

MODULATION OF IRE1

CROSS-REFERENCES TO RELATED APPLICATIONS

[0001] This application claims the benefit of U.S. Provisional Patent Application Nos.

- 5 61/706,037, filed September 26, 2012; 61/783,965, filed March 14, 2013; and 61/831,088, filed June 04, 2013, which are all incorporated herein by reference in their entirety and for all purposes.

STATEMENT AS TO RIGHTS TO INVENTIONS MADE UNDER FEDERALLY SPONSORED RESEARCH AND DEVELOPMENT

- 10 [0002] This invention was made with government support under grant nos. OD001925, DK080955, GM086858, OD001926, awarded by the National Institutes of Health. The government has certain rights in the invention.

REFERENCE TO A "SEQUENCE LISTING," A TABLE, OR A COMPUTER PROGRAM LISTING APPENDIX SUBMITTED AS AN ASCII FILE

- 15 [0003] The Sequence Listing written in file 84850_884770_ST25.TXT, created on September 24, 2013, 24,576 bytes, machine format IBM-PC, MS-Windows operating system, is hereby incorporated by reference.

BACKGROUND

- [0004] Cells often experience conditions during which the workload on the endoplasmic
20 reticulum ("ER") protein folding machinery exceeds its capability. Such cells are said to be experiencing "ER stress." ER stress can result from secretory work overload, expression of folding-defective secretory proteins, deprivation of nutrients or oxygen, changes in luminal calcium concentration, and deviation from resting redox state. Sophisticated cellular surveillance and quality control systems work to maintain ER homeostasis under such perturbations. Under
25 ER stress, secretory proteins accumulate in unfolded forms within the organelle to trigger a set of intracellular signaling pathways called the unfolded protein response (UPR). UPR signaling increases transcription of genes encoding chaperones, oxidoreductases, lipid-biosynthetic enzymes, and ER-associated degradation (ERAD) components (Travers, K. J. *et al. Cell* 101, 249-258 (2000)).

[0005] In some instances, the ER stressed state remains too great, and cannot be remedied through the UPR's homeostatic outputs. In these situations, the UPR switches strategies and actively triggers apoptosis (Zhang, K. & Kaufman, R. J. *Neurology* 66, S102-109 (2006)); we have named this *destructive* signaling state the Terminal UPR (signature events of the Terminal UPR are described herein). Apoptosis of irretrievably stressed cells is an extreme, yet definitive, quality control strategy that protects multicellular organisms from exposure to immature and damaged secretory proteins. So at the cost of losing some cells, multicellular organisms may benefit temporarily from Terminal UPR-induced apoptosis. However, many deadly human diseases occur if *too many* cells die through this process. Conversely, many human diseases such as diabetes mellitus and retinopathies proceed from unchecked cell degeneration under ER stress (Merksamer, P.I., and Papa, F.R., *J Cell Sci* **123**, 1003-1006 (2010); Papa, F.R. *Cold Spring Harbor perspectives in medicine* **2**, a007666 (2012); Shore, G.C., Papa, F.R., and Oakes, S.A., *Curr Opin Cell Biol* **23**, 143-149 (2011)). Type 2 diabetes may be a prototype of cell degenerative diseases caused by UPR-mediated apoptosis under *irretrievable* ER stress. These same principles appear to be at play in type 1 diabetes, wherein immune attack on islet β -cells elevates ER workload and causes ER stress in remaining cells. A deeper fundamental and mechanistic understanding of the etiology and pathogenesis of diabetes mellitus may lead to increasing opportunities for the development of novel and effective therapies. Terminal UPR signaling is central to these conditions as shown through experimental data and uses of proprietary compounds that defeat the consequences of terminal UPR signaling in ER stress-challenged β -cells to afford significant cytoprotection.

[0006] IRE1 α and IRE1 β are ER-transmembrane proteins that become activated when unfolded proteins accumulate within the organelle. IRE1 α is the more widely expressed and well-studied family member. The bifunctional kinase/endoribonuclease IRE1 α controls entry into the terminal UPR. IRE1 α senses unfolded proteins through an ER luminal domain that becomes oligomerized during stress (Zhou, J. *et al. Proceedings of the National Academy of Sciences of the United States of America* 103, 14343-14348 (2006); Credle, J. J. *et al. Proc Natl Acad Sci U S A* 102, 18773-18784 (2005); Aragon, T. *et al. Nature* (2008); Aragon, T. *et al. Nature* 457, 736-740 (2009)). On its cytosolic face, IRE1 α possesses bifunctional kinase/RNase activities. Oligomerization juxtaposes IRE1 α 's kinase domains, which consequently *trans*-autophosphorylate. Kinase autophosphorylation activates the RNase activity, which cleaves XBP1 mRNA at specific sites to excise an intron. Religation of IRE1 α -cleaved XBP1 mRNA

shifts the open reading frame; translation of spliced XBP1 mRNA produces a transcription factor called XBP1s (s=spliced) (Calfon, M. *et al. Nature* 415, 92-96, (2002); Yoshida, H. *Cell* 107, 881-891 (2001)). XBP1s's target genes encode products that enhance ER protein folding and quality control (Lee, A. H. *et al., Molecular and cellular biology* 23, 7448-7459 (2003)). Thus,

5 IRE1 α promotes adaptation via XBP1s.

[0007] Under *irremediable* ER stress, positive feedback signals emanate from the UPR and become integrated and amplified at key nodes to trigger apoptosis. IRE1 α is a key initiator of these pro-apoptotic signals. IRE1 α employs auto-phosphorylation as a “timer.” Remediable ER stress causes low-level, transient auto-phosphorylation that confines RNase activity to XBP1

10 mRNA splicing. However, *sustained* kinase autophosphorylation causes IRE1 α 's RNase to acquire relaxed specificity, causing it to endonucleolytically degrade thousands of ER-localized mRNAs in close proximity to IRE1 α (Han, D. *et al. Cell* 138, 562-575, (2009); Hollien, J. *et al. Journal of Cell Biology*. These mRNAs encode secretory proteins being co-translationally translocated (e.g., insulin in β cells). As mRNA degradation continues, transcripts encoding ER-
15 resident enzymes also become depleted, thus destabilizing the entire ER protein-folding machinery. Once IRE1 α 's RNase becomes hyperactive, adaptive signaling through XBP1 splicing becomes eclipsed by ER mRNA destruction, which pushes cells into apoptosis.

[0008] A terminal UPR signature tightly controlled by IRE1 α 's hyperactive RNase activity causes (1) widespread mRNA degradation at the ER membrane that leads to mitochondrial

20 apoptosis (Han, D. *et al. Cell* 138, 562-575, (2009)), (2) induction of the pro-oxidant thioredoxin-interacting protein (TXNIP), which activates the NLRP3 inflammasome to produce maturation and secretion of interleukin-1 β , and consequent sterile inflammation in pancreatic islets leading to diabetes (Lerner, A. G. *et al. Cell metabolism* 16, 250-264, (2012)), and (3) degradation of pre-miRNA 17, leading to translational upregulation and cleavage of pre-
25 mitochondrial caspase 2 (Upton, J. P. *et al. Science* 338, 818-822, (2012)) and stabilization of the mRNA encoding TXNIP (Lerner, A. G. *et al. Cell metabolism* 16, 250-264, (2012)).

[0009] Retinitis pigmentosa (RP) is a clinically and genetically heterogeneous group of inherited retinal disorders characterized by diffuse progressive dysfunction and loss of rod and cone photoreceptors, and retinal pigment epithelium. There are no approved therapies to offer
30 the over 100,000 Americans who currently suffer from RP. As RP is a leading cause of irreversible vision loss, new therapeutic approaches for this condition would be expected to have significant cost-saving benefits for health care systems.

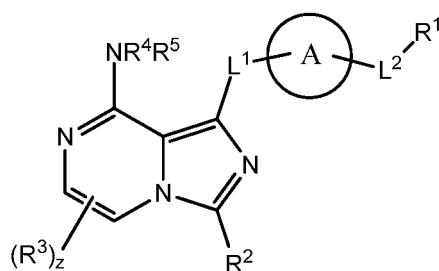
[0010] A great deal of evidence suggests that the accumulation of misfolded proteins within the ER is a central causative mechanism in many forms of RP. When the protein-folding capacity of the ER is overwhelmed, cells experience “ER stress” and actively commit programmed cell death. For example, mutations in rhodopsin are the most common cause of RP in the US and lead to a defective rhodopsin protein that misfolds and accumulates in the ER to cause high levels ER stress.

[0011] Disclosed herein, *inter alia*, are solutions to these and other problems in the art.

BRIEF SUMMARY

[0012] Provided herein, *inter alia*, are novel ATP-competitive small molecule kinase inhibitors of IRE1 α that prevent oligomerization and/or allosterically inhibit its RNase activity.

[0013] In an aspect is provided a compound, or a pharmaceutically acceptable salt thereof, having the formula:



(I) wherein, ring A is substituted or unsubstituted

cycloalkylene, substituted or unsubstituted heterocycloalkylene, substituted or unsubstituted

arylene, or substituted or unsubstituted heteroarylene; L^1 is a bond or unsubstituted C_1 - C_5

alkylene; L^2 is a bond, $-NR^{6a}-$, $-O-$, $-S-$, $-C(O)-$

, $-S(O)-$, $-S(O)_2-$, $-NR^{6a}C(O)-$, $-C(O)(CH_2)_{22}-$, $-C(O)NR^{6b}-$, $-NR^{6a}C(O)O-$,

$-NR^{6a}C(O)NR^{6b}-$, substituted or unsubstituted alkylene, substituted or unsubstituted

heteroalkylene, substituted or unsubstituted cycloalkylene, substituted or unsubstituted

heterocycloalkylene, substituted or unsubstituted arylene, or substituted or unsubstituted

heteroarylene; R^1 is hydrogen, oxo, halogen, $-CX_3$, $-CN$, $-SO_2Cl$, $-SO_nR^{10}$, $-SO_vNR^7R^8$,

$-NHNH_2$, $-ONR^7R^8$, $-NHC(=O)NHNH_2$,

$-NHC(=O)NR^7R^8$, $-N(O)_m$, $-NR^7R^8$, $-C(O)R^9$, $-C(O)-OR^9$,

$-C(O)NR^7R^8$, $-OR^{10}$, $-NR^7SO_nR^{10}$, $-NR^7C(=O)R^9$, $-NR^7C(O)OR^9$, $-NR^7OR^9$,

$-OCX_3$, $-OCHX_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl,

substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted

or unsubstituted aryl, or substituted or unsubstituted heteroaryl; R^2 is hydrogen, oxo,

- halogen, $-CX^a_3$, $-CN$, $-SO_2Cl$, $-SO_{n1}R^{10a}$, $-SO_{v1}NR^{7a}R^{8a}$, $-NHNH_2$, $-ONR^{7a}R^{8a}$,
 $-NHC=(O)NHNH_2$,
 $-NHC=(O)NR^{7a}R^{8a}$, $-N(O)_{m1}$, $-NR^{7a}R^{8a}$, $-C(O)R^{9a}$, $-C(O)OR^{9a}$, $-C(O)NR^{7a}R^{8a}$, $-OR^{10a}$, -
 $NR^{7a}SO_{n1}R^{10a}$, $-NR^{7a}C=(O)R^{9a}$, $-NR^{7a}C(O)OR^{9a}$, $-NR^{7a}OR^{9a}$, $-OCX^a_3$, $-OCHX^a_2$, substituted or
5 unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted
cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or
substituted or unsubstituted heteroaryl; R^3 is independently hydrogen, oxo,
halogen, $-CX^b_3$, $-CN$, $-SO_2Cl$, $-SO_{n2}R^{10b}$, $-SO_{v2}NR^{7b}R^{8b}$, $-NHNH_2$, $-ONR^{7b}R^{8b}$,
 $-NHC=(O)NHNH_2$,
10 $-NHC=(O)NR^{7b}R^{8b}$, $-N(O)_{m2}$, $-NR^{7b}R^{8b}$, $-C(O)R^{9b}$, $-C(O)OR^{9b}$, $-C(O)NR^{7b}R^{8b}$, $-OR^{10b}$, -
 $NR^{7b}SO_{n2}R^{10b}$, $-NR^{7b}C=(O)R^{9b}$, $-NR^{7b}C(O)OR^{9b}$, $-NR^{7b}OR^{9b}$, $-OCX^b_3$, $-OCHX^b_2$, substituted or
unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted
cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or
substituted or unsubstituted heteroaryl; R^4 and R^5 are independently hydrogen or unsubstituted
15 C_1 - C_6 alkyl; R^7 , R^8 , R^9 , R^{10} , R^{6a} , R^{7a} , R^{8a} , R^{9a} , R^{10a} , R^{6b} , R^{7b} , R^{8b} , R^{9b} and R^{10b} are independently
hydrogen, halogen, $-CF_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, -
 SO_4H , $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHSO_2H$, -
 $NHC=(O)H$, $-NHC(O)OH$, $-NHOH$, $-OCF_3$, $-OCHF_2$, substituted or unsubstituted alkyl,
substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or
20 unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted
heteroaryl; R^7 and R^8 substituents bonded to the same nitrogen atom may optionally be joined to
form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;
 R^{7a} and R^{8a} substituents bonded to the same nitrogen atom may optionally be joined to form a
substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; R^{7b} and
25 R^{8b} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted
or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; each occurrence of
the symbols n , $n1$, and $n2$ is independently an integer from 0 to 4; each occurrence of the
symbols m , $m1$, $m2$, v , $v1$, and $v2$ is independently an integer from 1 to 2; the symbol z is an
integer from 0 to 2; the symbol $z2$ is an integer from 1 to 4; and each occurrence of the symbols
30 X , X^a , and X^b is independently a halogen.

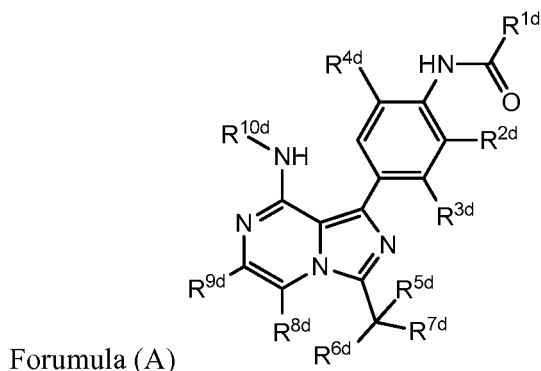
[0014] In another aspect is provided a pharmaceutical composition including a
pharmaceutically acceptable excipient and a compound, or pharmaceutically acceptable salt

thereof, as described herein (e.g. formula I, formula II, formula III, aspect, embodiment, example, figure, table, or claim).

[0015] In an aspect is provided a method of treating a disease in a patient in need of such treatment, the method including administering a therapeutically effective amount of a compound described herein (e.g. formula I, formula II, formula III, aspect, embodiment, example, figure, table, or claim), or a pharmaceutically acceptable salt thereof, to the patient, wherein the disease is a neurodegenerative disease, demyelinating disease, cancer, eye disease, fibrotic disease, or diabetes.

[0016] In an aspect is provided a method of modulating the activity of an Ire1 protein, the method including contacting the Ire1 protein with an effective amount of a compound described herein (e.g. formula I, formula II, formula III, aspect, embodiment, example, figure, table, or claim), or a pharmaceutically acceptable salt thereof.

[0017] In another aspect, the present disclosure provides compounds having the formula (A):



Formula (A)

(also illustrated in Fig. 7) and pharmaceutically acceptable salts thereof, wherein R^{1d}, R^{2d}, R^{3d}, R^{4d}, R^{5d}, R^{6d}, R^{7d}, R^{8d}, R^{9d}, and R^{10d}, are each independently C₂₋₆ alkyl, C₁₋₆ haloalkyl, -C₁₋₄ alkyl-R^{12d}, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₈ cycloalkyl, monocyclic heterocyclyl, monocyclic heteroaryl, or phenyl, aryl, wherein the cycloalkyl, heterocyclyl, heteroaryl, and phenyl groups are each optionally substituted with one or two R^{11d} groups; each R^{11d} is independently C₁₋₆ alkyl, C₁₋₆ haloalkyl, -C(O)R^d, -C(O)OR^d, -C(O)NR^d₂, S(O)₂NR^d₂, or -S(O)₂R^d; and R^{12d} is -OR^d, -SR^d, -NR^d₂, -C(O)R^d, -C(O)OR^d, -C(O)NR^d₂, -S(O)₂R^d, -OC(O)R^d, OC(O)OR^d, OC(O)NR^d₂, -N(R^d)C(O)R^d, -N(R^d)C(O)OR^d, -N(R^d)C(O)NR^d₂, phenyl, monocyclic heteroaryl, C₃₋₈ cycloalkyl, or monocyclic heterocyclyl, wherein the aryl, heteroaryl, C₃₋₈ cycloalkyl, and heterocyclyl groups are each optionally substituted by one, two, or three groups that are each independently halogen, cyano, nitro, C₁₋₆ alkyl, C₁₋₆ haloalkyl, -OR^d, -SR^d, -NR^d₂, -C(O)R^d,

C(O)OR^d, -C(O)NR^d₂, -S(O)₂R^d, -OC(O)R^d, -OC(O)OR^d, OC(O)NR^d₂, N(R^d)C(O)R^d, -N(R^d)C(O)OR^d, or -N(R^d)C(O)NR^d₂; and each R^d is independently hydrogen, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₁₋₆ haloalkyl, C₃₋₈ cycloalkyl, heterocyclyl, aryl, arylC₁₋₆ alkyl, heteroaryl, or heteroarylC₁₋₆ alkyl wherein the alkyl, aryl, arylalkyl, heteroaryl, and heteroarylalkyl are

5 optionally substituted with one, two, three, or four groups that are each independently halogen, cyano, nitro, C₁₋₆ alkyl, C₁₋₆ haloalkyl, -OR^{0d}, SR^{0d}, NR^{0d}₂, C(O)R^{0d}, C(O)OR^{0d}, -C(O)N(R^{0d})₂, S(O)R^{0d}, -OC(O)R^{0d}, -OC(O)OR^{0d}, OC(O)N(R^{0d})₂, N(R^{0d})C(O)R^{0d}, -N(R^{0d})C(O)OR^{0d}, or N(R^{0d})C(O)N(R^{0d})₂, wherein each R^{0d} is independently hydrogen or C₁₋₆ alkyl, each R^d is independently hydrogen, or C₁₋₆ alkyl.

- 10 **[0018]** In another aspect, R^{2d} and R^{3d} are together a phenyl, monocyclic heteroaryl, C₃₋₈ cycloalkyl, or monocyclic heterocyclyl, wherein the aryl, heteroaryl, C₃₋₈ cycloalkyl, and heterocyclyl groups are each optionally substituted by one, two, or three groups that are each independently halogen, cyano, nitro, C₁₋₆ alkyl, C₁₋₆ haloalkyl, -OR^d, -SR^d, -NR^d₂, -C(O)R^d, C(O)OR^d, -C(O)NR^d₂, -S(O)₂R^d, -OC(O)R^d, -OC(O)OR^d, OC(O)NR^d₂, N(R^d)C(O)R^d, -
- 15 N(R^d)C(O)OR^d, or -N(R^d)C(O)NR^d₂; wherein each R^d is independently hydrogen, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₁₋₆ haloalkyl, C₃₋₈ cycloalkyl, heterocyclyl, aryl, arylC₁₋₆ alkyl, heteroaryl, or heteroarylC₁₋₆ alkyl wherein the alkyl, aryl, arylalkyl, heteroaryl, and heteroarylalkyl are optionally substituted with one, two, three, or four groups that are each independently halogen, cyano, nitro, C₁₋₆ alkyl, C₁₋₆ haloalkyl, -OR^{0d}, SR^{0d}, NR^{0d}₂, C(O)R^{0d}, C(O)OR^{0d}, -
- 20 C(O)N(R^{0d})₂, S(O)R^{0d}, -OC(O)R^{0d}, -OC(O)OR^{0d}, OC(O)N(R^{0d})₂, N(R^{0d})C(O)R^{0d}, -N(R^{0d})C(O)OR^{0d}, or N(R^{0d})C(O)N(R^{0d})₂, wherein each R^{0d} is independently hydrogen or C₁₋₆ alkyl, each R^d is independently hydrogen, or C₁₋₆ alkyl.

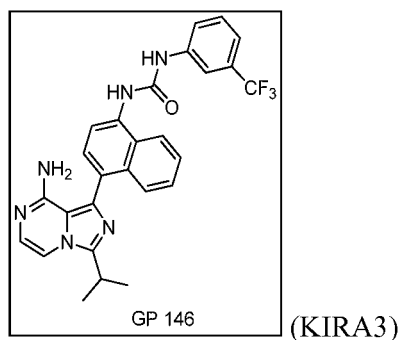
- [0019]** In yet another aspect, R^{1d} is -OR^d, -SR^d, -NR^d₂, -C(O)R^d, -C(O)OR^d, -C(O)NR^d₂, -N(R^d)C(O)R^d, -N(R^d)C(O)OR^d, -N(R^d)C(O)NR^d₂, phenyl, monocyclic heteroaryl, C₃₋₈
- 25 cycloalkyl, or monocyclic heterocyclyl, wherein the aryl, heteroaryl, C₃₋₈ cycloalkyl, and heterocyclyl groups are each optionally substituted by one, two, or three groups that are each independently halogen, cyano, nitro, C₁₋₆ alkyl, C₁₋₆ haloalkyl, -OR^d, -SR^d, -NR^d₂, -C(O)R^d, C(O)OR^d, -C(O)NR^d₂, -S(O)₂R^d, -OC(O)R^d, -OC(O)OR^d, OC(O)NR^d₂, N(R^d)C(O)R^d, -N(R^d)C(O)OR^d, or -N(R^d)C(O)NR^d₂.

- 30 **[0020]** In one aspect, the present disclosure is directed to compositions and methods for activating IRE1α RNase activity using human and murine IRE1α.

[0021] In another aspect, the present disclosure is directed to compositions and methods for inhibiting human and murine IRE1 α RNase activity using compounds: GP117 (KIRA2), GP118 (KIRA1), GP146 (KIRA3), GP146 (NMe), GP146(Am), Formula B, Formula (A), compounds shown Figs. 7 and 8, and other derivative compounds disclosed herein

5 [0022] The present disclosure may also be directed to pharmaceutical compositions comprising any of the compounds disclosed herein.

[0023] In an additional aspect, the present disclosure provides a compound having Formula (B),



Formula (B)

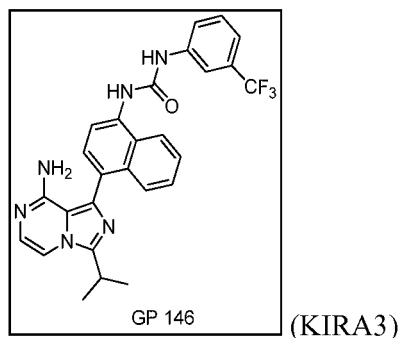
and pharmaceutically acceptable salts thereof.

[0024] In still another aspect, the present disclosure provides those compounds illustrated in Fig. 8, and pharmaceutically acceptable salts thereof.

[0025] In another aspect, the present disclosure provides methods for treating disorders associated with deregulated UPR signaling comprising providing to a patient in need of such treatment a therapeutically effective amount of either (i) any of the compounds disclosed herein, or (ii) a pharmaceutical composition comprising any of the compounds disclosed herein and a pharmaceutically acceptable excipient, carrier, or diluent.

[0026] In another aspect, the present disclosure provides methods for treating disorders associated with deregulated UPR signaling comprising providing to a patient in need of such treatment a therapeutically effective amount of either a compound of formula (B), the compound illustrated in Fig. 7 and any described derivatives, and those compounds illustrated in Fig. 8 or any of the described or illustrated derivatives thereof, or (ii) a pharmaceutical composition comprising a compound of formula (B) or any of the derivatives thereof described herein and a

pharmaceutically acceptable excipient, carrier, or diluent, wherein the compound of formula (B) is



Formula (B)

5 BRIEF DESCRIPTION OF THE DRAWINGS

[0027] Fig. 1. Interaction of ATP-competitive inhibitors with the bifunctional kinase/RNase, IRE1 α . (a) Proposed binding modes of type I and type II kinase inhibitors with the ATP-binding pocket of IRE1 α . Left panel shows the contacts a type I inhibitor, APY29, forms with yeast IRE1 α (PDB code 3SDJ)¹⁸ (SEQ ID NO:3). The right panel shows the proposed contacts a type II inhibitor, GP118, forms with IRE1 α based on the co-crystal structure of the same inhibitor bound to Src (PDB code 3EL8) (SEQ ID NO:4) (also see Fig. 15). (b) XBP1 RNA minisubstrate assay used for screening IRE1 α modulators; the recombinant human IRE1 α —IRE1 α *—used in the assay spans residues 469-977, which includes the cytosolic kinase and RNase domains; cleavage of the 5'FAM-3'BHQ-labeled XBP1 minisubstrate by IRE1 α * results in FRET-dequenching. (c) Endpoint fluorescence of IRE1 α * catalyzed cleavage reaction of XBP1 minisubstrate in the presence of varying concentrations of inhibitors, or DMSO; STF-083010 is an imine-based compound that covalently inhibits the RNase domain; relative fluorescence intensity is scaled to the signal observed with IRE1 α * (1.0), or without IRE1 α * (0). (mean $\pm$ SD, n = 3). (d) Structures of type II kinase inhibitors that inhibit the RNase activity of IRE1 α * (GP118/KIRA1, GP117/KIRA2, GP146/KIRA3). Numbering of amino acid residues from Ire1 α in figures uses amino acid numbering of human Ire1 α (e.g. including numbering used for human IRE1 α (469-977) sequence in SEQ ID NO:2 as numbered in the Examples section herein).

[0028] Fig. 2. APY29 and GP146 (KIRA3) divergently modulate the RNase activity and oligomerization state of IRE1 α *. (a) Inhibition of IRE1 α * autophosphorylation in vitro by APY29 and GP146; top panels show autoradiograms of autophosphorylation levels under serial two-fold dilutions of the respective inhibitors (from 80 μ M to 0.0098 μ M); the lower panel

shows normalized autophosphorylation levels and IC_{50} values for both compounds. (b) λ -PPase treatment of IRE1 α^* produces dephosphorylated IRE1 α^* (dP-IRE1 α^*); immunoblots using anti-IRE1 α and anti-phospho IRE1 α antibodies are shown. (c) RNase activities of IRE1 α^* and dP-IRE1 α^* under varying [APY29] or [GP146] (KIRA3) per the assay of Fig. 1b; EC_{50} values were
 5 determined by fitting normalized fluorescence intensities (mean $\pm$ SD, $n = 3$). (d) Urea PAGE of XBP1 mini-substrate cleavage by IRE1 α^* and dP-IRE1 α^* with and without GP146 (KIRA3) or APY29. (e) RNase competition assays between APY29 and GP146 (KIRA3); the line marked with circles shows IRE1 α^* RNase activity under fixed GP146 (KIRA3) and varying [APY29]; the line marked with squares shows IRE1 α^* RNase activity under fixed APY29 and varying
 10 [GP146] (KIRA3); the line marked with triangles shows IRE1 α^* RNase activity under fixed STF-083010 and varying [APY29] (mean $\pm$ SD, $n = 3$).

[0029] Fig. 3. Characterization of GP146's interaction with the ATP-binding site of IRE1 α . (a) A crystal structure of the kinase domain of human IRE1 α bound to ADP; the native cysteine residues that were monitored using the ICAT footprinting method are labeled and shown as thick
 15 rods and the DFG-motif is shown as thin bars; cys715 is part of the hinge region of IRE1 α and its side chain partially occupies the ATP-binding site; cys645 is in the activation loop, two residues away from the DFG-motif; cys572 is located on the top of the N-terminal lobe of the catalytic domain and is distant from the ATP-binding site. (b) Results of the ICAT footprinting experiments with IRE1 α^* ; alkylation rates were measured in the presence of DMSO (circle),
 20 APY29 (square) (20 μ M), or GP146 (triangle) (20 μ M) (mean $\pm$ SD, $n = 3$). (c) A molecular model of GP146's interaction with the ATP-binding site of IRE1 α ; IRE1 α is in the DFG-out inactive conformation; the imidazopyrazine ring of GP146 occupies the adenine pocket and the 3-trifluoromethylurea occupies the DFG-out pocket; no favorable poses for GP146 bound to the DFG-in conformation of IRE1 α could be determined. (d) Control compounds that were
 25 generated to test the docked structure of GP146 bound to the DFG-out conformation of IRE1 α ; GP146(NMe) contains a methyl group that is predicted to disrupt a critical hydrogen bond to the hinge region of IRE1 α GP146(Am) contains an amide rather than a urea group linker between the naphthyl ring and the trifluoromethylphenyl group; the amide linker is predicted to lead to a less favorable interaction with the DFG-out pocket; the IC_{50} s for each compound against IRE1 α^*
 30 is listed below their structure.

[0030] Fig. 4. APY29 and GP146 differentially affect oligomerization state of IRE1 α^* . (a) Left panels shows immunoblots of IRE1 α^* after treatment with the crosslinker DSS (250 μ M); increasing concentrations of IRE1 α^* were incubated with DMSO, APY29 (200 μ M), or GP146

(200 μ M); the right panel shows quantitation of the ratios of oligomeric to monomeric IRE1 α *
 (b) Model of how type I and type II kinase inhibitors affect the RNase activities and oligomeric
 states of IRE1 α * and dP- IRE1 α *.

[0031] Fig. 5. Chemical-genetic modulation of IRE1 α kinase and RNase activity in vivo. (a)

5 Anti-total and anti-phospho IRE1 α immunoblots of T-Rex 293 cells expressing “holed” IRE1 α
 I642A under Doxycycline (Dox) control; cells were pre-treated for 1 hr with GP146 at indicated
 concentrations, then induced with Dox (1 μ M) for 8 hrs; plots show normalized phosphorylation
 levels and ratios of spliced XBP1 mRNA under varying [GP146] (mean $\pm$ SD, n $\geq$ 3). (b) EtBr-
 stained agarose gel of XBP1 cDNA amplicons from the cells described in (a). (c) Competition
 10 between the “bumped” kinase inhibitor 1NM-PP1 and GP146 against IRE1 α I642A; T-Rex 293
 cells expressing IRE1 α I642A were pre-treated for 1 hr with GP146 (1 μ M) $\pm$ varying [1NM-
 PP1] before Dox induction (1 μ M) for 8 hrs; histograms show ratios of spliced XBP1 mRNA as a
 function of [GP146] and [1NM-PP1]. (d) Model of divergent allosteric modulation of IRE1 α
 RNase by type I and II kinase inhibitors; when overproduced, IRE1 α I642A oligomerizes and
 15 trans-autophosphorylates, activating XBP1 mRNA splicing by the RNase; type I inhibitor 1NM-
 PP1 increases—whereas type II inhibitor GP146 decreases—RNase activity; cartoons are not
 meant to differentiate between the relative orientations of monomer subunits in IRE1 α .

[0032] Fig. 6. Divergent modulation of endogenous IRE1 α RNase activity under ER stress

with types I and II kinase inhibitors. (a) EtBr-stained agarose gel of XBP1 complementary DNA
 20 (cDNA) amplicons from INS-1 cells pre-treated for 1 hr with GP146 or APY29 at indicated
 concentrations, followed by thapsigargin (Tg) (6 nM) for 4 hrs; ratios of spliced XBP1 (XBP1S)
 over (spliced + unspliced (XBP1U)) are plotted (mean $\pm$ SD, n = 3). (b) Anti-total and anti-
 phospho IRE1 α immunoblots using extracts from INS-1 cells pre-treated for 1 hr with GP146,
 sunitinib, or STF-083010 at indicated concentrations, followed by Tg (6 nM) for 2 hrs. (c) EtBr-
 25 stained agarose gel of XBP1 complementary DNA (cDNA) amplicons from the INS-1 cells
 described in (b). (d) EtBr-stained agarose gel of XBP1 complementary DNA (cDNA) amplicons
 from INS-1 cells pre-treated for 1 hr with GP146(NMe) at indicated concentrations, followed by
 thapsigargin (Tg) (6 nM) for 4 hrs. (e) Model of how type I kinase inhibitors (APY29), type II
 kinase inhibitors (GP146), and RNase inhibitors (STF-083010) modulate the enzymatic activities
 30 of WT IRE1 α . APY29 inhibits IRE1 α trans-autophosphorylation but promotes oligomerization
 and activates the RNase domain; STF-083010 inhibits the RNase activity of IRE1 α but does not
 affect kinase activity or the overall oligomerization state. GP146 inhibits both the kinase and

RNase domains of IRE1 α and stabilizes the monomeric form; cartoons are not meant to differentiate between the relative orientations of monomer subunits in IRE1 α .

[0033] Fig. 7 illustrates the compound Formula (A), wherein the R¹, R², R³, R⁴, R⁵, R⁶, R⁷, R⁸, R⁹, and R¹⁰ are each defined herein.

5 **[0034]** Fig. 8 illustrates analogs of GP146 that demonstrate the ability to modulate and/or inhibit IRE1 α RNase activity.

[0035] Fig. 9: ER stress-induced apoptosis can be replicated by simply overexpressing IRE1 α . (A) Percentage of INS-1 cells staining positive for Annexin V after being treated with increasing concentrations of Thapsigargin (Tg) for 24, 48 and 72 h. (B) Anti-Procaspase-3 and Cleaved
10 Caspase-3 immunoblot of INS-1 cells treated with indicated concentrations of Tg for 12, 24 and 48h; anti-GAPDH immunoblot serves as loading control. (C) Model of ER stress mediated activation of IRE1 α leading to ER-localized mRNA endonucleolytic decay, terminal UPR endpoints, and apoptosis. (D) Anti-Phospho-IRE1 α and anti-Myc immunoblot of INS-1 stable line expressing transgenic wild-type IRE1 α (WT) under increasing doses of Doxycycline (Dox)
15 for 24h; anti-GAPDH immunoblot serves as loading control. (E) Ethidium-bromide (EtBr)-stained agarose gel of XBP1 cDNA amplicons after induction by treating INS-1 IRE1 α (WT)-expressing stable cells with increasing concentrations of Dox for 24 hours; the cDNA amplicon of unspliced XBP1 mRNA is cleaved by a PstI site within a 26 nucleotide intron to give 2U and 3U; IRE1 α -mediated cleavage of the intron and re-ligation in vivo removes the PstI site to give
20 the 1S (spliced) amplicon; *is a spliced/unspliced XBP1 hybrid amplicon; the ratio of spliced over (spliced + unspliced) amplicons—1S/(1S+2U+3U)—is reported as % XBP1 splicing; three independent biological samples were used. (F) Q-PCR for Insulin1 mRNA (normalized to GAPDH) in INS-1 IRE1 α (WT)-expressing stable cells treated with indicated doses of Dox for 24h. (G) Percent of INS-1 IRE1 α (WT)-expressing stable cells staining positive for Annexin V
25 after treatment with increasing doses of Dox for 72h.

[0036] Fig. 10. Chemical-genetic manipulation of IRE1 α activity reveals both the necessity and the sufficiency of the IRE1 α RNase domain for triggering apoptosis. (A) Model of IRE1 α (I642G) “holed”-kinase mutant and its activation by the “bumped” kinase inhibitor, 1NMPP1. (B) Percent XBP1 splicing in INS-1 IRE1(I642G) stable transgenic cells treated for 24h with
30 1 μ M 1NM-PP1, 1 μ g/mL Dox and 6nM Tg as indicated. (C) Percent of INS-1 IRE1(I642G) cells staining positive for Annexin V after treatment for 72h with 1 μ M 1NM-PP1, 1 μ g/mL Dox and 6nM Tg as indicated. (D) Percent XBP1 splicing in INS-1 IRE1(I642G) and INS-1 IRE1

(I642G/N906A) stable transgenic mutant cells treated for 24h with 1NM-PP1, Dox and Tg as indicated. (E) Percent of INS-1 IRE1(I642G) and INS-1 IRE1(I642G/N906A) cells staining positive for Annexin V after treatment for 72h with 1NM-PP1, Dox and Tg as indicated. (F) Anti-Pro and Cleaved Caspase-3 immunoblots of INS-1 IRE1 (I642G) and INS-1 IRE1(I642G/N906A) mutant stable cells treated for 72h with 1NM-PP1, Dox and Tg as indicated.

[0037] Fig. 11. Direct inhibition of IRE1 α RNase prevents IRE1 dependent ER-localized mRNA degradation and ER stress-induced apoptosis. (A) Model of inhibition of IRE1 α RNase activity by STF-083010 (STF). (B) Percent XBP1 splicing in INS-1 IRE1 WT stable cells treated with 5ng/mL Dox and 50 μ M STF for indicated times as shown (upper panel). EtBr-stained agarose gel of XBP1 cDNA amplicons is shown for the same samples above (lower panel). (C) Q-PCR for Insulin1 mRNA (normalized to GAPDH) in INS-1 IRE1 WT stable cells treated Dox and STF for 12, 24, 48 and 72h. (D) Anti-Phospho-IRE1 α and Anti-Total IRE1 α immunoblots of INS-1 IRE1 WT stable cells treated for 48h with 5ng/mL Dox and 50 μ M STF. (E) Anti-Phospho and Total JNK immunoblots of same samples. (F) Anti-Pro Caspase and Cleaved Caspase-3 immunoblots of same samples. (G) Percent of INS-1 IRE1 WT stable cells staining positive for Annexin V after treatment for 72h with Dox and STF as indicated. (H) Percent of INS-1 cells staining positive for Annexin V after treatment for 72h with increasing doses of Tunicamycin (Tm) and 50 μ M STF as indicated. (I) Immunofluorescence staining on islets from 10 week old C57BL6 mice treated with 0.5 μ g/mL Tm and 50 μ M STF for 16h as indicated; co-stained for DAPI (left column), insulin (second column from left), and TUNEL (third column from left); merged image is also shown. (J) Quantification of TUNEL positive β -cells normalized to DAPI-positive cells in (I).

[0038] Fig. 12. a) Percent of INS-1 cells staining positive for Annexin-V 72 hrs after treatment of 500 ng/ml Tm +/- GP165. (b) EtBr-stained agarose gel of XBP1 cDNA amplicons from INS-1 cells 8 hrs after treatment of 200 ng/ml Tm +/- GP165. XBP1U, unspliced XBP1; XBP1S, spliced XBP1; the lower panel shows the ratios of spliced XBP1 (XBP1S) over (spliced + unspliced (XBP1U)). (c) Immunoblots for CASP3 cleavage in INS-1 cells 72 hrs after treatment of 500 ng/ml Tm +/- GP165 or 50 μ M STF-083010 as positive control. (d) qPCR of insulin mRNA in INS-1 cells 8 hrs after treatment of 500 ng/ml Tm +/- GP165. (e) A schematic model of how GP165 blocks terminal UPR by inhibiting IRE1 α activation under ER stress; as a type II kinase inhibitor, GP165 binds to the adenosine binding pocket and inhibits both the kinase and

RNase domains of IRE1 α and stabilizes the monomeric form; similar results are obtained using GP146. GP165 is KIRA6.

[0039] Fig. 13. Coomassie blue-stained PAGE of purified IRE1 α *; M, protein marker.

[0040] Fig. 14. Structures of several type II kinase inhibitors screened against IRE1 α * in the XBP1 RNA minisubstrate assay; the relative endpoint fluorescence intensities for the IRE1 α *-catalyzed cleavage reaction of XBP1 minisubstrate in the presence of varying concentrations of inhibitors are shown.

[0041] Fig. 15. Crystal structure of Src bound to the type II kinase inhibitor, GP118 (PDB code 3EL8); hydrogen bond interactions between Src and GP118 are denoted as dotted lines; only the backbone atoms are shown for residues in the hinge region except for Thr338 (gatekeeper residue); the proposed model of GP118 bound to IRE1 α shown in Fig. 1a is based on the Src-GP118 complex structure.

[0042] Fig. 16. GP146 and APY29 modulation of IRE1 α *-mediated cleavage of an in vitro-transcribed 352 nucleotide, internally α 32P-labeled XBP1 RNA. (a) Urea PAGE analysis of 5 minute cleavage reactions of α 32P-labeled XBP1 RNA by IRE1 α * in the presence of varying concentrations of GP146. (b) Urea PAGE analysis of 5 minute cleavage reactions of α 32P-labeled XBP1 RNA by dP- IRE1 α * in the presence of varying concentrations of APY29.

[0043] Fig. 17. The EC50 of GP146 for IRE1 α * RNase inhibition increases in the presence of a fixed concentration of APY29; the line marked with circles shows IRE1 α * RNase inhibition by GP146 in the absence of a competitor (APY29); the line marked with squares shows IRE1 α * RNase inhibition by GP146 in the presence of APY29 (2 μ M).

[0044] Fig. 18. Sunitinib inhibits IRE1 α * autophosphorylation but activates the RNase domain. (a) Autoradiograms of IRE1 α * autophosphorylation levels under serial two-fold dilutions of sunitinib (from 80 μ M to 0.0098 μ M). (b) Urea PAGE analysis of XBP1 minisubstrate cleavage by IRE1 α * and dP- IRE1 α * with and without sunitinib. (c) Urea PAGE analysis of XBP1 minisubstrate cleavage by IRE1 α * with fixed GP146 (10 μ M) and varying sunitinib concentrations.

[0045] Fig. 19. A molecular model of APY29's interaction with the DFG-in conformation of human IRE1 α . IRE1 α is in the DFG-in active conformation; the pyrimidine ring of APY29 occupies the adenine pocket and the 3-aminopyrazole makes several hydrogen bonds with the

kinase hinge; no favorable poses for APY29 bound to the DFG-out conformation of IRE1 α could be determined.

[0046] Fig. 20. GP146 inhibits autophosphorylation and XBP1 mRNA splicing by WT IRE1 α

in T-REx 293 cells. (a) Anti-total and anti-phospho IRE1 α immunoblots, and EtBr-stained

5 agarose gel of XBP1 cDNA amplicons from T-REx 293 cells expressing WT IRE1 α under Doxycycline (Dox) control; cells were pre-treated for 1 hr with GP146 at indicated

concentrations, then induced with Dox (1 μ M) for 8 hrs. (b) The plot shows normalized

phosphorylation levels under varying [GP146] (mean $\pm$ SD, $n \geq 3$). (c) GP146(NMe) does not

10 inhibit XBP1 splicing in T-REx 293 cells expressing WT IRE1 α . EtBr-stained agarose gel of

XBP1 cDNA amplicons from T-REx 293 cells expressing WT IRE1 α are shown; cells were pre-treated for 1 hr with GP146(NMe) at indicated concentrations, then induced with Dox (1 μ M) for 8 hrs.

[0047] Fig. 21. Molecular model of GP146 bound to the ATP-binding site of human IRE1 α

^{I642A}; IRE1 α is in the DFG-out inactive conformation; the imidazopyrazine ring of GP146

15 occupies the adenine pocket and the 3-trifluoromethylurea occupies the DFG-out pocket; the

naphthyl ring of GP146 rotates 180 degrees and is able to access the enlarged hydrophobic

pocket next to the gatekeeper residue; no favorable poses for GP146 bound to the DFG-in

conformation of IRE1 α ^{I642A} could be determined.

[0048] Fig. 22. Forced XBP1 mRNA splicing through conditional overproduction of IRE1 α

20 isogenic T-REx 293 stable cell lines; quantitation of EtBr-stained agarose gels of XBP1 cDNA

amplicons from T-REx 293 cells stably expressing either WT-IRE1 α or the “holed” IRE1 α

(I642A) mutant under Doxycycline (Dox) control; cells were induced with Dox (1 μ M) for 8 hrs,

followed by provision of 1NM-PP1 (5 μ M)—or DMSO—for 4 more hours; the ratio of spliced

XBP1 (XBP1S) over (XBP1S + unspliced amplicons (XBP1U)) at the endpoint is plotted in the

25 histograms (mean $\pm$ SD, $n \geq 3$).

[0049] Fig. 23. Death of pancreatic islet β -cells due to unchecked ER stress and terminal UPR

signaling is central to development of types 1 and 2 diabetes. Compounds, pharmaceutical

compositions, and methods described herein may modulate the UPR and treat diseases associated with ER stress and the UPR.

30 **[0050]** Fig. 24. (A) Immunoblots of IRE1 α * after treatment with the crosslinker DSS;

increasing concentrations of IRE1 α * were incubated with DMSO, APY29, or KIRA3. (B) Model

of how type kinase inhibitors can affect the RNase activities and oligomeric states of IRE1 α * and dP-IRE1 α *.

[0051] Fig. 25. Synthetic strategy for generating KIRAs.

[0052] Fig. 26. Representative KIRAs synthesized and tested.

5 [0053] Fig. 27. (A) General structure of irreversible KIRAs that target a cysteine residue located in the activation loop of IRE1; representative electrophiles are shown. (B) A close-up of the ATP-binding site of IRE1 α .

[0054] Fig. 28. Increasing magnitude and duration of exposure of cells to myriad ER stressors causes increasing activation of IRE1 α (autophosphorylation, XBP1 mRNA splicing, ER
10 localized decay of Ins1 mRNA), and switch-like entry of the stressed into dysfunctional states culminating in apoptosis (see text for details); (A) Percent Annexin-V staining INS-1 cells treated in a time course of increasing concentrations of Tg. (B) Pro- and cleaved Caspase-3 immunoblot of Tg-treated INS-1 cells. (C) Time of exposure to the agent are directly linked to the percentage of cells entering apoptosis, as can be defined for other ER stress inducers such as
15 the glycosylation inhibitor, tunicamycin (Tm) (D) Increasing ER stress causes progressive increases in endogenous IRE1 α phosphorylation. (E) Increasing ER stress causes progressive increases in endogenous XBP1 mRNA splicing. (F) Increasing ER stress causes progressive depletion through endonucleolytic decay of the ER-localized mRNA, Ins1, which encodes proinsulin. (G) Increasing ER stress causes progressive induction of the pro-apoptotic
20 transcription factor, CHOP. (H) Diagram of effects due to increasing exposure to ER stress inducers and increasing severity of ER stress.

[0055] Fig. 29. Conditional overexpression (using Dox) of IRE1 α in stable INS-1 cells mimics a Terminal UPR by forcing IRE1 α autophosphorylation, XBP1 mRNA splicing, ER localized
25 decay of Ins1 mRNA, decay of miR-17, induction of CHOP, accumulation and cleavage of upstream (Caspase 2) and downstream (Caspase 3) caspases of the mitochondrial apoptotic pathway, as well as inflammatory (Caspase 1) caspase mediating pyroptosis, and switch-like entry of cells into programmed cell death. (A) Anti-Phospho-IRE1 α and anti-Myc-IRE1 α immunoblot of INS-1 IRE1 α (WT) cells treated with increasing concentrations of Dox for 24h. (B) Agarose gel of PstI-digested XBP1 cDNA amplicons from INS-1 IRE1 α (WT) cells treated
30 with increasing [Dox] for 24h. % XBP1 splicing represents the ratio of spliced over (spliced + unspliced) amplicons—1S/(1S+2U+3U). (C) Model of how severe ER stress causes IRE1 α to

switches from homeostatic to apoptotic outputs. (D) Q-PCR for miR-17 in INS-1 IRE1 α (WT) cells treated with increasing [Dox] for 72 h. (E) Q-PCR for Insulin1 (Ins1) and CHOP mRNA in INS-1 IRE1 α (WT) cells treated with increasing [Dox] for 24 h; anti-Proinsulin immunoblot of INS-1 IRE1 α (WT) cells treated with increasing [Dox] for 72 h. (F) Immunoblot of Pro- and cleaved Caspase-1, Pro- and cleaved Caspase-2 from INS-1 IRE1 α (WT) cells treated with increasing [Dox] for 72 h and immunoblot of Pro-Caspase-3 and cleaved Caspase-3 from INS-1 IRE1 α (WT) cells treated with increasing [Dox] for 72 h. (G) Percent Annexin-V staining of INS-1 IRE1 α (WT) cells treated with increasing [Dox] for 72 h; three independent biological samples were used for XBP1 splicing, Q-PCR and Annexin V staining experiments; each data point represents the mean value $\pm$ SD; P-values: * <0.05 and ** <0.01 , ns=not significant.

[0056] Fig. 30. KIRA6 inhibits IRE1 α autophosphorylation, breaks oligomers, reduces RNase activity, and protects cells from entry into apoptosis. (A) Structure of KIRA6. (B) RNase activities of IRE1 α * under varying [KIRA6]; half-maximum effective concentration (EC₅₀) values were determined by fitting normalized fluorescence intensities (mean $\pm$ s.d., $n = 3$). (C) Inhibition of IRE1 α * kinase activity *in vitro* by KIRA6; IC₅₀ values were determined by fitting percent phosphorylation. (D) *In vivo*, KIRA6 inhibits endogenous IRE1 α auto-phosphorylation in a dose-dependent manner; in contrast the aldehyde-based IRE1 α RNase-inhibitor, STF, does not inhibit IRE1 α auto-phosphorylation, nor does a control compound KIRA6(in). (E) Immunoblots of IRE1 α * (WT) incubated with DMSO or KIRA6 (200 μ M) followed by treatment with the crosslinker DSS (250 μ M); quantification is on the right. (F) Agarose gel of XBP1 cDNA amplicons from INS-1 cells pre-treated with indicated concentrations of KIRA6 for 1h, followed by 0.5 μ g/ml Tm for 8 h. (G) KIRA6 inhibits ER-localized endonucleolytic decay of Ins1 mRNA at lower doses of the drug than needed to inhibit XBP1 mRNA splicing. (H) KIRAs reduce entry of INS1-1 cells into apoptosis. (I) Immunofluorescence of islets from 10 wk old C57BL/6 mice treated with 0.5 μ g/mL Tm plus/minus 0.5 μ M KIRA6 for 16hr. Co-stained for DAPI, insulin, and TUNEL; Quantification of TUNEL positive β -cells (white arrows) normalized to DAPI-positive cells is shown. (J) KIRA6 cytoprotective effects are dependent on IRE1 α because they are absent in *Ire1 α ^{-/-}* mouse embryonic fibroblasts (MEFs), but still demonstrable in WT and *Xbp1^{-/-}* MEFs. (K) Model of how KIRA6 prevents the terminal UPR by inhibiting IRE1 α .

[0057] Fig. 31. KIRA6 inhibits IRE1 α * RNase endonucleolytically cleaves pre-miR-17 at sites distinct from those cleaved by DICER but related to XBP1 scission sites (A), **KIRA6**

prevents cleavage of pre-miR-17 by IRE1 α * in vitro (B) cleavage sites (C) pre-miR-17 (D), rescues mature miR-17 levels in vivo (E), reduces caspase 2 accumulation and cleavage (F), and prevents TXNIP protein accumulation in C57BL/6 islets exposed to ER stress inducers (G).

Sequence legend (FIG. 31B): SEQ ID NOs:11-15 (in order top to bottom); (FIG. 17C): SEQ ID NO:16.

[0058] Fig. 32. Bumped type I kinase inhibitor, 1NM-PP1, increases oligomeric state of holed IRE1 α * (I642G) mutant to promote RNase activity and cell death under ER stress. (A) Quantitation of the ratios of oligomeric to monomeric IRE1 α * from immunoblots of increasing concentrations of recombinant IRE1 α *(WT), IRE1 α *(I642G) or IRE1 α *(I642G) incubated with 1NM-PP1, before treatment with the crosslinker disuccinimidyl suberate (DSS) (250 Mm) and quantitation of time course of cleavage reactions of α ³²P-labeled XBP1 RNA or Insulin2 (Ins2) RNA by recombinant IRE1 α *(WT), IRE1 α *(I642G), and IRE1 α *(I642G) incubated with 1NM-PP1 (10 μ M) from urea PAGE. (B) Percent XBP1 splicing (24hr), relative Insulin1 (Ins1) mRNA levels by Q-PCR (24hr) and percent Annexin V staining (72hr) in 1 μ g/mL Dox treated INS-1 IRE1 α (I642G) cells plus/minus 1 μ M 1NM-PP1 and plus/minus 6 nM Tg; three independent biological samples were used for each experiment and plotted as mean value $\pm$ SD; P-values: ** <0.01. (C) Model for how IRE1 α (I642G) is partially activated by 1NMPP1 to splice XBP1 mRNA in the absence of ER stress; when driven into an oligomeric state by irremediable ER stress, 1NM-PP1-bound IRE1 α (I642G) induces ER-localized mRNA decay and Terminal UPR.

[0059] Fig. 33. IRE1 α RNase hyperactivation pushes cells into the Terminal UPR. Compounds, pharmaceutical compositions, and methods described herein may modulate the terminal UPR.

[0060] Fig. 34. Death of pancreatic islet β -cells due to unchecked ER stress and terminal UPR signaling is central to development of types 1 and 2 diabetes. Compounds, pharmaceutical compositions, and methods described herein may modulate the UPR and treat diseases associated with ER stress and the UPR.

[0061] Fig. 35. Fibrotic remodeling due to unchecked ER stress is central to development of fibrotic disease such as idiopathic pulmonary fibrosis (IPF). Compounds, pharmaceutical compositions, and methods described herein may modulate the UPR and treat diseases associated with ER stress and the UPR.

[0062] Fig. 36. Inhibiting the Terminal UPR by attenuating IRE1 α 's RNase with kinase inhibitors (KIRAs).

[0063] Fig. 37. KIRA6 shuts down all critical terminal UPR events in pancreatic islet beta cells experiencing ER stress; inhibition of pro-inflammatory signaling through TXNIP and Interleukin 1-beta.

[0064] Fig. 38. Testing cascade to improve potency, selectivity, and efficacy of IRE1 α KIRAs.

[0065] Fig. 39: KIRA6 protects viability and preserves function of retinal photoreceptors during tunicamycin- and mutant rhodopsin-induced stress. (A) Fundus and OCT images of Sprague-Dawley rats injected intravitreally with tunicamycin +/- 10 μ M KIRA6. (B) Fundus and OCT images of P23H-1 rats at P40 injected intravitreally with DMSO or 10 μ M KIRA6. (C) Histological sections of retinas from P23H-1 rats at P30 after intravitreal injection of DMSO or 10 μ M KIRA6. (D) Quantification of outer nuclear layer (ONL) thickness (n=2) of P23H-1 rats at P30; higher thickness line is KIRA6 and lower line is DMSO. (E) Fundus and OCT images of P23H-1 rats at P40 after intravitreal injection of DMSO or 10 μ M KIRA6. (F) Scotopic series of ERG measurements with indicated light intensities (top) and a photopic single flash ERG measurement (+20 dB) (bottom).

[0066] Fig. 40. Survival curves of murine embryonic stem cell (ESC)-derived motor neurons. A. Wild-type (WT) Hb9:GFP ESCs were differentiated into GFP+ motor neurons (MNs) and subsequently treated with brefeldin A (BFA) with or without KIRA6 at the indicated concentrations. B. G93A-SOD1/Hb9:GFP ESCs were differentiated into GFP+ MNs and treated with KIRA6 at the indicated concentrations; MNs derived from WT Hb9:GFP ESCs served as a control. p-values: * < 0.05. MutSOD1 leads to a form of familial amyotrophic lateral sclerosis.

DETAILED DESCRIPTION

[0067] Activation of IRE1 α 's RNase is normally dependent on kinase autophosphorylation (Tirasophon, W. *et al. Genes Dev* **12**, 1812-1824 (1998)), but an allosteric relationship between these two domains exists, which allows nucleotides (ADP and ATP) and small molecule inhibitors that stabilize an active ATP-binding site conformation to directly activate the RNase without autophosphorylation (Papa, F. R. *et al. Science* **302**, 1533-1537 (2003); Han, D. *et al. Biochemical and biophysical research communications* **365**, 777-783, (2008); Korennykh, A. V. *et al. BMC biology* **9**, 48, (2011)). Furthermore, a particular class of kinase inhibitors (called type II) stabilize an inactive ATP-binding site conformation of IRE1 α and are able to potently inhibit

its RNase activity by breaking high-order oligomerization state (Figs. 1A and 36) (Wang, L. *et al. Nature chemical biology* **8**, 982-989, (2012)). These compounds are herein labeled—KIRAs—for kinase-inhibiting RNase-attenuators.

[0068] Distinct classes of ATP-competitive kinase inhibitors divergently modulate the RNase

activity of IRE1 α . A co-crystal structure of yeast IRE1 bound with APY29—a predicted type I kinase inhibitor—shows that the kinase catalytic domain is in an active conformation, which is a conformation typically adopted by protein kinases when bound to ATP and other type I

inhibitors (Fig. 1a) (Korennykh, A. V. *et al. Nature* **457**, 687-693 (2009); Korennykh, A. V. *et al. BMC Biol.* **9**, 48 (2011)). Moreover, two additional co-crystal structures of yeast IRE1 and

human IRE1 α bound with ADP show that the kinase domain is similarly in an active conformation (Ali, M. M. *et al. EMBO J.* **30**, 894-905 (2011); Lee, K. P. *et al. Cell* **132**, 89-100 (2008)).

By stabilizing IRE1 α 's kinase in the active conformation, these type I inhibitors act as ligands that allosterically activate its adjacent RNase domain. It might be possible to stabilize IRE1 α 's kinase domain in an alternative conformation, and in so doing disable its RNase

activity. Use of a class of small molecule kinase inhibitors that have been described to selectively stabilize the inactive conformation of the ATP-binding site (type II inhibitors) for a variety of

kinases; examples include the clinically-approved drugs imatinib and sorafenib (Liu, Y. & Gray, N. S. *Nat. Chem. Biol.* **2**, 358-364 (2006); Wan, P. T. *et al. Cell* **116**, 855-867 (2004); Schindler, T. *et al. Science* **289**, 1938-1942 (2000)), provides support for this approach. The inactive ATP-

binding site conformation stabilized by type II inhibitors is characterized by outward movement of the catalytically-important Asp-Phe-Gly (DFG) motif, and is therefore called the DFG-out conformation (Fig. 1a) (Liu, Y. & Gray, N. S. *Nat. Chem. Biol.* **2**, 358-364 (2006); Ranjitkar, P.

et al. Chem. Biol. **17**, 195-206 (2010)). In contrast, in all three co-crystal structures of IRE1 in an active conformation mentioned previously, the kinase domain adopts the DFG-in conformation

(Korennykh, A. V. *et al. Nature* **457**, 687-693 (2009); Ali, M. M. *et al. EMBO J.* **30**, 894-905 (2011); Lee, K. P. *et al. Cell* **132**, 89-100 (2008)).

[0069] Under high endoplasmic reticulum (ER) stress, hyperactivation of intracellular signaling pathways termed the unfolded protein response (UPR) triggers cell death. Signature events of this “Terminal UPR” are controlled by IRE1 α , an ER bifunctional

kinase/endonuclease (RNase), which, when oligomerized, endonucleolytically degrades ER-localized mRNAs and repressive micro-RNA precursors to trigger apoptosis. *Ire1* α somatic mutations found in human cancers disable oligomerization and apoptotic function of its RNase.

Using these instructive results from human biology, ATP-competitive kinase inhibitors were developed—termed KIRAs (*Kinase Inhibiting RNase Attenuators*)—that allosterically reduce IRE1 α oligomerization and RNase activity. One such kinase inhibitor, KIRA6, inhibits all IRE1 α outputs, and preserves cell viability and function under ER stress. In rat models of retinal degeneration caused by ER stress, intravitreal KIRA6 prevents photoreceptor loss.

A. DEFINITIONS

[0070] The abbreviations used herein have their conventional meaning within the chemical and biological arts. The chemical structures and formulae set forth herein are constructed according to the standard rules of chemical valency known in the chemical arts.

[0071] Where substituent groups are specified by their conventional chemical formulae, written from left to right, they equally encompass the chemically identical substituents that would result from writing the structure from right to left, e.g., -CH₂O- is equivalent to -OCH₂-. Terms used herein may be preceded and/or followed by a single dash, “-”, or a double dash, “=”, to indicate the bond order of the bond between the named substituent and its parent moiety; a single dash indicates a single bond and a double dash indicates a double bond. In the absence of a single or double dash it is understood that a single bond is formed between the substituent and its parent moiety; further, substituents having a superscript “d” (e.g. R^d) are intended to be read “left to right” unless a dash indicates otherwise. For example, C₁ C₆alkoxycarbonyloxy and OC(O)C₁ C₆alkyl indicate the same functionality; similarly arylalkyl and -alkylaryl indicate the same functionality.

[0072] The term “saturated” as used herein means the referenced chemical structure does not contain any multiple carbon carbon bonds. For example, a saturated cycloalkyl group as defined herein includes cyclohexyl, cyclopropyl, and the like.

[0073] The term “alkyl,” by itself or as part of another substituent, means, unless otherwise stated, a straight (i.e., unbranched) or branched carbon chain (or carbon), or combination thereof, which may be fully saturated, mono- or polyunsaturated and can include di- and multivalent radicals, having the number of carbon atoms designated (i.e., C₁-C₁₀ means one to ten carbons). Examples of saturated hydrocarbon radicals include, but are not limited to, groups such as methyl, ethyl, n-propyl, isopropyl, n-butyl, t-butyl, isobutyl, sec-butyl, (cyclohexyl)methyl, homologs and isomers of, for example, n-pentyl, n-hexyl, n-heptyl, n-octyl, and the like. An unsaturated alkyl group is one having one or more double bonds or triple bonds. Examples of

unsaturated alkyl groups include, but are not limited to, vinyl, 2-propenyl, crotyl, 2-isopentenyl, 2-(butadienyl), 2,4-pentadienyl, 3-(1,4-pentadienyl), ethynyl, 1- and 3-propynyl, 3-butylnyl, and the higher homologs and isomers. An alkoxy is an alkyl attached to the remainder of the molecule via an oxygen linker (-O-). In embodiments, an alkyl is a straight or branched chain

5 hydrocarbon containing from 1 to 10 carbon atoms, unless otherwise specified. In embodiments, an alkyl is an alkenyl, wherein the term “alkenyl” is used in accordance with its plain ordinary meaning. In embodiments, an alkenyl is a straight or branched chain hydrocarbon containing from 2 to 10 carbons, unless otherwise specified, and containing at least one carbon carbon double bond. Examples of alkenyl include, but are not limited to, ethenyl, 2 propenyl, 2 methyl 2 propenyl, 3 butenyl, 4 pentenyl, 5 hexenyl, 2 heptenyl, 2 methyl 1 heptenyl, 3 decenyl, and 3,7
10 dimethylocta 2,6 dienyl. In embodiments, an alkyl is an alkynyl, wherein the term “alkynyl” is used in accordance with its plain ordinary meaning. In embodiments, an alkynyl is a straight or branched chain hydrocarbon group containing from 2 to 10 carbon atoms and containing at least one carbon carbon triple bond. Examples of alkynyl include, but are not limited, to acetylenyl, 1
15 propynyl, 2 propynyl, 3 butynyl, 2 pentynyl, and 1 butynyl.

[0074] The term “alkylene,” by itself or as part of another substituent, means, unless otherwise stated, a divalent radical derived from an alkyl, as exemplified, but not limited by, -CH₂CH₂CH₂CH₂-. Typically, an alkyl (or alkylene) group will have from 1 to 24 carbon atoms, with those groups having 10 or fewer carbon atoms being preferred in the present
20 invention. A “lower alkyl” or “lower alkylene” is a shorter chain alkyl or alkylene group, generally having eight or fewer carbon atoms. The term “alkenylene,” by itself or as part of another substituent, means, unless otherwise stated, a divalent radical derived from an alkene.

[0075] The term “heteroalkyl,” by itself or in combination with another term, means, unless otherwise stated, a stable straight or branched chain, or combinations thereof, including at least
25 one carbon atom and at least one heteroatom selected from the group consisting of O, N, P, Si, and S, and wherein the nitrogen and sulfur atoms may optionally be oxidized, and the nitrogen heteroatom may optionally be quaternized. The heteroatom(s) O, N, P, S, and Si may be placed at any interior position of the heteroalkyl group or at the position at which the alkyl group is attached to the remainder of the molecule. Examples include, but are not limited
30 to: -CH₂-CH₂-O-CH₃, -CH₂-CH₂-NH-CH₃, -CH₂-CH₂-N(CH₃)-CH₃, -CH₂-S-CH₂-CH₃, -CH₂-CH₂-S(O)-CH₃, -CH₂-CH₂-S(O)₂-CH₃, -CH=CH-O-CH₃, -Si(CH₃)₃, -CH₂-CH=N-OCH₃, -CH=CH-N(CH₃)-CH₃, -O-CH₃, -O-CH₂-CH₃, and -CN. Up to two or three heteroatoms may be consecutive, such as, for example, -CH₂-NH-OCH₃ and -CH₂-O-Si(CH₃)₃.

[0076] Similarly, the term “heteroalkylene,” by itself or as part of another substituent, means, unless otherwise stated, a divalent radical derived from heteroalkyl, as exemplified, but not limited by, $-\text{CH}_2-\text{CH}_2-\text{S}-\text{CH}_2-\text{CH}_2-$ and $-\text{CH}_2-\text{S}-\text{CH}_2-\text{CH}_2-\text{NH}-\text{CH}_2-$. For heteroalkylene groups, heteroatoms can also occupy either or both of the chain termini (e.g., alkyleneoxy, alkylenedioxy, alkyleneamino, alkylenediamino, and the like). Still further, for alkylene and heteroalkylene linking groups, no orientation of the linking group is implied by the direction in which the formula of the linking group is written. For example, the formula $-\text{C}(\text{O})_2\text{R}'$ represents both $-\text{C}(\text{O})_2\text{R}'$ and $-\text{R}'\text{C}(\text{O})_2-$. As described above, heteroalkyl groups, as used herein, include those groups that are attached to the remainder of the molecule through a heteroatom, such as $-\text{C}(\text{O})\text{R}'$, $-\text{C}(\text{O})\text{NR}'$, $-\text{NR}'\text{R}''$, $-\text{OR}'$, $-\text{SR}'$, and/or $-\text{SO}_2\text{R}'$. Where “heteroalkyl” is recited, followed by recitations of specific heteroalkyl groups, such as $-\text{NR}'\text{R}''$ or the like, it will be understood that the terms heteroalkyl and $-\text{NR}'\text{R}''$ are not redundant or mutually exclusive. Rather, the specific heteroalkyl groups are recited to add clarity. Thus, the term “heteroalkyl” should not be interpreted herein as excluding specific heteroalkyl groups, such as $-\text{NR}'\text{R}''$ or the like.

[0077] The terms “cycloalkyl” and “heterocycloalkyl,” by themselves or in combination with other terms, mean, unless otherwise stated, cyclic versions of “alkyl” and “heteroalkyl,” respectively, wherein the carbons making up the ring or rings do not necessarily need to be bonded to a hydrogen due to all carbon valencies participating in bonds with non-hydrogen atoms. Additionally, for heterocycloalkyl, a heteroatom can occupy the position at which the heterocycle is attached to the remainder of the molecule. Examples of cycloalkyl include, but are not limited to, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, 1-cyclohexenyl, 3-cyclohexenyl, cycloheptyl, and the like. Examples of heterocycloalkyl include, but are not limited to, 1-(1,2,5,6-tetrahydropyridyl), 1-piperidiny, 2-piperidiny, 3-piperidiny, 4-morpholinyl, 3-morpholinyl, tetrahydrofuran-2-yl, tetrahydrofuran-3-yl, tetrahydrothien-2-yl, tetrahydrothien-3-yl, 1-piperazinyl, 2-piperazinyl, and the like. A “cycloalkylene” and a “heterocycloalkylene,” alone or as part of another substituent, means a divalent radical derived from a cycloalkyl and heterocycloalkyl, respectively.

[0078] In embodiments, the term “cycloalkyl” means a monocyclic, bicyclic, or a polycyclic cycloalkyl ring system. In embodiments, monocyclic ring systems are cyclic hydrocarbon groups containing from 3 to 8 carbon atoms, where such groups can be saturated or unsaturated, but not aromatic. In embodiments, cycloalkyl groups are fully saturated. Examples of monocyclic cycloalkyls include cyclopropyl, cyclobutyl, cyclopentyl, cyclopentenyl, cyclohexyl,

cyclohexenyl, cycloheptyl, and cyclooctyl. Bicyclic cycloalkyl ring systems are bridged monocyclic rings or fused bicyclic rings. In embodiments, bridged monocyclic rings contain a monocyclic cycloalkyl ring where two non adjacent carbon atoms of the monocyclic ring are linked by an alkylene bridge of between one and three additional carbon atoms (i.e., a bridging group of the form $(CH_2)_w$, where w is 1, 2, or 3). Representative examples of bicyclic ring systems include, but are not limited to, bicyclo[3.1.1]heptane, bicyclo[2.2.1]heptane, bicyclo[2.2.2]octane, bicyclo[3.2.2]nonane, bicyclo[3.3.1]nonane, and bicyclo[4.2.1]nonane. In embodiments, fused bicyclic cycloalkyl ring systems contain a monocyclic cycloalkyl ring fused to either a phenyl, a monocyclic cycloalkyl, a monocyclic cycloalkenyl, a monocyclic heterocyclyl, or a monocyclic heteroaryl. In embodiments, the bridged or fused bicyclic cycloalkyl is attached to the parent molecular moiety through any carbon atom contained within the monocyclic cycloalkyl ring. In embodiments, cycloalkyl groups are optionally substituted with one or two groups which are independently oxo or thia. In embodiments, the fused bicyclic cycloalkyl is a 5 or 6 membered monocyclic cycloalkyl ring fused to either a phenyl ring, a 5 or 6 membered monocyclic cycloalkyl, a 5 or 6 membered monocyclic cycloalkenyl, a 5 or 6 membered monocyclic heterocyclyl, or a 5 or 6 membered monocyclic heteroaryl, wherein the fused bicyclic cycloalkyl is optionally substituted by one or two groups which are independently oxo or thia. In embodiments, multicyclic cycloalkyl ring systems are a monocyclic cycloalkyl ring (base ring) fused to either (i) one ring system selected from the group consisting of a bicyclic aryl, a bicyclic heteroaryl, a bicyclic cycloalkyl, a bicyclic cycloalkenyl, and a bicyclic heterocyclyl; or (ii) two other ring systems independently selected from the group consisting of a phenyl, a bicyclic aryl, a monocyclic or bicyclic heteroaryl, a monocyclic or bicyclic cycloalkyl, a monocyclic or bicyclic cycloalkenyl, and a monocyclic or bicyclic heterocyclyl. In embodiments, the multicyclic cycloalkyl is attached to the parent molecular moiety through any carbon atom contained within the base ring. In embodiments, multicyclic cycloalkyl ring systems are a monocyclic cycloalkyl ring (base ring) fused to either (i) one ring system selected from the group consisting of a bicyclic aryl, a bicyclic heteroaryl, a bicyclic cycloalkyl, a bicyclic cycloalkenyl, and a bicyclic heterocyclyl; or (ii) two other ring systems independently selected from the group consisting of a phenyl, a monocyclic heteroaryl, a monocyclic cycloalkyl, a monocyclic cycloalkenyl, and a monocyclic heterocyclyl. Examples of multicyclic cycloalkyl groups include, but are not limited to tetradecahydrophenanthrenyl, perhydrophenothiazin-1-yl, and perhydrophenoxazin-1-yl.

[0079] In embodiments, a cycloalkyl is a cycloalkenyl. The term “cycloalkenyl” is used in accordance with its plain ordinary meaning. In embodiments, a cycloalkenyl is a monocyclic, bicyclic, or a multicyclic cycloalkenyl ring system. In embodiments, monocyclic cycloalkenyl ring systems are cyclic hydrocarbon groups containing from 3 to 8 carbon atoms, where such groups are unsaturated (i.e., containing at least one annular carbon carbon double bond), but not aromatic. Examples of monocyclic cycloalkenyl ring systems include cyclopentenyl and cyclohexenyl. In embodiments, bicyclic cycloalkenyl rings are bridged monocyclic rings or a fused bicyclic rings. In embodiments, bridged monocyclic rings contain a monocyclic cycloalkenyl ring where two non adjacent carbon atoms of the monocyclic ring are linked by an alkylene bridge of between one and three additional carbon atoms (i.e., a bridging group of the form $(CH_2)_w$, where w is 1, 2, or 3). Representative examples of bicyclic cycloalkenyls include, but are not limited to, norbornenyl and bicyclo[2.2.2]oct 2 enyl. In embodiments, fused bicyclic cycloalkenyl ring systems contain a monocyclic cycloalkenyl ring fused to either a phenyl, a monocyclic cycloalkyl, a monocyclic cycloalkenyl, a monocyclic heterocyclyl, or a monocyclic heteroaryl. In embodiments, the bridged or fused bicyclic cycloalkenyl is attached to the parent molecular moiety through any carbon atom contained within the monocyclic cycloalkenyl ring. In embodiments, cycloalkenyl groups are optionally substituted with one or two groups which are independently oxo or thia. In embodiments, multicyclic cycloalkenyl rings contain a monocyclic cycloalkenyl ring (base ring) fused to either (i) one ring system selected from the group consisting of a bicyclic aryl, a bicyclic heteroaryl, a bicyclic cycloalkyl, a bicyclic cycloalkenyl, and a bicyclic heterocyclyl; or (ii) two ring systems independently selected from the group consisting of a phenyl, a bicyclic aryl, a monocyclic or bicyclic heteroaryl, a monocyclic or bicyclic cycloalkyl, a monocyclic or bicyclic cycloalkenyl, and a monocyclic or bicyclic heterocyclyl. In embodiments, the multicyclic cycloalkenyl is attached to the parent molecular moiety through any carbon atom contained within the base ring. In embodiments, multicyclic cycloalkenyl rings contain a monocyclic cycloalkenyl ring (base ring) fused to either (i) one ring system selected from the group consisting of a bicyclic aryl, a bicyclic heteroaryl, a bicyclic cycloalkyl, a bicyclic cycloalkenyl, and a bicyclic heterocyclyl; or (ii) two ring systems independently selected from the group consisting of a phenyl, a monocyclic heteroaryl, a monocyclic cycloalkyl, a monocyclic cycloalkenyl, and a monocyclic heterocyclyl.

[0080] In embodiments, a heterocycloalkyl is a heterocyclyl. The term “heterocyclyl” as used herein, means a monocyclic, bicyclic, or multicyclic heterocycle. The heterocyclyl monocyclic heterocycle is a 3, 4, 5, 6 or 7 membered ring containing at least one heteroatom independently

selected from the group consisting of O, N, and S where the ring is saturated or unsaturated, but not aromatic. The 3 or 4 membered ring contains 1 heteroatom selected from the group consisting of O, N and S. The 5 membered ring can contain zero or one double bond and one, two or three heteroatoms selected from the group consisting of O, N and S. The 6 or 7 membered ring contains zero, one or two double bonds and one, two or three heteroatoms selected from the group consisting of O, N and S. The heterocyclyl monocyclic heterocycle is connected to the parent molecular moiety through any carbon atom or any nitrogen atom contained within the heterocyclyl monocyclic heterocycle. Representative examples of heterocyclyl monocyclic heterocycles include, but are not limited to, azetidiny, azepanyl, aziridiny, diazepanyl, 1,3 dioxanyl, 1,3 dioxolanyl, 1,3 dithiolanyl, 1,3 dithianyl, imidazoliny, imidazolidiny, isothiazoliny, isothiazolidiny, isoxazoliny, isoxazolidiny, morpholiny, oxadiazoliny, oxadiazolidiny, oxazoliny, oxazolidiny, piperaziny, piperidiny, pyranyl, pyrazoliny, pyrazolidiny, pyrroliny, pyrrolidiny, tetrahydrofuranyl, tetrahydrothienyl, thiadiazoliny, thiadiazolidiny, thiazoliny, thiazolidiny, thiomorpholiny, 1,1 dioxidothiomorpholiny (thiomorpholine sulfone), thiopyranyl, and trithianyl. The heterocyclyl bicyclic heterocycle is a monocyclic heterocycle fused to either a phenyl, a monocyclic cycloalkyl, a monocyclic cycloalkenyl, a monocyclic heterocycle, or a monocyclic heteroaryl. The heterocyclyl bicyclic heterocycle is connected to the parent molecular moiety through any carbon atom or any nitrogen atom contained within the monocyclic heterocycle portion of the bicyclic ring system. Representative examples of bicyclic heterocyclyls include, but are not limited to, 2,3 dihydrobenzofuran 2 yl, 2,3 dihydrobenzofuran 3 yl, indolin 1 yl, indolin 2 yl, indolin 3 yl, 2,3 dihydrobenzothien 2 yl, decahydroquinoliny, decahydroisoquinoliny, octahydro 1H indolyl, and octahydrobenzofuranyl. In embodiments, heterocyclyl groups are optionally substituted with one or two groups which are independently oxo or thia. In certain embodiments, the bicyclic heterocyclyl is a 5 or 6 membered monocyclic heterocyclyl ring fused to a phenyl ring, a 5 or 6 membered monocyclic cycloalkyl, a 5 or 6 membered monocyclic cycloalkenyl, a 5 or 6 membered monocyclic heterocyclyl, or a 5 or 6 membered monocyclic heteroaryl, wherein the bicyclic heterocyclyl is optionally substituted by one or two groups which are independently oxo or thia. Multicyclic heterocyclyl ring systems are a monocyclic heterocyclyl ring (base ring) fused to either (i) one ring system selected from the group consisting of a bicyclic aryl, a bicyclic heteroaryl, a bicyclic cycloalkyl, a bicyclic cycloalkenyl, and a bicyclic heterocyclyl; or (ii) two other ring systems independently selected from the group consisting of a phenyl, a bicyclic aryl, a monocyclic or bicyclic heteroaryl, a monocyclic or bicyclic cycloalkyl, a monocyclic or

bicyclic cycloalkenyl, and a monocyclic or bicyclic heterocyclyl. The multicyclic heterocyclyl is attached to the parent molecular moiety through any carbon atom or nitrogen atom contained within the base ring. In embodiments, multicyclic heterocyclyl ring systems are a monocyclic heterocyclyl ring (base ring) fused to either (i) one ring system selected from the group consisting of a bicyclic aryl, a bicyclic heteroaryl, a bicyclic cycloalkyl, a bicyclic cycloalkenyl, and a bicyclic heterocyclyl; or (ii) two other ring systems independently selected from the group consisting of a phenyl, a monocyclic heteroaryl, a monocyclic cycloalkyl, a monocyclic cycloalkenyl, and a monocyclic heterocyclyl. Examples of multicyclic heterocyclyl groups include, but are not limited to 10H-phenothiazin-10-yl, 9,10-dihydroacridin-9-yl, 9,10-dihydroacridin-10-yl, 10H-phenoxazin-10-yl, 10,11-dihydro-5H-dibenzo[b,f]azepin-5-yl, 1,2,3,4-tetrahydropyrido[4,3-g]isoquinolin-2-yl, 12H-benzo[b]phenoxazin-12-yl, and dodecahydro-1H-carbazol-9-yl.

[0081] The terms “halo” or “halogen,” by themselves or as part of another substituent, mean, unless otherwise stated, a fluorine, chlorine, bromine, or iodine atom. Additionally, terms such as “haloalkyl” are meant to include monohaloalkyl and polyhaloalkyl. For example, the term “halo(C₁-C₄)alkyl” includes, but is not limited to, fluoromethyl, difluoromethyl, trifluoromethyl, 2,2,2-trifluoroethyl, 4-chlorobutyl, 3-bromopropyl, and the like.

[0082] The term “acyl” means, unless otherwise stated, -C(O)R where R is a substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl.

[0083] The term “aryl” means, unless otherwise stated, a polyunsaturated, aromatic, hydrocarbon substituent, which can be a single ring or multiple rings (preferably from 1 to 3 rings) that are fused together (i.e., a fused ring aryl) or linked covalently. A fused ring aryl refers to multiple rings fused together wherein at least one of the fused rings is an aryl ring. The term “heteroaryl” refers to aryl groups (or rings) that contain at least one heteroatom such as N, O, or S, wherein the nitrogen and sulfur atoms are optionally oxidized, and the nitrogen atom(s) are optionally quaternized. Thus, the term “heteroaryl” includes fused ring heteroaryl groups (i.e., multiple rings fused together wherein at least one of the fused rings is a heteroaromatic ring). A 5,6-fused ring heteroarylene refers to two rings fused together, wherein one ring has 5 members and the other ring has 6 members, and wherein at least one ring is a heteroaryl ring. Likewise, a 6,6-fused ring heteroarylene refers to two rings fused together, wherein one ring has 6 members and

the other ring has 6 members, and wherein at least one ring is a heteroaryl ring. And a 6,5-fused ring heteroarylene refers to two rings fused together, wherein one ring has 6 members and the other ring has 5 members, and wherein at least one ring is a heteroaryl ring. A heteroaryl group can be attached to the remainder of the molecule through a carbon or heteroatom. Non-limiting

5 examples of aryl and heteroaryl groups include phenyl, 1-naphthyl, 2-naphthyl, 4-biphenyl, 1-pyrrolyl, 2-pyrrolyl, 3-pyrrolyl, 3-pyrazolyl, 2-imidazolyl, 4-imidazolyl, pyrazinyl, 2-oxazolyl, 4-oxazolyl, 2-phenyl-4-oxazolyl, 5-oxazolyl, 3-isoxazolyl, 4-isoxazolyl, 5-isoxazolyl, 2-thiazolyl, 4-thiazolyl, 5-thiazolyl, 2-furyl, 3-furyl, 2-thienyl, 3-thienyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 2-pyrimidyl, 4-pyrimidyl, 5-benzothiazolyl, purinyl, 2-benzimidazolyl, 5-indolyl, 1-
10 isoquinolyl, 5-isoquinolyl, 2-quinoxalyl, 5-quinoxalyl, 3-quinolyl, and 6-quinolyl.

Substituents for each of the above noted aryl and heteroaryl ring systems are selected from the group of acceptable substituents described below. An “arylene” and a “heteroarylene,” alone or as part of another substituent, mean a divalent radical derived from an aryl and heteroaryl, respectively, such as for example a divalent radical of indoline. Non-limiting examples of

15 heteroaryl groups include pyridinyl, pyrimidinyl, thiophenyl, thienyl, furanyl, indolyl, benzoxadiazolyl, benzodioxolyl, benzodioxanyl, thianaphthanyl, pyrrolopyridinyl, indazolyl, quinolinyl, quinoxalyl, pyridopyrazinyl, quinazolinonyl, benzoisoxazolyl, imidazopyridinyl, benzofuranyl, benzothiophenyl, phenyl, naphthyl, biphenyl, pyrrolyl, pyrazolyl, imidazolyl, pyrazinyl, oxazolyl, isoxazolyl, thiazolyl, furylthienyl, pyridyl, pyrimidyl,
20 benzothiazolyl, purinyl, benzimidazolyl, isoquinolyl, thiadiazolyl, oxadiazolyl, pyrrolyl, diazolyl, triazolyl, tetrazolyl, benzothiadiazolyl, isothiazolyl, pyrazolopyrimidinyl, pyrrolopyrimidinyl, benzotriazolyl, benzoxazolyl, or quinolyl. The examples above may be substituted or unsubstituted and divalent radicals of each heteroaryl example above are non-limiting examples of heteroarylene.

25 **[0084]** In embodiments, an aryl is a phenyl (i.e., monocyclic aryl), a bicyclic ring system containing at least one phenyl ring or an aromatic bicyclic ring containing only carbon atoms in the aromatic bicyclic ring system or a polycyclic aryl ring system, provided that the bicyclic or polycyclic aryl ring system does not contain a heteroaryl ring when fully aromatic. In
embodiments, the bicyclic aryl can be azulenyl, naphthyl, or a phenyl fused to a monocyclic
30 cycloalkyl, a monocyclic cycloalkenyl, or a monocyclic heterocyclyl. In embodiments, the bicyclic aryl may be attached to the parent molecular moiety through any carbon atom contained within the phenyl portion of the bicyclic system, or any carbon atom with the naphthyl or azulenyl ring. In embodiments, the fused monocyclic cycloalkyl or monocyclic heterocyclyl portions of

the bicyclic aryl are optionally substituted with one or two oxo and/or thia groups.

Representative examples of the bicyclic aryls include, but are not limited to, azulenyl, naphthyl, dihydroinden 1 yl, dihydroinden 2 yl, dihydroinden 3 yl, dihydroinden 4 yl, 2,3 dihydroindol 4 yl, 2,3 dihydroindol 5 yl, 2,3 dihydroindol 6 yl, 2,3 dihydroindol 7 yl, inden 1 yl, inden 2 yl,

5 inden 3 yl, inden 4 yl, dihydronaphthalen 2 yl, dihydronaphthalen 3 yl, dihydronaphthalen 4 yl, dihydronaphthalen 1 yl, 5,6,7,8 tetrahydronaphthalen 1 yl, 5,6,7,8 tetrahydronaphthalen 2 yl, 2,3 dihydrobenzofuran 4 yl, 2,3 dihydrobenzofuran 5 yl, 2,3 dihydrobenzofuran 6 yl, 2,3

dihydrobenzofuran 7 yl, benzo[d][1,3]dioxol 4 yl, benzo[d][1,3]dioxol 5 yl, 2H chromen 2 on 5 yl, 2H chromen 2 on 6 yl, 2H chromen 2 on 7 yl, 2H chromen 2 on 8 yl, isoindoline 1,3 dion 4

10 yl, isoindoline 1,3 dion 5 yl, inden 1 on 4 yl, inden 1 on 5 yl, inden 1 on 6 yl, inden 1 on 7 yl, 2,3 dihydrobenzo[b][1,4]dioxan 5 yl, 2,3 dihydrobenzo[b][1,4]dioxan 6 yl, 2H

benzo[b][1,4]oxazin3(4H) on 5 yl, 2H benzo[b][1,4]oxazin3(4H) on 6 yl, 2H

benzo[b][1,4]oxazin3(4H) on 7 yl, 2H benzo[b][1,4]oxazin3(4H) on 8 yl, benzo[d]oxazin 2(3H) on 5 yl, benzo[d]oxazin 2(3H) on 6 yl, benzo[d]oxazin 2(3H) on 7 yl, benzo[d]oxazin 2(3H) on 8

15 yl, quinazolin 4(3H) on 5 yl, quinazolin 4(3H) on 6 yl, quinazolin 4(3H) on 7 yl, quinazolin 4(3H) on 8 yl, quinoxalin 2(1H) on 5 yl, quinoxalin 2(1H) on 6 yl, quinoxalin 2(1H) on 7 yl,

quinoxalin 2(1H) on 8 yl, benzo[d]thiazol 2(3H) on 4 yl, benzo[d]thiazol 2(3H) on 5 yl,

benzo[d]thiazol 2(3H) on 6 yl, and, benzo[d]thiazol 2(3H) on 7 yl. In embodiments, the bicyclic aryl is (i) naphthyl or (ii) a phenyl ring fused to either a 5 or 6 membered monocyclic cycloalkyl,

20 a 5 or 6 membered monocyclic cycloalkenyl, or a 5 or 6 membered monocyclic heterocyclyl, wherein the fused cycloalkyl, cycloalkenyl, and heterocyclyl groups are optionally substituted

with one or two groups which are independently oxo or thia. In embodiments, multicyclic aryl groups are a phenyl ring (base ring) fused to either (i) one ring system selected from the group consisting of a bicyclic aryl, a bicyclic cycloalkyl, a bicyclic cycloalkenyl, and a bicyclic

25 heterocyclyl; or (ii) two other ring systems independently selected from the group consisting of a phenyl, a bicyclic aryl, a monocyclic or bicyclic cycloalkyl, a monocyclic or bicyclic

cycloalkenyl, and a monocyclic or bicyclic heterocyclyl, provided that when the base ring is fused to a bicyclic cycloalkyl, bicyclic cycloalkenyl, or bicyclic heterocyclyl, then the base ring is fused to the base ring of the bicyclic cycloalkyl, bicyclic cycloalkenyl, or bicyclic

30 heterocyclyl. In embodiments, the multicyclic aryl may be attached to the parent molecular moiety through any carbon atom contained within the base ring. In certain embodiments,

multicyclic aryl groups are a phenyl ring (base ring) fused to either (i) one ring system selected from the group consisting of a bicyclic aryl, a bicyclic cycloalkyl, a bicyclic cycloalkenyl, and a

bicyclic heterocyclyl; or (ii) two other ring systems independently selected from the group consisting of a phenyl, a monocyclic cycloalkyl, a monocyclic cycloalkenyl, and a monocyclic heterocyclyl, provided that when the base ring is fused to a bicyclic cycloalkyl, bicyclic cycloalkenyl, or bicyclic heterocyclyl, then the base ring is fused to the base ring of the bicyclic cycloalkyl, bicyclic cycloalkenyl, or bicyclic heterocyclyl. Examples of multicyclic aryl groups include but are not limited to anthracen-9-yl and phenanthren-9-yl.

[0085] In embodiments, the term “heteroaryl,” as used herein, means a monocyclic, bicyclic, or a multicyclic heteroaryl ring system. In embodiments, the monocyclic heteroaryl can be a 5 or 6 membered ring. In embodiments, the 5 membered ring consists of two double bonds and one, two, three or four nitrogen atoms and optionally one oxygen or sulfur atom. In embodiments, the 6 membered ring consists of three double bonds and one, two, three or four nitrogen atoms. In embodiments, the 5 or 6 membered heteroaryl is connected to the parent molecular moiety through any carbon atom or any nitrogen atom contained within the heteroaryl. Representative examples of monocyclic heteroaryl include, but are not limited to, furyl, imidazolyl, isoxazolyl, isothiazolyl, oxadiazolyl, oxazolyl, pyridinyl, pyridazinyl, pyrimidinyl, pyrazinyl, pyrazolyl, pyrrolyl, tetrazolyl, thiadiazolyl, thiazolyl, thienyl, triazolyl, and triazinyl. In embodiments, the bicyclic heteroaryl consists of a monocyclic heteroaryl fused to a phenyl, a monocyclic cycloalkyl, a monocyclic cycloalkenyl, a monocyclic heterocyclyl, or a monocyclic heteroaryl. In embodiments, the fused cycloalkyl or heterocyclyl portion of the bicyclic heteroaryl group is optionally substituted with one or two groups which are independently oxo or thia. In embodiments, when the bicyclic heteroaryl contains a fused cycloalkyl, cycloalkenyl, or heterocyclyl ring, then the bicyclic heteroaryl group is connected to the parent molecular moiety through any carbon or nitrogen atom contained within the monocyclic heteroaryl portion of the bicyclic ring system. In embodiments, when the bicyclic heteroaryl is a monocyclic heteroaryl fused to a phenyl ring or a monocyclic heteroaryl, then the bicyclic heteroaryl group is connected to the parent molecular moiety through any carbon atom or nitrogen atom within the bicyclic ring system. Representative examples of bicyclic heteroaryl include, but are not limited to, benzimidazolyl, benzofuranyl, benzothienyl, benzoxadiazolyl, benzoxathiadiazolyl, benzothiazolyl, cinnolinyl, 5,6 dihydroquinolin 2 yl, 5,6 dihydroisoquinolin 1 yl, furopyridinyl, indazolyl, indolyl, isoquinolinyl, naphthyridinyl, quinolinyl, purinyl, 5,6,7,8 tetrahydroquinolin 2 yl, 5,6,7,8 tetrahydroquinolin 3 yl, 5,6,7,8 tetrahydroquinolin 4 yl, 5,6,7,8 tetrahydroisoquinolin 1 yl, thienopyridinyl, 4,5,6,7 tetrahydrobenzo[c][1,2,5]oxadiazolyl, and 6,7 dihydrobenzo[c][1,2,5]oxadiazol 4(5H) onyl. In embodiments, the fused bicyclic heteroaryl is a

5 or 6 membered monocyclic heteroaryl ring fused to either a phenyl ring, a 5 or 6 membered monocyclic cycloalkyl, a 5 or 6 membered monocyclic cycloalkenyl, a 5 or 6 membered monocyclic heterocyclyl, or a 5 or 6 membered monocyclic heteroaryl, wherein the fused cycloalkyl, cycloalkenyl, and heterocyclyl groups are optionally substituted with one or two

- 5 groups which are independently oxo or thia. In embodiments, the multicyclic heteroaryl group is a monocyclic heteroaryl ring (base ring) fused to either (i) one ring system selected from the group consisting of a bicyclic aryl, a bicyclic heteroaryl, a bicyclic heterocyclyl, a bicyclic cycloalkenyl, and a bicyclic cycloalkyl; or (ii) two ring systems selected from the group consisting of a phenyl, a bicyclic aryl, a monocyclic or bicyclic heteroaryl, a monocyclic or bicyclic heterocyclyl, a monocyclic or bicyclic cycloalkenyl, and a monocyclic or bicyclic cycloalkyl. In embodiments, the multicyclic heteroaryl group is connected to the parent molecular moiety through any carbon atom or nitrogen atom contained within the base ring. In embodiments, multicyclic heteroaryl groups are a monocyclic heteroaryl ring (base ring) fused to either (i) one ring system selected from the group consisting of a bicyclic aryl, a bicyclic heteroaryl, a bicyclic heterocyclyl, a bicyclic cycloalkenyl, and a bicyclic cycloalkyl; or (ii) two ring systems selected from the group consisting of a phenyl, a monocyclic heteroaryl, a monocyclic heterocyclyl, a monocyclic cycloalkenyl, and a monocyclic cycloalkyl. Examples of multicyclic heteroaryls include, but are not limited to 5H-[1,2,4]triazino[5,6-b]indol-5-yl, 2,3,4,9-tetrahydro-1H-carbazol-9-yl, 9H-pyrido[3,4-b]indol-9-yl, 9H-carbazol-9-yl, acridin-9-yl,
- 20 **[0086]** A fused ring heterocycloalkyl-aryl is an aryl fused to a heterocycloalkyl. A fused ring heterocycloalkyl-heteroaryl is a heteroaryl fused to a heterocycloalkyl. A fused ring heterocycloalkyl-cycloalkyl is a heterocycloalkyl fused to a cycloalkyl. A fused ring heterocycloalkyl-heterocycloalkyl is a heterocycloalkyl fused to another heterocycloalkyl. Fused ring heterocycloalkyl-aryl, fused ring heterocycloalkyl-heteroaryl, fused ring heterocycloalkyl-cycloalkyl, or fused ring heterocycloalkyl-heterocycloalkyl may each independently be
- 25 unsubstituted or substituted with one or more of the substituents described herein.

[0087] The term “oxo,” as used herein, means an oxygen that is double bonded to a carbon atom. The term “thia” as used herein means a =S group.

- [0088]** The term “alkylsulfonyl,” as used herein, means a moiety having the formula -S(O)₂-R', where R' is a substituted or unsubstituted alkyl group as defined above. R' may have a specified number of carbons (e.g., “C₁-C₄ alkylsulfonyl”).
- 30

[0089] The term “arylalkyl” and “alkylaryl” as used herein, means an aryl group, as defined herein, appended to the parent molecular moiety through an alkyl group, as defined herein. Representative examples of arylalkyl include, but are not limited to, benzyl, 2 phenylethyl, 3 phenylpropyl, and 2 naphthyl.

5 [0090] The term “heteroarylalkyl” and “alkylheteroaryl” as used herein, means a heteroaryl, as defined herein, appended to the parent molecular moiety through an alkyl group, as defined herein. Representative examples of heteroarylalkyl include, but are not limited to, fur 3 ylmethyl, 1H imidazol 2 ylmethyl, 1H imidazol 4 ylmethyl, 1 (pyridin 4 yl)ethyl, pyridin 3 ylmethyl, pyridin 4 ylmethyl, pyrimidin 5 ylmethyl, 2 (pyrimidin 2 yl)propyl, thien 2 ylmethyl, and thien 3
10 ylmethyl.

[0091] Each of the above terms (e.g., “alkyl,” “heteroalkyl,” “aryl,” and “heteroaryl”) includes both substituted and unsubstituted forms of the indicated radical. Preferred substituents for each type of radical are provided below.

[0092] Substituents for the alkyl and heteroalkyl radicals (including those groups often referred
15 to as alkylene, alkenyl, heteroalkylene, heteroalkenyl, alkynyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, and heterocycloalkenyl) can be one or more of a variety of groups selected from, but not limited to, -OR', =O, =NR',
=N-OR', -NR'R'', -SR', -halogen, -SiR'R''R''', -OC(O)R', -C(O)R', -CO₂R', -CONR'R'', -OC(O)N
R'R'', -NR''C(O)R', -NR'-C(O)NR''R''', -NR''C(O)₂R', -NR-C(NR'R''R''')=NR''', -NR-C(NR'R'')=NR''',
20 -S(O)R', -S(O)₂R', -S(O)₂NR'R'', -NRSO₂R', -NR'NR''R''', -ONR'R'',
-NR'C(=O)NR''NR''R''', -CN, -NO₂, in a number ranging from zero to (2m'+1), where m' is the total number of carbon atoms in such radical. R, R', R'', R''', and R'''' each preferably
independently refer to hydrogen, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or
25 unsubstituted aryl (e.g., aryl substituted with 1-3 halogens), substituted or unsubstituted heteroaryl, substituted or unsubstituted alkyl, alkoxy, or thioalkoxy groups, or arylalkyl groups. When a compound of the invention includes more than one R group, for example, each of the R groups is independently selected as are each R', R'', R''', and R'''' group when more than one of these groups is present. When R' and R'' are attached to the same nitrogen atom, they can be
30 combined with the nitrogen atom to form a 4-, 5-, 6-, or 7-membered ring. For example, -NR'R'' includes, but is not limited to, 1-pyrrolidinyl and 4-morpholinyl. From the above discussion of substituents, one of skill in the art will understand that the term “alkyl” is meant to include

groups including carbon atoms bound to groups other than hydrogen groups, such as haloalkyl (e.g., -CF₃ and -CH₂CF₃) and acyl (e.g., -C(O)CH₃, -C(O)CF₃, -C(O)CH₂OCH₃, and the like).

[0093] Similar to the substituents described for the alkyl radical, substituents for the aryl and heteroaryl groups are varied and are selected from, for

- 5 example: -OR', -NR'R'', -SR', -halogen, -SiR'R''R''', -OC(O)R', -C(O)R', -CO₂R', -CONR'R'', -OC(O)NR'R'', -NR'C(O)R', -NR'-C(O)NR''R''', -NR'C(O)₂R', -NR-C(NR'R''R''')=NR''', -NR-C(NR'R''R''')=NR''', -S(O)R', -S(O)₂R', -S(O)₂NR'R'', -NRSO₂R', -NR'NR''R''', -ONR'R'', -NR'C(=O)NR''NR''R''R''', -CN, -NO₂, -R', -N₃, -CH(Ph)₂, fluoro(C₁-C₄)alkoxy, and fluoro(C₁-C₄)alkyl, in a number ranging from zero to the total number of open valences on the aromatic
- 10 ring system; and where R', R'', R''', and R'''' are preferably independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl. When a compound of the invention includes more than one R group, for example, each of the R groups is independently
- 15 selected as are each R', R'', R''', and R'''' groups when more than one of these groups is present.

[0094] Two or more substituents may optionally be joined to form aryl, heteroaryl, cycloalkyl, or heterocycloalkyl groups. Such so-called ring-forming substituents are typically, though not necessarily, found attached to a cyclic base structure. In one embodiment, the ring-forming substituents are attached to adjacent members of the base structure. For example, two ring-

20 forming substituents attached to adjacent members of a cyclic base structure create a fused ring structure. In another embodiment, the ring-forming substituents are attached to a single member of the base structure. For example, two ring-forming substituents attached to a single member of a cyclic base structure create a spirocyclic structure. In yet another embodiment, the ring-forming substituents are attached to non-adjacent members of the base structure.

- 25 **[0095]** Two of the substituents on adjacent atoms of the aryl or heteroaryl ring may optionally form a ring of the formula -T-C(O)-(CRR')_q-U-, wherein T and U are independently -NR-, -O-, -CRR'-, or a single bond, and q is an integer of from 0 to 3. Alternatively, two of the substituents on adjacent atoms of the aryl or heteroaryl ring may optionally be replaced with a substituent of the formula -A-(CH₂)_r-B-, wherein A and B are
- 30 independently -CRR'-, -O-, -NR-, -S-, -S(O)-, -S(O)₂-, -S(O)₂NR'-, or a single bond, and r is an integer of from 1 to 4. One of the single bonds of the new ring so formed may optionally be replaced with a double bond. Alternatively, two of the substituents on adjacent atoms of the aryl

or heteroaryl ring may optionally be replaced with a substituent of the formula $-(CRR')_s-X'-(C''R''R''')_d-$, where s and d are independently integers of from 0 to 3, and X' is $-O-$, $-NR'-$, $-S-$, $-S(O)-$, $-S(O)_2-$, or $-S(O)_2NR'-$. The substituents R , R' , R'' , and R''' are preferably independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl.

[0096] As used herein, the terms “heteroatom” or “ring heteroatom” are meant to include, oxygen (O), nitrogen (N), sulfur (S), phosphorus (P), and silicon (Si).

[0097] A “substituent group,” as used herein, means a group selected from the following moieties:

(A) oxo, halogen, $-CF_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC(=O)NHNH_2$, $-NHC(=O)NH_2$, $-NHSO_2H$, $-NHC(=O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCF_3$, $-OCHF_2$, $-NHSO_2CH_3$, $-N_3$, unsubstituted alkyl, unsubstituted heteroalkyl, unsubstituted cycloalkyl, unsubstituted heterocycloalkyl, unsubstituted aryl, unsubstituted heteroaryl, and

(B) alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, aryl, heteroaryl, substituted with at least one substituent selected from:

(i) oxo, halogen, $-CF_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC(=O)NHNH_2$, $-NHC(=O)NH_2$, $-NHSO_2H$, $-NHC(=O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCF_3$, $-OCHF_2$, $-NHSO_2CH_3$, $-N_3$, unsubstituted alkyl, unsubstituted heteroalkyl, unsubstituted cycloalkyl, unsubstituted heterocycloalkyl, unsubstituted aryl, unsubstituted heteroaryl, and

(ii) alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, aryl, heteroaryl, substituted with at least one substituent selected from:

(a) oxo, halogen, $-CF_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC(=O)NHNH_2$, $-NHC(=O)NH_2$, $-NHSO_2H$, $-NHC(=O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCF_3$, $-OCHF_2$, $-NHSO_2CH_3$, $-N_3$, unsubstituted alkyl, unsubstituted heteroalkyl, unsubstituted cycloalkyl, unsubstituted heterocycloalkyl, unsubstituted aryl, unsubstituted heteroaryl, , and

(b) alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, aryl, heteroaryl, substituted with at least one substituent selected from: oxo,

halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -
 SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -
 NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, -NHSO₂CH₃, -N₃,
 unsubstituted alkyl, unsubstituted heteroalkyl, unsubstituted cycloalkyl, unsubstituted
 heterocycloalkyl, unsubstituted aryl, unsubstituted heteroaryl.

[0098] A “size-limited substituent” or “size-limited substituent group,” as used herein, means a group selected from all of the substituents described above for a “substituent group,” wherein each substituted or unsubstituted alkyl is a substituted or unsubstituted C₁-C₂₀ alkyl, each substituted or unsubstituted heteroalkyl is a substituted or unsubstituted 2 to 20 membered heteroalkyl, each substituted or unsubstituted cycloalkyl is a substituted or unsubstituted C₃-C₈ cycloalkyl, each substituted or unsubstituted heterocycloalkyl is a substituted or unsubstituted 3 to 8 membered heterocycloalkyl, each substituted or unsubstituted aryl is a substituted or unsubstituted C₆-C₁₀ aryl, and each substituted or unsubstituted heteroaryl is a substituted or unsubstituted 5 to 10 membered heteroaryl.

[0099] A “lower substituent” or “lower substituent group,” as used herein, means a group selected from all of the substituents described above for a “substituent group,” wherein each substituted or unsubstituted alkyl is a substituted or unsubstituted C₁-C₈ alkyl, each substituted or unsubstituted heteroalkyl is a substituted or unsubstituted 2 to 8 membered heteroalkyl, each substituted or unsubstituted cycloalkyl is a substituted or unsubstituted C₃-C₇ cycloalkyl, each substituted or unsubstituted heterocycloalkyl is a substituted or unsubstituted 3 to 7 membered heterocycloalkyl, each substituted or unsubstituted aryl is a substituted or unsubstituted C₆-C₁₀ aryl, and each substituted or unsubstituted heteroaryl is a substituted or unsubstituted 5 to 9 membered heteroaryl.

[0100] In some embodiments, each substituted group described in the compounds herein is substituted with at least one substituent group. More specifically, in some embodiments, each substituted alkyl, substituted heteroalkyl, substituted cycloalkyl, substituted heterocycloalkyl, substituted aryl, substituted heteroaryl, substituted alkylene, substituted heteroalkylene, substituted cycloalkylene, substituted heterocycloalkylene, substituted arylene, and/or substituted heteroarylene described in the compounds herein are substituted with at least one substituent group. In other embodiments, at least one or all of these groups are substituted with at least one size-limited substituent group. In other embodiments, at least one or all of these groups are substituted with at least one lower substituent group.

[0101] In other embodiments of the compounds herein, each substituted or unsubstituted alkyl may be a substituted or unsubstituted C₁-C₂₀ alkyl, each substituted or unsubstituted heteroalkyl is a substituted or unsubstituted 2 to 20 membered heteroalkyl, each substituted or unsubstituted cycloalkyl is a substituted or unsubstituted C₃-C₈ cycloalkyl, each substituted or unsubstituted heterocycloalkyl is a substituted or unsubstituted 3 to 8 membered heterocycloalkyl, each substituted or unsubstituted aryl is a substituted or unsubstituted C₆-C₁₀ aryl, and/or each substituted or unsubstituted heteroaryl is a substituted or unsubstituted 5 to 10 membered heteroaryl. In some embodiments of the compounds herein, each substituted or unsubstituted alkylene is a substituted or unsubstituted C₁-C₂₀ alkylene, each substituted or unsubstituted heteroalkylene is a substituted or unsubstituted 2 to 20 membered heteroalkylene, each substituted or unsubstituted cycloalkylene is a substituted or unsubstituted C₃-C₈ cycloalkylene, each substituted or unsubstituted heterocycloalkylene is a substituted or unsubstituted 3 to 8 membered heterocycloalkylene, each substituted or unsubstituted arylene is a substituted or unsubstituted C₆-C₁₀ arylene, and/or each substituted or unsubstituted heteroarylene is a substituted or unsubstituted 5 to 10 membered heteroarylene.

[0102] In some embodiments, each substituted or unsubstituted alkyl is a substituted or unsubstituted C₁-C₈ alkyl, each substituted or unsubstituted heteroalkyl is a substituted or unsubstituted 2 to 8 membered heteroalkyl, each substituted or unsubstituted cycloalkyl is a substituted or unsubstituted C₃-C₇ cycloalkyl, each substituted or unsubstituted heterocycloalkyl is a substituted or unsubstituted 3 to 7 membered heterocycloalkyl, each substituted or unsubstituted aryl is a substituted or unsubstituted C₆-C₁₀ aryl, and/or each substituted or unsubstituted heteroaryl is a substituted or unsubstituted 5 to 9 membered heteroaryl. In some embodiments, each substituted or unsubstituted alkylene is a substituted or unsubstituted C₁-C₈ alkylene, each substituted or unsubstituted heteroalkylene is a substituted or unsubstituted 2 to 8 membered heteroalkylene, each substituted or unsubstituted cycloalkylene is a substituted or unsubstituted C₃-C₇ cycloalkylene, each substituted or unsubstituted heterocycloalkylene is a substituted or unsubstituted 3 to 7 membered heterocycloalkylene, each substituted or unsubstituted arylene is a substituted or unsubstituted C₆-C₁₀ arylene, and/or each substituted or unsubstituted heteroarylene is a substituted or unsubstituted 5 to 9 membered heteroarylene. In some embodiments, the compound is a chemical species set forth in the Examples section below.

[0103] The term “pharmaceutically acceptable salts” is meant to include salts of the active compounds that are prepared with relatively nontoxic acids or bases, depending on the particular substituents found on the compounds described herein. When compounds of the present

invention contain relatively acidic functionalities, base addition salts can be obtained by contacting the neutral form of such compounds with a sufficient amount of the desired base, either neat or in a suitable inert solvent. Examples of pharmaceutically acceptable base addition salts include sodium, potassium, calcium, ammonium, organic amino, or magnesium salt, or a similar salt. When compounds of the present invention contain relatively basic functionalities, acid addition salts can be obtained by contacting the neutral form of such compounds with a sufficient amount of the desired acid, either neat or in a suitable inert solvent. Examples of pharmaceutically acceptable acid addition salts include those derived from inorganic acids like hydrochloric, hydrobromic, nitric, carbonic, monohydrogencarbonic, phosphoric, monohydrogenphosphoric, dihydrogenphosphoric, sulfuric, monohydrogensulfuric, hydriodic, or phosphorous acids and the like, as well as the salts derived from relatively nontoxic organic acids like acetic, propionic, isobutyric, maleic, malonic, benzoic, succinic, suberic, fumaric, lactic, mandelic, phthalic, benzenesulfonic, p-tolylsulfonic, citric, tartaric, methanesulfonic, and the like. Also included are salts of amino acids such as arginate and the like, and salts of organic acids like glucuronic or galactunoric acids and the like (*see, e.g., Berge et al., Journal of Pharmaceutical Science* 66:1-19 (1977)). Certain specific compounds of the present invention contain both basic and acidic functionalities that allow the compounds to be converted into either base or acid addition salts. Other pharmaceutically acceptable carriers known to those of skill in the art are suitable for the present invention. Salts tend to be more soluble in aqueous or other protonic solvents that are the corresponding free base forms. In other cases, the preparation may be a lyophilized powder in 1 mM-50 mM histidine, 0.1%-2% sucrose, 2%-7% mannitol at a pH range of 4.5 to 5.5, that is combined with buffer prior to use.

[0104] Thus, the compounds of the present invention may exist as salts, such as with pharmaceutically acceptable acids. The present invention includes such salts. Examples of such salts include hydrochlorides, hydrobromides, sulfates, methanesulfonates, nitrates, maleates, acetates, citrates, fumarates, tartrates (e.g., (+)-tartrates, (-)-tartrates, or mixtures thereof including racemic mixtures), succinates, benzoates, and salts with amino acids such as glutamic acid. These salts may be prepared by methods known to those skilled in the art.

[0105] The neutral forms of the compounds are preferably regenerated by contacting the salt with a base or acid and isolating the parent compound in the conventional manner. The parent form of the compound differs from the various salt forms in certain physical properties, such as solubility in polar solvents.

[0106] In addition to salt forms, the present invention provides compounds, which are in a prodrug form. Prodrugs of the compounds described herein are those compounds that readily undergo chemical changes under physiological conditions to provide the compounds of the present invention. Additionally, prodrugs can be converted to the compounds of the present invention by chemical or biochemical methods in an *ex vivo* environment. For example, prodrugs can be slowly converted to the compounds of the present invention when placed in a transdermal patch reservoir with a suitable enzyme or chemical reagent.

[0107] Certain compounds of the present invention can exist in unsolvated forms as well as solvated forms, including hydrated forms. In general, the solvated forms are equivalent to unsolvated forms and are encompassed within the scope of the present invention. Certain compounds of the present invention may exist in multiple crystalline or amorphous forms. In general, all physical forms are equivalent for the uses contemplated by the present invention and are intended to be within the scope of the present invention.

[0108] As used herein, the term “salt” refers to acid or base salts of the compounds used in the methods of the present invention. Illustrative examples of acceptable salts are mineral acid (hydrochloric acid, hydrobromic acid, phosphoric acid, and the like) salts, organic acid (acetic acid, propionic acid, glutamic acid, citric acid and the like) salts, quaternary ammonium (methyl iodide, ethyl iodide, and the like) salts.

[0109] Certain compounds of the present invention possess asymmetric carbon atoms (optical or chiral centers) or double bonds; the enantiomers, racemates, diastereomers, tautomers, geometric isomers, stereoisomeric forms that may be defined, in terms of absolute stereochemistry, as (R)- or (S)- or, as (D)- or (L)- for amino acids, and individual isomers are encompassed within the scope of the present invention. The compounds of the present invention do not include those which are known in art to be too unstable to synthesize and/or isolate. The present invention is meant to include compounds in racemic and optically pure forms. Optically active (R)- and (S)-, or (D)- and (L)-isomers may be prepared using chiral synthons or chiral reagents, or resolved using conventional techniques. When the compounds described herein contain olefinic bonds or other centers of geometric asymmetry, and unless specified otherwise, it is intended that the compounds include both E and Z geometric isomers.

[0110] As used herein, the term “isomers” refers to compounds having the same number and kind of atoms, and hence the same molecular weight, but differing in respect to the structural arrangement or configuration of the atoms.

[0111] The term “tautomer,” as used herein, refers to one of two or more structural isomers which exist in equilibrium and which are readily converted from one isomeric form to another.

[0112] It will be apparent to one skilled in the art that certain compounds of this invention may exist in tautomeric forms, all such tautomeric forms of the compounds being within the scope of the invention.

[0113] Unless otherwise stated, structures depicted herein are also meant to include all stereochemical forms of the structure; i.e., the R and S configurations for each asymmetric center. Therefore, single stereochemical isomers as well as enantiomeric and diastereomeric mixtures of the present compounds are within the scope of the invention.

[0114] Unless otherwise stated, structures depicted herein are also meant to include compounds which differ only in the presence of one or more isotopically enriched atoms. For example, compounds having the present structures except for the replacement of a hydrogen by a deuterium or tritium, or the replacement of a carbon by ^{13}C - or ^{14}C -enriched carbon are within the scope of this invention.

[0115] The compounds of the present invention may also contain unnatural proportions of atomic isotopes at one or more of the atoms that constitute such compounds. For example, the compounds may be radiolabeled with radioactive isotopes, such as for example tritium (^3H), iodine-125 (^{125}I), or carbon-14 (^{14}C). All isotopic variations of the compounds of the present invention, whether radioactive or not, are encompassed within the scope of the present invention.

[0116] The symbol “~” denotes the point of attachment of a chemical moiety to the remainder of a molecule or chemical formula.

[0117] The terms “a” or “an,” as used in herein means one or more. In addition, the phrase “substituted with a[n],” as used herein, means the specified group may be substituted with one or more of any or all of the named substituents. For example, where a group, such as an alkyl or heteroaryl group, is “substituted with an unsubstituted $\text{C}_1\text{-C}_{20}$ alkyl, or unsubstituted 2 to 20 membered heteroalkyl,” the group may contain one or more unsubstituted $\text{C}_1\text{-C}_{20}$ alkyls, and/or one or more unsubstituted 2 to 20 membered heteroalkyls. Moreover, where a moiety is substituted with an R substituent, the group may be referred to as “R-substituted.” Where a moiety is R-substituted, the moiety is substituted with at least one R substituent and each R substituent is optionally different.

[0118] Descriptions of compounds of the present invention are limited by principles of chemical bonding known to those skilled in the art. Accordingly, where a group may be substituted by one or more of a number of substituents, such substitutions are selected so as to comply with principles of chemical bonding and to give compounds which are not inherently unstable and/or would be known to one of ordinary skill in the art as likely to be unstable under ambient conditions, such as aqueous, neutral, and several known physiological conditions. For example, a heterocycloalkyl or heteroaryl is attached to the remainder of the molecule via a ring heteroatom in compliance with principles of chemical bonding known to those skilled in the art thereby avoiding inherently unstable compounds.

[0119] The terms "treating" or "treatment" refers to any indicia of success in the treatment or amelioration of an injury, disease, pathology or condition, including any objective or subjective parameter such as abatement; remission; diminishing of symptoms or making the injury, pathology or condition more tolerable to the patient; slowing in the rate of degeneration or decline; making the final point of degeneration less debilitating; improving a patient's physical or mental well-being. The treatment or amelioration of symptoms can be based on objective or subjective parameters; including the results of a physical examination, neuropsychiatric exams, and/or a psychiatric evaluation. For example, certain methods herein treat cancer (e.g. multiple myeloma, cancers of secretory cells), neurodegenerative diseases, demyelinating diseases, eye diseases, fibrotic diseases, or diabetes (type I or type II). For example certain methods herein treat cancer by decreasing or reducing or preventing the occurrence, growth, metastasis, or progression of cancer; treat neurodegeneration by improving mental wellbeing, increasing mental function, slowing the decrease of mental function, decreasing dementia, delaying the onset of dementia, improving cognitive skills, decreasing the loss of cognitive skills, improving memory, decreasing the degradation of memory, or extending survival; treat demyelinating diseases by reducing a symptom of demyelinating diseases or reducing the loss of myelin or increasing the amount of myelin or increasing the level of myelin; treat diabetes by decreasing a symptom of diabetes or decreasing loss of insulin producing cells or decreasing loss of pancreatic cells or reducing insulin insensitivity; treat cancer by decreasing a symptom of cancer, or treat neurodegeneration by treating a symptom of neurodegeneration. Symptoms of cancer (e.g. multiple myeloma, cancers of secretory cells), neurodegenerative diseases, demyelinating diseases, eye diseases, fibrotic diseases, or diabetes would be known or may be determined by a person of ordinary skill in the art. The term "treating" and conjugations thereof, include prevention of an injury, pathology, condition, or disease (e.g. preventing the development of one

or more symptoms of cancer, neurodegenerative diseases, demyelinating diseases, and/or diabetes).

[0120] An “effective amount” is an amount sufficient to accomplish a stated purpose (e.g. achieve the effect for which it is administered, treat a disease, reduce enzyme activity, increase enzyme activity, reduce one or more symptoms of a disease or condition). An example of an “effective amount” is an amount sufficient to contribute to the treatment, prevention, or reduction of a symptom or symptoms of a disease, which could also be referred to as a “therapeutically effective amount.” A “reduction” of a symptom or symptoms (and grammatical equivalents of this phrase) means decreasing of the severity or frequency of the symptom(s), or elimination of the symptom(s). A “prophylactically effective amount” of a drug is an amount of a drug that, when administered to a subject, will have the intended prophylactic effect, e.g., preventing or delaying the onset (or reoccurrence) of an injury, disease, pathology or condition, or reducing the likelihood of the onset (or reoccurrence) of an injury, disease, pathology, or condition, or their symptoms. The full prophylactic effect does not necessarily occur by administration of one dose, and may occur only after administration of a series of doses. Thus, a prophylactically effective amount may be administered in one or more administrations. An “activity decreasing amount,” as used herein, refers to an amount of antagonist (inhibitor) required to decrease the activity of an enzyme or protein relative to the absence of the antagonist. An “activity increasing amount,” as used herein, refers to an amount of agonist (activator) required to increase the activity of an enzyme or protein relative to the absence of the agonist. A “function disrupting amount,” as used herein, refers to the amount of antagonist (inhibitor) required to disrupt the function of an enzyme or protein relative to the absence of the antagonist. A “function increasing amount,” as used herein, refers to the amount of agonist (activator) required to increase the function of an enzyme or protein relative to the absence of the agonist. The exact amounts will depend on the purpose of the treatment, and will be ascertainable by one skilled in the art using known techniques (*see, e.g.,* Lieberman, *Pharmaceutical Dosage Forms* (vols. 1-3, 1992); Lloyd, *The Art, Science and Technology of Pharmaceutical Compounding* (1999); Pickar, *Dosage Calculations* (1999); and *Remington: The Science and Practice of Pharmacy*, 20th Edition, 2003, Gennaro, Ed., Lippincott, Williams & Wilkins).

[0121] The term “associated” or “associated with” in the context of a substance or substance activity or function associated with a disease (e.g. cancer (e.g. multiple myeloma, cancers of secretory cells), neurodegenerative diseases, demyelinating diseases, eye diseases, fibrotic diseases, or diabetes) means that the disease (e.g. cancer (e.g. multiple myeloma, cancers of

secretory cells), neurodegenerative diseases, demyelinating diseases, eye diseases, fibrotic diseases, or diabetes) is caused by (in whole or in part), or a symptom of the disease is caused by (in whole or in part) the substance or substance activity or function. For example, a symptom of a disease or condition associated with an increase in Ire1 (e.g. Ire1 α) activity may be a symptom that results (entirely or partially) from an increase in Ire1 (e.g. Ire1 α) activity (e.g. increase in Ire1 (e.g. Ire1 α) phosphorylation or activity of phosphorylated Ire1 (e.g. Ire1 α) or activity of Ire1 (e.g. Ire1 α) or increase in activity of an Ire1 (e.g. Ire1 α) signal transduction or signalling pathway, Ire1 (e.g. Ire1 α) RNase activity). As used herein, what is described as being associated with a disease, if a causative agent, could be a target for treatment of the disease. For example, a disease associated with increased Ire1 (e.g. Ire1 α) activity or Ire1 (e.g. Ire1 α) pathway activity (e.g. phosphorylated Ire1 (e.g. Ire1 α) activity or pathway), may be treated with an agent (e.g. compound as described herein) effective for decreasing the level of activity of Ire1 (e.g. Ire1 α) activity or Ire1 (e.g. Ire1 α) pathway or phosphorylated Ire1 (e.g. Ire1 α) activity or pathway. For example, a disease associated with phosphorylated Ire1 (e.g. Ire1 α), may be treated with an agent (e.g. compound as described herein) effective for decreasing the level of activity of phosphorylated Ire1 (e.g. Ire1 α) or a downstream component or effector of phosphorylated Ire1 (e.g. Ire1 α). For example, a disease associated with Ire1 (e.g. Ire1 α), may be treated with an agent (e.g. compound as described herein) effective for decreasing the level of activity of Ire1 (e.g. Ire1 α) or a downstream component or effector of Ire1 (e.g. Ire1 α).

[0122] “Control” or “control experiment” is used in accordance with its plain ordinary meaning and refers to an experiment in which the subjects or reagents of the experiment are treated as in a parallel experiment except for omission of a procedure, reagent, or variable of the experiment. In some instances, the control is used as a standard of comparison in evaluating experimental effects.

[0123] “Contacting” is used in accordance with its plain ordinary meaning and refers to the process of allowing at least two distinct species (e.g. chemical compounds including biomolecules, or cells) to become sufficiently proximal to react, interact or physically touch. It should be appreciated, however, that the resulting reaction product can be produced directly from a reaction between the added reagents or from an intermediate from one or more of the added reagents which can be produced in the reaction mixture. The term “contacting” may include allowing two species to react, interact, or physically touch, wherein the two species may be a compound as described herein and a protein or enzyme (e.g. Ire1 (e.g. Ire1 α) or phosphorylated

Ire1 (e.g. Ire1 α) or component of Ire1 (e.g. Ire1 α) pathway or component of phosphorylated Ire1 (e.g. Ire1 α) pathway). In some embodiments contacting includes allowing a compound described herein to interact with a protein or enzyme that is involved in a signaling pathway (e.g. Ire1 (e.g. Ire1 α) protein or Ire1 (e.g. Ire1 α) pathway).

- 5 **[0124]** As defined herein, the term “inhibition”, “inhibit”, “inhibiting” and the like in reference to a protein-inhibitor (e.g. antagonist) interaction means negatively affecting (e.g. decreasing) the activity or function of the protein relative to the activity or function of the protein in the absence of the inhibitor. In some embodiments inhibition refers to reduction of a disease or symptoms of disease. In some embodiments, inhibition refers to a reduction in the activity of a signal
- 10 transduction pathway or signaling pathway. Thus, inhibition includes, at least in part, partially or totally blocking stimulation, decreasing, preventing, or delaying activation, or inactivating, desensitizing, or down-regulating signal transduction or enzymatic activity or the amount of a protein. In some embodiments, inhibition refers to a decrease in the activity of a signal transduction pathway or signaling pathway (e.g. Ire1 (e.g. Ire1 α) or phosphorylated Ire1 (e.g.
- 15 Ire1 α) or Ire1 (e.g. Ire1 α) pathway or phosphorylated Ire1 (e.g. Ire1 α) pathway or pathway activated by Ire1 (e.g. Ire1 α) phosphorylation). Thus, inhibition may include, at least in part, partially or totally decreasing stimulation, decreasing or reducing activation, or inactivating, desensitizing, or down-regulating signal transduction or enzymatic activity or the amount of a protein increased in a disease (e.g. level of Ire1 (e.g. Ire1 α) activity or protein or level or activity
- 20 of a component of an Ire1 (e.g. Ire1 α) pathway or level of phosphorylated Ire1 (e.g. Ire1 α) activity or protein or level or activity of a component of a phosphorylated Ire1 (e.g. Ire1 α) pathway, wherein each is associated with cancer (e.g. multiple myeloma, or cancers of secretory cells), neurodegenerative diseases, demyelinating diseases, eye diseases, fibrotic diseases, or diabetes). Inhibition may include, at least in part, partially or totally decreasing stimulation,
- 25 decreasing or reducing activation, or deactivating, desensitizing, or down-regulating signal transduction or enzymatic activity or the amount of a protein (e.g. Ire1 (e.g. Ire1 α), phosphorylated Ire1 (e.g. Ire1 α), protein downstream in a pathway from Ire1 (e.g. Ire1 α), protein downstream in a pathway activated by phosphorylated Ire1 (e.g. Ire1 α)) that may modulate the level of another protein or increase cell survival (e.g. decrease in phosphorylated Ire1 (e.g. Ire1 α)
- 30 pathway activity may increase cell survival in cells that may or may not have an increase in phosphorylated Ire1 (e.g. Ire1 α) pathway activity relative to a non-disease control or decrease in Ire1 (e.g. Ire1 α) pathway activity may increase cell survival in cells that may or may not have a increase in Ire1 (e.g. Ire1 α) pathway activity relative to a non-disease control).

[0125] As defined herein, the term “activation”, “activate”, “activating” and the like in reference to a protein-activator (e.g. agonist) interaction means positively affecting (e.g. increasing) the activity or function of the protein (e.g. Ire1 (e.g. Ire1 α), phosphorylated Ire1 (e.g. Ire1 α), component of pathway including Ire1 (e.g. Ire1 α), or component of pathway including phosphorylated Ire1 (e.g. Ire1 α)) relative to the activity or function of the protein in the absence of the activator (e.g. compound described herein). In some embodiments, activation refers to an increase in the activity of a signal transduction pathway or signaling pathway (e.g. Ire1 (e.g. Ire1 α) or phosphorylated Ire1 (e.g. Ire1 α) pathway). Thus, activation may include, at least in part, partially or totally increasing stimulation, increasing or enabling activation, or activating, sensitizing, or up-regulating signal transduction or enzymatic activity or the amount of a protein decreased in a disease (e.g. level of Ire1 (e.g. Ire1 α) activity or level of protein or activity decreased by phosphorylation of Ire1 (e.g. Ire1 α) or protein associated with cancer (e.g. multiple myeloma, or cancers of secretory cells), neurodegenerative diseases, demyelinating diseases, eye diseases, fibrotic diseases, or diabetes). Activation may include, at least in part, partially or totally increasing stimulation, increasing or enabling activation, or activating, sensitizing, or up-regulating signal transduction or enzymatic activity or the amount of a protein (e.g. Ire1 (e.g. Ire1 α), protein downstream of Ire1 (e.g. Ire1 α), protein activated or upregulated by Ire1 (e.g. Ire1 α), protein activated or upregulated by phosphorylation of Ire1 (e.g. Ire1 α)) that may modulate the level of another protein or increase cell survival (e.g. increase in Ire1 (e.g. Ire1 α) activity may increase cell survival in cells that may or may not have a reduction in Ire1 (e.g. Ire1 α) activity relative to a non-disease control).

[0126] The term “modulator” refers to a composition that increases or decreases the level of a target molecule or the function of a target molecule. In some embodiments, a modulator of Ire1 (e.g. Ire1 α) or Ire1 (e.g. Ire1 α) pathway or phosphorylation of Ire1 (e.g. Ire1 α) or pathway activated by phosphorylation of Ire1 (e.g. Ire1 α) is a compound that reduces the severity of one or more symptoms of a disease associated with Ire1 (e.g. Ire1 α) or Ire1 (e.g. Ire1 α) pathway (e.g. disease associated with an increase in the level of Ire1 (e.g. Ire1 α) activity or protein or Ire1 (e.g. Ire1 α) pathway activity or protein or Ire1 (e.g. Ire1 α) phosphorylation or pathway activated by Ire1 (e.g. Ire1 α) phosphorylation, for example cancer (e.g. multiple myeloma, or cancers of secretory cells), neurodegenerative diseases, demyelinating diseases, eye diseases, fibrotic diseases, or diabetes) or a disease that is not caused by Ire1 (e.g. Ire1 α) or Ire1 (e.g. Ire1 α) pathway but may benefit from modulation of Ire1 (e.g. Ire1 α) or Ire1 (e.g. Ire1 α) pathway activity (e.g. decreasing in level or level of activity of Ire1 (e.g. Ire1 α) or Ire1 (e.g. Ire1 α)).

pathway). In embodiments, a modulator of Ire1 (e.g. Ire1 α) or Ire1 (e.g. Ire1 α) pathway (e.g. phosphorylated Ire1 (e.g. Ire1 α) or phosphorylated Ire1 (e.g. Ire1 α) pathway) is an anti-cancer agent. In embodiments, a modulator of Ire1 (e.g. Ire1 α) or Ire1 (e.g. Ire1 α) pathway (e.g. phosphorylated Ire1 (e.g. Ire1 α) or phosphorylated Ire1 (e.g. Ire1 α) pathway) is a

5 neuroprotectant. In embodiments, a modulator of Ire1 (e.g. Ire1 α) or Ire1 (e.g. Ire1 α) pathway (e.g. phosphorylated Ire1 (e.g. Ire1 α) or phosphorylated Ire1 (e.g. Ire1 α) pathway) is an anti-demyelinating agent. In embodiments, a modulator of Ire1 (e.g. Ire1 α) or Ire1 (e.g. Ire1 α) pathway is a memory enhancing agent. In embodiments, a modulator of Ire1 (e.g. Ire1 α) or Ire1 (e.g. Ire1 α) pathway (e.g. phosphorylated Ire1 (e.g. Ire1 α) or phosphorylated Ire1 (e.g. Ire1 α) pathway) is an anti-diabetic agent. In embodiments, a modulator of Ire1 (e.g. Ire1 α) or Ire1 (e.g. Ire1 α) pathway (e.g. phosphorylated Ire1 (e.g. Ire1 α) or phosphorylated Ire1 (e.g. Ire1 α) pathway) is an anti-eye disease agent. In embodiments, a modulator of Ire1 (e.g. Ire1 α) or Ire1 (e.g. Ire1 α) pathway (e.g. phosphorylated Ire1 (e.g. Ire1 α) or phosphorylated Ire1 (e.g. Ire1 α) pathway) is an anti-fibrosis agent.

15 **[0127]** “Patient” or “subject in need thereof” refers to a living organism suffering from or prone to a disease or condition that can be treated by administration of a compound or pharmaceutical composition, as provided herein. Non-limiting examples include humans, other mammals, bovines, rats, mice, dogs, monkeys, goat, sheep, cows, deer, and other non-mammalian animals. In some embodiments, a patient is human. In some embodiments, a patient is an ape. In some
20 embodiments, a patient is a monkey. In some embodiments, a patient is a mouse. In some embodiments, a patient is an experimental animal. In some embodiments, a patient is a rat. In some embodiments, a patient is a test animal. In some embodiments, a patient is a newborn animal. In some embodiments, a patient is a newborn human. In some embodiments, a patient is a juvenile animal. In some embodiments, a patient is a juvenile human. In some embodiments, a
25 patient is a newborn mammal. In some embodiments, a patient is an elderly animal. In some embodiments, a patient is an elderly human. In some embodiments, a patient is an elderly mammal. In some embodiments, a patient is a geriatric patient.

[0128] “Disease” or “condition” refer to a state of being or health status of a patient or subject capable of being treated with a compound, pharmaceutical composition, or method provided
30 herein. In some embodiments, the disease is a disease related to (e.g. caused by) an increase in the level of Ire1 (e.g. Ire1 α), Ire1 (e.g. Ire1 α) phosphorylation, Ire1 (e.g. Ire1 α) RNase activity, or Ire1 (e.g. Ire1 α) pathway activity, or pathway activated by phosphorylation of Ire1 (e.g. Ire1 α). In some embodiments, the disease is a disease related to (e.g. caused by)

neurodegeneration. In some embodiments, the disease is a disease related to (e.g. caused by) neural cell death. In some embodiments, the disease is a disease related to (e.g. caused by) cell death. In some embodiments, the disease is a disease related to (e.g. caused by) pancreatic cell death. In some embodiments, the disease is a disease related to (e.g. caused by) insulin-producing cell death. In some embodiments, the disease is a disease related to (e.g. caused by) loss of myelin. In some embodiments, the disease is a disease related to (e.g. caused by) reduction in myelin. In some embodiments, the disease is a disease related to (e.g. caused by) an increase in the level of Ire1 (e.g. Ire1 α) activity (e.g. RNase activity), Ire1 (e.g. Ire1 α) phosphorylation, Ire1 (e.g. Ire1 α) pathway activity, or phosphorylated Ire1 (e.g. Ire1 α) pathway activity. In some embodiments, the disease is cancer (e.g. multiple myeloma or cancers of secretory cells). In some embodiments, the disease is a neurodegenerative disease. In some embodiments, the disease is a demyelinating disease. In some embodiments, the disease is diabetes. In some embodiments, the disease is an interstitial lung disease (ILD). In some embodiments, the disease is idiopathic pulmonary fibrosis (IPF). In some embodiments, the disease is a fibrotic disease. In some embodiments, the disease is an eye disease (e.g., disease causing vision impairment).

[0129] Examples of diseases, disorders, or conditions include, but are not limited to, cancer (e.g. multiple myeloma or cancers of secretory cells), neurodegenerative diseases, demyelinating diseases, eye diseases, fibrotic diseases, and diabetes. In some instances, “disease” or “condition” refers to cancer. In some further instances, “cancer” refers to human cancers and carcinomas, sarcomas, adenocarcinomas, lymphomas, leukemias, melanomas, etc., including solid and lymphoid cancers, kidney, breast, lung, bladder, colon, ovarian, prostate, pancreas, stomach, brain, head and neck, skin, uterine, testicular, glioma, esophagus, liver cancer, including hepatocarcinoma, lymphoma, including B-acute lymphoblastic lymphoma, non-Hodgkin’s lymphomas (e.g., Burkitt’s, Small Cell, and Large Cell lymphomas), Hodgkin’s lymphoma, leukemia (including AML, ALL, and CML), and/or multiple myeloma.

[0130] As used herein, the term “cancer” refers to all types of cancer, neoplasm or malignant tumors found in mammals, including leukemia, lymphoma, carcinomas and sarcomas.

Exemplary cancers that may be treated with a compound, pharmaceutical composition, or method provided herein include multiple myeloma, blood cancers, lymphoma, sarcoma, bladder cancer, bone cancer, brain tumor, cervical cancer, colon cancer, esophageal cancer, gastric cancer, head and neck cancer, kidney cancer, myeloma, thyroid cancer, leukemia, prostate cancer, breast cancer (e.g. ER positive, ER negative, chemotherapy resistant, herceptin resistant,

HER2 positive, doxorubicin resistant, tamoxifen resistant, ductal carcinoma, lobular carcinoma, primary, metastatic), ovarian cancer, pancreatic cancer, liver cancer (e.g. hepatocellular carcinoma), lung cancer (e.g. non-small cell lung carcinoma, squamous cell lung carcinoma, adenocarcinoma, large cell lung carcinoma, small cell lung carcinoma, carcinoid, sarcoma),

- 5 glioblastoma multiforme, glioma, or melanoma. Additional examples include, cancer of the thyroid, endocrine system, brain, breast, cervix, colon, head & neck, liver, kidney, lung, non-small cell lung, melanoma, mesothelioma, ovary, sarcoma, stomach, uterus or Medulloblastoma, Hodgkin's Disease, Non-Hodgkin's Lymphoma, multiple myeloma, neuroblastoma, glioma, glioblastoma multiforme, ovarian cancer, rhabdomyosarcoma, primary thrombocytosis, primary
- 10 macroglobulinemia, primary brain tumors, cancer, malignant pancreatic insulinoma, malignant carcinoid, urinary bladder cancer, premalignant skin lesions, testicular cancer, lymphomas, thyroid cancer, neuroblastoma, esophageal cancer, genitourinary tract cancer, malignant hypercalcemia, endometrial cancer, adrenal cortical cancer, neoplasms of the endocrine or exocrine pancreas, medullary thyroid cancer, medullary thyroid carcinoma, melanoma, colorectal
- 15 cancer, papillary thyroid cancer, hepatocellular carcinoma, Paget's Disease of the Nipple, Phyllodes Tumors, Lobular Carcinoma, Ductal Carcinoma, cancer of the pancreatic stellate cells, cancer of the hepatic stellate cells, or prostate cancer.

- [0131] The term "leukemia" refers broadly to progressive, malignant diseases of the blood-forming organs and is generally characterized by a distorted proliferation and development of
- 20 leukocytes and their precursors in the blood and bone marrow. Leukemia is generally clinically classified on the basis of (1) the duration and character of the disease-acute or chronic; (2) the type of cell involved; myeloid (myelogenous), lymphoid (lymphogenous), or monocytic; and (3) the increase or non-increase in the number abnormal cells in the blood-leukemic or aleukemic (subleukemic). Exemplary leukemias that may be treated with a compound, pharmaceutical
- 25 composition, or method provided herein include, for example, acute nonlymphocytic leukemia, chronic lymphocytic leukemia, acute granulocytic leukemia, chronic granulocytic leukemia, acute promyelocytic leukemia, adult T-cell leukemia, aleukemic leukemia, a leukocythemetic leukemia, basophylic leukemia, blast cell leukemia, bovine leukemia, chronic myelocytic leukemia, leukemia cutis, embryonal leukemia, eosinophilic leukemia, Gross' leukemia, hairy-
- 30 cell leukemia, hemoblastic leukemia, hemocytoblastic leukemia, histiocytic leukemia, stem cell leukemia, acute monocytic leukemia, leukopenic leukemia, lymphatic leukemia, lymphoblastic leukemia, lymphocytic leukemia, lymphogenous leukemia, lymphoid leukemia, lymphosarcoma cell leukemia, mast cell leukemia, megakaryocytic leukemia, micromyeloblastic leukemia,

monocytic leukemia, myeloblastic leukemia, myelocytic leukemia, myeloid granulocytic leukemia, myelomonocytic leukemia, Naegeli leukemia, plasma cell leukemia, multiple myeloma, plasmacytic leukemia, promyelocytic leukemia, Rieder cell leukemia, Schilling's leukemia, stem cell leukemia, subleukemic leukemia, or undifferentiated cell leukemia.

- 5 [0132] The term "sarcoma" generally refers to a tumor which is made up of a substance like the embryonic connective tissue and is generally composed of closely packed cells embedded in a fibrillar or homogeneous substance. Sarcomas that may be treated with a compound, pharmaceutical composition, or method provided herein include a chondrosarcoma, fibrosarcoma, lymphosarcoma, melanosarcoma, myxosarcoma, osteosarcoma, Abemethy's
- 10 sarcoma, adipose sarcoma, liposarcoma, alveolar soft part sarcoma, ameloblastic sarcoma, botryoid sarcoma, chloroma sarcoma, chorio carcinoma, embryonal sarcoma, Wilms' tumor sarcoma, endometrial sarcoma, stromal sarcoma, Ewing's sarcoma, fascial sarcoma, fibroblastic sarcoma, giant cell sarcoma, granulocytic sarcoma, Hodgkin's sarcoma, idiopathic multiple pigmented hemorrhagic sarcoma, immunoblastic sarcoma of B cells, lymphoma, immunoblastic
- 15 sarcoma of T-cells, Jensen's sarcoma, Kaposi's sarcoma, Kupffer cell sarcoma, angiosarcoma, leukosarcoma, malignant mesenchymoma sarcoma, parosteal sarcoma, reticulocytic sarcoma, Rous sarcoma, serocystic sarcoma, synovial sarcoma, or telangiectaltic sarcoma.

- [0133] The term "melanoma" is taken to mean a tumor arising from the melanocytic system of the skin and other organs. Melanomas that may be treated with a compound, pharmaceutical
- 20 composition, or method provided herein include, for example, acral-lentiginous melanoma, amelanotic melanoma, benign juvenile melanoma, Cloudman's melanoma, S91 melanoma, Harding-Passey melanoma, juvenile melanoma, lentigo maligna melanoma, malignant melanoma, nodular melanoma, subungual melanoma, or superficial spreading melanoma.

- [0134] The term "carcinoma" refers to a malignant new growth made up of epithelial cells
- 25 tending to infiltrate the surrounding tissues and give rise to metastases. Exemplary carcinomas that may be treated with a compound, pharmaceutical composition, or method provided herein include, for example, medullary thyroid carcinoma, familial medullary thyroid carcinoma, acinar carcinoma, acinous carcinoma, adenocystic carcinoma, adenoid cystic carcinoma, carcinoma adenomatosum, carcinoma of adrenal cortex, alveolar carcinoma, alveolar cell carcinoma, basal
- 30 cell carcinoma, carcinoma basocellulare, basaloid carcinoma, basosquamous cell carcinoma, bronchioalveolar carcinoma, bronchiolar carcinoma, bronchogenic carcinoma, cerebriform carcinoma, cholangiocellular carcinoma, chorionic carcinoma, colloid carcinoma, comedo

carcinoma, corpus carcinoma, cribriform carcinoma, carcinoma en cuirasse, carcinoma cutaneum, cylindrical carcinoma, cylindrical cell carcinoma, duct carcinoma, ductal carcinoma, carcinoma durum, embryonal carcinoma, encephaloid carcinoma, epiermoid carcinoma, carcinoma epitheliale adenoides, exophytic carcinoma, carcinoma ex ulcere, carcinoma

5 fibrosum, gelatiniformi carcinoma, gelatinous carcinoma, giant cell carcinoma, carcinoma gigantocellulare, glandular carcinoma, granulosa cell carcinoma, hair-matrix carcinoma, hematoid carcinoma, hepatocellular carcinoma, Hurthle cell carcinoma, hyaline carcinoma, hypernephroid carcinoma, infantile embryonal carcinoma, carcinoma in situ, intraepidermal carcinoma, intraepithelial carcinoma, Krompecher's carcinoma, Kulchitzky-cell carcinoma,

10 large-cell carcinoma, lenticular carcinoma, carcinoma lenticulare, lipomatous carcinoma, lobular carcinoma, lymphoepithelial carcinoma, carcinoma medullare, medullary carcinoma, melanotic carcinoma, carcinoma molle, mucinous carcinoma, carcinoma muciparum, carcinoma mucocellulare, mucoepidermoid carcinoma, carcinoma mucosum, mucous carcinoma, carcinoma myxomatodes, nasopharyngeal carcinoma, oat cell carcinoma, carcinoma ossificans, osteoid

15 carcinoma, papillary carcinoma, periportal carcinoma, preinvasive carcinoma, prickle cell carcinoma, pultaceous carcinoma, renal cell carcinoma of kidney, reserve cell carcinoma, carcinoma sarcomatodes, schneiderian carcinoma, scirrhous carcinoma, carcinoma scroti, signet-ring cell carcinoma, carcinoma simplex, small-cell carcinoma, solanoid carcinoma, spheroidal cell carcinoma, spindle cell carcinoma, carcinoma spongiosum, squamous carcinoma, squamous

20 cell carcinoma, string carcinoma, carcinoma telangiectaticum, carcinoma telangiectodes, transitional cell carcinoma, carcinoma tuberosum, tubular carcinoma, tuberosus carcinoma, verrucous carcinoma, or carcinoma villosum.

[0135] As used herein, the term “neurodegenerative disease” refers to a disease or condition in which the function of a subject’s nervous system becomes impaired (e.g. relative to a control

25 subject who does not have the neurodegenerative disease). Examples of neurodegenerative diseases that may be treated with a compound, pharmaceutical composition, or method described herein include Alexander's disease, Alper's disease, Alzheimer's disease, Amyotrophic lateral sclerosis, Ataxia telangiectasia, Batten disease (also known as Spielmeyer-Vogt-Sjogren-Batten disease), Bovine spongiform encephalopathy (BSE), Canavan disease, Cockayne syndrome,

30 Corticobasal degeneration, Creutzfeldt-Jakob disease, frontotemporal dementia, Gerstmann-Sträussler-Scheinker syndrome, Huntington's disease, HIV-associated dementia, Kennedy's disease, Krabbe's disease, kuru, Lewy body dementia, Machado-Joseph disease (Spinocerebellar ataxia type 3), Multiple sclerosis, Multiple System Atrophy, Narcolepsy, Neuroborreliosis,

Parkinson's disease, Pelizaeus-Merzbacher Disease, Pick's disease, Primary lateral sclerosis, Prion diseases, Refsum's disease, Sandhoff's disease, Schilder's disease, Subacute combined degeneration of spinal cord secondary to Pernicious Anaemia, Schizophrenia, Spinocerebellar ataxia (multiple types with varying characteristics), Spinal muscular atrophy, Steele-Richardson-Olszewski disease, Wolfram Syndrome, transverse myelitis, Charcot-Marie-Tooth (CMT) disease, or Tabes dorsalis. Examples of neurodegenerative diseases that may be treated with a compound, pharmaceutical composition, or method described herein include retinitis pigmentosa, amyotrophic lateral sclerosis, retinal degeneration, macular degeneration, Parkinson's Disease, Alzheimer Disease, Huntington's Disease, Prion Disease, Creutzfeldt-Jakob Disease, or Kuru.

[0136] As used herein, the term “demyelinating disease” refers to a disease or condition in which the myelin sheath of a subject's neurons is or becomes impaired (e.g. relative to a control subject who does not have the demyelinating disease). Examples of demyelinating disease that may be treated with a compound, pharmaceutical composition, or method described herein include Wolfram Syndrome, Pelizaeus-Merzbacher Disease, Transverse Myelitis, Charcot-Marie-Tooth Disease, and Multiple Sclerosis.

[0137] As used herein, the term “diabetes” or “diabetes mellitus” refers to a disease or condition in which a subject has high blood sugar. Examples of diabetes that may be treated with a compound, pharmaceutical composition, or method described herein include type I diabetes (type I diabetes mellitus), which is characterized by the subject's failure to produce insulin or failure to produce sufficient insulin for the subject's metabolic needs; type II diabetes (type II diabetes mellitus), which is characterized by insulin resistance (i.e. the failure of the subject (e.g. subject's cells) to use insulin properly; and gestational diabetes, which is high blood sugar during pregnancy. In embodiments, diabetes is type I diabetes. In embodiments, diabetes is type II diabetes. In embodiments, diabetes is gestational diabetes. In embodiments, diabetes is a disease or condition in which a subject has high blood sugar as determined by an A1C test (e.g. 6.5% or greater), fasting plasma glucose test (e.g. 126 mg/dL or greater), or oral glucose tolerance test (e.g. 200 mg/dL or greater). In embodiments, the diabetes is associated with Wolfram Syndrome.

[0138] As used herein, the term “eye disease” or “disease causing vision impairment” refers to a disease or condition in which the function of a subject's eye or eyes is impaired (e.g. relative to a subject without the disease). Examples of eye diseases that may be treated with a compound,

pharmaceutical composition, or method described herein include retinitis pigmentosa, retinal degeneration, macular degeneration, and Wolfram Syndrome.

[0139] As used herein, the term “fibrosis” refers to the formation of excess fibrous connective tissue. The term “fibrotic disease” refers to a disease or condition caused by aberrant fibrosis or a disease or condition in which a symptom is aberrant fibrosis (e.g. relative to a control subject without the disease). Examples of fibrotic diseases that may be treated with a compound, pharmaceutical composition, or method described herein include idiopathic pulmonary fibrosis (IPF), myocardial infarction, cardiac hypertrophy, heart failure, cirrhosis, acetaminophen (Tylenol) liver toxicity, hepatitis C liver disease, hepatosteatosis (fatty liver disease), and hepatic fibrosis.

[0140] The term “signaling pathway” as used herein refers to a series of interactions between cellular and optionally extra-cellular components (e.g. proteins, nucleic acids, small molecules, ions, lipids) that conveys a change in one component to one or more other components, which in turn may convey a change to additional components, which is optionally propagated to other signaling pathway components.

[0141] “Pharmaceutically acceptable excipient” and “pharmaceutically acceptable carrier” refer to a substance that aids the administration of an active agent to and absorption by a subject and can be included in the compositions of the present invention without causing a significant adverse toxicological effect on the patient. Non-limiting examples of pharmaceutically acceptable excipients include water, NaCl, normal saline solutions, lactated Ringer’s, normal sucrose, normal glucose, binders, fillers, disintegrants, lubricants, coatings, sweeteners, flavors, salt solutions (such as Ringer’s solution), alcohols, oils, gelatins, carbohydrates such as lactose, amylose or starch, fatty acid esters, hydroxymethylcellulose, polyvinyl pyrrolidone, mannitol, gum acacia, calcium phosphate, alginates, tragacanth, calcium silicate, microcrystalline cellulose, cellulose, syrup, and methyl cellulose, colors, and the like. 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 described herein 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. Such preparations can be sterilized and, if desired, mixed with auxiliary agents such as lubricants, preservatives, stabilizers, wetting agents, emulsifiers, salts for influencing osmotic pressure, buffers, coloring,

and/or aromatic substances and the like that do not deleteriously react with the compounds of the invention. One of skill in the art will recognize that other pharmaceutical excipients are useful in the present invention.

[0142] The term "preparation" is intended to include the formulation of the active compound with encapsulating material as a carrier providing a capsule in which the active component with or without other carriers, is surrounded by a carrier, which is thus in association with it. Similarly, cachets and lozenges are included. Tablets, powders, capsules, pills, cachets, and lozenges can be used as solid dosage forms suitable for oral administration.

[0143] As used herein, the term "administering" means administration by any route, including systemic, local, oral administration, administration as a suppository, topical contact, intravenous, parenteral, intraperitoneal, intramuscular, intralesional, intrathecal, intracranial, intranasal or subcutaneous administration, 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), transmucosal (e.g., buccal, sublingual, palatal, gingival, nasal, vaginal, rectal, or transdermal), ocular, or the implantation of a slow-release device, e.g., a mini-osmotic pump, to a subject. Parenteral administration includes, e.g., intravenous, intraarterial, intramuscular, intra-arteriole, intradermal, subcutaneous, intraperitoneal, intrathecal, intraventricular, and intracranial. Parenteral administration can be in the form of a single bolus dose, or may be, for example, by a continuous perfusion pump. Pharmaceutical compositions and formulations for topical administration may include transdermal patches, ointments, lotions, creams, gels, drops, suppositories, sprays, liquids and powders. Methods for ocular delivery can include topical administration (eye drops), subconjunctival, periocular or intravitreal injection or introduction by balloon catheter or ophthalmic inserts surgically placed in the conjunctival sac. Other modes of delivery include, but are not limited to, the use of liposomal formulations, intravenous infusion, transdermal patches, *etc.* By "co-administer" it is meant that a composition described herein is administered at the same time, just prior to, or just after the administration of one or more additional therapies (e.g. anti-cancer agent, chemotherapeutic, treatment for an eye disease, treatment for fibrosis, treatment for a demyelinating disease, diabetes treatment, or treatment for a neurodegenerative disease). The compound of the invention can be administered alone or can be coadministered to the patient. The compositions (e.g. compounds) described herein can also be formulated in combination with one or more additional active ingredients which can include any pharmaceutical agent such as anti viral agents, vaccines, antibodies, immune enhancers,

immune suppressants, anti inflammatory agents and the like. Coadministration is meant to include simultaneous or sequential administration of the compound individually or in combination (more than one compound or agent). Thus, the preparations can also be combined, when desired, with other active substances (e.g. to reduce metabolic degradation). The compositions of the present invention can be delivered by transdermally, by a topical route, formulated as applicator sticks, solutions, suspensions, emulsions, gels, creams, ointments, pastes, jellies, paints, powders, and aerosols. Oral preparations include tablets, pills, powder, dragees, capsules, liquids, lozenges, cachets, gels, syrups, slurries, suspensions, etc., suitable for ingestion by the patient. Solid form preparations include powders, tablets, pills, capsules, cachets, suppositories, and dispersible granules. Liquid form preparations include solutions, suspensions, and emulsions, for example, water or water/propylene glycol solutions. The compositions of the present invention may additionally include components to provide sustained release and/or comfort. Such components include high molecular weight, anionic mucomimetic polymers, gelling polysaccharides and finely-divided drug carrier substrates. These components are discussed in greater detail in U.S. Pat. Nos. 4,911,920; 5,403,841; 5,212,162; and 4,861,760. The entire contents of these patents are incorporated herein by reference in their entirety for all purposes. The compositions of the present invention can also be delivered as microspheres for slow release in the body. For example, microspheres can be administered via intradermal injection of drug-containing microspheres, which slowly release subcutaneously (see Rao, *J. Biomater Sci. Polym. Ed.* 7:623-645, 1995; as biodegradable and injectable gel formulations (see, e.g., Gao *Pharm. Res.* 12:857-863, 1995); or, as microspheres for oral administration (see, e.g., Eyles, *J. Pharm. Pharmacol.* 49:669-674, 1997). In another embodiment, the formulations of the compositions of the present invention can be delivered by the use of liposomes which fuse with the cellular membrane or are endocytosed, *i.e.*, by employing receptor ligands attached to the liposome, that bind to surface membrane protein receptors of the cell resulting in endocytosis. By using liposomes, particularly where the liposome surface carries receptor ligands specific for target cells, or are otherwise preferentially directed to a specific organ, one can focus the delivery of the compositions of the present invention into the target cells *in vivo*. (See, *e.g.*, Al-Muhammed, *J. Microencapsul.* 13:293-306, 1996; Chonn, *Curr. Opin. Biotechnol.* 6:698-708, 1995; Ostro, *Am. J. Hosp. Pharm.* 46:1576-1587, 1989). The compositions of the present invention can also be delivered as nanoparticles.

[0144] Pharmaceutical compositions provided by the present invention include compositions wherein the active ingredient (e.g. compounds described herein, including embodiments or

examples) is contained in a therapeutically effective amount, *i.e.*, in an amount effective to achieve its intended purpose. The actual amount effective for a particular application will depend, *inter alia*, on the condition being treated. When administered in methods to treat a disease, such compositions will contain an amount of active ingredient effective to achieve the
5 desired result, e.g., modulating the activity of a target molecule (e.g. Ire1 (e.g. Ire1 α) or component of Ire1 (e.g. Ire1 α) signal transduction pathway or component of phosphorylated Ire1 (e.g. Ire1 α) pathway), and/or reducing, eliminating, or slowing the progression of disease symptoms (e.g. symptoms of cancer (e.g. multiple myeloma or cancers of secretory cells), neurodegenerative diseases, demyelinating diseases, eye diseases, fibrotic diseases, or diabetes).
10 Determination of a therapeutically effective amount of a compound of the invention is well within the capabilities of those skilled in the art, especially in light of the detailed disclosure herein.

[0145] The dosage and frequency (single or multiple doses) administered to a mammal can vary depending upon a variety of factors, for example, whether the mammal suffers from another
15 disease, and its route of administration; size, age, sex, health, body weight, body mass index, and diet of the recipient; nature and extent of symptoms of the disease being treated (e.g. symptoms of cancer (e.g. multiple myeloma or cancers of secretory cells), neurodegenerative diseases, demyelinating diseases, eye diseases, fibrotic diseases, or diabetes), kind of concurrent treatment, complications from the disease being treated or other health-related problems. Other therapeutic
20 regimens or agents can be used in conjunction with the methods and compounds of Applicants' invention. Adjustment and manipulation of established dosages (e.g., frequency and duration) are well within the ability of those skilled in the art.

[0146] For any compound described herein, the therapeutically effective amount can be initially determined from cell culture assays. Target concentrations will be those concentrations
25 of active compound(s) that are capable of achieving the methods described herein, as measured using the methods described herein or known in the art.

[0147] As is well known in the art, therapeutically effective amounts for use in humans can also be determined from animal models. For example, a dose for humans can be formulated to achieve a concentration that has been found to be effective in animals. The dosage in humans
30 can be adjusted by monitoring compounds effectiveness and adjusting the dosage upwards or downwards, as described above. Adjusting the dose to achieve maximal efficacy in humans

based on the methods described above and other methods is well within the capabilities of the ordinarily skilled artisan.

[0148] Dosages may be varied depending upon the requirements of the patient and the compound being employed. The dose administered to a patient, in the context of the present invention should be sufficient to effect a beneficial therapeutic response in the patient over time. The size of the dose also will be determined by the existence, nature, and extent of any adverse side-effects. Determination of the proper dosage for a particular situation is within the skill of the practitioner. Generally, treatment is initiated with smaller dosages which are less than the optimum dose of the compound. Thereafter, the dosage is increased by small increments until the optimum effect under circumstances is reached.

[0149] Dosage amounts and intervals can be adjusted individually to provide levels of the administered compound effective for the particular clinical indication being treated. This will provide a therapeutic regimen that is commensurate with the severity of the individual's disease state.

[0150] Utilizing the teachings provided herein, an effective prophylactic or therapeutic treatment regimen can be planned that does not cause substantial toxicity and yet is effective to treat the clinical symptoms demonstrated by the particular patient. This planning should involve the careful choice of active compound by considering factors such as compound potency, relative bioavailability, patient body weight, presence and severity of adverse side effects, preferred mode of administration and the toxicity profile of the selected agent.

[0151] The compounds described herein can be used in combination with one another, with other active agents known to be useful in treating cancer (e.g. multiple myeloma or cancers of secretory cells), neurodegenerative diseases, demyelinating diseases, eye diseases, fibrotic diseases, or diabetes, or with adjunctive agents that may not be effective alone, but may contribute to the efficacy of the active agent.

[0152] In some embodiments, co-administration includes administering one active agent within 0.5, 1, 2, 4, 6, 8, 10, 12, 16, 20, or 24 hours of a second active agent. Co-administration includes administering two active agents simultaneously, approximately simultaneously (e.g., within about 1, 5, 10, 15, 20, or 30 minutes of each other), or sequentially in any order. In some embodiments, co-administration can be accomplished by co-formulation, i.e., preparing a single pharmaceutical composition including both active agents. In other embodiments, the active

agents can be formulated separately. In another embodiment, the active and/or adjunctive agents may be linked or conjugated to one another. In some embodiments, the compounds described herein may be combined with treatments for cancer (e.g. multiple myeloma or cancers of secretory cells), neurodegenerative diseases, demyelinating diseases, or diabetes, such as surgery.

[0153] The term “Ire1” or “Ire1 α ” or “ERN1” refers to the protein “Serine/threonine-protein kinase/endoribonuclease IRE1” a.k.a. “Endoplasmic reticulum to nucleus signaling 1”. In embodiments, “Ire1” or “Ire1 α ” or “ERN1” refers to the human protein. Included in the term “Ire1” or “Ire1 α ” or “ERN1” are the wildtype and mutant forms of the protein. In embodiments, “Ire1” or “Ire1 α ” or “ERN1” refers to the protein associated with Entrez Gene 2081, OMIM 604033, UniProt O75460, and/or RefSeq (protein) NM_001433. In embodiments, the reference numbers immediately above refer to the protein, and associated nucleic acids, known as of the date of filing of this application. In embodiments, “Ire1” or “Ire1 α ” or “ERN1” refers to the wildtype human protein. In embodiments, “Ire1” or “Ire1 α ” or “ERN1” refers to the wildtype human nucleic acid.

[0154] “Anti-cancer agent” is used in accordance with its plain ordinary meaning and refers to a composition (e.g. compound, drug, antagonist, inhibitor, modulator) having antineoplastic properties or the ability to inhibit the growth or proliferation of cells. In some embodiments, an anti-cancer agent is a chemotherapeutic. In some embodiments, an anti-cancer agent is an agent identified herein having utility in methods of treating cancer. In some embodiments, an anti-cancer agent is an agent approved by the FDA or similar regulatory agency of a country other than the USA, for treating cancer. Examples of anti-cancer agents include, but are not limited to, MEK inhibitors, alkylating agents, anti-metabolites, plant alkaloids, topoisomerase inhibitors, antitumor antibiotics, platinum-based compounds, adrenocortical suppressants, epipodophyllotoxins, antibiotics, enzymes, inhibitors of mitogen-activated protein kinase signaling, antibodies, doxorubicin, vincristine, etoposide, gemcitabine, imatinib (Gleevec.RTM.), agents that arrest cells in the G2-M phases and/or modulate the formation or stability of microtubules (e.g. Taxol.TM (i.e. paclitaxel), steroids, aromatase inhibitors, gonadotropin-releasing hormone agonists (GnRH), adrenocorticosteroids, progestins, estrogens, antiestrogens, androgens, antiandrogens, immunotoxins, radioimmunotherapy, or the like.

[0155] “Chemotherapeutic” or “chemotherapeutic agent” is used in accordance with its plain ordinary meaning and refers to a chemical composition or compound having antineoplastic properties or the ability to inhibit the growth or proliferation of cells.

[0156] Additionally, the compounds described herein can be co-administered with

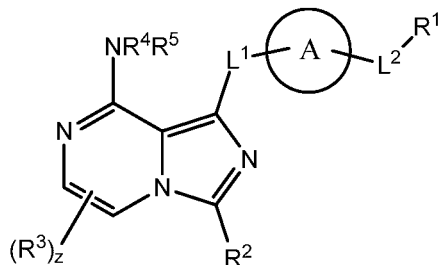
5 conventional immunotherapeutic agents including, but not limited to, immunostimulants (*e.g.*, Bacillus Calmette-Guérin (BCG), levamisole, interleukin-2, alpha-interferon, *etc.*), monoclonal antibodies (*e.g.*, anti-CD20, anti-HER2, anti-CD52, anti-HLA-DR, and anti-VEGF monoclonal antibodies), immunotoxins (*e.g.*, anti-CD33 monoclonal antibody-calicheamicin conjugate, anti-CD22 monoclonal antibody-pseudomonas exotoxin conjugate, *etc.*), and radioimmunotherapy
10 (*e.g.*, anti-CD20 monoclonal antibody conjugated to ^{111}In , ^{90}Y , or ^{131}I , *etc.*).

[0157] In a further embodiment, the compounds described herein can be co-administered with conventional radiotherapeutic agents including, but not limited to, radionuclides such as ^{47}Sc , ^{64}Cu , ^{67}Cu , ^{89}Sr , ^{86}Y , ^{87}Y , ^{90}Y , ^{105}Rh , ^{111}Ag , ^{111}In , $^{117\text{m}}\text{Sn}$, ^{149}Pm , ^{153}Sm , ^{166}Ho , ^{177}Lu , ^{186}Re , ^{188}Re , ^{211}At , and ^{212}Bi , optionally conjugated to antibodies directed against tumor antigens.

15 [0158] “Anti-diabetic agent” or “antidiabetic agent” is used in accordance with its plain ordinary meaning and refers to a composition (*e.g.* compound, drug, antagonist, inhibitor, modulator) having the ability to lower blood glucose levels in a subject. In some embodiments, an anti-diabetic agent is an agent identified herein having utility in methods of treating diabetes. In some embodiments, an anti-diabetic agent is an agent approved by the FDA or similar
20 regulatory agency of a country other than the USA, for treating diabetes. Examples of anti-diabetic agents include, but are not limited to, insulin, insulin sensitizers (*e.g.* biguanides (*e.g.* metformin, phenformin, or buformin), thiazolidinediones (*e.g.* rosiglitazone, pioglitazone, troglitazone)), secretagogues (*e.g.* sulfonylureas (*e.g.* tolbutamide, acetohexamide, tolazamide, chlorpropamide, glipizide, glyburide, glibenclamide, glimepiride, gliclazide, glycopyramide,
25 gliquidone), meglitinides (*e.g.* repaglinide, nateglinide)), alpha-glucosidase inhibitors (*e.g.* miglitol, acarbose, voglibose), peptide analog antidiabetic agents (*e.g.* incretins (glucagon-like peptide-1, gastric inhibitory peptide), glucagon-like peptide agonists (*e.g.* exenatide, liraglutide, taspoglutide), gastric inhibitory peptide analogs, or dipeptidyl peptidase-4 inhibitors (*e.g.* vildagliptin, sitagliptin, saxagliptin, linagliptin, allogliptin, sepragliptin), amylin agonist
30 analogues (*e.g.* pramlintide).

B. COMPOSITIONS

[0159] In an aspect is provided a compound, or a pharmaceutically acceptable salt thereof, having the formula:



(I) wherein, ring A is substituted or unsubstituted

- 5 cycloalkylene, substituted or unsubstituted heterocycloalkylene, substituted or unsubstituted arylene, or substituted or unsubstituted heteroarylene; L^1 is a bond or unsubstituted C_1 - C_5 alkylene; L^2 is a bond, $-NR^{6a}$ -, $-O$ -, $-S$ -, $-C(O)$ -, $-S(O)$ -, $-S(O)_2$ -, $-NR^{6a}C(O)$ -, $-C(O)(CH_2)_{2-22}$ -, $-C(O)NR^{6b}$ -, $-NR^{6a}C(O)O$ -, $-NR^{6a}C(O)NR^{6b}$ -, substituted or unsubstituted alkylene, substituted or unsubstituted
- 10 heteroalkylene, substituted or unsubstituted cycloalkylene, substituted or unsubstituted heterocycloalkylene, substituted or unsubstituted arylene, or substituted or unsubstituted heteroarylene; R^1 is hydrogen, oxo, halogen, $-CX_3$ -, $-CN$ -, $-SO_2Cl$ -, $-SO_nR^{10}$ -, $-SO_vNR^7R^8$ -, $-NHNH_2$ -, $-ONR^7R^8$ -, $-NHC(=O)NHNH_2$ -, $-NHC(=O)NR^7R^8$ -, $-N(O)_m$ -, $-NR^7R^8$ -, $-C(O)R^9$ -, $-C(O)OR^9$ -, $-C(O)NR^7R^8$ -, $-OR^{10}$ -, $-NR^7SO_nR^{10}$ -,
- 15 $NR^7C(=O)R^9$ -, $-NR^7C(O)OR^9$ -, $-NR^7OR^9$ -, $-OCX_3$ -, $-OCHX_2$ -, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; R^2 is hydrogen, oxo, halogen, $-CX^a_3$ -, $-CN$ -, $-SO_2Cl$ -, $-SO_{n1}R^{10a}$ -, $-SO_{v1}NR^{7a}R^{8a}$ -, $-NHNH_2$ -, $-ONR^{7a}R^{8a}$ -, $-NHC(=O)NHNH_2$ -,
- 20 $-NHC(=O)NR^{7a}R^{8a}$ -, $-N(O)_{m1}$ -, $-NR^{7a}R^{8a}$ -, $-C(O)R^{9a}$ -, $-C(O)OR^{9a}$ -, $-C(O)NR^{7a}R^{8a}$ -, $-OR^{10a}$ -, $-NR^{7a}SO_{n1}R^{10a}$ -, $-NR^{7a}C(=O)R^{9a}$ -, $-NR^{7a}C(O)OR^{9a}$ -, $-NR^{7a}OR^{9a}$ -, $-OCX^a_3$ -, $-OCHX^a_2$ -, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; R^3 is independently hydrogen, oxo,
- 25 halogen, $-CX^b_3$ -, $-CN$ -, $-SO_2Cl$ -, $-SO_{n2}R^{10b}$ -, $-SO_{v2}NR^{7b}R^{8b}$ -, $-NHNH_2$ -, $-ONR^{7b}R^{8b}$ -, $-NHC(=O)NHNH_2$ -, $-NHC(=O)NR^{7b}R^{8b}$ -, $-N(O)_{m2}$ -, $-NR^{7b}R^{8b}$ -, $-C(O)R^{9b}$ -, $-C(O)OR^{9b}$ -, $-C(O)NR^{7b}R^{8b}$ -, $-OR^{10b}$ -,

$\text{NR}^{7b}\text{SO}_{n2}\text{R}^{10b}$, $-\text{NR}^{7b}\text{C}=\text{(O)}\text{R}^{9b}$, $-\text{NR}^{7b}\text{C}(\text{O})\text{OR}^{9b}$, $-\text{NR}^{7b}\text{OR}^{9b}$, $-\text{OCX}^b_3$, $-\text{OCHX}^b_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; R^4 and R^5 are independently hydrogen or unsubstituted C₁-C₆ alkyl; R^7 , R^8 , R^9 , R^{10} , R^{6a} , R^{7a} , R^{8a} , R^{9a} , R^{10a} , R^{6b} , R^{7b} , R^{8b} , R^{9b} and R^{10b} are independently hydrogen, halogen, $-\text{CF}_3$, $-\text{CN}$, $-\text{OH}$, $-\text{NH}_2$, $-\text{COOH}$, $-\text{CONH}_2$, $-\text{NO}_2$, $-\text{SH}$, $-\text{SO}_2\text{Cl}$, $-\text{SO}_3\text{H}$, $-\text{SO}_4\text{H}$, $-\text{SO}_2\text{NH}_2$, $-\text{NHNH}_2$, $-\text{ONH}_2$, $-\text{NHC}=\text{(O)}\text{NHNH}_2$, $-\text{NHC}=\text{(O)}\text{NH}_2$, $-\text{NHSO}_2\text{H}$, $-\text{NHC}=\text{(O)}\text{H}$, $-\text{NHC}(\text{O})\text{OH}$, $-\text{NHOH}$, $-\text{OCF}_3$, $-\text{OCHF}_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; R^7 and R^8 substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; R^{7a} and R^{8a} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; R^{7b} and R^{8b} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; each occurrence of the symbols n, n1, and n2 is independently an integer from 0 to 4; each occurrence of the symbols m, m1, m2, v, v1, and v2 is independently an integer from 1 to 2; the symbol z is an integer from 0 to 2; the symbol z2 is an integer from 1 to 4; and each occurrence of the symbols X, X^a, and X^b is independently a halogen.

[0160] In embodiments, ring A is substituted or unsubstituted monocyclic cycloalkylene, substituted or unsubstituted monocyclic heterocycloalkylene, substituted or unsubstituted monocyclic arylene, or substituted or unsubstituted monocyclic heteroarylene. In embodiments, ring A is substituted monocyclic cycloalkylene, substituted monocyclic heterocycloalkylene, substituted monocyclic arylene, or substituted monocyclic heteroarylene. In embodiments, ring A is unsubstituted monocyclic cycloalkylene, unsubstituted monocyclic heterocycloalkylene, unsubstituted monocyclic arylene, or unsubstituted monocyclic heteroarylene.

[0161] In embodiments, ring A is substituted or unsubstituted C₃-C₈ cycloalkylene, substituted or unsubstituted 3 to 8 membered heterocycloalkylene, substituted or unsubstituted C₆-C₁₀ arylene, or substituted or unsubstituted 5 to 10 membered heteroarylene. In embodiments, ring A is substituted C₃-C₈ cycloalkylene, substituted 3 to 8 membered heterocycloalkylene, substituted C₆-C₁₀ arylene, or substituted 5 to 10 membered heteroarylene. In embodiments, ring

A is unsubstituted C₃-C₈ cycloalkylene, unsubstituted 3 to 8 membered heterocycloalkylene, unsubstituted C₆-C₁₀ arylene, or unsubstituted 5 to 10 membered heteroarylene. In embodiments, ring A is substituted or unsubstituted C₃-C₆ cycloalkylene, substituted or unsubstituted 3 to 6 membered heterocycloalkylene, substituted or unsubstituted C₆-C₁₀ arylene, or substituted or unsubstituted 5 to 9 membered heteroarylene. In embodiments, ring A is substituted C₃-C₆ cycloalkylene, substituted 3 to 6 membered heterocycloalkylene, substituted C₆-C₁₀ arylene, or substituted 5 to 9 membered heteroarylene. In embodiments, ring A is unsubstituted C₃-C₆ cycloalkylene, unsubstituted 3 to 6 membered heterocycloalkylene, unsubstituted C₆-C₁₀ arylene, or unsubstituted 5 to 9 membered heteroarylene.

10 **[0162]** In embodiments, ring A is substituted or unsubstituted arylene or substituted or unsubstituted heteroarylene. In embodiments, ring A is substituted or unsubstituted C₆-C₁₀ arylene. In embodiments, ring A is unsubstituted naphthalenyl (i.e. divalent naphthalene moiety). In embodiments, ring A is substituted naphthalenyl. In embodiments, ring A is unsubstituted phenylene (divalent benzene moiety or benzene-di-yl). In embodiments, ring A is substituted phenylene (divalent benzene moiety or benzene-di-yl).

[0163] In embodiments, ring A is R⁴¹-substituted or unsubstituted cycloalkylene, R⁴¹-substituted or unsubstituted heterocycloalkylene, R⁴¹-substituted or unsubstituted arylene, or R⁴¹-substituted or unsubstituted heteroarylene. In embodiments, ring A is substituted with 1 to 6 optionally different R⁴¹ substituents. In embodiments, ring A is substituted with 1 R⁴¹ substituent. In embodiments, ring A is substituted with 2 optionally different R⁴¹ substituents. In embodiments, ring A is substituted with 3 optionally different R⁴¹ substituents. In embodiments, ring A is substituted with 4 optionally different R⁴¹ substituents. In embodiments, ring A is substituted with 5 optionally different R⁴¹ substituents. In embodiments, ring A is substituted with 6 optionally different R⁴¹ substituents.

25 **[0164]** R⁴¹ is independently oxo, halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC(=O)NHNH₂, -NHC(=O)NH₂, -NHSO₂H, -NHC(=O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R⁴²-substituted or unsubstituted alkyl, R⁴²-substituted or unsubstituted heteroalkyl, R⁴²-substituted or unsubstituted cycloalkyl, R⁴²-substituted or unsubstituted heterocycloalkyl, R⁴²-substituted or unsubstituted aryl, or R⁴²-substituted or unsubstituted heteroaryl. In embodiments, R⁴¹ is -OCH₃.

[0165] R^{42} is independently oxo,

halogen, $-CF_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC(=O)NHNH_2$, $-NHC(=O)NH_2$, $-NHSO_2H$, $-NHC(=O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCF_3$, $-OCHF_2$, R^{43} -substituted or unsubstituted alkyl, R^{43} -substituted or unsubstituted heteroalkyl, R^{43} -substituted or unsubstituted cycloalkyl, R^{43} -substituted or unsubstituted heterocycloalkyl, R^{43} -substituted or unsubstituted aryl, or R^{43} -substituted or unsubstituted heteroaryl.

[0166] In embodiments, R^1 is hydrogen, oxo,

halogen, $-CX_3$, $-CN$, $-SO_2Cl$, $-SO_nR^{10}$, $-SO_vNR^7R^8$, $-NHNH_2$, $-ONR^7R^8$, $-NHC(=O)NHNH_2$, $-NHC(=O)NR^7R^8$, $-N(O)_m$, $-NR^7R^8$, $-C(O)R^9$, $-C(O)-OR^9$, $-C(O)NR^7R^8$, $-OR^{10}$, $-NR^7SO_nR^{10}$, $-NR^7C(=O)R^9$, $-NR^7C(O)OR^9$, $-NR^7OR^9$, $-OCX_3$, or $-OCHX_2$.

[0167] In embodiments, R^1 is hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl. In embodiments, R^1 is substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl. In embodiments, R^1 is hydrogen, substituted alkyl, substituted heteroalkyl, substituted cycloalkyl, substituted heterocycloalkyl, substituted aryl, or substituted heteroaryl. In embodiments, R^1 is hydrogen, unsubstituted alkyl, unsubstituted heteroalkyl, unsubstituted cycloalkyl, unsubstituted heterocycloalkyl, unsubstituted aryl, or unsubstituted heteroaryl. In embodiments, R^1 is hydrogen. In embodiments, R^1 is hydrogen and L^2 is $-NHC(O)-$.

[0168] In embodiments, R^1 is hydrogen, substituted or unsubstituted C_1 - C_8 alkyl, substituted or unsubstituted 2 to 8 membered heteroalkyl, substituted or unsubstituted C_3 - C_8 cycloalkyl, substituted or unsubstituted 3 to 8 membered heterocycloalkyl, substituted or unsubstituted C_6 - C_{10} aryl, or substituted or unsubstituted 5 to 10 membered heteroaryl. In embodiments, R^1 is hydrogen, substituted or unsubstituted C_1 - C_6 alkyl, substituted or unsubstituted 2 to 6 membered heteroalkyl, substituted or unsubstituted C_3 - C_6 cycloalkyl, substituted or unsubstituted 3 to 6 membered heterocycloalkyl, substituted or unsubstituted C_6 - C_{10} aryl, or substituted or unsubstituted 5 to 9 membered heteroaryl.

[0169] In embodiments, R^1 is substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted

heteroaryl. In embodiments, R¹ is substituted or unsubstituted aryl or substituted or unsubstituted heteroaryl. In embodiments, R¹ is substituted phenyl. In embodiments, R¹ is unsubstituted phenyl. In embodiments, R¹ is phenyl substituted with -CF₃ or halogen. In embodiments, R¹ is phenyl meta-substituted with -CF₃. In embodiments, R¹ is phenyl meta-substituted with -F. In embodiments, R¹ is phenyl meta-substituted with -Cl. In embodiments, R¹ is phenyl meta-substituted with -Br. In embodiments, R¹ is phenyl meta-substituted with -I. In embodiments, R¹ is phenyl meta-substituted with -CH₃. In embodiments, R¹ is -OPh, -CH₂Ph, -OCH₂Ph, -NHC(O)H, or -CHO. In embodiments, R¹ is phenyl meta-substituted with -CCl₃. In embodiments, R¹ is phenyl para-substituted with -CF₃, -Cl, -OCF₃, -CH₃, -F, -OCH₃, -OPh, -CH₂Ph, or -CHO. In embodiments, R¹ is phenyl meta-substituted with -CF₃, -Cl, -OCF₃, -CH₃, -F, -OCH₃, -OPh, -CH₂Ph, or -CHO. In embodiments, R¹ is phenyl ortho-substituted with -CF₃, -Cl, -OCF₃, -CH₃, -F, -OCH₃, -OPh, -CH₂Ph, or -CHO. In embodiments, R¹ is aryl meta-substituted with -CF₃, -Cl, -OCF₃, -CH₃, -F, -OCH₃, -OPh, -CH₂Ph, or -CHO. In embodiments, R¹ is aryl ortho-substituted with -CF₃, -Cl, -OCF₃, -CH₃, -F, -OCH₃, -OPh, -CH₂Ph, or -CHO. In embodiments, R¹ is aryl para-substituted with -CF₃, -Cl, -OCF₃, -CH₃, -F, -OCH₃, -OPh, -CH₂Ph, or -CHO. In embodiments, R¹ is aryl substituted with -CF₃, -Cl, -OCF₃, -CH₃, -F, -OCH₃, -OPh, -CH₂Ph, or -CHO. In embodiments, R¹ is heteroaryl substituted with -CF₃, -Cl, -OCF₃, -CH₃, -F, -OCH₃, -OPh, -CH₂Ph, or -CHO. In embodiments, R¹ is phenyl substituted with -CF₃, -Cl, -OCF₃, -CH₃, -F, -OCH₃, -OPh, -CH₂Ph, or -CHO. In embodiments, R¹ is 5 to 6 membered heteroaryl substituted with -CF₃, -Cl, -OCF₃, -CH₃, -F, -OCH₃, -OPh, -CH₂Ph, or -CHO. In embodiments, R¹ is unsubstituted cyclohexyl. In embodiments, R¹ is substituted cyclohexyl. In embodiments, R¹ is unsubstituted cyclopentyl. In embodiments, R¹ is substituted cyclopentyl. In embodiments, R¹ is unsubstituted cyclobutyl. In embodiments, R¹ is substituted cyclobutyl. In embodiments, R¹ is unsubstituted cyclopropyl. In embodiments, R¹ is substituted cyclopropyl.

[0170] In embodiments, R¹ is a substituted or unsubstituted heteroaryl selected from the group consisting of pyridinyl, pyrimidinyl, thiophenyl, thienyl, furanyl, indolyl, benzoxadiazolyl, benzodioxolyl, benzodioxanyl, thianaphthanyl, pyrrolopyridinyl, indazolyl, quinolinyl, quinoxalinyl, pyridopyrazinyl, quinazolinonyl, benzoisoxazolyl, imidazopyridinyl, benzofuranyl, benzothienyl, benzothiophenyl, phenyl, naphthyl, biphenyl, pyrrolyl, pyrazolyl, imidazolyl, pyrazinyl, oxazolyl, isoxazolyl, thiazolyl, furylthienyl, pyridyl, pyrimidyl, benzothiazolyl, purinyl, benzimidazolyl, isoquinolyl, thiadiazolyl, oxadiazolyl, pyrrolyl, diazolyl, triazolyl,

tetrazolyl, benzothiadiazolyl, isothiazolyl, pyrazolopyrimidinyl, pyrrolopyrimidinyl, benzotriazolyl, benzoxazolyl, and quinolyl.

[0171] In some embodiments of the compounds provided herein, R^1 is independently hydrogen, halogen, $-CF_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC(=O)NHNH_2$, $-NHC(=O)NH_2$, $-NHSO_2H$, $-NHC(=O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCF_3$, $-OCHF_2$, R^{11} -substituted or unsubstituted alkyl, R^{11} -substituted or unsubstituted heteroalkyl, R^{11} -substituted or unsubstituted cycloalkyl, R^{11} -substituted or unsubstituted heterocycloalkyl, R^{11} -substituted or unsubstituted aryl, or R^{11} -substituted or unsubstituted heteroaryl. In embodiments, R^1 is substituted with 1 to 6 optionally different R^{11} substituents. In embodiments, R^1 is substituted with 1 R^{11} substituent. In embodiments, R^1 is substituted with 2 optionally different R^{11} substituents. In embodiments, R^1 is substituted with 3 optionally different R^{11} substituents. In embodiments, R^1 is substituted with 4 optionally different R^{11} substituents. In embodiments, R^1 is substituted with 5 optionally different R^{11} substituents. In embodiments, R^1 is substituted with 6 optionally different R^{11} substituents. In embodiments, R^1 is substituted with 7 optionally different R^{11} substituents. In embodiments, R^1 is phenyl substituted with 1 to 5 optionally different R^{11} substituents. In embodiments, R^1 is phenyl substituted with 1 R^{11} substituent. In embodiments, R^1 is phenyl substituted with 2 optionally different R^{11} substituents. In embodiments, R^1 is phenyl substituted with 3 optionally different R^{11} substituents. In embodiments, R^1 is phenyl substituted with 4 optionally different R^{11} substituents. In embodiments, R^1 is phenyl substituted with 5 optionally different R^{11} substituents. In embodiments, R^1 is aryl substituted with 1 to 6 optionally different R^{11} substituents. In embodiments, R^1 is aryl substituted with 1 R^{11} substituent. In embodiments, R^1 is aryl substituted with 2 optionally different R^{11} substituents. In embodiments, R^1 is aryl substituted with 3 optionally different R^{11} substituents. In embodiments, R^1 is aryl substituted with 4 optionally different R^{11} substituents. In embodiments, R^1 is aryl substituted with 5 optionally different R^{11} substituents. In embodiments, R^1 is aryl substituted with 6 optionally different R^{11} substituents. In embodiments, R^1 is aryl substituted with 7 optionally different R^{11} substituents. In embodiments, R^1 is heteroaryl substituted with 1 to 6 optionally different R^{11} substituents. In embodiments, R^1 is heteroaryl substituted with 1 R^{11} substituent. In embodiments, R^1 is heteroaryl substituted with 2 optionally different R^{11} substituents. In embodiments, R^1 is heteroaryl substituted with 3 optionally different R^{11} substituents. In embodiments, R^1 is heteroaryl substituted with 4 optionally different R^{11} substituents. In embodiments, R^1 is heteroaryl substituted with 5 optionally different R^{11} substituents. In

embodiments, R¹ is heteroaryl substituted with 6 optionally different R¹¹ substituents. In
embodiments, R¹ is heteroaryl substituted with 7 optionally different R¹¹ substituents.

[0172] R¹¹ is independently oxo,

halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -

- 5 SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -
NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R¹²-substituted or unsubstituted alkyl, R¹²-substituted or
unsubstituted heteroalkyl, R¹²-substituted or unsubstituted cycloalkyl, R¹²-substituted or
unsubstituted heterocycloalkyl, R¹²-substituted or unsubstituted aryl, or R¹²-substituted or
unsubstituted heteroaryl. In embodiments, R¹¹ is -CCl₃, -CF₃, -
10 Cl, -OCF₃, -CH₃, -F, -OCH₃, -OPh, -CH₂Ph, or -CHO.

[0173] R¹² is independently oxo,

halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -

- SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -
NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R¹³-substituted or unsubstituted alkyl, R¹³-substituted or
15 unsubstituted heteroalkyl, R¹³-substituted or unsubstituted cycloalkyl, R¹³-substituted or
unsubstituted heterocycloalkyl, R¹³-substituted or unsubstituted aryl, or R¹³-substituted or
unsubstituted heteroaryl.

[0174] In embodiments, R² is hydrogen, substituted or unsubstituted alkyl, substituted or
unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted

- 20 heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl. In
embodiments, R² is hydrogen, substituted alkyl, substituted heteroalkyl, substituted cycloalkyl,
substituted heterocycloalkyl, substituted aryl, or substituted heteroaryl. In embodiments, R² is
hydrogen, unsubstituted alkyl, unsubstituted heteroalkyl, unsubstituted cycloalkyl, unsubstituted
heterocycloalkyl, unsubstituted aryl, or unsubstituted heteroaryl.

25 [0175] In embodiments, R² is hydrogen, substituted or unsubstituted C₁-C₈ alkyl, substituted or
unsubstituted 2 to 8 membered heteroalkyl, substituted or unsubstituted C₃-C₈ cycloalkyl,
substituted or unsubstituted 3 to 8 membered heterocycloalkyl, substituted or unsubstituted C₆-
C₁₀ aryl, or substituted or unsubstituted 5 to 10 membered heteroaryl. In embodiments, R² is
hydrogen, substituted or unsubstituted C₁-C₆ alkyl, substituted or unsubstituted 2 to 6 membered
30 heteroalkyl, substituted or unsubstituted C₃-C₆ cycloalkyl, substituted or unsubstituted 3 to 6
membered heterocycloalkyl, substituted or unsubstituted C₆-C₁₀ aryl, or substituted or
unsubstituted 5 to 9 membered heteroaryl.

[0176] In embodiments, R^2 is substituted or unsubstituted alkyl. In embodiments, R^2 is substituted or unsubstituted C_1 - C_6 alkyl. In embodiments, R^2 is unsubstituted C_1 - C_6 alkyl. In embodiments, R^2 is unsubstituted methyl. In embodiments, R^2 is unsubstituted isopropyl. In embodiments, R^2 is unsubstituted ethyl. In embodiments, R^2 is unsubstituted propyl (e.g. n-propyl or isopropyl). In embodiments, R^2 is unsubstituted isopropyl. In embodiments, R^2 is unsubstituted butyl (e.g. n-butyl, sec-butyl, isobutyl, or tert-butyl). In embodiments, R^2 is unsubstituted tert-butyl. In embodiments, R^2 is unsubstituted iso-butyl. In embodiments, R^2 is unsubstituted pentyl (e.g. n-pentyl, tert-pentyl, neopentyl, isopentyl, sec-pentyl, or 3-pentyl). In embodiments, R^2 is unsubstituted cyclopropyl. In embodiments, R^2 is unsubstituted cyclobutyl. In embodiments, R^2 is unsubstituted cyclopentyl. In embodiments, R^2 is unsubstituted cyclohexyl.

[0177] In some embodiments, R^2 is independently hydrogen, halogen, $-CF_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC(=O)NHNH_2$, $-NHC(=O)NH_2$, $-NHSO_2H$, $-NHC(=O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCF_3$, $-OCHF_2$, R^{14} -substituted or unsubstituted alkyl, R^{14} -substituted or unsubstituted heteroalkyl, R^{14} -substituted or unsubstituted cycloalkyl, R^{14} -substituted or unsubstituted heterocycloalkyl, R^{14} -substituted or unsubstituted aryl, or R^{14} -substituted or unsubstituted heteroaryl.

[0178] R^{14} is independently oxo, halogen, $-CF_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC(=O)NHNH_2$, $-NHC(=O)NH_2$, $-NHSO_2H$, $-NHC(=O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCF_3$, $-OCHF_2$, R^{15} -substituted or unsubstituted alkyl, R^{15} -substituted or unsubstituted heteroalkyl, R^{15} -substituted or unsubstituted cycloalkyl, R^{15} -substituted or unsubstituted heterocycloalkyl, R^{15} -substituted or unsubstituted aryl, or R^{15} -substituted or unsubstituted heteroaryl.

[0179] R^{15} is independently oxo, halogen, $-CF_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC(=O)NHNH_2$, $-NHC(=O)NH_2$, $-NHSO_2H$, $-NHC(=O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCF_3$, $-OCHF_2$, R^{16} -substituted or unsubstituted alkyl, R^{16} -substituted or unsubstituted heteroalkyl, R^{16} -substituted or unsubstituted cycloalkyl, R^{16} -substituted or unsubstituted heterocycloalkyl, R^{16} -substituted or unsubstituted aryl, or R^{16} -substituted or unsubstituted heteroaryl.

[0180] In embodiments, R^3 is independently hydrogen, oxo,

halogen, $-CX^b_3$, $-CN$, $-SO_2Cl$, $-SO_{n2}R^{10b}$, $-SO_{v2}NR^{7b}R^{8b}$, $-NHNH_2$, $-ONR^{7b}R^{8b}$,
 $-NHC=(O)NHNH_2$,

$-NHC=(O)NR^{7b}R^{8b}$, $-N(O)_{m2}$, $-NR^{7b}R^{8b}$, $-C(O)R^{9b}$, $-C(O)-OR^{9b}$, $-C(O)NR^{7b}R^{8b}$, $-OR^{10b}$, -

- 5 $NR^{7b}SO_{n2}R^{10b}$, $-NR^{7b}C=(O)R^{9b}$, $-NR^{7b}C(O)OR^{9b}$, $-NR^{7b}OR^{9b}$, $-OCX^b_3$, or $-OCHX^b_2$. In
 embodiments, R^3 is independently hydrogen, substituted or unsubstituted alkyl, substituted or
 unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted
 heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl. In
 10 embodiments, R^3 is independently hydrogen, substituted alkyl, substituted heteroalkyl,
 substituted cycloalkyl, substituted heterocycloalkyl, substituted aryl, or substituted heteroaryl. In
 embodiments, R^3 is independently hydrogen, unsubstituted alkyl, unsubstituted heteroalkyl,
 unsubstituted cycloalkyl, unsubstituted heterocycloalkyl, unsubstituted aryl, or unsubstituted
 heteroaryl.

[0181] In embodiments, R^3 is independently hydrogen, substituted or unsubstituted C_1 - C_8

- 15 alkyl, substituted or unsubstituted 2 to 8 membered heteroalkyl, substituted or unsubstituted C_3 -
 C_8 cycloalkyl, substituted or unsubstituted 3 to 8 membered heterocycloalkyl, substituted or
 unsubstituted C_6 - C_{10} aryl, or substituted or unsubstituted 5 to 10 membered heteroaryl. In
 embodiments, R^3 is independently hydrogen, substituted or unsubstituted C_1 - C_6 alkyl, substituted
 or unsubstituted 2 to 6 membered heteroalkyl, substituted or unsubstituted C_3 - C_6 cycloalkyl,
 20 substituted or unsubstituted 3 to 6 membered heterocycloalkyl, substituted or unsubstituted C_6 -
 C_{10} aryl, or substituted or unsubstituted 5 to 9 membered heteroaryl.

[0182] In embodiments, R^3 is independently hydrogen, halogen, substituted or unsubstituted
 alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted
 or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or

- 25 unsubstituted heteroaryl. In embodiments, R^3 is independently hydrogen. In embodiments, R^3 is
 independently halogen.

[0183] In some embodiments, R^3 is independently hydrogen,

halogen, $-CF_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-SO_4H$, -

SO_2NH_2 , $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NH_2SO_2H$, $-NHC=(O)H$, -

- 30 $NHC(O)-OH$, $-NHOH$, $-OCF_3$, $-OCHF_2$, R^{17} -substituted or unsubstituted alkyl, R^{17} -substituted or
 unsubstituted heteroalkyl, R^{17} -substituted or unsubstituted cycloalkyl, R^{17} -substituted or

unsubstituted heterocycloalkyl, R¹⁷-substituted or unsubstituted aryl, or R¹⁷-substituted or unsubstituted heteroaryl.

[0184] R¹⁷ is independently oxo,

halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -

- 5 SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R¹⁸-substituted or unsubstituted alkyl, R¹⁸-substituted or unsubstituted heteroalkyl, R¹⁸-substituted or unsubstituted cycloalkyl, R¹⁸-substituted or unsubstituted heterocycloalkyl, R¹⁸-substituted or unsubstituted aryl, or R¹⁸-substituted or unsubstituted heteroaryl.

- 10 **[0185]** R¹⁸ is independently oxo,

halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -

SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -

NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R¹⁹-substituted or unsubstituted alkyl, R¹⁹-substituted or unsubstituted heteroalkyl, R¹⁹-substituted or unsubstituted cycloalkyl, R¹⁹-substituted or

- 15 unsubstituted heterocycloalkyl, R¹⁹-substituted or unsubstituted aryl, or R¹⁹-substituted or unsubstituted heteroaryl.

[0186] In embodiments, R⁴ and R⁵ are independently hydrogen. In embodiments, R⁴ and R⁵ are independently unsubstituted C₁-C₆ alkyl. In embodiments, R⁴ and R⁵ are independently unsubstituted C₁-C₅ alkyl. In embodiments, R⁴ and R⁵ are independently unsubstituted C₁-C₄ alkyl. In embodiments, R⁴ and R⁵ are independently unsubstituted C₁-C₃ alkyl. In embodiments, R⁴ and R⁵ are independently unsubstituted C₁-C₂ alkyl. In embodiments, R⁴ and R⁵ are independently unsubstituted methyl.

- [0187]** In embodiments, L¹ is a bond. In embodiments, L¹ is unsubstituted C₁-C₅ alkylene. In embodiments, L¹ is unsubstituted C₁-C₄ alkylene. In embodiments, L¹ is unsubstituted C₁-C₃ alkylene. In embodiments, L¹ is unsubstituted C₁-C₂ alkylene. In embodiments, L¹ is unsubstituted methylene.

- [0188]** In embodiments, L² is a bond. In embodiments, L² is -NR^{6a}-. In embodiments, L² is -O-. In embodiments, L² is -S-. In embodiments, L² is -C(O)-. In embodiments, L² is -S(O)-. In embodiments, L² is -S(O)₂-. In embodiments, L² is -C(O)(CH₂)₂-. In embodiments, L² is -NR^{6a}C(O)-. In embodiments, L² is -C(O)NR^{6b}-. In embodiments, L² is -NR^{6a}C(O)O-. In embodiments, L² is -NR^{6a}C(O)NR^{6b}-. In embodiments, L² is -NH-. In embodiments, L²

is -NHC(O)-. In embodiments, L^2 is -C(O)NH-. In embodiments, L^2 is -NHC(O)NH-. In embodiments, L^2 is -NHC(O)OCH₂-. In embodiments, L^2 is substituted or unsubstituted alkylene, substituted or unsubstituted heteroalkylene, substituted or unsubstituted cycloalkylene, substituted or unsubstituted heterocycloalkylene, substituted or unsubstituted arylene, or substituted or unsubstituted heteroarylene. In embodiments, L^2 is -C(O)(CH₂)-. In embodiments, L^2 is -C(O)(CH₂)₂-. In embodiments, L^2 is -C(O)(CH₂)₃-. In embodiments, L^2 is -C(O)(CH₂)₄-.

[0189] In embodiments, L^2 is substituted or unsubstituted alkylene, substituted or unsubstituted heteroalkylene, substituted or unsubstituted cycloalkylene, substituted or unsubstituted heterocycloalkylene, substituted or unsubstituted arylene, or substituted or unsubstituted heteroarylene. In embodiments, L^2 is substituted alkylene, substituted heteroalkylene, substituted cycloalkylene, substituted heterocycloalkylene, substituted arylene, or substituted heteroarylene. In embodiments, L^2 is unsubstituted alkylene, unsubstituted heteroalkylene, unsubstituted cycloalkylene, unsubstituted heterocycloalkylene, unsubstituted arylene, or unsubstituted heteroarylene.

[0190] In embodiments, L^2 is substituted or unsubstituted C₁-C₈ alkylene, substituted or unsubstituted 2 to 8 membered heteroalkylene, substituted or unsubstituted C₃-C₈ cycloalkylene, substituted or unsubstituted 3 to 8 membered heterocycloalkylene, substituted or unsubstituted C₆-C₁₀ arylene, or substituted or unsubstituted 5 to 10 membered heteroarylene. In embodiments, L^2 is substituted or unsubstituted C₁-C₆ alkylene, substituted or unsubstituted 2 to 6 membered heteroalkylene, substituted or unsubstituted C₃-C₆ cycloalkylene, substituted or unsubstituted 3 to 6 membered heterocycloalkylene, substituted or unsubstituted C₆-C₁₀ arylene, or substituted or unsubstituted 5 to 9 membered heteroarylene.

[0191] In some embodiments, L^2 is independently R⁴⁴-substituted or unsubstituted alkylene, R⁴⁴-substituted or unsubstituted heteroalkylene, R⁴⁴-substituted or unsubstituted cycloalkylene, R⁴⁴-substituted or unsubstituted heterocycloalkylene, R⁴⁴-substituted or unsubstituted arylene, or R⁴⁴-substituted or unsubstituted heteroarylene.

[0192] R⁴⁴ is independently oxo,

halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -

SO₂NH₂, -NHNH₂, -ONH₂, -NHC(=O)NHNH₂, -NHC(=O)NH₂, -NHSO₂H, -NHC(=O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R⁴⁵-substituted or unsubstituted alkyl, R⁴⁵-substituted or unsubstituted heteroalkyl, R⁴⁵-substituted or unsubstituted cycloalkyl, R⁴⁵-substituted or

unsubstituted heterocycloalkyl, R⁴⁵-substituted or unsubstituted aryl, or R⁴⁵-substituted or unsubstituted heteroaryl.

[0193] R⁴⁵ is independently oxo,

halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -

- 5 SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R⁴⁶-substituted or unsubstituted alkyl, R⁴⁶-substituted or unsubstituted heteroalkyl, R⁴⁶-substituted or unsubstituted cycloalkyl, R⁴⁶-substituted or unsubstituted heterocycloalkyl, R⁴⁶-substituted or unsubstituted aryl, or R⁴⁶-substituted or unsubstituted heteroaryl.

- 10 [0194] In embodiments, R^{6a} is hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl. In embodiments, R^{6a} is hydrogen, substituted alkyl, substituted heteroalkyl, substituted cycloalkyl, substituted heterocycloalkyl, substituted aryl, or substituted heteroaryl. In embodiments, R^{6a} is
- 15 hydrogen, unsubstituted alkyl, unsubstituted heteroalkyl, unsubstituted cycloalkyl, unsubstituted heterocycloalkyl, unsubstituted aryl, or unsubstituted heteroaryl. In embodiments, R^{6a} is hydrogen. In embodiments, R^{6a} is unsubstituted methyl. In embodiments, R^{6a} is unsubstituted ethyl. In embodiments, R^{6a} is unsubstituted propyl.

- [0195] In embodiments, R^{6a} is hydrogen, substituted or unsubstituted C₁-C₈ alkyl, substituted
- 20 or unsubstituted 2 to 8 membered heteroalkyl, substituted or unsubstituted C₃-C₈ cycloalkyl, substituted or unsubstituted 3 to 8 membered heterocycloalkyl, substituted or unsubstituted C₆-C₁₀ aryl, or substituted or unsubstituted 5 to 10 membered heteroaryl. In embodiments, R^{6a} is hydrogen, substituted or unsubstituted C₁-C₆ alkyl, substituted or unsubstituted 2 to 6 membered heteroalkyl, substituted or unsubstituted C₃-C₆ cycloalkyl, substituted or unsubstituted 3 to 6
- 25 membered heterocycloalkyl, substituted or unsubstituted C₆-C₁₀ aryl, or substituted or unsubstituted 5 to 9 membered heteroaryl.

- [0196] In some embodiments of the compounds provided herein, R^{6a} is independently hydrogen, halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -
- 30 SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R^{26a}-substituted or unsubstituted alkyl, R^{26a}-substituted or unsubstituted heteroalkyl, R^{26a}-substituted or unsubstituted cycloalkyl, R^{26a}-

substituted or unsubstituted heterocycloalkyl, R^{26a} -substituted or unsubstituted aryl, or R^{26a} -substituted or unsubstituted heteroaryl.

[0197] R^{26a} is independently oxo,

halogen, $-CF_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-SO_4H$, -

- 5 SO_2NH_2 , $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHSO_2H$, $-NHC=(O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCF_3$, $-OCHF_2$, R^{27a} -substituted or unsubstituted alkyl, R^{27a} -substituted or unsubstituted heteroalkyl, R^{27a} -substituted or unsubstituted cycloalkyl, R^{27a} -substituted or unsubstituted heterocycloalkyl, R^{27a} -substituted or unsubstituted aryl, or R^{27a} -substituted or unsubstituted heteroaryl.

- 10 [0198] R^{27a} is independently oxo,

halogen, $-CF_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-SO_4H$, -

SO_2NH_2 , $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHSO_2H$, $-NHC=(O)H$, -

$NHC(O)-OH$, $-NHOH$, $-OCF_3$, $-OCHF_2$, R^{28a} -substituted or unsubstituted alkyl, R^{28a} -substituted

or unsubstituted heteroalkyl, R^{28a} -substituted or unsubstituted cycloalkyl, R^{28a} -substituted or

- 15 unsubstituted heterocycloalkyl, R^{28a} -substituted or unsubstituted aryl, or R^{28a} -substituted or unsubstituted heteroaryl.

[0199] In embodiments, R^{6b} is hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl. In

- 20 embodiments, R^{6b} is hydrogen, substituted alkyl, substituted heteroalkyl, substituted cycloalkyl, substituted heterocycloalkyl, substituted aryl, or substituted heteroaryl. In embodiments, R^{6b} is hydrogen, unsubstituted alkyl, unsubstituted heteroalkyl, unsubstituted cycloalkyl, unsubstituted heterocycloalkyl, unsubstituted aryl, or unsubstituted heteroaryl. In embodiments, R^{6b} is hydrogen. In embodiments, R^{6b} is unsubstituted methyl. In embodiments, R^{6b} is unsubstituted ethyl. In embodiments, R^{6b} is unsubstituted propyl.

[0200] In embodiments, R^{6b} is hydrogen, substituted or unsubstituted C_1 - C_8 alkyl, substituted or unsubstituted 2 to 8 membered heteroalkyl, substituted or unsubstituted C_3 - C_8 cycloalkyl, substituted or unsubstituted 3 to 8 membered heterocycloalkyl, substituted or unsubstituted C_6 - C_{10} aryl, or substituted or unsubstituted 5 to 10 membered heteroaryl. In embodiments, R^{6b} is

- 30 hydrogen, substituted or unsubstituted C_1 - C_6 alkyl, substituted or unsubstituted 2 to 6 membered heteroalkyl, substituted or unsubstituted C_3 - C_6 cycloalkyl, substituted or unsubstituted 3 to 6

membered heterocycloalkyl, substituted or unsubstituted C₆-C₁₀ aryl, or substituted or unsubstituted 5 to 9 membered heteroaryl.

[0201] In some embodiments of the compounds provided herein, R^{6b} is independently hydrogen, halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R^{26b}-substituted or unsubstituted alkyl, R^{26b}-substituted or unsubstituted heteroalkyl, R^{26b}-substituted or unsubstituted cycloalkyl, R^{26b}-substituted or unsubstituted heterocycloalkyl, R^{26b}-substituted or unsubstituted aryl, or R^{26b}-substituted or unsubstituted heteroaryl.

10 [0202] R^{26b} is independently oxo, halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R^{27b}-substituted or unsubstituted alkyl, R^{27b}-substituted or unsubstituted heteroalkyl, R^{27b}-substituted or unsubstituted cycloalkyl, R^{27b}-substituted or unsubstituted heterocycloalkyl, R^{27b}-substituted or unsubstituted aryl, or R^{27b}-substituted or unsubstituted heteroaryl.

[0203] R^{27b} is independently oxo, halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R^{28b}-substituted or unsubstituted alkyl, R^{28b}-substituted or unsubstituted heteroalkyl, R^{28b}-substituted or unsubstituted cycloalkyl, R^{28b}-substituted or unsubstituted heterocycloalkyl, R^{28b}-substituted or unsubstituted aryl, or R^{28b}-substituted or unsubstituted heteroaryl.

[0204] In embodiments, each R⁷, R⁸, R⁹, R¹⁰, R^{7a}, R^{8a}, R^{9a}, R^{10a}, R^{7b}, R^{8b}, R^{9b} and R^{10b} is independently hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl. In embodiments, each R⁷, R⁸, R⁹, R¹⁰, R^{7a}, R^{8a}, R^{9a}, R^{10a}, R^{7b}, R^{8b}, R^{9b} and R^{10b} is independently hydrogen, substituted alkyl, substituted heteroalkyl, substituted cycloalkyl, substituted heterocycloalkyl, substituted aryl, or substituted heteroaryl. In embodiments, each R⁷, R⁸, R⁹, R¹⁰, R^{7a}, R^{8a}, R^{9a}, R^{10a}, R^{7b}, R^{8b}, R^{9b} and R^{10b} is independently hydrogen, unsubstituted alkyl, unsubstituted heteroalkyl, unsubstituted cycloalkyl, unsubstituted heterocycloalkyl, unsubstituted

aryl, or unsubstituted heteroaryl. In embodiments, each R^7 , R^8 , R^9 , R^{10} , R^{7a} , R^{8a} , R^{9a} , R^{10a} , R^{7b} , R^{8b} , R^{9b} and R^{10b} is independently hydrogen.

[0205] In embodiments, each R^7 , R^8 , R^9 , R^{10} , R^{7a} , R^{8a} , R^{9a} , R^{10a} , R^{7b} , R^{8b} , R^{9b} and R^{10b} is independently hydrogen, substituted or unsubstituted C_1 - C_8 alkyl, substituted or unsubstituted 2 to 8 membered heteroalkyl, substituted or unsubstituted C_3 - C_8 cycloalkyl, substituted or unsubstituted 3 to 8 membered heterocycloalkyl, substituted or unsubstituted C_6 - C_{10} aryl, or substituted or unsubstituted 5 to 10 membered heteroaryl. In embodiments, each R^7 , R^8 , R^9 , R^{10} , R^{7a} , R^{8a} , R^{9a} , R^{10a} , R^{7b} , R^{8b} , R^{9b} and R^{10b} is independently hydrogen, substituted or unsubstituted C_1 - C_6 alkyl, substituted or unsubstituted 2 to 6 membered heteroalkyl, substituted or unsubstituted C_3 - C_6 cycloalkyl, substituted or unsubstituted 3 to 6 membered heterocycloalkyl, substituted or unsubstituted C_6 - C_{10} aryl, or substituted or unsubstituted 5 to 9 membered heteroaryl.

[0206] In some embodiments, R^7 is independently hydrogen, halogen, $-CF_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC(=O)NHNH_2$, $-NHC(=O)NH_2$, $-NHSO_2H$, $-NHC(=O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCF_3$, $-OCHF_2$, R^{29} -substituted or unsubstituted alkyl, R^{29} -substituted or unsubstituted heteroalkyl, R^{29} -substituted or unsubstituted cycloalkyl, R^{29} -substituted or unsubstituted heterocycloalkyl, R^{29} -substituted or unsubstituted aryl, or R^{29} -substituted or unsubstituted heteroaryl. In embodiments, R^7 and R^8 substituents bonded to the same nitrogen atom may be joined to form an R^{29} -substituted or unsubstituted heterocycloalkyl or R^{29} -substituted or unsubstituted heteroaryl.

[0207] R^{29} is independently oxo, halogen, $-CF_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC(=O)NHNH_2$, $-NHC(=O)NH_2$, $-NHSO_2H$, $-NHC(=O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCF_3$, $-OCHF_2$, R^{30} -substituted or unsubstituted alkyl, R^{30} -substituted or unsubstituted heteroalkyl, R^{30} -substituted or unsubstituted cycloalkyl, R^{30} -substituted or unsubstituted heterocycloalkyl, R^{30} -substituted or unsubstituted aryl, or R^{30} -substituted or unsubstituted heteroaryl.

[0208] R^{30} is independently oxo, halogen, $-CF_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC(=O)NHNH_2$, $-NHC(=O)NH_2$, $-NHSO_2H$, $-NHC(=O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCF_3$, $-OCHF_2$, R^{31} -substituted or unsubstituted alkyl, R^{31} -substituted or

unsubstituted heteroalkyl, R³¹-substituted or unsubstituted cycloalkyl, R³¹-substituted or unsubstituted heterocycloalkyl, R³¹-substituted or unsubstituted aryl, or R³¹-substituted or unsubstituted heteroaryl.

[0209] In some embodiments, R^{7a} is independently hydrogen,

- 5 halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R^{29a}-substituted or unsubstituted alkyl, R^{29a}-substituted or unsubstituted heteroalkyl, R^{29a}-substituted or unsubstituted cycloalkyl, R^{29a}-substituted or unsubstituted heterocycloalkyl, R^{29a}-substituted or unsubstituted aryl, or R^{29a}-substituted or
 10 unsubstituted heteroaryl. In embodiments, R^{7a} and R^{8a} substituents bonded to the same nitrogen atom may be joined to form an R^{29a}-substituted or unsubstituted heterocycloalkyl or R^{29a}-substituted or unsubstituted heteroaryl.

[0210] R^{29a} is independently oxo,

- halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -
 15 SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R^{30a}-substituted or unsubstituted alkyl, R^{30a}-substituted or unsubstituted heteroalkyl, R^{30a}-substituted or unsubstituted cycloalkyl, R^{30a}-substituted or unsubstituted heterocycloalkyl, R^{30a}-substituted or unsubstituted aryl, or R^{30a}-substituted or unsubstituted heteroaryl.

- 20 **[0211]** R^{30a} is independently oxo,

- halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -
 SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -
 NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R^{31a}-substituted or unsubstituted alkyl, R^{31a}-substituted
 or unsubstituted heteroalkyl, R^{31a}-substituted or unsubstituted cycloalkyl, R^{31a}-substituted or
 25 unsubstituted heterocycloalkyl, R^{31a}-substituted or unsubstituted aryl, or R^{31a}-substituted or unsubstituted heteroaryl.

[0212] In some embodiments, R^{7b} is independently hydrogen,

- halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -
 SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -
 30 NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R^{29b}-substituted or unsubstituted alkyl, R^{29b}-substituted or unsubstituted heteroalkyl, R^{29b}-substituted or unsubstituted cycloalkyl, R^{29b}-substituted or unsubstituted heterocycloalkyl, R^{29b}-substituted or unsubstituted aryl, or R^{29b}-substituted or

unsubstituted heteroaryl. In embodiments, R^{7b} and R^{8b} substituents bonded to the same nitrogen atom may be joined to form an R^{29b} -substituted or unsubstituted heterocycloalkyl or R^{29b} -substituted or unsubstituted heteroaryl.

[0213] R^{29b} is independently oxo,

- 5 halogen, $-CF_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC(=O)NHNH_2$, $-NHC(=O)NH_2$, $-NHSO_2H$, $-NHC(=O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCF_3$, $-OCHF_2$, R^{30b} -substituted or unsubstituted alkyl, R^{30b} -substituted or unsubstituted heteroalkyl, R^{30b} -substituted or unsubstituted cycloalkyl, R^{30b} -substituted or unsubstituted heterocycloalkyl, R^{30b} -substituted or unsubstituted aryl, or R^{30b} -substituted or unsubstituted heteroaryl.
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[0214] R^{30b} is independently oxo,

- halogen, $-CF_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC(=O)NHNH_2$, $-NHC(=O)NH_2$, $-NHSO_2H$, $-NHC(=O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCF_3$, $-OCHF_2$, R^{31b} -substituted or unsubstituted alkyl, R^{31b} -substituted or unsubstituted heteroalkyl, R^{31b} -substituted or unsubstituted cycloalkyl, R^{31b} -substituted or unsubstituted heterocycloalkyl, R^{31b} -substituted or unsubstituted aryl, or R^{31b} -substituted or unsubstituted heteroaryl.
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[0215] In some embodiments, R^8 is independently hydrogen,

- halogen, $-CF_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC(=O)NHNH_2$, $-NHC(=O)NH_2$, $-NHSO_2H$, $-NHC(=O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCF_3$, $-OCHF_2$, R^{32} -substituted or unsubstituted alkyl, R^{32} -substituted or unsubstituted heteroalkyl, R^{32} -substituted or unsubstituted cycloalkyl, R^{32} -substituted or unsubstituted heterocycloalkyl, R^{32} -substituted or unsubstituted aryl, or R^{32} -substituted or unsubstituted heteroaryl. In embodiments, R^7 and R^8 substituents bonded to the same nitrogen atom may be joined to form an R^{32} -substituted or unsubstituted heterocycloalkyl or R^{32} -substituted or unsubstituted heteroaryl.
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[0216] R^{32} is independently oxo,

- halogen, $-CF_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC(=O)NHNH_2$, $-NHC(=O)NH_2$, $-NHSO_2H$, $-NHC(=O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCF_3$, $-OCHF_2$, R^{33} -substituted or unsubstituted alkyl, R^{33} -substituted or unsubstituted heteroalkyl, R^{33} -substituted or unsubstituted cycloalkyl, R^{33} -substituted or
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unsubstituted heterocycloalkyl, R³³-substituted or unsubstituted aryl, or R³³-substituted or unsubstituted heteroaryl.

[0217] R³³ is independently oxo,

halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -

- 5 SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R³⁴-substituted or unsubstituted alkyl, R³⁴-substituted or unsubstituted heteroalkyl, R³⁴-substituted or unsubstituted cycloalkyl, R³⁴-substituted or unsubstituted heterocycloalkyl, R³⁴-substituted or unsubstituted aryl, or R³⁴-substituted or unsubstituted heteroaryl.

- 10 [0218] In some embodiments, R^{8a} is independently hydrogen,

halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -

SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -

NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R^{32a}-substituted or unsubstituted alkyl, R^{32a}-substituted

or unsubstituted heteroalkyl, R^{32a}-substituted or unsubstituted cycloalkyl, R^{32a}-substituted or

- 15 unsubstituted heterocycloalkyl, R^{32a}-substituted or unsubstituted aryl, or R^{32a}-substituted or unsubstituted heteroaryl. In embodiments, R^{7a} and R^{8a} substituents bonded to the same nitrogen atom may be joined to form an R^{32a}-substituted or unsubstituted heterocycloalkyl or R^{32a}-substituted or unsubstituted heteroaryl.

[0219] R^{32a} is independently oxo,

- 20 halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -

SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -

NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R^{33a}-substituted or unsubstituted alkyl, R^{33a}-substituted

or unsubstituted heteroalkyl, R^{33a}-substituted or unsubstituted cycloalkyl, R^{33a}-substituted or

unsubstituted heterocycloalkyl, R^{33a}-substituted or unsubstituted aryl, or R^{33a}-substituted or

- 25 unsubstituted heteroaryl.

[0220] R^{33a} is independently oxo,

halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -

SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -

NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R^{34a}-substituted or unsubstituted alkyl, R^{34a}-substituted

- 30 or unsubstituted heteroalkyl, R^{34a}-substituted or unsubstituted cycloalkyl, R^{34a}-substituted or

unsubstituted heterocycloalkyl, R^{34a}-substituted or unsubstituted aryl, or R^{34a}-substituted or

unsubstituted heteroaryl.

[0221] In some embodiments, R^{8b} is independently hydrogen, halogen, $-CF_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHSO_2H$, $-NHC=(O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCF_3$, $-OCHF_2$, R^{32b} -substituted or unsubstituted alkyl, R^{32b} -substituted or unsubstituted heteroalkyl, R^{32b} -substituted or unsubstituted cycloalkyl, R^{32b} -substituted or unsubstituted heterocycloalkyl, R^{32b} -substituted or unsubstituted aryl, or R^{32b} -substituted or unsubstituted heteroaryl. In embodiments, R^{7b} and R^{8b} substituents bonded to the same nitrogen atom may be joined to form an R^{32b} -substituted or unsubstituted heterocycloalkyl or R^{32b} -substituted or unsubstituted heteroaryl.

10 [0222] R^{32b} is independently oxo, halogen, $-CF_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHSO_2H$, $-NHC=(O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCF_3$, $-OCHF_2$, R^{33b} -substituted or unsubstituted alkyl, R^{33b} -substituted or unsubstituted heteroalkyl, R^{33b} -substituted or unsubstituted cycloalkyl, R^{33b} -substituted or unsubstituted heterocycloalkyl, R^{33b} -substituted or unsubstituted aryl, or R^{33b} -substituted or unsubstituted heteroaryl.

[0223] R^{33b} is independently oxo, halogen, $-CF_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHSO_2H$, $-NHC=(O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCF_3$, $-OCHF_2$, R^{34b} -substituted or unsubstituted alkyl, R^{34b} -substituted or unsubstituted heteroalkyl, R^{34b} -substituted or unsubstituted cycloalkyl, R^{34b} -substituted or unsubstituted heterocycloalkyl, R^{34b} -substituted or unsubstituted aryl, or R^{34b} -substituted or unsubstituted heteroaryl.

[0224] In some embodiments, R^9 is independently hydrogen, halogen, $-CF_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHSO_2H$, $-NHC=(O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCF_3$, $-OCHF_2$, R^{35} -substituted or unsubstituted alkyl, R^{35} -substituted or unsubstituted heteroalkyl, R^{35} -substituted or unsubstituted cycloalkyl, R^{35} -substituted or unsubstituted heterocycloalkyl, R^{35} -substituted or unsubstituted aryl, or R^{35} -substituted or unsubstituted heteroaryl.

[0225] R^{35} is independently oxo, halogen, $-CF_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-SO_4H$, -

SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R³⁶-substituted or unsubstituted alkyl, R³⁶-substituted or unsubstituted heteroalkyl, R³⁶-substituted or unsubstituted cycloalkyl, R³⁶-substituted or unsubstituted heterocycloalkyl, R³⁶-substituted or unsubstituted aryl, or R³⁶-substituted or unsubstituted heteroaryl.

[0226] R³⁶ is independently oxo,

halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R³⁷-substituted or unsubstituted alkyl, R³⁷-substituted or unsubstituted heteroalkyl, R³⁷-substituted or unsubstituted cycloalkyl, R³⁷-substituted or unsubstituted heterocycloalkyl, R³⁷-substituted or unsubstituted aryl, or R³⁷-substituted or unsubstituted heteroaryl.

[0227] In some embodiments, R^{9a} is independently hydrogen,

halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R^{35a}-substituted or unsubstituted alkyl, R^{35a}-substituted or unsubstituted heteroalkyl, R^{35a}-substituted or unsubstituted cycloalkyl, R^{35a}-substituted or unsubstituted heterocycloalkyl, R^{35a}-substituted or unsubstituted aryl, or R^{35a}-substituted or unsubstituted heteroaryl.

[0228] R^{35a} is independently oxo,

halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R^{36a}-substituted or unsubstituted alkyl, R^{36a}-substituted or unsubstituted heteroalkyl, R^{36a}-substituted or unsubstituted cycloalkyl, R^{36a}-substituted or unsubstituted heterocycloalkyl, R^{36a}-substituted or unsubstituted aryl, or R^{36a}-substituted or unsubstituted heteroaryl.

[0229] R^{36a} is independently oxo,

halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R^{37a}-substituted or unsubstituted alkyl, R^{37a}-substituted or unsubstituted heteroalkyl, R^{37a}-substituted or unsubstituted cycloalkyl, R^{37a}-substituted or

unsubstituted heterocycloalkyl, R^{37a} -substituted or unsubstituted aryl, or R^{37a} -substituted or unsubstituted heteroaryl.

[0230] In some embodiments, R^{9b} is independently hydrogen,

halogen, $-CF_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-SO_4H$, -

- 5 SO_2NH_2 , $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHSO_2H$, $-NHC=(O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCF_3$, $-OCHF_2$, R^{35b} -substituted or unsubstituted alkyl, R^{35b} -substituted or unsubstituted heteroalkyl, R^{35b} -substituted or unsubstituted cycloalkyl, R^{35b} -substituted or unsubstituted heterocycloalkyl, R^{35b} -substituted or unsubstituted aryl, or R^{35b} -substituted or unsubstituted heteroaryl.

- 10 **[0231]** R^{35b} is independently oxo,

halogen, $-CF_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-SO_4H$, -

SO_2NH_2 , $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHSO_2H$, $-NHC=(O)H$, -

$NHC(O)-OH$, $-NHOH$, $-OCF_3$, $-OCHF_2$, R^{36b} -substituted or unsubstituted alkyl, R^{36b} -substituted

or unsubstituted heteroalkyl, R^{36b} -substituted or unsubstituted cycloalkyl, R^{36b} -substituted or

- 15 unsubstituted heterocycloalkyl, R^{36b} -substituted or unsubstituted aryl, or R^{36b} -substituted or unsubstituted heteroaryl.

[0232] R^{36b} is independently oxo,

halogen, $-CF_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-SO_4H$, -

SO_2NH_2 , $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHSO_2H$, $-NHC=(O)H$, -

- 20 $NHC(O)-OH$, $-NHOH$, $-OCF_3$, $-OCHF_2$, R^{37b} -substituted or unsubstituted alkyl, R^{37b} -substituted or unsubstituted heteroalkyl, R^{37b} -substituted or unsubstituted cycloalkyl, R^{37b} -substituted or unsubstituted heterocycloalkyl, R^{37b} -substituted or unsubstituted aryl, or R^{37b} -substituted or unsubstituted heteroaryl.

[0233] In some embodiments, R^{10} is independently hydrogen,

- 25 halogen, $-CF_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-SO_4H$, -

SO_2NH_2 , $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHSO_2H$, $-NHC=(O)H$, -

$NHC(O)-OH$, $-NHOH$, $-OCF_3$, $-OCHF_2$, R^{38} -substituted or unsubstituted alkyl, R^{38} -substituted or

unsubstituted heteroalkyl, R^{38} -substituted or unsubstituted cycloalkyl, R^{38} -substituted or

unsubstituted heterocycloalkyl, R^{38} -substituted or unsubstituted aryl, or R^{38} -substituted or

- 30 unsubstituted heteroaryl.

[0234] R³⁸ is independently oxo,

halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -
SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -
NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R³⁹-substituted or unsubstituted alkyl, R³⁹-substituted or
5 unsubstituted heteroalkyl, R³⁹-substituted or unsubstituted cycloalkyl, R³⁹-substituted or
unsubstituted heterocycloalkyl, R³⁹-substituted or unsubstituted aryl, or R³⁹-substituted or
unsubstituted heteroaryl.

[0235] R³⁹ is independently oxo,

halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -
10 SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -
NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R⁴⁰-substituted or unsubstituted alkyl, R⁴⁰-substituted or
unsubstituted heteroalkyl, R⁴⁰-substituted or unsubstituted cycloalkyl, R⁴⁰-substituted or
unsubstituted heterocycloalkyl, R⁴⁰-substituted or unsubstituted aryl, or R⁴⁰-substituted or
unsubstituted heteroaryl.

15 [0236] In some embodiments, R^{10a} is independently hydrogen,

halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -
SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -
NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R^{38a}-substituted or unsubstituted alkyl, R^{38a}-substituted
or unsubstituted heteroalkyl, R^{38a}-substituted or unsubstituted cycloalkyl, R^{38a}-substituted or
20 unsubstituted heterocycloalkyl, R^{38a}-substituted or unsubstituted aryl, or R^{38a}-substituted or
unsubstituted heteroaryl.

[0237] R^{38a} is independently oxo,

halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -
SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -
25 NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R^{39a}-substituted or unsubstituted alkyl, R^{39a}-substituted
or unsubstituted heteroalkyl, R^{39a}-substituted or unsubstituted cycloalkyl, R^{39a}-substituted or
unsubstituted heterocycloalkyl, R^{39a}-substituted or unsubstituted aryl, or R^{39a}-substituted or
unsubstituted heteroaryl.

[0238] R^{39a} is independently oxo,

30 halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -
SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -

NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R^{40a}-substituted or unsubstituted alkyl, R^{40a}-substituted or unsubstituted heteroalkyl, R^{40a}-substituted or unsubstituted cycloalkyl, R^{40a}-substituted or unsubstituted heterocycloalkyl, R^{40a}-substituted or unsubstituted aryl, or R^{40a}-substituted or unsubstituted heteroaryl.

- 5 **[0239]** In some embodiments, R^{10b} is independently hydrogen, halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC(=O)NHNH₂, -NHC(=O)NH₂, -NHSO₂H, -NHC(=O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R^{38b}-substituted or unsubstituted alkyl, R^{38b}-substituted or unsubstituted heteroalkyl, R^{38b}-substituted or unsubstituted cycloalkyl, R^{38b}-substituted or unsubstituted heterocycloalkyl, R^{38b}-substituted or unsubstituted aryl, or R^{38b}-substituted or unsubstituted heteroaryl.

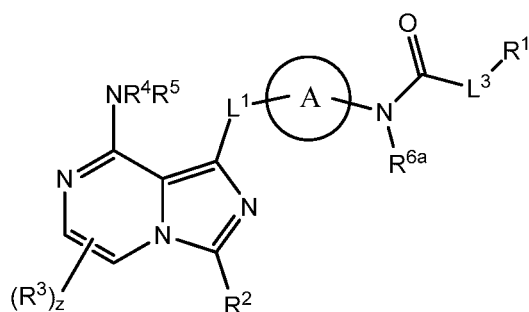
- [0240]** R^{38b} is independently oxo, halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC(=O)NHNH₂, -NHC(=O)NH₂, -NHSO₂H, -NHC(=O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R^{39b}-substituted or unsubstituted alkyl, R^{39b}-substituted or unsubstituted heteroalkyl, R^{39b}-substituted or unsubstituted cycloalkyl, R^{39b}-substituted or unsubstituted heterocycloalkyl, R^{39b}-substituted or unsubstituted aryl, or R^{39b}-substituted or unsubstituted heteroaryl.

- [0241]** R^{39b} is independently oxo, halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC(=O)NHNH₂, -NHC(=O)NH₂, -NHSO₂H, -NHC(=O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R^{40b}-substituted or unsubstituted alkyl, R^{40b}-substituted or unsubstituted heteroalkyl, R^{40b}-substituted or unsubstituted cycloalkyl, R^{40b}-substituted or unsubstituted heterocycloalkyl, R^{40b}-substituted or unsubstituted aryl, or R^{40b}-substituted or unsubstituted heteroaryl.

- [0242]** In embodiments, v is 1. In embodiments, v is 2. In embodiments, v1 is 1. In embodiments, v1 is 2. In embodiments, v2 is 1. In embodiments, v2 is 2. In embodiments, m is 1. In embodiments, m is 2. In embodiments, m1 is 1. In embodiments, m1 is 2. In embodiments, m2 is 1. In embodiments, m2 is 2. In embodiments, n is independently 0. In embodiments, n is independently 1. In embodiments, n is independently 2. In embodiments, n is independently 3. In embodiments, n is independently 4. In embodiments, n1 is independently 0. In embodiments, n1 is independently 1. In embodiments, n1 is independently 2. In

embodiments, n1 is independently 3. In embodiments, n1 is independently 4. In embodiments, n2 is independently 0. In embodiments, n2 is independently 1. In embodiments, n2 is independently 2. In embodiments, n2 is independently 3. In embodiments, n2 is independently 4. In embodiments, X is -Cl. In embodiments, X is -Br. In embodiments, X is -I. In
 5 embodiments, X is -F. In embodiments, X^a is -Cl. In embodiments, X^a is -Br. In embodiments, X^a is -I. In embodiments, X^a is -F. In embodiments, X^b is -Cl. In embodiments, X^b is -Br. In embodiments, X^b is -I. In embodiments, X^b is -F. In embodiments, z is 0. In embodiments, z is 1. In embodiments, z is 2. In embodiments, z2 is 1. In embodiments, z2 is 2. In embodiments, z2 is 3. In embodiments, z2 is 4.

10 [0243] In embodiments, the compound has the formula:



(II) wherein, R¹, R², R³, R⁴, R⁵, R^{6a}, L¹, ring A and z are as described herein (e.g. compounds of formula I, including embodiments).

[0244] L³ is a bond, -O-, -NR^{6b}-, substituted or unsubstituted alkylene, substituted or unsubstituted heteroalkylene, substituted or unsubstituted cycloalkylene, substituted or
 15 unsubstituted heterocycloalkylene, substituted or unsubstituted arylene, or substituted or unsubstituted heteroarylene.

[0245] In embodiments, L³ is a bond. In embodiments, L³ is -NR^{6b}-, wherein R^{6b} is as defined herein including embodiments thereof. In embodiments, L³ is -NH-. In embodiments, L³ is substituted or unsubstituted alkylene, substituted or unsubstituted heteroalkylene, substituted or
 20 unsubstituted cycloalkylene, substituted or unsubstituted heterocycloalkylene, substituted or unsubstituted arylene, or substituted or unsubstituted heteroarylene. In embodiments, L³ is -O-.
 . In embodiments, L³ is -OCH₂-.

[0246] In embodiments, L³ is substituted or unsubstituted alkylene, substituted or unsubstituted heteroalkylene, substituted or unsubstituted cycloalkylene, substituted or unsubstituted
 25 heterocycloalkylene, substituted or unsubstituted arylene, or substituted or unsubstituted heteroarylene. In embodiments, L³ is substituted alkylene, substituted heteroalkylene,

substituted cycloalkylene, substituted heterocycloalkylene, substituted arylene, or substituted heteroarylene. In embodiments, L^3 is unsubstituted alkylene, unsubstituted heteroalkylene, unsubstituted cycloalkylene, unsubstituted heterocycloalkylene, unsubstituted arylene, or unsubstituted heteroarylene.

- 5 [0247] In embodiments, L^3 is substituted or unsubstituted C_1 - C_8 alkylene, substituted or unsubstituted 2 to 8 membered heteroalkylene, substituted or unsubstituted C_3 - C_8 cycloalkylene, substituted or unsubstituted 3 to 8 membered heterocycloalkylene, substituted or unsubstituted C_6 - C_{10} arylene, or substituted or unsubstituted 5 to 10 membered heteroarylene. In
 10 embodiments, L^3 is substituted or unsubstituted C_1 - C_6 alkylene, substituted or unsubstituted 2 to 6 membered heteroalkylene, substituted or unsubstituted C_3 - C_6 cycloalkylene, substituted or unsubstituted 3 to 6 membered heterocycloalkylene, substituted or unsubstituted C_6 - C_{10} arylene, or substituted or unsubstituted 5 to 9 membered heteroarylene.

- [0248] In some embodiments, L^3 is independently R^{47} -substituted or unsubstituted alkylene, R^{47} -substituted or unsubstituted heteroalkylene, R^{47} -substituted or unsubstituted cycloalkylene,
 15 R^{47} -substituted or unsubstituted heterocycloalkylene, R^{47} -substituted or unsubstituted arylene, or R^{47} -substituted or unsubstituted heteroarylene.

- [0249] R^{47} is independently oxo,
 halogen, $-CF_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-SO_4H$, $-$
 SO_2NH_2 , $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHSO_2H$, $-NHC=(O)H$, $-$
 20 $NHC(O)-OH$, $-NHOH$, $-OCF_3$, $-OCHF_2$, R^{48} -substituted or unsubstituted alkyl, R^{48} -substituted or unsubstituted heteroalkyl, R^{48} -substituted or unsubstituted cycloalkyl, R^{48} -substituted or unsubstituted heterocycloalkyl, R^{48} -substituted or unsubstituted aryl, or R^{48} -substituted or unsubstituted heteroaryl.

- [0250] R^{48} is independently oxo,
 25 halogen, $-CF_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-SO_4H$, $-$
 SO_2NH_2 , $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHSO_2H$, $-NHC=(O)H$, $-$
 $NHC(O)-OH$, $-NHOH$, $-OCF_3$, $-OCHF_2$, R^{49} -substituted or unsubstituted alkyl, R^{49} -substituted or unsubstituted heteroalkyl, R^{49} -substituted or unsubstituted cycloalkyl, R^{49} -substituted or unsubstituted heterocycloalkyl, R^{49} -substituted or unsubstituted aryl, or R^{49} -substituted or
 30 unsubstituted heteroaryl.

[0251] Each R^{13} , R^{16} , R^{19} , R^{28a} , R^{28b} , R^{31} , R^{31a} , R^{31b} , R^{34} , R^{34a} , R^{34b} , R^{37} , R^{37a} , R^{37b} , R^{40} , R^{40a} , R^{40b} , R^{43} , R^{46} , and R^{49} is independently a hydrogen, oxo,

halogen, $-CF_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-SO_4H$, $-$

SO_2NH_2 , $-NHNH_2$, $-ONH_2$, $-NHC(=O)NHNH_2$, $-NHC(=O)NH_2$, $-NHSO_2H$, $-NHC(=O)H$, $-$

5 $NHC(O)-OH$, $-NHOH$, $-OCF_3$, $-OCHF_2$, unsubstituted alkyl, unsubstituted heteroalkyl,

unsubstituted cycloalkyl, unsubstituted heterocycloalkyl, unsubstituted aryl, or unsubstituted

heteroaryl. In embodiments, each R^{13} , R^{16} , R^{19} , R^{28a} , R^{28b} , R^{31} , R^{31a} , R^{31b} , R^{34} , R^{34a} , R^{34b} , R^{37} ,

R^{37a} , R^{37b} , R^{40} , R^{40a} , R^{40b} , R^{43} , R^{46} , and R^{49} is independently hydrogen, unsubstituted C_1 - C_8 alkyl,

unsubstituted 2 to 8 membered heteroalkyl, unsubstituted C_3 - C_8 cycloalkyl, unsubstituted 3 to 8

10 membered heterocycloalkyl, unsubstituted C_6 - C_{10} aryl, or unsubstituted 5 to 10 membered

heteroaryl. In embodiments, each R^{13} , R^{16} , R^{19} , R^{28a} , R^{28b} , R^{31} , R^{31a} , R^{31b} , R^{34} , R^{34a} , R^{34b} , R^{37} ,

R^{37a} , R^{37b} , R^{40} , R^{40a} , R^{40b} , R^{43} , R^{46} , and R^{49} is independently hydrogen, unsubstituted C_1 - C_6 alkyl,

unsubstituted 2 to 6 membered heteroalkyl, unsubstituted C_3 - C_6 cycloalkyl, unsubstituted 3 to 6

membered heterocycloalkyl, unsubstituted C_6 - C_{10} aryl, or unsubstituted 5 to 9 membered

15 heteroaryl. In embodiments, each R^{13} , R^{16} , R^{19} , R^{28a} , R^{28b} , R^{31} , R^{31a} , R^{31b} , R^{34} , R^{34a} , R^{34b} , R^{37} ,

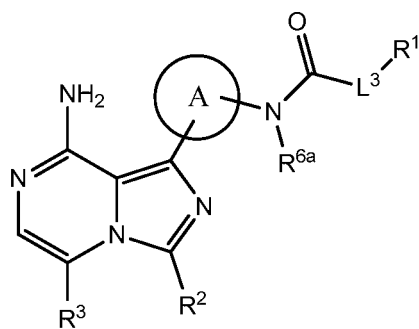
R^{37a} , R^{37b} , R^{40} , R^{40a} , R^{40b} , R^{43} , R^{46} , and R^{49} is hydrogen, oxo,

halogen, $-CF_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-SO_4H$, $-$

SO_2NH_2 , $-NHNH_2$, $-ONH_2$, $-NHC(=O)NHNH_2$, $-NHC(=O)NH_2$, $-NHSO_2H$, $-NHC(=O)H$, $-$

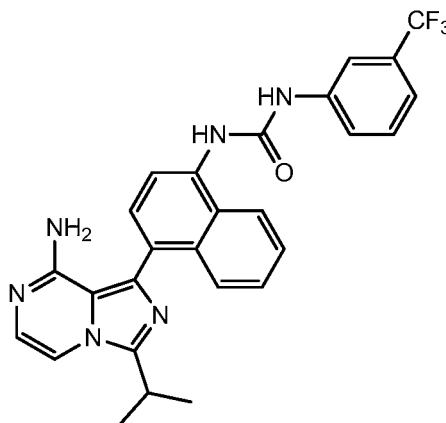
$NHC(O)-OH$, $-NHOH$, $-OCF_3$, or $-OCHF_2$.

20 [0252] In embodiments, the compound has the formula:



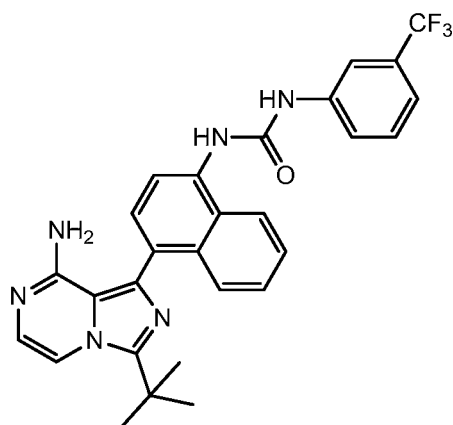
(III) wherein, R^1 , R^2 , R^3 , R^{6a} , L^3 , and ring A are as described

herein (e.g. compounds of formula I or II, including embodiments).

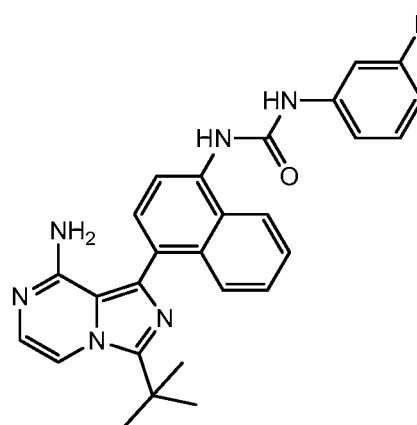


[0253] In embodiments, the compound is:

(KIRA3),



(KIRA6), or



(KIRA7).

[0254] In embodiments, the compound is an inhibitor of Ire1. In embodiments, the compound is an inhibitor of Ire1 α . In embodiments, the compound is an inhibitor of Ire1 α kinase activity. In
 5 embodiments, the compound is an inhibitor of Ire1 α RNase activity. In embodiments, the compound binds the ATP binding site of Ire1 α . In embodiments, the compound binds Ire1 α in the DFG-out conformation. In embodiments, the compound induces the DFG-out conformation of Ire1 α . In embodiments, the compound is an inhibitor of Ire1 α oligomerization. In
 10 embodiments, the compound is an inhibitor of Ire1 α dimerization. In embodiments, the compound is an inhibitor of Ire1 α phosphorylation. In embodiments, the compound is an inhibitor of Ire1 α autophosphorylation. In embodiments, the compound is an inhibitor of apoptosis. In embodiments, the compound is an inhibitor of Ire1 α induced apoptosis. In
 15 embodiments, the compound is an inhibitor of cell death. In embodiments, the compound is an inhibitor of Ire1 α induced cell death. In embodiments, the compound is an inhibitor of a pathway induced by Ire1 α phosphorylation. In embodiments, the compound is an inhibitor of a pathway induced by Ire1 α kinase activity. In embodiments, the compound is an inhibitor of a pathway induced by Ire1 α RNase activity. In embodiments, the compound is an inhibitor of neuronal cell death. In embodiments, the compound is a cytotoxic agent. In embodiments, the

compound is an anti-cancer agent. In embodiments, the compound is an inhibitor of demyelination. In embodiments, the compound is an inhibitor of diabetes. In embodiments, the compound is an anti-diabetic agent. In embodiments, the compound is a neuroprotective agent. In embodiments, the compound is an inhibitor of fibrosis. In embodiments, the compound

5 decreases apoptosis in cells under ER stress. In embodiments, the compound decreases apoptosis in cells under ER stress but not cells under the same conditions except that they are not under ER stress. In embodiments, the compound decreases apoptosis in cells under ER stress more than in cells under the same conditions except that they are not under ER stress. In

10 embodiments, the compound decreases cleavage of miR-17. In embodiments, the compound decreases Ire1 α associated cleavage of miR-17. In embodiments, the compound decreases cleavage of miR-34a. In embodiments, the compound decreases Ire1 α associated cleavage of miR-34a. In embodiments, the compound decreases cleavage of miR-96. In embodiments, the compound decreases Ire1 α associated cleavage of miR-96. In embodiments, the compound decreases cleavage of miR-125b. In embodiments, the compound decreases Ire1 α associated

15 cleavage of miR-125b. In embodiments, the compound decreases XBP1 mRNA splicing. In embodiments, the compound decreases Ire1 α associated XBP1 mRNA splicing. In embodiments, the compound decreases the UPR. In embodiments, the compound decreases Ire1 α associated UPR. In embodiments, the compound decreases the terminal UPR. In embodiments, the compound decreases Ire1 α associated terminal UPR.

20 **[0255]** In embodiments, the compound is a compound described herein, including in an aspect, embodiment, example, figure, table, or claim. In embodiments, the compound is a compound in Fig. 8.

[0256] In embodiments, the compounds set forth herein are provided as pharmaceutical compositions including the compound, or a pharmaceutically acceptable salt thereof, and a

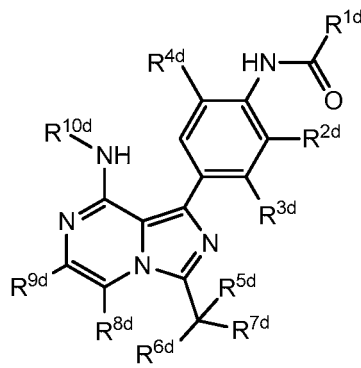
25 pharmaceutically acceptable excipient. In embodiments, the compounds set forth herein are not provided as pharmaceutical compositions. In embodiments, the compound is included in a pharmaceutically acceptable salt. In embodiments, the compound is not included in a pharmaceutically acceptable salt.

[0257] Described herein, *inter alia*, is a new strategy to: (1) inhibit IRE1 α 's hyperactive

30 RNase by pharmacologically targeting its neighboring kinase domain with small molecules, and (2) test physiological benefits of shutting down IRE1 α in cells (e.g. β -cells) of living mammals

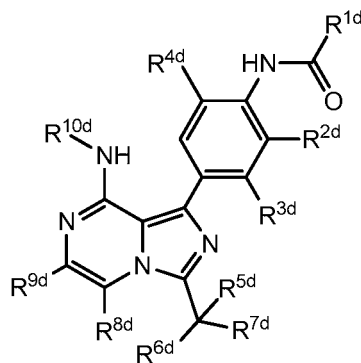
(e.g. mice). This work validates IRE1 α as a drug target to manipulate ER stress signaling to control cell fate.

[0258] In another aspect, provided herein are compounds having the formula (A):



- (also illustrated in Fig. 7) and pharmaceutically acceptable salts thereof, wherein R^{1d}, R^{2d}, R^{3d}, R^{4d}, R^{5d}, R^{6d}, R^{7d}, R^{8d}, R^{9d}, and R^{10d}, are each independently C₂₋₆ alkyl, C₁₋₆ haloalkyl, -C₁₋₄ alkyl-R^{12d}, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₈ cycloalkyl, monocyclic heterocyclyl, monocyclic heteroaryl, or phenyl, aryl, wherein the cycloalkyl, heterocyclyl, heteroaryl, and phenyl groups are each optionally substituted with one or two R^{11d} groups; each R^{11d} is independently C₁₋₆ alkyl, C₁₋₆ haloalkyl, -C(O)R^d, -C(O)OR^d, -C(O)NR^d₂, S(O)₂NR^d₂, or -S(O)₂R^d; and R^{12d} is -OR^d, -SR^d, -NR^d₂, -C(O)R^d, -C(O)OR^d, -C(O)NR^d₂, -S(O)₂R^d, -OC(O)R^d, OC(O)OR^d, OC(O)NR^d₂, -N(R^d)C(O)R^d, -N(R^d)C(O)OR^d, -N(R^d)C(O)NR^d₂, phenyl, monocyclic heteroaryl, C₃₋₈ cycloalkyl, or monocyclic heterocyclyl, wherein the aryl, heteroaryl, C₃₋₈ cycloalkyl, and heterocyclyl groups are each optionally substituted by one, two, or three groups that are each independently halogen, cyano, nitro, C₁₋₆ alkyl, C₁₋₆ haloalkyl, -OR^d, -SR^d, -NR^d₂, -C(O)R^d, C(O)OR^d, -C(O)NR^d₂, -S(O)₂R^d, -OC(O)R^d, -OC(O)OR^d, OC(O)NR^d₂, N(R^d)C(O)R^d, -N(R^d)C(O)OR^d, or -N(R^d)C(O)NR^d₂; and each R^d is independently hydrogen, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₁₋₆ haloalkyl, C₃₋₈ cycloalkyl, heterocyclyl, aryl, arylC₁₋₆ alkyl, heteroaryl, or heteroarylC₁₋₆ alkyl wherein the alkyl, aryl, arylalkyl, heteroaryl, and heteroarylalkyl are optionally substituted with one, two, three, or four groups that are each independently halogen, cyano, nitro, C₁₋₆ alkyl, C₁₋₆ haloalkyl, -OR^{0d}, SR^{0d}, NR^{0d}₂, C(O)R^{0d}, C(O)OR^{0d}, -C(O)N(R^{0d})₂, S(O)₂R^{0d}, -OC(O)R^{0d}, -OC(O)OR^{0d}, OC(O)N(R^{0d})₂, N(R^{0d})C(O)R^{0d}, -N(R^{0d})C(O)OR^{0d}, or N(R^{0d})C(O)N(R^{0d})₂, wherein each R^{0d} is independently hydrogen or C₁₋₆ alkyl, each R^d is independently hydrogen, or C₁₋₆ alkyl.

[0259] In another aspect, provided herein are compounds having the formula (A):



Formula (A)

- (also illustrated in Fig. 7) and pharmaceutically acceptable salts thereof, wherein R^{1d}, R^{2d}, R^{3d}, R^{4d}, R^{5d}, R^{6d}, R^{7d}, R^{8d}, R^{9d}, and R^{10d}, are each independently C₂₋₆ alkyl, C₁₋₆ haloalkyl, -C₁₋₄ alkyl-R^{12d}, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₈ cycloalkyl, monocyclic heterocyclyl, monocyclic heteroaryl, or phenyl, aryl, wherein the cycloalkyl, heterocyclyl, heteroaryl, and phenyl groups are each optionally substituted with one or two R^{11d} groups; each R^{11d} is independently C₁₋₆ alkyl, C₁₋₆ haloalkyl, -C(O)R^d, -C(O)OR^d, -C(O)NR^d₂, S(O)₂NR^d₂, or -S(O)₂R^d; and R^{12d} is -OR^d, -SR^d, -NR^d₂, -C(O)R^d, -C(O)OR^d, -C(O)NR^d₂, -S(O)₂R^d, -OC(O)R^d, OC(O)OR^d, OC(O)NR^d₂, -N(R^d)C(O)R^d, -N(R^d)C(O)OR^d, -N(R^d)C(O)NR^d₂, phenyl, monocyclic heteroaryl, C₃₋₈ cycloalkyl, or monocyclic heterocyclyl, wherein the aryl, heteroaryl, C₃₋₈ cycloalkyl, and heterocyclyl groups are each optionally substituted by one, two, or three groups that are each independently halogen, cyano, nitro, C₁₋₆ alkyl, C₁₋₆ haloalkyl, -OR^d, -SR^d, -NR^d₂, -C(O)R^d, C(O)OR^d, -C(O)NR^d₂, -S(O)₂R^d, -OC(O)R^d, -OC(O)OR^d, OC(O)NR^d₂, N(R^d)C(O)R^d, -N(R^d)C(O)OR^d, or -N(R^d)C(O)NR^d₂; and each R^d is independently hydrogen, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₁₋₆ haloalkyl, C₃₋₈ cycloalkyl, heterocyclyl, aryl, arylC₁₋₆ alkyl, heteroaryl, or heteroarylC₁₋₆ alkyl wherein the alkyl, aryl, arylalkyl, heteroaryl, and heteroarylalkyl are optionally substituted with one, two, three, or four groups that are each independently halogen, cyano, nitro, C₁₋₆ alkyl, C₁₋₆ haloalkyl, -OR^{0d}, SR^{0d}, NR^{0d}₂, C(O)R^{0d}, C(O)OR^{0d}, -C(O)N(R^{0d})₂, S(O)₂R^{0d}, -OC(O)R^{0d}, -OC(O)OR^{0d}, OC(O)N(R^{0d})₂, N(R^{0d})C(O)R^{0d}, -N(R^{0d})C(O)OR^{0d}, or N(R^{0d})C(O)N(R^{0d})₂, wherein each R^{0d} is independently hydrogen or C₁₋₆ alkyl. In embodiments, each R^d is independently hydrogen or C₁₋₆ alkyl.

- [0260]** In another aspect, R^{2d} and R^{3d} are together a phenyl, monocyclic heteroaryl, C₃₋₈ cycloalkyl, or monocyclic heterocyclyl, wherein the aryl, heteroaryl, C₃₋₈ cycloalkyl, and heterocyclyl groups are each optionally substituted by one, two, or three groups that are each independently halogen, cyano, nitro, C₁₋₆ alkyl, C₁₋₆ haloalkyl, -OR^d, -SR^d, -NR^d₂, -C(O)R^d, C(O)OR^d, -C(O)NR^d₂, -S(O)₂R^d, -OC(O)R^d, -OC(O)OR^d, OC(O)NR^d₂, N(R^d)C(O)R^d, -

$N(R^d)C(O)OR^d$, or $-N(R^d)C(O)NR^d_2$; wherein each R^d is independently hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{1-6} haloalkyl, C_{3-8} cycloalkyl, heterocyclyl, aryl, aryl C_{1-6} alkyl, heteroaryl, or heteroaryl C_{1-6} alkyl wherein the alkyl, aryl, arylalkyl, heteroaryl, and heteroarylalkyl are optionally substituted with one, two, three, or four groups that are each independently halogen, cyano, nitro, C_{1-6} alkyl, C_{1-6} haloalkyl, $-OR^{0d}$, SR^{0d} , NR^{0d}_2 , $C(O)R^{0d}$, $C(O)OR^{0d}$, $-C(O)N(R^{0d})_2$, $S(O)_2R^{0d}$, $-OC(O)R^{0d}$, $-OC(O)OR^{0d}$, $OC(O)N(R^{0d})_2$, $N(R^{0d})C(O)R^{0d}$, $-N(R^{0d})C(O)OR^{0d}$, or $N(R^{0d})C(O)N(R^{0d})_2$, wherein each R^{0d} is independently hydrogen or C_{1-6} alkyl, each R^d is independently hydrogen, or C_{1-6} alkyl.

[0261] In another aspect, R^{2d} and R^{3d} are together a phenyl, monocyclic heteroaryl, C_{3-8} cycloalkyl, or monocyclic heterocyclyl, wherein the aryl, heteroaryl, C_{3-8} cycloalkyl, and heterocyclyl groups are each optionally substituted by one, two, or three groups that are each independently halogen, cyano, nitro, C_{1-6} alkyl, C_{1-6} haloalkyl, $-OR^d$, $-SR^d$, $-NR^d_2$, $-C(O)R^d$, $C(O)OR^d$, $-C(O)NR^d_2$, $-S(O)_2R^d$, $-OC(O)R^d$, $-OC(O)OR^d$, $OC(O)NR^d_2$, $N(R^d)C(O)R^d$, $-N(R^d)C(O)OR^d$, or $-N(R^d)C(O)NR^d_2$; wherein each R^d is independently hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{1-6} haloalkyl, C_{3-8} cycloalkyl, heterocyclyl, aryl, aryl C_{1-6} alkyl, heteroaryl, or heteroaryl C_{1-6} alkyl wherein the alkyl, aryl, arylalkyl, heteroaryl, and heteroarylalkyl are optionally substituted with one, two, three, or four groups that are each independently halogen, cyano, nitro, C_{1-6} alkyl, C_{1-6} haloalkyl, $-OR^{0d}$, SR^{0d} , NR^{0d}_2 , $C(O)R^{0d}$, $C(O)OR^{0d}$, $-C(O)N(R^{0d})_2$, $S(O)_2R^{0d}$, $-OC(O)R^{0d}$, $-OC(O)OR^{0d}$, $OC(O)N(R^{0d})_2$, $N(R^{0d})C(O)R^{0d}$, $-N(R^{0d})C(O)OR^{0d}$, or $N(R^{0d})C(O)N(R^{0d})_2$, wherein each R^{0d} is independently hydrogen or C_{1-6} alkyl. In embodiments, each R^d is independently hydrogen or C_{1-6} alkyl.

[0262] In yet another aspect, R^{1d} is $-OR^d$, $-SR^d$, $-NR^d_2$, $-C(O)R^d$, $-C(O)OR^d$, $-C(O)NR^d_2$, $-N(R^d)C(O)R^d$, $-N(R^d)C(O)OR^d$, $-N(R^d)C(O)NR^d_2$, phenyl, monocyclic heteroaryl, C_{3-8} cycloalkyl, or monocyclic heterocyclyl, wherein the aryl, heteroaryl, C_{3-8} cycloalkyl, and heterocyclyl groups are each optionally substituted by one, two, or three groups that are each independently halogen, cyano, nitro, C_{1-6} alkyl, C_{1-6} haloalkyl, $-OR^d$, $-SR^d$, $-NR^d_2$, $-C(O)R^d$, $C(O)OR^d$, $-C(O)NR^d_2$, $-S(O)_2R^d$, $-OC(O)R^d$, $-OC(O)OR^d$, $OC(O)NR^d_2$, $N(R^d)C(O)R^d$, $-N(R^d)C(O)OR^d$, or $-N(R^d)C(O)NR^d_2$.

C. PHARMACEUTICAL COMPOSITIONS

[0263] In another aspect is provided a pharmaceutical composition including a pharmaceutically acceptable excipient and a compound, or pharmaceutically acceptable salt

thereof, as described herein (e.g. formula I, formula II, formula III, aspect, embodiment, example, figure, table, or claim).

[0264] In embodiments of the pharmaceutical compositions, the compound, or pharmaceutically acceptable salt thereof, as described herein (e.g. formula I, formula II, formula III, aspect, embodiment, example, figure, table, or claim) is included in a therapeutically effective amount.

[0265] In embodiments of the pharmaceutical compositions, the pharmaceutical composition includes a second agent (e.g. therapeutic agent). In embodiments of the pharmaceutical compositions, the pharmaceutical composition includes a second agent (e.g. therapeutic agent) in a therapeutically effective amount. In embodiments of the pharmaceutical compositions, the second agent is an agent for treating cancer (e.g. multiple myeloma or cancers of secretory cells), neurodegenerative diseases, demyelinating diseases, eye diseases, fibrotic diseases, or diabetes. In embodiments, the second agent is an anti-cancer agent. In embodiments, the second agent is a chemotherapeutic. In embodiments, the second agent is an agent for improving memory. In embodiments, the second agent is an agent for treating a neurodegenerative disease. In embodiments, the second agent is an agent for treating a demyelinating disease. In embodiments, the second agent is an agent for treating an eye disease. In embodiments, the second agent is an agent for treating a fibrotic disease. In embodiments, the second agent is an agent for treating multiple sclerosis. In embodiments, the second agent is an agent for treating Alzheimer's disease. In embodiments, the second agent is an agent for treating Parkinson's disease. In embodiments, the second agent is an agent for treating Huntington's disease. In embodiments, the second agent is an agent for treating a prion disease. In embodiments, the second agent is an agent for treating amyotrophic lateral sclerosis. In embodiments, the second agent is an agent for treating diabetes. In embodiments, the second agent is an agent for treating retinal degeneration. In embodiments, the second agent is an agent for treating retinitis pigmentosa. In embodiments, the second agent is an agent for treating macular degeneration. In embodiments, the second agent is an agent for treating type I diabetes. In embodiments, the second agent is an agent for treating type II diabetes. In embodiments, the second agent is an agent for treating multiple myeloma. In embodiments, the second agent is an agent for treating a cancer of a secretory cell. In embodiments, the second agent is an agent for reducing Ire1 (e.g. Ire1 α) kinase activity. In embodiments, the second agent is an agent for reducing Ire1 (e.g. Ire1 α) RNase activity. In embodiments, the second agent is an agent for inhibiting a pathway activated by Ire1 (e.g. Ire1 α) phosphorylation. In embodiments, the second agent is an agent for

inhibiting a pathway activated by Ire1 (e.g. Ire1 α) RNase activity. In embodiments, the second agent is an agent for inhibiting Ire1 (e.g. Ire1 α) oligomerization. In embodiments, the second agent is an agent for inhibiting apoptosis.

D. METHODS

5 [0266] In an aspect is provided a method of treating a disease in a patient in need of such treatment, the method including administering a therapeutically effective amount of a compound described herein (e.g. formula I, formula II, formula III, aspect, embodiment, example, figure, table, or claim), or a pharmaceutically acceptable salt thereof, to the patient, wherein the disease is a neurodegenerative disease, demyelinating disease, cancer, eye disease, fibrotic disease, or
10 diabetes.

[0267] In embodiments, the disease is a neurodegenerative disease, demyelinating disease, cancer, or diabetes. In embodiments, the disease is a neurodegenerative disease. In embodiments, the neurodegenerative disease is retinitis pigmentosa, amyotrophic lateral sclerosis, retinal degeneration, macular degeneration, Parkinson's Disease, Alzheimer Disease,
15 Huntington's Disease, Prion Disease, Creutzfeldt-Jakob Disease, or Kuru. In embodiments, the disease is amyotrophic lateral sclerosis. In embodiments, the disease is retinal degeneration. In embodiments, the disease is retinitis pigmentosa. In embodiments, the disease is a demyelinating disease. In embodiments, the demyelinating disease is Wolfram Syndrome, Pelizaeus-Merzbacher Disease, Transverse Myelitis, Charcot-Marie-Tooth Disease, or Multiple Sclerosis.
20 In embodiments, the disease is Multiple Sclerosis. In embodiments, the disease is cancer. In embodiments, the cancer is multiple myeloma. In embodiments, the disease is diabetes. In embodiments, the diabetes is type I diabetes. In embodiments, the diabetes is type II diabetes. In embodiments, the disease is a neurodegenerative disease, demyelinating disease, cancer, eye disease, fibrotic disease, or diabetes described herein. In embodiments, the disease is an eye
25 disease. In embodiments, the eye disease is retinitis pigmentosa. In embodiments, the eye disease is retinal degeneration. In embodiments, the eye disease is macular degeneration. In embodiments, the eye disease is Wolfram Syndrome. In embodiments, the disease is idiopathic pulmonary fibrosis (IPF). In embodiments, the disease is a fibrotic disease. In embodiments, the fibrotic disease is idiopathic pulmonary fibrosis (IPF), myocardial infarction, cardiac
30 hypertrophy, heart failure, cirrhosis, acetaminophen (Tylenol) liver toxicity, hepatitis C liver disease, hepatosteatosis (fatty liver disease), or hepatic fibrosis. In embodiments, the disease is interstitial lung disease (ILD). In embodiments, the disease is myocardial infarction. In

embodiments, the disease is cardiac hypertrophy. In embodiments, the disease is heart failure. In embodiments, the disease is cirrhosis. In embodiments, the disease is acetaminophen (Tylenol) liver toxicity. In embodiments, the disease is hepatitis C liver disease. In embodiments, the disease is hepatosteatosis (fatty liver disease). In embodiments, the disease is hepatic fibrosis.

[0268] In an aspect is provided a method of modulating the activity of an Ire1 (e.g. Ire1 α) protein, the method including contacting the Ire1 (e.g. Ire1 α) protein with an effective amount of a compound described herein (e.g. formula I, formula II, formula III, aspect, embodiment, example, figure, table, or claim), or a pharmaceutically acceptable salt thereof.

[0269] In embodiments, the modulating is inhibiting. In embodiments, the activity is kinase activity. In embodiments, the kinase activity is autophosphorylation activity. In embodiments, the kinase activity is trans-autophosphorylation activity. In embodiments, the activity is oligomerization activity. In embodiments, the oligomerization activity is dimerization activity. In embodiments, the activity is RNase activity. In embodiments, the activity is miR-17 cleavage. In embodiments, the activity is miR-34a cleavage. In embodiments, the activity is miR-96 cleavage. In embodiments, the activity is miR-125b cleavage. In embodiments, the activity is XBP1 mRNA splicing. In embodiments, the activity is UPR activation. In embodiments, the activity is terminal UPR activation. In embodiments, a cell includes the Ire1 (e.g. Ire1 α) protein. In embodiments, the activity of the Ire1 (e.g. Ire1 α) protein is increasing apoptosis of the cell. In embodiments, an organ includes the cell. In embodiments, an organism includes the cell. In embodiments, an organism has a disease associated with the Ire1 (e.g. Ire1 α) protein activity. In embodiments, the disease is a neurodegenerative disease, a demyelinating disease, cancer, an eye disease, a fibrotic disease, or diabetes. In embodiments, the disease is a neurodegenerative disease. In embodiments, the neurodegenerative disease is retinitis pigmentosa, amyotrophic lateral sclerosis, retinal degeneration, macular degeneration, Parkinson's Disease, Alzheimer Disease, Huntington's Disease, Prion Disease, Creutzfeldt-Jakob Disease, or Kuru. In embodiments, the disease is amyotrophic lateral sclerosis. In embodiments, the disease is retinal degeneration. In embodiments, the disease is retinitis pigmentosa. In embodiments, the disease is a demyelinating disease. In embodiments, the demyelinating disease is Wolfram Syndrome, Pelizaeus-Merzbacher Disease, Transverse Myelitis, Charcot-Marie-Tooth Disease, or Multiple Sclerosis. In embodiments, the disease is Multiple Sclerosis. In embodiments, the disease is cancer. In embodiments, the cancer is multiple myeloma. In embodiments, the disease is diabetes. In embodiments, the diabetes is type I diabetes. In embodiments, the diabetes is type

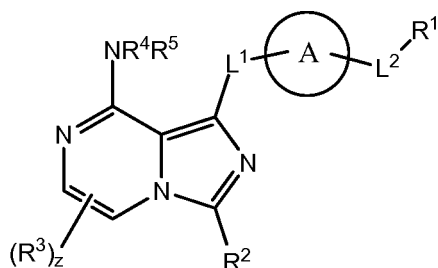
II diabetes. In embodiments, the disease is an eye disease. In embodiments, the eye disease is retinitis pigmentosa. In embodiments, the eye disease is retinal degeneration. In embodiments, the eye disease is macular degeneration. In embodiments, the eye disease is Wolfram Syndrome. In embodiments, the disease is idiopathic pulmonary fibrosis (IPF). In embodiments, the disease is a fibrotic disease. In embodiments, the fibrotic disease is idiopathic pulmonary fibrosis (IPF), myocardial infarction, cardiac hypertrophy, heart failure, cirrhosis, acetaminophen (Tylenol) liver toxicity, hepatitis C liver disease, hepatosteatosis (fatty liver disease), or hepatic fibrosis. In embodiments, the disease is interstitial lung disease (ILD). In embodiments, the disease is myocardial infarction. In embodiments, the disease is cardiac hypertrophy. In embodiments, the disease is heart failure. In embodiments, the disease is cirrhosis. In embodiments, the disease is acetaminophen (Tylenol) liver toxicity. In embodiments, the disease is hepatitis C liver disease. In embodiments, the disease is hepatosteatosis (fatty liver disease). In embodiments, the disease is hepatic fibrosis. In embodiments, the Ire1 protein is an Ire1 α protein. In embodiments, the Ire1 (e.g. Ire1 α) protein is a human protein. In embodiments, the Ire1 protein is a human Ire1 α protein.

[0270] In another aspect, the present disclosure, has identified two classes of kinase inhibitors—called types I and II, which stabilize alternate kinase active site conformations in numerous protein kinase targets (Liu, Y. & Gray, N. S. *Nat. Chem. Biol.* **2**, 358-364 (2006)). The present disclosure shows that a type I kinase inhibitor and a novel type II kinase inhibitor both modify IRE1 α by shutting down IRE1 α trans-autophosphorylation, but have divergent effects on its RNase to activate or inactivate catalytic activity, respectively. The present disclosure further demonstrates that IRE1 α RNase activity can be either up or downregulated through selective targeting of its kinase domain to control UPR signaling, and predict that it may be possible to pharmacologically modulate other kinase-coupled enzymes in a similar way.

[0271] In an additional aspect, the present disclosure illustrates that IRE1 α 's kinase-controlled RNase can be regulated in two distinct modes with kinase inhibitors: one class of ligands occupy IRE1 α 's kinase ATP-binding site to activate RNase-mediated XBP1 mRNA splicing even without upstream ER stress, while a second class can inhibit the RNase through the same ATP-binding site, even under ER stress. Thus, alternative kinase conformations stabilized by distinct classes of ATP-competitive inhibitors can cause allosteric switching of IRE1 α 's RNase—either on or off. As dysregulation of the UPR has been implicated in a variety of cell degenerative and neoplastic disorders, small molecule control over IRE1 α should advance efforts to understand the UPR's role in pathophysiology and to develop drugs for ER stress-related diseases.

E. ADDITIONAL EMBODIMENTS

[0272] 1. A compound having the formula:



(I) wherein, ring A is substituted or unsubstituted

cycloalkylene, substituted or unsubstituted heterocycloalkylene, substituted or unsubstituted

5 arylene, or substituted or unsubstituted heteroarylene; L^1 is a bond or unsubstituted C_1 - C_5 alkylene; L^2 is a bond, $-NR^{6a}$ -, $-O$ -, $-S$ -, $-C(O)$ -

, $-S(O)$ -, $-S(O)_2$ -, $-NR^{6a}C(O)$ -, $-C(O)NR^{6b}$ -, $-C(O)(CH_2)_{2-22}$ -, $-NR^{6a}C(O)O$ -,

$-NR^{6a}C(O)NR^{6b}$ -, substituted or unsubstituted alkylene, substituted or unsubstituted

heteroalkylene, substituted or unsubstituted cycloalkylene, substituted or unsubstituted

10 heterocycloalkylene, substituted or unsubstituted arylene, or substituted or unsubstituted

heteroarylene; R^1 is hydrogen, oxo, halogen, $-CX_3$, $-CN$, $-SO_2Cl$, $-SO_nR^{10}$, $-SO_vNR^7R^8$, $-NHNH_2$, $-ONR^7R^8$, $-NHC(=O)NHNH_2$,

$-NHC(=O)NR^7R^8$, $-N(O)_m$, $-NR^7R^8$, $-C(O)R^9$, $-C(O)OR^9$, $-C(O)NR^7R^8$, $-OR^{10}$, $-NR^7SO_nR^{10}$, $-NR^7C(=O)R^9$, $-NR^7C(O)OR^9$, $-NR^7OR^9$, $-OCX_3$, $-OCHX_2$, substituted or unsubstituted alkyl,

15 substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; R^2 is hydrogen, oxo, halogen, $-CX^a_3$, $-CN$, $-SO_2Cl$, $-SO_{n1}R^{10a}$, $-SO_{v1}NR^{7a}R^{8a}$, $-NHNH_2$, $-ONR^{7a}R^{8a}$, $-NHC(=O)NHNH_2$,

$-NHC(=O)NR^{7a}R^{8a}$, $-N(O)_{m1}$, $-NR^{7a}R^{8a}$, $-C(O)R^{9a}$, $-C(O)OR^{9a}$, $-C(O)NR^{7a}R^{8a}$, $-OR^{10a}$, -

20 $NR^{7a}SO_{n1}R^{10a}$, $-NR^{7a}C(=O)R^{9a}$, $-NR^{7a}C(O)OR^{9a}$, $-NR^{7a}OR^{9a}$, $-OCX^a_3$, $-OCHX^a_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted

cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; R^3 is independently hydrogen, oxo,

halogen, $-CX^b_3$, $-CN$, $-SO_2Cl$, $-SO_{n2}R^{10b}$, $-SO_{v2}NR^{7b}R^{8b}$, $-NHNH_2$, $-ONR^{7b}R^{8b}$,

25 $-NHC(=O)NHNH_2$,

$-NHC(=O)NR^{7b}R^{8b}$, $-N(O)_{m2}$, $-NR^{7b}R^{8b}$, $-C(O)R^{9b}$, $-C(O)OR^{9b}$, $-C(O)NR^{7b}R^{8b}$, $-OR^{10b}$, -

$NR^{7b}SO_{n2}R^{10b}$, $-NR^{7b}C(=O)R^{9b}$, $-NR^{7b}C(O)OR^{9b}$, $-NR^{7b}OR^{9b}$, $-OCX^b_3$, $-OCHX^b_2$, substituted or

- unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; R^4 and R^5 are independently hydrogen or unsubstituted C_1 - C_6 alkyl; R^7 , R^8 , R^9 , R^{10} , R^{6a} , R^{7a} , R^{8a} , R^{9a} , R^{10a} , R^{6b} , R^{7b} , R^{8b} , R^{9b} and R^{10b} are independently
- 5 hydrogen, halogen, $-CF_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC(=O)NHNH_2$, $-NHC(=O)NH_2$, $-NHSO_2H$, $-NHC(=O)H$, $-NHC(O)OH$, $-NHOH$, $-OCF_3$, $-OCHF_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted
- 10 heteroaryl; R^7 and R^8 substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; R^{7a} and R^{8a} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; R^{7b} and R^{8b} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted
- 15 or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; each occurrence of the symbols n , $n1$, and $n2$ is independently an integer from 0 to 4; each occurrence of the symbols m , $m1$, $m2$, v , $v1$, and $v2$ is independently an integer from 1 to 2; the symbol z is an integer from 0 to 2; the symbol $z2$ is an integer from 1 to 4; and each occurrence of the symbols X , X^a , and X^b is independently a halogen.
- 20 **[0273]** 2. The compound of embodiment 1, wherein R^3 is independently hydrogen, halogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl.
- [0274]** 3. The compound of any one of embodiments 1 to 2, wherein R^3 is hydrogen.
- 25 **[0275]** 4. The compound of any one of embodiments 1 to 3, wherein the symbol z is 1.
- [0276]** 5. The compound of any one of embodiments 1 to 4, wherein R^2 is hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl.
- 30 **[0277]** 6. The compound of any one of embodiments 1 to 5, wherein R^2 is substituted or unsubstituted alkyl.

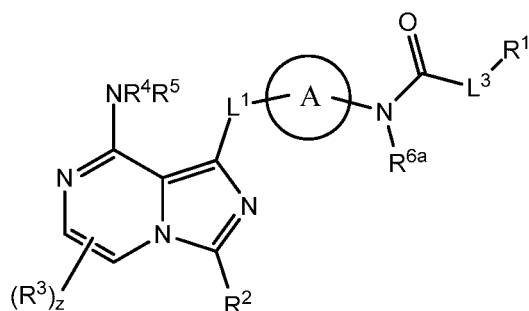
- [0278] 7. The compound of any one of embodiments 1 to 6, wherein R^2 is substituted or unsubstituted C_1 - C_6 alkyl.
- [0279] 8. The compound of any one of embodiments 1 to 7, wherein R^2 is unsubstituted C_1 - C_6 alkyl.
- 5 [0280] 9. The compound of any one of embodiments 1 to 8, wherein R^2 is unsubstituted isopropyl or unsubstituted tert-butyl.
- [0281] 10. The compound of any one of embodiments 1 to 9, wherein R^4 and R^5 are hydrogen.
- [0282] 11. The compound of any one of embodiments 1 to 10, wherein L^1 is a bond.
- 10 [0283] 12. The compound of any one of embodiments 1 to 10, wherein L^1 is unsubstituted methylene.
- [0284] 13. The compound of any one of embodiments 1 to 12, wherein L^2 is $-NR^{6a}C(O)NR^{6b}-$.
- [0285] 14. The compound of any one of embodiments 1 to 13, wherein R^{6a} and R^{6b} are
15 hydrogen.
- [0286] 15. The compound of any one of embodiments 1 to 14, wherein R^1 is substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl.
- 20 [0287] 16. The compound of any one of embodiments 1 to 15, wherein R^1 is substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl.
- [0288] 17. The compound of any one of embodiments 1 to 16, wherein R^1 is substituted or unsubstituted aryl or substituted or unsubstituted heteroaryl.
- 25 [0289] 18. The compound of any one of embodiments 1 to 17, wherein R^1 is substituted phenyl.
- [0290] 19. The compound of any one of embodiments 1 to 18, wherein R^1 is phenyl substituted with $-CF_3$ or halogen.

[0291] 20. The compound of any one of embodiments 1 to 19, wherein ring A is substituted or unsubstituted arylene or substituted or unsubstituted heteroarylene.

[0292] 21. The compound of any one of embodiments 1 to 20, wherein ring A is substituted or unsubstituted C₆-C₁₀ arylene.

5 [0293] 22. The compound of any one of embodiments 1 to 21, wherein ring A is unsubstituted naphthalenyl.

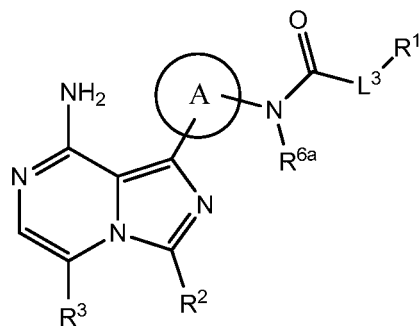
[0294] 23. The compound of any one of embodiments 1 to 22 having the formula:



(II) wherein, L³ is a bond, -NR^{6b}-, substituted or

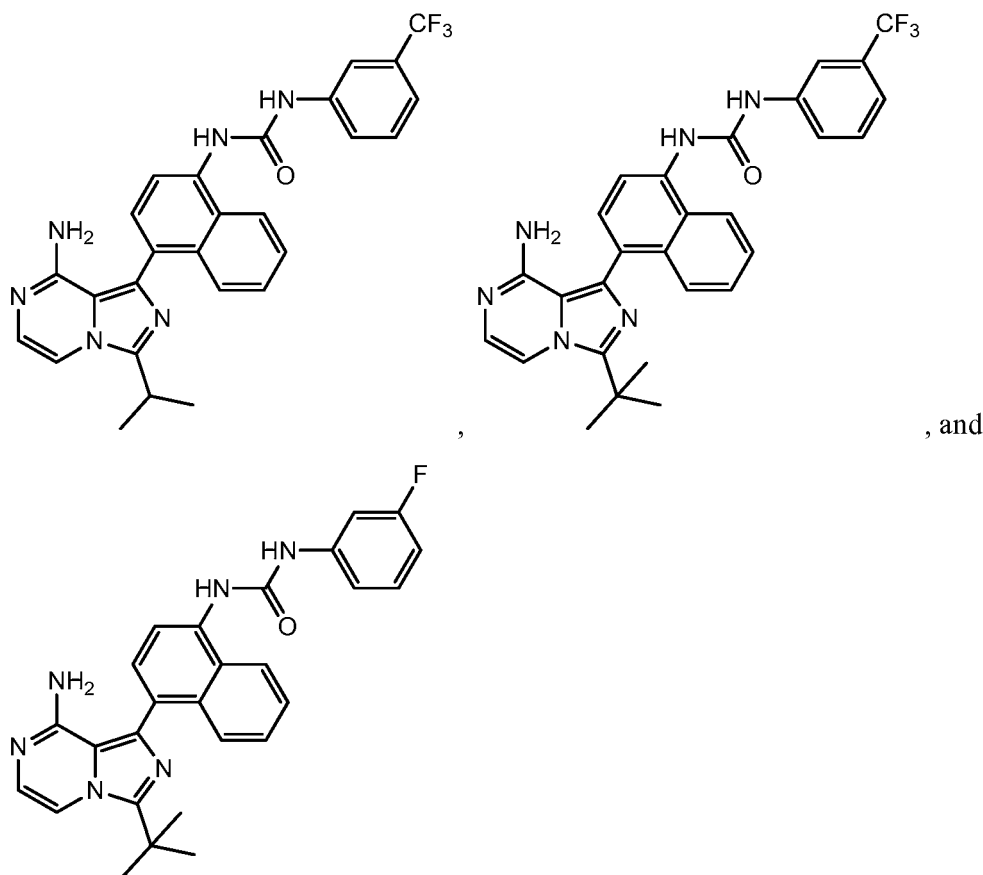
10 unsubstituted alkylene, substituted or unsubstituted heteroalkylene, substituted or unsubstituted cycloalkylene, substituted or unsubstituted heterocycloalkylene, substituted or unsubstituted arylene, or substituted or unsubstituted heteroarylene.

[0295] 24. The compound of any one of embodiments 1 to 23 having the formula:



(III).

15 [0296] 25. The compound of any one of embodiments 1 to 24 selected from the group consisting of:



[0297] 26. A pharmaceutical composition comprising a pharmaceutically acceptable excipient and a compound of any one of embodiments 1 to 25.

5 **[0298]** 27. A method of treating a disease in a patient in need of such treatment, said method comprising administering a therapeutically effective amount of a compound of any one of embodiments 1 to 25 to said patient, wherein the disease is a neurodegenerative disease, demyelinating disease, cancer, eye disease, fibrotic disease, or diabetes.

[0299] 28. The method of embodiment 27, wherein the disease is a neurodegenerative
10 disease.

[0300] 29. The method of any one of embodiments 27 and 28, wherein the neurodegenerative disease is retinitis pigmentosa, amyotrophic lateral sclerosis, retinal degeneration, macular degeneration, Parkinson's Disease, Alzheimer Disease, Huntington's Disease, Prion Disease, Creutzfeldt-Jakob Disease, or Kuru.

15 **[0301]** 30. The method of embodiment 27, wherein the disease is a demyelinating disease.

- [0302] 31. The method of any one of embodiments 27 and 30, wherein the demyelinating disease is Wolfram Syndrome, Pelizaeus-Merzbacher Disease, Transverse Myelitis, Charcot-Marie-Tooth Disease, or Multiple Sclerosis.
- [0303] 32. The method of embodiment 27, wherein the disease is cancer.
- 5 [0304] 33. The method of any one of embodiments 27 and 32, wherein the cancer is multiple myeloma.
- [0305] 34. The method of embodiment 27, wherein the disease is diabetes.
- [0306] 35. The method of any one of embodiments 27 and 34, wherein the diabetes is type I diabetes.
- 10 [0307] 36. The method of any one of embodiments 27 and 34, wherein the diabetes is type II diabetes.
- [0308] 37. The method of embodiment 27, wherein the disease is an eye disease.
- [0309] 38. The method of any one of embodiments 27 and 37, wherein the eye disease is retinitis pigmentosa, retinal degeneration, macular degeneration, or Wolfram Syndrome.
- 15 [0310] 39. The method of embodiment 27, wherein the disease is a fibrotic disease.
- [0311] 40. The method of any one of embodiments 27 and 39, wherein the fibrotic disease is idiopathic pulmonary fibrosis (IPF), myocardial infarction, cardiac hypertrophy, heart failure, cirrhosis, acetaminophen (Tylenol) liver toxicity, hepatitis C liver disease, hepatosteatosis (fatty liver disease), or hepatic fibrosis.
- 20 [0312] 41. A method of modulating the activity of an Ire1 protein, said method comprising contacting said Ire1 protein with an effective amount of a compound of any one of embodiments 1 to 25.
- [0313] 42. The method of embodiment 41, wherein said modulating is inhibiting.
- [0314] 43. The method of any one of embodiments 41 to 42, wherein said activity is kinase
25 activity.
- [0315] 44. The method of embodiment 43, wherein said kinase activity is autophosphorylation activity.

[0316] 45. The method of any one of embodiments 41 to 42, wherein said activity is oligomerization activity.

[0317] 46. The method of embodiment 45, wherein said oligomerization activity is dimerization activity.

5 [0318] 47. The method of any one of embodiments 41 to 42, wherein said activity is RNase activity.

[0319] 48. The method of any one of embodiments 41 to 42, wherein a cell comprises said Ire1 protein.

10 [0320] 49. The method of embodiment 48, wherein said activity of the Ire1 protein is increasing apoptosis of said cell.

[0321] 50. The method of any one of embodiments 48 to 49, wherein an organ comprises said cell.

[0322] 51. The method of any one of embodiments 48 to 50, wherein an organism comprises said cell.

15 [0323] 52. The method of embodiment 51, wherein said organism has a disease associated with said Ire1 protein activity.

[0324] 53. The method of embodiment 52, wherein said disease is a neurodegenerative disease, demyelinating disease, cancer, eye disease, fibrotic disease, or diabetes.

20 [0325] 54. The method of embodiment 53, wherein the disease is a neurodegenerative disease.

[0326] 55. The method of any one of embodiments 53 and 54, wherein the neurodegenerative disease is retinitis pigmentosa, amyotrophic lateral sclerosis, retinal degeneration, macular degeneration, Parkinson's Disease, Alzheimer Disease, Huntington's Disease, Prion Disease, Creutzfeldt-Jakob Disease, or Kuru.

25 [0327] 56. The method of embodiment 53, wherein the disease is cancer.

[0328] 57. The method of any one of embodiments 53 and 56, wherein the cancer is multiple myeloma.

[0329] 58. The method of embodiment 53, wherein the disease is diabetes.

[0330] 59. The method of any one of embodiments 53 and 58, wherein the diabetes is type I diabetes.

[0331] 60. The method of any one of embodiments 53 and 58, wherein the diabetes is type II diabetes.

5 [0332] 61. The method of embodiment 53, wherein the disease is a demyelinating disease.

[0333] 62. The method of any one of embodiments 53 and 61, wherein the demyelinating disease is Wolfram Syndrome, Pelizaeus-Merzbacher Disease, Transverse Myelitis, Charcot-Marie-Tooth Disease, or Multiple Sclerosis.

[0334] 63. The method of any one of embodiments 53, 61, and 62, wherein the
10 demyelinating disease is Multiple Sclerosis.

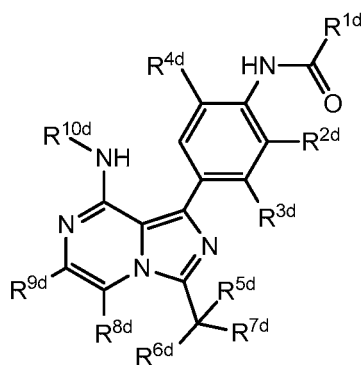
[0335] 64. The method of embodiment 53, wherein the disease is an eye disease.

[0336] 65. The method of any one of embodiments 53 and 64, wherein the eye disease is retinitis pigmentosa, retinal degeneration, macular degeneration, or Wolfram Syndrome.

[0337] 66. The method of embodiment 53, wherein the disease is a fibrotic disease.

15 [0338] 67. The method of any one of embodiments 53 and 66, wherein the fibrotic disease is idiopathic pulmonary fibrosis (IPF), myocardial infarction, cardiac hypertrophy, heart failure, cirrhosis, acetaminophen (Tylenol) liver toxicity, hepatitis C liver disease, hepatosteatosis (fatty liver disease), or hepatic fibrosis.

[0339] 68. A compound of the formula

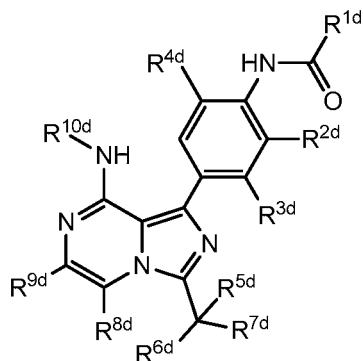


20

or a pharmaceutically acceptable salt thereof, wherein R^{1d} , R^{2d} , R^{3d} , R^{4d} , R^{5d} , R^{6d} , R^{7d} , R^{8d} , R^{9d} , and R^{10d} , are each independently C_{2-6} alkyl, C_{1-6} haloalkyl, $-C_{1-4}$ alkyl- R^{12d} , C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-8} cycloalkyl, monocyclic heterocyclyl, monocyclic heteroaryl, or phenyl, aryl, wherein the cycloalkyl, heterocyclyl, heteroaryl, and phenyl groups

- are each optionally substituted with one or two R^{11d} groups; each R^{11d} is independently C_{1-6} alkyl, C_{1-6} haloalkyl, $-C(O)R^d$, $-C(O)OR^d$, $-C(O)NR^d_2$, $S(O)_2NR^d_2$, or $-S(O)_2R^d$; and R^{12d} is $-OR^d$, $-SR^d$, $-NR^d_2$, $-C(O)R^d$, $-C(O)OR^d$, $-C(O)NR^d_2$, $-S(O)_2R^d$, $-OC(O)R^d$, $OC(O)OR^d$, $OC(O)NR^d_2$, $-N(R^d)C(O)R^d$, $-N(R^d)C(O)OR^d$, $-N(R^d)C(O)NR^d_2$, phenyl, monocyclic heteroaryl, C_{3-8} cycloalkyl, or monocyclic heterocyclyl, wherein the aryl, heteroaryl, C_{3-8} cycloalkyl, and heterocyclyl groups are each optionally substituted by one, two, or three groups that are each independently halogen, cyano, nitro, C_{1-6} alkyl, C_{1-6} haloalkyl, $-OR^d$, $-SR^d$, $-NR^d_2$, $-C(O)R^d$, $C(O)OR^d$, $-C(O)NR^d_2$, $-S(O)_2R^d$, $-OC(O)R^d$, $-OC(O)OR^d$, $OC(O)NR^d_2$, $N(R^d)C(O)R^d$, $-N(R^d)C(O)OR^d$, or $-N(R^d)C(O)NR^d_2$; and each R^d is independently hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl, C_{1-6} haloalkyl, C_{3-8} cycloalkyl, heterocyclyl, aryl, aryl- C_{1-6} alkyl, heteroaryl, or heteroaryl- C_{1-6} alkyl wherein the alkyl, aryl, arylalkyl, heteroaryl, and heteroarylalkyl are optionally substituted with one, two, three, or four groups that are each independently halogen, cyano, nitro, C_{1-6} alkyl, C_{1-6} haloalkyl, $-OR^{0d}$, SR^{0d} , NR^{0d}_2 , $C(O)R^{0d}$, $C(O)OR^{0d}$, $-C(O)N(R^{0d})_2$, $S(O)_2R^{0d}$, $-OC(O)R^{0d}$, $-OC(O)OR^{0d}$, $OC(O)N(R^{0d})_2$, $N(R^{0d})C(O)R^{0d}$, $-N(R^{0d})C(O)OR^{0d}$, or $-N(R^{0d})C(O)N(R^{0d})_2$, wherein each R^{0d} is independently hydrogen or C_{1-6} alkyl, each R^d is independently hydrogen, or C_{1-6} alkyl.

[0340] 69. A compound of the formula



- or a pharmaceutically acceptable salt thereof, wherein R^{1d} is $-OR^d$, $-SR^d$, $-NR^d_2$, $-C(O)R^d$, $-C(O)OR^d$, $-C(O)NR^d_2$, $-N(R^d)C(O)R^d$, $-N(R^d)C(O)OR^d$, $-N(R^d)C(O)NR^d_2$, phenyl, monocyclic heteroaryl, C_{3-8} cycloalkyl, or monocyclic heterocyclyl, wherein the aryl, heteroaryl, C_{3-8} cycloalkyl, and heterocyclyl groups are each optionally substituted by one, two, or three groups that are each independently halogen, cyano, nitro, C_{1-6} alkyl, C_{1-6} haloalkyl, $-OR^d$, $-SR^d$, $-NR^d_2$, $-C(O)R^d$, $C(O)OR^d$, $-C(O)NR^d_2$, $-S(O)_2R^d$, $-OC(O)R^d$, $-OC(O)OR^d$, $OC(O)NR^d_2$, $N(R^d)C(O)R^d$, $-N(R^d)C(O)OR^d$, or $-N(R^d)C(O)NR^d_2$; and R^{2d} and R^{3d} are together a phenyl, monocyclic heteroaryl, C_{3-8} cycloalkyl, or monocyclic heterocyclyl, wherein the aryl, heteroaryl, C_{3-8} cycloalkyl, and heterocyclyl groups are each optionally

substituted by one, two, or three groups that are each independently halogen, cyano, nitro, C₁₋₆ alkyl, C₁₋₆ haloalkyl, -OR^d, -SR^d, -NR^d₂, -C(O)R^d, C(O)OR^d, -C(O)NR^d₂, -S(O)₂R^d, -OC(O)R^d, -OC(O)OR^d, OC(O)NR^d₂, N(R^d)C(O)R^d, -N(R^d)C(O)OR^d, or -N(R^d)C(O)NR^d₂; wherein each R^d is independently hydrogen, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₁₋₆ haloalkyl, C₃₋₈ cycloalkyl,

- 5 heterocyclyl, aryl, arylC₁₋₆ alkyl, heteroaryl, or heteroarylC₁₋₆ alkyl wherein the alkyl, aryl, arylalkyl, heteroaryl, and heteroarylalkyl are optionally substituted with one, two, three, or four groups that are each independently halogen, cyano, nitro, C₁₋₆ alkyl, C₁₋₆ haloalkyl, -OR^{0d}, SR^{0d}, NR^{0d}₂, C(O)R^{0d}, C(O)OR^{0d}, -C(O)N(R^{0d})₂, S(O)₂R^{0d}, -OC(O)R^{0d}, -OC(O)OR^{0d}, OC(O)N(R^{0d})₂, N(R^{0d})C(O)R^{0d}, -N(R^{0d})C(O)OR^{0d}, or N(R^{0d})C(O)N(R^{0d})₂, wherein each R^{0d} is
10 independently hydrogen or C₁₋₆ alkyl, each R^d is independently hydrogen, or C₁₋₆ alkyl.

[0341] 70. A composition comprising any of the formulas of embodiments 68 and 69 or a pharmaceutically acceptable salt thereof.

- [0342]** 71. A pharmaceutical composition for inhibiting IRE1α RNase activity, the composition comprising: Formula (A), Formula (B), any derivatives of Formula (A) and Formula
15 (B) disclosed herein, GP17, GP21, GP29, DSA7, DSA8, GP117, GP118, GP146, GP146 (NMe), GP146(Am), compounds shown Figs. 7 and 8, any of the formulas from embodiments 68 and 69, and combinations thereof.

[0343] 72. A pharmaceutical composition for activating IRE1α RNase activity, the composition comprising murine IRE1α.

- 20 **[0344]** 73. A method for inhibiting IRE1α RNase activity, the method comprising providing a subject in need of such inhibition an effective amount of either: a. a compound of embodiment 68, Formula (A), Formula (B), GP17, GP21, GP29, DSA7, DSA8, GP117, GP118, GP146, GP146 (NMe), GP146(Am), a compound shown Figs. 7 or 8, any of the formulas of
25 embodiments 68 and 69, and any combinations thereof, or b. a pharmaceutical composition comprising a compound from 73(a) and a pharmaceutically acceptable excipient, carrier, or diluent.

- [0345]** 74. A method for activating IRE1α RNase activity, the method comprising providing a subject in need of such inhibition an effective amount of either: a. murine IRE1α; or b. a pharmaceutical composition comprising murine IRE1α and a pharmaceutically acceptable
30 excipient, carrier, or diluent.

[0346] 75. The method of any one of embodiments 41 to 67, wherein said Ire1 is Ire1α.

[0347] 76. The method of any one of embodiments 41 to 67 and 75, wherein said Ire1 is a human Ire1.

F. EXAMPLES

1. Screening and Optimization of IRE1 α Modulators

5 [0348] The particulars shown herein are by way of example and for purposes of illustrative discussion of embodiments of the present invention only and are presented in the cause of providing what is believed to be a readily understood description of the principles and conceptual aspects of various embodiments of the invention. In this regard, no attempt is made to show structural details of the invention in more detail than is necessary for the fundamental
10 understanding of the invention, the description taken with the drawings and/or examples making apparent to those skilled in the art how the several forms of the invention may be embodied in practice.

[0349] Inhibition of IRE1 α 's RNase activity through the ATP-binding site of its kinase domain using kinase inhibitors. Generation of more potent and selective analogs of IRE1 α
15 kinase inhibitors

[0350] **Discovery of ATP-competitive kinase inhibitors that are able to inhibit the RNase domain of IRE1 α from a distance.** Previous studies have demonstrated that the RNase activity of IRE1 α is dependent on kinase domain autophosphorylation. Shown herein is an unexpected relationship between the kinase and RNase domains, where ligands that interact with the ATP-
20 binding site of the kinase domain are able to bypass the autophosphorylation requirement and activate the RNase domain (Papa, F. R. *et al. Science* **302**, 1533-1537 (2003)). For instance, the orthogonal ATP-competitive inhibitor 1NM-PP1 is able to rescue the RNase activity of IRE1 α mutants that lack kinase activity (Han, D. *et al. Biochemical and biophysical research communications* **365**, 777-783, (2008)). Other ligands that interact with the ATP-binding site of
25 wild-type IRE1 α , including the endogenous co-factors ADP and ATP, are also able to activate RNase activity directly (Lee, K. P. *et al. Cell* **132**, 89-100, (2008); Ali, M. M. *et al. The EMBO journal* **30**, 894-905, (2011)). Also, the ATP-competitive inhibitors **APY29** and sunitinib directly activate the RNase of yeast and murine IRE1 α (Han, D. *et al. Cell* **138**, 562-575, (2009); Korennykh, A. V. *et al. Nature* **457**, 687-693, (2009)). A crystal structure of **APY29** bound to
30 yeast IRE1 shows that the kinase catalytic domain is in an *active* conformation (Korennykh, A. V. *et al. Nature* **457**, 687-693, (2009)), which is a conformation adopted by protein kinases

capable of catalyzing phosphate transfer. By stabilizing an active conformation of IRE1 α 's ATP-binding site, certain co-factors and ATP-competitive inhibitors act as ligands that allosterically activate its adjacent RNase domain. Given the ability to allosterically *activate* IRE1 α 's RNase through its kinase domain, it should be possible to also *inhibit* the RNase through the same

5 kinase domain with a different class of kinase inhibitors that stabilize an inactive ATP-binding site conformation. Two classes of ATP-competitive kinase inhibitors—called types I and II—have been identified (Fig. 1A), which stabilize alternate kinase active site conformations in numerous protein kinase targets^{51,52}. Type I inhibitors—like **APY29** and sunitinib—stabilize an *active* ATP-binding site conformation. In contrast, type II inhibitors—like the clinically-approved

10 drugs imatinib and sorafenib—selectively stabilize an *inactive* ATP-binding site conformation⁵³⁻⁵⁵. The inactive ATP-binding site conformation stabilized by type II inhibitors is characterized by outward movement of the catalytically-important Asp-Phe-Gly (DFG) motif, and is therefore called the DFG-out conformation (Fig. 1A)^{51,52}. Described herein is the generation of a diverse panel of type II inhibitors and characterization of their interactions with a number of protein

15 kinases (Krishnamurty, R. *et al. Nature chemical biology* **9**, 43-50, (2013); Han, D. *et al. Biochemical and biophysical research communications* **365**, 777-783, (2008); Brigham, J. L. *et al. ACS Chem. Biol.* (2013); Hill, Z. B. *et al. ACS Chem. Biol.* **7**, 487-495 (2012)). These pharmacological tools served as a starting point towards the goal of identifying ATP-competitive inhibitors able to allosterically *inactivate* the IRE1 α RNase.

20 **[0351]** The diverse panel of type II inhibitors were screened for their ability to block the RNase activity of a recombinant soluble human IRE1 α mini-protein construct (expressed in baculovirus) containing the kinase/RNase domains—called IRE1 α * (Zhang, J. *et al. Nature reviews. Cancer* **9**, 28-39, (2009)). Since IRE1 α * is basally autophosphorylated, its RNase is active, and can be assayed using a FRET-quenched XBP1 RNA mini-substrate. While all the

25 type II inhibitors tested with this assay contain the core binding elements predicted to stabilize the DFG-out conformation, only one ligand, demonstrated measurable inhibition of IRE1 α *'s RNase activity at a concentration of 60 μ M (Fig. 1C and 1D). Because these type II kinase inhibitors also attenuate the RNase activity of IRE1 α *, they were designated **KIRAs**—for kinase-inhibiting RNase attenuators. **KIRA1** is a pyrazolopyrimidine-based inhibitor that has

30 been shown to stabilize the DFG-out conformation of the non-receptor tyrosine kinases Src and Abl (Dar, A. C. *et al. Chemistry & Biology* **15**, 1015-1022 (2008)). Based on the co-crystal structure of **KIRA1** bound to Src (PDB: 3EL8) and molecular modeling, proposed contacts with IRE1 α are shown in Fig. 1A.

[0352] Despite its modest potency, **KIRA1** served as a suitable starting point for developing higher affinity allosteric RNase inhibitors. A number of similar analogs were generated and tested for RNase inhibition. While most modifications of **KIRA1** were deleterious, replacing the pyrazolopyrimidine scaffold with an imidazopyrazine core provided a significant increase in overall potency (**KIRA2**, Fig. 1C and 1D). Furthermore, substituting the 4-anilino group at the C-3 position of **KIRA2** with a naphthylamine moiety provided **KIRA3**. Notably, **KIRA3** inhibits XBP1 RNA cleavage to a similar degree as STF-083010, an imine-based small molecule that directly inhibits the IRE1 α RNase through covalent modification.

[0353] Similar to the type I inhibitor **APY29** (IC₅₀ (autophosphorylation) = 0.28 μ M), **KIRA3** (IC₅₀ (autophosphorylation) = 3.1 μ M) demonstrates dose-dependent reduction of IRE1 α * kinase autophosphorylation *in vitro*. Thus, although **KIRA3** and **APY29** are both IRE1 α * kinase inhibitors, they demonstrate *opposing* effects on its RNase activity, with **APY29** acting as an activator. To further characterize differences between the two kinase inhibitors, a version of IRE1 α * was generated with low basal RNase activity by using λ -phosphatase to remove activating phosphates. As expected, the dephosphorylated variant of IRE1 α * (dP-IRE1 α *) has significantly lower basal RNase activity than IRE1 α *; incubating dP-IRE1 α * with increasing **APY29** progressively restores its ability to cleave the XBP1 mini-substrate, plateauing at ~60% of the levels of IRE1 α * (Fig. 2C). In contrast, **KIRA3** suppresses residual RNase activity of dP-IRE1 α *. Competition experiments were performed to further explore the opposing effects of **APY29** and **KIRA3**. Increasing concentrations of **APY29** progressively reverse IRE1 α * RNase inhibition caused by a fixed concentration of **KIRA3** (Fig. 2E). Furthermore, the type I inhibitor sunitinib also opposes the RNase inhibitory effect of **KIRA3**. On the other hand, increasing concentrations of **KIRA3** restore RNase inhibition under a fixed concentration of **APY29**, with an expected increase in the IC₅₀. As predicted, **APY29** cannot rescue direct inhibition caused by the covalent RNase modifier STF-083010. Taken together, these results strongly suggest that **APY29** and **KIRA3** are exerting their opposing effects on RNase activity through the same binding site.

[0354] The drug sunitinib is a promiscuous type I inhibitor that has been shown to inhibit the kinase activity of yeast and human IRE1 α 16,19. To investigate the differences between GP146 (**KIRA3**) and other ATP-competitive inhibitors of IRE1 α , the interaction of sunitinib with the IRE1 α * and dP-IRE1 α * constructs was further characterized. As expected, sunitinib is a dose-dependent inhibitor of the autophosphorylation activity of IRE1 α * (Fig. 18a). In addition,

sunitinib activates the RNase activity of dP-IRE1 α *, which is consistent with its type I pharmacophore (Fig. 18b). Therefore, both APY29 and sunitinib stabilize an ATP-binding site conformation that activates the RNase domain of IRE1 α . Like APY29, increasing amounts of sunitinib are able to rescue the RNase activity of IRE1 α * in the presence of a fixed concentration of GP146 (Fig. 18c). Together, these results show that GP146 opposes the stereotypic RNase activation demonstrated by various type I ATP-competitive inhibitors of IRE1 α .

[0355] **KIRA3 prevents dimerization and oligomerization of IRE1 α .** Self-association of kinase/RNase monomers has been reported to increase RNase activity as dimers and/or higher-order oligomers form in yeast and mammalian IRE1 proteins. furthermore, the degree of order may correlate directly with activity. Thus, **APY29** and **KIRA3** were used to test the prediction that they would divergently affect the oligomerization state of human IRE1 α as a basis for their opposing effects on its RNase activity. Specifically, RNase activators should drive monomers into higher-order species from baseline. To test this, increasing concentrations of IRE1 α * were incubated with either DMSO, or saturating concentrations of **APY29** or **KIRA3** and the ratio of oligomeric—defined as all species greater than monomers—to monomeric IRE1 α was determined (Fig. 24). In the absence of ligands, IRE1 α * shows a concentration-dependent increase in the oligomer/monomer ratio. **APY29** further enhances—whereas **KIRA3** decreases—this concentration-dependent increase in the IRE1 α * oligomer/monomer ratio. Taken together, the *in vitro* data support a model in which these two classes of kinase inhibitors divergently modulate IRE1 α * RNase activity by exerting opposing effects on the oligomerization state of the enzyme.

2. Synthesis and characterization of compositions

[0356] Unless otherwise noted, all reagents were obtained from commercial suppliers and used without purification. TLC was performed on EMD Millipore silica gel 60 F254 plates. ¹H-NMR spectra were obtained on a Bruker AV-300 or AV301 instrument at room temperature and ¹³C-NMR spectra were obtained on a Bruker AV-500 instrument at room temperature. Chemical shifts are reported in ppm, and coupling constants are reported in Hz. ¹H and ¹³C resonances are referenced to residual MeOH. Mass spectrometry was performed on a Bruker Esquire Ion Trap MS instrument. The purity of all final compounds was determined by analytical HPLC with two different solvent systems. Analytical conditions A: [C18 (150 x 2.1 mm), CH₃CN/H₂O–0.1% CF₃CO₂H = 1:99 to 100:0 over 33 min; 1 mL/min; 220 and 254 nm detection for 33 min].

Analytical conditions B: [C18 (150 x 2.1 mm), CH₃OH/H₂O–0.1% CF₃CO₂H = 1:99 to 100:0 over 33 min; 1 mL/min; 220 and 254 nm detection for 33 min].

[0357] STF-083010, Sunitinib, nilotinib, and GP21 were obtained from commercial suppliers. All compounds were verified to be >95% pure by analytical HPLC. APY29 and GP118 was prepared according to a previously reported procedures.

[0358] 1-iodo-3-isopropylimidazo[1,5-a]pyrazin-8-amine (compound 1). Compound 1 was synthesized according to a previously described procedure. 1-(4-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)phenyl)-3-(3-(trifluoromethyl)phenyl)urea (compound 2). A mixture of 4-Aminophenylboronic acid pinacol ester (50.0 mg, 0.23 mmol) and 3-(Trifluoromethyl)phenyl isocyanate (46.0 μ L, 0.31 mmol) in THF (1.9 mL) was stirred overnight at room temperature. The mixture was concentrated, diluted with dichloromethane and washed with water. The organic layer was dried over Na₂SO₄, concentrated in vacuo and the resultant crude product was purified by flash chromatography (20% ethyl acetate in hexanes) to afford 92.5 mg of compound 2 (98% yield). TLC (hexanes:EtOAc, 80:20 v/v): R_f = 0.4; ¹H NMR (300 MHz, MeOD): δ 7.90 (s, 1H), 7.71 - 7.68 (m, 2H), 7.60 (d, J = 6.0 Hz, 1H), 7.48 - 7.42 (m, 3H), 7.29 (d, J = 9.0 Hz, 1H), 1.34 (s, 12H); ESI-MS (m/z): [M]⁺ calcd. for C₂₀H₂₂BF₃N₂O₃, 406.17; [M+1]⁺ found, 407.5. 1-(4-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)naphthalen-1-yl)-3-(3-(trifluoromethyl)phenyl)urea (compound 3). A mixture of 4-Aminonaphthalene-1-boronic acid pinacol ester (31.2 mg, 0.11 mmol) and 3-(Trifluoromethyl)phenyl isocyanate (21.0 μ L, 0.31 mmol) in THF (0.9 mL) was stirred over night at room temperature. The mixture was concentrated, diluted with dichloromethane and washed with water. The organic layer was dried over Na₂SO₄, concentrated in vacuo and the resultant crude product was purified by flash chromatography (20% ethyl acetate in hexanes) to afford 43.6 mg of compound 3 (86% yield). TLC (hexanes:EtOAc, 80:20 v/v): R_f = 0.4; ¹H NMR (300 MHz, MeOD): δ 8.87 - 8.82 (m, 1H), 8.11 - 7.91 (m, 4H), 7.67 (d, J = 9.0 Hz, 1H), 7.60 - 7.47 (m, 3H), 7.36 - 7.31 (m, 1H), 1.44 (s, 12H); ESI-MS (m/z): [M]⁺ calcd. for C₂₄H₂₄BF₃N₂O₃, 456.18; [M+1]⁺ found, 457.3. N-(4-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)naphthalen-1-yl)-3-(trifluoromethyl)benzamide (compound 4). 4-Aminonaphthalene-1-boronic acid pinacol ester (75.0 mg, 0.267 mmol), 3-(Trifluoromethyl)benzoic acid (67.5 mg, 0.348 mmol), HOBt (55.1 mg, 0.348 mmol), EDCI (68.0 mg, 0.348 mmol) and DIPEA (141 μ L, 0.803 mmol) were dissolved in DMF (790 μ L) and stirred overnight at room temperature. The crude mixture was diluted in ethyl acetate and washed with NH₄Cl and Na₂CO₃. The organic layer was dried over Na₂SO₄ and concentrated in vacuo. The crude organic product was purified by column chromatography (20% ethyl acetate in

hexanes) to afford 16.6 mg of compound 4 (14% yield). TLC (hexanes:EtOAc, 80:20 v/v): R_f = 0.4; ¹H NMR (300 MHz, MeOD) δ 8.87-8.84 (m, 1H), 8.41-8.36 (m, 2H), 8.13-8.04 (m, 2H), 8.01-7.96 (m, 1H), 7.85-7.78 (m, 1H), 7.68 (d, J = 6.0 Hz, 1H), 7.58-7.55 (m, 2H), 1.47 (s, 12H); ESI-MS (m/z): [M]⁺ calcd. for C₂₄H₂₃BF₃NO₃, 441.17; [M+1]⁺ found, 442.2. 8-chloro-1-iodo-3-isopropylimidazo[1,5-a]pyrazine (compound 5). Compound 5 was synthesized according to previously published procedure. 1-iodo-3-isopropyl-N-methylimidazo[1,5-a]pyrazin-8-amine (compound 6). Compound 5 (21.8 mg, 0.068 mmol) was dissolved in a solution of 40% MeNH₂ in MeOH (91 μL) and was stirred at 80 °C for 2 h in a microwave. The reaction mixture was concentrated in vacuo to obtain 20.3 mg of compound 6 (94% yield). TLC (hexanes:EtOAc, 50:50 v/v): R_f = 0.2; ¹H NMR (300 MHz, MeOD) δ 7.51 (d, J = 6.0 Hz, 1H), 7.04 (d, J = 6.0 Hz, 1H), 3.42 – 3.34 (m, 1H), 3.07 (s, 3H), 1.37 (d, J = 6.0 Hz, 6H); ESI-MS (m/z): [M]⁺ calcd. for C₁₀H₁₃IN₄, 316.02; [M+1]⁺ found, 317.1.

[0359] 1-(4-(8-amino-3-isopropylimidazo[1,5-a]pyrazin-1-yl)phenyl)-3-(3-

(trifluoromethyl)phenyl)urea (KIRA2). A mixture of compound 1 (22.1 mg, 0.073 mmol), compound 2 (35.5 mg, 0.087 mmol), tetrakis(triphenylphosphine)palladium (2.6 mg, 2.1 μmol) and sodium carbonate (17.0 mg, 0.161 mmol) was dissolved in a 3:1 mixture of DME/water (280 μL). The mixture was heated overnight at 85 °C. The crude mixture was then allowed to cooled to room temperature, diluted in a mixture of acetonitrile/water and purified by reverse phase chromatography (HPLC) to obtain 11.5 mg of KIRA2 (35% yield). TLC (CH₂Cl₂:MeOH, 95:5 v/v): R_f = 0.5; ¹H NMR (300 MHz, MeOD): δ 7.95 (s, 1H), 7.68-7.64 (m, 1H), 7.65-7.63 (m, 2H), 7.60-7.56 (m, 2H), 7.55-7.48 (m, 2H), 7.34-7.31 (m, 1H), 7.02-7.00 (dd, J = 6.0 Hz, J = 3.0 Hz, 1H), 3.49-3.43 (m, 1H), 1.44 (d, J = 6.0 Hz, 6H); ESI-MS (m/z): [M]⁺ calcd. for C₂₃H₂₁F₃N₆O, 454.17; [M+1]⁺ found, 455.5. HPLC Purification Conditions: C₁₈ column (250 x 21 mm), CH₃CN/H₂O–0.1% CF₃CO₂H = 1:99 to 100:0 over 78 min; 8 mL/min; 220 nm and 254 nm detection for 78 min. The purity of GP 117 was determined to be >98% by analytical HPLC in two different solvent systems.

[0360] 1-(4-(8-amino-3-isopropylimidazo[1,5-a]pyrazin-1-yl)naphthalen-1-yl)-3-(3-

(trifluoromethyl)phenyl)urea (KIRA3). A mixture of compound 1 (12.0 mg, 0.040 mmol), compound 3 (21.9 mg, 0.048 mmol), tetrakis(triphenylphosphine)palladium (1.4 mg, 1.2 μmol) and sodium carbonate (9.3 mg, 0.088 mmol) was dissolved in a 3:1 mixture of DME/water (160 μL). The mixture was heated overnight at 85 °C. The crude mixture was cooled to room temperature, diluted in a mixture of acetonitrile/water and purified by reverse phase chromatography (HPLC) to obtain 12.3 mg of GP146 (61% yield). TLC (CH₂Cl₂:MeOH, 95:5

v/v): R_f = 0.4; ¹H NMR (300 MHz, MeOD): δ 8.27–8.22 (m, 1H), 8.02–7.96 (m, 2H), 7.90–7.86 (m, 1H), 7.83–7.79 (m, 1H), 7.72–7.49 (m, 5H), 7.37–7.32 (m, 1H), 7.04–6.99 (m, 1H), 3.66–3.55 (m, 1H), 1.54–1.48 (m, 6H); ¹³C NMR (500 MHz, MeOD): δ 154.9, 151.6, 149.8, 140.2, 135.9, 132.9, 129.4, 128.7, 128.7, 127.1, 126.6, 126.6, 125.8, 125.7, 121.9, 121.9, 121.8, 120.2, 118.7, 118.7, 115.1, 114.6, 112.9, 108.4, 25.8, 19.6; [M+1]⁺ found, 505.4. HPLC Purification Conditions: C18 column (250 x 21 mm), CH₃CN/H₂O–0.1% CF₃CO₂H = 1:99 to 100:0 over 78 min; 8 mL/min; 220 nm and 254 nm detection for 78 min. The purity of GP146 was determined to be >98% by analytical HPLC in two different solvent systems.

[0361] 1-(4-(3-isopropyl-8-(methylamino)imidazo[1,5-a]pyrazin-1-yl)naphthalen-1-yl)-3-(3-(trifluoromethyl)phenyl)urea (GP146(NMe)). A mixture of compound 6 (11.1 mg, 0.035 mmol), compound 3 (19.3 mg, 0.042 mmol), Tetrakis(triphenylphosphine)palladium (1.3 mg, 1.0 μmol) and sodium carbonate (8.2 mg, 0.08 mmol) was dissolved in a 3:1 mixture of DME/water (130 μL). The mixture was heated overnight at 85 °C. The crude mixture was cooled to room temperature, diluted in a mixture of acetonitrile/water and purified by reverse phase chromatography (HPLC) to obtain 5.0 mg of the GP146(NMe) (27% yield). TLC (CH₂Cl₂:MeOH, 95:5 v/v): R_f = 0.6; ¹H NMR (300 MHz, MeOD) δ 8.26 (d, J = 9.0 Hz, 1H), 8.03 (s, 1H), 7.96 (d, J = 9.0, 1H), 7.90 (d, J = 6.0 Hz, 1H), 7.84 (d, J = 9.0 Hz, 1H), 7.72 – 7.66 (m, 3H), 7.62 – 7.51 (m, 2H), 7.37–7.34 (m, 1H), 7.04 (d, J = 6.0 Hz, 1H), 3.66 – 3.57 (m, 1H), 2.99 (s, 3H), 1.50 (dd, J = 15.0, 6.0 Hz, 6H); ¹³C NMR (500 MHz, MeOD): δ 154.99, 151.22, 148.86, 140.19, 135.97, 133.04, 131.68, 129.36, 128.96, 128.80, 128.64, 128.54, 126.97, 126.63, 125.86, 125.80, 121.97, 121.84, 120.45, 118.68, 114.99, 114.55, 113.05, 108.47, 28.25, 25.75, 19.60; ESI-MS (m/z): [M]⁺ calcd. for C₂₈H₂₅F₃N₆O, 518.2; [M+1]⁺ found, 519.5. The purity of GP146(NMe) was determined to be >98% by analytical HPLC.

[0362] N-(4-(8-amino-3-isopropylimidazo[1,5-a]pyrazin-1-yl)naphthalen-1-yl)-3-(trifluoromethyl)benzamide (GP146(Am)). A mixture of compound 1 (9.5 mg, 0.031 mmol), compound 4 (16.6 mg, 0.038 mmol), Tetrakis(triphenylphosphine)palladium (1.1 mg, 0.94 μmol) and sodium carbonate (7.3 mg, 0.069 mmol) was dissolved in a 3:1 mixture of DME/water (120 μL). The mixture was heated overnight at 85 °C. The crude mixture was cooled to room temperature, diluted in a mixture of acetonitrile/water and purified by reverse phase chromatography (HPLC) to obtain 5.3 mg of GP146(Am) (34% yield). TLC (CH₂Cl₂:MeOH, 95:5 v/v): R_f = 0.5; ¹H NMR (300 MHz, MeOD) δ 8.46 (s, 1H), 8.42 (d, J = 6.0 Hz, 2H), 8.16–8.13 (m, 1H), 8.01–7.98 (m, 1H), 7.86–7.84 (m, 1H), 7.81–7.77 (m, 2H), 7.72–7.69 (m, 1H), 7.68 – 7.62 (m, 2H), 7.60–7.54 (m, 1H), 7.06 (d, J = 6.0 Hz, 1H), 3.61 – 3.52 (m, 1H), 1.53 – 1.46 (m,

6H); ESI-MS (m/z): [M]⁺ calcd. for C₂₇H₂₂F₃N₅O, 489.18; [M+1]⁺ found, 490.4 The purity of GP146(Am) was determined to be >98% by analytical HPLC.

[0363] 1-(4-(8-amino-3-tert-butylimidazo[1,5-a]pyrazin-1-yl)naphthalen-1-yl)-3-(3-(trifluoromethyl)phenyl)urea (KIRA6). A mixture of 1-iodo-3-tertbutylimidazo[1,5-a]pyrazin-8-amine (60.0 mg, 0.120 mmol), **3** (66 mg, 0.15 mmol), tetrakis(triphenylphosphine)palladium (5 mg, 4 μmol) and sodium carbonate (928 mg, 0.27 mmol) was dissolved in a 3:1 mixture of DME/water (0.5 mL). The mixture was heated overnight at 85 °C. The crude mixture was cooled to room temperature, diluted in a mixture of acetonitrile/water and purified by reverse phase chromatography (HPLC) to obtain 53 mg of KIRA6. TLC (CH₂Cl₂:MeOH, 95:5 v/v): R_f = 0.4; ¹H NMR (300 MHz, MeOD): δ 8.26 (m, 1H), 8.08-7.99 (m, 2H), 7.90-7.86 (m, 1H), 7.83-7.79 (m, 1H), 7.69- 7.52 (m, 5H), 7.35 (d, J = 7.4 Hz, 1H), 6.98 (m, 1H), 1.65 (s, 9H); ¹³C NMR (126 MHz, MeOD): δ 154.8, 140.2, 135.7, 133.0, 132.4, 131.7, 131.6, 131.0, 130.7, 129.4, 128.8, 128.6, 128.5, 127.0, 126.6, 125.9, 125.4, 123.2, 121.9, 120.1, 118.7, 115.0, 114.4, 110.1, 33.6, 27.3; ESI-MS (m/z): [M]⁺ calcd. for C₂₈H₂₅F₃N₆O (M+H⁺): 519.2; found 519.4.

[0364] **Generate potent and selective reversible type II inhibitors of IRE1α.** As described above, a type II ATP-competitive inhibitor (**KIRA3**) that can inactivate IRE1α RNase and kinase activities has been identified, *in vitro* and *in vivo* (Zhang, J. *et al. Nature reviews. Cancer* **9**, 28-39, (2009)). Described herein are efforts to increase the potency and selectivity of these type II inhibitors. Using structure-based drug design, **KIRA3** was further optimized. Initially, a homology model of the IRE1α ATP-binding site in the DFG-out conformation, will be used to guide analog synthesis, including use of structures of KIRAs bound to on-targets (IRE1α) and off-targets (Src) to refine the inhibitor docking protocol. Described herein is the development of irreversible inhibitors that target a non-conserved cysteine in IRE1α's activation loop. Described herein is the development of **KIRA3** analogs that contain an electrophile that targets a cysteine predicted to be accessible when IRE1α is in the DFG-out conformation. Details are described below.

[0365] *KIRA analog synthesis:* The synthetic strategy for generating inhibitors of general structure **Z** is shown Fig. 25. Acylation of commercially available amine **Z1** with carboxylic acids (R₁-CO₂H) that have been activated with 1,1'-carbonyldiimidazole (CDI) (or activated with EDCI, DMAP), followed by cyclization with POCl₃ generates imidazopyrimidines (**Z2**) that are substituted at the 1-position (R₁) (Mulvihill, M. J. *et al. Bioorg. Med. Chem.* **16**, 1359–1375 (2008); Mulvihill, M. J. *et al. Bioorganic & Medicinal Chemistry Letters* **17**, 1091–1097 (2007)).

Urea substituents are introduced at the C-3 position by iodinating the scaffold with NIS, nucleophilic substitution with ammonia in isopropanol (in a sealed reaction vessel) and palladium-mediated Suzuki couplings to urea-containing boronic esters (prepared as shown in the box) (Jin, M. *et al. Bioorganic & Medicinal Chemistry Letters* **21**, 1176–1180 (2011); Wang, J.-X. *et al. Org. Lett.* **10**, 2923–2926 (2008); Board, J. *et al. Org. Lett.* **11**, 5118–5121 (2009)). An alternate synthetic route that introduces substituents at the C-3 position (R_2 substituents) without using a metal-mediated cross-coupling can also be used (Mulvihill, M. J. *et al. Bioorganic & Medicinal Chemistry Letters* **17**, 1091–1097 (2007)). Over 40 analogs have been generated using this synthetic methodology. Representative inhibitors are shown in Fig. 26.

KIRA6 ($R_1 = V$; $R_3 = B$), a more potent ($IC_{50}(RNase) = 210$ nM; $IC_{50}(kinase) = 620$ nM) analog of **KIRA3**, is extensively profiled in Aim 2. **KIRA7** ($R_1 = V$; $R_3 = C$) is one of the most potent KIRA ($IC_{50}(RNase) = < 30$ nM; $IC_{50}(kinase) = 35$ nM) generated to date.

[0366] *Irreversible KIRAs that target Cys715 in the activation loop.* The IRE1 α kinase domain possesses a cysteine residue (Cys715) two residues C-terminal to the DFG motif (Fig. 27).

Cys715 is rapidly alkylated with haloacetamide-containing ICAT reagents, and the rate is increased under **KIRA3** (Zhang, J. *et al. Nature reviews. Cancer* **9**, 28–39, (2009)). Modeling suggests that Cys715 is in close proximity to the R_3 substituent of the KIRA scaffold when the DFG motif is in the “out” conformation (the conformation the IRE1 α ATP-binding site adopts when bound to KIRAs). Of the 518 kinases in the human kinome, 42 have a cysteine residue at an equivalent or adjacent position (Leproult, E. *et al. J. Med. Chem.* **54**, 1347–1355 (2011)). However, chemical proteomic profiling studies with type II inhibitors suggest that none of these 42 kinases, except IRE1 α , are able to adopt the DFG-out inactive conformation (Krishnamurty, R. *et al. Nature chemical biology* **9**, 43–50, (2013); Brigham, J.L. *et al. ACS Chem. Biol.* 130123155823009). Therefore, it should be possible to selectively target Cys715 with a properly

oriented electrophile displayed from the KIRA scaffold. Representative irreversible KIRAs that are being generated are shown in Fig. 27 (electrophiles will be introduced in the last synthetic step to avoid instability issues during the palladium-mediated cross coupling). A number of highly selective irreversible kinase inhibitors have been developed by targeting non-conserved cysteine residues (Kwarcinski, F. E. *et al. ACS Chem. Biol.* **7**, 1910–1917 (2012); Barouch-Bentov, R. *et al. Molecular Cell* **33**, 43–52 (2009); Zhang, T. *et al. Chemistry & Biology* **19**, 140–154 (2012); Zhou, W. *et al. Bioorganic & Medicinal Chemistry Letters* **21**, 638–643 (2011); Zhou, W. *et al. Chemistry & Biology* **17**, 285–295 (2010); Zhou, W. *et al. Nature* **462**, 1070–1074 (2009); Serafimova, I. M. *et al. Nature Chemical Biology* **8**, 471–476 (2012); Henise, J. C.

& Taunton, J. *J. Med. Chem.* **54**, 4133–4146 (2011); Cohen, M. S. *et al. Science* **308**, 1318–1321 (2005)).

3. Analysis of the GP146- IRE1 α and APY29- IRE1 α interactions.

[0367] To further confirm that AYP29 and GP146 are exerting their opposing effects through the same ATP-binding site, a series of biochemical footprinting experiments were conducted (Tu, B. P. & Wang, J. C. *Proc. Natl. Acad. Sci. USA* **96**, 4862-4867 (1999); Underbakke, E. S. *et al. Angew. Chem. Int. Ed.* **47**, 9677-9680 (2008)). Specifically, the accessibility of three native cysteine residues within human IRE1 α (Cys572, Cys645, and Cys715) to alkylating agents in the presence or absence of APY29 and GP146 was determined (Fig. 3a). For these studies, electrophilic isotope-coded affinity tag (ICAT) reagents were used to allow a ratiometric and, therefore, quantitative comparison of alkylation rates (Underbakke, E. S. *et al. Angew. Chem. Int. Ed.* **47**, 9677-9680 (2008)). As Cys645 and Cys715 are located within the ATP-binding cleft of IRE1 α , the accessibility of these residues would be expected to be affected by ligands that occupy this site, while Cys572 is a solvent-exposed residue located on the top of the N-terminal lobe of the kinase. Consistent with both APY29 and GP146 occupying the ATP-binding site of IRE1 α , Cys645, which is located in the kinase hinge region, is highly shielded from alkylating agents in the presence of either inhibitor (Fig. 3b). In contrast, these inhibitors exert opposing effects on the accessibility of Cys715, with APY29 slowing the rate of alkylation and GP146 increasing it. Cys715 is located in the activation loop of IRE1 α (two residues C-terminal to the DFG-motif) and the divergent influence of APY29 and GP146 on this residue is concordant with these ligands stabilizing different conformations of the activation loop (Fig. 3b). As expected, no detectable difference in the accessibility of Cys572, which is distal to the kinase active site of IRE1 α , is observed in the presence of either inhibitor.

[0368] Next, molecular docking experiments were performed to obtain a better understanding of how GP146 and APY29 interact with the ATP-binding site of human IRE1 α . A model of the DFG-in ATP-binding site conformation was generated from a co-crystal structure of human IRE1 α bound to ADP (PDB code 3P23, chain A) (Ali, M. M. *et al. EMBO J.* **30**, 894-905 (2011)). As a structure of IRE1 α in the DFG-out conformation has not yet been described, a homology model of this form was generated by using the activation loop of another kinase, the tyrosine kinase Abl2, as a template. Both the DFG-in and DFG-out models were optimized using multi-step all-atom minimization and explicit water molecular dynamics (MD) simulations (Bowers, K. J. *et al. in Proceedings of the ACM/IEEE Conference on Supercomputing (SC06)*

(Tampa, Florida, USA, 2006)). Predictably, the docked structure of APY29 bound to the DFG-in conformation of human IRE1 α is similar to that of this ligand bound to the yeast IRE1 enzyme (Fig. 19) (Korennykh, A. V. *et al. Nature* **457**, 687-693 (2009)). The pyrazole ring of APY29 forms hydrogen bonds with the kinase hinge region and the pyrimidine moiety occupies the adenine pocket. Attempts to obtain a favorable pose of APY29 bound to the DFG-out conformation of IRE1 α were unsuccessful, which is consistent with the ability of this ligand to exclusively stabilize the active conformation of the ATP-binding site.

[0369] The most favorable docking pose for GP146 bound to the DFG-out conformation of IRE1 α is shown in Fig. 3c. In this pose, the pyrazolopyrimidine ring of this ligand forms two hydrogen bonds with the hinge region and occupies the adenine pocket. The bulky naphthyl ring of GP146 adopts an almost orthogonal conformation relative to the core scaffold and stacks against the Ile gatekeeper residue. Like other type II inhibitors, the trifluoromethylphenyl moiety of GP146 occupies the hydrophobic pocket created by movement of the Phe sidechain in the DFG-motif. While GP146 is well accommodated in the DFG-out conformation of human IRE1 α , no favorable poses were observed for this inhibitor bound to the DFG-in conformation. Indeed, the docking studies predict that the only way that GP146 can bind to IRE1 α without movement of the DFG motif in the activation loop is if the inhibitor disrupts canonical interactions with the hinge region of the kinase.

[0370] To further experimentally test the docking model, analogs of GP146 that contain structural elements predicted to lower inhibitor potency were generated (Fig. 3d). GP146(NMe) contains an N-methyl group that would be predicted to disrupt its interaction with the hinge region of IRE1 α , and the amide linkage of GP146(Am) should not allow the trifluoromethylphenyl moiety to form as favorable interactions with the hydrophobic pocket created by movement of the DFG-motif. Consistent with the model, both GP146(NMe) and GP(146Am) show a markedly diminished ability to inhibit the RNase activity of IRE1 α compared to GP146 (Fig. 3d).

4. GP146 and APY29 divergently affect the oligomerization state of IRE1 α

[0371] Increasing concentrations of IRE1 α^* were incubated with either DMSO, or saturating concentrations of APY29 or GP146 and the ratio of oligomeric—defined as all species greater than monomers (mostly dimers)—to monomeric IRE1 α was determined (Fig. 4a). In the absence of ligands, IRE1 α^* shows a concentration-dependent increase in the oligomer/monomer ratio.

The presence of APY29 further enhances—whereas GP146 decreases—this concentration-dependent increase in the IRE1 α * oligomer/monomer ratio. Taken together, the in vitro data support a model in which these two classes of kinase inhibitors divergently modulate IRE1 α * RNase activity by exerting opposing effects on the oligomerization state of the enzyme (Fig. 4b).

5. IRE1 α mutants with an enlarged ATP-binding pocket show increased sensitivity to GP146

[0372] Having used a truncated form of IRE1 α for in vitro studies, cell-based experiments were used to test whether it would be possible to replicate divergent modulation of the full-length IRE1 α transmembrane protein with the two classes of kinase inhibitors. The on-target effects of GP146 were tested and confirmed using IRE1 α chemical-genetic systems previously developed (Han, D. *et al. Cell* **138**, 562-575, (2009)). Specifically, tetracycline-inducible isogenic T-REx 293 stable cell lines expressing either WT or a “holed” IRE1 α gatekeeper mutant^{I642A} were used to determine whether GP146 is able to block the RNase activity of IRE1 α in vivo. Induced with doxycycline (Dox), the transgenic WT-IRE1 α or IRE1 α ^{I642A} spontaneously cluster in the ER, trans-autophosphorylate and splice XBP1 mRNA, without requiring upstream ER stress (Fig. 5a and Fig. 20). As expected, GP146 inhibits autophosphorylation and XBP1 mRNA splicing in the WT cell lines (Fig. 20a and 20b). Consistent with these inhibitory effects occurring through a direct interaction with IRE1 α , control compound GP146(NMe) does not affect either of these parameters, even at the highest concentration tested (Fig. 20c). Furthermore, it was hypothesized that the enlarged ATP-binding pocket of IRE1 α ^{I642A} would better accommodate the bulky C-3 substituent of GP146, leading to enhanced sensitivity. Indeed, the docking studies suggest that the naphthyl ring of GP146 is able to occupy a hydrophobic pocket that is accessible in IRE1 α ^{I642A} and not the wild type protein (Fig. 21). Confirming this notion, low nanomolar concentrations of GP146 are sufficient to completely block autophosphorylation and XBP1 splicing through this mutant (Fig. 5a and 5b). Furthermore, increasing concentrations of the type I “bumped” inhibitor 1NM-PP1, which is selective for mutant kinases that contain Ala or Gly gatekeeper residues, is able to rescue the RNase activity of IRE1 α ^{I642A} in the presence of GP146 (Fig. 5c).

[0373] The data illustrates a model for IRE1 α ^{I642A}, which can be activated merely through overexpression to basally splice ~50% of cellular XBP1 mRNA, that 1NM-PP1 further increases—while GP146 reduces—the activity of the RNase (Fig. 5d). These divergent effects proceed from the stabilization of the kinase active site in two distinct modes by these inhibitors,

with 1NM-PP1 acting on the “holed” IRE1 α ^{I642A} kinase in a similar fashion as APY29 does for WT IRE1 α . In summary, the type II pharmacophore GP146 likely enforces an inactive kinase conformation in IRE1 α ^{I642A}, and as it does with WT IRE1 α .

6. GP146 blocks both the autophosphorylation and RNase activities of endogenous IRE1 α in vivo

[0374] To further explore how IRE1 α modulators affect the kinase and RNase activities of endogenous IRE1 α under ER stress, in vivo studies using INS-1 rat insulinoma cell lines, which are derived from insulin-producing pancreatic β -cell tumors and contain large well-developed ERs, were conducted. These cells were treated with the ER SERCA ATPase pump inhibitor, thapsigargin (Tg), to induce ER stress and IRE1 α activation at levels causing ~50% splicing of cellular XBP1 mRNA (Fig. 6a). Recapitulating the in vitro results, GP146 and APY29 demonstrate opposing dose-dependent effects on ER stress-induced activation of the RNase of endogenous IRE1 α (Fig. 6a). Furthermore, GP146 abrogates IRE1 α autophosphorylation at a similar concentration as it blocks RNase activity (Figs. 6b and 6c). Control compound GP146(NMe) does not block the splicing of XBP1 mRNA (Figs. 6d). Consistent with its in vitro activity, the type I inhibitor sunitinib is able to partially inhibit the kinase activity of IRE1 α , but has no effect on the RNase activity of this enzyme (Figs. 6b and 6c) at the concentrations tested. The RNase inhibitor STF-083010 was also tested in INS-1 cells that had been treated with Tg. As expected, this compound inhibits XBP1 splicing in a dose-dependent manner, but does not prevent IRE1 α auto-phosphorylation (Figs. 6b and 6c). Therefore, GP146 is the only compound identified to date that has the ability to block both enzymatic activities of IRE1 α , both in vitro and in vivo (Fig. 6e).

7. Expression and purification of IRE1 α * and dP-IRE1 α *.

[0375] A construct containing the cytosolic kinase and RNase domains of human IRE1 α (residues 469-977, IRE1 α *) was expressed in SF9 insect cells by using Bac-to-Bac baculovirus expression system (Invitrogen) with a 6-His-tag at the N-terminus, and purified with a Ni-NTA (Qiagen) column. To generate dP-IRE1 α *, basal phosphorylation sites were removed by incubating IRE1 α * with λ -PPase (NEB) at a molar ratio of 5:1 (IRE1 α *: λ -PPase) in 50 mM HEPES pH 7.5, 100 mM NaCl, 1 mM MnCl₂, 2 mM DTT, 0.01% Brij 35 for 40 min at RT. Dephosphorylation was verified by immunoblotting with an anti-phosphoIRE1 α antibody.

8. In vitro characterization of compounds (IRE1 α *)

[0376] KIRAs are tested for ability to inhibit IRE1 α * kinase and RNase activities *in vitro*. The XBP1 minisubstrate assay shown in Fig. 1B-1D, is amenable to 96- or 384-well format, and is used to determine RNase IC₅₀s. In parallel, kinase IC₅₀s for all KIRAs are determined in a 96-well dot blot assay with 32 γ -ATP and STK peptide substrate 2 as substrates. Time-dependence of inhibition is determined for all electrophile-containing KIRAs. RNase and kinase assays have been used to profile the KIRAs in Fig. 26, showing a strong correlation between kinase and RNase IC₅₀s. The most potent KIRAs are tested in an IRE1 α * autophosphorylation assay. Compounds that exhibit an IC₅₀(RNase) < 200 nM are counter-screened against a panel of kinases that are likely off-targets (Src, Abl, p38 α), affect cell fate (mTor, IKK β), down-regulate protein translation (PKR, PERK, GCN2, HRI), are down-stream targets of IRE1 signaling (Jnk1/2, MKK4, MKK7), and are representative of the entire kinome (AurA, Erk2, Cdk2, EGFR, FAK, MAP3K5, PKA). The profiling data obtained from these screens are used to design more selective KIRAs. **KIRA3** and **KIRA6** have been tested against 12 kinases in this panel and the only off-target inhibition observed is for the tyrosine kinases Src and Abl. Thus, the structure-based design strategy uses these two kinases as counter targets (described below).

9. Kinase assays.

[0377] Inhibitors (initial concentration = 80 μ M, 2-fold serial dilutions) were incubated with IRE1 α * in cleavage buffer (20 mM Hepes at pH 7.5, 0.05% Triton X100, 50mM KOAC, 1 mM Mg(OAC)₂, 1 mM DTT) for 20 min, followed by incubation with 10 μ Ci [γ -³²P]ATP (3000 Ci/mmol, Perkin Elmer) at RT for 30 min. Samples were then separated by SDS-PAGE, and autoradiographed. The auto-phosphorylation level were quantified by setting the band intensity of IRE1 α * without compound treatment as 1 and the background as 0.

10. In vitro RNase assay.

[0378] 5'FAM-3'BHQ-labeled XBP1 single stem-loop minisubstrate (5'FAM-CUGAGUCCGCAGCACUCAG-3'BHQ) was purchased from Dharmacon. 0.2 μ M IRE1 α * or dP-IRE1 α * were incubated with inhibitors or DMSO for 20 min in cleavage buffer, followed by incubation with 3 μ M RNA substrate for 5 min. The reaction was quenched by adding urea to a final concentration of 4 M, and the fluorescence was detected on a SpectraMax M5 microplate reader (Molecular Devices) with excitation and emission wavelengths of 494 nm and 525 nm,

respectively. The fluorescence intensities were normalized by setting the signal for the reaction with IRE1 α * and DMSO to 1 and the reaction without IRE1 α * to 0. The cleavage products were also resolved by urea PAGE after phenol/chloroform extraction and ethanol precipitation.

Internally ^{32}P -labelled mouse XBP1 RNA was also used as a substrate, as described (Han, D. *et al. Cell* **138**, 562-575, (2009)).

11. ICAT Footprinting.

[0379] Heavy and light iodinated ICAT reagents were made as previously described (Underbakke, E. S. *et al. Angew. Chem. Int. Ed.* **47**, 9677-9680 (2008)). Purified human Ire1 α was exchanged into 50 mM Tris (pH 8.0), 50 mM KCl, 5 mM MgCl₂, and 0.5 mM TCEP. One 3 μM stock solution was divided into three solutions, and each was mixed with either DMSO, APY29, or GP146 to yield solutions containing 1% DMSO and 20 μM of inhibitor. Heavy labeling reagent was added to the protein solutions, and 25 μL aliquots were taken at specified times and quenched with excess DTT. Samples were precipitated with 0.2% sodium deoxycholate and 10% trichloroacetic acid on ice for 10 min. The mixtures were centrifuged at 4 $^{\circ}\text{C}$ for 15 min, and pellets were washed with cold acetone. The pellets were then resuspended in 30 μL of 200 mM Tris (pH 8.0), 7 M urea, and 2.4 mM light labeling reagent, and incubated in the dark for 30 min. The solutions were diluted with 210 μL 200 mM Tris (pH 8.0), 5.7 mM CaCl₂, 0.5 μg porcine trypsin (TPCK treated, Sigma), and 125 ng GluC (Roche), and incubated at room temperature overnight. Samples (0.3 pmol) were injected onto a Thermo Scientific Dionex Acclaim Pepmap100 NanoLC capillary column (C₁₈, 150 mm length, I.D. 75 μm , 3 μm particle size) connected inline to a Finnigan LCQ mass spectrometer. Peptides of interest were identified by MS/MS data (Sequest), and corresponding XIC peaks were integrated. Alkylation curves were fit using GraphPad Prism software (Binding – Kinetics, Dissociation – One-phase exponential decay).

12. Molecular Modeling.

[0380] Molecular modeling of KIRA interactions with the ATP-binding site of IRE1 α : To gain insight into how **KIRA3** and **KIRA6** interact with the IRE1 α ATP-binding site, molecular modeling experiments were used. A model of the DFG-in ATP-binding site conformation was generated from a co-crystal structure of human IRE1 α bound to ADP. As a structure of IRE1 α in the DFG-out conformation has not yet been described, a homology model of this form was generated by using the activation loop of another kinase, the tyrosine kinase Abl2, as a template.

Both the DFG-in and DFG-out models were optimized using multi-step all-atom minimization and explicit water molecular dynamics (MD) simulations. Consistent with the observed SAR and type II pharmacophores of **KIRA3** and **KIRA6**, these ligands are only accommodated in the ATP-binding site of IRE1 α when the DFG-motif is in the “out” conformation (DFG-out).

Furthermore, the most favorable docking poses for both **KIRA3** and **KIRA6** involve both of these ligands making all of the canonical contacts of type II inhibitors. Using this model, the predicted docking scores for the KIRAs shown in Fig. 3c are very consistent with *in vitro* kinase and RNase inhibition results. For example, **KIRA7** ($R_1 = \text{V}$; $R_3 = \text{C}$: $\text{IC}_{50}(\text{RNase}) = < 30 \text{ nM}$; $\text{IC}_{50}(\text{kinase}) = 35 \text{ nM}$) and **KIRA6** ($R_1 = \text{V}$; $R_3 = \text{B}$: $\text{IC}_{50}(\text{RNase}) = 210 \text{ nM}$; $\text{IC}_{50}(\text{kinase}) = 620 \text{ nM}$) have significantly and slightly more favorable Glide_SP and MMGBSA scores than **KIRA3**, respectively. Furthermore, this model has been used to design inactive **KIRA3** analogs for controls in cellular assays. Currently, the model for the IRE1 α “DFG-out” inactive conformation is used to filter potential analog syntheses based upon their docking scores.

[0381] The DFG-in structure of IRE1 α was generated from a co-crystal structure of human IRE1 α bound to ADP (PDB code 3P23, chain A) (Ali, M. M. *et al. EMBO J.* **30**, 894-905 (2011)). The structure was prepared using the protein preparation workflow in Maestro (Schrodinger) to assign hydrogens, optimize hydrogen bonds, and to perform constraint minimization (impref). The homology model of IRE1 α in the DFG-out conformation was built using the activation loop of a DFG-out template kinase (Abl2; PDB code 3GVU) (SEQ ID NO:6) (Salah, E. *et al. J. Med. Chem.* **54**, 2359-2367 (2011)) in Prime (Schrodinger). The initial DFG-out model was optimized using the protein preparation workflow described above. Both DFG-in and DFG-out models were then optimized using a multi-step all-atom minimization and molecular dynamics (MD) simulation implemented in the software package Desmond (DE Shaw Research) (Bowers, K. J. *et al. in Proceedings of the ACM/IEEE Conference on Supercomputing (SC06)* (Tampa, Florida, USA, 2006)). Optimizations were run using the OPLS-AA force field, the TIP4P explicit solvent model in an orthorhombic simulation box 10 Å distance in all directions and adding counter ions. Simulations were performed at 300 K and 1.01325 bar using the NPT ensemble class. All other settings were default. The production simulation time was 12 ns. Simulations were run on an IBM E-server 1350 cluster (36 nodes of 8 Xeon 2.3 GHZ cores and 12 GB of memory). Several later simulation frames were extracted from the DFG-in and DFG-out simulations based on conformational diversity and low (stable) RMSD. These frames were then used to generate the DFG-in and DFG-out models of IRE1 α ^{I642A}. To avoid side chain

clashes, constraint (impref) minimization (in Maestro, Schrodinger) was performed for the WT and I642A structures of IRE1 α . These structures were then used for further modeling.

[0382] Using the optimized DFG-in and DFG-out structures of WT and IRE1 α ^{I642A} described above, initial binding poses for APY29 and GP146 were generated as follows. Ligands were prepared using ligprep (Schrodinger Inc.) to generate ionization states (pH=7) and stereoisomers resulting in two representations for GP146 and four for APY29. Ligands were initially docked into the DFG-in and DFG-out models of IRE1 α using the Induced Fit Docking (IFD) (Schrodinger Inc.) protocol with default settings. The IFD protocol includes a constraint receptor minimization step followed by initial flexible Glide docking of the ligand using a softened potential to generate an ensemble of poses. For each pose, the nearby receptor structure was then refined using Prime. Each ligand was then re-docked (using Glide) into its corresponding optimized low-energy receptor structure and ranked by Glide score. The best pose with highest IFD score obtained for each ligand was again subjected to MD simulation (8-10 ns production runs) for further optimization of the protein ligand complex. The MD protocol includes a multi-step procedure for minimizations and short MD runs followed by the production MD simulation. Ligand poses were observed to be stable during the production MD runs. The final frames of these simulations were then used for ligand docking after constraint (impref) minimization (Maestro, Schrodinger Inc.). The best pose for each ligand was selected based on the Glide score, known interactions and visual inspection. The 3D plots of ligand poses were produced using PyMol.

13. IRE1 α * Cross-linking to determine oligomer to monomer ratio.

[0383] Structural analysis of IRE1-KIRA and off-target kinase-KIRA complexes: For KIRAs that show sufficient potency and selectivity, further biochemical and biophysical characterization are performed. It is determined if new KIRA analogs are able to prevent the dimerization/oligomerization of IRE1 α using the crosslinking strategy shown in Figs. 4 and 30. **KIRA6**, like **KIRA3**, stabilizes the monomeric state of IRE1 α . Analytical ultra-centrifugation (AUC) is used to further confirm that KIRAs stabilize the monomeric form of IRE1 α ⁴⁹. Crystal structures of the most promising KIRAs bound to IRE1 α and the off-target kinase Src are being obtained. These structures are used to refine the docking protocols for IRE1 α , which aid computational design of inhibitors with increased potency. Structures of KIRA-Src complexes are used to identify interactions that are unique to IRE1 α and inform the design of KIRAs that possess increased selectivity. On-target/off-target structural strategy has been used to develop

highly potent and selective inhibitors of *Toxoplasma gondii* and *Cryptosporidium parvum* CDPK1 (Murphy, R. C. *et al. ACS Med. Chem. Lett.* **1**, 331–335 (2010); Larson, E. T. *et al. J. Med. Chem.* **55**, 2803–2810 (2012); Johnson, S. M. *et al. J. Med. Chem.* **55**, 2416–2426 (2012); Ojo, K. K. *et al. J. Clin. Invest.* **122**, 2301–2305 (2012)). Diffraction-quality crystals of Src bound to **KIRA3** have been obtained. A structure of human IRE1 α bound to ADP has been reported⁴⁸. Using the same IRE1 α expression construct, and purification protocol multi-milligram quantities of homogenous unphosphorylated IRE1 α have been obtained. This protein is currently being used by to screen for diffraction quality crystals of IRE1 α -**KIRA3** and IRE1 α -**KIRA6** complexes, and initial screening results are very promising.

10 **[0384]** Increasing concentrations of IRE1 α * (0.49–30 μ M) were incubated with DMSO, GP146 (200 μ M), or APY29 (200 μ M) for 20 min, then cross-linked by adding 250 μ M disuccinimidyl suberate (DSS) (Pierce) for 1 hr at RT in cleavage buffer. The reaction was quenched by addition of 50 mM Tris-HCl (pH 7.5). The samples were then boiled, resolved on SDS-PAGE, and immunoblotted for IRE1 α with an anti-IRE1 α antibody, (visualization and quantification with a
15 LI-COR Odyssey scanner).

[0385] Cell culture and XBP1 mRNA splicing. INS-1 cells were grown in RPMI, 10% fetal calf serum, 1 mM sodium pyruvate, 10 mM HEPES, Pen/strep, 2 mM glutamine and 50 mM β -mercaptoethanol. T-REx 293 IRE1 α or IRE1 α ^{I642A} were grown in DME H-21 with 10% fetal calf serum and Pen/strep. After 1 hr incubation with compounds, INS-1 cells were treated with 6
20 nM thapsigargin for 4 hrs, and T-Rex 293 IRE1 α -expressing cells were treated with 1 μ M Dox for 8 hrs. The RNA was then extracted using RNeasy Mini Kit (Qiagen), and reverse transcribed using the QuantiTect Reverse Transcription Kit (Qiagen). XBP1 splicing was performed as previously described⁷. Primers used: sense primer rXBP 1.3S (5'-AAACAGAGTAGCAGCACAGACTGC-3') (SEQ ID NO:7) and antisense primer rXBP 1.2AS
25 (5'-GGATCTCTAAGACTAGAGGCTTGGTG-3') (SEQ ID NO:8) for INS-1 cell line, while sense primer mXBP1.3S (5'-AAACAGAGTAGCAGCGCAGACTGC-3') (SEQ ID NO:9) and antisense primer mXBP1.2AS (5'-GGATCTCTAAACTAGAGGCTTGGTG-3') (SEQ ID NO:10) for T-Rex 293 cell line. PCR products were resolved on 2.5% agarose gels, stained with EtBr, and quantified by ImageJ.

30 **[0386]** Immunoblot analysis. INS-1 cells were incubated with compounds or DMSO for 1 hr, followed by 1 μ M Tg for 2 hrs. T-Rex 293 IRE1 α -expressing cells were incubated with compounds or DMSO for 1 hr and then treated with 1 μ M Dox for 8 hrs. Cells were lysed in

RIPA buffer (20 mM Tris-HCl, pH 7.5, 0.1% SDS, 1% Triton X-100, 1% sodium deoxycholate, 150 mM NaCl, 1 mM EDTA, 1% NP-40, complete EDTA-free protease inhibitor (Roche) and phosphatase inhibitor cocktail (Sigma)), and cleared lysates were subjected to SDS-PAGE and transferred to nitrocellulose. Blocking, antibody incubation, and washing were done in PBS or

5 TBS with 0.05% Tween-20 (v/v) and 5% (w/v) non-fat dry milk or BSA, or blocking buffer (Odyssey). Primary antibodies were diluted: IRE1 α (1:1000) (Santa Cruz Biotechnology), phospho-IRE1 α (1:1000) (Novus Biologicals), GAPDH (1:3000) (Santa Cruz Biotechnology), Myc (1:4000) (Santa Cruz Biotechnology). The antibody binding was detected by using near-infrared-dye-conjugated secondary antibodies and visualized on the LI-COR Odyssey scanner.

10 **[0387]** As described herein, IRE1 α * means a recombinant human (rh) IRE1 α . rh IRE1 α has the human IRE1 α (469-977) sequence: SEQ ID NO:1 (w/ his tag); and SEQ ID NO:2 (w/o his tag).

14. Determine whether blocking the terminal UPR with IRE1 α kinase inhibitors prevents ER stress-induced β -cell degeneration. On-target effects of KIRAs, underlying mechanisms, and amelioration of beta cell death and preservation of function under ER stress by KIRA6

15

Inhibiting IRE1 α 's RNase activity using KIRAs shuts down endonucleolytic decay of mRNAs localizing to the ER membrane. ER-localized mRNA decay has been directly linked to the terminal UPR. One model holds that *depletion* of key mRNAs encoding factors needed to

20 maintain ER structural and functional integrity (e.g. ER chaperones) may underlie apoptotic effects. IRE1 α RNase targets select microRNA (miR) precursors to terminate their biogenesis. These mature miRs normally exert *inhibitory* effects on gene expression of key pro-apoptotic targets; e.g., depletion of four select miRs leads to: (i) translational derepression of the apoptosis initiator caspase 2, and (ii) stabilization of the mRNA encoding pro-oxidant thioredoxin-

25 interacting protein (TXNIP). Using engineered chemical-genetic systems is elucidating these mechanistic signature events of IRE1 α RNase-induced cell death, and helping to understand the physiological consequences of inhibiting IRE1 α RNase activity by KIRAs.

15. Duration and magnitude of ER stress determine entry into the terminal UPR through high-order oligomerization and hyperactivation of IRE1 α kinase/RNase catalytic domains.

[0388] To rigorously test for cytoprotective effects, thresholds of ER stress were delineated that when crossed push cells into apoptosis. Using rat insulinoma (INS-1) cells that have a well-developed ER and secrete insulin, the duration and magnitude of ER stress that triggers apoptosis were quantified. Two variables—concentration of ER stress inducer (e.g. Thapsigargin—Tg) and time of exposure to the agent—are directly linked to the percentage of cells entering apoptosis (Fig. 28, A and B). Such regimes can be defined for other ER stress inducers such as the glycosylation inhibitor, tunicamycin (Tm) (Fig. 28,C). Increasing ER stress causes progressive increases in endogenous IRE1 α phosphorylation, increases in XBP1 mRNA splicing (Fig. 28, E), depletion through endonucleolytic decay of the ER-localized mRNA, *Ins1*, which encodes proinsulin (Fig. 28, F), and induction of the pro-apoptotic transcription factor, CHOP (Fig. 28, G).

[0389] These aforementioned terminal UPR signaling events can be completely *mimicked* simply by controlled over-expression of IRE1 α , in the complete absence of upstream ER stress. Tetracycline-inducible isogenic INS-1 stable cell lines expressing WT IRE1 α were generated. Induced with doxycycline (dox) the transgenic IRE1 α proteins oligomerize, spontaneously trans-autophosphorylate and trigger XBP1 mRNA splicing (Fig. 29, A and B). The transgenic systems are finely tuneable, with increasing [Dox] causing progressively greater IRE1 α induction (the transgenic IRE1 α protein is Myc-tagged). Phospho/Myc IRE1 α ratios are finely controllable (and measureable) with increasing [Dox], as is XBP1 mRNA splicing. Mimicking dose-dependency by ER stress agents into a terminal UPR, increasing [Dox] spontaneously triggers entry into a terminal UPR by causing IRE1 α kinase hyper-phosphorylation and RNase hyperactivation past a *critical threshold* and induction of *key signature events of the terminal UPR* (Fig. 29, C). These include reduction of miR-17 (Fig. 29, D) and *Ins1* mRNA, induction of CHOP mRNA (Fig. 29, E), induction and proteolytic cleavage of caspases 1,2, and 3 (Fig. 29, F), and apoptosis as measured by Annexin-V staining (Fig. 29, G).

[0390] KIRAs break high-order oligomerization of IRE1 α kinase domains, attenuate RNase activity, and reduce entry of cells into the Terminal UPR. In exciting preliminary data, all these terminal UPR endpoints are curtailed by pre-treating cells with **KIRA6**, before exposing them to

ER stress inducers. *in vitro*, **KIRA6** inhibits IRE1 α * RNase and kinase activities with similar IC₅₀s (Fig. 30, B and C). *in vivo*, KIRA6 inhibits endogenous IRE1 α auto-phosphorylation in a dose-dependent manner (Fig. 30, D); in contrast the aldehyde-based IRE1 α RNase-inhibitor, STF, does not inhibit IRE1 α auto-phosphorylation, nor does a control compound **KIRA6(in)**.

5 [0391] Furthermore, *in vitro*, **KIRA6** reduces concentration- dependent oligomerization of IRE1 α * (Fig. 30, E). *in vivo*, **KIRA6** inhibits endogenous IRE1 α – mediated XBP1 mRNA splicing provoked by Tm (Fig. 30, F). Intriguingly, KIRA6 inhibits ER-localized endonucleolytic decay of Ins1 mRNA at lower doses of the drug than needed to inhibit XBP1 mRNA splicing (Fig. 30, G); this discriminatory effect may occur because higher-order oligomers are needed to catalyze Ins1 mRNA decay, whereas dimers suffice for XBP1 mRNA splicing. Because ER-
10 localized endonucleolytic mRNA decay promotes apoptosis—in contrast to XBP1 mRNA splicing, which promotes adaptation—this differential effect of KIRAs reveals the existence of a natural “therapeutic window” which reduces entry of INS1-1 cells into apoptosis (Fig. 30, H). These cytoprotective effects of **KIRA6** extend to myriad cell types, including freshly harvested
15 pancreatic islets from C57/BL6 mice treated with Tm (Fig. 30, I). **KIRA6** cytoprotective effects are dependent on IRE1 α because they are absent in *Ire1 α ^{-/-}* mouse embryonic fibroblasts (MEFs), but still demonstrable in WT and *Xbp1^{-/-}* MEFs (Fig. 30, J). A model of KIRA6-mediated cytoprotection is shown (Fig. 30, J); it posits that the type II kinase inhibitor, **KIRA6**, reduces kinase/RNase homo-oligomerization on the cytosolic face of IRE1 α , which
20 consequently reduces RNase hyperactivity under ER stress, preventing pro-apoptotic ER-localized mRNA decay and granting cells extended reprieve from programmed cell death.

16. UPR and Diabetes

[0392] β -cells from mouse and human islets exposed to irremediably high ER stress will show activation of many of the terminal UPR endpoints described herein. Besides the ER-localized
25 mRNAs and select micro RNAs so far identified as IRE1 α substrates, other miRs and small non-coding RNAs remain to be discovered and related changes will constitute a Terminal UPR signature that can be followed as therapeutic endpoints for amelioration by KIRAs.

[0393] Described herein is the characterization of four select miRs that decay *in vivo* upon IRE1 α hyperactivation. These are miR-17, miR-34a, miR-96, and miR-125b. WT-IRE1 α *
30 directly cleaved pre-miR-17 *in vitro* at sites distinct from those cleaved by DICER, as mapped by primer extension. The scission sites of pre-miR-17 are identical to those of XBP1 mRNA—

(G/C)—and diverge at the flanking regions. Thus, by reducing levels of pre-miRs, IRE1 α antagonizes DICER action to reduce cellular levels of the corresponding mature miRs.

Intriguingly, IRE1 α * (I642G), which can be activated by 1NM-PP1 to cleave XBP1 mRNA *in vitro*, can also cleave pre-miR-17 under 1NM-PP1. An RNase mutant, IRE1 α * (N906A), is

5 compromised for cleavage of pre-miR-17 (Fig. 31, A-C). This provokes the hypothesis that IRE1 α is capable of exhibiting extra-XBP1 mRNA endonucleolytic activity in a graded fashion.

As IRE1 α homo-oligomerizes in the ER membrane in proportion to the concentration of unfolded proteins in the ER lumen, it progressively *trans*-autophosphorylates. Furthermore, salt bridges between phospho-amino acid groups and other residues reinforce higher-order homo-

10 oligomerization of kinase/RNase domains, as was shown using yeast IRE1. Thus, as IRE1 α protein clusters into higher-order oligomers, it acquires increasing activity towards its RNA substrates. The most efficient substrate is XBP1 mRNA, followed by select pre-miRs (e.g. 17, 34a, 96, and 125b), then followed by the ER-localized mRNA substrate, Ins1.

[0394] By breaking higher-order IRE1 α oligomers with KIRAs, many miR targets will be
 15 preserved at levels found in unstressed cells. As the four miRs found to exert inhibitory effects on post-transcriptional gene regulation of caspase 2 and the NLRP3 inflammasome activator, TXNIP, KIRA6 will reduce levels of these amplifiers of ER stress, even though unfolded proteins still persist in the ER lumen. Preliminary data are consistent with these predictions. It is an interesting possibility that it is not unfolded proteins in the ER *per se* that
 20 compromise cell function and lead to programmed cell death, but instead active terminal UPR signaling through IRE1 α RNase hyperactivation. Thus, IRE1 α KIRAs should reduce oligomerization by reinforcing the DFG-out, inactive ATP-binding site conformation, and consequently reduce RNase activity to decrease ER stress-induced cell death. As a corollary, type I kinase inhibitors, such as 1NM-PP1, should increase oligomerization by reinforcing the
 25 DFG-in, active ATP-binding site conformation, and consequently increase RNase activity to increase ER stress-induced cell death.

[0395] Type I kinase inhibitors antagonize the effects of type II kinase inhibitors (KIRAs) to promote cell death under ER stress. Fig. 32 shows data consistent with this notion. KIRAs should ameliorate terminal UPR endpoints promoted by 1NM-PP1 in the context of the IRE1 α (I642G)
 30 cellular chemical genetic systems under ER stress: Ins1 and 2 mRNA decay, miR-17, 34a, 96, and 125b decay, Caspase 1, 2, and 3 cleavage, TXNIP mRNA stabilization and translation, and consequent IL-1 β maturation and secretion. Measurement of cell death endpoints (Annexin-V

staining) are being made in the engineered cell systems as a function of the competing effects of INM-PP1 and KIRAs. As a prelude to testing in in vivo mouse models, is testing of all terminal UPR endpoints, with and without KIRA6, in freshly-harvested murine (C57BL/6) islets subjected to exogenous ER stress agents, as well as islets from two spontaneous models of diabetes: the Ins2(C96Y)—“Akita”—diabetic mouse and overexpression of IRE1 α in islets.

17. Characterization of KIRAs

[0396] Potent and selective IRE1 α inhibitors are being tested for their general toxicity against human cultured cell lines. For compounds that lack toxicity, the ADME, pharmacokinetic and toxicological properties are being determined. Compounds with favorable PK/ADMET properties are tested for efficacy in two mouse diabetic models—the proinsulin folding mutant, Akita, and overexpression of IRE1 α in murine islets.

[0397] *Cytotoxicity testing:* Any KIRAs that show sub-micromolar potency in the cellular models described above are subjected to cytotoxicity assays against seven mammalian cell lines. These assays are helpful in predicting any general or tissue specific toxicity that may occur when KIRAs are administered to animals. KIRAs are tested against the following seven cell lines: L1210 (mouse lymphoblasts), W1-L2 (human lymphoblasts), HT-1080 (human fibrosarcoma), SF-539 (human glioblastoma), NCI-H460 (human large cell lung carcinoma), HCC-2998 (human colon carcinoma), and HL-60 (human promyelocytes). This panel provides sufficient diversity to predict cellular toxicity in a wide variety of tissues. The fold difference between efficacy in models and mammalian cell cytotoxicity provides a rough therapeutic index (TI). In some embodiments, there is >50-fold TI for KIRAs that are tested *in vivo*.

[0398] *In vivo PK/ADMET studies:* KIRAs that are sufficiently potent in the cellular assays are subjected to pharmacokinetic and toxicity studies in mice. First, compounds are tested in a dose escalation study for any observed toxicity. Mice are sequentially injected with single IV doses of 1 mg/kg, 10 mg/kg, and 100 mg/kg of compound. During these single dose studies, the mice are observed for signs of acute toxicity, such as respiratory or neurological abnormalities. Compounds that are not toxic at 10 mg/kg are subjected to PK/ADME testing. This involves administration of a single dose (10 mg/kg by IV) followed by blood sampling at intervals of 30, 60, 120, 180, 240, and 300 minutes. These experiments are performed with groups of 3 mice per KIRA. Plasma is separated and extracted with acetonitrile for compound concentration measurements by combined liquid chromatography/electrospray-ionization mass spectrometry

(LCMS). The results provide the maximum concentration ($C_{\max}$), time of maximum concentration ($T_{\max}$), area under the curve (AUC), and an estimation of half-life ($T_{1/2}$). Compounds that demonstrate sufficient exposure are candidates for the *in vivo* efficacy studies described herein.

5 **18. Inhibitors of IRE1 α kinase/endoribonuclease to treat Retinitis Pigmentosa**

[0399] KIRAs inhibit IRE1 α in cultured cells at concentrations of less than 100nM and strikingly protect cell viability and function under conditions of ER stress. Moreover, the leading compound in this class has shown efficacy in a rodent model of RP caused by mutation in
10 rhodopsin. Described herein is the optimization of potency and efficacy in the KIRA class of compounds against retinal degeneration to develop a clinical candidate for treatment of RP.

19. Allosteric modulation of the IRE1 α RNase with novel kinase inhibitor.

[0400] KIRA6, a more potent version of earlier KIRAs, whose structure is shown in Fig. 30A has been developed. This compound dose-dependently reduces kinase autophosphorylation and
15 XBP1 splicing activity of IRE1 α * (WT) (Fig. 30B-C). In addition, KIRA6 dose-dependently inhibits IRE1 α * (WT) cleavage of pre-miR-17 (Fig. 31D).

20. Intravitreal Injections of small molecules

Based on known rat vitreous volumes, 2 μ L was injected intravitreally into each eye. Tm (20 μ g/ μ L final concentration) plus/minus KIRA6 (10 μ M final concentration) was injected into SD
20 rats at P21 with an equivalent amount of DMSO as a vehicle control. Retinas were collected at 48 and 72 hrs after injections in Trizol (Invitrogen) for qPCR analysis. Eyes were examined by optical coherence tomography (OCT) 7 days post injection and subsequently collected for morphological analysis. P23H rats were injected with KIRA6 (10 μ M final concentration) or DMSO vehicle control at P9 and P15, and eyes were examined at P40 by OCT, and
25 morphological analysis.

21. Image guided optical coherence tomography (OCT)

[0401] Mice were anaesthetized with 1.5-3% isoflurane, eyes were dilated with 2.5% phenylephrine hydrochloride and 1% tropicamide, and corneas were kept moist with regular application of 2.5% methylcellulose. Eyes were examined using a Micron III retinal imaging

system (Phoenix Research Labs). Spectral domain OCT images were acquired with a Micron Image Guided OCT System (Phoenix Research Labs) by averaging 10 to 50 scans.

22. Morphological analysis of retinas

[0402] Outer nuclear layers (ONL) were quantified as previously described (Lewin, A.S. et al.,
 5 *Nature medicine* **4**, 967-971 (1998)). Briefly, rats were euthanized by CO₂ inhalation and their
 eyes were immediately enucleated and immersed in 2% paraformaldehyde and 2.5%
 glutaraldehyde in phosphate buffered saline. Subsequently, eyes were bisected on the vertical
 meridian through the optic nerve head and embedded in Epon-Araldite resin; 1 µm sections were
 cut and stained with toluidine blue. ONL thickness was measured at 54 locations around the
 10 retina using Bioquant image analysis (Bioquant; R&M Biometrics).

SEQ ID NO: 1

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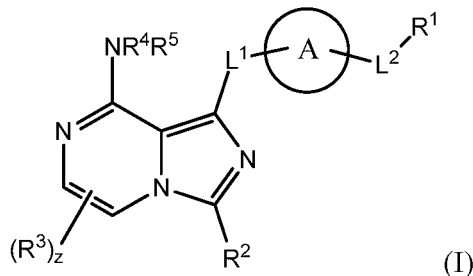
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5 yfheppepp pvtpdal

[0403] It is understood that the examples and embodiments described herein are for illustrative purposes only and that various modifications or changes in light thereof will be suggested to persons skilled in the art and are to be included within the spirit and purview of this application and scope of the appended claims. All publications, patents, and patent applications cited herein
10 are hereby incorporated by reference in their entirety for all purposes.

WHAT IS CLAIMED IS:

1. A compound, or a pharmaceutically acceptable salt thereof, having the formula:



wherein,

ring A is substituted or unsubstituted cycloalkylene, substituted or unsubstituted heterocycloalkylene, substituted or unsubstituted arylene, or substituted or unsubstituted heteroarylene;

L^1 is a bond or unsubstituted C_1 - C_5 alkylene;

L^2 is a bond, $-NR^{6a}-$, $-O-$, $-S-$, $-C(O)-$, $-S(O)-$, $-S(O)_2-$, $-NR^{6a}C(O)-$, $-C(O)NR^{6b}-$, $-C(O)(CH_2)_{z2}-$, $-NR^{6a}C(O)O-$, $-NR^{6a}C(O)NR^{6b}-$, substituted or unsubstituted alkylene, substituted or unsubstituted heteroalkylene, substituted or unsubstituted cycloalkylene, substituted or unsubstituted heterocycloalkylene, substituted or unsubstituted arylene, or substituted or unsubstituted heteroarylene;

R^1 is hydrogen, oxo, halogen, $-CX_3$, $-CN$, $-SO_2Cl$, $-SO_nR^{10}$, $-SO_vNR^7R^8$, $-NHNH_2$, $-ONR^7R^8$, $-NHC(=O)NHNH_2$, $-NHC(=O)NR^7R^8$, $-N(O)_m$, $-NR^7R^8$, $-C(O)R^9$, $-C(O)OR^9$, $-C(O)NR^7R^8$, $-OR^{10}$, $-NR^7SO_nR^{10}$, $-NR^7C(=O)R^9$, $-NR^7C(O)OR^9$, $-NR^7OR^9$, $-OCX_3$, $-OCHX_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

R^2 is hydrogen, oxo, halogen, $-CX^a_3$, $-CN$, $-SO_2Cl$, $-SO_{n1}R^{10a}$, $-SO_{v1}NR^{7a}R^{8a}$, $-NHNH_2$, $-ONR^{7a}R^{8a}$, $-NHC(=O)NHNH_2$, $-NHC(=O)NR^{7a}R^{8a}$, $-N(O)_{m1}$, $-NR^{7a}R^{8a}$, $-C(O)R^{9a}$, $-C(O)OR^{9a}$, $-C(O)NR^{7a}R^{8a}$, $-OR^{10a}$, $-NR^{7a}SO_{n1}R^{10a}$, $-NR^{7a}C(=O)R^{9a}$, $-NR^{7a}C(O)OR^{9a}$, $-NR^{7a}OR^{9a}$, $-OCX^a_3$, $-OCHX^a_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

R^3 is independently hydrogen, oxo, halogen, $-CX^b_3$, $-CN$, $-SO_2Cl$, $-SO_{n2}R^{10b}$, $-SO_{v2}NR^{7b}R^{8b}$, $-NHNH_2$, $-ONR^{7b}R^{8b}$, $-NHC=(O)NHNH_2$, $-NHC=(O)NR^{7b}R^{8b}$, $-N(O)_{m2}$, $-NR^{7b}R^{8b}$, $-C(O)R^{9b}$, $-C(O)-OR^{9b}$, $-C(O)NR^{7b}R^{8b}$, $-OR^{10b}$, $-NR^{7b}SO_{n2}R^{10b}$, $-NR^{7b}C=(O)R^{9b}$, $-NR^{7b}C(O)OR^{9b}$, $-NR^{7b}OR^{9b}$, $-OCX^b_3$, $-OCHX^b_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

R^4 and R^5 are independently hydrogen or unsubstituted C_1 - C_6 alkyl;

R^7 , R^8 , R^9 , R^{10} , R^{6a} , R^{7a} , R^{8a} , R^{9a} , R^{10a} , R^{6b} , R^{7b} , R^{8b} , R^{9b} and R^{10b} are

independently hydrogen, halogen, $-CF_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHSO_2H$, $-NHC=(O)H$, $-NHC(O)OH$, $-NHOH$, $-OCF_3$, $-OCHF_2$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; R^7 and R^8 substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; R^{7a} and R^{8a} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; R^{7b} and R^{8b} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;

each occurrence of the symbols n , $n1$, and $n2$ is independently an integer from 0 to 4;

each occurrence of the symbols m , $m1$, $m2$, v , $v1$, and $v2$ is independently an integer from 1 to 2;

the symbol z is an integer from 0 to 2;

the symbol $z2$ is an integer from 1 to 4;

each occurrence of the symbols X , X^a , and X^b is independently a halogen.

2. The compound of claim 1, wherein R^3 is independently hydrogen, halogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl.

3. The compound of claim 2, wherein R^3 is hydrogen.

- 1 4. The compound of claim 3, wherein the symbol z is 1.
- 1 5. The compound of claim 1, wherein R² is hydrogen, substituted or
2 unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted
3 cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or
4 substituted or unsubstituted heteroaryl.
- 1 6. The compound of claim 5, wherein R² is substituted or unsubstituted alkyl.
- 1 7. The compound of claim 6, wherein R² is substituted or unsubstituted C₁-
2 C₆ alkyl.
- 1 8. The compound of claim 7, wherein R² is unsubstituted C₁-C₆ alkyl.
- 1 9. The compound of claim 8, wherein R² is unsubstituted isopropyl.
- 1 10. The compound of claim 8, wherein R² is unsubstituted tert-butyl.
- 1 11. The compound of claim 1, wherein R⁴ and R⁵ are hydrogen.
- 1 12. The compound of claim 1, wherein L¹ is a bond.
- 1 13. The compound of claim 1, wherein L¹ is unsubstituted methylene.
- 1 14. The compound of claim 1, wherein L² is -NR^{6a}C(O)NR^{6b}-.
1
- 1 15. The compound of claim 14, wherein R^{6a} and R^{6b} are hydrogen.
- 1 16. The compound of claim 1, wherein R¹ is substituted or unsubstituted alkyl,
2 substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or
3 unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted
4 heteroaryl.
- 1 17. The compound of claim 16, wherein R¹ is substituted or unsubstituted
2 cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or
3 substituted or unsubstituted heteroaryl.
- 1 18. The compound of claim 17, wherein R¹ is substituted or unsubstituted aryl
2 or substituted or unsubstituted heteroaryl.

19. The compound of claim 18, wherein R^1 is substituted phenyl.

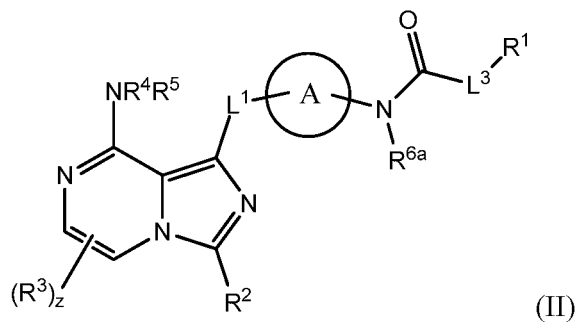
20. The compound of claim 19, wherein R^1 is phenyl substituted with $-CF_3$ or halogen.

21. The compound of claim 1, wherein ring A is substituted or unsubstituted arylene or substituted or unsubstituted heteroarylene.

22. The compound of claim 21, wherein ring A is substituted or unsubstituted C_6-C_{10} arylene.

23. The compound of claim 22, wherein ring A is unsubstituted naphthalenyl.

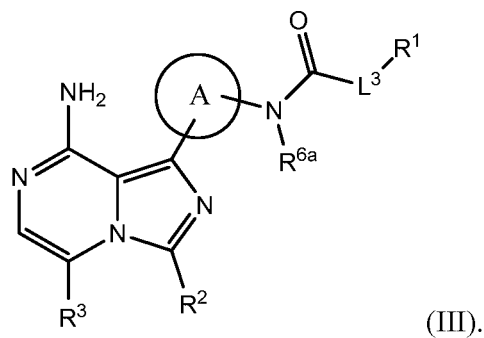
24. The compound of claim 1 having the formula:



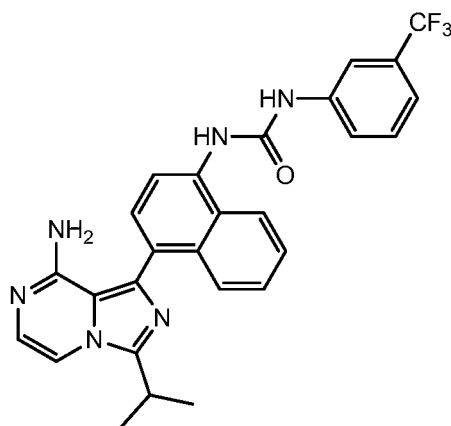
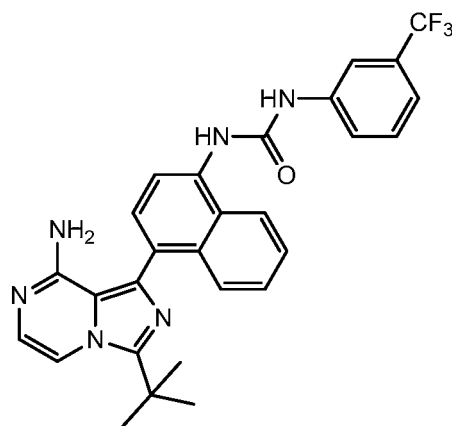
wherein,

L^3 is a bond, $-NR^{6b}$ -, substituted or unsubstituted alkylene, substituted or unsubstituted heteroalkylene, substituted or unsubstituted cycloalkylene, substituted or unsubstituted heterocycloalkylene, substituted or unsubstituted arylene, or substituted or unsubstituted heteroarylene.

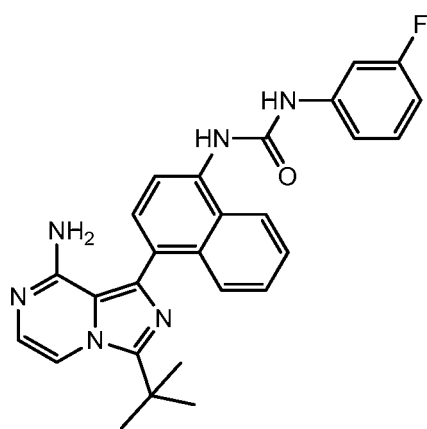
25. The compound of claim 24 having the formula:



26. The compound of claim 1 selected from the group consisting of:



, and



27. A pharmaceutical composition comprising a pharmaceutically acceptable excipient and a compound, or a pharmaceutically acceptable salt thereof, of any one of claims 1 to 26.

28. A method of treating a disease in a patient in need of such treatment, said method comprising administering a therapeutically effective amount of a compound, or a pharmaceutically acceptable salt thereof, of any one of claims 1 to 26 to said patient, wherein the disease is a neurodegenerative disease, demyelinating disease, cancer, eye disease, fibrotic disease, or diabetes.

29. The method of claim 28, wherein the disease is a neurodegenerative disease, demyelinating disease, cancer, or diabetes.

30. The method of claim 28, wherein the disease is a neurodegenerative disease.

1 31. The method of claim 30, wherein the neurodegenerative disease is retinitis
2 pigmentosa, amyotrophic lateral sclerosis, retinal degeneration, macular degeneration,
3 Parkinson's Disease, Alzheimer Disease, Huntington's Disease, Prion Disease, Creutzfeldt-Jakob
4 Disease, or Kuru.

1 32. The method of claim 28, wherein the disease is a demyelinating disease.

1 33. The method of claim 32, wherein the demyelinating disease is Wolfram
2 Syndrome, Pelizaeus-Merzbacher Disease, Transverse Myelitis, Charcot-Marie-Tooth Disease,
3 or Multiple Sclerosis.

1 34. The method of claim 28, wherein the disease is cancer.

1 35. The method of claim 34, wherein the cancer is multiple myeloma.

1 36. The method of claim 28, wherein the disease is diabetes.

1 37. The method of claim 36, wherein the diabetes is type I diabetes.

1 38. The method of claim 36, wherein the diabetes is type II diabetes.

1 39. The method of claim 28, wherein the disease is an eye disease.

1 40. The method of claim 39, wherein the eye disease is retinitis pigmentosa,
2 retinal degeneration, macular degeneration, or Wolfram Syndrome.

1 41. The method of claim 28, wherein the disease is a fibrotic disease.

1 42. The method of claim 41, wherein the fibrotic disease is idiopathic
2 pulmonary fibrosis (IPF), myocardial infarction, cardiac hypertrophy, heart failure, cirrhosis,
3 acetaminophen (Tylenol) liver toxicity, hepatitis C liver disease, hepatosteatosis (fatty liver
4 disease), or hepatic fibrosis.

1 43. A method of modulating the activity of an Ire1 protein, said method
2 comprising contacting said Ire1 protein with an effective amount of a compound, or a
3 pharmaceutically acceptable salt thereof, of any one of claims 1 to 26.

1 44. The method of claim 43, wherein said modulating is inhibiting.

- 1 45. The method of claim 44, wherein said activity is kinase activity.
- 1 46. The method of claim 45, wherein said kinase activity is
2 autophosphorylation activity.
- 1 47. The method of claim 44, wherein said activity is oligomerization activity.
- 1 48. The method of claim 47, wherein said oligomerization activity is
2 dimerization activity.
- 1 49. The method of claim 44, wherein said activity is RNase activity.
- 1 50. The method of claim 44, wherein a cell comprises said Ire1 protein.
- 1 51. The method of claim 50, wherein said activity of the Ire1 protein is
2 increasing apoptosis of said cell.
- 1 52. The method of claim 50, wherein an organ comprises said cell.
- 1 53. The method of claim 50, wherein an organism comprises said cell.
- 1 54. The method of claim 53, wherein said organism has a disease associated
2 with said Ire1 protein activity.
- 1 55. The method of claim 54, wherein said disease is a neurodegenerative
2 disease, demyelinating disease, cancer, eye disease, fibrotic disease, or diabetes
- 1 56. The method of claim 55, wherein the disease is a neurodegenerative
2 disease.
- 1 57. The method of claim 56, wherein the neurodegenerative disease is retinitis
2 pigmentosa, amyotrophic lateral sclerosis, retinal degeneration, macular degeneration,
3 Parkinson's Disease, Alzheimer Disease, Huntington's Disease, Prion Disease, Creutzfeldt-Jakob
4 Disease, or Kuru.
- 1 58. The method of claim 55, wherein the disease is a demyelinating disease.

1 59. The method of claim 58, wherein the demyelinating disease is Wolfram
2 Syndrome, Pelizaeus-Merzbacher Disease, Transverse Myelitis, Charcot-Marie-Tooth Disease,
3 or Multiple Sclerosis.

1 60. The method of claim 59, wherein the demyelinating disease is Multiple
2 Sclerosis.

1 61. The method of claim 55, wherein the disease is cancer.

1 62. The method of claim 61, wherein the cancer is multiple myeloma.

1 63. The method of claim 55, wherein the disease is diabetes.

1 64. The method of claim 63, wherein the diabetes is type I diabetes.

1 65. The method of claim 63, wherein the diabetes is type II diabetes.

1 66. The method of claim 55, wherein the disease is an eye disease.

1 67. The method of claim 66, wherein the eye disease is retinitis pigmentosa,
2 retinal degeneration, macular degeneration, or Wolfram Syndrome.

1 68. The method of claim 55, wherein the disease is a fibrotic disease.

1 69. The method of claim 68, wherein the fibrotic disease is idiopathic
2 pulmonary fibrosis (IPF), myocardial infarction, cardiac hypertrophy, heart failure, cirrhosis,
3 acetaminophen (Tylenol) liver toxicity, hepatitis C liver disease, hepatosteatorsis (fatty liver
4 disease), or hepatic fibrosis.