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NOVEL COMPOUNDS AND COMPOSITIONS AS CATHEPSIN INHIBITORS

THE INVENTION

5 This Application relates to compounds and compositions for treating diseases associated with cysteine protease activity, particularly diseases associated with activity of cathepsin S.

DESCRIPTION OF THE FIELD

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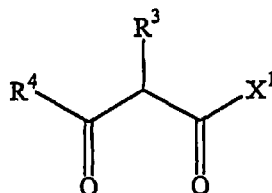
Cysteine proteases represent a class of peptidases characterized by the presence of a cysteine residue in the catalytic site of the enzyme. Cysteine proteases are associated with the normal degradation and processing of proteins. The aberrant activity of cysteine proteases, e.g., as a result of increase expression or enhanced activation, however, may have pathological consequences. In this regard, certain cysteine proteases are associated with a number of disease states, including arthritis, muscular dystrophy, inflammation, tumor invasion, glomerulonephritis, malaria, periodontal disease, metachromatic leukodystrophy and others. An increase in cathepsin S activity contributes to the pathology and/or symptomatology of a number of diseases. Accordingly, molecules that inhibit the activity of cathepsin S protease are useful as therapeutic agents in the treatment of such diseases.

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SUMMARY OF THE INVENTION

This Application relates to compounds of Formula I:



I

5 in which:

X^1 is $-\text{NHC}(\text{R}^1)(\text{R}^2)\text{X}^2$ or $-\text{NHX}^3$;

X^2 is cyano, $-\text{C}(\text{R}^7)(\text{R}^8)\text{X}^3$, $-\text{C}(\text{R}^7)(\text{R}^8)\text{CF}_3$, $-\text{C}(\text{R}^7)(\text{R}^8)\text{CF}_2\text{CF}_2\text{R}^9$, $-\text{CH}=\text{CHS}(\text{O})_2\text{R}^5$,
 $-\text{C}(\text{O})\text{CF}_2\text{C}(\text{O})\text{NR}^5\text{R}^5$, $-\text{C}(\text{O})\text{C}(\text{O})\text{NR}^5\text{R}^6$, $-\text{C}(\text{O})\text{C}(\text{O})\text{OR}^5$, $-\text{C}(\text{O})\text{CH}_2\text{OR}^5$,
 $-\text{C}(\text{O})\text{CH}_2\text{N}(\text{R}^6)\text{SO}_2\text{R}^5$ or $-\text{C}(\text{O})\text{C}(\text{O})\text{R}^5$; wherein R^5 is (C_{1-4}) alkyl, (C_{5-10}) aryl (C_{0-6}) alkyl or
 10 (C_{5-10}) heteroaryl (C_{0-6}) alkyl; R^6 is hydrogen or (C_{1-6}) alkyl; R^7 is hydrogen or (C_{1-4}) alkyl and
 R^8 is hydroxy or R^7 and R^8 together form oxo; R^9 is hydrogen, halo, (C_{1-4}) alkyl,
 (C_{5-10}) aryl (C_{0-6}) alkyl or (C_{5-10}) heteroaryl (C_{0-6}) alkyl;

X^3 comprises a heteromonocyclic ring containing 4 to 6 ring member atoms or a
 fused heterobicyclic ring system containing 8 to 14 ring member atoms and any
 15 carbocyclic ketone, iminoketone or thioketone derivative thereof;

wherein within R^5 , X^2 or X^3 any alicyclic or aromatic ring system may be
 substituted further by 1 to 5 radicals independently selected from (C_{1-6}) alkyl,
 (C_{1-6}) alkylidene, cyano, halo, halo-substituted (C_{1-4}) alkyl, nitro, $-\text{X}^4\text{NR}^{12}\text{R}^{12}$,
 $-\text{X}^4\text{NR}^{12}\text{C}(\text{O})\text{R}^{12}$, $-\text{X}^4\text{NR}^{12}\text{C}(\text{O})\text{OR}^{12}$, $-\text{X}^4\text{NR}^{12}\text{C}(\text{O})\text{NR}^{12}\text{R}^{12}$, $-\text{X}^4\text{NR}^{12}\text{C}(\text{NR}^{12})\text{NR}^{12}\text{R}^{12}$,
 20 $-\text{X}^4\text{OR}^{12}$, $-\text{X}^4\text{SR}^{12}$, $-\text{X}^4\text{C}(\text{O})\text{OR}^{12}$, $-\text{X}^4\text{C}(\text{O})\text{R}^{12}$, $-\text{X}^4\text{OC}(\text{O})\text{R}^{12}$, $-\text{X}^4\text{C}(\text{O})\text{NR}^{12}\text{R}^{12}$,
 $-\text{X}^4\text{S}(\text{O})_2\text{NR}^{12}\text{R}^{12}$, $-\text{X}^4\text{NR}^{12}\text{S}(\text{O})_2\text{R}^{12}$, $-\text{X}^4\text{P}(\text{O})(\text{OR}^{12})\text{OR}^{12}$, $-\text{X}^4\text{OP}(\text{O})(\text{OR}^{12})\text{OR}^{12}$,
 $-\text{X}^4\text{NR}^{12}\text{C}(\text{O})\text{R}^{13}$, $-\text{X}^4\text{S}(\text{O})\text{R}^{13}$ and $-\text{X}^4\text{S}(\text{O})_2\text{R}^{13}$ and/or 1 radical selected from $-\text{R}^{14}$, $-\text{X}^4\text{OR}^{14}$,
 $-\text{X}^4\text{SR}^{14}$, $-\text{X}^4\text{S}(\text{O})\text{R}^{14}$, $-\text{X}^4\text{S}(\text{O})_2\text{R}^{14}$, $-\text{X}^4\text{C}(\text{O})\text{R}^{14}$, $-\text{X}^4\text{C}(\text{O})\text{OR}^{14}$, $-\text{X}^4\text{OC}(\text{O})\text{R}^{14}$, $-\text{X}^4\text{NR}^{14}\text{R}^{12}$,
 $-\text{X}^4\text{NR}^{12}\text{C}(\text{O})\text{R}^{14}$, $-\text{X}^4\text{NR}^{12}\text{C}(\text{O})\text{OR}^{14}$, $-\text{X}^4\text{C}(\text{O})\text{NR}^{12}\text{R}^{12}$, $-\text{X}^4\text{S}(\text{O})_2\text{NR}^{14}\text{R}^{12}$, $-\text{X}^4\text{NR}^{12}\text{S}(\text{O})_2\text{R}^{14}$,
 25 $-\text{X}^4\text{NR}^{12}\text{C}(\text{O})\text{NR}^{14}\text{R}^{12}$ and $-\text{X}^4\text{NR}^{12}\text{C}(\text{NR}^{12})\text{NR}^{14}\text{R}^{12}$, wherein X^4 is a bond or (C_{1-6}) alkyl; R^{12}
 at each occurrence independently is hydrogen, (C_{1-6}) alkyl or halo-substituted (C_{1-6}) alkyl; R^{13}
 is (C_{1-6}) alkyl or halo-substituted (C_{1-6}) alkyl; and R^{14} is (C_{3-10}) cycloalkyl (C_{0-6}) alkyl,

hetero(C₃₋₁₀)cycloalkyl(C₀₋₃)alkyl, (C₆₋₁₀)aryl(C₀₋₆)alkyl, hetero(C₅₋₁₀)aryl(C₀₋₆)alkyl, (C₉₋₁₀)bicycloaryl(C₀₋₆)alkyl or hetero(C₈₋₁₀)bicycloaryl(C₀₋₆)alkyl;

R¹ is hydrogen, halo or (C₁₋₆)alkyl and R² is selected from a group consisting of hydrogen, cyano, halo, -X⁴NR¹²R¹², -X⁴NR¹²C(O)R¹², -X⁴NR¹²C(O)OR¹²,
 5 -X⁴NR¹²C(O)NR¹²R¹², -X⁴NR¹²C(NR¹²)NR¹²R¹², -X⁴OR¹², -X⁴SR¹², -X⁴C(O)OR¹²,
 -X⁴C(O)R¹², -X⁴OC(O)R¹², -X⁴C(O)NR¹²R¹², -X⁴S(O)₂NR¹²R¹², -X⁴NR¹²S(O)₂R¹²,
 -X⁴P(O)(OR¹²)OR¹², -X⁴OP(O)(OR¹²)OR¹², -X⁴NR¹²C(O)R¹³, -X⁴S(O)R¹³, -X⁴S(O)₂R¹³,
 -R¹⁴, -X⁴OR¹⁴, -X⁴SR¹⁴, -X⁴S(O)R¹⁴, -X⁴S(O)₂R¹⁴, -X⁴C(O)R¹⁴, -X⁴C(O)OR¹⁴, -X⁴OC(O)R¹⁴,
 -X⁴NR¹⁴R¹², -X⁴NR¹²C(O)R¹⁴, -X⁴NR¹²C(O)OR¹⁴, -X⁴C(O)NR¹²R¹², -X⁴S(O)₂NR¹⁴R¹²,
 10 -X⁴NR¹²S(O)₂R¹⁴, -X⁴NR¹²C(O)NR¹⁴R¹² and -X⁴NR¹²C(NR¹²)NR¹⁴R¹², wherein X⁴, R¹², R¹³
 and R¹⁴ are as defined above; or R¹ and R² taken together with the carbon atom to which
 both R¹ and R² are attached form (C₃₋₈)cycloalkylene or (C₃₋₈)heterocycloalkylene; wherein
 within said R² any heteroaryl, aryl, cycloalkyl, heterocycloalkyl, cycloalkylene or
 heterocycloalkylene is optionally substituted with 1 to 3 radicals independently selected
 15 from (C₁₋₆)alkyl, (C₁₋₆)alkylidene, cyano, halo, halo-substituted(C₁₋₄)alkyl, nitro,
 -X⁴NR¹²R¹², -X⁴NR¹²C(O)R¹², -X⁴NR¹²C(O)OR¹², -X⁴NR¹²C(O)NR¹²R¹²,
 -X⁴NR¹²C(NR¹²)NR¹²R¹², -X⁴OR¹², -X⁴SR¹², -X⁴C(O)OR¹², -X⁴C(O)R¹², -X⁴OC(O)R¹²,
 -X⁴C(O)NR¹²R¹², -X⁴S(O)₂NR¹²R¹², -X⁴NR¹²S(O)₂R¹², -X⁴P(O)(OR¹²)OR¹²,
 -X⁴OP(O)(OR¹²)OR¹², -X⁴NR¹²C(O)R¹³, -X⁴S(O)R¹³, -X⁴S(O)₂R¹³ and -X⁴C(O)R¹³, wherein
 20 X⁴, R¹² and R¹³ are as defined above;

R³ is -C(R⁶)(R⁶)X⁵, wherein R⁶ is as defined above and X⁵ is selected from
 -X⁴NR¹²R¹², -X⁴NR¹²C(O)R¹², -X⁴NR¹²C(O)OR¹², -X⁴NR¹²C(O)NR¹²R¹²,
 -X⁴NR¹²C(NR¹²)NR¹²R¹², -X⁴OR¹², -X⁴SR¹², -X⁴C(O)OR¹², -X⁴C(O)R¹², -X⁴OC(O)R¹²,
 -X⁴C(O)NR¹²R¹², -X⁴S(O)₂NR¹²R¹², -X⁴NR¹²S(O)₂R¹², -X⁴P(O)(OR¹²)OR¹², -X⁴R¹²,
 25 -X⁴OP(O)(OR¹²)OR¹², -X⁴C(O)R¹³, -X⁴NR¹²C(O)R¹³, -X⁴S(O)R¹³ and -X⁴S(O)₂R¹³, -R¹⁴,
 -X⁴OR¹⁴, -X⁴SR¹⁴, -X⁴S(O)R¹⁴, -X⁴S(O)₂R¹⁴, -X⁴C(O)R¹⁴, -X⁴C(O)OR¹⁴, -X⁴OC(O)R¹⁴,
 -X⁴NR¹⁴R¹², -X⁴NR¹²C(O)R¹⁴, -X⁴NR¹²C(O)OR¹⁴, -X⁴C(O)NR¹⁴R¹², -X⁴S(O)₂NR¹⁴R¹²,
 -X⁴NR¹²S(O)₂R¹⁴, -X⁴NR¹²C(O)NR¹⁴R¹² and -X⁴NR¹²C(NR¹²)NR¹⁴R¹² wherein X⁴, R¹², R¹³
 and R¹⁴ are as defined above;

30 R⁴ is -NR⁶R⁶, -NR⁶R¹⁴, -NR⁶R¹⁵ or -NR⁶X⁵C(O)R¹⁴ wherein R⁶, X⁵ and R¹⁴ are
 as described above and R¹⁵ is hydrogen, -(C₁₋₆)alkyl or -X⁵OR⁶ wherein X⁵ is as described

above; or R⁶ and R¹⁵ together with the nitrogen atom to which R⁶ and R¹⁵ are attached form hetero(C₃₋₁₀)cycloalkyl, hetero(C₅₋₁₀)aryl or hetero(C₈₋₁₀)bicycloaryl;

wherein within R³ and R⁴ any alicyclic or aromatic ring system may be substituted further by 1-5 radicals independently selected from (C₁₋₆)alkyl, (C₁₋₆)alkylidene, cyano, halo, halo-substituted(C₁₋₄)alkyl, nitro, -X⁴NR¹²R¹², -X⁴NR¹²C(O)R¹², -X⁴NR¹²C(O)OR¹²,
5 -X⁴NR¹²C(O)NR¹²R¹², -X⁴NR¹²C(NR¹²)NR¹²R¹², -X⁴OR¹², -X⁴SR¹², -X⁴C(O)OR¹², -X⁴C(O)R¹², -X⁴OC(O)R¹², -X⁴C(O)NR¹²R¹², -X⁴S(O)₂NR¹²R¹², -X⁴NR¹²S(O)₂R¹², -X⁴P(O)(OR¹²)OR¹², -X⁴OP(O)(OR¹²)OR¹², -X⁴NR¹²C(O)R¹³, -X⁴S(O)R¹³, -X⁴C(O)R¹³ and -X⁴S(O)₂R¹³ and/or 1 radical selected from -R¹⁴, -X⁴OR¹⁴, -X⁴SR¹⁴, -X⁴S(O)R¹⁴,
10 -X⁴S(O)₂R¹⁴, -X⁴C(O)R¹⁴, -X⁴C(O)OR¹⁴, -X⁴OC(O)R¹⁴, -X⁴NR¹⁴R¹², -X⁴NR¹²C(O)R¹⁴, -X⁴NR¹²C(O)OR¹⁴, -X⁴C(O)NR¹⁴R¹², -X⁴S(O)₂NR¹⁴R¹², -X⁴NR¹²S(O)₂R¹⁴, -X⁴NR¹²C(O)NR¹⁴R¹² and -X⁴NR¹²C(NR¹²)NR¹⁴R¹²; and within R³ and R⁴ any aliphatic moiety may be substituted further by 1-5 radicals independently selected from cyano, halo, nitro, -NR¹²R¹², -NR¹²C(O)R¹², -NR¹²C(O)OR¹², -NR¹²C(O)NR¹²R¹², -NR¹²C(NR¹²)NR¹²R¹²,
15 -OR¹², -SR¹², -C(O)OR¹², -C(O)R¹², -OC(O)R¹², -C(O)NR¹²R¹², -S(O)₂NR¹²R¹², -NR¹²S(O)₂R¹², -P(O)(OR¹²)OR¹², -OP(O)(OR¹²)OR¹², -NR¹²C(O)R¹³, -S(O)R¹³ and -S(O)₂R¹³; wherein X⁴, R¹², R¹³ and R¹⁴ are as described above;

with the proviso that only one bicyclic ring structure is present within R³ or R⁴; and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and
20 mixtures of isomers thereof; and the pharmaceutically acceptable salts and solvates (e.g. hydrates) of such compounds and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

A second aspect of the invention is a pharmaceutical composition which contains a compound of Formula I or a *N*-oxide derivative, individual isomer or mixture of isomers
25 thereof, or a pharmaceutically acceptable salt thereof, in admixture with one or more suitable excipients.

A third aspect of the invention is a method for treating a disease in an animal in which inhibition of cathepsin S can prevent, inhibit or ameliorate the pathology and/or
30 symptomatology of the disease, which method comprises administering to the animal a therapeutically effective amount of compound of Formula I or a *N*-oxide derivative, individual isomer or mixture of isomers thereof; or a pharmaceutically acceptable salt

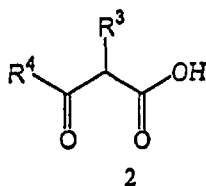
thereof.

Further the invention provides a use of the compound according to any aspect of the invention or a N-oxide derivative or individual isomer or mixture of isomers thereof; or a pharmaceutically acceptable salt or solvate of such compounds and the N-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof, in the manufacture of a pharmaceutical composition for the treatment of a disease in an animal in which inhibition of Cathepsin S can prevent, inhibit or ameliorate the pathology and/or symptomology of the disease.

10 A fourth aspect of the invention is the processes for preparing compounds of Formula I and the N-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; and the pharmaceutically acceptable salts thereof.

The present inventions also provides a process for preparing a compound of
15 Formula I:

(A) reacting a compound of Formula 2:



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with a compound of formula $\text{NH}_2\text{CR}^1\text{R}^2\text{X}^2$, in which R^1 , R^2 , R^3 , R^4 and X^2 are as defined in the Summary of the Invention for Formula I; or

(B) reacting a compound of Formula 2 with a compound of Formula NH_2X^3 , in which R^3 , R^4 and X^3 are as described in the Summary of the Invention for

25 Formula I; and

(C) optionally converting a compound of Formula I into a pharmaceutically acceptable salt;

(D) optionally converting a salt form of a compound of Formula I to non-salt form;

(E) optionally converting an unoxidized form of a compound of Formula I into a pharmaceutically acceptable N-oxide;

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(F) optionally converting an N-oxide form of a compound of Formula I its unoxidized form;

(G) optionally resolving an individual isomer of a compound of Formula I from a mixture of isomers;

- (H) optionally converting a non-derivatized compound of Formula I into a pharmaceutically prodrug derivative; and
- (I) optionally converting a prodrug derivative of a compound of Formula I to its non-derivatized form.

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DETAILED DESCRIPTION OF THE INVENTION

Definitions:

Unless otherwise stated, the following terms used in the specification and claims are defined for the purposes of this Application and have the following meanings.

"Alicyclic" means a moiety characterized by arrangement of the carbon atoms in closed non-aromatic ring structures having properties resembling those of aliphatics and may be saturated or partially unsaturated with two or more double or triple bonds.

"Aliphatic" means a moiety characterized by a straight or branched chain arrangement of the constituent carbon atoms and may be saturated or partially unsaturated with two or more double or triple bonds.

"Alkyl" represented by itself means a straight or branched, saturated or unsaturated, aliphatic radical having the number of carbon atoms indicated (e.g., (C₁₋₆)alkyl includes methyl, ethyl, propyl, isopropyl, butyl, *sec*-butyl, isobutyl, *tert*-butyl, vinyl, allyl, 1-propenyl, isopropenyl, 1-butenyl, 2-butenyl, 3-butenyl, 2-methylallyl, ethynyl, 1-propynyl, 2-propynyl, and the like). Alkyl represented along with another radical (e.g., as in arylalkyl) means a straight or branched, saturated or unsaturated aliphatic divalent radical having the number of atoms indicated or when no atoms are indicated means a bond (e.g., (C₆₋₁₀)aryl(C₀₋₃)alkyl includes phenyl, benzyl, phenethyl, 1-phenylethyl 3-phenylpropyl, and the like).

"Alkylene", unless indicated otherwise, means a straight or branched, saturated or unsaturated, aliphatic, divalent radical having the number of carbon atoms indicated (e.g., (C₁₋₆)alkylene includes methylene (-CH₂-), ethylene (-CH₂CH₂-), trimethylene (-CH₂CH₂CH₂-), tetramethylene (-CH₂CH₂CH₂CH₂-) 2-butenylene (-CH₂CH=CHCH₂-),

2-methyltetramethylene $(-\text{CH}_2\text{CH}(\text{CH}_3)\text{CH}_2\text{CH}_2-)$, pentamethylene
 $(-\text{CH}_2\text{CH}_2\text{CH}_2\text{CH}_2\text{CH}_2-)$ and the like).

"Alkylidene" means a straight or branched saturated or unsaturated, aliphatic, divalent radical having the number of carbon atoms indicated (e.g. (C_{1-6}) alkylidene includes methylidene $(=\text{CH}_2)$, ethylidene $(=\text{CHCH}_3)$, isopropylidene $(=\text{C}(\text{CH}_3)_2)$, propylidene $(=\text{CHCH}_2\text{CH}_3)$, allylidene $(=\text{CHCH}=\text{CH}_2)$, and the like).

"Amino" means the radical $-\text{NH}_2$. Unless indicated otherwise, the compounds of the invention containing amino moieties include protected derivatives thereof. Suitable protecting groups for amino moieties include acetyl, *tert*-butoxycarbonyl, benzyloxycarbonyl, and the like.

"Animal" includes humans, non-human mammals (e.g., dogs, cats, rabbits, cattle, horses, sheep, goats, swine, deer, and the like) and non-mammals (e.g., birds, and the like).

"Aromatic" means a moiety wherein the constituent atoms make up an unsaturated ring system, all atoms in the ring system are sp^2 hybridized and the total number of pi electrons is equal to $4n+2$.

"Aryl" means a monocyclic or fused bicyclic ring assembly containing the total number of ring carbon atoms indicated, wherein each ring is comprised of 6 ring carbon atoms and is aromatic or when fused with a second ring forms an aromatic ring assembly. For example, optionally substituted (C_{6-10}) aryl as used in this Application includes, but is not limited to, biphenyl-2-yl, 2-bromophenyl, 2-bromocarbonylphenyl, 2-bromo-5-fluorophenyl, 4-*tert*-butylphenyl, 4-carbamoylphenyl, 4-carboxy-2-nitrophenyl, 2-chlorophenyl, 4-chlorophenyl, 3-chlorocarbonylphenyl, 4-chlorocarbonylphenyl, 2-chloro-4-fluorophenyl, 2-chloro-6-fluorophenyl, 4-chloro-2-nitrophenyl, 6-chloro-2-nitrophenyl, 2,6-dibromophenyl, 2,3-dichlorophenyl, 2,5-dichlorophenyl, 3,4-dichlorophenyl, 2-difluoromethoxyphenyl, 3,5-dimethylphenyl, 2-ethoxycarbonylphenyl, 2-fluorophenyl, 2-iodophenyl, 4-isopropylphenyl, 2-methoxyphenyl, 4-methoxyphenyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, 5-methyl-2-nitrophenyl, 4-methylsulfonylphenyl, naphth-2-yl, 2-nitrophenyl, 3-nitrophenyl, 4-nitrophenyl, 2,3,4,5,6-pentafluorophenyl, phenyl, 2-trifluoromethoxyphenyl, 3-trifluoromethoxyphenyl, 4-trifluoromethoxyphenyl, 2-trifluoromethylphenyl, 3-trifluoromethylphenyl, 4-trifluoromethylphenyl,

2-trifluoromethylsulfanylphenyl, 4-trifluoromethylsulfanylphenyl, and the like. Optionally substituted (C₆₋₁₀)aryl as used in this Application includes 3-acetylphenyl, 3-*tert*-butoxycarbonylaminomethylphenyl, biphenyl-4-yl, 3-hydroxyphenyl, 4-hydroxyphenyl, 3-methoxyphenyl, naphth-2-yl, 3-phenoxyphenyl, phenyl, and the like.

5 "Bicycloaryl" means a bicyclic ring assembly containing the number of ring carbon atoms indicated, wherein the rings are linked by a single bond or fused and at least one of the rings comprising the assembly is aromatic, and any carbocyclic ketone, thioketone or iminoketone derivative thereof (e.g., (C₉₋₁₀)bicycloaryl includes cyclohexylphenyl, 1,2-dihydronaphthyl, 2,4-dioxo-1,2,3,4-tetrahydronaphthyl, indanyl, indenyl,
10 1,2,3,4-tetrahydronaphthyl, and the like).

"Carbamoyl" means the radical -C(O)NH₂. Unless indicated otherwise, the compounds of the invention containing carbamoyl moieties include protected derivatives thereof. Suitable protecting groups for carbamoyl moieties include acetyl, *tert*-butoxycarbonyl, benzyloxycarbonyl, and the like and both the unprotected and
15 protected derivatives fall within the scope of the invention.

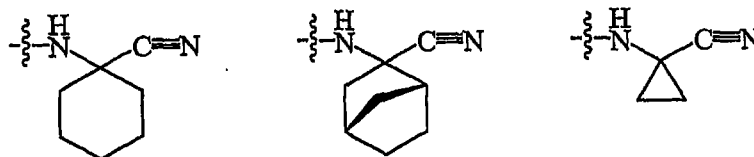
"Carbocyclic ketone derivative" means a derivative containing the moiety -C(O)-.

"Carboxy" means the radical -C(O)OH. Unless indicated otherwise, the compounds of the invention containing carboxy moieties include protected derivatives thereof. Suitable protecting groups for carboxy moieties include benzyl, *tert*-butyl, and the
20 like.

"Cycloalkyl" means a saturated or partially unsaturated, monocyclic, fused bicyclic or bridged polycyclic ring assembly containing the number of ring carbon atoms indicated, and any carbocyclic ketone, thioketone or iminoketone derivative thereof (e.g.,
25 (C₃₋₁₀)cycloalkyl includes cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, cyclohexenyl, 2,5-cyclohexadienyl, bicyclo[2.2.2]octyl, adamantan-1-yl, decahydronaphthyl, oxocyclohexyl, dioxocyclohexyl, thiocyclohexyl, 2-oxobicyclo[2.2.1]hept-1-yl, and the like).

"Cycloalkylene" means a divalent saturated or partially unsaturated, monocyclic
30 ring or bridged polycyclic ring assembly containing the number of ring carbon atoms indicated, and any carbocyclic ketone, thioketone or iminoketone derivative thereof. For

example, the instance wherein "R¹ and R² together with the carbon atom to which both R¹ and R² are attached form (C₃₋₈)cycloalkylene" includes, but is not limited to, the following:



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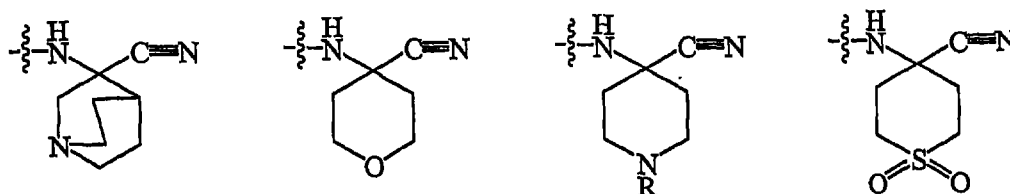
"Disease" specifically includes any unhealthy condition of an animal or part thereof and includes an unhealthy condition that may be caused by, or incident to, medical or veterinary therapy applied to that animal, i.e., the "side effects" of such therapy.

"Halo" means fluoro, chloro, bromo or iodo.

10 "Halo-substituted alkyl", as an isolated group or part of a larger group, means "alkyl" substituted by one or more "halo" atoms, as such terms are defined in this Application. Halo-substituted alkyl includes haloalkyl, dihaloalkyl, trihaloalkyl, perhaloalkyl and the like (e.g. halo-substituted (C₁₋₃)alkyl includes chloromethyl, dichloromethyl, difluoromethyl, trifluoromethyl, 2,2,2-trifluoroethyl, perfluoroethyl, 15 2,2,2-trifluoro-1,1-dichloroethyl, and the like).

"Heteroatom moiety" includes -N=, -NR-, -O-, -S- or -S(O)₂-, wherein R is hydrogen, (C₁₋₆)alkyl or a protecting group.

"Heterocycloalkylene" means cycloalkylene, as defined in this Application, provided that one or more of the ring member carbon atoms indicated, is replaced by
20 heteroatom moiety selected from -N=, -NR-, -O-, -S- or -S(O)₂-, wherein R is hydrogen or (C₁₋₆)alkyl. For example, the instance wherein R¹ and R² together with the carbon atom to which both R¹ and R² are attached form hetero(C₃₋₈)cycloalkyl" includes, but is not limited to, the following:



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in which R is hydrogen, (C₁₋₆)alkyl, or a protecting group.

"Heteroaryl" means aryl, as defined in this Application, provided that one or more of the ring carbon atoms indicated are replaced by a heteroatom moiety selected from -N=, -NR-, -O- or -S-, wherein R is hydrogen, (C₁₋₆)alkyl, a protecting group or represents the free valence which serves as the point of attachment to a ring nitrogen, and each ring is comprised of 5 or 6 ring atoms. For example, optionally substituted hetero(C₅₋₁₀)aryl as used in this Application includes, but is not limited to, 4-amino-2-hydroxypyrimidin-5-yl, benzothiazol-2-yl, 1*H*-benzoimidazol-2-yl, 2-bromopyrid-5-yl, 5-bromopyrid-2-yl, 4-carbamoylthiazol-2-yl, 3-carboxypyrid-4-yl, 5-carboxy-2,6-dimethylpyrid-3-yl, 3,5-dimethylisoxazol-4-yl, 5-ethoxy-2,6-dimethylpyrid-3-yl, 5-fluoro-6-hydroxypyrimidin-4-yl, fur-2-yl, fur-3-yl, 5-hydroxy-4,6-dimethylpyrid-3-yl, 8-hydroxy-5,7-dimethylquinolin-2-yl, 5-hydroxymethylisoxazol-3-yl, 3-hydroxy-6-methylpyrid-2-yl, 3-hydroxypyrid-2-yl, 1*H*-imidazol-2-yl, 1*H*-imidazol-4-yl, 1*H*-indol-3-yl, isothiazol-4-yl, isoxazol-4-yl, 2-methylfur-3-yl, 5-methylfur-2-yl, 1-methyl-1*H*-imidazol-2-yl, 5-methyl-3*H*-imidazol-4-yl, 5-methylisoxazol-3-yl, 5-methyl-2*H*-pyrazol-3-yl, 3-methylpyrid-2-yl, 4-methylpyrid-2-yl, 5-methylpyrid-2-yl, 6-methylpyrid-2-yl, 2-methylpyrid-3-yl, 2-methylthiazol-4-yl, 5-nitropyrid-2-yl, 2*H*-pyrazol-3-yl, 3*H*-pyrazol-4-yl, pyridazin-3-yl, pyrid-2-yl, pyrid-3-yl, pyrid-4-yl, 5-pyrid-3-yl-2*H*-[1,2,4]triazol-3-yl, pyrimidin-4-yl, pyrimidin-5-yl, 1*H*-pyrrol-3-yl, quinolin-2-yl, 1*H*-tetrazol-5-yl, thiazol-2-yl, thiazol-5-yl, thien-2-yl, thien-3-yl, 2*H*-[1,2,4]triazol-3-yl, 3*H*-[1,2,3]triazol-4-yl, 5-trifluoromethylpyrid-2-yl, and the like. Suitable protecting groups include *tert*-butoxycarbonyl, benzyloxycarbonyl, benzyl, 4-methoxybenzyl, 2-nitrobenzyl, and the like. Optionally substituted hetero(C₅₋₁₀)aryl as used in this Application to define R⁴ includes benzofur-2-yl, fur-2-yl, fur-3-yl, pyrid-3-yl, pyrid-4-yl, quinol-2-yl, quinol-3-yl, thien-2-yl, thien-3-yl, and the like.

"Heterobicycloaryl" means bicycloaryl, as defined in this Application, provided that one or more of the ring carbon atoms indicated are replaced by a heteroatom moiety selected from -N=, -NR-, -O- or -S-, wherein R is hydrogen, (C₁₋₆)alkyl, a protecting group or represents the free valence which serves as the point of attachment to a ring nitrogen, and any carbocyclic ketone, thioketone or iminoketone derivative thereof. For example, optionally substituted hetero(C₈₋₁₀)bicycloaryl as used in this Application includes, but is

not limited to, 2-amino-4-oxo-3,4-dihydropteridin-6-yl, and the like. In general, the term heterobicycloaryl as used in this Application includes, for example, benzo[1,3]dioxol-5-yl, 3,4-dihydro-2*H*-[1,8]naphthyridinyl, 3,4-dihydro-2*H*-quinolinyl, 2,4-dioxo-3,4-dihydro-2*H*-quinazolinyl, 1,2,3,4,5,6-hexahydro[2,2']bipyridinyl, 3-oxo-2,3-dihydrobenzo[1,4]oxazinyl, 5,6,7,8-tetrahydroquinolinyl, and the like.

"Heterocycloalkyl" means cycloalkyl, as defined in this Application, provided that one or more of the ring carbon atoms indicated are replaced by a heteroatom moiety selected from -N=, -NR-, -O- or -S-, wherein R is hydrogen, (C₁₋₆)alkyl, a protecting group or represents the free valence which serves as the point of attachment to a ring nitrogen, and any carbocyclic ketone, thioketone or iminoketone derivative thereof (e.g., the term hetero(C₅₋₁₀)cycloalkyl includes imidazolidinyl, morpholinyl, piperazinyl, piperidyl, pyrrolidinyl, pyrrolinyl, quinuclidinyl, and the like). Suitable protecting groups include *tert*-butoxycarbonyl, benzyloxycarbonyl, benzyl, 4-methoxybenzyl, 2-nitrobenzyl, and the like. Both the unprotected and protected derivatives fall within the scope of the invention.

"Hydroxy" means the radical -OH. Unless indicated otherwise, the compounds of the invention containing hydroxy radicals include protected derivatives thereof. Suitable protecting groups for hydroxy moieties include benzyl and the like.

"Iminoketone derivative" means a derivative containing the moiety -C(NR)-, wherein R is hydrogen or (C₁₋₆)alkyl.

"Isomers" mean compounds of Formula I having identical molecular formulae but differ in the nature or sequence of bonding of their atoms or in the arrangement of their atoms in space. Isomers that differ in the arrangement of their atoms in space are termed "stereoisomers". Stereoisomers that are not mirror images of one another are termed "diastereomers" and stereoisomers that are nonsuperimposable mirror images are termed "enantiomers" or sometimes "optical isomers". A carbon atom bonded to four nonidentical substituents is termed a "chiral center". A compound with one chiral center has two enantiomeric forms of opposite chirality is termed a "racemic mixture". A compound that has more than one chiral center has 2^{*n*-1} enantiomeric pairs, where *n* is the number of chiral centers. Compounds with more than one chiral center may exist as either an individual diastereomers or as a mixture of diastereomers, termed a "diastereomeric mixture". When one chiral center is present a stereoisomer may be characterized by the absolute

configuration of that chiral center. Absolute configuration refers to the arrangement in space of the substituents attached to the chiral center. Enantiomers are characterized by the absolute configuration of their chiral centers and described by the *R*- and *S*-sequencing rules of Cahn, Ingold and Prelog. Conventions for stereochemical nomenclature, methods
5 for the determination of stereochemistry and the separation of stereoisomers are well known in the art (e.g., see "Advanced Organic Chemistry", 4th edition, March, Jerry, John Wiley & Sons, New York, 1992). It is understood that the names and illustration used in this Application to describe compounds of Formula I are meant to be encompassed all possible stereoisomers. Thus, for example, the name *N*-[1-(1-Benzylcarbamoyl-
10 methanoyl)-propyl]-4-morpholin-4-yl-4-oxo-2-phenylmethanesulfonylmethyl-butylamide is meant to include *N*-[(*S*)-1-(1-Benzylcarbamoyl-methanoyl)-propyl]-4-morpholin-4-yl-4-oxo-2-phenylmethanesulfonylmethyl-butylamide and *N*-[(*R*)-1-(1-Benzylcarbamoyl-methanoyl)-propyl]-4-morpholin-4-yl-4-oxo-2-phenylmethanesulfonylmethyl-butylamide and any mixture, racemic or otherwise, thereof.

15 "Ketone derivative" means a derivative containing the moiety -C(O)-. For example, in this Application X^3 can be 2-acetoxy-azetidin-3-yl. The "carbocyclic ketone derivative" of this example of X^3 would be 2-acetoxy-4-oxo-azetidin-3-yl (see Table 3, C32).

"Nitro" means the radical -NO₂.

20 "Optional" or "optionally" means that the subsequently described event or circumstance may or may not occur, and that the description includes instances where the event or circumstance occurs and instances in which it does not. For example, the phrase "wherein within R³ and R⁴ any alicyclic or aromatic ring system may be substituted further by 1-5 radicals..." means that R³ and R⁴ may or may not be substituted in order to fall
25 within the scope of the invention.

"Oxoalkyl" means alkyl, as defined above, wherein one of the number of carbon atoms indicated is replaced by an oxygen group (-O-), e.g., oxo(C₂₋₆)alkyl includes methoxymethyl, etc.

30 "*N*-oxide derivatives" means derivatives of compounds of Formula I in which nitrogens are in an oxidized state (i.e., O-N) and which possess the desired pharmacological activity.

"Pathology" of a disease means the essential nature, causes and development of the disease as well as the structural and functional changes that result from the disease processes.

5 "Pharmaceutically acceptable" means that which is useful in preparing a pharmaceutical composition that is generally safe, non-toxic and neither biologically nor otherwise undesirable and includes that which is acceptable for veterinary use as well as human pharmaceutical use.

10 "Pharmaceutically acceptable salts" means salts of compounds of Formula I which are pharmaceutically acceptable, as defined above, and which possess the desired pharmacological activity. Such salts include acid addition salts formed with inorganic acids such as hydrochloric acid, hydrobromic acid, sulfuric acid, nitric acid, phosphoric acid, and the like; or with organic acids such as acetic acid, propionic acid, hexanoic acid, heptanoic acid, cyclopentanepropionic acid, glycolic acid, pyruvic acid, lactic acid, malonic acid, succinic acid, malic acid, maleic acid, fumaric acid, tartatic acid, citric acid, 15 benzoic acid, *o*-(4-hydroxybenzoyl)benzoic acid, cinnamic acid, maleic acid, methanesulfonic acid, ethanesulfonic acid, 1,2-ethanedisulfonic acid, 2-hydroxyethanesulfonic acid, benzenesulfonic acid, *p*-chlorobenzenesulfonic acid, 2-naphthalenesulfonic acid, *p*-toluenesulfonic acid, camphorsulfonic acid, 4-methylbicyclo[2.2.2]oct-2-ene-1-carboxylic acid, glucoheptonic acid, 20 4,4'-methylenebis(3-hydroxy-2-ene-1-carboxylic acid), 3-phenylpropionic acid, trimethylacetic acid, tertiary butylacetic acid, lauryl sulfuric acid, gluconic acid, glutamic acid, hydroxynaphthoic acid, salicylic acid, stearic acid, muconic acid and the like.

25 Pharmaceutically acceptable salts also include base addition salts which may be formed when acidic protons present are capable of reacting with inorganic or organic bases. Acceptable inorganic bases include sodium hydroxide, sodium carbonate, potassium hydroxide, aluminum hydroxide and calcium hydroxide. Acceptable organic bases include ethanolamine, diethanolamine, triethanolamine, tromethamine, *N*-methylglucamine and the like.

30 "Prodrug" means a compound which is convertible in vivo by metabolic means (e.g. by hydrolysis) to a compound of Formula I. For example an ester of a compound of Formula I containing a hydroxy group may be convertible by hydrolysis in vivo to the

parent molecule. Alternatively an ester of a compound of Formula I containing a carboxy group may be convertible by hydrolysis in vivo to the parent molecule. Suitable esters of compounds of Formula I containing a hydroxy group, are for example acetates, citrates, lactates, tartrates, malonates, oxalates, salicylates, propionates, succinates, fumarates, maleates, methylene-bis-b-hydroxynaphthoates, gentisates, isethionates, di-*p*-toluoyltartrates, methanesulphonates, ethanesulphonates, benzenesulphonates, *p*-toluenesulphonates, cyclohexylsulphamates and quinate. Suitable esters of compounds of Formula I containing a carboxy group, are for example those described by F.J.Leinweber, Drug Metab. Res., 1987, 18, page 379. An especially useful class of esters of compounds of Formula I containing a hydroxy group, may be formed from acid moieties selected from those described by Bundgaard et al., J. Med. Chem., 1989, 32, page 2503-2507, and include substituted (aminomethyl)-benzoates, for example, dialkylaminomethylbenzoates in which the two alkyl groups may be joined together and/or interrupted by an oxygen atom or by an optionally substituted nitrogen atom, e.g. an alkylated nitrogen atom, more especially (morpholino-methyl)benzoates, e.g. 3- or 4-(morpholinomethyl)-benzoates, and (4-alkylpiperazin-1-yl)benzoates, e.g. 3- or 4-(4-alkylpiperazin-1-yl)-benzoates.

"Protected derivatives" means derivatives of compounds of Formula I in which a reactive site or sites are blocked with protecting groups. Protected derivatives of compounds of Formula I are useful in the preparation of compounds of Formula I or in themselves may be active cathepsin S inhibitors. A comprehensive list of suitable protecting groups can be found in T.W. Greene, *Protecting Groups in Organic Synthesis*, 3rd edition, John Wiley & Sons, Inc. 1999.

"Therapeutically effective amount" means that amount which, when administered to an animal for treating a disease, is sufficient to effect such treatment for the disease.

"Thioketone derivative" means a derivative containing the moiety -C(S)-.

"Treatment" or "treating" means any administration of a compound of the present invention and includes:

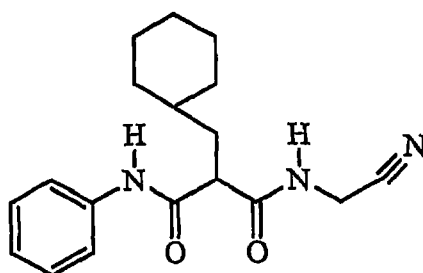
(1) preventing the disease from occurring in an animal which may be predisposed to the disease but does not yet experience or display the pathology or symptomatology of the disease,

(2) inhibiting the disease in an animal that is experiencing or displaying the pathology or symptomatology of the diseased (i.e., arresting further development of the pathology and/or symptomatology), or

(3) ameliorating the disease in an animal that is experiencing or displaying the pathology or symptomatology of the diseased (i.e., reversing the pathology and/or symptomatology).

Nomenclature:

The compounds of Formula I and the intermediates and starting materials used in their preparation are named in accordance with IUPAC rules of nomenclature in which the characteristic groups have decreasing priority for citation as the principle group as follows: acids, esters, amides, etc. Alternatively, the compounds are named by AutoNom 4.0 (Beilstein Information Systems, Inc.). For example, a compound of Formula I in which X^1 is $-NHC(R^1)(R^2)X^2$ (R^1 and R^2 are each hydrogen), X^2 is cyano, R^3 is cyclohexylmethyl, and R^4 is phenylamino; that is, a compound having the following structure:



is named N-cyanomethyl-2-cyclohexylmethyl-N'-phenyl-malonamide.

Presently Preferred Embodiments:

While the broadest definition of the invention is set forth in the Summary of the Invention, certain aspects of the invention are preferred. For example, X^1 is $-NHC(R^1)(R^2)X^2$ or $-NHX^3$; X^2 is cyano, $-C(O)X^3$, $-C(O)CF_3$, $-C(O)CF_2CF_2R^9$, $-CH=CHS(O)_2R^5$, $-C(O)CF_2C(O)NR^5R^6$, $-C(O)C(O)NR^5R^6$, $-C(O)C(O)OR^5$, $-C(O)CH_2OR^5$, $-C(O)CH_2N(R^6)SO_2R^5$ or $-C(O)C(O)R^5$; wherein R^5 and R^6 are as described

above; X^3 comprises a heteromonocyclic ring containing 4 to 6 ring member atoms or a fused heterobicyclic ring system containing 8 to 14 ring member atoms and any carbocyclic ketone, iminoketone or thioketone derivative thereof; wherein within R^5 , X^2 or X^3 any alicyclic or aromatic ring system may be substituted further by 1 to 5 radicals independently selected from (C_{1-6}) alkyl or $-X^4OC(O)R^{12}$ and/or 1 radical selected from $-R^{14}$, $-X^4C(O)R^{14}$ or $-X^4OC(O)R^{14}$; wherein X^4 , R^{12} and R^{14} are as described above; R^1 is hydrogen or (C_{1-6}) alkyl and R^2 is hydrogen, $-X^4OR^{12}$, (C_{5-10}) heteroaryl (C_{0-6}) alkyl, (C_{5-10}) aryl (C_{0-6}) alkyl, (C_{5-10}) cycloalkyl (C_{0-6}) alkyl, (C_{5-10}) heterocycloalkyl (C_{0-6}) alkyl or (C_{1-6}) alkyl; or R^1 and R^2 taken together with the carbon atom to which both R^1 and R^2 are attached form (C_{3-8}) cycloalkylene or (C_{3-8}) heterocycloalkylene; wherein within said R^2 any heteroaryl, aryl, cycloalkyl, heterocycloalkyl, cycloalkylene or heterocycloalkylene is optionally substituted with 1 to 3 radicals independently selected from (C_{1-6}) alkyl and hydroxy; R^3 is $-CH_2X^5$, wherein X^5 at each occurrence independently is selected from $-X^4SR^{12}$, $-X^4C(O)NR^{12}R^{12}$, $-X^4S(O)_2R^{13}$, $-X^4C(O)R^{13}$, $-X^4SR^{14}$, $-X^4R^{12}$, $-R^{14}$, $-X^4S(O)_2R^{14}$, $-X^4C(O)R^{14}$, $-X^4C(O)NR^{14}R^{12}$, wherein X^4 , R^{12} , R^{13} and R^{14} are as defined above; R^4 is $-NR^6R^6$, $-NR^6R^{14}$, $-NR^6R^{15}$ or $-NR^6X^5C(O)R^{14}$ wherein R^6 , X^5 and R^{14} are as described above and R^{15} is hydrogen, $-(C_{1-6})$ alkyl or $-X^5OR^6$ wherein X^5 is as described above; or R^6 and R^{15} together with the nitrogen atom to which R^6 and R^{15} are attached form hetero (C_{3-10}) cycloalkyl, hetero (C_{5-10}) aryl or hetero (C_{8-10}) bicycloaryl; wherein within R^3 and R^4 any alicyclic or aromatic ring system may be substituted further by 1-5 radicals independently selected from (C_{1-6}) alkyl, cyano, halo, nitro, halo-substituted (C_{1-4}) alkyl, $-X^4OR^{12}$, $-X^4C(O)OR^{12}$, $-X^4C(O)R^{13}$, $-X^4C(O)NR^{12}R^{12}$, $-X^4NR^{12}S(O)_2R^{12}$ and/or 1 radical selected from $-R^{14}$, $-X^4OR^{14}$ and $-X^4C(O)NR^{14}R^{12}$; within R^3 and R^4 any aliphatic moiety may be substituted further by 1-5 radicals independently selected from cyano; wherein X^4 , R^{12} , R^{13} and R^{14} are as described above; with the proviso that only one bicyclic ring structure is present within R^3 or R^4 .

In particular, X^1 is $-NHC(R^1)(R^2)X^2$ or $-NHX^3$; X^2 is cyano, $-C(O)X^3$, $-CF_3$, $-CF_2CF_3$, (E)-2-benzenesulfonyl-vinyl, 2-dimethylcarbamoyl-2,2-difluoro-acetyl, 1-benzylcarbamoyl-methanoyl, 1-benzyloxy(oxalyl), 2-benzyloxy-acetyl, 2-benzenesulfonylamino-ethanoyl or 2-oxo-2-phenyl-ethanoyl; X^3 is 1H-benzoimidazol-2-yl, pyrimidin-2-yl, benzooxazol-2-yl, benzothiazol-2-yl,

pyridazin-3-yl, 3-phenyl-[1,2,4]oxadiazol-5-yl, 3-ethyl-[1,2,4]oxadiazol-5-yl,
 2-methyl-4-oxo-tetrahydro-furan-3-yl, 2-ethyl-4-oxo-tetrahydro-furan-3-yl,
 4-oxo-1-(1-phenyl-methanoyl)-pyrrolidin-3-yl or (S)-2-Acetoxy-4-oxo-azetidin-3-yl; R¹
 is hydrogen or methyl and R² is hydrogen, methoxymethyl, (C₁₋₆)alkyl, phenethyl,
 5 thiophen-2-yl or 5-methyl-furan-2-yl, or (ii) R¹ and R² taken together with the carbon atom
 to which both R¹ and R² are attached form cyclopropylene, tetrahydro-pyran-4-ylene or
 methyl-piperidin-4-ylene.

R³ more preferably is thiophene-2-sulfonylmethyl,
 3-chloro-2-fluoro-phenylmethanesulfonylmethyl, benzenesulfonylmethyl,
 10 phenylmethanesulfonylmethyl, 2-(1,1-difluoro-methoxy)-phenylmethanesulfonylmethyl,
 2-benzenesulfonyl-ethyl, 2-(pyridine-2-sulfonyl)-ethyl, 2-(pyridine-4-sulfonyl)-ethyl,
 2-phenylmethanesulfonyl-ethyl, oxy-pyridin-2-ylmethanesulfonylmethyl,
 prop-2-ene-1-sulfonylmethyl, 4-methoxy-phenylmethanesulfonylmethyl,
p-tolylmethanesulfonylmethyl, 4-chloro-phenylmethanesulfonylmethyl,
 15 *o*-tolylmethanesulfonylmethyl, 3,5-dimethyl-phenylmethanesulfonylmethyl,
 4-trifluoromethyl-phenylmethanesulfonylmethyl,
 4-trifluoromethoxy-phenylmethanesulfonylmethyl,
 2-bromo-phenylmethanesulfonylmethyl, pyridin-2-ylmethanesulfonylmethyl,
 pyridin-3-ylmethanesulfonylmethyl, pyridin-4-ylmethanesulfonylmethyl,
 20 naphthalen-2-ylmethanesulfonylmethyl, 3-methyl-phenylmethanesulfonylmethyl,
 3-trifluoromethyl-phenylmethanesulfonylmethyl,
 3-trifluoromethoxy-phenylmethanesulfonylmethyl,
 4-fluoro-2-trifluoromethoxy-phenylmethanesulfonylmethyl,
 2-fluoro-6-trifluoromethyl-phenylmethanesulfonylmethyl,
 25 3-chloro-phenylmethanesulfonylmethyl, 2-fluoro-phenylmethanesulfonylmethyl,
 2-trifluoro-phenylmethanesulfonylmethyl, 2-cyano-phenylmethanesulfonylmethyl,
 4-*tert*-butyl-phenylmethanesulfonylmethyl,
 2-fluoro-3-methyl-phenylmethanesulfonylmethyl, 3-fluoro-phenylmethanesulfonylmethyl,
 4-fluoro-phenylmethanesulfonylmethyl, 2-chloro-phenylmethanesulfonylmethyl,
 30 2,5-difluoro-phenylmethanesulfonylmethyl, 2,6-difluoro-phenylmethanesulfonylmethyl,
 2,5-dichloro-phenylmethanesulfonylmethyl, 3,4-dichloro-phenylmethanesulfonylmethyl,

- 2-(1,1-difluoro-methoxy)-phenylmethanesulfonylmethyl,
 2-cyano-phenylmethanesulfonylmethyl, 3-cyano-phenylmethanesulfonylmethyl,
 2-trifluoromethoxy-phenylmethanesulfonylmethyl,
 2,3-difluoro-phenylmethanesulfonylmethyl, 2,5-difluoro-phenylmethanesulfonylmethyl,
 5 biphenyl-2-ylmethanesulfonylmethyl, cyclohexylmethyl,
 3-fluoro-phenylmethanesulfonylmethyl, 3,4-difluoro-phenylmethanesulfonylmethyl,
 2,4-difluoro-phenylmethanesulfonylmethyl, 2,4,6-trifluoro-phenylmethanesulfonylmethyl,
 2,4,5-trifluoro-phenylmethanesulfonylmethyl,
 2,3,4-trifluoro-phenylmethanesulfonylmethyl,
 10 2,3,5-trifluoro-phenylmethanesulfonylmethyl,
 2,5,6-trifluoro-phenylmethanesulfonylmethyl,
 2-chloro-5-trifluoromethylphenylmethanesulfonylmethyl, 2-methyl-propane-1-sulfonyl,
 2-fluoro-3-trifluoromethylphenylmethanesulfonylmethyl,
 2-fluoro-4-trifluoromethylphenylmethanesulfonylmethyl,
 15 2-fluoro-5-trifluoromethylphenylmethanesulfonylmethyl,
 4-fluoro-3-trifluoromethylphenylmethanesulfonylmethyl,
 2-methoxy-phenylmethanesulfonylmethyl, 3,5
 bis-trifluoromethyl-phenylmethanesulfonylmethyl,
 4-difluoromethoxy-phenylmethanesulfonylmethyl,
 20 2-difluoromethoxy-phenylmethanesulfonylmethyl,
 3-difluoromethoxy-phenylmethanesulfonylmethyl,
 2,6-dichloro-phenylmethanesulfonylmethyl, biphenyl-4-ylmethanesulfonylmethyl,
 3,5-dimethyl-isoxazol-4-ylmethanesulfonylmethyl,
 5-chloro-thiophen-2-ylmethanesulfonylmethyl,
 25 2-[4-(1,1-Difluoro-methoxy)-benzenesulfonyl]-ethyl,
 2-[2-(1,1-Difluoro-methoxy)-benzenesulfonyl]-ethyl,
 2-[3-(1,1-Difluoro-methoxy)-benzenesulfonyl]-ethyl,
 2-(4-trifluoromethoxy-benzenesulfonyl)-ethyl,
 2-(3-trifluoromethoxy-benzenesulfonyl)-ethyl,
 30 2-(2-trifluoromethoxy-benzenesulfonyl)-ethyl, (cyanomethyl-methyl-carbamoyl)-methyl,
 butyl, biphenyl-3-ylmethyl, 2-oxo-2-pyrrolidin-1-yl-ethyl, 2-benzenesulfonyl-ethyl,

isobutylsulfanylmethyl, 2-phenylsulfanyl-ethyl, cyclohexylmethanesulfonylmethyl, 2-cyclohexyl-ethanesulfonyl, benzyl, naphthalen-2-yl, benzylsulfanylmethyl, 2-trifluoromethyl-benzylsulfanylmethyl, 5-bromo-thiophen-2-ylmethyl, phenylsulfanyl-ethyl and cyclopropylmethanesulfonylmethyl.

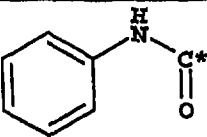
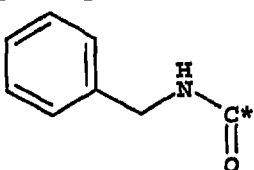
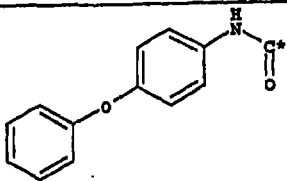
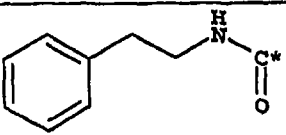
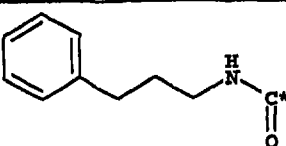
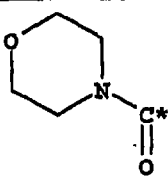
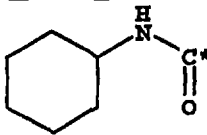
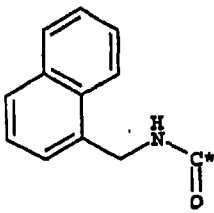
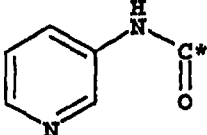
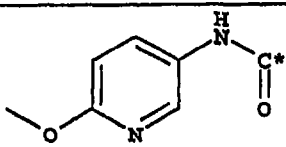
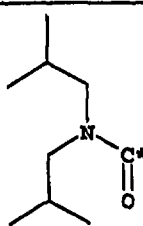
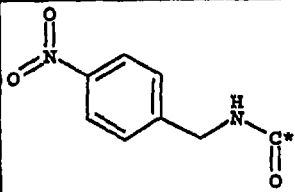
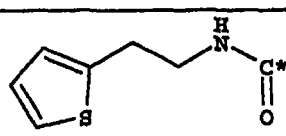
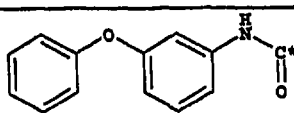
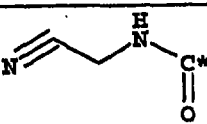
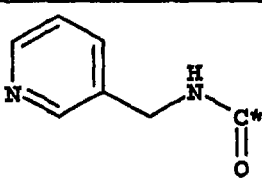
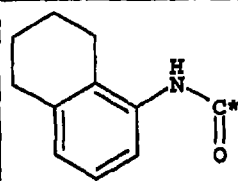
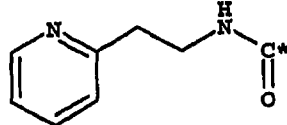
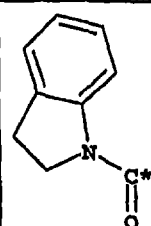
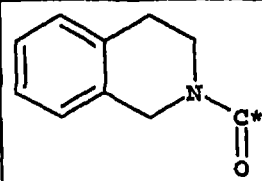
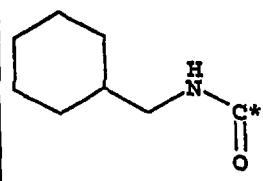
5 R^4 more preferably is phenylamino, benzylamino, 4-phenoxy-phenylamino, phenethylamino, 3-phenyl-propylamino, morpholin-4-yl, cyclohexylamino, naphthalen-1-ylmethyl-amino, pyridin-3-ylamino, 6-methoxy-pyridin-3-ylamino, diisobutylamino, 4-nitro-benzylamino, 2-thiophen-2-yl-ethylamino, 3-phenoxy-phenylamino, cyanomethyl-amino, (pyridin-3-ylmethyl)-amino, 5,6,7,8-tetrahydro-naphthalen-1-ylamino, 2-pyridin-2-yl-ethylamino, 2,3-dihydro-indol-1-yl, 3,4-dihydro-1H-isoquinolin-2-yl, 10 cyclohexylmethyl-amino, 2-methoxy-benzylamino, 1-phenyl-ethylamino, (pyridin-4-ylmethyl)-amino, benzyl-methyl-amino, 3-nitro-benzylamino, 4-methoxy-phenylamino, 3-carbamoyl-phenylamino, 4-carbamoyl-phenylamino, (tetrahydro-furan-2-ylmethyl)-amino, 3,4-dihydro-2H-quinolin-1-yl, dimethylamino, butylmethylamino, 15 diisopropylamino, propylmethylamino, 1-(benzoxazole-2-carbonyl)-propylamino and isobutylmethylamino.

Reference to the preferred embodiments set forth above is meant to include all combinations of particular and preferred groups.

20 Particular compounds of the invention are selected from the compounds formed by joining the acyl carbon atom (C^*) of one of the fragments (A1 to A37) shown in Table 1 to the methine carbon atom ($*CH^*$) of one of the fragments (B1 to B88) shown in Table 2, and joining the methine carbon atom ($*CH^*$) of one of the fragments (B1 to B88) shown in Table 2 to the acyl carbon atom (C^*) of one of the fragments (C1 to C36) depicted in Table 3.

25 The following tables are intended to provide guidance to better carry out the present invention. However, they do not limit the scope of the invention. People of ordinary skill may selectively make particular compounds by joining of one of the fragments shown in Table 1 to any one of the fragments shown in Table 2, and then joining the fragments shown in Table 2 to the any of one of the fragments Table 3.

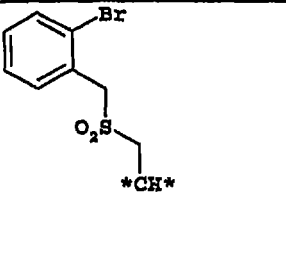
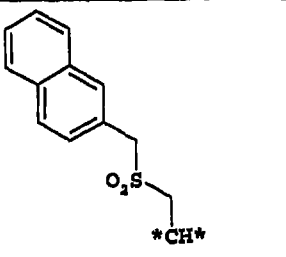
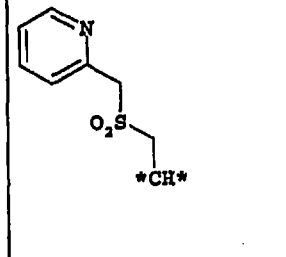
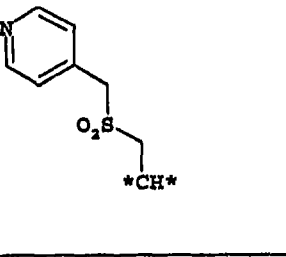
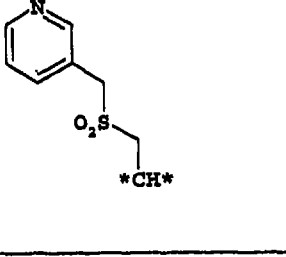
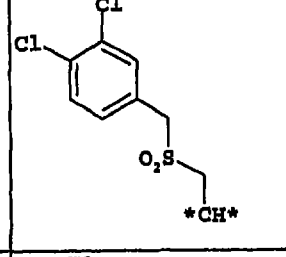
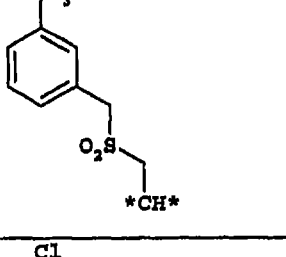
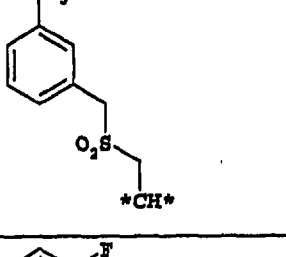
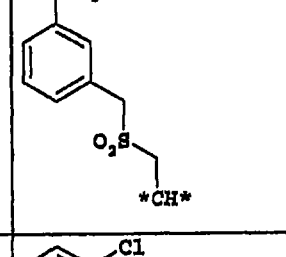
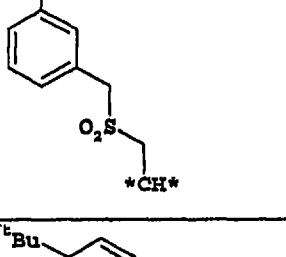
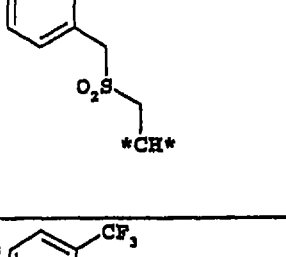
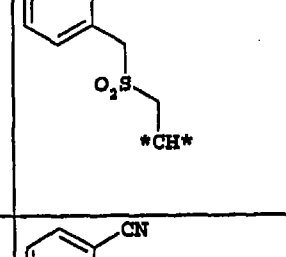
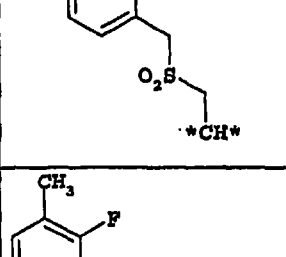
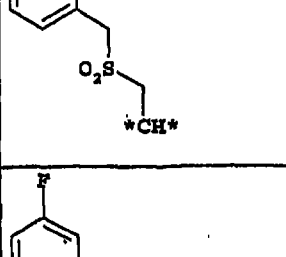
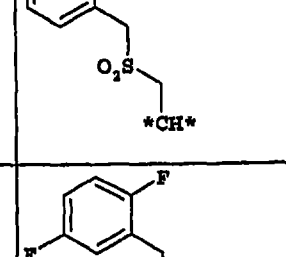
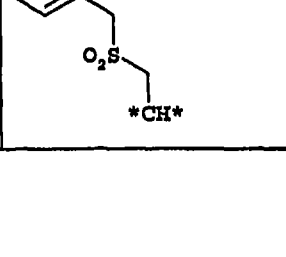
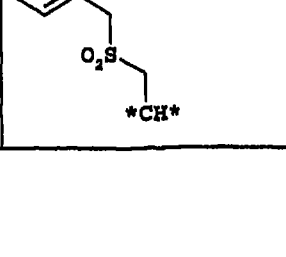
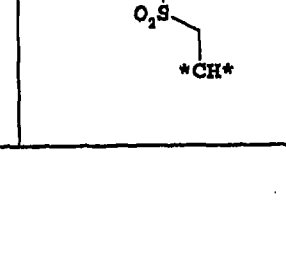
TABLE 1

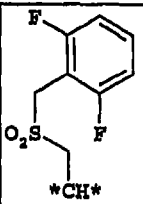
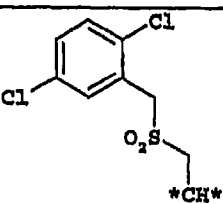
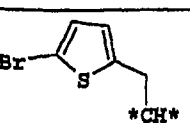
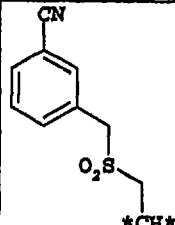
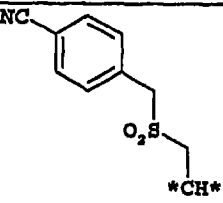
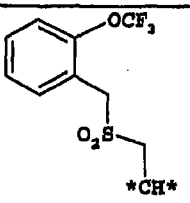
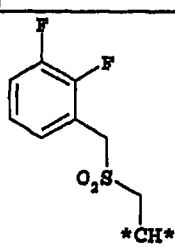
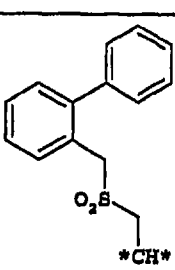
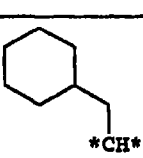
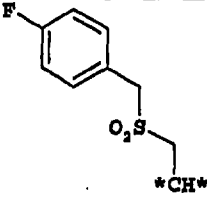
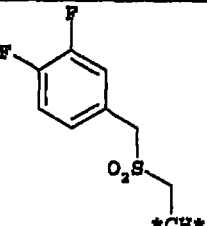
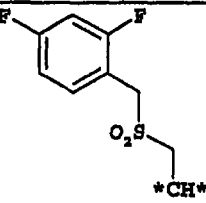
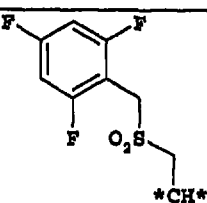
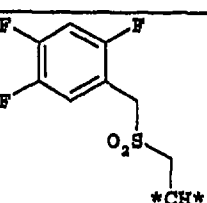
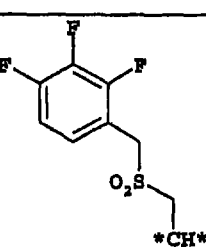
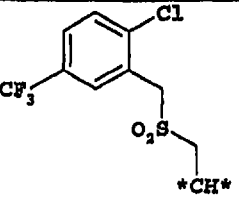
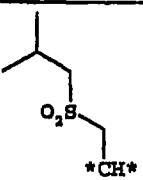
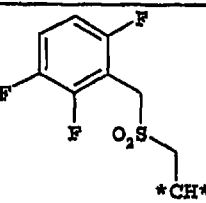
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A7		A8		A9	
A10		A11		A12	
A13		A14		A15	
A16		A17		A18	
A19		A20		A21	

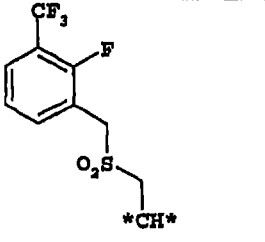
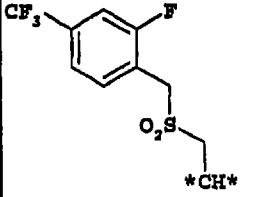
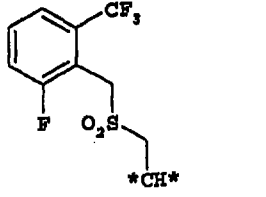
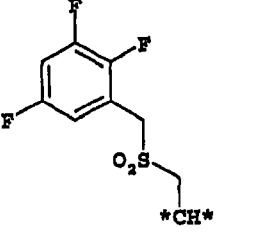
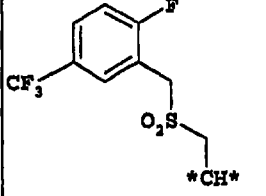
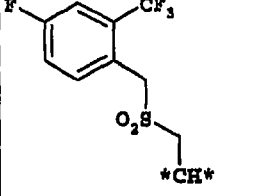
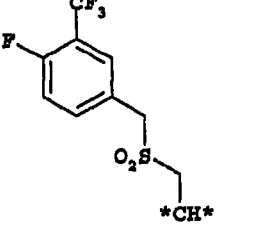
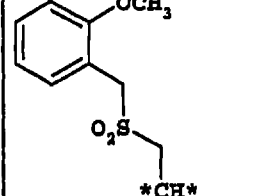
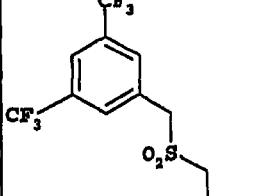
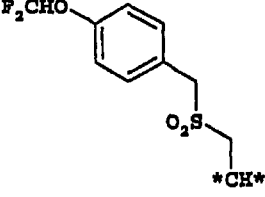
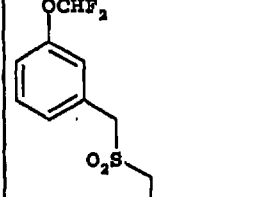
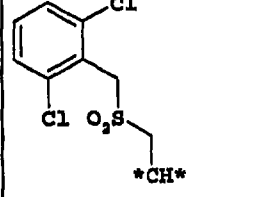
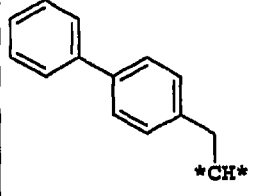
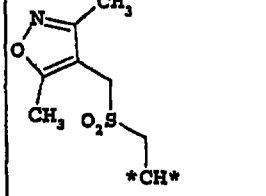
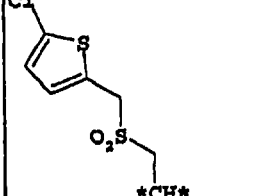
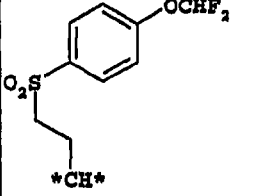
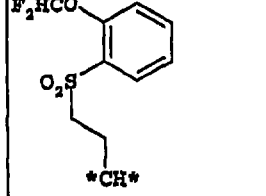
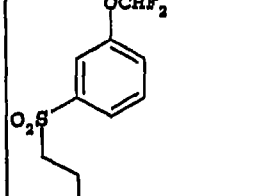
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A25		A26		A27	
A28		A29		A30	
A31		A32		A33	
A34		A35		A36	
A37					

TABLE 2

B1		B2		B3	
B4		B5		B6	
B7		B8		B9	
B10		B11		B12	
B13		B14		B15	
B16		B17		B18	

B19		B20		B21	
B22		B23		B24	
B25		B26		B27	
B28		B29		B30	
B31		B32		B33	
B34		B35		B36	

B37		B38		B39	
B40		B41		B42	
B43		B44		B45	
B46		B47		B48	
B49		B50		B51	
B52		B53		B54	

B55		B56		B57	
B58		B59		B60	
B61		B62		B63	
B64		B65		B66	
B67		B68		B69	
B70		B71		B72	

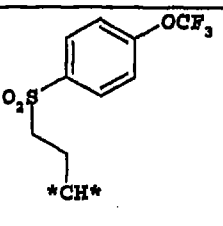
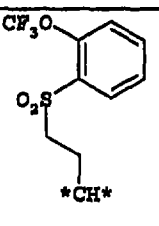
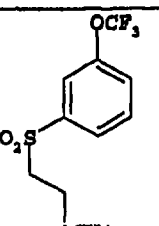
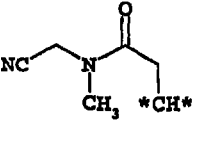
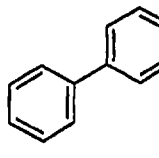
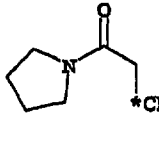
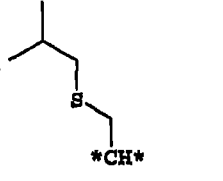
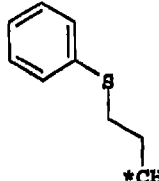
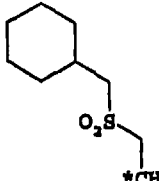
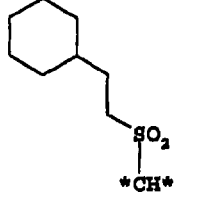
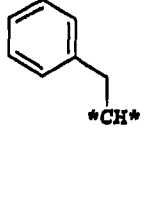
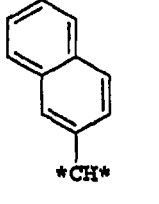
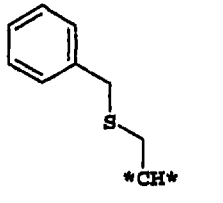
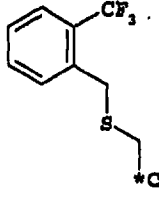
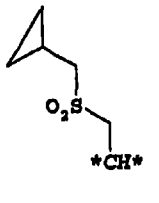
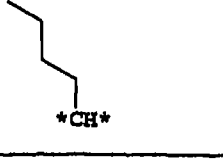
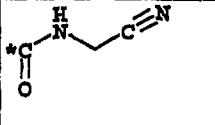
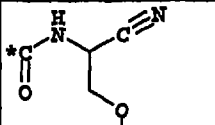
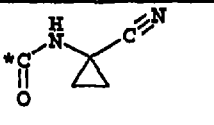
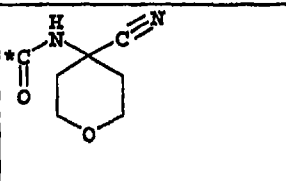
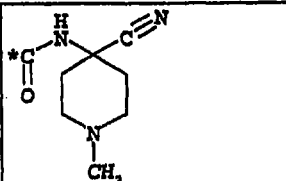
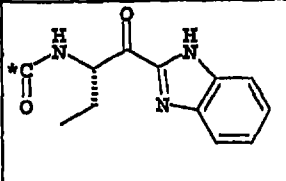
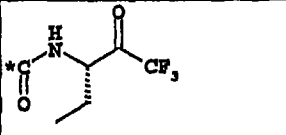
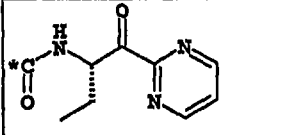
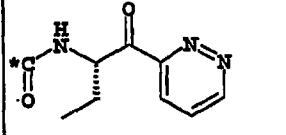
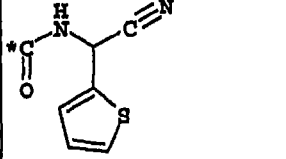
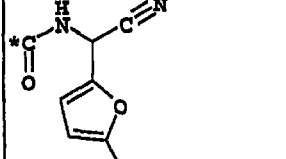
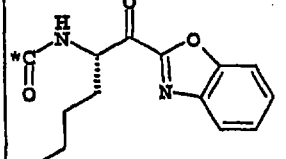
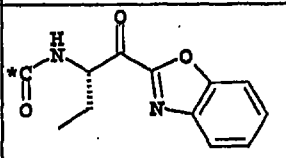
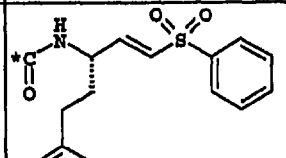
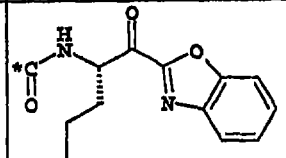
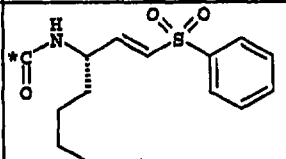
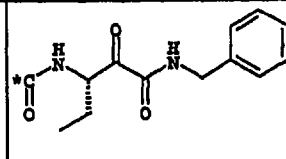
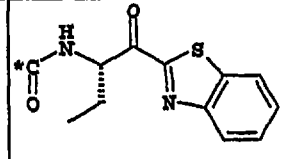
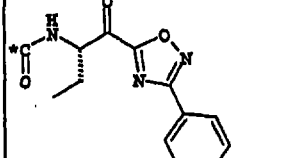
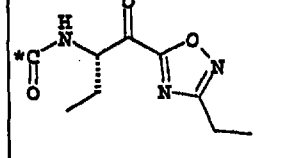
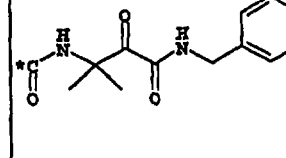
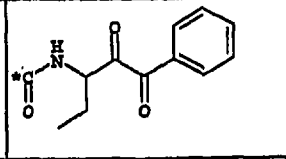
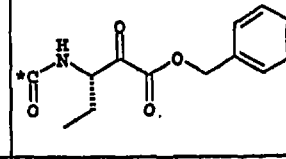
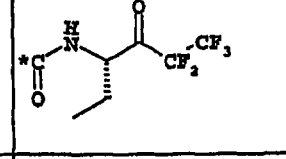
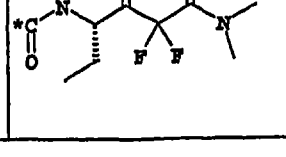
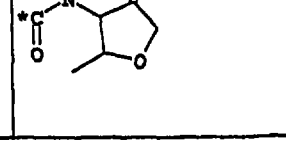
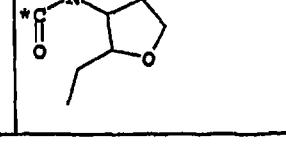
B73		B74		B75	
B76		B77		B78	
B79		B80		B81	
B82		B83		B84	
B85		B86		B87	
B88					

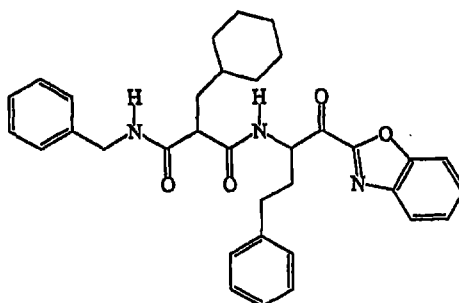
TABLE 3

C1		C2		C3	
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C4		C5		C6	
C7		C8		C9	
C10		C11		C12	
C13		C14		C15	
C16		C17		C18	
C19		C20		C21	
C22		C23		C24	
C25		C26		C27	

C28		C29		C30	
C31		C32		C33	
C34		C35		C36	

Thus, for example, in table 4 the compound denoted as A2-B45-C35 is the product of the combination of group A2 in Table 1 and B45 in Table 2 and C35 in Table 3, namely N-[1-(1-benzooxazol-2-yl-methanoyl)-3-phenyl-propyl]-N'-benzyl-2-cyclohexylmethyl-malonamide:



Further preferred are compounds of Formula I selected from a group consisting of:

10 2-butyl-N-cyanomethyl-N'-phenyl-malonamide (Compound 1; denoted as A1-B88-C1);

N-Cyanomethyl-2-cyclohexylmethyl-N'-phenyl-malonamide (Compound 2; denoted as A1-B45-C1);

15 N-Cyanomethyl-2-cyclohexylmethyl-N'-phenethyl-malonamide (Compound 3; denoted as A4-B45-C1);

- N-Cyanomethyl-2-cyclohexylmethyl-N'-pyridin-4-ylmethyl-malonamide
(Compound 4; denoted as A24-B45-C1);
- N-[1-(Benzooxazole-2-carbonyl)-3-phenyl-propyl]-N'-benzyl-2-cyclohexylmethyl-malonamide (Compound 5; denoted as A2-B45-C35);
- 5 N-Cyanomethyl-N'-cyclohexyl-2-cyclohexylmethyl-malonamide (Compound 6; denoted as A7-B45-C1);
- N-Benzyl-N'-cyanomethyl-2-cyclohexylmethyl-malonamide (Compound 7; denotes as A2-B45-C1);
- N-Cyanomethyl-2-cyclohexylmethyl-N'-(4-phenoxy-phenyl)-malonamide
10 (Compound 8; denoted as A3-B45-C1);
- N-Cyanomethyl-2-cyclohexylmethyl-N'-(3-phenyl-propyl)-malonamide
(Compound 9; denoted as A5-B45-C1);
- N-Cyanomethyl-2-cyclohexylmethyl-3-morpholin-4-yl-3-oxo-propionamide
(Compound 10; denoted as A6-B45-C1);
- 15 N-Cyanomethyl-2-cyclohexylmethyl-N'-naphthalen-1-ylmethyl-malonamide
(Compound 11; denoted as A8-B45-C1);
- N-Cyanomethyl-2-cyclohexylmethyl-N'-pyridin-3-yl-malonamide (Compound 12; denoted as A9-B45-C1);
- N-Cyanomethyl-2-cyclohexylmethyl-N',N'-diisobutyl-malonamide (Compound 20 13; denoted as A11-B45-C1);
- N-Cyanomethyl-2-cyclohexylmethyl-N',N'-diisopropyl-malonamide (Compound 14; denoted as A36-B45-C1);
- N-Cyanomethyl-2-cyclohexylmethyl-N'-(6-methoxy-pyridin-3-yl)-malonamide
(Compound 15; denoted as A10-B45-C1);
- 25 N-Cyanomethyl-2-cyclohexylmethyl-N'-(2-thiophen-2-yl-ethyl)-malonamide
(Compound 16; denoted as A13-B45-C1);
- N-Cyanomethyl-2-cyclohexylmethyl-N'-(3-phenoxy-phenyl)-malonamide
(Compound 17; denoted as A14-B45-C1);
- N-Cyanomethyl-2-cyclohexylmethyl-N'-(4-nitro-benzyl)-malonamide
30 (Compound 18; denoted as A12-B45-C1);
- N,N'-Bis-cyanomethyl-2-cyclohexylmethyl-malonamide (Compound 19;

denoted as A15-B45-C1);

N-Cyanomethyl-2-cyclohexylmethyl-N'-(5,6,7,8-tetrahydro-naphthalen-1-yl)-malonamide (Compound 20; denoted as A17-B45-C1);

5 N-Cyanomethyl-2-cyclohexylmethyl-N'-(2-pyridin-2-yl-ethyl)-malonamide
(Compound 21; denoted as A18-B45-C1);

N-Cyanomethyl-2-cyclohexylmethyl-3-(2,3-dihydro-indol-1-yl)-3-oxo-propionamide (Compound 22; denoted as A19-B45-C1);

N-Cyanomethyl-2-cyclohexylmethyl-3-(3,4-dihydro-1H-isoquinolin-2-yl)-3-oxo-propionamide (Compound 23; denoted as A20-B45-C1);

10 N-Cyanomethyl-2,N'-bis-cyclohexylmethyl-malonamide (Compound 24;
denoted as A21-B45-C1);

N-Cyanomethyl-2-cyclohexylmethyl-N'-(2-methoxy-benzyl)-malonamide
(Compound 25; denoted as A22-B45-C1);

15 N-Cyanomethyl-2-cyclohexylmethyl-N'-(1-phenyl-ethyl)-malonamide
(Compound 26; denoted as A23-B45-C1);

N-Benzyl-N'-cyanomethyl-2-cyclohexylmethyl-N-methyl-malonamide
(Compound 27; denoted as A25-B45-C1);

N-Cyanomethyl-2-cyclohexylmethyl-N'-(3-nitro-benzyl)-malonamide
(Compound 28; denoted as A26-B45-C1);

20 N-Cyanomethyl-2-cyclohexylmethyl-N'-(4-methoxy-benzyl)-malonamide
(Compound 29; denoted as A27-B45-C1);

N-(3-Carbamoyl-phenyl)-N'-cyanomethyl-2-cyclohexylmethyl-malonamide
(Compound 30; denoted as A28-B45-C1);

25 N-Cyanomethyl-2-cyclohexylmethyl-N'-pyridin-3-ylmethyl-malonamide
(Compound 31; denoted as A16-B45-C1);

N-(4-carbamoylphenyl)-N'-cyanomethyl-2-cyclohexylmethylmalonamide
(Compound 32; denoted as A29-B45-C1);

N-cyanomethyl-2-cyclohexylmethyl-N'-tetrahydrofur-2-ylmethylmalonamide
(Compound 33; denoted as A30-B45-C1);

30 N-cyanomethyl-2-cyclohexylmethyl-3-(3,4-dihydro-2H-quinolin-1-yl)-3-oxopropionamide (Compound 34; denoted as A31-B45-C1);

N-tert-butyl-N'-cyanomethyl-2-cyclohexylmethyl-N-methylmalonamide

(Compound 35; denoted as A35-B45-C1);

N-cyanomethyl-2-cyclohexylmethyl-N'-methyl-N'-propylmalonamide

(Compound 36; denoted as A34-B45-C1);

5 *N-butyl-N'-cyanomethyl-2-cyclohexylmethyl-N-methylmalonamide*

(Compound 37; denoted as A33-B45-C1);

N-cyanomethyl-2-cyclohexylmethyl-N',N'-dimethylmalonamide (Compound 38;
denoted as A32-B45-C1);

10 *N-benzyl-N'-cyanomethyl-2-(2-phenylsulfonyl)ethylmalonamide* (Compound
39; denoted as A2-B80-C1);

2-(2-phenylsulfonyl)ethyl-N-benzyl-N'-cyanomethylmalonamide (Compound
40; denoted as A2-B6-C1);

2-(2-Benzenesulfonyl-ethyl)-N-[(S)-1-(1-benzooxazol-2-yl-methanoyl)-pentyl]-
N'-benzyl-malonamide (Compound 41; denoted as A2-B6-C12);

15 *N,N'-Bis-[(S)-1-(1-benzooxazol-2-yl-methanoyl)-propyl]-2-cyclohexylmethyl-*
malonamide (Compound 42; denoted as A37-B45-C13);

20 and the N-oxide derivatives, prodrug derivatives, protected derivatives, individual
stereoisomers and mixtures of isomers thereof; and the pharmaceutically acceptable salts
and solvates (e.g. hydrates) of such compounds and the N-oxide derivatives, prodrug
derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

Pharmacology and Utility:

25 The compounds of the invention are selective inhibitors of cathepsin S and, as
such, are useful for treating diseases in which cathepsin S activity contributes to the
pathology and/or symptomatology of the disease. For example, the compounds of the
invention are useful in treating autoimmune disorders, including, but not limited to,
juvenile onset diabetes, multiple sclerosis, pemphigus vulgaris, Graves' disease,
myasthenia gravis, systemic lupus erythematosus, rheumatoid arthritis and Hashimoto's
30 thyroiditis, allergic disorders, including, but not limited to, asthma, and allogeneic immune
responses, including, but not limited to, organ transplants or tissue grafts.

Cathepsin S also is implicated in disorders involving excessive elastolysis, such as

chronic obstructive pulmonary disease (e.g., emphysema), bronchiolitis, excessive airway elastolysis in asthma and bronchitis, pneumonitis and cardiovascular disease such as plaque rupture and atheroma. Cathepsin S is implicated in fibril formation and, therefore, inhibitors of cathepsins S are of use in treatment of systemic amyloidosis.

5 The cysteine protease inhibitory activities of the compounds of the invention can be determined by methods known to those of ordinary skill in the art. Suitable *in vitro* assays for measuring protease activity and the inhibition thereof by test compounds are known. Typically, the assay measures protease induced hydrolysis of a peptide based substrate. Details of assays for measuring protease inhibitory activity are set forth in
10 Examples 6-9, *infra*.

Administration and Pharmaceutical Compositions:

In general, compounds of Formula I will be administered in therapeutically effective amounts via any of the usual and acceptable modes known in the art, either singly
15 or in combination with one or more therapeutic agents. A therapeutically effective amount may vary widely depending on the severity of the disease, the age and relative health of the subject, the potency of the compound used and other factors. For example, therapeutically effective amounts of a compound of Formula I may range from about 1 micrograms per kilogram body weight ($\mu\text{g/kg}$) per day to about 1 milligram per kilogram
20 body weight (mg/kg) per day, typically from about 10 $\mu\text{g/kg/day}$ to about 0.1 mg/kg/day .

Therefore, a therapeutically effective amount for a 80 kg human patient may range from about 100 $\mu\text{g/day}$ to about 100 mg/day , typically from about 1 $\mu\text{g/day}$ to about 10 mg/day .

In general, one of ordinary skill in the art, acting in reliance upon personal knowledge and the disclosure of this Application, will be able to ascertain a therapeutically effective
25 amount of a compound of Formula I for treating a given disease.

The compounds of Formula I can be administered as pharmaceutical compositions by one of the following routes: oral, systemic (e.g., transdermal, intranasal or by suppository) or parenteral (e.g., intramuscular, intravenous or subcutaneous). Compositions can take the form of tablets, pills, capsules, semisolids, powders, sustained
30 release formulations, solutions, suspensions, elixirs, aerosols, or any other appropriate composition and are comprised of, in general, a compound of Formula I in combination

with at least one pharmaceutically acceptable excipient. Acceptable excipients are non-toxic, aid administration, and do not adversely affect the therapeutic benefit of the active ingredient. Such excipient may be any solid, liquid, semisolid or, in the case of an aerosol composition, gaseous excipient that is generally available to one of skill in the art.

5 Solid pharmaceutical excipients include starch, cellulose, talc, glucose, lactose, sucrose, gelatin, malt, rice, flour, chalk, silica gel, magnesium stearate, sodium stearate, glycerol monostearate, sodium chloride, dried skim milk, and the like. Liquid and semisolid excipients may be selected from water, ethanol, glycerol, propylene glycol and various oils, including those of petroleum, animal, vegetable or synthetic origin (e.g.,
10 peanut oil, soybean oil, mineral oil, sesame oil, and the like). Preferred liquid carriers, particularly for injectable solutions, include water, saline, aqueous dextrose and glycols.

The amount of a compound of Formula I in the composition may vary widely depending upon the type of formulation, size of a unit dosage, kind of excipients and other factors known to those of skill in the art of pharmaceutical sciences. In general, a
15 composition of a compound of Formula I for treating a given disease will comprise from 0.01%w to 10%w, preferably 0.3%w to 1%w, of active ingredient with the remainder being the excipient or excipients. Preferably the pharmaceutical composition is administered in a single unit dosage form for continuous treatment or in a single unit dosage form ad libitum when relief of symptoms is specifically required. Representative
20 pharmaceutical formulations containing a compound of Formula I are described in Example 10.

Chemistry:

Processes for Making Compounds of Formula I:

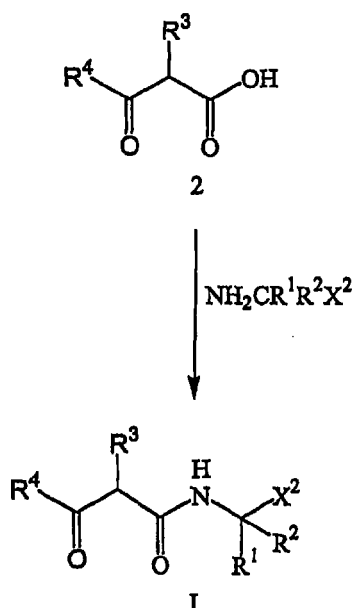
25 Compounds of the invention may be prepared by the application or adaptation of known methods, by which is meant methods used heretofore or described in the literature, for example those described by R.C. Larock in Comprehensive Organic Transformations, VCH publishers, 1989.
30

In the reactions described hereinafter it may be necessary to protect reactive functional groups, for example hydroxy, amino, imino, thio or carboxy groups, where these

are desired in the final product, to avoid their unwanted participation in the reactions. Conventional protecting groups may be used in accordance with standard practice, for examples see T.W. Greene and P. G. M. Wuts in "Protective Groups in Organic Chemistry" John Wiley and Sons, 1991.

- 5 Compounds of Formula I, where X^1 is $-\text{NHC}(\text{R}^1)(\text{R}^2)\text{X}^2$, can be prepared by proceeding as in the following Reaction Scheme 1:

Reaction Scheme 1



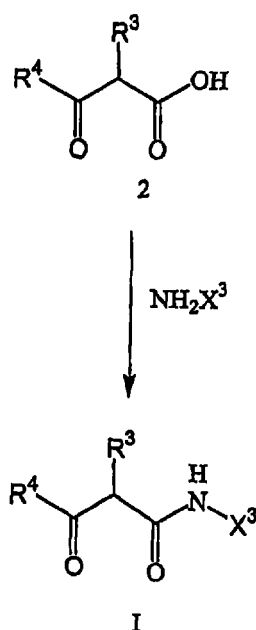
in which X^2 , R^1 , R^2 , R^3 and R^4 are as defined in the Summary of the Invention.

- 10 Compounds of Formula I can be prepared by condensing an acid of Formula 2 with a compound of formula $\text{NH}_2\text{CR}^1\text{R}^2\text{X}^2$. The condensation reaction can be effected with an appropriate coupling agent (e.g., benzotriazol-1-yloxytrispyrrolidino-phosphonium hexafluorophosphate (PyBOP®), 1-(3-dimethylaminopropyl)-3-ethylcarbodiimide hydrochloride (EDCI), *O*-benzotriazol-1-yl-*N,N,N',N'*-tetramethyluronium
- 15 hexafluorophosphate (HBTU), 1,3-dicyclohexyl-carbodiimide (DCC), or the like) and optionally an appropriate catalyst (e.g., 1-hydroxybenzotriazole (HOBt), 1-hydroxy-7-azabenzotriazole (HOAt), or the like) and non-nucleophilic base (e.g., *N*-methylmorpholine, triethylamine, or the like, or any suitable combination thereof) in a suitable solvent (*N*-methylpyrrolidinone, or the like) at ambient temperature and requires

3 to 10 hours to complete the reaction. A detailed description for the synthesis of a compound of Formula I by the processes in Reaction Scheme 1 is set forth in the Examples, *infra*.

Compounds of Formula I, where X^1 is $-NHX^3$, can be prepared by proceeding
5 as in the following Reaction Scheme 2:

Reaction Scheme 2



in which X^3 , R^3 and R^4 are as defined in the Summary of the Invention.

10 Compounds of Formula I can be prepared by condensing an acid of Formula 2 with a compound of formula NH_2X^3 . The condensation reaction can be effected with an appropriate coupling agent (e.g., benzotriazol-1-yloxytrispyrrolidino-phosphonium hexafluorophosphate (PyBOP®), 1-(3-dimethylaminopropyl)-3-ethylcarbodiimide hydrochloride (EDCI),
15 *O*-benzotriazol-1-yl-*N,N,N',N'*-tetramethyluronium hexafluorophosphate (HBTU), 1,3-dicyclohexyl-carbodiimide (DCC), or the like) and optionally an appropriate catalyst (e.g., 1-hydroxybenzotriazole (HOBt), 1-hydroxy-7-azabenzotriazole (HOAt), or the like) and non-nucleophilic base (e.g., *N*-methylmorpholine, triethylamine, or the like, or any suitable combination thereof) in a suitable solvent (*N*-methylpyrrolidinone, or the like) at ambient temperature and requires

3 to 10 hours to complete the reaction. A detailed description for the synthesis of a compound of Formula I by the processes in Reaction Scheme 1 is set forth in the Examples, *infra*.

5 Additional Processes for Preparing Compounds of Formula I:

A compound of Formula I can be prepared as a pharmaceutically acceptable acid addition salt by reacting the free base form of the compound with a pharmaceutically acceptable inorganic or organic acid. Alternatively, a pharmaceutically acceptable base addition salt of a compound of Formula I can be prepared by reacting the free acid form
10 of the compound with a pharmaceutically acceptable inorganic or organic base. Inorganic and organic acids and bases suitable for the preparation of the pharmaceutically acceptable salts of compounds of Formula I are set forth in the definitions section of this Application. Alternatively, the salt forms of the compounds of Formula I can be prepared using salts of the starting materials or intermediates.

15 The free acid or free base forms of the compounds of Formula I can be prepared from the corresponding base addition salt or acid addition salt form. For example, a compound of Formula I in an acid addition salt form can be converted to the corresponding free base by treating with a suitable base (e.g., ammonium hydroxide solution, sodium hydroxide, and the like). A compound of Formula I in a base addition salt form can be
20 converted to the corresponding free acid by treating with a suitable acid (e.g., hydrochloric acid, etc).

The *N*-oxides of compounds of Formula I can be prepared by methods known to those of ordinary skill in the art. For example, *N*-oxides can be prepared by treating an unoxidized form of the compound of Formula I with an oxidizing agent (e.g.,
25 trifluoroperacetic acid, permaleic acid, perbenzoic acid, peracetic acid, *meta*-chloroperoxybenzoic acid, or the like) in a suitable inert organic solvent (e.g., a halogenated hydrocarbon such as dichloromethane) at approximately 0°C. Alternatively, the *N*-oxides of the compounds of Formula I can be prepared from the *N*-oxide of an appropriate starting material.

30 Compounds of Formula I in unoxidized form can be prepared from *N*-oxides of compounds of Formula I by treating with a reducing agent (e.g., sulfur, sulfur dioxide,

triphenyl phosphine, lithium borohydride, sodium borohydride, phosphorus trichloride, tribromide, or the like) in an suitable inert organic solvent (e.g., acetonitrile, ethanol, aqueous dioxane, or the like) at 0 to 80°C.

Prodrug derivatives of the compounds of Formula I can be prepared by methods known to those of ordinary skill in the art (e.g., for further details see Saulnier *et al.* (1994), *Bioorganic and Medicinal Chemistry Letters*, Vol. 4, p. 1985). For example, appropriate prodrugs can be prepared by reacting a non-derivatized compound of Formula I with a suitable carbamylating agent (e.g., 1,1-acyloxyalkylcarbonochloridate, *para*-nitrophenyl carbonate, or the like).

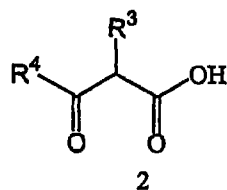
Protected derivatives of the compounds of Formula I can be made by means known to those of ordinary skill in the art. A detailed description of the techniques applicable to the creation of protecting groups and their removal can be found in T.W. Greene, *Protecting Groups in Organic Synthesis*, 3rd edition, John Wiley & Sons, Inc. 1999.

Compounds of the present invention may be conveniently prepared, or formed during the process of the invention, as solvates (e.g. hydrates). Hydrates of compounds of the present invention may be conveniently prepared by recrystallisation from an aqueous/organic solvent mixture, using organic solvents such as dioxin, tetrahydrofuran or methanol.

Compounds of Formula I can be prepared as their individual stereoisomers by reacting a racemic mixture of the compound with an optically active resolving agent to form a pair of diastereoisomeric compounds, separating the diastereomers and recovering the optically pure enantiomer. While resolution of enantiomers can be carried out using covalent diasteromeric derivatives of compounds of Formula I, dissociable complexes are preferred (e.g., crystalline diastereoisomeric salts). Diastereomers have distinct physical properties (e.g., melting points, boiling points, solubilities, reactivity, etc.) and can be readily separated by taking advantage of these dissimilarities. The diastereomers can be separated by chromatography or, preferably, by separation/resolution techniques based upon differences in solubility. The optically pure enantiomer is then recovered, along with the resolving agent, by any practical means that would not result in racemization. A more detailed description of the techniques applicable to the resolution of stereoisomers of compounds from their racemic mixture can be found in Jean Jacques Andre Collet, Samuel H. Wilen, *Enantiomers, Racemates and Resolutions*, John Wiley & Sons, Inc. (1981).

In summary, the compounds of Formula I are made by a process which comprises:

- (A) reacting a compound of Formula 2:



- 5 with a compound of formula $\text{NH}_2\text{CR}^1\text{R}^2\text{X}^2$, in which R^1 , R^2 , R^3 , R^4 and X^2 are as defined in the Summary of the Invention for Formula I; or
- (B) reacting a compound of Formula 2 with a compound of Formula NH_2X^3 , in which R^3 , R^4 and X^3 are as described in the Summary of the Invention for Formula I; and
- 10 (C) optionally converting a compound of Formula I into a pharmaceutically acceptable salt;
- (D) optionally converting a salt form of a compound of Formula I to non-salt form;
- (E) optionally converting an unoxidized form of a compound of Formula I into a pharmaceutically acceptable *N*-oxide;
- 15 (F) optionally converting an *N*-oxide form of a compound of Formula I into its unoxidized form;
- (G) optionally resolving an individual isomer of a compound of Formula I from a mixture of isomers;
- (H) optionally converting a non-derivatized compound of Formula I into a
- 20 pharmaceutically prodrug derivative; and
- (I) optionally converting a prodrug derivative of a compound of Formula I to its non-derivatized form.

Examples:

- 25 The present invention is further exemplified, but not limited by, the following examples that illustrate the preparation of compounds of Formula I (Examples) and intermediates (References) according to the invention.

REFERENCE 1

2-Phenylcarbamoyl-hexanoic acid

A solution of aniline (5.47 ml, 60 mmol) and triethylamine (8.36 ml, 60 mmol) in methylene chloride (150 ml) was cooled to -20°C and treated with methylmalonylchloride (8.36 ml, 60mmol) in methylene chloride (20 ml). The reaction mixture was allowed to warm to ambient temperature for 3 hours and then poured into cold 1N HCl. The organic layer was separated and washed with aqueous sodium bicarbonate then brine and dried over magnesium sulfate and evaporated to give methyl 2-phenylcarbamoylacetate.

A mixture of methyl 2-phenylcarbamoylacetate (1.159g, 6 mmol) lithium hydroxide (0.43g, 18 mmol) and 1-iodobutane (0.91 ml, 8 mmol) in *N*-methylpyrrolidinone (10 ml) was stirred at ambient temperature for 1.5 hours. The reaction mixture was poured into ice water, extracted with ethylacetate (twice, 50 ml each). The combined extracts were washed with brine, dried over magnesium sulfate and evaporated. The residue was purified by flash chromatography on silica gel eluting with 20% ethylacetate/hexane to give methyl 2-phenylcarbamoylhexanoate (0.715g, 48% yield).

A solution of methyl 2-phenylcarbamoylhexanoate (0.98g 3.9 mmol) in methanol (10 ml) was treated with sodium hydroxide (4 ml, 4 mmol) at ambient temperature for 17 hours. The methanol was removed under reduced pressure and the residue was treated with 1N HCl and extracted with ethylacetate (twice, 50 ml each). The organic layers were washed with brine, dried over magnesium sulfate and evaporated to give 2-phenylcarbamoylhexanoic acid (0.68 g, 2.9 mmol, 74% yield).

REFERENCE 2

2-Cyclohexylmethyl-*N*-phenyl-malonamic acid

A mixture of methyl 2-phenylcarbamoylacetate (prepared as in reference Example 1) (4.39 g, 22.7 mmol), lithium hydroxide (1.08 g, 45 mmol) and bromomethylcyclohexane (3.76 ml, 27 mmol), in *N*-methylpyrrolidinone (25 ml) was stirred at ambient temperature

for 17 hours. The reaction mixture was poured into ice water and extracted with ether (three times, 100 ml each). The extracts were washed with water then brine, dried over magnesium sulfate and evaporated. The residue was purified by flash chromatography on silica gel eluting with 10% ethylacetate (hexane) to give methyl 2-cyclohexylmethyl-*N*-phenyl malonamate (1.89 g, 6.5 mmol, 29% yield). The aqueous layer above was cooled on ice and acidified to pH 2 with 1N HCl. The aqueous layer was extracted with ether (3 times, 100 ml each) and the extracts were washed with water, then brine, dried over magnesium sulfate and evaporated to give 2-cyclohexylmethyl-*N*-phenyl malonamic acid (1.12 g, 18% yield).

REFERENCE 3

2-Cyclohexylmethyl-*N*-phenethyl-malonamic acid

Sodium (6.9 g, 0.3 mol), dissolved in ethanol (300 ml), and then diethylmalonate (50.3 ml, 0.3 mol) was added. Bromomethylcyclohexane (46 ml, 0.33 mol) was added and the reaction mixture was heated at 70°C for 14 hours. The reaction mixture was cooled and the ethanol removed by evaporation. The resulting mass was dissolved in ice water and then extracted with ethylacetate. The organic layers were washed with water, then brine and dried over magnesium sulfate. The solvents were removed under reduced pressure to give diethylcyclohexyl malonate.

A solution of diethylcyclohexylmalonate (12.8 g, 0.05 mol) in ethanol (100 ml) was treated with a solution of lithium hydroxide (1.2 g, 0.05 moles) in water (50 ml) and then stirred at ambient temperature for 15 hours. The ethanol was removed at reduced pressure and water (50 ml) was added to the residue. The reaction mixture was extracted with ether, cooled on ice and acidified to pH 1.5 with HCl. The aqueous phase was saturated with NaCl and extracted with ethylacetate (twice, 150 ml each). Drying over magnesium sulfate and evaporating the solvent gave ethyl 2-cyclohexylmalonate (8.52 g, 37 mmol, 74% yield).

The ethyl 2-cyclohexylmalonate (8.52 g, 37 mmol) in ethylacetate (80 ml) was cooled to 0° C and treated with dimethylformamide (50 µL) and then oxalylchloride (3.93 ml, 45 mmol). The reaction temperature was raised to room temperature and after 2 hours the

solvents were removed under reduced pressure to give ethyl 2-cyclohexylmalonyl chloride.

The malonylchloride above was diluted to 28 ml volume with ethylacetate and 2 ml of that solution was added to a solution of phenethylamine (0.376 ml, 3 mmol) and *N*-methylmorpholine (0.40 g, 4 mmol) in ethylacetate (4 ml) at -20°C. After 15 minutes the reaction mixture was allowed to warm to ambient temperature overnight. The reaction mixture was diluted with ethylacetate (5 ml) and ice water (5 ml). The organic layer was separated and washed with cold 0.05 N HCl, then aqueous NaHCO₃, then brine, dried over magnesium sulfate and evaporated under reduced pressure. The residue was purified by radial chromatography to give ethyl 2-cyclohexylmethyl-*N*-phenethyl malonamate (0.366 g, 1.10 mmol, 42% yield).

The ester above (0.366 g, 1.10 mmol) in ethanol (10 ml) was treated at ambient temperature with aqueous sodium hydroxide (1.3 ml of 1N) for 2.5 hours. The reaction mixture was diluted with water (30 ml) and washed with ether (3 times, 30 ml each). The aqueous layer was cooled, acidified with 1N HCl (2 ml) and extracted with ethylacetate (3 times, 30 ml each). The ethylacetate extracts were washed with brine, dried over magnesium sulfate and evaporated to give 2-cyclohexylmethyl-*N*-phenethyl malonamic acid (0.138 g, 0.46 mmol, 42% yield).

REFERENCE 4

2-Cyclohexylmethyl-*N*-pyridin-4-ylmethyl-malonamic acid

Ethyl 2-cyclohexylmethylmalonyl chloride, prepared as in Reference 3 (0.307 g, 1.25 mmol), was condensed with 4-aminomethyl pyridine using the method of Reference 3 to give ethyl 2-cyclohexylmethyl-4-pyridin-4-ylmethylmalonamate (0.237 g, 0.74 mmol, 58% yield).

This ester was hydrolyzed with sodium hydroxide using the method of Reference 3 to give 2-cyclohexylmethyl-*N*-pyridin-4-ylmethylmalonamic acid (0.041 g, 0.14 mmol, 19% yield).

Proceeding as in the above referenced examples provided the following compounds:

- N*-Benzyl-2-cyclohexylmethyl-malonamic acid;
 2-Cyclohexylmethyl-*N*-(4-phenoxy-phenyl)-malonamic acid;
 2-Cyclohexylmethyl-*N*-(3-phenyl-propyl)-malonamic acid;
 2-Cyclohexylmethyl-3-morpholin-4-yl-3-oxo-propionic acid;
 5 *N*-Cyclohexyl-2-cyclohexylmethyl-malonamic acid;
 2-Cyclohexylmethyl-*N*-naphthalen-1-ylmethyl-malonamic acid;
 2-Cyclohexylmethyl-*N*-pyridin-3-yl-malonamic acid;
 2-Cyclohexylmethyl-*N,N*-diisobutyl-malonamic acid;
 2-Cyclohexylmethyl-*N*-(6-methoxy-pyridin-3-yl)-malonamic acid;
 10 2-Cyclohexylmethyl-*N*-(2-thiophen-2-yl-ethyl)-malonamic acid;
 2-Cyclohexylmethyl-*N*-(3-phenoxy-phenyl)-malonamic acid;
 2-Cyclohexylmethyl-*N*-(4-nitro-benzyl)-malonamic acid;
N-Cyanomethyl-2-cyclohexylmethyl-malonamic acid;
 2-Cyclohexylmethyl-*N*-(5,6,7,8-tetrahydro-naphthalen-1-yl)-malonamic acid;
 15 2-Cyclohexylmethyl-*N*-(2-pyridin-2-yl-ethyl)-malonamic acid;
 2-Cyclohexylmethyl-3-(2,3-dihydro-indol-1-yl)-3-oxo-propionic acid;
 2-Cyclohexylmethyl-3-(3,4-dihydro-1*H*-isoquinolin-2-yl)-3-oxo-propionic acid;
 2,*N*-Bis-cyclohexylmethyl-3-oxo-butyramide;
 2-Cyclohexylmethyl-*N*-(2-methoxy-benzyl)-3-oxo-butyramide;
 20 2-Cyclohexylmethyl-*N*-(1-phenyl-ethyl)-malonamic acid;
N-Benzyl-2-cyclohexylmethyl-*N*-methyl-malonamic acid;
 2-Cyclohexylmethyl-*N*-(3-nitro-benzyl)-3-oxo-butyramide;
 2-Cyclohexylmethyl-*N*-(4-methoxy-benzyl)-malonamic acid;
N-(3-Carbamoyl-phenyl)-2-cyclohexylmethyl-malonamic acid;
 25 2-Cyclohexylmethyl-*N*-pyridin-3-ylmethyl-malonamic acid;
N-(4-Carbamoyl-phenyl)-2-cyclohexylmethyl-malonamic acid;
 2-Cyclohexylmethyl-*N*-(tetrahydro-furan-2-ylmethyl)-malonamic acid;
 2-Cyclohexylmethyl-3-(3,4-dihydro-2*H*-quinolin-1-yl)-3-oxo-propionic acid;
N-*tert*-Butyl-2-cyclohexylmethyl-*N*-methyl-malonamic acid;
 30 2-Cyclohexylmethyl-*N*-methyl-*N*-propyl-malonamic acid;
N-Butyl-2-cyclohexylmethyl-*N*-methyl-malonamic acid;

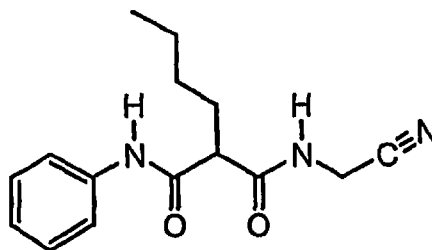
2-Cyclohexylmethyl-*N,N*-dimethyl-malonamic acid;
(*R*)-2-Benzylcarbamoyl-4-phenylsulfanyl-butyric acid; and
4-Benzenesulfonyl-2-benzylcarbamoyl-butyric acid;

5

EXAMPLE 1

2-butyl-*N*-cyanomethyl-*N'*-phenylmalonamide

(Compound 1)

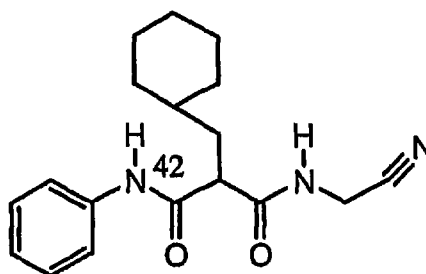


10 A solution comprised of 2-Phenylcarbamoyl-hexanoic acid (188g, 0.8mmol), prepared as in Reference 1, in DMF (5.0mL) was treated with PyBOP® (425 0.8mmol), aminoacetonitrile bisulfate (140mg, 0.9 mmol) and triethylamine (600μL, 4.3mmol). The mixture was stirred for 3 hours and then partitioned between water (20 mL) and ethyl acetate (50 mL). The organic layer was separated and washed with 1 M saturated sodium
15 bicarbonate solution, 1 M hydrochloric acid solution and water, dried (MgSO₄) and concentrated. Product was purified from the residue by flash column on silica gel (60°A) with 50% ethyl acetate in hexane to provide 2-butyl-*N*-cyanomethyl-*N'*-phenylmalonamide (125 mg, 57% yield). . ¹H NMR: (DMSO) 10.01 (s, 1H), 7.59 (d, J=8Hz, 2H), 7.31 (t, J=7Hz, 2H), 7.06 (t, J=7Hz, 1H), 4.13 (d, J=6Hz, 2H), 3.32 (t, J=8Hz, 1H), 1.80 (m, 2H),
20 1.25 (m, 4H), 0.86 (t, J=7Hz, 3H). MS: m/e 273.9.

EXAMPLE 2

N-Cyanomethyl-2-cyclohexylmethyl-*N'*-phenyl-malonamide

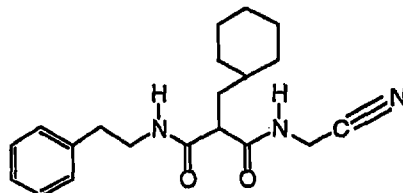
(Compound 2);



A solution comprised of 2-Cyclohexylmethyl-*N*-phenyl-malonamic acid (350 mg, 1.2 mmol), prepared as in Reference 2, EDCI (250 mg, 1.3 mmol), HOBt hydrate (199 mg, 1.3 mmol), amino acetonitrile bisulfate (200 mg, 1.3 mmol) and *N*-methylmorpholine (0.30 ml, 2.7 mmol) in *N,N*-dimethylpyrrolidinone (5 ml) was stirred at ambient temperature for 15 hours. The reaction mixture was poured into cold 1*N* HCl and extracted with ethylacetate. The organic phase was washed with aqueous saturated sodium bicarbonate and then brine (50 ml each) dried over magnesium sulfate and evaporated. The residue was purified by radial chromatography using 50% ethylacetate/hexane as eluent to provide *N*-Cyanomethyl-2-cyclohexylmethyl-*N'*-phenyl-malonamide (179 mg, 48% yield). ¹H NMR: (DMSO) 10.01 (s, 1H), 8.47 (t, J=5Hz, 1H), 7.59 (d, J=7Hz, 2H), 7.31 (t, J=8Hz, 2H), 7.07 (t, J=7Hz, 1H), 4.13 (d, J=5Hz, 2H), 3.47 (t, J=7Hz, 1H), 1.6 (m, 7H), 1.1 (m, 4H), 0.9 (m, 2H). MS: m/e 313.2.

EXAMPLE 3

N-cyanomethyl-2-cyclohexylmethyl-*N'*-phenethylmalonamide
(Compound 3)

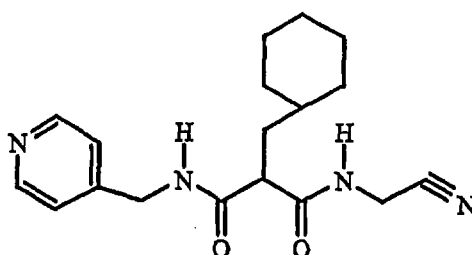


A solution comprised of 2-Cyclohexylmethyl-*N*-phenethyl-malonic acid (138 mg, 0.46 mmol), prepared as in Reference 3, EDCI (115 mg, 0.60 mmol), HOBt hydrate (92 mg, 0.60 mmol), *N*-methylmorpholine (0.115 ml, 1.38 mmol) in *N,N*-dimethyl pyrrolidimone (4 ml) was stirred at ambient temperature for 10 min. Aminoacetonitrile bisulfate (106 mg, 0.69 mmol) was added. The reaction mixture was stirred at ambient temperature for 2 hours, then poured into cold 1*N* HCl and extracted twice with ethylacetate (50 ml each). The organic phase was washed with aqueous sodium bicarbonate and then brine (50 ml each), dried over magnesium sulfate and evaporated.

The residue was purified by radial chromatography using 50% ethylacetate/hexane as eluent to provide N-cyanomethyl-2-cyclohexylmethyl-N'-phenethylmalonamide (56 mg, 36% yield). ¹H NMR: (DMSO) 8.38 (t, J=5Hz, 1H), 7.98 (t, J=6Hz, 1H), 7.25 (m, 5H), 4.10 (d, J=6Hz, 2H), 3.2 (m, 3H), 2.71 (t, J=7Hz, 2H), 1.6 (m, 7H), 1.1 (m, 4H), 0.85 (m, 2H). MS: m/e 342.10.

EXAMPLE 4

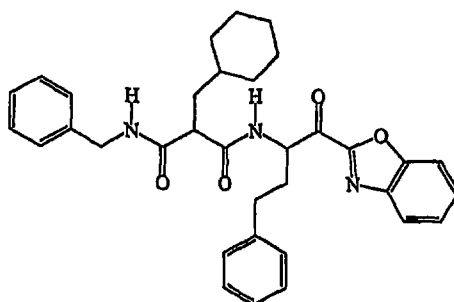
N-cyanomethyl-2-cyclohexylmethyl-N'-pyrid-4-ylmethylmalonamide
(Compound 4)



A solution comprised of 2-Cyclohexylmethyl-N-pyridin-4-ylmethyl-malonic acid (41 mg, 0.14 mmol), prepared as in Reference 4, was coupled to aminoacetonitrile as described in Example 3 to provide N-cyanomethyl-2-cyclohexylmethyl-N'-pyrid-4-ylmethylmalonamide (13 mg, 28% yield). ¹H NMR: (DMSO) 8.5 (m, 4H), 7.20 (d, J=6Hz, 2H), 4.3 (m, 2H), 4.13 (d, J=5Hz, 2H), 3.3 (m, 1H), 1.6 (m, 7H), 1.1 (m, 4H), 0.83 (m, 2H). MS: m/e 329.08.

EXAMPLE 5

N-[1-(1-Benzooxazol-2-yl-methanoyl)-3-phenyl-propyl]-N'-benzyl-2-cyclohexylmethyl-malonamide
(Compound 5)



A mixture of *N*-benzyl-2-cyclohexylmethyl-malonamic acid (200mg, 0.69mmol), HOBt (159mg, 1.04mmol), EDC (146mg, 0.76mmol), 2-amino-1-benzooxazol-2-yl-4-phenyl-butan-1-one (195mg, 0.69mmol), dichloromethane (3mL) and triethylamine (106μL, 0.76mmol) was allowed to stir 2 hour. The product was extracted into ethyl acetate (60mL) and washed with two 15mL portions of 1N HCl, and two 15mL portions of saturated NaHSO₃, dried over MgSO₄ and concentrated. Ethyl acetate (5mL) was added and a white precipitate formed and was collected to give *N*-[1-(1-benzooxazol-2-yl-1-hydroxy-methyl)-3-phenyl-propyl]-*N'*-benzyl-2-cyclohexylmethyl-malonamide (81mg, 0.12mmol, 21% yield).

N-[1-(1-Benzooxazol-2-yl-1-hydroxy-methyl)-3-phenyl-propyl]-*N'*-benzyl-2-cyclohexylmethyl-malonamide (70mg, 0.126mmol) was dissolved in 0.6mL dichloromethane and treated with Dess Martin periodinane (107mg, 0.253mmol). The mixture was stirred for 2 hours, then 8mL of 0.26M NaS₂O₃ in saturated NaHSO₃ was added and the mixture was extracted with two 15mL portions of ethyl acetate and washed with two 4mL portions of saturated NaHSO₃. The organic layer was dried over MgSO₄ and concentrated. The product was recrystallized from ethyl acetate and hexane to give *N*-[1-(1-Benzooxazol-2-yl-methanoyl)-3-phenyl-propyl]-*N'*-benzyl-2-cyclohexylmethyl-malonamide (40mg, 0.072mmol, 57% yield); ¹H NMR: (DMSO) 7.88 (m, 1H), 7.68-7.40 (m, 3H), 7.35-7.10 (m, 10H), 6.90 (m, 1H), 5.65 (m, 1H), 4.43 (d, J=5.7Hz, 2H), 3.25 (m, 1H), 2.74 (t, J=8.0Hz, 1H), 2.46 (m, 1H), 2.17 (m, 1H), 1.77 (t, J=7.4Hz, 1H), 1.64 (m, 7H), 1.22 (m, 4H), 0.87 (m, 2H); MS: (M⁺+1) 552.8; 551.68.

The following compounds of Formula I were provided by proceeding as in the above Examples:

N-cyanomethyl-N'-cyclohexyl-2-cyclohexylmethylmalonamide (Compound 6); ¹H NMR(DMSO): 8.31 (t, J=6Hz, 1H), 7.82 (d, J=8Hz, 1H), 4.10 (d, J=8Hz, 2H), 3.52 (m, 1H), 3.20 (t, J=7Hz, 1H), 1.6 (m, 12H), 1.1 (m, 9H), 0.83 (m, 2H); MS (m/e) = 320.11;

5 N-benzyl-N'-cyanomethyl-2-cyclohexylmethylmalonamide (Compound 7); ¹H NMR(DMSO): 8.45 (m, 2H), 7.3 (m, 5H), 4.33 (dd, J=6,15Hz, 1H), 4.23 (dd, J=6,15Hz, 1H), 4.12 (d, 2H), 3.3 (m, 1H), 1.6 (m, 7H), 1.1 (m, 4H), 0.85 (m, 2H); MS (m/e) = 328.15, M.Wt. = 327.43;

10 N-cyanomethyl-2-cyclohexylmethyl-N'-(4-phenoxyphenyl)malonamide (Compound 8); ¹H NMR(DMSO): 10.1 (s, 1H), 8.50 (t, J=5Hz, 1H), 7.61 (d, J=7Hz, 2H), 7.37 (t, J=7Hz, 2H), 7.11 (t, J=7Hz, 1H), 7.0 (m, 4H), 4.14 (d, J=5Hz, 2H), 3.47 (t, J=7Hz, 1H), 1.7 (m, 7H), 1.1 (m, 4H), 0.92 (m, 2H); MS (m/e) = 406.10, M.Wt. = 405.49;

15 N-cyanomethyl-2-cyclohexylmethyl-N'-(3-phenylpropyl)malonamide (Compound 9); ¹H NMR(DMSO): 8.38 (t, J=6Hz, 1H), 8.00 (t, J=6Hz, 1H), 7.2 (m, 5H), 4.10 (d, J=5Hz, 2H), 3.23 (t, J=7Hz, 1H), 3.1 (m, 2H), 2.5 (m, 2H), 1.6 (m, 9H), 1.1 (m, 4H), 0.85 (m, 2H); MS (m/e) = 356.02;

N-cyanomethyl-2-cyclohexylmethyl-3-morpholin-4-yl-3-oxopropionamide (Compound 10); ¹H NMR(DMSO): 8.54 (t, J=4Hz, 1H), 4.12 (d, J=5Hz, 2H), 3.5 (m, 8H), 1.65 (m, 8H), 1.15 (m, 4H), 0.85 (m, 2H); MS (m/e) = 308.05;

20 N-cyanomethyl-2-cyclohexylmethyl-N'-naphth-1-ylmethylmalonamide (Compound 11); ¹H NMR(DMSO): 8.53 (t, J=5Hz, 1H), 8.43 (t, J=6Hz, 1H), 8.04 (m, 1H), 7.94 (m, 1H), 7.86 (d, J=8Hz, 1H), 7.5 (m, 4H), 4.85 (dd, J=6,15Hz, 1H), 4.65 (dd, J=5,15Hz, 1H), 4.12 (d, J=3Hz, 2H), 3.3 (m, 1H), 1.6 (m, 8H), 1.0 (m, 5H); MS (m/e) = 378.18, M.Wt. 377.18;

25 N-cyanomethyl-2-cyclohexylmethyl-N'-pyrid-3-ylmalonamide (Compound 12); ¹H NMR(DMSO): 10.24 (s, 1H), 8.75 (s, 1H), 8.54 (t, J=5Hz, 1H), 8.29 (d, J=5Hz, 1H), 8.04 (d, J=7Hz, 1H), 7.36 (m, 1H), 4.13 (d, J=5Hz, 2H), 3.49 (t, J=7Hz, 1H), 1.7 (m, 7H), 1.1 (m, 4H), 0.9 (m, 2H); MS (m/e) = 314.91;

30 N-cyanomethyl-2-cyclohexylmethyl-N,N'-diisobutylmalonamide (Compound 13); ¹H NMR(DMSO): 8.50 (t, J=4Hz, 1H), 4.09 (m, 2H), 3.63 (t, J=7Hz, 1H), 3.2 (m, 2H), 3.05 (m, 2H), 1.9 (m, 2H), 1.6 (m, 7H), 1.1 (m, 4H), 0.8 (m, 14H); MS (m/e) = 350.08, M.Wt. 349.51;

N-cyanomethyl-2-cyclohexylmethyl-*N'*,*N'*-diisopropylmalonamide (Compound 14);
¹H NMR(DMSO): 8.45 (t, J=5Hz, 1H), 4.1 (m, 3H), 3.55 (t, J=7Hz, 1H), 3.46 (m, 1H), 1.6 (m, 7H), 1.27 (d, J=7Hz, 6H), 1.11 (m, 10H), 0.85 (m, 2H); MS (m/e) = 321.99, M.Wt. 321.24;

5 *N*-cyanomethyl-2-cyclohexylmethyl-*N'*-(6-methoxypyrid-3-yl)malonamide
(Compound 15); ¹H NMR(DMSO): 10.04 (s, 1H), 8.50 (t, J=5Hz, 1H), 8.35 (s, 1H), 7.88 (d, J=9Hz, 1H), 6.80 (d, J=9Hz, 1H), 4.13 (m, 2H), 3.81 (s, 3H), 3.44 (t, J=8Hz, 1H), 1.7 (m, 7H), 1.1 (m, 4H), 0.91 (m, 2H); MS (m/e) = 345.01, M.Wt. 344.18;

10 *N*-cyanomethyl-2-cyclohexylmethyl-*N'*-(2-thien-2-ylethyl)malonamide (Compound 16); ¹H NMR(DMSO): 8.40 (t, J=5Hz, 1H), 8.07 (t, J=5Hz, 1H), 7.33 (d, J=5Hz, 1H), 6.95 (m, 1H), 6.87 (m, 1H), 4.10 (d, J=5Hz, 2H), 3.3 (m, 3H), 3.21 (t, J=7Hz, 2H), 1.6 (m, 7H), 1.1 (m, 4H), 0.85 (m, 2H); MS (m/e) = 348.09, M.Wt. 347.48;

15 *N*-cyanomethyl-2-cyclohexylmethyl-*N'*-(3-phenoxyphenyl)malonamide
(Compound 17); ¹H NMR(DMSO): 10.1 (s, 1H), 8.45 (t, J=5Hz, 1H), 7.41 (t, J=8Hz, 2H), 7.33 (m, 3H), 7.16 (t, J=7Hz, 1H), 7.03 (d, J=8Hz, 2H), 6.73 (m, 1H), 4.1 (m, 2H), 3.42 (t, J=7Hz, 1H), 1.6 (m, 7H), 1.1 (m, 4H), 0.85 (m, 2H); MS (m/e) = 406.04, M.Wt. 405.49;

20 *N*-cyanomethyl-2-cyclohexylmethyl-*N'*-(4-nitrobenzyl)malonamide (Compound 18); ¹H NMR(DMSO): 8.61 (t, J=6Hz, 1H), 8.53 (t, J=6Hz, 1H), 8.17 (d, J=9Hz, 2H), 7.47 (d, J=9Hz, 2H), 4.41 (d, J=6Hz, 2H), 4.14 (d, J=6Hz, 2H), 3.3 (m, 1H), 1.6 (m, 7H), 1.1 (m, 4H), 0.87 (m, 2H); MS (m/e) = 373.02, M.Wt. 372.42;

N,N'-biscyanomethyl-2-cyclohexylmethylmalonamide (Compound 19); ¹H NMR(DMSO): 8.59 (t, J=5Hz, 2H), 4.14 (d, J=6Hz, 4H), 3.28 (t, J=8Hz, 1H), 1.6 (m, 7H), 1.1 (m, 4H), 0.86 (m, 2H); MS (m/e) = 276.99, M.Wt. 276.34;

25 *N*-cyanomethyl-2-cyclohexylmethyl-*N'*-(5,6,7,8-tetrahydronaphth-1-yl)malonamide
(Compound 20); ¹H NMR(DMSO): 9.28 (s, 1H), 8.57 (t, J=6Hz, 1H), 7.21 (d, J=8Hz, 1H), 7.05 (t, J=8Hz, 1H), 6.90 (d, J=7Hz, 1H), 4.16 (d, J=6Hz, 2H), 3.49 (t, J=7Hz, 1H), 2.7 (m, 2H), 2.5 (m, 2H), 1.7 (m, 11H), 1.1 (m, 4H), 0.91 (m, 2H); MS (m/e) = 368.04, M.Wt. 367.48;

30 *N*-cyanomethyl-2-cyclohexylmethyl-*N'*-(2-pyrid-2-ylethyl)malonamide
(Compound 21); ¹H NMR(DMSO): 8.49 (m, 1H), 8.40 (t, J=6Hz, 1H), 8.00 (t, J=5Hz, 1H), 7.68 (dt, J=2,8Hz, 1H), 7.2 (m, 2H), 4.09 (d, J=6Hz, 2H), 3.42 (m, 2H), 3.17 (t, J=8Hz,

1H), 2.85 (t, J=7Hz, 2H), 1.6 (m, 7H), 1.07 (m, 4H), 0.83 (m, 2H); MS (m/e) = 343.04, M.Wt. 342.44;

N-cyanomethyl-2-cyclohexylmethyl-3-(2,3-dihydroindol-1-yl)-3-oxopropionamide (Compound 22); ¹H NMR(DMSO): 8.73 (t, J=5Hz, 1H), 8.06 (d, J=8Hz, 1H), 7.24 (d, J=7Hz, 1H), 7.15 (t, J=7Hz, 1H), 7.00 (t, J=7Hz, 1H), 4.15 (d, J=5Hz, 2H), 4.1 (m, 2H), 3.66 (t, J=7Hz, 1H), 3.14 (m, 2H), 1.6 (m, 7H), 1.1 (m, 4H), 0.91 (m, 2H); MS (m/e) = 340.07, M.Wt. 339.19;

N-cyanomethyl-2-cyclohexylmethyl-3-(3,4-dihydro-1H-isoquinolin-2-yl)-3-oxopropionamide (Compound 23); ¹H NMR(DMSO): 8.64(t, J=5Hz, 1H), 7.15 (s, 4H), 4.65 (m, 2H), 4.11 (t, J=6Hz, 2H), 3.77 (m, 2H), 2.8 (m, 2H), 1.7 (m, 7H), 1.1 (m, 4H), 0.89 (m, 2H), 3.54 (m, 1H); MS (m/e) = 354.05, M.Wt. 353.46;

N-cyanomethyl-2-N'-biscyclohexylmethylmalonamide (Compound 24); ¹H NMR(DMSO): 8.34 (t, J=5Hz, 1H), 7.93 (t, J=5Hz, 1H), 4.09 (d, J=6Hz, 2H), 3.23 (dd, J=7,9Hz, 1H), 3.0 (m, 1H), 2.8 (m, 1H), 1.6 (m, 12H), 1.4 (m, 1H), 1.1 (m, 7H), 0.86 (m, 4H); MS (m/e) = 334.00, M.Wt. 333.47;

N-cyanomethyl-2-cyclohexylmethyl-N'-(2-methoxybenzyl)malonamide (Compound 25); ¹H NMR(DMSO): 8.44 (t, J=5Hz, 1H), 8.27 (t, J=6Hz, 1H), 7.24 (dt, J=2,7Hz, 1H), 7.10 (dd, J=2,7Hz, 1H), 6.96 (d, J=7Hz, 1H), 6.88 (dt, J=7,1Hz, 1H), 4.30 (dd, J=6,16Hz, 1H), 4.20 (dd, J=5,16Hz, 1H), 4.12 (d, J=6Hz, 2H), 3.79 (s, 3H), 3.3 (m, 1H), 1.6 (m, 7H), 1.1 (m, 4H), 0.85 (m, 2H); MS (m/e) = 358.03, M.Wt. 357.45;

N-cyanomethyl-2-cyclohexylmethyl-N'-(1-phenylethyl)malonamide (Compound 26); ¹H NMR(DMSO): 8.25 (m, 1H), 7.4 (m, 5H), 4.02 (m, 2H), 3.18 (s, 3H), 3.25 (m, 1H), 1.6 (m, 7H), 1.1 (m, 4H), 0.7 (m, 2H); MS (m/e) = 328.08, M.Wt. 327.42;

N-benzyl-N'-cyanomethyl-2-cyclohexylmethyl-N-methylmalonamide (Compound 27); ¹H NMR(DMSO): 8.62 (m, 1H), 7.3 (m, 5H), 4.5 (m, 2H), 4.13 (d, J=6Hz, 2H), 3.7 (m, 1H), 2.93 (s, 3H), 1.6 (m, 7H), 1.1 (m, 4H), 0.88 (m, 2H); MS (m/e) = 342.09, M.Wt. 341.45;

N-cyanomethyl-2-cyclohexylmethyl-N'-(3-nitrobenzyl)malonamide (Compound 28); ¹H NMR(DMSO): 8.6 (t, 1H), 8.5 (t, 1H), 8.1 (m, 2H), 7.6 (m, 2H), 4.1 (m, 2H), 1.6 (m, 7H), 1.1 (m, 4H), 0.8 (m, 2H); MS (m/e) = 373.07, M.Wt. 372.42;

N-cyanomethyl-2-cyclohexylmethyl-N'-(4-methoxybenzyl)malonamide

(Compound 29); ¹H NMR(DMSO): 8.42 (t, J=5Hz, 1H), 8.38 (t, J=6Hz, 1H), 7.14 (d, J=9Hz, 2H), 6.86 (d, J=9Hz, 2H), 4.25 (dd, J=6,15Hz, 1H), 4.15 (dd, J=7,16Hz, 1H), 3.71 (s, 3H), 3.27 (t, J=8Hz, 1H), 1.6 (m, 7H), 1.1 (m, 4H), 0.84 (m, 2H), 4.11 (d, J=6Hz, 2H); MS (m/e) = 356.97, M.Wt. 357.45;

5 *N*-(3-carbamoylphenyl)-*N'*-cyanomethyl-2-cyclohexylmethylmalonamide

(Compound 30); ¹H NMR(DMSO): 10.14 (s, 1H), 8.48 (t, 1H), 8.03 (s, 1H), 7.75 (d, 1H), 7.54 (d, 1H), 7.35 (m, 2H), 4.12 (d, 2H), 3.4 (t, 1H), 1.6 (m, 7H), 1.1 (m, 4H), 0.9 (m, 2H), 3.29 (s, 3H); MS (m/e) = 357.11, M.Wt. 356.42;

N-cyanomethyl-2-cyclohexylmethyl-*N'*-pyrid-3-ylmethylmalonamide (Compound

10 31); ¹H NMR(DMSO): 8.4 (m, 4H), 7.55 (d, 1H), 7.25 (dd, 1H), 4.28 (dd, 1H), 4.18 (dd, 1H), 4.05 (d, 2H), 3.2 (m, 1H), 1.6 (m, 7H), 1.01 (m, 4H), 0.78 (m, 2H); MS (m/e) = 329.03, M.Wt. 328.41;

N-(4-carbamoylphenyl)-*N'*-cyanomethyl-2-cyclohexylmethylmalonamide

15 (Compound 32); ¹H NMR(DMSO): 10.22 (s, 2H), 8.50 (t, J=6Hz, 1H), 7.83 (d, J=9Hz 2H), 7.64 (d, J=9Hz, 2H), 7.52 (s, 1H), 4.13 (d, J=6Hz, 2H), 3.48 (t, J=7Hz, 1H), 1.7 (m, 7H), 1.1 (m, 4H), 0.9 (m, 2H); MS (m/e) = 357.04, M.Wt. 356.42;

N-cyanomethyl-2-cyclohexylmethyl-*N'*-tetrahydrofuran-2-ylmethylmalonamide

20 (Compound 33); ¹H NMR(DMSO): 8.38 (t, J=5Hz, 1H), 7.98 (t, J=4Hz, 1H), 4.10 (d, J=6Hz 2H), 3.8 (m, 2H), 3.6 (m, 1H), 3.2 (m, 4H), 1.8 (m, 3H), 1.6 (m, 7H), 1.1 (m, 4H), 0.85 (m, 2H); MS (m/e) = 322.02, M.Wt. 321.41;

N-cyanomethyl-2-cyclohexylmethyl-3-(3,4-dihydro-2*H*-quinolin-1-yl)-3-oxopropionamide (Compound 34); ¹H NMR(DMSO): 8.5 (m, 1H), 7.35 (m, 1H), 7.2 (m, 4H), 4.1 (m, 2H), 3.82 (dd, 1H), 2.78 (t, 1H), 2.72 (t, 1H), 2.59 (m, 1H), 1.8 (m, 2H), 1.5 (m, 7H), 1.0 (m, 4H), 0.7 (m, 2H); MS (m/e) = 354.02, M.Wt. 353.46;

25 *N*-tert-butyl-*N'*-cyanomethyl-2-cyclohexylmethyl-*N*-methylmalonamide

(Compound 35); ¹H NMR(DMSO): 8.41 (t, J=5Hz, 1H), 4.09 (d, J=5Hz, 1H), 3.56 (t, J=7Hz, 1H), 2.86 (s, 3H), 1.6 (m, 7H), 1.31 (s, 9H), 1.1 (m, 4H), 0.8 (m, 2H); MS (m/e) = 308.04, M.Wt. 307.43;

N-cyanomethyl-2-cyclohexylmethyl-*N'*-methyl-*N'*-propylmalonamide (Compound

30 36); ¹H NMR(DMSO): 8.5 (m, 1H), 4.10 (m, 2H), 3.60 (t, J=7Hz, 1H), 3.2 (m, 2H), 2.96 (s, 3H), 1.65 (m, 7H), 1.45 (m, 2H), 1.1 (m, 4H), 0.8 (m, 5H); MS (m/e) = 294.02, M.Wt.

293.40;

N-butyl-N'-cyanomethyl-2-cyclohexylmethyl-N-methylmalonamide (Compound 37); ¹H NMR(DMSO): 8.5 (m, 1H), 4.10 (d, J=5Hz, 2H), 3.60 (t, 1H), 3.3 (m, 2H), 2.95 (s, 3H), 1.6 (m, 7H), 1.4 (m, 2H), 1.1 (m, 6H), 0.8 (m, 5H); MS (m/e) = 308.01, M.Wt. 307.43;

N-cyanomethyl-2-cyclohexylmethyl-N,N'-dimethylmalonamide (Compound 38); ¹H NMR(DMSO): 8.55 (t, J=5Hz, 1H), 4.11 (d, J=7Hz, 2H), 3.62 (t, J=8Hz, 1H), 2.99 (s, 3H), 2.81 (s, 3H), 1.6 (m, 7H), 1.1 (m, 4H), 0.85 (m, 2H); MS (m/e) = 266.01, M.Wt. 265.18;

N-benzyl-N'-cyanomethyl-2-(2-phenylsulfanylethyl)malonamide (Compound 39); ¹H NMR(DMSO): 8.56 (t, J=6Hz, 1H), 8.49 (t, J=6Hz, 1H), 7.3 (m, 10H), 4.29 (d, J=6Hz, 2H), 4.14 (d, J=6Hz, 2H), 3.40 (t, J=7Hz, 1H), 2.86 (t, J=8Hz, 2H), 2.05 (m, 2H); MS (m/e) = 368.02, M.Wt. 367.14; and

2-(2-phenylsulfonylethyl)-N-benzyl-N'-cyanomethylmalonamide (Compound 40); ¹H NMR(DMSO): 8.56 (t, J=6Hz, 1H), 8.43 (t, J=6Hz, 1H), 7.86 (d, J=7Hz, 2H), 7.79 (t, J=5Hz, 1H), 7.68 (t, J=8Hz, 2H), 7.25 (m, 5H), 4.26 (d, J=6Hz, 2H), 4.13 (d, J=6Hz, 2H), 3.36 (m, 1H), 3.19 (m, 2H), 2.00 (m, 2H); MS (m/e) = 400.04, M.Wt. 399.47;

2-(2-Benzenesulfonyl-ethyl)-N-[(S)-1-(1-benzooxazol-2-yl-methanoyl)-pentyl]-N'-benzyl-malonamide (Compound 41) ¹H NMR(DMSO): 8.56 (d, J=6Hz, 1H), 8.2 (m, 1H), 8.0-7.5 (m, 9H), 7.3-7.1 (m, 5H), 5.3 (m, 1H), 4.24 (t, J=6Hz, 2H), 3.41 (t, J=7Hz, 1H), 3.18 (m, 2H), 1.96 (m, 3H), 1.67 (m, 1H), 1.30 (m, 4H), 0.82 (m, 3H); MS (m/e) = 576.27, M.Wt. 575.21; and

N,N'-Bis-[(S)-1-(1-benzooxazol-2-yl-methanoyl)-propyl]-2-cyclohexylmethyl-malonamide (Compound 42) ¹H NMR(DMSO): 8.41 (d, J=6Hz, 2H), 8.00 (d, J=8Hz, 2H), 7.89 (d, J=8Hz, 2H), 7.65 (t, J=7Hz, 2H), 7.53 (t, J=8Hz, 2H), 5.19 (m, 2H), 3.42 (t, J=8Hz, 1H), 1.98 (m, 2H), 1.74 (m, 2H), 1.52 (m, 7H), 0.94 (m, 10H), 0.77 (m, 2H); MS (m/e) = 572.26, M.Wt. 573.4.

EXAMPLE 6

Cathepsin S Assay

Solutions of test compounds in varying concentrations were prepared in 10 μ L of dimethyl sulfoxide (DMSO) and then diluted into assay buffer (40 μ L, comprising: MES, 50 mM (pH 6.5); EDTA, 2.5 mM; and NaCl, 100 mM). Human cathepsin S (0.158 pMoles in 25 μ L of assay buffer) was added to the dilutions. The assay solutions were mixed for 5-10 seconds on a shaker plate, covered and incubated for 30 minutes at ambient temperature. Z-Val-Val-Arg-AMC (9 nMoles in 25 μ L of assay buffer) was added to the assay solutions and hydrolysis was followed spectrophotometrically at (λ 460 nm) for 5 minutes. Apparent inhibition constants (K_i) were calculated from the enzyme progress curves using standard mathematical models.

EXAMPLE 7

Cathepsin B Assay

Solutions of test compounds in varying concentrations were prepared in 10 μ L of dimethyl sulfoxide (DMSO) and then diluted into assay buffer (40 μ L, comprising: *N,N*-bis(2-hydroxyethyl)-2-aminoethanesulfonic acid (BES), 50 mM (pH 6); polyoxyethylenesorbitan monolaurate, 0.05%; and dithiothreitol (DTT), 2.5 mM). Human cathepsin B (0.025 pMoles in 25 μ L of assay buffer) was added to the dilutions. The assay solutions were mixed for 5-10 seconds on a shaker plate, covered and incubated for 30 minutes at ambient temperature. Z-FR-AMC (20 nMoles in 25 μ L of assay buffer) was added to the assay solutions and hydrolysis was followed spectrophotometrically at (λ 460 nm) for 5 minutes. Apparent inhibition constants (K_i) were calculated from the enzyme progress curves using standard mathematical models.

EXAMPLE 8

Cathepsin K Assay

Solutions of test compounds in varying concentrations were prepared in 10 μ L of

dimethyl sulfoxide (DMSO) and then diluted into assay buffer (40 μ L, comprising: MES, 50 mM (pH 5.5); EDTA, 2.5 mM; and DTT, 2.5 mM). Human cathepsin K (0.0906 pMoles in 25 μ L of assay buffer) was added to the dilutions. The assay solutions were mixed for 5-10 seconds on a shaker plate, covered and incubated for 30 minutes at ambient temperature. Z-Phe-Arg-AMC (4 nMoles in 25 μ L of assay buffer) was added to the assay solutions and hydrolysis was followed spectrophotometrically at (λ 460 nm) for 5 minutes. Apparent inhibition constants (K_i) were calculated from the enzyme progress curves using standard mathematical models.

EXAMPLE 9

Cathepsin L Assay

Solutions of test compounds in varying concentrations were prepared in 10 μ L of dimethyl sulfoxide (DMSO) and then diluted into assay buffer (40 μ L, comprising: MES, 50 mM (pH 5.5); EDTA, 2.5 mM; and DTT, 2.5 mM). Human cathepsin L (0.05 pMoles in 25 μ L of assay buffer) was added to the dilutions. The assay solutions were mixed for 5-10 seconds on a shaker plate, covered and incubated for 30 minutes at ambient temperature. Z-Phe-Arg-AMC (1 nMoles in 25 μ L of assay buffer) was added to the assay solutions and hydrolysis was followed spectrophotometrically at (λ 460 nm) for 5 minutes. Apparent inhibition constants (K_i) were calculated from the enzyme progress curves using standard mathematical models.

Compounds of the invention were tested according to the above-described assays for protease inhibition and observed to exhibit selective cathepsin S inhibitory activity. For example, the compounds of the invention were found to inhibit cathepsin S protease activity at concentrations that are least 50 fold less than those concentrations required to produce an equiactive inhibition of cathepsin K protease activity. The apparent inhibition constants (K_i) for compounds of the invention, against Cathepsin S, were in the range from about 10^{-10} M to about 10^{-7} M.

EXAMPLE 10

Representative Pharmaceutical Formulations Containing a Compound of Formula I

5

ORAL FORMULATION

Compound of Formula I	10-100 mg
Citric Acid Monohydrate	105 mg
Sodium Hydroxide	18 mg
Flavoring	

10

Water	q.s. to 100 mL
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INTRAVENOUS FORMULATION

Compound of Formula I	0.1-10 mg
Dextrose Monohydrate	q.s. to make isotonic
Citric Acid Monohydrate	1.05 mg
Sodium Hydroxide	0.18 mg
Water for Injection	q.s. to 1.0 mL

15

TABLET FORMULATION

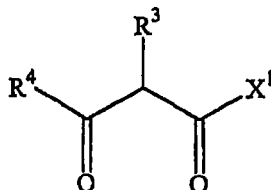
Compound of Formula I	1%
Microcrystalline Cellulose	73%
Stearic Acid	25%
Colloidal Silica	1%.

20

25

WE CLAIM:

1. A compound of Formula I:



I

5 in which:

X^1 is $-\text{NHC}(\text{R}^1)(\text{R}^2)\text{X}^2$ or $-\text{NHX}^3$;

X^2 is cyano, $-\text{C}(\text{R}^7)(\text{R}^8)\text{X}^3$, $-\text{C}(\text{R}^7)(\text{R}^8)\text{CF}_3$, $-\text{C}(\text{R}^7)(\text{R}^8)\text{CF}_2\text{CF}_2\text{R}^9$, $-\text{CH}=\text{CHS}(\text{O})_2\text{R}^5$,
 $-\text{C}(\text{O})\text{CF}_2\text{C}(\text{O})\text{NR}^5\text{R}^5$, $-\text{C}(\text{O})\text{C}(\text{O})\text{NR}^5\text{R}^6$, $-\text{C}(\text{O})\text{C}(\text{O})\text{OR}^5$, $-\text{C}(\text{O})\text{CH}_2\text{OR}^5$,
 $-\text{C}(\text{O})\text{CH}_2\text{N}(\text{R}^6)\text{SO}_2\text{R}^5$ or $-\text{C}(\text{O})\text{C}(\text{O})\text{R}^5$; wherein R^5 is (C_{1-4}) alkyl, (C_{5-10}) aryl (C_{0-6}) alkyl or
 10 (C_{5-10}) heteroaryl (C_{0-6}) alkyl; R^6 is hydrogen or (C_{1-6}) alkyl; R^7 is hydrogen or (C_{1-4}) alkyl and
 R^8 is hydroxy or R^7 and R^8 together form oxo; R^9 is hydrogen, halo, (C_{1-4}) alkyl,
 (C_{5-10}) aryl (C_{0-6}) alkyl or (C_{5-10}) heteroaryl (C_{0-6}) alkyl;

X^3 comprises a heteromonocyclic ring containing 4 to 6 ring member atoms or a
 fused heterobicyclic ring system containing 8 to 14 ring member atoms and any
 15 carbocyclic ketone, iminoketone or thioketone derivative thereof;

wherein within R^5 , X^2 or X^3 any alicyclic or aromatic ring system may be
 substituted further by 1 to 5 radicals independently selected from (C_{1-6}) alkyl,
 (C_{1-6}) alkylidene, cyano, halo, halo-substituted (C_{1-4}) alkyl, nitro, $-\text{X}^4\text{NR}^{12}\text{R}^{12}$,
 $-\text{X}^4\text{NR}^{12}\text{C}(\text{O})\text{R}^{12}$, $-\text{X}^4\text{NR}^{12}\text{C}(\text{O})\text{OR}^{12}$, $-\text{X}^4\text{NR}^{12}\text{C}(\text{O})\text{NR}^{12}\text{R}^{12}$, $-\text{X}^4\text{NR}^{12}\text{C}(\text{NR}^{12})\text{NR}^{12}\text{R}^{12}$,
 20 $-\text{X}^4\text{OR}^{12}$, $-\text{X}^4\text{SR}^{12}$, $-\text{X}^4\text{C}(\text{O})\text{OR}^{12}$, $-\text{X}^4\text{C}(\text{O})\text{R}^{12}$, $-\text{X}^4\text{OC}(\text{O})\text{R}^{12}$, $-\text{X}^4\text{C}(\text{O})\text{NR}^{12}\text{R}^{12}$,
 $-\text{X}^4\text{S}(\text{O})_2\text{NR}^{12}\text{R}^{12}$, $-\text{X}^4\text{NR}^{12}\text{S}(\text{O})_2\text{R}^{12}$, $-\text{X}^4\text{P}(\text{O})(\text{OR}^{12})\text{OR}^{12}$, $-\text{X}^4\text{OP}(\text{O})(\text{OR}^{12})\text{OR}^{12}$,
 $-\text{X}^4\text{NR}^{12}\text{C}(\text{O})\text{R}^{13}$, $-\text{X}^4\text{S}(\text{O})\text{R}^{13}$ and $-\text{X}^4\text{S}(\text{O})_2\text{R}^{13}$ and/or 1 radical selected from $-\text{R}^{14}$, $-\text{X}^4\text{OR}^{14}$,
 $-\text{X}^4\text{SR}^{14}$, $-\text{X}^4\text{S}(\text{O})\text{R}^{14}$, $-\text{X}^4\text{S}(\text{O})_2\text{R}^{14}$, $-\text{X}^4\text{C}(\text{O})\text{R}^{14}$, $-\text{X}^4\text{C}(\text{O})\text{OR}^{14}$, $-\text{X}^4\text{OC}(\text{O})\text{R}^{14}$, $-\text{X}^4\text{NR}^{14}\text{R}^{12}$,
 $-\text{X}^4\text{NR}^{12}\text{C}(\text{O})\text{R}^{14}$, $-\text{X}^4\text{NR}^{12}\text{C}(\text{O})\text{OR}^{14}$, $-\text{X}^4\text{C}(\text{O})\text{NR}^{12}\text{R}^{12}$, $-\text{X}^4\text{S}(\text{O})_2\text{NR}^{14}\text{R}^{12}$, $-\text{X}^4\text{NR}^{12}\text{S}(\text{O})_2\text{R}^{14}$,
 25 $-\text{X}^4\text{NR}^{12}\text{C}(\text{O})\text{NR}^{14}\text{R}^{12}$ and $-\text{X}^4\text{NR}^{12}\text{C}(\text{NR}^{12})\text{NR}^{14}\text{R}^{12}$, wherein X^4 is a bond or (C_{1-6}) alkyl; R^{12}
 at each occurrence independently is hydrogen, (C_{1-6}) alkyl or halo-substituted (C_{1-6}) alkyl; R^{13}
 is (C_{1-6}) alkyl or halo-substituted (C_{1-6}) alkyl; and R^{14} is (C_{3-10}) cycloalkyl (C_{0-6}) alkyl,

hetero(C₃₋₁₀)cycloalkyl(C₀₋₃)alkyl, (C₆₋₁₀)aryl(C₀₋₆)alkyl, hetero(C₅₋₁₀)aryl(C₀₋₆)alkyl, (C₉₋₁₀)bicycloaryl(C₀₋₆)alkyl or hetero(C₈₋₁₀)bicycloaryl(C₀₋₆)alkyl;

R¹ is hydrogen, halo or (C₁₋₆)alkyl and R² is selected from a group consisting of hydrogen, cyano, halo, -X⁴NR¹²R¹², -X⁴NR¹²C(O)R¹², -X⁴NR¹²C(O)OR¹²,
 5 -X⁴NR¹²C(O)NR¹²R¹², -X⁴NR¹²C(NR¹²)NR¹²R¹², -X⁴OR¹², -X⁴SR¹², -X⁴C(O)OR¹²,
 -X⁴C(O)R¹², -X⁴OC(O)R¹², -X⁴C(O)NR¹²R¹², -X⁴S(O)₂NR¹²R¹², -X⁴NR¹²S(O)₂R¹²,
 -X⁴P(O)(OR¹²)OR¹², -X⁴OP(O)(OR¹²)OR¹², -X⁴NR¹²C(O)R¹³, -X⁴S(O)R¹³, -X⁴S(O)₂R¹³,
 -R¹⁴, -X⁴OR¹⁴, -X⁴SR¹⁴, -X⁴S(O)R¹⁴, -X⁴S(O)₂R¹⁴, -X⁴C(O)R¹⁴, -X⁴C(O)OR¹⁴, -X⁴OC(O)R¹⁴,
 -X⁴NR¹⁴R¹², -X⁴NR¹²C(O)R¹⁴, -X⁴NR¹²C(O)OR¹⁴, -X⁴C(O)NR¹²R¹², -X⁴S(O)₂NR¹⁴R¹²,
 10 -X⁴NR¹²S(O)₂R¹⁴, -X⁴NR¹²C(O)NR¹⁴R¹² and -X⁴NR¹²C(NR¹²)NR¹⁴R¹², wherein X⁴, R¹², R¹³
 and R¹⁴ are as defined above; or R¹ and R² taken together with the carbon atom to which
 both R¹ and R² are attached form (C₃₋₈)cycloalkylene or (C₃₋₈)heterocycloalkylene; wherein
 within said R² any heteroaryl, aryl, cycloalkyl, heterocycloalkyl, cycloalkylene or
 heterocycloalkylene is optionally substituted with 1 to 3 radicals independently selected
 15 from (C₁₋₆)alkyl, (C₁₋₆)alkylidene, cyano, halo, halo-substituted(C₁₋₄)alkyl, nitro,
 -X⁴NR¹²R¹², -X⁴NR¹²C(O)R¹², -X⁴NR¹²C(O)OR¹², -X⁴NR¹²C(O)NR¹²R¹²,
 -X⁴NR¹²C(NR¹²)NR¹²R¹², -X⁴OR¹², -X⁴SR¹², -X⁴C(O)OR¹², -X⁴C(O)R¹², -X⁴OC(O)R¹²,
 -X⁴C(O)NR¹²R¹², -X⁴S(O)₂NR¹²R¹², -X⁴NR¹²S(O)₂R¹², -X⁴P(O)(OR¹²)OR¹²,
 -X⁴OP(O)(OR¹²)OR¹², -X⁴NR¹²C(O)R¹³, -X⁴S(O)R¹³, -X⁴S(O)₂R¹³ and -X⁴C(O)R¹³, wherein
 20 X⁴, R¹² and R¹³ are as defined above;

R³ is -C(R⁶)(R⁶)X⁵, wherein R⁶ is as defined above and X⁵ is selected from
 -X⁴NR¹²R¹², -X⁴NR¹²C(O)R¹², -X⁴NR¹²C(O)OR¹², -X⁴NR¹²C(O)NR¹²R¹²,
 -X⁴NR¹²C(NR¹²)NR¹²R¹², -X⁴OR¹², -X⁴SR¹², -X⁴C(O)OR¹², -X⁴C(O)R¹², -X⁴OC(O)R¹²,
 -X⁴R¹², -X⁴C(O)NR¹²R¹², -X⁴S(O)₂NR¹²R¹², -X⁴NR¹²S(O)₂R¹², -X⁴P(O)(OR¹²)OR¹²,
 25 -X⁴OP(O)(OR¹²)OR¹², -X⁴C(O)R¹³, -X⁴NR¹²C(O)R¹³, -X⁴S(O)R¹³ and -X⁴S(O)₂R¹³, -R¹⁴,
 -X⁴OR¹⁴, -X⁴SR¹⁴, -X⁴S(O)R¹⁴, -X⁴S(O)₂R¹⁴, -X⁴C(O)R¹⁴, -X⁴C(O)OR¹⁴, -X⁴OC(O)R¹⁴,
 -X⁴NR¹⁴R¹², -X⁴NR¹²C(O)R¹⁴, -X⁴NR¹²C(O)OR¹⁴, -X⁴C(O)NR¹⁴R¹², -X⁴S(O)₂NR¹⁴R¹²,
 -X⁴NR¹²S(O)₂R¹⁴, -X⁴NR¹²C(O)NR¹⁴R¹² and -X⁴NR¹²C(NR¹²)NR¹⁴R¹² wherein X⁴, R¹², R¹³
 and R¹⁴ are as defined above;

30 R⁴ is -NR⁶R⁶, -NR⁶R¹⁴, -NR⁶R¹³ or -NR⁶X⁵C(O)R¹⁴ wherein R⁶, X⁵ and R¹⁴ are
 as described above and R¹⁵ is hydrogen, -(C₁₋₆)alkyl or -X⁵OR⁶ wherein X⁵ is as described

above; or R⁶ and R¹⁵ together with the nitrogen atom to which R⁶ and R¹⁵ are attached form hetero(C₃₋₁₀)cycloalkyl, hetero(C₅₋₁₀)aryl or hetero(C₈₋₁₀)bicycloaryl;

wherein within R³ and R⁴ any alicyclic or aromatic ring system may be substituted further by 1-5 radicals independently selected from (C₁₋₆)alkyl, (C₁₋₆)alkylidene, cyano, halo, halo-substituted(C₁₋₄)alkyl, nitro, -X⁴NR¹²R¹², -X⁴NR¹²C(O)R¹², -X⁴NR¹²C(O)OR¹², -X⁴NR¹²C(O)NR¹²R¹², -X⁴NR¹²C(NR¹²)NR¹²R¹², -X⁴OR¹², -X⁴SR¹², -X⁴C(O)OR¹², -X⁴C(O)R¹², -X⁴OC(O)R¹², -X⁴C(O)NR¹²R¹², -X⁴S(O)₂NR¹²R¹², -X⁴NR¹²S(O)₂R¹², -X⁴P(O)(OR¹²)OR¹², -X⁴OP(O)(OR¹²)OR¹², -X⁴NR¹²C(O)R¹³, -X⁴S(O)R¹³, -X⁴C(O)R¹³ and -X⁴S(O)₂R¹³ and/or 1 radical selected from -R¹⁴, -X⁴OR¹⁴, -X⁴SR¹⁴, -X⁴S(O)R¹⁴, -X⁴S(O)₂R¹⁴, -X⁴C(O)R¹⁴, -X⁴C(O)OR¹⁴, -X⁴OC(O)R¹⁴, -X⁴NR¹⁴R¹², -X⁴NR¹²C(O)R¹⁴, -X⁴NR¹²C(O)OR¹⁴, -X⁴C(O)NR¹⁴R¹², -X⁴S(O)₂NR¹⁴R¹², -X⁴NR¹²S(O)₂R¹⁴, -X⁴NR¹²C(O)NR¹⁴R¹² and -X⁴NR¹²C(NR¹²)NR¹⁴R¹²; and within R³ and R⁴ any aliphatic moiety may be substituted further by 1-5 radicals independently selected from cyano, halo, nitro, -NR¹²R¹², -NR¹²C(O)R¹², -NR¹²C(O)OR¹², -NR¹²C(O)NR¹²R¹², -NR¹²C(NR¹²)NR¹²R¹², -OR¹², -SR¹², -C(O)OR¹², -C(O)R¹², -OC(O)R¹², -C(O)NR¹²R¹², -S(O)₂NR¹²R¹², -NR¹²S(O)₂R¹², -P(O)(OR¹²)OR¹², -OP(O)(OR¹²)OR¹², -NR¹²C(O)R¹³, -S(O)R¹³ and -S(O)₂R¹³; wherein X⁴, R¹², R¹³ and R¹⁴ are as described above;

with the proviso that only one bicyclic ring structure is present within R³ or R⁴; and the N-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; and the pharmaceutically acceptable salts and solvates of such compounds and the N-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

2. The compound of Claim 1 in which:

25 X¹ is -NHC(R¹)(R²)X² or -NHX³;

X² is cyano, -C(O)X³, -C(O)CF₃, -C(O)CF₂CF₂R⁹, -CH=CHS(O)₂R⁵, -C(O)CF₂C(O)NR⁵R⁵, -C(O)C(O)NR⁵R⁶, -C(O)C(O)OR⁵, -C(O)CH₂OR⁵, -C(O)CH₂N(R⁶)SO₂R⁵ or -C(O)C(O)R⁵; wherein R⁵ and R⁶ are as described above;

30 X³ comprises a heteromonocyclic ring containing 4 to 6 ring member atoms or a fused heterobicyclic ring system containing 8 to 14 ring member atoms and any carbocyclic ketone, iminoketone or thioketone derivative thereof;

wherein within R^5 , X^2 or X^3 any alicyclic or aromatic ring system may be substituted further by 1 to 5 radicals independently selected from (C_{1-6}) alkyl or $-X^4OC(O)R^{12}$ and/or 1 radical selected from $-R^{14}$, $-X^4C(O)R^{14}$ or $-X^4OC(O)R^{14}$;

wherein X^4 , R^{12} and R^{14} are as described above;

5 R^1 is hydrogen or (C_{1-6}) alkyl and R^2 is hydrogen, $-X^4OR^{12}$, (C_{5-10}) heteroaryl (C_{0-6}) alkyl, (C_{5-10}) aryl (C_{0-6}) alkyl, (C_{5-10}) cycloalkyl (C_{0-6}) alkyl, (C_{5-10}) heterocycloalkyl (C_{0-6}) alkyl or (C_{1-6}) alkyl; or R^1 and R^2 taken together with the carbon atom to which both R^1 and R^2 are attached form (C_{3-8}) cycloalkylene or (C_{3-8}) heterocycloalkylene; wherein within said R^2 any heteroaryl, aryl, cycloalkyl, heterocycloalkyl, cycloalkylene or heterocycloalkylene is optionally substituted with 1 to 3 radicals independently selected from (C_{1-6}) alkyl and hydroxy;

R^3 is $-CH_2X^5$, wherein X^5 at each occurrence independently is selected from $-X^4SR^{12}$, $-X^4C(O)NR^{12}R^{12}$, $-X^4S(O)_2R^{13}$, $-X^4C(O)R^{13}$, $-X^4SR^{14}$, $-R^{14}$, $-X^4S(O)_2R^{14}$, $-X^4R^{12}$, $-X^4C(O)R^{14}$, $-X^4C(O)NR^{14}R^{12}$, wherein X^4 , R^{12} , R^{13} and R^{14} are as defined above;

15 R^4 is $-NR^6R^6$, $-NR^6R^{14}$, $-NR^6R^{15}$ or $-NR^6X^5C(O)R^{14}$ wherein R^6 , X^5 and R^{14} are as described above and R^{15} is hydrogen, $-(C_{1-6})$ alkyl or $-X^5OR^6$ wherein X^5 is as described above; or R^6 and R^{15} together with the nitrogen atom to which R^6 and R^{15} are attached form hetero (C_{3-10}) cycloalkyl, hetero (C_{5-10}) aryl or hetero (C_{8-10}) bicycloaryl;

wherein within R^3 and R^4 any alicyclic or aromatic ring system may be substituted further by 1-5 radicals independently selected from (C_{1-6}) alkyl, cyano, halo, nitro, halo-substituted (C_{1-4}) alkyl, $-X^4OR^{12}$, $-X^4C(O)OR^{12}$, $-X^4C(O)R^{13}$, $-X^4C(O)NR^{12}R^{12}$, $-X^4NR^{12}S(O)_2R^{12}$ and/or 1 radical selected from $-R^{14}$, $-X^4OR^{14}$ and $-X^4C(O)NR^{14}R^{12}$; within R^3 and R^4 any aliphatic moiety may be substituted further by 1-5 radicals independently selected from cyano; wherein X^4 , R^{12} , R^{13} and R^{14} are as described above; with the proviso that only one bicyclic ring structure is present within R^3 or R^4 ; and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; and the pharmaceutically acceptable salts and solvates of such compounds and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

30

3. The compound of Claim 2 in which:

X^1 is $-NHC(R^1)(R^2)X^2$ or $-NHX^3$;

X^2 is cyano, $-C(O)X^3$, $-CF_3$, $-CF_2CF_3$, (E)-2-benzenesulfonyl-vinyl,
2-dimethylcarbamoyl-2,2-difluoro-acetyl, 1-benzylcarbamoyl-methanoyl,
1-benzyloxy(oxalyl), 2-benzyloxy-acetyl, 2-benzenesulfonylamino-ethanoyl or
5 2-oxo-2-phenyl-ethanoyl;

X^3 is 1*H*-benzoimidazol-2-yl, pyrimidin-2-yl, benzooxazol-2-yl, benzothiazol-2-yl,
pyridazin-3-yl, 3-phenyl-[1,2,4]oxadiazol-5-yl, 3-ethyl-[1,2,4]oxadiazol-5-yl,
2-methyl-4-oxo-tetrahydro-furan-3-yl, 2-ethyl-4-oxo-tetrahydro-furan-3-yl,
4-oxo-1-(1-phenyl-methanoyl)-pyrrolidin-3-yl or (S)-2-Acetoxy-4-oxo-azetidin-3-yl;

10 R^1 is hydrogen or methyl and R^2 is hydrogen, methoxymethyl, (C_{1-6}) alkyl,
phenethyl, thiophen-2-yl or 5-methyl-furan-2-yl, or (ii) R^1 and R^2 taken together with the
carbon atom to which both R^1 and R^2 are attached form cyclopropylene,
tetrahydro-pyran-4-ylene or methyl-piperidin-4-ylene.

- 15 4. The compound of claim 3 in which R^3 is selected from thiophene-2-sulfonylmethyl,
3-chloro-2-fluoro-phenylmethanesulfonylmethyl, benzenesulfonylmethyl,
phenylmethanesulfonylmethyl,
2-(1,1-difluoro-methoxy)-phenylmethanesulfonylmethyl, 2-benzenesulfonyl-ethyl,
2-(pyridine-2-sulfonyl)-ethyl, 2-(pyridine-4-sulfonyl)-ethyl,
20 2-phenylmethanesulfonyl-ethyl, oxy-pyridin-2-ylmethanesulfonylmethyl,
prop-2-ene-1-sulfonylmethyl, 4-methoxy-phenylmethanesulfonylmethyl,
p-tolylmethanesulfonylmethyl, 4-chloro-phenylmethanesulfonylmethyl,
o-tolylmethanesulfonylmethyl, 3,5-dimethyl-phenylmethanesulfonylmethyl,
4-trifluoromethyl-phenylmethanesulfonylmethyl,
25 4-trifluoromethoxy-phenylmethanesulfonylmethyl,
2-bromo-phenylmethanesulfonylmethyl, pyridin-2-ylmethanesulfonylmethyl,
pyridin-3-ylmethanesulfonylmethyl, pyridin-4-ylmethanesulfonylmethyl,
naphthalen-2-ylmethanesulfonylmethyl, 3-methyl-phenylmethanesulfonylmethyl,
3-trifluoromethyl-phenylmethanesulfonylmethyl,
30 3-trifluoromethoxy-phenylmethanesulfonylmethyl,
4-fluoro-2-trifluoromethoxy-phenylmethanesulfonylmethyl,

2-fluoro-6-trifluoromethyl-phenylmethanesulfonylmethyl,
 3-chloro-phenylmethanesulfonylmethyl, 2-fluoro-phenylmethanesulfonylmethyl,
 2-trifluoro-phenylmethanesulfonylmethyl, 2-cyano-phenylmethanesulfonylmethyl,
 4-*tert*-butyl-phenylmethanesulfonylmethyl,
 5 2-fluoro-3-methyl-phenylmethanesulfonylmethyl,
 3-fluoro-phenylmethanesulfonylmethyl, 4-fluoro-phenylmethanesulfonylmethyl,
 2-chloro-phenylmethanesulfonylmethyl,
 2,5-difluoro-phenylmethanesulfonylmethyl,
 2,6-difluoro-phenylmethanesulfonylmethyl,
 10 2,5-dichloro-phenylmethanesulfonylmethyl,
 3,4-dichloro-phenylmethanesulfonylmethyl,
 2-(1,1-difluoro-methoxy)-phenylmethanesulfonylmethyl,
 2-cyano-phenylmethanesulfonylmethyl, 3-cyano-phenylmethanesulfonylmethyl,
 2-trifluoromethoxy-phenylmethanesulfonylmethyl,
 15 2,3-difluoro-phenylmethanesulfonylmethyl,
 2,5-difluoro-phenylmethanesulfonylmethyl, biphenyl-2-ylmethanesulfonylmethyl,
 cyclohexylmethyl, 3-fluoro-phenylmethanesulfonylmethyl,
 3,4-difluoro-phenylmethanesulfonylmethyl,
 2,4-difluoro-phenylmethanesulfonylmethyl,
 20 2,4,6-trifluoro-phenylmethanesulfonylmethyl,
 2,4,5-trifluoro-phenylmethanesulfonylmethyl,
 2,3,4-trifluoro-phenylmethanesulfonylmethyl,
 2,3,5-trifluoro-phenylmethanesulfonylmethyl,
 2,5,6-trifluoro-phenylmethanesulfonylmethyl,
 25 2-chloro-5-trifluoromethylphenylmethanesulfonylmethyl,
 2-methyl-propane-1-sulfonyl,
 2-fluoro-3-trifluoromethylphenylmethanesulfonylmethyl,
 2-fluoro-4-trifluoromethylphenylmethanesulfonylmethyl,
 2-fluoro-5-trifluoromethylphenylmethanesulfonylmethyl,
 30 4-fluoro-3-trifluoromethylphenylmethanesulfonylmethyl,
 2-methoxy-phenylmethanesulfonylmethyl,

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bis-trifluoromethyl-phenylmethanesulfonylmethyl,
 4-difluoromethoxy-phenylmethanesulfonylmethyl,
 2-difluoromethoxy-phenylmethanesulfonylmethyl,
 3-difluoromethoxy-phenylmethanesulfonylmethyl,
 5 2,6-dichloro-phenylmethanesulfonylmethyl, biphenyl-4-ylmethanesulfonylmethyl,
 3,5-dimethyl-isoxazol-4-ylmethanesulfonylmethyl,
 5-chloro-thiophen-2-ylmethanesulfonylmethyl,
 2-[4-(1,1-Difluoro-methoxy)-benzenesulfonyl]-ethyl,
 2-[2-(1,1-Difluoro-methoxy)-benzenesulfonyl]-ethyl,
 10 2-[3-(1,1-Difluoro-methoxy)-benzenesulfonyl]-ethyl,
 2-(4-trifluoromethoxy-benzenesulfonyl)-ethyl,
 2-(3-trifluoromethoxy-benzenesulfonyl)-ethyl,
 2-(2-trifluoromethoxy-benzenesulfonyl)-ethyl,
 (cyanomethyl-methyl-carbamoyl)-methyl, butyl, biphenyl-3-ylmethyl,
 15 2-oxo-2-pyrrolidin-1-yl-ethyl, 2-benzenesulfonyl-ethyl, isobutylsulfanylmethyl,
 2-phenylsulfanyl-ethyl, cyclohexylmethanesulfonylmethyl,
 2-cyclohexyl-ethanesulfonyl, benzyl, naphthalen-2-yl, benzylsulfanylmethyl,
 2-trifluoromethyl-benzylsulfanylmethyl, 5-bromo-thiophen-2-ylmethyl
 phenylsulfanyl-ethyl and cyclopropylmethanesulfonylmethyl.

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5. The compound of claim 4 in which R⁴ is selected from phenylamino, benzylamino, 4-phenoxy-phenylamino, phenethylamino, 3-phenyl-propylamino, morpholin-4-yl, cyclohexylamino, naphthalen-1-ylmethyl-amino, pyridin-3-ylamino, 6-methoxy-pyridin-3-ylamino, diisobutylamino, 4-nitro-benzylamino, 2-thiophen-2-yl-ethylamino, 3-phenoxy-phenylamino, cyanomethyl-amino, (pyridin-3-ylmethyl)-amino, 25 5,6,7,8-tetrahydro-naphthalen-1-ylamino, 2-pyridin-2-yl-ethylamino, 2,3-dihydro-indol-1-yl, 3,4-dihydro-1H-isoquinolin-2-yl, cyclohexylmethyl-amino, 2-methoxy-benzylamino, 1-phenyl-ethylamino, (pyridin-4-ylmethyl)-amino, benzyl-methyl-amino, 3-nitro-benzylamino, 4-methoxy-phenylamino, 3-carbamoyl-phenylamino, 4-carbamoyl-phenylamino, (tetrahydro-furan-2-ylmethyl)-amino, 30 3,4-dihydro-2H-quinolin-1-yl, dimethylamino, butylmethylamino,

diisopropylamino, propylmethylamino, 1-(benzoxazole-2-carbonyl)-propylamino and isobutylmethylamino.

6. The compound of claim 5 selected from the group consisting of:

N-Cyanomethyl-2-cyclohexylmethyl-*N'*-pyridin-4-ylmethyl-malonamide; *N*-[1-(Benzoxazole-2-carbonyl)-3-phenyl-propyl]-*N'*-benzyl-2-cyclohexylmethyl-malonamide; *N*-Cyanomethyl-*N'*-cyclohexyl-2-cyclohexylmethyl-malonamide; *N*-Benzyl-*N'*-cyanomethyl-2-cyclohexylmethyl-malonamide; *N*-Cyanomethyl-2-cyclohexylmethyl-*N'*-(4-phenoxy-phenyl)-malonamide; *N*-Cyanomethyl-2-cyclohexylmethyl-*N'*-(3-phenyl-propyl)-malonamide; *N*-Cyanomethyl-2-cyclohexylmethyl-3-morpholin-4-yl-3-oxo-propionamide; *N*-Cyanomethyl-2-cyclohexylmethyl-*N'*-naphthalen-1-ylmethyl-malonamide; *N*-Cyanomethyl-2-cyclohexylmethyl-*N'*-pyridin-3-yl-malonamide; *N*-Cyanomethyl-2-cyclohexylmethyl-*N,N'*-diisobutyl-malonamide; *N*-Cyanomethyl-2-cyclohexylmethyl-*N,N'*-diisopropyl-malonamide; *N*-Cyanomethyl-2-cyclohexylmethyl-*N'*-(6-methoxy-pyridin-3-yl)-malonamide; *N*-Cyanomethyl-2-cyclohexylmethyl-*N'*-(2-thiophen-2-yl-ethyl)-malonamide; *N*-Cyanomethyl-2-cyclohexylmethyl-*N'*-(3-phenoxy-phenyl)-malonamide; *N*-Cyanomethyl-2-cyclohexylmethyl-*N'*-(4-nitro-benzyl)-malonamide; *N,N'*-Bis-cyanomethyl-2-cyclohexylmethyl-malonamide; *N*-Cyanomethyl-2-cyclohexylmethyl-*N'*-(5,6,7,8-tetrahydro-naphthalen-1-yl)-malonamide; *N*-Cyanomethyl-2-cyclohexylmethyl-*N'*-(2-pyridin-2-yl-ethyl)-malonamide; *N*-Cyanomethyl-2-cyclohexylmethyl-3-(2,3-dihydro-indol-1-yl)-3-oxo-propionamide; *N*-Cyanomethyl-2-cyclohexylmethyl-3-(3,4-dihydro-1H-isoquinolin-2-yl)-3-oxo-propionamide; *N*-Cyanomethyl-2, *N'*-bis-cyclohexylmethyl-malonamide; *N*-Cyanomethyl-2-cyclohexylmethyl-*N'*-(2-methoxy-benzyl)-malonamide; *N*-Cyanomethyl-2-cyclohexylmethyl-*N'*-(1-phenyl-ethyl)-malonamide; *N*-Benzyl-*N'*-cyanomethyl-2-cyclohexylmethyl-*N*-methyl-malonamide; *N*-Cyanomethyl-2-cyclohexylmethyl-*N'*-(3-nitro-benzyl)-malonamide; *N*-Cyanomethyl-2-cyclohexylmethyl-*N'*-(4-methoxy-benzyl)-

malonamide; *N*-(3-Carbamoyl-phenyl)-*N'*-cyanomethyl-2-cyclohexylmethyl-
malonamide; *N*-Cyanomethyl-2-cyclohexylmethyl-*N'*-pyridin-3-ylmethyl-
malonamide; *N*-(4-carbamoylphenyl)-*N'*-cyanomethyl-2-
cyclohexylmethylmalonamide; *N*-cyanomethyl-2-cyclohexylmethyl-*N'*-
5 tetrahydrofur-2-ylmethylmalonamide; *N*-cyanomethyl-2-cyclohexylmethyl-3-(3,4-
dihydro-2*H*-quinolin-1-yl)-3-oxopropionamide; *N*-*tert*-butyl-*N'*-cyanomethyl-2-
cyclohexylmethyl-*N*-methylmalonamide; *N*-cyanomethyl-2-cyclohexylmethyl-*N'*-
methyl-*N'*-propylmalonamide; *N*-butyl-*N'*-cyanomethyl-2-cyclohexylmethyl-*N*-
methylmalonamide; *N*-cyanomethyl-2-cyclohexylmethyl-*N,N*-
10 dimethylmalonamide; *N*-benzyl-*N'*-cyanomethyl-2-(2-
phenylsulfanylethyl)malonamide; 2-(2-phenylsulfonylethyl)-*N*-benzyl-*N'*-
cyanomethylmalonamide; 2-(2-benzenesulfonyl-ethyl)-*N*-[(*S*)-1-(1-benzooxazol-2-
yl-methanoyl)-pentyl]-*N*-benzyl-malonamide; *N,N*-bis-[(*S*)-1-(1-benzooxazol-2-
yl-methanoyl)-propyl]-2-cyclohexylmethyl-malonamide; and the *N*-oxide
15 derivatives, prodrug derivatives, protected derivatives, individual isomers and
mixtures of isomers thereof; and the pharmaceutically acceptable salts and solvates
of such compounds and the *N*-oxide derivatives, prodrug derivatives, protected
derivatives, individual isomers and mixtures of isomers thereof.

7. A pharmaceutical composition comprising a therapeutically effective amount of a
compound of Claim 1 in combination with a pharmaceutically acceptable excipient.

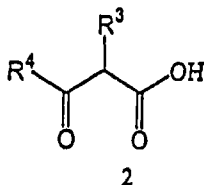
8. Use of the compound of Claim 1 or a *N*-oxide derivative or individual isomer
or mixture of isomers thereof; or a pharmaceutically acceptable salt or solvate
25 of such compounds and the *N*-oxide derivatives, prodrug derivatives, protected
derivatives, individual isomers and mixtures of isomers thereof, in the
manufacture of a pharmaceutical composition for the treatment of a disease in
an animal in which inhibition of Cathepsin S can prevent, inhibit or ameliorate
the pathology and/or symptomology of the disease.

9. The use of a compound of Claim 1 in the manufacture of a medicament for treating

a disease in an animal in which Cathepsin S activity contributes to the pathology and/or symptomology of the disease.

10. A process for preparing a compound of Formula I:

5 (A) reacting a compound of Formula 2:



with a compound of formula $\text{NH}_2\text{CR}^1\text{R}^2\text{X}^2$, in which R^1 , R^2 , R^3 , R^4 and X^2 are as defined in any one of Claims 1 to 6; or

10 (B) reacting a compound of Formula 2 with a compound of Formula NH_2X^3 , in which R^3 , R^4 and X^3 are as defined in any one of Claims 1 to 6; and

- (C) optionally converting a compound of Formula I into a pharmaceutically acceptable salt;
- (D) optionally converting a salt form of a compound of Formula I to non-salt form;
- 15 (E) optionally converting an unoxidized form of a compound of Formula I into a pharmaceutically acceptable *N*-oxide;
- (F) optionally converting an *N*-oxide form of a compound of Formula I to its unoxidized form;
- (G) optionally resolving an individual isomer of a compound of Formula I from a mixture of isomers;
- 20 (H) optionally converting a non-derivatized compound of Formula I into a pharmaceutically prodrug derivative; and
- (I) optionally converting a prodrug derivative of a compound of Formula I to its non-derivatized form.