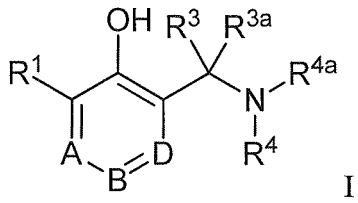
What is Claimed:

1. A compound of Formula I ~~or Formula II~~:



I

wherein:

R^1 is heteroaryl attached through a carbon atom of the heteroaryl ring, optionally substituted with 1, 2, or 3 R^5;

A, B and D are independently are CH, CR^2 or N, provided that at least one of A, B, or D is CR^2;

each R^2 is independently C_{1-10} alkyl, C_{1-10} haloalkyl, halo, cyano, C_{3-10} cycloalky, $-SO_2C_{1-6}$ alkyl, C_{6-10} aryl optionally substituted with 1, 2, or 3 R^5, or heteroaryl attached through a carbon atom of the heteroaryl ring optionally substituted with 1, 2, or 3 R^5;

R^3 and R^{3a} are independently hydrogen, C_{1-10} alkyl, C_{1-10} haloalkyl, or C_{3-10} cycloalkyl;

R^4 and R^{4a} independently are hydrogen, C_{1-10} alkyl, C_{1-10} haloalkyl, C_{3-10} cycloalkyl, $C_{1-10}alkC_{3-10}$cycloalkyl, or $C_{1-10}alkNR^7R^{7a}$, wherein R^7 and R^{7a} are independently H or C_{1-10}alkyl, or

R^4 and R^{4a} together with the nitrogen through which they are attached, form a heterocyclic ring of 4 to 7 ring atoms, where one carbon ring atom may be optionally replaced with NR^6, O, S, or SO_2, and where any carbon ring atom may be optionally substituted with C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-6} alkoxy, or C_{3-10} cycloalkyl;

each R^5 is independently halo, cyano, hydroxy, C_{1-10} alkyl, C_{1-10} haloalkyl, C_{1-10} alkoxy, C_{1-10} haloalkoxy, C_{3-10} cycloalky, C_{3-10} cycloalkoxy, amino, C_{1-10} alkylamino, C_{1-10} dialkylamino, C_{3-10} cycloalkyamino, pyrrolidinyl, C_{1-10} alkylsulfonyl, sulfamoyl, C_{1-10} alkylsulfamoyl or C_{1-10} dialkylsulfamoyl; and

R^6 is C_{1-10} alkyl, C_{1-10} haloalkyl, C_{3-10} cycloalkyl, or acetyl;

or a pharmaceutically acceptable salt, enantiomer, or diastereoisomer thereof.

2. The compound according to claim 1 wherein A and D are CH, and B is CR^2.

3. The compound according to claim 1 or claim 2 wherein R^3 and R^{3a} are H.

4. The compound according to any one of the preceding claims wherein R^4 is *tert*-butyl and R^{4a} is H.