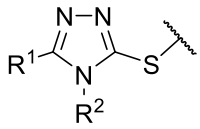
heteroaryl, aralkyl, and heteroaralkyl; or two instances of R^4 taken together with the carbon or carbons to which they are attached form a 3-7 membered cycloalkyl;

[16] R^5 is hydrogen, cycloalkyl, cycloalkenyl, heterocycloalkyl, heterocycloalkenyl, aryl, or heteroaryl;

[17] R^6 for each occurrence is independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycloalkyl, heterocycloalkenyl, aryl, heteroaryl, aralkyl, and heteroaralkyl; or two instances of R^6 taken together with the carbon or carbons to which they are attached form a 3-7 membered cycloalkyl;

[18] R^7 is -(C=O)R^8, -(C=O)OR^8, or -(C=O)N(R^8)$_2$; or R^7 is a moiety having Formula **2**:



2

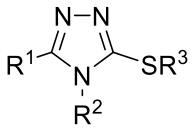
[19] R^8 for each occurrence is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycloalkyl, heterocycloalkenyl, aryl, heteroaryl, aralkyl, and heteroaralkyl; or two R^8 taken together with the nitrogen to which they are attached form a 3-7 membered heterocycloalkyl; or R^6 and R^8 taken together with the atoms to which they are attached form a 4-7 membered optionally substituted cycloalkyl or a 4-7 membered optionally substituted heterocycloalkyl;

[20] m is a whole number selected from 0-4;

[21] n is a whole number selected from 0-4; and

[22] X is -O-, -S-, or is absent.

[22a] In one aspect, provided herein is use of a compound in the manufacture of a medicament for the treatment of cancer, wherein the compound has Formula **1**:



1

or a pharmaceutically acceptable salt thereof, wherein

R^1 is $-(CR^4_2)_mXR^5$;

R^2 is alkyl, alkenyl, alkynyl, cycloalkenyl, heterocycloalkyl, heterocycloalkenyl, aralkyl, heteroaralkyl, heteroaryl or $-(CR^9_2)_pR^{10}$;

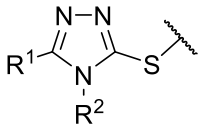
R^3 is $-(CR^6_2)_nR^7$;

R^4 for each occurrence is independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycloalkyl, heterocycloalkenyl, aryl, heteroaryl, aralkyl, and heteroaralkyl; or two instances of R^4 taken together with the carbon or carbons to which they are attached form a 3-7 membered cycloalkyl;

R^5 is optionally substituted aryl or heteroaryl;

R^6 for each occurrence is independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycloalkyl, heterocycloalkenyl, aryl, heteroaryl, aralkyl, and heteroaralkyl; or two instances of R^6 taken together with the carbon or carbons to which they are attached form a 3-7 membered cycloalkyl;

R^7 is -(C=O)R^8, -(C=O)OR^8, or -(C=O)N(R^8)$_2$; or R^7 is a moiety having Formula **2**:



2

R^8 for each occurrence is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycloalkyl, heterocycloalkenyl, optionally substituted aryl, heteroaryl, aralkyl, and heteroaralkyl; or two R^8 taken together with the nitrogen to which they are attached form a 3-7 membered heterocycloalkyl; or R^6 and R^8 taken together with the atoms to which they are attached form a 4-7 membered optionally substituted cycloalkyl or a 4-7 membered optionally substituted heterocycloalkyl;

R^9 for each occurrence is independently hydrogen or alkyl;

R^{10} is cycloalkyl, aryl or heteroaryl;

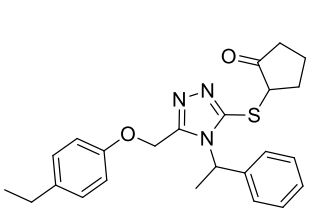
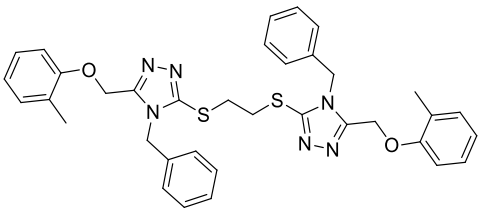
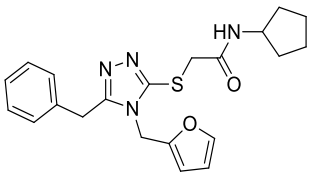
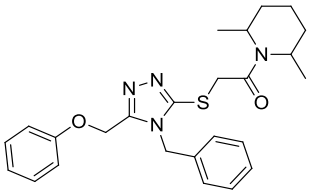
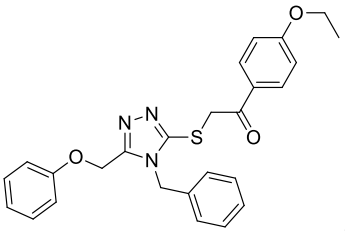
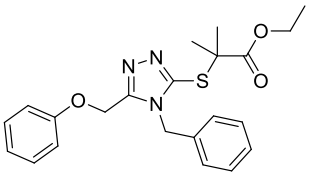
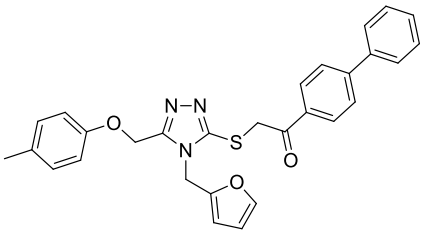
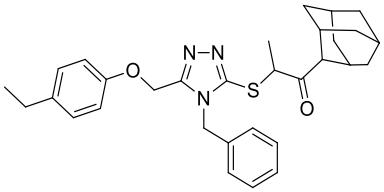
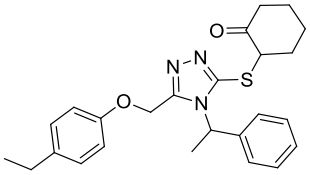
m is a whole number selected from 0-4;

n is a whole number selected from 0-4;

p is a whole number selected from 1-4; and

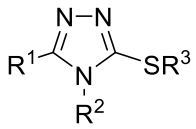
X is -O-, -S-, or is absent.

[22b] In another aspect, provided herein is use of a compound in the manufacture of a medicament for the treatment of cancer, wherein the compound is selected from the group consisting of:

or a pharmaceutically acceptable salt thereof.

[23] Provided herein is a method of inhibiting β-cat or disrupting the interaction between β-cat and TCF4, the method comprising: contacting β-cat with a compound of Formula **1**:



1

[24] or a pharmaceutically acceptable salt thereof, wherein

[25] R^1 is $–(CR^4_2)_mXR^5$;

[26] R^2 is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycloalkyl, heterocycloalkenyl, aryl, aralkyl, heteroaralkyl, or heteroaryl;

R^8 for each occurrence is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycloalkyl, heterocycloalkenyl, optionally substituted aryl, heteroaryl, aralkyl, and heteroaralkyl; or two R^8 taken together with the nitrogen to which they are attached form a 3-7 membered heterocycloalkyl; or R^6 and R^8 taken together with the atoms to which they are attached form a 4-7 membered optionally substituted cycloalkyl or a 4-7 membered optionally substituted heterocycloalkyl;

R^9 for each occurrence is independently hydrogen or alkyl;

R^{10} is cycloalkyl, aryl or heteroaryl;

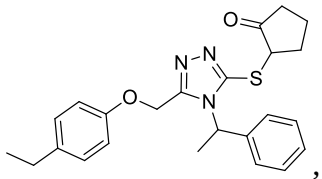
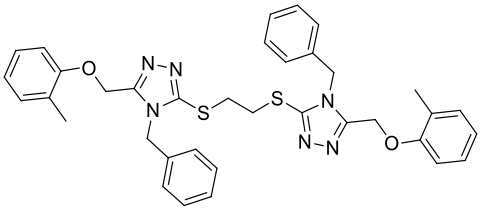
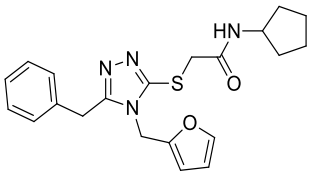
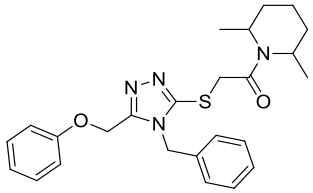
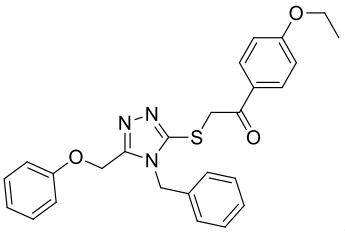
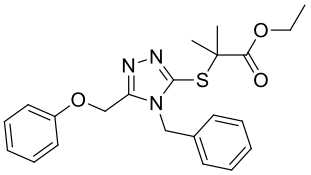
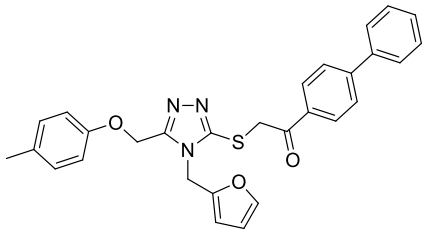
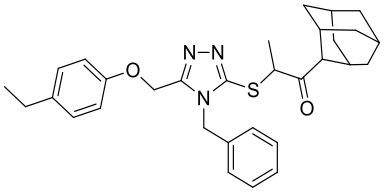
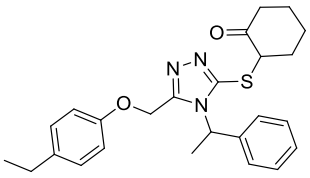
m is a whole number selected from 1-4;

n is a whole number selected from 0-4;

p is a whole number selected from 1-4; and

X is -O-, -S-, or is absent.

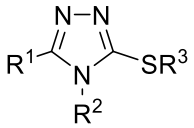
[74b] In another aspect, provided herein is a compound for use in therapy, wherein the compound is selected from the group consisting of:


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, and


or a pharmaceutically acceptable salt thereof.

What is claimed:

1. Use of a compound in the manufacture of a medicament for the treatment of cancer, wherein the compound has Formula **1**:



1

or a pharmaceutically acceptable salt thereof, wherein

R^1 is $-(CR^4_2)_mXR^5$;

R^2 is alkyl, alkenyl, alkynyl, cycloalkenyl, heterocycloalkyl, heterocycloalkenyl, aralkyl, heteroaralkyl, heteroaryl or $-(CR^9_2)_pR^{10}$;

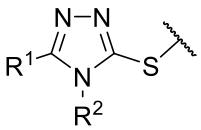
R^3 is $-(CR^6_2)_nR^7$;

R^4 for each occurrence is independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycloalkyl, heterocycloalkenyl, aryl, heteroaryl, aralkyl, and heteroaralkyl; or two instances of R^4 taken together with the carbon or carbons to which they are attached form a 3-7 membered cycloalkyl;

R^5 is optionally substituted aryl or heteroaryl;

R^6 for each occurrence is independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycloalkyl, heterocycloalkenyl, aryl, heteroaryl, aralkyl, and heteroaralkyl; or two instances of R^6 taken together with the carbon or carbons to which they are attached form a 3-7 membered cycloalkyl;

R^7 is $-(C=O)R^8$, $-(C=O)OR^8$, or $-(C=O)N(R^8)_2$; or R^7 is a moiety having Formula **2**:



2

R^8 for each occurrence is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycloalkyl, heterocycloalkenyl, optionally substituted aryl, heteroaryl, aralkyl, and heteroaralkyl; or two R^8 taken together with the nitrogen to which they are attached form a 3-7 membered heterocycloalkyl; or R^6 and R^8 taken together with the

atoms to which they are attached form a 4-7 membered optionally substituted cycloalkyl or a 4-7 membered optionally substituted heterocycloalkyl;

R^9 for each occurrence is independently hydrogen or alkyl;

R^{10} is cycloalkyl, aryl or heteroaryl;

m is a whole number selected from 0-4;

n is a whole number selected from 0-4;

p is a whole number selected from 1-4; and

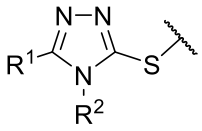
X is -O-, -S-, or is absent.

2. The use of claim 1, wherein m is 1 or 2; and X is -O- or is absent.

3. The use of claim 1 or 2, wherein R^5 is optionally substituted aryl.

4. The use of any one of claims 1 to 3, wherein R^2 is aralkyl or heteroaralkyl.

5. The use of any one of claims 1 to 4, wherein n is 1 or 2; R^6 for each occurrence is independently hydrogen or alkyl; R^7 is -(C=O)R^8, -(C=O)OR^8, or -(C=O)N(R^8)$_2$; or R^7 is a moiety having Formula **2**:

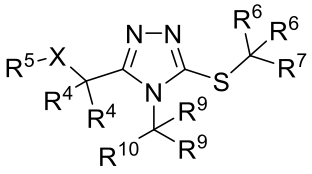


2

R^8 for each occurrence is independently selected from the group consisting of alkyl, cycloalkyl, heterocycloalkyl, optionally substituted aryl, heteroaryl, aralkyl, and heteroaralkyl; or two R^8 taken together with the nitrogen to which they are attached form a 3-6 membered heterocycloalkyl; or R^6 and R^8 taken together with the atoms to which they are attached form a 5-6 membered cycloalkyl.

6. The use of any one of claims 1 to 5, wherein R^8 for each occurrence is independently selected from the group consisting of alkyl, cycloalkyl, and optionally substituted aryl; or two instances of R^8 taken together with the nitrogen to which they are attached form a 5-6 membered heterocycloalkyl; or R^6 and R^8 taken together with the atoms to which they are attached form a 5-6 membered cycloalkyl.

7. The use of any one of claims 1 to 6, wherein the compound has Formula **3**:



3

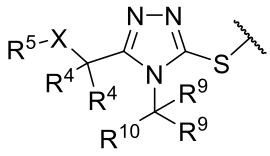
or a pharmaceutically acceptable salt thereof, wherein

R^4 for each occurrence is independently selected from the group consisting of hydrogen and alkyl;

R^5 is optionally substituted aryl or heteroaryl;

R^6 for each occurrence is independently selected from the group consisting of hydrogen and alkyl;

R^7 is -(C=O)R^8, -(C=O)OR^8, or -(C=O)N(R^8)$_2$; or R^7 is a moiety having Formula **4**:



4

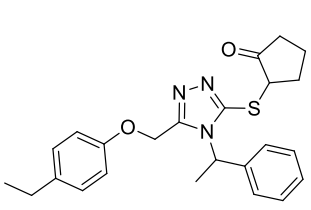
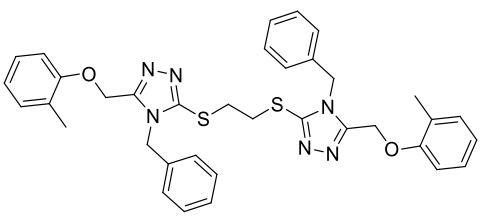
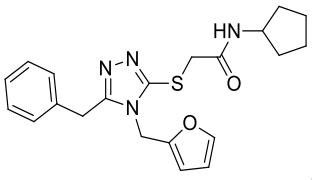
R^8 for each occurrence is independently selected from the group consisting of alkyl, cycloalkyl, and optionally substituted aryl; or two instances of R^8 taken together with the nitrogen to which they are attached form a 5-6 membered heterocycloalkyl; or R^6 and R^8 taken together with the atoms to which they are attached form a 5-6 membered cycloalkyl;

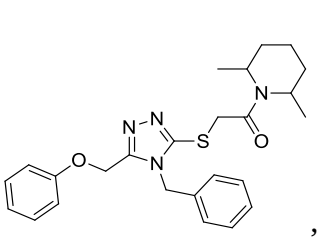
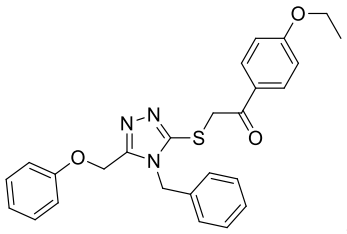
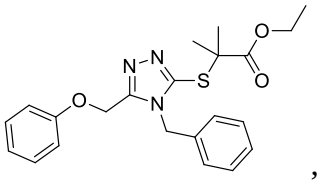
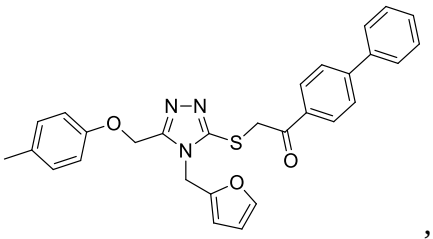
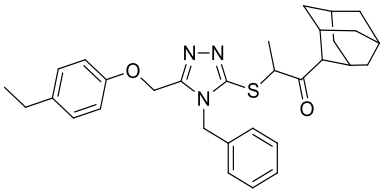
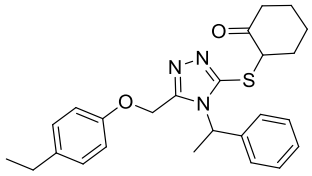
R^9 for each occurrence is independently selected from the group consisting of hydrogen and alkyl;

R^{10} is cycloalkyl, aryl or heteroaryl; and

X is -O- or absent.

8. Use of a compound in the manufacture of a medicament for the treatment of cancer, wherein the compound is selected from the group consisting of:

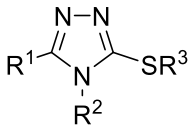

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, and


or a pharmaceutically acceptable salt thereof.

9. The use of any one of claims 1 to 8, wherein the cancer is selected from the group consisting of colorectal cancer, hepatocellular cancer, melanoma, liver cancer, breast cancer, prostate cancer, and leukemia.

10. An *in vitro* method of inhibiting β-cat or disrupting the interaction between β-cat and TCF4, the *in vitro* method comprising: contacting β-cat with a compound of Formula **1**:



1

or a pharmaceutically acceptable salt thereof, wherein

R^1 is $-(CR^4_2)_mXR^5$;

R^2 is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycloalkyl, heterocycloalkenyl, aryl, aralkyl, heteroaralkyl, heteroaryl or $-(CR^9_2)_pR^{10}$;

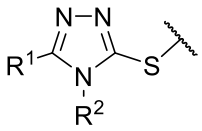
R^3 is $-(CR^6_2)_nR^7$;

R^4 for each occurrence is independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycloalkyl, heterocycloalkenyl, aryl, heteroaryl, aralkyl, and heteroaralkyl; or two instances of R^4 taken together with the carbon or carbons to which they are attached form a 3-7 membered cycloalkyl;

R^5 is optionally substituted aryl or heteroaryl;

R^6 for each occurrence is independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycloalkyl, heterocycloalkenyl, aryl, heteroaryl, aralkyl, and heteroaralkyl; or two instances of R^6 taken together with the carbon or carbons to which they are attached form a 3-7 membered cycloalkyl;

R^7 is -(C=O)R^8, -(C=O)OR^8, or -(C=O)N(R^8)$_2$; or R^7 is a moiety having Formula **2**:



2

R^8 for each occurrence is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycloalkyl, heterocycloalkenyl, optionally substituted aryl, heteroaryl, aralkyl, and heteroaralkyl; or two R^8 taken together with the nitrogen to which they are attached form a 3-7 membered heterocycloalkyl; or R^6 and R^8 taken together with the atoms to which they are attached form a 4-7 membered optionally substituted cycloalkyl or a 4-7 membered optionally substituted heterocycloalkyl;

R^9 for each occurrence is independently hydrogen or alkyl;

R^{10} is cycloalkyl, aryl or heteroaryl;

m is a whole number selected from 0-4;

n is a whole number selected from 0-4;

p is a whole number selected from 0-4; and

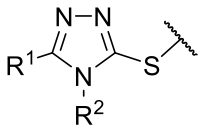
X is -O-, -S-, or is absent.

11. The *in vitro* method of claim 10, wherein m is 1 or 2; and X is -O- or is absent.

12. The *in vitro* method of claim 10 or 11, wherein R^5 is optionally substituted aryl.

13. The *in vitro* method of any one of claims 10 to 12, wherein R^2 is cycloalkyl, aralkyl or heteroaralkyl.

14. The *in vitro* method of any one of claims 10 to 13, wherein n is 1; R^6 for each occurrence is independently hydrogen or alkyl; R^7 is -(C=O)R^8, -(C=O)OR^8, or -(C=O)N(R^8)$_2$; or R^7 is a moiety having Formula **2**:

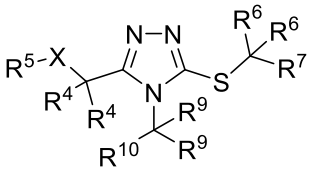


2

R^8 for each occurrence is independently selected from the group consisting of alkyl, cycloalkyl, heterocycloalkyl, optionally substituted aryl, heteroaryl, aralkyl, and heteroaralkyl; or two R^8 taken together with the nitrogen to which they are attached form a 3-6 membered heterocycloalkyl; or R^6 and R^8 taken together with the atoms to which they are attached form a 5-6 membered cycloalkyl.

15. The *in vitro* method of any one of claims 10 to 14, wherein R^8 for each occurrence is independently selected from the group consisting of alkyl, cycloalkyl, and optionally substituted aryl; or two instances of R^8 taken together with the nitrogen to which they are attached form a 5-6 membered heterocycloalkyl; or R^6 and R^8 taken together with the atoms to which they are attached form a 5-6 membered cycloalkyl.

16. The *in vitro* method of any one of claims 10 to 15, wherein the compound has Formula **3**:



3

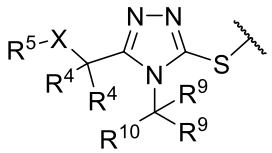
or a pharmaceutically acceptable salt thereof, wherein

R^4 for each occurrence is independently selected from the group consisting of hydrogen and alkyl;

R^5 is optionally substituted aryl or heteroaryl;

R^6 for each occurrence is independently selected from the group consisting of hydrogen and alkyl;

R^7 is $-(C=O)R^8$, $-(C=O)OR^8$, or $-(C=O)N(R^8)_2$; or R^7 is a moiety having Formula **4**:



4

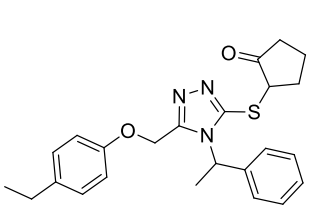
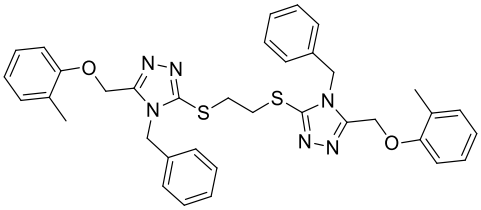
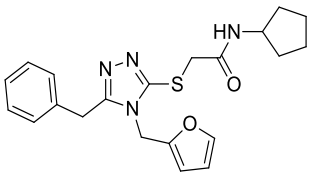
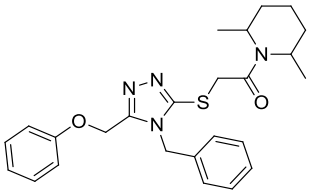
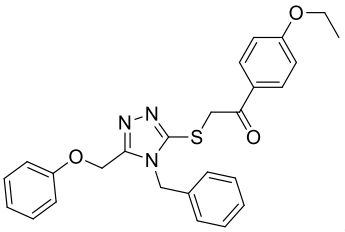
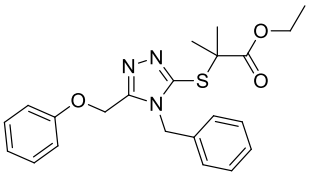
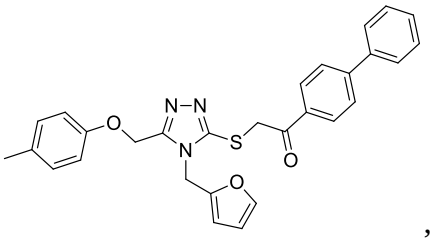
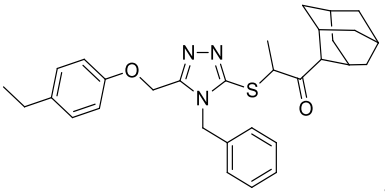
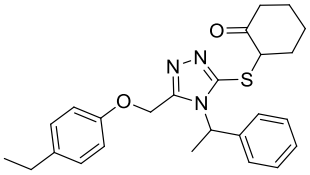
R^8 for each occurrence is independently selected from the group consisting of alkyl, cycloalkyl, and optionally substituted aryl; or two instances of R^8 taken together with the nitrogen to which they are attached form a 5-6 membered heterocycloalkyl; or R^6 and R^8 taken together with the atoms to which they are attached form a 5-6 membered cycloalkyl;

R^9 for each occurrence is independently selected from the group consisting of hydrogen and alkyl;

R^{10} is cycloalkyl, aryl or heteroaryl; and

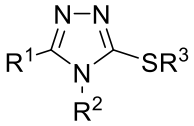
X is -O- or absent.

17. An *in vitro* method of inhibiting β-cat or disrupting the interaction between β-cat and TCF4, the *in vitro* method comprising: contacting β-cat with a compound selected from the group consisting of:


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, and


or a pharmaceutically acceptable salt thereof.

18. A compound for use in therapy, wherein the compound has Formula **1**:



1

or a pharmaceutically acceptable salt thereof, wherein

R^1 is $-(CR^4_2)_mXR^5$;

R^2 is alkyl, alkynyl, cycloalkenyl, heterocycloalkyl, heterocycloalkenyl, aralkyl, heteroaralkyl, heteroaryl or $-(CR^9_2)_pR^{10}$;

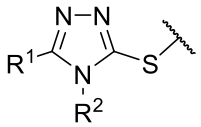
R^3 is $-(CR^6_2)_nR^7$;

R^4 for each occurrence is independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycloalkyl, heterocycloalkenyl, aryl, heteroaryl, aralkyl, and heteroaralkyl; or two instances of R^4 taken together with the carbon or carbons to which they are attached form a 3-7 membered cycloalkyl;

R^5 is optionally substituted aryl or heteroaryl;

R^6 for each occurrence is independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycloalkyl, heterocycloalkenyl, aryl, heteroaryl, aralkyl, and heteroaralkyl; or two instances of R^6 taken together with the carbon or carbons to which they are attached form a 3-7 membered cycloalkyl;

R^7 is $-(C=O)R^8$, $-(C=O)OR^8$, or $-(C=O)N(R^8)_2$; or R^7 is a moiety having Formula **2**:



2

R^8 for each occurrence is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, heterocycloalkyl, heterocycloalkenyl, optionally substituted aryl, heteroaryl, aralkyl, and heteroaralkyl; or two R^8 taken together with the nitrogen to which they are attached form a 3-7 membered heterocycloalkyl; or R^6 and R^8 taken together with the atoms to which they are attached form a 4-7 membered optionally substituted cycloalkyl or a 4-7 membered optionally substituted heterocycloalkyl;

R^9 for each occurrence is independently hydrogen or alkyl;

R^{10} is cycloalkyl, aryl or heteroaryl;

m is a whole number selected from 1-4;

n is a whole number selected from 0-4;

p is a whole number selected from 1-4; and

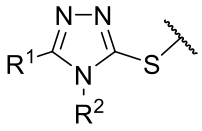
X is -O-, -S-, or is absent.

19. The compound for use of claim 18, wherein m is 1 or 2; and X is -O- or is absent.

20. The compound for use of claim 18 or 19, wherein R^5 is optionally substituted aryl.

21. The compound for use of any one of claims 18 to 20, wherein R^2 is aralkyl or heteroaralkyl.

22. The compound for use of any one of claims 18 to 21, wherein n is 1; R^6 for each occurrence is independently hydrogen or alkyl; R^7 is $-(C=O)R^8$, $-(C=O)OR^8$, or $-(C=O)N(R^8)_2$; or R^7 is a moiety having Formula **2**:

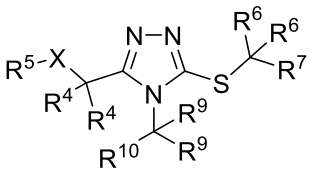


2

R^8 for each occurrence is independently selected from the group consisting of alkyl, cycloalkyl, heterocycloalkyl, optionally substituted aryl, heteroaryl, aralkyl, and heteroaralkyl; or two R^8 taken together with the nitrogen to which they are attached form a 3-6 membered heterocycloalkyl; or R^6 and R^8 taken together with the atoms to which they are attached form a 5-6 membered cycloalkyl.

23. The compound for use of any one of claims 18 to 22, wherein R^8 for each occurrence is independently selected from the group consisting of alkyl, cycloalkyl, and optionally substituted aryl; or two instances of R^8 taken together with the nitrogen to which they are attached form a 5-6 membered heterocycloalkyl; or R^6 and R^8 taken together with the atoms to which they are attached form a 5-6 membered cycloalkyl.

24. The compound for use of any one of claims 18 to 23, wherein the compound has Formula **3**:



3

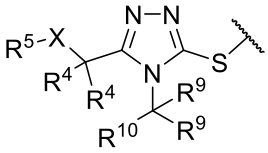
or a pharmaceutically acceptable salt thereof, wherein

R^4 for each occurrence is independently selected from the group consisting of hydrogen and alkyl;

R^5 is optionally substituted aryl or heteroaryl;

R^6 for each occurrence is independently selected from the group consisting of hydrogen and alkyl;

R^7 is $-(C=O)R^8$, $-(C=O)OR^8$, or $-(C=O)N(R^8)_2$; or R^7 is a moiety having Formula **4**:



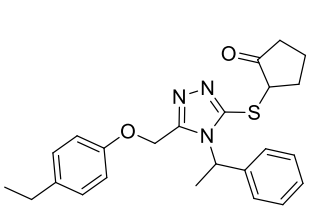
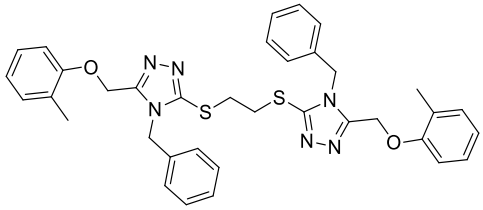
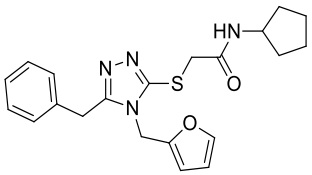
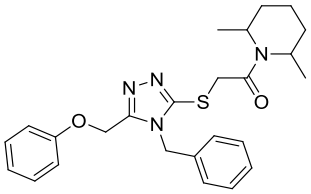
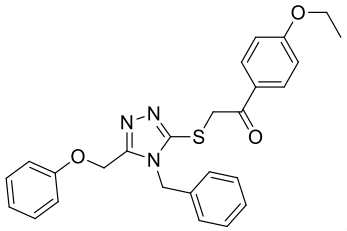
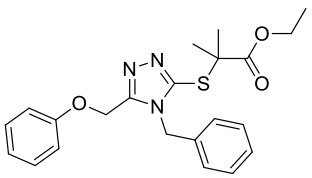
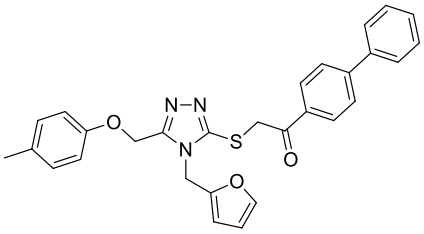
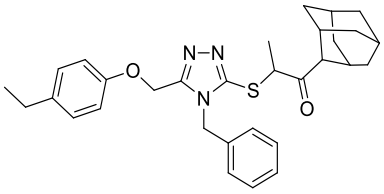
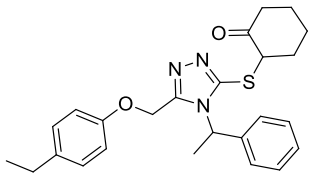
R^8 for each occurrence is independently selected from the group consisting of alkyl, cycloalkyl, and optionally substituted aryl; or two instances of R^8 taken together with the nitrogen to which they are attached form a 5-6 membered heterocycloalkyl; or R^6 and R^8 taken together with the atoms to which they are attached form a 5-6 membered cycloalkyl;

R^9 for each occurrence is independently selected from the group consisting of hydrogen and alkyl;

R^{10} is cycloalkyl, aryl or heteroaryl; and

X is -O- or absent.

25. A compound for use in therapy, wherein the compound is selected from the group consisting of:


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or a pharmaceutically acceptable salt thereof.