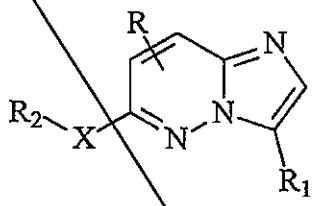
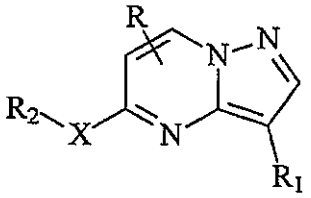
What is claimed is:

1. A compound having a structure according to structure (I) or structure (II) below:



(I)



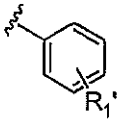
(II)

including stereoisomers, prodrugs and pharmaceutically acceptable salts thereof, where:

X is NH, S, O, SO or SO_2;

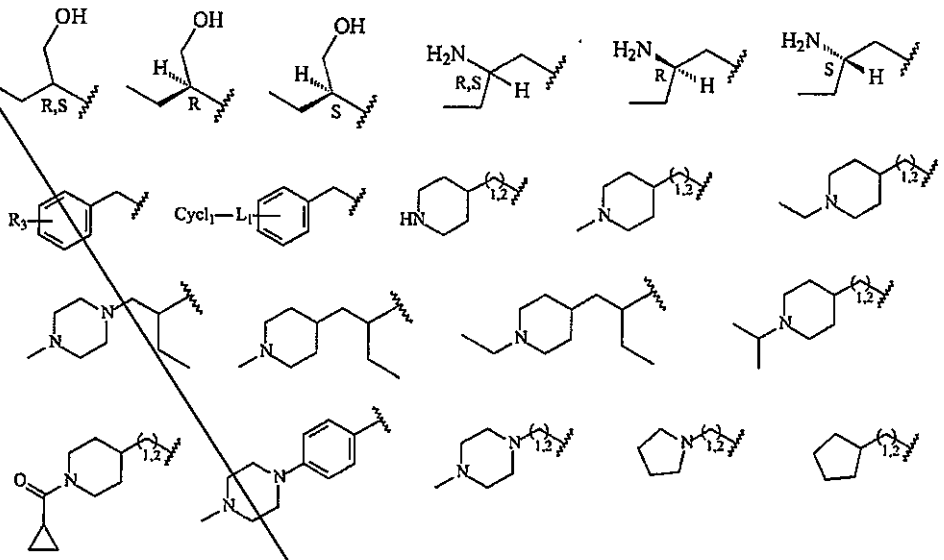
R is H, -OH, halo, alkyl, haloalkyl, alkoxy or haloalkoxy;

R_1 is carbocycle, substituted carbocycle, heterocycle, or substituted heterocycle; or a structure selected from:



where R_1' is a p, o or m substitution with one or more occurrences of halo, $-OCF_3$, $-OCHF_2$, $-CF_3$, $-OCH_3$, $-NH_2$, $-NO_2$, -OH, $-COCH_3$, $-NHSO_2CH_3$ or $-N(CH_3)_2$;

R_2 is $-(CH_2)_n$-cyclopropyl, $-(CH_2)_n$-cyclopentyl, $-(CH_2)_n$-cyclohexyl, $-SO_2-CH_3$, $-SO_2-(CH_2)_nCH_3$, $-(CH_2)_n$-piperonyl, $-(CH_2)_n$-piperidyl, $-(CH_2)_n$-piperazinyl, $-(CH_2)_n$-furyl, $-(CH_2)_n$-thiophene, $-(CH_2)_n$-pyridyl, $-(CH_2)_n$-pyrimidyl, $-(CH_2)_nOCH_3$, $-(CH_2)_nOH$, or $-(CH_2)_nN(CH_3)_2$, where n is 0, 1, 2, 3 or 4 and each of the above moieties are optionally substituted with one or more substituents; or a structure selected from:

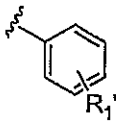


where L_1 is optional and, if present, NH, S, O, SO or SO_2; R_3 is one or more optional substituents; and $Cycl_1$ is a carbocycle, substituted carbocycle, heterocycle or substituted heterocycle.

2. The compound of claim 1 wherein X is NH or O.

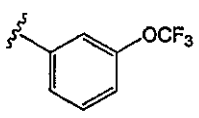
3. The compound of claim 1 wherein R is H.

4. The compound of claim 1 wherein R_1 is:

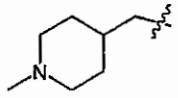


where R_1' is a p, o or m substitution with one or more occurrences of halo, $-OCF_3$ or $-CF_3$.

5. The compound of claim 1 wherein R_1 is:

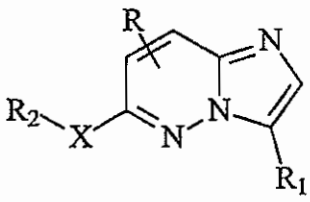


6. The compound of claim 1 wherein R_2 is $-(CH_2)_n$-cyclopentyl, $-(CH_2)_n$-cyclohexyl, $-(CH_2)_nOH$, or $-(CH_2)_n$-piperidyl, where n is 0, 1, 2, 3 or 4 and each of the above moieties are optionally substituted with one or more substituents; or where R_2 is the following structure:

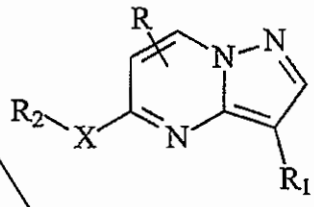


7. The compound of claim 1 wherein R_2 is $-(CH_2)_n$-cyclohexyl, where n is 0, optionally substituted with one or more substituents.

8. A compound having a structure according to structure (I) or structure (II) below:



(I)



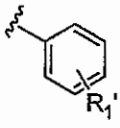
(II)

including stereoisomers, prodrugs and pharmaceutically acceptable salts thereof, where:

X is NH;

R is H;

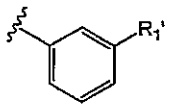
R_1 is:



where R_1' is a p, o or m substitution with one or more occurrences of halo, $-OCF_3$, $-OCHF_2$, $-CF_3$, $-OCH_3$, $-NH_2$, $-NO_2$, -OH, $-COCH_3$, $-NHSO_2CH_3$ or $-N(CH_3)_2$; and

R_2 is $-(CH_2)_n$-cyclohexyl, where n is 0, optionally substituted with one or more substituents.

9. The compound of claim 8 wherein R_1 is:



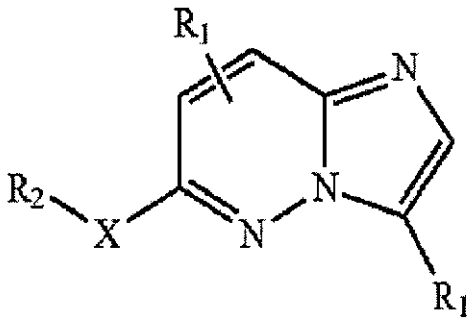
where R_1' is $-OCF_3$, CF_3 or Cl.

10. A composition comprising a compound of any one of claims 1 or 8 in combination with a pharmaceutically acceptable excipient.

11. Use of a compound of claim 1 or 8 in the manufacture of a medicament for treating a Pim-1 kinase-expressing cancer to a subject in need thereof.

We claim:

1. A compound having a structure according to structure (I) below:



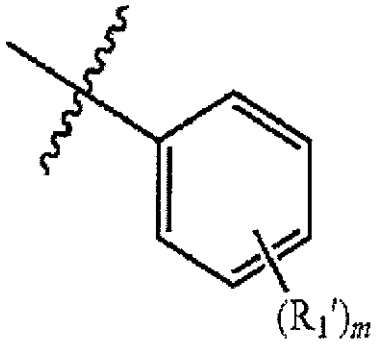
(I)

including stereoisomers, tautomers, prodrugs and pharmaceutically acceptable salts thereof, where:

X is NH, S, O, SO or SO_2;

R is H, —OH, halo, alkyl, haloalkyl, alkoxy or haloalkoxy;

R_1 has the following structure:



where R_1' is $—CF_3$ and m is 1, 2, 3, 4 or 5; and

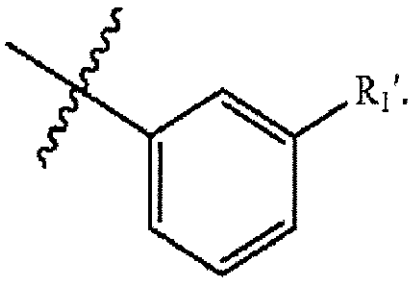
R_2 is $—(CH_2)_n$-cyclopropyl, $—(CH_2)_n$-cyclopentyl or $—(CH_2)_n$-cyclohexyl, where n is 0, 1, 2, 3 or 4, and wherein the $—(CH_2)_n$-cyclopropyl, $—(CH_2)_n$-cyclopentyl and $—(CH_2)_n$-cyclohexyl moieties are each optionally substituted with one or more substituents selected from hydroxyalkyl.

2. The compound of claim **1**, wherein X is NH or O.

3. The compound of claim **1**, wherein R is H.

4. The compound of claim **1**, wherein R_2 is $—(CH_2)_n$-cyclohexyl optionally substituted with one or more hydroxyalkyl.

5. The compound of claim **1**, wherein R_1 is:



where R_1' is CF_3.

6. A composition comprising a compound of claim **1** in combination with a pharmaceutically acceptable excipient.

7. The compound of claim **1**, wherein n is 0.

8. The compound of claim **1**, wherein X is NH.

9. The compound of claim **1**, wherein the $—(CH_2)_n$-cyclopropyl, $—(CH_2)_n$-cyclopentyl or $—(CH_2)_n$-cyclohexyl moiety is substituted with one or more hydroxyalkyl.

10. The compound of claim **5**, wherein R_2 is —$(CH_2)_n$-cyclohexyl optionally substituted with one or more hydroxy-alkyl.

11. The compound of claim **7**, wherein R_2 is —$(CH_2)_n$-cyclohexyl optionally substituted with one or more hydroxy-alkyl.

12. The compound of claim **8**, wherein R_2 is —$(CH_2)_n$-cyclohexyl optionally substituted with one or more hydroxy-alkyl.

13. The compound of claim **4**, wherein R^2 is substituted with hydroxyalkyl.

14. The compound of claim **10**, wherein R^2 is substituted with hydroxyalkyl.

15. The compound of claim **11**, wherein R^2 is substituted with hydroxyalkyl.

16. The compound of claim **12**, wherein R^2 is substituted with hydroxyalkyl.