

CYTOTOXIC BENZODIAZEPINE DERIVATIVES

REFERENCE TO RELATED APPLICATIONS

[01] This application claims the benefit of the filing date under 35 U.S.C. §119(e), of U.S. Provisional Application No. 61/443,062, filed on February 15, 2011, and U.S. Provisional Application No. 61/483,499, filed on May 6, 2011, and U.S. Provisional Application No. 61/443,092, filed on February 15, 2011, the entire contents of which, including all drawings, formulae, specifications, and claims, are incorporated herein by reference.

FIELD OF THE INVENTION

[02] The present invention relates to novel cytotoxic compounds, and cytotoxic conjugates comprising these cytotoxic compounds and cell-binding agents. More specifically, this invention relates to novel benzodiazepine compounds derivatives thereof, intermediates thereof, conjugates thereof, and pharmaceutically acceptable salts thereof, which are useful as medicaments, in particular as anti-proliferative agents.

BACKGROUND OF THE INVENTION

[03] Benzodiazepine derivatives are useful compounds for treating various disorders, and include medicaments such as, antiepileptics (imidazo [2,1-b][1,3,5] benzothiadiazepines, U.S. Pat. No. 4,444,688; U.S. Pat. No. 4,062,852), antibacterials (pyrimido[1,2-c][1,3,5]benzothiadiazepines, GB 1476684), diuretics and hypotensives (pyrrolo(1,2-b)[1,2,5]benzothiadiazepine 5,5 dioxide, U.S. Pat. No. 3,506,646), hypolipidemics (WO 03091232), anti-depressants (U.S. Pat. No. 3,453,266); osteoporosis (JP 2138272).

[04] Recently, it has been shown in animal tumor models that benzodiazepine derivatives, such as pyrrolobenzodiazepines (PBDs), act as anti-tumor agents (N-2-imidazolyl alkyl substituted 1,2,5-benzothiadiazepine-1,1-dioxide, U.S. Pat. No. 6,156,746), benzo-pyrido or dipyrdo thiadiazepine (WO 2004/069843), pyrrolo [1,2-b][1,2,5] benzothiadiazepines and pyrrolo[1,2-b][1,2,5] benzodiazepine derivatives (WO2007/015280), tomaymycin derivatives (*e.g.*, pyrrolo[1,4]benzodiazepines), such as those described in WO 00/12508, WO2005/085260, WO2007/085930, and EP 2019104. Benzodiazepines are also known to affect cell growth and differentiation

(Kamal A., *et al.*, Bioorg Med Chem. 2008 Aug 15;16(16):7804-10 (and references cited therein); Kumar R, Mini Rev Med Chem. 2003 Jun;3(4):323-39 (and references cited therein); Bednarski J J, *et al.*, 2004; Sutter A. P, *et al.*, 2002; Blatt N B, *et al.*, 2002), Kamal A. *et al.*, Current Med. Chem., 2002; 2; 215-254, Wang J-J., J.Med. Chem., 2206; 49:1442-1449, Alley M.C. *et al.*, Cancer Res. 2004; 64:6700-6706, Pepper C. J., Cancer Res 2004; 74:6750-6755, Thurston D.E. and Bose D.S., Chem Rev 1994; 94:433-465; and Tozuka, Z., *et al.*, Journal of Antibiotics, (1983) 36; 1699-1708.

General structure of PBDs is described in US Publication Number 20070072846. The PBDs differ in the number, type and position of substituents, in both their aromatic A rings and pyrrolo C rings, and in the degree of saturation of the C ring. Their ability to form an adduct in the minor groove and crosslink DNA enables them to interfere with DNA processing, hence their potential for use as antiproliferative agents.

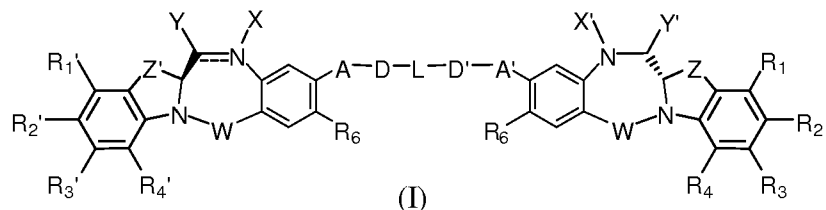
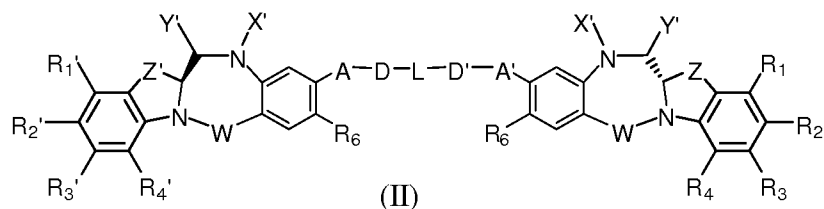
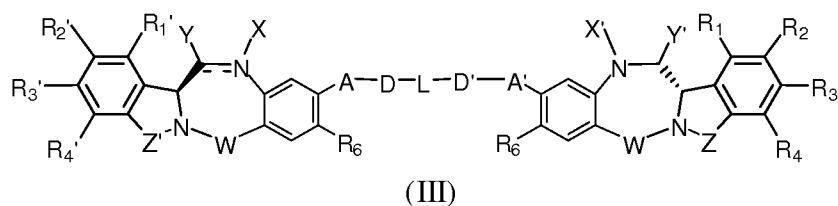
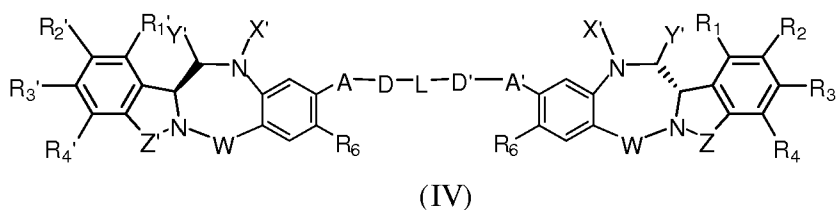
[05] The first pyrrolobenzodiazepine to enter the clinic, SJG-136 (NSC 694501) is a potent cytotoxic agent that causes DNA inter-strand crosslinks (S.G Gregson *et al.*, 2001, *J. Med. Chem.*, 44: 737-748; M.C. Alley *et al.*, 2004, *Cancer Res.*, 64: 6700-6706; J.A. Hartley *et al.*, 2004, *Cancer Res.*, 64: 6693-6699; C. Martin *et al.*, 2005, *Biochemistry.*, 44: 4135-4147; S. Arnould *et al.*, 2006, *Mol. Cancer Ther.*, 5: 1602-1509). Results from a Phase I clinical evaluation of SJG-136 revealed that this drug was toxic at extremely low doses (maximum tolerated dose of 45 $\mu\text{g}/\text{m}^2$, and several adverse effects were noted, including vascular leak syndrome, peripheral edema, liver toxicity and fatigue. DNA damage was noted at all doses in circulating lymphocytes (D. Hochhauser *et al.*, 2009, *Clin. Cancer Res.*, 15: 2140-2147). Thus, there exists a need for improved benzodiazepine derivatives that are less toxic and still therapeutically active for treating a variety of proliferative disease states, such as cancer.

SUMMARY OF THE INVENTION

[06] Cytotoxic benzodiazepine dimers disclosed in the art possess two imine functionalities in their free form or reversibly protected form, such as a hydrate, alkoxylate or sulfonate. The presence of these two imine functionalities results in crosslinking of DNA (S.G. Gregson *et al.*, 2001, *J. Med. Chem.*, 44: 737-748). The present invention is partly based on the unexpected finding that cell binding agent conjugates of new cytotoxic benzodiazepine derivatives, such as indolinobenzodiazepene dimers that are devoid of two imine functionalities (*e.g.*, one imine functionality and one amine functionality), and thus incapable of crosslinking

DNA, display a much higher therapeutic index (ratio of maximum tolerated dose to minimum effective dose) *in vivo* compared to benzodiazepine derivatives that can crosslink DNA that are previously disclosed in the art.

[07] Thus one object of the invention is to provide cytotoxic compound comprising a linking group with a reactive group bonded thereto capable of covalently linking the cytotoxic compound to a cell binding agent (CBA, see below), wherein the cytotoxic compound is represented by any one of the following formulas:



or a pharmaceutically acceptable salt thereof, wherein:

the double line == between N and C represents a single bond or a double bond, provided that when it is a double bond X is absent and Y is -H, or a linear or branched alkyl having 1 to 4 carbon atoms, and when it is a single bond, X is -H, the linking group with the reactive group bonded thereto, or an amine protecting moiety;

Y is -H or a leaving group selected from -OR, -OCOR', -OCOOR', -

CONR'R'', -NR'R'', -NR'COR'', -NR'NR'R'', an optionally substituted 5 or 6-membered nitrogen-containing heterocycle (*e.g.*, piperidine, tetrahydropyrrole, pyrazole, morpholine, *etc.*), a guanidinium represented by -NR'(C=NH)NR'R'', an amino acid, or a peptide represented by -NRCOP', wherein P' is an amino acid or a polypeptide containing between 2 to 20 amino acid units, -SR, -SOR', -SO₂M, -SO₃M, -OSO₃M, halogen, cyano and an azido; or,

Y is a sulfite (HSO₃, HSO₂ or a salt of HSO₃⁻, SO₃²⁻ or HSO₂⁻ formed with a cation), metabisulfite (H₂S₂O₅ or a salt of S₂O₅²⁻ formed with a cation), mono-, di-, tri-, and tetra- thiophosphate (PO₃SH₃, PO₂S₂H₂, POS₃H₂, PS₄H₂ or a salt of PO₃S³⁻, PO₂S₂³⁻, POS₃³⁻ or PS₄³⁻ formed with a cation), thio phosphate ester (RⁱO)₂PS(ORⁱ), RⁱS-, RⁱSO, RⁱSO₂, RⁱSO₃, thiosulfate (HS₂O₃ or a salt of S₂O₃²⁻ formed with a cation), dithionite (HS₂O₄ or a salt of S₂O₄²⁻ formed with a cation), phosphorodithioate (P(=S)(OR^k)(S)(OH) or a salt thereof formed with a cation), hydroxamic acid (R^kC(=O)NOH or a salt formed with a cation), formaldehyde sulfoxylate (HOCH₂SO₂⁻ or a salt of HOCH₂SO₂⁻ formed with a cation, such as HOCH₂SO₂⁻Na⁺) or a mixture thereof, wherein Rⁱ is a linear or branched alkyl having 1 to 10 carbon atoms and is substituted with at least one substituent selected from -N(R^j)₂, -CO₂H, -SO₃H, and -PO₃H; Rⁱ can be further optionally substituted with a substituent for an alkyl described herein; R^j is a linear or branched alkyl having 1 to 6 carbon atoms; R^k is a linear, branched or cyclic alkyl, alkenyl or alkynyl having 1 to 10 carbon atoms, aryl, heterocyclyl or heteroaryl; preferably, Y is an adduct of a bisulfite, a hydrosulfite, or a metabisulfite, or salts thereof (such as sodium salt);

M is -H or a cation;

R, for each occurrence, is independently selected from the group consisting of -H, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, a polyethylene glycol unit - (CH₂CH₂O)_n-R^c, an optionally substituted aryl having 6 to 18 carbon atoms, an optionally substituted 5- to 18-membered heteroaryl ring containing one or more heteroatoms independently selected from nitrogen, oxygen, and sulfur, or an optionally substituted 3- to 18-membered heterocyclic ring containing 1 to 6 heteroatoms independently selected from O, S, N and P;

R' and R'' are each independently selected from -H, -OH, -OR, -NHR, -

NR₂, -COR, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, a polyethylene glycol unit - (CH₂CH₂O)_n-R^c, and an optionally substituted 3- to 18-membered heterocyclic ring having 1 to 6 heteroatoms independently selected from O, S, N and P;

R^c is -H or a substituted or unsubstituted linear or branched alkyl having 1 to 4 carbon atoms, or the linking group with the reactive group bonded thereto; n is an integer from 1 to 24;

W is selected from C=O, C=S, CH₂, BH, SO and SO₂;

X' is selected from -H, an amine-protecting group, the linking group with the reactive group bonded thereto, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, a polyethylene glycol unit -(CH₂CH₂O)_n-R^c, an optionally substituted aryl having 6 to 18 carbon atoms, an optionally substituted 5- to 18-membered heteroaryl ring containing one or more heteroatoms independently selected from nitrogen, oxygen, and sulfur, and an optionally substituted 3- to 18-membered heterocyclic ring containing 1 to 6 heteroatoms independently selected from O, S, N and P;

Y' is selected from -H, an oxo group, the linking group with the reactive group bonded thereto, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, an optionally substituted 6- to 18-membered aryl, an optionally substituted 5- to 18-membered heteroaryl ring containing one or more heteroatoms independently selected from nitrogen, oxygen, and sulfur, an optionally substituted 3 to 18-membered heterocyclic ring having 1 to 6 heteroatoms;

R₁, R₂, R₃, R₄, R₁', R₂', R₃' and R₄' are each independently selected from the group consisting of -H, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, a polyethylene glycol unit -(OCH₂CH₂)_n-R^c, halogen, guanidinium [-NH(C=NH)NH₂], -OR, -NR'R'', -NO₂, -NCO, -NR'COR'', -SR, a sulfoxide represented by -SOR', a sulfone represented by -SO₂R', a sulfonate -SO₃⁻M⁺, a sulfate -OSO₃⁻M⁺, a sulfonamide represented by -SO₂NR'R'', cyano, an azido, -COR', -OCOR', -OCONR'R'' and the linking group with the reactive group bonded thereto;

R₆ is -H, -R, -OR, -SR, -NR'R'', -NO₂, halogen or the linking group with the reactive group bonded thereto;

Z and Z' are independently selected from $-(CH_2)_n-$, $-(CH_2)_n-CR_7R_8-$, $(CH_2)_{na}-$, $-(CH_2)_n-NR_9-(CH_2)_{na}-$, $-(CH_2)_n-O-(CH_2)_{na}-$ and $-(CH_2)_n-S-(CH_2)_{na}-$;

n' and na' are the same or different, and are selected from 0, 1, 2 and 3;

R_7 and R_8 are the same or different, and are each independently selected from -H, -OH, -SH, -COOH, -NHR', a polyethylene glycol unit $-(OCH_2CH_2)_n-$, an amino acid, a peptide unit bearing 2 to 6 amino acids, an optionally substituted linear, branched or cyclic alkyl having from 1 to 10 carbon atoms;

R_9 is independently selected from -H, an optionally substituted linear, branched or cyclic alkyl having from 1 to 10 carbon atoms, a polyethylene glycol unit $-(OCH_2CH_2)_n-$;

A and A' are the same or different, and are independently selected from -O-, oxo ($-C(=O)-$), -CRR'O-, -CRR'-, -S-, -CRR'S-, -NR₅ and -CRR'N(R₅)-;

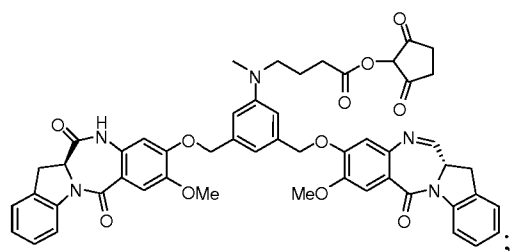
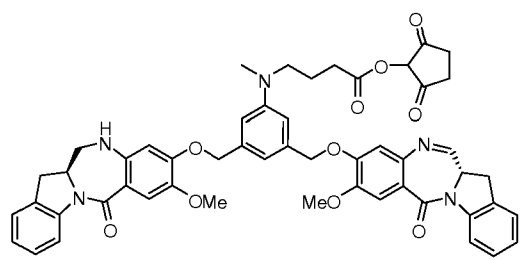
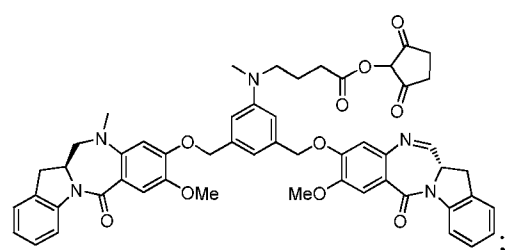
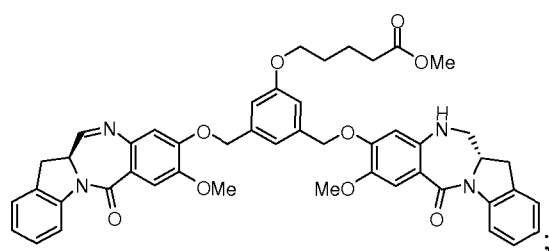
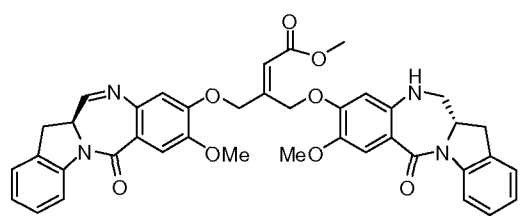
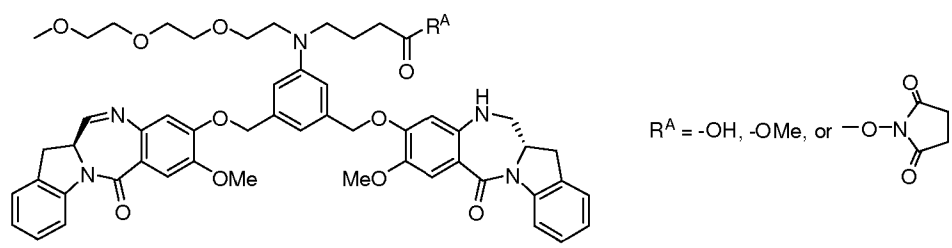
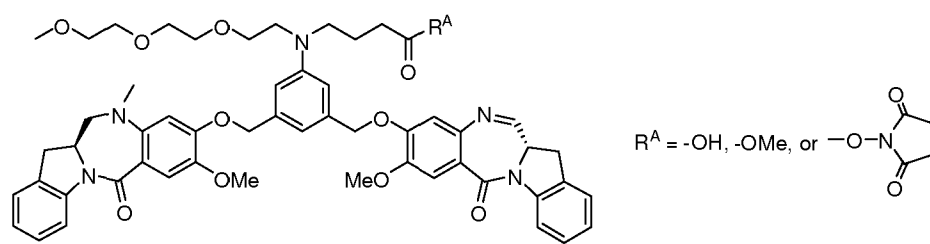
R_5 for each occurrence is independently -H or an optionally substituted linear or branched alkyl having 1 to 10 carbon atoms;

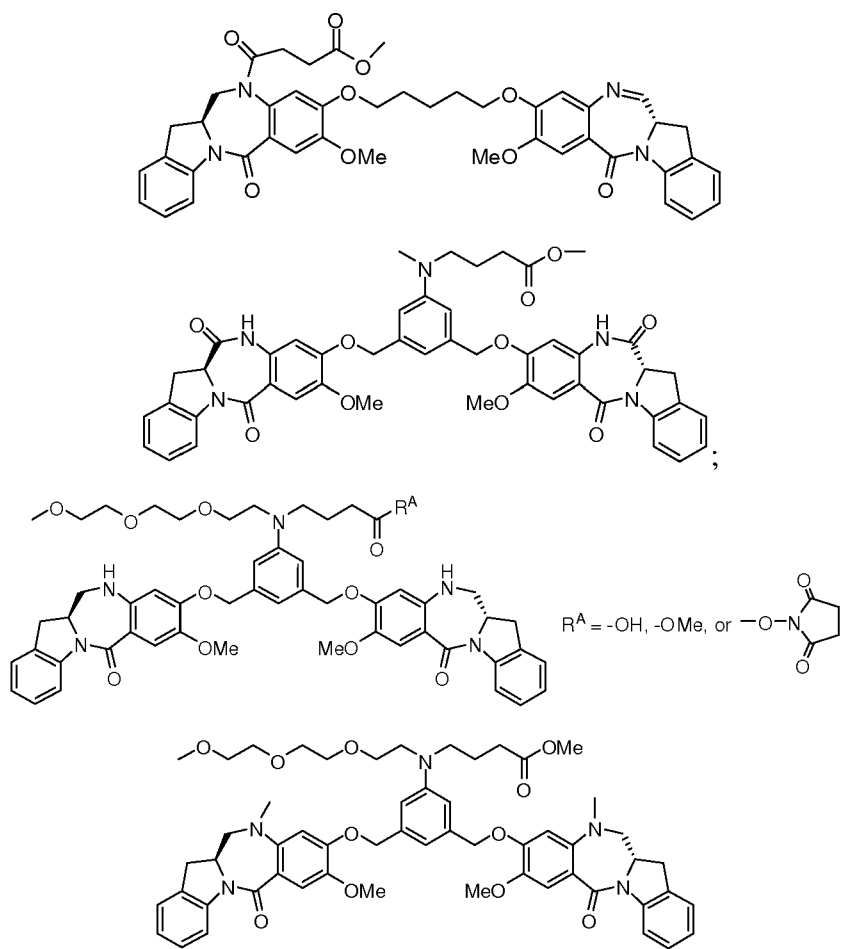
D and D' are the same or different, and are independently absent or selected from the group consisting of an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having 1 to 10 carbon atoms, an amino acid, a peptide bearing 2 to 6 amino acids, and a polyethylene glycol unit $-(OCH_2CH_2)_n-$;

L is absent, the linking group with the reactive group bonded thereto, a polyethylene glycol unit $-(OCH_2CH_2)_n-$, a linear, branched or cyclic alkyl or alkenyl having 1 to 10 carbon atoms, a phenyl group, a 3 to 18-membered heterocyclic ring or a 5- to 18-membered heteroaryl ring having 1 to 6 heteroatoms independently selected from O, S, N and P, wherein the alkyl or alkenyl is optionally substituted with the linking group with the reactive group bonded thereto; phenyl or heterocyclic or heteroaryl ring can be optionally substituted, wherein the substituent can be the linking group with the reactive group bonded thereto.

[08] In certain embodiments, X is not the linking group with the reactive group bonded thereto. In certain embodiments, the double line == between N and C represents a single bond, Y is not -H.

[09] In certain embodiments, the compound is not any one of the following compounds:

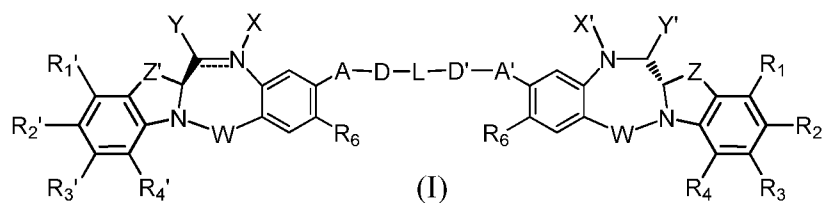
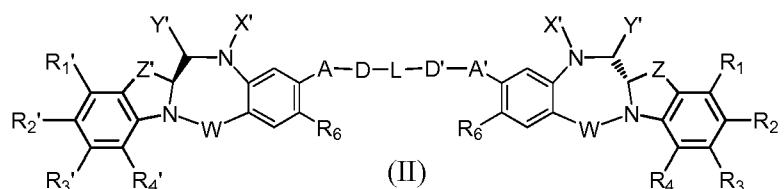
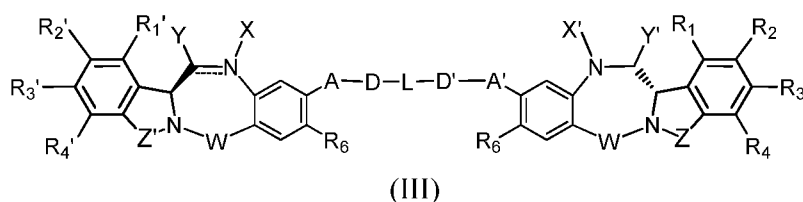
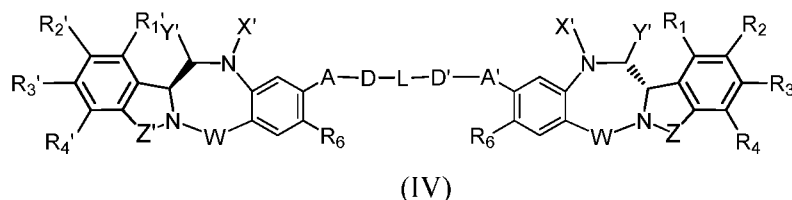




[10] In certain embodiments, Y is a leaving group selected from -OR, -OCOR', -OCOOR', -OCONR'R'', -NR'R'', -NR'COR'', -NR'NR'R'', an optionally substituted 5- or 6-membered nitrogen-containing heterocycle (*e.g.*, piperidine, tetrahydropyrrole, pyrazole, morpholine, *etc.*), a guanidinium represented by -NR'(C=NH)NR'R'', an amino acid, or a peptide represented by -NRCOP', wherein P' is an amino acid or a polypeptide containing between 2 to 20 amino acid units, -SR, -SOR', -SO₂M, -SO₃M, -OSO₃M, halogen, cyano and an azido.

[11] A second object of the invention is to provide conjugates of cell binding agents with the novel benzodiazepine compounds or derivatives thereof of the present invention. These conjugates are useful as therapeutic agents, which are delivered specifically to target cells and are cytotoxic.

[12] Specifically, a conjugate of the invention may comprise: a cytotoxic compound and a cell binding agent (CBA), wherein the cytotoxic compound comprises a linking group which covalently links the cytotoxic compound to the CBA, and wherein the cytotoxic compound is represented by any one of the following formulas:



or a pharmaceutically acceptable salt thereof, wherein:

the double line $\equiv$ between N and C represents a single bond or a double bond, provided that when it is a double bond X is absent and Y is -H, or a linear or branched alkyl having 1 to 4 carbon atoms, and when it is a single bond, X is -H, the linking group, or an amine protecting moiety;

Y is -H or a leaving group selected from -OR, -OCOR', -OCOOR', -OCONR'R'', -NR'R'', -NR'COR'', -NR'NR'R'', an optionally substituted 5 or 6-membered nitrogen-containing heterocycle (*e.g.*, piperidine, tetrahydropyrrole, pyrazole, morpholine), a guanidinium represented by -NR'(C=NH)NR'R'', an amino acid, or a peptide represented by -NRCOP', wherein P' is an amino acid or a polypeptide containing between 2 to 20 amino acid units, -SR, -SOR', -SO₂M, -SO₃M, -OSO₃M, halogen, cyano and an azido; or,

Y is a sulfite (HSO₃, HSO₂ or a salt of HSO₃⁻, SO₃²⁻ or HSO₂⁻ formed with a cation), metabisulfite (H₂S₂O₅ or a salt of S₂O₅²⁻ formed with a cation), mono-, di-, tri-, and tetra- thiophosphate (PO₃SH₃, PO₂S₂H₂, POS₃H₂, PS₄H₂ or a salt of PO₃S³⁻, PO₂S₂³⁻, POS₃³⁻ or PS₄³⁻ formed with a cation), thio phosphate ester (RⁱO)₂PS(ORⁱ), RⁱS-, RⁱSO, RⁱSO₂, RⁱSO₃, thiosulfate (HS₂O₃ or a salt of

$S_2O_3^{2-}$ formed with a cation), dithionite (HS_2O_4 or a salt of $S_2O_4^{2-}$ formed with a cation), phosphorodithioate ($P(=S)(OR^{k'})_2(S)(OH)$ or a salt thereof formed with a cation), hydroxamic acid ($R^{k'}C(=O)NOH$ or a salt formed with a cation), formaldehyde sulfoxylate ($HOCH_2SO_2^-$ or a salt of $HOCH_2SO_2^-$ formed with a cation, such as $HOCH_2SO_2^-Na^+$) or a mixture thereof, wherein R^i is a linear or branched alkyl having 1 to 10 carbon atoms and is substituted with at least one substituent selected from $-N(R^j)_2$, $-CO_2H$, $-SO_3H$, and $-PO_3H$; R^i can be further optionally substituted with a substituent for an alkyl described herein; R^j is a linear or branched alkyl having 1 to 6 carbon atoms; $R^{k'}$ is a linear, branched or cyclic alkyl, alkenyl or alkynyl having 1 to 10 carbon atoms, aryl, heterocyclyl or heteroaryl; preferably, Y is an adduct of a bisulfite, a hydrosulfite, or a metabisulfite, or salts thereof (such as sodium salt);

M is -H or a cation;

R, for each occurrence, is independently selected from the group consisting of -H, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, a polyethylene glycol unit $-(CH_2CH_2O)_n-R^c$, an optionally substituted aryl having 6 to 18 carbon atoms, an optionally substituted 5- to 18-membered heteroaryl ring containing one or more heteroatoms independently selected from nitrogen, oxygen, and sulfur, or an optionally substituted 3- to 18-membered heterocyclic ring containing 1 to 6 heteroatoms independently selected from O, S, N and P;

R' and R'' are each independently selected from -H, -OH, -OR, -NHR, -NR₂, -COR, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, a polyethylene glycol unit $-(CH_2CH_2O)_n-R^c$, and an optionally substituted 3- to 18-membered heterocyclic ring having 1 to 6 heteroatoms independently selected from O, S, N and P;

R^c is -H or a substituted or unsubstituted linear or branched alkyl having 1 to 4 carbon atoms, or the linking group;

n is an integer from 1 to 24;

W is selected from C=O, C=S, CH₂, BH, SO and SO₂;

X' is selected from -H, an amine-protecting group, the linking group, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, a polyethylene glycol unit $-(CH_2CH_2O)_n-R^c$, an

optionally substituted aryl having 6 to 18 carbon atoms, an optionally substituted 5- to 18-membered heteroaryl ring containing one or more heteroatoms independently selected from nitrogen, oxygen, and sulfur, and an optionally substituted 3- to 18-membered heterocyclic ring containing 1 to 6 heteroatoms independently selected from O, S, N and P;

Y' is selected from -H, an oxo group, the linking group, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, an optionally substituted 6- to 18-membered aryl, an optionally substituted 5- to 18-membered heteroaryl ring containing one or more heteroatoms independently selected from nitrogen, oxygen, and sulfur, an optionally substituted 3 to 18-membered heterocyclic ring having 1 to 6 heteroatoms;

R₁, R₂, R₃, R₄, R₁', R₂', R₃' and R₄' are each independently selected from the group consisting of -H, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, a polyethylene glycol unit -(OCH₂CH₂)_n-R^c, halogen, guanidinium [-NH(C=NH)NH₂], -OR, -NR'R'', -NO₂, -NCO, -NR'COR'', -SR, a sulfoxide represented by -SOR', a sulfone represented by -SO₂R', a sulfonate -SO₃⁻M⁺, a sulfate -OSO₃⁻M⁺, a sulfonamide represented by -SO₂NR'R'', cyano, an azido, -COR', -OCOR', -OCONR'R'' and the linking group;

R₆ is -H, -R, -OR, -SR, -NR'R'', -NO₂, halogen or the linking group;

Z and Z' are independently selected from -(CH₂)_n-, -(CH₂)_n-CR₇R₈-(CH₂)_{na}-, -(CH₂)_n-NR₉-(CH₂)_{na}-, -(CH₂)_n-O-(CH₂)_{na}- and -(CH₂)_n-S-(CH₂)_{na}-;

n' and na' are the same or different, and are selected from 0, 1, 2 and 3;

R₇ and R₈ are same or different, and are each independently selected from -H, -OH, -SH, -COOH, -NHR', a polyethylene glycol unit -(OCH₂CH₂)_n-, an amino acid, a peptide unit bearing 2 to 6 amino acids, an optionally substituted linear, branched or cyclic alkyl having from 1 to 10 carbon atoms;

R₉ is independently selected from -H, an optionally substituted linear, branched or cyclic alkyl having from 1 to 10 carbon atoms, a polyethylene glycol unit -(OCH₂CH₂)_n-;

A and A' are the same or different, and are independently selected from -O-, oxo (-C(=O)-), -CRR'O-, -CRR'-, -S-, -CRR'S-, -NR₅ and -CRR'N(R₅)-,

R_5 for each occurrence is independently -H or an optionally substituted linear or branched alkyl having 1 to 10 carbon atoms;

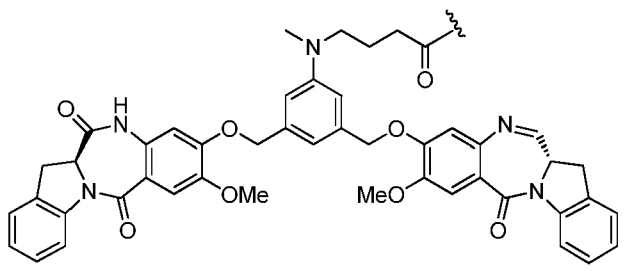
D and D' are the same or different, and are independently absent or selected from the group consisting of an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having 1 to 10 carbon atoms, an amino acid, a peptide bearing 2 to 6 amino acids, and a polyethylene glycol unit $(-OCH_2CH_2)_n-$;

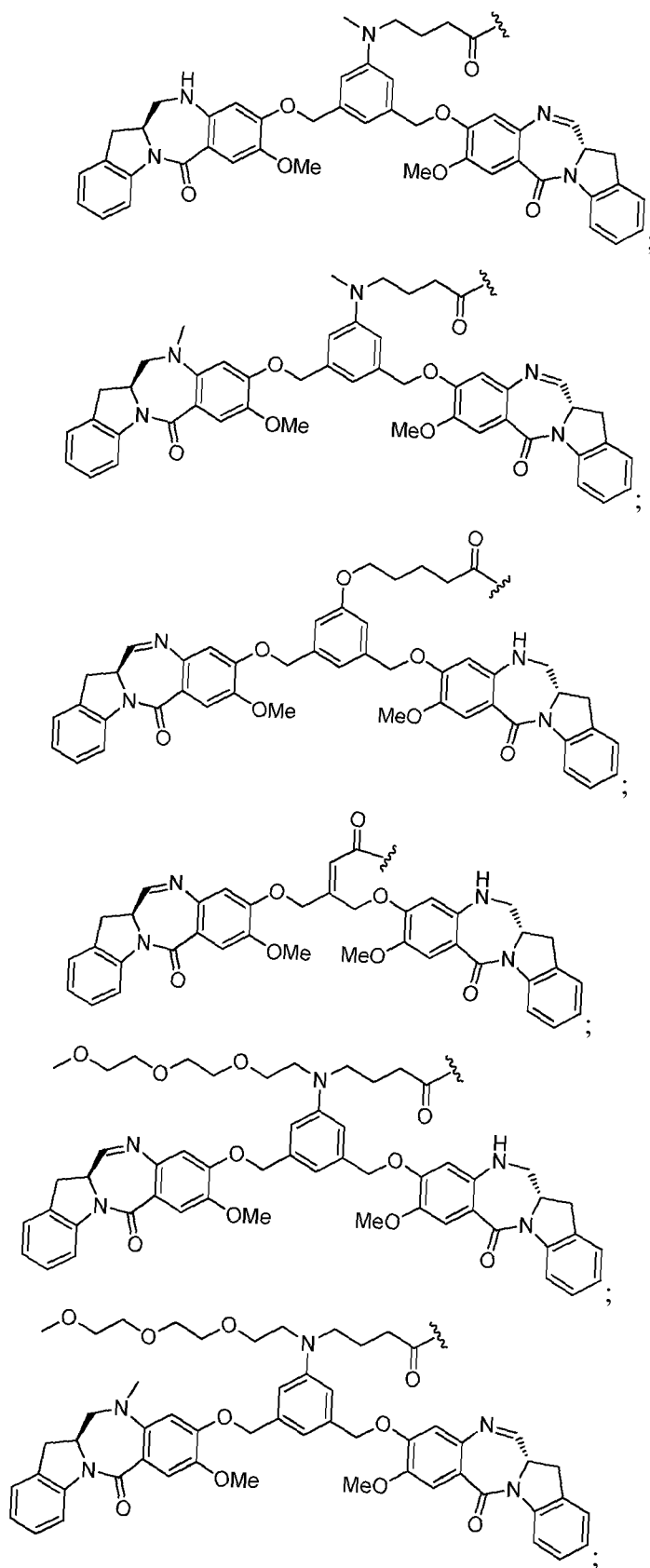
L is absent, the linking group, a polyethylene glycol unit $(-OCH_2CH_2)_n-$, a linear, branched or cyclic alkyl or alkenyl having 1 to 10 carbon atoms, a phenyl group, a 3- to 18-membered heterocyclic ring or a 5- to 18-membered heteroaryl ring having 1 to 6 heteroatoms independently selected from O, S, N and P, wherein the alkyl or alkenyl is optionally substituted with the linking group; phenyl or heterocyclic or heteroaryl ring can be optionally substituted, wherein the substituent can be the linking group.

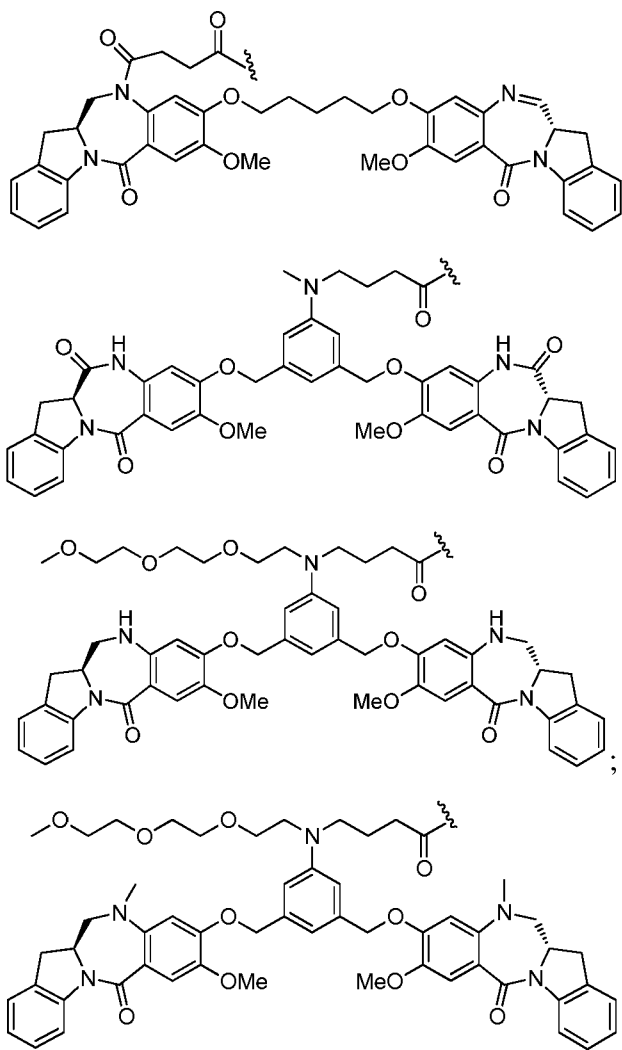
[13] In certain embodiments, X is not the linking group. In certain embodiments, the double line == between N and C represents a single bond, Y is not -H.

[14] In certain embodiments, Y is -H or a leaving group selected from -OR, -OCOR', -OCOOR', -OCONR'R'', -NR'R'', -NR'COR'', -NR'NR'R'', an optionally substituted 5- or 6-membered nitrogen-containing heterocycle (*e.g.*, piperidine, tetrahydropyrrole, pyrazole, morpholine, *etc.*), a guanidinium represented by $-NR'(C=NH)NR'R''$, an amino acid, or a peptide represented by -NRCOP', wherein P' is an amino acid or a polypeptide containing between 2 to 20 amino acid units, -SR, -SOR', -SO₂M, -SO₃M, -OSO₃M, halogen, cyano and an azido. In certain embodiments, Y is not -H.

[15] In certain embodiments, the compound of the conjugate is not any one of the following compounds (the wavy bond represents the bond through which the compound is linked to the CBA):







[16] The present invention also includes a composition (*e.g.*, a pharmaceutical composition) comprising novel benzodiazepine compounds, derivatives thereof, or conjugates thereof, (and/or solvates, hydrates and/or salts thereof) and a carrier (a pharmaceutically acceptable carrier). The present invention additionally includes a composition (*e.g.*, a pharmaceutical composition) comprising novel benzodiazepine compounds, derivatives thereof, or conjugates thereof (and/or solvates, hydrates and/or salts thereof), and a carrier (a pharmaceutically acceptable carrier), further comprising a second therapeutic agent. The present compositions are useful for inhibiting abnormal cell growth or treating a proliferative disorder in a mammal (*e.g.*, human). The present compositions are useful for treating conditions such as cancer, rheumatoid arthritis, multiple sclerosis, graft versus host disease (GVHD), transplant rejection, lupus, myositis, infection, immune deficiency such as AIDS, and inflammatory diseases in a mammal (*e.g.*, human).

[17] The present invention includes a method of inhibiting abnormal cell growth or

treating a proliferative disorder in a mammal (*e.g.*, human) comprising administering to said mammal a therapeutically effective amount of novel benzodiazepine compounds, derivatives thereof, or conjugates thereof, (and/or solvates and salts thereof) or a composition thereof, alone or in combination with a second therapeutic agent.

The present invention includes a method of synthesizing and using novel benzodiazepine compounds, derivatives thereof, and conjugates thereof for *in vitro*, *in situ*, and *in vivo* diagnosis or treatment of mammalian cells, organisms, or associated pathological conditions.

[18] The compounds of this invention, derivatives thereof, or conjugates thereof, and compositions comprising them, are useful for treating or lessening the severity of disorders, such as, characterized by abnormal growth of cells (*e.g.*, cancer). Other applications for compounds and conjugates of this invention include, but are not limited to, treating conditions such as cancer, rheumatoid arthritis, multiple sclerosis, graft versus host disease (GVHD), transplant rejection, lupus, myositis, infection, immune deficiency such as AIDS and inflammatory diseases in a mammal (*e.g.*, human).

[19] As used herein, when referring to a group (*e.g.*, R^c, L, X' *etc.*) "is/be" (or "is not") the linking group or the linking group with the reactive group bounded thereto, it is meant that the group "comprises" (or "does not comprise") the linking group or the linking group with the reactive group bounded thereto.

BRIEF DESCRIPTION OF THE FIGURES

[20] FIGS. 1-6 show the schemes for the synthesis of benzodiazepine compounds and the corresponding linkable compounds suitable for conjugation of the present invention.

[21] FIG. 7 shows the scheme for the synthesis of representative compounds with PEG modified linkers of the present invention.

[22] FIG. 8 shows the scheme for the synthesis of representative compounds with a methylthio linker of the present invention.

[23] FIGS. 9-10 show the schemes for the synthesis of representative compounds containing a tertiary amine of the present invention.

[24] FIG. 11 shows the scheme for the synthesis of representative compounds with a peptide linker of the present invention.

[25] FIGS. 12-19 show the schemes for the synthesis of representative compounds suitable for one-step conjugation methods of the present invention.

[26] FIG. 20 shows the scheme for a two-step mono-imine dimer synthesis.

- [27] FIG. 21 shows the scheme for a two-step di-reduced dimer synthesis.
- [28] FIG. 22 shows the scheme for the one-step synthesis of the representative antibody-drug conjugates.
- [29] FIG. 23 shows the scheme for the two-step synthesis of the representative antibody-drug conjugates.
- [30] FIG. 24 shows the *in vitro* cytotoxicity of the methyldithio dimer **1d** against Namalwa, KB and HL60/QC cell lines.
- [31] FIG. 25 shows the *in vitro* cytotoxicity and specificity of the huMy9-6-SPDB-**1f** conjugates against various cell lines. Note that sodium bisulfite was added to the conjugation reaction for making the conjugate.
- [32] FIG. 26 shows the *in vitro* cytotoxicity and specificity of the huFOLR1-SPDB-**1f** conjugates.
- [33] FIG. 27 shows conjugation of dimer does not reduce binding affinity of antibody. Note that sodium bisulfite was added to the conjugation reaction for making the conjugate.
- [34] FIG. 28 shows the *in vivo* antitumor activity of huMy9-6 conjugate. Note that sodium bisulfite was added to the conjugation reaction for making the conjugate.
- [35] FIG. 29 shows *in vitro* cytotoxicity of huMy9-6-SPDB-**1f** conjugate against antigen positive cells. Note that sodium bisulfite was added to the conjugation reaction for making the conjugate.
- [36] FIG. 30 shows synthetic scheme for making thioether-containing linker disulfides **27e-h**.
- [37] FIG. 31 shows synthetic scheme for making dimers **28c-f**.
- [38] FIG. 32 shows synthetic scheme for making phenyl linked dimers **29b-c**.
- [39] FIG. 33 shows the scheme for an alternative two-step synthesis for mono-imine dimers.
- [40] FIG. 34 shows *in vitro* cytotoxicity for huMy9-6-SPDB-**1f** (A), huMy9-6-sulfoSPDB-**1f** (B) and huMy9-6-BMPS-**1f** (C) against HL60/QC (Ag^+) cells with and without blocking of antigen binding sites. Note that in all three experiments (34A, 34B, and 34C), sodium bisulfite were added to the conjugation reaction for making the conjugate.
- [41] FIG. 35 shows *in vitro* cytotoxicity for chB38.1-SPDB-**1f** (A), and chB38.1-sulfoSPDB-**1f** (B) against COLO205 (Ag^+) cells. Note that in both experiments, sodium

bisulfite was added to the conjugation reaction for making the conjugate.

[42] FIG. 36 shows *in vivo* efficacy of huMy9-6-SPDB-**1f** in HL60/QC bearing mice. Note that sodium bisulfite was added to the conjugation reaction.

[43] FIG. 37 shows *in vivo* efficacy of huFOLR1-SPDB-**1f** in KB tumor bearing mice.

[44] FIG. 38 shows synthetic scheme of compound **1**.

[45] FIG. 39 shows a synthetic scheme of compound **1d** with 5-ethyl-2-methylpyridine borane (PEMB).

[46] FIG. 40 shows a synthetic scheme of compound **1d** with sodium triacetoxymethylborohydride (STAB).

[47] FIG. 41 shows a synthetic scheme of compound **31a-c**.

[48] FIG. 42 shows a synthetic scheme of compound **32c,d**.

[49] FIG. 43 shows a synthetic scheme of compounds **1i** and **12a**.

[50] FIG. 44 shows antiproliferative activity by comparing (A) huMy9-6-SPDB-**1f**, (B) huMy9-6-sulfoSPDB-**1f**, and (C) huMy9-6-BMPS-**1f**, against OCI-AML3 (Ag⁺) cells with and without blocking of antigen binding sites. Note that in all three experiments, sodium bisulfite was added to the conjugation reaction for making the conjugate.

[51] FIG. 45 shows an alternate scheme for synthesizing 4-(benzyloxy)-5-methoxy-2-nitrobenzoic acid used in the preparation of IBD monomer.

[52] FIG. 46 is an alternate synthesis scheme for (5-((2-(2-(2-methoxyethoxy)ethoxy)ethyl)(2-methyl-2-(methylthio)ethyl)amino)-1,3-phenylene)dimethanol (**1b**).

[53] FIG. 47 is an alternate synthesis scheme for (5-((2-(2-(2-methoxyethoxy)ethoxy)ethyl)(2-methyl-2-(methylthio)ethyl)amino)-1,3-phenylene)dimethanol (**1b**).

[54] FIG. 48 is an alternate synthetic scheme for a two-step mono-imine dimer synthesis.

[55] FIG. 49 shows potency of various conjugates against various cell lines. The IC₅₀ values listed in the table are in the unit of nM.

[56] FIG. 50 shows *in vivo* efficacy of huMy9-6-sulfo-SPDB-**1f** in MOLM-13 tumor bearing mice.

[57] FIG. 51 shows *in vivo* efficacy of huMy9-6-sulfo-SPDB-**1f** in NB4 tumor

bearing mice.

[58] FIG. 52 shows *in vivo* efficacy of huMy9-6-BMPS-**1f** in HL60/QC tumor bearing mice.

[59] FIG. 53 shows *in vivo* efficacy of huMy9-6-BMPS-**1f** in MOLM-13 tumor bearing mice. Note that sodium bisulfite was added to the conjugation reaction for making the conjugate.

[60] FIG. 54 shows a representative synthesis scheme for a Sulfonated folate / cytotoxic compound conjugate.

[61] FIG. 55 shows several representative sulfonated drug-antibody conjugates with different linkers.

[62] FIG. 56 shows *in vivo* efficacy of huMy9-6-Drug **2** in HL60/QC tumor bearing mice. Note that sodium bisulfite was added to the conjugation reaction for making the conjugate.

[63] FIG. 57 shows *in vivo* efficacy of huMy9-6-Drug **2** in MOLM-13 tumor bearing mice. Note that sodium bisulfite was added to the conjugation reaction for making the conjugate.

[64] FIG. 58 shows similar *in vitro* cytotoxicity of HuMy9-6-Drug **2** (conjugates prepared without and with sodium bisulfite against CD33-antigen expressing HL60 cells.

[65] FIG. 59 shows similar *in vitro* cytotoxicity of anti-CD22 Ab-Drug **2** conjugates prepared without and with sodium bisulfite against CD22-antigen expressing BJAB cells.

[66] FIG. 60 shows the preparation of huMy9-6-sulfo-SPDB-**1d** using the highly reactive 4-nitroPy-sulfo-SPDB linker.

DETAILED DESCRIPTION OF THE INVENTION

[67] Reference will now be made in detail to certain embodiments of the invention, examples of which are illustrated in the accompanying structures and formulas. While the invention will be described in conjunction with the enumerated embodiments, it will be understood that they are not intended to limit the invention to those embodiments. On the contrary, the invention is intended to cover all alternatives, modifications, and equivalents which may be included within the scope of the present invention as defined by the claims. One skilled in the art will recognize many methods and materials similar or equivalent to those described herein, which could be used in the practice of the

present invention.

[68] It should be understood that any of the embodiments described herein, including those described under different aspects of the invention (*e.g.*, compounds, compound-linker molecules, conjugates, compositions, methods of making and using) and different parts of the specification (including embodiments described only in the Examples) can be combined with one or more other embodiments of the invention, unless explicitly disclaimed or improper. Combination of embodiments are not limited to those specific combinations claimed via the multiple dependent claims.

DEFINITIONS

[69] “**Linear or branched alkyl**” as used herein refers to a saturated linear or branched-chain monovalent hydrocarbon radical of one to twenty carbon atoms. Examples of alkyl include, but are not limited to, methyl, ethyl, 1-propyl, 2-propyl, 1-butyl, 2-methyl-1-propyl, $-\text{CH}_2\text{CH}(\text{CH}_3)_2$, 2-butyl, 2-methyl-2-propyl, 1-pentyl, 2-pentyl, 3-pentyl, 2-methyl-2-butyl, 3-methyl-2-butyl, 3-methyl-1-butyl, 2-methyl-1-butyl, 1-hexyl, 2-hexyl, 3-hexyl, 2-methyl-2-pentyl, 3-methyl-2-pentyl, 4-methyl-2-pentyl, 3-methyl-3-pentyl, 2-methyl-3-pentyl, 2,3-dimethyl-2-butyl, 3,3-dimethyl-2-butyl, 1-heptyl, 1-octyl, and the like. Preferably, the alkyl has one to ten carbon atoms. More preferably, the alkyl has one to four carbon atoms.

[70] “**Linear or branched alkenyl**” refers to linear or branched-chain monovalent hydrocarbon radical of two to twenty carbon atoms with at least one site of unsaturation, *i.e.*, a carbon-carbon, double bond, wherein the alkenyl radical includes radicals having “cis” and “trans” orientations, or alternatively, “E” and “Z” orientations. Examples include, but are not limited to, ethylenyl or vinyl ($-\text{CH}=\text{CH}_2$), allyl ($-\text{CH}_2\text{CH}=\text{CH}_2$), and the like. Preferably, the alkenyl has two to ten carbon atoms. More preferably, the alkyl has two to four carbon atoms.

[71] “**Linear or branched alkynyl**” refers to a linear or branched monovalent hydrocarbon radical of two to twenty carbon atoms with at least one site of unsaturation, *i.e.*, a carbon-carbon, triple bond. Examples include, but are not limited to, ethynyl, propynyl, 1-butylnyl, 2-butylnyl, 1-pentylnyl, 2-pentylnyl, 3-pentylnyl, hexynyl, and the like. Preferably, the alkynyl has two to ten carbon atoms. More preferably, the alkynyl has two to four carbon atoms.

[72] The term “**carbocycle**,” “**carbocyclyl**” and “**carbocyclic ring**” refer to a monovalent non-aromatic, saturated or partially unsaturated ring having 3 to 12 carbon

atoms as a monocyclic ring or 7 to 12 carbon atoms as a bicyclic ring. Bicyclic carbocycles having 7 to 12 atoms can be arranged, for example, as a bicyclo [4,5], [5,5], [5,6], or [6,6] system, and bicyclic carbocycles having 9 or 10 ring atoms can be arranged as a bicyclo [5,6] or [6,6] system, or as bridged systems such as bicyclo[2.2.1]heptane, bicyclo[2.2.2]octane and bicyclo[3.2.2]nonane. Examples of monocyclic carbocycles include, but are not limited to, cyclopropyl, cyclobutyl, cyclopentyl, 1-cyclopent-1-enyl, 1-cyclopent-2-enyl, 1-cyclopent-3-enyl, cyclohexyl, 1-cyclohex-1-enyl, 1-cyclohex-2-enyl, 1-cyclohex-3-enyl, cyclohexadienyl, cycloheptyl, cyclooctyl, cyclononyl, cyclodecyl, cycloundecyl, cyclododecyl, and the like.

[73] The terms “**cyclic alkyl**” and “**cycloalkyl**” can be used interchangeably. They refer to a monovalent saturated carbocyclic ring radical. Preferably, the cyclic alkyl is 3 to 7 membered monocyclic ring radical. More preferably, the cyclic alkyl is cyclohexyl.

[74] The term “**cyclic alkenyl**” refers to a carbocyclic ring radical having at least one double bond in the ring structure.

[75] The term “**cyclic alkynyl**” refers to a carbocyclic ring radical having at least one triple bond in the ring structure.

[76] “**Aryl**” means a monovalent aromatic hydrocarbon radical of 6-18 carbon atoms derived by the removal of one hydrogen atom from a single carbon atom of a parent aromatic ring system. Some aryl groups are represented in the exemplary structures as “Ar.” Aryl includes bicyclic radicals comprising an aromatic ring fused to a saturated, partially unsaturated ring, or aromatic carbocyclic or heterocyclic ring. Typical aryl groups include, but are not limited to, radicals derived from benzene (phenyl), substituted benzenes, naphthalene, anthracene, indenyl, indanyl, 1,2-dihydronaphthalene, 1,2,3,4-tetrahydronaphthyl, and the like. Preferably, aryl is phenyl group.

[77] The terms “**heterocycle**,” “**heterocyclyl**,” and “**heterocyclic ring**” are used interchangeably herein and refer to a saturated or a partially unsaturated (*i.e.*, having one or more double and/or triple bonds within the ring) carbocyclic radical of 3 to 18 ring atoms in which at least one ring atom is a heteroatom selected from nitrogen, oxygen, phosphorus, and sulfur, the remaining ring atoms being C, where one or more ring atoms is optionally substituted independently with one or more substituents described below. A heterocycle may be a monocycle having 3 to 7 ring members (2 to 6 carbon atoms and 1 to 4 heteroatoms selected from N, O, P, and S) or a bicycle having 7 to 10 ring members (4 to 9 carbon atoms and 1 to 6 heteroatoms selected from N, O, P, and S), for

example: a bicyclo [4,5], [5,5], [5,6], or [6,6] system. Heterocycles are described in Paquette, Leo A.; "Principles of Modern Heterocyclic Chemistry" (W. A. Benjamin, New York, 1968), particularly Chapters 1, 3, 4, 6, 7, and 9; "The Chemistry of Heterocyclic Compounds, A series of Monographs" (John Wiley & Sons, New York, 1950 to present), in particular Volumes 13, 14, 16, 19, and 28; and J. Am. Chem. Soc. (1960) 82:5566. "**Heterocyclyl**" also includes radicals where heterocycle radicals are fused with a saturated, partially unsaturated ring, or aromatic carbocyclic or heterocyclic ring. Examples of heterocyclic rings include, but are not limited to, pyrrolidinyl, tetrahydrofuranyl, dihydrofuranyl, tetrahydrothienyl, tetrahydropyranyl, dihydropyranyl, tetrahydrothiopyranyl, piperidino, morpholino, thiomorpholino, thioxanyl, piperazinyl, homopiperazinyl, azetidiny, oxetanyl, thietanyl, homopiperidinyl, oxepanyl, thiepanyl, oxazepinyl, diazepinyl, thiazepinyl, 2-pyrrolinyl, 3-pyrrolinyl, indolinyl, 2H-pyranyl, 4H-pyranyl, dioxanyl, 1,3-dioxolanyl, pyrazolinyl, dithianyl, dithiolanyl, dihydropyranyl, dihydrothienyl, dihydrofuranyl, pyrazolidinylimidazolinyl, imidazolidinyl, 3-azabicyclo[3.1.0]hexanyl, 3-azabicyclo[4.1.0]heptanyl, and azabicyclo[2.2.2]hexanyl. Spiro moieties are also included within the scope of this definition. Examples of a heterocyclic group wherein ring atoms are substituted with oxo (=O) moieties are pyrimidinonyl and 1,1-dioxo-thiomorpholinyl.

[78] The term "**heteroaryl**" refers to a monovalent aromatic radical of 5- or 6-membered rings, and includes fused ring systems (at least one of which is aromatic) of 5-18 atoms, containing one or more heteroatoms independently selected from nitrogen, oxygen, and sulfur. Examples of heteroaryl groups are pyridinyl (including, for example, 2-hydroxypyridinyl), imidazolyl, imidazopyridinyl, pyrimidinyl (including, for example, 4-hydroxypyrimidinyl), pyrazolyl, triazolyl, pyrazinyl, tetrazolyl, furyl, thienyl, isoxazolyl, thiazolyl, oxazolyl, isothiazolyl, pyrrolyl, quinolinyl, isoquinolinyl, indolyl, benzimidazolyl, benzofuranyl, cinnolinyl, indazolyl, indolizinyl, phthalazinyl, pyridazinyl, triazinyl, isoindolyl, pteridinyl, purinyl, oxadiazolyl, triazolyl, thiadiazolyl, furazanyl, benzofurazanyl, benzothiophenyl, benzothiazolyl, benzoxazolyl, quinazolinyl, quinoxalinyl, naphthyridinyl, and furopyridinyl.

[79] The heterocycle or heteroaryl groups may be carbon (carbon-linked) or nitrogen (nitrogen-linked) attached where such is possible. By way of example and not limitation, carbon bonded heterocycles or heteroaryls are bonded at position 2, 3, 4, 5, or 6 of a pyridine, position 3, 4, 5, or 6 of a pyridazine, position 2, 4, 5, or 6 of a

pyrimidine, position 2, 3, 5, or 6 of a pyrazine, position 2, 3, 4, or 5 of a furan, tetrahydrofuran, thiofuran, thiophene, pyrrole or tetrahydropyrrole, position 2, 4, or 5 of an oxazole, imidazole or thiazole, position 3, 4, or 5 of an isoxazole, pyrazole, or isothiazole, position 2 or 3 of an aziridine, position 2, 3, or 4 of an azetidine, position 2, 3, 4, 5, 6, 7, or 8 of a quinoline or position 1, 3, 4, 5, 6, 7, or 8 of an isoquinoline.

[80] By way of example and not limitation, nitrogen bonded heterocycles or heteroaryls are bonded at position 1 of an aziridine, azetidine, pyrrole, pyrrolidine, 2-pyrroline, 3-pyrroline, imidazole, imidazolidine, 2-imidazoline, 3-imidazoline, pyrazole, pyrazoline, 2-pyrazoline, 3-pyrazoline, piperidine, piperazine, indole, indoline, 1H-indazole, position 2 of a isoindole, or isoindoline, position 4 of a morpholine, and position 9 of a carbazole, or O-carboline.

[81] The heteroatoms present in heteroaryl or heterocyclcyl include the oxidized forms such as NO, SO, and SO₂.

[82] The term “**halo**” or “**halogen**” refers to F, Cl, Br or I.

[83] The alkyl, alkenyl, alkynyl, cyclic alkyl, cyclic alkenyl, cyclic alkynyl, carbocyclyl, aryl, heterocyclcyl and heteroaryl described above can be optionally substituted with one more (*e.g.*, 2, 3, 4, 5, 6 or more) substituents.

[84] If a substituent is described as being “**substituted**,” a non-hydrogen substituent is in the place of a hydrogen substituent on a carbon, oxygen, sulfur or nitrogen of the substituent. Thus, for example, a substituted alkyl substituent is an alkyl substituent wherein at least one non-hydrogen substituent is in the place of a hydrogen substituent on the alkyl substituent. To illustrate, monofluoroalkyl is alkyl substituted with a fluoro substituent, and difluoroalkyl is alkyl substituted with two fluoro substituents. It should be recognized that if there is more than one substitution on a substituent, each non-hydrogen substituent may be identical or different (unless otherwise stated).

[85] If a substituent is described as being “**optionally substituted**,” the substituent may be either (1) not substituted, or (2) substituted. If a carbon of a substituent is described as being optionally substituted with one or more of a list of substituents, one or more of the hydrogens on the carbon (to the extent there are any) may separately and/or together be replaced with an independently selected optional substituent. If a nitrogen of a substituent is described as being optionally substituted with one or more of a list of substituents, one or more of the hydrogens on the nitrogen (to the extent there are any) may each be replaced with an independently selected optional substituent. One

exemplary substituent may be depicted as $-NR'R''$, wherein R' and R'' together with the nitrogen atom to which they are attached, may form a heterocyclic ring. The heterocyclic ring formed from R' and R'' together with the nitrogen atom to which they are attached may be partially or fully saturated. In one embodiment, the heterocyclic ring consists of 3 to 7 atoms. In another embodiment, the heterocyclic ring is selected from the group consisting of pyrrolyl, imidazolyl, pyrazolyl, triazolyl, tetrazolyl, isoxazolyl, pyridyl and thiazolyl.

[86] This specification uses the terms “**substituent**,” “**radical**,” and “**group**” interchangeably.

[87] If a group of substituents are collectively described as being optionally substituted by one or more of a list of substituents, the group may include: (1) unsubstitutable substituents, (2) substitutable substituents that are not substituted by the optional substituents, and/or (3) substitutable substituents that are substituted by one or more of the optional substituents.

[88] If a substituent is described as being optionally substituted with up to a particular number of non-hydrogen substituents, that substituent may be either (1) not substituted; or (2) substituted by up to that particular number of non-hydrogen substituents or by up to the maximum number of substitutable positions on the substituent, whichever is less. Thus, for example, if a substituent is described as a heteroaryl optionally substituted with up to 3 non-hydrogen substituents, then any heteroaryl with less than 3 substitutable positions would be optionally substituted by up to only as many non-hydrogen substituents as the heteroaryl has substitutable positions. Such substituents, in non-limiting examples, can be selected from a linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, aryl, heteroaryl, heterocyclyl, halogen, guanidinium $[-NH(C=NH)NH_2]$, $-OR^{100}$, $NR^{101}R^{102}$, $-NO_2$, $-NR^{101}COR^{102}$, $-SR^{100}$, a sulfoxide represented by $-SOR^{101}$, a sulfone represented by $-SO_2R^{101}$, a sulfonate $-SO_3M$, a sulfate $-OSO_3M$, a sulfonamide represented by $-SO_2NR^{101}R^{102}$, cyano, an azido, $-COR^{101}$, $-OCOR^{101}$, $-OCONR^{101}R^{102}$ and a polyethylene glycol unit $(-OCH_2CH_2)_nR^{101}$ wherein M is H or a cation (such as Na^+ or K^+); R^{101} , R^{102} and R^{103} are each independently selected from H, linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, a polyethylene glycol unit $(-OCH_2CH_2)_nR^{104}$, wherein n is an integer from 1 to 24, an aryl having from 6 to 10 carbon atoms, a heterocyclic ring having from 3 to 10 carbon atoms and a heteroaryl having 5 to 10

carbon atoms; and R^{104} is H or a linear or branched alkyl having 1 to 4 carbon atoms, wherein the alkyl, alkenyl, alkynyl, aryl, heteroaryl and heterocyclcyl in the groups represented by R^{100} , R^{101} , R^{102} , R^{103} and R^{104} are optionally substituted with one or more (*e.g.*, 2, 3, 4, 5, 6 or more) substituents independently selected from halogen, -OH, -CN, -NO₂ and unsubstituted linear or branched alkyl having 1 to 4 carbon atoms. Preferably, the substituents for the optionally substituted alkyl, alkenyl, alkynyl, cyclic alkyl, cyclic alkenyl, cyclic alkynyl, carbocyclcyl, aryl, heterocyclcyl and heteroaryl described above include halogen, -CN, -NR¹⁰²R¹⁰³, -CF₃, -OR¹⁰¹, aryl, heteroaryl, heterocyclcyl, -SR¹⁰¹, -SOR¹⁰¹, -SO₂R¹⁰¹ and -SO₃M.

[89] The term “**compound**” or “**cytotoxic compound**,” “**cytotoxic dimer**” and “**cytotoxic dimer compound**” are used interchangeably. They are intended to include compounds for which a structure or formula or any derivative thereof has been disclosed in the present invention or a structure or formula or any derivative thereof that has been incorporated by reference. The term also includes, stereoisomers, geometric isomers, tautomers, solvates, metabolites, salts (*e.g.*, pharmaceutically acceptable salts) and prodrugs, and prodrug salts of a compound of all the formulae disclosed in the present invention. The term also includes any solvates, hydrates, and polymorphs of any of the foregoing. The specific recitation of “stereoisomers,” “geometric isomers,” “tautomers,” “solvates,” “metabolites,” “salt” “prodrug,” “prodrug salt,” “conjugates,” “conjugates salt,” “solvate,” “hydrate,” or “polymorph” in certain aspects of the invention described in this application shall not be interpreted as an intended omission of these forms in other aspects of the invention where the term “compound” is used without recitation of these other forms.

[90] The term “**conjugate**” as used herein refers to a compound described herein or a derivative thereof that is linked to a cell binding agent.

[91] The term “**linkable to a cell binding agent**” as used herein refers to the compounds described herein or derivatives thereof comprising at least one linking group or a precursor thereof suitable to bond these compounds or derivatives thereof to a cell binding agent.

[92] The term “**precursor**” of a given group refers to any group which may lead to that group by any deprotection, a chemical modification, or a coupling reaction.

[93] The term “**linked to a cell binding agent**” refers to a conjugate molecule comprising at least one of the compounds described herein (*e.g.*, compounds of formula

(I)-(IV) and (VIII)-(XI) and drug-linker compounds describe herein), or derivative thereof bound to a cell binding agent via a suitable linking group or a precursor thereof.

[94] The term “**chiral**” refers to molecules which have the property of non-superimposability of the mirror image partner, while the term “achiral” refers to molecules which are superimposable on their mirror image partner.

[95] The term “**stereoisomer**” refers to compounds which have identical chemical constitution and connectivity, but different orientations of their atoms in space that cannot be interconverted by rotation about single bonds.

[96] “**Diastereomer**” refers to a stereoisomer with two or more centers of chirality and whose molecules are not mirror images of one another. Diastereomers have different physical properties, *e.g.* melting points, boiling points, spectral properties, and reactivities. Mixtures of diastereomers may separate under high resolution analytical procedures such as crystallization, electrophoresis and chromatography.

[97] “**Enantiomers**” refer to two stereoisomers of a compound which are non-superimposable mirror images of one another.

[98] Stereochemical definitions and conventions used herein generally follow S. P. Parker, Ed., McGraw-Hill Dictionary of Chemical Terms (1984) McGraw-Hill Book Company, New York; and Eliel, E. and Wilen, S., “Stereochemistry of Organic Compounds,” John Wiley & Sons, Inc., New York, 1994. The compounds of the invention may contain asymmetric or chiral centers, and therefore exist in different stereoisomeric forms. It is intended that all stereoisomeric forms of the compounds of the invention, including but not limited to, diastereomers, enantiomers and atropisomers, as well as mixtures thereof such as racemic mixtures, form part of the present invention. Many organic compounds exist in optically active forms, *i.e.*, they have the ability to rotate the plane of plane-polarized light. In describing an optically active compound, the prefixes D and L, or R and S, are used to denote the absolute configuration of the molecule about its chiral center(s). The prefixes d and l or (+) and (-) are employed to designate the sign of rotation of plane-polarized light by the compound, with (-) or l meaning that the compound is levorotatory. A compound prefixed with (+) or d is dextrorotatory. For a given chemical structure, these stereoisomers are identical except that they are mirror images of one another. A specific stereoisomer may also be referred to as an enantiomer, and a mixture of such isomers is often called an enantiomeric mixture. A 50:50 mixture of enantiomers is referred to as a racemic mixture or a

racemate, which may occur where there has been no stereoselection or stereospecificity in a chemical reaction or process. The terms “racemic mixture” and “racemate” refer to an equimolar mixture of two enantiomeric species, devoid of optical activity.

[99] The term “**tautomer**” or “**tautomeric form**” refers to structural isomers of different energies which are interconvertible via a low energy barrier. For example, proton tautomers (also known as prototropic tautomers) include interconversions via migration of a proton, such as keto-enol and imine-enamine isomerizations. Valence tautomers include interconversions by reorganization of some of the bonding electrons.

[100] The term “**prodrug**” as used in this application refers to a precursor or derivative form of a compound of the invention that is capable of being enzymatically or hydrolytically activated or converted into the more active parent form. See, *e.g.*, Wilman, “Prodrugs in Cancer Chemotherapy” Biochemical Society Transactions, 14, pp. 375-382, 615th Meeting Belfast (1986) and Stella *et al.*, “Prodrugs: A Chemical Approach to Targeted Drug Delivery,” Directed Drug Delivery, Borchardt *et al.*, (ed.), pp. 247-267, Humana Press (1985). The prodrugs of this invention include, but are not limited to, ester-containing prodrugs, phosphate-containing prodrugs, thiophosphate-containing prodrugs, sulfate-containing prodrugs, peptide-containing prodrugs, D-amino acid-modified prodrugs, glycosylated prodrugs, β -lactam-containing prodrugs, optionally substituted phenoxyacetamide-containing prodrugs, optionally substituted phenylacetamide-containing prodrugs, 5-fluorocytosine and other 5-fluorouridine prodrugs which can be converted into the more active cytotoxic free drug. Examples of cytotoxic drugs that can be derivatized into a prodrug form for use in this invention include, but are not limited to, compounds of the invention and chemotherapeutic agents such as described above.

[101] The term “**prodrug**” is also meant to include a derivative of a compound that can hydrolyze, oxidize, or otherwise react under biological conditions (*in vitro* or *in vivo*) to provide a compound of this invention. Prodrugs may only become active upon such reaction under biological conditions, or they may have activity in their unreacted forms. Examples of prodrugs contemplated in this invention include, but are not limited to, analogs or derivatives of compounds of any one of the formulae disclosed herein that comprise biohydrolyzable moieties such as biohydrolyzable amides, biohydrolyzable esters, biohydrolyzable carbamates, biohydrolyzable carbonates, biohydrolyzable ureides, and biohydrolyzable phosphate analogues. Other examples of prodrugs include

derivatives of compounds of any one of the formulae disclosed herein that comprise -NO, -NO₂, -ONO, or -ONO₂ moieties. Prodrugs can typically be prepared using well-known methods, such as those described by Burger's Medicinal Chemistry and Drug Discovery (1995) 172-178, 949-982 (Manfred E. Wolff ed., 5th ed); see also Goodman and Gilman's, The Pharmacological basis of Therapeutics, 8th ed., McGraw-Hill, Int. Ed. 1992, "Biotransformation of Drugs."

[102] One preferred form of prodrug of the invention includes compounds (with or without any linker groups) and conjugates of the invention comprising an adduct formed between an imine bond of the compounds / conjugates and an imine reactive reagent. Another preferred form of prodrug of the invention includes compounds such as those of formula (I) - (IV), wherein when the double line == between N and C represents a single bond, X is H or an amine protecting group, and the compound becomes a prodrug. A prodrug of the invention may contain one or both forms of prodrugs described herein (e.g., containing an adduct formed between an imine bond of the compounds / conjugates and an imine reactive reagent, and/or containing a Y leaving group when X is -H).

[103] The term "**imine reactive reagent**" refers to a reagent that is capable of reacting with an imine group. Examples of imine reactive reagent includes, but is not limited to, sulfites (H₂SO₃, H₂SO₂ or a salt of HSO₃⁻, SO₃²⁻ or HSO₂⁻ formed with a cation), metabisulfite (H₂S₂O₅ or a salt of S₂O₅²⁻ formed with a cation), mono, di, tri, and tetra-thiophosphates (PO₃SH₃, PO₂S₂H₃, POS₃H₃, PS₄H₃ or a salt of PO₃S³⁻, PO₂S₂³⁻, POS₃³⁻ or PS₄³⁻ formed with a cation), thio phosphate esters ((RⁱO)₂PS(ORⁱ), RⁱSH, RⁱSOH, RⁱSO₂H, RⁱSO₃H), various amines (hydroxyl amine (e.g., NH₂OH), hydrazine (e.g., NH₂NH₂), NH₂O-Rⁱ, RⁱNH-Rⁱ, NH₂-Rⁱ), NH₂-CO-NH₂, NH₂-C(=S)-NH₂, thiosulfate (H₂S₂O₃ or a salt of S₂O₃²⁻ formed with a cation), dithionite (H₂S₂O₄ or a salt of S₂O₄²⁻ formed with a cation), phosphorodithioate (P(=S)(OR^k)(SH)(OH) or a salt thereof formed with a cation), hydroxamic acid (R^kC(=O)NHOH or a salt formed with a cation), hydrazide (R^kCONHNH₂), formaldehyde sulfoxylate (HOCH₂SO₂H or a salt of HOCH₂SO₂⁻ formed with a cation, such as HOCH₂SO₂⁻Na⁺), glycosylated nucleotide (such as GDP-mannose), fludarabine or a mixture thereof, wherein Rⁱ and R^{i'} are each independently a linear or branched alkyl having 1 to 10 carbon atoms and are substituted with at least one substituent selected from -N(R^j)₂, -CO₂H, -SO₃H, and -PO₃H; Rⁱ and R^{i'} can be further optionally substituted with a substituent for an alkyl described herein; R^j

is a linear or branched alkyl having 1 to 6 carbon atoms; and R^k is a linear, branched or cyclic alkyl, alkenyl or alkynyl having 1 to 10 carbon atoms, aryl, heterocyclyl or heteroaryl (preferably, R^k is a linear or branched alkyl having 1 to 4 carbon atoms; more preferably, R^k is methyl, ethyl or propyl). Preferably, the cation is a monovalent cation, such as Na^+ or K^+ . Preferably, the imine reactive reagent is selected from sulfites, hydroxyl amine, urea and hydrazine. More preferably, the imine reactive reagent is $NaHSO_3$ or $KHSO_3$.

[104] As used herein and unless otherwise indicated, the terms **“biohydrolyzable amide,” “biohydrolyzable ester,” “biohydrolyzable carbamate,” “biohydrolyzable carbonate,” “biohydrolyzable ureide”** and **“biohydrolyzable phosphate analogue”** mean an amide, ester, carbamate, carbonate, ureide, or phosphate analogue, respectively, that either: 1) does not destroy the biological activity of the compound and confers upon that compound advantageous properties *in vivo*, such as uptake, duration of action, or onset of action; or 2) is itself biologically inactive but is converted *in vivo* to a biologically active compound. Examples of biohydrolyzable amides include, but are not limited to, lower alkyl amides, α -amino acid amides, alkoxyacyl amides, and alkylaminoalkylcarbonyl amides. Examples of biohydrolyzable esters include, but are not limited to, lower alkyl esters, alkoxyacyloxy esters, alkyl acylamino alkyl esters, and choline esters. Examples of biohydrolyzable carbamates include, but are not limited to, lower alkylamines, substituted ethylenediamines, amino acids, hydroxyalkylamines, heterocyclic and heteroaromatic amines, and polyether amines. Particularly favored prodrugs and prodrug salts are those that increase the bioavailability of the compounds of this invention when such compounds are administered to a mammal.

[105] The phrase **“pharmaceutically acceptable salt”** as used herein, refers to pharmaceutically acceptable organic or inorganic salts of a compound of the invention. Exemplary salts include, but are not limited, to sulfate, citrate, acetate, oxalate, chloride, bromide, iodide, nitrate, bisulfate, phosphate, acid phosphate, isonicotinate, lactate, salicylate, acid citrate, tartrate, oleate, tannate, pantothenate, bitartrate, ascorbate, succinate, maleate, gentisinate, fumarate, gluconate, glucuronate, saccharate, formate, benzoate, glutamate, methanesulfonate “mesylate,” ethanesulfonate, benzenesulfonate, p-toluenesulfonate, pamoate (*i.e.*, 1,1'-methylene-bis-(2-hydroxy-3-naphthoate)) salts, alkali metal (*e.g.*, sodium and potassium) salts, alkaline earth metal (*e.g.*, magnesium) salts, and ammonium salts. A pharmaceutically acceptable salt may involve the

inclusion of another molecule such as an acetate ion, a succinate ion or other counter ion. The counter ion may be any organic or inorganic moiety that stabilizes the charge on the parent compound. Furthermore, a pharmaceutically acceptable salt may have more than one charged atom in its structure. Instances where multiple charged atoms are part of the pharmaceutically acceptable salt can have multiple counter ions. Hence, a pharmaceutically acceptable salt can have one or more charged atoms and/or one or more counter ion.

[106] If the compound of the invention is a base, the desired pharmaceutically acceptable salt may be prepared by any suitable method available in the art, for example, treatment of the free base with an inorganic acid, such as hydrochloric acid, hydrobromic acid, sulfuric acid, nitric acid, methanesulfonic acid, phosphoric acid and the like, or with an organic acid, such as acetic acid, maleic acid, succinic acid, mandelic acid, fumaric acid, malonic acid, pyruvic acid, oxalic acid, glycolic acid, salicylic acid, a pyranosidyl acid, such as glucuronic acid or galacturonic acid, an alpha hydroxy acid, such as citric acid or tartaric acid, an amino acid, such as aspartic acid or glutamic acid, an aromatic acid, such as benzoic acid or cinnamic acid, a sulfonic acid, such as p-toluenesulfonic acid or ethanesulfonic acid, or the like.

[107] If the compound of the invention is an acid, the desired pharmaceutically acceptable salt may be prepared by any suitable method, for example, treatment of the free acid with an inorganic or organic base, such as an amine (primary, secondary or tertiary), an alkali metal hydroxide or alkaline earth metal hydroxide, or the like. Illustrative examples of suitable salts include, but are not limited to, organic salts derived from amino acids, such as glycine and arginine, ammonia, primary, secondary, and tertiary amines, and cyclic amines, such as piperidine, morpholine and piperazine, and inorganic salts derived from sodium, calcium, potassium, magnesium, manganese, iron, copper, zinc, aluminum and lithium.

[108] As used herein, the term “**solvate**” means a compound which further includes a stoichiometric or non-stoichiometric amount of solvent such as water, isopropanol, acetone, ethanol, methanol, DMSO, ethyl acetate, acetic acid, and ethanolamine dichloromethane, 2-propanol, or the like, bound by non-covalent intermolecular forces. Solvates or hydrates of the compounds are readily prepared by addition of at least one molar equivalent of a hydroxylic solvent such as methanol, ethanol, 1-propanol, 2-propanol or water to the compound to result in solvation or hydration of the imine

moiety.

[109] The terms “**abnormal cell growth**” and “**proliferative disorder**” are used interchangeably in this application. “**Abnormal cell growth**,” as used herein, unless otherwise indicated, refers to cell growth that is independent of normal regulatory mechanisms (*e.g.*, loss of contact inhibition). This includes, for example, the abnormal growth of: (1) tumor cells (tumors) that proliferate by expressing a mutated tyrosine kinase or overexpression of a receptor tyrosine kinase; (2) benign and malignant cells of other proliferative diseases in which aberrant tyrosine kinase activation occurs; (3) any tumors that proliferate by receptor tyrosine kinases; (4) any tumors that proliferate by aberrant serine/threonine kinase activation; and (5) benign and malignant cells of other proliferative diseases in which aberrant serine/threonine kinase activation occurs.

[110] The terms “**cancer**” and “**cancerous**” refer to or describe the physiological condition in mammals that is typically characterized by unregulated cell growth. A “**tumor**” comprises one or more cancerous cells, and/or benign or pre-cancerous cells. Examples of cancer include, but are not limited to, carcinoma, lymphoma, blastoma, sarcoma, and leukemia or lymphoid malignancies. More particular examples of such cancers include squamous cell cancer (*e.g.*, epithelial squamous cell cancer), lung cancer including small-cell lung cancer, non-small cell lung cancer (“NSCLC”), adenocarcinoma of the lung and squamous carcinoma of the lung, cancer of the peritoneum, hepatocellular cancer, gastric or stomach cancer including gastrointestinal cancer, pancreatic cancer, glioblastoma, cervical cancer, ovarian cancer, liver cancer, bladder cancer, hepatoma, breast cancer, colon cancer, rectal cancer, colorectal cancer, endometrial or uterine carcinoma, salivary gland carcinoma, kidney or renal cancer, prostate cancer, vulval cancer, thyroid cancer, hepatic carcinoma, anal carcinoma, penile carcinoma, acute leukemia, head/brain and neck cancer, cancers of lymphatic organs and hematological malignancy including Leukemia (Acute lymphoblastic leukemia (ALL), Acute myelogenous leukemia (AML), Chronic lymphocytic leukemia (CLL), Chronic myelogenous leukemia (CML), Acute monocytic leukemia (AMOL), Hairy cell leukemia (HCL), T-cell prolymphocytic leukemia (T-PLL), Large granular lymphocytic leukemia, Adult T-cell leukemia), Lymphoma (small lymphocytic lymphoma (SLL), Hodgkin's lymphomas (Nodular sclerosis, Mixed cellularity, Lymphocyte-rich, Lymphocyte depleted or not depleted, and Nodular lymphocyte-predominant Hodgkin lymphoma), Non-Hodgkin's lymphomas (all subtypes), Chronic lymphocytic

leukemia/Small lymphocytic lymphoma, B-cell prolymphocytic leukemia, Lymphoplasmacytic lymphoma (such as Waldenström macroglobulinemia), Splenic marginal zone lymphoma, Plasma cell neoplasms (Plasma cell myeloma, Plasmacytoma, Monoclonal immunoglobulin deposition diseases, Heavy chain diseases), Extranodal marginal zone B cell lymphoma (MALT lymphoma), Nodal marginal zone B cell lymphoma (NMZL), Follicular lymphoma, Mantle cell lymphoma, Diffuse large B cell lymphoma, Mediastinal (thymic) large B cell lymphoma, Intravascular large B cell lymphoma, Primary effusion lymphoma, Burkitt lymphoma/leukemia, T cell prolymphocytic leukemia, T cell large granular lymphocytic leukemia, Aggressive NK cell leukemia, Adult T cell leukemia/lymphoma, Extranodal NK/T cell lymphoma (nasal type), Enteropathy-type T cell lymphoma, Hepatosplenic T cell lymphoma, Blastic NK cell lymphoma, Mycosis fungoides / Sezary syndrome, Primary cutaneous CD30-positive T cell lymphoproliferative disorders, Primary cutaneous anaplastic large cell lymphoma, Lymphomatoid papulosis, Angioimmunoblastic T cell lymphoma, Peripheral T cell lymphoma (unspecified), Anaplastic large cell lymphoma), multiple myeloma (plasma cell myeloma or Kahler's disease).

[111] A **“therapeutic agent”** encompasses both a biological agent such as an antibody, a peptide, a protein, an enzyme or a chemotherapeutic agent.

[112] A **“chemotherapeutic agent”** is a chemical compound useful in the treatment of cancer. Examples of chemotherapeutic agents include Erlotinib (TARCEVA®, Genentech/OSI Pharm.), Bortezomib (VELCADE®, Millennium Pharm.), Fulvestrant (FASLODEX®, AstraZeneca), Sutent (SU11248, Pfizer), Letrozole (FEMARA®, Novartis), Imatinib mesylate (GLEEVEC®, Novartis), PTK787/ZK 222584 (Novartis), Oxaliplatin (Eloxatin®, Sanofi), 5-FU (5-fluorouracil), Leucovorin, Rapamycin (Sirolimus, RAPAMUNE®, Wyeth), Lapatinib (TYKERB®, GSK572016, Glaxo Smith Kline), Lonafermin (SCH 66336), Sorafenib (BAY43-9006, Bayer Labs), and Gefitinib (IRESSA®, AstraZeneca), AG1478, AG1571 (SU 5271; Sugen), alkylating agents such as thiotepa and CYTOXAN® cyclophosphamide; alkyl sulfonates such as busulfan, improsulfan and piposulfan; aziridines such as benzodopa, carboquone, meturedopa, and uredopa; ethylenimines and methylamelamines including altretamine, triethylenemelamine, triethylenephosphoramide, triethylenethiophosphoramide and trimethylmelamine; acetogenins (especially bullatacin and bullatacinone); a camptothecin (including the synthetic analog topotecan); bryostatin; callystatin; CC-

1065 (including its adozelesin, carzelesin and bizelesin synthetic analogs); cryptophycins (particularly cryptophycin 1 and cryptophycin 8); dolastatin; duocarmycin (including the synthetic analogs, KW-2189 and CB1-TM1); eleutherobin; pancratistatin; a sarcodictyin; spongistatin; nitrogen mustards such as chlorambucil, chlornaphazine, chlorophosphamide, estramustine, ifosfamide, mechlorethamine, mechlorethamine oxide hydrochloride, melphalan, novembichin, phenesterine, prednimustine, trofosfamide, uracil mustard; nitrosureas such as carmustine, chlorozotocin, fotemustine, lomustine, nimustine, and ranimustine; antibiotics such as the enediyne antibiotics (*e.g.*, calicheamicin, especially calicheamicin gammall and calicheamicin omegall (Angew Chem. Intl. Ed. Engl. (1994) 33:183-186); dynemicin, including dynemicin A; bisphosphonates, such as clodronate; an esperamicin; as well as neocarzinostatin chromophore and related chromoprotein enediyne antibiotic chromophores), aclacinomysins, actinomycin, authramycin, azaserine, bleomycins, cactinomycin, carabycin, caminomycin, carzinophilin, chromomycins, dactinomycin, daunorubicin, detorubicin, 6-diazo-5-oxo-L-norleucine, ADRIAMYCIN® (doxorubicin), morpholino-doxorubicin, cyanomorpholino-doxorubicin, 2-pyrrolino-doxorubicin and deoxydoxorubicin), epirubicin, esorubicin, idarubicin, marcellomycin, mitomycins such as mitomycin C, mycophenolic acid, nogalamycin, olivomycins, peplomycin, porfiromycin, puromycin, quelamycin, rodorubicin, streptonigrin, streptozocin, tubercidin, ubenimex, zinostatin, zorubicin; anti-metabolites such as methotrexate and 5-fluorouracil (5-FU); folic acid analogs such as denopterin, methotrexate, pteropterin, trimetrexate; purine analogs such as fludarabine, 6-mercaptopurine, thiamnirprine, thioguanine; pyrimidine analogs such as ancitabine, azacitidine, 6-azauridine, carmofur, cytarabine, dideoxyuridine, doxifluridine, enocitabine, floxuridine; androgens such as calusterone, dromostanolone propionate, epitio stanol, mepitio stanol, testolactone; anti-adrenals such as aminogluthethimide, mitotane, trilostane; folic acid replenisher such as frolinic acid; aceglatone; aldophosphamide glycoside; aminolevulinic acid; eniluracil; amsacrine; bestrabucil; bisantrene; edatraxate; defofamine; demecolcine; diaziquone; elformithine; elliptinium acetate; an epothilone; etoglucid; gallium nitrate; hydroxyurea; lentinan; lonidainine; maytansinoids such as maytansine and ansamitocins; mitoguazone; mitoxantrone; mopidanmol; nitraerine; pentostatin; phenamet; pirarubicin; losoxantrone; podophyllinic acid; 2-ethylhydrazide; procarbazine; PSK® polysaccharide complex (JHS Natural Products, Eugene, Oreg.); razoxane; rhizoxin; sizofuran;

spirogermanium; tenuazonic acid; triaziquone; 2,2',2''-trichlorotriethylamine; trichothecenes (especially T-2 toxin, verracurin A, roridin A and anguidine); urethan; vindesine; dacarbazine; mannomustine; mitobronitol; mitolactol; pipobroman; gacytosine; arabinoside ("Ara-C"); cyclophosphamide; thiotepa; taxoids, *e.g.*, TAXOL® (paclitaxel; Bristol-Myers Squibb Oncology, Princeton, N.J.), ABRAXANE® (Cremophor-free), albumin-engineered nanoparticle formulations of paclitaxel (American Pharmaceutical Partners, Schaumburg, Ill.), and TAXOTERE® (doxetaxel; Rhone-Poulenc Rorer, Antony, France); chloranmbucil; GEMZAR® (gemcitabine); 6-thioguanine; mercaptopurine; methotrexate; platinum analogs such as cisplatin and carboplatin; vinblastine; etoposide (VP-16); ifosfamide; mitoxantrone; vincristine; NAVELBINE® (vinorelbine); novantrone; teniposide; edatrexate; daunomycin; aminopterin; capecitabine (XELODA®); ibandronate; CPT-11; topoisomerase inhibitor RFS 2000; difluoromethylornithine (DMFO); retinoids such as retinoic acid; and pharmaceutically acceptable salts, acids and derivatives of any of the above.

[113] Also included in the definition of "**chemotherapeutic agent**" are: (i) anti-hormonal agents that act to regulate or inhibit hormone action on tumors such as anti-estrogens and selective estrogen receptor modulators (SERMs), including, for example, tamoxifen (including NOLVADEX®; tamoxifen citrate), raloxifene, droloxifene, 4-hydroxytamoxifen, trioxifene, keoxifene, LY117018, onapristone, and FARESTON® (toremifene citrate); (ii) aromatase inhibitors that inhibit the enzyme aromatase, which regulates estrogen production in the adrenal glands, such as, for example, 4(5)-imidazoles, aminoglutethimide, MEGASE® (megestrol acetate), AROMASIN® (exemestane; Pfizer), formestanie, fadrozole, RIVISOR® (vorozole), FEMARA® (letrozole; Novartis), and ARIMIDEX® (anastrozole; AstraZeneca); (iii) anti-androgens such as flutamide, nilutamide, bicalutamide, leuprolide, and goserelin; as well as troxacitabine (a 1,3-dioxolane nucleoside cytosine analog); (iv) protein kinase inhibitors; (v) lipid kinase inhibitors; (vi) antisense oligonucleotides, particularly those which inhibit expression of genes in signaling pathways implicated in aberrant cell proliferation, such as, for example, PKC-alpha, Ralf and H-Ras; (vii) ribozymes such as VEGF expression inhibitors (*e.g.*, ANGIOZYME®) and HER2 expression inhibitors; (viii) vaccines such as gene therapy vaccines, for example, ALLOVECTIN®, LEUVECTIN®, and VAXID®; PROLEUKIN® rIL-2; a topoisomerase 1 inhibitor such as LURTOTECAN®; ABARELIX® rmRH; (ix) anti-angiogenic agents such as

bevacizumab (AVASTIN®, Genentech); and (x) pharmaceutically acceptable salts, acids and derivatives of any of the above. Other anti-angiogenic agents include MMP-2 (matrix-metalloproteinase 2) inhibitors, MMP-9 (matrix-metalloproteinase 9) inhibitors, COX-II (cyclooxygenase II) inhibitors, and VEGF receptor tyrosine kinase inhibitors. Examples of such useful matrix metalloproteinase inhibitors that can be used in combination with the present compounds/compositions are described in WO 96/33172, WO 96/27583, EP 818442, EP 1004578, WO 98/07697, WO 98/03516, WO 98/34918, WO 98/34915, WO 98/33768, WO 98/30566, EP 606,046, EP 931,788, WO 90/05719, WO 99/52910, WO 99/52889, WO 99/29667, WO 99/07675, EP 945864, U.S. Pat. No. 5,863,949, U.S. Pat. No. 5,861,510, and EP 780,386, all of which are incorporated herein in their entireties by reference. Examples of VEGF receptor tyrosine kinase inhibitors include 4-(4-bromo-2-fluoroanilino)-6-methoxy-7-(1-methylpiperidin-4-ylmethoxy)quinazoline (ZD6474; Example 2 within WO 01/32651), 4-(4-fluoro-2-methylindol-5-yloxy)-6-methoxy-7-(3-pyrrolidin-1-ylpropoxy)-quinazoline (AZD2171; Example 240 within WO 00/47212), vatalanib (PTK787; WO 98/35985) and SU11248 (sunitinib; WO 01/60814), and compounds such as those disclosed in PCT Publication Nos. WO 97/22596, WO 97/30035, WO 97/32856, and WO 98/13354).

[114] Other examples of chemotherapeutic agents that can be used in combination with the present compounds include inhibitors of PI3K (phosphoinositide-3 kinase), such as those reported in Yaguchi *et al* (2006) Jour. of the Nat. Cancer Inst. 98(8):545-556; U.S. Pat. No. 7,173,029; U.S. Pat. No. 7,037,915; U.S. Pat. No. 6,608,056; U.S. Pat. No. 6,608,053; U.S. Pat. No. 6,838,457; U.S. Pat. No. 6,770,641; U.S. Pat. No. 6,653,320; U.S. Pat. No. 6,403,588; WO 2006/046031; WO 2006/046035; WO 2006/046040; WO 2007/042806; WO 2007/042810; WO 2004/017950; US 2004/092561; WO 2004/007491; WO 2004/006916; WO 2003/037886; US 2003/149074; WO 2003/035618; WO 2003/034997; US 2003/158212; EP 1417976; US 2004/053946; JP 2001247477; JP 08175990; JP 08176070; U.S. Pat. No. 6,703,414; and WO 97/15658, all of which are incorporated herein in their entireties by reference. Specific examples of such PI3K inhibitors include SF-1126 (PI3K inhibitor, Semafore Pharmaceuticals), BEZ-235 (PI3K inhibitor, Novartis), XL-147 (PI3K inhibitor, Exelixis, Inc.).

[115] Chemotherapeutic agents may also include any of the generic drugs or biosimilars of the brand-name drugs referenced herein, or improvements thereof, including improved formulations, prodrugs, delivery means (sustained release,

bioadhesive coating, targeted delivery *etc.*), and dosage forms.

[116] A “**metabolite**” is a product produced through metabolism in the body of a specified compound, a derivative thereof, or a conjugate thereof, or salt thereof.

Metabolites of a compound, a derivative thereof, or a conjugate thereof, may be identified using routine techniques known in the art and their activities determined using tests such as those described herein. Such products may result for example from the oxidation, hydroxylation, reduction, hydrolysis, amidation, deamidation, esterification, deesterification, enzymatic cleavage, and the like, of the administered compound.

Accordingly, the invention includes metabolites of compounds, a derivative thereof, or a conjugate thereof, of the invention, including compounds, a derivative thereof, or a conjugate thereof, produced by a process comprising contacting a compound, a derivative thereof, or a conjugate thereof, of this invention with a mammal for a period of time sufficient to yield a metabolic product thereof.

[117] The phrase “**pharmaceutically acceptable**” indicates that the substance or composition must be compatible chemically and/or toxicologically, with the other ingredients comprising a formulation, and/or the mammal being treated therewith.

[118] The term “**protecting group**” or “**protecting moiety**” refers to a substituent that is commonly employed to block or protect a particular functionality while reacting other functional groups on the compound, a derivative thereof, or a conjugate thereof. For example, an “**amine-protecting group**” or an “**amino-protecting moiety**” is a substituent attached to an amino group that blocks or protects the amino functionality in the compound. Such groups are well known in the art (see for example P. Wuts and T. Greene, 2007, Protective Groups in Organic Synthesis, Chapter 7, J. Wiley & Sons, NJ) and exemplified by carbamates such as methyl and ethyl carbamate, Fmoc, substituted ethyl carbamates, carbamates cleaved by 1,6- β -elimination (also termed “**self immolative**”), ureas, amides, peptides, alkyl and aryl derivatives. Suitable amino-protecting groups include acetyl, trifluoroacetyl, t-butoxycarbonyl (BOC), benzyloxycarbonyl (CBZ) and 9-fluorenylmethylenoxycarbonyl (Fmoc). For a general description of protecting groups and their use, *see* P. G.M. Wuts & T. W. Greene, Protective Groups in Organic Synthesis, John Wiley & Sons, New York, 2007.

[119] The term “**leaving group**” refers to an group of charged or uncharged moiety that departs during a substitution or displacement. Such leaving groups are well known in the art and include, but not limited to, halogens, esters, alkoxy, hydroxyl, tosylates,

triflates, mesylates, nitriles, azide, carbamate, disulfides, thioesters, thioethers and diazonium compounds.

[120] The term “**bifunctional crosslinking agent**,” “**bifunctional linker**” or “**crosslinking agents**” refers to modifying agents that possess two reactive groups; one of which is capable of reacting with a cell binding agent while the other one reacts with the cytotoxic compound to link the two moieties together. Such bifunctional crosslinkers are well known in the art (see, for example, Isalm and Dent in *Bioconjugation* chapter 5, p218-363, Groves Dictionaries Inc. New York, 1999). For example, bifunctional crosslinking agents that enable linkage via a thioether bond include *N*-succinimidyl-4-(*N*-maleimidomethyl)-cyclohexane-1-carboxylate (SMCC) to introduce maleimido groups, or with *N*-succinimidyl-4-(iodoacetyl)-aminobenzoate (SIAB) to introduce iodoacetyl groups. Other bifunctional crosslinking agents that introduce maleimido groups or haloacetyl groups on to a cell binding agent are well known in the art (see US Patent Applications 2008/0050310, 20050169933, available from Pierce Biotechnology Inc. P.O. Box 117, Rockland, IL 61105, USA) and include, but not limited to, bis-maleimidopolyethyleneglycol (BMPEO), BM(PEO)₂, BM(PEO)₃, *N*-(β -maleimidopropoxy)succinimide ester (BMPS), γ -maleimidobutyric acid *N*-succinimidyl ester (GMBS), ϵ -maleimidocaproic acid *N*-hydroxysuccinimide ester (EMCS), 5-maleimidovaleric acid NHS, HBVS, *N*-succinimidyl-4-(*N*-maleimidomethyl)-cyclohexane-1-carboxy-(6-amidocaproate), which is a “long chain” analog of SMCC (LC-SMCC), *m*-maleimidobenzoyl-*N*-hydroxysuccinimide ester (MBS), 4-(4-*N*-maleimidophenyl)-butyric acid hydrazide or HCl salt (MPBH), *N*-succinimidyl 3-(bromoacetamido)propionate (SBAP), *N*-succinimidyl iodoacetate (SIA), κ -maleimidoundecanoic acid *N*-succinimidyl ester (KMUA), *N*-succinimidyl 4-(*p*-maleimidophenyl)-butyrate (SMPB), succinimidyl-6-(β -maleimidopropionamido)hexanoate (SMPH), succinimidyl-(4-vinylsulfonyl)benzoate (SVSB), dithiobis-maleimidoethane (DTME), 1,4-bis-maleimidobutane (BMB), 1,4-bismaleimidyl-2,3-dihydroxybutane (BMDB), bis-maleimidoethane (BMH), bis-maleimidoethane (BMOE), sulfosuccinimidyl 4-(*N*-maleimido-methyl)cyclohexane-1-carboxylate (sulfo-SMCC), sulfosuccinimidyl(4-iodo-acetyl)aminobenzoate (sulfo-SIAB), *m*-maleimidobenzoyl-*N*-hydroxysulfosuccinimide ester (sulfo-MBS), *N*-(γ -maleimidobutyloxy)sulfosuccinimide ester (sulfo-GMBS), *N*-(ϵ -maleimidocaproyloxy)sulfosuccinimide ester (sulfo-EMCS), *N*-(κ -

maleimidoundecanoyloxy)sulfosuccinimide ester (sulfo-KMUS), and sulfosuccinimidyl 4-(p-maleimidophenyl)butyrate (sulfo-SMPB).

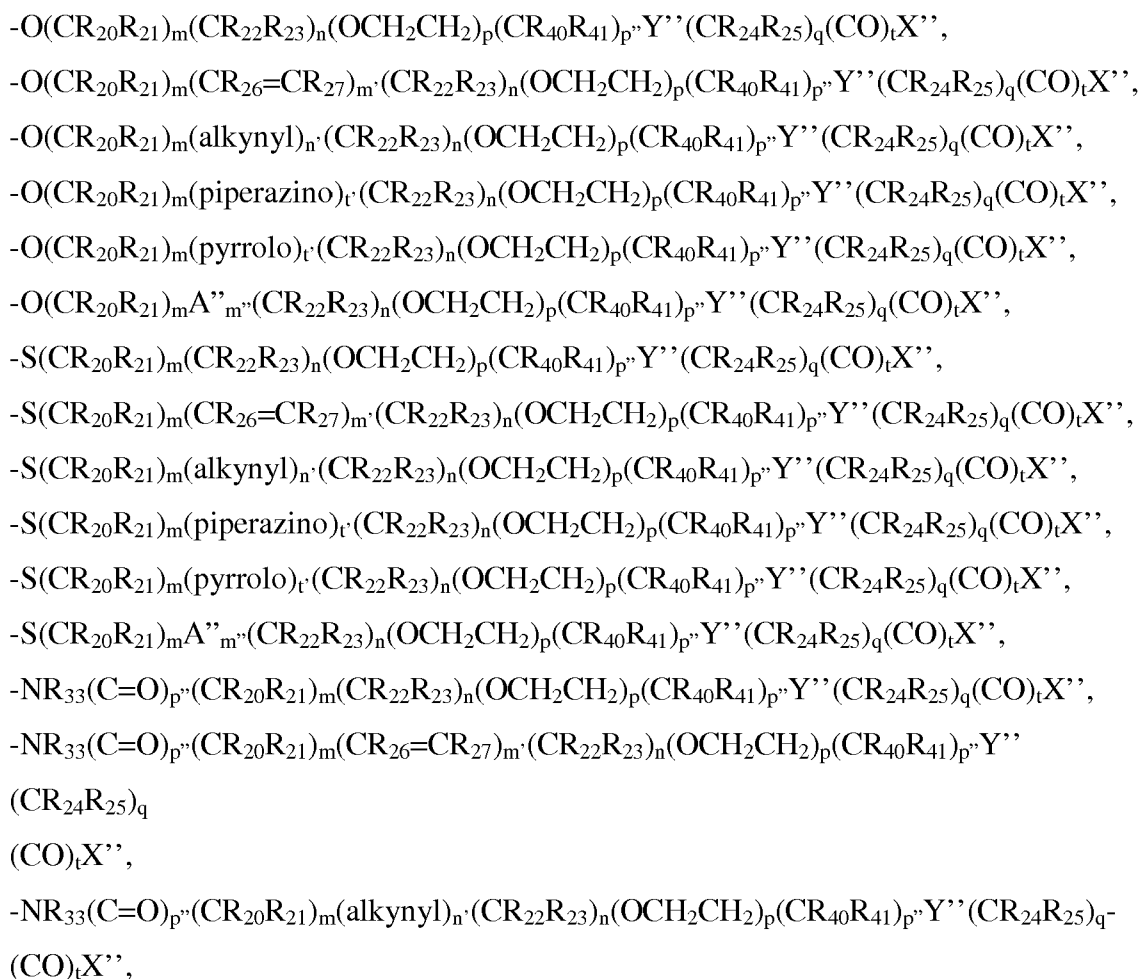
[121] Heterobifunctional crosslinking agents are bifunctional crosslinking agents having two different reactive groups. Heterobifunctional crosslinking agents containing both an amine-reactive *N*-hydroxysuccinimide group (NHS group) and a carbonyl-reactive hydrazine group can also be used to link the cytotoxic compounds described herein with a cell-binding agent (*e.g.*, antibody). Examples of such commercially available heterobifunctional crosslinking agents include succinimidyl 6-hydrazinonicotinamide acetone hydrazone (SANH), succinimidyl 4-hydrazidoterephthalate hydrochloride (SHTH) and succinimidyl hydrazinium nicotinate hydrochloride (SHNH). Conjugates bearing an acid-labile linkage can also be prepared using a hydrazine-bearing benzodiazepine derivative of the present invention. Examples of bifunctional crosslinking agents that can be used include succinimidyl-p-formyl benzoate (SFB) and succinimidyl-p-formylphenoxyacetate (SFPA).

[122] Bifunctional crosslinking agents that enable the linkage of cell binding agent with cytotoxic compounds via disulfide bonds are known in the art and include *N*-succinimidyl-3-(2-pyridyldithio)propionate (SPDP), *N*-succinimidyl-4-(2-pyridyldithio)pentanoate (SPP), *N*-succinimidyl-4-(2-pyridyldithio)butanoate (SPDB), *N*-succinimidyl-4-(2-pyridyldithio)2-sulfo butanoate (sulfo-SPDB) to introduce dithiopyridyl groups. Other bifunctional crosslinking agents that can be used to introduce disulfide groups are known in the art and are disclosed in U.S. Patents 6,913,748, 6,716,821 and US Patent Publications 20090274713 and 20100129314, all of which are incorporated herein by reference. Alternatively, crosslinking agents such as 2-iminothiolane, homocysteine thiolactone or S-acetylsuccinic anhydride that introduce thiol groups can also be used.

[123] A “**linker**,” “**linker moiety**,” or “**linking group**” as defined herein refers to a moiety that connects two groups, such as a cell binding agent and a cytotoxic compound, together. Typically, the linker is substantially inert under conditions for which the two groups it is connecting are linked. A bifunctional crosslinking agent may comprise two reactive groups, one at each ends of a linker moiety, such that one reactive group can be first reacted with the cytotoxic compound to provide a compound bearing the linker moiety and a second reactive group, which can then react with a cell binding agent. Alternatively, one end of the bifunctional crosslinking agent can be first reacted with the

cell binding agent to provide a cell binding agent bearing a linker moiety and a second reactive group, which can then react with a cytotoxic compound. The linking moiety may contain a chemical bond that allows for the release of the cytotoxic moiety at a particular site. Suitable chemical bonds are well known in the art and include disulfide bonds, thioether bonds, acid labile bonds, photolabile bonds, peptidase labile bonds and esterase labile bonds (see for example US Patents 5,208,020; 5,475,092; 6,441,163; 6,716,821; 6,913,748; 7,276,497; 7,276,499; 7,368,565; 7,388,026 and 7,414,073). Preferred are disulfide bonds, thioether and peptidase labile bonds. Other linkers that can be used in the present invention include non-cleavable linkers, such as those described in are described in detail in U.S. publication number 20050169933, or charged linkers or hydrophilic linkers and are described in US 2009/0274713, US 2010/01293140 and WO 2009/134976, each of which is expressly incorporated herein by reference, each of which is expressly incorporated herein by reference.

[124] In one embodiment, the linking group with a reactive group attached at one end, such as a reactive ester, is selected from the following:



$-\text{NR}_{33}(\text{C}=\text{O})_{\text{p}}(\text{CR}_{20}\text{R}_{21})_{\text{m}}(\text{piperazino})_{\text{t}}(\text{CR}_{22}\text{R}_{23})_{\text{n}}(\text{OCH}_2\text{CH}_2)_{\text{p}}(\text{CR}_{40}\text{R}_{41})_{\text{p}}\text{Y}''(\text{CR}_{24}\text{R}_{25})_{\text{q}}(\text{CO})_{\text{t}}\text{X}''$,
 $-\text{NR}_{33}(\text{C}=\text{O})_{\text{p}}(\text{CR}_{20}\text{R}_{21})_{\text{m}}(\text{pyrrolo})_{\text{t}}(\text{CR}_{22}\text{R}_{23})_{\text{n}}(\text{OCH}_2\text{CH}_2)_{\text{p}}(\text{CR}_{40}\text{R}_{41})_{\text{p}}\text{Y}''(\text{CR}_{24}\text{R}_{25})_{\text{q}}(\text{CO})_{\text{t}}\text{X}''$,
 $-\text{NR}_{33}(\text{C}=\text{O})_{\text{p}}(\text{CR}_{20}\text{R}_{21})_{\text{m}}\text{A}''_{\text{m}}(\text{CR}_{22}\text{R}_{23})_{\text{n}}(\text{OCH}_2\text{CH}_2)_{\text{p}}(\text{CR}_{40}\text{R}_{41})_{\text{p}}\text{Y}''(\text{CR}_{24}\text{R}_{25})_{\text{q}}(\text{CO})_{\text{t}}\text{X}''$,
 $-(\text{CR}_{20}\text{R}_{21})_{\text{m}}(\text{CR}_{22}\text{R}_{23})_{\text{n}}(\text{OCH}_2\text{CH}_2)_{\text{p}}(\text{CR}_{40}\text{R}_{41})_{\text{p}}\text{Y}''(\text{CR}_{24}\text{R}_{25})_{\text{q}}(\text{CO})_{\text{t}}\text{X}''$,
 $-(\text{CR}_{20}\text{R}_{21})_{\text{m}}(\text{CR}_{26}=\text{CR}_{27})_{\text{m}}(\text{CR}_{22}\text{R}_{23})_{\text{n}}(\text{OCH}_2\text{CH}_2)_{\text{p}}(\text{CR}_{40}\text{R}_{41})_{\text{p}}\text{Y}''(\text{CR}_{24}\text{R}_{25})_{\text{q}}(\text{CO})_{\text{t}}\text{X}''$,
 $-(\text{CR}_{20}\text{R}_{21})_{\text{m}}(\text{alkynyl})_{\text{n}}(\text{CR}_{22}\text{R}_{23})_{\text{n}}(\text{OCH}_2\text{CH}_2)_{\text{p}}(\text{CR}_{40}\text{R}_{41})_{\text{p}}\text{Y}''(\text{CR}_{24}\text{R}_{25})_{\text{q}}(\text{CO})_{\text{t}}\text{X}''$,
 $-(\text{CR}_{20}\text{R}_{21})_{\text{m}}(\text{piperazino})_{\text{t}}(\text{CR}_{22}\text{R}_{23})_{\text{n}}(\text{OCH}_2\text{CH}_2)_{\text{p}}(\text{CR}_{40}\text{R}_{41})_{\text{p}}\text{Y}''(\text{CR}_{24}\text{R}_{25})_{\text{q}}(\text{CO})_{\text{t}}\text{X}''$,
 $-(\text{CR}_{20}\text{R}_{21})_{\text{m}}\text{A}''_{\text{m}}(\text{CR}_{22}\text{R}_{23})_{\text{n}}(\text{OCH}_2\text{CH}_2)_{\text{p}}(\text{CR}_{40}\text{R}_{41})_{\text{p}}\text{Y}''(\text{CR}_{24}\text{R}_{25})_{\text{q}}(\text{CO})_{\text{t}}\text{X}''$,
 $-(\text{CR}_{20}\text{R}_{21})_{\text{m}}(\text{CR}_{29}=\text{N}-\text{NR}_{30})_{\text{n}}(\text{CR}_{22}\text{R}_{23})_{\text{n}}(\text{OCH}_2\text{CH}_2)_{\text{p}}(\text{CR}_{40}\text{R}_{41})_{\text{p}}\text{Y}''(\text{CR}_{24}\text{R}_{25})_{\text{q}}(\text{CO})_{\text{t}}\text{X}''$,
 $-(\text{CR}_{20}\text{R}_{21})_{\text{m}}(\text{CR}_{29}=\text{N}-\text{NR}_{30})_{\text{n}}(\text{CR}_{26}=\text{CR}_{27})_{\text{m}}(\text{CR}_{22}\text{R}_{23})_{\text{n}}(\text{OCH}_2\text{CH}_2)_{\text{p}}(\text{CR}_{40}\text{R}_{41})_{\text{p}}\text{Y}''(\text{CR}_{24}\text{R}_{25})_{\text{q}}(\text{CO})_{\text{t}}\text{X}''$,
 $-(\text{CR}_{20}\text{R}_{21})_{\text{m}}(\text{CR}_{29}=\text{N}-\text{NR}_{30})_{\text{n}}(\text{alkynyl})_{\text{n}}(\text{CR}_{22}\text{R}_{23})_{\text{n}}(\text{OCH}_2\text{CH}_2)_{\text{p}}(\text{CR}_{40}\text{R}_{41})_{\text{p}}\text{Y}''(\text{CR}_{24}\text{R}_{25})_{\text{q}}(\text{CO})_{\text{t}}\text{X}''$,
 $-(\text{CR}_{20}\text{R}_{21})_{\text{m}}(\text{CR}_{29}=\text{N}-\text{NR}_{30})_{\text{n}}\text{A}''_{\text{m}}(\text{CR}_{22}\text{R}_{23})_{\text{n}}(\text{OCH}_2\text{CH}_2)_{\text{p}}(\text{CR}_{40}\text{R}_{41})_{\text{p}}\text{Y}''(\text{CR}_{24}\text{R}_{25})_{\text{q}}(\text{CO})_{\text{t}}\text{X}''$,

wherein:

m, n, p, q, m', n', t' are integer from 1 to 10, or are optionally 0;

$t, m'', n'',$ and p'' are 0 or 1;

X'' is selected from OR_{36} , SR_{37} , $\text{NR}_{38}\text{R}_{39}$, wherein R_{36} , R_{37} , R_{38} , R_{39} are H, or linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 20 carbon atoms and, or, a polyethylene glycol unit $-(\text{OCH}_2\text{CH}_2)_n$, R_{37} , optionally, is a thiol protecting group when $t = 1$, COX'' forms a reactive ester selected from N-hydroxysuccinimide esters, N-hydroxyphthalimide esters, N-hydroxy sulfo-succinimide esters, para-nitrophenyl esters, dinitrophenyl esters, pentafluorophenyl esters and their derivatives, wherein said derivatives facilitate amide bond formation;

Y'' is absent or is selected from O, S, S-S or NR_{32} , wherein R_{32} has the same definition as given above for R; or

when Y'' is not S-S and $t = 0$, X'' is selected from a maleimido group, a haloacetyl group or SR_{37} , wherein R_{37} has the same definition as above;

A'' is an amino acid selected from glycine, alanine, leucine, valine, lysine,

citrulline and glutamate or a polypeptide containing between 2 to 20 amino acid units;

R_{20} , R_{21} , R_{22} , R_{23} , R_{24} , R_{25} , R_{26} , and R_{27} are the same or different, and are -H or a linear or branched alkyl having from 1 to 5 carbon atoms;

R_{29} and R_{30} are the same or different, and are -H or alkyl from 1 to 5 carbon atoms;

R_{33} is -H or linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 12 carbon atoms, a polyethylene glycol unit $R-(OCH_2CH_2)_n-$, or R_{33} is $-COR_{34}$, $-CSR_{34}$, $-SOR_{34}$, or $-SO_2R_{34}$, wherein R_{34} is H or linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 20 carbon atoms or, a polyethylene glycol unit $-(OCH_2CH_2)_n$; and

one of R_{40} and R_{41} is optionally a negatively or positively charged functional group and the other is H or alkyl, alkenyl, alkynyl having 1 to 4 carbon atoms.

[125] Any of the above linking groups may be present in any of the compounds, drug-linker compounds, or conjugates of the invention, including replacing the linking groups of any of the formulas described herein.

[126] The term “**amino acid**” refers to naturally occurring amino acids or non-naturally occurring amino acid represented by $NH_2-C(R^{aa'}R^{aa})-C(=O)OH$, wherein R^{aa} and $R^{aa'}$ are each independently H, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having 1 to 10 carbon atoms, aryl, heteroaryl or heterocyclyl. The term “amino acid” also refers to the corresponding residue when one hydrogen atom is removed from the amine and/or carboxy end of the amino acid, such as $-NH-C(R^{aa'}R^{aa})-C(=O)O-$.

[127] The term “**cation**” refers to an ion with positive charge. The cation can be monovalent (*e.g.*, Na^+ , K^+ , *etc.*), bi-valent (*e.g.*, Ca^{2+} , Mg^{2+} , *etc.*) or multi-valent (*e.g.*, Al^{3+} *etc.*). Preferably, the cation is monovalent.

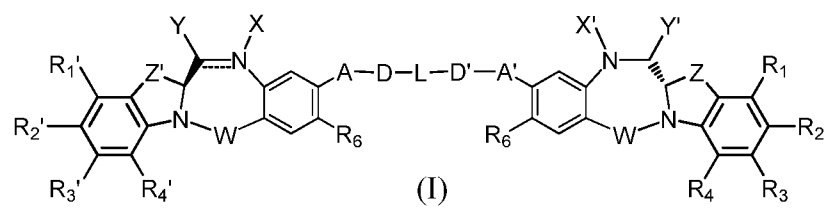
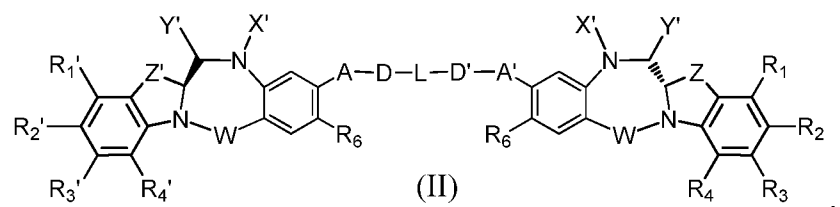
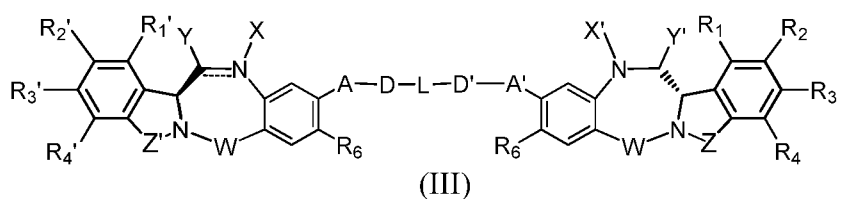
[128] The term “**therapeutically effective amount**” means that amount of active compound or conjugate that elicits the desired biological response in a subject. Such response includes alleviation of the symptoms of the disease or disorder being treated, prevention, inhibition or a delay in the recurrence of symptom of the disease or of the disease itself, an increase in the longevity of the subject compared with the absence of the treatment, or prevention, inhibition or delay in the progression of symptom of the disease or of the disease itself. Determination of the effective amount is well within the capability of those skilled in the art, especially in light of the detailed disclosure

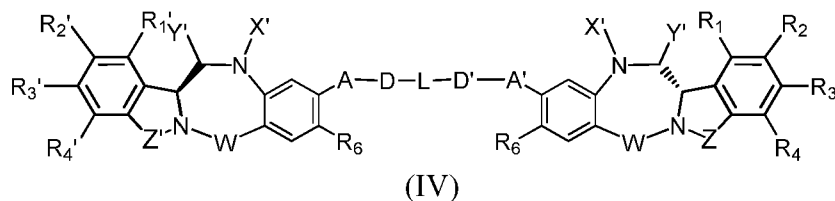
provided herein. Toxicity and therapeutic efficacy of compound I can be determined by standard pharmaceutical procedures in cell cultures and in experimental animals. The effective amount of compound or conjugate of the present invention or other therapeutic agent to be administered to a subject will depend on the stage, category and status of the multiple myeloma and characteristics of the subject, such as general health, age, sex, body weight and drug tolerance. The effective amount of compound or conjugate of the present invention or other therapeutic agent to be administered will also depend on administration route and dosage form. Dosage amount and interval can be adjusted individually to provide plasma levels of the active compound that are sufficient to maintain desired therapeutic effects.

CYTOTOXIC COMPOUNDS

[129] The present invention is directed to cytotoxic compounds described herein (*e.g.*, compounds of formulas (I), (II), (III), and (IV)). In one embodiment, the cytotoxic compounds of the present invention do not include any compounds described in US 2010/0203007 (the entire teaching of which is incorporated herein by reference), such as those specifically disclaimed in the proviso below.

[130] In a first specific embodiment, the invention provides a cytotoxic compound comprising a linking group with a reactive group bonded thereto capable of covalently linking the cytotoxic compound to a cell binding agent (CBA), wherein said cytotoxic compound is represented by any one of the following formulas (I), (II), (III) or (IV):





or a pharmaceutically acceptable salt thereof, wherein:

the double line $=$ between N and C represents a single bond or a double bond, provided that when it is a double bond, X is absent and Y is -H, or a linear or branched alkyl having 1 to 4 carbon atoms, and when it is a single bond, X is -H, the linking group with the reactive group bonded thereto, or an amine protecting moiety; preferably, the double line $=$ between N and C represents a double bond;

Y is -H or a leaving group selected from -OR, -OCOR', -OCOOR', -OCONR'R'', -NR'R'', -NR'COR'', -NR'NR'R'', an optionally substituted 5- or 6-membered nitrogen-containing heterocycle (*e.g.*, piperidine, tetrahydropyrrole, pyrazole, morpholine, *etc.*), a guanidinium represented by -NR'(C=NH)NR'R'', an amino acid, or a peptide represented by -NRCOP', wherein P' is an amino acid or a polypeptide containing between 2 to 20 amino acid units, -SR, -SOR', -SO₂M, -SO₃M, -OSO₃M, halogen, cyano and an azido, wherein M is -H or a cation; such as Na⁺ or K⁺. Preferably, M is -H or Na⁺. Preferably, Y is selected from -SO₃M, -OH, -OMe, -OEt or -NHOH. More preferably, Y is -SO₃M or -OH; or,

Y is a sulfite (HSO₃, HSO₂ or a salt of HSO₃⁻, SO₃²⁻ or HSO₂⁻ formed with a cation), metabisulfite (H₂S₂O₅ or a salt of S₂O₅²⁻ formed with a cation), mono-, di-, tri-, and tetra- thiophosphate (PO₃SH₃, PO₂S₂H₂, POS₃H₂, PS₄H₂ or a salt of PO₃S³⁻, PO₂S₂³⁻, POS₃³⁻ or PS₄³⁻ formed with a cation), thio phosphate ester (RⁱO)₂PS(ORⁱ), RⁱS-, RⁱSO, RⁱSO₂, RⁱSO₃, thiosulfate (HS₂O₃ or a salt of S₂O₃²⁻ formed with a cation), dithionite (HS₂O₄ or a salt of S₂O₄²⁻ formed with a cation), phosphorodithioate (P(=S)(OR^k)(S)(OH) or a salt thereof formed with a cation), hydroxamic acid (R^kC(=O)NOH or a salt formed with a cation), formaldehyde sulfoxylate (HOCH₂SO₂⁻ or a salt of HOCH₂SO₂⁻ formed with a cation, such as HOCH₂SO₂⁻Na⁺) or a mixture thereof, wherein Rⁱ is a linear or branched alkyl having 1 to 10 carbon atoms and is substituted with at least one substituent selected from -N(R^j)₂, -CO₂H, -SO₃H, and -PO₃H; Rⁱ can be further

optionally substituted with a substituent for an alkyl described herein; R^j is a linear or branched alkyl having 1 to 6 carbon atoms; R^k is a linear, branched or cyclic alkyl, alkenyl or alkynyl having 1 to 10 carbon atoms, aryl, heterocyclyl or heteroaryl; preferably, Y is an adduct of a bisulfite, a hydrosulfite, or a metabisulfite, or salts thereof (such as sodium salt);

R, for each occurrence, is independently selected from the group consisting of -H, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, a polyethylene glycol unit $-(CH_2CH_2O)_n-R^c$, an optionally substituted aryl having 6 to 18 carbon atoms, an optionally substituted 5- to 18-membered heteroaryl ring containing one or more heteroatoms independently selected from nitrogen, oxygen, and sulfur, or an optionally substituted 3- to 18-membered heterocyclic ring containing 1 to 6 heteroatoms independently selected from O, S, N and P;

R' and R'' are the same or different, and are independently selected from -H, -OH, -OR, -NHR, $-NR_2$, -COR, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, a polyethylene glycol unit $-(CH_2CH_2O)_n-R^c$, and an optionally substituted 3- to 18-membered heterocyclic ring having 1 to 6 heteroatoms independently selected from O, S, N and P;

R^c is -H or a substituted or unsubstituted linear or branched alkyl having 1 to 4 carbon atoms, or the linking group with the reactive group bonded thereto;

n is an integer from 1 to 24;

W is selected from C=O, C=S, CH_2 , BH, SO, and SO_2 ;

X' is selected from the group consisting of -H, -OH, an amine-protecting group, the linking group with the reactive group bonded thereto, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, a polyethylene glycol unit $-(CH_2CH_2O)_n-R^c$, an optionally substituted aryl having 6 to 18 carbon atoms (*e.g.*, phenyl), an optionally substituted 5- to 18-membered heteroaryl ring containing one or more heteroatoms independently selected from nitrogen, oxygen, and sulfur, and an optionally substituted 3- to 18-membered heterocyclic ring containing 1 to 6 heteroatoms independently selected from O, S, N and P. Preferably, X' is -H, -OH, -Me or the linking group with the reactive group bonded thereto. More

preferably, X' is -H;

Y' is selected from the group consisting of -H, an oxo group, the linking group with the reactive group bonded thereto, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, an optionally substituted 6- to 18-membered aryl, an optionally substituted 5- to 18-membered heteroaryl ring containing one or more heteroatoms independently selected from nitrogen, oxygen, and sulfur, an optionally substituted 3- to 18-membered heterocyclic ring having 1 to 6 heteroatoms. Preferably, Y' is selected from -H or oxo. More preferably, Y' is -H;

R₁, R₂, R₃, R₄, R₁', R₂', R₃' and R₄' are each independently selected from the group consisting of -H, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, a polyethylene glycol unit -(OCH₂CH₂)_n-R^c, halogen, guanidinium [-NH(C=NH)NH₂], -OR, -NR'R'', -NO₂, -NCO, -NR'COR'', -SR, a sulfoxide represented by -SOR', a sulfone represented by -SO₂R', a sulfonate -SO₃⁻M⁺, a sulfate -OSO₃⁻M⁺, a sulfonamide represented by -SO₂NR'R'', cyano, an azido, -COR', -OCOR', -OCONR'R'' and the linking group with the reactive group bonded thereto. Preferably, one of R₂, R₃, R₂' and R₃' is the linking group with the reactive group bonded thereto and the rest are -H;

R₆ is -H, -R, -OR, -SR, -NR'R'', -NO₂, halogen, the linking group with the reactive group bonded thereto, -OR^c or -SR^c, wherein R^c is -H, a linear or branched alkyl having 1 to 4 carbon atoms. Preferably, R₆ is -OMe or -SMe. Even more preferably, R₆ is -OMe;

Z and Z' are independently selected from -(CH₂)_n-, -(CH₂)_n-CR₇R₈-(CH₂)_{na}-, -(CH₂)_n-NR₉-(CH₂)_{na}-, -(CH₂)_n-O-(CH₂)_{na}- and -(CH₂)_n-S-(CH₂)_{na}-; n' and na' are same or different, and are selected from 0, 1, 2 and 3;

R₇ and R₈ are the same or different, and are each independently selected from -H, -OH, -SH, -COOH, -NHR', a polyethylene glycol unit -(OCH₂CH₂)_n-, an amino acid, a peptide unit bearing 2 to 6 amino acids, an optionally substituted linear, branched or cyclic alkyl having from 1 to 10 carbon atoms;

R₉ is independently selected from -H, an optionally substituted linear, branched or cyclic alkyl having from 1 to 10 carbon atoms, a polyethylene glycol unit -(OCH₂CH₂)_n-;

A and A' are the same or different, and are independently selected from -O-, oxo (-C(=O)-), -CRR'O-, -CRR'-, -S-, -CRR'S-, -N(R₅)- and -CRR'N(R₅)-. Preferably, A and A' are the same or different, and are selected from -O- and -S-. More preferably, A and A' are -O-;

R₅ for each occurrence is independently -H or an optionally substituted linear or branched alkyl having 1 to 10 carbon atoms;

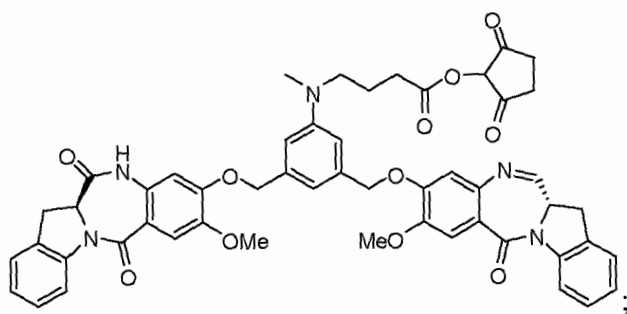
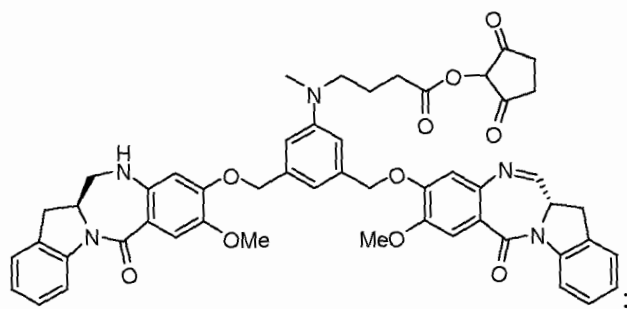
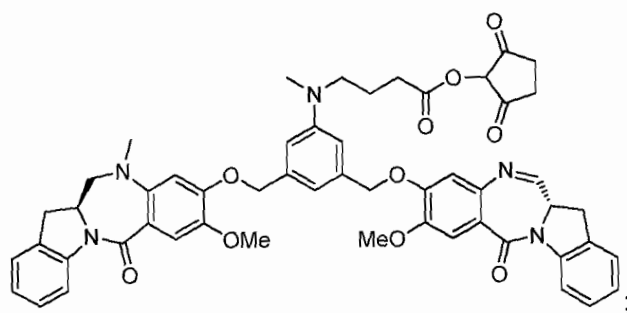
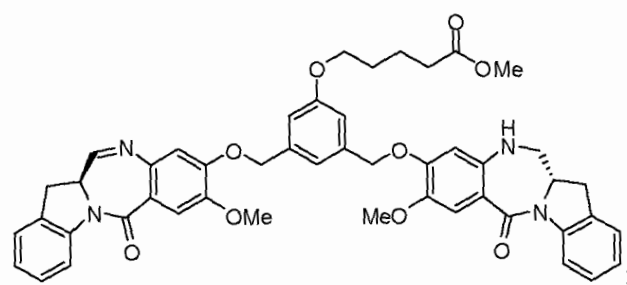
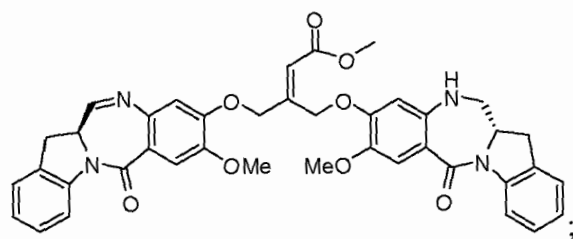
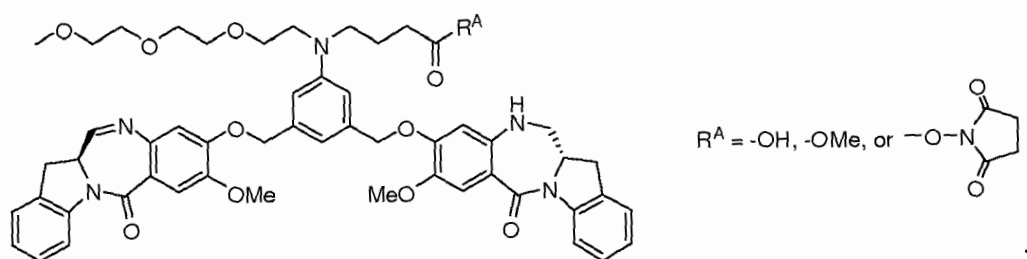
D and D' are the same or different, and are independently absent or selected from the group consisting of an amino acid, a peptide bearing 2 to 6 amino acids, and a polyethylene glycol unit (-OCH₂CH₂)_n-, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having 1 to 10 carbon atoms, wherein the alkyl, alkenyl and alkynyl are optionally substituted with one or more (*e.g.*, 2, 3, 4, 5, 6 or more) substituents independently selected from the group consisting of halogen, -OR, -NR'COR'', -SR and -COR';

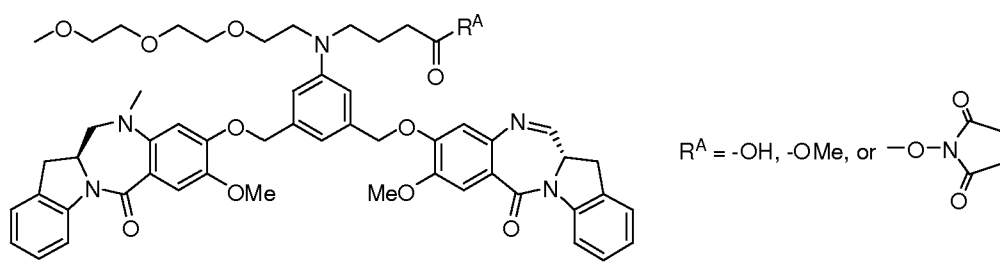
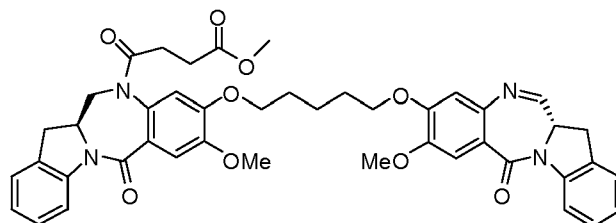
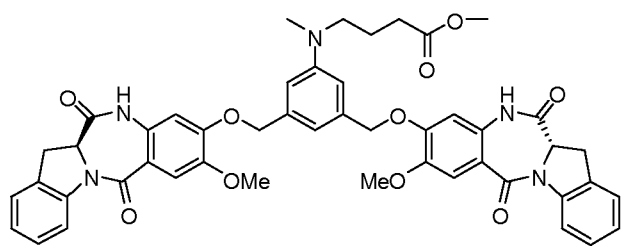
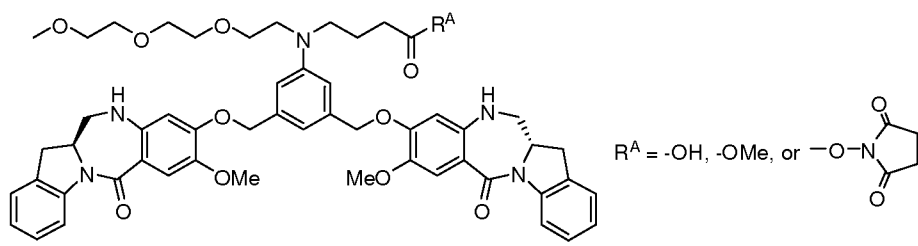
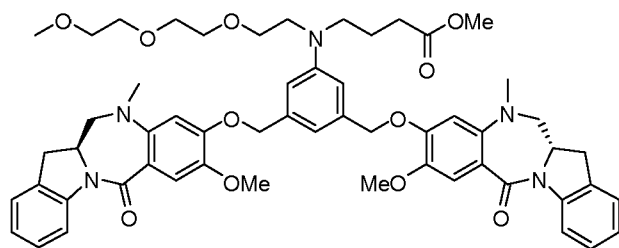
Preferably, D and D' are the same or different, and are independently selected from linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms. More preferably, D and D' are linear or branched alkyl bearing 1 to 4 carbon atoms. Still more preferably, D and D' are the same or different, and are selected from a linear alkyl having 1 to 4 carbon atoms;

L is absent, the linking group with the reactive group bonded thereto, a polyethylene glycol unit (-OCH₂CH₂)_n-, a linear, branched or cyclic alkyl or alkenyl having 1 to 10 carbon atoms (*e.g.*, 1-6 carbon atoms), a phenyl group, a 3- to 18-membered heterocyclic ring or a 5- to 18-membered heteroaryl ring having 1 to 6 heteroatoms independently selected from O, S, N and P, wherein the alkyl or alkenyl is optionally substituted with the linking group with the reactive group bonded thereto; phenyl or heterocyclic or heteroaryl ring can be optionally substituted, wherein the substituent can be the linking group with the reactive group bonded thereto.

[131] In certain embodiments, X is not the linking group with the reactive group bonded thereto. In certain embodiments, the double line == between N and C represents a single bond, Y is not -H.

[132] In certain embodiments, the cytotoxic compounds of the present invention are not any one of the following compounds:





[133] In certain embodiments, Y is -H or a leaving group selected from -OR, -OCOR', -OCOOR', -OCONR'R'', -NR'R'', -NR'COR'', -NR'NR'R'', an optionally substituted 5 or 6-membered nitrogen-containing heterocycle (*e.g.*, piperidine, tetrahydropyrrole, pyrazole, morpholine, *etc.*), a guanidinium represented by -NR'(C=NH)NR'R'', an amino acid, or a peptide represented by -NRCOP', wherein P' is an amino acid or a polypeptide containing between 2 to 20 amino acid units, -SR, -SOR', -SO₂M, -SO₃M, -OSO₃M, halogen, cyano and an azido. Preferably, Y is Sodium Bisulfite adduct, Sodium Hydrosulfite adduct, or Sodium Metabisulfite adduct. In certain embodiments, Y is not -H.

[134] In certain embodiments, L is absent, or is selected from an optionally substituted phenyl group and an optionally substituted pyridyl group, wherein the phenyl and the pyridyl group bears the linking group with the reactive group bonded thereto, or L is an amine group bearing the linking group with the reactive group bonded thereto (*i.e.*, -N(linking group)-), or L is a linear, branched or cyclic alkyl or alkenyl having from 1 to 6 carbon atoms and bearing the linking group with the reactive group bonded thereto.

[135] In a second specific embodiment, for cytotoxic dimers (I), (II), (III) and (IV), the variables are as described below:

the double line == between N and C represents a double bond;

Y is -H;

W is C=O;

R₁, R₂, R₁', R₂', R₄ and R₄' are -H;

one of R₃, or R₃' is optionally a linking group and the other is -H;

R₆ is -OMe;

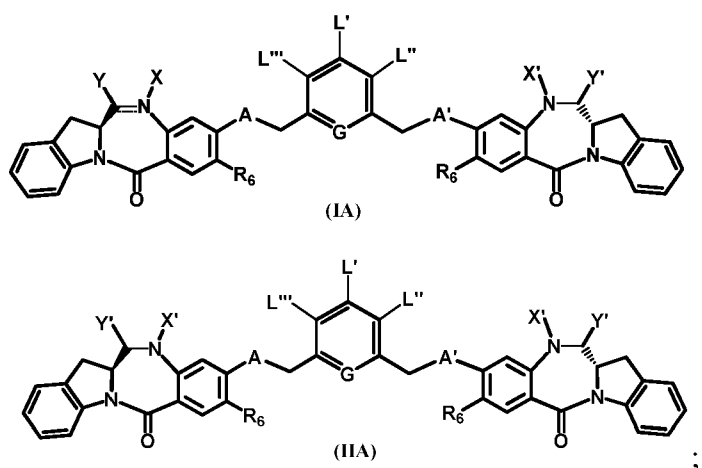
Z and Z' are -CH₂-;

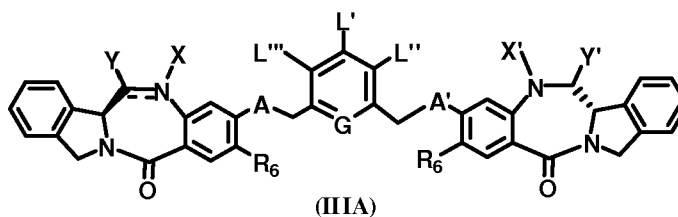
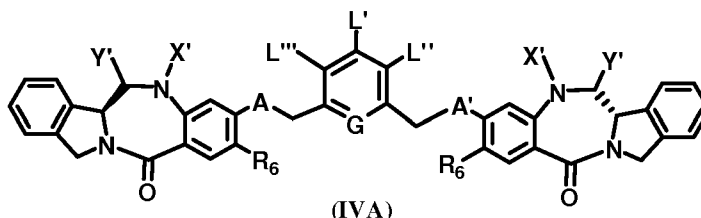
X' is -H;

Y' is -H;

A and A' are -O-; and the remainder of the variables are as described in the first specific embodiment.

[136] In a third specific embodiment, the cytotoxic dimers of formula (I), (II), (III) and (IV) are represented by the following formulas:





wherein:

the double line == between N and C represents a single bond or a double bond, provided that when it is a double bond X is absent and Y is -H, and when it is a single bond, X is selected from -H, the linking group with the reactive group bonded thereto, or an amine protecting group (preferably X is -H);

Y is selected from -H, -OR, -OCOR', -SR, -NR'R'', -SO₃M, -SO₂M, or -OSO₃M, wherein M is -H or a cation such as Na⁺, K⁺. Preferably, Y is selected from -OH, -OMe, -OEt, -NHOH or -SO₃M. Even more preferably, Y is -OH or -SO₃M, preferably M is -H or Na⁺;

R is -H, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms or a PEG group -(CH₂CH₂O)_n-R^c, wherein n is an integer from 1 to 24 and R^c is a linear or branched alkyl having 1 to 4 carbon atoms;

R' and R'' are the same or different, and are selected from -H, -OH, -OR, -NRR^g, -COR, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, an optionally substituted aryl having from 6 to 18 carbon atoms, an optionally substituted 3- to 18-membered heterocyclic ring having 1 to 6 heteroatoms selected from O, S, N and P, a PEG group -(CH₂CH₂O)_n-R^c, wherein n is an integer from 1 to 24, preferably n is 2, 4 or 8; and R^g is -H, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms or a PEG group -(CH₂CH₂O)_n-R^c;

X' is selected from the group consisting of -H, -OH, a substituted or unsubstituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1

to 10 carbon atoms, phenyl, and an amine-protecting group. Preferably, X' is -H, -OH or -Me. More preferably, X' is -H;

Y' is selected from the group consisting of -H, an oxo group, a substituted or unsubstituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms. Preferably, Y' is selected from -H or -Me. More preferably Y' is -H;

R₆ is -OR^c or -SR^c, wherein R^c is a linear or branched alkyl having 1 to 4 carbon atoms. Preferably, R₆ is -OMe or -SMe. Even more preferably, R₆ is -OMe;

A and A' are selected from -O- and -S-. Preferably, A and A' are -O-;

L', L'', and L''' are the same or different, and are independently selected from -H, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, a polyethylene glycol unit - (OCH₂CH₂)_n-R^c, halogen, guanidinium [-NH(C=NH)NH₂], -OR, -NR'R'', -NO₂, -NR'COR'', -SR, a sulfoxide represented by -SOR', a sulfone represented by -SO₂R', a sulfonate -SO₃⁻M⁺, a sulfate -OSO₃⁺M⁻, a sulfonamide represented by SO₂NR'R'', cyano, an azido, -COR', -OCOR', -OCONR'R'' and the linking group with the reactive group bonded thereto, provided only one of L', L'', and L''' is the linking group with the reactive group bonded thereto. Preferably, L' is the linking group with the reactive group bonded thereto. Alternatively, one of L', L'' or L''' is the linking group with the reactive group bonded thereto, while the others are -H. More preferably, L' is the linking group with the reactive group bonded thereto, and L'' and L''' are -H;

G is selected from -CH- or -N-; and the remainder of the variables are as described in the first specific embodiment.

[137] In certain embodiments, X is not the linking group with the reactive group bonded thereto. In certain embodiments, the double line == between N and C represents a single bond, Y is not -H.

[138] In certain embodiments, A and A' are both -O-, R₆ is -OMe, and G is -CH-.

[139] In a fourth specific embodiment, for the cytotoxic dimers of formula (IA), (IIA), (IIIA) or (IVA), L' is represented by the formula:



wherein:

W' and V are the same or different, and are each independently absent, or selected from $-\text{CR}^e\text{R}^{e'}$ -, $-\text{O}$ -, $-\text{O}-\text{C}(=\text{O})$ -, $-\text{C}(=\text{O})-\text{O}$ -, $-\text{S}$ -, $-\text{SO}$ -, $-\text{SO}_2$ -, $-\text{CH}_2-\text{S}$ -, $-\text{CH}_2\text{O}$ -, $-\text{CH}_2\text{NR}^e$ -, $-\text{O}-(\text{C}=\text{O})\text{O}$ -, $-\text{O}-(\text{C}=\text{O})\text{N}(\text{R}^e)$ -, $-\text{N}(\text{R}^e)$ -, $-\text{N}(\text{R}^e)-\text{C}(=\text{O})$ -, $-\text{C}(=\text{O})-\text{N}(\text{R}^e)$ -, $-\text{N}(\text{R}^e)-\text{C}(=\text{O})\text{O}$ -, $-\text{N}(\text{C}(=\text{O})\text{R}^e)\text{C}(=\text{O})$ -, $-\text{N}(\text{C}(=\text{O})\text{R}^e)$ -, $-(\text{O}-\text{CH}_2-\text{CH}_2)_n$ -, $-\text{SS}$ -, or $-\text{C}(=\text{O})$ -, or an amino acid, or a peptide having 2 to 8 amino acids;

R^x and R^y are the same or different, and are each independently absent or an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having 1 to 10 carbon atoms, an aryl bearing 6 to 10 carbon atoms or a 3- to 8-membered heterocyclic ring bearing 1 to 3 heteroatoms selected from O, N or S;

R^e and $\text{R}^{e'}$ are the same or different, and are selected from $-\text{H}$, a linear, branched or cyclic alkyl, alkenyl or alkynyl having 1 to 10 carbon atoms or $-(\text{CH}_2-\text{CH}_2-\text{O})_n-\text{R}^k$, wherein R^k is a $-\text{H}$, a linear, branched cyclic alkyl having 1 to 6 carbon atoms, optionally bearing a secondary amino (*e.g.*, $-\text{NHR}^{101}$) or tertiary amino ($-\text{NR}^{101}\text{R}^{102}$) group or a 5 or 6-membered nitrogen containing heterocycle, such as piperidine or morpholine, wherein R^{101} and R^{102} are each independently a linear, branched, or cyclic alkyl, alkenyl or alkynyl having 1 to 10 carbon atoms. Preferably, R^{101} and R^{102} are each independently a linear or branched alkyl having 1 to 6 carbon atoms;

n is an integer from 1 to 24; and

J comprises the reactive group bonded thereto, and is selected from a maleimide, a haloacetamido, $-\text{SH}$, $-\text{SSR}^d$, $-\text{CH}_2\text{SH}$, $-\text{CH}(\text{Me})\text{SH}$, $-\text{C}(\text{Me})_2\text{SH}$, $-\text{NHR}^{c1}$, $-\text{CH}_2\text{NHR}^{c1}$, $-\text{NR}^{c1}\text{NH}_2$, $-\text{COOH}$, and $-\text{COE}$, wherein $-\text{COE}$ represents a reactive ester selected from, but not limited to, N-hydroxysuccinimide ester, N-hydroxy sulfosuccinimide ester, nitrophenyl (*e.g.*, 2 or 4-nitrophenyl) ester, dinitrophenyl (*e.g.*, 2,4-dinitrophenyl) ester, sulfo-tetrafluorophenyl (*e.g.*, 4-sulfo-2,3,5,6-tetrafluorophenyl) ester, and pentafluorophenyl ester, and wherein R^{c1} is $-\text{H}$ or a substituted or unsubstituted linear or branched alkyl having 1 to 4 carbon atoms, and

R^d is selected from phenyl, nitrophenyl (*e.g.*, 2 or 4-nitrophenyl), dinitrophenyl (*e.g.*, 2 or 4-nitrophenyl), carboxynitrophenyl (*e.g.*, 3-carboxy-4-nitrophenyl), pyridyl or nitropyridyl (*e.g.*, 4-nitropyridyl).

[140] In certain embodiments, J is $-\text{SH}$, $-\text{SSR}^d$, a maleimide, or a N-

hydroxysuccinimide ester.

[141] In certain embodiments, R^e is -H or -Me; R^e is a linear or branched alkyl having 1 to 6 carbon atoms or $-(CH_2-CH_2-O)_n-R^k$; n is an integer from 2 to 8; preferably R^k is -H, -Me or $-CH_2CH_2-NMe_2$, and the remainder of the variables are as described above in the fourth specific embodiment.

[142] In certain embodiments, V is an amino acid or a peptide having 2 to 8 amino acids. In certain embodiments, V is valine-citrulline, gly-gly-gly, or ala-leu-ala-leu.

[143] In certain embodiments,

W' is -O-, $-N(R^e)-$ or $-N(R^e)-C(=O)-$;

R^e is H, a linear or branched alkyl having 1 to 4 carbon atoms, or $-(CH_2-CH_2-O)_n-R^k$;

R^x is a linear or branched alkyl having 1 to 6 carbon atoms;

V is absent, $-(O-CH_2-CH_2)_n-$, $-C(=O)-NH-$, $-S-$, $-NH-C(=O)-$;

R^y is absent or a linear or branched alkyl having 1 to 4 carbon atoms; and

J is -SH, $-SSR^d$ or -COE (preferably, N-hydroxysuccinimide ester). The remainder of the variables is as described in the fourth specific embodiment.

[144] In certain embodiments,

W' is -O-, $-N(R^e)-$ or $-N(R^e)-C(=O)-$;

R^e is H, Me, or $-(CH_2-CH_2-O)_n-Me$;

n is an integer from 2 to 6;

R^x is linear or branched alkyl bearing 1 to 6 carbon atoms;

V and R^y are absent; and

J is -COE, preferably N-hydroxysuccinimide ester. The remainder of the variables is as described in the fourth specific embodiment.

[145] In a fifth specific embodiment, L' is represented by the following formula:



wherein:

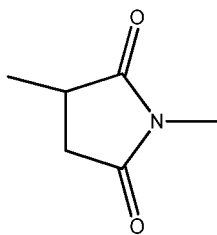
R_1'' , R_2'' , and R_3'' are each independently -H or a linear or branched alkyl bearing 1 to 4 carbon atoms, preferably -Me;

R_4'' is -H, a linear or branched alkyl bearing 1 to 4 carbon atoms (preferably -Me), $-SO_3H$, or $-SO_3M^+$, wherein M^+ is a pharmaceutically acceptable cation;

a is an integers from 0-5 (*e.g.*, from 0 to 2, 3, 4, or 5), and b is an integer

from 0-6 (*e.g.*, from 0 to 3, 4, 5, or 6); and,

Cy is an optionally substituted 5-membered heterocyclic ring bearing an N heteroatom, preferably Cy is

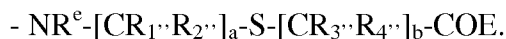


[146] In certain embodiments, W' is -N(R^e)-.

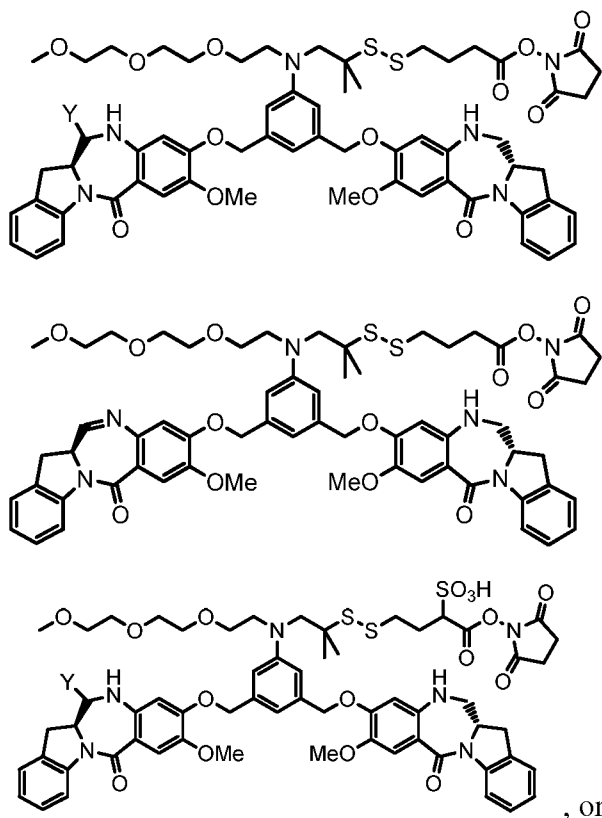
[147] In certain embodiments, such as in the fourth and/or the fifth specific embodiment, R^e is -(CH₂-CH₂-O)₂₋₆- R^k, wherein R^k is a -H, a linear, branched cyclic alkyl having 1 to 6 carbon atoms.

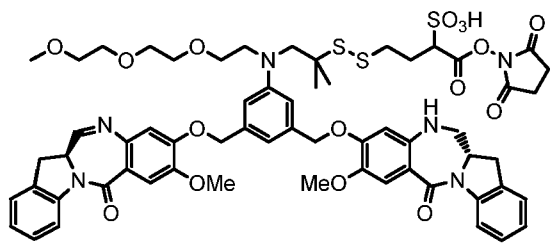
[148] In certain embodiments, such as in the fourth and/or the fifth specific embodiment, V is -S- or -SS-.

[149] In a sixth specific embodiments, such as in the fourth and/or the fifth specific embodiment, L' is represented by the following formula:



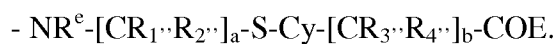
[150] In certain embodiments, the compound is any of the following:



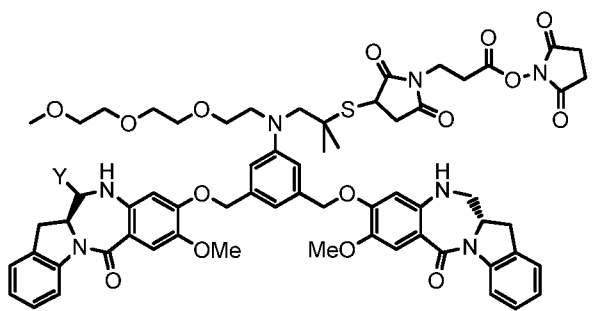
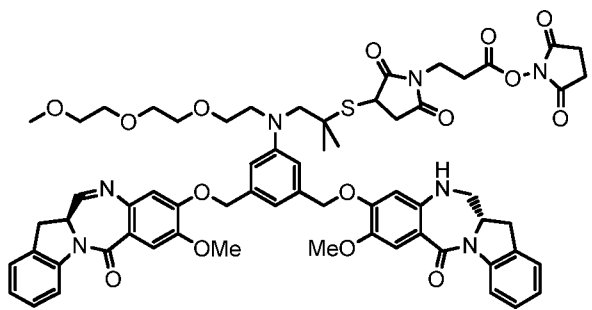
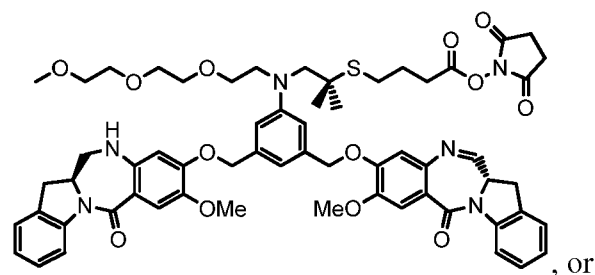
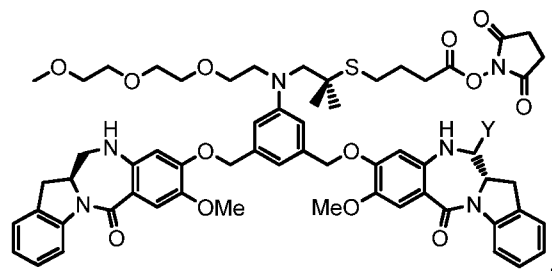


wherein Y is -H or -SO₃M, and M is -H or a pharmaceutically acceptable cation. In certain embodiments, Y is -SO₃M.

[151] In a seventh specific embodiments, such as in the fourth and/or the fifth specific embodiment, L' is represented by the following formula:

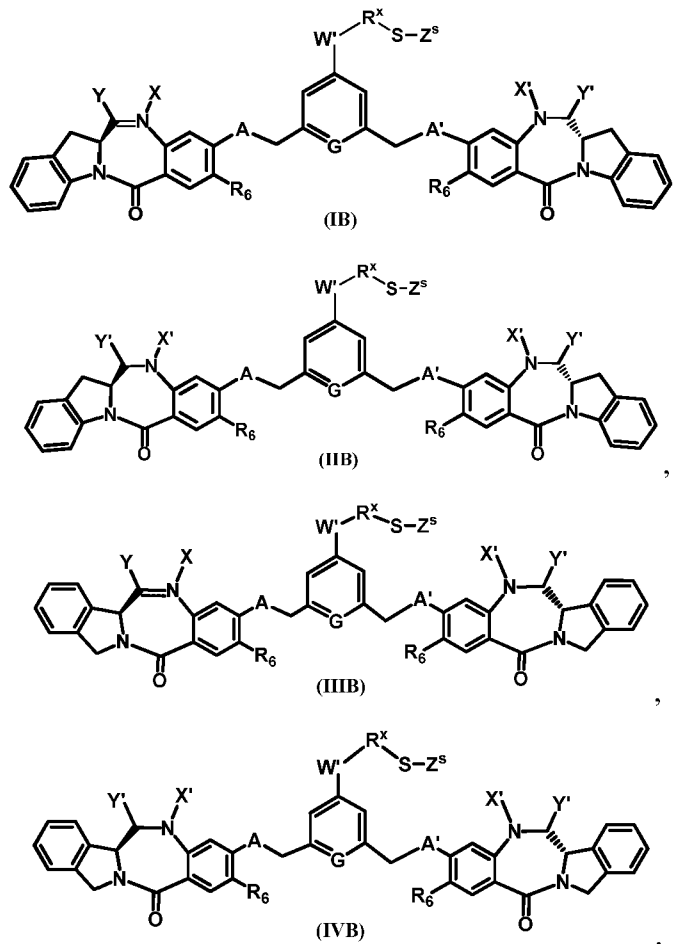


[152] In certain embodiments, the compound is any one of the following:



wherein Y is -H or -SO₃M, and M is -H or a pharmaceutically acceptable cation. In certain embodiments, Y is -SO₃M.

[153] In a eighth specific embodiment, the cytotoxic dimers of formula (I), (II), (III) and (IV) are represented by the following formulas:



wherein:

W' is absent, or selected from -O-, -N(R^e)-, -N(R^e)-C(=O)-, -N(C(=O)R^e)-, -S- or -CH₂-S-, -CH₂NR^e-;

R^x is absent or selected from a linear, branched or cyclic alkyl having 1 to 10 carbon atoms;

R^e is -H, a linear, branched or cyclic alkyl, alkenyl or alkynyl having 1 to 10 carbon atoms or -(CH₂-CH₂-O)_n-R^k, wherein R^k is a -H, a linear, branched or cyclic alkyl having 1 to 6 carbon atoms, optionally bearing a secondary amino (*e.g.*, -NHR¹⁰¹) or tertiary amino (-NR¹⁰¹R¹⁰²) group or a 5- or 6-membered nitrogen containing heterocycle, such as piperidine or morpholine, wherein R¹⁰¹ and R¹⁰² are each independently a linear, branched, or cyclic alkyl, alkenyl or alkynyl having 1 to 10 carbon atoms. Preferably, R¹⁰¹ and R¹⁰² are each

independently a linear or branched alkyl having 1 to 6 carbon atoms;

Z^s is -H, $-SR^m$;

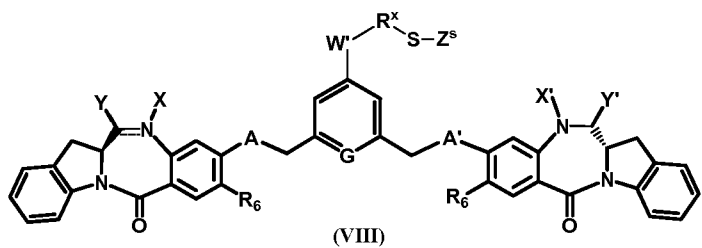
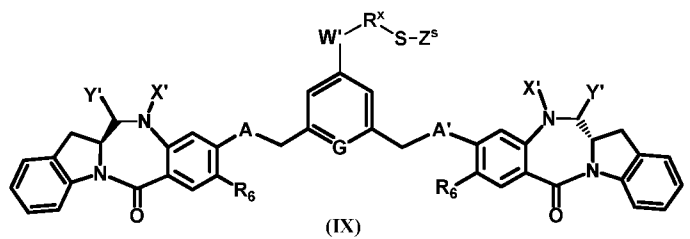
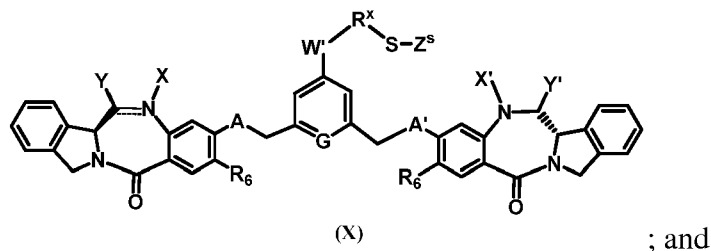
R^m is R^d or a substituted or unsubstituted linear or branched alkyl having 1 to 4 carbon atoms bearing a reactive ester, selected from N-hydroxysuccinimide esters, N-hydroxyphthalimide esters, N-hydroxy sulfo-succinimide esters, para-nitrophenyl esters, dinitrophenyl esters, pentafluorophenyl esters;

R^d is selected from phenyl, nitrophenyl, dinitrophenyl, carboxynitrophenyl, pyridyl or nitropyridyl; and,

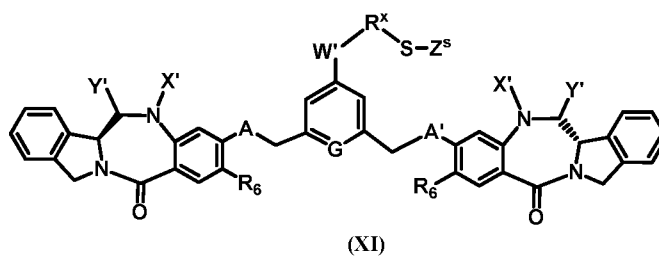
n is an integer from 1 to 24; and the remainder of the variables are as described above in the third specific embodiment.

[154] Preferably, R^k is -H or -Me, and n is an integer from 2 to 8. Preferably, R^x is a linear or branched alkyl having 1 to 6 carbon atoms; and the remainder of the variables is as described above in the third, fourth, and/or the fifth specific embodiment.

[155] In a ninth specific embodiment, the cytotoxic dimers of formula (I), (II), (III) and (IV) are represented by the following formulas:



; and



wherein:

the double line $\equiv$ between N and C represents a single bond or a double bond, provided that when it is a double bond, X is absent and Y is -H, and when it is a single bond, X is selected from -H, the linking group with the reactive group bonded thereto, or an amine protecting group (preferably X is -H or an amine protecting group; more preferably, X is -H);

Y is selected from -H, -OR, -OCOR', -SR, -NR'R'', -SO₃M, -SO₂M or -OSO₃M (*e.g.*, Y is -OR, -OCOR', -SR, -NR'R'', -SO₃M, -SO₂M or -OSO₃M), wherein M is -H or a cation such as Na⁺ or K⁺;

R is -H, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms or a PEG group -(CH₂CH₂O)_n-R^c, wherein n is an integer from 1 to 24, and R^c is a linear or branched alkyl having 1 to 4 carbon atoms;

R' and R'' are the same or different, and are selected from -H, -OH, -OR, -NRR^g, -COR, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, an optionally substituted aryl having from 6 to 18 carbon atoms, an optionally substituted 3- to 18-membered heterocyclic ring having 1 to 6 heteroatoms selected from O, S, N and P, a PEG group -(CH₂CH₂O)_n-R^c, wherein n is an integer from 1 to 24, preferably n is 2, 4 or 8; and R^g is -H, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms or a PEG group -(CH₂CH₂O)_n-R^c;

X' is selected from the group consisting of -H, -OH, a substituted or unsubstituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, phenyl, and an amine-protecting group;

Y' is selected from the group consisting of -H, an oxo group, a substituted or unsubstituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms;

A and A' are selected from -O- and -S-;

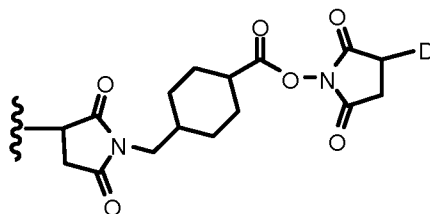
W' is absent, or selected from -O-, -N(R^e)-, -N(R^e)-C(=O)-, -N(C(=O)R^e)-, -S- or -CH₂-S-, -CH₂NR^e-;

R^x is absent or selected from a linear, branched or cyclic alkyl having 1 to 10 carbon atoms;

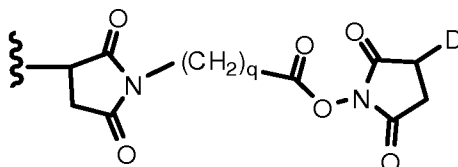
R^e is -H, a linear, branched or cyclic alkyl, alkenyl or alkynyl having 1 to 10 carbon atoms or -(CH₂-CH₂-O)_n-R^k, wherein R^k is a -H, a linear, branched or cyclic alkyl having 1 to 6 carbon atoms, optionally bearing a secondary amino (*e.g.*, -NHR¹⁰¹) or tertiary amino (-NR¹⁰¹R¹⁰²) group or a 5 or 6-membered nitrogen containing heterocycle, such as piperidine or morpholine, wherein R¹⁰¹ and R¹⁰² are each independently a linear, branched, or cyclic alkyl, alkenyl or alkynyl having 1 to 10 carbon atoms;

G is selected from -CH- or -N-;

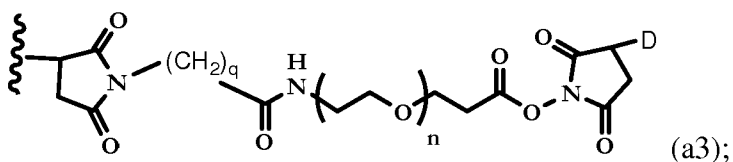
Z^s is -H, or is selected from any one of the following formulas:



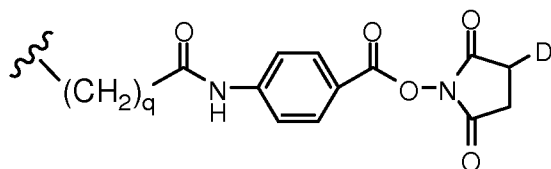
(a1);



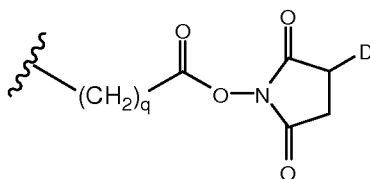
(a2);



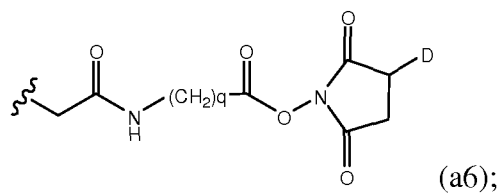
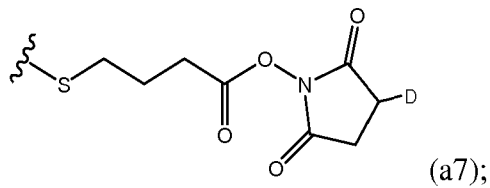
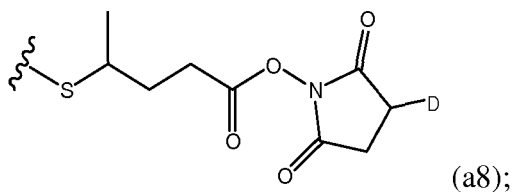
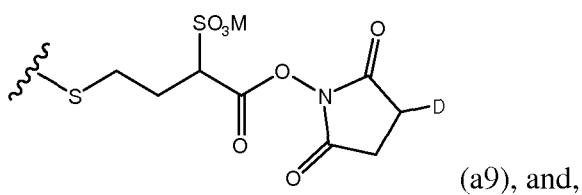
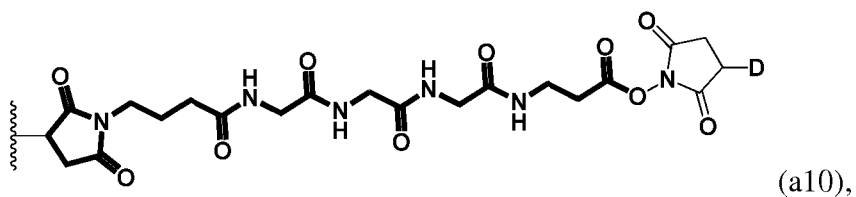
(a3);



(a4);



(a5);



wherein:

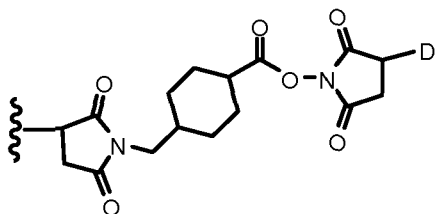
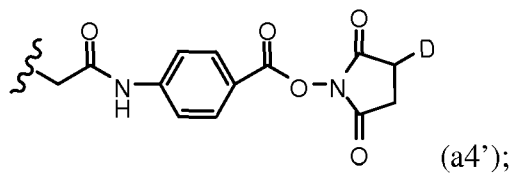
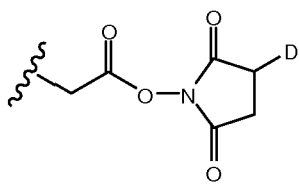
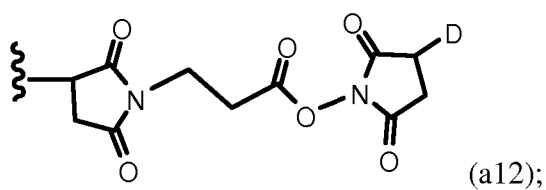
q is an integer from 1 to 5;

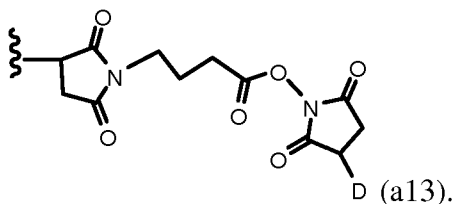
n is an integer from 2 to 6;

D is -H or -SO₃M;

M is -H or a cation, such as Na⁺ or K⁺.

[156] In certain embodiments, Z^s is represented by any one of the following formulas:





[157] In certain embodiments, W' is -N(R^e)-.

[158] In certain embodiments, R^e is -(CH₂-CH₂-O)_n-R^k, wherein R^k is a -H, a linear, branched cyclic alkyl having 1 to 6 carbon atoms.

[159] In certain embodiments, R^k is -H or -Me, n is 4, and q is 2.

[160] In certain embodiments, R^x is a linear or branched alkyl having 1 to 6 carbon atoms.

[161] In certain embodiments, R^x may be -(CH₂)_p-(CR^fR^g)-, wherein R^f and R^g are each independently selected from H or a linear or branched alkyl having 1 to 4 carbon atoms; and p is 0, 1, 2 or 3.

[162] In certain embodiments, R^f and R^g are the same or different, and are selected from -H and -Me; and p is 1.

[163] In a tenth specific embodiment, the compounds of formula (VIII), (IX), (X) and (XI) described in the ninth specific embodiment, the variables are as described below:

the double line == between N and C represents a single bond or a double bond, provided that when it is a double bond X is absent and Y is -H, and when it is a single bond, X is -H; Y is -H, -OH or -SO₃M;

M is -H or a pharmaceutically acceptable cation (*e.g.*, Na⁺);

X' and Y' are both -H;

A and A' are both -O-;

R₆ is -OMe; and

R^x is a linear or branched alkyl having 1 to 6 carbon atoms.

[164] In a related embodiment, Y is -OH or -SO₃M.

[165] In another embodiment, the compounds of formula (VIII), (IX), (X) and (XI) described in the ninth specific embodiment, the variables are as described below:

W' is -O-, -N(R^e)-, -N(R^e)-C(=O)-, -N(COR^e)-, -S- or -CH₂-S-;

R^x is absent or selected from a linear, branched or cyclic alkyl having 1 to 6 carbon atoms;

R^e is -H, a linear, branched or cyclic alkyl, alkenyl or alkynyl having 1 to 10 carbon atoms or -(CH₂-CH₂-O)_n-R^k, wherein R^k is a -H, a linear, branched

cyclic alkyl having 1 to 6 carbon atoms, optionally bearing a primary, secondary or tertiary amino group or a 5- or 6-membered Nitrogen containing heterocycle, such as piperidine or morpholine;

n is an integer from 1 to 24; and the remainder of the variables are as described above in the ninth specific embodiment.

[166] Preferably, R^k is -H or -Me, and n is an integer from 2 to 8. Preferably, R^x is a linear or branched alkyl having 1 to 6 carbon atoms.

[167] Preferably, R^x is $-(CH_2)_p-(CR^fR^g)-$, wherein R^f and R^g are each independently selected from H or a linear or branched alkyl having 1 to 4 carbon atoms; p is 0, 1, 2 or 3. More preferably, R^f and R^g are the same or different, and are selected from -H and -Me; and p is 1.

[168] In another preferred embodiment, the linker is represented by any one of the formula selected from formulas (a1), (a4), (a5), (a10) and (a11) shown above; and the remainder of the variables are as described above in the tenth specific embodiment.

[169] In a eleventh specific embodiment, for compounds of formula (IB), (IIB), (IIIB) and (IVB) described in the eighth specific embodiment, the variables are as described below:

the double line $\equiv$ between N and C represents a single bond or a double bond, provided that when it is a double bond X is absent and Y is -H, and when it is a single bond, X is -H; Y is -H, -OH or $-SO_3M$ (*e.g.*, Y is -OH or $-SO_3M$);

M is -H or Na^+ ;

X' and Y' are both -H;

A and A' are both -O-;

R_6 is -OMe;

R^x is a linear or branched alkyl having 1 to 6 carbon atoms; and the remainder of the variables is as described above in the thrid, fourth, or the fifth specific embodiment.

[170] Preferably, R^x is $-(CH_2)_p-(CR^fR^g)-$, wherein R^f and R^g are each independently selected from H or a linear or branched alkyl having 1 to 4 carbon atoms; p is 0, 1, 2 or 3. More preferably, R^f and R^g are the same or different, and are selected from -H and -Me; and p is 1.

[171] In any of the specific embodiments above (*e.g.*, the first to the 11th specific embodiments), the double line $\equiv$ between N and C may represent a double bond.

[172] In any of the specific embodiments above (*e.g.*, the first to the 11th specific embodiments), the double line == between N and C may represent a single bond, X is -H, the linking group with the reactive group bonded thereto, or an amine protecting group (*e.g.*, X is -H or or an amine protecting group); and Y is selected from -H, -OR, -OCOR', -SR, -NR'R," an optionally substituted 5- or 6-membered nitrogen-containing heterocycle, -SO₃M, -SO₂M and a sulfate -OSO₃M (*e.g.*, Y is -OR, -OCOR', -SR, -NR'R," an optionally substituted 5- or 6-membered nitrogen-containing heterocycle, -SO₃M, -SO₂M and a sulfate -OSO₃M).

[173] In certain embodiments, Y is selected from -H, -SO₃M, -OH, -OMe, -OEt or -NHOH (*e.g.*, Y is -SO₃M, -OH, -OMe, -OEt or -NHOH).

[174] In certain embodiments, Y is -H, -SO₃M or -OH (*e.g.*, Y is -SO₃M or -OH).

[175] In certain embodiments, M is -H, Na⁺ or K⁺.

[176] In any of the specific embodiments above (*e.g.*, the first to the 11th specific embodiments), W, when present, is C=O.

[177] In any of the specific embodiments above (*e.g.*, the first to the 11th specific embodiments), Z and Z', when present, are -CH₂.

[178] In any of the specific embodiments above (*e.g.*, the first to the 11th specific embodiments), X' is selected from the group consisting of -H, -OH, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, phenyl, the linking group with the reactive group bounded thereto, and an amine-protecting group.

[179] In certain embodiments, X' is -H, -OH, -Me or the linking group with the reactive group bounded thereto.

[180] In certain embodiments, X' is -H.

[181] In any of the specific embodiments above (*e.g.*, the first to the 11th specific embodiments), Y' is selected from the group consisting of -H, an oxo group, a substituted or unsubstituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms.

[182] In certain embodiments, Y' is -H or oxo.

[183] In certain embodiments, Y' is -H.

[184] In any of the specific embodiments above (*e.g.*, the first to the 11th specific embodiments), A and A' are the same or different, and are selected from O, S, NR₅ and oxo (C=O). A and A' may be same or different and selected from -O- and -S-.

Preferably, both A and A' are -O-.

[185] In any of the specific embodiments above (*e.g.*, the first to the 11th specific embodiments), D and D', when present, are the same or different, and are independently selected from a polyethylene glycol unit $(-OCH_2CH_2)_n$, wherein n is an integer from 1 to 24, an amino acid, a peptide bearing 2 to 6 amino acids, or a linear, branched or cyclic alkyl, alkenyl or alkynyl having 1 to 10 carbon atoms, wherein the alkyl, alkenyl and alkynyl are optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OR, -NR'COR'', -SR and -COR'. Preferably, D and D' are linear or branched alkyl bearing 1 to 4 carbon atoms.

[186] In a twelfth embodiment, the cytotoxic compound of the present invention as described in the first, third, and ninth embodiment is represented by the following:

the double line == between N and C represents a double bond;

Y is -H;

W is C=O;

R₁, R₂, R₁', R₂', R₄ and R₄' are -H;

one of R₃, or R₃' is optionally the linking group with the reactive group bounded thereto and the other is -H;

R₆ is -OMe;

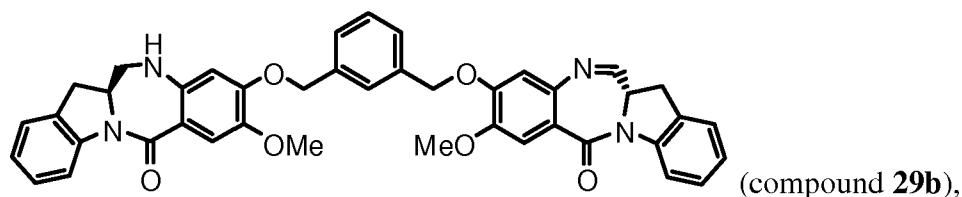
Z and Z' are -CH₂;

X' is -H;

Y' is -H; and

A and A' are -O-.

[187] In a thirteenth embodiment, the cytotoxic compound of the present invention is:



or a pharmaceutically acceptable salt thereof.

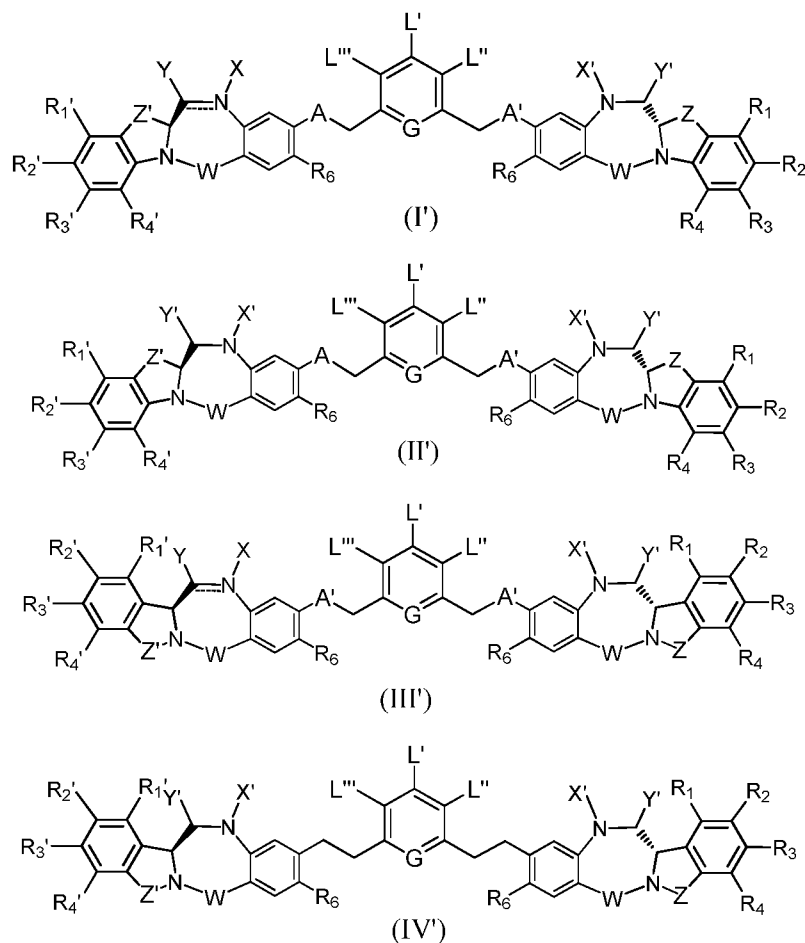
[188] In one embodiment, compound **29b** can be used in methods of the present invention described herein. In a preferred embodiment, compound **29b** can be used for treating a proliferative disorder, such as cancer.

[189] In another embodiment, compound **29b** can be used for screening cell lines to identify cell lines that are sensitive to benzodiazepine compounds, such as benzodiazepine derivatives described herein.

DRUG COMPOUNDS & DRUG-LINKER COMPOUNDS

[190] The cytotoxic compounds described above comprise a linking group with a reactive group bonded thereto, which compounds may result from reacting a bifunctional crosslinking reagent with “linker-less” compounds to form the so-called drug-linker compounds. Alternatively, drug compounds that are otherwise identical to the drug-linker compounds, but without the linker moiety are also encompassed by the present invention.

[191] Thus in certain embodiments, the invention provides a cytotoxic compound without linking group, but may be capable of reacting with a bifunctional crosslinking agent to form a compound of the invention, such as any one of the 1st to the 12th specific embodiments described above; or to form a cell-binding agent conjugate of the invention (such as those described below). An exemplary linkerless cytotoxic compound of the invention includes compound **29b** of the 13th specific embodiment above. The linkerless cytotoxic compounds of the invention are represented by any one of the following formulas (I'), (II'), (III') or (IV'):



or a pharmaceutically acceptable salt thereof, wherein:

the double line $\equiv$ between N and C represents a single bond or a double bond, provided that when it is a double bond, X is absent and Y is -H, or a linear or branched alkyl having 1 to 4 carbon atoms, and when it is a single bond, X is -H, or an amine protecting moiety; preferably, the double line $\equiv$ between N and C represents a double bond;

Y is -H or a leaving group selected from -OR, -OCOR', -OCOOR', -OCONR'R'', -NR'R'', -NR'COR'', -NR'NR'R'', an optionally substituted 5- or 6-membered nitrogen-containing heterocycle (*e.g.*, piperidine, tetrahydropyrrole, pyrazole, morpholine, *etc.*), a guanidinium represented by -NR'(C=NH)NR'R'', an amino acid, or a peptide represented by -NRCOP', wherein P' is an amino acid or a polypeptide containing between 2 to 20 amino acid units, -SR, -SOR', -SO₂M, -SO₃M, -OSO₃M, halogen, cyano and an azido, wherein M is -H or a cation; such as Na⁺ or K⁺. Preferably, M is -H or Na⁺. Preferably, Y is selected from -SO₃M, -OH, -OMe, -OEt or -NHOH. More preferably, Y is -SO₃M or -OH; or,

Y is a sulfite (HSO₃, HSO₂ or a salt of HSO₃⁻, SO₃²⁻ or HSO₂⁻ formed with a cation), metabisulfite (H₂S₂O₅ or a salt of S₂O₅²⁻ formed with a cation), mono-, di-, tri-, and tetra- thiophosphate (PO₃SH₃, PO₂S₂H₂, PO₃S₂H, PS₄H₂ or a salt of PO₃S³⁻, PO₂S₂³⁻, PO₃S³⁻ or PS₄³⁻ formed with a cation), thio phosphate ester (RⁱO)₂PS(ORⁱ), RⁱS-, RⁱSO, RⁱSO₂, RⁱSO₃, thiosulfate (HS₂O₃ or a salt of S₂O₃²⁻ formed with a cation), dithionite (HS₂O₄ or a salt of S₂O₄²⁻ formed with a cation), phosphorodithioate (P(=S)(OR^k)(S)(OH) or a salt thereof formed with a cation), hydroxamic acid (R^kC(=O)NOH or a salt formed with a cation), formaldehyde sulfoxylate (HOCH₂SO₂⁻ or a salt of HOCH₂SO₂⁻ formed with a cation, such as HOCH₂SO₂⁻Na⁺) or a mixture thereof, wherein Rⁱ is a linear or branched alkyl having 1 to 10 carbon atoms and is substituted with at least one substituent selected from -N(R^j)₂, -CO₂H, -SO₃H, and -PO₃H; R^j can be further optionally substituted with a substituent for an alkyl described herein; R^j is a linear or branched alkyl having 1 to 6 carbon atoms; R^k is a linear, branched or cyclic alkyl, alkenyl or alkynyl having 1 to 10 carbon atoms, aryl, heterocyclyl or heteroaryl; preferably, Y is an adduct of a bisulfite, a hydrosulfite, or a metabisulfite, or salts thereof (such as sodium salt);

R, for each occurrence, is independently selected from the group

consisting of -H, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, a polyethylene glycol unit - $(\text{CH}_2\text{CH}_2\text{O})_n\text{-R}^c$, an optionally substituted aryl having 6 to 18 carbon atoms, an optionally substituted 5- to 18-membered heteroaryl ring containing one or more heteroatoms independently selected from nitrogen, oxygen, and sulfur, or an optionally substituted 3- to 18-membered heterocyclic ring containing 1 to 6 heteroatoms independently selected from O, S, N and P;

R' and R'' are the same or different, and are independently selected from -H, -OH, -OR, -NHR, -NR_2 , -COR, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, a polyethylene glycol unit $-(\text{CH}_2\text{CH}_2\text{O})_n\text{-R}^c$, and an optionally substituted 3- to 18-membered heterocyclic ring having 1 to 6 heteroatoms independently selected from O, S, N and P;

R^c is -H or a substituted or unsubstituted linear or branched alkyl having 1 to 4 carbon atoms;

n is an integer from 1 to 24;

W is selected from C=O , C=S , CH_2 , BH, SO, and SO_2 ;

X' is selected from the group consisting of -H, -OH, an amine-protecting group, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, a polyethylene glycol unit - $(\text{CH}_2\text{CH}_2\text{O})_n\text{-R}^c$, an optionally substituted aryl having 6 to 18 carbon atoms (*e.g.*, phenyl), an optionally substituted 5- to 18-membered heteroaryl ring containing one or more heteroatoms independently selected from nitrogen, oxygen, and sulfur, and an optionally substituted 3- to 18-membered heterocyclic ring containing 1 to 6 heteroatoms independently selected from O, S, N and P. Preferably, X' is -H, -OH, or -Me. More preferably, X' is -H;

Y' is selected from the group consisting of -H, an oxo group, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, an optionally substituted 6- to 18-membered aryl, an optionally substituted 5- to 18-membered heteroaryl ring containing one or more heteroatoms independently selected from nitrogen, oxygen, and sulfur, an optionally substituted 3- to 18-membered heterocyclic ring having 1 to 6 heteroatoms. Preferably, Y' is selected from -H or oxo. More preferably, Y' is -

H;

R_1 , R_2 , R_3 , R_4 , R_1' , R_2' , R_3' and R_4' are each independently selected from the group consisting of -H, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, a polyethylene glycol unit $-(OCH_2CH_2)_n-R^c$, halogen, guanidinium $[-NH(C=NH)NH_2]$, -OR, -NR'R'', -NO₂, -NCO, -NR'COR'', -SR, a sulfoxide represented by -SOR', a sulfone represented by -SO₂R', a sulfonate -SO₃⁻M⁺, a sulfate -OSO₃⁻M⁺, a sulfonamide represented by -SO₂NR'R'', cyano, an azido, -COR', -OCOR', and -OCONR'R''. Preferably, 1, 2, 3, or all of R_2 , R_3 , R_2' and R_3' is -H;

R_6 is -H, -R, -OR, -SR, -NR'R'', -NO₂, halogen, -OR^c or -SR^c, wherein R^c is -H, a linear or branched alkyl having 1 to 4 carbon atoms. Preferably, R_6 is -OMe or -SMe. Even more preferably, R_6 is -OMe;

Z and Z' are independently selected from $-(CH_2)_n-$, $-(CH_2)_n-CR_7R_8-$, $(CH_2)_{na}-$, $-(CH_2)_n-NR_9-(CH_2)_{na}-$, $-(CH_2)_n-O-(CH_2)_{na}-$ and $-(CH_2)_n-S-(CH_2)_{na}-$;

n' and na' are same or different, and are selected from 0, 1, 2 and 3;

R_7 and R_8 are the same or different, and are each independently selected from -H, -OH, -SH, -COOH, -NHR', a polyethylene glycol unit $-(OCH_2CH_2)_n-$, an amino acid, a peptide unit bearing 2 to 6 amino acids, an optionally substituted linear, branched or cyclic alkyl having from 1 to 10 carbon atoms;

R_9 is independently selected from -H, an optionally substituted linear, branched or cyclic alkyl having from 1 to 10 carbon atoms, a polyethylene glycol unit $-(OCH_2CH_2)_n-$;

A and A' are the same or different, and are independently selected from -O-, oxo ($-C(=O)-$), -CRR'O-, -CRR'-, -S-, -CRR'S-, -N(R₅)- and -CRR'N(R₅)-. Preferably, A and A' are the same or different, and are selected from -O- and -S-. More preferably, A and A' are -O-;

R_5 for each occurrence is independently -H or an optionally substituted linear or branched alkyl having 1 to 10 carbon atoms;

L', L'', and L''' are the same or different, and are independently selected from -H, halogen, an optionally substituted linear, branched or cyclic alkyl, haloalkyl, alkoxy, haloalkoxy, -NO₂, or -CN;

G is selected from -CH- or -N-.

[192] In certain embodiments, the double line == between N and C represents a single

bond, Y is not -H.

[193] In certain embodiments, the double line == between N and C represents a single bond or a double bond, provided that when it is a double bond X is absent and Y is -H, and when it is a single bond, X is selected from -H, or an amine protecting group (preferably X is -H); W is C=O; R₁, R₂, R₃, R₄, R₁', R₂', R₃', and R₄' are -H; Z and Z' are -CH₂-; A and A' are both -O-; W is -(C=O)-; G is -CH-; R₆ is -H, or optionally substituted C1-C10 linear, C1-C10 branched, or C3-C7 cyclic alkyl, -O-alkyl, or -O-halo-alkyl, such as -OMe; X' is selected from the group consisting of -H, -OH, a substituted or unsubstituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, phenyl, and an amine-protecting group; and Y' is selected from the group consisting of -H, an oxo group, a substituted or unsubstituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms.

[194] Preferably, when Y is not -H, Y is selected from -OR, -OCOR', -SR, -NR'R'', -SO₃M, -SO₂M, or -OSO₃M, wherein M is -H or a cation such as Na⁺, K⁺. Preferably, Y is selected from -H, -OH, -OMe, -OEt, -NHOH or -SO₃M (*e.g.*, Y is -OH, -OMe, -OEt, -NHOH or -SO₃M). Even more preferably, Y is -H, -OH or -SO₃M (*e.g.*, Y is -OH or -SO₃M), preferably M is -H or Na⁺.

[195] In certain embodiments, the double line == between N and C represents a single bond or a double bond, provided that when it is a double bond X is absent and Y is -H, and when it is a single bond, X is selected from -H, or an amine protecting group (preferably X is -H); W is C=O; R₁, R₂, R₃, R₄, R₁', R₂', R₃', R₄', X' and Y' are -H; Z and Z' are -CH₂-; A and A' are both -O-; W is -(C=O)-; G is -CH-; R₆ is -H, or optionally substituted C1-C10 linear, C1-C10 branched, or C3-C7 cyclic alkyl, -O-alkyl, or -O-halo-alkyl, such as -OMe.

[196] The bifunctional crosslinking agents can be any bifunctional linker known in the art. For example, the bifunctional linkers can be used for making the drug-linker compounds are those that form disulfide bonds, thioether bonds, acid labile bonds, photolabile bonds, peptidase labile bonds and esterase labile bonds with the cytotoxic compounds (see for example, US Patent 5,208,020; 5,475,092; 6,441,163; 6,716,821; 6,913,748; 7,276,497; 7,276,499; 7,368,565; 7,388,026 and 7,414,073, all of which are incorporated herein by reference). Preferably, the bifunctional crosslinking agents are those that form disulfide bonds, thioether and peptidase labile bonds with the cytotoxic compounds. Other bifunctional crosslinking agents that can be used in the present

invention include non-cleavable linkers, such as those described in U.S. publication number US 2005/0169933, or charged linkers or hydrophilic linkers and are described in US 2009/0274713, US 2010/01293140 and WO 2009/134976, each of which is expressly incorporated herein by reference. The bifunctional crosslinking agents that can be used for making the (drug-linker) compounds of the present invention also include those described in *Thermo Scientific Pierce Crosslinking Technical Handbook*, the entire teaching of which is incorporated herein by reference.

SYNTHESIS OF CYTOTOXIC COMPOUNDS

[197] Representative processes for preparing the cytotoxic dimer compounds of the present invention are shown in FIGS. 1-11. The dimers were prepared by reacting a monomer with linker compounds which possess two leaving groups such as halogen, triflate, mesylate, or tosylate such as that described for the synthesis of **1c** in FIG. 1. Synthesis of representative dimers which bear a thiol or disulfide moiety to enable linkage to cell binding agents via reducible or non-reducible bonds are shown in FIGS. 1-5, 7, 8, and 10. In FIG. 1 a linker containing a short polyethylene glycol moiety and an alkyl disulfide was prepared through reductive amination of **1a**. Conversion of **1b** to its corresponding mesylate and coupling with the IBD (indolinobenzodiazepine) monomer unit gave dimer **1c** which was reduced to the mono-imine, converted to the free thiol, and coupled with **2** to give compound **1g** of the present invention. In FIG. 3, a modified form of IBD monomer was prepared and coupled to give a dimer of the present invention in which the reduced imine was converted to a linker. FIG. 4 describes a dimer possessing a short polyethylene glycol moiety and an amide disulfide which was reduced to thiol **4c** and converted to a reactive ester. FIG. 5 describes the synthesis of pyridyl disulfide containing linker **5e** which was converted to the mono-imine thiol **5i** of the present invention before being converted to a reactive ester. Synthesis of representative dimers which possess linkers that can react with cell binding agents are prepared by converting the methyl esters to the corresponding reactive esters of a leaving group such as, but not limited to, N-hydroxysuccinimide esters, N-hydroxyphthalimide esters, N-hydroxy sulfo-succinimide esters, para-nitrophenyl esters, pentafluorophenyl esters are shown in FIGS. 6, 9, and 11.

[198] Representative processes for preparing the cytotoxic dimer compounds of the present invention suitable for one-step conjugation with a cell binding agent are shown in FIGS. 1 and 12-19. In all of these examples a dimer containing a thiol moiety is

reacted with a bifunctional crosslinking reagent possessing a reactive group such as, but not limited to, a thiopyridyl, a maleimide, iodide, bromide, or tosylate on one side and a reactive substituent suitable for reaction with a cell binding agent such as, but not limited to, N-hydroxysuccinimide esters, N-hydroxyphthalimide esters, N-hydroxy sulfo-succinimide esters, paranitrophenyl esters, pentafluorophenyl esters.

[199] Alternative synthetic processes for preparing representative cytotoxic dimer compounds of the present invention are shown in FIGS. 20-21. In FIG. 20, the synthesis of the mono reduced dimer (*i.e.*, having one imine group) is accomplished by a two step coupling method, in which a reduced form of monomer is either initially coupled to the linker followed by coupling with the IBD monomer or the dimer is prepared using a mixture of both reduced monomer and the IBD monomer in the coupling with the reactive linker. While the di-reduced dimer is potentially a byproduct of the second synthetic pathway previously described, a more direct route is shown in FIG. 21 in which the reduced monomer is coupled to both with the linker directly.

CELL-BINDING AGENTS

[200] The effectiveness of the conjugates of the invention as therapeutic agents depends on the careful selection of an appropriate cell-binding agent. Cell-binding agents may be of any kind presently known, or that become known and includes peptides and non-peptides. Generally, these can be antibodies (especially monoclonal antibodies), lymphokines, hormones, growth factors, vitamins (such as folate *etc.*, which may bind to a cell surface receptor thereof, *e.g.*, a folate receptor), nutrient-transport molecules (such as transferrin), or any other cell-binding molecule or substance.

[201] In certain embodiments, the cell-binding agents are proteins or polypeptides, or compounds comprising proteins or polypeptides. Preferably, the proteins or polypeptides comprise one or more Lys residues with side chain -NH₂ groups. Alternatively or in addition, the proteins or polypeptides comprise one or more Cys residues. The side chain -SH groups of the Cys residues may be intact, or may be in a disulfide bond that can be reduced. Preferably, reduction of the disulfide bond(s) does not significantly negatively impact the cell-binding function of the proteins or polypeptides (*e.g.*, in the case of antibody or antigen-binding portion thereof, reduction of the disulfide bonds does not substantially increase the dissociation of light chains / heavy chains).

[202] The Lys side chain -NH₂ groups and/or the Cys side chain -SH groups may be

covalently linked to the linkers, which are in turn linked to the dimer compounds of the invention, thus conjugating the cell-binding agents to the dimer compounds of the invention. Each protein-based cell-binding agents may contain multiple Lys side chain -NH₂ groups and/or the Cys side chain -SH groups available for linking the compounds of the invention through the bifunctional crosslinkers.

[203] More specific examples of cell-binding agents that can be used include:

polyclonal antibodies;

monoclonal antibodies;

fragments of antibodies such as Fab, Fab', and F(ab')₂, Fv, minibodies,

diabodies, tribodies, tetrabodies (Parham, *J. Immunol.* 131:2895-2902 (1983); Spring *et al. J. Immunol.* 113:470-478 (1974); Nisonoff *et al. Arch. Biochem. Biophys.* 89:230-244 (1960), Kim *et al.*, *Mol. Cancer Ther.*, 7 : 2486-2497 (2008), Carter, *Nature Revs.*, 6 : 343-357 (2006));

interferons (*e.g.* α , β , γ);

lymphokines such as IL-2, IL-3, IL-4, IL-6;

hormones such as insulin, TRH (thyrotropin releasing hormone), MSH

(melanocyte-stimulating hormone), steroid hormones, such as androgens and estrogens;

growth factors and colony-stimulating factors such as EGF, TGF- α , FGF,

VEGF, G-CSF, M-CSF and GM-CSF (Burgess, *Immunology Today* 5:155-158 (1984));

transferrin (O'Keefe *et al. J. Biol. Chem.* 260:932-937 (1985));

vitamins, such as folate;

Protein scaffolds based on a consensus sequence of fibronectin type III (FN3) repeats (also known as Centyrins; See U.S. Patent Publication 2010/0255056, incorporated herein by reference);

Designer Ankyrin Repeat Proteins (DARPin; U.S. Patent Application Nos. 20040132028; 20090082274; 20110118146; 20110224100, incorporated herein by reference), C. Zahnd *et al.* 2010, *Cancer Res.*, 70; 1595-1605, incorporated herein by reference); and,

Fibronectin domain scaffold proteins (Adnectins: US Patent Application Nos. 20070082365; 20080139791, incorporated herein by reference).

[204] Monoclonal antibody techniques allow for the production of extremely specific cell-binding agents in the form of specific monoclonal antibodies. Particularly well known in the art are techniques for creating monoclonal antibodies produced by

immunizing mice, rats, hamsters or any other mammal with the antigen of interest such as the intact target cell, antigens isolated from the target cell, whole virus, attenuated whole virus, and viral proteins such as viral coat proteins. Sensitized human cells can also be used. Another method of creating monoclonal antibodies is the use of phage libraries of scFv (single chain variable region), specifically human scFv (*see e.g.*, Griffiths *et al.*, U.S. Patent Nos. 5,885,793 and 5,969,108; McCafferty *et al.*, WO 92/01047; Liming *et al.*, WO 99/06587). In addition, resurfaced antibodies disclosed in U.S. Patent No. 5,639,641 may also be used, as may chimeric antibodies and humanized antibodies. Selection of the appropriate cell-binding agent is a matter of choice that depends upon the particular cell population that is to be targeted, but in general human monoclonal antibodies are preferred if an appropriate one is available.

[205] For example, the monoclonal antibody MY9 is a murine IgG1 antibody that binds specifically to the CD33 Antigen {J.D. Griffin *et al* 8 Leukemia Res., 521 (1984)} and can be used if the target cells express CD33 as in the disease of acute myelogenous leukemia (AML). The cell-binding agent may be any compound that can bind a cell, either in a specific or non-specific manner. Generally, these can be antibodies (especially monoclonal antibodies and antibody fragments), interferons, lymphokines, hormones, growth factors, vitamins, nutrient-transport molecules (such as transferrin), or any other cell-binding molecule or substance.

[206] Where the cell-binding agent is an antibody, it binds to an antigen that is a polypeptide and may be a transmembrane molecule (*e.g.* receptor) or a ligand such as a growth factor. Exemplary antigens include molecules such as renin; a growth hormone, including human growth hormone and bovine growth hormone; growth hormone releasing factor; parathyroid hormone; thyroid stimulating hormone; lipoproteins; alpha-1-antitrypsin; insulin A-chain; insulin B-chain; proinsulin; follicle stimulating hormone; calcitonin; luteinizing hormone; glucagon; clotting factors such as factor vmc, factor IX, tissue factor (TF), and von Willebrands factor; anti-clotting factors such as Protein C; atrial natriuretic factor; lung surfactant; a plasminogen activator, such as urokinase or human urine or tissue-type plasminogen activator (t-PA); bombesin; thrombin; hemopoietic growth factor; tumor necrosis factor-alpha and -beta; enkephalinase; RANTES (regulated on activation normally T-cell expressed and secreted); human macrophage inflammatory protein (MIP-1-alpha); a serum albumin, such as human serum albumin; Muellerian-inhibiting substance; relaxin A-chain; relaxin B-chain;

prorelaxin; mouse gonadotropin-associated peptide; a microbial protein, such as beta-lactamase; DNase; IgE; a cytotoxic T-lymphocyte associated antigen (CTLA), such as CTLA-4; inhibin; activin; vascular endothelial growth factor (VEGF); receptors for hormones or growth factors; protein A or D; rheumatoid factors; a neurotrophic factor such as bone-derived neurotrophic factor (BDNF), neurotrophin-3, -4, -5, or -6 (NT-3, NT4, NT-5, or NT-6), or a nerve growth factor such as NGF- β ; platelet-derived growth factor (PDGF); fibroblast growth factor such as aFGF and bFGF; fibroblast growth factor receptor 2 (FGFR2), epidermal growth factor (EGF); transforming growth factor (TGF) such as TGF- α and TGF- β , including TGF- β 1, TGF- β 2, TGF- β 3, TGF- β 4, or TGF- β 5; insulin-like growth factor-I and -II (IGF-I and IGF-II); des(1-3)-IGF-I (brain IGF-I), insulin-like growth factor binding proteins, melanotransferrin, EpCAM, GD3, FLT3, PSMA, PSCA, MUC1, MUC16, STEAP, CEA, TENB2, EphA receptors, EphB receptors, folate receptor, FOLR1, mesothelin, cripto, $\alpha_v\beta_6$, integrins, VEGF, VEGFR, EGFR, transferrin receptor, IRTA1, IRTA2, IRTA3, IRTA4, IRTA5; CD proteins such as CD2, CD3, CD4, CD5, CD6, CD8, CD11, CD14, CD19, CD20, CD21, CD22, CD25, CD26, CD28, CD30, CD33, CD36, CD37, CD38, CD40, CD44, CD52, CD55, CD56, CD59, CD70, CD79, CD80, CD81, CD103, CD105, CD134, CD137, CD138, CD152 or an antibody which binds to one or more tumor-associated antigens or cell-surface receptors disclosed in US Publication No. 20080171040 or US Publication No. 20080305044 and are incorporated in their entirety by reference; erythropoietin; osteoinductive factors; immunotoxins; a bone morphogenetic protein (BMP); an interferon, such as interferon- α , - β , and - γ ; colony stimulating factors (CSFs), *e.g.*, M-CSF, GM-CSF, and G-CSF; interleukins (ILs), *e.g.*, IL-1 to IL-10; superoxide dismutase; T-cell receptors; surface membrane proteins; decay accelerating factor; viral antigen such as, for example, a portion of the HIV envelope; transport proteins; homing receptors; addressins; regulatory proteins; integrins, such as CD11a, CD11b, CD11c, CD18, an ICAM, VLA-4 and VCAM; a tumor associated antigen such as HER2, HER3 or HER4 receptor; endoglin, c-Met, c-kit, IGF1R, PSGR, NGEP, PSMA, PSCA, LGR5, B7H4, and fragments of any of the above-listed polypeptides.

[207] Additionally, GM-CSF, which binds to myeloid cells can be used as a cell-binding agent to diseased cells from acute myelogenous leukemia. IL-2 which binds to activated T-cells can be used for prevention of transplant graft rejection, for therapy and

prevention of graft-versus-host disease, and for treatment of acute T-cell leukemia.

MSH, which binds to melanocytes, can be used for the treatment of melanoma, as can antibodies directed towards melanomas. Folic acid can be used to target the folate receptor expressed on ovarian and other tumors. Epidermal growth factor can be used to target squamous cancers such as lung and head and neck. Somatostatin can be used to target neuroblastomas and other tumor types.

[208] Cancers of the breast and testes can be successfully targeted with estrogen (or estrogen analogues) or androgen (or androgen analogues) respectively as cell-binding agents.

[209] In one embodiment, the cell-binding agent is humanized monoclonal antibodies. In another embodiment, the cell-binding agent is huMy9-6, or other related antibodies, which are described in U.S. Pat. Nos. 7,342,110 and 7,557,189 (incorporated herein by reference). In another embodiment, the cell-binding agent is an anti-folate receptor antibody described in U.S. Provisional Application Nos. 61/307,797, 61/346,595, 61/413,172 and U.S. Application No. 13/033,723 (published as US 2012-0009181 A1). The teachings of all these applications are incorporated herein by reference in its entirety.

[210] In certain embodiments, the cell-binding agent may be a monoclonal antibody or antigen-binding portions thereof sharing sequences critical for antigen-binding with an antibody disclosed herein, such as huMy9-6 or its related antibodies described in U.S. Pat. Nos. 7,342,110 and 7,557,189 (incorporated herein by reference). These derivative antibodies may have substantially the same or identical (1) light chain and/or heavy chain CDR3 regions; (2) light chain and/or heavy chain CDR1, CDR2, and CDR3 regions; or (3) light chain and/or heavy chain regions, compared to an antibody described herein. Sequences within these regions may contain conservative amino acid substitutions, including substitutions within the CDR regions. Preferably, there is no more than 1, 2, 3, 4, or 5 conservative substitutions. In certain embodiments, the derivative antibodies have a light chain region and/or a heavy chain region that is at least about 90%, 95%, 99% or 100% identical to an antibody described herein. These derivative antibodies may have substantially the same binding specificity and/or affinity to the target antigen compared to an antibody described herein. Preferably, the K_d and/or k_{off} values of the derivative antibodies are within 10-fold (either higher or lower), 5-fold (either higher or lower), 3-fold (either higher or lower), or 2-fold (either higher or

lower) of an antibody described herein. These derivative antibodies may be fully human antibodies, or humanized antibodies, or chimeric antibodies. The derivative antibodies may be produced according to any art-recognized methods.

[211] In one embodiment, the anti-folate receptor antibody is a humanized antibody or antigen binding fragment thereof that specifically binds a human folate receptor 1, wherein the antibody comprises: (a) a heavy chain CDR1 comprising GYFMN (SEQ ID NO: 1); a heavy chain CDR2 comprising RIHPYDGDTFYNQXaa₁FXaa₂Xaa₃ (SEQ ID NO: 2); and a heavy chain CDR3 comprising YDGSRAMDY (SEQ ID NO: 3); and (b) a light chain CDR1 comprising KASQSVSFAGTSLMH (SEQ ID NO: 4); a light chain CDR2 comprising RASNLEA (SEQ ID NO: 5); and a light chain CDR3 comprising QQSREYPYT (SEQ ID NO: 6); wherein Xaa₁ is selected from K, Q, H, and R; Xaa₂ is selected from Q, H, N, and R; and Xaa₃ is selected from G, E, T, S, A, and V. Preferably, the heavy chain CDR2 sequence comprises RIHPYDGDTFYNQKFQG (SEQ ID NO: 7).

[212] In another embodiment, the anti-folate receptor antibody is a humanized antibody or antigen binding fragment thereof that specifically binds the human folate receptor 1 comprising the heavy chain having the amino acid sequence of QVQLVQSGAEVVKPGASVKISCKASGYTFTGYFMNWVKQSPGQSLEWIGRIHP YDGDTFYNQKFQKGKATLTVDKSSNTAHMELLSLTSEDFAVYYCTRYDGSRAM DYWGQGTTVTVSSASTKGPSVFPLAPSSKSTSGGTAALGCLVKDYFPEPVTVSW NSGALTSGVHTFPAVLQSSGLYSLSSVVTVPSSSLGTQTYICNVNHKPSNTKVKDK KVEPKSCDKTHTCPPCPAPELLGGPSVFLFPPKPKDTLMISRTPEVTCVVDVSH EDPEVKFNWYVDGVEVHNAKTKPREEQYNSTYRVVSVLTVLHQDWLNGKEY KCKVSNKALPAPIEKTISKAKGQPREPQVYTLPPSRDELTKNQVSLTCLVKGFYP SDIAVEWESNGQPENNYKTTPPVLDSDGSFFLYSKLTVDKSRWQQGNVFCSSV MHEALHNHYTQKSLSLSPGK (SEQ ID NO: 8).

[213] In another embodiment, the anti-folate antibody is a humanized antibody or antigen binding fragment thereof encoded by the plasmid DNA deposited with the ATCC on April 7, 2010 and having ATCC deposit nos. PTA-10772 and PTA-10773 or 10774.

[214] In another embodiment, the anti-folate receptor antibody is a humanized antibody or antigen binding fragment thereof that specifically binds the human folate receptor 1 comprising the light chain having the amino acid sequence of

DIVLTQSPLSLAVSLGQPAIISCKASQSVSFAGTSLMHWHYHQKPGQQPRLLIYRA
 SNLEAGVPDRFSGSGSKTDFTLNISPVEAEDAATYYCQQSREYPYTFGGGGTKLEI
 KRTVAAPSVFIFPPSDEQLKSGTASVVCLLNNFYPREAKVQWKVDNALQSGNSQ
 ESVTEQDSKDSTYLSSTLTLSKADYEEKHKVYACEVTHQGLSSPVTKSFNRGEC
 (SEQ ID NO: 9); or

DIVLTQSPLSLAVSLGQPAIISCKASQSVSFAGTSLMHWHYHQKPGQQPRLLIYRA
 SNLEAGVPDRFSGSGSKTDFTLTISPVEAEDAATYYCQQSREYPYTFGGGGTKLEI
 KRTVAAPSVFIFPPSDEQLKSGTASVVCLLNNFYPREAKVQWKVDNALQSGNSQ
 ESVTEQDSKDSTYLSSTLTLSKADYEEKHKVYACEVTHQGLSSPVTKSFNRGEC
 (SEQ ID NO: 10).

[215] In another embodiment the anti-folate receptor antibody is a humanized antibody or antigen binding fragment thereof that specifically binds the human folate receptor 1 comprising the heavy chain having the amino acid sequence of SEQ ID NO: 8, and the light chain having the amino acid sequence of SEQ ID NO: 9 or SEQ ID NO: 10.

Preferably, the antibody comprises the heavy chain having the amino acid sequence of SEQ ID NO: 8 and the light chain having the amino acid sequence of SEQ ID NO: 10 (hu FOLR1).

[216] In another embodiment, the anti-folate receptor antibody is a humanized antibody or antigen binding fragment thereof encoded by the plasmid DNA deposited with the ATCC on April 7, 2010 and having ATCC deposit nos. PTA-10772 and PTA-10773 or 10774.

[217] In another embodiment, the anti-folate receptor antibody is a humanized antibody or antigen binding fragment thereof comprising a heavy chain variable domain at least about 90%, 95%, 99% or 100% identical to

QVQLVQSGAEVVKPGASVKISCKASGYTFTGYFMNWVKQSPGQSLEWIGRIHP
 YDGDTFYNQKFQGKATLTVDKSSNTAHMELLSLTSEDFAVYYCTRYDGSRAM
 DYWGQGTTVTVSS (SEQ ID NO: 11), and a light chain variable domain at least

about 90%, 95%, 99% or 100% identical to

DIVLTQSPLSLAVSLGQPAIISCKASQSVSFAGTSLMHWHYHQKPGQQPRLLIYRA
 SNLEAGVPDRFSGSGSKTDFTLNISPVEAEDAATYYCQQSREYPYTFGGGGTKLEI
 KR (SEQ ID NO: 12);

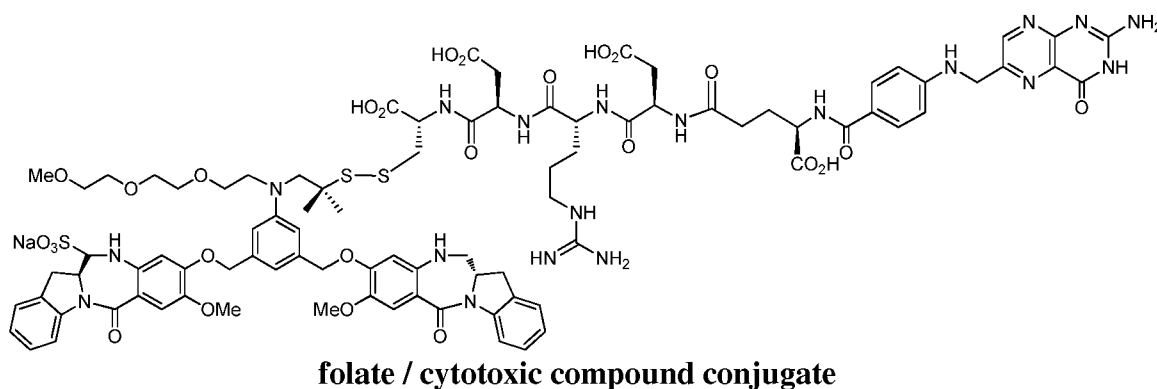
or DIVLTQSPLSLAVSLGQPAIISCKASQSVSFAGTSLMHWHYHQKPGQQPRLLIYR
 ASNLEAGVPDRFSGSGSKTDFTLTISPVEAEDAATYYCQQSREYPYTFGGGGTKLE

IKR (SEQ ID NO: 13).

CELL-BINDING AGENT-DRUG CONJUGATES

[218] The present invention also provides cell-binding agent-drug conjugates comprising a cell-binding agent linked to one or more cytotoxic compounds of the present invention via a variety of linkers, including, but not limited to, disulfide linkers, thioether linkers, amide bonded linkers, peptidase-labile linkers, acid-labile linkers, esterase-labile linkers.

[219] Representative conjugates of the invention are antibody / cytotoxic compound, antibody fragment / cytotoxic compound, epidermal growth factor (EGF) / cytotoxic compound, melanocyte stimulating hormone (MSH) / cytotoxic compound, thyroid stimulating hormone (TSH) / cytotoxic compound, somatostatin/cytotoxic compound, folate / cytotoxic compound, estrogen / cytotoxic compound, estrogen analogue / cytotoxic compound, androgen/cytotoxic compound, and androgen analogue / cytotoxic compound. A representative folate / cytotoxic compound conjugate is depicted below, with the optional $\text{-SO}_3^-\text{Na}^+$ adduct on the imine bond of one of the two drug monomers. A representative synthesis scheme for this conjugate is shown in Figure 54.

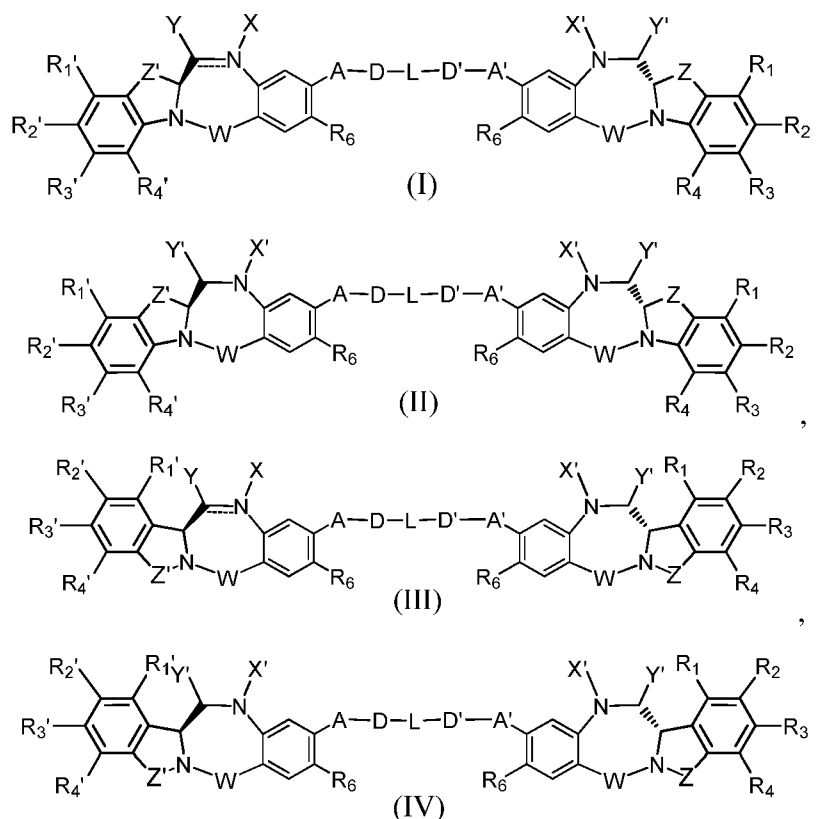


[220] In a preferred embodiment, the present invention provides conjugates comprising an indolinobenzodiazepine dimer compound (*e.g.*, compounds of formulas (I)-(IV), (IA)-(IVA) and (IB)-(IVB)) and the cell-binding agent linked through a covalent bond. The linker can be cleaved at the site of the tumor/unwanted proliferating cells to deliver the cytotoxic agent to its target in a number of ways. The linker can be cleaved, for example, by low pH (hydrazone), reductive environment (disulfide), proteolysis (amide/peptide link), or through an enzymatic reaction (esterase/glycosidase).

[221] In a preferred aspect, representative cytotoxic conjugates of the invention are antibody / indolinobenzodiazepine dimer compound, antibody fragment / indolinobenzodiazepine dimer compound, epidermal growth factor (EGF) /

indolinobenzodiazepine dimer compound, melanocyte stimulating hormone (MSH) /
indolinobenzodiazepine dimer compound, thyroid stimulating hormone (TSH) /
indolinobenzodiazepine dimer compound, somatostatin/ indolinobenzodiazepine dimer
compound, folate/ indolinobenzodiazepine dimer compound, estrogen /
indolinobenzodiazepine dimer compound, estrogen analogue / indolinobenzodiazepine
dimer compound, prostate specific membrane antigen (PSMA) inhibitor /
indolinobenzodiazepine dimer compound, matriptase inhibitor / indolinobenzodiazepine
dimer compound, designed ankyrin repeat proteins (DARPs) /
indolinobenzodiazepine dimer compound, androgen / indolinobenzodiazepine dimer
compound, and androgen analogue/ indolinobenzodiazepine dimer compound.

[222] Thus in the fourteenth specific embodiment, the invention provides a conjugate
comprising: a cytotoxic compound and a cell binding agent (CBA), wherein the
cytotoxic compound comprises a linking group which covalently links the cytotoxic
compound to the CBA, and wherein the cytotoxic compound is represented by any one
of the following formulas:



or a pharmaceutically acceptable salt thereof, wherein:

the double line == between N and C represents a single bond or a double
bond, provided that when it is a double bond X is absent and Y is -H, or a linear

or branched alkyl having 1 to 4 carbon atoms, and when it is a single bond, X is -H, the linking group, or an amine protecting moiety;

Y is -H or a leaving group selected from -OR, -OCOR', -OCOOR', -OCONR'R'', -NR'R'', -NR'COR'', -NR'NR'R'', an optionally substituted 5 or 6-membered nitrogen-containing heterocycle (*e.g.*, piperidine, tetrahydropyrrole, pyrazole, morpholine), a guanidinium represented by -NR'(C=NH)NR'R'', an amino acid, or a peptide represented by -NRCOP', wherein P' is an amino acid or a polypeptide containing between 2 to 20 amino acid units, -SR, -SOR', -SO₂M, -SO₃M, -OSO₃M, halogen, cyano and an azido; or,

Y is a sulfite (HSO₃, HSO₂ or a salt of HSO₃⁻, SO₃²⁻ or HSO₂⁻ formed with a cation), metabisulfite (H₂S₂O₅ or a salt of S₂O₅²⁻ formed with a cation), mono-, di-, tri-, and tetra- thiophosphate (PO₃SH₃, PO₂S₂H₂, POS₃H₂, PS₄H₂ or a salt of PO₃S³⁻, PO₂S₂³⁻, POS₃³⁻ or PS₄³⁻ formed with a cation), thio phosphate ester (RⁱO)₂PS(ORⁱ), RⁱS-, RⁱSO, RⁱSO₂, RⁱSO₃, thiosulfate (HS₂O₃ or a salt of S₂O₃²⁻ formed with a cation), dithionite (HS₂O₄ or a salt of S₂O₄²⁻ formed with a cation), phosphorodithioate (P(=S)(OR^{k'})(S)(OH) or a salt thereof formed with a cation), hydroxamic acid (R^{k'}C(=O)NOH or a salt formed with a cation), formaldehyde sulfoxylate (HOCH₂SO₂⁻ or a salt of HOCH₂SO₂⁻ formed with a cation, such as HOCH₂SO₂⁻Na⁺) or a mixture thereof, wherein Rⁱ is a linear or branched alkyl having 1 to 10 carbon atoms and is substituted with at least one substituent selected from -N(R^j)₂, -CO₂H, -SO₃H, and -PO₃H; Rⁱ can be further optionally substituted with a substituent for an alkyl described herein; R^j is a linear or branched alkyl having 1 to 6 carbon atoms; R^{k'} is a linear, branched or cyclic alkyl, alkenyl or alkynyl having 1 to 10 carbon atoms, aryl, heterocyclyl or heteroaryl; preferably, Y is an adduct of a bisulfite, a hydrosulfite, or a metabisulfite, or salts thereof (such as sodium salt);

M is -H or a cation;

R, for each occurrence, is independently selected from the group consisting of -H, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, a polyethylene glycol unit - (CH₂CH₂O)_n-R^c, an optionally substituted aryl having 6 to 18 carbon atoms, an optionally substituted 5- to 18-membered heteroaryl ring containing one or more heteroatoms independently selected from nitrogen, oxygen, and sulfur, or an

optionally substituted 3- to 18-membered heterocyclic ring containing 1 to 6 heteroatoms independently selected from O, S, N and P;

R' and R'' are each independently selected from -H, -OH, -OR, -NHR, -NR₂, -COR, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, a polyethylene glycol unit - (CH₂CH₂O)_n-R^c, and an optionally substituted 3- to 18-membered heterocyclic ring having 1 to 6 heteroatoms independently selected from O, S, N and P;

R^c is -H or a substituted or unsubstituted linear or branched alkyl having 1 to 4 carbon atoms, or the linking group;

n is an integer from 1 to 24;

W is selected from C=O, C=S, CH₂, BH, SO and SO₂;

X' is selected from -H, an amine-protecting group, the linking group, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, a polyethylene glycol unit -(CH₂CH₂O)_n-R^c, an optionally substituted aryl having 6 to 18 carbon atoms, an optionally substituted 5- to 18-membered heteroaryl ring containing one or more heteroatoms independently selected from nitrogen, oxygen, and sulfur, and an optionally substituted 3- to 18-membered heterocyclic ring containing 1 to 6 heteroatoms independently selected from O, S, N and P;

Y' is selected from -H, an oxo group, the linking group, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, an optionally substituted 6- to 18-membered aryl, an optionally substituted 5- to 18-membered heteroaryl ring containing one or more heteroatoms independently selected from nitrogen, oxygen, and sulfur, an optionally substituted 3- to 18-membered heterocyclic ring having 1 to 6 heteroatoms;

R₁, R₂, R₃, R₄, R₁', R₂', R₃' and R₄' are each independently selected from the group consisting of -H, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, a polyethylene glycol unit -(OCH₂CH₂)_n-R^c, halogen, guanidinium [-NH(C=NH)NH₂], -OR, -NR'R'', -NO₂, -NCO, -NR'COR'', -SR, a sulfoxide represented by -SOR', a sulfone represented by -SO₂R', a sulfonate -SO₃⁻M⁺, a sulfate -OSO₃⁻M⁺, a sulfonamide represented by -SO₂NR'R'', cyano, an azido, -COR', -OCOR', -

CONR'R'' and the linking group;

R₆ is -H, -R, -OR, -SR, -NR'R'', -NO₂, halogen or the linking group;

Z and Z' are independently selected from -(CH₂)_n-, -(CH₂)_n-CR₇R₈-(CH₂)_{na'}-, -(CH₂)_n-NR₉-(CH₂)_{na'}-, -(CH₂)_n-O-(CH₂)_{na'}- and -(CH₂)_n-S-(CH₂)_{na'}-;

n' and na' are the same or different, and are selected from 0, 1, 2 and 3;

R₇ and R₈ are the same or different, and are each independently selected from -H, -OH, -SH, -COOH, -NHR', a polyethylene glycol unit -(OCH₂CH₂)_n-, an amino acid, a peptide unit bearing 2 to 6 amino acids, an optionally substituted linear, branched or cyclic alkyl having from 1 to 10 carbon atoms;

R₉ is independently selected from -H, an optionally substituted linear, branched or cyclic alkyl having from 1 to 10 carbon atoms, a polyethylene glycol unit -(OCH₂CH₂)_n-;

A and A' are the same or different, and are independently selected from -O-, oxo (-C(=O)-), -CRR'O-, -CRR'-, -S-, -CRR'S-, -NR₅ and -CRR'N(R₅)-;

R₅ for each occurrence is independently -H or an optionally substituted linear or branched alkyl having 1 to 10 carbon atoms;

D and D' are the same or different, and are independently absent or selected from the group consisting of an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having 1 to 10 carbon atoms, an amino acid, a peptide bearing 2 to 6 amino acids, and a polyethylene glycol unit -(OCH₂CH₂)_n-;

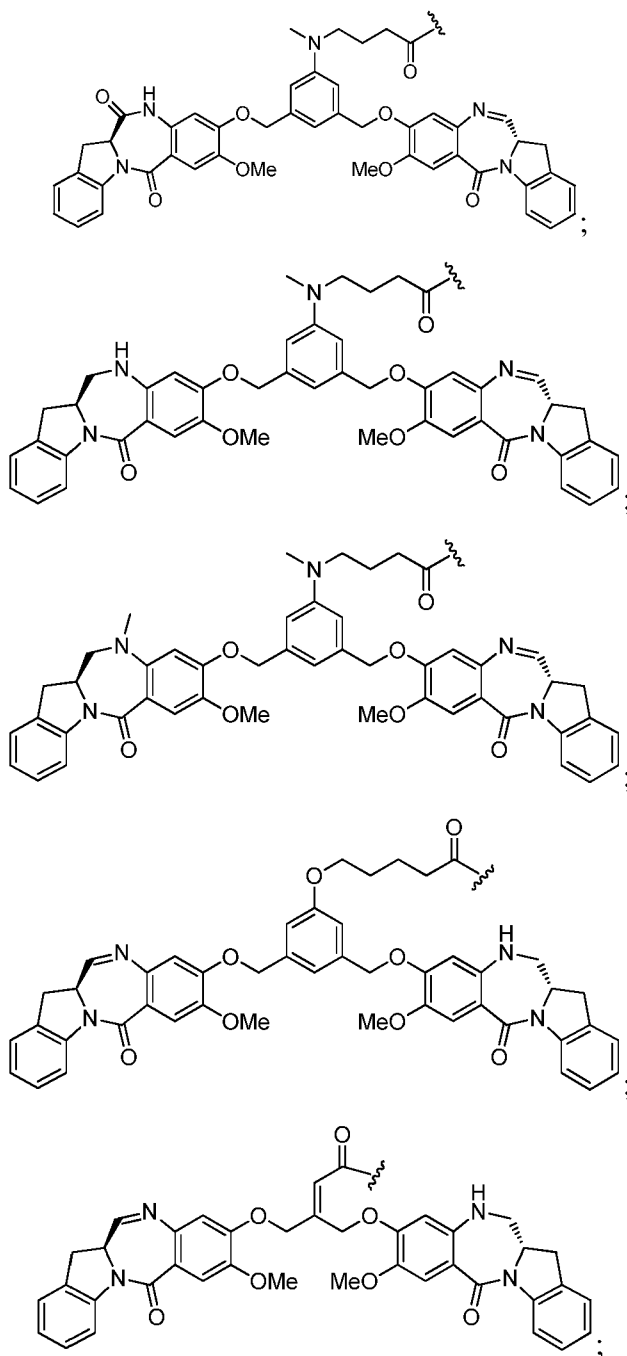
L is absent, the linking group, a polyethylene glycol unit -(OCH₂CH₂)_n-, a linear, branched or cyclic alkyl or alkenyl having 1 to 10 carbon atoms, a phenyl group, a 3- to 18-membered heterocyclic ring or a 5- to 18-membered heteroaryl ring having 1 to 6 heteroatoms independently selected from O, S, N and P, wherein the alkyl or alkenyl is optionally substituted with the linking group; phenyl or heterocyclic or heteroaryl ring can be optionally substituted, wherein the substituent can be the linking group.

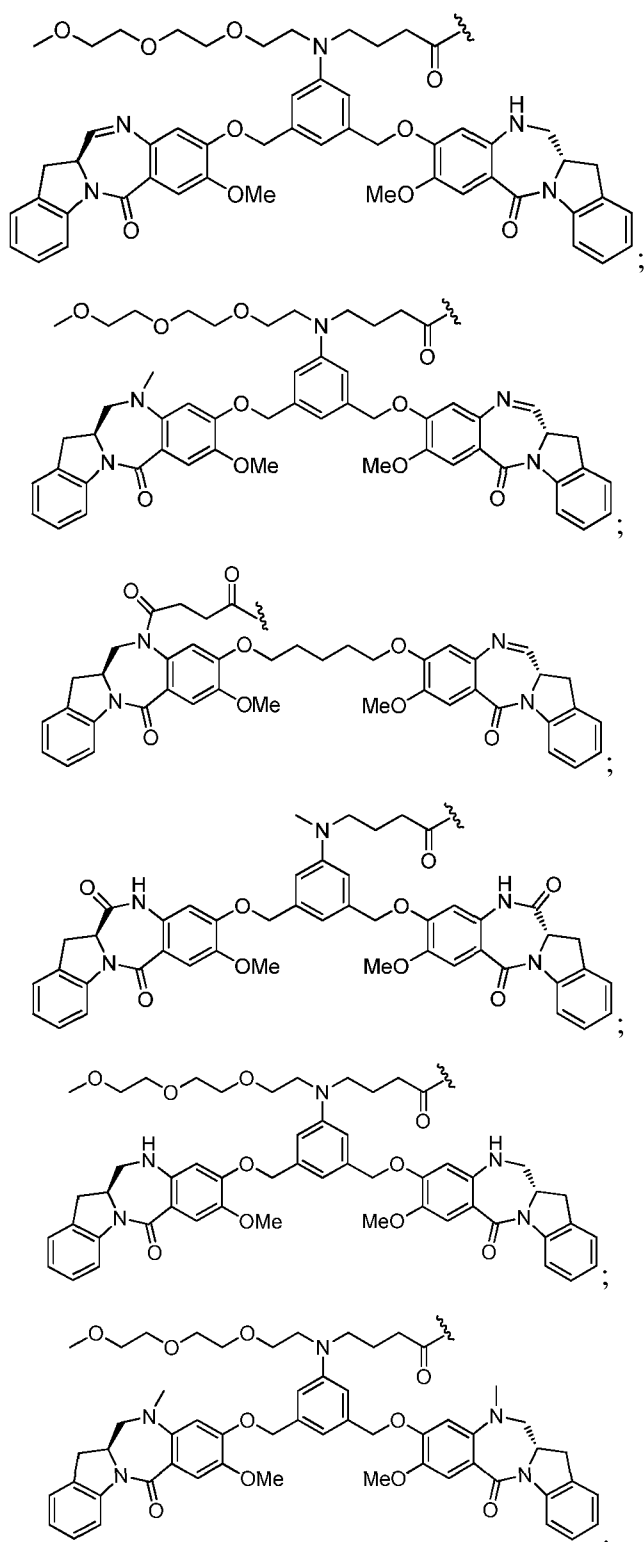
[223] In certain embodiments, X is not the linking group. In certain embodiments, the double line == between N and C represents a single bond, Y is not -H.

[224] In certain embodiments, Y is a leaving group selected from -OR, -OCOR', -OCOOR', -CONR'R'', -NR'R'', -NR'COR'', -NR'NR'R'', an optionally substituted 5 or 6-membered nitrogen-containing heterocycle (e.g., piperidine, tetrahydropyrrole,

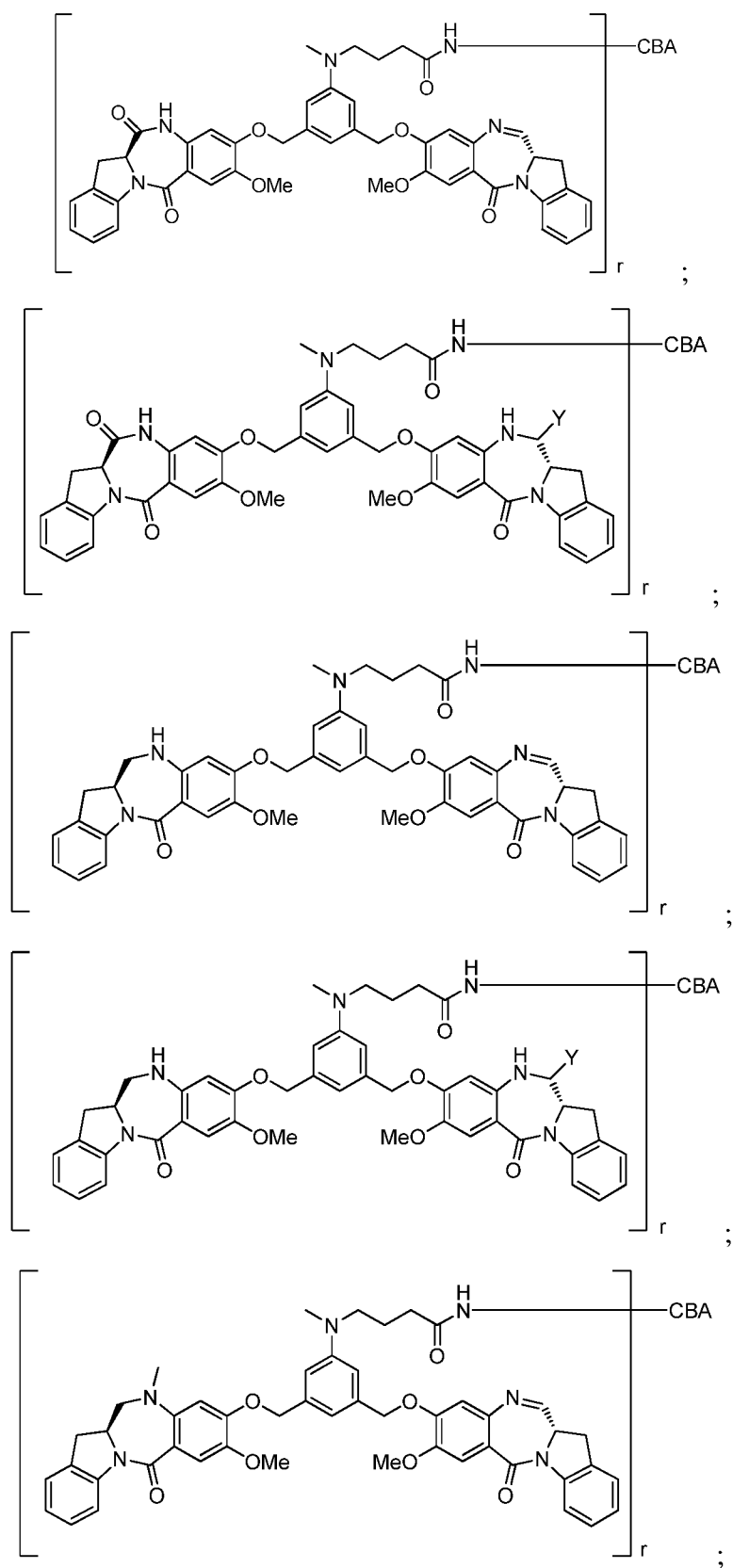
pyrazole, morpholine, *etc.*), a guanidinium represented by $-NR'(C=NH)NR'R''$, an amino acid, or a peptide represented by $-NRCOP'$, wherein P' is an amino acid or a polypeptide containing between 2 to 20 amino acid units, $-SR$, $-SOR'$, $-SO_2M$, $-SO_3M$, $-OSO_3M$, halogen, cyano and an azido.

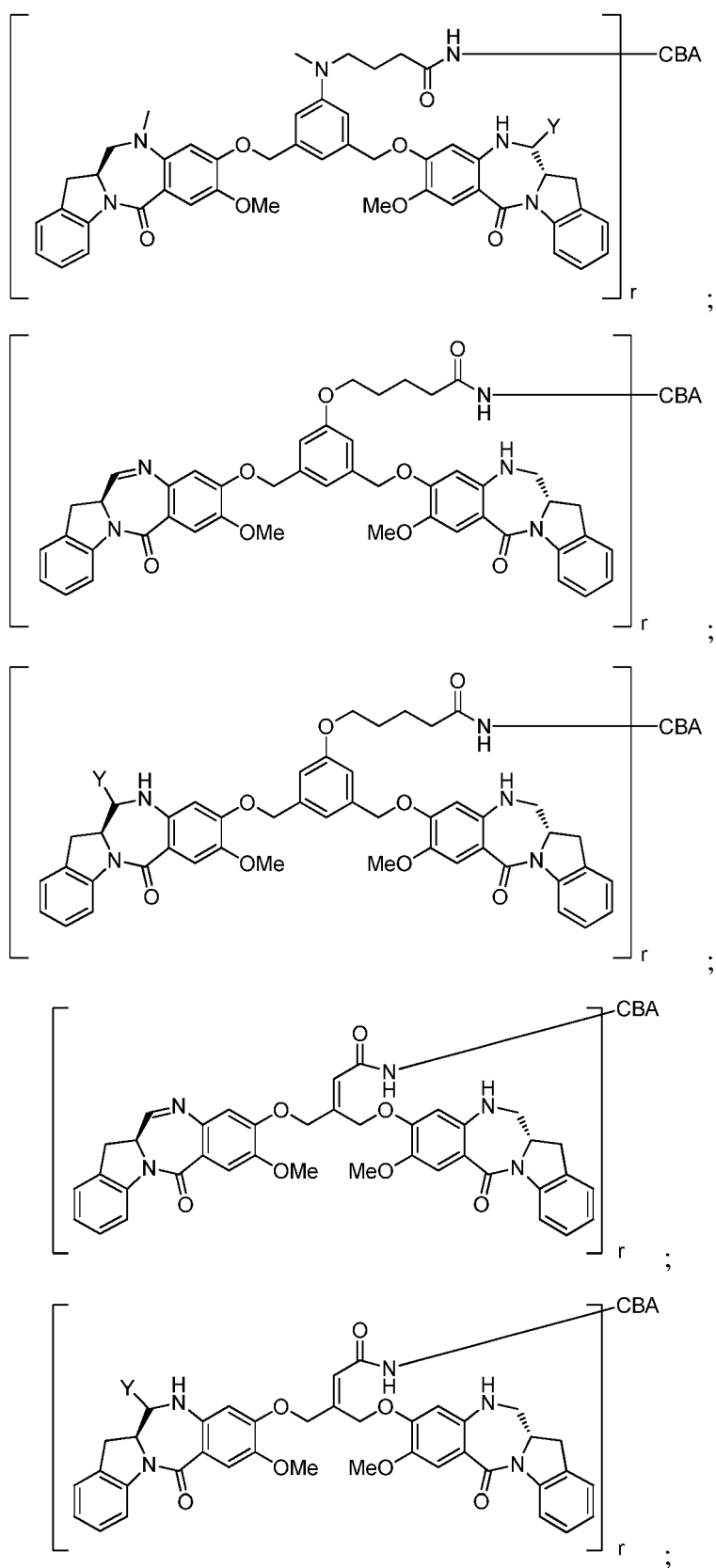
[225] In certain embodiments, the compound is not any one of the following compounds:

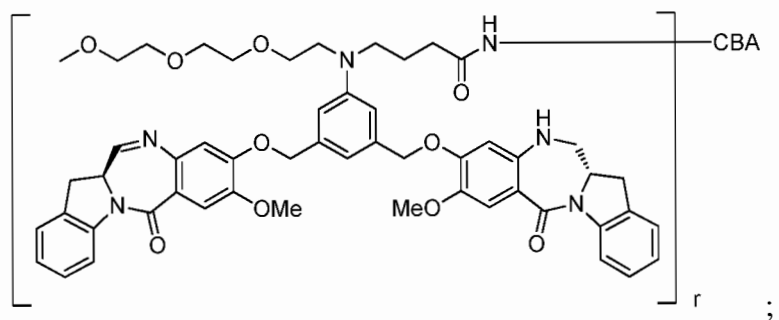
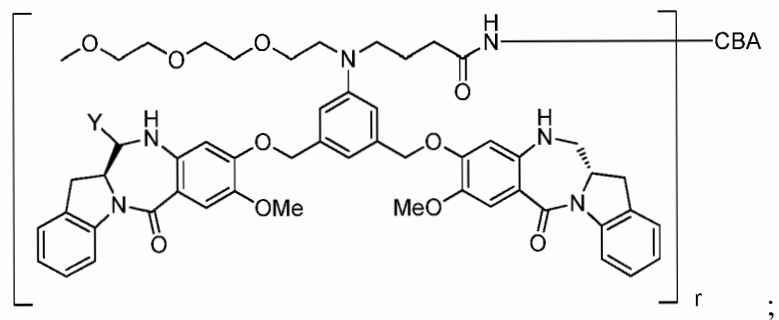
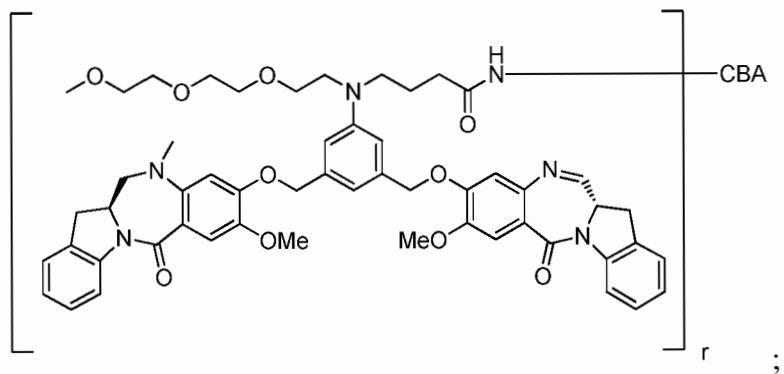
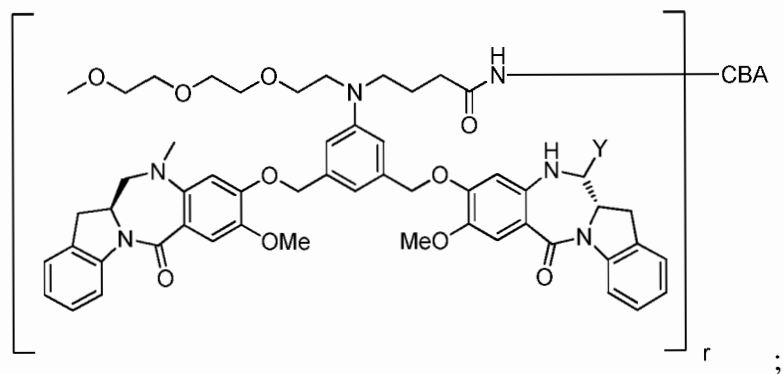
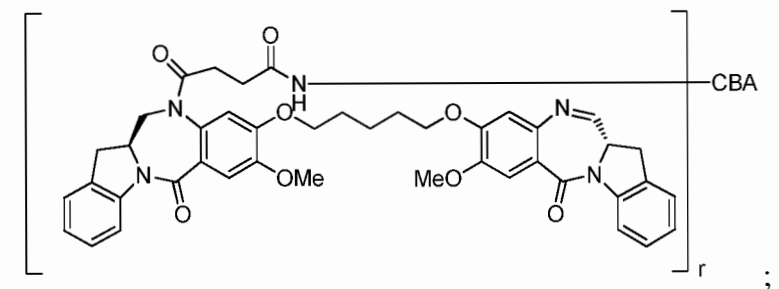


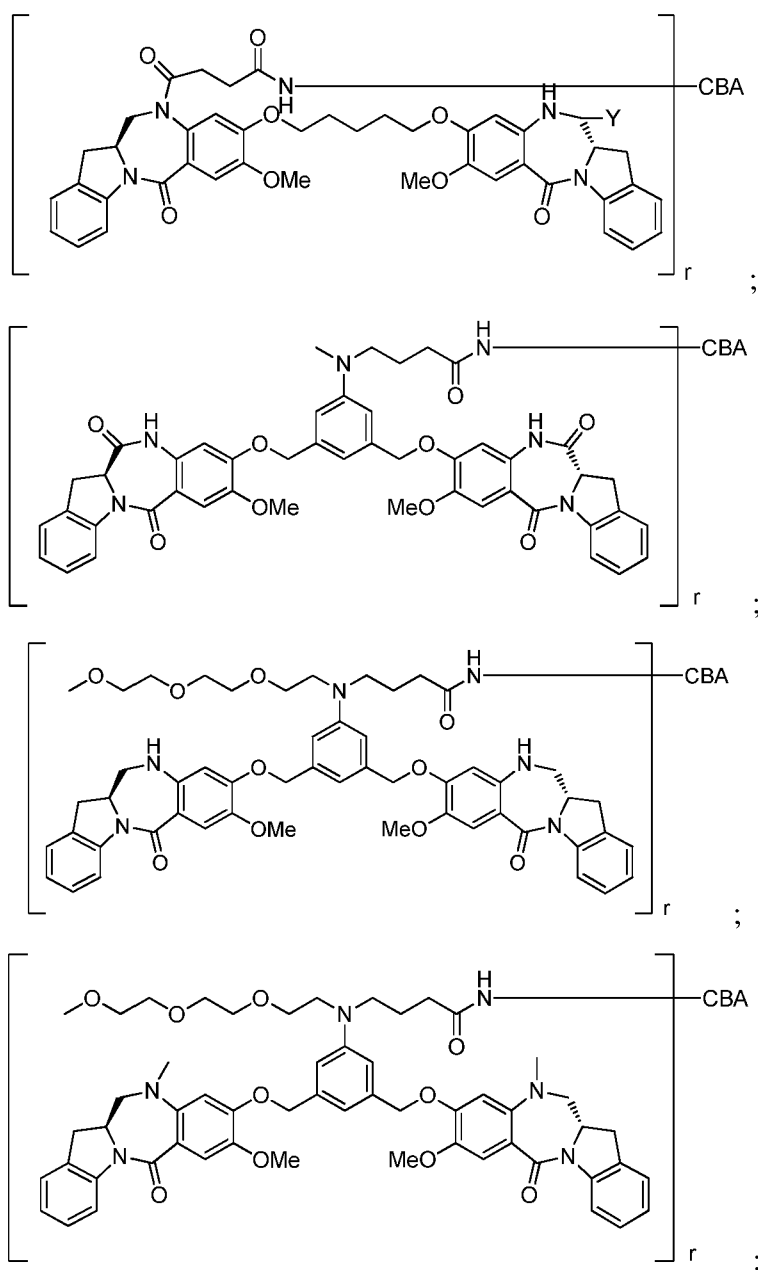


[226] In certain embodiments, the conjugates of the invention include the following:









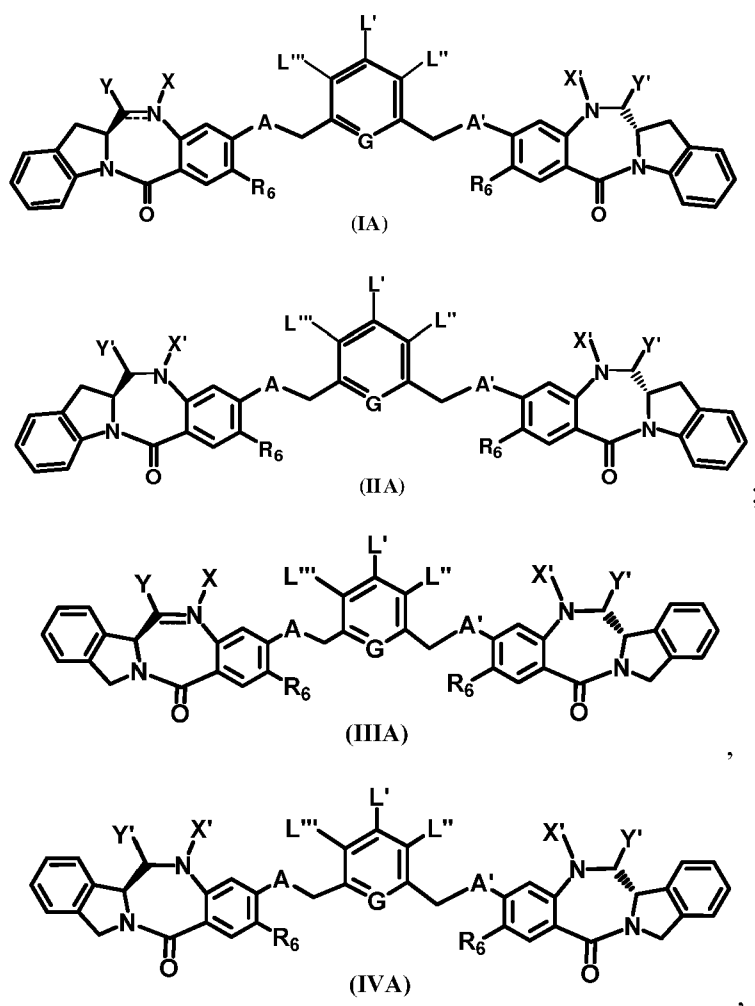
wherein:

CBA is the cell-binding agent, r is an integer from 1 to 10, Y is $-H$, an adduct of a bisulfite, a hydrosulfite, or a metabisulfite, or salts thereof, or $-SO_3M$, and M is $-H$ or a pharmaceutically acceptable cation.

[227] In certain embodiments, L is absent, or is selected from an optionally substituted phenyl group and an optionally substituted pyridyl group, wherein the phenyl and the pyridyl group bears the linking group, or L is an amine group bearing the linking group (*i.e.*, $-N(\text{linking group})-$), or L is a linear, branched or cyclic alkyl or alkenyl having from 1 to 6 carbon atoms and bearing the linking group.

[228] In the fifteenth specific embodiment, the compound is represented by any one of

the following formulas:



wherein:

L' , L'' , and L''' are the same or different, and are independently selected from -H, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, a polyethylene glycol unit - $(OCH_2CH_2)_n-R^c$, halogen, guanidinium $[-NH(C=NH)NH_2]$, -OR, -NR'R'', -NO₂, -NR'COR'', -SR, a sulfoxide represented by -SOR', a sulfone represented by -SO₂R', a sulfonate -SO₃M, a sulfate -OSO₃M, a sulfonamide represented by -SO₂NR'R'', cyano, an azido, -COR', -OCOR', -OCONR'R'' and the linking group, provided only one of L' , L'' , and L''' is the linking group; and

G is selected from -CH- or -N-. The remaining groups are as described in the fourteenth specific embodiment above.

[229] In certain embodiments, one of L' , L'' , or L''' is the linking group, while the others are -H. Preferably, L' is the linking group, and L'' and L''' are -H.

[230] In certain embodiments, A and A' are both -O-, R₆ is -OMe, and G is -CH-.

[231] In a sixteenth specific embodiment, L' is represented by the following formula:



wherein:

W' and V are the same or different, and are each independently absent, or selected from -CR^eR^{e'}-, -O-, -O-C(=O)-, -C(=O)-O-, -S-, -SO-, -SO₂-, -CH₂-S-, -CH₂O-, -CH₂NR^e-, -O-(C=O)O-, -O-(C=O)N(R^e)-, -N(R^e)-, -N(R^e)-C(=O)-, -C(=O)-N(R^e)-, -N(R^e)-C(=O)O-, -N(C(=O)R^e)C(=O)-, -N(C(=O)R^e)-, -(O-CH₂-CH₂)_n-, -SS-, or -C(=O)-, or an amino acid, or a peptide having 2 to 8 amino acids;

R^x and R^y are the same or different, and are each independently absent or an optionally substituted linear, branched or cyclic alkyl, alkenyl, or alkynyl having 1 to 10 carbon atoms, an aryl bearing 6 to 10 carbon atoms or a 3- to 8-membered heterocyclic ring bearing 1 to 3 heteroatoms selected from O, N or S;

R^e and R^{e'} are the same or different, and are selected from -H, a linear, branched or cyclic alkyl, alkenyl, or alkynyl having 1 to 10 carbon atoms or -(CH₂-CH₂-O)_n-R^k, wherein R^k is a -H, a linear, branched cyclic alkyl having 1 to 6 carbon atoms, optionally bearing a secondary amino (*e.g.*, -NHR¹⁰¹) or tertiary amino (-NR¹⁰¹R¹⁰²) group or a 5- or 6-membered nitrogen containing heterocycle, such as piperidine or morpholine, wherein R¹⁰¹ and R¹⁰² are each independently a linear, branched, or cyclic alkyl, alkenyl or alkynyl having 1 to 10 carbon atoms; preferably, R¹⁰¹ and R¹⁰² are each independently a linear or branched alkyl having 1 to 6 carbon atoms;

n is an integer from 1 to 24; and

J is covalently linked to the CBA, and is selected from a succinimide, a acetamido, -S-, -SS-, -CH₂S-, -CH(Me)S-, -C(Me)₂S-, -NR^{c1}-, -CH₂NR^{c1}-, -NR^{c1}N-, and -C(=O)-, wherein R^{c1} is -H or a substituted or unsubstituted linear or branched alkyl having 1 to 4 carbon atoms.

[232] In certain embodiments, J is -S-, -SS-, a succinimide, or -C(=O)-.

[233] In certain embodiments, R^{e'} is -H or -Me; R^e is a linear or branched alkyl having 1 to 6 carbon atoms or -(CH₂-CH₂-O)_n-R^k; n is an integer from 2 to 8; and R^k is -H, -Me or -CH₂CH₂-NMe₂, and the remainder of the variables are as described above in the fifteenth specific embodiment.

[234] In certain embodiments, V is an amino acid or a peptide having 2 to 8 amino

acids.

[235] In certain embodiments, V is valine-citrulline, gly-gly-gly, or ala-leu-ala-leu.

[236] In certain embodiments,

W' is -O-, -N(R^e)- or -N(R^e)-C(=O)-;

R^e is H, a linear or branched alkyl having 1 to 4 carbon atoms, or -(CH₂-CH₂-O)_n-R^k;

R^x is a linear or branched alkyl having 1 to 6 carbon atoms;

V is absent, -(O-CH₂-CH₂)_n-, -C(=O)-NH-, -S-, -NH-C(=O)-;

R^y is absent or a linear or branched alkyl having 1 to 4 carbon atoms; and

J is -S-, -SS-, or -C(=O)-, and the remaining groups are as defined in the sixteenth specific embodiment.

[237] In certain embodiments,

W' is -O-, -N(R^e)- or -N(R^e)-C(=O)-;

R^e is -H, -Me, or -(CH₂-CH₂-O)_n-Me;

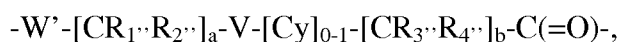
n is an integer from 2 to 6;

R^x is linear or branched alkyl bearing 1 to 6 carbon atoms;

V and R^y are absent; and

J is -C(=O)-. The remaining groups are as defined in the sixteenth specific embodiment.

[238] In a seventeenth specific embodiment, L' in the sixteenth specific embodiment is represented by the following formula:



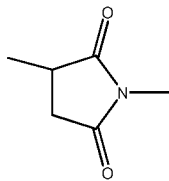
wherein:

R₁, R₂, and R₃ are each independently -H or a linear or branched alkyl bearing 1 to 4 carbon atoms, preferably -Me;

R₄ is -H, a linear or branched alkyl bearing 1 to 4 carbon atoms (preferably -Me), -SO₃H, or -SO₃M⁺, wherein M⁺ is a pharmaceutically acceptable cation;

a is an integers from 0-5 (e.g., from 0 to 2, 3, 4, or 5), and b is an integer from 0-6 (e.g., from 0 to 3, 4, 5, or 6); and,

Cy is an optionally substituted 5-membered heterocyclic ring bearing an N heteroatom, preferably Cy is

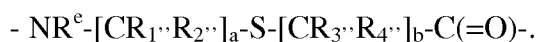


[239] In certain embodiments, such as in the sixteenth or the seventeenth specific embodiment, W' is $-N(R^e)-$.

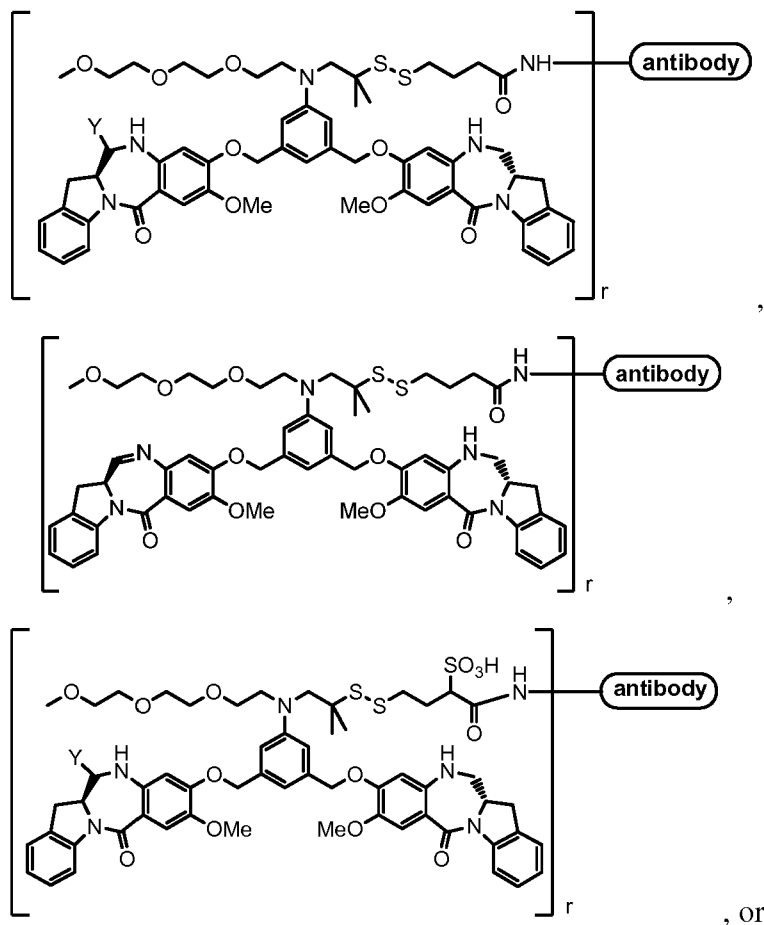
[240] In certain embodiments, such as in the sixteenth or the seventeenth specific embodiment, R^e is $-(CH_2-CH_2-O)_{2-6}-R^k$, wherein R^k is a linear or branched alkyl having 1 to 6 carbon atoms.

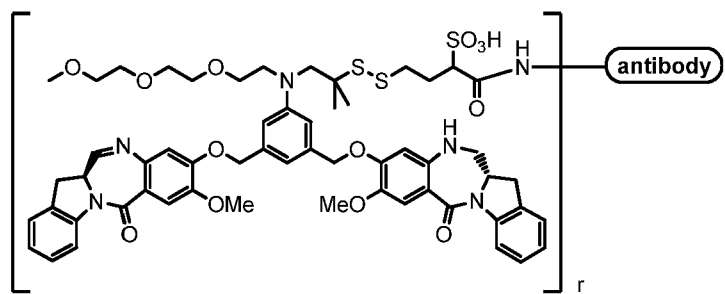
[241] In certain embodiments, such as in the sixteenth or the seventeenth specific embodiment, V is $-S-$ or $-SS-$.

[242] In an eighteenth specific embodiment, L' in the sixteenth or the seventeenth specific embodiment is represented by the following formula:



[243] In certain embodiments, such as in the sixteenth to eighteenth specific embodiments, the conjugate is:





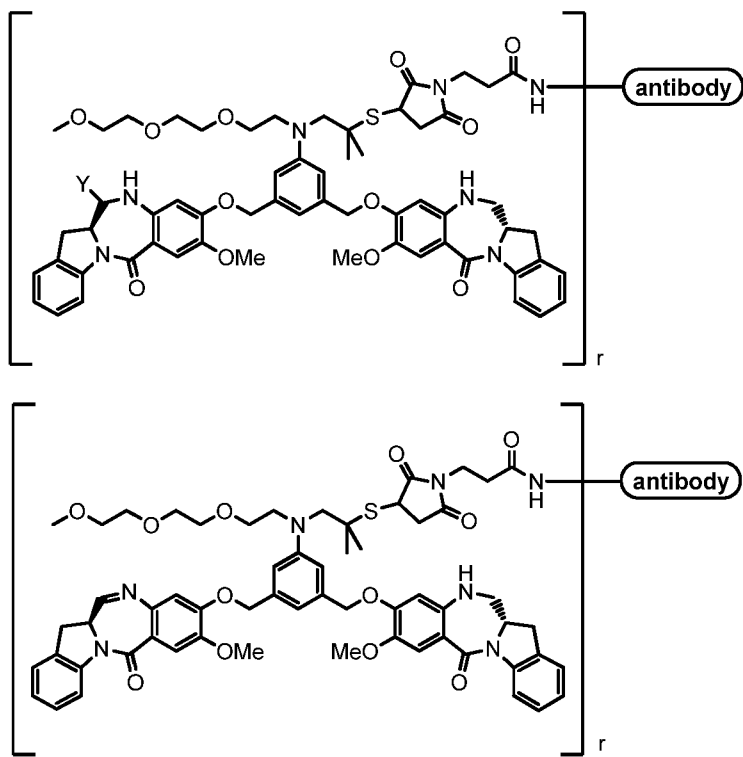
wherein r is an integer from 1 to 10, Y is -H or -SO₃M (*e.g.*, Y is -SO₃M), and M is -H or a pharmaceutically acceptable cation.

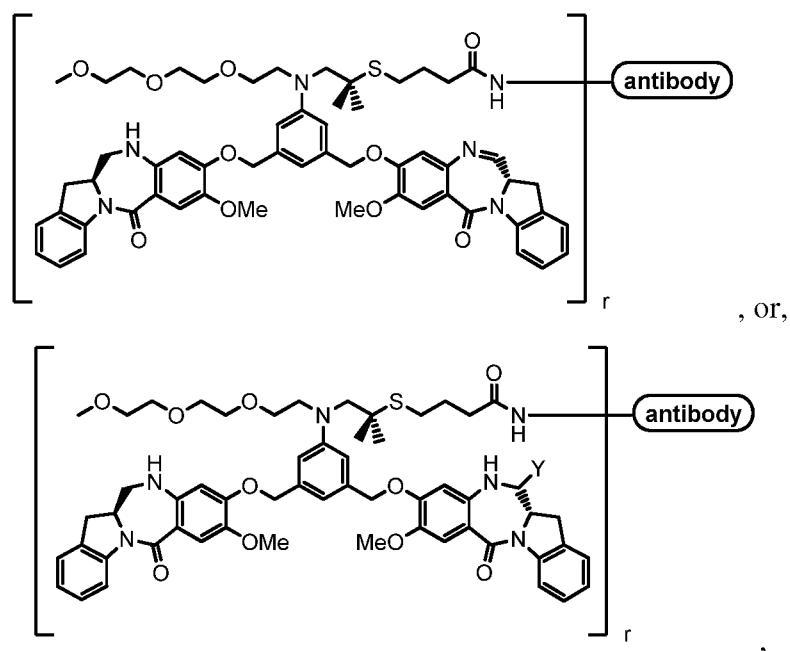
[244] In certain embodiments, such as in the sixteenth to eighteenth specific embodiments, the antibody is huMy9-6.

[245] In a nineteenth specific embodiment, L' in the sixteenth or the seventeenth specific embodiment is represented by the following formula:



[246] In certain embodiments, such as in the sixteenth, seventeenth, and the nineteenth specific embodiments, the conjugate is:

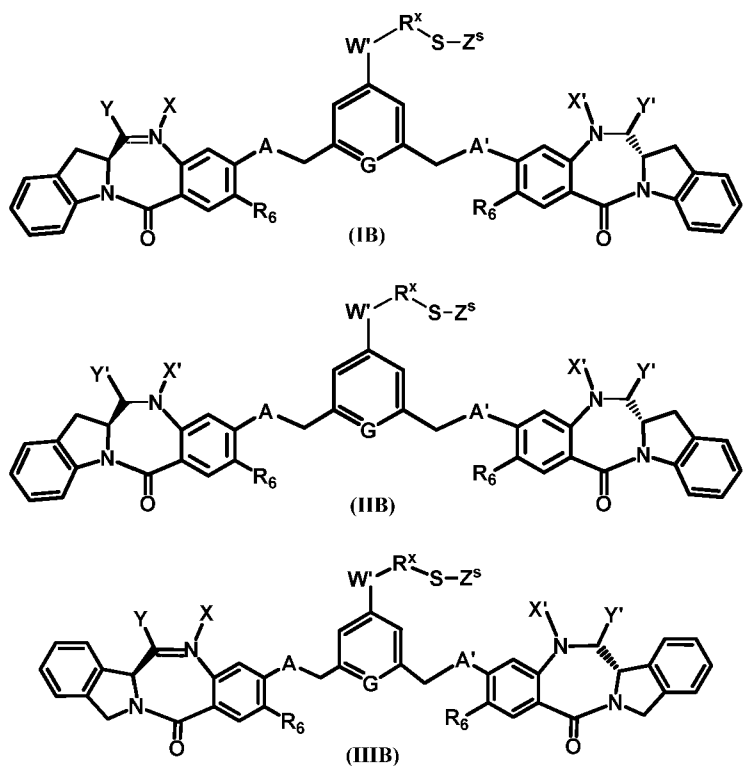


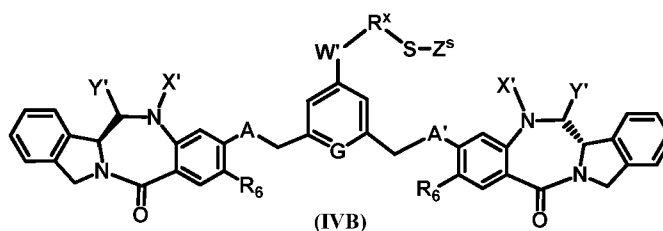


wherein r is an integer from 1 to 10, Y is $-H$ or $-SO_3M$ (*e.g.*, Y is $-SO_3M$), and M is $-H$ or a pharmaceutically acceptable cation.

[247] In certain embodiments, such as in the sixteenth, seventeenth, and the nineteenth specific embodiments, the antibody is huMy9-6.

[248] In a twentieth specific embodiment, the compound is represented by the following formula:





wherein:

W' is absent, or selected from -O-, -N(R^e)-, -N(R^e)-C(=O)-, -N(C(=O)R^e)-, -S-, -CH₂-S-, or -CH₂NR^e-;

R^x is absent or selected from a linear, branched or cyclic alkyl having 1 to 10 carbon atoms;

R^e is -H, a linear, branched or cyclic alkyl, alkenyl or alkynyl having 1 to 10 carbon atoms or -(CH₂-CH₂-O)_n-R^k, wherein R^k is a -H, a linear, branched or cyclic alkyl having 1 to 6 carbon atoms, optionally bearing a secondary amino (*e.g.*, -NHR¹⁰¹) or tertiary amino (-NR¹⁰¹R¹⁰²) group or a 5 or 6-membered nitrogen containing heterocycle, such as piperidine or morpholine, wherein R¹⁰¹ and R¹⁰² are each independently a linear, branched, or cyclic alkyl, alkenyl or alkynyl having 1 to 10 carbon atoms;

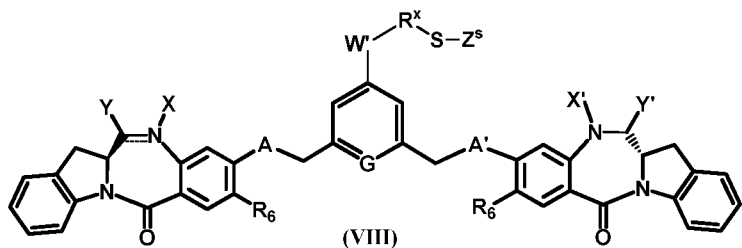
Z^s is linked to the CBA, and is either a bond, or -SR^m-;

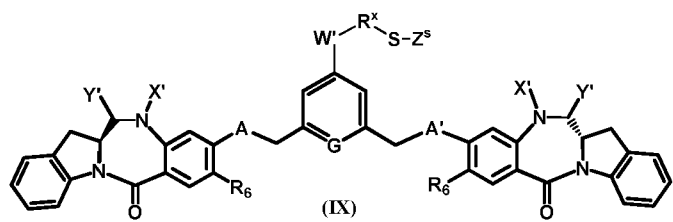
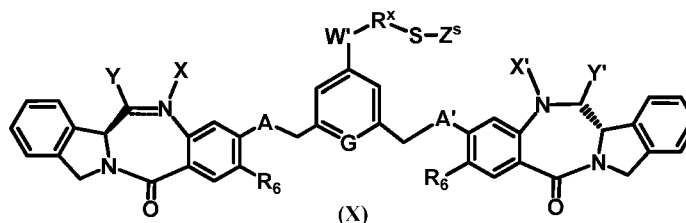
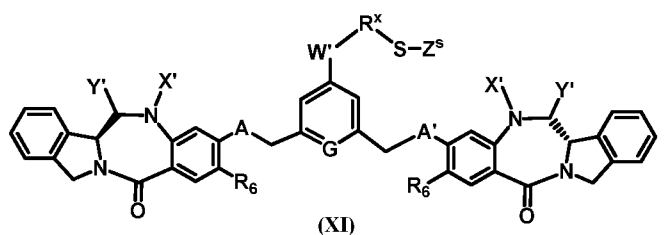
R^m is R^d or a substituted linear or branched alkyl having 1 to 4 carbon atoms bearing a reactive ester, selected from N-hydroxysuccinimide esters, N-hydroxyphthalimide esters, N-hydroxy sulfo-succinimide esters, para-nitrophenyl esters, dinitrophenyl esters, and pentafluorophenyl esters;

R^d is selected from phenyl, nitrophenyl, dinitrophenyl, carboxynitrophenyl, pyridyl or nitropyridyl; and

n is an integer from 1 to 24; and the remainder of the variables are as described above in the eighth or the fifteenth specific embodiment.

[249] In a twenty-first specific embodiment, the compound is represented by the following formula:





wherein:

W' is absent, or selected from -O-, -N(R^e)-, -N(R^e)-C(=O)-, -N(C(=O)R^e)-, -S-, -CH₂-S-, or -CH₂NR^e-;

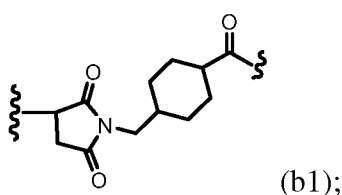
R^x is absent or selected from a linear, branched or cyclic alkyl having 1 to 10 carbon atoms;

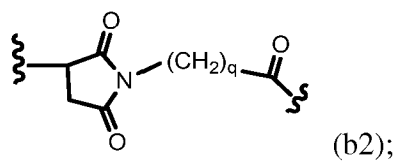
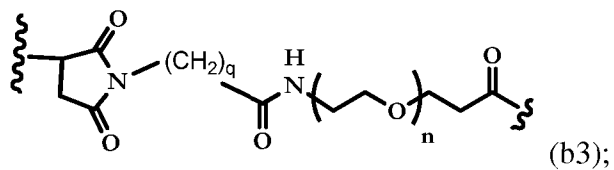
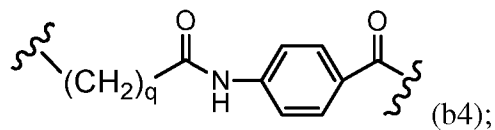
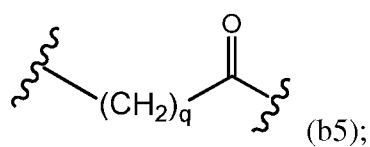
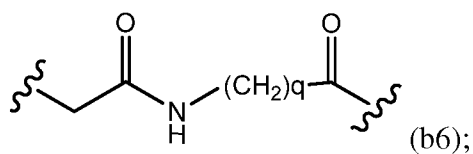
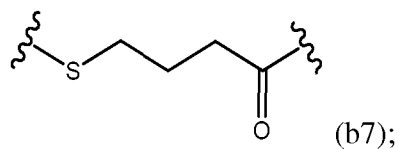
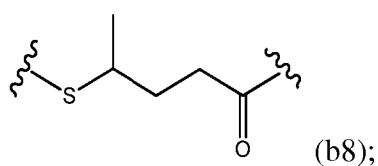
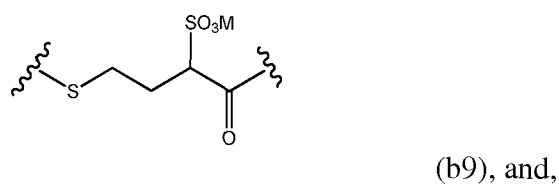
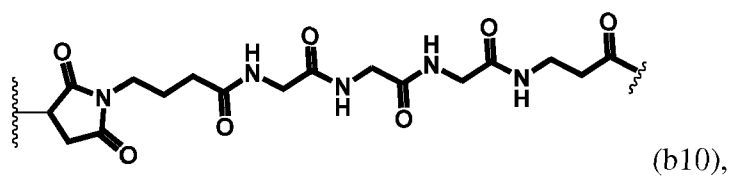
R^e is -H, a linear, branched or cyclic alkyl, alkenyl or alkynyl having 1 to 10 carbon atoms or -(CH₂-CH₂-O)_n-R^k, wherein R^k is a -H, a linear, branched cyclic alkyl having 1 to 6 carbon atoms, optionally bearing a secondary amino (*e.g.*, -NHR¹⁰¹) or tertiary amino (-NR¹⁰¹R¹⁰²) group or a 5 or 6-membered nitrogen containing heterocycle, such as piperidine or morpholine, wherein R¹⁰¹ and R¹⁰² are each independently a linear, branched, or cyclic alkyl, alkenyl or alkynyl having 1 to 10 carbon atoms;

n is an integer from 2 to 6;

Z^s is linked to the CBA, and is selected from:

a bond;



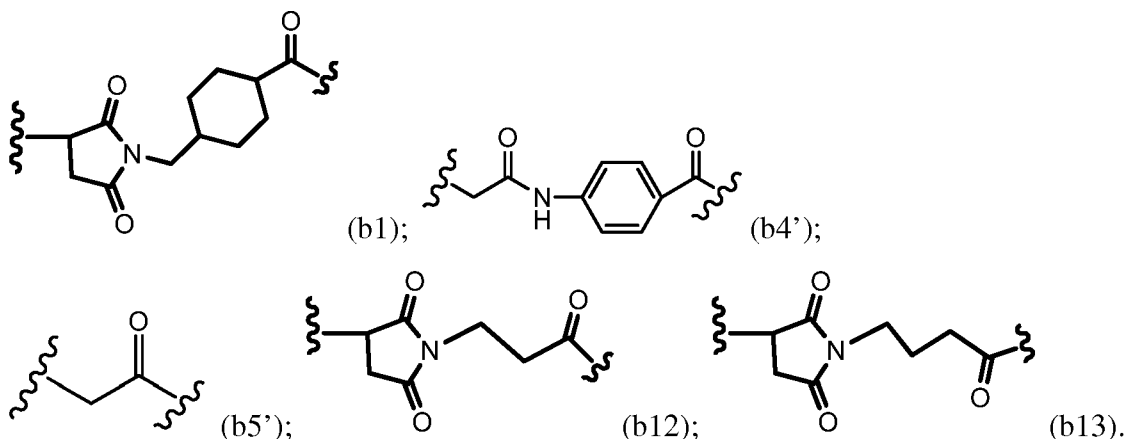


wherein:

q is an integer from 1 to 5; and,

M is -H or a cation, such as Na⁺ or K⁺.

[250] In certain embodiments, Z^s is represented by any one of the following formulas:



[251] In certain embodiments, W' is -N(R^e)-.

[252] In certain embodiments, R^e is -(CH₂-CH₂-O)_n-R^k, wherein R^k is a -H, a linear, branched cyclic alkyl having 1 to 6 carbon atoms.

[253] In certain embodiments, R^k is -H or -Me, n is 4, and q is 2.

[254] In certain embodiments, R^x is a linear or branched alkyl having 1 to 6 carbon atoms.

[255] In certain embodiments, R^x is -(CH₂)_p-(CR^fR^g)-, wherein R^f and R^g are each independently selected from H or a linear or branched alkyl having 1 to 4 carbon atoms; and p is 0, 1, 2 or 3.

[256] In certain embodiments, R^f and R^g are the same or different, and are selected from -H and -Me; and p is 1.

[257] In a twenty-second specific embodiment, the conjugate of formula (VIII), (IX), (X) and (XI) described in the twenty-first specific embodiment, the variables are as described below:

the double line == between N and C represents a single bond or a double bond, provided that when it is a double bond X is absent and Y is -H, and when it is a single bond, X is -H; Y is -H, -OH or -SO₃M (*e.g.*, Y is -OH or -SO₃M);

M is -H or a pharmaceutically acceptable cation (*e.g.*, Na⁺);

X' and Y' are both -H;

A and A' are both -O-;

R₆ is -OMe; and

R^x is a linear or branched alkyl having 1 to 6 carbon atoms.

[258] In a twenty-third specific embodiment, for compounds of formula (IB), (IIB), (IIIB) and (IVB) described in the twentieth specific embodiment, the variables are as described below:

the double line == between N and C represents a single bond or a double bond, provided that when it is a double bond X is absent and Y is -H, and when it is a single bond, X is -H; Y is -H, -OH or -SO₃M (*e.g.*, Y is -OH or -SO₃M);

M is -H or Na⁺;

X' and Y' are both -H;

A and A' are both -O-;

R₆ is -OMe;

R^x is a linear or branched alkyl having 1 to 6 carbon atoms.

[259] Preferably, R^x is -(CH₂)_p-(CR^fR^g)-, wherein R^f and R^g are each independently selected from -H or a linear or branched alkyl having 1 to 4 carbon atoms; p is 0, 1, 2 or 3. More preferably, R^f and R^g are the same or different, and are selected from -H and -Me; and p is 1.

[260] In any of the specific embodiments for the conjugate of the invention above, such as the fourteenth to the twenty-third specific embodiments, the double line == between N and C may represent a double bond.

[261] In any of the specific embodiments for the conjugate of the invention above, such as the fourteenth to the twenty-third specific embodiments, the double line == between N and C may represent a single bond, X is -H, the linking group, or an amine protecting group (*e.g.*, X is -H); and Y is -H or selected from -OR, -OCOR', -SR, -NR'R'', an optionally substituted 5- or 6-membered nitrogen-containing heterocycle, -SO₃M, -SO₂M and a sulfate -OSO₃M. In certain embodiments, Y is not -H.

[262] In certain embodiments, Y is selected from -H, -SO₃M, -OH, -OMe, -OEt or -NHOH (*e.g.*, Y is -SO₃M, -OH, -OMe, -OEt or -NHOH).

[263] In certain embodiments, Y is -H, -SO₃M or -OH (*e.g.*, Y is -SO₃M or -OH).

[264] In certain embodiments, M is -H, Na⁺ or K⁺.

[265] In any of the specific embodiments for the conjugate of the invention above, such as the fourteenth to the twenty-third specific embodiments, W, when present, is C=O.

[266] In any of the specific embodiments for the conjugate of the invention above, such as the fourteenth to the twenty-third specific embodiments, Z and Z', when present, are -CH₂-.

[267] In any of the specific embodiments for the conjugate of the invention above, such as the fourteenth to the twenty-third specific embodiments, X' is selected from the

group consisting of -H, -OH, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, phenyl, the linking group, and an amine-protecting group.

[268] In certain embodiments, X' is -H, -OH, -Me or the linking group.

[269] In certain embodiments, X' is -H.

[270] In any of the specific embodiments for the conjugate of the invention above, such as the fourteenth to the twenty-third specific embodiments, Y' is selected from the group consisting of -H, an oxo group, a substituted or unsubstituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms.

[271] In certain embodiments, Y' is -H or oxo.

[272] In certain embodiments, Y' is -H.

[273] In any of the specific embodiments for the conjugate of the invention above, such as the fourteenth to the twenty-third specific embodiments, A and A' are the same or different, and are selected from -O-, -S-, -N(R₅)-, and oxo (C=O).

[274] In certain embodiments, A and A' are the same or different, and are selected from -O- and -S-.

[275] In certain embodiments, A and A' are -O-.

[276] In any of the specific embodiments for the conjugate of the invention above, such as the fourteenth to the twenty-third specific embodiments, D and D', when present, are the same or different, and are independently selected from a polyethylene glycol unit (-OCH₂CH₂)_n, wherein n is an integer from 1 to 24, an amino acid, a peptide bearing 2 to 6 amino acids, or a linear, branched or cyclic alkyl, alkenyl or alkynyl having 1 to 10 carbon atoms, wherein the alkyl, alkenyl and alkynyl are optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OR, -NR'COR'', -SR and -COR'.

[277] In certain embodiments, D and D' are linear or branched alkyl bearing 1 to 4 carbon atoms.

[278] In a twenty-fourth specific embodiment, the conjugate of the present invention as described in the fourteenth, fifteenth, or the twenty-first specific embodiment is represented by the following:

the double line == between N and C represents a double bond;

Y is -H;

W is C=O;

R₁, R₂, R₁', R₂', R₄ and R₄' are -H;
one of R₃, or R₃' is optionally the linking group and the other is -H;
R₆ is -OMe;
Z and Z' are -CH₂;
X' is -H;
Y' is -H; and
A and A' are -O-.

[279] In certain embodiments, the conjugate of any one of the described embodiments, such as the fourteenth to the twenty-fourth specific embodiments, may comprise 1-10 cytotoxic compounds, 2-9 cytotoxic compounds, 3-8 cytotoxic compounds, 4-7 cytotoxic compounds, or 5-6 cytotoxic compounds, each cytotoxic compound comprising the linking group linking the cytotoxic compound to the CBA, and each cytotoxic compound on the conjugate is the same.

[280] In any of the conjugates embodiments, such as the fourteenth to the twenty-fourth specific embodiments, the cell-binding agent may bind to target cells selected from tumor cells, virus infected cells, microorganism infected cells, parasite infected cells, autoimmune cells, activated cells, myeloid cells, activated T-cells, B cells, or melanocytes; cells expressing the CD4, CD6, CD19, CD20, CD22, CD30, CD33, CD37, CD38, CD40, CD44, CD56, EpCAM, CanAg, CALLA, or Her-2 antigens; Her-3 antigens; or cells expressing insulin growth factor receptor, epidermal growth factor receptor, and folate receptor.

[281] In any of the conjugates embodiments, such as the fourteenth to the twenty-fourth specific embodiments, the cell-binding agent may be an antibody, a single chain antibody, an antibody fragment that specifically binds to the target cell, a monoclonal antibody, a single chain monoclonal antibody, or a monoclonal antibody fragment that specifically binds to a target cell, a chimeric antibody, a chimeric antibody fragment that specifically binds to the target cell, a domain antibody, a domain antibody fragment that specifically binds to the target cell, a lymphokine, a hormone, a vitamin, a growth factor, a colony stimulating factor, or a nutrient-transport molecule.

[282] The antibody may be a resurfaced antibody, a resurfaced single chain antibody, or a resurfaced antibody fragment.

[283] The antibody may be a monoclonal antibody, a single chain monoclonal antibody, or a monoclonal antibody fragment thereof.

[284] The antibody may be a humanized antibody, a humanized single chain antibody, or a humanized antibody fragment.

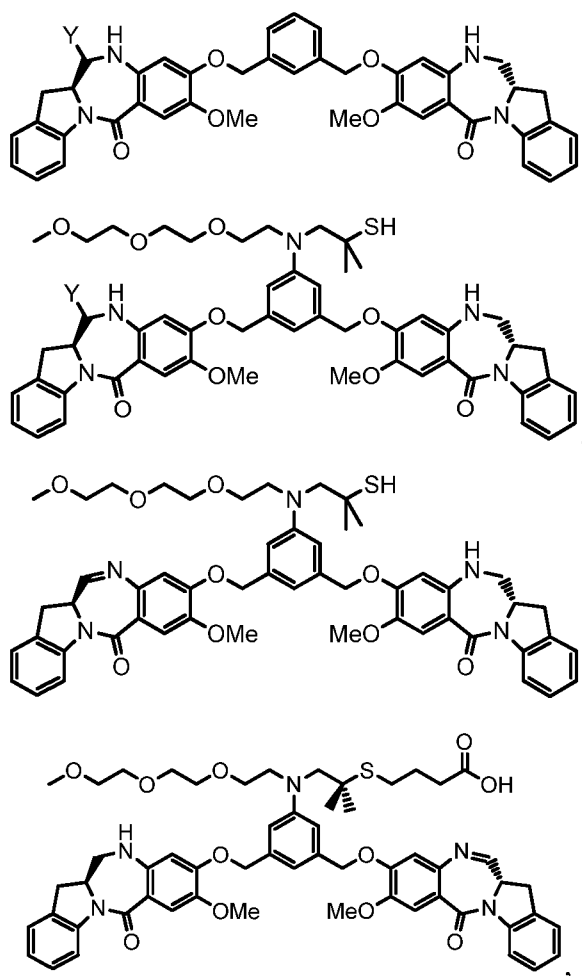
[285] The invention further provides a pharmaceutical composition comprising any of the conjugates described herein, and a pharmaceutically acceptable carrier.

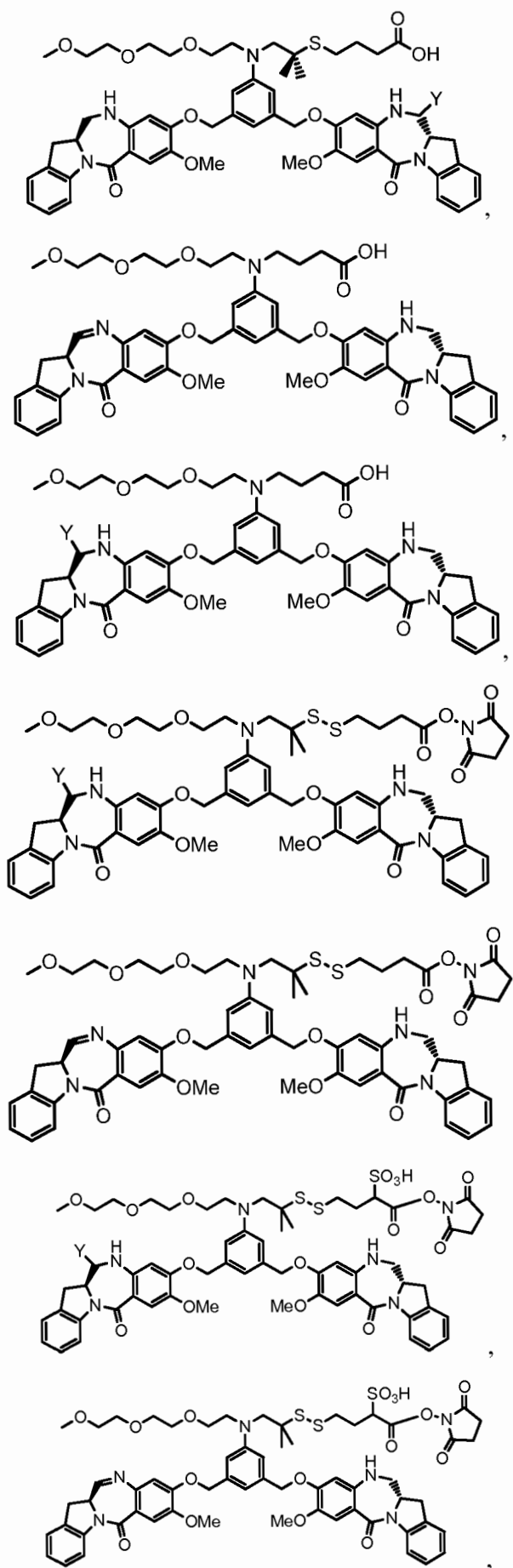
[286] The invention further provides a drug-linker compound comprising any of the subject compound covalently linked to a bifunctional linker.

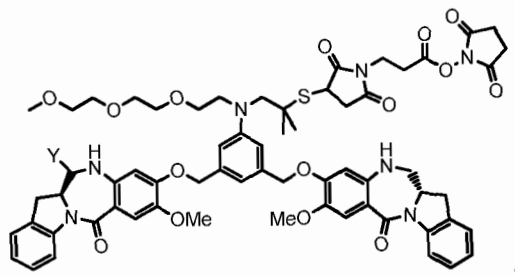
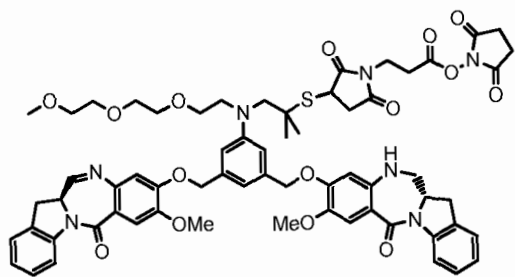
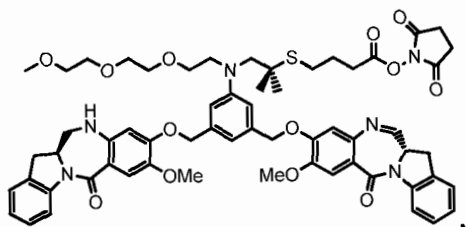
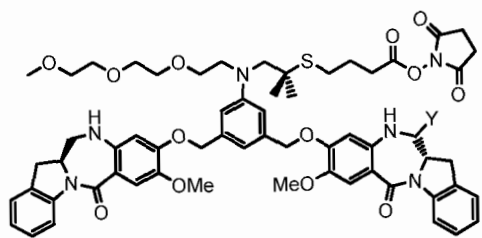
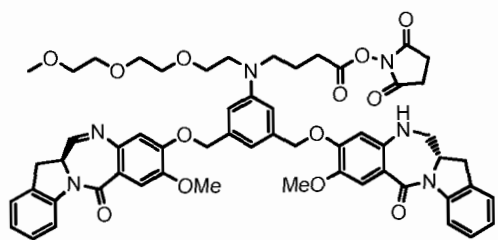
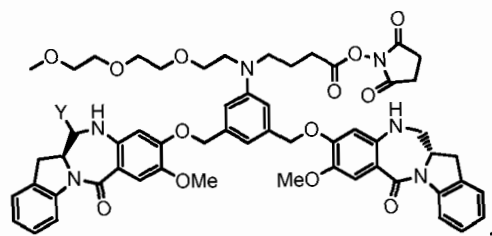
[287] The invention additional provides a conjugate comprising any of the subject compounds, or the subject drug-linker compounds, linked to a cell-binding agent.

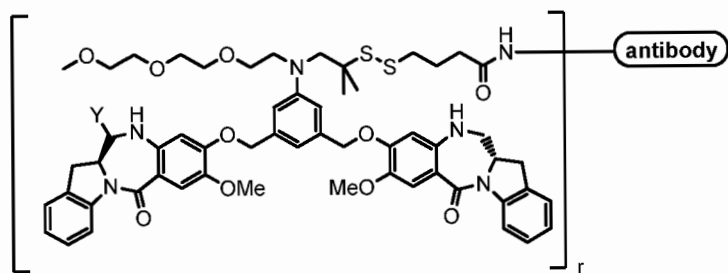
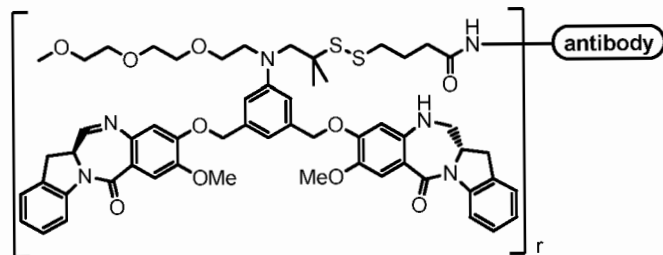
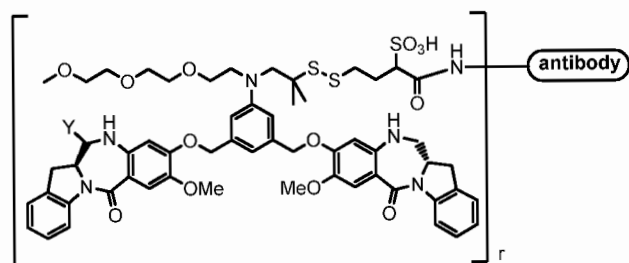
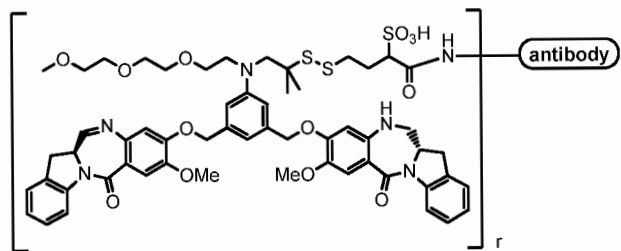
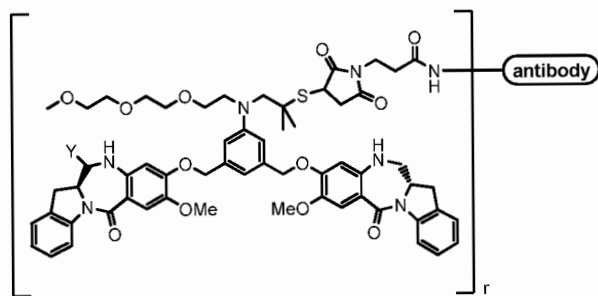
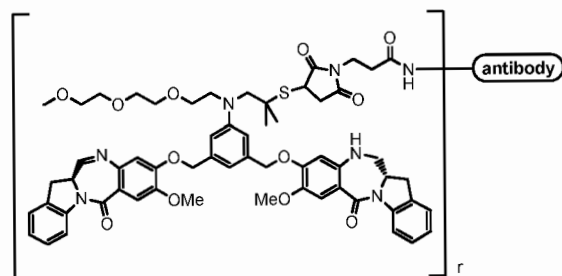
[288] The invention further provides a method of inhibiting abnormal cell growth or treating a proliferative disorder, an autoimmune disorder, destructive bone disorder, infectious disease, viral disease, fibrotic disease, neurodegenerative disorder, pancreatitis or kidney disease in a mammal comprising administering to the mammal a therapeutically effective amount of any of the compounds (with or without any linker group) or conjugates of the invention, and, optionally, a second chemotherapeutic agent.

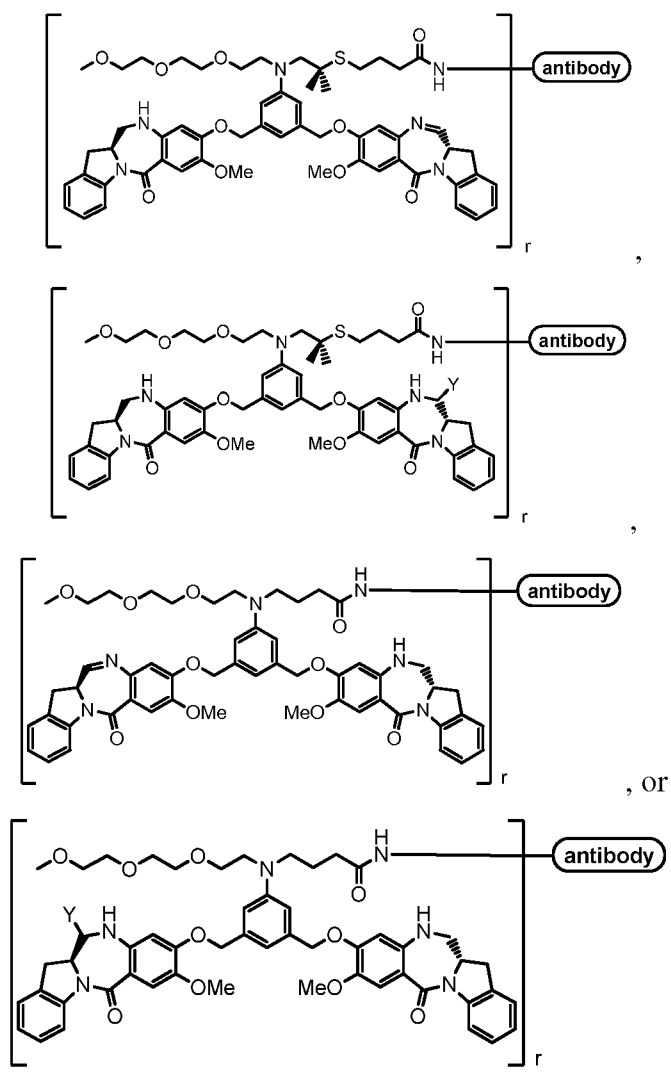
[289] In certain embodiments, the compound or the conjugate is:











wherein r is an integer from 1 to 10, Y is -H or -SO₃M (*e.g.*, Y is -SO₃M), and M is -H or a pharmaceutically acceptable cation.

[290] In certain embodiments, the second chemotherapeutic agent is administered to the mammal sequentially or consecutively.

[291] In certain embodiments, the method is for treating a condition selected from cancer, rheumatoid arthritis, multiple sclerosis, graft versus host disease (GVHD), transplant rejection, lupus, myositis, infection, and immune deficiency.

[292] In certain embodiments, the method or conjugate is for treating a cancer.

[293] In certain embodiments, the cancer is selected from breast cancer, colon cancer, brain cancer, prostate cancer, kidney cancer, pancreatic cancer, ovarian cancer, head and neck cancer, melanoma, colorectal cancer, gastric cancer, squamous cancer, small-cell lung cancer, non small-cell lung cancer, testicular cancer, Merkel cell carcinoma, glioblastoma, neuroblastoma, cancers of lymphatic organs and hematological malignancy including Leukemia (Acute lymphoblastic leukemia (ALL), Acute

myelogenous leukemia (AML), Chronic lymphocytic leukemia (CLL), Chronic myelogenous leukemia (CML), Acute monocytic leukemia (AMOL), Hairy cell leukemia (HCL), T-cell prolymphocytic leukemia (T-PLL), Large granular lymphocytic leukemia, Adult T-cell leukemia), Lymphoma (small lymphocytic lymphoma (SLL), Hodgkin's lymphomas (Nodular sclerosis, Mixed cellularity, Lymphocyte-rich, Lymphocyte depleted or not depleted, and Nodular lymphocyte-predominant Hodgkin lymphoma), Non-Hodgkin's lymphomas (all subtypes), Chronic lymphocytic leukemia/Small lymphocytic lymphoma, B-cell prolymphocytic leukemia, Lymphoplasmacytic lymphoma (such as Waldenström macroglobulinemia), Splenic marginal zone lymphoma, Plasma cell neoplasms (Plasma cell myeloma, Plasmacytoma, Monoclonal immunoglobulin deposition diseases, Heavy chain diseases), Extranodal marginal zone B cell lymphoma (MALT lymphoma), Nodal marginal zone B cell lymphoma (NMZL), Follicular lymphoma, Mantle cell lymphoma, Diffuse large B cell lymphoma, Mediastinal (thymic) large B cell lymphoma, Intravascular large B cell lymphoma, Primary effusion lymphoma, Burkitt lymphoma/leukemia, T cell prolymphocytic leukemia, T cell large granular lymphocytic leukemia, Aggressive NK cell leukemia, Adult T cell leukemia/lymphoma, Extranodal NK/T cell lymphoma (nasal type), Enteropathy-type T cell lymphoma, Hepatosplenic T cell lymphoma, Blastic NK cell lymphoma, Mycosis fungoides / Sezary syndrome, Primary cutaneous CD30-positive T cell lymphoproliferative disorders, Primary cutaneous anaplastic large cell lymphoma, Lymphomatoid papulosis, Angioimmunoblastic T cell lymphoma, Peripheral T cell lymphoma (unspecified), Anaplastic large cell lymphoma), multiple myeloma (plasma cell myeloma or Kahler's disease).

PRODUCTION OF CELL-BINDING AGENT-DRUG CONJUGATES

[294] In order to link the cytotoxic compounds or derivative thereof of the present invention to the cell-binding agent, the cytotoxic compound may comprise a linking moiety with a reactive group bonded thereto. In one embodiment, a bifunctional crosslinking reagent can be first reacted with the cytotoxic compound to provide the compound bearing a linking moiety with one reactive group bonded thereto (*i.e.*, drug-linker compound), which can then react with a cell binding agent. Alternatively, one end of the bifunctional crosslinking reagent can first react with the cell binding agent to provide the cell binding agent bearing a linking moiety with one reactive group bonded thereto, which can then react with a cytotoxic compound. The linking moiety may

contain a chemical bond that allows for the release of the cytotoxic moiety at a particular site. Suitable chemical bonds are well known in the art and include disulfide bonds, thioether bonds, acid labile bonds, photolabile bonds, peptidase labile bonds and esterase labile bonds (see for example US Patents 5,208,020; 5,475,092; 6,441,163; 6,716,821; 6,913,748; 7,276,497; 7,276,499; 7,368,565; 7,388,026 and 7,414,073). Preferred are disulfide bonds, thioether and peptidase labile bonds. Other linkers that can be used in the present invention include non-cleavable linkers, such as those described in are described in detail in U.S. publication number 2005/0169933, or charged linkers or hydrophilic linkers and are described in US 2009/0274713, US 2010/01293140 and WO 2009/134976, each of which is expressly incorporated herein by reference, each of which is expressly incorporated herein by reference.

[295] The compounds of formula (I)-(IV), (IA)-(IVA), and (IB)-(IVB) can be linked through R_1 , R_2 , R_3 , R_4 , R_1' , R_2' , R_3' , R_4' , L' , L'' , L''' , or X (when present). Of these, preferred linkable groups are R_2' , R_3' , R_4' , L' , L'' , L''' and most preferred linkable groups are R_2' , R_3' , and L' . Examples of linking groups for compounds of formula (I)-(IV), (IA)-(IVA), and (IB)-(IVB) are described above.

[296] In one embodiment, a solution of an antibody in aqueous buffer may be incubated with a molar excess of an antibody modifying agent such as *N*-succinimidyl-3-(2-pyridyldithio)propionate (SPDP) or with *N*-succinimidyl-4-(2-pyridyldithio)butanoate (SPDB) to introduce dithiopyridyl groups. The modified antibody is then reacted with the thiol-containing cytotoxic compound, such as compound **2a**, to produce a disulfide-linked antibody-indolinobenzodiazepine dimer conjugate. The cell binding agent-drug conjugate may then be purified using any purification methods known in the art, such as those described in US Patent No. 7,811,572 and US Publication No. 2006/0182750, both of which are incorporated herein by reference. For example, the cell-binding agent-drug conjugate can be purified using tangential flow filtration, adsorptive chromatography, adsorptive filtration, selective precipitation, non-absorptive filtration or combination thereof. Preferably, tangential flow filtration (TFF, also known as cross flow filtration, ultrafiltration and diafiltration) and/or adsorptive chromatography resins are used for the purification of the conjugates.

[297] Alternatively, the antibody may be incubated with a molar excess of an antibody modifying agent such as 2-iminothiolane, L-homocysteine thiolactone (or derivatives), or *N*-succinimidyl-S-acetylthioacetate (SATA) to introduce sulfhydryl groups. The

modified antibody is then reacted with the appropriate disulfide-containing cytotoxic agent, to produce a disulfide-linked antibody-cytotoxic agent conjugate. The antibody-cytotoxic agent conjugate may then be purified by methods described above. The cell binding may also be engineered to introduce thiol moieties, such as cysteine-engineered antibodies disclosed in US Patent Nos. 7,772,485 and 7,855,275.

[298] In another embodiment, a solution of an antibody in aqueous buffer may be incubated with a molar excess of an antibody-modifying agent such as *N*-succinimidyl-4-(*N*-maleimidomethyl)-cyclohexane-1-carboxylate to introduce maleimido groups, or with *N*-succinimidyl-4-(iodoacetyl)-aminobenzoate (SIAB) to introduce iodoacetyl groups. The modified antibody is then reacted with the thiol-containing cytotoxic agent to produce a thioether-linked antibody-cytotoxic conjugate. The antibody-cytotoxic conjugate may then be purified by methods described above.

[299] The number of cytotoxic molecules bound per antibody molecule can be determined spectrophotometrically by measuring the ratio of the absorbance at 280 nm and 330 nm. An average of 1-10 cytotoxic compounds/antibody molecule(s) can be linked by the methods described herein. The preferred average number of linked cytotoxic compounds per antibody molecule is 2-5, and the most preferred is 2.5-4.0.

[300] Cytotoxic agents containing linkers terminating in an *N*-hydroxy succinimidyl (NHS) ester, such as compounds **1g** and **10**, can react with the antibody to produce direct amide linked conjugates such as huMy9-6-SPDB-**1f** or huMy9-6-BMPS-**1f**. The antibody-cytotoxic agent conjugate may then be purified by gel-filtration by any methods described above.

[301] Representative processes for preparing the cell-binding agent-drug conjugates of the present invention are shown in FIGS. 22 and 23. A cytotoxic dimer compound of the present invention can be conjugated with a cell binding agent through either a one-step or a two-step conjugation method. In FIGs. 22a and 22b, representative examples are described, wherein a dimer compound that possesses a linker such as an *N*-hydroxysuccinimide ester is reacted directly with a cell binding agent, such as an antibody, generating the desired conjugate. In FIG. 22c linkable dimer **1g** was first treated with sodium bisulfate to provide a modified dimer compound **26** before adding antibody to form the conjugate huMy9-6-SBDP-**1f** of the present invention.

[302] A representative example of a two-step conjugation method is described in FIG. 23, wherein an antibody is first modified with a bifunctional crosslinking agent resulting

in an antibody that possesses a desired number of linkers suitable for reaction with a dimer compound having a free thiol moiety. In this example the antibody huMy9-6 was first modified with SPDB to give an antibody with linkers containing the dithiopyridyl moiety. The modified antibody was then exposed to a free thiol, such as **2a**, generating the desired conjugate huMy9-6-SPDB-**2a**.

[303] Processes for synthesizing the drug-linker compounds and conjugates of the invention are also described in U.S. provisional patent application No. 61/443,092, filed on February 15, 2011, and a U.S. utility application claiming the benefit of filing date thereof and filed on the same day of the instant application, entitled "METHODS OF PREPARATION OF CONJUGATES," the entire contents of which applications, including all drawings, formulae, synthesis schemes, specifications, and claims, are incorporated herein by reference.

[304] The structures of representative compounds and conjugates of the present invention are shown in Tables 1-8. These compounds and conjugates can be prepared according to the methods described herein.

Table 1. Structures of representative compounds in the present invention.

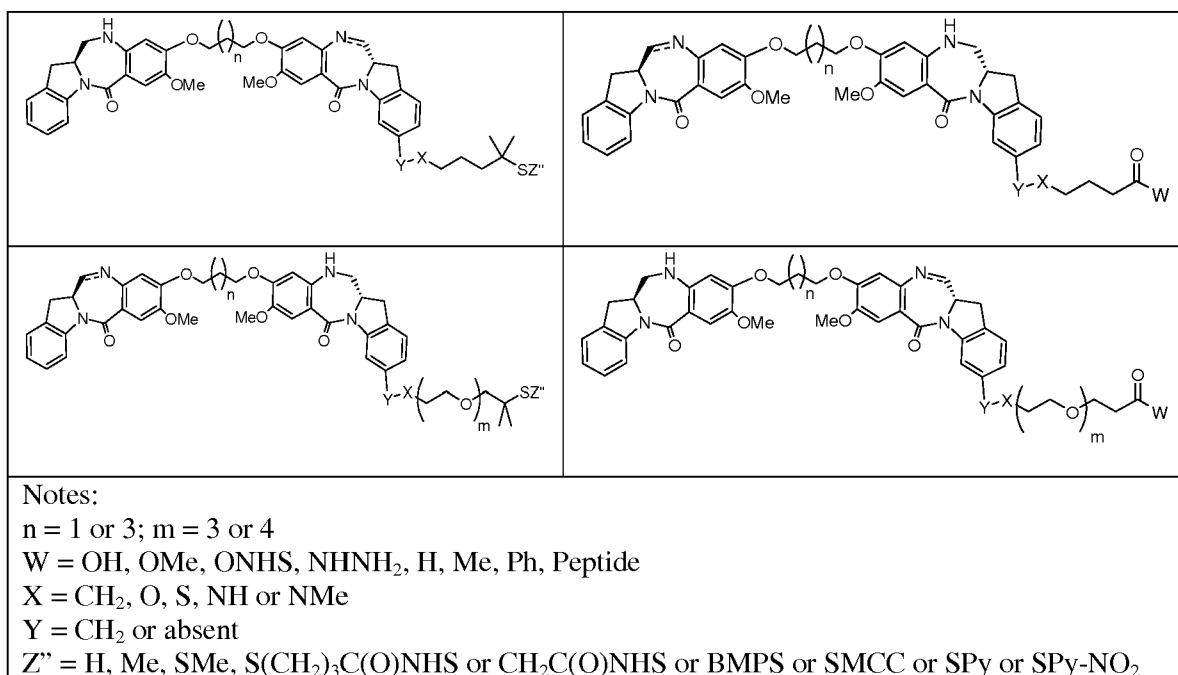
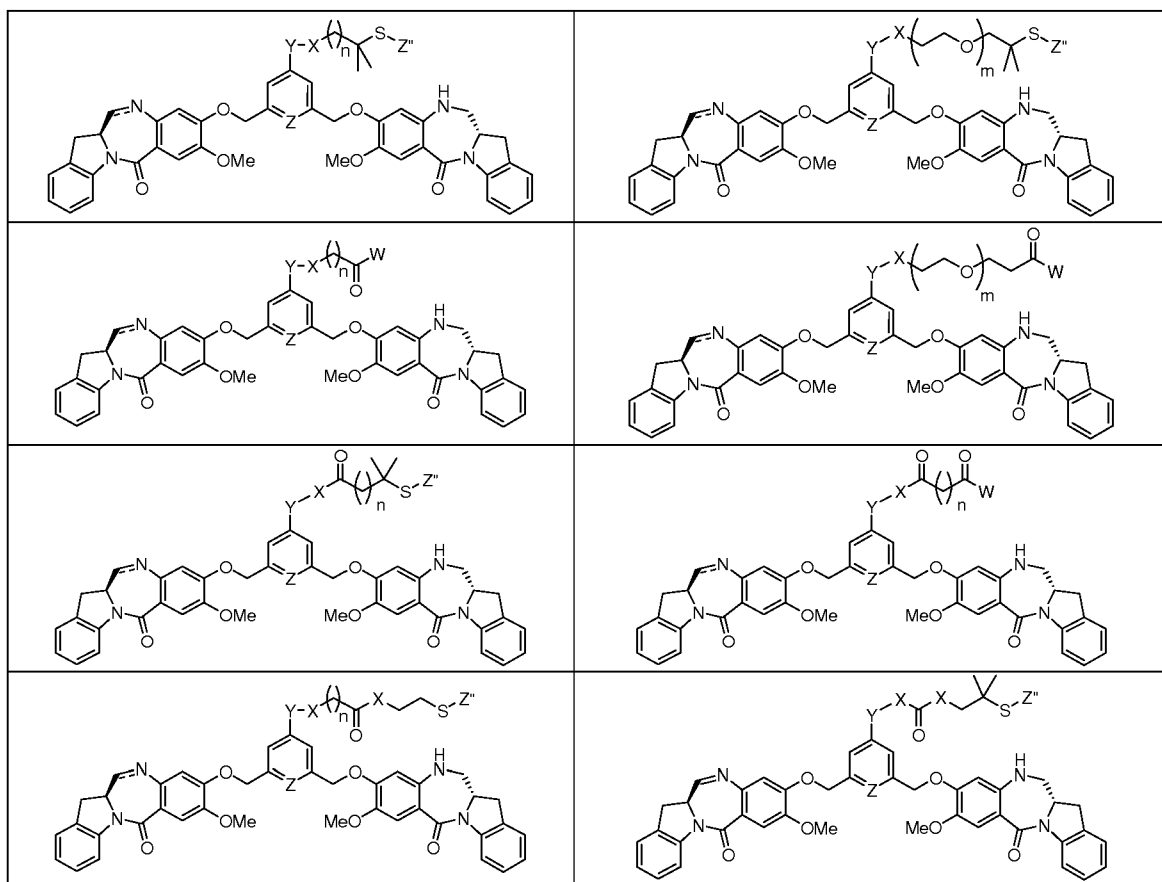


Table 2. Structures of representative compounds in the present invention (Continued).



<p>Note: $n = 1, 2$ or 3 $m = 3$ or 4 $W = \text{OH, OMe, ONHS, NHNH}_2, \text{H, Me, Ph, Peptide}$ $X = \text{CH}_2, \text{O, S, NH, NMe}$ $Y = \text{absent or CH}_2$ $Z = \text{CH or N}$ $Z'' = \text{H, Me, SMe, S(CH}_2)_3\text{C(O)NHS or CH}_2\text{C(O)NHS or BMPS or SMCC or SPy or SPy-NO}_2$</p>	

Table 3. Structures of representative compounds in the present invention (Continued).

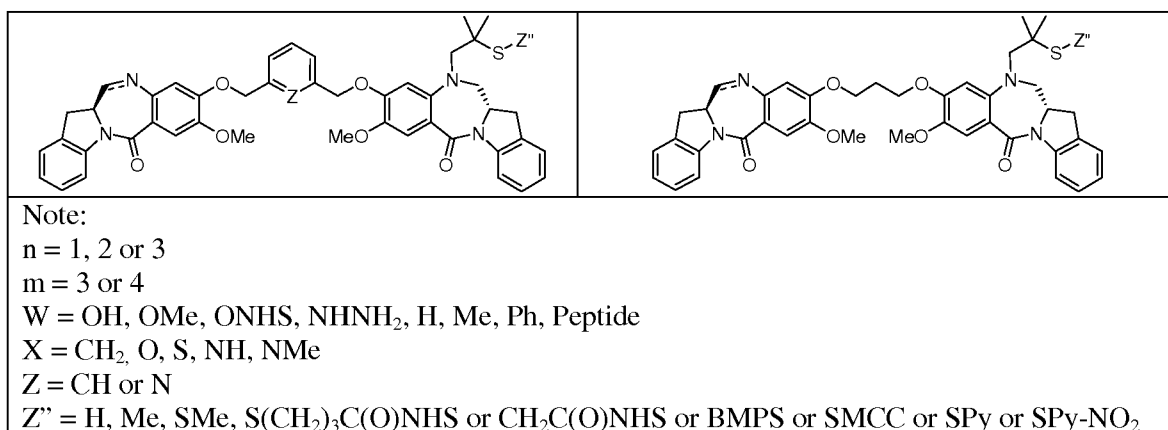


Table 4. Structures of representative compounds in the present invention (Continued).

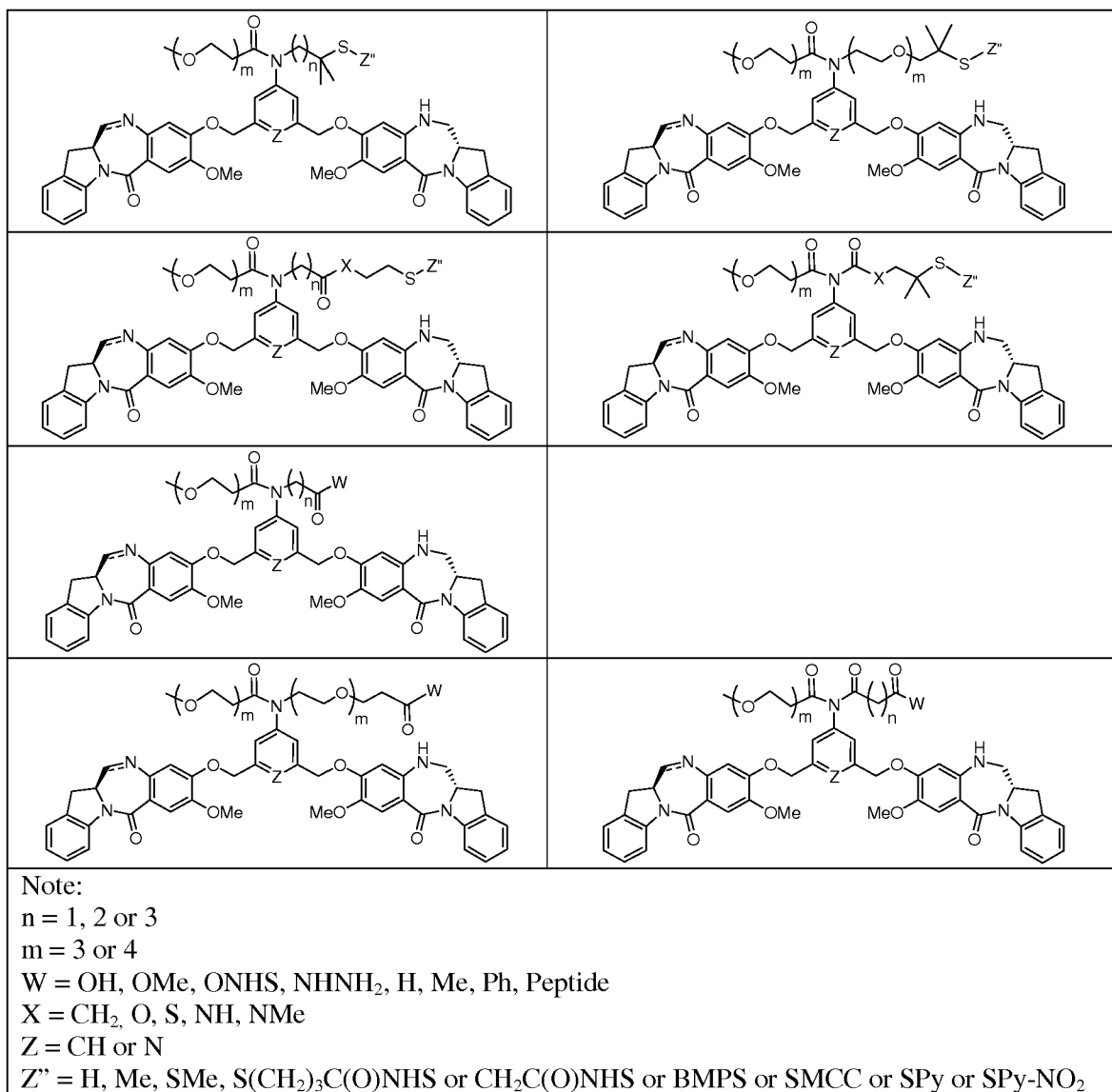


Table 5. Structures of representative compounds in the present invention.

Table 6. Structures of representative compounds in the present invention (Continued).

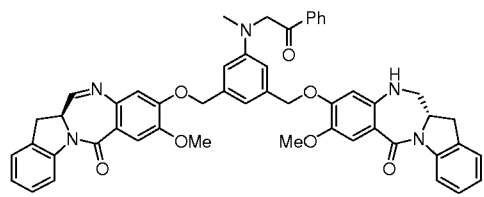
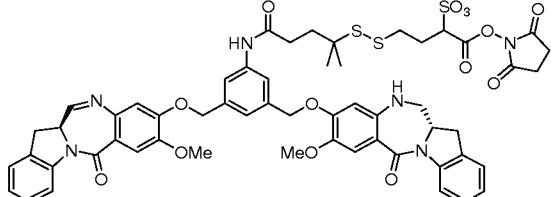
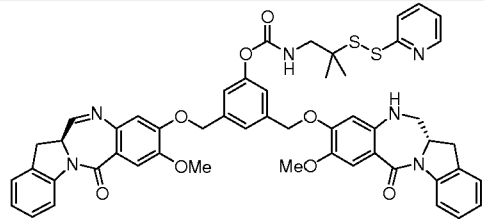
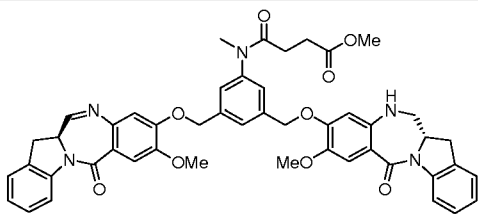
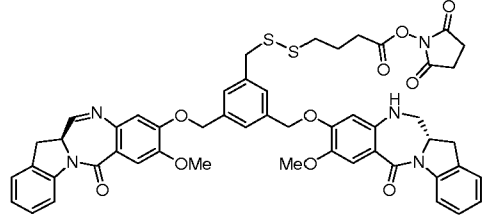
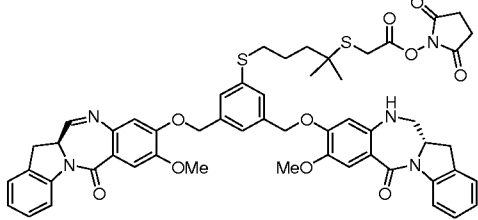
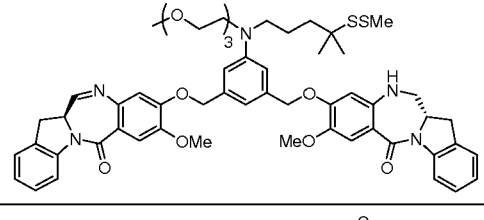
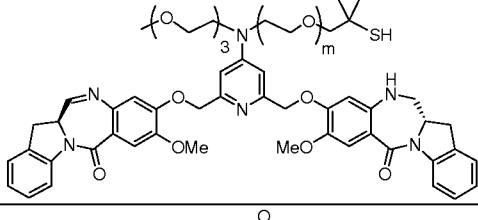
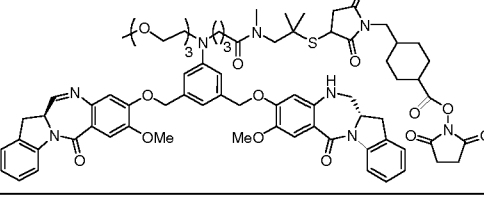
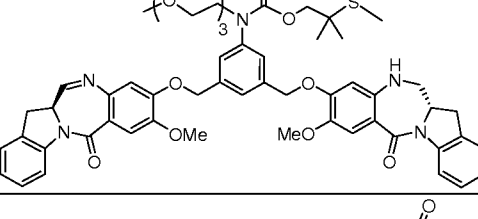
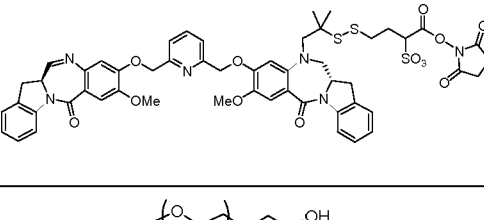
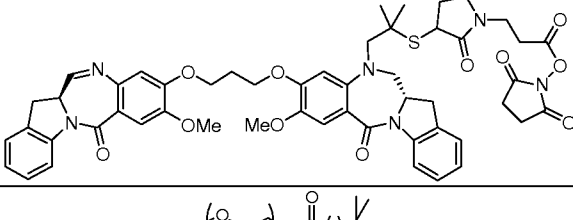
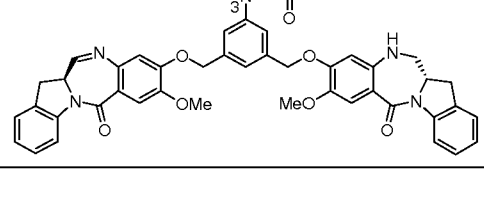
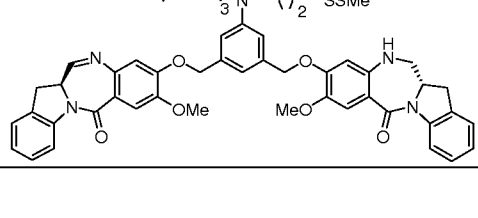
	
	
	
	
	
	
	

Table 7. Structures of representative compounds in the present invention (Continued).

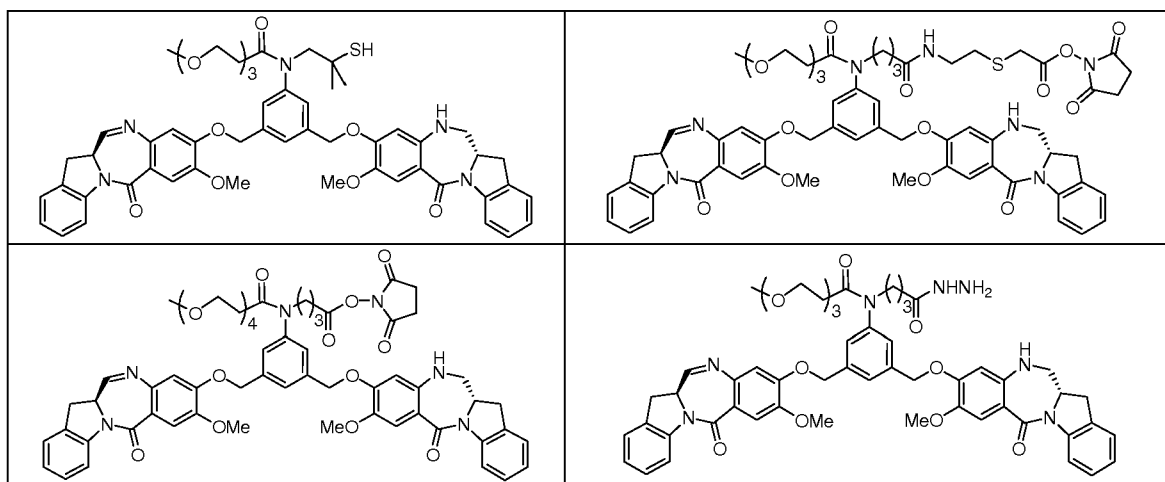
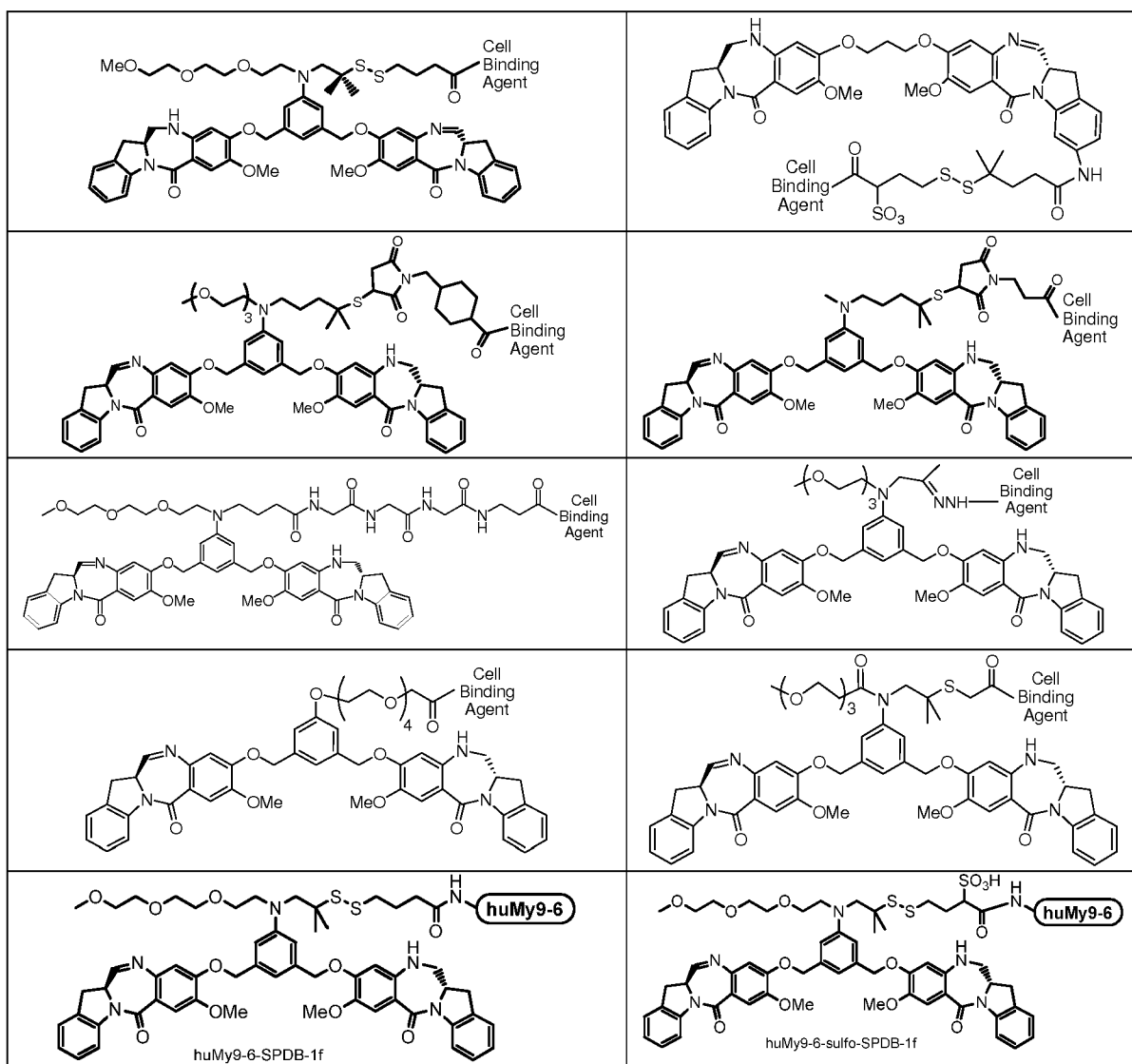
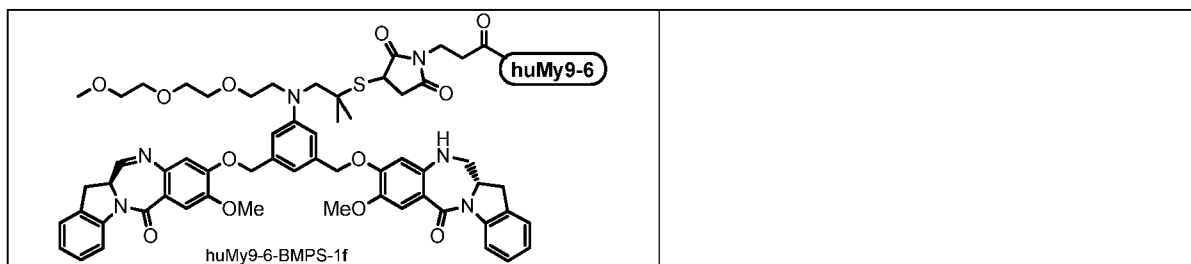


Table 8. Structures of representative conjugates of the present invention.





IN VITRO CYTOTOXICITY OF COMPOUNDS AND CONJUGATES

[305] The cytotoxic compounds and cell-binding agent-drug conjugates of the invention can be evaluated for their ability to suppress proliferation of various cancer cell lines *in vitro*. For example, cell lines such as the human colon carcinoma line COLO 205, the rhabdomyosarcoma cell line RH-30, and the multiple myeloma cell line MOLP-8 can be used for the assessment of cytotoxicity of these compounds and conjugates. Cells to be evaluated can be exposed to the compounds or conjugates for 1-5 days and the surviving fractions of cells measured in direct assays by known methods. IC₅₀ values can then be calculated from the results of the assays. Alternatively or in addition, an *in vitro* cell line sensitivity screen, such as the one described by the U.S. National Cancer Institute (see Voskoglou-Nomikos *et al.*, 2003, Clinical Cancer Res. 9: 42227-4239, incorporated herein by reference) can be used as one of the guides to determine the types of cancers that may be sensitive to treatment with the compounds or conjugates of the invention.

[306] Examples of *in vitro* potency and target specificity of antibody-cytotoxic agent conjugates of the present invention are shown in FIGS. 25-26. All of the conjugates are extremely cytotoxic on the antigen positive cancer cells with an IC_{50} in the low picomolar range. Antigen negative cell lines remained viable when exposed to the same conjugates. The indolinobenzodiazepine dimers showed target specific potency being 160 fold less potent when blocked with unconjugated antibody huMy9-6 (anti-CD33) and 40 less potent when blocked with unconjugated antibody FOLR1 (anti-folate receptor antibody). For example, the huMy9-6-SPDB-**1f** conjugate killed antigen positive HL60/QC cells with an IC_{50} value of 10.5 pM, while the addition of an excess of unconjugated huMy9-6 antibody reduced this cytotoxic effect ($IC_{50} = 1.69$ nM), demonstrating antigen specificity (FIG. 25A). In addition, the huMy9-6-SPDB-**1f** conjugate is also highly potent towards both the HL60/ATCC cell line with an IC_{50} value of 21 pM and the NB-4 cell line with an IC_{50} value of 190 pM (FIGS. 25B and

25C).

[307] Similarly, the huFOLR1-SPDB-**1f** conjugate was highly potent, with an IC₅₀ value of 55 pM for antigen positive KB cells (FIG. 26). Addition of an excess of unconjugated huFOLR1 antibody reduced this cytotoxic effect >40 fold, demonstrating antigen-specificity.

[308] The effect of conjugation on antibody binding was measured by comparing the binding of both unconjugated huMy9-6 antibody and the huMy9-6-SPDB-**1f** conjugate towards the HL60/QC cell line (FIG. 27). FACS analysis revealed that there is no change in binding capability of the conjugate to naked antibody indicating that there is no compromise in binding due to conjugation of the cytotoxic agent to the antibody.

[309] In one example, *in vivo* efficacy of a cell binding agent/cytotoxic agent conjugate was measured. Nude mice bearing human HL60/QC tumors were treated with huMy9-6-SPDB-**1f** conjugate and significant tumor regression was observed at multiple doses while untreated mice grew tumors rapidly (FIG. 28). Activity was observed at doses as low as 20 µg/kg which is at least 35-fold lower than the maximum tolerated dose.

[310] The effect of imine saturation towards tolerability is shown in Table 9. Di-imine huFOLR1-drug1 was tested at multiple doses all of which were found to be highly toxic leaving only survivors in the lowest group tested at 50 µg/kg. In contrast the partially reduced mono-imine huFOLR1-Drug **2** and huFOLR1-SPDB-IGN (huFOLR1-SPDB-**1f**) conjugates were found to have significantly improved tolerability with the huFOLR1-SPDB-IGN (huFOLR1-SPDB-**1f**) conjugate showing 100% animal survival at the highest doses tested of 560 µg/kg.

COMPOSITIONS AND METHODS OF USE

[311] The present invention includes a composition (*e.g.*, a pharmaceutical composition) comprising novel benzodiazepine compounds described herein (*e.g.*, indolinobenzodiazepine or oxazolidinobenzodiazepine), derivatives thereof, or conjugates thereof, (and/or solvates, hydrates and/or salts thereof) and a carrier (a pharmaceutically acceptable carrier). The present invention also includes a composition (*e.g.*, a pharmaceutical composition) comprising novel benzodiazepine compounds described herein, derivatives thereof, or conjugates thereof, (and/or solvates, hydrates and/or salts thereof) and a carrier (a pharmaceutically acceptable carrier), further comprising a second therapeutic agent. The present compositions are useful for inhibiting abnormal cell growth or treating a proliferative disorder in a mammal (*e.g.*,

human). The present compositions are also useful for treating depression, anxiety, stress, phobias, panic, dysphoria, psychiatric disorders, pain, and inflammatory diseases in a mammal (*e.g.*, human).

[312] The present invention includes a method of inhibiting abnormal cell growth or treating a proliferative disorder in a mammal (*e.g.*, human) comprising administering to said mammal a therapeutically effective amount of novel benzodiazepine compounds described herein (*e.g.*, indolinobenzodiazepine or oxazolidinobenzodiazepine), derivatives thereof, or conjugates thereof, (and/or solvates and salts thereof) or a composition thereof, alone or in combination with a second therapeutic agent.

[313] The present invention also provides methods of treatment comprising administering to a subject in need of treatment an effective amount of any of the conjugates described above.

[314] Similarly, the present invention provides a method for inducing cell death in selected cell populations comprising contacting target cells or tissue containing target cells with an effective amount of a cytotoxic agent comprising any of the cytotoxic compound-cell-binding agents (*e.g.*, indolinobenzodiazepine or oxazolidinobenzodiazepine dimer linked to a cell binding agent) of the present invention, a salt or solvate thereof. The target cells are cells to which the cell-binding agent can bind.

[315] If desired, other active agents, such as other anti-tumor agents, may be administered along with the conjugate.

[316] Suitable pharmaceutically acceptable carriers, diluents, and excipients are well known and can be determined by those of ordinary skill in the art as the clinical situation warrants.

[317] Examples of suitable carriers, diluents and/or excipients include: (1) Dulbecco's phosphate buffered saline, pH about 7.4, containing or not containing about 1 mg/mL to 25 mg/mL human serum albumin, (2) 0.9% saline (0.9% w/v NaCl), and (3) 5% (w/v) dextrose; and may also contain an antioxidant such as tryptamine and a stabilizing agent such as Tween 20.

[318] The method for inducing cell death in selected cell populations can be practiced *in vitro*, *in vivo*, or *ex vivo*.

[319] Examples of *in vitro* uses include treatments of autologous bone marrow prior to their transplant into the same patient in order to kill diseased or malignant cells:

treatments of bone marrow prior to their transplantation in order to kill competent T cells and prevent graft-versus-host-disease (GVHD); treatments of cell cultures in order to kill all cells except for desired variants that do not express the target antigen; or to kill variants that express undesired antigen.

[320] The conditions of non-clinical *in vitro* use are readily determined by one of ordinary skill in the art.

[321] Examples of clinical *ex vivo* use are to remove tumor cells or lymphoid cells from bone marrow prior to autologous transplantation in cancer treatment or in treatment of autoimmune disease, or to remove T cells and other lymphoid cells from autologous or allogenic bone marrow or tissue prior to transplant in order to prevent GVHD.

Treatment can be carried out as follows. Bone marrow is harvested from the patient or other individual and then incubated in medium containing serum to which is added the cytotoxic agent of the invention, concentrations range from about 10 μ M to 1 pM, for about 30 minutes to about 48 hours at about 37°C. The exact conditions of concentration and time of incubation, *i.e.*, the dose, are readily determined by one of ordinary skill in the art. After incubation the bone marrow cells are washed with medium containing serum and returned to the patient intravenously according to known methods. In circumstances where the patient receives other treatment such as a course of ablative chemotherapy or total-body irradiation between the time of harvest of the marrow and reinfusion of the treated cells, the treated marrow cells are stored frozen in liquid nitrogen using standard medical equipment.

[322] For clinical *in vivo* use, the cytotoxic agent of the invention will be supplied as a solution or a lyophilized powder that are tested for sterility and for endotoxin levels.

Examples of suitable protocols of conjugate administration are as follows. Conjugates are given weekly for 4 weeks as an intravenous bolus each week. Bolus doses are given in 50 to 1000 mL of normal saline to which 5 to 10 mL of human serum albumin can be added. Dosages will be 10 μ g to 2000 mg per administration, intravenously (range of 100 ng to 20 mg/kg per day). After four weeks of treatment, the patient can continue to receive treatment on a weekly basis. Specific clinical protocols with regard to route of administration, excipients, diluents, dosages, times, *etc.*, can be determined by one of ordinary skill in the art as the clinical situation warrants.

[323] Examples of medical conditions that can be treated according to the *in vivo* or *ex vivo* methods of inducing cell death in selected cell populations include malignancy of

any type including, for example, cancer of the lung (small cell and non-small cell), breast, colon, brain, prostate, kidney, pancreas, ovary, head and neck, skin (melanoma), Merkel cell carcinoma, glioblastoma, neuroblastoma, and cancers of lymphatic organs; autoimmune diseases, such as systemic lupus, rheumatoid arthritis, and multiple sclerosis; graft rejections, such as renal transplant rejection, liver transplant rejection, lung transplant rejection, cardiac transplant rejection, and bone marrow transplant rejection; graft versus host disease; viral infections, such as CMV infection, HIV infection, AIDS, *etc.*; and parasite infections, such as giardiasis, amoebiasis, schistosomiasis, and others as determined by one of ordinary skill in the art.

[324] Cancer therapies and their dosages, routes of administration and recommended usage are known in the art and have been described in such literature as the Physician's Desk Reference (PDR). The PDR discloses dosages of the agents that have been used in treatment of various cancers. The dosing regimen and dosages of these aforementioned chemotherapeutic drugs that are therapeutically effective will depend on the particular cancer being treated, the extent of the disease and other factors familiar to the physician of skill in the art and can be determined by the physician. The contents of the PDR are expressly incorporated herein in its entirety by reference. One of skill in the art can review the PDR, using one or more of the following parameters, to determine dosing regimen and dosages of the chemotherapeutic agents and conjugates that can be used in accordance with the teachings of this invention. These parameters include:

Comprehensive index

By Manufacturer

Products (by company's or trademarked drug name)

Category index

Generic/chemical index (non-trademark common drug names)

Color images of medications

Product information, consistent with FDA labeling

Chemical information

Function/action

Indications & Contraindications

Trial research, side effects, warnings

ANALOGUES AND DERIVATIVES

[325] One skilled in the art of cytotoxic agents will readily understand that each of the cytotoxic agents described herein can be modified in such a manner that the resulting compound still retains the specificity and/or activity of the starting compound. The skilled artisan will also understand that many of these compounds can be used in place of the cytotoxic agents described herein. Thus, the cytotoxic agents of the present invention include analogues and derivatives of the compounds described herein.

[326] All references cited herein and in the examples that follow are expressly incorporated by reference in their entireties.

EXAMPLES

[327] The invention will now be illustrated by reference to non-limiting examples. Unless otherwise stated, all percents, ratios, parts, *etc.* are by weight. All reagents were purchased from the Aldrich Chemical Co., New Jersey, or other commercial sources. Nuclear Magnetic Resonance (^1H NMR) spectra were acquired on a Bruker 400 MHz instrument and mass spectra were acquired on a Bruker Daltonics Esquire 3000 instrument using electrospray ionization.

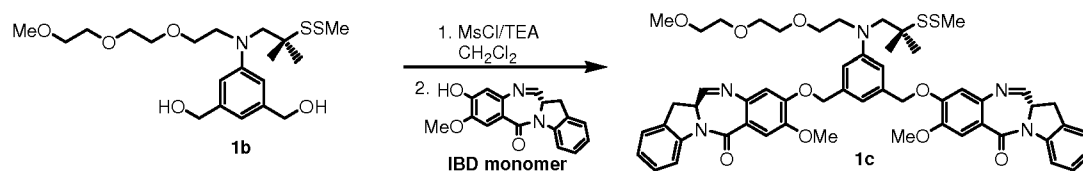
Example 1



[328] *Compound 1b:*

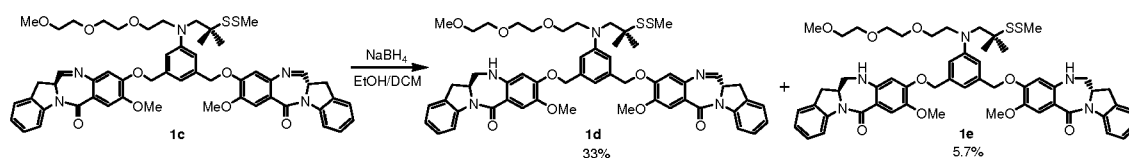
[329] To a stirred solution of the aniline **1a** (1.55 g, 5.18 mmol) and 2-(methylthio)-isobutyraldehyde (0.7 mL, 5.18 mmol) in anhydrous 1,2-dichloromethane (20 mL) was added sodium triacetoxyborohydride (1.1 g, 5.18 mmol) and zinc chloride powder (353 mg, 2.59 mmol) followed by the addition of anhydrous magnesium sulfate (800 mg). The mixture was stirred at room temperature (rt) for 6 hours then a second portion of 2-(methylthio)-isobutyraldehyde (0.7 mL, 5.18 mmol) and sodium triacetoxyborohydride (1.1 g, 5.18 mmol) were added. It continued to be stirred at rt overnight. The reaction mixture was filtered through celite and washed with dichloromethane. The filtrate was concentrated and the remainder was purified by silica gel chromatography (Combiflash, 40 g column, dichloromethane/MeOH) to give

compound **1b** (487 mg, $y = 22\%$) as colorless oil. Unreacted starting material aniline **1a** (1.02 g) was also recovered in 65% yield. ^1H NMR (400 Hz, CDCl_3): δ 6.76 (s, 2H), 6.63 (s, 1H), 4.55 (s, 4H), 3.65-3.51 (m, 14H), 3.35 (s, 3H), 2.44 (s, 3H), 1.33 (s, 6H); ^{13}C NMR (400 Hz, CDCl_3): δ 149.0, 142.35, 114.0, 111.1, 71.98, 70.7, 70.6, 70.5, 67.6, 65.5, 59.75, 59.1, 53.9, 51.9, 26.6, 25.7, 20.75; MS (m/z): found 456.2 ($\text{M} + \text{Na}$) $^+$. See FIG. 1.



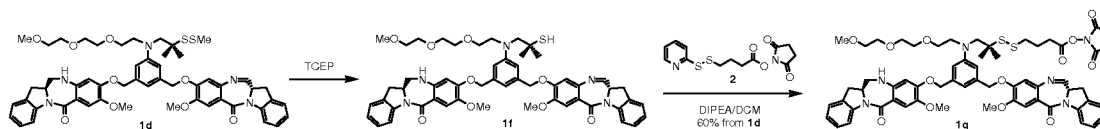
[330] *Compound 1c:*

[331] To a stirred solution of **1b** (243 mg, 0.56 mmol) in anhydrous dichloromethane (3.5 mL) was added triethylamine (234 μL , 1.68 mmol). The mixture was cooled to -10°C and methanesulfonyl chloride (113 μL , 1.46 mmol) was added slowly over 15 minutes via a syringe. The solution continued to be stirred for 60 minutes at $-10 \sim -7^\circ\text{C}$ and quenched by addition of ice/water. It was diluted with ethyl acetate and washed with cold water. The organic layer was dried over anhydrous sodium sulfate, filtered, concentrated and high vacuumed to give the mesylates as light yellowish oil (340 mg). The mesylates was transferred into a 10 mL round-bottomed flask with ethyl acetate/dichloromethane, concentrated and high vacuumed. IBD monomer (412 mg, 1.4 mmol) was added followed by the addition of anhydrous dimethylformamide (3 mL) and anhydrous potassium carbonate (232 mg, 1.68 mmol). The obtained yellowish mixture was stirred at room temperature overnight. It was diluted with dichloromethane and washed with brine. The organic layer was dried over anhydrous sodium sulfate, filtered and concentrated. The residue was dissolved in dichloromethane and loaded on silica gel column and eluted with dichloromethane/methanol (15:1 then 10:1). The fractions that contained compound **1c** were combined and concentrated to give 705 mg of crude product which was further purified by preparative reverse phase HPLC (C18 column, eluted with acetonitrile/water) to give compound **1c** as a yellowish fluffy solid (181 mg, $y = 33\%$). ^1H NMR (400 Hz, CDCl_3): δ 8.28 (d, $J = 8.0$ Hz, 2H), 7.86 (d, $J = 3.6$ Hz, 2H), 7.59 (s, 2H), 7.31-7.26 (m, 4H), 7.12 (t, $J = 7.6$ Hz, 2H), 6.87-6.80 (m, 5H), 5.18 (dd, $J_1 = 20.8$ Hz, $J_2 = 12.4$ Hz, 4H), 4.50-4.47 (m, 2H), 3.99 (s, 6H), 3.75-3.48 (m, 18H), 3.37 (s, 3H), 2.44 (s, 3H), 1.32 (s, 6H); MS (m/z): found 1025.9 ($\text{M} + \text{H}_2\text{O} + \text{Na}$) $^+$, 1043.9 ($\text{M} + 2\text{H}_2\text{O} + \text{Na}$) $^+$, 983.8 ($\text{M} - \text{H}$) $^-$, 1055.8 ($\text{M} + 4\text{H}_2\text{O} - \text{H}$) $^-$. See FIG. 1.



[332] *Compound 1d:*

[333] To a stirred solution of compound **1c** (112 mg, 0.114 mmol) in anhydrous dichloromethane (0.3 mL) and absolute ethanol (0.6 mL) was added sodium borohydride (0.9 mg, 0.023 mmol) at 0 °C. The ice bath was removed after 5 minutes and the mixture was stirred at room temperature for 3 hours and then cooled to 0 °C and quenched with saturated ammonium chloride, diluted with dichloromethane, separated and the organic layer was washed with brine, dried over anhydrous Na_2SO_4 and filtered through celite and concentrated. The residue was purified by reverse phase HPLC (C18 column, acetonitrile/water). The corresponding fractions were extracted with dichloromethane and concentrated to obtain the products **1d**, **1e** and the unreacted starting material **1c**. Compound **1d**: 37.1 mg (y = 33%), MS (m/z): found 1010.4 ($\text{M} + \text{Na}$)⁺, 1028.4 ($\text{M} + \text{H}_2\text{O} + \text{Na}$)⁺, 1040.3 ($\text{M} + 3\text{H}_2\text{O} - \text{H}$)⁻; compound **1e**: 6.4 mg (y = 5.7%), MS (m/z): found 1012.4 ($\text{M} + \text{Na}$)⁺; compound **1c**: 44.1 mg (y = 39%). See FIG. 1.

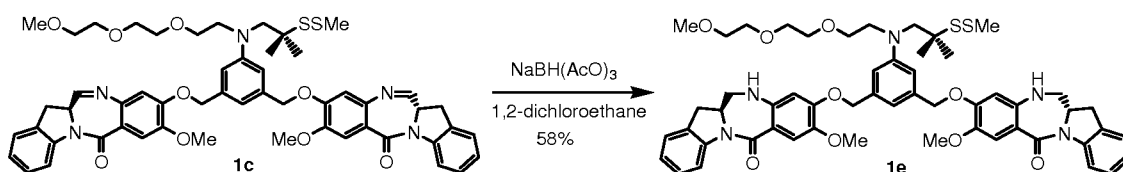


[334] *Compound 1g:*

[335] To a stirred solution of **1d** (23.6 mg, 0.024 mmol) in acetonitrile (3 mL) and methanol (3 mL) was added freshly prepared TCEP solution (17 mg of TCEP HCl salt was neutralized with saturated sodium bicarbonate to pH 6~6.5 then diluted with 0.5 mL of pH 6.5 phosphate buffer) at room temperature. The mixture was stirred at room temperature for 3 hours and then diluted with dichloromethane and deionized water, separated and the organic layer was washed with brine, dried over anhydrous sodium sulfate and filtered. The filtrate was concentrated and high vacuumed to give 22 mg of **1f** as light yellowish foam. Another 18 mg of **1f** was prepared from 19 mg of **1d** following the same procedure. The combined 40 mg (0.042 mmol) of **1f** was dissolved in anhydrous dichloromethane (0.5 mL) and stirred. To this stirred solution was added SPDB NHS ester **2** (34.6 mg, 80% purity, 0.085 mmol) and diisopropylethylamine (15 μl , 0.085 mmol). It continued to be stirred at room temperature overnight, quenched

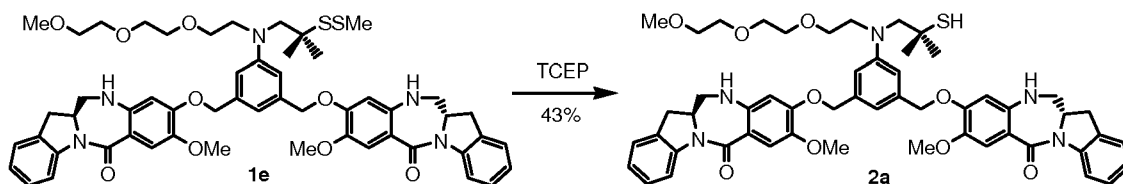
with saturated ammonium chloride and diluted with dichloromethane, separated and washed with brine, dried over sodium sulfate, filtered and concentrated. The residue was purified by preparative reverse phase HPLC (C18 column, acetonitrile/water). The fractions containing product were combined, extracted with dichloromethane and concentrated to give compound **1g** as white solid (29.7 mg, $y = 60\%$). ^1H NMR (400 Hz, CD_3CN): δ 8.28-8.25 (m, 1H), 8.20-8.17 (m, 1H), 7.87-7.84 (m, 1H), 7.49 (d, $J = 4.4$ Hz, 1H), 7.39 (d, $J = 4.4$ Hz, 1H), 7.31-7.19 (m, 4H), 7.13-7.01 (m, 2H), 6.92-6.87 (m, 3H), 6.77 (bs, 1H), 6.31-6.29 (m, 1H), 5.16-5.09 (m, 2H), 5.00 (d, $J = 4.4$ Hz, 2H), 4.94 (bs, -NH), 4.48-4.43 (m, 1H), 4.40-4.34 (m, 1H), 3.90 (d, $J = 4.4$ Hz, 3H), 3.77 (d, $J = 4.4$ Hz, 3H), 3.64-3.39 (m, 18H), 3.26 (d, $J = 4.4$ Hz, 3H), 2.82-2.70 (m, 8H), 2.17 (d, $J = 4.4$ Hz, 1H), 2.08-2.01 (m, 3H), 1.30 (d, $J = 4.4$ Hz, 6H); MS (m/z): found 1025.9 ($\text{M} + \text{H}_2\text{O} + \text{Na}$) $^+$, 1043.9 ($\text{M} + 2\text{H}_2\text{O} + \text{Na}$) $^+$, 983.8 ($\text{M} - \text{H}$) $^-$, 1055.8 ($\text{M} + 4\text{H}_2\text{O} - \text{H}$) $^-$; MS (m/z), found 1179.5 ($\text{M} + \text{Na}$) $^+$. See FIG. 1.

Example 2



[336] *Compound 1e*:

[337] To a stirred solution of **1c** (8 mg, 0.0081 mmol) in anhydrous 1,2-dichloromethane (0.2 mL) was added sodium triacetoxyborohydride (3.8 mg, 0.018 mmol). The mixture was stirred at room temperature for 1.5 hours, then the mixture was diluted with dichloromethane and quenched with saturated sodium bicarbonate, separated and the organic layer was washed with brine, dried over sodium sulfate, and filtered. The filtrate was concentrated and the remainder was purified by reverse phase HPLC (C18 column, acetonitrile/water) to give compound **1e** as a white solid (4.7 mg, $y = 58\%$). MS (m/z), found 1012.4 ($\text{M} + \text{Na}$) $^+$, 1024.2 ($\text{M} + 2\text{H}_2\text{O} - \text{H}$) $^-$. See FIG. 2.

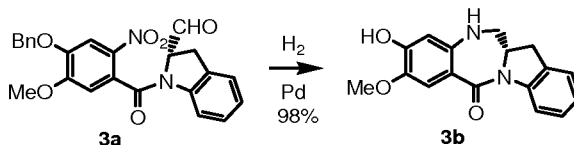


[338] *Compound 2a*:

[339] To a stirred solution of compound **1e** (12 mg, 0.012 mmol) in acetonitrile (1 mL)

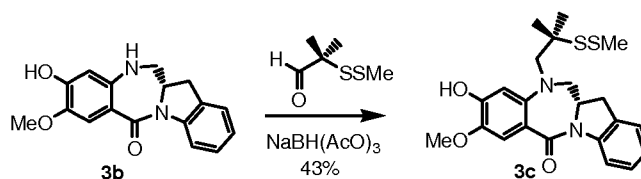
and methanol (3 mL) was added freshly prepared TCEP solution (11 mg of TCEP HCl salt was neutralized with saturated sodium bicarbonate to pH ~6.5 then diluted with 0.4 mL of pH 6.5 phosphate buffer) at room temperature. The mixture was stirred at room temperature for 3.5 hours and then diluted with dichloromethane and deionized water, separated and the organic layer was washed with brine, dried over anhydrous sodium sulfate and filtered. The filtrate was concentrated and the remainder was purified by reverse phase HPLC (C18 column, acetonitrile/water) to give compound **2a** as a white solid (4.9 mg, $y = 43\%$). MS (m/z), found 966.4 ($M + Na$)⁺, 978.2 ($M + 2H_2O - H$)⁻. See FIG. 2.

Example 3



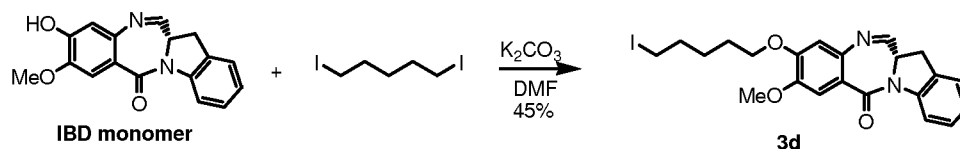
[340] *Compound 3b*:

[341] To a solution of compound **3a** (830 mg, 1.9 mmol) in methanol (15 mL) was added Pd/C (10%, 204 mg, 0.19 mmol). The air in the flask was removed by vacuum and then replaced with hydrogen in a balloon. The mixture was stirred at room temperature overnight. The mixture was filtered through celite and washed the celite/Pd/C with dichloromethane and methanol. The filtrate was concentrated and the residue diluted with dichloromethane and evaporated for a few cycles and then was purified by silica gel chromatography (dichloromethane/methanol) to give compound **3b** as a light yellowish solid (558 mg, $y = 98\%$). ¹H NMR (400 Hz, CDCl₃): δ 8.34 (d, $J = 8.0$ Hz, 1H), 7.40 (s, 1H), 7.22 (dd, $J_1 = 8.0$ Hz, $J_2 = 7.6$ Hz, 1H), 7.17 (d, $J = 7.2$ Hz, 1H), 7.02 (dd, $J_1 = 7.2$ Hz, $J_2 = 7.6$ Hz, 1H), 6.16 (s, 1H), 4.37 (tt, $J_1 = 10.4$ Hz, $J_2 = 7.2$ Hz, 1H), 3.76 (s, 3H), 3.49-3.36 (m, 3H), 2.73 (dd, $J_1 = 16.8$ Hz, $J_2 = 3.6$ Hz, 1H); ¹³C NMR (400 Hz, CDCl₃): δ 167.0, 150.4, 142.6, 141.2, 140.8, 129.9, 127.7, 124.8, 123.96, 117.4, 113.7, 112.5, 104.7, 57.3, 56.3, 54.7, 33.0; MS (m/z), found 295.1 ($M - H$)⁻. See FIG. 3.



[342] *Compound 3c*:

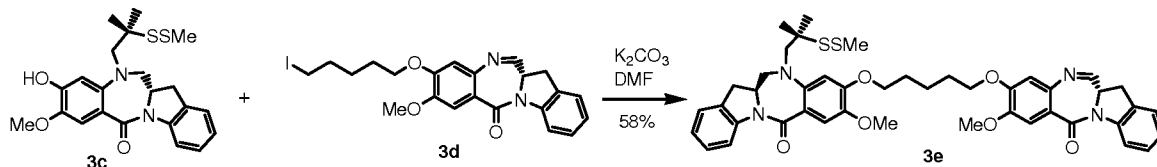
[343] To a solution of the 2-(methyldithio)-isobutyraldehyde (113 mg, 0.75 mmol) and compound **3b** (148 mg, 0.5 mmol) in anhydrous 1,2-dichloroethane (2 mL) was added sodium triacetoxyborohydride (212 mg, 1.0 mmol). The mixture was stirred at room temperature for 2 days. During the time, another two portions (0.05 mL, 0.5 mmol/portion) of 2-(methyldithio)-isobutyraldehyde along with one portion of sodium triacetoxyborohydride (106 mg, 0.5 mmol) were added. The reaction was quenched with saturated sodium bicarbonate, diluted with dichloromethane and water. The organic layer was washed with brine, dried over sodium sulfate and filtered. The filtrate was concentrated under reduced pressure and the residue was purified by silica gel chromatography (Combiflash, 24 g column, hexanes/ethyl acetate) to give compound **3c** as a white fluffy solid (92.5 mg, $y = 43\%$). Unreacted starting material **3b** was also recovered (49.3 mg, $y = 33\%$). ^1H NMR (400 Hz, CDCl_3): δ 8.30 (d, $J = 8.0$ Hz, 1H), 7.28 (dd, $J_1 = 6.8$ Hz, $J_2 = 7.6$ Hz, 1H), 7.25-7.20 (m, 2H), 7.07 (t, $J = 7.6$ Hz, 1H), 6.80 (s, 1H), 6.17 (s, 1H), 4.36-4.28 (m, 1H), 3.89 (s, 3H), 3.78 (d, $J = 14.4$ Hz, 1H), 3.46-3.34 (m, 3H), 2.90 (d, $J = 14.4$ Hz, 1H), 2.73 (dd, $J_1 = 16.4$ Hz, $J_2 = 2.8$ Hz, 1H), 2.34 (s, 3H), 1.17 (s, 3H), 1.05 (s, 3H); ^{13}C NMR (400 Hz, CDCl_3): δ 167.2, 149.0, 142.5, 142.2, 141.9, 129.9, 128.0, 125.3, 124.5, 124.1, 117.1, 112.0, 108.5, 64.8, 61.4, 58.1, 56.3, 53.4, 32.0, 26.3, 25.7, 25.4; MS (m/z), found 453.3 ($\text{M} + \text{Na}$) $^+$, 429.2 ($\text{M} - \text{H}$) $^-$. See FIG. 3.



[344] *Compound 3d:*

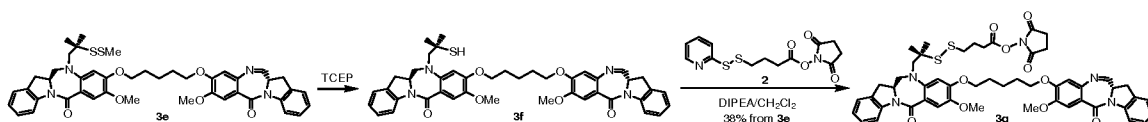
[345] To a stirred solution of IBD monomer (125 mg, 0.425 mmol) and 1,5-diiodopentane (0.63 mL, 4.25 mmol) in anhydrous dimethylformamide (3 mL) was added potassium carbonate (59 mg, 0.425 mmol) and the mixture was stirred at room temperature overnight. The reaction solution was diluted with dichloromethane, washed with brine and dried over anhydrous sodium sulfate. It was filtered and concentrated. The residue was purified by silica gel chromatography (hexanes/ethyl acetate) to give compound **3d** as yellowish foam (94 mg, $y = 45\%$). ^1H NMR (400 Hz, CDCl_3): δ 8.27 (d, $J = 8.0$ Hz, 1H), 7.86 (d, $J = 4.8$ Hz, 1H), 7.56 (s, 1H), 7.27 (dd, $J_1 = 8.4$ Hz, $J_2 = 7.6$ Hz, 2H), 7.10 (dd, $J_1 = 7.6$ Hz, $J_2 = 7.2$ Hz, 1H), 6.82 (s, 1H), 4.48 (dt, $J_1 = 10.8$ Hz, $J_2 = 4.4$ Hz, 1H), 4.15-4.07 (m, 2H), 3.96 (s, 3H), 3.70 (dd, $J_1 = 16.8$ Hz, $J_2 = 10.8$ Hz, 1H),

3.49 (dd, $J_1 = 16.8$ Hz, $J_2 = 4.0$ Hz, 1H), 3.22 (t, $J = 7.2$ Hz, 2H), 1.96-1.87 (m, 4H), 1.64-1.57 (m, 2H); ^{13}C NMR (400 Hz, CDCl_3): δ 164.0, 163.2, 151.4, 148.3, 142.2, 140.3, 129.6, 128.3, 124.9, 120.5, 117.0, 112.0, 110.6, 68.8, 56.4, 55.1, 33.3, 32.7, 28.0, 27.2, 6.6; MS (m/z), found 513.3 ($\text{M} + \text{Na}$) $^+$, 543.2 ($\text{M} + 3\text{H}_2\text{O} - \text{H}$) $^-$. See FIG. 3.



[346] *Compound 3e:*

[347] To a stirred solution of the starting materials **3c** (91 mg, 0.21 mmol) and **3d** (94 mg, 0.19 mmol) in anhydrous dimethylformamide (1 mL) was added potassium carbonate (29 mg, 0.21 mmol) and the mixture was stirred at room temperature overnight. The reaction solution was diluted with dichloromethane, washed with brine and dried over anhydrous sodium sulfate. It was filtered, concentrated and the residue was purified by silica gel chromatography (hexanes/ethyl acetate) to give compound **3e** as yellowish foam (89.1 mg, $y = 58\%$). ^1H NMR (400 Hz, CDCl_3): δ 8.32-8.28 (m, 2H), 7.91 (bs, 1H), 7.57 (s, 1H), 7.36-7.21 (m, 5H), 7.15-7.05 (m, 2H), 6.85 (s, 1H), 6.74 (s, 1H), 4.53-4.48 (m, 1H), 4.37-4.31 (m, 1H), 4.21-4.03 (m, 4H), 3.98 (s, 3H), 3.88 (s, 3H), 3.86-3.70 (m, 2H), 3.55-3.35 (m, 4H), 2.93 (d, $J = 4.0$ Hz, 1H), 2.73 (dd, $J_1 = 16.4$ Hz, $J_2 = 2.4$ Hz, 1H), 2.36 (s, 3H), 2.03-1.96 (m, 3H), 1.77-1.67 (m, 3H), 1.21 (s, 3H), 1.06 (s, 3H); MS (m/z), found 815.3 ($\text{M} + \text{Na}$) $^+$. See FIG. 3.

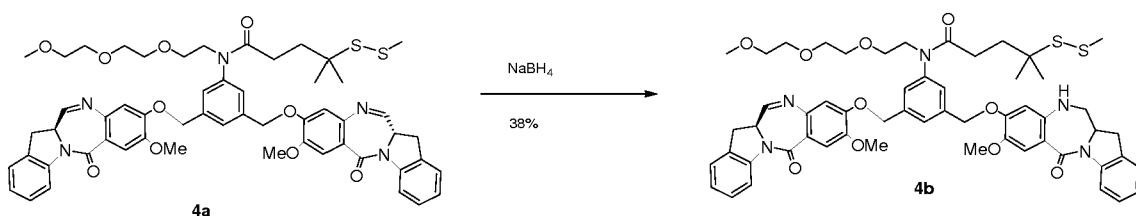


[348] *Compound 3g:*

[349] To a stirred solution of compound **3e** (33.1 mg, 0.042 mmol) in acetonitrile (2 mL) and methanol (4 mL) was added freshly prepared TCEP solution (36 mg of TCEP HCl salt was neutralized with saturated sodium bicarbonate to pH ~6.5 then diluted with 0.4 mL of pH 6.5 phosphate buffer) at room temperature. The mixture was stirred at room temperature for 3 hours and then diluted with dichloromethane and deionized water, separated and the organic layer was washed with brine, dried over anhydrous sodium sulfate and filtered. The filtrate was concentrated and high vacuumed to give 31 mg of compound **3f** as yellowish solid. It was dissolved in anhydrous dichloromethane

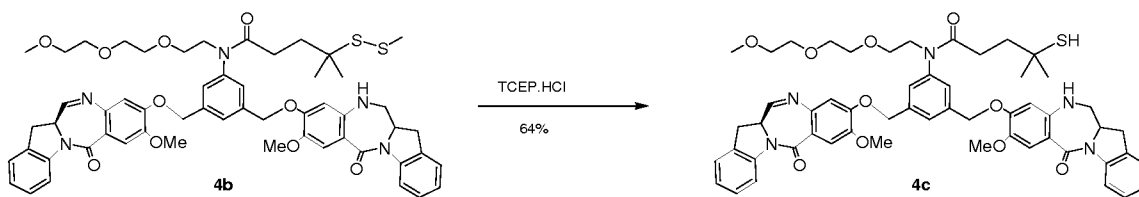
(0.5 mL). SPDB NHS ester **2** (26 mg, 80% purity, 0.063 mmol) and diisopropylethylamine (11 μ L, 0.063 mmol) were added subsequently. The mixture continued to be stirred at room temperature overnight, quenched with saturated ammonium chloride and diluted with dichloromethane, separated and washed with brine, dried over sodium sulfate, filtered and concentrated. The residue was purified by preparative reverse phase HPLC (C18 column, acetonitrile/water). The fractions containing product were combined, extracted with dichloromethane and concentrated to give compound **3g** as yellowish solid (15.2 mg, $y = 38\%$). MS (m/z), found 984.3 ($M + Na$)⁺, 1014.2 ($M + 3H_2O - H$)⁻. See FIG. 3.

Example 4



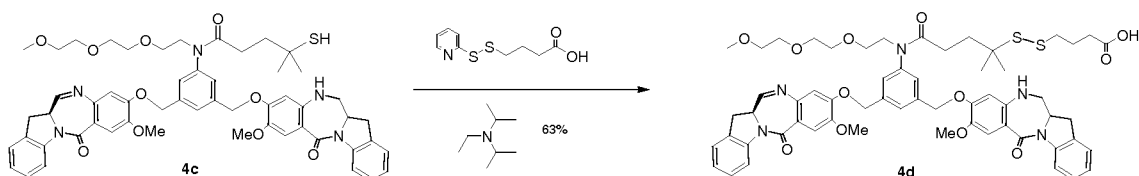
[350] *Compound 4b:*

[351] A stirred solution of compound **4a** (111 mg, 0.108 mmol) in absolute ethanol (720 μ L) and anhydrous dichloromethane (360 μ L) was cooled to 0 °C in an ice bath. Sodium borohydride (0.817 mg, 0.022 mmol) in 50 μ L absolute ethanol was added at 0 °C. The reaction stirred at ambient temperature for two hours. The mixture was cooled to 0 °C in an ice bath, quenched with saturated ammonium chloride and extracted with dichloromethane. The organic extracts were washed with brine, dried over anhydrous sodium sulfate and filtered through Celite. The filtrate was concentrated under reduced pressure and the crude material was purified by RP-HPLC (C18 DI water/acetonitrile) to yield compound **4b** (43mg, 38%). ¹H NMR (400 Hz, CDCl₃): δ 8.26 (d, 1H, $J = 8.0$ Hz), 8.18 (d, 1H, $J = 8.0$ Hz), 7.77 (d, 1H, $J = 4.4$ Hz), 7.51 (s, 1H), 7.41 (s, 2H), 7.17 (m, 6H), 7.03 (t, 1H, $J = 7.2$ Hz), 6.96 (t, 1H, $J = 7.2$ Hz), 6.76 (s, 1H), 6.04 (s, 1H), 5.13 (m, 4H), 4.38 (m, 2H), 3.90 (s, 3H), 3.81 (s, 3H), 3.79 (m, 2H), 3.63 (m, 1H), 3.51 (m, 8H), 3.43 (m, 6H), 3.25 (s, 3H), 2.73 (dd, 1H, $J = 3.6, 16.4$ Hz), 2.22 (s, 3H), 2.04 (m, 2H), 1.81 (m, 2H), 1.18 (s, 6H); MS (m/z) found, 1051.9 ($M+Na$), 1069.9 ($M+Na+H_2O$). See FIG. 4.



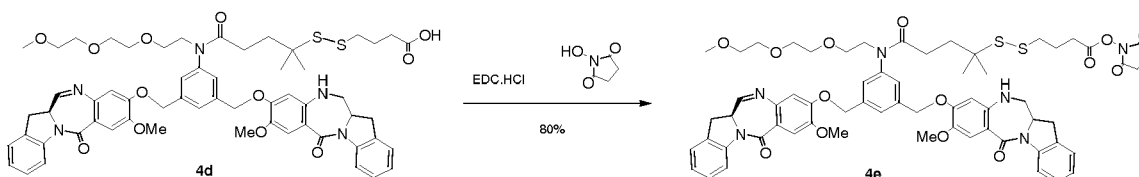
[352] *Compound 4c:*

[353] To a stirred solution of compound **4b** (40 mg, 0.039 mmol) in methanol (4.45 mL) and acetonitrile (2.225 mL) was added TCEP.HCl (39.0 mg, 0.136 mmol) in sodium phosphate buffer (0.89 mL, pH 6.5). The mixture stirred at ambient temperature for 18 hours. The mixture was diluted with dichloromethane and washed with water and brine. The organic extracts were dried over anhydrous sodium sulfate, filtered and concentrated. Purification by RP-hPLC (C18, DI water/acetonitrile) and extraction with dichloromethane yielded compound **4c** (26.5 mg, 64%); MS (m/z) found, 1006.0 (M+Na). See FIG. 4.



[354] *Compound 4d:*

[355] To a stirred solution of compound **4c** (24 mg, 0.024 mmol) in anhydrous dichloromethane (800 μ L) was added PBA (11.18 mg, 0.049 mmol) and diisopropylethylamine (20.18 μ L, 0.116 mmol). After stirring for 18 hours at ambient temperature the reaction was diluted with dichloromethane and quenched with saturated ammonium chloride. The layers were separated and the organic was washed with brine, dried over anhydrous sodium sulfate, filtered and concentrated under reduced pressure. Purification by PTLC (5% methanol/dichloromethane) yielded compound **4d** (17 mg, 63%); MS (m/z) found, 1123.9 (M+Na) 1139.9 (M+K); 1099.8 (M-H) 117.9 (M-H+H₂O). See FIG. 4.

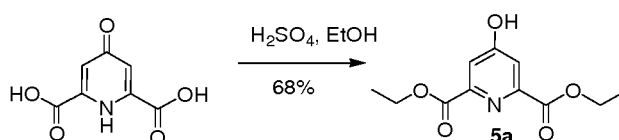


[356] *Compound 4e:*

[357] To a mixture of compound **4d** (15 mg, 0.014 mmol) and N-hydroxy succinimide

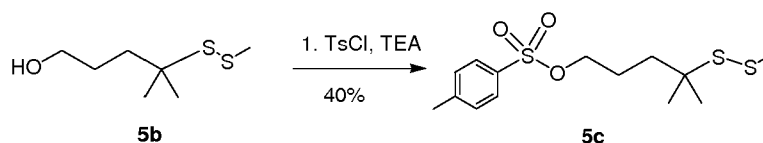
(4.70 mg, 0.041 mmol) in anhydrous dichloromethane (1.0 mL) was added EDC.HCl (7.83 mg, 0.041 mmol). After stirring 18 hours at ambient temperature the reaction was diluted with dichloromethane and quenched with saturated ammonium chloride. The mixture was washed with brine, dried over anhydrous sodium sulfate, filtered and concentrated under reduced pressure. The crude material was purified by RP-HPLC (C18, DI water/acetonitrile). Fractions containing product were pooled and extracted with dichloromethane, dried over anhydrous magnesium sulfate, filtered and concentrated to give compound **4e** (13 mg, 80%); MS (m/z) found, 1220.8 (M+Na) 1238.8 (M+Na+H₂O), 1254.8 (M+K+H₂O). See FIG. 4.

Example 5



[358] *Compound 5a:*

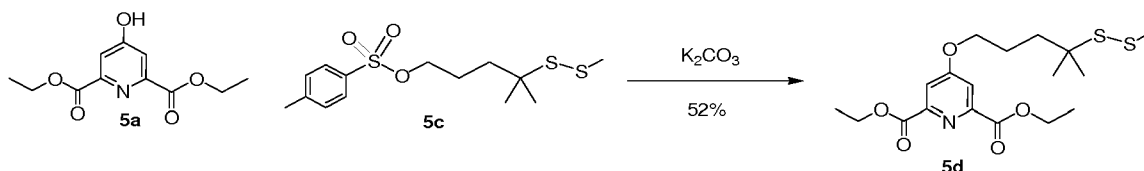
[359] A mixture of chelidamic acid hydrate (3.0 g, 15.56 mmol) and sulfuric acid (0.6 mL, 11.26 mmol) in absolute ethanol (40 mL) was refluxed for 20 hours. The reaction was cooled to ambient temperature, neutralized with aqueous sodium carbonate, and then acidified with concentrated HCl. Water was added and the mixture was extracted with dichloromethane. The extracts were dried with anhydrous magnesium sulfate, filtered and concentrated. The crude material was purified by silica gel chromatography (5% methanol/dichloromethane) to yield diethyl 4-hydroxypyridine-2,6-dicarboxylate (**5a**) (2.5 g, 68%) as a white solid. See FIG. 5.



[360] *Compound 5c:*

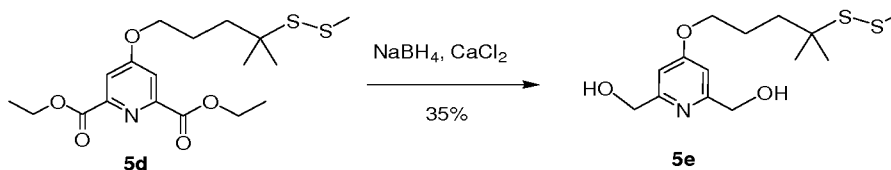
[361] A solution of 4-methyl-4-(methyldisulfanyl)pentan-1-ol (**5b**) (2.0 g, 11.09 mmol) in anhydrous dichloromethane (55.5 mL) was cooled to 0 °C in an ice bath. Triethylamine (5.41 mL, 38.8 mmol) and toluene sulfonyl chloride (3.17 g, 16.64 mmol) were added at 0 °C. The reaction stirred for three hours at ambient temperature. The mixture was extracted with ethyl acetate and washed with brine. The organic extracts were dried with anhydrous sodium sulfate, filtered and concentrated. Purification by silica gel chromatography (5% ethyl acetate/hexanes) resulted in 4-methyl-4-

(methylidisulfanyl)pentyl 4-methylbenzenesulfonate (**5c**) (1.5g, 40%). **5b**: ^1H NMR (400 Hz, CDCl_3): δ 3.42 (m, 2H), 2.19 (s, 3H), 1.77 (bs, 1H), 1.43 (m, 4H), 1.09 (s, 6H). **5c**: ^1H NMR (400 Hz, CDCl_3): δ 7.66 (d, 2H, $J=7.6\text{Hz}$), 7.22 (d, 2H, $J=8.0\text{Hz}$), 3.90 (t, 2H, $J=6.4\text{Hz}$), 2.32 (s, 3H), 2.23 (s, 3H), 1.60 (m, 2H), 1.44 (m, 2H), 1.11 (s, 6H). See FIG. 5.



[362] *Compound 5d*:

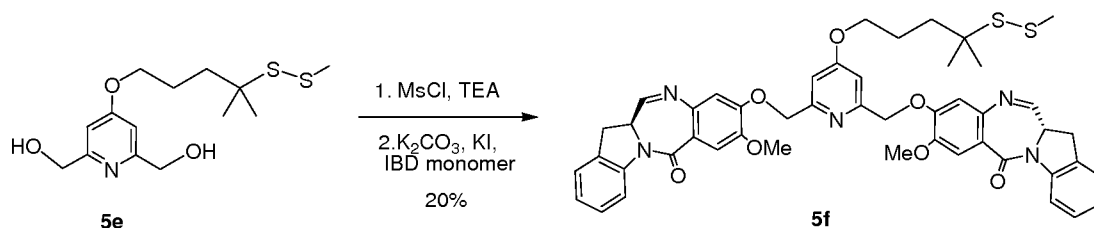
[363] To a stirred solution of 4-methyl-4-(methylidisulfanyl)pentyl 4-methylbenzenesulfonate (**5c**) (0.48 g, 1.435 mmol) and diethyl 4-hydroxypyridine-2,6-dicarboxylate (**5a**) (0.343 g, 1.435 mmol) in anhydrous dimethylformamide (6.5 mL) was added Potassium carbonate (0.297 g, 2.152 mmol). The reaction was stirred at 90 °C for 18 hours. Then allowed to cool to ambient temperature and quenched with saturated ammonium chloride. The mixture was extracted three times with ethyl acetate. The extracts were dried with anhydrous sodium sulfate, filtered and concentrated under reduced pressure. Purification by silica gel chromatography (30% hexanes/ethyl acetate) yielded diethyl 4-(4-methyl-4-(methylidisulfanyl)pentyloxy)pyridine-2,6-dicarboxylate (**5d**) (300 mg, 52%); ^1H NMR (400 Hz, CDCl_3): δ 7.70 (s, 2H), 4.40 (q, 4H, $J=7.2$, 14.4Hz), 4.07 (t, 2H, $J=6$. Hz), 2.35 (s, 3H), 1.86 (m, 2H), 1.70 (m, 2H), 1.38 (t, 6H, $J=7.2\text{Hz}$), 1.27 (s, 6H); MS (m/z), found 424.1 (M+Na), 440.1 (M+K). See FIG. 5.



[364] *Compound 5e*:

[365] To a stirred solution of diethyl 4-(4-methyl-4-(methylidisulfanyl)pentyloxy)pyridine-2,6-dicarboxylate (**5d**) (270 mg, 0.672 mmol) in absolute ethanol (7.0 mL) was added calcium chloride (224 mg, 2.017 mmol) and sodium borohydride (76 mg, 2.017 mmol). The reaction was allowed to stir at ambient temperature for 90 minutes after which it was quenched with water and concentrated *in vacuo* to remove the ethanol. The mixture was then extracted twice with dichloromethane. The organic extracts were combined, washed with water, dried with

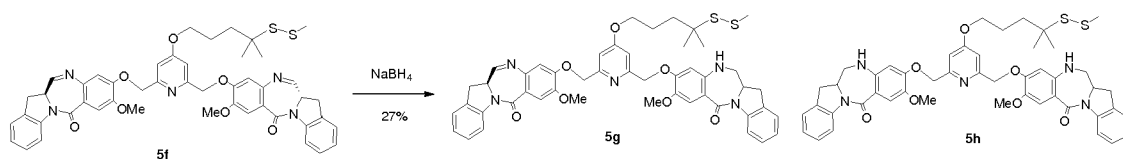
anhydrous magnesium sulfate and filtered through celite. The filtrate was concentrated under reduced pressure and the crude material was purified by silica gel chromatography eluting with 10% methanol/dichloromethane to yield (4-(4-methyl-4-(methylthio)butyloxy)pyridine-2,6-diyl)dimethanol (**5e**) (75 mg, 35%); ^1H NMR (400 Hz, CDCl_3): δ 6.63 (s, 2H), 4.60 (s, 4H), 3.95 (t, 2H, $J = 6.2\text{Hz}$), 3.54 (bs, 2H), 2.35 (s, 3H), 1.82 (m, 2H), 1.66 (m, 2H), 1.26 (s, 6H); MS (m/z), found 340.1 ($\text{M}+\text{Na}$). See FIG. 5.



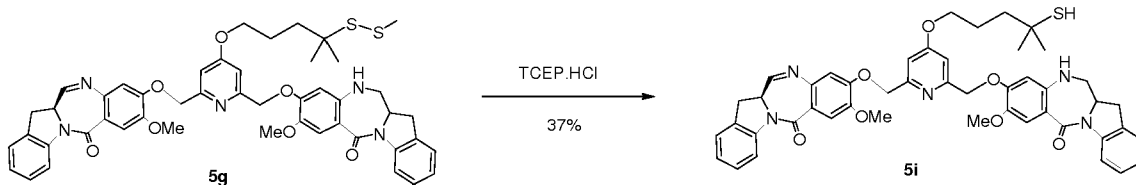
[366] *Compound 5f:*

[367] A stirred solution of (4-(4-methyl-4-(methylthio)butyloxy)pyridine-2,6-diyl)dimethanol (**5e**) (51 mg, 0.161 mmol) in anhydrous dichloromethane (1.6 mL) was cooled to -5°C in an acetone/ice bath. Triethylamine (0.112 mL, 0.803 mmol) and methanesulfonyl chloride (0.031 mL, 0.402 mmol) were added. The mixture was stirred for 60 minutes at -5°C . The reaction was quenched with ice water and extracted with cold ethyl acetate. The organic extracts were washed with ice water, dried with anhydrous sodium sulfate, filtered and concentrated under reduced pressure to give the dimesylate. To a stirred mixture of the dimesylate intermediate (179 mg, 0.378 mmol) and IBD monomer (256 mg, 0.869 mmol) in anhydrous dimethylformamide (3.8 mL) was added potassium carbonate (261 mg, 1.890 mmol) and potassium iodide (31.4 mg, 0.189 mmol). The reaction was allowed to stir at ambient temperature for 18 hours. The mixture was quenched with water and extracted three times with dichloromethane. The organic extracts were dried with sodium sulfate, filtered and concentrated. The crude material was redissolved in acetonitrile and purified by RP-HPLC (C18, deionized water/acetonitrile). Fractions containing product were combined and extracted with dichloromethane, dried with anhydrous magnesium sulfate, filtered and concentrated under reduced pressure to yield compound **5f** (65 mg, 20%); ^1H NMR (400 Hz, CDCl_3): δ 8.20 (d, 2H, $J = 8.0\text{Hz}$), 7.78 (m, 2H), 7.53 (s, 2H), 7.20 (m, 4H), 7.04 (t, 2H, $J = 7.4\text{Hz}$), 6.91 (m, 2H), 6.80 (s, 2H), 5.22 (s, 4H), 4.40 (m, 2H), 3.94 (s, 6H), 3.93 (m, 2H), 3.63 (m, 2H), 3.42 (dd, 2H, $J = \text{Hz}$), 2.32 (s, 3H), 1.80 (m, 2H), 1.64 (m, 2H), 1.24 (s, 6H); MS (m/z), found 892.3 ($\text{M}+\text{Na}$) 910.3 ($\text{M}+\text{Na}+\text{H}_2\text{O}$) 928.3 ($\text{M}+\text{Na}+2\text{H}_2\text{O}$). See

FIG. 5.

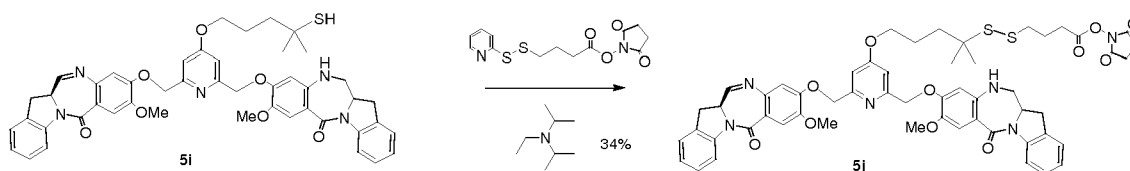
[368] *Compound 5g and 5h:*

[369] A solution of compound **5f** (74 mg, 0.085 mmol) in absolute ethanol (600 μ L) and anhydrous dichloromethane (300 μ L) was cooled 0 $^{\circ}$ C in an ice bath. Sodium borohydride (0.644 mg, 0.017 mmol) in 50 μ L absolute ethanol was added at 0 $^{\circ}$ C. The mixture was allowed to stir at ambient temperature for two hours and was then cooled to 0 $^{\circ}$ C. The reaction was quenched with saturated ammonium chloride and extracted with dichloromethane. The organic extracts were washed with brine, dried over anhydrous sodium sulfate, filtered through Celite and concentrated under reduced pressure. The crude material was redissolved in dimethylformamide and purified by RP-HPLC (C18 deionized water/acetonitrile). Fractions containing compounds **5g** and **5h** were combined separately and extracted with dichloromethane, dried with anhydrous magnesium sulfate, filtered and concentrated to yield compound **5g** (20 mg, 27%) and compound **5h**. **5g**: ^1H NMR (400 Hz, CDCl_3): δ 8.25 (m, 1H), 8.18 (m, 1H), 7.77 (m, 1H), 7.51 (ss, 1H), 7.40 (ss, 1H), 7.18 (m, 4H), 7.08 (m, 1H), 7.03 (m, 1H), 6.92 (m, 2H), 6.86 (ss, 1H), 5.98/6.06 (ss, 1H), 5.24 (m, 4H), 4.40 (m, 1H), 4.30 (m, 1H), 3.94 (s, 3H), 3.92 (m, 2H), 3.84 (s, 3H), 3.62 (m, 1H), 3.37 (m, 4H), 2.65 (m or dd, 1H), 2.32 (ss, 3H), 1.77 (m, 2H), 1.64 (m, 2H), 1.24 (s, 6H). **5h**: ^1H NMR (400 Hz, CDCl_3): δ 8.24 (d, 2H, $J = 8.0\text{Hz}$), 7.39 (s, 2H), 7.14 (m, 4H), 6.97 (m, 2H), 6.93 (m, 2H), 6.15 (ss, 2H), 5.25 (s, 4H), 4.37 (m or t, 2H, $J = 9.8\text{Hz}$), 4.2 (bs, 2H), 3.94 (m, 2H), 3.83 (s, 6H), 3.40 (m, 6H), 2.72 (dd, 2H, $J = \text{Hz}$), 2.32 (s, 3H), 1.79 (m, 2H), 1.64 (m, 2H), 1.24 (s, 6H). See FIG. 5.

[370] *Compound 5i:*

[371] To a stirred solution of compound **5g** (20 mg, 0.023 mmol) in methanol (5.25 mL) and acetonitrile (1.750 mL) was added TCEP.HCl (19.72 mg, 0.069 mmol) in sodium phosphate buffer (0.7mL, pH 6.5). The mixture was stirred for 3 hours at

ambient temperature and then diluted with dichloromethane and water. The layers were separated and the organic was washed with brine. The crude product was purified by RP-HPLC (C18, deionized water/acetonitrile). Fractions containing product were combined, extracted with dichloromethane and evaporated to yield compound **5i** (7 mg, 37%). MS (m/z), found 848.3 (M+Na) 866.3 (M+Na+H₂O) 880.3 (M+Na+MeOH). See FIG. 5.



[372] **Compound 5j:**

[373] To a stirred solution of compound **5i** (7 mg, 8.47 μ mol) and 2,5-dioxopyrrolidin-1-yl 4-(pyridin-2-ylthio)butanoate (8.64 mg, 0.021 mmol) in anhydrous dichloromethane (113 μ L) was added diisopropylethylamine (3.69 μ L, 0.021 mmol). After stirring for 18 hours at ambient temperature the reaction was quenched with saturated ammonium chloride solution and extracted with dichloromethane. The organic extracts were washed with brine, dried with anhydrous sodium sulfate, filtered and concentrated under reduced pressure. The crude material was purified by preparative RP-HPLC (C18, deionized water/acetonitrile). Fractions containing product were extracted with dichloromethane, filtered and evaporated to yield compound **5j** (3 mg, 34%). MS (m/z), found 1063.3 (M+Na) 1081.3 (M+Na+H₂O). See FIG. 5.

Example 6

[374] Preparation of antibody-SPDB-drug conjugate:

[375] Compound **1g** was pre-treated with 3 molar equivalents of sodium bisulfite (using a freshly prepared NaHSO₃ solution in water) in 96-98% DMA in water for 4-5 hrs at 25 °C. For conjugation, the humanized antibody at 2 mg/mL was reacted with 5-7 molar equivalents of compound **1g** (pre-treated with NaHSO₃) for 6 h at 25 °C in 85-90% PBS, pH 7.4, aqueous buffer, or 50 mM HEPES, pH 8.5, aqueous buffer, containing 10-15% *N,N*-dimethylacetamide (DMA) and then purified over a G25 gel filtration column in PBS, pH 7.4, to remove unreacted or hydrolyzed drug compound. The humanized antibody-SPDB-drug conjugates were dialyzed in 10 mM Histidine, 250 mM Glycine, 1% sucrose, pH 6.5 buffer. The Drug Antibody Ratio (DAR) of the conjugates were measured to be 2.2-2.9 by UV absorbance measurements at 280 and

320 nm and using the extinction coefficients of the drug and antibody at 280 nm ($215,000 \text{ M}^{-1}\text{cm}^{-1}$) and 320 nm ($9137 \text{ M}^{-1}\text{cm}^{-1}$). The percentage of monomer in the conjugates were determined as >90% by SEC (Size Exclusion Chromatography) using TSK-Gel G300SWXL column (7.8 mm $\times$ 300 mm, 5 μm particle size). Based on the UV absorbance of the monomer peak in SEC it was also demonstrated that the monomer conjugate peaks had linked drug molecules. For free (unconjugated) drug assay, the conjugate was acetone extracted to remove protein, dried, and reconstituted in mobile phase and injected onto a VYDAC 208TP C8 reverse phase HPLC column (4.6 $\times$ 250 mm, 7 μm particle size) and compared to standards. The percentage of free drug compound in the conjugate was determined as <0.5% of conjugated drug compound. See FIG. 22.

[376] Preparation of humanized Ab-SPDB-**2a** conjugate:

[377] Humanized Ab at 8 mg/mL was derivatized with 4-6 molar equivalents of SPDB hetrobifunctional linker for 1.5 h at 25°C in 95% PBS, PH 7.4, containing 5% DMA (v/v), and then purified over a G25 desalting column into citrate buffer (35 mM citrate buffer, pH 5.5, containing 2 mM EDTA, 150 mM NaCl) to remove unreacted linker. The LAR (Linker Antibody Ratio) were measured using UV absorbance at 280 and 343 nm without and with 50 mM dithiothreitol addition (to measure total antibody and dithiothreitol-released SPy) and were determined to be 2.7-4.1 LAR. The SPDB-modified antibody at 2 mg/mL was reacted with 2 molar equivalents of compound **2a** (HCl salt) per linked SPDB for 20 h at ambient temperature in 85% citrate buffer, 15 % DMA (v/v) and then purified over a G25 desalting column into PBS, pH 7.4 to remove unconjugated drug compound. The DAR of the final humanized Ab-SPDB-**2a** conjugate was measured by UV spectrophotometry at 280 and 350 nm and calculated to be ~1.7-2.1 DAR. The percentage of monomer and linked drug compound on the monomer in the conjugate was determined by HPLC using an SEC (size exclusion chromatography) column. See FIG. 23.

Example 7

[378] *In vitro* Potency of Free Drugs and Conjugates:

[379] General Procedure Used: Samples of unconjugated free drug compounds or drug conjugates were added to 96-well flat bottomed tissue culture plates and titrated using serial dilutions to cover the desired molar range. Antigen positive (Ag^+) or Antigen

negative (Ag⁻) cells were added to the wells in specific cell densities in such a way that there were triplicate samples for each drug concentration for each corresponding cell line. The plates were then incubated at 37 °C in an atmosphere of 5% CO₂ for 4-5 days depending on the cell line. COLO 205 (1,000 cells/well), Namalwa (3,000 cells/well), HEL 92.1.7 (3,000 cells/well) – 4 days; RH30(1,000 cells/well), HL60/QC (5,000 cells/well), Ramos (10,000 cells/well), KB (2,000 cells/well), BJAB (2,000 cells/well), NB4 (3,000 cells/well) – 5 days, RPMI 8226 (8,000 cells/well) – 6 days.

[380] At the end of the incubation period cytotoxic potencies were then assessed using a WST-8 based cell viability assay and surviving cells were measured by developing with WST-8 (2-7 hours). The absorbance in each well was measured and the surviving fraction of cells at each concentration was plotted to reveal the cytotoxicity and/or antigen specificity (of the conjugates).

[381] Using the general procedure described above, the cytotoxicity of the unconjugated free drug compounds was measured against seven cell lines: KB, a HeLa cell contaminant, HL60/QC, an acute myeloid leukemia cell line, Namalwa, a Burkitt lymphoma cell line, NB4, an acute promyelocytic leukemia cell line, HEL92.1.7, an erythroleukemia cell line, RPMI8226, a multiple myeloma cell line and BJAB, a B-cell leukemia cell line. The results, shown in FIG. 24 and Table 10 demonstrate the high potency of these compounds across a wide range of cell types. The potency and specificity of the antibody-drug conjugates were measured against antigen-expressing cells, with and without the additions of an excess amount of blocking unconjugated antibody to show specificity of the killing effect. The MY9-6-drug conjugate was extremely potent towards three different antigen-expressing cells: HL60/ATCC, HL60/QC and NB-4, despite the very low antigen expression in NB4 cells. The specific potency could be blocked by addition of excess unconjugated antibody, demonstrating that the cell killing effect is antigen-specific. Similarly, the huFOLR1-drug conjugate was effective in killing antigen-expressing KB cells in a specific manner. Results are illustrated in Figures 25 and 26.

Table 10. Potency of free drugs against various cell lines. The IC₅₀ values listed in the table are in the unit of nM.

	Namalwa	KB	HL60/QC	NB4	HEL92.1.7	RPMI8226	BJAB
1c	0.056	0.16	0.023				
1d	0.069	0.18	0.032				
1e	2.4	>3.0	0.67				
27d		0.23	0.05	0.039	0.14	0.07	0.04
27e		0.39	0.09	0.13	0.2	0.24	0.12
27f		4.4	1.7	1.1	1.8	>3.0	1
29a	0.002	0.004	0.001	0.0023	0.0031	0.011	0.001
29b	0.003	0.007	0.006	0.007	0.007	0.005	0.003
29c	0.013	0.057	0.03	0.023	0.027	0.16	0.015

[382] Similar results have also been obtained using different cell lines and different conjugates of the invention, including: huMY9-6-SPDB-**1f** against HL60/QC (Ag⁺) cells, HL60/ATCC (Ag⁺) cells, and NB-4 (Ag⁺) cells (FIG. 25); huFOLR1-SPDB-**1f** against KB (Ag⁺) cells (FIG. 26); huMY9-6-SPDB-**1f** against antigen positive HL60/QC cells, HL60/ATCC cells, NB-4 cells, and HEL 92.1.7 cells (FIG. 29); huMy9-6-SPDB-**1f**, huMy9-6-sulfoSPDB-**1f**, and huMy9-6-BMPS-**1f** against HL60/QC (Ag⁺) cells (FIG. 34); chB38.1-SPDB-**1f** and chB38.1-sulfoSPDB-**1f** against COLO205 (Ag⁺) cells (FIG. 35); huMy9-6-SPDB-**1f**, huMy9-6-sulfoSPDB-**1f**, and huMy9-6-BMPS-**1f** against OCI-AML3 (Ag⁺) cells (FIG. 44). Also see FIG. 49 for the potency of the various conjugates against various cell lines, expressed as IC₅₀ values (nM). Note that in FIGs. 25, 29, 34, 35, and 44, conjugates were prepared in the presence of sodium bisulfite.

[383] To compare *in vitro* potency measurements for the subject conjugates prepared with and without imine reactive reagent, such as sodium bisulfite, huMy9-6-BMPS-**1f**, huMy9-6-sulfo-SPDB-**1f**, and huMy9-6-Drug **2** were prepared with and without sodium bisulfite using the *in situ* sulfonation method (wherein the respective compounds of the invention was first mixed with sodium bisulfite and a bifunctional crosslinker bearing a reactive group, then the reaction mixture, without further purification, was reacted with the huMy9-6 monoclonal antibody as the cell-binding agent). IC₅₀s for the conjugates on HL60-QC cells are shown below. The data indicates that the inclusion of imine reactive group (such as sodium bisulfite) in the conjugate preparation step does not negatively impact the *in vitro* potency of the subject conjugates.

Conjugate	NaHSO ₃ treatment	IC ₅₀ (pM)	IC ₅₀ (pM) huMy9-6 blocking
huMy9-BMPS- 1f	-	2	130
	+	1.5	55
huMy9-6-sulfo-SPDB- 1f	-	5.6	1200
	+	7.1	610
huMy9-6-Drug 2	-	16	> 3000
	+	6.8	> 3000

[384] It is apparent that pre-treatment of the drug compounds with sodium bisulfite (5 molar equivalents, 22 h, 4 °C, 90:10 DMA : pH 5.5 water) prior to conjugation with huMy9-6 had no significant effect on the antigen dependent or antigen independent (antigen blocking with 1 μ M unconjugated huMy9-6) *in vitro* potency of the conjugates.

Example 8

[385] Binding of Antibody-drug Conjugate is Similar to that of Unmodified Antibody:

[386] The binding of huMY9-6-drug conjugate was compared with that of the unmodified huMY9-6 antibody against antigen-expressing HL60/QC cells using flow cytometry. Briefly, the antigen-positive cells were incubated with conjugates or unmodified antibodies at 4 °C, then with a secondary antibody-FITC conjugate at 4 °C, fixed with formaldehyde (1% in PBS) and analyzed by flow cytometry. No significant difference was observed between the binding of the conjugate versus that of the unmodified antibody. An example is shown in FIG. 27, where a huMY9-6-drug conjugate bound to antigen-positive cells with a high affinity similar to that of the unmodified antibody.

Example 9

[387] *In vivo* efficacy of huMY9-6-SPDB-**1f** conjugate in HL60/QC tumor bearing nude mice:

[388] In this study, the anti-tumor activity of huMY9-6-SPDB-**1f** was investigated in female nude mice bearing HL60/QC tumors, a human acute myeloid leukemia model. HL60/QC tumor cells, 2×10^6 cells/mouse were subcutaneously inoculated at a volume

of 0.1 mL/mouse in the area over the right shoulder of female athymic nude mice, 5 weeks of age. Eight days after tumor cell inoculation mice were randomized into groups (n = 6 per group) by tumor volume. Treatment was initiated the day of randomization, and groups included a control group dosed with PBS (200 μ L/injection), or a single treatment at various doses (5 to 100 μ g/kg) of huMY9-6-SPDB-**1f** (50 μ g/kg **1f** dose corresponded to 2.5 mg/kg antibody dose). All treatments were well tolerated with the mean body weight losses comparable to loss seen in PBS control mice. Mean tumor volume vs time is shown (FIGS. 28 and 36) with the data demonstrating a dose-dependent anti-tumor activity of the huMY9-6-SPDB-**1f** conjugate. The minimum effective dose was estimated to be 20 μ g/kg, which is about 35-fold lower than the maximum tolerated dose.

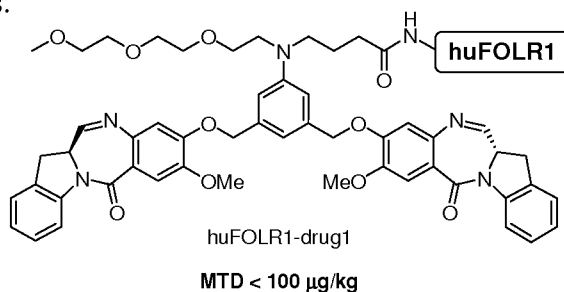
Example 10

[389] The tolerability of huFOLR-1 conjugates was investigated in female CD-1 mice. Animals were observed for seven days prior to study initiation and found to be free of disease or illness. The mice were administered a single *i.v.* injection of the conjugate and the animals were monitored daily for body weight loss, morbidity or mortality. Table 9 shows that for huFOLR1-drug1 the conjugate was tolerated at only the lowest dose tested of 50 μ g/kg. In contrast, both mono-imine conjugates huFOLR1-Drug **2** and huFOLR1-SPDB-**1f** were found to be better tolerated with a maximum tolerated dose of <198 μ g/kg and >560 μ g/kg respectively.

Table 9. Tolerability comparison data for (A) huFOLR1-drug1, (B) huFOLR1-Drug **2**, and (C) huFOLR1-SPDB-**1f** conjugates.

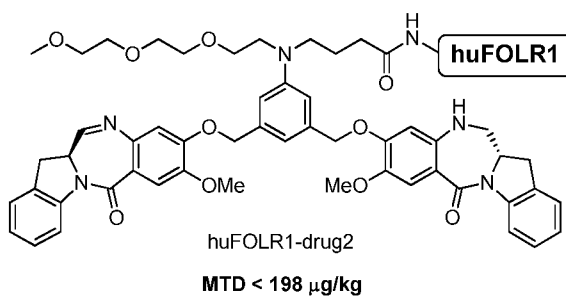
A)

Dose (μ g/kg)	% Survival
50	100
100	0
200	0
300	0
400	0



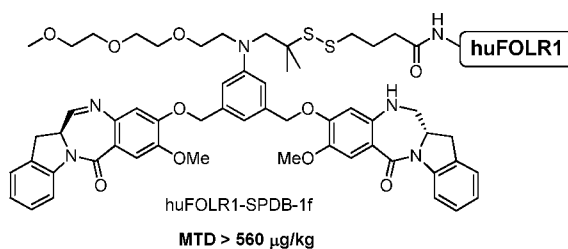
B)

Dose ($\mu\text{g/kg}$)	% Survival
66	100
132	100
198	50
264	25

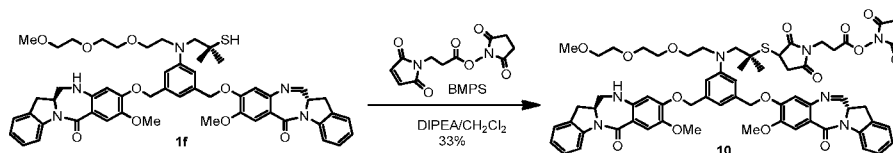


C)

Dose ($\mu\text{g/kg}$)	% Survival
120	100
160	100
200	100
320	100
560	100

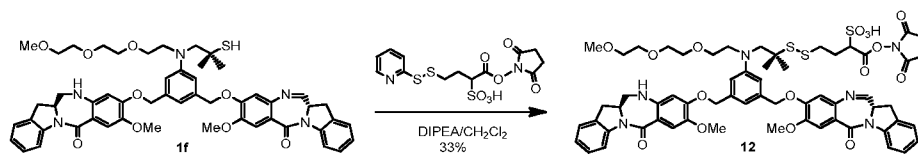


Example 11

[390] *Compound 10:*

[391] To a stirred solution of **1f** (18 mg, 0.019 mmol) and N-(β -maleimidopropoxy)succinimide (BMPS) ester (9.2 mg, 0.034 mmol) in anhydrous dichloromethane (0.3 mL) was added anhydrous diisopropylethylamine (5 μL , 0.029 mmol). The mixture was stirred at room temperature for 27 hours, quenched with saturated ammonium chloride and diluted with dichloromethane. The organic layer was washed with brine, dried over anhydrous sodium sulfate, filtered and concentrated under reduced pressure. The residue was purified by preparative reverse phase HPLC (C18 column, $\text{CH}_3\text{CN}/\text{H}_2\text{O}$). The fractions containing product were combined, extracted with dichloromethane and evaporated to give compound **10** as a white solid (7.6 mg, $y = 33\%$). MS (m/z): found 1208.3 ($M + H$)⁺. See FIG. 13.

Example 12



[392] *Compound 12:*

[393] To a stirred solution of **1f** (16.5 mg, 0.018 mmol) and sulfo-SPDB (14.2 mg, 0.036 mmol) in anhydrous dichloromethane (0.3 mL) was added anhydrous diisopropylethylamine (9 μ L, 0.054 mmol). The mixture was stirred at room temperature overnight and concentrated under reduced pressure. The residue was purified by preparative reverse phase HPLC (C18 column, CH₃CN/H₂O). The fractions containing product were combined, extracted with dichloromethane and evaporated to give 6.6 mg of compound **12** as yellowish foam. The aqueous layer was lyophilized to give another 0.5 mg of compound **12** as white solid. MS (m/z): found 1235.0 (M-H)⁻. See FIG. 15.

Example 13

[394] Preparation of humanized antibody-sulfoSPDB-**1f** conjugate

[395] A reaction containing 2.5 mg/mL huMy9-6 antibody and 10 molar equivalents of **10** (pretreated with 5-fold excess of sodium bisulfite in 90:10 DMA:water) in 50 mM HEPES (4-(2-hydroxyethyl)-1-piperazine ethanesulfonic acid) pH 8.5 buffer and 15% v/v DMA (*N,N*-dimethylacetamide) cosolvent was allowed to conjugate for 6 hours at 25 °C. Post-reaction, the conjugate was purified and buffer exchanged into 250 mM Glycine, 10 mM Histidine, 1% sucrose, 0.01% Tween, 50 μ M sodium bisulfite formulation buffer, using NAP desalting columns (Illustra Sephadex G-25 DNA Grade, GE Healthcare). Dialysis was performed in the same buffer for 4 hours at room temperature utilizing Slide-a-Lyzer dialysis cassettes (ThermoScientific 20,000 MWCO). The purified conjugate was found to have a DAR of 2.4 (by UV-Vis using molar extinction coefficients $\epsilon_{330\text{ nm}} = 15,484\text{ cm}^{-1}\text{M}^{-1}$ and $\epsilon_{280\text{ nm}} = 30,115\text{ cm}^{-1}\text{M}^{-1}$ for **1f**, and $\epsilon_{280\text{ nm}} = 146,000\text{ cm}^{-1}\text{M}^{-1}$ for My9-6 antibody), 96.7% monomer (by size exclusion chromatography), <1% unconjugated free drug compound (by acetone extraction/reverse-phase HPLC) and a final protein concentration of 1.4 mg/mL.

[396] *In vitro* potency of antibody-sulfoSPDB-**1f** conjugates were measured according to general procedure described in Example 7 and the data are shown in Figures 34 and

35. The antibody-sulfoSPDB-**1f** conjugates have comparable or higher potency than the antibody-SPDB-**1f** conjugates.

[397] Use of covalent imine reactants, such as sodium bisulfite, improves Ab-compound conjugate specifications (*e.g.*, % monomer and drug load). In one experiment, adduct formation was carried out with 5 molar equivalents of imine reactant over NHS-BMPS-**1f** in 90% DMSO/ 10% PBS pH 7.4 for 4 h at 25 °C. The reaction mixture was then added to huMy9-6 antibody (4 molar equivalents IGN, 2 mg/ml, 10% v/v DMSO, 50 mM HEPES buffer, pH 8.5, 5 h, 25 °C). Conjugates made using sodium hydrosulfite, sodium bisulfite, or sodium metabisulfite had similar IGN/Ab ratios and % monomer, while conjugates made with no additive treatment led to very low drug incorporation. See table below.

Reactant	IGN/Ab (UV)	% monomer (SEC)	% 1f on monomer
Sodium Hydrosulfite	2.6	88	82
Sodium Bisulfite	2.6	88	83
Sodium Metabisulfite	2.7	88	82
No additive	0.1	98	94

Example 14

[398] Preparation of humanized antibody-BMPS-**1f** conjugate

[399] A reaction containing 2.0 mg/mL huMy9-6 antibody and 5 molar equivalents of **12** (pretreated with 5-fold excess of sodium bisulfite in 90:10 DMA:water) in 50 mM HEPES (4-(2-hydroxyethyl)-1-piperazine ethanesulfonic acid) pH 8.5 buffer and 15% v/v DMA (*N,N*-dimethylacetamide) cosolvent was allowed to react for 6 hours at 25 °C. Post-reaction, the conjugate was purified and buffer exchanged into 250 mM Glycine, 10 mM Histidine, 1% sucrose, 0.01% Tween, 50μM sodium bisulfite formulation buffer, using NAP desalting columns (Illustra Sephadex G-25 DNA Grade, GE Healthcare). Dialysis was performed in the same buffer for 4 hours at room temperature utilizing Slide-a-Lyzer dialysis cassettes (ThermoScientific 20,000 MWCO). The purified conjugate was found to have a DAR of 2.8 (by UV-Vis using molar extinction coefficients $\epsilon_{330\text{ nm}} = 15,484\text{ cm}^{-1}\text{M}^{-1}$ and $\epsilon_{280\text{ nm}} = 30,115\text{ cm}^{-1}\text{M}^{-1}$ for **1f**, and $\epsilon_{280\text{ nm}} = 146,000\text{ cm}^{-1}\text{M}^{-1}$ for My9-6 antibody), 91.7% monomer (by size exclusion

chromatography), <1% unconjugated free drug compound (by acetone extraction/reverse-phase HPLC) and a final protein concentration of 1.2 mg/mL.

[400] *In vitro* potency of antibody-BMPS-**1f** conjugates were measured according to general procedure described in Example 7 and the data are shown in FIGS. 34 and 35. The antibody-BMPS-**1f** conjugates have comparable potency to the antibody-SPDB-**1f** conjugates.

Example 15

[401] *In vivo* efficacy of hu FOLR1-SPDB-**1f** conjugate in KB tumor bearing nude mice:

[402] In this study, the anti-tumor activity of hu FOLR1-SPDB-**1f** was investigated in female nude mice bearing KB tumors, a human cervical carcinoma model. KB, 1×10^7 cells/mouse were subcutaneously inoculated at a volume of 0.1 mL/mouse in the area over the right shoulder of female athymic nude mice, 6 weeks of age. Six days after tumor cell inoculation mice were randomized into groups (n = 6 per group) by tumor volume. Treatment was initiated the day after randomization, and groups included a control group dosed with PBS (200 μ L/injection), or a single treatment at various doses (20 to 200 μ g/kg) of hu FOLR1-SPDB-**1f** (50 μ g/kg linked drug dose corresponded to 2.8 mg/kg antibody dose). All treatments were well tolerated with no body weight loss seen in any of the test groups. Mean tumor volume vs time is shown (FIG. 37) with the data demonstrating a dose-dependent anti-tumor activity of the hu FOLR1-SPDB-**1f** conjugate. The minimum effective dose was estimated to be <50 μ g/kg, which is about 14-fold lower than the maximum tolerated dose.

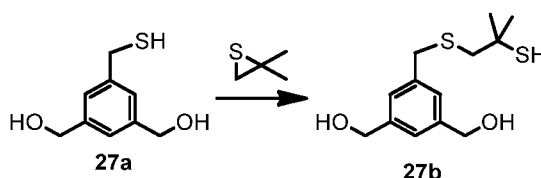
[403] Similar *in vivo* results have also been obtained using other conjugates of the invention against various other cancer models, including huMy9-6-sulfo-SPDB-**1f** in MOLM-13 tumor bearing mice (FIG. 50); huMy9-6-sulfo-SPDB-**1f** in NB4 tumor bearing mice (FIG. 51); huMy9-6-BMPS-**1f** in HL60/QC tumor bearing mice (FIG. 52); huMy9-6-BMPS-**1f** in MOLM-13 tumor bearing mice (FIG. 53); huMy9-6-Drug **2** in HL60/QC tumor bearing mice (FIG. 56); and huMy9-6-Drug **2** in MOLM-13 tumor bearing mice (FIG. 57). Note that in FIGs. 53, 54, 56, and 57, conjugates were prepared in the presence of sodium bisulfite.

[404] To compare *in vivo* efficacy of the subject conjugates prepared with or without an imine reactive group, huMy9-6-Drug **2** were formulated with or without 50 μ M

sodium bisulfite, and the conjugates were used to treat mice bearing HL60-QC tumor xenografts. The data below shows that conjugate formulated with or without 50 μ M sodium bisulfite showed comparable T/C% at $\sim$ 20 μ g/kg drug dose, indicating that the inclusion of sodium bisulfite in the conjugate preparation step does not negatively impact the *in vivo* potency of the subject conjugate.

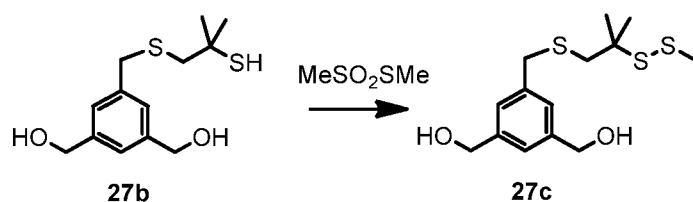
NaHSO ₃	Minimum effective dose (μ g/kg drug)	T/C %
-	18	20
+	19	16

Example 16



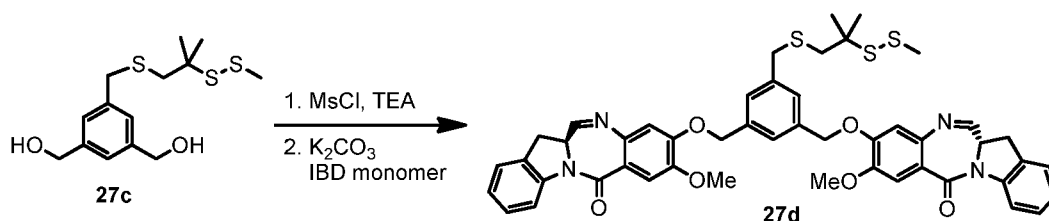
[405] *Compound 27b*:

[406] (5-((2-mercapto-2-methylpropylthio)methyl)-1,3-phenylene)dimethanol: (5-(mercaptomethyl)-1,3-phenylene)dimethanol (0.163 g, 0.885 mmol) was dissolved in methanol (3 mL) in a small vial and a stir bar was added. To this solution was added triethylamine (0.016 mL, 0.118 mmol) followed by 2,2-dimethylthiirane (0.058 mL, 0.590 mmol) and the resulting mixture was capped and stirred overnight (16 hrs) at room temperature. The reaction was then concentrated, redissolved in dichloromethane, loaded onto a silica ptlc plate (1000 micron) and the plate was developed using 10% methanol in dichloromethane. The band corresponding to the product was scraped, filtered with neat ethyl acetate, and concentrated to give (5-((2-mercapto-2-methylpropylthio)methyl)-1,3-phenylene)dimethanol (0.095 g, 0.349 mmol, 59.1 % yield). ¹H NMR (400 Hz, CDCl₃): δ 7.26 (s, 3H), 4.69 (s, 4H), 3.82 (s, 2H), 2.74 (s, 2H), 2.17 (s, 1H), 2.12 (br s, 2H), 1.43 (s, 6H); ¹³C NMR (400 Hz, CDCl₃): δ 141.6, 138.9, 126.7, 124.3, 65.0, 49.0, 45.4, 38.4, 31.5; MS (m/z), expected: 272.4, found 295.0 (M+Na). See FIG. 30.



[407] *Compound 27c:*

[408] (5-((2-methyl-2-(methylthio)propylthio)methyl)-1,3-phenylene)dimethanol: (5-((2-mercapto-2-methylpropylthio)methyl)-1,3-phenylene)dimethanol (0.120 g, 0.440 mmol) was dissolved in ethanol (5 mL) and 1.0 M potassium phosphate buffer (pH 7) (5.00 mL) and cooled in an ice bath (a ppt formed but it was ignored). S-methyl methanesulfonothioate (0.083 mL, 0.881 mmol) was added and the mixture stirred overnight with gradual (over 30 minutes) warming to room temperature. The reaction was diluted with dichloromethane and the organic layer was removed, washed with water, dried over anhydrous sodium sulfate, and concentrated in vacuo. The residue was dissolved in dichloromethane and loaded onto a 500 micron ptlc plate and developed with 66% ethyl acetate in hexane. The band corresponding to the product was scraped, filtered using ethyl acetate, and concentrated to give (5-((2-methyl-2-(methylthio)propylthio)methyl)-1,3-phenylene)dimethanol (0.091 g, 0.286 mmol, 64.9 % yield). ^1H NMR (400 Hz, CDCl_3): δ 7.27 (s, 3H), 4.71 (s, 4H), 3.78 (s, 2H), 2.77 (s, 2H), 2.41 (s, 3H), 1.94 (br s, 2H), 1.38 (s, 6H); ^{13}C NMR (400 Hz, CDCl_3): δ 141.6, 139.0, 126.7, 124.2, 65.0, 51.8, 44.0, 38.2, 26.7, 25.3; MS (m/z), expected: 341.5, found 341.1 (M+Na). See FIG. 30.

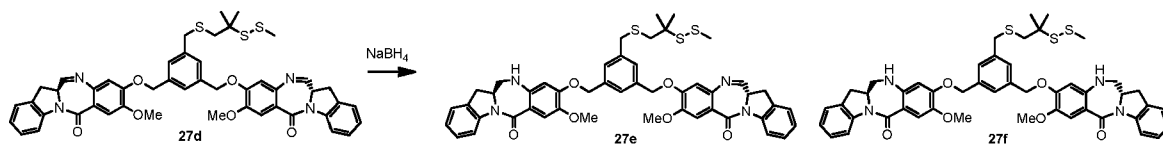


[409] *Compound 27d:*

[410] (5-((2-methyl-2-(methylthio)propylthio)methyl)-1,3-phenylene)dimethanol (80 mg, 0.251 mmol) in anhydrous dichloromethane (1.75 mL) was cooled to -5 °C in a brine/ice bath. Triethylamine (105 μL , 0.753 mmol) was added followed by the addition of methanesulfonyl chloride (50.7 μL , 0.653 mmol) at -5 °C. The reaction was stirred at -5 °C for one hour after which it was diluted with cold ethyl acetate and ice was added. The mixture was transferred to a separatory funnel and extracted with cold ethyl acetate. The organic extracts were washed with ice water and then dried with anhydrous magnesium and sodium sulfate, filtered and concentrated under reduced pressure. The

resulting (5-((2-methyl-2-(methylthio)propylthio)methyl)-1,3-phenylene)bis(methylene)dimethanesulfonate was used without further purification.

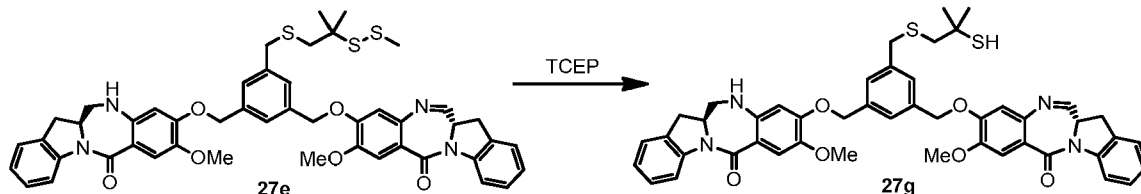
[411] IBD monomer (177 mg, 0.602 mmol) in anhydrous N, N-dimethylformamide (1.75 mL) was added to (5-((2-methyl-2-(methylthio)propylthio)methyl)-1,3-phenylene)bis(methylene) dimethanesulfonate (119 mg, 0.251 mmol) at ambient temperature. Potassium carbonate (173 mg, 1.253 mmol) was added and the reaction was allowed to stir at ambient temperature for 20 hours. The reaction mixture was quenched with water and extracted with dichloromethane. The extracts were washed with brine and then dried with anhydrous sodium sulfate, filtered and concentrated on high vacuum. The crude product was purified by flash silica gel chromatography (neat DCM $\rightarrow$ 2% MeOH/DCM). Fractions containing product were combined, concentrated and purified by semi-prep RP-HPLC (C18, A=DI water B=ACN, 20mL/min). Fractions containing desired product were combined, extracted with dichloromethane, dried with anhydrous magnesium sulfate, filtered and concentrated to yield the desired product (46mg, 21%). ^1H NMR (400 Hz, CDCl_3): δ 8.19 (d, J = 8.0 Hz, 2H), 7.77 (m, d, J = 4.4 Hz, 2H), 7.50 (s, 2H), 7.34 (s, 1H), 7.31 (s, 2H), 7.19 (m, 4H), 7.03 (t, J = 7.2, 7.6 Hz, 2H), 6.77 (s, 2H), 5.14 (m, 4H), 4.40 (m, 2H), 3.91 (s, 6H), 3.70 (m, 2H), 3.63 (m, 2H), 3.41 (m, 2H), 2.65 (s, 2H), 2.29 (s, 3H), 1.26 (s, 6H). MS (m/z), Calcd. 893.2 ($\text{M} + \text{Na}$) $^+$; found 893.2 ($\text{M} + \text{Na}$) $^+$, 911.2 ($\text{M} + \text{H}_2\text{O} + \text{Na}$) $^+$, 929.2 ($\text{M} + 2\text{H}_2\text{O} + \text{Na}$) $^+$, 945.1 ($\text{M} + 2\text{H}_2\text{O} + \text{K}$) $^+$. See FIG. 30.



[412] *Compound 27e and 27f:*

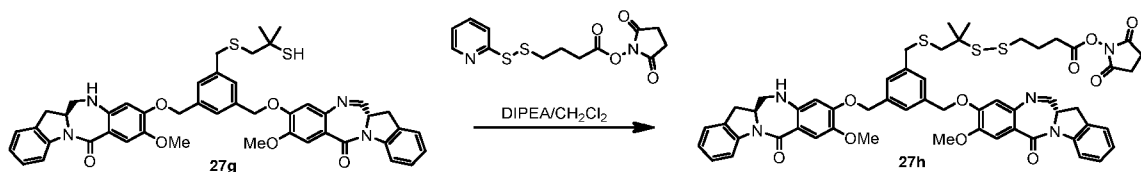
[413] To a cooled solution (0 °C) of **27d** (50 mg, 0.057 mmol) in anhydrous dichloromethane (225 μL) and ethanol (450 μL) was added sodium borohydride (0.651 mg, 0.017 mmol). The reaction was stirred for five minutes at 0 °C and then at ambient temperature for 2.5 hrs. The reaction mixture was cooled to 0 °C, quenched with saturated ammonium chloride, and extracted with dichloromethane. The organic extracts were washed with brine, dried over anhydrous sodium sulfate, filtered through Celite and concentrated. The crude material was purified by semi-prep RP-HPLC (C18, A=DI water B=ACN, 20mL/min). Fractions containing desired product were combined, extracted with dichloromethane, dried with anhydrous magnesium sulfate, filtered and

concentrated to yield the mono reduced amine **27e** (11mg, 22%) MS (m/z), Calcd. 895.3 (M+Na)⁺ found 895.2 (M + Na)⁺, 913.2 (M + H₂O + Na)⁺, 929.2 (M + H₂O + K)⁺ and the di-reduced amine 27f (5mg, 10%) MS (m/z), Calcd. 897.3 (M+Na)⁺, found 897.3 (M + Na)⁺. See FIG. 30.



[414] *Compound 27g:*

[415] To a stirred solution of **27e** (10 mg, 0.011 mmol) in methanol (733 μ L) and acetonitrile (880 μ L) was added tris(2-Carboxyethyl) phosphine hydrochloride (9.85 mg, 0.034 mmol) in buffer 6.5 (147 μ L). The mixture stirred at 3 hours at ambient temperature. The reaction was diluted with dichloromethane. Water was added and the layers were separated. The organic layer was washed with brine, dried with anhydrous sodium sulfate, filtered and concentrated under reduced pressure to give compound **27g** (9mg, 95%). MS (m/z), Calcd. 849.3 (M+Na)⁺; found 849.2 (M + Na)⁺, 867.2 (M + K)⁺. See FIG. 30.

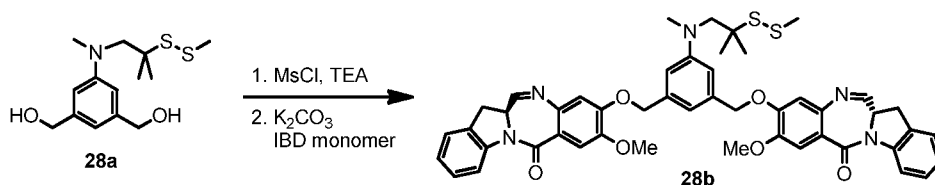


[416] *Compound 27h:*

[417] To a stirred solution of **27g** (9 mg, 10.88 μ mol) and 2,5-dioxopyrrolidin-1-yl 4-(pyridin-2-yl)disulfanylbutanoate (9.3mg, 0.023 mmol) in anhydrous dichloromethane (0.4 mL) was added anhydrous diisopropylethylamine (9 μ L, 0.054 mmol) and the reaction was stirred at room temperature overnight. The mixture was quenched with saturated ammonium chloride solution and extracted with dichloromethane. The extracts were washed with brine, dried with anhydrous sodium sulfate and concentrated under reduced pressure. The residue was purified by preparative reverse phase HPLC (C18 column, CH₃CN/H₂O). The fractions containing product were combined, extracted with dichloromethane and evaporated to give compound **27h** (5mg, 44%). MS (m/z), Calcd. 1064.3 (M + Na)⁺; found 1064.1 (M + Na)⁺, 1082.1 (M + H₂O + Na)⁺, 1098.1 (M

+ H₂O + K)⁺. See FIG. 30.

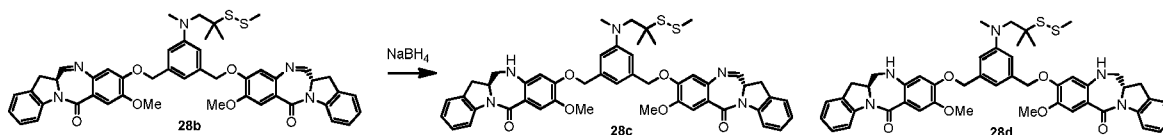
Example 17



[418] *Compound 28b:*

[419] (5-(methyl(2-methyl-2-(methylthio)propyl)amino)-1,3-phenylene)dimethanol (52 mg, 0.172 mmol) was dissolved in anhydrous dichloromethane (1.7 mL) and cooled to -5 in an acetone/ice bath. First, triethylamine (0.120 mL, 0.862 mmol) was added followed by methanesulfonyl chloride (0.040 mL, 0.517 mmol). The mixture was stirred in the bath for 1 hour. The reaction was then diluted with cold ethyl acetate and washed with cold water three times and then dried over anhydrous magnesium sulfate. The dimesylate was filtered, concentrated in vacuo, and placed under high vacuum until completely dry. The product was used as is directly in the next step.

[420] IBD monomer (115 mg, 0.39 mmol) in anhydrous N,N-dimethylformamide (1.5 mL) was added to (5-(methyl(2-methyl-2-(methylthio)propyl)amino)-1,3-phenylene)bis(methylene) dimethanesulfonate (72 mg, 0.156 mmol) at ambient temperature. Potassium carbonate (108 mg, 0.780 mmol) was added and the reaction was allowed to stir at ambient temperature for 20 hours. Water (10mL) was added directly to the mixture with stirring resulting in the formation of a white precipitate. The mixture was filtered and the solids were washed with additional portions of water. The solid was then dissolved in dichloromethane, extracted with water, the organic layer was then dried over anhydrous sodium sulfate, filtered, and concentrated in vacuo to give compound **28b** (104 mg, 78%) which was used in the next step without further treatment. MS (m/z), found 912.1 (M + 2H₂O + Na). See FIG. 31.

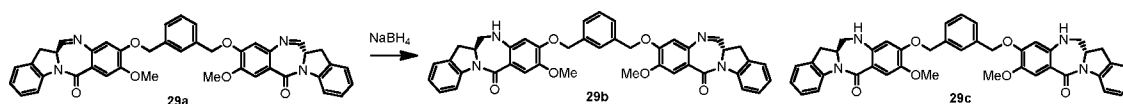


[421] *Compound 28c and 28d:*

[422] Compound **28b** (55 mg, 0.064 mmol) was dissolved in an anhydrous mixture of

dichloromethane (0.4mL) and ethanol (0.8 mL) and cooled to 0 °C in an ice bath. A sodium borohydride (0.731 mg, 0.019 mmol) solution dissolved in ethanol (100 µl) was then added and the mixture was stirred for 5 minutes and the ice bath was removed. The reaction was allowed to stir for 2 hours, quenched at low temperature by adding saturated ammonium chloride and dichloromethane, separated and the organic layer was washed with brine, dried over anhydrous sodium sulfate, filtered, and concentrated in vacuo. The residue was purified by semi-prep RP-HPLC (C18, A=DI water B=ACN, 20mL/min). The fractions containing the desired products were extracted with dichloromethane and concentrated to give the mono-imine **28c** (19 mg, 32%) MS (m/z), expected: 855.1, found: 896.2 (M + H₂O + Na) and the di-reduced amine **28d** (22 mg, 38%) MS (m/z), expected: 857.1, found: 880.2 (M + Na)⁺. See FIG. 31.

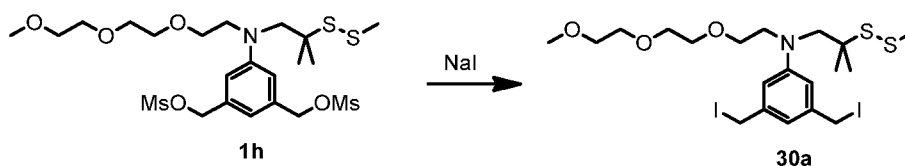
Example 18



[423] Compound **29b** and **29c**:

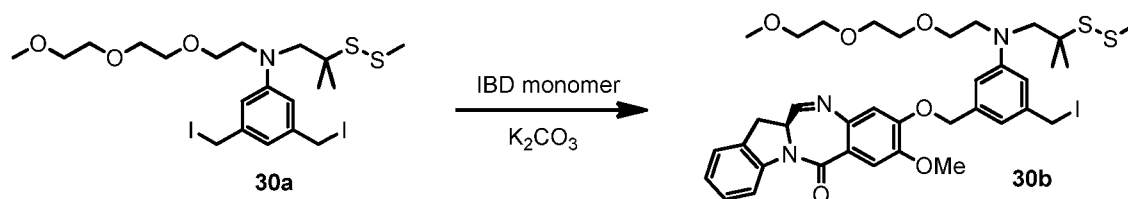
[424] Compound **29a** (60 mg, 0.043 mmol) was dissolved in an anhydrous mixture of dichloromethane (0.25mL) and ethanol (0.5 mL) and cooled to 0 °C in an ice bath. A sodium borohydride (0.493 mg, 0.013 mmol) solution dissolved in ethanol (50 µL) was then added and the mixture was stirred for 5 minutes and the ice bath was removed. The reaction was allowed to stir for 3 hours, quenched at low temperature by adding saturated ammonium chloride and dichloromethane, separated and the organic layer was washed with brine, dried over anhydrous sodium sulfate, filtered, and concentrated in vacuo. The residue was purified by semi-prep RP-HPLC (C18, A=DI water B=ACN, 20mL/min). The fractions containing the desired products were extracted with dichloromethane and concentrated to give the mono-imine **29b** (20 mg, 33%) MS (m/z), expected: 715.7, found: 715.2 (M + Na)⁺, 733.2 (M + H₂O + Na)⁺, 749.2 (M + H₂O + K)⁺ and the di-reduced amine **29c** (12 mg, 20%) MS (m/z), expected: 694.7, found: 717.2 (M + Na)⁺. See FIG. 32.

Example 19



[425] *Compound 30a:*

[426] (5-((2-(2-(2-methoxyethoxy)ethoxy)ethyl)(2-methyl-2-(methylthio)ethyl)amino)-1,3-phenylenebis(methylene) dimethanesulfonate (0.566 g, 0.960 mmol) was dissolved in acetone (30 mL) and a solution of sodium iodide (0.544 g, 3.63 mmol) dissolved in acetone (2 mL) was added with vigorous stirring. The reaction was monitored by TLC (50% ethyl acetate in hexane) and after 2 hours the reaction was filtered, concentrated in vacuo and dichloromethane was added to the residue. The solid salt left behind was filtered, the filtrate was concentrated and the resulting residue was purified on silica gel using a 3:5:2 mixture of ethyl acetate:hexane:dichloromethane to give 3,5-bis(iodomethyl)-N-(2-(2-(2-methoxyethoxy)ethoxy)ethyl)-N-(2-methyl-2-(methylthio)ethyl)aniline (0.505 g, 0.773 mmol, 74.5 % yield) as a yellow oil. ^1H NMR (400 Hz, CDCl_3): δ 6.75 (s, 2H), 6.73 (s, 1H), 4.38 (s, 4H), 3.63 (m, 14H), 3.40 (s, 3H), 2.50 (s, 3H), 1.38 (s, 6H); ^{13}C NMR (400 Hz, CDCl_3): δ 148.7, 140.3, 117.3, 113.4, 71.9, 70.7, 70.6, 67.2, 59.8, 59.1, 53.5, 53.4, 51.8, 26.5, 25.6, 6.11; MS (m/z), Calcd 676.0 ($\text{M} + \text{Na}^+$); found 675.8 ($\text{M} + \text{Na}^+$). See FIG. 33.



[427] *Compound 30b:*

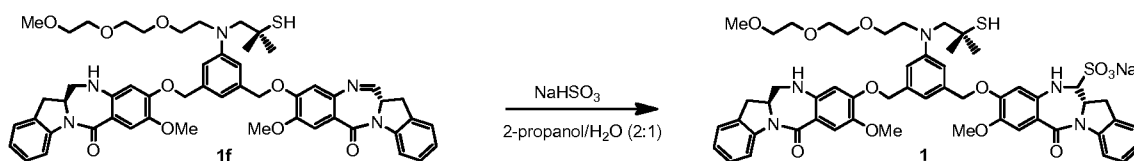
[428] IBD Monomer (0.060 g, 0.204 mmol) was dissolved in acetone (4 mL) in a small vial, a stir bar was added, followed by 3,5-bis(iodomethyl)-N-(2-(2-(2-methoxyethoxy)ethoxy)ethyl)-N-(2-methyl-2-(methylthio)ethyl)aniline (0.167 g, 0.255 mmol) and potassium carbonate (0.070 g, 0.510 mmol). The vial was capped and stirred at room temperature overnight. The solids were filtered off and the filtrate was concentrated. The residue was dissolved in dichloromethane, extracted with water, and the organic layer was dried over anhydrous sodium sulfate, filtered, and concentrated in vacuo to give 108 mg of crude material. The crude material was purified on silica gel

using 30% ethyl acetate to remove the di-iodo starting material followed by 10% methanol in dichloromethane to give the desired product **30b** (21 mg, 0.026 mmol, 13%). MS (m/z), expected: 819.1, found: 858.0 (M + K)⁺, 890.0 (M + CH₃OH + K)⁺. See FIG. 33.

[429] *Compound 1d*:

[430] The reduced monomer **3b** (4.16 mg, 0.014 mmol) was dissolved in acetone (2 ml) in a small vial, a stir bar was added, followed by **30b** (10 mg, 0.012 mmol) and potassium carbonate (4.21 mg, 0.030 mmol). The vial was capped and stirred at room temperature overnight. The reaction was concentrated to remove the acetone and then redissolved in dichloromethane, extracted with water, dried over anhydrous sodium sulfate, filtered, and concentrated in vacuo. The residue was purified by reverse phase C18 HPLC to get **1d** (2.1 mg, 2.125 μmol, 17.42 % yield). MS (m/z): found 1010.4 (M + Na)⁺, 1028.4 (M + H₂O + Na)⁺. See FIG. 33.

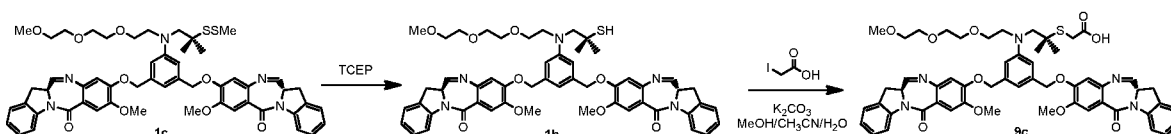
Example 20 Synthesis of Compound 1



[431] *Compound 1*:

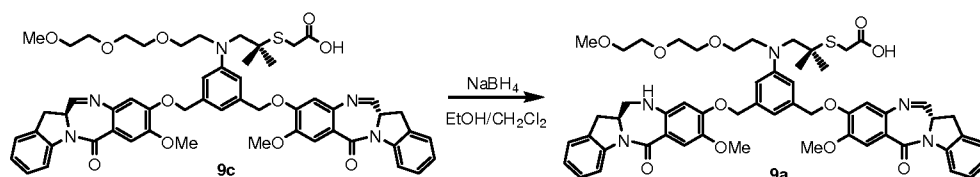
[432] To a stirred suspension of **1f** (226 mg, 0.24 mmol) in IPA (20 mL) and deionized water (10 mL) was added sodium bisulphite (50 mg, 0.48 mmol). The mixture was stirred vigorously at rt for 2 hours. It was frozen with dry ice/acetone and lyophilized. The obtained white fluffy solid was dissolved in CH₃CN/H₂O and purified by reverse phase HPLC (C18 column, CH₃CN/H₂O). The fractions containing the desired product were combined and frozen with dry ice/acetone and lyophilized to give the desired compound **1** as white fluffy solid (179.6 mg, 5 = 71.6%). MS (m/z): found 1022.0 (M – H)[–]. See FIG. 38.

Example 21 Synthesis of Compound 9c



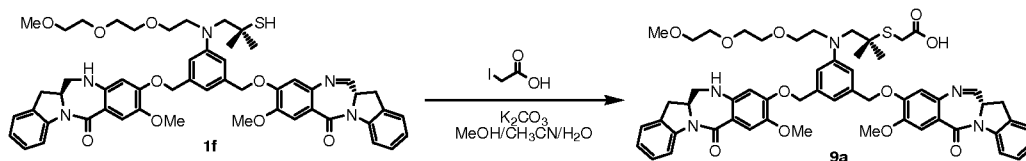
[433] *Compound 9c*:

[434] To a stirred solution of **1c** (60 mg, 0.061 mmol) in CH₃CN (3 mL) was added freshly prepared TCEP solution (49 mg, 0.17 mmol of TCEP HCl salt was neutralized with saturated sodium bicarbonate to pH ~6.5 then diluted with 0.5 mL of pH 6.5 phosphate buffer) at room temperature. MeOH (2.5 mL) was added and the mixture was stirred at room temperature for 3 hours. The reaction mixture was diluted with dichloromethane and deionized water, separated and the organic layer was washed with brine, dried over anhydrous Na₂SO₄ and filtered. The filtrate was stripped and high vacuumed to give 60 mg of **1h** as light yellowish foam. MS (m/z): found 940.1 (M + H)⁺. It was dissolved in methanol (1.0 mL) and CH₃CN (1.4 mL) followed by addition of iodoacetic acid (24 mg, 0.13 mmol), deionized water (0.1 mL) and potassium carbonate (27 mg, 0.19 mmol). The mixture was stirred at rt overnight (monitored by LCMS). It was quenched with saturated ammonium chloride to make the solution acidic then diluted with dichloromethane, separated and washed with brine, dried over anhydrous Na₂SO₄, filtered and stripped to give compound **9c** (57.8 mg, y = 91%) which was directly used for next step without purification. MS (m/z): found 998.1 (M + H)⁺. See FIG. 12A.



[435] *Compound 9a:*

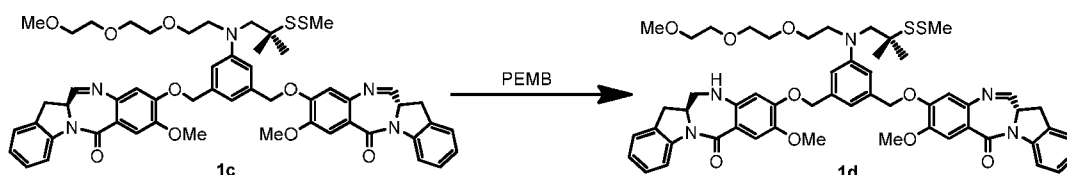
[436] To a stirred solution of compound **9c** (57.8 mg, 0.058 mmol) in anhydrous dichloromethane (0.2 mL) and absolute ethanol (0.6 mL) was added NaBH₄ (2.5 mg, 0.066 mmol) at 0 °C. The ice bath was removed and the mixture was stirred at room temperature for 3 hours and then quenched with saturated ammonium chloride, diluted with dichloromethane, separated and the organic layer was washed with brine, dried over anhydrous Na₂SO₄ and filtered through celite and stripped. The residue was purified by reverse phase HPLC (C18 column, CH₃CN/H₂O). The product fractions were extracted with dichloromethane and stripped to give compound **9a** (13.0 mg, y = 22%). MS (m/z): found 1000.0 (M + H)⁺, 1015.9 (M + H₂O - H)⁻. See FIG. 12A.



[437] *Compound 9a*:

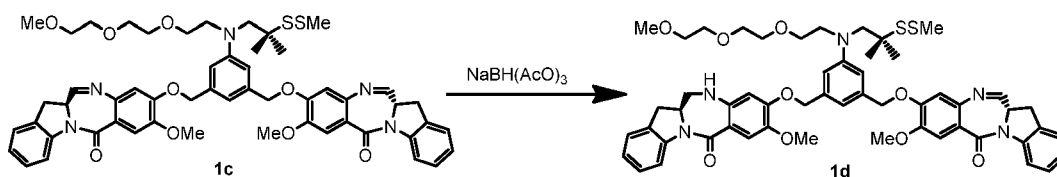
[438] To a solution of the free thiol **1f** (45 mg, 0.048 mmol) and iodoacetic acid (18 mg, 0.096 mmol) in methanol (1.0 mL) and CH₃CN (1.4 mL) was added deionized water (0.1 mL) and potassium carbonate (20 mg, 0.14 mmol). The mixture was stirred at rt overnight (monitored by LCMS). It was quenched with saturated ammonium chloride to make the solution acidic then diluted with dichloromethane, separated and washed with brine, dried over anhydrous Na₂SO₄, filtered and stripped. The residue was purified by preparative reverse phase HPLC (C18, CH₃CN/H₂O). The pure product fractions (based on MS) were extracted with dichloromethane, stripped to give the desired acid **9a** (18 mg, y = 38%). MS (m/z): found 1000.1 (M + H)⁺. See FIG. 12B.

Example 22 Synthesis of Compound 1d



[439] *Compound 1d*:

[440] To a stirred solution of compound **1c** (178 mg, 0.18 mmol) in anhydrous dichloromethane (1.2 mL) and absolute ethanol or anhydrous methanol (0.1 mL) was added 5-ethyl-2-methylpyridine borane (PEMB, 0.017 mL, 0.11 mmol) dropwise. The mixture was stirred at rt for 1 hour and quenched with 88% formic acid. It was basified with saturated NaHCO₃ and diluted with dichloromethane, separated and the organic layer was washed with brine, dried over anhydrous Na₂SO₄ and filtered through celite and stripped. The residue was dissolved in CH₃CN/H₂O/88% HCOOH (5:1:0.05) and purified by reverse phase HPLC (C18, CH₃CN/H₂O). The fractions that contained pure product were extracted with dichloromethane and stripped to give compound **1d** (56 mg, y = 31%). MS (m/z): found 988.1 (M + H)⁺. See FIG. 39.

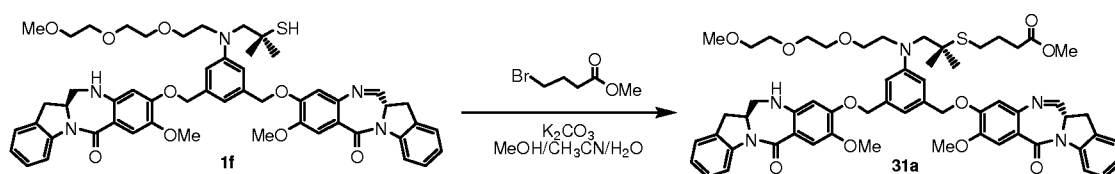


[441] *Compound 1d*:

[442] To a stirred solution of compound **1c** (71 mg, 0.072 mmol) in anhydrous 1,2-

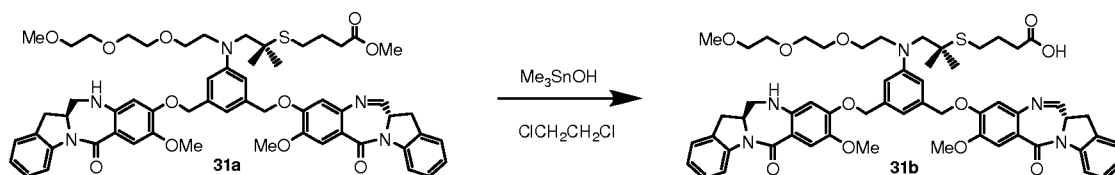
dichloroethane (0.8 mL) was added sodium triacetoxyborohydride (14 mg, 0.65 mmol). The mixture was stirred at rt for 2 hours and quenched with saturated NaHCO₃ and diluted with dichloromethane, separated and the organic layer was washed with brine, dried over anhydrous Na₂SO₄ and filtered through celite and stripped. The residue was dissolved in CH₃CN/H₂O/88% HCOOH (5:1:0.05) and purified by reverse phase HPLC (C18, CH₃CN/H₂O). The fractions that contained pure product were extracted with dichloromethane and stripped to give compound **1d** (17 mg, y = 24%). MS (m/z): found 988.1 (M + H)⁺. Unreacted starting material **1c** was also recovered (24 mg, y = 34%). See FIG. 40.

Example 23 Synthesis of Compound 31c



[443] **Compound 31a:**

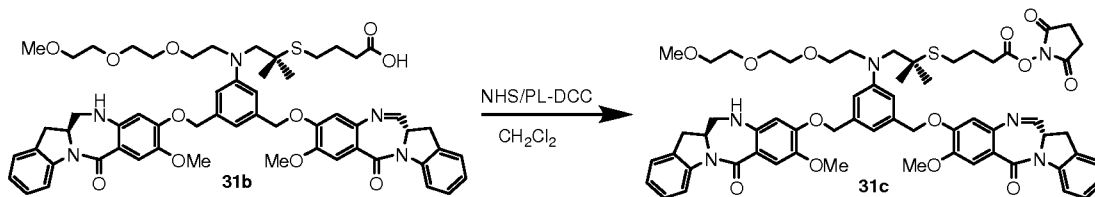
[444] To a solution of compound **1f** (57.8 mg, 0.061 mmol) and methyl 4-bromobutyrate (22 mg, 0.12 mmol) in methanol (1.0 mL) and CH₃CN (1.0 mL) was added deionized water (0.1 mL) and potassium carbonate (17 mg, 0.12 mmol). The mixture was stirred at rt overnight then quenched with saturated ammonium chloride and diluted with dichloromethane, separated and washed with brine, dried over anhydrous Na₂SO₄, filtered and stripped. The residue was purified by preparative reverse phase HPLC (C18, CH₃CN/H₂O) to give the desired product **31a** (14 mg, y = 22%) as yellowish foam. MS (m/z): found 1042.1 (M + H)⁺. See FIG. 41.



[445] **Compound 31b:**

[446] To a solution of the methyl ester **31a** (14 mg, 0.013 mmol) in anhydrous 1,2-dichloroethane (1.5 mL) was added trimethyltin hydroxide (36 mg, 0.2 mmol). The mixture was stirred overnight in a 80 °C oil bath until starting material was completely consumed. It was cooled to room temperature, diluted with dichloromethane, washed with brine/drops 5% HCl and brine, dried and filtered. The filtrate was stripped and purified with silica gel chromatography (dichloromethane/MeOH) to give acid **31b** as

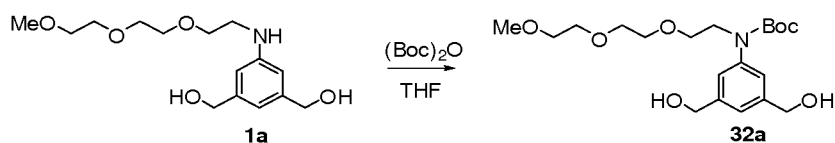
yellowish solid (10.2 mg, $y = 74\%$). MS (m/z): found 1028.2 ($M + H$)⁺, 1044.1 ($M + H_2O - H$)⁻. See FIG. 41.



[447] **Compound 31c:**

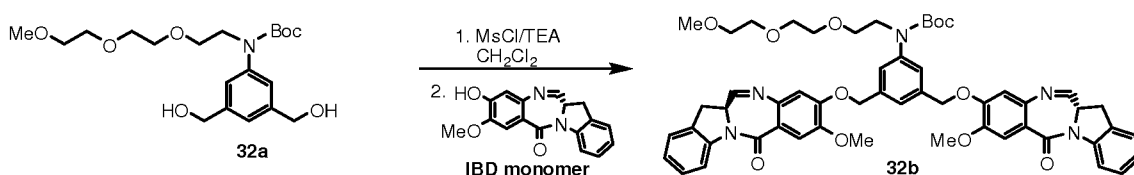
[448] To a solution of acid **31b** (10.2 mg, 0.0099 mmol) in anhydrous dichloromethane (0.5 mL) was added N-hydroxysuccinimide (3.4 mg, 0.03 mmol) and PL-DCC (26 mg, 0.04 mmol, 1.55 mmol/g). The mixture was stirred at room temperature overnight and filtered to remove the resin. The resin was washed with dichloromethane then ethyl acetate. The filtrate was stripped and the residue was purified by reverse phase HPLC (C18, CH₃CN/H₂O). The fractions containing product were combined and lyophilized to give NHS ester **31c** as white solid (3.6 mg, $y = 32\%$). MS (m/z): found 1125.1 ($M + H$)⁺. See FIG. 41.

Example 24 Synthesis of Compound 32c



[449] **Compound 32a:**

[450] To a stirred solution of the aniline **1a** (339 mg, 1.1 mmol) in anhydrous tetrahydrofuran (4.0 mL) was added Boc anhydride (272 mg, 1.2 mmol). The mixture was continued to be stirred at room temperature for three days. The reaction mixture was concentrated under reduced pressure and the residue was purified by silica gel chromatography (CH₂Cl₂/MeOH) to give compound **32a** (405 mg, $y = 90\%$) as colorless oil. ¹H NMR (400 Hz, CDCl₃): δ 7.00 (s, 2H), 6.97 (s, 1H), 4.38 (s, 4H), 4.12 (s, 2H), 3.64 (t, $J = 5.6$ Hz, 2H), 3.48-3.44 (m, 8H), 3.40-3.38 (m, 2H), 3.21 (s, 3H), 1.31 (s, 9H); ¹³C NMR (400 Hz, CDCl₃): δ 154.65, 142.3, 142.1, 124.1, 122.7, 80.2, 71.6, 70.3, 70.1, 69.9, 68.5, 63.9, 58.65, 49.4, 28.1. See FIG. 42.



as a light yellowish solid. MS (m/z): found 954.2 (M + H)⁺. See FIG. 42.

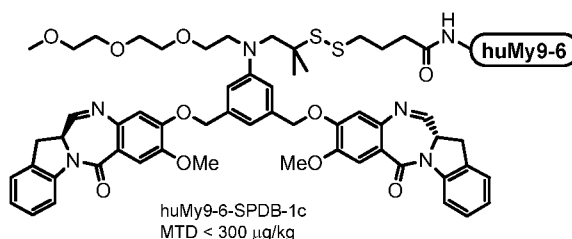
Example 25

[455] The tolerability of huMy9-6 conjugates was investigated in female CD-1 mice. Animals were observed for seven days prior to study initiation and found to be free of disease or illness. The mice were administered a single *i.v.* injection of the conjugate and the animals were monitored daily for body weight loss, morbidity or mortality. Table 10 shows that the huMy9-6-SPDB-**1c** di-imine disulfide containing conjugate was tolerated at a dose of less than 300 µg/kg. In contrast, the mono-imine disulfide conjugates huMy9-6-SPDB-**1f** and huMy9-6-sulfo-SPDB-**1f** were found to be better tolerated with a maximum tolerated dose of >729 µg/kg and <750 µg/kg respectively.

Table 10. Tolerability comparison data for (A) huMy9-6-SPDB-**1c**, (B) huMy9-6-SPDB-**1f**, (C) huMy9-6-sulfo-SPDB-**1f**, and (D) huMy9-6-BMPS-**1f** conjugates.

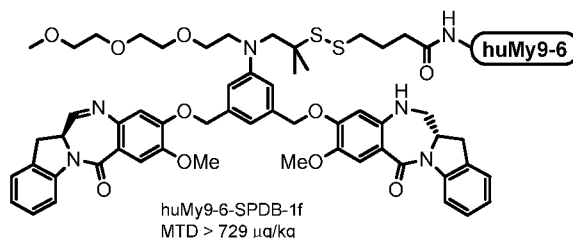
A)

Dose (µg/kg)	% Survival
100	100
300	50
500	0
700	0



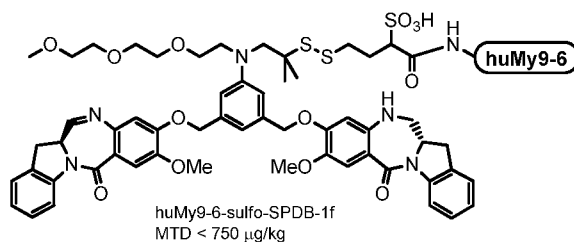
B)

Dose (µg/kg)	% Survival
405	100
567	100
729	100



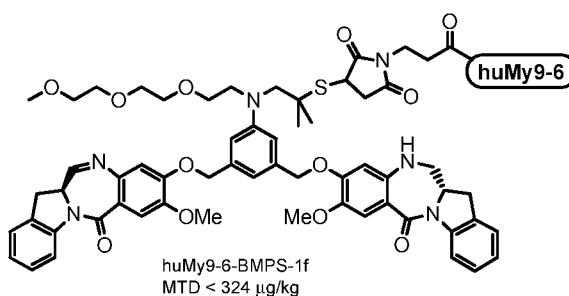
C)

Dose ($\mu\text{g/kg}$)	% Survival
450	100
600	100
750	88
900	50

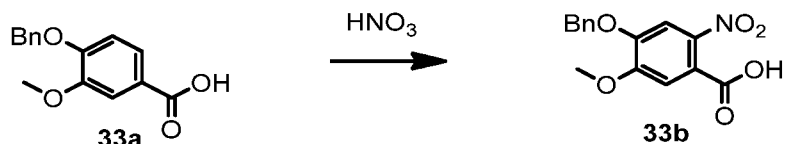


D)

Dose ($\mu\text{g/kg}$)	% Survival
100	100
200	100
284	100
324	83
405	50



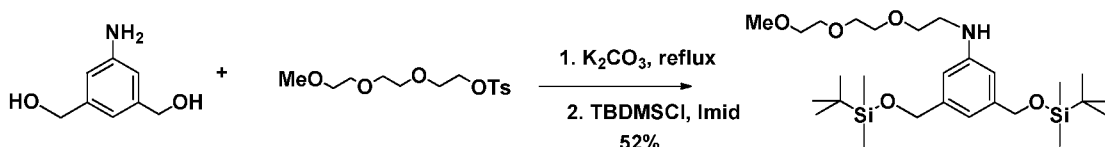
Example 26

[456] Compound **33b**:

[457] Compound **33a** (20g, 77 mmol) was added as a thick suspension in anhydrous dichloromethane (100 mL) and was cooled to 0 °C. Acetic acid (191mL) was added, resulting in a clear solution which stirred at 0 °C until cool. Nitric acid (26mL, 581 mmol) was added slowly dropwise through an addition funnel. The ice bath was removed and the solution continued to stir at room temperature. After 3 hours, the reaction was diluted with deionized water and extracted with dichloromethane. The organic layer was washed with brine, dried over anhydrous magnesium sulfate and the filtrate concentrated in vacuo. The crude residue was recrystallized using ethyl acetate and hexanes. The solid was filtered and washed with hexanes to give compound **33b** as a yellow fluffy solid (13.8g, y = 59%). ^1H NMR (400 Hz, CDCl_3): δ 7.48-7.43 (m, 6H),

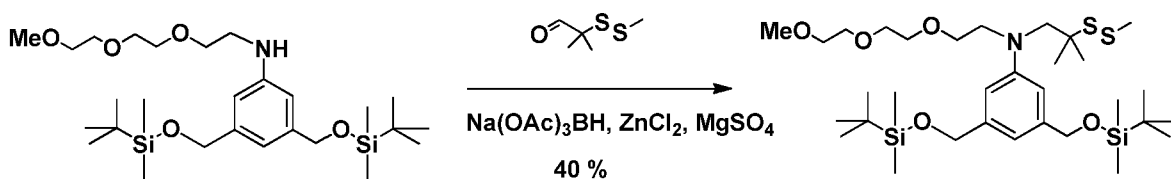
7.25 (s, 1H), 5.25 (s, 2H), 4.02 (s, 3H), MS (m/z): 326.1 (M + Na)⁺. See Figure 45.

Example 27



[458] 3,5-bis(((*tert*-butyldimethylsilyl)oxy)methyl)-*N*-(2-(2-(2-methoxyethoxy)ethoxy)ethyl)aniline:

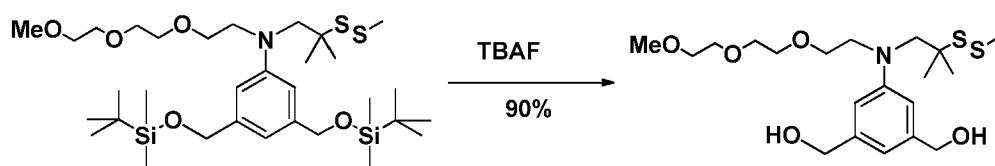
[459] A mixture of (5-amino-1,3-phenylene)dimethanol (11.78 g, 77 mmol), 2-(2-(2-methoxyethoxy)ethoxy)ethyl 4-methylbenzenesulfonate (15.3 g, 48.1 mmol), and potassium carbonate (13.28 g, 96 mmol) in DMF (96 ml) was refluxed for 20 hours. The reaction was cooled to ambient temperature and diluted with dichloromethane. The mixture was filtered through celite and concentrated *in vacuo*. The resulting orange oil was dissolved in dichloromethane (240 ml) and *t*-butyldimethylsilyl chloride (18.09 g, 120 mmol) and imidazole (9.80 g, 144 mmol) were added. The reaction was stirred at ambient temperature for 20 hours upon which it was diluted with dichloromethane and filtered through celite. Purification by silica gel chromatography (EtOAc/Hex) yielded 3,5-bis(((*tert*-butyldimethylsilyl)oxy)methyl)-*N*-(2-(2-(2-methoxyethoxy)ethoxy)ethyl)aniline (13g, 52%). ¹H NMR (400 Hz, CDCl₃): δ6.52 (s, 1H), 6.40 (s, 2H), 4.56 (s, 4H), 3.60 (t, 2H, J = 5.2 Hz), 3.56 (m, 6H), 3.46 (m, 2H), 3.29 (s, 3H), 3.20 (t, 2H, J = 5.2 Hz), 0.84 (s, 18H), 0.00 (s, 12H). MS (m/z): found 550.1 (M + Na)⁺. See FIG. 46.



[460] 3,5-bis(((*tert*-butyldimethylsilyl)oxy)methyl)-*N*-(2-(2-(2-methoxyethoxy)ethoxy)ethyl)-*N*-(2-methyl-2-(methylthio)propyl)aniline:

[461] To a solution of 3,5-bis(((*tert*-butyldimethylsilyl)oxy)methyl)-*N*-(2-(2-(2-methoxyethoxy)ethoxy)ethyl)aniline (6.7 g, 12.69 mmol) in anhydrous 1,2-dichloroethane (50 ml) was added 2-(methylthio)isobutyraldehyde (2.74 ml, 19.04 mmol), sodium triacetoxymethylborohydride (2.8g, 1eq), zinc(II) chloride (0.865 g, 6.35 mmol) and magnesium sulfate (2.292 g, 19.04 mmol). The mixture was stirred for five hours at

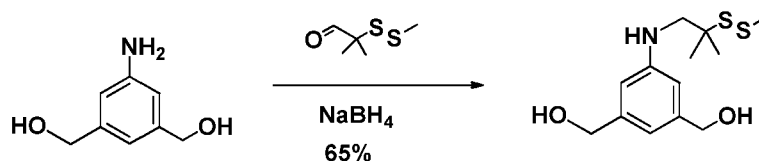
ambient temperature. Sodium triacetoxymethylborohydride (2.8g, 1eq) was added. The reaction continued to stir at ambient temperature for 20 hours. The mixture was filtered through celite rinsing with dichloromethane and concentrated under reduced pressure then extracted with ethyl acetate and water. The organic extracts were washed with brine, dried over magnesium sulfate, filtered, concentrated and purified by combiflash (EtOAc/Hex) to give 3,5-bis(((tert-butyldimethylsilyl)oxy)methyl)-N-(2-(2-(2-methoxyethoxy)ethoxy)ethyl)-N-(2-methyl-2-(methylthio)ethyl)propyl)aniline (3.5g, 40%). ^1H NMR (400 Hz, CDCl_3): δ 6.73 (s, 2H), 6.59 (s, 1H), 4.56 (s, 4H), 3.65-3.51 (m, 14H), 3.30 (s, 3H), 2.38 (s, 3H), 1.28 (s, 6H), 0.84 (s, 18H), 0.00 (s, 12H). MS (m/z): found 684.2 ($\text{M} + \text{Na}$) $^+$. See FIG. 46.



[462] (5-((2-(2-(2-methoxyethoxy)ethoxy)ethyl)(2-methyl-2-(methylthio)ethyl)amino)-1,3-phenylene)dimethanol (**1b**):

[463] Tetrabutylammonium fluoride (1M in THF) (10.57 ml, 10.57 mmol) was added dropwise to stirring solution of 3,5-bis(((tert-butyldimethylsilyl)oxy)methyl)-N-(2-(2-(2-methoxyethoxy)ethoxy)ethyl)-N-(2-methyl-2-(methylthio)ethyl)propyl)aniline (3.5 g, 5.29 mmol) in anhydrous THF (65 ml) at 0 °C in an ice bath. Following addition the mixture was stirred at ambient temperature for two hours. The mixture was quenched with saturated ammonium chloride and extracted with ethyl acetate. The extracts were washed with water and brine, dried with magnesium sulfate, filtered and concentrated under reduced pressure. Purification by silica gel chromatography (MeOH/DCM) yielded (5-((2-(2-(2-methoxyethoxy)ethoxy)ethyl)(2-methyl-2-(methylthio)ethyl)amino)-1,3-phenylene)dimethanol (2g, 87%). ^1H NMR (400 Hz, CDCl_3): δ 6.76 (s, 2H), 6.63 (s, 1H), 4.55 (s, 4H), 3.65-3.51 (m, 14H), 3.35 (s, 3H), 2.44 (s, 3H), 1.33 (s, 6H); ^{13}C NMR (400 Hz, CDCl_3): δ 149.0, 142.35, 114.0, 111.1, 71.98, 70.7, 70.6, 70.5, 67.6, 65.5, 59.75, 59.1, 53.9, 51.9, 26.6, 25.7, 20.75; MS (m/z): found 456.2 ($\text{M} + \text{Na}$) $^+$. See FIG. 46.

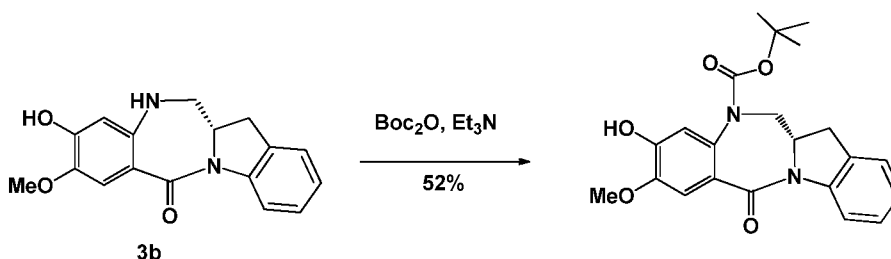
Example 28



[464] (5-(2-methyl-2-(methylthio)propylamino)-1,3-phenylene)dimethanol:

[465] (5-amino-1,3-phenylene)dimethanol (2.5 g, 16.32 mmol) and 2-(methylthio)isobutyraldehyde (2.347 ml, 16.32 mmol) were stirred at ambient temperature in absolute ethanol (82 ml) until completely dissolved (3 hours). The mixture was cooled to 0 °C in an ice bath and sodium borohydride (0.741 g, 19.59 mmol) was added. The reaction was stirred for 1 hour at 0 °C, and was then quenched slowly with cold 5% HCl solution. The mixture was diluted with dichloromethane and the pH was adjusted to pH=8 with saturated sodium bicarbonate solution then extracted with dichloromethane and then washed with brine. The organic extracts were dried over anhydrous sodium sulfate, filtered, and concentrated under reduced pressure. Purification by silica gel chromatography (MeOH/DCM) yielded (5-(2-methyl-2-(methylthio)propylamino)-1,3-phenylene)dimethanol (3g, 65%) as a white solid. ¹H NMR (400 Hz, CDCl₃): δ6.62 (s, 1H), 6.54 (s, 2H), 4.53 (s, 4H), 3.13 (s, 2H), 2.30 (s, 3H), 1.32 (s, 6H). See FIG. 47.

Example 29



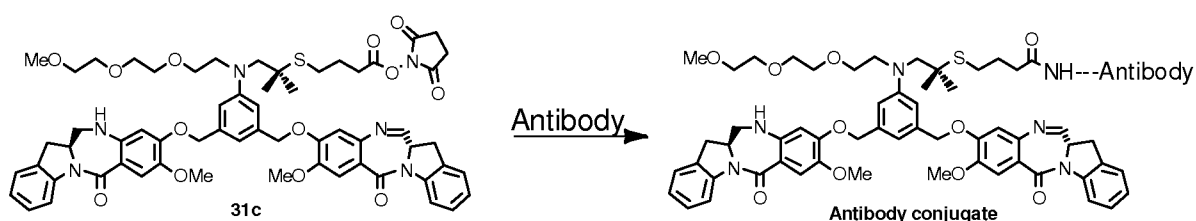
[466] *tert*-butyl 9-hydroxy-8-methoxy-6-oxo-12a,13-dihydro-6H-benzo[5,6][1,4]diazepino[1,2-a]indole-11(12H)-carboxylate:

[467] To a solution of 9-hydroxy-8-methoxy-11,12,12a,13-tetrahydro-6H-benzo[5,6][1,4]diazepino[1,2-a]indol-6-one **3b** (0.3 g, 1.012 mmol) in methanol (5.06 ml) were added di-*tert*-butyl dicarbonate (0.265 g, 1.215 mmol), triethylamine (0.212 ml, 1.519 mmol) and DMAP (6.18 mg, 0.051 mmol). After 5 hours of stirring at ambient temperature the reaction mixture was concentrated *in vacuo*. The residue was redissolved in dichloromethane and filtered through celite. Purification by silica gel

chromatography (20% EtOAc/DCM) yielded tert-butyl 9-hydroxy-8-methoxy-6-oxo-12a,13-dihydro-6H-benzo[5,6][1,4]diazepino[1,2-a]indole-11(12H)-carboxylate (0.21 g, 52%) as a white solid. ^1H NMR (400 Hz, CDCl_3): δ 8.25 (d, $J = 8.0\text{ Hz}$, 1H), 7.44 (s, 1H), 7.18 (t, $J = 7.2\text{ Hz}$, 1H), 7.11 (d, $J = 7.2\text{ Hz}$, 1H), 6.98 (t, $J = 7.2\text{ Hz}$, 1H), 6.39 (s, 1H), 4.37 (m, 1H), 3.75 (s, 3H), 3.42 (m, 3H), 2.74 (dd, $J = 3.6, 16.4\text{ Hz}$, 1H), 1.47 (s, 9H). See FIG. 48.

Example 30

[468] Preparation and testing of huMy9-6-**31c**



[469] A reaction containing 2.0 mg/mL huMy9-6 antibody and 5 molar equivalents of compound **31c** (pretreated with 5-fold excess of sodium bisulfite in 90:10 DMA:water) in 50 mM HEPES (4-(2-hydroxyethyl)-1-piperazine ethanesulfonic acid) pH 8.5 buffer and 10% v/v DMA (*N,N*-Dimethylacetamide) cosolvent was allowed to conjugate for 6 hours at 25 °C. Post-reaction, the conjugate was purified and buffer exchanged into 250 mM Glycine, 10 mM Histidine, 1% sucrose, 0.01% Tween-20, 50 μM sodium bisulfite formulation buffer, pH 6.2, using NAP desalting columns (Illustra Sephadex G-25 DNA Grade, GE Healthcare). Dialysis was performed in the same buffer for 4 hours at room temperature utilizing Slide-a-Lyzer dialysis cassettes (ThermoScientific 20,000 MWCO).

[470] The purified conjugate was found to have an average of 3.1 IGN molecules linked per antibody (by UV-Vis using molar extinction coefficients $\epsilon_{330\text{ nm}} = 15,484\text{ cm}^{-1}\text{M}^{-1}$ and $\epsilon_{280\text{ nm}} = 30,115\text{ cm}^{-1}\text{M}^{-1}$ for **1**, and $\epsilon_{280\text{ nm}} = 207,000\text{ cm}^{-1}\text{M}^{-1}$ for My9-6 antibody), 98% monomer (by size exclusion chromatography), <0.2% unconjugated drug (by dual-column reverse-phase HPLC analysis) and a final protein concentration of 0.4 mg/ml.

[471] *In vitro* potency measurements for conjugates of huMy9-6 with **31c** at two different drug loads were shown below. Both conjugates were highly potent towards antigen-positive HL60-QC cells, with IC_{50} values between 1.3-1.8 pM. Antigen

blocking with 1 μ M unconjugated huMy9-6 significantly diminished the potency, demonstrating the antigen specificity of the cytotoxic effect.

Conjugate huMy9-6- 31c	IC ₅₀ (pM)	IC ₅₀ (pM) huMy9-6 blocking	Specificity window
3.1 IGN/Ab	1.8	940	522
3.9 IGN/Ab	1.3	790	608

Example 31

[472] *In vivo efficacy of various conjugates in tumor bearing nude mice*

[473] In this study, the anti-tumor activity of several conjugates of the invention are investigated in immune-compromised mice (nude or SCID), preferably female nude mice, bearing various tumors. In some cases, in addition or as an alternative, nude rats may be employed. The conjugates to be tested include any one or more of the conjugates described herein. The various tumor cell lines that can be used for inoculating the nude mice included HL60/QC, MOLM-13, NB4, HEL92.1.7, OCI-AML3, KB, and/or any other cancer cell lines recognized in the art as a proper model for a disease indication (*e.g.*, cancer). Some criteria that may be applied for the selection of tumor cell lines suitable for *in vivo* evaluation include: a) expression of the target antigen on the tumor cell, and, b) sensitivity of tumor cells to the unconjugated drug *in vitro*. For example, an *in vitro* cell line sensitivity screen, such as the 60-cell line screen described by the U.S. National Cancer Institute (see Voskoglou-Nomikos *et al.*, 2003, Clinical Cancer Res. 9; 42227-4239, incorporated herein by reference) can be used as one of the guides to determine the types of cancers that may be suitable for treatment with the compounds of the invention. The potency of the various conjugates against the various tumor cell lines, as expressed by IC₅₀ values (nM), is measured accordingly.

[474] The various tumor cell lines are inoculated to nude or SCID mice using substantially the same protocol as outlined in Example 15. For example, about 1×10^6 – 5×10^7 tumor cells (typically 1×10^7) cells/mouse are subcutaneously inoculated at a volume of approximately 0.1-0.2 mL/mouse, in the area over the right shoulder of female athymic nude mice, 6 weeks of age. When the tumor has reached an average size of $\sim 100 \text{ mm}^3$ (typically 6 to 8 days after tumor cell inoculation), mice are randomized into groups (*e.g.*, n = 5 - 8 per group) by tumor volume. Treatment is initiated the day

after randomization, and groups includes a control group dosed with the appropriate vehicle (200 μ L/injection), or a single treatment at various doses (5 to 700 μ g/kg) of the above referenced drug conjugates (50 μ g/kg linked drug dose corresponded to about 2 mg/kg antibody dose). Multiple dosing schedules (for example treatment at day 1, 3, 5, or day 1, 4, 7) may also be employed.

[475] Median and mean tumor volume vs time is measured, with the data demonstrating a dose-dependent anti-tumor activity of the subject conjugates. The minimum effective dose is then calculated and compared to the maximum tolerated dose.

Example 32

[476] *Preparation of huMy9-6-sulfo-SPDB-1d using the 4-nitroPy-sulfo-SPDB linker*

[477] A reaction containing 6 mg/mL huMy9-6 antibody and 5 molar equivalents of the highly reactive *N*-succinimidyl-4-(4-nitropyridyl-2-dithio)butanoate linker (20 mM stock in ethanol) was incubated for 3 h at 25 °C in 50 mM EPPS buffer at pH 8.

Unreacted linker was removed using a NAP desalting column (Illustra Sephadex G-25 DNA Grade, GE Healthcare). The linker to antibody ratio (LAR) was determined to be about 2.3 based on antibody concentration and DTT-released nitropyridine-2-thione concentration by UV-Vis ($\epsilon_{394\text{ nm}} = 14205\text{ cm}^{-1}\text{M}^{-1}$ for 2-thio-4-nitropyridone).

[478] Linker modified huMy9-6 was diluted to 2 mg/mL in 50 mM HEPES buffer at pH 8.5, 10% v/v DMA, and reacted with 2 molar equivalents of compound **1d** per linker (5 mM stock in DMA; 4.6 equivalents per antibody) for 30 min at 25 °C. Completion of disulfide exchange reaction was determined by monitoring absorbance increase at 394 nm by UV.

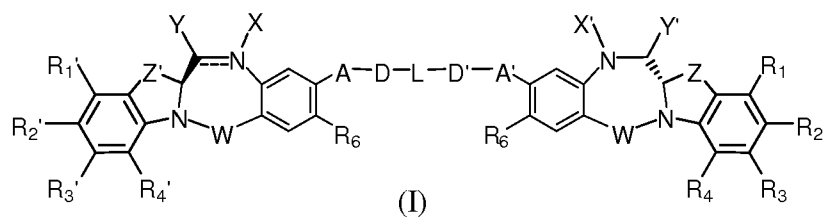
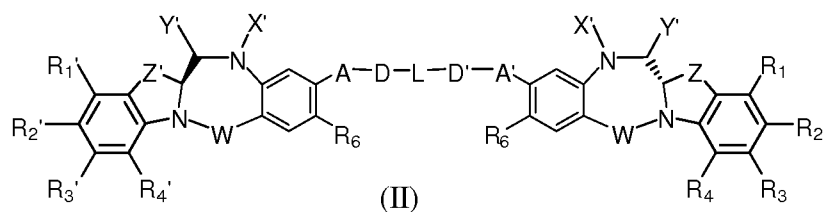
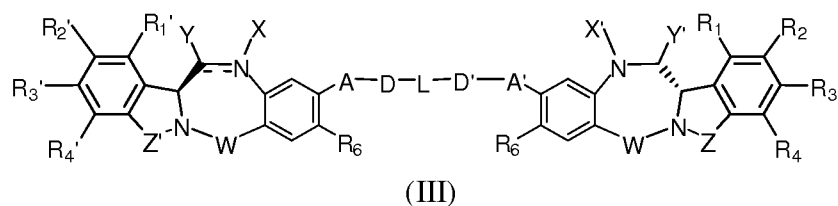
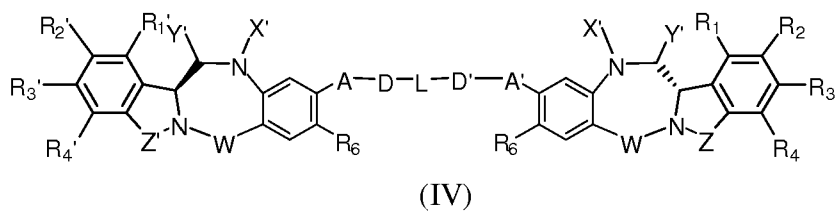
[479] Post-reaction, the conjugate was purified and buffer exchanged into 250 mM glycine, 10 mM histidine, 1% sucrose, 0.01% Tween-20, 50 μ M sodium bisulfite at pH 6.2 using a desalting column (G-25 Sephadex, fine grade, GE Healthcare).

[480] The purified conjugate was found to have an average of 2.1 molecules of **1d** linked per antibody (by UV-Vis using molar extinction coefficients $\epsilon_{330\text{ nm}} = 15,484\text{ cm}^{-1}\text{M}^{-1}$ and $\epsilon_{280\text{ nm}} = 30,115\text{ cm}^{-1}\text{M}^{-1}$ for **1d**, and $\epsilon_{280\text{ nm}} = 207,000\text{ cm}^{-1}\text{M}^{-1}$ for huMy9-6), 98% monomer (by size exclusion chromatography), <1% unconjugated **1d** (by acetone extraction/reverse-phase HPLC), a 70% protein yield, and a 32% overall **1d** yield. See FIG. 60.

CLAIMS

We claim:

1. A cytotoxic compound comprising a linking group with a reactive group bonded thereto capable of covalently linking the cytotoxic compound to a cell binding agent (CBA), wherein said cytotoxic compound is represented by any one of the following formulas:



or a pharmaceutically acceptable salt thereof, wherein:

the double line == between N and C represents a single bond or a double bond, provided that when it is a double bond X is absent and Y is -H, or a linear or branched alkyl having 1 to 4 carbon atoms, and when it is a single bond, X is -H, the linking group with the reactive group bonded thereto, or an amine protecting moiety;

Y is -H or a leaving group selected from -OR, -OCOR', -OCOOR', -

CONR'R'', -NR'R'', -NR'COR'', -NR'NR'R'', an optionally substituted 5- or 6-membered nitrogen-containing heterocycle (*e.g.*, piperidine, tetrahydropyrrole, pyrazole, morpholine, *etc.*), a guanidinium represented by -NR'(C=NH)NR'R'', an amino acid, or a peptide represented by -NRCOP', wherein P' is an amino acid or a polypeptide containing between 2 to 20 amino acid units, -SR, -SOR', -SO₂M, -SO₃M, -OSO₃M, halogen, cyano and an azido; or,

Y is a sulfite (HSO₃, HSO₂ or a salt of HSO₃²⁻, SO₃²⁻ or HSO₂⁻ formed with a cation), metabisulfite (H₂S₂O₅ or a salt of S₂O₅²⁻ formed with a cation), mono-, di-, tri-, and tetra- thiophosphate (PO₃SH₃, PO₂S₂H₂, POS₃H₂, PS₄H₂ or a salt of PO₃S³⁻, PO₂S₂³⁻, POS₃³⁻ or PS₄³⁻ formed with a cation), thio phosphate ester (RⁱO)₂PS(ORⁱ), RⁱS-, RⁱSO, RⁱSO₂, RⁱSO₃, thiosulfate (HS₂O₃ or a salt of S₂O₃²⁻ formed with a cation), dithionite (HS₂O₄ or a salt of S₂O₄²⁻ formed with a cation), phosphorodithioate (P(=S)(OR^k)(S)(OH) or a salt thereof formed with a cation), hydroxamic acid (R^kC(=O)NOH or a salt formed with a cation), formaldehyde sulfoxylate (HOCH₂SO₂⁻ or a salt of HOCH₂SO₂⁻ formed with a cation, such as HOCH₂SO₂⁻Na⁺) or a mixture thereof, wherein Rⁱ is a linear or branched alkyl having 1 to 10 carbon atoms and is substituted with at least one substituent selected from -N(R^j)₂, -CO₂H, -SO₃H, and -PO₃H; Rⁱ can be further optionally substituted with a substituent for an alkyl described herein; R^j is a linear or branched alkyl having 1 to 6 carbon atoms; R^k is a linear, branched or cyclic alkyl, alkenyl or alkynyl having 1 to 10 carbon atoms, aryl, heterocyclyl or heteroaryl;

M is -H or a cation;

R, for each occurrence, is independently selected from the group consisting of -H, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, a polyethylene glycol unit - (CH₂CH₂O)_n-R^c, an optionally substituted aryl having 6 to 18 carbon atoms, an optionally substituted 5- to 18-membered heteroaryl ring containing one or more heteroatoms independently selected from nitrogen, oxygen, and sulfur, or an optionally substituted 3- to 18-membered heterocyclic ring containing 1 to 6 heteroatoms independently selected from O, S, N and P;

R' and R'' are each independently selected from -H, -OH, -OR, -NHR, -NR₂, -COR, an optionally substituted linear, branched or cyclic alkyl, alkenyl or

alkynyl having from 1 to 10 carbon atoms, a polyethylene glycol unit - $(\text{CH}_2\text{CH}_2\text{O})_n\text{-R}^c$, and an optionally substituted 3- to 18-membered heterocyclic ring having 1 to 6 heteroatoms independently selected from O, S, N and P;

R^c is -H or a substituted or unsubstituted linear or branched alkyl having 1 to 4 carbon atoms, or the linking group with the reactive group bonded thereto;
 n is an integer from 1 to 24;

W is selected from C=O , C=S , CH_2 , BH , SO and SO_2 ;

X' is selected from -H, an amine-protecting group, the linking group with the reactive group bonded thereto, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, a polyethylene glycol unit $-(\text{CH}_2\text{CH}_2\text{O})_n\text{-R}^c$, an optionally substituted aryl having 6 to 18 carbon atoms, an optionally substituted 5- to 18-membered heteroaryl ring containing one or more heteroatoms independently selected from nitrogen, oxygen, and sulfur, and an optionally substituted 3- to 18-membered heterocyclic ring containing 1 to 6 heteroatoms independently selected from O, S, N and P;

Y' is selected from -H, an oxo group, the linking group with the reactive group bonded thereto, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, an optionally substituted 6- to 18-membered aryl, an optionally substituted 5- to 18-membered heteroaryl ring containing one or more heteroatoms independently selected from nitrogen, oxygen, and sulfur, an optionally substituted 3- to 18-membered heterocyclic ring having 1 to 6 heteroatoms;

R_1 , R_2 , R_3 , R_4 , R_1' , R_2' , R_3' and R_4' are each independently selected from the group consisting of -H, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, a polyethylene glycol unit $-(\text{OCH}_2\text{CH}_2)_n\text{-R}^c$, halogen, guanidinium $[-\text{NH}(\text{C}=\text{NH})\text{NH}_2]$, -OR, -NR'R'', -NO₂, -NCO, -NR'COR'', -SR, a sulfoxide represented by -SOR', a sulfone represented by -SO₂R', a sulfonate -SO₃⁻M⁺, a sulfate -OSO₃⁻M⁺, a sulfonamide represented by -SO₂NR'R'', cyano, an azido, -COR', -OCOR', -OCONR'R'', and the linking group with the reactive group bonded thereto;

R_6 is -H, -R, -OR, -SR, -NR'R'', -NO₂, halogen or the linking group with the reactive group bonded thereto;

Z and Z' are independently selected from $-(\text{CH}_2)_n\text{-}$, $-(\text{CH}_2)_n\text{-CR}_7\text{R}_8\text{-}$

$(\text{CH}_2)_{n'a'}$, $-(\text{CH}_2)_{n'}\text{-NR}_9\text{-(CH}_2)_{n'a'}$, $-(\text{CH}_2)_{n'}\text{-O-(CH}_2)_{n'a'}$ and $-(\text{CH}_2)_{n'}\text{-S-(CH}_2)_{n'a'}$;

n' and $n'a'$ are the same or different, and are selected from 0, 1, 2 and 3;

R_7 and R_8 are the same or different, and are each independently selected from -H, -OH, -SH, -COOH, -NHR', a polyethylene glycol unit $-(\text{OCH}_2\text{CH}_2)_n-$, an amino acid, a peptide unit bearing 2 to 6 amino acids, an optionally substituted linear, branched or cyclic alkyl having from 1 to 10 carbon atoms;

R_9 is independently selected from -H, an optionally substituted linear, branched or cyclic alkyl having from 1 to 10 carbon atoms, a polyethylene glycol unit $-(\text{OCH}_2\text{CH}_2)_n-$;

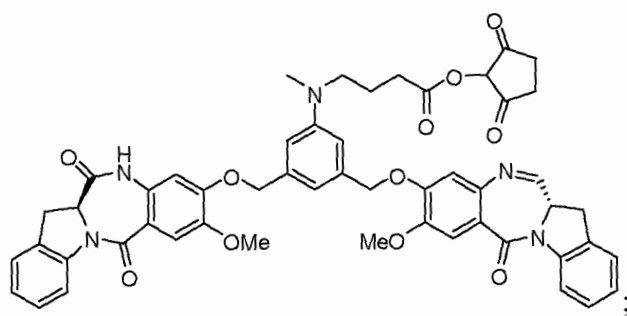
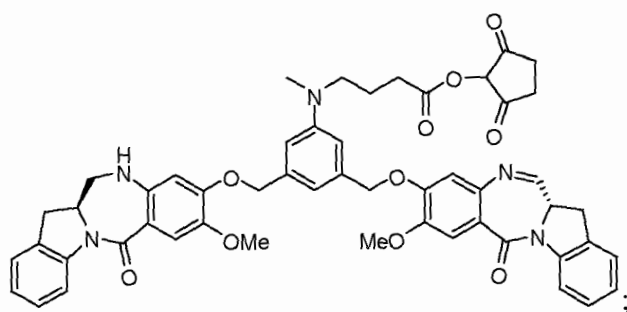
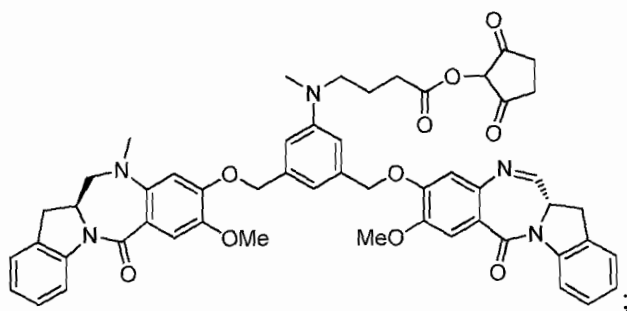
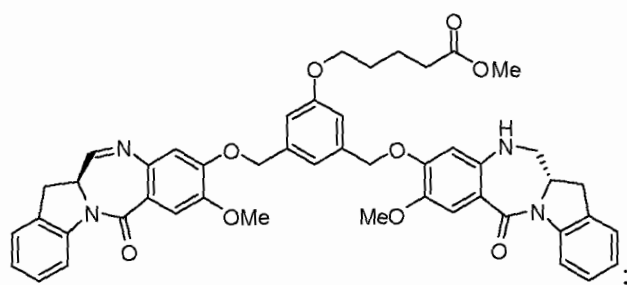
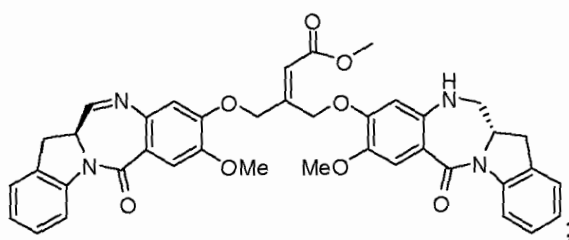
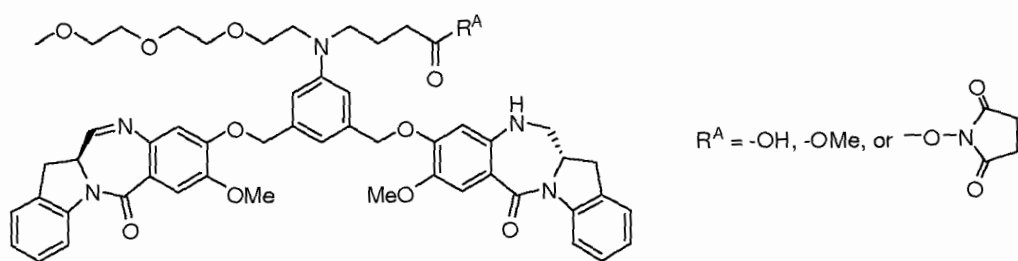
A and A' are the same or different, and are independently selected from -O-, oxo ($-\text{C}(=\text{O})-$), $-\text{CRR}'\text{O-}$, $-\text{CRR}'-$, $-\text{S-}$, $-\text{CRR}'\text{S-}$, $-\text{NR}_5$ and $-\text{CRR}'\text{N}(\text{R}_5)-$,

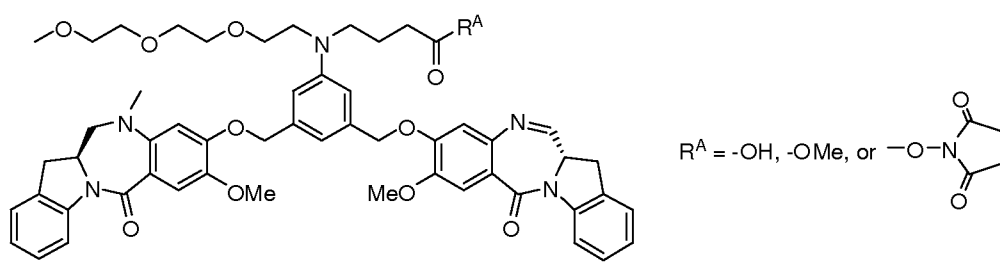
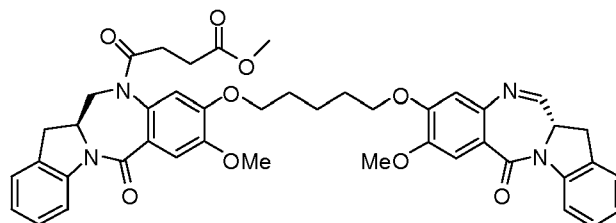
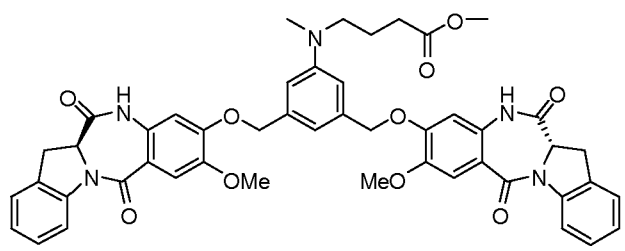
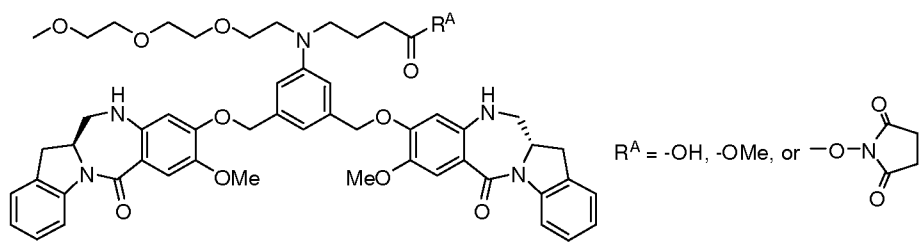
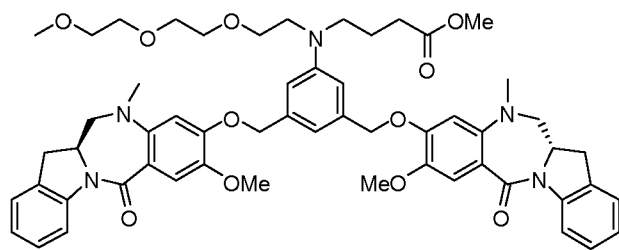
R_5 for each occurrence is independently -H or an optionally substituted linear or branched alkyl having 1 to 10 carbon atoms;

D and D' are the same or different, and are independently absent or selected from the group consisting of an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having 1 to 10 carbon atoms, an amino acid, a peptide bearing 2 to 6 amino acids, and a polyethylene glycol unit $-(\text{OCH}_2\text{CH}_2)_n-$;

L is absent, the linking group with the reactive group bonded thereto, a polyethylene glycol unit $-(\text{OCH}_2\text{CH}_2)_n-$, a linear, branched or cyclic alkyl or alkenyl having 1 to 10 carbon atoms, a phenyl group, a 3 to 18-membered heterocyclic ring or a 5- to 18-membered heteroaryl ring having 1 to 6 heteroatoms independently selected from O, S, N and P, wherein the alkyl or alkenyl is optionally substituted with the linking group with the reactive group bonded thereto; phenyl or heterocyclic or heteroaryl ring can be optionally substituted, wherein the substituent can be the linking group with the reactive group bonded thereto;

provided that the compound is not any one of the following compounds:

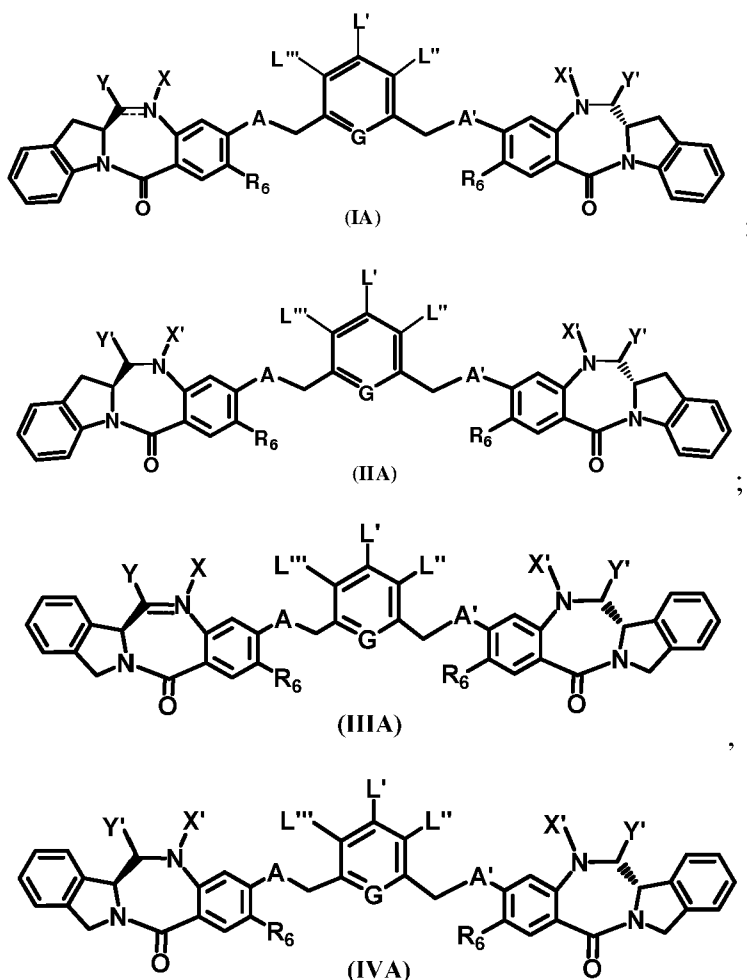




2. The compound of claim 1, wherein Y is a leaving group selected from -OR, -OCOR', -OCOOR', -OCONR'R'', -NR'R'', -NR'COR'', -NR'NR'R'', an optionally substituted 5- or 6-membered nitrogen-containing heterocycle (*e.g.*, piperidine, tetrahydropyrrole, pyrazole, morpholine, *etc.*), a guanidinium represented by -NR'(C=NH)NR'R'', an amino acid, or a peptide represented by -NRCOP', wherein P' is an amino acid or a polypeptide containing between 2 to 20 amino acid units, -SR, -SOR', -SO₂M, -SO₃M, -OSO₃M, halogen, cyano and an azido.
3. The compound of claim 1 or 2, wherein L is absent, or is selected from an

optionally substituted phenyl group and an optionally substituted pyridyl group, wherein the phenyl and the pyridyl group bears the linking group with the reactive group bonded thereto, or L is an amine group bearing the linking group with the reactive group bonded thereto (*i.e.*, -N(linking group)-), or L is a linear, branched or cyclic alkyl or alkenyl having from 1 to 6 carbon atoms and bearing the linking group with the reactive group bonded thereto.

4. The compound of claim 1 or 2, wherein the compound is represented by any one of the following formulas:



wherein:

L', L'', and L''' are the same or different, and are independently selected from -H, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, a polyethylene glycol unit - (OCH₂CH₂)_n-R^c, halogen, guanidinium [-NH(C=NH)NH₂], -OR, -NR'R'', -NO₂, -NR'COR'', -SR, a sulfoxide represented by -SOR', a sulfone represented by -SO₂R', a sulfonate -SO₃M, a sulfate -OSO₃M, a sulfonamide represented by -

SO₂NR'R'', cyano, an azido, -COR', -OCOR', -OCONR'R'' and the linking group with the reactive group bonded thereto, provided only one of L', L'', and L''' is the linking group with the reactive group bonded thereto; and

G is selected from -CH- or -N-.

5. The compound of claim 4, wherein one of L', L'', or L''' is the linking group with the reactive group bonded thereto, while the others are -H.
6. The compound of claim 5, wherein L' is the linking group with the reactive group bonded thereto, and L'' and L''' are -H.
7. The compound of claim 5 or 6, wherein A and A' are both -O-, R₆ is -OMe, and G is -CH-.
8. The compound of claim 5, 6, or 7, wherein L' is represented by the following formula:



wherein:

W' and V are the same or different, and are each independently absent, or selected from -CR^eR^{e'}-, -O-, -O-C(=O)-, -C(=O)-O-, -S-, -SO-, -SO₂-, -CH₂-S-, -CH₂O-, -CH₂NR^e-, -O-(C=O)O-, -O-(C=O)N(R^e)-, -N(R^e)-, -N(R^e)-C(=O)-, -C(=O)-N(R^e)-, -N(R^e)-C(=O)O-, -N(C(=O)R^e)C(=O)-, -N(C(=O)R^e)-, -(O-CH₂-CH₂)_n-, -SS-, or -C(=O)-, or an amino acid, or a peptide having 2 to 8 amino acids;

R^x and R^y are the same or different, and are each independently absent or an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having 1 to 10 carbon atoms, an aryl bearing 6 to 10 carbon atoms or a 3- to 8-membered heterocyclic ring bearing 1 to 3 heteroatoms selected from O, N or S;

R^e and R^{e'} are the same or different, and are selected from -H, a linear, branched or cyclic alkyl, alkenyl or alkynyl having 1 to 10 carbon atoms or -(CH₂-CH₂-O)_n-R^k, wherein R^k is a -H, a linear, branched cyclic alkyl having 1 to 6 carbon atoms, optionally bearing a secondary amino (*e.g.*, -NHR¹⁰¹) or tertiary amino (-NR¹⁰¹R¹⁰²) group or a 5- or 6-membered nitrogen containing heterocycle, such as piperidine or morpholine, wherein R¹⁰¹ and R¹⁰² are each independently a linear, branched, or cyclic alkyl, alkenyl or alkynyl having 1 to 10 carbon atoms; preferably, R¹⁰¹ and R¹⁰² are each independently a linear or

branched alkyl having 1 to 6 carbon atoms;

n is an integer from 1 to 24;

J comprises the reactive group bonded thereto, and is selected from a maleimide, a haloacetamido, -SH, -SSR^d, -CH₂SH, -CH(Me)SH, -C(Me)₂SH, -NHR^{cl}, -CH₂NHR^{cl}, -NR^{cl}NH₂, -COOH, and -COE, wherein -COE represents a reactive ester selected from, but not limited to, N-hydroxysuccinimide ester, N-hydroxy sulfosuccinimide ester, nitrophenyl (*e.g.*, 2 or 4-nitrophenyl) ester, dinitrophenyl (*e.g.*, 2,4-dinitrophenyl) ester, sulfo-tetrafluorophenyl (*e.g.*, 4-sulfo-2,3,5,6-tetrafluorophenyl) ester, and pentafluorophenyl ester, and wherein R^{cl} is -H or a substituted or unsubstituted linear or branched alkyl having 1 to 4 carbon atoms, and,

R^d is selected from phenyl, nitrophenyl (*e.g.*, 2 or 4-nitrophenyl), dinitrophenyl (*e.g.*, 2 or 4-nitrophenyl), carboxynitrophenyl (*e.g.*, 3-carboxy-4-nitrophenyl), pyridyl or nitropyridyl (*e.g.*, 4-nitropyridyl).

9. The compound of claim 8, wherein J is -SH, -SSR^d, a maleimide, or a N-hydroxysuccinimide ester.
10. The compound of claim 8 or 9, wherein:
 - R^e is -H or -Me;
 - R^e is a linear or branched alkyl having 1 to 6 carbon atoms or -(CH₂-CH₂-O)_n-R^k;
 - n is an integer from 2 to 8; and
 - R^k is -H, -Me or -CH₂CH₂-NMe₂.
11. The compound of any one of claims 8-10, wherein V is an amino acid or a peptide having 2 to 8 amino acids.
12. The compound of claim 11, wherein V is valine-citrulline, gly-gly-gly, or ala-leu-ala-leu.
13. The compound of claim 8, wherein:
 - W' is -O-, -N(R^e)- or -N(R^e)-C(=O)-;
 - R^e is -H, a linear or branched alkyl having 1 to 4 carbon atoms, or -(CH₂-CH₂-O)_n-R^k;
 - R^x is a linear or branched alkyl having 1 to 6 carbon atoms;
 - V is absent, -(O-CH₂-CH₂)_n-, -C(=O)-NH-, -S-, -NH-C(=O)-;

R^y is absent or a linear or branched alkyl having 1 to 4 carbon atoms; and
 J is $-SH$, $-SSR^d$ or $-COE$.

14. The compound of claim 8, wherein:

W' is $-O-$, $-N(R^e)-$ or $-N(R^e)-C(=O)-$;

R^e is $-H$, $-Me$, or $-(CH_2-CH_2-O)_n-Me$;

n is an integer from 2 to 6;

R^x is linear or branched alkyl bearing 1 to 6 carbon atoms;

V and R^y are absent; and

J is $-COE$.

15. The compound of claim 13 or 14, wherein $-COE$ is N-hydroxysuccinimide ester.

16. The compound of claim 8, wherein L' is represented by the following formula:



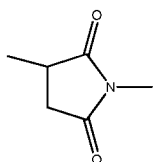
wherein:

R_1'' , R_2'' , and R_3'' are each independently $-H$ or $-Me$;

R_4'' is $-H$, $-Me$, $-SO_3H$, or $-SO_3^-M^+$, wherein M^+ is a pharmaceutically acceptable cation;

a is an integers from 0-2, b is an integer from 0-3; and,

Cy is an optionally substituted 5-membered heterocyclic ring bearing an N heteroatom, preferably Cy is

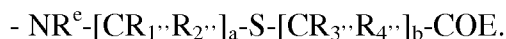


17. The compound of claim 8 or 16, wherein W' is $-N(R^e)-$.

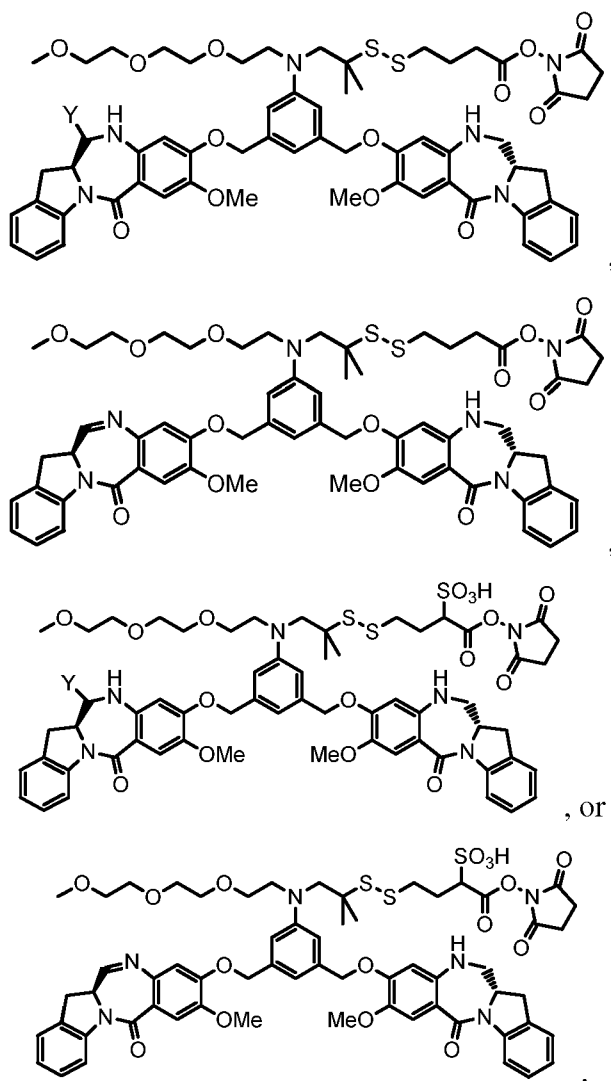
18. The compound of claim 8, 16, or 17, wherein R^e is $-(CH_2-CH_2-O)_{2-6}-R^k$, wherein R^k is a $-H$, a linear, branched cyclic alkyl having 1 to 6 carbon atoms.

19. The compound to claim 8, 16, 17, or 18, wherein V is $-S-$ or $-SS-$.

20. The compound of claim 8, 16, 17, 18, or 19, wherein L' is represented by the following formula:



21. The compound to claim 8, 16, 17, 18, or 19, which is:

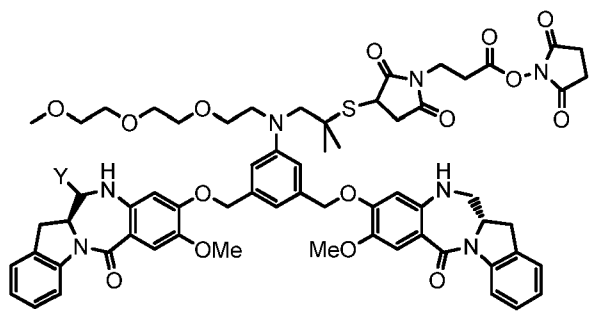


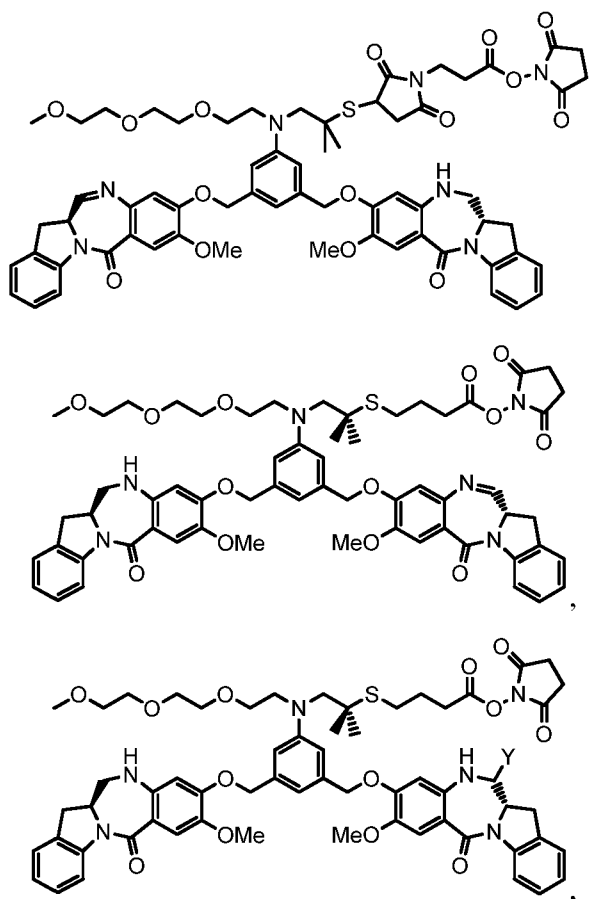
wherein Y is -H or -SO₃M (*e.g.*, Y is -SO₃M), and M is -H or a pharmaceutically acceptable cation.

22. The compound of claim 8, 16, 17, 18, or 19, wherein L' is represented by the following formula:



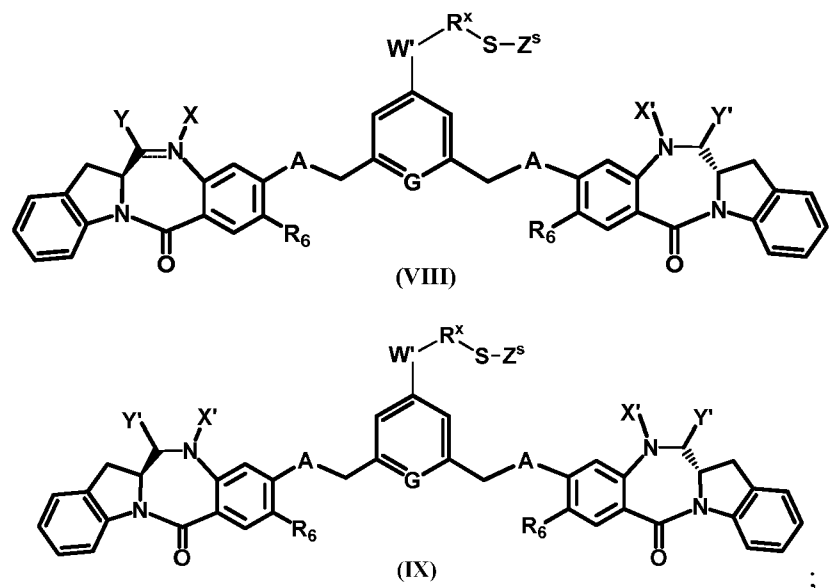
23. The compound of claim 8, 16, 17, 18, 19, or 22, which is:

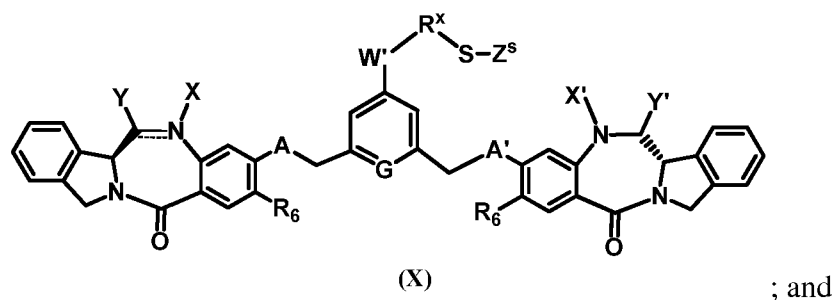
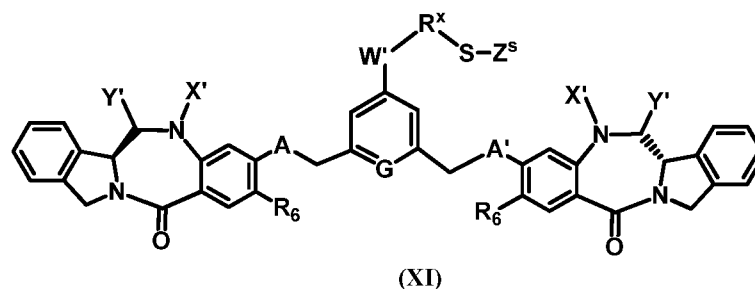




wherein Y is -H or -SO₃M (*e.g.*, Y is -SO₃M), and M is -H or a pharmaceutically acceptable cation.

24. The compound of claim 1, 2, 4, or 8, wherein the compound is represented by any one of the following formulas:





wherein:

the double line == between N and C represents a single bond or a double bond, provided that when it is a double bond, X is absent and Y is -H, and when it is a single bond, X is selected from -H, the linking group with the reactive group bonded thereto, or an amine protecting group (preferably X is -H);

Y is selected from -H, -OR, -OCOR', -SR, -NR'R'', -SO₃M, -SO₂M or -OSO₃M, wherein M is -H or a cation such as Na⁺ or K⁺;

R is -H, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms or a PEG group -(CH₂CH₂O)_n-R^c, wherein n is an integer from 1 to 24, and R^c is a linear or branched alkyl having 1 to 4 carbon atoms;

R' and R'' are the same or different, and are selected from -H, -OH, -OR, -NRR^g, -COR, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, an optionally substituted aryl having from 6 to 18 carbon atoms, an optionally substituted 3- to 18-membered heterocyclic ring having 1 to 6 heteroatoms selected from O, S, N and P, a PEG group -(CH₂CH₂O)_n-R^c, wherein n is an integer from 1 to 24, preferably n is 2, 4 or 8; and R^g is -H, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms or a PEG group -(CH₂CH₂O)_n-R^c;

X' is selected from the group consisting of -H, -OH, a substituted or unsubstituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1

to 10 carbon atoms, phenyl, and an amine-protecting group;

Y' is selected from the group consisting of -H, an oxo group, a substituted or unsubstituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms;

A and A' are selected from -O- and -S-;

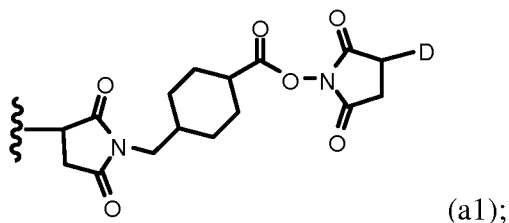
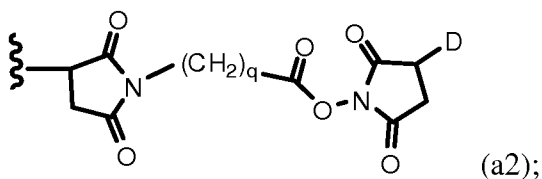
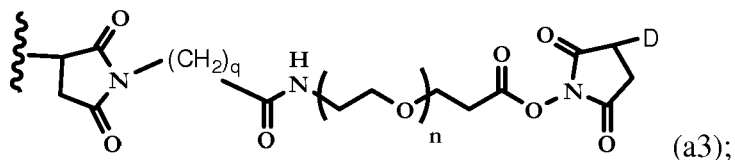
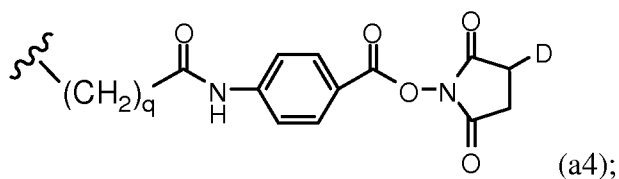
W' is absent, or selected from -O-, -N(R^e)-, -N(R^e)-C(=O)-, -N(C(=O)R^e)-, -S- or -CH₂-S-, -CH₂NR^e-;

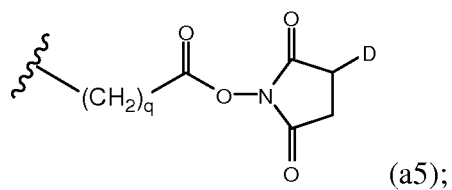
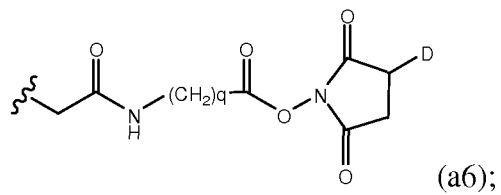
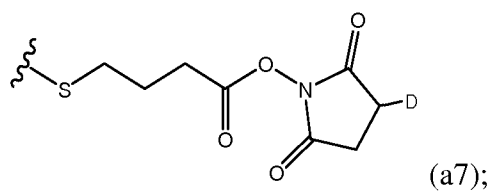
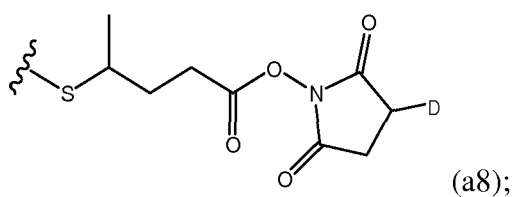
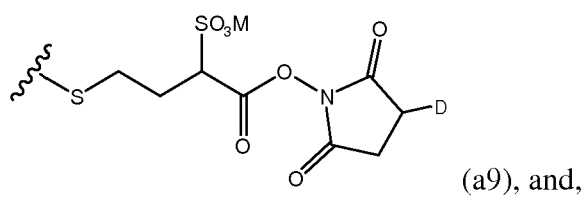
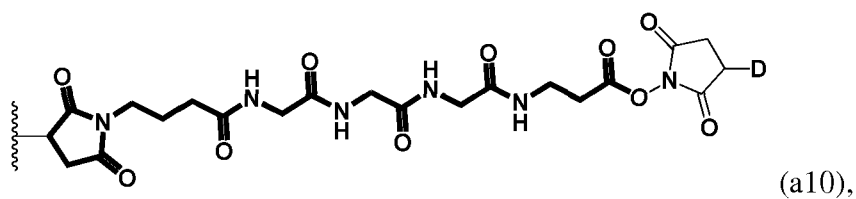
R^x is absent or selected from a linear, branched or cyclic alkyl having 1 to 10 carbon atoms;

R^e is -H, a linear, branched or cyclic alkyl, alkenyl or alkynyl having 1 to 10 carbon atoms or -(CH₂-CH₂-O)_n-R^k, wherein R^k is a -H, a linear, branched cyclic alkyl having 1 to 6 carbon atoms, optionally bearing a secondary amino (*e.g.*, -NHR¹⁰¹) or tertiary amino (-NR¹⁰¹R¹⁰²) group or a 5- or 6-membered nitrogen containing heterocycle, such as piperidine or morpholine, wherein R¹⁰¹ and R¹⁰² are each independently a linear, branched, or cyclic alkyl, alkenyl or alkynyl having 1 to 10 carbon atoms;

G is selected from -CH- or -N-;

Z^s is -H, or is selected from any one of the following formulas:





wherein:

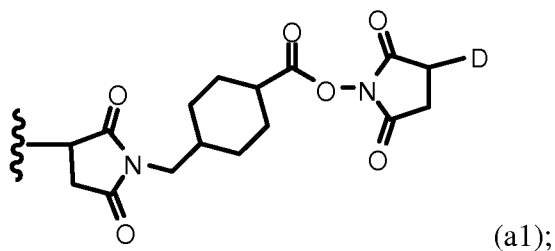
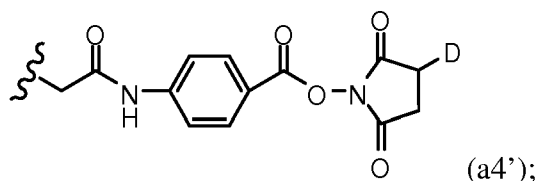
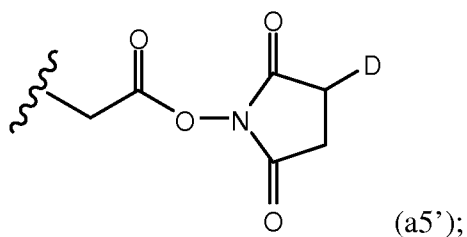
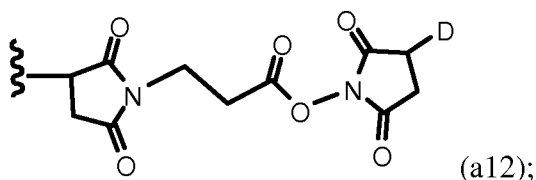
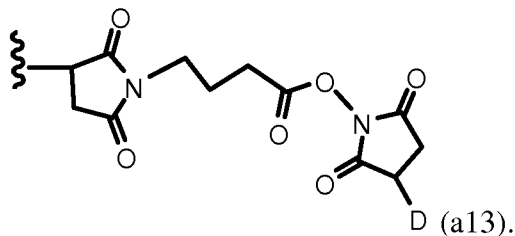
q is an integer from 1 to 5;

n is an integer from 2 to 6;

D is -H or -SO₃M;

M is -H or a cation, such as Na⁺ or K⁺.

25. The compound of claim 24, wherein Z^s is represented by any one of the following formulas:



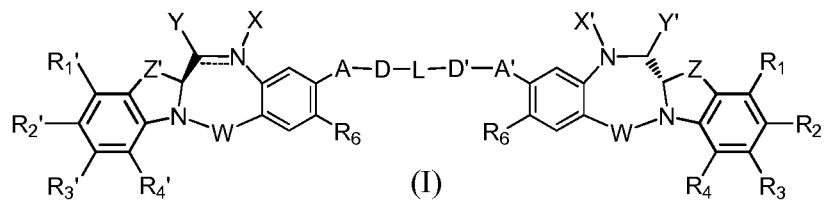
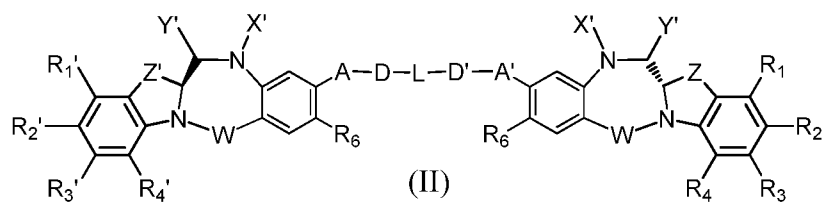
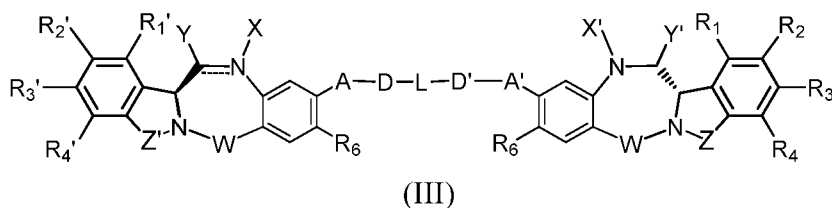
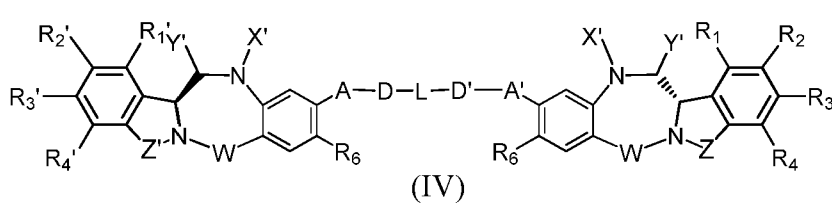
26. The compound of claim 24 or 25, wherein W' is $-N(R^e)-$.
27. The compound of claim 26, wherein R^e is $-(CH_2-CH_2-O)_n-R^k$, wherein R^k is a $-H$, a linear, branched cyclic alkyl having 1 to 6 carbon atoms.
28. The compound of claim 27, wherein R^k is $-H$ or $-Me$, n is 4, and q is 2.
29. The compound of claim 28, wherein R^x is a linear or branched alkyl having 1 to 6 carbon atoms.
30. The compound of claim 28, wherein R^x is $-(CH_2)_p-(CR^fR^g)-$, wherein R^f and R^g are each independently selected from $-H$ or a linear or branched alkyl having 1 to 4 carbon atoms; and p is 0, 1, 2 or 3.
31. The compound of claim 30, wherein R^f and R^g are the same or different, and are

- selected from -H and -Me; and p is 1.
32. The compound of any one of claims 24-31, wherein:
- the double line == between N and C represents a single bond or a double bond, provided that when it is a double bond X is absent and Y is -H, and when it is a single bond, X is -H; Y is -OH or -SO₃M;
 - M is -H or a pharmaceutically acceptable cation (*e.g.*, Na⁺);
 - X' and Y' are both -H;
 - A and A' are both -O-;
 - R₆ is -OMe; and
 - R^x is a linear or branched alkyl having 1 to 6 carbon atoms.
33. The compound of any one of claims 1-32, wherein the double line == between N and C represents a double bond.
34. The compound of any one of claims 1-31, wherein the double line == between N and C represents a single bond, X is -H, the linking group with the reactive group bonded thereto, or an amine protecting group; and Y is selected from -H, -OR, -OCOR', -SR, -NR'R," an optionally substituted 5- or 6-membered nitrogen-containing heterocycle, -SO₃M, -SO₂M and a sulfate -OSO₃M.
35. The compound of claim 34, wherein Y is selected from -H, -SO₃M, -OH, -OMe, -OEt or -NHOH.
36. The compound of claim 35, wherein Y is -H, -SO₃M or -OH.
37. The compound of any one of claims 34-36, wherein M is -H, Na⁺ or K⁺.
38. The compound of any one of claims 1-37, wherein W, when present, is C=O.
39. The compound of any one of claims 1-38, wherein Z and Z', when present, are -CH₂-.
40. The compound of any one of claims 1-39, wherein X' is selected from the group consisting of -H, -OH, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, phenyl, the linking group with the reactive group bounded thereto, and an amine-protecting group.
41. The compound of claim 40, wherein X' is -H, -OH, -Me or the linking group with the reactive group bounded thereto.

42. The compound of claim 41, wherein X' is -H.
43. The compound of any one of claims 1-42, wherein Y' is selected from the group consisting of -H, an oxo group, a substituted or unsubstituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms.
44. The compound of claim 43, wherein Y' is -H or oxo.
45. The compound of claim 44, wherein Y' is -H.
46. The compound of any one of claims 1-45, wherein A and A' are the same or different, and are selected from -O-, -S-, -NR₅-, and oxo -(C=O)-.
47. The compound of claim 46, wherein A and A' are the same or different, and are selected from -O- and -S-.
48. The compound of claim 47, wherein A and A' are -O-.
49. The compound of any one of claims 1-48, wherein D and D', when present, are the same or different, and are independently selected from a polyethylene glycol unit (-OCH₂CH₂)_n, wherein n is an integer from 1 to 24, an amino acid, a peptide bearing 2 to 6 amino acids, or a linear, branched or cyclic alkyl, alkenyl or alkynyl having 1 to 10 carbon atoms, wherein the alkyl, alkenyl and alkynyl are optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OR, -NR'COR'', -SR and -COR'.
50. The compound of claim 49, wherein D and D' are linear or branched alkyl bearing 1 to 4 carbon atoms.
51. The compound of claim 1, 2, 4, or 24, wherein:
the double line == between N and C represents a double bond;
Y is -H;
W is C=O;
R₁, R₂, R₁', R₂', R₄ and R₄' are -H;
one of R₃, or R₃' is optionally the linking group with the reactive group bounded thereto and the other is -H;
R₆ is -OMe;
Z and Z' are -CH₂;
X' is -H;
Y' is -H; and

A and A' are -O-.

52. A conjugate comprising: a cytotoxic compound and a cell binding agent (CBA), wherein the cytotoxic compound comprises a linking group which covalently links the cytotoxic compound to the CBA, and wherein said cytotoxic compound is represented by any one of the following formulas:



or a pharmaceutically acceptable salt thereof, wherein:

the double line $\equiv$ between N and C represents a single bond or a double bond, provided that when it is a double bond X is absent and Y is -H, or a linear or branched alkyl having 1 to 4 carbon atoms, and when it is a single bond, X is -H, the linking group, or an amine protecting moiety;

Y is -H or a leaving group selected from -OR, -OCOR', -OCOOR', -OCONR'R'', -NR'R'', -NR'COR'', -NR'NR'R'', an optionally substituted 5- or 6-membered nitrogen-containing heterocycle (*e.g.*, piperidine, tetrahydropyrrole, pyrazole, morpholine), a guanidinium represented by -NR'(C=NH)NR'R'', an amino acid, or a peptide represented by -NRCOP', wherein P' is an amino acid or a polypeptide containing between 2 to 20 amino acid units, -SR, -SOR', -SO₂M, -SO₃M, -OSO₃M, halogen, cyano and an azido; or,

Y is a sulfite (HSO_3 , HSO_2 or a salt of HSO_3^- , SO_3^{2-} or HSO_2^- formed with a cation), metabisulfite ($\text{H}_2\text{S}_2\text{O}_5$ or a salt of $\text{S}_2\text{O}_5^{2-}$ formed with a cation), mono-, di-, tri-, and tetra- thiophosphate (PO_3SH_3 , $\text{PO}_2\text{S}_2\text{H}_2$, POS_3H_2 , PS_4H_2 or a salt of PO_3S^{3-} , $\text{PO}_2\text{S}_2^{3-}$, POS_3^{3-} or PS_4^{3-} formed with a cation), thio phosphate ester ($\text{R}^i\text{O})_2\text{PS}(\text{OR}^i)$, $\text{R}^i\text{S}-$, R^iSO , R^iSO_2 , R^iSO_3 , thiosulfate (HS_2O_3 or a salt of $\text{S}_2\text{O}_3^{2-}$ formed with a cation), dithionite (HS_2O_4 or a salt of $\text{S}_2\text{O}_4^{2-}$ formed with a cation), phosphorodithioate ($\text{P}(=\text{S})(\text{OR}^{k'})\text{S}(\text{OH})$ or a salt thereof formed with a cation), hydroxamic acid ($\text{R}^{k'}\text{C}(=\text{O})\text{NOH}$ or a salt formed with a cation), formaldehyde sulfoxylate ($\text{HOCH}_2\text{SO}_2^-$ or a salt of $\text{HOCH}_2\text{SO}_2^-$ formed with a cation, such as $\text{HOCH}_2\text{SO}_2^-\text{Na}^+$) or a mixture thereof, wherein R^i is a linear or branched alkyl having 1 to 10 carbon atoms and is substituted with at least one substituent selected from $-\text{N}(\text{R}^j)_2$, $-\text{CO}_2\text{H}$, $-\text{SO}_3\text{H}$, and $-\text{PO}_3\text{H}$; R^i can be further optionally substituted with a substituent for an alkyl described herein; R^j is a linear or branched alkyl having 1 to 6 carbon atoms; $\text{R}^{k'}$ is a linear, branched or cyclic alkyl, alkenyl or alkynyl having 1 to 10 carbon atoms, aryl, heterocyclyl or heteroaryl;

M is -H or a cation;

R, for each occurrence, is independently selected from the group consisting of -H, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, a polyethylene glycol unit - $(\text{CH}_2\text{CH}_2\text{O})_n-\text{R}^c$, an optionally substituted aryl having 6 to 18 carbon atoms, an optionally substituted 5- to 18-membered heteroaryl ring containing one or more heteroatoms independently selected from nitrogen, oxygen, and sulfur, or an optionally substituted 3- to 18-membered heterocyclic ring containing 1 to 6 heteroatoms independently selected from O, S, N and P;

R' and R'' are each independently selected from -H, -OH, -OR, -NHR, - NR_2 , -COR, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, a polyethylene glycol unit - $(\text{CH}_2\text{CH}_2\text{O})_n-\text{R}^c$, and an optionally substituted 3-18-membered heterocyclic ring having 1 to 6 heteroatoms independently selected from O, S, N and P;

R^c is -H or a substituted or unsubstituted linear or branched alkyl having 1 to 4 carbon atoms, or the linking group;

n is an integer from 1 to 24;

W is selected from C=O, C=S, CH₂, BH, SO and SO₂;

X' is selected from -H, an amine-protecting group, the linking group, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, a polyethylene glycol unit -(CH₂CH₂O)_n-R^c, an optionally substituted aryl having 6 to 18 carbon atoms, an optionally substituted 5- to 18-membered heteroaryl ring containing one or more heteroatoms independently selected from nitrogen, oxygen, and sulfur, and an optionally substituted 3- to 18-membered heterocyclic ring containing 1 to 6 heteroatoms independently selected from O, S, N and P;

Y' is selected from -H, an oxo group, the linking group, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, an optionally substituted 6- to 18-membered aryl, an optionally substituted 5- to 18-membered heteroaryl ring containing one or more heteroatoms independently selected from nitrogen, oxygen, and sulfur, an optionally substituted 3 to 18-membered heterocyclic ring having 1 to 6 heteroatoms;

R₁, R₂, R₃, R₄, R₁', R₂', R₃' and R₄' are each independently selected from the group consisting of -H, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, a polyethylene glycol unit -(OCH₂CH₂)_n-R^c, halogen, guanidinium [-NH(C=NH)NH₂], -OR, -NR'R'', -NO₂, -NCO, -NR'COR'', -SR, a sulfoxide represented by -SOR', a sulfone represented by -SO₂R', a sulfonate -SO₃⁻M⁺, a sulfate -OSO₃⁻M⁺, a sulfonamide represented by -SO₂NR'R'', cyano, an azido, -COR', -OCOR', -OCONR'R'' and the linking group;

R₆ is -H, -R, -OR, -SR, -NR'R'', -NO₂, halogen or the linking group;

Z and Z' are independently selected from -(CH₂)_n-, -(CH₂)_n-CR₇R₈-(CH₂)_{na}-, -(CH₂)_n-NR₉-(CH₂)_{na}-, -(CH₂)_n-O-(CH₂)_{na}- and -(CH₂)_n-S-(CH₂)_{na}-;

n' and na' are the same or different, and are selected from 0, 1, 2 and 3;

R₇ and R₈ are the same or different, and are each independently selected from -H, -OH, -SH, -COOH, -NHR', a polyethylene glycol unit -(OCH₂CH₂)_n-, an amino acid, a peptide unit bearing 2 to 6 amino acids, an optionally substituted linear, branched or cyclic alkyl having from 1 to 10 carbon atoms;

R₉ is independently selected from -H, an optionally substituted linear,

branched or cyclic alkyl having from 1 to 10 carbon atoms, a polyethylene glycol unit $-(\text{OCH}_2\text{CH}_2)_n-$;

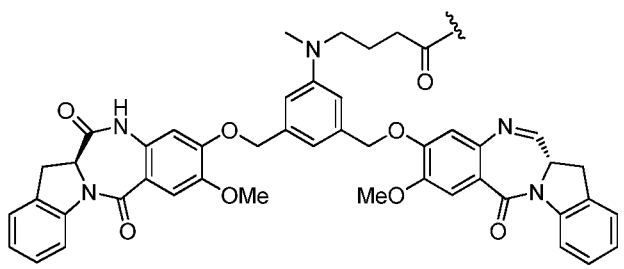
A and A' are the same or different, and are independently selected from -O-, oxo ($-\text{C}(=\text{O})-$), $-\text{CRR}'\text{O}-$, $-\text{CRR}'-$, $-\text{S}-$, $-\text{CRR}'\text{S}-$, $-\text{N}(\text{R}_5)-$ and $-\text{CRR}'\text{N}(\text{R}_5)-$,

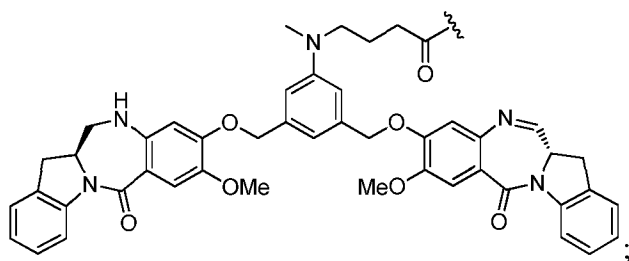
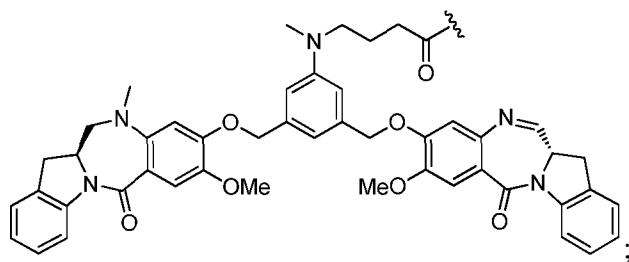
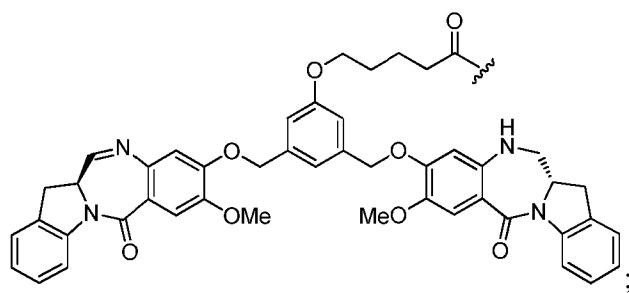
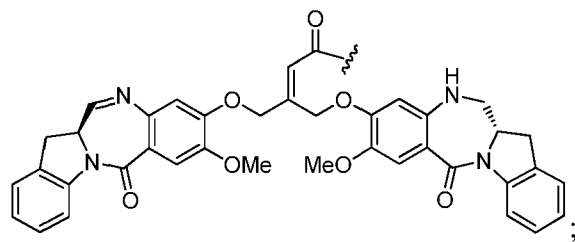
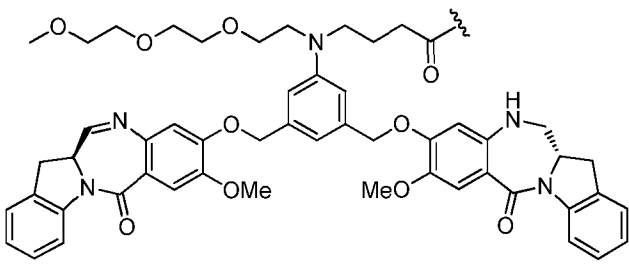
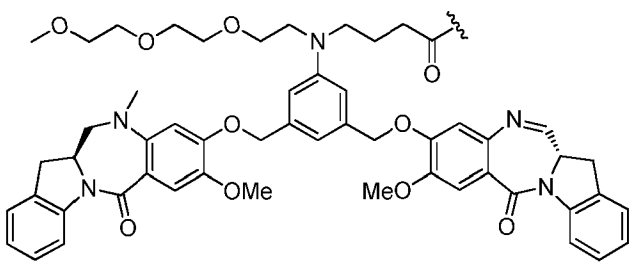
R_5 for each occurrence is independently -H or an optionally substituted linear or branched alkyl having 1 to 10 carbon atoms;

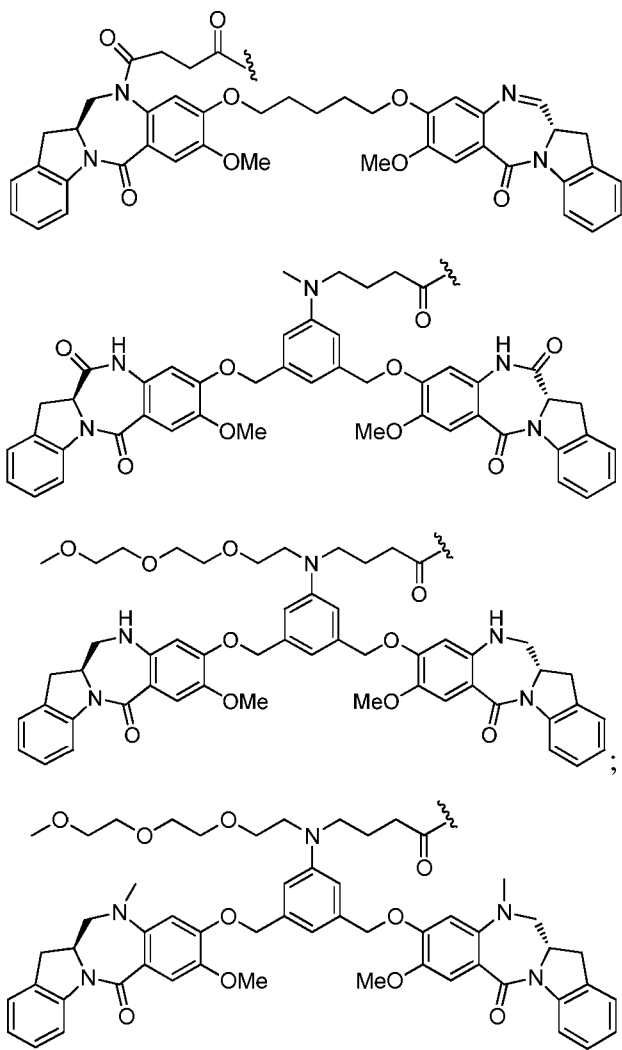
D and D' are the same or different, and are independently absent or selected from the group consisting of an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having 1 to 10 carbon atoms, an amino acid, a peptide bearing 2 to 6 amino acids, and a polyethylene glycol unit $-(\text{OCH}_2\text{CH}_2)_n-$;

L is absent, the linking group, a polyethylene glycol unit $-(\text{OCH}_2\text{CH}_2)_n-$, a linear, branched or cyclic alkyl or alkenyl having 1 to 10 carbon atoms, a phenyl group, a 3- to 18-membered heterocyclic ring or a 5- to 18-membered heteroaryl ring having 1 to 6 heteroatoms independently selected from O, S, N and P, wherein the alkyl or alkenyl is optionally substituted with the linking group; phenyl or heterocyclic or heteroaryl ring can be optionally substituted, wherein the substituent can be the linking group.

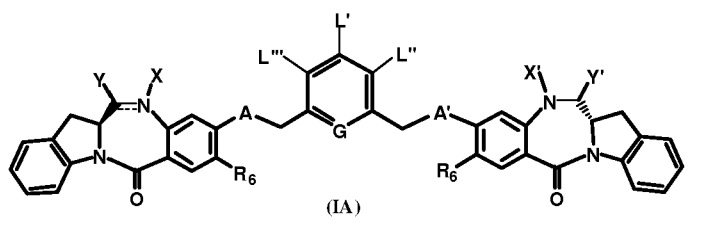
53. The conjugate of claim 52, wherein Y is a leaving group selected from -OR, -OCOR', -OCOOR', -OCONR'R'', -NR'R'', -NR'COR'', -NR'NR'R'', an optionally substituted 5- or 6-membered nitrogen-containing heterocycle (*e.g.*, piperidine, tetrahydropyrrole, pyrazole, morpholine, *etc.*), a guanidinium represented by $-\text{NR}'(\text{C}=\text{NH})\text{NR}'\text{R}''$, an amino acid, or a peptide represented by $-\text{NRCOP}'$, wherein P' is an amino acid or a polypeptide containing between 2 to 20 amino acid units, -SR, -SOR', -SO₂M, -SO₃M, -OSO₃M, halogen, cyano and an azido.
54. The conjugate of claim 52 or 53, wherein the compound is not any one of the following compounds:

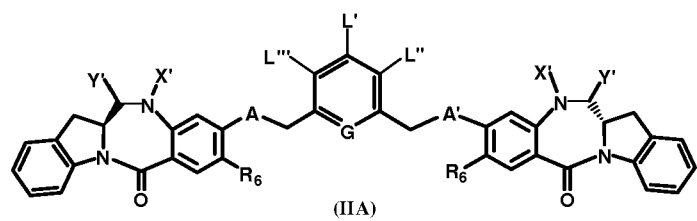
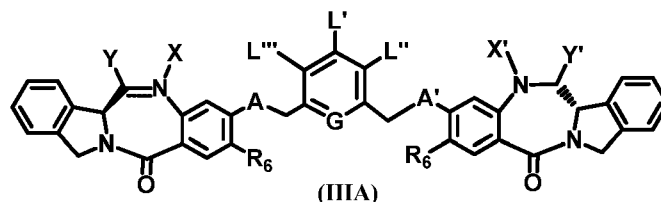
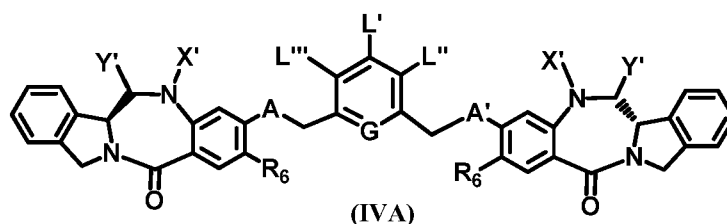






55. The conjugate of claim 52 or 53, wherein L is absent, or is selected from an optionally substituted phenyl group and an optionally substituted pyridyl group, wherein the phenyl and the pyridyl group bears the linking group, or L is an amine group bearing the linking group (*i.e.*, -N(linking group)-), or L is a linear, branched or cyclic alkyl or alkenyl having from 1 to 6 carbon atoms and bearing the linking group.
56. The conjugate of claim 52 or 53, wherein the compound is represented by any one of the following formulas:





wherein:

L' , L'' , and L''' are the same or different, and are independently selected from -H, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, a polyethylene glycol unit - $(OCH_2CH_2)_n-R^c$, halogen, guanidinium $[-NH(C=NH)NH_2]$, -OR, -NR'R'', -NO₂, -NR'COR'', -SR, a sulfoxide represented by -SOR', a sulfone represented by -SO₂R', a sulfonate -SO₃M, a sulfate -OSO₃M, a sulfonamide represented by -SO₂NR'R'', cyano, an azido, -COR', -OCOR', -OCONR'R'' and the linking group, provided only one of L' , L'' , and L''' is the linking group; and

G is selected from -CH- or -N-.

57. The conjugate of claim 56, wherein one of L' , L'' , or L''' is the linking group, while the others are -H.
58. The conjugate of claim 57, wherein L' is the linking group, and L'' and L''' are -H.
59. The conjugate of claim 57 or 58, wherein A and A' are both -O-, R_6 is -OMe, and G is -CH-.
60. The conjugate of claim 57, 58, or 59, wherein L' is represented by the following formula:



wherein:

W' and V are the same or different, and are each independently absent, or selected from -CR^eR^{e'}-, -O-, -O-C(=O)-, -C(=O)-O-, -S-, -SO-, -SO₂-, -CH₂-S-, -CH₂O-, -CH₂NR^e-, -O-(C=O)O-, -O-(C=O)N(R^e)-, -N(R^e)-, -N(R^e)-C(=O)-, -C(=O)-N(R^e)-, -N(R^e)-C(=O)O-, -N(C(=O)R^e)C(=O)-, -N(C(=O)R^e)-, -(O-CH₂-CH₂)_n-, -SS-, or -C(=O)-, or an amino acid, or a peptide having 2 to 8 amino acids;

R^x and R^y are the same or different, and are each independently absent or an optionally substituted linear, branched or cyclic alkyl, alkenyl, or alkynyl having 1 to 10 carbon atoms, an aryl bearing 6 to 10 carbon atoms or a 3- to 8-membered heterocyclic ring bearing 1 to 3 heteroatoms selected from O, N or S;

R^e and R^{e'} are the same or different, and are selected from -H, a linear, branched or cyclic alkyl, alkenyl, or alkynyl having 1 to 10 carbon atoms or -(CH₂-CH₂-O)_n-R^k, wherein R^k is a -H, a linear, branched cyclic alkyl having 1 to 6 carbon atoms, optionally bearing a secondary amino (*e.g.*, -NHR¹⁰¹) or tertiary amino (-NR¹⁰¹R¹⁰²) group or a 5- or 6-membered nitrogen containing heterocycle, such as piperidine or morpholine, wherein R¹⁰¹ and R¹⁰² are each independently a linear, branched, or cyclic alkyl, alkenyl or alkynyl having 1 to 10 carbon atoms; preferably, R¹⁰¹ and R¹⁰² are each independently a linear or branched alkyl having 1 to 6 carbon atoms;

n is an integer from 1 to 24; and

J is covalently linked to the CBA, and is selected from a succinimide, a acetamido, -S-, -SS-, -CH₂S-, -CH(Me)S-, -C(Me)₂S-, -NR^{cl}-, -CH₂NR^{cl}-, -NR^{cl}N-, and -C(=O)-, wherein R^{cl} is -H or a substituted or unsubstituted linear or branched alkyl having 1 to 4 carbon atoms.

61. The conjugate of claim 60, wherein J is -S-, -SS-, a succinimide, or -C(=O)-.

62. The conjugate of claim 60 or 61, wherein:

R^{e'} is -H or -Me;

R^e is a linear or branched alkyl having 1 to 6 carbon atoms or -(CH₂-CH₂-O)_n-R^k;

n is an integer from 2 to 8; and

R^k is -H, -Me or -CH₂CH₂-NMe₂.

63. The conjugate of any one of claims 60-62, wherein V is an amino acid or a

peptide having 2 to 8 amino acids.

64. The conjugate of claim 63, wherein V is valine-citrulline, gly-gly-gly, or ala-leu-ala-leu.

65. The conjugate of claim 60, wherein:

W' is -O-, -N(R^e)- or -N(R^e)-C(=O)-;

R^e is -H, a linear or branched alkyl having 1 to 4 carbon atoms, or -(CH₂-CH₂-O)_n-R^k;

R^x is a linear or branched alkyl having 1 to 6 carbon atoms;

V is absent, -(O-CH₂-CH₂)_n-, -C(=O)-NH-, -S-, -NH-C(=O)-;

R^y is absent or a linear or branched alkyl having 1 to 4 carbon atoms; and

J is -S-, -SS-, or -C(=O)-.

66. The conjugate of claim 60, wherein:

W' is -O-, -N(R^e)- or -N(R^e)-C(=O)-;

R^e is -H, -Me, or -(CH₂-CH₂-O)_n-Me;

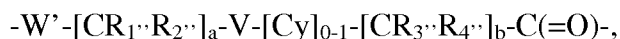
n is an integer from 2 to 6;

R^x is linear or branched alkyl bearing 1 to 6 carbon atoms;

V and R^y are absent; and

J is -C(=O)-.

67. The conjugate of claim 60, wherein L' is represented by the following formula:



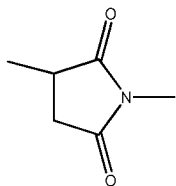
wherein:

R₁, R₂, and R₃ are each independently -H or -Me;

R₄ is -H, -Me, -SO₃H, or -SO₃M⁺, wherein M⁺ is a pharmaceutically acceptable cation;

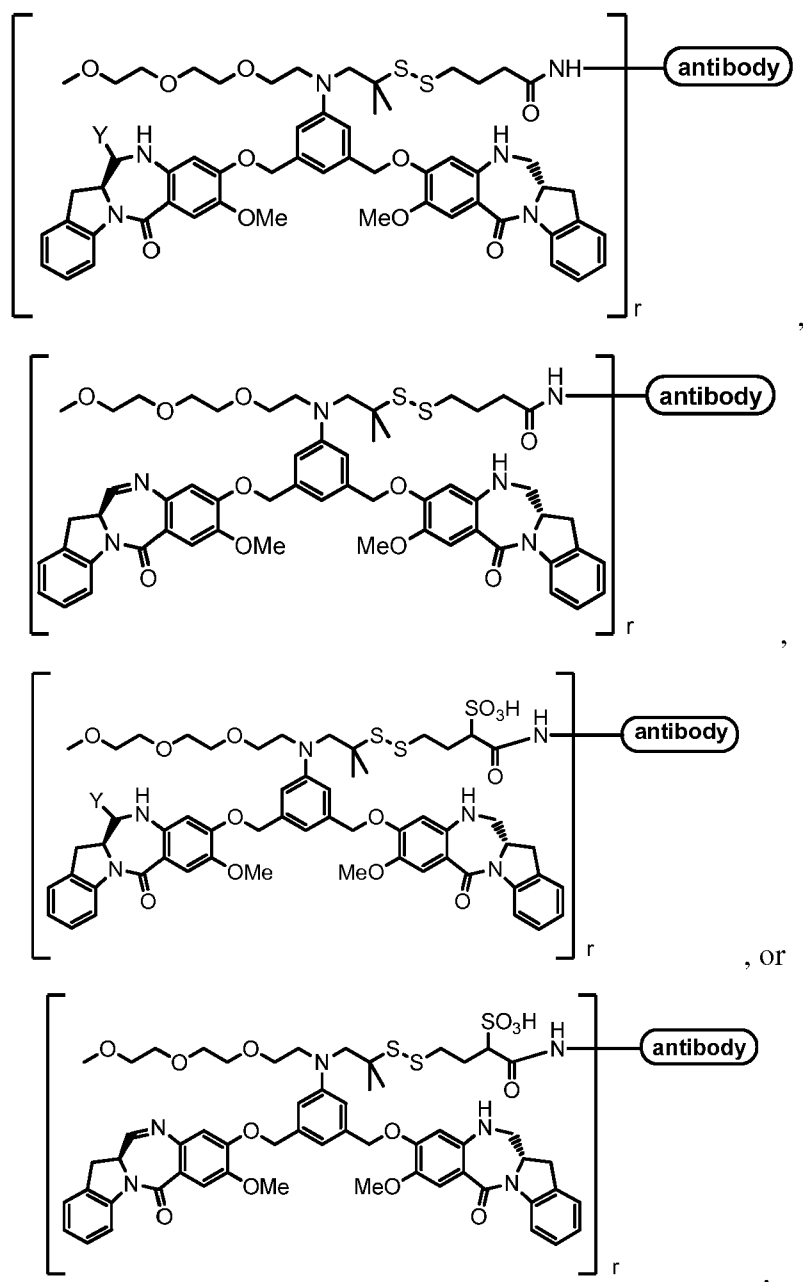
a is an integers from 0-2, b is an integer from 0-3; and,

Cy is an optionally substituted 5-membered heterocyclic ring bearing an N heteroatom, preferably Cy is



68. The conjugate of claim 60 or 67, wherein W' is -N(R^e)-.

69. The conjugate of claim 60, 67, or 68, wherein R^e is $-(CH_2-CH_2-O)_{2-6}-R^k$, wherein R^k is a linear or branched alkyl having 1 to 6 carbon atoms.
70. The conjugate to claim 60, 67, 68, or 69, wherein V is -S- or -SS-.
71. The conjugate of claim 60, 67, 68, 69, or 70, wherein L' is represented by the following formula:
- $$-NR^e-[CR_1R_2]_a-S-[CR_3R_4]_b-C(=O)-.$$
72. The conjugate to claim 60, 67, 68, 69, 70, or 71, which is:

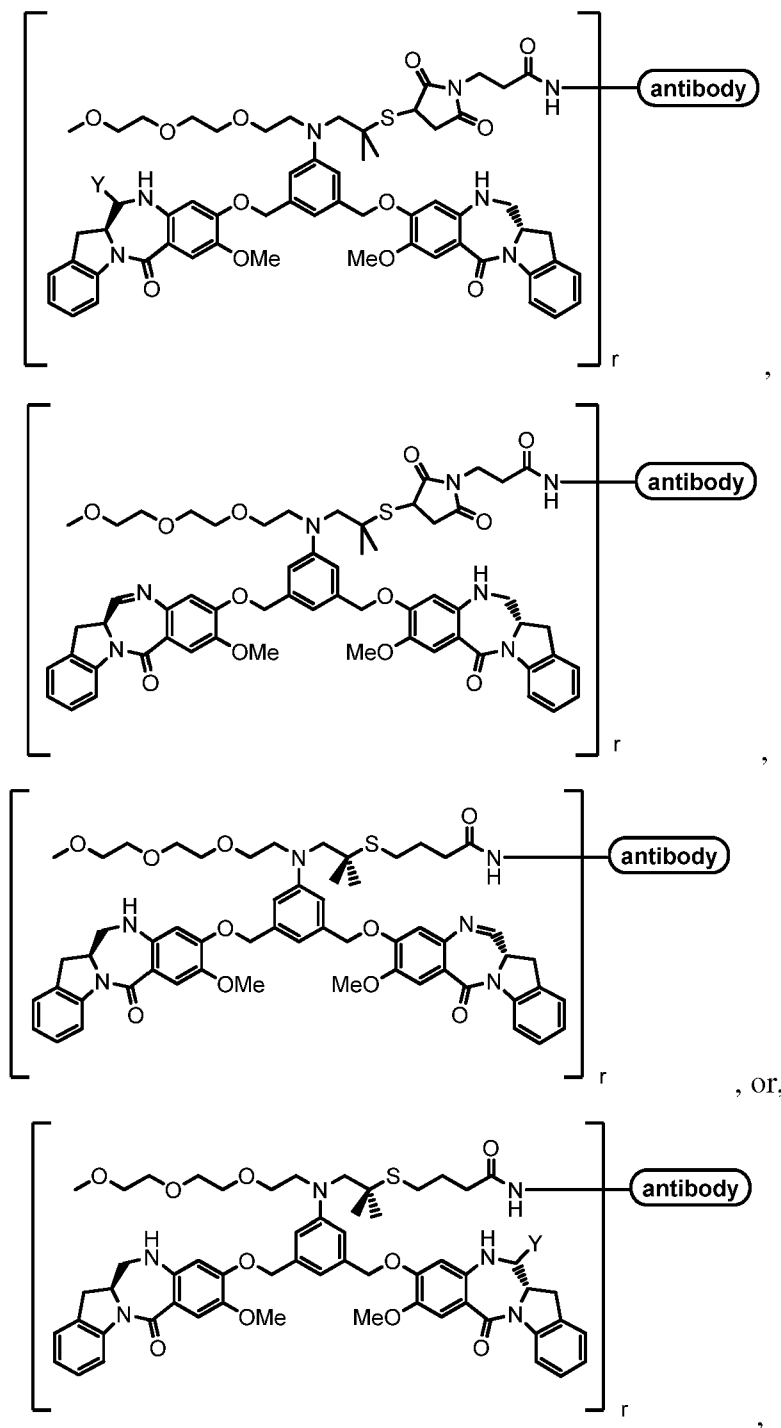


wherein r is an integer from 1 to 10, Y is -H or $-SO_3M$ (e.g., Y is $-SO_3M$), and M is -H or a pharmaceutically acceptable cation.

73. The conjugate of claim 60, 67, 68, 69, 70, 71, or 72, wherein the antibody is huMy9-6.
74. The conjugate of claim 60, 67, 68, 69, or 70, wherein L' is represented by the following formula:



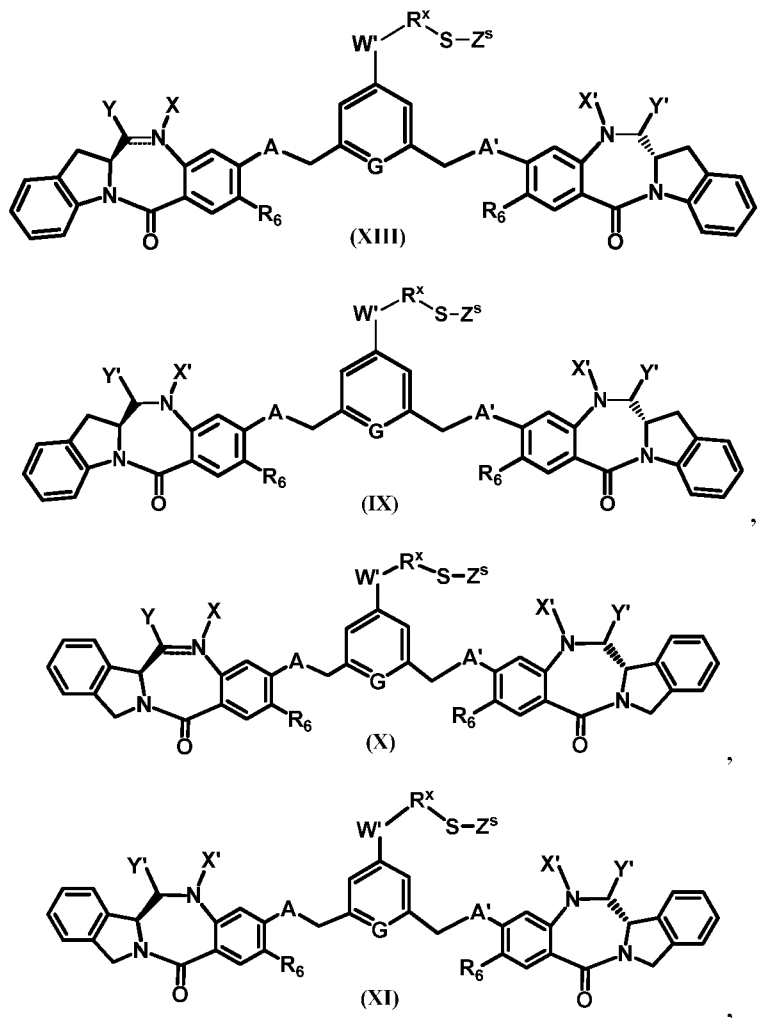
75. The conjugate of claim 60, 67, 68, 69, 70, or 74, which is:



wherein *r* is an integer from 1 to 10, Y is -H or -SO₃M (*e.g.*, Y is -SO₃M),

and M is -H or a pharmaceutically acceptable cation.

76. The conjugate of claim 60, 67, 68, 69, 70, 74, or 75, wherein the antibody is huMy9-6.
77. The conjugate of claim 56, wherein the compound is represented by the following formula:



wherein:

W' is absent, or selected from -O-, -N(R^e)-, -N(R^e)-C(=O)-, -N(C(=O)R^e)-, -S-, -CH₂-S-, or -CH₂NR^e-;

R^x is absent or selected from a linear, branched or cyclic alkyl having 1 to 10 carbon atoms;

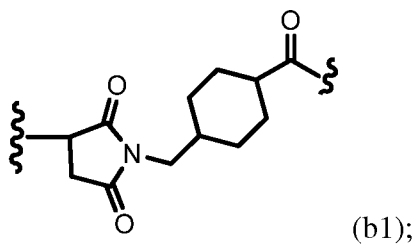
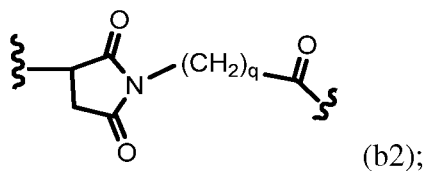
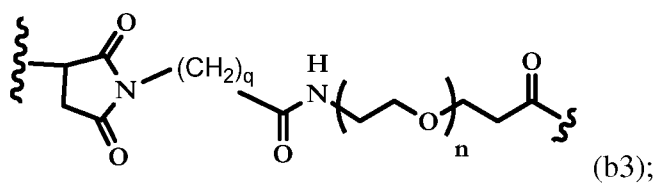
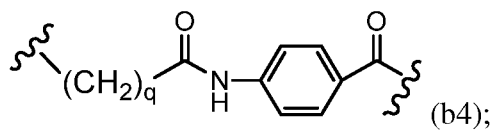
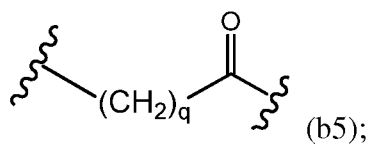
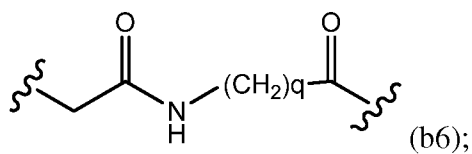
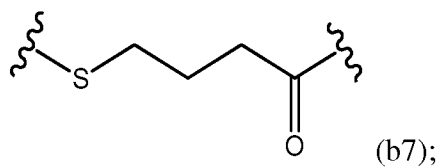
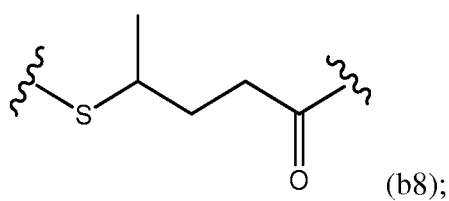
R^e is -H, a linear, branched or cyclic alkyl, alkenyl or alkynyl having 1 to 10 carbon atoms or -(CH₂-CH₂-O)_n-R^k, wherein R^k is a -H, a linear, branched cyclic alkyl having 1 to 6 carbon atoms, optionally bearing a secondary amino (*e.g.*, -NHR¹⁰¹) or tertiary amino (-NR¹⁰¹R¹⁰²) group or a 5 or 6-membered

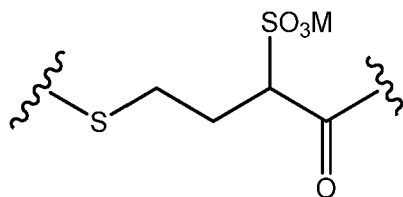
nitrogen containing heterocycle, such as piperidine or morpholine, wherein R^{101} and R^{102} are each independently a linear, branched, or cyclic alkyl, alkenyl or alkynyl having 1 to 10 carbon atoms;

n is an integer from 2 to 6;

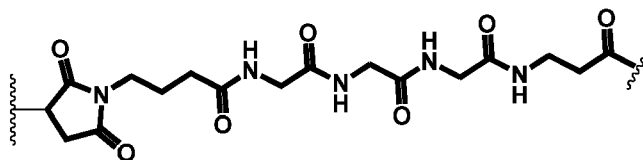
Z^s is linked to the CBA, and is selected from:

a bond;





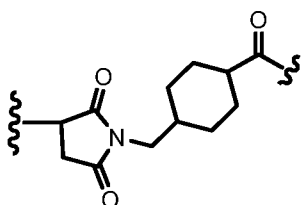
(b9), and,



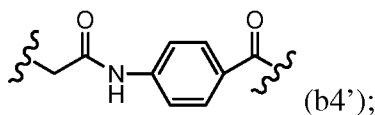
(b10),

wherein:

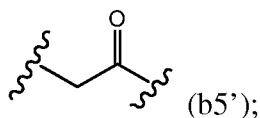
q is an integer from 1 to 5; and,

M is -H or a cation, such as Na⁺ or K⁺.78. The conjugate of claim 77, wherein Z^s is:

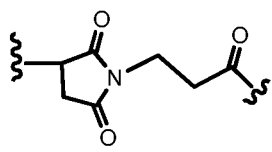
(b1);



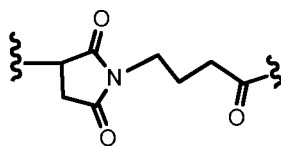
(b4');



(b5');



(b12);



(b13).

79. The conjugate of claim 77 or 78, wherein W' is -N(R^e)-.80. The conjugate of claim 79, wherein R^e is -(CH₂-CH₂-O)_n-R^k, wherein R^k is a -H, a linear, branched cyclic alkyl having 1 to 6 carbon atoms.81. The conjugate of claim 80, wherein R^k is -H or -Me, n is 4, and q is 2.

82. The conjugate of claim 81, wherein R^x is a linear or branched alkyl having 1 to 6 carbon atoms.
83. The conjugate of claim 81, wherein R^x is $-(CH_2)_p-(CR^fR^g)-$, wherein R^f and R^g are each independently selected from H or a linear or branched alkyl having 1 to 4 carbon atoms; and p is 0, 1, 2 or 3.
84. The conjugate of claim 83, wherein R^f and R^g are the same or different, and are selected from H and Me; and p is 1.
85. The conjugate of any of claims 77-84, wherein:
 - the double line $=$ between N and C represents a single bond or a double bond, provided that when it is a double bond X is absent and Y is -H, and when it is a single bond, X is -H; Y is -OH or $-SO_3M$;
 - M is -H or a pharmaceutically acceptable cation (*e.g.*, Na^+);
 - X' and Y' are both -H;
 - A and A' are both -O-;
 - R_6 is -OMe; and
 - R^x is a linear or branched alkyl having 1 to 6 carbon atoms.
86. The conjugate of any one of claims 52-85, wherein the double line $=$ between N and C represents a double bond.
87. The conjugate of any one of claims 52-84, wherein the double line $=$ between N and C represents a single bond, X is -H, the linking group, or an amine protecting group; and Y is selected from -H, -OR, -OCOR', -SR, -NR'R," an optionally substituted 5 or 6-membered nitrogen-containing heterocycle, $-SO_3M$, $-SO_2M$ and a sulfate $-OSO_3M$.
88. The conjugate of claim 87, wherein Y is selected from -H, $-SO_3M$, -OH, -OMe, -OEt or -NHOH.
89. The conjugate of claim 88, wherein Y is -H, $-SO_3M$ or -OH.
90. The conjugate of any one of claims 87-89, wherein M is -H, Na^+ or K^+ .
91. The conjugate of any one of claims 52-90, wherein W, when present, is $C=O$.
92. The conjugate of any one of claims 52-91, wherein Z and Z', when present, are $-CH_2-$.

93. The conjugate of any one of claims 52-92, wherein X' is selected from the group consisting of -H, -OH, an optionally substituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms, phenyl, the linking group, and an amine-protecting group.
94. The conjugate of claim 93, wherein X' is -H, -OH, -Me or the linking group.
95. The conjugate of claim 94, wherein X' is -H.
96. The conjugate of any one of claims 52-95, wherein Y' is selected from the group consisting of -H, an oxo group, a substituted or unsubstituted linear, branched or cyclic alkyl, alkenyl or alkynyl having from 1 to 10 carbon atoms.
97. The conjugate of claim 96, wherein Y' is -H or oxo.
98. The conjugate of claim 97, wherein Y' is -H.
99. The conjugate of any one of claims 52-98, wherein A and A' are the same or different, and are selected from -O-, -S-, -N(R₅)-, and oxo (C=O).
100. The conjugate of claim 99, wherein A and A' are the same or different, and are selected from -O- and -S-.
101. The conjugate of claim 100, wherein A and A' are -O-.
102. The conjugate of any one of claims 52-101, wherein D and D', when present, are the same or different, and are independently selected from a polyethylene glycol unit (-OCH₂CH₂)_n, wherein n is an integer from 1 to 24, an amino acid, a peptide bearing 2 to 6 amino acids, or a linear, branched or cyclic alkyl, alkenyl or alkynyl having 1 to 10 carbon atoms, wherein the alkyl, alkenyl and alkynyl are optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OR, -NR'COR'', -SR and -COR'.
103. The conjugate of claim 102, wherein D and D' are linear or branched alkyl bearing 1 to 4 carbon atoms.
104. The conjugate of claim 52, 53, 56, or 77, wherein:
the double line == between N and C represents a double bond;
Y is -H;
W is C=O;
R₁, R₂, R₁', R₂', R₄ and R₄' are -H;

one of R_3 , or R_3' is optionally the linking group and the other is -H;

R_6 is -OMe;

Z and Z' are -CH₂-;

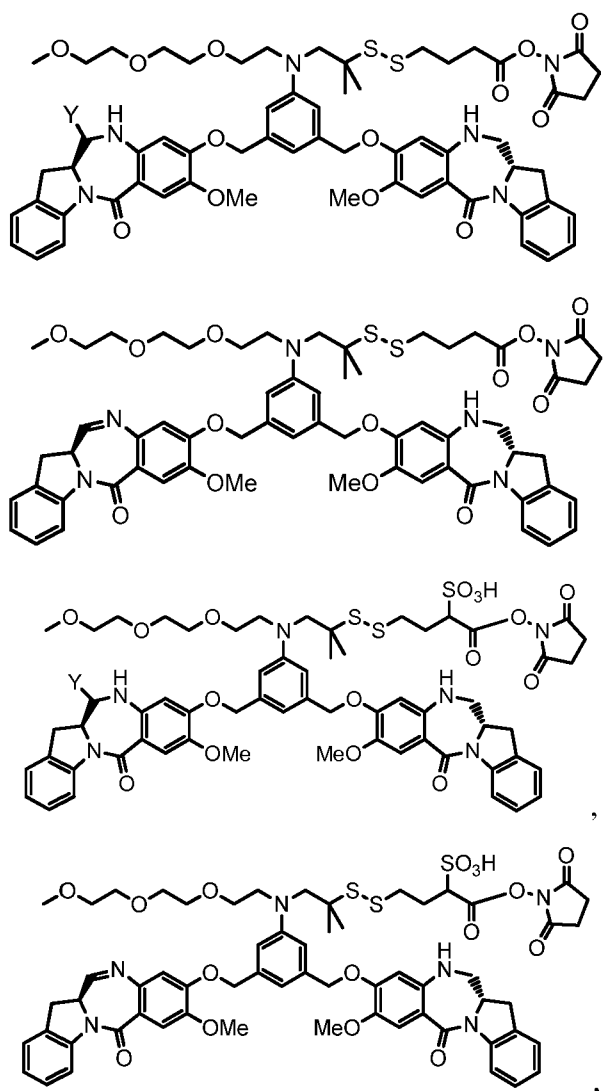
X' is -H;

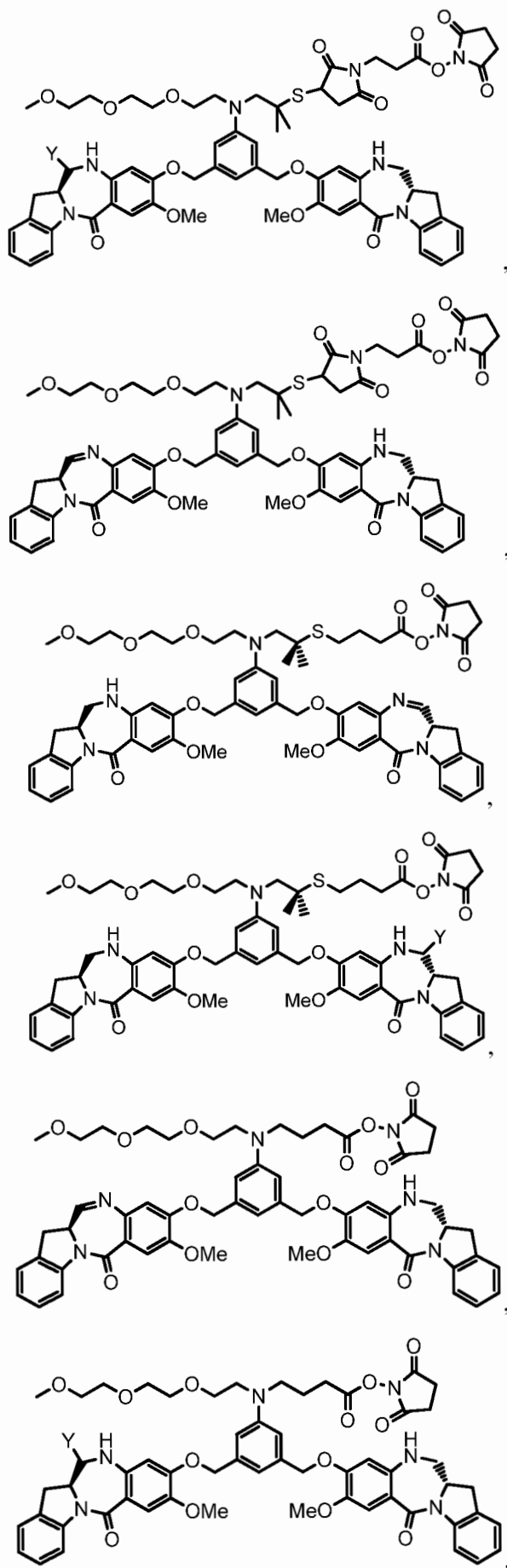
Y' is -H; and

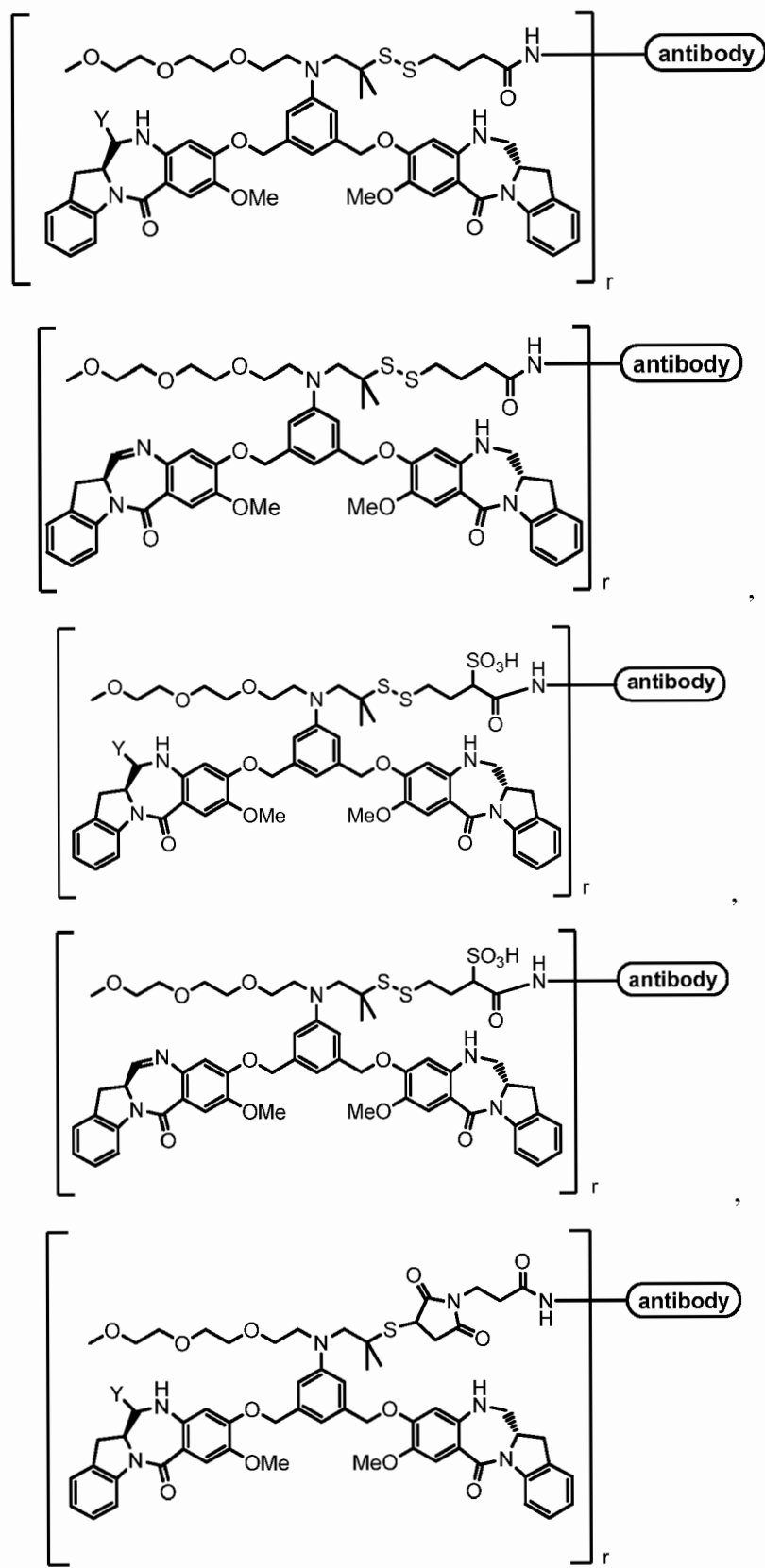
A and A' are -O-.

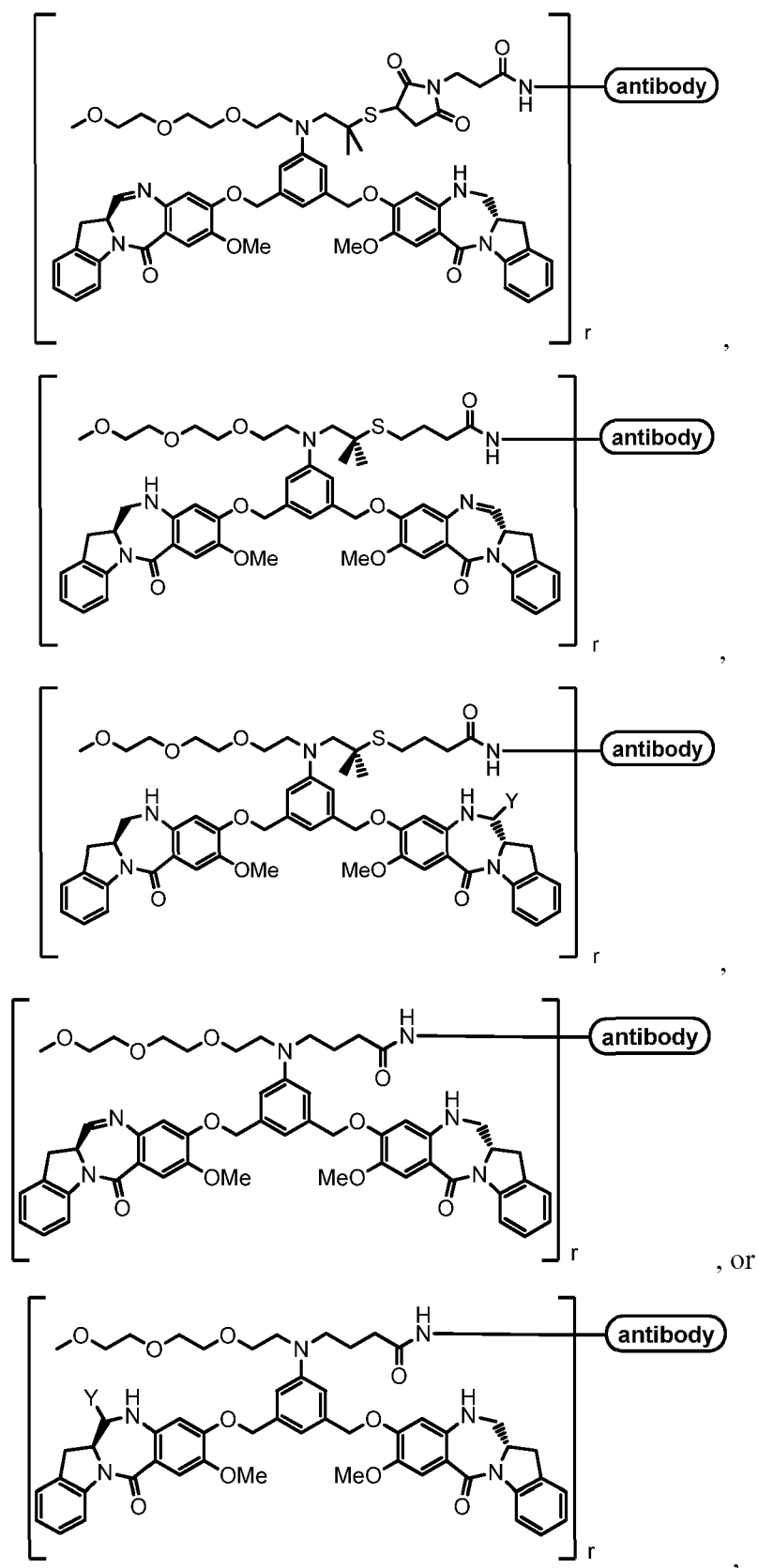
105. The conjugate of any one of claims 52-104, wherein the conjugate comprises 1-10 cytotoxic compounds, each cytotoxic compound comprising the linking group linking the cytotoxic compound to the CBA, and each cytotoxic compound on the conjugate is the same.
106. The conjugate of any one of claims 52-105, wherein the cell-binding agent binds to target cells selected from tumor cells, virus infected cells, microorganism infected cells, parasite infected cells, autoimmune cells, activated cells, myeloid cells, activated T-cells, B cells, or melanocytes; cells expressing the CD4, CD6, CD19, CD20, CD22, CD30, CD33, CD37, CD38, CD40, CD44, CD56, EpCAM, CanAg, CALLA, or Her-2 antigens; Her-3 antigens; or cells expressing insulin growth factor receptor, epidermal growth factor receptor, and folate receptor.
107. The conjugate of claim 106, wherein the cell-binding agent is an antibody, a single chain antibody, an antibody fragment that specifically binds to the target cell, a monoclonal antibody, a single chain monoclonal antibody, or a monoclonal antibody fragment that specifically binds to a target cell, a chimeric antibody, a chimeric antibody fragment that specifically binds to the target cell, a domain antibody, a domain antibody fragment that specifically binds to the target cell, a lymphokine, a hormone, a vitamin, a growth factor, a colony stimulating factor, or a nutrient-transport molecule.
108. The conjugate of claim 107, wherein the antibody is a resurfaced antibody, a resurfaced single chain antibody, or a resurfaced antibody fragment.
109. The conjugate of claim 107, wherein the antibody is a monoclonal antibody, a single chain monoclonal antibody, or a monoclonal antibody fragment thereof.
110. The conjugate of claim 107, wherein the antibody is a humanized antibody, a humanized single chain antibody, or a humanized antibody fragment.

111. A pharmaceutical composition comprising the conjugate of any one of claims 52-110 and a pharmaceutically acceptable carrier.
112. A method of inhibiting abnormal cell growth or treating a proliferative disorder, an autoimmune disorder, destructive bone disorder, infectious disease, viral disease, fibrotic disease, neurodegenerative disorder, pancreatitis or kidney disease in a mammal comprising administering to said mammal a therapeutically effective amount of a compound of any one of claims 1-51 or a conjugate of any one of claims 52-110 and, optionally, a chemotherapeutic agent.
113. The method of claim 112, wherein the compound or the conjugate is:





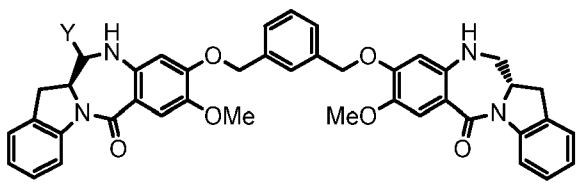




wherein r is an integer from 1 to 10, Y is $-H$ or $-SO_3M$ (*e.g.*, Y is $-SO_3M$), and M is $-H$ or a pharmaceutically acceptable cation.

114. A method of inhibiting abnormal cell growth or treating a proliferative disorder,

an autoimmune disorder, destructive bone disorder, infectious disease, viral disease, fibrotic disease, neurodegenerative disorder, pancreatitis or kidney disease in a mammal comprising administering to said mammal a therapeutically effective amount of a compound of the following formula and, optionally, a chemotherapeutic agent:



wherein Y is -H or -SO₃M (*e.g.*, Y is -SO₃M), and M is -H or a pharmaceutically acceptable cation.

115. The method of any one of claims 112-114, wherein said second chemotherapeutic agent is administered to said mammal sequentially or consecutively.
116. The method of any one of claims 112-115, wherein the method is for treating a condition selected from cancer, rheumatoid arthritis, multiple sclerosis, graft versus host disease (GVHD), transplant rejection, lupus, myositis, infection, and immune deficiency.
117. The method of any one of claims 112-116, wherein the method is for treating a cancer.
118. The method of claim 116 or 117, wherein the cancer is selected from breast cancer, colon cancer, brain cancer, prostate cancer, kidney cancer, pancreatic cancer, ovarian cancer, head and neck cancer, melanoma, colorectal cancer, gastric cancer, squamous cancer, small-cell lung cancer, non small-cell lung cancer, testicular cancer, Merkel cell carcinoma, glioblastoma, neuroblastoma, cancers of lymphatic organs and hematological malignancy including Leukemia (Acute lymphoblastic leukemia (ALL), Acute myelogenous leukemia (AML), Chronic lymphocytic leukemia (CLL), Chronic myelogenous leukemia (CML), Acute monocytic leukemia (AMOL), Hairy cell leukemia (HCL), T-cell prolymphocytic leukemia (T-PLL), Large granular lymphocytic leukemia, Adult T-cell leukemia), Lymphoma (small lymphocytic lymphoma (SLL), Hodgkin's lymphomas (Nodular sclerosis, Mixed cellularity, Lymphocyte-rich, Lymphocyte depleted or not depleted, and Nodular lymphocyte-predominant Hodgkin

lymphoma), Non-Hodgkin's lymphomas (all subtypes), Chronic lymphocytic leukemia/Small lymphocytic lymphoma, B-cell prolymphocytic leukemia, Lymphoplasmacytic lymphoma (such as Waldenström macroglobulinemia), Splenic marginal zone lymphoma, Plasma cell neoplasms (Plasma cell myeloma, Plasmacytoma, Monoclonal immunoglobulin deposition diseases, Heavy chain diseases), Extranodal marginal zone B cell lymphoma (MALT lymphoma), Nodal marginal zone B cell lymphoma (NMZL), Follicular lymphoma, Mantle cell lymphoma, Diffuse large B cell lymphoma, Mediastinal (thymic) large B cell lymphoma, Intravascular large B cell lymphoma, Primary effusion lymphoma, Burkitt lymphoma/leukemia, T cell prolymphocytic leukemia, T cell large granular lymphocytic leukemia, Aggressive NK cell leukemia, Adult T cell leukemia/lymphoma, Extranodal NK/T cell lymphoma (nasal type), Enteropathy-type T cell lymphoma, Hepatosplenic T cell lymphoma, Blastic NK cell lymphoma, Mycosis fungoides / Sezary syndrome, Primary cutaneous CD30-positive T cell lymphoproliferative disorders, Primary cutaneous anaplastic large cell lymphoma, Lymphomatoid papulosis, Angioimmunoblastic T cell lymphoma, Peripheral T cell lymphoma (unspecified), Anaplastic large cell lymphoma), multiple myeloma (plasma cell myeloma or Kahler's disease).