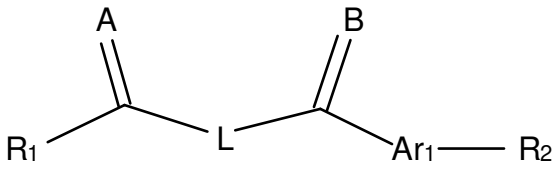
## Claims

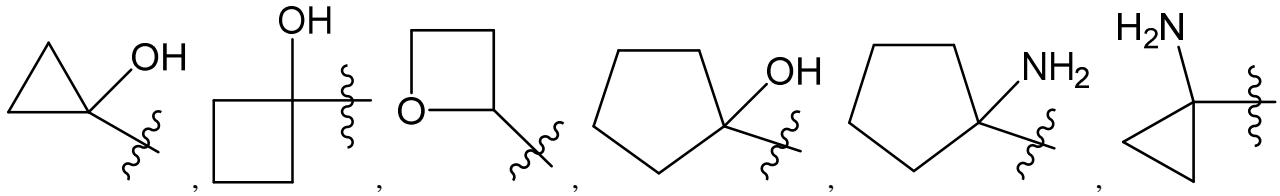
What is claimed is:

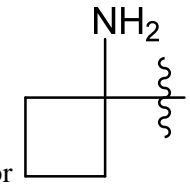
1. A Compound of formula I:

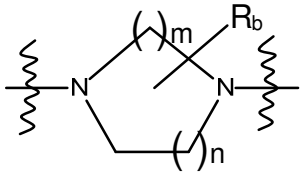



( I ),

wherein:

$R_1$ is  ,

 ;

L is  , m is 2, and n is 1;

A and B are O;

$Ar_1$ is a substituted or unsubstituted 6 membered monocyclic aryl or heteroaryl and said heteroaryl has 1 or 2 heteroatoms which are N, wherein said 6 membered monocyclic aryl or heteroaryl is either unsubstituted or optionally independently substituted with 1 or more substituents which can be the same or different and are independently selected from the group consisting of deuterium, halo, alkyl, $-CH_zF_{3-z}$, cyano, hydroxyl, hydroxylalkyl, amino, aminoalkyl-, (amino)alkoxy-, $-CONH_2$, -C(O)NH(alkyl), $-C(O)N(alkyl)_2$, -C(O)NH(aryl), $-C(O)N(aryl)_2$, $-OCH_zF_{3-z}$, -alkyl, -alkenyl, -alkynyl,-alkoxy or (alkoxyalkyl)amino-, $-N(R_c)$-C(O)-alkyl, $-N(R_c)$-C(O)-aryl, -cycloalkyl, -heterocycloalkyl, -aryl, and -heteroaryl;

$R_2$ is a substituted or unsubstituted monocylic 6 membered aryl, a substituted or unsubstituted 9 membered 6,5 bicyclic heteroaryl and said heteroaryl has 1, 2, 3, or 4 heteroatoms and said heteroatoms are independently O, S, or N, or a substituted or unsubstituted 10 membered 6,6 bicyclic aryl or heteroaryl

and said heteroaryl has 1, 2, 3, or 4 heteroatoms and said heteroatoms are O, S, or N, wherein each of said aryl or heteroaryl is either unsubstituted or optionally substituted with 1 or more substituents which can be the same or different and are independently selected from the group consisting of deuterium, halo, cyano, hydroxyl, hydroxyl-alkyl-, hydroxylcycloalkyl-, hydroxyl-heterocycloalkyl-, hydroxyl-aryl-, hydroxyl-heteroaryl-, amino, aminoalkyl, (amino)alkoxy-, $-CONH_2$, $-C(O)NH(alkyl)$, $-C(O)N(alkyl)_2$, $-C(O)NH(aryl)$, $-C(O)N(aryl)_2$, $-CH_zF_{3-z}$, $-OCH_zF_{3-z}$, -alkyl, alkoxy-, -alkenyl, -alkynyl, aryloxy-, (alkoxyalkyl)amino-, -cycloalkyl, -heterocycloalkyl, (heterocycloalkyl)alkyl-, -aryl, -heteroaryl, $-O(alkyl)$, $-O(cycloalkyl)$, $-O(heterocycloalkyl)$, $-O(aryl)$, $-O(heteroaryl)$, $ONH_2$, $-C(O)NH(alkyl)$, $-C(O)N(aryl)_2$, $-C(O)NH(cycloalkyl)$, $-NH(CO)cycloalkyl$, $-NH(SO_2)$, $-NH(SO_2)alkyl$, $-NH(SO_2)aryl$, $-NH(SO_2)heteroaryl$,$-N(SO_2)cycloalkyl$, $-C(O)N(alkyl)_2$, (aryl)alkyl-, -heteroaryl, (heteroaryl)alkyl-, $-S(O)_2$-alkyl, $-S(O)_2$-aryl, $-S(O)_2$-cycloalkyl, $-C(O)N(alkyl)_2$, -C(O)alkyl, -NH-C(O)-alkyl, -NH-C(O)-cycloalkyl, NH-C(O)-heterocycloalkyl, NH-C(O)-heterocycloalkyl- $R_{d,}$ - NH-C(O)- $R_d$ –(O)alkyl, -NH-C(O)-aryl, -NH-C(O)-NH-alkyl, NH-C(O)-NH-cycloalkyl, $NH_2(CO)cycloalkyl$-, NH-C(O)-NH-aryl, -NH-C(O)-O-alkyl, NH-C(O)-NH-cycloalkyl, , -NH-C(O)-O-cycloalkyl, $-NH(R_d)$-C(O)-alkyl, $-NH(R_d)$-C(O)-aryl, $-NH(R_d)$-$S(O_2)$cycloalkyl, $-S(O_2)NH_2$, $-S(O_2)NH(alkyl)$, $-S(O_2)N(R_d)cycloalkyl$, $-S(O_2)N(alkyl)_2$, $-C(O)N(H)(alkyl)$, $-C(O)N(R_d)(cycloalkyl)$, methylenedioxy, $-CH_zF_{3-z}$, $-OCH_zF_{3-z}$, and –alkoxy;

$R_b$ is H, halo, $C_1$-$C_4$ alkyl, $C_1$-$C_3$ hydroxyl-alkyl, or $C_3$-$C_4$ cycloalkyl;

$R_c$ is H, halo, $C_1$-$C_4$ alkyl, or $C_3$-$C_4$ cycloalkyl;

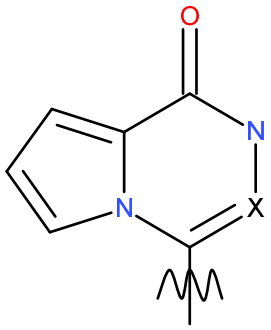
$R_d$ is H, halo, $C_1$-$C_4$ alkyl, or $C_3$-$C_4$ cycloalkyl;

z is 0, 1 or 2;

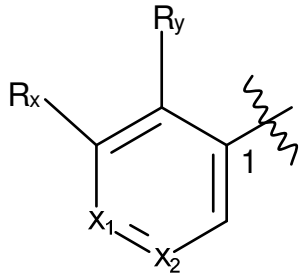
and pharmaceutically acceptable salts thereof;

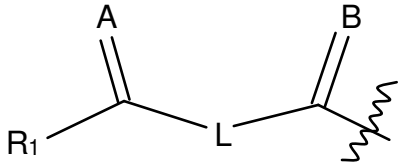
further wherein:

$R_2$ is not a



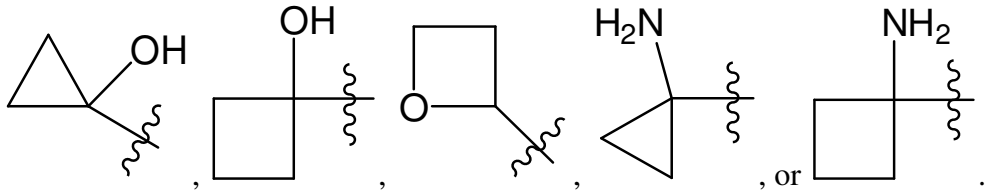

substituted or unsubstituted form of , where X is N or CH; and



when $Ar_1$ is 

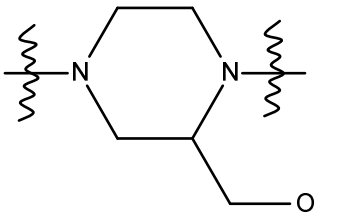
connected to at position 1, and $X_1$ and $X_2$ are independently N or C-$R_z$, and $R_y$ and $R_z$ are any substituent, then $R_x$ does not include alkynyl, alkenyl, aryl, 5-14 membered heterocyclic, 5-14 membered heteroaromatic, or 4-9 membered carbocyclic.

2. The compound of claim 1, wherein $R_1$ is



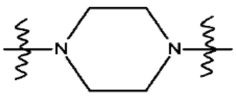
, , , , or .

3. The compound of claim 1, wherein L is:



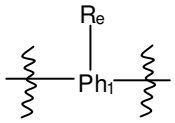
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4. The compound of claim 1, wherein L is:



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5. The compound of claim 1, wherein $Ar_1$ is

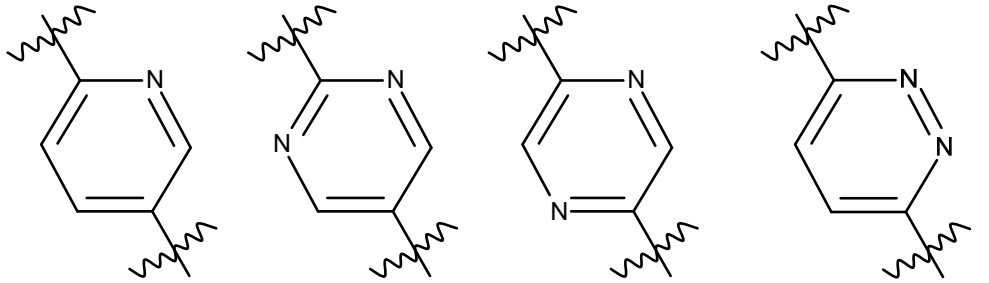


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$Ph_1$ is phenyl, pyridinyl, pyrazinyl, or pyrimidinyl, and

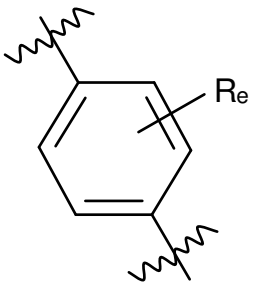
$R_e$ is H, halo, or $C_1$-$C_3$ alkyl.

6. The compound of claim 1, wherein $Ar_1$ is a substituted or unsubstituted form of:



, , , or .

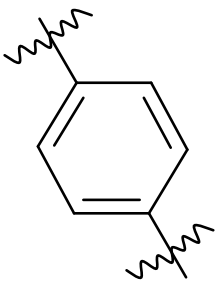
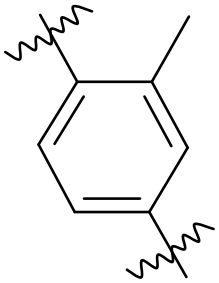
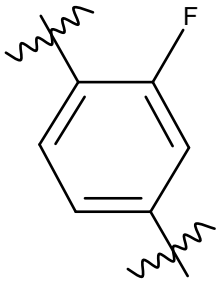
7. The compound of claim 5, wherein $Ar_1$ is

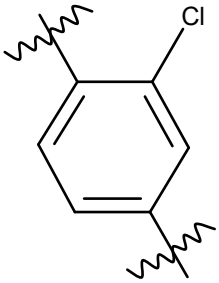


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and $R_e$ is selected from the group consisting of H and halo.

8. The compound of claim 7, wherein $Ar_1$ is

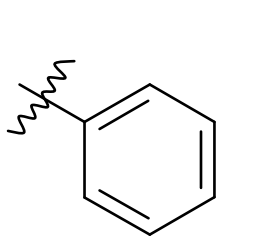
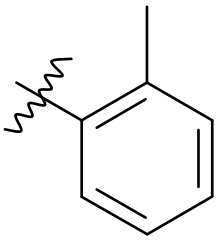
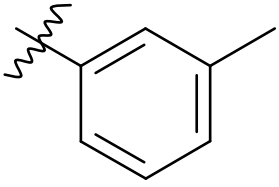
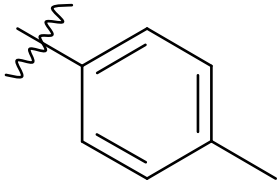
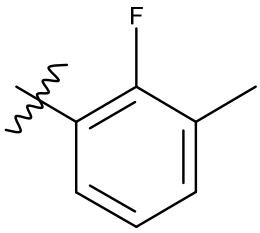

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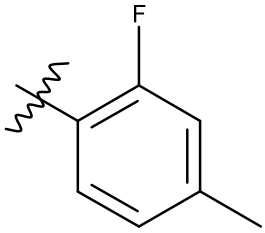
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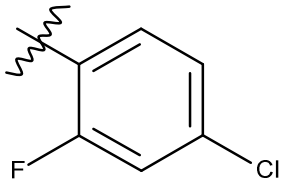
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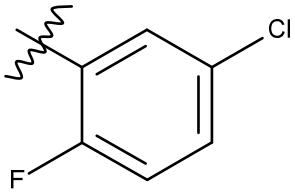
9. The compound of claim 1, wherein $R_2$ is a substituted or unsubstituted monocylic 6 membered aryl.

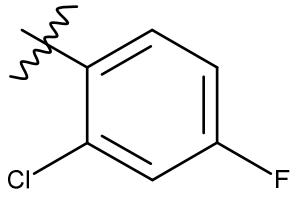
10. The compound of claim 9, wherein $R_2$ is:

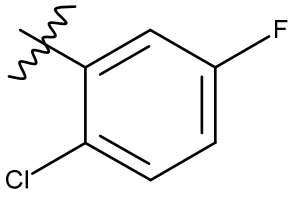

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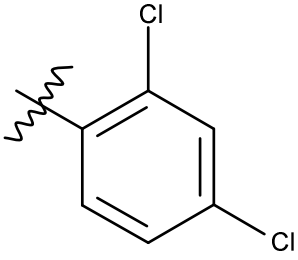
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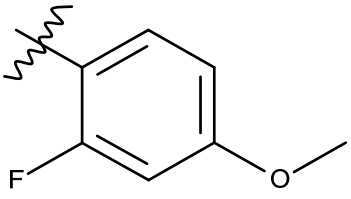
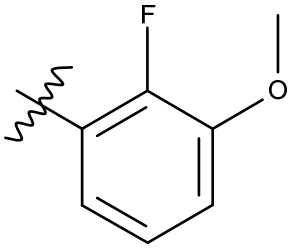
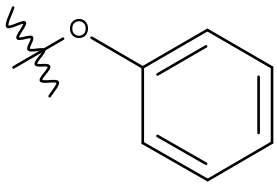
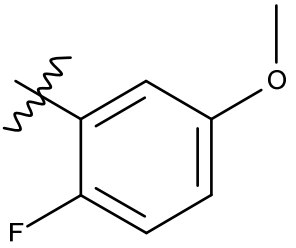
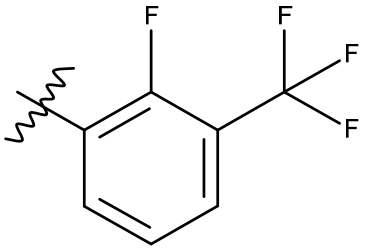
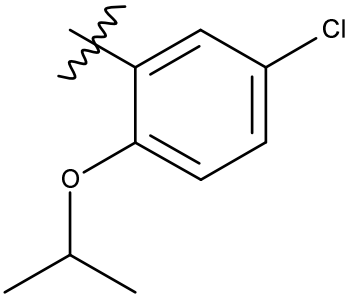
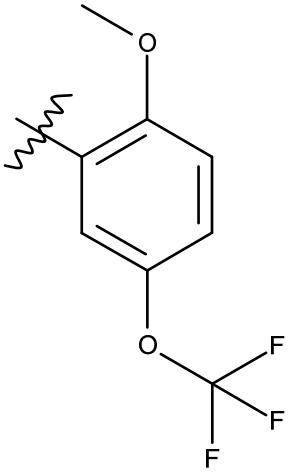
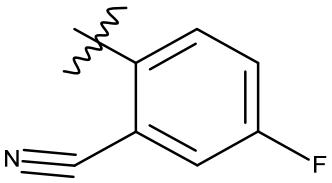
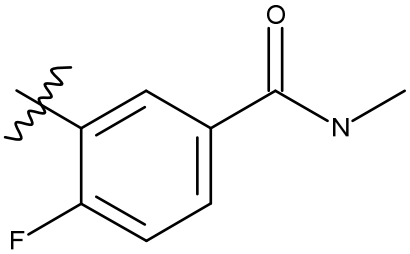
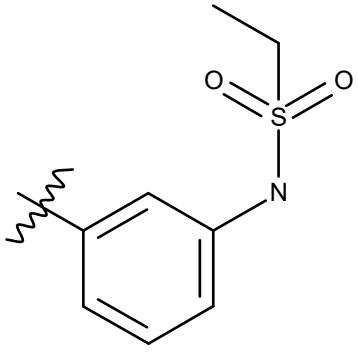
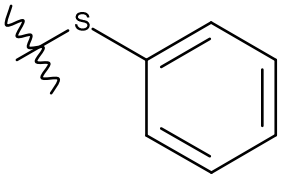
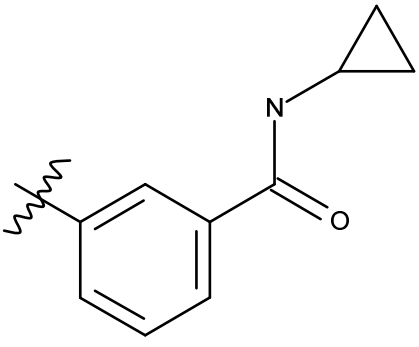
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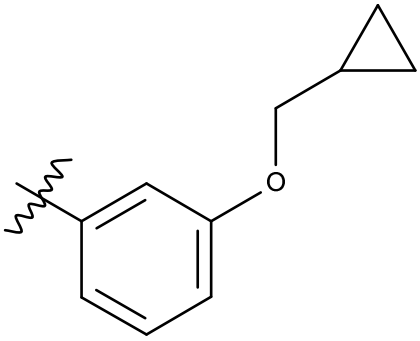
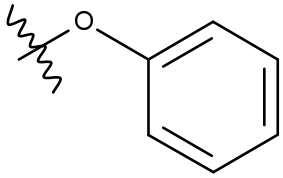
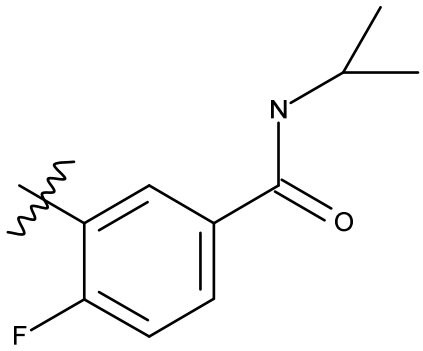
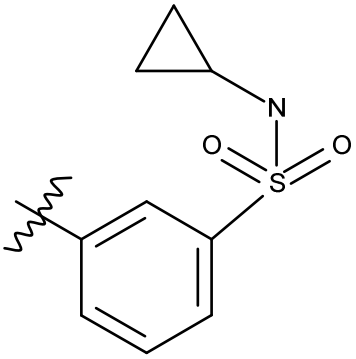
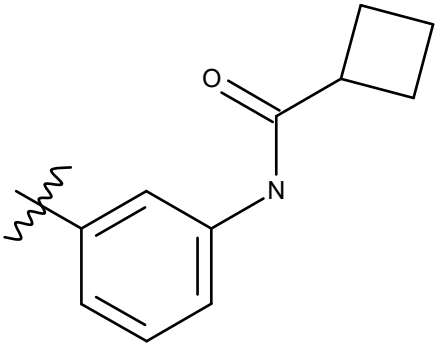
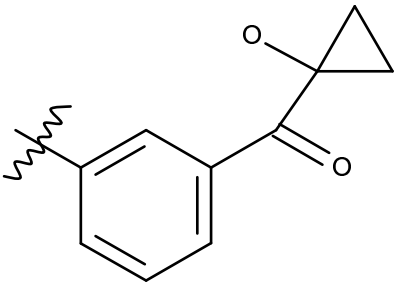
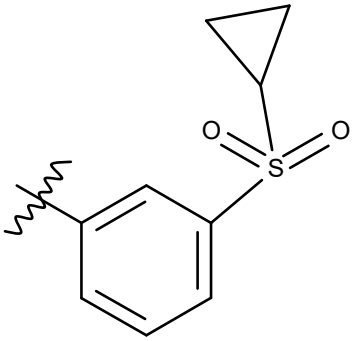
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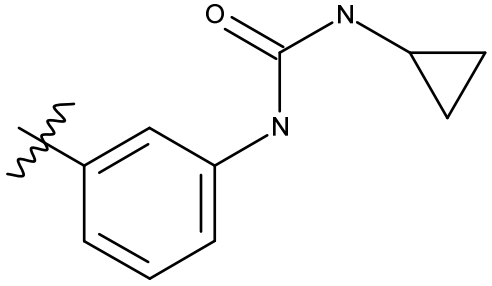
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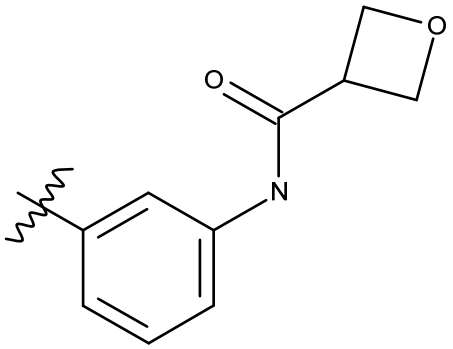
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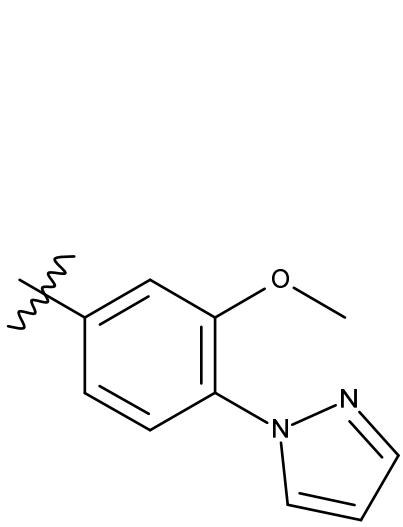
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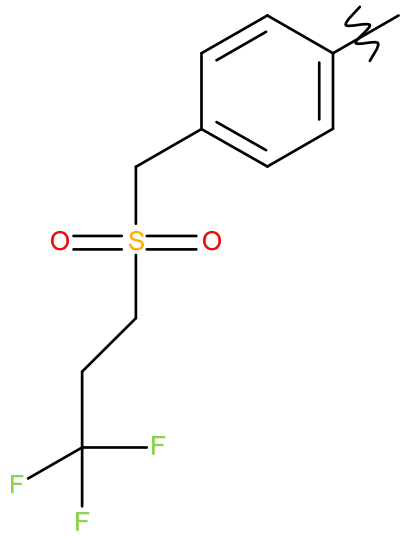

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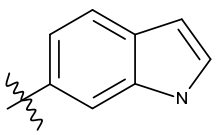
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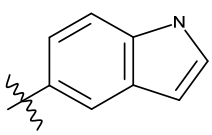


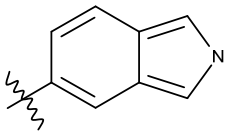
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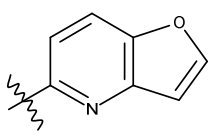
11. The compound of claim 1, wherein $R_2$ is a substituted or unsubstituted 9-membered 6,5 bicyclic heteroaryl and said heteroaryl has 1, 2, 3, or 4 heteroatoms and said heteroatoms are independently O, S, or N.

12. The compound of claim 11, wherein $R_2$ is a substituted or unsubstituted form of:

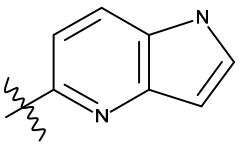
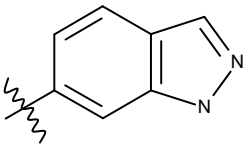
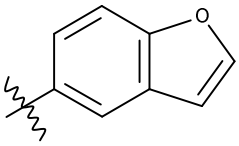
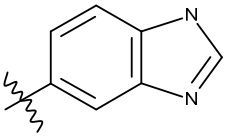
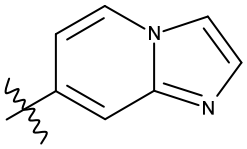
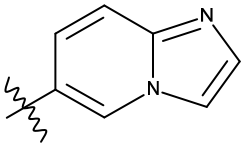
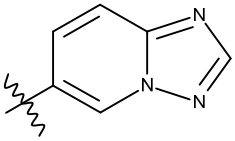
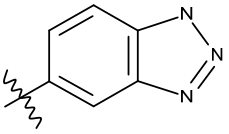
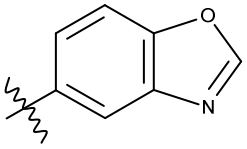
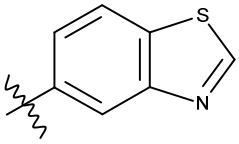
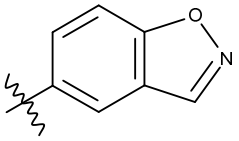
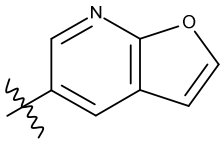
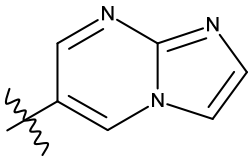
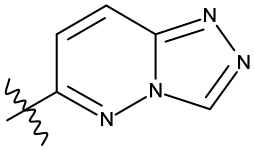
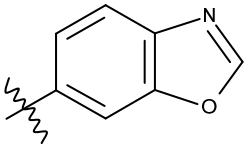
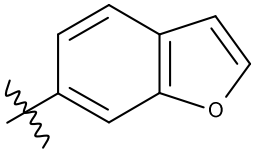
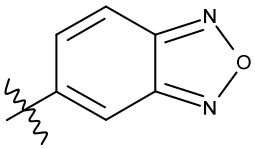
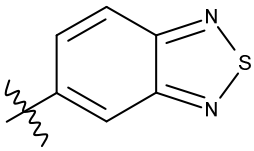
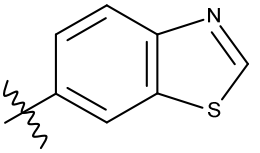
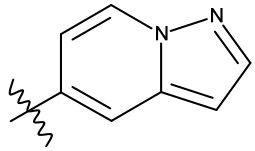
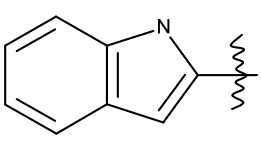
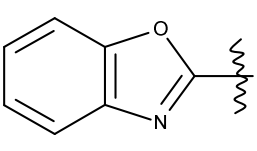
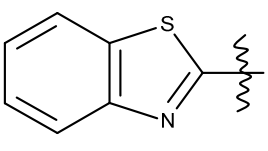
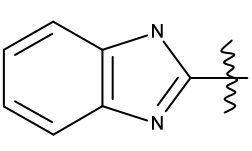
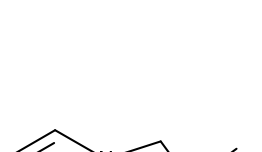
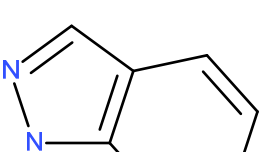


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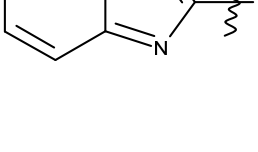
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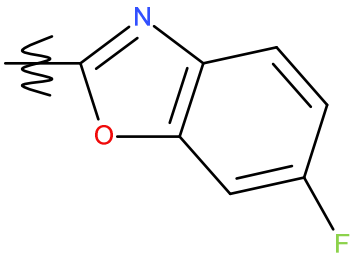
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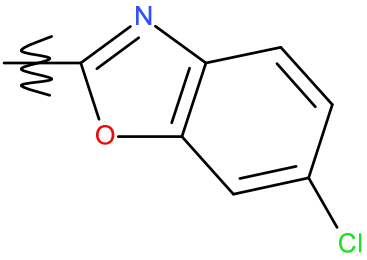

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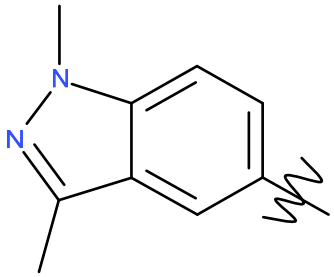
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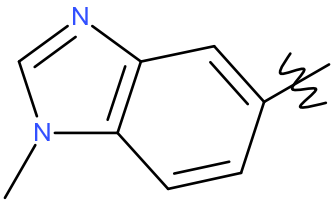
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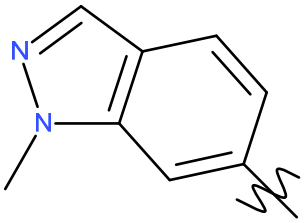
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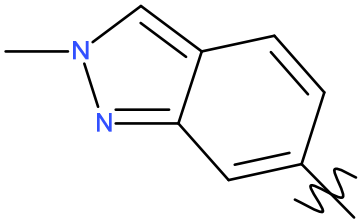


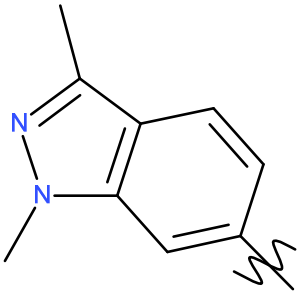
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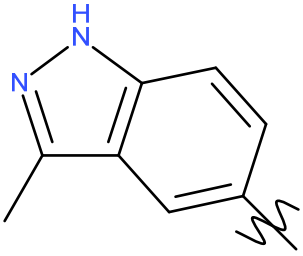
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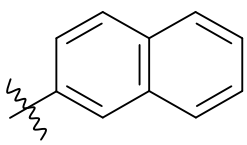
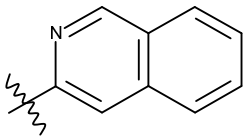
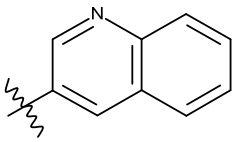
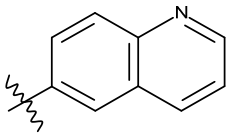
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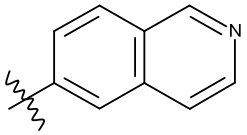
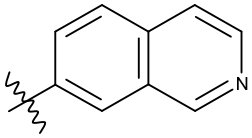
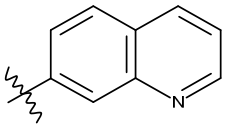
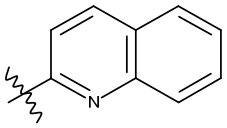
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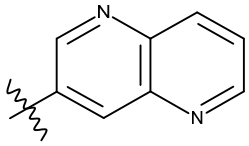
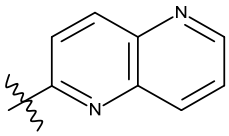
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13. The compound of claim 1, wherein $R_2$ is a substituted or unsubstituted group selected from 10-membered 6,6 bicyclic aryl or heteroaryl and said heteroaryl has 1, 2, 3, or 4 heteroatoms and said heteroatoms are O, S, or N.

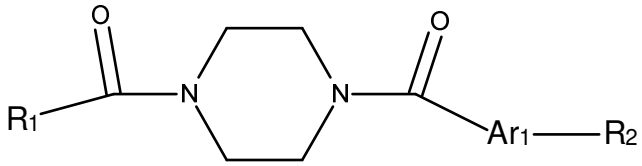
14. The compound of claim 10, wherein $R_2$ is a substituted or unsubstituted form of:

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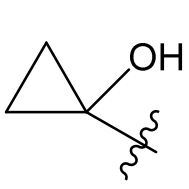
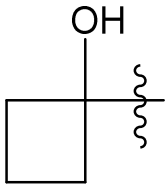
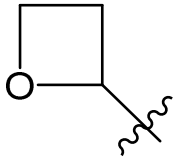
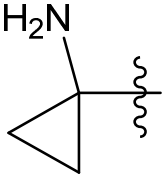
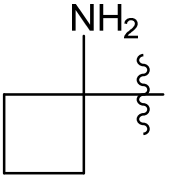
, or .

15. The Compound of claim 1, wherein the compound is a compound of formula I-A:



( I-A)

wherein:

$R_1$ is , , ,  or ;

$Ar_1$ is a substituted or unsubstituted 6 membered monocyclic aryl or heteroaryl and said heteroaryl has 1 or 2 heteroatoms which are N, wherein said 6 membered monocyclic aryl or heteroaryl is either unsubstituted or optionally independently substituted with 1 or more substituents which can be the same or different and are independently selected from the group consisting of deuterium, halo, alkyl, $-CH_zF_{3-z}$, cyano, hydroxyl, hydroxylalkyl, amino, aminoalkyl-, (amino)alkoxy-, $-CONH_2$, -C(O)NH(alkyl), $-C(O)N(alkyl)_2$, -C(O)NH(aryl), $-C(O)N(aryl)_2$, $-OCH_zF_{3-z}$, -alkyl, -alkenyl, -alkynyl,-alkoxy or (alkoxyalkyl)amino-, $-N(R_c)$-C(O)-alkyl, $-N(R_c)$-C(O)-aryl, -cycloalkyl, -heterocycloalkyl, -aryl, and -heteroaryl;

$R_2$ is a substituted or unsubstituted monocylic 6 membered aryl, a substituted or unsubstituted 9 membered 6,5 bicyclic heteroaryl and said heteroaryl has 1, 2, 3, or 4 heteroatoms and said heteroatoms are independently O, S, or N, or a substituted or unsubstituted 10 membered 6,6 bicyclic aryl or heteroaryl

and said heteroaryl has 1, 2, 3, or 4 heteroatoms and said heteroatoms are O, S, or N, wherein each of said aryl or heteroaryl is either unsubstituted or optionally substituted with 1 or more substituents which can be the same or different and are independently selected from the group consisting of deuterium, halo, cyano, hydroxyl, hydroxyl-alkyl-, hydroxylcycloalkyl-, hydroxyl-heterocycloalkyl-, hydroxyl-aryl-, hydroxyl-heteroaryl-, amino, aminoalkyl, (amino)alkoxy-, $-CONH_2$, $-C(O)NH(alkyl)$, $-C(O)N(alkyl)_2$, $-C(O)NH(aryl)$, $-C(O)N(aryl)_2$, $-CH_zF_{3-z}$, $-OCH_zF_{3-z}$, -alkyl, alkoxy-, -alkenyl, -alkynyl, aryloxy-, (alkoxyalkyl)amino-, -cycloalkyl, -heterocycloalkyl, (heterocycloalkyl)alkyl-, -aryl, -heteroaryl, $-O(alkyl)$, $-O(cycloalkyl)$, $-O(heterocycloalkyl)$, $-O(aryl)$, $-O(heteroaryl)$, $ONH_2$, $-C(O)NH(alkyl)$, $-C(O)N(aryl)_2$, $-C(O)NH(cycloalkyl)$, $-NH(CO)cycloalkyl$, $-NH(SO_2)$, $-NH(SO_2)alkyl$, $-NH(SO_2)aryl$, $-NH(SO_2)heteroaryl$, $-N(SO_2)cycloalkyl$, $-C(O)N(alkyl)_2$, (aryl)alkyl-, -heteroaryl, (heteroaryl)alkyl-, $-S(O)_2$-alkyl, $-S(O)_2$-aryl, $-S(O)_2$-cycloalkyl, $-C(O)N(alkyl)_2$, -C(O)alkyl, -NH-C(O)-alkyl, -NH-C(O)-cycloalkyl, NH-C(O)-heterocycloalkyl, NH-C(O)-heterocycloalkyl- $R_d$, -NH-C(O)- $R_d$ –(O)alkyl, -NH-C(O)-aryl, -NH-C(O)-NH-alkyl, NH-C(O)-NH-cycloalkyl, $NH_2(CO)cycloalkyl$-, NH-C(O)-NH-aryl, -NH-C(O)-O-alkyl, NH-C(O)-NH-cycloalkyl, -NH-C(O)-O-cycloalkyl, $-NH(R_d)$-C(O)-alkyl, $-NH(R_d)$-C(O)-aryl, $-NH(R_d)$-$S(O_2)$cycloalkyl, $-S(O_2)NH_2$, $-S(O_2)NH(alkyl)$, $-S(O_2)N(R_d)cycloalkyl$, $-S(O_2)N(alkyl)_2$, $-C(O)N(H)(alkyl)$, $-C(O)N(R_d)(cycloalkyl)$, methylenedioxy, $-CH_zF_{3-z}$, $-OCH_zF_{3-z}$, and –alkoxy;

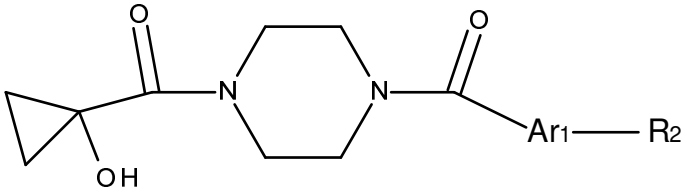
$R_c$ is H, halo, $C_1$-$C_4$ alkyl, or $C_3$-$C_4$ cycloalkyl;

$R_d$ is H, halo, $C_1$-$C_4$ alkyl, or $C_3$-$C_4$ cycloalkyl;

and z is 0, 1 or 2;

or a pharmaceutically acceptable salt thereof.

16. The Compound of claim 1, wherein the compound is a compound of formula I-B:




( I-B )

wherein:

$Ar_1$ is a substituted or unsubstituted 6 membered monocyclic aryl or heteroaryl and said heteroaryl has 1 or 2 heteroatoms which are N, wherein said 6 membered monocyclic aryl or heteroaryl is either unsubstituted or optionally independently substituted with 1 or more substituents which can be the same or different

and are independently selected from the group consisting of deuterium, halo, alkyl, -$CH_zF_{3-z}$, cyano, hydroxyl, hydroxylalkyl, amino, aminoalkyl-, (amino)alkoxy-, -$CONH_2$, -C(O)NH(alkyl), -$C(O)N(alkyl)_2$, -C(O)NH(aryl), -$C(O)N(aryl)_2$, -$OCH_zF_{3-z}$, -alkyl, -alkenyl, -alkynyl,-alkoxy or (alkoxyalkyl)amino-, -$N(R_c)$-C(O)-alkyl, -$N(R_c)$-C(O)-aryl, -cycloalkyl, -heterocycloalkyl, -aryl, and -heteroaryl;

$R_2$ is a substituted or unsubstituted monocylic 6 membered aryl, a substituted or unsubstituted 9 membered 6,5 bicyclic heteroaryl and said heteroaryl has 1, 2, 3, or 4 heteroatoms and said heteroatoms are independently O, S, or N, or a substituted or unsubstituted 10 membered 6,6 bicyclic aryl or heteroaryl and said heteroaryl has 1, 2, 3, or 4 heteroatoms and said heteroatoms are O, S, or N, wherein each of said aryl or heteroaryl is either unsubstituted or optionally substituted with 1 or more substituents which can be the same or different and are independently selected from the group consisting of deuterium, halo, cyano, hydroxyl, hydroxyl-alkyl-, hydroxylcycloalkyl-, hydroxyl-heterocycloalkyl-, hydroxyl-aryl-, hydroxyl-heteroaryl-, amino, aminoalkyl, (amino)alkoxy-, -$CONH_2$, -C(O)NH(alkyl), -$C(O)N(alkyl)_2$, -C(O)NH(aryl), -$C(O)N(aryl)_2$, -$CH_zF_{3-z}$, -$OCH_zF_{3-z,}$ -alkyl, alkoxy-, -alkenyl, -alkynyl, aryloxy-, (alkoxyalkyl)amino-, -cycloalkyl, -heterocycloalkyl, (heterocycloalkyl)alkyl-, -aryl, -heteroaryl, -O(alkyl), -O(cycloalkyl), -O(heterocycloalkyl), -O(aryl), -O(heteroaryl), $ONH_2$, -C(O)NH(alkyl), -$C(O)N(aryl)_2$, -C(O)NH(cycloalkyl), , -NH(CO)cycloalkyl, -$NH(SO_2)$, -$NH(SO_2)$alkyl, -$NH(SO_2)$aryl, -$NH(SO_2)$heteroaryl,-$N(SO_2)$cycloalkyl, -$C(O)N(alkyl)_2$, (aryl)alkyl-, -heteroaryl, (heteroaryl)alkyl-, -$S(O)_2$-alkyl, -$S(O)_2$-aryl, -$S(O)_2$-cycloalkyl, -$C(O)N(alkyl)_2$, -C(O)alkyl, -NH-C(O)-alkyl, -NH-C(O)-cycloalkyl, NH-C(O)-heterocycloalkyl, NH-C(O)-heterocycloalkyl- $R_{d,}$ - NH-C(O)- $R_d$ –(O)alkyl, -NH-C(O)-aryl, -NH-C(O)-NH-alkyl, NH-C(O)-NH-cycloalkyl, $NH_2$(CO)cycloalkyl-, NH-C(O)-NH-aryl, -NH-C(O)-O-alkyl, NH-C(O)-NH-cycloalkyl, , -NH-C(O)-O-cycloalkyl, -$NH(R_d)$-C(O)-alkyl, -$NH(R_d)$-C(O)-aryl, -$NH(R_d)$-$S(O_2)$cycloalkyl, -$S(O_2)NH_2$, -$S(O_2)$NH(alkyl), -$S(O_2)N(R_d)$cycloalkyl, -$S(O_2)N(alkyl)_2$, -C(O)N(H)(alkyl), -$C(O)N(R_d)$(cycloalkyl), methylenedioxy, -$CH_zF_{3-z}$, -$OCH_zF_{3-z}$, and –alkoxy;

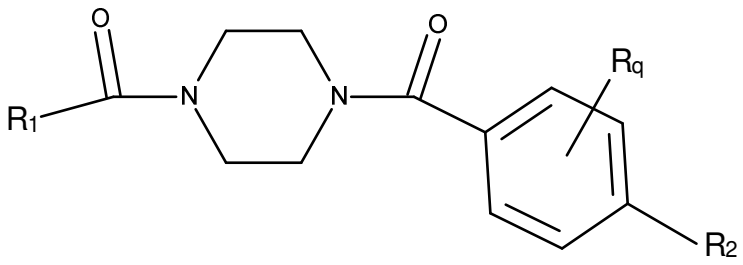
$R_c$ is H, halo, $C_1$-$C_4$ alkyl, or $C_3$-$C_4$ cycloalkyl;

$R_d$ is H, halo, $C_1$-$C_4$ alkyl, or $C_3$-$C_4$ cycloalkyl;

and z is 0, 1 or 2;

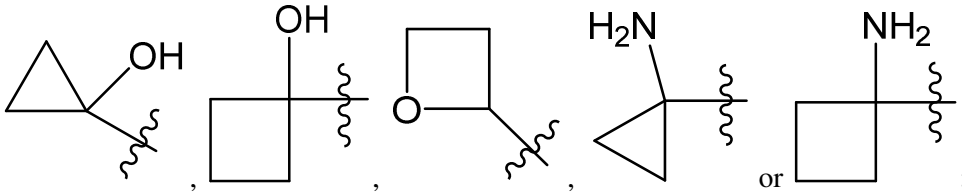
or a pharmaceutically acceptable salt thereof.

17. The compound of claim 1, wherein the compound is a compound of formula I-C:




( I-C)

wherein:

$R_1$ is 

, , , or ;

$R_2$ is a substituted or unsubstituted monocylic 6 membered aryl, a substituted or unsubstituted 9 membered 6,5 bicyclic heteroaryl and said heteroaryl has 1, 2, 3, or 4 heteroatoms and said heteroatoms are independently O, S, or N, or a substituted or unsubstituted 10 membered 6,6 bicyclic aryl or heteroaryl and said heteroaryl has 1, 2, 3, or 4 heteroatoms and said heteroatoms are O, S, or N, wherein each of said aryl or heteroaryl is either unsubstituted or optionally substituted with 1 or more substituents which can be the same or different and are independently selected from the group consisting of deuterium, halo, cyano, hydroxyl, hydroxyl-alkyl-, hydroxylcycloalkyl-, hydroxyl-heterocycloalkyl-, hydroxyl-aryl-, hydroxyl-heteroaryl-, amino, aminoalkyl, (amino)alkoxy-, $-CONH_2$, $-C(O)NH(alkyl)$, $-C(O)N(alkyl)_2$, $-C(O)NH(aryl)$, $-C(O)N(aryl)_2$, $-CH_zF_{3-z}$, $-OCH_zF_{3-z}$, -alkyl, alkoxy-, -alkenyl, -alkynyl, aryloxy-, (alkoxyalkyl)amino-, -cycloalkyl, -heterocycloalkyl, (heterocycloalkyl)alkyl-, -aryl, -heteroaryl, $-O(alkyl)$, $-O(cycloalkyl)$, $-O(heterocycloalkyl)$, $-O(aryl)$, $-O(heteroaryl)$, $ONH_2$, $-C(O)NH(alkyl)$, $-C(O)N(aryl)_2$, $-C(O)NH(cycloalkyl)$, $NH_2(CO)cycloalkyl$-, $-NH(CO)cycloalkyl$, $-NH(SO_2)$, $-NH(SO_2)alkyl$, $-NH(SO_2)aryl$, $-NH(SO_2)heteroaryl$, $-N(SO_2)cycloalkyl$, $-C(O)N(alkyl)_2$, (aryl)alkyl-, -heteroaryl, (heteroaryl)alkyl-, $-S(O)_2$-alkyl, $-S(O)_2$-aryl, $-S(O)_2$-cycloalkyl, $-C(O)N(alkyl)_2$, -C(O)alkyl, -NH-C(O)-alkyl, -NH-C(O)-cycloalkyl, NH-C(O)-heterocycloalkyl, NH-C(O)-heterocycloalkyl- $R_{d,}$ - NH-C(O)- $R_d$ –(O)alkyl, -NH-C(O)-aryl, -NH-C(O)-NH-alkyl, NH-C(O)-NH-cycloalkyl, NH-C(O)-NH-aryl, -NH-C(O)-O-alkyl, NH-C(O)-NH-cycloalkyl, , -NH-C(O)-O-cycloalkyl, $-NH(R_d)$-C(O)-alkyl, $-NH(R_d)$-C(O)-aryl, $-NH(R_d)$-$S(O_2)$cycloalkyl, $-S(O_2)NH_2$, $-S(O_2)NH(alkyl)$, $-S(O_2)N(R_d)cycloalkyl$, $-S(O_2)N(alkyl)_2$, $-C(O)N(H)(alkyl)$, $-C(O)N(R_d)(cycloalkyl)$, methylenedioxy, $-CH_zF_{3-z}$, $-OCH_zF_{3-z}$, and –alkoxy;

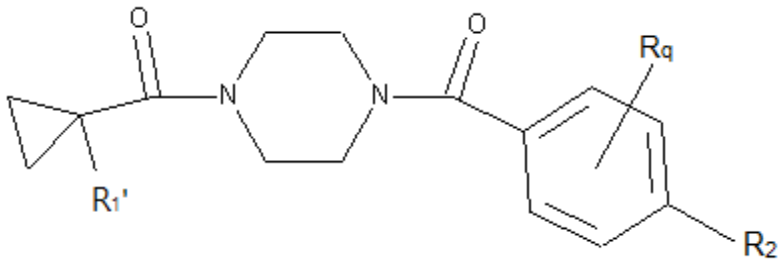
$R_d$ is H, halo, $C_1$-$C_4$ alkyl, or $C_3$-$C_4$ cycloalkyl;

$R_q$ is H, halo, $C_1$-$C_4$ alkyl, or $C_3$-$C_4$ cycloalkyl;

and z is 0, 1 or 2;

and pharmaceutically acceptable salts thereof.

18. The compound of claim 1, wherein the compound is a compound of formula I-D:




(I-D)

wherein:

$R_1$' is OH or $NH_2$;

$R_2$ is a substituted or unsubstituted monocylic 6 membered aryl, a substituted or unsubstituted 9 membered 6,5 bicyclic heteroaryl and said heteroaryl has 1, 2, 3, or 4 heteroatoms and said heteroatoms are independently O, S, or N, or a substituted or unsubstituted 10 membered 6,6 bicyclic aryl or heteroaryl and said heteroaryl has 1, 2, 3, or 4 heteroatoms and said heteroatoms are O, S, or N, wherein each of said aryl or heteroaryl is either unsubstituted or optionally substituted with 1 or more substituents which can be the same or different and are independently selected from the group consisting of deuterium, halo, cyano, hydroxyl, hydroxyl-alkyl-, hydroxylcycloalkyl-, hydroxyl-heterocycloalkyl-, hydroxyl-aryl-, hydroxyl-heteroaryl-, amino, aminoalkyl, (amino)alkoxy-, $-CONH_2$, $-C(O)NH(alkyl)$, $-C(O)N(alkyl)_2$, $-C(O)NH(aryl)$, $-C(O)N(aryl)_2$, $-CH_zF_{3-z}$, $-OCH_zF_{3-z}$, -alkyl, alkoxy-, -alkenyl, -alkynyl, aryloxy-, (alkoxyalkyl)amino-, -cycloalkyl, -heterocycloalkyl, (heterocycloalkyl)alkyl-, -aryl, -heteroaryl, -O(alkyl), -O(cycloalkyl), -O(heterocycloalkyl), -O(aryl), -O(heteroaryl), $ONH_2$, $-C(O)NH(alkyl)$, $-C(O)N(aryl)_2$, $-C(O)NH(cycloalkyl)$, $NH_2(CO)cycloalkyl$-, $-NH(CO)cycloalkyl$, $-NH(SO_2)$, $-NH(SO_2)alkyl$, $-NH(SO_2)aryl$, $-NH(SO_2)heteroaryl$, $-N(SO_2)cycloalkyl$, $-C(O)N(alkyl)_2$, (aryl)alkyl-, -heteroaryl, (heteroaryl)alkyl-, $-S(O)_2$-alkyl, $-S(O)_2$-aryl, $-S(O)_2$-cycloalkyl, $-C(O)N(alkyl)_2$, -C(O)alkyl, -NH-C(O)-alkyl, -NH-C(O)-cycloalkyl, NH-C(O)-heterocycloalkyl, NH-C(O)-heterocycloalkyl- $R_{d,}$ - NH-C(O)- $R_d$ –(O)alkyl, -NH-C(O)-aryl, -NH-C(O)-NH-alkyl, NH-C(O)-NH-cycloalkyl, NH-C(O)-NH-aryl, -NH-C(O)-O-alkyl, NH-C(O)-NH-cycloalkyl, , -NH-C(O)-O-cycloalkyl, $-NH(R_d)$-C(O)-alkyl, $-NH(R_d)$-C(O)-aryl, $-NH(R_d)$-$S(O_2)$cycloalkyl, $-S(O_2)NH_2$, $-S(O_2)NH(alkyl)$, $-S(O_2)N(R_d)cycloalkyl$, $-S(O_2)N(alkyl)_2$, $-C(O)N(H)(alkyl)$, $-C(O)N(R_d)$(cycloalkyl), methylenedioxy, $-CH_zF_{3-z}$, $-OCH_zF_{3-z}$, and –alkoxy;

$R_d$ is H, halo, $C_1$-$C_4$ alkyl, or $C_3$-$C_4$ cycloalkyl;

$R_q$ is H, halo, $C_1$-$C_4$ alkyl, or $C_3$-$C_4$ cycloalkyl;

and z is 0, 1 or 2;

and pharmaceutically acceptable salts thereof.

19. The compound of claim 18, wherein $R_2$ is a:

6 membered aryl either unsubstituted or optionally substituted with 1 or more substituents which can be the same or different and are independently selected from the group consisting of deuterium, halo, cyano, alkyl, aryl, -$S(O)_2$-alkyl, -$S(O)_2$-aryl, -$S(O)_2$-cycloalkyl, - -NH-C(O)-alkyl, -NH-C(O)-cycloalkyl, NH-C(O)-heterocycloalkyl, NH-C(O)-heterocycloalkyl- $R_{d,}$ - NH-C(O)- $R_d$ –(O)alkyl, -NH-C(O)-aryl, -NH-C(O)-NH-alkyl, NH-C(O)-NH-cycloalkyl, $NH_2$(CO)cycloalkyl-, NH-C(O)-NH-aryl, -NH-C(O)-O-alkyl, NH-C(O)-NH-cycloalkyl, , -NH-C(O)-O-cycloalkyl, -NH($R_d$)-C(O)-alkyl, -NH($R_d$)-C(O)-aryl, -NH($R_d$)-$S(O_2)$cycloalkyl, -$S(O_2)NH_2$, -$S(O_2)$NH(alkyl), -$S(O_2)$N($R_d$)cycloalkyl, -$S(O_2)$N(alkyl)$_2$, -C(O)N(H)(alkyl), and -C(O)N($R_d$)(cycloalkyl); or

9 membered bicyclic heteroaryl having 1, 2, or 3 or 4 heteroatoms which are independently selected from N, S or O, and wherein each of said heteroaryl, is either unsubstituted or optionally substituted with 1 or more substituents which can be the same or different and are independently selected from the group consisting of deuterium, halo, cyano, alkyl, aryl, -$S(O)_2$-alkyl, -$S(O)_2$-aryl, -$S(O)_2$-cycloalkyl, -NH-C(O)-alkyl, -NH-C(O)-cycloalkyl, NH-C(O)-heterocycloalkyl, NH-C(O)-heterocycloalkyl- $R_{d,}$ - NH-C(O)- $R_d$ –(O)alkyl, -NH-C(O)-aryl, -NH-C(O)-NH-alkyl, NH-C(O)-NH-cycloalkyl, $NH_2$(CO)cycloalkyl-, NH-C(O)-NH-aryl, -NH-C(O)-O-alkyl, NH-C(O)-NH-cycloalkyl, , -NH-C(O)-O-cycloalkyl, -NH($R_d$)-C(O)-alkyl, -NH($R_d$)-C(O)-aryl, -NH($R_d$)-$S(O_2)$cycloalkyl, -$S(O_2)NH_2$, -$S(O_2)$NH(alkyl), -$S(O_2)$N($R_d$)cycloalkyl, -$S(O_2)$N(alkyl)$_2$, -C(O)N(H)(alkyl), and -C(O)N($R_d$)(cycloalkyl).

20. A compound of claim 1 selected from:

1-[(4-{[2-fluoro-4-(1-methyl-1H-indol-5-yl)phenyl]carbonyl}piperazin-1-yl)carbonyl]cyclopropan-1-ol;

1-[(4-{[4-(isoquinolin-6-yl)phenyl]carbonyl}piperazin-1-yl)carbonyl]cyclopropan-1-ol;

1-[(4-{[3-chloro-4-(quinolin-3-yl)phenyl]carbonyl}piperazin-1-yl)carbonyl]cyclopropan-1-ol;

5-[2-chloro-4-({4-[(1-hydroxycyclopropyl)carbonyl]piperazin-1-yl}carbonyl)phenyl]-1H-indole-3-carbonitrile;

1-[(4-{[4-(quinolin-2-yl)phenyl]carbonyl}piperazin-1-yl)carbonyl]cyclopropan-1-ol;

1-{4-[2-fluoro-4-(1-methyl-1H-1,3-benzodiazol-5-yl)benzoyl]piperazine-1-carbonyl}cyclopropan-1-ol;

1-[(4-{[3-chloro-4-(1-methyl-1H-indol-5-yl)phenyl]carbonyl}piperazin-1-yl)carbonyl]cyclopropan-1-ol;

1-[(4-{[2-chloro-4-(1-methyl-1H-indol-5-yl)phenyl]carbonyl}piperazin-1-yl)carbonyl]cyclopropan-1-ol;

1-[(4-{[4-(1H-indol-4-yl)phenyl]carbonyl}piperazin-1-yl)carbonyl]cyclopropan-1-ol; and
1-[(4-{[3-methyl-4-(1-methyl-1H-indol-5-yl)phenyl]carbonyl}piperazin-1-yl)carbonyl]cyclopropan-1-ol.

21. A compound of claim 20, wherein the compound is 1-[(4-{[2-fluoro-4-(1-methyl-1H-indol-5-yl)phenyl]carbonyl}piperazin-1-yl)carbonyl]cyclopropan-1-ol.

22. A compound of claim 20, wherein the compound is 1-[(4-{[4-(isoquinolin-6-yl)phenyl]carbonyl}piperazin-1-yl)carbonyl]cyclopropan-1-ol.

23. A compound of claim 20, wherein the compound is 1-[(4-{[3-chloro-4-(quinolin-3-yl)phenyl]carbonyl}piperazin-1-yl)carbonyl]cyclopropan-1-ol.

24. A compound of claim 20, wherein the compound is 5-[2-chloro-4-({4-[(1-hydroxycyclopropyl)carbonyl]piperazin-1-yl}carbonyl)phenyl]-1H-indole-3-carbonitrile.

25. A compound of claim 20, wherein the compound is 1-[(4-{[4-(quinolin-2-yl)phenyl]carbonyl}piperazin-1-yl)carbonyl]cyclopropan-1-ol.

26. A compound of claim 20, wherein the compound is 1-{4-[2-fluoro-4-(1-methyl-1H-1,3-benzodiazol-5-yl)benzoyl]piperazine-1-carbonyl}cyclopropan-1-ol.

27. A compound of claim 20, wherein the compound is 1-[(4-{[3-chloro-4-(1-methyl-1H-indol-5-yl)phenyl]carbonyl}piperazin-1-yl)carbonyl]cyclopropan-1-ol.

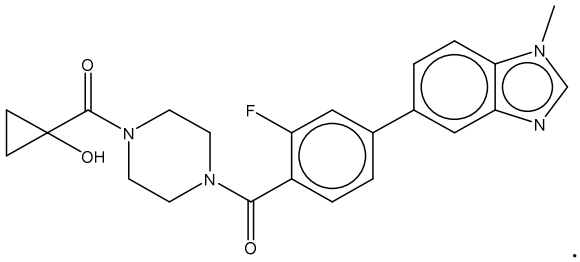
28. A compound of claim 20, wherein the compound is 1-[(4-{[2-chloro-4-(1-methyl-1H-indol-5-yl)phenyl]carbonyl}piperazin-1-yl)carbonyl]cyclopropan-1-ol.

29. A compound of claim 20, wherein the compound is 1-[(4-{[4-(1H-indol-4-yl)phenyl]carbonyl}piperazin-1-yl)carbonyl]cyclopropan-1-ol.

30. A compound of claim 20, wherein the compound is 1-[(4-{[3-methyl-4-(1-methyl-1H-indol-5-yl)phenyl]carbonyl}piperazin-1-yl)carbonyl]cyclopropan-1-ol.

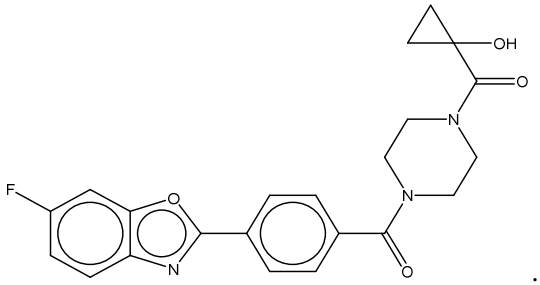
31. A compound selected from Table 1, or a pharmaceutically acceptable salt thereof.

32. The compound of claim 31, or a pharmaceutically acceptable salt thereof, wherein the compound is



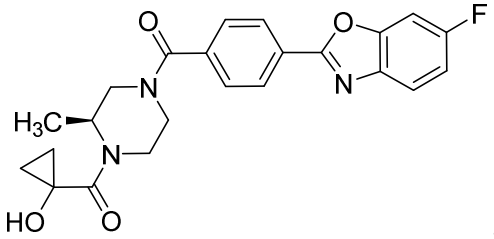
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33. The compound of claim 31, or a pharmaceutically acceptable salt thereof, wherein the compound is



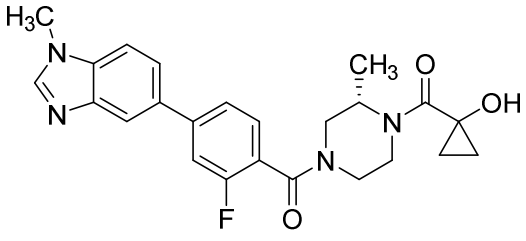
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34. The compound of claim 31, or a pharmaceutically acceptable salt thereof, wherein the compound is



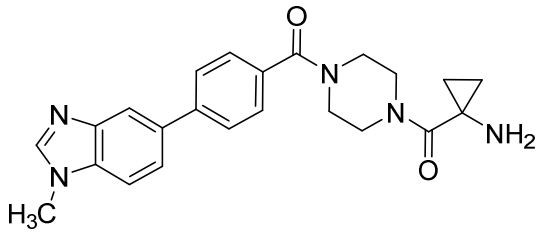
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35. The compound of claim 31, or a pharmaceutically acceptable salt thereof, wherein the compound is

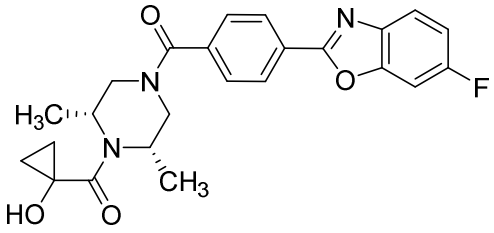


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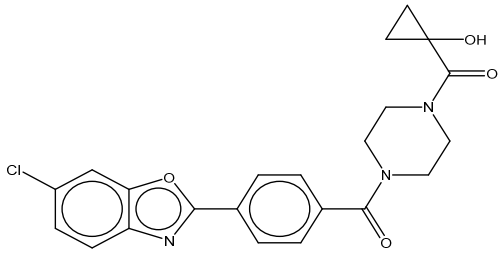
36. The compound of claim 31, or a pharmaceutically acceptable salt thereof, wherein the compound is



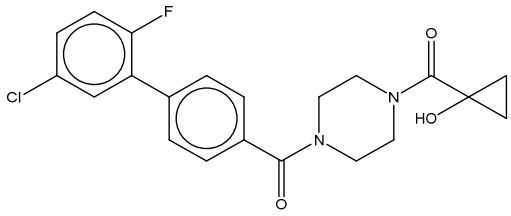
37. The compound of claim 31, or a pharmaceutically acceptable salt thereof, wherein the compound is



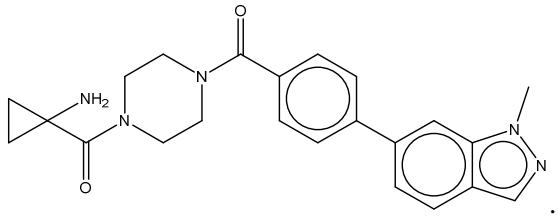
38. The compound of claim 31, or a pharmaceutically acceptable salt thereof, wherein the compound is



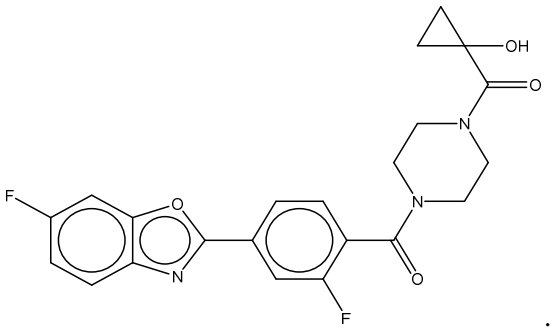
39. The compound of claim 31, or a pharmaceutically acceptable salt thereof, wherein the compound is



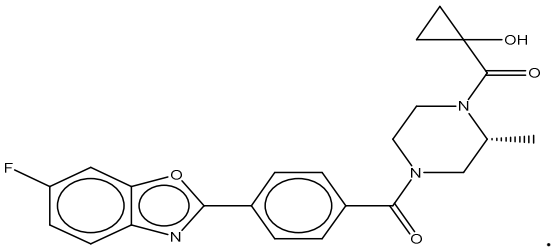
40. The compound of claim 31, or a pharmaceutically acceptable salt thereof, wherein the compound is



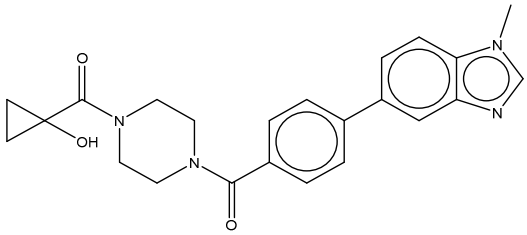
41. The compound of claim 31, or a pharmaceutically acceptable salt thereof, wherein the compound is



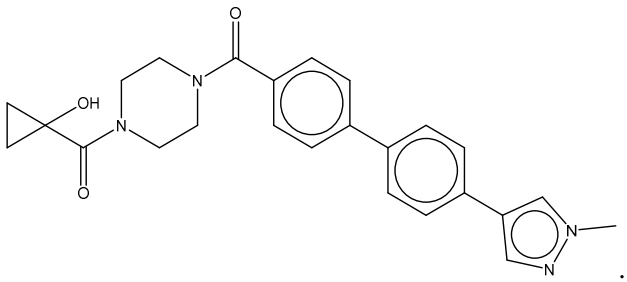
42. The compound of claim 31, or a pharmaceutically acceptable salt thereof, wherein the compound is



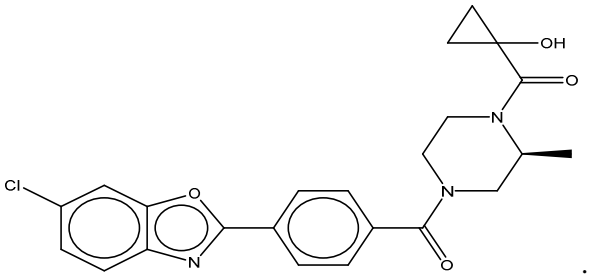
43. The compound of claim 31, or a pharmaceutically acceptable salt thereof, wherein the compound is



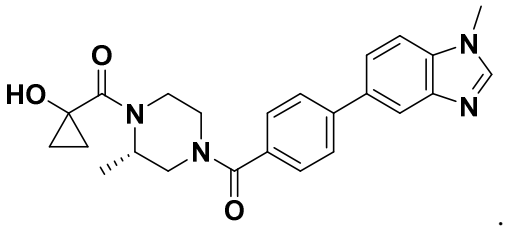
44. The compound of claim 31, or a pharmaceutically acceptable salt thereof, wherein the compound is



45. The compound of claim 31, or a pharmaceutically acceptable salt thereof, wherein the compound is




46. The compound of claim 31, or a pharmaceutically acceptable salt thereof, wherein the compound is




47. The compound of claim 31, or a pharmaceutically acceptable salt thereof, wherein the compound is selected from those listed in Table 2-1, Table 2-2, and Table 2-3.

48. The compound of claim 31, or a pharmaceutically acceptable salt thereof, wherein the compound is selected from those listed in Table 2-1 and Table 2-2.

49. The compound of claim 31, or a pharmaceutically acceptable salt thereof, wherein the compound is selected from those listed in Table 2-1.

50. The compound of claim 31, or a pharmaceutically acceptable salt thereof, wherein the compound is selected from those listed in Table 3-1 and Table 3-2.

51. The compound of claim 31, or a pharmaceutically acceptable salt thereof, wherein the compound is selected from those listed in Table 3-1.

52. A pharmaceutical composition comprising therapeutically effective amounts of at least one compound of any one of claims 1 to 51, or a pharmaceutically acceptable salt thereof, and at least one pharmaceutically acceptable carrier.

53. At least one compound of any one of claims 1 to 51, or a pharmaceutically acceptable salt thereof, for use in a method of inhibiting Fatty Acid Synthase ("FASN") in a patient.

54. Use of a compound of any one of claims 1 to 51, in the manufacture of a medicament for use in a method of inhibiting FASN.

55. Use of claim 54, wherein the medicament further comprises one or more additional therapeutic agents.

56. Use of claim 54, wherein the medicament is in a form for administration with one or more additional therapeutic agents.