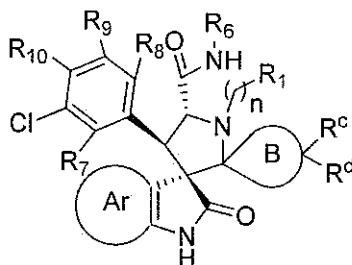
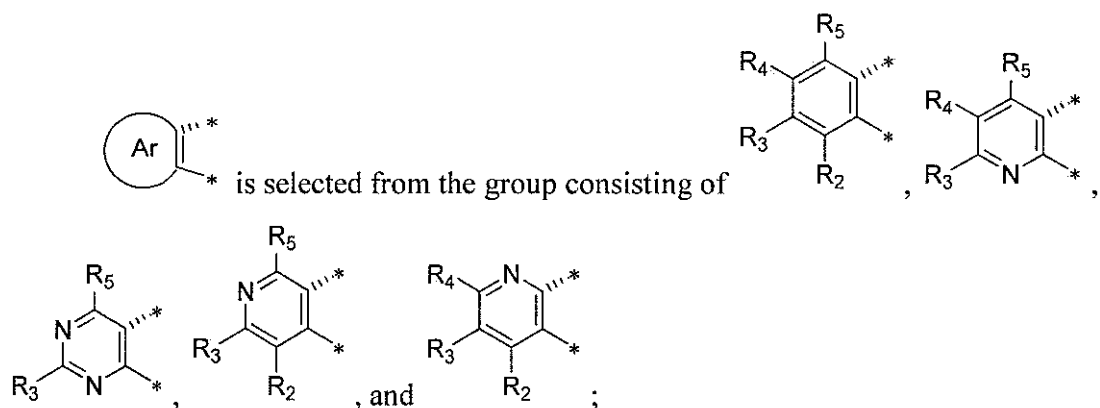


WHAT IS CLAIMED:

1. A compound having the structural formula:



wherein

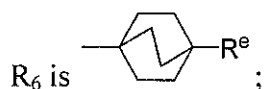


B is a C₄₋₇ carbocyclic ring;

R₁ is H, substituted or unsubstituted C₁₋₄alkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, OR^a, or NR^aR^b;

n is 0, 1, or 2;

R₂, R₃, R₄, R₅, R₇, R₈, R₉, and R₁₀, independently, are selected from the group consisting of H, F, Cl, CH₃, and CF₃;



R^a is hydrogen or substituted or unsubstituted C₁₋₄alkyl;

R^b is hydrogen or substituted or unsubstituted C₁₋₄alkyl;

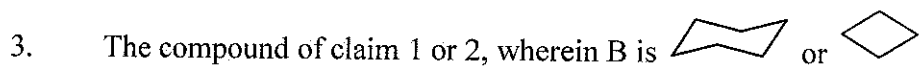
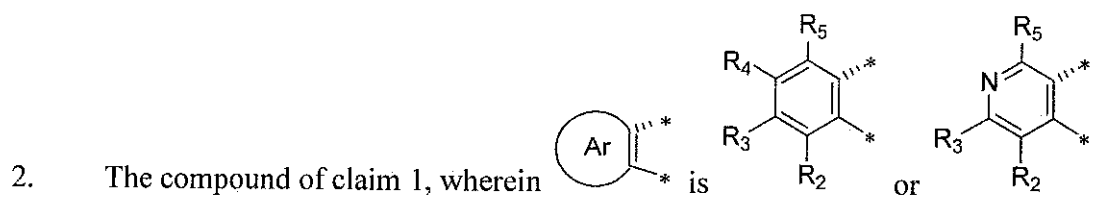
R^c and R^d are substituents on one carbon atom of ring B, wherein

R^c is H, C_{1-3} alkyl, C_{1-3} alkyleneOR^a, OR^a, or halo;

R^d is H, C_{1-3} alkyl, C_{1-3} alkyleneOR^a, OR^a, or halo; and

R^e is $-C(=O)OR^a$, $-C(=O)NR^aR^b$, or $-C(=O)NHSO_2CH_3$, or

a pharmaceutically acceptable salt thereof.



4. The compound of any preceding claim, where n is 0 or 1.

5. The compound of claim 4, wherein R_1 is H or CH_3 .

6. The compound of any preceding claim, wherein $-(CH_2)_n-R_1$ is H, CH_3 , or CH_2CH_3 .

7. The compound of any preceding claim, wherein R_2 is H.

8. The compound of any preceding claim, wherein R_3 is F or Cl.

9. The compound of claim 8, wherein R_3 is chloro.

10. The compound of any preceding claim, wherein R_4 is H.

11. The compound of any preceding claim, wherein R_5 is H.

12. The compound of any preceding claim, wherein R_4 and R_5 are H.

13. The compound of any preceding claim, wherein R_7 is F or Cl.

14. The compound of claim 13, wherein R_7 is fluoro.

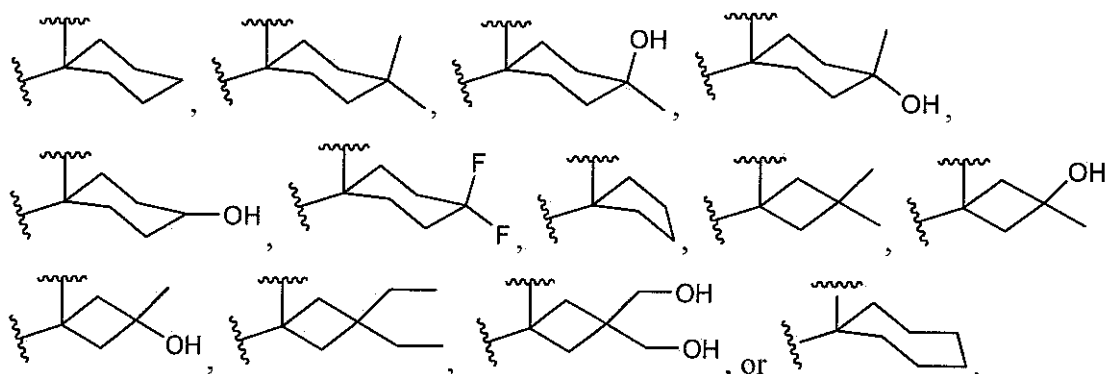
15. The compound of any preceding claim, wherein each of R_8 , R_9 , and R_{10} is H.

16. The compound of any preceding claim, wherein R^a and R^b , individually, are H, CH_3 , or CH_2CH_3 .

17. The compound of any preceding claim, wherein R^c and R^d , individually, are H, halo, OH, CH_3 , CH_2CH_3 , or CH_2OH .

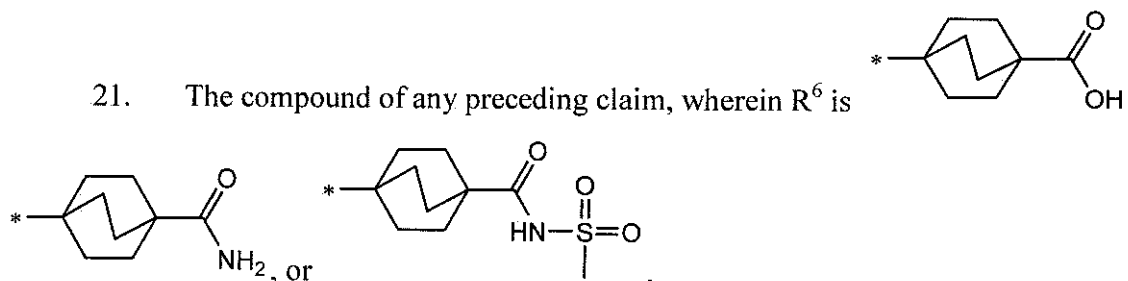
18. The compound of any preceding claim, wherein R^c and R^d are F and F, H and H, OH and CH_3 , OH and H, CH_3 and CH_3 , CH_3 and OH, H and OH, CH_2CH_3 and CH_2CH_3 , or CH_2OH and CH_2OH .

19. The compound of any claim 1 through 16, wherein R^c and R^d taken together with ring B form:

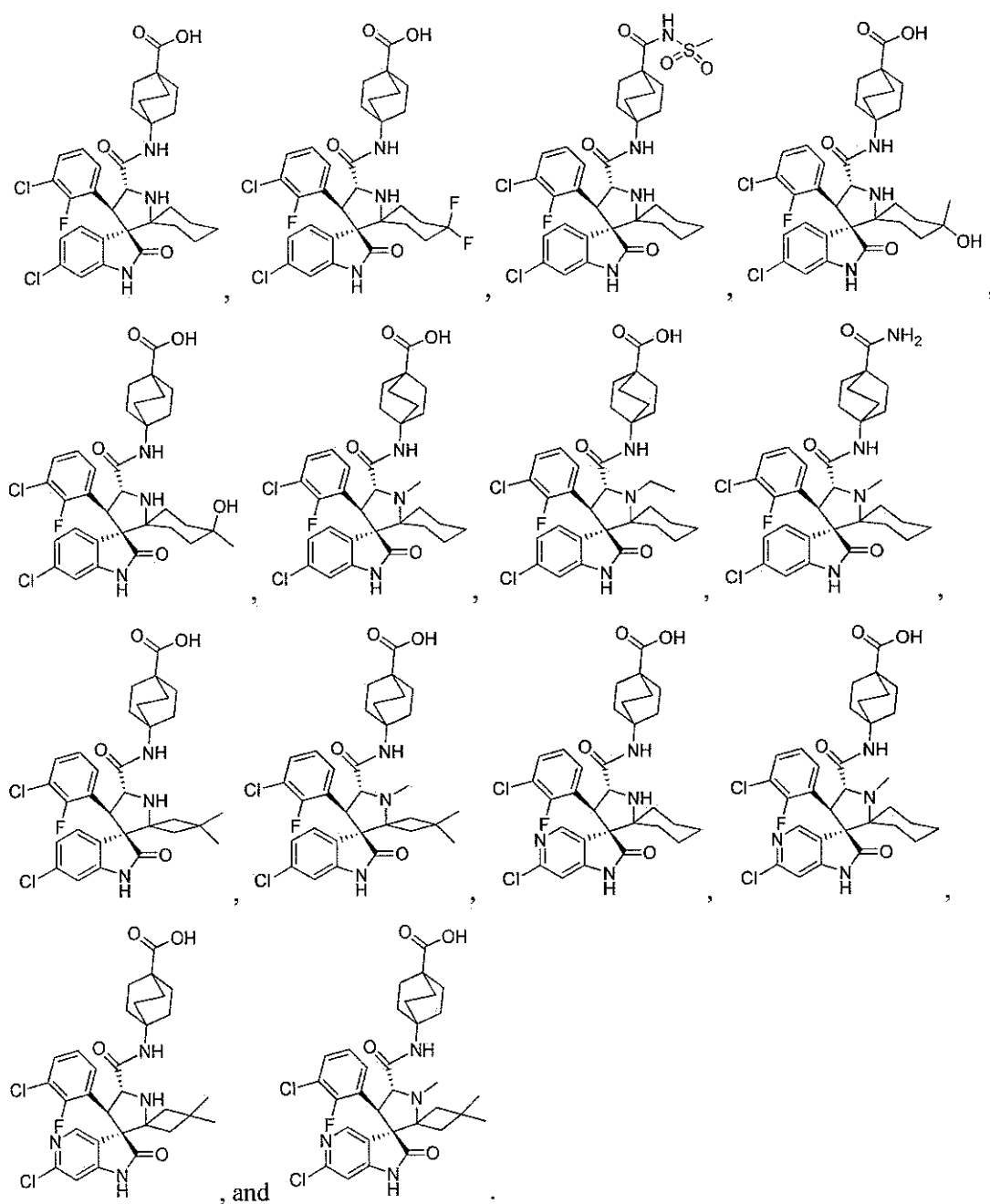


20. The compound of any preceding claim, wherein R^e is $-C(=O)OH$, $-C(=O)NH_2$, or $-C(=O)NHSO_2CH_3$.

21. The compound of any preceding claim, wherein R^6 is

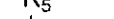


22. A compound selected from the group consisting of:



23. A composition comprising (a) a compound of claim 1, and (b) an excipient and/or pharmaceutically acceptable carrier.

24. The composition of claim 23 further comprising a chemotherapeutic agent useful in the treatment of a hyperproliferative disease.


 is
 
 or

B is  or  ;

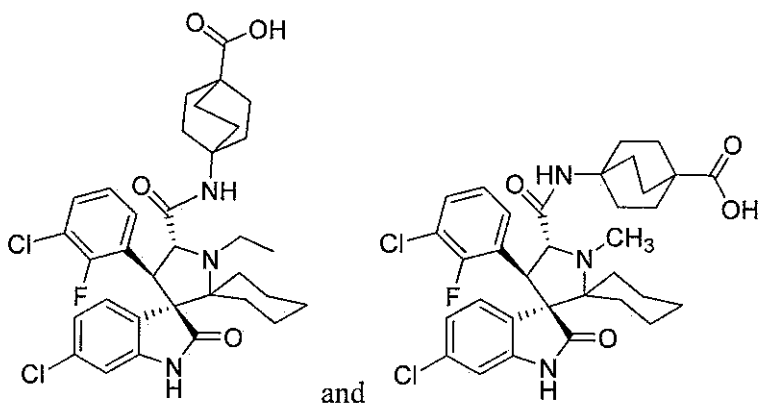
$$-(\text{CH}_2)_n\text{-R}_1 \text{ is H, CH}_3, \text{ or CH}_2\text{CH}_3;$$

R₂, R₃, R₄, R₅, R₈, R₉, and R₁₀, independently, are selected from the group consisting of H, and CH₃;

R_7 is F; and

R_6 is 

26. A compound selected from the group consisting of



27. The use of a compound according to any one of claims 1-26 in the manufacture of a agent for the treatment of a hyperproliferative disease for which a MDM2 inhibitor is indicated.

28. The use of claim 27 wherein the hyperproliferative disease is a cancer.

29. The use of claim 27, wherein the medicament is to be administered with a) a therapeutically effective amount of a second therapeutic agent useful in the treatment of the disease or condition, wherein the disease is a cancer and the second therapeutic agent is one or more

more of a chemotherapeutic agent, or b) the application of a radiation therapy useful in the treatment of the disease or condition, wherein the disease is a cancer.

30. A kit for human pharmaceutical use comprising (a) a container, (b1) a packaged composition comprising a compound as claimed in any one of claims 1 to 26, and, optionally, (b2) a packaged composition comprising a second therapeutic agent useful in the treatment of a disease or condition of interest, and (c) a package insert containing directions for use of the composition or compositions.