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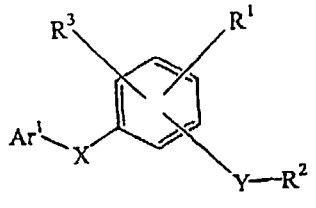
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(54) Title: QUINOLINYL AND BENZOTHIAZOLYL PPAR-GAMMA MODULATORS



(I)

(57) Abstract: Compounds having the formula (I) wherein Ar^1 is substituted or unsubstituted 2-benzothiazolyl or substituted or unsubstituted quinolinyl; X is -O-, -C(O)-, -CH(R^{10})-, -N(R^{11})-, or -S(O)$_k$-; Y is -N(R^{12})-S(O)$_2$-; R^1 is hydrogen or a specified substituent; R^2 is substituted or unsubstituted aryl; and R^3 is halogen or (C_1-C_8)alkoxy are useful in the treatment or prevention of a condition or disorder mediated by PPAR$_\gamma$. In particular, the compounds of the invention modulate the function of PPAR$_\gamma$. The subject methods are particularly useful in the treatment and/or prevention of diabetes, obesity, hypercholesterolemia, rheumatoid arthritis and atherosclerosis.