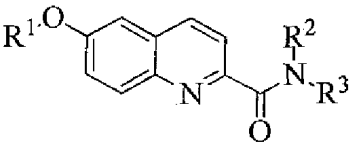
alkoxy-C_1-C_6-alkyl, halo-C_1-C_6-alkyl, halogen, nitro, -$N(R^e)_2$, -$N(R^e)C(O)R^e$, -OR^e, -$C(O)R^e$, -$C(O)OR^e$, -$C(O)N(R^e)_2$, -SO_2R^f, and-$SO_2N(R^e)_2$;

G^{12}, and G^{14} are each independently 3-6-membered-cycloalkyl, 3-6-membered-cycloalkenyl, or 4-10-membered-heterocycle, wherein G^{12} and G^{14} are each independently unsubstituted or substituted with 1, 2, 3, 4, or 5 substituents selected from the group consisting of C_1-C_6-alkyl, C_2-C_6-alkenyl, C_2-C_6-alkynyl, benzyl, cyano, halo-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, halogen, nitro, oxo, -$N(R^e)_2$, -$N(R^e)C(O)R^e$, -$N(R^e)S(O)_2R^f$, -OR^e, -$C(O)R^e$, -$C(O)OR^e$, -$C(O)N(R^e)_2$, -SO_2R^f, -$SO_2N(R^e)_2$, and phenyl, wherein phenyl and the phenyl ring of benzyl are optionally substituted with C_1-C_6-alkyl, halogen, or C_1-C_6-alkoxy;

R^e at each occurrence, is independently hydrogen, C_1-C_6-alkyl, aryl, aryl-C_1-C_6-alkyl, cycloalkyl, cycloalkyl-C_1-C_6-alkyl, or halo-C_1-C_6-alkyl; wherein said aryl, the aryl of aryl-C_1-C_6-alkyl, the cycloalkyl, and the cycloalkyl of cycloalkyl-C_1-C_6-alkyl are independently unsubstituted or substituted with 1, 2 3, 4, or 5 substituents independently selected from the group consisting of C_1-C_6-alkyl, halo-C_1-C_6-alkyl, and halogen; and

R^f is C_1-C_6-alkyl or halo-C_1-C_6-alkyl.

Another aspect of the invention relates to a compound of formula (I):



(I)

or a pharmaceutically acceptable salt, ester, amide, or radiolabelled form thereof, wherein:

R^1 is selected from the group consisting of phenyl and monocyclic 5- or 6-membered heteroaryl, wherein the phenyl or 5- or 6-membered heteroaryl is unsubstituted or substituted with 1, 2, 3, 4, or 5 substituents selected from the group consisting of C_1-C_6-alkyl, C_2-C_6-alkenyl, C_2-C_6-alkynyl, halogen, cyano, -NO_2, -OR^{1a}, -$OC(O)R^{1a}$, -$OC(O)N(R^b)(R^{3a})$, -SR^{1a}, -$S(O)R^{2a}$, -$S(O)_2R^{2a}$, -$S(O)_2N(R^b)(R^{3a})$, -$C(O)R^{1a}$, -$C(O)OR^{1a}$, -$C(O)N(R^b)(R^{3a})$, -$N(R^b)(R^{3a})$, -$N(R^a)C(O)R^{1a}$, -$N(R^a)C(O)O(R^{1a})$, -$N(R^a)C(O)N(R^b)(R^{3a})$, -$(CR^{4a}R^{5a})_m$-NO_2, -$N(R^b)S(O)_2(R^{2a})$, -$(CR^{4a}R^{5a})_m$-OR^{1a}, -$(CR^{4a}R^{5a})_m$-$OC(O)R^{1a}$, -$(CR^{4a}R^{5a})_m$-$OC(O)N(R^b)(R^{3a})$, -$(CR^{4a}R^{5a})_m$-SR^{1a}, -$(CR^{4a}R^{5a})_m$-$S(O)R^{2a}$, -$(CR^{4a}R^{5a})_m$-$S(O)_2R^{2a}$, -$(CR^{4a}R^{5a})_m$-$S(O)_2N(R^b)(R^{3a})$, -$(CR^{4a}R^{5a})_m$-$C(O)R^{1a}$, -$(CR^{4a}R^{5a})_m$-$C(O)OR^{1a}$, -$(CR^{4a}R^{5a})_m$-$C(O)N(R^a)(R^{3a})$, -$(CR^{4a}R^{5a})_m$-$N(R^b)(R^{3a})$, -$(CR^{4a}R^{5a})$

$_m$-N(R^a)C(O)R^{1a}, -($CR^{4a}R^{5a}$)$_m$-N(R^a)C(O)O(R^{1a}), -($CR^{4a}R^{5a}$)$_m$-N(R^a)C(O)N(R^b)(R^{3a}), -($CR^{4a}R^{5a}$)$_m$-N(R^b)S(O)$_2$(R^{2a}), cyano-C_1-C_6-alkyl, and halo-C_1-C_6-alkyl;

R^a and R^b, at each occurrence, are each independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

R^{1a} and R^{3a}, at each occurrence, are each independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

R^{2a}, at each occurrence, is independently C_1-C_6-alkyl or halo-C_1-C_6-alkyl;

R^{4a} and R^{5a}, at each occurrence, are each independently hydrogen, halogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

m, at each occurrence, is independently 1, 2, 3, 4, or 5;

R^2 is selected from the group consisting of hydrogen, C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, and -G^2;

R^3 is selected from the group consisting of hydrogen, C_1-C_6-alkyl, C_2-C_6-alkenyl, C_2-C_6-alkynyl, -($CR^{4b}R^{5b}$)$_n$-NO_2, -($CR^{4b}R^{5b}$)$_n$-OR^{1b}, -CH[($CR^{4b}R^{5b}$)$_n$-OR^{1b}]$_2$, -($CR^{4b}R^{5b}$)$_n$-OC(O)R^{1b}, -($CR^{4b}R^{5b}$)$_n$-OC(O)N(R^b)(R^{3b}), -($CR^{4b}R^{5b}$)$_n$-SR^{1b}, -($CR^{4b}R^{5b}$)$_n$-S(O)$_2$$R^{2b}$, -($CR^{4b}R^{5b}$)$_n$-S(O)$_2$N($R^b$)($R^{3b}$), -($CR^{4b}R^{5b}$)$_n$-C(O)$R^{1b}$, -($CR^{4b}R^{5b}$)$_n$-C(O)O$R^{1b}$, -($CR^{4b}R^{5b}$)$_n$-C(O)N($R^b$)($R^{3b}$), -($CR^{4b}R^{5b}$)$_n$-C(O)N($R^b$)(-($CR^{4b}R^{5b}$)$_n$-O$R^{1b}$), -($CR^{4b}R^{5b}$)$_n$-C(O)N($R^b$)($G^4$), -($CR^{4b}R^{5b}$)$_n$-C(O)N($R^b$)($G^3$), -($CR^{4b}R^{5b}$)$_n$-C(O)$G^4$, -($CR^{4b}R^{5b}$)$_n$-N($R^b$)($R^{3b}$), -($CR^{4b}R^{5b}$)$_n$-N($R^b$)($G^3$), -($CR^{4b}R^{5b}$)$_n$-N($R^a$)C(O)$R^{1b}$, -($CR^{4b}R^{5b}$)$_n$-N($R^b$)S(O)$_2$$R^{2b}$, - S(O)$_2$$R^{2b}$, -($CR^{4b}R^{5b}$)$_n$-N($R^a$)C(O)O($R^{1b}$), -($CR^{4b}R^{5b}$)$_n$-N($R^a$)C(O)N($R^b$)($R^{3b}$), -$G^2$, -($CR^{4b}R^{5b}$)$_n$-$G^4$, -$G^2$-$G^6$, -$G^1$, -($CR^{4b}R^{5b}$)$_n$-$G^3$, -CH[C(O)N($R^b$)($R^{3b}$)][-($CR^{4b}R^{5b}$)$_n$-$G^3$], cyano-$C_1$-$C_6$-alkyl, and halo-$C_1$-$C_6$-alkyl;

R^{1b} and R^{3b}, at each occurrence, are each independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

R^{2b}, at each occurrence, is independently C_1-C_6-alkyl or halo-C_1-C_6-alkyl;

R^{4b} and R^{5b}, at each occurrence, are each independently hydrogen, halogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

n, at each occurrence, is independently 1, 2, 3, 4, or 5;

G^1 and G^3 are each independently aryl or heteroaryl; wherein G^1 and G^3 are each independently unsubstituted or substituted with 1, 2, 3, 4, or 5 substituents selected from the group consisting of C_1-C_6-alkyl, C_2-C_6-alkenyl, C_2-C_6-alkynyl, cyano, halo-C_1-C_6-alkyl, halogen, nitro, -N(R^c)$_2$, -N(R^c)C(O)R^c, -OR^c, -C(O)R^c, -C(O)OR^c, -C(O)N(R^c)$_2$, -SO_2R^d, and -SO_2N(R^c)$_2$;

G^2, G^4 and G^6 are each independently 3-6-membered-cycloalkyl, 3-6-membered-cycloalkenyl, or 4-10-membered-heterocycle; wherein G^2, G^4 and G^6 are each independently unsubstituted or substituted with 1, 2, 3, 4, or 5 substituents selected from the group consisting of C_1-C_6-alkyl, C_2-C_6-alkenyl, C_2-C_6-alkynyl, benzyl, cyano, halo-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, halogen, nitro, oxo, $-N(R^c)_2$, $-N(R^c)C(O)R^c$, $-OR^c$, $-C(O)R^c$, $-C(O)OR^c$, $-C(O)N(R^c)_2$, $-SO_2R^d$, $-SO_2N(R^c)_2$, and phenyl, wherein phenyl and the phenyl ring of benzyl are optionally substituted with 1, 2, 3, or 4 C_1-C_6-alkyl, halogen, or C_1-C_6-alkoxy;

R^c at each occurrence, is independently hydrogen, C_1-C_6-alkyl, aryl, aryl-C_1-C_6-alkyl, cycloalkyl, cycloalkyl-C_1-C_6-alkyl, or halo-C_1-C_6-alkyl; wherein said aryl, the aryl of aryl-C_1-C_6-alkyl, the cycloalkyl, and the cycloalkyl of cycloalkyl-C_1-C_6-alkyl are independently unsubstituted or substituted with 1, 2 3, 4, or 5 substituents independently selected from the group consisting of C_1-C_6-alkyl, halo-C_1-C_6-alkyl, and halogen;

R^d is C_1-C_6-alkyl or halo-C_1-C_6-alkyl; or

R^2, R^3 and the nitrogen atom to which they are attached form a 4-8-membered-monocylic heterocycle, 6-11-membered-bicyclic heterocycle, 10-12-membered-tricyclic heterocycle, 7-11-membered-spirocyclic heterocycle or 8-11-membered-bicyclic heteroaryl comprised of a monocyclic heterocycle fused to a monocyclic heteroaryl, wherein said 4-8-membered monocyclic heterocycle, said 6-11-membered-bicyclic heterocycle, said, 10-12-membered-tricyclic heterocycle, said 7-11-membered-spirocyclic heterocycle and said 8-11-membered-bicyclic heteroaryl are unsubstituted or substituted with 1, 2, 3, 4, or 5 substituents selected from the group consisting of C_1-C_6-alkyl, C_2-C_6-alkenyl, C_2-C_6-alkynyl, halogen, cyano, $-NO_2$, $-OR^{1c}$, $-O-(CR^{4c}R^{5c})_p-OR^{1c}$, $-OG^{13}$, $-OC(O)R^{1c}$, $-OC(O)N(R^b)(R^{3c})$, $-SR^{1c}$, $-S(O)R^{2c}$, $-S(O)_2R^{2c}$, $-S(O)_2G^{13}$, $-S(O)_2G^{14}$, $-S(O)_2N(R^b)(R^{3c})$, $-S(O)_2-(CR^{4c}R^{5c})_p-C(O)OR^{1c}$, $-S(O)_2-(CR^{4c}R^{5c})_p-G^{14}$, $-C(O)R^{1c}$, $-C(O)G^{14}$,$-C(O)OR^{1c}$, $-C(O)N(R^b)(R^{3c})$, $-N(R^b)(R^{3c})$, $-N(R^a)C(O)R^{1c}$, $-N(R^a)C(O)G^{14}$, $-N(R^a)C(O)O(R^{1c})$, $-N(R^a)C(O)N(R^b)(R^{3c})$, $-(CR^{4c}R^{5c})_p-NO_2$, $-N(R^b)S(O)_2(R^{2c})$, $-N(R^b)S(O)_2(G^{13})$, $-(CR^{4c}R^{5c})_p-OR^{1c}$, $-(CR^{4c}R^{5c})_p-O-(CR^{4c}R^{5c})_p-OR^{1c}$, $-(CR^{4c}R^{5c})_p-OC(O)R^{1c}$, $-(CR^{4c}R^{5c})_p-OC(O)N(R^b)(R^{3c})$, $-(CR^{4c}R^{5c})_p-SR^{1c}$, $-(CR^{4c}R^{5c})_p-S(O)R^{2c}$, $-(CR^{4c}R^{5c})_p-S(O)_2R^{2c}$, $-(CR^{4c}R^{5c})_p-S(O)_2N(R^b)(R^{3c})$, $-(CR^{4c}R^{5c})_p-C(O)R^{1c}$, $-(CR^{4c}R^{5c})_p-C(O)OR^{1c}$, $-(CR^{4c}R^{5c})_p-C(O)N(R^a)(R^{3c})$, $-(CR^{4c}R^{5c})_p-N(R^b)(R^{3c})$, $-(CR^{4c}R^{5c})_p-N(R^a)C(O)R^{1c}$, $-(CR^{4c}R^{5c})_p-N(R^a)C(O)O(R^{1c})$, $-(CR^{4c}R^{5c})_p-N(R^a)C(O)O(CH_2G^{13})$, $-(CR^{4c}R^{5c})_p-N(R^a)C(O)N(R^b)(R^{3c})$, $-(CR^{4c}R^{5c})_p-N(R^b)S(O)_2(R^{2c})$, $-G^{11}$, $-(CR^{4c}R^{5c})_p-G^{13}$, $-(CR^{4c}R^{5c})_p-OG^{13}$, $-G^{12}$, $-(CR^{4c}R^{5c})_p-G^{14}$, cyano-$C_1$-$C_6$-alkyl, oxo, C^1-C^6-alkoxyimino and halo-C_1-C_6-alkyl;

R^{1c} and R^{3c}, at each occurrence, are each independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

R^{2c}, at each occurrence, is independently C_1-C_6-alkyl or halo-C_1-C_6-alkyl;

R^{4c} and R^{5c}, at each occurrence, are each independently hydrogen, halogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

p, at each occurrence, is independently 1, 2, 3, 4, or 5;

G^{11} and G^{13} are each independently phenyl or 5-6-memberd-heteroaryl; wherein G^{11} and G^{13} are each independently unsubstituted or substituted with 1, 2, 3, 4, or 5 substituents selected from the group consisting of C_1-C_6-alkyl, C_2-C_6-alkenyl, C_2-C_6-alkynyl, cyano, C_1-C_6-alkoxy-C_1-C_6-alkyl, halo-C_1-C_6-alkyl, halogen, nitro, $-N(R^e)_2$, $-N(R^e)C(O)R^e$, $-OR^e$, $-C(O)R^e$, $-C(O)OR^e$, $-C(O)N(R^e)_2$, $-SO_2R^f$, and-$SO_2N(R^e)_2$;

G^{12}, and G^{14} are each independently 3-6-membered-cycloalkyl, 3-6-membered-cycloalkenyl, or 4-10-membered-heterocycle, wherein G^{12} and G^{14} are each independently unsubstituted or substituted with 1, 2, 3, 4, or 5 substituents selected from the group consisting of C_1-C_6-alkyl, C_2-C_6-alkenyl, C_2-C_6-alkynyl, benzyl, cyano, halo-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, halogen, nitro, oxo, $-N(R^e)_2$, $-N(R^e)C(O)R^e$, $-N(R^e)S(O)_2R^f$, $-OR^e$, $-C(O)R^e$, $-C(O)OR^e$, $-C(O)N(R^e)_2$, $-SO_2R^f$, $-SO_2N(R^e)_2$, and phenyl, wherein phenyl and the phenyl ring of benzyl are optionally substituted with C_1-C_6-alkyl, halogen, or C_1-C_6-alkoxy;

R^e at each occurrence, is independently hydrogen, C_1-C_6-alkyl, aryl, aryl-C_1-C_6-alkyl, cycloalkyl, cycloalkyl-C_1-C_6-alkyl, or halo-C_1-C_6-alkyl; wherein said aryl, the aryl of aryl-C_1-C_6-alkyl, the cycloalkyl, and the cycloalkyl of cycloalkyl-C_1-C_6-alkyl are independently unsubstituted or substituted with 1, 2 3, 4, or 5 substituents independently selected from the group consisting of C_1-C_6-alkyl, halo-C_1-C_6-alkyl, and halogen; and

R^f is C_1-C_6-alkyl or halo-C_1-C_6-alkyl,

wherein, when R_1 is phenyl, the phenyl is unsubstituted or substituted with 1, 2, 3, or 4 substituents selected from the group consisting of C_1-C_6-alkyl, halogen, cyano, $-OR_{1a}$, $-S(O)_2R_{2a}$, $-S(O)_2N(R_b)(R_{3a})$, $-C(O)R_{1a}$, $-(CR_{4a}R_{5a})_m-OR_{1a}$, and halo-$C_1$-$C_6$-alkyl; R_{4a} and R_{5a}, at each occurrence, are each independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl; and m, at each occurrence, is independently 1, 2, or 3.

Another aspect of the invention relates to pharmaceutical compositions comprising compounds of the invention. Such compositions can be administered in accordance with a method of the invention, typically as part of a therapeutic regimen for treatment or prevention of

conditions and disorders related to voltage-gated sodium channel (and particularly $Na_v1.7$ and $Na_v1.8$) activity.

Another aspect of the invention relates to a pharmaceutical composition comprising a therapeutically effective amount of a compound as disclosed herein in combination with a pharmaceutically acceptable carrier.

Yet another aspect of the invention relates to the use of an effective amount of a compound as disclosed herein in the manufacture of a medicament for selectively modulating the effects of pain in a mammal.

Yet another aspect of the invention relates to the use of an effective amount of a compound as disclosed herein in the manufacture of a medicament for treating a condition or disorder modulated by the voltage-gated sodium channels $Na_v1.7$ and/or $Na_v1.8$ in a mammal.

Yet another aspect of the invention relates to use of an effective amount of a compound as described herein, in the manufacture of a medicament for treating a condition or disorder modulated by the voltage-gated sodium channels $Na_v1.7$ and/or $Na_v1.8$ in a mammal, wherein the condition or disorder is selected from the group consisting of pain, osteoarthritis pain, joint pain, knee pain, neuropathic pain, post-surgical pain, low back pain, diabetic neuropathy, pain during surgery, cancer pain, chemotherapy induced pain, headaches, cluster headache, tension headache, migraine pain, trigeminal neuralgia, shingles pain, post-herpetic neuralgia, carpal tunnel syndrome, inflammatory pain, pain from rheumatoid arthritis, colitis, pain of interstitial cystitis, visceral pain, pain from kidney stone, pain from gallstone, angina, fibromyalgia, chronic pain syndrome, thalamic pain syndrome, pain from stroke, phantom limb pain, sunburn, radiculopathy, complex regional pain syndrome, HIV sensory neuropathy, central neuropathic pain syndromes, multiple sclerosis pain, Parkinson disease pain, spinal cord injury pain, menstrual pain, toothache, pain from bone metastasis, pain from endometriosis, pain from uterine fibroids, nociceptive pain, hyperalgesia, temporomandibular joint pain, inherited erythromelalgia (IEM), and paroxysmal extreme pain disorder (PEPD).

Yet another aspect of the invention relates to a pharmaceutical composition comprising a therapeutically effective amount of the compound as described herein, or a pharmaceutically acceptable salt, ester, amide, or radiolabeled form thereof, in combination with a pharmaceutically acceptable carrier.

Yet another aspect of the invention relates to use of an effective amount of a compound as described herein, or a pharmaceutically acceptable salt, ester, amide, or radiolabeled form

thereof, in the manufacture of a medicament for selectively modulating the effects of pain in a mammal.

Yet another aspect of the invention relates to use of an effective amount of a compound as described herein, or a pharmaceutically acceptable salt, ester, amide, or radiolabeled form thereof, in the manufacture of a medicament for treating a condition or disorder modulated by the voltage-gated sodium channels $Na_v1.7$ and/or $Na_v1.8$ in a mammal, wherein the condition or disorder is selected from the group consisting of pain, osteoarthritis pain, joint pain, knee pain, neuropathic pain, postsurgical pain, low back pain, diabetic neuropathy, pain during surgery, cancer pain, chemotherapy induced pain, headaches, cluster headache, tension headache, migraine pain, trigeminal neuralgia, shingles pain, post-herpetic neuralgia, carpal tunnel syndrome, inflammatory pain, pain from rheumatoid arthritis, colitis, pain of interstitial cystitis, visceral pain, pain from kidney stone, pain from gallstone, angina, fibromyalgia, chronic pain syndrome, thalamic pain syndrome, pain from stroke, phantom limb pain, sunburn, radiculopathy, complex regional pain syndrome, HIV sensory neuropathy, central neuropathic pain syndromes, multiple sclerosis pain, Parkinson disease pain, spinal cord injury pain, menstrual pain, toothache, pain from bone metastasis, pain from endometriosis, pain from uterine fibroids, nociceptive pain, hyperalgesia, temporomandibular joint pain, inherited erythromelalgia (IEM), and paroxysmal extreme pain disorder (PEPD).

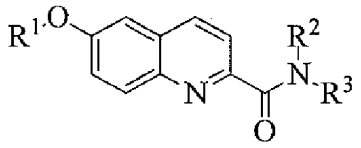
Yet another aspect of the invention relates to a method of selectively blocking voltage-gated sodium channels (e.g., $Na_v1.7$ and $Na_v1.8$ channels). The method is useful for treating, or preventing conditions and disorders related to blocking voltage-gated sodium channels in mammals. More particularly, the method is useful for treating or preventing conditions and disorders related to pain, neuropathy, inflammation, auto-immune disease, fibrosis, chronic kidney disease, and cancer. Accordingly, the compounds and compositions of the invention are useful as a medicament for treating or preventing voltage-gated sodium channel modulated disease.

The compounds, compositions comprising the compounds, methods for making the compounds, and methods for treating or preventing conditions and disorders by administering the compounds are further described herein.

These and other objects of the invention are described in the following paragraphs. These objects should not be deemed to narrow the scope of the invention.

WHAT IS CLAIMED IS:

1. A compound of formula (I):



(I)

or a pharmaceutically acceptable salt, ester, amide, or radiolabelled form thereof, wherein:

R^1 is selected from the group consisting of phenyl and monocyclic 5- or 6-membered heteroaryl, wherein the phenyl or 5- or 6-membered heteroaryl is unsubstituted or substituted with 1, 2, 3, 4, or 5 substituents selected from the group consisting of C_1-C_6-alkyl, C_2-C_6-alkenyl, C_2-C_6-alkynyl, halogen, cyano, $-NO_2$, $-OR^{1a}$, $-OC(O)R^{1a}$, $-OC(O)N(R^b)(R^{3a})$, $-SR^{1a}$, $-S(O)R^{2a}$, $-S(O)_2R^{2a}$, $-S(O)_2N(R^b)(R^{3a})$, $-C(O)R^{1a}$, $-C(O)OR^{1a}$, $-C(O)N(R^b)(R^{3a})$, $-N(R^b)(R^{3a})$, $-N(R^a)C(O)R^{1a}$, $-N(R^a)C(O)O(R^{1a})$, $-N(R^a)C(O)N(R^b)(R^{3a})$, $-(CR^{4a}R^{5a})_m$-NO_2, $-N(R^b)S(O)_2(R^{2a})$, $-(CR^{4a}R^{5a})_m$-OR^{1a}, $-(CR^{4a}R^{5a})_m$-$OC(O)R^{1a}$, $-(CR^{4a}R^{5a})_m$-$OC(O)N(R^b)(R^{3a})$, $-(CR^{4a}R^{5a})_m$-SR^{1a}, $-(CR^{4a}R^{5a})_m$-$S(O)R^{2a}$, $-(CR^{4a}R^{5a})_m$-$S(O)_2R^{2a}$, $-(CR^{4a}R^{5a})_m$-$S(O)_2N(R^b)(R^{3a})$, $-(CR^{4a}R^{5a})_m$-$C(O)R^{1a}$, $-(CR^{4a}R^{5a})_m$-$C(O)OR^{1a}$, $-(CR^{4a}R^{5a})_m$-$C(O)N(R^a)(R^{3a})$, $-(CR^{4a}R^{5a})_m$-$N(R^b)(R^{3a})$, $-(CR^{4a}R^{5a})_m$-$N(R^a)C(O)R^{1a}$, $-(CR^{4a}R^{5a})_m$-$N(R^a)C(O)O(R^{1a})$, $-(CR^{4a}R^{5a})_m$-$N(R^a)C(O)N(R^b)(R^{3a})$, $-(CR^{4a}R^{5a})_m$-$N(R^b)S(O)_2(R^{2a})$, cyano-C_1-C_6-alkyl, and halo-C_1-C_6-alkyl;

R^a and R^b, at each occurrence, are each independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

R^{1a} and R^{3a}, at each occurrence, are each independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

R^{2a}, at each occurrence, is independently C_1-C_6-alkyl or halo-C_1-C_6-alkyl;

R^{4a} and R^{5a}, at each occurrence, are each independently hydrogen, halogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

m, at each occurrence, is independently 1, 2, 3, 4, or 5;

R^2 is selected from the group consisting of hydrogen, C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, and $-G^2$;

R^3 is selected from the group consisting of hydrogen, C_1-C_6-alkyl, C_2-C_6-alkenyl, C_2-C_6-alkynyl, $-(CR^{4b}R^{5b})_n$-NO_2, $-(CR^{4b}R^{5b})_n$-OR^{1b}, $-CH[(CR^{4b}R^{5b})_n$-$OR^{1b}]_2$,

$-(CR^{4b}R^{5b})_n-OC(O)R^{1b}$, $-(CR^{4b}R^{5b})_n-OC(O)N(R^b)(R^{3b})$, $-(CR^{4b}R^{5b})_n-SR^{1b}$, $-(CR^{4b}R^{5b})_n-S(O)_2R^{2b}$, $-(CR^{4b}R^{5b})_n-S(O)_2N(R^b)(R^{3b})$, $-(CR^{4b}R^{5b})_n-C(O)R^{1b}$, $-(CR^{4b}R^{5b})_n-C(O)OR^{1b}$, $-(CR^{4b}R^{5b})_n-C(O)N(R^b)(R^{3b})$, $-(CR^{4b}R^{5b})_n-C(O)N(R^b)(-(CR^{4b}R^{5b})_n-OR^{1b})$, $-(CR^{4b}R^{5b})_n-C(O)N(R^b)(G^4)$, $-(CR^{4b}R^{5b})_n-C(O)N(R^b)(G^3)$, $-(CR^{4b}R^{5b})_n-C(O)G^4$, $-(CR^{4b}R^{5b})_n-N(R^b)(R^{3b})$, $-(CR^{4b}R^{5b})_n-N(R^b)(G^3)$, $-(CR^{4b}R^{5b})_n-N(R^a)C(O)R^{1b}$, $-(CR^{4b}R^{5b})_n-N(R^b)S(O)_2R^{2b}$, $-S(O)_2R^{2b}$, $-(CR^{4b}R^{5b})_n-N(R^a)C(O)O(R^{1b})$, $-(CR^{4b}R^{5b})_n-N(R^a)C(O)N(R^b)(R^{3b})$, $-G^2$, $-(CR^{4b}R^{5b})_n-G^4$, $-G^2-G^6$, $-G^1$, $-(CR^{4b}R^{5b})_n-G^3$, $-CH[C(O)N(R^b)(R^{3b})][-(CR^{4b}R^{5b})_n-G^3]$, cyano-$C_1$-$C_6$-alkyl, and halo-$C_1$-$C_6$-alkyl;

R^{1b} and R^{3b}, at each occurrence, are each independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

R^{2b}, at each occurrence, is independently C_1-C_6-alkyl or halo-C_1-C_6-alkyl;

R^{4b} and R^{5b}, at each occurrence, are each independently hydrogen, halogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

n, at each occurrence, is independently 1, 2, 3, 4, or 5;

G^1 and G^3 are each independently aryl or heteroaryl; wherein G^1 and G^3 are each independently unsubstituted or substituted with 1, 2, 3, 4, or 5 substituents selected from the group consisting of C_1-C_6-alkyl, C_2-C_6-alkenyl, C_2-C_6-alkynyl, cyano, halo-C_1-C_6-alkyl, halogen, nitro, $-N(R^c)_2$, $-N(R^c)C(O)R^c$, $-OR^c$, $-C(O)R^c$, $-C(O)OR^c$, $-C(O)N(R^c)_2$, $-SO_2R^d$, and $-SO_2N(R^c)_2$;

G^2, G^4 and G^6 are each independently 3-6-membered-cycloalkyl, 3-6-membered-cycloalkenyl, or 4-10-membered-heterocycle; wherein G^2, G^4 and G^6 are each independently unsubstituted or substituted with 1, 2, 3, 4, or 5 substituents selected from the group consisting of C_1-C_6-alkyl, C_2-C_6-alkenyl, C_2-C_6-alkynyl, benzyl, cyano, halo-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, halogen, nitro, oxo, $-N(R^c)_2$, $-N(R^c)C(O)R^c$, $-OR^c$, $-C(O)R^c$, $-C(O)OR^c$, $-C(O)N(R^c)_2$, $-SO_2R^d$, $-SO_2N(R^c)_2$, and phenyl, wherein phenyl and the phenyl ring of benzyl are optionally substituted with 1, 2, 3, or 4 C_1-C_6-alkyl, halogen, or C_1-C_6-alkoxy;

R^c at each occurrence, is independently hydrogen, C_1-C_6-alkyl, aryl, aryl-C_1-C_6-alkyl, cycloalkyl, cycloalkyl-C_1-C_6-alkyl, or halo-C_1-C_6-alkyl; wherein said aryl, the aryl of aryl-C_1-C_6-alkyl, the cycloalkyl, and the cycloalkyl of cycloalkyl-C_1-C_6-alkyl are independently unsubstituted or substituted with 1, 2 3, 4, or 5 substituents independently selected from the group consisting of C_1-C_6-alkyl, halo-C_1-C_6-alkyl, and halogen;

R^d is C_1-C_6-alkyl or halo-C_1-C_6-alkyl; or

R^2, R^3 and the nitrogen atom to which they are attached form a 4-8-membered-monocylic heterocycle, 6-11-membered-bicyclic heterocycle, 10-12-membered-tricyclic heterocycle, 7-11-membered-spirocyclic heterocycle or 8-11-membered-bicyclic heteroaryl comprised of a monocyclic heterocycle fused to a monocyclic heteroaryl, wherein said 4-8-membered monocyclic heterocycle, said 6-11-membered-bicyclic heterocycle, said, 10-12-membered-tricyclic heterocycle, said 7-11-membered-spirocyclic heterocycle and said 8-11-membered-bicyclic heteroaryl are unsubstituted or substituted with 1, 2, 3, 4, or 5 substituents selected from the group consisting of C_1-C_6-alkyl, C_2-C_6-alkenyl, C_2-C_6-alkynyl, halogen, cyano, $-NO_2$, $-OR^{1c}$, $-O-(CR^{4c}R^{5c})_p-OR^{1c}$, $-OG^{13}$, $-OC(O)R^{1c}$, $-OC(O)N(R^b)(R^{3c})$, $-SR^{1c}$, $-S(O)R^{2c}$, $-S(O)_2R^{2c}$, $-S(O)_2G^{13}$, $-S(O)_2G^{14}$, $-S(O)_2N(R^b)(R^{3c})$, $-S(O)_2-(CR^{4c}R^{5c})_p-C(O)OR^{1c}$, $-S(O)_2-(CR^{4c}R^{5c})_p-G^{14}$, $-C(O)R^{1c}$, $-C(O)G^{14}$,$-C(O)OR^{1c}$, $-C(O)N(R^b)(R^{3c})$, $-N(R^b)(R^{3c})$, $-N(R^a)C(O)R^{1c}$, $-N(R^a)C(O)G^{14}$, $-N(R^a)C(O)O(R^{1c})$, $-N(R^a)C(O)N(R^b)(R^{3c})$, $-(CR^{4c}R^{5c})_p-NO_2$, $-N(R^b)S(O)_2(R^{2c})$, $-N(R^b)S(O)_2(G^{13})$, $-(CR^{4c}R^{5c})_p-OR^{1c}$, $-(CR^{4c}R^{5c})_p-O-(CR^{4c}R^{5c})_p-OR^{1c}$, $-(CR^{4c}R^{5c})_p-OC(O)R^{1c}$, $-(CR^{4c}R^{5c})_p-OC(O)N(R^b)(R^{3c})$, $-(CR^{4c}R^{5c})_p-SR^{1c}$, $-(CR^{4c}R^{5c})_p-S(O)R^{2c}$, $-(CR^{4c}R^{5c})_p-S(O)_2R^{2c}$, $-(CR^{4c}R^{5c})_p-S(O)_2N(R^b)(R^{3c})$, $-(CR^{4c}R^{5c})_p-C(O)R^{1c}$, $-(CR^{4c}R^{5c})_p-C(O)OR^{1c}$, $-(CR^{4c}R^{5c})_p-C(O)N(R^a)(R^{3c})$, $-(CR^{4c}R^{5c})_p-N(R^b)(R^{3c})$, $-(CR^{4c}R^{5c})_p-N(R^a)C(O)R^{1c}$, $-(CR^{4c}R^{5c})_p-N(R^a)C(O)O(R^{1c})$, $-(CR^{4c}R^{5c})_p-N(R^a)C(O)O(CH_2G^{13})$, $-(CR^{4c}R^{5c})_p-N(R^a)C(O)N(R^b)(R^{3c})$, $-(CR^{4c}R^{5c})_p-N(R^b)S(O)_2(R^{2c})$, $-G^{11}$, $-(CR^{4c}R^{5c})_p-G^{13}$, $-(CR^{4c}R^{5c})_p-OG^{13}$, $-G^{12}$, $-(CR^{4c}R^{5c})_p-G^{14}$, cyano-$C_1$-$C_6$-alkyl, oxo, C^1-C^6-alkoxyimino and halo-C_1-C_6-alkyl;

R^{1c} and R^{3c}, at each occurrence, are each independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

R^{2c}, at each occurrence, is independently C_1-C_6-alkyl or halo-C_1-C_6-alkyl;

R^{4c} and R^{5c}, at each occurrence, are each independently hydrogen, halogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

p, at each occurrence, is independently 1, 2, 3, 4, or 5;

G^{11} and G^{13} are each independently phenyl or 5-6-memberd-heteroaryl; wherein G^{11} and G^{13} are each independently unsubstituted or substituted with 1, 2, 3, 4, or 5 substituents selected from the group consisting of C_1-C_6-alkyl, C_2-C_6-alkenyl, C_2-C_6-alkynyl, cyano, C_1-C_6-alkoxy-C_1-C_6-alkyl, halo-C_1-C_6-alkyl, halogen, nitro, $-N(R^e)_2$, $-N(R^e)C(O)R^e$, $-OR^e$, $-C(O)R^e$, $-C(O)OR^e$, $-C(O)N(R^e)_2$, $-SO_2R^f$, and-$SO_2N(R^e)_2$;

G^{12}, and G^{14} are each independently 3-6-membered-cycloalkyl, 3-6-membered-cycloalkenyl, or 4-10-membered-heterocycle, wherein G^{12} and G^{14} are each independently

unsubstituted or substituted with 1, 2, 3, 4, or 5 substituents selected from the group consisting of C_1-C_6-alkyl, C_2-C_6-alkenyl, C_2-C_6-alkynyl, benzyl, cyano, halo-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, halogen, nitro, oxo, $-N(R^e)_2$, $-N(R^e)C(O)R^e$, $-N(R^e)S(O)_2R^f$, $-OR^e$, $-C(O)R^e$, $-C(O)OR^e$, $-C(O)N(R^e)_2$, $-SO_2R^f$, $-SO_2N(R^e)_2$, and phenyl, wherein phenyl and the phenyl ring of benzyl are optionally substituted with C_1-C_6-alkyl, halogen, or C_1-C_6-alkoxy;

R^e at each occurrence, is independently hydrogen, C_1-C_6-alkyl, aryl, aryl-C_1-C_6-alkyl, cycloalkyl, cycloalkyl-C_1-C_6-alkyl, or halo-C_1-C_6-alkyl; wherein said aryl, the aryl of aryl-C_1-C_6-alkyl, the cycloalkyl, and the cycloalkyl of cycloalkyl-C_1-C_6-alkyl are independently unsubstituted or substituted with 1, 2 3, 4, or 5 substituents independently selected from the group consisting of C_1-C_6-alkyl, halo-C_1-C_6-alkyl, and halogen; and

R^f is C_1-C_6-alkyl or halo-C_1-C_6-alkyl,

wherein, when R_1 is phenyl, the phenyl is unsubstituted or substituted with 1, 2, 3, or 4 substituents selected from the group consisting of C_1-C_6-alkyl, halogen, cyano, $-OR_{1a}$, $-S(O)_2R_{2a}$, $-S(O)_2N(R_b)(R_{3a})$, $-C(O)R_{1a}$, $-(CR_{4a}R_{5a})_m-OR_{1a}$, and halo-$C_1$-$C_6$-alkyl; R_{4a} and R_{5a}, at each occurrence, are each independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl; and m, at each occurrence, is independently 1, 2, or 3.

2. The compound of claim 1, wherein,

R_1 is phenyl;

R^2 is selected from the group consisting of hydrogen, C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, and $-G^2$;

R^3 is selected from the group consisting of hydrogen, C_1-C_6-alkyl, C_2-C_6-alkenyl, C_2-C_6-alkynyl, $-(CR^{4b}R^{5b})_n-OR^{1b}$, $-CH[(CR^{4b}R^{5b})_n-OR^{1b}]_2$, $-(CR^{4b}R^{5b})_n-SR^{1b}$, $-(CR^{4b}R^{5b})_n-S(O)_2R^{2b}$, $-(CR^{4b}R^{5b})_n-S(O)_2N(R^b)(R^{3b})$, $-(CR^{4b}R^{5b})_n-C(O)R^{1b}$, $-(CR^{4b}R^{5b})_n-C(O)OR^{1b}$, $-(CR^{4b}R^{5b})_n-C(O)N(R^b)(R^{3b})$, $-(CR^{4b}R^{5b})_n-C(O)N(R^b)(-(CR^{4b}R^{5b})_n-OR^{1b})$, $-(CR^{4b}R^{5b})_n-C(O)N(R^b)(G^4)$, $-(CR^{4b}R^{5b})_n-C(O)N(R^b)(G^3)$, $-(CR^{4b}R^{5b})_n-C(O)G^4$, $-(CR^{4b}R^{5b})_n-N(R^b)(R^{3b})$, $-(CR^{4b}R^{5b})_n-N(R^b)(G^3)$, $-(CR^{4b}R^{5b})_n-N(R^a)C(O)R^{1b}$, $-(CR^{4b}R^{5b})_n-N(R^b)S(O)_2R^{2b}$, $-S(O)_2R^{2b}$, $-(CR^{4b}R^{5b})_n-N(R^a)C(O)O(R^{1b})$, $-(CR^{4b}R^{5b})_n-N(R^a)C(O)N(R^b)(R^{3b})$, $-G^2$, $-(CR^{4b}R^{5b})_n-G^4$, $-G^2-G^6$, $-G^1$, $-(CR^{4b}R^{5b})_n-G^3$, $-CH[C(O)N(R^b)(R^{3b})][-(CR^{4b}R^{5b})_n-G^3]$, cyano-$C_1$-$C_6$-alkyl, and halo-$C_1$-$C_6$-alkyl;

R^a and R^b, at each occurrence, are each independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

R^b, at each occurrence, is independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

R^{1b} and R^{3b}, at each occurrence, are each independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

R^{2b}, at each occurrence, is independently C_1-C_6-alkyl or halo-C_1-C_6-alkyl;

R^{4b} and R^{5b}, at each occurrence, are each independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

n, at each occurrence, is independently 1, 2, 3, 4, or 5;

G^1 and G^3 are each independently aryl or heteroaryl; wherein G^1 and G^3 are each independently unsubstituted or substituted with 1, 2, 3, 4, or 5 substituents selected from the group consisting of C_1-C_6-alkyl, C_2-C_6-alkenyl, C_2-C_6-alkynyl, cyano, halo-C_1-C_6-alkyl, halogen, nitro, $-N(R^c)_2$, $-N(R^c)C(O)R^c$, $-OR^c$, $-C(O)R^c$, $-C(O)OR^c$, $-C(O)N(R^c)_2$, $-SO_2R^d$, and $-SO_2N(R^c)_2$;

G^2, G^4 and G^6 are each independently 3-6-membered-cycloalkyl or 4-10-membered-heterocycle; wherein G^2, G^4 and G^6 are each independently unsubstituted or substituted with 1, 2, 3, 4, or 5 substituents selected from the group consisting of C_1-C_6-alkyl, C_2-C_6-alkenyl, C_2-C_6-alkynyl, benzyl, cyano, halo-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, halogen, oxo, $-N(R^c)_2$, $-N(R^c)C(O)R^c$, $-OR^c$, $-C(O)R^c$, $-C(O)OR^c$, $-C(O)N(R^c)_2$, $-SO_2R^d$, $-SO_2N(R^c)_2$, and phenyl, wherein phenyl and the phenyl ring of benzyl are optionally substituted with 1, 2, 3, or 4 C_1-C_6-alkyl, halogen, or C_1-C_6-alkoxy;

R^c at each occurrence, is independently hydrogen, C_1-C_6-alkyl, aryl, or halo-C_1-C_6-alkyl; wherein said aryl is independently unsubstituted or substituted with 1, 2 3, 4, or 5 substituents independently selected from the group consisting of C_1-C_6-alkyl, halo-C_1-C_6-alkyl, and halogen; and

R^d is C_1-C_6-alkyl or halo-C_1-C_6-alkyl.

3. The compound of claim 2, wherein,

R^2 is selected from the group consisting of hydrogen and C_1-C_6-alkyl;

R^3 is selected from the group consisting of hydrogen, C_1-C_6-alkyl, C_2-C_6-alkenyl, $-(CR^{4b}R^{5b})_n$-OR^{1b}, $-CH[(CR^{4b}R^{5b})_n$-$OR^{1b}]_2$, $-(CR^{4b}R^{5b})_n$-SR^{1b}, $-(CR^{4b}R^{5b})_n$-$S(O)_2R^{2b}$, $-(CR^{4b}R^{5b})_n$-$S(O)_2N(R^b)(R^{3b})$, $-(CR^{4b}R^{5b})_n$-$C(O)R^{1b}$, $-(CR^{4b}R^{5b})_n$-$C(O)OR^{1b}$, $-(CR^{4b}R^{5b})_n$-$C(O)N(R^b)(R^{3b})$, $-(CR^{4b}R^{5b})_n$-$N(R^b)(R^{3b})$, $-S(O)_2R^{2b}$, and halo-C_1-C_6-alkyl;

R^b, at each occurrence, is independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

R^{1b} and R^{3b}, at each occurrence, are each independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

R^{2b}, at each occurrence, is independently C_1-C_6-alkyl or halo-C_1-C_6-alkyl;

R^{4b} and R^{5b}, at each occurrence, are each independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl; and

n, at each occurrence, is independently 1, 2, 3, or 4.

4. The compound of claim 2, wherein,

R^2 is selected from the group consisting of hydrogen and C_1-C_6-alkyl;

R^3 is selected from the group consisting of $-G^1$ and $-(CR^{4b}R^{5b})_n$-G^3;

R^{4b} and R^{5b}, at each occurrence, are each independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

n, at each occurrence, is independently 1, 2, 3, 4, or 5;

G^1 and G^3 are each independently aryl or heteroaryl; wherein G^1 and G^3 are each independently unsubstituted or substituted with 1, 2, 3, 4, or 5 substituents selected from the group consisting of C_1-C_6-alkyl, C_2-C_6-alkenyl, halo-C_1-C_6-alkyl, halogen, and $-OR^c$; and

R^c at each occurrence, is independently C_1-C_6-alkyl, aryl, or halo-C_1-C_6-alkyl; wherein said aryl is independently unsubstituted or substituted with 1, 2 3, 4, or 5 substituents independently selected from the group consisting of C_1-C_6-alkyl, halo-C_1-C_6-alkyl, and halogen.

5. The compound of claim 2, wherein,

R^2 is selected from the group consisting of hydrogen and C_1-C_6-alkyl;

R^3 is selected from the group consisting of $-G^2$ and $-(CR^{4b}R^{5b})_n$-G^4;

R^{4b} and R^{5b}, at each occurrence, are each independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

n is 1, 2, 3, 4, or 5;

G^2 and G^4 are each independently 3-6-membered-cycloalkyl or 4-10-membered-heterocycle; wherein G^2 and G^4 are each independently unsubstituted or substituted with 1, 2, 3, 4, or 5 substituents selected from the group consisting of C_1-C_6-alkyl, C_2-C_6-alkenyl, benzyl, cyano, halo-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, halogen, oxo, $-OR^c$, and phenyl, wherein phenyl and the phenyl ring of benzyl are optionally substituted with 1, 2, 3, or 4 C_1-C_6-alkyl, halogen, or C_1-C_6-alkoxy; and

R^c at each occurrence, is independently hydrogen, C_1-C_6-alkyl or halo-C_1-C_6-alkyl.

6. The compound of claim 1, wherein

R_1 is phenyl;

R^2, R^3 and the nitrogen atom to which they are attached form a 4-8-membered-monocylic heterocycle, 6-11-membered-bicyclic heterocycle, 10-12-membered-tricyclic heterocycle, 7-11-membered-spirocyclic heterocycle or 8-11-membered-bicyclic heteroaryl comprised of a 5-7-membered-monocyclic heterocycle fused to a 5-6-membered-monocyclic heteroaryl, wherein said 4-8-membered monocyclic heterocycle, said 6-11-membered-bicyclic heterocycle, said, 10-12-membered-tricyclic heterocycle, said 7-11-membered-spirocyclic heterocycle and said 8-11-membered-bicyclic heteroaryl are unsubstituted or substituted with 1, 2, 3, 4, or 5 substituents selected from the group consisting of C_1-C_6-alkyl, C_2-C_6-alkenyl, C_2-C_6-alkynyl, halogen, cyano, $-OR^{1c}$, $-O-(CR^{4c}R^{5c})_p-OR^{1c}$, $-OG^{13}$, $-SR^{1c}$, $-S(O)R^{2c}$, $-S(O)_2R^{2c}$, $-S(O)_2G^{13}$, $-S(O)_2G^{14}$, $-S(O)_2N(R^b)(R^{3c})$, $-S(O)_2-(CR^{4c}R^{5c})_p-C(O)OR^{1c}$, $-S(O)_2-(CR^{4c}R^{5c})_p-G^{14}$, $-C(O)R^{1c}$, $-C(O)G^{14}$, $-C(O)OR^{1c}$, $-C(O)N(R^b)(R^{3c})$, $-N(R^b)(R^{3c})$, $-N(R^a)C(O)R^{1c}$, $-N(R^a)C(O)G^{14}$, $-N(R^a)C(O)O(R^{1c})$, $-N(R^a)C(O)N(R^b)(R^{3c})$, $-N(R^b)S(O)_2(R^{2c})$, $-N(R^b)S(O)_2(G^{13})$, $-(CR^{4c}R^{5c})_p-OR^{1c}$, $-(CR^{4c}R^{5c})_p-O-(CR^{4c}R^{5c})_p-OR^{1c}$, $-(CR^{4c}R^{5c})_p-SR^{1c}$, $-(CR^{4c}R^{5c})_p-S(O)R^{2c}$, $-(CR^{4c}R^{5c})_p-S(O)_2R^{2c}$, $-(CR^{4c}R^{5c})_p-S(O)_2N(R^b)(R^{3c})$, $-(CR^{4c}R^{5c})_p-C(O)R^{1c}$, $-(CR^{4c}R^{5c})_p-C(O)OR^{1c}$, $-(CR^{4c}R^{5c})_p-C(O)N(R^a)(R^{3c})$, $-(CR^{4c}R^{5c})_p-N(R^b)(R^{3c})$, $-(CR^{4c}R^{5c})_p-N(R^a)C(O)R^{1c}$, $-(CR^{4c}R^{5c})_p-N(R^a)C(O)O(R^{1c})$, $-(CR^{4c}R^{5c})_p-N(R^a)C(O)O(CH_2G^{13})$, $-(CR^{4c}R^{5c})_p-N(R^a)C(O)N(R^b)(R^{3c})$, $-(CR^{4c}R^{5c})_p-N(R^b)S(O)_2(R^{2c})$, $-G^{11}$, $-(CR^{4c}R^{5c})_p-G^{13}$, $-(CR^{4c}R^{5c})_p-OG^{13}$, $-G^{12}$, $-(CR^{4c}R^{5c})_p-G^{14}$, cyano-$C_1$-$C_6$-alkyl, oxo, C^1-C^6-alkoxyimino and halo-C_1-C_6-alkyl;

R^a and R^b, at each occurrence, are each independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

R^{1c} and R^{3c}, at each occurrence, are each independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

R^{2c}, at each occurrence, is independently C_1-C_6-alkyl or halo-C_1-C_6-alkyl;

R^{4c} and R^{5c}, at each occurrence, are each independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

p, at each occurrence, is independently 1, 2, 3, 4, or 5;

G^{11} and G^{13} are each independently phenyl or 5-6-memberd-heteroaryl; wherein G^{11} and G^{13} are each independently unsubstituted or substituted with 1, 2, 3, 4, or 5 substituents selected from the group consisting of C_1-C_6-alkyl, C_2-C_6-alkenyl, C_2-C_6-alkynyl, cyano, C_1-C_6-alkoxy-C_1-C_6-alkyl, halo-C_1-C_6-alkyl, halogen, $-N(R^e)C(O)R^e$, and $-OR^e$;

G^{12}, and G^{14} are each independently 3-6-membered-cycloalkyl, 3-6-membered-cycloalkenyl, or 4-10-membered-heterocycle, wherein G^{12} and G^{14} are each independently unsubstituted or substituted with 1, 2, 3, 4, or 5 substituents selected from the group consisting of C_1-C_6-alkyl, C_2-C_6-alkenyl, C_2-C_6-alkynyl, benzyl, cyano, halo-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, halogen, oxo, $-N(R^e)C(O)R^e$, $-N(R^e)S(O)_2R^f$, $-OR^e$, $-C(O)R^e$, $-C(O)OR^e$, $-C(O)N(R^e)_2$, -

SO_2R^f, $-SO_2N(R^e)_2$, and phenyl, wherein phenyl and the phenyl ring of benzyl are optionally substituted with C_1-C_6-alkyl, halogen, or C_1-C_6-alkoxy;

R^e at each occurrence, is independently hydrogen, C_1-C_6-alkyl, aryl or halo-C_1-C_6-alkyl; wherein said aryl, is independently unsubstituted or substituted with 1, 2 3, 4, or 5 substituents independently selected from the group consisting of C_1-C_6-alkyl, halo-C_1-C_6-alkyl, and halogen; and

R^f is C_1-C_6-alkyl or halo-C_1-C_6-alkyl.

7. The compound of claim 6, wherein

R^2, R^3 and the nitrogen atom to which they are attached form a 4-8-membered monocyclic heterocycle, wherein said 4-8-membered monocyclic heterocycle is unsubstituted or substituted with 1, 2, 3, 4, or 5 substituents selected from the group consisting of C_1-C_6-alkyl, halogen, cyano, $-OR^{1c}$, $-S(O)_2R^{2c}$, $-S(O)_2N(R^b)(R^{3c})$, $-C(O)R^{1c}$, $-C(O)N(R^b)(R^{3c})$, $-N(R^b)(R^{3c})$, $-N(R^a)C(O)R^{1c}$, $-(CR^{4c}R^{5c})_p$-OR^{1c}, $-(CR^{4c}R^{5c})_p$-$S(O)_2R^{2c}$, $-(CR^{4c}R^{5c})_p$-$N(R^b)(R^{3c})$, $-G^{12}$, $-(CR^{4c}R^{5c})_p$-G^{14}, oxo, and halo-C_1-C_6-alkyl;

R^a and R^b, at each occurrence, are each independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

R^{1c} and R^{3c}, at each occurrence, are each independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

R^{2c}, at each occurrence, is independently C_1-C_6-alkyl or halo-C_1-C_6-alkyl;

R^{4c} and R^{5c}, at each occurrence, are each independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

p, at each occurrence, is independently 1, 2, 3, 4, or 5; and

G^{12} and G^{14} are each independently 3-6-membered-cycloalkyl, 3-6-membered-cycloalkenyl, or 4-10-membered-heterocycle, wherein G^{12} and G^{14} are each independently unsubstituted or substituted with 1, 2, 3, 4, or 5 substituents selected from the group consisting of C_1-C_6-alkyl, cyano, halo-C_1-C_6-alkyl, halogen, and oxo.

8. The compound of claim 7, wherein,

R^1 is selected from the group consisting of 4-cyanophenyl and 4-acetylphenyl;

R^2, R^3 and the nitrogen atom to which they are attached form an azetidine, pyrrolidine or piperazine, wherein said azetidine, pyrrolidine or piperazine is unsubstituted or substituted with 1, 2, or 3 substituents selected from the group consisting of C_1-C_6-alkyl, halogen, $-OR^{1c}$, $-(CR^{4c}R^{5c})_p$-OR^{1c}, $-G^{12}$, and halo-C_1-C_6-alkyl;

R^{1c}, at each occurrence, is each independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

R^{4c} and R^{5c}, at each occurrence, are each independently hydrogen or C_1-C_6-alkyl;

p, at each occurrence, is independently 1, 2, or 3; and

G^{12}, at each occurrence, is each independently 5-6-membered-heterocycle, wherein G^{12} is each independently unsubstituted or substituted with 1 or 2 substituents selected from the group consisting of C_1-C_6-alkyl, halogen, or oxo.

9. The compound of claim 6, wherein

R^2, R^3 and the nitrogen atom to which they are attached form a 6-11-membered-bicyclic heterocycle, 10-12-membered-tricyclic heterocycle, or 7-11-membered-spirocyclic heterocycle, wherein said 6-11-membered-bicyclic heterocycle, said, 10-12-membered-tricyclic heterocycle, and said 7-11-membered-spirocyclic heterocycle are unsubstituted or substituted with 1, 2, 3, 4, or 5 substituents selected from the group consisting of C_1-C_6-alkyl, halogen, cyano, -OR^{1c}, -$S(O)_2R^{2c}$, -$S(O)_2G^{13}$, -$S(O)_2G^{14}$, -$S(O)_2N(R^b)(R^{3c})$, -$S(O)_2$-$(CR^{4c}R^{5c})_p$-$C(O)OR^{1c}$, -$S(O)_2$-$(CR^{4c}R^{5c})_p$-G^{14}, -$C(O)R^{1c}$, -$C(O)G^{14}$,-$C(O)OR^{1c}$, -$C(O)N(R^b)(R^{3c})$, -$N(R^b)(R^{3c})$, -$N(R^a)C(O)R^{1c}$, -$N(R^a)C(O)G^{14}$, -$N(R^b)S(O)_2(R^{2c})$, -$N(R^b)S(O)_2(G^{13})$, -$(CR^{4c}R^{5c})_p$-OR^{1c}, -$(CR^{4c}R^{5c})_p$-O-$(CR^{4c}R^{5c})_p$-OR^{1c}, -$(CR^{4c}R^{5c})_p$-$S(O)_2R^{2c}$, -$(CR^{4c}R^{5c})_p$-$N(R^b)(R^{3c})$, -$(CR^{4c}R^{5c})_p$-$N(R^a)C(O)O(CH_2G^{13})$, -G^{11}, -$(CR^{4c}R^{5c})_p$-G^{13}, -$(CR^{4c}R^{5c})_p$-OG^{13}, -G^{12}, -$(CR^{4c}R^{5c})_p$-G^{14}, cyano-C_1-C_6-alkyl, oxo, C^1-C^6-alkoxyimino and halo-C_1-C_6-alkyl;

R^a and R^b, at each occurrence, are each independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

R^{1c} and R^{3c}, at each occurrence, are each independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

R^{2c}, at each occurrence, is independently C_1-C_6-alkyl or halo-C_1-C_6-alkyl;

R^{4c} and R^{5c}, at each occurrence, are each independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

p, at each occurrence, is independently 1, 2, 3, 4, or 5;

G^{11} and G^{13} are each independently phenyl or 5-6-membered-heteroaryl; wherein G^{11} and G^{13} are each independently unsubstituted or substituted with 1, 2, 3, 4, or 5 substituents selected from the group consisting of C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, halo-C_1-C_6-alkyl, halogen, -$N(R^e)C(O)R^e$, and -OR^e;

G^{12}, and G^{14} are each independently 3-6-membered-cycloalkyl or 4-10-membered-heterocycle, wherein G^{12} and G^{14} are each independently unsubstituted or

substituted with 1, 2, 3, 4, or 5 substituents selected from the group consisting of C_1-C_6-alkyl, halo-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, halogen, oxo, -$N(R^e)S(O)_2R^e$, and -OR^e; and

R^e at each occurrence, is independently hydrogen, C_1-C_6-alkyl, aryl or halo-C_1-C_6-alkyl; wherein said aryl, is independently unsubstituted or substituted with 1, 2 3, 4, or 5 substituents independently selected from the group consisting of C_1-C_6-alkyl, halo-C_1-C_6-alkyl, and halogen.

10. The compound of claim 6, wherein

R^2, R^3 and the nitrogen atom to which they are attached form a 8-11-membered-bicyclic heteroaryl comprised of a 5-7-membered-monocyclic heterocycle fused to a 5-6-membered-monocyclic heteroaryl, wherein said 8-11-membered-bicyclic heteroaryl is unsubstituted or substituted with 1, 2, 3, 4, or 5 substituents selected from the group consisting of C_1-C_6-alkyl, halogen, cyano, -OR^{1c}, -$S(O)_2R^{2c}$, -$S(O)_2G^{13}$, -$S(O)_2G^{14}$, -$S(O)_2N(R^b)(R^{3c})$, -$S(O)_2$-$(CR^{4c}R^{5c})_p$-$C(O)OR^{1c}$, -$S(O)_2$-$(CR^{4c}R^{5c})_p$-G^{14}, -$C(O)R^{1c}$, -$C(O)G^{14}$,-$C(O)OR^{1c}$, -$C(O)N(R^b)(R^{3c})$, -$N(R^b)(R^{3c})$, -$N(R^a)C(O)R^{1c}$, -$N(R^a)C(O)G^{14}$, -$N(R^b)S(O)_2(R^{2c})$, -$N(R^b)S(O)_2(G^{13})$, -$(CR^{4c}R^{5c})_p$-OR^{1c}, -$(CR^{4c}R^{5c})_p$-O-$(CR^{4c}R^{5c})_p$-OR^{1c}, -$(CR^{4c}R^{5c})_p$-$S(O)_2R^{2c}$, -$(CR^{4c}R^{5c})_p$-$N(R^b)(R^{3c})$, -$(CR^{4c}R^{5c})_p$-$N(R^a)C(O)O(CH_2G^{13})$, -G^{11}, -$(CR^{4c}R^{5c})_p$-G^{13}, -$(CR^{4c}R^{5c})_p$-OG^{13}, -G^{12}, -$(CR^{4c}R^{5c})_p$-G^{14}, cyano-C_1-C_6-alkyl, oxo, C^1-C^6-alkoxyimino and halo-C_1-C_6-alkyl;

R^a and R^b, at each occurrence, are each independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

R^{1c} and R^{3c}, at each occurrence, are each independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

R^{2c}, at each occurrence, is independently C_1-C_6-alkyl or halo-C_1-C_6-alkyl;

R^{4c} and R^{5c}, at each occurrence, are each independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

p, at each occurrence, is independently 1, 2, 3, 4, or 5;

G^{11} and G^{13} are each independently phenyl or 5-6-memberd-heteroaryl; wherein G^{11} and G^{13} are each independently unsubstituted or substituted with 1, 2, 3, 4, or 5 substituents selected from the group consisting of C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, halo-C_1-C_6-alkyl, halogen, -$N(R^e)C(O)R^e$, and -OR^e;

G^{12}, and G^{14} are each independently 3-6-membered-cycloalkyl or 4-10-membered-heterocycle, wherein G^{12} and G^{14} are each independently unsubstituted or substituted with 1, 2, 3, 4, or 5 substituents selected from the group consisting of C_1-C_6-alkyl, halo-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, halogen, oxo, -$N(R^e)S(O)_2R^f$, and -OR^e;

R^e at each occurrence, is independently hydrogen, C_1-C_6-alkyl, aryl or halo-C_1-C_6-alkyl; wherein said aryl, is independently unsubstituted or substituted with 1, 2 3, 4, or 5 substituents independently selected from the group consisting of C_1-C_6-alkyl, halo-C_1-C_6-alkyl, and halogen; and

R^f is C_1-C_6-alkyl or halo-C_1-C_6-alkyl.

11. The compound of claim 1, wherein,

R^1 is 5- or 6-membered heteroaryl, wherein the 5- or 6-membered heteroaryl is unsubstituted or substituted with 1, 2, 3, or 4 substituents selected from the group consisting of C_1-C_6-alkyl, halogen, cyano, $-OR^{1a}$, $-S(O)_2R^{2a}$, $-S(O)_2N(R^b)(R^{3a})$, $-C(O)R^{1a}$, $-(CR^{4a}R^{5a})_m-OR^{1a}$, and halo-$C_1$-$C_6$-alkyl;

R^b, at each occurrence, is independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

R^{1a} and R^{3a}, at each occurrence, are each independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

R^{2a}, at each occurrence, is independently C_1-C_6-alkyl or halo-C_1-C_6-alkyl;

R^{4a} and R^{5a}, at each occurrence, are each independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl; and

m, at each occurrence, is independently 1, 2, or 3.

12. The compound of claim 11, wherein,

R^2 is selected from the group consisting of hydrogen, C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, and $-G^2$;

R^3 is selected from the group consisting of hydrogen, C_1-C_6-alkyl, C_2-C_6-alkenyl, C_2-C_6-alkynyl, $-(CR^{4b}R^{5b})_n-OR^{1b}$, $-CH[(CR^{4b}R^{5b})_n-OR^{1b}]_2$, $-(CR^{4b}R^{5b})_n-SR^{1b}$, $-(CR^{4b}R^{5b})_n-S(O)_2R^{2b}$, $-(CR^{4b}R^{5b})_n-S(O)_2N(R^b)(R^{3b})$, $-(CR^{4b}R^{5b})_n-C(O)R^{1b}$, $-(CR^{4b}R^{5b})_n-C(O)OR^{1b}$, $-(CR^{4b}R^{5b})_n-C(O)N(R^b)(R^{3b})$, $-(CR^{4b}R^{5b})_n-C(O)N(R^b)(-(CR^{4b}R^{5b})_n-OR^{1b})$, $-(CR^{4b}R^{5b})_n-C(O)N(R^b)(G^4)$, $-(CR^{4b}R^{5b})_n-C(O)N(R^b)(G^3)$, $-(CR^{4b}R^{5b})_n-C(O)G^4$, $-(CR^{4b}R^{5b})_n-N(R^b)(R^{3b})$, $-(CR^{4b}R^{5b})_n-N(R^b)(G^3)$, $-(CR^{4b}R^{5b})_n-N(R^a)C(O)R^{1b}$, $-(CR^{4b}R^{5b})_n-N(R^b)S(O)_2R^{2b}$, $-S(O)_2R^{2b}$, $-(CR^{4b}R^{5b})_n-N(R^a)C(O)O(R^{1b})$, $-(CR^{4b}R^{5b})_n-N(R^a)C(O)N(R^b)(R^{3b})$, $-G^2$, $-(CR^{4b}R^{5b})_n-G^4$, $-G^2-G^6$, $-G^1$, $-(CR^{4b}R^{5b})_n-G^3$, $-CH[C(O)N(R^b)(R^{3b})][-(CR^{4b}R^{5b})_n-G^3]$, cyano-$C_1$-$C_6$-alkyl, and halo-$C_1$-$C_6$-alkyl;

R^a and R^b, at each occurrence, are each independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

R^{1b} and R^{3b}, at each occurrence, are each independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

R^{2b}, at each occurrence, is independently C_1-C_6-alkyl or halo-C_1-C_6-alkyl;

R^{4b} and R^{5b}, at each occurrence, are each independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

n, at each occurrence, is independently 1, 2, 3, 4, or 5;

G^1 and G^3 are each independently aryl or heteroaryl; wherein G^1 and G^3 are each independently unsubstituted or substituted with 1, 2, 3, 4, or 5 substituents selected from the group consisting of C_1-C_6-alkyl, C_2-C_6-alkenyl, C_2-C_6-alkynyl, cyano, halo-C_1-C_6-alkyl, halogen, nitro, $-N(R^c)_2$, $-N(R^c)C(O)R^c$, $-OR^c$, $-C(O)R^c$, $-C(O)OR^c$, $-C(O)N(R^c)_2$, $-SO_2R^d$, and $-SO_2N(R^c)_2$;

G^2, G^4 and G^6 are each independently 3-6-membered-cycloalkyl or 4-10-membered-heterocycle; wherein G^2, G^4 and G^6 are each independently unsubstituted or substituted with 1, 2, 3, 4, or 5 substituents selected from the group consisting of C_1-C_6-alkyl, C_2-C_6-alkenyl, C_2-C_6-alkynyl, benzyl, cyano, halo-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, halogen, oxo, $-N(R^c)_2$, $-N(R^c)C(O)R^c$, $-OR^c$, $-C(O)R^c$, $-C(O)OR^c$, $-C(O)N(R^c)_2$, $-SO_2R^d$, $-SO_2N(R^c)_2$, and phenyl, wherein phenyl and the phenyl ring of benzyl are optionally substituted with 1, 2, 3, or 4 C_1-C_6-alkyl, halogen, or C_1-C_6-alkoxy;

R^c at each occurrence, is independently hydrogen, C_1-C_6-alkyl, aryl, or halo-C_1-C_6-alkyl; wherein said aryl is independently unsubstituted or substituted with 1, 2 3, 4, or 5 substituents independently selected from the group consisting of C_1-C_6-alkyl, halo-C_1-C_6-alkyl, and halogen; and

R^d is C_1-C_6-alkyl or halo-C_1-C_6-alkyl.

13. The compound of claim 12, wherein,

R^2 is selected from the group consisting of hydrogen, C_1-C_6-alkyl, and C_1-C_6-alkoxy-C_1-C_6-alkyl;

R^3 is selected from the group consisting of hydrogen, C_1-C_6-alkyl, C_2-C_6-alkenyl, C_2-C_6-alkynyl, $-(CR^{4b}R^{5b})_n-OR^{1b}$, $-CH[(CR^{4b}R^{5b})_n-OR^{1b}]_2$, $-(CR^{4b}R^{5b})_n-SR^{1b}$, $-(CR^{4b}R^{5b})_n-S(O)_2R^{2b}$, $-(CR^{4b}R^{5b})_n-S(O)_2N(R^b)(R^{3b})$, $-(CR^{4b}R^{5b})_n-C(O)R^{1b}$, $-(CR^{4b}R^{5b})_n-C(O)OR^{1b}$, $-(CR^{4b}R^{5b})_n-C(O)N(R^b)(R^{3b})$, $-(CR^{4b}R^{5b})_n-C(O)N(R^b)(-(CR^{4b}R^{5b})_n-OR^{1b})$, $-(CR^{4b}R^{5b})_n-N(R^b)(R^{3b})$, $-(CR^{4b}R^{5b})_n-N(R^a)C(O)R^{1b}$, $-(CR^{4b}R^{5b})_n-N(R^b)S(O)_2R^{2b}$, $-S(O)_2R^{2b}$, $-(CR^{4b}R^{5b})_n-N(R^a)C(O)O(R^{1b})$, $-(CR^{4b}R^{5b})_n-N(R^a)C(O)N(R^b)(R^{3b})$, cyano-$C_1$-$C_6$-alkyl, and halo-$C_1$-$C_6$-alkyl;

R^a and R^b, at each occurrence, are each independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

R^{1b} and R^{3b}, at each occurrence, are each independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

R^{2b}, at each occurrence, is independently C_1-C_6-alkyl or halo-C_1-C_6-alkyl;

R^{4b} and R^{5b}, at each occurrence, are each independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl; and

n, at each occurrence, is independently 1, 2, 3, 4, or 5.

14. The compound of claim 13, wherein,

R^1 is selected from the group consisting of 5-(trifluoromethyl)pyridin-2-yl, 5-(difluoromethyl)pyridin-2-yl, and 6-(trifluoromethyl)pyridin-3-yl;

R^2 is hydrogen;

R^3 is selected from the group consisting of $-(CR^{4b}R^{5b})_n-OR^{1b}$, $-(CR^{4b}R^{5b})_n-C(O)N(R^b)(R^{3b})$, and halo-$C_1$-$C_6$-alkyl;

R^b is hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

R^{1b} and R^{3b}, at each occurrence, are each independently hydrogen or C_1-C_6-alkyl;

R^{4b} and R^{5b}, at each occurrence, are each independently hydrogen or C_1-C_6-alkyl; and

n, at each occurrence, is independently 1, 2, 3 or 4.

15. The compound of claim 12, wherein,

R^2 is selected from the group consisting of hydrogen and C_1-C_6-alkyl;

R^3 is selected from the group consisting of $-(CR^{4b}R^{5b})_n-C(O)N(R^b)(G^3)$, $-(CR^{4b}R^{5b})_n-N(R^b)(G^3)$, $-G^1$, $-(CR^{4b}R^{5b})_n-G^3$, and $-CH[C(O)N(R^b)(R^{3b})][-(CR^{4b}R^{5b})_n-G^3]$;

R^b is hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

R^{3b} is hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

R^{4b} and R^{5b}, at each occurrence, are each independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

n, at each occurrence, is independently 1, 2, 3, 4, or 5;

G^1 and G^3 are each independently aryl or heteroaryl; wherein G^1 and G^3 are each independently unsubstituted or substituted with 1, 2, 3, 4, or 5 substituents selected from the group consisting of C_1-C_6-alkyl and $-OR^c$; and

R^c at each occurrence, is independently hydrogen or C_1-C_6-alkyl.

16. The compound of claim 12, wherein,

R^2 is selected from the group consisting of hydrogen, C_1-C_6-alkyl, and -G^2;

R^3 is selected from the group consisting of -$(CR^{4b}R^{5b})_n$-$C(O)N(R^b)(G^4)$, -$(CR^{4b}R^{5b})_n$-$C(O)G^4$, -G^2, and -$(CR^{4b}R^{5b})_n$-G^4, -G^2-G^6;

R^b is hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

R^{4b} and R^{5b}, at each occurrence, are each independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

n, at each occurrence, is independently 1, 2, 3, 4, or 5;

G^2, G^4 and G^6 are each independently 3-6-membered-cycloalkyl or 4-10-membered-heterocycle; wherein G^2, G^4 and G^6 are each independently unsubstituted or substituted with 1, 2, 3, 4, or 5 substituents selected from the group consisting of C_1-C_6-alkyl, C_2-C_6-alkenyl, C_2-C_6-alkynyl, benzyl, cyano, halo-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, halogen, oxo, -OR^c, and phenyl, wherein phenyl and the phenyl ring of benzyl are optionally substituted with 1, 2, 3, or 4 C_1-C_6-alkyl, halogen, or C_1-C_6-alkoxy; and

R^c at each occurrence, is independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl.

17. The compound of claim 12, wherein,

R^1 is selected from the group consisting of 5-(trifluoromethyl)pyridin-2-yl, 5-(difluoromethyl)pyridin-2-yl, and 6-(trifluoromethyl)pyridin-3-yl;

R^2 is selected from the group consisting of hydrogen and C_1-C_6-alkyl;

R^3 is -G^2; and

G^2 is a 4-6-membered-cycloalkyl or 4-6-membered-heterocycle; wherein G^2 is unsubstituted or substituted with 1, 2, or 3 substituents selected from the group consisting of C_1-C_6-alkyl, halogen, and oxo.

18. The compound of claim 11, wherein,

R^2, R^3 and the nitrogen atom to which they are attached form a 4-8-membered-monocylic heterocycle, 6-11-membered-bicyclic heterocycle, 10-12-membered-tricyclic heterocycle, 7-11-membered-spirocyclic heterocycle or 8-11-membered-bicyclic heteroaryl comprised of a 5-7-membered-monocyclic heterocycle fused to a 5-6-membered-monocyclic heteroaryl, wherein said 4-8-membered monocyclic heterocycle, said 6-11-membered-bicyclic heterocycle, said 10-12-membered-tricyclic heterocycle, said 7-11-membered-spirocyclic heterocycle and said 8-11-membered-bicyclic heteroaryl are unsubstituted or substituted with 1,

2, 3, 4, or 5 substituents selected from the group consisting of C_1-C_6-alkyl, C_2-C_6-alkenyl, C_2-C_6-alkynyl, halogen, cyano, $-OR^{1c}$, $-O-(CR^{4c}R^{5c})_p-OR^{1c}$, $-OG^{13}$, $-OC(O)R^{1c}$, $-OC(O)N(R^b)(R^{3c})$, $-SR^{1c}$, $-S(O)R^{2c}$, $-S(O)_2R^{2c}$, $-S(O)_2G^{13}$, $-S(O)_2G^{14}$, $-S(O)_2N(R^b)(R^{3c})$, $-S(O)_2-(CR^{4c}R^{5c})_p-C(O)OR^{1c}$, $-S(O)_2-(CR^{4c}R^{5c})_p-G^{14}$, $-C(O)R^{1c}$, $-C(O)G^{14}$,$-C(O)OR^{1c}$, $-C(O)N(R^b)(R^{3c})$, $-N(R^b)(R^{3c})$, $-N(R^a)C(O)R^{1c}$, $-N(R^a)C(O)G^{14}$, $-N(R^a)C(O)O(R^{1c})$, $-N(R^a)C(O)N(R^b)(R^{3c})$, $-N(R^b)S(O)_2(R^{2c})$, $-N(R^b)S(O)_2(G^{13})$, $-(CR^{4c}R^{5c})_p-OR^{1c}$, $-(CR^{4c}R^{5c})_p-O-(CR^{4c}R^{5c})_p-OR^{1c}$, $-(CR^{4c}R^{5c})_p-OC(O)R^{1c}$, $-(CR^{4c}R^{5c})_p-OC(O)N(R^b)(R^{3c})$, $-(CR^{4c}R^{5c})_p-SR^{1c}$, $-(CR^{4c}R^{5c})_p-S(O)R^{2c}$, $-(CR^{4c}R^{5c})_p-S(O)_2R^{2c}$, $-(CR^{4c}R^{5c})_p-S(O)_2N(R^b)(R^{3c})$, $-(CR^{4c}R^{5c})_p-C(O)R^{1c}$, $-(CR^{4c}R^{5c})_p-C(O)OR^{1c}$, $-(CR^{4c}R^{5c})_p-C(O)N(R^a)(R^{3c})$, $-(CR^{4c}R^{5c})_p-N(R^b)(R^{3c})$, $-(CR^{4c}R^{5c})_p-N(R^a)C(O)R^{1c}$, $-(CR^{4c}R^{5c})_p-N(R^a)C(O)O(R^{1c})$, $-(CR^{4c}R^{5c})_p-N(R^a)C(O)O(CH_2G^{13})$, $-(CR^{4c}R^{5c})_p-N(R^a)C(O)N(R^b)(R^{3c})$, $-(CR^{4c}R^{5c})_p-N(R^b)S(O)_2(R^{2c})$, $-G^{11}$, $-(CR^{4c}R^{5c})_p-G^{13}$, $-(CR^{4c}R^{5c})_p-OG^{13}$, $-G^{12}$, $-(CR^{4c}R^{5c})_p-G^{14}$, cyano-$C_1$-$C_6$-alkyl, oxo, C^1-C^6-alkoxyimino and halo-C_1-C_6-alkyl;

R^a and R^b, at each occurrence, are each independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

R^{1c} and R^{3c}, at each occurrence, are each independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

R^{2c}, at each occurrence, is independently C_1-C_6-alkyl or halo-C_1-C_6-alkyl;

R^{4c} and R^{5c}, at each occurrence, are each independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

p, at each occurrence, is independently 1, 2, 3, 4, or 5;

G^{11} and G^{13} are each independently phenyl or 5-6-membered-heteroaryl; wherein G^{11} and G^{13} are each independently unsubstituted or substituted with 1, 2, 3, 4, or 5 substituents selected from the group consisting of C_1-C_6-alkyl, C_2-C_6-alkenyl, C_2-C_6-alkynyl, cyano, C_1-C_6-alkoxy-C_1-C_6-alkyl, halo-C_1-C_6-alkyl, halogen, $-N(R^e)C(O)R^e$, and $-OR^e$;

G^{12}, and G^{14} are each independently 3-6-membered-cycloalkyl, 3-6-membered-cycloalkenyl, or 4-10-membered-heterocycle, wherein G^{12} and G^{14} are each independently unsubstituted or substituted with 1, 2, 3, 4, or 5 substituents selected from the group consisting of C_1-C_6-alkyl, C_2-C_6-alkenyl, C_2-C_6-alkynyl, benzyl, cyano, halo-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, halogen, oxo, $-N(R^e)C(O)R^e$, $-N(R^e)S(O)_2R^f$,$-OR^e$, $-C(O)R^e$, $-C(O)OR^e$, $-C(O)N(R^e)_2$, $-SO_2R^f$, $-SO_2N(R^e)_2$, and phenyl, wherein phenyl and the phenyl ring of benzyl are optionally substituted with C_1-C_6-alkyl, halogen, or C_1-C_6-alkoxy;

R^e at each occurrence, is independently hydrogen, C_1-C_6-alkyl, aryl, or halo-C_1-C_6-alkyl; wherein said aryl is independently unsubstituted or substituted with 1, 2 3, 4,

or 5 substituents independently selected from the group consisting of C_1-C_6-alkyl, halo-C_1-C_6-alkyl, and halogen; and

R^f is C_1-C_6-alkyl or halo-C_1-C_6-alkyl.

19. The compound of claim 18, wherein,

R^2, R^3 and the nitrogen atom to which they are attached form a 4-8-membered-monocylic heterocycle, wherein said 4-8-membered monocyclic heterocycle is unsubstituted or substituted with 1, 2, 3, 4, or 5 substituents selected from the group consisting of C_1-C_6-alkyl, C_2-C_6-alkenyl, C_2-C_6-alkynyl, halogen, cyano, $-OR^{1c}$, $-O-(CR^{4c}R^{5c})_p-OR^{1c}$, $-OG^{13}$, $-SR^{1c}$, $-S(O)R^{2c}$, $-S(O)_2R^{2c}$, $-S(O)_2G^{13}$, $-S(O)_2G^{14}$, $-S(O)_2N(R^b)(R^{3c})$, $-S(O)_2-(CR^{4c}R^{5c})_p-C(O)OR^{1c}$, $-S(O)_2-(CR^{4c}R^{5c})_p-G^{14}$, $-C(O)R^{1c}$, $-C(O)G^{14}$,$-C(O)OR^{1c}$, $-C(O)N(R^b)(R^{3c})$, $-N(R^b)(R^{3c})$, $-N(R^a)C(O)R^{1c}$, $-N(R^a)C(O)G^{14}$, $-N(R^a)C(O)O(R^{1c})$, $-N(R^a)C(O)N(R^b)(R^{3c})$, $-N(R^b)S(O)_2(R^{2c})$, $-N(R^b)S(O)_2(G^{13})$, $-(CR^{4c}R^{5c})_p-OR^{1c}$, $-(CR^{4c}R^{5c})_p-O-(CR^{4c}R^{5c})_p-OR^{1c}$, $-(CR^{4c}R^{5c})_p-S(O)R^{2c}$, $-(CR^{4c}R^{5c})_p-S(O)_2R^{2c}$, $-(CR^{4c}R^{5c})_p-S(O)_2N(R^b)(R^{3c})$, $-(CR^{4c}R^{5c})_p-C(O)R^{1c}$, $-(CR^{4c}R^{5c})_p-C(O)N(R^a)(R^{3c})$, $-(CR^{4c}R^{5c})_p-N(R^b)(R^{3c})$, $-(CR^{4c}R^{5c})_p-N(R^a)C(O)R^{1c}$, $-(CR^{4c}R^{5c})_p-N(R^a)C(O)O(R^{1c})$, $-(CR^{4c}R^{5c})_p-N(R^a)C(O)O(CH_2G^{13})$, $-(CR^{4c}R^{5c})_p-N(R^a)C(O)N(R^b)(R^{3c})$, $-(CR^{4c}R^{5c})_p-N(R^b)S(O)_2(R^{2c})$, $-G^{11}$, $-(CR^{4c}R^{5c})_p-G^{13}$, $-(CR^{4c}R^{5c})_p-OG^{13}$, $-G^{12}$, $-(CR^{4c}R^{5c})_p-G^{14}$, cyano-$C_1$-$C_6$-alkyl, oxo, C^1-C^6-alkoxyimino and halo-C_1-C_6-alkyl;

R^a and R^b, at each occurrence, are each independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

R^{1c} and R^{3c}, at each occurrence, are each independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

R^{2c}, at each occurrence, is independently C_1-C_6-alkyl or halo-C_1-C_6-alkyl;

R^{4c} and R^{5c}, at each occurrence, are each independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

p, at each occurrence, is independently 1, 2, 3, 4, or 5;

G^{11} and G^{13} are each independently phenyl or 5-6-membered-heteroaryl; wherein G^{11} and G^{13} are each independently unsubstituted or substituted with 1, 2, 3, 4, or 5 substituents selected from the group consisting of C_1-C_6-alkyl, C_2-C_6-alkenyl, C_2-C_6-alkynyl, cyano, C_1-C_6-alkoxy-C_1-C_6-alkyl, halo-C_1-C_6-alkyl, halogen, $-N(R^e)C(O)R^e$, and $-OR^e$;

G^{12}, and G^{14} are each independently 3-6-membered-cycloalkyl, 3-6-membered-cycloalkenyl, or 4-10-membered-heterocycle, wherein G^{12} and G^{14} are each independently unsubstituted or substituted with 1, 2, 3, 4, or 5 substituents selected from the group consisting of C_1-C_6-alkyl, C_2-C_6-alkenyl, cyano, halo-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, halogen, oxo, $-N(R^e)C(O)R^e$, $-N(R^e)S(O)_2R^f$,$-OR^e$, $-C(O)R^e$, $-C(O)N(R^e)_2$, $-SO_2R^f$, $-SO_2N(R^e)_2$;

R^e at each occurrence, is independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl; and

R^f is C_1-C_6-alkyl or halo-C_1-C_6-alkyl.

20. The compound of claim 19, wherein,

R^1 is selected from the group consisting of 5-(trifluoromethyl)pyridin-2-yl, 5-(difluoromethyl)pyridin-2-yl, and 6-(trifluoromethyl)pyridin-3-yl;

R^2, R^3 and the nitrogen atom to which they are attached form an azetidine, pyrrolidine or piperazine, wherein said azetidine, pyrrolidine or piperazine is unsubstituted or substituted with 1, 2, or 3 substituents selected from the group consisting of C_1-C_6-alkyl, halogen, -OR^{1c}, -$(CR^{4c}R^{5c})_p$-OR^{1c}, -G^{12}, and halo-C_1-C_6-alkyl;

R^{1c}, at each occurrence, is each independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

R^{4c} and R^{5c}, at each occurrence, are each independently hydrogen or C_1-C_6-alkyl;

p, at each occurrence, is independently 1, 2, or 3; and

G^{12}, at each occurrence, is each independently 5-6-membered-heterocycle, wherein G^{12} is each independently unsubstituted or substituted with 1 or 2 substituents selected from the group consisting of C_1-C_6-alkyl, halogen, or oxo.

21. The compound of claim 18, wherein,

R^2, R^3 and the nitrogen atom to which they are attached form a 6-11-membered-bicyclic heterocycle, 10-12-membered-tricyclic heterocycle, or 7-11-membered-spirocyclic heterocycle, wherein said 6-11-membered-bicyclic heterocycle, said 10-12-membered-tricyclic heterocycle, or said 7-11-membered-spirocyclic heterocycle are unsubstituted or substituted with 1, 2, 3, or 4 substituents selected from the group consisting of C_1-C_6-alkyl, halogen, -OR^{1c}, -$N(R^b)(R^{3c})$, -$(CR^{4c}R^{5c})_p$-OR^{1c}, oxo, and halo-C_1-C_6-alkyl;

R^b, at each occurrence, is independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

R^{1c} and R^{3c}, at each occurrence, are each independently hydrogen or C_1-C_6-alkyl;

R^{4c} and R^{5c}, at each occurrence, are each independently hydrogen or C_1-C_6-alkyl; and

p, at each occurrence, is independently 1, 2, 3, or 4.

22. The compound of claim 18, wherein,

R^2, R^3 and the nitrogen atom to which they are attached form a 8-11-membered-bicyclic heteroaryl comprised of a 5-7-membered-monocyclic heterocycle fused to a 5-6-membered-monocyclic heteroaryl, wherein said 8-11-membered-bicyclic heteroaryl are unsubstituted or substituted with 1, 2, or 3 substituents selected from the group consisting of C_1-C_6-alkyl, halogen, cyano, $-OR^{1c}$, $-S(O)_2R^{2c}$, $-(CR^{4c}R^{5c})_p-OR^{1c}$, oxo, and halo-$C_1$-$C_6$-alkyl;

R^{1c}, at each occurrence, is independently hydrogen, C_1-C_6-alkyl, or halo-C_1-C_6-alkyl;

R^{2c}, at each occurrence, is independently C_1-C_6-alkyl or halo-C_1-C_6-alkyl;

R^{4c} and R^{5c}, at each occurrence, are each independently hydrogen and C_1-C_6-alkyl; and

p, at each occurrence, is independently 1, 2, 3, or 4.

23. The compound of claim 1, selected from:

piperazin-1-yl(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N-(1,1-dioxidotetrahydrothiophen-3-yl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

(1*S*,4*S*)-2,5-diazabicyclo[2.2.1]hept-2-yl(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N-[(3*S*)-1,1-dioxidotetrahydrothiophen-3-yl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[(3*R*)-1,1-dioxidotetrahydrothiophen-3-yl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

[3-(morpholin-4-yl)azetidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

1-(4-{[2-(piperazin-1-ylcarbonyl)quinolin-6-yl]oxy}phenyl)ethanone;

(3-aminoazetidin-1-yl)(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[*cis*-3,4-dihydroxypyrrolidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

pyrrolidin-1-yl(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[4-(morpholin-4-yl)piperidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[(3*R*)-3-methylpiperazin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[(3*S*)-3-methylpiperazin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

(6-{[5-(difluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)(piperazin-1-yl)methanone;

N-(1,1-dioxidotetrahydro-2*H*-thiopyran-4-yl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

[(3*R*)-3-ethylpiperazin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[(3*R*)-3-(hydroxymethyl)piperazin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

(3-hydroxyazetidin-1-yl)(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

piperazin-1-yl(6-{[6-(trifluoromethyl)pyridin-3-yl]oxy}quinolin-2-yl)methanone;

[3-(trifluoromethyl)piperazin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N-[2-(morpholin-4-yl)ethyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-(2-methoxyethyl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-(4,4-difluorocyclohexyl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[(3*S*,4*S*)-4-hydroxy-1,1-dioxidotetrahydrothiophen-3-yl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

[2-(difluoromethyl)piperazin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N-[(3*R*,4*S*)-4-hydroxy-1,1-dioxidotetrahydrothiophen-3-yl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

(8a*S*)-2-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]hexahydropyrrolo[1,2-a]pyrazin-4(1*H*)-one;

[4-(2-hydroxyethyl)piperazin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[3-(methylsulfonyl)azetidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N-(2-hydroxy-2-methylpropyl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

[(3*R*)-3-(methoxymethyl)piperazin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N-(1-oxidotetrahydro-2*H*-thiopyran-4-yl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[2-(dimethylamino)-2-oxoethyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-(*cis*-3-hydroxycyclobutyl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

(3-fluoropyrrolidin-1-yl)(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

meso-[(1*R*,5*S*,6s)-6-amino-3-azabicyclo[3.1.0]hex-3-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N-(oxetan-2-ylmethyl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[(2*R*)-2-hydroxypropyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

4,7-diazaspiro[2.5]oct-7-yl(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N-(2-oxopiperidin-4-yl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-(*cis*-3-methoxycyclobutyl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[2-(dimethylamino)-2-oxoethyl]-6-{[6-(trifluoromethyl)pyridin-3-yl]oxy}quinoline-2-carboxamide;

(6-{[5-(difluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)[(3*S*)-3-methylpiperazin-1-yl]methanone;

N-[2-oxo-2-(pyrrolidin-1-yl)ethyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-(1-ethyl-5-oxopyrrolidin-3-yl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

6-{[5-(difluoromethyl)pyridin-2-yl]oxy}-*N*-(1-ethyl-5-oxopyrrolidin-3-yl)quinoline-2-carboxamide;

(4-cyclobutylpiperazin-1-yl)(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N-(3-methyloxetan-3-yl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

meso-[(1*R*,5*S*,6s)-6-amino-3-azabicyclo[3.1.0]hex-3-yl](6-{[5-(difluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[(2*S*,4*S*)-4-fluoro-2-(hydroxymethyl)pyrrolidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[(3*S*)-3-fluoropyrrolidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[(3*R*)-3-fluoropyrrolidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[(8a*S*)-7,7-difluorohexahydropyrrolo[1,2-a]pyrazin-2(1*H*)-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N-[1-(4-fluorophenyl)-5-oxopyrrolidin-3-yl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

(6-{[5-(difluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)[(3*R*)-3-ethylpiperazin-1-yl]methanone;

N-(2-methoxyethyl)-6-{[6-(trifluoromethyl)pyridin-3-yl]oxy}quinoline-2-carboxamide;

(6-{[5-(difluoromethoxy)pyridin-2-yl]oxy}quinolin-2-yl)(piperazin-1-yl)methanone;

N-[(3*R*)-5-oxopyrrolidin-3-yl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-(3,3-difluorocyclobutyl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

[3-(methoxymethyl)azetidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N-ethyl-*N*-(1-ethyl-2-oxopiperidin-4-yl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

[(3*R*)-3-methylpiperazin-1-yl](6-{[6-(trifluoromethyl)pyridin-3-yl]oxy}quinolin-2-yl)methanone;

[(3*R*)-3-(methoxymethyl)piperazin-1-yl](6-{[6-(trifluoromethyl)pyridin-3-yl]oxy}quinolin-2-yl)methanone;

[(3*S*)-3-(methoxymethyl)piperazin-1-yl](6-{[6-(trifluoromethyl)pyridin-3-yl]oxy}quinolin-2-yl)methanone;

N-[3-(methylsulfonyl)propyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

(3-aminoazetidin-1-yl)(6-{[6-(trifluoromethyl)pyridin-3-yl]oxy}quinolin-2-yl)methanone;

(6-{[5-(difluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)(3,5-dimethylpiperazin-1-yl)methanone;

(6-{[5-(difluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)[(3*R*)-3-methylpiperazin-1-yl]methanone;

(6-{[5-(difluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)[(3*S*)-3-(methoxymethyl)piperazin-1-yl]methanone;

{3-[(3*R*)-3-fluoropyrrolidin-1-yl]azetidin-1-yl}(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

(6-{[5-(difluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)[(3*R*)-3-(methoxymethyl)piperazin-1-yl]methanone;

[(2*S**)-2-(difluoromethyl)piperazin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N-[(3*R**)-1-methyl-5-oxopyrrolidin-3-yl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[(3*S**)-1-methyl-5-oxopyrrolidin-3-yl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-(3,3,3-trifluoro-2-hydroxypropyl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

morpholin-4-yl[6-(pyridin-2-yloxy)quinolin-2-yl]methanone;

(4-methylpiperazin-1-yl)[6-(pyridin-2-yloxy)quinolin-2-yl]methanone;

[3-(3-methyl-1,2,4-oxadiazol-5-yl)piperidin-1-yl][6-(pyridin-2-yloxy)quinolin-2-yl]methanone;

N-[2-(piperidin-1-yl)ethyl]-6-(pyridin-2-yloxy)quinoline-2-carboxamide;

6-(pyridin-2-yloxy)-*N*-(1,2,4-thiadiazol-5-yl)quinoline-2-carboxamide;

4-({2-[(4-methylpiperazin-1-yl)carbonyl]quinolin-6-yl}oxy)benzonitrile;

6-(4-cyanophenoxy)-*N*-[2-(piperidin-1-yl)ethyl]quinoline-2-carboxamide;

4-{[2-(morpholin-4-ylcarbonyl)quinolin-6-yl]oxy}benzonitrile;

6-(4-cyanophenoxy)-*N*-(1*H*-indazol-6-yl)quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-[3-(dimethylamino)propyl]quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-[2-(morpholin-4-yl)ethyl]quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-[3-(morpholin-4-yl)propyl]quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-(1,3-thiazol-2-yl)quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-(pyridin-3-ylmethyl)quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-[(3*S*)-2-oxotetrahydrofuran-3-yl]quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-[(2*R*)-1-hydroxy-3-methylbutan-2-yl]quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-(2-thienylmethyl)quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-[2-(2-thienyl)ethyl]quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-(2-furylmethyl)quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-(1-hydroxy-3-methylbutan-2-yl)quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-[2-(pyrrolidin-1-yl)ethyl]quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-(pyridin-2-ylmethyl)quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-(pyridin-4-ylmethyl)quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-[(5-methyl-2-furyl)methyl]quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-[3-(piperidin-1-yl)propyl]quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-(4-phenoxyphenyl)quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-[3-(trifluoromethoxy)benzyl]quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-(4-methylbenzyl)quinoline-2-carboxamide;

N-(1,3-benzodioxol-5-ylmethyl)-6-(4-cyanophenoxy)quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-(2,3-dimethoxybenzyl)quinoline-2-carboxamide;

4-{[2-(azepan-1-ylcarbonyl)quinolin-6-yl]oxy}benzonitrile;

6-(4-cyanophenoxy)-*N*-(2-methoxyethyl)-*N*-propylquinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-(2-ethoxyethyl)quinoline-2-carboxamide;

N-(1-benzylpyrrolidin-3-yl)-6-(4-cyanophenoxy)quinoline-2-carboxamide;

4-[(2-{[3-(trifluoromethyl)piperidin-1-yl]carbonyl}quinolin-6-yl)oxy]benzonitrile;

4-{[2-(2,3-dihydro-1*H*-indol-1-ylcarbonyl)quinolin-6-yl]oxy}benzonitrile;

4-{[2-(piperazin-1-ylcarbonyl)quinolin-6-yl]oxy}benzonitrile;

6-(4-cyanophenoxy)-*N*-[(3*R*)-2-oxotetrahydrofuran-3-yl]quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-(tetrahydrofuran-3-yl)quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-(methylsulfonyl)quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-(tetrahydro-2*H*-pyran-3-yl)quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-[(3*R*)-tetrahydrofuran-3-yl]quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-[(3*S*)-tetrahydrofuran-3-yl]quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-[(1*R*,2*S*)-2-hydroxycyclohexyl]quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-[(1*S*,2*S*)-2-hydroxycyclohexyl]quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-[(1*S*,2*S*)-2-hydroxycyclopentyl]quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-(2-hydroxy-2-methylpropyl)quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-[1-(hydroxymethyl)cyclopropyl]quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-(1-hydroxy-2-methylpropan-2-yl)quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-(*trans*-4-hydroxycyclohexyl)quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-(1,3-dihydroxypropan-2-yl)quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-(1-hydroxypropan-2-yl)quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-(2-hydroxypropyl)quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-[(1*S*,3*R*)-3-hydroxycyclohexyl]quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-[(1*S*,3*R*)-3-hydroxycyclopentyl]quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-[(1*R*,2*S*)-2-hydroxycyclopentyl]quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-[(1*S*,3*S*)-3-hydroxycyclohexyl]quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-(*cis*-4-hydroxycyclohexyl)quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-(3-hydroxybutan-2-yl)quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-(2-hydroxy-3-methylbutyl)quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-(1,1-dioxidotetrahydrothiophen-3-yl)quinoline-2-carboxamide;

4-({2-[(3-oxopiperazin-1-yl)carbonyl]quinolin-6-yl}oxy)benzonitrile;

4-[(2-{[4-(morpholin-4-yl)piperidin-1-yl]carbonyl}quinolin-6-yl)oxy]benzonitrile;

6-(4-cyanophenoxy)-*N*-[(4*R*)-6-fluoro-3,4-dihydro-2*H*-chromen-4-yl]quinoline-2-carboxamide;

4-({2-[(4-*tert*-butylpiperazin-1-yl)carbonyl]quinolin-6-yl}oxy)benzonitrile;

6-(4-cyanophenoxy)-*N*-[(4*R*)-6-fluoro-2,2-dimethyl-3,4-dihydro-2*H*-chromen-4-yl]quinoline-2-carboxamide;

4-[(2-{[(3*S*)-3-isopropylpiperazin-1-yl]carbonyl}quinolin-6-yl)oxy]benzonitrile;

6-(4-cyanophenoxy)-*N*-(1-methyl-2-oxopyrrolidin-3-yl)quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-(1,3-oxazol-2-ylmethyl)quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-[2-(methylamino)-2-oxoethyl]quinoline-2-carboxamide;

N-(2-amino-2-oxoethyl)-6-(4-cyanophenoxy)quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-(2-sulfamoylethyl)quinoline-2-carboxamide;

4-({2-[(1,1-dioxidothiomorpholin-4-yl)carbonyl]quinolin-6-yl}oxy)benzonitrile;

N-(tetrahydrofuran-3-yl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-(2-amino-2-oxoethyl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-(pyridin-2-ylmethyl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

piperazin-1-yl(6-{[4-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

piperazin-1-yl(6-{[6-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

6-{[3-chloro-5-(trifluoromethyl)pyridin-2-yl]oxy}-*N*-(1,1-dioxidotetrahydrothiophen-3-yl)quinoline-2-carboxamide;

N-(1,1-dioxidotetrahydrothiophen-3-yl)-6-{[5-(trifluoromethyl)pyrimidin-2-yl]oxy}quinoline-2-carboxamide;

2-oxa-6-azaspiro[3.3]hept-6-yl(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

2,6-diazaspiro[3.3]hept-2-yl(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

6-[(5-cyanopyridin-2-yl)oxy]-*N*-(1,1-dioxidotetrahydrothiophen-3-yl)quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-[(3*S*)-1,1-dioxidotetrahydrothiophen-3-yl]quinoline-2-carboxamide;

6-(4-cyanophenoxy)-*N*-[(3*R*)-1,1-dioxidotetrahydrothiophen-3-yl]quinoline-2-carboxamide;

N-(1,1-dioxidotetrahydrothiophen-3-yl)-6-[(5-methylpyrimidin-2-yl)oxy]quinoline-2-carboxamide;

6-[(4,6-dimethylpyrimidin-2-yl)oxy]-*N*-(1,1-dioxidotetrahydrothiophen-3-yl)quinoline-2-carboxamide;

N-(1,1-dioxidotetrahydrothiophen-3-yl)-6-[(4-methylpyrimidin-2-yl)oxy]quinoline-2-carboxamide;

(3a*R*,6a*S*)-hexahydropyrrolo[3,4-c]pyrrol-2(1*H*)-yl(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

6-[(6-chloropyridazin-3-yl)oxy]-*N*-(1,1-dioxidotetrahydrothiophen-3-yl)quinoline-2-carboxamide;

(3a*R*,6a*R*)-5-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]hexahydropyrrolo[3,4-c]pyrrol-1(2*H*)-one;

(3a*R*,4*R*,7*S*,7a*S*)-octahydro-1*H*-4,7-epiminoisoindol-8-yl(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N-(1,1-dioxidotetrahydrothiophen-3-yl)-6-{[6-(trifluoromethyl)pyridazin-3-yl]oxy}quinoline-2-carboxamide;

8-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]hexahydro-2*H*-pyrazino[1,2-a]pyrazin-1(6*H*)-one;

5,6-dihydro[1,2,4]triazolo[4,3-a]pyrazin-7(8*H*)-yl(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

8-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]tetrahydro-2*H*-pyrazino[1,2-a]pyrazine-1,4(3*H*,6*H*)-dione;

4-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]piperazin-2-one;

5,6-dihydroimidazo[1,5-a]pyrazin-7(8*H*)-yl(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N-[2-(pyrrolidin-1-yl)ethyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[2-(piperidin-1-yl)ethyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

[4-(methylsulfonyl)piperazin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[4-(isopropylsulfonyl)piperazin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[4-(phenylsulfonyl)piperazin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[(2*R*,4*S*)-2-(2,5-difluorophenyl)-4-fluoropyrrolidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[(2*R*,4*R*)-2-(2,5-difluorophenyl)-4-fluoropyrrolidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[4-(2,2,2-trifluoroethyl)piperazin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[4-(pyridin-2-yl)piperazin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[4-(pyridin-3-ylsulfonyl)piperazin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[4-(piperidin-1-ylsulfonyl)piperazin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[4-(morpholin-4-ylsulfonyl)piperazin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

methyl 4-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]piperazine-1-carboxylate;

N,*N*-dimethyl-4-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]piperazine-1-carboxamide;

5-methyl-8-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]-2-oxa-5,8-diazaspiro[3.5]nonan-6-one;

2-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]hexahydroimidazo[1,5-a]pyrazin-3(2*H*)-one;

(3,3-difluoro-4-hydroxypiperidin-1-yl)(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[*cis*-3-fluoro-4-hydroxypiperidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[*cis*-4-fluoro-3-hydroxypiperidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

(4,4-difluoro-3-hydroxypiperidin-1-yl)(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[*trans*-3-ethyl-2-(hydroxymethyl)azetidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[*trans*-3-fluoro-4-hydroxypiperidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[*trans*-4-fluoro-3-hydroxypiperidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)[(2*R*)-2,3,3-trimethylazetidin-1-yl]methanone;

(3-hydroxy-3-methylazetidin-1-yl)(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[3-(methoxymethyl)-3-methylazetidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

(3-methyl-3-phenoxyazetidin-1-yl)(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

(3-phenoxyazetidin-1-yl)(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[3-(1*H*-imidazol-1-yl)azetidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[3-(4-chlorophenoxy)azetidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[3-(1*H*-1,2,4-triazol-1-yl)azetidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)[(2*S*)-2,3,3-trimethylazetidin-1-yl]methanone;

[3-(4-bromophenoxy)azetidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[3-(hydroxymethyl)-3-methylazetidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

3-phenyl-4-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]piperazin-2-one;

{6-[4-(2-hydroxypropan-2-yl)phenoxy]quinolin-2-yl}(piperazin-1-yl)methanone;

6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

(4-methylpiperazin-1-yl)(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

(8*S*,9a*S*)-8-hydroxy-2-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]octahydro-5*H*-pyrrolo[1,2-a][1,4]diazepin-5-one;

(1*S*,6*R*)-3,8-diazabicyclo[4.2.0]oct-3-yl(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

{6-[4-(methylsulfonyl)phenoxy]quinolin-2-yl}(piperazin-1-yl)methanone;

piperazin-1-yl(6-{4-[(trifluoromethyl)sulfonyl]phenoxy}quinolin-2-yl)methanone;

N-(azetidin-3-yl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

[3-(pyridin-3-yl)azetidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

1-{4-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]piperazin-1-yl}ethanone;

1,4-diazepan-1-yl(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

2,5-dihydro-1*H*-pyrrol-1-yl(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

thiomorpholin-4-yl(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

3,4-dihydro-2,7-naphthyridin-2(1*H*)-yl(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[(2*R*,4*S*)-2-(2,5-difluorophenyl)-4-hydroxypyrrolidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

{2-[4-(trifluoromethyl)phenyl]pyrrolidin-1-yl}(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N-{(2*R*,3*S*)-2-phenyl-1-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]pyrrolidin-3-yl}-4-(trifluoromethyl)benzenesulfonamide;

1-(6-{[2-(piperazin-1-ylcarbonyl)quinolin-6-yl]oxy}pyridin-3-yl)ethanone;

(1,1-dioxidothiomorpholin-4-yl)(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

(4-*tert*-butylpiperazin-1-yl)(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

{6-[(5-fluoropyridin-2-yl)oxy]quinolin-2-yl}(piperazin-1-yl)methanone;

N-[(3a*S*,4*R*,6a*R*)-2-benzyloctahydrocyclopenta[c]pyrrol-4-yl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

(4-isopropylpiperazin-1-yl)(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

2,7-diazaspiro[3.5]non-2-yl(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

tetrahydropyrimidin-1(2*H*)-yl(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[(2*S*)-2-(hydroxymethyl)piperazin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N-methyl-4-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]piperazine-1-sulfonamide;

N-ethyl-4-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]piperazine-1-sulfonamide;

[(2*S*)-2-(hydroxymethyl)pyrrolidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

azepan-1-yl(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N-methyl-1-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]-L-prolinamide;

1,4-dioxa-8-azaspiro[4.5]dec-8-yl(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

(1*R*,4*R*)-2,5-diazabicyclo[2.2.1]hept-2-yl(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

piperazin-1-yl[6-(pyrimidin-2-yloxy)quinolin-2-yl]methanone;

[(2*R*)-2-(hydroxymethyl)piperazin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

{6-[(5-fluoropyrimidin-2-yl)oxy]quinolin-2-yl}(piperazin-1-yl)methanone;

piperazin-1-yl(6-{[5-(trifluoromethyl)pyrazin-2-yl]oxy}quinolin-2-yl)methanone;

piperazin-1-yl(6-{[6-(trifluoromethyl)pyridazin-3-yl]oxy}quinolin-2-yl)methanone;

piperazin-1-yl(6-{[5-(trifluoromethyl)pyrimidin-2-yl]oxy}quinolin-2-yl)methanone;

[(3a*R*,4*S*,6a*S*)-4-aminohexahydrocyclopenta[c]pyrrol-2(1*H*)-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

piperazin-1-yl{6-[4-(trifluoromethyl)phenoxy]quinolin-2-yl}methanone;

(6-{[3-fluoro-5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)(piperazin-1-yl)methanone;

N-[2-(methylsulfonyl)ethyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

[4-(oxetan-3-yl)piperazin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

3,4-dihydroisoquinolin-2(1*H*)-yl(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[4-(methylsulfonyl)piperidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

(4-hydroxy-4-methylpiperidin-1-yl)(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

(4-hydroxypiperidin-1-yl)(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[(1*R*,4*R*,6*R*)-6-(hydroxymethyl)-2-azabicyclo[2.2.1]hept-2-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[(1*R*,4*R*,6*S*)-6-(hydroxymethyl)-2-azabicyclo[2.2.1]hept-2-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N-[(3a*R*,4*R*,6a*S*)-2-benzyloctahydrocyclopenta[c]pyrrol-4-yl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

(4-methyl-1,4-diazepan-1-yl)(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

(4-cyclopropylpiperazin-1-yl)(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

(4-phenylpiperazin-1-yl)(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[(3*R*)-3-isopropylpiperazin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N-(piperidin-4-yl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

[4-(hydroxymethyl)piperidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[3-(hydroxymethyl)pyrrolidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N-(8-azabicyclo[3.2.1]oct-3-yl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

[4-(pyrazin-2-yl)piperazin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[4-(pyridin-3-yl)piperazin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[4-(pyrimidin-2-yl)piperazin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[4-(pyridazin-3-yl)piperazin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[4-(5-chloropyridin-2-yl)piperazin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[(3*S*)-3-ethylpiperazin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[(3*S*)-3-isopropylpiperazin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

{6-[4-(1-hydroxyethyl)phenoxy]quinolin-2-yl}(piperazin-1-yl)methanone;

[(3*S*)-3-(hydroxymethyl)piperazin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

isopropyl 4-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]piperazine-1-carboxylate;

(1*S*,5*S*)-3,6-diazabicyclo[3.2.0]hept-3-yl(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

1,6-diazaspiro[3.3]hept-1-yl(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

(3a*S*,6a*S*)-hexahydropyrrolo[3,4-b]pyrrol-5(1*H*)-yl(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N-(morpholin-4-yl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

[(3*R*)-3-hydroxypyrrolidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[(3*S*)-3-hydroxypyrrolidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

(4-hydroxyazepan-1-yl)(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N-(4-hydroxy-1,1-dioxidotetrahydrothiophen-3-yl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

{4-[(3-methyloxetan-3-yl)methyl]piperazin-1-yl}(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[3-(methylsulfonyl)pyrrolidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

2-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]hexahydropyrrolo[1,2-a]pyrazin-6(2*H*)-one;

ethyl 4-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]piperazine-1-carboxylate;

cyclopropyl{4-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]piperazin-1-yl}methanone;

(4-cyclohexylpiperazin-1-yl)(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

(3-fluoro-4-hydroxypyrrolidin-1-yl)(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

isobutyl 4-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]piperazine-1-carboxylate;

(4-ethylpiperazin-1-yl)(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

(6-{[3-bromo-5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)(piperazin-1-yl)methanone;

morpholin-4-yl(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

piperidin-1-yl(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[4-(2,2-difluoroethyl)piperazin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

morpholin-4-yl{4-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]piperazin-1-yl}methanone;

[(2*S*,4*R*)-4-hydroxy-2-(hydroxymethyl)pyrrolidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[(3*R*)-3-fluoropyrrolidin-1-yl](6-{[5-(trifluoromethoxy)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N-(*trans*-3-hydroxycyclobutyl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

[*trans*-3,4-dihydroxypyrrolidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[(2*R*,3*S*)-3-hydroxy-2-(hydroxymethyl)pyrrolidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[*trans*-3-hydroxy-4-methoxypyrrolidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[*trans*-3-hydroxy-4-methylpyrrolidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[*cis*-3,5-bis(hydroxymethyl)piperidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[4-(pyridin-2-ylmethyl)piperazin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

3,3-dimethyl-1-{4-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]piperazin-1-yl}butan-1-one;

[(3*R*)-3-aminopyrrolidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)[4-(3,3,3-trifluoropropyl)piperazin-1-yl]methanone;

(3,3-difluoropiperidin-1-yl)(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[(5*S*,7*S*)-7-hydroxy-1-azaspiro[4.4]non-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[3-(azetidin-1-yl)pyrrolidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[4-(1,3-oxazol-4-ylmethyl)piperazin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[3-(morpholin-4-yl)pyrrolidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N-(2-sulfamoylethyl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

(4-fluoropiperidin-1-yl)(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[(3*R*)-3-(piperidin-1-yl)pyrrolidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

piperazin-1-yl(6-{[5-(trifluoromethyl)-1,3,4-thiadiazol-2-yl]oxy}quinolin-2-yl)methanone;

N-isopropyl-4-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]piperazine-2-carboxamide;

N-methyl-4-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]piperazine-2-carboxamide;

rac-[(3*R*,4*S*)-3,4-dihydroxy-2,5-dimethylpyrrolidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[*cis*-3,4-dimethoxypyrrolidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

(3*S*)-1-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]piperidine-3-carboxamide;

N-(2-hydroxyethyl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-(tetrahydro-2*H*-pyran-4-yl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

6-{[2-(piperazin-1-ylcarbonyl)quinolin-6-yl]oxy}nicotinonitrile;

7-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]hexahydro[1,3]oxazolo[3,4-a]pyrazin-3-one;

(4,4-difluoropiperidin-1-yl)(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N-[(3*R*)-pyrrolidin-3-yl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl){4-[(3,3,3-trifluoropropyl)sulfonyl]piperazin-1-yl}methanone;

(8a*R*)-7-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]hexahydro[1,3]oxazolo[3,4-a]pyrazin-3-one;

N-(3-hydroxy-3-methylbutyl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[(2*R*)-pyrrolidin-2-ylmethyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[(1-hydroxycyclobutyl)methyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[2-(2-oxopyrrolidin-1-yl)ethyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-(2-aminoethyl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

[2-(hydroxymethyl)morpholin-4-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[2-(fluoromethyl)morpholin-4-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

(1-hydroxy-7-azaspiro[3.5]non-7-yl)(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

6-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]-5,6,7,8-tetrahydropyrido[4,3-d]pyrimidin-4(3*H*)-one;

4-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]-1,4-diazepan-2-one;

N-(2,2,2-trifluoroethyl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

(2-hydroxy-6-azaspiro[3.4]oct-6-yl)(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N-(2-fluoroethyl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-(2,2-difluoroethyl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

[(3*S*,4*S*)-3-hydroxy-4-(methylsulfanyl)pyrrolidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N-(1,1-dioxidotetrahydro-2*H*-thiopyran-3-yl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

[*cis*-3,4-dihydroxypiperidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[*trans*-3-hydroxy-4-(methylsulfonyl)pyrrolidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

1,4-dioxa-7-azaspiro[4.4]non-7-yl(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[4-(methoxyimino)piperidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

(2-hydroxy-7-azaspiro[3.5]non-7-yl)(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}-*N*-(3,3,3-trifluoropropyl)quinoline-2-carboxamide;

[(7*S*,8a*R*)-7-fluorohexahydropyrrolo[1,2-a]pyrazin-2(1*H*)-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[(3*R*,7*S*,8a*R*)-7-fluoro-3-methylhexahydropyrrolo[1,2-a]pyrazin-2(1*H*)-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[(3*R*,8a*R*)-7,7-difluoro-3-methylhexahydropyrrolo[1,2-a]pyrazin-2(1*H*)-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[(7*S*,8a*S*)-7-fluorohexahydropyrrolo[1,2-a]pyrazin-2(1*H*)-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

1,4,6,7-tetrahydro-5*H*-imidazo[4,5-c]pyridin-5-yl(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N-[(4-benzylmorpholin-3-yl)methyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[(4-hydroxytetrahydro-2*H*-pyran-4-yl)methyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[(2*S*)-pyrrolidin-2-ylmethyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[2-(3,3-dimethylazetidin-1-yl)ethyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[2-(thiomorpholin-4-yl)ethyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-allyl-*N*-methyl-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

1-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]azetidine-3-carbonitrile;

[*cis*-3-hydroxy-4-(methoxymethoxy)pyrrolidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N-[(1-hydroxycyclopropyl)methyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

1-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]azetidin-3-one;

N-(4-hydroxytetrahydrofuran-3-yl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

5-{[2-(piperazin-1-ylcarbonyl)quinolin-6-yl]oxy}pyrazine-2-carbonitrile;

[*cis*-2,2-dimethyltetrahydro-5*H*-[1,3]dioxolo[4,5-c]pyrrol-5-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

{2-[(dimethylamino)methyl]morpholin-4-yl}(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

1-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]piperidin-4-one;

N,*N*-di(tetrahydro-2*H*-pyran-4-yl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

{4-[(1*S*,4*S*)-2-oxa-5-azabicyclo[2.2.1]hept-5-yl]piperidin-1-yl}(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

{4-[(1*R*,4*R*)-2-oxa-5-azabicyclo[2.2.1]hept-5-yl]piperidin-1-yl}(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N,*N*-bis(2-methoxyethyl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[1-(hydroxymethyl)cyclopropyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

[4-(tetrahydrofuran-3-ylsulfonyl)piperazin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

methyl ({4-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]piperazin-1-yl}sulfonyl)acetate;

[4-(tetrahydro-2*H*-pyran-4-ylsulfonyl)piperazin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

(4-{[1-(2-methoxyethyl)-1*H*-pyrazol-4-yl]sulfonyl}piperazin-1-yl)(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

{4-[(tetrahydrofuran-3-ylmethyl)sulfonyl]piperazin-1-yl}(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

{4-[(1,1-dioxidotetrahydrothiophen-3-yl)sulfonyl]piperazin-1-yl}(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

{4-[(1-methyl-1*H*-pyrazol-4-yl)sulfonyl]piperazin-1-yl}(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N-[4-methyl-5-({4-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]piperazin-1-yl}sulfonyl)-1,3-thiazol-2-yl]acetamide;

N-[5-({4-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]piperazin-1-yl}sulfonyl)-1,3-thiazol-2-yl]acetamide;

{4-[(1,5-dimethyl-1*H*-pyrazol-4-yl)sulfonyl]piperazin-1-yl}(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N-[(3*S*)-tetrahydrofuran-3-yl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-(2-methoxyethyl)-*N*-methyl-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[(3*R*)-tetrahydrofuran-3-yl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[(2*S*)-tetrahydrofuran-2-ylmethyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

[(3*R*,5*R*)-3,5-dihydroxypiperidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

(3-methoxyazetidin-1-yl)(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N-(*trans*-3-methoxycyclobutyl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-(4-hydroxy-1,1-dioxidotetrahydrothiophen-3-yl)-*N*-methyl-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-(oxetan-3-yl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-(tetrahydro-2*H*-thiopyran-4-yl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[(1*S*,2*R*)-2-hydroxycyclopentyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

4-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]piperazine-2-carboxamide;

(4-aminopiperidin-1-yl)(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

(3,3-difluoropyrrolidin-1-yl)(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

(3,3-dimethylpyrrolidin-1-yl)(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

(6-fluoro-1,4-diazepan-1-yl)(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

(6-hydroxy-1,4-diazepan-1-yl)(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N-{1-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]piperidin-4-yl}methanesulfonamide;

N-[(2*R*)-tetrahydrofuran-2-ylmethyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[(2*S*)-2-hydroxypropyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-methyl-*N*-(tetrahydro-2*H*-pyran-4-yl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[(3-hydroxyoxetan-3-yl)methyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[2-(dimethylamino)-2-oxoethyl]-*N*-methyl-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)[3-(trifluoromethyl)pyrrolidin-1-yl]methanone;

(3,4-difluoropyrrolidin-1-yl)(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N-(6-oxopiperidin-3-yl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

(6,6-difluoro-1,4-diazepan-1-yl)(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

5,8-diazaspiro[3.5]non-8-yl(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N-(1,1-dioxidotetrahydrothiophen-3-yl)-*N*-methyl-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-(tetrahydrothiophen-3-yl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[2-(2-oxoimidazolidin-1-yl)ethyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[2-(pyridin-2-ylamino)ethyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[2-(1*H*-imidazol-1-yl)ethyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-(azetidin-2-ylmethyl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[(3*R*,4*R*)-4-hydroxy-1,1-dioxidotetrahydrothiophen-3-yl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-(3-hydroxy-3-methylcyclobutyl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

[3-(2-methoxyethoxy)azetidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N-{1-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]azetidin-3-yl}methanesulfonamide;

(6-{[5-(difluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)[3-(morpholin-4-yl)azetidin-1-yl]methanone;

[2-(difluoromethyl)piperazin-1-yl](6-{[5-(difluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

piperazin-1-yl(6-{[5-(trifluoromethoxy)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N-(3-oxocyclobutyl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[3-(morpholin-4-yl)cyclobutyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

6-{[5-(difluoromethyl)pyridin-2-yl]oxy}-*N*-(2-hydroxy-2-methylpropyl)quinoline-2-carboxamide;

(6-{[5-(difluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)[4-(morpholin-4-yl)piperidin-1-yl]methanone;

6-{[5-(difluoromethyl)pyridin-2-yl]oxy}-*N*-(2,2,2-trifluoroethyl)quinoline-2-carboxamide;

N-(4,4-difluorocyclohexyl)-6-{[5-(difluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-{(3*R*)-1-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]pyrrolidin-3-yl}acetamide;

N-{(3*R*)-1-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]pyrrolidin-3-yl}cyclopropanecarboxamide;

(6-{[5-(difluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)[(3*R*)-3-(hydroxymethyl)piperazin-1-yl]methanone;

6-{[5-(difluoromethyl)pyridin-2-yl]oxy}-*N*-[2-(dimethylamino)-2-oxoethyl]quinoline-2-carboxamide;

N-{2-[(2-methoxyethyl)amino]-2-oxoethyl}-*N*-methyl-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[2-(morpholin-4-yl)-2-oxoethyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[3-(morpholin-4-yl)-3-oxopropyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[3-oxo-3-(pyrrolidin-1-yl)propyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[2-(diethylamino)-2-oxoethyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[2-oxo-2-(piperidin-1-yl)ethyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-(1-methyl-5-oxopyrrolidin-3-yl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[3-oxo-3-(piperidin-1-yl)propyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

1-methyl-4-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]piperazin-2-one;

N,*N*-dimethyl-1-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]-L-prolinamide;

N-[2-(cyclopropylamino)-2-oxoethyl]-*N*-methyl-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[3-(diethylamino)-3-oxopropyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[2-(isopropylamino)-2-oxoethyl]-*N*-methyl-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

1-[(6-{[5-(difluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]-*N*-methyl-L-prolinamide;

6-{[5-(difluoromethyl)pyridin-2-yl]oxy}-*N*-[2-oxo-2-(pyrrolidin-1-yl)ethyl]quinoline-2-carboxamide;

6-{[5-(difluoromethyl)pyridin-2-yl]oxy}-*N*-{2-[(2-methoxyethyl)amino]-2-oxoethyl}-*N*-methylquinoline-2-carboxamide;

6-{[5-(difluoromethyl)pyridin-2-yl]oxy}-*N*-[2-(morpholin-4-yl)-2-oxoethyl]quinoline-2-carboxamide;

6-{[5-(difluoromethyl)pyridin-2-yl]oxy}-*N*-[3-(morpholin-4-yl)-3-oxopropyl]quinoline-2-carboxamide;

6-{[5-(difluoromethyl)pyridin-2-yl]oxy}-*N*-[3-oxo-3-(pyrrolidin-1-yl)propyl]quinoline-2-carboxamide;

N-[2-(diethylamino)-2-oxoethyl]-6-{[5-(difluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

6-{[5-(difluoromethyl)pyridin-2-yl]oxy}-*N*-(1-methyl-5-oxopyrrolidin-3-yl)quinoline-2-carboxamide;

6-{[5-(difluoromethyl)pyridin-2-yl]oxy}-*N*-[3-oxo-3-(piperidin-1-yl)propyl]quinoline-2-carboxamide;

4-[(6-{[5-(difluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]-1-methylpiperazin-2-one;

1-[(6-{[5-(difluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]-*N*,*N*-dimethyl-L-prolinamide;

N-[2-(cyclopropylamino)-2-oxoethyl]-6-{[5-(difluoromethyl)pyridin-2-yl]oxy}-*N*-methylquinoline-2-carboxamide;

N-[3-(diethylamino)-3-oxopropyl]-6-{[5-(difluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

6-{[5-(difluoromethyl)pyridin-2-yl]oxy}-*N*-[2-(isopropylamino)-2-oxoethyl]-*N*-methylquinoline-2-carboxamide;

N-[2-(2-oxopiperazin-1-yl)ethyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-(azetidin-3-ylmethyl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-(2-hydroxy-2-methylpropyl)-6-{[6-(trifluoromethyl)pyridin-3-yl]oxy}quinoline-2-carboxamide;

4-{4-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]piperazin-1-yl}butanenitrile;

3-{4-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]piperazin-1-yl}propanenitrile;

1-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]piperidine-4-carbonitrile;

6-{[5-(difluoromethyl)pyridin-2-yl]oxy}-*N*-(oxetan-3-yl)quinoline-2-carboxamide;

5,8-dioxa-2-azaspiro[3.4]oct-2-yl(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

6-{[5-(difluoromethyl)pyridin-2-yl]oxy}-*N*-[(3*S*,4*S*)-4-hydroxy-1,1-dioxidotetrahydrothiophen-3-yl]quinoline-2-carboxamide;

tetrahydro-5*H*-[1,3]dioxolo[4,5-c]pyrrol-5-yl(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

(6-{[5-(difluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)[3-(methylsulfonyl)azetidin-1-yl]methanone;

N-methyl-*N*-(oxetan-3-yl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

6-{[5-(difluoromethyl)pyridin-2-yl]oxy}-*N*-(1-oxidotetrahydro-2*H*-thiopyran-4-yl)quinoline-2-carboxamide;

N-(oxetan-3-ylmethyl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

4-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]piperazine-2-carbonitrile;

6-(4-cyanophenoxy)-*N*-(2-oxopiperidin-4-yl)quinoline-2-carboxamide;

N-(3,3-difluorocyclopentyl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-(3,3-difluorocyclopentyl)-6-{[5-(difluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

[3-fluoro-3-(methoxymethyl)pyrrolidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[3-(ethoxymethyl)-3-fluoropyrrolidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

{3-fluoro-3-[(pyridin-4-yloxy)methyl]pyrrolidin-1-yl}(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

{3-fluoro-3-[(pyridin-3-yloxy)methyl]pyrrolidin-1-yl}(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[3-fluoro-3-(phenoxymethyl)pyrrolidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

benzyl ({4-fluoro-1-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]pyrrolidin-3-yl}methyl)carbamate;

{3-fluoro-3-[(2-methoxyethoxy)methyl]pyrrolidin-1-yl}(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

2-oxa-6-azaspiro[3.4]oct-6-yl(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[(2*R*,4*S*)-4-fluoro-2-(hydroxymethyl)pyrrolidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[(2*R*)-4,4-difluoro-2-(hydroxymethyl)pyrrolidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[(2*S*)-4,4-difluoro-2-(hydroxymethyl)pyrrolidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

1-(3-methoxyphenyl)-4-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]piperazin-2-one;

N-(thietan-3-yl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-{3-[(2-methylphenyl)amino]-3-oxopropyl}-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[(2*S*)-1-(dimethylamino)-1-oxo-3-phenylpropan-2-yl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[1-(2-methoxyphenyl)-5-oxopyrrolidin-3-yl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-(1-oxidothietan-3-yl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-(1,1-dioxidothietan-3-yl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

6-oxa-1-azaspiro[3.3]hept-1-yl(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

1-{1-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]azetidin-3-yl}ethanone;

(3-fluoroazetidin-1-yl)(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

(3,3-difluoroazetidin-1-yl)(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

(4*R*)-4-fluoro-*N*,*N*-dimethyl-1-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]-L-prolinamide;

[4-(1,3-oxazol-2-ylmethyl)piperazin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N-(4,4-difluorocyclohexyl)-6-{[6-(trifluoromethyl)pyridin-3-yl]oxy}quinoline-2-carboxamide;

N-[(4*S*)-2-oxopiperidin-4-yl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[2-oxo-2-(pyrrolidin-1-yl)ethyl]-6-{[6-(trifluoromethyl)pyridin-3-yl]oxy}quinoline-2-carboxamide;

N-{2-[(2-methoxyethyl)amino]-2-oxoethyl}-*N*-methyl-6-{[6-(trifluoromethyl)pyridin-3-yl]oxy}quinoline-2-carboxamide;

N-[3-(morpholin-4-yl)-3-oxopropyl]-6-{[6-(trifluoromethyl)pyridin-3-yl]oxy}quinoline-2-carboxamide;

N-[3-oxo-3-(pyrrolidin-1-yl)propyl]-6-{[6-(trifluoromethyl)pyridin-3-yl]oxy}quinoline-2-carboxamide;

N-[2-(diethylamino)-2-oxoethyl]-6-{[6-(trifluoromethyl)pyridin-3-yl]oxy}quinoline-2-carboxamide;

N-[2-oxo-2-(piperidin-1-yl)ethyl]-6-{[6-(trifluoromethyl)pyridin-3-yl]oxy}quinoline-2-carboxamide;

N-(1-methyl-5-oxopyrrolidin-3-yl)-6-{[6-(trifluoromethyl)pyridin-3-yl]oxy}quinoline-2-carboxamide;

N-[3-oxo-3-(piperidin-1-yl)propyl]-6-{[6-(trifluoromethyl)pyridin-3-yl]oxy}quinoline-2-carboxamide;

N-[(4*R*)-2-oxopiperidin-4-yl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[2-(cyclopropylamino)-2-oxoethyl]-*N*-methyl-6-{[6-(trifluoromethyl)pyridin-3-yl]oxy}quinoline-2-carboxamide;

N-(1-ethyl-5-oxopyrrolidin-3-yl)-6-{[6-(trifluoromethyl)pyridin-3-yl]oxy}quinoline-2-carboxamide;

N-[3-(diethylamino)-3-oxopropyl]-6-{[6-(trifluoromethyl)pyridin-3-yl]oxy}quinoline-2-carboxamide;

N-[2-(isopropylamino)-2-oxoethyl]-*N*-methyl-6-{[6-(trifluoromethyl)pyridin-3-yl]oxy}quinoline-2-carboxamide;

[4-(morpholin-4-yl)piperidin-1-yl](6-{[6-(trifluoromethyl)pyridin-3-yl]oxy}quinolin-2-yl)methanone;

N-methyl-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

meso-[(1*R*,5*S*,6s)-6-amino-3-azabicyclo[3.1.0]hex-3-yl](6-{[6-(trifluoromethyl)pyridin-3-yl]oxy}quinolin-2-yl)methanone;

N-methyl-*N*-(1-methyl-2-oxopiperidin-4-yl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[(3*R*)-2-oxotetrahydrofuran-3-yl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

{4-[(2-methyl-1,3-oxazol-4-yl)methyl]piperazin-1-yl}(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

6-oxa-2-azaspiro[3.4]oct-2-yl(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

6-oxa-2-azaspiro[3.5]non-2-yl(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[3-(methylsulfonyl)azetidin-1-yl](6-{[6-(trifluoromethyl)pyridin-3-yl]oxy}quinolin-2-yl)methanone;

N-(1,1-dioxidotetrahydro-2*H*-thiopyran-4-yl)-6-{[6-(trifluoromethyl)pyridin-3-yl]oxy}quinoline-2-carboxamide;

N-(oxetan-3-yl)-6-{[6-(trifluoromethyl)pyridin-3-yl]oxy}quinoline-2-carboxamide;

N-[(3*R*,4*S*)-4-hydroxy-1,1-dioxidotetrahydrothiophen-3-yl]-6-{[6-(trifluoromethyl)pyridin-3-yl]oxy}quinoline-2-carboxamide;

N-[(3*S*,4*S*)-4-hydroxy-1,1-dioxidotetrahydrothiophen-3-yl]-6-{[6-(trifluoromethyl)pyridin-3-yl]oxy}quinoline-2-carboxamide;

2,5-dihydro-1*H*-pyrrol-1-yl(6-{[6-(trifluoromethyl)pyridin-3-yl]oxy}quinolin-2-yl)methanone;

[4-(3,3-difluoroazetidin-1-yl)piperidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N-(2-methoxy-2-methylpropyl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

[(8a*S*)-7,7-difluorohexahydropyrrolo[1,2-a]pyrazin-2(1*H*)-yl](6-{[5-(difluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[(3*R*)-3-ethylpiperazin-1-yl](6-{[6-(trifluoromethyl)pyridin-3-yl]oxy}quinolin-2-yl)methanone;

[(3*R*)-3-(hydroxymethyl)piperazin-1-yl](6-{[6-(trifluoromethyl)pyridin-3-yl]oxy}quinolin-2-yl)methanone;

[(3*S*)-3-(hydroxymethyl)piperazin-1-yl](6-{[6-(trifluoromethyl)pyridin-3-yl]oxy}quinolin-2-yl)methanone;

[*cis*-3,4-dihydroxypyrrolidin-1-yl](6-{[6-(trifluoromethyl)pyridin-3-yl]oxy}quinolin-2-yl)methanone;

N-[2-(trifluoromethoxy)ethyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

[(3*R*)-3-fluoropyrrolidin-1-yl](6-{[6-(trifluoromethyl)pyridin-3-yl]oxy}quinolin-2-yl)methanone;

[(3*S*)-3-methylpiperazin-1-yl](6-{[6-(trifluoromethyl)pyridin-3-yl]oxy}quinolin-2-yl)methanone;

[(3*S*)-3-fluoropyrrolidin-1-yl](6-{[6-(trifluoromethyl)pyridin-3-yl]oxy}quinolin-2-yl)methanone;

N-(3,3,3-trifluoro-2-hydroxypropyl)-6-{[6-(trifluoromethyl)pyridin-3-yl]oxy}quinoline-2-carboxamide;

(3,5-dimethylpiperazin-1-yl)(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[(3*S*)-3-ethylpiperazin-1-yl](6-{[6-(trifluoromethyl)pyridin-3-yl]oxy}quinolin-2-yl)methanone;

[3-(morpholin-4-yl)azetidin-1-yl](6-{[6-(trifluoromethyl)pyridin-3-yl]oxy}quinolin-2-yl)methanone;

N-(3,3-difluorocyclobutyl)-6-{[6-(trifluoromethyl)pyridin-3-yl]oxy}quinoline-2-carboxamide;

N-(3-oxocyclobutyl)-6-{[6-(trifluoromethyl)pyridin-3-yl]oxy}quinoline-2-carboxamide;

[3-(piperazin-1-yl)azetidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

4,7-diazaspiro[2.5]oct-7-yl(6-{[5-(difluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N-{2-[(3*R*)-3-hydroxypyrrolidin-1-yl]-2-oxoethyl}-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-{2-[(3*S*)-3-hydroxypyrrolidin-1-yl]-2-oxoethyl}-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[2-(3-hydroxy-3-methylpyrrolidin-1-yl)-2-oxoethyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-{2-[(3*S*,4*S*)-3,4-dihydroxypyrrolidin-1-yl]-2-oxoethyl}-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-{2-[(3*R*,4*R*)-3,4-dihydroxypyrrolidin-1-yl]-2-oxoethyl}-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-{2-[(2*S*,4*R*)-4-hydroxy-2-(hydroxymethyl)pyrrolidin-1-yl]-2-oxoethyl}-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[2-(3,3-difluoropyrrolidin-1-yl)-2-oxoethyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[2-(3-hydroxyazetidin-1-yl)-2-oxoethyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[2-(3-hydroxy-3-methylazetidin-1-yl)-2-oxoethyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[2-(1,1-dioxido-1,3-thiazolidin-3-yl)-2-oxoethyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[2-(3-methoxyazetidin-1-yl)-2-oxoethyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-{2-[(2*R*)-2-(hydroxymethyl)pyrrolidin-1-yl]-2-oxoethyl}-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[2-(azetidin-1-yl)-2-oxoethyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[2-oxo-2-(3-oxopyrrolidin-1-yl)ethyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[2-(3-fluoropyrrolidin-1-yl)-2-oxoethyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[3-(morpholin-4-yl)cyclobutyl]-6-{[6-(trifluoromethyl)pyridin-3-yl]oxy}quinoline-2-carboxamide;

(6-{[5-(difluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)[(3*R*)-3-fluoropyrrolidin-1-yl]methanone;

(6-{[5-(difluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)[(3*S*)-3-fluoropyrrolidin-1-yl]methanone;

N-(methylsulfonyl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-(3-hydroxy-3-methylcyclobutyl)-6-{[6-(trifluoromethyl)pyridin-3-yl]oxy}quinoline-2-carboxamide;

N-[1-(dimethylamino)-1-oxopropan-2-yl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-(3,3-difluorocyclobutyl)-6-{[5-(difluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

[(3*R*)-3-hydroxypiperidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[(3*S*)-3-hydroxypiperidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[(3*R*,4*R*)-4-amino-3-fluoropiperidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N-[(3*R*,4*R*)-3-fluoropiperidin-4-yl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

(6-{[5-(difluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)[(3*S*)-3-(hydroxymethyl)piperazin-1-yl]methanone;

{3-[(3*S*)-3-fluoropyrrolidin-1-yl]azetidin-1-yl}(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N-(1-methyl-2-oxopyrrolidin-3-yl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

[(3*R*)-3-methoxypyrrolidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[(3*S*)-3-methoxypyrrolidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N-(2-methoxypropyl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[(1-methoxycyclobutyl)methyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

6-{[5-(difluoromethyl)pyridin-2-yl]oxy}-*N*-(3-oxocyclobutyl)quinoline-2-carboxamide;

[(3*S*)-3-(methoxymethyl)piperazin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[3-(difluoromethyl)piperazin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N-(3-cyanopropyl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-cyclobutyl-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

azetidin-1-yl(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[2-(trifluoromethyl)piperazin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N-(3-methoxypropyl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-(thietan-3-ylmethyl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[(1-oxidothietan-3-yl)methyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[(1,1-dioxidothietan-3-yl)methyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

[(2*R*)-2-(difluoromethyl)piperazin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N-(3-fluorocyclobutyl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[2-(2-oxo-1,3-oxazolidin-3-yl)ethyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[2-(pyridin-2-yl)ethyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[3-(pyridin-2-yl)propyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[3-(2-oxopyrrolidin-1-yl)propyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[(5-oxopyrrolidin-3-yl)methyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-(3-acetamido-2-methylpropyl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-methyl-*N*-[2-(methylsulfonyl)ethyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-[4-(methylsulfonyl)butyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-(3-acetamidopropyl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

1-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]hexahydropyrrolo[1,2-a]pyrimidin-6(2*H*)-one;

N-[2-(1,1-dioxidothietan-3-yl)ethyl]-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

N-methyl-*N*-(2,2,2-trifluoroethyl)-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide;

6-{[5-(difluoromethyl)pyridin-2-yl]oxy}-*N*-(3-fluorocyclobutyl)quinoline-2-carboxamide;

[4-fluoro-4-(methoxymethyl)piperidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

[3-(2,2-difluoroethoxy)azetidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

1,1-dimethyl-4-[(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)carbonyl]piperazin-1-ium iodide;

{3-[(2,2,2-trifluoroethyl)amino]azetidin-1-yl}(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone;

N-(2,2-difluoroethyl)-*N*-methyl-6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinoline-2-carboxamide; and

7-oxa-2-azaspiro[3.5]non-2-yl(6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone.

24. A pharmaceutical composition comprising a therapeutically effective amount of a compound of claim 1 in combination with a pharmaceutically acceptable carrier.

25. Use of an effective amount of a compound of claim 1 in the manufacture of a medicament for selectively modulating the effects of pain in a mammal.

26. Use of an effective amount of a compound of claim 1, in the manufacture of a medicament for treating a condition or disorder modulated by the voltage-gated sodium channels $Na_v1.7$ and/or $Na_v1.8$ in a mammal, wherein the condition or disorder is selected from the group consisting of pain, osteoarthritis pain, joint pain, knee pain, neuropathic pain, post-surgical pain, low back pain, diabetic neuropathy, pain during surgery, cancer pain, chemotherapy induced pain, headaches, cluster headache, tension headache, migraine pain, trigeminal neuralgia, shingles pain, post-herpetic neuralgia, carpal tunnel syndrome, inflammatory pain, pain from rheumatoid arthritis, colitis, pain of interstitial cystitis, visceral pain, pain from kidney stone, pain from gallstone, angina, fibromyalgia, chronic pain syndrome, thalamic pain syndrome, pain from stroke, phantom limb pain, sunburn, radiculopathy, complex regional pain syndrome, HIV sensory neuropathy, central neuropathic pain syndromes, multiple sclerosis pain, Parkinson disease pain, spinal cord injury pain, menstrual pain, toothache, pain from bone metastasis, pain from endometriosis, pain from uterine fibroids, nociceptive pain, hyperalgesia, temporomandibular joint pain, inherited erythromelalgia (IEM), and paroxysmal extreme pain disorder (PEPD).

27. The compound of claim 23, wherein the compound is [(3R)-3-fluoropyrrolidin-1-yl](6-{[5-(trifluoromethyl)pyridin-2-yl]oxy}quinolin-2-yl)methanone, or a pharmaceutically acceptable salt, ester, amide, or radiolabeled form thereof.

28. A pharmaceutical composition comprising a therapeutically effective amount of the compound of claim 27, or a pharmaceutically acceptable salt, ester, amide, or radiolabeled form thereof, in combination with a pharmaceutically acceptable carrier.

29. Use of an effective amount of a compound of claim 27, or a pharmaceutically acceptable salt, ester, amide, or radiolabeled form thereof, in the manufacture of a medicament for selectively modulating the effects of pain in a mammal.

30. Use of an effective amount of a compound of claim 27, or a pharmaceutically acceptable salt, ester, amide, or radiolabeled form thereof, in the manufacture of a medicament for treating a condition or disorder modulated by the voltage-gated sodium channels $Na_v1.7$ and/or $Na_v1.8$ in a

mammal, wherein the condition or disorder is selected from the group consisting of pain, osteoarthritis pain, joint pain, knee pain, neuropathic pain, postsurgical pain, low back pain, diabetic neuropathy, pain during surgery, cancer pain, chemotherapy induced pain, headaches, cluster headache, tension headache, migraine pain, trigeminal neuralgia, shingles pain, post-herpetic neuralgia, carpal tunnel syndrome, inflammatory pain, pain from rheumatoid arthritis, colitis, pain of interstitial cystitis, visceral pain, pain from kidney stone, pain from gallstone, angina, fibromyalgia, chronic pain syndrome, thalamic pain syndrome, pain from stroke, phantom limb pain, sunburn, radiculopathy, complex regional pain syndrome, HIV sensory neuropathy, central neuropathic pain syndromes, multiple sclerosis pain, Parkinson disease pain, spinal cord injury pain, menstrual pain, toothache, pain from bone metastasis, pain from endometriosis, pain from uterine fibroids, nociceptive pain, hyperalgesia, temporomandibular joint pain, inherited erythromelalgia (IEM), and paroxysmal extreme pain disorder (PEPD).