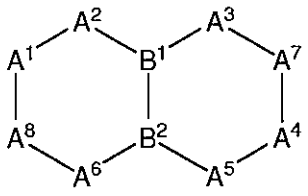
WHAT IS CLAIMED IS:

1. A compound of formula (I)



(I)

wherein:

A^1 is $-CX^1=$, $-C(X^1)_2-$, $-N=$, $-NX^1-$, $-O-$, $-S-$, or a bond;

A^2 is $-CX^2=$, $-C(X^2)_2-$, $-N=$, $-NX^2-$, $-O-$, or $-S-$;

A^3 is $-CX^3=$, $-C(X^3)_2-$, $-N=$, $-NX^3-$, $-O-$, $-S-$, or a bond;

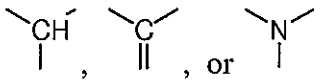
A^4 is $-CX^4=$, $-C(X^4)_2-$, $-N=$, $-NX^4-$, $-O-$, $-S-$, or a bond;

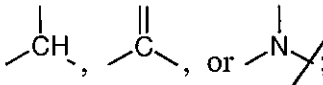
A^5 is $-CX^5=$, $-C(X^5)_2-$, $-N=$, $-NX^5-$, $-O-$, or $-S-$;

A^6 is $-CX^6=$, $-C(X^6)_2-$, $-N=$, $-NX^6-$, $-O-$, $-S-$, or a bond;

A^7 is $-C(R^3)=$, $-C(R^3R^f)-$, or $-NR^3-$;

A^8 is $-C(-W-Cy)=$, $-C(-W-Cy)(R^f)-$, or $-N(-W-Cy)-$;

B^1 is ;

B^2 is ;

provided that no more than 1 of A^1, A^3, A^4, and A^6 is a bond;

provided that B^1 and B^2 are not both simultaneously ; and

provided that no more than 4 ring atoms of A^1-A^8 and B^1-B^2 are N, O, or S;

each of X^1, X^2, X^3, X^4, X^5, and X^6, independently, is hydrogen, halo, hydroxy, nitro, cyano, alkyl, haloalkyl, cycloalkyl, halocycloalkyl, alkoxy, haloalkoxy, cycloalkoxy, halocycloalkoxy, acyl, aminoacyl, $-N(R^fR^g)$, $-N(R^f)SO_2R^g$, $-SO_2R^f$, $-S(O)_2N(R^fR^g)$, $-CO_2R^f$, trialkylamino, aryl, or heteroaryl;

W is $-C(R^fR^g)-$, $-N(R^f)-$, $-O-$, $-S-$, $-S(O)-$, or $-S(O)_2-$;

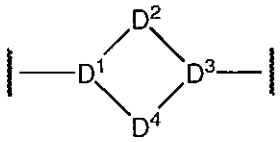
Cy is cycloalkyl, spirocycloalkyl, cycloalkenyl, spirocycloalkenyl, heterocyclyl, spiroheterocyclyl, aryl, or heteroaryl; wherein Cy is optionally substituted by 1-6 substituents

selected from the group consisting of halo, hydroxy, nitro, cyano, -N(R^fR^g), alkyl, haloalkyl, cycloalkyl, cycloalkenyl, cycloalkylalkyl, cycloalkenylalkyl, heterocyclylalkyl, arylalkyl, heteroarylalkyl, alkoxy, cycloalkylalkoxy, cycloalkenylalkoxy, heterocyclylalkoxy, arylalkoxy, heteroarylalkoxy, acyl, cycloalkylacyl, cycloalkenylacyl, heterocyclylacyl, arylacyl, heteroarylacyl, thioalkyl, alkenyl, alkynyl, cycloalkenyl, heterocyclyl, aryl, and heteroaryl;

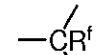
R^3 is -L^1-J-L^2-T^1;

L^1 is -C(O)-, -$S(O)_2$-, -$N(R^f)C(O)$-, -$N(R^f)$-, -$C(R^fR^g)$-, -$C(R^fR^g)$-$C(R^fR^g)$-, or a bond;

J is -$[C(R^fR^g)]_n$-, -$N(R^f)$-$[C(R^fR^g)]_n$-, or a bond, wherein each n, independently, is an integer from 0 to 5; or J is



wherein

each of D^1 and D^3, independently, is , or ;

D^2 is -$[C(R^fR^g)]_k$-, -$[C(R^fR^g)]_k$-$N(R^f)$-, -$[C(R^fR^g)]_k$-O-, -$N(R^f)$-, or -$N(R^f)$-$[(CR^fR^g)]_k$-; and

D^4 is -$[C(R^fR^g)]_m$-;

wherein k is 1 or 2; and m is 0, 1, 2, or 3;

provided that no more than 2 ring atoms of D^1-D^4 are N or O;

L^2 is -$C(R^fR^g)$-, -$C(R^fG)$-, -$C(G)_2$-, -$C(R^fR^g)$-$C(R^fR^g)$-, -$C(R^fR^g)$-$C(R^fG)$-, -$C(R^fR^g)$-$C(G)_2$-, or a bond;

provided that at least one of L^1, J, and L^2 is not a bond;

T^1 is -$C(O)(OR^f)$, -$C(O)N(R^f)S(O)_2R^f$, tetrazolyl, -$S(O)_2OR^f$, -C(O)NHC(O)-R^f, -Si(O)OH, -$B(OH)_2$, -$N(R^f)S(O)_2R^f$, -$S(O)_2NR^f$, -O-$P(O)(OR^f)OR^f$, or -$P(O)_2(OR^f)$;

each G, independently, is hydrogen, hydroxy, a halogen, or trifluoromethyl;

each R^f, independently, is hydrogen, hydroxy, halo, alkyl, haloalkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, aryl, heteroaryl, heterocyclyl or NH_2; wherein each of alkyl, cycloalkyl, cycloalkenyl, aryl, heteroaryl and heterocycle are optionally substituted with 1 to 5 substituents independently selected from the group consisting of halo, oxo, -CN, -CHO, -CG_3, -OH, -NO_2, alkyl, -OCG_3, alkoxy, cycloalkoxy, cycloalkenoxy, amino, alkylamino,

dialkylamino, acylamino, aminoacyl, alkylsulfonyl, alkylaminosulfonyl, and dialkylaminosulfonyl;

each R^g, independently, is hydrogen, hydroxy, halo, alkyl, haloalkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, aryl, heteroaryl, or heterocyclyl; wherein each of alkyl, cycloalkyl, cycloalkenyl, aryl, heteroaryl and heterocycle are optionally substituted with 1 to 5 substituents independently selected from the group consisting of halo, oxo, -CN, -CHO, $-CG_3$, -OH, $-NO_2$, alkyl, $-OCG_3$, alkoxy, cycloalkoxy, cycloalkenoxy, amino, alkylamino, dialkylamino, acylamino, aminoacyl, alkylsulfonyl, alkylaminosulfonyl, and dialkylaminosulfonyl;

or a pharmaceutically acceptable salt thereof.

2. The compound of claim 1, wherein A^7 is $-CR^3=$, A^8 is $-C(-W-Cy)=$, B^1 is , and B^2 is ;

or a pharmaceutically acceptable salt thereof.

3. The compound of claim 2, wherein 0, 1, or 2 ring atoms of A^1-A^6 are N, or a pharmaceutically acceptable salt thereof.

4. The compound of claim 2, wherein 0, 1, or 2 ring atoms of A^1-A^6 are N, and the remaining ring atoms of A^1-A^6 are each C, or a pharmaceutically acceptable salt thereof.

5. The compound of claim 4, wherein A^1 is $-CX^1=$, A^2 is $-CX^2=$, and A^6 is $-CX^6=$, or a pharmaceutically acceptable salt thereof.

6. The compound of claim 4, wherein A^3 is $-CX^3=$, A^4 is $-CX^4=$, and A^5 is $-CX^5=$, or a pharmaceutically acceptable salt thereof.

7. The compound of claim 1, wherein A^1 is $-CX^1=$, A^2 is $-CX^2=$, A^6 is $-CX^6=$, A^8 is $-C(-W-Cy)=$, B^1 is , B^2 is , and A^3, A^7, A^4, and A^5, are, respectively:

$-NX^3-$, $-C(R^3R^f)-$, a bond, and $-C(X^5)_2-$;

$-C(X^3)_2-$, $-NR^3-$, $-C(X^4)_2-$, and $-C(X^5)_2-$;

$-C(X^3)_2-$, $-C(R^3R^f)-$, $-NX^4-$, and $-C(X^5)_2-$;

$-N=$, $-CR^3=$, $-CX^4=$, and $-CX^5=$;

$-N=$, $-CR^3=$, $-N=$, and $-CX^5=$;

$-CX^3=$, $-CR^3=$, $-N=$, and $-CX^5=$;

$-N=$, $-CR^3=$, $-CX^4=$, and $-N=$;

$-CX^3=$, $-CR^3=$, $-CX^4=$, and $-N=$;

$-CX^3=$, $-CR^3=$, $-N=$, and $-N=$;

$-NX^3-$, $-CR^3=$, a bond, and $-CX^5=$; or

$-CX^3=$, $-CR^3=$, a bond, and $-NX^5-$;

or a pharmaceutically acceptable salt thereof.

8. The compound of claim 1, wherein A^3 is $-CX^3=$, A^4 is $-CX^4=$, A^5 is $-CX^5=$, A^7 is $-CR^3=$, B^1 is , B^2 is , and A^2, A^1, A^8, and A^6, are, respectively:

$-CX^2=$, $-CX^1=$, $-C(-W-Cy)$, and $-N=$;

$-CX^2=$, $-N=$, $-C(-W-Cy)$, and $-N=$;

$-NX^2-$, $-CX^1=$, $-C(-W-Cy)=$, and a bond;

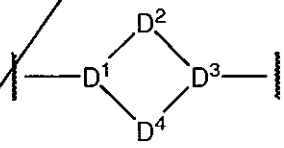
$-NX^2-$, a bond, $-C(-W-Cy)=$, and $-CX^6=$; or

$-CX^2=$, a bond, $-C(-W-Cy)=$, and $-NX^6-$;

or a pharmaceutically acceptable salt thereof.

9. The compound of claim 1, wherein each ring atom of A^1, A^2, A^5-A^8 and B^1-B^2 is C, and each of A^3 and A^4 is, independently, C or N, or a pharmaceutically acceptable salt thereof.

10. The compound of claim 1, wherein L^1 is $-C(R^fR^g)-$ and J is $-NR^f-$ or



wherein

each of D^1 and D^3, independently, is , or ;

D^2 is $-[C(R^fR^g)]_k-$, $-[C(R^fR^g)]_k-N(R^f)-$, $-[C(R^fR^g)]_k-O-$, $-N(R^f)-$, or $-N(R^f)-[(CR^fR^g)]_k-$; and

D^4 is $-[C(R^fR^g)]_m-$;

wherein k is 1 or 2; and m is 0, 1, 2, or 3;

provided that no more than 2 ring atoms of D^1-D^4 are N or O, or a pharmaceutically acceptable salt thereof.

11. The compound of claim 1, wherein each R^f and R^g, independently, are hydrogen or alkyl, or a pharmaceutically acceptable salt thereof.

12. The compound of claim 1, wherein T^1 is $-C(O)(OR^f)$, or a pharmaceutically acceptable salt thereof.

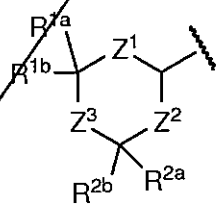
13. The compound of claim 1, wherein T^1 is $-C(O)N(R^f)S(O_2R^f)$, $-O-P(O)(OR^f)OR^f$, $-P(O_2)(OR^f)$, tetrazolyl or $-S(O)_2OR^f$; or a pharmaceutically acceptable salt thereof.

14. The compound of claim 1, wherein X^6 is an electron withdrawing group, or a pharmaceutically acceptable salt thereof.

15. The compound of claim 1, wherein X^6 is halo, alkyl, or haloalkyl, or a pharmaceutically acceptable salt thereof.

16. The compound of claim 1, wherein each G, independently, is fluoro or hydroxy, or a pharmaceutically acceptable salt thereof.

17. The compound of claim 1, wherein Cy has the formula:



wherein:

Z^1 is a bond, -$[C(R^dR^e)]_x$-, -CR^d=CR^e-, -O-, or -NR^f-;

Z^2 is a bond, -$[C(R^dR^e)]_y$-, -CR^d=CR^e-, -O-, or -NR^f-;

Z^3 is a bond, -$[C(R^dR^e)]_z$-, -CR^d=CR^e-, -O-, or -NR^f-;

each of x, y, and z, independently, is 1, 2, or 3;

each R^d, independently, is hydrogen, halo, hydroxy, alkyl, alkenyl, alkoxy, or cycloalkyl;

each R^e, independently, is hydrogen, halo, hydroxy, alkyl, alkenyl, alkoxy, or cycloalkyl;

R^{1a} and R^{1b}, independently, are hydrogen, halo, hydroxy, nitro, cyano, -NR^fR^g, alkyl, haloalkyl, cycloalkyl, cycloalkenyl, cycloalkylalkyl, cycloalkenylalkyl, heterocyclylalkyl, arylalkyl, heteroarylalkyl, alkoxy, cycloalkylalkoxy, cycloalkenylalkoxy, heterocyclylalkoxy, arylalkoxy, heteroarylalkoxy, acyl, cycloalkylacyl, cycloalkenylacyl, heterocyclylacyl, arylacyl, heteroarylacyl, thioalkyl, alkenyl, alkynyl, cycloalkenyl, heterocyclyl, aryl, or heteroaryl;

or R^{1a} and R^{1b}, when taken together, are C_2-C_5 alkylene or C_2-C_5 alkenylene;

R^{2a} and R^{2b}, independently, are hydrogen, halo, hydroxy, nitro, cyano, -NR^fR^g, alkyl, haloalkyl, cycloalkyl, cycloalkenyl, cycloalkylalkyl, cycloalkenylalkyl, heterocyclylalkyl, arylalkyl, heteroarylalkyl, alkoxy, cycloalkylalkoxy, cycloalkenylalkoxy, heterocyclylalkoxy, arylalkoxy, heteroarylalkoxy, acyl, cycloalkylacyl, cycloalkenylacyl, heterocyclylacyl, arylacyl, heteroarylacyl, thioalkyl, alkenyl, alkynyl, cycloalkenyl, heterocyclyl, aryl, or heteroaryl;

or R^{1a} and R^{2a}, when taken together, are C_1-C_5 alkylene or C_2-C_5 alkenylene;

wherein R^{1a}, R^{1b}, R^{2a}, and R^{2b} are each, independently, substituted with 0-5 substituents selected from halo, hydroxy, nitro, cyano, -NR^fR^g, or -CO_2R^f;

or a pharmaceutically acceptable salt thereof.

18. The compound of claim 17, wherein R^{1a} and R^{2a} are both hydrogen, or a pharmaceutically acceptable salt thereof.

19. The compound of claim 17, wherein Z^1 is -CH_2CH_2-, or a pharmaceutically acceptable salt thereof.

20. The compound of claim 19, wherein Z^2 is -CH_2-, or a pharmaceutically acceptable salt thereof.

21. The compound of claim 20, wherein Z^3 is a bond, or a pharmaceutically acceptable salt thereof.

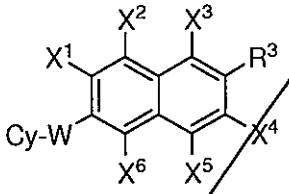
22. The compound of claim 17, wherein R^{1b} is fluoro, chloro, bromo, iodo, methyl, triflurormethyl, ethyl, propyl, isopropyl, n-butyl, i-butyl, t-butyl, n-pentyl, isopentyl, 1,1-dimethylpropyl, neopentyl, cyclopentyl, n-hexyl, cyclohexyl, methoxy, trifluoromethoxy, ethoxy, n-propoxy, i-propoxy, n-butoxy, i-butoxy, t-butoxy, n-pentyloxy, i-pentyloxy, 1,1-dimethylpropoxy, neopentyloxy, cyclopentyloxy, n-hexyloxy, or cyclohexyloxy, or a pharmaceutically acceptable salt thereof.

23. The compound of claim 17, wherein W is O, Z^1 is $-[C(R^dR^e)]_x-$, Z^2 is $-[C(R^dR^e)]_y-$, and Z^3 is $-[C(R^dR^e)]_z-$, or a pharmaceutically acceptable salt thereof.

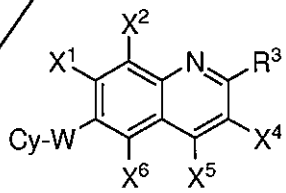
24. The compound of claim 1, wherein X^2 is methyl, or a pharmaceutically acceptable salt thereof.

25. The compound of claim 1, wherein W is -O-, or a pharmaceutically acceptable salt thereof.

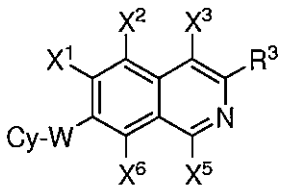
26. The compound of claim 1, wherein the compound is of formula (IIa), (IIIa) or (IIIb):



(IIa)



(IIIa)



(IIIb)

27. A compound of claim 1, wherein A^2 is $-CX^2=$, and X^2 is fluoro, chloro, bromo, methyl, difluoromethyl, trifluoromethyl, ethyl, propyl, isopropyl or butyl, or a pharmaceutically acceptable salt thereof.

28. The compound of claim 27,

wherein:

A^1 is CH;

A^3 is CH;

A^4 is CH;

A^5 is CH;

A^6 is CH;

A^7 is $C(R^3)$;

A^8 is C(-W-Cy);

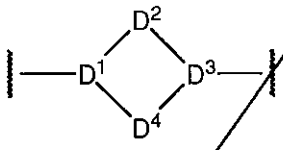
B^1 is  ; and

B^2 is ;

or a pharmaceutically acceptable salt thereof.

29. The compound of claim 27, wherein each ring atom of A^1, A^2, A^5-A^8 and B^1-B^2 is C, and each of A^3 and A^4 is, independently, C or N, or a pharmaceutically acceptable salt thereof.

30. The compound of claim 27, wherein L^1 is $-C(R^fR^g)-$ and J is $-NR^f-$ or



wherein

each of D^1 and D^3, independently, is , or ;

D^2 is $-[C(R^fR^g)]_k-$, $-[C(R^fR^g)]_k-N(R^f)-$, $-[C(R^fR^g)]_k-O-$, $-N(R^f)-$, or $-N(R^f)-[(CR^fR^g)]_k-$; and

D^4 is $-[C(R^fR^g)]_m-$;

wherein k is 1 or 2; and m is 0, 1, 2, or 3;

provided that no more than 2 ring atoms of D^1-D^4 are N or O, or a pharmaceutically acceptable salt thereof.

31. The compound of claim 27, wherein each R^f and R^g, independently, are hydrogen or alkyl, or a pharmaceutically acceptable salt thereof.

32. The compound of claim 27, wherein T^1 is $-C(O)(OR^f)$, or a pharmaceutically acceptable salt thereof.

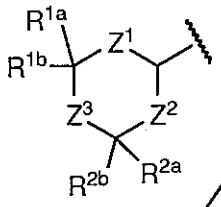
33. The compound of claim 27, wherein T^1 is $-C(O)N(R^f)S(O_2R^f)$, $-O-P(O)(OR^f)OR^f$, $-P(O_2)(OR^f)$, tetrazolyl or $-S(O)_2OR^f$; or a pharmaceutically acceptable salt thereof.

34. The compound of claim 27, wherein X^6 is an electron withdrawing group, or a pharmaceutically acceptable salt thereof.

35. The compound of claim 27, wherein X^6 is halo, alkyl, or haloalkyl, or a pharmaceutically acceptable salt thereof.

36. The compound of claim 27, wherein each G, independently, is fluoro or hydroxy, or a pharmaceutically acceptable salt thereof.

37. The compound of claim 27, wherein Cy has the formula:



wherein:

Z^1 is a bond, $-[C(R^dR^e)]_x-$, $-CR^d=CR^e-$, $-O-$, or $-NR^f-$;

Z^2 is a bond, $-[C(R^dR^e)]_y-$, $-CR^d=CR^e-$, $-O-$, or $-NR^f-$;

Z^3 is a bond, $-[C(R^dR^e)]_z-$, $-CR^d=CR^e-$, $-O-$, or $-NR^f-$;

each of x, y, and z, independently, is 1, 2, or 3;

each R^d, independently, is hydrogen, halo, hydroxy, alkyl, alkenyl, alkoxy, or cycloalkyl;

each R^e, independently, is hydrogen, halo, hydroxy, alkyl, alkenyl, alkoxy, or cycloalkyl;

R^{1a} and R^{1b}, independently, are hydrogen, halo, hydroxy, nitro, cyano, $-NR^fR^g$, alkyl, haloalkyl, cycloalkyl, cycloalkenyl, cycloalkylalkyl, cycloalkenylalkyl, heterocyclylalkyl, arylalkyl, heteroarylalkyl, alkoxy, cycloalkylalkoxy, cycloalkenylalkoxy, heterocyclylalkoxy, arylalkoxy, heteroarylalkoxy, acyl, cycloalkylacyl, cycloalkenylacyl, heterocyclylacyl, arylacyl, heteroarylacyl, thioalkyl, alkenyl, alkynyl, cycloalkenyl, heterocyclyl, aryl, or heteroaryl;

or R^{1a} and R^{1b}, when taken together, are C_2-C_5 alkylene or C_2-C_5 alkenylene;

R^{2a} and R^{2b}, independently, are hydrogen, halo, hydroxy, nitro, cyano, $-NR^fR^g$, alkyl, haloalkyl, cycloalkyl, cycloalkenyl, cycloalkylalkyl, cycloalkenylalkyl, heterocyclylalkyl, arylalkyl, heteroarylalkyl, alkoxy, cycloalkylalkoxy, cycloalkenylalkoxy, heterocyclylalkoxy, arylalkoxy, heteroarylalkoxy, acyl, cycloalkylacyl, cycloalkenylacyl, heterocyclylacyl, arylacyl, heteroarylacyl, thioalkyl, alkenyl, alkynyl, cycloalkenyl, heterocyclyl, aryl, or heteroaryl;

or R^{1a} and R^{2a}, when taken together, are C_1-C_5 alkylene or C_2-C_5 alkenylene;

wherein R^{1a}, R^{1b}, R^{2a}, and R^{2b} are each, independently, substituted with 0-5 substituents selected from halo, hydroxy, nitro, cyano, $-NR^fR^g$, or $-CO_2R^f$;

or a pharmaceutically acceptable salt thereof.

38. The compound of claim 37, wherein R^{1a} and R^{2a} are both hydrogen, or a pharmaceutically acceptable salt thereof.

39. The compound of claim 37, wherein Z^1 is $-CH_2CH_2-$, or a pharmaceutically acceptable salt thereof.

40. The compound of claim 39, wherein Z^2 is $-CH_2-$, or a pharmaceutically acceptable salt thereof.

41. The compound of claim 40, wherein Z^3 is a bond, or a pharmaceutically acceptable salt thereof.

42. The compound of claim 37, wherein R^{1b} is fluoro, chloro, bromo, iodo, methyl, triflurormethyl, ethyl, propyl, isopropyl, n-butyl, i-butyl, t-butyl, n-pentyl, isopentyl, 1,1-dimethylpropyl, neopentyl, cyclopentyl, n-hexyl, cyclohexyl, methoxy, trifluoromethoxy,

ethoxy, n-propoxy, i-propoxy, n-butoxy, i-butoxy, t-butoxy, n-pentyloxy, i-pentyloxy, 1,1-dimethylpropoxy, neopentyloxy, cyclopentyloxy, n-hexyloxy, or cyclohexyloxy, or a pharmaceutically acceptable salt thereof.

43. The compound of claim 37, wherein W is O, Z^1 is $-[C(R^dR^e)]_x-$, Z^2 is $-[C(R^dR^e)]_y-$, and Z^3 is $-[C(R^dR^e)]_z-$, or a pharmaceutically acceptable salt thereof.

44. The compound of claim 27, wherein X^2 is methyl, or a pharmaceutically acceptable salt thereof.

45. The compound of claim 27, wherein W is -O-, or a pharmaceutically acceptable salt thereof.

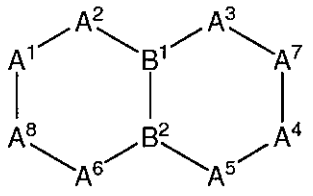
46. The compound of claim 1, wherein the compound exhibits $S1P_5$ antagonist or agonist activity, or a pharmaceutically acceptable salt thereof.

47. The compound of claim 1, wherein the compound exhibits $S1P_4$ antagonist or agonist activity, or a pharmaceutically acceptable salt thereof.

48. A compound selected from the group consisting of:
3-((6-(trans-4-*tert*-butylcyclohexyloxy)naphthalen-2-yl)methylamino)-N-(phenylsulfonyl)propanamide;
3-((6-(trans-4-*tert*-butylcyclohexyloxy)-5-(trifluoromethyl)naphthalen-2-yl)methylamino)-N-(phenylsulfonyl)propanamide;
2-((6-(trans-4-*tert*-butylcyclohexyloxy)naphthalen-2-yl)methylamino)propanoic acid;
3-((6-(trans-4-*tert*-butylcyclohexyloxy)naphthalen-2-yl)methylamino)butanoic acid;
2-(((6-(trans-4-*tert*-butylcyclohexyloxy)naphthalen-2-yl)methyl)(methyl)amino) acetic acid;
3-((6-(trans-4-*tert*-butylcyclohexyloxy)naphthalen-2-yl)methylamino)propanoic acid;
3-(((6-(trans-4-*tert*-butylcyclohexyloxy)naphthalen-2-yl)methyl)(methyl)amino) propanoic acid;
1-((6-(trans-4-*tert*-butylcyclohexyloxy)naphthalen-2-yl)methyl)azetidine-3-carboxylic acid;
1-((6-(trans-4-*tert*-butylcyclohexyloxy)naphthalen-2-yl)methyl)pyrrolidine-3-carboxylic acid;

1-((6-(trans-4-*tert*-butylcyclohexyloxy)naphthalen-2-yl)methyl)piperidine-4-carboxylic acid;
1-((6-(trans-4-*tert*-butylcyclohexyloxy)-5-(trifluoromethyl)naphthalen-2-yl)methyl)azetidine-3-carboxylic acid;
3-((6-(trans-4-*tert*-butylcyclohexyloxy)-5-(trifluoromethyl)naphthalen-2-yl)methylamino)propanoic acid;
3-((6-(trans-4-*tert*-butylcyclohexyloxy)naphthalen-2-yl)methylamino)-2,2-difluoropropanoic acid;
2,2-difluoro-3-((6-(spiro[5.5]undecan-3-yloxy)naphthalen-2-yl)methylamino)propanoic acid;
2-(((2-(trans-4-*tert*-butylcyclohexyloxy)naphthalen-6-yl)methyl)amino)acetic acid;
4-(((2-(trans-4-*tert*-butylcyclohexyloxy)naphthalen-6-yl)methyl)amino)butyric acid;
4-(((2-(trans-4-*tert*-butylcyclohexyloxy)naphthalen-6-yl)methyl)amino)butyric acid;
(R)-1-((2-(trans-4-*tert*-butylcyclohexyloxy)naphthalen-6-yl)methyl)piperidine-3-carboxylic acid;
(S)-1-((2-(trans-4-*tert*-butylcyclohexyloxy)naphthalen-6-yl)methyl)piperidine-3-carboxylic acid;
4-((2-(trans-4-*tert*-butylcyclohexyloxy)naphthalen-6-yl)methyl)butyric acid;
5-((2-(trans-4-*tert*-butylcyclohexyloxy)naphthalen-6-yl)methyl)pentanoic acid;
6-((2-(trans-4-*tert*-butylcyclohexyloxy)naphthalen-6-yl)methyl)hexanoic acid;
4-(6-(trans-4-*tert*-butylcyclohexyloxy)-3,4-dihydroisoquinolin-2(1H)-yl)butanoic acid;
4-(6-(cis-4-*tert*-butylcyclohexyloxy)-3,4-dihydroisoquinolin-2(1H)-yl)butanoic acid;
2-(((2-(trans-4-*tert*-butylcyclohexyloxy)naphthalen-6-yl)methyl)amino)ethylphosphonic acid;
2-(2-(5-(trans-4-*tert*-butylcyclohexyloxy)indolin-1-yl)-2-oxoethylamino)ethylphosphonic acid;
3-amino-4-(5-(trans-4-*tert*-butylcyclohexyloxy)indolin-1-yl)-4-oxo-butanoic acid;
3-{[6-(4-tert-butyl-cyclohexyloxy)-8-methyl-naphthalen-2-ylmethyl]-amino}-propionic acid;
{[6-(4-tert-butyl-cyclohexyloxy)-8-methyl-naphthalen-2-ylmethyl]-amino}-acetic acid;
4-{[6-(4-tert-butyl-cyclohexyloxy)-8-methyl-naphthalen-2-ylmethyl]-amino}-butyric acid;
1-[6-(4-tert-butyl-cyclohexyloxy)-8-methyl-naphthalen-2-ylmethyl]-azetidine-3-carboxylic acid; and
1-[6-(4-tert-butyl-cyclohexyloxy)-8-methyl-naphthalen-2-ylmethyl]-pyrrolidine-3-carboxylate;
or a pharmaceutically acceptable salt thereof.

49. A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a compound of formula (I)



(I)

wherein:

A^1 is $-CX^1=$, $-C(X^1)_2-$, $-N=$, $-NX^1-$, $-O-$, $-S-$, or a bond;

A^2 is $-CX^2=$, $-C(X^2)_2-$, $-N=$, $-NX^2-$, $-O-$, or $-S-$;

A^3 is $-CX^3=$, $-C(X^3)_2-$, $-N=$, $-NX^3-$, $-O-$, $-S-$, or a bond;

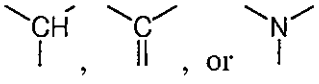
A^4 is $-CX^4=$, $-C(X^4)_2-$, $-N=$, $-NX^4-$, $-O-$, $-S-$, or a bond;

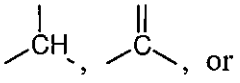
A^5 is $-CX^5=$, $-C(X^5)_2-$, $-N=$, $-NX^5-$, $-O-$, or $-S-$;

A^6 is $-CX^6=$, $-C(X^6)_2-$, $-N=$, $-NX^6-$, $-O-$, $-S-$, or a bond;

A^7 is $-C(R^3)=$, $-C(R^3R^f)-$, or $-NR^3-$;

A^8 is $-C(-W-Cy)=$, $-C(-W-Cy)(R^f)-$, or $-N(-W-Cy)-$;

B^1 is ;

B^2 is ;

provided that no more than 1 of A^1, A^3, A^4, and A^6 is a bond;

provided that B^1 and B^2 are not both simultaneously ; and

provided that no more than 4 ring atoms of A^1-A^8 and B^1-B^2 are N, O, or S;

each of X^1, X^2, X^3, X^4, X^5, and X^6, independently, is hydrogen, halo, hydroxy, nitro, cyano, alkyl, haloalkyl, cycloalkyl, halocycloalkyl, alkoxy, haloalkoxy, cycloalkoxy, halocycloalkoxy, acyl, aminoacyl, $-N(R^fR^g)$, $-N(R^f)SO_2R^g$, $-SO_2R^f$, $-S(O)_2N(R^fR^g)$, $-CO_2R^f$, trialkylamino, aryl, or heteroaryl;

W is $-C(R^fR^g)-$, $-N(R^f)-$, $-O-$, $-S-$, $-S(O)-$, or $-S(O)_2-$;

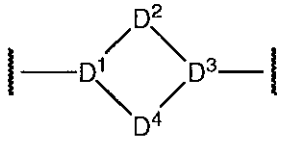
Cy is cycloalkyl, spirocycloalkyl, cycloalkenyl, spirocycloalkenyl, heterocyclyl, spiroheterocyclyl, aryl, or heteroaryl; wherein Cy is optionally substituted by 1-6 substituents selected from the group consisting of halo, hydroxy, nitro, cyano, $-N(R^fR^g)$, alkyl, haloalkyl, cycloalkyl, cycloalkenyl, cycloalkylalkyl, cycloalkenylalkyl, heterocyclylalkyl, arylalkyl, heteroarylalkyl, alkoxy, cycloalkylalkoxy, cycloalkenylalkoxy, heterocyclylalkoxy, arylalkoxy,

heteroarylalkoxy, acyl, cycloalkylacyl, cycloalkenylacyl, heterocyclylacyl, arylacyl, heteroarylacyl, thioalkyl, alkenyl, alkynyl, cycloalkenyl, heterocyclyl, aryl, and heteroaryl;

R^3 is $-L^1-J-L^2-T^1$;

L^1 is -C(O)-, $-S(O)_2-$, $-N(R^f)C(O)-$, $-N(R^f)-$, $-C(R^fR^g)-$, $-C(R^fR^g)-C(R^fR^g)-$, or a bond;

J is $-[C(R^fR^g)]_n-$, $-N(R^f)-[C(R^fR^g)]_n-$, or a bond, wherein each n, independently, is an integer from 0 to 5; or J is



wherein

each of D^1 and D^3, independently, is , or ;

D^2 is $-[C(R^fR^g)]_k-$, $-[C(R^fR^g)]_k-N(R^f)-$, $-[C(R^fR^g)]_k-O-$, $-N(R^f)-$, or $-N(R^f)-[(CR^fR^g)]_k-$; and

D^4 is $-[C(R^fR^g)]_m-$;

wherein k is 1 or 2; and m is 0, 1, 2, or 3;

provided that no more than 2 ring atoms of D^1-D^4 are N or O;

L^2 is $-C(R^fR^g)-$, $-C(R^fG)-$, $-C(G)_2-$, $-C(R^fR^g)-C(R^fR^g)-$, $-C(R^fR^g)-C(R^fG)-$, $-C(R^fR^g)-C(G)_2-$, or a bond;

provided that at least one of L^1, J, and L^2 is not a bond;

T^1 is $-C(O)(OR^f)$, $-C(O)N(R^f)S(O)_2R^f$, tetrazolyl, $-S(O)_2OR^f$, $-C(O)NHC(O)-R^f$, -Si(O)OH, $-B(OH)_2$, $-N(R^f)S(O)_2R^f$, $-S(O)_2NR^f$, $-O-P(O)(OR^f)OR^f$, or $-P(O)_2(OR^f)$;

each G, independently, is hydrogen, hydroxy, a halogen, or trifluoromethyl;

each R^f, independently, is hydrogen, hydroxy, halo, alkyl, haloalkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, aryl, heteroaryl, heterocyclyl or NH_2; wherein each of alkyl, cycloalkyl, cycloalkenyl, aryl, heteroaryl and heterocycle are optionally substituted with 1 to 5 substituents independently selected from the group consisting of halo, oxo, -CN, -CHO, $-CG_3$, -OH, $-NO_2$, alkyl, $-OCG_3$, alkoxy, cycloalkoxy, cycloalkenoxy, amino, alkylamino, dialkylamino, acylamino, aminoacyl, alkylsulfonyl, alkylaminosulfonyl, and dialkylaminosulfonyl;

each R^g, independently, is hydrogen, hydroxy, halo, alkyl, haloalkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, aryl, heteroaryl, or heterocyclyl; wherein each of alkyl, cycloalkyl, cycloalkenyl, aryl, heteroaryl and heterocycle are optionally substituted with 1 to 5 substituents independently selected from the group consisting of halo, oxo, -CN, -CHO, $-CG_3$, -OH, $-NO_2$, alkyl, $-OCG_3$, alkoxy, cycloalkoxy, cycloalkenoxy, amino, alkylamino, dialkylamino, acylamino, aminoacyl, alkylsulfonyl, alkylaminosulfonyl, and dialkylaminosulfonyl;

or a pharmaceutically acceptable salt thereof.

50. The composition of claim 49, wherein A^7 is $-CR^3=$, A^8 is $-C(-W-Cy)=$, B^1 is , and B^2 is ;

or a pharmaceutically acceptable salt thereof.

51. The composition of claim 50, wherein 0, 1, or 2 ring atoms of A^1-A^6 are N, or a pharmaceutically acceptable salt thereof.

52. The composition of claim 50, wherein 0, 1, or 2 ring atoms of A^1-A^6 are N, and the remaining ring atoms of A^1-A^6 are each C, or a pharmaceutically acceptable salt thereof.

53. The composition of claim 52, wherein A^1 is $-CX^1=$, A^2 is $-CX^2=$, and A^6 is $-CX^6=$, or a pharmaceutically acceptable salt thereof.

54. The composition of claim 52, wherein A^3 is $-CX^3=$, A^4 is $-CX^4=$, and A^5 is $-CX^5=$, or a pharmaceutically acceptable salt thereof.

55. The composition of claim 49, wherein A^1 is $-CX^1=$, A^2 is $-CX^2=$, A^6 is $-CX^6=$, A^8 is $-C(-W-Cy)=$, B^1 is , B^2 is , and A^3, A^7, A^4, and A^5, are, respectively:

$-NX^3-$, $-C(R^3R^f)-$, a bond, and $-C(X^5)_2-$;

$-C(X^3)_2-$, $-NR^3-$, $-C(X^4)_2-$, and $-C(X^5)_2-$;

$-C(X^3)_2-$, $-C(R^3R^f)-$, $-NX^4-$, and $-C(X^5)_2-$;

$-N=$, $-CR^3=$, $-CX^4=$, and $-CX^5=$;

-N=, -CR^3=, -N=, and -CX^5=;

-CX^3=, -CR^3=, -N=, and -CX^5=;

-N=, -CR^3=, -CX^4=, and -N=;

-CX^3=, -CR^3=, -CX^4=, and -N=;

-CX^3=, -CR^3=, -N=, and -N=;

-NX^3-, -CR^3=, a bond, and -CX^5=; or

-CX^3=, -CR^3=, a bond, and -NX^5-;

or a pharmaceutically acceptable salt thereof.

56. The composition of claim 49, wherein A^3 is -CX^3=, A^4 is -CX^4=, A^5 is -CX^5=, A^7 is -CR^3=, B^1 is , B^2 is , and A^2, A^1, A^8, and A^6, are, respectively:

-CX^2=, -CX^1=, -C(-W-Cy), and -N=;

-CX^2=, -N=, -C(-W-Cy), and -N=;

-NX^2-, -CX^1=, -C(-W-Cy)=, and a bond;

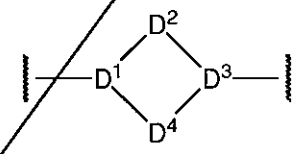
-NX^2-, a bond, -C(-W-Cy)=, and -CX^6=; or

-CX^2=, a bond, -C(-W-Cy)=, and -NX^6-;

or a pharmaceutically acceptable salt thereof.

57. The composition of claim 49, wherein each ring atom of A^1, A^2, A^5-A^8 and B^1-B^2 is C, and each of A^3 and A^4 is, independently, C or N, or a pharmaceutically acceptable salt thereof.

58. The composition of claim 49, wherein L^1 is -$C(R^fR^g)$- and J is -NR^f- or



wherein

each of D^1 and D^3, independently, is , or ;

D^2 is -$[C(R^fR^g)]_k$-, -$[C(R^fR^g)]_k$-$N(R^f)$-, -$[C(R^fR^g)]_k$-O-, -$N(R^f)$-, or -$N(R^f)$-$[(CR^fR^g)]_k$-; and

D^4 is -$[C(R^fR^g)]_m$-;

wherein k is 1 or 2; and m is 0, 1, 2, or 3;

provided that no more than 2 ring atoms of D^1-D^4 are N or O;

or a pharmaceutically acceptable salt thereof.

59. The composition of claim 49, wherein each R^f and R^g, independently, are hydrogen or alkyl, or a pharmaceutically acceptable salt thereof.

60. The composition of claim 49, wherein T^1 is -$C(O)(OR^f)$, or a pharmaceutically acceptable salt thereof.

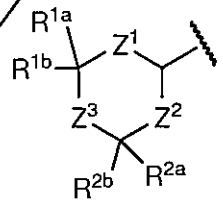
61. The composition of claim 49, wherein T^1 is -$C(O)N(R^f)S(O_2R^f)$, -$P(O)(OR^f)OR^f$, -$P(O_2)(OR^f)$, tetrazolyl or –$S(O)_2OR^f$, or a pharmaceutically acceptable salt thereof.

62. The composition of claim 49, wherein X^6 is an electron withdrawing group, or a pharmaceutically acceptable salt thereof.

63.. The composition of claim 49, wherein X^6 is halo, alkyl, or haloalkyl, or a pharmaceutically acceptable salt thereof.

64. The composition of claim 49, wherein each G, independently, is fluoro or hydroxy, or a pharmaceutically acceptable salt thereof.

65. The composition of claim 49, wherein Cy has the formula:



wherein:

Z^1 is a bond, -$[C(R^dR^e)]_x$-, -CR^d=CR^e-, -O-, or -NR^f-;

Z^2 is a bond, -[$C(R^dR^e)]_y$-, -CR^d=CR^e-, -O-, or -NR^f-;

Z^3 is a bond, -[$C(R^dR^e)]_z$-, -CR^d=CR^e-, -O-, or -NR^f-;

each of x, y, and z, independently, is 1, 2, or 3;

each R^d, independently, is hydrogen, halo, hydroxy, alkyl, alkenyl, alkoxy, or cycloalkyl;

each R^e, independently, is hydrogen, halo, hydroxy, alkyl, alkenyl, alkoxy, or cycloalkyl;

R^{1a} and R^{1b}, independently, are hydrogen, halo, hydroxy, nitro, cyano, -NR^fR^g, alkyl, haloalkyl, cycloalkyl, cycloalkenyl, cycloalkylalkyl, cycloalkenylalkyl, heterocyclylalkyl, arylalkyl, heteroarylalkyl, alkoxy, cycloalkylalkoxy, cycloalkenylalkoxy, heterocyclylalkoxy, arylalkoxy, heteroarylalkoxy, acyl, cycloalkylacyl, cycloalkenylacyl, heterocyclylacyl, arylacyl, heteroarylacyl, thioalkyl, alkenyl, alkynyl, cycloalkenyl, heterocyclyl, aryl, or heteroaryl;

or R^{1a} and R^{1b}, when taken together, are C_2-C_5 alkylene or C_2-C_5 alkenylene;

R^{2a} and R^{2b}, independently, are hydrogen, halo, hydroxy, nitro, cyano, -NR^fR^g, alkyl, haloalkyl, cycloalkyl, cycloalkenyl, cycloalkylalkyl, cycloalkenylalkyl, heterocyclylalkyl, arylalkyl, heteroarylalkyl, alkoxy, cycloalkylalkoxy, cycloalkenylalkoxy, heterocyclylalkoxy, arylalkoxy, heteroarylalkoxy, acyl, cycloalkylacyl, cycloalkenylacyl, heterocyclylacyl, arylacyl, heteroarylacyl, thioalkyl, alkenyl, alkynyl, cycloalkenyl, heterocyclyl, aryl, or heteroaryl;

or R^{1a} and R^{2a}, when taken together, are C_1-C_5 alkylene or C_2-C_5 alkenylene;

wherein R^{1a}, R^{1b}, R^{2a}, and R^{2b} are each, independently, substituted with 0-5 substituents selected from halo, hydroxy, nitro, cyano, -NR^fR^g, or -CO_2R^f;

or a pharmaceutically acceptable salt thereof.

66. The composition of claim 65, wherein R^{1a} and R^{2a} are both hydrogen, or a pharmaceutically acceptable salt thereof.

67. The composition of claim 65, wherein Z^1 is -CH_2CH_2-, or a pharmaceutically acceptable salt thereof.

68. The composition of claim 67, wherein Z^2 is -CH_2-, or a pharmaceutically acceptable salt thereof.

69. The composition of claim 68, wherein Z^3 is a bond, or a pharmaceutically acceptable salt thereof.

70. The composition of claim 65, wherein R^{1b} is fluoro, chloro, bromo, iodo, methyl, triflurormethyl, ethyl, propyl, isopropyl, n-butyl, i-butyl, t-butyl, n-pentyl, isopentyl, 1,1-dimethylpropyl, neopentyl, cyclopentyl, n-hexyl, cyclohexyl, methoxy, trifluoromethoxy, ethoxy, n-propoxy, i-propoxy, n-butoxy, i-butoxy, t-butoxy, n-pentyloxy, i-pentyloxy, 1,1-dimethylpropoxy, neopentyloxy, cyclopentyloxy, n-hexyloxy, or cyclohexyloxy, or a pharmaceutically acceptable salt thereof.

71. The composition of claim 65, wherein W is O, Z^1 is $-[C(R^dR^e)]_x-$, Z^2 is $-[C(R^dR^e)]_y-$, and Z^3 is $-[C(R^dR^e)]_z-$, or a pharmaceutically acceptable salt thereof.

72. The composition of claim 49, wherein X^2 is methyl, or a pharmaceutically acceptable salt thereof.

73. The composition of claim 49, wherein W is -O-, or a pharmaceutically acceptable salt thereof.

74. A composition of claim 49, wherein A^2 is $-CX^2=$, and X^2 is fluoro, chloro, bromo, methyl, difluoromethyl, trifluoromethyl, ethyl, propyl, isopropyl or butyl, or a pharmaceutically acceptable salt thereof.

75. A composition of claim 74,

wherein:

A^1 is CH;

A^3 is CH;

A^4 is CH;

A^5 is CH;

A^6 is CH;

A^7 is $C(R^3)$;

A^8 is C(-W-Cy);

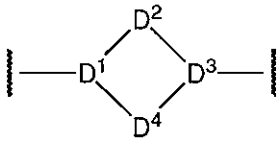
B^1 is  ; and

B^2 is ;

or a pharmaceutically acceptable salt thereof.

76. The composition of claim 74, wherein each ring atom of A^1, A^2, A^5-A^8 and B^1-B^2 is C, and each of A^3 and A^4 is, independently, C or N, or a pharmaceutically acceptable salt thereof.

77. The composition of claim 74, wherein L^1 is $-C(R^fR^g)-$ and J is $-NR^f-$ or



wherein

each of D^1 and D^3, independently, is , or ;

D^2 is $-[C(R^fR^g)]_k-$, $-[C(R^fR^g)]_k-N(R^f)-$, $-[C(R^fR^g)]_k-O-$, $-N(R^f)-$, or $-N(R^f)-[(CR^fR^g)]_k-$; and

D^4 is $-[C(R^fR^g)]_m-$;

wherein k is 1 or 2; and m is 0, 1, 2, or 3;

provided that no more than 2 ring atoms of D^1-D^4 are N or O, or a pharmaceutically acceptable salt thereof.

78. The composition of claim 74, wherein each R^f and R^g, independently, are hydrogen or alkyl, or a pharmaceutically acceptable salt thereof.

79. The composition of claim 75, wherein T^1 is $-C(O)(OR^f)$, or a pharmaceutically acceptable salt thereof.

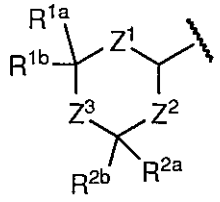
80. The composition of claim 75, wherein T^1 is $-C(O)N(R^f)S(O_2R^f)$, $-O-P(O)(OR^f)OR^f$, $-P(O_2)(OR^f)$, tetrazolyl or $-S(O)_2OR^f$; or a pharmaceutically acceptable salt thereof.

81. The composition of claim 75, wherein X^6 is an electron withdrawing group, or a pharmaceutically acceptable salt thereof.

82. The composition of claim 75 wherein X^6 is halo, alkyl, or haloalkyl, or a pharmaceutically acceptable salt thereof.

83. The composition of claim 75, wherein each G, independently, is fluoro or hydroxy, or a pharmaceutically acceptable salt thereof.

84. The composition of claim 75, wherein Cy has the formula:



wherein:

Z^1 is a bond, $-[C(R^dR^e)]_x-$, $-CR^d=CR^e-$, $-O-$, or $-NR^f-$;

Z^2 is a bond, $-[C(R^dR^e)]_y-$, $-CR^d=CR^e-$, $-O-$, or $-NR^f-$;

Z^3 is a bond, $-[C(R^dR^e)]_z-$, $-CR^d=CR^e-$, $-O-$, or $-NR^f-$;

each of x, y, and z, independently, is 1, 2, or 3;

each R^d, independently, is hydrogen, halo, hydroxy, alkyl, alkenyl, alkoxy, or cycloalkyl;

each R^e, independently, is hydrogen, halo, hydroxy, alkyl, alkenyl, alkoxy, or cycloalkyl;

R^{1a} and R^{1b}, independently, are hydrogen, halo, hydroxy, nitro, cyano, $-NR^fR^g$, alkyl, haloalkyl, cycloalkyl, cycloalkenyl, cycloalkylalkyl, cycloalkenylalkyl, heterocyclylalkyl, arylalkyl, heteroarylalkyl, alkoxy, cycloalkylalkoxy, cycloalkenylalkoxy, heterocyclylalkoxy, arylalkoxy, heteroarylalkoxy, acyl, cycloalkylacyl, cycloalkenylacyl, heterocyclylacyl, arylacyl, heteroarylacyl, thioalkyl, alkenyl, alkynyl, cycloalkenyl, heterocyclyl, aryl, or heteroaryl;

or R^{1a} and R^{1b}, when taken together, are C_2-C_5 alkylene or C_2-C_5 alkenylene;

R^{2a} and R^{2b}, independently, are hydrogen, halo, hydroxy, nitro, cyano, $-NR^fR^g$, alkyl, haloalkyl, cycloalkyl, cycloalkenyl, cycloalkylalkyl, cycloalkenylalkyl, heterocyclylalkyl, arylalkyl, heteroarylalkyl, alkoxy, cycloalkylalkoxy, cycloalkenylalkoxy, heterocyclylalkoxy, arylalkoxy, heteroarylalkoxy, acyl, cycloalkylacyl, cycloalkenylacyl, heterocyclylacyl, arylacyl, heteroarylacyl, thioalkyl, alkenyl, alkynyl, cycloalkenyl, heterocyclyl, aryl, or heteroaryl;

or R^{1a} and R^{2a}, when taken together, are C_1-C_5 alkylene or C_2-C_5 alkenylene;

wherein R^{1a}, R^{1b}, R^{2a}, and R^{2b} are each, independently, substituted with 0-5 substituents selected from halo, hydroxy, nitro, cyano, $-NR^fR^g$, or $-CO_2R^f$;

or a pharmaceutically acceptable salt thereof.

85. The composition of claim 84, wherein R^{1a} and R^{2a} are both hydrogen, or a pharmaceutically acceptable salt thereof.

86. The composition of claim 84, wherein Z^1 is $-CH_2CH_2-$, or a pharmaceutically acceptable salt thereof.

87. The composition of claim 86, wherein Z^2 is $-CH_2-$, or a pharmaceutically acceptable salt thereof.

88. The composition of claim 87, wherein Z^3 is a bond, or a pharmaceutically acceptable salt thereof.

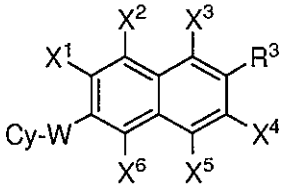
89. The composition of claim 84, wherein R^{1b} is fluoro, chloro, bromo, iodo, methyl, triflurormethyl, ethyl, propyl, isopropyl, n-butyl, i-butyl, t-butyl, n-pentyl, isopentyl, 1,1-dimethylpropyl, neopentyl, cyclopentyl, n-hexyl, cyclohexyl, methoxy, trifluoromethoxy, ethoxy, n-propoxy, i-propoxy, n-butoxy, i-butoxy, t-butoxy, n-pentyloxy, i-pentyloxy, 1,1-dimethylpropoxy, neopentyloxy, cyclopentyloxy, n-hexyloxy, or cyclohexyloxy, or a pharmaceutically acceptable salt thereof.

90. The composition of claim 84, wherein W is O, Z^1 is $-[C(R^dR^e)]_x-$, Z^2 is $-[C(R^dR^e)]_y-$, and Z^3 is $-[C(R^dR^e)]_z-$, or a pharmaceutically acceptable salt thereof.

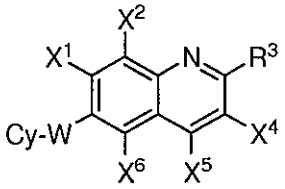
91. The composition of claim 75, wherein X^2 is methyl, or a pharmaceutically acceptable salt thereof.

92. The composition of claim 75, wherein W is -O-, or a pharmaceutically acceptable salt thereof.

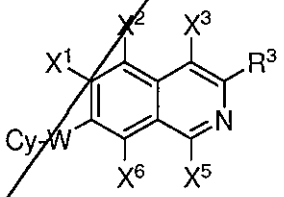
93. The composition of claim 49, wherein the compound is of formula (IIa), (IIIa) or (IIIb):



(IIa)



(IIIa)



(IIIb)

94. A method for prevention or treatment of a pathological condition or symptom in a mammal, wherein the activity of sphingosine 1-phosphate receptors is implicated and agonism of such activity is desired, comprising administering to said mammal an effective amount of a compound of claim 1.

95. The method of claim 94, wherein the pathological condition is multiple sclerosis, autoimmune diseases, chronic inflammatory disorders, asthma, inflammatory neuropathies, arthritis, transplantation, Crohn's disease, ulcerative colitis, lupus erythematosis, psoriasis, ischemia-reperfusion injury, solid tumours, tumour metastasis, diseases associated with angiogenesis, vascular diseases, pain conditions, acute viral diseases, inflammatory bowel conditions, insulin or non-insulin dependant diabetes.

96. The method of claim 94, wherein the pathological condition is neuropathic pain.

97. The method of claim 94, wherein the pathological condition is an autoimmune disease.

98. The method of claim 97, further comprising administering to said mammal an effective amount of a drug selected from the group consisting of: corticosteroids, bronchodilators, antiasthmatics, antiinflammatories, antirheumatics, immunosuppressants, antimetabolites, immunomodulators, antipsoriatics, and antidiabetics.

99. The method of claim 97, wherein the autoimmune disease is uveitis, type I diabetes, rheumatoid arthritis, inflammatory bowel diseases, or multiple sclerosis.

100. The method of claim 99, wherein the autoimmune disease is multiple sclerosis.

101. The method of claim 94, wherein the prevention or treatment of the pathological condition is altering lymphocyte trafficking.

102. The method of claim 101, wherein altering lymphocyte trafficking provides prolonged allograft survival.

103. The method of claim 102, wherein the allograft is for transplantation.

104. A method for prevention or treatment of a pathological condition or symptom in a mammal, wherein the activity S1P lyase implicated and inhibition of the S1P lyase is desired, comprising administering to said mammal an effective amount of a compound of claim 1.

105. A method for prevention or treatment of a pathological condition or symptom in a mammal, wherein the activity of sphingosine 1-phosphate receptors is implicated and antagonism of such activity is desired, comprising administering to said mammal an effective amount of a compound of claim 1.

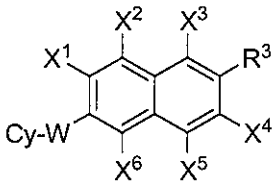
106. The method of claim 105, wherein the pathological condition is multiple sclerosis, autoimmune diseases, chronic inflammatory disorders, asthma, inflammatory neuropathies, arthritis, transplantation, Crohn's disease, ulcerative colitis, lupus erythematosis, psoriasis,

ischemia-reperfusion injury, solid tumours, tumour metastasis, diseases associated with angiogenesis, vascular diseases, pain conditions, acute viral diseases, inflammatory bowel conditions, insulin or non-insulin dependant diabetes, inhibited cell migration, over-proliferation and secretion of effector cytokines, or lack of secretion of the suppressive cytokine IL-10.

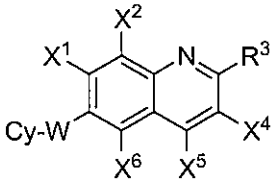
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Claims

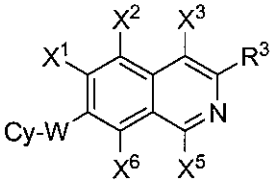
1. A compound of formula (IIa), (IIIa) or (IIIb):



(IIa)



(IIIa)



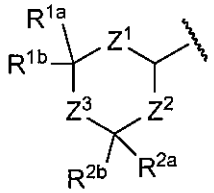
(IIIb)

wherein:

each of X^1, X^2, X^3, X^4, X^5, and X^6, independently, is hydrogen, halo, hydroxy, nitro, cyano, alkyl, haloalkyl, cycloalkyl, halocycloalkyl, alkoxy, haloalkoxy, cycloalkoxy, halocycloalkoxy, acyl, aminoacyl, $-N(R^fR^g)$, $-N(R^f)SO_2R^g$, $-SO_2R^f$, $-S(O)_2N(R^fR^g)$, $-CO_2R^f$, trialkylamino, aryl, or heteroaryl;

W is -O-;

Cy has the formula:



wherein:

Z^1 is $-[C(R^dR^e)]_x-$;

Z^2 is $-[C(R^dR^e)]_y-$;

Z^3 is $-[C(R^dR^e)]_z-$;

each of x, y, and z, independently, is 1, 2, or 3;

each R^d, independently, is hydrogen, halo, hydroxy, alkyl, alkenyl, alkoxy, or cycloalkyl;

each R^e, independently, is hydrogen, halo, hydroxy, alkyl, alkenyl, alkoxy, or cycloalkyl;

R^{1a} and R^{1b}, independently, are hydrogen, halo, hydroxy, nitro, cyano, $-NR^fR^g$, alkyl, haloalkyl, cycloalkyl, cycloalkenyl, cycloalkylalkyl, cycloalkenylalkyl, heterocyclylalkyl, arylalkyl, heteroarylalkyl, alkoxy, cycloalkylalkoxy, cycloalkenylalkoxy, heterocyclylalkoxy, arylalkoxy, heteroarylalkoxy, acyl, cycloalkylacyl, cycloalkenylacyl, heterocyclylacyl, arylacyl, heteroarylacyl, thioalkyl, alkenyl, alkynyl, cycloalkenyl, heterocyclyl, aryl, or heteroaryl;

or R^{1a} and R^{1b}, when taken together, are C_2-C_5 alkylene or C_2-C_5 alkenylene;

R^{2a} and R^{2b}, independently, are hydrogen, halo, hydroxy, nitro, cyano, $-NR^fR^g$, alkyl, haloalkyl, cycloalkyl, cycloalkenyl, cycloalkylalkyl, cycloalkenylalkyl, heterocyclylalkyl, arylalkyl, heteroarylalkyl, alkoxy, cycloalkylalkoxy, cycloalkenylalkoxy, heterocyclylalkoxy, arylalkoxy, heteroarylalkoxy, acyl, cycloalkylacyl, cycloalkenylacyl, heterocyclylacyl, arylacyl, heteroarylacyl, thioalkyl, alkenyl, alkynyl, cycloalkenyl, heterocyclyl, aryl, or heteroaryl;

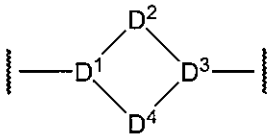
or R^{1a} and R^{2a}, when taken together, are C_1-C_5 alkylene or C_2-C_5 alkenylene;

wherein R^{1a} , R^{1b}, R^{2a}, and R^{2b} are each, independently, substituted with 0-5 substituents selected from halo, hydroxy, nitro, cyano, $-NR^fR^g$, or $-CO_2R^f$;

R^3 is $-L^1$-J-L^2-T^1;

L^1 is $-C(R^fR^g)-$;

J is



wherein

each of D^1 and D^3, independently, is  or ;

D^2 is $-[C(R^fR^g)]_k-$, $-[C(R^fR^g)]_k-N(R^f)-$, $-[C(R^fR^g)]_k-O-$, $-N(R^f)-$, or $-N(R^f)-[(CR^fR^g)]_k-$; and

D^4 is $-[C(R^fR^g)]_m-$;

wherein k is 1 or 2; and m is 0, 1, 2, or 3;

provided that no more than 2 ring atoms of D^1-D^4 are N or O;

L^2 is $-C(R^fR^g)-$, $-C(R^fG)-$, $-C(G)_2-$, $-C(R^fR^g)-C(R^fR^g)-$, $-C(R^fR^g)-C(R^fG)-$, $-C(R^fR^g)-C(G)_2-$, or a bond;

provided that at least one of L^1, J, and L^2 is not a bond;

T^1 is $-C(O)(OR^f)$, $-C(O)N(R^f)S(O)_2R^f$, tetrazolyl, $-S(O)_2OR^f$, $-C(O)NHC(O)-R^f$, -Si(O)OH, $-B(OH)_2$, $-N(R^f)S(O)_2R^f$, $-S(O)_2NR^f$, $-O-P(O)(OR^f)OR^f$, or $-P(O)_2(OR^f)$;

each G, independently, is hydrogen, hydroxy, a halogen, or trifluoromethyl;

each R^f, independently, is hydrogen, hydroxy, halo, alkyl, haloalkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, aryl, heteroaryl, heterocyclyl or NH_2; wherein each of alkyl, cycloalkyl, cycloalkenyl, aryl, heteroaryl and heterocycle are optionally substituted with 1 to 5 substituents independently selected from the group consisting of halo, oxo, -CN, -CHO, $-CG_3$, -OH, $-NO_2$, alkyl, $-OCG_3$, alkoxy, cycloalkoxy, cycloalkenoxy, amino, alkylamino, dialkylamino, acylamino, aminoacyl, alkylsulfonyl, alkylaminosulfonyl, and dialkylaminosulfonyl;

each R^g, independently, is hydrogen, hydroxy, halo, alkyl, haloalkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, aryl, heteroaryl, or heterocyclyl; wherein each of alkyl, cycloalkyl, cycloalkenyl, aryl, heteroaryl and heterocycle are optionally substituted with 1 to 5 substituents independently selected from the group consisting of halo, oxo, -CN, -CHO, $-CG_3$, -OH, $-NO_2$, alkyl, $-OCG_3$, alkoxy, cycloalkoxy, cycloalkenoxy, amino, alkylamino, dialkylamino, acylamino, aminoacyl, alkylsulfonyl, alkylaminosulfonyl, and dialkylaminosulfonyl;

or a pharmaceutically acceptable salt thereof.

2. The compound of claim 1, wherein T^1 is $-C(O)(OR^f)$, $-C(O)N(R^f)S(O_2R^f)$, $-O-P(O)(OR^f)OR^f$, $-P(O_2)(OR^f)$, tetrazolyl, or $-S(O)_2OR^f$, or a pharmaceutically acceptable salt thereof.

3. The compound of claim 1, wherein Z^1 is $-CH_2CH_2-$, and Z^2 is $-CH_2-$, or a pharmaceutically acceptable salt thereof.

4. The compound of claim 1, wherein R^{1a} and R^{2a} are both hydrogen, and R^{1b} is fluoro, chloro, bromo, iodo, methyl, triflurormethyl, ethyl, propyl, isopropyl, n-butyl, i-butyl, t-butyl, n-pentyl, isopentyl, 1,1-dimethylpropyl, neopentyl, cyclopentyl, n-hexyl, cyclohexyl, methoxy, trifluoromethoxy, ethoxy, n-propoxy, i-propoxy, n-butoxy, i-butoxy, t-butoxy, n-pentyloxy, i-pentyloxy, 1,1-dimethylpropoxy, neopentyloxy, cyclopentyloxy, n-hexyloxy, or cyclohexyloxy, or a pharmaceutically acceptable salt thereof.

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

3-((6-(trans-4-*tert*-butylcyclohexyloxy)naphthalen-2-yl)methylamino)-N-(phenylsulfonyl)propanamide;

3-((6-(trans-4-*tert*-butylcyclohexyloxy)-5-(trifluoromethyl)naphthalen-2-yl)methylamino)-N-(phenylsulfonyl)propanamide;

2-((6-(trans-4-*tert*-butylcyclohexyloxy)naphthalen-2-yl)methylamino)propanoic acid;

3-((6-(trans-4-*tert*-butylcyclohexyloxy)naphthalen-2-yl)methylamino)butanoic acid;

2-(((6-(trans-4-*tert*-butylcyclohexyloxy)naphthalen-2-yl)methyl)(methyl)amino) acetic acid;

3-((6-(trans-4-*tert*-butylcyclohexyloxy)naphthalen-2-yl)methylamino)propanoic acid;

3-(((6-(trans-4-*tert*-butylcyclohexyloxy)naphthalen-2-yl)methyl)(methyl)amino) propanoic acid;

1-((6-(trans-4-*tert*-butylcyclohexyloxy)naphthalen-2-yl)methyl)azetidine-3-carboxylic acid;

1-((6-(trans-4-*tert*-butylcyclohexyloxy)naphthalen-2-yl)methyl)pyrrolidine-3-carboxylic acid;

1-((6-(trans-4-*tert*-butylcyclohexyloxy)naphthalen-2-yl)methyl)piperidine-4-carboxylic acid;

1-((6-(trans-4-*tert*-butylcyclohexyloxy)-5-(trifluoromethyl)naphthalen-2-yl)methyl)azetidine-3-carboxylic acid;

3-((6-(trans-4-*tert*-butylcyclohexyloxy)-5-(trifluoromethyl)naphthalen-2-yl)methylamino)propanoic acid;

3-((6-(trans-4-*tert*-butylcyclohexyloxy)naphthalen-2-yl)methylamino)-2,2-difluoropropanoic acid;

2,2-difluoro-3-((6-(spiro[5.5]undecan-3-yloxy)naphthalen-2-yl)methylamino)propanoic acid;

2-(((2-(trans-4-*tert*-butylcyclohexyloxy)naphthalen-6-yl)methyl)amino)acetic acid;

4-(((2-(trans-4-*tert*-butylcyclohexyloxy)naphthalen-6-yl)methyl)amino)butyric acid;

4-(((2-(trans-4-*tert*-butylcyclohexyloxy)naphthalen-6-yl)methyl)amino)butyric acid;

(R)-1-((2-(trans-4-*tert*-butylcyclohexyloxy)naphthalen-6-yl)methyl)piperidine-3-carboxylic acid;

(S)-1-((2-(trans-4-*tert*-butylcyclohexyloxy)naphthalen-6-yl)methyl)piperidine-3-carboxylic acid;

4-((2-(trans-4-*tert*-butylcyclohexyloxy)naphthalen-6-yl)methyl)butyric acid;

5-((2-(trans-4-*tert*-butylcyclohexyloxy)naphthalen-6-yl)methyl)pentanoic acid;

6-((2-(trans-4-*tert*-butylcyclohexyloxy)naphthalen-6-yl)methyl)hexanoic acid;

4-(6-(trans-4-*tert*-butylcyclohexyloxy)-3,4-dihydroisoquinolin-2(1H)-yl)butanoic acid;

4-(6-(cis-4-*tert*-butylcyclohexyloxy)-3,4-dihydroisoquinolin-2(1H)-yl)butanoic acid;

2-(((2-(trans-4-*tert*-butylcyclohexyloxy)naphthalen-6-yl)methyl)amino)ethylphosphonic acid;

2-(2-(5-(trans-4-*tert*-butylcyclohexyloxy)indolin-1-yl)-2-oxoethylamino)ethylphosphonic acid;

3-amino-4-(5-(trans-4-*tert*-butylcyclohexyloxy)indolin-1-yl)-4-oxo-butanoic acid;
3-{[6-(4-tert-butyl-cyclohexyloxy)-8-methyl-naphthalen-2-ylmethyl]-amino}-propionic acid;
{[6-(4-tert-butyl-cyclohexyloxy)-8-methyl-naphthalen-2-ylmethyl]-amino}-acetic acid;
4-{[6-(4-tert-butyl-cyclohexyloxy)-8-methyl-naphthalen-2-ylmethyl]-amino}-butyric acid;
1-[6-(4-tert-butyl-cyclohexyloxy)-8-methyl-naphthalen-2-ylmethyl]-azetidine-3-carboxylic acid; and
1-[6-(4-tert-butyl-cyclohexyloxy)-8-methyl-naphthalen-2-ylmethyl]-pyrrolidine-3-carboxylate;
or a pharmaceutically acceptable salt thereof.

6. A pharmaceutical composition comprising a pharmaceutically acceptable carrier and the compound of any one of claims 1-5, or a pharmaceutically acceptable salt thereof.

7. The compound of any one of claims 1-5, or a pharmaceutically acceptable salt thereof, for use in treating or preventing multiple sclerosis, an autoimmune disease, a chronic inflammatory disorder, asthma, an inflammatory neuropathy, arthritis, transplantation rejection, Crohn's disease, ulcerative colitis, lupus erythematosis, psoriasis, an ischemia-reperfusion injury, a solid tumour, tumour metastasis, a disease associated with angiogenesis, a vascular disease, a pain condition, an acute viral disease, an inflammatory bowel condition, insulin dependent diabetes, or non-insulin dependent diabetes.

8. The compound for use according to claim 7, or a pharmaceutically acceptable salt thereof, wherein the pathological condition is neuropathic pain or an autoimmune disease.

9. The compound for use according to claim 7, or a pharmaceutically acceptable salt thereof, wherein the autoimmune disease is uveitis, type I diabetes, rheumatoid arthritis, inflammatory bowel diseases, or multiple sclerosis.

10. The compound for use according to claim 7, or a pharmaceutically acceptable salt thereof, wherein the use in treating or preventing further includes use of a drug selected from the group consisting of: a corticosteroid, a bronchodilator, an antiasthmatic, an antiinflammatory, an

antirheumatic, an immunosuppressant, an antimetabolite, an immunomodulator, an antipsoriatic, and an antidiabetic.

11. The compound for use according to claim 7, or a pharmaceutically acceptable salt thereof, wherein the autoimmune disease is multiple sclerosis.