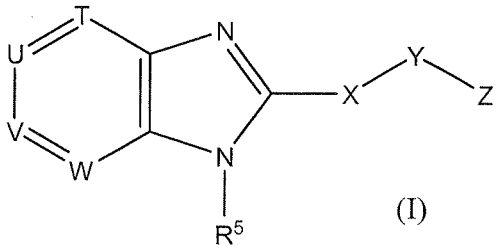
WHAT IS CLAIMED IS:

1. A compound of structural formula I:



(I)

or a pharmaceutically acceptable salt thereof, wherein:

T is ~~selected from the group consisting of: CR^3,~~ N ~~and N-oxide~~;

U is ~~selected from the group consisting of:~~ CR^1 ~~, N and N-oxide~~;

V is ~~selected from the group consisting of:~~ CR^2 ~~, N and N-oxide~~;

W is ~~selected from the group consisting of:~~ CR^4 ~~, N and N-oxide,~~

~~provided that at least one of T, U, V and W is N or N-oxide~~;

X is ~~absent or~~ selected from:

~~(1) CH_2,~~

~~(2) CHF,~~

~~(3) CF_2,~~

~~(4) S,~~

~~(5)~~(1) -O-, and

~~(6)~~(2) –O-CH_2-~~;~~

~~(7) NH,~~

~~(8) C(O),~~

~~(9) NHC(O),~~

~~(10) C(O)NH,~~

~~(11) $NHSO_2$,~~

~~(12) SO_2NH, and~~

~~(13) CO_2,~~

~~wherein each CH_2 is unsubstituted or substituted with 1 or 2 substituents selected from: hydroxy, halogen, NH_2, C_{1-6}alkyl, CO_2H, CO_2C_{1-6}alkyl, COC_{1-6}alkyl, phenyl and CH_2phenyl, and wherein each NH is unsubstituted or substituted with 1 substituent selected~~

~~from: C_{1-6}alkyl, CO_2H, CO_2C_{1-6}alkyl, COC_{1-6}alkyl, phenyl and CH_2phenyl;~~

Y is selected from:

(1) C_{3-10}cycloalkyl,

(2) C_{3-10}cycloalkenyl,

(3) C_{2-10}cycloheteroalkyl, and

(4) C_{2-10}cycloheteroalkenyl,

~~(5) aryl, and~~

~~(6) heteroaryl,~~

wherein cycloalkyl, cycloalkenyl, cycloheteroalkyl, and cycloheteroalkenyl~~, aryl and heteroaryl~~ are unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from R^b;

Z is selected from:

(1) oxo,

~~(2) CN,~~

~~(3)~~(2) $-CF_3$,

~~(4)~~(3) $-C_{1-6}$alkyl,

~~(5)~~(4) $-(CH_2)_t$-halogen,

~~(6) $-(CH_2)_nCOC_{1-6}$alkyl,~~

~~(7)~~(5) $-(CH_2)_nCO_2H$,

~~(8) $-(CH_2)_nOCOH$,~~

~~(9) $-(CH_2)_nCO_2R^i$,~~

~~(10) $-(CH_2)_nOCOR^i$,~~

~~(11)~~(6) $-(CH_2)_nOH$, and

~~(12) $-(CH_2)_nC(O)N(R^g)_2$,~~

~~(13) $-(CH_2)_nC(O)(CH_2)_nN(R^g)_2$,~~

~~(14) $-(CH_2)_nOC(O)(CH_2)_nN(R^g)_2$,~~

~~(15) $-(CH_2)_nNHC(O)C_{1-6}$alkyl,~~

~~(16) $-(CH_2)_nNHSO_2R^i$,~~

~~(17)~~(7) $-(CH_2)_nSO_2C_{1-6}$alkyl,

~~(18) $-(CH_2)_nSO_2NHR^g$,~~

~~(19) $-(CH_2)_nSO_2NHC(O)R^i$,~~

~~(20) $-(CH_2)_nSO_2NHCO_2R^i$,~~

~~(21) $-(CH_2)_nSO_2NHCON(R^g)_2$,~~

~~(22) $-(CH_2)_nC(O)NHSO_2R^i$,~~

~~(23) $-(CH_2)_nNHC(O)N(R^g)_2$,~~

~~(24) $-(CH_2)_nC_{3-10}$cycloalkyl-CO_2R^e,~~

~~(25) heteroaryl,~~
~~(26) C_{2-10}cycloheteroalkenyl, and~~
~~(27) C_{2-10}cycloheteroalkyl,~~

wherein each CH_2 is unsubstituted or substituted with 1 or 2 substituents selected from C_{1-6}alkyl, -OH and $-NH_2$, ~~wherein each NH is unsubstituted or substituted with 1 substituent selected from R^e,~~ and wherein each alkyl~~, cycloalkyl, cycloheteroalkyl, cycloheteroalkenyl, aryl and heteroaryl~~ is unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from R^c;

each R^1 and R^2 is independently selected from:

(1) hydrogen,
(2) halogen,
(3) CN,
(4) CF_3,
(5) $-C_{1-6}$alkyl,
(6) $-C_{2-6}$alkenyl,
(7) $-C_{2-6}$alkynyl,
(8) $-(CH_2)_pC_{3-10}$cycloalkyl,
(9) $-(CH_2)_pC_{3-7}$cycloalkyl-aryl,
(10) $-(CH_2)_pC_{3-7}$cycloalkyl-heteroaryl,
(11) $-(CH_2)_pC_{4-10}$cycloalkenyl,
(12) $-(CH_2)_pC_{4-7}$cycloalkenyl-aryl,
(13) $-(CH_2)_pC_{4-7}$cycloalkenyl-heteroaryl,
(14) $-(CH_2)_pC_{2-10}$cycloheteroalkyl,
(15) $-(CH_2)_pC_{2-10}$cycloheteroalkenyl,
(16) $-(CH_2)_p$aryl,
(17) $-(CH_2)_p$aryl-C_{1-8}alkyl,
(18) $-(CH_2)_p$aryl-C_{2-8}alkenyl,
(19) $-(CH_2)_p$aryl-C_{2-8}alkynyl-C_{1-8}alkyl,
(20) $-(CH_2)_p$aryl-C_{2-8}alkynyl-C_{3-7}cycloalkyl,
(21) $-(CH_2)_p$aryl-C_{2-8}alkynyl-C_{3-7}cycloalkenyl,
(22) $-(CH_2)_p$aryl-C_{2-8}alkynyl-C_{2-10}cycloheteroalkyl,
(23) $-(CH_2)_p$aryl-C_{2-8}alkynyl-C_{2-10}cycloheteroalkenyl,
(24) $-(CH_2)_p$aryl-C_{2-8}alkynyl-aryl,
(25) $-(CH_2)_p$aryl-C_{2-8}alkynyl-heteroaryl,
(26) $-(CH_2)_p$aryl-C_{3-7}cycloalkyl,
(27) $-(CH_2)_p$aryl-C_{2-10}cycloheteroalkyl,
(28) $-(CH_2)_p$aryl-C_{2-10}cycloheteroalkenyl,

(29) -$(CH_2)_p$aryl-aryl,
(30) -$(CH_2)_p$aryl-heteroaryl,
(31) -$(CH_2)_p$heteroaryl,
(32) -C_{2-6}alkenyl-alkyl,
(33) -C_{2-6}alkenyl-aryl,
(34) -C_{2-6}alkenyl-heteroaryl,
(35) -C_{2-6}alkenyl-C_{3-7}cycloalkyl,
(36) -C_{2-6}alkenyl-C_{3-7}cycloalkenyl,
(37) -C_{2-6}alkenyl-C_{2-7}cycloheteroalkyl,
(38) -C_{2-6}alkenyl-C_{2-7}cycloheteroalkenyl,
(39) -C_{2-6} alkynyl-$(CH_2)_{1-3}$-O-aryl,
(40) -C_{2-6}alkynyl-alkyl,
(41) -C_{2-6}alkynyl-aryl,
(42) -C_{2-6}alkynyl-heteroaryl,
(43) -C_{2-6}alkynyl-C_{3-7}cycloalkyl,
(44) -C_{2-6}alkynyl-C_{3-7}cycloalkenyl,
(45) -C_{2-6}alkynyl-C_{2-7}cycloheteroalkyl,
(46) -C_{2-6}alkynyl-C_{2-7}cycloheteroalkenyl, and
(47) –C(O)NH-$(CH_2)_{0-3}$phenyl,

wherein each CH_2 is unsubstituted or substituted with 1 or 2 substituents selected from: halogen, CF_3, -OH, -NH_2, –C_{1-6}alkyl, -OC_{1-6}alkyl, –NHC_{1-6}alkyl, and –N(C_{1-6}alkyl)$_2$, wherein each alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, cycloheteroalkyl, cycloheteroalkenyl, phenyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2, 3 or 4 substituents independently selected from R^a,

provided that at least one of and only one of R^1 and R^2 is selected from the group consisting of: hydrogen, halogen, -CN, -CF_3, -C_{1-6}alkyl, –C_{2-6}alkenyl and–C_{2-6}alkynyl;

~~R^3 and~~ each R^4 ~~are each~~is independently selected from:

(1) hydrogen,
(2) halogen,
(3) –C_{1-6}alkyl,
(4) –C_{2-6}alkenyl,
(5) –C_{2-6}alkynyl,
~~(6) C_{3-10}cycloalkyl,~~
~~(7) C_{3-10}cycloalkenyl,~~
~~(8) aryl,~~
~~(9) heteroaryl,~~

~~(10)~~(6) –CN,
~~(11)~~(7) –CF_3,
~~(12)~~(8) –OH,
~~(13)~~(9) -OC_{1-6}alkyl,
~~(14)~~(10) –NH_2,
~~(15)~~(11) –NHC_{1-6}alkyl,
~~(16)~~(12) –$N(C_{1-6}alkyl)_2$,
~~(17)~~(13) -SC_{1-6}alkyl,
~~(18)~~(14) -SOC_{1-6}alkyl,
~~(19)~~(15) –SO_2C_{1-6}alkyl,
~~(20)~~(16) –$NHSO_2C_{1-6}$alkyl,
~~(21)~~(17) –$NHC(O)C_{1-6}$alkyl,
~~(22)~~(18) –SO_2NHC_{1-6}alkyl, and
~~(23)~~(19) –$C(O)NHC_{1-6}$alkyl;

R^5 is selected from:

(1) hydrogen,
(2) -C_{1-6}alkyl,
(3) -CH_2CO_2H, and
(4) -$CH_2CO_2C_{1-6}$alkyl;

each R^a is independently selected from the group consisting of:

(1) -$(CH_2)_m$-halogen,
(2) oxo,
(3) -$(CH_2)_mOH$,
(4) -$(CH_2)_mN(R^j)_2$,
(5) -$(CH_2)_mNO_2$,
(6) -$(CH_2)_mCN$,
(7) -C_{1-6}alkyl,
(8) -$(CH_2)_mCF_3$,
(9) -$(CH_2)_mOCF_3$,
(10) -O-$(CH_2)_m$-OC_{1-6} alkyl,
(11) -$(CH_2)_mC(O)N(R^j)_2$,
(12) -$(CH_2)_mC(=N\text{-}OH)N(R^j)_2$,
(13) -$(CH_2)_mOC_{1-6}$alkyl,
(14) -$(CH_2)_mO$-$(CH_2)_m$-C_{3-7}cycloalkyl,
(15) -$(CH_2)_mO$-$(CH_2)_m$-C_{2-7}cycloheteroalkyl,

(3) C_{3-6}cycloalkyl,

(4) $-C(O)R^i$, and

(5) $-SO_2R^i$,

wherein alkyl and cycloalkyl are unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from: -OH, oxo, halogen, C_{1-6}alkyl, -OC_{1-6}alkyl, $-NH_2$, -NH(C_{1-6}alkyl), and -N(C_{1-6}alkyl)$_2$;

each R^f and R^i is independently selected from:

(1) C_{1-6}alkyl,

(2) C_{4-7}cycloalkyl,

(3) C_{4-7}cycloalkenyl,

(4) C_{3-7}cycloheteroalkyl,

(5) C_{3-7}cycloheteroalkenyl,

(6) aryl, and

(7) heteroaryl,

wherein alkyl, cycloalkyl, cycloalkenyl, cycloheteroalkyl, cycloheteroalkenyl, aryl and heteroaryl are unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from: oxo, -OH, -CN, $-NH_2$, -C_{1-6}alkyl, -OC_{1-6}alkyl, halogen, $-CH_2F$, $-CHF_2$, $-CF_3$, $-CO_2H$, -CO_2C_{1-6}alkyl, -C_{3-7}cycloalkyl, and heteroaryl;

n is 0, 1, 2, 3 or 4;
m is 0, 1, 2, 3 or 4;
p is 0, 1, 2, or 3;
q is 0, 1, 2, 3 or 4;
r is 0, 1 or 2;
s is 0, 1, 2, 3 or 4; and
t is 0, 1, 2, 3 or 4.

2. The compound according to Claim 1 wherein:

T is ~~selected from the group consisting of: CR^3,~~ N ~~and N-oxide~~;

U is ~~selected from the group consisting of:~~ CR^1~~, N and N-oxide~~;

V is ~~selected from the group consisting of:~~ CR^2~~, N and N-oxide~~;

W is ~~selected from the group consisting of:~~ CR^4~~, N and N-oxide,~~ ;

~~provided that at least one of T, U, V and W is N or N-oxide;~~

X is ~~absent or~~ selected from:

~~(1) $-CH_2-$,~~
~~(2) $-CHF-$,~~
~~(3) $-CF_2-$,~~
~~(4) $-S-$,~~
~~(5)~~(1) -O-, and
~~(6)~~(2) $-O-CH_2-$;~~
~~(7) $-NH-$,~~
~~(8) $-C(O)-$,~~
~~(9) $-NHC(O)-$,~~
~~(10) $-C(O)NH-$,~~
~~(11) $-NHSO_2-$,~~
~~(12) $-SO_2NH-$, and~~
~~(13) $-CO_2-$,~~

~~wherein each CH_2 is unsubstituted or substituted with 1 or 2 substituents selected from: hydroxy, halogen, NH_2, C_{1-6}alkyl, CO_2H, CO_2C_{1-6}alkyl, COC_{1-6}alkyl, phenyl and CH_2phenyl, and wherein each NH is unsubstituted or substituted with 1 substituent selected from: C_{1-6}alkyl, CO_2H, CO_2C_{1-6}alkyl, COC_{1-6}alkyl, phenyl and CH_2phenyl;~~

Y is selected from:

(1) C_{3-10}cycloalkyl,
(2) C_{3-10}cycloalkenyl,
(3) C_{2-10}cycloheteroalkyl, and
(4) C_{2-10}cycloheteroalkenyl;~~
~~(5) aryl, and~~
~~(6) heteroaryl,~~

wherein cycloalkyl, cycloalkenyl, cycloheteroalkyl, and cycloheteroalkenyl~~, aryl and heteroaryl~~ are unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from R^b;

Z is selected from:

(1) oxo,
~~(2) CN,~~
~~(3)~~(2) $-CF_3$,
~~(4)~~(3) $-C_{1-6}$alkyl,
~~(5)~~(4) $-(CH_2)_t$-halogen,

~~(6) $(CH_2)_nCOC_{1-6}$alkyl,~~

~~(7)~~(5) $-(CH_2)_nCO_2H$,

~~(8) $(CH_2)_nOCOH$,~~

~~(9) $(CH_2)_nCO_2R^i$,~~

~~(10) $(CH_2)_nOCOR^i$,~~

~~(11)~~(6) $-(CH_2)_nOH$, and

~~(12) $(CH_2)_nC(O)N(R^g)_2$,~~

~~(13) $(CH_2)_nC(O)(CH_2)_nN(R^g)_2$,~~

~~(14) $(CH_2)_nOC(O)(CH_2)_nN(R^g)_2$,~~

~~(15) $(CH_2)_nNHC(O)C_{1-6}$alkyl,~~

~~(16) $(CH_2)_nNHSO_2R^i$,~~

~~(17)~~(7) $-(CH_2)_nSO_2C_{1-6}$alkyl;~~,~~

~~(18) $(CH_2)_nSO_2NHR^g$,~~

~~(19) $(CH_2)_nSO_2NHC(O)R^i$,~~

~~(20) $(CH_2)_nSO_2NHCO_2R^i$,~~

~~(21) $(CH_2)_nSO_2NHCON(R^g)_2$,~~

~~(22) $(CH_2)_nC(O)NHSO_2R^i$,~~

~~(23) $(CH_2)_nNHC(O)N(R^g)_2$,~~

~~(24) $(CH_2)_nC_{3-10}$cycloalkyl-CO_2R^e,~~

~~(25) heteroaryl,~~

~~(26) C_{2-10}cycloheteroalkenyl, and~~

~~(27) C_{2-10}cycloheteroalkyl,~~

wherein each CH_2 is unsubstituted or substituted with 1 or 2 substituents selected from C_{1-6}alkyl, -OH and $-NH_2$, ~~wherein each NH is unsubstituted or substituted with 1 substituent selected from R^c,~~ and wherein each alkyl~~, cycloalkyl, cycloheteroalkyl, cycloheteroalkenyl, aryl and heteroaryl~~ is unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from R^c;

each R^1 and R^2 is independently selected from:

(1) hydrogen,

(2) halogen,

(3) CN,

(4) CF_3,

(5) $-C_{1-6}$alkyl,

(6) $-C_{2-6}$alkenyl,

(7) $-C_{2-6}$alkynyl,

(8) $-(CH_2)_pC_{3-10}$cycloalkyl,

(9) $-(CH_2)_pC_{3-7}$cycloalkyl-aryl,

~~R3 and~~each R4 ~~are each~~is independently selected from:

(1) hydrogen,

(2) halogen,

(3) –C_{1-6}alkyl,

(4) –C_{2-6}alkenyl,

(5) –C_{2-6}alkynyl,

~~(6) C_{3-10}cycloalkyl,~~

~~(7) C_{3-10}cycloalkenyl,~~

~~(8) aryl,~~

~~(9) heteroaryl,~~

~~(10)~~(6) –CN,

~~(11)~~(7) –CF_3,

~~(12)~~(8) –OH,

~~(13)~~(9) -OC_{1-6}alkyl,

~~(14)~~(10) –NH_2,

~~(15)~~(11) –NHC_{1-6}alkyl,

~~(16)~~(12) –$N(C_{1-6}alkyl)_2$,

~~(17)~~(13) -SC_{1-6}alkyl,

~~(18)~~(14) -SOC_{1-6}alkyl,

~~(19)~~(15) –SO_2C_{1-6}alkyl,

~~(20)~~(16) –$NHSO_2C_{1-6}$alkyl,

~~(21)~~(17) –$NHC(O)C_{1-6}$alkyl,

~~(22)~~(18) –SO_2NHC_{1-6}alkyl, and

~~(23)~~(19) –$C(O)NHC_{1-6}$alkyl;

R5 is selected from:

(1) hydrogen,

(2) -C_{1-6}alkyl,

(3) -CH_2CO_2H, and

(4) -$CH_2CO_2C_{1-6}$alkyl;

each Ra is independently selected from the group consisting of:

(1) halogen,

(2) oxo,

(3) -$(CH_2)_mOH$,

(4) -$(CH_2)_mN(Ri)_2$,

oxo, halogen, C_{1-6}alkyl, -OC_{1-6}alkyl, $-NH_2$, -NH(C_{1-6}alkyl), and -N(C_{1-6}alkyl)$_2$;

each R^j is independently selected from:

(1) hydrogen,
(2) C_{1-6}alkyl,
(3) C_{3-6}cycloalkyl,
(4) $-C(O)R^i$, and
(5) $-SO_2R^i$,

wherein alkyl and cycloalkyl are unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from: -OH, oxo, halogen, C_{1-6}alkyl, -OC_{1-6}alkyl, $-NH_2$, -NH(C_{1-6}alkyl), and -N(C_{1-6}alkyl)$_2$;

each R^f and R^i is independently selected from:

(1) C_{1-6}alkyl,
(2) C_{4-7}cycloalkyl,
(3) C_{4-7}cycloalkenyl,
(4) C_{3-7}cycloheteroalkyl,
(5) C_{3-7}cycloheteroalkenyl,
(6) aryl, and
(7) heteroaryl,

wherein alkyl, cycloalkyl, cycloalkenyl, cycloheteroalkyl, cycloheteroalkenyl, aryl and heteroaryl are unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from: oxo, -OH, -CN, $-NH_2$, -C_{1-6}alkyl, -OC_{1-6}alkyl, halogen, $-CH_2F$, $-CHF_2$, $-CF_3$, $-CO_2H$, -CO_2C_{1-6}alkyl, -C_{3-7}cycloalkyl, and heteroaryl;

n is 0, 1, 2, 3 or 4;
m is 0, 1, 2, 3 or 4;
p is 0, 1, 2, or 3;
q is 0, 1, 2, 3 or 4;
r is 0, 1 or 2;
s is 0, 1, 2, 3 or 4; and
t is 0, 1, 2, 3 or 4,
or a pharmaceutically acceptable salt thereof.

~~3. The compound according to Claim 2 wherein T is N or N-oxide; U is CR^1-; V is CR^2-; and W is CR^4-; or a pharmaceutically acceptable salt thereof.~~

~~4. The compound according to Claim 2, wherein X is selected from:~~

~~(1) —O—, and~~

~~(2) —O-CH_2-;~~

~~or a pharmaceutically acceptable salt thereof.~~

5. The compound according to Claim 4, wherein X is -O-; or a pharmaceutically acceptable salt thereof.

6. The compound according to Claim 2, wherein Y is selected from:

(1) C_{3-10}cycloalkyl, and

(2) C_{2-10}cycloheteroalkyl, ~~and~~

~~(3) aryl,~~

wherein cycloalkyl, and cycloheteroalkyl ~~and aryl~~ are unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from R^b; or a pharmaceutically acceptable salt thereof.

7. The compound according to Claim 6, wherein Y is selected from:

(1) C_{3-7}cycloalkyl, and

(2) C_{2-10}cycloheteroalkyl, ~~and~~

~~(3) phenyl,~~

wherein each cycloalkyl, and cycloheteroalkyl ~~and phenyl~~ is unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from R^b; or a pharmaceutically acceptable salt thereof.

~~8. The compound according to Claim 7, wherein Z is selected from:~~

~~(1) oxo,~~

~~(2) CF_3,~~

~~(3) C_{1-6}alkyl,~~

~~(4) $(CH_2)_t$-halogen,~~

~~(5) $(CH_2)_nCO_2H$,~~

~~(6) $(CH_2)_nOH$, and~~

~~(7) $(CH_2)_nSO_2C_{1-6}$alkyl,~~

~~wherein each CH_2 is unsubstituted or substituted with 1 or 2 substituents selected from C_{1-6}alkyl, -OH and $-NH_2$, and wherein each alkyl is unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from R^e; or a pharmaceutically acceptable salt thereof.~~

9. The compound according to Claim 8, wherein Z is selected from:

(1) $-(CH_2)_nCO_2H$, and

(2) $-(CH_2)_nOH$,

wherein each CH_2 is unsubstituted or substituted with 1 or 2 substituents selected from C_{1-6}alkyl, -OH and $-NH_2$; or a pharmaceutically acceptable salt thereof.

~~10~~7. The compound according to Claim 1, wherein each R^1 and R^2 is independently selected from:

(1) halogen,
(2) -C_{4-10}cycloalkenyl,
(3) -phenyl,
(4) -phenyl-C_{2-8}alkynyl-C_{1-8}alkyl,
(5) -phenyl-C_{2-3}alkynyl- C_{3-7}cycloalkyl,
(6) -phenyl-C_{2-3}alkynyl-C_{2-10}cycloheteroalkyl,
(7) -phenyl-C_{3-7}cycloalkyl,
(8) -phenyl-C_{2-7}cycloheteroalkyl,
(9) -phenyl-C_{2-10}cycloheteroalkenyl,
(10) -phenyl-aryl,
(11) -phenyl-heteroaryl,
(12) -heteroaryl, and
(13) -C_{2-6}alkynyl-phenyl,

and wherein each alkyl, alkynyl, cycloalkyl, cycloalkenyl, cycloheteroalkyl, cycloheteroalkenyl, phenyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2, 3 or 4 substituents independently selected from R^a, provided that at least one of and only one of R^1 and R^2 is selected from halogen; or a pharmaceutically acceptable salt thereof.

~~11~~8. The compound according to Claim ~~10~~7, wherein R^1 is independently selected from:

(1) -C_{4-10}cycloalkenyl,
(2) -phenyl,
(3) -phenyl-C_2alkynylC_{1-5}alkyl,
(4) -phenyl-C_{2-3}alkynyl- C_{3-7}cycloalkyl,
(5) -phenyl-C_{2-3}alkynyl-C_{2-10}cycloheteroalkyl,
(6) -phenyl-C_{3-7}cycloalkyl,
(7) -phenyl-C_{2-7}cycloheteroalkyl,
(8) -phenyl-C_{2-10}cycloheteroalkenyl,
(9) -phenyl-phenyl,
(10) -phenyl-heteroaryl,
(11) -heteroaryl, and
(12) -C_{2-6}alkynyl-phenyl,

wherein each alkyl, alkynyl, cycloalkyl, cycloalkenyl, cycloheteroalkyl, cycloheteroalkenyl, phenyl and heteroaryl is unsubstituted or substituted with 1, 2, 3 or 4 substituents independently selected from R^a; and

R^2 is selected from halogen;

or a pharmaceutically acceptable salt thereof.

~~12~~9. The compound according to Claim ~~11~~8, wherein each R^1 is independently selected from:

(1) -phenyl-C_{2-7}cycloheteroalkyl,

(2) -phenyl-C_{2-10}cycloheteroalkenyl,

(3) -phenyl-phenyl, and

(4) -phenyl-heteroaryl,

wherein each cycloheteroalkyl, cycloheteroalkenyl, heteroaryl and phenyl is unsubstituted or substituted with 1, 2, 3 or 4 substituents independently selected from R^a; and

R^2 is halogen;

or a pharmaceutically acceptable salt thereof.

~~13~~10. The compound according to Claim 2, wherein each R^1 and R^2 is independently selected from:

(1) halogen,

(2) -C_{4-10}cycloalkenyl,

(3) -phenyl,

(4) -phenyl-C_{3-7}cycloalkyl,

(5) -phenyl-C_{2-7}cycloheteroalkyl,

(6) –phenyl-aryl,

(7) -phenyl-heteroaryl,

(8) -heteroaryl, and

(9) -C_{2-6}alkynyl-phenyl,

wherein each alkynyl is unsubstituted or substituted with 1, 2 or 3 substituents selected from: halogen, CF_3, -OH, $-NH_2$, –C_{1-6}alkyl, -OC_{1-6}alkyl, –NHC_{1-6}alkyl, and –N(C_{1-6}alkyl)$_2$, and wherein each cycloalkyl, cycloalkenyl, cycloheteroalkyl, phenyl, aryl and heteroaryl is unsubstituted or substituted with 1, 2, 3 or 4 substituents independently selected from R^a, provided that at least one of and only one of R^1 and R^2 is selected from halogen; or a pharmaceutically acceptable salt thereof.

~~14~~11. The compound according to Claim ~~13~~10, wherein R^1 is independently selected from:

(1) -C_{4-10}cycloalkenyl,

(2) -phenyl,

(3) -phenyl-C_{3-7}cycloalkyl,

(4) -phenyl-C_{2-7}cycloheteroalkyl,

(5) –phenyl-phenyl,

(6) -phenyl-heteroaryl,

(7) -heteroaryl, and

(8) -C_{2-6}alkynyl-phenyl,

wherein each alkynyl is unsubstituted or substituted with 1, 2 or 3 substituents selected from: halogen, CF_3, -OH, -NH_2, –C_{1-6}alkyl, -OC_{1-6}alkyl, –NHC_{1-6}alkyl, and –N(C_{1-6}alkyl)$_2$, and

wherein each cycloalkyl, cycloalkenyl, cycloheteroalkyl, phenyl and heteroaryl is unsubstituted or substituted with 1, 2, 3 or 4 substituents independently selected from R^a; and

R^2 is selected from: halogen;

or a pharmaceutically acceptable salt thereof.

~~15~~12. The compound according to Claim ~~14~~11, wherein each R^1 is independently selected from:

(1) -phenyl-C_{2-7}cycloheteroalkyl, and

(2) –phenyl-phenyl,

wherein each cycloheteroalkyl and phenyl is unsubstituted or substituted with 1, 2, 3 or 4 substituents independently selected from R^a, and

R^2 is selected from halogen;

or a pharmaceutically acceptable salt thereof.

~~16~~13. The compound according to Claim 2, wherein ~~R^3 is hydrogen or absent;~~ R^4 is hydrogen or absent; and R^5 is hydrogen; or a pharmaceutically acceptable salt thereof.

~~17~~14. The compound according to Claim 1 wherein:

T is N;

U is –CR^1-;

V is -CR^2-;

W is -CR^4-;

X is selected from:

(1) -O-, and

(2) -O-CH_2-;

Y is selected from:

(1) -C_{3-10}cycloalkyl, and

(2) -C_{2-10}cycloheteroalkyl, ~~and~~

~~(3) phenyl,~~

wherein cycloalkyl, and cycloheteroalkyl ~~and phenyl~~ are unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from R^b;

Z is selected from:

(1) oxo,
(2) $-CF_3$,
(3) $-C_{1-6}$alkyl,
(4) $-(CH_2)_t$-halogen,
(5) $-(CH_2)_nCO_2H$,
(6) $-(CH_2)_nOH$, and
(7) $-(CH_2)_nSO_2C_{1-6}$alkyl,

wherein each CH_2 is unsubstituted or substituted with 1 or 2 substituents selected from C_{1-6}alkyl, -OH and $-NH_2$, and wherein each alkyl is unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from R^c;

R^1 is independently selected from:

(1) -C_{4-10}cycloalkenyl,
(2) -phenyl,
(3) -phenyl-C_2alkynylC_{1-5}alkyl,
(4) -phenyl-C_{2-3}alkynyl- C_{3-7}cycloalkyl,
(5) -phenyl-C_{2-3}alkynyl-C_{2-10}cycloheteroalkyl,
(6) -phenyl-C_{3-7}cycloalkyl,
(7) -phenyl-C_{2-7}cycloheteroalkyl,
(8) -phenyl-C_{2-10}cycloheteroalkenyl,
(9) -phenyl-phenyl,
(10) -phenyl-heteroaryl,
(11) -heteroaryl, and
(12) -C_{2-6}alkynyl-phenyl,

wherein each alkyl, alkynyl, cycloalkyl, cycloalkenyl, cycloheteroalkyl, cycloheteroalkenyl, phenyl and heteroaryl is unsubstituted or substituted with 1, 2, 3 or 4 substituents independently selected from R^a;

R^2 is selected from halogen;

R^4 is hydrogen; and

R^5 is hydrogen;

or a pharmaceutically acceptable salt thereof.

~~18~~15. The compound according to Claim 2 wherein:

T is N;

U is $-CR^1-$;

V is $-CR^2-$;

W is $-CR^4-$;

X is selected from:

(1) -O-, and

(2) $-O-CH_2-$;

Y is selected from:

(1) C_{3-10}cycloalkyl, and

(2) C_{2-10}cycloheteroalkyl, ~~and~~

~~(3) phenyl,~~

wherein cycloalkyl, and cycloheteroalkyl ~~and phenyl~~ are unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from R^b;

Z is selected from:

(1) oxo,

(2) $-CF_3$,

(3) $-C_{1-6}$alkyl,

(4) $-(CH_2)_t$-halogen,

(5) $-(CH_2)_nCO_2H$,

(6) $-(CH_2)_nOH$, and

(7) $-(CH_2)_nSO_2C_{1-6}$alkyl,

wherein each CH_2 is unsubstituted or substituted with 1 or 2 substituents selected from C_{1-6}alkyl, -OH and $-NH_2$, and wherein each alkyl is unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from R^c;

R^1 is independently selected from:

(1) $-C_{4-10}$cycloalkenyl,

(2) -phenyl,

(3) -phenyl-C_{3-7}cycloalkyl,

(4) -phenyl-C_{2-7}cycloheteroalkyl,

(5) -phenyl-heteroaryl,

(6) –phenyl-phenyl,

(7) -heteroaryl, and

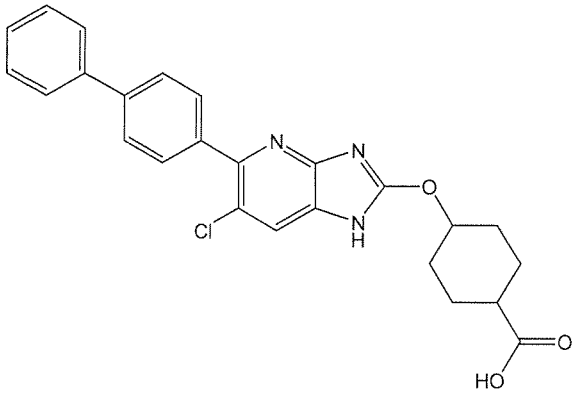
(8) $-C_{2-6}$alkynyl-phenyl,

wherein each alkynyl is unsubstituted or substituted with 1, 2 or 3 substituents selected from: halogen, CF_3, -OH, $-NH_2$, $-C_{1-6}$alkyl, $-OC_{1-6}$alkyl, $-NHC_{1-6}$alkyl, and $-N(C_{1-6}alkyl)_2$, and wherein each cycloalkyl, cycloalkenyl, cycloheteroalkyl, phenyl and heteroaryl is unsubstituted or substituted with 1, 2, 3 or 4 substituents independently selected from R^a;

R^2 is selected from halogen;
R^4 is hydrogen; and
R^5 is hydrogen;
or a pharmaceutically acceptable salt thereof.

~~19~~16. The compound according to Claim 2 wherein:
T is N;
U is $-CR^1-$;
V is $-CR^2-$;
W is $-CR^4-$;
X is -O-;
Y is selected from:
(1) C_{3-7}cycloalkyl, and
(2) C_{2-10}cycloheteroalkyl, ~~and~~
~~(3) phenyl,~~
wherein each cycloalkyl, and cycloheteroalkyl ~~and phenyl~~ is unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from R^b;
Z is selected from:
(1) $-(CH_2)_nCO_2H$, and
(2) $-(CH_2)_nOH$,
wherein each CH_2 is unsubstituted or substituted with 1 or 2 substituents selected from C_{1-6}alkyl and -OH;
R^1 is selected from:
(1) -phenyl-C_{2-7}cycloheteroalkyl, and
(2) –phenyl-phenyl,
wherein each cycloheteroalkyl and phenyl is unsubstituted or substituted with 1, 2, 3 or 4 substituents independently selected from R^a;
R^2 is selected from halogen;
R^4 is hydrogen; and
R^5 is hydrogen;
or a pharmaceutically acceptable salt thereof.

~~20~~17. The compound according to Claim ~~19~~16, selected from: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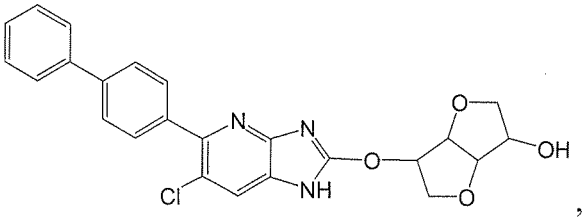
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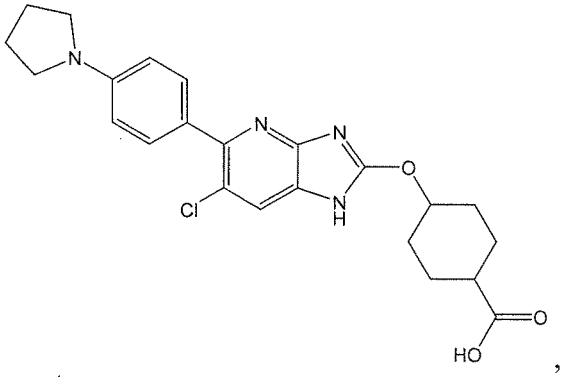
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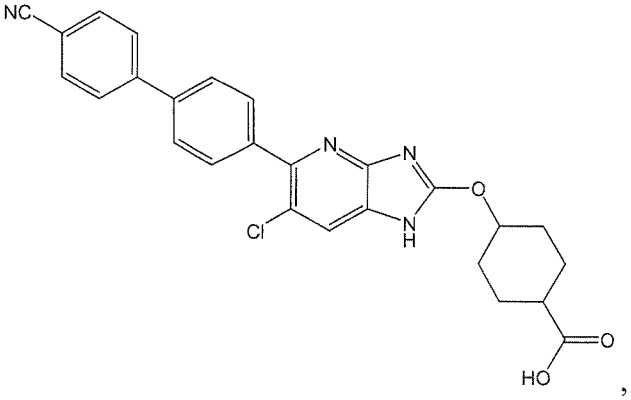
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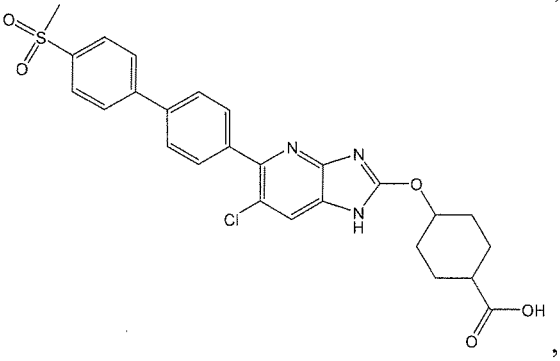
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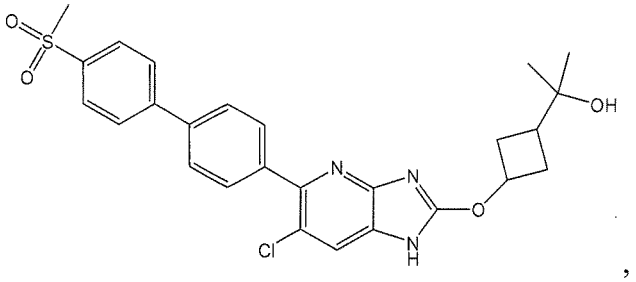
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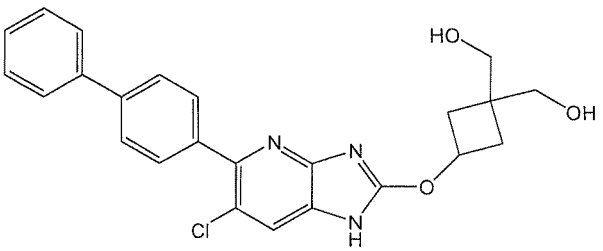
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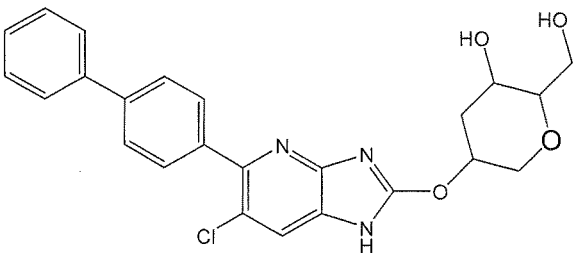
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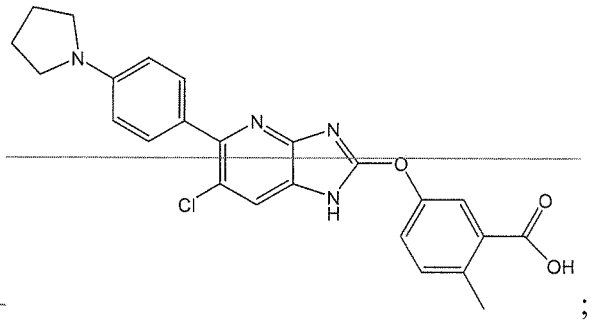


~~and~~ ;

or a pharmaceutically acceptable salt thereof.

~~21~~18. The compound according to Claim 1 wherein:

T is N;

U is $-CR^1-$;

V is $-CR^2-$;

W is $-CR^4-$;

X is -O-;

Y is selected from C_{2-10}cycloheteroalkyl, wherein each cycloheteroalkyl is unsubstituted or substituted with 1, 2, 3 or 4 substituents selected from R^b;

Z is selected from: $-(CH_2)_nOH$;

R^1 is independently selected from:

(1) -phenyl-C_{2-10}cycloheteroalkenyl,

(2) -biphenyl, and

(3) -phenyl-heteroaryl,

wherein each cycloheteroalkenyl, phenyl, biphenyl and heteroaryl is unsubstituted or substituted with 1, 2, 3 or 4 substituents independently selected from R^a;

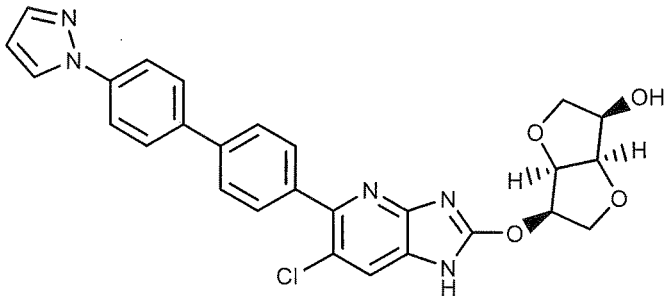
R^2 is selected from halogen;

R^4 is hydrogen; and

R^5 is hydrogen;

or a pharmaceutically acceptable salt thereof.

~~22~~19 The compound according to Claim ~~21~~18, selected from:



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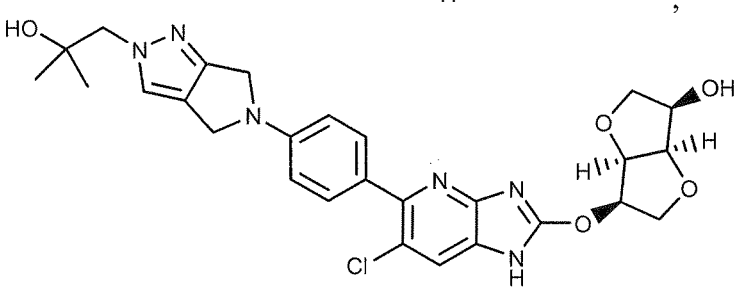

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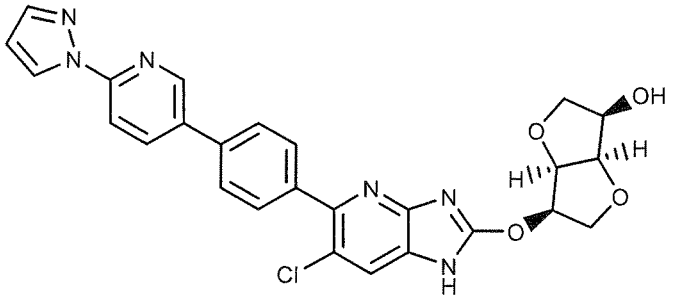

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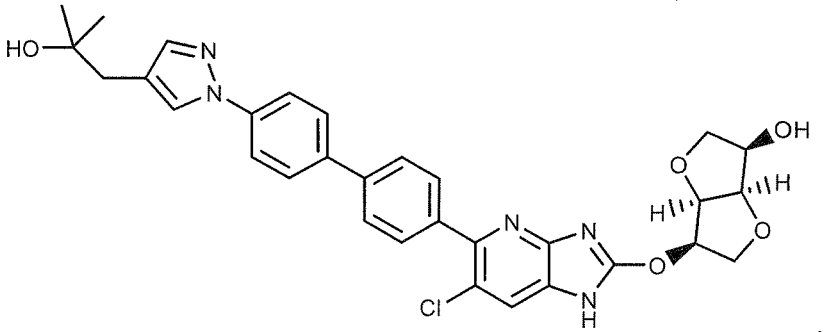

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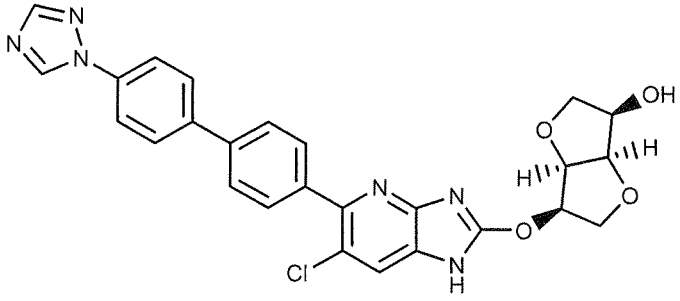

and ;

or a pharmaceutically acceptable salt thereof.

~~23~~20. A composition comprising a compound according to Claim 1 and a

pharmaceutically acceptable carrier.

~~24. A composition comprising a compound according to Claim 1 and a compound selected from simvastatin, ezetimibe, taranabant and sitagliptin; and a pharmaceutically acceptable carrier.~~

~~25. The use of a compound according to Claim 1 for the preparation of a medicament useful for the treatment of a disorder, condition, or disease responsive to the activation of AMP-activated protein kinase in a mammal in need thereof.~~

~~26~~21. The use ~~according to Claim 25~~of a compound according to Claim 1 for the preparation of a medicament useful for the treatment of a disorder, condition, or disease, wherein the disorder, condition, or disease is selected from the group consisting of: Type 2 diabetes, hyperglycemia, Metabolic Syndrome, obesity, hypercholesterolemia, hypertension and cancer.

~~27~~22. The use ~~according to Claim 25~~of a compound according to Claim 1 for the preparation of a medicament useful for the treatment of a disorder, condition, or disease, wherein the disorder, condition, or disease is Type 2 diabetes.

~~28~~23. The use ~~according to Claim 25~~ of a compound according to Claim 1 for the preparation of a medicament useful for the treatment of a disorder, condition, or disease, wherein the disorder, condition, or disease is obesity.

~~29. A compound according to claim 1 for use in treating a disorder, condition or disease responsive to the activation of AMP-activated protein kinase in a patient.~~

~~30~~24. ~~The~~ A compound according to claim 1 for use in the treatment of ~~of Claim 29~~ a disorder, condition or disease responsive to the activation of AMP-activated protein kinase in a patient in need, wherein the disorder, condition, or disease is selected from the group consisting of: Type 2 diabetes, hyperglycemia, Metabolic Syndrome, obesity, hypercholesterolemia, hypertension, and cancer.