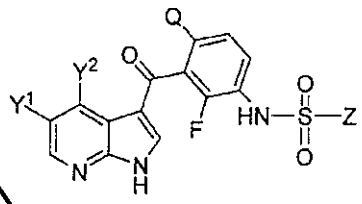
WHAT IS CLAIMED IS:

1. A compound of formula I:



I

or pharmaceutically acceptable salts, hydrates, solvates, tautomers and isomers, thereof;

wherein:

Y^1 is selected from the group consisting of CN, halogen, -OH, optionally substituted C_{1-6} alkyl, optionally substituted C_{1-6} alkoxy, optionally substituted C_{3-6}cycloalkyl, optionally substituted C_{1-6}haloalkyl, optionally substituted C_{1-6}haloalkoxy, optionally substituted aryl and optionally substituted heteroaryl; optionally wherein the two adjacent substituents on the aryl or heteroaryl ring together with the atoms to which they are attached form an optionally substituted 5- or 6-membered ring having from 0 to 3 additional heteroatoms selected from N, O or S;

Y^2 is H, halogen, CN, C_{1-6}alkyl, C_{1-6}alkoxy, C_{1-6}haloalkyl, C_{1-6}haloalkoxy, aryl, arylalkyl, heteroaryl, heteroarylalkyl, C_{3-8}cycloalkyl-C_{0-4}alkyl or $(R^2)(R^3)N$-, wherein R^2 and R^3 are each independently selected from the group consisting of H, C_{1-6}alkyl, C_{1-6}alkoxy, aryl, arylalkyl, heteroaryl, heteroarylalkyl, C_{3-8}cycloalkyl-C_{0-4}alkyl, heterocycloalkyl and heterocycloalkyl-C_{1-4}alkyl; or R^2 and R^3 taken together with the nitrogen atom to which they are attached form a three to eight-membered ring having from 0-2 additional heteroatoms as ring members selected from N, O or S; wherein Y^2 is optionally substituted with from one to three groups independently selected from R^e;

Q is selected from H, F, Cl or CH_3;

Z is $-N(R^4)(R^5)$ or $-C(R^6)(R^7)(R^8)$, wherein

R^4 and R^5 are each independently selected from the group consisting of H, optionally substituted C_{1-6}alkyl, optionally substituted C_{3-8}cycloalkyl, optionally substituted C_{3-8}cycloalkylalkyl, optionally substituted heterocycloalkyl, optionally substituted heterocycloalkylalkyl, optionally substituted aryl, optionally substituted arylalkyl, optionally substituted heteroaryl and optionally substituted heteroarylalkyl; or

R^4 and R^5 taken together with the nitrogen atom to which they are attached form a four to eight-membered ring having from 0-2 additional heteroatoms as ring members selected from N, O or S, wherein the four to eight-membered ring is optionally substituted;

R^6, R^7 and R^8 are each independently H, optionally substituted C_{1-6}alkyl, optionally substituted, C_{1-6}haloalkyl, optionally substituted C_{1-6}haloalkoxy, optionally substituted C_{3-8}cycloalkyl, optionally substituted C_{3-8}cycloalkylalkyl, optionally substituted aryl, optionally substituted arylalkyl, optionally substituted heterocycloalkyl, optionally substituted heterocycloalkylalkyl, optionally substituted heteroaryl, optionally substituted heteroarylalkyl or $-X^2R^9$, wherein X^2 is $-NR^{10}$, O or S; R^{10} is H, C_{1-6}alkyl or aryl; and R^9 is H, C_{1-6}alkyl, C_{1-6}haloalkyl, C_{1-6}haloalkoxy, C_{3-8}cycloalkyl, C_{3-8}cycloalkylalkyl, aryl, arylalkyl, heteroaryl or heteroarylalkyl, wherein R^9 is optionally substituted with from 1 to 3 R^e substituents; or any two of the R^6, R^7 and R^8 groups taken together with the carbon atom to which they are attached form a 3 to 8-membered optionally substituted non-aromatic ring having from 0 to 2 heteroatoms selected from N, O or S; provided at each occurrence, at least two of the R^6, R^7 and R^8 groups are not simultaneously hydrogen; and

with the proviso when (i) Y^1 is halogen, $-CH_3$, -CN, -OMe or 2-methoxypyrimidin-5-yl, Z is other than dimethylamino, diethylamino, 1-pyrrolidine, 1-piperidinyl, 4-morpholinyl, isopropyl, $-CH(CH_3)(CH_2CH_3)$, $-CH(CH_3)(CH_2CH_2CH_3)$, cyclobutyl, cyclopentyl or cyclohexyl; and (ii) when Y^1 is 1-methyl-4-pyrazolyl, 3-methylsulfonylphenyl or 3-methylsulfonylaminophenyl, Z is other than cyclopropyl, cyclobutyl, cyclopentyl or cyclohexyl.

2. The compound of claim 1, wherein

Y^1 is CN, halogen, -OH, C_{1-6} alkyl, C_{1-6} alkoxy, optionally substituted C_{3-6}cycloalkyl, C_{1-6}haloalkyl, C_{1-6}haloalkoxy, aryl and heteroaryl, wherein the aliphatic or aromatic portion of Y^1 is each independently optionally substituted with from 1-5 R^1 substituents; each R^1 is independently selected from C_{1-6} alkyl, C_{1-6} alkoxy, C_{1-6}haloalkyl, C_{1-6}haloalkoxy, C_{3-8}cycloalkyl, C_{3-8}cycloalkyl-C_{1-4}-alkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl, heterocycloalkyl, heterocycloalkyl-C_{1-4}alkyl or $-R^a$, wherein R^a is selected from halogen, $-CH=CH_2$, -CN, -OH, $-NH_2$, $-NO_2$, -C(O)OH, -C(S)OH, $-C(O)NH_2$, $-C(S)NH_2$, $-S(O)_2NH_2$, $-NHC(O)NH_2$, $-NHC(S)NH_2$, $-NHS(O)_2NH_2$, $-C(NH)NH_2$, $-OR^b$, $-SR^b$, $-OC(O)R^b$, $-OC(S)R^b$, $-C(O)R^b$, $-C(S)R^b$, $-C(O)OR^b$, $-C(S)OR^b$, $-S(O)R^b$, $-S(O)_2R^b$, $-C(O)NHR^b$, $-C(S)NHR^b$, $-C(O)NR^bR^b$, $-C(S)NR^bR^b$, $-S(O)_2NHR^b$, $-S(O)_2NR^bR^b$, $-C(NH)NHR^b$, $-C(NH)NR^bR^b$, $-NHC(O)R^b$, $-NHC(S)R^b$, $-NR^bC(O)R^b$, $-NR^bC(S)R^b$, $-NHS(O)_2R^b$, $-NR^bS(O)_2R^b$, $-NHC(O)NHR^b$, $-NHC(S)NHR^b$, $-NR^bC(O)NH_2$, $-NR^bC(S)NH_2$, $-NR^bC(O)NHR^b$, $-NR^bC(S)NHR^b$, $-NHC(O)NR^bR^b$, $-NHC(S)NR^bR^b$, $-NR^bC(O)NR^bR^b$, $-NR^bC(S)NR^bR^b$, $-NHS(O)_2NHR^b$, $-NR^bS(O)_2NH_2$, $-NR^bS(O)_2NHR^b$, $-NHS(O)_2NR^bR^b$, $-NR^bS(O)_2NR^bR^b$, $-NHR^b$ or $-NR^bR^b$, wherein each R^b is independently selected from the group consisting of C_{1-6}alkyl, halogen, -CN, C_{1-6}alkoxy, C_{3-8}cycloalkyl, C_{3-8}cycloalkyl-C_{1-4}-alkyl, -OH, C_{1-6}haloalkyl, C_{1-6}haloalkoxy, aryl, aryl-C_{1-4}alkyl, heteroaryl and heteroarylalkyl; or two R^b substituents when attached to the same nitrogen atom taken together with the nitrogen atom form a three to eight-membered ring having from 0-2 additional heteroatoms as ring members selected from N, O or S; wherein the aliphatic or aromatic portion of R^1 is further optionally substituted with from 1-3 groups selected from C_{1-6} alkyl, C_{1-6} alkoxy, C_{1-6}haloalkyl, C_{1-6}haloalkoxy, aryl, arylalkyl, heteroaryl, heteroarylalkyl, heterocycloalkyl, heterocycloalkyl-C_{1-4}alkyl or $-R^e$, wherein each R^e is independently selected from halogen, $-CH=CH_2$, -CN, -OH, $-NH_2$, $-NO_2$, -C(O)OH, -C(S)OH, $-C(O)NH_2$, $-C(S)NH_2$, $-S(O)_2NH_2$, $-NHC(O)NH_2$, $-NHC(S)NH_2$, $-NHS(O)_2NH_2$, $-C(NH)NH_2$, $-OR^d$, $-SR^d$, $-OC(O)R^d$, $-OC(S)R^d$, $-C(O)R^d$, $-C(S)R^d$, $-C(O)OR^d$, $-C(S)OR^d$, $-S(O)R^d$, $-S(O)_2R^d$, $-C(O)NHR^d$, $-C(S)NHR^d$, $-C(O)NR^dR^d$, $-C(S)NR^dR^d$, $-S(O)_2NHR^d$, $-S(O)_2NR^dR^d$, $-C(NH)NHR^d$, $-C(NH)NR^dR^d$, $-NHC(O)R^d$, $-NHC(S)R^d$, $-NR^dC(O)R^d$, $-NR^dC(S)R^d$, $-NHS(O)_2R^d$, $-NR^dS(O)_2R^d$, $-NHC(O)NHR^d$, $-NHC(S)NHR^d$, $-NR^dC(O)NH_2$, $-NR^dC(S)NH_2$, $-NR^dC(O)NHR^d$, $-NR^dC(S)NHR^d$, $-NHC(O)NR^dR^d$, $-NHC(S)NR^dR^d$, $-NR^dC(O)NR^dR^d$, $-NR^dC(S)NR^dR^d$, $-NHS(O)_2NHR^d$, $-NR^dS(O)_2NH_2$, $-NR^dS(O)_2NHR^d$, $-NHS(O)_2NR^dR^d$, $-NR^dS(O)_2NR^dR^d$, $-NHR^d$, R^f or $-NR^dR^d$, wherein each R^d is independently selected from C_{1-6}alkyl, arylalkyl, aryl, heteroaryl, heteroarylalkyl, cycloalkyl, cycloalkylalkyl, heterocycloalkyl or heterocycloalkylalkyl; and wherein the aromatic portion of R^1 is optionally substituted with from 1-3 substituents independently selected from R^e, wherein R^e is selected from the group consisting of halogen, -CN, $-CH=CH_2$, -OH, $-NH_2$, $-NO_2$, -C(O)OH, -C(S)OH, $-C(O)NH_2$, $-C(S)NH_2$, $-S(O)_2NH_2$, $-NHC(O)NH_2$, $-NHC(S)NH_2$, $-NHS(O)_2NH_2$, $-C(NH)NH_2$, $-OR^f$, $-SR^f$, $-OC(O)R^f$, $-OC(S)R^f$, $-C(O)R^f$, $-C(S)R^f$, $-C(O)OR^f$, $-C(S)OR^f$, $-S(O)R^f$, $-S(O)_2R^f$, $-C(O)NHR^f$, $-C(S)NHR^f$, $-C(O)NR^fR^f$, $-C(S)NR^fR^f$, $-S(O)_2NHR^f$, $-S(O)_2NR^fR^f$, $-C(NH)NHR^f$,

$-C(NH)NR^fR^f$, $-NHC(O)R^f$, $-NHC(S)R^f$, $-NR^fC(O)R^f$, $-NR^fC(S)R^f$, $-NHS(O)_2R^f$, $-NR^fS(O)_2R^f$, $-NHC(O)NHR^f$, $-NHC(S)NHR^f$, $-NR^fC(O)NH_2$, $-NR^fC(S)NH_2$, $-NR^fC(O)NHR^f$, $-NR^fC(S)NHR^f$, $-NHC(O)NR^fR^f$, $-NHC(S)NR^fR^f$, $-NR^fC(O)NR^fR^f$, $-NR^fC(S)NR^fR^f$, $-NHS(O)_2NHR^f$, $-NR^fS(O)_2NH_2$, $-NR^fS(O)_2NHR^f$, $-NHS(O)_2NR^fR^f$, $-NR^fS(O)_2NR^fR^f$, $-NHR^f$, $-NR^fR^f$ and R^f, wherein R^f is C_{1-6}alkyl or aryl; or two adjacent R^1 groups on the aryl or heteroaryl ring together with the atoms to which they are attached form a 5- or 6-membered ring having from 0 to 2 additional heteroatoms selected from N, O or S, optionally substituted with from 1 to 3 R^d substituents;

R^4 and R^5 are each independently selected from the group consisting of H, C_{1-6}alkyl, C_{3-8}cycloalkyl, C_{3-8}cycloalkylalkyl, heterocycloalkyl, heterocycloalkylalkyl, aryl, arylalkyl, heteroaryl and heteroarylalkyl, wherein R^4 or R^5 is optionally substituted with from 1 to 3 members independently selected from C_{1-6}alkoxy, C_{1-6}haloalkyl, C_{1-6}haloalkoxy, C_{1-6}alkyl, C_{3-8}cycloalkyl, C_{3-8}cycloalkylalkyl, heterocycloalkyl, heterocycloalkylalkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl or R^e; or R^4 and R^5 taken together with the nitrogen atom to which they are attached form a four to eight membered ring having from 0-2 additional heteroatoms as ring members selected from N, O or S, wherein said four to eight membered ring is optionally substituted with from one to three groups independently selected from C_{1-6}haloalkyl, C_{1-6}haloalkoxy, C_{1-6}alkyl, C_{3-8}cycloalkyl, C_{3-8}cycloalkylalkyl, aryl, arylalkyl or R^e; and

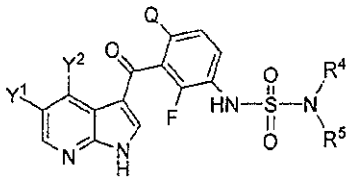
R^6, R^7 and R^8 are each independently H, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-6} haloalkoxy, C_{3-8} cycloalkyl, C_{3-8} cycloalkylalkyl, aryl, arylalkyl, heterocycloalkyl. heterocycloalkylalkyl, heteroaryl, heteroarylalkyl or $-X^2R^9$; wherein the aliphatic or aromatic portion of R^6, R^7 and R^8 are each optionally substituted with from 1 to 3 members independently selected from the group consisting of C_{3-8} cycloalkyl, C_{3-8} cycloalkylalkyl, aryl, arylalkyl, heterocycloalkyl, heterocycloalkylalkyl, heteroaryl, heteroarylalkyl and R^e; or any two of the R^6, R^7 and R^8 groups taken together with the carbon atom to which they are attached form a 3 to 8-membered carbocyclic ring or a 4 to 8-membered heterocyclic ring having from 1 to 2 heteroatoms as ring members selected from N, O or S, wherein the 3 to 8-membered carbocyclic ring or the 4 to 8-membered heterocyclic ring is optionally substituted with from one to three groups independently selected from C_{1-6}haloalkyl, C_{1-6}haloalkoxy, C_{1-6}alkyl optionally substituted with R^e, C_{3-8}cycloalkyl, C_{3-8}cycloalkylalkyl, aryl, arylalkyl, heteroaryl or heteroarylalkyl or R^e.

3. The compound of claim 2, wherein Y^1 is aryl or heteroaryl groups, wherein the heteroaryl group has from 1 to 4 heteroatoms as ring members selected from N, O or S; and wherein the aryl or heteroaryl groups are optionally substituted with from 1 to 3 R^1 substituents.

4. The compound of claim 1, wherein Y^1 is CN, halogen, -OH, C_{1-6} alkyl, C_{1-6} alkoxy, C_{1-6}haloalkyl or C_{1-6}haloalkoxy.

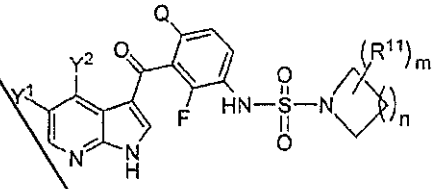
5. The compound of claim 1, having formula (Ia):

039363-7211



Ia.

6. The compound of claim **1**, having formula (Ib):



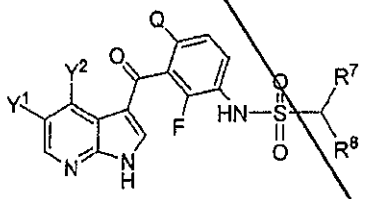
Ib

wherein R^{11} is C_{1-6}alkyl, C_{1-6}alkoxy, C_{1-6}haloalkyl, C_{1-6}haloalkoxy, C_{3-8}cycloalkyl, C_{3-8}cycloalkylalkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl, heterocycloalkyl, heterocycloalkylalkyl or R^e;

the subscript m is an integer from 0 to 3; and

the subscript n is an integer from 1 to 5.

7. The compound of claim **1**, having formula (Ic):



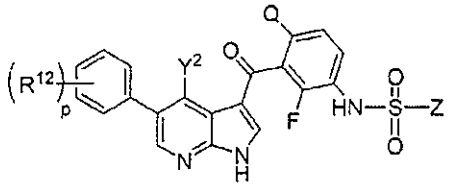
Ic

wherein R^7 and R^8 are each independently C_{1-6}alkyl, C_{1-6}haloalkyl, C_{1-6}haloalkoxy, C_{3-8}cycloalkyl, C_{3-8}cycloalkylalkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl or $-X^2R^9$, wherein the aliphatic or aromatic portion of R^7 and R^8 are each optionally substituted with from 1 to 3 members independently selected from the group consisting of C_{3-8}cycloalkyl, C_{3-8}cycloalkylalkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl and R^e, provided at each occurrence, at least two of the R^6, R^7 and R^8 groups are not simultaneously hydrogen; and wherein X^2 is $-NR^{10}$, O or S; R^{10} is H, C_{1-6}alkyl or aryl; and R^9 is H, C_{1-6}alkyl, C_{1-6}haloalkyl, C_{1-6}haloalkoxy, C_{3-8}cycloalkyl, C_{3-8}cycloalkylalkyl, aryl, arylalkyl, heteroaryl or heteroarylalkyl, wherein R^9 is optionally substituted with from 1 to 3 R^e substituents; or

R^7 and R^8 groups taken together with the carbon atom to which they are attached form a 3 to 8-membered carbocyclic ring or a 4 to 8-membered heterocyclic ring having from 1 to 2 heteroatoms as ring members selected from N, O or S, wherein the 3 to 8-membered carbocyclic ring or the 4 to 8-

membered heterocyclic ring is optionally substituted with from one to three groups independently selected from C_{1-6}haloalkyl, C_{1-6}haloalkoxy, C_{1-6}alkyl, C_{3-8}cycloalkyl, C_{3-8}cycloalkylalkyl, aryl, arylalkyl, heteroaryl or heteroarylalkyl or R^e.

8. The compound of claim 1, having formula (Id):



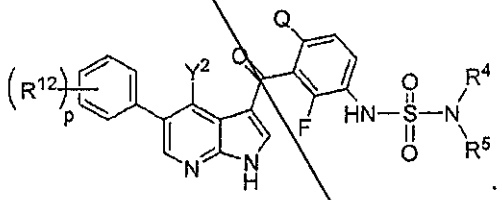
Id

wherein:

R^{12} is H or R^1; or two adjacent R^{12} together with the atoms to which they are attached form a 5 to 6-membered ring having 0-2 heteroatoms as ring members selected from O, N or S; and

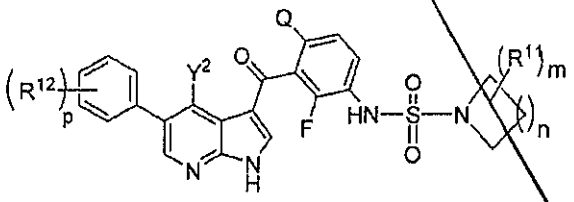
the subscript p is an integer of 1 to 5.

9. The compound of claim 8, having formula (Id-1):



. Id-1

10. The compound of claim 8, having formula (Id-2):



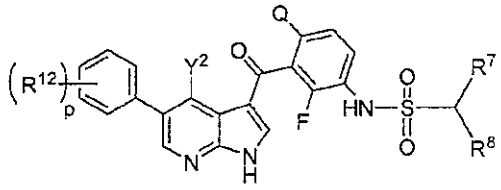
Id-2

wherein R^{11} is C_{1-6}alkyl, C_{3-8}cycloalkyl, C_{3-8}cycloalkylalkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl, heterocycloalkyl, heterocycloalkylalkyl or R^c;

the subscript m is an integer from 0 to 3; and

the subscript n is an integer from 1 to 5.

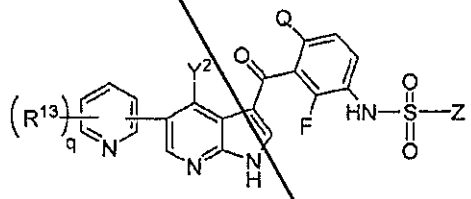
11. The compound of claim 8, having formula (Id-3):



Id-3

wherein R^7 and R^8 are each independently C_{1-6}alkyl, C_{1-6}haloalkyl, C_{1-6}haloalkoxy, C_{3-8}cycloalkyl, C_{3-8}cycloalkylalkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl or $-X^2R^9$, wherein the aliphatic or aromatic portion of R^7 and R^8 are each optionally substituted with from 1 to 3 members independently selected from the group consisting of C_{3-8}cycloalkyl, C_{3-8}cycloalkylalkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl and R^e, provided at each occurrence, at least two of the R^6, R^7 and R^8 groups are not simultaneously hydrogen; and wherein X^2 is $-NR^{10}$, O or S; R^{10} is H, C_{1-6}alkyl or aryl; and R^9 is H, C_{1-6}alkyl, C_{1-6}haloalkyl, C_{1-6}haloalkoxy, C_{3-8}cycloalkyl, C_{3-8}cycloalkylalkyl, aryl, arylalkyl, heteroaryl or heteroarylalkyl, wherein R^9 is optionally substituted with from 1 to 3 R^e substituents.

12. The compound of claim **1**, having formula (Ie):



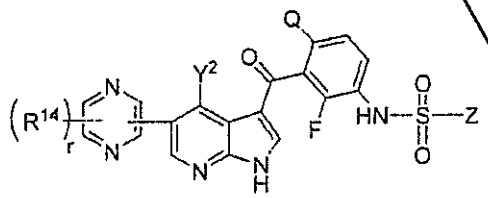
Ie

wherein

R^{13} is H or R^1; or two adjacent R^{13} together with the atoms to which they are attached form a 5 to 6-membered ring having 0-2 heteroatoms as ring members selected from O, N or S; and

the subscript q is an integer of 1 to 4.

13. The compound of claim **1**, having formula (If):



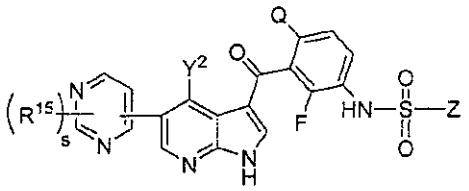
If

wherein

R^{14} is H or R^1; or two adjacent R^{14} together with the atoms to which they are attached form a 5 to 6-membered ring having 0-2 heteroatoms as ring members selected from O, N or S; and

the subscript r is an integer of 1 to 3.

14. The compound of claim **1**, having formula (Ig):



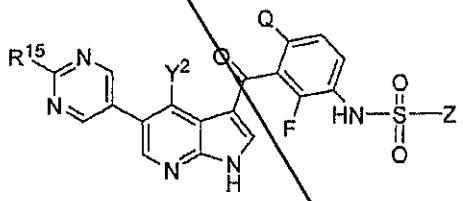
Ig

wherein

R^{15} is H or R^1; or two adjacent R^{15} together with the atoms to which they are attached form a 5 to 6-membered ring having 0-2 heteroatoms as ring members selected from O, N or S; and

the subscript s is an integer of 1 to 3.

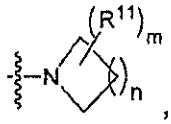
15. The compound of claim **14**, having formula (Ig-1):



Ig-1

16. The compound of claim **14** or **15**, wherein Z is $-N(R^4)(R^5)$.

17. The compound of claim **14** or **15**, wherein Z is:



wherein R^{11} is C_{1-6}alkyl, C_{3-3}cycloalkyl, C_{3-8}cycloalkylalkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl or R^e;

the subscript m is an integer from 0 to 3;

the subscript n is an integer from 1 to 5; and the wavy line indicates the point of attachment to the SO_2 group of formulas Ig or Ig-1.

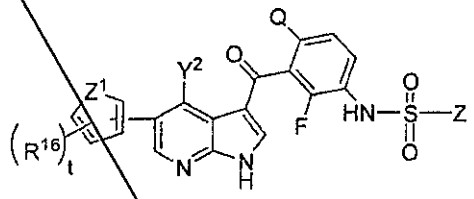
18. The compound of claim **14** or **15**, wherein:

Z is $-CH(R^7)(R^8)$; and

R^7 and R^8 are each independently C_{1-6}alkyl, C_{1-6}haloalkyl, C_{1-6}haloalkoxy, C_{3-8}cycloalkyl, C_{3-8}cycloalkylalkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl or $-X^2R^9$, wherein the aliphatic

or aromatic portion of R^7 and R^8 are each optionally substituted with from 1 to 3 members independently selected from the group consisting of C_{3-8}cycloalkyl, C_{3-8}cycloalkylalkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl and R^e, provided at each occurrence, at least two of the R^6, R^7 and R^8 groups are not simultaneously hydrogen; and wherein X^2 is $-NR^{10}$, O or S; R^{10} is H, C_{1-6}alkyl or aryl; and R^9 is H, C_{1-6}alkyl, C_{1-6}haloalkyl, C_{1-6}haloalkoxy, C_{3-8}cycloalkyl, C_{3-8}cycloalkylalkyl, aryl, arylalkyl, heteroaryl or heteroarylalkyl, wherein R^9 is optionally substituted with from 1 to 3 R^e substituents.

19. The compound of claim 1, having formula (Ih):



Ih

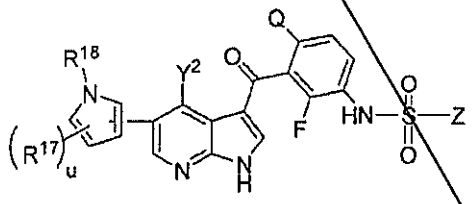
wherein

Z^1 is O or S;

R^{16} is H or R^1; or two adjacent R^{16} together with the atoms to which they are attached form a 5 to 6-membered ring having 0-2 heteroatoms as ring members selected from O, N or S; and

the subscript t is an integer of 1 to 3.

20. The compound of claim 1, having formula (Ii):



Ii

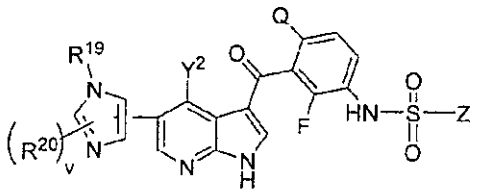
wherein

R^{17} is H or R^1; or two adjacent R^{17} together with the atoms to which they are attached form a 5 to 6-membered ring having 0-2 heteroatoms as ring members selected from O, N or S; or R^{17} and R^{18} taken together with the atoms to which they are attached form a 5 to 6-membered ring having 0-2 heteroatoms as ring members selected from O, N or S;

R^{18} is H, C_{1-6}alkyl, C_{1-6}haloalkyl, C_{3-6}cycloalkyl or C_{3-6}cycloalkyl; and

the subscript u is an integer of 1 to 3.

21. The compound of claim 1, having formula (Ij):



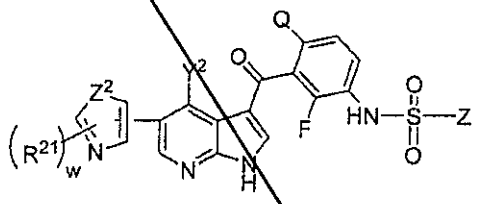
Ij

R^{20} is H or R^1; or two adjacent R^{20} together with the atoms to which they are attached form a 5 to 6-membered ring having 0-2 heteroatoms as ring members selected from O, N or S; or R^{20} and R^{19} taken together with the atoms to which they are attached form a 5 to 6-membered ring having 0-2 heteroatoms as ring members selected from O, N or S;

R^{19} is H, C_{1-6}alkyl, C_{1-6}haloalkyl, C_{3-6}cycloalkyl or C_{3-6}cycloalkyl; and

the subscript v is an integer of 1 or 2.

22. The compound of claim **1**, having formula (Ik):



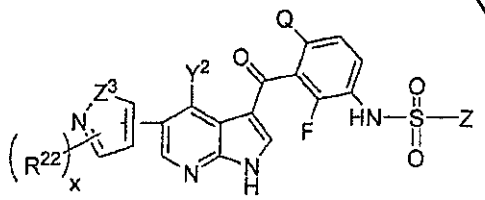
Ik

R^{21} is H or R^1; or two adjacent R^{21} together with the atoms to which they are attached form a 5 to 6-membered ring having 0-2 heteroatoms as ring members selected from O, N or S;

Z^2 is O or S; and

the subscript w is an integer of 1 or 2.

23. The compound of claim **1**, having formula (Il):



Il

R^{22} is H or R^1; or two adjacent R^{22} together with the atoms to which they are attached form a 5 to 6-membered ring having 0-2 heteroatoms as ring members selected from O, N or S;

Z^3 is O, S or--N(R^{30}), wherein R^{30} is H, C_{1-6}alkyl, C_{1-6}haloalkyl, C_{3-6}cycloalkyl or C_{3-6}cycloalkyl; and

the subscript x is an integer of 1 or 2.

24. The compound of any of claims 1-7, wherein Y^1 is selected from the group consisting of phenyl and naphthyl, each of which is independently optionally substituted with from 1-3 R^1 groups, wherein the aromatic portion of R^1 is optionally substituted with from 1-3 substituents independently selected from R^e; or two adjacent R^1 groups on the phenyl or naphthyl ring together with the atoms to which they are attached form a 5- or 6-membered ring having from 0 to 2 additional heteroatoms selected from N, O or S, optionally substituted with from 1 to 3 R^d substituents.

25. The compound of any of claims 1-7, wherein Y^1 is 5 or 6-membered heteroaryl, each of which is optionally independently substituted with from 1-3 R^1 groups, wherein the aromatic portion of R^1 is optionally substituted with from 1-3 substituents independently selected from R^e; or two adjacent R^1 groups on the phenyl or naphthyl ring together with the atoms to which they are attached form a 5- or 6-membered ring having from 0 to 2 additional heteroatoms selected from N, O or S, optionally substituted with from 1 to 3 R^d substituents.

26. The compound of claim 24 or 25, wherein each R^1 is independently selected from halogen, -CN, -OH, $-CF_3$, CF_3O-, C_{1-6}alkyl, C_{1-6}alkoxy, C_{3-6}cycloalkoxy, $-NO_2$, benzyl, phenyl, cyclopropyl, cyclopropylmethyl, 1-cycanocyclopropyl, 1-carboxycyclopropyl, 1-carbamoylcyclopropyl, 1-methoxycarbonylcyclopropyl, 1-cyanoisopropyl, 1-hydroxycyclopropyl, 1-hydoxyisopropyl, cyclobutoxy, cyclopentoxy, cycloheyloxy, C_{1-6}alkyl-1,2,4-oxadiazol-3-yl, 5-C_{1-6}alkyl-1,3,4-oxadiazol-2yl, 5-di(C_{1-6}alkyl)amino-1,3,4-oxadiazol-2yl, 5-C_{1-6}alkylamino-1,3,4-thiadiazol-2-yl, cyclobutyl, cyclobutylmethyl, cyclopentyl, cyclopentylmethyl, cyclohexyl, cyclohexymethyl, $-OC(O)R^b$, $-C(O)R^b$, $-C(O)OR^b$, $-NHC(O)R^b$, $-C(O)NHR^b$, $-NHR^b$ or $-NR^bR^b$.

27. The compound of claim 26, wherein R^1 is F, Cl, Br, I, -CN, -OH, $-CF_3$, NH_2, CF_3O-, CH_3-, CH_3O, C_2H_5O-, $-NO_2$, cyclopropyl, cyclopropylmethyl, cyclopropylamino, cyclopropylmethylamino, 1-cyanocyclopropyl, 1-carboxycyclopropyl, 1-carbamoylcyclopropyl, 1-methoxycarbonylcyclopropyl, 1-cyanoisopropyl, 1-hydroxycyclopropyl, 1-hydoxyisopropyl, cyclobutoxy, cyclopentoxy, cycloheyloxy, 4-morpholino, 4-hydroxypiperidinyl,1- piperidinyl, piperazinyl, 4-methylpiperazinyl, 4-t-butoxycarbonylpiperazinyl, azetidinyl, pyrrolidinyl, cyclopropylcarbamoyl, 5-methyl-1,2,4-oxadiazol-3-yl, 5-methyl-1,3,4-oxadiazol-2yl, 5-dimethylamino-1,3,4-oxadiazol-2yl, 5-methylamino-1,3,4-thiadiazol-2-yl, methylamino, dimethylamino, methylthio, acetoxy, acetyl, methoxycarbonyl, acetamido, methylcarbamoyl, isopropyl, 1-pyrrolidinyl, 1-cyclopropylethyl, 2-cyclopropylethyl, 1-cyclopropylethylamino, 2-cyclopropylethylamino or 1-hydroxy-1-methylethyl.

28. The compound of any of claims 1, and 3-7, wherein Y^1 is CN, halogen, -OH, CH_3, CH_3O-, CF_3, CF_3O, cyclopropyl or cyclopropylmethyl.

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29. The compound of any of claims 1-7, wherein (i) Y^1 is selected from the group consisting of 5-pyrimidinyl, 2-pyrimidinyl, 4-pyrimidinyl, 2-methoxy-5-pyrimidinyl, 2-methoxy-3-pyrimidinyl, 2-methoxy-4-pyrimidinyl, 4-methoxy-2-pyrimidinyl, 4-methoxy-4-pyrimidinyl, 4-methoxy-5-pyrimidinyl, 5-methoxy-2-pyrimidinyl, 5-methoxy-4-pyrimidinyl, 2-cyclopropyl-5-pyrimidinyl, 2-cyclopropyl-3-pyrimidinyl, 2-cyclopropyl-4-pyrimidinyl, 4-cyclopropyl-2-pyrimidinyl, 4-cyclopropyl-4-pyrimidinyl, 4-cyclopropyl-5-pyrimidinyl, 5-cyclopropyl-2-pyrimidinyl, 5-cyclopropyl-4-pyrimidinyl, 2-cyclopropylmethyl-5-pyrimidinyl, 2-cyclopropylmethyl-3-pyrimidinyl, 2-cyclopropylmethyl-4-pyrimidinyl, 4-cyclopropylmethyl-2-pyrimidinyl, 4-cyclopropylmethyl-4-pyrimidinyl, 4-cyclopropylmethyl-5-pyrimidinyl, 5-cyclopropylmethyl-2-pyrimidinyl, 5-cyclopropylmethyl-4-pyrimidinyl, 2-methyl-5-pyrimidinyl, 2-methyl-3-pyrimidinyl, 2-methyl-4-pyrimidinyl, 4-methyl-2-pyrimidinyl, 4-methyl-4-pyrimidinyl, 4-methyl-5-pyrimidinyl, 5-methyl-2-pyrimidinyl, 5-methyl-4-pyrimidinyl, 2-halo-5-pyrimidinyl, 2-halo-3-pyrimidinyl, 2-halo-4-pyrimidinyl, 4-halo-2-pyrimidinyl, 4-halo-4-pyrimidinyl, 4-halo-5-pyrimidinyl, 5-halo-2-pyrimidinyl, 5-halo-4-pyrimidinyl, 2-(1-cyanocyclopropyl)-5-pyrimidinyl, 2-(1-cyanocyclopropyl)-3-pyrimidinyl, 2-(1-cyanocyclopropyl)-4-pyrimidinyl, 4-(1-cyanocyclopropyl)-2-pyrimidinyl, 4-(1-cyanocyclopropyl)-4-pyrimidinyl, 4-(1-cyanocyclopropyl)-5-pyrimidinyl, 5-(1-cyanocyclopropyl)-2-pyrimidinyl, 5-(1-cyanocyclopropyl)-4-pyrimidinyl, 2-cyclopropylamino-5-pyrimidinyl, 2-cyclopropylamino-3-pyrimidinyl, 2-cyclopropylamino-4-pyrimidinyl, 4-cyclopropylamino-2-pyrimidinyl, 4-cyclopropylamino-4-pyrimidinyl, 4-cyclopropylamino-5-pyrimidinyl, 5-cyclopropylamino-2-pyrimidinyl, 5-cyclopropylamino-4-pyrimidinyl, 2-dimethylamino-5-pyrimidinyl, 2-dimethylamino-3-pyrimidinyl, 2-dimethylamino-4-pyrimidinyl, 4-dimethylamino-2-pyrimidinyl, 4-dimethylamino-4-pyrimidinyl, 4-dimethylamino-5-pyrimidinyl, 5-dimethylamino-2-pyrimidinyl, 5-dimethylamino-4-pyrimidinyl, 2-cyano-5-pyrimidinyl, 2-cyano-3-pyrimidinyl, 2-cyano-4-pyrimidinyl, 4-cyano-2-pyrimidinyl, 4-cyano-4-pyrimidinyl, 4-cyano-5-pyrimidinyl, 5-cyano-2-pyrimidinyl, 5-cyano-4-pyrimidinyl, 2-trifluoromethyl-5-pyrimidinyl, 2-trifluoromethyl-3-pyrimidinyl, 2-trifluoromethyl-4-pyrimidinyl, 4-trifluoromethyl-2-pyrimidinyl, 4-trifluoromethyl-4-pyrimidinyl, 4- trifluoromethyl-5-pyrimidinyl, 5-trifluoromethyl-2-pyrimidinyl, 5-trifluoromethyl-4-pyrimidinyl, 2-trifluoromethoxy-5-pyrimidinyl, 2-trifluoromethoxy-3-pyrimidinyl, 2-trifluoromethoxy-4-pyrimidinyl, 4-trifluoromethoxy-2-pyrimidinyl, 4-trifluoromethoxy-4-pyrimidinyl, 4-trifluoromethoxy-5-pyrimidinyl, 5-trifluoromethoxy-2-pyrimidinyl, 5-trifluoromethoxy-4-pyrimidinyl, 2-hydroxy-5-pyrimidinyl, 2-hydroxy-3-pyrimidinyl, 2-hydroxy-4-pyrimidinyl, 4-hydroxy-2-pyrimidinyl, 4-hydroxy-4-pyrimidinyl, 4-hydroxy-5-pyrimidinyl, 5-hydroxy-2-pyrimidinyl, 5-hydroxy-4-pyrimidinyl, 2-amino-5-pyrimidinyl, 2-amino-3-pyrimidinyl, 2-amino-4-pyrimidinyl, 4-amino-2-pyrimidinyl, 4-amino-4-pyrimidinyl, 4-amino-5-pyrimidinyl, 5-amino-2-pyrimidinyl, 5-amino-4-pyrimidinyl, 2-methylamino-5-pyrimidinyl, 2-methylamino-3-pyrimidinyl, 2-methylamino-4-pyrimidinyl, 4-methylamino-2-pyrimidinyl, 4-methylamino-4-pyrimidinyl, 4-methylamino-5-pyrimidinyl, 5-methylamino-2-pyrimidinyl, 5-

methylamino-4-pyrimidinyl, 2-dimethylamino-5-pyrimidinyl, 2-dimethylamino-3-pyrimidinyl, 2-dimethylamino-4-pyrimidinyl, 4-dimethylamino-2-pyrimidinyl, 4-dimethylamino-4-pyrimidinyl, 4-dimethylamino-5-pyrimidinyl, 5-dimethylamino-2-pyrimidinyl, 5-dimethylamino-4-pyrimidinyl, 2-acetamido-5-pyrimidinyl, 2-acetamido-3-pyrimidinyl, 2-acetamido-4-pyrimidinyl, 4-acetamido-2-pyrimidinyl, 4-acetamido-4-pyrimidinyl, 4-acetamido-5-pyrimidinyl, 5-acetamido-2-pyrimidinyl, 5-acetamido-4-pyrimidinyl, 2-methylthio-5-pyrimidinyl, 2-methylthio-3-pyrimidinyl, 2-methylthio-4-pyrimidinyl, 4-methylthio-2-pyrimidinyl, 4-methylthio-4-pyrimidinyl, 4-methylthio-5-pyrimidinyl, 5-methylthio-2-pyrimidinyl, 5-methylthio-4-pyrimidinyl, 2-acetoxy-5-pyrimidinyl, 2-acetoxy-3-pyrimidinyl, 2-acetoxy-4-pyrimidinyl, 4-acetoxy-2-pyrimidinyl, 4-acetoxy-4-pyrimidinyl, 4-acetoxy-5-pyrimidinyl, 5-acetoxy-2-pyrimidinyl, 5-acetoxy-4-pyrimidinyl, 2-acetyl-5-pyrimidinyl, 2-acetyl-3-pyrimidinyl, 2-acetyl-4-pyrimidinyl, 4-acetyl-2-pyrimidinyl, 4-acetyl-4-pyrimidinyl, 4-acetyl-5-pyrimidinyl, 5-acetyl-2-pyrimidinyl, 5-acetyl-4-pyrimidinyl, 2-methoxycarbonyl-5-pyrimidinyl, 2-methoxycarbonyl-3-pyrimidinyl, 2-methoxycarbonyl-4-pyrimidinyl, 4-methoxycarbonyl-2-pyrimidinyl, 4-methoxycarbonyl-4-pyrimidinyl, 4-methoxycarbonyl-5-pyrimidinyl, 5-methoxycarbonyl-2-pyrimidinyl, 5-methoxycarbonyl-4-pyrimidinyl, 2-methylcarbamoyl-5-pyrimidinyl, 2-methylcarbamoyl-3-pyrimidinyl, 2-methylcarbamoyl-4-pyrimidinyl, 4-methylcarbamoyl-2-pyrimidinyl, 4-methylcarbamoyl-4-pyrimidinyl, 4-methylcarbamoyl-5-pyrimidinyl, 5-methylcarbamoyl-2-pyrimidinyl, 5-methylcarbamoyl-4-pyrimidinyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 5-pyridyl, 3-methoxy-2-pyridyl, 4-methoxy-2-pyridyl, 5-methoxy-2-pyridyl, 6-methoxy-2-pyridyl, 2-methoxy-3-pyridyl, 4-methoxy-3-pyridyl, 5-methoxy-3-pyridyl, 6-methoxy-3-pyridyl, 2-methoxy-4-pyridyl, 3-methoxy-4-pyridyl, 3-halo-2-pyridyl, 4-halo-2-pyridyl, 5-halo-2-pyridyl, 6-halo-2-pyridyl, 2-halo-3-pyridyl, 4-halo-3-pyridyl, 5-halo-3-pyridyl, 6-halo-3-pyridyl, 2-halo-4-pyridyl, 3-halo-4-pyridyl, 3-cyano-2-pyridyl, 4-cyano-2-pyridyl, 5-cayno-2-pyridyl, 6-cyano-2-pyridyl, 2-cyano-3-pyridyl, 4-cyano-3-pyridyl, 5-cyano-3-pyridyl, 6-cyano-3-pyridyl, 2-cyano-4-pyridyl, 3-cyano-4-pyridyl, 3-hydroxy-2-pyridyl, 4-hydroxy-2-pyridyl, 5-hydroxy-2-pyridyl, 6-hydroxy-2-pyridyl, 2-hydroxy-3-pyridyl, 4-hydroxy-3-pyridyl, 5-hydroxy-3-pyridyl, 6-hydroxy-3-pyridyl, 2-hydroxy-4-pyridyl, 3-hydroxy-4-pyridyl, 3-trifluoromethyl-2-pyridyl, 4-trifluoromethyl-2-pyridyl, 5-trifluoromethyl-2-pyridyl, 6-trifluoromethyl-2-pyridyl, 2-trifluoromethyl-3-pyridyl, 4-trifluoromethyl-3-pyridyl, 5-trifluoromethyl-3-pyridyl, 6-trifluoromethyl-3-pyridyl, 2-trifluoromethyl-4-pyridyl, 3-trifluoromethyl-4-pyridyl, 3-amino-2-pyridyl, 4-amino-2-pyridyl, 5-amino-2-pyridyl, 6-amino-2-pyridyl, 2-amino-3-pyridyl, 4-amino-3-pyridyl, 5-amino-3-pyridyl, 6-amino-3-pyridyl, 2-amino-4-pyridyl, 3-amino-4-pyridyl, 3-trifluoromethoxy-2-pyridyl, 4-trifluoromethoxy-2-pyridyl, 5-trifluoromethoxy-2-pyridyl, 6-trifluoromethoxy-2-pyridyl, 2-trifluoromethoxy-3-pyridyl, 4-trifluoromethoxy-3-pyridyl, 5-trifluoromethoxy-3-pyridyl, 6-trifluoromethoxy-3-pyridyl, 2-trifluoromethoxy-4-pyridyl, 3-trifluoromethoxy-4-pyridyl, 3-methyl-2-pyridyl, 4-methyl-2-pyridyl, 5-methyl-2-pyridyl, 6-methyl-2-pyridyl, 2-methyl-3-pyridyl, 4-methyl-3-pyridyl, 5-methyl-3-pyridyl, 6-methyl-3-pyridyl, 2-methyl-4-

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acetamido-3-pyridyl, 6-acetamido-3-pyridyl, 2-acetamido-4-pyridyl and 3-acetamido-4-pyridyl, 3-(1-cyanocyclopropyl)-2-pyridyl, 4-(1-cyanocyclopropyl)-2-pyridyl, 5-(1-cyanocyclopropyl)-2-pyridyl, 6-(1-cyanocyclopropyl)-2-pyridyl, 2-(1-cyanocyclopropyl)-3-pyridyl, 4-(1-cyanocyclopropyl)-3-pyridyl, 5-(1-cyanocyclopropyl)-3-pyridyl, 6-(1-cyanocyclopropyl)-3-pyridyl and 2-(1-cyanocyclopropyl)-4-pyridyl, 3-(1-cyanocyclopropyl)-4-pyridyl, each of which is optionally substituted with from 1 to 2 susbtituents independently selected from F, Cl, Br, I, -CN, -OH, $-CF_3$, NH_2, CF_3O-, CH_3-, CH_3O, $-NO_2$, cyclopropyl, 1-cyanocyclopropyl, cyclopropylmethyl, cyclopropylamino, cyclopropylmethylamino, methylamino, dimethylamino, methylthio, acetoxy, acetyl, methoxycarbonyl, acetamido or methylcarbamoyl; or (ii)Y^1 is selected from the group consisting of 4-pyrimidinyl, 5-pyrimidinyl, 2-pyrazinyl, 2-thiazolyl, 4-thiazolyl, 5-thiazolyl, 2- thiophenyl, 3-thiophenyl, 2-amino-quinazolin-5-yl, 2-amino-quinazolin-6-yl, 2-amino-quinazolin-6-yl, 2-amino-quinazolin-7-yl, 2-amino-quinazolin-8-yl, 2-oxo-6-indolinyl, 2-oxo-4-indolinyl, 2-oxo-5-indolinyl, 2-oxo-7-indolinyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 1H-indazol-4-yl, 1H-indazol-5-yl, 1H-indazol-6-yl and 1H-indazol-7-yl, each of which is substituted with from 1 to 2 susbtituents independently selected from F, Cl, Br, I, -CN, -OH, $-CF_3$, NH_2, CF_3O-, CH_3-, CH_3O, C_2H_5O-, $-NO_2$, cyclopropyl, cyclopropylmethyl, cyclopropylamino, cyclopropylmethylamino, 1-cyanocyclopropyl, 1-carboxycyclopropyl, 1-carbamoylcyclopropyl, 1-methoxycarbonylcyclopropyl, 1-cyanoisopropyl, 1-hydroxycyclopropyl, 1-hydoxyisopropyl, cyclobutoxy, cyclopentoxy, cycloheyloxy, 4-morpholino, 4-hydroxypiperidinyl,1- piperidinyl, piperazinyl, 4-methylpiperazinyl, 4-t-butoxycarbonylpiperazinyl, azetidinyl, pyrrolidinyl, cyclopropylcarbamoyl, 5-methyl-1,2,4-oxadiazol-3-yl, 5-methyl-1,3,4-oxadiazol-2yl, 5-dimethylamino-1,3,4-oxadiazol-2yl, 5-methylamino-1,3,4-thiadiazol-2-yl, methylamino methylamino, dimethylamino, methylthio, acetoxy, acetyl, methoxycarbonyl, acetamido, methylcarbamoyl, isopropyl, 1-pyrrolidinyl, 1-cyclopropylethyl, 2-cyclopropylethyl, 1-cyclopropylethylamino, 2-cyclopropylethylamino or 1-hydroxy-1-methylethyl.

30. The compound of any of claims 1-7, wherein (i) Y^1 is selected from the group consisting of phenyl, 2-halophenyl, 3-halophenyl, 4-halophenyl, 2-fluorophenyl, 3-fluorophenyl, 4-fluorophenyl, 2-cyanophenyl, 3-cyanophenyl, 4-cyanophenyl, 2-hydroxyphenyl, 3-hydroxyphenyl, 4-hydroxyphenyl, 2-trifluoromethylphenyl, 3-trifluoromethylphenyl, 4-trifluoromethylphenyl, 2-aminophenyl, 3-aminophenyl, 4-aminophenyl, 2-trifluoromethylphenyl, 3-trifluoromethylphenyl, 4-trifluoromethylphenyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, 2-methoxyphenyl, 3-methoxyphenyl, 4-methoxyphenyl, 2-cyclopropylphenyl, 3-cyclopropylphenyl, 4-cyclopropylphenyl, 2-cyclopropylmethylphenyl, 3- cyclopropylmethylphenyl, 4-cyclopropylmethylphenyl, 2-cyclopropylmethylaminophenyl, 3- cyclopropylmethylaminophenyl, 4-cyclopropylmethylaminophenyl, 2-cyclopropylaminophenyl, 3-cyclopropylaminophenyl, 4-cyclopropylaminophenyl, 2-methylaminophenyl, 3-methylaminophenyl, 4-methylaminophenyl, 2-dimethylaminophenyl, 3-dimethylaminophenyl, 4-dimethylaminophenyl, 2-methylthiophenyl, 3-methylthiophenyl, 4-

methylthiophenyl, 2-acetoxyphenyl, 3-acetoxyphenyl, 4-acetoxyphenyl, 2-acetylphenyl, 3-acetylphenyl, 4-acetylphenyl, 2-methoxycarbonylphenyl, 3-methoxycarbonylphenyl, 4-methoxycarbonylphenyl, 2-acetamidophenyl, 3-acetamidophenyl, 4-acetamidophenyl, 2-methylcarbamoylphenyl, 3-methylcarbamoylphenyl, 4-methylcarbamoylphenyl, 2-(1-cyanocyclopropyl)phenyl, 3-(1-cyanocyclopropyl)phenyl and 4-(1-cyanocyclopropyl)phenyl, each of which is optionally substituted with from 1 to 2 susbtituents independently selected from F, Cl, Br, I, -CN, -OH, $-CF_3$, NH_2, CF_3O-, CH_3-, CH_3O, $-NO_2$, cyclopropyl, 1-cyanocyclopropyl, cyclopropylmethyl, cyclopropylamino, cyclopropylmethylamino, methylamino, dimethylamino, methylthio, acetoxy, acetyl, methoxycarbonyl, acetamido or methylcarbamoyl; or (ii) Y^1 is phenyl substituted with from 1 to 2 susbtituents independently selected from F, Cl, Br, I, -CN, -OH, $-CF_3$, NH_2, CF_3O-, CH_3-, CH_3O, C_2H_5O-, $-NO_2$, cyclopropyl, cyclopropylmethyl, cyclopropylamino, cyclopropylmethylamino, 1-cyanocyclopropyl, 1-carboxycyclopropyl, 1-carbamoylcyclopropyl, 1-methoxycarbonylcyclopropyl, 1-cyanoisopropyl, 1-hydroxycyclopropyl, 1-hydoxyisopropyl, cyclobutoxy, cyclopentoxy, cycloheyloxy, 4-morpholino, 4-hydroxypiperidinyl, 1-piperidinyl, 1-piperazinyl, 4-methylpiperazinyl, 4-t-butoxycarbonylpiperazinyl, azetidinyl, pyrrolidinyl, cyclopropylcarbamoyl, 5-methyl-1,2,4-oxadiazol-3-yl, 5-methyl-1,3,4-oxadiazol-2yl, 5-dimethylamino-1,3,4-oxadiazol-2yl, 5-methylamino-1,3,4-thiadiazol-2-yl, methylamino methylamino, dimethylamino, methylthio, acetoxy, acetyl, methoxycarbonyl, acetamido, methylcarbamoyl, isopropyl, 1-pyrrolidinyl, 1-cyclopropylethyl, 2-cyclopropylethyl, 1-cyclopropylethylamino, 2-cyclopropylethylamino or 1-hydroxy-1-methylethyl.

31. The compound of any of claims **1-23**, wherein Y^2 is H, halogen, CN, C_{1-6}alkyl, C_{1-6}alkoxy, C_{3-6}cycloalkylamino, C_{3-6}cycloalkyl-C_{1-3}alkylamino, aryl, heteroaryl, arylalkyl or heteroarylalkyl.

32. The compound of claim **30**, wherein Y^2 is H, F, Cl, I, CN, CH_3, CH_3O-, cyclopropylamino or cyclopropylmethylamino.

33. The compound of any of claims **1-5**, **8-9**, **12-16** and **19-23**, wherein R^4 and R^5 are each independently selected from C_{1-6}alkyl, C_{3-8}cycloalkyl, C_{3-8}cycloalkylalkyl, aryl, aryl-C_{1-4}alkyl, heteroaryl or heteroaryl-C_{1-4}alkyl, each of which is optionally substituted with from 1-3 substituents independently selected from C_{1-6}alkoxy, C_{1-6}haloalkyl, C_{1-6}haloalkoxy, C_{1-6}alkyl, C_{3-8}cycloalkyl, C_{3-8}cycloalkylalkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl or R^c.

34. The compound of any of claims **1-5**, **8-9**, **12-16** and **19-23**, wherein R^4 is $-CH_3$ and R^5 is C_{2-6}alkyl, C_{3-8}cycloalkyl, C_{3-8}cycloalkylalkyl, aryl, aryl-C_{1-4}alkyl, heteroaryl or heteroaryl-C_{1-4}alkyl, each of which is optionally substituted with from 1-3 substituents independently selected from C_{1-}

$_{6}$alkoxy, C_{1-6}haloalkyl, C_{1-6}haloalkoxy, C_{1-6}alkyl, C_{3-8}cycloalkyl, C_{3-8}cycloalkylalkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl or R^e.

35. The compound of claim **33**, wherein R^4 and R^5 are each independently selected from CH_3, ethyl, propyl, butyl, pentyl, cyclopropyl, cyclopropylmethyl, cyclobutyl, cyclobutylmethyl, cyclopentyl, cyclopentylmethyl, cyclohexyl, cyclohexylmethyl, phenyl or benzyl, each of which is optionally substituted with from 1-3 substituents independently selected from F, Cl, Br, I, -CN, -OH, -CF_3, NH_2, CF_3O-, CH_3-, CH_3O, -NO_2, cyclopropyl, cyclopropylmethyl, cyclopropylamino, cyclopropylmethylamino, 1-cyanocyclopropyl, methylamino, dimethylamino, methylthio, acetoxy, acetyl, methoxycarbonyl, acetamido, methylcarbamoyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 2-pyridylmethyl, 3-pyridylmethyl, 4-pyridylmethyl, 2-oxetanyl, 3-oxtetanyl, 2-oxetanylmethyl, 3-oxtetanylmethyl, 2-tetrahydrofuranyl, 3-tetrahydrofuranyl, 2-tetrahydrofuranylmethyl, 3-tetrahydrofuranylmethyl, 1-pyrrolidinyl, 2-pyrrolidinyl, 3-pyrrolidinyl, 2-tetrahydrothiophenyl, 3-tetrahydrothiophenyl, 4-morpholinyl, 2-morpholinyl or 3-morpholinyl.

36. The compound of claim **33**, wherein R^4 is CH_3 and R^5 is selected from ethyl, propyl, butyl, pentyl, cyclopropyl, cyclopropylmethyl, cyclobutyl, cyclobutylmethyl, cyclopentyl, cyclopentylmethyl, cyclohexyl, cyclohexylmethyl, phenyl or benzyl, each of which is optionally substituted with from 1-3 substituents independently selected from F, Cl, Br, I, -CN, -OH, -CF_3, NH_2, CF_3O-, CH_3-, CH_3O, -NO_2, cyclopropyl, cyclopropylmethyl, cyclopropylamino, cyclopropylmethylamino, 1-cyanocyclopropyl, methylamino, dimethylamino, methylthio, acetoxy, acetyl, methoxycarbonyl, acetamido, methylcarbamoyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 2-pyridylmethyl, 3-pyridylmethyl, 4-pyridylmethyl, 2-oxetanyl, 3-oxtetanyl, 2-oxetanylmethyl, 3-oxtetanylmethyl, 2-tetrahydrofuranyl, 3-tetrahydrofuranyl, 2-tetrahydrofuranylmethyl, 3-tetrahydrofuranylmethyl, 1-pyrrolidinyl, 2-pyrrolidinyl, 3-pyrrolidinyl, 2-tetrahydrothiophenyl, 3-tetrahydrothiophenyl, 4-morpholinyl, 2-morpholinyl or 3- morpholinyl.

37. The compound of any of claims **1-4**, **8-9**, **12-16** and **19-23**, wherein Z is selected from the group consisting of cyclopropyl, cyclobutyl, cyclohexyl, cyclopentyl, cycloheptyl, cyclooctyl, 1-azetindinyl, 1-pyrrolidinyl, 1-piperidinyl, 4-morpholinyl, 4-thiomorpholinyl 3-oxazolidinyl, 3-thiazolidinyl, 2-isoxazolidinyl, 2-isothiazolidinyl, 1-pyrazolidinyl, 1-piperazinyl, 1-hexahydropyrimidinyl and 1-hexahydropyridazinyl, each of which is optionally substituted with from one to three R^{24} substituents independently selected from the group consisting of halogen, C_{1-6}alkyl, C_{1-6}alkoxy, C_{1-6}haloalkyl, C_{1-6}haloalkoxy, C_{1-6}alkyl, C_{3-8}cycloalkyl, C_{3-8}cycloalkylalkyl, heterocycloalkyl, heterocycloalkylalkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl and R^c; or two adjacent R^{24} substituents together with the atom to which they are attached form a 5 or 6-membered aromatic ring having from 0 to 2 additional atoms as ring members selected from O, N or S.

38. The compound of any of claims **1-4**, **8-9**, **12-16** and **19-23**, wherein Z is selected from the group consisting of 1-pyrrolidinyl, sec-butyl, pentan-2-yl, pentan-3-yl, cyclopropyl, $(CH_3)(CF_3CH_2)N$-, cycloproylmethylamino, cyclobutyl and cyclopentyl, each of which is optionally substituted with from 1-2 members selected from -F, methoxycarbonyl, ethoxycarbonyl, $-CH_3$, $CH_3(CO)NH$-, vinyl, propen-3-yl or $CH_3(CO)(CH_3)N$-.

39. The compound of any of claims **6**, **10**, and **17**, wherein n is 1, 2, 3 or 4.

40. The compound of any of claims **6**, **10**, and **17**, wherein the subscript m is 0.

41. The compound of any of claims **6**, **10**, and **17**, wherein R^{11} is H, F, Cl, Br, I, -CN, -OH, $-CF_3$, NH_2, CF_3O-, CH_3-, CH_3O, $-NO_2$, cyclopropyl, cyclopropylmethyl, cyclopropylamino, cyclopropylmethylamino, 1-cyanocyclopropyl, phenyl, benzyl, methylamino, dimethylamino, methylthio, acetoxy, acetyl, methoxycarbonyl, ethyoxycarbonyl, acetamido, methylcarbamoyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 2-pyridylmethyl, 3-pyridylmethyl, 4-pyridylmethyl, 2-oxetanyl, 3-oxtetanyl, 2-oxetanylmethyl, 3-oxtetanylmethyl, 2-tetrahydrofuranyl, 3-tetrahydrofuranyl, 2-tetrahydrofuranylmethyl, 3-tetrahydrofuranylmethyl, 1-pyrrolidinyl, 2-pyrrolidinyl, 3-pyrrolidinyl, 2-tetrahydrothiophenyl, 3-tetrahydrothiophenyl, 4-morpholinyl, 2-morpholinyl, 3- morpholinyl, 1-pyrrolidinyl, 2-pyrrolidinyl, 1-pyrazolyl, 3-pyrazolyl, 4-pyrazolyl, 5-pyrazolyl, 2-thiophenyl, 3-thiophenyl, 1-imidazolyl, 2-imidazolyl, 4-imidazolyl, 5-imidazolyl or 2-thiazoly.

42. The compound of any of claims **9-23**, wherein R^{12}, R^{13}, R^{14}, R^{15}, R^{16}, R^{17}, R^{18}, R^{19}, R^{20}, R^{21} and R^{22} are each independently selected from H, CN, halogen, -OH, C_{1-6} alkyl, C_{1-6} alkoxy, C_{1-6}haloalkyl, C_{1-6}haloalkoxy, C_{3-8}cycloalkyl, C_{3-8}cycloalkyl-C_{1-4}alkyl, aryl, arylalkyl, heterocycloalkyl, heterocycloalkyl-C_{1-4}alkyl, heteroaryl and heterocycloalkyl, wherein the aliphatic or aromatic portion of R^{12} is further optionally substituted with from 1-3 substituents selected from F, Cl, Br, I, -CN, -OH, $-CF_3$, NH_2, CF_3O-, CH_3-, CH_3O, $-NO_2$, cyclopropyl, cyclopropylmethyl, cyclopropylamino, cyclopropylmethylamino, 1-cyanocyclopropyl, benzyl, beznzyloxy, methylamino, dimethylamino, methylthio, acetoxy, acetyl, methoxycarbonyl, acetamido or methylcarbamoyl.

43. The compound of claim **42**, wherein R^{12}, R^{13}, R^{14}, R^{15}, R^{16}, R^{17}, R^{18}, R^{19}, R^{20}, R^{21} and R^{22} are each independently selected from H, F, Cl, Br, I, -CN, -OH, $-CF_3$, NH_2, CF_3O-, CH_3-, CH_3O, $-NO_2$, cyclopropyl, cyclopropylmethyl, cyclopropylamino, cyclopropylmethylamino, 1-cyanocyclopropyl, benzyl, methylamino, dimethylamino, methylthio, acetoxy, acetyl, methoxycarbonyl, acetamido or methylcarbamoyl.

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44. A compound selected from any of compounds P-0012 to P-0117 and P-0223 to P-0351 as set forth in Table 2 or pharmaceutically acceptable salts, hydrates, solvates, tautomers and isomers thereof.

45. A compound selected from any of compounds P-0118 to P-0222 as set forth in Table 3 or pharmaceutically acceptable salts, hydrates, solvates, tautomers and isomers thereof.

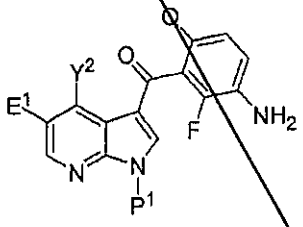
46. A composition comprising a compound of any of claims **1-45** and a pharmaceutically acceptable excipient or carrier.

47. A composition comprising a compound of any of claims **1-45** and another therapeutic agent.

48. A kit comprising a compound of any of claims **1-45**.

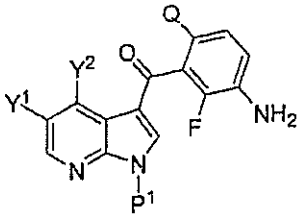
49. A method for preparing a compound of formula (I) according to claim **1**, said method comprising:

contacting a compound having formula II:

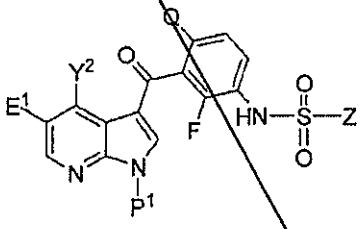


II

with an agent of formula (III): Y^1-G^1 or formula (IV): A^1-$S(O)_2$-Z (IV) under conditions sufficient to form a compound having formulas (V) or (VI):



or



(V) (VI)

reacting (i) a compound of formula (V) with a compound of formula (IV), or (ii) a compound of formula (VI) with an agent of formula (III) under conditions sufficient to form the compound of formula (I); wherein said contacting or reacting with the agent of formula (III) is in the presence of a palladium complex; and wherein

E^1 is halogen, tosylate or mesylate;

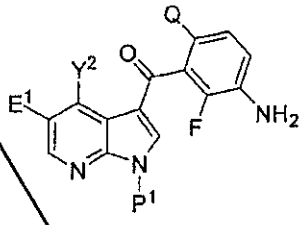
G^1 is $-B(OR^{25})_2$ or $-Sn(Bu)_3$, wherein R^{25} is –OH, alkyl or two $-OR^{25}$ substituents together with the boron atom to which they are attached to form an optionally substituted 5 or 6-membered ring;

A^1 is a leaving group; and

P^1 is H or an amino protecting group.

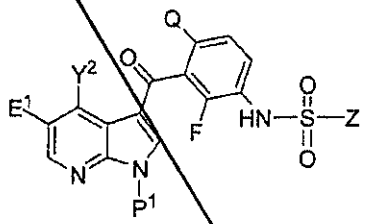
50. A method for preparing a compound of formula (I) according to claim **1**, said method comprising:

reacting a compound having formula II:



II

with a compound of formula (IV): A^1-$S(O)_2$-Z under conditions sufficient to form a compound having formula (VI):



(VI)

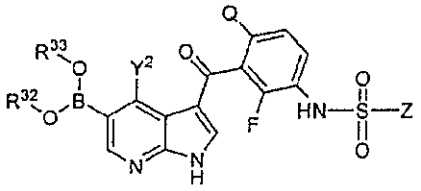
reacting a compound of formula (VI) with a compound of the formula: Y^1-E^2 and a compound of the formula: $(OR^{31})_2B$-$B(OR^{31})_2$ in the presence of a palladium complex under conditions sufficient to form the compound of formula (I), wherein R^{31} is –OH, alkyl or two $-OR^{31}$ substituents together with the boron atom to which they are attached to form a 5 or 6-membered ring; and wherein

E^1 and E^2 are each independently halogen, tosylate or mesylate;

A^1 is a leaving group; and

P^1 is H or an amino protecting group.

51. A compound having formula (VIII):



VIII

wherein R^{32} and R^{33} are each independently H, optionally substituted alkyl, optionally substituted arylalkyl or optionally substituted aryl;

Y^2, Q and Z are defined as in any of claims **1-45**.

52. A method for treating a subject suffering from or at risk of a protein kinase mediated diseases or conditions, said method comprising:

administering to said subject an effective amount of a compound of any of claims **1-45** or a composition of any of claims **46** or **47**.

53. The method of claim **52**, wherein the protein kinase is B-Raf and any mutations thereof.

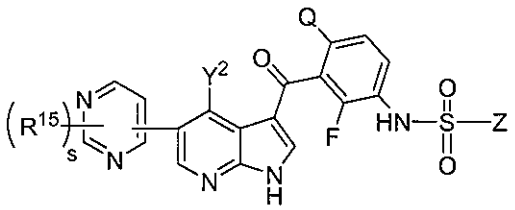
54. The method of claim **52**, wherein said disease or condition is selected from the group consisting of ischemic stroke, cerebrovascular ischemia, multi-infarct dementia, head injury, spinal cord injury, Alzheimer's disease, Parkinson's disease, amyotrophic lateral sclerosis, dementia, senile chorea, Huntington's disease, neoplastic disease, complications with neoplastic disease, chemotherapy-induced hypoxia, gastrointestinal stromal tumors, prostate tumors, mast cell tumors, canine mast cell tumors, acute myeloid leukemia, acute lymphocytic leukemia, chronic myeloid leukemia, chronic lymphocytic leukemia, multiple myeloma, melanoma, mastocytosis, glioma, glioblastoma, astrocytoma, neuroblastoma, sarcomas, sarcomas of neuroectodermal origin, leiomyosarcoma, lung carcinoma, breast carcinoma, pancreatic carcinoma, colon carcinoma, hepatocellular carcinoma, renal carcinoma, carcinoma of the female genital tract, squamous cell carcinoma, carcinoma in situ, lymphoma, histiocytic lymphoma, non-Hodgkin's lymphoma, MEN2 syndromes, neurofibromatosis, Schwann cell neoplasia, myelodysplastic syndrome, leukemia, tumor angiogenesis, thyroid cancer, liver cancer, bone cancer, skin cancer, brain cancer, cancer of the central nervous system, pancreatic cancer, lung cancer, small cell lung cancer, non small cell lung cancer, breast cancer, colon cancer, bladder cancer, prostate cancer, gastrointestinal tract cancer, cancer of the endometrium, fallopian tubecancer, testicular cancer, ovarian cancer, pain of neuropathic origin, pain of inflammatory origin, acute pain, chronic pain, migraine, cardiovascular disease, heart failure, cardiac hypertrophy, thrombosis, thrombotic microangiopathy syndromes, atherosclerosis, reperfusion injury, ischemia, cerebrovascular ischemia, liver ischemia, inflammation, polycystic kidney disease, age-related macular degeneration, rheumatoid arthritis, allergic rhinitis, inflammatory bowel disease, ulcerative colitis, Crohn's disease, systemic lupus erythematosis, Sjogren's Syndrome, Wegener's granulomatosis, psoriasis, scleroderma, chronic thyroiditis, Grave's disease, myasthenia gravis, multiple sclerosis, osteoarthritis, endometriosis, dermal scarring, tissue scarring, vascular restenosis, fibrotic disorders, hypereosinophilia, CNS inflammation, pancreatitis, nephritis, atopic dermatitis, hepatitis, immunodeficiency diseases, severe combined immunodeficiency,

organ transplant rejection, graft versus host disease, renal disease, prostatic disease, diabetic nephropathy, nephrosclerosis, glomerulonephritis, interstitial nephritis, Lupus nephritis, prostate hyperplasia, chronic renal failure, tubular necrosis, diabetes-associated renal complication, associated renal hypertrophy, type 1 diabetes, type 2 diabetes, metabolic syndrome, obesity, hepatic steatosis, insulin resistance, hyperglycemia, lipolysis obesity, infection, *Helicobacter pylori* infection, *Influenza virus* infection, fever, sepsis, pulmonary diseases, chronic obstructive pulmonary disease, acute respiratory distress syndrome, asthma, allergy, bronchitis, emphysema, pulmonary fibrosis, genetic developmental diseases, Noonan's syndrome, Crouzon syndrome, acrocephalo-syndactyly type I, Pfeiffer's syndrome, Jackson-Weiss syndrome, Costello syndrome, faciocutaneoskeletal syndrome, leopard syndrome, cardio-faciocutaneous syndrome, neural crest syndrome abnormalities causing cardiovascular, skeletal, intestinal, skin, hair or endocrine diseases, disorders of bone structure or mineralization, osteoporosis, increased risk of fracture, hypercalcemia, bone metastases, Grave's disease, Hirschsprung's disease, lymphoedema, selective T-cell defect, X-linked agammaglobulinemia, diabetic retinopathy, alopecia, erectile dysfunction, and tuberous sclerosis.

55. The method of claim **54**, wherein said disease or condition is selected from melanomer, thyroid or colon cancer.

WHAT IS CLAIMED IS:

1. A compound having formula (Ig):



Ig

or a pharmaceutically acceptable salt, a hydrate, a solvate, a tautomer, or stereoisomer thereof,

wherein

R^{15} is R^1;

each R^1 is independently selected from C_{1-6} alkyl, C_{1-6} alkoxy, C_{1-6}haloalkyl, C_{1-6}haloalkoxy, C_{3-8}cycloalkyl, C_{3-8}cycloalkyl-C_{1-4}-alkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl, heterocycloalkyl, heterocycloalkyl-C_{1-4}alkyl or $-R^a$, wherein R^a is selected from halogen, $-CH=CH_2$, -CN, -OH, $-NH_2$, $-NO_2$, -C(O)OH, -C(S)OH, $-C(O)NH_2$, $-C(S)NH_2$, $-S(O)_2NH_2$, $-NHC(O)NH_2$, $-NHC(S)NH_2$, $-NHS(O)_2NH_2$, $-C(NH)NH_2$, $-OR^b$, $-SR^b$, $-OC(O)R^b$, $-OC(S)R^b$, $-C(O)R^b$, $-C(S)R^b$, $-C(O)OR^b$, $-C(S)OR^b$, $-S(O)R^b$, $-S(O)_2R^b$, $-C(O)NHR^b$, $-C(S)NHR^b$, $-C(O)NR^bR^b$, $-C(S)NR^bR^b$, $-S(O)_2NHR^b$, $-S(O)_2NR^bR^b$, $-C(NH)NHR^b$, $-C(NH)NR^bR^b$, $-NHC(O)R^b$, $-NHC(S)R^b$, $-NR^bC(O)R^b$, $-NR^bC(S)R^b$, $-NHS(O)_2R^b$, $-NR^bS(O)_2R^b$, $-NHC(O)NHR^b$, $-NHC(S)NHR^b$, $-NR^bC(O)NH_2$, $-NR^bC(S)NH_2$, $-NR^bC(O)NHR^b$, $-NR^bC(S)NHR^b$, $-NHC(O)NR^bR^b$, $-NHC(S)NR^bR^b$, $-NR^bC(O)NR^bR^b$, $-NR^bC(S)NR^bR^b$, $-NHS(O)_2NHR^b$, $-NR^bS(O)_2NH_2$, $-NR^bS(O)_2NHR^b$, $-NHS(O)_2NR^bR^b$, $-NR^bS(O)_2NR^bR^b$, $-NHR^b$ or $-NR^bR^b$, wherein each R^b is independently selected from the group consisting of C_{1-6}alkyl, halogen, -CN, C_{1-6}alkoxy, C_{3-8}cycloalkyl, C_{3-8}cycloalkyl-C_{1-4}-alkyl, -OH, C_{1-6}haloalkyl, C_{1-6}haloalkoxy, aryl, aryl-C_{1-4}alkyl, heteroaryl and heteroarylalkyl; or two R^b substituents when attached to the same nitrogen atom taken together with the nitrogen atom form a three to eight-membered ring having from 0-2 additional heteroatoms as ring members selected from N, O or S;

wherein the aliphatic or aromatic portion of R^1 is further optionally substituted with from 1-3 groups selected from C_{1-6} alkyl, C_{1-6} alkoxy, C_{1-6}haloalkyl, C_{1-6}haloalkoxy, aryl, arylalkyl, heteroaryl, heteroarylalkyl, heterocycloalkyl, heterocycloalkyl-C_{1-4}alkyl or $-R^c$, wherein each R^c is independently selected from halogen, $-CH=CH_2$, -CN, -OH, $-NH_2$, $-NO_2$,

-C(O)OH, -C(S)OH, -C(O)NH_2, -C(S)NH_2, -S(O)$_2NH_2$, -NHC(O)NH_2, -NHC(S)NH_2, -NHS(O)$_2NH_2$, -C(NH)NH_2, -O R^d, -SR^d, -OC(O)R^d, -OC(S)R^d, -C(O)R^d, -C(S)R^d, -C(O)OR^d, -C(S)OR^d, -S(O)R^d, -S(O)$_2R^d$, -C(O)NHR^d, -C(S)NHR^d, -C(O)NR^dR^d, -C(S)NR^dR^d, -S(O)$_2$NHR^d, -S(O)$_2$NR^dR^d, -C(NH)NHR^d, -C(NH)NR^dR^d, -NHC(O)R^d, -NHC(S)R^d, -NR^d C(O)R^d, -NR^dC(S)R^d, -NHS(O)$_2R^d$, -NR^dS(O)$_2R^d$, -NHC(O)NHR^d, -NHC(S)NHR^d, -NR^dC(O)NH_2, -NR^dC(S)NH_2, -N R^dC(O)NHR^d, -NR^dC(S)NHR^d, -NHC(O)NR^dR^d, -NHC(S)NR^dR^d, -NR^dC(O)NR^dR^d, -NR^dC(S)NR^dR^d, -NHS(O)$_2$NHR^d, -NR^dS(O)$_2NH_2$, -NR^dS(O)$_2$NHR^d, -NHS(O)$_2$NR^dR^d, -NR^dS(O)$_2$NR^dR^d , -NHR^d, R^f or -NR^dR^d, wherein each R^d is independently selected from C_{1-6}alkyl, arylalkyl, aryl, heteroaryl, heteroarylalkyl, cycloalkyl, cycloalkylalkyl, heterocycloalkyl or heterocycloalkylalkyl; and wherein the aromatic portion of R^1 is optionally substituted with from 1-3 substituents independently selected from R^e, wherein R^e is selected from the group consisting of halogen, -CN, -CH=CH_2, -OH, -NH_2, -NO_2, -C(O)OH, -C(S)OH, -C(O)NH_2, -C(S)NH_2, -S(O)$_2NH_2$, -NHC(O)NH_2, -NHC(S)NH_2, -NHS(O)$_2NH_2$, -C(NH)NH_2, -O R^f, -SR^f, -OC(O)R^f, -OC(S)R^f, -C(O)R^f, -C(S)R^f, -C(O)OR^f, -C(S)OR^f, -S(O)R^f, -S(O)$_2R^f$, -C(O)NHR^f, -C(S)NHR^f, -C(O)NR^fR^f, -C(S)NR^fR^f, -S(O)$_2$NHR^f, -S(O)$_2$NR^fR^f, -C(NH)NHR^f, -C(NH)NR^fR^f, -NHC(O)R^f, -NHC(S)R^f, -NR^fC(O)R^f, -NR^fC(S)R^f, -NHS(O)$_2R^f$, -NR^fS(O)$_2R^f$, -NHC(O)NHR^f, -NHC(S)NHR^f, -NR^fC(O)NH_2, -NR^fC(S)NH_2, -NR^fC(O)NHR^f, -NR^fC(S)NHR^f, -NHC(O)NR^fR^f, -NHC(S)NR^fR^f, -NR^fC(O)NR^fR^f, -NR^fC(S)NR^fR^f, -NHS(O)$_2$NHR^f, -NR^fS(O)$_2NH_2$, -NR^fS(O)$_2$NHR^f, -NHS(O)$_2$NR^fR^f, -NR^fS(O)$_2$NR^fR^f , -NHR^f, -NR^fR^f and R^f, wherein R^f is C_{1-6}alkyl or aryl; or two adjacent R^1 groups on the aryl or heteroaryl ring together with the atoms to which they are attached form a 5- or 6-membered ring having from 0 to 2 additional heteroatoms selected from N, O or S, optionally substituted with from 1 to 3 R^d substituents;

Q is selected from H, F, Cl or CH_3;

Z is –N(R^4)(R^5);

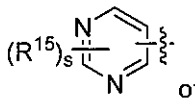
R^4 and R^5 are each independently selected from the group consisting of H, optionally substituted C_{1-6}alkyl, optionally substituted C_{3-8}cycloalkyl, optionally substituted C_{3-8}cycloalkylalkyl, optionally substituted heterocycloalkyl, optionally substituted heterocycloalkylalkyl, optionally substituted aryl, optionally substituted arylalkyl, optionally substituted heteroaryl and optionally substituted heteroarylalkyl; or

R^4 and R^5 taken together with the nitrogen atom to which they are attached form a four to eight-membered ring having from 0-2 additional heteroatoms as ring members selected from N, O or S, wherein the four to eight-membered ring is optionally substituted;

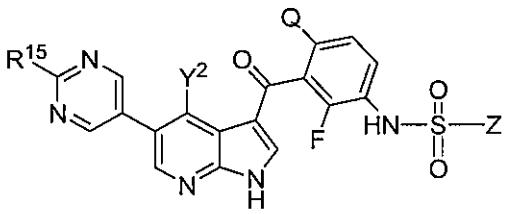
Y^2 is H, halogen, CN, C_{1-6}alkyl, C_{1-6}alkoxy, C_{1-6}haloalkyl, C_{1-6}haloalkoxy, aryl, arylalkyl, heteroaryl, heteroarylalkyl, C_{3-8}cycloalkyl-C_{0-4}alkyl or (R^2)(R^3) N-, wherein R^2 and R^3 are each independently selected from the group consisting of H, C_{1-6}alkyl, C_{1-6}alkoxy, aryl, arylalkyl, heteroaryl,

heteroarylalkyl, C_{3-8}cycloalkyl-C_{0-4}alkyl, heterocycloalkyl and heterocycloalkyl-C_{1-4}alkyl; or R^2 and R^3 taken together with the nitrogen atom to which they are attached form a three to eight-membered ring having from 0-2 additional heteroatoms as ring members selected from N, O or S; wherein Y^2 is optionally substituted with from one to three groups independently selected from R^e; and

the subscript s is an integer of 1 to 3,

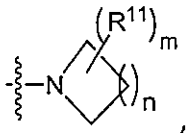
with the proviso when  of formula Ig is 2-methoxypyrimidin-5-yl, Z is other than dimethylamino, diethylamino, 1-pyrrolidine, 1-piperidinyl, or 4-morpholinyl.

2. The compound of claim **1** having formula (Ig-1):



Ig-1.

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



wherein R^{11} is C_{1-6}alkyl, C_{1-6}alkoxy, C_{1-6}haloalkyl, C_{1-6}haloalkoxy, C_{3-8}cycloalkyl, C_{3-8}cycloalkylalkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl, heterocycloalkyl, heterocycloalkylalkyl, or R^e;

each of which is optionally substituted with from 1 to 3 substituents independently selected from C_{1-6}alkoxy, C_{1-6}haloalkyl, C_{1-6}haloalkoxy, C_{1-6}alkyl, C_{3-8}cycloalkyl, C_{3-8}cycloalkylalkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl, R^d, or R^e;

the subscript m is an integer from 0 to 3;

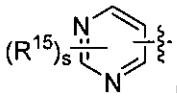
the subscript n is an integer from 1 to 5; and the wavy line indicates the point of attachment to the SO_2 group of formulas Ig or Ig-1.

4. The compound of claim 1, wherein each R^1 is independently selected from halogen, -CN, -OH, $-CF_3$, CF_3O-, C_{1-6}alkyl, C_{1-6}alkoxy, C_{3-6}cycloalkoxy, $-NO_2$, benzyl, phenyl, cyclopropyl, cyclopropylmethyl, 1-cyanocyclopropyl, 1-carboxycyclopropyl, 1-carbamoylcyclopropyl, 1-methoxycarbonylcyclopropyl, 1-cyanoisopropyl, 1-hydroxycyclopropyl, 1-hydroxyisopropyl, cyclobutoxy,

cyclopentoxy, cyclohexyloxy, C_{1-6}alkyl-1,2,4-oxadiazol-3-yl, 5-C_{1-6}alkyl-1,3,4-oxadiazol-2yl, 5-di(C_{1-6}alkyl)amino-1,3,4-oxadiazol-2yl, 5-C_{1-6}alkylamino-1,3,4-thiadiazol-2-yl, cyclobutyl, cyclobutylmethyl, cyclopentyl, cyclopentylmethyl, cyclohexyl, cyclohexymethyl, -OC(O)R^b, -C(O)R^b, -C(O)OR^b, -NHC(O)R^b, -C(O)NHR^b, -NHR^b or –N$R^b$$R^b$.

5. The compound of claim 1, wherein R^1 is F, Cl, Br, I, -CN, -OH, -CF_3, NH_2, CF_3O-, CH_3-, CH_3O, C_2H_5O-, -NO_2, cyclopropyl, cyclopropylmethyl, cyclopropylamino, cyclopropylmethylamino, 1-cyanocyclopropyl, 1-carboxycyclopropyl, 1-carbamoylcyclopropyl, 1-methoxycarbonylcyclopropyl, 1-cyanoisopropyl, 1-hydroxycyclopropyl, 1-hydroxyisopropyl, cyclobutoxy, cyclopentoxy, cyclohexyloxy, 4-morpholino, 4-hydroxypiperidinyl,1- piperidinyl, piperazinyl, 4-methylpiperazinyl, 4-t-butoxycarbonylpiperazinyl, azetidinyl, pyrrolidinyl, cyclopropylcarbamoyl, 5-methyl-1,2,4-oxadiazol-3-yl, 5-methyl-1,3,4-oxadiazol-2yl, 5-dimethylamino-1,3,4-oxadiazol-2yl, 5-methylamino-1,3,4-thiadiazol-2-yl, methylamino, dimethylamino, methylthio, acetoxy, acetyl, methoxycarbonyl, acetamido, methylcarbamoyl, isopropyl, 1-pyrrolidinyl, 1-cyclopropylethyl, 2-cyclopropylethyl, 1-cyclopropylethylamino, 2-cyclopropylethylamino or 1-hydroxy-1-methylethyl.

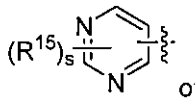
6. The compound of claim 1, wherein (i)



of formula Ig is selected from the group consisting of 2-methoxy-5-pyrimidinyl, 2-methoxy-3-pyrimidinyl, 2-methoxy-4-pyrimidinyl, 4-methoxy-2-pyrimidinyl, 4-methoxy-4-pyrimidinyl, 4-methoxy-5-pyrimidinyl, 5-methoxy-2-pyrimidinyl, 5-methoxy-4-pyrimidinyl, 2-cyclopropyl-5-pyrimidinyl, 2-cyclopropyl-3-pyrimidinyl, 2-cyclopropyl-4-pyrimidinyl, 4-cyclopropyl-2-pyrimidinyl, 4-cyclopropyl-4-pyrimidinyl, 4-cyclopropyl-5-pyrimidinyl, 5-cyclopropyl-2-pyrimidinyl, 5-cyclopropyl-4-pyrimidinyl, 2-cyclopropylmethyl-5-pyrimidinyl, 2-cyclopropylmethyl-3-pyrimidinyl, 2-cyclopropylmethyl-4-pyrimidinyl, 4-cyclopropylmethyl-2-pyrimidinyl, 4-cyclopropylmethyl-4-pyrimidinyl, 4-cyclopropylmethyl-5-pyrimidinyl, 5-cyclopropylmethyl-2-pyrimidinyl, 5-cyclopropylmethyl-4-pyrimidinyl, 2-methyl-5-pyrimidinyl, 2-methyl-3-pyrimidinyl, 2-methyl-4-pyrimidinyl, 4-methyl-2-pyrimidinyl, 4-methyl-4-pyrimidinyl, 4-methyl-5-pyrimidinyl, 5-methyl-2-pyrimidinyl, 5-methyl-4-pyrimidinyl, 2-halo-5-pyrimidinyl, 2-halo-3-pyrimidinyl, 2-halo-4-pyrimidinyl, 4-halo-2-pyrimidinyl, 4-halo-4-pyrimidinyl, 4-halo-5-pyrimidinyl, 5-halo-2-pyrimidinyl, 5-halo-4-pyrimidinyl, 2-(1-cyanocyclopropyl)-5-pyrimidinyl, 2-(1-cyanocyclopropyl)-3-pyrimidinyl, 2-(1-cyanocyclopropyl)-4-pyrimidinyl, 4-(1-cyanocyclopropyl)-2-pyrimidinyl, 4-(1-cyanocyclopropyl)-4-pyrimidinyl, 4-(1-

cyanocyclopropyl)-5-pyrimidinyl, 5-(1-cyanocyclopropyl)-2-pyrimidinyl, 5-(1-cyanocyclopropyl)-4-pyrimidinyl, 2-cyclopropylamino-5-pyrimidinyl, 2-cyclopropylamino-3-pyrimidinyl, 2-cyclopropylamino-4-pyrimidinyl, 4-cyclopropylamino-2-pyrimidinyl, 4-cyclopropylamino-4-pyrimidinyl, 4-cyclopropylamino-5-pyrimidinyl, 5-cyclopropylamino-2-pyrimidinyl, 5-cyclopropylamino-4-pyrimidinyl, 2-dimethylamino-5-pyrimidinyl, 2-dimethylamino-3-pyrimidinyl, 2-dimethylamino-4-pyrimidinyl, 4-dimethylamino-2-pyrimidinyl, 4-dimethylamino-4-pyrimidinyl, 4-dimethylamino-5-pyrimidinyl, 5-dimethylamino-2-pyrimidinyl, 5-dimethylamino-4-pyrimidinyl, 2-cyano-5-pyrimidinyl, 2-cyano-3-pyrimidinyl, 2-cyano-4-pyrimidinyl, 4-cyano-2-pyrimidinyl, 4-cyano-4-pyrimidinyl, 4-cyano-5-pyrimidinyl, 5-cyano-2-pyrimidinyl, 5-cyano-4-pyrimidinyl, 2-trifluoromethyl-5-pyrimidinyl, 2-trifluoromethyl-3-pyrimidinyl, 2-trifluoromethyl-4-pyrimidinyl, 4-trifluoromethyl-2-pyrimidinyl, 4-trifluoromethyl-4-pyrimidinyl, 4-trifluoromethyl-5-pyrimidinyl, 5-trifluoromethyl-2-pyrimidinyl, 5-trifluoromethyl-4-pyrimidinyl, 2-trifluoromethoxy-5-pyrimidinyl, 2-trifluoromethoxy-3-pyrimidinyl, 2-trifluoromethoxy-4-pyrimidinyl, 4-trifluoromethoxy-2-pyrimidinyl, 4-trifluoromethoxy-4-pyrimidinyl, 4- trifluoromethoxy-5-pyrimidinyl, 5-trifluoromethoxy-2-pyrimidinyl, 5-trifluoromethoxy-4-pyrimidinyl, 2-hydroxy-5-pyrimidinyl, 2-hydroxy-3-pyrimidinyl, 2-hydroxy-4-pyrimidinyl, 4-hydroxy-2-pyrimidinyl, 4-hydroxy-4-pyrimidinyl, 4-hydroxy-5-pyrimidinyl, 5-hydroxy-2-pyrimidinyl, 5-hydroxy-4-pyrimidinyl, 2-amino-5-pyrimidinyl, 2-amino-3-pyrimidinyl, 2-amino-4-pyrimidinyl, 4-amino-2-pyrimidinyl, 4-amino-4-pyrimidinyl, 4-amino-5-pyrimidinyl, 5-amino-2-pyrimidinyl, 5-amino-4-pyrimidinyl, 2-methylamino-5-pyrimidinyl, 2-methylamino-3-pyrimidinyl, 2-methylamino-4-pyrimidinyl, 4-methylamino-2-pyrimidinyl, 4-methylamino-4-pyrimidinyl, 4-methylamino-5-pyrimidinyl, 5-methylamino-2-pyrimidinyl, 5-methylamino-4-pyrimidinyl, 2-dimethylamino-5-pyrimidinyl, 2-dimethylamino-3-pyrimidinyl, 2-dimethylamino-4-pyrimidinyl, 4-dimethylamino-2-pyrimidinyl, 4-dimethylamino-4-pyrimidinyl, 4-dimethylamino-5-pyrimidinyl, 5-dimethylamino-2-pyrimidinyl, 5-dimethylamino-4-pyrimidinyl, 2-acetamido-5-pyrimidinyl, 2-acetamido-3-pyrimidinyl, 2-acetamido-4-pyrimidinyl, 4-acetamido-2-pyrimidinyl, 4-acetamido-4-pyrimidinyl, 4-acetamido-5-pyrimidinyl, 5-acetamido-2-pyrimidinyl, 5-acetamido-4-pyrimidinyl, 2-methylthio-5-pyrimidinyl, 2-methylthio-3-pyrimidinyl, 2-methylthio-4-pyrimidinyl, 4-methylthio-2-pyrimidinyl, 4-methylthio-4-pyrimidinyl, 4-methylthio-5-pyrimidinyl, 5-methylthio-2-pyrimidinyl, 5-methylthio-4-pyrimidinyl, 2-acetoxy-5-pyrimidinyl, 2-acetoxy-3-pyrimidinyl, 2-acetoxy-4-pyrimidinyl, 4-acetoxy-2-pyrimidinyl, 4-acetoxy-4-pyrimidinyl, 4-acetoxy-5-pyrimidinyl, 5-acetoxy-2-pyrimidinyl, 5-acetoxy-4-pyrimidinyl, 2-acetyl-5-pyrimidinyl, 2-acetyl-3-pyrimidinyl, 2-acetyl-4-pyrimidinyl, 4-acetyl-2-pyrimidinyl, 4-acetyl-4-pyrimidinyl, 4-acetyl-5-pyrimidinyl, 5-acetyl-2-pyrimidinyl, 5-acetyl-4-pyrimidinyl, 2-methoxycarbonyl-5-pyrimidinyl, 2-methoxycarbonyl-3-pyrimidinyl, 2-

methoxycarbonyl-4-pyrimidinyl, 4-methoxycarbonyl-2-pyrimidinyl, 4-methoxycarbonyl-4-pyrimidinyl, 4-methoxycarbonyl-5-pyrimidinyl, 5-methoxycarbonyl-2-pyrimidinyl, 5-methoxycarbonyl-4-pyrimidinyl, 2-methylcarbamoyl-5-pyrimidinyl, 2-methylcarbamoyl-3-pyrimidinyl, 2-methylcarbamoyl-4-pyrimidinyl, 4-methylcarbamoyl-2-pyrimidinyl, 4-methylcarbamoyl-4-pyrimidinyl, 4-methylcarbamoyl-5-pyrimidinyl, 5-methylcarbamoyl-2-pyrimidinyl, 5-methylcarbamoyl-4-pyrimidinyl, each of which is optionally substituted with from 1 to 2 substituents independently selected from F, Cl, Br, I, -CN, -OH, $-CF_3$, NH_2, CF_3O-, CH_3-, CH_3O, $-NO_2$, cyclopropyl, 1-cyanocyclopropyl, cyclopropylmethyl, cyclopropylamino, cyclopropylmethylamino, methylamino, dimethylamino, methylthio, acetoxy, acetyl, methoxycarbonyl, acetamido or methylcarbamoyl; or

(ii)  of formula Ig is selected from the group consisting of 4-pyrimidinyl, and 5-pyrimidinyl, each of which is substituted with from 1 to 2 substituents independently selected from F, Cl, Br, I, -CN, -OH, $-CF_3$, NH_2, CF_3O-, CH_3-, CH_3O, C_2H_5O-, $-NO_2$, cyclopropyl, cyclopropylmethyl, cyclopropylamino, cyclopropylmethylamino, 1-cyanocyclopropyl, 1-carboxycyclopropyl, 1-carbamoylcyclopropyl, 1-methoxycarbonylcyclopropyl, 1-cyanoisopropyl, 1-hydroxycyclopropyl, 1-hydoxyisopropyl, cyclobutoxy, cyclopentoxy, cycloheyloxy, 4-morpholino, 4-hydroxypiperidinyl,1-piperidinyl, piperazinyl, 4-methylpiperazinyl, 4-t-butoxycarbonylpiperazinyl, azetidinyl, pyrrolidinyl, cyclopropylcarbamoyl, 5-methyl-1,2,4-oxadiazol-3-yl, 5-methyl-1,3,4-oxadiazol-2yl, 5-dimethylamino-1,3,4-oxadiazol-2yl, 5-methylamino-1,3,4-thiadiazol-2-yl, methylamino methylamino, dimethylamino, methylthio, acetoxy, acetyl, methoxycarbonyl, acetamido, methylcarbamoyl, isopropyl, 1-pyrrolidinyl, 1-cyclopropylethyl, 2-cyclopropylethyl, 1-cyclopropylethylamino, 2-cyclopropylethylamino or 1-hydroxy-1-methylethyl.

7. The compound of any of claims 1-6, wherein Y^2 is H, halogen, CN, C_{1-6}alkyl, C_{1-6}alkoxy, C_{3-6}cycloalkylamino, C_{3-6}cycloalkyl-C_{1-3}alkylamino, aryl, heteroaryl, arylalkyl or heteroarylalkyl.

8. The compound of claim 7, wherein Y^2 is H, F, Cl, I, CN, CH_3, CH_3O-, cyclopropylamino or cyclopropylmethylamino.

9. The compound of any of claims 1-8, wherein R^4 is $-CH_3$ and R^5 is C_{2-6}alkyl, C_{3-8}cycloalkyl, C_{3-8}cycloalkylalkyl, aryl, aryl-C_{1-4}alkyl, heteroaryl or heteroaryl-C_{1-4}alkyl, each of which is

optionally substituted with from 1-3 substituents independently selected from C_{1-6}alkoxy, C_{1-6}haloalkyl, C_{1-6}haloalkoxy, C_{1-6}alkyl, C_{3-8}cycloalkyl, C_{3-8}cycloalkylalkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl or R^e.

10. The compound of claims 1-8, wherein R^4 and R^5 are each independently selected from CH_3, ethyl, propyl, butyl, pentyl, cyclopropyl, cyclopropylmethyl, cyclobutyl, cyclobutylmethyl, cyclopentyl, cyclopentylmethyl, cyclohexyl, cyclohexylmethyl, phenyl or benzyl, each of which is optionally substituted with from 1-3 substituents independently selected from F, Cl, Br, I, -CN, -OH, -CF_3, NH_2, CF_3O-, CH_3-, CH_3O, -NO_2, cyclopropyl, cyclopropylmethyl, cyclopropylamino, cyclopropylmethylamino, 1-cyanocyclopropyl, methylamino, dimethylamino, methylthio, acetoxy, acetyl, methoxycarbonyl, acetamido, methylcarbamoyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 2-pyridylmethyl, 3-pyridylmethyl, 4-pyridylmethyl, 2-oxetanyl, 3-oxtetanyl, 2-oxetanylmethyl, 3-oxtetanylmethyl, 2-tetrahydrofuranyl, 3-tetrahydrofuranyl, 2-tetrahydrofuranylmethyl, 3-tetrahydrofuranylmethyl, 1-pyrrolidinyl, 2-pyrrolidinyl, 3-pyrrolidinyl, 2-tetrahydrothiophenyl, 3-tetrahydrothiophenyl, 4-morpholinyl, 2-morpholinyl or 3-morpholinyl.

11. The compound of claims 1-8, wherein R^4 is CH_3 and R^5 is selected from ethyl, propyl, butyl, pentyl, cyclopropyl, cyclopropylmethyl, cyclobutyl, cyclobutylmethyl, cyclopentyl, cyclopentylmethyl, cyclohexyl, cyclohexylmethyl, phenyl or benzyl, each of which is optionally substituted with from 1-3 substituents independently selected from F, Cl, Br, I, -CN, -OH, -CF_3, NH_2, CF_3O-, CH_3-, CH_3O, -NO_2, cyclopropyl, cyclopropylmethyl, cyclopropylamino, cyclopropylmethylamino, 1-cyanocyclopropyl, methylamino, dimethylamino, methylthio, acetoxy, acetyl, methoxycarbonyl, acetamido, methylcarbamoyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 2-pyridylmethyl, 3-pyridylmethyl, 4-pyridylmethyl, 2-oxetanyl, 3-oxtetanyl, 2-oxetanylmethyl, 3-oxtetanylmethyl, 2-tetrahydrofuranyl, 3-tetrahydrofuranyl, 2-tetrahydrofuranylmethyl, 3-tetrahydrofuranylmethyl, 1-pyrrolidinyl, 2-pyrrolidinyl, 3-pyrrolidinyl, 2-tetrahydrothiophenyl, 3-tetrahydrothiophenyl, 4-morpholinyl, 2-morpholinyl or 3-morpholinyl.

12. The compound of claim 1, wherein Z is selected from the group consisting of-1-azetindinyl, 1-pyrrolidinyl, 1-piperidinyl, 4-morpholinyl, 4-thiomorpholinyl 3-oxazolidinyl, 3-thiazolidinyl, 2-isoxazolidinyl, 2-isothiazolidinyl, 1-pyrazolidinyl, 1-piperazinyl, 1-hexahydropyrimidinyl and 1-hexahydropyridazinyl, each of which is optionally substituted with from one to three R^{24} substituents independently selected from the group consisting of halogen, C_{1-6}alkyl, C_{1-6}alkoxy, C_{1-6}haloalkyl, C_{1-6}haloalkoxy, C_{1-6}alkyl, C_{3-8}cycloalkyl, C_{3-8}cycloalkylalkyl, heterocycloalkyl, heterocycloalkylalkyl, aryl,

arylalkyl, heteroaryl, heteroarylalkyl and R^c; or two adjacent R^{24} substituents together with the atom to which they are attached form a 5 or 6-membered aromatic ring having from 0 to 2 additional atoms as ring members selected from O, N or S.

13. The compound of claim 1, wherein Z is selected from the group consisting of 1-pyrrolidinyl, $(CH_3)(CH_3CH_2)N$-,$(CH_3)(CF_3CH_2)N$-, and cycloproyplmethylamino, each of which is optionally substituted with from 1-2 members selected from -F, methoxycarbonyl, ethoxycarbonyl, $-CH_3$, $CH_3(CO)NH$-, vinyl, propen-3-yl or $CH_3(CO)(CH_3)N$-.

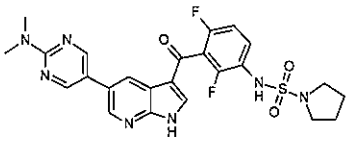
14. The compound of claim 3, wherein n is 1, 2, 3 or 4.

15. The compound of claim 3, wherein the subscript m is 0.

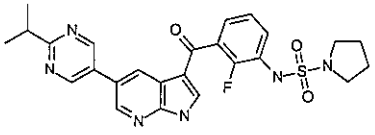
16. The compound of claim 3, wherein R^{11} is H, F, Cl, Br, I, -CN, -OH, $-CF_3$, NH_2, CF_3O-, CH_3-, CH_3O, $-NO_2$, cyclopropyl, cyclopropylmethyl, cyclopropylamino, cyclopropylmethylamino, 1-cyanocyclopropyl, phenyl, benzyl, methylamino, dimethylamino, methylthio, acetoxy, acetyl, methoxycarbonyl, ethyoxycarbonyl, acetamido, methylcarbamoyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 2-pyridylmethyl, 3-pyridylmethyl, 4-pyridylmethyl, 2-oxetanyl, 3-oxtetanyl, 2-oxetanylmethyl, 3-oxtetanylmethyl, 2-tetrahydrofuranyl, 3-tetrahydrofuranyl, 2-tetrahydrofuranylmethyl, 3-tetrahydrofuranylmethyl, 1-pyrrolidinyl, 2-pyrrolidinyl, 3-pyrrolidinyl, 2-tetrahydrothiophenyl, 3-tetrahydrothiophenyl, 4-morpholinyl, 2-morpholinyl, 3- morpholinyl, 1-pyrrolidinyl, 2-pyrrolidinyl, 1-pyrazolyl, 3-pyrazolyl, 4-pyrazolyl, 5-pyrazolyl, 2-thiophenyl, 3-thiophenyl, 1-imidazolyl, 2-imidazolyl, 4-imidazolyl, 5-imidazolyl or 2-thiazolyl.

17. The compound of claim 1, wherein each R^{15} is F, Cl, Br, I, -CN, -OH, $-CF_3$, NH_2, CF_3O-, CH_3-, CH_3O, $-NO_2$, cyclopropyl, cyclopropylmethyl, cyclopropylamino, cyclopropylmethylamino, 1-cyanocyclopropyl, methylamino, dimethylamino, methylthio, acetoxy, acetyl, methoxycarbonyl, acetamido or methylcarbamoyl, isopropyl, 1-pyrrolidinyl, 1-cyclopropylethyl, 2-cyclopropylethyl, 1-cyclopropylethylamino, 2-cyclopropylethylamino or 1-hydroxy-1-methylethyl.

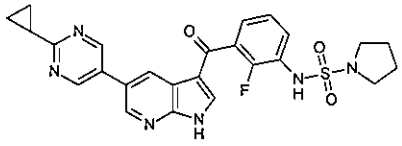
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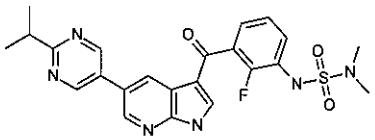
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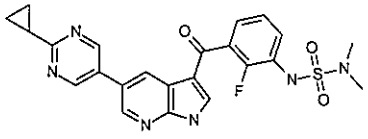
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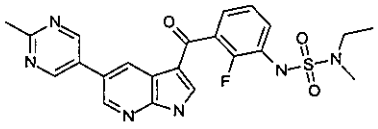
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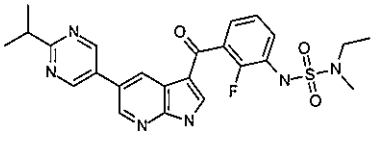
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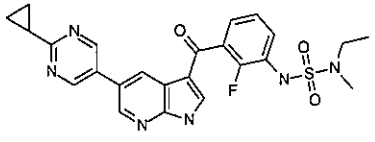
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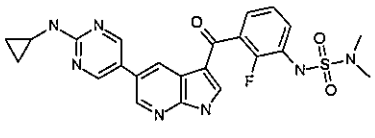
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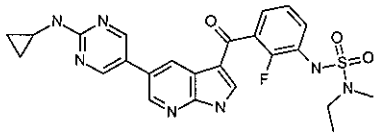
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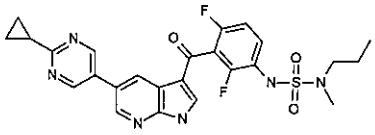
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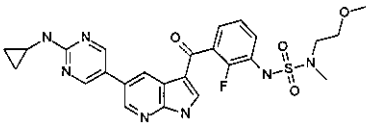
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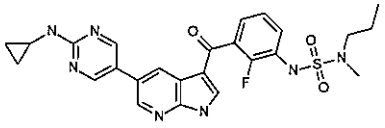
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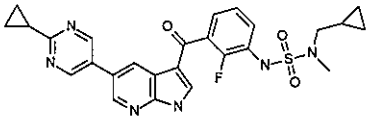
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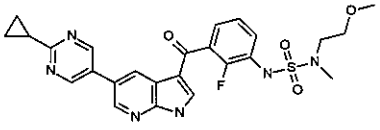
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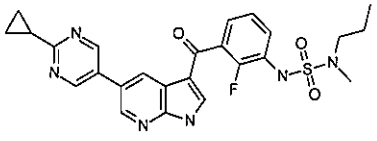
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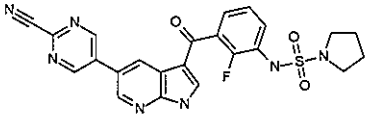
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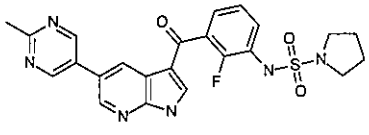
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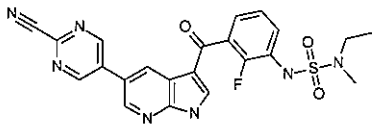
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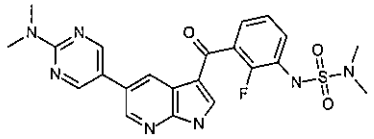
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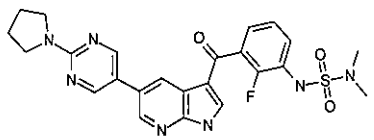
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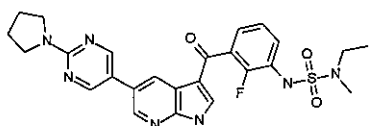
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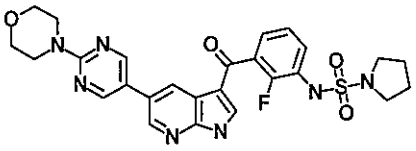


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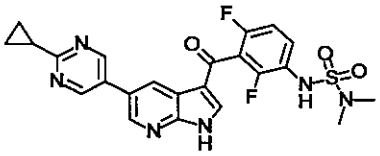


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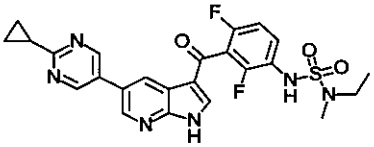




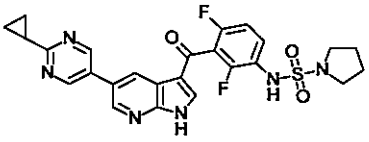
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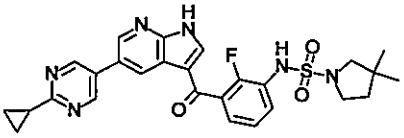
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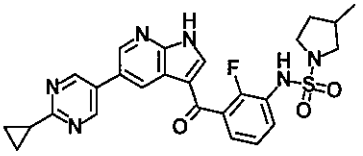
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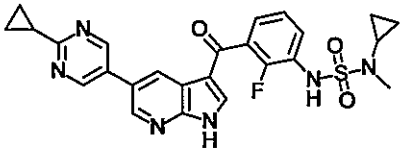
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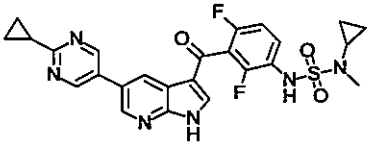
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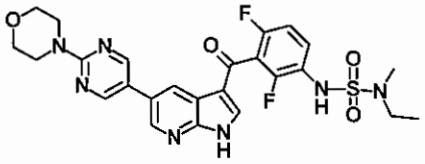
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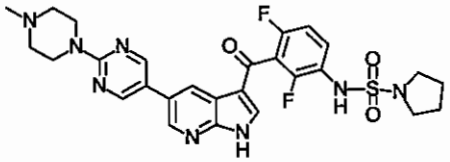
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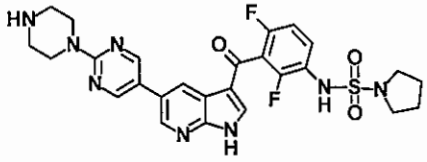
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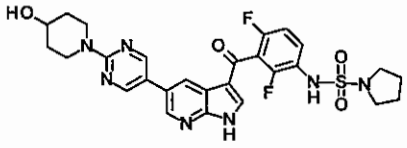
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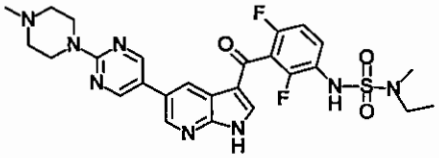
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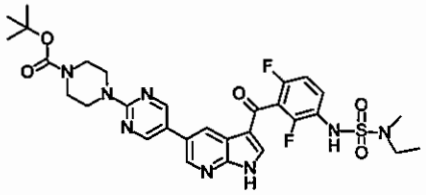
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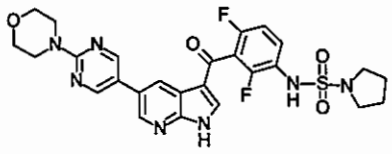
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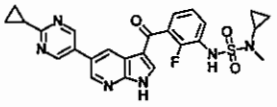
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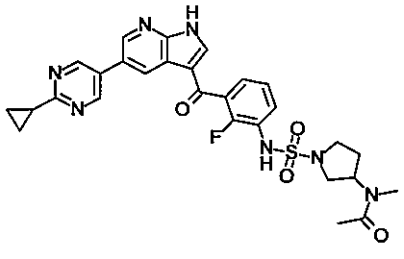


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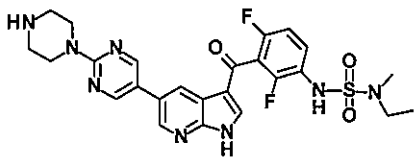


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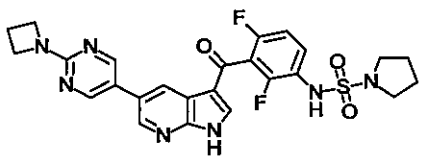




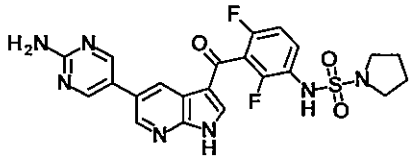
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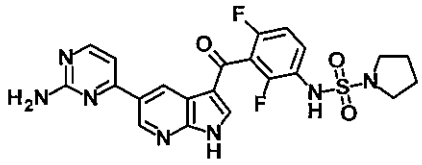
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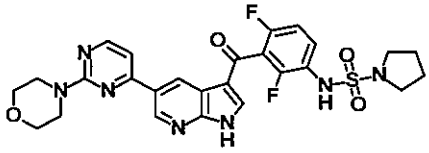
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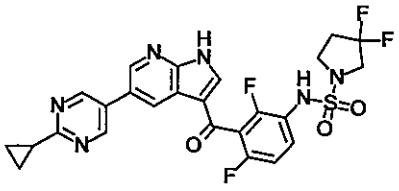
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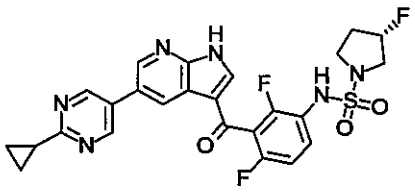
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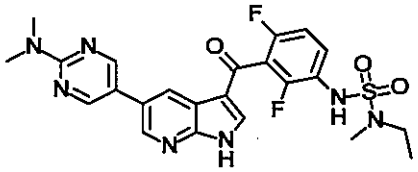
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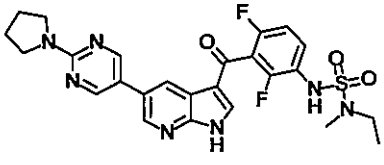
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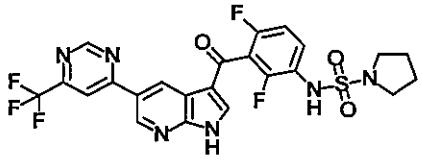
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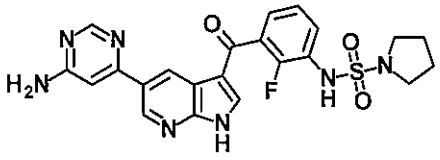
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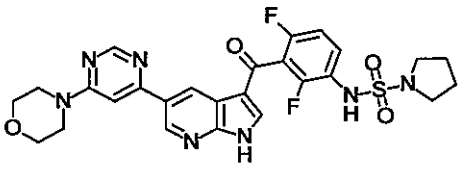
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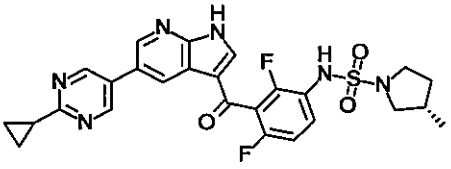
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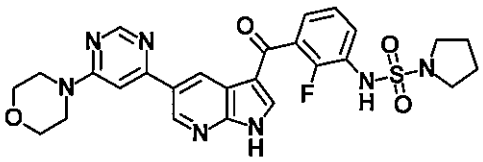
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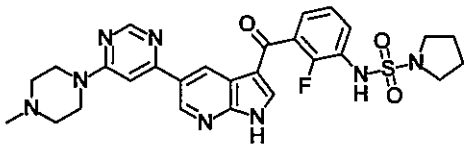
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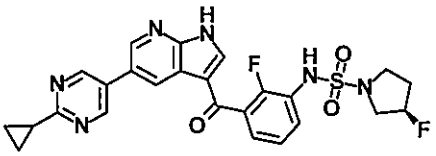
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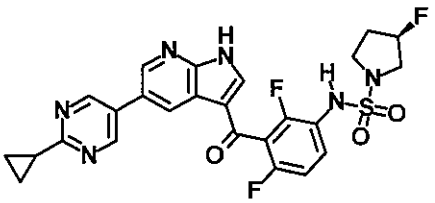
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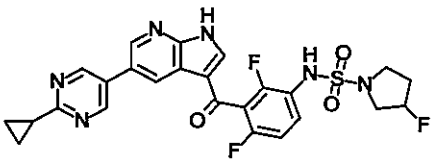
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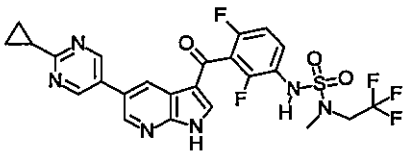
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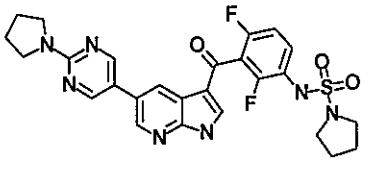
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(P-0339),



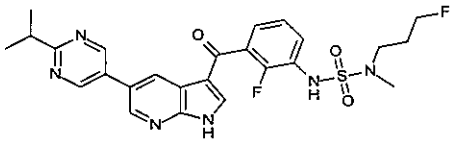
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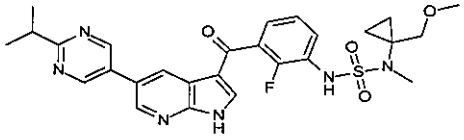
(P-0345)

or a pharmaceutically acceptable salt, a hydrate, a solvate, a tautomer, or a stereosiomer thereof.

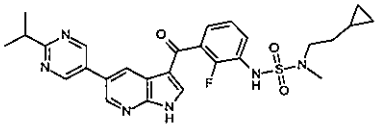
19. A compound selected from any of compounds



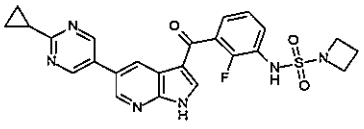
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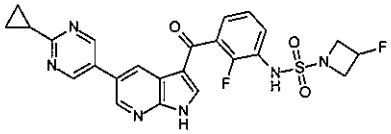
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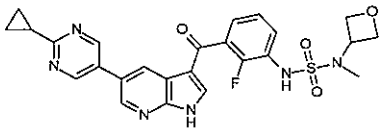
(P-0138),



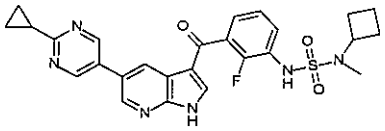
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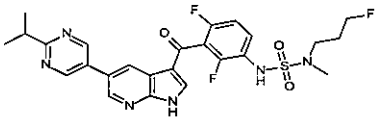
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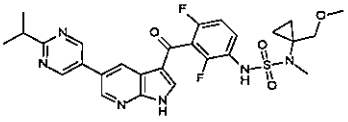
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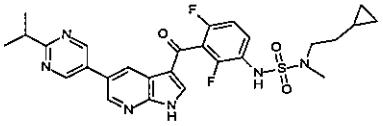
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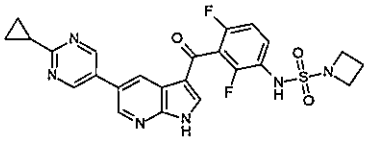
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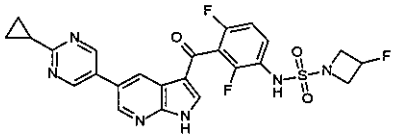
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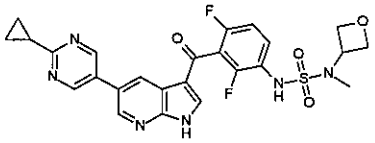
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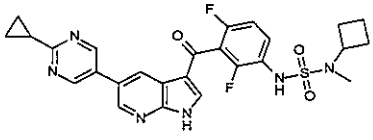
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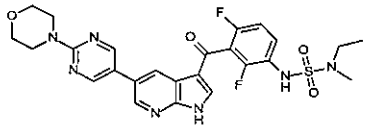
(P-0198),



(P-0199),



(P-0200), and

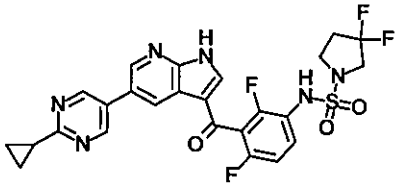


(P-0213),

or a pharmaceutically acceptable salt, a hydrate, a solvate, a tautomer, or a stereoisomer thereof.

20. The compound of claim **1**, wherein each R^{15} is independently selected from halogen, -CN, -OH, $-CF_3$, CF_3O-, $C_{1\text{-}6}$alkyl, $C_{1\text{-}6}$alkoxy, $-NO_2$, benzyl, phenyl, cyclopropyl, cyclopropylmethyl, cyclobutyl, cyclobutylmethyl, cyclopentyl, cyclopentylmethyl, cyclohexyl, cyclohexymethyl, $-OC(O)R^b$, $-C(O)R^b$, $-C(O)OR^b$, $-NHC(O)R^b$, $-C(O)NHR^b$, $-NHR^b$ or $-NR^bR^b$.

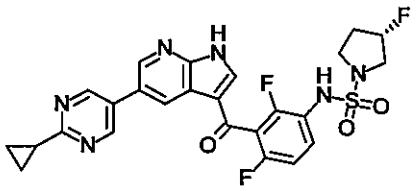
21. A compound of formula:



(P-0288),

or a pharmaceutically acceptable salt, a hydrate, a solvate, a tautomer, or a stereosiomer thereof.

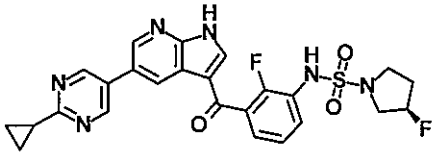
22. A compound of formula:



(P-0289),

or a pharmaceutically acceptable salt, a hydrate, a solvate, a tautomer, or a stereosiomer thereof.

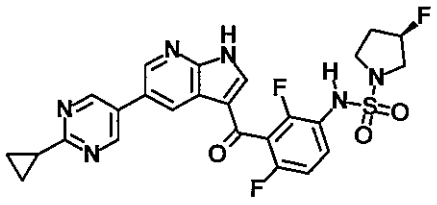
23. A compound of formula:



(P-0327),

or a pharmaceutically acceptable salt, a hydrate, a solvate, a tautomer, or a stereosiomer thereof.

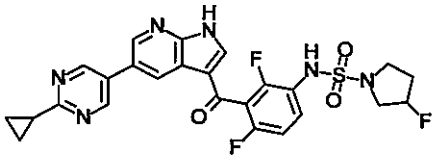
24. A compound of formula:



(P-0338),

or a pharmaceutically acceptable salt, a hydrate, a solvate, a tautomer, or a stereosiomer thereof.

25. A compound of formula:



(P-0339),

or a pharmaceutically acceptable salt, a hydrate, a solvate, a tautomer, or a stereosiomer thereof.

26. A pharmaceutical composition comprising a compound of any of claims 1-25 and a pharmaceutically acceptable excipient or carrier.

27. A pharmaceutical composition comprising a compound of any of claims 1-25 and another therapeutic agent.

28. A kit comprising a compound of any of claims 1-25.

29. Use of a compound of claims 1-25 in the manufacture of a medicament for the treatment of a protein kinase mediated disease or condition.

30. The use of claim **29**, wherein said disease or condition is selected from the group consisting of ischemic stroke, cerebrovascular ischemia, multi-infarct dementia, head injury, spinal cord injury, Alzheimer's disease, Parkinson's disease, amyotrophic lateral sclerosis, dementia, senile chorea, Huntington's disease, neoplastic disease, complications with neoplastic disease, chemotherapy-induced hypoxia, gastrointestinal stromal tumors, prostate tumors, mast cell tumors, canine mast cell tumors, acute myeloid leukemia, acute lymphocytic leukemia, chronic myeloid leukemia, chronic lymphocytic leukemia, multiple myeloma, melanoma, mastocytosis, glioma, glioblastoma, astrocytoma, neuroblastoma, sarcomas, sarcomas of neuroectodermal origin, leiomyosarcoma, lung carcinoma, breast carcinoma, pancreatic carcinoma, colon carcinoma, hepatocellular carcinoma, renal carcinoma, carcinoma of the female genital tract, squamous cell carcinoma, carcinoma in situ, lymphoma, histiocytic lymphoma, non-Hodgkin's lymphoma, MEN2 syndromes, neurofibromatosis, Schwann cell neoplasia, myelodysplastic syndrome, leukemia, tumor angiogenesis, thyroid cancer, liver cancer, bone cancer, skin cancer, brain cancer, cancer of the central nervous system, pancreatic cancer, lung cancer, small cell lung cancer, non small cell lung cancer, breast cancer, colon cancer, bladder cancer, prostate cancer, gastrointestinal tract cancer, cancer of the endometrium, fallopian tubecancer, testicular cancer, ovarian cancer, pain of neuropathic origin, pain of inflammatory origin, acute pain, chronic pain, migraine, cardiovascular disease, heart failure, cardiac hypertrophy, thrombosis, thrombotic microangiopathy syndromes, atherosclerosis, reperfusion injury, ischemia, cerebrovascular ischemia, liver ischemia, inflammation, polycystic kidney disease, age-related macular degeneration, rheumatoid arthritis, allergic rhinitis, inflammatory bowel disease, ulcerative colitis, Crohn's disease, systemic lupus erythematosis, Sjogren's Syndrome, Wegener's granulomatosis, psoriasis, scleroderma, chronic thyroiditis, Grave's disease, myasthenia gravis, multiple sclerosis, osteoarthritis, endometriosis, dermal scarring, tissue scarring, vascular restenosis, fibrotic disorders, hypereosinophilia, CNS inflammation, pancreatitis, nephritis, atopic dermatitis, hepatitis, immunodeficiency diseases, severe combined immunodeficiency, organ transplant rejection, graft versus host disease, renal disease, prostatic disease, diabetic nephropathy, nephrosclerosis, glomerulonephritis, interstitial nephritis, Lupus nephritis, prostate hyperplasia, chronic renal failure, tubular necrosis, diabetes-associated renal complication, associated renal hypertrophy, type 1 diabetes, type 2 diabetes, metabolic syndrome, obesity, hepatic steatosis, insulin resistance, hyperglycemia,

lipolysis obesity, infection, *Helicobacter pylori* infection, *Influenza virus* infection, fever, sepsis, pulmonary diseases, chronic obstructive pulmonary disease, acute respiratory distress syndrome, asthma, allergy, bronchitis, emphysema, pulmonary fibrosis, genetic developmental diseases, Noonan's syndrome, Crouzon syndrome, acrocephalo-syndactyly type I, Pfeiffer's syndrome, Jackson-Weiss syndrome, Costello syndrome, faciocutaneoskeletal syndrome, leopard syndrome, cardio-faciocutaneous syndrome, neural crest syndrome abnormalities causing cardiovascular, skeletal, intestinal, skin, hair or endocrine diseases, disorders of bone structure or mineralization, osteoporosis, increased risk of fracture, hypercalcemia, bone metastases, Grave's disease, Hirschsprung's disease, lymphoedema, selective T-cell defect, X-linked agammaglobulinemia, diabetic retinopathy, alopecia, erectile dysfunction, and tuberous sclerosis.