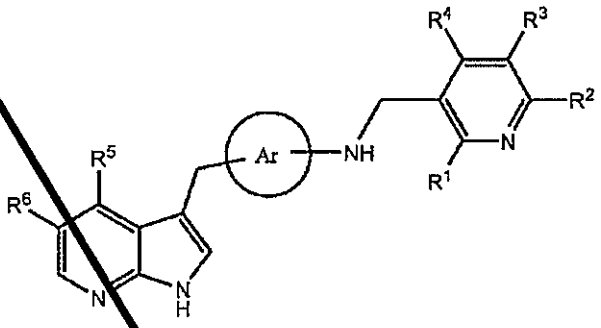
CLAIMS

What is claimed is:

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

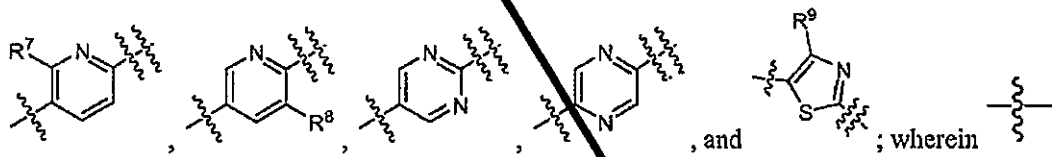


Formula I'

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

wherein:

Ar is selected from the group consisting of:



; wherein indicates the point of attachment of Ar to $-CH_2-$ of Formula I and wherein  indicates the point of attachment of Ar to -NH- of Formula I;

R^1, R^2, R^3 and R^4 are each independently selected from the group consisting of –H, halogen, lower alkyl, halogen substituted lower alkyl, halogen substituted lower alkoxy, alkoxy substituted lower alkyl, cycloalkylamino, -CN, -O-R^{40}, -$S(O)_2$-R^{41}, -$S(O)_2$-N(H)-R^{42}, -N(H)-R^{42}, -$N(R^{42})_2$, and -N(H)-$S(O)_2$-R^{43}, provided that at least two of R^1, R^2, R^3 and R^4 are –H and one of R^1, R^2, R^3 and R^4 is other than hydrogen, wherein:

R^{40} is lower alkyl, fluoro substituted lower alkyl, methoxy substituted lower alkyl, or cycloalkyl;

R^{41}, R^{42} and R^{43} are lower alkyl;

R^5 is selected from the group consisting of -H, -F, -Cl, -Br, lower alkyl, halogen substituted alkyl, lower alkenyl, lower alkynyl, cycloalkyl, phenyl, pyrazolyl, -CN, -O-R^{10}, -C(O)-N(H)-R^{11}, -C(O)-O-R^{11}, -$S(O)_2$-R^{12}, -$S(O)_2$-N(H)-R^{11}, -N(H)-C(O)-R^{12}, and -N(H)-$S(O)_2$-R^{12}, wherein pyrazolyl is optionally substituted with lower alkyl or heterocycloalkyl;

R^6 is selected from the group consisting of H, halogen, lower alkyl, halogen substituted alkyl, lower alkenyl, lower alkynyl, cycloalkyl, phenyl, pyrazolyl, -CN, -O-R^{13}, -C(O)-N(H)-R^{14}, -C(O)-O-R^{14}, -$S(O)_2$-R^{15}, -$S(O)_2$-N(H)-R^{14}, -N(H)-C(O)-R^{15}, and -N(H)-$S(O)_2$-R^{15}, wherein pyrazolyl is optionally substituted with lower alkyl or heterocycloalkyl;

R^7 is H, halogen or lower alkyl;

R^8 is H, halogen or lower alkoxy;

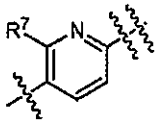
R^9 is H or halogen;

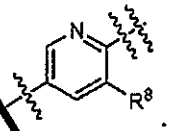
R^{10} and R^{13} are independently -H, lower alkyl, lower alkyl substituted with -O-CH_3, lower alkyl substituted with di-alklylamine, or lower alkyl substituted with heterocycloalkyl;

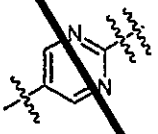
R^{11} and R^{14} are independently hydrogen or lower alkyl; and

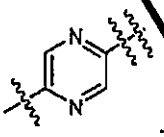
R^{12} and R^{15} are each independently lower alkyl,

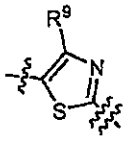
with the proviso that the compound is other than those set forth in Table 1.

2. The compound of claim 1, wherein Ar is .

3. The compound of claim 1, wherein Ar is .

4. The compound of claim 1, wherein Ar is .

5. The compound of claim 1, wherein Ar is .

6. The compound of claim 1, wherein Ar is .

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

i) R^1, R^3 and R^4 are H and R^2 is halogen; or

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

iii) R^1 and R^4 are –H and R^2 is lower alkoxy; or

iv) R^3 is halogen; or

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

8. The compound of claim 7, wherein

i) R^1, R^2 and R^3 are -H and R^4 is CF_3; or

ii) R^1 and R^4 are –H and R^2 is $–OCH_3$; or

iii) R^3 is F; or

iv) R^2 and R^4 are -H, R^1 is OCH_3 and R^3 is F.

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

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

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

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

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

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

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

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

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

18. The compound of claim **1**, wherein:

R^1, R^3 and R^4 are –H, and R^2 is -F, -Cl or -Br; or R^1, R^2 and R^3 are -H and R^4 is $-CF_3$; or R^1 and R^4 are -H, R^2 is $-O-CH_3$, and R^3 is -F; or R^2 and R^4 are -H, R^1 is $-O-CH_3$, and R^3 is -F;

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

$-N(H)-S(O)_2-R^{12}$, wherein pyrazolyl is optionally substituted with lower alkyl or heterocycloalkyl;

R^6 is selected from the group consisting of -H, -F, -Cl, -Br, lower alkyl, fluoro substituted lower alkyl, lower alkenyl, lower alkynyl, cycloalkyl, phenyl, pyrazolyl, -CN, $-O-R^{13}$, $-C(O)-N(H)-R^{14}$, $-C(O)-O-R^{14}$, $-S(O)_2-R^{15}$, $-S(O)_2-N(H)-R^{14}$, $-N(H)-C(O)-R^{15}$, and $-N(H)-S(O)_2-R^{15}$, wherein pyrazolyl is optionally substituted with lower alkyl or heterocycloalkyl;

R^7 is -H, -F, -Cl, or $-CH_3$;

R^8 is -H, -F, $-CH_3$, or $-O-CH_3$;

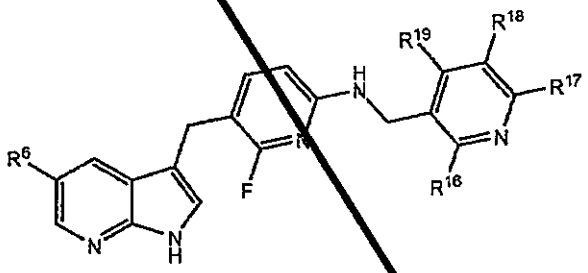
R^9 is -H or -Cl;

R^{10} and R^{13} are independently -H, lower alkyl, lower alkyl substituted with $-O-CH_3$, lower alkyl substituted with di-alkylamine, or lower alkyl substituted with heterocycloalkyl;

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

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

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



Formula II'

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

wherein:

R^{16}, R^{17}, R^{18} and R^{19} are each independently selected from the group consisting of H, halogen, lower alkyl, lower alkoxy, halo substituted lower alkyl, alkoxy substituted lower alkyl, cycloalkylamino, -CN, $-O-R^{20}$, $-S(O)_2-R^{21}$, $-S(O)_2-N(H)-R^{22}$, $-N(H)_2R^{22}$, $-N(R^{22})_2$, and $-N(H)-S(O)_2-R^{23}$, provided that at least two of R^{16}, R^{17}, R^{18} and R^{19} are -H;

R^{20} is lower alkyl, fluoro substituted lower alkyl, methoxy substituted lower alkyl, or cycloalkyl;

R^{21} is lower alkyl;

R^{22} is lower alkyl; and

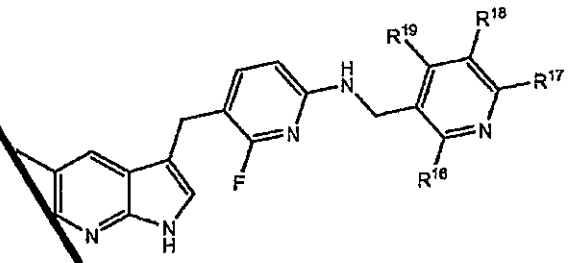
R^{23} is lower alkyl.

20. The compound of claim **19**, wherein R^6 is selected from the group consisting of halogen, lower alkyl, fluoro substituted lower alkyl, lower alkenyl, lower alkynyl, cycloalkyl, phenyl, pyrazolyl, -CN, $-O-R^{13}$, $-C(O)-N(H)-R^{14}$, $-C(O)-O-R^{14}$, $-S(O)_2-R^{15}$, $-S(O)_2-N(H)-R^{14}$,

-N(H)-C(O)-R^{15}, and -N(H)-$S(O)_2$-R^{15}, wherein pyrazolyl is optionally substituted with lower alkyl or heterocycloalkyl.

21. The compound of claim **20**, wherein R^6 is F, Cl, Br, lower alkyl, fluoro substituted lower alkyl, lower alkenyl, -CN, -C(O)-N(H)-R^{14}, -N(H)-C(O)-R^{15}. -C(O)-O-R^{14}, -$S(O)_2$-R^{15}, -$S(O)_2$-N(H)-R^{14} or -N(H)-$S(O)_2$-R^{15}.

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

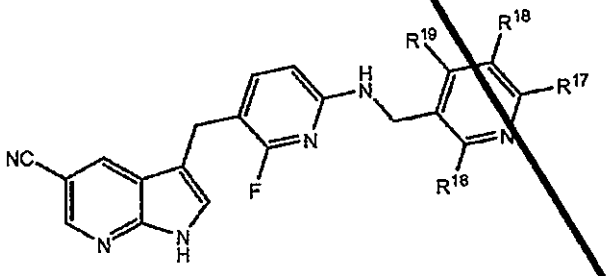


Formula II.

23. The compound of any of claims **19-22**, wherein R^{16}, R^{17}, R^{18} and R^{19} are each independently selected from the group consisting of -H, -F, -Cl, -Br, lower alkyl, fluoro substituted lower alkyl, methoxy substituted lower alkyl, cycloalkylamino, -CN, -O-R^{20}, -$S(O)_2$-R^{21}, -$S(O)_2$-N(H)-R^{22}, -N(H)-R^{22}, -$N(R^{22})_2$, and -N(H)-$S(O)_2$-R^{23}.

24. The compound of any of claims **23**, wherein R^{16}, R^{17}, R^{18} and R^{19} are each independently selected from H, halogen, lower alkyl, lower alkoxy, halo substituted lower alkyl, -OR^{20}, or alkoxy substituted lower alkyl.

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



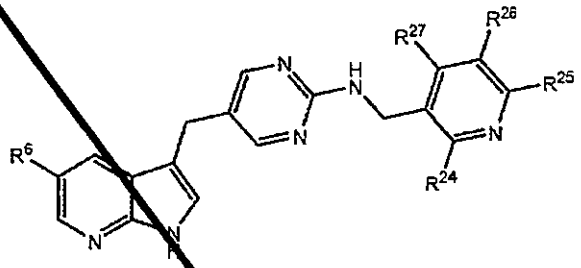
Formula IIa.

26. The compound of claim **25**, wherein R^{16}, R^{17}, R^{18} and R^{19} are each independently selected from the group consisting of -H, -F, -Cl, -Br, lower alkyl, fluoro substituted lower alkyl,

methoxy substituted lower alkyl, cycloalkylamino, -CN, -O-R^{20}, -S(O)$_2$-R^{21}, -S(O)$_2$-N(H)-R^{22}, -N(H)-R^{22}, -N(R^{22})$_2$, and -N(H)-S(O)$_2$-R^{23}.

27. The compound of claim 26, wherein R^{16}, R^{17}, R^{18} and R^{19} are each independently selected from H, halogen, lower alkyl, lower alkoxy, halo substituted lower alkyl, -OR^{20}, or alkoxy substituted lower alkyl.

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



Formula III'

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

wherein:

R^{24}, R^{25}, R^{26} and R^{27} are each independently selected from the group consisting of -H, halogen, lower alkyl, lower alkoxy, halo substituted lower alkyl, lower alkoxy, alkoxy substituted lower alkyl, cycloalkylamino, -CN, -O-R^{28}, -S(O)$_2$-R^{29}, -S(O)$_2$-N(H)-R^{30}, -N(H)-R^{30}, -N(R^{30})$_2$, and -N(H)-S(O)$_2$-R^{31}, provided that at least two of R^{24}, R^{25}, R^{26} and R^{27} are -H;

R^{28} is lower alkyl, fluoro substituted lower alkyl, methoxy substituted lower alkyl, or cycloalkyl;

R^{29} is lower alkyl;

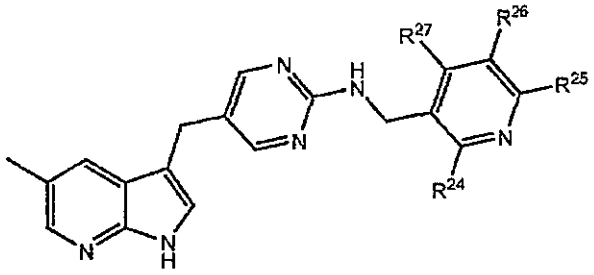
R^{30} is lower alkyl; and

R^{31} is lower alkyl.

29. The compound of claim 28, wherein R^6 is selected from the group consisting of halogen, lower alkyl, fluoro substituted lower alkyl, lower alkenyl, lower alkynyl, cycloalkyl, phenyl, pyrazolyl, -CN, -O-R^{13}, -C(O)-N(H)-R^{14}, -C(O)-O-R^{14}, -S(O)$_2$-R^{15}, -S(O)$_2$-N(H)-R^{14}, -N(H)-C(O)-R^{15}, and -N(H)-S(O)$_2$-R^{15}, wherein pyrazolyl is optionally substituted with lower alkyl or heterocycloalkyl.

30. The compound of claim 29, wherein wherein R^6 is F, Cl, Br, lower alkyl, fluoro substituted lower alkyl, lower alkenyl, -CN, -C(O)-N(H)-R^{14}, -N(H)-C(O)-R^{15}. -C(O)-O-R^{14}, -S(O)$_2$-R^{15}, -S(O)$_2$-N(H)-R^{14} or -N(H)-S(O)$_2$-R^{15}.

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



Formula III.

32. The compound of any of claims 28-31, wherein R^{24}, R^{25}, R^{26} and R^{27} are each independently selected from the group consisting of -H, -F, -Cl, -Br, lower alkyl, fluoro substituted lower alkyl, lower alkoxy, methoxy substituted lower alkyl, cycloalkylamino, -CN, -O-R^{20}, -S(O)$_2$-R^{21}, -S(O)$_2$-N(H)-R^{22}, -N(H)-R^{22}, -N(R^{22})$_2$, and -N(H)-S(O)$_2$-R^{23}.

33. The compound of claim 32, wherein R^{24}, R^{25}, R^{26} and R^{27} are each independently selected from H, halogen, lower alkyl, lower alkoxy, halo substituted lower alkyl, -OR^{20}, or alkoxy substituted lower alkyl.

34. A compound selected from the group consisting of:
[5-(5-Chloro-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-(2,6-dimethoxy-pyridin-3-ylmethyl)-amine (**P-1496**),
[6-Fluoro-5-(5-fluoro-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-(6-methoxy-pyridin-3-ylmethyl)-amine (**P-1622**),
N-(3-{2-Fluoro-6-[(5-fluoro-2-methoxy-pyridin-3-ylmethyl)-amino]-pyridin-3-ylmethyl}-1H-pyrrolo[2,3-b]pyridin-5-yl)-acetamide (**P-1669**),
N-(3-{6-[(6-Chloro-pyridin-3-ylmethyl)-amino]-2-fluoro-pyridin-3-ylmethyl}-1H-pyrrolo[2,3-b]pyridin-5-yl)-methanesulfonamide (**P-1679**),
[5-(5-Chloro-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-6-fluoro-pyridin-2-yl]-(5-fluoro-pyridin-3-ylmethyl)-amine (**P-2001**),
[6-Fluoro-5-(5-methoxy-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-(5-fluoro-pyridin-3-ylmethyl)-amine (**P-2028**),
[6-Fluoro-5-(5-methyl-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-(6-methoxy-pyridin-3-ylmethyl)-amine (**P-2029**),
[6-Fluoro-5-(5-methoxy-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-(6-methoxy-pyridin-3-ylmethyl)-amine (**P-2030**),
[5-(5-Chloro-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyrimidin-2-yl]-(6-methoxy-pyridin-3-ylmethyl)-amine (**P-2038**),
[6-Fluoro-5-(5-methoxy-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-(2-methoxy-

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

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

35. A compound selected from the group consisting of:
(6-Methoxy-pyridin-3-ylmethyl)-[3-methyl-5-(5-methyl-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-amine (**P-1554**),
[3-Fluoro-5-(5-methyl-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-(6-methoxy-pyridin-3-ylmethyl)-amine (**P-1562**),
(6-Chloro-pyridin-3-ylmethyl)-[5-(5-chloro-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-amine (**P-2003**),
[5-(5-Chloro-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-(6-fluoro-pyridin-3-ylmethyl)-amine (**P-2004**),
[5-(5-Chloro-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyrimidin-2-yl]-(3,4-difluoro-benzyl)-amine (**P-2008**),
[5-(5-Chloro-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyrimidin-2-yl]-(3-methyl-benzyl)-amine (**P-2013**),
[5-(5-Methyl-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-(6-trifluoromethyl-pyridin-3-ylmethyl)-amine (**P-2019**),

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

36. A compound selected from the group consisting of:
(6-Trifluoromethyl-pyridin-3-ylmethyl)-[5-(5-trifluoromethyl-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-amine (**P-1644**),
(5-Fluoro-6-methoxy-pyridin-3-ylmethyl)-[6-fluoro-5-(5-trifluoromethyl-1H-pyrrolo[2,3-b]pyridin-3-ylmethyl)-pyridin-2-yl]-amine (**P-1646**),

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

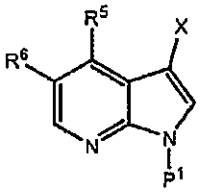
x) a targeted signal transduction inhibitor selected from bortezomib, geldanamycin, and rapamycin;

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

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

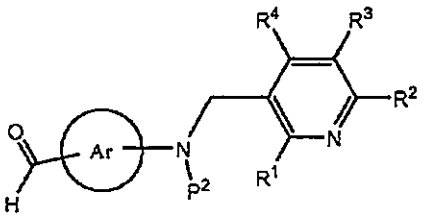
48. A method for preparing a compound of Formula I according to claim 1, said method comprising:

contacting a compound of Formula IV:



Formula IV

with a compound of Formula V:



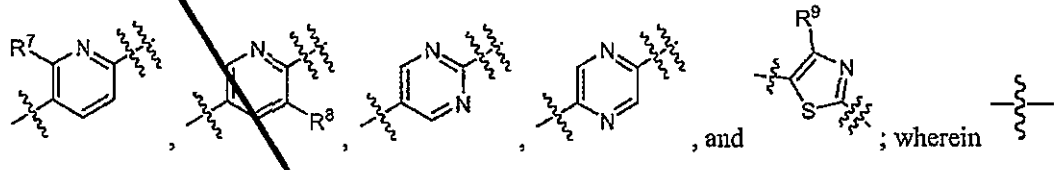
Formula V

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

P^1 and P^2 are each independently an amino protecting group;

X is H or halogen;

Ar is selected from the group consisting of:



; wherein indicates the point of attachment of Ar to $-CH_2-$ of Formula I and wherein  indicates the point of attachment of Ar to -NH- of Formula I;

R^1, R^2, R^3 and R^4 are each independently selected from the group consisting of –H, lower alkyl, halogen substituted lower alkyl, alkoxy substituted lower alkyl, cycloalkylamino, -CN, $-O-R^{40}$, $-S(O)_2-R^{41}$, $-S(O)_2-N(H)-R^{42}$, $-N(H)-R^{42}$, $-N(R^{42})_2$, and $-N(H)-S(O)_2-R^{43}$, provided that at least two of R^1, R^2, R^3 and R^4 are –H and one of R^1, R^2, R^3 and R^4 is other than hydrogen, wherein:

R^{40} is lower alkyl, fluoro substituted lower alkyl, methoxy substituted lower alkyl, or cycloalkyl;

R^{41}, R^{42} and R^{43} are lower alkyl;

R^5 is selected from the group consisting of -H, -F, -Cl, -Br, lower alkyl, halogen substituted alkyl, lower alkenyl, lower alkynyl, cycloalkyl, phenyl, pyrazolyl, -CN, $-O-R^{10}$, $-C(O)-N(H)-R^{11}$, $-C(O)-O-R^{11}$, $-S(O)_2-R^{12}$, $-S(O)_2-N(H)-R^{11}$, $-N(H)-C(O)-R^{12}$, and $-N(H)-S(O)_2-R^{12}$, wherein pyrazolyl is optionally substituted with lower alkyl or heterocycloalkyl;

R^6 is selected from the group consisting of H, halogen, lower alkyl, halogen substituted alkyl, lower alkenyl, lower alkynyl, cycloalkyl, phenyl, pyrazolyl, -CN, $-O-R^{13}$, $-C(O)-N(H)-R^{14}$, $-C(O)-O-R^{14}$, $-S(O)_2-R^{15}$, $-S(O)_2-N(H)-R^{14}$, $-N(H)-C(O)-R^{15}$, and $-N(H)-S(O)_2-R^{15}$, wherein pyrazolyl is optionally substituted with lower alkyl or heterocycloalkyl;

R^7 is H, halogen or lower alkyl;

R^8 is H, halogen, lower alkyl or lower alkoxy;

R^9 is H or halogen;

R^{10} and R^{13} are independently -H, lower alkyl, lower alkyl substituted with -O-CH_3, lower alkyl substituted with di-alklylamine, or lower alkyl substituted with heterocycloalkyl;

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

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

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

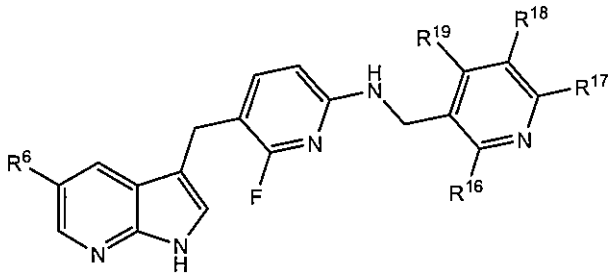
50. Use of a compound of claim 35 to modulate the activity of Fms/Kit kinases.

51. Use of a compound of claim 36 to modulate the activity of Fms/Flt kinases.

52. A composition comprising a compound of any of claims 34-36 and a pharmaceutically acceptable excipient or carrier.

CLAIMS

1. A compound having Formula II':



Formula II'

or a salt, a tautomer or a stereoisomer thereof,

wherein:

R^6 is selected from the group consisting of methyl, -C(O)-N(H)-R^{14}, and -N(H)-C(O)-R^{15};

R^{14} is lower alkyl;

R^{15} is lower alkyl; and

(i) R^{16} is H and R^{17} is -F, -Cl, -Br, lower alkyl, fluoro substituted lower alkyl, methoxy substituted lower alkyl, -CN or -O-R^{20}; or

(ii) R^{17} is H and R^{16} is -F, -Cl, -Br, lower alkyl, fluoro substituted lower alkyl, methoxy substituted lower alkyl, -CN or -O-R^{20};

R^{18} is -F or -Cl;

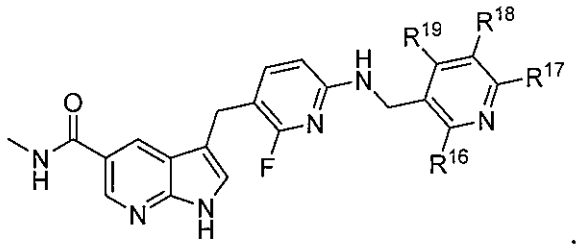
R^{19} is H; and

R^{20} is lower alkyl, fluoro substituted lower alkyl, methoxy substituted lower alkyl, or cycloalkyl.

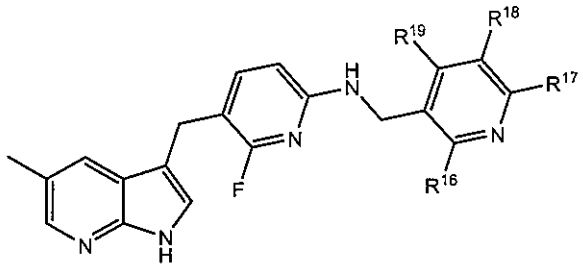
2. The compound of claim **1**, wherein R^6 is -C(O)-N(H)-R^{14}.

3. The compound of claim **1**, wherein R^6 is -N(H)-C(O)-R^{15}.

4. The compound of claim **1**, having the following formula:



5. The compound of claim **1**, having Formula II:

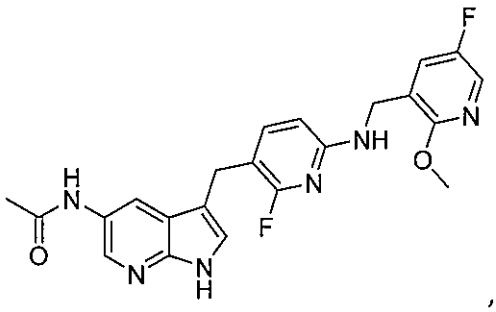


Formula II.

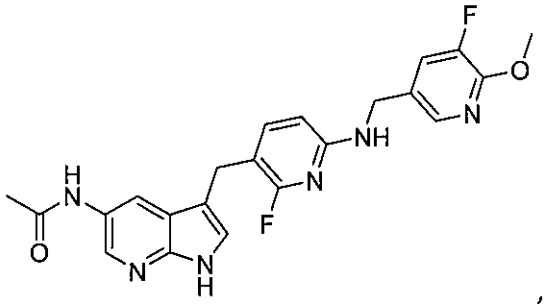
6. The compound of claim **5**, wherein R^{16} is H and R^{17} is selected from -F, -Cl, -Br, lower alkyl, fluoro substituted lower alkyl, $-OR^{20}$, or methoxy substituted lower alkyl; or R^{17} is H and R^{16} is selected from -F, -Cl, -Br, lower alkyl, fluoro substituted lower alkyl, $-OR^{20}$, or methoxy substituted lower alkyl.

7. The compound of claim **5**, wherein R^{16} is H and R^{17} is selected from the group consisting of -F, -Cl, -Br, lower alkyl, fluoro substituted lower alkyl, and methoxy substituted lower alkyl; or R^{17} is H and R^{16} is selected from the group consisting of -F, -Cl, -Br, lower alkyl, fluoro substituted lower alkyl, and methoxy substituted lower alkyl.

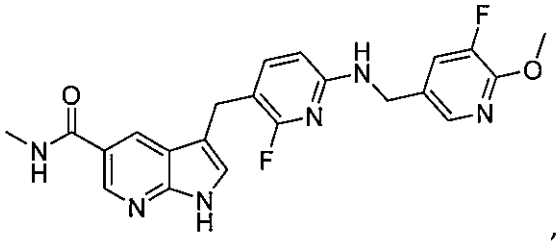
8. The compound of claim **1**, wherein the compound is selected from the group consisting of:



,

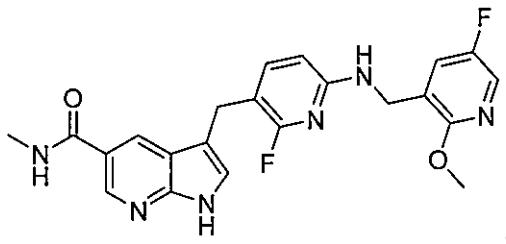


,



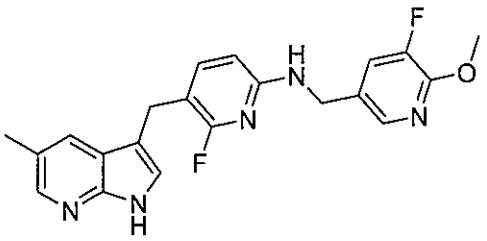
,

and

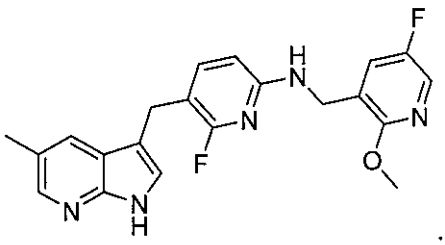


.

9. The compound of claim **5**, wherein the compound is



or



10. A composition comprising a compound of claim **1** and a pharmaceutically acceptable excipient or carrier.

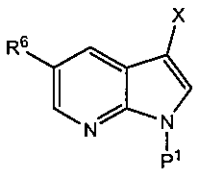
11. A kit comprising a compound of claim **1**.

12. A composition comprising a compound of claim **8** and a pharmaceutically acceptable excipient or carrier.

13. A composition comprising a compound of claim **9** and a pharmaceutically acceptable excipient or carrier.

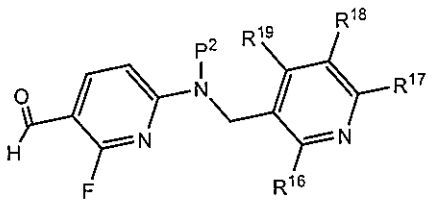
14. A method for preparing a compound of Formula II' according to claim **1**, said method comprising:

contacting a compound of Formula VI:



Formula VI

with a compound of Formula VII:



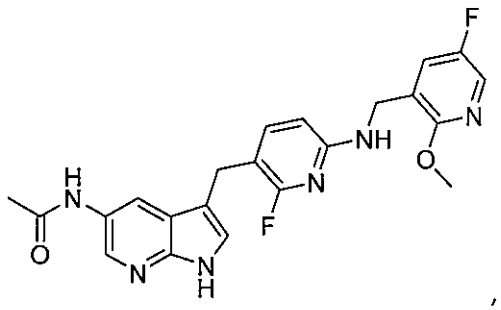
Formula VII

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

P^1 and P^2 are each independently an amino protecting group; and

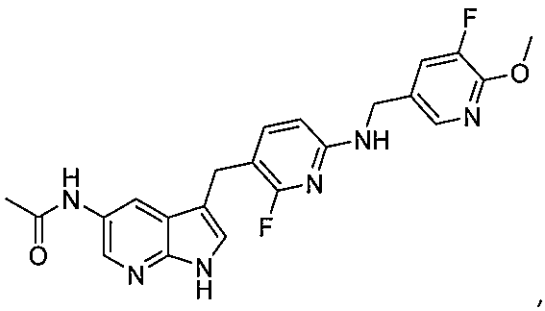
X is H or halogen.

15. A compound of formula:



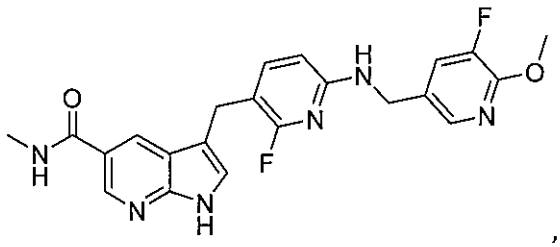
or a salt, a tautomer, or a stereoisomer thereof.

16. A compound of formula:



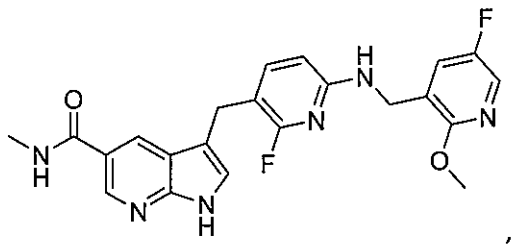
or a salt, a tautomer, or a stereoisomer thereof.

17. A compound of formula:



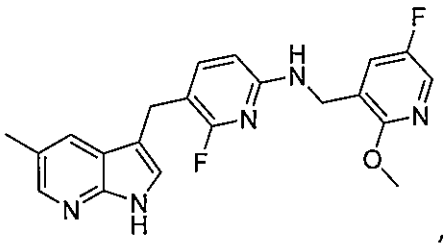
or a salt, a tautomer, or a stereoisomer thereof.

18. A compound of formula:



or a salt, a tautomer, or a stereoisomer thereof.

19. A compound of formula:



or a salt, a tautomer, or a stereoisomer thereof.