 or 3 groups that are independently halogen, cyano,
 25 heteroaryl, -NR₆R₇, -C(O)NR₆R₇, C₃-C₇ cycloalkyl, or
 -C₁-C₄ alkoxy; heterocycloalkyl optionally
 substituted with 1 or 2 groups that are independently
 C₁-C₄ alkyl, C₁-C₄ alkoxy, halogen, C₂-C₄ alkanoyl,
 aryl C₁-C₄ alkyl, and -SO₂ C₁-C₄ alkyl; alkenyl;
 30 alkynyl; heteroaryl optionally substituted with 1, 2,
 or 3 groups that are independently OH, C₁-C₄ alkyl,
 C₁-C₄ alkoxy, halogen, NH₂, NH(C₁-C₆ alkyl) or N(C₁-C₆
 alkyl)(C₁-C₆ alkyl); heteroarylalkyl optionally
 substituted with 1, 2, or 3 groups that are

independently C₁-C₄ alkyl, C₁-C₄ alkoxy, halogen, NH₂, NH(C₁-C₆ alkyl) or N(C₁-C₆ alkyl)(C₁-C₆ alkyl); aryl; heterocycloalkyl; C₃-C₈ cycloalkyl; and cycloalkylalkyl; wherein the aryl; heterocycloalkyl, C₃-C₈ cycloalkyl, and cycloalkylalkyl groups are optionally substituted with 1, 2, 3, 4 or 5 groups that are independently halogen, CN, NO₂, C₁-C₆ alkyl, C₁-C₆ alkoxy, C₂-C₆ alkanoyl, C₁-C₆ haloalkyl, C₁-C₆ haloalkoxy, hydroxy, C₁-C₆ hydroxyalkyl, C₁-C₆ alkoxy C₁-C₆ alkyl, C₁-C₆ thioalkoxy, C₁-C₆ thioalkoxy C₁-C₆ alkyl, or C₁-C₆ alkoxy C₁-C₆ alkoxy;

R₅₂ is heterocycloalkyl, heteroaryl, aryl, cycloalkyl, -S(O)₀₋₂-C₁-C₆ alkyl, CO₂H, -C(O)NH₂, -C(O)NH(alkyl), -C(O)N(alkyl)(alkyl), -CO₂-alkyl, -NHS(O)₀₋₂-C₁-C₆ alkyl, -N(alkyl)S(O)₀₋₂-C₁-C₆ alkyl, -S(O)₀₋₂-heteroaryl, -S(O)₀₋₂-aryl, -NH(arylalkyl), -N(alkyl)(arylalkyl), thioalkoxy, or alkoxy, each of which is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkyl, alkoxy, thioalkoxy, halogen, haloalkyl, haloalkoxy, alkanoyl, NO₂, CN, alkoxy carbonyl, or aminocarbonyl;

R₅₃ is absent, -O-, -C(O)-, -NH-, -N(alkyl)-, -NH-S(O)₀₋₂-, -N(alkyl)-S(O)₀₋₂-, -S(O)₀₋₂-NH-, -S(O)₀₋₂-N(alkyl)-, -NH-C(S)-, or -N(alkyl)-C(S)-;

R₅₄ is heteroaryl, aryl, arylalkyl, heterocycloalkyl, CO₂H, -CO₂-alkyl, -C(O)NH(alkyl), -C(O)N(alkyl)(alkyl), -C(O)NH₂, C₁-C₈ alkyl, OH, aryloxy, alkoxy, arylalkoxy, NH₂, NH(alkyl), N(alkyl)(alkyl), or -C₁-C₆ alkyl-CO₂-C₁-C₆ alkyl, each of which is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkyl, alkoxy, CO₂H, -CO₂-alkyl, thioalkoxy, halogen, haloalkyl, haloalkoxy, hydroxyalkyl, alkanoyl, NO₂, CN, alkoxy carbonyl, or aminocarbonyl;

X' is selected from the group consisting of -C₁-C₆ alkylidenyl optionally optionally substituted with 1, 2, or 3 methyl groups; and -NR₄₋₆-; or

R₄ and R₄₋₆ combine to form -(CH₂)_{n₁₀}-, wherein

5 n₁₀ is 1, 2, 3, or 4;

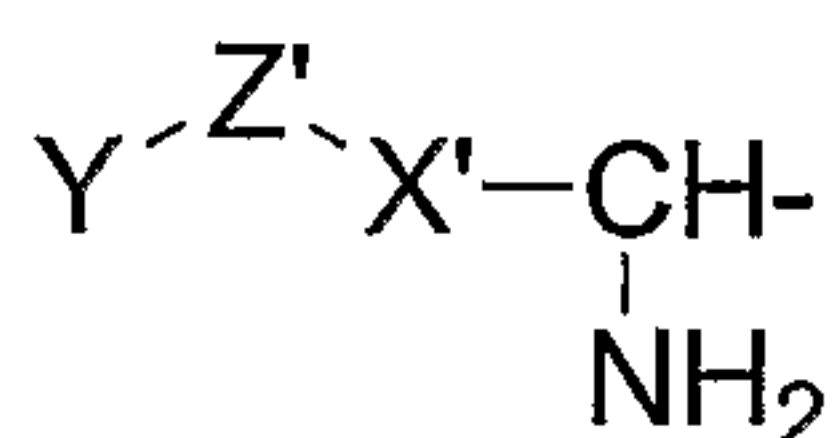
Z' is selected from the group consisting of a bond; SO₂; SO; S; and C(O);

Y is selected from the group consisting of H; C₁-C₄ haloalkyl; C₅-C₆ heterocycloalkyl; C₆-C₁₀ aryl; OH; -N(Y₁)(Y₂); C₁-C₁₀ alkyl optionally substituted with 1 thru 3 substituents which can be the same or different and are selected from the group consisting of halogen, hydroxy, alkoxy, thioalkoxy, and haloalkoxy; C₃-C₈ cycloalkyl optionally substituted with 1, 2, or 3 groups independently selected from C₁-C₃ alkyl, and halogen; alkoxy; aryl optionally substituted with halogen, alkyl, alkoxy, CN or NO₂; arylalkyl optionally substituted with halogen, alkyl, alkoxy, CN or NO₂; wherein

Y₁ and Y₂ are the same or different and are H; C₁-C₁₀ alkyl optionally substituted with 1, 2, or 3 substituents selected from the group consisting of halogen, C₁-C₄ alkoxy, C₃-C₈ cycloalkyl, and OH; C₂-C₆ alkenyl; C₂-C₆ alkanoyl; phenyl; -SO₂-C₁-C₄ alkyl; phenyl C₁-C₄ alkyl; or C₃-C₈ cycloalkyl C₁-C₄ alkyl; or

25 Y₁, Y₂ and the nitrogen to which they are attached form a ring selected from the group consisting of piperazinyl, piperidinyl, morpholinyl, and pyrrolidinyl, wherein each ring is optionally substituted with 1, 2, 3, or 4 groups that are independently C₁-C₆ alkyl, C₁-C₆ alkoxy, C₁-C₆ alkoxy C₁-C₆ alkyl, or halogen.

30 In still another alternative embodiment, R_N is



wherein

X' is C₁-C₄ alkylidenyl optionally substituted with 1, 2, or 3 methyl groups; or -NR₄₋₆-, where R₄₋₆ is-H or C₁-C₆ alkyl; or

R₄ and R₄₋₆ combine to form -(CH₂)_{n₁₀}-, where R₄ and R₄₋₆ are
5 as defined above, wherein

n₁₀ is 1, 2, 3, or 4;

Z' is selected from a bond; SO₂; SO; S; and C(O);

Y is selected from H; C₁-C₄ haloalkyl; C₅-C₆ heterocycloalkyl containing at least one N, O, or S; phenyl;
10 OH; -N(Y₁)(Y₂); C₁-C₁₀ alkyl optionally substituted with 1 thru 3 substituents which can be the same or different and are selected from halogen, hydroxy, alkoxy, thioalkoxy, and haloalkoxy; C₃-C₈ cycloalkyl optionally substituted with 1, 2, or 3 groups independently selected from C₁-C₃ alkyl, and
15 halogen; alkoxy; phenyl optionally substituted with halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy, CN or NO₂; phenyl C₁-C₄ alkyl optionally substituted with halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy, CN or NO₂; wherein

Y₁ and Y₂ are the same or different and are H; C₁-C₁₀ alkyl
20 optionally substituted with 1, 2, or 3 substituents selected from the group consisting of halogen, C₁-C₄ alkoxy, C₃-C₈ cycloalkyl, and OH; C₂-C₆ alkenyl; C₂-C₆ alkanoyl; phenyl; -SO₂-C₁-C₄ alkyl; phenyl C₁-C₄ alkyl; and C₃-C₈ cycloalkyl C₁-C₄ alkyl; or

25 -N(Y₁)(Y₂) forms a ring selected from piperazinyl, piperidinyl, morpholinyl, and pyrrolidinyl, wherein each ring is optionally substituted with 1, 2, 3, or 4 groups that are independently C₁-C₆ alkyl, C₁-C₆ alkoxy, C₁-C₆ alkoxy C₁-C₆ alkyl, or halogen.

30 In another embodiment, R_N is R_{N-5} wherein R_{N-5} is selected from the group consisting of C₁-C₆ alkyl, -(CH₂)₀₋₂-aryl, C₂-C₆ alkenyl containing one or two double bonds, C₂-C₆ alkynyl containing one or two triple bonds, C₃-C₇ cycloalkyl, and (CH₂)₀₋₂-heteroaryl.

In a preferred embodiment, R_1 is $(CH_2)_{n_1}-(R_{1-aryl})$ where n_1 is zero or one and R_{1-aryl} is phenyl optionally substituted with 1, 2, 3, or 4 groups independently selected from C_1-C_6 alkyl optionally substituted with 1, 2, or 3 substituents selected
 5 from the group consisting of C_1-C_3 alkyl, halogen, $-OH$, $-SH$, $-NR_{1-a}R_{1-b}$, $-C\equiv N$, $-CF_3$, and C_1-C_3 alkoxy; halogen; C_1-C_6 alkoxy; $-NR_{N-2}R_{N-3}$; and OH ; wherein

R_{1-a} and R_{1-b} are $-H$ or C_1-C_6 alkyl;

R_{N-2} and R_{N-3} at each occurrence are independently selected
 10 from the group consisting of $-C_1-C_8$ alkyl optionally substituted with 1, 2, or 3 groups independently selected from the group consisting of $-OH$, $-NH_2$, phenyl and halogen; $-C_3-C_8$ cycloalkyl; $-(C_1-C_2 \text{ alkyl})-(C_3-C_8 \text{ cycloalkyl})$; $-(C_1-C_6 \text{ alkyl})-O-(C_1-C_3 \text{ alkyl})$; $-C_2-C_6$ alkenyl; $-C_2-C_6$ alkynyl; $-C_1-C_6$ alkyl chain with
 15 one double bond and one triple bond; aryl; heteroaryl; heterocycloalkyl;

or

R_{N-2} , R_{N-3} and the nitrogen to which they are attached form
 20 a 5, 6, or 7 membered heterocycloalkyl or heteroaryl group, wherein said heterocycloalkyl or heteroaryl group is optionally fused to a benzene, pyridine, or pyrimidine ring, and said groups are unsubstituted or substituted with 1, 2, 3, 4, or 5 groups that at each occurrence are independently C_1-C_6 alkyl,
 25 C_1-C_6 alkoxy, halogen, halo C_1-C_6 alkyl, halo C_1-C_6 alkoxy, $-CN$, $-NO_2$, $-NH_2$, $NH(C_1-C_6 \text{ alkyl})$, $N(C_1-C_6 \text{ alkyl})(C_1-C_6 \text{ alkyl})$, $-OH$, $-C(O)NH_2$, $-C(O)NH(C_1-C_6 \text{ alkyl})$, $-C(O)N(C_1-C_6 \text{ alkyl})(C_1-C_6 \text{ alkyl})$, C_1-C_6 alkoxy C_1-C_6 alkyl, C_1-C_6 thioalkoxy, and C_1-C_6 thioalkoxy C_1-C_6 alkyl.

30 In another preferred aspect,

R_1 is aryl, heteroaryl, heterocyclyl, $-C_1-C_6$ alkyl-aryl, $-C_1-C_6$ alkyl-heteroaryl, or $-C_1-C_6$ alkyl-heterocyclyl, where the ring portions of each are optionally substituted with 1, 2, 3, or 4 groups independently selected from halogen,

-OH, -SH, -C≡N, -NO₂, -NR₁₀₅R'₁₀₅, -CO₂R, -N(R)COR', or
 -N(R)SO₂R' (where R₁₀₅, R'₁₀₅, R and R' are as defined
 above), -C(=O)-(C₁-C₄) alkyl, -SO₂-amino, -SO₂-mono or
 dialkylamino, -C(=O)-amino, -C(=O)-mono or dialkylamino,
 5 -SO₂-(C₁-C₄) alkyl, or

C₁-C₆ alkoxy optionally substituted with 1, 2, or 3
 groups which are independently selected from
 halogen, or

C₃-C₇ cycloalkyl optionally substituted with 1, 2, or
 10 3 groups independently selected from halogen,
 -OH, -SH, -C≡N, -CF₃, C₁-C₃ alkoxy, amino, -C₁-C₆
 alkyl and mono- or dialkylamino, or

C₁-C₁₀ alkyl optionally substituted with 1, 2, or 3
 groups independently selected from halogen, -
 15 OH, -SH, -C≡N, -CF₃, -C₁-C₃ alkoxy, amino, mono-
 or dialkylamino and -C₁-C₃ alkyl, or

C₂-C₁₀ alkenyl or C₂-C₁₀ alkynyl each of which is
 optionally substituted with 1, 2, or 3 groups
 independently selected from halogen, -OH, -SH,
 20 -C≡N, -CF₃, C₁-C₃ alkoxy, amino, C₁-C₆ alkyl and
 mono- or dialkylamino; and the heterocyclyl
 group is optionally further substituted with
 oxo.

Preferred compounds of formula I also include those
 25 wherein R₁ is

-C₁-C₆ alkyl-aryl, -C₁-C₆ alkyl-heteroaryl, or -C₁-C₆
 alkyl-heterocyclyl, where the ring portions of each
 are optionally substituted with 1, 2, 3, or 4 groups
 independently selected from halogen, -OH, -SH, -C≡N,
 30 -NO₂, -NR₁₀₅R'₁₀₅, -CO₂R, -N(R)COR', or -N(R)SO₂R'
 (where R₁₀₅, R'₁₀₅, R and R' are as defined above),
 -C(=O)-(C₁-C₄) alkyl, -SO₂-amino, -SO₂-mono or
 dialkylamino, -C(=O)-amino, -C(=O)-mono or
 dialkylamino, -SO₂-(C₁-C₄) alkyl, or

C₁-C₆ alkoxy optionally substituted with 1, 2, or 3 groups which are independently selected from halogen, or

5 C₃-C₇ cycloalkyl optionally substituted with 1, 2, or 3 groups independently selected from halogen, -OH, -SH, -C≡N, -CF₃, C₁-C₃ alkoxy, amino, -C₁-C₆ alkyl and mono- or dialkylamino, or

10 C₁-C₁₀ alkyl optionally substituted with 1, 2, or 3 groups independently selected from halogen, -OH, -SH, -C≡N, -CF₃, -C₁-C₃ alkoxy, amino, mono- or dialkylamino and -C₁-C₃ alkyl, or

15 C₂-C₁₀ alkenyl or C₂-C₁₀ alkynyl each of which is optionally substituted with 1, 2, or 3 groups independently selected from halogen, -OH, -SH, -C≡N, -CF₃, C₁-C₃ alkoxy, amino, C₁-C₆ alkyl and mono- or dialkylamino; and the heterocyclyl group is optionally further substituted with oxo.

Preferred compounds of formula I further include those
20 wherein R₁ is

- (CH₂) -aryl, - (CH₂) -heteroaryl, or - (CH₂) -heterocyclyl, where the ring portions of each are optionally substituted with 1, 2, 3, or 4 groups independently selected from halogen, -OH, -SH, -C≡N, -NO₂, -
25 NR₁₀₅R'₁₀₅, -CO₂R, -N(R)COR', or -N(R)SO₂R' (where R₁₀₅, R'₁₀₅, R and R' are as defined above), -C(=O) - (C₁-C₄) alkyl, -SO₂-amino, -SO₂-mono or dialkylamino, -C(=O) - amino, -C(=O) -mono or dialkylamino, -SO₂ - (C₁-C₄) alkyl, or

30 C₁-C₆ alkoxy optionally substituted with 1, 2, or 3 groups which are independently selected from halogen, or

C₃-C₇ cycloalkyl optionally substituted with 1, 2, or 3 groups independently selected from halogen,

-OH, -SH, -C≡N, -CF₃, C₁-C₃ alkoxy, amino, -C₁-C₆ alkyl and mono- or dialkylamino, or C₁-C₁₀ alkyl optionally substituted with 1, 2, or 3 groups independently selected from halogen, -OH, -SH, -C≡N, -CF₃, -C₁-C₃ alkoxy, amino, mono- or dialkylamino and -C₁-C₃ alkyl, or C₂-C₁₀ alkenyl or C₂-C₁₀ alkynyl each of which is optionally substituted with 1, 2, or 3 groups independently selected from halogen, -OH, -SH, -C≡N, -CF₃, C₁-C₃ alkoxy, amino, C₁-C₆ alkyl and mono- or dialkylamino; and the heterocyclyl group is optionally further substituted with oxo.

Preferred compounds of formula I also include those wherein R₁ is

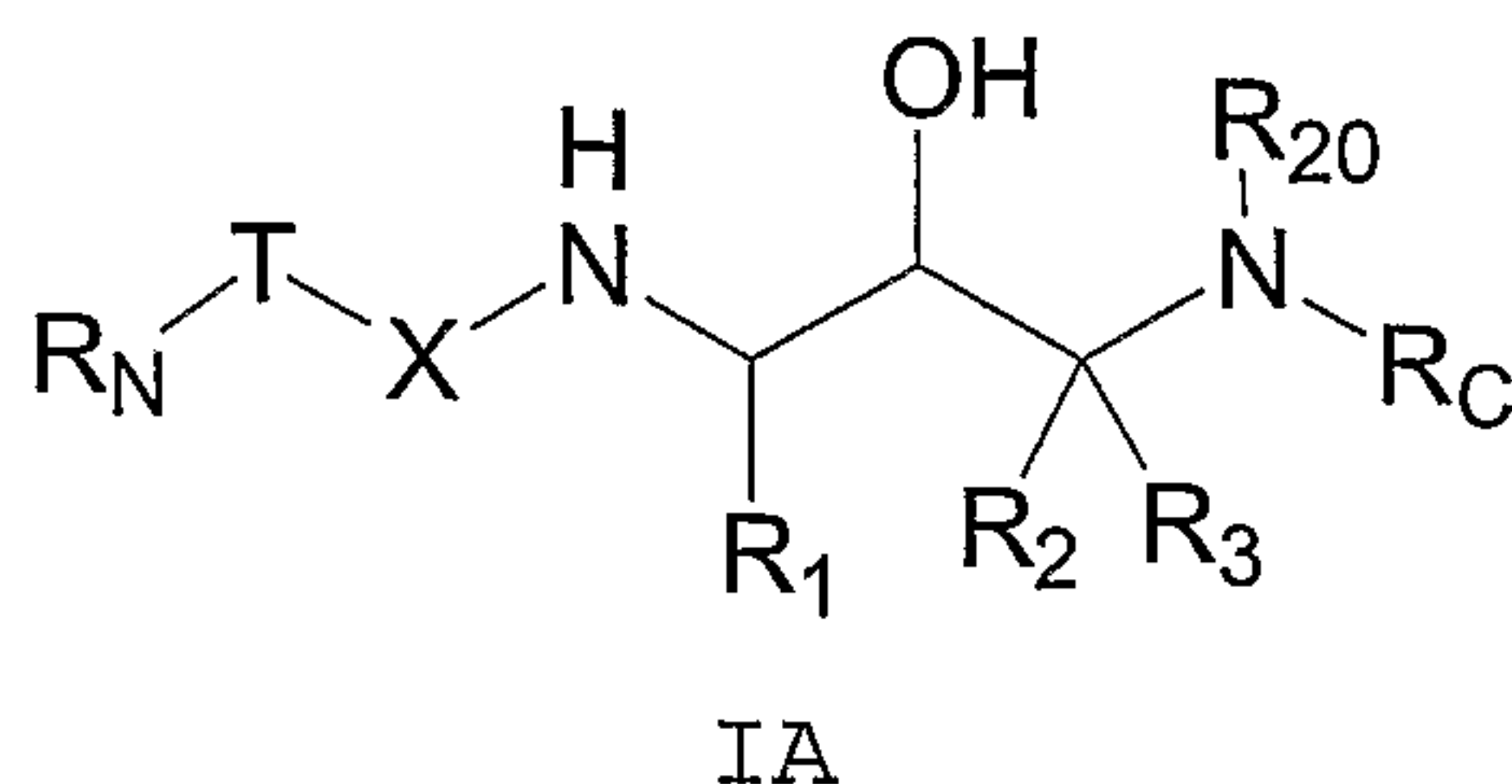
-CH₂-phenyl or -CH₂-pyridinyl where the ring portions of each are optionally substituted with 1, 2, 3, or 4 groups independently selected from halogen, C₁-C₄ alkoxy, hydroxy, -NO₂, and C₁-C₄ alkyl optionally substituted with 1, 2, or 3 substituents independently selected from halogen, OH, SH, NH₂, NH(C₁-C₆ alkyl), N-(C₁-C₆ alkyl)(C₁-C₆ alkyl), C≡N, CF₃.

Preferred compounds of formula I further include those wherein R₁ is -CH₂-phenyl or -CH₂-pyridinyl where the phenyl or pyridinyl rings are each optionally substituted with 1 or 2 groups independently selected from halogen, C₁-C₂ alkyl, C₁-C₂ alkoxy, hydroxy, -CF₃, and -NO₂.

Preferred compounds of formula I include those wherein R₁ is -CH₂-phenyl where the phenyl ring is optionally substituted with 2 groups independently selected from halogen, C₁-C₂ alkyl, C₁-C₂ alkoxy, hydroxy, and -NO₂.

Preferred compounds of formula I also include those wherein R₁ is benzyl, or 3,5-difluorobenzyl.

In a preferred aspect, the invention is directed to compounds of Formula IA,



5 or pharmaceutically acceptable salts or esters thereof wherein R_N , T, X, R_{20} , R_1 , R_2 , and R_3 are as defined above for Formula I; R_C is selected from $-(CH_2)_{0-3}-(C_3-C_8)$ cycloalkyl wherein the cycloalkyl is optionally substituted with 1, 2, or 3 groups independently selected from $-R_{205}$; and $-CO_2-(C_1-C_4$
 10 alkyl); $-(CR_{245}R_{250})_{0-4}$ -aryl; $-(CR_{245}R_{250})_{0-4}$ -heteroaryl;
 $-(CR_{245}R_{250})_{0-4}$ -heterocycloalkyl; $-(CR_{245}R_{250})_{0-4}$ -aryl-
 heteroaryl; $-(CR_{245}R_{250})_{0-4}$ -aryl-heterocycloalkyl;
 $-(CR_{245}R_{250})_{0-4}$ -aryl-aryl; $-(CR_{245}R_{250})_{0-4}$ -heteroaryl-aryl;
 $-(CR_{245}R_{250})_{0-4}$ -heteroaryl-heterocycloalkyl; $-(CR_{245}R_{250})_{0-4}$ -
 15 heteroaryl-heteroaryl; $-CHR_{245}-CHR_{250}$ -aryl; $-(CR_{245}R_{250})_{0-4}$ -
 heterocycloalkyl-heteroaryl; $-(CR_{245}R_{250})_{0-4}$ -
 heterocycloalkyl-heterocycloalkyl; $-(CR_{245}R_{250})_{0-4}$ -
 heterocycloalkyl-aryl; a monocyclic or bicyclic ring of 5,
 6, 7, 8, 9, or 10 carbons fused to 1 or 2 aryl (preferably
 20 phenyl), heteroaryl (preferably pyridyl, imidazolyl,
 thienyl, thiazolyl, or pyrimidyl), or heterocycloalkyl
 (preferably piperidinyl or piperazinyl) groups;
 wherein 1, 2 or 3 carbons of the monocyclic or bicyclic ring
 are optionally replaced with $-NH-$, $-N(CO)_{0-1}R_{215}-$,
 25 $-N(CO)_{0-1}R_{220}-$, $-O-$, or $-S(=O)_{0-2}-$, and wherein the
 monocyclic or bicyclic ring is optionally substituted with
 1, 2 or 3 groups that are independently $-R_{205}$, $-R_{245}$, $-R_{250}$
 or $=O$;
 and $-C_2-C_6$ alkenyl optionally substituted with 1, 2, or 3
 30 R_{205} groups;

wherein each aryl or heteroaryl group attached directly or indirectly to the $-(CR_{245}R_{250})_{0-4}$ group is optionally substituted with 1, 2, 3 or 4 R_{200} groups;

wherein each heterocycloalkyl attached directly or indirectly to the $-(CR_{245}R_{250})_{0-4}$ group is optionally substituted with 1, 2, 3, or 4 R_{210} ;

R_{200} at each occurrence is independently selected from

$-C_1-C_6$ alkyl optionally substituted with 1, 2, or 3 R_{205} groups; $-OH$; $-NO_2$; $-halogen$; $-C\equiv N$;

$-(CH_2)_{0-4}-CO-NR_{220}R_{225}$; $-(CH_2)_{0-4}-CO-(C_1-C_8$ alkyl);

$-(CH_2)_{0-4}-CO-(C_2-C_8$ alkenyl); $-(CH_2)_{0-4}-CO-(C_2-C_8$

alkynyl); $-(CH_2)_{0-4}-CO-(C_3-C_7$ cycloalkyl); $-(CH_2)_{0-4}$

$-(CO)_{0-1}$ -aryl (preferably phenyl); $-(CH_2)_{0-4}$

$-(CO)_{0-1}$ -heteroaryl (preferably pyridyl,

pyrimidyl, furanyl, imidazolyl, thienyl,

oxazolyl, thiazolyl, or pyrazinyl); $-(CH_2)_{0-4}$

$-(CO)_{0-1}$ -heterocycloalkyl (preferably

imidazolidinyl, piperazinyl, pyrrolidinyl,

piperidinyl, or tetrahydropyranyl); $-(CH_2)_{0-4}$

CO_2R_{215} ; $-(CH_2)_{0-4}-SO_2-NR_{220}R_{225}$; $-(CH_2)_{0-4}-S(O)_{0-2}$

$(C_1-C_8$ alkyl); $-(CH_2)_{0-4}-S(O)_{0-2}$ $(C_3-C_7$

cycloalkyl); $-(CH_2)_{0-4}-N(H$ or $R_{215})-CO_2R_{215}$;

$-(CH_2)_{0-4}-N(H$ or $R_{215})-SO_2-R_{220}$; $-(CH_2)_{0-4}-N(H$ or

$R_{215})-CO-N(R_{215})_2$; $-(CH_2)_{0-4}-N(-H$ or $R_{215})-CO-R_{220}$;

$-(CH_2)_{0-4}-NR_{220}R_{225}$; $-(CH_2)_{0-4}-O-CO-(C_1-C_6$ alkyl);

$-(CH_2)_{0-4}-O-(R_{215})$; $-(CH_2)_{0-4}-S-(R_{215})$; $-(CH_2)_{0-4}-O-$

$(C_1-C_6$ alkyl optionally substituted with 1, 2,

3, or 5 $-F$); $-C_2-C_6$ alkenyl optionally

substituted with 1 or 2 R_{205} groups; $-C_2-C_6$

alkynyl optionally substituted with 1 or 2 R_{205}

groups; adamantyl, and $-(CH_2)_{0-4}-C_3-C_7$

cycloalkyl;

each aryl and heteroaryl group included within

R_{200} is optionally substituted with 1, 2, or

3 groups that are independently $-R_{205}$, $-R_{210}$ or $-C_1-C_6$ alkyl substituted with 1, 2, or 3 groups that are independently R_{205} or R_{210} ; each heterocycloalkyl group included within R_{200} is optionally substituted with 1, 2, or 3 groups that are independently R_{210} ;

R_{205} at each occurrence is independently selected from $-C_1-C_6$ alkyl, $-C_2-C_6$ alkenyl, $-C_2-C_6$ alkynyl, $-C_1-C_6$ haloalkoxy, $-(CH_2)_{0-3}(C_3-C_7$ cycloalkyl), $-$ halogen, $-(CH_2)_{0-6}-OH$, $-O$ -phenyl, OH , SH , $-(CH_2)_{0-6}-C\equiv N$, $-(CH_2)_{0-6}-C(=O)NR_{235}R_{240}$, $-CF_3$, $-C_1-C_6$ alkoxy, C_1-C_6 alkoxy carbonyl, and $-NR_{235}R_{240}$;

R_{210} at each occurrence is independently selected from $-C_1-C_6$ alkyl optionally substituted with 1, 2, or 3 R_{205} groups; $-C_2-C_6$ alkenyl optionally substituted with 1, 2, or 3 R_{205} groups; C_1-C_6 alkanoyl; $-SO_2-(C_1-C_6$ alkyl); $-C_2-C_6$ alkynyl optionally substituted with 1, 2, or 3 R_{205} groups; $-$ halogen; $-C_1-C_6$ alkoxy; $-C_1-C_6$ haloalkoxy; $-NR_{220}R_{225}$; $-OH$; $-C\equiv N$; $-C_3-C_7$ cycloalkyl optionally substituted with 1, 2, or 3 R_{205} groups; $-CO-(C_1-C_4$ alkyl); $-SO_2-NR_{235}R_{240}$; $-CO-NR_{235}R_{240}$; $-SO_2-(C_1-C_4$ alkyl); and $=O$;

R_{215} at each occurrence is independently selected from $-C_1-C_6$ alkyl, $-(CH_2)_{0-2}-(aryl)$, $-C_2-C_6$ alkenyl, $-C_2-C_6$ alkynyl, $-C_3-C_7$ cycloalkyl, $-(CH_2)_{0-2}-(heteroaryl)$, and $-(CH_2)_{0-2}-(heterocycloalkyl)$; wherein the aryl group included within R_{215} is optionally substituted with 1, 2, or 3 groups that are independently $-R_{205}$ or $-R_{210}$; wherein the heterocycloalkyl and heteroaryl groups included within R_{215} are optionally substituted with 1, 2, or 3 R_{210} ;

5 R₂₂₀ at each occurrence is independently H, -C₁-C₆
 alkyl, -CHO, hydroxy C₁-C₆ alkyl, C₁-C₆
 alkoxy, alkoxy, -amino C₁-C₆ alkyl, -SO₂-C₁-C₆
 alkyl, C₁-C₆ alkanoyl optionally substituted
 10 with up to three halogens, -C(O)NH₂, -C(O)NH(C₁-
 C₆ alkyl), -C(O)N(C₁-C₆ alkyl)(C₁-C₆ alkyl),
 -halo C₁-C₆ alkyl, -(CH₂)₀₋₂-(C₃-C₇ cycloalkyl),
 -(C₁-C₆ alkyl)-O-(C₁-C₃ alkyl), -C₂-C₆ alkenyl, -
 C₂-C₆ alkynyl, -aryl (preferably phenyl),
 15 -heteroaryl, or -heterocycloalkyl; wherein the
 aryl, heteroaryl and heterocycloalkyl groups
 included within R₂₂₀ and R₂₂₅ is optionally
 substituted with 1, 2, or 3 R₂₇₀ groups,

20 R₂₇₀ at each occurrence is independently -R₂₀₅, -
 15 C₁-C₆ alkyl optionally substituted with 1,
 2, or 3 R₂₀₅ groups; -C₂-C₆ alkenyl
 optionally substituted with 1, 2, or 3 R₂₀₅
 groups; -C₂-C₆ alkynyl optionally
 25 substituted with 1, 2, or 3 R₂₀₅ groups; -
 phenyl; -halogen; -C₁-C₆ alkoxy; -C₁-C₆
 haloalkoxy; -NR₂₃₅R₂₄₀; -OH; -C≡N; -C₃-C₇
 cycloalkyl optionally substituted with 1,
 2, or 3 R₂₀₅ groups; -CO-(C₁-C₄ alkyl);
 -SO₂-NR₂₃₅R₂₄₀; -CO-NR₂₃₅R₂₄₀; -SO₂-(C₁-C₄
 30 alkyl); and =O;

R₂₃₅ and R₂₄₀ at each occurrence are independently
 -H, -C₁-C₆ alkyl, C₂-C₆ alkanoyl, -SO₂-(C₁-C₆
 alkyl), or -phenyl;

30 R₂₄₅ and R₂₅₀ at each occurrence are independently selected from
 H, -(CH₂)₀₋₄CO₂C₁-C₄ alkyl, -(CH₂)₀₋₄C(=O)C₁-C₄ alkyl, -C₁-C₄
 alkyl, -C₁-C₄ hydroxyalkyl, -C₁-C₄ alkoxy, -C₁-C₄
 haloalkoxy, -(CH₂)₀₋₄-C₃-C₇ cycloalkyl, -C₂-C₆ alkenyl, -C₂-
 C₆ alkynyl, -(CH₂)₀₋₄ aryl, -(CH₂)₀₋₄ heteroaryl, and
 -(CH₂)₀₋₄ heterocycloalkyl, or

R₂₄₅ and R₂₅₀ are taken together with the carbon to which they are attached to form a monocycle or bicycle of 3, 4, 5, 6, 7 or 8 carbon atoms, where 1, 2, or 3 carbon atoms are optionally replaced by 1, 2, or 3 groups that are independently -O-, -S-, -SO₂-, -C(O)-, -NR₂₂₀-, or -NR₂₂₀R₂₂₀- wherein both R₂₂₀ groups are alkyl; and wherein the ring is optionally substituted with 1, 2, 3, 4, 5, or 6 groups that are independently C₁-C₄ alkyl, C₁-C₄ alkoxy, hydroxyl, NH₂, NH(C₁-C₆ alkyl), N(C₁-C₆ alkyl)(C₁-C₆ alkyl), -NH-C(O)C₁-C₅ alkyl, -NH-SO₂-(C₁-C₆ alkyl), or halogen; wherein the aryl, heteroaryl or heterocycloalkyl groups included within R₂₄₅ and R₂₅₀ are optionally substituted with 1, 2, or 3 groups that are independently halogen, C₁₋₆ alkyl, CN or OH.

In another aspect of Formula IA,

R₁ is C₁-C₁₀ alkyl optionally substituted with 1 or 2 groups independently selected from halogen, -OH, =O, -CN, -CF₃, -OCF₃, -C₃-C₇ cycloalkyl, -C₁-C₄ alkoxy, amino, mono-dialkylamino, aryl, heteroaryl or heterocycloalkyl, wherein the aryl group is optionally substituted with 1 or 2 R₅₀ groups;

R₅₀ is halogen, OH, CN, -CO-(C₁-C₄ alkyl), -NR₇R₈, C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ alkoxy, and C₃-C₈ cycloalkyl;

R₇ and R₈ are selected from H; -C₁-C₄ alkyl optionally substituted with 1, 2, or 3 groups selected from -OH, -NH₂ and halogen; -C₃-C₆ cycloalkyl; -(C₁-C₄ alkyl)-O-(C₁-C₄ alkyl); -C₂-C₄ alkenyl; and -C₂-C₄ alkynyl;

R_C is selected from -(CR₂₄₅R₂₅₀)₀₋₄-aryl; -(CR₂₄₅R₂₅₀)₀₋₄-heteroaryl; -(CR₂₄₅R₂₅₀)₀₋₄-heterocycloalkyl; where the aryl and heteroaryl groups attached to the -(CR₂₄₅R₂₅₀)₀₋₄- group are optionally substituted with 1, 2, 3 or 4 R₂₀₀ groups; where the heterocycloalkyl group attached to the -(CR₂₄₅R₂₅₀)₀₋₄

group is optionally substituted with 1, 2, 3, or 4 R_{210} groups; and

R_{245} , R_{250} , R_{200} , and R_{210} are as defined above.

5 In another aspect of Formula IA, the invention provides compounds wherein

R_C is $-(CR_{245}R_{250})_{0-4}$ -heterocycloalkyl (preferably piperidinyl, piperazinyl, pyrrolidinyl, 2-oxo-tetrahydroquinolinyl, 2-oxo-dihydro-1H-indolyl, or imidazolidinyl); where the
10 heterocycloalkyl group attached to the $-(CR_{245}R_{250})_{0-4}$ -group is optionally substituted with 1, 2, 3, or 4 R_{210} groups, wherein R_{245} , R_{250} , and R_{210} are as defined above.

In another aspect of Formula IA, the invention provides
15 compounds wherein

R_1 is C_1 - C_{10} alkyl optionally substituted with 1 or 2 aryl groups, which are optionally substituted with 1 or 2 R_{50} groups, wherein

each R_{50} is independently halogen, OH, CN, $-NR_7R_8$ or C_1 - C_6
20 alkyl,

R_7 and R_8 are independently -H; $-C_1$ - C_4 alkyl optionally substituted with 1 or 2 groups independently selected from -OH, $-NH_2$, and halogen; or $-C_3$ - C_6 cycloalkyl; and

25 R_C is $-(CR_{245}R_{250})_{0-4}$ -aryl (preferred aryl groups include phenyl and naphthyl, more preferably, phenyl) or $-(CR_{245}R_{250})_{0-4}$ -heteroaryl (preferably the heteroaryl is pyridyl, pyrimidyl, quinolinyl, isoquinolinyl, more preferably pyridyl), where the aryl and heteroaryl groups are optionally substituted with 1 or
30 2 R_{200} groups, where R_{200} is as defined above.

Still more preferred compounds of formula IA, include those wherein

R_1 is C_1 - C_{10} alkyl substituted with one aryl group, where the aryl (preferably phenyl or naphthyl, still more preferably phenyl) group is optionally substituted with 1 or 2 R_{50} groups;

5 R_C is $-(CR_{245}R_{250})_{1-4}$ -aryl (preferred aryl groups include phenyl and naphthyl, more preferably, phenyl) or $-(CR_{245}R_{250})_{1-4}$ -heteroaryl (preferably the heteroaryl is pyridyl, pyrimidyl, quinolinyl, isoquinolinyl, more preferably pyridyl),

10 R_{245} and R_{250} are independently selected from H, $-(CH_2)_{0-4}CO_2C_1-C_4$ alkyl, $-(CH_2)_{0-4}CO_2H$, $-C_1-C_4$ alkyl, $-(C_1-C_4$ alkyl)OH, or

R_{245} , R_{250} and the carbon to which they are attached form a monocycle or bicycle of 3, 4, 5, 6, 7 or 8 carbon atoms, where
15 1 or 2 carbon atoms are optionally replaced by $-O-$, $-S-$, $-SO_2-$, or $-NR_{220}-$, where R_{220} is as defined above; and

wherein the aryl and heteroaryl groups attached to the $-(CR_{245}R_{250})_{1-4}$ groups are optionally substituted with 1 or 2 R_{200} groups.

20 In another aspect of Formula IA, the invention provides compounds wherein,

R_1 is C_1 - C_{10} alkyl substituted with one aryl group (preferably phenyl or naphthyl), which is optionally substituted with 1 or 2 R_{50} groups, wherein

25 R_{50} is independently halogen, OH, or C_1 - C_6 alkyl;

R_C is $-(CR_{245}R_{250})$ -aryl (preferred aryl groups include phenyl and naphthyl, more preferably, phenyl) or $-(CR_{245}R_{250})$ -heteroaryl (preferably the heteroaryl is pyridyl, pyrimidyl, quinolinyl, isoquinolinyl, more preferably
30 pyridyl), wherein the aryl and heteroaryl groups attached to the $-(CR_{245}R_{250})_{1-4}$ groups are optionally substituted with 1 or 2 substituents selected from $-Cl$, $-Br$, $-I$, $-C_1$ - C_3 alkyl, $-(C_1-C_3$ alkyl)OH, $-CN$, $-C=CH$, $-C=C-CH_2-OH$, $-CF_3$, $-thienyl$ optionally substituted with a $-C(=O)H$ group, -

phenyl optionally substituted with 1 or 2 C₁-C₃ alkyl groups, -(C₁-C₃ alkyl)OH group or -CO(C₁-C₃ alkyl) group, -isoxazolyl optionally substituted with a C₁-C₄ alkyl group, or -(C₁-C₂ alkyl)oxazolyl where the oxazole ring is optionally substituted with -C₁-C₂ alkyl group;

R₂₄₅ and R₂₅₀ at each occurrence are independently -H, -C₁-C₃ alkyl, -(C₁-C₃ alkyl)CO₂H, -(C₁-C₃ alkyl)CO₂(C₁-C₃ alkyl), or -(C₁-C₃ alkyl)OH, or

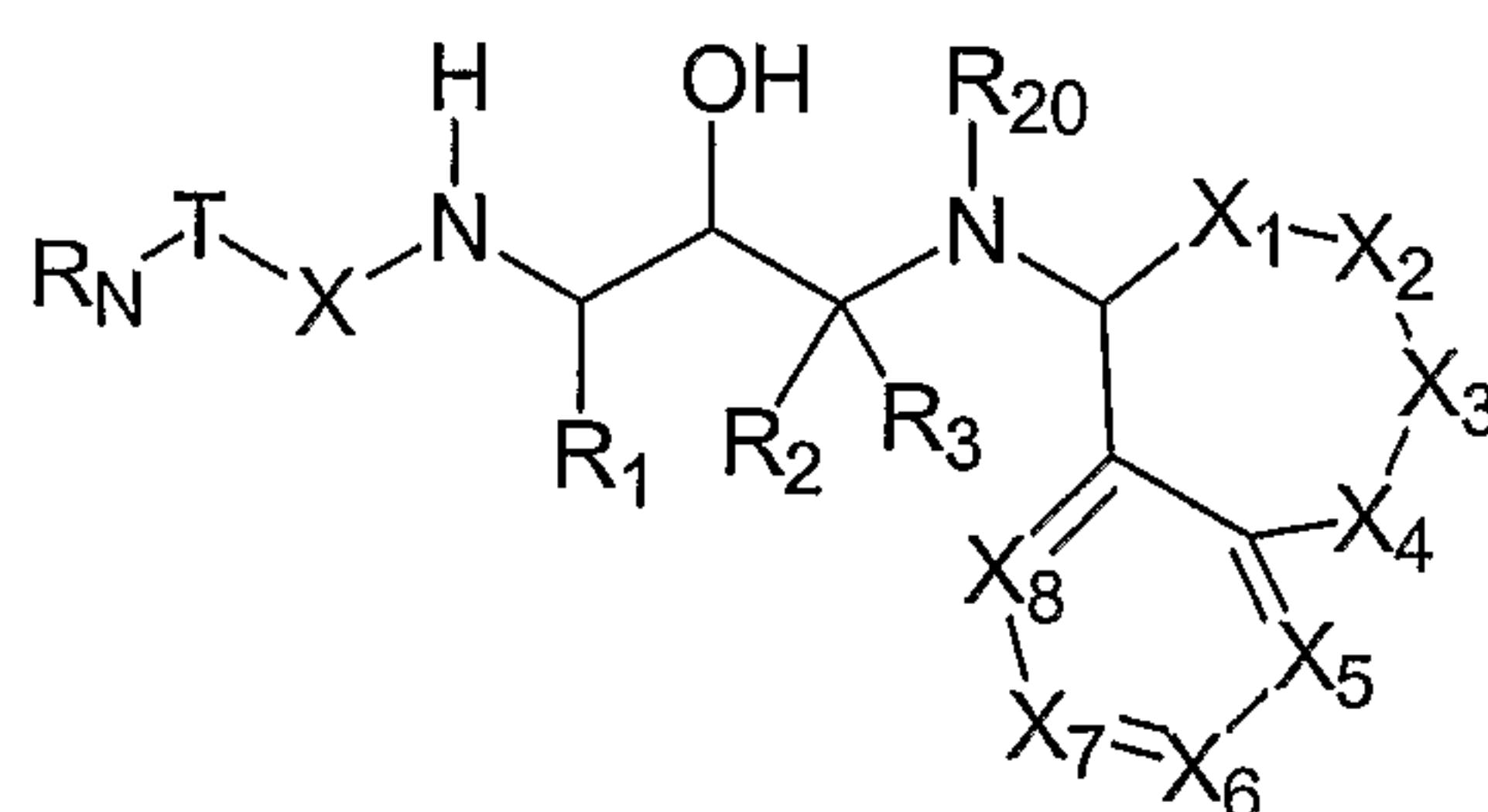
R₂₄₅ and R₂₅₀ are taken together with the carbon to which they are attached to form a monocycle or bicycle of 3, 4, 5, 6, 7 or 8 carbon atoms, where 1 or 2 carbon atoms is optionally replaced by -O-, -S-, -SO₂-, or -NR₂₂₀-, and

R₂₂₀ is as defined above.

In other preferred compounds of Formula IA, X is SO₂, T is absent and R_N is C₁-C₈ alkyl or phenyl, where phenyl is optionally substituted with 1-2 of halogen, C₁-C₆ alkyl, C₁-C₆ alkoxy, amino, mono- or di(C₁-C₆)alkylamino, trifluoromethyl, hydroxy, cyano, or C₃-C₇ cycloalkyl(C₁-C₆)alkyl. More preferably, R_N

Unless indicated otherwise, in the structures below, the various variables carry the definitions given for Formula IA.

In another aspect, preferred compounds of formula IA include compounds of formula II:



II

where

R_N, X, T, R₁, R₂, R₃ and R₂₀ are as defined above;

X₁ is CH₂, CHR₂₀₀, C(R₂₀₀)₂, or -(C=O)-;

X₂, and X₃ are independently CH₂, CHR₂₀₀, C(R₂₀₀)₂, O, C=O, S, SO₂, NH, or NR₇;

X_4 is a bond, CH_2 , CHR_{200} , $\text{C}(\text{R}_{200})_2$, O , $\text{C}=\text{O}$, S , SO_2 , NH , or NR_7 ;
 wherein one of X_2 , X_3 or X_4 is optionally replaced with O , $\text{C}=\text{O}$,
 S , SO_2 , NH , or NR_7 ;

provided that when X_1 is $-(\text{C}=\text{O})-$, X_2 is CH_2 , CHR_{200} , $\text{C}(\text{R}_{200})_2$, O ,
 5 NH or NR_7 and the X_3 group attached to X_2 is CH_2 , CHR_{200} ,
 $\text{C}(\text{R}_{200})_2$, or SO_2 when X_2 is NH or NR_7 and X_4 is CH_2 , CHR_{200} ,
 or $\text{C}(\text{R}_{200})_2$ or a bond; or

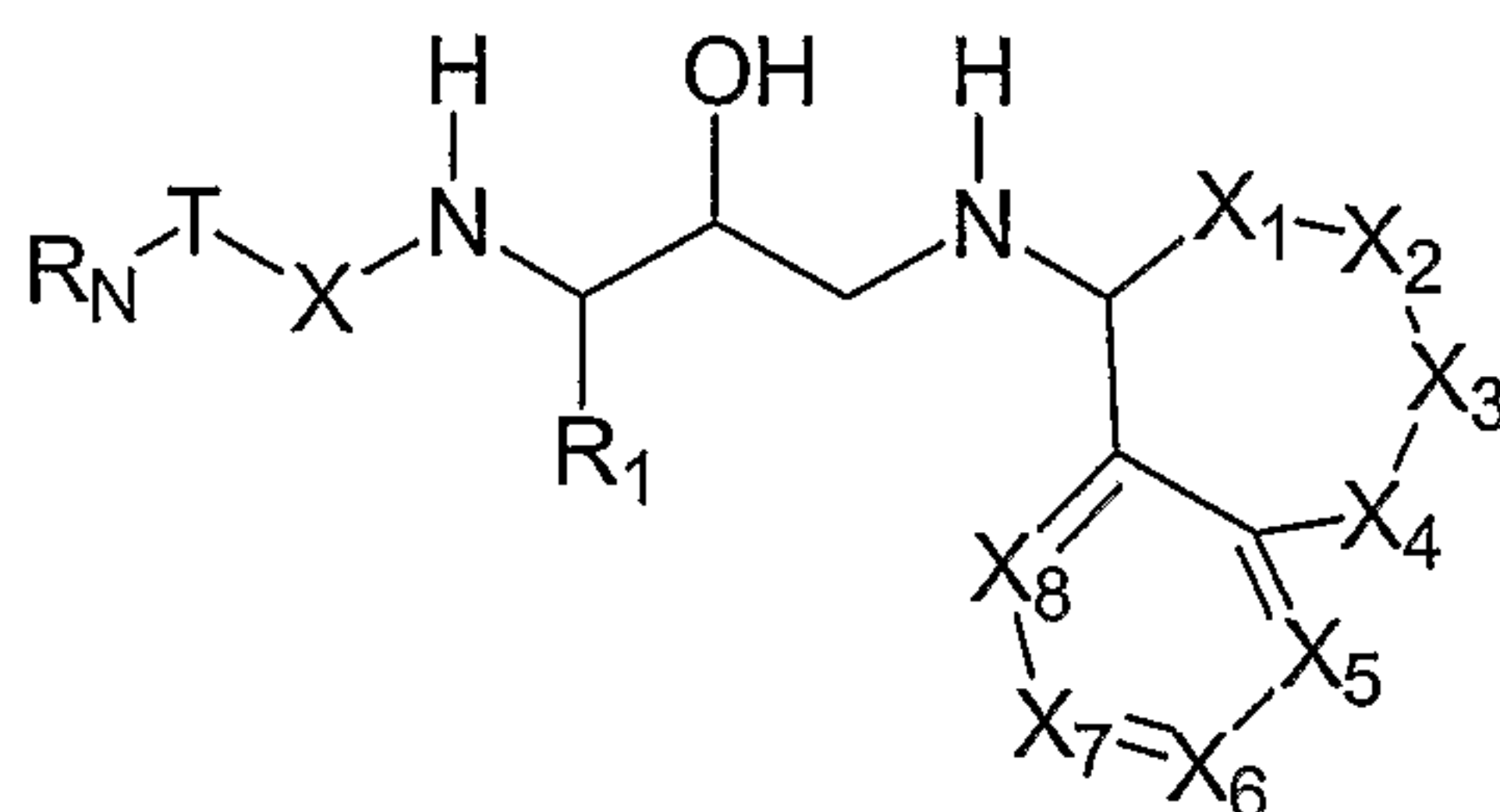
$-X_2-X_3-$ is $-(\text{C}=\text{O})\text{O}-$, $-\text{O}(\text{C}=\text{O})-$, $-(\text{C}=\text{O})\text{NH}-$, $-\text{NH}(\text{C}=\text{O})-$,
 $-(\text{C}=\text{O})\text{NR}_7-$, or $-\text{NR}_7(\text{C}=\text{O})-$, with the proviso that X_1 is not
 10 $-(\text{C}=\text{O})-$ and with the proviso that X_4 is CH_2 , CHR_{200} , or
 $\text{C}(\text{R}_{200})_2$ or a bond; or

$-X_3-X_4-$ is $-(\text{C}=\text{O})\text{O}-$, $-\text{O}(\text{C}=\text{O})-$, $-(\text{C}=\text{O})\text{NH}-$, $-\text{NH}(\text{C}=\text{O})-$,
 $-(\text{C}=\text{O})\text{NR}_7-$, or $-\text{NR}_7(\text{C}=\text{O})-$, with the proviso that X_2 is CH_2 ,
 CHR_{200} , or $\text{C}(\text{R}_{200})_2$; or

15 $-X_2-X_3-X_4-$ is $-(\text{C}=\text{O})\text{NH}-\text{SO}_2-$ or $-\text{SO}_2-\text{NH}(\text{C}=\text{O})-$, $-(\text{C}=\text{O})\text{NR}_7-\text{SO}_2-$ or
 $-\text{SO}_2-\text{NR}_7(\text{C}=\text{O})-$, with the proviso that X_1 is not $-(\text{C}=\text{O})-$;
 and

X_5 , X_6 , X_7 and X_8 are CH or CR_{200} , where 1 or 2 of X_5 , X_6 , X_7 and
 X_8 is optionally replaced with N , and where R_{200} and R_7 are
 20 as defined above.

In another aspect, preferred compounds of the invention
 include the compounds of formula III:



III

wherein

R_N , X and T are as defined above;

R_1 is C_1 - C_{10} alkyl optionally substituted with 1 or 2 groups
 independently selected from halogen, $-\text{OH}$, $=\text{O}$, $-\text{CN}$, $-\text{CF}_3$,
 30 $-\text{OCF}_3$, $-\text{C}_3$ - C_7 cycloalkyl, $-\text{C}_1$ - C_4 alkoxy, amino, mono-

dialkylamino, aryl optionally substituted with 1 or 2 R₅₀ groups, heteroaryl or heterocycloalkyl;

R₅₀ is halogen, OH, CN, -CO-(C₁-C₄ alkyl), -NR₇R₈, C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ alkoxy or
 5 C₃-C₈ cycloalkyl; and

R₇ and R₈ are selected from H; -C₁-C₄ alkyl optionally substituted with 1, 2, or 3 groups selected from -OH, -NH₂ and halogen; -C₃-C₆ cycloalkyl; -(C₁-C₄ alkyl)-O-(C₁-C₄ alkyl); -C₂-C₄ alkenyl;
 10 and -C₂-C₄ alkynyl;

X₁ is CH₂, CHR₂₀₀, C(R₂₀₀)₂, or -(C=O)-;

X₂, and X₃ are independently CH₂, CHR₂₀₀, C(R₂₀₀)₂, O, C=O, S, SO₂, NH, or NR₇;

X₄ is a bond, CH₂, CHR₂₀₀, C(R₂₀₀)₂, O, C=O, S, SO₂, NH, or NR₇;

15 provided that when X₁ is -(C=O)-, X₂ is CH₂, CHR₂₀₀, C(R₂₀₀)₂, O, NH or NR₇ and the X₃ group attached to X₂ is CH₂, CHR₂₀₀, C(R₂₀₀)₂, or SO₂ when X₂ is NH or NR₇ and X₄ is CH₂, CHR₂₀₀, or C(R₂₀₀)₂ or a bond; or

-X₂-X₃- is -(C=O)O-, -O(C=O)-, -(C=O)NH-, -NH(C=O)-, -(C=O)NR₇-, or -NR₇(C=O)-, with the proviso that X₁ is not -(C=O)- and with the proviso that X₄ is CH₂, CHR₂₀₀, or C(R₂₀₀)₂ or a bond; or

-X₃-X₄- is -(C=O)O-, -O(C=O)-, -(C=O)NH-, -NH(C=O)-, -(C=O)NR₇-, or -NR₇(C=O)-, with the proviso that X₂ is CH₂, CHR₂₀₀, or C(R₂₀₀)₂; or

-X₂-X₃-X₄- is -(C=O)NH-SO₂- or -SO₂-NH(C=O)-, -(C=O)NR₇-SO₂- or -SO₂-NR₇(C=O)-, with the proviso that X₁ is not -(C=O)-; and

30 X₅, X₆, X₇ and X₈ are CH or CR₂₀₀, where 1 or 2 of X₅, X₆, X₇ and X₈ is optionally replaced with N, and where R₂₀₀ and R₇ are as defined above.

Preferred compounds of Formula III include those wherein

R₁ is C₁-C₁₀ alkyl optionally substituted with 1 or 2 aryl (preferably phenyl or naphthyl) groups, which are optionally substituted with 1 or 2 R₅₀ groups,

R₅₀ is independently halogen, OH, CN, -NR₇R₈ or C₁-C₆ alkyl;

R₇ and R₈ are independently H; -C₁-C₄ alkyl optionally substituted with 1 or 2 groups independently selected from -OH, -NH₂, and halogen;

or -C₃-C₆ cycloalkyl; and

X₁, X₂ or X₃ are independently CH₂ or CHR₂₀₀, where one of X₂ or X₃ is optionally replaced with O, C=O, SO₂, NH, NR₇,

X₄ is a bond; and

X₅, X₆, X₇ and X₈ are independently CH or CR₂₀₀, where one of X₅, X₆, X₇ or X₈ is optionally replaced with N, and

R₂₀₀ is as defined above.

Even more preferred compounds of Formula III include those wherein

R₁ is C₁-C₁₀ alkyl substituted with one aryl group, where the aryl group is optionally substituted with 1 or 2 R₅₀ groups;

X₁, X₂ and X₃ are independently CH₂, CHR₂₀₀, or C(R₂₀₀)₂, where one of X₂ or X₃ is optionally replaced with O, NH or NR₇, and where X₄ is a bond; and

X₅, X₆, X₇ and X₈ are independently CH or CR₂₀₀, where one of X₅, X₆, X₇ or X₈ is optionally replaced with N, where R₅₀, R₂₀₀ and R₇ are as defined above.

Still more preferred compounds of formula III include those wherein

R₁ is C₁-C₁₀ alkyl substituted with one aryl group (preferably phenyl or naphthyl, more preferably phenyl), where the aryl group is optionally substituted with 1 or 2 R₅₀ groups, wherein

R_{50} is independently halogen, OH, or C_1-C_6 alkyl;

X_1 , X_2 and X_3 are independently CH_2 or CHR_{200} , where one of X_2 or

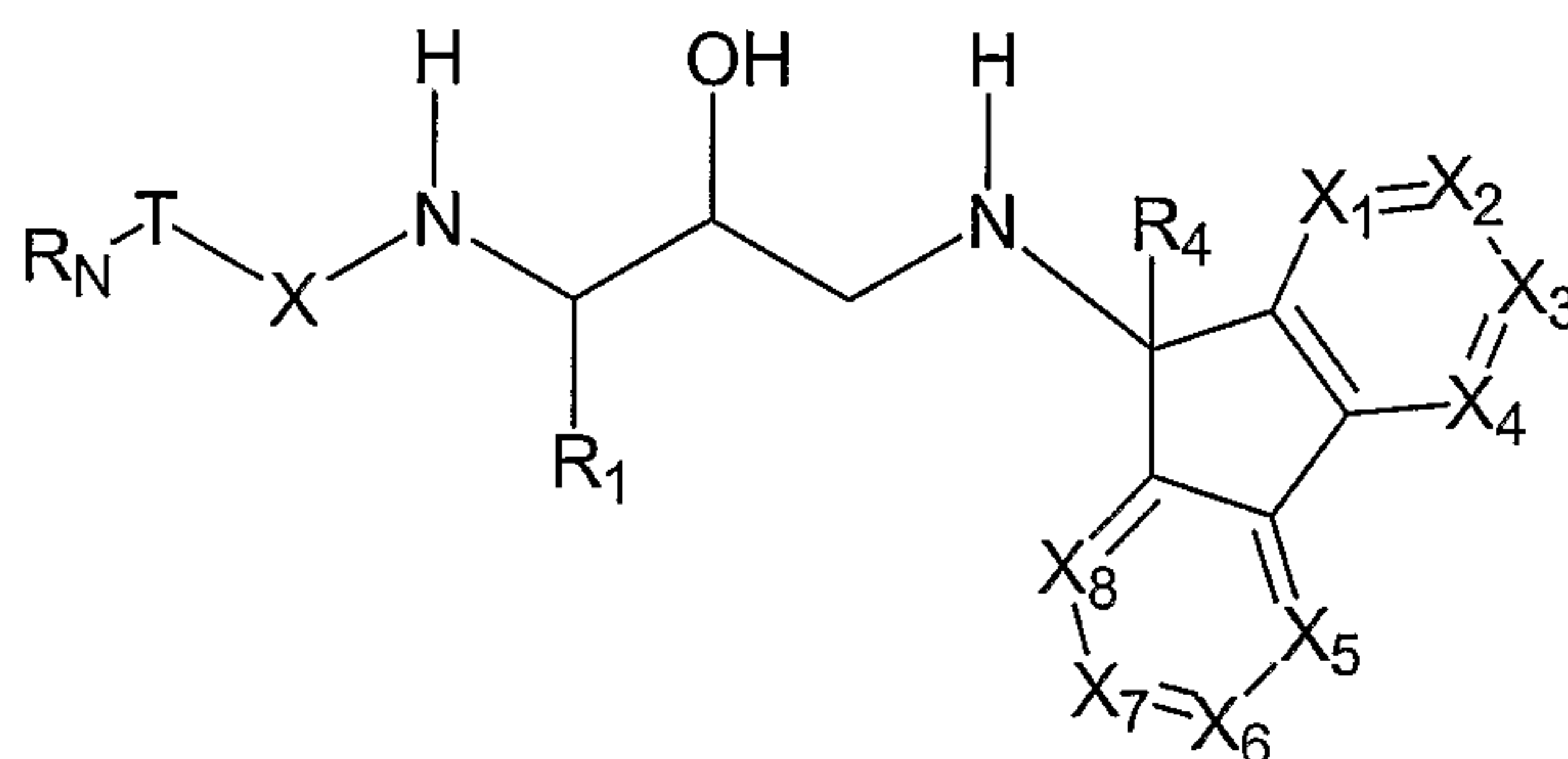
X_3 is optionally replaced with O, NH or NR_7 ;

X_4 is a bond;

5 X_5 , X_6 , X_7 and X_8 are independently CH or CR_{200} , where one of X_5 , X_6 , X_7 and X_8 is optionally replaced with N; and

R_{200} is $-C_{1-4}$ alkyl, -halogen; $-O-C_{1-3}$ alkyl; -pyrrolyl or $-(CH_2)_{1-3}-N(R_7)_2$, where R_7 is as defined above.

10 Other preferred compounds of the invention are those of formula IV:



IV

and pharmaceutically acceptable salts thereof, wherein

15 T, X and R_N are as defined above;

R_1 is C_1-C_{10} alkyl optionally substituted with 1 or 2 groups independently selected from halogen, -OH, =O, -CN, -CF₃, -OCF₃, $-C_3-C_7$ cycloalkyl, $-C_1-C_4$ alkoxy, amino, mono-dialkylamino, aryl optionally substituted with 1 or 2 R_{50} groups, heteroaryl or heterocycloalkyl;

20 R_{50} is halogen, OH, CN, $-CO-(C_1-C_4)$ alkyl, $-NR_7R_8$, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 alkoxy and C_3-C_8 cycloalkyl;

25 R_7 and R_8 are selected from H; $-C_1-C_4$ alkyl optionally substituted with 1, 2, or 3 groups selected from -OH, -NH₂ and halogen; $-C_3-C_6$ cycloalkyl; $-(C_1-C_4)$ alkyl)-O-(C_1-C_4 alkyl); $-C_2-C_4$ alkenyl; and $-C_2-C_4$ alkynyl;

X_1 - X_8 are independently CH or CR_{200} , where 1, 2, 3 or 4 of X_1 - X_8 are optionally replaced with N (more preferably, 1, 2, or 3 are replaced with N);
 where R_{200} is as defined above.

5

Preferred compounds of formula IV include those where R_1 is C_1 - C_{10} alkyl optionally substituted with 1 or 2 aryl groups, where each aryl group is optionally substituted with 1 or 2 R_{50} groups,

10 R_{50} is independently halogen, OH, CN, $-NR_7R_8$ or C_1 - C_6 alkyl,

15 R_7 and R_8 are independently H; $-C_1$ - C_4 alkyl optionally substituted with 1 or 2 groups independently selected from -OH, $-NH_2$, and halogen; or $-C_3$ - C_6 cycloalkyl; and

X_1 - X_8 are independently CH or CR_{200} , where one or two of X_1 - X_8 is optionally replaced with N, and R_{50} and R_{200} are as defined above.

20 Other preferred compounds of formula IV include those where

R_1 is C_1 - C_{10} alkyl substituted with one aryl group, where the aryl group (preferably phenyl) is optionally substituted with 1 or 2 R_{50} groups,

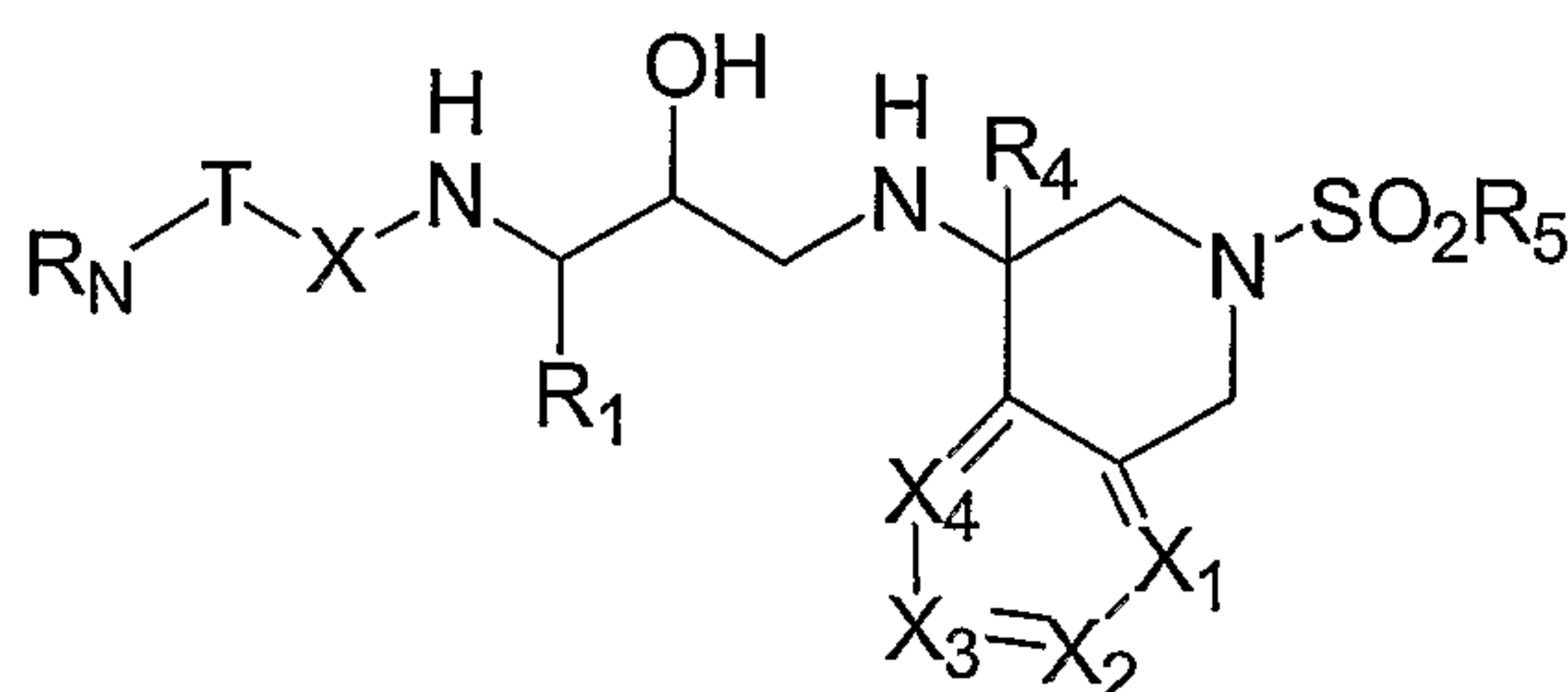
25 R_{50} is independently selected from halogen, OH, or C_1 - C_6 alkyl;

X_1 - X_8 are independently CH or CR_{200} , where one of X_1 - X_8 is optionally replaced with N.

30 Still other Preferred compounds of formula IV include those where

R_{200} is $-C_1$ - C_5 alkyl, $-C_2$ - C_5 alkenyl, $-C_3$ - C_6 cycloalkyl, halogen, $-CF_3$, $-O$ - C_1 - C_3 alkyl, $-(C_1$ - C_3 alkyl)- O -(C_1 - C_3 alkyl), pyrrolyl, or $-(CH_2)_{1-3}$ - $N(R_7)_2$.

Other preferred compounds of the invention include compounds of formula V:



V

and pharmaceutically acceptable salts thereof, wherein T and R_N are as defined above;

R_1 is C_1 - C_{10} alkyl optionally substituted with 1 or 2 groups independently selected from halogen, -OH, =O, -CN, -CF₃, -OCF₃, -C₃-C₇ cycloalkyl, -C₁-C₄ alkoxy, amino, mono-dialkylamino, aryl, heteroaryl and heterocycloalkyl, wherein the aryl, heterocycloalkyl and heteroaryl groups are optionally substituted with 1 or 2 R_{50} groups, wherein the heterocycloalkyl group is optionally further substituted with =O;

R_{50} is halogen, OH, CN, -CO-(C₁-C₄ alkyl), -NR₇R₈, C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ alkoxy and C₃-C₈ cycloalkyl;

R_7 and R_8 are selected from H; -C₁-C₄ alkyl optionally substituted with 1, 2, or 3 groups selected from -OH, -NH₂ and halogen; -C₃-C₆ cycloalkyl; -(C₁-C₄ alkyl)-O-(C₁-C₄ alkyl); -C₂-C₄ alkenyl; and -C₂-C₄ alkynyl;

R_4 is H or -C₁-C₄ alkyl;

R_5 is -C₁-C₄ alkyl;

X_1 - X_4 are independently CH or CR₂₀₀, where 1 or 2 of X_1 - X_4 are optionally replaced with N; and where

R_{200} is as defined above.

Preferred compounds of formula V include those where

R₁ is C₁-C₁₀ alkyl optionally substituted with 1 or 2 aryl groups, where each aryl group is optionally substituted with 1 or 2 R₅₀ groups,

each R₅₀ is independently halogen, OH, CN, -NR₇R₈ or C₁-C₆ alkyl,

R₇ and R₈ are independently H; -C₁-C₄ alkyl optionally substituted with 1 or 2 groups independently selected from -OH, -NH₂, and halogen; or -C₃-C₆ cycloalkyl; and

X₁ - X₄ are independently CH or CR₂₀₀, where one or two of X₁ - X₄ is optionally replaced with N; and R₂₀₀ is as defined above.

Other preferred compounds of formula V include those where

R₁ is C₁-C₁₀ alkyl substituted with one aryl group (preferably phenyl), where the aryl group is optionally substituted with 1 or 2 R₅₀ groups,

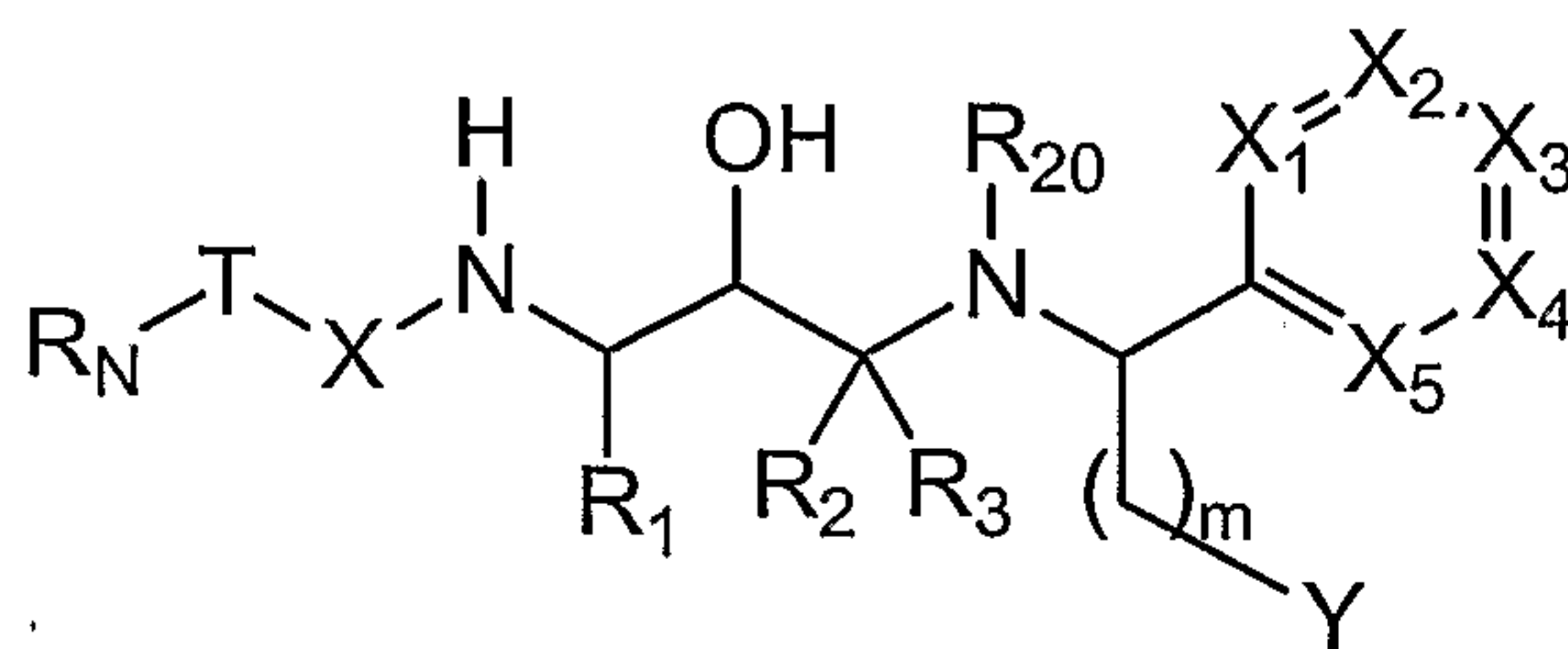
R₅₀ is independently selected from halogen, OH, and C₁-C₆ alkyl;

X₁-X₄ are CH or CR₂₀₀, where one of X₁ - X₄ is optionally replaced with N, and where R₅₀ and R₂₀₀ are as defined above.

Still other preferred compounds of formula V include those where

R₂₀₀ is -C₁-C₅ alkyl, -C₁-C₅ alkenyl, -C₃-C₆ cycloalkyl, halogen, -CF₃, -O-C₁-C₃ alkyl, -(C₁-C₃ alkyl)-O-(C₁-C₃ alkyl), pyrrolyl, or -(CH₂)₁₋₃-N(R₇)₂.

Yet other preferred compounds of the invention include those of formula VI:



VI

and pharmaceutically acceptable salts thereof, wherein

T, R_N, R₁, R₂ and R₃ are as defined above;

5 m is 0 or an integer of 1-6;

Y is H, CN, OH, C₁-C₆ alkoxy, CO₂H, CO₂R₂₁₅, NH₂, aryl or heteroaryl; and

X₁-X₅ are independently CH or CR₂₀₀, where 1, or 2 of X₁-X₅ are optionally replaced with N, and

10 R₂₀₀ is as defined as above.

Preferred compounds of formula VI include those where

R₂, R₃ and R₁₅ are H;

X is -C(=O)-;

15 R₁ is C₁-C₁₀ alkyl optionally substituted with 1 or 2 groups independently selected from halogen, -OH, =O, -CN, -CF₃, -OCF₃, -C₃-C₇ cycloalkyl, -C₁-C₄ alkoxy, amino, mono-dialkylamino, aryl, heteroaryl or heterocycloalkyl, wherein the aryl, heterocycloalkyl and heteroaryl groups
20 are optionally substituted with 1 or 2 R₅₀ groups, and wherein the heterocycloalkyl group is optionally further substituted with =O;

R₅₀ is halogen, OH, CN, -CO-(C₁-C₄ alkyl), -NR₇R₈, C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ alkoxy or
25 C₃-C₈ cycloalkyl;

R₇ and R₈ are independently H; -C₁-C₄ alkyl optionally substituted with 1, 2, or 3 groups selected from -OH, -NH₂ and halogen; -C₃-C₆ cycloalkyl; -
30 (C₁-C₄ alkyl)-O-(C₁-C₄ alkyl); -C₂-C₄ alkenyl; or -C₂-C₄ alkynyl;

X_1-X_5 are independently CH or CR_{200} , where 1 or 2 of X_1-X_5 are optionally replaced with N; and Y and R_{200} is as defined above.

5 Other preferred compounds of formula VI include those where

R_1 is C_1-C_{10} alkyl optionally substituted with 1 or 2 aryl groups, where each aryl group is optionally substituted with 1 or 2 R_{50} groups,

10 R_{50} is independently halogen, OH, CN, $-NR_7R_8$ or C_1-C_6 alkyl, R_7 and R_8 are independently -H; $-C_1-C_4$ alkyl optionally substituted with 1 or 2 groups independently selected from -OH, $-NH_2$, and halogen; or $-C_3-C_6$ cycloalkyl;

15 X_1-X_5 are independently CH or CR_{200} , where one or two of X_1-X_5 is optionally replaced with N.

Still other preferred compounds of formula VI include those where

20 R_1 is C_1-C_{10} alkyl substituted with one aryl group, where the aryl group is optionally substituted with 1 or 2 R_{50} groups, where R_{50} is independently selected from halogen, OH, or C_1-C_6 alkyl;

wherein $X_1 - X_5$ are independently CH or CR_{200} , where one of $X_1 - X_5$ is optionally replaced with N, and where R_{50} and R_{200} are as defined above.

In yet another aspect, the invention provides compounds of formula VI, wherein

30 R_{200} is $-C_1-C_5$ alkyl, $-C_1-C_5$ alkenyl, $-C_3-C_6$ cycloalkyl, halogen, $-CF_3$, $-O-C_1-C_3$ alkyl, $-(C_1-C_3$ alkyl)-O-(C_1-C_3 alkyl), pyrrolyl, or $-(CH_2)_{1-3}-N(R_7)_2$, and where R_7 is as defined above.

Yet other preferred compounds of formula VI include those where

R_1 is C_1 - C_{10} alkyl optionally substituted with 1 or 2 groups independently selected from halogen, -OH, =O, -CF₃, -OCF₃, -C₃₋₇ cycloalkyl, -C₁-C₄ alkoxy, amino and aryl, wherein the aryl group is optionally substituted with 1 or 2 R_{50} groups; wherein

R_{50} is selected from halogen, OH, -CO-(C₁-C₄ alkyl), -NR₇R₈, C₁-C₆ alkyl, C₁-C₆ alkoxy and C₃-C₈ cycloalkyl; and

R_7 and R_8 are independently -H; -C₁-C₄ alkyl optionally substituted with 1, 2, or 3 groups independently selected from -OH, -NH₂, and halogen; -C₃-C₆ cycloalkyl; or -(C₁-C₄ alkyl)-O-(C₁-C₄ alkyl).

Other preferred compounds of formula IA include those of formula I-b, i.e., compounds of formula IA, wherein

R_C is (CR₂₄₅R₂₅₀)₁-aryl, where the aryl (preferably phenyl or naphthyl, more preferably phenyl) is optionally substituted with 1, 2, or 3 R_{200} groups; and

R_{245} is H and R_{250} is H or C₁-C₆ alkyl; or

R_{245} and R_{250} are independently C₁-C₃ alkyl (preferably both are methyl); or

CR₂₄₅R₂₅₀ represents a C₃-C₇ cycloalkyl group.

Preferred compounds of formula I-b include those of formula I-c, i.e., compounds of I-b wherein

the (CR₂₄₅R₂₅₀)₁-aryl is (CR₂₄₅R₂₅₀)₁-phenyl where the phenyl is optionally substituted with 1, 2, or 3 R_{200} groups.

Preferred compounds of formula I-c include those of formula I-d, i.e., compounds of I-c wherein the phenyl in

(CR₂₄₅R₂₅₀)₁-phenyl is substituted with 1-3 independently selected R₂₀₀ groups, or

1 or 2 independently selected R₂₀₀ groups, and

1 heteroaryl group optionally substituted with 1 R₂₀₀ group or

5 1 phenyl group optionally substituted with 1 R₂₀₀ group. Other preferred compounds include those wherein the phenyl is substituted with a heterocycloalkyl group, which is optionally substituted with 1 or 2 R₂₀₀ groups and/or =O.

Preferred compounds of formula I-d include those of
10 formula I-e, i.e., compounds wherein R₂₄₅ is hydrogen and R₂₅₀ is C₁-C₃ alkyl.

Preferred compounds of formula I-d include those of
formula I-f, i.e., compounds of formula I-d wherein R₂₄₅ and
R₂₅₀ are both hydrogen.

15 Preferred compounds of formula I-f include those of
formula I-g, i.e., compounds of I-f wherein the phenyl in
(CR₂₄₅R₂₅₀)₁-phenyl is substituted with

(a) 1 R₂₀₀ group and 1 heteroaryl group optionally
substituted with 1 R₂₀₀ group; or

20 (b) 1 R₂₀₀ group and 1 phenyl group optionally substituted
with 1 R₂₀₀ group; or

(c) 1 R₂₀₀ group, and 1 heterocycloalkyl which is
optionally substituted with one R₂₀₀ or =O.

25 Preferred compounds of formula I-g include those of
formula I-h, i.e., compounds of I-g wherein

R₂₀₀ is C₁-C₆ alkyl, C₂-C₆ alkenyl, C₁-C₆ alkoxy, hydroxy(C₁-
C₆)alkyl, C₁-C₆ alkoxy(C₁-C₆)alkyl, heterocycloalkyl,
heteroaryl, halogen, hydroxy, cyano, or -NR₂₂₀R₂₂₅, where
30 R₂₂₀ and R₂₂₅ are independently hydrogen or alkyl.

Preferred compounds of formulas I-g or I-h, include those
of formula I-i, i.e., compounds wherein

R₁ is benzyl where the phenyl portion is optionally substituted with 1 or 2 groups independently selected from halogen, C₁-C₂ alkyl, C₁-C₂ alkoxy, -O-allyl, and hydroxy.

Preferred compounds of formula I-i include those of
5 formula I-k, i.e., compounds of I-i wherein
the phenyl in (CR₂₄₅R₂₅₀)₁-phenyl is substituted with 1 R₂₀₀
group, and 1 heteroaryl group, wherein the heteroaryl is
a 5-6 membered heteroaromatic ring containing 0 or 1-3
nitrogen atoms and 0 or 1 oxygen atoms provided that the
10 ring contains at least one nitrogen or oxygen atom, and
where the ring is optionally substituted with one or two
groups which are independently C₁-C₆ alkyl, C₁-C₆ alkoxy,
hydroxy(C₁-C₆)alkyl, hydroxy, halogen, cyano, nitro,
trifluoromethyl, amino, mono(C₁-C₆)alkylamino, or di(C₁-
15 C₆)alkylamino.

Other preferred compounds of formula I-i include those of
formula I-k, i.e., compounds of I-i wherein
the phenyl in (CR₂₄₅R₂₅₀)₁-phenyl is substituted with 1 R₂₀₀ group,
and 1 heterocycloalkyl group which is preferably
20 piperazinyl, piperidinyl or pyrrolidinyl and where the
group is optionally substituted with one or two groups
which are independently C₁-C₆ alkyl, C₁-C₆ alkoxy,
hydroxy(C₁-C₆)alkyl, hydroxy, halogen, cyano, nitro,
trifluoromethyl, -SO₂-(C₁-C₄ alkyl), -C₁-C₆ alkanoyl,
25 amino, mono(C₁-C₆)alkylamino, or di(C₁-C₆)alkylamino.

Preferred compounds of formula I-k include those of
formula I-l, i.e., compounds wherein
the heteroaryl is pyridinyl, pyrimidinyl, imidazolyl,
30 pyrazolyl, furanyl, thiazolyl, or oxazolyl, each of which
is optionally substituted with one or two groups which
are independently C₁-C₆ alkyl, C₁-C₆ alkoxy, hydroxy(C₁-
C₆)alkyl, hydroxy, halogen, cyano, nitro, trifluoromethyl,
amino, mono(C₁-C₆)alkylamino, or di(C₁-C₆)alkylamino.

Preferred compounds of formula I-l include those of formula I-m, i.e., compounds wherein R₂₀₀ is C₁-C₆ alkyl, or C₂-C₆ alkenyl.

Other preferred compounds of formula I-d include those of formula I-n, i.e., compounds wherein CR₂₄₅R₂₅₀ represents a C₃-C₇ cycloalkyl group.

Preferred compounds of formula I-n include those of formula I-o, i.e., compounds of I-n wherein CR₂₄₅R₂₅₀ represents a C₅-C₇ cycloalkyl group.

Other preferred compounds of formula I-n, include those of formula I-p, i.e., compounds of I-n wherein CR₂₄₅R₂₅₀ represents a C₃-C₆ cycloalkyl group.

Preferred compounds of formula I-p include those of formula I-q, i.e., compounds of I-p wherein CR₂₄₅R₂₅₀ represents a C₆ cycloalkyl.

Preferred compounds of formula I-q include those of formula I-r, i.e., compounds of I-q wherein the phenyl in (CR₂₄₅R₂₅₀)₁-phenyl is substituted with

1 R₂₀₀ group; or

1 R₂₀₀ group and one heteroaryl group optionally substituted with one R₂₀₀ group or

1 R₂₀₀ group and one phenyl group optionally substituted with one R₂₀₀ group.

Preferred compounds of formula I-r include those of formula I-s, i.e., compounds wherein the phenyl in (CR₂₄₅R₂₅₀)₁-phenyl is substituted with 1 R₂₀₀ group.

Preferred compounds of formula I-s include those of formula I-t, i.e., compounds wherein

R₂₀₀ is C₁-C₆ alkyl, C₂-C₆ alkenyl, C₁-C₆ alkoxy, hydroxy(C₁-C₆)alkyl, C₁-C₆ alkoxy(C₁-C₆)alkyl, halogen, hydroxy, cyano, or -NR₂₂₀R₂₂₅, where

R₂₂₀ and R₂₂₅ are independently hydrogen or alkyl.

Preferred compounds of formula I-t include those of formula I-u, i.e., compounds wherein

R₁ is benzyl where the phenyl portion of the benzyl group is optionally substituted with 1 or 2 groups independently selected from halogen, C₁-C₂ alkyl, C₁-C₂ alkoxy, -O-allyl, and hydroxy.

Preferred compounds of formula I-u include those of formula I-w, i.e., compounds of I-u wherein R₂₀₀ is C₁-C₆ alkyl or C₂-C₆ alkenyl.

Preferred compounds of formula I-w, include those of formula I-x, i.e., compounds wherein R₁ is benzyl, 3-fluorobenzyl or 3,5-difluorobenzyl.

Preferred compounds of formula I-w, include those of formula I-z, i.e., compounds wherein R₂₀₀ is C₃-C₅ alkyl.

Preferred compounds of formula I-m, include those of formula I-aa, i.e., compounds wherein R₂₀₀ is C₃-C₅ alkyl.

In another aspect, the invention provides compounds of formula I-bb, i.e., compounds according to any one of formulas I to I-aa, wherein

R₂ is H, methyl, or hydroxymethyl and R₃ is H.

Other preferred compounds of formula I include those of formula I-cc, wherein

R_c is a monocyclic or bicyclic ring of 5, 6, 7, 8, 9, or 10 carbons fused to 1 aryl (preferably phenyl), heteroaryl (preferably pyridyl, imidazolyl, thienyl, or pyrimidyl), or heterocycloalkyl (preferably piperidinyl or piperazinyl) groups;

wherein 1, 2 or 3 carbons of the monocyclic or bicyclic ring are optionally replaced with -NH-, -N(CO)₀₋₁R₂₁₅-, -N(CO)₀₋₁R₂₂₀-, -O-, or -S(=O)₀₋₂-, and wherein the monocyclic or bicyclic ring is optionally substituted with 1, 2 or 3 groups that are independently -R₂₀₅, -R₂₄₅, -R₂₅₀ or =O. More preferably, R_c is as defined above and R₁ is C₁-C₁₀

alkyl substituted with one aryl group (preferably phenyl), where the aryl group is optionally substituted with 1 or 2 R₅₀ groups.

Other preferred compounds of formula I include those of
5 formula I-dd, wherein

R_c is -CHR₂₄₅-CHR₂₅₀-phenyl; wherein the phenyl is optionally substituted with 1, 2, 3 or 4 R₂₀₀ groups; and

R₂₄₅ and R₂₅₀ are taken together with the carbon to which they are attached to form a monocycle or bicycle of 5, 6, 7 or 8
10 carbon atoms, where 1, or 2 carbon atoms are optionally replaced by 1 or 2 groups that are independently -O-, -S-, -SO₂-, -C(O)-, or -NR₂₂₀-, and wherein the ring is optionally substituted with 1, 2, 3, 4, 5, or 6 groups that are independently C₁-C₄ alkyl, C₁-C₄ alkoxy, hydroxyl, NH₂, NH(C₁-C₆ alkyl), N(C₁-C₆ alkyl)(C₁-C₆ alkyl), -NH-C(O)C₁-C₅ alkyl, -NH-SO₂-(C₁-C₆ alkyl), or halogen; and

R₁ is C₁-C₁₀ alkyl substituted with one aryl group (preferably phenyl), where the aryl group is optionally substituted with 1 or 2 R₅₀ groups.

20 Preferred compounds of formula I-dd include those of formula I-ee, i.e. compounds of formula I-dd, wherein

R₂₄₅ and R₂₅₀ are taken together with the carbons to which they are attached to form a monocycle or bicycle of 5, 6, 7 or 8 carbon atoms, and wherein the ring is optionally
25 substituted with 1, 2, 3, 4, 5, or 6 groups that are independently C₁-C₄ alkyl, C₁-C₄ alkoxy, hydroxyl, NH₂, NH(C₁-C₆ alkyl), N(C₁-C₆ alkyl)(C₁-C₆ alkyl), -NH-C(O)C₁-C₅ alkyl, -NH-SO₂-(C₁-C₆ alkyl), or halogen.

Preferred compounds of formula I-dd include those of
30 formula I-ff, i.e. compounds of formula I-dd, wherein

R₂₄₅ and R₂₅₀ are taken together with the carbons to which they are attached to form a monocycle or bicycle of 5, or 6, carbon atoms, and wherein the ring is optionally substituted with 1, 2, 3, 4, 5, or 6 groups that are

independently C₁-C₄ alkyl, C₁-C₄ alkoxy, hydroxyl, NH₂, NH(C₁-C₆ alkyl), N(C₁-C₆ alkyl)(C₁-C₆ alkyl), -NH-C(O)C₁-C₅ alkyl, -NH-SO₂-(C₁-C₆ alkyl), or halogen.

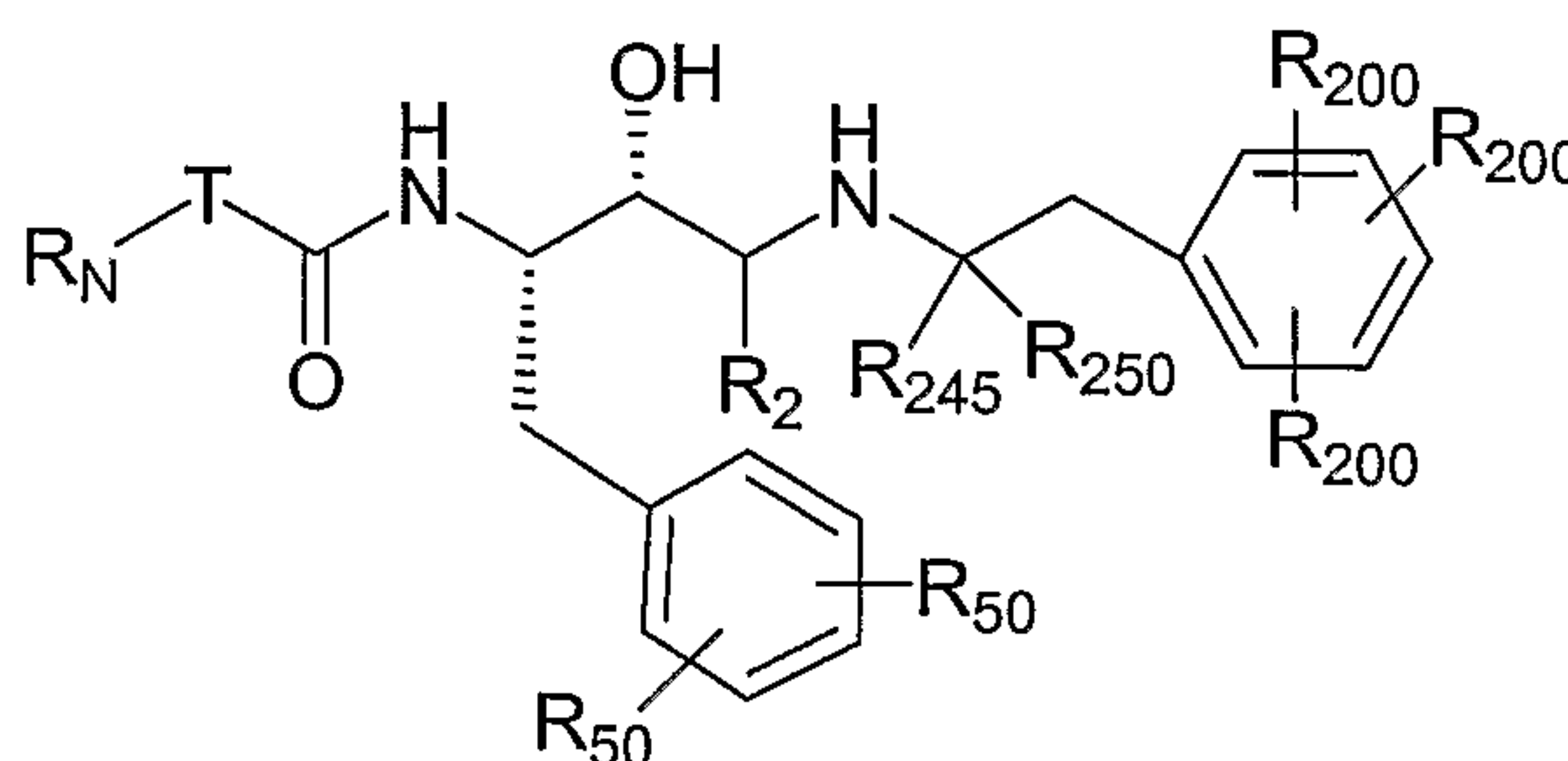
Preferred compounds of formula I include those of formula II-gg, i.e. compounds of formula I wherein

R_c is -(CR₂₄₅R₂₅₀)-heteroaryl (preferred heteroaryl groups include thienyl, pyridyl, pyrimidyl, quinolinyl, oxazolyl, and thiazolyl), wherein the heteroaryl group attached to the -(CR₂₄₅R₂₅₀)₁₋₄- group is optionally substituted with 1 or 2 substituents selected from -Cl, -Br, -I, -C₁-C₆ alkyl, -(C₁-C₃ alkyl)OH, -CN, -C=CH, -C=C-CH₂-OH, -CF₃, or -phenyl optionally substituted with 1 or 2 C₁-C₃ alkyl groups, -(C₁-C₃ alkyl)OH group or -CO(C₁-C₃ alkyl) group, wherein

R₂₄₅ and R₂₅₀ at each occurrence are independently -H, -C₁-C₃ alkyl, -(C₁-C₃ alkyl)CO₂H, or -(C₁-C₃ alkyl)OH, (in one aspect R₂₄₅ is H; in another aspect, R₂₄₅ and R₂₅₀ are H; in another aspect, R₂₄₅ and R₂₅₀ are both methyl) or

R₂₄₅ and R₂₅₀ are taken together with the carbon to which they are attached to form a monocycle or bicycle of 3, 4, 5, 6, 7 or 8 carbon atoms (preferably 6 carbon atoms), where 1 or 2 carbon atoms is optionally replaced by -O-, -C(O)-, -S-, -SO₂-, or -NR₂₂₀-, and R₂₂₀ is as defined above.

In another aspect, the invention provides compounds of the formula VII:



VII

and pharmaceutically acceptable salts thereof, wherein

R₂₄₅ and R₂₅₀ are taken together with the carbon to which they are attached to form a monocycle or bicycle of 3, 4, 5, 6, 7, or 8 carbon atoms, where 1, 2, or 3 CH₂ groups are optionally replaced by 1, 2, or 3 groups that are independently -O-, -S-, -SO₂-, -C(O)-, or -NR₂₂₀-; and wherein the ring is optionally substituted with 1, 2, 3, 4, 5, or 6 groups that are independently C₁-C₄ alkyl, C₁-C₄ alkoxy, =O, hydroxyl and halogen;

R₂, R₅₀, R₂₀₀, and R₂₂₀ are as defined for formula I.

10 Preferred compounds of formula VII include compounds of formula VII-a, i.e., compounds of formula VII wherein at least one of the R₅₀ groups is a halogen.

Preferred compounds of formula VII-a include compounds of formula VII-c, i.e., compounds of formula VII-a wherein at least one R₅₀ group is halogen. More preferably, the other R₅₀ group is H, OH or -O-allyl. In another aspect, both R₅₀ groups are halogen and more preferably, F or Cl. Still more preferably, both R₅₀ groups are F. Still more preferably, the R₅₀ groups are "meta" relative to each other, i.e., 1-3 to each other.

Preferred compounds according to any one of formulas VII, VII-a and VII-c include compounds of formula VII-d, i.e., compounds wherein

R₂₄₅ and R₂₅₀ are taken together with the carbon to which they are attached to form a monocycle of 3, 4, 5, 6, or 7 carbon atoms (preferably 4, 5, or 6 carbon atoms, more preferably, 5 or 6 carbon atoms), wherein the ring is optionally substituted with 1, 2, 3, 4, 5, or 6 groups that are independently C₁-C₄ alkyl, C₁-C₄ alkoxy, hydroxyl, =O, and halogen. More preferably, the ring is optionally substituted with 1, 2, or 3 groups. Still more preferably, if the ring is substituted, one of the groups is =O.

Preferred compounds according to any one of formulas VII, VII-a, and VII-c include compounds of formula VII-e, i.e., compounds wherein

5 R₂₄₅ and R₂₅₀ are taken together with the carbon to which they are attached to form a bicycle of 5, 6, 7, or 8 carbon atoms, where 1, carbon atom is optionally replaced by a group selected from -O-, -S-, -SO₂-, -C(O)-, and -NR₂₂₀-; and wherein the ring is optionally substituted with 1, 2, 3, 4, 5, or 6 groups that are independently C₁-C₄ alkyl, 10 C₁-C₄ alkoxy, hydroxyl and halogen. Preferably the bicycle is bicyclo[3.1.0]hexyl, 6-aza-bicyclo[3.1.0]hexane wherein the nitrogen is optionally substituted with -C(O)CH₃ or CH₃, octahydro-cyclopenta[c]pyrrolyl, 5-oxo-octahydro-pentalenyl, or 5- 15 hydroxy-octahydro-pentalenyl, each of which is optionally substituted with 1, 2, 3, 4, 5, or 6 groups that are independently C₁-C₄ alkyl, C₁-C₄ alkoxy, hydroxyl and halogen.

Preferred according to any one of formulas VII-c, VII-d 20 and VII-e include compounds wherein one R₂₀₀ is imidazolyl, thiazolyl, oxazolyl, tetrazolyl, thienyl, furanyl, benzyl, piperidinonyl, or pyridyl, wherein each is optionally substituted with halogen, or C₁-C₄ alkyl. Also preferred are compounds wherein a second R₂₀₀ is C₁-C₆ alkyl (preferably C₂-C₆ 25 alkyl, more preferably tert-butyl, neopentyl or isopropyl.)

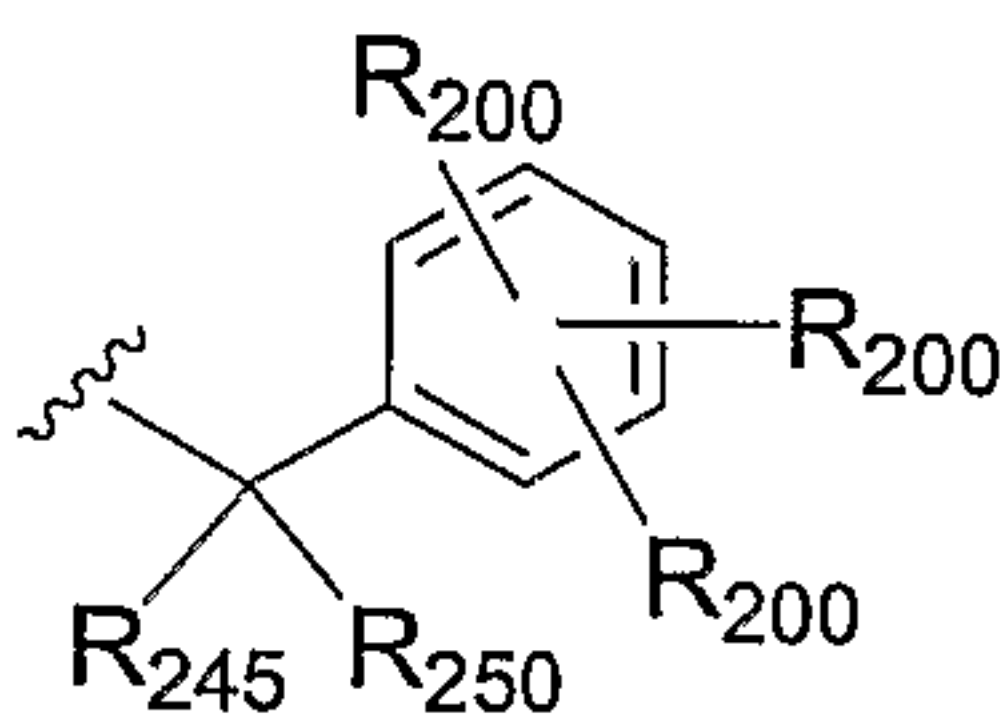
Preferred compounds according to any one of formulas VII, VII-a, and VII-c, include compounds of formula VII-f, i.e., compounds wherein

30 R₂₄₅ and R₂₅₀ are taken together with the carbon to which they are attached to form a monocycle of 3, 4, 5, 6, or 7 carbon atoms, where at least 1, but up to 3 carbon atoms are replaced by groups that are independently -O-, -S-, -SO₂-, -C(O)-, or -NR₂₂₀- (in one aspect, preferably -O-); and wherein the ring is optionally substituted with 1, 2,

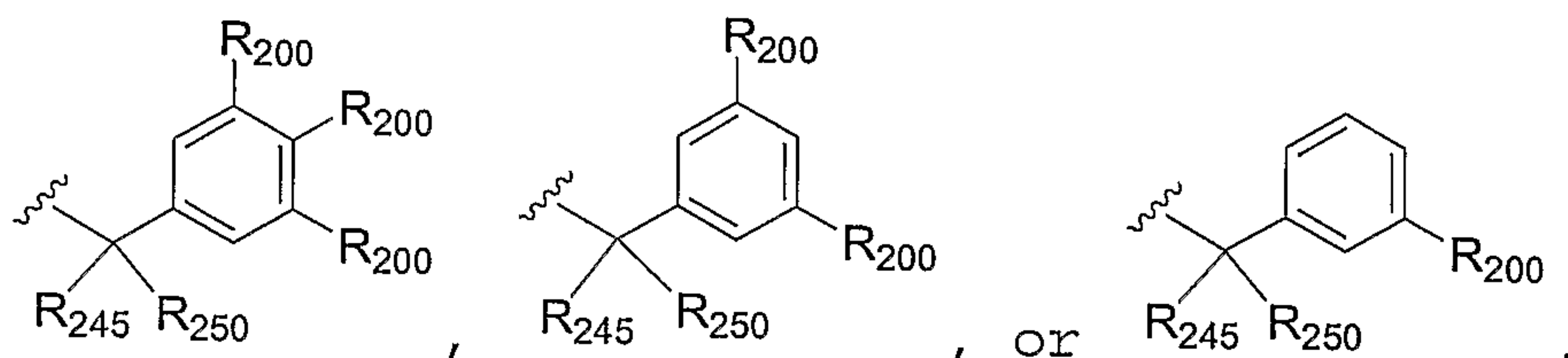
3, 4, 5, or 6 groups that are independently C₁-C₄ alkyl, C₁-C₄ alkoxy, hydroxyl and halogen. Preferably the monocycle is tetrahydropyranyl, 2-oxo-tetrahydropyrimidinonyl, piperidinyl, 2-oxo(1,3)oxazinonyl, or cyclohexanonyl. Preferably, R₂₂₀ is H, -C₁-C₆ alkyl, -CHO, hydroxy C₁-C₆ alkyl, C₁-C₆ alkoxy carbonyl, -amino C₁-C₆ alkyl, -SO₂-C₁-C₆ alkyl, C₁-C₆ alkanoyl optionally substituted with up to three halogens, -C(O)NH₂, -C(O)NH(C₁-C₆ alkyl), -C(O)N(C₁-C₆ alkyl)(C₁-C₆ alkyl), -halo C₁-C₆ alkyl, or -(CH₂)₀₋₂-(C₃-C₇ cycloalkyl). More preferably, R₂₂₀ is H, -C₁-C₆ alkyl, C₁-C₆ alkoxy carbonyl, -SO₂-C₁-C₆ alkyl, -C(O)CF₃, -C(O)NH₂, -C(O)NH(C₁-C₆ alkyl), or -C(O)N(C₁-C₆ alkyl)(C₁-C₆ alkyl).

Preferred compounds according to any one of formulas VII-d or VII-e include compounds of formula VII-g, i.e., compounds wherein at least one R₂₀₀ is C₁-C₆ alkyl. More preferably, R₂₀₀ is C₂-C₆ alkyl. Still more preferably it is C₃-C₆ alkyl.

Preferred compounds according to any one of formulas VIIa-VIIg include compounds of formula VII-h, i.e., compounds wherein R_c is of the formula:



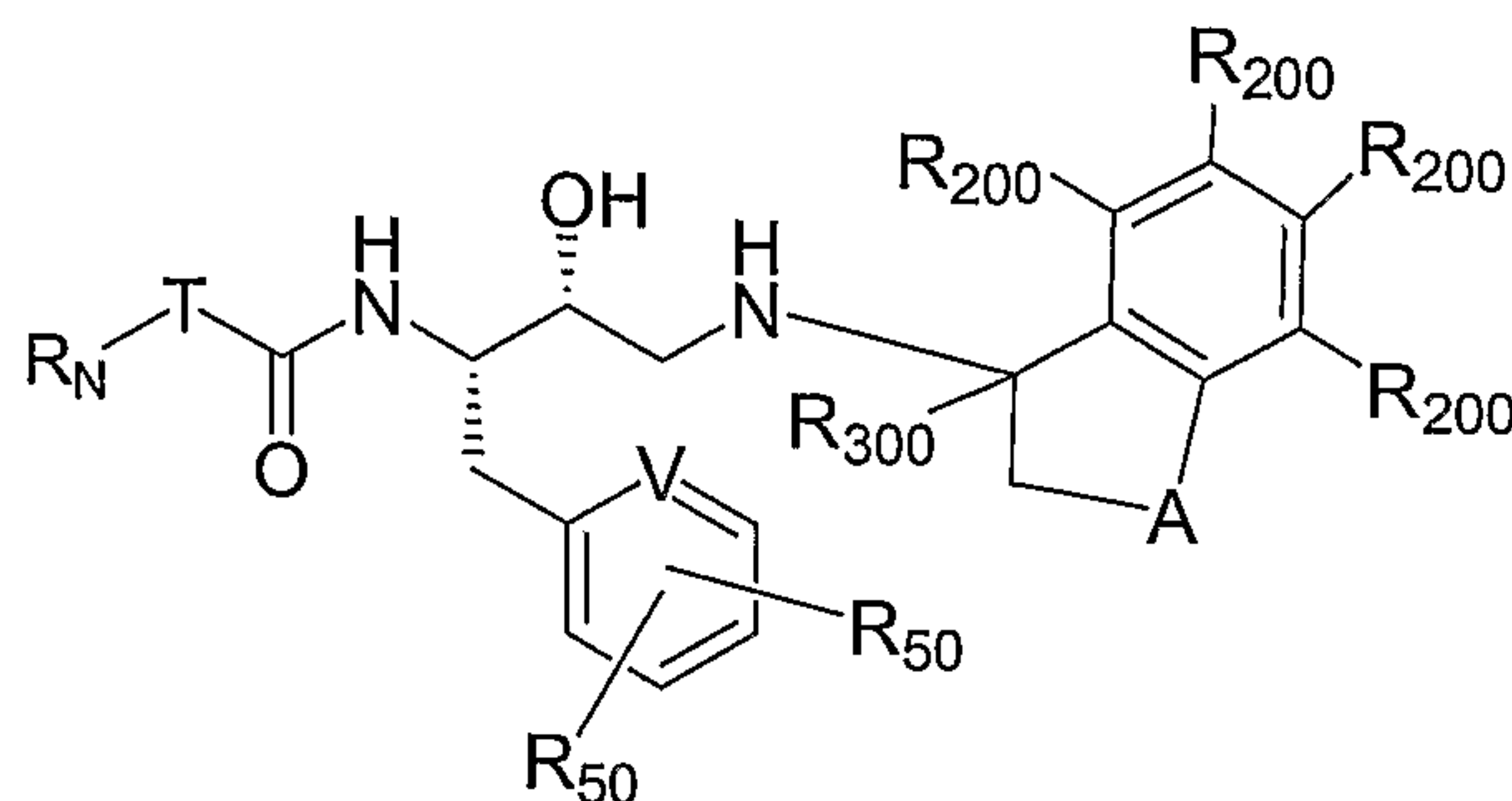
More preferably, R_c is of the formula:



In another aspect, the invention provides compounds according to any one of formulas VII to VII-h wherein R₂ is H.

In another aspect, the invention provides compounds according to any one of formulas VII to VII-h wherein R₂ is C₁-C₄ alkyl or hydroxy C₁-C₄ alkyl.

In another aspect, the invention provides compounds of formula VIII:



VIII

5 wherein

A is $-\text{CH}_2-\text{CR}_{100}\text{R}_{101}-$, $-\text{CH}_2-\text{S}-$, $-\text{CH}_2-\text{S}(\text{O})-$, $-\text{CH}_2-\text{S}(\text{O})_2-$,
 $-\text{CH}_2-\text{NR}_{100}-$, $-\text{CH}_2-\text{C}(\text{O})-$, $-\text{CH}_2-\text{O}-$, $-\text{O}-\text{CR}_{100}\text{R}_{101}-$, $-\text{SO}_2-\text{NR}_{100}$, or
 $-\text{C}(\text{O})-\text{O}-$;

10 R_{100} and R_{101} are independently H, C_1-C_6 alkyl, phenyl, $\text{CO}(\text{C}_1-\text{C}_6$
 alkyl) or $\text{SO}_2\text{C}_1-\text{C}_6$ alkyl;

V is CH, CR_{50} , or N;

R_{300} is H or C_1-C_4 alkyl (preferably the alkyl is methyl); and
 Z, R_{50} and R_{200} are as defined for formula I.

15 Preferred compounds of formula VIII include compounds of
 formula VIII-a, i.e., compounds of formula VIII wherein at
 least one of the R_{50} groups is a halogen. In another aspect,
 the other R_{50} group is H, OH, or $-\text{O}$ -allyl.

20 Preferred compounds of formula VIII-a, include compounds
 of formula VIII-b, i.e., compounds wherein T is NH, N-methyl
 N-ethyl, or oxygen.

25 Preferred compounds of formula VIII-b include compounds
 of formula VIII-c, i.e., compounds of formula VIII-b wherein
 both R_{50} groups are halogen and more preferably, F or Cl.
 Still more preferably, both R_{50} groups are F. In other
 preferred compounds, at least one R_{50} is OH or $-\text{O}$ -benzyl. More
 preferably, a second R_{50} is present and it is a halogen
 (preferably F or Cl.)

Preferred compounds according to any one of formulas
 VIII, VIII-a, VIII-b, or VIII-c, include those of formula

VIII-d, i.e., compounds wherein at least one R_{200} is C_1 - C_6 alkyl. In one aspect, R_{200} is C_3 - C_6 alkyl, preferably neopentyl, tert-butyl or isopropyl. In another aspect, R_{200} is C_1 - C_4 alkyl.

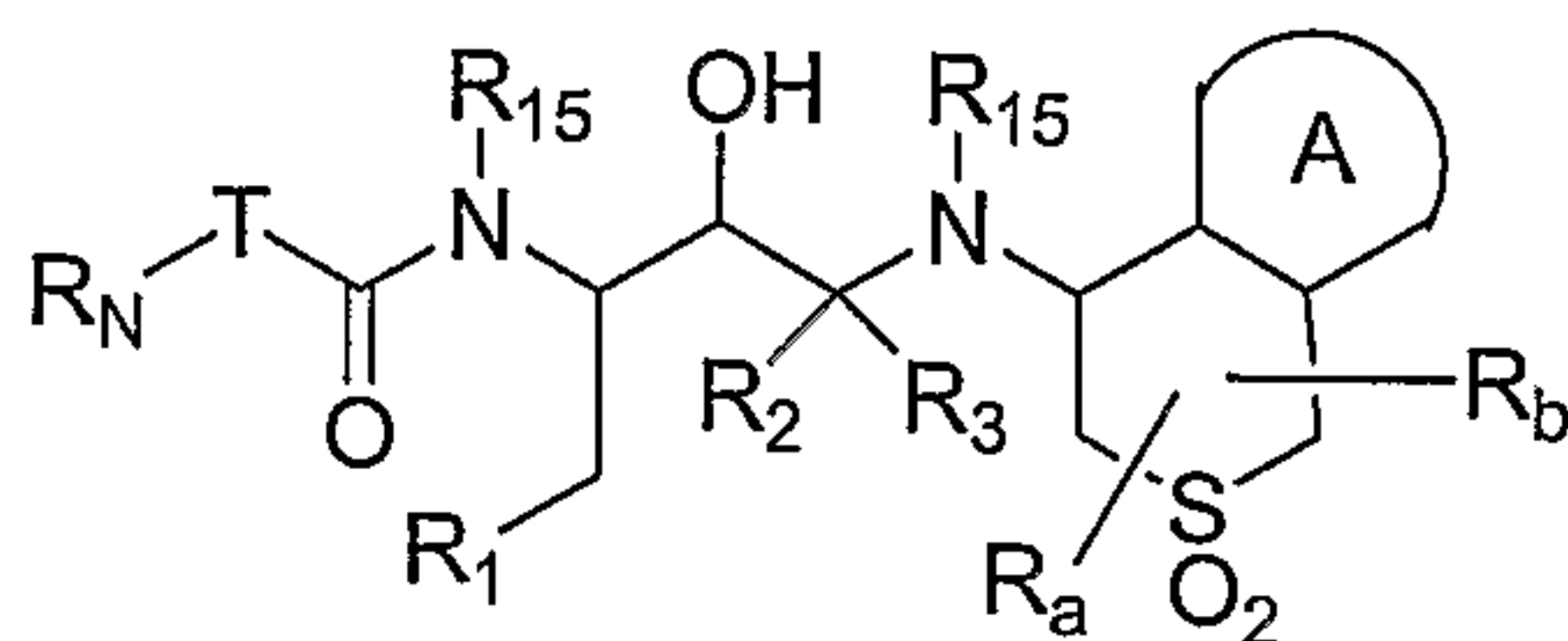
5 Preferred compounds of formula VIII-d include those wherein A is $-\text{CH}_2\text{-O-}$ or $-\text{CH}_2\text{-CH}_2\text{-}$. Also preferred are compounds wherein A is $-\text{C}(\text{O})\text{-O-}$, Also preferred are compounds wherein A is $-\text{CH}_2\text{-NR}_{100}\text{-}$. Also preferred are compounds wherein A is $-\text{CH}_2\text{-S-}$, $-\text{CH}_2\text{-S}(\text{O})\text{-}$, or $-\text{CH}_2\text{-S}(\text{O})_2\text{-}$.

10 Preferred compounds of formula VIII include compounds wherein one R_{200} is C_1 - C_6 alkyl, preferably C_2 - C_6 alkyl, more preferably C_3 - C_5 alkyl.

Also preferred are compounds wherein a second R_{200} is present and it is imidazolyl, thiazolyl, oxazolyl, tetrazolyl, 15 thienyl, furanyl, benzyl, or pyridyl, wherein each cyclic group is optionally substituted with $-\text{R}_{205}$, halogen, and/or C_1 - C_4 alkyl. In another aspect, they are substituted with halogen, and/or C_1 - C_4 alkyl. Also preferred are compounds wherein a second R_{200} is C_1 - C_6 alkyl. Also preferred are 20 compounds wherein R_{100} and R_{101} are independently H or C_1 - C_6 alkyl.

In another aspect, preferred compounds of formula VIII-d include those wherein R_{300} is methyl. In another aspect, when R_{300} is methyl, A is $-\text{CH}_2\text{-O-}$ or $-\text{CH}_2\text{-CH}_2\text{-}$.

25 In another aspect, preferred compounds of formula I include compounds of formula A-I:



A-I

and a pharmaceutically acceptable salt thereof, wherein 30 the A ring is a heteroaryl group, selected from pyridinyl, pyrimidinyl, imidazolyl, oxazolyl, thiazolyl, furanyl,

thienyl, pyrrolyl, wherein said heteroaryl groups are optionally substituted with one, two, three, or four R_z and/or R_d groups, wherein

R_z and R_d at each occurrence are independently

5 C_1 - C_6 alkyl optionally substituted with one, two or three substituents selected from C_1 - C_3 alkyl, halogen, OH, SH, $C\equiv N$, CF_3 , C_1 - C_3 alkoxy, and $-NR_5R_6$; or

OH; NO_2 ; halogen; CO_2H ; $C\equiv N$; $-(CH_2)_{0-4}-CO-NR_{21}R_{22}$ wherein

R_{21} and R_{22} are the same or different and are selected from

10 H; $-C_1$ - C_6 alkyl optionally substituted with one substituent selected from OH and $-NH_2$; $-C_1$ - C_6 alkyl optionally substituted with one to three groups that are independently $-F$, $-Cl$, $-Br$, or $-I$; $-C_3$ - C_7 cycloalkyl; $-(C_1-C_2$ alkyl)- $(C_3-C_7$ cycloalkyl); $-(C_1-C_6$ alkyl)- $O-(C_1-C_3$ alkyl); $-C_2-C_6$ alkenyl; $-C_2-C_6$ alkynyl; $-C_1-C_6$ alkyl chain with one double bond and one triple bond; R_{17} ; and R_{18} ; or

15 $-(CH_2)_{0-4}-CO-(C_1-C_{12}$ alkyl); $-(CH_2)_{0-4}-CO-(C_2-C_{12}$ alkenyl); $-(CH_2)_{0-4}-CO-(C_2-C_{12}$ alkynyl); $-(CH_2)_{0-4}-CO-(C_3-C_7$ cycloalkyl); $-(CH_2)_{0-4}-CO-R_{17}$; $-(CH_2)_{0-4}-CO-R_{18}$; $-(CH_2)_{0-4}-CO-R_{19}$; or $-(CH_2)_{0-4}-CO-R_{11}$ wherein

20 R_{17} at each occurrence is an aryl group selected from phenyl, 1-naphthyl, 2-naphthyl and indanyl, indenyl, dihydronaphthyl, or tetralinyl, wherein said aryl groups are optionally substituted with one, two, three, or four groups that are independently

25 C_1 - C_6 alkyl optionally substituted with one, two or three substituents selected from C_1 - C_3 alkyl, F, Cl, Br, I, OH, SH, and $-NR_5R_6$, $C\equiv N$, CF_3 , and C_1 - C_3 alkoxy;

30 or

C_2 - C_6 alkenyl or C_2 - C_6 alkynyl each of which is optionally substituted with one, two or three

substituents selected from F, Cl, OH, SH, C≡N, CF₃, C₁-C₃ alkoxy, and -NR₅R₆;

or

halogen; -C₁-C₆ alkoxy optionally substituted with
 5 one, two, or three F; -NR₂₁R₂₂; OH; C≡N; C₃-C₇
 cycloalkyl, optionally substituted with one,
 two or three substituents selected from F, Cl,
 OH, SH, C≡N, CF₃, C₁-C₃ alkoxy, and -NR₅R₆; or
 -CO-(C₁-C₄ alkyl); -SO₂-NR₅R₆; -CO-NR₅R₆; or -SO₂-(C₁-C₄
 10 alkyl);

R₁₈ at each occurrence is a heteroaryl group selected from
 pyridinyl, pyrimidinyl, quinolinyl, benzothienyl,
 indolyl, indolinyl, pyridazinyl, pyrazinyl,
 isoindolyl, isoquinolyl, quinazolinyl, quinoxalinyl,
 15 phthalazinyl, imidazolyl, isoxazolyl, pyrazolyl,
 oxazolyl, thiazolyl, indoliziny, indazolyl,
 benzothiazolyl, benzimidazolyl, benzofuranyl,
 furanyl, thienyl, pyrrolyl, oxadiazolyl,
 thiadiazolyl, triazolyl, tetrazolyl,
 20 oxazolopyridinyl, imidazopyridinyl, isothiazolyl,
 naphthyridinyl, cinnolinyl, carbazolyl, beta-
 carbolinyl, isochromanlyl, chromanyl,
 tetrahydroisoquinolinyl, isoindolinyl,
 isobenzotetrahydrofuranyl, isobenzotetrahydrothienyl,
 25 isobenzothienyl, benzoxazolyl, pyridopyridinyl,
 benzotetrahydrofuranyl, benzotetrahydrothienyl,
 purinyl, benzodioxolyl, triazinyl, phenoxazinyl,
 phenothiazinyl, pteridinyl, benzothiazolyl,
 imidazopyridinyl, imidazothiazolyl,
 30 dihydrobenzisoxazinyl, benzisoxazinyl, benzoxazinyl,
 dihydrobenzisothiazinyl, benzopyranyl,
 benzothiopyranyl, coumarinyl, isocoumarinyl,
 chromonyl, chromanonyl, pyridinyl-N-oxide,
 tetrahydroquinolinyl, dihydroquinolinyl,

dihydroquinolinonyl, dihydroisoquinolinonyl,
 dihydrocoumarinyl, dihydroisocoumarinyl,
 isoindolinonyl, benzodioxanyl, benzoxazolinonyl,
 pyrrolyl N-oxide, pyrimidinyl N-oxide, pyridazinyl
 5 N-oxide, pyrazinyl N-oxide, quinolinyl N-oxide,
 indolyl N-oxide, indolinyl N-oxide, isoquinolyl N-
 oxide, quinazolinyl N-oxide, quinoxalinyl N-oxide,
 phthalazinyl N-oxide, imidazolyl N-oxide, isoxazolyl
 N-oxide, oxazolyl N-oxide, thiazolyl N-oxide,
 10 indolizinyll N-oxide, indazolyl N-oxide,
 benzothiazolyl N-oxide, benzimidazolyl N-oxide,
 pyrrolyl N-oxide, oxadiazolyl N-oxide, thiadiazolyl
 N-oxide, triazolyl N-oxide, tetrazolyl N-oxide,
 benzothiopyranyl S-oxide, and benzothiopyranyl S,S-
 15 dioxide, wherein said heteroaryl group is optionally
 substituted with one, two, three, or four groups
 that are independently
 C₁-C₆ alkyl optionally substituted with one, two or
 three substituents selected from C₁-C₃ alkyl,
 20 F, Cl, Br, I, OH, SH, C≡N, CF₃, C₁-C₃ alkoxy, and
 -NR₅R₆; or
 C₂-C₆ alkenyl or C₂-C₆ alkynyl each of which is
 optionally substituted with one, two or three
 substituents selected from -F, -Cl, -OH, -SH,
 25 -C≡N, -CF₃, C₁-C₃ alkoxy, and -NR₅R₆; or
 halogen; -C₁-C₆ alkoxy optionally substituted with
 one, two, or three -F; -NR₂₁R₂₂; -OH; -C≡N; C₃-C₇
 cycloalkyl optionally substituted with one, two
 or three substituents independently selected
 30 from F, Cl, OH, SH, C≡N, CF₃, C₁-C₃ alkoxy, and
 -NR₅R₆; -CO-(C₁-C₄ alkyl); -SO₂-NR₅R₆; -CO-NR₅R₆;
 or -SO₂-(C₁-C₄ alkyl);
 R₁₉ at each occurrence is independently morpholinyl,
 thiomorpholinyl, thiomorpholinyl S-oxide,

thiomorpholinyl S,S-dioxide, piperazinyl,
 homopiperazinyl, pyrrolidinyl, pyrrolinyl,
 tetrahydropyranyl, piperidinyl, tetrahydrofuranyl,
 tetrahydrothienyl, homopiperidinyl, homomorpholinyl,
 5 homothiomorpholinyl, homothiomorpholinyl S,S-
 dioxide, oxazolidinonyl, dihydropyrazolyl,
 dihydropyrrolyl, dihydropyrazinyl, dihydropyridinyl,
 dihydropyrimidinyl, dihydrofuryl, dihydropyranyl,
 tetrahydrothienyl S-oxide, tetrahydrothienyl S,S-
 10 dioxide, or homothiomorpholinyl S-oxide; wherein said
 R₁₉ group is optionally substituted with one, two,
 three, or four groups that are independently
 C₁-C₆ alkyl optionally substituted with one, two or
 three substituents selected from C₁-C₃ alkyl,
 15 F, Cl, Br, I, OH, SH, C≡N, CF₃, C₁-C₃ alkoxy, and
 -NR₅R₆;
 C₂-C₆ alkenyl or C₂-C₆ alkynyl, wherein each is
 optionally substituted with one, two or three
 substituents selected from F, Cl, OH, SH, C≡N,
 20 CF₃, C₁-C₃ alkoxy, and -NR₅R₆;
 halogen; C₁-C₆ alkoxy; C₁-C₆ alkoxy optionally
 substituted with one, two, or three F; OH; C≡N;
 -NR₂₁R₂₂; C₃-C₇ cycloalkyl optionally substituted
 with one, two, or three substituents
 25 independently selected from F, Cl, OH, SH, C≡N,
 CF₃, C₁-C₃ alkoxy, and -NR₅R₆; -CO-(C₁-C₄ alkyl);
 -SO₂-NR₅R₆; -CO-NR₅R₆; -SO₂-(C₁-C₄ alkyl); or =O;
 R₁₁ is selected from morpholinyl, thiomorpholinyl,
 piperazinyl, piperidinyl, homomorpholinyl,
 30 homothiomorpholinyl, homomorpholinyl S-oxide,
 homothiomorpholinyl S,S-dioxide, pyrrolinyl and
 pyrrolidinyl where each group is optionally
 substituted with one, two, three, or four groups

that are independently C₁-C₆ alkyl, C₁-C₆ alkoxy, and halogen;

or

R_z and R_d at each occurrence are independently -(CH₂)₀₋₄-CO₂R₂₀;
 5 -(CH₂)₀₋₄-SO₂-NR₂₁R₂₂; -(CH₂)₀₋₄-SO-(C₁-C₈ alkyl); -(CH₂)₀₋₄-
 SO₂-(C₁-C₁₂ alkyl), -(CH₂)₀₋₄-SO₂-(C₃-C₇ cycloalkyl); -(CH₂)₀₋₄-
 4-N(H or R₂₀)-CO-O-R₂₀; -(CH₂)₀₋₄-N(H or R₂₀)-CO-N(R₂₀)₂; -
 (CH₂)₀₋₄-N-CS-N(R₂₀)₂; -(CH₂)₀₋₄-N(-H or R₂₀)-CO-R₂₁; -(CH₂)₀₋₄-
 NR₂₁R₂₂; -(CH₂)₀₋₄-R₁₁; -(CH₂)₀₋₄-O-CO-(C₁-C₆ alkyl); -(CH₂)₀₋₄-
 10 O-P(O)-(OR₅)₂; -(CH₂)₀₋₄-O-CO-N(R₂₀)₂; -(CH₂)₀₋₄-O-CS-N(R₂₀)₂;
 -(CH₂)₀₋₄-O-(R₂₀)₂; -(CH₂)₀₋₄-O-(R₂₀)-CO₂H; -(CH₂)₀₋₄-S-(R₂₀); -
 (CH₂)₀₋₄-O-(C₁-C₆ alkyl optionally substituted with one,
 two, three, four, or five halogens); C₃-C₇ cycloalkyl;
 -(CH₂)₀₋₄-N(-H or R₂₀)-SO₂-R₂₁; or -(CH₂)₀₋₄-C₃-C₇
 15 cycloalkyl; wherein

R₂₀ is selected from C₁-C₆ alkyl, -(CH₂)₀₋₂-(R₁₇), C₂-C₆
 alkenyl, C₂-C₆ alkynyl, C₃-C₇ cycloalkyl, and -(CH₂)₀₋₂-(R₁₈);

or

20 R_z and R_d at each occurrence are independently C₂-C₆ alkenyl or
 C₂-C₆ alkynyl, each of which is optionally substituted
 with C₁-C₃ alkyl, F, Cl, Br, I, OH, SH, C≡N, CF₃, C₁-C₃
 alkoxy, or -NR₅R₆;

or

25 the A ring is an aromatic hydrocarbon selected from phenyl,
 naphthyl, tetralinyl, indanyl, dihydronaphthyl or
 6,7,8,9-tetrahydro-5H-benzo[a]cycloheptenyl, wherein each
 aromatic hydrocarbon is optionally substituted with one,
 two, three, or four R_z and/or R_d groups which at each
 30 occurrence can be the same or different and are:

C₁-C₆ alkyl, optionally substituted with one, two or three
 substituents selected from C₁-C₃ alkyl, halogen, OH,
 SH, C≡N, CF₃, C₁-C₃ alkoxy, and -NR₅R₆;

or

-OH; -NO₂; halogen; -CO₂H; -C≡N; -(CH₂)₀₋₄-CO-NR₂₁R₂₂;
 -(CH₂)₀₋₄-CO-(C₁-C₁₂ alkyl), -(CH₂)₀₋₄-CO-(C₂-C₁₂
 alkenyl), -(CH₂)₀₋₄-CO-(C₂-C₁₂ alkynyl), -(CH₂)₀₋₄-CO-(C₃-
 C₇ cycloalkyl), -(CH₂)₀₋₄-CO-R₁₇; -(CH₂)₀₋₄-CO-R₁₈;
 5 -(CH₂)₀₋₄-CO-R₁₉; -(CH₂)₀₋₄-CO-R₁₁; -(CH₂)₀₋₄-CO₂R₂₀;
 -(CH₂)₀₋₄-SO₂-NR₂₁R₂₂; -(CH₂)₀₋₄-SO-(C₁-C₈ alkyl); -
 (CH₂)₀₋₄-SO₂-(C₁-C₁₂ alkyl), -(CH₂)₀₋₄-SO₂-(C₃-C₇
 cycloalkyl); -(CH₂)₀₋₄-N(H or R₂₀)-CO₂R₂₀; -(CH₂)₀₋₄-N(H
 or R₂₀)-CO-N(R₂₀)₂; -(CH₂)₀₋₄-N-CS-N(R₂₀)₂; -(CH₂)₀₋₄-N(-H
 10 or R₂₀)-CO-R₂₁; -(CH₂)₀₋₄-NR₂₁R₂₂; -(CH₂)₀₋₄-R₁₁; -(CH₂)₀₋₄-
 O-CO-(C₁-C₆ alkyl); -(CH₂)₀₋₄-O-P(O)-(OR₅)₂; -(CH₂)₀₋₄-
 O-CO-N(R₂₀)₂; -(CH₂)₀₋₄-O-CS-N(R₂₀)₂; -(CH₂)₀₋₄-O-(R₂₀)₂;
 -(CH₂)₀₋₄-O-(R₂₀)-CO₂H; -(CH₂)₀₋₄-S-(R₂₀); -(CH₂)₀₋₄-O-
 (C₁-C₆ alkyl optionally substituted with one, two,
 15 three, four, or five -F); C₃-C₇ cycloalkyl; -(CH₂)₀₋₄-
 N(-H or R₂₀)-SO₂-R₂₁; -(CH₂)₀₋₄-C₃-C₇ cycloalkyl;

or

C₂-C₆ alkenyl or C₂-C₆ alkynyl each of which is optionally
 substituted with C₁-C₃ alkyl, F, Cl, Br, I, OH, SH,
 20 C≡N, CF₃, C₁-C₃ alkoxy, or -NR₅R₆;

R_a and R_b are independently selected from C₁-C₃ alkyl, F, OH,
 SH, C≡N, CF₃, C₁-C₆ alkoxy, =O, and -NR₅R₆; or

R_a and R_b and the carbon to which they are attached form a C₃-C₇
 spirocycle which is optionally substituted with 1 or 2
 25 groups that are independently C₁-C₄ alkyl, C₁-C₄ alkoxy,
 halogen, CF₃, or CN;

R₁ is C₁-C₁₀ alkyl optionally substituted with 1, 2, or 3 groups
 independently selected from halogen, -OH, =O, -SH, -CN,
 -CF₃, -C₁-C₄ alkoxy, amino, mono- or dialkylamino,
 30 -N(R)C(O)R', -OC(=O)-amino and -OC(=O)-mono- or
 dialkylamino; or

R₁ is C₂-C₆ alkenyl or C₂-C₆ alkynyl, each of which is
 optionally substituted with 1, 2, or 3 groups

independently selected from halogen, OH, SH, C≡N, CF₃, OCF₃, C₁-C₄ alkoxy, amino, and mono- or dialkylamino; or
 R₁ is aryl, heteroaryl, heterocyclyl, aryl C₁-C₆ alkyl, heteroaryl C₁-C₆ alkyl, or heterocycloalkyl C₁-C₆ alkyl,
 5 wherein

each aryl group at each occurrence is optionally substituted with 1, 2, 3, 4, or 5 R₅₀ groups;

each heteroaryl at each occurrence is optionally substituted with 1, 2, 3, 4, or 5 R₅₀ groups;

10 each heterocycloalkyl group at each occurrence is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently R₅₀ or =O;

R₁ is G-L-A-E-W-, wherein

15 W is a bond, absent, -S-, -S(O)-, -SO₂-, -O-, -NH- or -N(C₁-C₄ alkyl);

E is a bond, absent, or C₁-C₃ alkylene;

A is absent, alkyl, aryl or cycloalkyl where each aryl or cycloalkyl is optionally substituted with one, two or three R₁₀₀ groups; heteroaryl optionally substituted with 1 or 2 R₁₀₀ groups; or
 20 heterocycloalkyl optionally substituted with 1 or 2 R₂₀₀ groups, wherein

R₁₀₀ at each occurrence is independently selected from NO₂, C≡N, C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, -N(R)CO(R')R, -CO₂-R₂₅, -NH-CO₂-R₂₅, -O-(C₂-C₆ alkyl)-CO₂H, -NRR', -SR, CH₂OH, -C(O)-(C₁-C₆)alkyl, -C(O)NRR', -SO₂NRR', CO₂H, CF₃, halogen, C₁-C₃ alkoxy, -OCF₃, -NH₂, OH, CN, halogen, and
 25 -(CH₂)₀₋₂-O-(CH₂)₀₋₂-OH;

30 wherein

R₂₅ is selected from C₁-C₆ alkyl, -(CH₂)₀₋₂-cycloalkyl, -(CH₂)₀₋₂-aryl, where the aryl is optionally substituted with halogen, hydroxy, C₁-C₆ alkyl, C₁-C₆ alkyl, amino,

mono(C₁-C₆)alkylamino, or di(C₁-C₆)alkylamino, and hydrogen, and

R and R' at each occurrence are independently hydrogen, C₁-C₆ alkyl, -(CH₂)₀₋₂-aryl, or
 5 -(CH₂)₀₋₂-cycloalkyl, where each aryl or cycloalkyl is optionally substituted with halogen, hydroxy, C₁-C₆ alkyl, C₁-C₆ alkyl, amino, mono(C₁-C₆)alkylamino, or di(C₁-C₆)alkylamino;

10 R₂₀₀ at each occurrence is independently selected from =O, C₁-C₃ alkyl, CF₃, F, Cl, Br, I, C₁-C₃ alkoxy, OCF₃, NH₂, OH, and C≡N;

provided that L is a bond or absent when G is absent,

or

15 L is -C(O)-, -S(O)-, -SO₂-, -O-, -C(R₁₁₀)(R₁₁₂)O-,
 -OC(R₁₁₀)(R₁₁₂)-, -N(R₁₁₀)-, -CON(R₁₁₀)-, -N(R₁₁₀)CO-,
 -C(R₁₁₀)(R')-, -C(OH)R₁₁₀-, -SO₂NR₁₁₀-, -N(R₁₁₀)SO₂-,
 -N(R₁₁₀)CON(R₁₁₂)-, N(R₁₁₀)CSN(R₁₁₂)-, -OCO₂-, -NCO₂-, or
 -OCON(R₁₁₀)-, wherein

20 R₁₁₀ and R₁₁₂ are independently hydrogen, C₁-C₄ alkyl, C₁-C₄ hydroxyalkyl, C₁-C₄ alkoxy C₁-C₄ alkyl or C₁-C₄ fluoroalkyl;

and

G is absent or C₁-C₁₀ alkyl optionally substituted with 1,
 25 2, or 3 groups independently selected from -CO₂H, -CO₂(C₁-C₄ alkyl), C₁-C₆ alkoxy, -OH, -NRR', -C₁-C₆ haloalkyl, -(C₁-C₁₀ alkyl)-O-(C₁-C₃ alkyl), -C₂-C₁₀ alkenyl, -C₂-C₁₀ alkynyl, -C₄-C₁₀ alkyl chain with one double bond and one triple bond, aryl optionally
 30 substituted with 1, 2, or 3 R₁₀₀, heteroaryl optionally substituted with 1, 2, or 3 R₁₀₀, and C₁-C₆ alkyl;

or

G is $-(\text{CH}_2)_{0-3}-(\text{C}_3-\text{C}_7)$ cycloalkyl where the cycloalkyl is optionally substituted with one, two or three substituents independently selected from $-\text{CO}_2\text{H}$, $-\text{CO}_2-$ (C_1-C_4 alkyl), C_1-C_6 alkoxy, OH, $-\text{NH}_2$, $-\text{C}_1-\text{C}_6$ haloalkyl, $-(\text{C}_1-\text{C}_{10}$ alkyl)-O-(C_1-C_3 alkyl), $-\text{C}_2-\text{C}_{10}$ alkenyl with 1 or 2 double bonds, C_2-C_{10} alkynyl with 1 or 2 triple bonds, $-\text{C}_4-\text{C}_{10}$ alkyl chain with one double bond and one triple bond, aryl optionally substituted with R_{100} , heteroaryl optionally substituted with R_{100} , mono(C_1-C_6 alkyl)amino, di(C_1-C_6 alkyl) amino, and C_1-C_6 alkyl,

or

G is $-(\text{CH}_2)_{0-4}$ -aryl, $-(\text{CH}_2)_{0-4}$ -heteroaryl, or $-(\text{CH}_2)_{0-4}$ -heterocycle, wherein the aryl, heteroaryl $-(\text{CH}_2)_{0-4}$ -heterocycle, groups are optionally substituted with 1, 2, or 3 R_{100} , wherein the heterocycle group is optionally substituted with 1 or 2 R_{200} groups; or

G is $-\text{C}(\text{R}_{10})(\text{R}_{12})-\text{CO}-\text{NH}-\text{R}_{14}$ wherein

R_{10} and R_{12} are the same or different and are selected from H, $-\text{C}_1-\text{C}_6$ alkyl, $-(\text{C}_1-\text{C}_4$ alkyl)-aryl, where the aryl is optionally substituted with 1, 2, or 3 R_{100} groups; $-(\text{C}_1-\text{C}_4$ alkyl)-heteroaryl where the heteroaryl is optionally substituted with 1, 2, or 3 R_{100} groups; $-(\text{C}_1-\text{C}_4$ alkyl)-heterocycle, where the heterocycle is optionally substituted with 1 or 2 R_{200} groups; heteroaryl optionally substituted with 1, 2, or 3 R_{100} groups; heterocycle optionally substituted with 1 or 2 R_{200} groups; $-(\text{CH}_2)_{1-4}-\text{OH}$, $-(\text{CH}_2)_{1-4}-\text{Y}-(\text{CH}_2)_{1-4}$ -aryl where the aryl is optionally substituted with 1, 2, or 3 R_{100} groups; $-(\text{CH}_2)_{1-4}-\text{Y}-(\text{CH}_2)_{1-4}$ -heteroaryl where the heteroaryl is optionally substituted with 1, 2, or 3 R_{100} groups; -aryl optionally substituted with 1, 2, or 3 R_{100} groups, -heteroaryl optionally substituted with 1, 2, or 3

R₁₀₀ groups, and -heterocycle optionally substituted with 1, 2, or 3 R₂₀₀ groups, wherein

Y is -O-, -S-, -NH-, or -NH(C₁-C₆ alkyl); and

R₁₄ is H, -C₁-C₆ alkyl, -aryl optionally substituted with 1, 2, 5 or 3 R₁₀₀ groups, -heteroaryl optionally substituted with 1, 2, or 3 R₁₀₀ groups, -heterocycle optionally substituted with 1 or 2 R₂₀₀ groups, -(C₁-C₄ alkyl)-aryl, where the aryl is optionally substituted with 1, 2, or 3 R₁₀₀ groups; -(C₁-C₄ alkyl)-heteroaryl where the heteroaryl 10 is optionally substituted with 1, 2, or 3 R₁₀₀ groups; -(C₁-C₄ alkyl)-heterocycle, where the heterocycle is optionally substituted with 1 or 2 R₂₀₀ groups, or -(CH₂)₀₋₂-O-(CH₂)₁₋₂-OH;

R₂ and R₃ are independently selected from -H, C₁-C₆ alkyl, 15 optionally substituted with one, two or three substituents selected from C₁-C₃ alkyl, -F, -Cl, -Br, -I, -OH, -SH, -C≡N, -CF₃, C₁-C₃ alkoxy, and -NR₅R₆; -(CH₂)₀₋₄-R₁₇; -(CH₂)₀₋₄-R₁₈; C₂-C₆ alkenyl or C₂-C₆ alkynyl, wherein each is optionally substituted with one, two or three substituents 20 selected from -F, -Cl, -OH, -SH, -C≡N, -CF₃, C₁-C₃ alkoxy, and -NR₅R₆; -(CH₂)₀₋₄-C₃-C₇ cycloalkyl, optionally substituted with one, two or three substituents selected from -F, -Cl, -OH, -SH, -C≡N, -CF₃, C₁-C₃ alkoxy, and -NR₅R₆; wherein

25 R₅ and R₆ at each occurrence are independently H or C₁-C₆ alkyl; or

R₅ and R₆ and the nitrogen to which they are attached, at each occurrence form a 5 or 6 membered heterocycloalkyl ring; or

30 R₂, R₃ and the carbon to which they are attached form a carbocycle of three thru seven carbon atoms, wherein one carbon atom is optionally replaced by a group selected from -O-, -S-, -SO₂-, or -NR₇-;

R₁₅ at each occurrence is independently selected from hydrogen, C₁-C₆ alkyl, C₁-C₆ alkoxy, C₁-C₆ alkoxy C₁-C₆

alkyl, hydroxy C₁-C₆ alkyl, halo C₁-C₆ alkyl, C₁-C₆ alkanoyl, each of which is unsubstituted or substituted with 1, 2, 3, or 4 groups independently selected from halogen, alkyl, hydroxy, alkoxy, NH₂, and -R₂₆-R₂₇; and
 5 -R₂₆-R₂₇; wherein

R₂₆ is selected from a bond, -C(O)-, -SO₂-, -CO₂-,
 -C(O)NR₅-, and -NR₅C(O)-,

R₂₇ is selected from C₁-C₆ alkyl, C₁-C₆ alkoxy, aryl C₁-C₆ alkyl, heterocycloalkyl, and heteroaryl, wherein
 10 each of the above is unsubstituted or substituted with 1, 2, 3, 4, or 5 groups that are independently C₁-C₄ alkyl, C₁-C₄ alkoxy, halogen, haloalkyl, hydroxyalkyl, -NR₅R₆, -C(O)NR₅R₆.

Preferred compounds of formula A-I include those wherein
 15 R₂ and R₃ are independently selected from H; C₁-C₆ alkyl optionally substituted with 1, 2, or 3 substituents that are independently selected from C₁-C₄ alkyl, halogen, -CF₃, and C₁-C₄ alkoxy; and C₂-C₆ alkenyl or C₂-C₆ alkynyl wherein each is optionally substituted with one, two or three substituents
 20 selected from -F, -Cl, -OH, -SH, -C≡N, -CF₃, C₁-C₃ alkoxy, and -NR₅R₆; or

R₂, R₃ and the carbon to which they are attached form a carbocycle of three thru seven carbon atoms, wherein one carbon atom is optionally replaced by a group selected from -
 25 O-, -S-, -SO₂-, or -NR₇-; wherein

R₇ is selected from H, -C₁-C₈ alkyl optionally substituted with 1, 2, or 3 groups independently selected from -OH, -NH₂, phenyl and halogen; C₃-C₈ cycloalkyl; -(C₁-C₂ alkyl)-(C₃-C₈ cycloalkyl); -(C₁-C₆ alkyl)-O-(C₁-C₄ alkyl); C₂-C₆ alkenyl; C₂-C₆ alkynyl; phenyl; naphthyl; heteroaryl; heterocycloalkyl.
 30

Other preferred compounds of formula A-I include those wherein

R₁₅ at each occurrence is independently selected from hydrogen, C₁-C₄ alkyl, C₁-C₄ alkoxy, C₁-C₄ alkanoyl, each of which is unsubstituted or substituted with 1, 2, 3, or 4 groups independently selected from halogen, alkyl, hydroxy, C₁-C₄ alkoxy, and NH₂; and -R₂₆-R₂₇; wherein R₂₆ is selected from a bond, -C(O)-, -SO₂-, -CO₂-, -C(O)NR₅-, and -NR₅C(O)-; and R₂₇ is selected from C₁-C₆ alkyl, C₁-C₆ alkoxy, and benzyl, wherein each of the above is unsubstituted or substituted with 1, 2, 3, 4, or 5 groups that are independently C₁-C₄ alkyl, C₁-C₄ alkoxy, halogen, halo C₁-C₄ alkyl, hydroxyalkyl, -C(O)NR₅R₆, or -NR₅R₆.

Still other preferred compounds of formula A-I include those wherein

R₁ is C₁-C₁₀ alkyl optionally substituted with 1, 2, or 3 groups independently selected from halogen, -OH, =O, -SH, -CN, -CF₃, -C₁-C₄ alkoxy, amino, mono- or dialkylamino, -N(R)C(O)R', -OC(=O)-amino and -OC(=O)-mono- or dialkylamino; or

R₁ is C₂-C₆ alkenyl or C₂-C₆ alkynyl, each of which is optionally substituted with 1, 2, or 3 groups independently selected from halogen, OH, SH, C≡N, CF₃, OCF₃, C₁-C₄ alkoxy, amino, and mono- or dialkylamino; or

R₁ is aryl, heteroaryl, heterocyclyl, aryl C₁-C₆ alkyl, heteroaryl C₁-C₆ alkyl, or heterocycloalkyl C₁-C₆ alkyl; wherein

each aryl group at each occurrence is optionally substituted with 1, 2, 3, 4, or 5 R₅₀ groups;

each heteroaryl at each occurrence is optionally substituted with 1, 2, 3, 4, or 5 R₅₀ groups;

each heterocycloalkyl group at each occurrence is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently R₅₀ or =O; and

R₅₀ at each occurrence is independently selected from halogen, OH, SH, CN, -CO-(C₁-C₄ alkyl), -CO₂-(C₁-C₄ alkyl), -SO₂-NR₅R₆, -NR₇R₈, -CO-NR₅R₆, -CO-NR₇R₈, -SO₂-(C₁-C₄ alkyl), C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ alkoxy, or C₃-C₈ cycloalkyl; wherein the alkyl, alkenyl, alkynyl, alkoxy, or cycloalkyl groups are optionally substituted with 1, 2, or 3 substituents independently selected from C₁-C₄ alkyl, halogen, OH, SH, -NR₅R₆, CN, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, phenyl, NR₇R₈, and C₁-C₄ alkoxy.

Other preferred compounds of A-I are those where the A-ring is benzo optionally substituted with one or two R_z or R_d groups;

R₁₅, R₂, and R₃ are all hydrogen; and

T is oxygen or NH, and R_N is phenyl optionally substituted with 1, 2, or 3 groups independently selected from C₁-C₆ alkyl optionally substituted with 1, 2, or 3 substituents selected from the group consisting of halogen, hydroxy, -NR_{1-a}R_{1-b} where R_{1-a} and R_{1-b} independently represent C₁-C₆ alkyl, -C≡N, -CF₃, and C₁-C₃ alkoxy; halogen; C₁-C₆ alkoxy; -NR_{N-2}R_{N-3} where R_{N-2} and R_{N-3} independently represent C₁-C₆ alkyl; and hydroxy. In these preferred compounds of A-I, R₁ is phenyl substituted with one or, preferably, two halogens, preferably, fluoro. More preferably, R_z and R_d are independently hydrogen or C₁-C₆ alkyl, even more preferably one of R_z and R_d is hydrogen and the other is C₁-C₃ alkyl. R_N is preferably phenyl optionally substituted with one or two independently selected halogen, C₁-C₃ alkyl or C₁-C₃ alkoxy groups.

Yet other preferred compounds of formula A-I include those of formula A-I-1, i.e., compounds of formula A-I wherein

Rz and R_d are independently selected from C₁-C₆ alkyl optionally substituted with one, two or three substituents selected from C₁-C₃ alkyl, halogen, OH, SH, C≡N, CF₃, C₁-C₃ alkoxy, and -NR₅R₆; hydroxy; nitro; halogen; -CO₂H; cyano; and -(CH₂)₀₋₄-CO-NR₂₁R₂₂; wherein R₂₁ and R₂₂ independently represent hydrogen, C₁-C₆ alkyl, hydroxyl (C₁-C₆) alkyl, amino (C₁-C₆) alkyl, haloalkyl, C₃-C₇ cycloalkyl, -(C₁-C₂ alkyl)-(C₃-C₇ cycloalkyl), -(C₁-C₆ alkyl)-O-(C₁-C₃ alkyl), -C₂-C₆ alkenyl, -C₂-C₆ alkynyl, -C₁-C₆ alkyl chain with one double bond and one triple bond, phenyl, naphthyl, heteroaryl; or

Rz and R_d are independently selected from -(CH₂)₀₋₄-CO-(C₁-C₁₂ alkyl); -(CH₂)₀₋₄-CO-(C₂-C₁₂ alkenyl); -(CH₂)₀₋₄-CO-(C₂-C₁₂) alkynyl; -(CH₂)₀₋₄-CO-(C₃-C₇ cycloalkyl); -(CH₂)₀₋₄-CO-phenyl; -(CH₂)₀₋₄-CO-naphthyl; -(CH₂)₀₋₄-CO-heteroaryl; -(CH₂)₀₋₄-CO-heterocycloalkyl; -(CH₂)₀₋₄-CO₂R₂₀; wherein R₂₀ is selected from C₁-C₆ alkyl, -(CH₂)₀₋₂-(phenyl), -(CH₂)₀₋₂-(naphthyl), C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₃-C₇ cycloalkyl, and -(CH₂)₀₋₂-(heteroaryl), or

Rz and R_d are independently selected from -(CH₂)₀₋₄-SO₂-NR₂₁R₂₂; -(CH₂)₀₋₄-SO-(C₁-C₈ alkyl); -(CH₂)₀₋₄-SO₂-(C₁-C₁₂ alkyl); -(CH₂)₀₋₄-SO₂-(C₃-C₇ cycloalkyl); -(CH₂)₀₋₄-N(H or R₂₀)-CO₂R₂₀; -(CH₂)₀₋₄-N(H or R₂₀)-CO-N(R₂₀)₂; -(CH₂)₀₋₄-N-CS-N(R₂₀)₂; -(CH₂)₀₋₄-N(-H or R₂₀)-CO-R₂₁; -(CH₂)₀₋₄-NR₂₁R₂₂; -(CH₂)₀₋₄-heterocycloalkyl; -(CH₂)₀₋₄-O-CO-(C₁-C₆ alkyl); -(CH₂)₀₋₄-O-P(O)-(OR₅)₂; -(CH₂)₀₋₄-O-CO-N(R₂₀)₂; -(CH₂)₀₋₄-O-CS-N(R₂₀)₂; -(CH₂)₀₋₄-O-(R₂₀); -(CH₂)₀₋₄-O-(R₂₀)-CO₂H; -(CH₂)₀₋₄-S-(R₂₀); -(CH₂)₀₋₄-O-halo(C₁-C₆) alkyl; -(CH₂)₀₋₄-O-(C₁-C₆) alkyl; C₃-C₈ cycloalkyl; and -(CH₂)₀₋₄-N(-H or R₂₀)-SO₂-R₂₁; or

Rz and R_d are independently C₂-C₆ alkenyl or C₂-C₆ alkynyl, each of which is optionally substituted with C₁-C₄ alkyl, halogen, hydroxy, SH, cyano, CF₃, C₁-C₄ alkoxy, or NR₅R₆; wherein

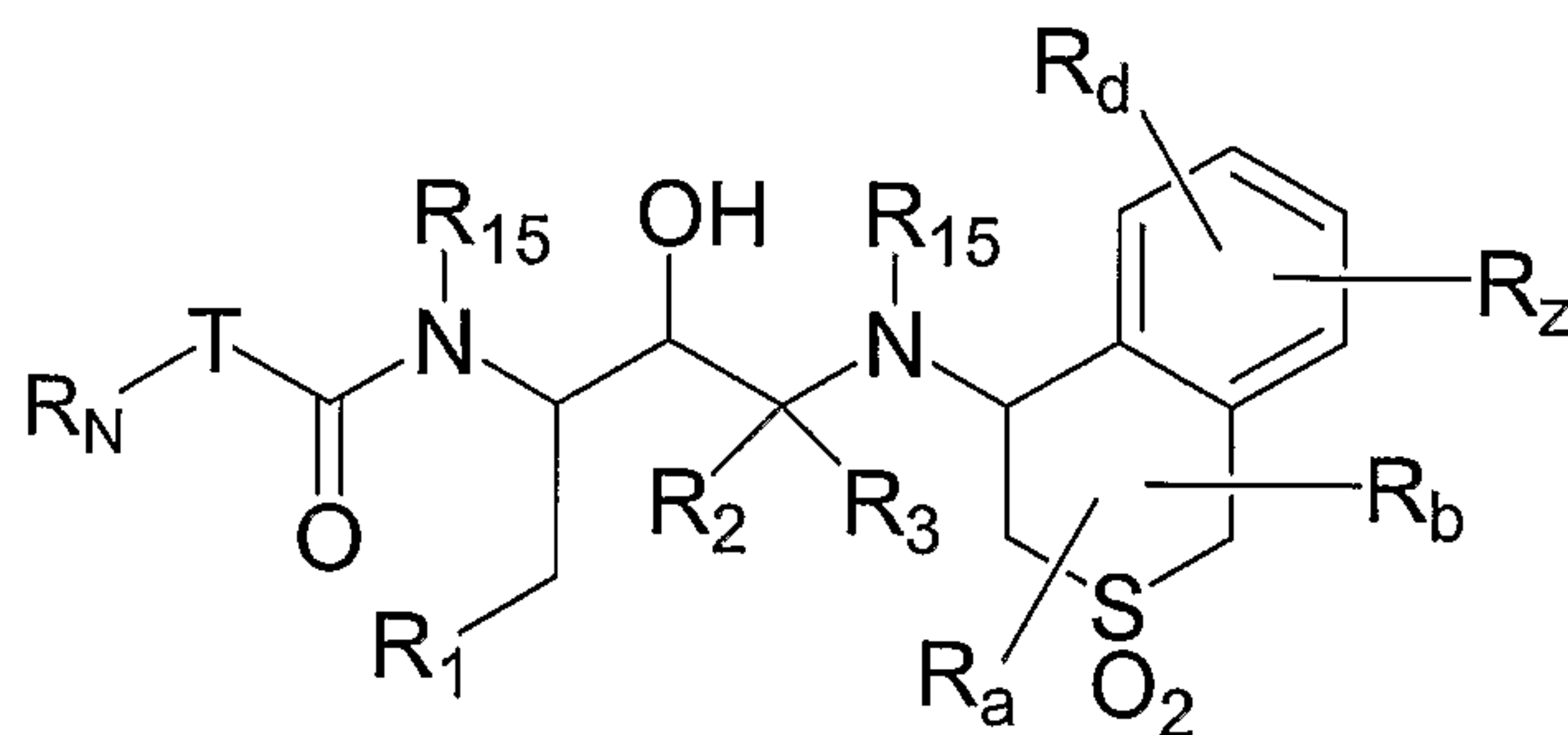
each aryl group at each occurrence is optionally substituted with 1, 2, 3, 4, or 5 R₅₀ groups;

each heteroaryl at each occurrence is optionally substituted with 1, 2, 3, 4, or 5 R₅₀ groups;

5 each heterocycloalkyl group at each occurrence is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently R₅₀ or =O;

R₅₀ at each occurrence is independently selected from halogen, OH, SH, CN, -CO-(C₁-C₄ alkyl), -CO₂-(C₁-C₄ alkyl),
 10 -SO₂-NR₅R₆, -NR₇R₈, -CO-NR₅R₆, -CO-NR₇R₈, -SO₂-(C₁-C₄ alkyl), C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ alkoxy, or C₃-C₈ cycloalkyl; wherein the alkyl, alkenyl, alkynyl, alkoxy, or cycloalkyl groups are optionally
 15 substituted with 1, 2, or 3 substituents independently selected from C₁-C₄ alkyl, halogen, OH, SH, -NR₅R₆, CN, C₁-C₆ haloalkyl, C₁-C₆ haloalkoxy, phenyl, NR₇R₈, and C₁-C₆ alkoxy.

20 Preferred compounds of formula A-I-1 include those of formula A-II:



A-II

Preferred compounds of formula A-II include those wherein
 25 R₂ and R₃ are independently selected from H; C₁-C₆ alkyl optionally substituted with 1, 2, or 3 substituents that are independently selected from C₁-C₄ alkyl, halogen, -CF₃, and C₁-C₄ alkoxy; C₂-C₆ alkenyl or C₂-C₆ alkynyl, wherein each is optionally substituted with one, two or

three substituents selected from -F, -Cl, -OH, -SH, -C≡N, -CF₃, C₁-C₃ alkoxy, and -NR₅R₆;

R₅ and R₆ at each occurrence are independently H or C₁-C₆ alkyl; or

5 R₅ and R₆ and the nitrogen to which they are attached, at each occurrence form a 5 or 6 membered heterocycloalkyl ring;

or

10 R₂, R₃ and the carbon to which they are attached form a carbocycle of three thru six carbon atoms, wherein one carbon atom is optionally replaced by a group selected from -O-, -S-, -SO₂-, or -NR₇-; wherein

15 R₇ is selected from H; -C₁-C₄ alkyl optionally substituted with 1, 2, or 3 groups independently selected from -OH, -NH₂, and halogen; -C₃-C₆ cycloalkyl; -(C₁-C₄ alkyl)-O-(C₁-C₄ alkyl); -C₂-C₄ alkenyl; and -C₂-C₄ alkynyl.

Even more preferred compounds of formula A-II include those wherein

20 R₁₅ at each occurrence is independently selected from hydrogen, C₁-C₄ alkyl, C₁-C₆ alkanoyl, benzyl optionally substituted with OCH₃, -C(O)-tertiary butyl, and -CO₂-benzyl.

Still other more preferred compounds of formula A-II include those wherein

25 R₁ is C₁-C₁₀ alkyl optionally substituted with 1, 2, or 3 groups independently selected from halogen, -OH, =O, -SH, -CN, -CF₃, -C₁-C₄ alkoxy, amino, mono- or dialkylamino, -N(R)C(O)R', -OC(=O)-amino OC(=O)-mono- and dialkylamino; or

30 R₁ is C₂-C₆ alkenyl or C₂-C₆ alkynyl, each of which is optionally substituted with 1, 2, or 3 groups independently selected from halogen, OH, SH, C≡N, CF₃, OCF₃, C₁-C₄ alkoxy, amino, and mono- or dialkylamino; or

R₁ is aryl, heteroaryl, heterocyclyl, aryl C₁-C₆ alkyl, heteroaryl C₁-C₆ alkyl, or heterocycloalkyl C₁-C₆ alkyl; each aryl group at each occurrence is optionally substituted with 1, 2, 3, 4, or 5 R₅₀ groups; each heteroaryl at each occurrence is optionally substituted with 1, 2, 3, 4, or 5 R₅₀ groups; each heterocycloalkyl group at each occurrence is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently R₅₀ or =O;

R₅₀ at each occurrence is independently selected from halogen, OH, SH, CN, -CO-(C₁-C₄ alkyl), -CO₂-(C₁-C₄ alkyl), -SO₂-NR₅R₆, -NR₇R₈, -CO-NR₅R₆, -CO-NR₇R₈, -SO₂-(C₁-C₄ alkyl), C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ alkoxy, or C₃-C₈ cycloalkyl;

wherein the alkyl, alkenyl, alkynyl, alkoxy, or cycloalkyl groups are optionally substituted with 1, 2, or 3 substituents independently selected from C₁-C₄ alkyl, halogen, OH, SH, -NR₅R₆, CN, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, phenyl, NR₇R₈, and C₁-C₄ alkoxy.

Other preferred compounds of A-II are those where

R₁₅, R₂, and R₃ are all hydrogen; and

T is oxygen or NH, and R_N is phenyl optionally substituted with 1, 2, or 3 groups independently selected from C₁-C₆ alkyl optionally substituted with 1, 2, or 3 substituents selected from the group consisting of halogen, hydroxy, -NR_{1-a}R_{1-b} where R_{1-a} and R_{1-b} independently represent C₁-C₆ alkyl, -C≡N, -CF₃, and C₁-C₃ alkoxy; halogen; C₁-C₆ alkoxy; -NR_{N-2}R_{N-3} where R_{N-2} and R_{N-3} independently represent C₁-C₆ alkyl; and hydroxy. In these preferred compounds of A-II, R₁ is phenyl substituted with one or, preferably, two halogens, preferably, fluoro. More preferably, R_z and R_d are independently hydrogen or C₁-C₆ alkyl,

even more preferably one of R_z and R_d is hydrogen and the other is C_1 - C_3 alkyl. R_N is preferably phenyl optionally substituted with one or two independently selected halogen, C_1 - C_3 alkyl or C_1 - C_3 alkoxy groups.

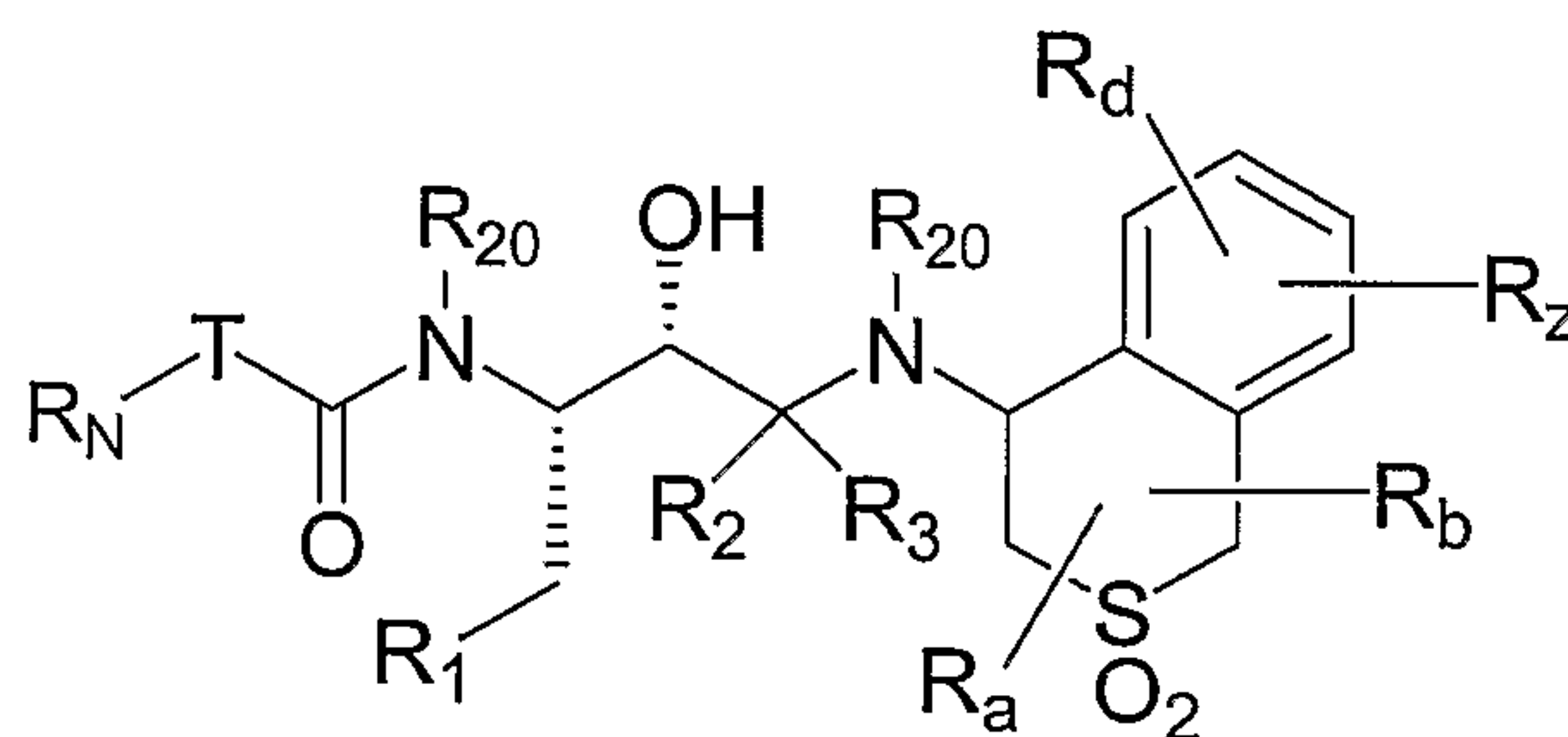
5

Other preferred compounds of formula A-II include those of formula A-II-1, i.e., compound of formula A-II wherein R_{50} at each occurrence is independently selected from halogen, OH, SH, $-NR_7R_8$, $-SO_2$ -(C_1 - C_4 alkyl), C_1 - C_6 alkyl, C_2 - C_6 alkenyl, C_2 - C_6 alkynyl, C_1 - C_6 alkoxy, or C_3 - C_8 cycloalkyl; wherein the alkyl, alkenyl, alkynyl, alkoxy, or cycloalkyl groups are optionally substituted with 1, 2, or 3 substituents independently selected from C_1 - C_4 alkyl, halogen, OH, SH, $-NR_5R_6$, CN, C_1 - C_4 haloalkyl, C_1 - C_4 haloalkoxy, phenyl, NR_7R_8 , and C_1 - C_4 alkoxy.

10

15

Preferred compounds of formula A-II-1 include those of formula A-III:



20

A-III

More preferred compounds of formula A-III include those of formula A-III-1, i.e., compounds of formula A-III wherein R_1 is phenyl, phenyl C_1 - C_6 alkyl, naphthyl, or naphthyl C_1 - C_6 alkyl, wherein the phenyl or naphthyl group is optionally substituted with 1, 2, 3, 4, or 5 R_{50} groups.

25

Still more preferred compound of formula A-III-1 include those of formula A-III-2, i.e., compound of formula A-III-1 wherein

30

R_2 , R_3 and the carbon to which they are attached form a carbocycle of three thru six carbon atoms, wherein one carbon

atom is optionally replaced by a group selected from -O-, -S-,
-SO₂-, or -NR₇-; wherein

R₇ is H, -C₁-C₈ alkyl optionally substituted with 1, 2, or
3 groups independently selected from -OH, -NH₂, and
5 halogen; -C₂-C₄ alkenyl; or -C₂-C₄ alkynyl.

Preferred compounds of formula A-III-2 include those of
formula A-III-3, i.e., compounds of formula A-III-2 wherein
R₂, R₃ and the carbon to which they are attached form a
carbocycle of three thru six carbon atoms.

10 Equally preferred compound of formula A-III-2 include
those of formula A-III-4, i.e., compounds of formula A-III-2
compounds wherein

R₂, R₃ and the carbon to which they are attached form a
heterocycloalkyl group containing 2 to 5 carbon atoms and one
15 group selected from -O-, -S-, -SO₂-, and -NR₇-; wherein

R₇ is H, -C₁-C₈ alkyl optionally substituted with 1, 2, or
3 groups independently selected from -OH, -NH₂, and
halogen; -C₂-C₄ alkenyl; or -C₂-C₄ alkynyl.

Other equally preferred compounds of formula A-III-1
20 include those compounds of formula A-III-5, i.e., compounds of
formula A-III-1 wherein

R₂ and R₃ are independently selected from H; C₁-C₆ alkyl
optionally substituted with 1, 2, or 3 substituents that
are independently selected from C₁-C₄ alkyl, halogen,
25 -CF₃, and C₁-C₄ alkoxy; C₂-C₆ alkenyl; and C₂-C₆ alkynyl.

More preferred compound of formulas A-III-3, A-III-4, and
A-III-5 include those of formula A-III-6, i.e., compound of
formulas A-III-3, A-III-4, and A-III-5 wherein

R_a and R_b are independently selected from C₁-C₆ alkyl, C₁-C₆
30 alkoxy, halogen, CN, OH, hydroxyalkyl, C₁-C₆ haloalkyl,
C₁-C₆ haloalkoxy, and -C₁-C₆ alkyl-NR₅R₆; or

R_a and R_b are attached to the same carbon and form a C₃-C₇
spirocycle; and

R₂₀ at each occurrence is independently H or C₁-C₄ alkyl.

Preferred compound of formula A-III-6 include those of formula A-III-6a, i.e., compounds of formula A-III-6 wherein R_z and R_d are independently selected from C₁-C₆ alkyl optionally substituted with one, two or three substituents selected from C₁-C₃ alkyl, halogen, OH, SH, C≡N, CF₃, C₁-C₃ alkoxy, and -NR₅R₆; hydroxy; halogen; C₂-C₆ alkenyl or C₂-C₆ alkynyl, wherein the alkenyl or alkynyl group is optionally substituted with C₁-C₄ alkyl, halogen, hydroxy, SH, cyano, CF₃, C₁-C₄ alkoxy, or NR₅R₆.

Other preferred compound of formula A-III-6 include those wherein

R_z and R_d are -(CH₂)₀₋₄-CO-NR₂₁R₂₂, -(CH₂)₀₋₄-SO₂-NR₂₁R₂₂; -(CH₂)₀₋₄-SO-(C₁-C₈ alkyl); -(CH₂)₀₋₄-SO₂-(C₁-C₁₂ alkyl); -(CH₂)₀₋₄-SO₂-(C₃-C₇ cycloalkyl); -(CH₂)₀₋₄-N(H or R₂₀)-CO-O-R₂₀; -(CH₂)₀₋₄-N(H or R₂₀)-CO-N(R₂₀)₂; -(CH₂)₀₋₄-N-CS-N(R₂₀)₂; -(CH₂)₀₋₄-N(-H or R₂₀)-CO-R₂₁; or -(CH₂)₀₋₄-NR₂₁R₂₂; wherein

R₂₁ and R₂₂ independently represent hydrogen, C₁-C₆ alkyl, hydroxyl (C₁-C₆) alkyl, amino (C₁-C₆) alkyl, haloalkyl, C₃-C₇ cycloalkyl, -(C₁-C₂ alkyl)-(C₃-C₇ cycloalkyl), -(C₁-C₆ alkyl)-O-(C₁-C₃ alkyl), -C₂-C₆ alkenyl, -C₂-C₆ alkynyl, phenyl, naphthyl, or heteroaryl;

each aryl group at each occurrence is optionally substituted with 1, 2, 3, 4, or 5 R₅₀ groups;

each heteroaryl at each occurrence is optionally substituted with 1, 2, 3, 4, or 5 R₅₀ groups;

each heterocycloalkyl group at each occurrence is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently R₅₀ or =O.

Still other preferred compound of formula A-III-6 include those wherein

R_z and R_d are -(CH₂)₀₋₄-CO-(C₁-C₁₂ alkyl); -(CH₂)₀₋₄-CO-(C₂-C₁₂ alkenyl); (CH₂)₀₋₄-CO-(C₂-C₁₂) alkynyl; -(CH₂)₀₋₄-CO-(C₃-C₇

cycloalkyl); $-(\text{CH}_2)_{0-4}-\text{CO}-\text{phenyl}$; $-(\text{CH}_2)_{0-4}-\text{CO}-\text{naphthyl}$;
 $-(\text{CH}_2)_{0-4}-\text{CO}-\text{heteroaryl}$; $-(\text{CH}_2)_{0-4}-\text{CO}-\text{heterocycloalkyl}$;
 $-(\text{CH}_2)_{0-4}-\text{CO}_2\text{R}_{20}$; where

R_{20} is selected from C_1-C_6 alkyl, $-(\text{CH}_2)_{0-2}-(\text{phenyl})$,
 5 $-(\text{CH}_2)_{0-2}-(\text{naphthyl})$, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_3-C_7 cycloalkyl, and $-(\text{CH}_2)_{0-2}-(\text{heteroaryl})$;

each aryl group and each heteroaryl group at each occurrence is optionally substituted with 1, 2, 3, 4, or 5 R_{50} groups;

10 each heterocycloalkyl group at each occurrence is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently R_{50} or =O.

Yet still other preferred compounds of formula A-III-6 include those wherein

15 R_z and R_d are $-(\text{CH}_2)_{0-4}-\text{O}-\text{CO}-(\text{C}_1-\text{C}_6 \text{ alkyl})$; $-(\text{CH}_2)_{0-4}-\text{O}-\text{P}(\text{O})-(\text{OR}_5)_2$; $-(\text{CH}_2)_{0-4}-\text{O}-\text{CO}-\text{N}(\text{R}_{20})_2$; $-(\text{CH}_2)_{0-4}-\text{O}-\text{CS}-\text{N}(\text{R}_{20})_2$; $-(\text{CH}_2)_{0-4}-\text{O}-\text{O}-(\text{R}_{20})$; $-(\text{CH}_2)_{0-4}-\text{O}-\text{O}-(\text{R}_{20})-\text{CO}_2\text{H}$; $-(\text{CH}_2)_{0-4}-\text{S}-\text{O}-(\text{R}_{20})$; $-(\text{CH}_2)_{0-4}-\text{O}-\text{halo}(\text{C}_1-\text{C}_6)\text{alkyl}$; $-(\text{CH}_2)_{0-4}-\text{O}-\text{O}-(\text{C}_1-\text{C}_6)\text{alkyl}$; C_3-C_8 cycloalkyl; or $-(\text{CH}_2)_{0-4}-\text{N}(-\text{H} \text{ or } \text{R}_{20})-\text{SO}_2-\text{R}_{21}$; wherein

20 each aryl group and each heteroaryl group at each occurrence is optionally substituted with 1, 2, 3, 4, or 5 R_{50} groups;

each heterocycloalkyl group at each occurrence is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently R_{50} or =O;

25 R_{50} at each occurrence is independently selected from halogen, OH, SH, CN, $-\text{CO}-(\text{C}_1-\text{C}_4 \text{ alkyl})$, $-\text{CO}_2-(\text{C}_1-\text{C}_4 \text{ alkyl})$, $-\text{SO}_2-\text{NR}_5\text{R}_6$, $-\text{NR}_7\text{R}_8$, $-\text{CO}-\text{NR}_5\text{R}_6$, $-\text{CO}-\text{NR}_7\text{R}_8$, $-\text{SO}_2-(\text{C}_1-\text{C}_4 \text{ alkyl})$, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 alkoxy, or C_3-C_8 cycloalkyl; wherein the alkyl, alkenyl, alkynyl, alkoxy, or cycloalkyl groups are optionally substituted with 1, 2, or 3 substituents independently selected from C_1-C_4 alkyl,

30

halogen, OH, SH, -NR₅R₆, CN, C₁-C₆
haloalkyl, C₁-C₆ haloalkoxy, phenyl, NR₇R₈,
and C₁-C₆ alkoxy.

Other preferred compounds of formula A-III include those
5 of formula A-III-7, i.e., compounds of formula A-III wherein
R₁ is C₁-C₁₀ alkyl optionally substituted with 1, 2, or 3 groups
independently selected from halogen, -OH, =O, -SH, -CN,
-CF₃, -C₁-C₄ alkoxy, amino, mono- or dialkylamino,
-N(R)C(O)R', -OC(=O)-amino and -OC(=O)-mono- or
10 dialkylamino; or

R₁ is C₂-C₆ alkenyl or C₂-C₆ alkynyl, each of which is
optionally substituted with 1, 2, or 3 groups
independently selected from halogen, OH, SH, C≡N, CF₃,
OCF₃, C₁-C₄ alkoxy, amino, and mono- or dialkylamino.

15 More preferred compounds of formula A-III-7 include those
compounds of formula A-III-8, i.e., compounds of formula A-
III-7 wherein

R₂, R₃ and the carbon to which they are attached form a
carbocycle of three thru six carbon atoms, wherein one carbon
20 atom is optionally replaced by a group selected from -O-, -S-,
-SO₂-, or -NR₇-; wherein

R₇ is selected from H or -C₁-C₄ alkyl optionally
substituted with 1 group selected from -OH, -NH₂, and
halogen.

25 Preferred compounds of formula A-III-8 include those
compounds of formula A-III-9, i.e., compounds of formula A-
III-8 wherein

R₂, R₃ and the carbon to which they are attached form a
carbocycle of three thru six carbon atoms.

30 Other preferred compounds of formula A-III-8 include
those compounds of formula A-III-10, i.e., compounds of
formula A-III-8 wherein

R_2 , R_3 , and the carbon to which they are attached form a heterocycloalkyl group containing 2 to 5 carbon atoms and one group selected from -O-, -S-, -SO₂-, and -NR₇-; wherein

5 R_7 is selected from H or -C₁-C₄ alkyl optionally substituted with 1 group selected from -OH, -NH₂, and halogen.

Still other preferred compounds of formula A-III-8 include those compounds of formula A-III-11, i.e., compounds of formula A-III-8 wherein

10 R_2 and R_3 are independently selected from H; C₁-C₆ alkyl optionally substituted with 1, or 2 substituents that are independently selected from C₁-C₄ alkyl, halogen, -CF₃, and C₁-C₄ alkoxy; C₂-C₆ alkenyl; and C₂-C₆ alkynyl.

More preferred compound according to any one of formulas 15 A-III-9, A-III-10, or A-III-11 include those of formula A-III-12, i.e., compounds according to any one of formulas of formulas A-III-9, A-III-10, or A-III-11 wherein

R_a and R_b are independently selected from C₁-C₃ alkyl, F, OH, C≡N, CF₃, C₁-C₆ alkoxy, and -NR₅R₆; and

20 R_{20} at each occurrence is independently H or C₁-C₄ alkyl.

Preferred compounds of formula A-III-12 include those compounds wherein

R_z and R_d are independently selected from C₁-C₆ alkyl optionally substituted with one, two or three 25 substituents selected from C₁-C₃ alkyl, halogen, OH, SH, C≡N, CF₃, C₁-C₃ alkoxy, and -NR₅R₆; hydroxy; halogen;

C₂-C₆ alkenyl and C₂-C₆ alkynyl; wherein

the alkenyl or alkynyl group is optionally substituted with C₁-C₄ alkyl, halogen, hydroxy, SH, cyano, CF₃, 30 C₁-C₄ alkoxy, or NR₅R₆.

Other preferred compounds of formula A-III-12 include those compounds wherein

R_z and R_d are -(CH₂)₀₋₄-CO-NR₂₁R₂₂, -(CH₂)₀₋₄-SO₂-NR₂₁R₂₂; -(CH₂)₀₋₄-SO-(C₁-C₈ alkyl); -(CH₂)₀₋₄-SO₂-(C₁-C₁₂ alkyl); -(CH₂)₀₋₄-SO₂-

(C₃-C₇ cycloalkyl); -(CH₂)₀₋₄-N(H or R₂₀)-CO-O-R₂₀; -(CH₂)₀₋₄-N(H or R₂₀)-CO-N(R₂₀)₂; -(CH₂)₀₋₄-N-CS-N(R₂₀)₂; -(CH₂)₀₋₄-N(-H or R₂₀)-CO-R₂₁; or -(CH₂)₀₋₄-NR₂₁R₂₂; wherein

R₂₁ and R₂₂ independently represent hydrogen, C₁-C₆ alkyl, hydroxyl (C₁-C₆)alkyl, amino (C₁-C₆)alkyl, haloalkyl, C₃-C₇ cycloalkyl, -(C₁-C₂ alkyl)-(C₃-C₇ cycloalkyl), -(C₁-C₆ alkyl)-O-(C₁-C₃ alkyl), -C₂-C₆ alkenyl, -C₂-C₆ alkynyl, phenyl, naphthyl, or heteroaryl;

each aryl group at each occurrence is optionally substituted with 1, 2, 3, 4, or 5 R₅₀ groups;

each heteroaryl at each occurrence is optionally substituted with 1, 2, 3, 4, or 5 R₅₀ groups;

each heterocycloalkyl group at each occurrence is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently R₅₀ or =O.

Still other preferred compounds of formula A-III-12 include those compounds wherein

R_z and R_d are -(CH₂)₀₋₄-CO-(C₁-C₁₂ alkyl); -(CH₂)₀₋₄-CO-(C₂-C₁₂ alkenyl); -(CH₂)₀₋₄-CO-(C₂-C₁₂)alkynyl; -(CH₂)₀₋₄-CO-(C₃-C₇ cycloalkyl); -(CH₂)₀₋₄-CO-phenyl; -(CH₂)₀₋₄-CO-naphthyl; -(CH₂)₀₋₄-CO-heteroaryl; -(CH₂)₀₋₄-CO-heterocycloalkyl; -(CH₂)₀₋₄-CO₂R₂₀; where

R₂₀ is selected from C₁-C₆ alkyl, -(CH₂)₀₋₂-(phenyl), -(CH₂)₀₋₂-(naphthyl), C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₃-C₇ cycloalkyl, -(CH₂)₀₋₂-(heterocycloalkyl) and -(CH₂)₀₋₂-(heteroaryl);

each aryl group at each occurrence is optionally substituted with 1, 2, 3, 4, or 5 R₅₀ groups;

each heteroaryl at each occurrence is optionally substituted with 1, 2, 3, 4, or 5 R₅₀ groups;

each heterocycloalkyl group at each occurrence is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently R₅₀ or =O.

Yet other preferred compounds of formula A-III-12 include those compounds wherein

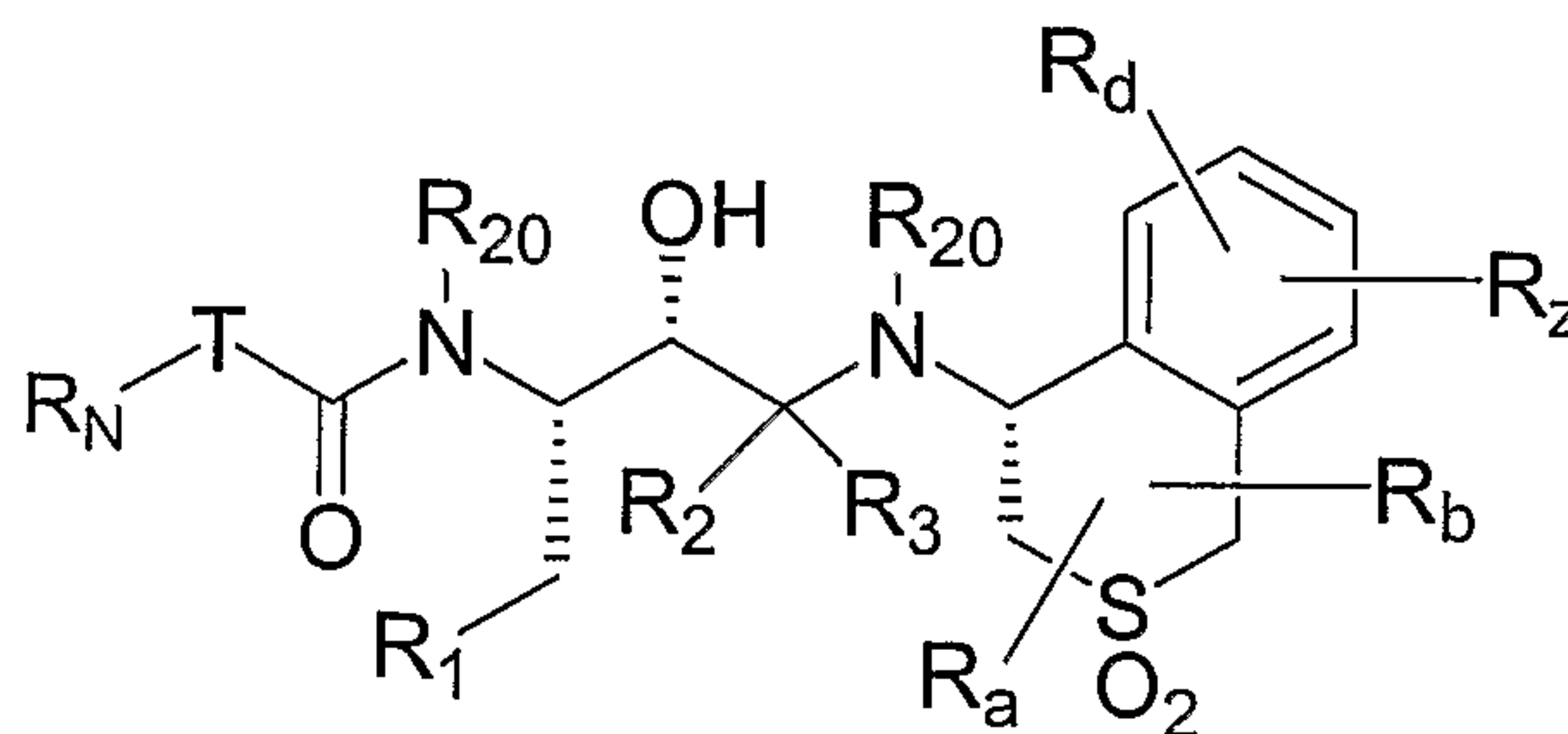
R_z and R_d are -(CH₂)₀₋₄-O-CO-(C₁-C₆ alkyl); -(CH₂)₀₋₄-O-P(O)-(OR₅)₂; -(CH₂)₀₋₄-O-CO-N(R₂₀)₂; -(CH₂)₀₋₄-O-CS-N(R₂₀)₂; -(CH₂)₀₋₄-O-(R₂₀); -(CH₂)₀₋₄-O-(R₂₀)-CO₂H; -(CH₂)₀₋₄-S-(R₂₀); -(CH₂)₀₋₄-O-halo(C₁-C₆)alkyl; -(CH₂)₀₋₄-O-(C₁-C₆)alkyl; C₃-C₈ cycloalkyl; or -(CH₂)₀₋₄-N(-H or R₂₀)-SO₂-R₂₁; wherein each aryl group and each heteroaryl group at each occurrence is optionally substituted with 1, 2, 3, 4, or 5 R₅₀ groups;

each heterocycloalkyl group at each occurrence is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently R₅₀ or =O;

R₅₀ at each occurrence is independently selected from halogen, OH, SH, CN, -CO-(C₁-C₄ alkyl), -CO₂-(C₁-C₄ alkyl), -SO₂-NR₅R₆, -NR₇R₈, -CO-NR₅R₆, -CO-NR₇R₈, -SO₂-(C₁-C₄ alkyl), C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ alkoxy, or C₃-C₈ cycloalkyl;

wherein the alkyl, alkenyl, alkynyl, alkoxy, or cycloalkyl groups are optionally substituted with 1, 2, or 3 substituents independently selected from C₁-C₄ alkyl, halogen, OH, SH, -NR₅R₆, CN, C₁-C₆ haloalkyl, C₁-C₆ haloalkoxy, phenyl, NR₇R₈, and C₁-C₆ alkoxy.

Preferred compounds of formula A-III-6a include those of formula A-IV



A-IV

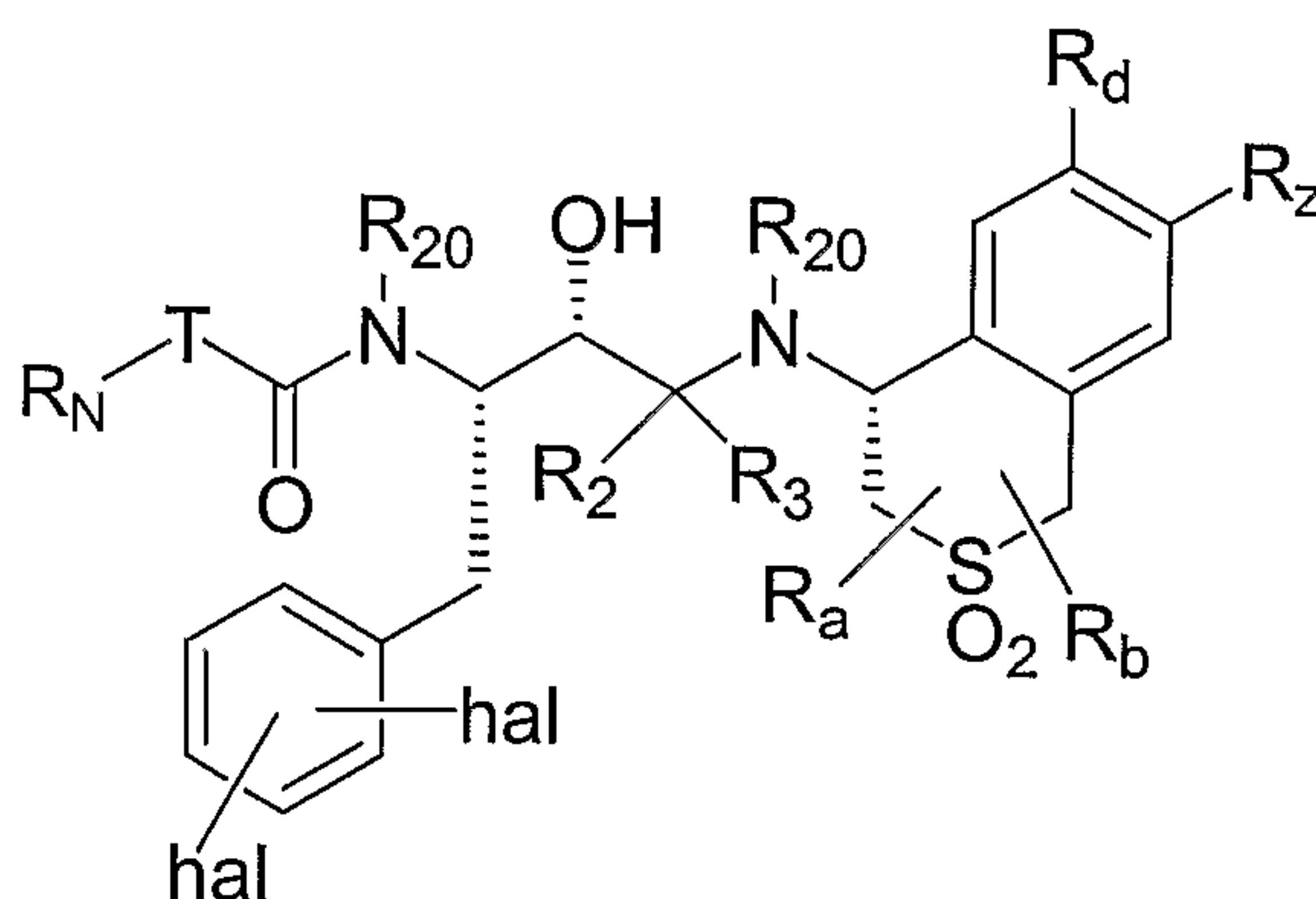
Preferred compounds of formula A-IV include those wherein R_2 and R_3 are independently H or C_1 - C_4 alkyl.

Other preferred compounds of formula A-IV include those of formula A-IV-1, i.e., compounds of formula A-IV wherein R_a and R_b are independently H or C_1 - C_3 alkyl; and R_1 is phenyl, optionally substituted with 1, 2, or 3 R_{50} groups; and

R_{15} at each occurrence is independently H or C_1 - C_4 alkyl.

Preferred compounds of formula A-IV-1 include those of formula A-IV-2, i.e., compounds of formula A-IV-1 wherein R_1 is a dihalophenyl; and R_2 and R_3 are independently H or C_1 - C_4 alkyl.

Preferred compounds of formula A-IV-2 include compounds of formula A-V



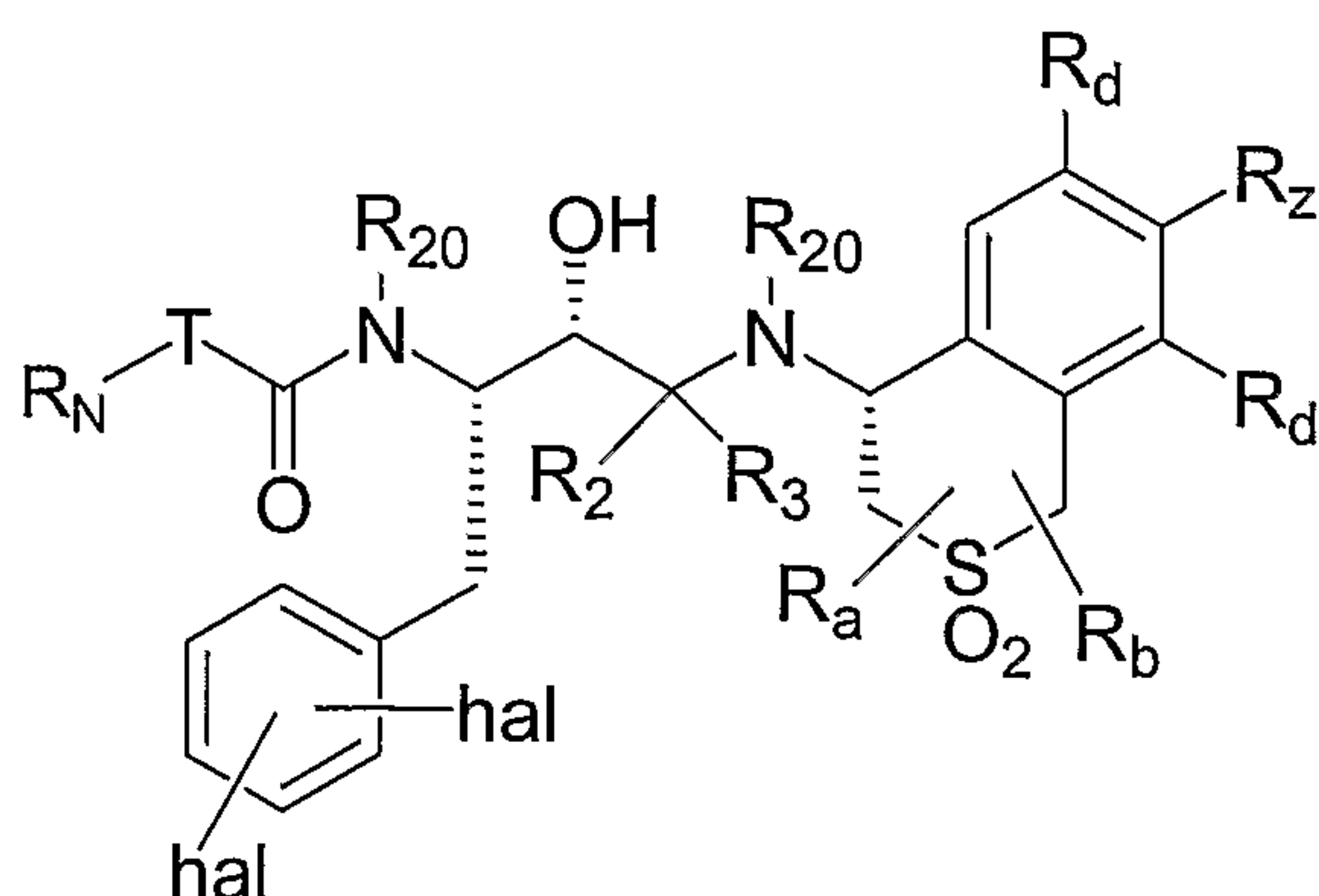
A-V

wherein

hal at each occurrence is independently selected from F, Cl, Br, and I.

More preferred compounds of formula A-V include those compounds wherein R_z is a C_1 - C_4 alkyl group.

Other preferred compounds of formula A-IV-2 include compounds of formula A-VI



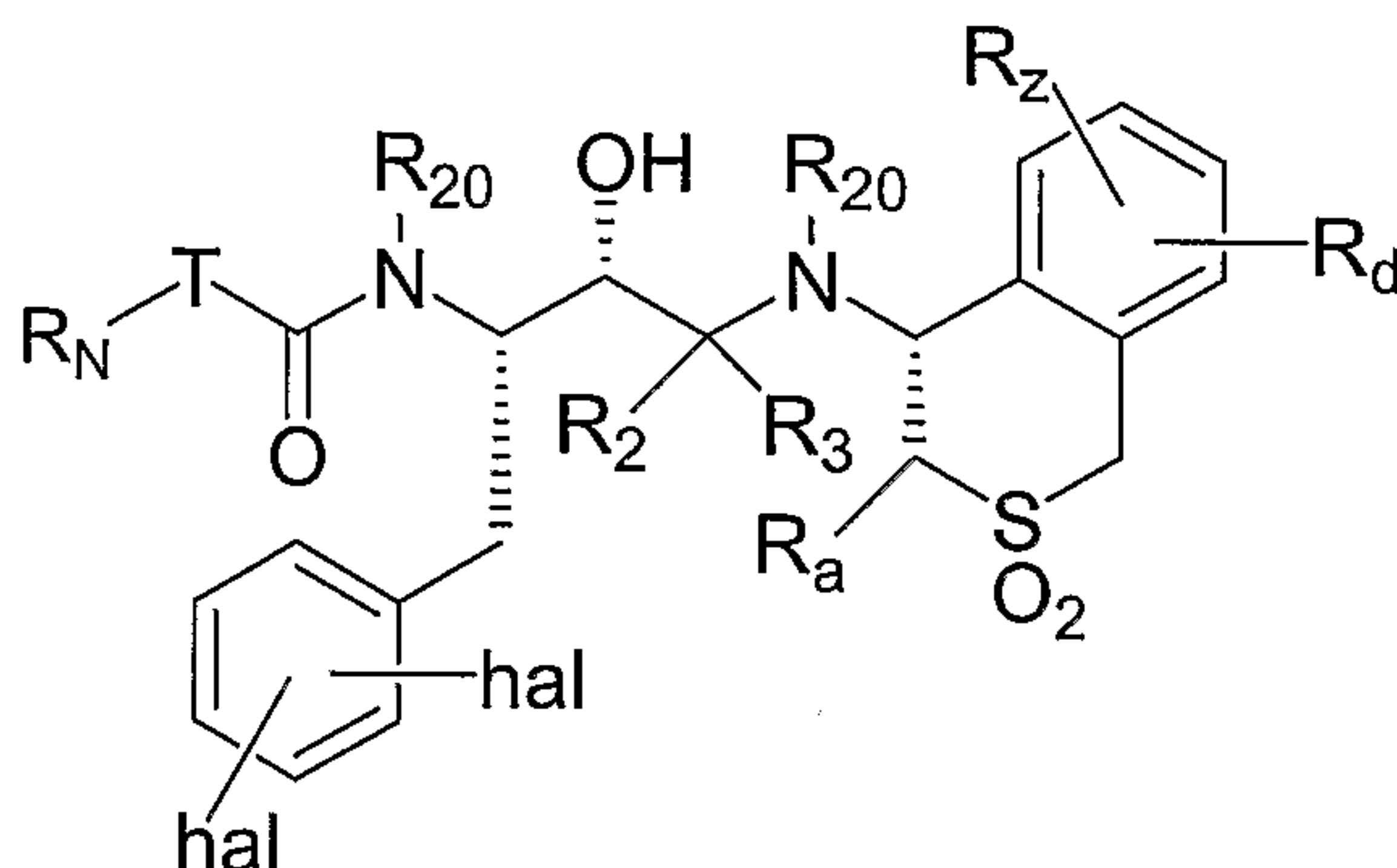
A-VI

wherein

hal at each occurrence is independently selected from F, Cl, Br, and I.

Preferred compounds of formula A-VI include those compounds wherein Rz is a C₁-C₄ alkyl group.

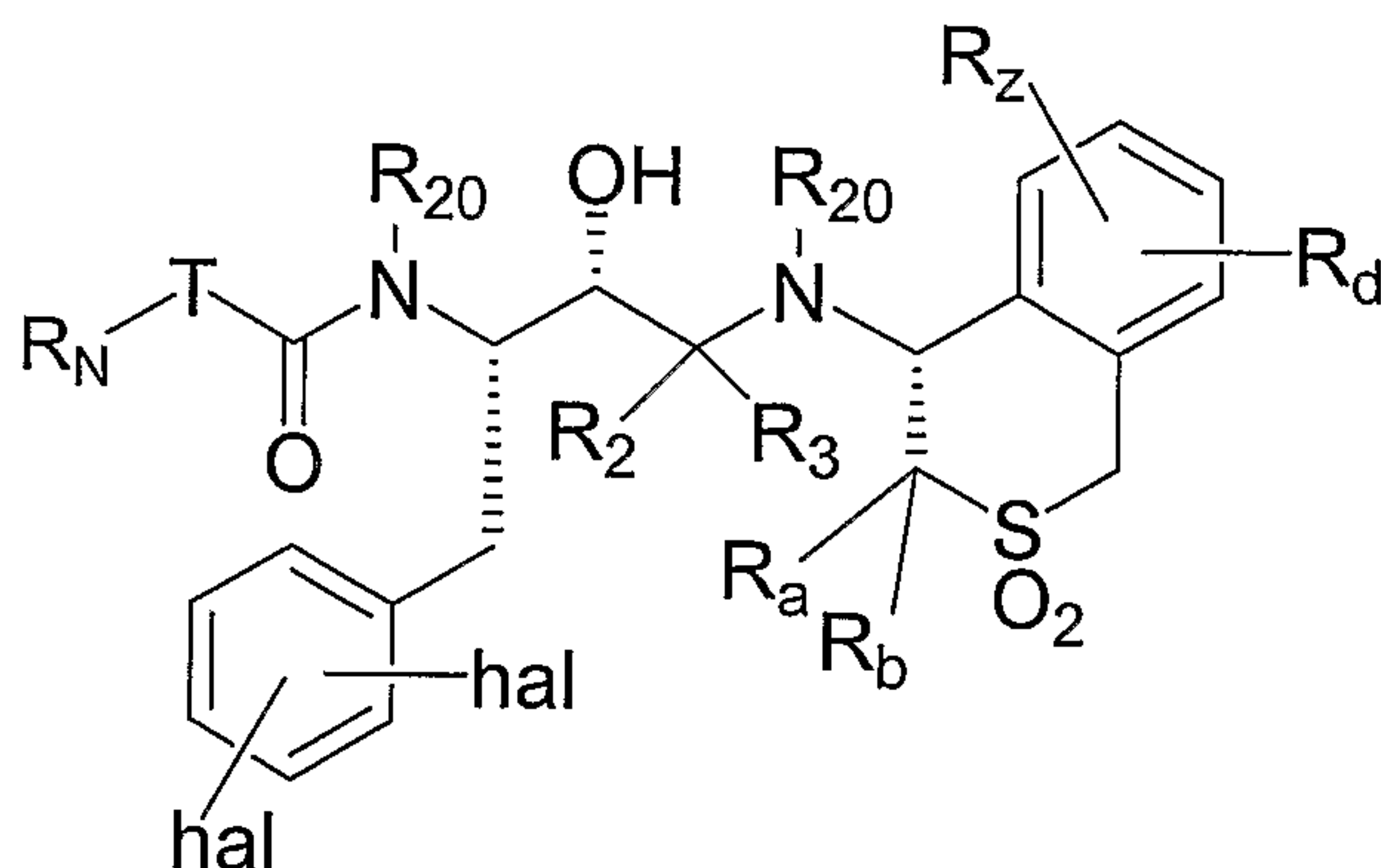
Other preferred compounds of formula A-IV-2 include compounds of formula A-VII



A-VII

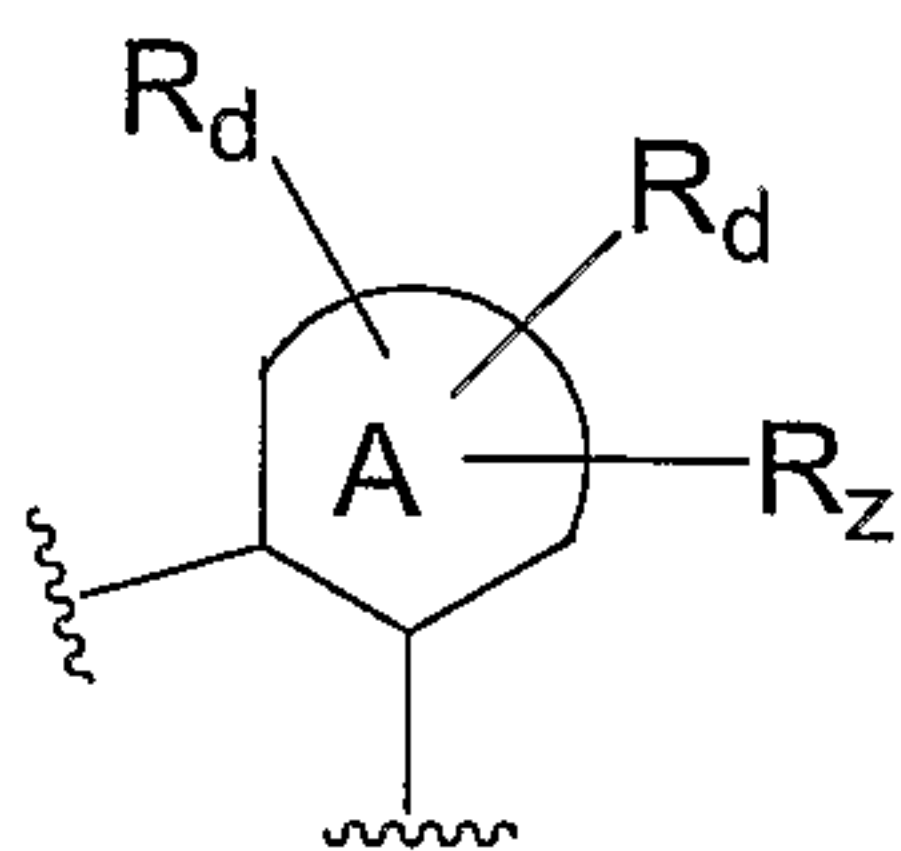
wherein R_b is H.

Still other preferred compounds of formula A-IV-2 include compounds of formula A-VIII



A-VIII.

Other preferred compounds of formula A-I-1 include those compounds of formula A-IX, i.e., compounds of formula A-I-1 wherein



5 is a 5 or 6 membered heteroaryl group.

Preferred compounds of formula A-IX include compounds of formula A-IX-1, i.e., compounds of formula A-IX wherein

10 R_2 and R_3 are independently selected from H; C_1-C_6 alkyl optionally substituted with 1, 2, or 3 substituents that are independently selected from C_1-C_4 alkyl, halogen, $-CF_3$, and C_1-C_4 alkoxy; C_2-C_6 alkenyl or C_2-C_6 alkynyl wherein each is optionally substituted with one, two, or three substituents selected from $-F$, $-Cl$, $-OH$, $-SH$, $-C\equiv N$, $-CF_3$, C_1-C_3 alkoxy, and $-NR_5R_6$; or

15 R_2 , R_3 and the carbon to which they are attached form a carbocycle of three thru six carbon atoms, wherein one carbon atom is optionally replaced by a group selected from $-O-$, $-S-$, $-SO_2-$, or $-NR_7-$; wherein

20 R_7 is selected from H; $-C_1-C_4$ alkyl optionally substituted with 1, 2, or 3 groups independently selected from $-OH$, $-NH_2$, and halogen; $-C_3-C_8$ cycloalkyl; $-(C_1-C_4 \text{ alkyl})-O-(C_1-C_4 \text{ alkyl})$; $-C_2-C_4$ alkenyl; and $-C_2-C_4$ alkynyl.

25 Preferred compounds of formula A-IX-1 include those of formula A-IX-2, i.e., compounds of formula A-IX-1, wherein

R_{15} at each occurrence is independently selected from hydrogen, C_1-C_4 alkyl, C_1-C_6 alkanoyl, benzyl optionally substituted with OCH_3 , $-C(O)$ -tertiary butyl, and $-CO_2$ -benzyl.

30 Preferred compounds of formula A-IX-2 include those of formula A-IX-3, i.e., compounds of formula A-IX-2, wherein

R₁ is C₁-C₁₀ alkyl optionally substituted with 1, 2, or 3 groups independently selected from halogen, -OH, =O, -SH, -CN, -CF₃, -C₁-C₄ alkoxy, amino, mono- or dialkylamino, -N(R)C(O)R', -OC(=O)-amino OC(=O)-mono- and dialkylamino;

5 or

R₁ is C₂-C₆ alkenyl or C₂-C₆ alkynyl, each of which is optionally substituted with 1, 2, or 3 groups independently selected from halogen, OH, SH, C≡N, CF₃, OCF₃, C₁-C₄ alkoxy, amino, and mono- or

10

dialkylamino; or

R₁ is aryl, heteroaryl, heterocyclyl, aryl C₁-C₆ alkyl, heteroaryl C₁-C₆ alkyl, or heterocycloalkyl C₁-C₆ alkyl; each aryl group at each occurrence is optionally substituted with 1, 2, 3, 4, or 5 R₅₀ groups;

15

each heteroaryl at each occurrence is optionally substituted with 1, 2, 3, 4, or 5 R₅₀ groups;

each heterocycloalkyl group at each occurrence is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently R₅₀ or =O;

20

R₅₀ at each occurrence is independently selected from halogen, OH, SH, CN, -CO-(C₁-C₄ alkyl), -CO₂-(C₁-C₄ alkyl), -SO₂-NR₅R₆, -NR₇R₈, -CO-NR₅R₆, -CO-NR₇R₈, -SO₂-(C₁-C₄ alkyl), C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ alkoxy, or C₃-C₈ cycloalkyl;

25

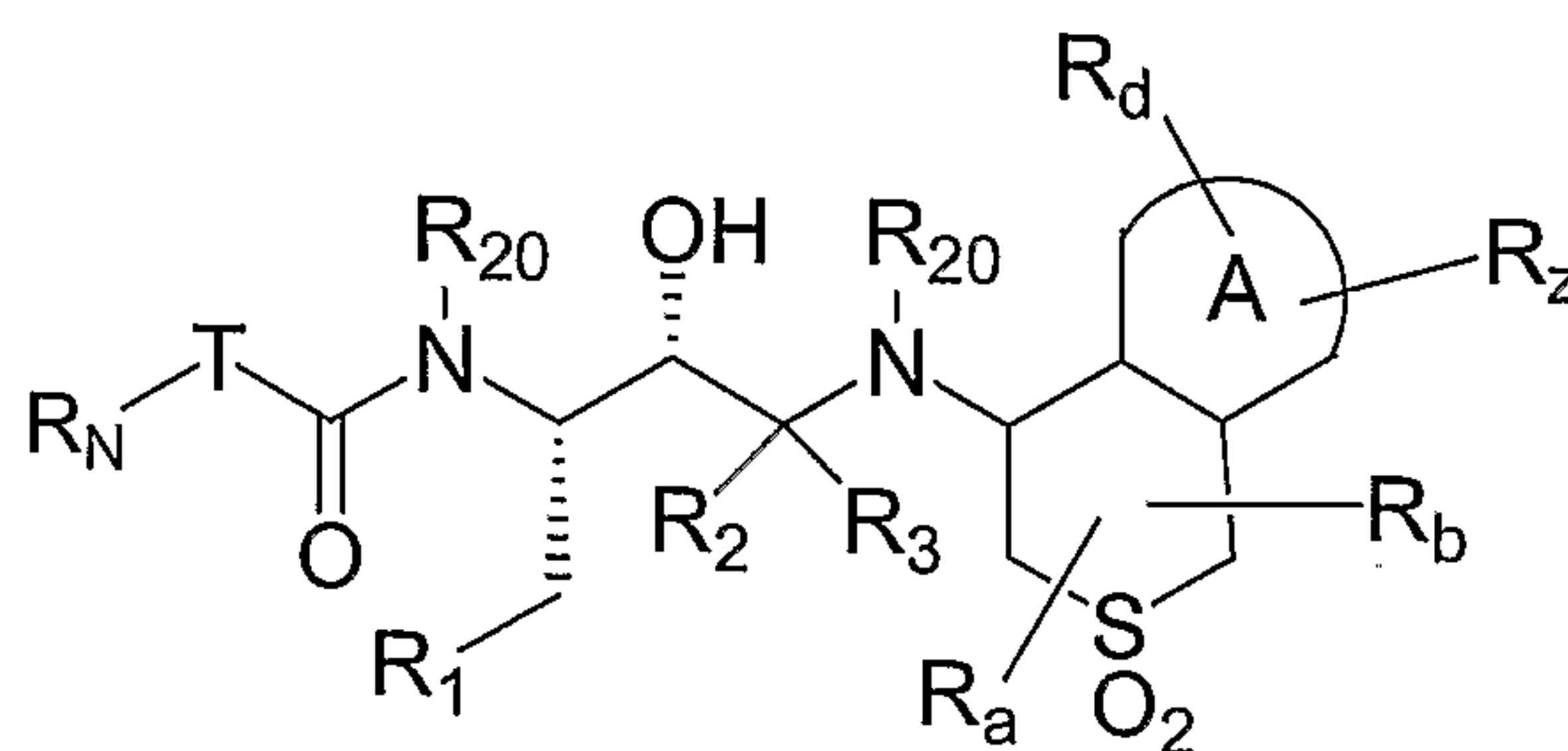
wherein the alkyl, alkenyl, alkynyl, alkoxy, or cycloalkyl groups are optionally substituted with 1, 2, or 3 substituents independently selected from C₁-C₄ alkyl, halogen, OH, SH, -NR₅R₆, CN, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, phenyl, NR₇R₈, and C₁-C₄ alkoxy.

30

Preferred compounds of formula A-IX-3 include those of formula A-IX-4, i.e., compounds of formula A-IX-3, wherein

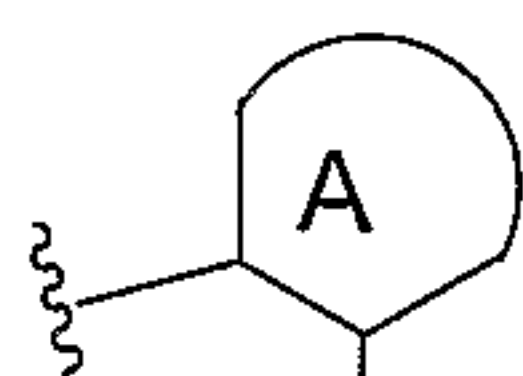
R₅₀ at each occurrence is independently selected from halogen, OH, SH, -NR₇R₈, -SO₂-(C₁-C₄ alkyl), C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ alkoxy, or C₃-C₈ cycloalkyl; wherein the alkyl, alkenyl, alkynyl, alkoxy, or cycloalkyl groups are optionally substituted with 1, 2, or 3 substituents independently selected from C₁-C₄ alkyl, halogen, OH, SH, -NR₅R₆, CN, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, phenyl, NR₇R₈, and C₁-C₄ alkoxy.

Preferred compounds of formula A-IX-4 include those of formula A-IX-5, i.e., compounds of formula A-X-4, of the formula



A-IX-5

wherein



is selected from pyridinyl, pyrimidinyl, imidazolyl, oxazolyl, thiazolyl, furanyl, thienyl, pyrazole, isoxazole, and pyrrolyl.

Preferred compounds of formula A-IX-5 include compounds of formula A-IX-6, i.e., compounds of formula A-IX-5 wherein

wherein, R₁ is phenyl C₁-C₆ alkyl or naphthyl C₁-C₆ alkyl, wherein the phenyl or naphthyl group is optionally substituted with 1, 2, 3, 4, or 5 R₅₀ groups.

25

Preferred compounds of formula A-IX-6 include compounds of formula A-IX-7, i.e., compounds of formula A-IX-6 wherein

R₂, R₃ and the carbon to which they are attached form a carbocycle of three thru six carbon atoms, wherein one carbon atom is optionally replaced by a group selected from -O-, -S-, -SO₂-, or -NR₇-; wherein R₇ is H, -C₁-C₈ alkyl optionally substituted with 1, 2, or 3 groups independently selected from -OH, -NH₂, and halogen; -C₂-C₄ alkenyl; or -C₂-C₄ alkynyl.

Preferred compounds of formula A-IX-7 include compounds of formula A-IX-8, i.e., compounds of formula A-IX-7 wherein R₂, R₃ and the carbon to which they are attached form a carbocycle of three thru six carbon atoms.

Other preferred compounds of formula A-IX-7 include compounds of formula A-IX-9, i.e., compounds of formula A-IX-7 wherein

R₂, R₃ and the carbon to which they are attached form a heterocycloalkyl group containing 2 to 5 carbon atoms and one group selected from -O-, -S-, -SO₂-, and -NR₇-; wherein R₇ is H, -C₁-C₆ alkyl optionally substituted with 1, 2, or 3 groups independently selected from -OH, -NH₂, and halogen; -C₂-C₄ alkenyl; or -C₂-C₄ alkynyl.

Other preferred compounds of formula A-IX-6 include compounds of formula A-IX-10, i.e., compounds of formula A-IX-6 wherein

R₂ and R₃ are independently selected from H; C₁-C₄ alkyl optionally substituted with 1 substituent that is selected from halogen, -CF₃, and C₁-C₄ alkoxy; C₂-C₄ alkenyl; C₂-C₄ alkynyl; and -CO₂-(C₁-C₄ alkyl); and

R₅ and R₆ are at each occurrence are independently H or C₁-C₆ alkyl; or

R₅ and R₆ and the nitrogen to which they are attached, at each occurrence form a 5 or 6 membered heterocycloalkyl ring.

Preferred compounds of formulas A-IX-8, A-IX-9, or A-IX-10 include those of formula A-IX-11, i.e., compounds of formulas A-IX-8, A-IX-9, or A-IX-10 wherein

R_a and R_b are independently selected from C_1 - C_6 alkyl, C_1 - C_6 alkoxy, halogen, CN, OH, hydroxyalkyl, C_1 - C_6 haloalkyl, C_1 - C_6 haloalkoxy, and $-C_1$ - C_6 alkyl- NR_5R_6 ; or

R_a and R_b are attached to the same carbon and form a C_3 - C_7 spirocycle; and

R_{20} at each occurrence is independently H or C_1 - C_4 alkyl.

Preferred compounds of formula A-IX-11 include those wherein

R_z and R_d are independently selected from C_1 - C_6 alkyl optionally substituted with one, two or three substituents selected from C_1 - C_3 alkyl, halogen, OH, SH, $C\equiv N$, CF_3 , C_1 - C_3 alkoxy, and $-NR_5R_6$; hydroxy; halogen; C_2 - C_6 alkenyl or C_2 - C_6 alkynyl, wherein

the alkenyl or alkynyl group is optionally substituted with C_1 - C_4 alkyl, halogen, hydroxy, SH, cyano, CF_3 , C_1 - C_4 alkoxy, or NR_5R_6 .

Other preferred compounds of formula A-IX-11 include those wherein

R_z and R_d are $-(CH_2)_{0-4}-CO-NR_{21}R_{22}$, $-(CH_2)_{0-4}-SO_2-NR_{21}R_{22}$; $-(CH_2)_{0-4}-SO-(C_1-C_8$ alkyl); $-(CH_2)_{0-4}-SO_2-(C_1-C_{12}$ alkyl); $-(CH_2)_{0-4}-SO_2-(C_3-C_7$ cycloalkyl); $-(CH_2)_{0-4}-N(H$ or $R_{20})-CO-O-R_{20}$; $-(CH_2)_{0-4}-N(H$ or $R_{20})-CO-N(R_{20})_2$; $-(CH_2)_{0-4}-N-CS-N(R_{20})_2$; $-(CH_2)_{0-4}-N(-H$ or $R_{20})-CO-R_{21}$; or $-(CH_2)_{0-4}-NR_{21}R_{22}$; wherein

R_{21} and R_{22} independently represent hydrogen, C_1 - C_6 alkyl, hydroxyl (C_1 - C_6) alkyl, amino (C_1 - C_6) alkyl, haloalkyl, C_3 - C_7 cycloalkyl, $-(C_1-C_2$ alkyl)-(C_3-C_7 cycloalkyl), $-(C_1-C_6$ alkyl)-O-(C_1-C_3 alkyl), $-C_2$ - C_6 alkenyl, $-C_2$ - C_6 alkynyl, phenyl, naphthyl, or heteroaryl;

each aryl group at each occurrence is optionally substituted with 1, 2, 3, 4, or 5 R_{50} groups;

each heteroaryl at each occurrence is optionally substituted with 1, 2, 3, 4, or 5 R_{50} groups;

each heterocycloalkyl group at each occurrence is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently R₅₀ or =O.

5 Still other preferred compounds of formula A-IX-11 include those wherein

R_z and R_d are -(CH₂)₀₋₄-CO-(C₁-C₁₂ alkyl); -(CH₂)₀₋₄-CO-(C₂-C₁₂ alkenyl); (CH₂)₀₋₄-CO-(C₂-C₁₂) alkynyl; -(CH₂)₀₋₄-CO-(C₃-C₇ cycloalkyl); -(CH₂)₀₋₄-CO-phenyl; -(CH₂)₀₋₄-CO-naphthyl; -(CH₂)₀₋₄-CO-heteroaryl; -(CH₂)₀₋₄-CO-heterocycloalkyl; -(CH₂)₀₋₄-CO₂R₆₀; where

R₆₀ is selected from C₁-C₆ alkyl, -(CH₂)₀₋₂-(phenyl), -(CH₂)₀₋₂-(naphthyl), C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₃-C₇ cycloalkyl, -(CH₂)₀₋₂-(heterocycloalkyl) and -(CH₂)₀₋₂-(heteroaryl);

15 each aryl group at each occurrence is optionally substituted with 1, 2, 3, 4, or 5 R₅₀ groups;
 each heteroaryl at each occurrence is optionally substituted with 1, 2, 3, 4, or 5 R₅₀ groups;
 each heterocycloalkyl group at each occurrence is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently R₅₀ or =O.

Yet still other preferred compounds of formula A-IX-11 include those wherein

25 R_z and R_d are -(CH₂)₀₋₄-O-CO-(C₁-C₆ alkyl); -(CH₂)₀₋₄-O-P(O)-(OR₅)₂; -(CH₂)₀₋₄-O-CO-N(R₂₀)₂; -(CH₂)₀₋₄-O-CS-N(R₂₀)₂; -(CH₂)₀₋₄-O-(R₂₀); -(CH₂)₀₋₄-O-(R₂₀)-CO₂H; -(CH₂)₀₋₄-S-(R₂₀); -(CH₂)₀₋₄-O-halo(C₁-C₆)alkyl; -(CH₂)₀₋₄-O-(C₁-C₆)alkyl; C₃-C₈ cycloalkyl; or -(CH₂)₀₋₄-N(-H or R₂₀)-SO₂-R₂₁; wherein

30 each aryl group and each heteroaryl group at each occurrence is optionally substituted with 1, 2, 3, 4, or 5 R₅₀ groups;

each heterocycloalkyl group at each occurrence is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently R₅₀ or =O;

R₅₀ at each occurrence is independently selected from halogen, OH, SH, CN, -CO-(C₁-C₄ alkyl), -CO₂-(C₁-C₄ alkyl), -SO₂-NR₅R₆, -NR₇R₈, -CO-NR₅R₆, -CO-NR₇R₈, -SO₂-(C₁-C₄ alkyl), C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ alkoxy, or C₃-C₈ cycloalkyl;

wherein the alkyl, alkenyl, alkynyl, alkoxy, or cycloalkyl groups are optionally substituted with 1, 2, or 3 substituents independently selected from C₁-C₄ alkyl, halogen, OH, SH, -NR₅R₆, CN, C₁-C₆ haloalkyl, C₁-C₆ haloalkoxy, phenyl, NR₇R₈, and C₁-C₆ alkoxy.

Other preferred compounds of formula A-IX-5 include those of formula A-IX-12, i.e., compounds of formula A-IX-5, wherein R₁ is C₁-C₁₀ alkyl optionally substituted with 1, 2, or 3 groups independently selected from halogen, -OH, =O, -SH, -CN, -CF₃, -C₁-C₄ alkoxy, amino, mono- or dialkylamino, -N(R)C(O)R', -OC(=O)-amino and -OC(=O)-mono- or dialkylamino; or

R₁ is C₂-C₆ alkenyl or C₂-C₆ alkynyl, each of which is optionally substituted with 1, 2, or 3 groups independently selected from halogen, OH, SH, C≡N, CF₃, OCF₃, C₁-C₄ alkoxy, amino, and mono- or dialkylamino.

Preferred compounds of formula A-IX-12, include those of formula A-IX-13, i.e., compounds of formula A-IX-12 wherein R₂, R₃ and the carbon to which they are attached form a carbocycle of three thru six carbon atoms, wherein one carbon atom is optionally replaced by a group selected from -O-, -S-, -SO₂-, or -NR₇-; wherein

R₇ is selected from H or -C₁-C₄ alkyl optionally substituted with 1 group selected from -OH, -NH₂, and halogen.

Preferred compounds of formula A-IX-13, include those of formula A-IX-14, i.e., compounds of formula A-IX-13 wherein R_2 , R_3 and the carbon to which they are attached form a carbocycle of three thru six carbon atoms.

5 Other preferred compounds of formula A-IX-13, include those of formula A-IX-15, i.e., compounds of formula A-IX-13 wherein

R_2 , R_3 and the carbon to which they are attached form a heterocycloalkyl group containing 2 to 5 carbon atoms and one
10 group selected from -O-, -S-, -SO₂-, and -NR₇-; wherein

R_7 is selected from H and -C₁-C₄ alkyl optionally substituted with 1 group selected from -OH, -NH₂, and halogen.

Other preferred compounds of formula A-IX-13, include
15 those of formula A-IX-16, i.e., compounds of formula A-IX-13 wherein

R_2 and R_3 are independently selected from H; C₁-C₄ alkyl optionally substituted with 1 substituent that is selected from halogen, -CF₃, C₁-C₄ alkoxy; C₂-C₄ alkenyl;
20 and C₂-C₄ alkynyl; and

R_5 and R_6 are at each occurrence are independently -H or C₁-C₆ alkyl; or

R_5 and R_6 and the nitrogen to which they are attached, at each occurrence form a 5 or 6 membered heterocycloalkyl ring.

25 Preferred compounds of formulas A-IX-14, A-IX-15, A-IX-16 include compounds of formula A-IX-17, i.e., compounds of formulas A-IX-14, A-IX-15, A-IX-16 wherein

R_a and R_b are independently selected from C₁-C₃ alkyl, F, OH, SH, C≡N, CF₃, C₁-C₆ alkoxy, and -NR₅R₆; and

30 R_{15} at each occurrence is independently H or C₁-C₄ alkyl.

Preferred compounds of formula A-IX-17, include those compounds wherein

R_z and R_d are independently selected from C₁-C₆ alkyl optionally substituted with one, two or three

substituents selected from C₁-C₃ alkyl, halogen, OH, SH, C≡N, CF₃, C₁-C₃ alkoxy, and -NR₅R₆; hydroxy; halogen; C₂-C₆ alkenyl or C₂-C₆ alkynyl, wherein the alkenyl or alkynyl group is optionally substituted
 5 with C₁-C₄ alkyl, halogen, hydroxy, SH, cyano, CF₃, C₁-C₄ alkoxy, or NR₅R₆.

Other preferred compounds of formula A-IX-17, include those compounds wherein

R_z and R_d are -(CH₂)₀₋₄-CO-NR₂₁R₂₂, -(CH₂)₀₋₄-SO₂-NR₂₁R₂₂; -(CH₂)₀₋₄-SO-(C₁-C₈ alkyl); -(CH₂)₀₋₄-SO₂-(C₁-C₁₂ alkyl); -(CH₂)₀₋₄-SO₂-(C₃-C₇ cycloalkyl); -(CH₂)₀₋₄-N(H or R₂₀)-CO₂R₂₀; -(CH₂)₀₋₄-N(H or R₂₀)-CO-N(R₂₀)₂; -(CH₂)₀₋₄-N-CS-N(R₂₀)₂; -(CH₂)₀₋₄-N(-H or R₂₀)-CO-R₂₁; or -(CH₂)₀₋₄-NR₂₁R₂₂; wherein
 10

R₂₁ and R₂₂ independently represent hydrogen, C₁-C₆ alkyl, hydroxyl (C₁-C₆) alkyl, amino (C₁-C₆) alkyl, haloalkyl, C₃-C₇ cycloalkyl, -(C₁-C₂ alkyl)-(C₃-C₇ cycloalkyl), -(C₁-C₆ alkyl)-O-(C₁-C₃ alkyl), -C₂-C₆ alkenyl, -C₂-C₆ alkynyl, phenyl, naphthyl, or heteroaryl;
 15

each aryl group and each heteroaryl group at each occurrence is optionally substituted with 1, 2, 3, 4, or 5 R₅₀ groups;
 20

each heterocycloalkyl group at each occurrence is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently R₅₀ or =O.

25 Still other preferred compounds of formula A-IX-17, include those compounds wherein

R_z and R_d are -(CH₂)₀₋₄-CO-(C₁-C₁₂ alkyl); -(CH₂)₀₋₄-CO-(C₂-C₁₂ alkenyl); -(CH₂)₀₋₄-CO-(C₂-C₁₂) alkynyl; -(CH₂)₀₋₄-CO-(C₃-C₇ cycloalkyl); -(CH₂)₀₋₄-CO-phenyl; -(CH₂)₀₋₄-CO-naphthyl; -(CH₂)₀₋₄-CO-heteroaryl; -(CH₂)₀₋₄-CO-heterocycloalkyl; -(CH₂)₀₋₄-CO₂R₂₀; where
 30

R₂₀ is selected from C₁-C₆ alkyl, -(CH₂)₀₋₂-(phenyl), -(CH₂)₀₋₂-(naphthyl), C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₃-C₇

cycloalkyl, $-(\text{CH}_2)_{0-2}$ - (heterocycloalkyl) and $-(\text{CH}_2)_{0-2}$ - (heteroaryl);

each aryl group at each occurrence is optionally substituted with 1, 2, 3, 4, or 5 R_{50} groups;

5 each heteroaryl at each occurrence is optionally substituted with 1, 2, 3, 4, or 5 R_{50} groups;

each heterocycloalkyl group at each occurrence is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently R_{50} or =0.

10 Yet still other preferred compounds of formula A-IX-17, include those compounds wherein

R_z and R_d are $-(\text{CH}_2)_{0-4}$ -O-CO-(C_1 - C_6 alkyl); $-(\text{CH}_2)_{0-4}$ -O-P(O)-(OR₅)₂; $-(\text{CH}_2)_{0-4}$ -O-CO-N(R_{20})₂; $-(\text{CH}_2)_{0-4}$ -O-CS-N(R_{20})₂; $-(\text{CH}_2)_{0-4}$ -O-(R_{20}); $-(\text{CH}_2)_{0-4}$ -O-(R_{20})-CO₂H; $-(\text{CH}_2)_{0-4}$ -S-(R_{20}); $-(\text{CH}_2)_{0-4}$ -O-halo(C_1 - C_6)alkyl; $-(\text{CH}_2)_{0-4}$ -O-(C_1 - C_6)alkyl; C_3 - C_8 cycloalkyl; or $-(\text{CH}_2)_{0-4}$ -N(-H or R_{20})-SO₂- R_{21} ; wherein

15 each aryl group and each heteroaryl group at each occurrence is optionally substituted with 1, 2, 3, 4, or 5 R_{50} groups;

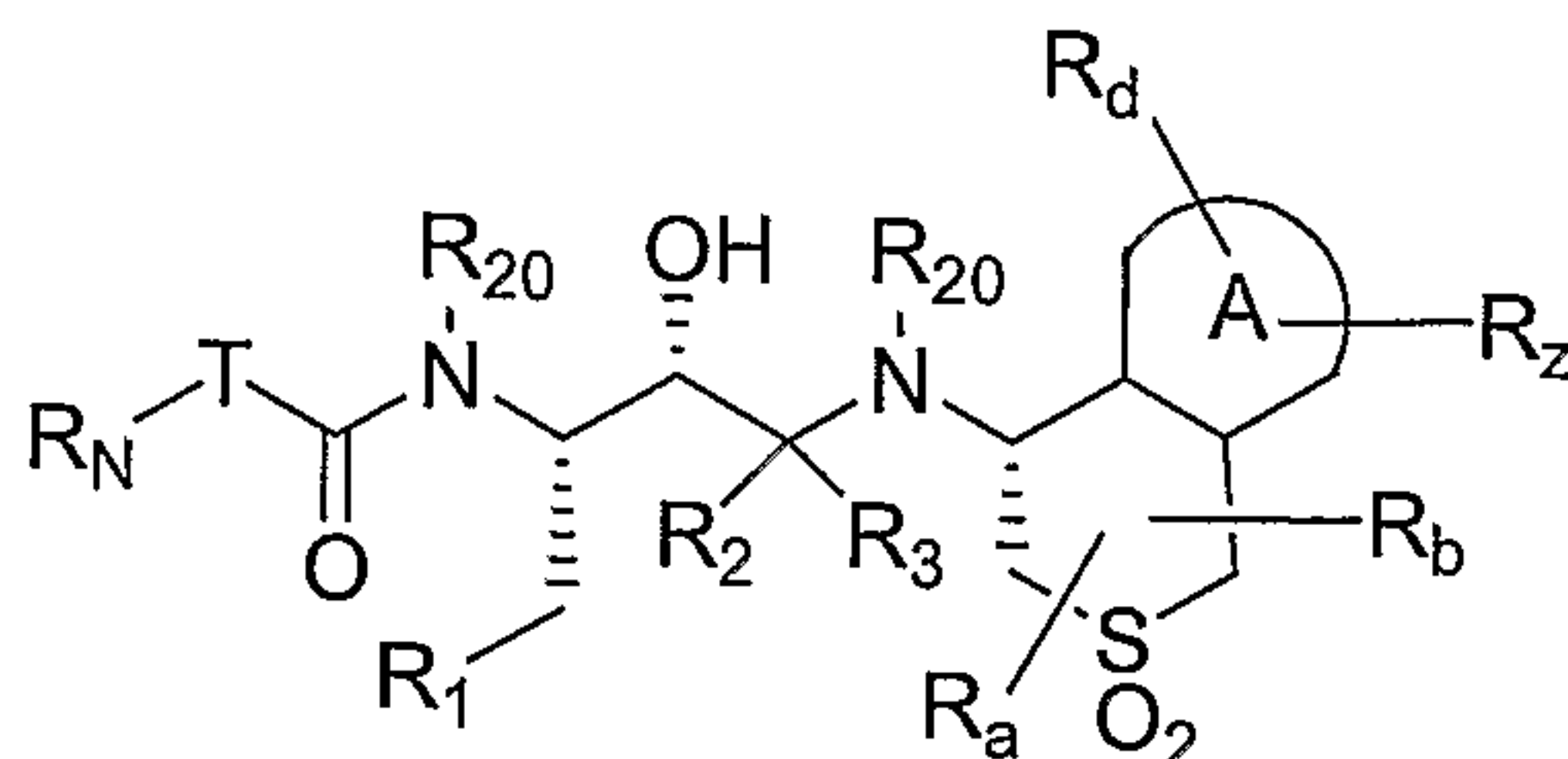
20 each heterocycloalkyl group at each occurrence is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently R_{50} or =0;

R_{50} at each occurrence is independently selected from halogen, OH, SH, CN, -CO-(C_1 - C_4 alkyl), -CO₂-(C_1 - C_4 alkyl), -SO₂-NR₅R₆, -NR₇R₈, -CO-NR₅R₆, -CO-NR₇R₈, -SO₂-(C_1 - C_4 alkyl), C_1 - C_6 alkyl, C_2 - C_6 alkenyl, C_2 - C_6 alkynyl, C_1 - C_6 alkoxy, or C_3 - C_8 cycloalkyl;

30 wherein the alkyl, alkenyl, alkynyl, alkoxy, or cycloalkyl groups are optionally substituted with 1, 2, or 3 substituents independently selected from C_1 - C_4 alkyl, halogen, OH, SH, -NR₅R₆, CN, C_1 - C_6

haloalkyl, C₁-C₆ haloalkoxy, phenyl, NR₇R₈, and C₁-C₆ alkoxy.

Other preferred compounds of formula A-IX-4 include those of formula A-X



A-X

Preferred compounds of formula A-X include compounds of formula A-X-1, i.e., compounds of formula A-X wherein

R₁ is phenyl C₁-C₆ alkyl or naphthyl C₁-C₆ alkyl, wherein the phenyl or naphthyl group is optionally substituted with 1, 2, 3, 4, or 5 R₅₀ groups; and

R₂ and R₃ are independently H or C₁-C₄ alkyl.

Preferred compounds of formula A-X-1 include compounds of formula A-X-2, i.e., compounds of formula A-X-1 wherein

R_a and R_b are independently H or C₁-C₄ alkyl; or

R_a and R_b are attached to the same carbon and form a C₃-C₆ carbocycle;

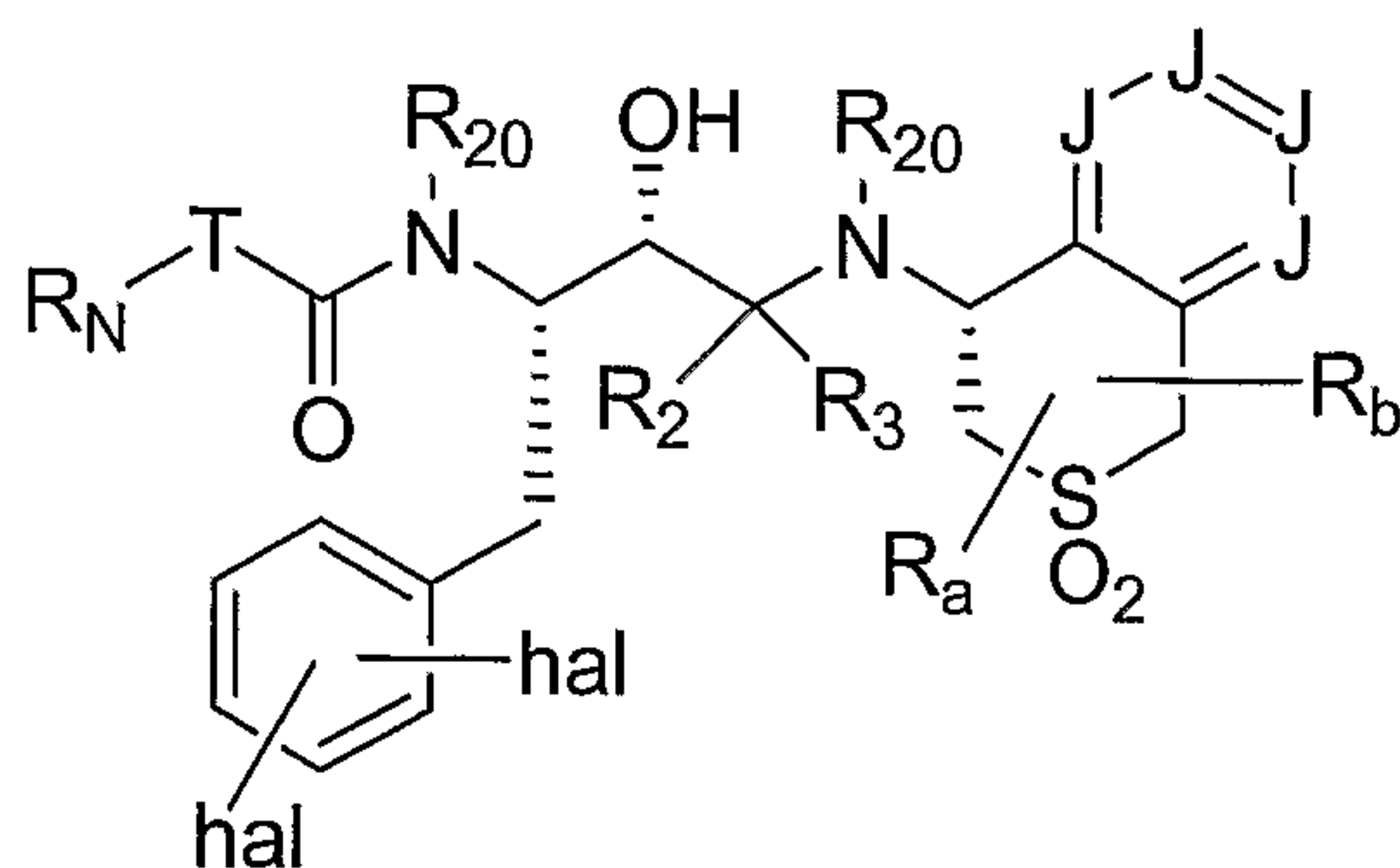
R₁ is phenyl, optionally substituted with 1, 2, or 3 R₅₀ groups; and

R₂₀ at each occurrence is independently H or C₁-C₄ alkyl.

Preferred compounds of formula A-X-2 include compounds of formula A-X-3, i.e., compounds of formula A-X-2 wherein

R₁ is a dihalophenyl.

Preferred compounds according to any one of formulas A-IX-5, A-X or A-X-3 include compounds of formula A-X-4, i.e., compounds according to any one of formulas A-IX-5, A-X or A-X-3 having the following structure,



A-X-4

wherein

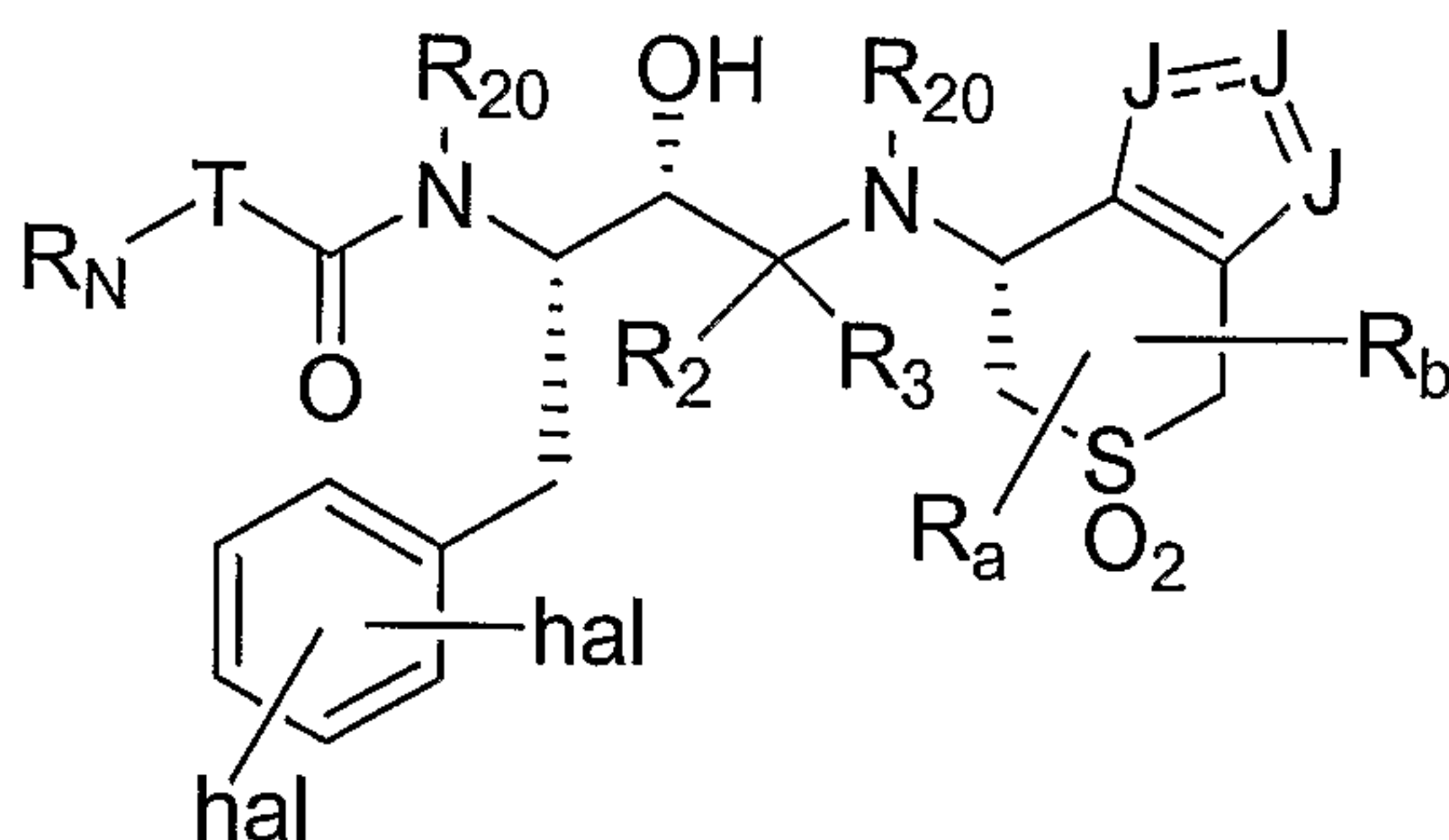
J at each occurrence is independently selected from N or CRz,
 5 wherein

Rz at each occurrence is independently selected from C₁-C₆
 alkyl, optionally substituted with 1, 2, or 3
 substituents independently selected from C₁-C₃ alkyl,
 halogen, OH, SH, C≡N, CF₃, C₁-C₆ alkoxy, C₃-C₈
 10 cycloalkyl, and NR₅R₆; hydroxy; halogen; C₂-C₆ alkenyl
 or C₂-C₆ alkynyl, wherein

the alkenyl or alkynyl group is optionally
 substituted with C₁-C₄ alkyl, halogen, hydroxy,
 SH, cyano, CF₃, C₁-C₄ alkoxy, or NR₅R₆;

15 provided that at least two Js are CRz.

Other preferred compounds according to any one of
 formulas A-IX-5, A-X or A-X-3 include compounds of formula A-
 X-5, i.e., compounds according to any one of formulas A-IX-5,
 A-X or A-X-3 having the following structure,



A-X-5

wherein

--- represents a single or double bond, provided that only one
 of the dashed bonds is a double bond;

J is selected from N, S, O, and CRz, wherein

Rz at each occurrence is independently selected from C₁-C₆ alkyl, optionally substituted with 1, 2, or 3 substituents independently selected from C₁-C₃ alkyl, halogen, OH, SH, C≡N, CF₃, C₁-C₆ alkoxy, C₃-C₈ cycloalkyl, and NR₅R₆; hydroxy; halogen; C₂-C₆ alkenyl or C₂-C₆ alkynyl, wherein

the alkenyl or alkynyl group is optionally substituted with C₁-C₄ alkyl, halogen, hydroxy, SH, cyano, CF₃, C₁-C₄ alkoxy, or NR₅R₆;

provided that at least one J is CRz.

Other preferred compounds include those compounds according to any one of embodiments A-I to A-X-5, wherein T is oxygen, NH, N-methyl, or N-ethyl.

Still other preferred compounds include those compounds according to any one of embodiments A-I to A-X-5, wherein R₅ and R₆ at each occurrence are independently H or C₁-C₄ alkyl. In another aspect, the invention provides a method of preparing compounds of formula.

In another aspect, the invention provides intermediates that are useful in the preparation of the compounds of interest.

In other aspects of Formula I, R_C is tetralinyl, indanyl, chromanyl, isochromanyl or a cyclic or bi-cyclic sulfonyl, or an optionally substituted derivative thereof. Optional substituents include, for example, C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₄₋₇ cycloalkyl, -OH, -NH₂ or a halogen (e.g., F, Br, I, Cl). Generally speaking, R_C may be attached at any point on the tetraline, indane or cyclic or bi-cyclic sulfone ring system, provide that the valancy requirements for the atom of the ring system at the point of attachment are satisfied.

In a further preferred aspect of Formula I, X is -N(R₂₀)-C(=O)- or -O-(C=O)-. In another preferred embodiment of formula I, X is -N(R₂₀)-C(=O)- or -O-(C=O)-, and R_C is

tetralinyl, indanyl, chromanyl, isochromanyl or a cyclic or bi-cyclic sulfonyl group, or an optionally substituted derivative thereof. Optional substituents include, for example, C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₄₋₇ cycloalkyl, -OH, -NH₂ or a halogen (e.g., F, Br, I, Cl). Generally speaking, R_c may be attached at any point on the tetraline, indane or cyclic or bi-cyclic sulfone ring system, provide that the valency requirements for the atom of the ring system at the point of attachment are satisfied.

10 In another preferred embodiment of formula I, X is -(C=O)- and T is NR₂₀ or O.

In a further preferred embodiment of formula I, X is -(C=O)- and T is O.

15 In a yet further preferred embodiment of formula I, X is -(C=O)- and T is -N-H.

With respect to R_c, aromatic rings, which are also referred to herein as aryl or aryl rings, are preferably those unsaturated carbocyclic rings that have a particularly stable electronic configuration owing to resonance (delocalization) of the pi-bond electrons in their structure. Those carbon-only rings having a delocalized (4n+2) pi-electron system (this predictor is known as Hückel's rule of 4n + 2, where n is 0 or an integer) in a planar or substantially planar ring system. Thus, by way of non-limiting example, benzene, naphthalene and azulene are aromatic rings, as are phenanthrene and anthracene. For further discussion of aromaticity see, for example, Fessenden R J, and Fessenden J S, 1990 Organic Chemistry, 4th ed., Brooks/Cole Publishing Company, Pacific Grove, California. For the purposes of the present invention this definition excludes charged aromatic compounds such as cyclopentadienyl anion and cyclopropyl cation. Preferred rings sizes are: 6 atoms for a monocyclic aromatic ring ; 10 for a bicyclic ring and 14 for a tricyclic aromatic ring system.

With respect to Rc, heteroaromatic rings, which are also referred to herein as heteroaryl or heteroaryl rings, are preferably those ring systems that consist of carbon and at least one heteroatom selected from oxygen, nitrogen and sulfur.

5 Heteroaromatics are formally derived from aryl rings by replacement of one or more methine (-C=) and/or vinylene (-CH=CH-) groups by trivalent or divalent heteroatoms, respectively, in such a way as to maintain the continuous pi-electron system characteristic of aromatic systems and a

10 number of out-of-plane pi-electrons corresponding to the Hückel rule ($4n + 2$). For further discussion of heteroaromaticity see: *Comprehensive Heterocyclic Chemistry*, Vol. 1, Ed. O. Meth-Cohn, Pergamon, 1984, p. 3 et seq. Thus, owing to the contribution of out-of-plane pi-electrons, not

15 only are pyridine and pyrimidine heteroaryl rings, but also furan, pyrrole, thiophene and imidazole. Examples of multi-ring heteroaryls are those ring systems that contain at least one heteroatom in each ring. Thus, by way of non-limiting example, naphthyridine, indolizine, thiazole, isoxazole,

20 pteridine, pyrazolo[1,5-a]pyrimidine and thieno[2,3-b]furan are all multicyclic heteroaryl compounds. N-oxides of nitrogen containing heteroaromatics are also contemplated by this definition. Preferred rings sizes are: 5 to 6 atoms for a monocyclic heteroaryl; 8 to 10 for a bicyclic ring and 11 to

25 14 for a tricyclic ring system.

With respect to Rc, cycloalkyl rings, also referred to herein as carbocycles or carbocyclic rings, are preferably those carbon-only containing rings that may contain one to three rings in the cyclic system. These cycloalkyl rings may

30 be saturated or unsaturated, but may not contain a $4n+2$ delocalized pi-electron system as described above. Preferred rings sizes are: 5 to 8 carbon atoms for a monocyclic cycloalkyl; 6 to 11 for a bicyclic ring and 8 to 15 for a tricyclic ring system. Non-limiting examples of cycloalkyl are

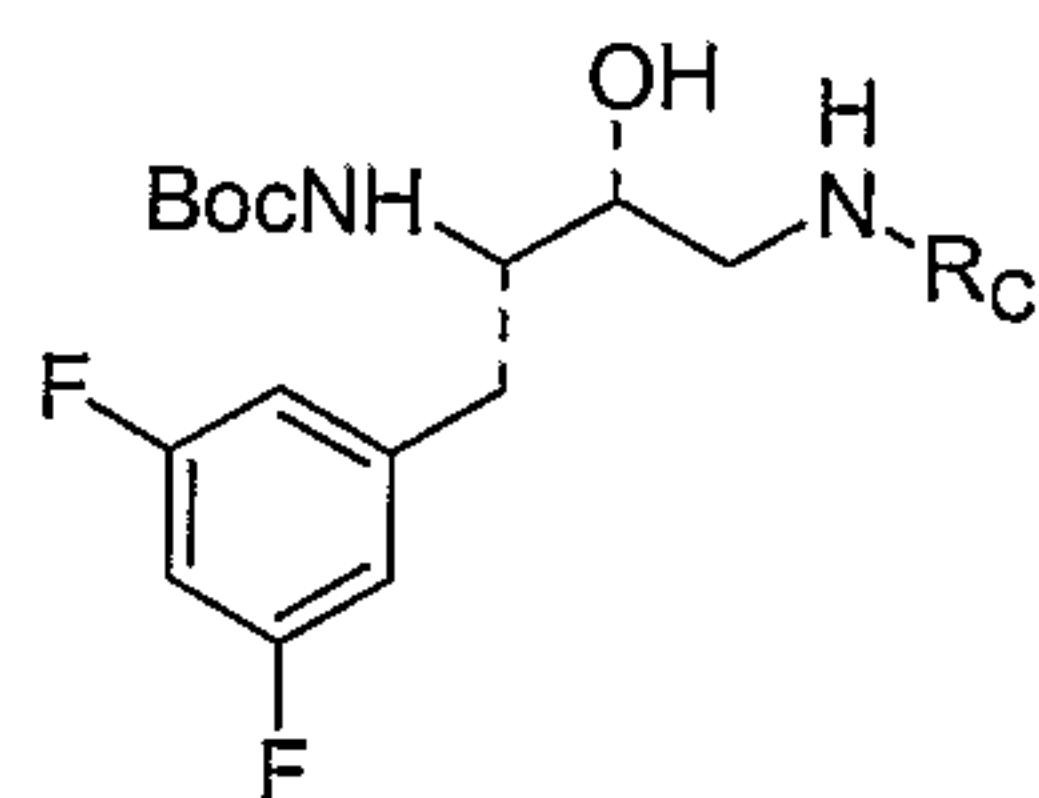
cyclohexane, cyclohexene, cyclopentadiene, decalin, quinone, norbornene, 2,3,6,7-tetrahydrofluorene and [2.2.2]bicyclo-octane

With respect to Rc, heterocyclic rings, also referred to herein as heterocycles or heterocyclics, are preferably those ring systems that contain carbon and at least one heteroatom chosen from nitrogen, oxygen or sulfur within the ring chain and which may contain one to three rings in the cyclic system, provided that each of the fused rings contains at least one heteroatom. These heterocyclic rings may be saturated or unsaturated, but may not contain a $4n+2$ delocalized pi-electron system as described above in the definition of heteroaromatic rings. Preferred rings sizes are: 5 to 8 atoms for a monocyclic heterocycle; 6 to 11 for a bicyclic ring and 8 to 15 for a tricyclic heterocyclic ring system. Non-limiting examples of heterocyclics are pyrrolidine, tetrahydrofuran, dihydrothiophene, thiazoline, thiazolidine, 2,3,8,9-tetrahydropurine, piperazine, 2,3, or 4-pyridone, 5-thia-1-azabicyclo[4.2.0]oct-2-ene, and 1-azabicyclo[2.2.2]octane. Also within the scope of this definition are N-oxides, sulfoxides and sulfones formed from the ring nitrogen or sulfur.

With respect to Rc, aromatic, heteroaromatic, cycloalkyl and heterocyclic rings may be fused to one another to form fused ring systems, provided that fusion of the rings does not result in a structure that exceeds the valence of each of the constituent ring atoms (such as tertiary oxygen) and further does not result in a charged ring atom or delocalized charged species, such as a quaternary ring nitrogen. Non-limiting examples of such combinations are: quinoline (formed by fusion of aromatic and heteroaromatic rings); indane (formed by fusion of aromatic and cycloalkyl rings); 3,4-dihydroquinazoline (formed by fusion of an aromatic and a heterocyclic ring) and hexahydro-indole (formed by fusion of

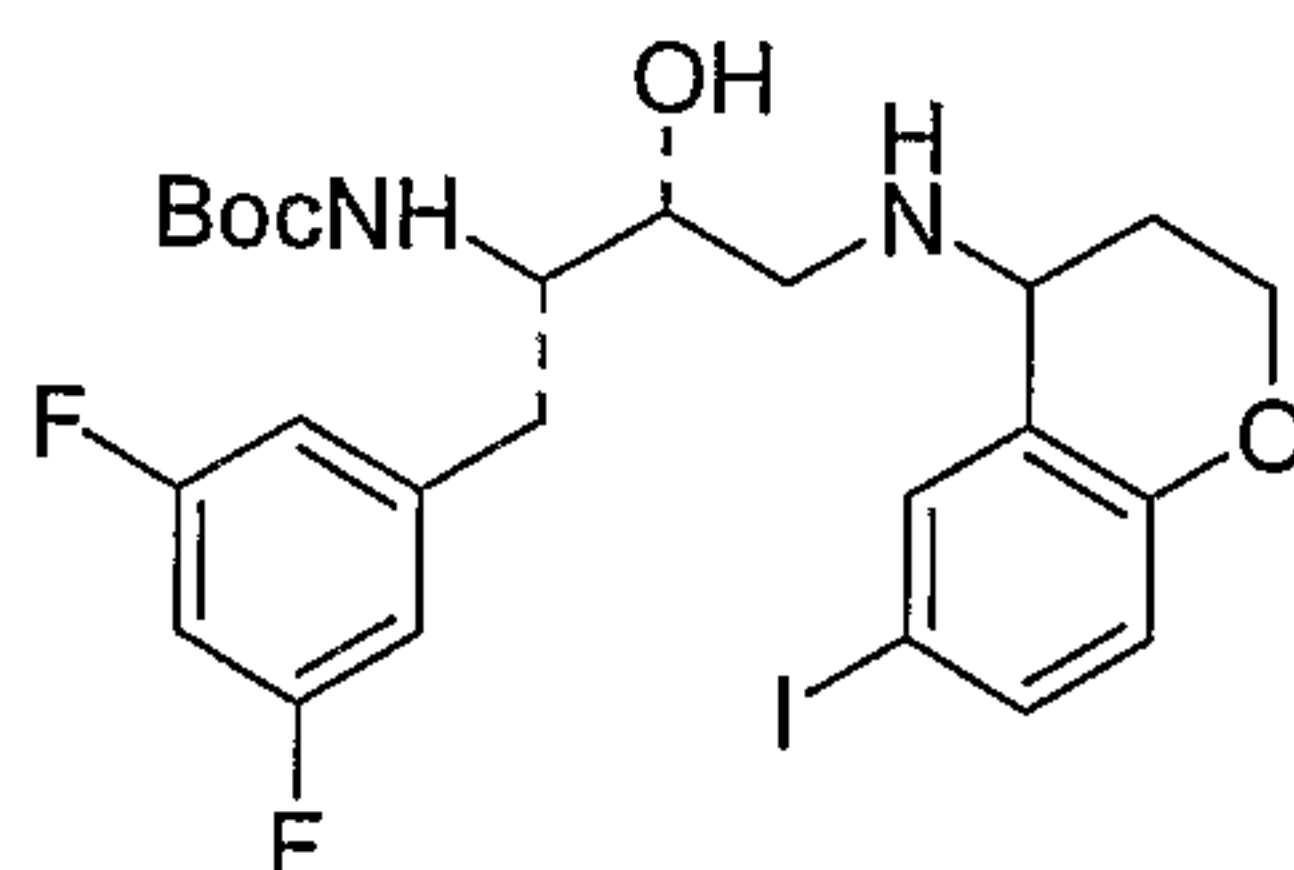
heterocyclic and carbocyclic rings). Additionally, fused tricyclic rings formed by several types of rings are contemplated, for example: phenothiazine (formed by combination of two aromatic and one heterocyclic rings).

5 In yet another preferred embodiment, the invention encompasses intermediates of having the formula:



where R_C is as defined above for formula IA.

10 In a preferred aspect of the intermediates of the invention there is provided a compound of the formula:



The invention encompasses a method of treating a patient who has, or in preventing a patient from getting, a disease or condition selected from the group consisting of Alzheimer's disease, for helping prevent or delay the onset of Alzheimer's disease, for treating patients with mild cognitive impairment (MCI) and preventing or delaying the onset of Alzheimer's disease in those who would progress from MCI to AD, for treating Down's syndrome, for treating humans who have Hereditary Cerebral Hemorrhage with Amyloidosis of the Dutch-Type, for treating cerebral amyloid angiopathy and preventing its potential consequences, i.e. single and recurrent lobar hemorrhages, for treating other degenerative dementias, including dementias of mixed vascular and degenerative origin, dementia associated with Parkinson's disease, dementia associated with progressive supranuclear palsy, dementia associated with cortical basal degeneration, diffuse Lewy body type of Alzheimer's disease and who is in need of such

treatment which comprises administration of a therapeutically effective amount of a compound selected from the group consisting of a compound of formula I or IA, or a pharmaceutically acceptable salt or ester thereof, wherein X, T, R₂₀, R₁, R₂, R₃, R_N and R_C are as defined as above.

Preferably, the patient is a human. More preferably, the disease is Alzheimer's disease. More preferably, the disease is dementia.

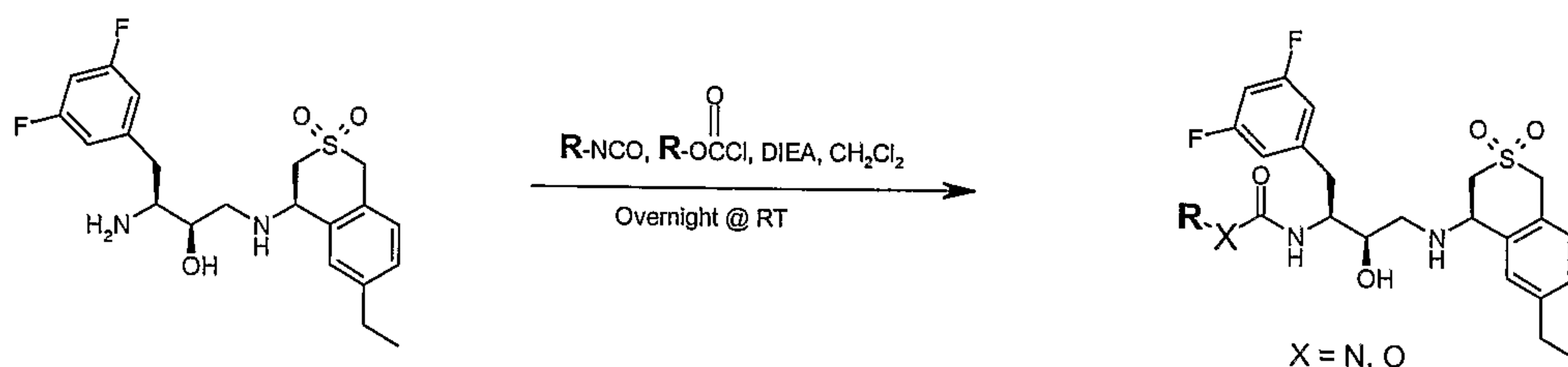
The invention includes methods for making compounds of formula I and IA.

The compounds of formula I and IA are made by methods well known to those skilled in the art from starting compounds known to those skilled in the art. The process chemistry is well known to those skilled in the art. The most general process to prepare compounds of formula I and IA of the invention is set forth in Scheme 1. One skilled in the art will appreciate that these are all wellknown reactions in organic chemistry. A chemist skilled in the art, knowing the chemical structure of the biologically end product of formula I and IA of the invention would be able to prepare them by known methods from known starting materials without any additional information. The explanation below therefore is not necessary but is deemed helpful to those skilled in the art who desire to make the compounds of the invention.

Scheme I sets forth a general method used in the invention to prepare the appropriate compounds of formula (I). All reactions were run in 4-ml vials. 0.07 mmol of the starting amine is placed in each reaction vial. Next, 0.28 mmol (4 equiv.) of diisopropylethylamine is added in each vial. 0.077 mmol (1.1 equiv.) of each isocyanate or chloroformate is then added into the reaction vial. Finally, the starting reagents are dissolved in 1.5 ml of dichloromethane. Each reaction was run overnight at room temperature. LC/MS analysis for each reaction was performed

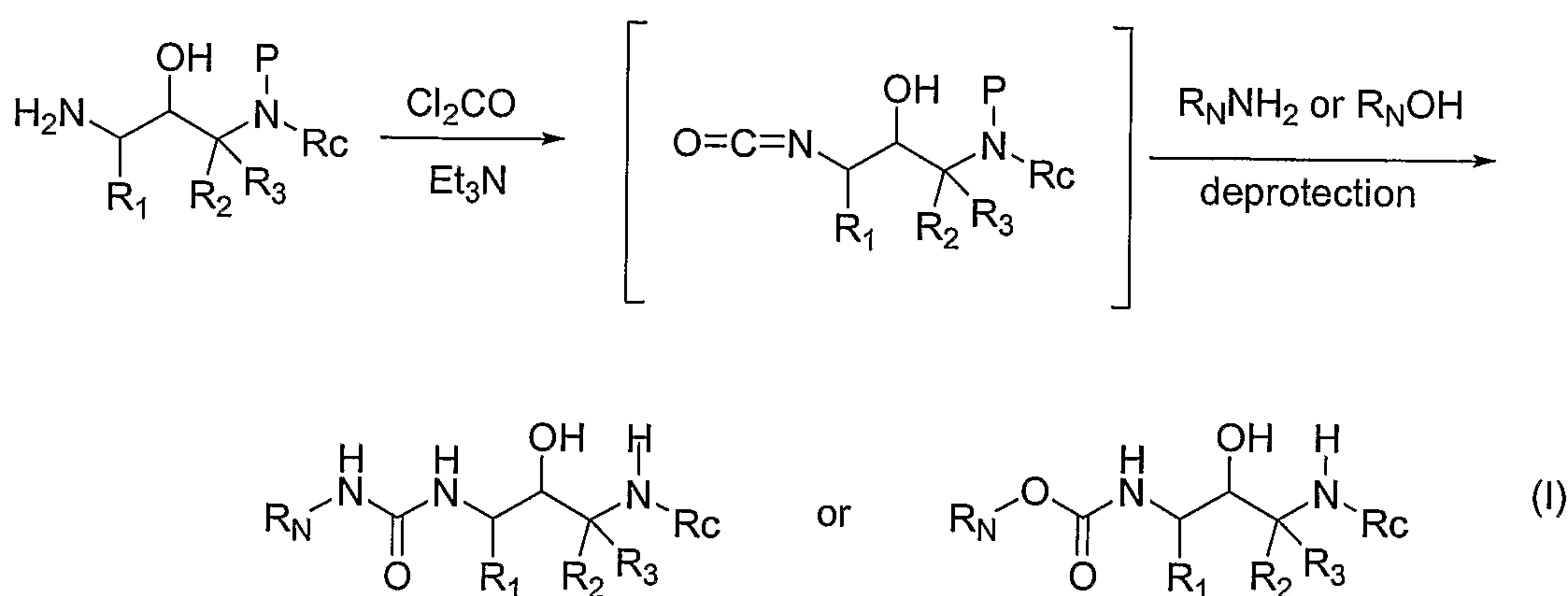
via an Agilent 1100 HPLC, utilizing a Thermo-Hypersil C18 50x3 mm 5 micron column, coupled to a Thermo-Finnigan LCQ MS. Final purification of each product was performed via a Varian Pro Star Preparative HPLC utilizing a Phenomenex C18 60x21.2 mm 5 micron column.

Scheme I



10 Alternatively, scheme II sets forth a general method to
 15 prepare appropriate compounds of formula (I). A protected
 amine is reacted with phosgene or phosgene equivalent such as
 triphosgene to generate an isocyanate that is subsequently
 reacted with an appropriate nucleophile. Finally, removal of
 the protecting group and purification by preparative HPLC will
 provide amines of formula (I).

Scheme II



20

When an amino protecting group is used when preparing the inventive compounds, but no longer needed, it is removed by methods well known to those skilled in the art. By definition

the amino protecting group must be readily removable as is known to those skilled in the art by methods well known to those skilled in the art. Suitable amino protecting group is selected from the group consisting of t-butoxycarbonyl, 5 benzyloxycarbonyl, formyl, trityl, acetyl, trichloroacetyl, dichloroacetyl, chloroacetyl, trifluoroacetyl, difluoroacetyl, fluoroacetyl, 4-phenylbenzyloxycarbonyl, 2-methylbenzyloxycarbonyl, 4-ethoxybenzyloxycarbonyl, 4-fluorobenzyloxycarbonyl, 4-chlorobenzyloxycarbonyl, 3-chlorobenzyloxycarbonyl, 2-chlorobenzyloxycarbonyl, 2,4-dichlorobenzyloxycarbonyl, 4-bromobenzyloxycarbonyl, 3-bromobenzyloxycarbonyl, 4-nitrobenzyloxycarbonyl, 4-cyanobenzyloxycarbonyl, 2-(4-xenyl)isopropoxycarbonyl, 1,1-diphenyleth-1-yloxycarbonyl, 1,1-diphenylprop-1-yloxycarbonyl, 15 2-phenylprop-2-yloxycarbonyl, 2-(p-toluylyl)prop-2-yloxycarbonyl, cyclopentanyloxycarbonyl, 1-methylcyclopentanyloxycarbonyl, cyclohexanyloxycarbonyl, 1-methylcyclohexanyloxycarbonyl, 2-methylcyclohexanyloxycarbonyl, 2-(4-toluylylsulfonyl)ethoxycarbonyl, 2-(methylsulfonyl)ethoxycarbonyl, 2-(triphenylphosphino)ethoxycarbonyl, fluorenylmethoxycarbonyl, 2-(trimethylsilyl)ethoxycarbonyl, allyloxycarbonyl, 1-(trimethylsilylmethyl)prop-1-enyloxycarbonyl, 5-benzisoxalylmethoxycarbonyl, 4-acetoxybenzyloxycarbonyl, 25 2,2,2-trichloroethoxycarbonyl, 2-ethynyl-2-propoxycarbonyl, cyclopropylmethoxycarbonyl, 4-(decyloxyl)benzyloxycarbonyl, isobornyloxycarbonyl and 1-piperidyloxycarbonyl, 9-fluorenylmethyl carbonate, -CH-CH=CH₂ and phenyl-C(=N-)-H.

30 Suitable means for removal of the amine-protecting group depends on the nature of the protecting group. Those skilled in the art, knowing the nature of a specific protecting group, know which reagent is preferable for its removal. For example, it is preferred to remove the preferred protecting

group, BOC, by dissolving the protected material in a trifluoroacetic acid/dichloromethane mixture.

Certain transformations can be carried out to generate desired R_C groups after the R_N group is placed in the molecule.

5 Further, certain of these transformations can be carried out after the protecting group P is removed.

The compounds of the invention may contain geometric or optical isomers as well as tautomers. Thus, the invention includes all tautomers and pure geometric isomers, such as the
10 *E* and *Z* geometric isomers, as well as mixtures thereof. Furthermore, the invention includes pure enantiomers and diastereomers as well as mixtures thereof, including racemic mixtures. The individual geometric isomers, enantiomers, or diastereomers may be prepared or isolated by methods known in
15 the art.

Pharmaceutically acceptable salts are any salt which retains the activity of the parent compound and does not impart any deleterious or undesirable effect on the subject to whom it is administered and in the context in which it is
20 administered. Pharmaceutically acceptable salts include salts of both inorganic and organic acids. The preferred pharmaceutically acceptable salts include salts of the following acids acetic, aspartic, benzenesulfonic, benzoic, bicarbonic, bisulfuric, bitartaric, butyric, calcium edetate, camsylic,
25 carbonic, chlorobenzoic, citric, edetic, edisylic, estolic, esyl, esylic, formic, fumaric, gluceptic, gluconic, glutamic, glycollylarsanilic, hexamic, hexylresorcinoic, hydrabamic, hydrobromic, hydrochloric, hydroiodic, hydroxynaphthoic, isethionic, lactic, lactobionic, maleic, malic, malonic,
30 mandelic, methanesulfonic, methylnitric, methylsulfuric, mucic, muconic, napsylic, nitric, oxalic, p-nitromethanesulfonic, pamoic, pantothenic, phosphoric, monohydrogen phosphoric, dihydrogen phosphoric, phthalic, polygalactouronic, propionic, salicylic, stearic, succinic,

succinic, sulfamic, sulfanilic, sulfonic, sulfuric, tannic, tartaric, teoclic and toluenesulfonic. For other acceptable salts, see *Int. J. Pharm.*, 33, 201-217 (1986) and *J.Pharm.Sci.*, 66(1), 1, (1977).

5 The invention provides compounds, compositions, kits, and methods for inhibiting beta-secretase enzyme activity and A beta peptide production. Inhibition of beta-secretase enzyme activity halts or reduces the production of A beta from APP and reduces or eliminates the formation of beta-amyloid
10 deposits in the brain.

Methods of the Invention

The compounds of the invention, and pharmaceutically acceptable salts thereof, are useful for treating humans or animals suffering from a condition characterized by a
15 pathological form of beta-amyloid peptide, such as beta-amyloid plaques, and for helping to prevent or delay the onset of such a condition. For example, the compounds are useful for treating Alzheimer's disease, for helping prevent or delay the onset of Alzheimer's disease, for treating patients with
20 MCI (mild cognitive impairment) and preventing or delaying the onset of Alzheimer's disease in those who would progress from MCI to AD, for treating Down's syndrome, for treating humans who have Hereditary Cerebral Hemorrhage with Amyloidosis of the Dutch-Type, for treating cerebral amyloid angiopathy and
25 preventing its potential consequences, i.e. single and recurrent lobar hemorrhages, for treating other degenerative dementias, including dementias of mixed vascular and degenerative origin, dementia associated with Parkinson's disease, dementia associated with progressive supranuclear
30 palsy, dementia associated with cortical basal degeneration, and diffuse Lewy body type Alzheimer's disease. The compounds and compositions of the invention are particularly useful for treating or preventing Alzheimer's disease. When treating or preventing these diseases, the compounds of the invention can

either be used individually or in combination, as is best for the patient.

As used herein, the term "treating" means that the compounds of the invention can be used in humans with at least
5 a tentative diagnosis of disease. The compounds of the invention will delay or slow the progression of the disease thereby giving the individual a more useful life span.

The term "preventing" means that the compounds of the invention are useful when administered to a patient who has
10 not been diagnosed as possibly having the disease at the time of administration, but who would normally be expected to develop the disease or be at increased risk for the disease. The compounds of the invention will slow the development of disease symptoms, delay the onset of the disease, or prevent
15 the individual from developing the disease at all. Preventing also includes administration of the compounds of the invention to those individuals thought to be predisposed to the disease due to age, familial history, genetic or chromosomal abnormalities, and/or due to the presence of one or more
20 biological markers for the disease, such as a known genetic mutation of APP or APP cleavage products in brain tissues or fluids.

In treating or preventing the above diseases, the compounds of the invention are administered in a
25 therapeutically effective amount. The therapeutically effective amount will vary depending on the particular compound used and the route of administration, as is known to those skilled in the art.

In treating a patient displaying any of the diagnosed
30 above conditions a physician may administer a compound of the invention immediately and continue administration indefinitely, as needed. In treating patients who are not diagnosed as having Alzheimer's disease, but who are believed to be at substantial risk for Alzheimer's disease, the

physician should preferably start treatment when the patient first experiences early pre-Alzheimer's symptoms such as, memory or cognitive problems associated with aging. In addition, there are some patients who may be determined to be
5 at risk for developing Alzheimer's through the detection of a genetic marker such as APOE4 or other biological indicators that are predictive for Alzheimer's disease. In these situations, even though the patient does not have symptoms of the disease, administration of the compounds of the invention
10 may be started before symptoms appear, and treatment may be continued indefinitely to prevent or delay the outset of the disease.

15 Dosage Forms and Amounts

The compounds of the invention can be administered orally, parenternally, (IV, IM, depo-IM, SQ, and depo SQ), sublingually, intranasally (inhalation), intrathecally, topically, or rectally. Dosage forms known to those of skill
20 in the art are suitable for delivery of the compounds of the invention.

Compositions are provided that contain therapeutically effective amounts of the compounds of the invention. The compounds are preferably formulated into suitable
25 pharmaceutical preparations such as tablets, capsules, or elixirs for oral administration or in sterile solutions or suspensions for parenternal administration. Typically the compounds described above are formulated into pharmaceutical compositions using techniques and procedures well known in the
30 art.

About 1 to 500 mg of a compound or mixture of compounds of the invention or a physiologically acceptable salt or ester is compounded with a physiologically acceptable vehicle, carrier, excipient, binder, preservative, stabilizer, flavor,

etc., in a unit dosage form as called for by accepted pharmaceutical practice. The amount of active substance in those compositions or preparations is such that a suitable dosage in the range indicated is obtained. The compositions
5 are preferably formulated in a unit dosage form, each dosage containing from about 2 to about 100 mg, more preferably about 10 to about 30 mg of the active ingredient. The term "unit dosage form" refers to physically discrete units suitable as unitary dosages for human subjects and other mammals, each
10 unit containing a predetermined quantity of active material calculated to produce the desired therapeutic effect, in association with a suitable pharmaceutical excipient.

To prepare compositions, one or more compounds of the invention are mixed with a suitable pharmaceutically
15 acceptable carrier. Upon mixing or addition of the compound(s), the resulting mixture may be a solution, suspension, emulsion, or the like. Liposomal suspensions may also be suitable as pharmaceutically acceptable carriers. These may be prepared according to methods known to those
20 skilled in the art. The form of the resulting mixture depends upon a number of factors, including the intended mode of administration and the solubility of the compound in the selected carrier or vehicle. The effective concentration is sufficient for lessening or ameliorating at least one symptom
25 of the disease, disorder, or condition treated and may be empirically determined.

Pharmaceutical carriers or vehicles suitable for administration of the compounds provided herein include any such carriers known to those skilled in the art to be suitable
30 for the particular mode of administration. In addition, the active materials can also be mixed with other active materials that do not impair the desired action, or with materials that supplement the desired action, or have another action. The compounds may be formulated as the sole pharmaceutically

active ingredient in the composition or may be combined with other active ingredients.

Where the compounds exhibit insufficient solubility, methods for solubilizing may be used. Such methods are known and include, but are not limited to, using cosolvents such as dimethylsulfoxide (DMSO), using surfactants such as Tween®, and dissolution in aqueous sodium bicarbonate. Derivatives of the compounds, such as salts or prodrugs may also be used in formulating effective pharmaceutical compositions.

The concentration of the compound is effective for delivery of an amount upon administration that lessens or ameliorates at least one symptom of the disorder for which the compound is administered. Typically, the compositions are formulated for single dosage administration.

The compounds of the invention may be prepared with carriers that protect them against rapid elimination from the body, such as time-release formulations or coatings. Such carriers include controlled release formulations, such as, but not limited to, microencapsulated delivery systems. The active compound is included in the pharmaceutically acceptable carrier in an amount sufficient to exert a therapeutically useful effect in the absence of undesirable side effects on the patient treated. The therapeutically effective concentration may be determined empirically by testing the compounds in known *in vitro* and *in vivo* model systems for the treated disorder.

The compounds and compositions of the invention can be enclosed in multiple or single dose containers. The enclosed compounds and compositions can be provided in kits, for example, including component parts that can be assembled for use. For example, a compound inhibitor in lyophilized form and a suitable diluent may be provided as separated components for combination prior to use. A kit may include a compound inhibitor and a second therapeutic agent for co-

administration. The inhibitor and second therapeutic agent may be provided as separate component parts. A kit may include a plurality of containers, each container holding one or more unit dose of the compound of the invention. The
5 containers are preferably adapted for the desired mode of administration, including, but not limited to tablets, gel capsules, sustained-release capsules, and the like for oral administration; depot products, pre-filled syringes, ampules, vials, and the like for parenteral administration; and
10 patches, medipads, creams, and the like for topical administration.

The concentration of active compound in the drug composition will depend on absorption, inactivation, and excretion rates of the active compound, the dosage schedule, and amount administered as well as other factors known to
15 those of skill in the art.

The active ingredient may be administered at once, or may be divided into a number of smaller doses to be administered at intervals of time. It is understood that the precise
20 dosage and duration of treatment is a function of the disease being treated and may be determined empirically using known testing protocols or by extrapolation from *in vivo* or *in vitro* test data. It is to be noted that concentrations and dosage values may also vary with the severity of the condition to be
25 alleviated. It is to be further understood that for any particular subject, specific dosage regimens should be adjusted over time according to the individual need and the professional judgment of the person administering or supervising the administration of the compositions, and that
30 the concentration ranges set forth herein are exemplary only and are not intended to limit the scope or practice of the claimed compositions.

If oral administration is desired, the compound should be provided in a composition that protects it from the acidic

environment of the stomach. For example, the composition can be formulated in an enteric coating that maintains its integrity in the stomach and releases the active compound in the intestine. The composition may also be formulated in
5 combination with an antacid or other such ingredient.

Oral compositions will generally include an inert diluent or an edible carrier and may be compressed into tablets or enclosed in gelatin capsules. For the purpose of oral therapeutic administration, the active compound or compounds
10 can be incorporated with excipients and used in the form of tablets, capsules, or troches. Pharmaceutically compatible binding agents and adjuvant materials can be included as part of the composition.

The tablets, pills, capsules, troches, and the like can
15 contain any of the following ingredients or compounds of a similar nature: a binder such as, but not limited to, gum tragacanth, acacia, corn starch, or gelatin; an excipient such as microcrystalline cellulose, starch, or lactose; a disintegrating agent such as, but not limited to, alginic acid
20 and corn starch; a lubricant such as, but not limited to, magnesium stearate; a gildant, such as, but not limited to, colloidal silicon dioxide; a sweetening agent such as sucrose or saccharin; and a flavoring agent such as peppermint, methyl salicylate, or fruit flavoring.

25 When the dosage unit form is a capsule, it can contain, in addition to material of the above type, a liquid carrier such as a fatty oil. In addition, dosage unit forms can contain various other materials, which modify the physical form of the dosage unit, for example, coatings of sugar and
30 other enteric agents. The compounds can also be administered as a component of an elixir, suspension, syrup, wafer, chewing gum or the like. A syrup may contain, in addition to the active compounds, sucrose as a sweetening agent and certain preservatives, dyes and colorings, and flavors.

The active materials can also be mixed with other active materials that do not impair the desired action, or with materials that supplement the desired action.

Solutions or suspensions used for parenteral, 5 intradermal, subcutaneous, or topical application can include any of the following components: a sterile diluent such as water for injection, saline solution, fixed oil, a naturally occurring vegetable oil such as sesame oil, coconut oil, peanut oil, cottonseed oil, and the like, or a synthetic fatty 10 vehicle such as ethyl oleate, and the like, polyethylene glycol, glycerine, propylene glycol, or other synthetic solvent; antimicrobial agents such as benzyl alcohol and methyl parabens; antioxidants such as ascorbic acid and sodium bisulfite; chelating agents such as ethylenediaminetetraacetic 15 acid (EDTA); buffers such as acetates, citrates, and phosphates; and agents for the adjustment of tonicity such as sodium chloride and dextrose. Parenteral preparations can be enclosed in ampoules, disposable syringes, or multiple dose vials made of glass, plastic, or other suitable material. 20 Buffers, preservatives, antioxidants, and the like can be incorporated as required.

Where administered intravenously, suitable carriers include physiological saline, phosphate buffered saline (PBS), and solutions containing thickening and solubilizing agents 25 such as glucose, polyethylene glycol, polypropyleneglycol, and mixtures thereof. Liposomal suspensions including tissue-targeted liposomes may also be suitable as pharmaceutically acceptable carriers. These may be prepared according to methods known for example, as described in U.S. Patent No. 30 4,522,811.

The active compounds may be prepared with carriers that protect the compound against rapid elimination from the body, such as time-release formulations or coatings. Such carriers include controlled release formulations, such as, but not

limited to, implants and microencapsulated delivery systems, and biodegradable, biocompatible polymers such as collagen, ethylene vinyl acetate, polyanhydrides, polyglycolic acid, polyorthoesters, polylactic acid, and the like. Methods for
5 preparation of such formulations are known to those skilled in the art.

The compounds of the invention can be administered orally, parenternally (IV, IM, depo-IM, SQ, and depo-SQ), sublingually, intranasally (inhalation), intrathecally,
10 topically, or rectally. Dosage forms known to those skilled in the art are suitable for delivery of the compounds of the invention.

Compounds of the invention may be administered enterally or parenterally. When administered orally, compounds of the
15 invention can be administered in usual dosage forms for oral administration as is well known to those skilled in the art. These dosage forms include the usual solid unit dosage forms of tablets and capsules as well as liquid dosage forms such as solutions, suspensions, and elixirs. When the solid dosage
20 forms are used, it is preferred that they be of the sustained release type so that the compounds of the invention need to be administered only once or twice daily.

The oral dosage forms are administered to the patient 1, 2, 3, or 4 times daily. It is preferred that the compounds of the
25 invention be administered either three or fewer times, more preferably once or twice daily. Hence, it is preferred that the compounds of the invention be administered in oral dosage form. It is preferred that whatever oral dosage form is used, that it be designed so as to protect the compounds of the
30 invention from the acidic environment of the stomach. Enteric coated tablets are well known to those skilled in the art. In addition, capsules filled with small spheres each coated to protect from the acidic stomach, are also well known to those skilled in the art.

In an embodiment, this method of treatment can employ therapeutically effective amounts: for oral administration from about 0.1 mg/day to about 3,000, preferably about 1,000 mg/day; for parenteral, sublingual, intranasal, intrathecal
5 administration from about 0.5 to about 500 mg/day, preferably about 100 mg/day; for depo administration and implants from about 0.5 mg/day to about 50 mg/day; for topical administration from about 0.5 mg/day to about 200 mg/day; for rectal administration from about 0.5 mg to about 500 mg. It is
10 understood that while a patient may be started at one dose, that dose may be varied over time as the patient's condition changes.

Compounds of the invention may also be advantageously delivered in a nano crystal dispersion formulation.
15 Preparation of such formulations is described, for example, in U.S. Patent 5,145,684. Nano crystalline dispersions of HIV protease inhibitors and their method of use are described in US 6,045,829. The nano crystalline formulations typically afford greater bioavailability of drug compounds.

20 The compounds of the invention can be administered parenterally, for example, by IV, IM, depo-IM, SC, or depo-SC. When administered parenterally, a therapeutically effective amount of about 0.5 to about 100 mg/day, preferably from about 5 to about 50 mg daily should be delivered. When a depot
25 formulation is used for injection once a month or once every two weeks, the dose should be about 0.5 mg/day to about 50 mg/day, or a monthly dose of from about 15 mg to about 1,500 mg. In part because of the forgetfulness of the patients with Alzheimer's disease, it is preferred that the parenteral
30 dosage form be a depo formulation.

The compounds of the invention can be administered sublingually. When given sublingually, the compounds of the invention should be given one to four times daily in the amounts described above for IM administration.

The compounds of the invention can be administered intranasally. When given by this route, the appropriate dosage forms are a nasal spray or dry powder, as is known to those skilled in the art. The dosage of the compounds of the invention for intranasal administration is the amount described above for IM administration.

The compounds of the invention can be administered intrathecally. When given by this route the appropriate dosage form can be a parenteral dosage form as is known to those skilled in the art. The dosage of the compounds of the invention for intrathecal administration is the amount described above for IM administration.

The compounds of the invention can be administered topically. When given by this route, the appropriate dosage form is a cream, ointment, or patch. Because of the amount of the compounds of the invention to be administered, the patch is preferred. When administered topically, the dosage is from about 0.5 mg/day to about 200 mg/day. Because the amount that can be delivered by a patch is limited, two or more patches may be used. The number and size of the patch is not important, what is important is that a therapeutically effective amount of the compounds of the invention be delivered as is known to those skilled in the art. The compounds of the invention can be administered rectally by suppository as is known to those skilled in the art. When administered by suppository, the therapeutically effective amount is from about 0.5 mg to about 500 mg.

The compounds of the invention can be administered by implants as is known to those skilled in the art. When administering a compound of the invention by implant, the therapeutically effective amount is the amount described above for depot administration.

The invention here is the new compounds of the invention and new methods of using the compounds of the invention.

Given a particular compound of the invention and a desired dosage form, one skilled in the art would know how to prepare and administer the appropriate dosage form.

The compounds of the invention are used in the same
5 manner, by the same routes of administration, using the same
pharmaceutical dosage forms, and at the same dosing schedule
as described above, for preventing disease or treating
patients with MCI (mild cognitive impairment) and preventing
or delaying the onset of Alzheimer's disease in those who
10 would progress from MCI to AD, for treating or preventing
Down's syndrome, for treating humans who have Hereditary
Cerebral Hemorrhage with Amyloidosis of the Dutch-Type, for
treating cerebral amyloid angiopathy and preventing its
potential consequences, i.e. single and recurrent lobar
15 hemorrhages, for treating other degenerative dementias,
including dementias of mixed vascular and degenerative origin,
dementia associated with Parkinson's disease, dementia
associated with progressive supranuclear palsy, dementia
associated with cortical basal degeneration, and diffuse Lewy
20 body type of Alzheimer's disease.

The compounds of the invention can be used in
combination, with each other or with other therapeutic agents
or approaches used to treat or prevent the conditions listed
above. Such agents or approaches include: acetylcholine
25 esterase inhibitors such as tacrine (tetrahydroaminoacridine,
marketed as COGNEX®), donepezil hydrochloride, (marketed as
Aricept® and rivastigmine (marketed as Exelon®); gamma-
secretase inhibitors; anti-inflammatory agents such as
cyclooxygenase II inhibitors; anti-oxidants such as Vitamin E
30 and ginkgolides; immunological approaches, such as, for
example, immunization with A beta peptide or administration of
anti-A beta peptide antibodies; statins; and direct or
indirect neurotropic agents such as Cerebrolysin®, AIT-082

(Emilieu, 2000, *Arch. Neurol.* 57:454), and other neurotropic agents of the future.

It should be apparent to one skilled in the art that the exact dosage and frequency of administration will depend on the particular compounds of the invention administered, the particular condition being treated, the severity of the condition being treated, the age, weight, general physical condition of the particular patient, and other medication the individual may be taking as is well known to administering physicians who are skilled in this art.

Inhibition of APP Cleavage

The compounds of the invention inhibit cleavage of APP between Met595 and Asp596 numbered for the APP695 isoform, or a mutant thereof, or at a corresponding site of a different isoform, such as APP751 or APP770, or a mutant thereof (sometimes referred to as the "beta secretase site"). While not wishing to be bound by a particular theory, inhibition of beta-secretase activity is thought to inhibit production of beta amyloid peptide (A beta). Inhibitory activity is demonstrated in one of a variety of inhibition assays, whereby cleavage of an APP substrate in the presence of a beta-secretase enzyme is analyzed in the presence of the inhibitory compound, under conditions normally sufficient to result in cleavage at the beta-secretase cleavage site. Reduction of APP cleavage at the beta-secretase cleavage site compared with an untreated or inactive control is correlated with inhibitory activity. Assay systems that can be used to demonstrate efficacy of the compound inhibitors of the invention are known. Representative assay systems are described, for example, in U.S. Patents No. 5,942,400, 5,744,346, as well as in the Examples below.

The enzymatic activity of beta-secretase and the production of A beta can be analyzed *in vitro* or *in vivo*, using natural, mutated, and/or synthetic APP substrates,

natural, mutated, and/or synthetic enzyme, and the test compound. The analysis may involve primary or secondary cells expressing native, mutant, and/or synthetic APP and enzyme, animal models expressing native APP and enzyme, or may utilize
5 transgenic animal models expressing the substrate and enzyme. Detection of enzymatic activity can be by analysis of one or more of the cleavage products, for example, by immunoassay, flurometric or chromogenic assay, HPLC, or other means of detection. Inhibitory compounds are determined as those
10 having the ability to decrease the amount of beta-secretase cleavage product produced in comparison to a control, where beta-secretase mediated cleavage in the reaction system is observed and measured in the absence of inhibitory compounds.

Beta-secretase

15 Various forms of beta-secretase enzyme are known, and are available and useful for assay of enzyme activity and inhibition of enzyme activity. These include native, recombinant, and synthetic forms of the enzyme. Human beta-secretase is known as Beta Site APP Cleaving Enzyme (BACE),
20 Asp2, and memapsin 2, and has been characterized, for example, in U.S. Patent No. 5,744,346 and published PCT patent applications WO98/22597, WO00/03819, WO01/23533, and WO00/17369, as well as in literature publications (Hussain et.al., 1999, *Mol.Cell.Neurosci.* 14:419-427; Vassar et.al.,
25 1999, *Science* 286:735-741; Yan et.al., 1999, *Nature* 402:533-537; Sinha et.al., 1999, *Nature* 40:537-540; and Lin et.al., 2000, *PNAS USA* 97:1456-1460). Synthetic forms of the enzyme have also been described (WO98/22597 and WO00/17369). Beta-secretase can be extracted and purified from human brain
30 tissue and can be produced in cells, for example mammalian cells expressing recombinant enzyme.

Preferred compounds are effective to inhibit 50% of beta-secretase enzymatic activity at a concentration of less than about 50 micromolar, preferably at a concentration of less than

about 10 micromolar, more preferably less than about 1 micromolar, and most preferably less than about 10 nanomolar.

APP Substrate

Assays that demonstrate inhibition of beta-secretase-mediated cleavage of APP can utilize any of the known forms of APP, including the 695 amino acid "normal" isotype described by Kang et.al., 1987, *Nature* 325:733-6, the 770 amino acid isotype described by Kitaguchi et. al., 1981, *Nature* 331:530-532, and variants such as the Swedish Mutation (KM670-1NL) (APP-SW), the London Mutation (V7176F), and others. See, for example, U.S. Patent No. 5,766,846 and also Hardy, 1992, *Nature Genet.* 1:233-234, for a review of known variant mutations. Additional useful substrates include the dibasic amino acid modification, APP-KK disclosed, for example, in WO 00/17369, fragments of APP, and synthetic peptides containing the beta-secretase cleavage site, wild type (WT) or mutated form, e.g., SW, as described, for example, in U.S. Patent No 5,942,400 and WO00/03819.

The APP substrate contains the beta-secretase cleavage site of APP (KM-DA or NL-DA) for example, a complete APP peptide or variant, an APP fragment, a recombinant or synthetic APP, or a fusion peptide. Preferably, the fusion peptide includes the beta-secretase cleavage site fused to a peptide having a moiety useful for enzymatic assay, for example, having isolation and/or detection properties. A useful moiety may be an antigenic epitope for antibody binding, a label or other detection moiety, a binding substrate, and the like.

Antibodies

Products characteristic of APP cleavage can be measured by immunoassay using various antibodies, as described, for example, in Pirttila et.al., 1999, *Neuro.Lett.* 249:21-4, and in U.S. Pat. No. 5,612,486. Useful antibodies to detect A beta include, for example, the monoclonal antibody 6E10

(Senetek, St. Louis, MO) that specifically recognizes an epitope on amino acids 1-16 of the A beta peptide; antibodies 162 and 164 (New York State Institute for Basic Research, Staten Island, NY) that are specific for human A beta 1-40 and 5 1-42, respectively; and antibodies that recognize the junction region of beta-amyloid peptide, the site between residues 16 and 17, as described in U.S. Patent No. 5,593,846. Antibodies raised against a synthetic peptide of residues 591 to 596 of APP and SW192 antibody raised against 590-596 of the Swedish 10 mutation are also useful in immunoassay of APP and its cleavage products, as described in U.S. Patent Nos. 5,604,102 and 5,721,130.

Assay Systems

Assays for determining APP cleavage at the beta-secretase 15 cleavage site are well known in the art. Exemplary assays, are described, for example, in U.S. Patent Nos. 5,744,346 and 5,942,400, and described in the Examples below.

Cell Free Assays

Exemplary assays that can be used to demonstrate the 20 inhibitory activity of the compounds of the invention are described, for example, in WO00/17369, WO 00/03819, and U.S. Patents No. 5,942,400 and 5,744,346. Such assays can be performed in cell-free incubations or in cellular incubations using cells expressing a beta-secretase and an APP substrate 25 having a beta-secretase cleavage site.

An APP substrate containing the beta-secretase cleavage site of APP, for example, a complete APP or variant, an APP fragment, or a recombinant or synthetic APP substrate containing the amino acid sequence: KM-DA or NL-DA, is 30 incubated in the presence of beta-secretase enzyme, a fragment thereof, or a synthetic or recombinant polypeptide variant having beta-secretase activity and effective to cleave the beta-secretase cleavage site of APP, under incubation conditions suitable for the cleavage activity of the enzyme.

Suitable substrates optionally include derivatives that may be fusion proteins or peptides that contain the substrate peptide and a modification useful to facilitate the purification or detection of the peptide or its beta-secretase cleavage products. Useful modifications include the insertion of a known antigenic epitope for antibody binding; the linking of a label or detectable moiety, the linking of a binding substrate, and the like.

Suitable incubation conditions for a cell-free *in vitro* assay include, for example: approximately 200 nanomolar to 10 micromolar substrate, approximately 10 to 200 picomolar enzyme, and approximately 0.1 nanomolar to 10 micromolar inhibitor compound, in aqueous solution, at an approximate pH of 4 -7, at approximately 37 degrees C, for a time period of approximately 10 minutes to 3 hours. These incubation conditions are exemplary only, and can be varied as required for the particular assay components and/or desired measurement system. Optimization of the incubation conditions for the particular assay components should account for the specific beta-secretase enzyme used and its pH optimum, any additional enzymes and/or markers that might be used in the assay, and the like. Such optimization is routine and will not require undue experimentation.

One useful assay utilizes a fusion peptide having maltose binding protein (MBP) fused to the C-terminal 125 amino acids of APP-SW. The MBP portion is captured on an assay substrate by anti-MBP capture antibody. Incubation of the captured fusion protein in the presence of beta-secretase results in cleavage of the substrate at the beta-secretase cleavage site. Analysis of the cleavage activity can be, for example, by immunoassay of cleavage products. One such immunoassay detects a unique epitope exposed at the carboxy terminus of the cleaved fusion protein, for example, using the antibody

SW192. This assay is described, for example, in U.S. Patent No 5,942,400.

Cellular Assay

Numerous cell-based assays can be used to analyze beta-secretase activity and/or processing of APP to release A beta. Contact of an APP substrate with a beta-secretase enzyme within the cell and in the presence or absence of a compound inhibitor of the invention can be used to demonstrate beta-secretase inhibitory activity of the compound. Preferably, assay in the presence of a useful inhibitory compound provides at least about 30%, most preferably at least about 50% inhibition of the enzymatic activity, as compared with a non-inhibited control.

In one embodiment, cells that naturally express beta-secretase are used. Alternatively, cells are modified to express a recombinant beta-secretase or synthetic variant enzyme as discussed above. The APP substrate may be added to the culture medium and is preferably expressed in the cells. Cells that naturally express APP, variant or mutant forms of APP, or cells transformed to express an isoform of APP, mutant or variant APP, recombinant or synthetic APP, APP fragment, or synthetic APP peptide or fusion protein containing the beta-secretase APP cleavage site can be used, provided that the expressed APP is permitted to contact the enzyme and enzymatic cleavage activity can be analyzed.

Human cell lines that normally process A beta from APP provide a useful means to assay inhibitory activities of the compounds of the invention. Production and release of A beta and/or other cleavage products into the culture medium can be measured, for example by immunoassay, such as Western blot or enzyme-linked immunoassay (EIA) such as by ELISA.

Cells expressing an APP substrate and an active beta-secretase can be incubated in the presence of a compound inhibitor to demonstrate inhibition of enzymatic activity as

compared with a control. Activity of beta-secretase can be measured by analysis of one or more cleavage products of the APP substrate. For example, inhibition of beta-secretase activity against the substrate APP would be expected to decrease release of specific beta-secretase induced APP cleavage products such as A beta.

Although both neural and non-neural cells process and release A beta, levels of endogenous beta-secretase activity are low and often difficult to detect by EIA. The use of cell types known to have enhanced beta-secretase activity, enhanced processing of APP to A beta, and/or enhanced production of A beta are therefore preferred. For example, transfection of cells with the Swedish Mutant form of APP (APP-SW); with APP-KK; or with APP-SW-KK provides cells having enhanced beta-secretase activity and producing amounts of A beta that can be readily measured.

In such assays, for example, the cells expressing APP and beta-secretase are incubated in a culture medium under conditions suitable for beta-secretase enzymatic activity at its cleavage site on the APP substrate. On exposure of the cells to the compound inhibitor, the amount of A beta released into the medium and/or the amount of CTF99 fragments of APP in the cell lysates is reduced as compared with the control. The cleavage products of APP can be analyzed, for example, by immune reactions with specific antibodies, as discussed above.

Preferred cells for analysis of beta-secretase activity include primary human neuronal cells, primary transgenic animal neuronal cells where the transgene is APP, and other cells such as those of a stable 293 cell line expressing APP, for example, APP-SW.

In Vivo Assays: Animal Models

Various animal models can be used to analyze beta-secretase activity and /or processing of APP to release A beta, as described above. For example, transgenic animals

expressing APP substrate and beta-secretase enzyme can be used to demonstrate inhibitory activity of the compounds of the invention. Certain transgenic animal models have been described, for example, in U.S. Patent Nos: 5,877,399; 5,612,486; 5,387,742; 5,720,936; 5,850,003; 5,877,015,, and 5,811,633, and in Ganes et.al., 1995, *Nature* 373:523. Preferred are animals that exhibit characteristics associated with the pathophysiology of AD. Administration of the compound inhibitors of the invention to the transgenic mice described herein provides an alternative method for demonstrating the inhibitory activity of the compounds. Administration of the compounds in a pharmaceutically effective carrier and via an administrative route that reaches the target tissue in an appropriate therapeutic amount is also preferred.

Inhibition of beta-secretase mediated cleavage of APP at the beta-secretase cleavage site and of A beta release can be analyzed in these animals by measure of cleavage fragments in the animal's body fluids such as cerebral fluid or tissues. Analysis of brain tissues for A beta deposits or plaques is preferred.

On contacting an APP substrate with a beta-secretase enzyme in the presence of an inhibitory compound of the invention and under conditions sufficient to permit enzymatic mediated cleavage of APP and/or release of A beta from the substrate, the compounds of the invention are effective to reduce beta-secretase-mediated cleavage of APP at the beta-secretase cleavage site and/or effective to reduce released amounts of A beta. Where such contacting is the administration of the inhibitory compounds of the invention to an animal model, for example, as described above, the compounds are effective to reduce A beta deposition in brain tissues of the animal, and to reduce the number and/or size of beta amyloid plaques. Where such administration is to a human

subject, the compounds are effective to inhibit or slow the progression of disease characterized by enhanced amounts of A beta, to slow the progression of AD in the, and/or to prevent onset or development of AD in a patient at risk for the disease.

Unless defined otherwise, all scientific and technical terms used herein have the same meaning as commonly understood by one of skill in the art to which this invention belongs. All patents and publications referred to herein are hereby incorporated by reference for all purposes.

Definitions and Conventions

The definitions and explanations below are for the terms as used throughout this entire document including both the specification and the claims.

15 **Definitions**

All temperatures are in degrees Celsius.

TLC refers to thin-layer chromatography.

psi refers to pounds/in².

HPLC refers to high pressure liquid chromatography.

20 THF refers to tetrahydrofuran.

DMF refers to dimethylformamide.

EDC refers to ethyl-1-(3-dimethylaminopropyl)carbodiimide or 1-(3-dimethylaminopropyl)-3-ethylcarbodiimide hydrochloride.

25 HOBt refers to 1-hydroxy benzotriazole hydrate.

NMM refers to N-methylmorpholine.

NBS refers to N-bromosuccinimide.

TEA refers to triethylamine.

30 BOC refers to 1,1-dimethylethoxy carbonyl or t-butoxycarbonyl,

represented schematically as $\text{-CO-O-C(CH}_3)_3$.

CBZ refers to benzyloxycarbonyl, $\text{-CO-O-CH}_2\text{-}\phi$.

FMOC refers to 9-fluorenylmethyl carbonate.

TFA refers to trifluoroacetic acid, $\text{CF}_3\text{-COOH}$.

CDI refers to 1,1'-carbonyldiimidazole.

Saline refers to an aqueous saturated sodium chloride solution.

Chromatography (column and flash chromatography) refers to purification/separation of compounds expressed as (support, eluent). It is understood that the appropriate fractions are pooled and concentrated to give the desired compound(s).

CMR refers to C-13 magnetic resonance spectroscopy, chemical shifts are reported in ppm (δ) downfield from TMS.

NMR refers to nuclear (proton) magnetic resonance spectroscopy, chemical shifts are reported in ppm (δ) downfield from TMS.

IR refers to infrared spectroscopy.

-phenyl refers to phenyl (C_6H_5).

MS refers to mass spectrometry expressed as m/e, m/z or mass/charge unit. MH^+ refers to the positive ion of a parent plus a hydrogen atom. EI refers to electron impact. CI refers to chemical ionization. FAB refers to fast atom bombardment.

HRMS refers to high resolution mass spectrometry.

Ether refers to diethyl ether.

When solvent pairs are used, the ratios of solvents used are volume/volume (v/v).

When the solubility of a solid in a solvent is used the ratio of the solid to the solvent is weight/volume (wt/v).

BOP refers to benzotriazol-1-yloxy-tris(dimethylamino)phosphonium hexafluorophosphate.

TBDMSCl refers to *t*-butyldimethylsilyl chloride.

TBDMSOTf refers to *t*-butyldimethylsilyl trifluosulfonic acid ester.

Trisomy 21 refers to Down's Syndrome.

APP, amyloid precursor protein, is defined as any APP polypeptide, including APP variants, mutations, and isoforms, for example, as disclosed in U.S. Patent No. 5,766,846.

A beta, amyloid beta peptide, is defined as any peptide resulting from beta-secretase mediated cleavage of APP, including peptides of 39, 40, 41, 42, and 43 amino acids, and extending from the beta-secretase cleavage site to amino acids
5 39, 40, 41, 42, or 43.

Beta-secretase (BACE1, Asp2, Memapsin 2) is an aspartyl protease that mediates cleavage of APP at the amino-terminal edge of A beta. Human beta-secretase is described, for example, in WO00/17369.

10 By "alkyl" and "C₁-C₆ alkyl" in the invention is meant straight or branched chain alkyl groups having 1-6 carbon atoms, such as, methyl, ethyl, propyl, isopropyl, n-butyl, sec-butyl, tert-butyl, pentyl, 2-pentyl, isopentyl, neopentyl, hexyl, 2-hexyl, 3-hexyl, and 3-methylpentyl. It is understood
15 that in cases where an alkyl chain of a substituent (e.g. of an alkyl, alkoxy or alkenyl group) is shorter or longer than 6 carbons, it will be so indicated in the second "C" as, for example, "C₁-C₁₀" indicates a maximum of 10 carbons.

By "alkoxy" and "C₁-C₆ alkoxy" in the invention is meant
20 straight or branched chain alkyl groups having 1-6 carbon atoms, attached through at least one divalent oxygen atom, such as, for example, methoxy, ethoxy, propoxy, isopropoxy, n-butoxy, sec-butoxy, tert-butoxy, pentoxy, isopentoxy, neopentoxy, hexoxy, and 3-methylpentoxy.

25 By the term "halogen" in the invention is meant fluorine, bromine, chlorine, and iodine.

"Alkenyl" and "C₂-C₆ alkenyl" means straight and branched hydrocarbon radicals having from 2 to 6 carbon atoms and from one to three double bonds and includes, for example, ethenyl,
30 propenyl, 1-but-3-enyl, 1-pent-3-enyl, 1-hex-5-enyl and the like.

"Alkynyl" and "C₂-C₆ alkynyl" means straight and branched hydrocarbon radicals having from 2 to 6 carbon atoms and one

or two triple bonds and includes ethynyl, propynyl, butynyl, pentyn-2-yl and the like.

As used herein, the term "cycloalkyl" refers to saturated carbocyclic radicals having three to twelve carbon atoms. The cycloalkyl can be monocyclic, or a polycyclic fused system. Examples of such radicals include cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl and cycloheptyl. The cycloalkyl groups herein are unsubstituted or, as specified, substituted in one or more substitutable positions with various groups. For example, such cycloalkyl groups may be optionally substituted with C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, hydroxy, cyano, nitro, amino, mono(C₁-C₆)alkylamino, di(C₁-C₆)alkylamino, C₂-C₆alkenyl, C₂-C₆alkynyl, C₁-C₆ haloalkyl, C₁-C₆ haloalkoxy, amino(C₁-C₆)alkyl, mono(C₁-C₆)alkylamino(C₁-C₆)alkyl or di(C₁-C₆)alkylamino(C₁-C₆)alkyl.

By "aryl" is meant an aromatic carbocyclic group having a single ring (e.g., phenyl), multiple rings (e.g., biphenyl), or multiple condensed rings in which at least one is aromatic, (e.g., 1,2,3,4-tetrahydronaphthyl, naphthyl), which is optionally mono-, di-, or trisubstituted. Preferred aryl groups of the invention are phenyl, 1-naphthyl, 2-naphthyl, indanyl, indenyl, dihydronaphthyl, tetralinyl or 6,7,8,9-tetrahydro-5H-benzo[a]cycloheptenyl. The aryl groups herein are unsubstituted or, as specified, substituted in one or more substitutable positions with various groups. For example, such aryl groups may be optionally substituted with, for example, C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, hydroxy, cyano, nitro, amino, mono(C₁-C₆)alkylamino, di(C₁-C₆)alkylamino, C₂-C₆alkenyl, C₂-C₆alkynyl, C₁-C₆ haloalkyl, C₁-C₆ haloalkoxy, amino(C₁-C₆)alkyl, mono(C₁-C₆)alkylamino(C₁-C₆)alkyl, di(C₁-C₆)alkylamino(C₁-C₆)alkyl, -COOH, -C(=O)O(C₁-C₆ alkyl), -C(=O)NH₂, -C(=O)N(mono- or di-C₁-C₆ alkyl), -S(C₁-C₆ alkyl), -SO₂(C₁-C₆ alkyl), -O-C(=O)(C₁-C₆ alkyl), -NH-C(=O)-(C₁-C₆ alkyl), -N(C₁-C₆ alkyl)-C(=O)-(C₁-C₆ alkyl), -NH-SO₂-(C₁-C₆

alkyl), -N(C₁-C₆ alkyl)-SO₂-(C₁-C₆ alkyl), -NH-C(=O)NH₂, -NH-C(=O)N(mono- or di-C₁-C₆ alkyl), -NH(C₁-C₆ alkyl)-C(=O)-NH₂ or -NH(C₁-C₆ alkyl)-C(=O)-N-(mono- or di-C₁-C₆ alkyl).

By "heteroaryl" is meant one or more aromatic ring systems of 5-, 6-, or 7-membered rings which includes fused ring systems of 9-11 atoms containing at least one and up to four heteroatoms selected from nitrogen, oxygen, or sulfur. Preferred heteroaryl groups of the invention include pyridinyl, pyrimidinyl, quinolinyl, benzothienyl, indolyl, indolinyl, pyridazinyl, pyrazinyl, isoindolyl, isoquinolyl, quinazolinyl, quinoxalinyl, phthalazinyl, imidazolyl, isoxazolyl, pyrazolyl, oxazolyl, thiazolyl, indoliziny, indazolyl, benzothiazolyl, benzimidazolyl, benzofuranyl, furanyl, thienyl, pyrrolyl, oxadiazolyl, thiadiazolyl, triazolyl, tetrazolyl, oxazolopyridinyl, imidazopyridinyl, isothiazolyl, naphthyridinyl, cinnolinyl, carbazolyl, beta-carbolinyl, isochromanlyl, chromanyl, tetrahydroisoquinolinyl, isoindolinyl, isobenzotetrahydrofuranyl, isobenzotetrahydrothienyl, isobenzothienyl, benzoxazolyl, pyridopyridinyl, benzotetrahydrofuranyl, benzotetrahydrothienyl, purinyl, benzodioxolyl, triazinyl, phenoxazinyl, phenothiazinyl, pteridinyl, benzothiazolyl, imidazopyridinyl, imidazothiazolyl, dihydrobenzisoxazinyl, benzisoxazinyl, benzoxazinyl, dihydrobenzisothiazinyl, benzopyranyl, benzothiopyranyl, coumarinyl, isocoumarinyl, chromonyl, chromanonyl, pyridinyl-N-oxide, tetrahydroquinolinyl, dihydroquinolinyl, dihydroquinolinonyl, dihydroisoquinolinonyl, dihydrocoumarinyl, dihydroisocoumarinyl, isoindolinonyl, benzodioxanyl, benzoxazolinonyl, pyrrolyl N-oxide,, pyrimidinyl N-oxide, pyridazinyl N-oxide, pyrazinyl N-oxide, quinolinyl N-oxide, indolyl N-oxide, indolinyl N-oxide, isoquinolyl N-oxide, quinazolinyl N-oxide, quinoxalinyl N-oxide, phthalazinyl N-oxide, imidazolyl N-oxide, isoxazolyl N-oxide, oxazolyl N-

oxide, thiazolyl N-oxide, indolizinylyl N-oxide, indazolyl N-oxide, benzothiazolyl N-oxide, benzimidazolyl N-oxide, pyrrolyl N-oxide, oxadiazolyl N-oxide, thiadiazolyl N-oxide, triazolyl N-oxide, tetrazolyl N-oxide, benzothiopyranlyl S-oxide, benzothiopyranlyl S,S-dioxide. The heteroaryl groups herein are unsubstituted or, as specified, substituted in one or more substitutable positions with various groups. For example, such heteroaryl groups may be optionally substituted with C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, hydroxy, cyano, nitro, amino, mono(C₁-C₆)alkylamino, di(C₁-C₆)alkylamino, C₂-C₆alkenyl, C₂-C₆alkynyl, C₁-C₆ haloalkyl, C₁-C₆ haloalkoxy, amino(C₁-C₆)alkyl, mono(C₁-C₆)alkylamino(C₁-C₆)alkyl or di(C₁-C₆)alkylamino(C₁-C₆)alkyl, -COOH, -C(=O)O(C₁-C₆ alkyl), -C(=O)NH₂, -C(=O)N(mono- or di-C₁-C₆ alkyl), -S(C₁-C₆ alkyl), -SO₂(C₁-C₆ alkyl), -O-C(=O)(C₁-C₆ alkyl), -NH-C(=O)-(C₁-C₆ alkyl), -N(C₁-C₆ alkyl)-C(=O)-(C₁-C₆ alkyl), -NH-SO₂-(C₁-C₆ alkyl), -N(C₁-C₆ alkyl)-SO₂-(C₁-C₆ alkyl), -NH-C(=O)NH₂, -NH-C(=O)N(mono- or di-C₁-C₆ alkyl), -NH(C₁-C₆ alkyl)-C(=O)-NH₂ or -NH(C₁-C₆ alkyl)-C(=O)-N(mono- or di-C₁-C₆ alkyl).

By "heterocycle", "heterocycloalkyl" or "heterocyclyl" is meant one or more carbocyclic ring systems of 4-, 5-, 6-, or 7-membered rings which includes fused ring systems of 9-11 atoms containing at least one and up to four heteroatoms selected from nitrogen, oxygen, or sulfur. Preferred heterocycles of the invention include morpholinyl, thiomorpholinyl, thiomorpholinyl S-oxide, thiomorpholinyl S,S-dioxide, piperazinyl, homopiperazinyl, pyrrolidinyl, pyrrolinyl, tetrahydropyranyl, piperidinyl, tetrahydrofuranyl, tetrahydrothienyl, homopiperidinyl, homomorpholinyl, homothiomorpholinyl, homothiomorpholinyl S,S-dioxide, oxazolidinonyl, dihydropyrazolyl, dihydropyrrolyl, dihydropyrazinyl, dihydropyridinyl, dihydropyrimidinyl, dihydrofuryl, dihydropyranyl, tetrahydrothienyl S-oxide, tetrahydrothienyl S,S-dioxide and homothiomorpholinyl S-oxide.

The heterocycle groups herein are unsubstituted or, as specified, substituted in one or more substitutable positions with various groups. For example, such heterocycle groups may be optionally substituted with C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, hydroxy, cyano, nitro, amino, mono(C₁-C₆)alkylamino, di(C₁-C₆)alkylamino, C₂-C₆alkenyl, C₂-C₆alkynyl, C₁-C₆ haloalkyl, C₁-C₆ haloalkoxy, amino(C₁-C₆)alkyl, mono(C₁-C₆)alkylamino(C₁-C₆)alkyl, di(C₁-C₆)alkylamino(C₁-C₆)alkyl or =O.

"Pharmaceutically acceptable" refers to those properties and/or substances that are acceptable to the patient from a pharmacological/toxicological point of view and to the manufacturing pharmaceutical chemist from a physical/chemical point of view regarding composition, formulation, stability, patient acceptance and bioavailability.

A therapeutically effective amount is defined as an amount effective to reduce or lessen at least one symptom of the disease being treated or to reduce or delay onset of one or more clinical markers or symptoms of the disease.

BIOLOGY EXAMPLES

Example A

Enzyme Inhibition Assay

The compounds of the invention are analyzed for inhibitory activity by use of the MBP-C125 assay. This assay determines the relative inhibition of beta-secretase cleavage of a model APP substrate, MBP-C125SW, by the compounds assayed as compared with an untreated control. A detailed description of the assay parameters can be found, for example, in U.S. Patent No. 5,942,400. Briefly, the substrate is a fusion peptide formed of maltose binding protein (MBP) and the carboxy terminal 125 amino acids of APP-SW, the Swedish mutation. The beta-secretase enzyme is derived from human brain tissue as described in Sinha et.al, 1999, *Nature* 40:537-540) or recombinantly produced as the full-length enzyme (amino acids 1-501), and can be prepared, for example, from

293 cells expressing the recombinant cDNA, as described in WO00/47618. Human brain β -Secretase from concentrated HiQ pool prepared 7/16/97 in 0.20% Triton was used in the assay. Inhibition of the enzyme is analyzed, for example, by
5 immunoassay of the enzyme's cleavage products. One exemplary ELISA uses an anti-MBP capture antibody that is deposited on precoated and blocked 96-well high binding plates, followed by incubation with diluted enzyme reaction supernatant, incubation with a specific reporter antibody, for example,
10 biotinylated anti-SW192 reporter antibody, and further incubation with streptavidin/alkaline phosphatase. In the assay, cleavage of the intact MBP-C125SW fusion protein results in the generation of a truncated amino-terminal fragment, exposing a new SW-192 antibody-positive epitope at
15 the carboxy terminus. Detection is effected by a fluorescent substrate signal on cleavage by the phosphatase. ELISA only detects cleavage following Leu 596 at the substrate's APP-SW 751 mutation site.

Specific Assay Procedure:

20 Compounds are diluted in a 1:1 dilution series to a six-point concentration curve (two wells per concentration) in one 96-plate row per compound tested. Each of the test compounds is prepared in DMSO to make up a 10 millimolar stock solution. The stock solution is serially diluted in DMSO to obtain a
25 final compound concentration of 200 micromolar at the high point of a 6-point dilution curve. Ten (10) microliters of each dilution is added to each of two wells on row C of a corresponding V-bottom plate to which 190 microliters of 52 millimolar NaOAc, 7.9% DMSO, pH 4.5 are pre-added. The NaOAc
30 diluted compound plate is spun down to pellet precipitant and 20 microliters/well is transferred to a corresponding flat-bottom plate to which 30 microliters of ice-cold enzyme-substrate mixture (2.5 microliters MBP-C125SW substrate, 0.03 microliters enzyme and 24.5 microliters ice cold 0.09% TX100

per 30 microliters) is added. The final reaction mixture of 200 micromolar compound at the highest curve point is in 5% DMSO, 20 millimolar NaAc, 0.06% TX100, at pH 4.5.

Warming the plates to 37 degrees C starts the enzyme reaction. After 90 minutes at 37 degrees C, 200 microliters/well cold specimen diluent is added to stop the reaction and 20 microliters/well was transferred to a corresponding anti-MBP antibody coated ELISA plate for capture, containing 80 microliters/well specimen diluent. This reaction is incubated overnight at 4 degrees C and the ELISA is developed the next day after a 2 hour incubation with anti-192SW antibody, followed by Streptavidin-AP conjugate and fluorescent substrate. The signal is read on a fluorescent plate reader.

Relative compound inhibition potency is determined by calculating the concentration of compound that showed a fifty percent reduction in detected signal (IC_{50}) compared to the enzyme reaction signal in the control wells with no added compound.

20 **Example B**

Cell Free Inhibition Assay Utilizing a Synthetic APP Substrate

A synthetic APP substrate that can be cleaved by beta-secretase and having N-terminal biotin and made fluorescent by the covalent attachment of Oregon green at the Cys residue is used to assay beta-secretase activity in the presence or absence of the inhibitory compounds of the invention. Useful substrates include the following:

	Biotin-SEVNL-DAEFR [Oregon green]KK	[SEQ ID NO: 1]
30	Biotin-SEVKM-DAEFR [Oregon green]KK	[SEQ ID NO: 2]
	Biotin-GLNIKTEEISEISY-EVEFRC [Oregon green]KK	[SEQ ID NO: 3]
	Biotin-ADRGLTTRPGSGLTNIKTEEISEVNL-DAEF [Oregon green]KK	[SEQ ID NO:4]
35	Biotin-FVNQHLCoxGSHLVEALY- LVCoXGERGFFYTPKA [Oregon green]KK	[SEQ ID NO: 5]

The enzyme (0.1 nanomolar) and test compounds (0.001 - 100 micromolar) are incubated in pre-blocked, low affinity, black plates (384 well) at 37 degrees for 30 minutes. The reaction is initiated by addition of 150 millimolar substrate to a final volume of 30 microliter per well. The final assay conditions are: 0.001 - 100 micromolar compound inhibitor; 0.1 molar sodium acetate (pH 4.5); 150 nanomolar substrate; 0.1 nanomolar soluble beta-secretase; 0.001% Tween 20, and 2% DMSO. The assay mixture is incubated for 3 hours at 37 degrees C, and the reaction is terminated by the addition of a saturating concentration of immunopure streptavidin. After incubation with streptavidin at room temperature for 15 minutes, fluorescence polarization is measured, for example, using a LJL Acquest (Ex485 nm/ Em530 nm). The activity of the beta-secretase enzyme is detected by changes in the fluorescence polarization that occur when the substrate is cleaved by the enzyme. Incubation in the presence or absence of compound inhibitor demonstrates specific inhibition of beta-secretase enzymatic cleavage of its synthetic APP substrate.

Example C

Beta-Secretase Inhibition: P26-P4'SW Assay

Synthetic substrates containing the beta-secretase cleavage site of APP are used to assay beta-secretase activity, using the methods described, for example, in published PCT application WO00/47618. The P26-P4'SW substrate is a peptide of the sequence:

(biotin)CGGADRGLTTRPGSGLTNIKTEEISEVNLD AEF [SEQ ID NO: 6]

The P26-P1 standard has the sequence:

(biotin)CGGADRGLTTRPGSGLTNIKTEEISEVNL [SEQ ID NO: 7].

Briefly, the biotin-coupled synthetic substrates are incubated at a concentration of from about 0 to about 200 micromolar in this assay. When testing inhibitory compounds, a substrate concentration of about 1.0 micromolar is

preferred. Test compounds diluted in DMSO are added to the reaction mixture, with a final DMSO concentration of 5%. Controls also contain a final DMSO concentration of 5%. The concentration of beta secretase enzyme in the reaction is varied, to give product concentrations with the linear range of the ELISA assay, about 125 to 2000 picomolar, after dilution.

The reaction mixture also includes 20 millimolar sodium acetate, pH 4.5, 0.06% Triton X100, and is incubated at 37 degrees C for about 1 to 3 hours. Samples are then diluted in assay buffer (for example, 145.4 nanomolar sodium chloride, 9.51 millimolar sodium phosphate, 7.7 millimolar sodium azide, 0.05% Triton X405, 6g/liter bovine serum albumin, pH 7.4) to quench the reaction, then diluted further for immunoassay of the cleavage products.

Cleavage products can be assayed by ELISA. Diluted samples and standards are incubated in assay plates coated with capture antibody, for example, SW192, for about 24 hours at 4 degrees C. After washing in TTBS buffer (150 millimolar sodium chloride, 25 millimolar Tris, 0.05% Tween 20, pH 7.5), the samples are incubated with streptavidin-AP according to the manufacturer's instructions. After a one hour incubation at room temperature, the samples are washed in TTBS and incubated with fluorescent substrate solution A (31.2 g/liter 2-amino-2-methyl-1-propanol, 30 mg/liter, pH 9.5). Reaction with streptavidin-alkaline phosphate permits detection by fluorescence. Compounds that are effective inhibitors of beta-secretase activity demonstrate reduced cleavage of the substrate as compared to a control.

30 **Example D**

Assays using Synthetic Oligopeptide-Substrates

Synthetic oligopeptides are prepared that incorporate the known cleavage site of beta-secretase, and optionally detectable tags, such as fluorescent or chromogenic moieties.

Examples of such peptides, as well as their production and detection methods are described in U.S. Patent No: 5,942,400, herein incorporated by reference. Cleavage products can be detected using high performance liquid chromatography, or
5 fluorescent or chromogenic detection methods appropriate to the peptide to be detected, according to methods well known in the art.

By way of example, one such peptide has the sequence SEVNL-DAEF [SEQ ID NO: 8], and the cleavage site is between
10 residues 5 and 6. Another preferred substrate has the sequence ADRGLTTRPGSGLTNIKTEEISEVNL-DAEF [SEQ ID NO: 9], and the cleavage site is between residues 26 and 27.

These synthetic APP substrates are incubated in the presence of beta-secretase under conditions sufficient to
15 result in beta-secretase mediated cleavage of the substrate. Comparison of the cleavage results in the presence of the compound inhibitor to control results provides a measure of the compound's inhibitory activity.

Example E

20 Inhibition of Beta-Secretase Activity - Cellular Assay

An exemplary assay for the analysis of inhibition of beta-secretase activity utilizes the human embryonic kidney cell line HEKp293 (ATCC Accession No. CRL-1573) transfected with APP751 containing the naturally occurring double mutation
25 Lys651Met52 to Asn651Leu652 (numbered for APP751), commonly called the Swedish mutation and shown to overproduce A beta (Citron et.al., 1992, Nature 360:672-674), as described in USPN 5,604,102.

The cells are incubated in the presence/absence of the
30 inhibitory compound (diluted in DMSO) at the desired concentration, generally up to 10 micrograms/ml. At the end of the treatment period, conditioned media is analyzed for beta-secretase activity, for example, by analysis of cleavage fragments. A beta can be analyzed by immunoassay, using

specific detection antibodies. The enzymatic activity is measured in the presence and absence of the compound inhibitors to demonstrate specific inhibition of beta-secretase mediated cleavage of APP substrate.

5 **Example F**

Inhibition of Beta-Secretase in Animal Models of AD

Various animal models can be used to screen for inhibition of beta-secretase activity. Examples of animal models useful in the invention include, but are not limited
10 to, mouse, guinea pig, dog, and the like. The animals used can be wild type, transgenic, or knockout models. In addition, mammalian models can express mutations in APP, such as APP695-SW and the like described herein. Examples of transgenic non-human mammalian models are described in U.S. Patent Nos.
15 5,604,102, 5,912,410 and 5,811,633.

PDAPP mice, prepared as described in Games et.al., 1995, *Nature* 373:523-527 are useful to analyze *in vivo* suppression of A beta release in the presence of putative inhibitory compounds. As described in USPN 6,191,166, 4 month old PDAPP
20 mice are administered compound formulated in vehicle, such as corn oil. The mice are dosed with compound (1-30 mg/ml; preferably 1-10 mg/ml). After time, e.g., 3-10 hours, the animals are sacrificed, and brains removed for analysis.

Transgenic animals are administered an amount of the
25 compound inhibitor formulated in a carrier suitable for the chosen mode of administration. Control animals are untreated, treated with vehicle, or treated with an inactive compound. Administration can be acute, i.e., single dose or multiple doses in one day, or can be chronic, i.e., dosing is repeated
30 daily for a period of days. Beginning at time 0, brain tissue or cerebral fluid is obtained from selected animals and analyzed for the presence of APP cleavage peptides, including A beta, for example, by immunoassay using specific antibodies for A beta detection. At the end of the test period, animals

are sacrificed and brain tissue or cerebral fluid is analyzed for the presence of A beta and/or beta-amyloid plaques. The tissue is also analyzed for necrosis.

Animals administered the compound inhibitors of the invention are expected to demonstrate reduced A beta in brain tissues or cerebral fluids and reduced beta amyloid plaques in brain tissue, as compared with non-treated controls.

Example G

Inhibition of A Beta Production in Human Patients

10 Patients suffering from Alzheimer's Disease (AD) demonstrate an increased amount of A beta in the brain. AD patients are administered an amount of the compound inhibitor formulated in a carrier suitable for the chosen mode of administration. Administration is repeated daily for the
15 duration of the test period. Beginning on day 0, cognitive and memory tests are performed, for example, once per month.

Patients administered the compound inhibitors are expected to demonstrate slowing or stabilization of disease progression as analyzed by changes in one or more of the
20 following disease parameters: A beta present in CSF or plasma; brain or hippocampal volume; A beta deposits in the brain; amyloid plaque in the brain; and scores for cognitive and memory function, as compared with control, non-treated patients.

25 Example H

Prevention of A Beta Production in Patients at Risk for AD

Patients predisposed or at risk for developing AD are identified either by recognition of a familial inheritance pattern, for example, presence of the Swedish Mutation, and/or
30 by monitoring diagnostic parameters. Patients identified as predisposed or at risk for developing AD are administered an amount of the compound inhibitor formulated in a carrier suitable for the chosen mode of administration. Administration is repeated daily for the duration of the test

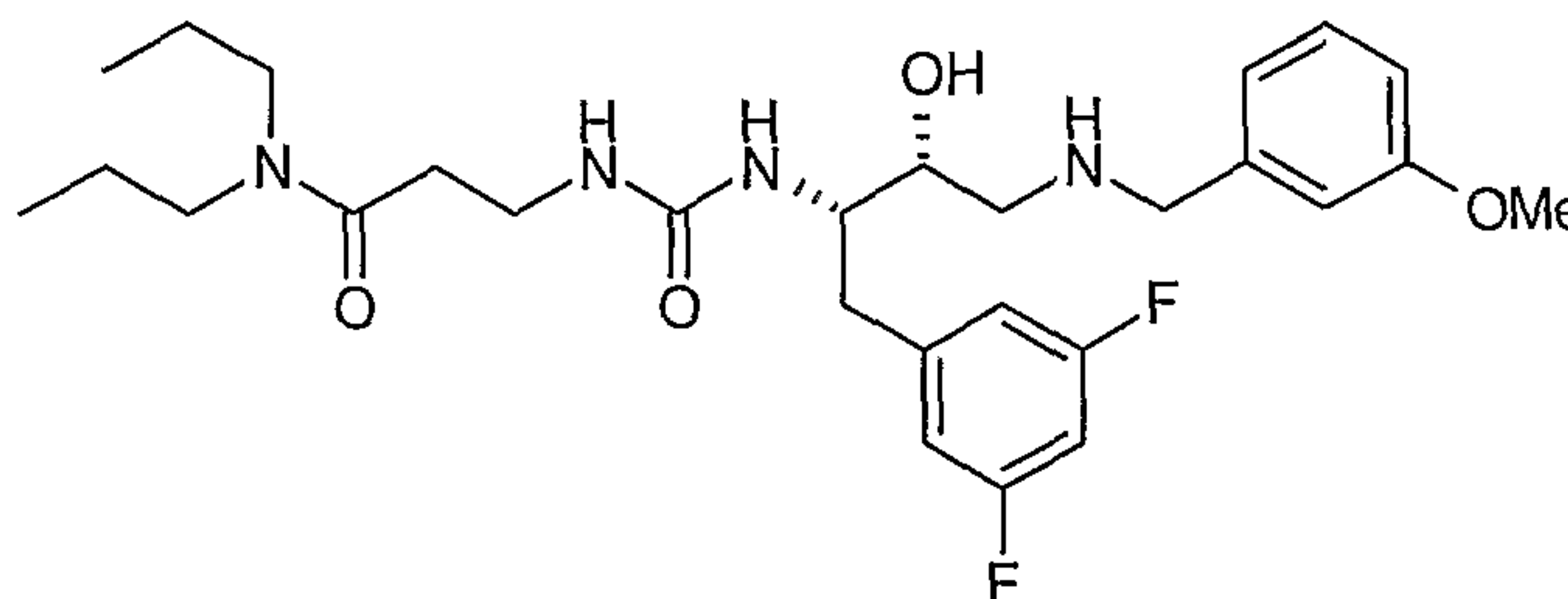
period. Beginning on day 0, cognitive and memory tests are performed, for example, once per month.

Patients administered the compound inhibitors are expected to demonstrate slowing or stabilization of disease progression as analyzed by changes in one or more of the following disease parameters: A beta present in CSF or plasma; brain or hippocampal volume; amyloid plaque in the brain; and scores for cognitive and memory function, as compared with control, non-treated patients.

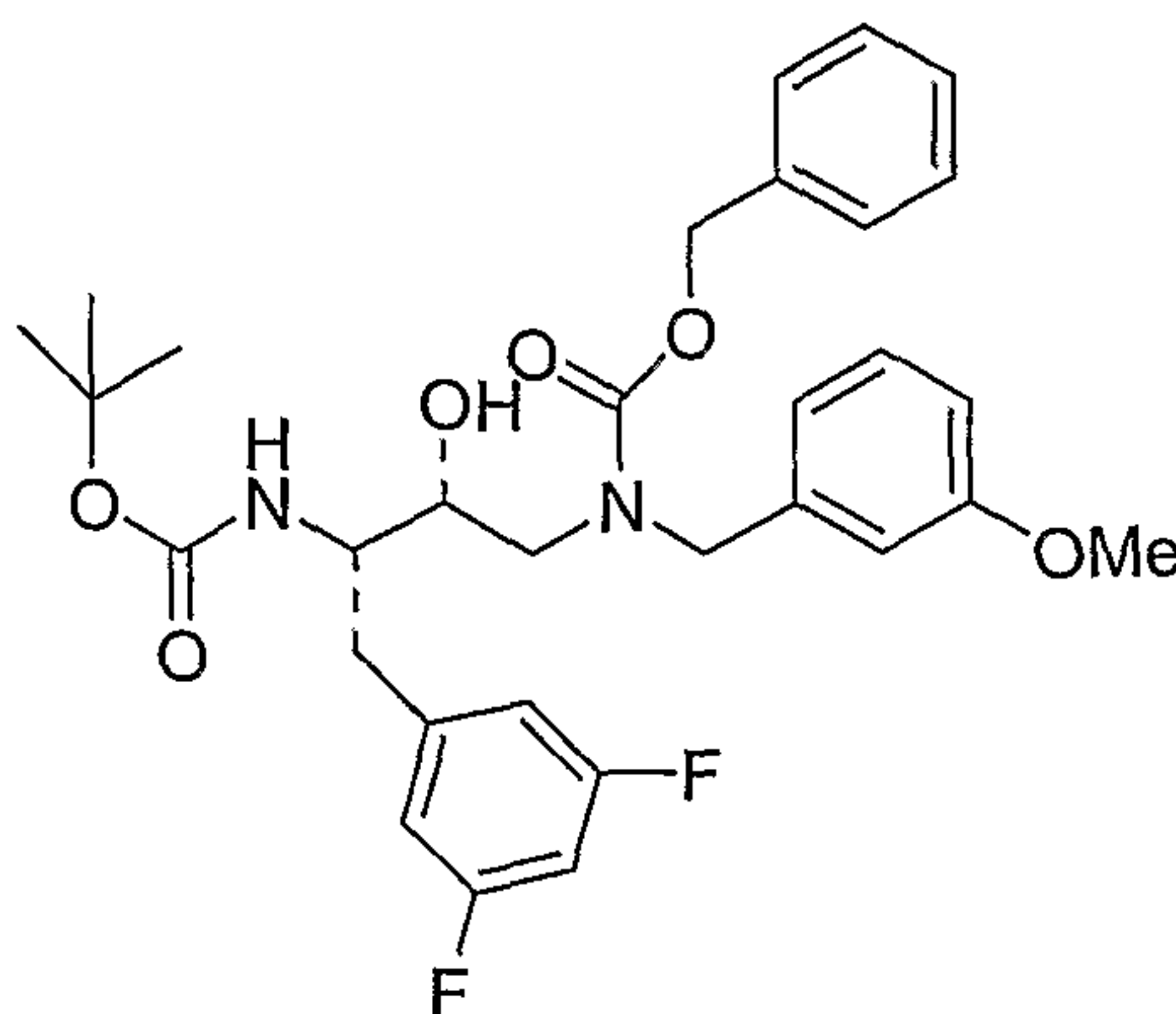
10 CHEMISTRY EXAMPLES

The following detailed examples describe how to prepare various compounds and/or perform various processes of the invention and are to be construed as merely illustrative, and not limitations of the preceding disclosure in any way whatsoever. Those skilled in the art will promptly recognize appropriate variations from the procedures both as to reactants and as to reaction conditions and techniques.

Example 1: N³-[({(1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[(3-methoxybenzyl)amino]propyl}amino)carbonyl]-N¹,N¹-dipropyl-beta-alaninamide (Compound 1)

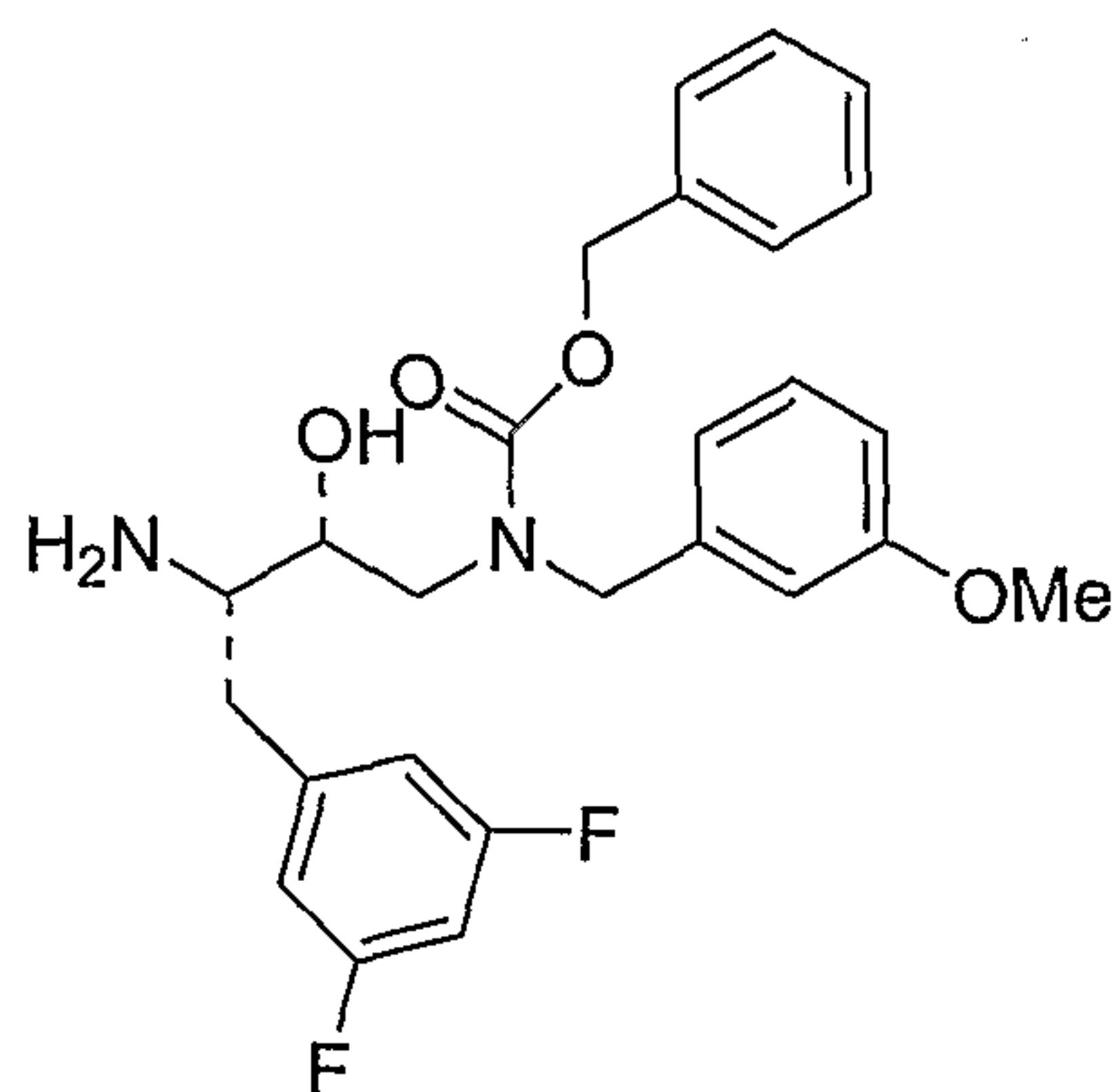


25 **Step 1:** [3-*tert*-butoxycarbonylamino-4-(3,5-difluorophenyl)-2-hydroxy-butyl]-(3-methoxybenzyl)-carbamic acid benzyl ester.



A mixture of tert-butyl (1S)-2-(3,5-difluorophenyl)-1-
 [(2S)-oxiran-2-yl]ethylcarbamate (1.0 g, 3.3 mmol) and 3-
 5 methoxybenzylamine (1.8 g, 13.3 mmol) in isopropyl alcohol (30
 ml) was stirred at room temperature for 6.5 h. The reaction
 mixture was diluted with EtOAc (100ml) and washed with 1 N HCl
 (3x 30 ml), sat'd aq. NaHCO₃ (1 x 50 ml) and brine. The
 organic layer was dried over Na₂SO₄ and concentrated *in vacuo*
 10 to yield an off white solid. The residue was dissolved in THF
 (20ml) and chilled to 0°C followed by the addition of Et₃N (0.6
 ml, 4.4 mmol) and benzylchloroformate (0.5 ml, 3.6 mmol). The
 reaction mixture was warmed spontaneously for 3h. The
 reaction mixture was diluted with EtOAc, washed with 1N HCl,
 15 NaHCO₃, and brine. The organic layer was dried over Na₂SO₄ and
 concentrated *in vacuo*. Flash chromatography 30%
 EtOAC/Heptanes yields 1.3 g (70%) of [3-tert-
 butoxycarbonylamino-4-(3,5-difluoro-phenyl)-2-hydroxy-butyl]-
 (3-methoxybenzyl)-carbamic acid benzyl ester. MS (ESI+) for
 20 C₃₁H₃₆F₂N₂O₆ *m/z* 570.8 (M+H)⁺.

Step 2: Benzyl (2R,3S)-3-amino-4-(3,5-difluorophenyl)-2-
 hydroxybutyl (3-methoxybenzyl) carbamate



To a 20 ml solution of [3-*tert*-butoxycarbonylamino-4-(3,5-difluoro-phenyl)-2-hydroxy-butyl]-(3-methoxybenzyl)-

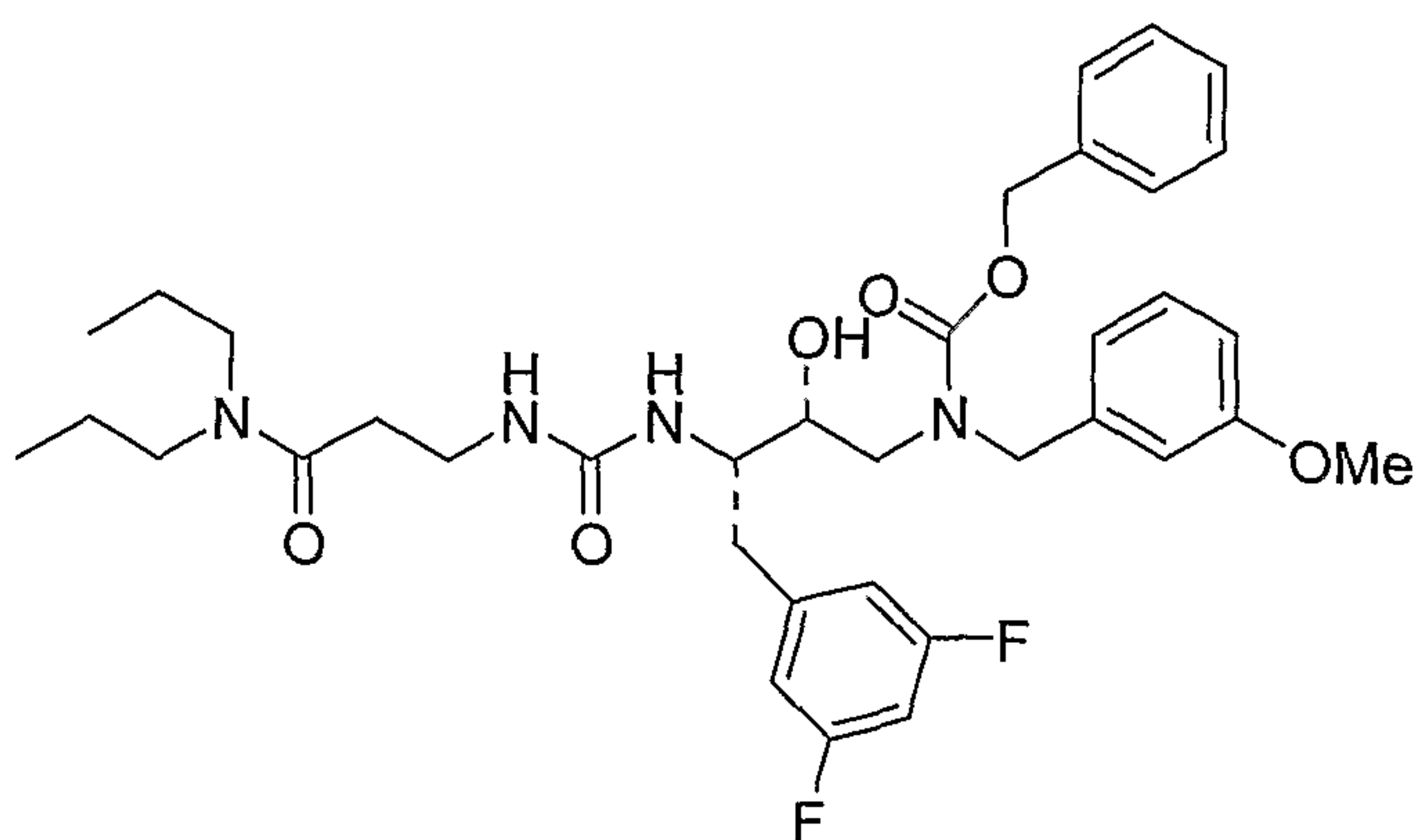
5 carbamic acid benzyl ester (0.5 g, 0.9 mmol) at 0°C was added trifluoroacetic acid (4 ml). The cold bath was removed and the mixture stirred at r.t. for 1h. The solvent was removed *in vacuo* and the residue dissolved in 10% aq. NaHCO₃, extracted with EtOAc (3 x 15 ml). The combined organic layers were

10 dried over Na₂SO₄ and concentrated *in vacuo* to yield an amorphous solid. MS (ESI+) for C₂₆H₂₈F₂N₂O₄ *m/z* 471.2 (M+H)⁺. The crude amine was used in subsequent steps without purification.

15

Step 3. {4-(3,5-Difluoro-phenyl)-3-[3-(2-dipropylcarbamoylethyl)-ureido]-2-hydroxy-butyl}-(3-

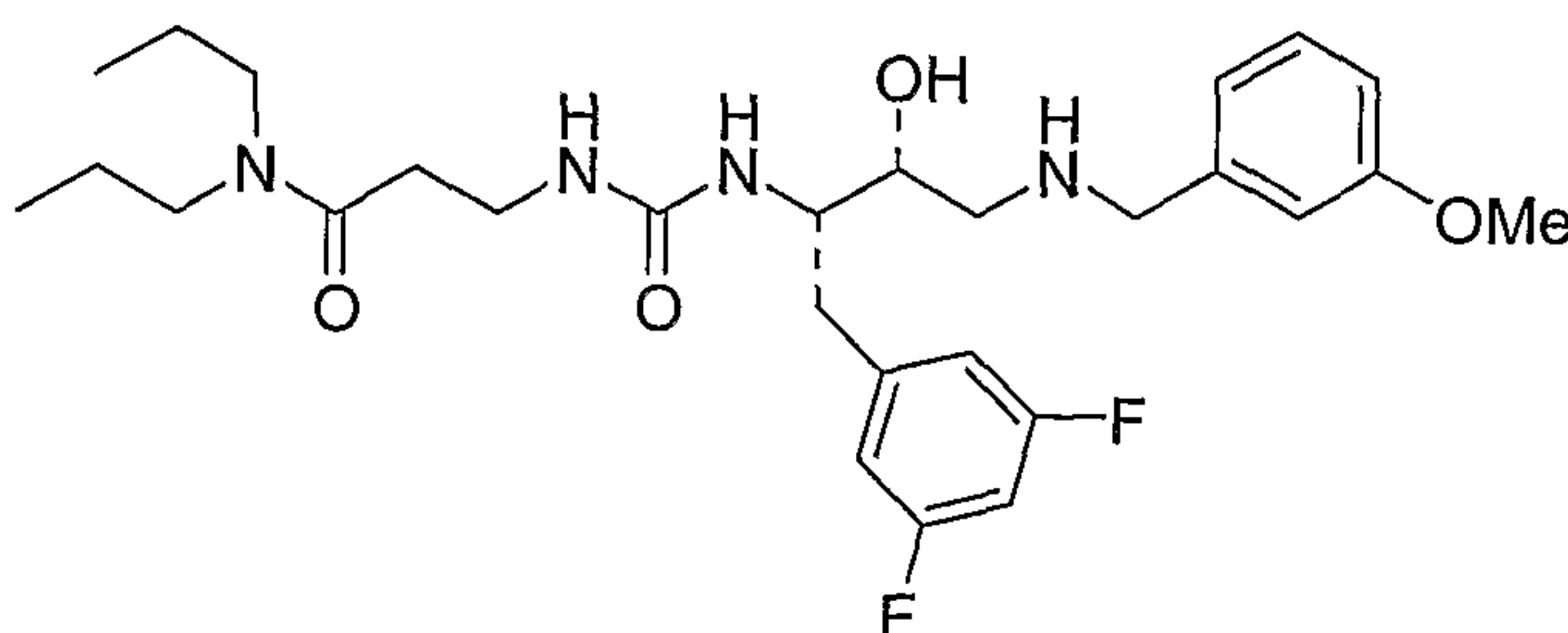
20 methoxybenzyl)-carbamic acid benzyl ester



4-(dipropylamino)-4-oxobutanoic acid (0.08 g, 0.40 mmol) generated by the addition of dipropyl amine to succinic anhydride was treated with Et₃N (62 μL, 0.44 mmol) and (PhO)₂P(O)N₃ (77 μL, 0.36 mmol) in 3 ml of toluene. The mixture was stirred at r.t. for 30 min. then immersed in a 90°C oil bath for 45 min. The mixture was rapidly cooled to 0°C followed by the addition of the amine from step 2 (0.19 g, 10 0.40 mmol). The mixture was warmed to r.t. and stirred for 1h. The mixture was diluted with EtOAc 30 mL and washed with 1N HCl (2 x 10 mL), NaHCO₃ (1 x 10 mL) and brine. The organic layer was dried over Na₂SO₄ and concentrated *in vacuo* to yield 15 190 mg of as a clear glass after radial chromatography 60% EtOAc/Heptanes. MS (ESI+) for C₃₆H₄₆F₂N₄O₆ *m/z* 668.9 (M+H)⁺.

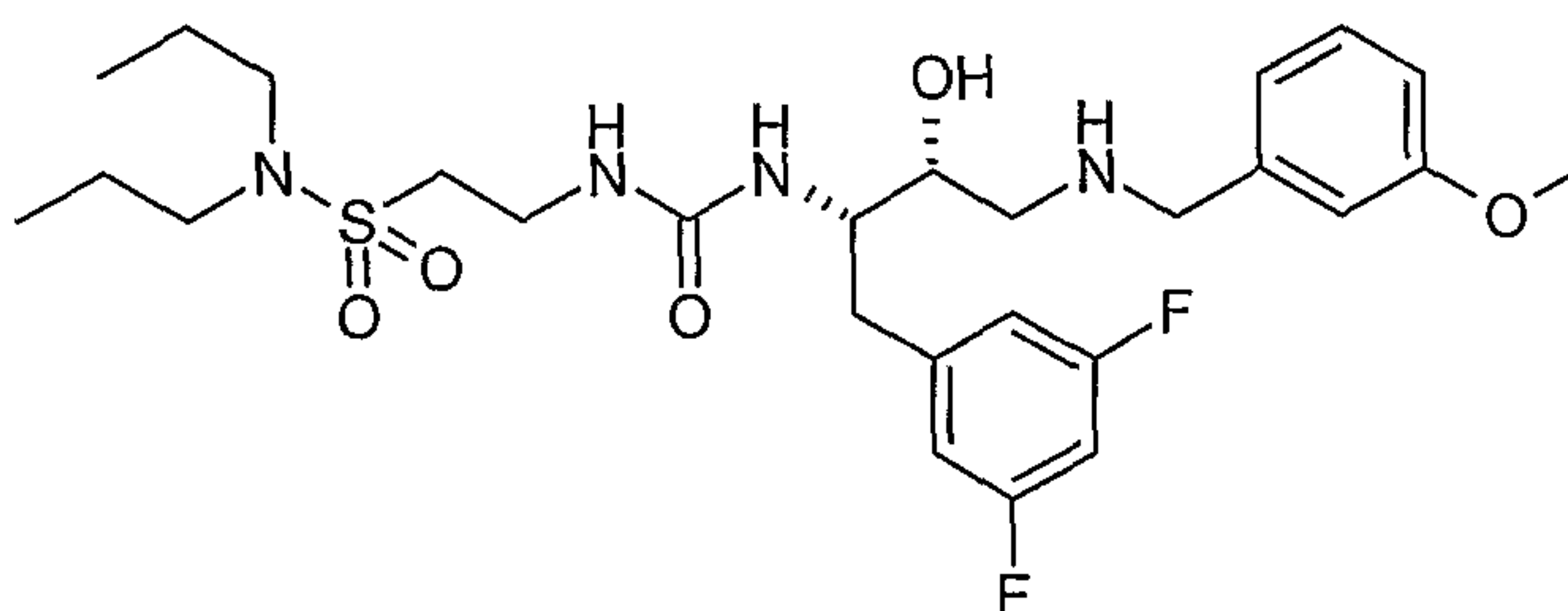
Step 4 N³-[({(1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[(3-methoxybenzyl)amino]propyl}amino)carbonyl]-N¹,N¹-dipropyl-beta-alaninamide

20



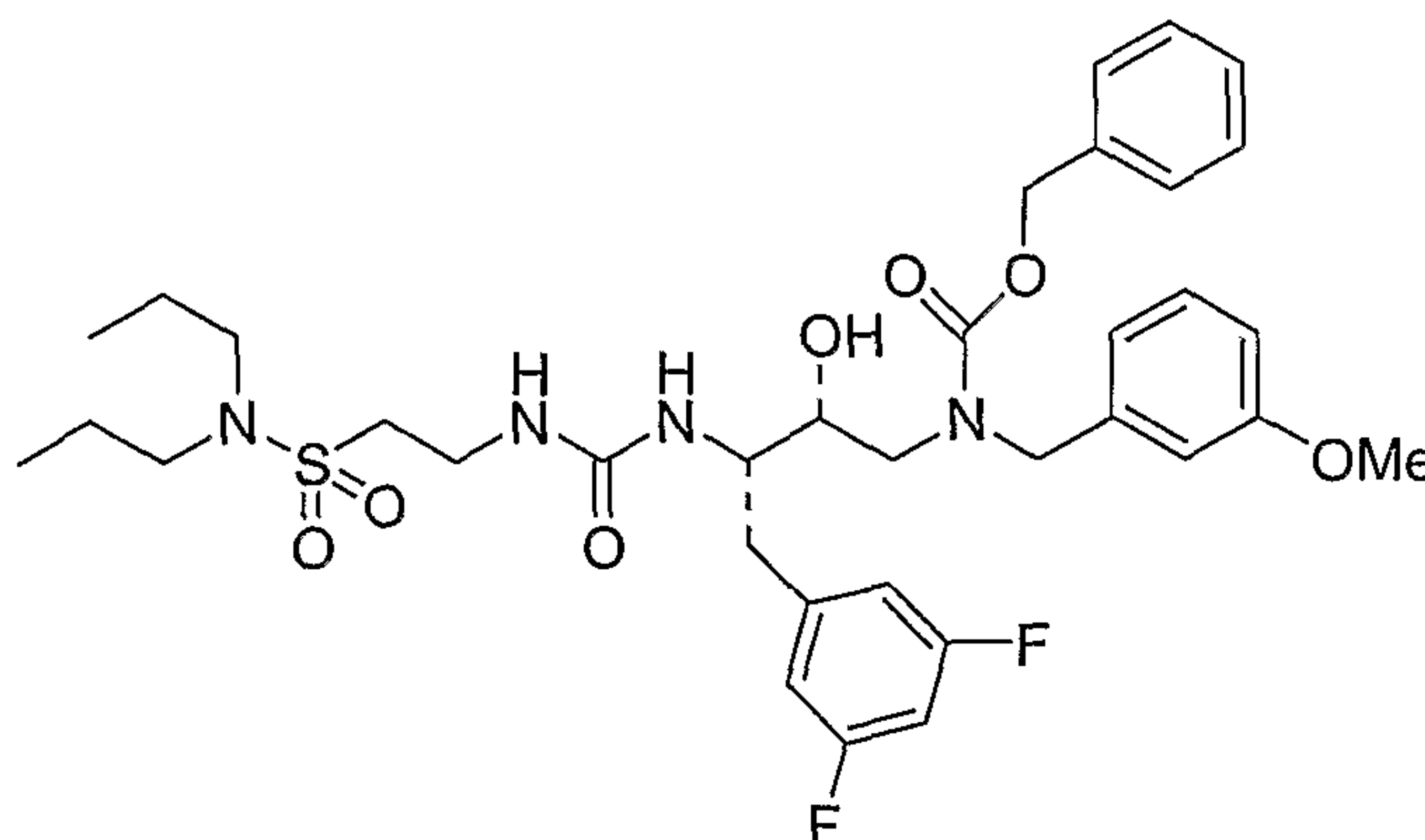
To a MeOH (3 mL) solution of the product from step 3 (0.14 g, 0.20 mmol) was added NH₄OAc (0.008 g, 0.1 mmol) and 70 mg of Pd/C (10% by wt. on carbon). The mixture was purged with H₂ then stirred at r.t. under a balloon of H₂. After 1.5 h
 5 the mixture was filtered through Celite® and the solvent removed *in vacuo* to yield a clear glass. Preparative HPLC with H₂O/CH₃CN (1 formic acid) yields the title compound as a white solid. MS (ESI+) for C₂₈H₄₀F₂N₄O₄ *m/z* 535.3 (M+H)⁺.

10 **Example 2:** 2- { [(((1S,2R) -1- (3,5-difluorobenzyl) -2-hydroxy-3- [(3-methoxybenzyl) amino] propyl } amino) carbonyl] amino } -N,N-dipropylethanesulfonamide (Compound 2) :



15

Step 1 { 4- (3,5-Difluoro-phenyl) -3- [3- (2-dipropylsulfamoyl-ethyl) -ureido] -2-hydroxy-butyl } - (3-methoxybenzyl) -carbamic acid benzyl ester



20

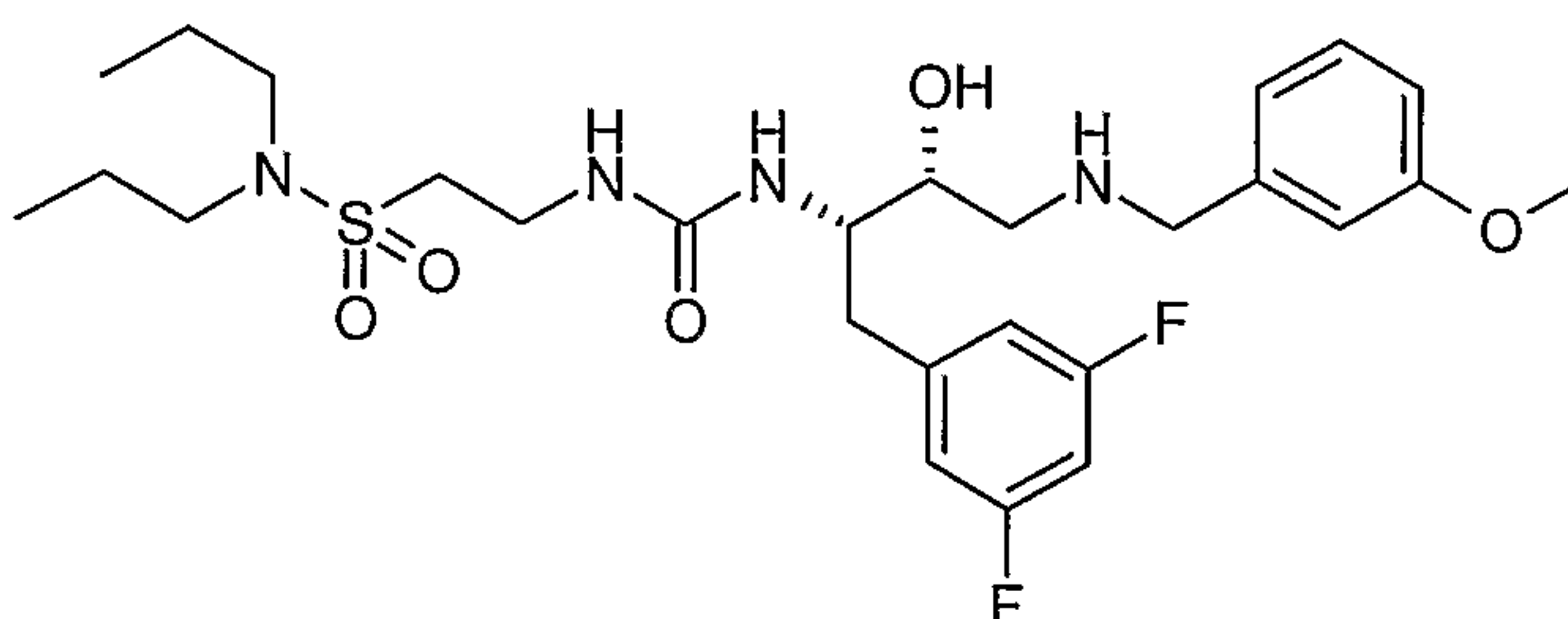
3-Dipropylsulfamoyl-propionic acid (0.96 g, 0.40 mmol) was treated with Et₃N (62 μL, 0.44 mmol) and (PhO)₂P(O)N₃ (77

5 μL , 0.36 mmol) in 3 ml of toluene. The mixture was stirred at r.t. for 30 min. then immersed in a 90°C oil bath for 45 min. The mixture was rapidly cooled to 0°C followed by the addition of the amine from step 2 (0.19 g, 0.40 mmol). The mixture was warmed to r.t. and stirred for 1h. The mixture was diluted with EtOAc 30 mL and washed with 1N HCl (2 x 10 mL), NaHCO₃ (1 x 10 mL) and brine. The organic layer was dried over Na₂SO₄ and concentrated *in vacuo* to yield 120 mg of as a clear glass after radial chromatography 60% EtOAc/Heptanes. MS (ESI+) for

 10 C₃₅H₄₆F₂N₄O₇S *m/z* 705.9 (M+H)⁺.

Step 2 2- { [(((1S,2R) -1- (3,5-difluorobenzyl) -2-hydroxy-3- [(3-methoxybenzyl) amino]propyl } amino) carbonyl] amino } -N,N-dipropylethanesulfonamide

15

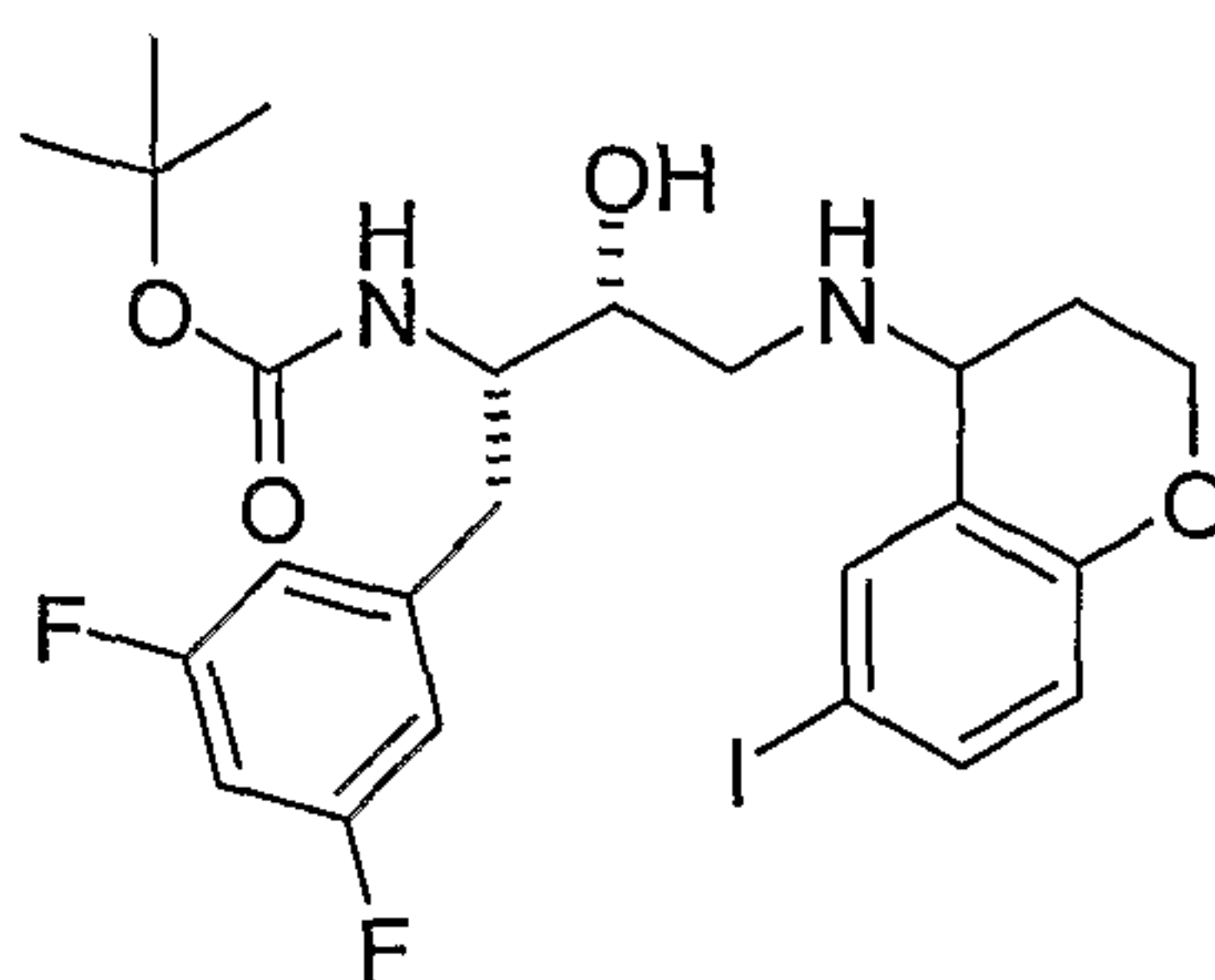


To a MeOH (3 mL) solution of the product from step 1 (0.12 g, 0.17 mmol) was added NH₄OAc (0.007 g, 0.1 mmol) and 50

 20 mg of Pd/C (10% by wt. on carbon). The mixture was purged with H₂ then stirred at r.t. under a balloon of H₂. After 40 min. the mixture was filtered through Celite® and the solvent removed *in vacuo* to yield an off white solid. Recrystallization from EtOAc/MeOH yields the title compound as

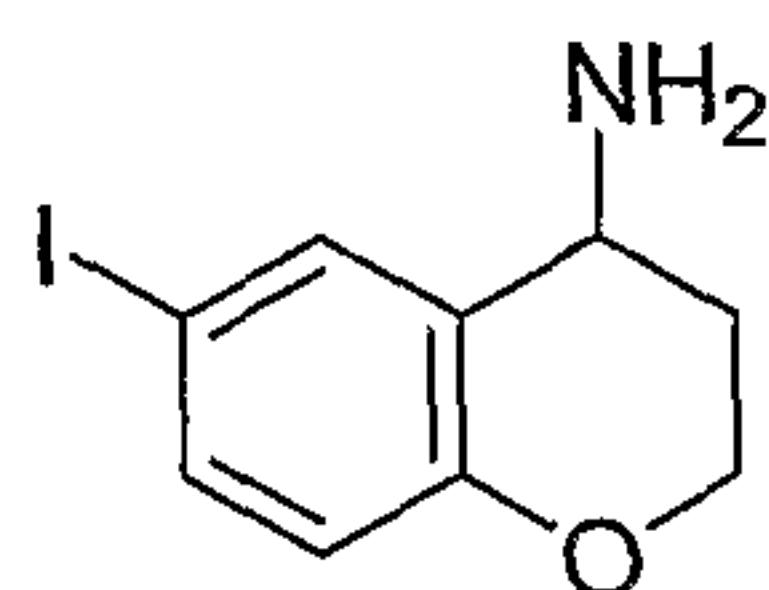
 25 a white solid. MS (ESI+) for C₂₇H₄₀F₂N₄O₅S *m/z* 571.2 (M+H)⁺.

Example 3: tert-butyl (1S,2R) -1- (3,5-difluorobenzyl) -2-hydroxy-3- [(6-iodo-3,4-dihydro-2H-chromen-4-yl)amino]propylcarbamate intermediate (Compound 3):



Step 1 6-Iodo-chroman-4-ylamine

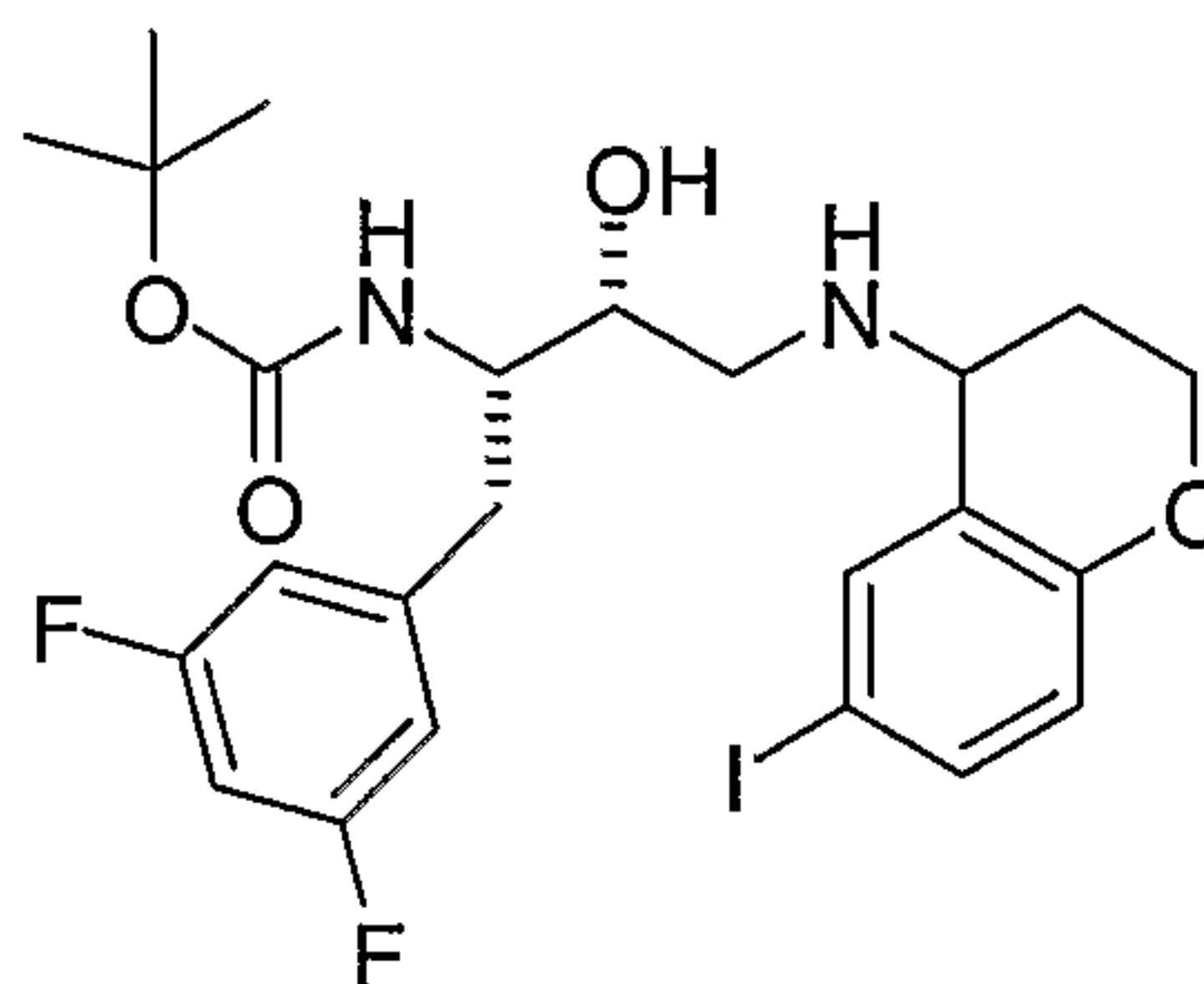
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To a CH_2Cl_2 (80 ml) solution of 6-iodo-4-chroman-4-ol (10.0 g, 36 mmol) and diisopropylethyl amine (19 ml, 108 mmol), at
 10 0°C , was added the MsCl (4.2 ml, 54 mmol). After stirring for 1.5 h the solvent was removed *in vacuo* and the resulting residue dissolved in 150 ml of DMF followed by the addition of NaN_3 (3.5 g, 54 mmol). The reaction was heated to 70°C for 6.5 h then cooled to rt. followed by the addition of 900 ml of
 15 1 N HCl and extraction with Et_2O (4 x 200 ml). The combined Et_2O layers were dried over MgSO_4 and concentrated *in vacuo* to yield 9.5 g of the azide as yellow oil. MS (ESI+) for $\text{C}_9\text{H}_8\text{IN}_3\text{O}$ m/z 300.97 ($\text{M}+\text{H}$)⁺. The crude azide (5.0 g, 16.6 mmol) was
 20 dissolved in THF (50 ml) and treated with PPh_3 (5.2 g, 20.0 mmol). The mixture stirred at rt. for 30 min. followed by the addition of 4 ml of H_2O . The mixture was then heated to 60°C overnight. After cooling the mixture was concentrated *in vacuo* and the resulting residue treated with 1 N HCl. The aqueous layer was washed with CH_2Cl_2 and then adjusted to pH =
 25 12 with NaOH pellets. The basic aqueous layer was extracted with CH_2Cl_2 and the combined organic layers dried over Na_2SO_4 and treated with activated carbon. The mixture was filtered

through Celite® and concentrated *in vacuo* to yield 6-Iodo-chroman-4-ylamine 3.6 g (79%) as clear oil that solidifies upon standing. MS (ESI+) for C₉H₁₀INO *m/z* 275.98 (M+H)⁺.

Step 2 tert-butyl (1S,2R)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[(6-iodo-3,4-dihydro-2H-chromen-4-yl)amino]propylcarbamate:

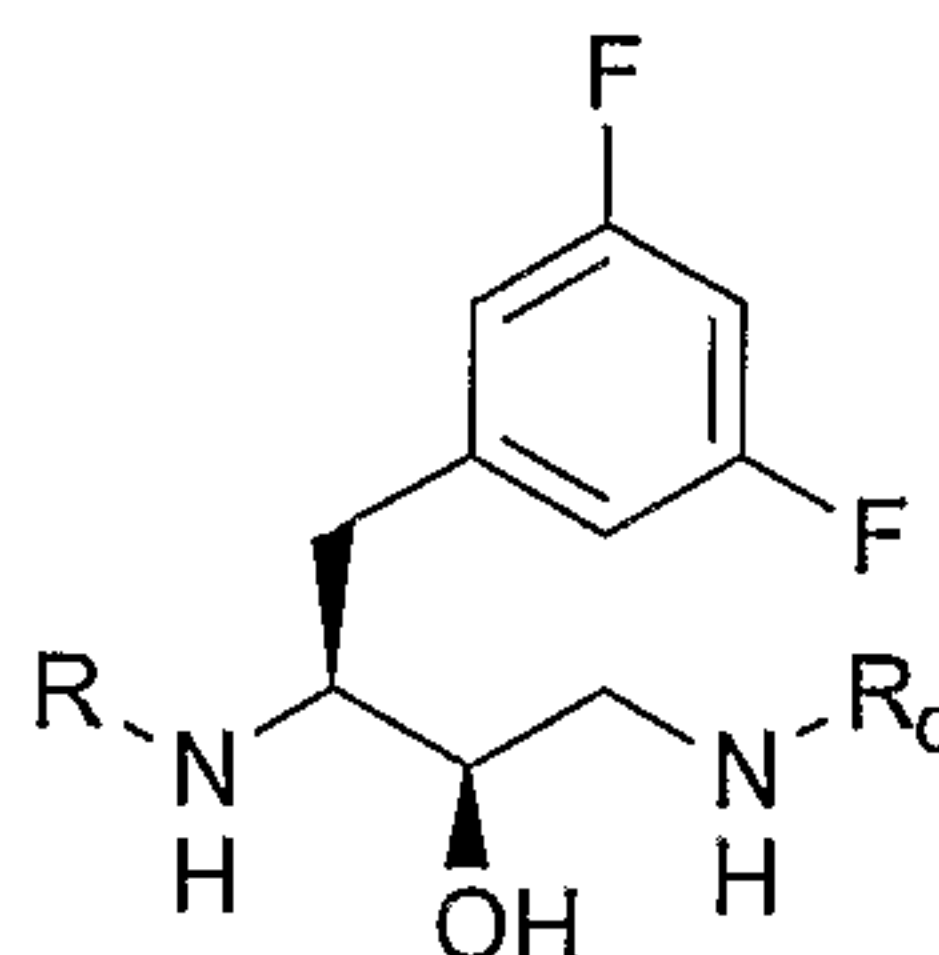


10 An isopropyl alcohol (25 ml) solution of tert-butyl (1S)-
2-(3,5-difluorophenyl)-1-[(2S)-oxiran-2-yl]ethylcarbamate (2.2
g, 7.2 mmol) and 6-Iodo-chroman-4-ylamine (3.0 g, 10.9 mmol)
was stirred at 75°C for 0 h. The IPA was removed *in vacuo* and
the resulting residue dissolved in EtOAc (200 ml). The
15 organic layer was washed with 1 N HCl (4 x 50 ml), followed by
NaHCO₃ (2 x 50 ml), and brine (1 x 50 ml). The organic layer
was dried over Na₂SO₄ and concentrated *in vacuo* to yield 3.5 g
(85%) of the title compound as an off white solid. MS (ESI+)
for C₂₄H₂₉F₂IN₂O₄ *m/z* 574.8 (M+H)⁺.

20

Example 4

The following compounds are prepared essentially according to the procedures outlined above and described in the above examples. The substituents R and R_c are defined for
25 formula A in the table.



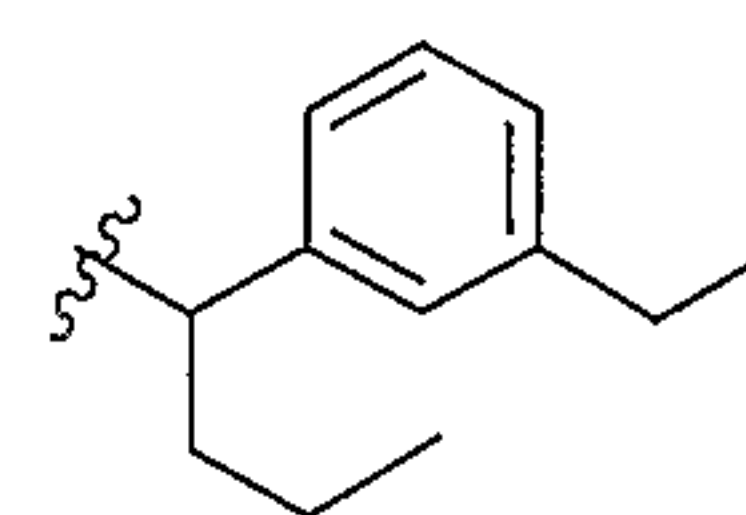
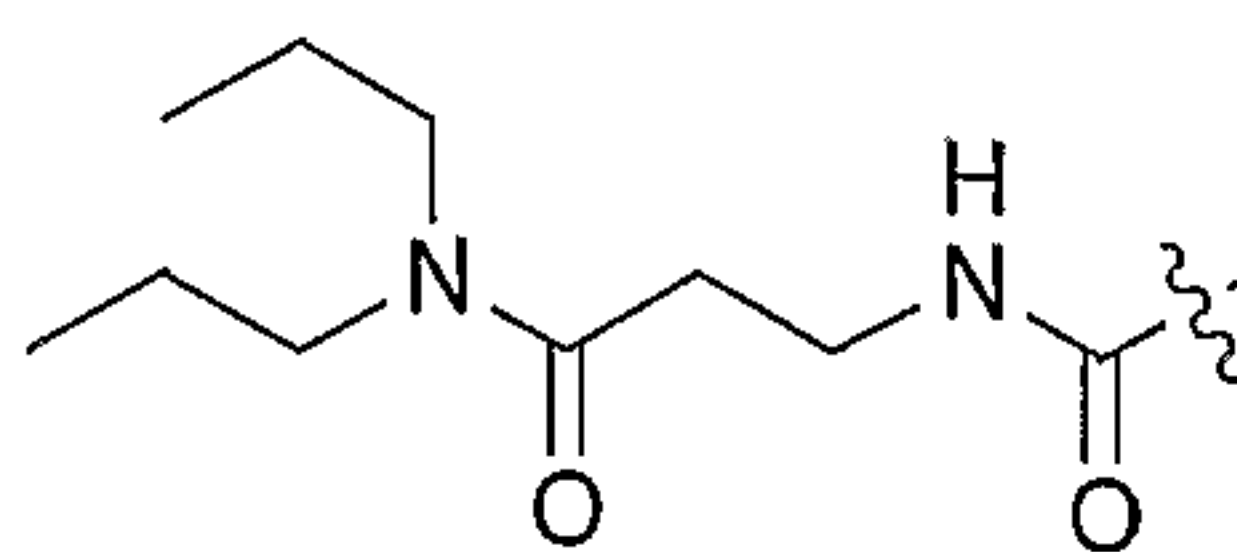
A

Compound
No.

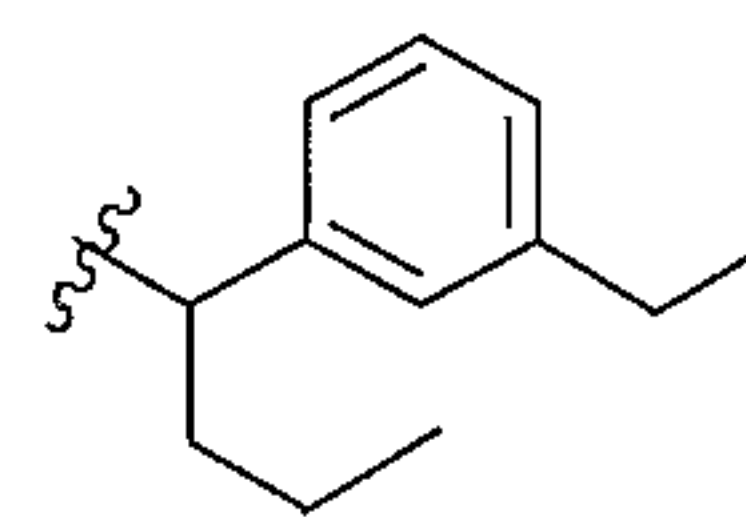
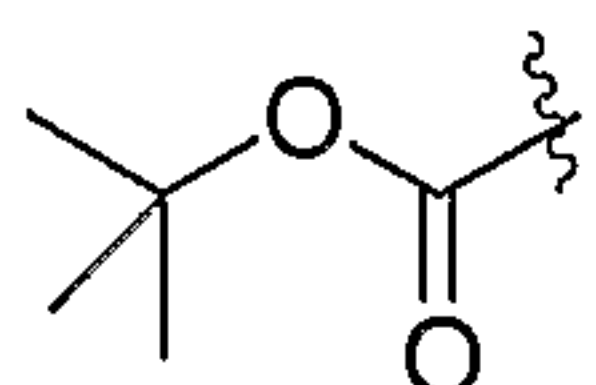
R

R_c

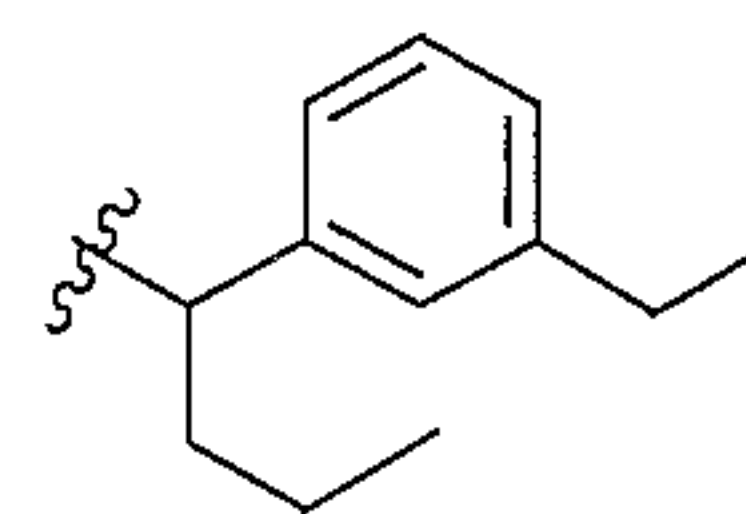
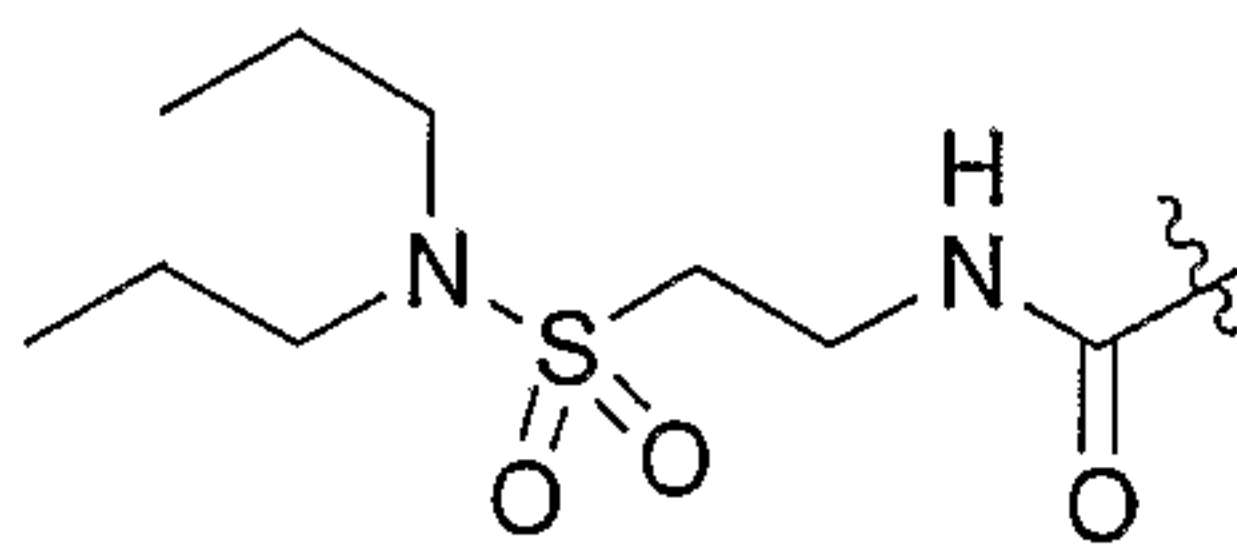
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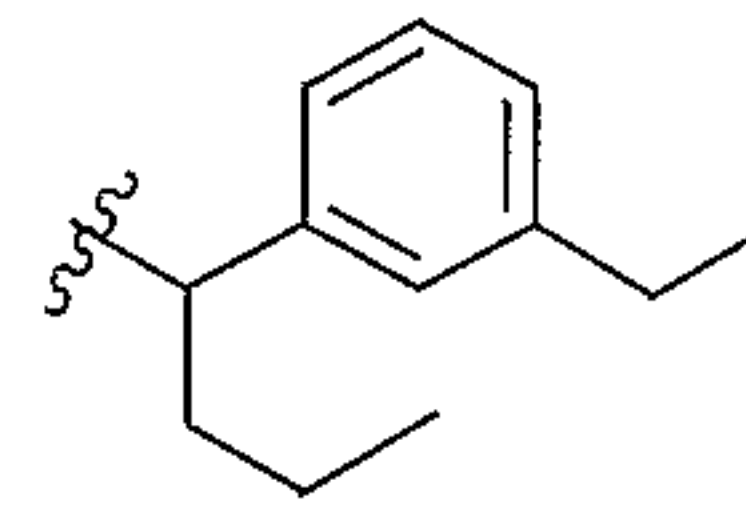
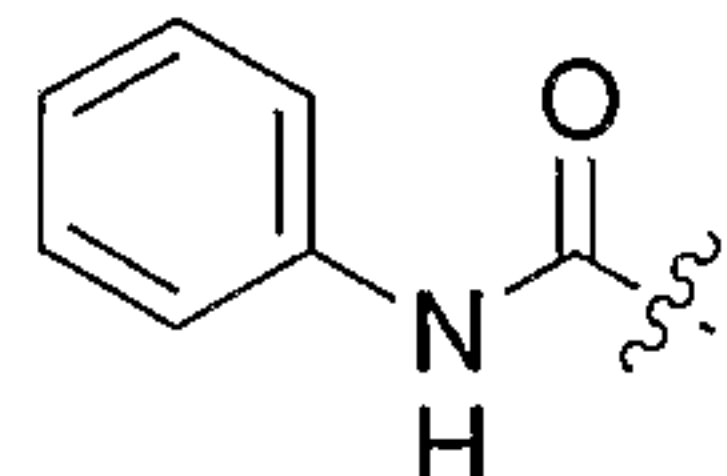
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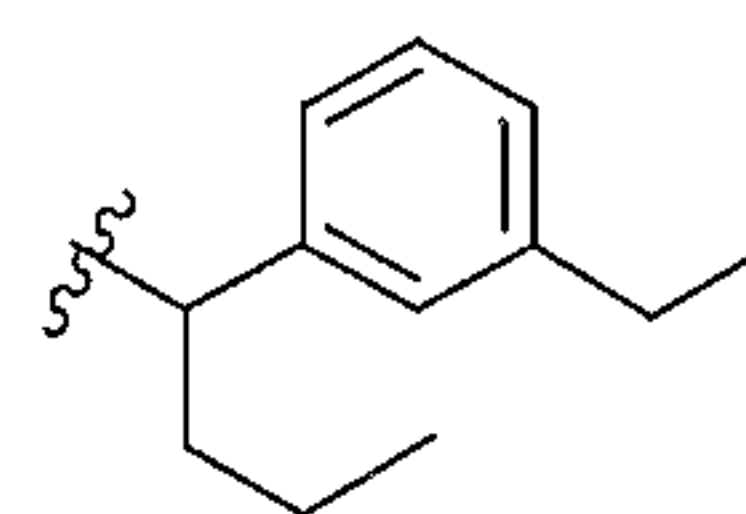
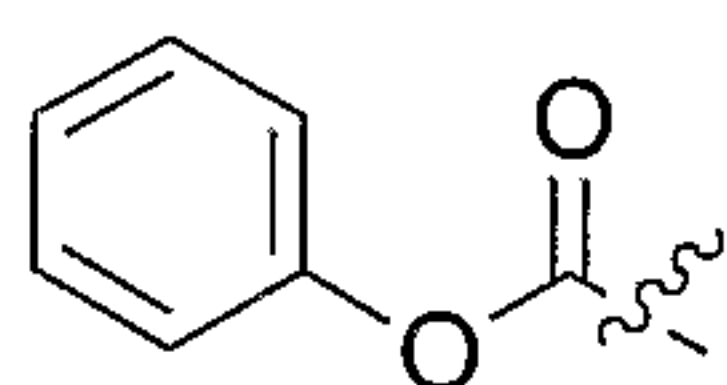
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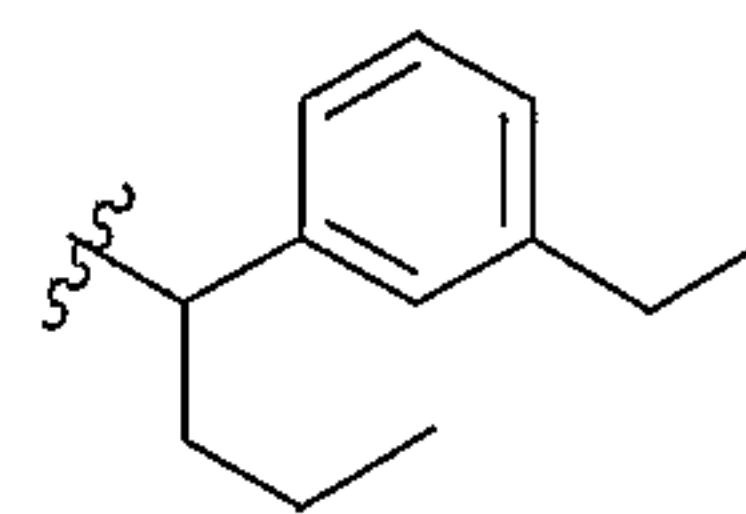
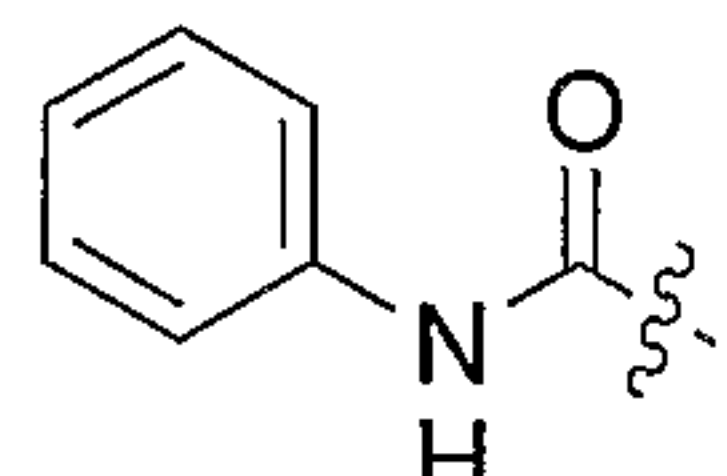
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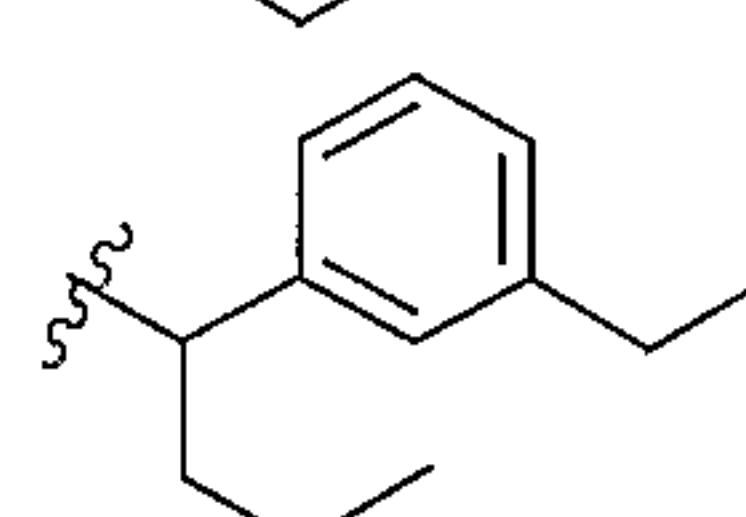
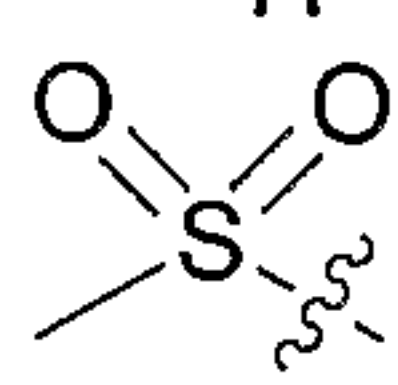
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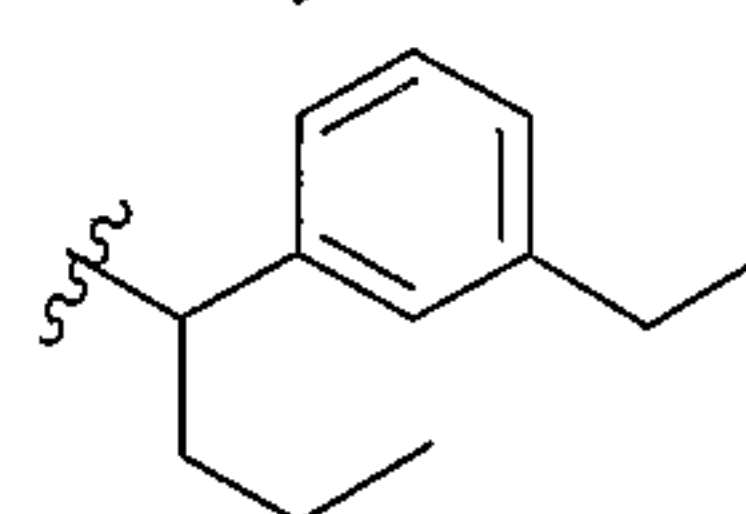
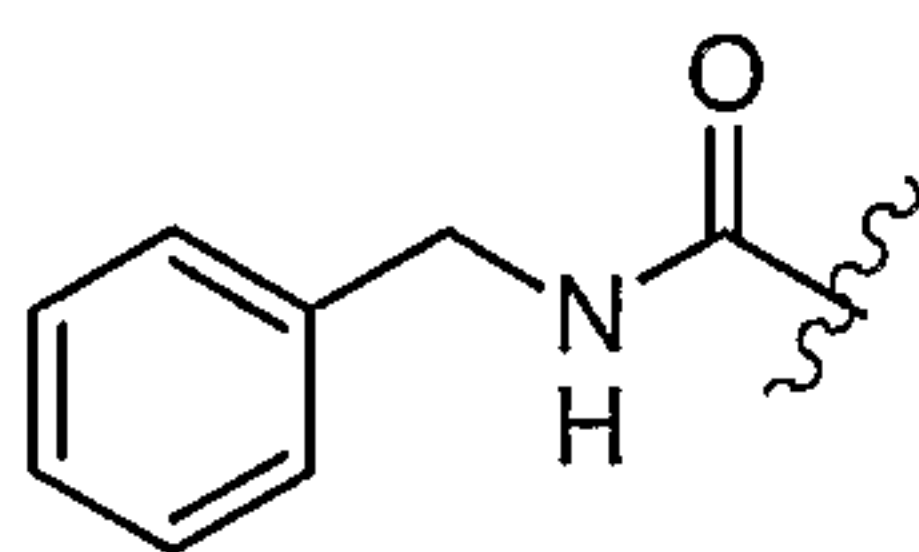
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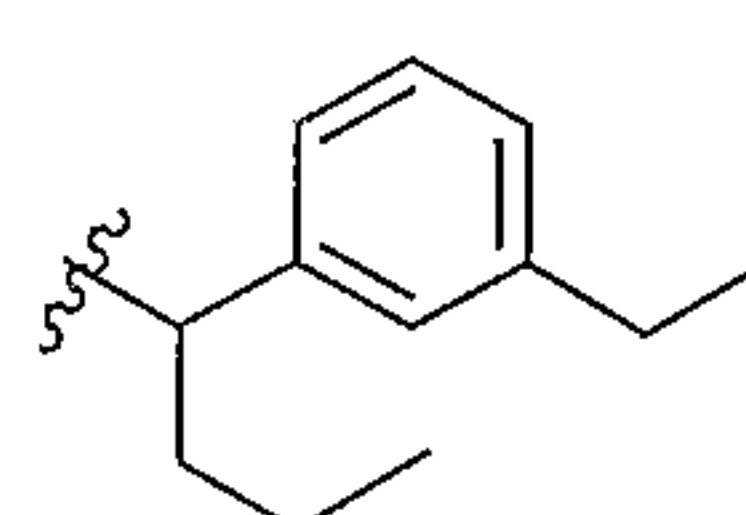
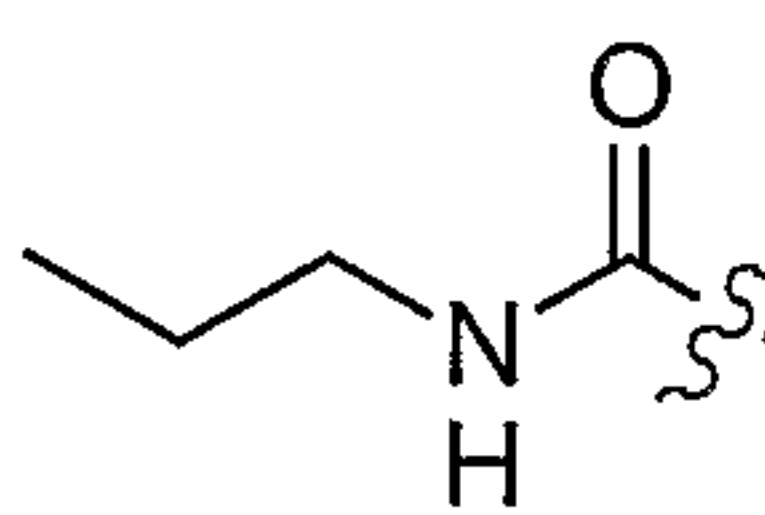
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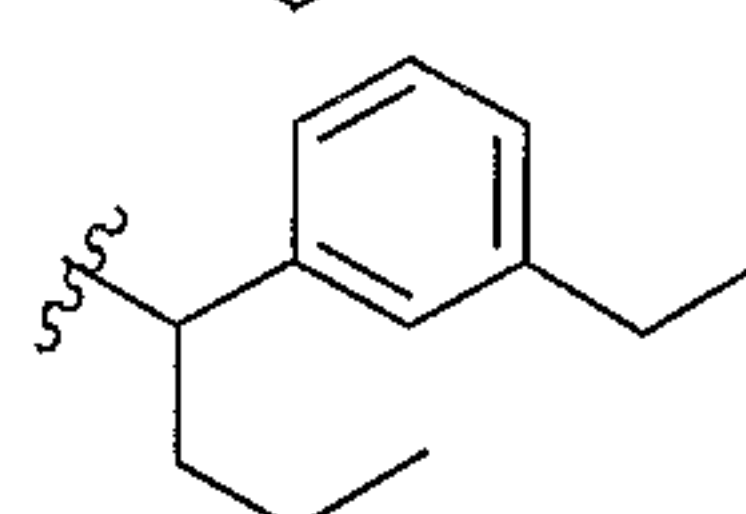
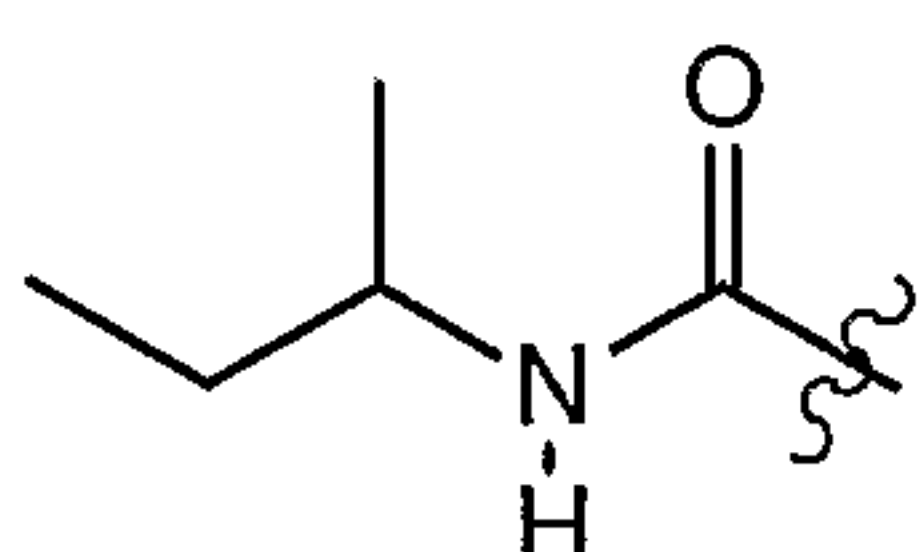
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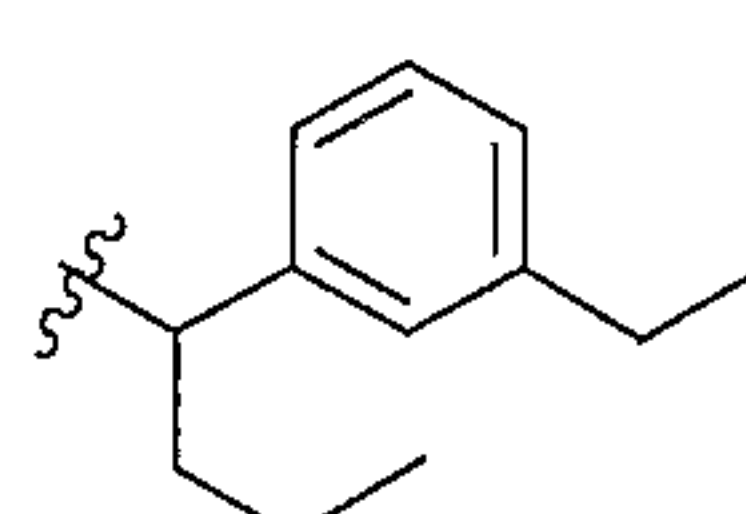
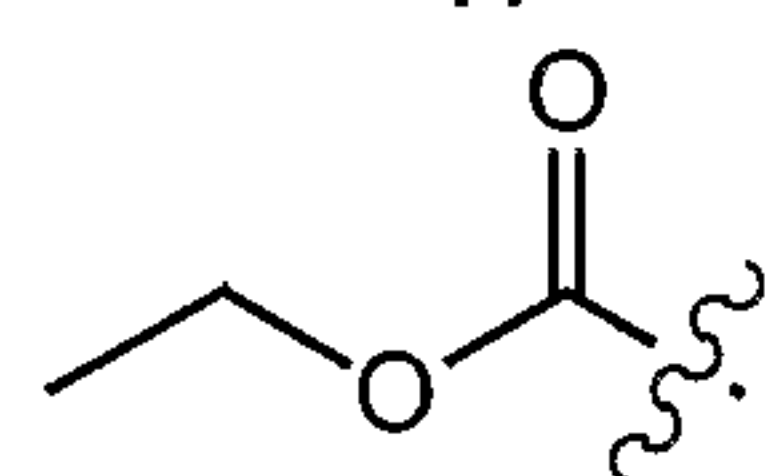
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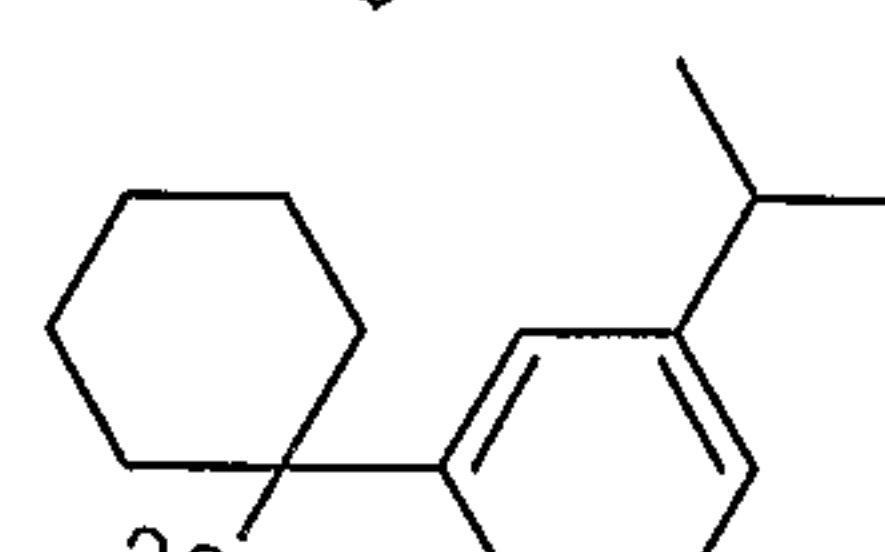
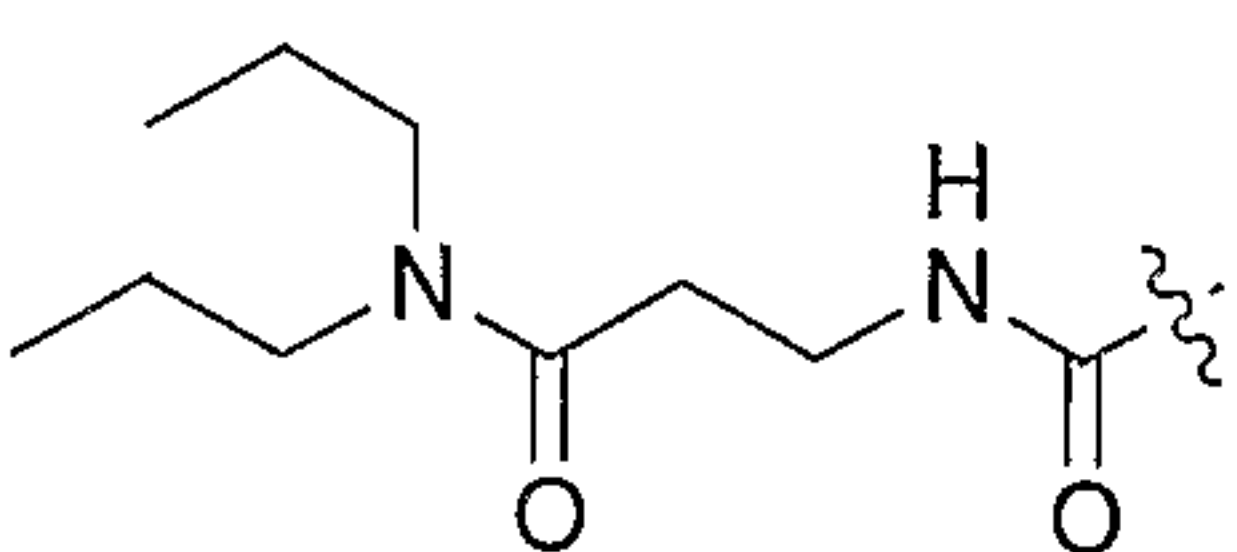
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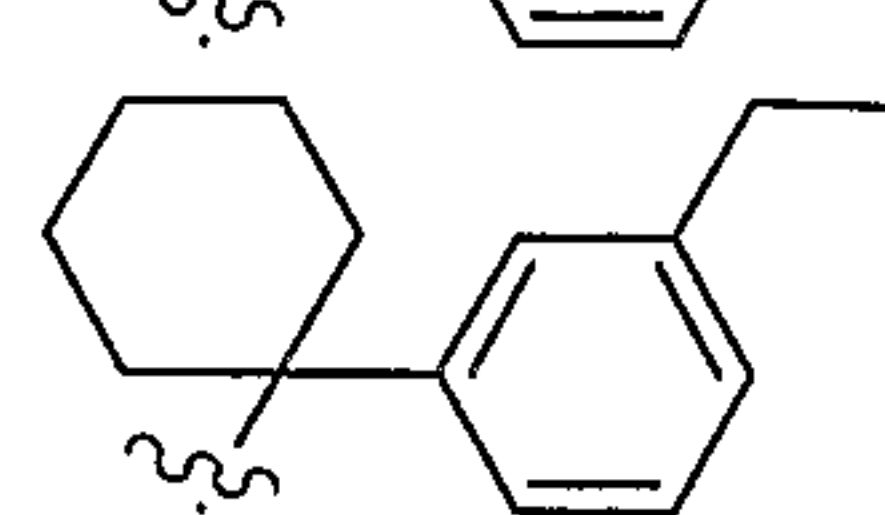
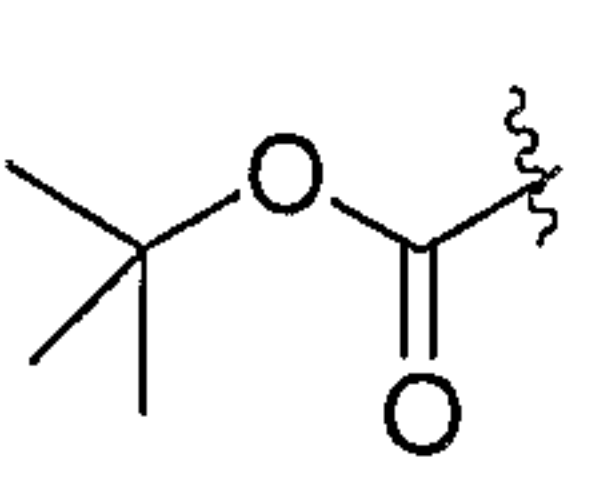
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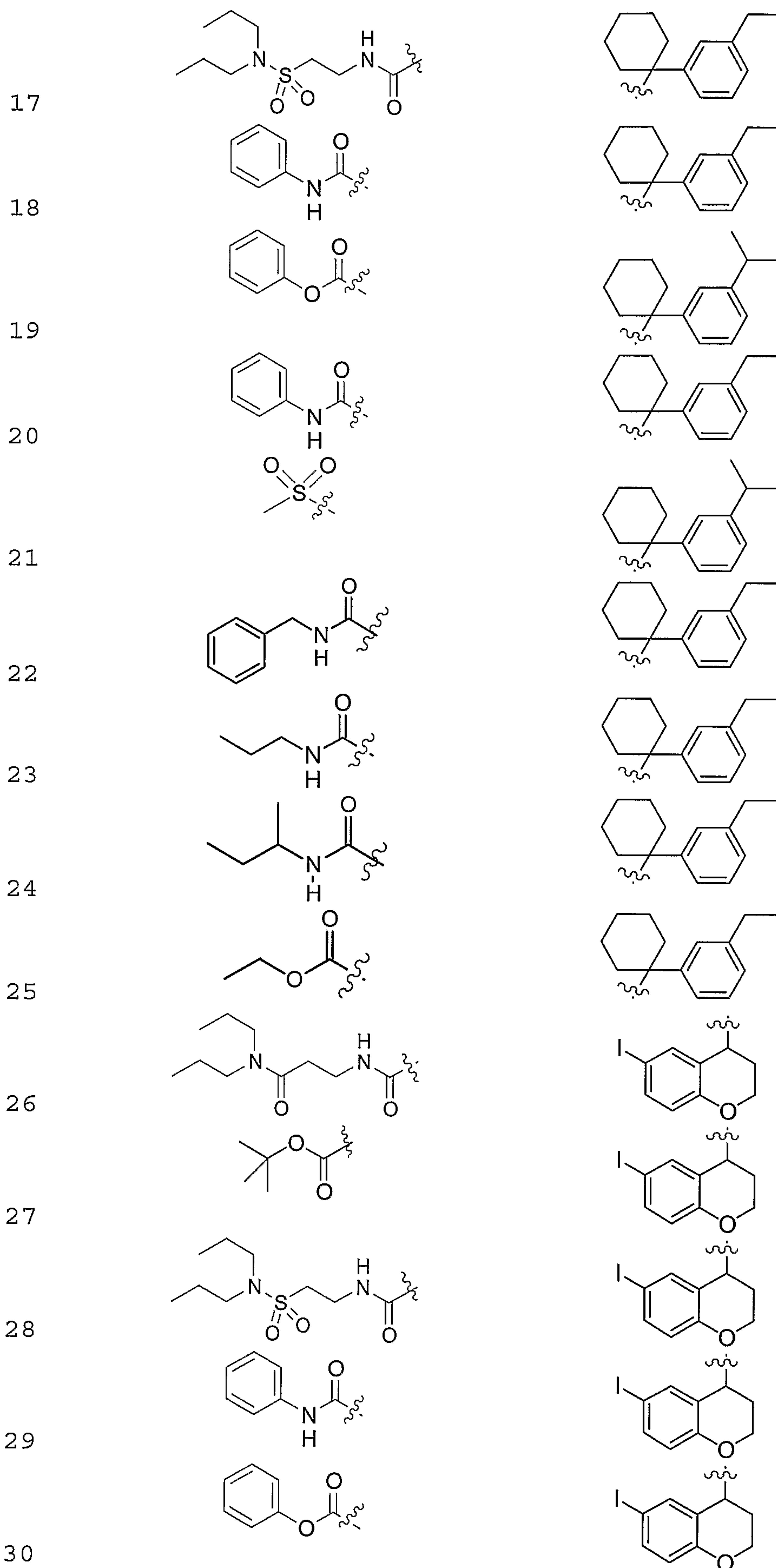


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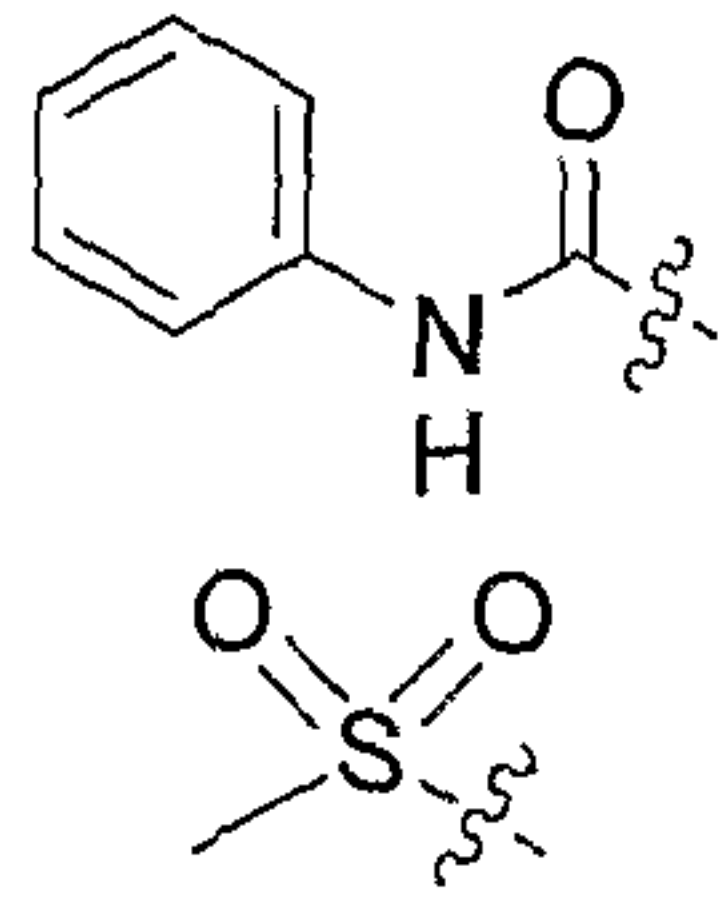


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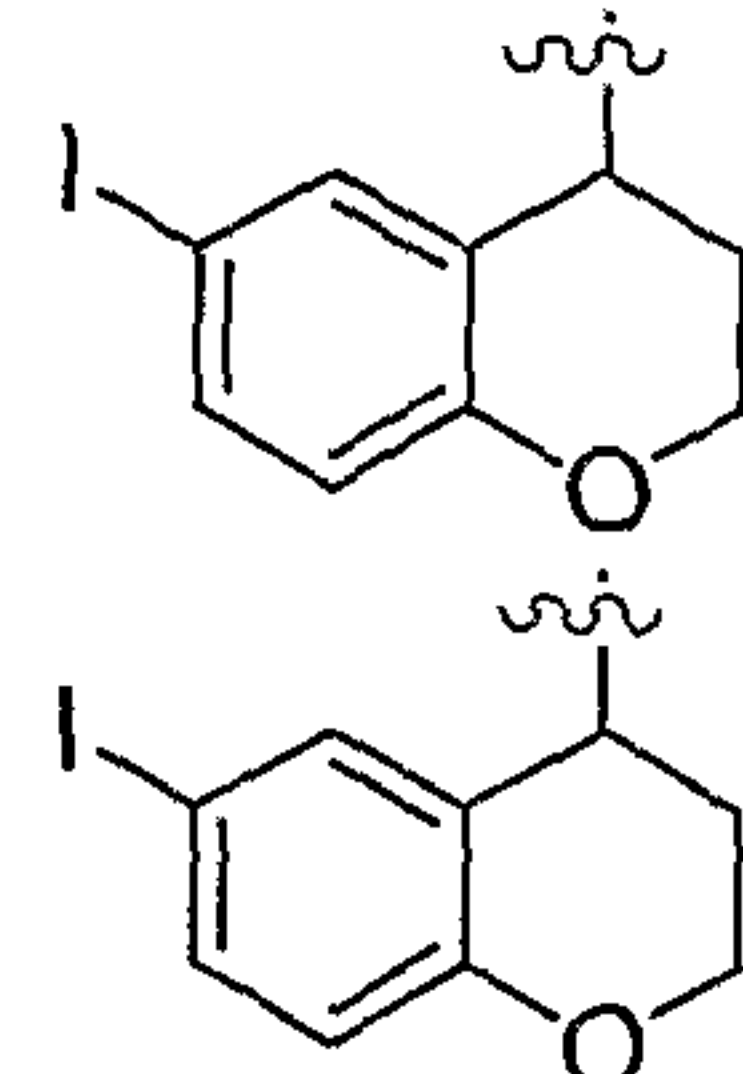




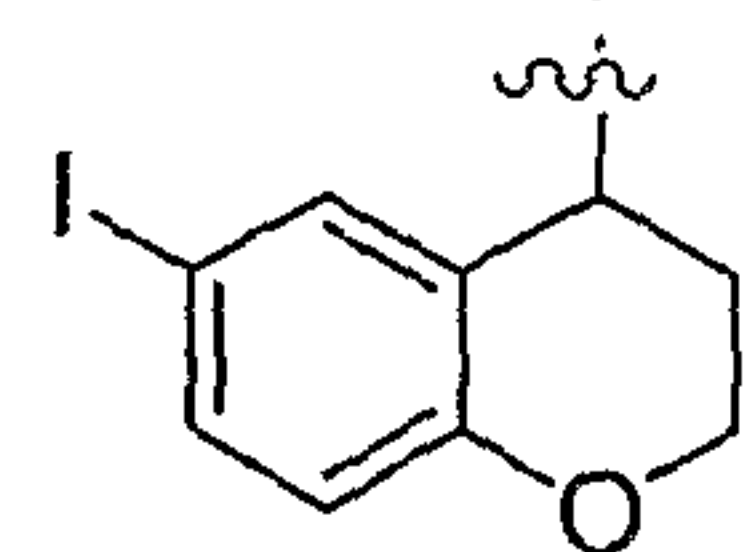
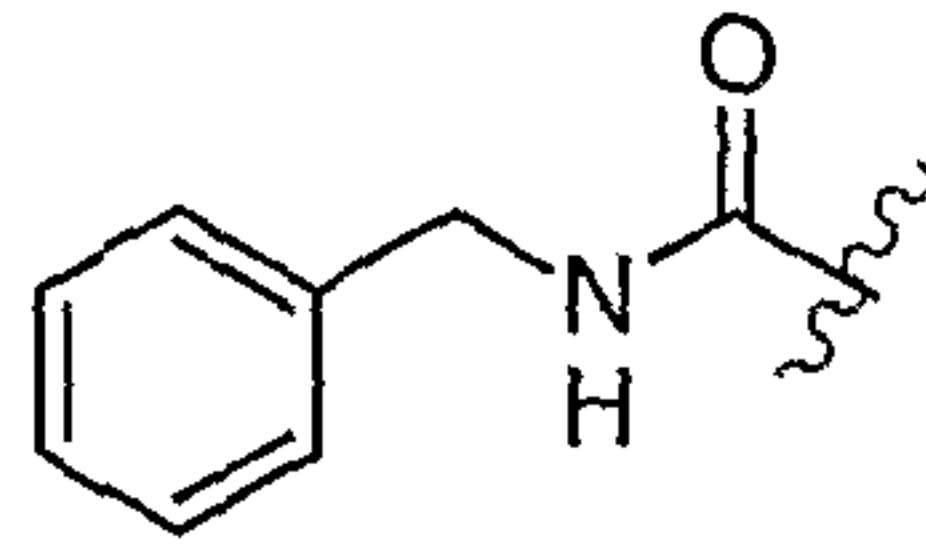
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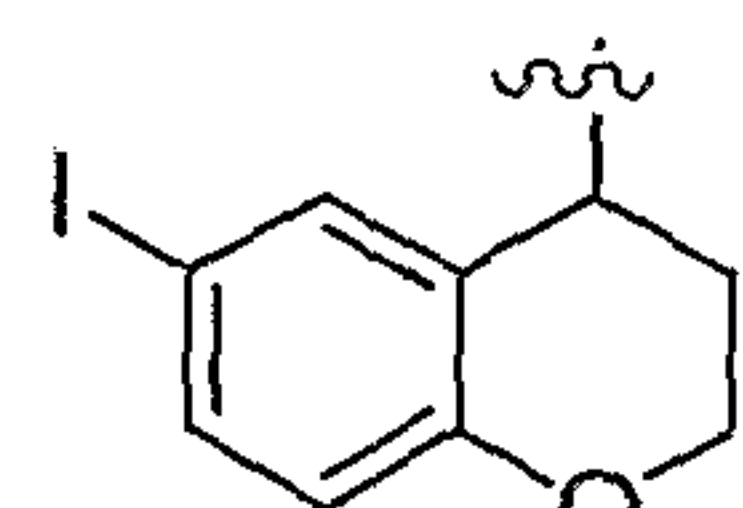
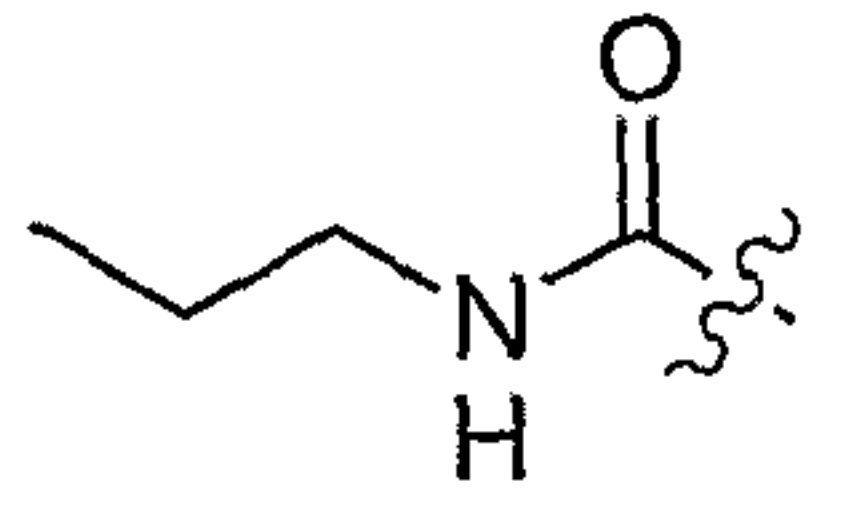
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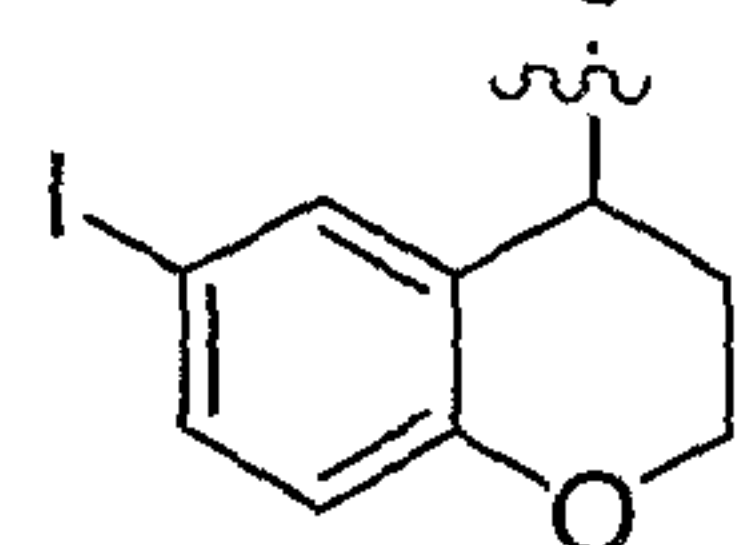
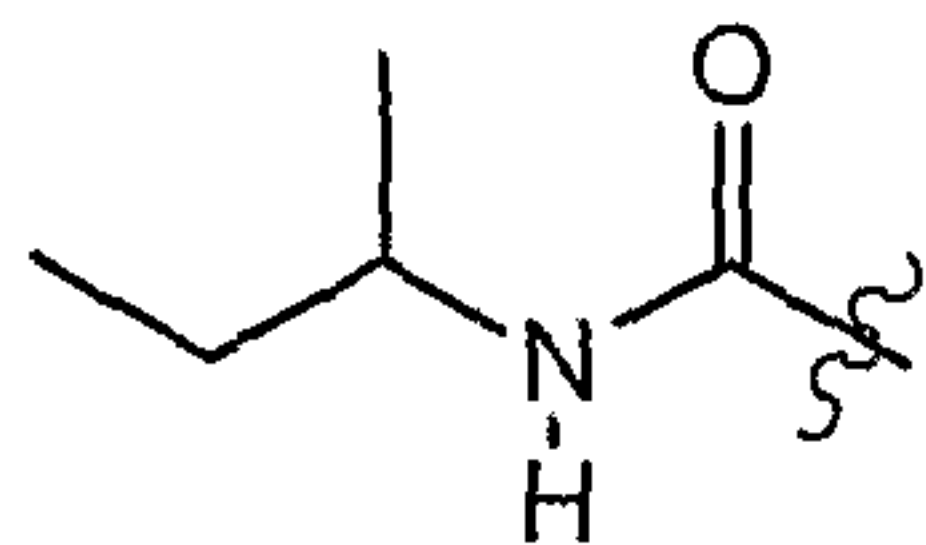
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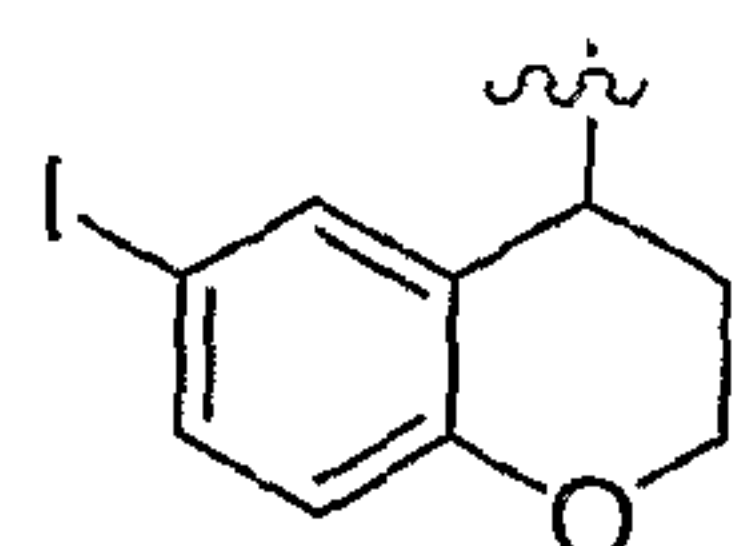
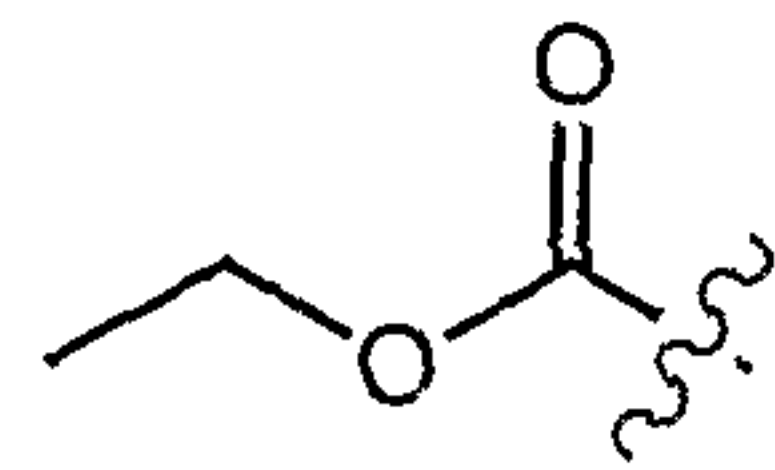
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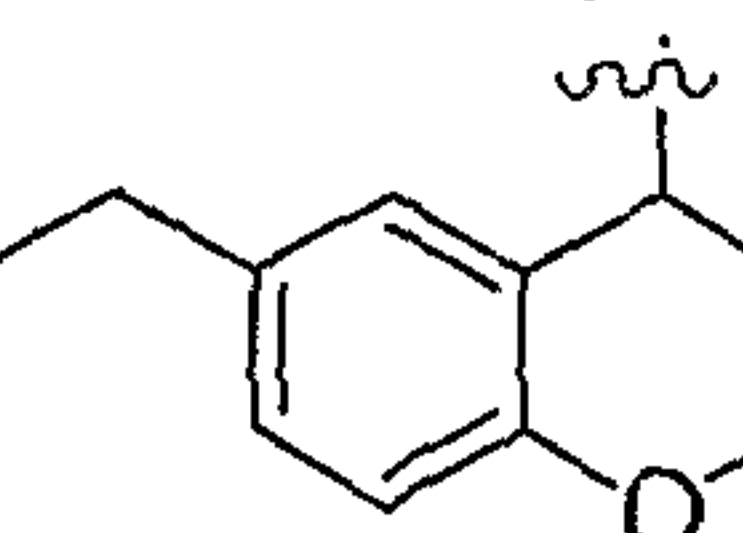
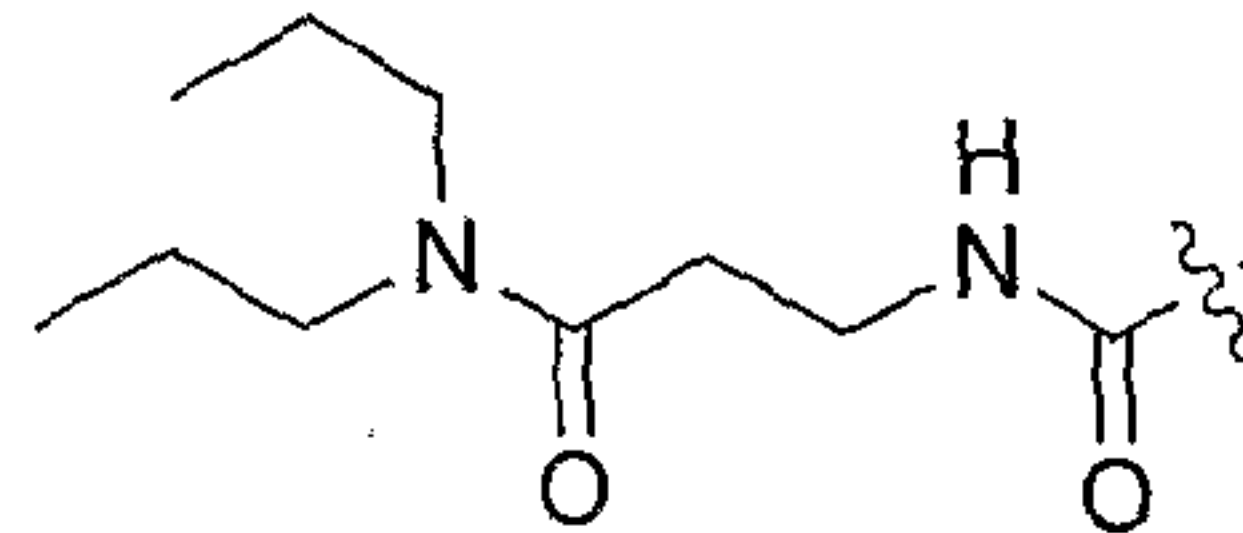
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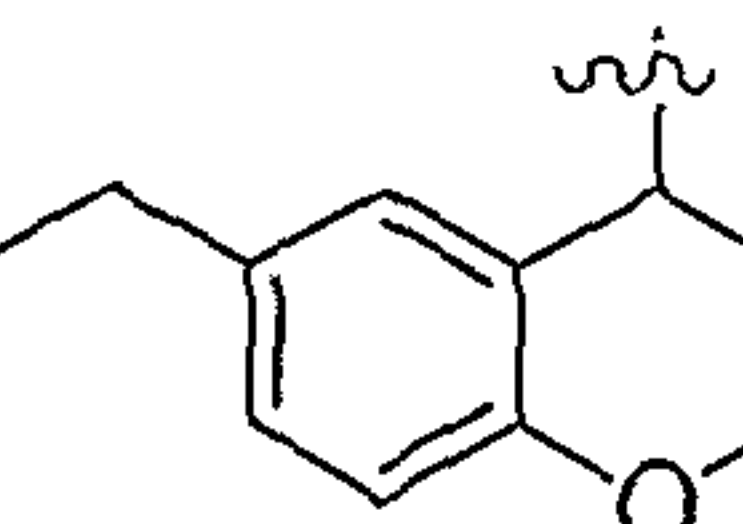
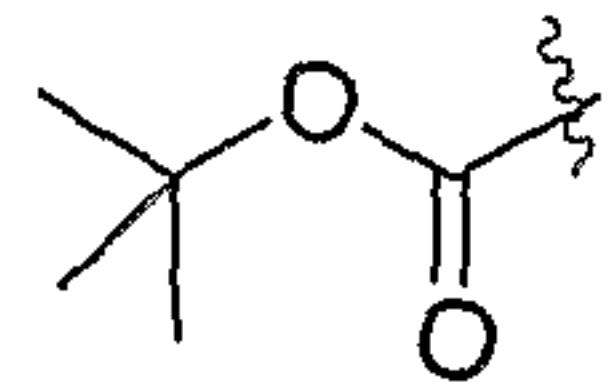
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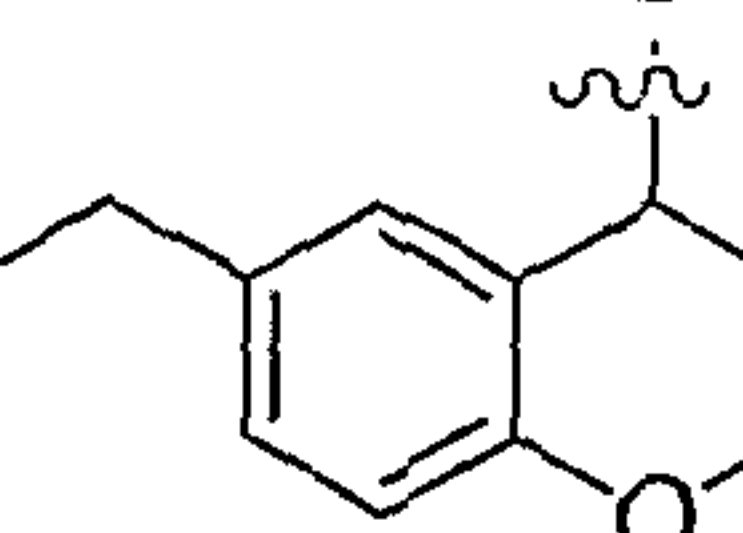
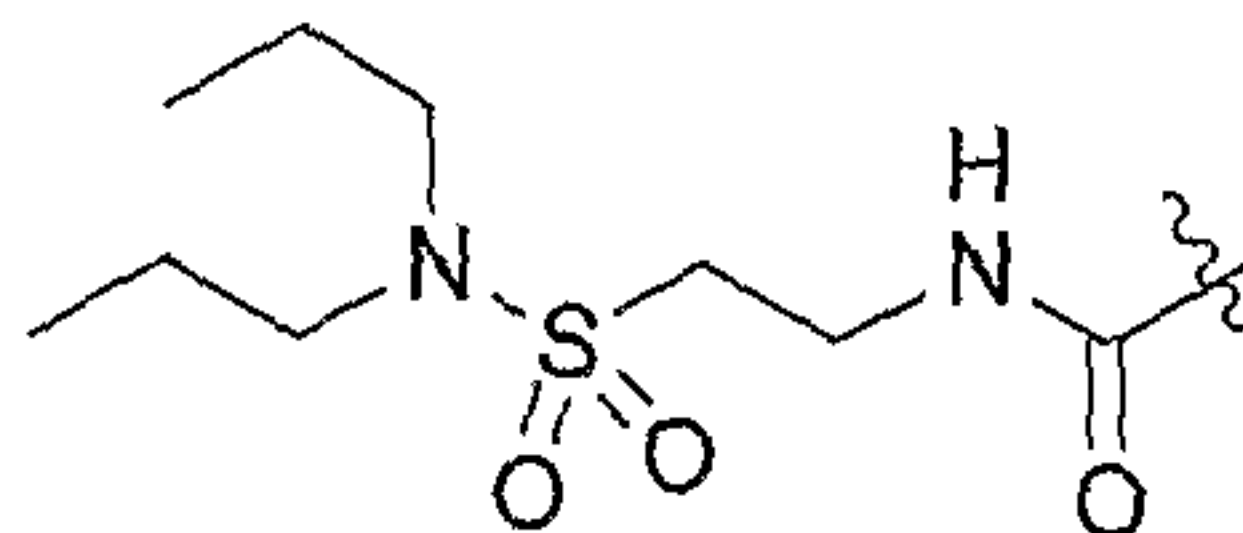
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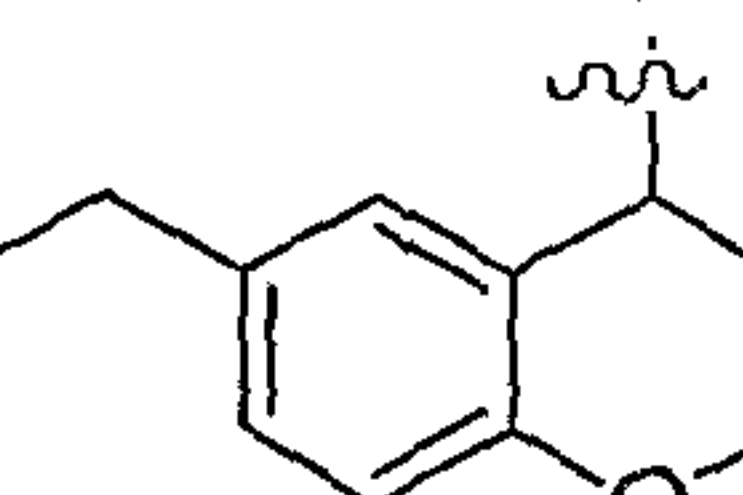
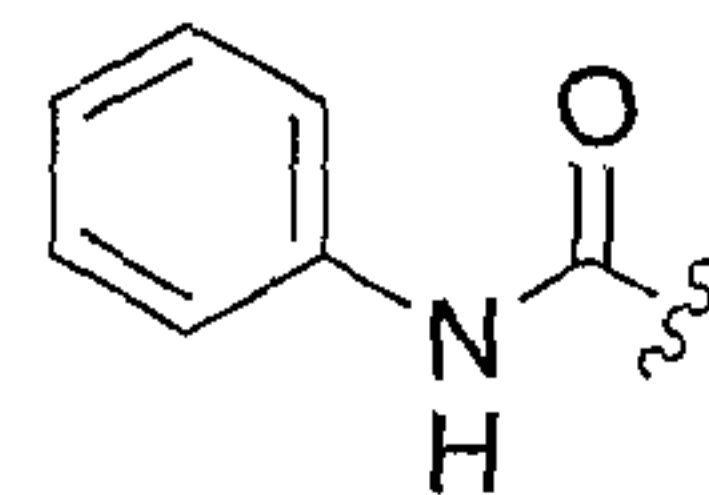
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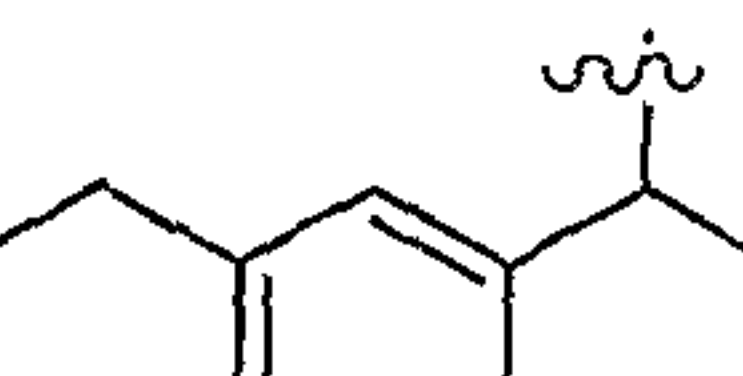
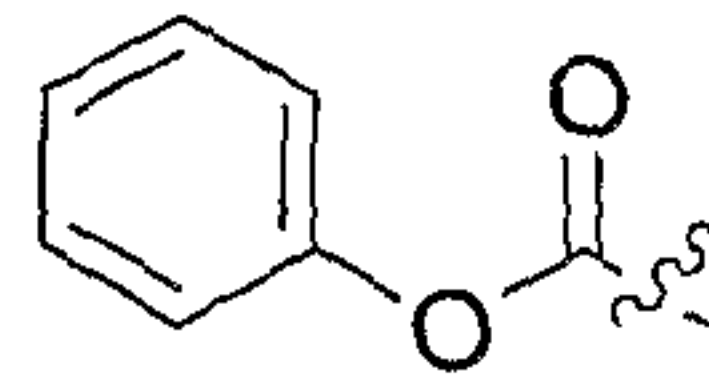
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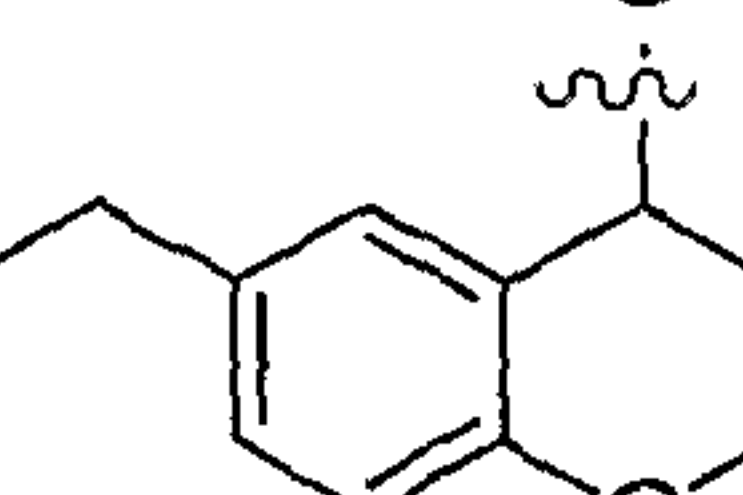
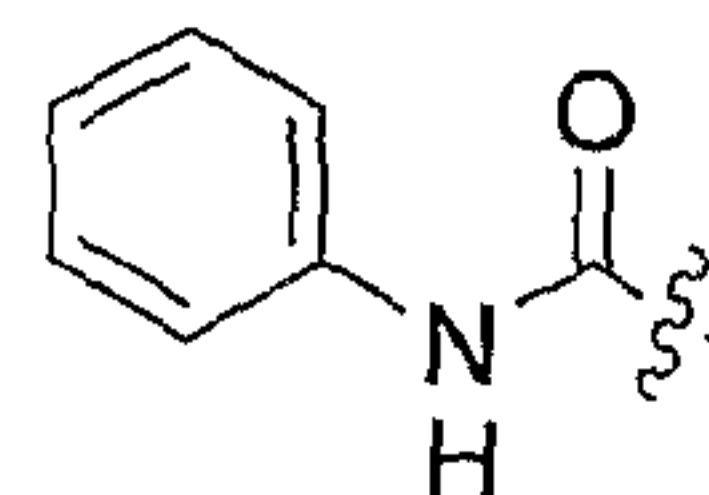
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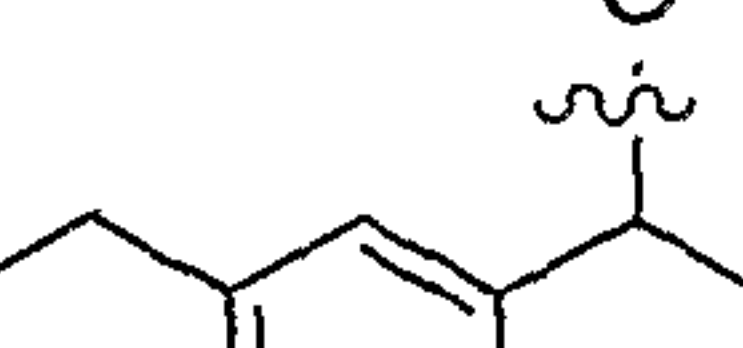
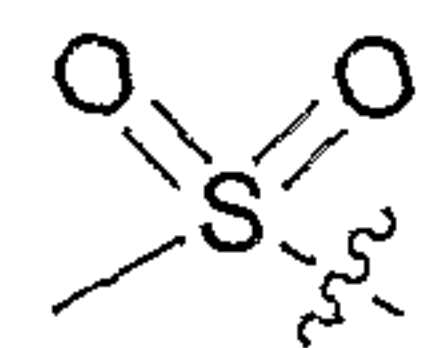
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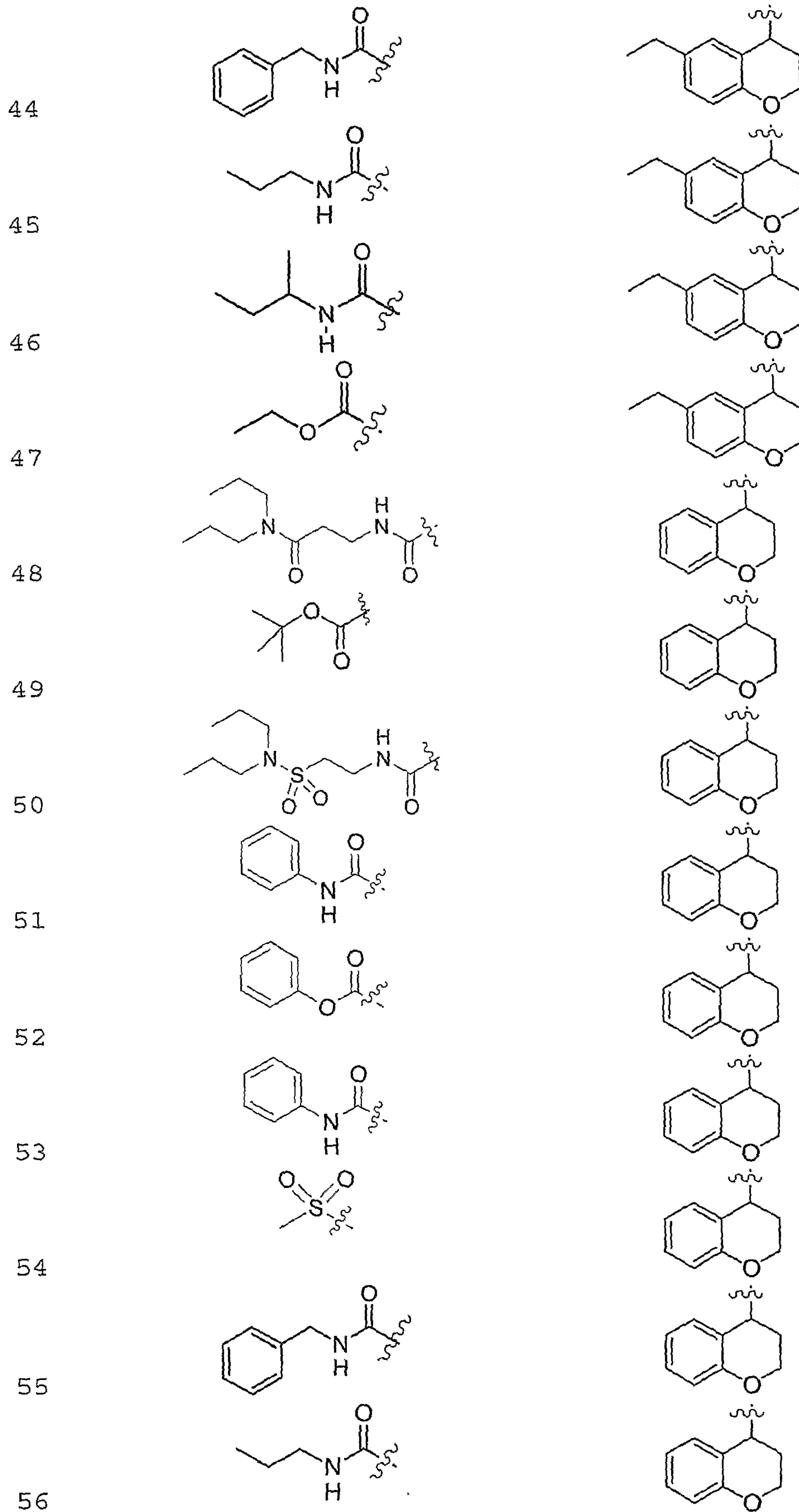


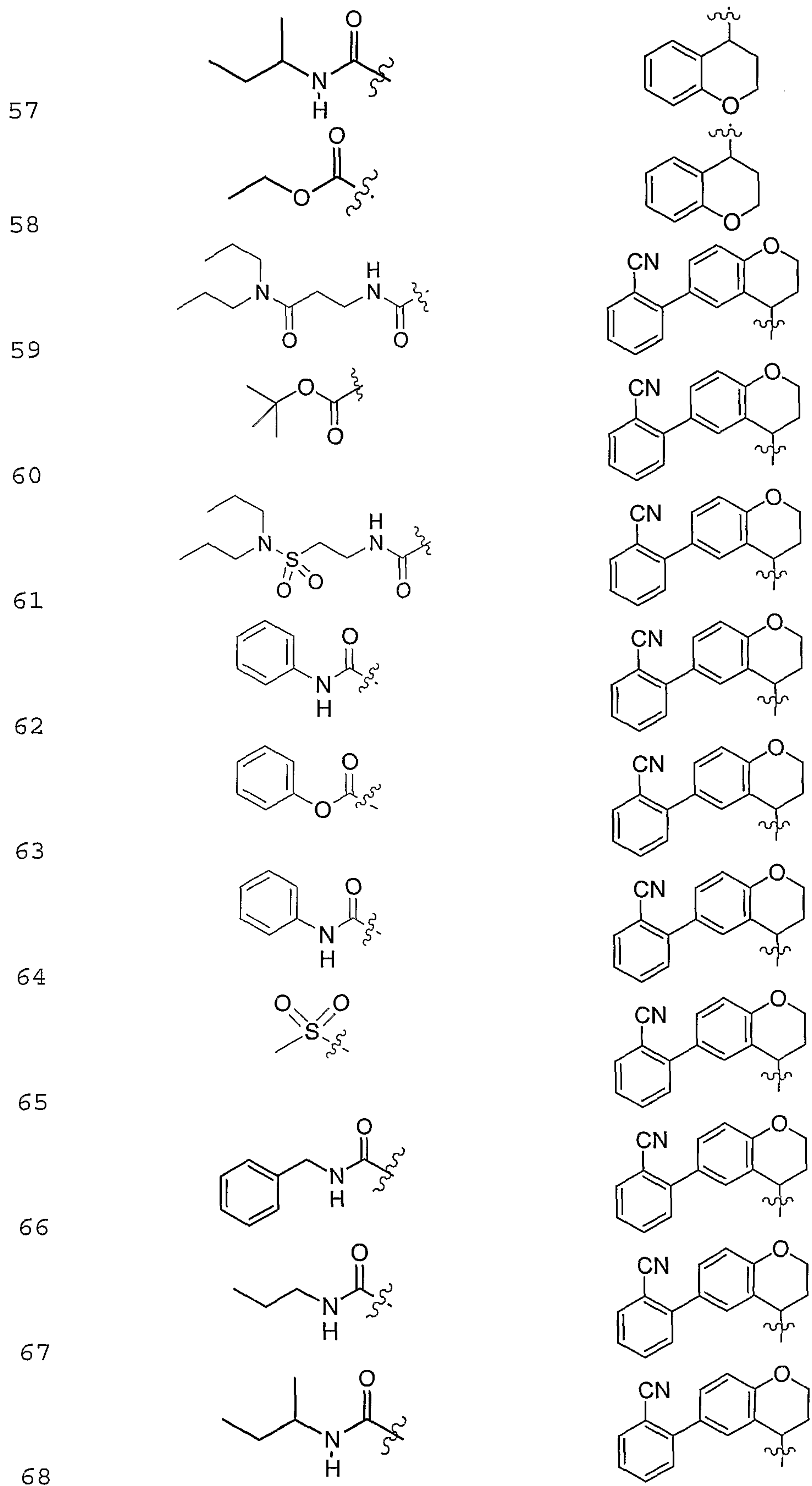
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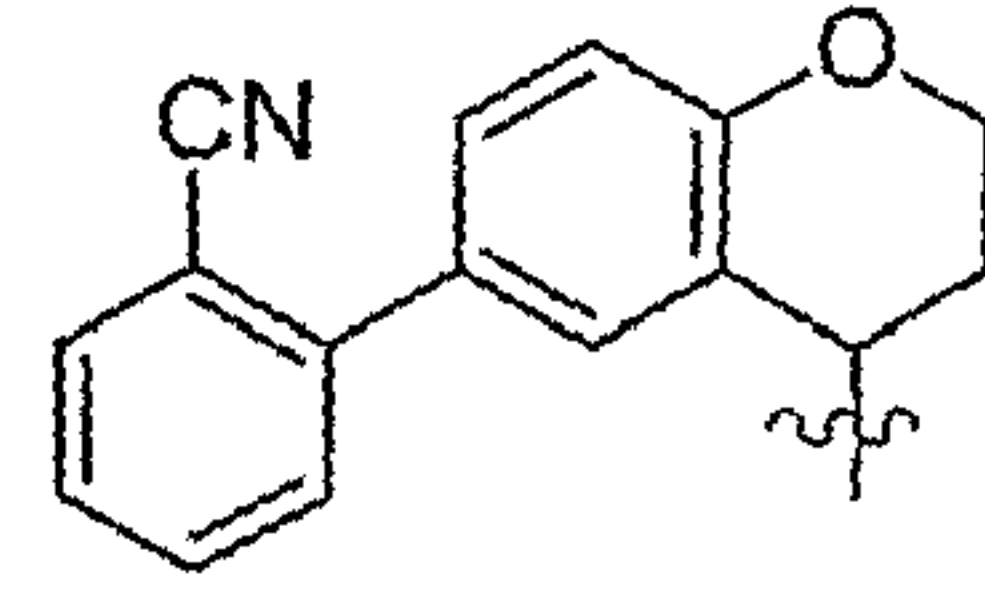
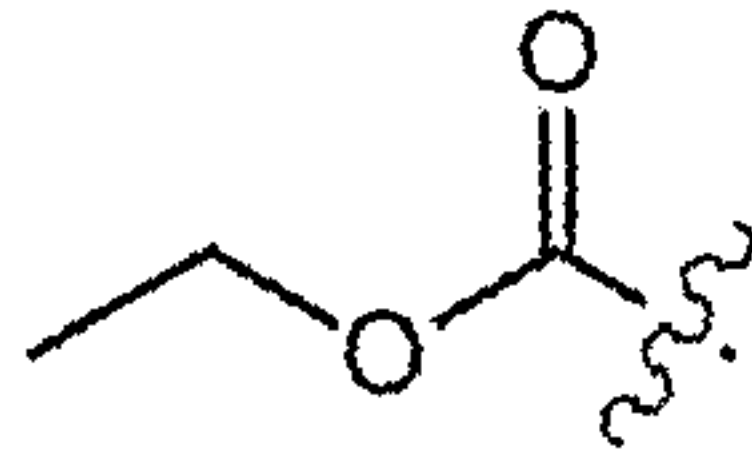
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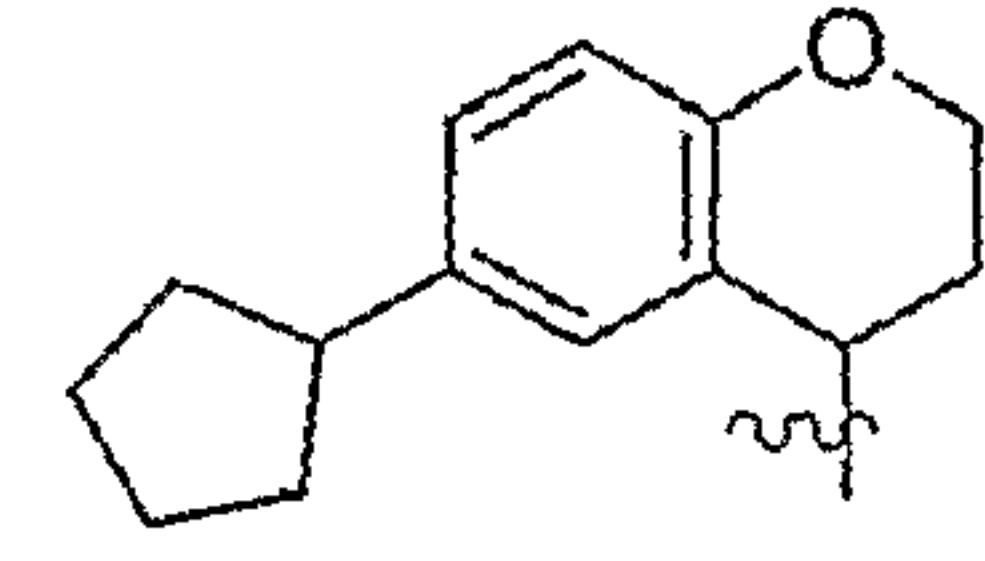
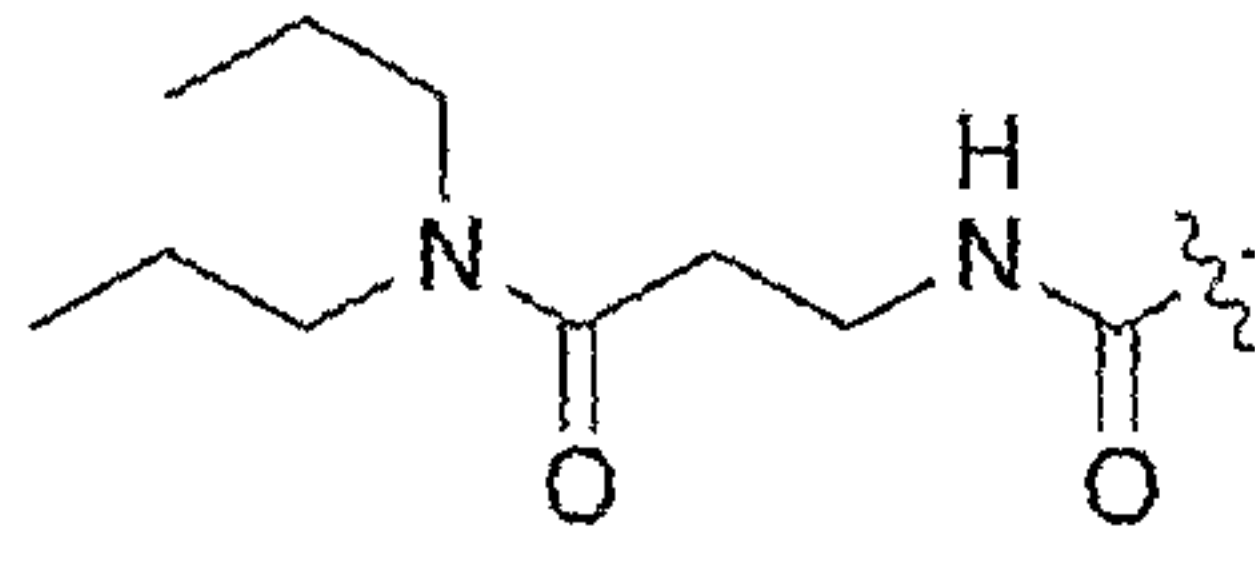




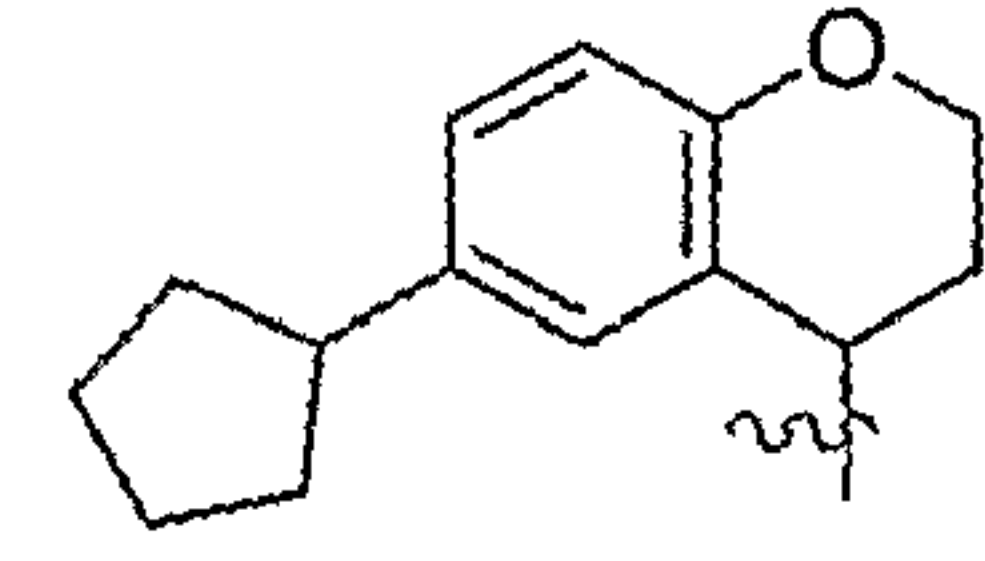
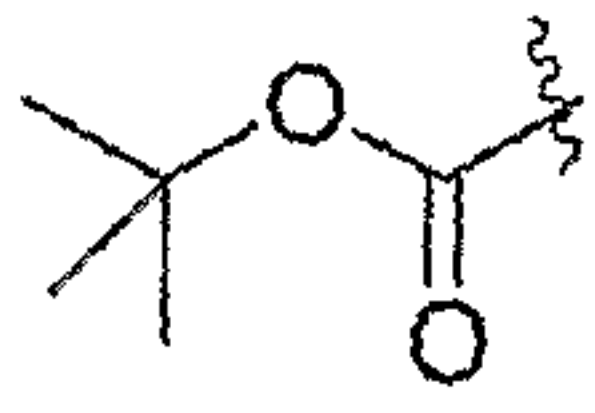
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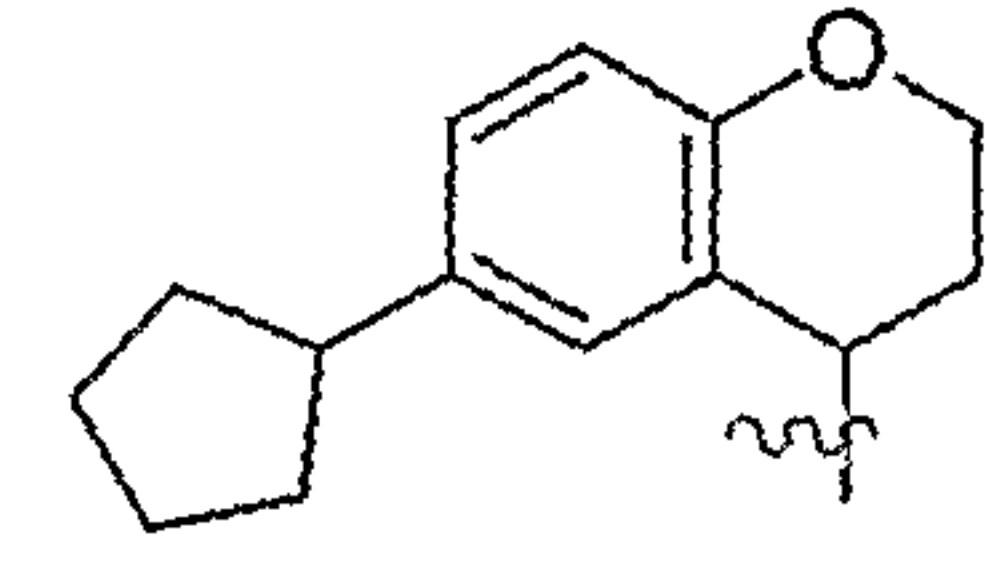
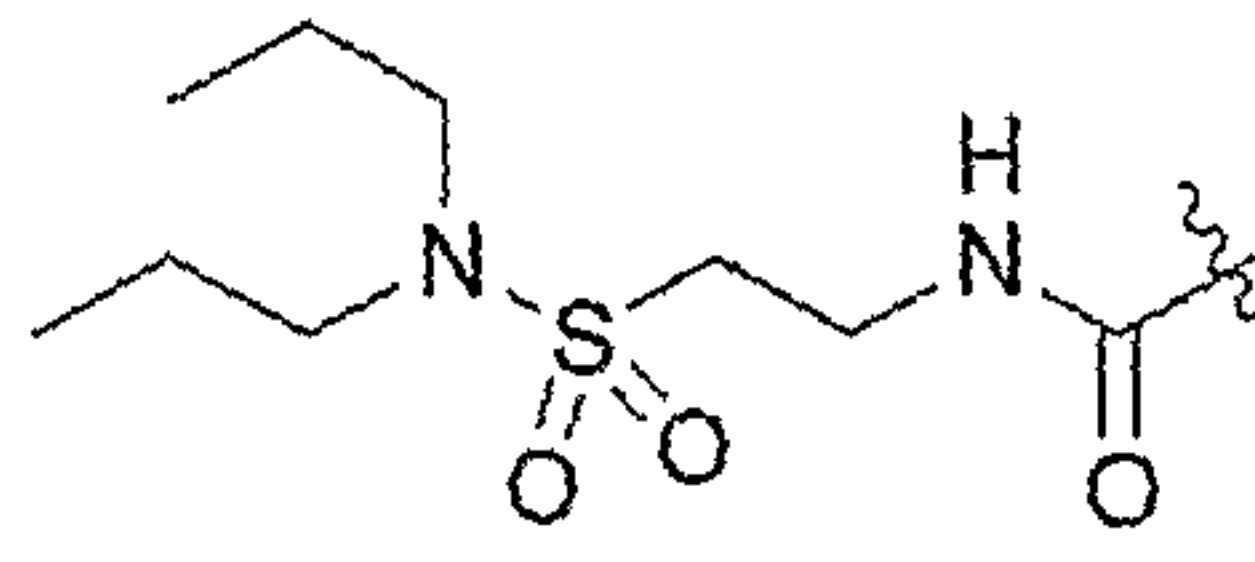
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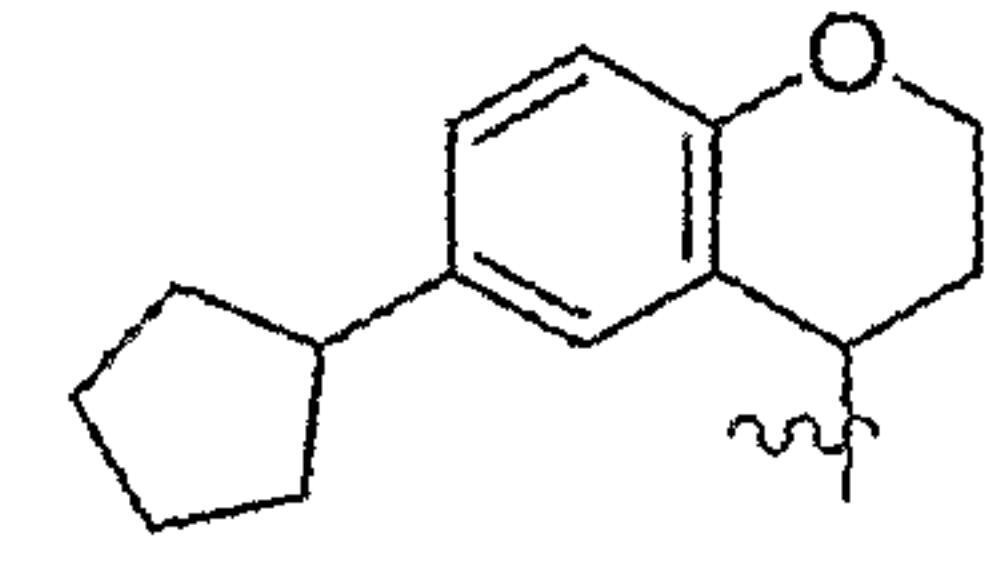
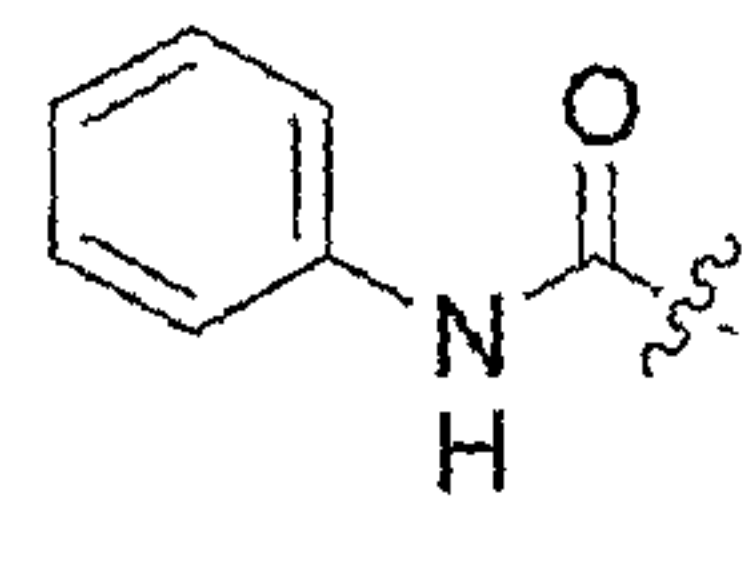
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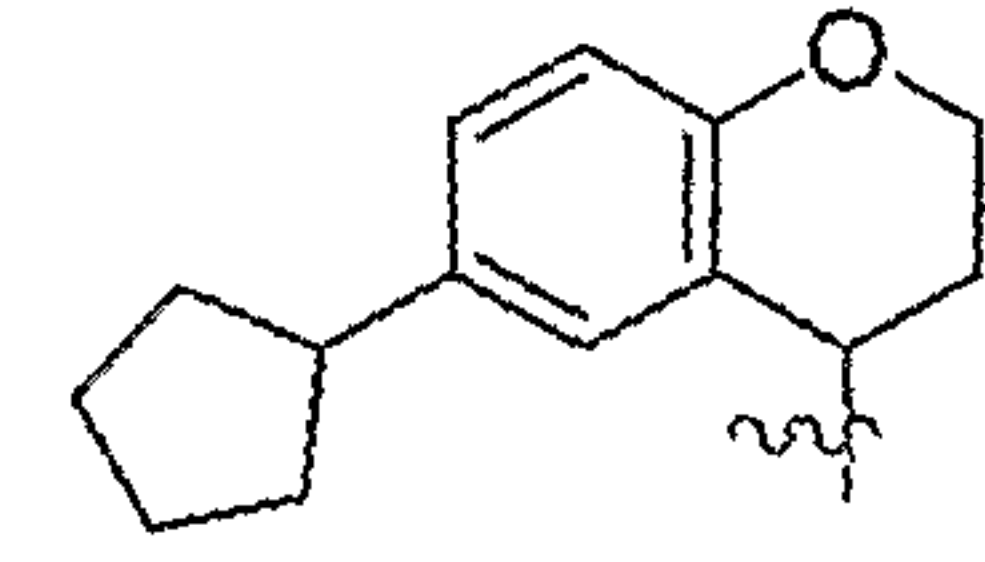
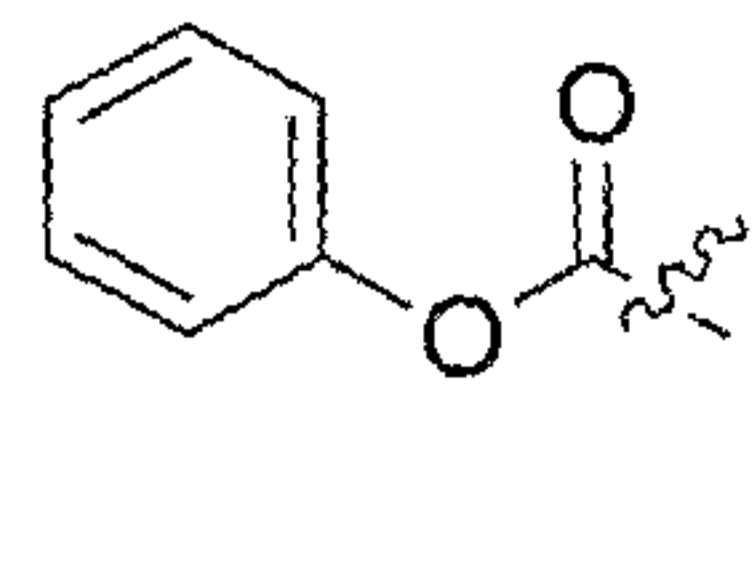
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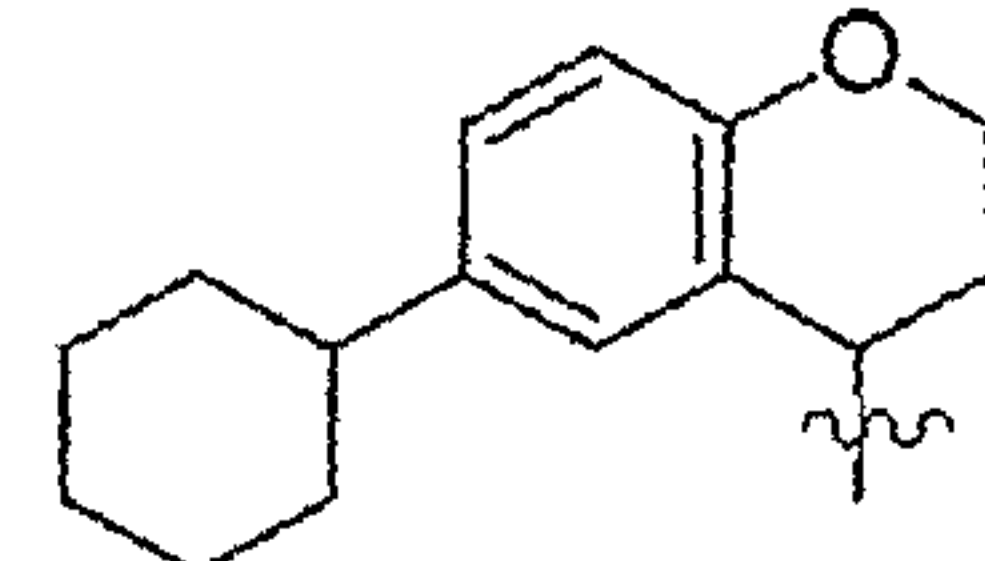
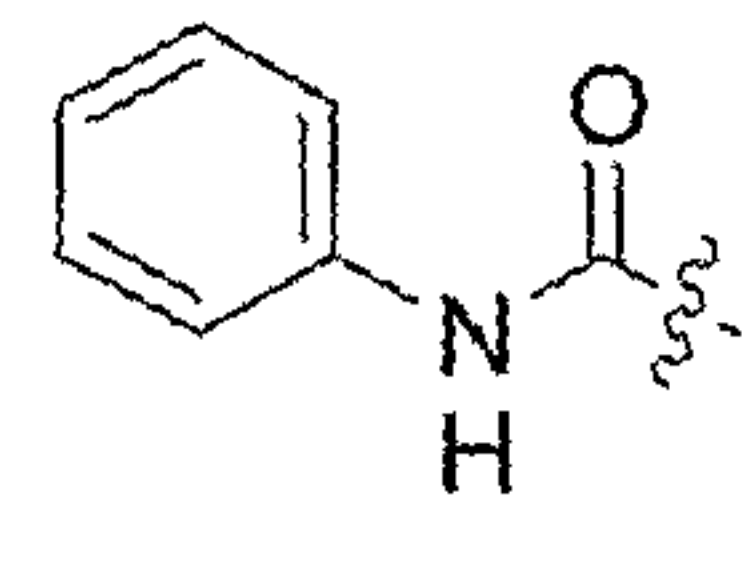
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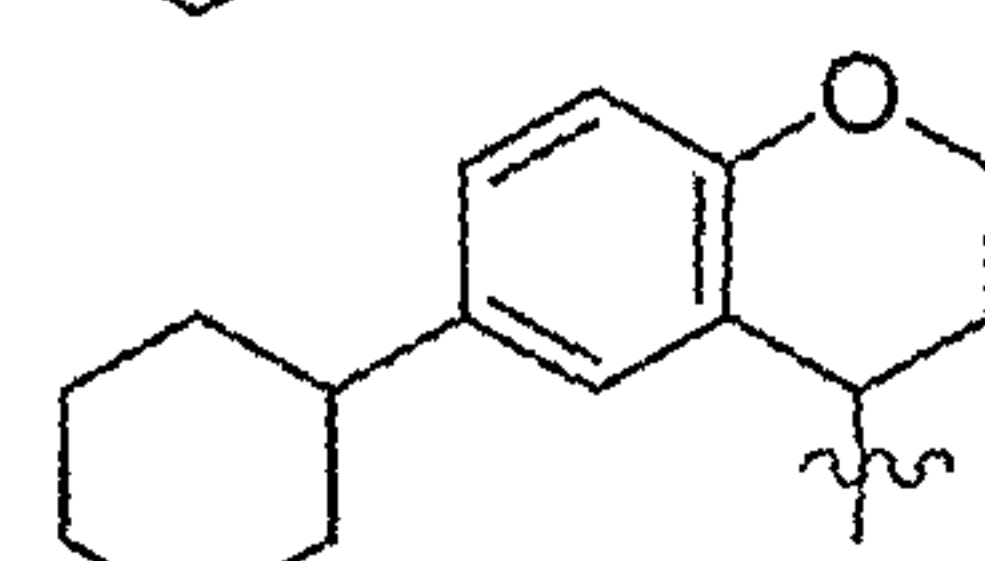
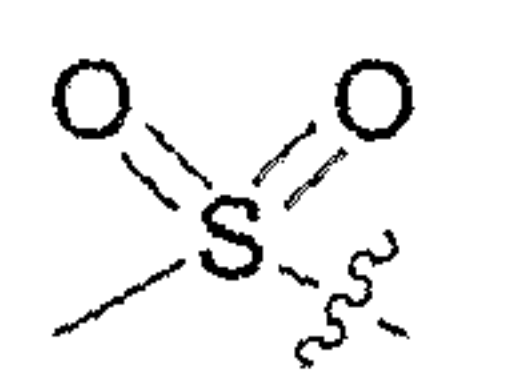
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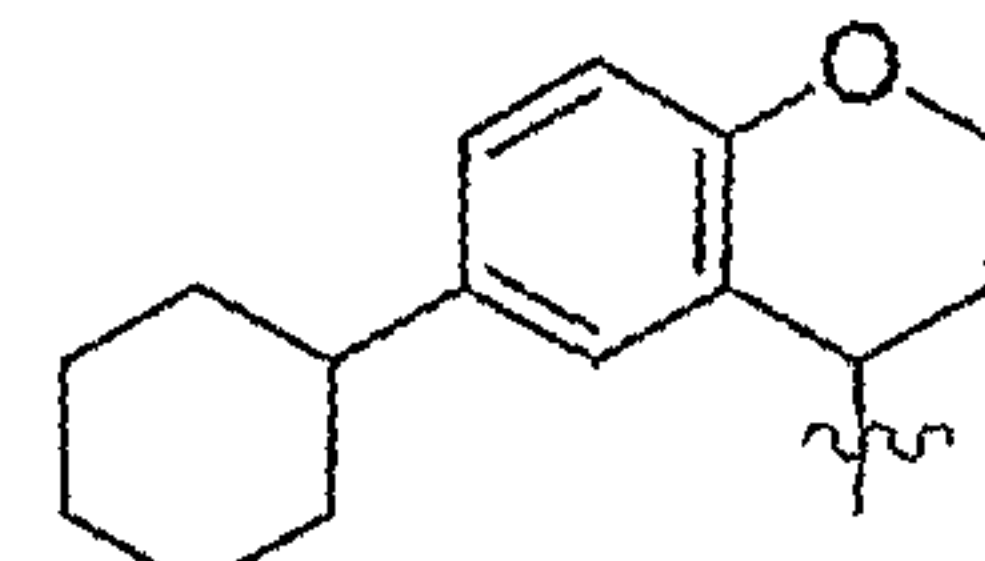
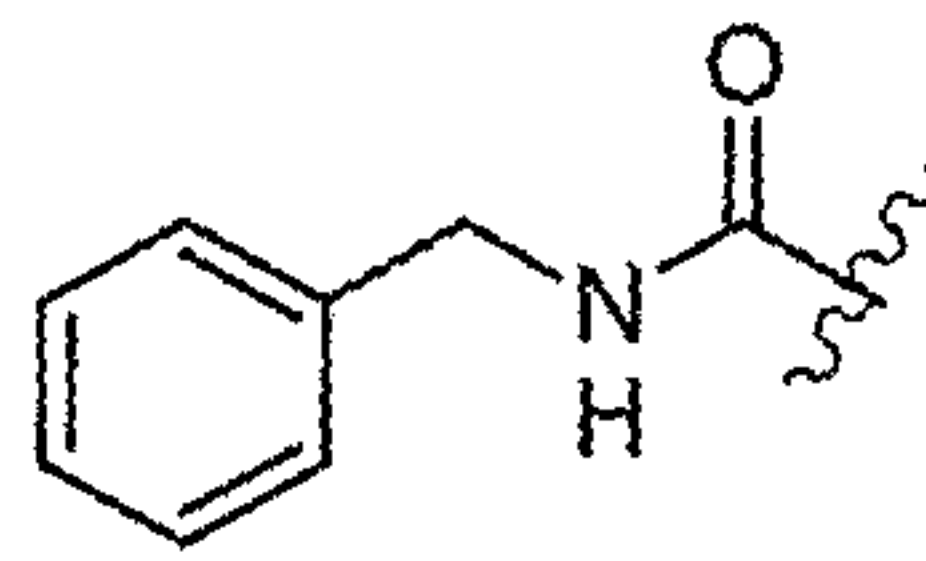
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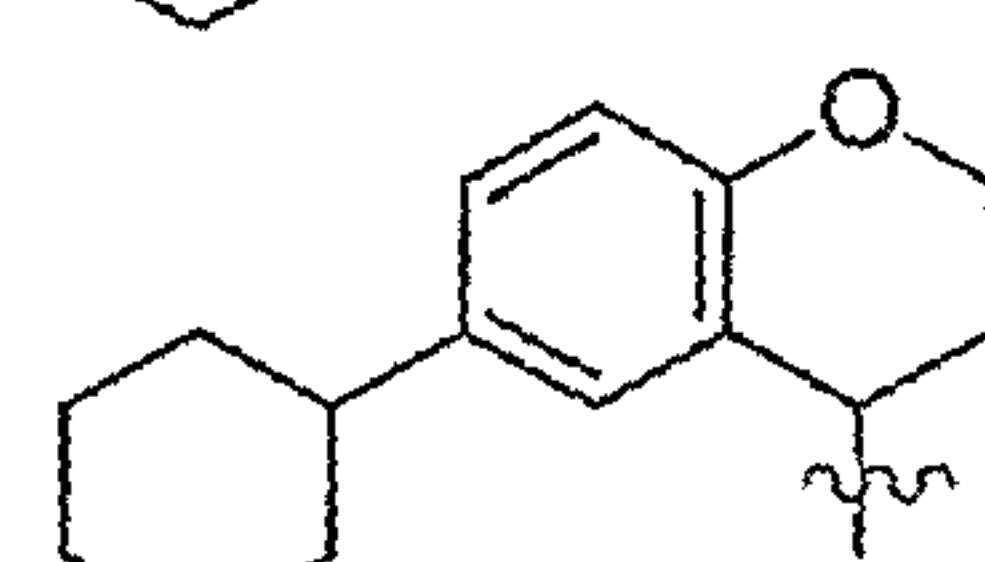
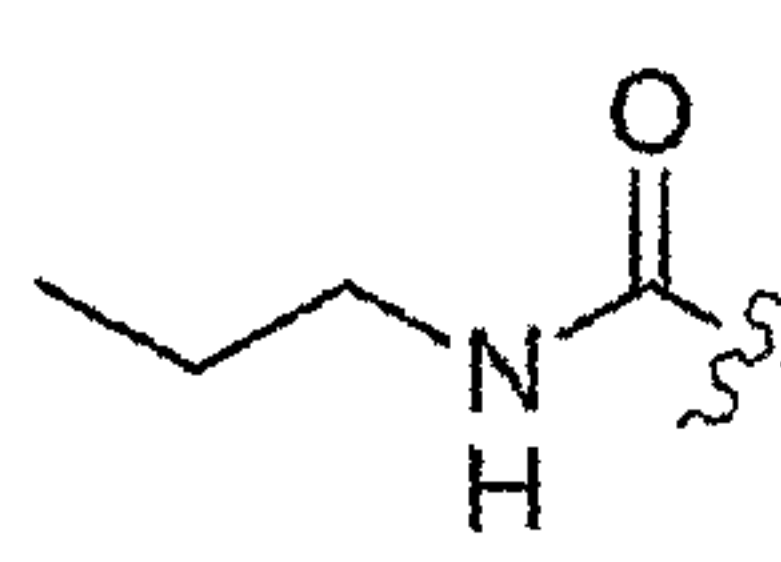
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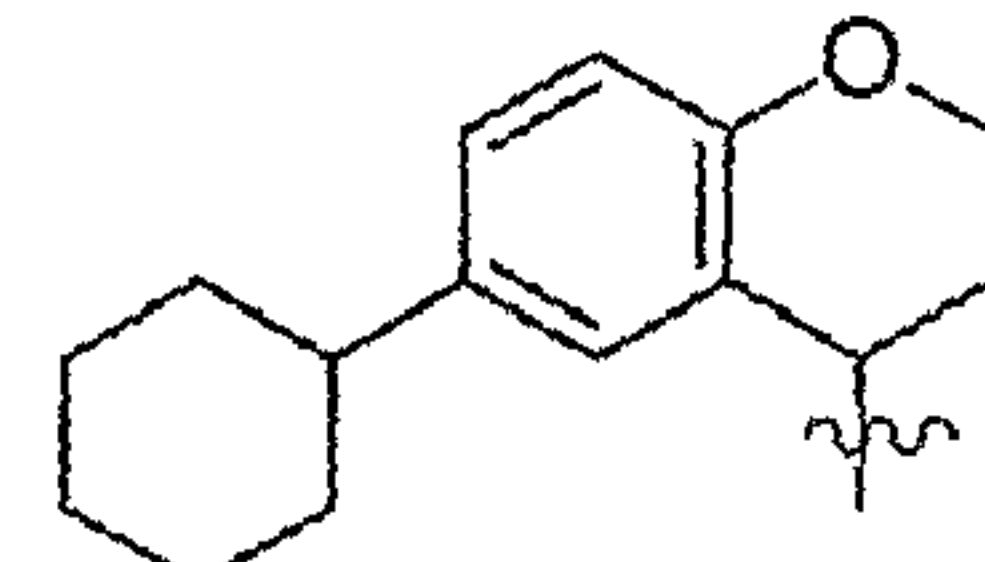
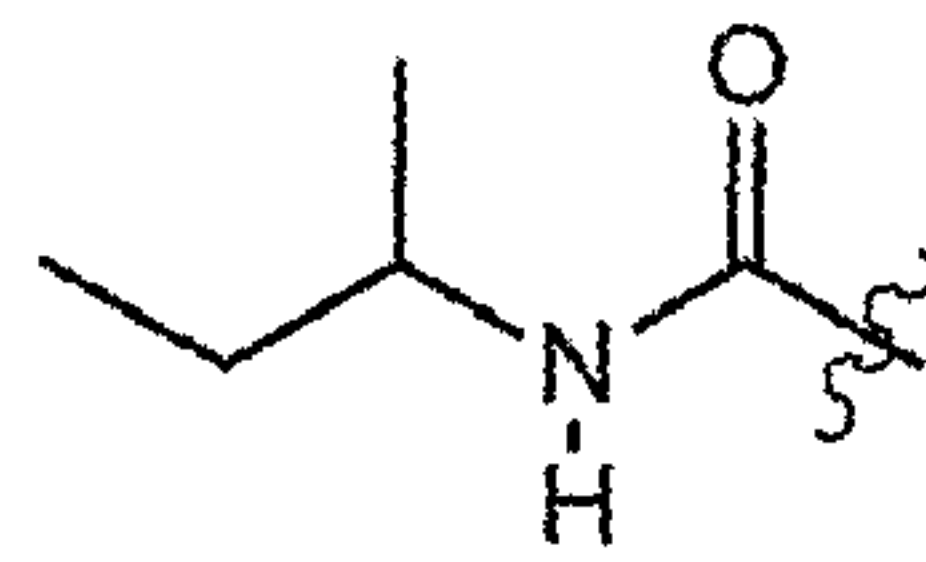
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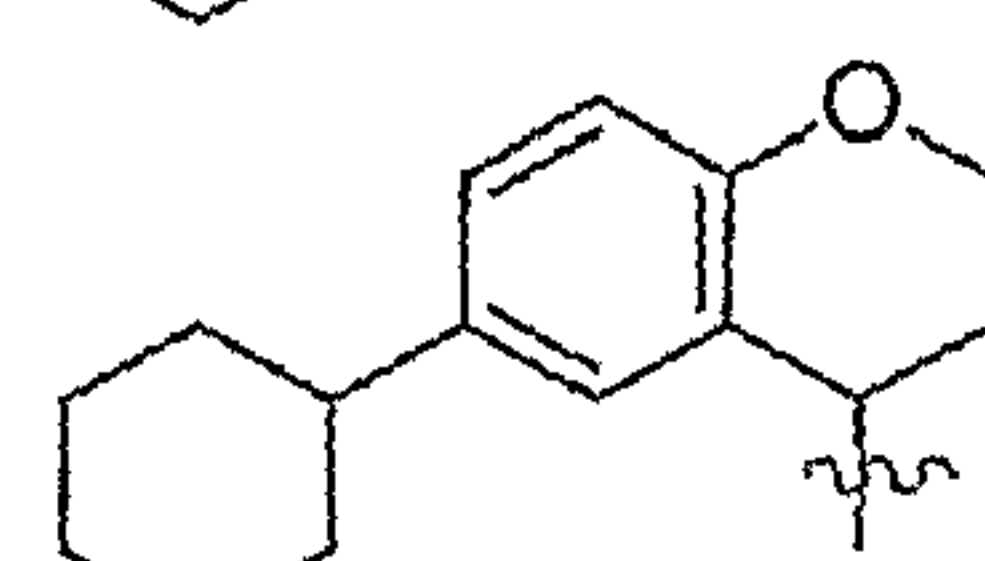
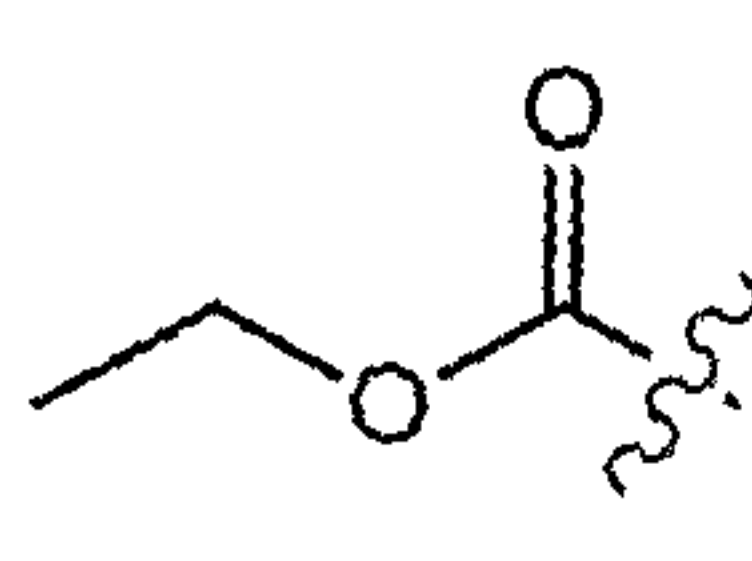
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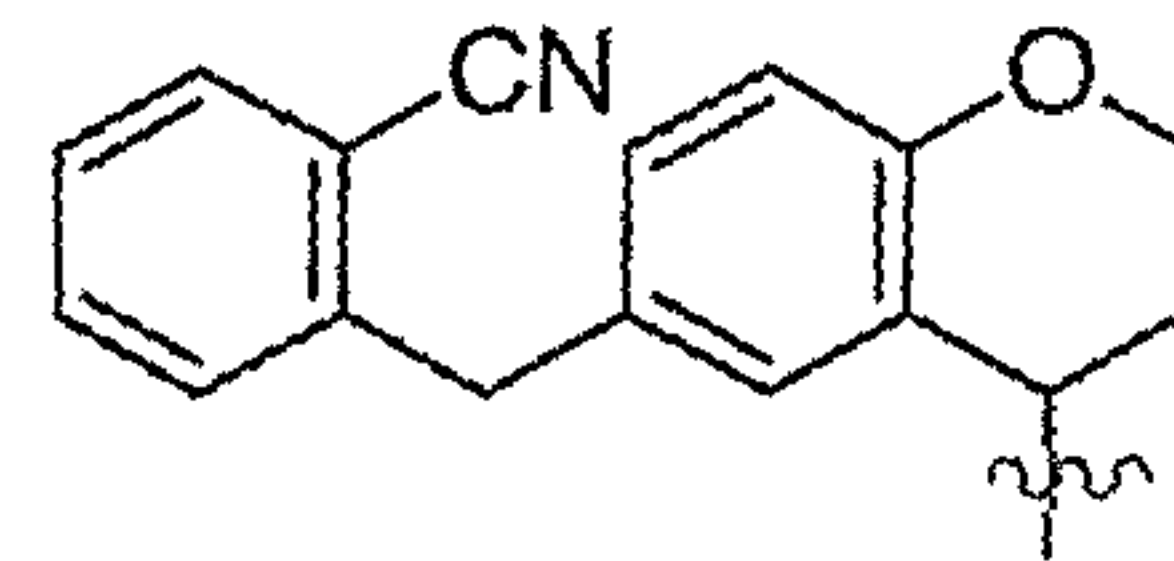
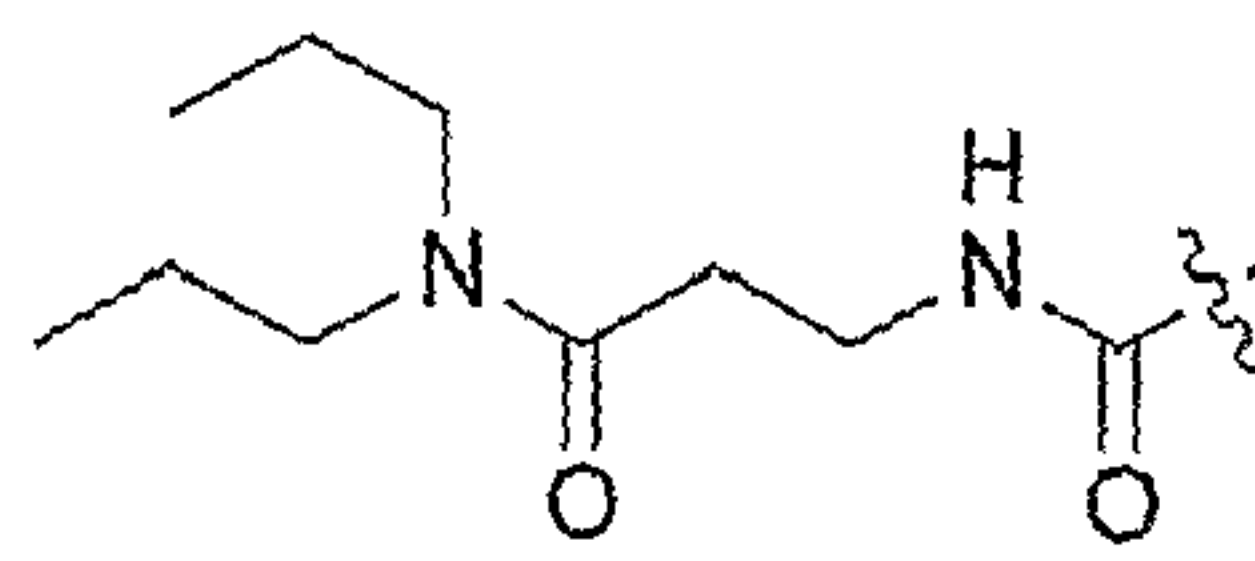
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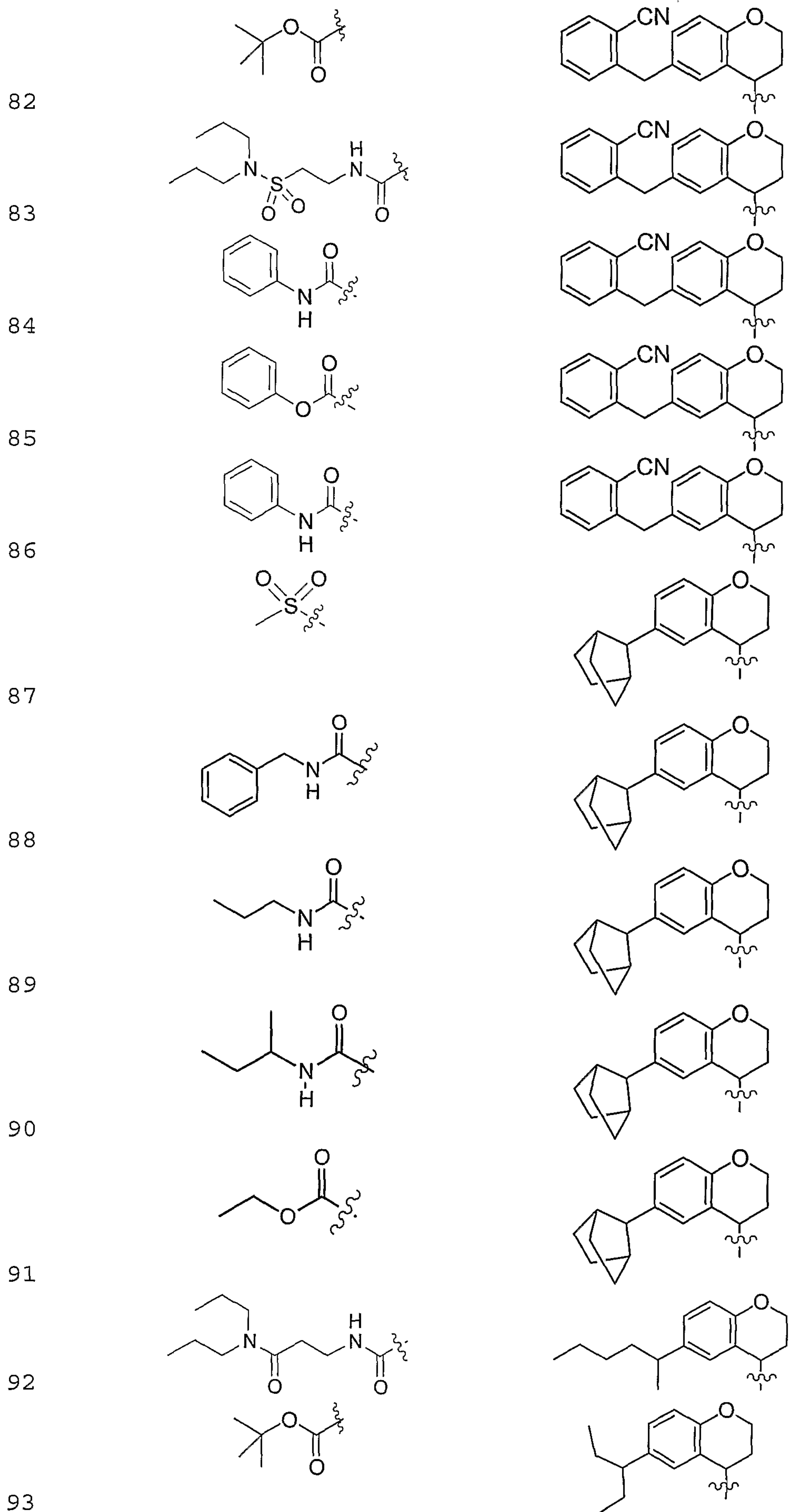


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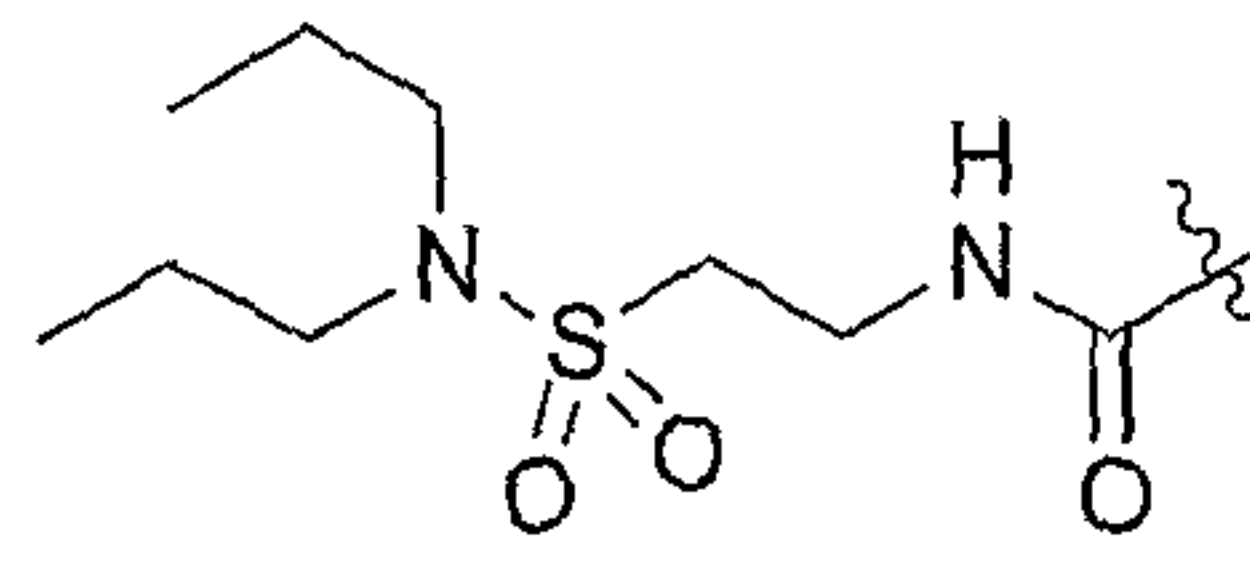


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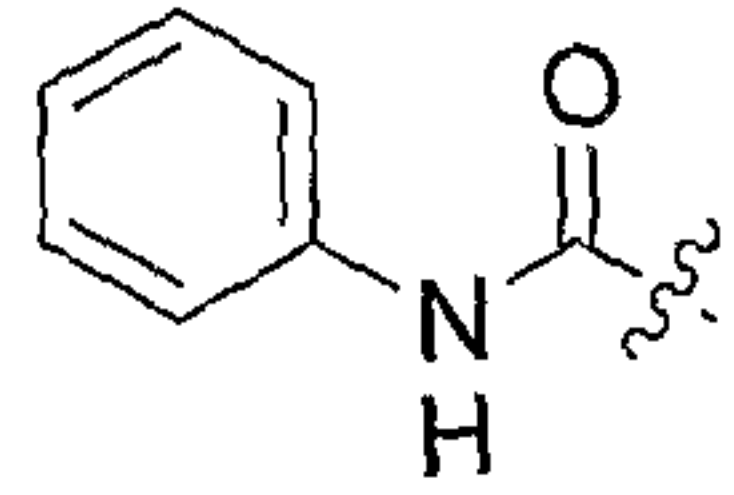




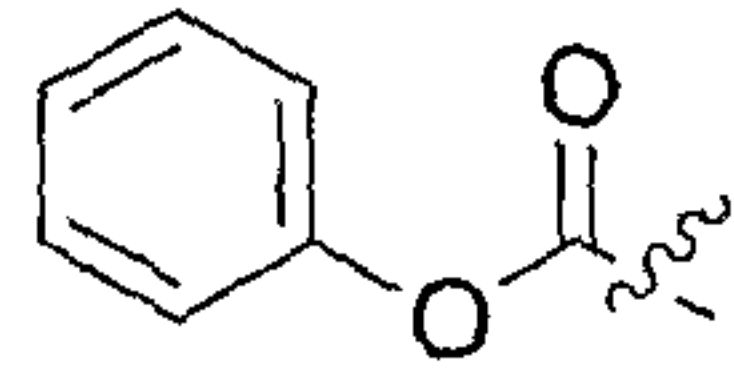
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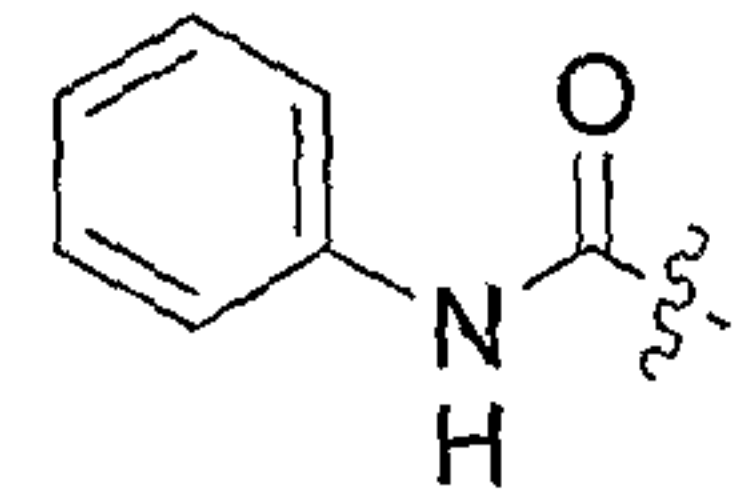
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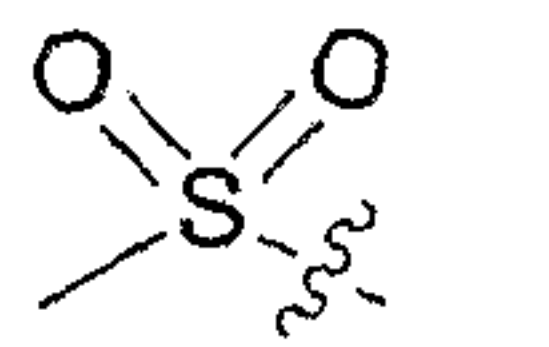
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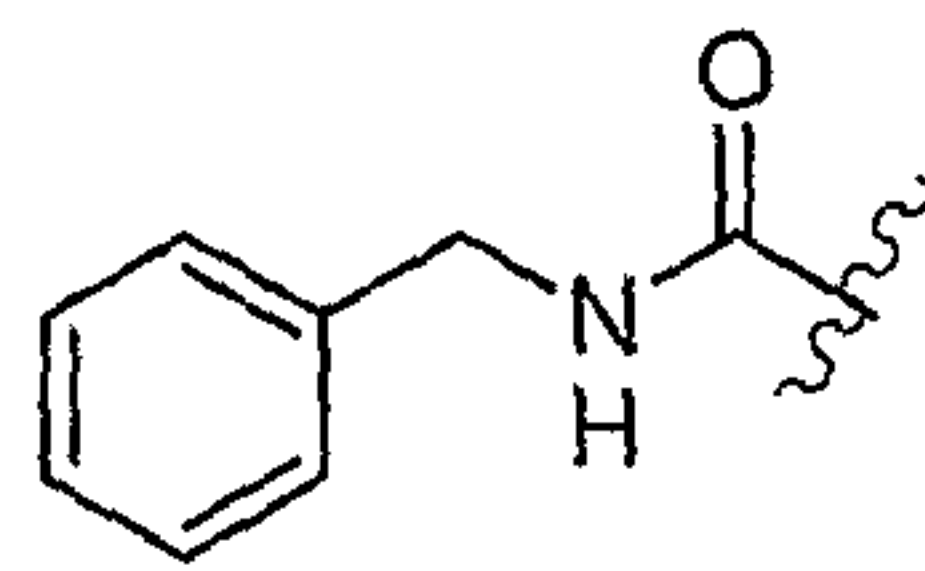
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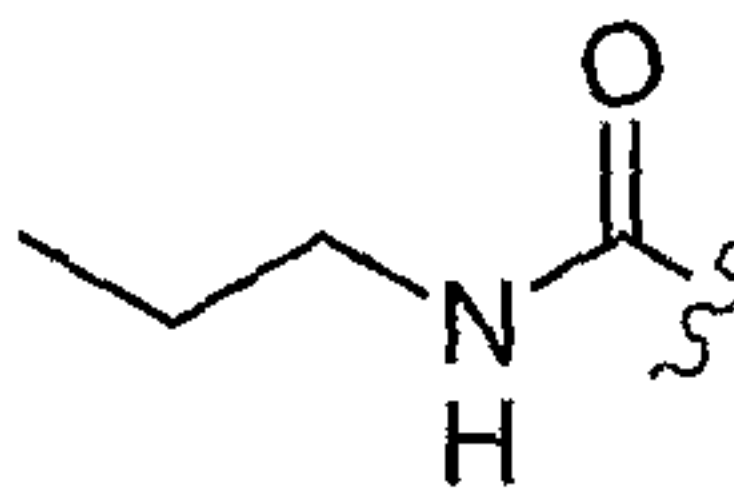
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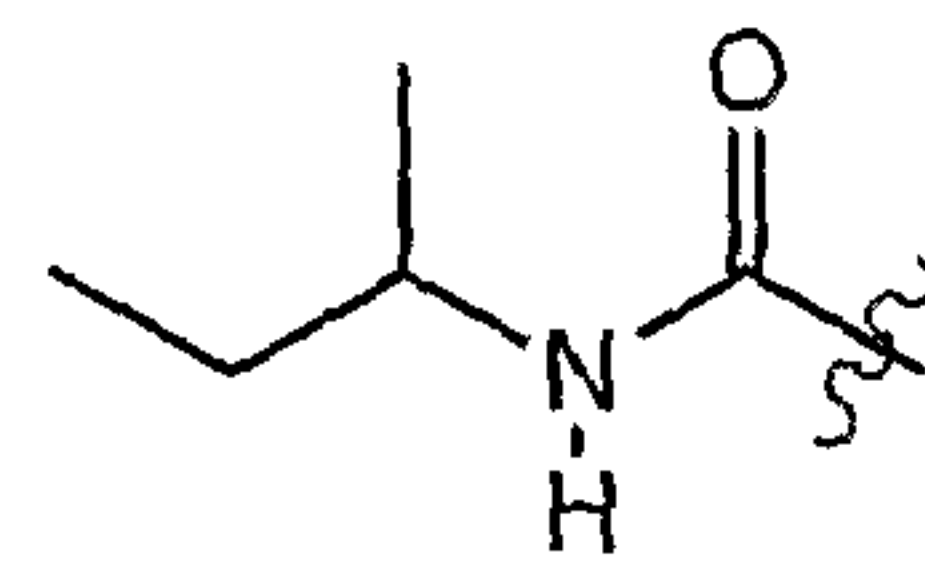
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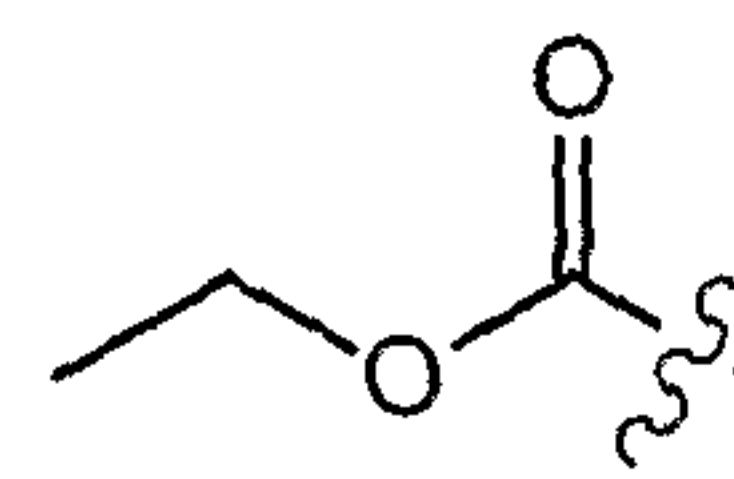
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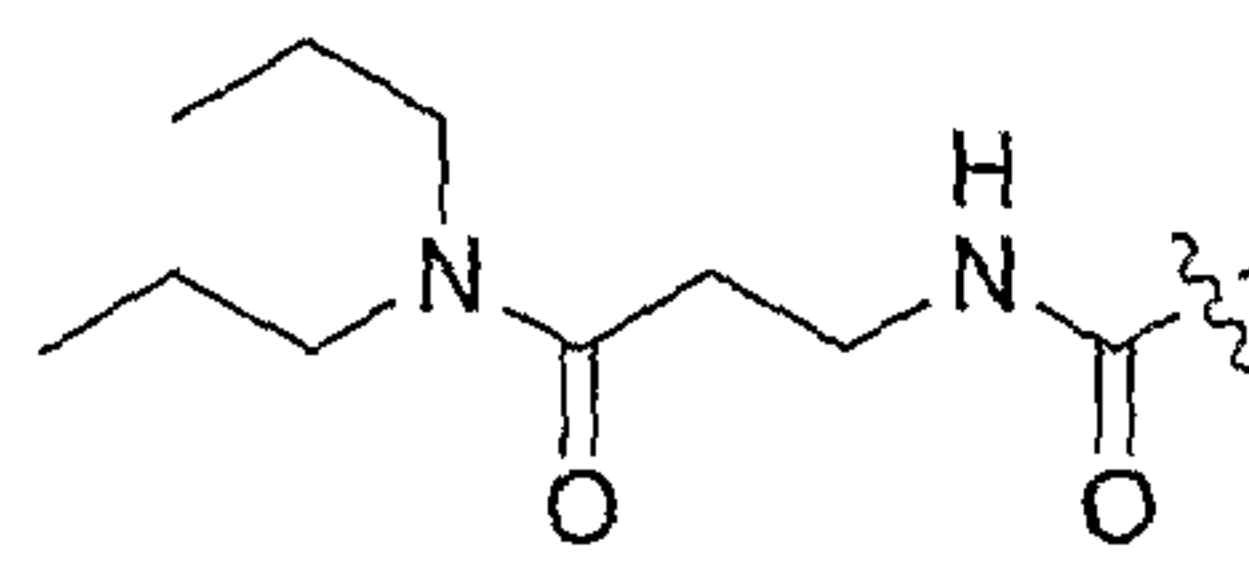
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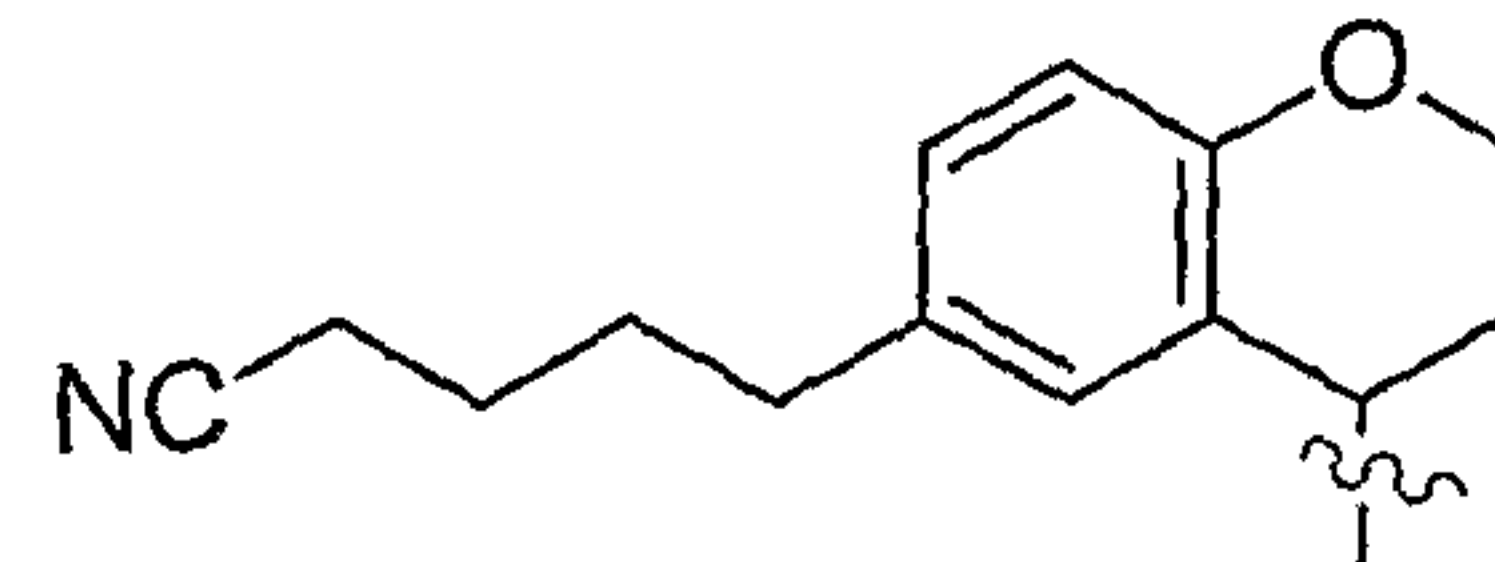
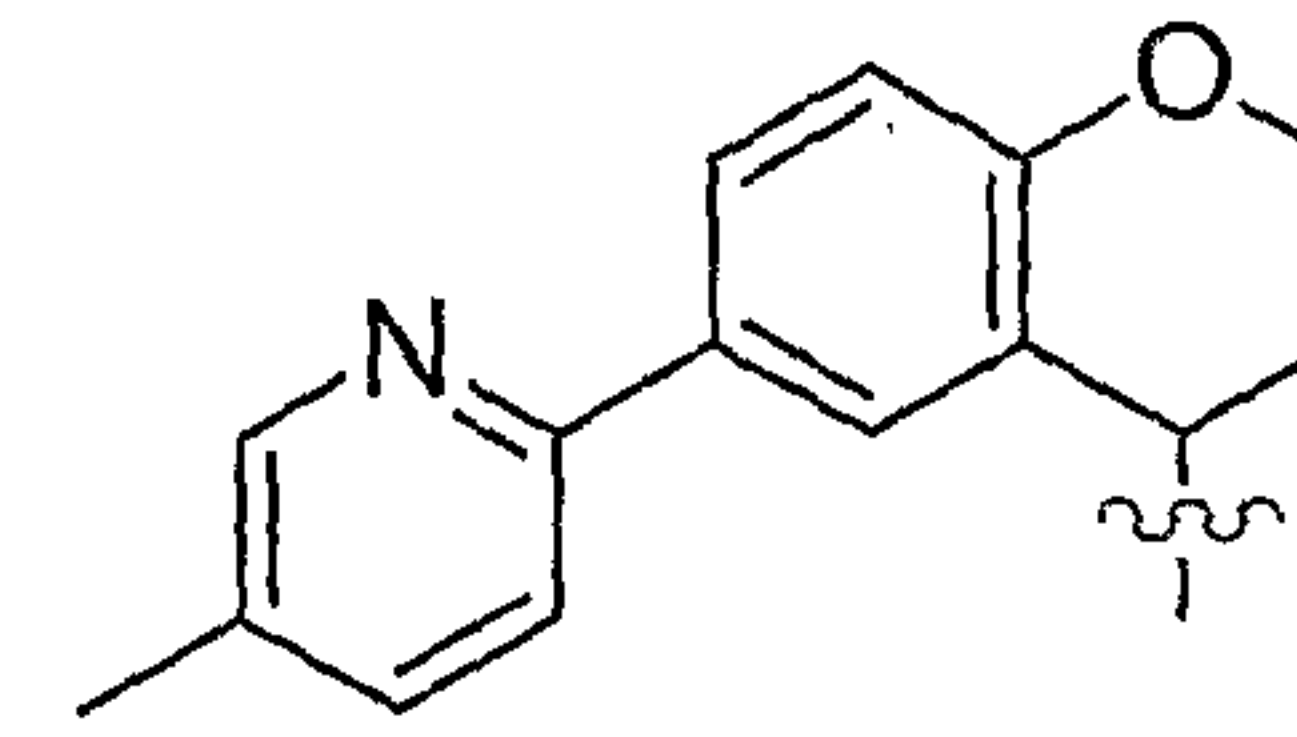
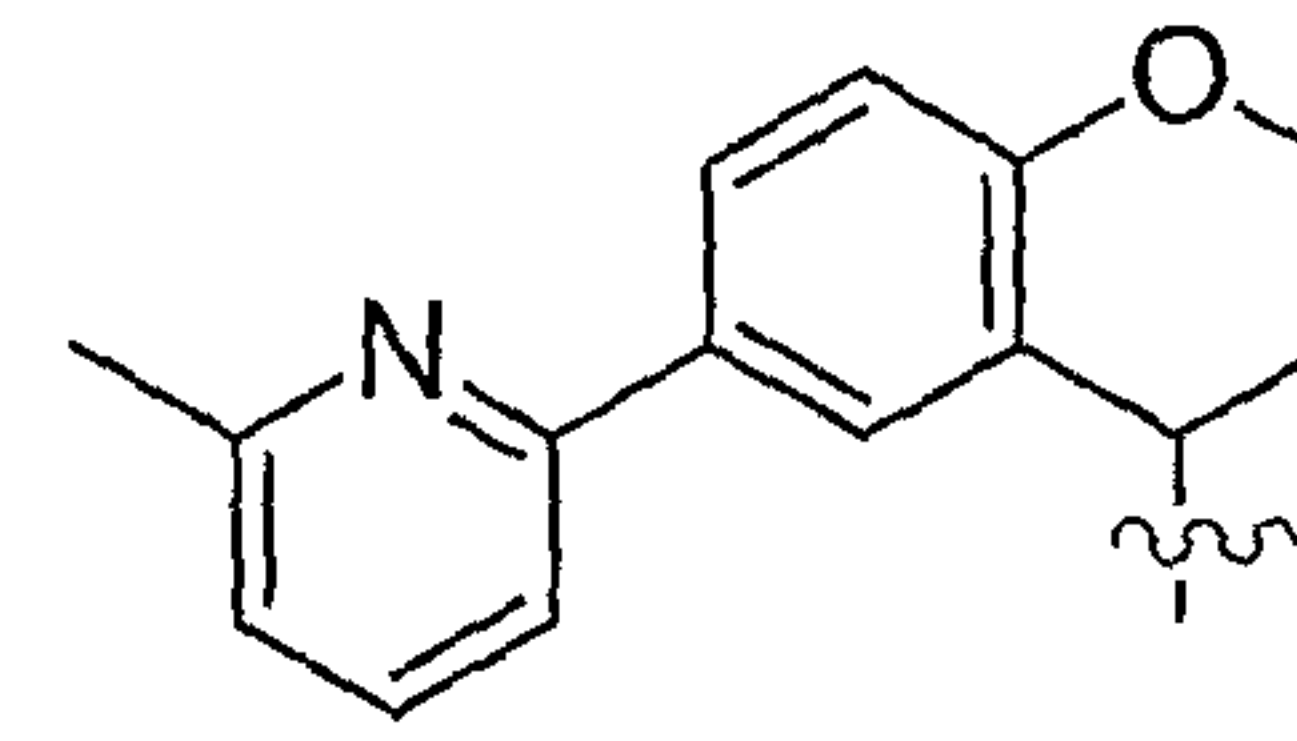
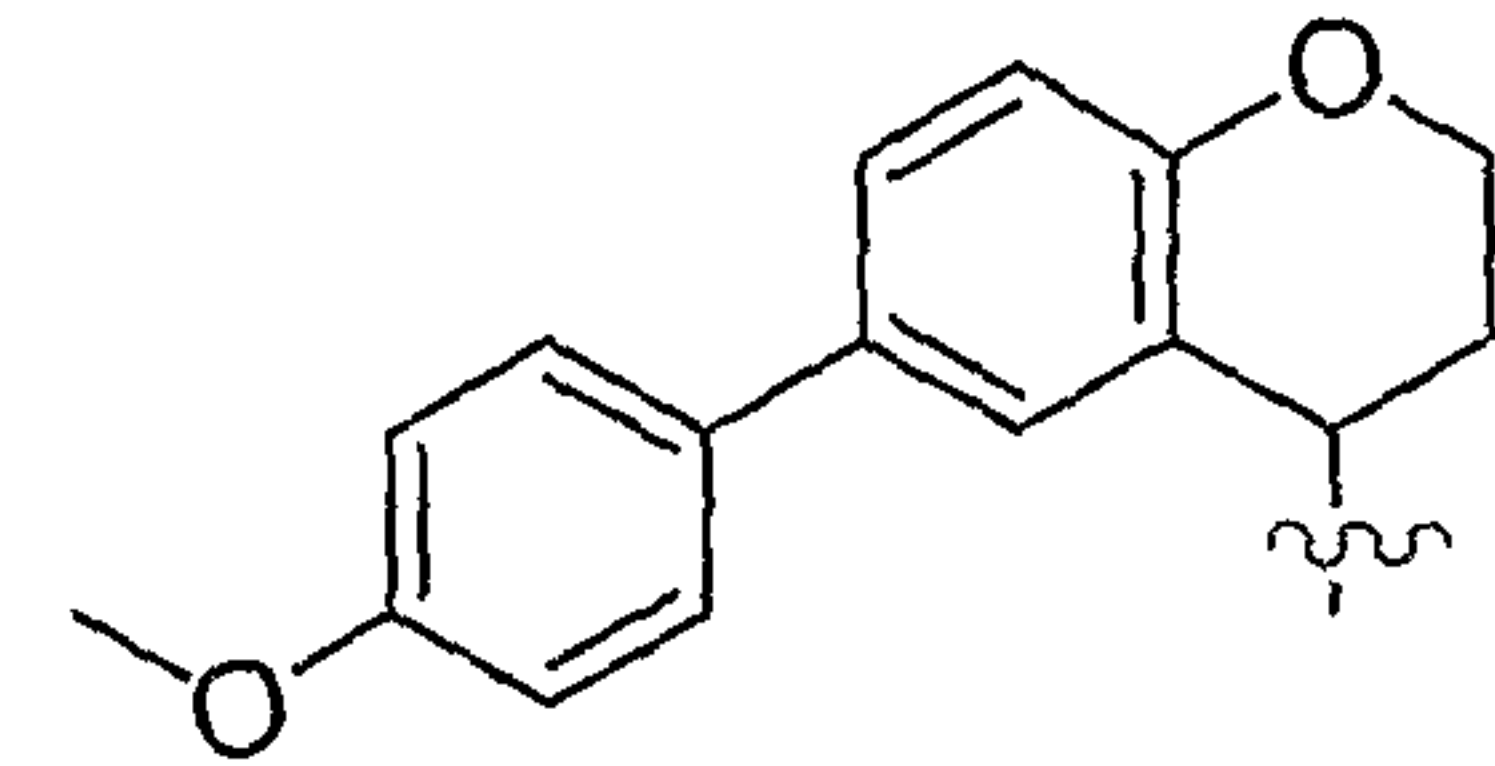
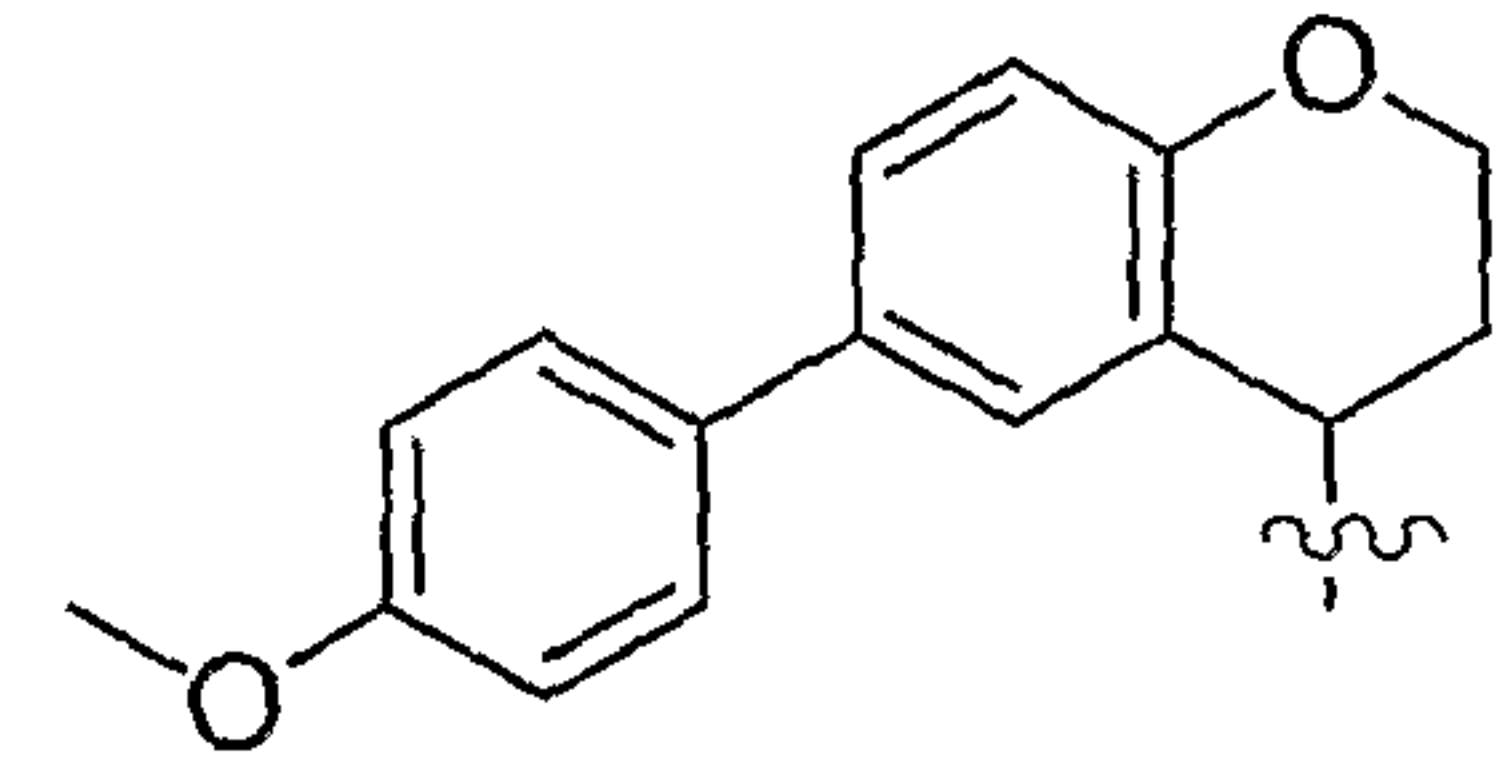
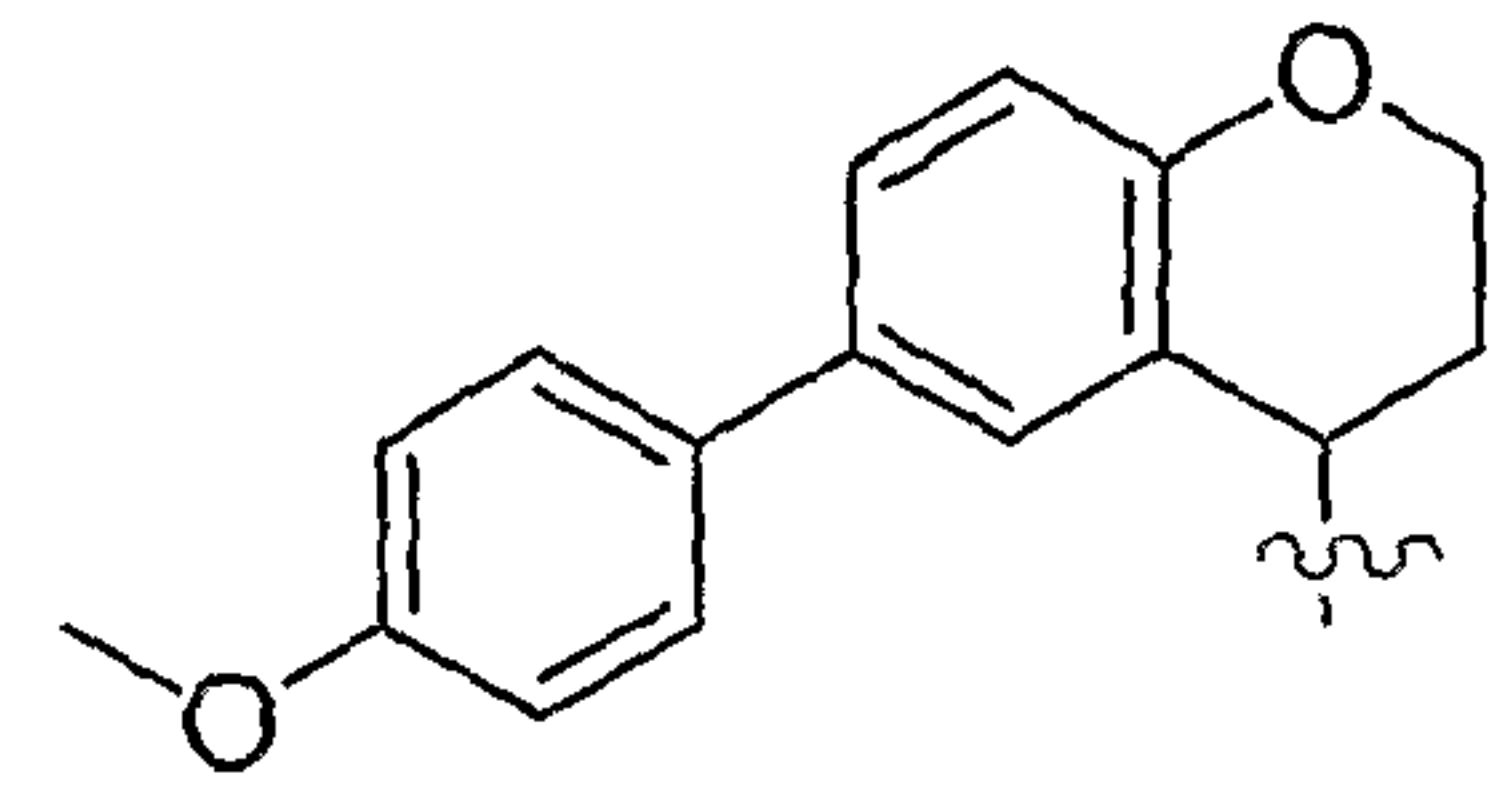
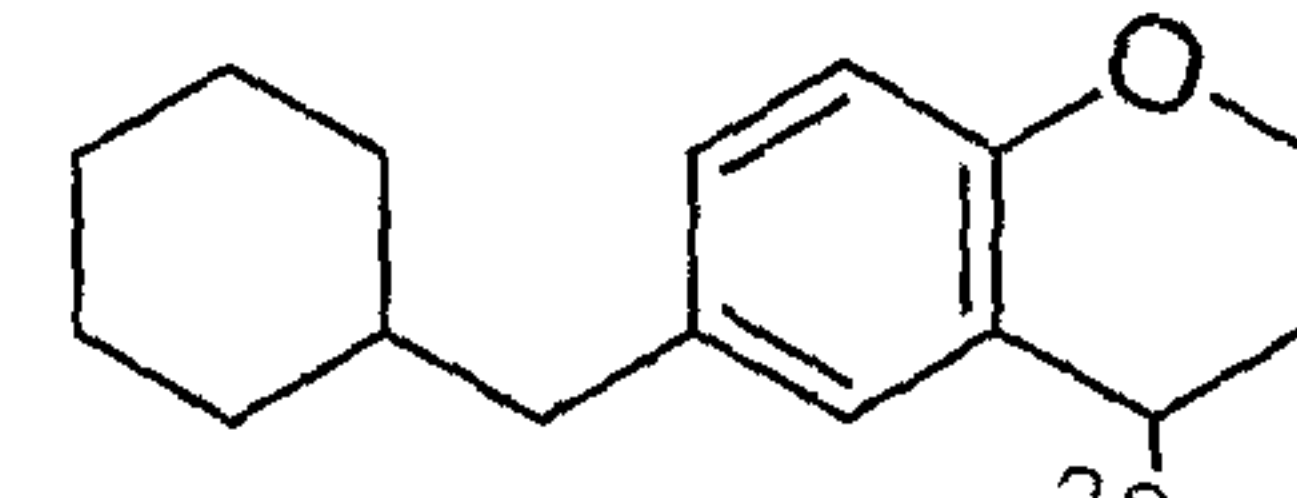
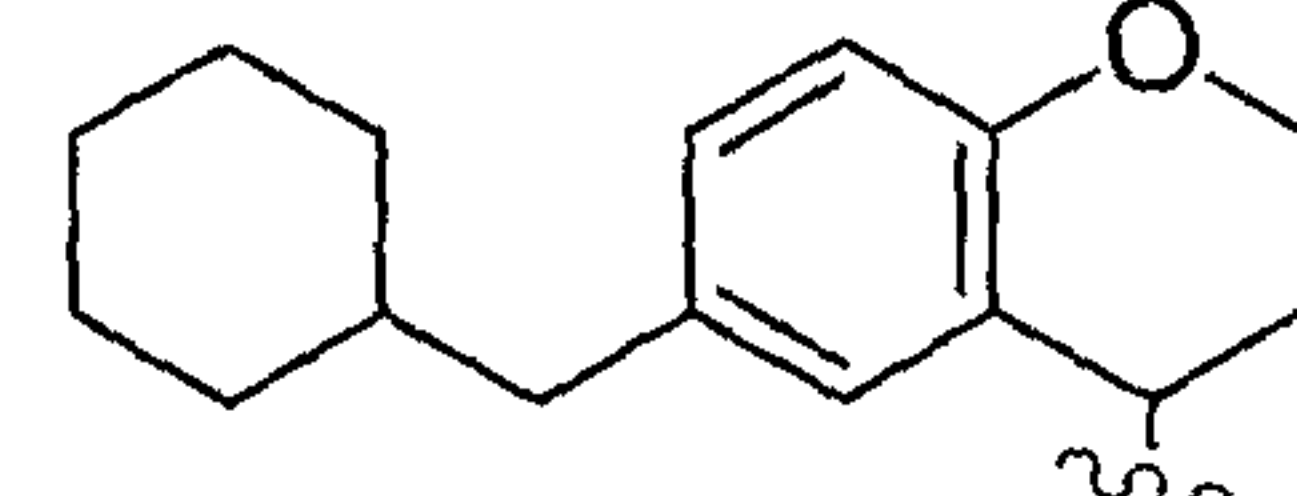
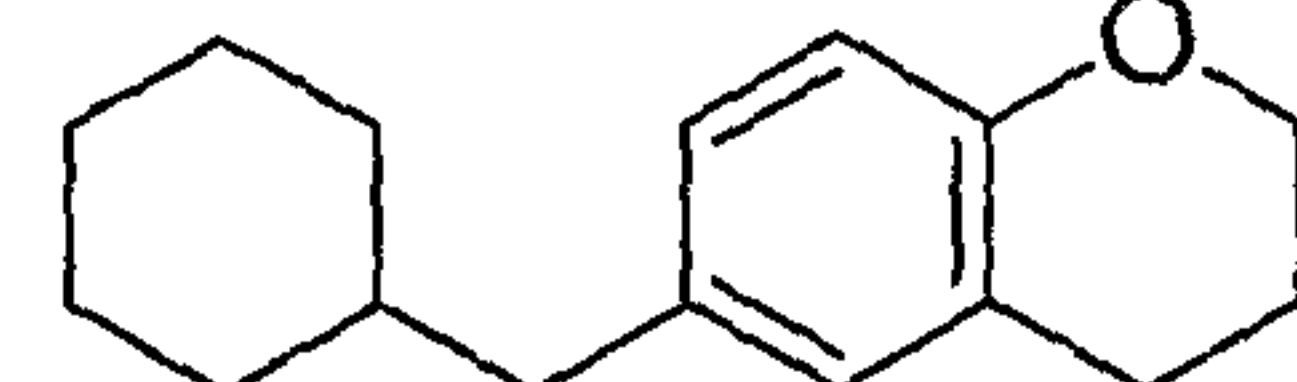
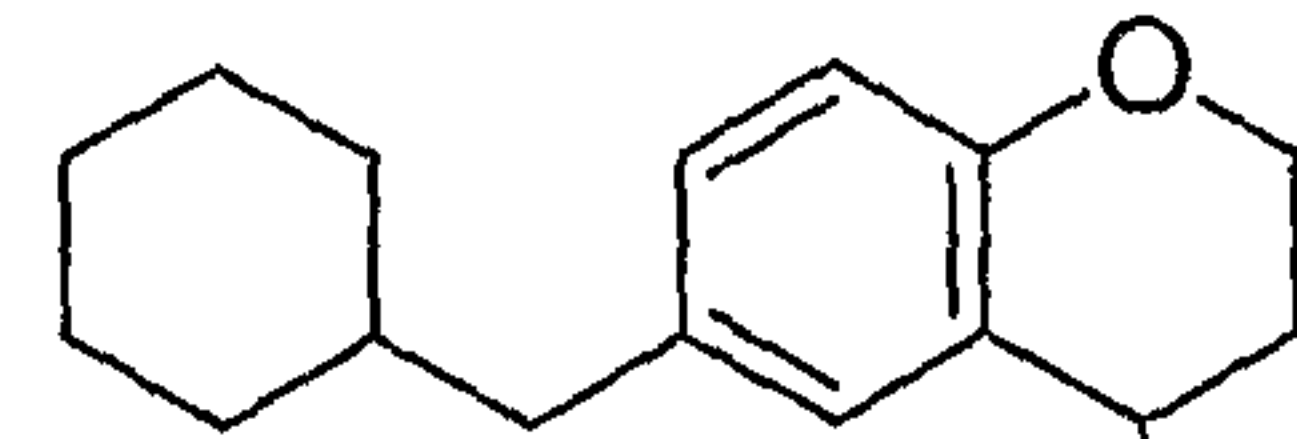
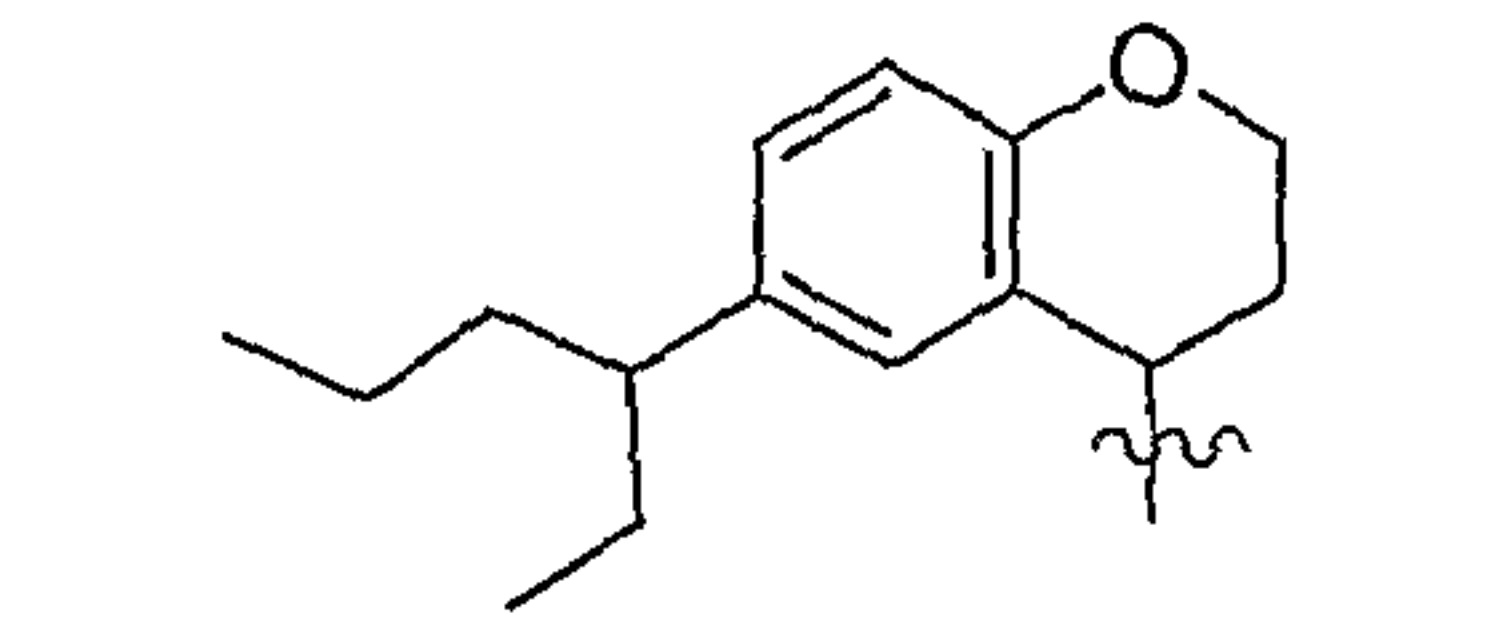
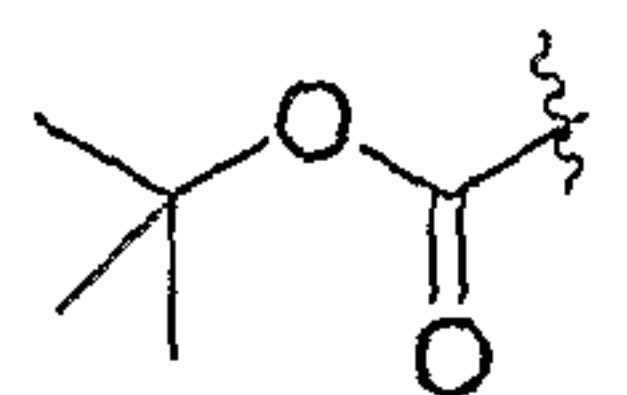
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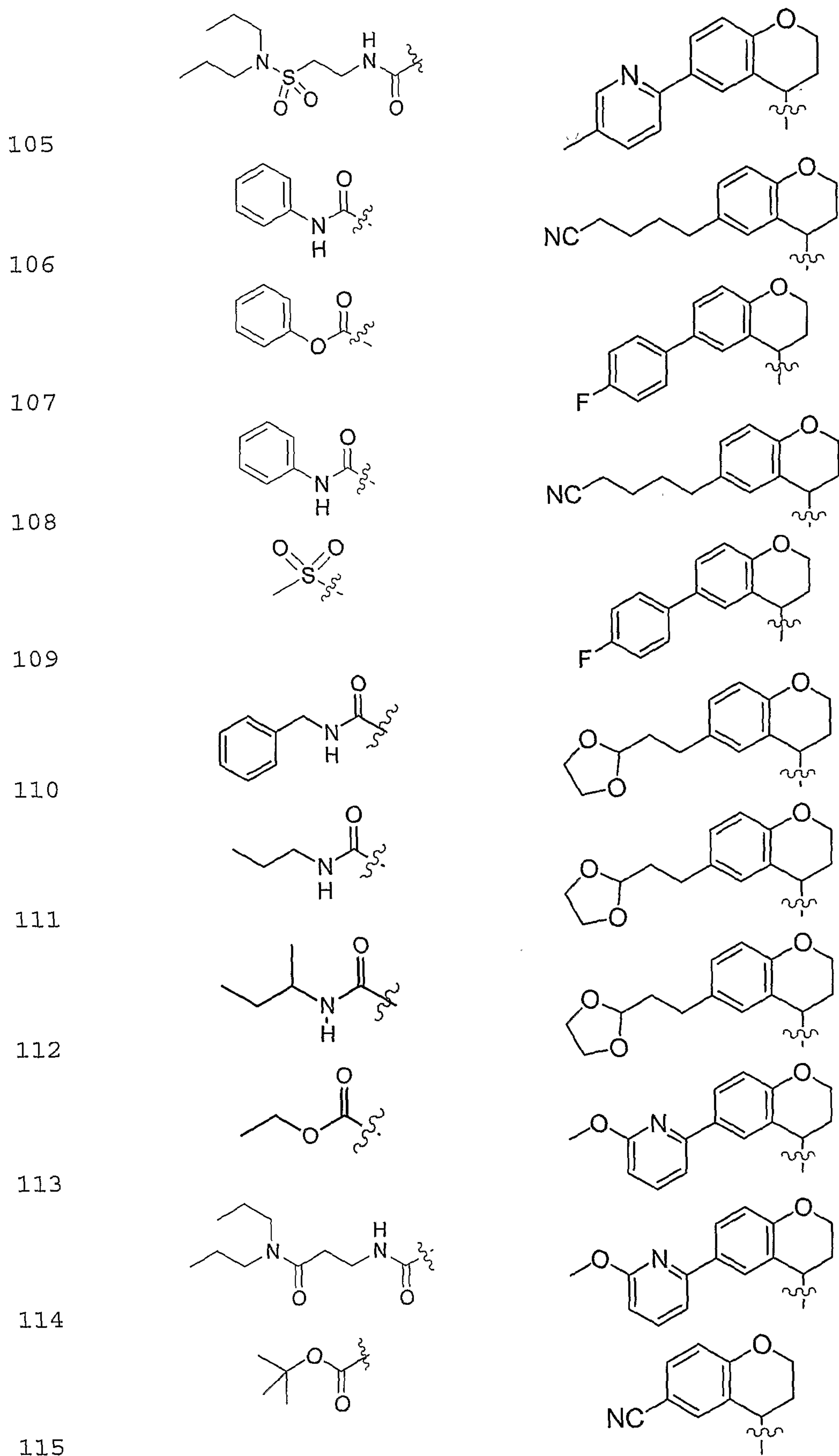


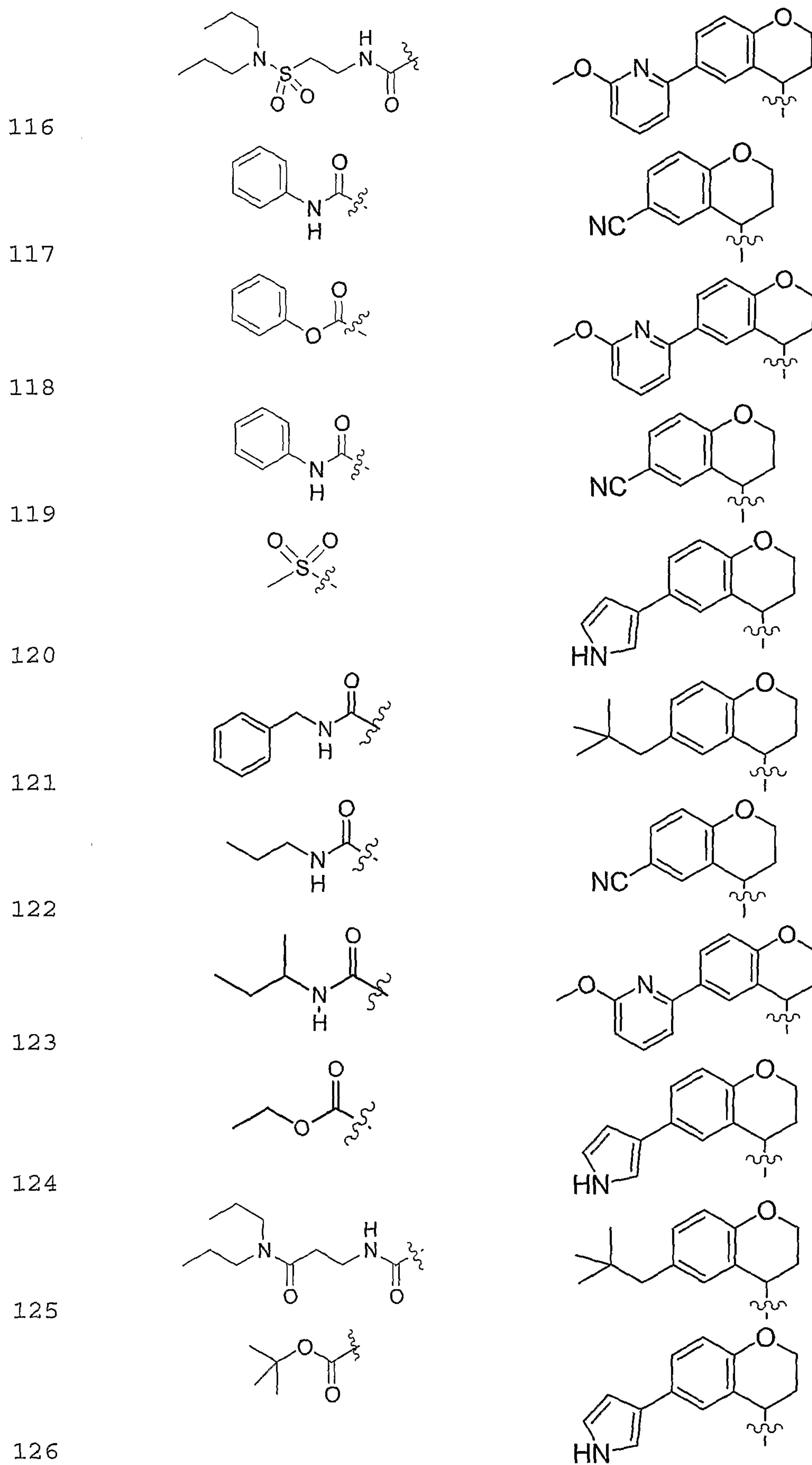
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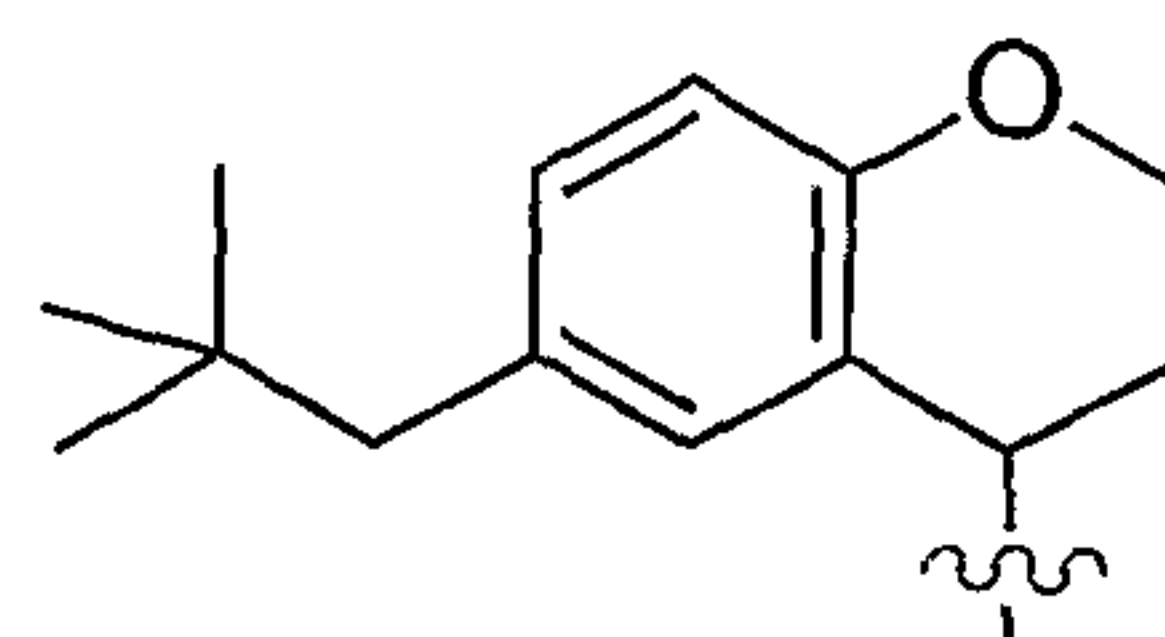
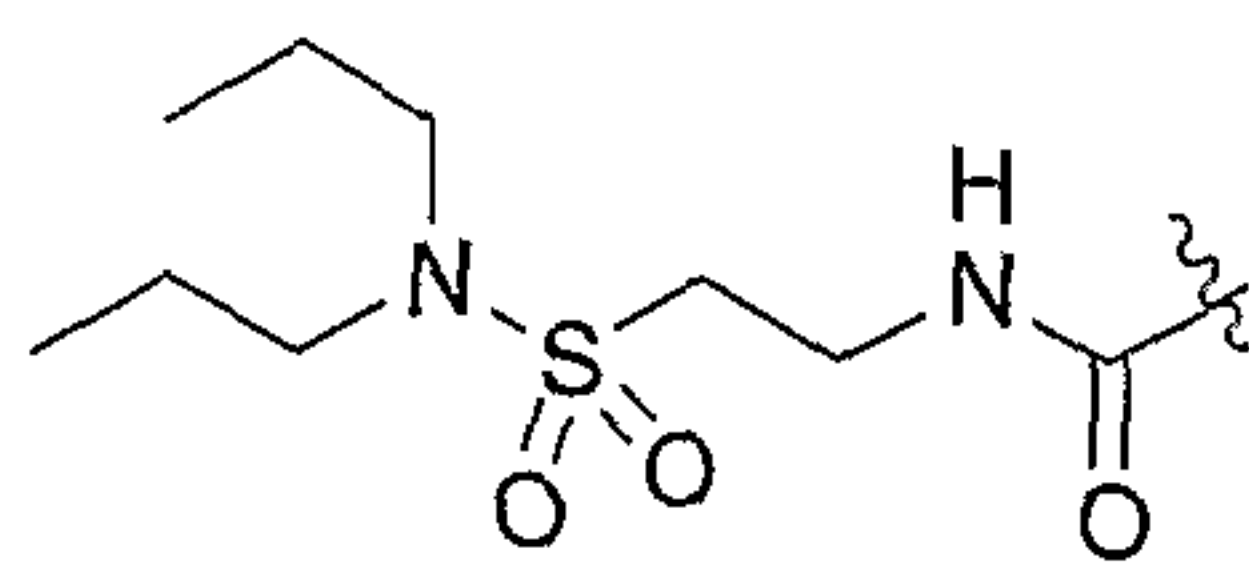
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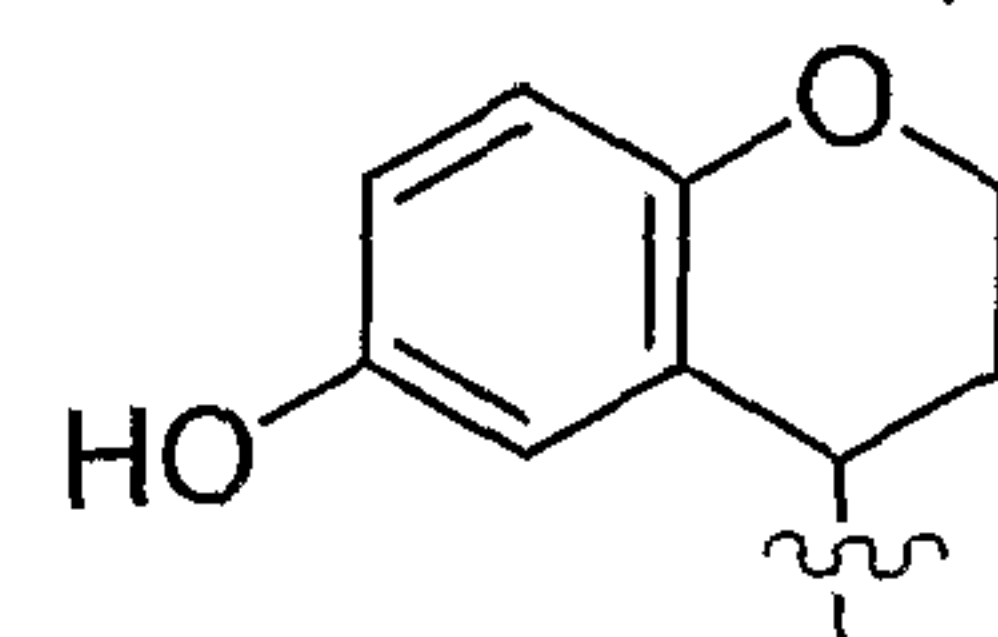
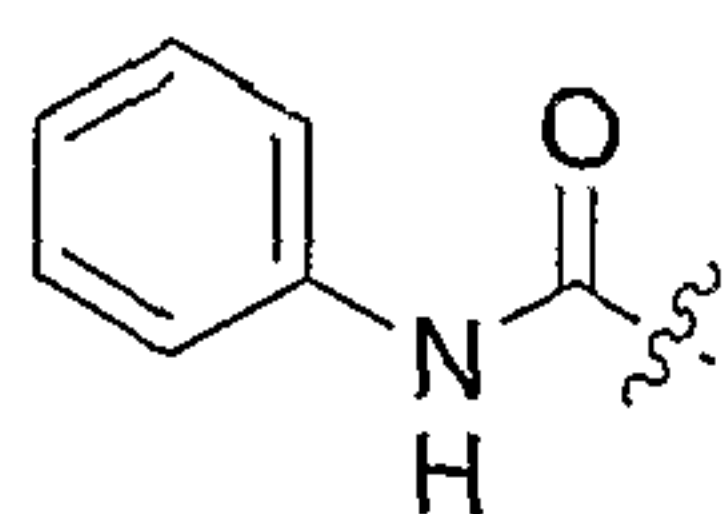




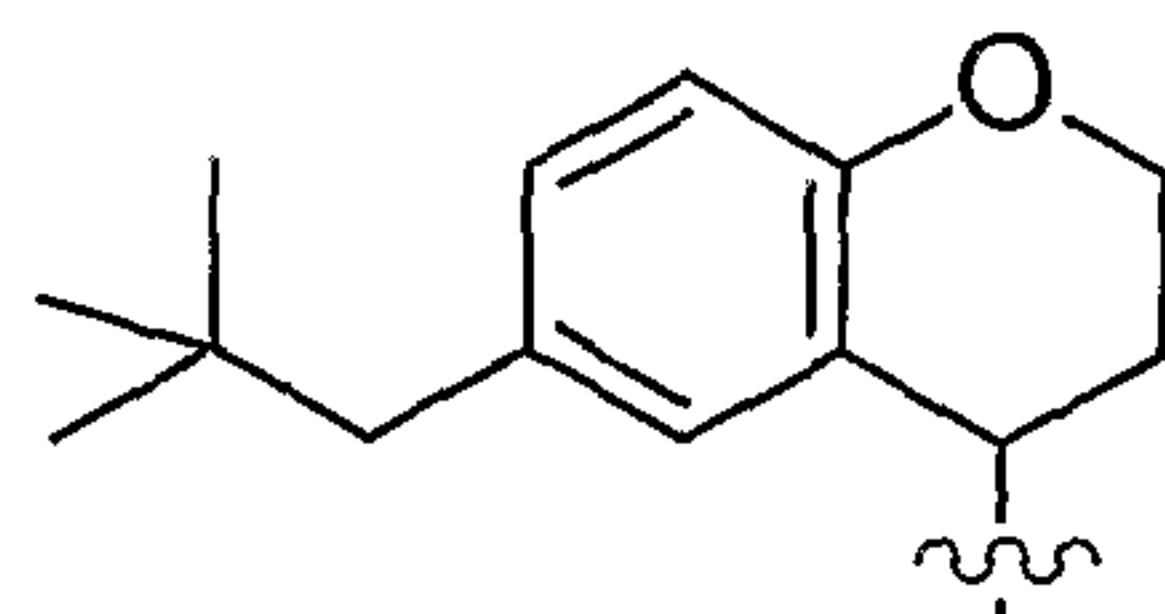
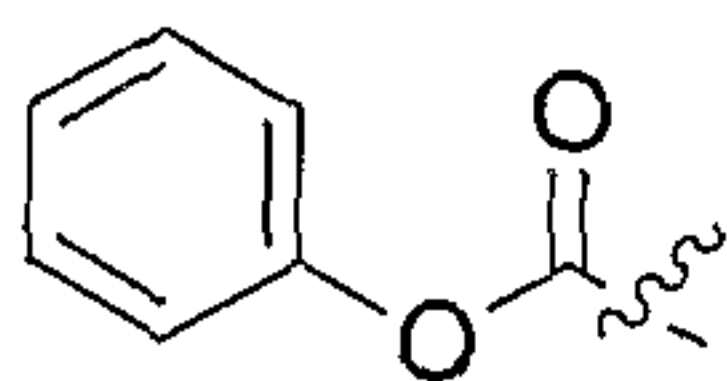
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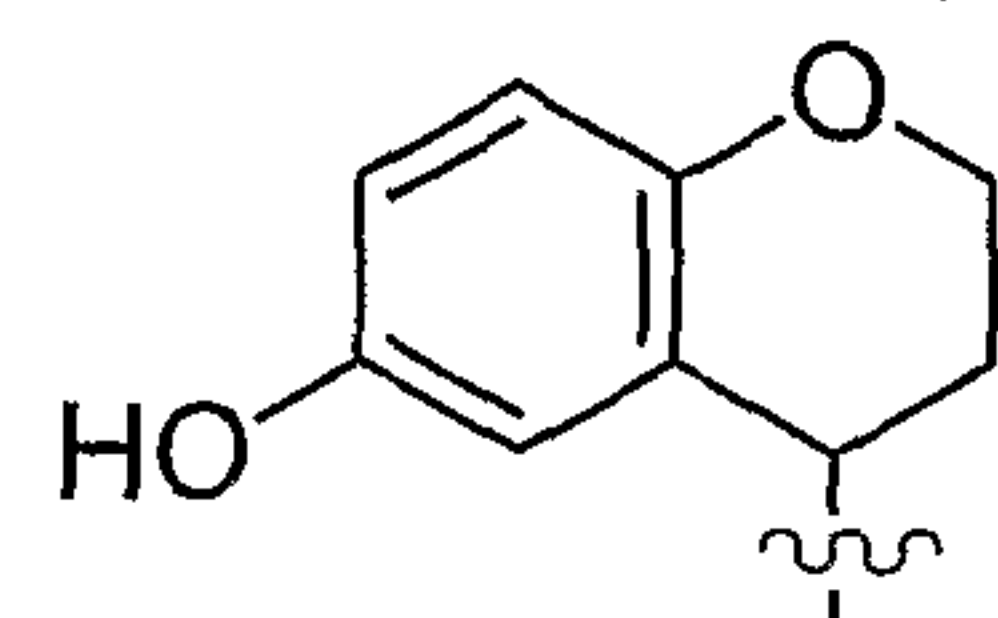
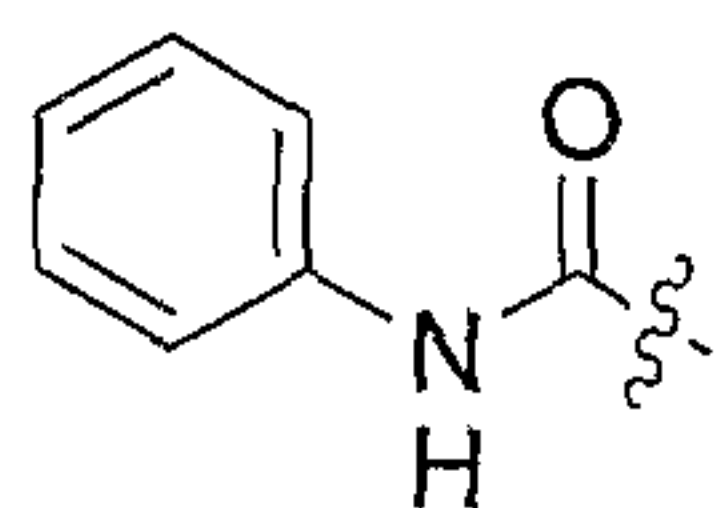
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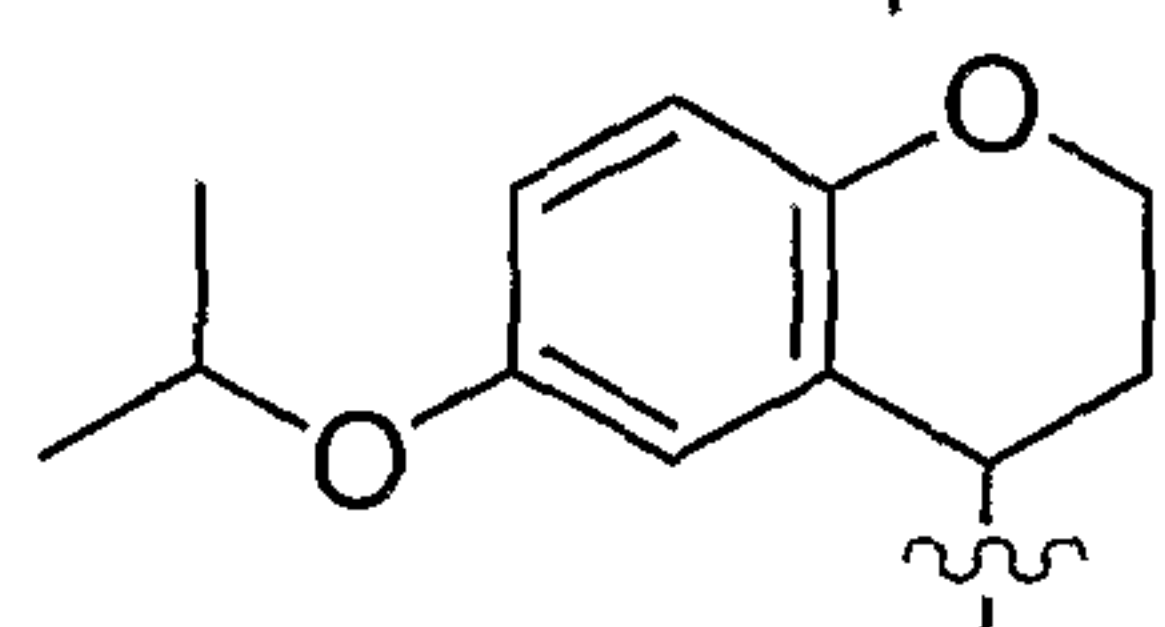
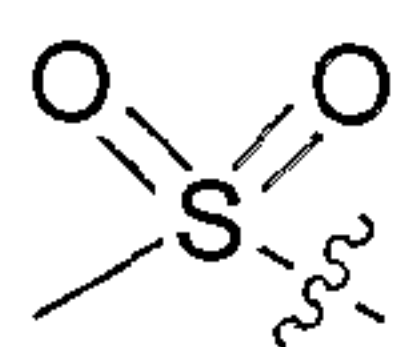
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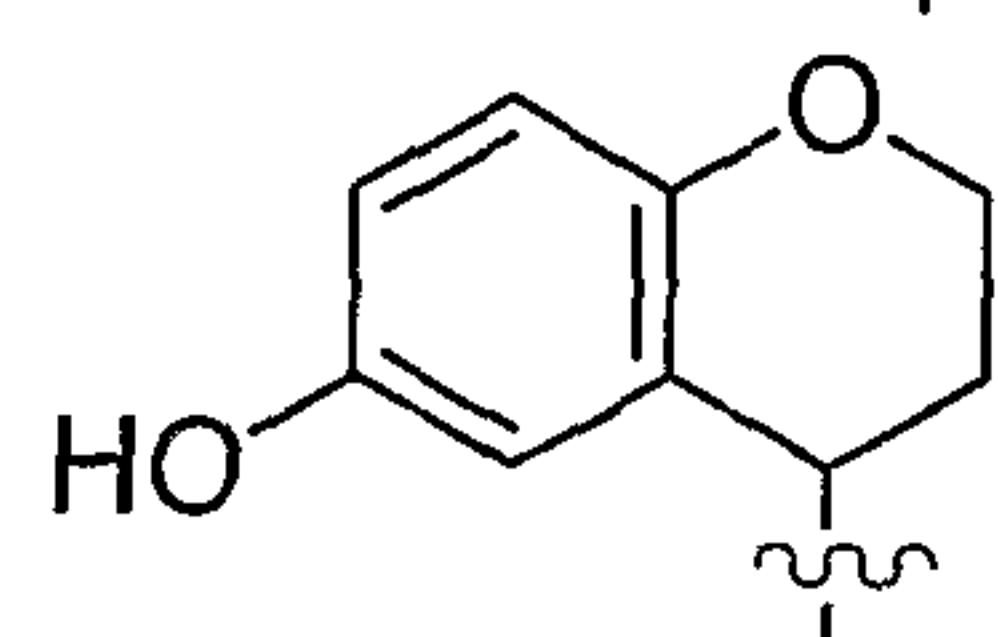
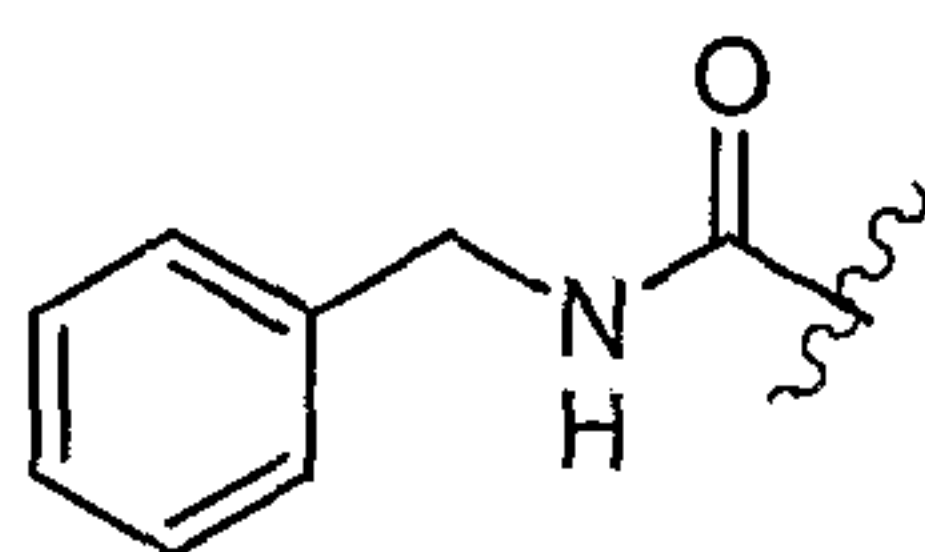
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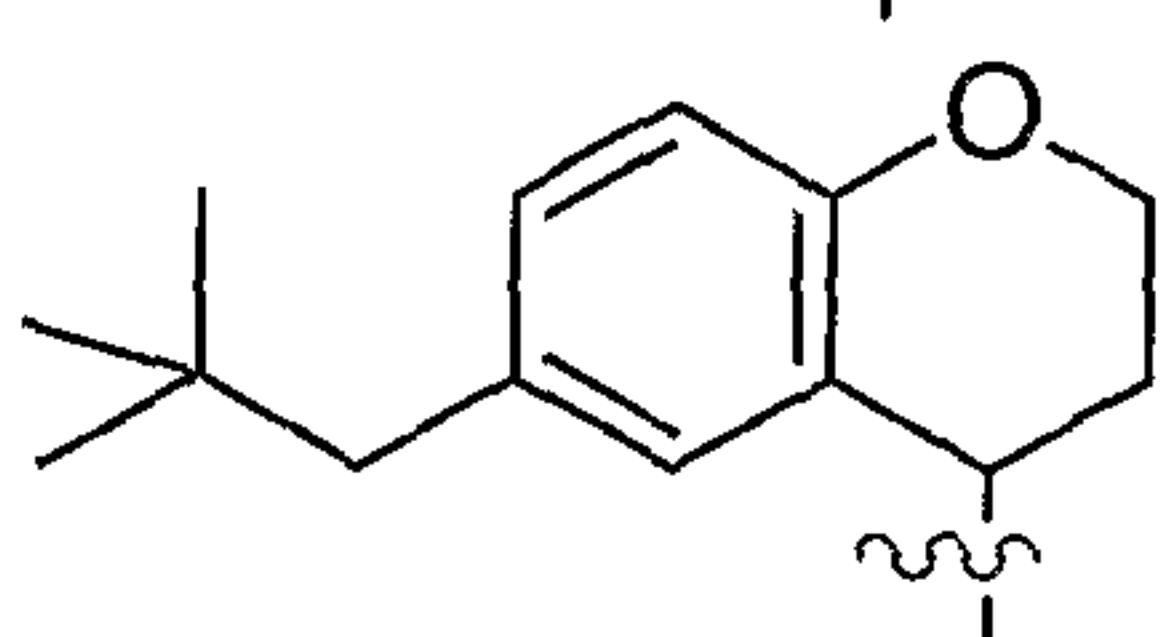
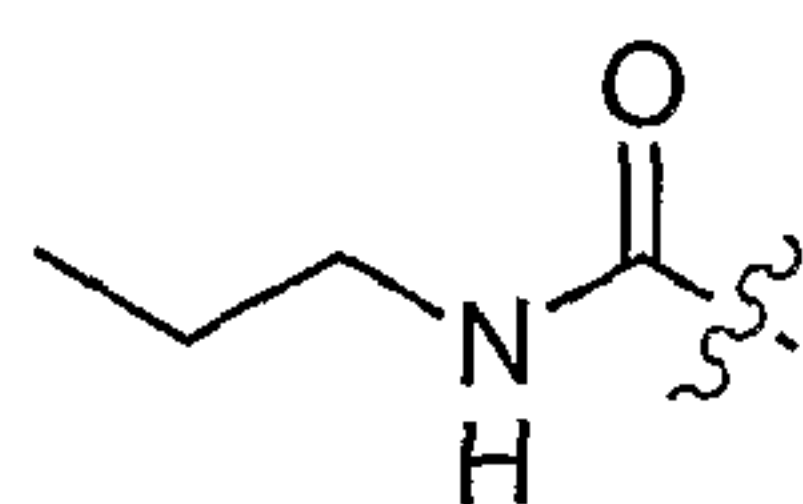
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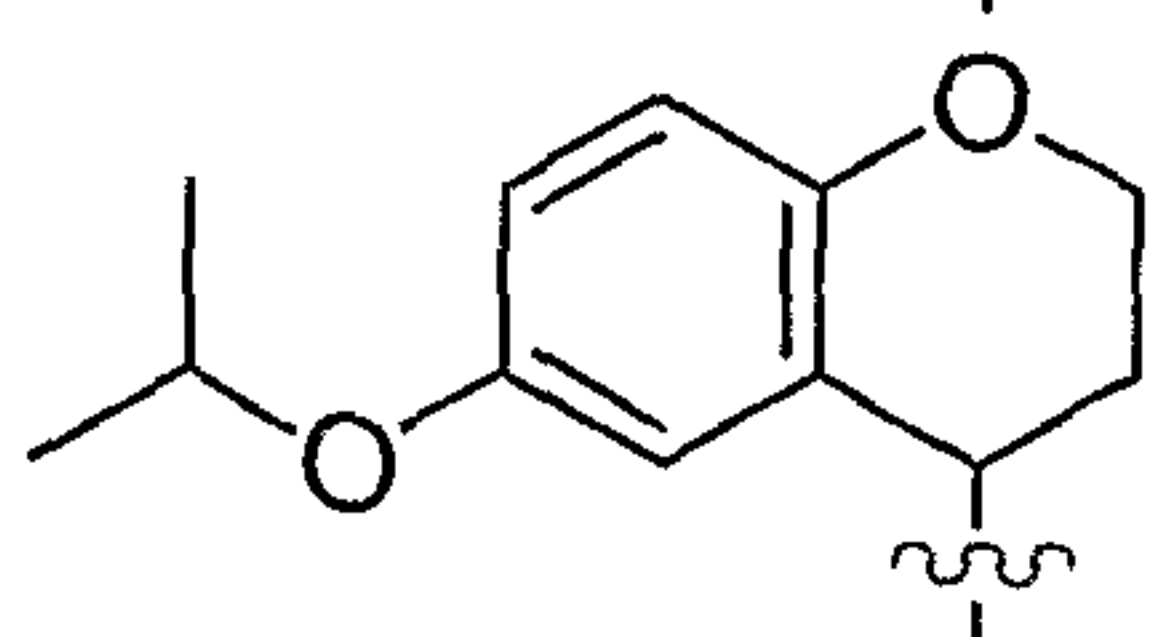
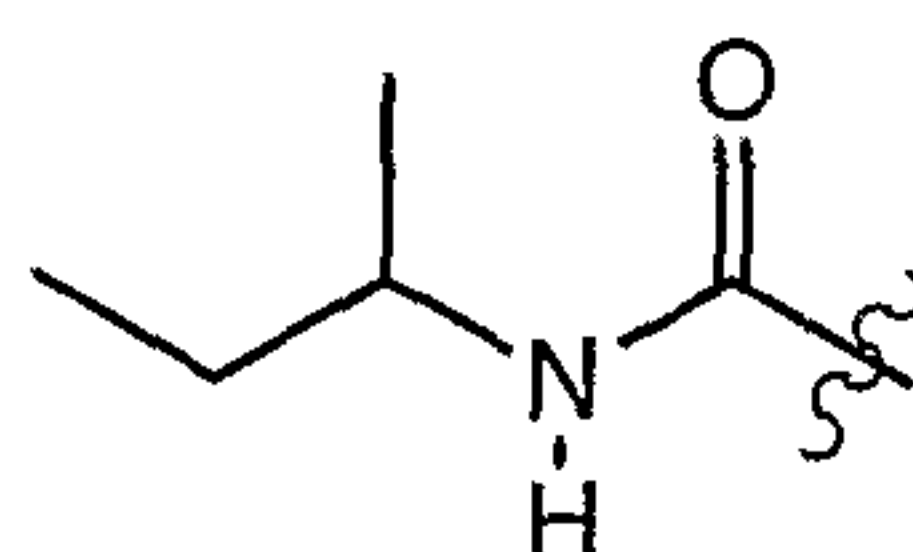
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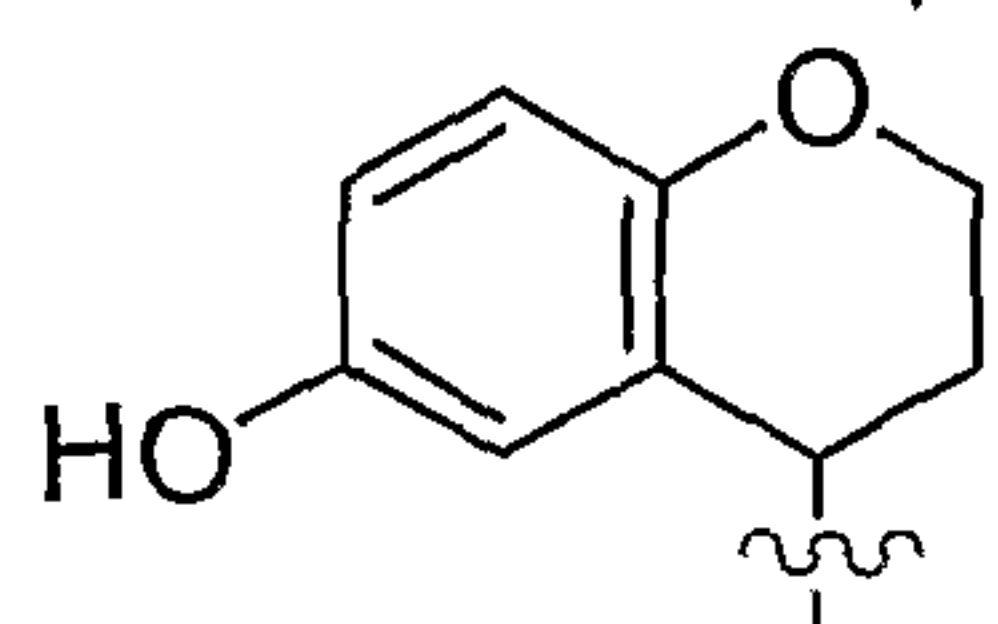
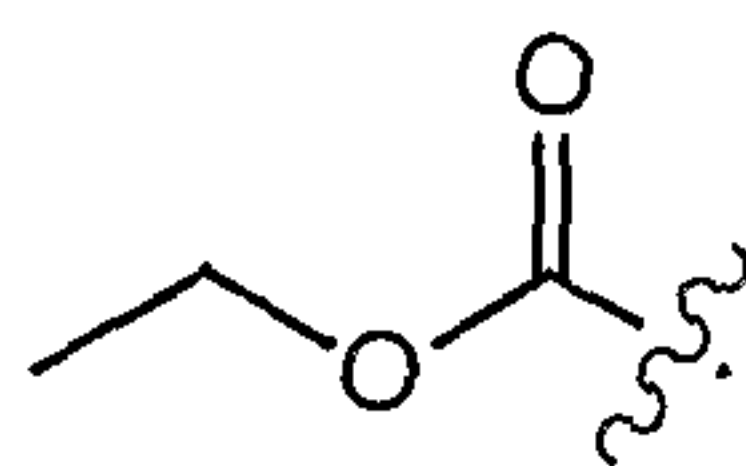
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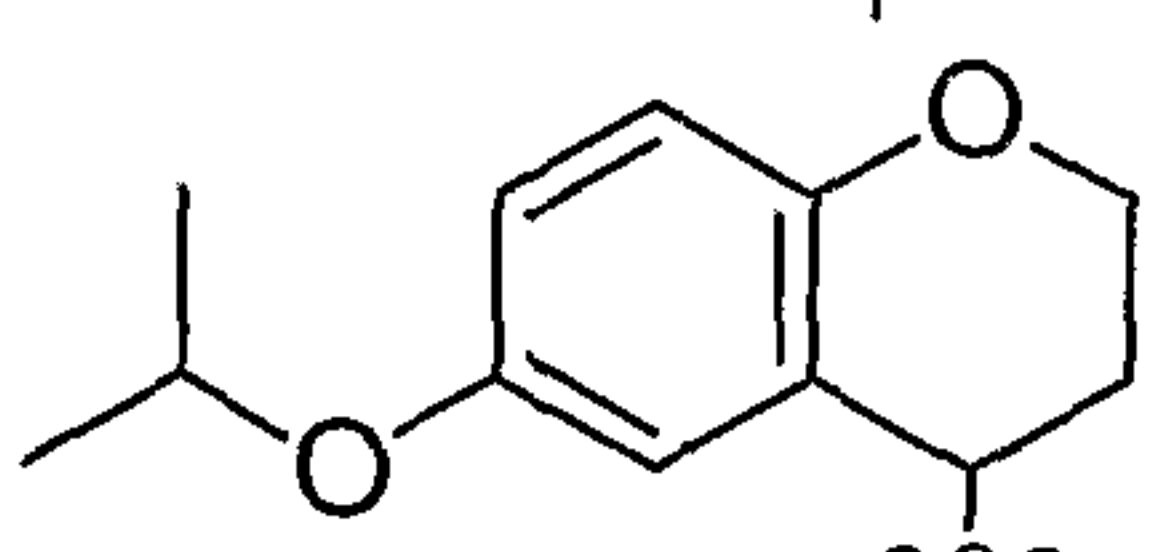
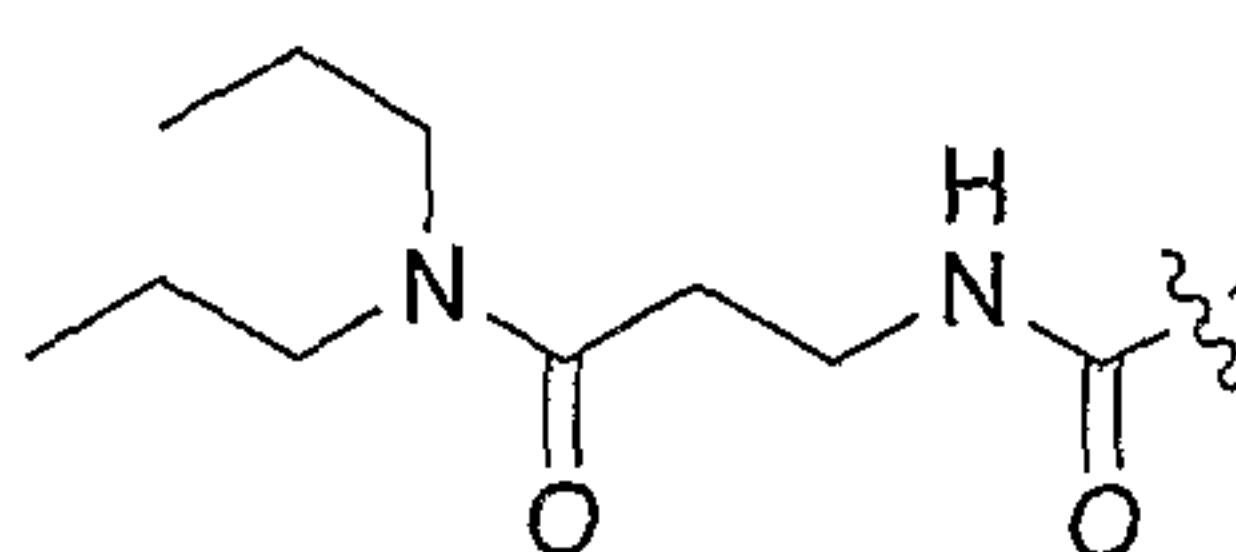
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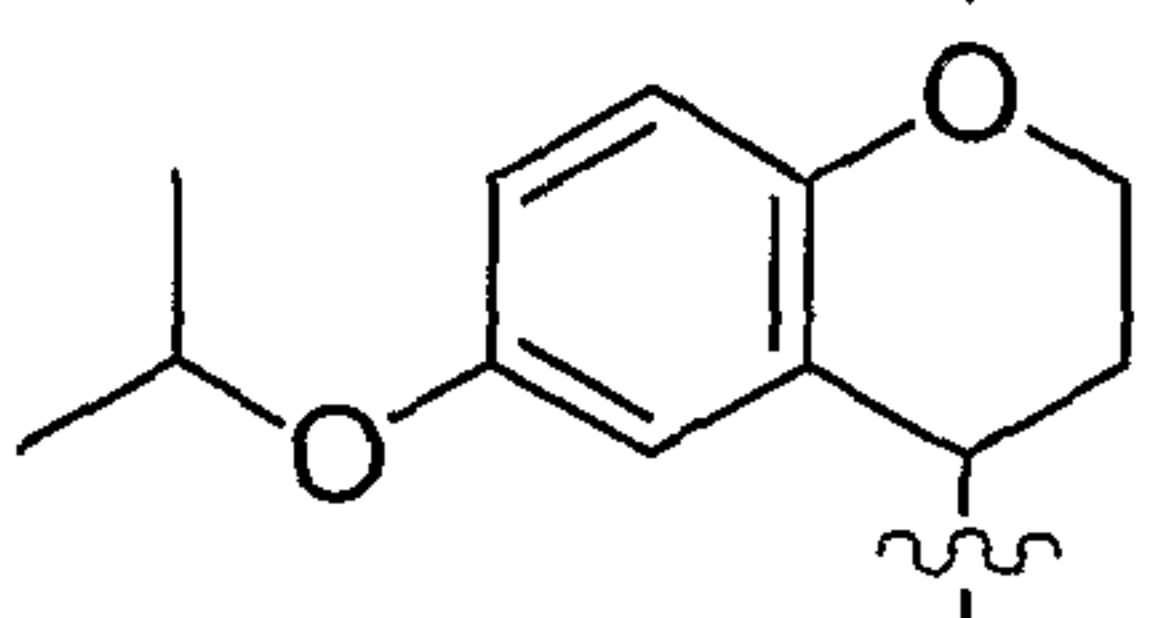
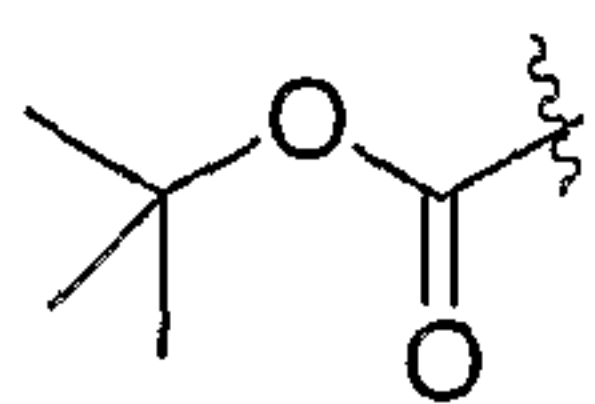
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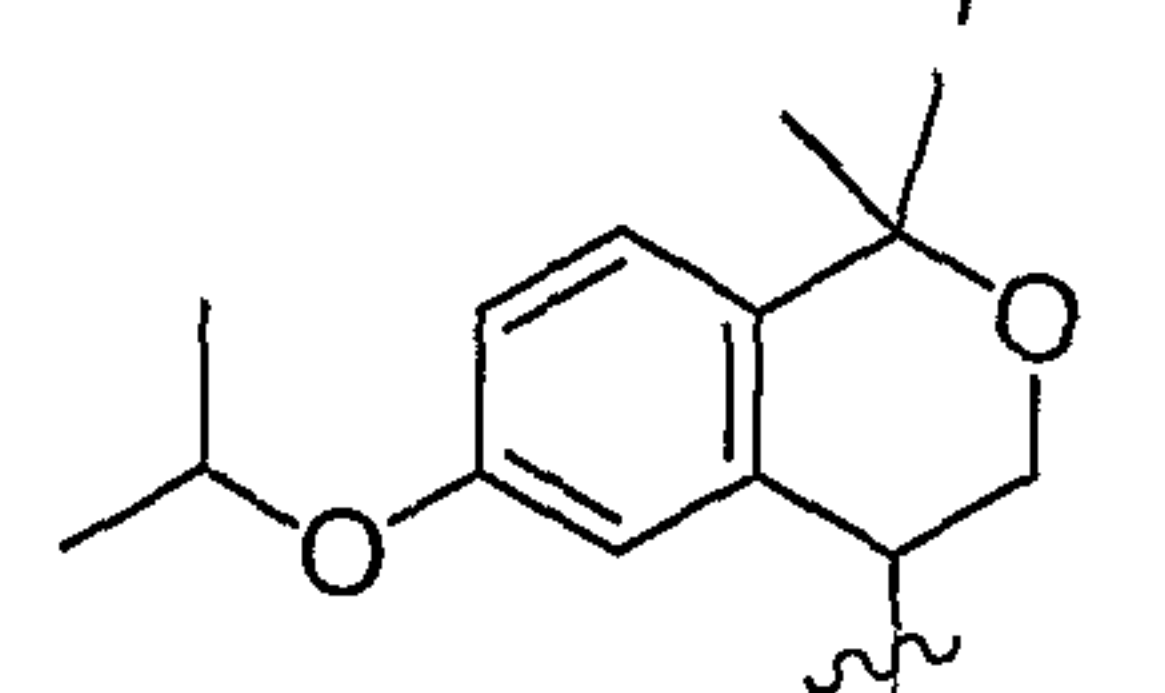
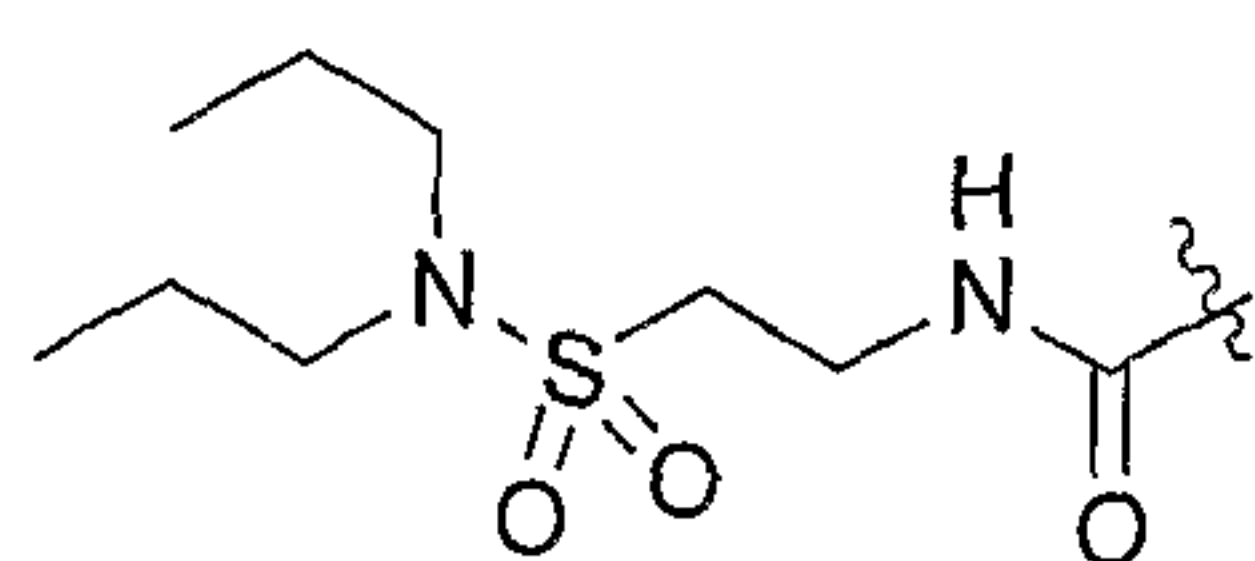
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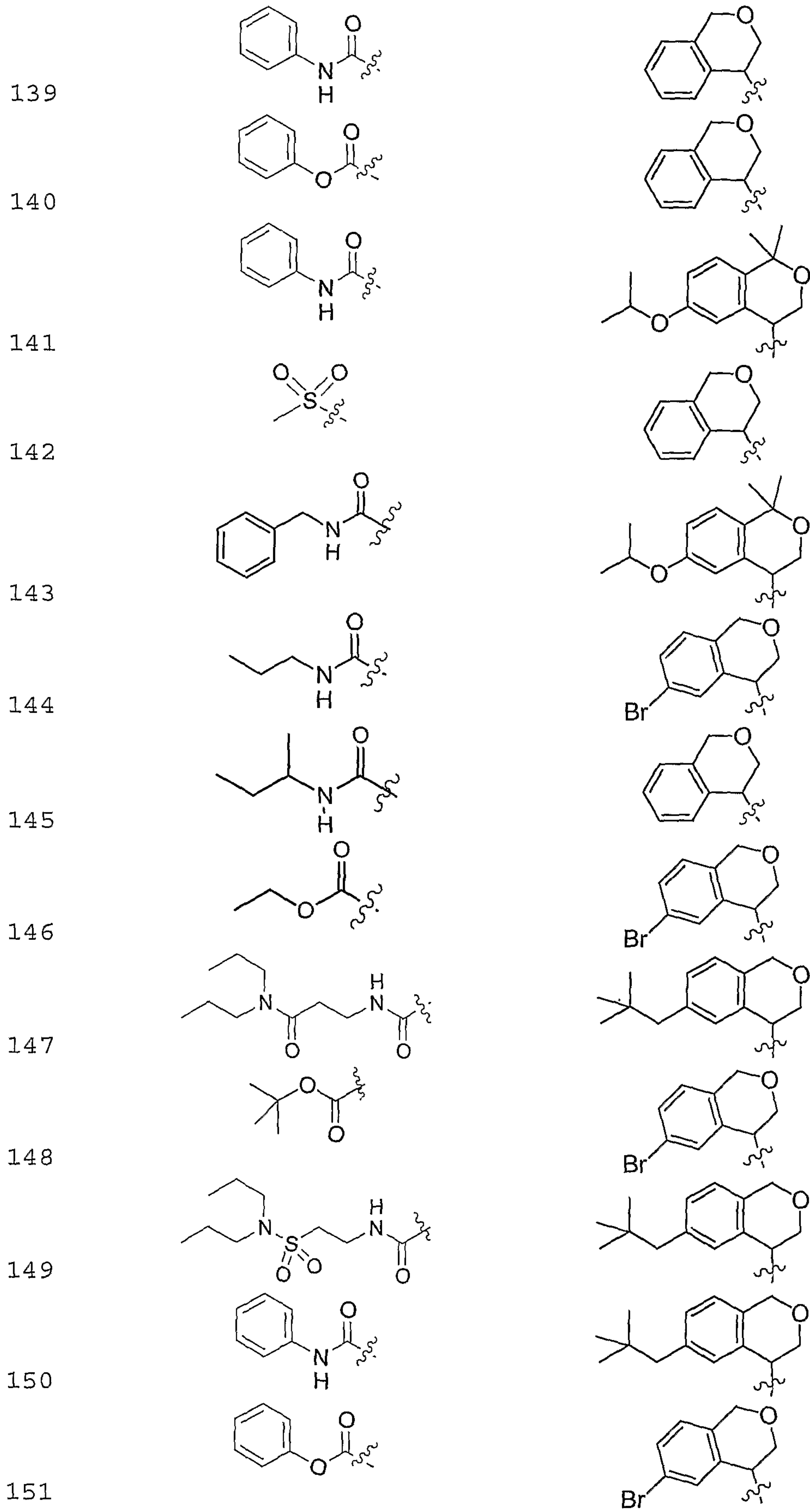


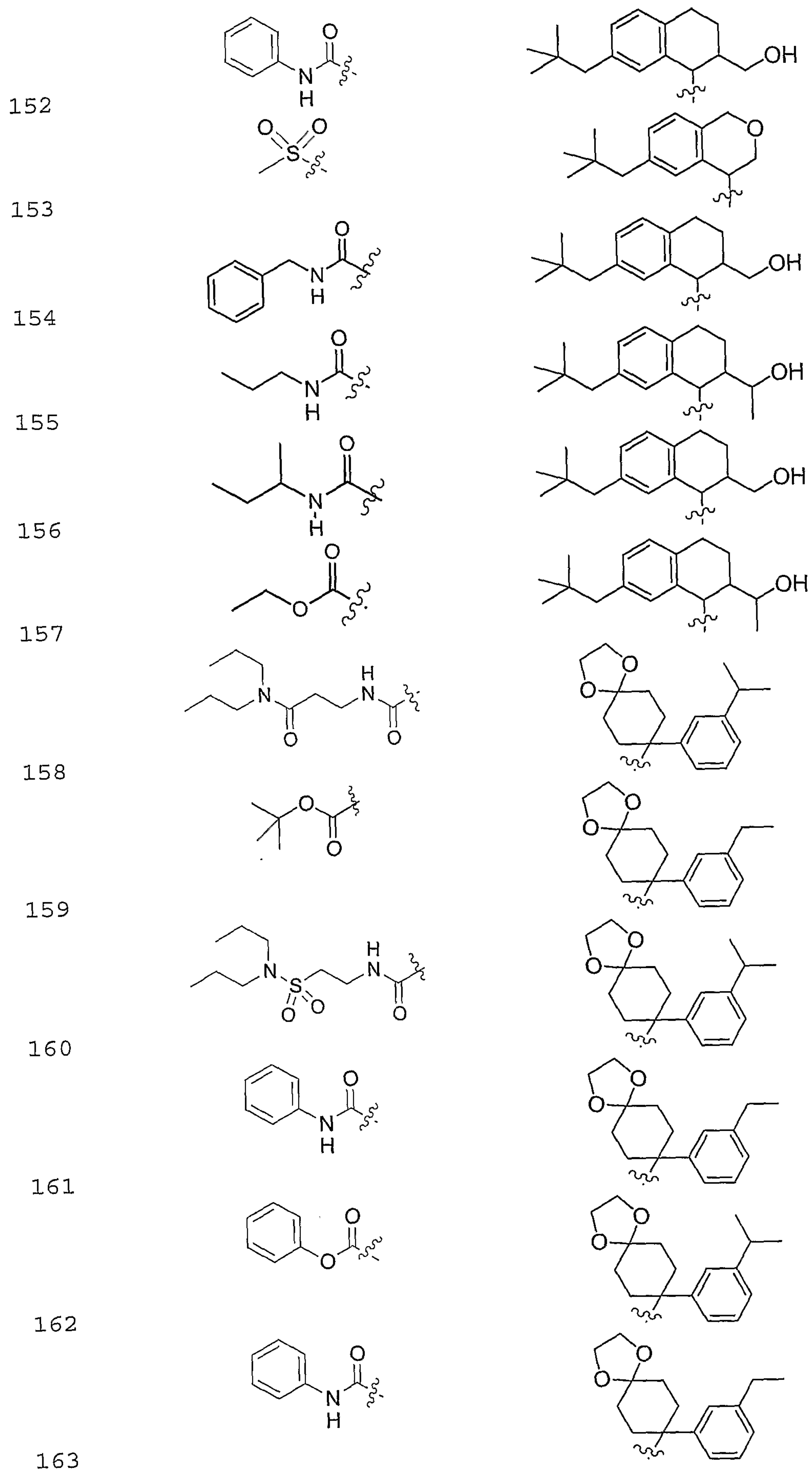
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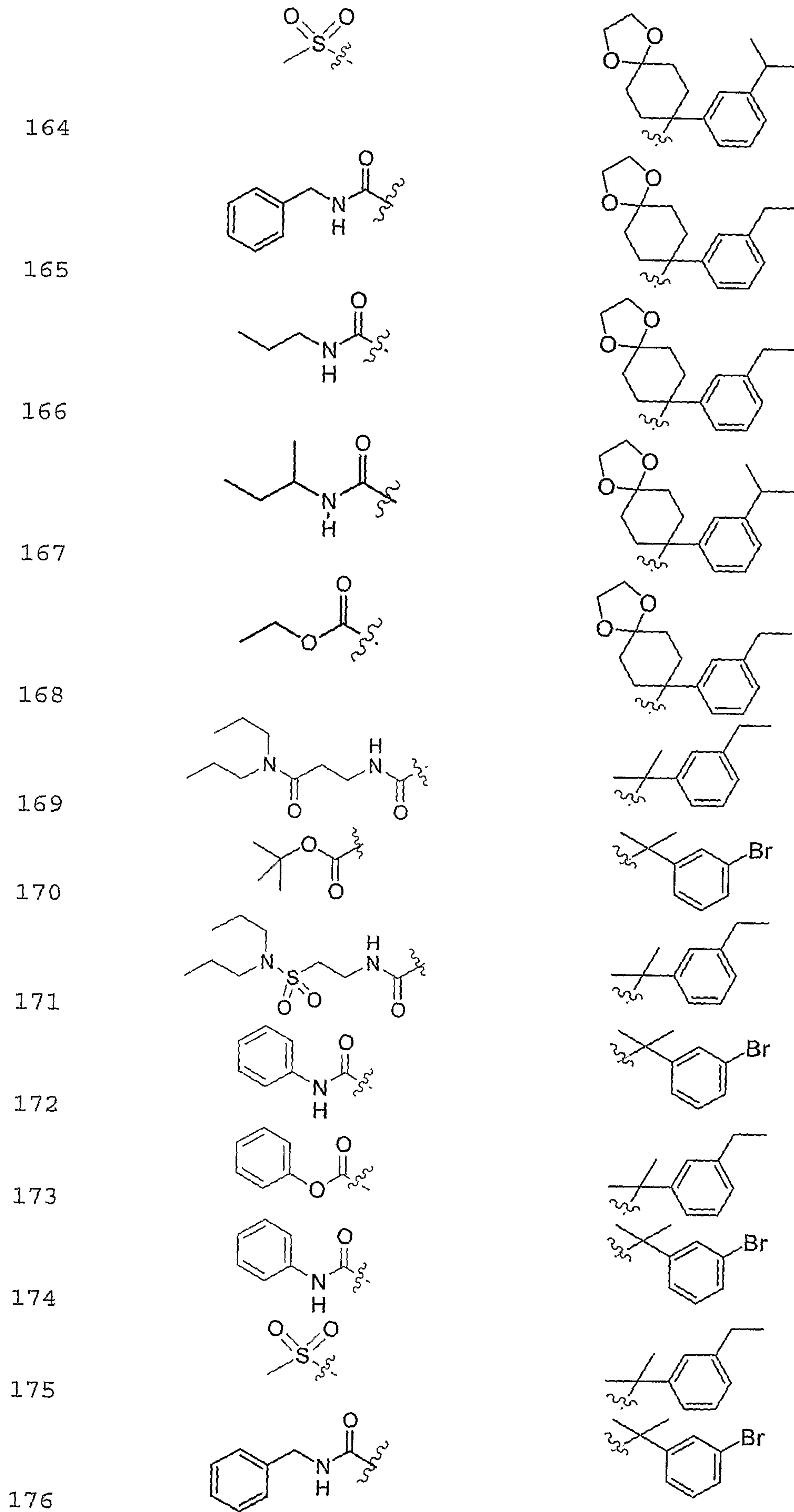


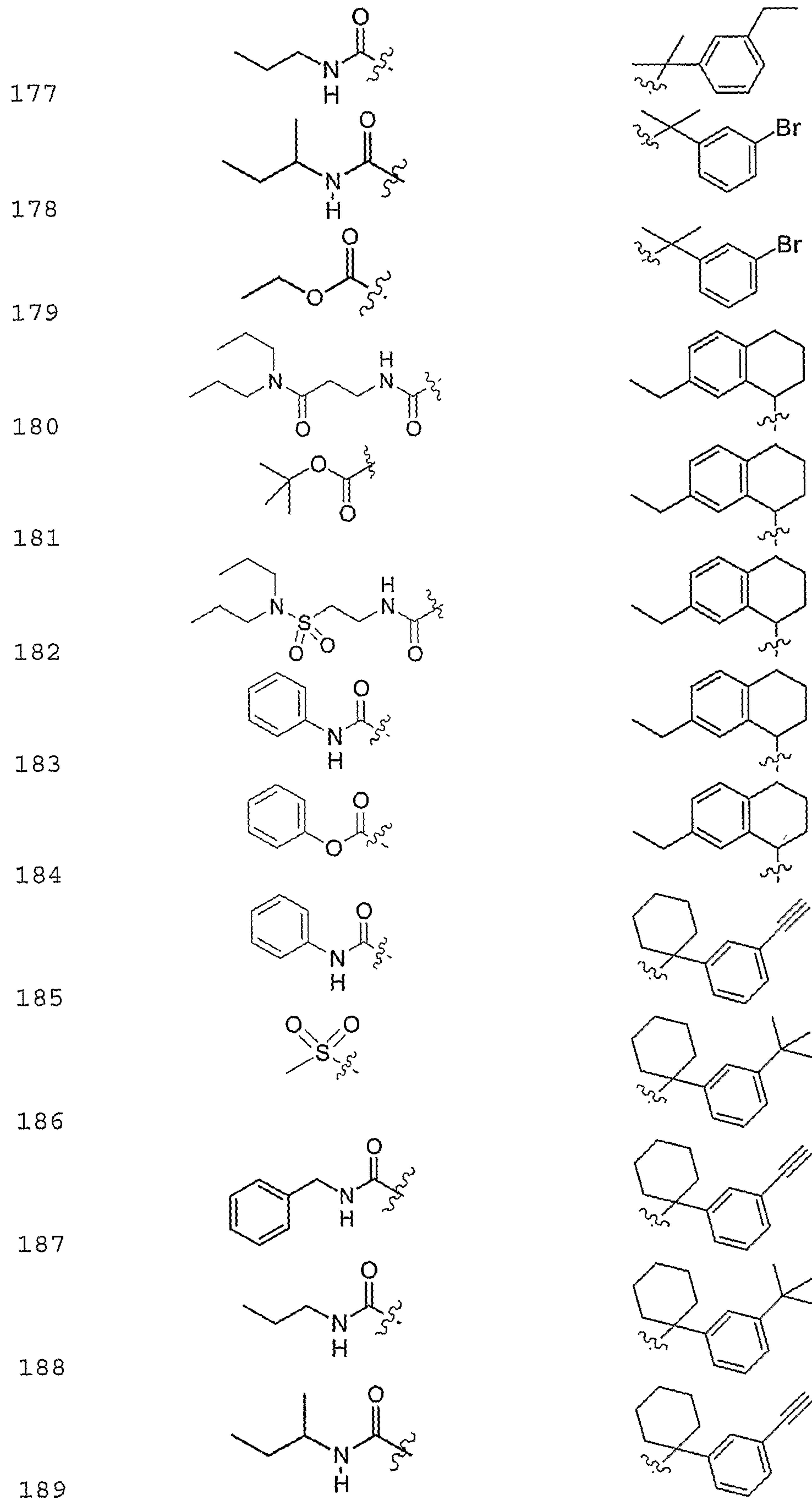
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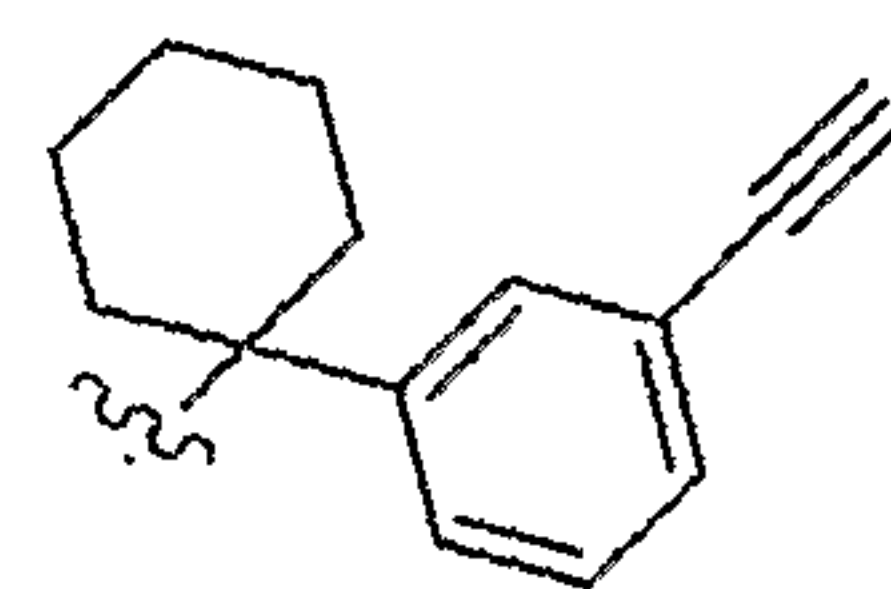
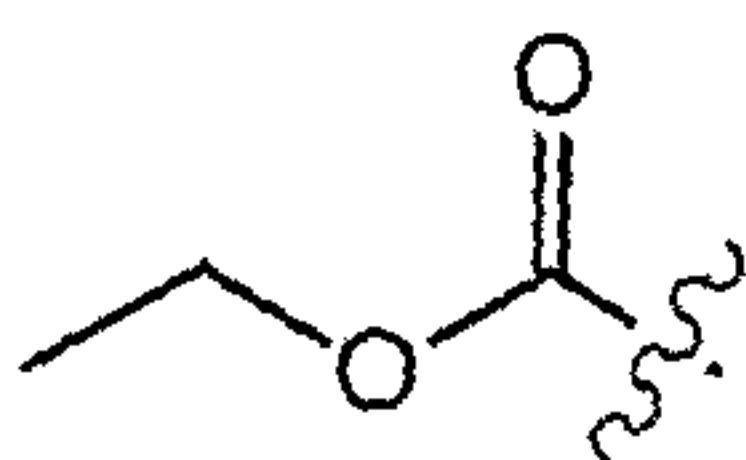




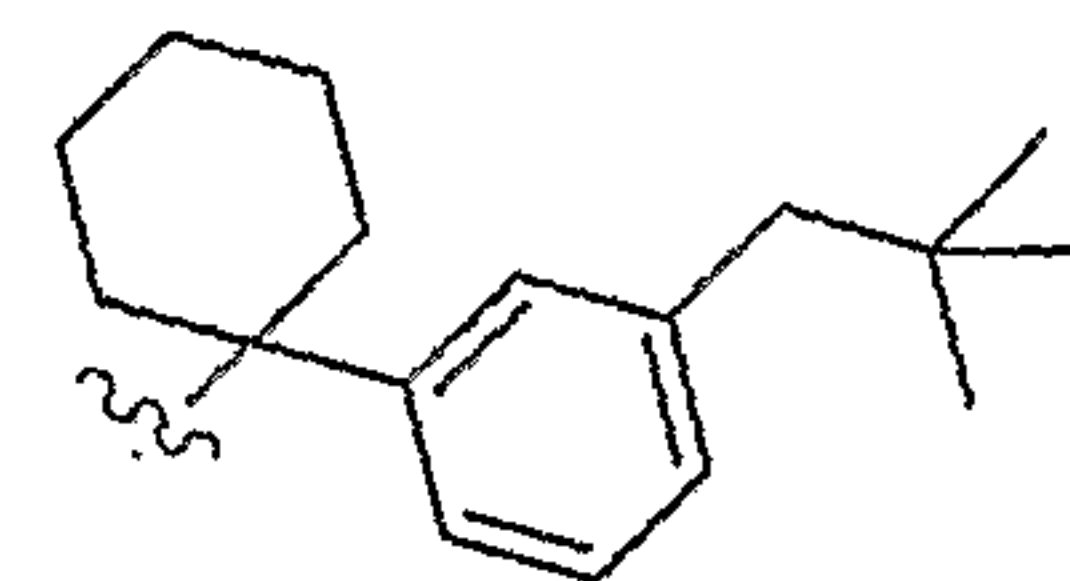
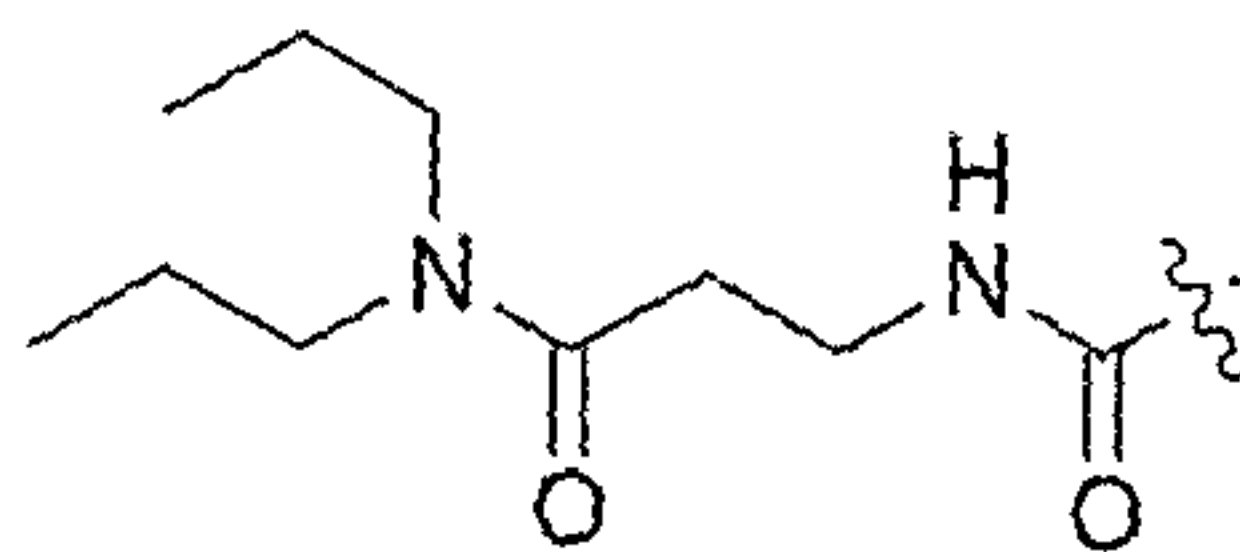




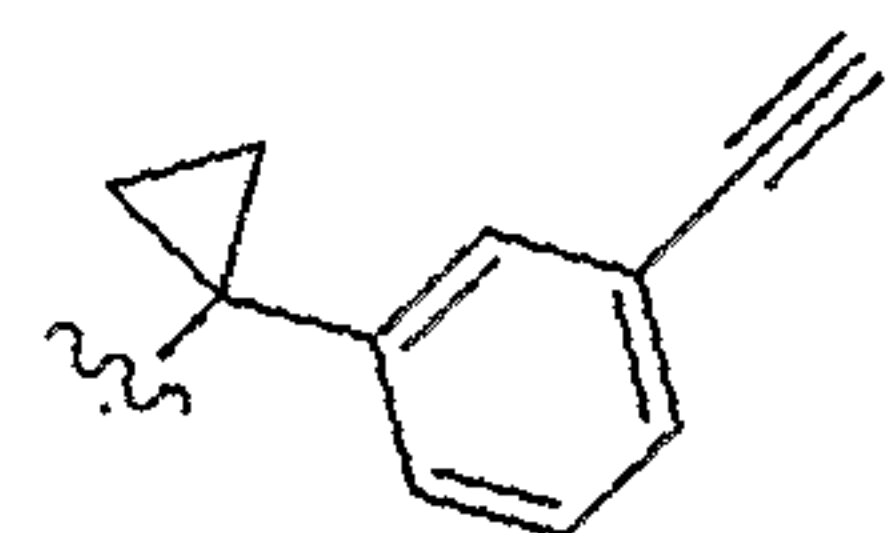
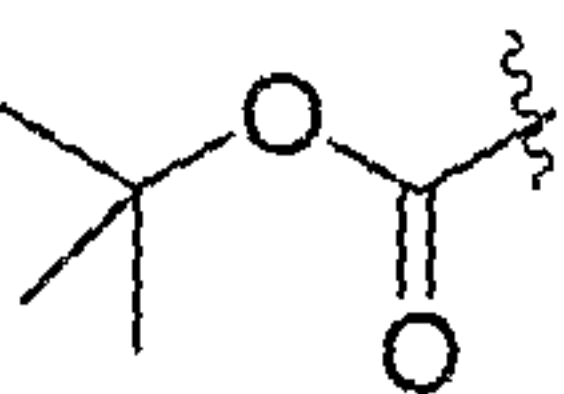
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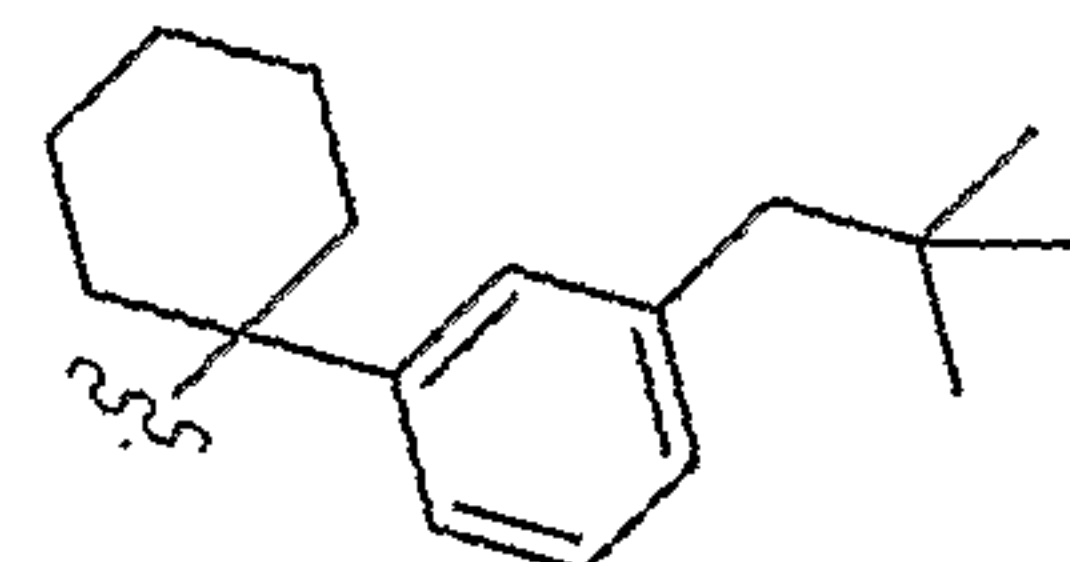
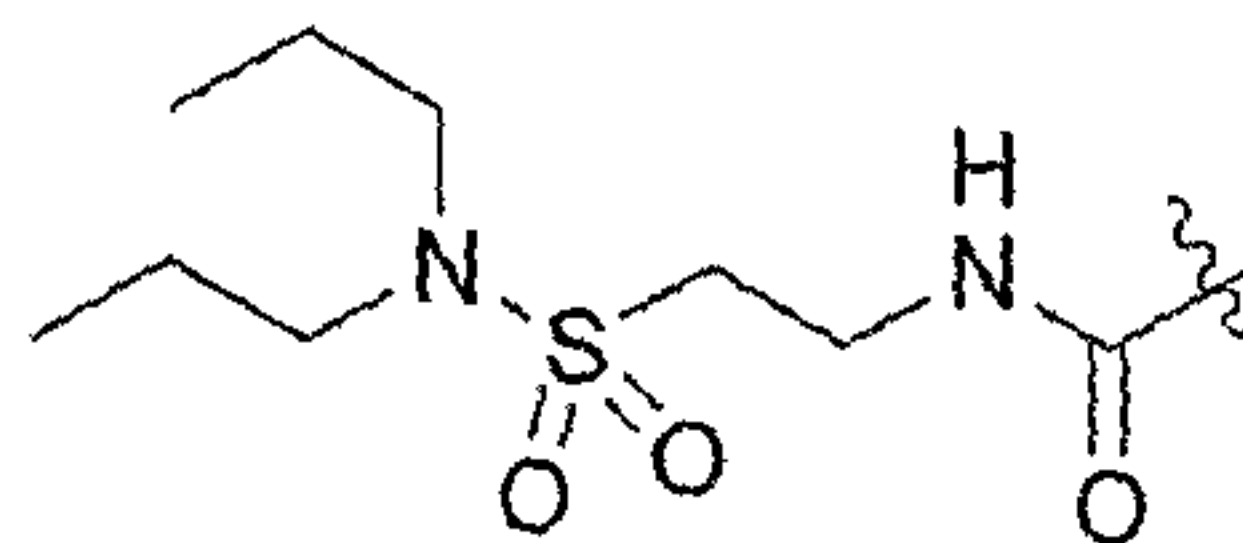
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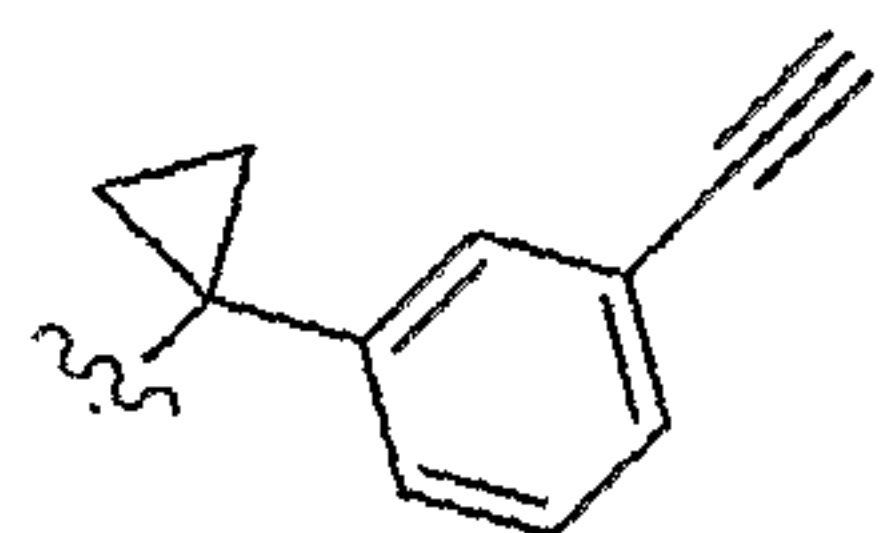
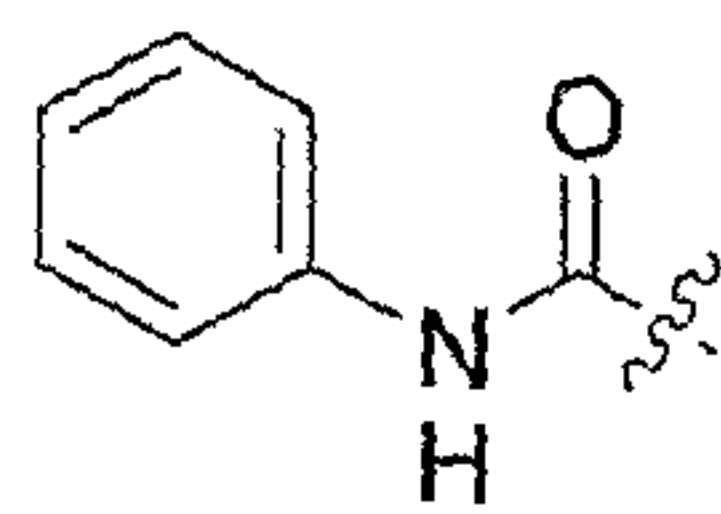
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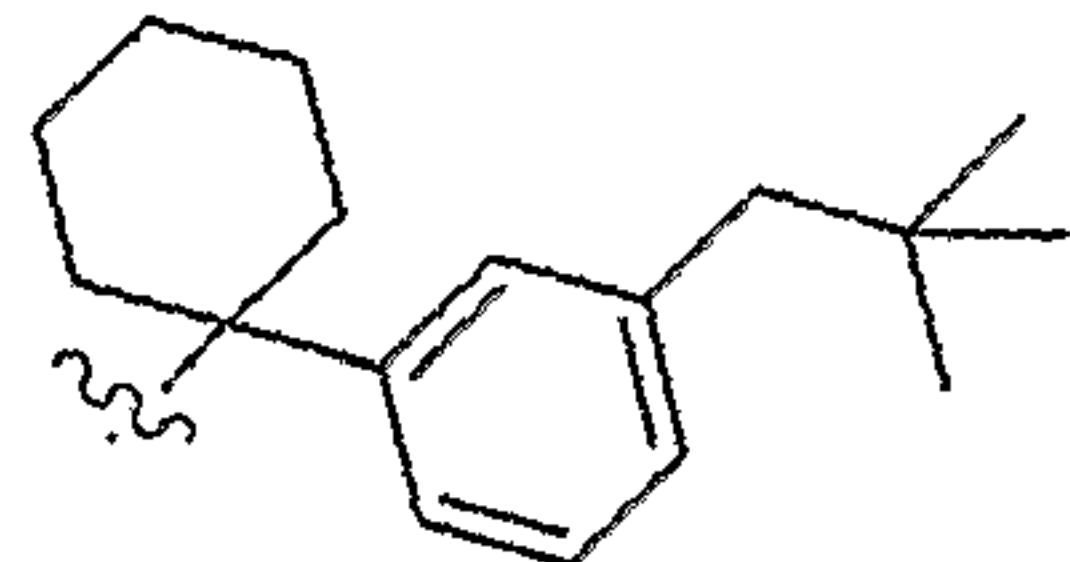
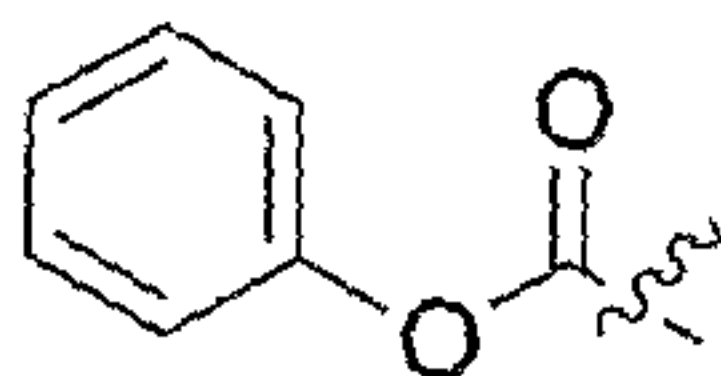
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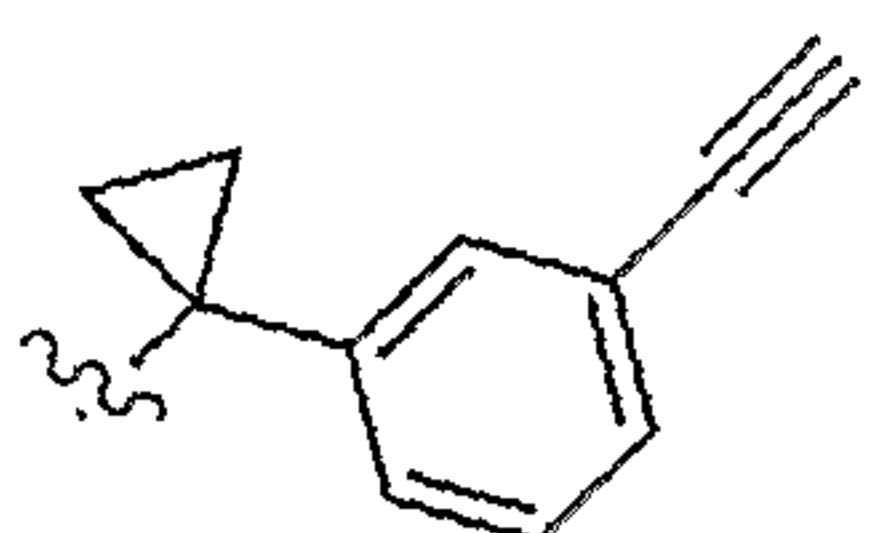
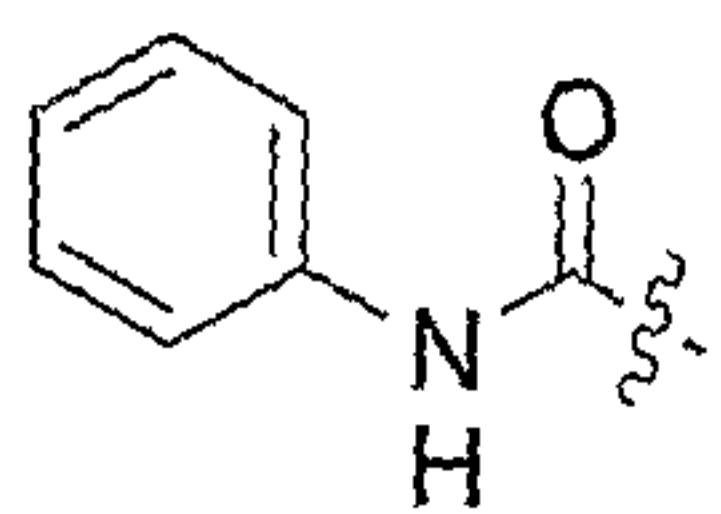
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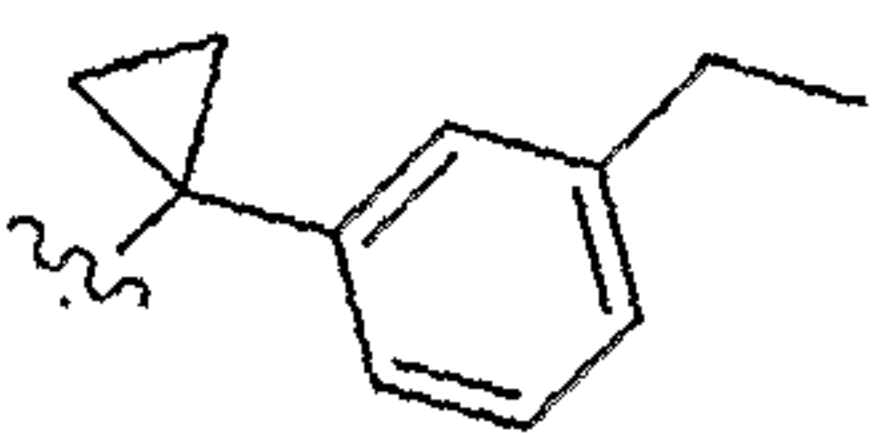
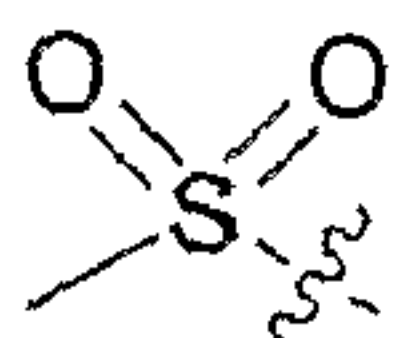
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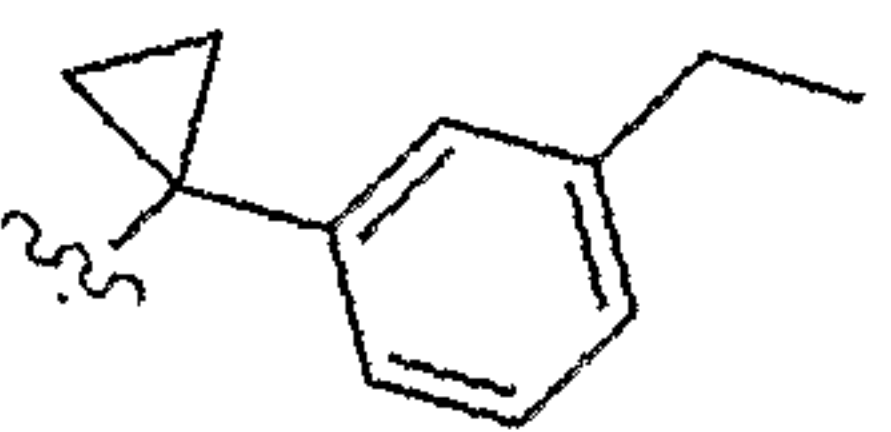
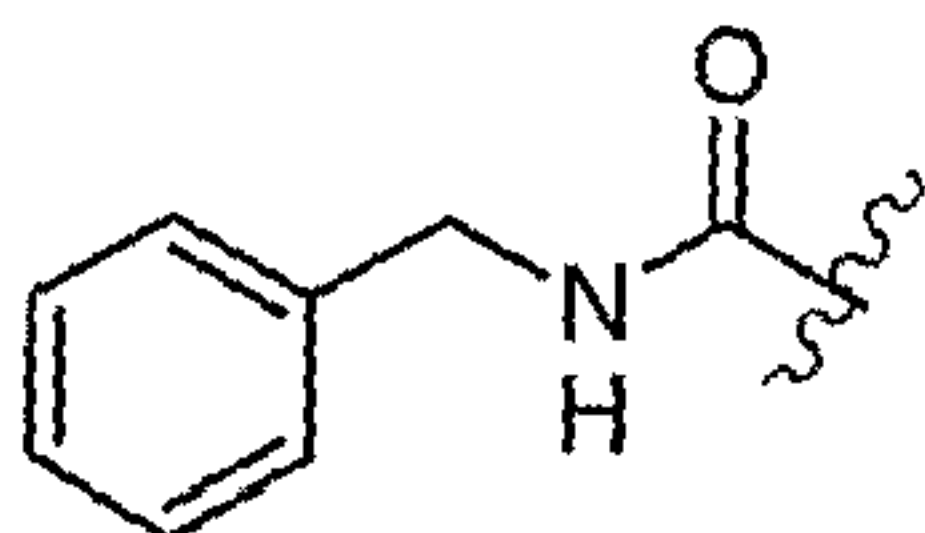
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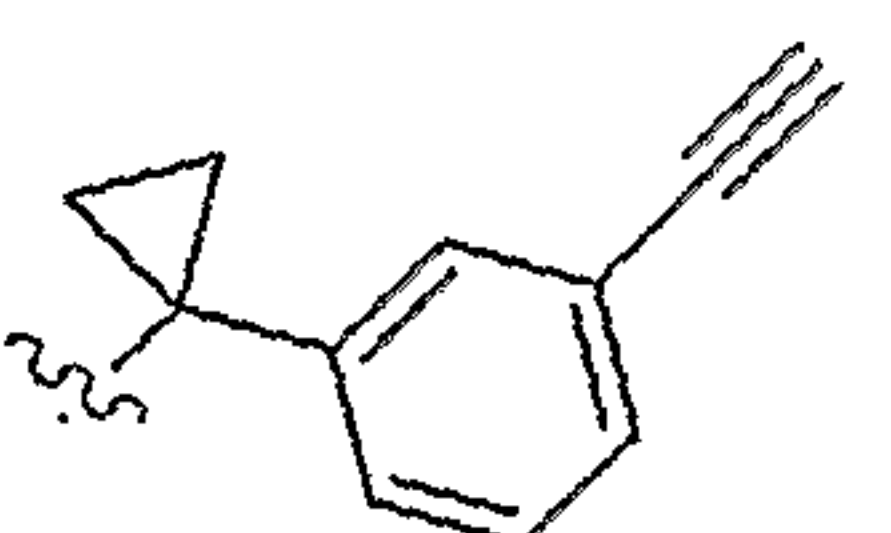
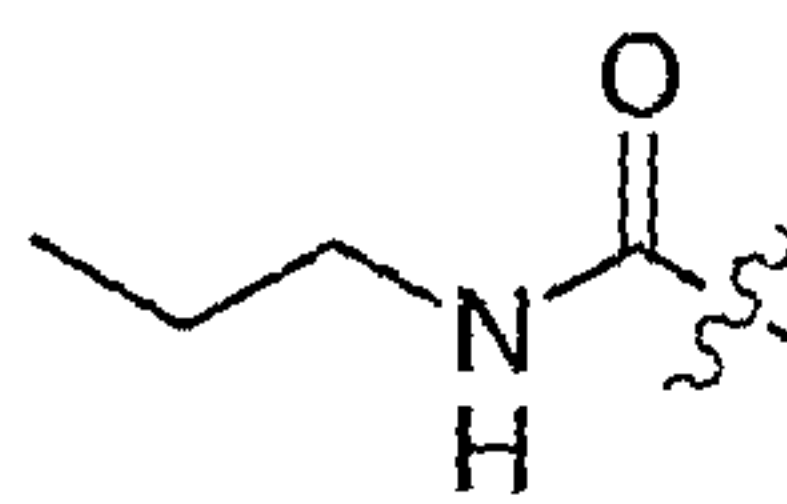
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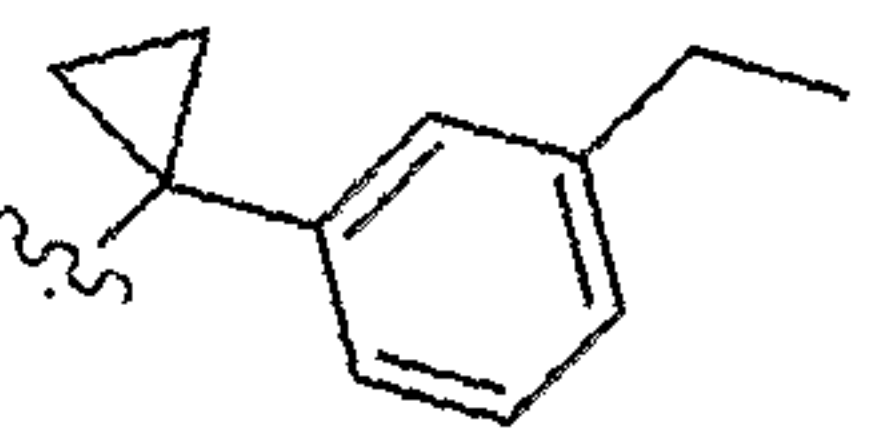
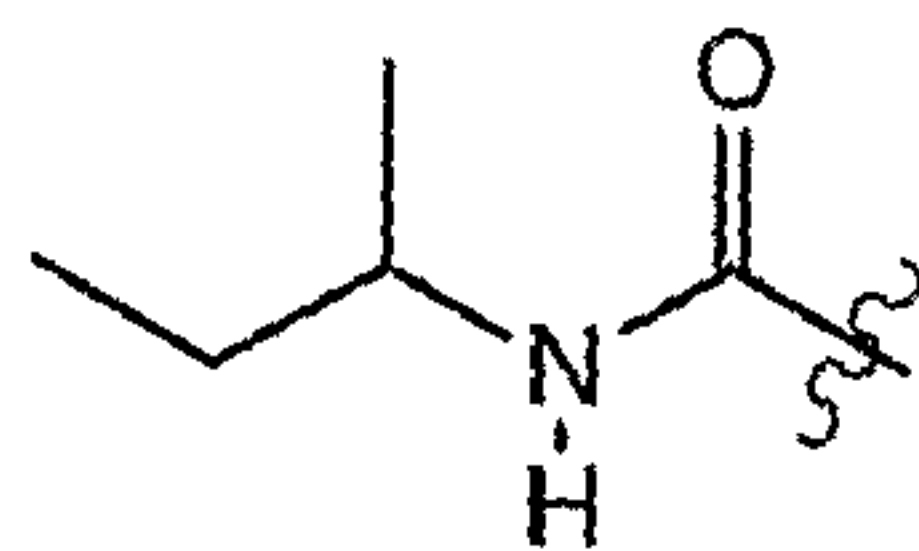
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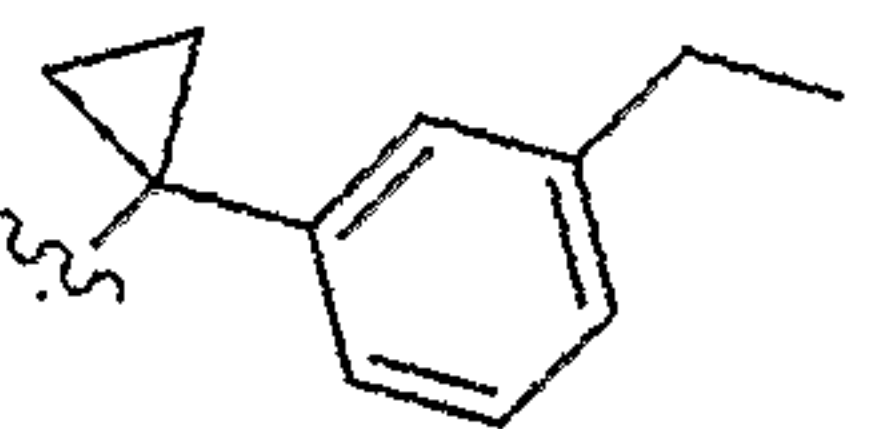
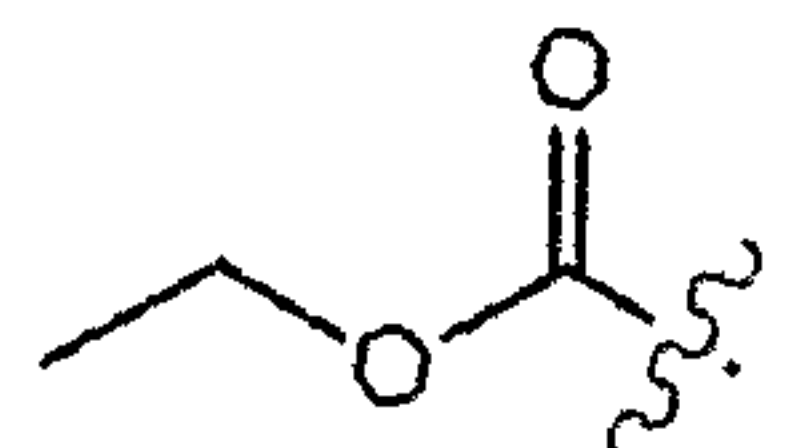
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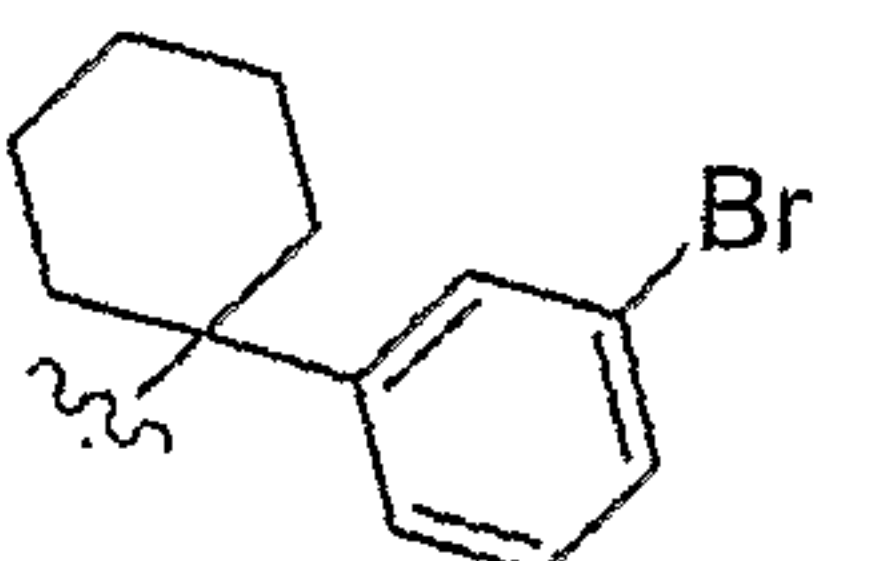
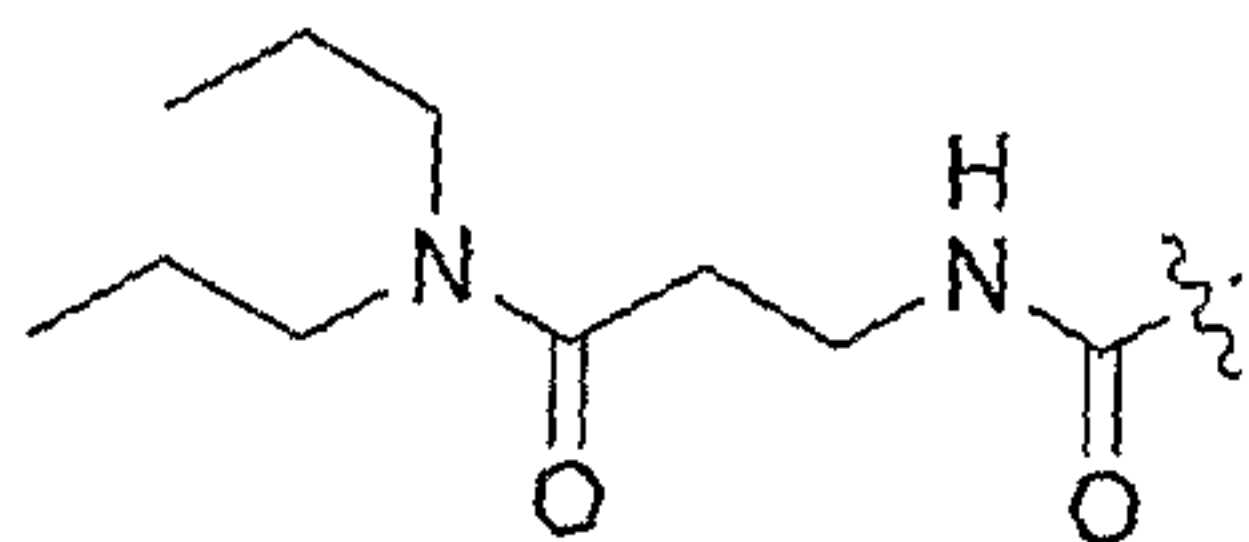
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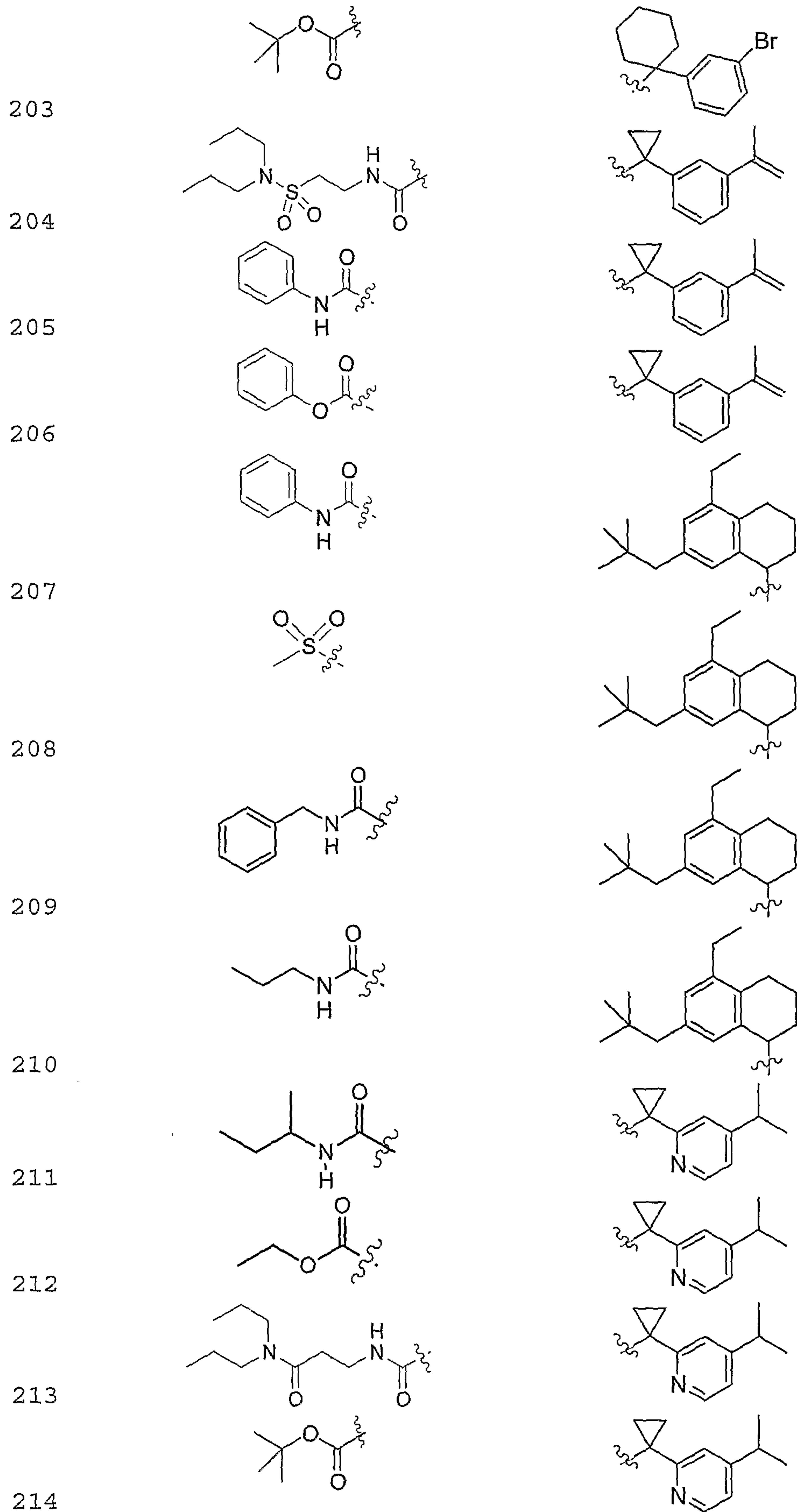


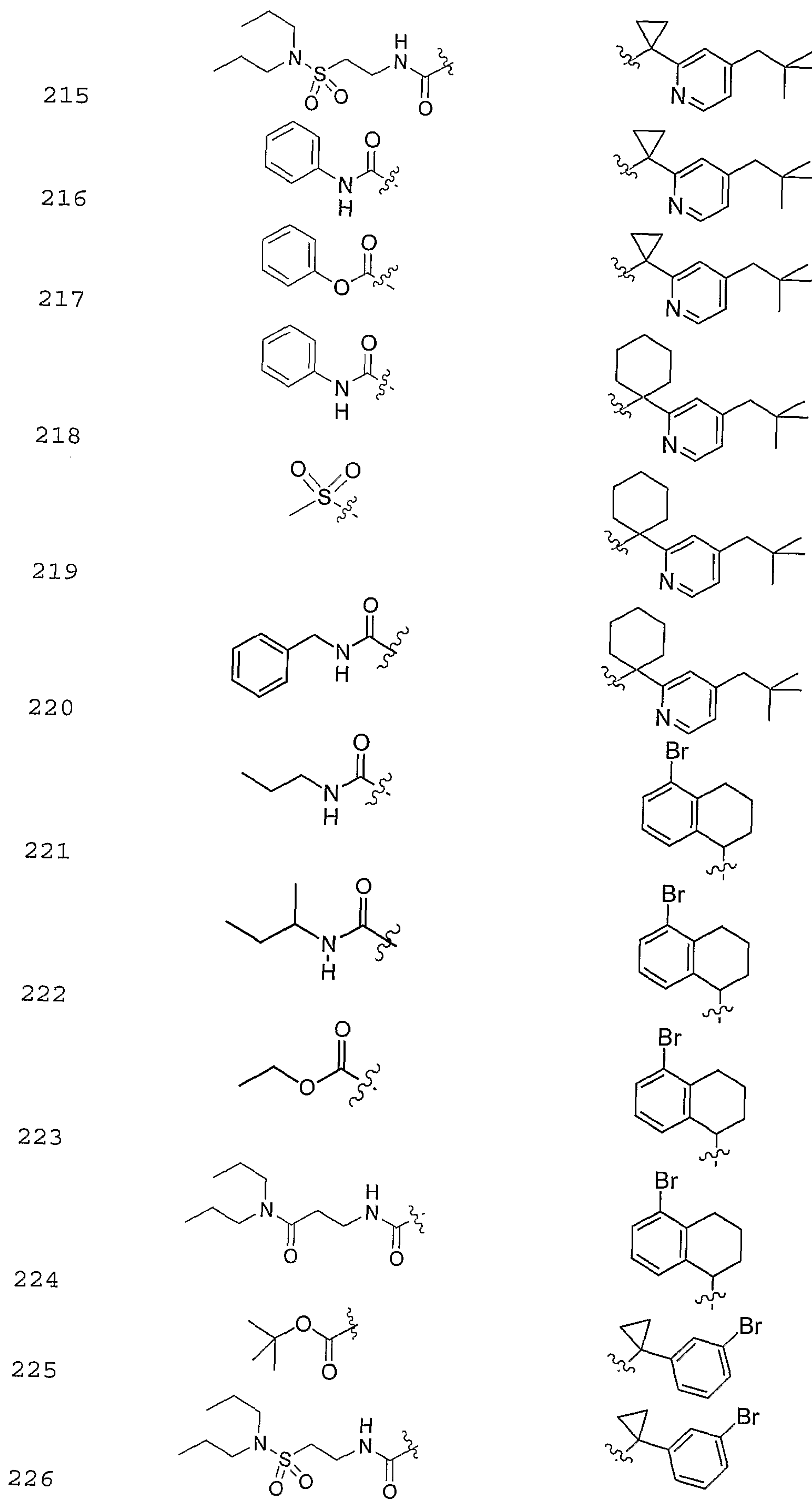
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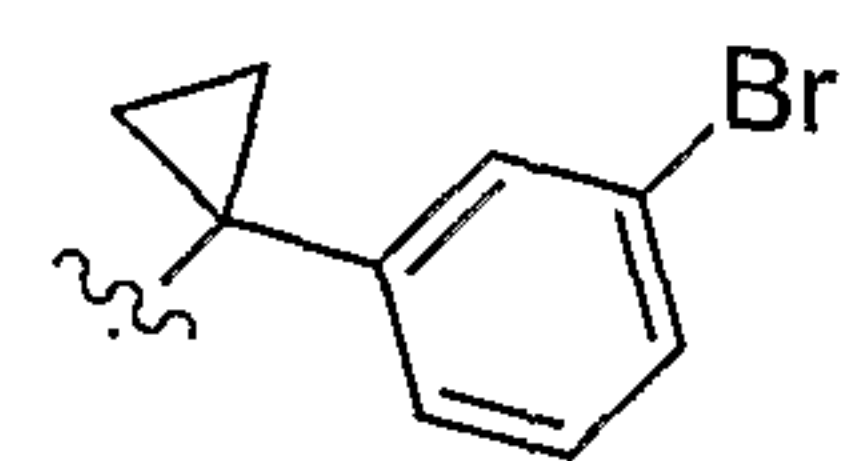
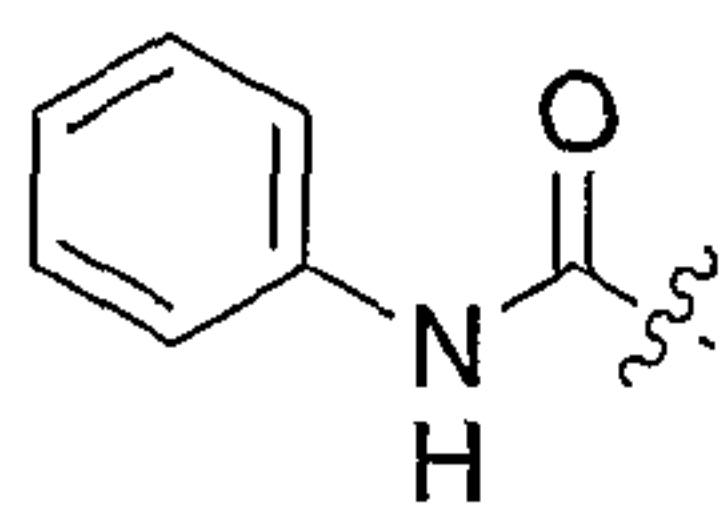
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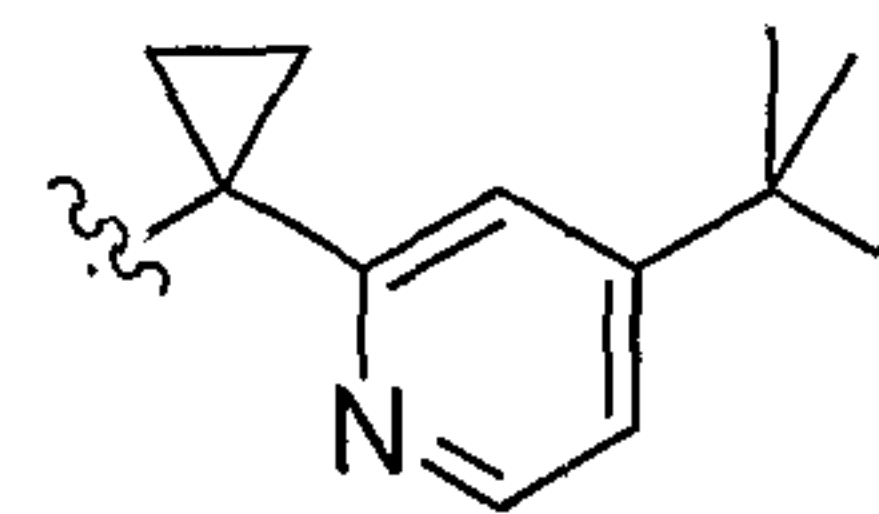
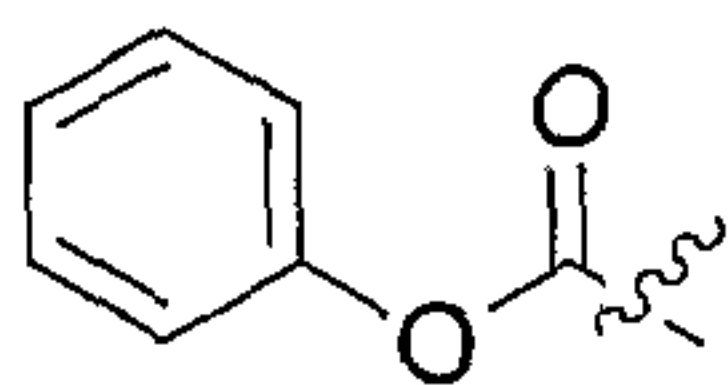




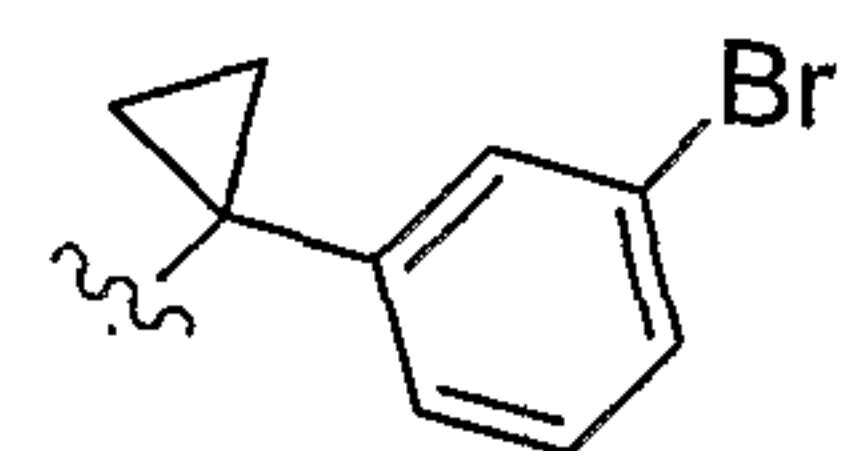
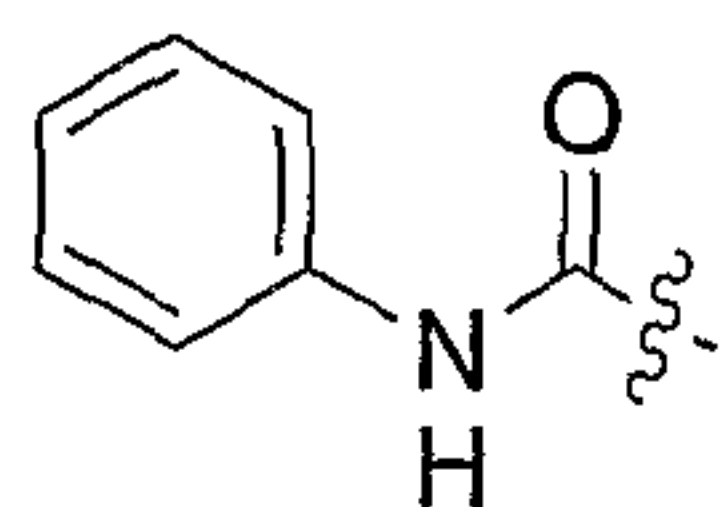
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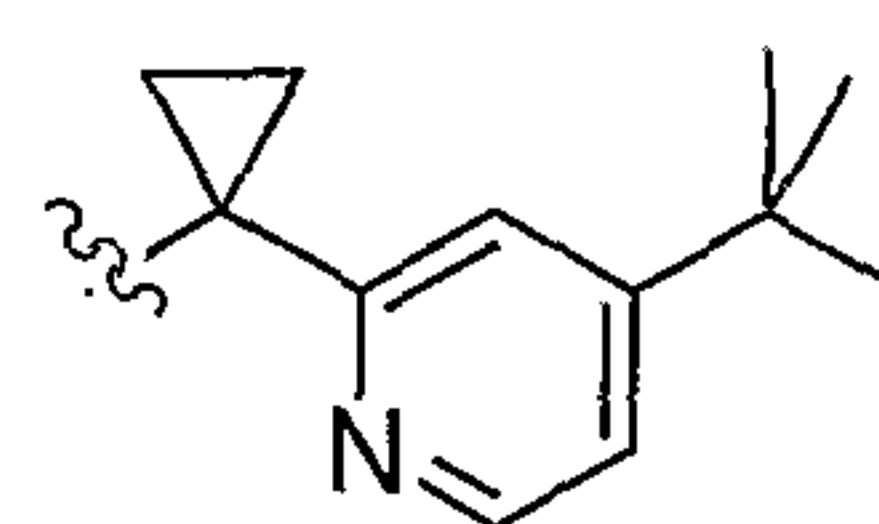
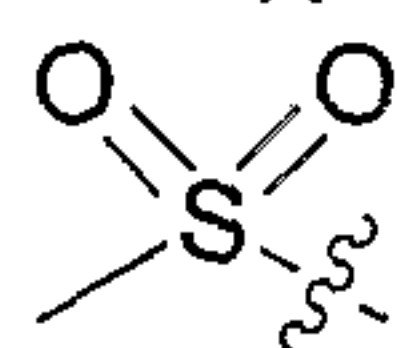
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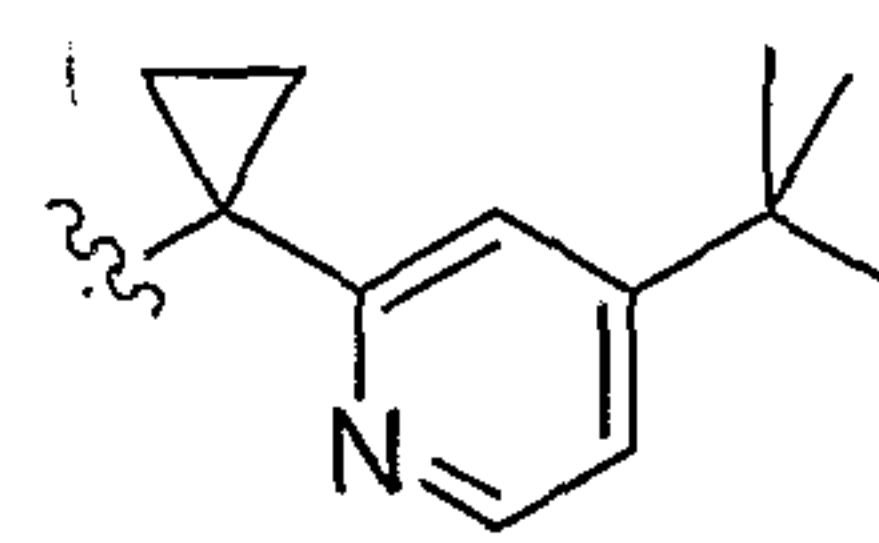
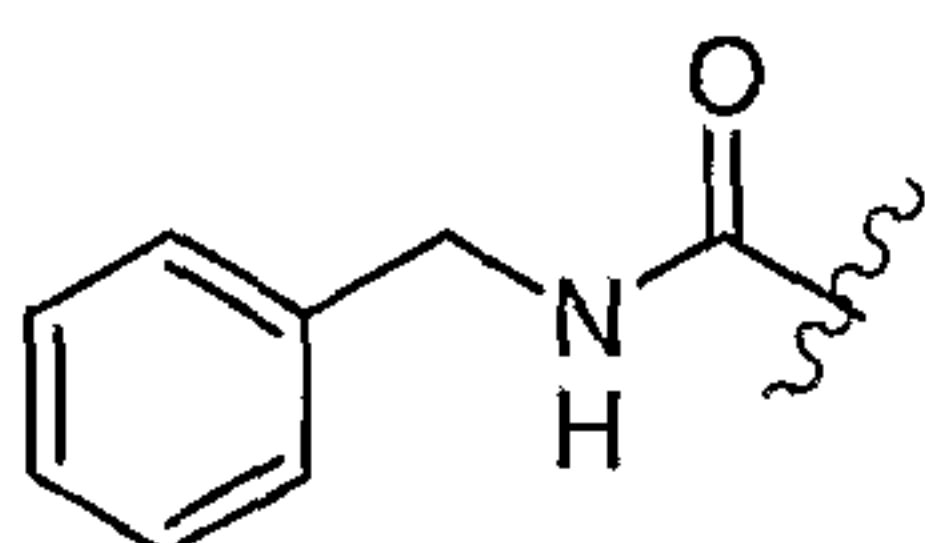
229



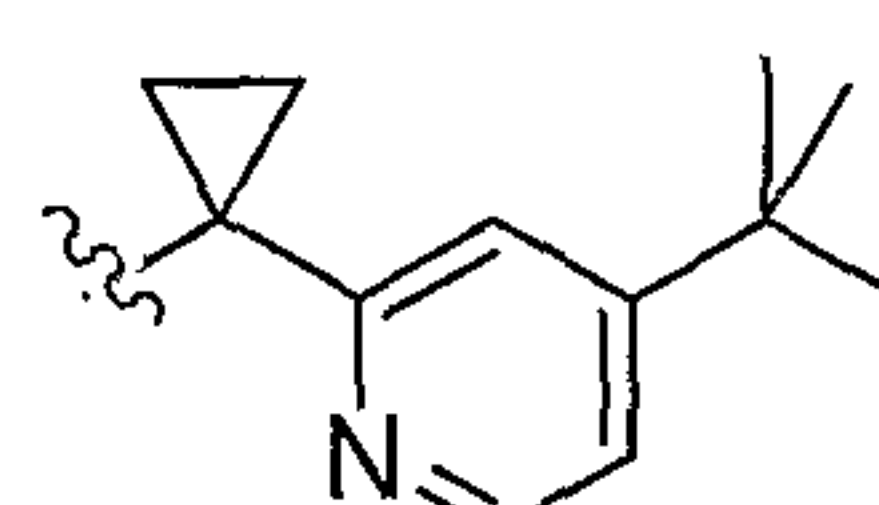
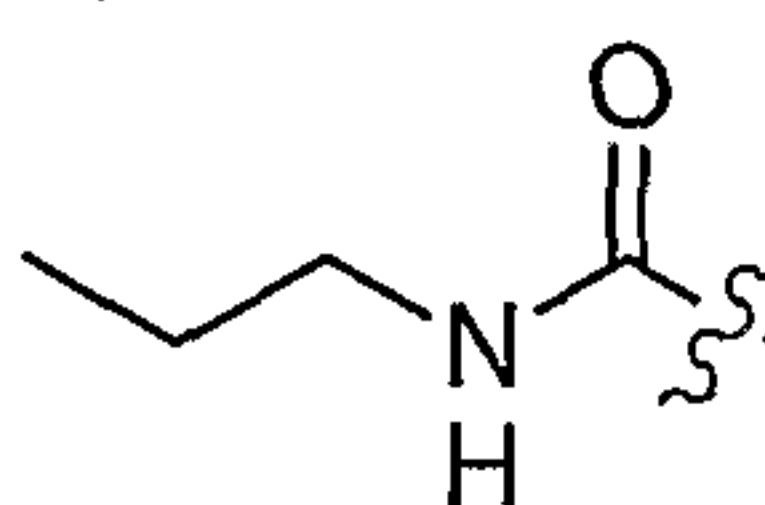
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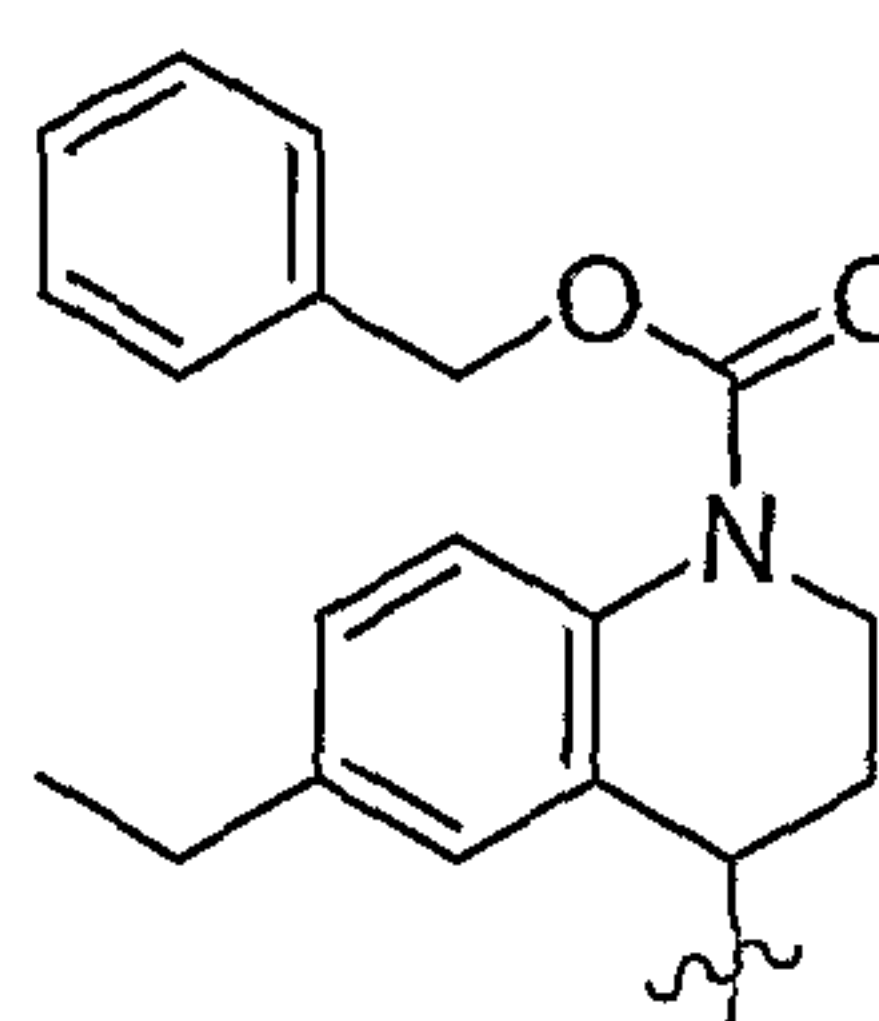
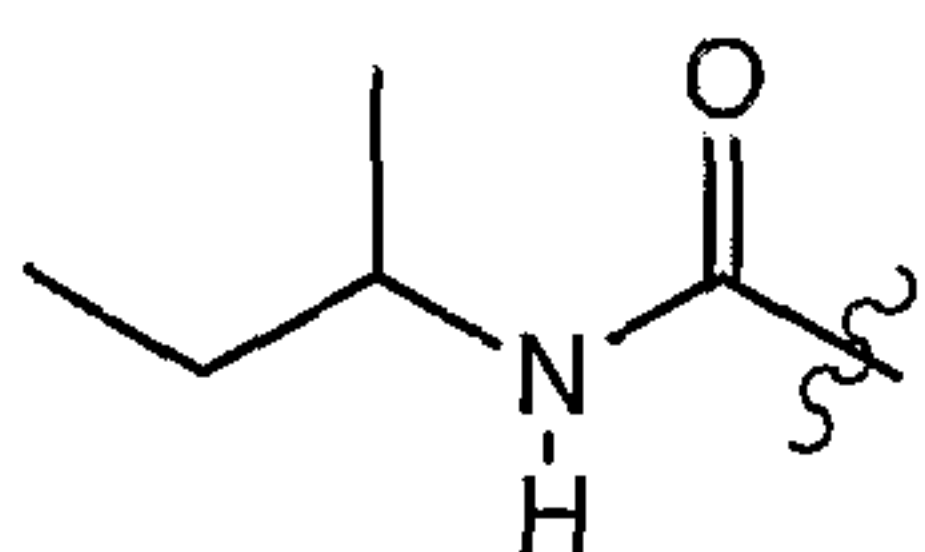
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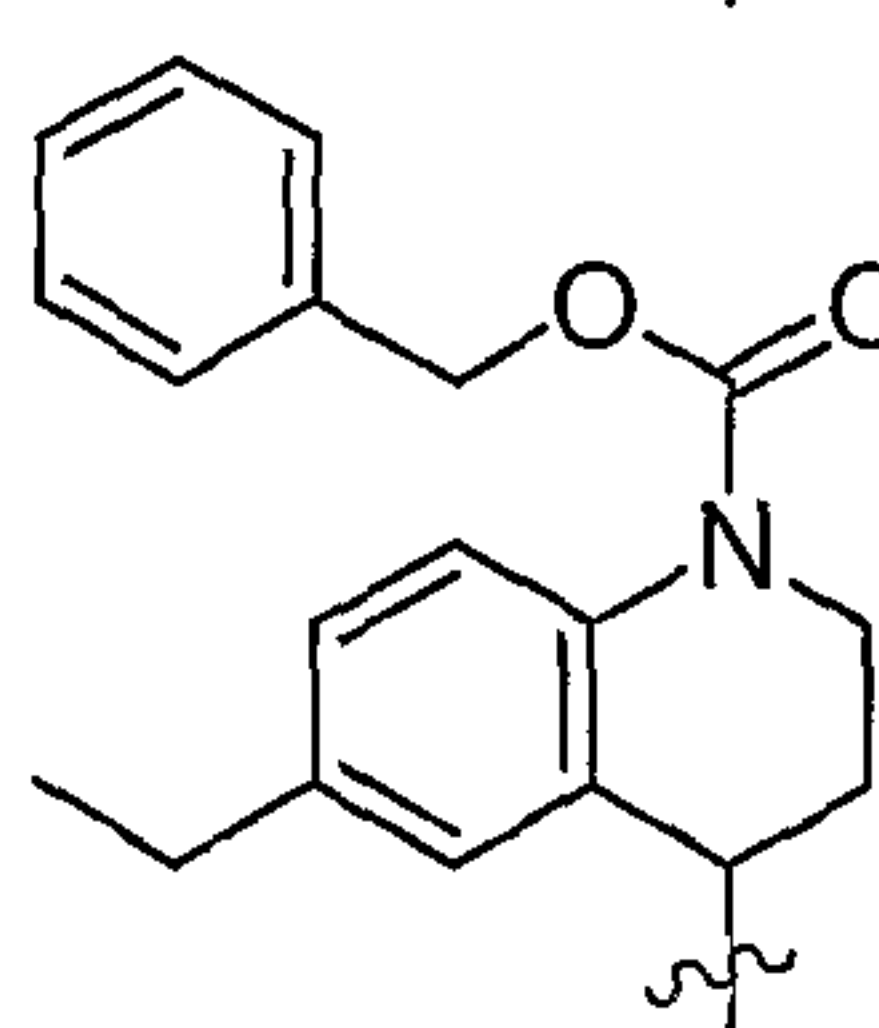
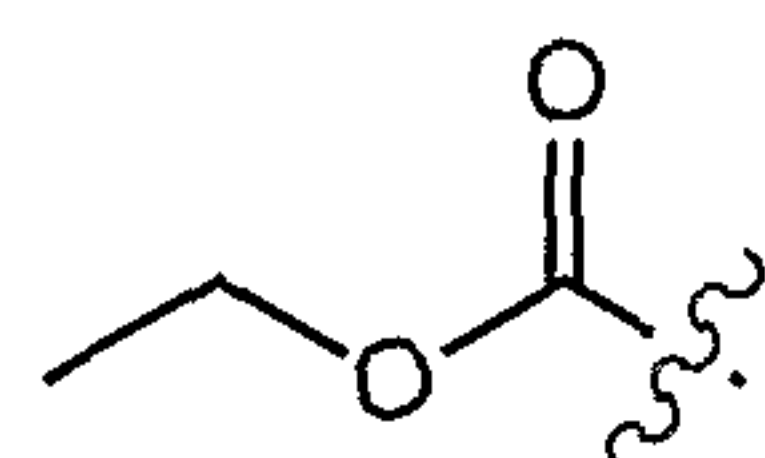
232



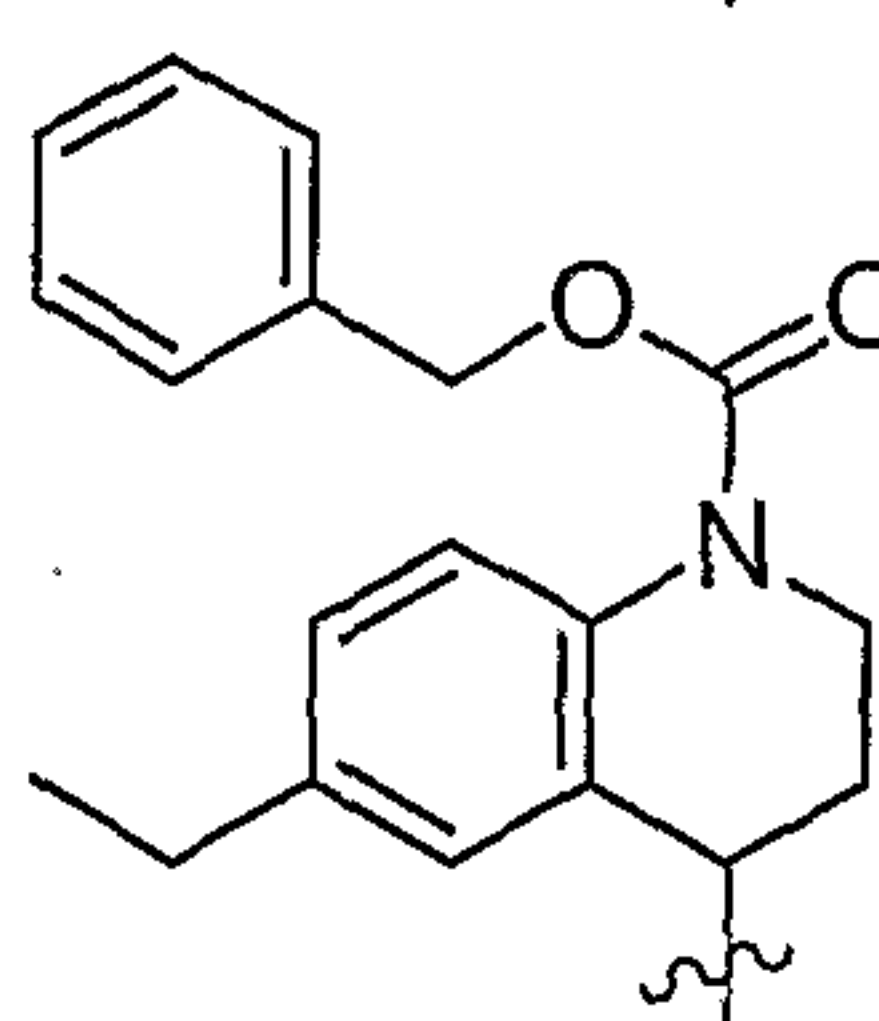
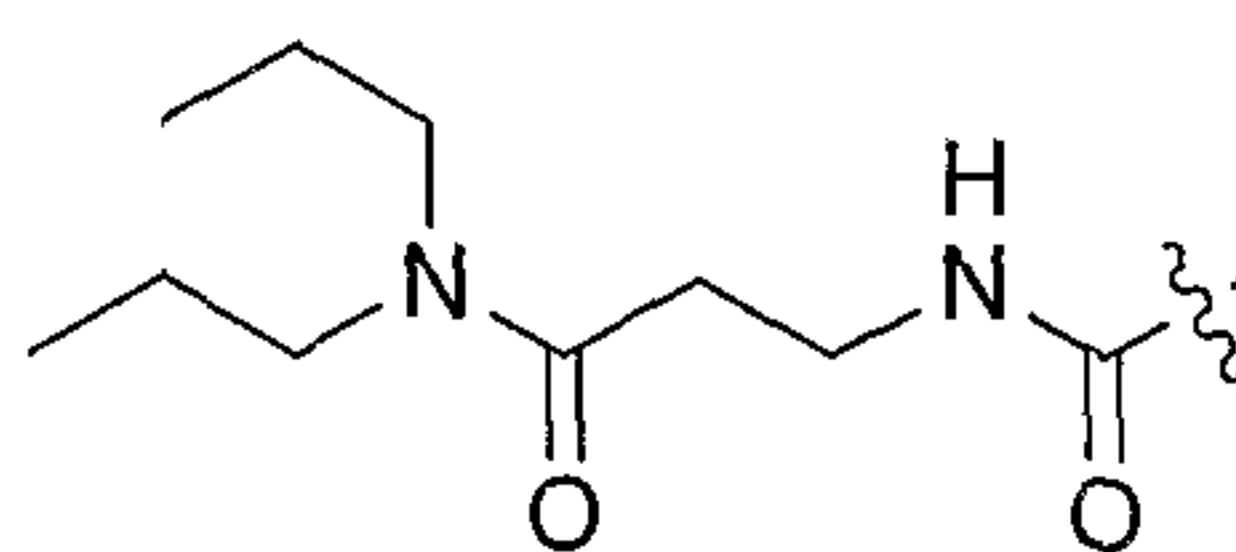
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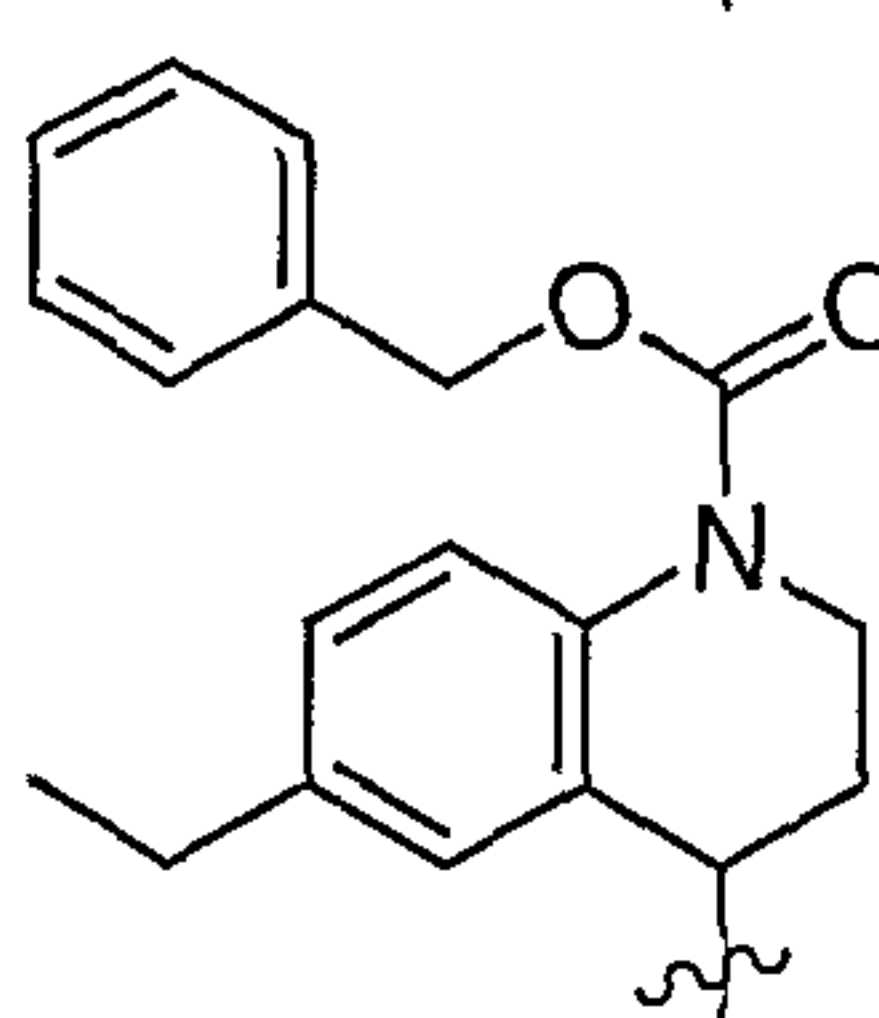
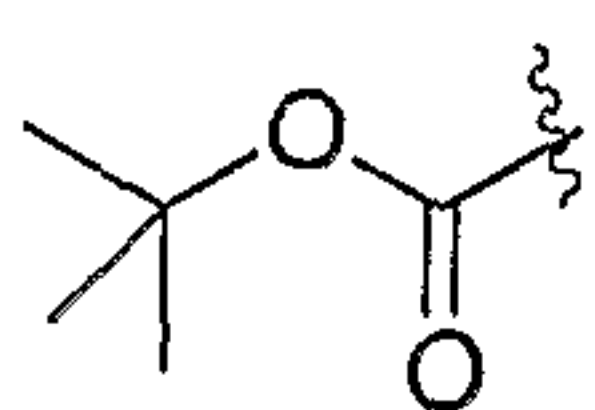
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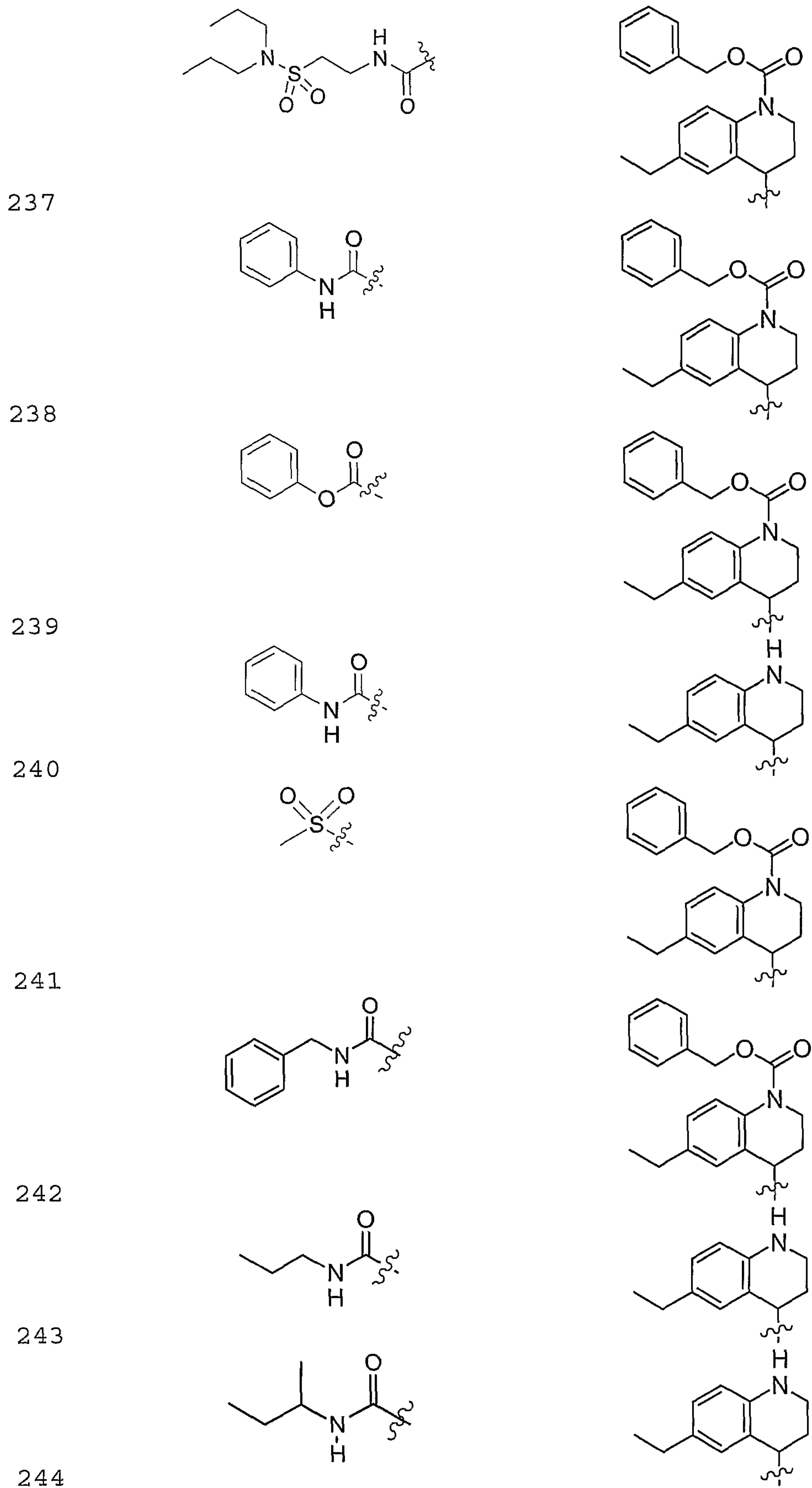


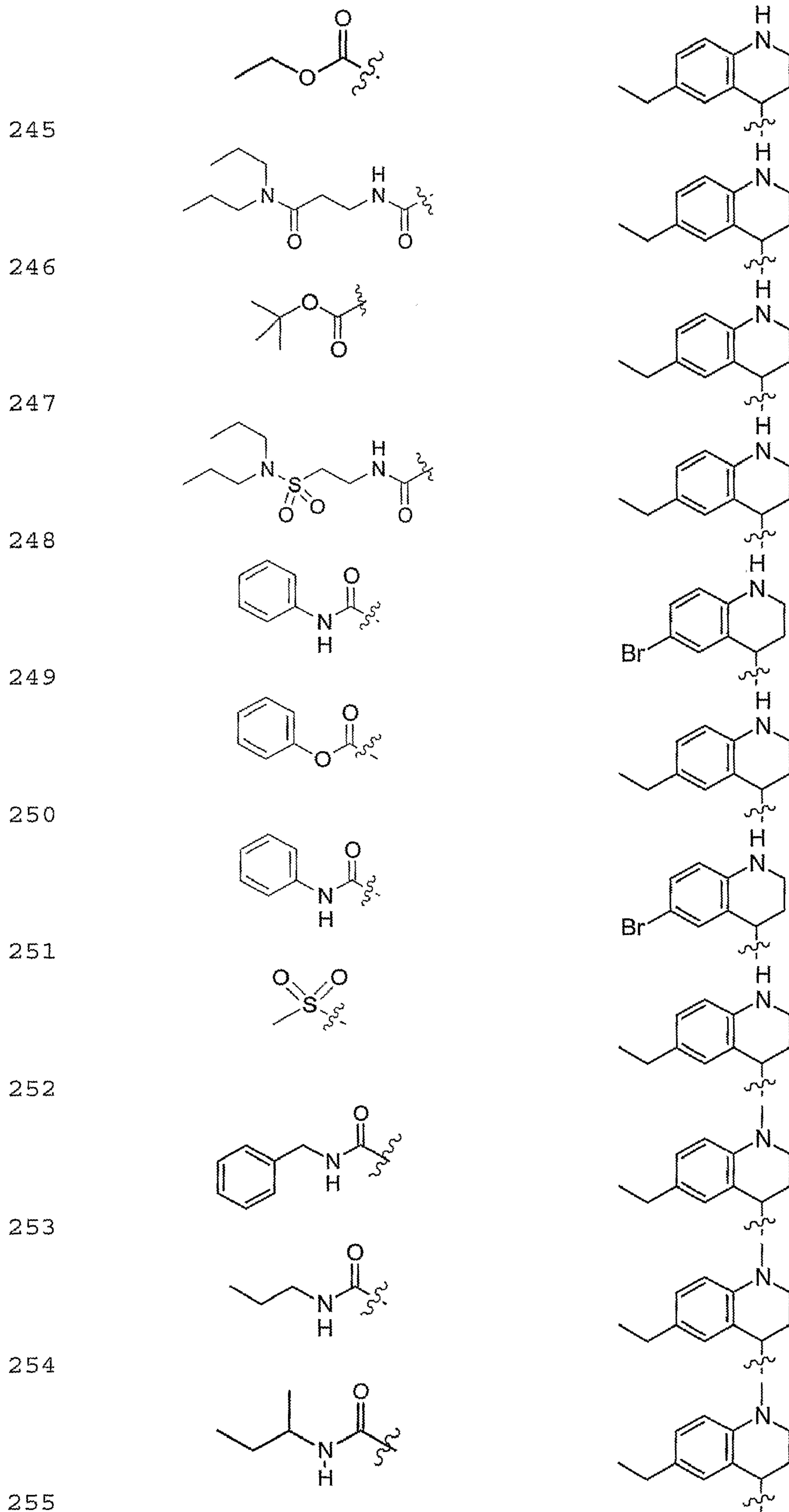
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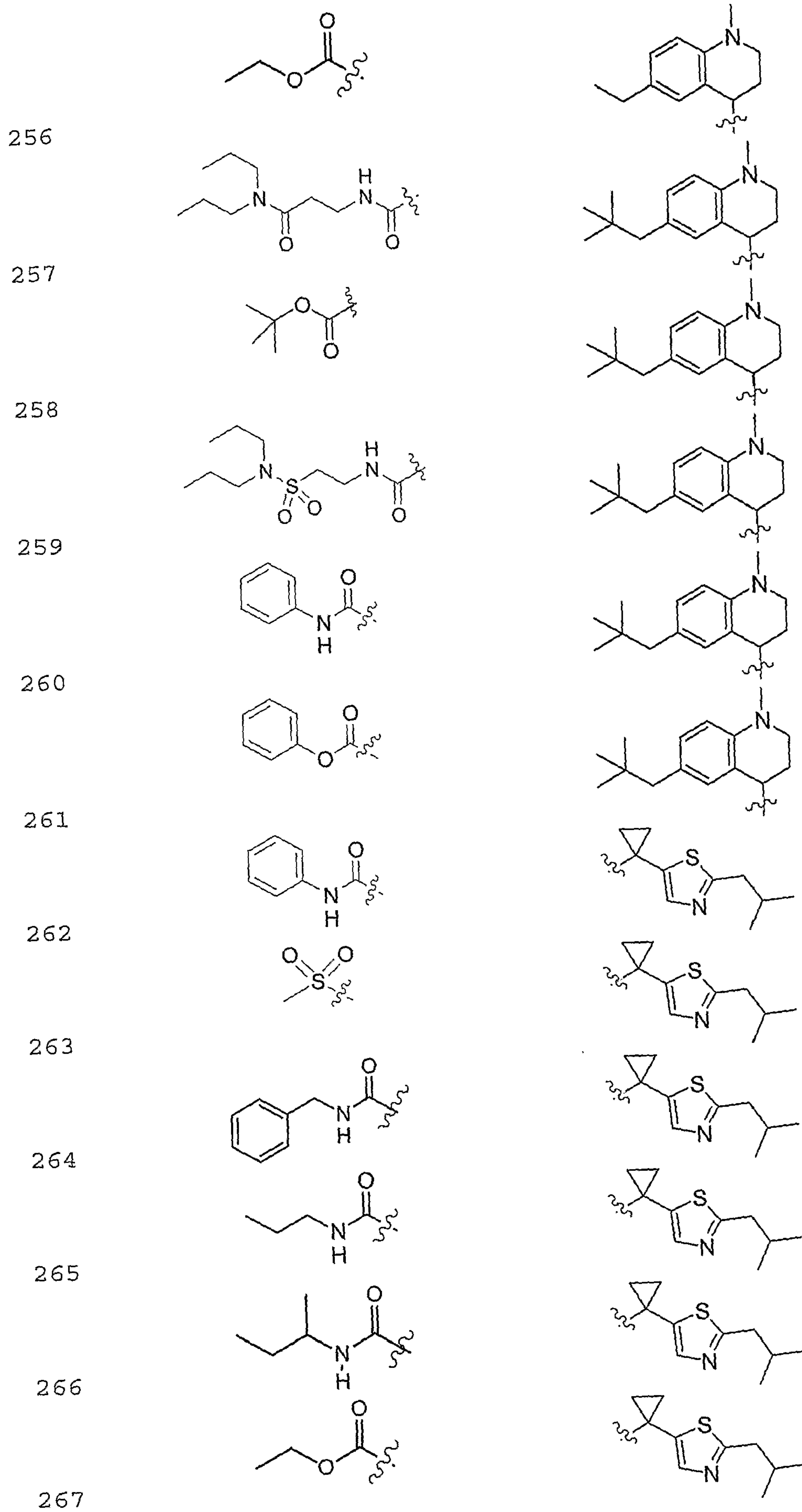


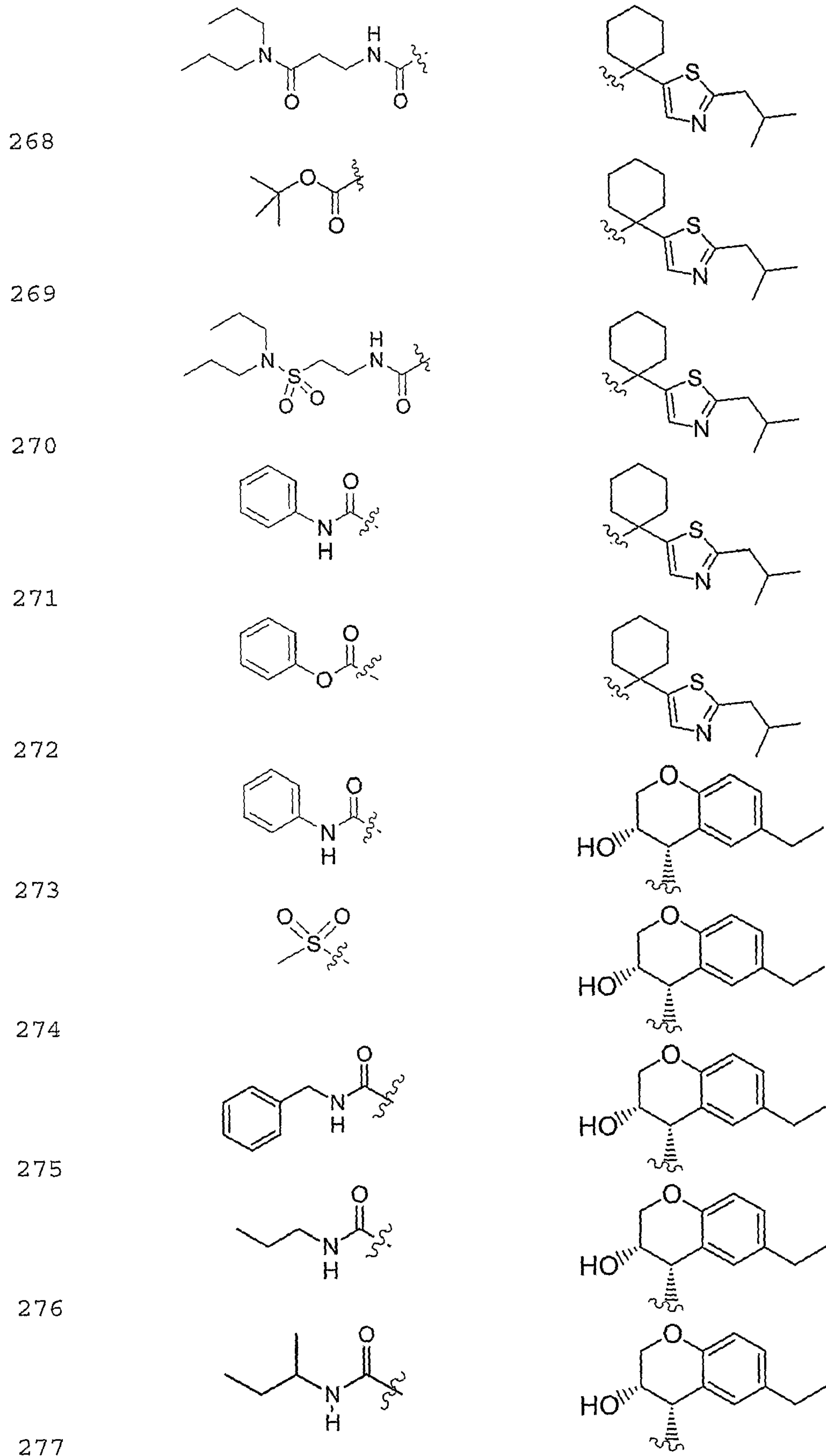
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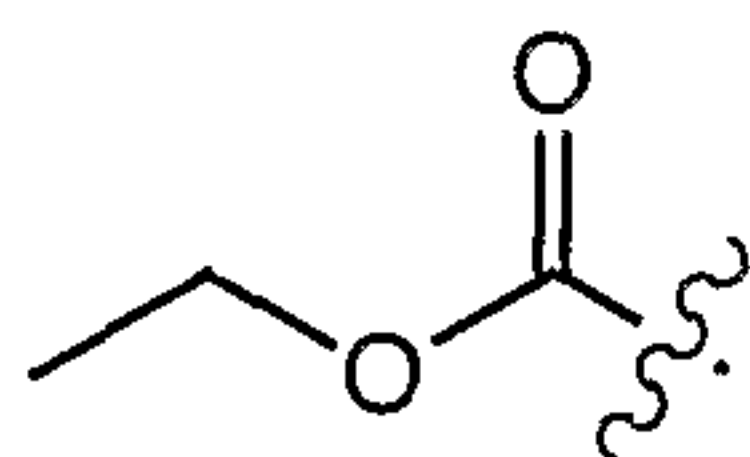




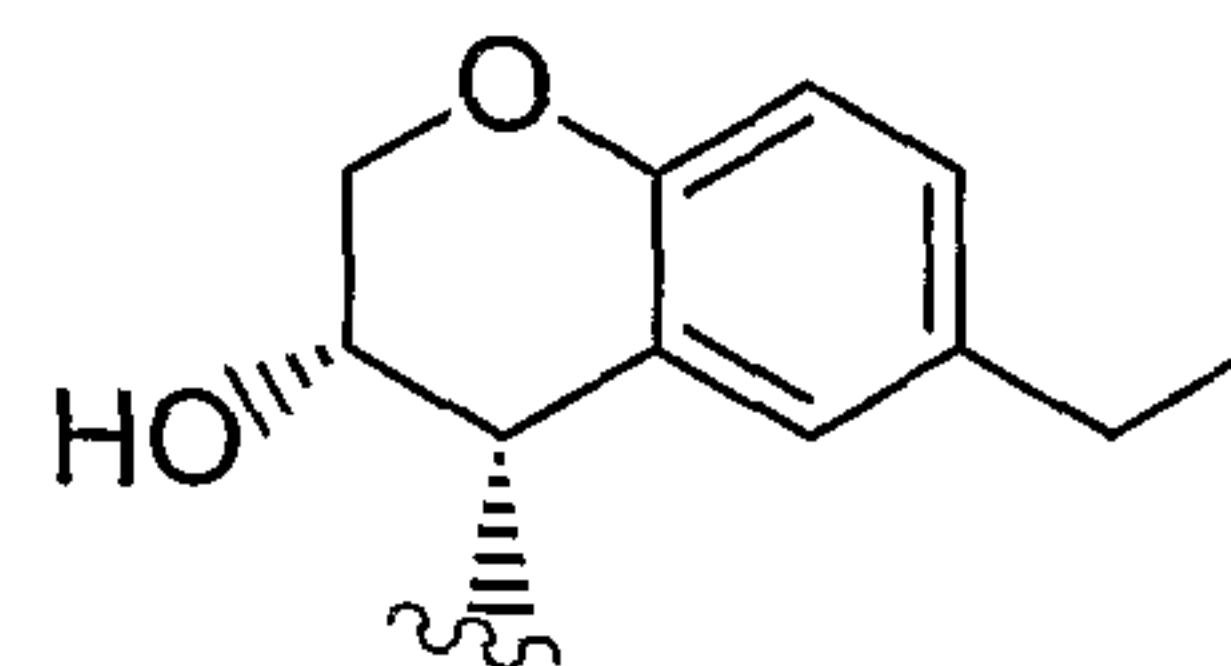








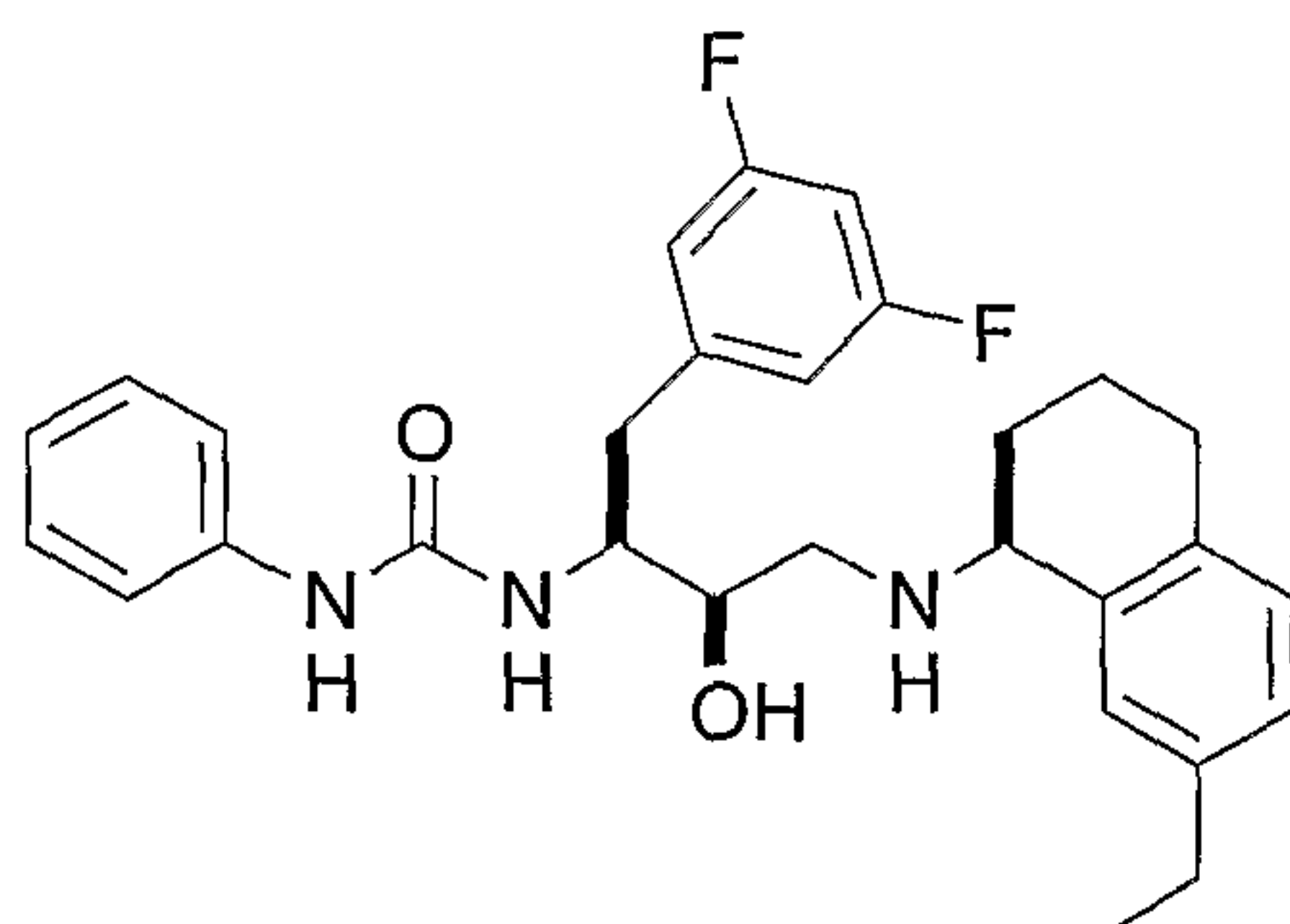
278

Example 5

The following compounds are prepared essentially according to the procedures outlined above and described in the above examples. The substituents R and R_c are defined for formula A in the table.

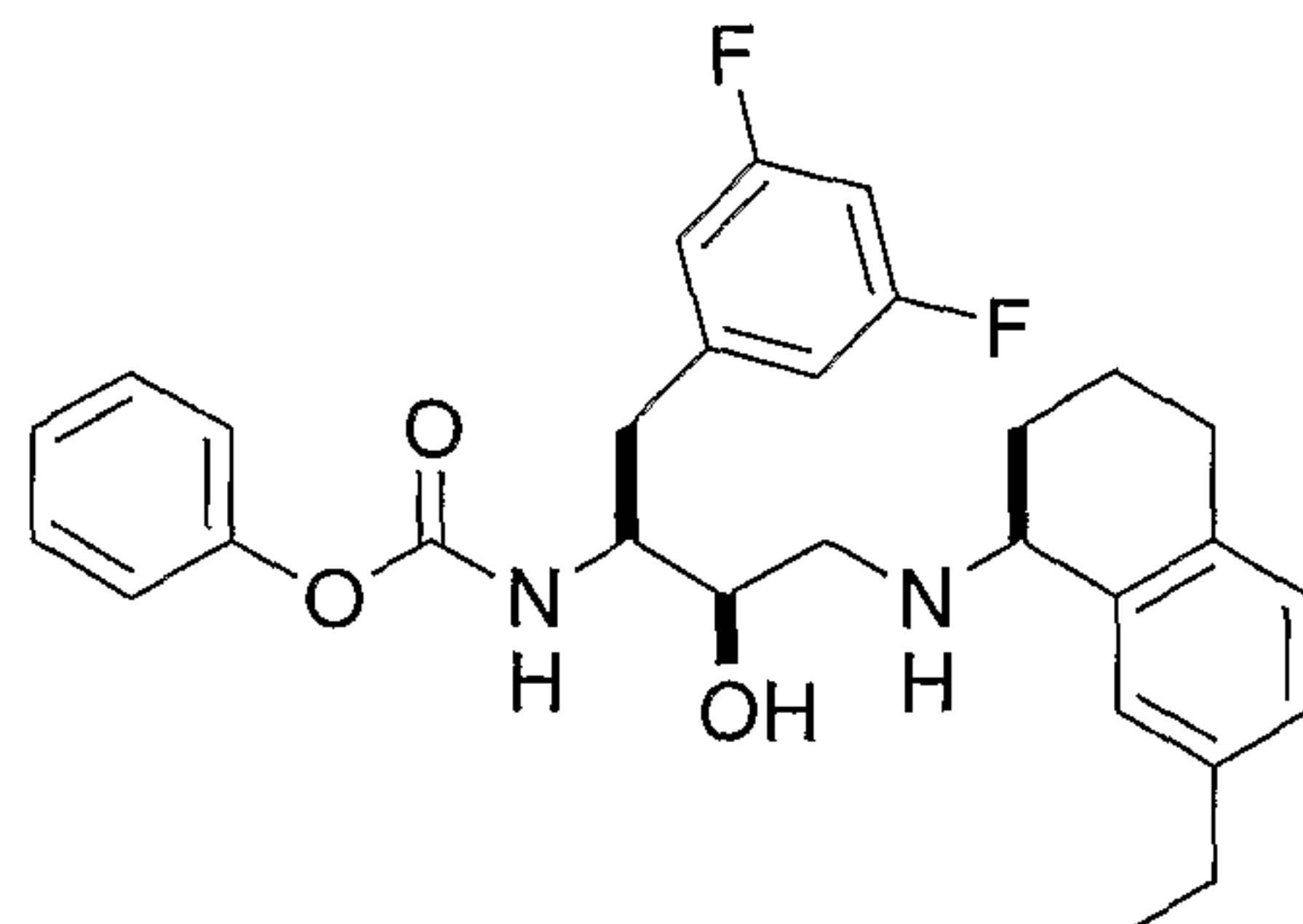
Compound
No.
279

Structure/Name



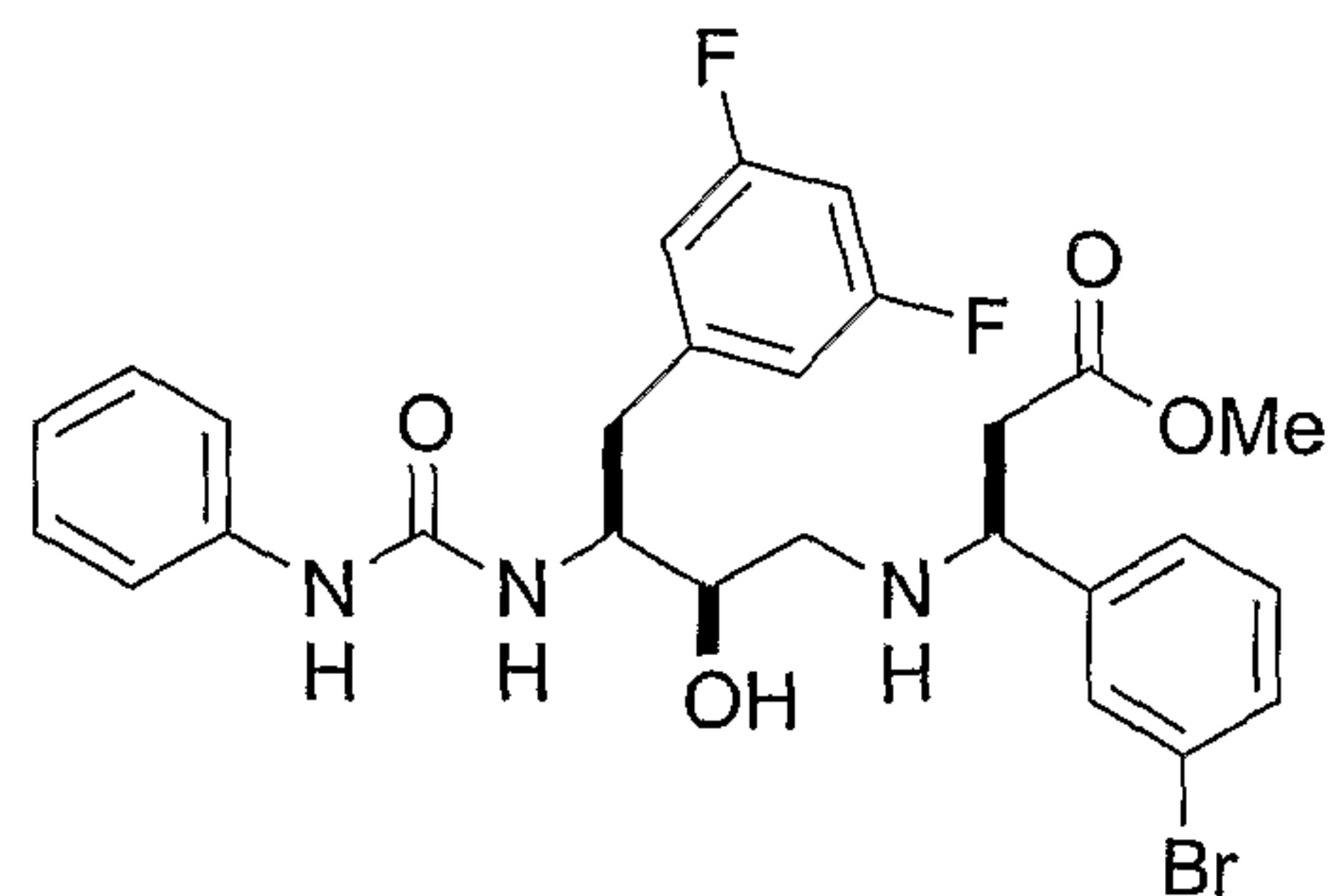
N-((1*S*,2*R*)-1-(3,5-difluorobenzyl)-3-{(1*S*)-7-ethyl-1,2,3,4-tetrahydronaphthalen-1-yl}amino)-2-hydroxypropyl)-*N'*-phenylurea;

280



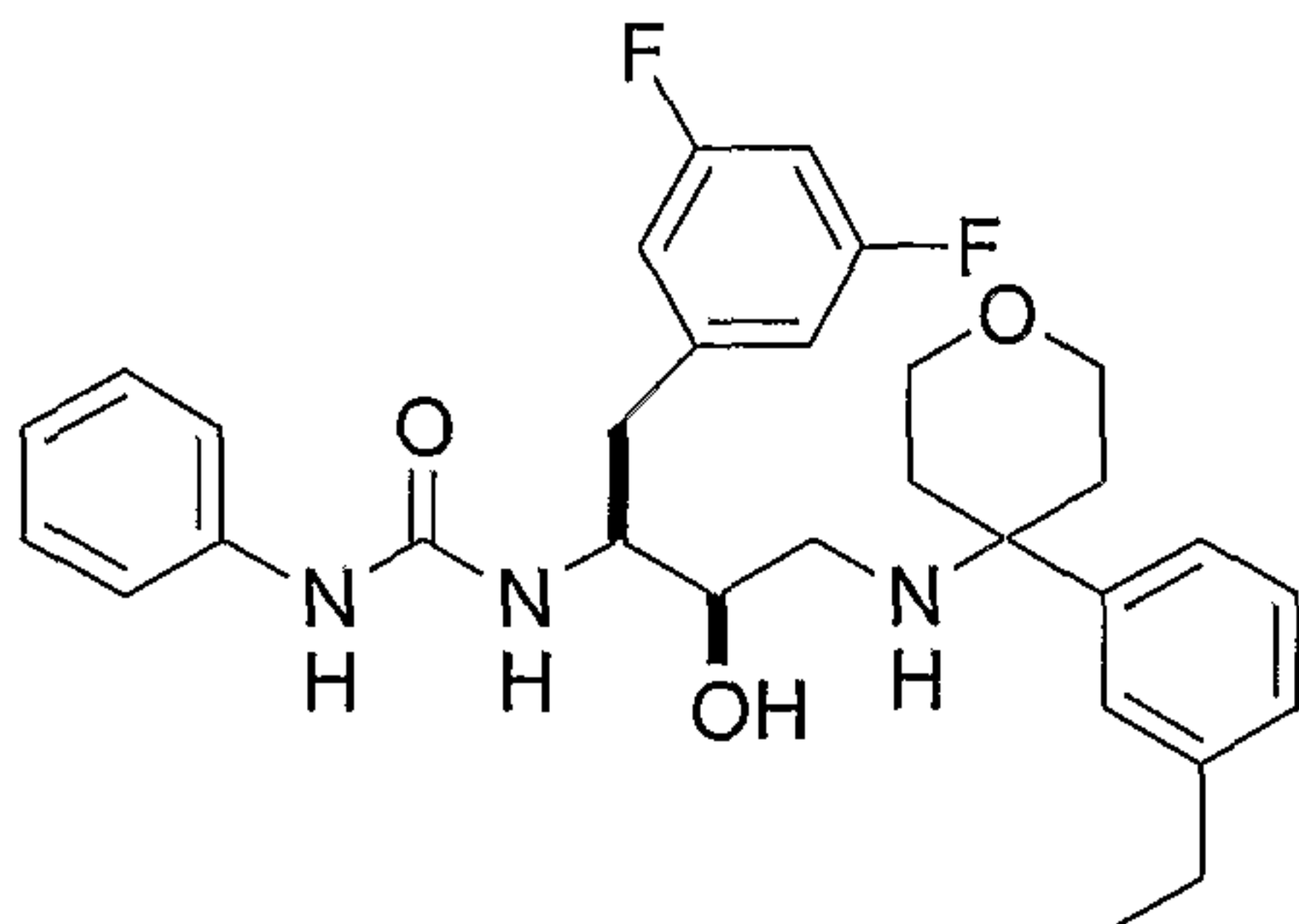
phenyl ((1*S*,2*R*)-1-(3,5-difluorobenzyl)-3-{(1*S*)-7-ethyl-1,2,3,4-tetrahydronaphthalen-1-yl}amino)-2-hydroxypropyl) carbamate;

281



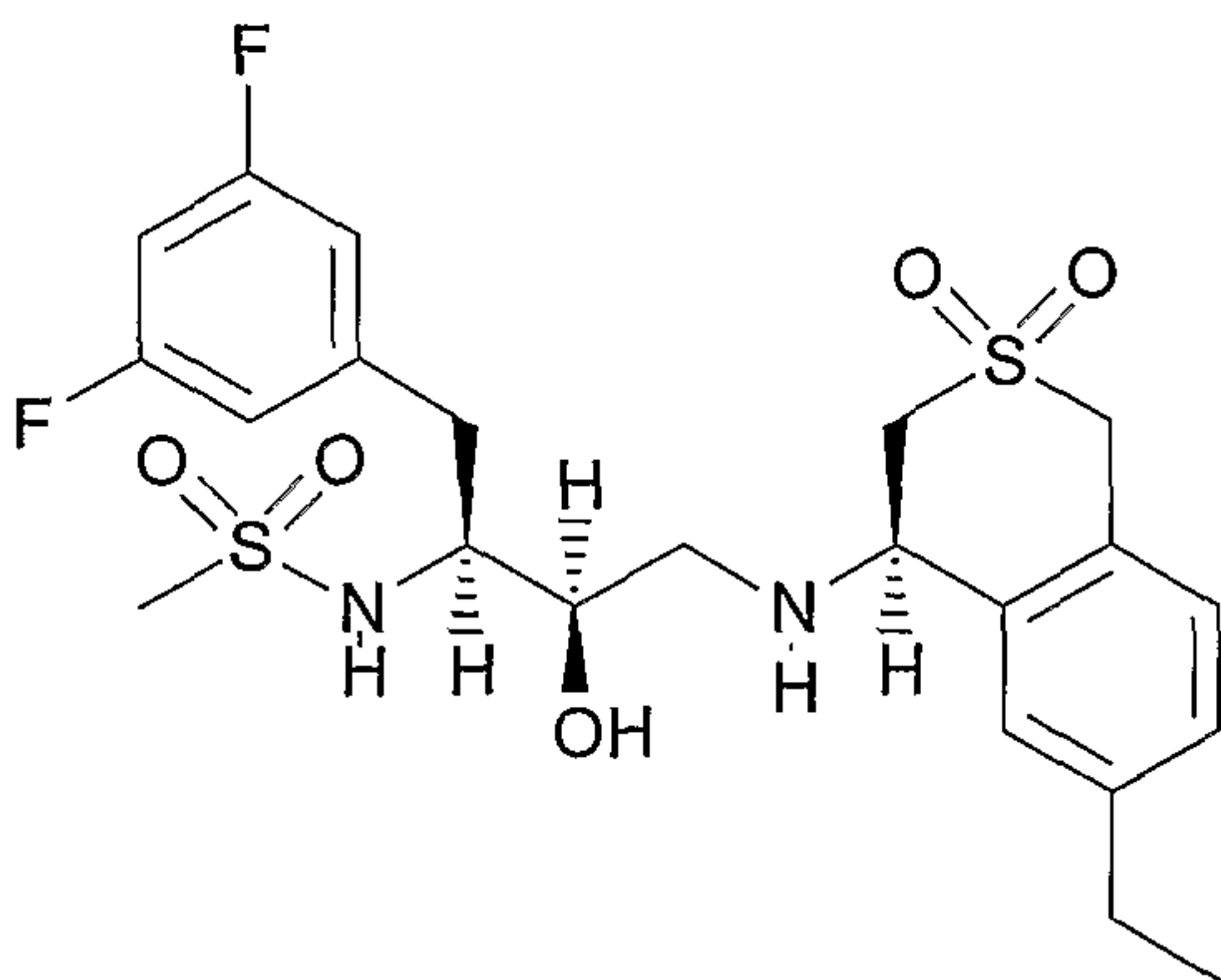
methyl (3*S*)-3-{ [(2*R*,3*S*)-3-[(anilinocarbonyl)amino]-4-(3,5-difluorophenyl)-2-hydroxybutyl]amino}-3-(3-bromophenyl)propanoate;

282



N-((1*S*,2*R*)-1-(3,5-difluorobenzyl)-3-{[4-(3-ethylphenyl)tetrahydro-2*H*-pyran-4-yl]amino}-2-hydroxypropyl)-*N'*-phenylurea;

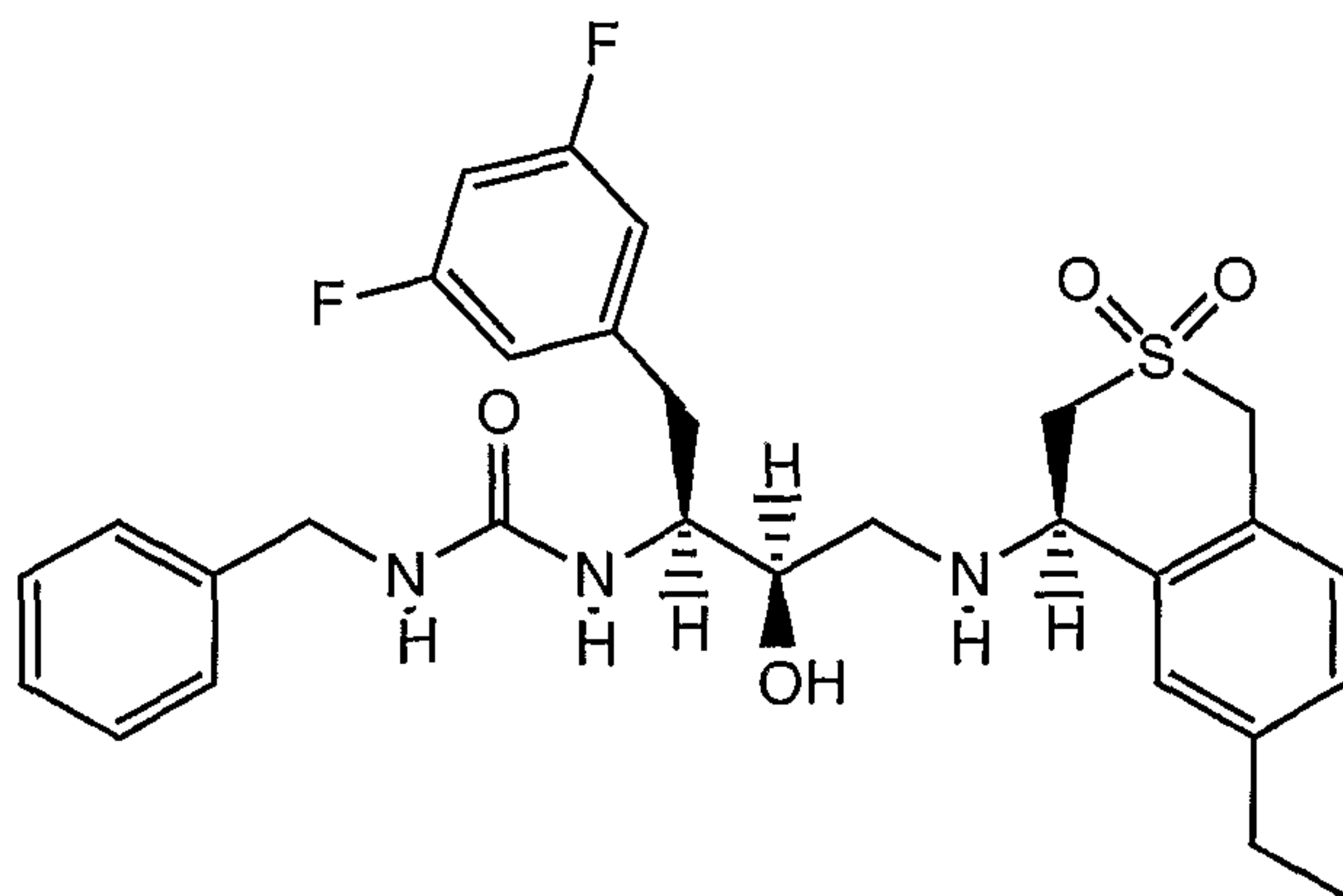
283



Mass spec. 503.1

N-((1*S*,2*R*)-1-(3,5-difluorobenzyl)-3-{[(4*R*)-6-ethyl-2,2-dioxido-3,4-dihydro-1*H*-isothiochromen-4-yl]amino}-2-hydroxypropyl) methanesulfonamide;

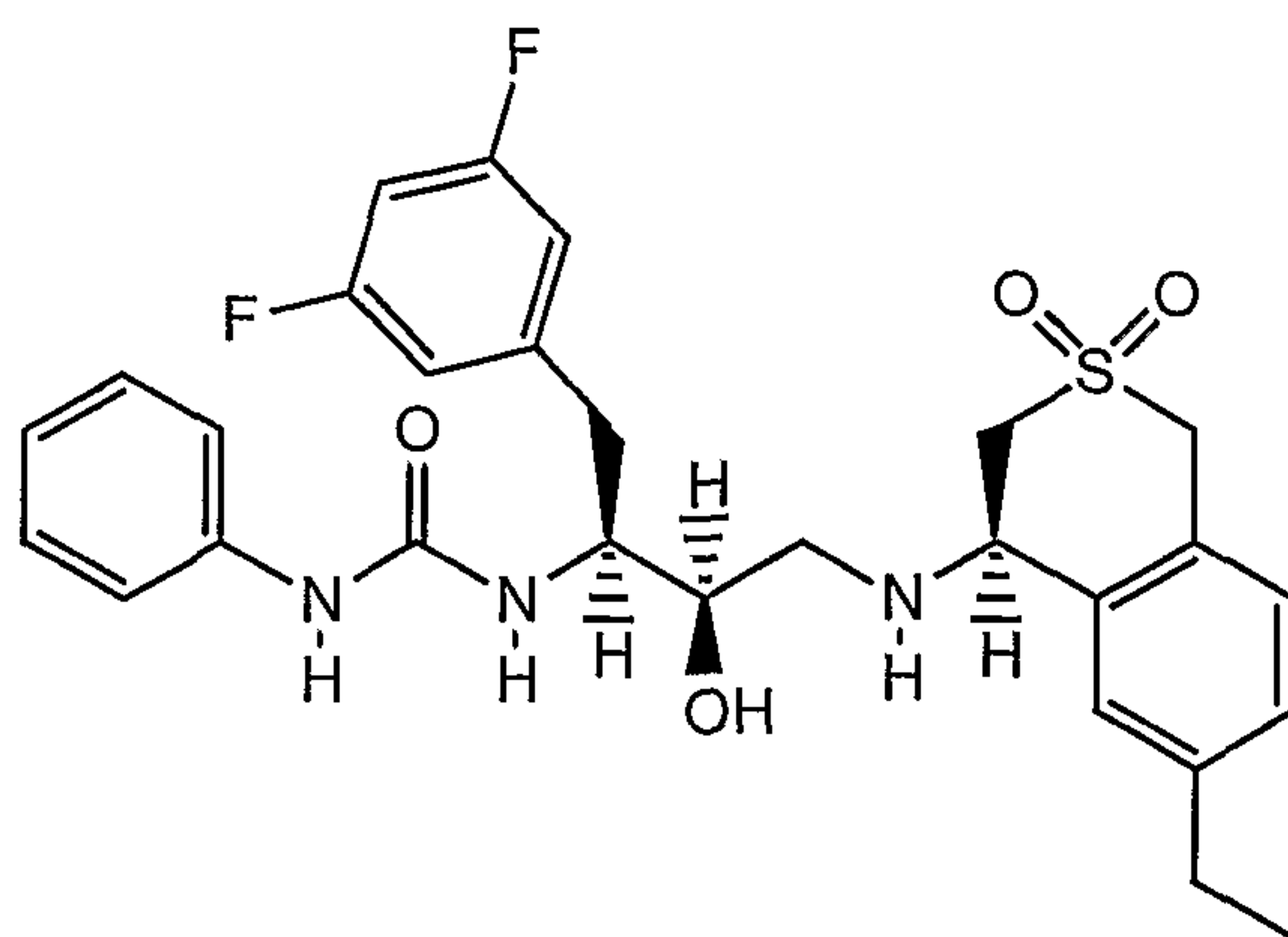
284



Mass spec. 558.1

N-benzyl-*N'*-((1*S*,2*R*)-1-(3,5-difluorobenzyl)-3-{[(4*R*)-6-ethyl-2,2-dioxido-3,4-dihydro-1*H*-isothiochromen-4-yl]amino}-2-hydroxypropyl) urea;

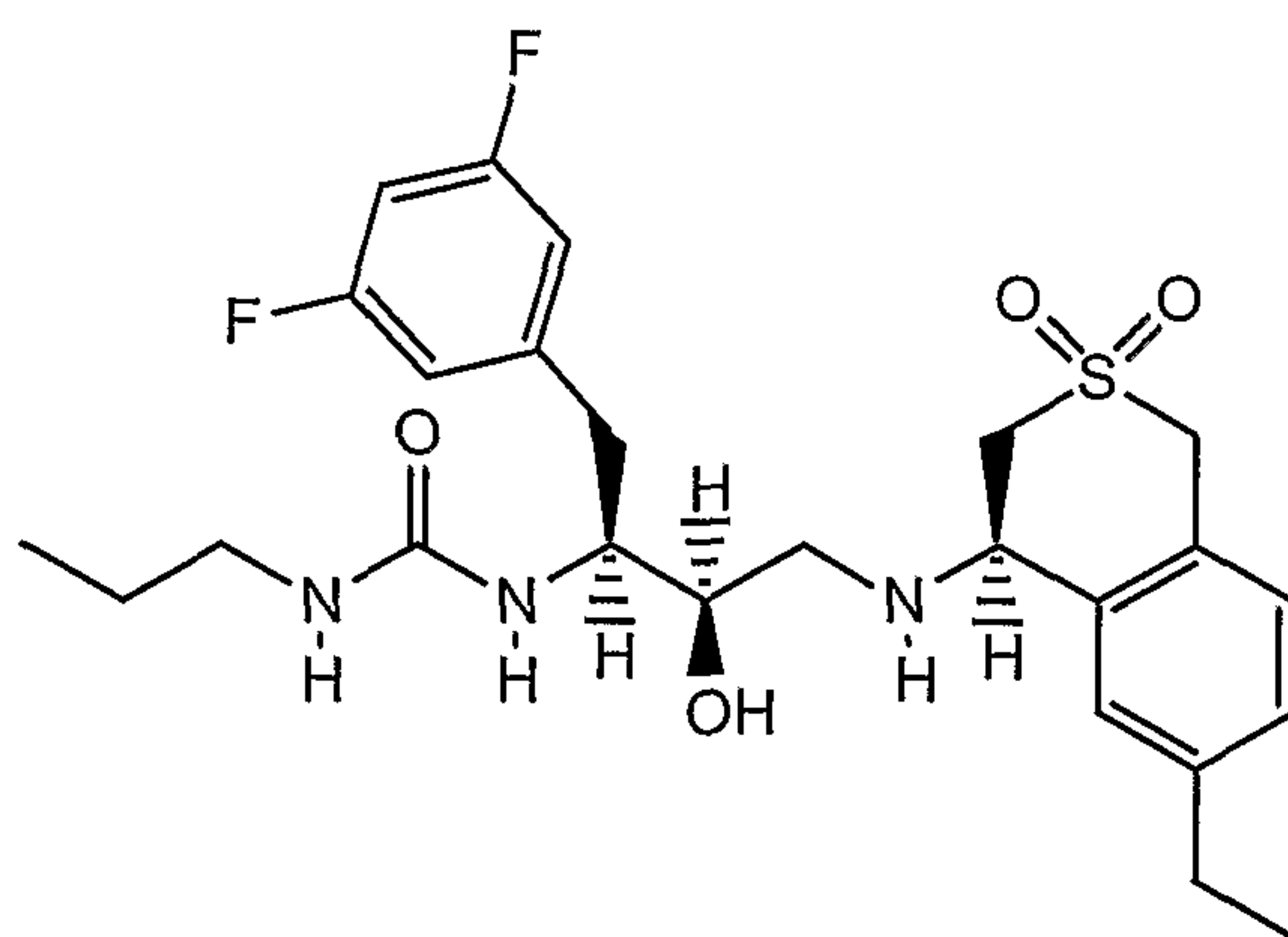
285



Mass spec. 544.1

N-((1*S*,2*R*)-1-(3,5-difluorobenzyl)-3-{[(4*R*)-6-ethyl-2,2-dioxido-3,4-dihydro-1*H*-isothiochromen-4-yl]amino}-2-hydroxypropyl)-*N'*-phenylurea;

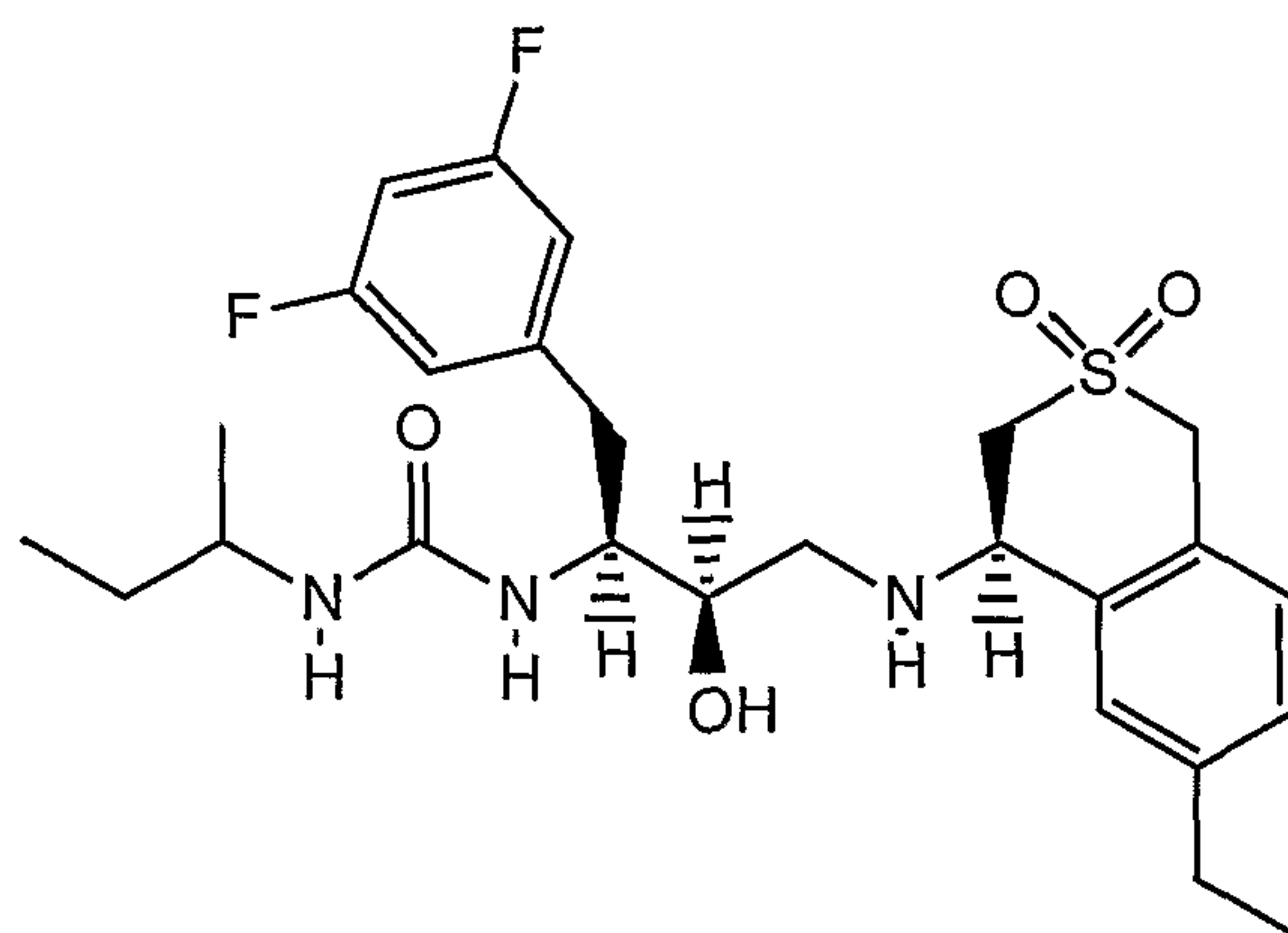
286



Mass spec. 510.1

N-((1*S*,2*R*)-1-(3,5-difluorobenzyl)-3-{[(4*R*)-6-ethyl-2,2-dioxido-3,4-dihydro-1*H*-isothiochromen-4-yl]amino}-2-hydroxypropyl)-*N'*-propylurea;

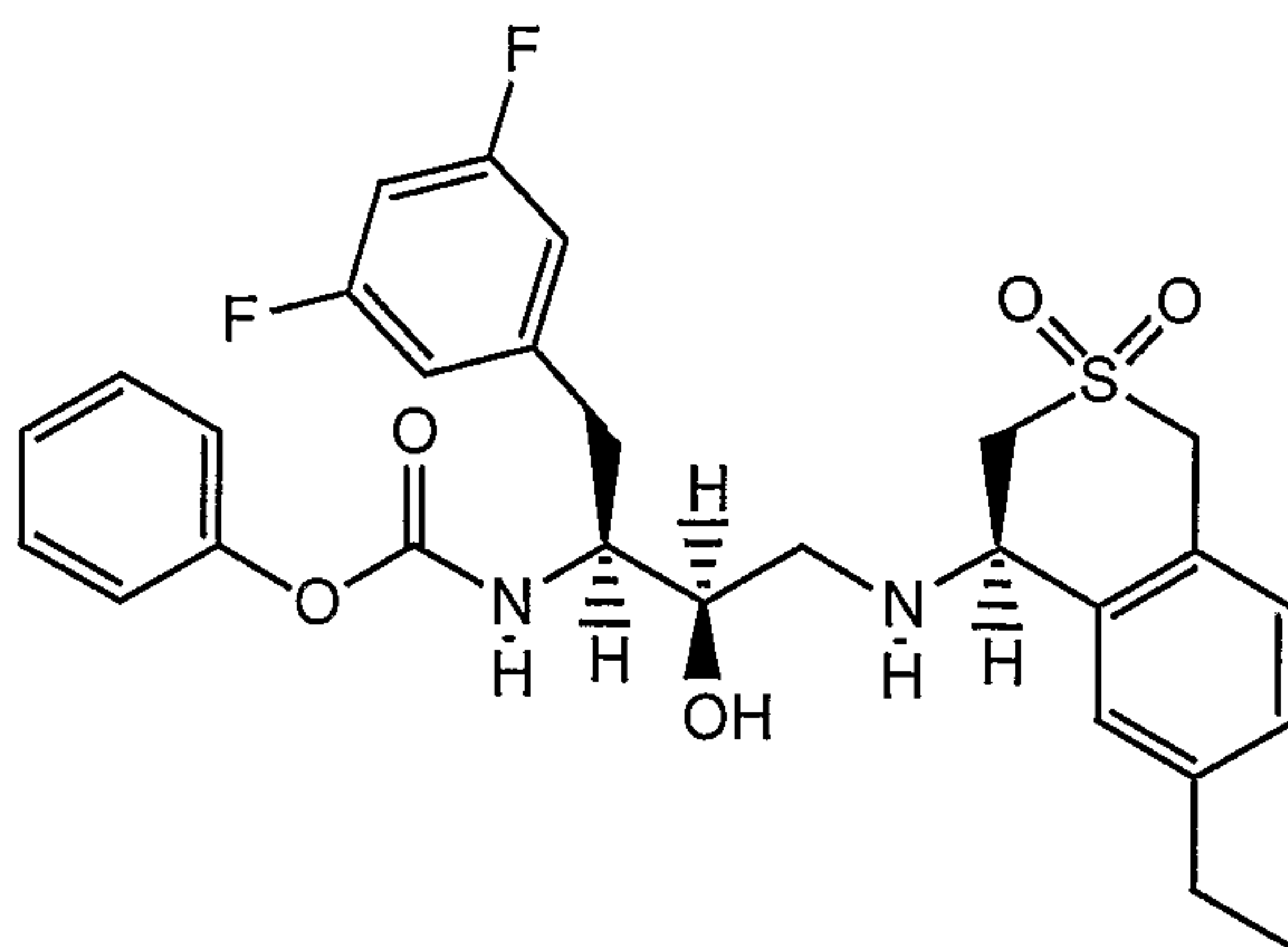
287



Mass spec. 524.1

N-(*sec*-butyl)-*N'*-((1*S*,2*R*)-1-(3,5-difluorobenzyl)-3-{[(4*R*)-6-ethyl-2,2-dioxido-3,4-dihydro-1*H*-isothiochromen-4-yl]amino}-2-hydroxypropyl)urea;

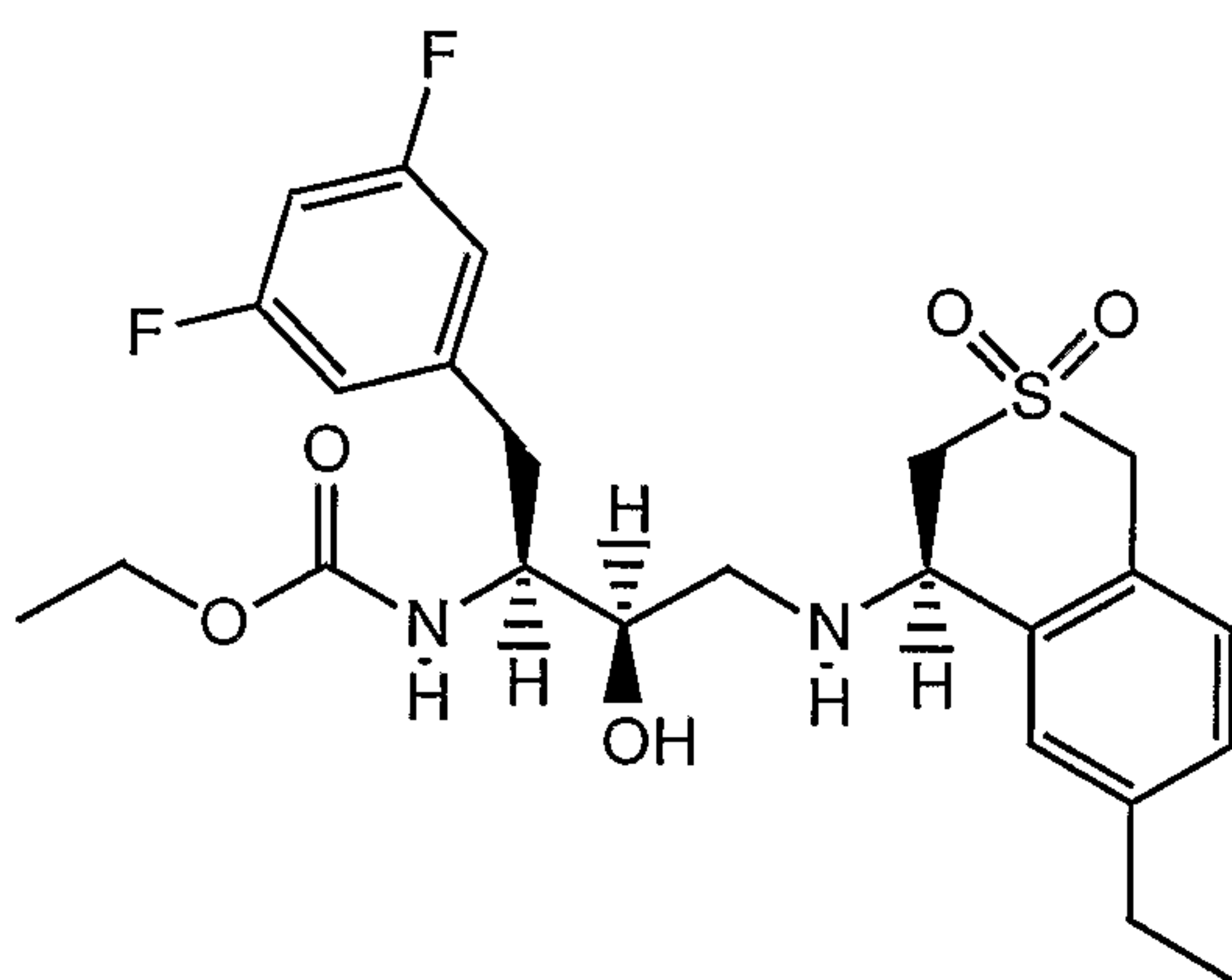
288



Mass spec. 545.1

phenyl ((1*S*,2*R*)-1-(3,5-difluorobenzyl)-3-([(4*R*)-6-ethyl-2,2-dioxido-3,4-dihydro-1*H*-isothiochromen-4-yl]amino)-2-hydroxypropyl) carbamate;

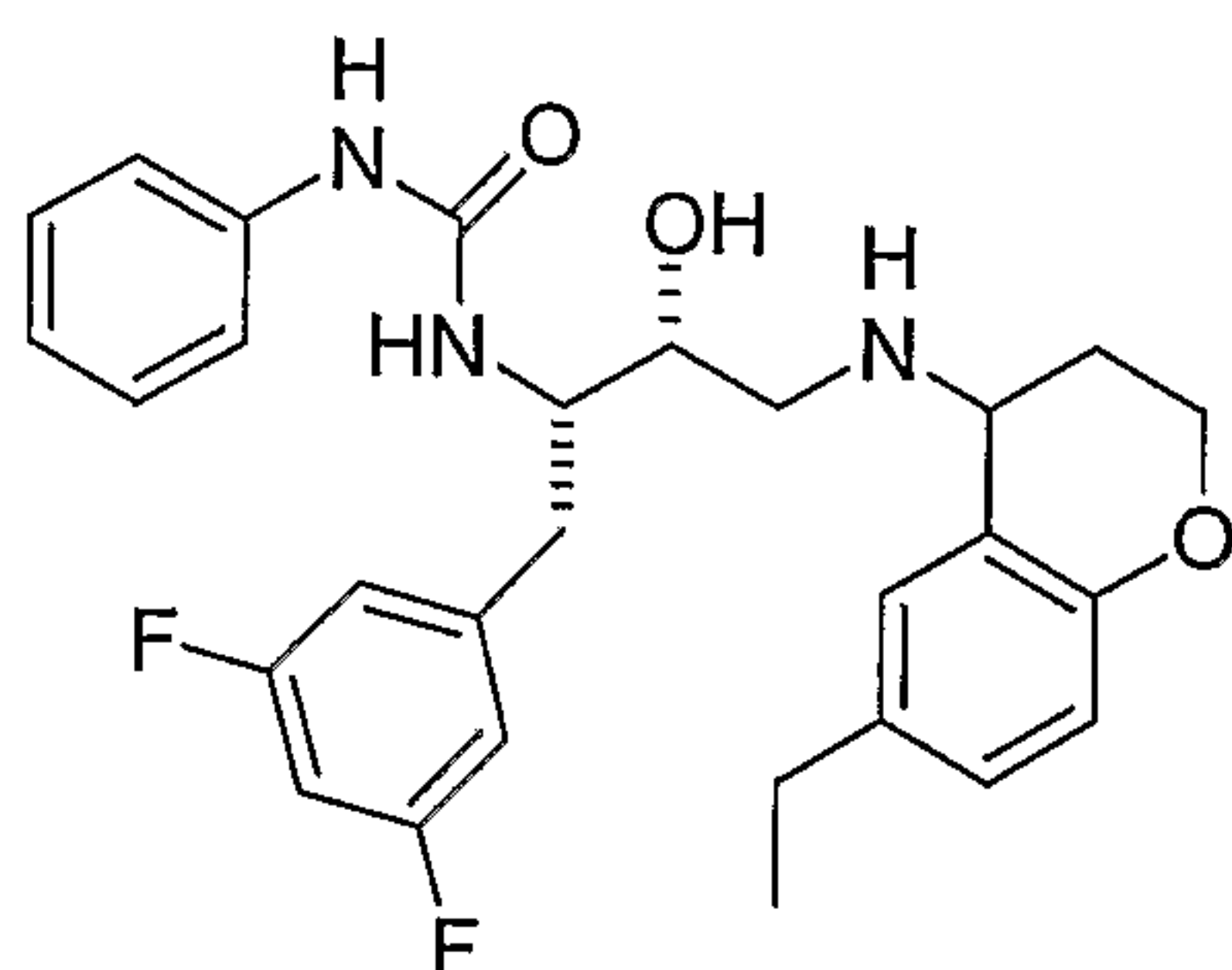
289



Mass spec. 497.1

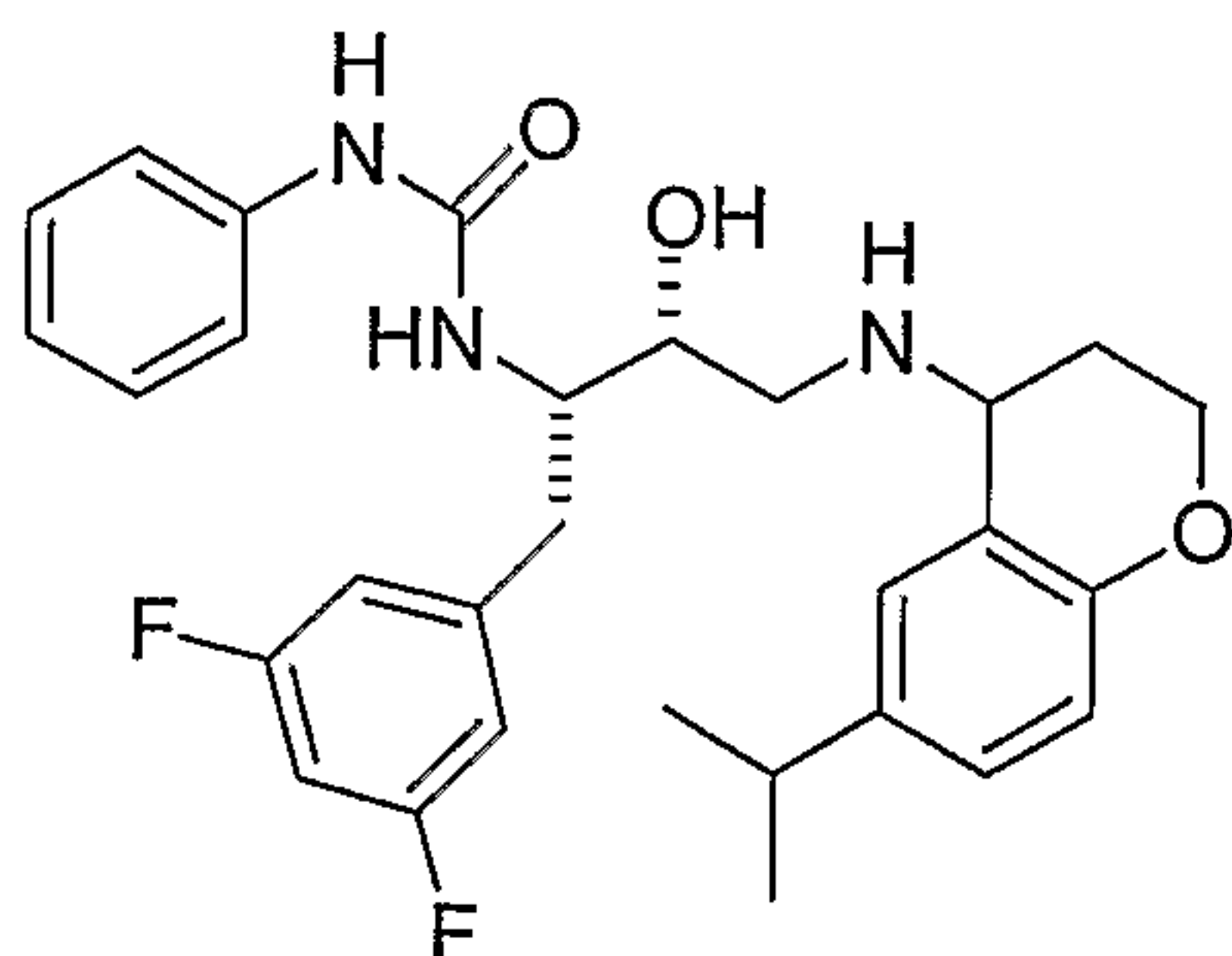
ethyl ((1*S*,2*R*)-1-(3,5-difluorobenzyl)-3-([(4*R*)-6-ethyl-2,2-dioxido-3,4-dihydro-1*H*-isothiochromen-4-yl]amino)-2-hydroxypropyl) carbamate;

290



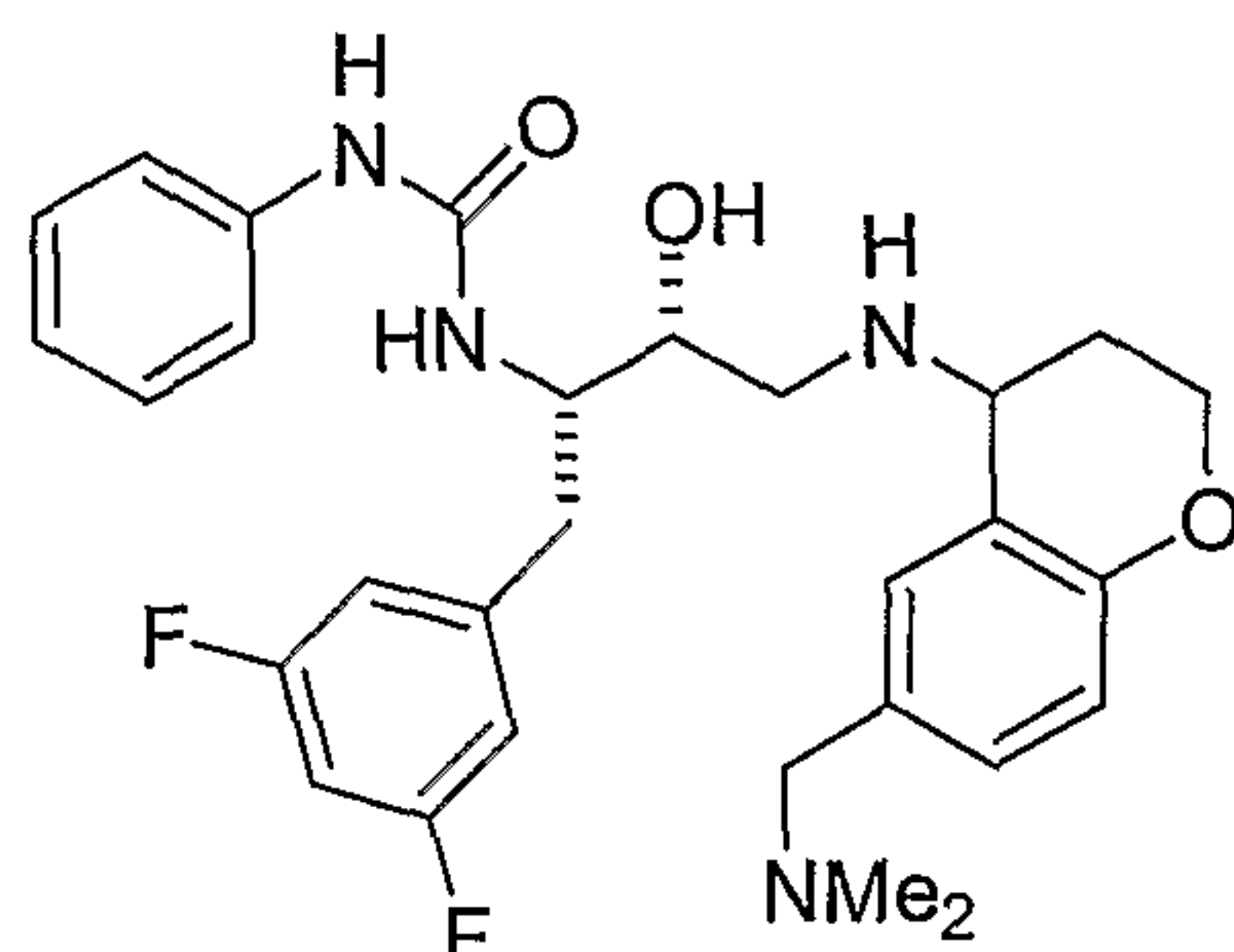
N-{ (1*S*,2*R*)-1-(3,5-difluorobenzyl)-3-[(6-ethyl-3,4-dihydro-2*H*-chromen-4-yl) amino] -2-hydroxypropyl }-*N'*-phenylurea;

291



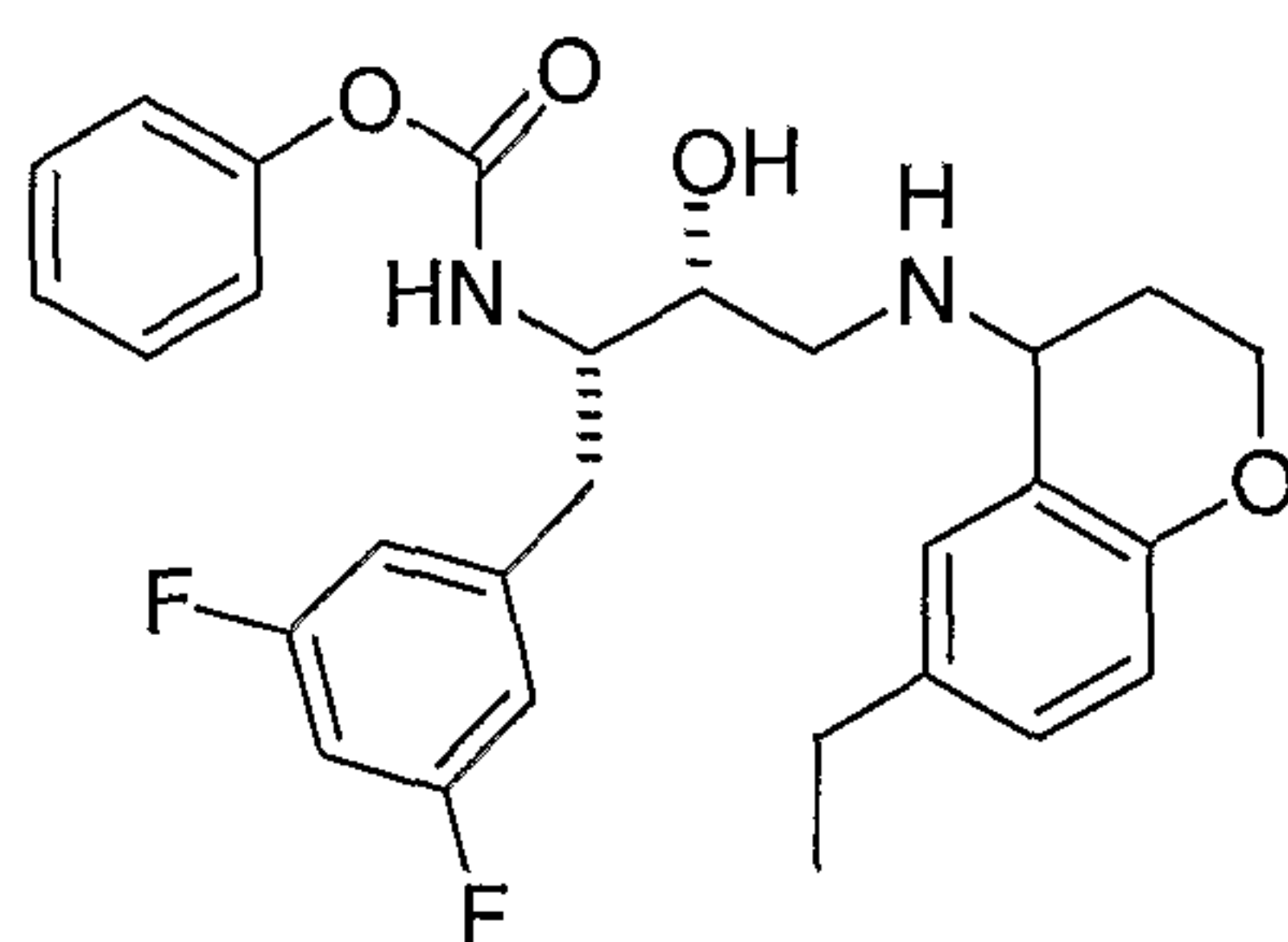
N-{ (1*S*, 2*R*) -1- (3, 5-difluorobenzyl) -2-hydroxy-3- [(6-isopropyl-3, 4-dihydro-2*H*-chromen-4-yl) amino]propyl} -*N'*-phenylurea;

292



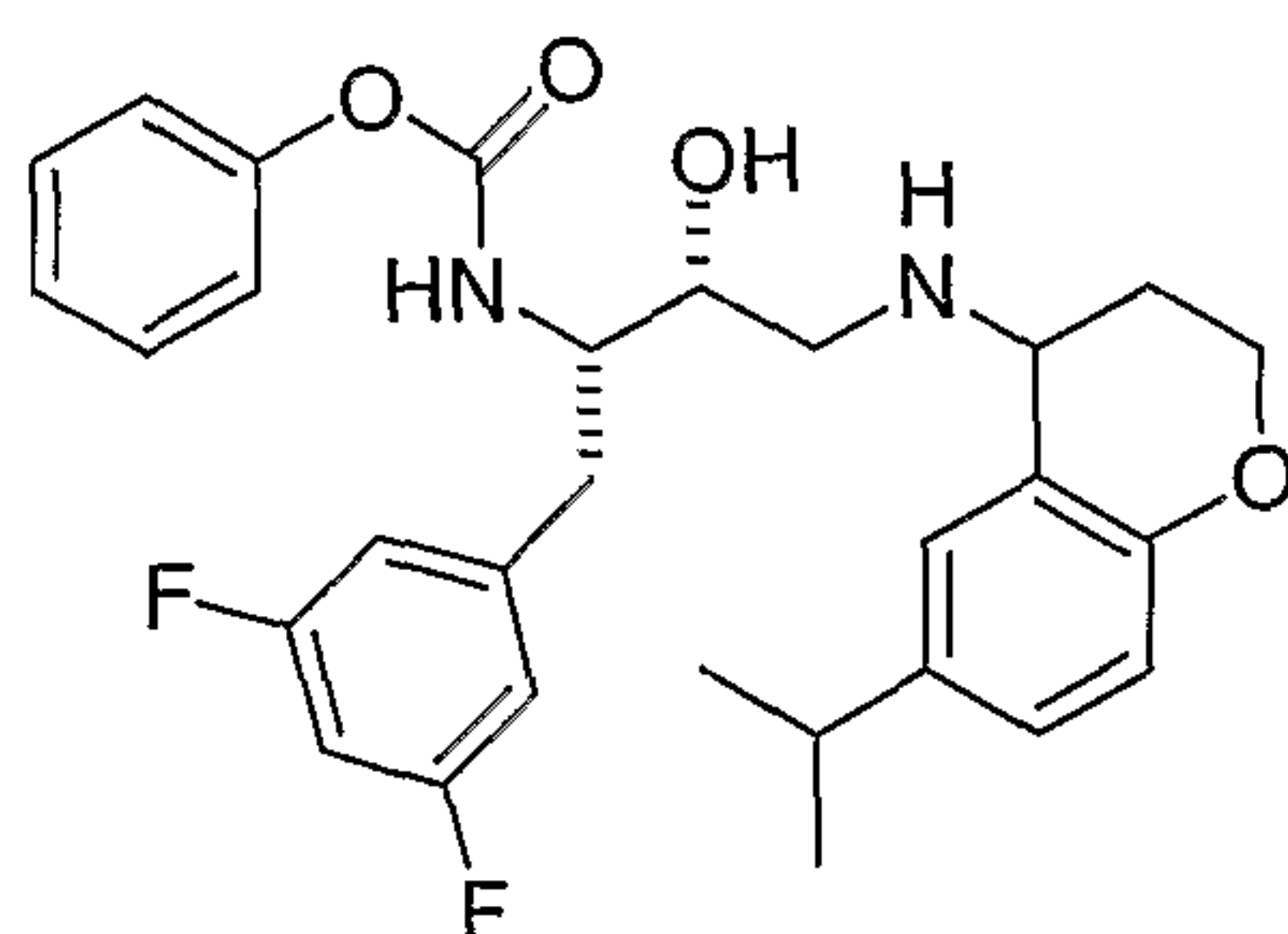
N-[(1*S*, 2*R*) -1- (3, 5-difluorobenzyl) -3- ({6-[(dimethylamino)methyl]-3, 4-dihydro-2*H*-chromen-4-yl})amino) -2-hydroxypropyl] -*N'*-phenylurea;

293



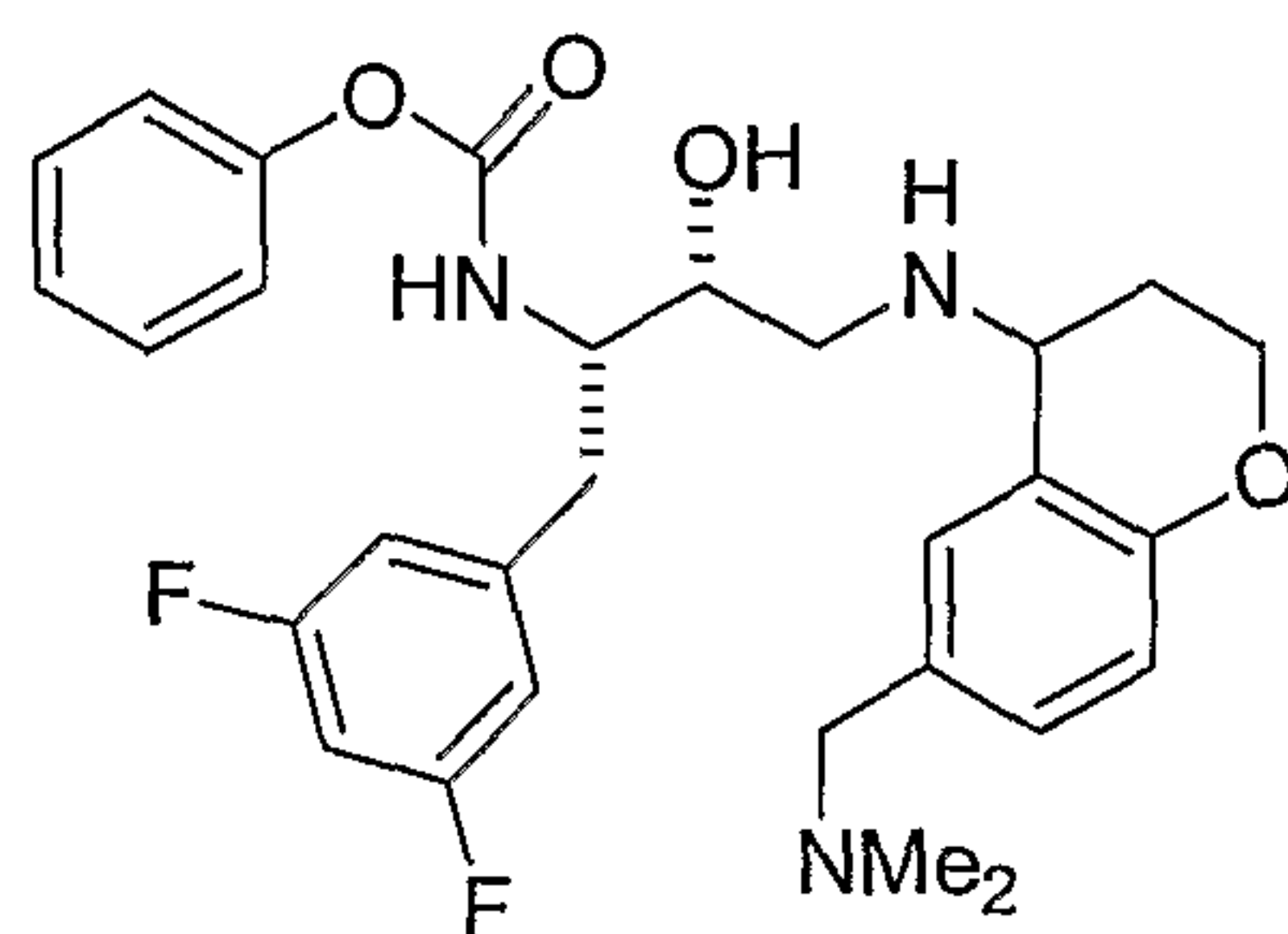
phenyl {(1*S*, 2*R*) -1- (3, 5-difluorobenzyl) -3- [(6-ethyl-3, 4-dihydro-2*H*-chromen-4-yl) amino] -2-hydroxypropyl} carbamate;

294



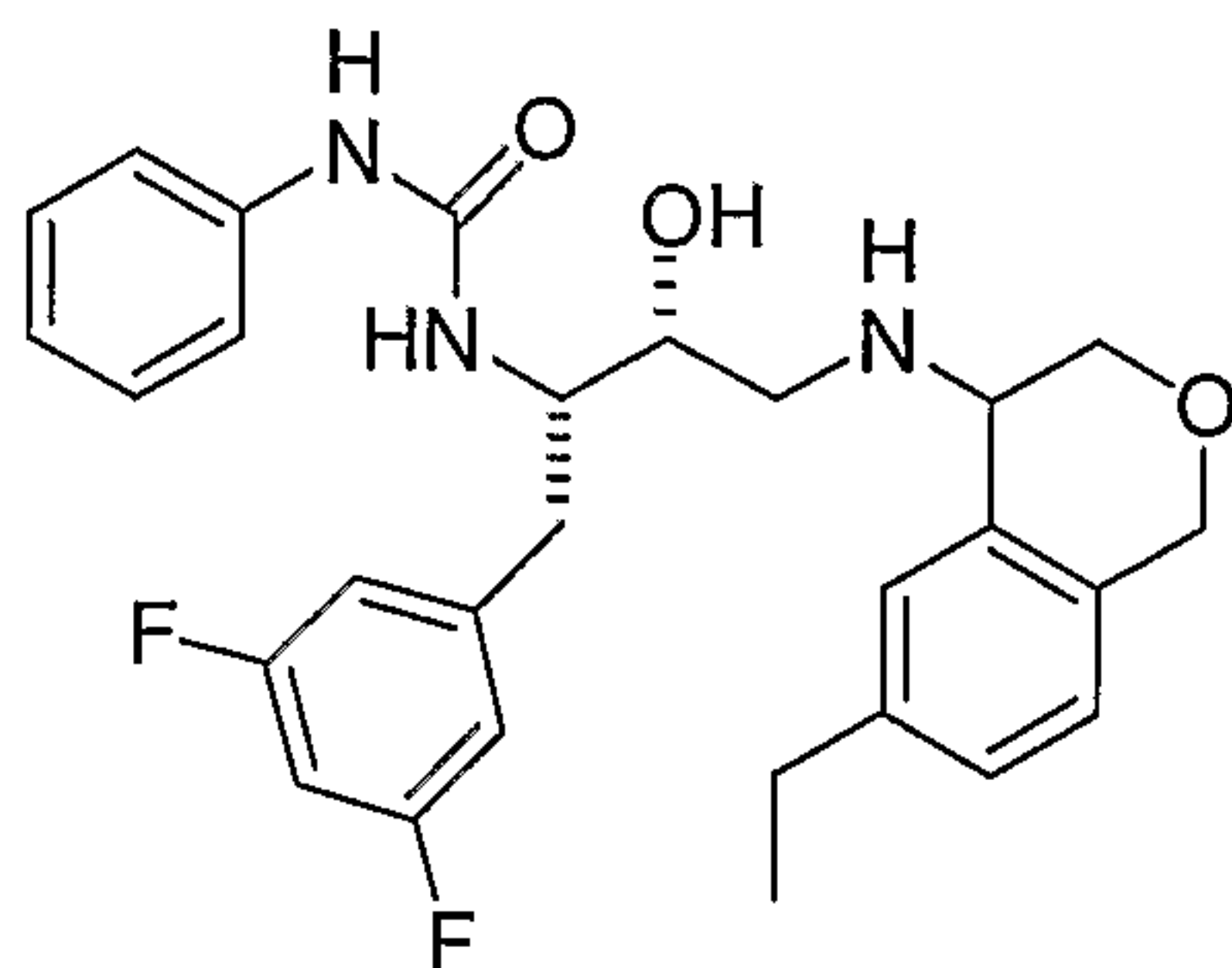
phenyl {(1*S*, 2*R*) -1- (3, 5-difluorobenzyl) -2-hydroxy-3- [(6-isopropyl-3, 4-dihydro-2*H*-chromen-4-yl) amino]propyl} carbamate;

295



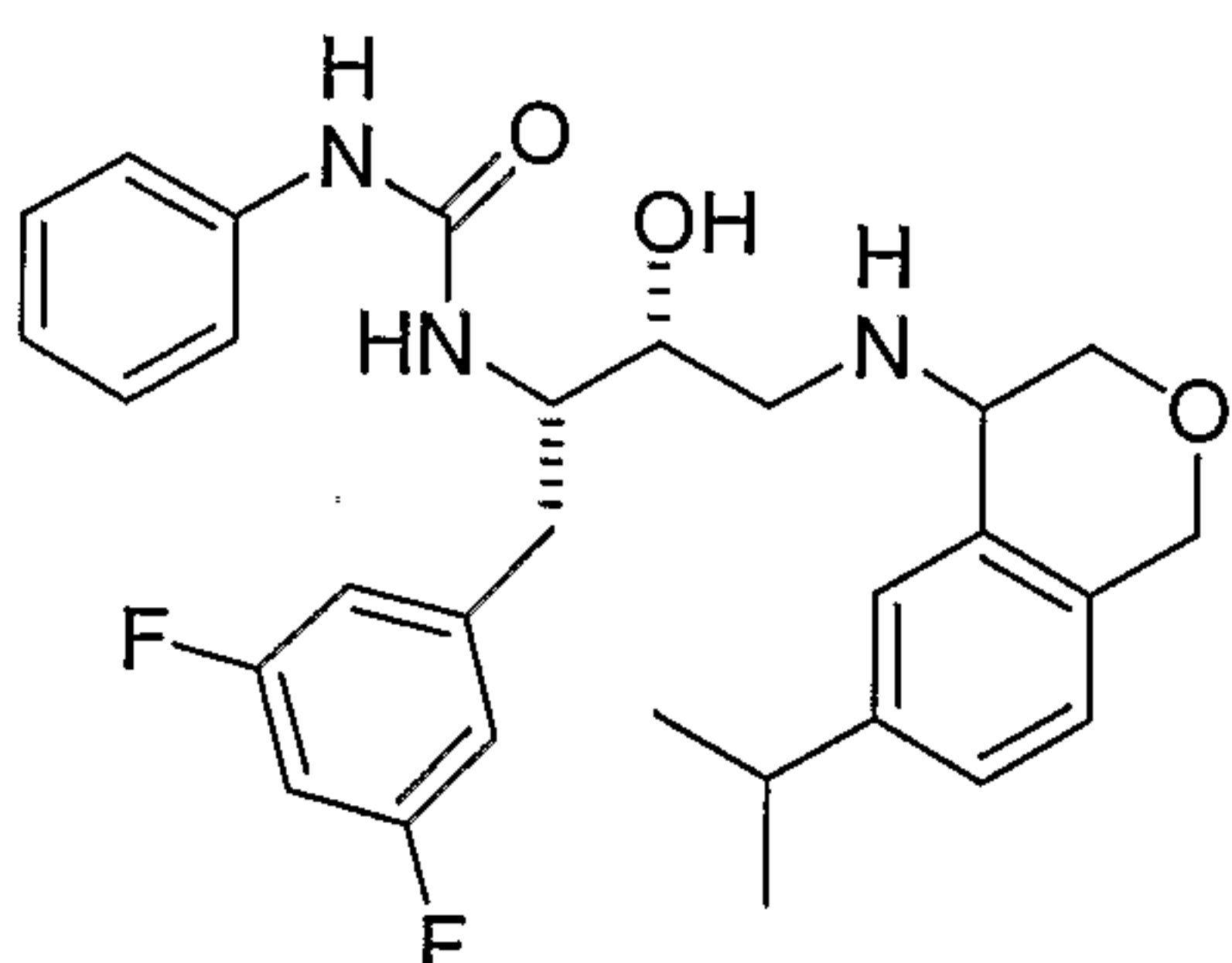
phenyl [(1*S*, 2*R*) -1- (3, 5-difluorobenzyl) -3- ({6-[(dimethylamino)methyl]-3, 4-dihydro-2*H*-chromen-4-yl})amino) -2-hydroxypropyl] carbamate;

296



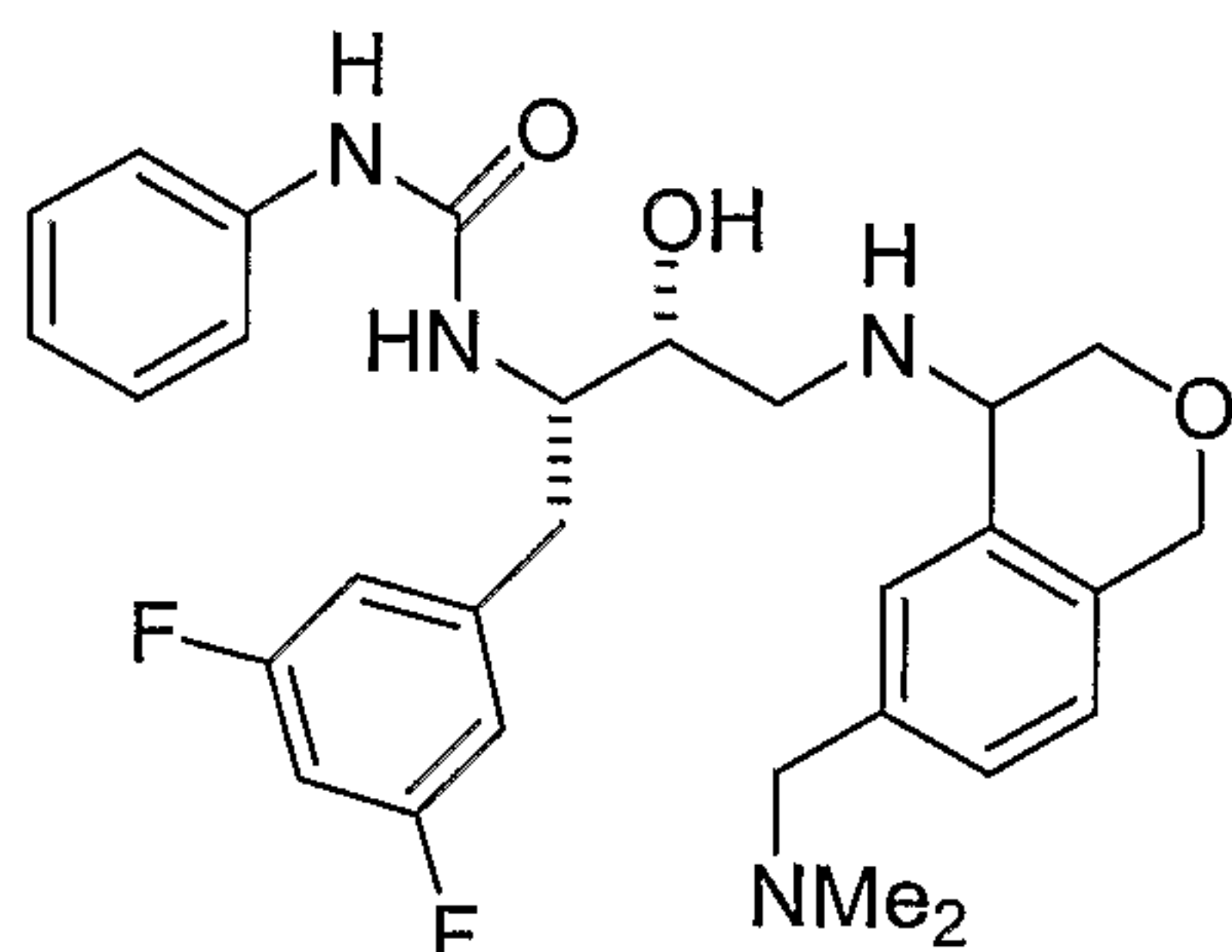
N-{ (1*S*, 2*R*) -1- (3, 5-difluorobenzyl) -3- [(6-ethyl-3, 4-dihydro-1*H*-isochromen-4-yl) amino] -2-hydroxypropyl } -*N'*-phenylurea;

297



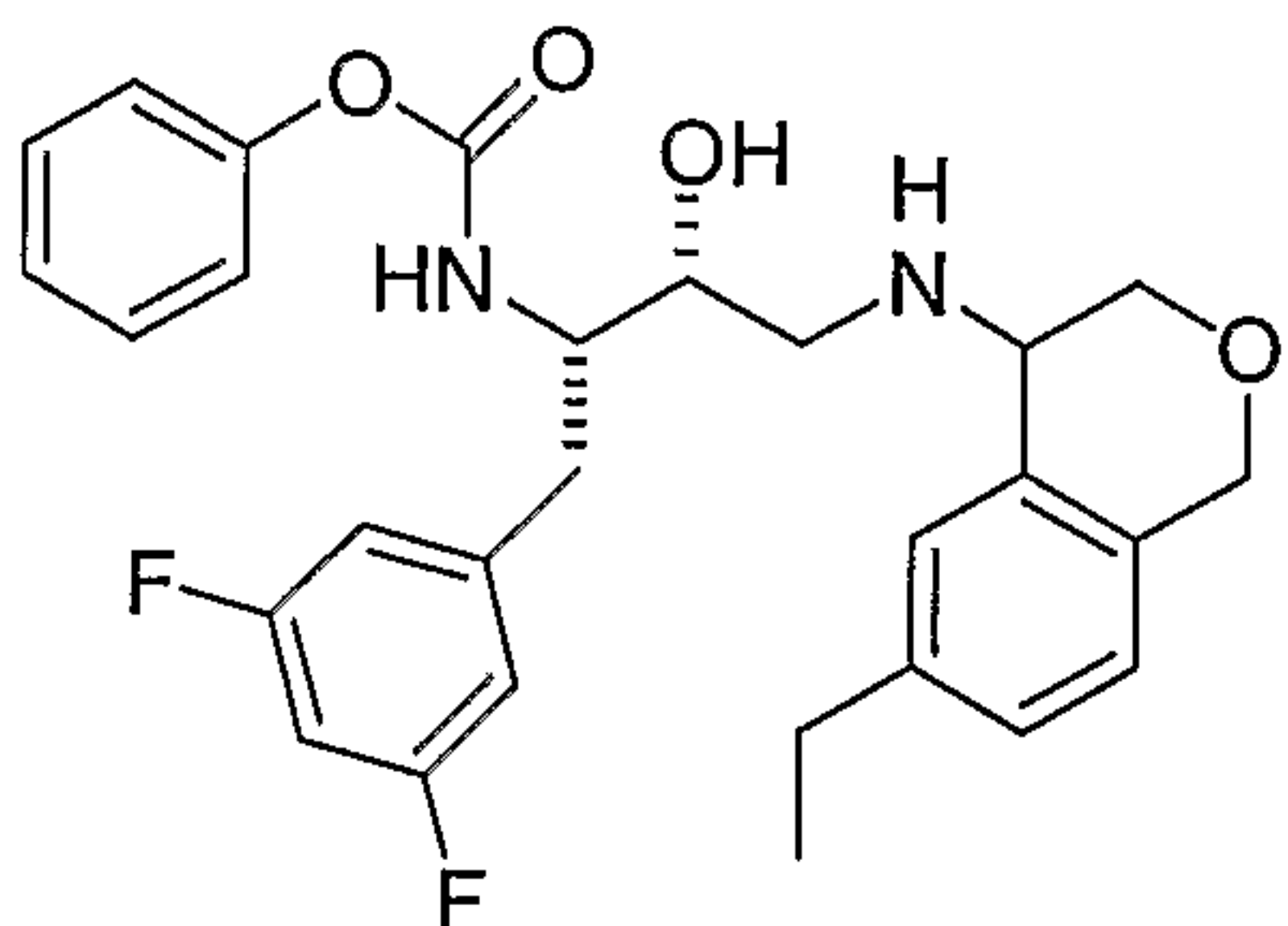
N-{ (1*S*, 2*R*) -1- (3, 5-difluorobenzyl) -2-hydroxy-3- [(6-isopropyl-3, 4-dihydro-1*H*-isochromen-4-yl) amino] propyl } -*N'*-phenylurea;

298



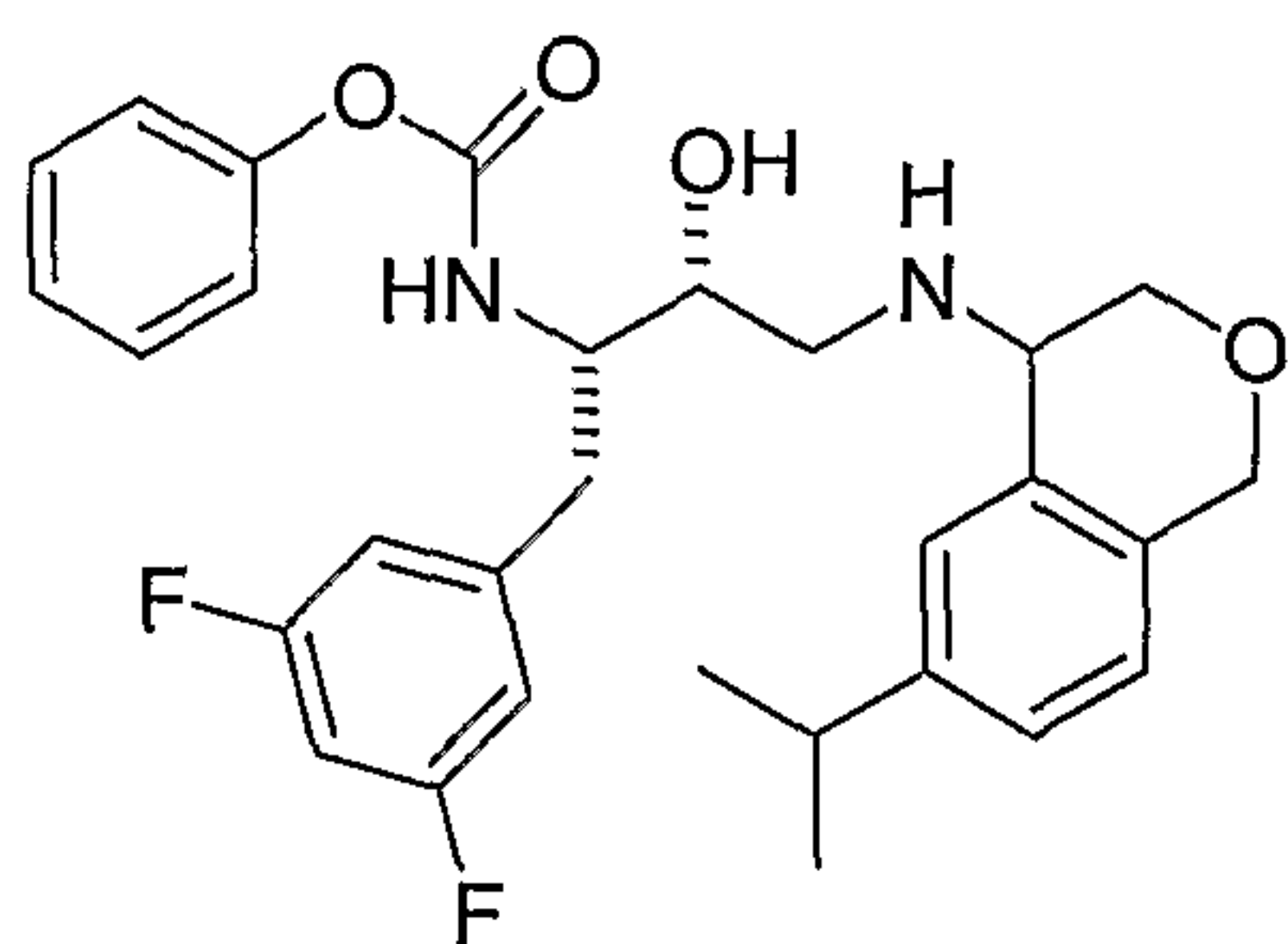
N- [(1*S*, 2*R*) -1- (3, 5-difluorobenzyl) -3- ({6- [(dimethylamino) methyl] -3, 4-dihydro-1*H*-isochromen-4-yl } amino) -2-hydroxypropyl] -*N'*-phenylurea;

299



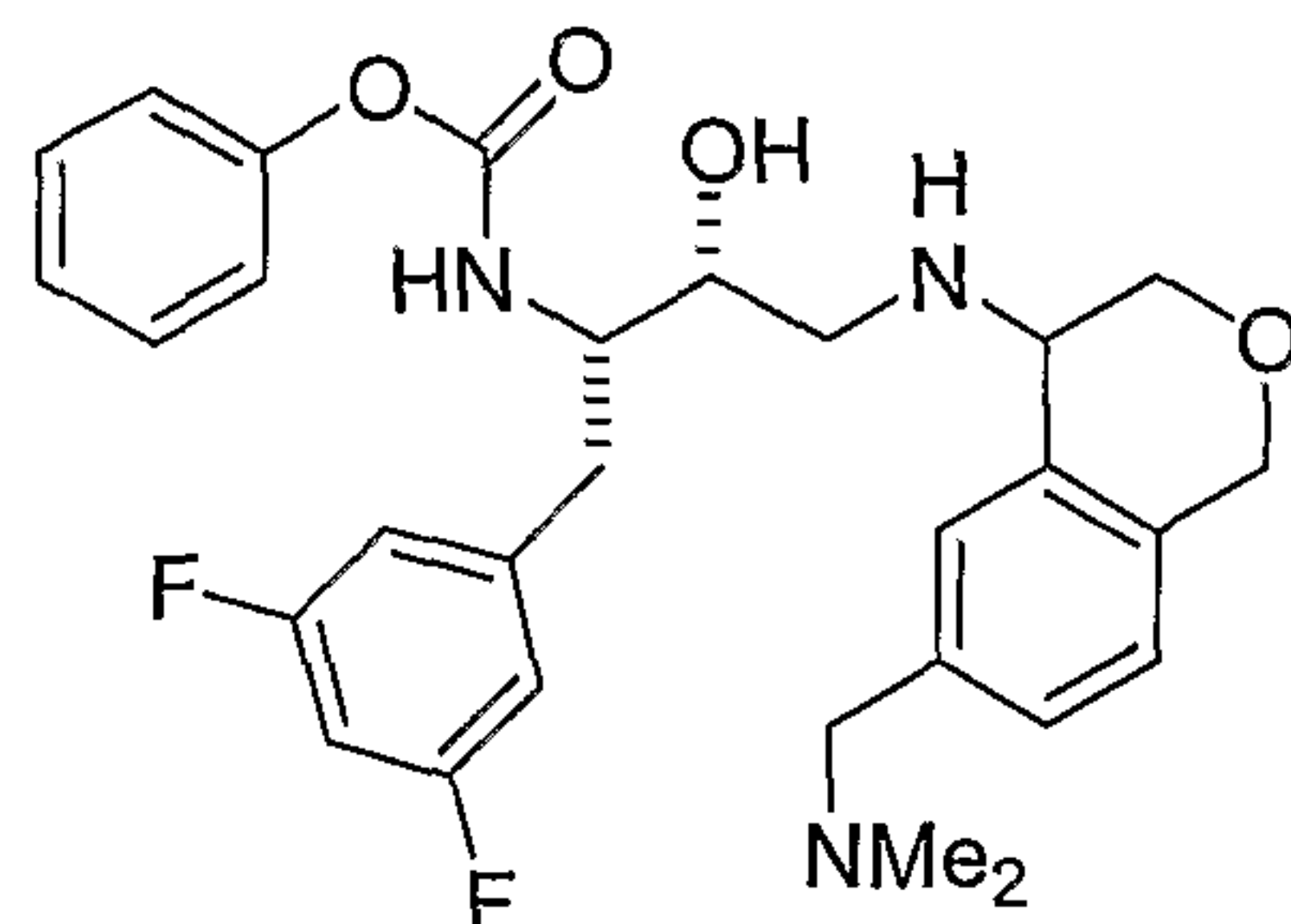
phenyl { (1*S*, 2*R*) -1- (3, 5-difluorobenzyl) -3- [(6-ethyl-3, 4-dihydro-1*H*-isochromen-4-yl) amino] -2-hydroxypropyl } carbamate;

300



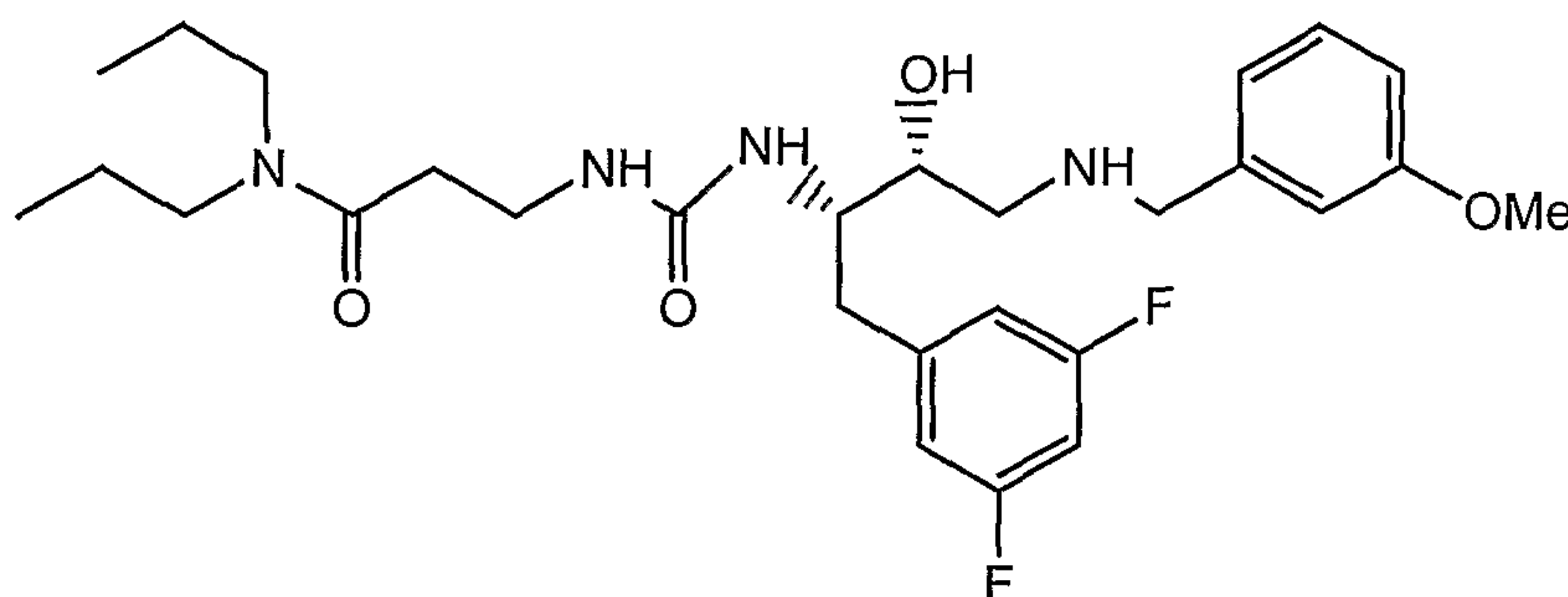
phenyl [(1*S*,2*R*)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[(6-isopropyl-3,4-dihydro-1*H*-isochromen-4-yl)amino]propyl]carbamate;

301



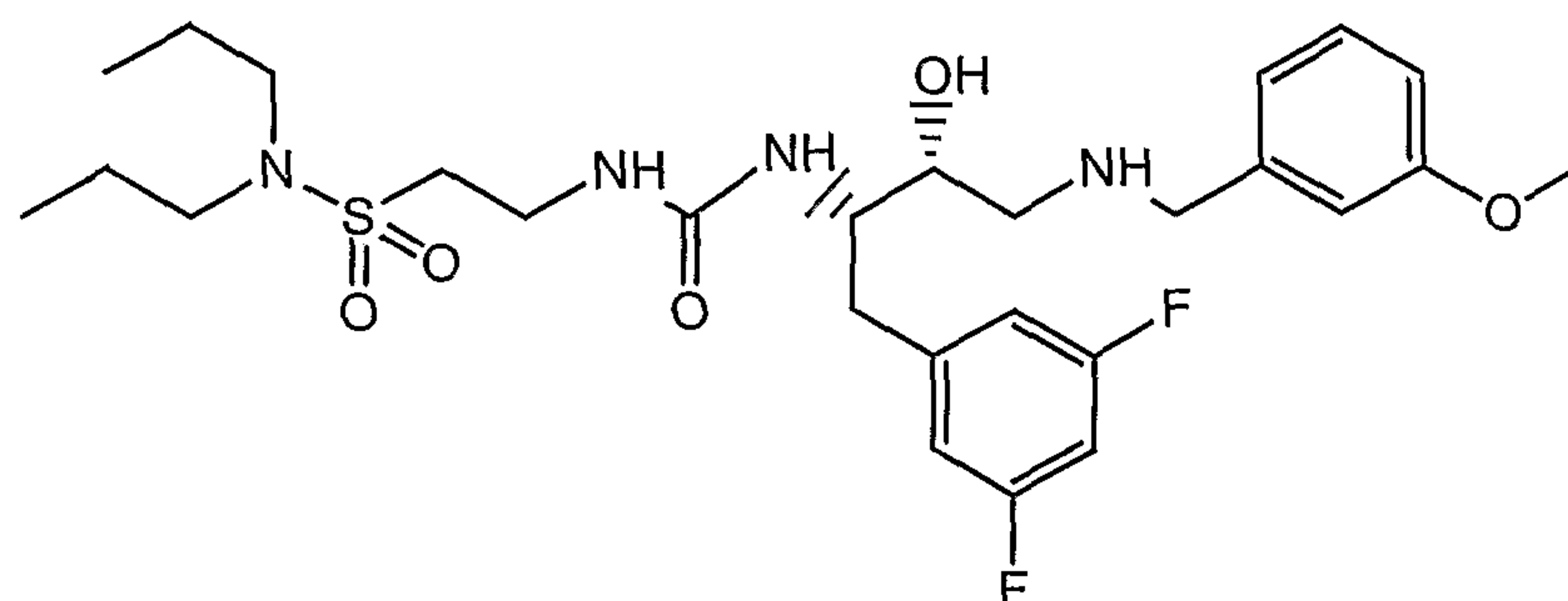
phenyl [(1*S*,2*R*)-1-(3,5-difluorobenzyl)-3-({6-[(dimethylamino)methyl]-3,4-dihydro-1*H*-isochromen-4-yl}amino)-2-hydroxypropyl]carbamate;

302



*N*³-[({(1*S*,2*R*)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[(3-methoxybenzyl)amino]propyl}amino)carbonyl]-*N*¹,*N*¹-dipropyl-*b*-alaninamide;

303



2-{{[(1*S*,2*R*)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[(3-methoxybenzyl)amino]propyl}amino)carbonyl]amino}-*N,N*-dipropylethanesulfonamide.

It should be noted that, as used in this specification and the appended claims, the singular forms "a," "an," and "the" include plural referents unless the content clearly
5 dictates otherwise. Thus, for example, reference to a composition containing "a compound" includes a mixture of two or more compounds. It should also be noted that the term "or" is generally employed in its sense including "and/or" unless the content clearly dictates otherwise.

10 Unless defined otherwise, all scientific and technical terms used herein have the same meaning as commonly understood by one of skill in the art to which this invention belongs.

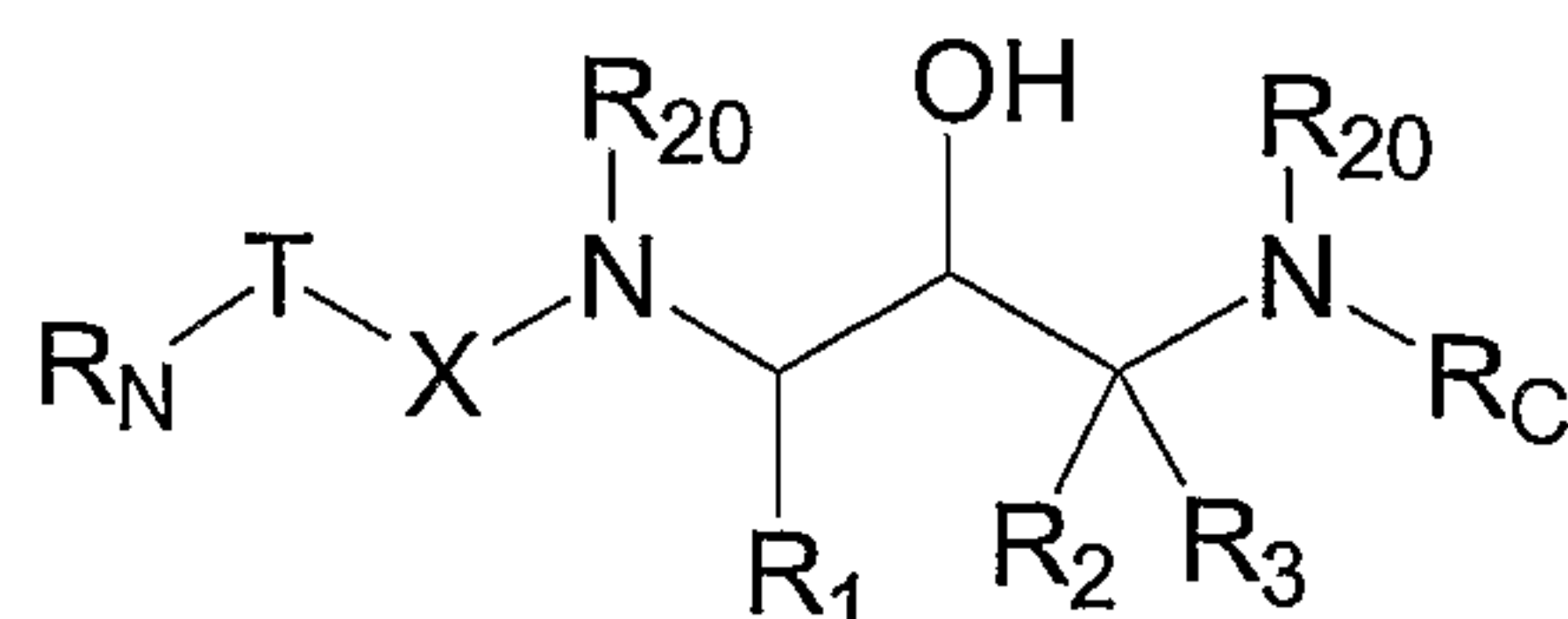
All patents and publications referred to herein are hereby incorporated by reference for all purposes.

15 The invention has been described with reference to various specific and preferred embodiments and techniques. However, it should be understood that many variations and modifications may be made while remaining within the spirit and scope of the invention.

20

WHAT IS CLAIMED IS:

1. A compound of the formula:



or pharmaceutically acceptable salts or esters thereof;

5 wherein X is $-(C=O)-$, $-(C=S)-$, $-S(O)_{n1}-$ or $-(C=N-Z)$, wherein Z = R_{20} or $-OR_{20}$, and wherein $n1$ is 0, 1 or 2;

T is absent, NR_{20} , or O, with the proviso that when X is $-(C=O)$, T is not absent;

wherein each R_{20} is independently H, $-CN$, C_{1-6} alkyl or alkenyl,

10 C_{1-6} haloalkyl or C_{4-7} cycloalkyl, with the proviso that when Z is R_{20} or $-OR_{20}$, R_{20} is not $-CN$;

wherein R_1 is $-(CH_2)_{1-2}-S(O)_{0-2}-(C_1-C_6)$ alkyl, or

C_1-C_{10} alkyl optionally substituted with 1, 2, or 3 groups independently selected from halogen, $-OH$, $=O$, $-SH$,
15 $-C\equiv N$, $-CF_3$, $-C_1-C_3$ alkoxy, amino, mono- or dialkylamino, $-N(R)C(O)R'$, $-OC(=O)$ -amino and $-OC(=O)$ -mono- or dialkylamino, or

C_2-C_6 alkenyl or C_2-C_6 alkynyl, each of which is optionally substituted with 1, 2, or 3 groups independently
20 selected from halogen, $-OH$, $-SH$, $-C\equiv N$, $-CF_3$, C_1-C_3 alkoxy, amino, and mono- or dialkylamino, or

aryl, heteroaryl, heterocyclyl, $-C_1-C_6$ alkyl-aryl, $-C_1-C_6$ alkyl-heteroaryl, or $-C_1-C_6$ alkyl-heterocyclyl, where the ring portions of each are optionally substituted
25 with 1, 2, 3, or 4 groups independently selected from halogen, $-OH$, $-SH$, $-C\equiv N$, $-NR_{105}R'_{105}$, $-CO_2R$, $-N(R)COR'$, or $-N(R)SO_2R'$, $-C(=O)-(C_1-C_4)$ alkyl, $-SO_2$ -amino, $-SO_2$ -mono or dialkylamino, $-C(=O)$ -amino, $-C(=O)$ -mono or dialkylamino, $-SO_2-(C_1-C_4)$ alkyl, or

C₁-C₆ alkoxy optionally substituted with 1, 2, or 3 groups which are independently selected from halogen, or

C₃-C₇ cycloalkyl optionally substituted with 1, 2, or 3 groups independently selected from halogen, -OH, -SH, -C≡N, -CF₃, C₁-C₃ alkoxy, amino, -C₁-C₆ alkyl and mono- or dialkylamino, or

C₁-C₁₀ alkyl optionally substituted with 1, 2, or 3 groups independently selected from halogen, -OH, -SH, -C≡N, -CF₃, -C₁-C₃ alkoxy, amino, mono- or dialkylamino and -C₁-C₃ alkyl, or

C₂-C₁₀ alkenyl or C₂-C₁₀ alkynyl each of which is optionally substituted with 1, 2, or 3 groups independently selected from halogen, -OH, -SH, -C≡N, -CF₃, C₁-C₃ alkoxy, amino, C₁-C₆ alkyl and mono- or dialkylamino; and the heterocyclyl group is optionally further substituted with oxo;

R and R' independently are hydrogen, C₁-C₁₀ alkyl, C₁-C₁₀ alkylaryl or C₁-C₁₀ alkylheteroaryl;

wherein R_c is

(I) -[-(CH₂)₍₀₋₈₎-(CH)(alkyl₁)(alkyl₂)], where alkyl₁ and alkyl₂ are straight or branched C₂₋₁₀ alkanyl, alkenyl or alkynyl, and wherein alkyl₁ and alkyl₂ attach to the same or different methylene carbon with the remaining open methylene valences occupied by hydrogen, thus forming a branched alkyl chain having between 8 and 20 carbon atoms in total;

the alkyl groups, alkyl₁ and alkyl₂ being optionally substituted with one, two or three substituents selected from the group consisting of C₁-C₃ alkyl, halogen, -OH, -SH, -C≡N, -CF₃, C₁-C₃ alkoxy, -O-phenyl, -C(O)C₁-C₃ alkyl, -NR_{1-a}R_{1-b} where R_{1-a} and R_{1-b} are -H or C₁-C₆ alkyl, -OC=O NR_{1-a}R_{1-b}, -S(=O)₀₋₂, -NR_{1-a}C=O NR_{1-a}R_{1-b}, -C=O NR_{1-a}R_{1-b}, and -S(=O)₂ NR_{1-a}R_{1-b};

(II) $-(C(Rc-x)(Rc-y))_{(0-4)}-Rc-cycle$

wherein each Rc-x and Rc-y is independently chosen from:

H

C₁ - C₆ alkyl

5 C₁ - C₆ alkoxy

C₂-C₆ alkenyl or alkynyl

$-(CH_2)_{0-4}-Rc-cycle$ where Rc-cycle is as defined below

and Rc-x and Rc-y may be taken together with the

methylene carbon to which they jointly attach to form a

10 spirocyclic ring of 3 to 7 atoms comprising carbon and up

to 2 of O, S(O)₍₀₋₂₎ and NR_{a'}, wherein R_{a'} is H or C₁₋₄

alkyl;

wherein the spirocyclic ring may be fused to another

ring to provide a bicyclic ring system comprising

15 carbon and up to 2 of O, S(O)₍₀₋₂₎ and NR_{a'}, and

comprising up to 9 atoms in total including,

Rc-cycle is an aryl, heteroaryl, or cycloalkyl ring or a

fused-ring system consisting of no more than three rings

where each of the rings is the same or different and is

20 an aryl, heteroaryl, or cycloalkyl ring

wherein Rc-cycle is optionally substituted with up to four

substituents independently selected from:

(1) C₁-C₆ alkyl optionally substituted with one,
two or three substituents selected from the group consisting

25 of C₁-C₃ alkyl, halogen, -OH, -SH, -C≡N, -CF₃, C₁-C₃ alkoxy, and
-NR_{1-a}R_{1-b},

(2) C₂-C₆ alkenyl or alkynyl with one or two
unsaturated bonds, optionally substituted with one, two or
three substituents selected from the group consisting of -F, -

30 Cl, -OH, -SH, -C≡N, -CF₃, C₁-C₃ alkoxy, and -NR_{1-a}R_{1-b},

(3) halogen,

(4) C₁-C₆ alkoxy,

(5) -C₁-C₆ alkoxy optionally substituted with
one, two, or three of -F,

(6) $-NR_{N-6}R_{N-7}$ where R_{N-6} and R_{N-7} are the same or different and are selected from the group consisting of:

(a) -H,

(b) $-C_1-C_6$ alkyl optionally

5 substituted with one substituent selected from the group consisting of:

(i) -OH, and

(ii) $-NH_2$,

(c) $-C_1-C_6$ alkyl optionally

10 substituted with one to three -F, -Cl, -Br, or -I,

(d) $-C_3-C_7$ cycloalkyl,

(e) $-(C_1-C_2 \text{ alkyl})-(C_3-C_7 \text{ cycloalkyl})$,

(f) $-(C_1-C_6 \text{ alkyl})-O-(C_1-C_3 \text{ alkyl})$,

(g) $-C_2-C_6$ alkenyl with one or two

15 double bonds,

(h) $-C_2-C_6$ alkynyl with one or two

triple bonds,

(i) $-C_1-C_6$ alkyl chain with one double bond and one triple bond,

20 (j) $-R_{1-aryl}$ where R_{1-aryl} is as defined above, and

(k) $-R_{1-heteroaryl}$ where $R_{1-heteroaryl}$ is as defined above,

(7) -OH,

25 (8) $-C\equiv N$,

(9) C_3-C_7 cycloalkyl, optionally substituted with one, two or three substituents selected from the group consisting of -F, -Cl, -OH, -SH, $-C\equiv N$, $-CF_3$, C_1-C_3 alkoxy, and $-NR_{1-a}R_{1-b}$,

30 (10) $-CO-(C_1-C_4 \text{ alkyl})$,

(11) $-SO_2-NR_{1-a}R_{1-b}$,

(12) $-CO-NR_{1-a}R_{1-b}$,

(13) $-SO_2-(C_1-C_4 \text{ alkyl})$,

and when there is a saturated carbon atom in Rc-cycle

- (14) oxo,
 (15) oxime
 (16) ketal rings of 5 to 7 members, and
 (17) a spirocyclic ring having from 3 to 7

5 atoms comprising carbon and when the ring size is 4-7 atoms optionally up to 2 of O, S(O)₍₀₋₂₎ and NR_{a'}. (IV) - (CR_{C-x}R_{C-y})₀₋₄-heteroaryl,

- (III) - (CR_{C-x}R_{C-y})₀₋₄-aryl-aryl ,
 (IV) - (CR_{C-x}R_{C-y})₀₋₄-aryl-heteroaryl,
 10 (V) - (CR_{C-x}R_{C-y})₀₋₄- heteroaryl-aryl,
 (VI) - (CR_{C-x}R_{C-y})₀₋₄- heteroaryl-heteroaryl,
 (VII) - (CR_{C-x}R_{C-y})₀₋₄- aryl-heterocycle,
 (VIII) - (CR_{C-x}R_{C-y})₀₋₄-heteroaryl-heterocycle,
 (IX) - (CR_{C-x}R_{C-y})₀₋₄-heterocycle-aryl,
 15 (X) - (CR_{C-x}R_{C-y})₀₋₄-heterocycle-heteroaryl,
 (XI) - (CR_{C-x}R_{C-y})₀₋₄- heterocycle-heterocycle,
 (XII) - [C(R_{C-1})(R_{C-2})]₁₋₃-[CO]₀₋₁-N-(R_{C-3})₂ where each R_{C-1} is the same or different and is selected from the group consisting of: H, C₁₋₄ alkyl and C₁₋₄ alkoxy and
 20 where each R_{C-2} and R_{C-3} is independently selected from
 (A) -C₁-C₆ alkyl, optionally substituted with one, two or three substituents selected from the group consisting of C₁-C₃ alkyl, -F, -Cl, -Br, -I, -OH, -SH, -C≡N, -CF₃, C₁-C₆ alkoxy, -O- phenyl, and -NR_{1-a}R_{1-b},
 25 (B) C₂-C₆ alkenyl or alkynyl with one or two unsaturated bonds, optionally substituted with one, two or three substituents selected from the group consisting of C₁-C₃ alkyl, -F, -Cl, -Br, -I, -OH, -SH, -C≡N, -CF₃, C₁-C₆ alkoxy, -O- phenyl, and
 30 -NR_{1-a}R_{1-b},
 (C) - (CH₂)₁₋₂-S(O)₀₋₂-(C₁-C₆ alkyl),
 (D) - (CH₂)₀₋₄-C₃-C₇ cycloalkyl optionally substituted with one, two or three substituents selected from the group consisting of C₁-C₃ alkyl, -F, -Cl,

-Br, -I, -OH, -SH, -C≡N, -CF₃, C₁-C₆ alkoxy, -O- phenyl, -NR_{1-a}R_{1-b},

(E) - (CH₂)₀₋₄-5-7 membered heterocycle optionally substituted with one, two or three substituents selected from the group consisting of C₁-C₃ alkyl, -F, -Cl,

-Br, -I, -OH, -SH, -C≡N, -CF₃, C₁-C₆ alkoxy, -O- phenyl, oxo, -NR_{1-a}R_{1-b},

(XIII) -CH(aryl)₂ where each aryl is the same or different,

(XIV) -CH(heteroaryl)₂ where each heteroaryl is the same or different and are as defined above,

(XVIII) -CH(aryl)(heteroaryl),

wherein R_N is R'₁₀₀, -(CRR')₁₋₆R'₁₀₀, -(CRR')₀₋₆R₁₀₀, -(CRR')₁₋₆-O-R'₁₀₀, -(CRR')₁₋₆-S-R'₁₀₀, -(CRR')₁₋₆-C(=O)-R₁₀₀, -(CRR')₁₋₆-SO₂-R₁₀₀, -(CRR')₁₋₆-NR₁₀₀-R'₁₀₀ or -SO₂R'₁₀₀, with the proviso that when R_N is -SO₂R'₁₀₀, X is not -S(=O)_n- or -C(=S)-; wherein

R₁₀₀ and R'₁₀₀ independently represent aryl, heteroaryl, -aryl-W-aryl, -aryl-W-heteroaryl, -aryl-W-heterocyclyl, -heteroaryl-W-aryl, -heteroaryl-W-heteroaryl, -heteroaryl-W-heterocyclyl, -heterocyclyl-W-aryl, -heterocyclyl-W-heteroaryl, -heterocyclyl-W-heterocyclyl, -CH[(CH₂)₀₋₂-O-R₁₅₀]- (CH₂)₀₋₂-aryl, -CH[(CH₂)₀₋₂-O-R₁₅₀]- (CH₂)₀₋₂-heterocyclyl or -CH[(CH₂)₀₋₂-O-R₁₅₀]- (CH₂)₀₋₂-heteroaryl,

where the ring portions of each are optionally substituted with 1, 2, or 3 groups independently selected from

-OR, -NO₂, halogen, -C≡N, -OCF₃, -CF₃, -(CH₂)₀₋₄-O-

P(=O)(OR)(OR'), -(CH₂)₀₋₄-CO-NR₁₀₅R'₁₀₅, -(CH₂)₀₋₄-O-

(CH₂)₀₋₄-CONR₁₀₂R'₁₀₂', -(CH₂)₀₋₄-CO-(C₁-C₁₂ alkyl), -(CH₂)₀₋₄-CO-

(C₂-C₁₂ alkenyl), -(CH₂)₀₋₄-CO-(C₂-C₁₂ alkynyl),

-(CH₂)₀₋₄-CO-(CH₂)₀₋₄(C₃-C₇ cycloalkyl), -(CH₂)₀₋₄-R₁₁₀,

-(CH₂)₀₋₄-R₁₂₀, -(CH₂)₀₋₄-R₁₃₀, -(CH₂)₀₋₄-CO-R₁₁₀, -(CH₂)₀₋₄-CO-R₁₂₀,

-(CH₂)₀₋₄-CO-R₁₃₀, -(CH₂)₀₋₄-CO-R₁₄₀, -(CH₂)₀₋₄-

CO-O-R₁₅₀, -(CH₂)₀₋₄-SO₂-NR₁₀₅R'₁₀₅, -(CH₂)₀₋₄-SO-(C₁-C₈
 alkyl), -(CH₂)₀₋₄-SO₂-(C₁-C₁₂ alkyl), -(CH₂)₀₋₄-SO₂-
 (CH₂)₀₋₄-(C₃-C₇ cycloalkyl), -(CH₂)₀₋₄-N(R₁₅₀)-CO-O-R₁₅₀,
 5 -(CH₂)₀₋₄-N(R₁₅₀)-CO-N(R₁₅₀)₂, -(CH₂)₀₋₄-N(R₁₅₀)-CS-
 N(R₁₅₀)₂, -(CH₂)₀₋₄-N(R₁₅₀)-CO-R₁₀₅, -(CH₂)₀₋₄-NR₁₀₅R'₁₀₅,
 -(CH₂)₀₋₄-R₁₄₀, -(CH₂)₀₋₄-O-CO-(C₁-C₆ alkyl), -(CH₂)₀₋₄-O-
 P(O)-(O-R₁₁₀)₂, -(CH₂)₀₋₄-O-CO-N(R₁₅₀)₂, -(CH₂)₀₋₄-O-CS-
 N(R₁₅₀)₂, -(CH₂)₀₋₄-O-(R₁₅₀), -(CH₂)₀₋₄-O-R₁₅₀'-COOH, -
 10 (CH₂)₀₋₄-S-(R₁₅₀), -(CH₂)₀₋₄-N(R₁₅₀)-SO₂-R₁₀₅, -(CH₂)₀₋₄-
 C₃-C₇ cycloalkyl, (C₂-C₁₀)alkenyl, or (C₂-C₁₀)alkynyl,
 or

R₁₀₀ is C₁-C₁₀ alkyl optionally substituted with 1, 2, or 3 R₁₁₅ groups, or

15 R₁₀₀ is -(C₁-C₆ alkyl)-O-C₁-C₆ alkyl) or -(C₁-C₆ alkyl)-S-(C₁-C₆
 alkyl), each of which is optionally substituted with 1,
 2, or 3 R₁₁₅ groups, or

R₁₀₀ is C₃-C₈ cycloalkyl optionally substituted with 1, 2, or 3 R₁₁₅ groups;

W is -(CH₂)₀₋₄-, -O-, -S(O)₀₋₂-, -N(R₁₃₅)-, -CR(OH)- or -C(O)-;

20 R₁₀₂ and R₁₀₂' independently are hydrogen, or

C₁-C₁₀ alkyl optionally substituted with 1, 2, or 3 groups that are independently halogen, aryl or -R₁₁₀;

25 R₁₀₅ and R'₁₀₅ independently represent -H, -R₁₁₀, -R₁₂₀, C₃-C₇
 cycloalkyl, -(C₁-C₂ alkyl)-(C₃-C₇ cycloalkyl), -(C₁-C₆
 alkyl)-O-(C₁-C₃ alkyl), C₂-C₆ alkenyl, C₂-C₆ alkynyl, or C₁-
 C₆ alkyl chain with one double bond and one triple bond,
 or

30 C₁-C₆ alkyl optionally substituted with -OH or -NH₂; or,
 C₁-C₆ alkyl optionally substituted with 1, 2, or 3 groups
 independently selected from halogen, or

R₁₀₅ and R'₁₀₅ together with the atom to which they are attached form a 3 to 7 membered carbocyclic ring, where one member is optionally a heteratom selected from -O-, -S(O)₀₋₂-, -

$N(R_{135})-$, the ring being optionally substituted with 1, 2 or three R_{140} groups;

R_{115} at each occurrence is independently halogen, $-OH$, $-CO_2R_{102}$, $-C_1-C_6$ thioalkoxy, $-CO_2$ -phenyl, $-NR_{105}R'_{135}$, $-SO_2-(C_1-C_8$
 5 alky), $-C(=O)R_{180}$, R_{180} , $-CONR_{105}R'_{105}$, $-SO_2NR_{105}R'_{105}$, $-NH-CO-$
 $(C_1-C_6$ alky), $-NH-C(=O)-OH$, $-NH-C(=O)-OR$, $-NH-C(=O)-O-$
 phenyl, $-O-C(=O)-(C_1-C_6$ alky), $-O-C(=O)$ -amino, $-O-C(=O)$ -
 mono- or dialkylamino, $-O-C(=O)$ -phenyl, $-O-(C_1-C_6$ alky)-
 10 CO_2H , $-NH-SO_2-(C_1-C_6$ alky), C_1-C_6 alkoxy or C_1-C_6
 haloalkoxy;

R_{135} is C_1-C_6 alky, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_3-C_7
 cycloalkyl, $-(CH_2)_{0-2}$ -(aryl), $-(CH_2)_{0-2}$ -(heteroaryl), or $-(CH_2)_{0-2}$ -(heterocyclyl);

R_{140} is heterocyclyl optionally substituted with 1, 2, 3, or 4
 15 groups independently selected from C_1-C_6 alky, C_1-C_6
 alkoxy, halogen, hydroxy, cyano, nitro, amino, mono(C_1-
 C_6)alkylamino, di(C_1-C_6)alkylamino, C_2-C_6 alkenyl, C_2-C_6
 alkynyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkoxy, amino(C_1-
 C_6)alkyl, mono(C_1-C_6)alkylamino(C_1-C_6)alkyl, di(C_1-
 20 C_6)alkylamino(C_1-C_6)alkyl, and $=O$;

R_{150} is hydrogen, C_3-C_7 cycloalkyl, $-(C_1-C_2$ alky)-(C_3-C_7
 cycloalkyl), C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 alky with
 one double bond and one triple bond, $-R_{110}$, $-R_{120}$, or
 C_1-C_6 alky optionally substituted with 1, 2, 3, or 4
 25 groups independently selected from $-OH$, $-NH_2$, C_1-C_3
 alkoxy, R_{110} , and halogen;

R_{150}' is C_3-C_7 cycloalkyl, $-(C_1-C_3$ alky)-(C_3-C_7 cycloalkyl), C_2-
 C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 alky with one double bond
 and one triple bond, $-R_{110}$, $-R_{120}$, or
 30 C_1-C_6 alky optionally substituted with 1, 2, 3, or 4
 groups independently selected from $-OH$, $-NH_2$, C_1-C_3
 alkoxy, R_{110} , and halogen;

R_{180} is selected from morpholinyl, thiomorpholinyl,
 piperazinyl, piperidinyl, homomorpholinyl,

- homothiomorpholinyl, homothiomorpholinyl S-oxide, homothiomorpholinyl S,S-dioxide, pyrrolinyl and pyrrolidinyl, each of which is optionally substituted with 1, 2, 3, or 4 groups independently selected from C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, hydroxy, cyano, nitro, amino, mono(C₁-C₆)alkylamino, di(C₁-C₆)alkylamino, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ haloalkyl, C₁-C₆ haloalkoxy, amino(C₁-C₆)alkyl, mono(C₁-C₆)alkylamino(C₁-C₆)alkyl, di(C₁-C₆)alkylamino(C₁-C₆)alkyl, and =O;
- 5 R₁₁₀ is aryl optionally substituted with 1 or 2 R₁₂₅ groups; R₁₂₅ at each occurrence is independently halogen, amino, mono- or dialkylamino, -OH, -C≡N, -SO₂-NH₂, -SO₂-NH-C₁-C₆ alkyl, -SO₂-N(C₁-C₆ alkyl)₂, -SO₂-(C₁-C₄ alkyl), -CO-NH₂, -CO-NH-C₁-C₆ alkyl, or -CO-N(C₁-C₆ alkyl)₂, or
- 10 C₁-C₆ alkyl, C₂-C₆ alkenyl or C₂-C₆ alkynyl, each of which is optionally substituted with 1, 2, or 3 groups that are independently selected from C₁-C₃ alkyl, halogen, -OH, -SH, -C≡N, -CF₃, C₁-C₃ alkoxy, amino, and mono- and dialkylamino, or
- 15 C₁-C₆ alkoxy optionally substituted with one, two or three of halogen;
- 20 R₁₂₀ is heteroaryl, which is optionally substituted with 1 or 2 R₁₂₅ groups; and
- R₁₃₀ is heterocyclyl optionally substituted with 1 or 2 R₁₂₅ groups; and
- 25 R₂ is selected from the group consisting of H; C₁-C₆ alkyl, optionally substituted with 1, 2, or 3 substituents that are independently selected from the group consisting of C₁-C₃ alkyl, halogen, -OH, -SH, -C≡N, -CF₃, C₁-C₃ alkoxy, and -NR_{1-a}R_{1-b}; wherein
- 30 R_{1-a} and R_{1-b} are -H or C₁-C₆ alkyl; -(CH₂)₀₋₄-aryl; -(CH₂)₀₋₄-heteroaryl; C₂-C₆ alkenyl; C₂-C₆ alkynyl; -CONR_{N-2}R_{N-3}; -SO₂NR_{N-2}R_{N-3}; -CO₂H; and -CO₂-(C₁-C₄ alkyl);

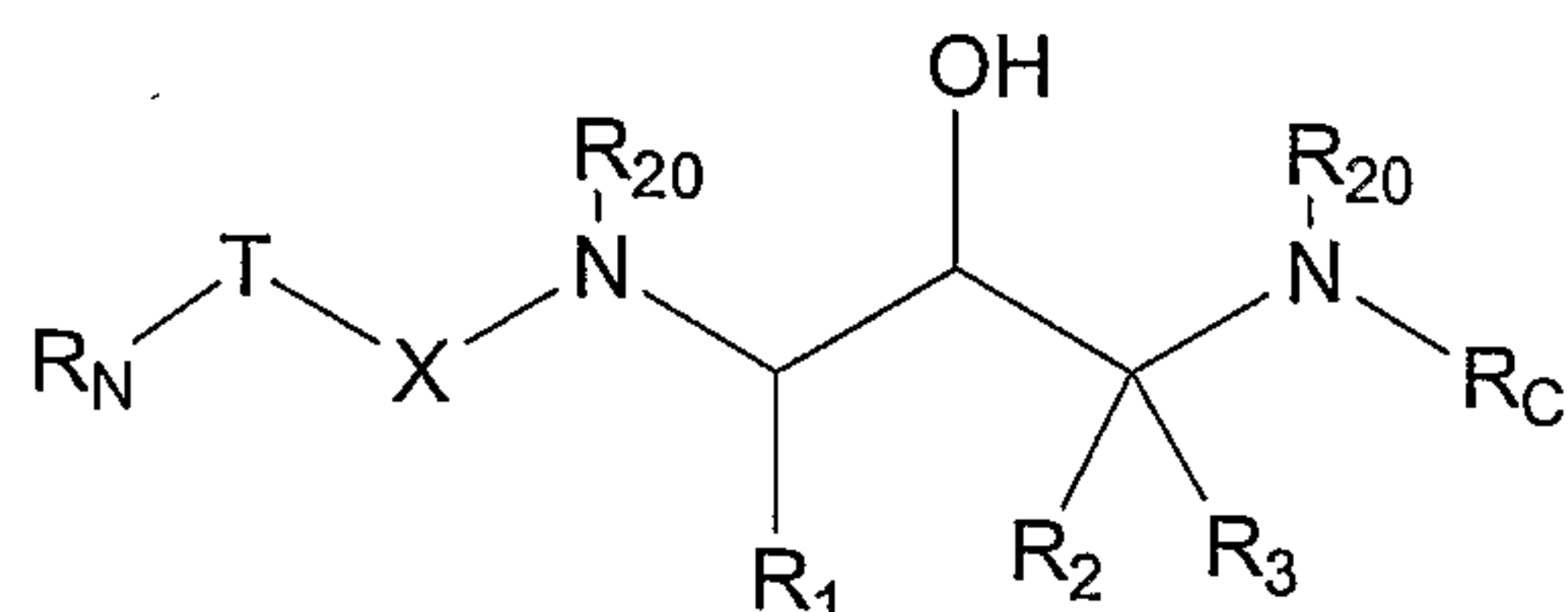
R₃ is selected from the group consisting of H; C₁-C₆ alkyl, optionally substituted with 1, 2, or 3 substituents independently selected from the group consisting of C₁-C₃ alkyl, halogen, -OH, -SH, -C≡N, -CF₃, C₁-C₃ alkoxy, and -NR_{1-a}R_{1-b}; -(CH₂)₀₋₄-aryl; -(CH₂)₀₋₄-heteroaryl; C₂-C₆ alkenyl; C₂-C₆ alkynyl; -CO-NR_{N-2}R_{N-3}; -SO₂-NR_{N-2}R_{N-3}; -CO₂H; and -CO-O-(C₁-C₄ alkyl);
 wherein

R_{N-2} and R_{N-3} at each occurrence are independently selected from the group consisting of -C₁-C₈ alkyl optionally substituted with 1, 2, or 3 groups independently selected from the group consisting of -OH, -NH₂, phenyl and halogen; -C₃-C₈ cycloalkyl; -(C₁-C₂ alkyl)-(C₃-C₈ cycloalkyl); -(C₁-C₆ alkyl)-O-(C₁-C₃ alkyl); -C₂-C₆ alkenyl; -C₂-C₆ alkynyl; -C₁-C₆ alkyl chain with one double bond and one triple bond; aryl; heteroaryl; heterocycloalkyl; or

R_{N-2}, R_{N-3} and the nitrogen to which they are attached form a 5, 6, or 7 membered heterocycloalkyl or heteroaryl group, wherein said heterocycloalkyl or heteroaryl group is optionally fused to a benzene, pyridine, or pyrimidine ring, and said groups are unsubstituted or substituted with 1, 2, 3, 4, or 5 groups that at each occurrence are independently C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, halo C₁-C₆ alkyl, halo C₁-C₆ alkoxy, -CN, -NO₂, -NH₂, NH(C₁-C₆ alkyl), N(C₁-C₆ alkyl)(C₁-C₆ alkyl), -OH, -C(O)NH₂, -C(O)NH(C₁-C₆ alkyl), -C(O)N(C₁-C₆ alkyl)(C₁-C₆ alkyl), C₁-C₆ alkoxy C₁-C₆ alkyl, C₁-C₆ thioalkoxy, and C₁-C₆ thioalkoxy C₁-C₆ alkyl; or

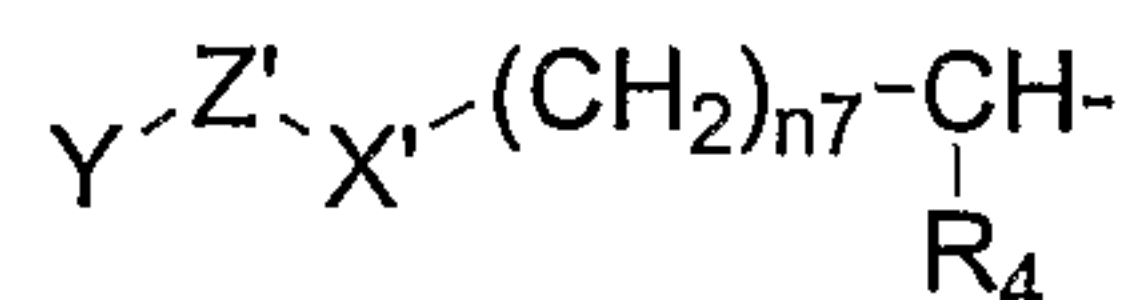
R₂, R₃ and the carbon to which they are attached form a carbocycle of three thru seven carbon atoms, wherein one carbon atom is optionally replaced by a group selected from -O-, -S-, -SO₂-, or -NR_{N-2}-.

2. A compound of the formula:



or a pharmaceutically acceptable salt or ester thereof;
 wherein X, T, R₂₀, R₁, R₂, R₃ and R_C are as defined in claim 1
 and wherein R_N is

5



wherein

R₄ is selected from the group consisting of H; NH₂; -NH-
 (CH₂)_{n6}-R₄₋₁; -NHR₈; -NR₅₀C(O)R₅; C₁-C₄ alkyl-NHC(O)R₅;
 10 -(CH₂)₀₋₄R₈; -O-C₁-C₄ alkanoyl; OH; C₆-C₁₀ aryloxy optionally
 substituted with 1, 2, or 3 groups that are independently
 halogen, C₁-C₄ alkyl, -CO₂H, -C(O)-C₁-C₄ alkoxy, or C₁-C₄
 alkoxy; C₁-C₆ alkoxy; aryl C₁-C₄ alkoxy; -NR₅₀CO₂R₅₁; -C₁-C₄
 alkyl-NR₅₀CO₂R₅₁; -C≡N; -CF₃; -CF₂-CF₃; -C≡CH; -CH₂-CH=CH₂; -
 15 (CH₂)₁₋₄-R₄₋₁; -(CH₂)₁₋₄-NH-R₄₋₁; -O-(CH₂)_{n6}-R₄₋₁; -S-(CH₂)_{n6}-R₄₋₁;
 -(CH₂)₀₋₄-NHC(O)-(CH₂)₀₋₆-R₅₂; -(CH₂)₀₋₄-R₅₃-(CH₂)₀₋₄-R₅₄;

wherein

n₆ is 0, 1, 2, or 3;

n₇ is 0, 1, 2, or 3;

20 R₄₋₁ is selected from the group consisting of -SO₂-(C₁-C₈
 alkyl), -SO-(C₁-C₈ alkyl), -S-(C₁-C₈ alkyl), -S-CO-
 (C₁-C₆ alkyl), -SO₂-NR₄₋₂R₄₋₃; -CO-C₁-C₂ alkyl; -CO-NR₄₋₃-
 R₄₋₄;

25 R₄₋₂ and R₄₋₃ are independently H, C₁-C₃ alkyl, or C₃-C₆
 cycloalkyl;

R₄₋₄ is alkyl, arylalkyl, alkanoyl, or arylalkanoyl;

R₄₋₆ is -H or C₁-C₆ alkyl;

30 R₅ is selected from the group consisting of C₃-C₇
 cycloalkyl; C₁-C₆ alkyl optionally substituted with
 1, 2, or 3 groups that are independently halogen,

-NR₆R₇, C₁-C₄ alkoxy, C₅-C₆ heterocycloalkyl, C₅-C₆ heteroaryl, C₆-C₁₀ aryl, C₃-C₇ cycloalkyl C₁-C₄ alkyl, -S-C₁-C₄ alkyl, -SO₂-C₁-C₄ alkyl, -CO₂H, -CONR₆R₇, -CO₂-C₁-C₄ alkyl, C₆-C₁₀ aryloxy; heteroaryl optionally substituted with 1, 2, or 3 groups that are independently C₁-C₄ alkyl, C₁-C₄ alkoxy, halogen, C₁-C₄ haloalkyl, or OH; heterocycloalkyl optionally substituted with 1, 2, or 3 groups that are independently C₁-C₄ alkyl, C₁-C₄ alkoxy, halogen, or C₂-C₄ alkanoyl; aryl optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, OH, C₁-C₄ alkyl, C₁-C₄ alkoxy, or C₁-C₄ haloalkyl; and -NR₆R₇; wherein

R₆ and R₇ are independently selected from the group consisting of H, C₁-C₆ alkyl, C₂-C₆ alkanoyl, phenyl, -SO₂-C₁-C₄ alkyl, phenyl C₁-C₄ alkyl;

R₈ is selected from the group consisting of -SO₂-heteroaryl, -SO₂-aryl, -SO₂-heterocycloalkyl, -SO₂-C₁-C₁₀ alkyl, -C(O)NHR₉, heterocycloalkyl, -S-C₁-C₆ alkyl, -S-C₂-C₄ alkanoyl, wherein

R₉ is aryl C₁-C₄ alkyl, C₁-C₆ alkyl, or H;

R₅₀ is H or C₁-C₆ alkyl;

R₅₁ is selected from the group consisting of aryl C₁-C₄ alkyl; C₁-C₆ alkyl optionally substituted with 1, 2, or 3 groups that are independently halogen, cyano, heteroaryl, -NR₆R₇, -C(O)NR₆R₇, C₃-C₇ cycloalkyl, or -C₁-C₄ alkoxy; heterocycloalkyl optionally substituted with 1 or 2 groups that are independently C₁-C₄ alkyl, C₁-C₄ alkoxy, halogen, C₂-C₄ alkanoyl, aryl C₁-C₄ alkyl, and -SO₂ C₁-C₄ alkyl; alkenyl; alkynyl; heteroaryl optionally substituted with 1, 2, or 3 groups that are independently OH, C₁-C₄ alkyl, C₁-C₄ alkoxy, halogen, NH₂, NH(C₁-C₆ alkyl) or N(C₁-C₆ alkyl)(C₁-C₆ alkyl); heteroarylalkyl optionally

substituted with 1, 2, or 3 groups that are independently C₁-C₄ alkyl, C₁-C₄ alkoxy, halogen, NH₂, NH(C₁-C₆ alkyl) or N(C₁-C₆ alkyl)(C₁-C₆ alkyl); aryl; heterocycloalkyl; C₃-C₈ cycloalkyl; and

5 cycloalkylalkyl; wherein the aryl; heterocycloalkyl, C₃-C₈ cycloalkyl, and cycloalkylalkyl groups are optionally substituted with 1, 2, 3, 4 or 5 groups that are independently halogen, CN, NO₂, C₁-C₆ alkyl, C₁-C₆ alkoxy, C₂-C₆ alkanoyl, C₁-C₆ haloalkyl, C₁-C₆ haloalkoxy, hydroxy, C₁-C₆ hydroxyalkyl, C₁-C₆ alkoxy

10 C₁-C₆ alkyl, C₁-C₆ thioalkoxy, C₁-C₆ thioalkoxy C₁-C₆ alkyl, or C₁-C₆ alkoxy C₁-C₆ alkoxy;

R₅₂ is heterocycloalkyl, heteroaryl, aryl, cycloalkyl, -S(O)₀₋₂-C₁-C₆ alkyl, CO₂H, -C(O)NH₂, -C(O)NH(alkyl),

15 -C(O)N(alkyl)(alkyl), -CO₂-alkyl, -NHS(O)₀₋₂-C₁-C₆ alkyl, -N(alkyl)S(O)₀₋₂-C₁-C₆ alkyl, -S(O)₀₋₂-heteroaryl, -S(O)₀₋₂-aryl, -NH(arylalkyl), -N(alkyl)(arylalkyl), thioalkoxy, or alkoxy, each of which is optionally substituted with 1, 2, 3, 4, or 5

20 groups that are independently alkyl, alkoxy, thioalkoxy, halogen, haloalkyl, haloalkoxy, alkanoyl, NO₂, CN, alkoxycarbonyl, or aminocarbonyl;

R₅₃ is absent, -O-, -C(O)-, -NH-, -N(alkyl)-, -NH-S(O)₀₋₂-, -N(alkyl)-S(O)₀₋₂-, -S(O)₀₋₂-NH-, -S(O)₀₋₂-N(alkyl)-, -NH-C(S)-, or -N(alkyl)-C(S)-;

25 R₅₄ is heteroaryl, aryl, arylalkyl, heterocycloalkyl, CO₂H, -CO₂-alkyl, -C(O)NH(alkyl), -C(O)N(alkyl)(alkyl), -C(O)NH₂, C₁-C₈ alkyl, OH, aryloxy, alkoxy, arylalkoxy, NH₂, NH(alkyl), N(alkyl)(alkyl), or -C₁-

30 C₆ alkyl-CO₂-C₁-C₆ alkyl, each of which is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkyl, alkoxy, CO₂H, -CO₂-alkyl, thioalkoxy, halogen, haloalkyl, haloalkoxy,

hydroxyalkyl, alkanoyl, NO₂, CN, alkoxy carbonyl, or aminocarbonyl;

X' is selected from the group consisting of -C₁-C₆ alkylidene optionally optionally substituted with 1, 2, or 3 methyl groups; and -NR₄₋₆-; or

R₄ and R₄₋₆ combine to form -(CH₂)_{n₁₀}-, wherein n₁₀ is 1, 2, 3, or 4;

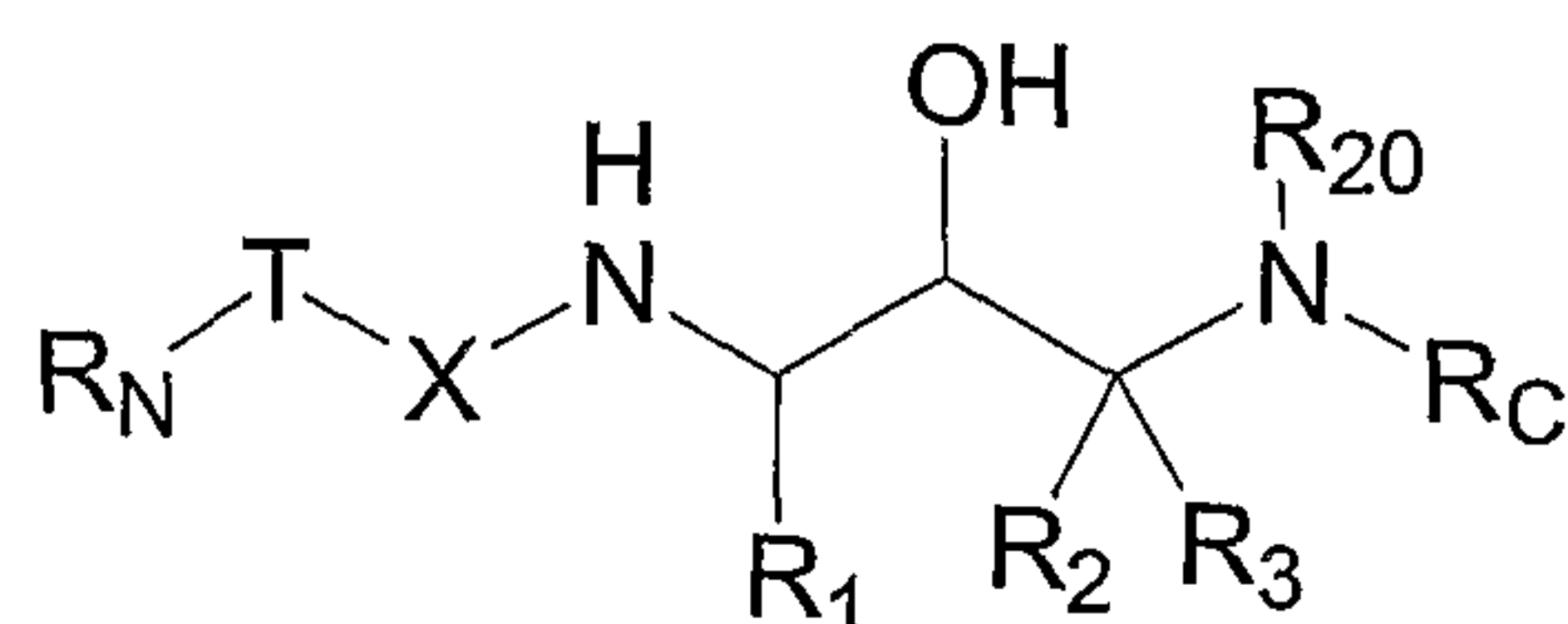
Z' is selected from the group consisting of a bond; SO₂; SO; S; and C(O);

Y is selected from the group consisting of H; C₁-C₄ haloalkyl; C₅-C₆ heterocycloalkyl; C₆-C₁₀ aryl; OH; -N(Y₁)(Y₂); C₁-C₁₀ alkyl optionally substituted with 1 thru 3 substituents which can be the same or different and are selected from the group consisting of halogen, hydroxy, alkoxy, thioalkoxy, and haloalkoxy; C₃-C₈ cycloalkyl optionally substituted with 1, 2, or 3 groups independently selected from C₁-C₃ alkyl, and halogen; alkoxy; aryl optionally substituted with halogen, alkyl, alkoxy, CN or NO₂; arylalkyl optionally substituted with halogen, alkyl, alkoxy, CN or NO₂; wherein

Y₁ and Y₂ are the same or different and are H; C₁-C₁₀ alkyl optionally substituted with 1, 2, or 3 substituents selected from the group consisting of halogen, C₁-C₄ alkoxy, C₃-C₈ cycloalkyl, and OH; C₂-C₆ alkenyl; C₂-C₆ alkanoyl; phenyl; -SO₂-C₁-C₄ alkyl; phenyl C₁-C₄ alkyl; or C₃-C₈ cycloalkyl C₁-C₄ alkyl; or

Y₁, Y₂ and the nitrogen to which they are attached form a ring selected from the group consisting of piperazinyl, piperidinyl, morpholinyl, and pyrrolidinyl, wherein each ring is optionally substituted with 1, 2, 3, or 4 groups that are independently C₁-C₆ alkyl, C₁-C₆ alkoxy, C₁-C₆ alkoxy C₁-C₆ alkyl, or halogen.

3. A compound according to claim 1 of the formula



or a pharmaceutically acceptable salt or ester thereof wherein
 R_C is selected from $-(CH_2)_{0-3}-(C_3-C_8)$ cycloalkyl wherein the
 cycloalkyl is optionally substituted with 1, 2, or 3
 5 groups independently selected from $-R_{205}$; and $-CO_2-(C_1-C_4$
 alkyl); $-(CR_{245}R_{250})_{0-4}$ -aryl; $-(CR_{245}R_{250})_{0-4}$ -heteroaryl;
 $-(CR_{245}R_{250})_{0-4}$ -heterocycloalkyl; $-(CR_{245}R_{250})_{0-4}$ -aryl-
 heteroaryl; $-(CR_{245}R_{250})_{0-4}$ -aryl-heterocycloalkyl;
 $-(CR_{245}R_{250})_{0-4}$ -aryl-aryl; $-(CR_{245}R_{250})_{0-4}$ -heteroaryl-aryl;
 10 $-(CR_{245}R_{250})_{0-4}$ -heteroaryl-heterocycloalkyl; $-(CR_{245}R_{250})_{0-4}$ -
 heteroaryl-heteroaryl; $-CHR_{245}-CHR_{250}$ -aryl; $-(CR_{245}R_{250})_{0-4}$ -
 heterocycloalkyl-heteroaryl; $-(CR_{245}R_{250})_{0-4}$ -
 heterocycloalkyl-heterocycloalkyl; $-(CR_{245}R_{250})_{0-4}$ -
 heterocycloalkyl-aryl; a monocyclic or bicyclic ring of 5,
 15 6, 7 8, 9, or 10 carbons fused to 1 or 2 aryl, heteroaryl,
 or heterocycloalkyl groups;

wherein 1, 2 or 3 carbons of the monocyclic or bicyclic ring
 are optionally replaced with $-NH-$, $-N(CO)_{0-1}R_{215}-$,
 $-N(CO)_{0-1}R_{220}-$, $-O-$, or $-S(=O)_{0-2}-$, and wherein the
 20 monocyclic or bicyclic ring is optionally substituted with
 1, 2 or 3 groups that are independently $-R_{205}$, $-R_{245}$, $-R_{250}$
 or $=O$;

and $-C_2-C_6$ alkenyl optionally substituted with 1, 2, or 3
 R_{205} groups;

25 wherein each aryl or heteroaryl group attached directly or
 indirectly to the $-(CR_{245}R_{250})_{0-4}$ group is optionally
 substituted with 1, 2, 3 or 4 R_{200} groups;

wherein each heterocycloalkyl attached directly or
 indirectly to the $-(CR_{245}R_{250})_{0-4}$ group is optionally
 30 substituted with 1, 2, 3, or 4 R_{210} ;

R_{200} at each occurrence is independently selected from
 $-C_1-C_6$ alkyl optionally substituted with 1, 2,

or 3 R₂₀₅ groups; -OH; -NO₂; -halogen; -C≡N;
 - (CH₂)₀₋₄-CO-NR₂₂₀R₂₂₅; - (CH₂)₀₋₄-CO- (C₁-C₈ alkyl);
 - (CH₂)₀₋₄-CO- (C₂-C₈ alkenyl); - (CH₂)₀₋₄-CO- (C₂-C₈
 alkynyl); - (CH₂)₀₋₄-CO- (C₃-C₇ cycloalkyl); - (CH₂)₀₋₄-
 5 - (CO)₀₋₁-aryl; - (CH₂)₀₋₄- (CO)₀₋₁-heteroaryl;
 - (CH₂)₀₋₄- (CO)₀₋₁-heterocycloalkyl; - (CH₂)₀₋₄-
 CO₂R₂₁₅; - (CH₂)₀₋₄-SO₂-NR₂₂₀R₂₂₅; - (CH₂)₀₋₄-S(O)₀₋₂-
 (C₁-C₈ alkyl); - (CH₂)₀₋₄-S(O)₀₋₂- (C₃-C₇
 cycloalkyl); - (CH₂)₀₋₄-N(H or R₂₁₅)-CO₂R₂₁₅;
 10 - (CH₂)₀₋₄-N(H or R₂₁₅)-SO₂-R₂₂₀; - (CH₂)₀₋₄-N(H or
 R₂₁₅)-CO-N(R₂₁₅)₂; - (CH₂)₀₋₄-N(-H or R₂₁₅)-CO-R₂₂₀;
 - (CH₂)₀₋₄-NR₂₂₀R₂₂₅; - (CH₂)₀₋₄-O-CO- (C₁-C₆ alkyl);
 - (CH₂)₀₋₄-O- (R₂₁₅); - (CH₂)₀₋₄-S- (R₂₁₅); - (CH₂)₀₋₄-O-
 (C₁-C₆ alkyl optionally substituted with 1, 2,
 15 3, or 5 -F); -C₂-C₆ alkenyl optionally
 substituted with 1 or 2 R₂₀₅ groups; -C₂-C₆
 alkynyl optionally substituted with 1 or 2 R₂₀₅
 groups; adamantyl, and - (CH₂)₀₋₄- C₃-C₇
 cycloalkyl;
 20 each aryl and heteroaryl group included within
 R₂₀₀ is optionally substituted with 1, 2, or
 3 groups that are independently -R₂₀₅, -R₂₁₀
 or -C₁-C₆ alkyl substituted with 1, 2, or 3
 groups that are independently R₂₀₅ or R₂₁₀;
 25 each heterocycloalkyl group included within R₂₀₀
 is optionally substituted with 1, 2, or 3
 groups that are independently R₂₁₀;
 R₂₀₅ at each occurrence is independently selected from
 -C₁-C₆ alkyl, -C₂-C₆ alkenyl, -C₂-C₆ alkynyl, -C₁-
 30 C₆ haloalkoxy, - (CH₂)₀₋₃ (C₃-C₇ cycloalkyl), -
 halogen, - (CH₂)₀₋₆-OH, -O-phenyl, OH, SH, - (CH₂)<sub>0-
 6</sub>-C≡N, - (CH₂)₀₋₆-C(=O)NR₂₃₅R₂₄₀, -CF₃, -C₁-C₆
 alkoxy, C₁-C₆ alkoxy carbonyl, and -NR₂₃₅R₂₄₀;

R₂₁₀ at each occurrence is independently selected from
 -C₁-C₆ alkyl optionally substituted with 1, 2,
 or 3 R₂₀₅ groups; -C₂-C₆ alkenyl optionally
 substituted with 1, 2, or 3 R₂₀₅ groups; C₁-C₆
 5 alkanoyl; -SO₂-(C₁-C₆ alkyl); -C₂-C₆ alkynyl
 optionally substituted with 1, 2, or 3 R₂₀₅
 groups; -halogen; -C₁-C₆ alkoxy; -C₁-C₆
 haloalkoxy; -NR₂₂₀R₂₂₅; -OH; -C≡N; -C₃-C₇
 cycloalkyl optionally substituted with 1, 2, or
 10 3 R₂₀₅ groups; -CO-(C₁-C₄ alkyl); -SO₂-NR₂₃₅R₂₄₀; -
 CO-NR₂₃₅R₂₄₀; -SO₂-(C₁-C₄ alkyl); and =O;

R₂₁₅ at each occurrence is independently selected from
 -C₁-C₆ alkyl, -(CH₂)₀₋₂-(aryl), -C₂-C₆ alkenyl, --
 C₂-C₆ alkynyl, -C₃-C₇ cycloalkyl, -(CH₂)₀₋₂-
 15 (heteroaryl), and -(CH₂)₀₋₂-(heterocycloalkyl);
 wherein the aryl group included within R₂₁₅ is
 optionally substituted with 1, 2, or 3 groups
 that are independently -R₂₀₅ or -R₂₁₀; wherein the
 heterocycloalkyl and heteroaryl groups included
 20 within R₂₁₅ are optionally substituted with 1, 2,
 or 3 R₂₁₀;

R₂₂₀ at each occurrence is independently H, -C₁-C₆
 alkyl, -CHO, hydroxy C₁-C₆ alkyl, C₁-C₆
 alkoxy carbonyl, -amino C₁-C₆ alkyl, -SO₂-C₁-C₆
 25 alkyl, C₁-C₆ alkanoyl optionally substituted
 with up to three halogens, -C(O)NH₂, -C(O)NH(C₁-
 C₆ alkyl), -C(O)N(C₁-C₆ alkyl)(C₁-C₆ alkyl),
 -halo C₁-C₆ alkyl, -(CH₂)₀₋₂-(C₃-C₇ cycloalkyl),
 -(C₁-C₆ alkyl)-O-(C₁-C₃ alkyl), -C₂-C₆ alkenyl, -
 30 C₂-C₆ alkynyl, -aryl, -heteroaryl, or
 -heterocycloalkyl; wherein the aryl, heteroaryl
 and heterocycloalkyl groups included within R₂₂₀
 and R₂₂₅ is optionally substituted with 1, 2, or
 3 R₂₇₀ groups,

R_{270} at each occurrence is independently $-R_{205}$, $-C_1-C_6$ alkyl optionally substituted with 1, 2, or 3 R_{205} groups; $-C_2-C_6$ alkenyl optionally substituted with 1, 2, or 3 R_{205} groups; $-C_2-C_6$ alkynyl optionally substituted with 1, 2, or 3 R_{205} groups; -phenyl; -halogen; $-C_1-C_6$ alkoxy; $-C_1-C_6$ haloalkoxy; $-NR_{235}R_{240}$; $-OH$; $-C\equiv N$; $-C_3-C_7$ cycloalkyl optionally substituted with 1, 2, or 3 R_{205} groups; $-CO-(C_1-C_4$ alkyl); $-SO_2-NR_{235}R_{240}$; $-CO-NR_{235}R_{240}$; $-SO_2-(C_1-C_4$ alkyl); and $=O$;

R_{235} and R_{240} at each occurrence are independently $-H$, $-C_1-C_6$ alkyl, C_2-C_6 alkanoyl, $-SO_2-(C_1-C_6$ alkyl), or $-phenyl$;

R_{245} and R_{250} at each occurrence are independently selected from H , $-(CH_2)_{0-4}CO_2C_1-C_4$ alkyl, $-(CH_2)_{0-4}C(=O)C_1-C_4$ alkyl, $-C_1-C_4$ alkyl, $-C_1-C_4$ hydroxyalkyl, $-C_1-C_4$ alkoxy, $-C_1-C_4$ haloalkoxy, $-(CH_2)_{0-4}-C_3-C_7$ cycloalkyl, $-C_2-C_6$ alkenyl, $-C_2-C_6$ alkynyl, $-(CH_2)_{0-4}$ aryl, $-(CH_2)_{0-4}$ heteroaryl, and $-(CH_2)_{0-4}$ heterocycloalkyl, or

R_{245} and R_{250} are taken together with the carbon to which they are attached to form a monocycle or bicycle of 3, 4, 5, 6, 7 or 8 carbon atoms, where 1, 2, or 3 carbon atoms are optionally replaced by 1, 2, or 3 groups that are independently $-O-$, $-S-$, $-SO_2-$, $-C(O)-$, $-NR_{220}-$, or $-NR_{220}R_{220}-$ wherein both R_{220} groups are alkyl; and wherein the ring is optionally substituted with 1, 2, 3, 4, 5, or 6 groups that are independently C_1-C_4 alkyl, C_1-C_4 alkoxy, hydroxyl, NH_2 , $NH(C_1-C_6$ alkyl), $N(C_1-C_6$ alkyl)(C_1-C_6 alkyl), $-NH-C(O)C_1-C_5$ alkyl, $-NH-SO_2-(C_1-C_6$ alkyl), or halogen; wherein the aryl, heteroaryl or heterocycloalkyl groups included within R_{245} and R_{250} are optionally

substituted with 1, 2, or 3 groups that are independently halogen, C₁₋₆ alkyl, CN or OH.

4. A compound according to claim 3, wherein

5 R₁ is C₁₋₁₀ alkyl optionally substituted with 1 or 2 groups independently selected from halogen, -OH, =O, -CN, -CF₃, -OCF₃, -C₃₋₇ cycloalkyl, -C₁₋₄ alkoxy, amino, mono-dialkylamino, aryl, heteroaryl or heterocycloalkyl, wherein the aryl group is optionally substituted with 1
10 or 2 R₅₀ groups;

R₅₀ is halogen, OH, CN, -CO-(C₁₋₄ alkyl), -NR₇R₈, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ alkoxy, and C₃₋₈ cycloalkyl;

R₇ and R₈ are selected from H; -C₁₋₄ alkyl optionally substituted with 1, 2, or 3 groups selected from -OH, -NH₂ and halogen; -C₃₋₆ cycloalkyl; -
15 (C₁₋₄ alkyl)-O-(C₁₋₄ alkyl); -C₂₋₄ alkenyl; and -C₂₋₄ alkynyl;

R_C is selected from -(CR₂₄₅R₂₅₀)₀₋₄-aryl; -(CR₂₄₅R₂₅₀)₀₋₄-heteroaryl; -
20 -(CR₂₄₅R₂₅₀)₀₋₄-heterocycloalkyl; where the aryl and heteroaryl groups attached to the -(CR₂₄₅R₂₅₀)₀₋₄- group are optionally substituted with 1, 2, 3 or 4 R₂₀₀ groups; where the heterocycloalkyl group attached to the -(CR₂₄₅R₂₅₀)₀₋₄ group is optionally substituted with 1, 2, 3, or 4 R₂₁₀
25 groups; and

R₂₄₅, R₂₅₀, R₂₀₀, and R₂₁₀ are as defined above.

5. A compound according to claim 4, wherein

R_C is -(CR₂₄₅R₂₅₀)₀₋₄-heterocycloalkyl; where the heterocycloalkyl group attached to the -(CR₂₄₅R₂₅₀)₀₋₄- group is optionally substituted with 1, 2, 3, or 4 R₂₁₀ groups, wherein R₂₄₅, R₂₅₀, and R₂₁₀ are as defined above.
30

6. A compound according to claim 5, wherein

R_1 is C_1 - C_{10} alkyl substituted with one aryl group, where the aryl group is optionally substituted with 1 or 2 R_{50} groups;

R_C is $-(CR_{245}R_{250})_{1-4}$ -aryl or $-(CR_{245}R_{250})_{1-4}$ -heteroaryl,

5 R_{245} and R_{250} are independently selected from H, $-(CH_2)_{0-4}CO_2C_1-C_4$ alkyl, $-(CH_2)_{0-4}CO_2H$, $-C_1-C_4$ alkyl, $-(C_1-C_4$ alkyl)OH, or

R_{245} , R_{250} and the carbon to which they are attached form a monocycle or bicycle of 3, 4, 5, 6, 7 or 8 carbon atoms, where
10 1 or 2 carbon atoms are optionally replaced by $-O-$, $-S-$, $-SO_2-$, or $-NR_{220}-$, where R_{220} is as defined above; and

wherein the aryl and heteroaryl groups attached to the $-(CR_{245}R_{250})_{1-4}$ groups are optionally substituted with 1 or 2 R_{200} groups.

15

7. A compound according to claim 3, wherein

R_C is $(CR_{245}R_{250})_1$ -aryl, where the aryl (preferably phenyl or naphthyl, more preferably phenyl) is optionally substituted with 1, 2, or 3 R_{200} groups; and

20 R_{245} is H and R_{250} is H or C_1-C_6 alkyl; or

R_{245} and R_{250} are independently C_1-C_3 alkyl (preferably both are methyl); or

$CR_{245}R_{250}$ represents a C_3-C_7 cycloalkyl group.

25

8. A compound according to claim 7, wherein the $(CR_{245}R_{250})_1$ -aryl is $(CR_{245}R_{250})_1$ -phenyl where the phenyl is optionally substituted with 1, 2, or 3 R_{200} groups.

9. A compound according to claim 8, wherein the phenyl
30 in $(CR_{245}R_{250})_1$ -phenyl is substituted with 1-3 independently selected R_{200} groups, or 1 or 2 independently selected R_{200} groups, and 1 heteroaryl group optionally substituted with 1 R_{200} group or 1 phenyl group optionally substituted with 1 R_{200} group.

10. A compound according to claim 8, wherein R_{245} is hydrogen and R_{250} is C_1 - C_3 alkyl.

5 11. A compound according to claim 8, wherein R_{245} and R_{250} are both hydrogen.

12. A compound according to claim 8, wherein the phenyl in $(CR_{245}R_{250})_1$ -phenyl is substituted with

10 (a) 1 R_{200} group and 1 heteroaryl group optionally substituted with 1 R_{200} group; or

(b) 1 R_{200} group and 1 phenyl group optionally substituted with 1 R_{200} group; or

15 (c) 1 R_{200} group, and 1 heterocycloalkyl which is optionally substituted with one R_{200} or =O.

13. A compound according to claim 12, wherein $CR_{245}R_{250}$ represents a C_3 - C_7 cycloalkyl group.

20 14. A compound according to claim 12, wherein $CR_{245}R_{250}$ represents a C_5 - C_7 cycloalkyl group.

15. A compound according to claim 12, wherein $CR_{245}R_{250}$ represents a C_3 - C_6 cycloalkyl group.

25

16. A compound according to claim 12, wherein $CR_{245}R_{250}$ represents a C_6 cycloalkyl.

30 17. A compound according to claim 8, wherein the phenyl in $(CR_{245}R_{250})_1$ -phenyl is substituted with

1 R_{200} group; or

1 R_{200} group and one heteroaryl group optionally substituted with one R_{200} group or

1 R₂₀₀ group and one phenyl group optionally substituted with one R₂₀₀ group.

18. A compound according to claim 8, wherein the phenyl
5 in (CR₂₄₅R₂₅₀)₁-phenyl is substituted with 1 R₂₀₀ group.

19. A compound selected from the group consisting of:
phenyl ((1*S*,2*R*)-1-(3,5-difluorobenzyl)-3-{[(1*S*)-7-ethyl-1,2,3,4-tetrahydronaphthalen-1-yl]amino}-2-hydroxypropyl) carbamate;

methyl (3*S*)-3-{[(2*R*,3*S*)-3-[(anilinocarbonyl)amino]-4-(3,5-difluorophenyl)-2-hydroxybutyl]amino}-3-(3-bromophenyl) propanoate;

N-((1*S*,2*R*)-1-(3,5-difluorobenzyl)-3-{[4-(3-ethylphenyl)tetrahydro-2*H*-pyran-4-yl]amino}-2-hydroxypropyl)-*N'*-phenylurea;

N-((1*S*,2*R*)-1-(3,5-difluorobenzyl)-3-{[(4*R*)-6-ethyl-2,2-dioxido-3,4-dihydro-1*H*-isothiochromen-4-yl]amino}-2-hydroxypropyl) methanesulfonamide;

N-benzyl-*N'*-((1*S*,2*R*)-1-(3,5-difluorobenzyl)-3-{[(4*R*)-6-ethyl-2,2-dioxido-3,4-dihydro-1*H*-isothiochromen-4-yl]amino}-2-hydroxypropyl) urea;

N-((1*S*,2*R*)-1-(3,5-difluorobenzyl)-3-{[(4*R*)-6-ethyl-2,2-dioxido-3,4-dihydro-1*H*-isothiochromen-4-yl]amino}-2-hydroxypropyl)-*N'*-phenylurea;

N-((1*S*,2*R*)-1-(3,5-difluorobenzyl)-3-{[(4*R*)-6-ethyl-2,2-dioxido-3,4-dihydro-1*H*-isothiochromen-4-yl]amino}-2-hydroxypropyl)-*N'*-propylurea;

N-(*sec*-butyl)-*N'*-((1*S*,2*R*)-1-(3,5-difluorobenzyl)-3-{[(4*R*)-6-ethyl-2,2-dioxido-3,4-dihydro-1*H*-isothiochromen-4-yl]amino}-2-hydroxypropyl) urea;

phenyl ((1*S*,2*R*)-1-(3,5-difluorobenzyl)-3-{[(4*R*)-6-ethyl-2,2-dioxido-3,4-dihydro-1*H*-isothiochromen-4-yl]amino}-2-hydroxypropyl) carbamate;

ethyl ((1*S*,2*R*)-1-(3,5-difluorobenzyl)-3-{[(4*R*)-6-ethyl-2,2-dioxido-3,4-dihydro-1*H*-isothiochromen-4-yl]amino}-2-hydroxypropyl) carbamate;

N-{(1*S*,2*R*)-1-(3,5-difluorobenzyl)-3-[(6-ethyl-3,4-dihydro-2*H*-chromen-4-yl)amino]-2-hydroxypropyl}-*N'*-phenylurea;

N-{(1*S*,2*R*)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[(6-isopropyl-3,4-dihydro-2*H*-chromen-4-yl)amino]propyl}-*N'*-phenylurea;

N-[(1*S*,2*R*)-1-(3,5-difluorobenzyl)-3-({6-[(dimethylamino)methyl]-3,4-dihydro-2*H*-chromen-4-yl}amino)-2-hydroxypropyl]-*N'*-phenylurea;

phenyl {(1*S*,2*R*)-1-(3,5-difluorobenzyl)-3-[(6-ethyl-3,4-dihydro-2*H*-chromen-4-yl)amino]-2-hydroxypropyl} carbamate;

phenyl {(1*S*,2*R*)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[(6-isopropyl-3,4-dihydro-2*H*-chromen-4-yl)amino]propyl} carbamate;

phenyl [(1*S*,2*R*)-1-(3,5-difluorobenzyl)-3-({6-[(dimethylamino)methyl]-3,4-dihydro-2*H*-chromen-4-yl}amino)-2-hydroxypropyl] carbamate;

N-{(1*S*,2*R*)-1-(3,5-difluorobenzyl)-3-[(6-ethyl-3,4-dihydro-1*H*-isochromen-4-yl)amino]-2-hydroxypropyl}-*N'*-phenylurea;

N-{(1*S*,2*R*)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[(6-isopropyl-3,4-dihydro-1*H*-isochromen-4-yl)amino]propyl}-*N'*-phenylurea;

N-[(1*S*,2*R*)-1-(3,5-difluorobenzyl)-3-({6-[(dimethylamino)methyl]-3,4-dihydro-1*H*-isochromen-4-yl}amino)-2-hydroxypropyl]-*N'*-phenylurea;

phenyl {(1*S*,2*R*)-1-(3,5-difluorobenzyl)-3-[(6-ethyl-3,4-dihydro-1*H*-isochromen-4-yl)amino]-2-hydroxypropyl} carbamate;

phenyl {(1*S*,2*R*)-1-(3,5-difluorobenzyl)-2-hydroxy-3-

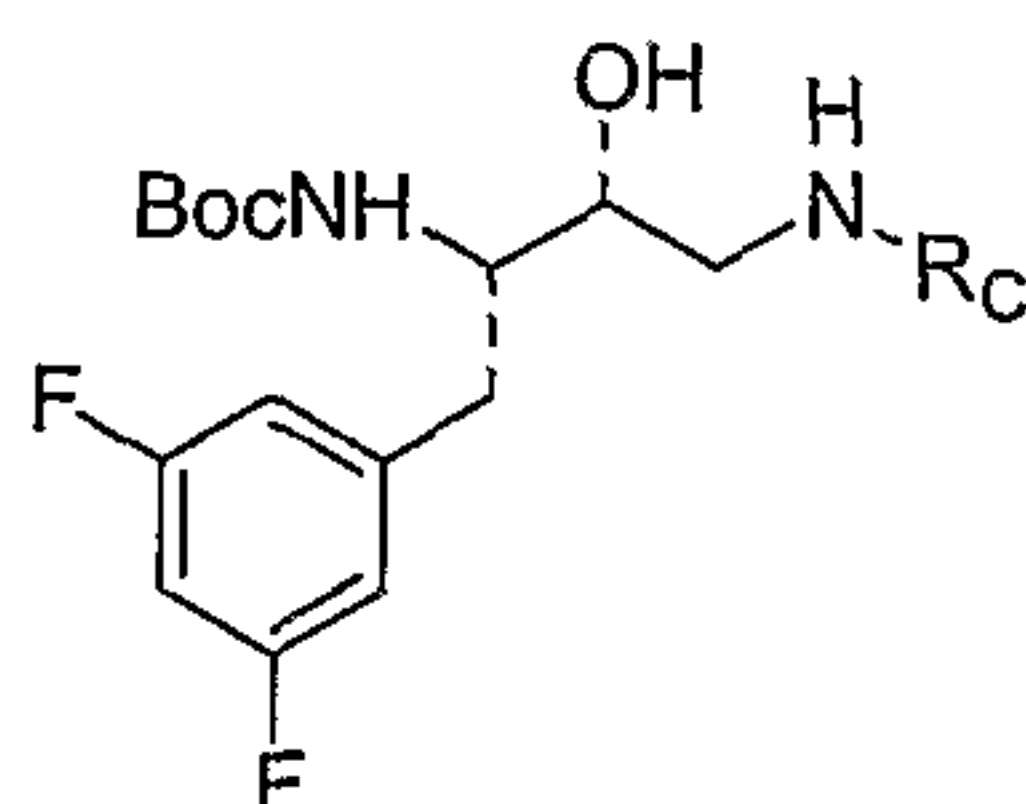
[(6-isopropyl-3,4-dihydro-1*H*-isochromen-4-yl) amino]propyl} carbamate;

phenyl [(1*S*,2*R*)-1-(3,5-difluorobenzyl)-3-({6-[(dimethylamino)methyl]-3,4-dihydro-1*H*-isochromen-4-yl} amino)-2-hydroxypropyl] carbamate;

N^3 -[({(1*S*,2*R*)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[(3-methoxybenzyl) amino]propyl} amino) carbonyl] - N^1 , N^1 -dipropyl-*b*-alaninamide; and

2-{[({(1*S*,2*R*)-1-(3,5-difluorobenzyl)-2-hydroxy-3-[(3-methoxybenzyl) amino]propyl} amino) carbonyl] amino} -*N*,*N*-dipropylethanesulfonamide.

20. A compound of the formula:



wherein

- 5 R_C is selected from $-(CH_2)_{0-3}-(C_3-C_8)$ cycloalkyl wherein the cycloalkyl is optionally substituted with 1, 2, or 3 groups independently selected from $-R_{205}$; and $-CO_2-(C_1-C_4$ alkyl); $-(CR_{245}R_{250})_{0-4}$ -aryl; $-(CR_{245}R_{250})_{0-4}$ -heteroaryl; $-(CR_{245}R_{250})_{0-4}$ -heterocycloalkyl; $-(CR_{245}R_{250})_{0-4}$ -aryl-
- 10 heteroaryl; $-(CR_{245}R_{250})_{0-4}$ -aryl-heterocycloalkyl; $-(CR_{245}R_{250})_{0-4}$ -aryl-aryl; $-(CR_{245}R_{250})_{0-4}$ -heteroaryl-aryl; $-(CR_{245}R_{250})_{0-4}$ -heteroaryl-heterocycloalkyl; $-(CR_{245}R_{250})_{0-4}$ -heteroaryl-heteroaryl; $-CHR_{245}-CHR_{250}$ -aryl; $-(CR_{245}R_{250})_{0-4}$ -heterocycloalkyl-heteroaryl; $-(CR_{245}R_{250})_{0-4}$ -heterocycloalkyl-heterocycloalkyl; $-(CR_{245}R_{250})_{0-4}$ -heterocycloalkyl-aryl; a monocyclic or bicyclic ring of 5, 6, 7, 8, 9, or 10 carbons fused to 1 or 2 aryl, heteroaryl, or heterocycloalkyl groups;

wherein 1, 2 or 3 carbons of the monocyclic or bicyclic ring
20 are optionally replaced with $-NH-$, $-N(CO)_{0-1}R_{215}-$,

-N(CO)₀₋₁R₂₂₀-, -O-, or -S(=O)₀₋₂-, and wherein the monocyclic or bicyclic ring is optionally substituted with 1, 2 or 3 groups that are independently -R₂₀₅, -R₂₄₅, -R₂₅₀ or =O;

5 and -C₂-C₆ alkenyl optionally substituted with 1, 2, or 3 R₂₀₅ groups;

wherein each aryl or heteroaryl group attached directly or indirectly to the -(CR₂₄₅R₂₅₀)₀₋₄ group is optionally substituted with 1, 2, 3 or 4 R₂₀₀ groups;

10 wherein each heterocycloalkyl attached directly or indirectly to the -(CR₂₄₅R₂₅₀)₀₋₄ group is optionally substituted with 1, 2, 3, or 4 R₂₁₀;

R₂₀₀ at each occurrence is independently selected from

-C₁-C₆ alkyl optionally substituted with 1, 2, 15 or 3 R₂₀₅ groups; -OH; -NO₂; -halogen; -C≡N; -(CH₂)₀₋₄-CO-NR₂₂₀R₂₂₅; -(CH₂)₀₋₄-CO-(C₁-C₈ alkyl); -(CH₂)₀₋₄-CO-(C₂-C₈ alkenyl); -(CH₂)₀₋₄-CO-(C₂-C₈ alkynyl); -(CH₂)₀₋₄-CO-(C₃-C₇ cycloalkyl); -(CH₂)₀₋₄-CO-(CO)₀₋₁-aryl; -(CH₂)₀₋₄-CO-(CO)₀₋₁-heteroaryl; 20 -(CH₂)₀₋₄-CO-(CO)₀₋₁-heterocycloalkyl; -(CH₂)₀₋₄-CO₂R₂₁₅; -(CH₂)₀₋₄-SO₂-NR₂₂₀R₂₂₅; -(CH₂)₀₋₄-S(O)₀₋₂-(C₁-C₈ alkyl); -(CH₂)₀₋₄-S(O)₀₋₂-(C₃-C₇ cycloalkyl); -(CH₂)₀₋₄-N(H or R₂₁₅)-CO₂R₂₁₅; -(CH₂)₀₋₄-N(H or R₂₁₅)-SO₂-R₂₂₀; -(CH₂)₀₋₄-N(H or R₂₁₅)-CO-N(R₂₁₅)₂; -(CH₂)₀₋₄-N(-H or R₂₁₅)-CO-R₂₂₀; 25 -(CH₂)₀₋₄-NR₂₂₀R₂₂₅; -(CH₂)₀₋₄-O-CO-(C₁-C₆ alkyl); -(CH₂)₀₋₄-O-(R₂₁₅); -(CH₂)₀₋₄-S-(R₂₁₅); -(CH₂)₀₋₄-O-(C₁-C₆ alkyl optionally substituted with 1, 2, 3, or 5 -F); -C₂-C₆ alkenyl optionally substituted with 1 or 2 R₂₀₅ groups; -C₂-C₆ alkynyl optionally substituted with 1 or 2 R₂₀₅ groups; adamantyl, and -(CH₂)₀₋₄-C₃-C₇ cycloalkyl;

each aryl and heteroaryl group included within R_{200} is optionally substituted with 1, 2, or 3 groups that are independently $-R_{205}$, $-R_{210}$ or $-C_1-C_6$ alkyl substituted with 1, 2, or 3 groups that are independently R_{205} or R_{210} ;

each heterocycloalkyl group included within R_{200} is optionally substituted with 1, 2, or 3 groups that are independently R_{210} ;

R_{205} at each occurrence is independently selected from $-C_1-C_6$ alkyl, $-C_2-C_6$ alkenyl, $-C_2-C_6$ alkynyl, $-C_1-C_6$ haloalkoxy, $-(CH_2)_{0-3}(C_3-C_7$ cycloalkyl), $-$ halogen, $-(CH_2)_{0-6}-OH$, $-O$ -phenyl, OH , SH , $-(CH_2)_{0-6}-C\equiv N$, $-(CH_2)_{0-6}-C(=O)NR_{235}R_{240}$, $-CF_3$, $-C_1-C_6$ alkoxy, C_1-C_6 alkoxy carbonyl, and $-NR_{235}R_{240}$;

R_{210} at each occurrence is independently selected from $-C_1-C_6$ alkyl optionally substituted with 1, 2, or 3 R_{205} groups; $-C_2-C_6$ alkenyl optionally substituted with 1, 2, or 3 R_{205} groups; C_1-C_6 alkanoyl; $-SO_2-(C_1-C_6$ alkyl); $-C_2-C_6$ alkynyl optionally substituted with 1, 2, or 3 R_{205} groups; $-$ halogen; $-C_1-C_6$ alkoxy; $-C_1-C_6$ haloalkoxy; $-NR_{220}R_{225}$; $-OH$; $-C\equiv N$; $-C_3-C_7$ cycloalkyl optionally substituted with 1, 2, or 3 R_{205} groups; $-CO-(C_1-C_4$ alkyl); $-SO_2-NR_{235}R_{240}$; $-CO-NR_{235}R_{240}$; $-SO_2-(C_1-C_4$ alkyl); and $=O$;

R_{215} at each occurrence is independently selected from $-C_1-C_6$ alkyl, $-(CH_2)_{0-2}-($ aryl), $-C_2-C_6$ alkenyl, $-C_2-C_6$ alkynyl, $-C_3-C_7$ cycloalkyl, $-(CH_2)_{0-2}-($ heteroaryl), and $-(CH_2)_{0-2}-($ heterocycloalkyl);

wherein the aryl group included within R_{215} is optionally substituted with 1, 2, or 3 groups that are independently $-R_{205}$ or $-R_{210}$; wherein the heterocycloalkyl and heteroaryl groups included

within R₂₁₅ are optionally substituted with 1, 2, or 3 R₂₁₀;

R₂₂₀ at each occurrence is independently H, -C₁-C₆ alkyl, -CHO, hydroxy C₁-C₆ alkyl, C₁-C₆ alkoxy carbonyl, -amino C₁-C₆ alkyl, -SO₂-C₁-C₆ alkyl, C₁-C₆ alkanoyl optionally substituted with up to three halogens, -C(O)NH₂, -C(O)NH(C₁-C₆ alkyl), -C(O)N(C₁-C₆ alkyl)(C₁-C₆ alkyl), -halo C₁-C₆ alkyl, -(CH₂)₀₋₂-(C₃-C₇ cycloalkyl), -(C₁-C₆ alkyl)-O-(C₁-C₃ alkyl), -C₂-C₆ alkenyl, -C₂-C₆ alkynyl, -aryl, -heteroaryl, or -heterocycloalkyl; wherein the aryl, heteroaryl and heterocycloalkyl groups included within R₂₂₀ and R₂₂₅ is optionally substituted with 1, 2, or 3 R₂₇₀ groups,

R₂₇₀ at each occurrence is independently -R₂₀₅, -C₁-C₆ alkyl optionally substituted with 1, 2, or 3 R₂₀₅ groups; -C₂-C₆ alkenyl optionally substituted with 1, 2, or 3 R₂₀₅ groups; -C₂-C₆ alkynyl optionally substituted with 1, 2, or 3 R₂₀₅ groups; -phenyl; -halogen; -C₁-C₆ alkoxy; -C₁-C₆ haloalkoxy; -NR₂₃₅R₂₄₀; -OH; -C≡N; -C₃-C₇ cycloalkyl optionally substituted with 1, 2, or 3 R₂₀₅ groups; -CO-(C₁-C₄ alkyl); -SO₂-NR₂₃₅R₂₄₀; -CO-NR₂₃₅R₂₄₀; -SO₂-(C₁-C₄ alkyl); and =O;

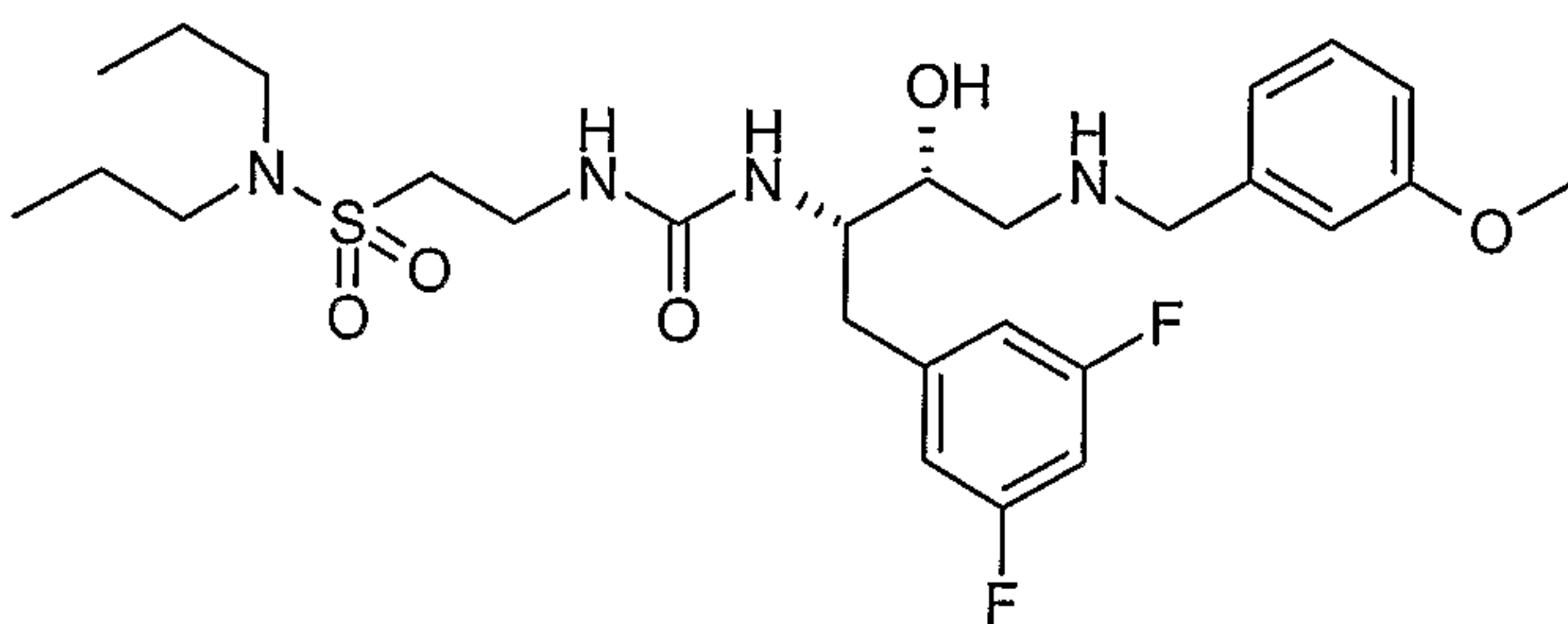
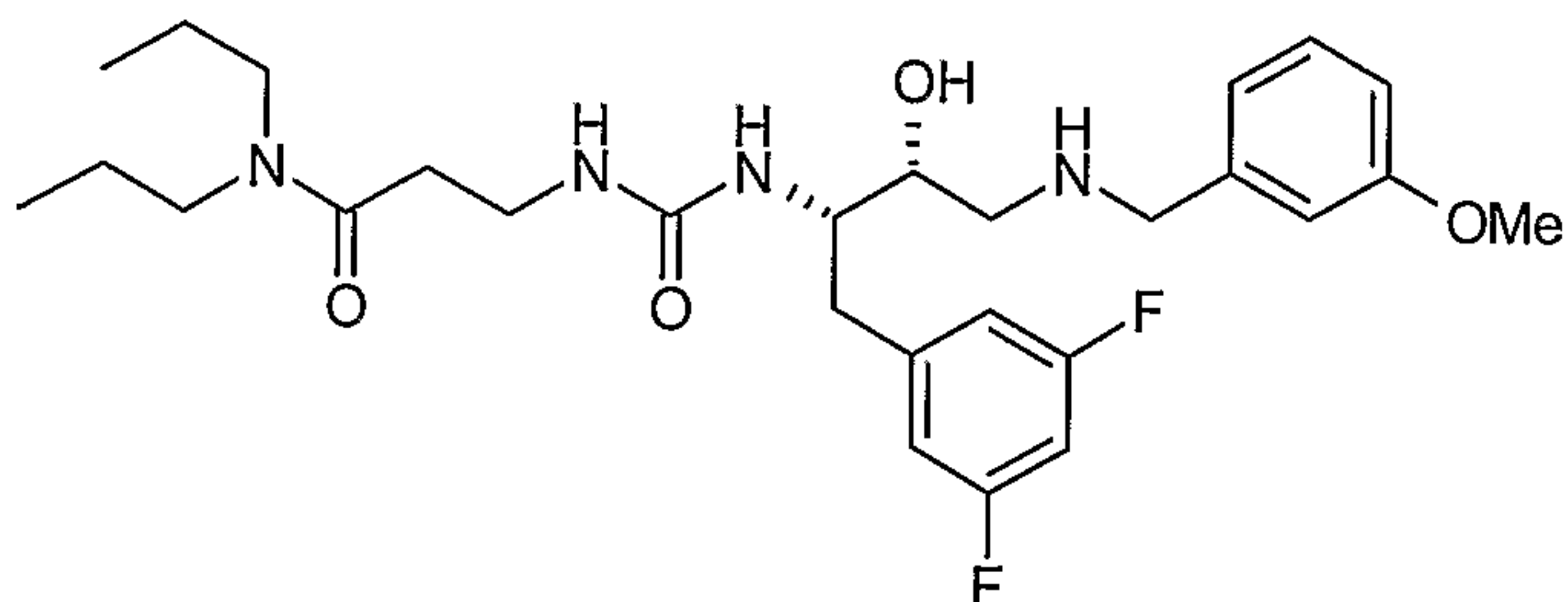
R₂₃₅ and R₂₄₀ at each occurrence are independently -H, -C₁-C₆ alkyl, C₂-C₆ alkanoyl, -SO₂-(C₁-C₆ alkyl), or -phenyl;

R₂₄₅ and R₂₅₀ at each occurrence are independently selected from H, -(CH₂)₀₋₄CO₂C₁-C₄ alkyl, -(CH₂)₀₋₄C(=O)C₁-C₄ alkyl, -C₁-C₄ alkyl, -C₁-C₄ hydroxyalkyl, -C₁-C₄ alkoxy, -C₁-C₄ haloalkoxy, -(CH₂)₀₋₄-C₃-C₇ cycloalkyl, -C₂-C₆ alkenyl, -C₂-

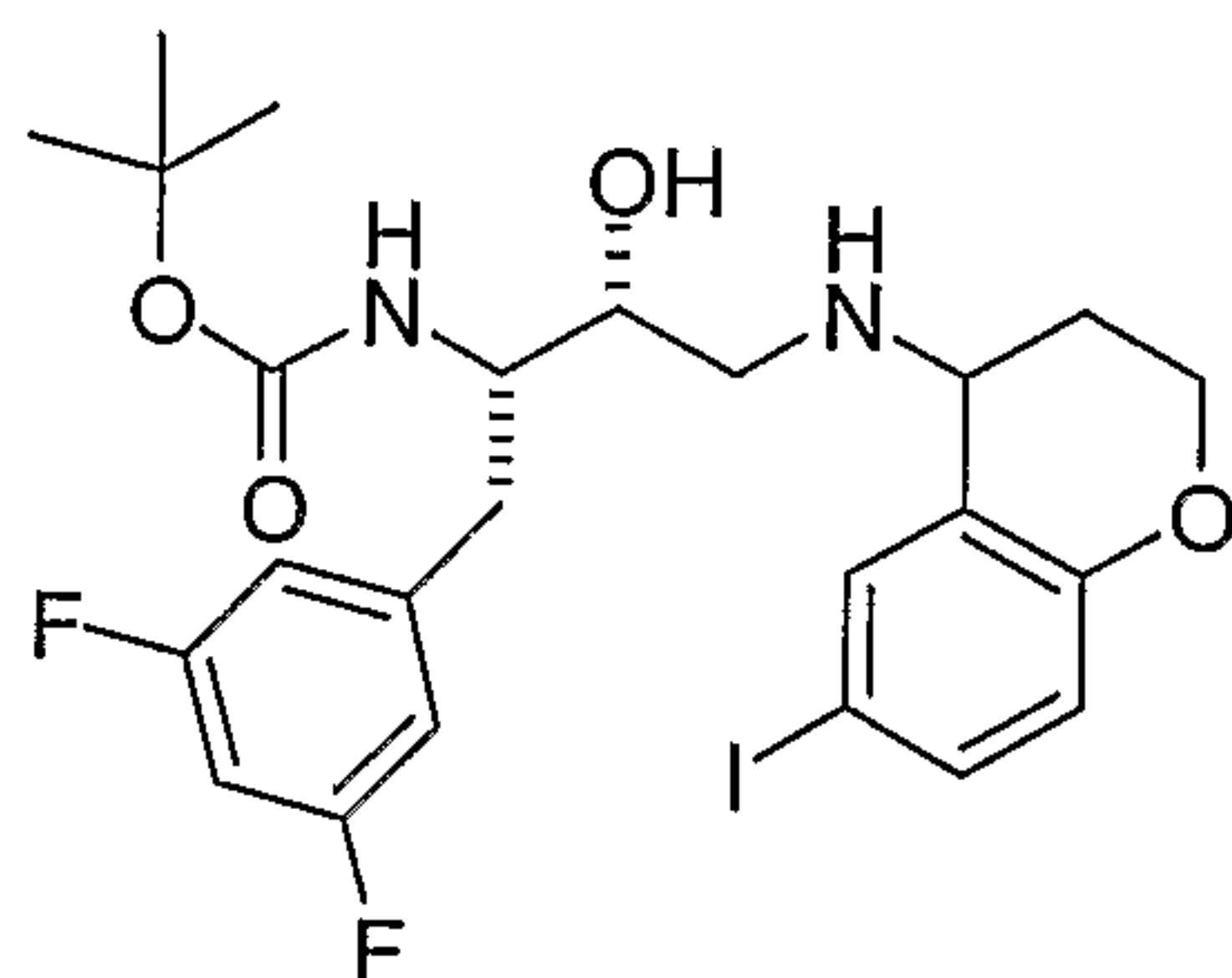
C₆ alkynyl, -(CH₂)₀₋₄ aryl, -(CH₂)₀₋₄ heteroaryl, and
 -(CH₂)₀₋₄ heterocycloalkyl, or

R₂₄₅ and R₂₅₀ are taken together with the carbon to which they
 are attached to form a monocycle or bicycle of 3, 4, 5, 6,
 5 7 or 8 carbon atoms, where 1, 2, or 3 carbon atoms are
 optionally replaced by 1, 2, or 3 groups that are
 independently -O-, -S-, -SO₂-, -C(O)-, -NR₂₂₀-, or
 -NR₂₂₀R₂₂₀- wherein both R₂₂₀ groups are alkyl; and wherein
 the ring is optionally substituted with 1, 2, 3, 4, 5, or
 10 6 groups that are independently C₁-C₄ alkyl, C₁-C₄ alkoxy,
 hydroxyl, NH₂, NH(C₁-C₆ alkyl), N(C₁-C₆ alkyl)(C₁-C₆ alkyl),
 -NH-C(O)C₁-C₅ alkyl, -NH-SO₂-(C₁-C₆ alkyl), or halogen;
 wherein the aryl, heteroaryl or heterocycloalkyl groups
 included within R₂₄₅ and R₂₅₀ are optionally
 15 substituted with 1, 2, or 3 groups that are
 independently halogen, C₁₋₆ alkyl, CN or OH.

21. A compound which has the formula:



or

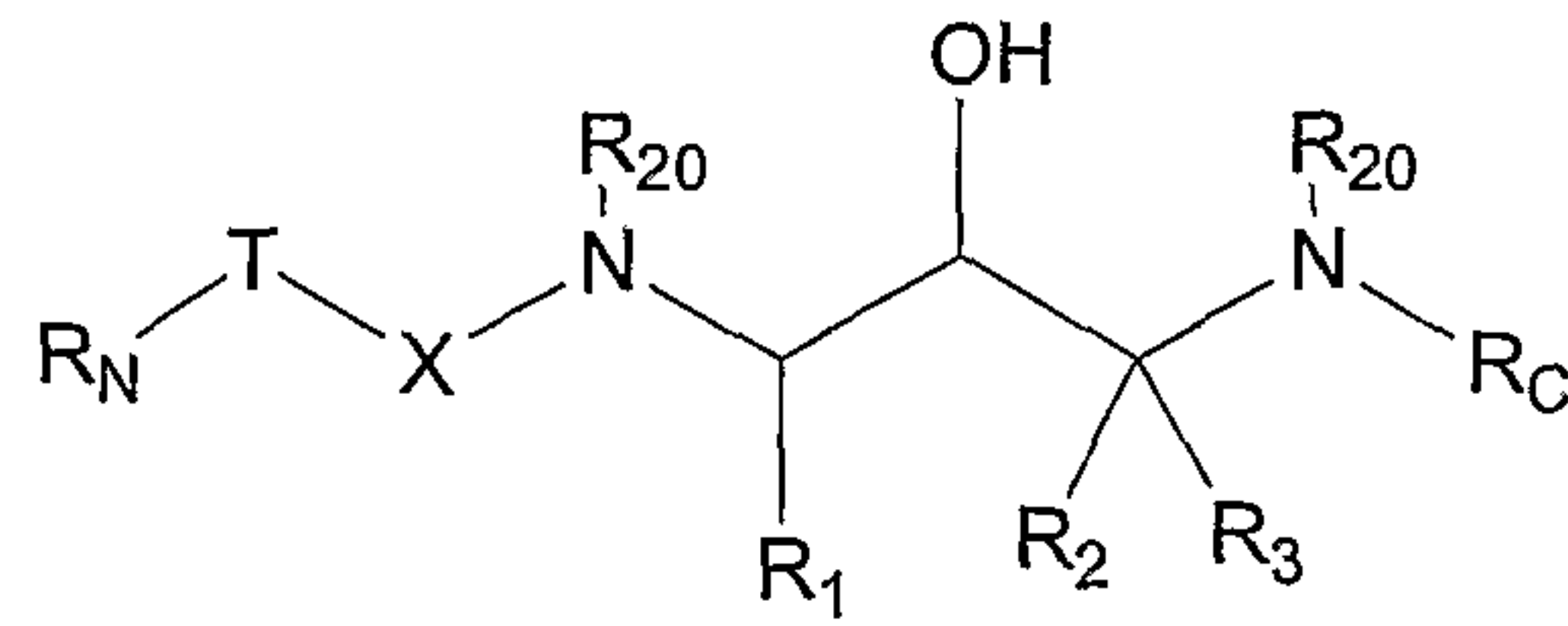


or a pharmaceutically acceptable salt thereof.

22. A method of treating a patient who has, or in preventing a patient from getting, a disease or condition selected from the group consisting of Alzheimer's disease, for helping prevent or delay the onset of Alzheimer's disease, for treating patients with mild cognitive impairment (MCI) and preventing or delaying the onset of Alzheimer's disease in those who would progress from MCI to AD, for treating Down's syndrome, for treating humans who have Hereditary Cerebral Hemorrhage with Amyloidosis of the Dutch-Type, for treating cerebral amyloid angiopathy and preventing its potential consequences, i.e. single and recurrent lobar hemorrhages, for treating other degenerative dementias, including dementias of mixed vascular and degenerative origin, dementia associated with Parkinson's disease, dementia associated with progressive supranuclear palsy, dementia associated with cortical basal degeneration, diffuse Lewy body type of Alzheimer's disease and who is in need of such treatment which comprises administration of a therapeutically effective amount of a compound selected from the group consisting of a substituted aminoalcohol of the formula (I), or a pharmaceutically acceptable salt or ester thereof, wherein X, T, R₂₀, R₁, R₂, R₃, R_N and R_c are as defined in claim 1.

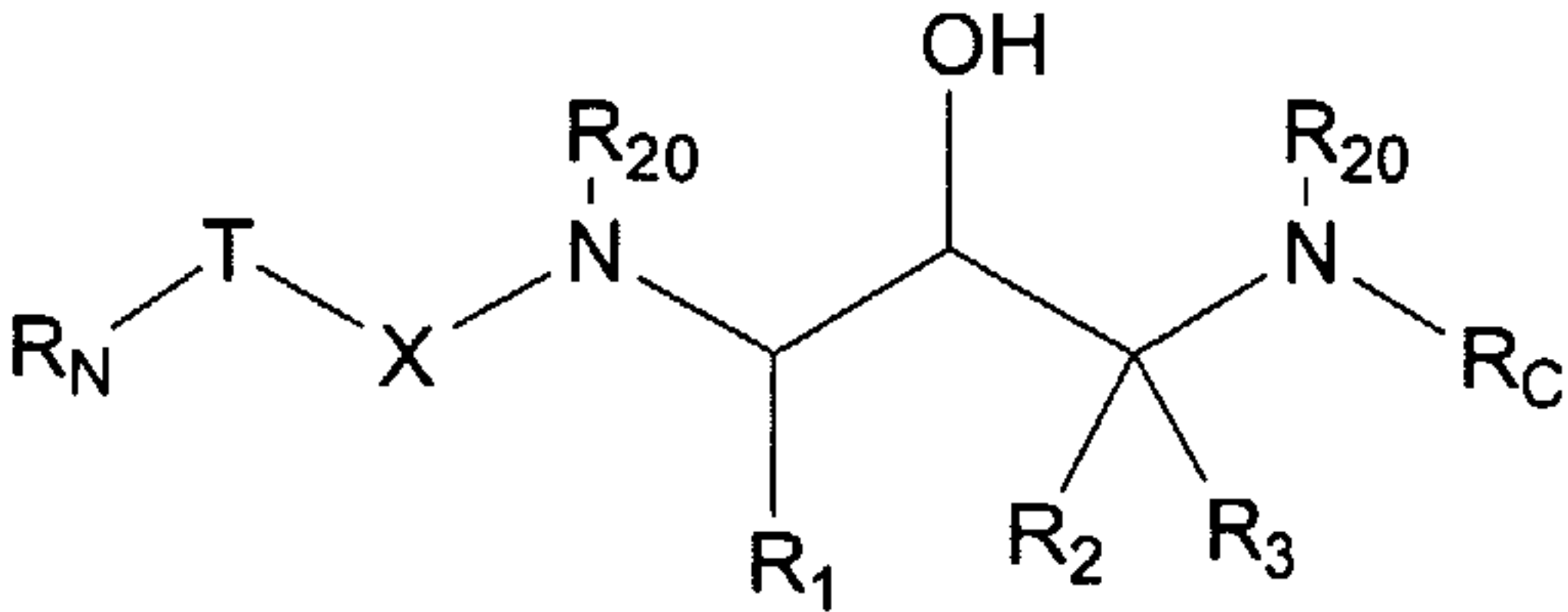
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23. A method for making a compound of formula I



or a pharmaceutically acceptable salt or ester thereof,
wherein X, T, R₂₀, R₁, R₂, R₃, R_N and R_C are as defined in claim
1.

5



(I)