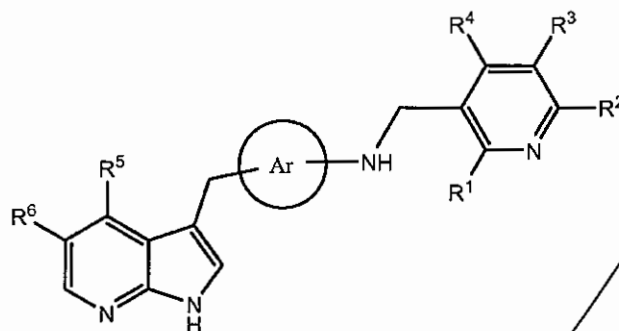


CLAIMS

What is claimed is:

1. A compound having the chemical structure of Formula I',

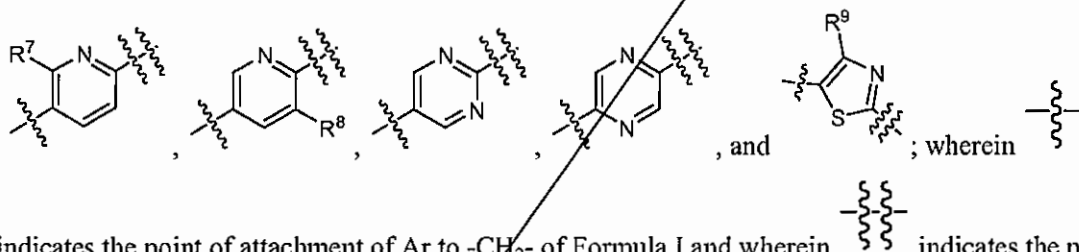


Formula I'

or a salt, a prodrug, a tautomer or a stereoisomer thereof,

wherein:

Ar is selected from the group consisting of:



indicates the point of attachment of Ar to -CH₂- of Formula I and wherein indicates the point of attachment of Ar to -NH- of Formula I;

R¹, R², R³ and R⁴ are each independently selected from the group consisting of -H, halogen, lower alkyl, halogen substituted lower alkyl, halogen substituted lower alkoxy, alkoxy substituted lower alkyl, cycloalkylamino, -CN, -O-R⁴⁰, -S(O)₂-R⁴¹, -S(O)₂-N(H)-R⁴², -N(H)-R⁴², -N(R⁴²)₂, and -N(H)-S(O)₂-R⁴³, provided that at least two of R¹, R², R³ and R⁴ are -H and one of R¹, R², R³ and R⁴ is other than hydrogen, wherein:

R⁴⁰ is lower alkyl, fluoro substituted lower alkyl, methoxy substituted lower alkyl, or cycloalkyl;

R⁴¹, R⁴² and R⁴³ are lower alkyl;

R⁵ is selected from the group consisting of -H, -F, -Cl, -Br, lower alkyl, halogen substituted alkyl, lower alkenyl, lower alkynyl, cycloalkyl, phenyl, pyrazolyl, -CN, -O-R¹⁰, -C(O)-N(H)-R¹¹, -C(O)-O-R¹¹, -S(O)₂-R¹², -S(O)₂-N(H)-R¹¹, -N(H)-C(O)-R¹², and -N(H)-S(O)₂-R¹², wherein pyrazolyl is optionally substituted with lower alkyl or heterocycloalkyl;

R^6 is selected from the group consisting of H, halogen, lower alkyl, halogen substituted alkyl, lower alkenyl, lower alkynyl, cycloalkyl, phenyl, pyrazolyl, -CN, -O- R^{13} , -C(O)-N(H)- R^{14} , -C(O)-O- R^{14} , -S(O)₂- R^{15} , -S(O)₂-N(H)- R^{14} , -N(H)-C(O)- R^{15} , and -N(H)-S(O)₂- R^{15} , wherein pyrazolyl is optionally substituted with lower alkyl or heterocycloalkyl;

R^7 is H, halogen or lower alkyl;

R^8 is H, halogen or lower alkoxy;

R^9 is H or halogen;

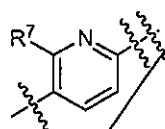
R^{10} and R^{13} are independently -H, lower alkyl, lower alkyl substituted with -O-CH₃, lower alkyl substituted with di-alkylamine, or lower alkyl substituted with heterocycloalkyl;

R^{11} and R^{14} are independently hydrogen or lower alkyl; and

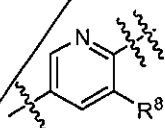
R^{12} and R^{15} are each independently lower alkyl,

with the proviso that the compound is other than those set forth in Table 1.

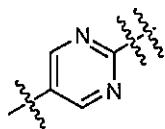
2. The compound of claim 1, wherein Ar is



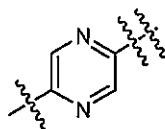
3. The compound of claim 1, wherein Ar is



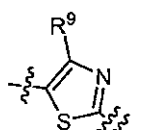
4. The compound of claim 1, wherein Ar is



5. The compound of claim 1, wherein Ar is



6. The compound of claim 1, wherein Ar is



7. The compound of any of claims 1-6, wherein:

- i) R^1 , R^3 and R^4 are H and R^2 is halogen; or
- ii) R^1 , R^2 and R^3 are -H and R^4 is halo substituted lower alkyl; or
- iii) R^1 and R^4 are -H and R^2 is lower alkoxy; or
- iv) R^3 is halogen; or

v) R^2 and R^4 are -H, R^1 is lower alkoxy and R^3 is halogen.

8. The compound of claim 7, wherein

- i) R^1 , R^2 and R^3 are -H and R^4 is CF_3 ; or
- ii) R^1 and R^4 are -H and R^2 is $-OCH_3$; or
- iii) R^3 is F; or
- iv) R^2 and R^4 are -H, R^1 is OCH_3 and R^3 is F.

9. The compound of any of claims 1-8, wherein R^5 is -H, -F, -Cl, -Br, lower alkyl, fluoro substituted lower alkyl, lower alkenyl, lower alkynyl, cycloalkyl, phenyl, pyrazolyl, -CN, $-O-R^{10}$, $-C(O)-N(H)-R^{11}$, $-C(O)-O-R^{11}$, $-S(O)_2-R^{12}$, $-S(O)_2-N(H)-R^{11}$, $-N(H)-C(O)-R^{12}$, and $-N(H)-S(O)_2-R^{12}$, wherein pyrazolyl is optionally substituted with lower alkyl or heterocycloalkyl

10. The compound of any of claims 1-8, wherein R^6 is selected from the group consisting of H, halo, lower alkyl, fluoro substituted lower alkyl, lower alkenyl, lower alkynyl, cycloalkyl, phenyl, pyrazolyl, -CN, $-O-R^{13}$, $-C(O)-N(H)-R^{14}$, $-C(O)-O-R^{14}$, $-S(O)_2-R^{15}$, $-S(O)_2-N(H)-R^{14}$, $-N(H)-C(O)-R^{15}$, and $-N(H)-S(O)_2-R^{15}$, wherein pyrazolyl is optionally substituted with lower alkyl or heterocycloalkyl.

11. The compound of claim 10, wherein R^6 is halo, lower alkyl or fluoro substituted lower alkyl.

12. The compound of any of claims 1, 2 and 7-9, wherein R^7 is H, halogen or lower alkyl.

13. The compound of claim 12, wherein R^7 is H, -F, -Cl, Br or $-CH_3$.

14. The compound of any of claims 1, 3 and 7-9, wherein R^8 is H, halogen or lower alkoxy.

15. The compound of claim 14, wherein R^8 is H, -F, -Cl, Br or $-OCH_3$.

16. The compound of claim 1, 4 and 7-9, wherein R^9 is H or halogen.

17. The compound of claim 16, wherein R^9 is -H or -Cl

18. The compound of claim 1, wherein:

R^1 , R^3 and R^4 are -H, and R^2 is -F, -Cl or -Br; or R^1 , R^2 and R^3 are -H and R^4 is $-CF_3$; or R^1 and R^4 are -H, R^2 is $-O-CH_3$, and R^3 is -F; or R^2 and R^4 are -H, R^1 is $-O-CH_3$, and R^3 is -F;
 R^5 is selected from the group consisting of -H, -F, -Cl, -Br, lower alkyl, fluoro substituted lower alkyl, lower alkenyl, lower alkynyl, cycloalkyl, phenyl, pyrazolyl, -CN, $-O-R^{10}$, $-C(O)-N(H)-R^{11}$, $-C(O)-O-R^{11}$, $-S(O)_2-R^{12}$, $-S(O)_2-N(H)-R^{11}$, $-N(H)-C(O)-R^{12}$, and

-N(H)-S(O)₂-R¹², wherein pyrazolyl is optionally substituted with lower alkyl or heterocycloalkyl;

R⁶ is selected from the group consisting of -H, -F, -Cl, -Br, lower alkyl, fluoro substituted lower alkyl, lower alkenyl, lower alkynyl, cycloalkyl, phenyl, pyrazolyl, -CN, -O-R¹³, -C(O)-N(H)-R¹⁴, -C(O)-O-R¹⁴, -S(O)₂-R¹⁵, -S(O)₂-N(H)-R¹⁴, -N(H)-C(O)-R¹⁵, and -N(H)-S(O)₂-R¹⁵, wherein pyrazolyl is optionally substituted with lower alkyl or heterocycloalkyl;

R⁷ is -H, -F, -Cl, or -CH₃;

R⁸ is -H, -F, -CH₃, or -O-CH₃;

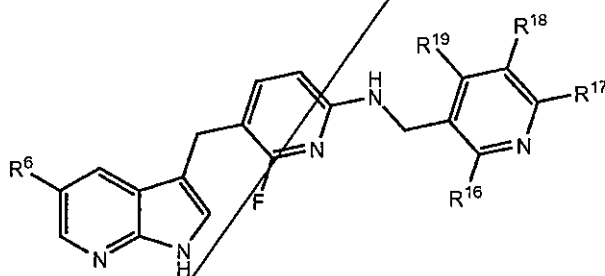
R⁹ is -H or -Cl;

R¹⁰ and R¹³ are independently -H, lower alkyl, lower alkyl substituted with -O-CH₃, lower alkyl substituted with di-alkylamine, or lower alkyl substituted with heterocycloalkyl;

R¹¹ and R¹⁴ are independently hydrogen or lower alkyl; and

R¹² and R¹⁵ are each independently lower alkyl.

19. The compound of claim 1, having Formula II':



Formula II'

or a salt, a prodrug, a tautomer or a stereoisomer thereof,

wherein:

R¹⁶, R¹⁷, R¹⁸ and R¹⁹ are each independently selected from the group consisting of H, halogen, lower alkyl, lower alkoxy, halo substituted lower alkyl, alkoxy substituted lower alkyl, cycloalkylamino, -CN, -O-R²⁰, -S(O)₂-R²¹, -S(O)₂-N(H)-R²², -N(H)-R²², -N(R²²)₂, and -N(H)-S(O)₂-R²³, provided that at least two of R¹⁶, R¹⁷, R¹⁸ and R¹⁹ are -H;

R²⁰ is lower alkyl, fluoro substituted lower alkyl, methoxy substituted lower alkyl, or cycloalkyl;

R²¹ is lower alkyl;

R²² is lower alkyl; and

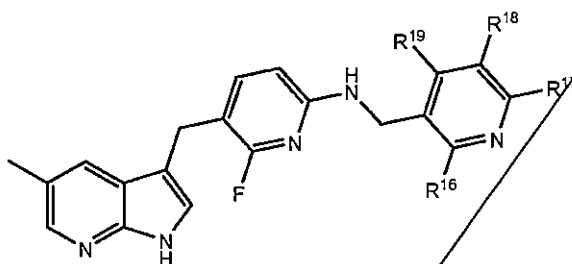
R²³ is lower alkyl.

20. The compound of claim 19, wherein R⁶ is selected from the group consisting of halogen, lower alkyl, fluoro substituted lower alkyl, lower alkenyl, lower alkynyl, cycloalkyl, phenyl, pyrazolyl, -CN, -O-R¹³, -C(O)-N(H)-R¹⁴, -C(O)-O-R¹⁴, -S(O)₂-R¹⁵, -S(O)₂-N(H)-R¹⁴,

-N(H)-C(O)-R¹⁵, and -N(H)-S(O)₂-R¹⁵, wherein pyrazolyl is optionally substituted with lower alkyl or heterocycloalkyl.

21. The compound of claim 20, wherein R⁶ is F, Cl, Br, lower alkyl, fluoro substituted lower alkyl, lower alkenyl, -CN, -C(O)-N(H)-R¹⁴, -N(H)-C(O)-R¹⁵, -C(O)-O-R¹⁴, -S(O)₂-R¹⁵, -S(O)₂-N(H)-R¹⁴ or -N(H)-S(O)₂-R¹⁵.

22. The compound of claim 19, having Formula II:

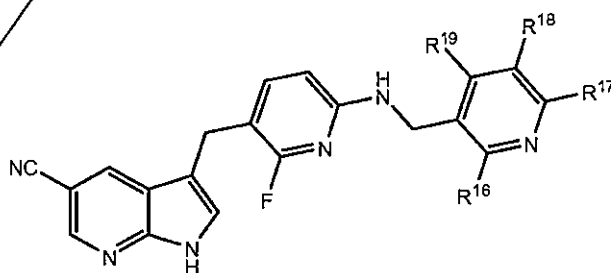


Formula II.

23. The compound of any of claims 19-22, wherein R¹⁶, R¹⁷, R¹⁸ and R¹⁹ are each independently selected from the group consisting of -H, -F, -Cl, -Br, lower alkyl, fluoro substituted lower alkyl, methoxy substituted lower alkyl, cycloalkylamino, -CN, -O-R²⁰, -S(O)₂-R²¹, -S(O)₂-N(H)-R²², -N(H)-R²², -N(R²²)₂, and -N(H)-S(O)₂-R²³.

24. The compound of any of claims 23, wherein R¹⁶, R¹⁷, R¹⁸ and R¹⁹ are each independently selected from H, halogen, lower alkyl, lower alkoxy, halo substituted lower alkyl, -OR²⁰, or alkoxy substituted lower alkyl.

25. The compound of claim 19, having Formula IIa:



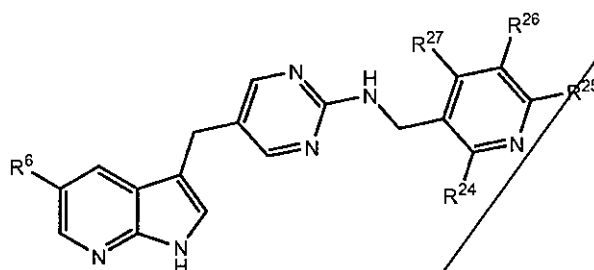
Formula IIa.

26. The compound of claim 25, wherein R¹⁶, R¹⁷, R¹⁸ and R¹⁹ are each independently selected from the group consisting of -H, -F, -Cl, -Br, lower alkyl, fluoro substituted lower alkyl,

methoxy substituted lower alkyl, cycloalkylamino, -CN, -O-R²⁰, -S(O)₂-R²¹, -S(O)₂-N(H)-R²², -N(H)-R²², -N(R²³)₂, and -N(H)-S(O)₂-R²³.

27. The compound of claim 26, wherein R¹⁶, R¹⁷, R¹⁸ and R¹⁹ are each independently selected from H, halogen, lower alkyl, lower alkoxy, halo substituted lower alkyl, -OR²⁰, or alkoxy substituted lower alkyl.

28. The compound of claim 1, having Formula III':



Formula III'

or a salt, a prodrug, a tautomer or a stereoisomer thereof,

wherein:

R²⁴, R²⁵, R²⁶ and R²⁷ are each independently selected from the group consisting of -H, halogen, lower alkyl, lower alkoxy, halo substituted lower alkyl, lower alkoxy, alkoxy substituted lower alkyl, cycloalkylamino, -CN, -O-R²⁸, -S(O)₂-R²⁹, -S(O)₂-N(H)-R³⁰, -N(H)-R³⁰, -N(R³⁰)₂, and -N(H)-S(O)₂-R³¹, provided that at least two of R²⁴, R²⁵, R²⁶ and R²⁷ are -H;

R²⁸ is lower alkyl, fluoro substituted lower alkyl, methoxy substituted lower alkyl, or cycloalkyl;

R²⁹ is lower alkyl;

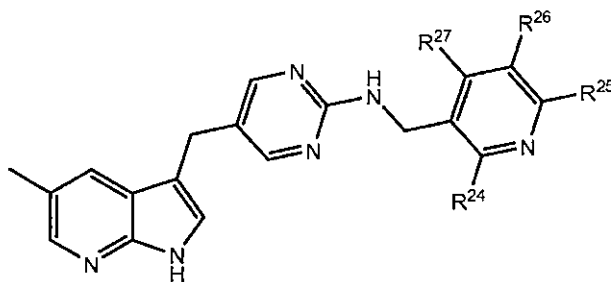
R³⁰ is lower alkyl; and

R³¹ is lower alkyl.

29. The compound of claim 28, wherein R⁶ is selected from the group consisting of halogen, lower alkyl, fluoro substituted lower alkyl, lower alkenyl, lower alkynyl, cycloalkyl, phenyl, pyrazolyl, -CN, -O-R¹³, -C(O)-N(H)-R¹⁴, -C(O)-O-R¹⁴, -S(O)₂-R¹⁵, -S(O)₂-N(H)-R¹⁴, -N(H)-C(O)-R¹⁵, and -N(H)-S(O)₂-R¹⁵, wherein pyrazolyl is optionally substituted with lower alkyl or heterocycloalkyl.

30. The compound of claim 29, wherein R⁶ is F, Cl, Br, lower alkyl, fluoro substituted lower alkyl, lower alkenyl, -CN, -C(O)-N(H)-R¹⁴, -N(H)-C(O)-R¹⁵, -C(O)-O-R¹⁴, -S(O)₂-R¹⁵, -S(O)₂-N(H)-R¹⁴ or -N(H)-S(O)₂-R¹⁵.

31. The compound of claim 28, having Formula III:



Formula III.

32. The compound of any of claims 28-31, wherein R^{24} , R^{25} , R^{26} and R^{27} are each independently selected from the group consisting of -H, -F, -Cl, -Br, lower alkyl, fluoro substituted lower alkyl, lower alkoxy, methoxy substituted lower alkyl, cycloalkylamino, -CN, -O- R^{20} , -S(O)₂- R^{21} , -S(O)₂-N(H)- R^{22} , -N(H)- R^{22} , -N(R^{22})₂ and -N(H)-S(O)₂- R^{23} .
33. The compound of claim 32, wherein R^{24} , R^{25} , R^{26} and R^{27} are each independently selected from H, halogen, lower alkyl, lower alkoxy, halo substituted lower alkyl, -OR²⁰, or alkoxy substituted lower alkyl.
34. A compound selected from the group consisting of:
 [5-(5-Chloro-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-(2,6-dimethoxy-pyridin-3-ylmethyl)-amine (**P-1496**),
 [6-Fluoro-5-(5-fluoro-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-(6-methoxy-pyridin-3-ylmethyl)-amine (**P-1622**),
 N-(3-{2-Fluoro-6-[(5-fluoro-2-methoxy-pyridin-3-ylmethyl)-amino]-pyridin-3-ylmethyl}-1H-pyrrolo[2,3-b]pyridin-5-yl)-acetamide (**P-1669**),
 N-(3-{6-[(6-Chloro-pyridin-3-ylmethyl)-amino]-2-fluoro-pyridin-3-ylmethyl}-1H-pyrrolo[2,3-b]pyridin-5-yl)-methanesulfonamide (**P-1679**),
 [5-(5-Chloro-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-6-fluoro-pyridin-2-yl]-(5-fluoro-pyridin-3-ylmethyl)-amine (**P-2001**),
 [6-Fluoro-5-(5-methoxy-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-(5-fluoro-pyridin-3-ylmethyl)-amine (**P-2028**),
 [6-Fluoro-5-(5-methyl-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-(6-methoxy-pyridin-3-ylmethyl)-amine (**P-2029**),
 [6-Fluoro-5-(5-methoxy-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-(6-methoxy-pyridin-3-ylmethyl)-amine (**P-2030**),
 [5-(5-Chloro-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyrimidin-2-yl]-(6-methoxy-pyridin-3-ylmethyl)-amine (**P-2038**),
 [6-Fluoro-5-(5-methoxy-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-(2-methoxy-

pyridin-3-ylmethyl)-amine (**P-2043**),
[6-Fluoro-5-(1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-(2-methoxy-pyridin-3-ylmethyl)-amine (**P-2045**),
(5-Fluoro-6-methoxy-pyridin-3-ylmethyl)-[6-fluoro-5-(5-methyl-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-amine (**P-2048**),
(5-Fluoro-2-methoxy-pyridin-3-ylmethyl)-[6-fluoro-5-(5-methyl-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-amine (**P-2049**),
[6-Fluoro-5-(5-methyl-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-(2-methoxy-pyridin-3-ylmethyl)-amine (**P-2052**),
(6-Methoxy-pyridin-3-ylmethyl)-[5-(5-methyl-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyrimidin-2-yl]-amine (**P-2057**),
(5-Fluoro-2-methoxy-pyridin-3-ylmethyl)-[5-(5-methyl-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyrimidin-2-yl]-amine (**P-2061**),
[6-Fluoro-5-(5-methyl-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-(4-trifluoromethyl-pyridin-3-ylmethyl)-amine (**P-2062**),
[5-(5-Chloro-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-(4-trifluoromethyl-pyridin-3-ylmethyl)-amine (**P-2063**),
[5-(5-Chloro-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyrimidin-2-yl]-(5-fluoro-2-methoxy-pyridin-3-ylmethyl)-amine (**P-2064**),
[6-Fluoro-5-(5-methyl-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-(2-methyl-pyridin-4-ylmethyl)-amine (**P-2067**),
[5-(5-Methyl-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-(4-trifluoromethyl-pyridin-3-ylmethyl)-amine (**P-2070**),
(5-Fluoro-2-methoxy-pyridin-4-ylmethyl)-[6-fluoro-5-(5-methyl-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-amine (**P-2071**),
(5-Fluoro-6-methoxy-pyridin-3-ylmethyl)-[5-(5-methyl-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyrimidin-2-yl]-amine (**P-2073**),
[5-(5-Chloro-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-6-fluoro-pyridin-2-yl]-(2-methyl-pyridin-4-ylmethyl)-amine (**P-2075**),
(6-Chloro-pyridin-3-ylmethyl)-[5-(5-methyl-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyrimidin-2-yl]-amine (**P-2078**),
(6-Chloro-pyridin-3-ylmethyl)-[6-fluoro-5-(5-methyl-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-amine (**P-2088**),
(2,6-Dimethoxy-pyridin-3-ylmethyl)-[6-fluoro-5-(5-methyl-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-amine (**P-2097**),
[6-Fluoro-5-(5-methyl-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-(2-fluoro-pyridin-3-ylmethyl)-amine (**P-2103**),

[6-Fluoro-5-(5-methyl-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-(2-fluoro-pyridin-4-ylmethyl)-amine (**P-2118**),
(2-Methoxy-pyridin-3-ylmethyl)-[5-(5-methyl-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyrimidin-2-yl]-amine (**P-2139**),
3-{[5-(5-Chloro-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyrimidin-2-ylamino]-methyl}-5-fluoro-1-methyl-1H-pyridin-2-one (**P-2157**),
[5-(5-Chloro-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-6-fluoro-pyridin-2-yl]-(5-fluoro-6-methoxy-pyridin-3-ylmethyl)-amine (**P-2165**),
[5-(5-Chloro-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyrimidin-2-yl]-(5-fluoro-pyridin-3-ylmethyl)-amine (**P-2176**),
3-{2-Fluoro-6-[(5-fluoro-2-methoxy-pyridin-3-ylmethyl)-amino]-pyridin-3-ylmethyl}-1H-pyrrolo[2,3-b]pyridine-5-carbonitrile (**P-2193**),
5-[(5-bromo-1H-pyrrolo[2,3-b]pyridin-3-yl)methyl]-6-fluoro-N-[(5-fluoro-6-methoxy-3-pyridyl)methyl]pyridin-2-amine (**P-2203**),
3-[[2-fluoro-6-[(5-fluoro-6-methoxy-3-pyridyl)methylamino]-3-pyridyl)methyl]-1H-pyrrolo[2,3-b]pyridine-5-carbonitrile (**P-2204**),
6-chloro-N-[(5-fluoro-2-methoxy-3-pyridyl)methyl]-5-[(5-methyl-1H-pyrrolo[2,3-b]pyridin-3-yl)methyl]pyridin-2-amine (**P-2205**),
6-fluoro-N-[(5-fluoro-6-methoxy-3-pyridyl)methyl]-5-[[5-(trifluoromethyl)-1H-pyrrolo[2,3-b]pyridin-3-yl)methyl]pyridin-2-amine (**P-2206**) and
a salt, prodrug, tautomer, or stereoisomer thereof.

35. A compound selected from the group consisting of:

(6-Methoxy-pyridin-3-ylmethyl)-[3-methyl-5-(5-methyl-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-amine (**P-1554**),
[3-Fluoro-5-(5-methyl-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-(6-methoxy-pyridin-3-ylmethyl)-amine (**P-1562**),
(6-Chloro-pyridin-3-ylmethyl)-[5-(5-chloro-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-amine (**P-2003**),
[5-(5-Chloro-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-(6-fluoro-pyridin-3-ylmethyl)-amine (**P-2004**),
[5-(5-Chloro-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyrimidin-2-yl]-(3,4-difluoro-benzyl)-amine (**P-2008**),
[5-(5-Chloro-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyrimidin-2-yl]-(3-methyl-benzyl)-amine (**P-2013**),
[5-(5-Methyl-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-(6-trifluoromethyl-pyridin-3-ylmethyl)-amine (**P-2019**),

[6-Fluoro-5-(5-methyl-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-(6-trifluoromethyl-pyridin-3-ylmethyl)-amine (**P-2031**),
(4-Chloro-benzyl)-[6-fluoro-5-(5-methoxy-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-amine (**P-2032**),
(4-Chloro-benzyl)-[6-fluoro-5-(4-methoxy-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-amine (**P-2037**),
(6-Methyl-pyridin-2-ylmethyl)-[5-(5-methyl-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyrimidin-2-yl]-amine (**P-2079**),
[5-(5-Methyl-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyrimidin-2-yl]-(6-morpholin-4-yl-pyridin-2-ylmethyl)-amine (**P-2081**),
[5-(5-Methyl-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyrimidin-2-yl]-(6-pyrrolidin-1-yl-pyridin-2-ylmethyl)-amine (**P-2082**),
[6-Fluoro-5-(5-methyl-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-(5-methyl-pyridin-2-ylmethyl)-amine (**P-2131**),
[3-Fluoro-5-(5-methyl-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-(6-trifluoromethyl-pyridin-3-ylmethyl)-amine (**P-2146**),
[3-Fluoro-5-(5-methoxy-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-(6-trifluoromethyl-pyridin-3-ylmethyl)-amine (**P-2147**),
(2-Cyclopentyloxy-pyridin-3-ylmethyl)-[5-(5-methyl-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyrimidin-2-yl]-amine (**P-2148**),
[5-(5-Chloro-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-thiazol-2-yl]-(6-methoxy-pyridin-3-ylmethyl)-amine (**P-2154**),
[5-(5-Chloro-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-thiazol-2-yl]-(6-methoxy-pyridin-2-ylmethyl)-amine (**P-2163**),
[5-(5-Chloro-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-3-fluoro-pyridin-2-yl]-(6-trifluoromethyl-pyridin-3-ylmethyl)-amine (**P-2172**),
Ethanesulfonic acid (2-{{6-fluoro-5-(5-methyl-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-ylamino}-methyl}-phenyl)-amide (**P-2198**),
Ethanesulfonic acid (3-fluoro-5-{{6-fluoro-5-(5-methyl-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-ylamino}-methyl}-phenyl)-amide (**P-2202**), and
any salt, prodrug, tautomer, or stereoisomer thereof.

36. A compound selected from the group consisting of:

(6-Trifluoromethyl-pyridin-3-ylmethyl)-[5-(5-trifluoromethyl-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-amine (**P-1644**),
(5-Fluoro-6-methoxy-pyridin-3-ylmethyl)-[6-fluoro-5-(5-trifluoromethyl-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-amine (**P-1646**),

[5-(5-Cyclopropyl-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-(6-trifluoromethyl-pyridin-3-ylmethyl)-amine (**P-1667**),
(6-Chloro-pyridin-3-ylmethyl)-[5-(5-chloro-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-amine (**P-2003**),
[5-(5-Chloro-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-(6-fluoro-pyridin-3-ylmethyl)-amine (**P-2004**),
[5-(5-Chloro-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyrimidin-2-yl]-(3-fluoro-5-trifluoromethyl-benzyl)-amine (**P-2009**),
[5-(5-Methyl-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-(6-trifluoromethyl-pyridin-3-ylmethyl)-amine (**P-2019**),
[6-Fluoro-5-(5-methyl-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-(6-methoxy-pyridin-3-ylmethyl)-amine (**P-2029**),
[6-Fluoro-5-(5-methoxy-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-(6-methoxy-pyridin-3-ylmethyl)-amine (**P-2030**),
[6-Fluoro-5-(5-methyl-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-(6-trifluoromethyl-pyridin-3-ylmethyl)-amine (**P-2031**),
(4-Chloro-benzyl)-[6-fluoro-5-(5-methoxy-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-amine (**P-2032**),
(2-Chloro-benzyl)-[6-fluoro-5-(5-methoxy-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-amine (**P-2034**),
(4-Chloro-benzyl)-[6-fluoro-5-(4-methoxy-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-amine (**P-2037**),
[5-(5-Chloro-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyrimidin-2-yl]-(6-methoxy-pyridin-3-ylmethyl)-amine (**P-2038**),
(5-Fluoro-6-methoxy-pyridin-3-ylmethyl)-[6-fluoro-5-(5-methoxy-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-amine (**P-2040**),
(5-Fluoro-6-methoxy-pyridin-3-ylmethyl)-[6-fluoro-5-(1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-amine (**P-2041**),
(5-Chloro-pyridin-2-ylmethyl)-[6-fluoro-5-(1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-amine (**P-2044**),
(5-Chloro-pyridin-2-ylmethyl)-[6-fluoro-5-(5-methyl-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-amine (**P-2047**),
(5-Fluoro-6-methoxy-pyridin-3-ylmethyl)-[6-fluoro-5-(5-methyl-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-amine (**P-2048**),
(4-Chloro-benzyl)-[6-fluoro-5-(5-methyl-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-amine (**P-2050**),
(6-Methoxy-pyridin-3-ylmethyl)-[5-(5-methyl-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-

pyrimidin-2-yl]-amine (**P-2057**),
[5-(5-Chloro-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-6-fluoro-pyridin-2-yl]-(5-fluoro-6-methoxy-pyridin-3-ylmethyl)-amine (**P-2165**), and
any salt, prodrug, tautomer, or stereoisomer thereof.

37. A composition comprising a compound of any of claims 1-36 and a pharmaceutically acceptable excipient or carrier.

38. A kit comprising a compound of any of claims 1-36 or a composition of claim 37.

39. A compound of any of claims 1-36 for use as a medicament.

40. A method for treating a subject suffering from or at risk of a disease or condition, said method comprising administering to the subject in need thereof an effective amount of a compound of any of claims 1-36, wherein the disease or condition is selected from the group consisting of multiple sclerosis, glioblastoma, Alzheimer's disease, Parkinson's disease, rheumatoid arthritis, osteoarthritis, atherosclerosis, systemic lupus erythematosus, glomerulonephritis, interstitial nephritis, Lupus nephritis, tubular necrosis, diabetic nephropathy, and renal hypertrophy, metastatic breast cancer, prostate cancer, multiple myeloma, melanoma, acute myeloid leukemia, brain metastases, neurofibromatosis, gastrointestinal stromal tumors and acute myeloid leukemia.

41. The method of claim 40, wherein the disease or condition is selected from the group consisting of multiple sclerosis, glioblastoma, Alzheimer's disease, Parkinson's disease, rheumatoid arthritis, osteoarthritis, atherosclerosis, systemic lupus erythematosus, glomerulonephritis, interstitial nephritis, Lupus nephritis, tubular necrosis, diabetic nephropathy, and renal hypertrophy.

42. The method of claim 40, wherein the disease or condition is selected from the group consisting of metastatic breast cancer, prostate cancer, multiple myeloma, melanoma, acute myeloid leukemia, brain metastases, neurofibromatosis, gastrointestinal stromal tumors, rheumatoid arthritis, and multiple sclerosis.

43. The method of claim 40, wherein the disease or condition is acute myeloid leukemia.

44. A method for treating a subject suffering from or at risk of a disease or condition, said method comprising administering to the subject in need thereof an effective amount of a compound of claim 34, wherein the disease or condition is selected from the group consisting of multiple sclerosis, glioblastoma, Alzheimer's disease, Parkinson's disease, rheumatoid arthritis, osteoarthritis, atherosclerosis, systemic lupus erythematosus, glomerulonephritis,

interstitial nephritis, Lupus nephritis, tubular necrosis, diabetic nephropathy, and renal hypertrophy.

45. A method of for treating a subject suffering from or at risk of a disease or condition, said method comprising administering to the subject in need thereof an effective amount of a compound of claim 35, wherein the disease or condition is selected from the group consisting of metastatic breast cancer, prostate cancer, multiple myeloma, melanoma, acute myeloid leukemia, brain metastases, neurofibromatosis, gastrointestinal stromal tumors, rheumatoid arthritis, and multiple sclerosis.

46. A method of for treating a subject suffering from or at risk of a disease or condition, said method comprising administering to the subject in need thereof an effective amount of a compound of claim 36, wherein the disease or condition is acute myeloid leukemia.

47. A pharmaceutical composition comprising a compound of any of claims 1-36 and another drug, wherein the other drug is selected from:

i) an alkylating agent selected from adozelesin, altretamine, bizelesin, busulfan, carboplatin, carboquone, carmustine, chlorambucil, cisplatin, cyclophosphamide, dacarbazine, estramustine, fotemustine, hepsulfam, ifosfamide, improsulfan, irofulven, lomustine, mechlorethamine, melphalan, oxaliplatin, piposulfan, semustine, streptozocin, temozolomide, thiotepa, and treosulfan;

ii) an antibiotic selected from bleomycin, dactinomycin, daunorubicin, doxorubicin, epirubicin, idarubicin, menogaril, mitomycin, mitoxantrone, neocarzinostatin, pentostatin, and plicamycin; an antimetabolite, including, but not limited to, azacitidine, capecitabine, cladribine, clofarabine, cytarabine, decitabine, floxuridine, fludarabine, 5-fluorouracil, florafur, gemcitabine, hydroxyurea, mercaptopurine, methotrexate, nelarabine, pemetrexed, raltitrexed, thioguanine, and trimetrexate;

iii) an immunotherapy agent selected from alemtuzumab, bevacizumab, cetuximab, galiximab, gemtuzumab, panitumumab, pertuzumab, rituximab, tositumomab, trastuzumab, and 90 Y ibritumomab tiuxetan; a hormone or hormone antagonist, including, but not limited to, anastrozole, androgens, buserelin, diethylstilbestrol, exemestane, flutamide, fulvestrant, goserelin, idoxifene, letrozole, leuprolide, magestrol, raloxifene, tamoxifen, and toremifene;

iv) a taxan selected from DJ-927, docetaxel, TPI 287, paclitaxel and DHA-paclitaxel;

v) a retinoid selected from alitretinoin, bexarotene, fenretinide, isotretinoin, and tretinoin;

vi) an alkaloid selected from etoposide, homoharringtonine, teniposide, vinblastine, vincristine, vindesine, and vinorelbine;

vii) an antiangiogenic agent selected from AE-941 (GW786034, Neovastat), ABT-510, 2-methoxyestradiol, lenalidomide, and thalidomide;

viii) a topoisomerase inhibitor selected from amsacrine, edotecarin, exatecan, irinotecan (also active metabolite SN-38 (7-ethyl-10-hydroxy-camptothecin)), rubitecan, topotecan, and 9-aminocamptothecin;

ix) a kinase inhibitor selected from erlotinib, gefitinib, flavopiridol, imatinib mesylate, lapatinib, sorafenib, sunitinib malate, AEE-788, AG-013736, AMG 706, AMN107, BMS-354825, BMS-599626, UCN-01 (7-hydroxystaurosporine), and vatalanib;

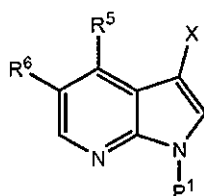
x) a targeted signal transduction inhibitor selected from bortezomib, geldanamycin, and rapamycin;

xi) a biological response modifier selected from imiquimod, interferon- α , and interleukin-2; and

xii) a chemotherapeutic agent selected from 3-AP (3-amino-2-carboxyaldehyde thiosemicarbazone), altrasentan, aminoglutethimide, anagrelide, asparaginase, bryostatin-1, cilengitide, elesclomol, eribulin mesylate (E7389), ixabepilone, lonidamine, masoprocol, mitoguanazone, oblimersen, sulindac, testolactone, tazofurin, mTOR inhibitors (e.g. temsirolimus, everolimus, deforolimus), PI3K inhibitors (e.g. BEZ235, GDC-0941, XL147, XL765), Cdk4 inhibitors (e.g. PD-332991), Akt inhibitors, Hsp90 inhibitors (e.g. tanespimycin) and farnesyltransferase inhibitors (e.g. tipifarnib).

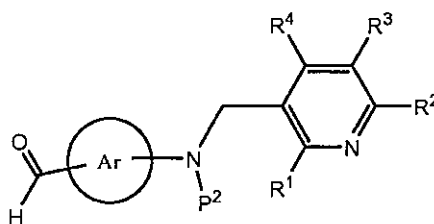
48. A method for preparing a compound of Formula I according to claim 1, said method comprising:

contacting a compound of Formula IV:



Formula IV

with a compound of Formula V:



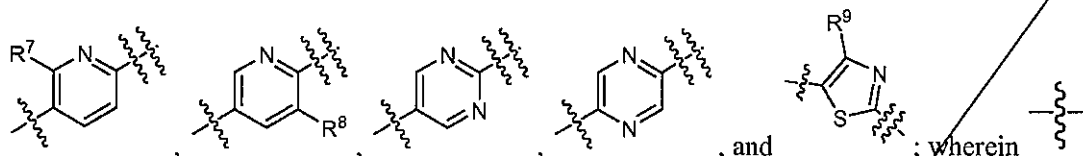
Formula V

under conditions sufficient to form the compound of Formula I, wherein:

P¹ and P² are each independently an amino protecting group;

X is H or halogen;

Ar is selected from the group consisting of:



indicates the point of attachment of Ar to -CH₂- of Formula I and wherein  indicates the point of attachment of Ar to -NH- of Formula I;

R¹, R², R³ and R⁴ are each independently selected from the group consisting of -H, lower alkyl, halogen substituted lower alkyl, alkoxy substituted lower alkyl, cycloalkylamino, -CN, -O-R⁴⁰, -S(O)₂-R⁴¹, -S(O)₂-N(H)-R⁴², -N(H)-R⁴², -N(R⁴²)₂, and -N(H)-S(O)₂-R⁴³, provided that at least two of R¹, R², R³ and R⁴ are -H and one of R¹, R², R³ and R⁴ is other than hydrogen, wherein:

R⁴⁰ is lower alkyl, fluoro substituted lower alkyl, methoxy substituted lower alkyl, or cycloalkyl;

R⁴¹, R⁴² and R⁴³ are lower alkyl;

R⁵ is selected from the group consisting of -H, -F, -Cl, -Br, lower alkyl, halogen substituted alkyl, lower alkenyl, lower alkynyl, cycloalkyl, phenyl, pyrazolyl, -CN, -O-R¹⁰, -C(O)-N(H)-R¹¹, -C(O)-O-R¹¹, -S(O)₂-R¹², -S(O)₂-N(H)-R¹¹, -N(H)-C(O)-R¹², and -N(H)-S(O)₂-R¹², wherein pyrazolyl is optionally substituted with lower alkyl or heterocycloalkyl;

R⁶ is selected from the group consisting of H, halogen, lower alkyl, halogen substituted alkyl, lower alkenyl, lower alkynyl, cycloalkyl, phenyl, pyrazolyl, -CN, -O-R¹³, -C(O)-N(H)-R¹⁴, -C(O)-O-R¹⁴, -S(O)₂-R¹⁵, -S(O)₂-N(H)-R¹⁴, -N(H)-C(O)-R¹⁵, and -N(H)-S(O)₂-R¹⁵, wherein pyrazolyl is optionally substituted with lower alkyl or heterocycloalkyl;

R⁷ is H, halogen or lower alkyl;

R⁸ is H, halogen, lower alkyl or lower alkoxy;

R⁹ is H or halogen;

R¹⁰ and R¹³ are independently -H, lower alkyl, lower alkyl substituted with -O-CH₃, lower alkyl substituted with di-alkylamine, or lower alkyl substituted with heterocycloalkyl;

R¹¹ and R¹⁴ are independently hydrogen or lower alkyl; and

R¹² and R¹⁵ are each independently lower alkyl.

49. Use of a compound of claim 34 to selectively modulate the activity of Fms kinase.

50. Use of a compound of claim 35 to modulate the activity of Fms/Kit kinases.
51. Use of a compound of claim 36 to modulate the activity of Fms/Flt kinases.
52. A composition comprising a compound of any of claims 34-36 and a pharmaceutically acceptable excipient or carrier.

CLAIMS

What is claimed is:

1. An invention not claimed in any divisional application.