



ACTION

**3-(4-HETEROARYLCYCLOHEXYLAMINO)CYCLOPENTANECARBOXAMIDES
AS MODULATORS OF CHEMOKINE RECEPTORS**

FIELD OF THE INVENTION

The present invention relates to compounds that modulate the activity of chemokine receptors such as CCR2. In some embodiments, the compounds are selective for CCR2. The compounds can be used, for example, to treat diseases associated with chemokine receptor expression or activity such as inflammatory diseases, metabolic diseases with associated characteristics of inflammation, immune diseases and cancer.

BACKGROUND OF THE INVENTION

The migration and transport of leukocytes from blood vessels into diseased tissues is involved in the initiation of normal disease-fighting inflammatory responses. The process, also known as leukocyte recruitment, is also related to the onset and progression of inflammatory and autoimmune diseases. The resulting pathology of these diseases derives from the attack of the body's immune system defenses on apparently normal tissues. Accordingly, preventing and blocking leukocyte recruitment to target tissues in inflammatory disease, metabolic disease, autoimmune disease and cancer would be a highly effective approach to therapeutic intervention.

The different classes of leukocyte cells that are involved in cellular immune responses include monocytes, lymphocytes, neutrophils, eosinophils, natural killer cells, mast cells and basophils. In most cases, monocytes and lymphocytes are the leukocyte classes that initiate, coordinate, and maintain chronic inflammatory responses, and blockage of these cells from entering inflammatory sites is desirable. Lymphocytes attract monocytes to the tissue sites, which, collectively with lymphocytes, are responsible for most of the actual tissue damage that occurs in inflammatory disease. Infiltration of the lymphocytes and/or monocytes is known to lead to a wide range of chronic, autoimmune diseases, and also organ transplant rejection. These diseases include, but are not limited to, rheumatoid arthritis, chronic contact dermatitis, asthma, hyperallergic conditions, inflammatory bowel disease, lupus, systemic

lupus erythematosus, multiple sclerosis, atherosclerosis, psoriasis, sarcoidosis, idiopathic pulmonary fibrosis, dermatomyositis, skin pemphigoid and related diseases, (e.g., *Pemphigus vulgaris*, *P. foliaceus*, *P. erythematosus*), glomerulonephritides, vasculitides, hepatitis, diabetes, allograft rejection, and graft-versus-host disease.

5 The process by which leukocytes leave the bloodstream, accumulate at inflammatory sites, and start disease is believed to have at least three steps which have been described as (1) rolling, (2) activation/firm adhesion and (3) transendothelial migration [Springer, T. A., Nature 346:425-433 (1990); Lawrence and Springer, Cell 65:859-873 (1991); Butcher, E. C., Cell 67:1033-1036 (1991)]. The second step is mediated at the molecular level by
10 chemoattractant receptors. Chemoattractant receptors on the surface of leukocytes bind chemoattractant cytokines which are secreted by cells at the site of apparent damage or infection. Receptor binding activates leukocytes, increases the adhesiveness of the adhesion molecules that mediate transendothelial migration, and promotes directed migration of the cells toward the source of the chemoattractant cytokine.

15 Chemotactic cytokines (leukocyte chemoattractant/activating factors) also known as chemokines, also known as intercrines and SIS cytokines, are a group of inflammatory/immunomodulatory polypeptide factors of molecular weight 6-15 kDa that are released by a wide variety of cells such as macrophages, monocytes, eosinophils, neutrophils, fibroblasts, vascular endothelial cells, epithelial cells, smooth muscle cells, and mast cells, at
20 inflammatory sites (reviewed in Luster, New Eng. J Med., 338, 436-445 (1998) and Rollins, Blood, 90, 909-928 (1997)). Also, chemokines have been described in Oppenheim, J. J. et al., Annu. Rev. Immunol., 9:617-648 (1991); Schall and Bacon, Curr. Opin. Immunol., 6:865-873 (1994); Baggiolini, M., et al., and Adv. Immunol., 55:97-179 (1994). Chemokines have the ability to stimulate directed cell migration, a process known as chemotaxis. Chemokines
25 can be grouped into two major subfamilies, based on whether the two amino terminal cysteine residues are immediately adjacent (CC family) or separated by one amino acid (CXC family). These differences correlate with the organization of the two subfamilies into separate gene clusters. Within each gene cluster, the chemokines typically show sequence similarities between 25 to 60%. The CXC chemokines, such as interleukin-8 (IL-8), neutrophil-activating
30 protein-2 (NAP-2) and melanoma growth stimulatory activity protein (MGSA) are chemotactic primarily for neutrophils and T lymphocytes, whereas the CC chemokines, such as RANTES, MIP-1 α , MIP-1 β , the monocyte chemotactic proteins (MCP-1, MCP-2, MCP-3, MCP-4, and MCP-5) and the eotaxins (-1 and -2) are chemotactic for, among other cell types,

macrophages, T lymphocytes, eosinophils, dendritic cells, and basophils. There also exist the chemokines lymphotactin-1, lymphotactin-2 (both C chemokines), and fractalkine (a CXXXC chemokine) that do not fall into either of the major chemokine subfamilies.

MCP-1 (also known as MCAF (abbreviation for macrophage chemotactic and
5 activating factor) or JE) is a CC chemokine produced by monocytes/macrophages, smooth muscle cells, fibroblasts, and vascular endothelial cells and causes cell migration and cell adhesion of monocytes (see for example Valente, A. J., et al., *Biochemistry*, 1988, 27, 4162; Matsushima, K., et al., *J. Exp. Med.*, 1989, 169, 1485; Yoshimura, T., et al., *J. Immunol.*, 1989, 142, 1956; Rollins, B. J., et al., *Proc. Natl. Acad. Sci. USA*, 1988, 85, 3738; Rollins, B.
10 J., et al., *Blood*, 1991, 78, 1112; Jiang, Y., et al., *J. Immunol.*, 1992, 148, 2423; Vaddi, K., et al., *J. Immunol.*, 1994, 153, 4721), memory T lymphocytes (see for example Carr, M. W., et al., *Proc. Natl. Acad. Sci. USA*, 1994, 91, 3652), T lymphocytes (see for example Loetscher, P., et al., *FASEB J.*, 1994, 8, 1055) and natural killer cells (see for example Loetscher, P., et al., *J. Immunol.*, 1996, 156, 322; Allavena, P., et al., *Eur. J. Immunol.*, 1994, 24, 3233), as
15 well as mediating histamine release by basophils (see for example Alam, R., et al., *J. Clin. Invest.*, 1992, 89, 723; Bischoff, S. C., et al., *J. Exp. Med.*, 1992, 175, 1271; Kuna, P., et al., *J. Exp. Med.*, 1992, 175, 489). In addition, high expression of MCP-1 has been reported in diseases where accumulation of monocyte/macrophage and/or T cells is thought to be important in the initiation or progression of diseases, such as atherosclerosis (see for example
20 Hayes, I. M., et al., *Arterioscler. Thromb. Vasc. Biol.*, 1998, 18, 397; Takeya, M., et al., *Hum. Pathol.*, 1993, 24, 534; Yla-Herttuala, S., et al., *Proc. Natl. Acad. Sci. USA*, 1991, 88, 5252; Nelken, N. A., *J. Clin. Invest.*, 1991, 88, 1121), rheumatoid arthritis (see for example Koch, A. E., et al., *J. Clin. Invest.*, 1992, 90, 772; Akahoshi, T., et al., *Arthritis Rheum.*, 1993, 36, 762; Robinson, E., et al., *Clin. Exp. Immunol.*, 101, 398), nephritis (see for
25 example Noris, M., et al., *Lab. Invest.*, 1995, 73, 804; Wada, T., et al., *Kidney Int.*, 1996, 49, 761; Gesualdo, L., et al., *Kidney Int.*, 1997, 51, 155), nephropathy (see for example Saitoh, A., et al., *J. Clin. Lab. Anal.*, 1998, 12, 1; Yokoyama, H., et al., *J. Leukoc. Biol.*, 1998, 63, 493), pulmonary fibrosis, pulmonary sarcoidosis (see for example Sugiyama, Y., et al., *Internal Medicine*, 1997, 36, 856), asthma (see for example Karina, M., et al., *J. Invest.*
30 *Allergol. Clin. Immunol.*, 1997, 7, 254; Stephens, T. H., *Am. J. Respir. Crit. Care Med.*, 1997, 156, 1377; Sousa, A. R., et al., *Am. J. Respir. Cell Mol. Biol.*, 1994, 10, 142), multiple sclerosis (see for example McManus, C., et al., *J. Neuroimmunol.*, 1998, 86, 20), psoriasis (see for example Gillitzer, R., et al., *J. Invest. Dermatol.*, 1993, 101, 127), inflammatory bowel disease (see for example Grimm, M. C., et al., *J. Leukoc. Biol.*, 1996, 59, 804;

Reinecker, H. C., et al., *Gastroenterology*, 1995, 106, 40), myocarditis (see for example Seino, Y., et al., *Cytokine*, 1995, 7, 301), endometriosis (see for example Jolicoeur, C., et al., *Am. J. Pathol.*, 1998, 152, 125), intraperitoneal adhesion (see for example Zeyneloglu, H. B., et al., *Human Reproduction*, 1998, 13, 1194), congestive heart failure (see for example Aurust, P., et al., *Circulation*, 1998, 97, 1136), chronic liver disease (see for example Marra, F., et al., *Am. J. Pathol.*, 1998, 152, 423), viral meningitis (see for example Lahrtz, F., et al., *Eur. J. Immunol.*, 1997, 27, 2484), Kawasaki disease (see for example Wong, M.; et al., *J. Rheumatol.*, 1997, 24, 1179) and sepsis (see for example Salkowski, C. A.; et al., *Infect. Immun.*, 1998, 66, 3569). Furthermore, anti-MCP-1 antibody has been reported to show an inhibitory effect or a therapeutic effect in animal models of rheumatoid arthritis (see for example Schimmer, R. C., et al., *J. Immunol.*, 1998, 160, 1466; Schrier, D. J., *J. Leukoc. Biol.*, 1998, 63, 359; Ogata, H., et al., *J. Pathol.*, 1997, 182, 106), multiple sclerosis (see for example Karpus, W. J., et al., *J. Leukoc. Biol.*, 1997, 62, 681), nephritis (see for example Lloyd, C. M., et al., *J. Exp. Med.*, 1997, 185, 1371; Wada, T., et al., *FASEB J.*, 1996, 10, 1418), asthma (see for example Gonzalo, J.-A., et al., *J. Exp. Med.*, 1998, 188, 157; Lukacs, N. W., *J. Immunol.*, 1997, 158, 4398), atherosclerosis (see for example Guzman, L. A., et al., *Circulation*, 1993, 88 (suppl.), I-371), delayed type hypersensitivity (see for example Rand, M. L., et al., *Am. J. Pathol.*, 1996, 148, 855), pulmonary hypertension (see for example Kimura, H., et al., *Lab. Invest.*, 1998, 78, 571), and intraperitoneal adhesion (see for example Zeyneloglu, H. B., et al., *Am. J. Obstet. Gynecol.*, 1998, 179, 438). A peptide antagonist of MCP-1, MCP-1(9-76), has been also reported to inhibit arthritis in the mouse model (see Gong, J.-H., *J. Exp. Med.*, 1997, 186, 131), as well as studies in MCP-1-deficient mice have shown that MCP-1 is essential for monocyte recruitment *in vivo* (see Lu, B., et al., *J. Exp. Med.*, 1998, 187, 601; Gu, L., et al., *Moll. Cell*, 1998, 2, 275).

Chronic obstructive pulmonary disease (COPD) ranks among the most common causes of death in Western societies. It is defined by a progressive decline in lung function, only partly reversible by bronchodilator drugs. COPD is characterized by chronic inflammation in the airways or alveoli that differs from that seen in asthma, involving increased numbers of neutrophils, macrophages, CD8+ T cells, and/or mast cells in the airway walls, alveolar compartments, and vascular smooth muscle. Cytokines associated with COPD are believed to include tumor necrosis factor (TNF)-alpha, interferon (IFN)-gamma, interleukin (IL)-1 beta, IL-6, IL-8 and MCP-1. CCR2 is known to be a receptor for MCP-1, and recent data support a role for MCP-1 and CCR2 in airway remodeling and

inflammation directly or via macrophages. Thus, antagonists of CCR2 are an attractive approach to therapeutic treatment of COPD (De Boer, W. I., *Chest*, 2002, 121, 209S-218S).

The literature indicates that chemokines such as MCP-1 and MIP-1 α attract monocytes and lymphocytes to disease sites and mediate their activation and thus are thought to be intimately involved in the initiation, progression and maintenance of diseases deeply involving monocytes and lymphocytes, such as atherosclerosis, diabetes, restenosis, rheumatoid arthritis, psoriasis, asthma, ulcerative colitis, nephritis (nephropathy), multiple sclerosis, pulmonary fibrosis, myocarditis, hepatitis, pancreatitis, sarcoidosis, Crohn's disease, endometriosis, congestive heart failure, viral meningitis, cerebral infarction, neuropathy, Kawasaki disease, and sepsis (see for example Rovin, B. H., et al., *Am. J. Kidney. Dis.*, 1998, 31, 1065; Lloyd, C., et al., *Curr. Opin. Nephrol. Hypertens.*, 1998, 7, 281; Conti, P., et al., *Allergy and Asthma Proc.*, 1998, 19, 121; Ransohoff, R. M., et al., *Trends Neurosci.*, 1998, 21, 154; MacDermott, R. P., et al., *Inflammatory Bowel Diseases*, 1998, 4, 54).

The chemokines bind to specific cell-surface receptors belonging to the family of G-protein-coupled seven-transmembrane-domain proteins (reviewed in Horuk, *Trends Pharm. Sci.*, 15, 159-165 (1994)) which are termed "chemokine receptors." On binding their cognate ligands, chemokine receptors transduce an intracellular signal through the associated trimeric G proteins, resulting in, among other responses, a rapid increase in intracellular calcium concentration, changes in cell shape, increased expression of cellular adhesion molecules, degranulation, and promotion of cell migration.

Genes encoding receptors of specific chemokines have been cloned, and it is known that these receptors are G protein-coupled seven-transmembrane receptors present on various leukocyte populations. So far, at least six CXC chemokine receptors (CXCR1-CXCR6) and nine CC chemokine receptors (CCR1-CCR8 and CCR10) have been identified. For example IL-8 is a ligand for CXCR1 and CXCR2, MIP-1 α is a ligand for CCR1 and CCR5, and MCP-1 is a ligand for CCR2A and CCR2B (for reference, see for example, Holmes, W. E., et al., *Science* 1991, 253, 1278-1280; Murphy P. M., et al., *Science*, 253, 1280-1283; Neote, K. et al., *Cell*, 1993, 72, 415-425; Charo, I. F., et al., *Proc. Natl. Acad. Sci. USA*, 1994, 91, 2752-2756; Yamagami, S., et al., *Biochem. Biophys. Res. Commun.*, 1994, 202, 1156-1162; Combadier, C., et al., *The Journal of Biological Chemistry*, 1995, 270, 16491-16494, Power, C. A., et al., *J. Biol. Chem.*, 1995, 270, 19495-19500; Samson, M., et al., *Biochemistry*, 1996, 35, 3362-3367; Murphy, P. M., *Annual Review of Immunology*, 1994, 12, 592-633). It has

been reported that lung inflammation and granuloma formation are suppressed in CCR1-deficient mice (see Gao, J.-L., et al., *J. Exp. Med.*, 1997, 185, 1959; Gerard, C., et al., *J. Clin. Invest.*, 1997, 100, 2022), and that recruitment of macrophages and formation of atherosclerotic lesion decreased in CCR2-deficient mice (see Boring, L., et al., *Nature*, 1998, 394, 894; Kuziel, W. A., et al., *Proc. Natl. Acad. Sci., USA*, 1997, 94, 12053; Kurihara, T., et al., *J. Exp. Med.*, 1997, 186, 1757; Boring, L., et al., *J. Clin. Invest.*, 1997, 100, 2552).

Chemokine receptors are also known as coreceptors for viral entry leading to viral infection such as, for example, HIV infection. Reverse transcription and protein processing are the classic steps of the viral life cycle which antiretroviral therapeutic agents are designed to block. Although many new drugs that are believed to block viral entry hold promise, there is currently no agent to which HIV-1 has not been able to acquire resistance. Multiple rounds of viral replication are required to generate the genetic diversity that forms the basis of resistance. Combination therapy in which replication is maximally suppressed remains a cornerstone of treatment with entry inhibitors, as with other agents. The targeting of multiple steps within the viral entry process is believed to have the potential for synergy (Starr-Spires et al., *Clin. Lab. Med.*, 2002, 22(3), 681.)

HIV-1 entry into CD4(+) cells requires the sequential interactions of the viral envelope glycoproteins with CD4 and a coreceptor such as the chemokine receptors CCR5 and CXCR4. A plausible approach to blocking this process is to use small molecule antagonists of coreceptor function. The TAK-779 molecule is one such antagonist of CCR5 that acts to prevent HIV-1 infection. TAK-779 inhibits HIV-1 replication at the membrane fusion stage by blocking the interaction of the viral surface glycoprotein gp120 with CCR5. The binding site for TAK-779 on CCR5 is located near the extracellular surface of the receptor, within a cavity formed between transmembrane helices 1, 2, 3, and 7 (Dragic et al., *Proc. Natl. Acad. Sci. USA*, 2000, 97(10), 5639).

The chemokine receptors CXCR4 and CCR5 are believed to be used as co-receptors by the T cell-tropic (X4) and macrophage-tropic (R5) HIV-1 strains, respectively, for entering their host cells. Propagation of R5 strains of HIV-1 on CD4 lymphocytes and macrophages requires expression of the CCR5 coreceptor on the cell surface. Individuals lacking CCR5 (CCR5 Delta 32 homozygous genotype) are phenotypically normal and resistant to infection with HIV-1. Viral entry can be inhibited by the natural ligands for CXCR4 (the CXC chemokine SDF-1) and CCR5 (the CC chemokines RANTES, MIP-1alpha and MIP-1beta). The first non-peptidic compound that interacts with CCR5, and not with

CXCR4, is a quaternary ammonium derivative, called TAK-779, which also has potent but variable anti-HIV activity (De Clercq et al., *Antivir. Chem. Chemother.* 2001, 12 Suppl. 1, 19.

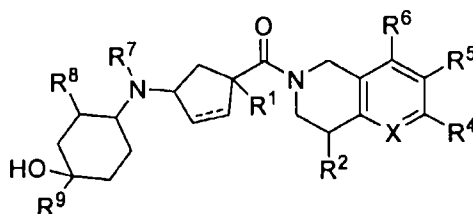
SCH-C (SCH 351125) is another small molecule inhibitor of HIV-1 entry via the CCR5 coreceptor. SCH-C, an oxime-piperidine compound, is a specific CCR5 antagonist as determined in multiple receptor binding and signal transduction assays. This compound specifically inhibits HIV-1 infection mediated by CCR5 in U-87 astrogloma cells but has no effect on infection of CXCR4-expressing cells. (Strizki et al, *Proc. Natl. Acad. Sci. USA*, 2001, 98(22), 12718 or Tremblay et al., *Antimicrobial Agents and Chemotherapy*, 2002, 46(5), 1336).

AD101, chemically related to SCH-C, also inhibits the entry of human immunodeficiency virus type 1 (HIV-1) via human CCR5. It has been found that AD101 inhibits HIV-1 entry via rhesus macaque CCR5 while SCH-C does not. Among the eight residues that differ between the human and macaque versions of the coreceptor, only one, methionine-198, accounts for the insensitivity of macaque CCR5 to inhibition by SCH-C. Position 198 is in CCR5 transmembrane (TM) helix 5 and is not located within the previously defined binding site for AD101 and SCH-C, which involves residues in TM helices 1, 2, 3, and 7. Based on studies of amino acid substitutions in CCR5, it has been suggested that the region of CCR5 near residue 198 can influence the conformational state of this receptor. (Billick et al., 2004, *J. Virol.*, 78(8), 4134).

The identification of compounds that modulate the activity of chemokine receptors represents a desirable drug design approach for the needed development of pharmacological agents for the treatment of diseases associated with chemokine receptor activity. The compounds of the present invention help fulfill these and other needs.

SUMMARY OF THE INVENTION

The present invention provides compounds of Formula I:



I

or pharmaceutically acceptable salts or prodrugs thereof, wherein constituent members are provided herein.

The present invention further provides compositions comprising a compound of Formula I and a pharmaceutically acceptable carrier.

The present invention further provides methods of modulating activity of a chemokine receptor comprising contacting said receptor with a compound of Formula I.

5 The present invention further provides methods of treating a disease associated with expression or activity of a chemokine receptor in a patient comprising administering to the patient a therapeutically effective amount of a compound of Formula I.

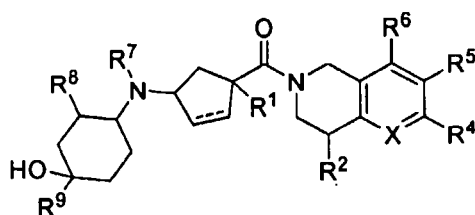
The present invention further provides use of the compounds of Formula I in therapy.

10 The present invention further provides use of the compounds of Formula I for the preparation of a medicament for use in therapy.

DETAILED DESCRIPTION

Compounds

The present invention provides compounds of Formula I:



I

or pharmaceutically acceptable salts or prodrugs thereof, wherein:

a dashed line indicates an optional bond;

X is N, NO or CR³;

20 R¹ is C₁₋₆ alkyl, (C₀₋₆ alkyl)-O-(C₁₋₆ alkyl), (C₀₋₆ alkyl)-S-(C₁₋₆ alkyl), (C₀₋₆ alkyl)-(C₃₋₇ cycloalkyl)-(C₀₋₆ alkyl), OH, CO₂R¹⁰, heterocyclyl, CN, NR¹⁰R¹², NSO₂R¹⁰, NCOR¹⁰, NCO₂R¹⁰, NCOR¹⁰, CR¹¹CO₂R¹⁰, CR¹¹OCOR¹⁰, or phenyl;

R² is H, OH, halo, C₁₋₃ alkyl, NR¹⁰R¹², CO₂R¹⁰, CONR¹⁰R¹², NR¹⁰COR¹¹, OCONR¹⁰R¹², NR¹⁰CONR¹⁰R¹², heterocyclyl, CN, NR¹⁰-SO₂-NR¹⁰R¹², NR¹⁰-SO₂-R¹², SO₂-NR¹⁰R¹², or oxo; wherein said C₁₋₃ alkyl is optionally substituted with 1-6 substituents selected from F and OH;

25 R³ is H, OH, halo, C₁₋₆ alkyl, C₁₋₆ alkoxy, NR¹⁰R¹¹, NR¹⁰CO₂R¹¹, NR¹⁰CONR¹⁰R¹¹, NR¹⁰SO₂NR¹⁰R¹¹, NR¹⁰-SO₂-R¹¹, heterocyclyl, CN, CONR¹⁰R¹², CO₂R¹⁰, NO₂, SR¹⁰, SOR¹⁰, SO₂R¹⁰, or SO₂-NR¹⁰R¹¹;

30 R⁴ is H, C₁₋₆ alkyl, CF₃, OCF₃, Cl, F, Br or phenyl;

R⁵ is C₁₋₆ alkyl, C₁₋₆ alkoxy, CO-(C₁₋₆ alkyl), C₁₋₆ thioalkoxy, pyridyl, F, Cl, Br, C₄₋₆ cycloalkyl, C₄₋₆ cycloalkyloxy, phenyl, phenyloxy, C₃₋₆ cycloalkyl, C₃₋₆ cycloalkyloxy, heterocyclyl, CN, or CO₂R¹⁰; wherein said C₁₋₆ alkyl is optionally substituted with one or more OH or F; wherein said C₁₋₆ alkoxy, CO-(C₁₋₆ alkyl), or C₁₋₆ thioalkoxy are optionally substituted with one or more F; wherein said pyridyl, phenyl or phenyloxy is optionally substituted with one or more substituents selected from halo, CF₃, C₁₋₄ alkyl and CO₂R¹⁰; wherein said C₃₋₆ cycloalkyl or C₃₋₆ cycloalkyloxy is optionally substituted with one or more F;

R⁶ is H, CF₃, C₁₋₆ alkyl, F, Cl, or Br;

R⁷ is H or C₁₋₆ alkyl optionally substituted by 1-3 substituents selected from halo, OH, CO₂H, CO₂-(C₁₋₆ alkyl), or C₁₋₃ alkoxy;

R⁸ is H, C₁₋₆ alkyl, F, C₁₋₃ alkoxy, C₁₋₃ haloalkoxy, C₃₋₆ cycloalkyl, C₃₋₆ cycloalkyloxy, OH, CO₂R¹⁰, OCOR¹⁰; wherein said C₁₋₆ alkyl is optionally substituted with one or more substituents selected from F, C₁₋₃ alkoxy, OH or CO₂R¹⁰;

or R⁷ and R⁸ together form a bridging C₂₋₄ alkylene or -(C₀₋₂ alkyl)-O-(C₁₋₃ alkyl)-group to form a 5-7 membered ring;

R⁹ is heterocyclyl optionally substituted with 1-4 substituents selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, halo, C₁₋₄ haloalkyl, CN, NO₂, OR¹³, SR¹³, C(O)R¹⁴, C(O)OR¹³, C(O)NR¹⁵R¹⁶, NR¹⁵R¹⁶, NR¹⁵CONHR¹⁶, NR¹⁵C(O)R¹⁴, NR¹⁵C(O)OR¹³, S(O)R¹⁴, S(O)₂R¹⁴, S(O)NR¹⁵R¹⁶ or SO₂NR¹⁵R¹⁶;

R¹⁰ is H, C₁₋₆ alkyl, benzyl, phenyl, or C₃₋₆ cycloalkyl, wherein said C₁₋₆ alkyl, benzyl, phenyl, or C₃₋₆ cycloalkyl is optionally substituted with 1-3 selected from halo, OH, C₁₋₃ alkyl, C₁₋₃ alkoxy, CO₂H, CO₂-(C₁₋₆ alkyl) and CF₃;

R¹¹ is H, OH, C₁₋₆ alkyl, C₁₋₆ alkoxy, benzyl, phenyl, or C₃₋₆ cycloalkyl, wherein said C₁₋₆ alkyl, benzyl, phenyl, or C₃₋₆ cycloalkyl is optionally substituted with 1-3 substituents selected from halo, OH, C₁₋₃ alkyl, C₁₋₃ alkoxy, CO₂H, CO₂-(C₁₋₆ alkyl) and CF₃;

R¹² is H, C₁₋₆ alkyl, benzyl, phenyl, or C₃₋₆ cycloalkyl, wherein said C₁₋₆ alkyl, benzyl, phenyl, or C₃₋₆ cycloalkyl is optionally substituted with 1-3 substituents selected from halo, OH, C₁₋₃ alkyl, C₁₋₃ alkoxy, CO₂H, CO₂-(C₁₋₆ alkyl) and CF₃;

R¹³ and R¹⁴ are each, independently, H, C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, aryl, cycloalkyl, arylalkyl, or cycloalkylalkyl;

R¹⁵ and R¹⁶ are each, independently H, C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, aryl, cycloalkyl, arylalkyl, or cycloalkylalkyl;

or R¹⁵ and R¹⁶ together with the N atom to which they are attached form a 4-6 membered heterocyclyl group.

In some embodiments, X is N or NO.

5 In some embodiments, X is CR³.

In some embodiments, R¹ is C₁₋₆ alkyl.

In some embodiments, R¹ is methyl, ethyl or propyl.

In some embodiments, R¹ is prop-2-yl.

In some embodiments, R² is H, OH, halo, or C₁₋₃ alkyl.

10 In some embodiments, R² is H.

In some embodiments, R³ is H, OH, halo or C₁₋₆ alkyl.

In some embodiments, R³ is H.

In some embodiments, R⁴ is H.

In some embodiments, R⁵ is C₁₋₆ alkyl substituted with 1-4 F.

15 In some embodiments, R⁵ is CF₃.

In some embodiments, R⁶ is H.

In some embodiments, R⁷ is H.

In some embodiments, R⁸ is H.

In some embodiments, R⁹ is heteroaryl optionally substituted with 1-4 substituents
20 selected from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, halo, C₁₋₄ haloalkyl, CN, NO₂, OR¹³,
SR¹³, C(O)R¹⁴, C(O)OR¹³, C(O)NR¹⁵R¹⁶, NR¹⁵R¹⁶, NR¹⁵CONHR¹⁶, NR¹⁵C(O)R¹⁴,
NR¹⁵C(O)OR¹³, S(O)R¹⁴, S(O)₂R¹⁴, S(O)NR¹⁵R¹⁶ or SO₂NR¹⁵R¹⁶.

In some embodiments, R⁹ is heteroaryl wherein the heteroaryl is a 5- or 6-membered
heteroaryl optionally substituted with 1-4 substituents selected from C₁₋₆ alkyl, C₂₋₆ alkenyl,
25 C₂₋₆ alkynyl, halo, C₁₋₄ haloalkyl, CN, NO₂, OR¹³, SR¹³, C(O)R¹⁴, C(O)OR¹³, C(O)NR¹⁵R¹⁶,
NR¹⁵R¹⁶, NR¹⁵CONHR¹⁶, NR¹⁵C(O)R¹⁴, NR¹⁵C(O)OR¹³, S(O)R¹⁴, S(O)₂R¹⁴, S(O)NR¹⁵R¹⁶ or
SO₂NR¹⁵R¹⁶.

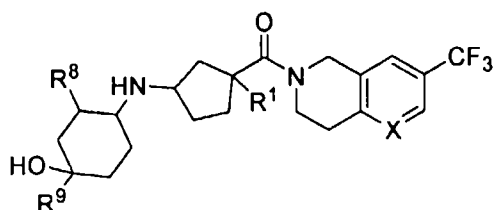
In some embodiments, R⁹ is heteroaryl wherein the heteroaryl is pyridyl, pyrimidinyl,
pyrazinyl, pyridazinyl or triazinyl, each optionally substituted with 1-4 substituents selected
30 from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, halo, C₁₋₄ haloalkyl, CN, NO₂, OR¹³, SR¹³,
C(O)R¹⁴, C(O)OR¹³, C(O)NR¹⁵R¹⁶, NR¹⁵R¹⁶, NR¹⁵CONHR¹⁶, NR¹⁵C(O)R¹⁴, NR¹⁵C(O)OR¹³,
S(O)R¹⁴, S(O)₂R¹⁴, S(O)NR¹⁵R¹⁶ or SO₂NR¹⁵R¹⁶.

In some embodiments, R⁹ is heteroaryl wherein the heteroaryl is thienyl, furanyl,
thiazoyl, oxazolyl, or imidazolyl, each optionally substituted with 1-4 substituents selected

from C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, halo, C₁₋₄ haloalkyl, CN, NO₂, OR¹³, SR¹³, C(O)R¹⁴, C(O)OR¹³, C(O)NR¹⁵R¹⁶, NR¹⁵R¹⁶, NR¹⁵CONHR¹⁶, NR¹⁵C(O)R¹⁴, NR¹⁵C(O)OR¹³, S(O)R¹⁴, S(O)₂R¹⁴, S(O)NR¹⁵R¹⁶ or SO₂NR¹⁵R¹⁶.

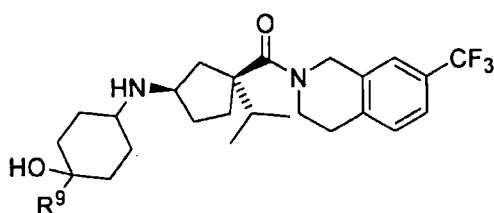
In some embodiments, R⁹ is heteroaryl wherein said heteroaryl is thiazolyl, oxazolyl, pyrimidinyl, or pyridyl, each optionally substituted by 1-3 F, Cl, Br, I, methyl, ethyl, methoxy, ethoxy or trifluoromethyl.

In some embodiments, the compounds have Formula II:

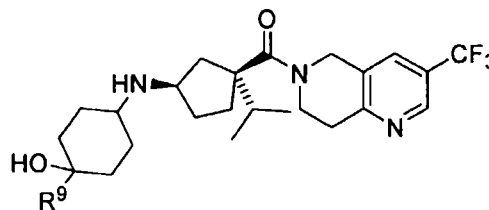


II.

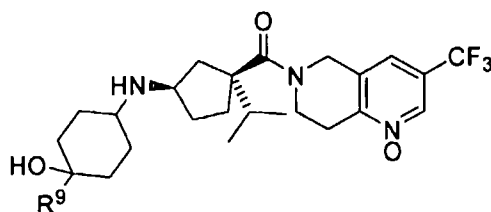
In some embodiments, the compounds have Formula IIIa, IIIb or IIIc:



IIIa



IIIb



IIIc.

At various places in the present specification, substituents of compounds of the invention are disclosed in groups or in ranges. It is specifically intended that the invention include each and every individual subcombination of the members of such groups and ranges.

For example, the term "C₁₋₆ alkyl" is specifically intended to individually disclose methyl, ethyl, C₃ alkyl, C₄ alkyl, C₅ alkyl, and C₆ alkyl.

For compounds of the invention in which a variable appears more than once, each variable can be a different moiety selected from the Markush group defining the variable. For example, where a structure is described having two R groups that are simultaneously present

on the same compound; the two R groups can represent different moieties selected from the Markush group defined for R.

It is further appreciated that certain features of the invention, which are, for clarity, described in the context of separate embodiments, can also be provided in combination in a single embodiment. Conversely, various features of the invention which are, for brevity, described in the context of a single embodiment, can also be provided separately or in any suitable subcombination.

As used herein, the term "alkyl" is meant to refer to a saturated hydrocarbon group which is straight-chained or branched. Example alkyl groups include methyl (Me), ethyl (Et), propyl (e.g., n-propyl and isopropyl), butyl (e.g., n-butyl, isobutyl, t-butyl), pentyl (e.g., n-pentyl, isopentyl, neopentyl), and the like. An alkyl group can contain from 1 to about 20, from 2 to about 20, from 1 to about 10, from 1 to about 8, from 1 to about 6, from 1 to about 4, or from 1 to about 3 carbon atoms.

As used herein, "alkenyl" refers to an alkyl group having one or more double carbon-carbon bonds. Example alkenyl groups include ethenyl, propenyl, cyclohexenyl, and the like.

As used herein, "alkynyl" refers to an alkyl group having one or more triple carbon-carbon bonds. Example alkynyl groups include ethynyl, propynyl, and the like.

As used herein, "haloalkyl" refers to an alkyl group having one or more halogen substituents. Example haloalkyl groups include CF₃, C₂F₅, CHF₂, CCl₃, CHCl₂, C₂Cl₅, and the like.

As used herein, "aryl" refers to monocyclic or polycyclic (e.g., having 2, 3 or 4 fused rings) aromatic hydrocarbons such as, for example, phenyl, naphthyl, anthracenyl, phenanthrenyl, indanyl, indenyl, and the like. In some embodiments, aryl groups have from 6 to about 20 carbon atoms.

As used herein, "cycloalkyl" refers to non-aromatic carbocycles including cyclized alkyl, alkenyl, and alkynyl groups. Cycloalkyl groups can include mono- or polycyclic (e.g., having 2, 3 or 4 fused rings) ring systems as well as spiro ring systems. Example cycloalkyl groups include cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, cycloheptyl, cyclopentenyl, cyclohexenyl, cyclohexadienyl, cycloheptatrienyl, norbornyl, norpinyl, norcarnyl, adamantyl, and the like. Also included in the definition of cycloalkyl are moieties that have one or more aromatic rings fused (i.e., having a bond in common with) to the cycloalkyl ring, for example, benzo derivatives of pentane, pentene, hexane, and the like. In some embodiments, cycloalkyl groups can have from about 3 to about 10, or about 3 to about 7 ring-forming carbon atoms.

As used herein, "heterocyclyl" or "heterocycle" refers to a saturated or unsaturated cyclic hydrocarbon wherein one or more of the ring-forming carbon atoms of the cyclic hydrocarbon is replaced by a heteroatom such as O, S, or N. Heterocyclyl groups can be aromatic (e.g., "heteroaryl") or non-aromatic (e.g., "heterocycloalkyl"). Heterocyclyl groups can also correspond to hydrogenated and partially hydrogenated heteroaryl groups. Heterocyclyl groups can include mono- or polycyclic (e.g., having 2, 3 or 4 fused rings) ring systems. Heterocyclyl groups can be characterized as having 3-14 or 3-7 ring-forming atoms. In some embodiments, heterocyclyl groups can contain, in addition to at least one heteroatom, from about 1 to about 13, about 2 to about 10, or about 2 to about 7 carbon atoms and can be attached through a carbon atom or heteroatom. In further embodiments, the heteroatom can be oxidized (e.g., have an oxo or sulfido substituent) or a nitrogen atom can be quaternized. Examples of heterocyclyl groups include morpholino, thiomorpholino, piperazinyl, tetrahydrofuranyl, tetrahydrothienyl, 2,3-dihydrobenzofuryl, 1,3-benzodioxole, benzo-1,4-dioxane, piperidinyl, pyrrolidinyl, isoxazolidinyl, isothiazolidinyl, pyrazolidinyl, oxazolidinyl, thiazolidinyl, imidazolidinyl, and the like, as well as any of the groups listed below for "heteroaryl" and "heterocycloalkyl." Further example heterocycles include pyrimidinyl, phenanthridinyl, phenanthrolinyl, phenazinyl, phenothiazinyl, phenoxathiinyl, phenoxazinyl, phthalazinyl, piperazinyl, piperidinyl, 3,6-dihydropyridyl, 1,2,3,6-tetrahydropyridyl, 1,2,5,6-tetrahydropyridyl, piperidonyl, 4-piperidonyl, piperonyl, pteridinyl, purinyl, pyranyl, pyrazinyl, pyrazolidinyl, pyrazolinyl, pyrazolyl, pyridazinyl, pyridooxazole, pyridoimidazole, pyridothiazole, pyridinyl, pyridyl, pyrimidinyl, pyrrolidinyl, pyrrolinyl, 2H-pyrrolyl, pyrrolyl, tetrahydrofuranyl, tetrahydroisoquinolinyl, tetrahydroquinolinyl, tetrazolyl, 6H-1,2,5-thia-diazinyl, 1,2,3-thiadiazolyl, 1,2,4-thiadiazolyl, 1,2,5-thiadiazolyl, 1,3,4-thiadiazolyl, thianthrenyl, thiazolyl, thienyl, thienothiazolyl, thienooxazolyl, thienoimidazolyl, thiophenyl, triazinyl, 1,2,3-triazolyl, 1,2,4-triazolyl, 1,2,5-triazolyl, 1,3,4-triazolyl, xanthenyl, octahydro-isoquinolinyl, oxadiazolyl, 1,2,3-oxadiazolyl, 1,2,4-oxadiazolyl, 1,2,5-oxadiazolyl, 1,3,4-oxadiazolyl, oxazolidinyl, oxazolyl, oxazolidinyl, quinazolinyl, quinolinyl, 4H-quinoliziny, quinoxaliny, quinuclidiny, acridiny, azociny, benzimidazolyl, benzofuranyl, benzothiofuranyl, benzo-thiophenyl, benzoxazolyl, benzthiazolyl, benztriazolyl, benztetrazolyl, benzisoxazolyl, benzisothiazolyl, benzimidazolinyl, methylenedioxyphenyl, morpholinyl, naphthyridinyl, decahydroquinolinyl, 2H,6H-1,5,2dithiazinyl, dihydrofuro[2,3-b]tetrahydrofuran, furanyl, furazanyl, carbazolyl, 4aH-carbazolyl, carbolinyl, chromanyl, chromenyl, cinnolinyl, imidazolidinyl, imidazolinyl, imidazolyl, 1H-indazolyl, indolenyl, indolinyl, indoliziny,

indolyl, 3H-indolyl, isobenzofuranyl, isochromanyl, isoindazolyl, isoindolinyl, isoindolyl, isoquinolinyl, isothiazolyl and isoxazolyl. Further examples of heterocycles include azetid-
 1-yl, 2,5-dihydro-1H-pyrrol-1-yl, piperindin-1-yl, piperazin-1-yl, pyrrolidin-1-yl, isoquinol-2-
 5 yl, thieno[2,3-c]pyridin-6-yl, 3,4,10,10a-tetrahydro-1H-pyrazino[1,2-a]indol-2-yl,
 1,2,4,4a,5,6-hexahydro-pyrazino[1,2-a]quinolin-3-yl, pyrazino[1,2-a]quinolin-3-yl, diazepam-
 1-yl, 1,4,5,6-tetrahydro-2H-benzo[f]isoquinolin-3-yl, 1,4,4a,5,6,10b-hexahydro-2H-
 benzo[f]isoquinolin-3-yl, 3,3a,8,8a-tetrahydro-1H-2-aza-cyclopenta[a]inden-2-yl, and
 2,3,4,7-tetrahydro-1H-azepin-1-yl, azepan-1-yl.

10 As used herein, "heteroaryl" groups refer to an aromatic heterocycle having at least
 one heteroatom ring member such as sulfur, oxygen, or nitrogen. Heteroaryl groups include
 monocyclic and polycyclic (e.g., having 2, 3 or 4 fused rings) systems. Examples of
 heteroaryl groups include without limitation, pyridyl, pyrimidinyl, pyrazinyl, pyridazinyl,
 triazinyl, furyl (furanyl), quinolyl, isoquinolyl, thienyl, imidazolyl, thiazolyl, indolyl, pyrrol-
 15 oxazolyl, benzofuryl, benzothienyl, benzthiazolyl, isoxazolyl, pyrazolyl, triazolyl, tetrazolyl,
 indazolyl, 1,2,4-thiadiazolyl, isothiazolyl, benzothienyl, purinyl, carbazolyl, benzimidazolyl,
 indolinyl, and the like. In some embodiments, the heteroaryl group has from 1 to about 20
 carbon atoms, and in further embodiments from about 3 to about 20 carbon atoms. In some
 20 embodiments, the heteroaryl group contains 3 to about 14, 3 to about 7, or 5 to 6 ring-forming
 atoms. In some embodiments, the heteroaryl group has 1 to about 4, 1 to about 3, or 1 to 2
 heteroatoms.

As used herein, "heterocycloalkyl" refers to non-aromatic heterocycles including
 cyclized alkyl, alkenyl, and alkynyl groups where one or more of the ring-forming carbon
 atoms is replaced by a heteroatom such as an O, N, or S atom. Example "heterocycloalkyl"
 25 groups include morpholino, thiomorpholino, piperazinyl, tetrahydrofuranyl,
 tetrahydrothienyl, 2,3-dihydrobenzofuryl, 1,3-benzodioxole, benzo-1,4-dioxane, piperidinyl,
 pyrrolidinyl, isoxazolidinyl, isothiazolidinyl, pyrazolidinyl, oxazolidinyl, thiazolidinyl,
 imidazolidinyl, and the like. Also included in the definition of heterocycloalkyl are moieties
 that have one or more aromatic rings fused (i.e., having a bond in common with) to the
 30 nonaromatic heterocyclic ring, for example phthalimidyl, naphthalimidyl, and benzo
 derivatives of heterocycles such as indolene and isoindolene groups. In some embodiments,
 the heterocycloalkyl group has from 1 to about 20 carbon atoms, and in further embodiments
 from about 3 to about 20 carbon atoms. In some embodiments, the heterocycloalkyl group
 contains 3 to about 14, 3 to about 7, or 5 to 6 ring-forming atoms. In some embodiments, the

heterocycloalkyl group has 1 to about 4, 1 to about 3, or 1 to 2 heteroatoms. In some embodiments, the heterocycloalkyl group contains 0 to 3 double bonds. In some embodiments, the heterocycloalkyl group contains 0 to 2 triple bonds.

As used herein, "halo" or "halogen" includes fluoro, chloro, bromo, and iodo.

5 As used herein, "alkoxy" refers to an -O-alkyl group. Example alkoxy groups include methoxy, ethoxy, propoxy (*e.g.*, n-propoxy and isopropoxy), t-butoxy, and the like.

As used herein, "thioalkoxy" refers to an -S-alkyl group.

As used here, "haloalkoxy" refers to an -O-haloalkyl group. An example haloalkoxy group is OCF₃.

10 As used herein, "cycloalkyloxy" refers to -O-cycloalkyl.

As used herein, "aralkyl" refers to an alkyl group substituted by an aryl group.

As used herein, "cycloalkylalkyl" refers to an alkyl group substituted by a cycloalkyl group.

As used herein, "heterocyclylalkyl" refers to an alkyl moiety substituted by a heterocyclyl group. Example heterocyclylalkyl groups include "heteroarylalkyl" (alkyl substituted by heteroaryl) and "heterocycloalkylalkyl" (alkyl substituted by heterocycloalkyl). In some embodiments, heterocyclylalkyl groups have from 3 to 24 carbon atoms in addition to at least one ring-forming heteroatom.

As used herein "oxo" refers to =O.

20 The compounds described herein can be asymmetric (*e.g.*, having one or more stereocenters). All stereoisomers, such as enantiomers and diastereomers, are intended unless otherwise indicated. Compounds of the present invention that contain asymmetrically substituted carbon atoms can be isolated in optically active or racemic forms. Methods on how to prepare optically active forms from optically active starting materials are known in the art, such as by resolution of racemic mixtures or by stereoselective synthesis. Many geometric isomers of olefins, C=N double bonds, and the like can also be present in the compounds described herein, and all such stable isomers are contemplated in the present invention. Cis and trans geometric isomers of the compounds of the present invention are described and may be isolated as a mixture of isomers or as separated isomeric forms.

30 Resolution of racemic mixtures of compounds can be carried out by any of numerous methods known in the art. An example method includes fractional recrystallization using a "chiral resolving acid" which is an optically active, salt-forming organic acid. Suitable resolving agents for fractional recrystallization methods are, for example, optically active acids, such as the D and L forms of tartaric acid, diacetyltartaric acid, dibenzoyltartaric acid,

mandelic acid, malic acid, lactic acid or the various optically active camphorsulfonic acids such as β -camphorsulfonic acid. Other resolving agents suitable for fractional crystallization methods include stereoisomerically pure forms of α -methylbenzylamine (e.g., *S* and *R* forms, or diastereomerically pure forms), 2-phenylglycinol, norephedrine, ephedrine, N-methylephedrine, cyclohexylethylamine, 1,2-diaminocyclohexane, and the like.

Resolution of racemic mixtures can also be carried out by elution on a column packed with an optically active resolving agent (e.g., dinitrobenzoylphenylglycine). Suitable elution solvent composition can be determined by one skilled in the art.

Compounds of the invention also include tautomeric forms, such as keto-enol tautomers.

Compounds of the invention can also include all isotopes of atoms occurring in the intermediates or final compounds. Isotopes include those atoms having the same atomic number but different mass numbers. For example, isotopes of hydrogen include tritium and deuterium.

The phrase "pharmaceutically acceptable" is employed herein to refer to those compounds, materials, compositions, and/or dosage forms which are, within the scope of sound medical judgment, suitable for use in contact with the tissues of human beings and animals without excessive toxicity, irritation, allergic response, or other problem or complication, commensurate with a reasonable benefit/risk ratio.

The present invention also includes pharmaceutically acceptable salts of the compounds described herein. As used herein, "pharmaceutically acceptable salts" refers to derivatives of the disclosed compounds wherein the parent compound is modified by converting an existing acid or base moiety to its salt form. Examples of pharmaceutically acceptable salts include, but are not limited to, mineral or organic acid salts of basic residues such as amines; alkali or organic salts of acidic residues such as carboxylic acids; and the like. The pharmaceutically acceptable salts of the present invention include the conventional non-toxic salts or the quaternary ammonium salts of the parent compound formed, for example, from non-toxic inorganic or organic acids. The pharmaceutically acceptable salts of the present invention can be synthesized from the parent compound which contains a basic or acidic moiety by conventional chemical methods. Generally, such salts can be prepared by reacting the free acid or base forms of these compounds with a stoichiometric amount of the appropriate base or acid in water or in an organic solvent, or in a mixture of the two; generally, nonaqueous media like ether, ethyl acetate, ethanol, isopropanol, or acetonitrile are

preferred. Lists of suitable salts are found in *Remington's Pharmaceutical Sciences*, 17th ed., Mack Publishing Company, Easton, Pa., 1985, p. 1418 and *Journal of Pharmaceutical Science*, 66, 2 (1977), each of which is incorporated herein by reference in its entirety.

The present invention also includes prodrugs of the compounds described herein. As used herein, "prodrugs" refer to any covalently bonded carriers which release the active parent drug when administered to a mammalian subject. Prodrugs can be prepared by modifying functional groups present in the compounds in such a way that the modifications are cleaved, either in routine manipulation or *in vivo*, to the parent compounds. Prodrugs include compounds wherein hydroxyl, amino, sulfhydryl, or carboxyl groups are bonded to any group that, when administered to a mammalian subject, cleaves to form a free hydroxyl, amino, sulfhydryl, or carboxyl group respectively. Examples of prodrugs include, but are not limited to, acetate, formate and benzoate derivatives of alcohol and amine functional groups in the compounds of the invention. Preparation and use of prodrugs is discussed in T. Higuchi and V. Stella, "Pro-drugs as Novel Delivery Systems," Vol. 14 of the A.C.S. Symposium Series, and in *Bioreversible Carriers in Drug Design*, ed. Edward B. Roche, American Pharmaceutical Association and Pergamon Press, 1987, both of which are hereby incorporated by reference in their entirety.

Synthesis

Compounds of the invention, including salts, hydrates, and solvates thereof, can be prepared using known organic synthesis techniques and can be synthesized according to any of numerous possible synthetic routes.

The reactions for preparing compounds of the invention can be carried out in suitable solvents which can be readily selected by one of skill in the art of organic synthesis. Suitable solvents can be substantially nonreactive with the starting materials (reactants), the intermediates, or products at the temperatures at which the reactions are carried out, e.g., temperatures which can range from the solvent's freezing temperature to the solvent's boiling temperature. A given reaction can be carried out in one solvent or a mixture of more than one solvent. Depending on the particular reaction step, suitable solvents for a particular reaction step can be selected.

Preparation of compounds of the invention can involve the protection and deprotection of various chemical groups. The need for protection and deprotection, and the selection of appropriate protecting groups can be readily determined by one skilled in the art. The chemistry of protecting groups can be found, for example, in T.W. Green and P.G.M.

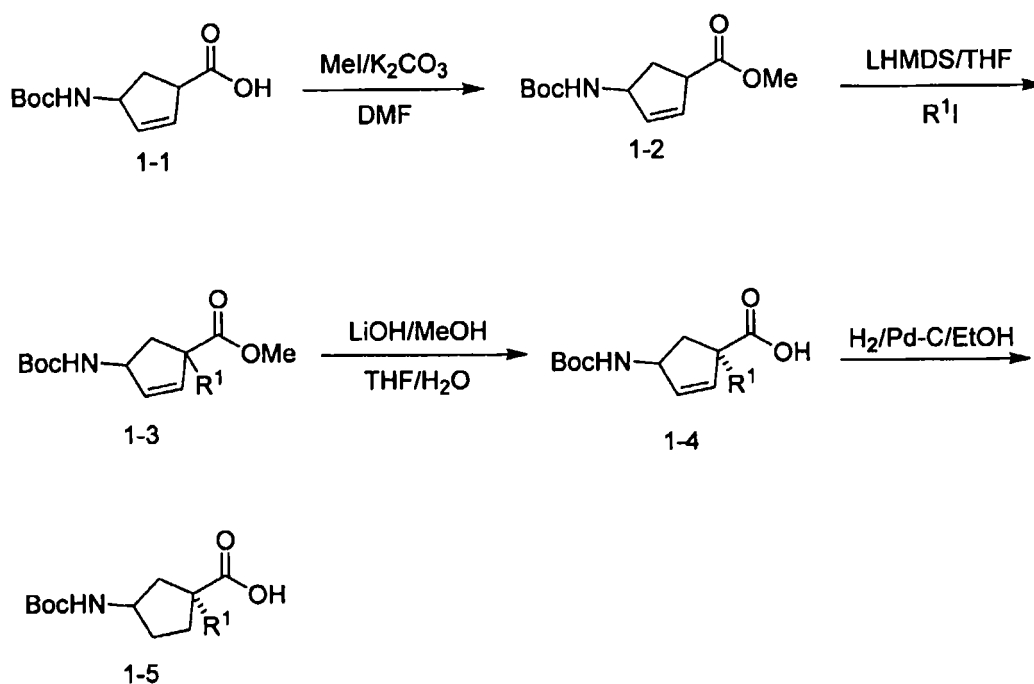
Wuts, *Protective Groups in Organic Synthesis*, 3rd. Ed., Wiley & Sons, Inc., New York (1999), which is incorporated herein by reference in its entirety.

Reactions can be monitored according to any suitable method known in the art. For example, product formation can be monitored by spectroscopic means, such as nuclear magnetic resonance spectroscopy (e.g., ^1H or ^{13}C) infrared spectroscopy, spectrophotometry (e.g., UV-visible), or mass spectrometry, or by chromatography such as high performance liquid chromatography (HPLC) or thin layer chromatography.

Example synthetic routes to compounds of the invention are provided in Schemes 1-6 below, where constituent members of the depicted formulae are defined herein.

Intermediates of formula 1-5 can be prepared using the protocol described in Scheme 1. The commercially available carboxylic acid 1-1 can be converted to an ester such as a methyl ester by treatment with iodomethane/potassium carbonate in DMF. The resulting ester 1-2 can be subjected to an alkylation with a halide such as an iodide (R^1I) using a base such as lithium hexamethyldisilazide (LHMDS) to provide the alkylated product 1-3 as a mixture of cis and trans diastereomers (4:1 ratio). The minor trans diastereomer can be removed by crystallization following hydrolysis of the ester to an acid. The resulting enantiopure acid 1-4 is subjected to a hydrogenation using a catalyst such as Pd-C to afford the saturated carboxylic acid 1-5.

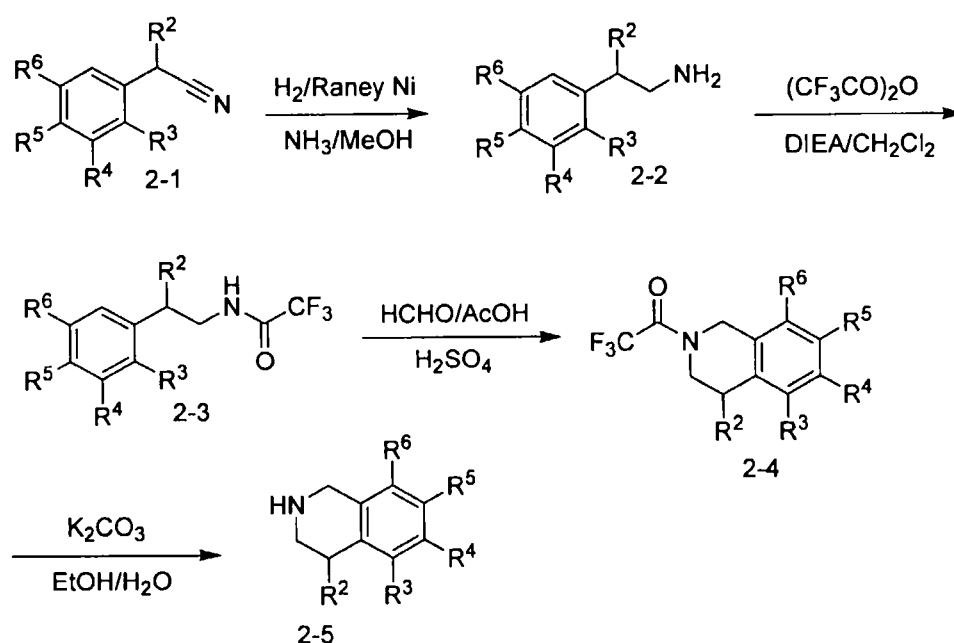
Scheme 1



Intermediates of formula 2-5 can be prepared using the procedures outlined in Scheme 2. Following reduction of the commercially available 2-1 (e.g., 4-trifluoromethylphenylacetonitrile) to an amine by hydrogenation using a catalyst such as Raney Nickel, acylation of the amine with trifluoroacetic anhydride can give rise to the amide 2-3. The resulting amide can be treated with formaldehyde in the presence of a strong acid such as sulfuric acid to give the cyclized tetrahydroisoquinoline derivative 2-4. Removal of the trifluoroacetyl group by treatment with potassium carbonate in water and ethanol provides the intermediate 2-5.

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Scheme 2

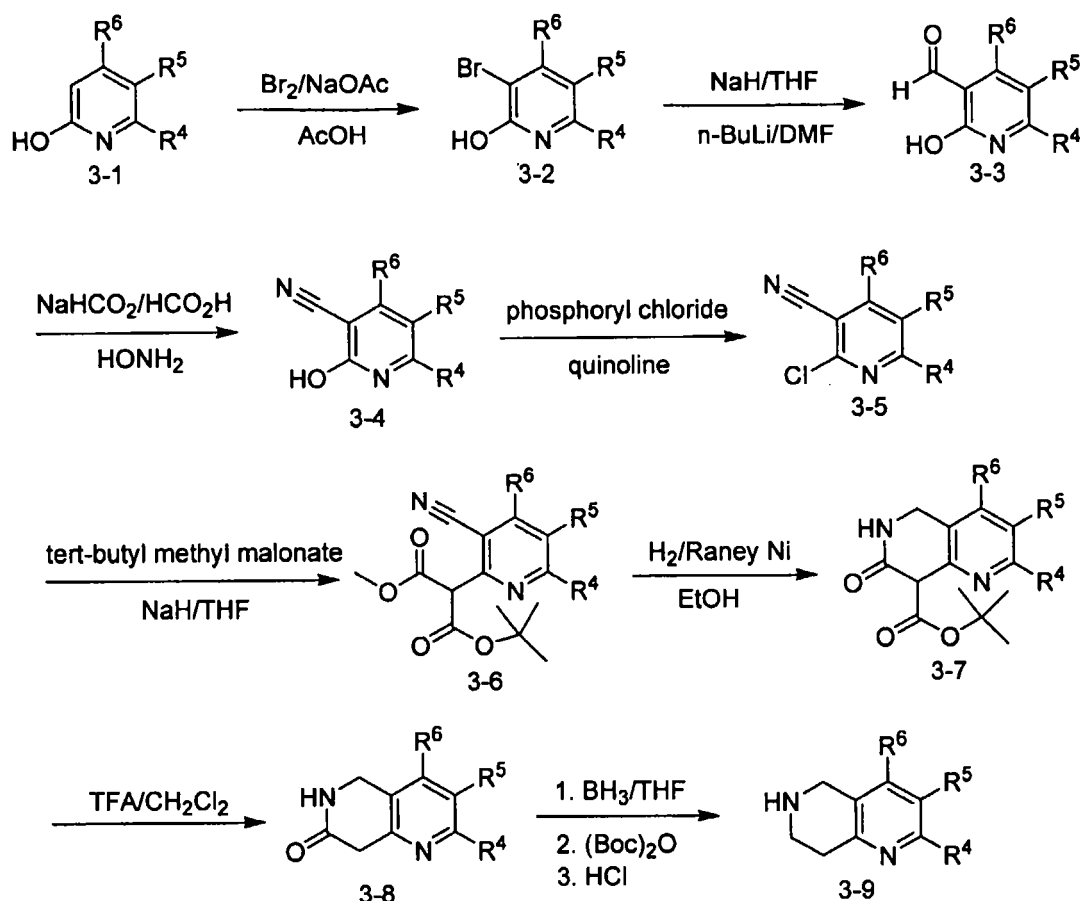


Compounds of formula 3-9 (e.g., 5-aza-tetrahydroisoquinoline) can be prepared according to Scheme 3. The commercially available intermediate of formula 3-1 (e.g., 5-trifluoromethylpyridin-2-ol) can be brominated by treatment with bromine in acetic acid to form intermediates of formula 3-2. Lithiation of the intermediates of formula 3-2 using an alkyl lithium such as *n*-butyllithium or *tert*-butyllithium followed by quenching with DMF can give rise to the aldehyde 3-3. The aldehyde can be converted to a cyano group by treatment with hydroxylamine in the presence of sodium formate/formic acid to yield intermediates 3-4. Following conversion of the hydroxyl to a chloro (3-5), displacement of the chloro with *tert*-butyl methyl malonate yields the diester 3-6. Hydrogenation in the

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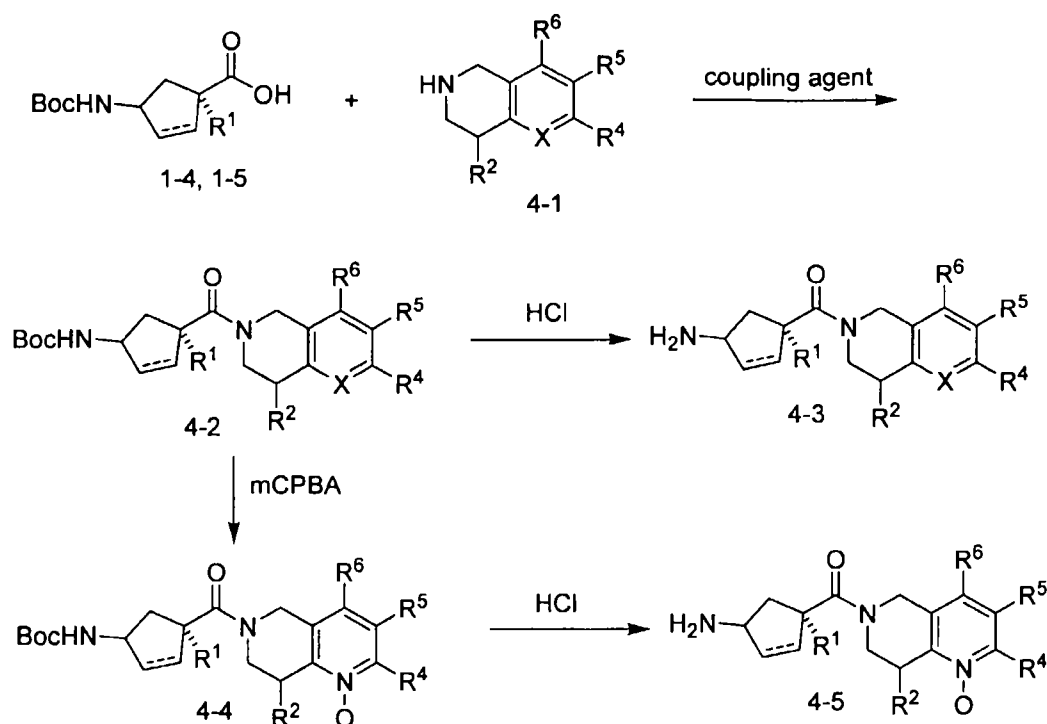
presence of catalyst such as Raney Nickel reduces the cyano group to an amine which cyclized with the methyl ester to form a lactam. Treatment of the lactam with a strong acid such as TFA removes the *tert*-butoxycarbonyl moiety. The resulting lactam 3-8 is reduced to an amine using borane, which is purified through protection of the amine with Boc. Removal of the Boc using an acid such as HCl in dioxane affords the product 3-9.

Scheme 3



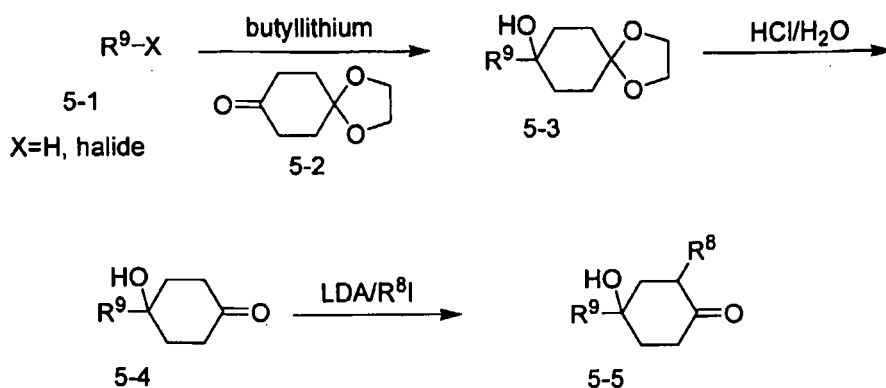
The carboxylic acid intermediate of formula 1-5 can be coupled with an amine of formula 4-1 using a standard amide formation agent such as PyBrop or BOP. When $\text{X}=\text{N}$, the resulting amide 4-2 can be oxidized using an oxidant such as mCPBA to provide an N-oxide 4-4. Removal of the Boc group of 4-2 and 4-4 using an acid such as HCl in dioxane gives rise to the free amines 4-3 and 4-5 respectively.

Scheme 4



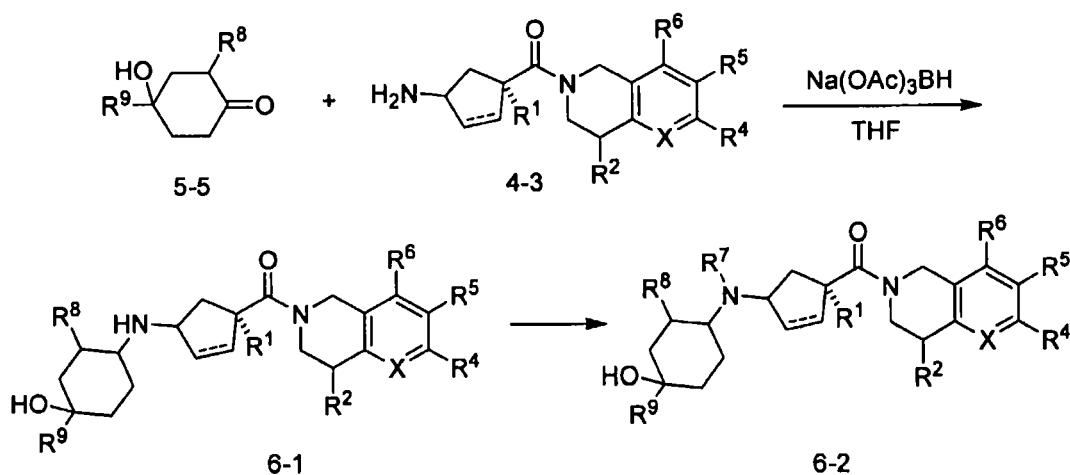
Cyclohexanone derivatives of formula 5-5 can be prepared using a sequence depicted in Scheme 5. A heterocycle (R⁹-X; wherein X is H or halo) can be lithiated by treatment with butyllithium and the resulting anion can be quenched with 1,4-cyclohexanone mono-ethylene ketal (5-2) to give the alcohol 5-3. Treatment of 5-3 with aqueous acid such as HCl in water converts the ketal to a ketone. Alkylation of the resulting ketone 5-4 by treatment with LDA followed by quenching with an alkyl halide such as R⁸I affords the cyclohexanone derivatives of formula 5-5. Substituents on the heterocycle can be present prior to lithiation or the heterocycle can be derivatized in later steps according to routine methods, such as additional lithiation reactions, to form compounds of the invention.

Scheme 5



Compounds of the invention can be assembled as shown in Scheme 6. Reductive amination of a ketone of formula 5-5 with an amine of formula 4-3 using a reducing agent such as sodium triacetoxyborohydride produces compounds of formula 6-1. The linking amine of 6-1 can be optionally alkylated, acylated, protected, and the like according to routine methods to form derivatives of formula 6-2.

Scheme 6



Methods

In some embodiments, compounds of the invention can modulate activity of one or more chemokine receptors. The term "modulate" is meant to refer to an ability to increase or decrease activity of a receptor. Accordingly, compounds of the invention can be used in methods of modulating a chemokine receptor by contacting the receptor with any one or more

of the compounds or compositions described herein. In some embodiments, compounds of the present invention can act as inhibitors of chemokine receptors. In further embodiments, the compounds of the invention can be used to modulate activity of a chemokine receptor in an individual in need of modulation of the receptor by administering a modulating amount of
5 a compound of Formula I.

Chemokine receptors to which the present compounds bind and/or modulate include any chemokine receptor. In some embodiments, the chemokine receptor belongs to the CC family of chemokine receptors including, for example, CCR1, CCR2, CCR3, CCR4, CCR5, CCR6, CCR7, CCR8 and CCR10. In some embodiments, the chemokine receptor is CCR2.

10 The compounds of the invention can be selective. By "selective" is meant that a compound binds to or inhibits a chemokine receptor with greater affinity or potency, respectively, compared to at least one other chemokine receptor.

Compounds of the invention can be selective inhibitors or binders of CCR2, meaning that the compounds of the invention can bind to or inhibit CCR2 with greater affinity or potency, respectively, than for another chemokine receptor such as at least one of CCR1,
15 CCR3, CCR4, CCR5, CCR6, CCR7, CCR8 and CCR10. In some embodiments, the compounds of the invention have binding or inhibition selectivity for CCR2 over CCR5. In some embodiments, the compounds of the invention have binding or inhibition selectivity for CCR2 over CCR1. In some embodiments, the compounds of the invention have binding or
20 inhibition selectivity for CCR2 over any other CCR. Selectivity can be at least about 10-fold, at least about 20-fold, at least about 50-fold, at least about 100-fold, at least about 200-fold, at least about 500-fold or at least about 1000-fold. Binding affinity and inhibitor potency can be measured according to routine methods in the art, such as according to the assays provided herein.

25 The present invention further provides methods of treating a chemokine receptor-associated disease or disorder in an individual (e.g., patient) by administering to the individual in need of such treatment a therapeutically effective amount or dose of a compound of the present invention or a pharmaceutical composition thereof. A chemokine receptor-associated disease can include any disease, disorder or condition that is directly or
30 indirectly linked to expression or activity of the chemokine or chemokine receptor. A chemokine or chemokine receptor-associated disease can also include any disease, disorder or condition that can be prevented, ameliorated, or cured by modulating chemokine receptor activity.

Examples of chemokine or chemokine receptor-associated diseases, disorders and conditions include inflammation and inflammatory diseases, metabolic diseases, immune disorders and cancer. In some embodiments, the chemokine receptor-associated disease is a viral infection such as HIV infection. Examples of inflammatory diseases include diseases having an inflammatory component such as asthma, seasonal and perennial allergic rhinitis, sinusitis, conjunctivitis, age-related macular degeneration, food allergy, scombroid poisoning, psoriasis, urticaria, pruritus, eczema, inflammatory bowel disease, thrombotic disease, otitis media, liver cirrhosis, cardiac disease, Alzheimer's disease, sepsis, restenosis, atherosclerosis, type II diabetes, metabolic syndrome, multiple sclerosis, Crohn's disease, ulcerative colitis, hypersensitivity lung diseases, drug-induced pulmonary fibrosis, chronic obstructive pulmonary disease (COPD), rheumatoid arthritis, nephritis, ulcerative colitis, atopic dermatitis, stroke, acute nerve injury, sarcoidosis, hepatitis, endometriosis, neuropathic pain, hypersensitivity pneumonitis, eosinophilic pneumonias, delayed-type hypersensitivity, interstitial lung disease (ILD) (e.g., idiopathic pulmonary fibrosis, or ILD associated with rheumatoid arthritis, systemic lupus erythematosus, ankylosing spondylitis, systemic sclerosis, Sjogren's syndrome, polymyositis or dermatomyositis) and the like. Examples of immune disorders include rheumatoid arthritis, psoriatic arthritis, systemic lupus erythematosus, myasthenia gravis, juvenile onset diabetes; glomerulonephritis, autoimmune thyroiditis, organ transplant rejection including allograft rejection and graft-versus-host disease. Examples of cancers include cancers such as breast cancer, ovarian cancer, multiple myeloma and the like that are characterized by infiltration of macrophages (e.g., tumor associated macrophages, TAMs) into tumors or diseased tissues.

As used herein, the term "contacting" refers to the bringing together of indicated moieties in an *in vitro* system or an *in vivo* system. For example, "contacting" the chemokine receptor with a compound of the invention includes the administration of a compound of the present invention to an individual or patient, such as a human, having a chemokine receptor, as well as, for example, introducing a compound of the invention into a sample containing a cellular or purified preparation containing the chemokine receptor.

As used herein, the term "individual" or "patient," used interchangeably, refers to any animal, including mammals, preferably mice, rats, other rodents, rabbits, dogs, cats, swine, cattle, sheep, horses, or primates, and most preferably humans.

As used herein, the phrase "therapeutically effective amount" refers to the amount of active compound or pharmaceutical agent that elicits a biological or medicinal response that

is considered meaningful in a tissue, system, animal, individual or human by a researcher, veterinarian, medical doctor or other clinician, which includes one or more of the following:

(1) preventing the disease; for example, preventing a disease, condition or disorder in an individual who may be predisposed to the disease, condition or disorder but does not yet experience or display the pathology or symptomatology of the disease (non-limiting examples are preventing hypersensitivity lung diseases, drug-induced pulmonary fibrosis, chronic obstructive pulmonary disease (COPD), graft-versus-host disease and/or allograft rejection after transplantation, viral infection, insulin resistance, atherosclerosis, or preventing allergic reactions such as atopic dermatitis, delayed type hypersensitivity, or seasonal or perennial allergic rhinitis);

(2) inhibiting the disease and its progression; for example, inhibiting a disease, condition or disorder in an individual who is experiencing or displaying the pathology or symptomatology of the disease, condition or disorder (i.e., arresting further development of the pathology and/or symptomatology) such as inhibiting the inflammatory or autoimmune response in hypersensitivity lung diseases, drug-induced pulmonary fibrosis, chronic obstructive pulmonary disease (COPD), rheumatoid arthritis, lupus or psoriasis, or inhibiting progression of atherosclerotic plaques, Alzheimer's disease, macular degeneration or the progression of insulin resistance to a diabetic state, or inhibiting tumor growth or stabilizing viral load in the case of a viral infection; and

(3) ameliorating the disease; for example, ameliorating a disease, condition or disorder in an individual who is experiencing or displaying the pathology or symptomatology of the disease, condition or disorder (i.e., reversing the pathology and/or symptomatology) such as decreasing the autoimmune response in hypersensitivity lung diseases, drug-induced pulmonary fibrosis, chronic obstructive pulmonary disease (COPD), rheumatoid arthritis, lupus or psoriasis, or shrinking a tumor associated with cancer or lowering viral load in the case of a viral infection.

One or more additional pharmaceutical agents such as, for example, anti-viral agents, antibodies, anti-inflammatory agents, insulin secretagogues and sensitizers, serum lipid and lipid-carrier modulating agents, and/or immunosuppressants can be used in combination with the compounds of the present invention for treatment of chemokine receptor-associated diseases, disorders or conditions. The agents can be combined with the present compounds in a single or continuous dosage form, or the agents can be administered simultaneously or sequentially as separate dosage forms.

Suitable antiviral agents contemplated for use in combination with the compounds of the present invention can comprise nucleoside and nucleotide reverse transcriptase inhibitors (NRTIs), non-nucleoside reverse transcriptase inhibitors (NNRTIs), protease inhibitors, entry inhibitors, fusion inhibitors, maturation inhibitors, and other antiviral drugs.

5 Example suitable NRTIs include zidovudine (AZT); didanosine (ddI); zalcitabine (ddC); stavudine (d4T); lamivudine (3TC); abacavir (1592U89); adefovir dipivoxil [bis(POM)-PMEA]; lobucavir (BMS-180194); BCH-10652; emitricitabine [(-)-FTC]; beta-L-FD4 (also called beta-L-D4C and named beta-L-2', 3'-dicleoxy-5-fluoro-cytidene); DAPD, ((-)-beta-D-2,6,-diamino-purine dioxolane); and lodenosine (FddA).

10 Typical suitable NNRTIs include nevirapine (BI-RG-587); delaviradine (BHAP, U-90152); efavirenz (DMP-266); PNU-142721; AG-1549; MKC-442 (1-(ethoxy-methyl)-5-(1-methylethyl)-6-(phenylmethyl)-(2,4(1H,3H)-pyrimidin-2(1H)-one); and (+)-calanolide A (NSC-675451) and B.

15 Typical suitable protease inhibitors include saquinavir (Ro 31-8959); ritonavir (ABT-538); indinavir (MK-639); nelfinavir (AG-1343); amprenavir (141W94); lasinavir (BMS-234475); DMP-450; BMS-2322623; ABT-378; and AG-1549.

Other antiviral agents include hydroxyurea, ribavirin, IL-2, IL-12, pentafuside, enfuvirtide, C-34, the cyclotriazadisulfonamide CADA, PA-457 and Yissum Project No.11607.

20 In some embodiments, anti-inflammatory or analgesic agents contemplated for use in combination with the compounds of the present invention can comprise, for example, an opiate agonist, a lipoxigenase inhibitor such as an inhibitor of 5-lipoxygenase, a cyclooxygenase inhibitor such as a cyclooxygenase-2 inhibitor, an interleukin inhibitor such as an interleukin-1 inhibitor, a TNF inhibitor such as infliximab, etanercept, or adalimumab
25 an NNMA antagonist, an inhibitor of nitric oxide or an inhibitor of the synthesis of nitric oxide, a non-steroidal antiinflammatory agent, or a cytokine-suppressing antiinflammatory agent, for example, such as acetaminophen, aspirin, codeine, fentanyl, ibuprofen, indomethacin, ketodolac, morphine, naproxen, phenacetin, piroxicam, a steroidal analgesic, sufentanyl, sunlindac, tenidap, and the like. Similarly, the instant compounds can be
30 administered with a pain reliever; a potentiator such as caffeine, an H2-antagonist, simethicone, aluminum or magnesium hydroxide; a decongestant such as phenylephrine, phenylpropanolamine, pseudophedrine, oxymetazoline, ephinephrine, naphazoline, xylometazoline, propylhexedrine, or levo-desoxyephedrine; an antitussive such as codeine,

hydrocodone, caramiphen, carbetapentane, or dexamethorphan; a diuretic; and a sedating or non-sedating antihistamine.

In some embodiments, pharmaceutical agents contemplated for use in combination with the compounds of the present invention can comprise but are not limited to (a) VLA-4 antagonists such as those described in US 5,510,332, W095/15973, W096/01644, W096/06108, W096/20216, W096/229661, W096/31206, W096/4078, W097/030941, W097/022897 WO 98/426567 W098/53814, W098/53817, W098/538185, W098/54207, and W098/58902; (b) steroids such as beclornethasone, methylprednisolone, betamethasone, prednisone, dexamethasone, and hydrocortisone; (c) immunosuppressants such as cyclosporin, tacrolimus, rapamycin and other FK506 type immunosuppressants; (d) antihistamines (H1-histamine antagonists) such as brompheniramine, chlorpheniramine, dexchlorpheniramine, triprolidine, clemastine, diphenhydramine, diphenylpyraline, tripelemnamine, hydroxyzine, methdilazine, promethazine, trimetopazine, azatadine, cyproheptadine, antazoline, pheniramine, pyrilamine, astemizole, terfenadine, loratadine, cetirizine, fexofenadine, desecarboethoxyloratadine, and the like; (e) non-steroidal anti-asthmatics such as terbutaline, metaproterenol, fenoterol, isoethaline, albuterol, bitolterol, pirbuterol, theophylline, cromolyn sodium, atropine, ipratropium bromide, leukotriene antagonists (e.g., zafirlukast, montelukast, pranlukast, iralukast, pobilukast, SKB-106,203), leukotriene biosynthesis inhibitors (e.g., zileuton, BAY-1005); (f) nonsteroidal antiinflammatory agents (NSAIDs) such as propionic acid derivatives (e.g., alminoprofen, benoxaprofen, bucloxic acid, carprofen, fenbufen, fenoprofen, fluprofen, flurbiprofen, ibuprofen, indoprofen, ketoprofen, miroprofen, naproxen, oxaprozin, piroprofen, pranoprofen, suprofen, tiaprofenic acid, and tioxaprofen), acetic acid derivatives (e.g., indomethacin, acemetacin, alclofenac, clidanac, diclofenac, fenclofenac, fenclozic acid, fentiazac, furofenac, ibufenac, isoxepac, oxpinac, sulindac, tiopinac, tolmetin, zidometacin, and zomepirac), fenarnic acid derivatives (flufenarnic acid, meclofenamic acid, nafenamic acid, niflumic acid and tolfenarnic acid), biphenylcarboxylic acid derivatives (diflunisal and flufenisal), oxicams (isoxicam, piroxicam, sudoxicam and tenoxicam), salicylates (acetyl salicylic acid, sulfasalazine) and the pyrazolones (apazone, bezpiperylon, feprazone, mofebutazone, oxyphenbutazone, phenylbutazone); (g) cyclooxygenase-2 (COX-2) inhibitors; (h) inhibitors of phosphodiesterase type IV (PDE-IV); (i) other antagonists of the chemokine receptors, especially CXCR-4, CCR1, CCR2, CCR3 and CCR5; (j) cholesterol lowering agents such as HMG-CoA reductase inhibitors (lovastatin, simvastatin and pravastatin, fluvastatin, atorvastatin, and other statins), sequestrants (cholestyramine and colestipol), nicotinic acid,

fenofibric acid derivatives (gemfibrozil, clofibrat, fenofibrate and benzaifibrate), and probucol; (k) anti-inflammatory biologic agents such as anti-TNF therapies, anti-IL-1 receptor, CTLA-4Ig, anti-CD20, and anti-VLA4 antibodies; (l) anti-diabetic agents such as insulin, sulfonylureas, biguanides (metformin), U.-glucosidase inhibitors (acarbose) and orlistazones (troglitazone and pioglitazone); (m) preparations of interferon beta (interferon beta-1_o, interferon beta-1 P); (n) other compounds such as aminosalicic acids, antimetabolites such as azathioprine and 6-mercaptopurine, and cytotoxic cancer chemotherapeutic agents. The weight ratio of the compound of the present invention to the second active ingredient may be varied and will depend upon the effective dose of each ingredient.

For example, a CCR2 antagonist can be used in combination with an anti-inflammatory pharmaceutical agent in the treatment of inflammation, metabolic disease, autoimmune disease, cancer or viral infection to improve the treatment response as compared to the response to the therapeutic agent alone, without exacerbation of its toxic effects. Additive or synergistic effects are desirable outcomes of combining a CCR2 antagonist of the present invention with an additional agent.

Pharmaceutical Formulations and Dosage Forms

When employed as pharmaceuticals, the compounds of Formula I can be administered in the form of pharmaceutical compositions. These compositions can be prepared in a manner well known in the pharmaceutical art, and can be administered by a variety of routes depending upon whether local or systemic treatment is desired and upon the area to be treated. Administration can be topical (including ophthalmic and to mucous membranes including intranasal, vaginal and rectal delivery), pulmonary (e.g., by inhalation or insufflation of powders or aerosols, including by nebulizer; intratracheal, intranasal, epidermal and transdermal), oral or parenteral. Parenteral administration includes intravenous, intraarterial, subcutaneous, intraperitoneal intramuscular or injection or infusion; or intracranial, e.g., intrathecal or intraventricular, administration. Parenteral administration can be in the form of a single bolus dose, or can be, for example, by a continuous perfusion pump. Pharmaceutical compositions and formulations for topical administration can include transdermal patches, ointments, lotions, creams, gels, drops, suppositories, sprays, liquids and powders. Conventional pharmaceutical carriers, aqueous, powder or oily bases, thickeners and the like may be necessary or desirable. Coated condoms, gloves and the like may also be useful.

This invention also includes pharmaceutical compositions which contain, as the active ingredient, one or more of the compounds of Formula I above in combination with one or more pharmaceutically acceptable carriers. In making the compositions of the invention, the active ingredient is typically mixed with an excipient, diluted by an excipient or enclosed within such a carrier in the form of, for example, a capsule, sachet, paper, or other container. When the excipient serves as a diluent, it can be a solid, semi-solid, or liquid material, which acts as a vehicle, carrier or medium for the active ingredient. Thus, the compositions can be in the form of tablets, pills, powders, lozenges, sachets, cachets, elixirs, suspensions, emulsions, solutions, syrups, aerosols (as a solid or in a liquid medium), ointments containing, for example, up to 10% by weight of the active compound, soft and hard gelatin capsules, suppositories, sterile injectable solutions, and sterile packaged powders.

In preparing a formulation, the active compound can be milled to provide the appropriate particle size prior to combining with the other ingredients. If the active compound is substantially insoluble, it can be milled to a particle size of less than 200 mesh. If the active compound is substantially water soluble, the particle size can be adjusted by milling to provide a substantially uniform distribution in the formulation, e.g. about 40 mesh.

Some examples of suitable excipients include lactose, dextrose, sucrose, sorbitol, mannitol, starches, gum acacia, calcium phosphate, alginates, tragacanth, gelatin, calcium silicate, microcrystalline cellulose, polyvinylpyrrolidone, cellulose, water, syrup, and methyl cellulose. The formulations can additionally include: lubricating agents such as talc, magnesium stearate, and mineral oil; wetting agents; emulsifying and suspending agents; preserving agents such as methyl- and propylhydroxy-benzoates; sweetening agents; and flavoring agents. The compositions of the invention can be formulated so as to provide quick, sustained or delayed release of the active ingredient after administration to the patient by employing procedures known in the art.

The compositions can be formulated in a unit dosage form, each dosage containing from about 5 to about 1000 mg (1 g), more usually about 100 to about 500 mg, of the active ingredient. The term "unit dosage forms" refers to physically discrete units suitable as unitary dosages for human subjects and other mammals, each unit containing a predetermined quantity of active material calculated to produce the desired therapeutic effect, in association with a suitable pharmaceutical excipient.

In some embodiments, the compounds or compositions of the invention contain from about 5 to about 50 mg of the active ingredient. One having ordinary skill in the art will appreciate that this embodies compounds or compositions containing from about 5 to about

10, from about 10 to about 15, from about 15 to about 20, from about 20 to about 25, from about 25 to about 30, from about 30 to about 35, from about 35 to about 40, from about 40 to about 45, or from about 45 to about 50 mg of the active ingredient.

5 In some embodiments, the compounds or compositions of the invention contain from about 50 to about 500 mg of the active ingredient. One having ordinary skill in the art will appreciate that this embodies compounds or compositions containing from about 50 to about 75, from about 75 to about 100, from about 100 to about 125, from about 125 to about 150, from about 150 to about 175, from about 175 to about 200, from about 200 to about 225, from about 225 to about 250, from about 250 to about 275, from about 275 to about 300,
10 from about 300 to about 325, from about 325 to about 350, from about 350 to about 375, from about 375 to about 400, from about 400 to about 425, from about 425 to about 450, from about 450 to about 475, or from about 475 to about 500 mg of the active ingredient.

In some embodiments, the compounds or compositions of the invention contain from about 500 to about 1000 mg of the active ingredient. One having ordinary skill in the art will
15 appreciate that this embodies compounds or compositions containing from about 500 to about 550, from about 550 to about 600, from about 600 to about 650, from about 650 to about 700, from about 700 to about 750, from about 750 to about 800, from about 800 to about 850, from about 850 to about 900, from about 900 to about 950, or from about 950 to about 1000 mg of the active ingredient.

20 The active compound can be effective over a wide dosage range and is generally administered in a pharmaceutically effective amount. It will be understood, however, that the amount of the compound actually administered will usually be determined by a physician, according to the relevant circumstances, including the condition to be treated, the chosen route of administration, the actual compound administered, the age, weight, and response of
25 the individual patient, the severity of the patient's symptoms, and the like.

For preparing solid compositions such as tablets, the principal active ingredient is mixed with a pharmaceutical excipient to form a solid preformulation composition containing a homogeneous mixture of a compound of the present invention. When referring to these preformulation compositions as homogeneous, the active ingredient is typically dispersed
30 evenly throughout the composition so that the composition can be readily subdivided into equally effective unit dosage forms such as tablets, pills and capsules. This solid preformulation is then subdivided into unit dosage forms of the type described above containing from, for example, 0.1 to about 1000 mg of the active ingredient of the present invention.

The tablets or pills of the present invention can be coated or otherwise compounded to provide a dosage form affording the advantage of prolonged action. For example, the tablet or pill can comprise an inner dosage and an outer dosage component, the latter being in the form of an envelope over the former. The two components can be separated by an enteric layer which serves to resist disintegration in the stomach and permit the inner component to pass intact into the duodenum or to be delayed in release. A variety of materials can be used for such enteric layers or coatings, such materials including a number of polymeric acids and mixtures of polymeric acids with such materials as shellac, cetyl alcohol, and cellulose acetate.

The liquid forms in which the compounds and compositions of the present invention can be incorporated for administration orally or by injection include aqueous solutions, suitably flavored syrups, aqueous or oil suspensions, and flavored emulsions with edible oils such as cottonseed oil, sesame oil, coconut oil, or peanut oil, as well as elixirs and similar pharmaceutical vehicles.

Compositions for inhalation or insufflation include solutions and suspensions in pharmaceutically acceptable, aqueous or organic solvents, or mixtures thereof, and powders. The liquid or solid compositions may contain suitable pharmaceutically acceptable excipients as described supra. In some embodiments, the compositions are administered by the oral or nasal respiratory route for local or systemic effect. Compositions can be nebulized by use of inert gases. Nebulized solutions may be breathed directly from the nebulizing device or the nebulizing device can be attached to a face mask tent, or intermittent positive pressure breathing machine. Solution, suspension, or powder compositions can be administered orally or nasally from devices which deliver the formulation in an appropriate manner.

The amount of compound or composition administered to a patient will vary depending upon what is being administered, the purpose of the administration, such as prophylaxis or therapy, the state of the patient, the manner of administration, and the like. In therapeutic applications, compositions can be administered to a patient already suffering from a disease in an amount sufficient to cure or at least partially arrest the symptoms of the disease and its complications. Effective doses will depend on the disease condition being treated as well as by the judgment of the attending clinician depending upon factors such as the severity of the disease, the age, weight and general condition of the patient, and the like.

The compositions administered to a patient can be in the form of pharmaceutical compositions described above. These compositions can be sterilized by conventional sterilization techniques, or may be sterile filtered. Aqueous solutions can be packaged for use

as is, or lyophilized, the lyophilized preparation being combined with a sterile aqueous carrier prior to administration. The pH of the compound preparations typically will be between 3 and 11, more preferably from 5 to 9 and most preferably from 7 to 8. It will be understood that use of certain of the foregoing excipients, carriers, or stabilizers will result in the formation of pharmaceutical salts.

The therapeutic dosage of the compounds of the present invention can vary according to, for example, the particular use for which the treatment is made, the manner of administration of the compound, the health and condition of the patient, and the judgment of the prescribing physician. The proportion or concentration of a compound of the invention in a pharmaceutical composition can vary depending upon a number of factors including dosage, chemical characteristics (e.g., hydrophobicity), and the route of administration. For example, the compounds of the invention can be provided in an aqueous physiological buffer solution containing about 0.1 to about 10% w/v of the compound for parenteral administration. Some typical dose ranges are from about 1 µg/kg to about 1 g/kg of body weight per day. In some embodiments, the dose range is from about 0.01 mg/kg to about 100 mg/kg of body weight per day. The dosage is likely to depend on such variables as the type and extent of progression of the disease or disorder, the overall health status of the particular patient, the relative biological efficacy of the compound selected, formulation of the excipient, and its route of administration. Effective doses can be extrapolated from dose-response curves derived from *in vitro* or animal model test systems.

The compounds of the invention can also be formulated in combination with one or more additional active ingredients which can include any pharmaceutical agent such as antibodies, immune suppressants, anti-inflammatory agents, chemotherapeutics, lipid lowering agents, HDL elevating agents, insulin secretagogues or sensitizers, drugs used for the treatment of rheumatoid arthritis and the like.

Rheumatoid Arthritis (RA) Treatment Regimen

Rheumatoid arthritis (RA) patients, treated aggressively with disease modifying agents (methotrexate, antimalarials, gold, penicillamine, sulfasalazine, dapsone, leflunamide, or biologicals), can achieve varying degrees of disease control, including complete remissions. These clinical responses are associated with improvement in standardized scores of disease activity, specifically the ACR criteria which includes: pain, function, number of tender joints, number of swollen joints, patient global assessment, physician global

assessment, laboratory measures of inflammation (CRP and ESR), and radiologic assessment of joint structural damage. Current disease-modifying drugs (DMARDs) require continued administration to maintain optimal benefit. Chronic dosing of these agents is associated with significant toxicity and host defense compromise. Additionally, patients often become
5 refractory to a particular therapy and require an alternative regimen. For these reasons, a novel, effective therapy which allows withdrawal of standard DMARDs would be a clinically important advance.

Patients with significant response to anti-TNF therapies (infliximab, etanercept, adalimumab), anti- IL-1 therapy (kinaret) or other disease modifying anti-rheumatic drugs
10 (DMARDs) including but not limited to methotrexate, cyclosporine, gold salts, antimalarials, penicillamine or leflunamide, who have achieved clinical remission of disease can be treated with a substance that inhibits expression and/or activity of CCR2 including, for example, nucleic acids (e.g., antisense or siRNA molecules), proteins (e.g., anti-CCR2 antibodies), small molecule inhibitors (e.g., the compounds disclosed herein and other chemokine
15 receptor inhibitors known in the art).

In some embodiments, the substance that inhibits expression and/or activity of CCR2 is a small molecule CCR2 inhibitor (or antagonist). The CCR2 antagonist can be dosed orally q.d. or b.i.d at a dose not to exceed about 500 mgs a day. The patients can be withdrawn from or have a decrease in the dosage of their current therapy and would be maintained on
20 treatment with the CCR2 antagonist. Treating patients with a combination of CCR2 antagonist and their current therapy can be carried out for, for example, about one to about two days, before discontinuing or dose reducing the DMARD and continuing on CCR2 antagonist.

Advantages of substituting traditional DMARDS with CCR2 antagonists are
25 numerous. Traditional DMARDs have serious cumulative dose-limiting side effects, the most common being damage to the liver, as well as immunosuppressive actions. CCR2 antagonism is expected to have an improved long-term safety profile and will not have similar immunosuppressive liabilities associated with traditional DMARDs. Additionally, the half-life of the biologicals is typically days or weeks, which is an issue when dealing with
30 adverse reactions. The half-life of an orally bioavailable CCR2 antagonist is expected to be on the order of hours so the risk of continued exposure to the drug after an adverse event is very minimal as compared to biological agents. Also, the current biologic agents (infliximab, etanercept, adalimumab, kinaret) are typically given either i.v. or s.c., requiring doctor's

administration or patient self-injection. This leads to the possibility of infusion reaction or injection site reactions. These are avoidable using an orally administered CCR2 antagonist.

Diabetes and Insulin Resistance Treatment Regimen

5 Type 2 diabetes is one of the leading causes of morbidity and mortality in western societies. In the vast majority of patients, the disease is characterized by pancreatic beta-cell dysfunction accompanied by insulin resistance in the liver and in peripheral tissues. Based on the primary mechanisms that are associated with disease, two general classes of oral therapies are available to treat type 2 diabetes: insulin secretagogues (sulfonylureas such as
10 glyburide) and insulin sensitizers (metformin and thiazolidinediones such as rosiglitazone). Combination therapy that addresses both mechanisms has been shown to manage the metabolic defects of this disease and in many instances can be shown to ameliorate the need for exogenous insulin administration. However, with time, insulin resistance often progresses, leading to the need for further insulin supplementation. In addition, a prediabetic
15 state, referred to as the metabolic syndrome, has been demonstrated to be characterized by impaired glucose tolerance, particularly in association with obesity. The majority of patients who develop type 2 diabetes begin by developing insulin resistance, with the hyperglycemia occurring when these patients can no longer sustain the degree of hyperinsulinemia necessary to prevent loss of glucose homeostasis. The onset of the insulin resistance component is
20 highly predictive of disease onset and is associated with an increase in the risk of developing type 2 diabetes, hypertension and coronary heart disease.

 One of the strongest correlates of impaired glucose tolerance and of the progression from an insulin resistant state to type 2 diabetes is the presence of central obesity. Most patients with type 2 diabetes are obese and obesity itself is associated with insulin resistance.
25 It is clear that central adiposity is a major risk factor for the development of insulin resistance leading to type 2 diabetes, suggesting that signals from visceral fat contribute to the development of insulin resistant and progression to disease. In addition to the secreted protein factors, obesity induces a cellular inflammatory response in which bone-marrow derived macrophages accumulate in adipose depots, becoming adipose tissue macrophages.
30 Adipose tissue macrophages accumulate in adipose tissue in proportion to measures of adiposity. Tissue infiltrating macrophages are a source of many of the inflammatory cytokines that have been demonstrated to induce insulin resistance in adipocytes.

 Adipose tissue produces MCP-1 in proportion to adiposity, suggesting that its activity by signaling through CCR2 also might play an important role in the accumulation of

macrophages in adipose tissue. It is unknown whether the MCP-1/CCR2 interaction is directly responsible for monocyte recruitment to adipose tissue, whether reduced recruitment of macrophages to adipose tissue in humans will directly lead to the reduced production of proinflammatory molecules and whether the proinflammatory molecule production is directly
5 linked to insulin resistance.

Patients who demonstrate insulin resistance, either prediabetic (normoglycemic) or diabetic (hyperglycemic), could be treated with a substance that inhibits the expression and/or activity of CCR2 including, for example, nucleic acids (e.g., antisense or siRNA molecules), proteins (e.g., anti-CCR2 antibodies), small molecule inhibitors (e.g., the compounds
10 disclosed herein and other chemokine receptor inhibitors known in the art). In some embodiments, the substance that inhibits expression and/or activity of CCR2 is a small molecule CCR2 inhibitor (or antagonist). The CCR2 antagonist can be dosed orally q.d. or b.i.d at a dose not to exceed about 500 mgs a day. The patients can be withdrawn from or have a decrease in the dosage of their current therapy and would be maintained on treatment
15 with the CCR2 antagonist. Alternately CCR2 antagonist treatment may be used to supplement their current therapy to enhance its effectiveness or to prevent progression to further insulin dependence.

Advantages of substituting or supplementing traditional agents with CCR2 antagonists are numerous. Such agents may be useful, for example, to preclude progression
20 from a prediabetic, insulin resistant state to a diabetic state. Such agents may reduce or replace the need for the use of insulin sensitizers, with their attendant toxicities. Such agents may also reduce the need for, or prolong the period until, exogenous insulin supplementation is required.

25 *Atherosclerosis Treatment Regimen*

Atherosclerosis is a condition characterized by the deposition of fatty substances in arterial walls. Plaque encompasses such deposits of fatty substances, cholesterol, cellular waste products, calcium and other substances that build up in the inner lining of an artery. Plaques can grow large enough to significantly reduce the blood's flow through an artery.
30 However, more significant damage occurs when the plaque becomes unstable and ruptures. Plaques that rupture cause blood clots to form that can block blood flow or break off and travel to other parts of the body. If the clot blocks a blood vessel that feeds the heart, it causes a heart attack. If it blocks a blood vessel that feeds the brain, it causes a stroke.

Atherosclerosis is a slow, complex disease that typically starts in childhood and often progresses as people grow older.

A high level of cholesterol in the blood is a major risk factor for coronary heart disease. Based on cholesterol as a primary composition of plaque, the advance of plaque formation has been managed by the reduction of circulating cholesterol or by elevation of cholesterol-carrying high density lipoproteins (HDL). Circulating cholesterol can be reduced, for example, by inhibiting its synthesis in the liver using or by reducing uptake from food. Such medicaments that act through these mechanism may include medicines that are used to lower high cholesterol levels: bile acid absorbers, lipoprotein synthesis inhibitors, cholesterol synthesis inhibitors and fibric acid derivatives. Circulating HDL can additionally be elevated by administration of, for example, probuchol or high doses of niacin. Therapy that addresses multiple mechanisms has been shown to slow disease progression and progression to plaque rupture.

Atherosclerosis is typically accompanied by a cellular inflammatory response in which bone-marrow derived macrophages accumulate in fatty streaks along the vessel wall, becoming foam cells. Foam cells are a source of many of the inflammatory cytokines that have been demonstrated to induce plaque progression and of the enzymes that can promote plaque destabilization. Atherosclerotic tissue also produces MCP-1, suggesting that its activity by signaling through CCR2 also might play an important role in the accumulation of macrophages as foam cells in plaques. CCR2^{-/-} mice have been demonstrated to have significantly reduced macrophages in fatty streaks generated as a result of high fat diet or genetic alteration in lipid metabolism.

Patients who demonstrate high circulating cholesterol, low HDL, or elevated circulating CRP or present with vessel wall plaque by imaging, or any other evidence of the presence of atherosclerosis could be treated with a substance that inhibits the expression and/or activity of CCR2 including, for example, nucleic acids (e.g., antisense or siRNA molecules), proteins (e.g., anti-CCR2 antibodies), small molecule inhibitors (e.g., the compounds disclosed herein and other chemokine receptor inhibitors known in the art). In some embodiments, the substance that inhibits expression and/or activity of CCR2 is a small molecule CCR2 inhibitor (or antagonist) such as a compound of the invention. The CCR2 antagonist can be dosed orally q.d. or b.i.d at a dose not to exceed about 500 mgs a day. The patients can be withdrawn from or have a decrease in the dosage of their current therapy and would be maintained on treatment with the CCR2 antagonist. Alternately CCR2 antagonist treatment may be used to supplement their current therapy to enhance its effectiveness in, for

example, preventing plaque progression, stabilizing plaque that has already formed or inducing plaque regression.

Advantages of substituting or supplementing traditional agents with CCR2 antagonists are numerous. Such agents may be useful, for example, to preclude progression of the plaque to a stage of instability with its associated risk of plaque rupture. Such agents may reduce or replace the need for the use of cholesterol modifying drugs or HDL elevating drugs, with their attendant toxicities including, but not limited to, flushing, liver damage and muscle damage such as myopathy. Such agents may also reduce the need for, or prolong the period until, surgery is required to open the vessel wall or until use of anticoagulants is required to limit damage due to potential plaque rupture.

Labeled Compounds and Assay Methods

Another aspect of the present invention relates to fluorescent dye, spin lable, heavy metal or radio-labeled compounds of Formula I that would be useful not only in imaging but also in assays, both *in vitro* and *in vivo*, for localizing and quantitating the chemokine receptor in tissue samples, including human, and for identifying chemokine receptor ligands by inhibition binding of a labeled compound. Accordingly, the present invention includes chemokine receptor assays that contain such labeled compounds.

The present invention further includes isotopically-labeled compounds of Formula I. An "isotopically" or "radio-labeled" compound is a compound of the invention where one or more atoms are replaced or substituted by an atom having an atomic mass or mass number different from the atomic mass or mass number typically found in nature (i.e., naturally occurring). Suitable radionuclides that may be incorporated in compounds of the present invention include but are not limited to ^2H (also written as D for deuterium), ^3H (also written as T for tritium), ^{11}C , ^{13}C , ^{14}C , ^{13}N , ^{15}N , ^{15}O , ^{17}O , ^{18}O , ^{18}F , ^{35}S , ^{36}Cl , ^{82}Br , ^{75}Br , ^{76}Br , ^{77}Br , ^{123}I , ^{124}I , ^{125}I and ^{131}I . The radionuclide that is incorporated in the instant radio-labeled compounds will depend on the specific application of that radio-labeled compound. For example, for *in vitro* chemokine receptor labeling and competition assays, compounds that incorporate ^3H , ^{14}C , ^{82}Br , ^{125}I , ^{131}I , ^{35}S or will generally be most useful. For radio-imaging applications ^{11}C , ^{18}F , ^{125}I , ^{123}I , ^{124}I , ^{131}I , ^{75}Br , ^{76}Br or ^{77}Br will generally be most useful.

It is understood that a "radio-labeled" or "labeled compound" is a compound that has incorporated at least one radionuclide. In some embodiments the radionuclide is selected from the group consisting of ^3H , ^{14}C , ^{125}I , ^{35}S and ^{82}Br .

Synthetic methods for incorporating radio-isotopes into organic compounds are applicable to compounds of the invention and are well known in the art.

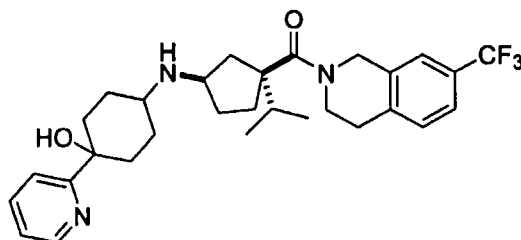
A radio-labeled compound of the invention can be used in a screening assay to identify/evaluate compounds. In general terms, a newly synthesized or identified compound (i.e., test compound) can be evaluated for its ability to reduce binding of the radio-labeled compound of the invention to the chemokine receptor. Accordingly, the ability of a test compound to compete with the radio-labeled compound for binding to the chemokine receptor directly correlates to its binding affinity.

10 Kits

The present invention also includes pharmaceutical kits useful, for example, in the treatment or prevention of chemokine-associated diseases which include one or more containers containing a pharmaceutical composition comprising a therapeutically effective amount of a compound of Formula I. Such kits can further include, if desired, one or more of various conventional pharmaceutical kit components, such as, for example, containers with one or more pharmaceutically acceptable carriers, additional containers, etc., as will be readily apparent to those skilled in the art. Instructions, either as inserts or as labels, indicating quantities of the components to be administered, guidelines for administration, and/or guidelines for mixing the components, can also be included in the kit.

The invention will be described in greater detail by way of specific examples. The following examples are offered for illustrative purposes, and are not intended to limit the invention in any manner. Those of skill in the art will readily recognize a variety of noncritical parameters which can be changed or modified to yield essentially the same results.

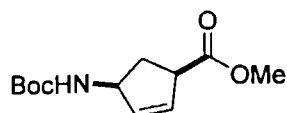
25 EXAMPLES



Example 1

4-[[[(1R,3S)-3-isopropyl-3-[[7-(trifluoromethyl)-3,4-dihydroisoquinolin-2(1H)-yl]carbonyl]cyclopentyl]amino]-1-pyridin-2-yl]cyclohexanol

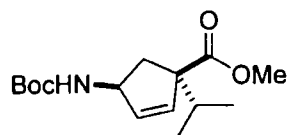
Step A-1



Methyl (1R,4S)-4-[(tert-Butoxycarbonyl)amino]cyclopent-2-ene-1-carboxylate

To a solution of (1R,4S)-4-[(tert-butoxycarbonyl)amino]cyclopent-2-ene-1-carboxylic acid (10.0 g, 44 mmol) in DMF (25 mL) was added potassium carbonate (6.33 g, 45.8 mmol) followed by methyl iodide (4.0 mL, 64 mmol). After being stirred at room temperature overnight, the reaction mixture was diluted with EtOAc. The solution was washed with water four times and brine one time, dried (MgSO₄) and concentrated. The residue was dried under high vacuum overnight to provide the title compound (11 g, 99%). MS calculated for C₁₂H₁₉NO₄: (M+H)⁺ 242; found 142.1 (M-Boc+H)⁺. ¹H NMR (CDCl₃) δ 5.86 (m, 2H), 4.90 (m, 1H), 4.80 (m, 1H), 3.72 (s, 3H), 3.50 (m, 1H), 2.51 (m, 1H), 1.86 (m, 1H), 1.42 (s, 9H).

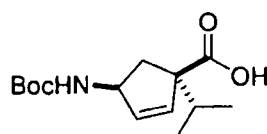
Step A-2



Methyl (1S,4S)-4-[(tert-Butoxycarbonyl)amino]-1-isopropylcyclopent-2-ene-1-carboxylate

To a 1.00 M solution of lithium hexamethyldisilazide in THF (202 mL) at -78 °C was added a solution of methyl (1R,4S)-4-[(tert-butoxycarbonyl)amino]cyclopent-2-ene-1-carboxylate (22.10 g, 91.59 mmol) in THF (36.2 mL) over 10 min. The solution was stirred at -78 °C for 30 min before isopropyl iodide (10.0 mL, 100 mmol) was added in one portion. The mixture was then moved to a freezer reading at -24 °C and kept overnight. The reaction was quenched with aqueous ammonium chloride and the resulting solution was extracted with ether three times. The ether layers were dried over sodium sulfate and evaporated *in vacuo*. The residue was purified by flash chromatography on silica eluting with 10% ethyl acetate/hexane to give the title compound (20.2 g). MS calculated for C₁₅H₂₅NO₄: (M+H)⁺ 284; found 184.2 (M-Boc+H)⁺.

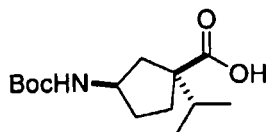
Step A-3



(1S,4S)-4-[(tert-Butoxycarbonyl)amino]-1-isopropylcyclopent-2-ene-1-carboxylic Acid

To a solution of methyl (1*S*,4*S*)-4-[(*tert*-butoxycarbonyl)amino]-1-isopropylcyclopent-2-ene-1-carboxylate (18.42 g, 65 mmol) in THF (500 mL), methanol (500 mL) and water (100 mL) was added lithium hydroxide monohydrate (5.00 g, 119 mmol). The mixture was heated to reflux overnight. After 18 hours, TLC indicated a very trace amount of starting material. The organic solvents were removed *in vacuo* and the aqueous layer was extracted with ether (200 mL) to remove the unreacted starting material. The aqueous layer was acidified with concentrated HCl to pH=4 while being cooled in an ice bath. The resulting solution was extracted with methylene chloride three times. The extracts were dried over MgSO₄ and concentrated to give a solid (17 g). The solid was dissolved in hot ethyl acetate (22 mL) and hexanes (550 mL) were added to the solution. The solution was slowly cooled down to room temperature before putting into a freezer reading at -22 to -24 °C. After two days, the crystals were removed off and the liquid was evaporated *in vacuo* to give the desired product as a white foamy solid (9.78 g, 56%). MS calculated for C₁₄H₂₃NO₄: (M+H)⁺ 270; found 170.1 (M-Boc+H)⁺.

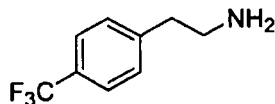
Step A-4



(1*S*,3*R*)-3-[(*tert*-Butoxycarbonyl)amino]-1-isopropylcyclopentanecarboxylic Acid

To a solution of (1*S*,4*S*)-4-[(*tert*-butoxycarbonyl)amino]-1-isopropylcyclopent-2-ene-1-carboxylic acid (9.78 g, 36.3 mmol) in ethanol (250 mL) was added 10% palladium on carbon (550 mg). The mixture was shaken under hydrogen at 55 psi overnight and filtered through celite. The filtrate was evaporated *in vacuo* to afford the title compound (9.45 g, 96%). MS calculated for C₁₄H₂₅NO₄: (M+H)⁺ 272; found 172.1 (M-Boc+H)⁺.

Step B-1

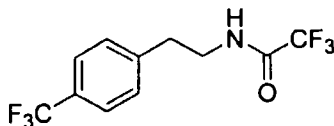


2-[4-(Trifluoromethyl)phenyl]ethanamine

[4-(Trifluoromethyl)phenyl]acetonitrile (10.0 g, 54 mmol) was dissolved in a 2.00 M solution of ammonia in methanol (100 mL) in a Parr flask. To it was added Raney Nickel (approx. 1g). The mixture was shaken under hydrogen (50 psi) for 20 h and filtered through celite which was then washed with methylene chloride several times. The filtrate was

concentrated to afford the title compound as a solid. MS calculated for $C_9H_{10}F_3N$: $(M+H)^+$ 190; found 173.1 $(M+H-NH_3)^+$.

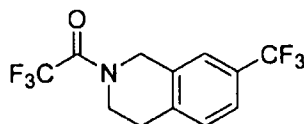
Step B-2



2,2,2-Trifluoro-N-{2-[4-(trifluoromethyl)phenyl]ethyl}acetamide

To a solution of 2-[4-(trifluoromethyl)phenyl]ethanamine (9.7 g, 44 mmol) and N,N-diisopropylethylamine (13 mL, 77 mmol) in methylene chloride (80 mL) cooled in an ice bath was slowly added trifluoroacetic anhydride (9.05 mL, 64 mmol) via a syringe. After being stirred in the ice bath for 10 min, the ice bath was removed and stirring continued for an additional 30 min. The reaction was quenched by addition of water and the resulting solution was extracted with methylene chloride twice. The combined extracts were washed with 1 N HCl and brine, dried ($MgSO_4$), filtered, and concentrated to give the crude product (14.2 g). Crystallization from EtOAc and hexanes provided the title compound (8.5 g, 68%) as white needles. MS calculated for $C_{11}H_9F_6NO$: $(M+H)^+$ 286; found 286.0.

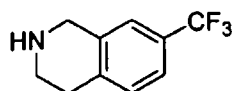
Step B-3



2-(Trifluoroacetyl)-7-(trifluoromethyl)-1,2,3,4-tetrahydroisoquinoline

2,2,2-Trifluoro-N-{2-[4-(trifluoromethyl)phenyl]ethyl}acetamide (4.00 g, 14 mmol) and paraformaldehyde (0.63 g) were combined in a flask and dissolved in acetic acid (11 mL). Sulfuric acid (11 mL) was added slowly. The mixture went from a cloudy solution to clear and an exothermic reaction was observed. After 40 min, the flask was lowered into an ice bath. The reaction was quenched with cold water and the resulting solution was extracted with EtOAc three times. The combined extracts were washed with water, saturated sodium bicarbonate and brine, dried ($MgSO_4$), filtered, and concentrated to afford a yellow oil (4.1 g, 83%). MS calculated for $C_{12}H_9F_6NO$: $(M+H)^+$ 298; found 298.0.

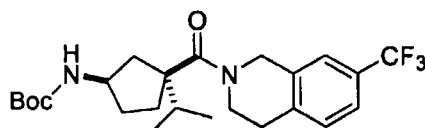
Step B-4



7-(Trifluoromethyl)-1,2,3,4-tetrahydroisoquinoline

2-(Trifluoroacetyl)-7-(trifluoromethyl)-1,2,3,4-tetrahydroisoquinoline (4.1 g, 12 mmol) was dissolved in ethanol (16.0 mL). Potassium carbonate (4.0 g, 29 mmol) and water (4 mL) were added and the mixture was refluxed for 2 h. After cooling, the solution was diluted with water and extracted with dichloromethane four times. The combined extracts were dried (MgSO₄), filtered, and concentrated. Purification by high pressure chromatography on silica gel eluting with a gradient of 100% A to 20% B (A = 1%NH₄OH/5%MeOH/EtOAc; B = 1%NH₄OH/MeOH) over 13 min provided the title compound (1.4 g, 59%). MS calculated for C₁₀H₁₀F₃N: (M+H)⁺ 202; found 202.0.

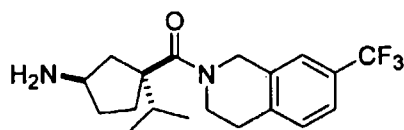
Step C-1



tert-Butyl ((1R,3S)-3-Isopropyl-3-{{7-(trifluoromethyl)-3,4-dihydroisoquinolin-2(1H)-yl}carbonyl}cyclopentyl)carbamate

To a solution of 7-(trifluoromethyl)-1,2,3,4-tetrahydroisoquinoline (1.7 g, 8.45 mmol) of Step B-4, (1S,3R)-3-[(tert-butoxycarbonyl)amino]-1-isopropylcyclopentanecarboxylic acid (2.75 g, 10.14 mmol) of Step A-4, 4-dimethylaminopyridine (0.70 g, 5.73 mmol), and N,N-diisopropylethylamine (7.0 mL, 40.2 mmol) in methylene chloride (30.0 mL) was added bromotris(pyrrolydino)phosphonium hexafluorophosphate (5.119 g, 10.98 mmol). After being stirred for 36 h at room temperature, the solution was concentrated *in vacuo*. The residue was purified by column chromatography on silica eluting with 20% ethyl acetate/hexanes to give 2.1 g (55%) of desired product. MS calculated for C₂₄H₃₃F₃N₂O₃: (M+H)⁺ 455; found 355 (M-Boc+H)⁺.

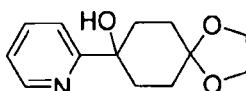
Step C-2



(1*R*,3*S*)-3-Isopropyl-3-[[7-(trifluoromethyl)-3,4-dihydroisoquinolin-2(1*H*)-yl]carbonyl]cyclopentanamine

tert-Butyl ((1*R*,3*S*)-3-isopropyl-3-[[7-(trifluoromethyl)-3,4-dihydroisoquinolin-2(1*H*)-yl]carbonyl]cyclopentyl)carbamate (0.80 g, 1.76 mmol) was dissolved in a 4 M solution of HCl in 1,4-dioxane (10 mL). After being stirred for 2 hours, the solution was evaporated *in vacuo* to give the desired product (0.64 g, 94%) as an HCl salt. MS calculated for C₁₉H₂₅F₃N₂O: (M+H)⁺ 355; found 355.2.

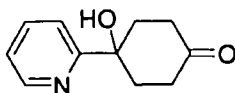
Step D-1



8-Pyridin-2-yl-1,4-dioxaspiro[4.5]decan-8-ol

To a solution of 2-bromopyridine (14 g, 88.6 mmol) in anhydrous ether (300 mL) cooled at -78 °C was slowly added a solution of 2.5 M *n*-butyl lithium (36 mL). After the addition, stirring was continued at -78 °C for 1 hour. To it was slowly added a solution of 1,4-cyclohexanedione mono-ethylene ketal (15 g, 96 mmol) in anhydrous ether (300 mL). When the addition was complete, the mixture was allowed to warm to 0 °C and stirring was continued for 1 hour. The reaction was quenched by addition of an aqueous solution (100 mL) of ammonium chloride (4.5 g). The organic phase was separated and the aqueous phase was extracted with methylene chloride 4 times. The combined organic phases were dried over MgSO₄ and concentrated. Crystallization from EtOAc provided 7 g of the desired product. The mother liquid was purified on silica gel eluting with 10% MeOH/EtOAc to give another 3 g of the desired product. MS calculated for C₁₃H₁₇NO₃: (M+H)⁺ 236; found 236.0.

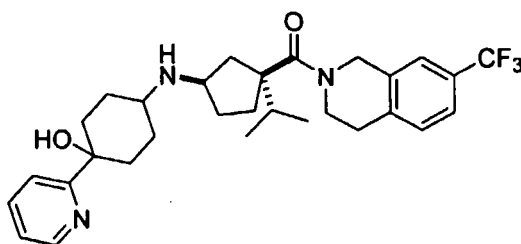
Step D-2



4-Hydroxy-4-(pyridin-2-yl)cyclohexanone

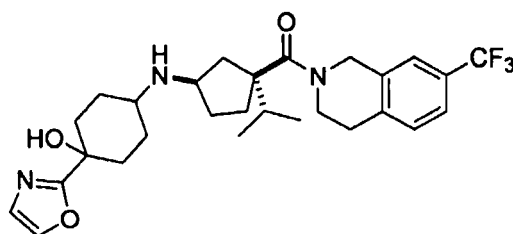
The above product was dissolved in THF (30 mL) and a 3 N solution of HCl in water (30 mL). The mixture was stirred at 50 °C for 3 hours. After cooling to room temperature, NaHCO₃ was added to the solution with stirring until no bubbling occurred. The organic phase was separated and the aqueous layer was extracted with EtOAc three times. The combined organic layers were dried over MgSO₄ and concentrated. The residue was triturated with EtOAc to give 5.5 g of the title compound. MS calculated for (M+H)⁺ 192; found 192.0.

Step D-3



4-(((1R,3S)-3-isopropyl-3-({[7-(trifluoromethyl)-3,4-dihydroisoquinolin-2(1H)-
5 yl]carbonyl}cyclopentyl)amino)-1-pyridin-2-yl)cyclohexanol

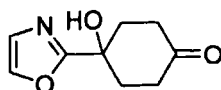
To a solution of 4-hydroxy-4-pyridin-2-yl-cyclohexanone (42.3 mg, 0.221 mmol) of
step D-2 and (1R,3S)-3-isopropyl-3-({[7-(trifluoromethyl)-3,4-dihydroisoquinolin-2(1H)-
yl]carbonyl}cyclopentanamine (103 mg, 0.221 mmol) of Step C-2 in CH₂Cl₂ (8 mL) was
added sodium triacetoxyborohydride (200 mg, 1.0 mmol). After being stirred at room
10 temperature overnight, the reaction was quenched with aqueous NaOH. The solution was
extracted with CH₂Cl₂. The organic layer was concentrated *in vacuo*. The residue was
purified via HPLC to provide two diastereomers. Isomer 1: LCMS calculated for
C₃₀H₃₈F₃N₃O₂: (M+H)⁺ 530; found 530.1. Isomer 2: MS found 530.1.



Example 2

4-(((1R,3S)-3-isopropyl-3-({[7-(trifluoromethyl)-3,4-dihydroisoquinolin-2(1H)-
yl]carbonyl}cyclopentyl)amino)-1-(1,3-oxazol-2-yl)cyclohexanol

Step A

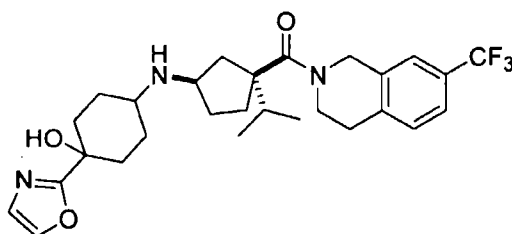


4-Hydroxy-4-(1,3-oxazol-2-yl)cyclohexanone

To a solution of 1,3-oxazole (2.0 mL, 30.41 mmol) in THF (20 mL) was added 1.0 M
solution of borane in THF (30.4 mL) at room temperature. The mixture was stirred for 1 hour
25 before being cooled down to -78 °C. To the above solution was added a 1.6 M solution of n-

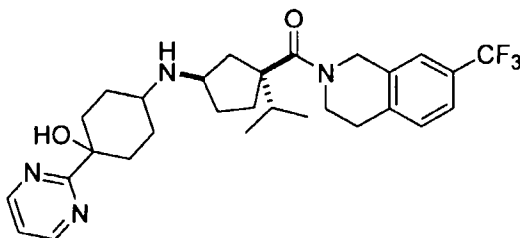
butyllithium in hexane (19 mL). After stirring at -78 °C for one hour, a solution of 1,4-dioxaspiro[4.5]decan-8-one (5.22 g, 33.45 mmol) in THF (10 mL) was added. After being stirred at -78 °C for 5 hours, the reaction was quenched by addition of a 3 M solution of HCl in water (40 mL). The resulting solution was stirred at room temperature overnight, neutralized with potassium carbonate and extracted with EtOAc three times. The combined extracts were dried over MgSO₄ and concentrated. Purification by flash chromatography on silica eluting with EtOAc afforded the desired product (3.9 g, 70%). LC-MS calculated for C₉H₁₁NO₃: (M+H)⁺ 182; found 182.0.

10 Step B



4-(((1R,3S)-3-isopropyl-3-([7-(trifluoromethyl)-3,4-dihydroisoquinolin-2(1H)-yl]carbonyl)cyclopentyl)amino)-1-(1,3-oxazol-2-yl)cyclohexanol

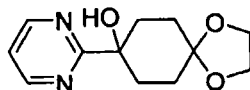
To a solution of (1R,3S)-3-isopropyl-3-([7-(trifluoromethyl)-3,4-dihydroisoquinolin-2(1H)-yl]carbonyl)cyclopentanamine (113.0 mg, 0.3188 mmol) of Step C-2 of Example 1 in THF (1 mL) was added 4-hydroxy-4-(1,3-oxazol-2-yl)cyclohexanone (80.3 mg, 0.443 mmol) followed by triethylamine (0.5 mL, 3.6 mmol) and finally sodium triacetoxyborohydride (135 mg, 0.638 mmol). After being stirred overnight, the reaction was quenched by addition of NaOH solution. The resulting solution was extracted with methylene chloride. The extract was dried over MgSO₄ and evaporated *in vacuo*. The residue was purified by flash chromatography eluting with EtOAc/1%NH₄OH to give two isomers. Isomer 1: 73 mg. MS calculated for C₂₈H₃₆F₃N₃O₃: (M+H)⁺ 520; found 520.1. Isomer 2: 56 mg. MS found 520.1.



25 Example 3

4-(((1R,3S)-3-Isopropyl-3-[[7-(trifluoromethyl)-3,4-dihydroisoquinolin-2(1H)-yl]carbonyl]cyclopentyl)amino]-1-pyrimidin-2-ylcyclohexanol

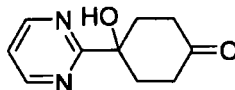
Step A



5 **8-Pyrimidin-2-yl-1,4-dioxaspiro[4.5]decan-8-ol**

To a solution of 2-bromopyrimidine (0.20 g, 1.258 mmol) in dry methylene chloride (3.0 mL) was dropwise added 1.6 M of *n*-butyllithium in hexane (0.86 mL) at -78 °C. The reaction mixture was stirred for 29 min at -78 °C and 1,4-dioxaspiro[4.5]decan-8-one (0.196 g, 1.26 mmol) in CH₂Cl₂ (3 mL) was added dropwise. The reaction was stirred at -78 °C for
 10 50 min and quenched with an aqueous solution of NH₄Cl. After being warmed to room temperature, the mixture was extracted with CH₂Cl₂ three times. The combined extracts were dried over MgSO₄, filtered and concentrated *in vacuo* to provide 0.50 g of crude product. Purification by column chromatography on silica gel eluting with 0 → 50% EtOAc in hexanes provided 0.159 g (54%) of desired product as a light brown-yellow solid. MS
 15 (M+H)⁺ 237.2.

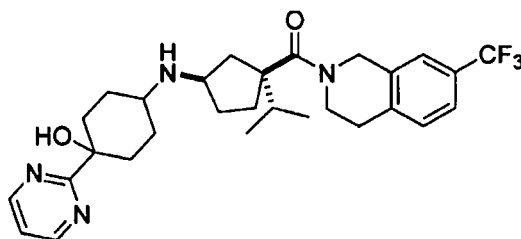
Step B



4-Hydroxy-4-pyrimidin-2-ylcyclohexanone

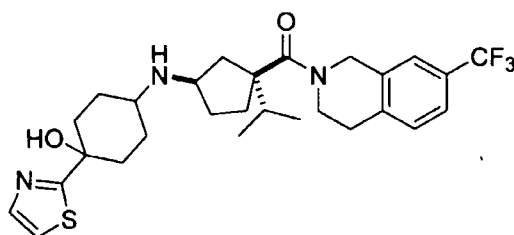
20 To the product from step A (190 mmol, 44 g) in THF (200 mL) was added aqueous HCl solution (300 mmol, 100 mL). The reaction was stirred over 2 days and extracted using diethyl ether. The aqueous layer was then neutralized using aqueous NaOH (50%) to obtain a pH of 11 and extracted using EtOAc (6 x 300 mL). The organic layers were combined and dried over MgSO₄ and concentrated *in vacuo*. The residue was purified via flash
 25 chromatography on silica to afford the desired ketone (18 g, 49%). MS (M+H)⁺ 193.1.

Step C



4-[[[(1*R*,3*S*)-3-Isopropyl-3-{[7-(trifluoromethyl)-3,4-dihydroisoquinolin-2(1*H*)-yl]carbonyl}cyclopentyl)amino]-1-pyrimidin-2-yl]cyclohexanol

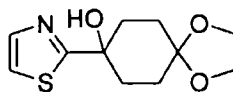
To a solution of 4-hydroxy-4-pyrimidin-2-yl-cyclohexanone (59.8 mg, 0.31 mmol) and (1*R*,3*S*)-3-isopropyl-3-{[7-(trifluoromethyl)-3,4-dihydroisoquinolin-2(1*H*)-yl]carbonyl}cyclopentanamine (110 mg, 0.31 mmol) of Step C-2 of Example 1 in CH₂Cl₂ (10 mL) was added sodium triacetoxyborohydride (131 mg, 0.62 mmol). After being stirred overnight, more sodium triacetoxyborohydride was added to bring the equivalents of the reducing agent to 5 equivalents. After stirring for another 5 hrs, the reaction was quenched with aqueous NaOH. The resulting solution was extracted with EtOAc three times. The combined extracts were dried over MgSO₄ and concentrated. Purification by flash chromatography followed by HPLC gave two isomers. Isomer 1 and isomer 2: MS calculated for C₂₉H₃₇F₃N₄O₂: (M+H)⁺ 531; found 531.1.



Example 4

4-[[[(1*R*,3*S*)-3-Isopropyl-3-{[7-(trifluoromethyl)-3,4-dihydroisoquinolin-2(1*H*)-yl]carbonyl}cyclopentyl)amino]-1-(1,3-thiazol-2-yl)cyclohexanol

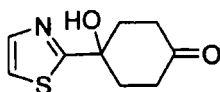
Step A



8-(1,3-Thiazol-2-yl)-1,4-dioxaspiro[4.5]decan-8-ol

A 1.6 M solution of *n*-butyllithium in hexanes (8.1 mL, 12.92 mmol) was added to a solution of thiazole (1.0 g, 11.75 mmol) in THF (10 mL) at -78 ° C with stirring under N₂. After being stirred at -78 ° C for 1 h, a solution of 1,4-cyclohexanedione mono-ethylene ketal (1.84 g, 11.75 mmol) in THF (10 mL) was added to the solution via syringe and stirring was continued for 3 h at -78 ° C. Water (5 mL) was added, and the reaction mixture was warmed to room temperature and extracted using EtOAc three times. The combined organic layers were dried (MgSO₄), filtered, concentrated *in vacuo* and chromatographed to yield 2.53 g (89%) of the desired compound. MS (M+H)⁺ = 242.2.

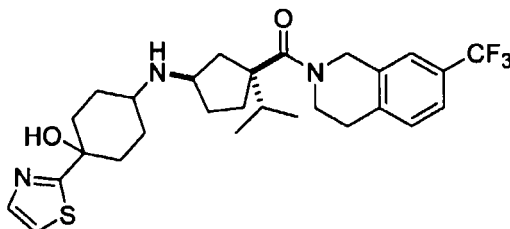
Step B



4-Hydroxy-4-(1,3-thiazol-2-yl)cyclohexanone

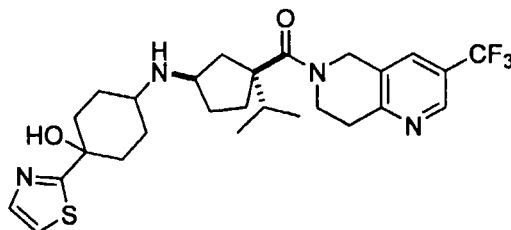
5 A solution of 8-(1,3-thiazol-2-yl)-1,4-dioxaspiro[4.5]decan-8-ol (1.0 g, 4.14 mmol) in 20 mL of THF/ 3 N HCl (1:1) was stirred for 1 h at 50 °C. After cooling to room temperature, the mixture was treated with Na₂CO₃ to pH 8 and extracted with EtOAc three times. The combined organic layers were washed with saturated NaCl solution, dried (MgSO₄), and concentrated to give 0.80 g (98%) of the title compound. MS (M+H)⁺ = 198.2.

Step C



4-(((1R, 3S)-3-isopropyl-3-([7-(trifluoromethyl)-3,4-dihydroisoquinolin-2(1H)-yl]carbonyl)cyclopentyl)amino)-1-(1,3-thiazol-2-yl)cyclohexanol

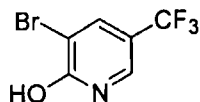
15 To a solution of (1R, 3S)-3-isopropyl-3-([7-(trifluoromethyl)-3,4-dihydroisoquinolin-2(1H)-yl]carbonyl)cyclopentanamine TFA salt (46.8 mg, 0.132 mmol) and 4-hydroxy-4-(1,3-thiazol-2-yl)cyclohexanone (30.4 mg, 0.154 mmol) in dichloromethane (10 mL) was added triethylamine (23.6 uL, 0.169 mmol) followed by sodium triacetoxyborohydride (56 mg, 0.26 mmol) at room temperature. After being stirred overnight, the mixture was diluted with
20 dichloromethane and neutralized with NaHCO₃. The organic layer was washed with brine, dried over Na₂SO₄ and concentrated. The residue was purified by flash chromatography on silica to give two isomers. Isomer 1 and isomer 2: LC-MS calculated for C₂₈H₃₆F₃N₃O₂ S: (M+H)⁺ 536; found 536.2.



25 Example 5

4-(((1R,3S)-3-Isopropyl-3-[[3-(trifluoromethyl)-7,8-dihydro-1,6-naphthyridin-6(5H)-yl]carbonyl]cyclopentyl)amino)-1-(1,3-thiazol-2-yl)cyclohexanol

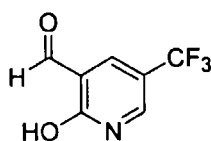
Step A-1



5 3-Bromo-5-(trifluoromethyl)pyridin-2-ol

To a solution of 5-(trifluoromethyl)pyridin-2-ol (10.52 g, 62 mmol) and sodium acetate (5.29 g, 64 mmol) in glacial acetic acid (38 mL) was added bromine (3.36 mL, 65 mmol) at room temperature. The white cloudy solution slowly turned into a clear brown solution, which was heated at 80 °C for 2.5 h. The mixture was allowed to cool to room temperature and then evaporated under reduced pressure. The residue was neutralized with saturated NaHCO₃ solution to pH = 8. The resulting solution was extracted with EtOAc three times. The combined extracts were dried over MgSO₄, filtered, and evaporated *in vacuo* to yield 15.1 g (99.8%) of the crude product (15.1 g, 98.8%) as a white solid. LC-MS calculated for C₆H₃BrF₃NO: (M+H)⁺ 241.9; found 241.9/243.9.

15 Step A-2

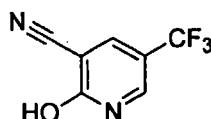


2-Hydroxy-5-(trifluoromethyl)nicotinaldehyde

3-Bromo-5-(trifluoromethyl)pyridin-2-ol (8.20 g, 31.2 mmol) was added in small portions to a suspension of sodium hydride (0.8575 g, 33.94 mmol) in anhydrous THF (76 mL) at room temperature. After complete addition, the reaction mixture was cooled to -78 °C and treated with a 1.7 M solution of *tert*-butyllithium in pentane (40.0 mL) which was added dropwise via a syringe over a period of 15 min. After stirring for 5 min, anhydrous DMF (8.16 mL, 105 mmol) was added slowly while maintaining the temperature below -50 °C. The reaction mixture was then stirred overnight allowing it to warm to room temperature. The resulting light brown mixture was quenched by addition of a saturated NH₄Cl solution. The pH of the solution was adjusted to 9-10 by addition of aqueous NaHCO₃. The resulting solution was extracted with EtOAc four times. The combined extracts were dried (MgSO₄), filtered and concentrated to provide a brown solid crude product (7.33 g, > 100% crude yield). MS calculated for C₇H₄F₃NO₂ (M+H)⁺ 192; found 192.1.

30

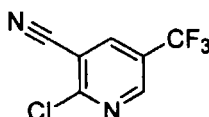
Step A-3



2-Hydroxy-5-(trifluoromethyl)nicotinonitrile

A mixture of 2-hydroxy-5-(trifluoromethyl)nicotinaldehyde (3.80 g, 17.9 mmol) (approx. 90% purity), sodium formate (1.46 g, 20.8 mmol), hydroxylamine hydrochloride (1.47 g, 20.8 mmol) in formic acid (36.6 mL) was stirred at room temperature for 2 h (cloudy brown solution) and then heated to reflux overnight (first clear brown solution, then cloudy again). After being cooled to room temperature, the reaction mixture was quenched with water and extracted with EtOAc three times. The combined organic layers were washed with water, dried over MgSO₄, filtered, and concentrated *in vacuo* to yield 3.03 grams (90%) of the desired crude product (approx. 75% purity) as a brown solid. MS calculated for C₇H₃F₃N₂O: (M+H)⁺ 189; found 189.0.

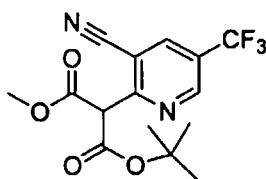
Step A-4



2-Chloro-5-(trifluoromethyl)nicotinonitrile

To a mixture of phosphoryl chloride (1.28 mL, 13.6 mmol) and quinoline (0.834 mL, 6.92 mmol) was added 2-hydroxy-5-(trifluoromethyl)nicotinonitrile (2.93 g, 11.7 mmol) (crude, 75% purity). The resulting mixture was heated to reflux for 4 h. After cooling to 100 °C, water (7.0 mL) was slowly added. The mixture was further cooled to room temperature and neutralized carefully with saturated NaHCO₃. The resulting solution was extracted with EtOAc three times and the organic layers were combined, dried over MgSO₄, filtered, and evaporated *in vacuo*. The crude product (2.35 g) was purified by flash chromatography (15:85 EtOAc/hexanes) to afford 1.81 g (75%) of the desired compound as a dark brown solid (>85% purity).

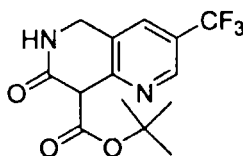
Step A-5



tert-Butyl Methyl [3-Cyano-5-(trifluoromethyl)pyridin-2-yl]malonate

To a suspension of sodium hydride (0.752 g, 29.8 mmol) in THF (18 mL) under nitrogen was added dropwise a solution of *tert*-butyl methyl malonate (3.18 mL, 17.9 mmol) in dry THF (15 mL) via syringe during a period of 15 min. The reaction mixture was stirred for 30 min before a solution of 2-chloro-5-(trifluoromethyl)nicotinonitrile (4.0 g, 14.5 mmol) in THF (30 mL) was added slowly. After being stirred at room temperature overnight, the reaction mixture was quenched with aqueous NH_4Cl . THF was removed *in vacuo* and the aqueous solution was extracted with EtOAc three times. The combined organic layers were dried over MgSO_4 , filtered, and evaporated *in vacuo*. The crude brown product (7.1 g) was purified by flash chromatography (10:90 EtOAc/hexanes) to afford 4.20 g (84%) of desired product as a yellow oil. LC-MS calculated for $\text{C}_{15}\text{H}_{15}\text{F}_3\text{N}_2\text{O}_4$: $(\text{M}+\text{H})^+$ 345; found 245.0 ($\text{M}-\text{CO}_2\text{tBu}+\text{H}+1$)⁺.

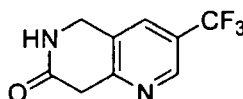
Step A-6



tert-Butyl 7-Oxo-3-(trifluoromethyl)-5,6,7,8-tetrahydro-1,6-naphthyridine-8-carboxylate

To a solution of *tert*-butyl methyl [3-cyano-5-(trifluoromethyl)pyridin-2-yl]malonate (4.02 g, 11.7 mmol) in ethanol (60 mL) was added a slurry of Raney Nickel (0.60 g, 10 mmol). The mixture was placed on a Parr apparatus and hydrogenated under hydrogen at 40 psi overnight. The suspension was filtered through celite and the filtrate was evaporated *in vacuo* to afford 3.68 g (99.6%) of the desired product as a yellow oil. LC-MS calculated for $\text{C}_{14}\text{H}_{15}\text{F}_3\text{N}_2\text{O}_3$: $(\text{M}+\text{H})^+$ 317; found 217.1 ($\text{M}-\text{CO}_2\text{tBu}+\text{H}+1$)⁺.

Step A-7

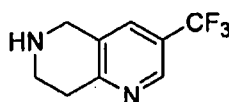


3-(Trifluoromethyl)-5,8-dihydro-1,6-naphthyridin-7(6H)-one

To a solution of *tert*-butyl 7-oxo-3-(trifluoromethyl)-5,6,7,8-tetrahydro-1,6-naphthyridine-8-carboxylate (3.60 g, 11.4 mmol) in methylene chloride (14 mL) was added trifluoroacetic Acid (6.75 mL) and the resulting mixture was stirred at room temperature for 0.5 h. The solution was evaporated under reduced pressure and the residue was dissolved in CH_2Cl_2 . The mixture was neutralized by the slow addition of a solution of saturated NaHCO_3

and the organic layer was removed. The aqueous layer was extracted with CH_2Cl_2 four times, and the combined organic layers were dried over MgSO_4 , filtered, and evaporated *in vacuo* to afford 2.45 g (100%) of desired product as a yellow solid. LC-MS calculated for $\text{C}_9\text{H}_7\text{F}_3\text{N}_2\text{O}$: $(\text{M}+\text{H})^+$ 217; found 217.0.

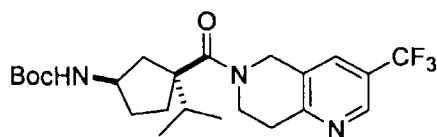
5

Step A-8*3-(Trifluoromethyl)-5,6,7,8-tetrahydro-1,6-naphthyridine*

To a yellow suspension of 3-(trifluoromethyl)-5,8-dihydro-1,6-naphthyridin-7(6H)-one (2.08 g, 9.62 mmol) in THF (14 mL) was added slowly a 1.0 M solution of borane in THF (48.5 mL) and the resulting clear yellow solution was stirred at room temperature under N_2 overnight. After overnight reaction, two peaks were detected. The major peak (>80%) was the borane complex, the minor peak was the desired product peak (<15%). In order to breakdown the borane complex, the cloudy reaction mixture was treated by dropwise addition of 6 M HCl (12 mL). Large amounts of bubbles and heat were generated. The resulting slightly cloudy yellow solution was stirred at room temperature overnight. After evaporation of solvents, the yellow crude product was dissolved in 25 mL of DMSO and slowly treated with TFA (4 mL) to get a yellow brown clear solution, which was purified by prep-HPLC to provide approx. 2.60 g (63%) of desired light yellow sticky product as di-TFA salt. LC-MS 203.0 $(\text{M}+\text{H})^+$.

To further purify the product, the TFA salt obtained above was neutralized by treatment with a NaOH solution. To the resulting free base (270 mg, 1.3 mmol) in dichloromethane (10 mL) was added di-*tert*-butyldicarbonate (580 mg, 2.7 mmol) followed by diisopropylethylamine (520 mg, 4.0 mmol). After being stirred overnight at room temperature, the solution was diluted with dichloromethane, washed by saturated NaHCO_3 , water and brine, dried over Na_2SO_4 , filtered, and concentrated. The residue was purified by flash chromatography on silica eluting with 50% ethyl acetate in hexanes to give the Boc-protected product. The product was treated with a 4 M solution of HCl in 1,4-dioxane (10 mL). After being stirred at room temperature for 2 hrs, the solution was evaporated *in vacuo*. The residue was treated with ether to give the desired product as a white solid (159 mg). MS calculated for $\text{C}_9\text{H}_9\text{F}_3\text{N}_2$: $(\text{M}+\text{H})^+$ 203; found 203.0.

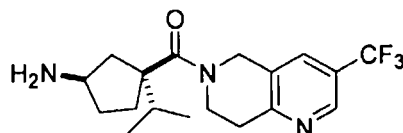
Step B-1



tert-Butyl ((1*R*, 3*S*)-3-isopropyl-3-([3-(trifluoromethyl)-7,8-dihydro-1,6-naphthyridin-6(5*H*)-yl]carbonyl)cyclopentyl)carbamate

- 5 To a solution of 3-(trifluoromethyl)-5,6,7,8-tetrahydro-1,6-naphthyridine dihydrochloride (159 mg, 0.574 mmol) of Step A-1, (1*S*, 3*R*)-3-[(*tert*-butoxycarbonyl)amino]-1-isopropylcyclopentanecarboxylic acid (0.21 g, 0.79 mmol) of Step A-4 in Example 1 in dichloromethane (10 mL) were added 4-dimethylaminopyridine (38 mg, 0.32 mmol) and diisopropylethylamine (180 mg, 1.4 mmol) followed by
- 10 bromotris(pyrrolydino)phosphonium hexafluorophosphate (270 mg, 0.57 mmol). After being stirred overnight at room temperature, the solution was diluted with dichloromethane, washed with saturated NaHCO₃, water and brine, dried over Na₂SO₄, filtered, and evaporated *in vacuo*. The residue was purified by flash chromatography on silica eluting with 30% ethyl acetate in hexanes to give 300 mg of desired product. MS calculated for C₂₃H₃₂F₃N₃O₃:
- 15 (M+H)⁺ 456; found 356.2 (M-Boc+H)⁺.

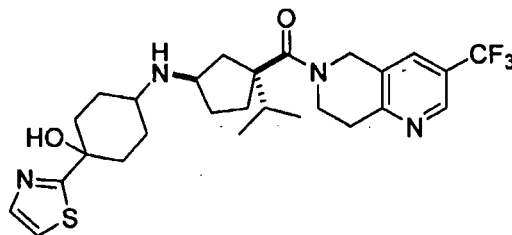
Step B-2



- 20 (1*R*, 3*S*)-3-isopropyl-3-([3-(trifluoromethyl)-7,8-dihydro-1,6-naphthyridin-6(5*H*)-yl]carbonyl)cyclopentanamine

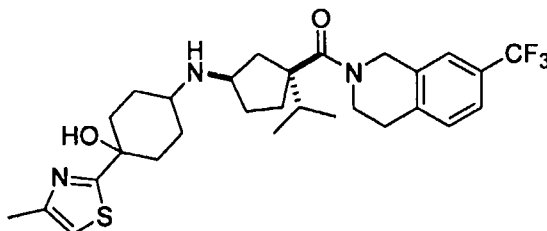
- tert*-Butyl ((1*R*, 3*S*)-3-isopropyl-3-([3-(trifluoromethyl)-7,8-dihydro-1,6-naphthyridin-6(5*H*)-yl]carbonyl)cyclopentyl)carbamate (300 mg, 0.6 mmol) was dissolved in a 4 M solution of HCl in 1,4-dioxane (20 mL). After being stirred at room temperature for 2 hrs, the solution was concentrated. The residue was treated with ether to give 250mg of
- 25 yellow solid. MS calculated for C₁₈H₂₄F₃N₃O: (M+H)⁺ 356; found 356.1.

Step C



4-(((1R,3S)-3-isopropyl-3-({[3-(trifluoromethyl)-7,8-dihydro-1,6-naphthyridin-6(5H)-yl]carbonyl}cyclopentyl)amino]-1-(1,3-thiazol-2-yl)cyclohexanol

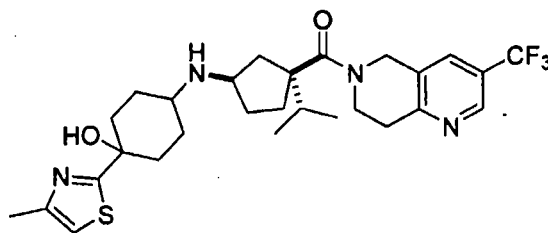
To a solution of (1R, 3S)-3-isopropyl-3-({[3-(trifluoromethyl)-7,8-dihydro-1,6-naphthyridin-6(5H)-yl]carbonyl}cyclopentyl)amine (41 mg, 0.12 mmol) of Step B-2, 4-hydroxy-4-(1,3-thiazol-2-yl)cyclohexanone (46 mg, 0.23 mmol) of Example 4, and triethylamine (0.064 mL, 0.46 mmol) in methylene chloride (10 mL) was added sodium triacetoxyborohydride (73 mg, 0.35 mmol) at room temperature. After being stirred at room temperature overnight, the mixture was diluted with methylene chloride and neutralized with NaHCO₃. The organic layer was washed with water and brine, dried over Na₂SO₄, filtered, and evaporated *in vacuo*. The residue was purified by flash chromatography on silica eluting with 0% to 5% triethylamine in ethyl acetate to provide two isomers (15 mg and 13 mg). MS calculated for C₂₇H₃₅F₃N₄O₂ S: (M+H)⁺ 537; found 537.2.



Example 6

4-(((1R, 3S)-3-isopropyl-3-({[7-(trifluoromethyl)-3,4-dihydroisoquinolin-2(1H)-yl]carbonyl}cyclopentyl)amino]-1-(4-methyl-1,3-thiazol-2-yl)cyclohexanol.

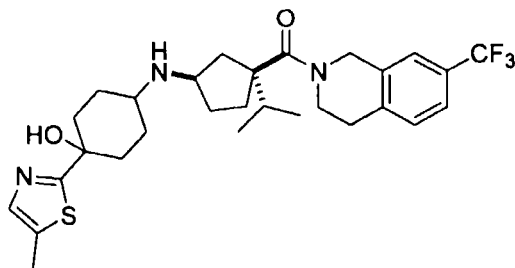
The title compound was prepared in a fashion similar to that described for Example 4 starting from 4-methyl-1,3-thiazole. MS calculated for C₂₉H₃₈F₃N₃O₂ S: (M+H)⁺ 550; found 550.2.



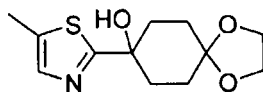
Example 7

4-(((1*R*, 3*S*)-3-Isopropyl-3-{{3-(trifluoromethyl)-7,8-dihydro-1,6-naphthyridin-6(5*H*)-yl}carbonyl}cyclopentyl)amino)-1-(4-methyl-1,3-thiazol-2-yl)cyclohexanol.

The title compound was prepared in a fashion analogous to that described for Example 5 starting from 4-methyl-1,3-thiazole. MS calculated for C₂₈H₃₇F₃N₄O₂ S: (M+H)⁺ 551; found 551.3.

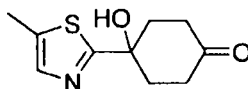
**Example 8**

4-(((1*R*, 3*S*)-3-Isopropyl-3-{{7-(trifluoromethyl)-3,4-dihydroisoquinolin-2(1*H*)-yl}carbonyl}cyclopentyl)amino)-1-(5-methyl-1,3-thiazol-2-yl)cyclohexanol

Step A

8-(5-Methyl-1,3-thiazol-2-yl)-1,4-dioxaspiro[4.5]decan-8-ol

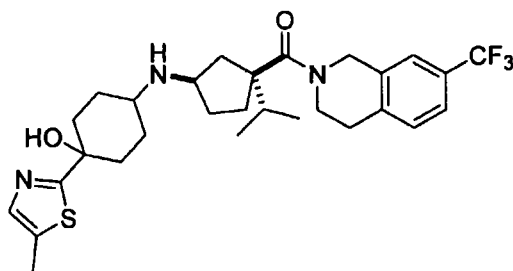
A 1.6 M solution of *n*-butyllithium in hexanes (5.70 mL, 9.12 mmol) was added to 8-(1,3-thiazol-2-yl)-1,4-dioxaspiro[4.5]decan-8-ol (1.00 g, 4.14 mmol) in THF (10 mL) at -78 °C with stirring under N₂. After being stirred at -78 °C for 1 h, methyl iodide (0.71 mL, 9.12 mmol) was added to the solution via syringe at -78 °C. The reaction mixture was allowed to warm to room temperature slowly and stirred overnight. Water and EtOAc were added. The aqueous layer was extracted with EtOAc three times. The combined organic layers were washed with saturated NaCl, dried (MgSO₄), concentrated and flash chromatographed using 20% EtOAc/hexanes to give 0.77 g (71%) of the title compound. MS (M+H)⁺ = 256.1.

Step B

4-Hydroxy-4-(5-methyl-1,3-thiazol-2-yl)cyclohexanone

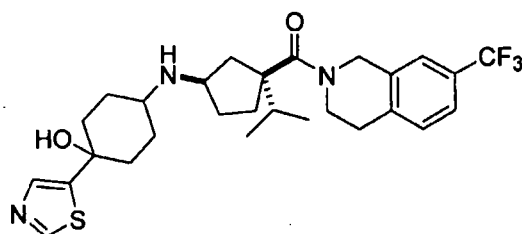
A solution of 8-(5-methyl-1,3-thiazol-2-yl)-1,4-dioxaspiro[4.5]decan-8-ol (1.0 g, 4.14 mmol) in 20 mL of THF/ 3 N HCl (1:1) was stirred for 1 h at 50 °C. After cooling to room temperature, the mixture was treated with Na₂CO₃ to pH 8 and extracted with EtOAc three times. The combined organic layers were washed with saturated NaCl solution, dried
 5 (MgSO₄), and concentrated to give 0.82 g (99%) of the desired product. MS (M+H)⁺ = 212.2.

Step C



10 4-(((1R, 3S)-3-isopropyl-3-([7-(trifluoromethyl)-3,4-dihydroisoquinolin-2(1H)-yl]carbonyl)cyclopentyl)amino)-1-(5-methyl-1,3-thiazol-2-yl)cyclohexanol

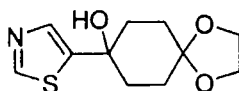
To a solution of (1R, 3S)-3-isopropyl-3-([7-(trifluoromethyl)-3,4-dihydroisoquinolin-2(1H)-yl]carbonyl)cyclopentanamine TFA salt (40 mg, 0.1 mmol) of Step C-2 from Example 1 and 4-hydroxy-4-(5-methyl-1,3-thiazol-2-yl)cyclohexanone (32.6 mg, 0.15 mmol) in
 15 dichloromethane (10 mL) was added triethylamine (31 µL, 0.22 mmol) followed by sodium triacetoxyborohydride (56 mg, 0.26 mmol) at room temperature. After being stirred overnight, the mixture was diluted with methylene chloride and neutralized with NaHCO₃. The organic layer was dried over Na₂SO₄ and concentrated. The residue was purified by flash chromatography on silica eluting with 5% MeOH/CH₂Cl₂ to give two isomers (13 mg and 10
 20 mg). LC-MS calculated for C₂₉H₃₈F₃N₃O₂ S: (M+H)⁺ 550; found 550.2.



Example 9

25 4-(((1R, 3S)-3-isopropyl-3-([7-(trifluoromethyl)-3,4-dihydroisoquinolin-2(1H)-yl]carbonyl)cyclopentyl)amino)-1-(1,3-thiazol-5-yl)cyclohexanol

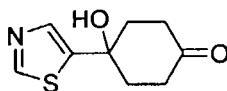
Step A



8-(1,3-Thiazol-5-yl)-1,4-dioxaspiro[4,5]decan-8-ol

- 5 A solution of 2-trimethylsilyl-thiazole (2.5 g, 15.89 mmol) in THF (20 mL) was added to a 1.6 M solution of n-butyllithium in hexanes (11.9 mL, 19.07 mmol) at -78 °C with stirring under N₂. After being stirred at -78 °C for 0.5 h, a solution of 1,4-cyclohexanedione mono-ethylene ketal (2.48 g, 15.89 mmol) in THF (20 mL) was added to the solution via syringe and stirring was continued for 1 h at -78 °C. Water (5 mL) and EtOAc were added,
- 10 and the reaction mixture was warmed to room temperature and extracted with EtOAc three times. The combined organic layers were dried (MgSO₄), filtered, and crystallized from EtOAc to yield 3.4 g (90%) of the desired product. MS (M+H)⁺ = 242.1.

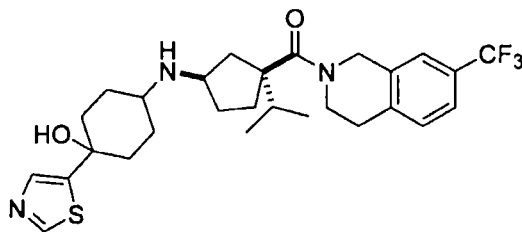
Step B



- 15 4-Hydroxy-4-(1,3-thiazol-5-yl)cyclohexanone

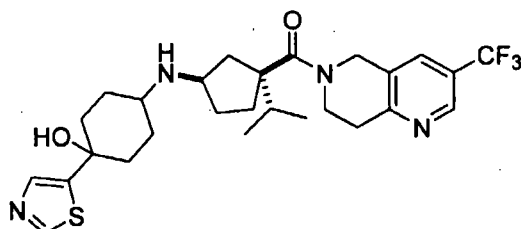
- To a solution of 8-(1,3-thiazol-5-yl)-1,4-dioxaspiro[4.5]decan-8-ol (0.95 g, 4.14 mmol) in THF (20 mL) was added an aqueous solution of 3 N HCl (10 mL). The mixture was stirred for 1 h at 50 °C. After cooling to room temperature, the solution was treated with
- 20 Na₂CO₃ to pH 8 and extracted with EtOAc three times. The combined organic layers were washed with saturated NaCl solution, dried (MgSO₄), and concentrated to give 0.78 g (98%) of the desired product. MS (M+H)⁺ = 198.2.

Step C



- 25 4-(((1R, 3S)-3-isopropyl-3-({7-(trifluoromethyl)-3,4-dihydroisoquinolin-2(1H)-yl}carbonyl)cyclopentyl)amino)-1-(1,3-thiazol-5-yl)cyclohexanol

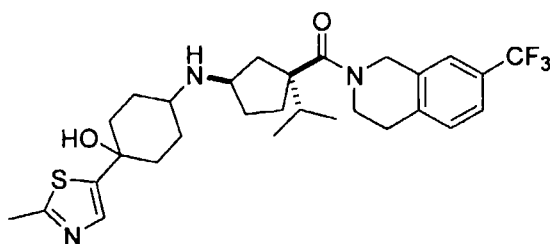
To a solution of (1*R*, 3*S*)-3-isopropyl-3-[[7-(trifluoromethyl)-3,4-dihydroisoquinolin-2(1*H*)-yl]carbonyl]cyclopentanamine TFA salt (30.0 mg, 0.0846 mmol) from Step C-2 of Example 1 and 4-hydroxy-4-(1,3-thiazol-5-yl)cyclohexanone (23.4 mg, 0.119 mmol) in dichloromethane (8 mL) was added triethylamine (0.0236 mL, 0.169 mmol) followed by sodium triacetoxyborohydride (42 mg, 0.20 mmol) at room temperature. After being stirred overnight, the mixture was diluted with dichloromethane and neutralized with saturated NaHCO₃. The organic layer was washed with brine, dried over Na₂SO₄ and concentrated. The residue was purified by flash chromatography on silica gel eluting with 5% MeOH/CH₂Cl₂ to give two isomers. LC-MS for both isomers: calculated for C₂₈H₃₆F₃N₃O₂ S (M+H)⁺ 536; found 536.2.



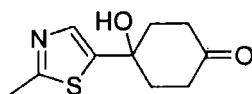
Example 10

4-[[[(1*R*,3*S*)-3-isopropyl-3-[[3-(trifluoromethyl)-7,8-dihydro-1,6-naphthyridin-6(5*H*)-yl]carbonyl]cyclopentyl]amino]-1-(1,3-thiazol-5-yl)cyclohexanol.

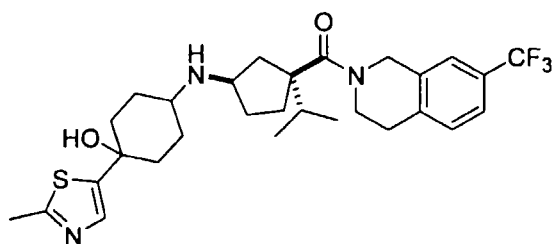
To a solution of (1*R*, 3*S*)-3-isopropyl-3-[[3-(trifluoromethyl)-7,8-dihydro-1,6-naphthyridin-6(5*H*)-yl]carbonyl]cyclopentanamine (41 mg, 0.12 mmol) of Step B-2 of Example 5, 4-hydroxy-4-(1,3-thiazol-5-yl)cyclohexanone (46 mg, 0.23 mmol) and triethylamine (0.064 mL, 0.46 mmol) in methylene chloride (10 mL) was added sodium triacetoxyborohydride (73 mg, 0.35 mmol) at room temperature. The mixture was stirred overnight, diluted with CH₂Cl₂ and neutralized with saturated NaHCO₃. The organic layer was washed with water and brine, dried over Na₂SO₄, filtered, and concentrated. The residue was purified by flash chromatography on silica gel eluting with 0% to 5% triethylamine in ethyl acetate to give two isomers. LC-MS for both isomers: calculated for C₂₇H₃₅F₃N₄O₂ S: (M+H)⁺ 537; found 537.1.

**Example 11**

4-(((1R, 3S)-3-Isopropyl-3-[[7-(trifluoromethyl)-3,4-dihydroisoquinolin-2(1H)-yl]carbonyl]cyclopentyl)amino]-1-(2-methyl-1,3-thiazol-5-yl)cyclohexanol

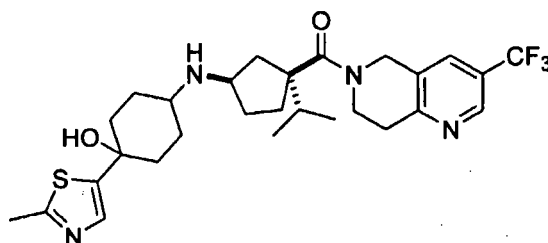
5 *Step A**4-Hydroxy-(2-methyl-1,3-thiazol-5-yl)cyclohexanone*

To a solution of 1,3-thiazole (1 g, 11.76 mmol) in THF (20 mL) at -78°C was added a 1.6 M solution of n-butyllithium (9 mL). After stirring at -78°C for 1 h, iodomethane (1.7 g, 11.76 mmol) was added. Stirring was continued at -78°C for 3 h before the addition of a 1.6 M solution of n-butyllithium (9 mL). After stirring at -78°C for another hour, 1,4-cyclohexanedione mono-ethylene ketal (1.8 g, 11.76 mmol) in THF (5 mL) was added. The reaction was stirred for another 3 hours and quenched by addition of EtOAc and brine. The organic phase was separated, washed with brine, dried over MgSO_4 and concentrated. Flash chromatography on silica gel eluting with 20% to 50% EtOAc/hexanes provided the ketal as an oil. The oil was dissolved in THF (5 mL) and 5% aqueous HCl (10 mL). After being stirred at room temperature overnight, the solution was neutralized with Na_2CO_3 and extracted with EtOAc three times. The extracts were dried over MgSO_4 and concentrated to give the desired product (0.8 g, 30%). MS calculated for $\text{C}_{10}\text{H}_{13}\text{NO}_2\text{S}$: $(\text{M}+\text{H})^+$ 212; found 212.0.

Step B

4-(((1R, 3S)-3-Isopropyl-3-[[7-(trifluoromethyl)-3,4-dihydroisoquinolin-2(1H)-yl]carbonyl]cyclopentyl)amino)-1-(2-methyl-1,3-thiazol-5-yl)cyclohexanol

To a solution of (1*R*, 3*S*)-3-isopropyl-3-[[7-(trifluoromethyl)-3,4-dihydroisoquinolin-2(1*H*)-yl]carbonyl]cyclopentanamine TFA salt (30.0 mg, 0.0846 mmol) from Step C-2 of Example 1 and 4-hydroxy-4-(2-methyl-1,3-thiazol-5-yl)cyclohexanone (25.1 mg, 0.119 mmol) in dichloromethane (8 mL) was added triethylamine (0.0236 mL, 0.169 mmol) followed by sodium triacetoxyborohydride (42 mg, 0.20 mmol) at room temperature. After being stirred overnight, the mixture was quenched by addition of saturated NaHCO₃. The resulting solution was extracted with CH₂Cl₂ three times. The combined extracts were washed with brine, dried over Na₂SO₄ and concentrated. The residue was purified by flash chromatography on silica gel eluting with 5% MeOH/CH₂Cl₂ to give two isomers (15 and 12 mg). LC-MS for both isomers: calculated for C₂₉H₃₈F₃N₃O₂ S (M+H)⁺ 550; found 550.2.



Example 12

4-[[[(1*R*, 3*S*)-3-Isopropyl-3-[[3-(trifluoromethyl)-7,8-dihydro-1,6-naphthyridin-6(5*H*)-yl]carbonyl]cyclopentyl]amino]-1-(2-methyl-1,3-thiazol-5-yl)cyclohexanol

To a solution of (1*R*, 3*S*)-3-isopropyl-3-[[3-(trifluoromethyl)-7,8-dihydro-1,6-naphthyridin-6(5*H*)-yl]carbonyl]cyclopentanamine (41 mg, 0.12 mmol) of Step B-2 of Example 5, 4-hydroxy-4-(2-methyl-1,3-thiazol-5-yl)cyclohexanone (49 mg, 0.23 mmol) and triethylamine (0.064 mL, 0.46 mmol) in methylene chloride (10 mL) was added sodium triacetoxyborohydride (73 mg, 0.35 mmol) at room temperature. The mixture was stirred at room temperature overnight and quenched by addition of saturated NaHCO₃. The resulting solution was extracted with CH₂Cl₂ three times. The combined extracts were washed with water and brine, dried over Na₂SO₄, filtered, and evaporated *in vacuo*. The residue was purified by flash chromatography on silica gel eluting with 0% to 5% triethylamine in ethyl acetate to give two isomers. LC-MS for both isomers: calculated for C₂₈H₃₇F₃N₄O₂ S (M+H)⁺ 551; found 551.3.

Example A

CCR2 *in vitro* assays

The capacity of the novel compounds of the invention to antagonize chemokine receptor (e.g., CCR2) function can be determined using a suitable screen (e.g., high throughput assay). For example, an agent can be tested in an extracellular acidification assay, calcium flux assay, ligand binding assay, phosphorylation assay, receptor internalization
5 assay or chemotaxis assay (see, for example, Hesselgesser et al., J Biol. Chem. 273(25):15687-15692 (1998); WO 00/05265 and WO 98/02151).

In a suitable assay, a CCR2 protein which can be isolated or recombinantly derived is used which has at least one property, activity or functional characteristic of a mammalian CCR2 protein. The specific property can be a binding property (to, for example, a ligand or
10 inhibitor), a signalling activity (e.g., activation of a mammalian G protein, induction of rapid and transient increase in the concentration of cytosolic free calcium $[Ca^{++}]_i$, induction of specific protein phosphorylation), cellular response function (e.g., stimulation of chemotaxis or inflammatory mediator release by leukocytes), and the like.

In an example binding assay, a composition containing a CCR2 protein or variant
15 thereof is maintained under conditions suitable for binding. The CCR2 receptor is contacted with a compound to be tested, and binding is detected or measured.

In an example cell-based assay, cells are used which are isolated from human peripheral blood and constitutively express the CCR2 protein. Alternately, a cell that is stably or transiently transfected with a vector or expression cassette having a nucleic acid sequence
20 which encodes the CCR2 receptor can be contemplated as the source of the CCR2 protein. The cells are maintained under conditions appropriate for expression of the receptor and are contacted with an agent under conditions appropriate for binding to occur. Binding can be detected using standard techniques. For example, the extent of binding can be determined relative to a suitable control. Also, a cellular fraction, such as a membrane fraction,
25 containing the receptor can be used in lieu of whole cells.

Detection of binding or complex formation in an assay can be detected directly or indirectly. For example, the agent can be labeled with a suitable label (e.g., fluorescent label, label, isotope label, enzyme label, and the like) and binding can be determined by detection
30 of the label. Specific and/or competitive binding can be assessed by competition or displacement studies, using unlabeled agent or a ligand as a competitor.

The CCR2 antagonist activity of compounds of the invention can be reported as the inhibitor concentration required for 50% inhibition (IC_{50} values) of specific binding in receptor binding assays using ^{125}I -labeled MCP-1, as ligand, and Peripheral Blood Mononuclear Cells (PBMCs) prepared from normal human whole blood via density gradient

centrifugation. Specific binding is preferably defined as the total binding (e.g., total cpm on filters) minus the non-specific binding. Non-specific binding is defined as the amount of cpm still detected in the presence of excess unlabeled competitor (e.g., MCP-1).

5 **Example B**

Binding Assay

Human PBMCs were used to test compounds of the invention in a binding assay. For example, 200,000 to 500,000 cells were incubated with 0.1 to 0.2 nM ¹²⁵I-labeled MCP-1, with or without unlabeled competitor (10 nM MCP-1) or various concentrations of
10 compounds to be tested. ¹²⁵I-labeled MCP-1, were prepared by suitable methods or purchased from commercial vendors (Perkin Elmer, Boston MA). The binding reactions were performed in 50 to 250 μ L of a binding buffer consisting of 1M HEPES pH 7.2, and 0.1% BSA (bovine serum albumin), for 30 min at room temperature. The binding reactions were terminated by
15 harvesting the membranes by rapid filtration through glass fiber filters (Perkin Elmer) which were presoaked in 0.3% polyethyleneimine or Phosphate Buffered Saline (PBS). The filters were rinsed with approximately 600 μ L of binding buffer containing 0.5 M NaCl or PBS, then dried, and the amount of bound radioactivity was determined by counting on a Gamma Counter (Perkin Elmer).

According to this binding assay protocol, the compounds of the present invention
20 have IC₅₀ values less than about 3000 nM.

Example C

Chemotaxis Assay

The capacity of compounds of the invention to antagonize CCR2 function was
25 determined in a leukocyte chemotaxis assay using human peripheral blood mononuclear cells, in a modified Boyden Chamber (Neuro Probe). 500,000 cells in serum free DMEM media (In Vitrogen) were incubated with or without the inhibitors and warmed to 37 °C. The chemotaxis chamber (Neuro Probe) was also prewarmed. 400 μ L of warmed 10 nM MCP-1 was added to the bottom chamber in all wells except the negative control which had DMEM
30 added. An 8 micron membrane filter (Neuro Probe) was placed on top and the chamber lid was closed. Cells were then added to the holes in the chamber lid which were associated with the chamber wells below the filter membrane. The whole chamber was incubated at 37 °C, 5% CO₂ for 30 minutes. The cells were then aspirated off, the chamber lid opened, and the

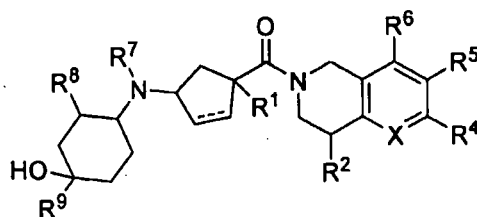
filter gently removed. The top of the filter was washed 3 times with PBS and the bottom was left untouched. The filter was air dried and stained with Wright Geimsa stain (Sigma). Filters were counted by microscopy. The negative control wells served as background and were subtracted from all values. Antagonist potency was determined by comparing the
5 number of cell that migrated to the bottom chamber in wells which contained antagonist, to the number of cells which migrated to the bottom chamber in MCP-1 control wells.

According to this chemotaxis assay, the compounds of the invention have IC_{50} values less than about 3000 nM.

10 Various modifications of the invention, in addition to those described herein, will be apparent to those skilled in the art from the foregoing description. Such modifications are also intended to fall within the scope of the appended claims. Each reference, including patents, patent applications, and publications, cited in the present application is incorporated herein by reference in its entirety.

What is claimed is:

1. A compound of Formula I:



I

or pharmaceutically acceptable salt or prodrug thereof, wherein:

a dashed line indicates an optional bond;

X is N, NO or CR³;

R¹ is C₁₋₆ alkyl, (C₀₋₆ alkyl)-O-(C₁₋₆ alkyl), (C₀₋₆ alkyl)-S-(C₁₋₆ alkyl), (C₀₋₆ alkyl)-(C₃₋₇ cycloalkyl)-(C₀₋₆ alkyl), OH, CO₂R¹⁰, heterocyclyl, CN, NR¹⁰R¹², NSO₂R¹⁰, NCOR¹⁰, NCO₂R¹⁰, NCOR¹⁰, CR¹¹CO₂R¹⁰, CR¹¹OCOR¹⁰, or phenyl;

R² is H, OH, halo, C₁₋₃ alkyl, NR¹⁰R¹², CO₂R¹⁰, CONR¹⁰R¹², NR¹⁰COR¹¹, OCONR¹⁰R¹², NR¹⁰CONR¹⁰R¹², heterocyclyl, CN, NR¹⁰-SO₂-NR¹⁰R¹², NR¹⁰-SO₂-R¹², SO₂-NR¹⁰R¹², or oxo; wherein said C₁₋₃ alkyl is optionally substituted with 1-6 substituents selected from F and OH;

R³ is H, OH, halo, C₁₋₆ alkyl, C₁₋₆ alkoxy, NR¹⁰R¹¹, NR¹⁰CO₂R¹¹, NR¹⁰CONR¹⁰R¹¹, NR¹⁰SO₂NR¹⁰R¹¹, NR¹⁰-SO₂-R¹¹, heterocyclyl, CN, CONR¹⁰R¹², CO₂R¹⁰, NO₂, SR¹⁰, SOR¹⁰, SO₂R¹⁰, or SO₂-NR¹⁰R¹¹;

R⁴ is H, C₁₋₆ alkyl, CF₃, OCF₃, Cl, F, Br or phenyl;

R⁵ is C₁₋₆ alkyl, C₁₋₆ alkoxy, CO-(C₁₋₆ alkyl), C₁₋₆ thioalkoxy, pyridyl, F, Cl, Br, C₄₋₆ cycloalkyl, C₄₋₆ cycloalkyloxy, phenyl, phenyloxy, C₃₋₆ cycloalkyl, C₃₋₆ cycloalkyloxy, heterocyclyl, CN, or CO₂R¹⁰; wherein said C₁₋₆ alkyl is optionally substituted with one or more OH or F; wherein said C₁₋₆ alkoxy, CO-(C₁₋₆ alkyl), or C₁₋₆ thioalkoxy are optionally substituted with one or more F; wherein said pyridyl, phenyl or phenyloxy is optionally substituted with one or more substituents selected from halo, CF₃, C₁₋₄ alkyl and CO₂R¹⁰; wherein said C₃₋₆ cycloalkyl or C₃₋₆ cycloalkyloxy is optionally substituted with one or more F;

R⁶ is H, CF₃, C₁₋₆ alkyl, F, Cl, or Br;

R⁷ is H or C₁₋₆ alkyl optionally substituted by 1-3 substituents selected from halo, OH, CO₂H, CO₂-(C₁₋₆ alkyl), or C₁₋₃ alkoxy;

R^8 is H, C_{1-6} alkyl, F, C_{1-3} alkoxy, C_{1-3} haloalkoxy, C_{3-6} cycloalkyl, C_{3-6} cycloalkyloxy, OH, CO_2R^{10} , $OCOR^{10}$; wherein said C_{1-6} alkyl is optionally substituted with one or more substituents selected from F, C_{1-3} alkoxy, OH or CO_2R^{10} ;

or R^7 and R^8 together form a bridging C_{2-4} alkylene or $-(C_{0-2} \text{ alkyl})-O-(C_{1-3} \text{ alkyl})$ -group to form a 5-7 membered ring;

R^9 is heterocyclyl optionally substituted with 1-4 substituents selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, halo, C_{1-4} haloalkyl, CN, NO_2 , OR^{13} , SR^{13} , $C(O)R^{14}$, $C(O)OR^{13}$, $C(O)NR^{15}R^{16}$, $NR^{15}R^{16}$, $NR^{15}CONHR^{16}$, $NR^{15}C(O)R^{14}$, $NR^{15}C(O)OR^{13}$, $S(O)R^{14}$, $S(O)_2R^{14}$, $S(O)NR^{15}R^{16}$ or $SO_2NR^{15}R^{16}$;

R^{10} is H, C_{1-6} alkyl, benzyl, phenyl, or C_{3-6} cycloalkyl, wherein said C_{1-6} alkyl, benzyl, phenyl, or C_{3-6} cycloalkyl is optionally substituted with 1-3 selected from halo, OH, C_{1-3} alkyl, C_{1-3} alkoxy, CO_2H , $CO_2-(C_{1-6} \text{ alkyl})$ and CF_3 ;

R^{11} is H, OH, C_{1-6} alkyl, C_{1-6} alkoxy, benzyl, phenyl, or C_{3-6} cycloalkyl, wherein said C_{1-6} alkyl, benzyl, phenyl, or C_{3-6} cycloalkyl is optionally substituted with 1-3 substituents selected from halo, OH, C_{1-3} alkyl, C_{1-3} alkoxy, CO_2H , $CO_2-(C_{1-6} \text{ alkyl})$ and CF_3 ;

R^{12} is H, C_{1-6} alkyl, benzyl, phenyl, or C_{3-6} cycloalkyl, wherein said C_{1-6} alkyl, benzyl, phenyl, or C_{3-6} cycloalkyl is optionally substituted with 1-3 substituents selected from halo, OH, C_{1-3} alkyl, C_{1-3} alkoxy, CO_2H , $CO_2-(C_{1-6} \text{ alkyl})$ and CF_3 ;

R^{13} and R^{14} are each, independently, H, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, aryl, cycloalkyl, arylalkyl, or cycloalkylalkyl;

R^{15} and R^{16} are each, independently H, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, aryl, cycloalkyl, arylalkyl, or cycloalkylalkyl;

or R^{15} and R^{16} together with the N atom to which they are attached form a 4-6 membered heterocyclyl group.

2. The compound of claim 1 wherein X is N or NO.
3. The compound of claim 1 wherein X is CR^3 .
4. The compound of claim 1 wherein R^1 is C_{1-6} alkyl.
5. The compound of claim 1 wherein R^1 is prop-2-yl.
6. The compound of claim 1 wherein R^2 is H, OH, halo, or C_{1-3} alkyl.

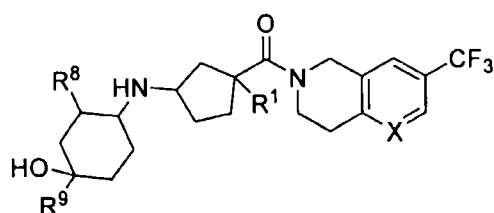
7. The compound of claim 1 wherein R^2 is H.
8. The compound of claim 1 wherein R^3 is H, OH, halo or C_{1-6} alkyl.
9. The compound of claim 1 wherein R^3 is H.
10. The compound of claim 1 wherein R^4 is H.
11. The compound of claim 1 wherein R^5 is C_{1-6} alkyl substituted with 1-4 F.
12. The compound of claim 1 wherein R^5 is CF_3 .
13. The compound of claim 1 wherein R^6 is H.
14. The compound of claim 1 wherein R^7 is H.
15. The compound of claim 1 wherein R^8 is H.
16. The compound of claim 1 wherein R^9 is heteroaryl optionally substituted with 1-4 substituents selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, halo, C_{1-4} haloalkyl, CN, NO_2 , OR^{13} , SR^{13} , $C(O)R^{14}$, $C(O)OR^{13}$, $C(O)NR^{15}R^{16}$, $NR^{15}R^{16}$, $NR^{15}CONHR^{16}$, $NR^{15}C(O)R^{14}$, $NR^{15}C(O)OR^{13}$, $S(O)R^{14}$, $S(O)_2R^{14}$, $S(O)NR^{15}R^{16}$ or $SO_2NR^{15}R^{16}$.
17. The compound of claim 16 wherein said heteroaryl is a 5- or 6-membered heteroaryl optionally substituted with 1-4 substituents selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, halo, C_{1-4} haloalkyl, CN, NO_2 , OR^{13} , SR^{13} , $C(O)R^{14}$, $C(O)OR^{13}$, $C(O)NR^{15}R^{16}$, $NR^{15}R^{16}$, $NR^{15}CONHR^{16}$, $NR^{15}C(O)R^{14}$, $NR^{15}C(O)OR^{13}$, $S(O)R^{14}$, $S(O)_2R^{14}$, $S(O)NR^{15}R^{16}$ or $SO_2NR^{15}R^{16}$.
18. The compound of claim 16 wherein said heteroaryl is pyridyl, pyrimidinyl, pyrazinyl, pyridazinyl or triazinyl, each optionally substituted with 1-4 substituents selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, halo, C_{1-4} haloalkyl, CN, NO_2 , OR^{13} , SR^{13} , $C(O)R^{14}$,

$C(O)OR^{13}$, $C(O)NR^{15}R^{16}$, $NR^{15}R^{16}$, $NR^{15}CONHR^{16}$, $NR^{15}C(O)R^{14}$, $NR^{15}C(O)OR^{13}$, $S(O)R^{14}$, $S(O)_2R^{14}$, $S(O)NR^{15}R^{16}$ or $SO_2NR^{15}R^{16}$.

19. The compound of claim 16 wherein said heteroaryl is thienyl, furanyl, thiazoyl, oxazolyl, or imidazolyl, each optionally substituted with 1-4 substituents selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, halo, C_{1-4} haloalkyl, CN, NO_2 , OR^{13} , SR^{13} , $C(O)R^{14}$, $C(O)OR^{13}$, $C(O)NR^{15}R^{16}$, $NR^{15}R^{16}$, $NR^{15}CONHR^{16}$, $NR^{15}C(O)R^{14}$, $NR^{15}C(O)OR^{13}$, $S(O)R^{14}$, $S(O)_2R^{14}$, $S(O)NR^{15}R^{16}$ or $SO_2NR^{15}R^{16}$.

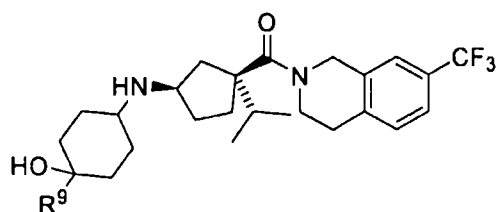
20. The compound of claim 16 wherein said heteroaryl is thiazolyl, oxazolyl, pyrimidinyl, or pyridyl, each optionally substituted by 1-3 F, Cl, Br, I, methyl, ethyl, methoxy, ethoxy or trifluoromethyl.

21. The compound of claim 1 having Formula II:

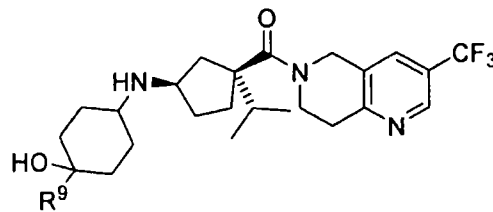


II.

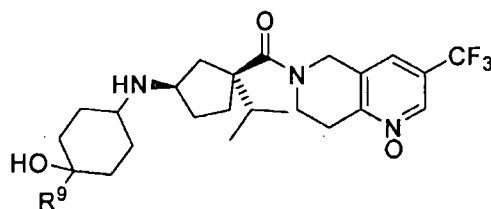
22. The compound of claim 1 having Formula IIIa, IIIb or IIIc:



IIIa



IIIb



IIIc.

23. The compound of claim 1 selected from:

4-(((1R,3S)-3-Isopropyl-3-{[7-(trifluoromethyl)-3,4-dihydroisoquinolin-2(1H)-yl]carbonyl}cyclopentyl)amino)-1-pyridin-2-ylcyclohexanol;

4-(((1R,3S)-3-Isopropyl-3-{[7-(trifluoromethyl)-3,4-dihydroisoquinolin-2(1H)-yl]carbonyl}cyclopentyl)amino)-1-(1,3-oxazol-2-yl)cyclohexanol;

4-(((1R,3S)-3-Isopropyl-3-{[7-(trifluoromethyl)-3,4-dihydroisoquinolin-2(1H)-yl]carbonyl}cyclopentyl)amino)-1-pyrimidin-2-ylcyclohexanol;

4-(((1R, 3S)-3-Isopropyl-3-{[7-(trifluoromethyl)-3,4-dihydroisoquinolin-2(1H)-yl]carbonyl}cyclopentyl)amino)-1-(1,3-thiazol-2-yl)cyclohexanol;

4-(((1R,3S)-3-Isopropyl-3-{[3-(trifluoromethyl)-7,8-dihydro-1,6-naphthyridin-6(5H)-yl]carbonyl}cyclopentyl)amino)-1-(1,3-thiazol-2-yl)cyclohexanol;

4-(((1R, 3S)-3-Isopropyl-3-{[7-(trifluoromethyl)-3,4-dihydroisoquinolin-2(1H)-yl]carbonyl}cyclopentyl)amino)-1-(4-methyl-1,3-thiazol-2-yl)cyclohexanol;

4-(((1R, 3S)-3-Isopropyl-3-{[3-(trifluoromethyl)-7,8-dihydro-1,6-naphthyridin-6(5H)-yl]carbonyl}cyclopentyl)amino)-1-(4-methyl-1,3-thiazol-2-yl)cyclohexanol;

4-(((1R, 3S)-3-Isopropyl-3-{[7-(trifluoromethyl)-3,4-dihydroisoquinolin-2(1H)-yl]carbonyl}cyclopentyl)amino)-1-(5-methyl-1,3-thiazol-2-yl)cyclohexanol;

4-(((1R, 3S)-3-Isopropyl-3-{[7-(trifluoromethyl)-3,4-dihydroisoquinolin-2(1H)-yl]carbonyl}cyclopentyl)amino)-1-(1,3-thiazol-5-yl)cyclohexanol;

4-(((1R,3S)-3-Isopropyl-3-{[3-(trifluoromethyl)-7,8-dihydro-1,6-naphthyridin-6(5H)-yl]carbonyl}cyclopentyl)amino)-1-(1,3-thiazol-5-yl)cyclohexanol;

4-(((1R, 3S)-3-Isopropyl-3-{[7-(trifluoromethyl)-3,4-dihydroisoquinolin-2(1H)-yl]carbonyl}cyclopentyl)amino)-1-(2-methyl-1,3-thiazol-5-yl)cyclohexanol; and

4-(((1R, 3S)-3-Isopropyl-3-{[3-(trifluoromethyl)-7,8-dihydro-1,6-naphthyridin-6(5H)-yl]carbonyl}cyclopentyl)amino)-1-(2-methyl-1,3-thiazol-5-yl)cyclohexanol; or pharmaceutically acceptable salt thereof.

24. A composition comprising a compound of any one of claims 1 to 23 and a pharmaceutically acceptable carrier.

25. A method of modulating activity of a chemokine receptor comprising contacting said receptor with a compound of any one of claims 1 to 23.

26. The method of claim 25 wherein said receptor is CCR2.

27. The method of claim 25 wherein said modulating corresponds to inhibiting.
28. A method of treating a disease associated with expression or activity of a chemokine receptor in a patient comprising administering to said patient a therapeutically effective amount of a compound of any one of claims 1 to 23.
29. The method of claim 28 wherein said disease is an inflammatory disease or immune disorder.
30. The method of claim 28 wherein said disease is rheumatoid arthritis, atherosclerosis, lupus, multiple sclerosis, neuropathic pain, transplant rejection, diabetes, or obesity.
31. The method of claim 28 wherein said disease is cancer.
32. The method of claim 28 further comprising administering an anti-inflammatory.