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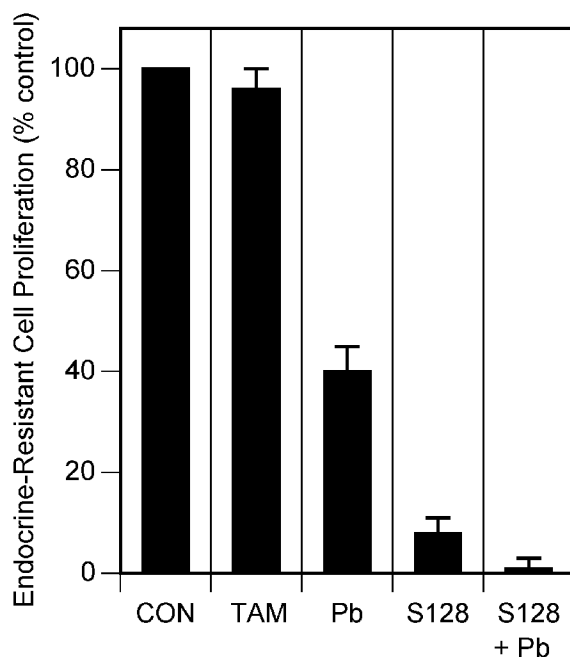
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(54) Title: ESTROGEN RECEPTOR MODULATOR COMBINATIONS

FIG. 10



(57) Abstract: Described herein, *inter alia*, are compositions and methods for treating or preventing hyperproliferative disorders, including cancer.

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ESTROGEN RECEPTOR MODULATOR COMBINATIONS

5 CROSS-REFERENCE TO RELATED APPLICATIONS

[0001] This application claims the benefit of U.S. Provisional Application No. 62/342,126 filed May 26, 2016, the contents of which is hereby incorporated herein in its entirety for all purposes.

BACKGROUND OF THE INVENTION

[0002] Breast cancer is the most common malignancy in women in North America. Each year
10 more than 210,000 new cases of breast cancer are diagnosed in the US (1-3). In the clinic, endocrine therapy is an important intervention for cancers that express estrogen receptor (ER), and it has proven to be one of the most effective treatment strategies for breast cancer (3,4). At diagnosis, about 70% of breast cancers contain estrogen receptors and depend on estrogen for growth and progression. Expression of ER in a tumor is predictive of a clinical response to
15 hormonal therapy. Such observations have led to current use of antiestrogens (such as fulvestrant, tamoxifen and its relatives, raloxifene, toremifene, lasofoxifene, etc.) and aromatase inhibitors in treating ER-positive breast cancer (2,3). Tamoxifen and its analogues are among the most highly prescribed drugs for initial estrogen-dependent breast cancer. However, they are not without their drawbacks since they bind to the estrogen receptor in many tissues (bone, uterus, etc.) and can
20 have harmful effects. A substantial proportion of patients presenting with localized disease, and all of the patients with metastatic breast cancer, become resistant to current endocrine therapies (5, 6). Thus, there is an urgent need to develop alternative therapeutics to overcome endocrine resistance and to improve the long-term survival of afflicted patients. Despite remarkable improvements in treatment options, development of endocrine resistance is one reason that breast
25 cancer is the second most frequent cause of cancer death in women (5-7). In most cases, the ER is present in resistant tumors, and in many of these its activity continues to regulate tumor growth.

[0003] Classical and nonclassical mechanisms of estrogen action in breast malignancy. Estrogen modulates gene transcription in breast cancers through its receptors using different
30 signaling pathways (2,8) (see FIG. 1). The classical pathway involves direct DNA binding of liganded receptor to estrogen response elements (EREs) in the promoter regions of responsive genes.

[0004] The proliferation and survival of breast cancers is closely regulated by growth factor receptors as well as estrogens (E2) and their receptors, estrogen receptor (ER)- α and - β , with

ER α generally considered most important in tumor progression (5,6,9). ER α has 6 major functional domains including an N-terminal transactivation domain, an adjacent DNA-binding domain and a C-terminal portion involved in hormone-binding, receptor dimerization and activity of a second transactivation region. In classical models of E2 action, E2 binds ER to promote dimerization and phosphorylation of the receptor. This allows direct binding of the ligand-ER complex with steroid receptor coactivators (CoReg) and E2-responsive elements (ERE) in DNA, leading to changes in gene transcription that regulate growth, differentiation, apoptosis and angiogenesis. In addition, there are alternate pathways of E2 action that involve protein-protein interactions and do not require direct ER binding to DNA. A subset of ER associate with extranuclear sites and interact there with membrane growth factor receptors (EGFR, HER2) and other signaling molecules (components of the ras-MAPK and PI3K/AKT pathways, Shc, src kinases, JAK/STAT, nitric oxide synthase (NOS), G-proteins). Of special note, growth factor and extranuclear estrogen receptors appear to form a structured complex for signal transduction to MAPK and/or PI3K/AKT kinase that interacts, in turn, with nuclear ER and CoReg. Signaling for cell growth involves phosphorylation (P) of nuclear ER and CoReg, and such phosphorylation can occur in ligand-dependent as well as ligand-independent modes. ERE-dependent and alternate transcription sites may be activated. Further, E2 is produced locally in supporting cells by the action of aromatase (ARO), and ARO is regulated by both nuclear and extranuclear ER and growth factor-mediated signaling. In addition, estrogens may regulate tumor-associated angiogenesis by direct interactions with vascular endothelial cells or by indirect stimulation of VEGF secretion from tumors.

[0005] However, it is now clear that the ER α can regulate genes that lack a canonical ERE, suggesting additional pathways for estrogen action that may be of paramount importance in modulating tumor progression. Alternate, nonclassical pathways involve indirect modulation of transcription by ER interaction with components of other transcription complexes (AP-1, nuclear factor-kB) or kinase signaling complexes (MAPK, PI3K/AKT kinase) via protein-protein interactions. Emerging data suggest that interactions of ER with growth factor receptor-kinase signaling pathways may play a critical role in promoting estrogen signaling for tumor progression (9). Based on current data in estrogen target cells, nonclassical ER signaling is associated with epithelial proliferation but not other estrogen-responsive events such as fluid accumulation in uterus (8), while classical ER signaling appears more essential for skeletal development, bone health and other differentiated cell functions (10).

[0006] ER often continues to play a major role in controlling growth of hormone-resistant cancers. In treatment with aromatase inhibitors (AI's), ER activation by alternate ligands, local E2 production and development of ER hypersensitivity are especially problematic (2,6). In

addition, ligand-independent activation of ER occurs in tumors overexpressing growth factor receptors such as HER2, with growth factor receptors promoting ER phosphorylation even in the absence of estrogen (5,9,11). Such ligand-independent mechanisms likely contribute to resistance to AI's as well as antiestrogens (12,13). These nonclassical events are mediated by ER or adaptor proteins that impact gene expression indirectly by activating growth-promoting kinase cascades to regulate transcription. In breast tumors, significant evidence suggests that regulation of both proliferation and cell death pathways occurs, in part, by the action of nonclassical kinase-mediated pathways (9,11,14-19). Better understanding and targeting of these complex signaling pathways in tumors with endocrine resistance to both antiestrogens and AI's will help in development of individualized and improved treatments in the clinic.

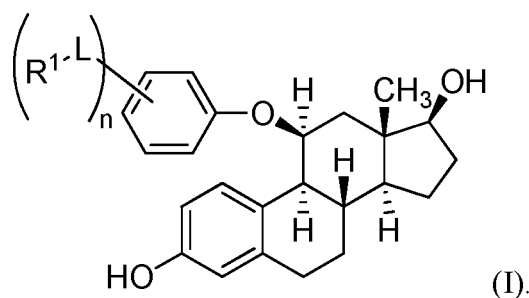
[0007] Current antiestrogens are competitive antagonists of estrogen and disrupt ER-induced transcription. However, some antagonists display partial estrogenic activity in a tissue- and gene-dependent manner, hence their description as selective estrogen receptor modulators (SERMs). Tamoxifen, a partial agonist that limits effects of E2 in breast, has been the most widely used hormone therapy for the past 20 years, achieving a 39% reduction in disease recurrence and a 31% reduction in mortality in ER+ early breast cancer (6,20,21). Although effective, tamoxifen has an important drawback - the limited period of activity before resistance develops (7,20). Further, prolonged treatment with tamoxifen is associated with an increased risk for endometrial cancer due to significant agonist activity of the drug in uterus. As long as the ER is present in tumors, growth may still be stimulated by small amounts of estrogens or antiestrogens or by ligand-independent actions. The introduction of AI's for postmenopausal patients, either initially, or sequentially after tamoxifen, may produce better outcomes than the standard treatment of 5 years of tamoxifen (22-24). Nonetheless, in patients with advanced disease, only about 1/3 of HR+ tumors respond to AI's as first-line treatments (6). Further, resistance to AI's also develops due, in part, to E2-independent mechanisms (6,12,13). Consequently, a search has begun to find new antiestrogens that do not display agonist activity or lead to development of resistance. The first prototype drug, fulvestrant (25), is a pure ER antagonist that also exhibits a unique mechanism of action - downregulation of ER due in part to induced hyperubiquitination of ER (26,27). As fulvestrant has no agonistic activity but instead destabilizes ER, the drug elicits marked disruption of ER-mediated growth. However, fulvestrant has a major drawback - very low bioavailability - which is problematic in the clinic. Although fulvestrant has activity in treating ER+ metastatic breast cancer in postmenopausal women with disease progression after tamoxifen or AI therapy (7,28,29), discovery of new ER antagonists with improved bioavailability and antitumor activity remains an important goal.

[0008] ER degradation limits hormone action. Ligand-induced down-regulation of ER is a pivotal step in halting E2 stimulation of growth, and the ubiquitin–proteasome pathway is the major system for selective degradation of such regulatory proteins (30). ER α was among the first of the nuclear receptors identified as substrates for this pathway (31-34). A common feature of proteasome-mediated protein degradation is covalent attachment of ubiquitin to lysine residues of proteins targeted for degradation followed by formation of polyubiquitin chains attached covalently to the protein. Ubiquitinated ER α is recognized and degraded by the multisubunit protease complex, the 26S proteasome (35). ER is degraded in a hormone-dependent manner, with this process contributing to regulation of hormone action; and the proteasome inhibitor, MG132, is well known to promote *in vivo* accumulation of ER and to block ligand-induced ER degradation (33). As noted above, the proteasome pathway also plays a critical role in interaction of ER with antagonists, such as SERMs and fulvestrant (27, 34).

[0009] Therefore it would be useful to test new novel ER antagonists to find compounds which inhibit the growth of hyperproliferative cells, including breast cancer. Disclosed herein, *inter alia*, are solutions to these and other problems in the art.

BRIEF SUMMARY OF THE INVENTION

[0010] In an aspect there is provided a composition including a CDK4 inhibitor or a CDK6 inhibitor and a compound, or a pharmaceutically acceptable salt thereof, having the formula (I):



[0011] R¹ is independently a hydrogen, halogen, -NR²R³, -CX^a₃, -CN, -SO₂Cl, -SO_{n1}R¹⁰, -SO_{v1}NR²R³, -NHN²R³, -ONR²R³, -NHC=(O)NHN²R³, -NHC=(O)NR²R³, -N(O)_{m1}, -C(O)R⁹, -C(O)-OR⁹, -C(O)NR²R³, -OR¹⁰, -NR²SO₂R¹⁰, -NR²C=(O)R⁹, -NR²C(O)-OR⁹, -NR²OR⁹, -OCX^a₃, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl.

[0012] R² is independently a hydrogen, halogen, -CX^b₃, -CN, -SO₂Cl, -SO_{n2}R¹⁴, -SO_{v2}NR¹¹R¹², -NHNH₂, -ONR¹¹R¹², -NHC=(O)NHNH₂, -NHC=(O)NR¹¹R¹², -N(O)_{m2}, -NR¹¹R¹², -C(O)R¹³,

$-\text{C}(\text{O})-\text{OR}^{13}$, $-\text{C}(\text{O})\text{NR}^{11}\text{R}^{12}$, $-\text{OR}^{14}$, $-\text{NR}^{11}\text{SO}_2\text{R}^{14}$, $-\text{NR}^{11}\text{C}=\text{(O)}\text{R}^{13}$, $-\text{NR}^{11}\text{C}(\text{O})-\text{OR}^{13}$,
 $-\text{NR}^{11}\text{OR}^{13}$, $-\text{OCX}^b_3$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl,
substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted
or unsubstituted aryl, or substituted or unsubstituted heteroaryl. R^3 is independently a hydrogen,
5 halogen, $-\text{CX}^c_3$, $-\text{CN}$, $-\text{SO}_2\text{Cl}$, $-\text{SO}_3\text{R}^{18}$, $-\text{SO}_v\text{NR}^{15}\text{R}^{16}$, $-\text{NHNH}_2$, $-\text{ONR}^{15}\text{R}^{16}$,
 $-\text{NHC}=\text{(O)}\text{NHNH}_2$,
 $-\text{NHC}=\text{(O)}\text{NR}^{15}\text{R}^{16}$, $-\text{N}(\text{O})_{m3}$, $-\text{NR}^{15}\text{R}^{16}$, $-\text{C}(\text{O})\text{R}^{17}$, $-\text{C}(\text{O})-\text{OR}^{17}$, $-\text{C}(\text{O})\text{NR}^{15}\text{R}^{16}$, $-\text{OR}^{18}$,
 $-\text{NR}^{15}\text{SO}_2\text{R}^{18}$, $-\text{NR}^{15}\text{C}=\text{(O)}\text{R}^{17}$, $-\text{NR}^{15}\text{C}(\text{O})-\text{OR}^{17}$, $-\text{NR}^{15}\text{OR}^{17}$, $-\text{OCX}^c_3$, substituted or
unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted
10 cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or
substituted or unsubstituted heteroaryl. R^2 and R^3 substituents may optionally be joined to form a
substituted or unsubstituted heterocycloalkyl, or substituted or unsubstituted heteroaryl.

[0013] L is independently a bond, $-\text{NR}^4-$, $-\text{NR}^4\text{C}(\text{O})-$, $-\text{C}(\text{O})\text{NR}^4-$, $-\text{O}-$, $-\text{S}-$, $-\text{C}(\text{O})-$, $-\text{S}(\text{O})-$,
 $-\text{S}(\text{O})_2-$, substituted or unsubstituted alkylene, substituted or unsubstituted heteroalkylene,
15 substituted or unsubstituted cycloalkylene, substituted or unsubstituted heterocycloalkylene,
substituted or unsubstituted arylene, substituted or unsubstituted heteroarylene; or a substituted or
unsubstituted spirocyclic linker. R^4 is independently a hydrogen, halogen, $-\text{CX}^d_3$, $-\text{CN}$, $-\text{SO}_2\text{Cl}$,
 $-\text{SO}_{n4}\text{R}^{22}$, $-\text{SO}_{v4}\text{NR}^{19}\text{R}^{20}$, $-\text{NHNH}_2$, $-\text{ONR}^{19}\text{R}^{20}$, $-\text{NHC}=\text{(O)}\text{NHNH}_2$,
 $-\text{NHC}=\text{(O)}\text{NR}^{19}\text{R}^{20}$, $-\text{N}(\text{O})_{m4}$,
20 $-\text{NR}^{19}\text{R}^{20}$, $-\text{C}(\text{O})\text{R}^{21}$, $-\text{C}(\text{O})-\text{OR}^{21}$, $-\text{C}(\text{O})\text{NR}^{19}\text{R}^{20}$, $-\text{OR}^{22}$, $-\text{NR}^{19}\text{SO}_2\text{R}^{22}$, $-\text{NR}^{19}\text{C}=\text{(O)}\text{R}^{21}$,
 $-\text{NR}^{19}\text{C}(\text{O})-\text{OR}^{21}$, $-\text{NR}^{19}\text{OR}^{21}$, $-\text{OCX}^d_3$, substituted or unsubstituted alkyl, substituted or
unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted
heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl.

[0014] R^9 , R^{10} , R^{11} , R^{12} , R^{13} , R^{14} , R^{15} , R^{16} , R^{17} , R^{18} , R^{19} , R^{20} , R^{21} , and R^{22} are independently
25 hydrogen, halogen, $-\text{CX}_3$, $-\text{CN}$, $-\text{OH}$, $-\text{NH}_2$, $-\text{COOH}$, $-\text{CONH}_2$, $-\text{NO}_2$, $-\text{SH}$, $-\text{SO}_2\text{Cl}$, $-\text{SO}_3\text{H}$, $-\text{SO}_4\text{H}$,
 $-\text{SO}_2\text{NH}_2$, $-\text{NHNH}_2$, $-\text{ONH}_2$, $-\text{NHC}=\text{(O)}\text{NHNH}_2$, $-\text{NHC}=\text{(O)}\text{NH}_2$, $-\text{NHSO}_2\text{H}$, $-\text{NHC}=\text{(O)}\text{H}$,
 $-\text{NHC}(\text{O})-\text{OH}$, $-\text{NHOH}$, $-\text{OCX}_3$, $-\text{OCHX}_2$, $-\text{CF}_3$, $-\text{OCF}_3$, substituted or unsubstituted alkyl,
substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or
30 unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted
heteroaryl; R^{11} and R^{12} substituents bonded to the same nitrogen atom may optionally be joined
to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;
 R^{15} and R^{16} substituents bonded to the same nitrogen atom may optionally be joined to form a
substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; R^{19} and

R²⁰ substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl.

[0015] The symbol n is an integer from 0 to 5. The symbols m₁, m₂, m₃, m₄, v₁, v₂, v₃, and v₄ are independently 1 or 2. The symbols n₁, n₂, n₃, and n₄ are independently an integer from 0 to 4. The symbols X, X^a, X^b, X^c and X^d are independently -Cl, -Br, -I, or -F.

[0016] In an aspect there is provided a kit including a CDK4 inhibitor or a CDK6 inhibitor, and a compound having the structure of Formula (I) as disclosed herein, or pharmaceutically acceptable salt thereof.

[0017] In an aspect there is provided a method of treating a hyperproliferative disorder in a subject in need thereof, the method including administering to the subject an effective amount of a composition as disclosed herein, or the compound and the CDK4 inhibitor or CDK6 inhibitor of a kit as disclosed herein.

[0018] In an aspect there is provided a method of inhibiting estrogen receptor activity in a subject in need thereof, including administering to the subject an effective amount of a composition as disclosed herein, or the compound and the CDK4 inhibitor or CDK6 inhibitor of a kit as disclosed herein.

BRIEF DESCRIPTION OF THE DRAWINGS

[0019] **FIG. 1.** Interactions of estrogen and growth factor receptor signaling pathways in cancer cells.

[0020] **FIG. S1.** SERD compounds inhibit A549 NSCLC cell proliferation *in vitro*. All compounds were dosed at 10 μM and compared to proliferation in appropriate controls (n=3).

[0021] **FIG. 2.** Inhibition of estrogen receptor-positive human breast cancer cell proliferation by novel antiestrogens.

[0022] **FIG. S2.** Antiestrogen JD140 elicits enhanced PARP cleavage in NSCLC cells. A549 cells were treated in 5% DCC-FBS phenol-red free RPMI1640 with vehicle control (C) or increasing concentrations of JD140 at 0.01, 0.1 and 1 μM or 0.1 μM fulvestrant (F) for 4 hours. Western Blots were performed using anti-cleaved-PARP antibody (Cell Signaling Technology). RPL13A is shown as loading control. The Western blot is representative of 3 independent experiments.

[0023] **FIG. 3.** Estrogen receptor-alpha is down-regulated by antiestrogens.

[0024] **FIG. S3.** Tumor cell cycle regulation by CDK 4/6 and cyclin D. The cell cycle clock machinery. G₀, M, G₁, S and G₂ refer to quiescence, mitosis, first gap, DNA synthesis and 2nd

gap phases of the cell cycle, respectively. The restriction point (R-Point) is shown. Rb and Rb-p represent unphosphorylated and hyper-phosphorylated forms of retinoblastoma (Rb) protein that regulates the cell cycle; modified from Lundberg & Weinberg Eur J Cancer. 1999;35:1886).

Estrogens regulate cyclin D expression, a critical partner for CDK 4/6.

5 [0025] FIGS. 4A-4B. MCF-7 cells with acquired tamoxifen resistance show increased expression of HER-1/EGFR and HER-2 receptors.

[0026] FIG. S4. Palbociclib in combination with letrozole blocks phosphorylation of Rb serine-780 in A549 cells. Cells were treated 24 h in phenol red-free RPMI with 1% DCC-FBS with vehicle control (CON), 1 nM estradiol-17 β (E2), 1 nM androstenedione (And), 10 nM
10 testosterone (Tes), 10 μ M letrozole (AI), 100 nM palbociclib (Plbo) or both Plbo + AI. After 24 hr, cell lysates subjected to Western blot with antibody to phosphoserine-780 Rb or total Rb (Cell Signaling) (20). GAPDH is used as loading control. Of note, estradiol, as well as androstenedione and testosterone acting as substrates for lung aromatase to produce estrogen locally, stimulate Rb phosphorylation while AI alone and combined with palbociclib act to block
15 this step.

[0027] FIG. 5. Specific binding of [3H]estradiol-17 β by MCF-7 parental breast cancer cells is suppressed by ERD compound 15 (JD105). Compounds S1-S14 in the present figure are comparative test compounds (different from individual compounds described herein) showing less inhibition than compound S15 in the present assay.

20 [0028] FIG. S5. Letrozole (AI) by blocking estrogen signaling reduces cyclin D1 expression in A549 NSCLC cells using Western immunoblot methods. Cells were treated 24 h in phenol red-free RPMI with 1% DCC-FBS. Control (Con), estradiol-17 β (E2; 1 nM), androstenedione (And; 1 nM), testosterone (Tst; 10 nM), letrozole (AI; 10 μ M) and palbociclib (Plbo; 1 μ M) were used in this experiment. GAPDH is used as a loading control (20).

25 [0029] FIG. 6. ERD S15 reduces ER protein levels in MCF-7 breast tumor cells.

[0030] FIG. S6. Palbociclib and letrozole dosed as single agents and combined as a dual therapy *in vitro* in human NSCLC cells A549. Each drug elicits dose-dependent inhibition of NSCLC cell proliferation as compared to controls when administered for 72 hrs. However, treatment with a combination of either palbociclib (10-nM)/letrozole (10- μ M) [10P/10L] or
30 palbociclib (100nM)/ letrozole (10 μ M) [100P/10L] for 72 h *in vitro* elicits enhanced inhibition of cell proliferation of NSCLC cells, indicating potential synergy in dual therapy. This finding corresponds to the synergistic interaction of palbociclib with antiestrogen agents that was

previously reported in hormone receptor-positive human breast cancer cells under *in vitro* conditions [19,20].

[0031] **FIG. 7.** Treatment of MCF-7 parent cells with 1 nM estradiol 17 β (E2) induces rapid phosphorylation of MAPK (pMAPK).

5 [0032] **FIG. S7.** SERD 128 down-regulates cyclin D1 in MCF-7 breast cancer cells. Western immunoblot of cyclin D1 after treating MCF-7 cells 24 hrs with 10% FBS and 1 μ M and 10 μ M doses of JD105, JD128 and JD140. Refer to FIG. S4 methods and previous reports (20).

[0033] **FIG. 8.** Novel antiestrogen JD140 elicits significant antiproliferative effects in human non-small cell lung cancer cells A549 as compared with the activity of fulvestrant.

10 [0034] **FIG. S8.** SERD compounds in combination with the CDK 4/6 inhibitor palbociclib blocks NSCLC cell proliferation *in vitro*. In panel (a), NSCLC cells were treated with palbociclib alone at 1 μ M. In panel (b), tumor NSCLC cells were treated with SERD compounds 103, 140 or 160 alone at a dose of 10 μ M. In panel (c), NSCLC cells are treated with a
15 combination of palbociclib at 1 μ M with SERD compounds indicated in the figure at 10 μ M. See methods below. Mean cell proliferation values \pm SE are shown as % controls.

[0035] **FIG. 9.** Activation of estrogen receptor (ER) by estradiol-17 β or by growth factor receptor signaling promotes gene transcription for tumor cell proliferation and inhibition of apoptosis. Disruption by selective estrogen receptor downregulators of critical steps in these pathways includes downstream actions such as modulation of cyclin D expression in the control
20 of the cell cycle and proliferation and regulation of apoptosis.

[0036] **FIG. 10** S128 in combination with palbociclib (Pb), a CDK4/CDK6 inhibitor, blocks endocrine-resistant breast cancer (BC) cell proliferation *in vitro*.

DETAILED DESCRIPTION OF THE INVENTION

25 [0037] A primary goal of this work is to design, synthesize, test and further develop small organic SERMs that elicit ER destabilization/ downregulation and inhibit tumor cell growth. This action- suppression of ER protein expression- is critical to stop ligand-dependent and ligand-independent modes of hormone resistance. Described herein are unique, selective ER antagonists that target growth-promoting signaling pathways induced by ER and that exhibit the
30 proper biologic and pharmacologic profile to be ultimately developed as therapeutics for endocrine-sensitive and -resistant cancers in the clinic.

[0038] Described herein is the design and synthesis of several novel analogues of estradiol having sterically large and positively charged groups on the β -face of the molecule. These compounds may bind to the ER and cause helix 12 to not fold properly and therefore that would interrupt the transmission of the signal for cancer growth. Biological testing has shown that many of the analogues have excellent growth inhibitory activity, at least as good or better than the commercial drug, Faslodex^R. Compounds described herein have great promise as agents against hyperproliferative disorders (e.g., breast cancer).

[0039] **Definitions**

[0040] The abbreviations used herein have their conventional meaning within the chemical and biological arts. The chemical structures and formulae set forth herein are constructed according to the standard rules of chemical valency known in the chemical arts.

[0041] Where substituent groups are specified by their conventional chemical formulae, written from left to right, they equally encompass the chemically identical substituents that would result from writing the structure from right to left, e.g., $-\text{CH}_2\text{O}-$ is equivalent to $-\text{OCH}_2-$.

[0042] The term "alkyl," by itself or as part of another substituent, means, unless otherwise stated, a straight (i.e., unbranched) or branched non-cyclic carbon chain (or carbon), or combination thereof, which may be fully saturated, mono- or polyunsaturated and can include di- and multivalent radicals, having the number of carbon atoms designated (i.e., $\text{C}_1\text{-C}_{10}$ means one to ten carbons). Examples of saturated hydrocarbon radicals include, but are not limited to, groups such as methyl, ethyl, n-propyl, isopropyl, n-butyl, t-butyl, isobutyl, sec-butyl, (cyclohexyl)methyl, homologs and isomers of, for example, n-pentyl, n-hexyl, n-heptyl, n-octyl, and the like. An unsaturated alkyl group is one having one or more double bonds or triple bonds. Examples of unsaturated alkyl groups include, but are not limited to, vinyl, 2-propenyl, crotyl, 2-isopentenyl, 2-(butadienyl), 2,4-pentadienyl, 3-(1,4-pentadienyl), ethynyl, 1- and 3-propynyl, 3-butynyl, and the higher homologs and isomers. An alkoxy is an alkyl attached to the remainder of the molecule via an oxygen linker ($-\text{O}-$). An alkyl moiety may be an alkenyl moiety. An alkyl moiety may be an alkynyl moiety. An alkyl moiety may be fully saturated.

[0043] The term "alkylene," by itself or as part of another substituent, means, unless otherwise stated, a divalent radical derived from an alkyl, as exemplified, but not limited by, $-\text{CH}_2\text{CH}_2\text{CH}_2\text{CH}_2-$. Typically, an alkyl (or alkylene) group will have from 1 to 24 carbon atoms, with those groups having 10 or fewer carbon atoms being preferred in the present invention. A "lower alkyl" or "lower alkylene" is a shorter chain alkyl or alkylene group,

generally having eight or fewer carbon atoms. The term “alkenylene,” by itself or as part of another substituent, means, unless otherwise stated, a divalent radical derived from an alkene.

[0044] The term “heteroalkyl,” by itself or in combination with another term, means, unless otherwise stated, a stable non-cyclic straight or branched chain, or combinations thereof,

5 including at least one carbon atom and at least one heteroatom (e.g. O, N, P, Si, and S) and wherein the nitrogen and sulfur atoms may optionally be oxidized, and the nitrogen heteroatom may optionally be quaternized. The heteroatom(s) (e.g. O, N, P, S, and Si) may be placed at any interior position of the heteroalkyl group or at the position at which the alkyl group is attached to the remainder of the molecule. Examples include, but are not limited

10 to: $-\text{CH}_2-\text{CH}_2-\text{O}-\text{CH}_3$, $-\text{CH}_2-\text{CH}_2-\text{NH}-\text{CH}_3$, $-\text{CH}_2-\text{CH}_2-\text{N}(\text{CH}_3)-\text{CH}_3$, $-\text{CH}_2-\text{S}-\text{CH}_2-\text{CH}_3$, $-\text{CH}_2-\text{CH}_2-\text{S}(\text{O})-\text{CH}_3$, $-\text{CH}_2-\text{CH}_2-\text{S}(\text{O})_2-\text{CH}_3$, $-\text{CH}=\text{CH}-\text{O}-\text{CH}_3$, $-\text{Si}(\text{CH}_3)_3$, $-\text{CH}_2-\text{CH}=\text{N}-\text{OCH}_3$, $-\text{CH}=\text{CH}-\text{N}(\text{CH}_3)-\text{CH}_3$, $-\text{O}-\text{CH}_3$, $-\text{O}-\text{CH}_2-\text{CH}_3$, and $-\text{CN}$. Up to two or three heteroatoms may be consecutive, such as, for example, $-\text{CH}_2-\text{NH}-\text{OCH}_3$ and $-\text{CH}_2-\text{O}-\text{Si}(\text{CH}_3)_3$. A heteroalkyl moiety may include one heteroatom (e.g., O, N, S, Si, or P). A heteroalkyl moiety may include two

15 optionally different heteroatoms (e.g., O, N, S, Si, or P). A heteroalkyl moiety may include three optionally different heteroatoms (e.g., O, N, S, Si, or P). A heteroalkyl moiety may include four optionally different heteroatoms (e.g., O, N, S, Si, or P). A heteroalkyl moiety may include five optionally different heteroatoms (e.g., O, N, S, Si, or P). A heteroalkyl moiety may include up to 8 optionally different heteroatoms (e.g., O, N, S, Si, or P).

20 **[0045]** Similarly, the term “heteroalkylene,” by itself or as part of another substituent, means, unless otherwise stated, a divalent radical derived from heteroalkyl, as exemplified, but not limited by, $-\text{CH}_2-\text{CH}_2-\text{S}-\text{CH}_2-\text{CH}_2-$ and $-\text{CH}_2-\text{S}-\text{CH}_2-\text{CH}_2-\text{NH}-\text{CH}_2-$. For heteroalkylene groups, heteroatoms can also occupy either or both of the chain termini (e.g., alkyleneoxy, alkylenedioxy, alkyleneamino, alkylenediamino, and the like). Still further, for alkylene and heteroalkylene

25 linking groups, no orientation of the linking group is implied by the direction in which the formula of the linking group is written. For example, the formula $-\text{C}(\text{O})_2\text{R}'-$ represents both $-\text{C}(\text{O})_2\text{R}'-$ and $-\text{R}'\text{C}(\text{O})_2-$. As described above, heteroalkyl groups, as used herein, include those groups that are attached to the remainder of the molecule through a heteroatom, such as $-\text{C}(\text{O})\text{R}'$, $-\text{C}(\text{O})\text{NR}'$, $-\text{NR}'\text{R}''$, $-\text{OR}'$, $-\text{SR}'$, and/or $-\text{SO}_2\text{R}'$. Where “heteroalkyl” is recited,

30 followed by recitations of specific heteroalkyl groups, such as $-\text{NR}'\text{R}''$ or the like, it will be understood that the terms heteroalkyl and $-\text{NR}'\text{R}''$ are not redundant or mutually exclusive. Rather, the specific heteroalkyl groups are recited to add clarity. Thus, the term “heteroalkyl” should not be interpreted herein as excluding specific heteroalkyl groups, such as $-\text{NR}'\text{R}''$ or the like.

[0046] The terms “cycloalkyl” and “heterocycloalkyl,” by themselves or in combination with other terms, mean, unless otherwise stated, non-aromatic cyclic versions of “alkyl” and “heteroalkyl,” respectively, wherein the carbons making up the ring or rings do not necessarily need to be bonded to a hydrogen due to all carbon valencies participating in bonds with non-hydrogen atoms. Additionally, for heterocycloalkyl, a heteroatom can occupy the position at which the heterocycle is attached to the remainder of the molecule. Examples of cycloalkyl include, but are not limited to, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, 1-cyclohexenyl, 3-cyclohexenyl, cycloheptyl, 3-hydroxy-cyclobut-3-enyl-1,2, dione, 1H-1,2,4-triazolyl-5(4H)-one, 4H-1,2,4-triazolyl, and the like. Examples of heterocycloalkyl include, but are not limited to, 1-(1,2,5,6-tetrahydropyridyl), 1-piperidinyl, 2-piperidinyl, 3-piperidinyl, 4-morpholinyl, 3-morpholinyl, tetrahydrofuran-2-yl, tetrahydrofuran-3-yl, tetrahydrothien-2-yl, tetrahydrothien-3-yl, 1-piperazinyl, 2-piperazinyl, and the like. A “cycloalkylene” and a “heterocycloalkylene,” alone or as part of another substituent, means a divalent radical derived from a cycloalkyl and heterocycloalkyl, respectively. A heterocycloalkyl moiety may include one ring heteroatom (e.g., O, N, S, Si, or P). A heterocycloalkyl moiety may include two optionally different ring heteroatoms (e.g., O, N, S, Si, or P). A heterocycloalkyl moiety may include three optionally different ring heteroatoms (e.g., O, N, S, Si, or P). A heterocycloalkyl moiety may include four optionally different ring heteroatoms (e.g., O, N, S, Si, or P). A heterocycloalkyl moiety may include five optionally different ring heteroatoms (e.g., O, N, S, Si, or P). A heterocycloalkyl moiety may include up to 8 optionally different ring heteroatoms (e.g., O, N, S, Si, or P).

[0047] The terms “halo” or “halogen,” by themselves or as part of another substituent, mean, unless otherwise stated, a fluorine, chlorine, bromine, or iodine atom. Additionally, terms such as “haloalkyl” are meant to include monohaloalkyl and polyhaloalkyl. For example, the term “halo(C₁-C₄)alkyl” includes, but is not limited to, fluoromethyl, difluoromethyl, trifluoromethyl, 2,2,2-trifluoroethyl, 4-chlorobutyl, 3-bromopropyl, and the like.

[0048] The term “acyl” means, unless otherwise stated, -C(O)R where R is a substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl.

[0049] The term “aryl” means, unless otherwise stated, a polyunsaturated, aromatic, hydrocarbon substituent, which can be a single ring or multiple rings (preferably from 1 to 3 rings) that are fused together (i.e., a fused ring aryl) or linked covalently. A fused ring aryl refers to multiple rings fused together wherein at least one of the fused rings is an aryl ring. The term “heteroaryl” refers to aryl groups (or rings) that contain at least one heteroatom such as N, O, or

S, wherein the nitrogen and sulfur atoms are optionally oxidized, and the nitrogen atom(s) are optionally quaternized. Thus, the term “heteroaryl” includes fused ring heteroaryl groups (i.e., multiple rings fused together wherein at least one of the fused rings is a heteroaromatic ring). A 5,6-fused ring heteroarylene refers to two rings fused together, wherein one ring has 5 members and the other ring has 6 members, and wherein at least one ring is a heteroaryl ring. Likewise, a 6,6-fused ring heteroarylene refers to two rings fused together, wherein one ring has 6 members and the other ring has 6 members, and wherein at least one ring is a heteroaryl ring. And a 6,5-fused ring heteroarylene refers to two rings fused together, wherein one ring has 6 members and the other ring has 5 members, and wherein at least one ring is a heteroaryl ring. A heteroaryl group can be attached to the remainder of the molecule through a carbon or heteroatom. Non-limiting examples of aryl and heteroaryl groups include phenyl, 1-naphthyl, 2-naphthyl, 4-biphenyl, 1-pyrrolyl, 2-pyrrolyl, 3-pyrrolyl, 3-pyrazolyl, 2-imidazolyl, 4-imidazolyl, pyrazinyl, 2-oxazolyl, 4-oxazolyl, 2-phenyl-4-oxazolyl, 5-oxazolyl, 3-isoxazolyl, 4-isoxazolyl, 5-isoxazolyl, 2-thiazolyl, 4-thiazolyl, 5-thiazolyl, 2-furyl, 3-furyl, 2-thienyl, 3-thienyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 2-pyrimidyl, 4-pyrimidyl, 5-benzothiazolyl, purinyl, 2-benzimidazolyl, 5-indolyl, 1-isoquinolyl, 5-isoquinolyl, 2-quinoxalyl, 5-quinoxalyl, 3-quinolyl, and 6-quinolyl. Substituents for each of the above noted aryl and heteroaryl ring systems are selected from the group of acceptable substituents described below. An “arylene” and a “heteroarylene,” alone or as part of another substituent, mean a divalent radical derived from an aryl and heteroaryl, respectively. Non-limiting examples of aryl and heteroaryl groups include pyridinyl, pyrimidinyl, thiophenyl, thienyl, furanyl, indolyl, benzoxadiazolyl, benzodioxolyl, benzodioxanyl, thianaphthanyl, pyrrolopyridinyl, indazolyl, quinolinyl, quinoxalyl, pyridopyrazinyl, quinazolinonyl, benzoisoxazolyl, imidazopyridinyl, benzofuranyl, benzothienyl, benzothiophenyl, phenyl, naphthyl, biphenyl, pyrrolyl, pyrazolyl, imidazolyl, pyrazinyl, oxazolyl, isoxazolyl, thiazolyl, furylthienyl, pyridyl, pyrimidyl, benzothiazolyl, purinyl, benzimidazolyl, isoquinolyl, thiadiazolyl, oxadiazolyl, pyrrolyl, diazolyl, triazolyl, tetrazolyl, benzothiadiazolyl, isothiazolyl, pyrazolopyrimidinyl, pyrrolopyrimidinyl, benzotriazolyl, benzoxazolyl, or quinolyl. The examples above may be substituted or unsubstituted and divalent radicals of each heteroaryl example above are non-limiting examples of heteroarylene. A heteroaryl moiety may include one ring heteroatom (e.g., O, N, or S). A heteroaryl moiety may include two optionally different ring heteroatoms (e.g., O, N, or S). A heteroaryl moiety may include three optionally different ring heteroatoms (e.g., O, N, or S). A heteroaryl moiety may include four optionally different ring heteroatoms (e.g., O, N, or S). A heteroaryl moiety may include five optionally different ring heteroatoms (e.g., O, N, or S). An aryl moiety may have a single ring. An aryl moiety may have two optionally different rings. An aryl moiety may have

three optionally different rings. An aryl moiety may have four optionally different rings. A heteroaryl moiety may have one ring. A heteroaryl moiety may have two optionally different rings. A heteroaryl moiety may have three optionally different rings. A heteroaryl moiety may have four optionally different rings. A heteroaryl moiety may have five optionally different rings.

[0050] A fused ring heterocycloalkyl-aryl is an aryl fused to a heterocycloalkyl. A fused ring heterocycloalkyl-heteroaryl is a heteroaryl fused to a heterocycloalkyl. A fused ring heterocycloalkyl-cycloalkyl is a heterocycloalkyl fused to a cycloalkyl. A fused ring heterocycloalkyl-heterocycloalkyl is a heterocycloalkyl fused to another heterocycloalkyl. Fused ring heterocycloalkyl-aryl, fused ring heterocycloalkyl-heteroaryl, fused ring heterocycloalkyl-cycloalkyl, or fused ring heterocycloalkyl-heterocycloalkyl may each independently be unsubstituted or substituted with one or more of the substituents described herein.

[0051] The term “oxo,” as used herein, means an oxygen that is double bonded to a carbon atom.

[0052] The term “alkylsulfonyl,” as used herein, means a moiety having the formula $-S(O_2)-R'$, where R' is a substituted or unsubstituted alkyl group as defined above. R' may have a specified number of carbons (e.g., “ C_1-C_4 alkylsulfonyl”).

[0053] Each of the above terms (e.g., “alkyl,” “heteroalkyl,” “cycloalkyl,” “heterocycloalkyl,” “aryl,” and “heteroaryl”) includes both substituted and unsubstituted forms of the indicated radical. Preferred substituents for each type of radical are provided below.

[0054] Substituents for the alkyl and heteroalkyl radicals (including those groups often referred to as alkylene, alkenyl, heteroalkylene, heteroalkenyl, alkynyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, and heterocycloalkenyl) can be one or more of a variety of groups selected from, but not limited to, $-OR'$, $=O$, $=NR'$, $=N-OR'$, $-NR'R''$, $-SR'$, $-halogen$, $-SiR'R''R'''$, $-OC(O)R'$, $-C(O)R'$, $-CO_2R'$, $-CONR'R''$, $-OC(O)NR'R''$, $-NR''C(O)R'$, $-NR'-C(O)NR''R'''$, $-NR''C(O)_2R'$, $-NR-C(NR'R''R''')=NR''''$, $-NR-C(NR'R''R''')=NR''''$, $-S(O)R'$, $-S(O)_2R'$, $-S(O)_2NR'R''$, $-NRSO_2R'$, $-NR'NR''R'''$, $-ONR'R''$, $-NR'C(O)NR''NR''''R''''$, $-CN$, $-NO_2$, in a number ranging from zero to $(2m'+1)$, where m' is the total number of carbon atoms in such radical. R , R' , R'' , R''' , and R'''' each preferably independently refer to hydrogen, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl (e.g., aryl substituted with 1-3 halogens), substituted or unsubstituted heteroaryl, substituted or unsubstituted alkyl, alkoxy, or thioalkoxy groups, or arylalkyl groups.

When a compound of the invention includes more than one R group, for example, each of the R groups is independently selected as are each R', R'', R''', and R'''' group when more than one of these groups is present. When R' and R'' are attached to the same nitrogen atom, they can be combined with the nitrogen atom to form a 4-, 5-, 6-, or 7-membered ring. For example, -NR'R'' includes, but is not limited to, 1-pyrrolidinyl and 4-morpholinyl. From the above discussion of substituents, one of skill in the art will understand that the term "alkyl" is meant to include groups including carbon atoms bound to groups other than hydrogen groups, such as haloalkyl (e.g., -CF₃ and -CH₂CF₃) and acyl (e.g., -C(O)CH₃, -C(O)CF₃, -C(O)CH₂OCH₃, and the like).

[0055] Similar to the substituents described for the alkyl radical, substituents for the aryl and heteroaryl groups are varied and are selected from, for example: -OR', -NR'R'', -SR', -halogen, -SiR'R''R''', -OC(O)R', -C(O)R', -CO₂R', -CONR'R'', -OC(O)NR'R'', -NR''C(O)R', -NR'-C(O)NR''R''', -NR''C(O)₂R', -NR-C(NR'R''R''')=NR''''', -NR-C(NR'R''R''')=NR''''', -S(O)R', -S(O)₂R', -S(O)₂NR'R'', -NRSO₂R', -NR'NR''R''', -ONR'R'', -NR'C(O)NR''NR''''R''''', -CN, -NO₂, -R', -N₃, -CH(Ph)₂, fluoro(C₁-C₄)alkoxy, and fluoro(C₁-C₄)alkyl, in a number ranging from zero to the total number of open valences on the aromatic ring system; and where R', R'', R''', and R'''' are preferably independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl. When a compound of the invention includes more than one R group, for example, each of the R groups is independently selected as are each R', R'', R''', and R'''' groups when more than one of these groups is present.

[0056] Two or more substituents may optionally be joined to form aryl, heteroaryl, cycloalkyl, or heterocycloalkyl groups. Such so-called ring-forming substituents are typically, though not necessarily, found attached to a cyclic base structure. In one embodiment, the ring-forming substituents are attached to adjacent members of the base structure. For example, two ring-forming substituents attached to adjacent members of a cyclic base structure create a fused ring structure. In another embodiment, the ring-forming substituents are attached to a single member of the base structure. For example, two ring-forming substituents attached to a single member of a cyclic base structure create a spirocyclic structure. In yet another embodiment, the ring-forming substituents are attached to non-adjacent members of the base structure.

[0057] Two of the substituents on adjacent atoms of the aryl or heteroaryl ring may optionally form a ring of the formula -T-C(O)-(CRR')_q-U-, wherein T and U are independently -NR-, -O-, -CRR'-, or a single bond, and q is an integer of from 0 to 3. Alternatively, two of the substituents on adjacent atoms of the aryl or heteroaryl ring may

optionally be replaced with a substituent of the formula $-A-(CH_2)_r-B-$, wherein A and B are independently $-CRR'$, $-O-$, $-NR-$, $-S-$, $-S(O)-$, $-S(O)_2-$, $-S(O)_2NR'$, or a single bond, and r is an integer of from 1 to 4. One of the single bonds of the new ring so formed may optionally be replaced with a double bond. Alternatively, two of the substituents on adjacent atoms of the aryl or heteroaryl ring may optionally be replaced with a substituent of the formula $-(CRR')_s-X'-(C''R''R''')_d-$, where s and d are independently integers of from 0 to 3, and X' is $-O-$, $-NR'$, $-S-$, $-S(O)-$, $-S(O)_2-$, or $-S(O)_2NR'$. The substituents R, R', R'', and R''' are preferably independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl.

[0058] As used herein, the terms “heteroatom” or “ring heteroatom” are meant to include, oxygen (O), nitrogen (N), sulfur (S), phosphorus (P), and silicon (Si).

[0059] A “substituent group,” as used herein, means a group selected from the following moieties:

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

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

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

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

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

(b) alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, aryl, heteroaryl, substituted with at least one substituent selected from: oxo, halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, unsubstituted alkyl, unsubstituted heteroalkyl, unsubstituted cycloalkyl, unsubstituted heterocycloalkyl, unsubstituted aryl, unsubstituted heteroaryl.

[0060] A “size-limited substituent” or “size-limited substituent group,” as used herein, means a group selected from all of the substituents described above for a “substituent group,” wherein each substituted or unsubstituted alkyl is a substituted or unsubstituted C₁-C₂₀ alkyl, each substituted or unsubstituted heteroalkyl is a substituted or unsubstituted 2 to 20 membered heteroalkyl, each substituted or unsubstituted cycloalkyl is a substituted or unsubstituted C₃-C₈ cycloalkyl, each substituted or unsubstituted heterocycloalkyl is a substituted or unsubstituted 3 to 8 membered heterocycloalkyl, each substituted or unsubstituted aryl is a substituted or unsubstituted C₆-C₁₀ aryl, and each substituted or unsubstituted heteroaryl is a substituted or unsubstituted 5 to 10 membered heteroaryl.

[0061] A “lower substituent” or “lower substituent group,” as used herein, means a group selected from all of the substituents described above for a “substituent group,” wherein each substituted or unsubstituted alkyl is a substituted or unsubstituted C₁-C₈ alkyl, each substituted or unsubstituted heteroalkyl is a substituted or unsubstituted 2 to 8 membered heteroalkyl, each substituted or unsubstituted cycloalkyl is a substituted or unsubstituted C₃-C₇ cycloalkyl, each substituted or unsubstituted heterocycloalkyl is a substituted or unsubstituted 3 to 7 membered heterocycloalkyl, each substituted or unsubstituted aryl is a substituted or unsubstituted C₆-C₁₀ aryl, and each substituted or unsubstituted heteroaryl is a substituted or unsubstituted 5 to 9 membered heteroaryl.

[0062] In some embodiments, each substituted group described in the compounds herein is substituted with at least one substituent group. More specifically, in some embodiments, each substituted alkyl, substituted heteroalkyl, substituted cycloalkyl, substituted heterocycloalkyl, substituted aryl, substituted heteroaryl, substituted alkylene, substituted heteroalkylene, substituted cycloalkylene, substituted heterocycloalkylene, substituted arylene, and/or substituted heteroarylene described in the compounds herein are substituted with at least one substituent group. In other embodiments, at least one or all of these groups are substituted with at least one size-limited substituent group. In other embodiments, at least one or all of these groups are substituted with at least one lower substituent group.

[0063] In other embodiments of the compounds herein, each substituted or unsubstituted alkyl may be a substituted or unsubstituted C₁-C₂₀ alkyl, each substituted or unsubstituted heteroalkyl is a substituted or unsubstituted 2 to 20 membered heteroalkyl, each substituted or unsubstituted cycloalkyl is a substituted or unsubstituted C₃-C₈ cycloalkyl, each substituted or unsubstituted heterocycloalkyl is a substituted or unsubstituted 3 to 8 membered heterocycloalkyl, each substituted or unsubstituted aryl is a substituted or unsubstituted C₆-C₁₀ aryl, and/or each substituted or unsubstituted heteroaryl is a substituted or unsubstituted 5 to 10 membered heteroaryl. In some embodiments of the compounds herein, each substituted or unsubstituted alkylene is a substituted or unsubstituted C₁-C₂₀ alkylene, each substituted or unsubstituted heteroalkylene is a substituted or unsubstituted 2 to 20 membered heteroalkylene, each substituted or unsubstituted cycloalkylene is a substituted or unsubstituted C₃-C₈ cycloalkylene, each substituted or unsubstituted heterocycloalkylene is a substituted or unsubstituted 3 to 8 membered heterocycloalkylene, each substituted or unsubstituted arylene is a substituted or unsubstituted C₆-C₁₀ arylene, and/or each substituted or unsubstituted heteroarylene is a substituted or unsubstituted 5 to 10 membered heteroarylene.

[0064] In some embodiments, each substituted or unsubstituted alkyl is a substituted or unsubstituted C₁-C₈ alkyl, each substituted or unsubstituted heteroalkyl is a substituted or unsubstituted 2 to 8 membered heteroalkyl, each substituted or unsubstituted cycloalkyl is a substituted or unsubstituted C₃-C₇ cycloalkyl, each substituted or unsubstituted heterocycloalkyl is a substituted or unsubstituted 3 to 7 membered heterocycloalkyl, each substituted or unsubstituted aryl is a substituted or unsubstituted C₆-C₁₀ aryl, and/or each substituted or unsubstituted heteroaryl is a substituted or unsubstituted 5 to 9 membered heteroaryl. In some embodiments, each substituted or unsubstituted alkylene is a substituted or unsubstituted C₁-C₈ alkylene, each substituted or unsubstituted heteroalkylene is a substituted or unsubstituted 2 to 8 membered heteroalkylene, each substituted or unsubstituted cycloalkylene is a substituted or unsubstituted C₃-C₇ cycloalkylene, each substituted or unsubstituted heterocycloalkylene is a substituted or unsubstituted 3 to 7 membered heterocycloalkylene, each substituted or unsubstituted arylene is a substituted or unsubstituted C₆-C₁₀ arylene, and/or each substituted or unsubstituted heteroarylene is a substituted or unsubstituted 5 to 9 membered heteroarylene. In some embodiments, the compound is a chemical species set forth in the Examples section, figures, or tables below.

[0065] The term “pharmaceutically acceptable salts” is meant to include salts of the active compounds that are prepared with relatively nontoxic acids or bases, depending on the particular substituents found on the compounds described herein. When compounds of the present invention contain relatively acidic functionalities, base addition salts can be obtained by

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

[0066] Thus, the compounds of the present invention may exist as salts, such as with pharmaceutically acceptable acids. The present invention includes such salts. Examples of such salts include hydrochlorides, hydrobromides, sulfates, methanesulfonates, nitrates, maleates, acetates, citrates, fumarates, tartrates (e.g., (+)-tartrates, (-)-tartrates, or mixtures thereof including racemic mixtures), succinates, benzoates, and salts with amino acids such as glutamic acid. These salts may be prepared by methods known to those skilled in the art.

[0067] The neutral forms of the compounds are preferably regenerated by contacting the salt with a base or acid and isolating the parent compound in the conventional manner. The parent form of the compound differs from the various salt forms in certain physical properties, such as solubility in polar solvents.

[0068] Provided herein are agents (e.g. compounds, drugs, therapeutic agents) that may be in a prodrug form. Prodrugs of the compounds described herein are those compounds that readily undergo chemical changes under select physiological conditions to provide the final agents (e.g.

compounds, drugs, therapeutic agents). Additionally, prodrugs can be converted to agents (e.g. compounds, drugs, therapeutic agents) by chemical or biochemical methods in an *ex vivo* environment. Prodrugs described herein include compounds that readily undergo chemical changes under select physiological conditions to provide agents (e.g. compounds, drugs, therapeutic agents) to a biological system (e.g. in a subject, in a cancer cell, in the extracellular space near a cancer cell).

[0069] Certain compounds of the present invention can exist in unsolvated forms as well as solvated forms, including hydrated forms. In general, the solvated forms are equivalent to unsolvated forms and are encompassed within the scope of the present invention. Certain compounds of the present invention may exist in multiple crystalline or amorphous forms. In general, all physical forms are equivalent for the uses contemplated by the present invention and are intended to be within the scope of the present invention.

[0070] As used herein, the term “salt” refers to acid or base salts of the compounds used in the methods of the present invention. Illustrative examples of acceptable salts are mineral acid (hydrochloric acid, hydrobromic acid, phosphoric acid, and the like) salts, organic acid (acetic acid, propionic acid, glutamic acid, citric acid and the like) salts, quaternary ammonium (methyl iodide, ethyl iodide, and the like) salts.

[0071] Certain compounds of the present invention possess asymmetric carbon atoms (optical or chiral centers) or double bonds; the enantiomers, racemates, diastereomers, tautomers, geometric isomers, stereoisomeric forms that may be defined, in terms of absolute stereochemistry, as (R)- or (S)- or as (D)- or (L)- for amino acids, and individual isomers are encompassed within the scope of the present invention. The compounds of the present invention do not include those which are known in art to be too unstable to synthesize and/or isolate. The present invention is meant to include compounds in racemic and optically pure forms. Optically active (R)- and (S)-, or (D)- and (L)-isomers may be prepared using chiral synthons or chiral reagents, or resolved using conventional techniques. When the compounds described herein contain olefinic bonds or other centers of geometric asymmetry, and unless specified otherwise, it is intended that the compounds include both E and Z geometric isomers.

[0072] As used herein, the term “isomers” refers to compounds having the same number and kind of atoms, and hence the same molecular weight, but differing in respect to the structural arrangement or configuration of the atoms.

[0073] The term “tautomer,” as used herein, refers to one of two or more structural isomers which exist in equilibrium and which are readily converted from one isomeric form to another.

[0074] It will be apparent to one skilled in the art that certain compounds of this invention may exist in tautomeric forms, all such tautomeric forms of the compounds being within the scope of the invention.

[0075] Unless otherwise stated, structures depicted herein are also meant to include all stereochemical forms of the structure; i.e., the R and S configurations for each asymmetric center. Therefore, single stereochemical isomers as well as enantiomeric and diastereomeric mixtures of the present compounds are within the scope of the invention.

[0076] Unless otherwise stated, structures depicted herein are also meant to include compounds which differ only in the presence of one or more isotopically enriched atoms. For example, compounds having the present structures except for the replacement of a hydrogen by a deuterium or tritium, or the replacement of a carbon by ^{13}C - or ^{14}C -enriched carbon are within the scope of this invention.

[0077] The compounds of the present invention may also contain unnatural proportions of atomic isotopes at one or more of the atoms that constitute such compounds. For example, the compounds may be radiolabeled with radioactive isotopes, such as for example tritium (^3H), iodine-125 (^{125}I), or carbon-14 (^{14}C). All isotopic variations of the compounds of the present invention, whether radioactive or not, are encompassed within the scope of the present invention.

[0078] The symbol “~” denotes the point of attachment of a chemical moiety to the remainder of a molecule or chemical formula.

[0079] The terms "a" or "an," as used in herein means one or more. In addition, the phrase "substituted with a[n]," as used herein, means the specified group may be substituted with one or more of any or all of the named substituents. For example, where a group, such as an alkyl or heteroaryl group, is "substituted with an unsubstituted $\text{C}_1\text{-C}_{20}$ alkyl, or unsubstituted 2 to 20 membered heteroalkyl," the group may contain one or more unsubstituted $\text{C}_1\text{-C}_{20}$ alkyls, and/or one or more unsubstituted 2 to 20 membered heteroalkyls. Moreover, where a moiety is substituted with an R substituent, the group may be referred to as "R-substituted." Where a moiety is R-substituted, the moiety is substituted with at least one R substituent and each R substituent is optionally different.

[0080] Descriptions of compounds of the present invention are limited by principles of chemical bonding known to those skilled in the art. Accordingly, where a group may be substituted by one or more of a number of substituents, such substitutions are selected so as to comply with principles of chemical bonding and to give compounds which are not inherently unstable and/or would be known to one of ordinary skill in the art as likely to be unstable under

ambient conditions, such as aqueous, neutral, and several known physiological conditions. For example, a heterocycloalkyl or heteroaryl is attached to the remainder of the molecule via a ring heteroatom in compliance with principles of chemical bonding known to those skilled in the art thereby avoiding inherently unstable compounds.

5 **[0081]** The terms “treating” or “treatment” refers to any indicia of success in the treatment or amelioration of an injury, disease, pathology or condition, including any objective or subjective parameter such as abatement; remission; diminishing of symptoms or making the injury, pathology or condition more tolerable to the patient; slowing in the rate of degeneration or decline; making the final point of degeneration less debilitating; improving a patient’s physical or
10 mental well-being. The treatment or amelioration of symptoms can be based on objective or subjective parameters; including the results of a physical examination, neuropsychiatric exams, and/or a psychiatric evaluation. For example, certain methods herein treat diseases associated with estrogen receptor activity. Certain methods described herein may treat diseases associated with estrogen receptor activity (e.g., breast cancer, lung cancer, a gynecological cancer, ovarian
15 cancer, endometrial cancer, or prostate cancer, lymphangiomyomatosis (LAM)) by inhibiting estrogen receptor activity. Certain methods described herein may treat diseases associated with estrogen receptor activity by inhibiting ligand binding to estrogen receptor. Certain methods described herein may treat diseases associated with estrogen receptor activity by inducing the degradation of estrogen receptor. Certain methods described herein may treat diseases associated
20 with estrogen receptor activity by inducing a non-active conformation of estrogen receptor. Certain methods described herein may treat diseases associated with hyperproliferation (e.g., of cells). For example, certain methods herein treat cancer. For example certain methods herein treat cancer by decreasing a symptom of cancer. Symptoms of cancer would be known or may be determined by a person of ordinary skill in the art. The term "treating" and conjugations
25 thereof, include prevention of injury, pathology, condition, or disease.

[0082] An “effective amount” is an amount sufficient to accomplish a stated purpose (e.g. achieve the effect for which it is administered, treat a disease, reduce enzyme activity, increase enzyme activity, reduce protein function, reduce one or more symptoms of a disease or condition). An example of an “effective amount” is an amount sufficient to contribute to the
30 treatment, prevention, or reduction of a symptom or symptoms of a disease, which could also be referred to as a “therapeutically effective amount.” A “reduction” of a symptom or symptoms (and grammatical equivalents of this phrase) means decreasing of the severity or frequency of the symptom(s), or elimination of the symptom(s). A “prophylactically effective amount” of a drug or prodrug is an amount of a drug or prodrug that, when administered to a subject, will have the
35 intended prophylactic effect, e.g., preventing or delaying the onset (or reoccurrence) of an injury,

disease, pathology or condition, or reducing the likelihood of the onset (or reoccurrence) of an injury, disease, pathology, or condition, or their symptoms. The full prophylactic effect does not necessarily occur by administration of one dose, and may occur only after administration of a series of doses. Thus, a prophylactically effective amount may be administered in one or more
5 administrations. The exact amounts will depend on the purpose of the treatment, and will be ascertainable by one skilled in the art using known techniques (*see, e.g.*, Lieberman, *Pharmaceutical Dosage Forms* (vols. 1-3, 1992); Lloyd, *The Art, Science and Technology of Pharmaceutical Compounding* (1999); Pickar, *Dosage Calculations* (1999); and *Remington: The Science and Practice of Pharmacy*, 20th Edition, 2003, Gennaro, Ed., Lippincott, Williams &
10 Wilkins).

[0083] The term “associated” or “associated with” in the context of a substance or substance activity or function associated with a disease (e.g. hyperproliferative disease, cancer) means that the disease is caused by (in whole or in part), or a symptom of the disease is caused by (in whole or in part) the substance or substance activity or function. As used herein, what is described as
15 being associated with a disease, if a causative agent, could be a target for treatment of the disease. For example, a disease associated with estrogen receptor activity may be treated with an agent (e.g. compound as described herein) effective for decreasing the level of estrogen receptor activity.

[0084] “Control” or “control experiment” or “standard control” is used in accordance with its
20 plain ordinary meaning and refers to an experiment in which the subjects or reagents of the experiment are treated as in a parallel experiment except for omission of a procedure, reagent, or variable of the experiment. In some instances, the control is used as a standard of comparison in evaluating experimental effects.

[0085] “Contacting” is used in accordance with its plain ordinary meaning and refers to the
25 process of allowing at least two distinct species (e.g. chemical compounds including biomolecules, or cells) to become sufficiently proximal to react, interact or physically touch. It should be appreciated, however, that the resulting reaction product can be produced directly from a reaction between the added reagents or from an intermediate from one or more of the added reagents which can be produced in the reaction mixture. The term “contacting” may include
30 allowing two species to react, interact, or physically touch, wherein the two species may be a compound as described herein and a protein or enzyme. In some embodiments contacting includes allowing a compound described herein to interact with a protein or enzyme.

[0086] As defined herein, the term “inhibition”, “inhibit”, “inhibiting” and the like in reference to a protein-inhibitor (e.g. antagonist) interaction means negatively affecting (e.g. decreasing) the

level of activity or function of the protein relative to the level of activity or function of the protein in the absence of the inhibitor. In some embodiments inhibition refers to reduction of a disease or symptoms of disease. Thus, inhibition may include, at least in part, partially or totally blocking stimulation, decreasing, preventing, or delaying activation, or inactivating, desensitizing, or down-regulating signal transduction or enzymatic activity or the amount of a protein.

[0087] As defined herein, the term “activation”, “activate”, “activating” and the like in reference to a protein-activator (e.g. agonist) interaction means positively affecting (e.g. increasing) the activity or function of the protein relative to the activity or function of the protein in the absence of the activator (e.g. compound described herein). Thus, activation may include, at least in part, partially or totally increasing stimulation, increasing or enabling activation, or activating, sensitizing, or up-regulating signal transduction or enzymatic activity or the amount of a protein decreased in a disease. Activation may include, at least in part, partially or totally increasing stimulation, increasing or enabling activation, or activating, sensitizing, or up-regulating signal transduction or enzymatic activity or the amount of a protein.

[0088] The term “modulator” refers to a composition that increases or decreases the level of a target molecule or the function of a target molecule. In embodiments, a modulator is an anti-cancer agent. In embodiments, a modulator is an estrogen receptor antagonist. In embodiments, a modulator is a hormone receptor antagonist. In embodiments, a modulator is an estrogen receptor inhibitor. In embodiments, a modulator is an estrogen receptor covalent modifier.

[0089] An “additional agent” or “further agent”, as used herein, refer to a compound for use in conjunction with the compounds provided herein (the compounds of Formula I and embodiments thereof). An additional agent or further agent may be an anti-cancer agent. In embodiments, the additional agent or further agent is an agent for treating a hyperproliferative disorder. In embodiments, the further agent is a chemotherapeutic. In embodiments, the further agent is an agent for treating breast cancer. In embodiments, the further agent is an agent for treating lung cancer. In embodiments, the further agent is an agent for treating a gynecological cancer. In embodiments, the further agent is an agent for treating ovarian cancer. In embodiments, the further agent is an agent for treating endometrial cancer. In embodiments, the further agent is an agent for treating prostate cancer. In embodiments, the further agent is an agent for treating lymphangioliomyomatosis. In embodiments, the further agent is an agent for inhibiting estrogen receptor activity. In embodiments, the further agent is an agent for treating a disease associated with estrogen receptor activity. In embodiments, the further agent is an antiestrogen. In embodiments, the further agent is an aromatase inhibitor. In embodiments, the further agent is

a HER-2 inhibitor. In embodiments, the further agent is Herceptin. In embodiments, the further agent is fulvestrant, clomifene, femarelle, ormeloxifene, raloxifene, tamoxifen, toremifene, lasofoxifene, ospemifene, anastrozole, letrozole, exemestane, vorozole, formestane, fadrozole, aminoglutethimide, or testolactone. In embodiments, the further agent is tamoxifen. In

5 embodiments, the further agent is an EGFR inhibitor (e.g. gefitinib (Iressa™), erlotinib (Tarceva™), cetuximab (Erbitux™), lapatinib (TYKERB™), panitumumab (VECTIBIX™), vandetanib (CAPRELSA™), afatinib/BIBW2992, CI-1033/canertinib, neratinib/HKI-272, pelitinib/EKB-569, BMS-599626, TAK-285, CUDC-101, OSI-420/desmethyl erlotinib, CP-724714, dacomitinib/PF299804, AG-490, AG-1478, AST-1306, WZ3146, AZD8931, sapitinib,

10 PD153035, icotinib, ARRY334543/varlitinib, ARRY-380, AEE788, WZ8040, WZ4002, or XL647). In embodiments, the further agent is a mammalian target of rapamycin (mTOR) inhibitor (such as everolimus) for use in treating cancer (e.g. in breast and NSCLC tumors); HER2-targeted therapeutics (such as trastuzumab, lapatinib, trastuzumab- emtansine) for use in treating cancer (e.g. ER-positive breast cancers with overexpression of HER-2 receptors); HER3-

15 targeted agents (e.g. pertuzumab); EGFR-targeted therapeutics (such as erlotinib, gefitinib, afatinib) for treating cancer (e.g. NSCLC expressing mutant EGFR or having EGFR-positivity); tamoxifen or aromatase inhibitors for use in treating cancer (e.g. ovarian suppression).

[0090] “Anti-cancer agent” or “anti-cancer drug” is used in accordance with its plain ordinary meaning and refers to a composition (e.g. compound, drug, antagonist, inhibitor, modulator)

20 having antineoplastic properties or the ability to inhibit the growth or proliferation of cells. In some embodiments, an anti-cancer agent is a chemotherapeutic. In some embodiments, an anti-cancer agent is an agent approved by the FDA or similar regulatory agency of a country other than the USA, for treating cancer. Examples of anti-cancer agents include, but are not limited to, anti-androgens (e.g., Casodex, Flutamide, MDV3100, or ARN-509), MEK (e.g. MEK1, MEK2,

25 or MEK1 and MEK2) inhibitors (e.g. XL518, CI-1040, PD035901, selumetinib/ AZD6244, GSK1120212/ trametinib, GDC-0973, ARRY-162, ARRY-300, AZD8330, PD0325901, U0126, PD98059, TAK-733, PD318088, AS703026, BAY 869766), alkylating agents (e.g., cyclophosphamide, ifosfamide, chlorambucil, busulfan, melphalan, mechlorethamine, uramustine, thiotepa, nitrosoureas, nitrogen mustards (e.g., mechlorethamine,

30 cyclophosphamide, chlorambucil, melphalan), ethylenimine and methylmelamines (e.g., hexamethylmelamine, thiotepa), alkyl sulfonates (e.g., busulfan), nitrosoureas (e.g., carmustine, lomustine, semustine, streptozocin), triazines (decarbazine), anti-metabolites (e.g., 5-azathioprine, leucovorin, capecitabine, fludarabine, gemcitabine, pemetrexed, raltitrexed, folic acid analog (e.g., methotrexate), pyrimidine analogs (e.g., fluorouracil, floxouridine, Cytarabine),

35 purine analogs (e.g., mercaptopurine, thioguanine, pentostatin), *etc.*), plant alkaloids (e.g.,

vincristine, vinblastine, vinorelbine, vindesine, podophyllotoxin, paclitaxel, docetaxel, *etc.*), topoisomerase inhibitors (*e.g.*, irinotecan, topotecan, amsacrine, etoposide (VP16), etoposide phosphate, teniposide, *etc.*), antitumor antibiotics (*e.g.*, doxorubicin, adriamycin, daunorubicin, epirubicin, actinomycin, bleomycin, mitomycin, mitoxantrone, plicamycin, *etc.*), platinum-based compounds (*e.g.* cisplatin, oxaloplatin, carboplatin), anthracenedione (*e.g.*, mitoxantrone), substituted urea (*e.g.*, hydroxyurea), methyl hydrazine derivative (*e.g.*, procarbazine), adrenocortical suppressant (*e.g.*, mitotane, aminoglutethimide), epipodophyllotoxins (*e.g.*, etoposide), antibiotics (*e.g.*, daunorubicin, doxorubicin, bleomycin), enzymes (*e.g.*, L-asparaginase), inhibitors of mitogen-activated protein kinase signaling (*e.g.* U0126, PD98059, PD184352, PD0325901, ARRY-142886, SB239063, SP600125, BAY 43-9006, wortmannin, or LY294002), mTOR inhibitors, antibodies (*e.g.*, rituxan), 5-aza-2'-deoxycytidine, doxorubicin, vincristine, etoposide, gemcitabine, imatinib (GLEEVEC®), geldanamycin, 17-N-Allylamino-17-Demethoxygeldanamycin (17-AAG), bortezomib, trastuzumab, anastrozole; angiogenesis inhibitors; antiandrogen, antiestrogen; antisense oligonucleotides; apoptosis gene modulators; apoptosis regulators; arginine deaminase; BCR/ABL antagonists; beta lactam derivatives; bFGF inhibitor; bicalutamide; camptothecin derivatives; casein kinase inhibitors (ICOS); clomifene analogues; cytarabine dacliximab; dexamethasone; estrogen agonists; estrogen antagonists; etanidazole; etoposide phosphate; exemestane; fadrozole; finasteride; fludarabine; fluorodaunorubicin hydrochloride; gadolinium texaphyrin; gallium nitrate; gelatinase inhibitors; gemcitabine; glutathione inhibitors; hepsulfam; immunostimulant peptides; insulin-like growth factor-1 receptor inhibitor; interferon agonists; interferons; interleukins; letrozole; leukemia inhibiting factor; leukocyte alpha interferon; leuprolide+estrogen+progesterone; leuprorelin; matrilysin inhibitors; matrix metalloproteinase inhibitors; MIF inhibitor; mifepristone; mismatched double stranded RNA; monoclonal antibody,; mycobacterial cell wall extract; nitric oxide modulators; oxaliplatin; panomifene; pentrozole; phosphatase inhibitors; plasminogen activator inhibitor; platinum complex; platinum compounds; prednisone; proteasome inhibitors; protein A-based immune modulator; protein kinase C inhibitor; protein tyrosine phosphatase inhibitors; purine nucleoside phosphorylase inhibitors; ras farnesyl protein transferase inhibitors; ras inhibitors; ras-GAP inhibitor; ribozymes; signal transduction inhibitors; signal transduction modulators; single chain antigen-binding protein; stem cell inhibitor; stem-cell division inhibitors; stromelysin inhibitors; synthetic glycosaminoglycans; tamoxifen methiodide; telomerase inhibitors; thyroid stimulating hormone; translation inhibitors; tyrosine kinase inhibitors; urokinase receptor antagonists; steroids (*e.g.*, dexamethasone), finasteride, aromatase inhibitors, gonadotropin-releasing hormone agonists (GnRH) such as goserelin or leuprolide, adrenocorticosteroids (*e.g.*, prednisone), progestins (*e.g.*, hydroxyprogesterone caproate,

megestrol acetate, medroxyprogesterone acetate), estrogens (e.g., diethylstilbestrol, ethinyl estradiol), antiestrogen (e.g., tamoxifen), androgens (e.g., testosterone propionate, fluoxymesterone), antiandrogen (e.g., flutamide), immunostimulants (e.g., Bacillus Calmette-Guérin (BCG), levamisole, interleukin-2, alpha-interferon, *etc.*), monoclonal antibodies (e.g., anti-CD20, anti-HER2, anti-CD52, anti-HLA-DR, and anti-VEGF monoclonal antibodies), immunotoxins (e.g., anti-CD33 monoclonal antibody-calicheamicin conjugate, anti-CD22 monoclonal antibody-pseudomonas exotoxin conjugate, *etc.*), radioimmunotherapy (e.g., anti-CD20 monoclonal antibody conjugated to ¹¹¹In, ⁹⁰Y, or ¹³¹I, *etc.*), triptolide, homoharringtonine, dactinomycin, doxorubicin, epirubicin, topotecan, itraconazole, vindesine, cerivastatin, vincristine, deoxyadenosine, sertraline, pitavastatin, irinotecan, clofazimine, 5-nonyloxytryptamine, vemurafenib, dabrafenib, erlotinib, gefitinib, EGFR inhibitors, epidermal growth factor receptor (EGFR)-targeted therapy or therapeutic (e.g. gefitinib (Iressa™), erlotinib (Tarceva™), cetuximab (Erbix™), lapatinib (TYKERB™), panitumumab (VECTIBIX™), vandetanib (CAPRELSA™), afatinib/BIBW2992, CI-1033/canertinib, neratinib/HKI-272, CP-724714, TAK-285, AST-1306, ARRY334543, ARRY-380, AG-1478, dacomitinib/PF299804, OSI-420/desmethyl erlotinib, AZD8931, AEE788, pelitinib/EKB-569, CUDC-101, WZ8040, WZ4002, WZ3146, AG-490, XL647, PD153035, BMS-599626), sorafenib, imatinib, sunitinib, dasatinib, pyrrolo benzodiazepines (e.g. tomaymycin), carboplatin, CC-1065 and CC-1065 analogs including amino-CBIs, nitrogen mustards (such as chlorambucil and melphalan), dolastatin and dolastatin analogs (including auristatins: e.g., monomethyl auristatin E), anthracycline antibiotics (such as doxorubicin, daunorubicin, *etc.*), duocarmycins and duocarmycin analogs, enediynes (such as neocarzinostatin and calicheamicins), leptomyacin derivatives, maytansinoids and maytansinoid analogs (e.g. mertansine), methotrexate, mitomycin C, taxoids, vinca alkaloids (such as vinblastine and vincristine), epothilones (e.g. epothilone B), fluvestrant, camptothecin and its clinical analogs topotecan and irinotecan, SERMS (e.g., clomifene, femarelle, ormeloxifene, raloxifene, tamoxifen, toremifene, lasofoxifene, ospemifene), aromatase inhibitors (e.g., anastrozole, letrozole, exemestane, vorozole, formestane, fadrozole, aminoglutethimide, testolactone), or the like.

[0091] “Chemotherapeutic” or “chemotherapeutic agent” is used in accordance with its plain ordinary meaning and refers to a chemical composition or compound having antineoplastic properties or the ability to inhibit the growth or proliferation of cells.

[0092] “Patient” or “subject in need thereof” or “subject” refers to a living organism suffering from or prone to a disease or condition that can be treated by administration of a compound or pharmaceutical composition or by a method, as provided herein. Non-limiting examples include

humans, other mammals, bovines, rats, mice, dogs, monkeys, goat, sheep, cows, deer, and other non-mammalian animals. In some embodiments, a patient is human. In some embodiments, a subject is human.

[0093] “Disease” or “condition” refer to a state of being or health status of a patient or subject capable of being treated with a compound, pharmaceutical composition, or method provided herein. In some embodiments, the disease is a disease having the symptom of cell hyperproliferation. In some embodiments, the disease is a disease having the symptom of an aberrant level of estrogen receptor activity. In some embodiments, the disease is a cancer. In some further instances, “cancer” refers to human cancers and carcinomas, sarcomas, adenocarcinomas, lymphomas, leukemias, etc., including solid and lymphoid cancers, kidney, breast, lung, bladder, colon, ovarian, prostate, pancreas, stomach, brain, head and neck, skin, uterine, testicular, glioma, esophagus, and liver cancer, including hepatocarcinoma, lymphoma, including B-acute lymphoblastic lymphoma, non-Hodgkin’s lymphomas (*e.g.*, Burkitt’s, Small Cell, and Large Cell lymphomas), Hodgkin’s lymphoma, leukemia (including AML, ALL, and CML), or multiple myeloma. In embodiments, the disease is breast cancer. In embodiments, the disease is hormone sensitive breast cancer. In embodiments, the disease is hormone refractory (insensitive) breast cancer. In embodiments, the disease is ER positive breast cancer. In embodiments, the disease is ER negative breast cancer. In embodiments, the disease is breast cancer expressing HER-2.

[0094] As used herein, the term "cancer" refers to all types of cancer, neoplasm or malignant tumors found in mammals (*e.g.* humans), including leukemia, carcinomas and sarcomas. Exemplary cancers that may be treated with a compound or method provided herein include cancer of the prostate, thyroid, endocrine system, brain, breast, cervix, colon, head & neck, liver, kidney, lung, non-small cell lung, melanoma, mesothelioma, ovary, sarcoma, stomach, uterus, Medulloblastoma, colorectal cancer, pancreatic cancer. Additional examples may include, Hodgkin's Disease, Non-Hodgkin's Lymphoma, multiple myeloma, neuroblastoma, glioma, glioblastoma multiforme, ovarian cancer, rhabdomyosarcoma, primary thrombocytosis, primary macroglobulinemia, primary brain tumors, cancer, malignant pancreatic insulanoma, malignant carcinoid, urinary bladder cancer, premalignant skin lesions, testicular cancer, lymphomas, thyroid cancer, neuroblastoma, esophageal cancer, genitourinary tract cancer, malignant hypercalcemia, endometrial cancer, adrenal cortical cancer, neoplasms of the endocrine or exocrine pancreas, medullary thyroid cancer, medullary thyroid carcinoma, melanoma, colorectal cancer, papillary thyroid cancer, hepatocellular carcinoma, or prostate cancer.

[0095] The term "leukemia" refers broadly to progressive, malignant diseases of the blood-forming organs and is generally characterized by a distorted proliferation and development of leukocytes and their precursors in the blood and bone marrow. Leukemia is generally clinically classified on the basis of (1) the duration and character of the disease-acute or chronic; (2) the type of cell involved; myeloid (myelogenous), lymphoid (lymphogenous), or monocytic; and (3) the increase or non-increase in the number abnormal cells in the blood-leukemic or aleukemic (subleukemic). Exemplary leukemias that may be treated with a compound or method provided herein include, for example, acute nonlymphocytic leukemia, chronic lymphocytic leukemia, acute granulocytic leukemia, chronic granulocytic leukemia, acute promyelocytic leukemia, adult T-cell leukemia, aleukemic leukemia, a leukocythemic leukemia, basophylic leukemia, blast cell leukemia, bovine leukemia, chronic myelocytic leukemia, leukemia cutis, embryonal leukemia, eosinophilic leukemia, Gross' leukemia, hairy-cell leukemia, hemoblastic leukemia, hemocytoblastic leukemia, histiocytic leukemia, stem cell leukemia, acute monocytic leukemia, leukopenic leukemia, lymphatic leukemia, lymphoblastic leukemia, lymphocytic leukemia, lymphogenous leukemia, lymphoid leukemia, lymphosarcoma cell leukemia, mast cell leukemia, megakaryocytic leukemia, micromyeloblastic leukemia, monocytic leukemia, myeloblastic leukemia, myelocytic leukemia, myeloid granulocytic leukemia, myelomonocytic leukemia, Naegeli leukemia, plasma cell leukemia, multiple myeloma, plasmacytic leukemia, promyelocytic leukemia, Rieder cell leukemia, Schilling's leukemia, stem cell leukemia, subleukemic leukemia, or undifferentiated cell leukemia.

[0096] The term "sarcoma" generally refers to a tumor which is made up of a substance like the embryonic connective tissue and is generally composed of closely packed cells embedded in a fibrillar or homogeneous substance. Sarcomas that may be treated with a compound or method provided herein include a chondrosarcoma, fibrosarcoma, lymphosarcoma, melanosarcoma, myxosarcoma, osteosarcoma, Abemethy's sarcoma, adipose sarcoma, liposarcoma, alveolar soft part sarcoma, ameloblastic sarcoma, botryoid sarcoma, chloroma sarcoma, chorio carcinoma, embryonal sarcoma, Wilms' tumor sarcoma, endometrial sarcoma, stromal sarcoma, Ewing's sarcoma, fascial sarcoma, fibroblastic sarcoma, giant cell sarcoma, granulocytic sarcoma, Hodgkin's sarcoma, idiopathic multiple pigmented hemorrhagic sarcoma, immunoblastic sarcoma of B cells, lymphoma, immunoblastic sarcoma of T-cells, Jensen's sarcoma, Kaposi's sarcoma, Kupffer cell sarcoma, angiosarcoma, leukosarcoma, malignant mesenchymoma sarcoma, parosteal sarcoma, reticulocytic sarcoma, Rous sarcoma, serocystic sarcoma, synovial sarcoma, or telangiectaltic sarcoma.

[0097] The term "melanoma" is taken to mean a tumor arising from the melanocytic system of the skin and other organs. Melanomas that may be treated with a compound or method provided

herein include, for example, acral-lentiginous melanoma, amelanotic melanoma, benign juvenile melanoma, Cloudman's melanoma, S91 melanoma, Harding-Passey melanoma, juvenile melanoma, lentigo maligna melanoma, malignant melanoma, nodular melanoma, subungal melanoma, or superficial spreading melanoma.

5 [0098] The term "carcinoma" refers to a malignant new growth made up of epithelial cells tending to infiltrate the surrounding tissues and give rise to metastases. Exemplary carcinomas that may be treated with a compound or method provided herein include, for example, medullary thyroid carcinoma, familial medullary thyroid carcinoma, acinar carcinoma, acinous carcinoma, adenocystic carcinoma, adenoid cystic carcinoma, carcinoma adenomatosum, carcinoma of
10 adrenal cortex, alveolar carcinoma, alveolar cell carcinoma, basal cell carcinoma, carcinoma basocellulare, basaloid carcinoma, basosquamous cell carcinoma, bronchioalveolar carcinoma, bronchiolar carcinoma, bronchogenic carcinoma, cerebriform carcinoma, cholangiocellular carcinoma, chorionic carcinoma, colloid carcinoma, comedo carcinoma, corpus carcinoma, cribriform carcinoma, carcinoma en cuirasse, carcinoma cutaneum, cylindrical carcinoma,
15 cylindrical cell carcinoma, duct carcinoma, carcinoma durum, embryonal carcinoma, encephaloid carcinoma, epiermoid carcinoma, carcinoma epitheliale adenoides, exophytic carcinoma, carcinoma ex ulcere, carcinoma fibrosum, gelatiniformi carcinoma, gelatinous carcinoma, giant cell carcinoma, carcinoma gigantocellulare, glandular carcinoma, granulosa cell carcinoma, hair-matrix carcinoma, hematoid carcinoma, hepatocellular carcinoma, Hurthle cell carcinoma,
20 hyaline carcinoma, hypernephroid carcinoma, infantile embryonal carcinoma, carcinoma in situ, intraepidermal carcinoma, intraepithelial carcinoma, Krompecher's carcinoma, Kulchitzky-cell carcinoma, large-cell carcinoma, lenticular carcinoma, carcinoma lenticulare, lipomatous carcinoma, lymphoepithelial carcinoma, carcinoma medullare, medullary carcinoma, melanotic carcinoma, carcinoma molle, mucinous carcinoma, carcinoma muciparum, carcinoma
25 mucocellulare, mucoepidermoid carcinoma, carcinoma mucosum, mucous carcinoma, carcinoma myxomatodes, nasopharyngeal carcinoma, oat cell carcinoma, carcinoma ossificans, osteoid carcinoma, papillary carcinoma, periportal carcinoma, preinvasive carcinoma, prickle cell carcinoma, pultaceous carcinoma, renal cell carcinoma of kidney, reserve cell carcinoma, carcinoma sarcomatodes, schneiderian carcinoma, scirrhus carcinoma, carcinoma scroti, signet-
30 ring cell carcinoma, carcinoma simplex, small-cell carcinoma, solanoid carcinoma, spheroidal cell carcinoma, spindle cell carcinoma, carcinoma spongiosum, squamous carcinoma, squamous cell carcinoma, string carcinoma, carcinoma telangiectaticum, carcinoma telangiectodes, transitional cell carcinoma, carcinoma tuberosum, tuberous carcinoma, verrucous carcinoma, or carcinoma villosum.

[0099] The term “signaling pathway” as used herein refers to a series of interactions between cellular and optionally extra-cellular components (e.g. proteins, nucleic acids, small molecules, ions, lipids) that conveys a change in one component to one or more other components, which in turn may convey a change to additional components, which is optionally propagated to other signaling pathway components.

[0100] The term “aberrant” as used herein refers to different from normal. When used to describe enzymatic activity, aberrant refers to activity that is greater or less than a normal control or the average of normal non-diseased control samples. Aberrant activity may refer to an amount of activity that results in a disease, wherein returning the aberrant activity to a normal or non-disease-associated amount (e.g. by administering a compound or using a method as described herein), results in reduction of the disease or one or more disease symptoms.

[0101] “Nucleic acid” or “oligonucleotide” or “polynucleotide” or grammatical equivalents used herein means at least two nucleotides covalently linked together. The term “nucleic acid” includes single-, double-, or multiple-stranded DNA, RNA and analogs (derivatives) thereof.

Oligonucleotides are typically from about 5, 6, 7, 8, 9, 10, 12, 15, 25, 30, 40, 50 or more nucleotides in length, up to about 100 nucleotides in length. Nucleic acids and polynucleotides are a polymers of any length, including longer lengths, e.g., 200, 300, 500, 1000, 2000, 3000, 5000, 7000, 10,000, etc. Nucleic acids containing one or more carbocyclic sugars are also included within one definition of nucleic acids.

[0102] A particular nucleic acid sequence also encompasses “splice variants.” Similarly, a particular protein encoded by a nucleic acid encompasses any protein encoded by a splice variant of that nucleic acid. “Splice variants,” as the name suggests, are products of alternative splicing of a gene. After transcription, an initial nucleic acid transcript may be spliced such that different (alternate) nucleic acid splice products encode different polypeptides. Mechanisms for the production of splice variants vary, but include alternate splicing of exons. Alternate polypeptides derived from the same nucleic acid by read-through transcription are also encompassed by this definition. Any products of a splicing reaction, including recombinant forms of the splice products, are included in this definition.

[0103] A nucleic acid is “operably linked” when it is placed into a functional relationship with another nucleic acid sequence. For example, DNA for a presequence or secretory leader is operably linked to DNA for a polypeptide if it is expressed as a preprotein that participates in the secretion of the polypeptide; a promoter or enhancer is operably linked to a coding sequence if it affects the transcription of the sequence; or a ribosome binding site is operably linked to a coding sequence if it is positioned so as to facilitate translation. Generally, “operably linked” means that

the DNA sequences being linked are near each other, and, in the case of a secretory leader, contiguous and in reading phase. However, enhancers do not have to be contiguous. Linking is accomplished by ligation at convenient restriction sites. If such sites do not exist, the synthetic oligonucleotide adaptors or linkers are used in accordance with conventional practice.

5 **[0104]** The terms "identical" or percent "identity," in the context of two or more nucleic acids or polypeptide sequences, refer to two or more sequences or subsequences that are the same or have a specified percentage of amino acid residues or nucleotides that are the same (*i.e.*, about 60% identity, preferably 61%, 62%, 63%, 64%, 65%, 66%, 67%, 68%, 69%, 70%, 71%, 72%, 73%, 74%, 75%, 76%, 77%, 78%, 79%, 80%, 81%, 82%, 83%, 84%, 85%, 86%, 87%, 88%, 10 89%, 90%, 91%, 92%, 93%, 94%, 95%, 96%, 97%, 98%, 99% or higher identity over a specified region when compared and aligned for maximum correspondence over a comparison window or designated region) as measured using a BLAST or BLAST 2.0 sequence comparison algorithms with default parameters described below, or by manual alignment and visual inspection (*see, e.g.*, NCBI web site or the like). Such sequences are then said to be "substantially identical." This 15 definition also refers to, or may be applied to, the complement of a test sequence. The definition also includes sequences that have deletions and/or additions, as well as those that have substitutions. As described below, the preferred algorithms can account for gaps and the like. Preferably, identity exists over a region that is at least about 10 amino acids or 20 nucleotides in length, or more preferably over a region that is 10-50 amino acids or 20-50 nucleotides in length. 20 As used herein, percent (%) amino acid sequence identity is defined as the percentage of amino acids in a candidate sequence that are identical to the amino acids in a reference sequence, after aligning the sequences and introducing gaps, if necessary, to achieve the maximum percent sequence identity. Alignment for purposes of determining percent sequence identity can be achieved in various ways that are within the skill in the art, for instance, using publicly available 25 computer software such as BLAST, BLAST-2, ALIGN, ALIGN-2 or Megalign (DNASTAR) software. Appropriate parameters for measuring alignment, including any algorithms needed to achieve maximal alignment over the full-length of the sequences being compared can be determined by known methods.

[0105] For sequence comparisons, typically one sequence acts as a reference sequence, to 30 which test sequences are compared. When using a sequence comparison algorithm, test and reference sequences are entered into a computer, subsequence coordinates are designated, if necessary, and sequence algorithm program parameters are designated. Preferably, default program parameters can be used, or alternative parameters can be designated. The sequence comparison algorithm then calculates the percent sequence identities for the test sequences 35 relative to the reference sequence, based on the program parameters.

[0106] A “comparison window”, as used herein, includes reference to a segment of any one of the number of contiguous positions selected from the group consisting of from 10 to 600, usually about 50 to about 200, more usually about 100 to about 150 in which a sequence may be compared to a reference sequence of the same number of contiguous positions after the two sequences are optimally aligned. Methods of alignment of sequences for comparison are well-known in the art. Optimal alignment of sequences for comparison can be conducted, e.g., by the local homology algorithm of Smith & Waterman, *Adv. Appl. Math.* 2:482 (1981), by the homology alignment algorithm of Needleman & Wunsch, *J. Mol. Biol.* 48:443 (1970), by the search for similarity method of Pearson & Lipman, *Proc. Nat'l. Acad. Sci. USA* 85:2444 (1988), by computerized implementations of these algorithms (GAP, BESTFIT, FASTA, and TFASTA in the Wisconsin Genetics Software Package, Genetics Computer Group, 575 Science Dr., Madison, WI), or by manual alignment and visual inspection (*see, e.g., Current Protocols in Molecular Biology* (Ausubel *et al.*, eds. 1995 supplement)).

[0107] The phrase “selectively (or specifically) hybridizes to” refers to the binding, duplexing, or hybridizing of a molecule only to a particular nucleotide sequence with a higher affinity, e.g., under more stringent conditions, than to other nucleotide sequences (e.g., total cellular or library DNA or RNA).

[0108] The phrase "stringent hybridization conditions" refers to conditions under which a probe will hybridize to its target subsequence, typically in a complex mixture of nucleic acids, but to no other sequences. Stringent conditions are sequence-dependent and will be different in different circumstances. Longer sequences hybridize specifically at higher temperatures. An extensive guide to the hybridization of nucleic acids is found in Tijssen, *Techniques in Biochemistry and Molecular Biology--Hybridization with Nucleic Probes*, "Overview of principles of hybridization and the strategy of nucleic acid assays" (1993). Generally, stringent conditions are selected to be about 5-10°C lower than the thermal melting point (T_m) for the specific sequence at a defined ionic strength pH. The T_m is the temperature (under defined ionic strength, pH, and nucleic concentration) at which 50% of the probes complementary to the target hybridize to the target sequence at equilibrium (as the target sequences are present in excess, at T_m , 50% of the probes are occupied at equilibrium). Stringent conditions may also be achieved with the addition of destabilizing agents such as formamide. For selective or specific hybridization, a positive signal is at least two times background, preferably 10 times background hybridization. Exemplary stringent hybridization conditions can be as following: 50% formamide, 5x SSC, and 1% SDS, incubating at 42°C, or, 5x SSC, 1% SDS, incubating at 65°C, with wash in 0.2x SSC, and 0.1% SDS at 65°C.

[0109] Nucleic acids that do not hybridize to each other under stringent conditions are still substantially identical if the polypeptides which they encode are substantially identical. This occurs, for example, when a copy of a nucleic acid is created using the maximum codon degeneracy permitted by the genetic code. In such cases, the nucleic acids typically hybridize under moderately stringent hybridization conditions. Exemplary "moderately stringent hybridization conditions" include a hybridization in a buffer of 40% formamide, 1 M NaCl, 1% SDS at 37°C, and a wash in 1X SSC at 45°C. A positive hybridization is at least twice background. Those of ordinary skill will readily recognize that alternative hybridization and wash conditions can be utilized to provide conditions of similar stringency. Additional guidelines for determining hybridization parameters are provided in numerous reference, *e.g.*, and *Current Protocols in Molecular Biology*, ed. Ausubel, *et al.*

[0110] Twenty amino acids are commonly found in proteins. Those amino acids can be grouped into nine classes or groups based on the chemical properties of their side chains. Substitution of one amino acid residue for another within the same class or group is referred to herein as a "conservative" substitution. Conservative amino acid substitutions can frequently be made in a protein without significantly altering the conformation or function of the protein. Substitution of one amino acid residue for another from a different class or group is referred to herein as a "non-conservative" substitution. In contrast, non-conservative amino acid substitutions tend to modify conformation and function of a protein.

20 **Example of amino acid classification**

Small/Aliphatic residues:	Gly, Ala, Val, Leu, Ile
Cyclic Imino Acid:	Pro
Hydroxyl-containing Residues:	Ser, Thr
Acidic Residues:	Asp, Glu
Amide Residues:	Asn, Gln
Basic Residues:	Lys, Arg
Imidazole Residue:	His
Aromatic Residues:	Phe, Tyr, Trp
Sulfur-containing Residues:	Met, Cys

[0111] In some embodiments, the conservative amino acid substitution comprises substituting any of glycine (G), alanine (A), isoleucine (I), valine (V), and leucine (L) for any other of these aliphatic amino acids; serine (S) for threonine (T) and vice versa; aspartic acid (D) for glutamic acid (E) and vice versa; glutamine (Q) for asparagine (N) and vice versa; lysine (K) for arginine (R) and vice versa; phenylalanine (F), tyrosine (Y) and tryptophan (W) for any other of these

aromatic amino acids; and methionine (M) for cysteine (C) and vice versa. Other substitutions can also be considered conservative, depending on the environment of the particular amino acid and its role in the three-dimensional structure of the protein. For example, glycine (G) and alanine (A) can frequently be interchangeable, as can alanine (A) and valine (V). Methionine (M), which is relatively hydrophobic, can frequently be interchanged with leucine and isoleucine, and sometimes with valine. Lysine (K) and arginine (R) are frequently interchangeable in locations in which the significant feature of the amino acid residue is its charge and the differing pKs of these two amino acid residues are not significant. Still other changes can be considered “conservative” in particular environments (see, e.g., BIOCHEMISTRY at pp. 13-15, 2nd ed. Lubert Stryer ed. (Stanford University); Henikoff et al., *Proc. Nat'l Acad. Sci. USA* (1992) 89:10915-10919; Lei et al., *J. Biol. Chem.* (1995) 270(20):11882-11886).

[0112] “Polypeptide,” “peptide,” and “protein” are used herein interchangeably and mean any peptide-linked chain of amino acids, regardless of length or post-translational modification. As noted below, the polypeptides described herein can be, e.g., wild-type proteins, biologically-active fragments of the wild-type proteins, or variants of the wild-type proteins or fragments. Variants, in accordance with the disclosure, can contain amino acid substitutions, deletions, or insertions. The substitutions can be conservative or non-conservative.

[0113] Following expression, the proteins can be isolated. The term “purified” or “isolated” as applied to any of the proteins described herein refers to a polypeptide that has been separated or purified from components (e.g., proteins or other naturally-occurring biological or organic molecules) which naturally accompany it, e.g., other proteins, lipids, and nucleic acid in a cell expressing the proteins. Typically, a polypeptide is purified when it constitutes at least 60 (e.g., at least 65, 70, 75, 80, 85, 90, 92, 95, 97, or 99) %, by weight, of the total protein in a sample.

[0114] An amino acid residue in a protein “corresponds” to a given residue when it occupies the same essential structural position within the protein as the given residue. For example, a selected residue in a selected protein corresponds to Cys784 of human androgen receptor when the selected residue occupies the same essential spatial or other structural relationship as Cys 784 in human androgen receptor. In some embodiments, where a selected protein is aligned for maximum homology with the human androgen receptor protein, the position in the aligned selected protein aligning with Cys784 is said to correspond to Cys784. Instead of a primary sequence alignment, a three dimensional structural alignment can also be used, e.g., where the structure of the selected protein is aligned for maximum correspondence with the human androgen receptor protein and the overall structures compared. In this case, an amino acid that

occupies the same essential position as Cys784 in the structural model is said to correspond to the Cys784 residue.

[0115] “Pharmaceutically acceptable excipient” and “pharmaceutically acceptable carrier” refer to a substance that aids the administration of an active agent to and absorption by a subject and can be included in a compositions disclosed herein without causing a significant adverse toxicological effect on the patient. Non-limiting examples of pharmaceutically acceptable excipients include water, NaCl, normal saline solutions, lactated Ringer’s, normal sucrose, normal glucose, binders, fillers, disintegrants, lubricants, coatings, sweeteners, flavors, salt solutions (such as Ringer's solution), alcohols, oils, gelatins, carbohydrates such as lactose, amylose or starch, fatty acid esters, hydroxymethylcellulose, polyvinyl pyrrolidone, and colors, and the like. Such preparations can be sterilized and, if desired, mixed with auxiliary agents such as lubricants, preservatives, stabilizers, wetting agents, emulsifiers, salts for influencing osmotic pressure, buffers, coloring, and/or aromatic substances and the like that do not deleteriously react with the compounds of the invention. One of skill in the art will recognize that other pharmaceutical excipients are useful in the present invention.

[0116] The term "preparation" is intended to include the formulation of the active compound with encapsulating material as a carrier providing a capsule in which the active component with or without other carriers, is surrounded by a carrier, which is thus in association with it. Similarly, cachets and lozenges are included. Tablets, powders, capsules, pills, cachets, and lozenges can be used as solid dosage forms suitable for oral administration.

[0117] As used herein, the term "administering" means oral administration, administration as a suppository, topical contact, intravenous, parenteral, intraperitoneal, intramuscular, intralesional, intrathecal, intracranial, intranasal or subcutaneous administration, or the implantation of a slow-release device, *e.g.*, a mini-osmotic pump, to a subject. Administration is by any route, including parenteral and transmucosal (*e.g.*, buccal, sublingual, palatal, gingival, nasal, vaginal, rectal, or transdermal). Parenteral administration includes, *e.g.*, intravenous, intramuscular, intra-arteriole, intradermal, subcutaneous, intraperitoneal, intraventricular, and intracranial. Other modes of delivery include, but are not limited to, the use of liposomal formulations, intravenous infusion, transdermal patches, *etc.* By "co-administer" it is meant that a composition described herein is administered at the same time, just prior to, or just after the administration of one or more additional agents or therapies, also referred to herein as a “further agent” (*e.g.* anti-cancer agent). The compound of the invention can be administered alone or can be coadministered to the patient. Coadministration is meant to include simultaneous or sequential administration of the compound individually or in combination (more than one compound or agent). Thus, the

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

[0118] Pharmaceutical compositions provided by the present invention include compositions wherein the active ingredient (e.g. compounds described herein, including embodiments or examples) is contained in a therapeutically effective amount, *i.e.*, in an amount effective to achieve its intended purpose. The actual amount effective for a particular application will depend, *inter alia*, on the condition being treated. When administered in methods to treat a disease, such compositions will contain an amount of active ingredient effective to achieve the

desired result, e.g., reducing, eliminating, or slowing the progression of disease symptoms (e.g. symptoms of cancer or aberrant androgen receptor activity). Determination of a therapeutically effective amount of a compound of the invention is well within the capabilities of those skilled in the art, especially in light of the detailed disclosure herein.

5 [0119] The dosage and frequency (single or multiple doses) administered to a mammal can vary depending upon a variety of factors, for example, whether the mammal suffers from another disease, and its route of administration; size, age, sex, health, body weight, body mass index, and diet of the recipient; nature and extent of symptoms of the disease being treated (e.g. symptoms of cancer), kind of concurrent treatment, complications from the disease being treated or other
10 health-related problems. Other therapeutic regimens or agents can be used in conjunction with the methods and compounds of Applicants' invention. Adjustment and manipulation of established dosages (e.g., frequency and duration) are well within the ability of those skilled in the art.

[0120] For any compound described herein, the therapeutically effective amount can be
15 initially determined from cell culture assays. Target concentrations will be those concentrations of active compound(s) that are capable of achieving the methods described herein, as measured using the methods described herein or known in the art.

[0121] As is well known in the art, therapeutically effective amounts for use in humans can also be determined from animal models. For example, a dose for humans can be formulated to
20 achieve a concentration that has been found to be effective in animals. The dosage in humans can be adjusted by monitoring compounds effectiveness and adjusting the dosage upwards or downwards, as described above. Adjusting the dose to achieve maximal efficacy in humans based on the methods described above and other methods is well within the capabilities of the ordinarily skilled artisan.

25 [0122] Dosages may be varied depending upon the requirements of the patient and the compound being employed. The dose administered to a patient, in the context of the present invention should be sufficient to effect a beneficial therapeutic response in the patient over time. The size of the dose also will be determined by the existence, nature, and extent of any adverse side-effects. Determination of the proper dosage for a particular situation is within the skill of
30 the practitioner. Generally, treatment is initiated with smaller dosages which are less than the optimum dose of the compound. Thereafter, the dosage is increased by small increments until the optimum effect under circumstances is reached.

[0123] Dosage amounts and intervals can be adjusted individually to provide levels of the administered compound effective for the particular clinical indication being treated. This will provide a therapeutic regimen that is commensurate with the severity of the individual's disease state.

5 [0124] Utilizing the teachings provided herein, an effective prophylactic or therapeutic treatment regimen can be planned that does not cause substantial toxicity and yet is effective to treat the clinical symptoms demonstrated by the particular patient. This planning should involve the careful choice of active compound by considering factors such as compound potency, relative bioavailability, patient body weight, presence and severity of adverse side effects, preferred
10 mode of administration and the toxicity profile of the selected agent.

[0125] The compounds described herein can be used in combination with one another, with other active agents known to be useful in treating cancer, or with adjunctive agents that may not be effective alone, but may contribute to the efficacy of the active agent.

[0126] In embodiments, co-administration includes administering one active agent within 0.5,
15 1, 2, 4, 6, 8, 10, 12, 16, 20, or 24 hours of a second active agent. Co-administration includes administering two active agents simultaneously, approximately simultaneously (e.g., within about 1, 5, 10, 15, 20, or 30 minutes of each other), or sequentially in any order. In some embodiments, co-administration can be accomplished by co-formulation, i.e., preparing a single pharmaceutical composition including both active agents. In other embodiments, the active
20 agents can be formulated separately. In another embodiment, the active and/or adjunctive agents may be linked or conjugated to one another. In some embodiments, the compounds described herein may be combined with treatments for cancer such as radiation or surgery.

[0127] A “drug-resistant estrogen receptor” is a modified (relative to wildtype) estrogen receptor that is inhibited less effectively by the drug than a wildtype estrogen receptor. A “drug-
25 resistant human estrogen receptor” is a modified (relative to wildtype) human estrogen receptor that is inhibited less effectively by the drug than a wildtype human estrogen receptor.

[0128] A “drug-resistant cancer” is a cancer that is inhibited less effectively by the drug than a non-drug resistant cancer. An “antiestrogen-resistant cancer” is a cancer that is inhibited less effectively by the antiestrogen than a non-antiestrogen resistant cancer. An “endocrine
30 therapeutic-resistant cancer” is a cancer that is inhibited less effectively by the endocrine therapeutic than a non-endocrine therapeutic resistant cancer.

[0129] The term “antiestrogen” refers to a compound that binds estrogen receptor without one or more of the estrogen receptor activities associated with the binding of estrogen to the estrogen

receptor. In embodiments an antiestrogen is a compound that inhibits one or more effects of estrogen (e.g., on ER, on a cell, on a tissue, or on an organism). Examples of an antiestrogen include fluestrant, clomifene, femarelle, ormeloxifene, raloxifene, tamoxifen, toremifene, lasofoxifene, and ospemifene.

5 **[0130]** The term “endocrine therapeutic” refers to a compound that is effective for modulating hormone activity in a subject. Use of an endocrine therapeutic in treatment of a subject is “endocrine therapy”. Modulation of hormone activity by an endocrine therapeutic may include increasing, decreasing, blocking, removing, or otherwise changing the level of a hormone or the level of activity of a hormone. Examples of endocrine therapeutics include antiestrogens,
10 aromatase inhibitors, SERMs, fluestrant, clomifene, femarelle, ormeloxifene, raloxifene, tamoxifen, toremifene, lasofoxifene, ospemifene, anastrozole, letrozole, exemestane, vorozole, formestane, fadrozole, aminoglutethimide, and testolactone.

[0131] The term “estrogen receptor” or “ER” refers to an established member of the nuclear receptor family of receptors which is a transcription factor activated by binding ligands such as
15 the hormones 17 β -estradiol, estriol, estrone, etc. In embodiments, “estrogen receptor” or “ER” refers to a nuclear receptor which is a transcription factor activated by binding ligands such as the hormones 17 β -estradiol, estriol, and/or estrone. In embodiments, “estrogen receptor” or “ER” refers to a nuclear receptor which is a transcription factor activated by binding the hormone 17 β -estradiol. The term “estrogen receptor” may refer to the nucleotide sequence or protein sequence
20 of human estrogen receptor. The term “estrogen receptor” may refer to the nucleotide sequence or protein sequence of human estrogen receptor 1 (a.k.a. ER-alpha, ERalpha, or ER α) (e.g., Entrez 2099, Uniprot P03372, RefSeq NM_000125, OMIM 133430, NP_000116, NP_000116.2, NM_000125.3, GI:62821794, and/or GI: 170295798). The term “estrogen receptor” may refer to the nucleotide sequence or protein sequence of human estrogen receptor 2 (a.k.a. ER-beta,
25 ERbeta, or ER β) (e.g., Entrez 2100, Uniprot Q92731, RefSeq NM_001040275, OMIM 601663, and/or GI: 94538324). The term “estrogen receptor” includes both the wild-type form of the nucleotide sequences or proteins as well as any mutants thereof. In some embodiments, “estrogen receptor” is wild-type estrogen receptor. In some embodiments, “estrogen receptor” is one or more mutant forms. The term “estrogen receptor” XYZ refers to a nucleotide sequence or
30 protein of a mutant estrogen receptor wherein the Y numbered amino acid of estrogen receptor that normally has an X amino acid in the wildtype, instead has a Z amino acid in the mutant. In embodiments, an estrogen receptor is the wildtype human estrogen receptor. In embodiments, an estrogen receptor is the wildtype human ER α . In embodiments, an estrogen receptor is the wildtype human ER β . In embodiments, an estrogen receptor is the wildtype human ER α or ER β .
35 In embodiments, an estrogen receptor is the wildtype human ER α and ER β . In embodiments, the

estrogen receptor is a mutant estrogen receptor. In embodiments, the mutant estrogen receptor is associated with a disease that is not associated with wildtype estrogen receptor (e.g., drug resistant cancer). In embodiments, the estrogen receptor includes at least one amino acid mutation (e.g., 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 5 26, 27, 28, 29, or 30 mutations) compared to the sequence above.

[0132] The terms “dose,” “dosage” and like refer, in the usual and customary sense, to the amount of active ingredient given to an individual at each administration. For the methods and compositions provided herein, the dose may generally refer to the amount of disease treatment. The dose will vary depending on a number of factors, including the range of normal doses for a given therapy, frequency of administration; size and tolerance of the individual; severity of the condition; risk of side effects; and the route of administration. One of skill will recognize that the dose can be modified depending on the above factors or based on therapeutic progress. The term “dosage form” refers to the particular format of the composition, active compound, pharmaceutical or pharmaceutical composition, and depends on the route of administration. For example, a dosage form can be in a liquid form for nebulization, *e.g.*, for inhalants, in a tablet or liquid, *e.g.*, for oral delivery, or a saline solution, *e.g.*, for injection. A composition can contain a plurality of active ingredients (e.g., two active ingredients) in a plurality of separate dosage forms (e.g., a separate dosage form for each of two active ingredients). A composition can contain a single dosage form (e.g., a single pill, tablet injection aliquot or the like) which single dosage form includes a plurality of active ingredients (e.g., two active ingredients). The dosage form is preferably in unit dosage form. In embodiments, such unit dosage form of the composition is subdivided into unit doses containing appropriate quantities of the active components. In embodiments, such unit dosage form of the composition is subdivided into unit doses containing appropriate quantities of the active components, each component contained within a separate unit dosage form. The unit dosage form can be a packaged preparation, the package containing discrete quantities of composition or separate active ingredients of the composition, such as packeted tablets, capsules, and powders in vials or ampoules. Also, the unit dosage form can be a capsule, tablet, cachet, or lozenge itself, or it can be the appropriate number of any of these in packaged form.

[0133] The term “CDK4 inhibitor” and the like refer, in the usual and customary sense, to a compound which inhibits the function of CDK4. The term “CDK4” refers, in the usual and customary sense, to cyclin-dependent kinase 4, as well known in the art. The term “CDK6 inhibitor” and the like refer, in the usual and customary sense, to a compound which inhibits the function of CDK6. The term “CDK6” refers, in the usual and customary sense, to cyclin-dependent kinase 6, as well known in the art. The terms “CDK 4/6 inhibitor” and the like refer,

in the usual and customary sense, to a compound which inhibits the function of either CDK4 or CDK6, or both CDK4 and CDK6. Exemplary CDK 4/6 inhibitors include palbociclib (PD-0332991), ribociclib (LEE011) and abemaciclib (LY2835219), seliciclib and flavopiridol, as known in the art. Further exemplary CDK 4/6 inhibitors (with CAS Registry Nos.) include:

5 R547 (CAS 741713-40-6), abemaciclib (CAS 1231930-82-7, LY2835219), palbociclib (CAS 571190-30-2), Alvocidib (CAS 146426-40-6, Flavopiridol, HMR-1275), P276-00 (CAS 920113-03-7), Milciblib (CAS 802539-81-7), SU9516 (CAS 377090-84-1), BMS-265246 (CAS 582315-72-8), LDC000067 (CAS 1073485-20-7), Ribociclib (CAS 1211441-98-3, LEE011), CAS 359886-84-3, CAS 546102-60-7, NSC 6215987 (CAS 141992-47-4), CAS 943746-57-4,

10 Ryuvidine (CAS 265312-55-8), Fascaplysin (CAS 114719-57-2), PD 0332991 (CAS 827022-32-2), CAS 1256963-02-6, AMG 925 (CAS 1401033-86-0), ML 167 (CAS 1285702-20-6), AT7519 (CAS 844442-38-2), PHA-848125 (CAS 802539-81-7), Purvalanol B (CAS 212844-54-7), staurosporine (CAS 62996-74-1), and SB 218078 (CAS 135897-06-2).

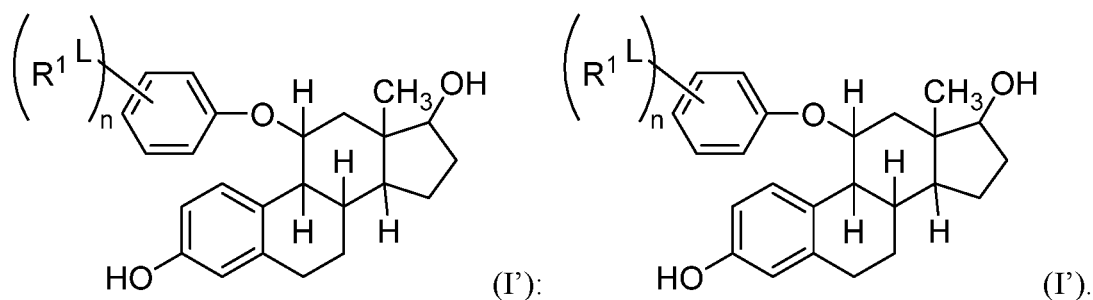
[0134] The terms "synergy", "synergism", "synergistic", "combined synergistic amount", "synergistic therapeutic effect", and "synergy in dual therapy", which are used herein interchangeably, refer to a measured effect of compounds administered in combination where the measured effect is greater than the sum of the individual effects of each of the compounds administered alone as a single agent. For example, a "combined synergistic amount" as used herein refers to the sum of a first amount (e.g., an amount of a compound described herein) and a

20 second amount (e.g., an amount of a CDK4 inhibitor or a CDK6 inhibitor) that results in a synergistic effect (i.e. an effect greater than an additive effect).

[0135] Compositions

[0136] In an aspect, there is provided a composition which includes a further agent or additional agent as defined herein, such as a CDK4 inhibitor or a CDK6 inhibitor, and a

25 compound, or a pharmaceutically acceptable salt thereof, having the formula



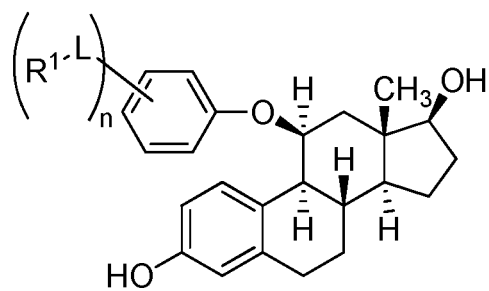
R^1 is independently a hydrogen, halogen, $-NR^2R^3$, $-CX^a_3$, $-CN$, $-SO_2Cl$, $-SO_{nl}R^{10}$, $-SO_{vl}NR^2R^3$, $-NHN R^2R^3$, $-ONR^2R^3$, $-NHC=(O)NHN R^2R^3$, $-NHC=(O)NR^2R^3$, $-N(O)_{ml}$, $-C(O)R^9$, $-C(O)-OR^9$, $-C(O)NR^2R^3$, $-OR^{10}$, $-NR^2SO_2R^{10}$,

$-\text{NR}^2\text{C}=(\text{O})\text{R}^9$, $-\text{NR}^2\text{C}(\text{O})-\text{OR}^9$, $-\text{NR}^2\text{OR}^9$, $-\text{OCX}^a_3$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl. R^2 is independently a hydrogen, halogen, $-\text{CX}^b_3$, $-\text{CN}$, $-\text{SO}_2\text{Cl}$, $-\text{SO}_{n_2}\text{R}^{14}$, $-\text{SO}_{v_2}\text{NR}^{11}\text{R}^{12}$, $-\text{NHNH}_2$, $-\text{ONR}^{11}\text{R}^{12}$, $-\text{NHC}=(\text{O})\text{NHNH}_2$, $-\text{NHC}=(\text{O})\text{NR}^{11}\text{R}^{12}$, $-\text{N}(\text{O})_{m_2}$, $-\text{NR}^{11}\text{R}^{12}$, $-\text{C}(\text{O})\text{R}^{13}$, $-\text{C}(\text{O})-\text{OR}^{13}$, $-\text{C}(\text{O})\text{NR}^{11}\text{R}^{12}$, $-\text{OR}^{14}$, $-\text{NR}^{11}\text{SO}_2\text{R}^{14}$, $-\text{NR}^{11}\text{C}=(\text{O})\text{R}^{13}$, $-\text{NR}^{11}\text{C}(\text{O})-\text{OR}^{13}$, $-\text{NR}^{11}\text{OR}^{13}$, $-\text{OCX}^b_3$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl. R^3 is independently a hydrogen, halogen, $-\text{CX}^c_3$, $-\text{CN}$, $-\text{SO}_2\text{Cl}$, $-\text{SO}_{n_3}\text{R}^{18}$, $-\text{SO}_{v_3}\text{NR}^{15}\text{R}^{16}$, $-\text{NHNH}_2$, $-\text{ONR}^{15}\text{R}^{16}$, $-\text{NHC}=(\text{O})\text{NHNH}_2$, $-\text{NHC}=(\text{O})\text{NR}^{15}\text{R}^{16}$, $-\text{N}(\text{O})_{m_3}$, $-\text{NR}^{15}\text{R}^{16}$, $-\text{C}(\text{O})\text{R}^{17}$, $-\text{C}(\text{O})-\text{OR}^{17}$, $-\text{C}(\text{O})\text{NR}^{15}\text{R}^{16}$, $-\text{OR}^{18}$, $-\text{NR}^{15}\text{SO}_2\text{R}^{18}$, $-\text{NR}^{15}\text{C}=(\text{O})\text{R}^{17}$, $-\text{NR}^{15}\text{C}(\text{O})-\text{OR}^{17}$, $-\text{NR}^{15}\text{OR}^{17}$, $-\text{OCX}^c_3$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl. R^2 and R^3 substituents may optionally be joined to form a substituted or unsubstituted heterocycloalkyl, or substituted or unsubstituted heteroaryl. L is independently a bond, $-\text{NR}^4-$, $-\text{NR}^4\text{C}(\text{O})-$, $-\text{C}(\text{O})\text{NR}^4-$, $-\text{O}-$, $-\text{S}-$, $-\text{C}(\text{O})-$, $-\text{S}(\text{O})-$, $-\text{S}(\text{O})_2-$, substituted or unsubstituted alkylene, substituted or unsubstituted heteroalkylene, substituted or unsubstituted cycloalkylene, substituted or unsubstituted heterocycloalkylene, substituted or unsubstituted arylene, substituted or unsubstituted heteroarylene; or a substituted or unsubstituted spirocyclic linker. R^4 is independently a hydrogen, halogen, $-\text{CX}^d_3$, $-\text{CN}$, $-\text{SO}_2\text{Cl}$, $-\text{SO}_{n_4}\text{R}^{22}$, $-\text{SO}_{v_4}\text{NR}^{19}\text{R}^{20}$, $-\text{NHNH}_2$, $-\text{ONR}^{19}\text{R}^{20}$, $-\text{NHC}=(\text{O})\text{NHNH}_2$, $-\text{NHC}=(\text{O})\text{NR}^{19}\text{R}^{20}$, $-\text{N}(\text{O})_{m_4}$, $-\text{NR}^{19}\text{R}^{20}$, $-\text{C}(\text{O})\text{R}^{21}$, $-\text{C}(\text{O})-\text{OR}^{21}$, $-\text{C}(\text{O})\text{NR}^{19}\text{R}^{20}$, $-\text{OR}^{22}$, $-\text{NR}^{19}\text{SO}_2\text{R}^{22}$, $-\text{NR}^{19}\text{C}=(\text{O})\text{R}^{21}$, $-\text{NR}^{19}\text{C}(\text{O})-\text{OR}^{21}$, $-\text{NR}^{19}\text{OR}^{21}$, $-\text{OCX}^d_3$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl. R^9 , R^{10} , R^{11} , R^{12} , R^{13} , R^{14} , R^{15} , R^{16} , R^{17} , R^{18} , R^{19} , R^{20} , R^{21} , and R^{22} are independently hydrogen, halogen, $-\text{CX}_3$, $-\text{CN}$, $-\text{OH}$, $-\text{NH}_2$, $-\text{COOH}$, $-\text{CONH}_2$, $-\text{NO}_2$, $-\text{SH}$, $-\text{SO}_2\text{Cl}$, $-\text{SO}_3\text{H}$, $-\text{SO}_4\text{H}$, $-\text{SO}_2\text{NH}_2$, $-\text{NHNH}_2$, $-\text{ONH}_2$, $-\text{NHC}=(\text{O})\text{NHNH}_2$, $-\text{NHC}=(\text{O})\text{NH}_2$, $-\text{NHSO}_2\text{H}$, $-\text{NHC}=(\text{O})\text{H}$, $-\text{NHC}(\text{O})-\text{OH}$, $-\text{NHOH}$, $-\text{OCX}_3$, $-\text{OCHX}_2$, $-\text{CF}_3$, $-\text{OCF}_3$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; R^{11}

and R¹² substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; R¹⁵ and R¹⁶ substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; R¹⁹ and R²⁰ substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl. The symbol n is an integer from 0 to 5. The symbols m1, m2, m3, m4, v1, v2, v3, and v4 are independently 1 or 2. The symbols n1, n2, n3, and n4 are independently an integer from 0 to 4. The symbols X, X^a, X^b, X^c and X^d are independently -Cl, -Br, -I, or -F.

10 **[0137]** In embodiments, the composition is provided as a single dosage form including both a CDK 4 inhibitor or a CDK 6 inhibitor in combination with a compound of Formula (I). In embodiments, the composition is provided as a plurality of dosage forms, each dosage form including a CDK 4 inhibitor or a CDK 6 inhibitor, and a compound of Formula (I).

[0138] In an embodiment, the compound has the structure of formula (I):



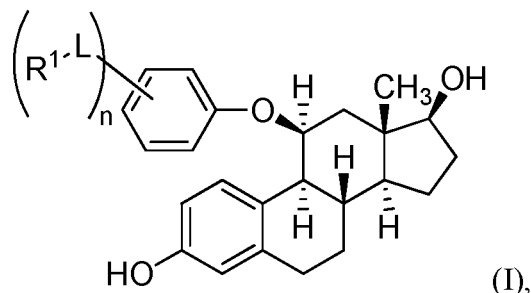
or a pharmaceutically acceptable salt thereof. R¹ is independently a hydrogen, halogen, -NR²R³, -CX^a₃, -CN, -SO₂Cl, -SO_{n1}R¹⁰, -SO_{v1}NR²R³, -NHN²R³, -ONR²R³, -NHC=(O)NHN²R³, -NHC=(O)NR²R³, -N(O)_{m1}, -C(O)R⁹, -C(O)-OR⁹, -C(O)NR²R³, -OR¹⁰, -NR²SO₂R¹⁰, -NR²C=(O)R⁹, -NR²C(O)-

20 OR⁹, -NR²OR⁹, -OCX^a₃, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl. R² is independently a hydrogen, halogen,

25 -CX^b₃, -CN, -SO₂Cl, -SO_{n2}R¹⁴, -SO_{v2}NR¹¹R¹², -NHNH₂, -ONR¹¹R¹², -NHC=(O)NHNH₂, -NHC=(O)NR¹¹R¹², -N(O)_{m2}, -NR¹¹R¹², -C(O)R¹³, -C(O)-OR¹³, -C(O)NR¹¹R¹², -OR¹⁴, -NR¹¹SO₂R¹⁴, -NR¹¹C=(O)R¹³, -NR¹¹C(O)-OR¹³, -NR¹¹OR¹³, -OCX^b₃, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl. R³ is independently a hydrogen,

halogen, $-CX^c_3$, $-CN$, $-SO_2Cl$, $-SO_{n3}R^{18}$, $-SO_{v3}NR^{15}R^{16}$, $-NHNH_2$, $-ONR^{15}R^{16}$,
 $-NHC=(O)NHNH_2$, $-NHC=(O)NR^{15}R^{16}$, $-N(O)_{m3}$, $-NR^{15}R^{16}$, $-C(O)R^{17}$,
 $-C(O)-OR^{17}$, $-C(O)NR^{15}R^{16}$, $-OR^{18}$, $-NR^{15}SO_2R^{18}$, $-NR^{15}C=(O)R^{17}$, $-NR^{15}C(O)-OR^{17}$,
 $-NR^{15}OR^{17}$, $-OCX^c_3$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl,
5 substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted
or unsubstituted aryl, or substituted or unsubstituted heteroaryl. R^2 and R^3 substituents may
optionally be joined to form a substituted or unsubstituted heterocycloalkyl, or substituted or
unsubstituted heteroaryl. L is independently a bond, $-NR^4-$, $-NR^4C(O)-$, $-C(O)NR^4-$, $-O-$, $-S-$, $-$
 $C(O)-$, $-S(O)-$,
10 $-S(O)_2-$, substituted or unsubstituted alkylene, substituted or unsubstituted heteroalkylene,
substituted or unsubstituted cycloalkylene, substituted or unsubstituted heterocycloalkylene,
substituted or unsubstituted arylene, substituted or unsubstituted heteroarylene; or a substituted or
unsubstituted spirocyclic linker. R^4 is independently a hydrogen, halogen, $-CX^d_3$, $-CN$, $-SO_2Cl$,
 $-SO_{n4}R^{22}$, $-SO_{v4}NR^{19}R^{20}$, $-NHNH_2$, $-ONR^{19}R^{20}$, $-NHC=(O)NHNH_2$, $-NHC=(O)NR^{19}R^{20}$,
15 $-N(O)_{m4}$, $-NR^{19}R^{20}$, $-C(O)R^{21}$, $-C(O)-OR^{21}$, $-C(O)NR^{19}R^{20}$, $-OR^{22}$, $-NR^{19}SO_2R^{22}$, $-NR^{19}C=$
 $(O)R^{21}$,
 $-NR^{19}C(O)-OR^{21}$, $-NR^{19}OR^{21}$, $-OCX^d_3$, substituted or unsubstituted alkyl, substituted or
unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted
heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl. R^9 ,
20 R^{10} , R^{11} , R^{12} , R^{13} , R^{14} , R^{15} , R^{16} , R^{17} , R^{18} , R^{19} , R^{20} , R^{21} , and R^{22} are independently hydrogen,
halogen, $-CX_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-SO_4H$, $-$
 SO_2NH_2 , $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHSO_2H$, $-NHC=(O)H$, $-$
 $NHC(O)-OH$, $-NHOH$, $-OCX_3$, $-OCHX_2$, $-CF_3$, $-OCF_3$, substituted or unsubstituted alkyl,
substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or
25 unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted
heteroaryl; R^{11} and R^{12} substituents bonded to the same nitrogen atom may optionally be joined
to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;
 R^{15} and R^{16} substituents bonded to the same nitrogen atom may optionally be joined to form a
substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; R^{19} and
30 R^{20} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted
or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl. The symbol n is an
integer from 0 to 5. The symbols m_1 , m_2 , m_3 , m_4 , v_1 , v_2 , v_3 , and v_4 are independently 1 or 2.
The symbols n_1 , n_2 , n_3 , and n_4 are independently an integer from 0 to 4. The symbols X , X^a , X^b ,
 X^c and X^d are independently $-Cl$, $-Br$, $-I$, or $-F$.

[0139] In an embodiment, the compound has the formula (I):



- or a pharmaceutically acceptable salt thereof. R^1 is independently a hydrogen, halogen, $-NR^2R^3$, $-CX^a_3$, $-CN$, $-SO_2Cl$, $-SO_{n1}R^{10}$, $-SO_{v1}NR^2R^3$, $-NHN R^2R^3$, $-ONR^2R^3$, $-NHC=(O)NHN R^2R^3$, $-NHC=(O)NR^2R^3$, $-N(O)_{m1}$, $-C(O)R^9$, $-C(O)-OR^9$, $-C(O)NR^2R^3$, $-OR^{10}$, $-NR^2SO_2R^{10}$, $-NR^2C=(O)R^9$, $-NR^2C(O)-OR^9$, $-NR^2OR^9$, $-OCX^a_3$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl. R^2 is independently a hydrogen, halogen, $-CX^b_3$, $-CN$, $-SO_2Cl$, $-SO_{n2}R^{14}$, $-SO_{v2}NR^{11}R^{12}$, $-NHNH_2$, $-ONR^{11}R^{12}$, $-NHC=(O)NHNH_2$, $-NHC=(O)NR^{11}R^{12}$, $-N(O)_{m2}$, $-NR^{11}R^{12}$, $-C(O)R^{13}$, $-C(O)-OR^{13}$, $-C(O)NR^{11}R^{12}$, $-OR^{14}$, $-NR^{11}SO_2R^{14}$, $-NR^{11}C=(O)R^{13}$, $-NR^{11}C(O)-OR^{13}$, $-NR^{11}OR^{13}$, $-OCX^b_3$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl. R^3 is independently a hydrogen, halogen, $-CX^c_3$, $-CN$, $-SO_2Cl$, $-SO_{n3}R^{18}$, $-SO_{v3}NR^{15}R^{16}$, $-NHNH_2$, $-ONR^{15}R^{16}$, $-NHC=(O)NHNH_2$, $-NHC=(O)NR^{15}R^{16}$, $-N(O)_{m3}$, $-NR^{15}R^{16}$, $-C(O)R^{17}$, $-C(O)-OR^{17}$, $-C(O)NR^{15}R^{16}$, $-OR^{18}$, $-NR^{15}SO_2R^{18}$, $-NR^{15}C=(O)R^{17}$, $-NR^{15}C(O)-OR^{17}$, $-NR^{15}OR^{17}$, $-OCX^c_3$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl. R^2 and R^3 substituents may optionally be joined to form a substituted or unsubstituted heterocycloalkyl, or substituted or unsubstituted heteroaryl. L is independently a bond, $-NR^4-$, $-NR^4C(O)-$, $-C(O)NR^4-$, $-O-$, $-S-$, $-C(O)-$, $-S(O)-$, $-S(O)_2-$, substituted or unsubstituted alkylene, substituted or unsubstituted heteroalkylene, substituted or unsubstituted cycloalkylene, substituted or unsubstituted heterocycloalkylene, substituted or unsubstituted arylene, substituted or unsubstituted heteroarylene; or a substituted or unsubstituted spirocyclic linker. R^4 is independently a hydrogen, halogen, $-CX^d_3$, $-CN$, $-SO_2Cl$, $-SO_{n4}R^{22}$, $-SO_{v4}NR^{19}R^{20}$, $-NHNH_2$, $-ONR^{19}R^{20}$, $-NHC=(O)NHNH_2$, $-NHC=(O)NR^{19}R^{20}$, $-N(O)_{m4}$, $-NR^{19}R^{20}$, $-C(O)R^{21}$, $-C(O)-OR^{21}$, $-C(O)NR^{19}R^{20}$, $-OR^{22}$, $-NR^{19}SO_2R^{22}$, $-NR^{19}C=(O)R^{21}$, $-NR^{19}C(O)-OR^{21}$, $-NR^{19}OR^{21}$, $-OCX^d_3$, substituted or

unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl. R^9 , R^{10} , R^{11} , R^{12} , R^{13} , R^{14} , R^{15} , R^{16} , R^{17} , R^{18} , R^{19} , R^{20} , R^{21} , and R^{22} are independently hydrogen,

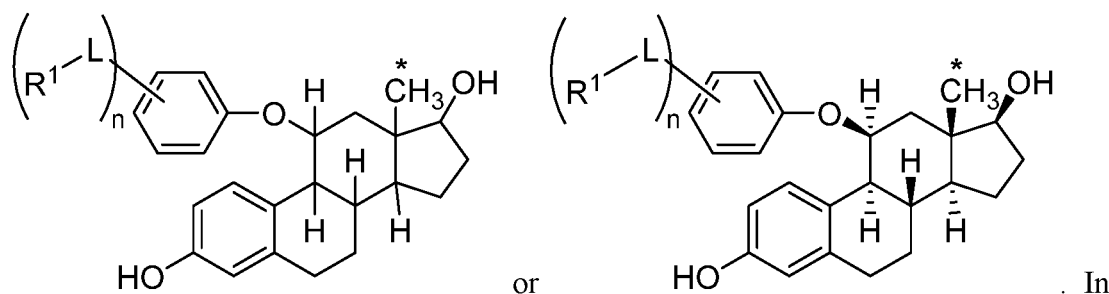
5 halogen, $-CX_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC(=O)NHNH_2$, $-NHC(=O)NH_2$, $-NHSO_2H$, $-NHC(O)H$, $-NHC(O)OH$, $-NHOH$, $-OCX_3$, $-OCHX_2$, $-CF_3$, $-OCF_3$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted

10 heteroaryl; R^{11} and R^{12} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; R^{15} and R^{16} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; R^{19} and R^{20} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted

15 or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl. The symbol n is an integer from 0 to 5. The symbols m_1 , m_2 , m_3 , m_4 , v_1 , v_2 , v_3 , and v_4 are independently 1 or 2. The symbols n_1 , n_2 , n_3 , and n_4 are independently an integer from 0 to 4. The symbols X , X^a , X^b , X^c and X^d are independently $-Cl$, $-Br$, $-I$, or $-F$.

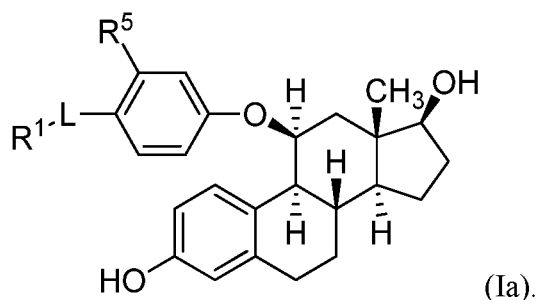
[0140] For compounds described herein, the $-CH_3$ as indicated by an asterisk in the

20 structures below, may be replaced with an unsubstituted C_1 - C_{10} alkyl:



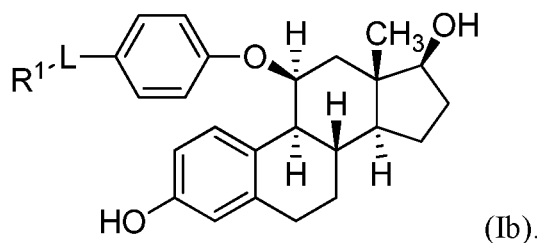
embodiments, the $-CH_3$ as indicated by the asterisk in these structures may be replaced with an unsubstituted C_1 - C_5 alkyl.

[0141] In embodiments, the compound has the formula (1a):



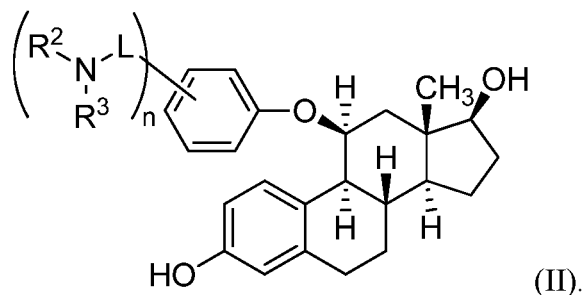
The variables L and R¹ are as described herein. R⁵ is independently a hydrogen, halogen, -CX^e₃, -CN, -SO₂Cl, -SO_{n5}R²⁶, -SO_{v5}NR²³R²⁴, -NHNH₂, -ONR²³R²⁴, -NHC=(O)NHNH₂, -NHC=(O)NR²³R²⁴, -N(O)_{m5}, -NR²³R²⁴, -C(O)R²⁵, -C(O)-OR²⁵, -C(O)NR²³R²⁴, -OR²⁶, -NR²³SO₂R²⁶, -NR²³C=(O)R²⁵, -NR²³C(O)-OR²⁵, -NR²³OR²⁵, -OCX^e₃, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl. R²³, R²⁴, R²⁵, and R²⁶ are independently hydrogen, halogen, -CX₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCX₃, -OCHX₂, -CF₃, -OCF₃, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl. R²³ and R²⁴ substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl. The symbols m₅ and v₅ are independently 1 or 2. The symbol n₅ is independently an integer from 0 to 4. The symbol X^e is independently -Cl, -Br, -I, or -F.

[0142] In embodiments, the compound has the formula (1b):



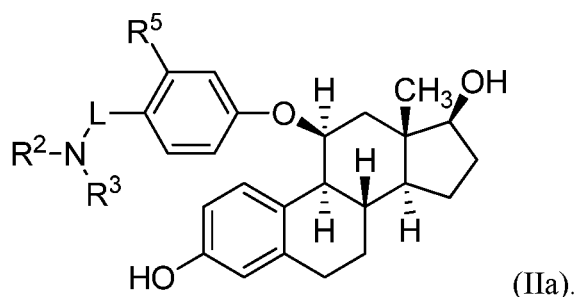
The variables L and R¹ are as described herein.

[0143] In embodiments, the compound has the formula (II):



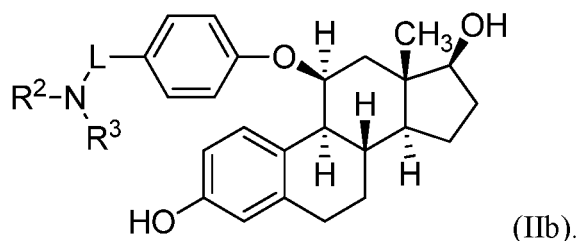
The variables L, n, R², and R³ are as described herein.

[0144] In embodiments, the compound has the formula(IIa):



5 The variables L, R², R³, and R⁵ are as described herein.

[0145] In embodiments, the compound has the formula (IIb):



The variables L, R², and R³ are as described herein.

[0146] In embodiments, R¹ is independently halogen, -NR²R³, -CX^a₃, -CN, -SO₂Cl, -SO_{n1}R¹⁰,
 10 -SO_{v1}NR²R³, -NHN²R³, -ONR²R³, -NHC=(O)NHN²R³, -NHC=(O)NR²R³, -N(O)_{m1},
 -C(O)R⁹, -C(O)-OR⁹, -C(O)NR²R³, -OR¹⁰, -NR²SO₂R¹⁰, -NR²C=(O)R⁹, -NR²C(O)-OR⁹,
 -NR²OR⁹, -OCX^a₃, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl,
 substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted
 or unsubstituted aryl, or substituted or unsubstituted heteroaryl. In embodiments, R¹ is
 15 independently hydrogen. In embodiments, R¹ is independently -NR²R³. In embodiments, R¹ is
 independently -NH₂. In embodiments, R¹ is independently -CF₃. In embodiments, R¹ is
 independently -CCl₃. In embodiments, R¹ is independently -N(O)₂. In embodiments, R¹ is
 independently halogen. In embodiments, R¹ is independently -F. In embodiments, R¹ is
 independently -Cl. In embodiments, R¹ is independently -Br. In embodiments, R¹ is

independently -I. In embodiments, R^1 is independently substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl. In embodiments, R^1 is independently unsubstituted cycloalkyl, unsubstituted heterocycloalkyl, unsubstituted aryl, or unsubstituted heteroaryl.

5 **[0147]** In embodiments, R^1 is independently substituted or unsubstituted C_3 - C_8 cycloalkyl. In embodiments, R^1 is independently unsubstituted C_3 - C_8 cycloalkyl. In embodiments, R^1 is independently substituted or unsubstituted C_3 - C_7 cycloalkyl. In embodiments, R^1 is independently unsubstituted C_3 - C_7 cycloalkyl. In embodiments, R^1 is independently substituted or unsubstituted 3 to 8 membered heterocycloalkyl. In embodiments, R^1 is independently unsubstituted 3 to 8 membered heterocycloalkyl. In embodiments, R^1 is independently substituted or unsubstituted 3 to 7 membered heterocycloalkyl. In embodiments, R^1 is independently unsubstituted 3 to 7 membered heterocycloalkyl. In embodiments, R^1 is independently substituted or unsubstituted C_6 - C_{12} aryl. In embodiments, R^1 is independently unsubstituted C_6 - C_{12} aryl. In embodiments, R^1 is independently substituted or unsubstituted C_6 -
10 C_{10} aryl. In embodiments, R^1 is independently unsubstituted C_6 - C_{10} aryl. In embodiments, R^1 is independently substituted or unsubstituted 5 to 10 membered heteroaryl. In embodiments, R^1 is independently unsubstituted 5 to 10 membered heteroaryl. In embodiments, R^1 is independently substituted or unsubstituted 5 to 9 membered heteroaryl. In embodiments, R^1 is independently unsubstituted 5 to 9 membered heteroaryl. In embodiments, R^1 is independently piperidine. In
20 embodiments, R^1 is independently piperazine. In embodiments, R^1 is independently pyridine. In embodiments, R^1 is independently pyrazine. In embodiments, R^1 is independently dimethylamino. In embodiments, R^1 is independently dimethylaminoethyl. In embodiments, R^1 is independently dimethylaminopropyl. In embodiments, R^1 is independently ethylmorpholinyl. In embodiments, R^1 is independently morpholinyl.

25 **[0148]** In embodiments, R^2 is independently halogen, $-CX^b_3$, $-CN$, $-SO_2Cl$, $-SO_nR^{14}$, $-SO_{v_2}NR^{11}R^{12}$, $-NHNH_2$, $-ONR^{11}R^{12}$, $-NHC=(O)NHNH_2$, $-NHC=(O)NR^{11}R^{12}$, $-N(O)_{m_2}$, $-NR^{11}R^{12}$, $-C(O)R^{13}$, $-C(O)-OR^{13}$, $-C(O)NR^{11}R^{12}$, $-OR^{14}$, $-NR^{11}SO_2R^{14}$, $-NR^{11}C=(O)R^{13}$, $-NR^{11}C(O)-OR^{13}$, $-NR^{11}OR^{13}$, $-OCX^b_3$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted
30 heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl. In embodiments, R^2 is independently hydrogen. In embodiments, R^2 is independently halogen. In embodiments, R^2 is independently substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl.

[0149] In embodiments, R^2 is independently substituted or unsubstituted C_1 - C_{12} alkyl. In
embodiments, R^2 is independently unsubstituted C_1 - C_{12} alkyl. In embodiments, R^2 is
independently substituted or unsubstituted C_1 - C_8 alkyl. In embodiments, R^2 is independently
unsubstituted C_1 - C_8 alkyl. In embodiments, R^2 is independently substituted or unsubstituted C_1 -
5 C_4 alkyl. In embodiments, R^2 is independently unsubstituted C_1 - C_4 alkyl. In embodiments, R^2 is
independently unsubstituted methyl. In embodiments, R^2 is independently unsubstituted ethyl.
In embodiments, R^2 is independently unsubstituted propyl. In embodiments, R^2 is independently
substituted or unsubstituted 2 to 12 membered heteroalkyl. In embodiments, R^2 is independently
unsubstituted 2 to 12 membered heteroalkyl. In embodiments, R^2 is independently substituted or
10 unsubstituted 2 to 8 membered heteroalkyl. In embodiments, R^2 is independently unsubstituted 2
to 8 membered heteroalkyl. In embodiments, R^2 is independently substituted or unsubstituted 2
to 4 membered heteroalkyl. In embodiments, R^2 is independently unsubstituted 2 to 4 membered
heteroalkyl. In embodiments, R^2 is independently substituted or unsubstituted alkyl or
substituted or unsubstituted heteroalkyl. In embodiments, R^2 is independently substituted or
15 unsubstituted (C_1 - C_{10}) alkyl or substituted or unsubstituted 2 to 10 membered heteroalkyl.

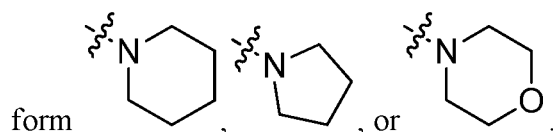
[0150] In embodiments, R^3 is independently a halogen, $-CX^c_3$, $-CN$, $-SO_2Cl$, $-SO_{n3}R^{18}$,
 $-SO_{v3}NR^{15}R^{16}$, $-NHNH_2$, $-ONR^{15}R^{16}$, $-NHC(=O)NHNH_2$, $-NHC(=O)NR^{15}R^{16}$,
 $-N(O)_{m3}$, $-NR^{15}R^{16}$, $-C(O)R^{17}$, $-C(O)-OR^{17}$, $-C(O)NR^{15}R^{16}$, $-OR^{18}$, $-NR^{15}SO_2R^{18}$, $-NR^{15}C=$
20 $(O)R^{17}$,
 $-NR^{15}C(O)-OR^{17}$, $-NR^{15}OR^{17}$, $-OCX^c_3$, substituted or unsubstituted alkyl, substituted or
unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted
heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl. In
embodiments, R^3 is independently hydrogen. In embodiments, R^3 is independently halogen. In
embodiments, R^3 is independently substituted or unsubstituted alkyl, substituted or unsubstituted
25 heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl,
substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl.

[0151] In embodiments, R^3 is independently substituted or unsubstituted C_1 - C_{12} alkyl. In
embodiments, R^3 is independently unsubstituted C_1 - C_{12} alkyl. In embodiments, R^3 is
independently substituted or unsubstituted C_1 - C_8 alkyl. In embodiments, R^3 is independently
unsubstituted C_1 - C_8 alkyl. In embodiments, R^3 is independently substituted or unsubstituted C_1 -
30 C_4 alkyl. In embodiments, R^3 is independently unsubstituted C_1 - C_4 alkyl. In embodiments, R^3 is
independently unsubstituted methyl. In embodiments, R^3 is independently unsubstituted ethyl.
In embodiments, R^3 is independently unsubstituted propyl. In embodiments, R^3 is independently
substituted or unsubstituted 2 to 12 membered heteroalkyl. In embodiments, R^3 is independently

unsubstituted 2 to 12 membered heteroalkyl. In embodiments, R³ is independently substituted or unsubstituted 2 to 8 membered heteroalkyl. In embodiments, R³ is independently unsubstituted 2 to 8 membered heteroalkyl. In embodiments, R³ is independently substituted or unsubstituted 2 to 4 membered heteroalkyl. In embodiments, R³ is independently unsubstituted 2 to 4 membered heteroalkyl. In embodiments, R³ is independently substituted or unsubstituted alkyl or substituted or unsubstituted heteroalkyl. In embodiments, R³ is independently substituted or unsubstituted (C₁-C₁₀) alkyl or substituted or unsubstituted 2 to 10 membered heteroalkyl.

[0152] In embodiments, R² and R³ substituents may optionally be joined to form a substituted or unsubstituted heterocycloalkyl, or substituted or unsubstituted heteroaryl. In embodiments, R² and R³ substituents are joined to form a substituted or unsubstituted heterocycloalkyl. In embodiments, R² and R³ substituents are joined to form an unsubstituted heterocycloalkyl. In embodiments, R² and R³ substituents are joined to form a substituted or unsubstituted 3 to 8 membered heterocycloalkyl. In embodiments, R² and R³ substituents are joined to form an unsubstituted 3 to 8 membered heterocycloalkyl. In embodiments, R² and R³ substituents are joined to form a substituted or unsubstituted 3 to 7 membered heterocycloalkyl. In embodiments, R² and R³ substituents are joined to form an unsubstituted 3 to 7 membered heterocycloalkyl. In embodiments, R² and R³ substituents are joined to form a substituted or unsubstituted 3 to 6 membered heterocycloalkyl. In embodiments, R² and R³ substituents are joined to form an unsubstituted 3 to 6 membered heterocycloalkyl.

[0153] In embodiments, R² and R³ substituents are joined to form a substituted or unsubstituted heteroaryl. In embodiments, R² and R³ substituents are joined to form an unsubstituted heteroaryl. In embodiments, R² and R³ substituents are joined to form a substituted or unsubstituted 5 to 10 membered heteroaryl. In embodiments, R² and R³ substituents are joined to form an unsubstituted 5 to 10 membered heteroaryl. In embodiments, R² and R³ substituents are joined to form a substituted or unsubstituted 5 to 9 membered heteroaryl. In embodiments, R² and R³ substituents are joined to form an unsubstituted 5 to 9 membered heteroaryl. In embodiments, R² and R³ substituents are joined to form a substituted or unsubstituted 5 to 6 membered heteroaryl. In embodiments, R² and R³ substituents are joined to form an unsubstituted 5 to 6 membered heteroaryl. In embodiments, R² and R³ substituents are joined to



[0154] In embodiments, L is independently a bond, -NR⁴-, -NR⁴C(O)-, -C(O)NR⁴-, -O-, -S-, -C(O)-, -S(O)-, -S(O)₂-, substituted or unsubstituted alkylene, substituted or unsubstituted

heteroalkylene, substituted or unsubstituted cycloalkylene, substituted or unsubstituted heterocycloalkylene, substituted or unsubstituted arylene, or substituted or unsubstituted heteroarylene. In embodiments, L is independently a bond. In embodiments, L is independently $-NR^4-$. In embodiments, L is independently $-NR^4C(O)-$. In embodiments, L is independently $-C(O)NR^4-$. In embodiments, L is independently $-O-$. In embodiments, L is independently $-S-$. In embodiments, L is independently $-C(O)-$. In embodiments, L is independently $-S(O)-$. In embodiments, L is independently $-S(O)_2-$. In embodiments, L is independently substituted or unsubstituted alkylene. In embodiments, L is independently unsubstituted alkylene.

10 **[0155]** In embodiments, L is independently substituted or unsubstituted C_1-C_{12} alkylene. In embodiments, L is independently unsubstituted C_1-C_{12} alkylene. In embodiments, L is independently substituted or unsubstituted C_1-C_8 alkylene. In embodiments, L is independently unsubstituted C_1-C_8 alkylene. In embodiments, L is independently substituted or unsubstituted C_1-C_6 alkylene. In embodiments, L is independently unsubstituted C_1-C_6 alkylene. In
15 embodiments, L is independently substituted or unsubstituted C_1-C_4 alkylene. In embodiments, L is independently unsubstituted C_1-C_4 alkylene. In embodiments, L is independently unsubstituted methylene. In embodiments, L is independently unsubstituted ethylene. In embodiments, L is independently unsubstituted propylene. In embodiments, L is independently unsubstituted butylene. In embodiments, L is independently substituted or unsubstituted heteroalkylene. In
20 embodiments, L is independently unsubstituted heteroalkylene. In embodiments, L is independently substituted or unsubstituted 2 to 12 membered heteroalkylene. In embodiments, L is independently unsubstituted 2 to 12 membered heteroalkylene. In embodiments, L is independently substituted or unsubstituted 2 to 8 membered heteroalkylene. In embodiments, L is independently unsubstituted 2 to 8 membered heteroalkylene. In embodiments, L is
25 independently substituted or unsubstituted 2 to 6 membered heteroalkylene. In embodiments, L is independently unsubstituted 2 to 6 membered heteroalkylene. In embodiments, L is independently substituted or unsubstituted 2 to 4 membered heteroalkylene. In embodiments, L is independently unsubstituted 2 to 4 membered heteroalkylene. In embodiments, L is
30 independently substituted or unsubstituted cycloalkylene. In embodiments, L is independently substituted or unsubstituted C_3-C_8 cycloalkylene. In embodiments, L is independently substituted or unsubstituted heterocycloalkylene. In embodiments, L is independently unsubstituted heterocycloalkylene. In embodiments, L is independently substituted or unsubstituted 3 to 8 membered heterocycloalkylene. In embodiments, L is
35 independently unsubstituted 3 to 8 membered heterocycloalkylene. In embodiments, L is

independently substituted or unsubstituted arylene. In embodiments, L is independently unsubstituted arylene. In embodiments, L is independently substituted or unsubstituted C₆-C₁₀ arylene. In embodiments, L is independently unsubstituted C₆-C₁₀ arylene. In embodiments, L is independently substituted or unsubstituted heteroarylene. In embodiments, L is independently unsubstituted heteroarylene. In embodiments, L is independently substituted or unsubstituted 5 to 10 membered heteroarylene. In embodiments, L is independently unsubstituted 5 to 10 membered heteroarylene.

[0156] In embodiments, L is independently -NH-(substituted or unsubstituted alkylene). In embodiments, L is independently -NH-(unsubstituted alkylene). In embodiments, L is independently -NH-(substituted or unsubstituted (C₁-C₈) alkylene). In embodiments, L is independently -NH-(unsubstituted (C₁-C₈) alkylene). In embodiments, L is independently -NH-(substituted or unsubstituted (C₁-C₄) alkylene). In embodiments, L is independently -NH-(unsubstituted (C₁-C₄) alkylene). In embodiments, L is independently -NH-(unsubstituted methylene). In embodiments, L is independently -NH-(unsubstituted ethylene). In embodiments, L is independently -NH-(unsubstituted propylene). In embodiments, L is independently -NH-(unsubstituted butylene). In embodiments, L is independently -NH-(unsubstituted n-propylene). In embodiments, L is independently -NH-(unsubstituted n-butylene). In embodiments, L is independently -NHC(O)-(substituted or unsubstituted alkylene). In embodiments, L is independently -NHC(O)-(unsubstituted alkylene). In embodiments, L is independently -NHC(O)-(substituted or unsubstituted (C₁-C₈) alkylene). In embodiments, L is independently -NHC(O)-(unsubstituted (C₁-C₈) alkylene). In embodiments, L is independently -NHC(O)-(substituted or unsubstituted (C₁-C₄) alkylene). In embodiments, L is independently -NHC(O)-(unsubstituted (C₁-C₄) alkylene). In embodiments, L is independently -NHC(O)-(unsubstituted methylene). In embodiments, L is independently -NHC(O)-(unsubstituted ethylene). In embodiments, L is independently -NHC(O)-(unsubstituted propylene). In embodiments, L is independently -NHC(O)-(unsubstituted butylene). In embodiments, L is independently -NHC(O)-(unsubstituted n-propylene). In embodiments, L is independently -NHC(O)-(unsubstituted n-butylene).

[0157] In embodiments, R⁴ is independently a hydrogen, halogen, -CX^d₃, -CN, -SO₂Cl, -SO_{n4}R²², -SO_{v4}NR¹⁹R²⁰, -NHNH₂, -ONR¹⁹R²⁰, -NHC(=O)NHNH₂, -NHC(=O)NR¹⁹R²⁰, -N(O)_{m4}, -NR¹⁹R²⁰, -C(O)R²¹, -C(O)-OR²¹, -C(O)NR¹⁹R²⁰, -OR²², -NR¹⁹SO₂R²², -NR¹⁹C(=O)R²¹, -NR¹⁹C(O)-OR²¹, -NR¹⁹OR²¹, -OCX^d₃, substituted or unsubstituted alkyl, substituted or

unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl. In embodiments, R^4 is independently hydrogen. In embodiments, R^4 is independently substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl.

[0158] In embodiments, R^4 is independently substituted or unsubstituted C_1 - C_{12} alkyl. In embodiments, R^4 is independently unsubstituted C_1 - C_{12} alkyl. In embodiments, R^4 is independently substituted or unsubstituted C_1 - C_8 alkyl. In embodiments, R^4 is independently unsubstituted C_1 - C_8 alkyl. In embodiments, R^4 is independently substituted or unsubstituted C_1 - C_4 alkyl. In embodiments, R^4 is independently unsubstituted C_1 - C_4 alkyl. In embodiments, R^4 is independently unsubstituted methyl. In embodiments, R^4 is independently unsubstituted ethyl. In embodiments, R^4 is independently unsubstituted propyl. In embodiments, R^4 is independently substituted or unsubstituted 2 to 12 membered heteroalkyl. In embodiments, R^4 is independently unsubstituted 2 to 12 membered heteroalkyl. In embodiments, R^4 is independently substituted or unsubstituted 2 to 8 membered heteroalkyl. In embodiments, R^4 is independently unsubstituted 2 to 8 membered heteroalkyl. In embodiments, R^4 is independently substituted or unsubstituted 2 to 4 membered heteroalkyl. In embodiments, R^4 is independently unsubstituted 2 to 4 membered heteroalkyl. In embodiments, R^4 is independently substituted or unsubstituted alkyl or substituted or unsubstituted heteroalkyl. In embodiments, R^4 is independently substituted or unsubstituted (C_1 - C_{10}) alkyl or substituted or unsubstituted 2 to 10 membered heteroalkyl. In embodiments, R^4 is independently unsubstituted methyl. In embodiments, R^4 is independently unsubstituted cycloalkyl, unsubstituted heterocycloalkyl, unsubstituted aryl, or unsubstituted heteroaryl. In embodiments, R^4 is independently substituted or unsubstituted C_3 - C_8 cycloalkyl. In embodiments, R^4 is independently unsubstituted C_3 - C_8 cycloalkyl. In embodiments, R^4 is independently substituted or unsubstituted C_3 - C_7 cycloalkyl. In embodiments, R^4 is independently unsubstituted C_3 - C_7 cycloalkyl.

[0159] In embodiments, R^4 is independently substituted or unsubstituted 3 to 8 membered heterocycloalkyl. In embodiments, R^4 is independently unsubstituted 3 to 8 membered heterocycloalkyl. In embodiments, R^4 is independently substituted or unsubstituted 3 to 7 membered heterocycloalkyl. In embodiments, R^4 is independently unsubstituted 3 to 7 membered heterocycloalkyl. In embodiments, R^4 is independently substituted or unsubstituted C_6 - C_{12} aryl. In embodiments, R^4 is independently unsubstituted C_6 - C_{12} aryl. In embodiments, R^4 is independently substituted or unsubstituted C_6 - C_{10} aryl. In embodiments, R^4 is independently unsubstituted C_6 - C_{10} aryl. In embodiments, R^4 is independently substituted or unsubstituted 5 to

10 membered heteroaryl. In embodiments, R^4 is independently unsubstituted 5 to 10 membered heteroaryl. In embodiments, R^4 is independently substituted or unsubstituted 5 to 9 membered heteroaryl. In embodiments, R^4 is independently unsubstituted 5 to 9 membered heteroaryl.

[0160] In embodiments, R^5 is independently a halogen, $-CX^e_3$, $-CN$, $-SO_2Cl$, $-SO_{n5}R^{26}$,
 5 $-SO_{v5}NR^{23}R^{24}$, $-NHNH_2$, $-ONR^{23}R^{24}$, $-NHC=(O)NHNH_2$, $-NHC=(O)NR^{23}R^{24}$,
 $-N(O)_{m5}$, $-NR^{23}R^{24}$, $-C(O)R^{25}$, $-C(O)-OR^{25}$, $-C(O)NR^{23}R^{24}$, $-OR^{26}$, $-NR^{23}SO_2R^{26}$, $-NR^{23}C=$
 $(O)R^{25}$,
 $-NR^{23}C(O)-OR^{25}$, $-NR^{23}OR^{25}$, $-OCX^e_3$, substituted or unsubstituted alkyl, substituted or
 unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted
 10 heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl. In
 embodiments, R^5 is independently hydrogen. In embodiments, R^5 is independently substituted or
 unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted
 cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or
 substituted or unsubstituted heteroaryl. In embodiments, R^5 is independently $-NH_2$. In
 15 embodiments, R^5 is independently $-CF_3$. In embodiments, R^5 is independently $-CCl_3$. In
 embodiments, R^5 is independently $-N(O)_2$. In embodiments, R^5 is independently halogen. In
 embodiments, R^5 is independently $-F$. In embodiments, R^5 is independently $-Cl$. In
 embodiments, R^5 is independently $-Br$. In embodiments, R^5 is independently $-I$. In
 20 embodiments, R^5 is independently substituted or unsubstituted cycloalkyl, substituted or
 unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted
 heteroaryl.

[0161] In embodiments, R^5 is independently substituted or unsubstituted C_1-C_{12} alkyl. In
 embodiments, R^5 is independently unsubstituted C_1-C_{12} alkyl. In embodiments, R^5 is
 independently substituted or unsubstituted C_1-C_8 alkyl. In embodiments, R^5 is independently
 25 unsubstituted C_1-C_8 alkyl. In embodiments, R^5 is independently substituted or unsubstituted C_1-
 C_4 alkyl. In embodiments, R^5 is independently unsubstituted C_1-C_4 alkyl. In embodiments, R^5 is
 independently unsubstituted methyl. In embodiments, R^5 is independently unsubstituted ethyl.
 In embodiments, R^5 is independently unsubstituted propyl. In embodiments, R^5 is independently
 substituted or unsubstituted 2 to 12 membered heteroalkyl. In embodiments, R^5 is independently
 30 unsubstituted 2 to 12 membered heteroalkyl. In embodiments, R^5 is independently substituted or
 unsubstituted 2 to 8 membered heteroalkyl. In embodiments, R^5 is independently unsubstituted 2
 to 8 membered heteroalkyl. In embodiments, R^5 is independently substituted or unsubstituted 2
 to 4 membered heteroalkyl. In embodiments, R^5 is independently unsubstituted 2 to 4 membered
 heteroalkyl. In embodiments, R^5 is independently substituted or unsubstituted alkyl or

substituted or unsubstituted heteroalkyl. In embodiments, R^5 is independently substituted or unsubstituted (C_1 - C_{10}) alkyl or substituted or unsubstituted 2 to 10 membered heteroalkyl.

[0162] In embodiments, R^5 is independently unsubstituted cycloalkyl, unsubstituted heterocycloalkyl, unsubstituted aryl, or unsubstituted heteroaryl. In embodiments, R^5 is independently substituted or unsubstituted C_3 - C_8 cycloalkyl. In embodiments, R^5 is independently unsubstituted C_3 - C_8 cycloalkyl. In embodiments, R^5 is independently substituted or unsubstituted C_3 - C_7 cycloalkyl. In embodiments, R^5 is independently substituted or unsubstituted 3 to 8 membered heterocycloalkyl. In embodiments, R^5 is independently unsubstituted 3 to 8 membered heterocycloalkyl. In embodiments, R^5 is independently substituted or unsubstituted 3 to 7 membered heterocycloalkyl. In embodiments, R^5 is independently unsubstituted 3 to 7 membered heterocycloalkyl.

[0163] In embodiments, R^5 is independently substituted or unsubstituted C_6 - C_{12} aryl. In embodiments, R^5 is independently unsubstituted C_6 - C_{12} aryl. In embodiments, R^5 is independently substituted or unsubstituted C_6 - C_{10} aryl. In embodiments, R^5 is independently unsubstituted C_6 - C_{10} aryl. In embodiments, R^5 is independently substituted or unsubstituted 5 to 10 membered heteroaryl. In embodiments, R^5 is independently unsubstituted 5 to 10 membered heteroaryl. In embodiments, R^5 is independently substituted or unsubstituted 5 to 9 membered heteroaryl. In embodiments, R^5 is independently unsubstituted 5 to 9 membered heteroaryl.

[0164] In embodiments, R^5 is independently $-CX^e_3$. In embodiments, R^5 is independently $-CN$. In embodiments, R^5 is independently $-SO_2Cl$. In embodiments, R^5 is independently $-SO_{n5}R^{26}$. In embodiments, R^5 is independently $-SO_{v5}NR^{23}R^{24}$. In embodiments, R^5 is independently $-NHNH_2$. In embodiments, R^5 is independently $-ONR^{23}R^{24}$. In embodiments, R^5 is independently $-NHC=(O)NHNH_2$. In embodiments, R^5 is independently $-NHC=(O)NR^{23}R^{24}$. In embodiments, R^5 is independently $-N(O)_m5$. In embodiments, R^5 is independently $-NR^{23}R^{24}$. In embodiments, R^5 is independently $-C(O)R^{25}$. In embodiments, R^5 is independently $-C(O)-OR^{25}$. In embodiments, R^5 is independently $-C(O)NR^{23}R^{24}$. In embodiments, R^5 is independently $-OR^{26}$. In embodiments, R^5 is independently $-NR^{23}SO_2R^{26}$. In embodiments, R^5 is independently $-NR^{23}C=(O)R^{25}$. In embodiments, R^5 is independently $-NR^{23}C(O)-OR^{25}$. In embodiments, R^5 is independently $-NR^{23}OR^{25}$. In embodiments, R^5 is independently $-OCX^e_3$. In embodiments, R^5 is independently a hydrogen, halogen, $-CX^e_3$, or unsubstituted alkyl. In embodiments, R^5 is independently a hydrogen, $-F$, $-CF_3$, or unsubstituted methyl.

[0165] In embodiments, each R^9 , R^{10} , R^{11} , R^{12} , R^{13} , R^{14} , R^{15} , R^{16} , R^{17} , R^{18} , R^{19} , R^{20} , R^{21} , R^{22} , R^{23} , R^{24} , R^{25} , and R^{26} are independently hydrogen, halogen, $-CX_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC(O)NHNH_2$, $-NHC(O)NH_2$, $-NHSO_2H$, $-NHC(O)H$, $-NHC(O)-$

5 OH , $-NHOH$, $-OCX_3$, $-OCHX_2$, $-CF_3$, $-OCF_3$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl. In embodiments, R^9 , R^{10} , R^{11} , R^{12} , R^{13} , R^{14} , R^{15} , R^{16} , R^{17} , R^{18} , R^{19} , R^{20} , R^{21} , R^{22} , R^{23} , R^{24} , R^{25} , or R^{26} is independently substituted or unsubstituted C_1 - C_{12} alkyl. In embodiments, R^9 , R^{10} , R^{11} , R^{12} , R^{13} , R^{14} , R^{15} , R^{16} , R^{17} , R^{18} , R^{19} , R^{20} , R^{21} , R^{22} , R^{23} , R^{24} , R^{25} , or R^{26} is independently unsubstituted C_1 - C_{12} alkyl. In embodiments, R^9 , R^{10} , R^{11} , R^{12} , R^{13} , R^{14} , R^{15} , R^{16} , R^{17} , R^{18} , R^{19} , R^{20} , R^{21} , R^{22} , R^{23} , R^{24} , R^{25} , or R^{26} is independently substituted or unsubstituted C_1 - C_8 alkyl. In embodiments, R^9 , R^{10} , R^{11} , R^{12} , R^{13} , R^{14} , R^{15} , R^{16} , R^{17} , R^{18} , R^{19} , R^{20} , R^{21} , R^{22} , R^{23} , R^{24} , R^{25} , or R^{26} is independently unsubstituted C_1 - C_8 alkyl. In embodiments, R^9 , R^{10} , R^{11} , R^{12} , R^{13} , R^{14} , R^{15} , R^{16} , R^{17} , R^{18} , R^{19} , R^{20} , R^{21} , R^{22} , R^{23} , R^{24} , R^{25} , or R^{26} is independently substituted or unsubstituted C_1 - C_4 alkyl. In embodiments, R^9 , R^{10} , R^{11} , R^{12} , R^{13} , R^{14} , R^{15} , R^{16} , R^{17} , R^{18} , R^{19} , R^{20} , R^{21} , R^{22} , R^{23} , R^{24} , R^{25} , or R^{26} is independently unsubstituted C_1 - C_4 alkyl.

[0166] In embodiments, R^9 , R^{10} , R^{11} , R^{12} , R^{13} , R^{14} , R^{15} , R^{16} , R^{17} , R^{18} , R^{19} , R^{20} , R^{21} , R^{22} , R^{23} , R^{24} , R^{25} , or R^{26} is independently substituted or unsubstituted 2 to 12 membered heteroalkyl. In embodiments, R^9 , R^{10} , R^{11} , R^{12} , R^{13} , R^{14} , R^{15} , R^{16} , R^{17} , R^{18} , R^{19} , R^{20} , R^{21} , R^{22} , R^{23} , R^{24} , R^{25} , or R^{26} is independently unsubstituted 2 to 12 membered heteroalkyl. In embodiments, R^9 , R^{10} , R^{11} , R^{12} , R^{13} , R^{14} , R^{15} , R^{16} , R^{17} , R^{18} , R^{19} , R^{20} , R^{21} , R^{22} , R^{23} , R^{24} , R^{25} , or R^{26} is independently substituted or unsubstituted 2 to 8 membered heteroalkyl. In embodiments, R^9 , R^{10} , R^{11} , R^{12} , R^{13} , R^{14} , R^{15} , R^{16} , R^{17} , R^{18} , R^{19} , R^{20} , R^{21} , R^{22} , R^{23} , R^{24} , R^{25} , or R^{26} is independently unsubstituted 2 to 8 membered heteroalkyl. In embodiments, R^9 , R^{10} , R^{11} , R^{12} , R^{13} , R^{14} , R^{15} , R^{16} , R^{17} , R^{18} , R^{19} , R^{20} , R^{21} , R^{22} , R^{23} , R^{24} , R^{25} , or R^{26} is independently substituted or unsubstituted 2 to 4 membered heteroalkyl. In embodiments, R^9 , R^{10} , R^{11} , R^{12} , R^{13} , R^{14} , R^{15} , R^{16} , R^{17} , R^{18} , R^{19} , R^{20} , R^{21} , R^{22} , R^{23} , R^{24} , R^{25} , or R^{26} is independently unsubstituted 2 to 4 membered heteroalkyl. In embodiments, R^9 , R^{10} , R^{11} , R^{12} , R^{13} , R^{14} , R^{15} , R^{16} , R^{17} , R^{18} , R^{19} , R^{20} , R^{21} , R^{22} , R^{23} , R^{24} , R^{25} , or R^{26} is independently substituted or unsubstituted alkyl or substituted or unsubstituted heteroalkyl. In embodiments, R^9 , R^{10} , R^{11} , R^{12} , R^{13} , R^{14} , R^{15} , R^{16} , R^{17} , R^{18} , R^{19} , R^{20} , R^{21} , R^{22} , R^{23} , R^{24} , R^{25} , or R^{26} is independently substituted or unsubstituted (C_1 - C_{10}) alkyl or substituted or unsubstituted 2 to 10 membered heteroalkyl. In embodiments, R^9 , R^{10} , R^{11} , R^{12} , R^{13} , R^{14} , R^{15} , R^{16} , R^{17} , R^{18} , R^{19} , R^{20} , R^{21} , R^{22} , R^{23} , R^{24} , R^{25} , or R^{26} is independently unsubstituted methyl. In embodiments, R^9 ,

R^{14} , R^{15} , R^{16} , R^{17} , R^{18} , R^{19} , R^{20} , R^{21} , R^{22} , R^{23} , R^{24} , R^{25} , or R^{26} is independently unsubstituted 5 to 9 membered heteroaryl.

[0171] In embodiments, R^{11} and R^{12} substituents may optionally be joined to form a substituted or unsubstituted heterocycloalkyl, or substituted or unsubstituted heteroaryl. In embodiments, R^{11} and R^{12} substituents are joined to form a substituted or unsubstituted heterocycloalkyl. In embodiments, R^{11} and R^{12} substituents are joined to form an unsubstituted heterocycloalkyl. In embodiments, R^{11} and R^{12} substituents are joined to form a substituted or unsubstituted 3 to 8 membered heterocycloalkyl. In embodiments, R^{11} and R^{12} substituents are joined to form an unsubstituted 3 to 8 membered heterocycloalkyl. In embodiments, R^{11} and R^{12} substituents are joined to form a substituted or unsubstituted 3 to 7 membered heterocycloalkyl. In embodiments, R^{11} and R^{12} substituents are joined to form an unsubstituted 3 to 7 membered heterocycloalkyl. In embodiments, R^{11} and R^{12} substituents are joined to form a substituted or unsubstituted 3 to 6 membered heterocycloalkyl. In embodiments, R^{11} and R^{12} substituents are joined to form an unsubstituted 3 to 6 membered heterocycloalkyl.

[0172] In embodiments, R^{11} and R^{12} substituents are joined to form a substituted or unsubstituted heteroaryl. In embodiments, R^{11} and R^{12} substituents are joined to form an unsubstituted heteroaryl. In embodiments, R^{11} and R^{12} substituents are joined to form a substituted or unsubstituted 5 to 10 membered heteroaryl. In embodiments, R^{11} and R^{12} substituents are joined to form an unsubstituted 5 to 10 membered heteroaryl. In embodiments, R^{11} and R^{12} substituents are joined to form a substituted or unsubstituted 5 to 9 membered heteroaryl. In embodiments, R^{11} and R^{12} substituents are joined to form an unsubstituted 5 to 9 membered heteroaryl. In embodiments, R^{11} and R^{12} substituents are joined to form a substituted or unsubstituted 5 to 6 membered heteroaryl.

[0173] In embodiments, R^{15} and R^{16} substituents may optionally be joined to form a substituted or unsubstituted heterocycloalkyl, or substituted or unsubstituted heteroaryl. In embodiments, R^{15} and R^{16} substituents are joined to form a substituted or unsubstituted heterocycloalkyl. In embodiments, R^{15} and R^{16} substituents are joined to form an unsubstituted heterocycloalkyl. In embodiments, R^{15} and R^{16} substituents are joined to form a substituted or unsubstituted 3 to 8 membered heterocycloalkyl. In embodiments, R^{15} and R^{16} substituents are joined to form an unsubstituted 3 to 8 membered heterocycloalkyl. In embodiments, R^{15} and R^{16} substituents are joined to form a substituted or unsubstituted 3 to 7 membered heterocycloalkyl. In embodiments, R^{15} and R^{16} substituents are joined to form an unsubstituted 3 to 7 membered heterocycloalkyl. In embodiments, R^{15} and R^{16} substituents are joined to form a substituted or unsubstituted 3 to 6 membered heterocycloalkyl.

membered heterocycloalkyl. In embodiments, R¹⁵ and R¹⁶ substituents are joined to form an unsubstituted 3 to 6 membered heterocycloalkyl.

[0174] In embodiments, R¹⁵ and R¹⁶ substituents are joined to form a substituted or unsubstituted heteroaryl. In embodiments, R¹⁵ and R¹⁶ substituents are joined to form an unsubstituted heteroaryl. In embodiments, R¹⁵ and R¹⁶ substituents are joined to form a substituted or unsubstituted 5 to 10 membered heteroaryl. In embodiments, R¹⁵ and R¹⁶ substituents are joined to form an unsubstituted 5 to 10 membered heteroaryl. In embodiments, R¹⁵ and R¹⁶ substituents are joined to form a substituted or unsubstituted 5 to 9 membered heteroaryl. In embodiments, R¹⁵ and R¹⁶ substituents are joined to form an unsubstituted 5 to 9 membered heteroaryl. In embodiments, R¹⁵ and R¹⁶ substituents are joined to form a substituted or unsubstituted 5 to 6 membered heteroaryl.

[0175] In embodiments, R¹⁹ and R²⁰ substituents may optionally be joined to form a substituted or unsubstituted heterocycloalkyl, or substituted or unsubstituted heteroaryl. In embodiments, R¹⁹ and R²⁰ substituents are joined to form a substituted or unsubstituted heterocycloalkyl. In embodiments, R¹⁹ and R²⁰ substituents are joined to form an unsubstituted heterocycloalkyl. In embodiments, R¹⁹ and R²⁰ substituents are joined to form a substituted or unsubstituted 3 to 8 membered heterocycloalkyl. In embodiments, R¹⁹ and R²⁰ substituents are joined to form an unsubstituted 3 to 8 membered heterocycloalkyl. In embodiments, R¹⁹ and R²⁰ substituents are joined to form a substituted or unsubstituted 3 to 7 membered heterocycloalkyl. In embodiments, R¹⁹ and R²⁰ substituents are joined to form an unsubstituted 3 to 7 membered heterocycloalkyl. In embodiments, R¹⁹ and R²⁰ substituents are joined to form a substituted or unsubstituted 3 to 6 membered heterocycloalkyl. In embodiments, R¹⁹ and R²⁰ substituents are joined to form an unsubstituted 3 to 6 membered heterocycloalkyl.

[0176] In embodiments, R¹⁹ and R²⁰ substituents are joined to form a substituted or unsubstituted heteroaryl. In embodiments, R¹⁹ and R²⁰ substituents are joined to form an unsubstituted heteroaryl. In embodiments, R¹⁹ and R²⁰ substituents are joined to form a substituted or unsubstituted 5 to 10 membered heteroaryl. In embodiments, R¹⁹ and R²⁰ substituents are joined to form an unsubstituted 5 to 10 membered heteroaryl. In embodiments, R¹⁹ and R²⁰ substituents are joined to form a substituted or unsubstituted 5 to 9 membered heteroaryl. In embodiments, R¹⁹ and R²⁰ substituents are joined to form an unsubstituted 5 to 9 membered heteroaryl. In embodiments, R¹⁹ and R²⁰ substituents are joined to form a substituted or unsubstituted 5 to 6 membered heteroaryl.

[0177] In embodiments, R²³ and R²⁴ substituents may optionally be joined to form a substituted or unsubstituted heterocycloalkyl, or substituted or unsubstituted heteroaryl. In embodiments,

R^{23} and R^{24} substituents are joined to form a substituted or unsubstituted heterocycloalkyl. In
embodiments, R^{23} and R^{24} substituents are joined to form an unsubstituted heterocycloalkyl. In
embodiments, R^{23} and R^{24} substituents are joined to form a substituted or unsubstituted 3 to 8
5 membered heterocycloalkyl. In embodiments, R^{23} and R^{24} substituents are joined to form an
unsubstituted 3 to 8 membered heterocycloalkyl. In embodiments, R^{23} and R^{24} substituents are
joined to form a substituted or unsubstituted 3 to 7 membered heterocycloalkyl. In embodiments,
 R^{23} and R^{24} substituents are joined to form an unsubstituted 3 to 7 membered heterocycloalkyl.
In embodiments, R^{23} and R^{24} substituents are joined to form a substituted or unsubstituted 3 to 6
membered heterocycloalkyl. In embodiments, R^{23} and R^{24} substituents are joined to form an
10 unsubstituted 3 to 6 membered heterocycloalkyl.

[0178] In embodiments, R^{23} and R^{24} substituents are joined to form a substituted or
unsubstituted heteroaryl. In embodiments, R^{23} and R^{24} substituents are joined to form an
unsubstituted heteroaryl. In embodiments, R^{23} and R^{24} substituents are joined to form a
substituted or unsubstituted 5 to 10 membered heteroaryl. In embodiments, R^{23} and R^{24}
15 substituents are joined to form an unsubstituted 5 to 10 membered heteroaryl. In embodiments,
 R^{23} and R^{24} substituents are joined to form a substituted or unsubstituted 5 to 9 membered
heteroaryl. In embodiments, R^{23} and R^{24} substituents are joined to form an unsubstituted 5 to 9
membered heteroaryl. In embodiments, R^{23} and R^{24} substituents are joined to form a substituted
or unsubstituted 5 to 6 membered heteroaryl.

[0179] In embodiments, n is 0. In embodiments, n is 1. In embodiments, n is 2. In
embodiments, n is 3. In embodiments, n is 4. In embodiments, n is 5. In embodiments, m1 is 1.
In embodiments, m1 is 2. In embodiments, m2 is 1. In embodiments, m2 is 2. In embodiments,
m3 is 1. In embodiments, m3 is 2. In embodiments, m4 is 1. In embodiments, m4 is 2. In
embodiments, m5 is 1. In embodiments, m5 is 2. In embodiments, v1 is 1. In embodiments, v1
25 is 2. In embodiments, v2 is 1. In embodiments, v2 is 2. In embodiments, v3 is 1. In
embodiments, v3 is 2. In embodiments, v4 is 1. In embodiments, v4 is 2. In embodiments, v5 is
1. In embodiments, v5 is 2. In embodiments, n1 is 0. In embodiments, n1 is 1. In
embodiments, n1 is 2. In embodiments, n1 is 3. In embodiments, n1 is 4. In embodiments, n2 is
0. In embodiments, n2 is 1. In embodiments, n2 is 2. In embodiments, n2 is 3. In
30 embodiments, n2 is 4. In embodiments, n3 is 0. In embodiments, n3 is 1. In embodiments, n3 is
2. In embodiments, n3 is 3. In embodiments, n3 is 4. In embodiments, n4 is 0. In
embodiments, n4 is 1. In embodiments, n4 is 2. In embodiments, n4 is 3. In embodiments, n4 is
4. In embodiments, n5 is 0. In embodiments, n5 is 1. In embodiments, n5 is 2. In
embodiments, n5 is 3. In embodiments, n5 is 4.

[0180] In embodiments, X is independently -Cl. In embodiments, X is independently -Br. In
embodiments, X is independently -I. In embodiments, X is independently -F. In embodiments,
 X^a is independently -Cl. In embodiments, X^a is independently -Br. In embodiments, X^a is
independently -I. In embodiments, X^a is independently -F. In embodiments, X^b is independently
5 -Cl. In embodiments, X^b is independently -Br. In embodiments, X^b is independently -I. In
embodiments, X^b is independently -F. In embodiments, X^c is independently -Cl. In
embodiments, X^c is independently -Br. In embodiments, X^c is independently -I. In
embodiments, X^c is independently -F. In embodiments, X^d is independently -Cl. In
embodiments, X^d is independently -Br. In embodiments, X^d is independently -I. In
10 embodiments, X^d is independently -F. In embodiments, X^e is independently -Cl. In
embodiments, X^e is independently -Br. In embodiments, X^e is independently -I. In
embodiments, X^e is independently -F.

[0181] In embodiments, R^1 is independently hydrogen, oxo, halogen, -CF₃, -CN, -OH, -NH₂,
-COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂,
15 -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃,
-OCHF₂, R^{27} -substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl),
 R^{27} -substituted or unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6 membered
heteroalkyl, or 2 to 4 membered heteroalkyl), R^{27} -substituted or unsubstituted cycloalkyl (e.g. C₃-
C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R^{27} -substituted or unsubstituted
20 heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5
to 6 membered heterocycloalkyl), R^{27} -substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆
aryl), or R^{27} -substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9
membered heteroaryl, or 5 to 6 membered heteroaryl).

[0182] R^{27} is independently oxo,
25 halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -
SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -
NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R^{28} -substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl,
C₁-C₆ alkyl, or C₁-C₄ alkyl), R^{28} -substituted or unsubstituted heteroalkyl (e.g. 2 to 8 membered
heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R^{28} -substituted or
30 unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R^{28} -
substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8
membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R^{28} -substituted or
unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R^{28} -substituted or unsubstituted heteroaryl (e.g.
5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). In

embodiments, R²⁷ is piperidine. In embodiments, R²⁷ is piperazine. In embodiments, R²⁷ is pyridine. In embodiments, R²⁷ is pyrazine. In embodiments, R²⁷ is dimethylamino. In embodiments, R²⁷ is dimethylaminoethyl. In embodiments, R²⁷ is dimethylaminopropyl. In embodiments, R²⁷ is ethylmorpholinyl. In embodiments, R²⁷ is morpholinyl.

5 **[0183]** R²⁸ is independently oxo, halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R²⁹-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R²⁹-substituted or unsubstituted heteroalkyl (e.g. 2 to 8 membered
10 heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R²⁹-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R²⁹-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R²⁹-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R²⁹-substituted or unsubstituted heteroaryl (e.g.
15 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl). In embodiments, R²⁸ is piperidine. In embodiments, R²⁸ is piperazine. In embodiments, R²⁸ is pyridine. In embodiments, R²⁸ is pyrazine. In embodiments, R²⁸ is dimethylamino. In embodiments, R²⁸ is dimethylaminoethyl. In embodiments, R²⁸ is dimethylaminopropyl. In embodiments, R²⁸ is ethylmorpholinyl. In embodiments, R²⁸ is morpholinyl.

20 **[0184]** In embodiments, R² is independently hydrogen, oxo, halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R³⁰-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R³⁰-substituted or unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R³⁰-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R³⁰-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R³⁰-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R³⁰-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered
25 heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).
30 heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

[0185] R³⁰ is independently oxo, halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R³¹-substituted or

unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R³¹-substituted or unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R³¹-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R³¹-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R³¹-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R³¹-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

[0186] R³¹ is independently oxo,
 10 halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH,
 -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂,
 -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R³²-substituted or
 unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R³²-substituted or
 unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to
 15 4 membered heteroalkyl), R³²-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-
 C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R³²-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8
 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered
 heterocycloalkyl), R³²-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R³²-
 substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered
 20 heteroaryl, or 5 to 6 membered heteroaryl).

[0187] In embodiments, R³ is independently hydrogen, oxo, halogen, -CF₃, -CN, -OH, -NH₂,
 -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂,
 -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH,
 -OCF₃, -OCHF₂, R³³-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄
 25 alkyl), R³³-substituted or unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6
 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R³³-substituted or unsubstituted
 cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R³³-substituted or
 unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered
 heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R³³-substituted or unsubstituted aryl
 30 (e.g. 6 to 12 membered aryl or 6 membered aryl), or R³³-substituted or unsubstituted heteroaryl
 (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

[0188] R³³ is independently oxo,
 halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH,
 -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂,

-NHSO₂H, -NHC= (O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R³⁴-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R³⁴-substituted or unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R³⁴-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R³⁴-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R³⁴-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R³⁴-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

10 **[0189]** R³⁴ is independently oxo, halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC= (O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R³⁵-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R³⁵-substituted or unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R³⁵-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R³⁵-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R³⁵-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R³⁵-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

[0190] In embodiments, R⁴ is independently hydrogen, oxo, halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC= (O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R³⁶-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R³⁶-substituted or unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R³⁶-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R³⁶-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R³⁶-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R³⁶-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

[0191] R³⁶ is independently oxo, halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH,

-SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂,
 -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R³⁷-substituted or
 unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R³⁷-substituted or
 unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to
 5 4 membered heteroalkyl), R³⁷-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-
 C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R³⁷-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8
 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered
 heterocycloalkyl), R³⁷-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R³⁷-
 substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered
 10 heteroaryl, or 5 to 6 membered heteroaryl).

[0192] R³⁷ is independently oxo,
 halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH,
 -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂,
 -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R³⁸-substituted or
 15 unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R³⁸-substituted or
 unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to
 4 membered heteroalkyl), R³⁸-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-
 C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R³⁸-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8
 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered
 20 heterocycloalkyl), R³⁸-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R³⁸-
 substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered
 heteroaryl, or 5 to 6 membered heteroaryl).

[0193] In embodiments, R⁵ is independently hydrogen, oxo, halogen, -CF₃, -CN, -OH, -NH₂,
 -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂,
 25 -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH,
 -OCF₃, -OCHF₂, R³⁹-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄
 alkyl), R³⁹-substituted or unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6
 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R³⁹-substituted or unsubstituted
 cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R³⁹-substituted or
 30 unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered
 heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R³⁹-substituted or unsubstituted aryl
 (e.g. C₆-C₁₀ aryl or C₆ aryl), or R³⁹-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered
 heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

[0194] R^{39} is independently oxo, halogen, $-CF_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHSO_2H$, $-NHC=(O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCF_3$, $-OCHF_2$, R^{40} -substituted or unsubstituted alkyl (e.g. C_1 - C_8 alkyl, C_1 - C_6 alkyl, or C_1 - C_4 alkyl), R^{40} -substituted or unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R^{40} -substituted or unsubstituted cycloalkyl (e.g. C_3 - C_8 cycloalkyl, C_4 - C_8 cycloalkyl, or C_5 - C_6 cycloalkyl), R^{40} -substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R^{40} -substituted or unsubstituted aryl (e.g. C_6 - C_{10} aryl or C_6 aryl), or R^{40} -substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

[0195] R^{40} is independently oxo, halogen, $-CF_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHSO_2H$, $-NHC=(O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCF_3$, $-OCHF_2$, R^{41} -substituted or unsubstituted alkyl (e.g. C_1 - C_8 alkyl, C_1 - C_6 alkyl, or C_1 - C_4 alkyl), R^{41} -substituted or unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R^{41} -substituted or unsubstituted cycloalkyl (e.g. C_3 - C_8 cycloalkyl, C_4 - C_8 cycloalkyl, or C_5 - C_6 cycloalkyl), R^{41} -substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R^{41} -substituted or unsubstituted aryl (e.g. C_6 - C_{10} aryl or C_6 aryl), or R^{41} -substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

[0196] In embodiments, R^9 is independently hydrogen, oxo, halogen, $-CF_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHSO_2H$, $-NHC=(O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCF_3$, $-OCHF_2$, R^{42} -substituted or unsubstituted alkyl (e.g. C_1 - C_8 alkyl, C_1 - C_6 alkyl, or C_1 - C_4 alkyl), R^{42} -substituted or unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R^{42} -substituted or unsubstituted cycloalkyl (e.g. C_3 - C_8 cycloalkyl, C_4 - C_8 cycloalkyl, or C_5 - C_6 cycloalkyl), R^{42} -substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R^{42} -substituted or unsubstituted aryl

(e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁴²-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

[0197] R⁴² is independently oxo,

halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH,

- 5 -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂,
 -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R⁴³-substituted or
 unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁴³-substituted or
 unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to
 10 4 membered heteroalkyl), R⁴³-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-
 C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁴³-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8
 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered
 heterocycloalkyl), R⁴³-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁴³-
 substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered
 heteroaryl, or 5 to 6 membered heteroaryl).

- 15 **[0198]** R⁴³ is independently oxo,

halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH,

- SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂,
 -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R⁴⁴-substituted or
 unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁴⁴-substituted or
 20 unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to
 4 membered heteroalkyl), R⁴⁴-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-
 C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁴⁴-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8
 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered
 heterocycloalkyl), R⁴⁴-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁴⁴-
 25 substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered
 heteroaryl, or 5 to 6 membered heteroaryl).

[0199] In embodiments, R¹⁰ is independently hydrogen, oxo, halogen, -CF₃, -CN, -OH, -NH₂,

-COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂,

-NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH,

- 30 -OCF₃, -OCHF₂, R⁴⁵-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄
 alkyl), R⁴⁵-substituted or unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6
 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁴⁵-substituted or unsubstituted
 cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁴⁵-substituted or
 unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered

heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁴⁵-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁴⁵-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

[0200] R⁴⁵ is independently oxo,

5 halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH,
 -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂,
 -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R⁴⁶-substituted or
 unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁴⁶-substituted or
 unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to
 10 4 membered heteroalkyl), R⁴⁶-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-
 C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁴⁶-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8
 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered
 heterocycloalkyl), R⁴⁶-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁴⁶-
 substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered
 15 heteroaryl, or 5 to 6 membered heteroaryl).

[0201] R⁴⁶ is independently oxo,

halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH,
 -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂,
 -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R⁴⁷-substituted or
 20 unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁴⁷-substituted or
 unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to
 4 membered heteroalkyl), R⁴⁷-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-
 C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁴⁷-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8
 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered
 25 heterocycloalkyl), R⁴⁷-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁴⁷-
 substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered
 heteroaryl, or 5 to 6 membered heteroaryl).

[0202] In embodiments, R¹¹ is independently hydrogen, oxo, halogen, -CF₃, -CN, -OH, -NH₂,
 -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂,

30 -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH,
 -OCF₃, -OCHF₂, R⁴⁸-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄
 alkyl), R⁴⁸-substituted or unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6
 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁴⁸-substituted or unsubstituted
 cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁴⁸-substituted or

unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁴⁸-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁴⁸-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

5 **[0203]** R⁴⁸ is independently oxo, halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R⁴⁹-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁴⁹-substituted or
 10 unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁴⁹-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁴⁹-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁴⁹-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁴⁹-
 15 substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

[0204] R⁴⁹ is independently oxo, halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂,
 20 -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R⁵⁰-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁵⁰-substituted or unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁵⁰-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁵⁰-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8
 25 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁵⁰-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁵⁰-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

[0205] In embodiments, R¹² is independently hydrogen, oxo, halogen, -CF₃, -CN, -OH, -NH₂,
 30 -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R⁵¹-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁵¹-substituted or unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁵¹-substituted or unsubstituted

cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁵¹-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁵¹-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁵¹-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

[0206] R⁵¹ is independently oxo, halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R⁵²-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁵²-substituted or unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁵²-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁵²-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁵²-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁵²-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

[0207] R⁵² is independently oxo, halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R⁵³-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁵³-substituted or unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁵³-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁵³-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁵³-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁵³-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

[0208] In embodiments, R¹³ is independently hydrogen, oxo, halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R⁵⁴-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁵⁴-substituted or unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6

membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁵⁴-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁵⁴-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁵⁴-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁵⁴-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

[0209] R⁵⁴ is independently oxo, halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R⁵⁵-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁵⁵-substituted or unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁵⁵-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁵⁵-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁵⁵-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁵⁵-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

[0210] R⁵⁵ is independently oxo, halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R⁵⁶-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁵⁶-substituted or unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁵⁶-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁵⁶-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁵⁶-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁵⁶-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

[0211] In embodiments, R¹⁴ is independently hydrogen, oxo, halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R⁵⁷-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄

alkyl), R⁵⁷-substituted or unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁵⁷-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁵⁷-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁵⁷-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁵⁷-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

[0212] R⁵⁷ is independently oxo,

halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH,
 10 -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂,
 -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R⁵⁸-substituted or
 unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁵⁸-substituted or
 unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to
 4 membered heteroalkyl), R⁵⁸-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-
 15 C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁵⁸-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8
 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered
 heterocycloalkyl), R⁵⁸-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁵⁸-
 substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered
 heteroaryl, or 5 to 6 membered heteroaryl).

[0213] R⁵⁸ is independently oxo,

halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH,
 -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂,
 -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R⁵⁹-substituted or
 unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁵⁹-substituted or
 25 unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to
 4 membered heteroalkyl), R⁵⁹-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-
 C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁵⁹-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8
 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered
 heterocycloalkyl), R⁵⁹-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁵⁹-
 30 substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered
 heteroaryl, or 5 to 6 membered heteroaryl).

[0214] In some embodiments, R¹⁵ is independently hydrogen, oxo,

halogen, -CF₃, -CN, -OH, -NH₂,
 -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂,

-NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R⁶⁰-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁶⁰-substituted or unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁶⁰-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁶⁰-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁶⁰-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁶⁰-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

10 **[0215]** R⁶⁰ is independently oxo, halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R⁶¹-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁶¹-substituted or unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁶¹-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁶¹-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁶¹-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁶¹-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

25 **[0216]** R⁶¹ is independently oxo, halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R⁶²-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁶²-substituted or unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁶²-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁶²-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁶²-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁶²-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

[0217] In embodiments, R¹⁶ is independently hydrogen, oxo, halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NH₂SO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R⁶³-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁶³-substituted or unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁶³-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁶³-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁶³-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁶³-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

[0218] R⁶³ is independently oxo, halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NH₂SO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R⁶⁴-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁶⁴-substituted or unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁶⁴-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁶⁴-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁶⁴-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁶⁴-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

[0219] R⁶⁴ is independently oxo, halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NH₂SO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R⁶⁵-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁶⁵-substituted or unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁶⁵-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁶⁵-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁶⁵-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁶⁵-

substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

[0220] In embodiments, R^{17} is independently hydrogen, oxo, halogen, $-CF_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$,
 5 $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHSO_2H$, $-NHC=(O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCF_3$, $-OCHF_2$, R^{66} -substituted or unsubstituted alkyl (e.g. C_1-C_8 alkyl, C_1-C_6 alkyl, or C_1-C_4 alkyl), R^{66} -substituted or unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R^{66} -substituted or unsubstituted cycloalkyl (e.g. C_3-C_8 cycloalkyl, C_4-C_8 cycloalkyl, or C_5-C_6 cycloalkyl), R^{66} -substituted or
 10 unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R^{66} -substituted or unsubstituted aryl (e.g. C_6-C_{10} aryl or C_6 aryl), or R^{66} -substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

[0221] R^{66} is independently oxo,
 15 halogen, $-CF_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHSO_2H$, $-NHC=(O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCF_3$, $-OCHF_2$, R^{67} -substituted or unsubstituted alkyl (e.g. C_1-C_8 alkyl, C_1-C_6 alkyl, or C_1-C_4 alkyl), R^{67} -substituted or
 20 unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R^{67} -substituted or unsubstituted cycloalkyl (e.g. C_3-C_8 cycloalkyl, C_4-C_8 cycloalkyl, or C_5-C_6 cycloalkyl), R^{67} -substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R^{67} -substituted or unsubstituted aryl (e.g. C_6-C_{10} aryl or C_6 aryl), or R^{67} -
 25 substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

[0222] R^{67} is independently oxo,
 halogen, $-CF_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$,
 $-SO_2Cl$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$,
 $-NHSO_2H$, $-NHC=(O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCF_3$, $-OCHF_2$, R^{68} -substituted or
 30 unsubstituted alkyl (e.g. C_1-C_8 alkyl, C_1-C_6 alkyl, or C_1-C_4 alkyl), R^{68} -substituted or
 unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R^{68} -substituted or unsubstituted cycloalkyl (e.g. C_3-C_8 cycloalkyl, C_4-C_8 cycloalkyl, or C_5-C_6 cycloalkyl), R^{68} -substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered

heterocycloalkyl), R⁶⁸-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁶⁸-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

[0223] In embodiments, R¹⁸ is independently hydrogen, oxo, halogen, -CF₃, -CN, -OH, -NH₂,
 5 -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂,
 -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH,
 -OCF₃, -OCHF₂, R⁶⁹-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄
 alkyl), R⁶⁹-substituted or unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6
 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁶⁹-substituted or unsubstituted
 10 cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁶⁹-substituted or
 unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered
 heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁶⁹-substituted or unsubstituted aryl
 (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁶⁹-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered
 heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

[0224] R⁶⁹ is independently oxo,
 halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH,
 -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂,
 -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R⁷⁰-substituted or
 unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁷⁰-substituted or
 20 unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to
 4 membered heteroalkyl), R⁷⁰-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-
 C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁷⁰-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8
 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered
 heterocycloalkyl), R⁷⁰-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁷⁰-
 25 substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered
 heteroaryl, or 5 to 6 membered heteroaryl).

[0225] R⁷⁰ is independently oxo,
 halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH,
 -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂,
 30 -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R⁷¹-substituted or
 unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁷¹-substituted or
 unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to
 4 membered heteroalkyl), R⁷¹-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-
 C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁷¹-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8

membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁷¹-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁷¹-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

5 [0226] In embodiments, R¹⁹ is independently hydrogen, oxo, halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R⁷²-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁷²-substituted or unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁷²-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁷²-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁷²-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁷²-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

[0227] In embodiments, R²⁰ is independently hydrogen, oxo, halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R⁷³-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁷³-substituted or unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁷³-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁷³-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁷³-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁷³-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

[0228] In embodiments, R²¹ is independently hydrogen, oxo, halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R⁷⁴-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁷⁴-substituted or unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁷⁴-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁷⁴-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered

heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁷⁴-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁷⁴-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

[0229] In embodiments, R²² is independently hydrogen, oxo, halogen, -CF₃, -CN, -OH, -NH₂,
 5 -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂,
 -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH,
 -OCF₃, -OCHF₂, R⁷⁵-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄
 alkyl), R⁷⁵-substituted or unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6
 10 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁷⁵-substituted or unsubstituted
 cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁷⁵-substituted or
 unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered
 heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁷⁵-substituted or unsubstituted aryl
 (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁷⁵-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered
 heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

[0230] In embodiments, R²³ is independently hydrogen, oxo, halogen, -CF₃, -CN, -OH, -NH₂,
 -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂,
 -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH,
 -OCF₃, -OCHF₂, R⁷⁶-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄
 alkyl), R⁷⁶-substituted or unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6
 20 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁷⁶-substituted or unsubstituted
 cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁷⁶-substituted or
 unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered
 heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁷⁶-substituted or unsubstituted aryl
 (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁷⁶-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered
 25 heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

[0231] In embodiments, R²⁴ is independently hydrogen, oxo, halogen, -CF₃, -CN, -OH, -NH₂,
 -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂,
 -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NHSO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH,
 -OCF₃, -OCHF₂, R⁷⁷-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄
 30 alkyl), R⁷⁷-substituted or unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6
 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁷⁷-substituted or unsubstituted
 cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁷⁷-substituted or
 unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered
 heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁷⁷-substituted or unsubstituted aryl

(e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁷⁷-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

[0232] In embodiments, R²⁵ is independently hydrogen, oxo, halogen, -CF₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂,
 5 -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NH₂SO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R⁷⁸-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁷⁸-substituted or unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁷⁸-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁷⁸-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁷⁸-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁷⁸-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

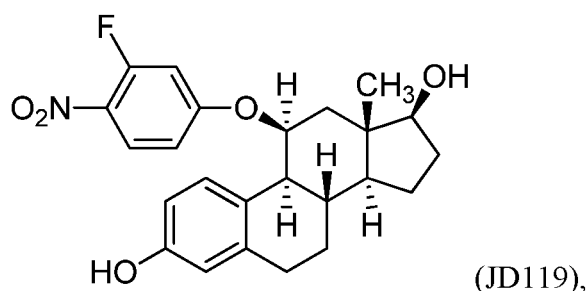
[0233] In embodiments, R²⁶ is independently hydrogen, oxo, halogen, -CF₃, -CN, -OH, -NH₂,
 15 -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NH₂SO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH, -OCF₃, -OCHF₂, R⁷⁹-substituted or unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), R⁷⁹-substituted or unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), R⁷⁹-substituted or unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), R⁷⁹-substituted or unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), R⁷⁹-substituted or unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or R⁷⁹-substituted or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

[0234] In embodiments, L is independently a bond, R⁸⁰-substituted or unsubstituted alkylene, R⁸⁰-substituted or unsubstituted heteroalkylene, R⁸⁰-substituted or unsubstituted cycloalkylene, R⁸⁰-substituted or unsubstituted heterocycloalkylene, R⁸⁰-substituted or unsubstituted arylene, or R⁸⁰-substituted or unsubstituted heteroarylene.

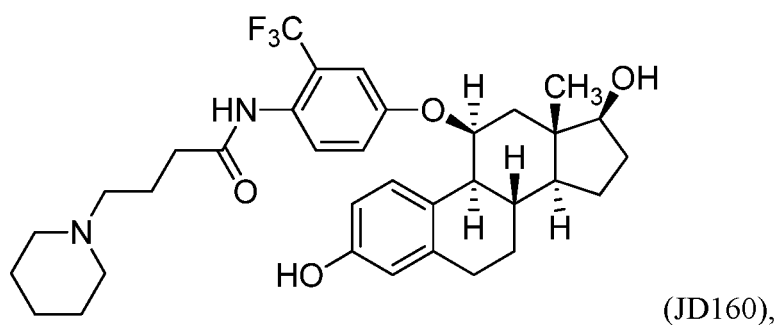
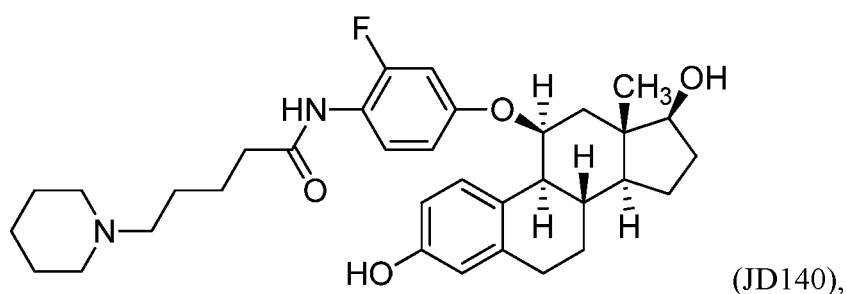
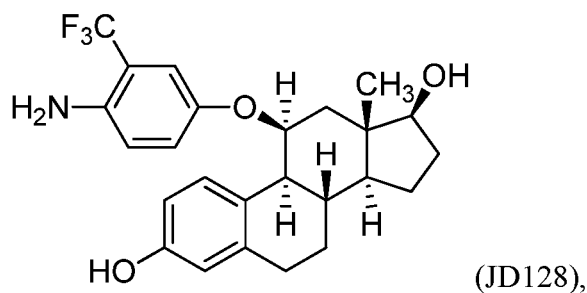
[0235] R²⁹, R³², R³⁵, R³⁸, R⁴¹, R⁴⁴, R⁴⁷, R⁵⁰, R⁵³, R⁵⁶, R⁵⁹, R⁶², R⁶⁵, R⁶⁸, R⁷¹, R⁷², R⁷³, R⁷⁴, R⁷⁵,
 30 R⁷⁶, R⁷⁷, R⁷⁸, R⁷⁹, and R⁸⁰ are independently oxo, halogen, -F, -Cl, -Br, -I, -CF₃, -CCl₃, -CN, -OH, -NH₂, -COOH, -CONH₂, -NO₂, -SH, -SO₂Cl, -SO₃H, -SO₄H, -SO₂NH₂, -NHNH₂, -ONH₂, -NHC=(O)NHNH₂, -NHC=(O)NH₂, -NH₂SO₂H, -NHC=(O)H, -NHC(O)-OH, -NHOH,

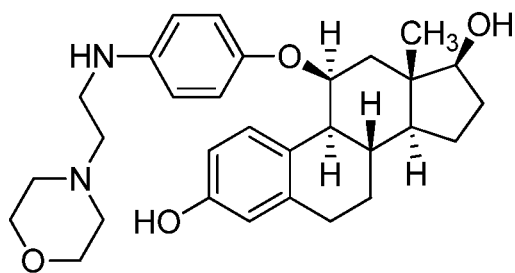
-OCF₃, -OCHF₂, unsubstituted alkyl (e.g. C₁-C₈ alkyl, C₁-C₆ alkyl, or C₁-C₄ alkyl), unsubstituted heteroalkyl (e.g. 2 to 8 membered heteroalkyl, 2 to 6 membered heteroalkyl, or 2 to 4 membered heteroalkyl), unsubstituted cycloalkyl (e.g. C₃-C₈ cycloalkyl, C₄-C₈ cycloalkyl, or C₅-C₆ cycloalkyl), unsubstituted heterocycloalkyl (e.g. 3 to 8 membered heterocycloalkyl, 4 to 8 membered heterocycloalkyl, or 5 to 6 membered heterocycloalkyl), unsubstituted aryl (e.g. C₆-C₁₀ aryl or C₆ aryl), or unsubstituted heteroaryl (e.g. 5 to 10 membered heteroaryl, 5 to 9 membered heteroaryl, or 5 to 6 membered heteroaryl).

[0236] In embodiments, the compound is

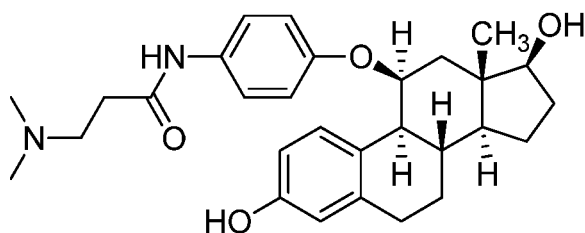


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(JD121), or



(JD109).

[0237] In embodiments, the compound is a compound described herein. In some
 5 embodiments, the compound is a compound selected from JD101 to JD160 (e.g., JD101, JD102,
 JD103, JD104, JD105, JD106, JD107, JD108, JD109, JD110, JD111, JD112, JD113, JD114,
 JD115, JD116, JD117, JD118, JD119, JD120, JD121, JD122, JD123, JD124, JD125, JD126,
 JD127, JD128, JD129, JD130, JD131, JD132, JD133, JD134, JD135, JD136, JD137, JD138,
 JD139, JD140, JD141, JD142, JD143, JD144, JD145, JD146, JD147, JD148, JD149, JD150,
 10 JD151, JD152, JD153, JD154, JD155, JD156, JD157, JD158, JD159, or JD160). In
 embodiments, the compound is not a compound selected from JD101 to JD160 (e.g., JD101,
 JD102, JD103, JD104, JD105, JD106, JD107, JD108, JD109, JD110, JD111, JD112, JD113,
 JD114, JD115, JD116, JD117, JD118, JD119, JD120, JD121, JD122, JD123, JD124, JD125,
 JD126, JD127, JD128, JD129, JD130, JD131, JD132, JD133, JD134, JD135, JD136, JD137,
 15 JD138, JD139, JD140, JD141, JD142, JD143, JD144, JD145, JD146, JD147, JD148, JD149,
 JD150, JD151, JD152, JD153, JD154, JD155, JD156, JD157, JD158, JD159, or JD160).

[0238] In embodiments, a compound as described herein may include multiple instances of R^1 ,
 R^2 , R^3 , R^4 , R^5 , R^9 , R^{10} , R^{11} , R^{12} , R^{13} , R^{14} , R^{15} , R^{16} , R^{17} , R^{18} , R^{19} , R^{20} , R^{21} , R^{22} , R^{23} , R^{24} , R^{25} , R^{26} ,
 m_1 , m_2 , m_3 , m_4 , m_5 , v_1 , v_2 , v_3 , v_4 , v_5 , n_1 , n_2 , n_3 , n_4 , n_5 , X , X^a , X^b , X^c , X^d and X^e , and/or other
 20 variables. In such embodiments, each variable may optional be different and be appropriately
 labeled to distinguish each group for greater clarity. For example, where each R^1 , R^2 , R^3 , R^4 , R^5 ,
 R^9 , R^{10} , R^{11} , R^{12} , R^{13} , R^{14} , R^{15} , R^{16} , R^{17} , R^{18} , R^{19} , R^{20} , R^{21} , R^{22} , R^{23} , R^{24} , R^{25} , R^{26} , m_1 , m_2 , m_3 ,
 m_4 , m_5 , v_1 , v_2 , v_3 , v_4 , v_5 , n_1 , n_2 , n_3 , n_4 , n_5 , X , X^a , X^b , X^c , X^d and X^e , is different, they may be
 25 referred to, for example, as $R^{1.1}$, $R^{1.2}$, $R^{1.3}$, $R^{1.4}$, $R^{1.5}$, $R^{2.1}$, $R^{2.2}$, $R^{2.3}$, $R^{2.4}$, $R^{2.5}$, $R^{3.1}$, $R^{3.2}$, $R^{3.3}$, $R^{3.4}$,
 $R^{3.5}$, $R^{4.1}$, $R^{4.2}$, $R^{4.3}$, $R^{4.4}$, $R^{4.5}$, $R^{5.1}$, $R^{5.2}$, $R^{5.3}$, $R^{5.4}$, $R^{5.5}$, $R^{9.1}$, $R^{9.2}$, $R^{9.3}$, $R^{9.4}$, $R^{9.5}$, $R^{10.1}$, $R^{10.2}$, $R^{10.3}$,
 $R^{10.4}$, $R^{10.5}$, $R^{11.1}$, $R^{11.2}$, $R^{11.3}$, $R^{11.4}$, $R^{11.5}$, $R^{12.1}$, $R^{12.2}$, $R^{12.3}$, $R^{12.4}$, $R^{12.5}$, $R^{13.1}$, $R^{13.2}$, $R^{13.3}$, $R^{13.4}$,

$R^{13.5}, R^{14.1}, R^{14.2}, R^{14.3}, R^{14.4}, R^{14.5}, R^{15.1}, R^{15.2}, R^{15.3}, R^{15.4}, R^{15.5}, R^{16.1}, R^{16.2}, R^{16.3}, R^{16.4}, R^{16.5},$
 $R^{17.1}, R^{17.2}, R^{17.3}, R^{17.4}, R^{17.5}, R^{18.1}, R^{18.2}, R^{18.3}, R^{18.4}, R^{18.5}, R^{19.1}, R^{19.2}, R^{19.3}, R^{19.4}, R^{19.5}, R^{20.1},$
 $R^{20.2}, R^{20.3}, R^{20.4}, R^{20.5}, R^{21.1}, R^{21.2}, R^{21.3}, R^{21.4}, R^{21.5}, R^{22.1}, R^{22.2}, R^{22.3}, R^{22.4}, R^{22.5}, R^{23.1}, R^{23.2},$
 $R^{23.3}, R^{23.4}, R^{23.5}, R^{24.1}, R^{24.2}, R^{24.3}, R^{24.4}, R^{24.5}, R^{25.1}, R^{25.2}, R^{25.3}, R^{25.4}, R^{25.5}, R^{26.1}, R^{26.2}, R^{26.3},$
5 $R^{26.4}, R^{26.5}, m1^1, m1^2, m1^3, m1^4, m1^5, m2^1, m2^2, m2^3, m2^4, m2^5, m3^1, m3^2, m3^3, m3^4, m3^5, m4^1,$
 $m4^2, m4^3, m4^4, m4^5, m5^1, m5^2, m5^3, m5^4, m5^5, v1^1, v1^2, v1^3, v1^4, v1^5, v2^1, v2^2, v2^3, v2^4, v2^5, v3^1,$
 $v3^2, v3^3, v3^4, v3^5, v4^1, v4^2, v4^3, v4^4, v4^5, v5^1, v5^2, v5^3, v5^4, v5^5, n1^1, n1^2, n1^3, n1^4, n1^5, n2^1, n2^2,$
 $n2^3, n2^4, n2^5, n3^1, n3^2, n3^3, n3^4, n3^5, n4^1, n4^2, n4^3, n4^4, n4^5, n5^1, n5^2, n5^3, n5^4, n5^5, X^1, X^2, X^3, X^4,$
 $X^5, X^{a1}, X^{a2}, X^{a3}, X^{a4}, X^{a5}, X^{b1}, X^{b2}, X^{b3}, X^{b4}, X^{b5}, X^{c1}, X^{c2}, X^{c3}, X^{c4}, X^{c5}, X^{d1}, X^{d2}, X^{d3}, X^{d4},$
10 $X^{d5}, X^{e1}, X^{e2}, X^{e3}, X^{e4},$ and/or X^{e5} , respectively, wherein the definition of R^1 is assumed by $R^{1.1},$
 $R^{1.2}, R^{1.3}, R^{1.4},$ and/or $R^{1.5}$, wherein the definition of R^2 is assumed by $R^{2.1}, R^{2.2}, R^{2.3}, R^{2.4},$ and/or
 $R^{2.5}$, wherein the definition of R^3 is assumed by $R^{3.1}, R^{3.2}, R^{3.3}, R^{3.4},$ and/or $R^{3.5}$, wherein the
definition of R^4 is assumed by $R^{4.1}, R^{4.2}, R^{4.3}, R^{4.4},$ and/or $R^{4.5}$, wherein the definition of R^5 is
assumed by $R^{5.1}, R^{5.2}, R^{5.3}, R^{5.4},$ and/or $R^{5.5}$, wherein the definition of R^9 is assumed by $R^{9.1}, R^{9.2},$
15 $R^{9.3}, R^{9.4},$ and/or $R^{9.5}$, wherein the definition of R^{10} is assumed by $R^{10.1}, R^{10.2}, R^{10.3}, R^{10.4},$ and/or
 $R^{10.5}$, wherein the definition of R^{11} is assumed by $R^{11.1}, R^{11.2}, R^{11.3}, R^{11.4},$ and/or $R^{11.5}$, wherein the
definition of R^{12} is assumed by $R^{12.1}, R^{12.2}, R^{12.3}, R^{12.4},$ and/or $R^{12.5}$, wherein the definition of R^{13}
is assumed by $R^{13.1}, R^{13.2}, R^{13.3}, R^{13.4},$ and/or $R^{13.5}$, wherein the definition of R^{14} is assumed by
 $R^{14.1}, R^{14.2}, R^{14.3}, R^{14.4},$ and/or $R^{14.5}$, wherein the definition of R^{15} is assumed by $R^{15.1}, R^{15.2}, R^{15.3},$
20 $R^{15.4},$ and/or $R^{15.5}$, wherein the definition of R^{16} is assumed by $R^{16.1}, R^{16.2}, R^{16.3}, R^{16.4},$ and/or
 $R^{16.5}$, wherein the definition of R^{17} is assumed by $R^{17.1}, R^{17.2}, R^{17.3}, R^{17.4},$ and/or $R^{17.5}$, wherein the
definition of R^{18} is assumed by $R^{18.1}, R^{18.2}, R^{18.3}, R^{18.4},$ and/or $R^{18.5}$, wherein the definition of R^{19}
is assumed by $R^{19.1}, R^{19.2}, R^{19.3}, R^{19.4},$ and/or $R^{19.5}$, wherein the definition of R^{20} is assumed by
 $R^{20.1}, R^{20.2}, R^{20.3}, R^{20.4},$ and/or $R^{20.5}$, wherein the definition of R^{21} is assumed by $R^{21.1}, R^{21.2}, R^{21.3},$
25 $R^{21.4},$ and/or $R^{21.5}$, wherein the definition of R^{22} is assumed by $R^{22.1}, R^{22.2}, R^{22.3}, R^{22.4},$ and/or
 $R^{22.5}$, wherein the definition of R^{23} is assumed by $R^{23.1}, R^{23.2}, R^{23.3}, R^{23.4},$ and/or $R^{23.5}$, wherein the
definition of R^{24} is assumed by $R^{24.1}, R^{24.2}, R^{24.3}, R^{24.4},$ and/or $R^{24.5}$, wherein the definition of R^{25}
is assumed by $R^{25.1}, R^{25.2}, R^{25.3}, R^{25.4},$ and/or $R^{25.5}$, wherein the definition of R^{26} is assumed by
 $R^{26.1}, R^{26.2}, R^{26.3}, R^{26.4},$ and/or $R^{26.5}$, wherein the definition of $m1$ is assumed by $m1^1, m1^2, m1^3,$
30 $m1^4,$ and/or $m1^5$, wherein the definition of $m2$ is assumed by $m2^1, m2^2, m2^3, m2^4,$ and/or $m2^5$,
wherein the definition of $m3$ is assumed by $m3^1, m3^2, m3^3, m3^4,$ and/or $m3^5$, wherein the
definition of $m4$ is assumed by $m4^1, m4^2, m4^3, m4^4,$ and/or $m4^5$, wherein the definition of $m5$ is
assumed by $m5^1, m5^2, m5^3, m5^4,$ and/or $m5^5$, wherein the definition of $v1$ is assumed by $v1^1, v1^2,$
 $v1^3, v1^4,$ and/or $v1^5$, wherein the definition of $v2$ is assumed by $v2^1, v2^2, v2^3, v2^4,$ and/or $v2^5,$
35 wherein the definition of $v3$ is assumed by $v3^1, v3^2, v3^3, v3^4,$ and/or $v3^5$, wherein the definition

of v_4 is assumed by $v_4^1, v_4^2, v_4^3, v_4^4$, and/or v_4^5 , wherein the definition of v_5 is assumed by $v_5^1, v_5^2, v_5^3, v_5^4$, and/or v_5^5 , wherein the definition of n_1 is assumed by $n_1^1, n_1^2, n_1^3, n_1^4$, and/or n_1^5 , wherein the definition of n_2 is assumed by $n_2^1, n_2^2, n_2^3, n_2^4$, and/or n_2^5 , wherein the definition of n_3 is assumed by $n_3^1, n_3^2, n_3^3, n_3^4$, and/or n_3^5 , wherein the definition of n_4 is assumed by $n_4^1, n_4^2, n_4^3, n_4^4$, and/or n_4^5 , wherein the definition of n_5 is assumed by $n_5^1, n_5^2, n_5^3, n_5^4$, and/or n_5^5 , wherein the definition of X is assumed by X^1, X^2, X^3, X^4 , and/or X^5 , wherein the definition of X^a is assumed by $X^{a1}, X^{a2}, X^{a3}, X^{a4}$, and/or X^{a5} , wherein the definition of X^b is assumed by $X^{b1}, X^{b2}, X^{b3}, X^{b4}$, and/or X^{b5} , wherein the definition of X^c is assumed by $X^{c1}, X^{c2}, X^{c3}, X^{c4}$, and/or X^{c5} , wherein the definition of X^d is assumed by $X^{d1}, X^{d2}, X^{d3}, X^{d4}$, and/or X^{d5} , wherein the definition of X^e is assumed by $X^{e1}, X^{e2}, X^{e3}, X^{e4}$, and/or X^{e5} . The variables used within a definition of $R^1, R^2, R^3, R^4, R^5, R^9, R^{10}, R^{11}, R^{12}, R^{13}, R^{14}, R^{15}, R^{16}, R^{17}, R^{18}, R^{19}, R^{20}, R^{21}, R^{22}, R^{23}, R^{24}, R^{25}, R^{26}, m_1, m_2, m_3, m_4, m_5, v_1, v_2, v_3, v_4, v_5, n_1, n_2, n_3, n_4, n_5, X, X^a, X^b, X^c, X^d$ and X^e , and/or other variables that appear at multiple instances and are different may similarly be appropriately labeled to distinguish each group for greater clarity.

[0239] In embodiments, the compound competes with estrogen for binding to estrogen receptor (ER). In embodiments, the compound competes with 4-hydroxy tamoxifen for binding to ER. In embodiments, the compound binds the ligand binding domain of ER. In embodiments, the compound modulates the conformation of helix 12 of ER relative to the conformation of helix 12 when estrogen is bound to ER. In embodiments, the compound modulates (e.g., reduces relative to estrogen bound ER) the binding of ER to estrogen response elements. In embodiments, the compound modulates (e.g., reduces relative to estrogen bound ER) the phosphorylation of ER. In embodiments, the compound modulates (e.g., reduces relative to estrogen bound ER) the activity of a cellular pathway (e.g., ras-MAPK containing pathway, PI3K/AKT containing pathway, Shc containing pathway, Src kinase containing pathway, JAK/STAT containing pathway, nitric oxide synthase pathway, VEGF secretion pathway). In embodiments, the compound modulates (e.g., reduces relative to estrogen bound ER) DNA synthesis. In embodiments, the compound modulates (e.g., reduces relative to estrogen bound ER) cell growth. In embodiments, the compound modulates (e.g., reduces relative to estrogen bound ER) cell proliferation. In embodiments, the compound modulates (e.g., reduces relative to estrogen bound ER) epithelial cell proliferation. In embodiments, the compound modulates (e.g., increases relative to estrogen bound ER) the degradation of ER. In embodiments, the compound modulates (e.g., increases relative to estrogen bound ER) the ubiquitination of ER. In embodiments, the compound modulates (e.g., increases relative to estrogen bound ER) the degradation of ER by the proteasome.

[0240] In embodiments, the composition includes a CDK4 inhibitor. In embodiments, the composition does not include a CDK6 inhibitor. In embodiments, the composition includes a CDK6 inhibitor. In embodiments, the composition does not include a CDK4 inhibitor.

5 [0241] In accordance with the aspects of the present disclosure, it was unexpectedly and surprisingly found that the compounds described herein synergizes with an amount of a CDK4 inhibitor or a CDK6 inhibitor to elicit enhanced inhibition of cell proliferation of cancer cells, such as NSCLC cells, as compared to when used individually and separately (i.e., monotherapy treatment).

10 [0242] In embodiments, the compound and the CDK4 inhibitor are present in the composition in a synergistic amount.

[0243] In embodiments, the compound and the CDK6 inhibitor are present in the composition in a synergistic amount.

15 [0244] In embodiments, a synergistic amount may be about 0.1, 0.2, 0.3, 0.4, 0.5, 0.6, 0.7, 0.8, 0.9, 1.0, 1.1, 1.2, 1.3, 1.4, 1.5, 1.6, 1.7, 1.8, 1.9, 2.0, 2.1, 2.2, 2.3, 2.4, 2.5, 2.6, 2.7, 2.8, 2.9, 3.0, 3.1, 3.2, 3.3, 3.4, 3.5, 3.6, 3.7, 3.8, 3.9, 4.0, 4.1, 4.2, 4.3, 4.4, 4.5, 4.6, 4.7, 4.8, 4.9, 5.0, 5.1, 5.2, 5.3, 5.4, 5.5, 5.6, 5.7, 5.8, 5.9, 6.0, 6.1, 6.2, 6.3, 6.4, 6.5, 6.6, 6.7, 6.8, 6.9, 7.0, 7.1, 7.2, 7.3, 7.4, 7.5, 7.6, 7.7, 7.8, 7.9, 8.0, 8.1, 8.2, 8.3, 8.4, 8.5, 8.6, 8.7, 8.8, 8.9, 9.0, 9.1, 9.2, 9.3, 9.4, 9.5, 9.6, 9.7, 9.8, 9.9, 10.0, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 20 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, or 99% of the compound when administered individually and separately from the CDK4 inhibitor or the CDK6 inhibitor.

25 [0245] In embodiments, a synergistic amount may be about 0.1, 0.2, 0.3, 0.4, 0.5, 0.6, 0.7, 0.8, 0.9, 1.0, 1.1, 1.2, 1.3, 1.4, 1.5, 1.6, 1.7, 1.8, 1.9, 2.0, 2.1, 2.2, 2.3, 2.4, 2.5, 2.6, 2.7, 2.8, 2.9, 3.0, 3.1, 3.2, 3.3, 3.4, 3.5, 3.6, 3.7, 3.8, 3.9, 4.0, 4.1, 4.2, 4.3, 4.4, 4.5, 4.6, 4.7, 4.8, 4.9, 5.0, 5.1, 5.2, 5.3, 5.4, 5.5, 5.6, 5.7, 5.8, 5.9, 6.0, 6.1, 6.2, 6.3, 6.4, 6.5, 6.6, 6.7, 6.8, 6.9, 7.0, 7.1, 7.2, 7.3, 7.4, 7.5, 7.6, 7.7, 7.8, 7.9, 8.0, 8.1, 8.2, 8.3, 8.4, 8.5, 8.6, 8.7, 8.8, 8.9, 9.0, 9.1, 9.2, 9.3, 9.4, 9.5, 9.6, 9.7, 9.8, 9.9, 10.0, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 30 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, or 99% of the amount of the CDK4 inhibitor or the CDK6 inhibitor when administered individually and separately from the compound.

[0246] The synergistic effect may be a compound activity decreasing effect and/or a CDK4 inhibitor or CDK6 inhibitor decreasing effect. In embodiments, synergy between the compound and the CDK4 inhibitor or the CDK6 inhibitor may result in about 0.1, 0.2, 0.3, 0.4, 0.5, 0.6, 0.7, 0.8, 0.9, 1.0, 1.1, 1.2, 1.3, 1.4, 1.5, 1.6, 1.7, 1.8, 1.9, 2.0, 2.1, 2.2, 2.3, 2.4, 2.5, 2.6, 2.7, 2.8, 2.9, 3.0, 3.1, 3.2, 3.3, 3.4, 3.5, 3.6, 3.7, 3.8, 3.9, 4.0, 4.1, 4.2, 4.3, 4.4, 4.5, 4.6, 4.7, 4.8, 4.9, 5.0, 5.1, 5.2, 5.3, 5.4, 5.5, 5.6, 5.7, 5.8, 5.9, 6.0, 6.1, 6.2, 6.3, 6.4, 6.5, 6.6, 6.7, 6.8, 6.9, 7.0, 7.1, 7.2, 7.3, 7.4, 7.5, 7.6, 7.7, 7.8, 7.9, 8.0, 8.1, 8.2, 8.3, 8.4, 8.5, 8.6, 8.7, 8.8, 8.9, 9.0, 9.1, 9.2, 9.3, 9.4, 9.5, 9.6, 9.7, 9.8, 9.9, 10.0, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, or 100% greater decrease (e.g., decrease of the compound activity or decrease of the CDK4 inhibitor or the CDK6 inhibitor activity) than the sum of the decrease of the compound activity or the CDK4 inhibitor or the CDK6 inhibitor activity when used individually and separately. In embodiments, synergy between the compound and the CDK4 inhibitor or the CDK6 inhibitor may result in 0.1, 0.2, 0.3, 0.4, 0.5, 0.6, 0.7, 0.8, 0.9, 1.0, 1.1, 1.2, 1.3, 1.4, 1.5, 1.6, 1.7, 1.8, 1.9, 2.0, 2.1, 2.2, 2.3, 2.4, 2.5, 2.6, 2.7, 2.8, 2.9, 3.0, 3.1, 3.2, 3.3, 3.4, 3.5, 3.6, 3.7, 3.8, 3.9, 4.0, 4.1, 4.2, 4.3, 4.4, 4.5, 4.6, 4.7, 4.8, 4.9, 5.0, 5.1, 5.2, 5.3, 5.4, 5.5, 5.6, 5.7, 5.8, 5.9, 6.0, 6.1, 6.2, 6.3, 6.4, 6.5, 6.6, 6.7, 6.8, 6.9, 7.0, 7.1, 7.2, 7.3, 7.4, 7.5, 7.6, 7.7, 7.8, 7.9, 8.0, 8.1, 8.2, 8.3, 8.4, 8.5, 8.6, 8.7, 8.8, 8.9, 9.0, 9.1, 9.2, 9.3, 9.4, 9.5, 9.6, 9.7, 9.8, 9.9, 10.0, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, or 100% greater inhibition of the estrogen receptor than the sum of the inhibition by the compound and the CDK4 inhibitor or the CDK6 inhibitor when used individually and separately.

[0247] The synergistic effect may be a hyperproliferative disorder treating effect as described herein.

[0248] The synergistic effect may be an estrogen receptor inhibition effect as described herein.

30 [0249] **Pharmaceutical Compositions**

[0250] In an embodiment, there is provided a pharmaceutical composition including a pharmaceutically acceptable excipient, a further agent or additional agent as defined herein, such as a CDK4 inhibitor or a CDK6 inhibitor, and a compound, or pharmaceutically acceptable salt

thereof, as described herein, including embodiments (e.g. compound of formula I, Ia, Ib, II, IIa, IIb, or any embodiment thereof, or in an example, table, figure, or claim). In embodiments, the compound is a compound selected from JD101 to JD160, as disclosed herein. In embodiments of the pharmaceutical composition, the CDK4 inhibitor or CDK6 inhibitor, and the compound, or pharmaceutically acceptable salt thereof, as described herein, are each included in a therapeutically effective amount.

[0251] In embodiments of the pharmaceutical compositions, the pharmaceutical composition includes an additional agent or further agent (e.g. therapeutic agent). In embodiments of the pharmaceutical compositions, the pharmaceutical composition includes a further agent (e.g. therapeutic agent) in a therapeutically effective amount. In embodiments of the pharmaceutical compositions, the further agent is an agent for treating cancer (an anti-cancer agent). In embodiments of the pharmaceutical compositions, the further agent is an agent for treating a hyperproliferative disorder. In embodiments, the further agent is an anti-cancer agent. In embodiments, the further agent is a chemotherapeutic. In embodiments, the further agent is an agent for treating breast cancer. In embodiments, the further agent is an agent for treating lung cancer. In embodiments, the further agent is an agent for treating a gynecological cancer. In embodiments, the further agent is an agent for treating ovarian cancer. In embodiments, the further agent is an agent for treating endometrial cancer. In embodiments, the further agent is an agent for treating prostate cancer. In embodiments, the further agent is an agent for treating lymphangioliomyomatosis. In embodiments, the further agent is an agent for inhibiting estrogen receptor activity. In embodiments, the further agent is an agent for treating a disease associated with estrogen receptor activity. In embodiments, the further agent is an antiestrogen. In embodiments, the further agent is an aromatase inhibitor. In embodiments, the further agent is a HER-2 inhibitor. In embodiments, the further agent is Herceptin. In embodiments, the further agent is fulvestrant, clomifene, femarelle, ormeloxifene, raloxifene, tamoxifen, toremifene, lasofoxifene, ospemifene, anastrozole, letrozole, exemestane, vorozole, formestane, fadrozole, aminoglutethimide, or testolactone. In embodiments, the further agent is tamoxifen. In embodiments, the further agent is an EGFR inhibitor (e.g. gefitinib (Iressa™), erlotinib (Tarceva™), cetuximab (Erbix™), lapatinib (TYKERB™), panitumumab (VECTIBIX™), vandetanib (CAPRELSA™), afatinib/BIBW2992, CI-1033/canertinib, neratinib/HKI-272, pelitinib/EKB-569, BMS-599626, TAK-285, CUDC-101, OSI-420/desmethyl erlotinib, CP-724714, dacomitinib/PF299804, AG-490, AG-1478, AST-1306, WZ3146, AZD8931, sapitinib, PD153035, icotinib, ARRY334543/varlitinib, ARRY-380, AEE788, WZ8040, WZ4002, or XL647). In embodiments, the further agent is a mammalian target of rapamycin (mTOR) inhibitor (such as everolimus) for use in treating cancer (e.g. in breast and NSCLC tumors);

HER2-targeted therapeutics (such as trastuzumab, lapatinib, trastuzumab- emtansine) for use in treating cancer (e.g. ER-positive breast cancers with overexpression of HER-2 receptors); HER3-targeted agents (e.g. pertuzumab); EGFR-targeted therapeutics (such as erlotinib, gefitinib, afitinib) for treating cancer (e.g. NSCLC expressing mutant EGFR or having EGFR-positivity);
 5 tamoxifen or aromatase inhibitors of use in treating cancer (e.g. ovarian suppression).

[0252] In embodiments, the compound is in a first dosage form and the CDK4 inhibitor or the CDK6 inhibitor is in a second dosage form. In embodiments, the pharmaceutical composition is a single dosage form.

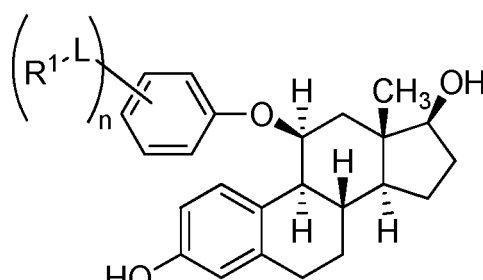
[0253] In embodiments, the compound and the CDK4 inhibitor are present in the composition
 10 in a synergistic amount.

[0254] In embodiments, the compound and the CDK6 inhibitor are present in the composition in a synergistic amount.

[0255] Kits

[0256] In an aspect there is provided a kit including a further agent or additional agent as
 15 defined herein, such as a CDK4 inhibitor or a CDK6 inhibitor, and a compound as disclosed herein (e.g., a compound having the structure of Formula I', I, Ia, Ib, II, IIa, IIb), or pharmaceutically acceptable salt thereof. In embodiments is included directions for pharmaceutical or therapeutic use, as described herein.

[0257] In an aspect there is provided a kit including a CDK4 inhibitor or a CDK6 inhibitor; and
 20 a



compound having the formula (I):

(I), or pharmaceutically

acceptable salt thereof. R^1 is independently a hydrogen, halogen, $-NR^2R^3$, $-CX^a_3$, $-CN$, $-SO_2Cl$, $-SO_{nl}R^{10}$, $-SO_{vl}NR^2R^3$, $-NHN R^2R^3$, $-ONR^2R^3$, $-NHC(=O)NHN R^2R^3$, $-NHC(=O)NR^2R^3$, $-N(O)_{ml}$, $-C(O)R^9$, $-C(O)-OR^9$, $-C(O)NR^2R^3$, $-OR^{10}$, $-NR^2SO_2R^{10}$, $-NR^2C(=O)R^9$, $-NR^2C(O)-OR^9$, $-NR^2OR^9$, $-OCX^a_3$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl. L is independently a bond, $-NR^4-$, $-NR^4C(O)-$, $-C(O)NR^4-$, $-O-$, $-S-$, $-C(O)-$, $-S(O)-$, $-S(O)_2-$, substituted or

unsubstituted alkylene, substituted or unsubstituted heteroalkylene, substituted or unsubstituted
 cycloalkylene, substituted or unsubstituted heterocycloalkylene, substituted or unsubstituted
 arylene, substituted or unsubstituted heteroarylene; or a substituted or unsubstituted spirocyclic
 linker. R^2 is independently a hydrogen, halogen, $-CX^b_3$, $-CN$, $-SO_2Cl$, $-SO_{n2}R^{14}$, $-SO_{v2}NR^{11}R^{12}$,
 5 $-NHNH_2$, $-ONR^{11}R^{12}$, $-NHC=(O)NHNH_2$,
 $-NHC=(O)NR^{11}R^{12}$, $-N(O)_{m2}$, $-NR^{11}R^{12}$, $-C(O)R^{13}$, $-C(O)-OR^{13}$,
 $-C(O)NR^{11}R^{12}$, $-OR^{14}$, $-NR^{11}SO_2R^{14}$, $-NR^{11}C=(O)R^{13}$, $-NR^{11}C(O)-OR^{13}$, $-NR^{11}OR^{13}$,
 $-OCX^b_3$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or
 unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or
 10 unsubstituted aryl, or substituted or unsubstituted heteroaryl. R^3 is independently a hydrogen,
 halogen, $-CX^c_3$, $-CN$, $-SO_2Cl$, $-SO_{n3}R^{18}$, $-SO_{v3}NR^{15}R^{16}$, $-NHNH_2$, $-ONR^{15}R^{16}$,
 $-NHC=(O)NHNH_2$,
 $-NHC=(O)NR^{15}R^{16}$, $-N(O)_{m3}$, $-NR^{15}R^{16}$, $-C(O)R^{17}$, $-C(O)-OR^{17}$, $-C(O)NR^{15}R^{16}$, $-OR^{18}$,
 $-NR^{15}SO_2R^{18}$, $-NR^{15}C=(O)R^{17}$, $-NR^{15}C(O)-OR^{17}$, $-NR^{15}OR^{17}$, $-OCX^c_3$, substituted or
 15 unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted
 cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or
 substituted or unsubstituted heteroaryl. R^2 and R^3 substituents may optionally be joined to form a
 substituted or unsubstituted heterocycloalkyl, or substituted or unsubstituted heteroaryl. R^4 is
 independently a hydrogen, halogen, $-CX^d_3$, $-CN$, $-SO_2Cl$, $-SO_{n4}R^{22}$, $-SO_{v4}NR^{19}R^{20}$, $-NHNH_2$,
 20 $-ONR^{19}R^{20}$, $-NHC=(O)NHNH_2$,
 $-NHC=(O)NR^{19}R^{20}$, $-N(O)_{m4}$, $-NR^{19}R^{20}$, $-C(O)R^{21}$, $-C(O)-OR^{21}$, $-C(O)NR^{19}R^{20}$, $-OR^{22}$,
 $-NR^{19}SO_2R^{22}$, $-NR^{19}C=(O)R^{21}$, $-NR^{19}C(O)-OR^{21}$, $-NR^{19}OR^{21}$, $-OCX^d_3$, substituted or
 unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted
 cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or
 25 substituted or unsubstituted heteroaryl. R^9 , R^{10} , R^{11} , R^{12} , R^{13} , R^{14} , R^{15} , R^{16} , R^{17} , R^{18} , R^{19} , R^{20} ,
 R^{21} , and R^{22} are independently hydrogen,
 halogen, $-CX_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-SO_4H$,
 $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NH_2SO_2H$, $-NHC=(O)H$,
 $-NHC(O)-OH$, $-NHOH$, $-OCX_3$, $-OCHX_2$, $-CF_3$, $-OCF_3$, substituted or unsubstituted alkyl,
 30 substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or
 unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted
 heteroaryl; R^{11} and R^{12} substituents bonded to the same nitrogen atom may optionally be joined
 to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;
 R^{15} and R^{16} substituents bonded to the same nitrogen atom may optionally be joined to form a
 35 substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; R^{19} and

R²⁰ substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl. n is an integer from 0 to 5. m₁, m₂, m₃, m₄, v₁, v₂, v₃, and v₄ are independently 1 or 2. n₁, n₂, n₃, and n₄ are independently an integer from 0 to 4. X, X^a, X^b, X^c and X^d are independently -Cl, -Br, -I, or -F.

5 [0258] In embodiments, the compound is in a first dosage form further including a pharmaceutically acceptable excipient, and the further agent (e.g. CDK4 inhibitor or said CDK6 inhibitor) is in a second dosage form further including a pharmaceutically acceptable excipient.

[0259] In embodiments, the compound or pharmaceutically acceptable salt thereof, and the further agent (e.g. CDK4 inhibitor or the CDK6 inhibitor) are within a dosage form further
10 including a pharmaceutically acceptable excipient.

[0260] In embodiments, the kit further includes instructions for pharmaceutical use.

[0261] In embodiments, the compound and the CDK4 inhibitor are present in the kit in a synergistic amount.

[0262] In embodiments, the compound and the CDK6 inhibitor are present in the kit in a
15 synergistic amount.

Methods of Treatment

[0263] In an aspect is provided a method for treating a hyperproliferative disorder in a subject in need thereof, the method including administering to the subject an effective amount of a composition disclosed herein; or the compound and the further agent (e.g. the CDK4 inhibitor or
20 CDK6 inhibitor) of the kit as disclosed herein. Thus, in embodiments, the method includes administering a compound provided herein such as a compound of Formula I and embodiments thereof, and an additional agent or further agent, such as a CDK4 inhibitor or CDK6 inhibitor.

[0264] In embodiments, the hyperproliferative disorder is associated with estrogen receptor activity. In embodiments, the hyperproliferative disorder is lymphangi leiomyomatosis. In
25 embodiments, the hyperproliferative disorder is a cancer. In embodiments, the hyperproliferative disorder is a cancer resistant to an anti-cancer agent (e.g., tamoxifen, an antiestrogen, an aromatase inhibitor). In embodiments, the cancer is breast cancer. In embodiments, the cancer is breast cancer, lung cancer, a gynecological cancer, ovarian cancer, endometrial cancer, or prostate cancer. In embodiments, the cancer is ER positive breast cancer. In embodiments, the
30 cancer is ER negative breast cancer. In embodiments, the cancer is hormone sensitive breast cancer. In embodiments, the cancer is hormone insensitive breast cancer. In embodiments, the cancer is triple negative breast cancer. In embodiments, the cancer is HER-2 positive breast

cancer. In embodiments, the cancer is metastatic breast cancer. In embodiments, the cancer is lung cancer. In embodiments, the cancer is a gynecological cancer. In embodiments, the cancer is ovarian cancer. In embodiments, the cancer is endometrial cancer. In embodiments, the cancer is prostate cancer. In embodiments, the cancer is metastatic cancer. In embodiments, the hyperproliferative disorder (e.g., cancer) is resistant to an antiestrogen. In embodiments, the hyperproliferative disorder (e.g., cancer) is resistant to an endocrine therapy. In embodiments, the hyperproliferative disorder (e.g., cancer) is resistant to an aromatase inhibitor. In embodiments, the hyperproliferative disorder (e.g., cancer) is a cancer of an estrogen target organ or tissue. In embodiments, the cancer is non-small cell lung cancer. In embodiments, the cancer is small cell lung cancer. In embodiments, the lung cancer is adenocarcinoma. In embodiments, the lung cancer is squamous-cell carcinoma. In embodiments, the lung cancer is large-cell carcinoma. In embodiments, the lung cancer is bronchioloalveolar carcinoma. In embodiments, the lung cancer is stage I. In embodiments, the lung cancer is stage II. In embodiments, the lung cancer is stage III. In embodiments, the lung cancer is stage IV.

[0265] In embodiments of the method or use, the method or use includes administering a further agent (e.g. therapeutic agent). In embodiments of the method or use, the method or use includes administering a further agent (e.g. therapeutic agent) in a therapeutically effective amount. In embodiments of the method or use, the further agent is an agent for treating cancer. In embodiments of the method or use, the further agent is an agent for treating a hyperproliferative disorder. In embodiments, the further agent is an anti-cancer agent. In embodiments, the further agent is a chemotherapeutic. In embodiments, the further agent is an agent for treating breast cancer. In embodiments, the further agent is an agent for treating lung cancer. In embodiments, the further agent is an agent for treating a gynecological cancer. In embodiments, the further agent is an agent for treating ovarian cancer. In embodiments, the further agent is an agent for treating endometrial cancer. In embodiments, the further agent is an agent for treating prostate cancer. In embodiments, the further agent is an agent for treating lymphangi leiomyomatosis (LAM). In embodiments, the further agent is an agent for inhibiting estrogen receptor activity. In embodiments, the further agent is an agent for treating a disease associated with estrogen receptor activity. In embodiments, the further agent is an antiestrogen. In embodiments, the further agent is an aromatase inhibitor. In embodiments, the further agent is an endocrine therapeutic. In embodiments, the further agent is an anti-cancer agent. In embodiments, the further agent is a chemotherapeutic. In embodiments, the further agent is a HER-2 inhibitor. In embodiments, the further agent is fulvestrant, clomifene, femarelle, ormeloxifene, raloxifene, tamoxifen, toremifene, lasofoxifene, ospemifene, anastrozole, letrozole, exemestane, vorozole, formestane, fadrozole, aminoglutethimide, or testolactone. In

embodiments, the further agent is tamoxifen. In embodiments, the method or use does not include an increased risk of endometrial cancer. In embodiments, the method or use does not include an increased risk of a gynecological cancer. In embodiments, the method or use does not include a reduction in bone health.

5 **[0266]** In embodiments, the method includes administration of a further agent in combination with the compounds provided herein such as the compound of Formula I (or pharmaceutically acceptable salt thereof). In embodiments, the further agent is an anti-cancer compound as disclosed herein. In embodiments, the further agent is Buparlisib (BKM120), Pieltisib (GDC0941), XL-147 (SAT245408), PX-866, BAY80-6946, ZSTK474, CH5132799, Taselisib (GDC0032), Alpelisib (BYL719), MLN117 (INK1117), GSK2636771, AZD8186, Idelalisib (CAL-101), Duvelisib (IPI-145), BEZ235, GDC0980, PKI-587, XL-765 (SAR245409), BGT226, DS-7234, PWT33597, or SF1126, as known in the art. In embodiments, the further agent is Buparlisib (BKM120), BAY80-6946, Taselisib (GDC0032), Alpelisib (BYL719), Idelalisib (CAL-101), or Duvelisib (IPI-145). In embodiments, the further agent is an inhibitor of PI3K, 10 AKT, HDAC, Src, IGFR, IGF-2 and FGFR. RAF or MEK. In embodiments, the further agent is anastrozole, dasatinib, entinostat, everolimus, exemestane, fulvestrant, ganitumumab, gefitinib, lapatinib, letrozole, tamoxifen, temsirolimus, MK-2206, XL-147, XL-765, GDC0941, GDC0980, BKM120, MEDI-573, BMS-754807, MM-121, AZD4547, Dovitinib, saracatinib, Palbociclib, LEE011, LY2835219, anastrozole, or enzalutamide, as known in the art.

20 **[0267]** In embodiments, the further agent is administered contemporaneously with the composition or compound disclosed herein, or pharmaceutically acceptable salt thereof. In embodiments, the further agent is administered sequentially. In embodiments, the further agent (e.g., tamoxifen, exemestane, letrozole, anastrozole or enzalutamide) is administered sequentially.

25 **[0268]** In embodiments, the further agent is adriamycin, a taxane, cyclophosphamide, fluorouracil, methotrexate, cisplatin, or carboplatin.

[0269] In embodiments, the further agent is metformin or analog thereof, as known in the art.

[0270] In embodiments, the further agent is an NF κ B inhibitor (e.g., parthenolides or parthenolide derivatives).

30 **[0271]** In embodiments, the further agent is an estrogen receptor-beta targeted agent. In embodiments, the further agent inhibits EGFR, HER2 and/or HER3.

[0272] In an aspect is provided a composition as described herein, or a compound as described herein or pharmaceutically acceptable salt thereof in combination with a further agent (e.g. CDK

4 inhibitor or CDK 6 inhibitor), for use in the treatment of gynecomastia in a subject in need of such treatment. The use includes administering to the subject a therapeutically effective amount of a composition described herein, or a compound as described herein or pharmaceutically acceptable salt thereof in combination with a further agent (e.g. CDK 4 inhibitor or CDK 6 inhibitor). The use may include administering to the subject a therapeutically effective amount of a compound described herein in combination with a therapeutically effective amount of a further agent (e.g. CDK 4 inhibitor or CDK 6 inhibitor).

[0273] In embodiments, gynecomastia is associated with estrogen receptor activity. In embodiments, gynecomastia is non-physiologic gynecomastia. In embodiments, gynecomastia is physiologic gynecomastia.

[0274] In embodiments, the method or use improves (e.g. increases) bone density relative to the absence of the compound. In embodiments, the method or use improves (e.g. increases) bone mass relative to the absence of the compound. In embodiments, the method or use improves (e.g. increases) bone health relative to the absence of the compound. In embodiments, the method or use is a treatment for osteoporosis, osteogenesis imperfecta, or osteopenia. In embodiments, the method or use is a treatment for osteogenesis imperfecta.

[0275] In embodiments, the method or use is used to prevent bone deterioration, prevent bone degradation, prevent bone degeneration, prevent loss of bone mass, prevent loss of bone density, stabilize bone deterioration, stabilize bone degradation, stabilize bone degeneration, stabilize the loss of bone mass, stabilize the loss of bone density, decrease bone deterioration, decrease bone degradation, decrease bone degeneration, decrease loss of bone mass, decrease loss of bone density, increase bone mass, increase bone density, or combinations thereof.

[0276] In an aspect is provided a method of treating a bone disorder in a subject in need thereof, including administering to the subject an effective amount of a composition described herein, or a compound as described herein or pharmaceutically acceptable salt thereof in combination with a further agent (e.g. a CDK 4 inhibitor or CDK 6 inhibitor).

[0277] In an aspect is provided use of a composition as described herein, or a compound as described herein or pharmaceutically acceptable salt thereof in combination with a CDK 4 inhibitor or CDK 6 inhibitor, in the manufacture of a medicament for the treatment of a bone disorder in a subject in need of such treatment.

[0278] In an aspect is provided a composition as described herein, or a compound as described herein or pharmaceutically acceptable salt thereof in combination with a further agent (e.g. CDK 4 inhibitor or CDK 6 inhibitor), for use in the treatment of a bone disorder in a subject in need of

such treatment. The use includes administering to the subject a composition described herein, or a compound as described herein or pharmaceutically acceptable salt thereof in combination with a further agent (e.g. CDK 4 inhibitor or CDK 6 inhibitor). The use may include administering to the subject a therapeutically effective amount of a composition described herein, or a compound
5 as described herein or pharmaceutically acceptable salt thereof in combination with a further agent (e.g. CDK 4 inhibitor or CDK 6 inhibitor).

[0279] In embodiments, the bone disorder is osteoporosis, osteogenesis imperfecta, or osteopenia. In embodiments, the bone disorder is osteogenesis imperfecta. In embodiments, the bone disorder is bone deterioration, bone degradation, bone degeneration, loss of bone mass, loss
10 of bone density, or combinations thereof.

[0280] In embodiments, the method or use is used to prevent bone deterioration, prevent bone degradation, prevent bone degeneration, prevent loss of bone mass, prevent loss of bone density, stabilize bone deterioration, stabilize bone degradation, stabilize bone degeneration, stabilize the loss of bone mass, stabilize the loss of bone density, decrease bone deterioration, decrease bone
15 degradation, decrease bone degeneration, decrease loss of bone mass, decrease loss of bone density, increase bone mass, increase bone density, or combinations thereof.

[0281] In embodiments of the method or use, the method or use includes administering a compound described herein in combination with a further agent (e.g. CDK 4 inhibitor or CDK 6 inhibitor) as disclosed herein.

[0282] In an aspect is provided use of a compound as described or pharmaceutically accept salt thereof and a further agent (e.g. CDK 4 inhibitor or CDK 6 inhibitor) as disclosed herein in the manufacture of a medicament for the treatment of a hyperproliferative disorder in a subject in need of such treatment.
20

[0283] In an aspect is provided a compound as disclosed herein, or pharmaceutically accept salt thereof, and a further agent (e.g. CDK 4 inhibitor or CDK 6 inhibitor) as disclosed herein for use in the treatment of a hyperproliferative disorder in a subject in need of such treatment. The use includes administering to the subject a compound disclosed herein, or pharmaceutically accept salt thereof, and a further agent (e.g. CDK 4 inhibitor or CDK 6 inhibitor). The use may include administering to the subject a therapeutically effective amount of a composition
25 described herein.
30

[0284] In embodiments, the method for treating a hyperproliferative disorder includes the administration of a composition where the compound and the CDK4 inhibitor are present in the composition in a synergistic amount.

[0285] In embodiments, the method for treating a hyperproliferative disorder includes the administration of a composition where the compound and the CDK6 inhibitor are present in the composition in a synergistic amount.

Methods of Inhibiting Estrogen Receptor

5 [0286] In an aspect is provided a method of inhibiting estrogen receptor activity in a subject in need thereof. The method includes administering to the subject an effective amount of a composition as disclosed herein, or a compound or pharmaceutically acceptable salt thereof a further agent (e.g. CDK 4 inhibitor or CDK 6 inhibitor) of the kit disclosed herein. Thus, in
10 embodiments, the method includes administering a compound provided herein such as a compound of Formula I and embodiments thereof, and an additional agent or further agent, such as a CDK4 inhibitor or CDK6 inhibitor.

[0287] In embodiments, the method or use includes modulation (e.g., inhibition or reduction) of the activity of a cellular pathway (e.g., ras-MAPK containing pathway, PI3K/AKT containing pathway, Shc containing pathway, Src kinase containing pathway, JAK/STAT containing
15 pathway, nitric oxide synthase pathway, VEGF secretion pathway). In embodiments, the method or use includes modulation (e.g., inhibition or reduction) of DNA synthesis. In embodiments, the method or use includes modulation (e.g., inhibition or reduction) of cell growth. In
embodiments, the method or use includes modulation (e.g., inhibition or reduction) of cell proliferation. In embodiments, the method or use includes modulation (e.g., inhibition or
20 reduction) of epithelial cell proliferation. In embodiments, the method or use includes modulation (e.g., activation or increasing) of the degradation of ER. In embodiments, the method or use includes modulation (e.g., activation or increasing) of the ubiquitination of ER. In
embodiments, the method or use includes modulation (e.g., activation or increasing) of the degradation of ER by the proteasome. In embodiments, the method or use includes modulation
25 (e.g., inhibition or reduction) of ER interaction with AP-1, NF- κ B, MAPK, PI3K, or AKT kinase. In embodiments, the method or use includes modulation (e.g., inhibition or reduction) of ER phosphorylation. In embodiments, the method or use includes modulation (e.g., activation or increasing) of tumor cell apoptosis. In embodiments, the method or use includes modulation (e.g., activation or increasing) of cancer cell apoptosis. In
30 embodiments, the method or use includes modulation (e.g., activation or increasing) of ER expressing cell apoptosis. In embodiments, the method or use includes modulation (e.g., inhibition or reduction) of ER translocation to the nucleus. In embodiments, the method or use includes modulation (e.g., inhibition or reduction) of ER translocation to the cytosol.

[0288] In embodiments of the method or use, the method or use includes administering a composition described herein, or a compound or pharmaceutically acceptable salt thereof disclosed herein and a further agent (e.g. CDK 4 inhibitor or CDK 6 inhibitor) disclosed herein.

[0289] In an aspect is provided use of a composition as described herein, or a compound or pharmaceutically acceptable salt thereof disclosed herein and a further agent (e.g. CDK 4 inhibitor or CDK 6 inhibitor) disclosed herein, in the manufacture of a medicament for inhibiting estrogen receptor activity in a subject in need of such treatment.

[0290] In an aspect is provided a composition as described herein, or a compound or pharmaceutically acceptable salt thereof disclosed herein and a further agent (e.g. CDK 4 inhibitor or CDK 6 inhibitor) disclosed herein, for use in inhibiting estrogen receptor activity in a subject in need of such treatment. The use includes administering to the subject a composition, or a compound or pharmaceutically acceptable salt thereof disclosed herein and a further agent (e.g. CDK 4 inhibitor or CDK 6 inhibitor) disclosed herein described herein. The use may include administering to the subject a therapeutically effective amount of a composition described herein, or a compound or pharmaceutically acceptable salt thereof disclosed herein and a further agent (e.g. CDK 4 inhibitor or CDK 6 inhibitor) disclosed herein described herein.

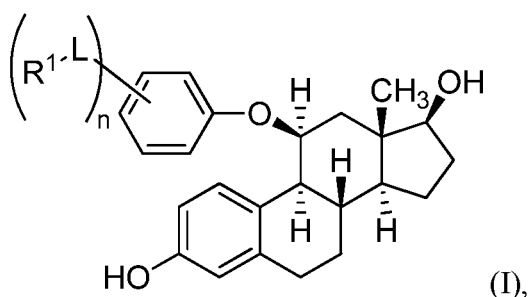
[0291] In embodiments, the method of inhibiting estrogen receptor activity in a subject includes the administration of a composition where the compound and the CDK4 inhibitor are present in the composition in a synergistic amount.

[0292] In embodiments, the method of inhibiting estrogen receptor activity in a subject includes the administration of a composition where the compound and the CDK6 inhibitor are present in the composition in a synergistic amount.

EMBODIMENTS

[0293] Embodiment 1. A composition comprising:

a CDK4 inhibitor or a CDK6 inhibitor; and
a compound having the formula:



or pharmaceutically acceptable salt thereof wherein

R^1 is independently a hydrogen, halogen, $-NR^2R^3$, $-CX^a_3$, $-CN$, $-SO_2Cl$, $-SO_{n1}R^{10}$, $-SO_{v1}NR^2R^3$, $-NHNH_2$, $-ONR^2R^3$, $-NHC=(O)NHNH_2$, $-NHC=(O)NR^2R^3$, $-N(O)_{m1}$, $-C(O)R^9$, $-C(O)-OR^9$, $-C(O)NR^2R^3$, $-OR^{10}$, $-NR^2SO_2R^{10}$, $-NR^2C=(O)R^9$, $-NR^2C(O)-OR^9$, $-NR^2OR^9$,

5 $-OCX^a_3$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

L is independently a bond, $-NR^4$, $-NR^4C(O)-$, $-C(O)NR^4$, $-O-$, $-S-$, $-C(O)-$, $-S(O)-$, $-S(O)_2-$, substituted or unsubstituted alkylene, substituted or unsubstituted
10 heteroalkylene, substituted or unsubstituted cycloalkylene, substituted or unsubstituted heterocycloalkylene, substituted or unsubstituted arylene, substituted or unsubstituted heteroarylene; or a substituted or unsubstituted spirocyclic linker;

R^2 is independently a hydrogen, halogen, $-CX^b_3$, $-CN$, $-SO_2Cl$, $-SO_{n2}R^{14}$, $-SO_{v2}NR^{11}R^{12}$, $-NHNH_2$, $-ONR^{11}R^{12}$, $-NHC=(O)NHNH_2$, $-NHC=(O)NR^{11}R^{12}$, $-N(O)_{m2}$, $-NR^{11}R^{12}$, $-C(O)R^{13}$,
15 $-C(O)-OR^{13}$, $-C(O)NR^{11}R^{12}$, $-OR^{14}$, $-NR^{11}SO_2R^{14}$, $-NR^{11}C=(O)R^{13}$, $-NR^{11}C(O)-OR^{13}$, $-NR^{11}OR^{13}$,
 $-OCX^b_3$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

20 R^3 is independently a hydrogen, halogen, $-CX^c_3$, $-CN$, $-SO_2Cl$, $-SO_{n3}R^{18}$, $-SO_{v3}NR^{15}R^{16}$, $-NHNH_2$, $-ONR^{15}R^{16}$, $-NHC=(O)NHNH_2$, $-NHC=(O)NR^{15}R^{16}$, $-N(O)_{m3}$, $-NR^{15}R^{16}$, $-C(O)R^{17}$, $-C(O)-OR^{17}$, $-C(O)NR^{15}R^{16}$, $-OR^{18}$, $-NR^{15}SO_2R^{18}$, $-NR^{15}C=(O)R^{17}$, $-NR^{15}C(O)-OR^{17}$, $-NR^{15}OR^{17}$,
25 $-OCX^c_3$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

R^2 and R^3 substituents may optionally be joined to form a substituted or unsubstituted heterocycloalkyl, or substituted or unsubstituted heteroaryl;

R^4 is independently a hydrogen, halogen, $-CX^d_3$, $-CN$, $-SO_2Cl$, $-SO_{n4}R^{22}$, $-SO_{v4}NR^{19}R^{20}$,
30 $-NHNH_2$, $-ONR^{19}R^{20}$, $-NHC=(O)NHNH_2$, $-NHC=(O)NR^{19}R^{20}$, $-N(O)_{m4}$, $-NR^{19}R^{20}$, $-C(O)R^{21}$, $-C(O)-OR^{21}$, $-C(O)NR^{19}R^{20}$, $-OR^{22}$, $-NR^{19}SO_2R^{22}$, $-NR^{19}C=(O)R^{21}$, $-NR^{19}C(O)-OR^{21}$, $-NR^{19}OR^{21}$,
35 $-OCX^d_3$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

$R^9, R^{10}, R^{11}, R^{12}, R^{13}, R^{14}, R^{15}, R^{16}, R^{17}, R^{18}, R^{19}, R^{20}, R^{21}$, and R^{22} are independently hydrogen, halogen, $-CX_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-SO_4H$,
 $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHOSO_2H$, $-NHC=(O)H$,
 5 $-NHC(O)-OH$, $-NHOH$, $-OCX_3$, $-OCHX_2$, $-CF_3$, $-OCF_3$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; R^{11} and R^{12} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;
 10 R^{15} and R^{16} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; R^{19} and R^{20} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;

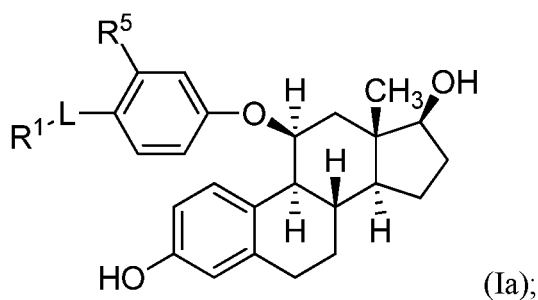
n is an integer from 0 to 5;

15 $m_1, m_2, m_3, m_4, v_1, v_2, v_3$, and v_4 are independently 1 or 2;

n_1, n_2, n_3 , and n_4 are independently an integer from 0 to 4;

X, X^a, X^b, X^c and X^d are independently $-Cl, -Br, -I$, or $-F$.

[0294] Embodiment 2. The composition of embodiment 1, the compound having the
 20 formula:



wherein

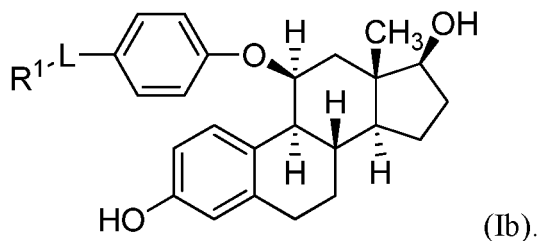
R^5 is independently a hydrogen, halogen, $-CX^e_3$, $-CN$, $-SO_2Cl$, $-SO_{n_5}R^{26}$, $-SO_{v_5}NR^{23}R^{24}$,
 $\square NHNH_2$, $\square ONR^{23}R^{24}$, $\square NHC=(O)NHNH_2$,
 25 $\square NHC=(O)NR^{23}R^{24}$, $-N(O)_{m_5}$, $-NR^{23}R^{24}$, $-C(O)R^{25}$,
 $-C(O)-OR^{25}$, $-C(O)NR^{23}R^{24}$, $-OR^{26}$, $-NR^{23}SO_2R^{26}$, $-NR^{23}C=(O)R^{25}$, $-NR^{23}C(O)-OR^{25}$,
 $-NR^{23}OR^{25}$, $-OCX^e_3$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

- R^{23} , R^{24} , R^{25} , and R^{26} are independently hydrogen, halogen, $-CX_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $\square NHNH_2$, $\square ONH_2$, $\square NHC(O)NHNH_2$, $\square NHC(O)NH_2$, $-NHSO_2H$, $-NHC(O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCX_3$, $-OCHX_2$, $-CF_3$, $-OCF_3$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; R^{23} and R^{24} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;
- 5 m_5 and v_5 are independently 1 or 2;
- 10 n_5 is independently an integer from 0 to 4;
- X^c is independently $-Cl$, $-Br$, $-I$, or $-F$.

[0295] Embodiment 3. The composition of embodiment 2, wherein R^5 of the compound is independently a hydrogen, halogen, $-CX^c_3$, or unsubstituted alkyl.

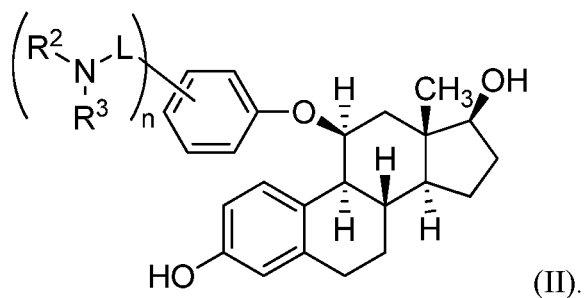
- 15 [0296] Embodiment 4. The composition of embodiment 2, wherein R^5 of the compound is independently a hydrogen, $-F$, $-CF_3$, or unsubstituted methyl.

[0297] Embodiment 5. The composition of embodiment 1, the compound having the formula:

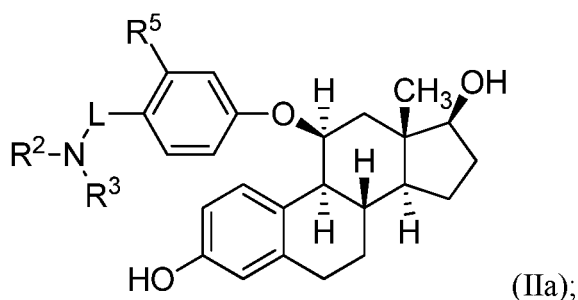


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[0298] Embodiment 6. The composition of embodiment 1, the compound having the formula:



[0299] Embodiment 7. The composition of embodiment 1, the compound having the formula:



wherein

5 R^5 is independently a hydrogen, halogen, $-CX^e_3$, $-CN$, $-SO_2Cl$, $-SO_{n5}R^{26}$, $-SO_{v5}NR^{23}R^{24}$, $-NHNH_2$, $-ONR^{23}R^{24}$, $-NHC=(O)NHNH_2$, $-NHC=(O)NR^{23}R^{24}$, $-N(O)_{m5}$, $-NR^{23}R^{24}$, $-C(O)R^{25}$, $-C(O)-OR^{25}$, $-C(O)NR^{23}R^{24}$, $-OR^{26}$, $-NR^{23}SO_2R^{26}$, $-NR^{23}C=(O)R^{25}$, $-NR^{23}C(O)-OR^{25}$, $-NR^{23}OR^{25}$, $-OCX^e_3$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

10 R^{23} , R^{24} , R^{25} , and R^{26} are independently hydrogen, halogen, $-CX_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-SO_4H$, $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHSO_2H$, $-NHC=(O)H$, $-NHC(O)-OH$, $-NHOH$, $-OCX_3$, $-OCHX_2$, $-CF_3$, $-OCF_3$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; R^{23} and R^{24} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;

15 m_5 and v_5 are independently 1 or 2;

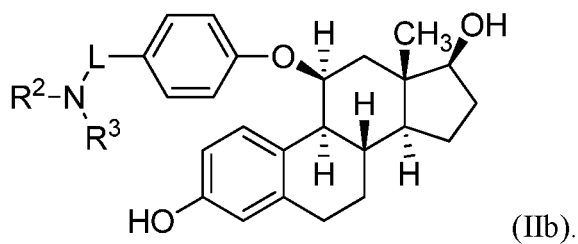
20 n_5 is independently an integer from 0 to 4;

X^e is independently $-Cl$, $-Br$, $-I$, or $-F$.

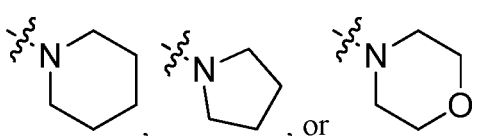
[0300] Embodiment 8. The composition of embodiment 7, wherein R^5 of the compound is independently a hydrogen, halogen, $-CX^e_3$, or unsubstituted alkyl

25 [0301] Embodiment 9. The composition of embodiment 7, wherein R^5 of the compound is independently a hydrogen, $-F$, $-CF_3$, or unsubstituted methyl.

[0302] Embodiment 10. The composition of embodiment 1, the compound having the formula:

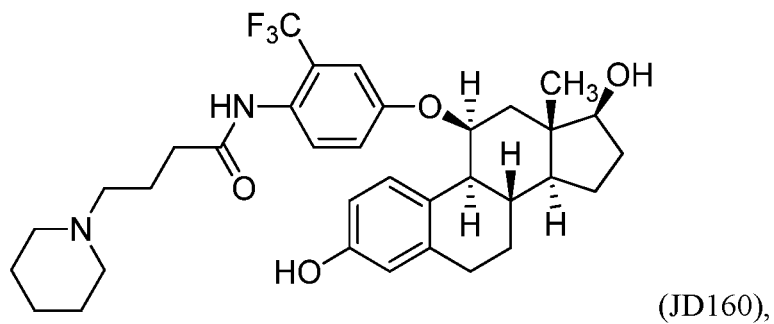
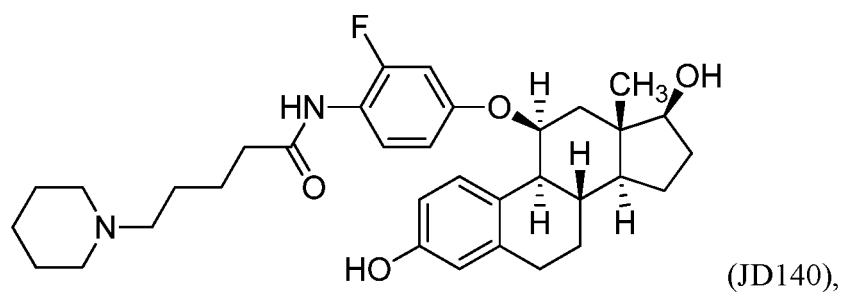
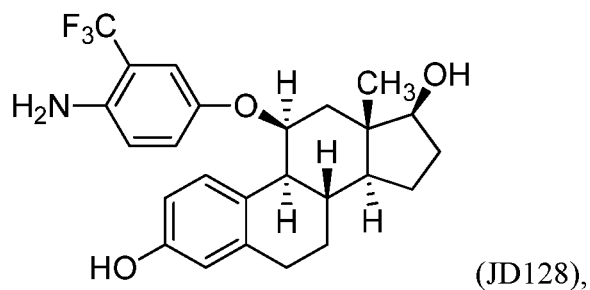
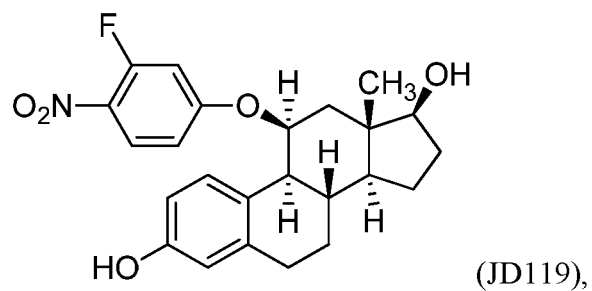


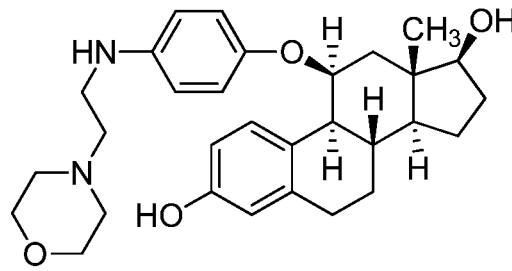
- [0303]** Embodiment 11. The composition of embodiment 1, wherein L of the compound is a bond.
- 5 **[0304]** Embodiment 12. The composition of embodiment 1, wherein L of the compound is a heteroalkylene.
- [0305]** Embodiment 13. The composition of embodiment 1, wherein L of the compound is independently a 2 to 8 membered heteroalkylene.
- [0306]** Embodiment 14. The composition of embodiment 1, wherein L of the compound is
10 independently a 3 to 6 membered heteroalkylene.
- [0307]** Embodiment 15. The composition of embodiment 1, wherein L of the compound is independently –NH-(substituted or unsubstituted (C₁-C₄) alkylene).
- [0308]** Embodiment 16. The composition of embodiment 1, wherein L of the compound is independently –NH-(unsubstituted (C₁-C₄) alkylene).
- 15 **[0309]** Embodiment 17. The composition of embodiment 1, wherein L of the compound is independently –NHC(O)-(substituted or unsubstituted (C₁-C₄) alkylene).
- [0310]** Embodiment 18. The composition of embodiment 1, wherein L of the compound is independently
–NHC(O)-(unsubstituted (C₁-C₄) alkylene).
- 20 **[0311]** Embodiment 19. The composition of embodiment 1, wherein R² of the compound is independently substituted or unsubstituted alkyl or substituted or unsubstituted heteroalkyl.
- [0312]** Embodiment 20. The composition of embodiment 1, wherein R² of the compound is independently substituted or unsubstituted (C₁-C₁₀) alkyl or substituted or unsubstituted 2 to 10
25 membered heteroalkyl.
- [0313]** Embodiment 21. The composition of embodiment 1, wherein R² of the compound is unsubstituted methyl.

- [0314] Embodiment 22. The composition of embodiment 1, wherein R^2 of the compound is H.
- [0315] Embodiment 23. The composition of embodiment 1, wherein R^3 of the compound is independently substituted or unsubstituted alkyl or substituted or unsubstituted heteroalkyl.
- 5 [0316] Embodiment 24. The composition of embodiment 1, wherein R^3 of the compound is independently substituted or unsubstituted (C_1 - C_{10}) alkyl or substituted or unsubstituted 2 to 10 membered heteroalkyl.
- [0317] Embodiment 25. The composition of embodiment 1, wherein R^3 of the compound is unsubstituted methyl.
- 10 [0318] Embodiment 26. The composition of embodiment 1, wherein R^3 of the compound is H.
- [0319] Embodiment 27. The composition of embodiment 1, wherein R^2 and R^3 of the compound are joined to form a substituted or unsubstituted heterocycloalkyl.
- [0320] Embodiment 28. The composition of embodiment 1, wherein R^2 and R^3 of the
15 compound are joined to form a substituted or unsubstituted 3 to 8 membered heterocycloalkyl.
- [0321] Embodiment 29. The composition of embodiment 1, wherein R^2 and R^3 of the compound are joined to form a substituted or unsubstituted 3 to 6 membered heterocycloalkyl.
- [0322] Embodiment 30. The composition of embodiment 1, wherein R^2 and R^3 of the compound are joined to form an unsubstituted 3 to 6 membered heterocycloalkyl.
- 20 [0323] Embodiment 31. The composition of embodiment 1, wherein R^2 and R^3 of the
compound and the nitrogen to which they are bonded form  , or
- [0324] Embodiment 32. The composition of embodiment 1, wherein n of the compound is 2.
- [0325] Embodiment 33. The composition of embodiment 1, wherein n of the compound is
25 1.
- [0326] Embodiment 34. The composition of embodiment 1, wherein R^1 of the compound is $-NO_2$ or $-NH_2$.

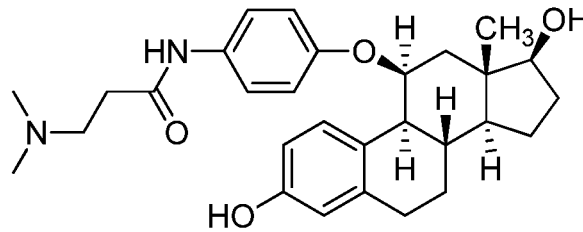
[0327] Embodiment 35. The composition of embodiment 34, wherein L of the compound is a bond.

[0328] Embodiment 36. The composition of embodiment 1, the compound having the
5 formula:



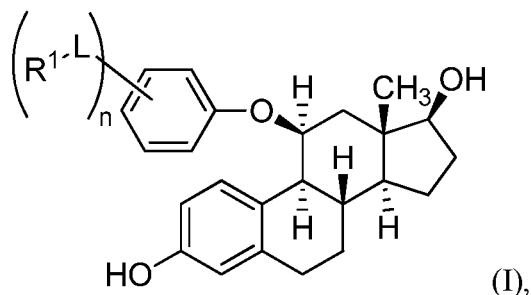


(JD121), or



(JD109).

- 5 **[0329]** Embodiment 37. The composition of embodiment 1 comprising a CDK4 inhibitor.
- [0330]** Embodiment 38. The composition of embodiment 37 not comprising a CDK6 inhibitor.
- [0331]** Embodiment 39. The composition of embodiment 1 comprising a CDK6 inhibitor.
- [0332]** Embodiment 40. The composition of embodiment 39 not comprising a CDK4
- 10 inhibitor.
- [0333]** Embodiment 41. The composition of one of embodiments 1 to 40, further comprising a pharmaceutically acceptable excipient thereby forming a pharmaceutical composition.
- [0334]** Embodiment 42. The composition of embodiment 41, wherein the compound is in a
- 15 first dosage form and the CDK4 inhibitor or the CDK6 inhibitor is in a second dosage form.
- [0335]** Embodiment 43. The composition of embodiment 41, wherein the pharmaceutical composition is a single dosage form.
- [0336]** Embodiment 44. A kit comprising
- a CDK4 inhibitor or a CDK6 inhibitor; and
- 20 a compound having the formula:



or pharmaceutically acceptable salt thereof wherein

R^1 is independently a hydrogen, halogen, $-NR^2R^3$, $-CX^a_3$, $-CN$, $-SO_2Cl$, $-SO_{n1}R^{10}$, $-SO_{v1}NR^2R^3$, $\square NHNR^2R^3$, $\square ONR^2R^3$, $\square NHC=(O)NHNR^2R^3$, $\square NHC=(O)NR^2R^3$, $-N(O)_{m1}$, $-C(O)R^9$, $-C(O)-OR^9$, $-C(O)NR^2R^3$, $-OR^{10}$, $-NR^2SO_2R^{10}$, $-NR^2C=(O)R^9$, $-NR^2C(O)-OR^9$, $-NR^2OR^9$,

$-OCX^a_3$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

L is independently a bond, $-NR^4-$, $-NR^4C(O)-$, $-C(O)NR^4-$, $-O-$, $-S-$, $-C(O)-$, $-S(O)-$, $-S(O)_2-$, substituted or unsubstituted alkylene, substituted or unsubstituted heteroalkylene, substituted or unsubstituted cycloalkylene, substituted or unsubstituted heterocycloalkylene, substituted or unsubstituted arylene, substituted or unsubstituted heteroarylene; or a substituted or unsubstituted spirocyclic linker;

R^2 is independently a hydrogen, halogen, $-CX^b_3$, $-CN$, $-SO_2Cl$, $-SO_{n2}R^{14}$, $-SO_{v2}NR^{11}R^{12}$, $\square NHNH_2$, $\square ONR^{11}R^{12}$, $\square NHC=(O)NHNH_2$, $\square NHC=(O)NR^{11}R^{12}$, $-N(O)_{m2}$, $-NR^{11}R^{12}$, $-C(O)R^{13}$, $-C(O)-OR^{13}$, $-C(O)NR^{11}R^{12}$, $-OR^{14}$, $-NR^{11}SO_2R^{14}$, $-NR^{11}C=(O)R^{13}$, $-NR^{11}C(O)-OR^{13}$, $-NR^{11}OR^{13}$,

$-OCX^b_3$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

R^3 is independently a hydrogen, halogen, $-CX^c_3$, $-CN$, $-SO_2Cl$, $-SO_{n3}R^{18}$, $-SO_{v3}NR^{15}R^{16}$, $\square NHNH_2$, $\square ONR^{15}R^{16}$, $\square NHC=(O)NHNH_2$, $\square NHC=(O)NR^{15}R^{16}$, $-N(O)_{m3}$, $-NR^{15}R^{16}$, $-C(O)R^{17}$, $-C(O)-OR^{17}$, $-C(O)NR^{15}R^{16}$, $-OR^{18}$, $-NR^{15}SO_2R^{18}$, $-NR^{15}C=(O)R^{17}$, $-NR^{15}C(O)-OR^{17}$, $-NR^{15}OR^{17}$,

$-OCX^c_3$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

R^2 and R^3 substituents may optionally be joined to form a substituted or unsubstituted heterocycloalkyl, or substituted or unsubstituted heteroaryl;

R^4 is independently a hydrogen, halogen, $-CX^d_3$, $-CN$, $-SO_2Cl$, $-SO_{n4}R^{22}$, $-SO_{v4}NR^{19}R^{20}$,
 $\square NHNH_2$, $\square ONR^{19}R^{20}$, $\square NHC=(O)NHNH_2$,

5 $\square NHC=(O)NR^{19}R^{20}$, $-N(O)_{m4}$, $-NR^{19}R^{20}$, $-C(O)R^{21}$,

$-C(O)-OR^{21}$, $-C(O)NR^{19}R^{20}$, $-OR^{22}$, $-NR^{19}SO_2R^{22}$, $-NR^{19}C=(O)R^{21}$, $-NR^{19}C(O)-$
 OR^{21} , $-NR^{19}OR^{21}$,

$-OCX^d_3$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or
 unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or

10 unsubstituted aryl, or substituted or unsubstituted heteroaryl;

R^9 , R^{10} , R^{11} , R^{12} , R^{13} , R^{14} , R^{15} , R^{16} , R^{17} , R^{18} , R^{19} , R^{20} , R^{21} , and R^{22} are independently
 hydrogen, halogen, $-CX_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-$
 SO_4H ,

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

15 $-NHC(O)-OH$, $-NHOH$, $-OCX_3$, $-OCHX_2$, $-CF_3$, $-OCF_3$, substituted or unsubstituted alkyl,

substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or
 unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted
 heteroaryl; R^{11} and R^{12} substituents bonded to the same nitrogen atom may optionally be joined

to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;

20 R^{15} and R^{16} substituents bonded to the same nitrogen atom may optionally be joined to form a
 substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; R^{19} and

R^{20} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted
 or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;

n is an integer from 0 to 5;

25 m_1 , m_2 , m_3 , m_4 , v_1 , v_2 , v_3 , and v_4 are independently 1 or 2;

n_1 , n_2 , n_3 , and n_4 are independently an integer from 0 to 4;

X , X^a , X^b , X^c and X^d are independently $-Cl$, $-Br$, $-I$, or $-F$.

[0337] Embodiment 45. The kit of embodiment 44, wherein the compound is in a first
 30 dosage form further comprising a pharmaceutically acceptable excipient and the CDK4 inhibitor
 or the CDK6 inhibitor is in a second dosage form further comprising a pharmaceutically
 acceptable excipient.

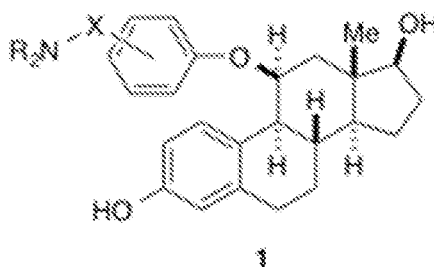
[0338] Embodiment 46. The kit of embodiment 44, wherein the compound and the CDK4
 inhibitor or the CDK6 inhibitor are within a dosage form further comprising a pharmaceutically
 35 acceptable excipient.

- [0339] Embodiment 47. The kit of one of embodiments 44 to 46, further comprising instructions for pharmaceutical use.
- [0340] Embodiment 48. A method of treating a hyperproliferative disorder in a subject in need thereof, comprising administering to the subject an effective amount of a composition of any one of embodiments 1 to 43 or the compound and the CDK4 inhibitor or CDK6 inhibitor of the kit of one of embodiments 44 to 50.
- [0341] Embodiment 49. The method of embodiment 48, wherein the hyperproliferative disorder is associated with estrogen receptor activity.
- [0342] Embodiment 50. The method of embodiment 48, wherein the hyperproliferative disorder is lymphangioliomyomatosis.
- [0343] Embodiment 51. The method of embodiment 48, wherein the hyperproliferative disorder is a cancer.
- [0344] Embodiment 52. The method of embodiment 51, wherein the cancer is resistant to an anti-cancer agent.
- [0345] Embodiment 53. The method of embodiment 51, wherein the cancer is breast cancer, lung cancer, a gynecological cancer, ovarian cancer, endometrial cancer, or prostate cancer.
- [0346] Embodiment 54. The method of embodiment 51, wherein the cancer is a cancer of an estrogen target organ or tissue.
- [0347] Embodiment 55. A method of inhibiting estrogen receptor activity in a subject in need thereof, comprising administering to the subject an effective amount of a composition of any one of embodiments 1 to 43 or the CDK4 inhibitor or CDK6 inhibitor of the kit of one of embodiments 44 to 50.
- [0348] Embodiment 56. The composition of any one of embodiments 1-43, wherein the compound and the CDK4 inhibitor or the CDK6 inhibitor are present in the composition in a synergistic amount.
- [0349] Embodiment 57. The kit of any one of embodiments 44-47, wherein the compound and the CDK4 inhibitor or said CDK6 inhibitor are present in the kit in a synergistic amount.
- [0350] Embodiment 58. The methods of any one of embodiments 48-55, wherein the compound and the CDK4 inhibitor or the CDK6 inhibitor are present in the composition in a synergistic amount.

EXAMPLES

[0351] Example 1. - Compound Design and Synthesis

[0352] Designed herein are new compounds based on the knowledge of how the ER antagonists, e.g., 4-hydroxy-tamoxifen, OHT, bind to the ER and prevent the downstream message to grow rapidly. The phenolic hydroxyl group of OHT binds to the same part of the ligand binding domain (LBD) as does the phenolic hydroxyl group of E2 but, because of the hindered basic amino group in OHT (not present in E2), the way the protein folds around the bound molecule is altered (helix 12 folds in an unusual way) and the signal for DNA synthesis and cancer growth is inhibited. Therefore compounds were designed which are analogues of estradiol but with an additional large substituent at C11 of the steroid molecule. In particular a series of 11 β -aryloxy estradiols, **1**, were prepared having a basic amine positioned on the aryl ring. Molecules have been designed to bind in the LDB but not allow helix 12 to fold in an agonist mode but rather in an antagonist mode in a way similar to that of the ER antagonists.



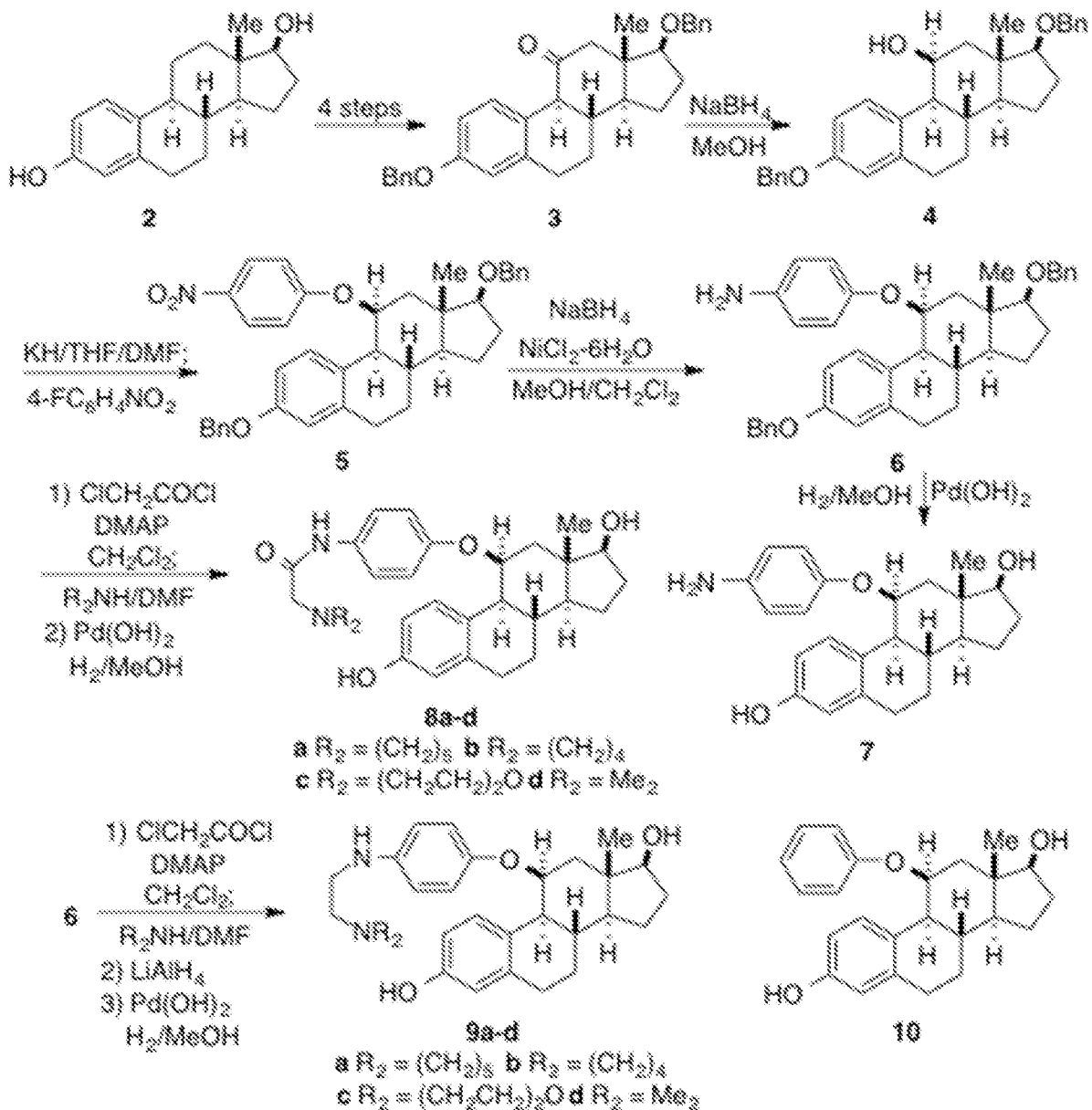
[0353] The synthesis of the molecules began from the known ketone **3**, itself prepared in four steps from estradiol **2** (Synthesis 1). Reduction of the ketone **3** with sodium borohydride gave the expected 11 β -alcohol **4** due to steric hindrance toward attack of hydride from the β -face. Formation of the anion of **4** with potassium hydride in THF/DMF followed by addition of 4-fluoronitrobenzene afforded the desired nitrophenyl ether **5** via a facile S_NAr reaction. Reduction of the nitro group of **5** with nickel boride gave the aminophenyl ether **6**. Removal of the two benzyl ethers from **6** by catalytic hydrogenolysis gave the first analogue, the simple aniline **7**, namely 11 β -(4-amino-phenyloxy)estradiol. The analogues having a three-atom linker between the aryl ring and the basic amine were all prepared by the same route. Thus the aniline **6** was treated with chloroacetyl chloride in the presence of DMAP to give the intermediate chloromethyl amide which was immediately reacted with any of several secondary amines, e.g., dimethylamine, morpholine, pyrrolidine, and piperidine, to give the amides. Again hydrogenolysis of the benzyl ethers using hydrogen and a palladium catalyst gave the desired analogues, **8a-d** (**a**: R₂ = Me₂; **b**: R₂ = (CH₂CH₂)₂O; **c**: R₂ = (CH₂)₄; **d**: R₂ = (CH₂)₅). After coupling of **6** with the acid chloride to give the amide, hydride reduction afforded the 2-

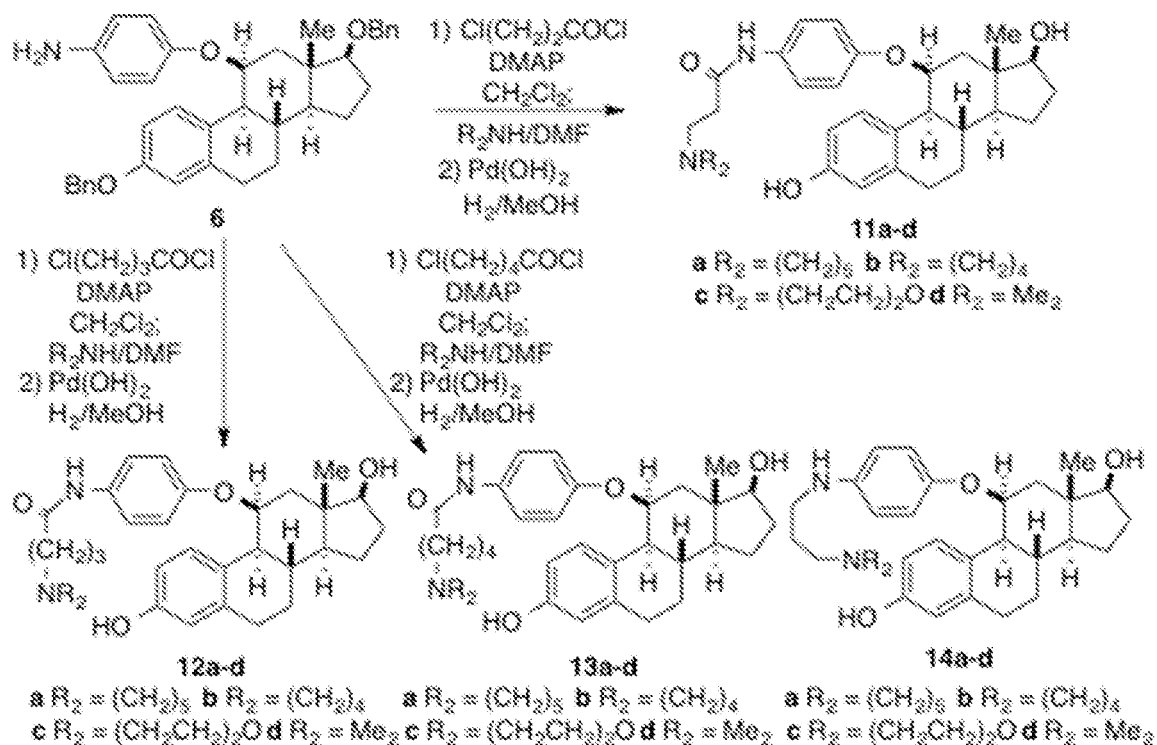
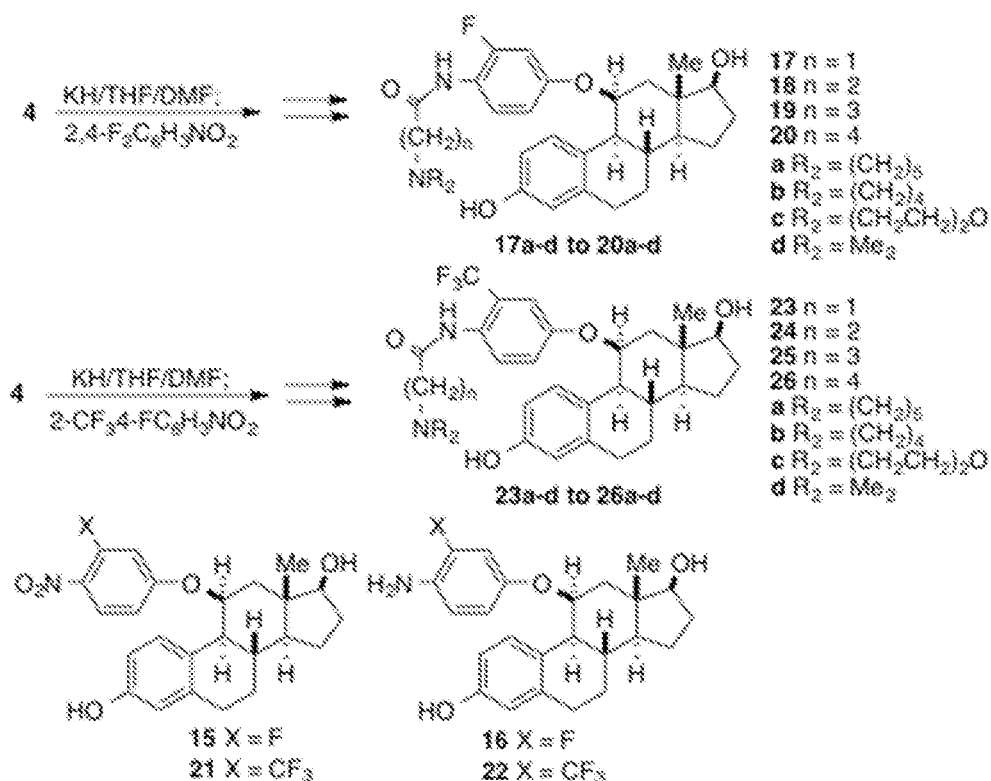
(dialkylamino)ethyl amines, the benzyl ethers of which were hydrogenolyzed to give another set of analogues **9a-d**, namely the N-(2-aminoethyl)anilines. In addition the 4-amino group was completely removed to give the simple 11 β -phenyl ether **10**.

[0354] The availability of this bis(benzyl) aniline **6** allowed for the rapid synthesis of several other analogues (Synthesis 2). Thus reacting 3-chloropropionyl chloride with **6** followed by displacement of the chloride with the secondary amines and subsequent hydrogenolysis afforded the analogues with a 5-atom side chain ending in the basic amine, **11a-d**. Likewise using 4-chlorobutanoyl chloride, after displacement of the chloride with the secondary amines and subsequent hydrogenolysis, one obtained the analogues with a 6-atom side chain ending in the basic amine, **12a-d**. Finally following the same route starting with 5-chloropentanoyl chloride gave the analogues with a 7-atom side chain, **13a-d**. Again after coupling of **6** with the 3-carbon acid chloride to give the amide, hydride reduction afforded the 2-(dialkylamino)ethyl amines, the benzyl ethers of which were hydrogenolyzed to give another set of analogues **14a-d**, namely the N-(3-aminopropyl)anilines. By substituting the 4-fluoronitrobenzene unit for other aryl fluorides, one could prepare several other sets of analogues. Thus alkylation of the 11 β -alcohol **4** with 2,4-difluoronitrobenzene led to the 3-fluoro-4-nitrophenyl ether (which after hydrogenolysis gave the analogue **15**). From that compound were prepared the 16 analogues, **17a-d**, **18a-d**, **19a-d**, and **20a-d** and the unsubstituted aniline **16** (Synthesis 3). In a similar manner, using 4-fluoro-3-trifluoro-methylnitrobenzene to alkylate the anion of **4** resulted in the 3-trifluoromethyl-4-nitrophenyl ether (which after hydrogenolysis gave the analogue **21**) and thus the 16 additional analogues, **23a-d**, **24a-d**, **25a-d**, and **26a-d** and the unsubstituted aniline **22**.

25

[0355] *Synthesis 1: Preparation of the Novel ER Antagonists 7-10.*



[0356] *Synthesis 2: Preparation of the Novel ER Antagonists 11-14.*[0357] *Synthesis 3: Preparation of the Novel ER Antagonists 15-26.*

5 [0358] *General:* Tetrahydrofuran (THF) was distilled from benzoquinone ketyl radical under an argon atmosphere. Dichloromethane, toluene, benzene, and pyridine were distilled from calcium hydride under an argon atmosphere. Anhydrous *N,N*-dimethylformamide (DMF) was purchased from Sigma-Aldrich. All other solvents or reagents were purified according to

literature procedures. (8*S*,9*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-6,7,8,9,12,13,14,15,16,17-decahydro-11*H*-cyclopenta[*a*]phenanthren-11-one (11-ketone) was prepared using literature procedures.

[0359] *Instrumentation:* ¹H NMR, ¹³C NMR, and ¹⁹F NMR spectra were obtained at 300 MHz, 400 MHz, or 500 MHz for proton, 75 MHz, 100 MHz, or 125 MHz for carbon, and 282 MHz, or 376 MHz for fluorine are so indicated. The chemical shifts are reported in parts per million (ppm, δ). The coupling constants are reported in Hertz (Hz) and the resonance patterns are reported with notations as the following: br (broad), s (singlet), d (double), t (triplet), q (quartet) and m (multiplet). High-resolution mass spectra were measured on a time-of-flight LC-MS. Thin-layer chromatography (TLC) was carried out using precoated silica gel sheets. Visual detection was performed with ultraviolet light, p-anisaldehyde stain, potassium permanganate stain or iodine. Flash chromatography was performed using silica gel P60 (60 Å, 40-63 μm) with compressed air.

[0360] **(8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-7,8,9,11,12,13,14,15,16,17-deca-hydro-6*H*-cyclopenta[*a*]phenanthren-11-ol:** A solution of sodium borohydride (12 wt. % in 14 M NaOH, 43.2 μL, 0.188 mmol) was added gradually to a solution of the bis(benzyloxy)ketone (0.1459 g, 0.313 mmol) in MeOH (3.0 mL) at 0 °C. The mixture was stirred at 22 °C until TLC indicated complete consumption of the starting material. An aqueous saturated NH₄Cl solution was added to quench the reaction. Ethyl acetate (3 X 40 mL) was added to the mixture. The combined organic phases were washed with water and brine, and dried over anhydrous MgSO₄. Flash column chromatography on silica gel eluting with 6/1 hexanes/ethyl acetate gave the target compound, the 11β-alcohol. ¹H NMR (400 MHz, CDCl₃): δ 7.23-7.50 (m, 10H), 7.21 (d, *J* = 8.5 Hz, 1H), 6.83 (dd, *J* = 8.6, 2.7 Hz, 1H), 6.76 (d, *J* = 2.4 Hz, 1H), 5.04 (s, 2H), 4.71 (m, 1H), 4.61 (d, *J* = 12.1 Hz, 1H), 4.57 (d, *J* = 12.1 Hz, 1H), 3.49 (dd, *J* = 8.6, 7.6 Hz, 1H), 2.75-2.89 (m, 2H), 2.33-2.45 (m, 2H), 1.13 (s, 3H), 0.81-2.10 (m, 10H). ¹³C NMR (100 MHz, CDCl₃): δ 157.0, 140.1, 139.2, 137.2, 128.6 (2C), 128.3 (2C), 128.2, 127.9, 127.4 (2C), 127.32 (2C), 127.30, 126.1, 115.7, 113.1, 88.8, 71.6, 69.9, 67.7, 50.9, 50.1, 43.9, 43.1, 33.1, 30.0, 27.9, 26.7, 23.0, 14.2.

[0361] **General procedure: (8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-11-(4-nitro-phenoxy)-7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthrene:** A solution of the 11β-alcohol (0.117 g, 0.25 mmol) in anhydrous THF (2.0 mL) was added gradually to the solution of potassium hydride (25 mg, 0.625 mmol) in DMF (1.0 mL) at 0 °C. The mixture was stirred for 10 min at 0 °C. The solution of 1-fluoro-4-nitrobenzene (80 μL, 0.75 mmol) in THF (0.5 mL) was added slowly to the reaction system. The reaction was stirred until

TLC indicated complete consumption of the starting material. A saturated NH₄Cl aqueous solution was added to quench the reaction. Ethyl acetate (3 X 40 mL) was added to the mixture. The combined organic phases were washed with water and brine, and dried over anhydrous MgSO₄. Flash column chromatography on silica gel eluting with 6/1 hexanes/ethyl acetate gave the target compound, the 4-nitrophenyl ether. ¹H NMR (400 MHz, CDCl₃) δ 8.18 (d, *J* = 9.3 Hz, 2H), 8.13 (d, *J* = 9.4 Hz, 1H), 7.10-7.39 (m, 8H), 6.91 (d, *J* = 9.3 Hz, 2H), 6.84 (d, *J* = 8.7 Hz, 1H), 6.73 (d, *J* = 2.6 Hz, 1H), 6.61 (m, 2H), 5.35 (m, 1H), 4.98 (s, 2H), 4.54 (d, *J* = 12.2 Hz, 1H), 4.44 (d, *J* = 12.2 Hz, 1H), 3.50 (dd, *J* = 8.1, 8.1 Hz, 1H), 2.79-2.96 (m, 2H), 2.60 (d, *J* = 10.9 Hz, 1H), 2.51 (dd, *J* = 14.2, 2.4 Hz, 1H), 1.95-2.08 (m, 2H), 0.95 (s, 3H), 0.75-1.8 (m, 7H). ¹³C NMR (100 MHz, CDCl₃): δ 163.0, 156.8, 141.2, 139.0, 138.6, 137.2, 129.1, 128.5 (2C), 128.3 (2C), 128.0, 127.9, 127.4 (2C), 127.3, 126.3 (2C), 126.0 (2C), 115.2 (2C), 112.6, 110.2, 88.4, 73.1, 71.6, 69.9, 50.6, 48.7, 43.0, 40.3, 39.4, 33.7, 27.6, 27.3, 23.1, 13.8.

[0362] General procedure: (8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-11-(4-aminophenoxy)-13-methyl-7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthrene-3,17-diol, JD105:

Sodium borohydride (30 mg, 0.79 mmol) was added gradually to a solution of NiCl₂·6H₂O (59 mg, 0.25 mmol) and the 11β-(4-nitrophenyl)ether (0.121 g, 0.205 mmol) in MeOH (1.5 mL) and dichloromethane (3.0 mL) at 0 °C. The mixture was stirred at 22 °C until TLC indicated the complete consumption of the starting material. Diethyl ether (15 mL) and citric acid aqueous solution (5%, 10 mL) was added and stirred vigorously to quench the reaction. Diethyl ether (3 X 40 mL) was added to the mixture. The combined organic phases were washed with water and brine, and dried over anhydrous MgSO₄. The mixture was concentrated. The resulting residue was dissolved in MeOH (15 mL) and added with Pd(OH)₂ (20 mg). A stream of argon was passed over the mixture and then the argon was replaced with hydrogen and the mixture was stirred vigorously for 1 h. The mixture was filtered through a thick pad of CELITE® and the organic phase was evaporated. The residue was purified via flash column chromatography on silica gel eluting with 6/1 hexanes/ethyl acetate gave the target compound, the 4-aminophenyl ether diol. ¹H NMR (500 MHz, CDCl₃) δ 6.99 (d, *J* = 8.6 Hz, 1H), 6.76 (d, *J* = 8.4 Hz, 2H), 6.65 (d, *J* = 8.4 Hz, 2H), 6.58 (s, 1H), 6.53 (d, *J* = 7.9 Hz, 1H), 5.16 (m, 1H), 3.74 (m, 1H), 1.00 (s, 3H), 0.69-3.0 (m, 17H). ¹³C NMR (125 MHz, CDCl₃): δ 153.3, 150.9, 139.4, 138.7, 128.5, 126.8, 116.8 (2C), 116.6 (2C), 115.5, 113.0, 82.4, 72.2, 50.8, 49.0, 43.0, 38.3, 34.0, 30.5, 29.6, 27.4, 23.1, 12.9.

[0363] General procedure: *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)phenyl)-2-(dimethyl-amino)acetamide: Sodium borohydride (30 mg, 0.79 mmol) was added gradually to a solution of NiCl₂·6H₂O (59 mg, 0.25 mmol) and 11β-(4-nitrophenyl)ether

(0.121 g, 0.205 mmol) in MeOH (1.5 mL) and dichloromethane (3.0 mL) at 0 °C. The mixture was stirred at 22 °C until TLC indicated the complete consumption of the starting material. Diethyl ether (15 mL) and citric acid aqueous solution (5%, 10 mL) was added and stirred vigorously to quench the reaction. Diethyl ether (3 X 40 mL) was added to the mixture. The combined organic phases were washed with water and brine, dried over anhydrous MgSO₄. The mixture was concentrated. The resulting residue was dissolved in dichloromethane (2.0 mL) and DMAP (cat.) and Et₃N (0.82 mmol) were added. Chloroacetyl chloride (0.65 mmol) was added gradually to the mixture at 0 °C and the reaction mixture was stirred at 22 °C for 2 h. Ethyl acetate (3 X 40 mL) was added to the mixture. The combined organic phases were washed with water and brine, and dried over anhydrous MgSO₄. The organic phase was concentrated. The resulting residue was dissolved in dimethylformamide (2.0 mL) and dimethylamine (1.0 mmol) was added to the reaction system at 22 °C. The reaction was stirred until TLC indicated the complete consumption of the starting material. Ethyl acetate (3 X 40 mL) was added to the mixture. The combined organic phases were washed with water and brine, dried over anhydrous MgSO₄ and the organic phase was evaporated. The residue was purified via flash column chromatography on silica gel eluting with 2/1 hexanes/ethyl acetate gave the targeted compounds. ¹H NMR (300 MHz, CDCl₃): δ 9.00 (s, 1H), 7.12-7.53 (m, 12H), 6.95 (d, *J* = 8.4 Hz, 1H), 6.85 (d, *J* = 8.9 Hz, 2H), 6.68 (d, *J* = 2.6 Hz, 1H), 6.65 (dd, *J* = 8.4, 2.4 Hz, 1H), 5.20 (m, 1H), 4.98 (s, 2H), 4.51 (d, *J* = 12.3 Hz, 1H), 4.47 (d, *J* = 12.3 Hz, 1H), 3.47 (m, 2H), 2.38 (s, 6H), 1.01 (s, 3H), 0.80-3.11 (m, 14H). ¹³C NMR (75 MHz, CDCl₃): δ 168.4, 156.6, 154.5, 139.1, 138.5, 137.4, 130.5, 128.8, 128.5 (2C), 128.3 (2C), 127.8, 127.5 (2C), 127.4 (2C), 127.35, 126.6, 121.3 (2C), 115.8 (2C), 115.0, 112.6, 88.6, 71.9, 71.6, 69.9, 63.6, 51.0, 48.9, 46.0 (2C), 43.2, 39.4, 33.7, 29.7, 27.8, 27.5, 23.1, 13.7. HR-MS (ESI) calcd for [C₄₂H₄₈N₂O₄H]⁺ 645.3693, found 645.3707.

[0364] General procedure: *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-Dihydroxy-13-methyl-7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)phenyl)-2-(dimethyl-amino)acetamide, JD104: To a solution of the dibenzyl amide (0.065 g, 0.1 mmol) in MeOH (5.0 mL) was added Pd(OH)₂ (10 mg). Argon was passed over the mixture and then the argon was replaced with hydrogen and the mixture was stirred vigorously for 1 h. The mixture was filtered through a thick pad of Celite and the organic phase was evaporated. The residue was purified via flash column chromatography on silica gel eluting with 15/1 dichloromethane/MeOH to give the target compound, the amide diol. ¹H NMR (400 MHz, MeOD): δ 7.41 (d, *J* = 9.7 Hz, 2H), 6.88 (d, *J* = 8.7 Hz, 1H), 6.86 (d, *J* = 9.7 Hz, 2H), 6.48 (d, *J* = 2.7 Hz, 1H), 6.40 (dd, *J* = 8.7, 2.7 Hz, 1H), 5.31 (m, 1H), 3.60-3.69 (m, 1H), 3.33 (s, 2H), 2.40 (br s, 6H), 0.88 (s, 3H), 0.80-3.38 (m, 13H). ¹³C NMR (100 MHz, MeOD): δ 169.4, 156.3, 154.8,

138.6, 130.6, 127.7, 126.8, 122.4 (2C), 115.4 (2C), 115.1, 112.9, 81.9, 72.3, 62.8, 50.8, 49.2, 44.8, 43.2 (2C), 38.4, 34.6, 29.8, 29.5, 27.6, 23.0, 12.7. HR-MS (ESI) calcd for $[C_{28}H_{37}N_2O_4 H]^+$ 465.2753, found 465.2759.

[0365] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-

5 **7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)phenyl)-2-morpholinoacetamide:** 1H NMR (400 MHz, $CDCl_3$): δ 8.91 (s, 1H), 7.18-7.49 (m, 12H), 6.96 (d, $J = 8.9$ Hz, 1H), 6.86 (d, $J = 8.9$ Hz, 2H), 6.71 (d, $J = 2.6$ Hz, 1H), 6.65 (dd, $J = 8.6, 2.6$ Hz, 1H), 5.22 (m, 1H), 4.98 (s, 2H), 4.51 (d, $J = 12.0$ Hz, 1H), 4.47 (d, $J = 12.0$ Hz, 1H), 4.09 (m, 1H), 3.70-3.82 (m, 2H), 3.40-3.52 (m, 1H), 1.01 (s, 3H), 0.80-3.20 (m, 20H). ^{13}C NMR (100
10 MHz, $CDCl_3$): δ 167.6, 156.6, 154.6, 139.1, 138.5, 137.3, 130.2, 128.8, 128.5 (2C), 128.3 (2C), 127.8, 127.5 (2C), 127.4, 127.3 (2C), 126.5, 121.4 (2C), 115.8 (2C), 114.9, 112.6, 88.5, 71.9, 71.5, 69.9, 67.1 (2C), 62.4, 53.8 (2C), 50.9, 48.9, 43.1, 39.3, 33.7, 29.8, 27.7, 23.1, 19.1, 13.7.

[0366] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-Dihydroxy-13-methyl-

15 **7,8,9,11,12,13,14,15,16,17-deca-hydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)phenyl)-2-morpholinoacetamide, JD103:** 1H NMR (400 MHz, MeOD): δ 7.41 (d, $J = 9.0$ Hz, 2H), 6.88 (d, $J = 8.0$ Hz, 1H), 6.85 (d, $J = 9.0$ Hz, 2H), 6.48 (d, $J = 2.3$ Hz, 1H), 6.40 (dd, $J = 8.5, 2.7$ Hz, 1H), 5.30 (m, 1H), 3.75 (t, $J = 4.0$ Hz, 4H), 3.13 (s, 2H), 2.57 (t, $J = 4.0$ Hz, 4H), 0.88 (s, 3H), 0.8-3.3 (m, 14H). ^{13}C NMR (100 MHz, MeOD): δ 169.1, 154.9, 154.4, 138.2, 130.1, 127.3, 126.3, 122.0 (2C), 115.1 (2C), 114.8, 112.5, 81.5, 71.9, 66.4 (2C), 61.8, 53.4 (2C), 50.4, 48.7,
20 42.8, 38.0, 34.2, 29.4, 29.1, 27.2, 22.6, 12.3. HR-MS (ESI) calcd for $[C_{30}H_{38}N_2O_5 H]^+$ 507.2859, found 507.2843.

[0367] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-

25 **7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)phenyl)-2-(pyrrolidin-1-yl)acetamide:** 1H NMR (300 MHz, $CDCl_3$): δ 8.99 (s, 1H), 7.20-7.51 (m, 12H), 6.95 (d, $J = 8.7$ Hz, 1H), 6.84 (d, $J = 8.7$ Hz, 2H), 6.71 (d, $J = 2.8$ Hz, 1H), 6.65 (dd, $J = 8.9, 3.0$ Hz, 1H), 5.20 (m, 1H), 4.98 (s, 2H), 4.51 (d, $J = 11.7$ Hz, 1H), 4.47 (d, $J = 11.7$ Hz, 1H), 3.47 (s, 2H), 2.70 (m, 4H), 1.86 (m, 4H), 1.05 (s, 3H), 0.80-3.56 (m, 14H). ^{13}C NMR (75 MHz, $CDCl_3$):
30 δ 168.8, 156.6, 154.5, 139.1, 138.5, 137.4, 130.5, 128.8, 128.5 (2C), 128.3 (2C), 127.8, 127.5 (2C), 127.4 (2C), 127.3, 126.6, 121.4 (2C), 115.8 (2C), 115.0, 112.5, 88.5, 71.9, 71.6, 69.9, 59.7, 54.6 (2C), 51.0, 48.9, 43.1, 39.4, 33.7, 29.8, 27.8, 27.5, 24.1 (2C), 23.1, 13.7.

[0368] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-Dihydroxy-13-methyl-

7,8,9,11,12,13,14,15,16,17-deca-hydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)phenyl)-2-(pyrrolidin-1-yl)acetamide, JD102: 1H NMR (400 MHz, MeOD): δ 7.40 (d, $J = 8.9$ Hz, 2H), 6.88 (d, $J = 8.0$ Hz, 1H), 6.85 (d, $J = 8.9$ Hz, 2H), 6.48 (d, $J = 2.7$ Hz, 1H), 6.40 (dd, $J = 8.0, 2.4$

Hz, 1H), 5.32 (m, 1H), 3.65 (m, 1H), 3.40 (s, 2H), 2.78 (m, 4H), 1.88 (m, 4H), 0.88 (s, 3H), 0.80-2.60 (m, 13H). ¹³C NMR (100 MHz, MeOD): δ 170.1, 156.3, 155.8, 139.6, 131.6, 128.7, 123.4 (2C), 123.3, 116.5 (2C), 116.2, 113.9, 79.3, 73.3, 55.4 (2C), 51.8, 50.2, 49.5, 44.2, 39.4, 35.6, 30.8, 30.5, 28.6, 24.6 (2C), 24.0, 13.8. MS (ESI) m/z (%) 491 ([M+1]⁺, 100), 447 (15), 155 (28).

5 HR-MS (ESI) calcd for [C₂₀H₂₂O₅H]⁺ 491.2910, found 491.2926.

[0369] N-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-

7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)phenyl)-2-

(piperidin-1-yl)acetamide: ¹H NMR (300 MHz, CDCl₃): δ 9.05 (s, 1H), 7.10-7.55 (m, 12H),

6.95 (d, *J* = 8.4 Hz, 1H), 6.85 (d, *J* = 9.0 Hz, 2H), 6.71 (d, *J* = 2.4 Hz, 1H), 6.66 (d, *J* = 8.4 Hz,

10 1H), 5.22 (m, 1H), 4.98 (s, 2H), 4.51 (d, *J* = 12.3 Hz, 1H), 4.47 (d, *J* = 12.3 Hz, 1H), 2.72 (m,

4H), 1.86 (m, 4H), 1.01 (s, 3H), 0.70-3.60 (m, 18H). ¹³C NMR (75 MHz, CDCl₃): δ 168.5, 156.7,

154.4, 139.0, 138.4, 137.3, 130.5, 128.7, 128.5 (2C), 128.2 (2C), 127.8, 127.4 (2C), 127.3 (2C),

127.27, 126.5, 121.4 (2C), 115.7 (2C), 114.9, 112.5, 88.5, 71.8, 71.5, 69.8, 59.6, 54.5 (2C), 51.0,

48.8, 43.1, 39.3, 38.5, 33.7, 29.7, 29.6, 27.7, 24.0 (2C), 23.0, 14.1.

15 **[0370] N-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-Dihydroxy-13-methyl-**

7,8,9,11,12,13,14,15,16,17-deca-hydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)phenyl)-2-

(piperidin-1-yl)acetamide, JD101: ¹H NMR (400 MHz, MeOD): δ 7.40 (d, *J* = 8.9 Hz, 2H),

6.88 (d, *J* = 8.4 Hz, 1H), 6.85 (d, *J* = 8.9 Hz, 2H), 6.47 (d, *J* = 2.6 Hz, 1H), 6.39 (dd, *J* = 8.4, 2.6

Hz, 1H), 5.31 (m, 1H), 3.43 (s, 2H), 2.81 (m, 4H), 1.89 (m, 4H), 0.88 (s, 3H), 0.75-3.7 (m, 16H).

20 ¹³C NMR (100 MHz, MeOD): δ 169.9, 156.3, 155.8, 139.6, 131.6, 128.7, 127.7, 123.4 (2C),

116.4 (2C), 116.1, 113.9, 82.9, 73.3, 61.5, 59.9, 55.4, 51.8, 50.2, 44.2 (2C), 39.4, 35.6, 30.8,

30.5, 28.6, 24.6 (2C), 24.0, 13.7. HR-MS (ESI) calcd for [C₃₁H₄₀N₂O₄H]⁺ 491.2910, found

491.2892.

[0371] N-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-

25 **7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)phenyl)-3-**

morpholinopropanamide: ¹H NMR (300 MHz, CDCl₃): δ 10.5 (s, 1H), 7.20-7.50 (m, 12H),

6.96 (d, *J* = 8.4 Hz, 1H), 6.85 (d, *J* = 8.7 Hz, 2H), 6.71 (d, *J* = 2.4 Hz, 1H), 6.65 (dd, *J* = 7.7, 2.4

Hz, 1H), 5.20 (m, 1H), 4.98 (s, 2H), 4.51 (d, *J* = 12.0 Hz, 1H), 4.47 (d, *J* = 12.0 Hz, 1H), 3.82 (t,

J = 4.2 Hz, 4H), 2.61 (t, *J* = 4.2 Hz, 4H), 1.01 (s, 3H), 0.72-3.78 (m, 18H). ¹³C NMR (75 MHz,

30 CDCl₃): δ 169.9, 156.6, 154.1, 139.1, 138.5, 137.3, 131.3, 128.8, 128.5 (2C), 128.2 (2C), 127.8,

127.4 (2C), 127.32, 127.30 (2C), 126.5, 121.2 (2C), 115.8 (2C), 114.9, 112.5, 88.5, 71.9, 71.4,

69.9, 67.0 (2C), 54.3, 52.8 (2C), 50.9, 48.9, 43.1, 39.3, 33.7, 32.1, 29.7, 27.7, 27.4, 23.0, 13.7.

[0372] N-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-Dihydroxy-13-methyl-

7,8,9,11,12,13,14,15,16,17-deca-hydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)phenyl)-3-

morpholinopropanamide, JD106: ^1H NMR (300 MHz, MeOD): δ 7.38 (d, $J = 9.0$ Hz, 2H), 6.89 (d, $J = 8.4$ Hz, 1H), 6.85 (d, $J = 9.0$ Hz, 2H), 6.48 (d, $J = 2.7$ Hz, 1H), 6.40 (dd, $J = 8.4, 2.4$ Hz, 1H), 5.32 (m, 1H), 3.71 (t, $J = 4.5$ Hz, 4H), 2.54 (t, $J = 4.5$ Hz, 4H), 0.89 (s, 3H), 0.80-3.69 (m, 18H). ^{13}C NMR (75 MHz, MeOD): δ 172.5, 156.1, 155.8, 139.6, 132.2, 128.7, 127.7, 123.2 (2C), 116.5 (2C), 116.2, 113.9, 82.9, 73.3, 67.7 (2C), 55.6, 54.4 (2C), 51.8, 50.2, 44.2, 39.4, 35.6, 34.4, 30.8, 30.5, 28.6, 24.0, 13.7. HR-MS (ESI) calcd for $[\text{C}_{31}\text{H}_{40}\text{N}_2\text{O}_5\text{H}]^+$ 521.3016, found 521.3010.

[0373] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)phenyl)-3-(piperidin-1-yl)propan-amide: ^1H NMR (300 MHz, CDCl_3): δ 10.75 (s, 1H), 7.20-7.55 (m, 12H), 6.96 (d, $J = 8.4$ Hz, 1H), 6.84 (d, $J = 8.7$ Hz, 2H), 6.71 (d, $J = 2.4$ Hz, 1H), 6.66 (dd, $J = 8.3, 2.4$ Hz, 1H), 5.21 (m, 1H), 4.98 (s, 2H), 4.50 (d, $J = 11.6$ Hz, 1H), 4.48 (d, $J = 11.6$ Hz, 1H), 2.60 (m, 4H), 1.72 (m, 4H), 1.01 (s, 3H), 0.70-3.75 (m, 20H). ^{13}C NMR (75 MHz, CDCl_3): δ 169.9, 156.6, 154.0, 139.1, 138.4, 137.3, 131.6, 128.8, 128.5 (2C), 128.2 (2C), 127.8, 127.4 (2C), 127.31 (2C), 127.27, 126.5, 121.1 (2C), 115.8 (2C), 114.9, 112.5, 88.5, 71.8, 71.5, 69.9, 54.3, 53.6 (2C), 51.0, 48.9, 43.1, 39.3, 33.7, 32.4, 29.7, 27.7, 27.5, 25.5 (2C), 23.8, 23.0, 13.7. HR-MS (ESI) calcd for $[\text{C}_{46}\text{H}_{54}\text{N}_2\text{O}_4\text{H}]^+$ 699.4162, found 699.4180.

[0374] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-Dihydroxy-13-methyl-7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)phenyl)-3-(piperidin-1-yl)propanamide, JD107: ^1H NMR (400 MHz, MeOD): δ 7.41 (d, $J = 8.8$ Hz, 2H), 6.88 (d, $J = 8.2$ Hz, 1H), 6.85 (d, $J = 8.8$ Hz, 2H), 6.48 (d, $J = 2.6$ Hz, 1H), 6.40 (dd, $J = 8.2, 2.6$ Hz, 1H), 5.31 (m, 1H), 2.87 (m, 4H), 1.84 (m, 4H), 0.87 (s, 3H), 0.79-3.75 (m, 20H). ^{13}C NMR (100 MHz, MeOD): δ 169.7, 156.2, 155.8, 139.6, 132.0, 128.7, 127.8, 123.2 (2C), 116.5 (2C), 116.2, 113.9, 82.8, 73.3, 54.6, 54.3, 51.8, 50.1, 44.2 (2C), 39.4, 35.6, 31.4, 30.9, 30.5, 28.6, 24.4 (2C), 24.0, 22.8, 13.8.

[0375] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)phenyl)-3-(pyrrolidin-1-yl)propan-amide: ^1H NMR (300 MHz, CDCl_3): δ 10.50 (s, 1H), 7.20-7.49 (m, 12H), 6.96 (d, $J = 8.7$ Hz, 1H), 6.84 (d, $J = 9.0$ Hz, 2H), 6.71 (d, $J = 2.4$ Hz, 1H), 6.66 (dd, $J = 8.6, 2.6$ Hz, 1H), 5.20 (m, 1H), 4.98 (s, 2H), 4.50 (d, $J = 12.6$ Hz, 1H), 4.48 (d, $J = 12.6$ Hz, 1H), 2.85 (m, 4H), 1.92 (m, 4H), 1.00 (s, 3H), 0.82-3.55 (m, 18H). ^{13}C NMR (75 MHz, CDCl_3): δ 169.4, 156.5, 154.1, 139.1, 138.4, 137.3, 131.3, 128.8, 128.4 (2C), 128.2 (2C), 127.7, 127.4 (2C), 127.3 (2C), 127.2, 126.5, 121.4 (2C), 115.7 (2C), 112.5, 112.5, 88.5, 71.8, 71.5, 69.8, 53.4 (2C),

51.5, 50.9, 48.8, 43.0, 39.2, 34.1, 33.6, 29.7, 27.7, 27.4, 23.5 (2C), 23.0, 13.6. HR-MS (ESI) calcd for $[C_{45}H_{52}N_2O_4H]^+$ 685.4005, found 685.4021.

[0376] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-Dihydroxy-13-methyl-7,8,9,11,12,13,14,15,16,17-deca-hydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)phenyl)-3-(pyrrolidin-1-yl)propanamide, JD108: 1H NMR (400 MHz, MeOD): δ 7.40 (d, J = 8.7 Hz, 2H), 6.87 (d, J = 8.1 Hz, 1H), 6.84 (d, J = 8.7 Hz, 2H), 6.50 (d, J = 2.6 Hz, 1H), 6.42 (dd, J = 8.1, 2.6 Hz, 1H), 5.27 (m, 1H), 2.87 (m, 4H), 1.27 (m, 4H), 0.88 (s, 3H), 0.80-3.74 (m, 18H). ^{13}C NMR (75 MHz, MeOD): δ 169.0, 155.8, 155.3, 139.4, 131.5, 128.4, 127.4, 122.8 (2C), 116.3 (2C), 116.0, 113.7, 82.5, 73.0, 55.1 (2C), 52.1, 51.5, 43.9, 39.1, 35.2, 32.4, 30.5, 30.4, 30.3, 28.3, 23.8 (2C), 23.7, 13.6. HR-MS (ESI) calcd for $[C_{31}H_{40}N_2O_4H]^+$ 505.3066, found 505.3045.

[0377] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)phenyl)-3-(dimethylamino)propanamide: 1H NMR (300 MHz, $CDCl_3$): δ 8.01 (s, 1H), 7.19-7.55 (m, 12H), 6.95 (d, J = 8.4 Hz, 1H), 6.84 (d, J = 8.9 Hz, 2H), 6.65 (d, J = 2.6 Hz, 1H), 6.62 (dd, J = 8.4, 2.4 Hz, 1H), 5.18 (m, 1H), 4.98 (s, 2H), 4.51 (d, J = 11.3 Hz, 1H), 4.48 (d, J = 11.3 Hz, 1H), 2.52 (s, 6H), 1.02 (s, 3H), 0.80-3.80 (m, 18H). ^{13}C NMR (75 MHz, $CDCl_3$): δ 166.2, 156.5, 154.5, 139.0, 138.4, 137.2, 130.7, 128.7, 128.4 (2C), 128.2 (2C), 127.7, 127.3 (2C), 127.2 (2C), 126.8, 126.4, 121.7 (2C), 115.6 (2C), 114.9, 112.4, 88.4, 72.0, 71.4, 69.7, 50.8, 48.8, 45.8, 43.0 (2C), 39.2, 33.6, 29.7, 29.6, 27.6, 27.3, 23.0, 20.5, 13.6.

[0378] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-Dihydroxy-13-methyl-7,8,9,11,12,13,14,15,16,17-deca-hydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)phenyl)-3-(dimethylamino)propanamide, JD109: 1H NMR (300 MHz, MeOD): δ 7.38 (d, J = 9.0 Hz, 2H), 6.89 (d, J = 8.4 Hz, 1H), 6.84 (d, J = 9.0 Hz, 2H), 6.48 (d, J = 2.7 Hz, 1H), 6.41 (dd, J = 8.4, 2.7 Hz, 1H), 5.28 (m, 1H), 2.14 (s, 6H), 0.88 (s, 3H), 0.80-3.70 (m, 18H). ^{13}C NMR (75 MHz, MeOD): δ 175.1, 156.0, 155.8, 139.5, 132.4, 128.7, 127.7, 123.3 (2C), 116.4 (2C), 116.2, 113.9, 82.9, 73.3, 51.8, 50.1, 44.2 (2C), 39.4, 35.6, 30.8, 30.7, 30.5, 28.6, 24.0, 13.7, 10.4.

[0379] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)phenyl)-4-morpholinobutanamide: 1H NMR (300 MHz, $CDCl_3$): δ 8.15 (s, 1H), 7.20-7.50 (m, 12H), 6.97 (d, J = 8.7 Hz, 1H), 6.85 (d, J = 8.7 Hz, 2H), 6.71 (d, J = 2.5 Hz, 1H), 6.67 (dd, J = 8.4, 2.6 Hz, 1H), 5.19 (m, 1H), 4.99 (s, 2H), 4.52 (d, J = 12.9 Hz, 1H), 4.49 (d, J = 12.9 Hz, 1H), 3.75 (t, J = 4.3 Hz, 4H), 2.53 (t, J = 4.3 Hz, 4H), 1.03 (s, 3H), 0.9-3.8 (m, 20H). ^{13}C NMR (75 MHz, $CDCl_3$): δ 170.8, 156.5, 154.3, 139.0, 138.4, 137.2, 130.8, 128.7, 128.4 (2C), 128.2 (2C), 127.7, 127.3 (2C), 127.26, 127.22 (2C), 126.4, 121.6 (2C), 115.7 (2C), 114.8, 112.4, 88.4, 71.8, 71.4, 69.7,

66.7 (2C), 57.4, 53.3 (2C), 50.8, 48.8, 43.0, 39.2, 35.1, 33.6, 29.7, 27.6, 27.3, 23.0, 21.7, 13.6.
HR-MS (ESI) calcd for $[C_{46}H_{54}N_2O_5H]^+$ 715.4111, found 715.4106.

[0380] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-Dihydroxy-13-methyl-
7,8,9,11,12,13,14,15,16,17-deca-hydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)phenyl)-4-
5 morpholinobutanamide, JD110: 1H NMR (300 MHz, MeOD): δ 7.40 (d, $J = 9.0$ Hz, 2H), 6.88
(d, $J = 8.7$ Hz, 1H), 6.85 (d, $J = 9.0$ Hz, 2H), 6.49 (d, $J = 2.4$ Hz, 1H), 6.41 (dd, $J = 8.1, 2.4$ Hz,
1H), 5.28 (m, 1H), 3.82 (m, 4H), 2.49 (m, 4H), 0.88 (s, 3H), 0.80-3.70 (m, 20H). ^{13}C NMR (75
MHz, MeOD): δ 173.0, 156.1, 155.8, 139.6, 132.1, 128.7, 127.8, 123.4 (2C), 116.5 (2C), 116.2,
113.9, 82.8, 73.3, 66.0 (2C), 58.6, 53.7 (2C), 51.8, 50.0, 44.2, 39.3, 35.6, 34.8, 30.8, 30.5, 28.6,
10 24.0, 21.6, 13.8.

[0381] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-
7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)phenyl)-4-
(pyrrolidin-1-yl)butanamide: 1H NMR (300 MHz, MeOD): δ 7.19-7.42 (m, 12H), 6.95 (d, $J =$
8.8 Hz, 1H), 6.82 (d, $J = 9.0$ Hz, 2H), 6.66 (d, $J = 2.7$ Hz, 1H), 6.56 (dd, $J = 8.7, 2.8$ Hz, 1H),
15 5.26 (m, 1H), 4.93 (s, 2H), 4.46 (d, $J = 11.4$ Hz, 1H), 4.42 (d, $J = 11.4$ Hz, 1H), 2.50 (m, 4H),
2.05 (m, 4H), 0.94 (s, 3H), 0.82-3.60 (m, 20H). ^{13}C NMR (75 MHz, MeOD): δ 172.4, 157.9,
156.0, 140.4, 139.7, 139.0, 132.2, 130.2, 129.4, 129.3 (2C), 128.7 (2C), 128.6, 128.5 (2C),
128.46 (2C), 127.8, 123.4 (2C), 116.5 (2C), 115.8, 113.6, 90.2, 73.3, 72.8, 70.8, 55.9, 55.1 (2C),
54.8, 51.8, 50.0, 44.3, 40.2, 35.2, 34.2, 30.9, 28.7, 28.5, 24.0 (2C), 23.0, 14.4.

[0382] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-Dihydroxy-13-methyl-
7,8,9,11,12,13,14,15,16,17-deca-hydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)phenyl)-4-
(pyrrolidin-1-yl)butanamide, JD111: 1H NMR (300 MHz, MeOD): δ 7.38 (d, $J = 9.0$ Hz, 2H),
6.88 (d, $J = 8.1$ Hz, 1H), 6.85 (d, $J = 9.0$ Hz, 2H), 6.48 (d, $J = 2.4$ Hz, 1H), 6.40 (dd, $J = 8.7, 2.7$
Hz, 1H), 5.33 (m, 1H), 3.00 (m, 4H), 1.95 (m, 4H), 0.89 (s, 3H), 0.79-3.80 (m, 20H). ^{13}C NMR
25 (75 MHz, MeOD): δ 172.7, 156.5, 156.3, 139.4, 132.5, 128.7, 128.0, 123.3 (2C), 116.5 (2C),
116.3, 114.0, 82.9, 73.3, 56.6, 54.9 (2C), 51.6, 50.1, 44.1, 39.3, 35.7, 34.9, 30.8, 30.6, 28.4, 24.3,
24.2 (2C), 24.1, 13.4.

[0383] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-
7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)phenyl)-4-
30 (piperidin-1-yl)butanamide: 1H NMR (300 MHz, $CDCl_3$): δ 9.52 (s, 1H), 7.56 (d, $J = 8.7$ Hz,
2H), 7.18-7.48 (m, 10H), 6.95 (d, $J = 8.7$ Hz, 1H), 6.81 (d, $J = 9.0$ Hz, 2H), 6.70 (d, $J = 2.4$ Hz,
1H), 6.65 (dd, $J = 8.4, 2.4$ Hz, 1H), 5.18 (m, 1H), 4.97 (s, 2H), 4.49 (d, $J = 12.3$ Hz, 1H), 4.46 (d,
 $J = 12.3$ Hz, 1H), 2.90 (m, 4H), 1.60 (m, 4H), 0.99 (s, 3H), 0.80-3.78 (m, 22H). ^{13}C NMR (75
MHz, $CDCl_3$): δ 169.8, 156.5, 154.2, 139.1, 138.4, 137.3, 131.2, 128.8, 128.4 (2C), 128.2 (2C),

127.7, 127.4 (2C), 127.3 (2C), 127.2, 126.5, 121.6 (2C), 115.6 (2C), 114.9, 112.5, 88.4, 71.7, 71.4, 69.8, 60.6, 56.5, 53.5 (2C), 50.9, 48.8, 43.0, 39.2, 33.6, 31.4, 29.6 (2C), 27.7, 27.4, 23.0, 22.7, 20.3, 13.6. HR-MS (ESI) calcd for $[C_{47}H_{56}N_2O_4 H]^+$ 713.4318, found 713.4321.

[0384] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-Dihydroxy-13-methyl-

5 **7,8,9,11,12,13,14,15,16,17-deca-hydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)phenyl)-4-(piperidin-1-yl)butanamide, JD112: 1H NMR (300 MHz, MeOD): δ 7.38 (d, $J = 9.0$ Hz, 2H), 6.89 (d, $J = 9.0$ Hz, 1H), 6.84 (d, $J = 9.0$ Hz, 2H), 6.48 (d, $J = 2.4$ Hz, 1H), 6.40 (dd, $J = 8.4, 2.7$ Hz, 1H), 5.29 (m, 1H), 2.50 (m, 4H), 1.65 (m, 4H), 0.88 (s, 3H), 0.80-3.71 (m, 22H). ^{13}C NMR (75 MHz, MeOD): δ 173.5, 156.0, 155.8, 139.5, 132.2, 128.7, 127.7, 123.3 (2C), 116.4 (2C),
10 116.2, 113.9, 82.8, 73.3, 59.4, 55.2 (2C), 51.8, 50.1, 44.2, 39.3, 35.6, 35.5, 30.8, 30.5, 28.6, 26.1 (2C), 24.8, 24.0, 23.1, 13.7. HR-MS (ESI) calcd for $[C_{33}H_{44}N_2O_4 H]^+$ 533.3380, found 533.3358.**

[0385] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-

**7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)phenyl)-4-(dimethylamino)butanamide: 1H NMR (300 MHz, $CDCl_3$): δ 9.50 (s, 1H), 7.15-7.70 (m,
15 12H), 6.97 (d, $J = 8.1$ Hz, 1H), 6.84 (d, $J = 8.4$ Hz, 2H), 6.71 (d, $J = 2.6$ Hz, 1H), 6.68 (dd, $J = 8.4, 2.4$ Hz, 1H), 5.21 (m, 1H), 4.98 (s, 2H), 4.51 (d, $J = 11.4$ Hz, 1H), 4.49 (d, $J = 11.4$ Hz, 1H), 2.41 (s, 6H), 1.02 (s, 3H), 0.79-3.80 (m, 20H). ^{13}C NMR (75 MHz, $CDCl_3$): δ 171.1, 156.5, 154.0, 139.0, 138.4, 137.2, 131.5, 128.7, 128.4 (2C), 128.2 (2C), 127.7, 127.4 (2C), 127.3 (2C), 127.2, 126.5, 121.2 (2C), 115.7 (2C), 114.9, 112.4, 88.4, 71.8, 71.4, 69.8, 58.9, 50.8, 48.8, 45.0
20 (2C), 43.0, 39.2, 36.5, 33.6, 29.7, 27.6, 27.4, 23.0, 22.8, 13.6. HR-MS (ESI) calcd for $[C_{44}H_{52}N_2O_4 H]^+$ 673.4005, found 673.4008.**

[0386] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-dihydroxy-13-methyl-

**7,8,9,11,12,13,14,15,16,17-deca-hydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)phenyl)-4-(dimethylamino)butanamide, JD116: 1H NMR (300 MHz, MeOD): δ 7.42 (d, $J = 9.0$ Hz, 2H),
25 6.88 (d, $J = 8.7$ Hz, 1H), 6.84 (d, $J = 9.0$ Hz, 2H), 6.49 (d, $J = 2.1$ Hz, 1H), 6.42 (dd, $J = 8.6, 2.6$ Hz, 1H), 5.29 (m, 1H), 2.90 (s, 6H), 0.87 (s, 3H), 0.80-3.70 (m, 20H). ^{13}C NMR (75 MHz, MeOD): δ 172.4, 156.0, 155.7, 139.5, 132.0, 128.7, 127.7, 123.4 (2C), 116.4 (2C), 116.2, 113.9, 82.8, 73.3, 58.7, 51.7, 50.0, 44.1, 43.7 (2C), 39.3, 35.5, 34.2 30.8, 30.4, 28.5, 23.9, 21.6, 13.8. HR-MS (ESI) calcd for $[C_{30}H_{40}N_2O_4 H]^+$ 493.3066, found 493.3063.**

30 **[0387]** *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-

7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)phenyl)-5-morpholinopentanamide: 1H NMR (300 MHz, $CDCl_3$): δ 7.50 (s, 1H), 7.20-7.48 (m, 12H), 6.96 (d, $J = 8.4$ Hz, 1H), 6.84 (d, $J = 9.0$ Hz, 2H), 6.71 (d, $J = 2.4$ Hz, 1H), 6.65 (dd, $J = 8.4, 2.4$ Hz, 1H), 5.21 (m, 1H), 4.98 (s, 2H), 4.51 (d, $J = 12.8$ Hz, 1H), 4.48 (d, $J = 12.8$ Hz, 1H), 3.72 (t,

$J = 4.2$ Hz, 4H), 2.48 (t $J = 4.2$ Hz, 4H), 1.01 (s, 3H), 0.80-3.70 (m, 22H). ^{13}C NMR (75 MHz, CDCl_3): δ 170.9, 156.5, 154.4, 139.0, 138.4, 137.2, 130.6, 128.7, 128.4 (2C), 128.2 (2C), 127.7, 127.4 (2C), 127.3 (2C), 127.2, 126.4, 121.8 (2C), 115.7 (2C), 114.9, 112.5, 88.4, 71.8, 71.4, 69.8, 66.7 (2C), 58.4, 53.5 (2C), 50.8, 48.8, 43.0, 39.2, 37.1, 33.6, 29.7, 27.6, 27.4, 25.8, 23.4, 23.0, 13.6. HR-MS (ESI) calcd for $[\text{C}_{47}\text{H}_{56}\text{N}_2\text{O}_5\text{H}]^+$ 729.4268, found 729.4296.

[0388] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-Dihydroxy-13-methyl-7,8,9,11,12,13,14,15,16,17-deca-hydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)phenyl)-5-morpholinopentanamide, **JD113**: ^1H NMR (300 MHz, MeOD): δ 7.39 (d, $J = 9.0$ Hz, 2H), 6.89 (d, $J = 8.7$ Hz, 1H), 6.84 (d, $J = 9.0$ Hz, 2H), 6.48 (d, $J = 2.7$ Hz, 1H), 6.41 (dd, $J = 8.4, 2.4$ Hz, 1H), 5.29 (m, 1H), 3.76 (d, $J = 4.2$ Hz, 4H), 2.78 (t, $J = 4.2$ Hz, 4H), 0.88 (s, 3H), 0.80-3.70 (m, 22H). ^{13}C NMR (75 MHz, MeOD): δ 173.7, 156.0, 155.8, 139.6, 132.3, 128.7, 127.8, 123.3 (2C), 116.4 (2C), 116.2, 113.9, 82.8, 73.3, 66.5 (2C), 59.1, 54.1 (2C), 51.8, 50.1, 44.2, 39.3, 37.1, 35.6, 30.8, 30.5, 28.6, 25.7, 24.3, 24.0, 13.8.

[0389] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)phenyl)-5-(pyrrolidin-1-yl)pentanamide: ^1H NMR (300 MHz, CDCl_3): δ 9.27 (s, 1H), 7.19-7.72 (m, 12H), 6.96 (d, $J = 8.4$ Hz, 1H), 6.81 (m, 2H), 6.69 (s, 1H), 6.64 (d, $J = 8.4$ Hz, 1H), 5.20 (m, 1H), 4.95 (s, 2H), 4.49 (d, $J = 11.6$ Hz, 1H), 4.46 (d, $J = 11.6$ Hz, 1H), 2.80 (m, 4H), 1.78 (m, 4H), 0.99 (s, 3H), 0.80-3.60 (m, 22H). ^{13}C NMR (75 MHz, CDCl_3): δ 171.3, 156.5, 153.9, 139.0, 138.4, 137.2, 131.6, 128.8, 128.4 (2C), 128.2 (2C), 127.7, 127.4 (2C), 127.3 (2C), 127.2, 126.5, 121.7 (2C), 115.5 (2C), 114.8, 112.4, 88.4, 71.6, 71.4, 69.7, 54.8, 53.3 (2C), 50.8, 48.7, 45.5, 43.0, 39.1, 36.5, 33.6, 29.71, 29.68, 27.6, 27.3, 26.0, 23.0 (2C), 13.7.

[0390] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-Dihydroxy-13-methyl-7,8,9,11,12,13,14,15,16,17-deca-hydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)phenyl)-5-(pyrrolidin-1-yl)pentanamide, **JD114**: ^1H NMR (300 MHz, MeOD): δ 7.42 (d, $J = 8.1$ Hz, 2H), 6.90 (m, 1H), 6.89 (d, $J = 8.1$ Hz, 2H), 6.48 (s, 1H), 6.42 (d, $J = 6.5$ Hz, 1H), 5.30 (m, 1H), 2.49 (m, 4H), 1.71 (m, 4H), 0.88 (s, 3H), 0.80-3.70 (m, 22H). ^{13}C NMR (75 MHz, MeOD): δ 173.5, 156.0, 155.8, 139.6, 132.3, 128.7, 127.7, 123.3 (2C), 116.5 (2C), 116.2, 113.9, 82.8, 73.3, 55.9 (2C), 55.0, 51.8, 50.1, 44.2, 39.4, 36.7, 35.6, 30.8, 30.7, 30.5, 28.6, 26.5, 24.0 (2C), 23.7, 13.8.

[0391] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)phenyl)-5-(piperidin-1-yl)pentanamide: ^1H NMR (300 MHz, CDCl_3): δ 8.55 (s, 1H), 7.51 (d, $J = 8.7$ Hz, 2H), 7.20-7.46 (m, 10H), 6.96 (d, $J = 8.4$ Hz, 1H), 6.82 (d, $J = 8.7$ Hz, 2H), 6.69 (d, $J = 2.3$ Hz,

1H), 6.65 (dd, $J = 8.3, 2.5$ Hz, 1H), 5.20 (m, 1H), 4.97 (s, 2H), 4.49 (d, $J = 11.4$ Hz, 1H), 4.46 (d, $J = 11.4$ Hz, 1H), 2.58 (m, 4H), 1.71 (m, 4H), 1.00 (s, 3H), 0.80-3.55 (m, 24H). ^{13}C NMR (75 MHz, CDCl_3): δ 171.1, 156.5, 154.2, 139.0, 138.4, 137.2, 131.2, 128.7, 128.4 (2C), 128.2 (2C), 127.7, 127.4 (2C), 127.3 (2C), 127.2, 126.5, 121.8 (2C), 115.6 (2C), 114.8, 112.4, 88.4, 71.8, 71.4, 69.8, 57.6, 53.8 (2C), 50.8, 48.8, 43.0, 39.2, 36.5, 33.6, 29.7, 27.6, 27.3, 24.6, 24.1 (2C), 23.2, 23.1, 23.0, 14.1.

[0392] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-Dihydroxy-13-methyl-7,8,9,11,12,13,14,15,16,17-deca-hydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)phenyl)-5-(piperidin-1-yl)pentanamide, **JD115**: ^1H NMR (300 MHz, MeOD): δ 7.42 (d, $J = 8.7$ Hz, 2H), 6.89 (d, $J = 8.7$ Hz, 1H), 6.85 (d, $J = 8.7$ Hz, 2H), 6.49 (d, $J = 2.1$ Hz, 1H), 6.42 (dd, $J = 8.4, 2.7$ Hz, 1H), 5.30 (m, 1H), 2.42 (m, 4H), 1.75 (m, 4H), 0.88 (s, 3H), 0.80-3.70 (m, 24H). ^{13}C NMR (75 MHz, MeOD): δ 173.4, 156.0, 155.8, 139.6, 132.2, 128.7, 127.8, 123.3 (2C), 116.5 (2C), 116.2, 113.9, 82.8, 73.3, 57.9, 54.3 (2C), 51.8, 50.1, 44.2, 39.3, 36.7, 35.6, 30.8, 30.5, 28.6, 24.5, 24.2 (2C), 24.0, 23.7, 22.7, 13.8.

[0393] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)phenyl)-5-(dimethylamino)pentanamide: ^1H NMR (300 MHz, CDCl_3): δ 8.04 (s, 1H), 7.18-7.46 (m, 12H), 6.96 (d, $J = 8.4$ Hz, 1H), 6.83 (d, $J = 8.7$ Hz, 2H), 6.70 (d, $J = 2.3$ Hz, 1H), 6.66 (dd, $J = 8.3, 2.8$ Hz, 1H), 5.20 (m, 1H), 4.97 (s, 2H), 4.50 (d, $J = 11.6$ Hz, 1H), 4.47 (d, $J = 11.6$ Hz, 1H), 2.30 (s, 6H), 1.00 (s, 3H), 0.80-3.60 (m, 22H). ^{13}C NMR (75 MHz, CDCl_3): δ 171.1, 156.5, 154.2, 139.0, 138.4, 137.2, 130.9, 128.7, 128.4 (2C), 128.1 (2C), 127.7, 127.3 (2C), 127.2 (2C), 127.15, 126.4, 121.7 (2C), 115.6 (2C), 114.8, 112.4, 88.4, 71.8, 71.4, 69.7, 58.8, 50.8, 48.8, 45.3 (2C), 43.0, 39.2, 36.9, 33.6, 31.8, 29.7, 27.6, 26.5, 23.4, 21.5, 13.8.

[0394] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-Dihydroxy-13-methyl-7,8,9,11,12,13,14,15,16,17-deca-hydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)phenyl)-5-(dimethylamino)pentanamide, **JD117**: ^1H NMR (300 MHz, MeOD): δ 7.39 (d, $J = 9.0$ Hz, 2H), 6.89 (d, $J = 8.4$ Hz, 1H), 6.85 (d, $J = 8.7$ Hz, 2H), 6.48 (d, $J = 2.1$ Hz, 1H), 6.41 (dd, $J = 8.3, 2.7$ Hz, 1H), 5.29 (m, 1H), 2.50 (s, 6H), 0.88 (s, 3H), 0.80-3.70 (m, 22H). ^{13}C NMR (75 MHz, MeOD): δ 173.7, 156.0, 155.8, 139.6, 132.3, 128.7, 127.7, 123.3 (2C), 116.4 (2C), 116.2, 113.9, 82.8, 73.3, 59.4, 51.8, 50.1, 44.4 (2C), 44.2, 39.3, 37.1, 35.6 30.8, 30.5, 28.6, 26.5, 24.2, 24.0, 13.8.

[0395] (8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-11-(3-fluoro-4-nitrophenoxy)-13-methyl-7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthrene: ^1H NMR (300 MHz, CDCl_3): δ 7.88 (dd, $J = 9.0, 6.0$ Hz, 1H), 7.15-7.5 (m, 10H), 6.87 (dd, $J = 10.6, 2.4$ Hz,

1H), 6.78 (d, $J = 8.7$ Hz, 1H), 6.72 (d, $J = 2.4$ Hz, 1H), 6.66 (tt, $J = 7.3, 2.3$ Hz, 1H), 6.57 (dd, $J = 8.5, 2.6$ Hz, 1H), 5.29 (m, 1H), 4.99 (s, 2H), 4.60 (d, $J = 12.3$ Hz, 1H), 4.50 (d, $J = 12.3$ Hz, 1H), 3.54 (dd, $J = 8.1, 8.1$ Hz, 1H), 1.04 (s, 3H), 0.80-3.12 (m, 13H). ^{13}C NMR (75 MHz, CDCl_3): δ 165.8 (d, $J = 256.5$ Hz), 156.6, 154.2 (d, $J = 11.8$ Hz), 139.0, 138.9, 137.2, 135.9 (d, $J = 3.5$ Hz), 128.5 (d, $J = 2.4$ Hz), 128.4 (2C), 128.2 (2C), 127.7, 127.6, 127.41 (2C), 127.37, 127.31 (2C), 125.4, 115.0, 112.6, 106.7 (d, $J = 23.9$ Hz), 102.0 (d, $J = 26.8$ Hz), 88.5, 76.0, 71.5, 69.8, 50.6, 49.2, 43.0, 39.8, 33.6, 29.8, 27.6, 26.9, 23.0, 13.5. ^{19}F NMR (282 MHz, CDCl_3): δ -100.89.

[0396] (8S,9S,11S,13S,14S,17S)-11-(3-Fluoro-4-nitrophenoxy)-13-methyl-7,8,9,11,12,13,14,15,16,17-decahydro-6H-cyclopenta[*a*]phenanthrene-3,17-diol, JD119: ^1H NMR (300 MHz, MeOD): δ 7.85 (dd, $J = 9.0, 6.1$ Hz, 1H), 6.86 (dd, $J = 10.4, 2.4$ Hz, 1H), 6.70 (d, $J = 8.6$ Hz, 1H), 6.65 (d, $J = 1.8$ Hz, 1H), 6.53 (d, $J = 2.1$ Hz, 1H), 6.39 (m, 1H), 5.29 (m, 1H), 0.93 (s, 3H), 0.75-3.85 (m, 14H). ^{13}C NMR (75 MHz, MeOD): δ 165.9 (d, $J = 256.1$ Hz), 154.1 (d, $J = 11.3$ Hz), 153.4, 139.1, 135.9, 128.4 (d, $J = 11.3$ Hz), 127.1, 125.6, 115.8, 112.9, 106.8 (d, $J = 23.5$ Hz), 102.1 (d, $J = 26.6$ Hz), 82.3, 76.0, 50.4, 49.1, 42.9, 38.9, 33.9, 30.6, 29.6, 26.8, 23.0, 12.6. ^{19}F NMR (282 MHz, CDCl_3): δ -100.74. HR-MS (ESI) calcd for $[\text{C}_{24}\text{H}_{26}\text{FNO}_5\text{H}]^+$ 428.1873, found 428.1879.

[0397] (8S,9S,11S,13S,14S,17S)-11-(4-Amino-3-fluorophenoxy)-13-methyl-7,8,9,11,12,13,14,15,16,17-decahydro-6H-cyclopenta[*a*]phenanthrene-3,17-diol, JD120: ^1H NMR (300 MHz, CDCl_3): δ 7.26 (s, 2H), 6.71 (m, 2H), 6.49 (m, 2H), 6.38 (m, 1H), 5.29 (m, 1H), 0.99 (s, 3H), 0.70-3.80 (m, 18H). ^{13}C NMR (75 MHz, CDCl_3): δ 156.5 (d, $J = 227.6$ Hz), 153.5, 146.6 (d, $J = 9.7$ Hz), 138.6, 132.1, 127.7, 126.4, 115.434 (d, $J = 9.4$ Hz), 115.427, 113.1, 106.2 (d, $J = 22.2$ Hz), 100.2 (d, $J = 27.1$ Hz), 82.2, 74.0, 50.4, 49.1, 42.8, 39.0, 34.4, 30.4, 29.6, 27.1, 23.0, 12.8. ^{19}F NMR (282 MHz, CDCl_3): δ -123.5.

[0398] *N*-(4-(((8S,9S,11S,13S,14S,17S)-3,17-bis(Benzyloxy)-13-methyl-7,8,9,11,12,13,14,15,16,17-decahydro-6H-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-fluorophenyl)-2-(piperidin-1-yl)acet-amide: ^1H NMR (300 MHz, CDCl_3): δ 8.99 (s, 1H), 8.34 (dd, $J = 8.9, 6.4$ Hz, 1H), 7.15-7.50 (m, 10H), 6.68 (m, 5H), 5.28 (m, 1H), 4.94 (s, 2H), 4.50 (d, $J = 12.3$ Hz, 1H), 4.47 (d, $J = 12.3$ Hz, 1H), 2.55 (m, 4H), 1.61 (m, 4H), 1.01 (s, 3H), 0.80-3.60 (m, 18H). ^{13}C NMR (75 MHz, CDCl_3): δ 168.5, 158.9 (d, $J = 241.2$ Hz), 156.7, 147.6 (d, $J = 9.6$ Hz), 138.9, 138.0, 137.1, 128.4 (2C), 128.2 (2C), 127.9, 127.8, 127.5, 127.34 (2C), 127.29 (2C), 126.2, 124.1 (d, $J = 3.2$ Hz), 120.7 (d, $J = 8.8$ Hz), 115.0, 112.2, 106.3 (d, $J = 22.5$ Hz), 99.6 (d, $J = 26.7$ Hz), 88.4, 73.6, 71.6, 69.7, 63.2, 54.7 (2C), 50.5, 48.5, 46.8, 42.7, 40.6, 33.8, 29.1, 27.6, 27.4, 24.6 (2C), 23.7, 13.8. HR-MS (ESI) calcd for $[\text{C}_{45}\text{H}_{51}\text{FN}_2\text{O}_4\text{H}]^+$ 703.3911, found 703.3939.

[0399] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-Dihydroxy-13-methyl-7,8,9,11,12,13,14,15,16,17-deca-hydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-fluorophenyl)-2-(piperidin-1-yl)acet-amide, **JD122**: ¹H NMR (300 MHz, MeOD): δ 8.10 (dd, *J* = 9.0, 6.3 Hz, 1H), 7.04 (dd, *J* = 10.9, 2.7 Hz, 1H), 6.72 (d, *J* = 8.5 Hz, 1H), 6.63 (dt, *J* = 8.5, 2.6 Hz, 1H), 6.50 (d, *J* = 2.4 Hz, 1H), 6.35 (dd, *J* = 8.6, 2.5 Hz, 1H), 5.37 (m, 1H), 2.45 (m, 4H), 1.48 (m, 4H). 0.89 (s, 3H), 0.80-3.80 (m, 18H). ¹³C NMR (75 MHz, MeOD): δ 169.9, 161.2 (d, *J* = 240.8 Hz), 156.1, 150.2 (d, *J* = 10.1 Hz), 139.4, 128.2, 127.6, 124.6, 122.6 (d, *J* = 9.3 Hz), 116.3, 113.9, 107.0 (d, *J* = 21.8 Hz), 101.6 (d, *J* = 27.6 Hz), 82.7, 75.8, 63.2, 55.8 (2C), 51.5, 49.7, 43.9, 40.0, 35.7, 30.4, 30.3, 28.6, 26.5 (2C), 24.5, 24.1, 13.9. ¹⁹F NMR (282 MHz, CDCl₃): δ -117.41. HR-MS (ESI) calcd for [C₃₁H₃₉FN₂O₄H]⁺ 523.2972, found 523.2956.

[0400] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-fluorophenyl)-2-(pyrrolidin-1-yl)ac-etamide: ¹H NMR (300 MHz, CDCl₃): δ 9.00 (s, 1H), 8.37 (dd, *J* = 8.9, 6.4 Hz, 1H), 7.25-7.50 (m, 10H), 6.76 (d, *J* = 2.5 Hz, 1H), 6.72 (d, *J* = 4.2 Hz, 1H), 6.69 (d, *J* = 2.5 Hz, 1H), 6.64 (m, 1H), 6.56 (dd, *J* = 8.6, 2.6 Hz, 1H), 5.19 (m, 1H), 4.97 (s, 2H), 4.56 (d, *J* = 12.3 Hz, 1H), 4.50 (d, *J* = 12.3 Hz, 1H), 2.59 (m, 4H), 1.75 (m, 4H), 0.99 (s, 3H), 0.80-3.60 (m, 16H). ¹³C NMR (75 MHz, CDCl₃): δ 168.7, 159.0 (d, *J* = 241.0 Hz), 156.6, 147.5 (d, *J* = 9.8 Hz), 138.9, 138.0, 137.1, 128.5 (2C), 128.3 (2C), 127.9, 127.8, 127.41, 127.39 (2C), 127.32 (2C), 126.1, 124.1 (d, *J* = 3.0 Hz), 120.3 (d, *J* = 9.2 Hz), 115.0, 112.3, 106.2 (d, *J* = 22.1 Hz), 99.4 (d, *J* = 26.8 Hz), 88.4, 73.7, 71.6, 69.7, 60.5, 54.6 (2C), 50.5, 48.6, 42.8, 39.7, 33.9, 29.3, 27.6, 27.3, 24.2 (2C), 23.2, 13.7. ¹⁹F NMR (282 MHz, CDCl₃): δ -116.81. HR-MS (ESI) calcd for [C₄₄H₄₉FN₂O₄H]⁺ 689.3755, found 689.3782.

[0401] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-Dihydroxy-13-methyl-7,8,9,11,12,13,14,15,16,17-deca-hydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-fluorophenyl)-2-(pyrrolidin-1-yl)acet-amide, **JD125**: ¹H NMR (300 MHz, MeOD): δ 8.16 (dd, *J* = 8.9, 6.4 Hz, 1H), 6.99 (dd, *J* = 10.7, 2.4 Hz, 1H), 6.70 (d, *J* = 8.5 Hz, 1H), 6.61 (td, *J* = 8.7, 2.5 Hz, 1H), 6.51 (s, 1H), 6.35 (d, *J* = 8.5 Hz, 1H), 5.32 (m, 1H), 2.55 (m, 4H), 1.79 (m, 4H), 0.86 (s, 3H), 0.80-3.75 (m, 16H). ¹³C NMR (75 MHz, MeOD): δ 170.8, 160.9 (d, *J* = 245.4 Hz), 156.1, 149.9 (d, *J* = 10.1 Hz), 139.4, 128.1, 127.5, 124.7 (d, *J* = 3.3 Hz), 121.8 (d, *J* = 9.6 Hz), 116.2, 113.9, 106.8 (d, *J* = 22.0 Hz), 101.2 (d, *J* = 27.4 Hz), 82.7, 75.7, 61.1, 55.6 (2C), 51.4, 49.8, 43.9, 39.9, 35.7, 30.7, 30.5, 28.5, 25.2 (2C), 24.1, 13.9. ¹⁹F NMR (282 MHz, MeOD): δ -117.59.

[0402] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-

fluorophenyl)-2-morpholinoacet-amide: ^1H NMR (300 MHz, CDCl_3): δ 8.76 (s, 1H), 8.30 (dd, $J = 9.1, 6.5$ Hz, 1H), 7.20-7.40 (m, 10H), 6.45-6.80 (m, 5H), 5.15 (m, 1H), 4.91 (s, 2H), 4.50 (d, $J = 12.1$ Hz, 1H), 4.43 (d, $J = 12.1$ Hz, 1H), 3.48 (m, 4H), 2.55 (m, 4H), 0.94 (s, 3H), 0.80-3.75 (m, 16H). ^{13}C NMR (75 MHz, CDCl_3): δ 168.7, 159.0 (d, $J = 242.1$ Hz), 156.5, 147.4 (d, $J = 9.6$ Hz), 138.7, 137.7, 136.9, 128.2 (2C), 128.0 (2C), 127.7, 127.6, 127.2, 127.14 (2C), 127.12 (2C), 126.1, 123.7 (d, $J = 3.3$ Hz), 120.4 (d, $J = 9.6$ Hz), 114.6, 112.3, 106.2 (d, $J = 21.4$ Hz), 99.6 (d, $J = 26.2$ Hz), 88.1, 73.7, 71.4, 69.5, 66.4 (2C), 62.7, 53.5 (2C), 50.2, 48.2, 42.5, 33.9, 29.4, 27.4, 27.1, 24.2, 23.0, 13.6. ^{19}F NMR (282 MHz, CDCl_3): δ -116.34. HR-MS (ESI) calcd for $[\text{C}_{44}\text{H}_{49}\text{FN}_2\text{O}_5\text{H}]^+$ 705.3704, found 705.3690.

10 **[0403] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-Dihydroxy-13-methyl-7,8,9,11,12,13,14,15,16,17-deca-hydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-fluorophenyl)-2-morpholinoacetamide, JD126:** ^1H NMR (300 MHz, MeOD): δ 8.17 (dd, $J = 9.0, 6.3$ Hz, 1H), 7.04 (dd, $J = 10.9, 2.7$ Hz, 1H), 6.71 (d, $J = 8.6$ Hz, 1H), 6.63 (dt, $J = 8.3, 2.7$ Hz, 1H), 6.51 (d, $J = 2.5$ Hz, 1H), 6.35 (dd, $J = 8.5, 2.6$ Hz, 1H), 5.37 (m, 1H), 3.30 (m, 4H), 2.39 (m, 4H), 0.89 (s, 3H), 0.80-3.80 (m, 16H). ^{13}C NMR (75 MHz, MeOD): δ 170.0, 161.2 (d, $J = 240.6$ Hz), 156.2, 149.9 (d, $J = 9.8$ Hz), 139.3, 128.2, 127.6, 124.7 (d, $J = 3.1$ Hz), 122.2 (d, $J = 9.5$ Hz), 116.3, 114.0, 106.9 (d, $J = 22.2$ Hz), 101.5 (d, $J = 27.7$ Hz), 82.7, 75.6, 67.8 (2C), 63.5, 54.8 (2C), 51.5, 49.6, 43.9, 39.9, 35.9, 30.4, 30.3, 28.6, 24.1, 13.9. ^{19}F NMR (282 MHz, MeOD): δ -117.53. HR-MS (ESI) calcd for $[\text{C}_{30}\text{H}_{37}\text{FN}_2\text{O}_5\text{H}]^+$ 525.2765, found 525.2782.

20 **[0404] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-fluorophenyl)-2-(dimethylamino)acetamide:** ^1H NMR (300 MHz, CDCl_3): δ 9.25 (s, 1H), 8.35 (dd, $J = 8.7, 6.5$ Hz, 1H), 7.15-7.55 (m, 10H), 6.50-6.85 (m, 5H), 5.19 (m, 1H), 4.97 (s, 2H), 4.57 (d, $J = 12.0$ Hz, 1H), 4.49 (d, $J = 12.0$ Hz, 1H), 2.11 (s, 6H), 0.97 (s, 3H), 0.80-3.60 (m, 16H). ^{13}C NMR (75 MHz, CDCl_3): δ 168.2, 159.8 (d, $J = 287.4$ Hz), 156.6, 147.3 (d, $J = 9.6$ Hz), 138.9, 138.0, 137.1, 128.4 (2C), 128.2 (2C), 128.0, 127.8, 127.4 (2C), 127.31, 127.3 (2C), 126.1, 124.0 (d, $J = 2.7$ Hz), 119.9 (d, $J = 9.5$ Hz), 115.0, 112.4, 106.1 (d, $J = 21.6$ Hz), 99.1 (d, $J = 26.8$ Hz), 88.4, 73.1, 71.6, 69.7, 63.6, 50.4, 48.7, 45.7 (2C), 42.7, 39.3, 34.1, 29.7, 27.6, 27.4, 23.1, 13.5. ^{19}F NMR (282 MHz, CDCl_3): δ -116.79. HR-MS (ESI) calcd for $[\text{C}_{42}\text{H}_{47}\text{FN}_2\text{O}_4\text{H}]^+$ 663.3598, found 663.3624.

30 **[0405] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-Dihydroxy-13-methyl-7,8,9,11,12,13,14,15,16,17-deca-hydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-fluorophenyl)-2-(dimethylamino)acetamide, JD129:** ^1H NMR (300 MHz, MeOD): δ 8.14 (dd, $J = 8.9, 6.3$ Hz, 1H), 6.98 (dd, $J = 10.8, 2.6$ Hz, 1H), 6.74 (d, $J = 8.5$ Hz, 1H), 6.61 (dt, $J =$

8.6, 2.7 Hz, 1H), 6.50 (d, $J = 2.5$ Hz, 1H), 6.37 (dd, $J = 8.5, 2.6$ Hz, 1H), 5.33 (m, 1H), 3.70 (dd, $J = 8.3, 8.3$ Hz, 1H), 2.16 (s, 6H), 0.84 (s, 3H), 0.80-3.75 (m, 15H). ^{13}C NMR (75 MHz, MeOD): δ 170.4, 161.0 (d, $J = 241.6$ Hz), 156.1, 149.6 (d, $J = 10.2$ Hz), 139.4, 128.2, 127.5, 124.7 (d, $J = 3.1$ Hz), 121.4 (d, $J = 8.7$ Hz), 116.3, 114.0, 106.6 (d, $J = 22.4$ Hz), 101.0 (d, $J = 27.8$ Hz), 82.7, 75.1, 64.2, 51.4, 49.9, 46.1 (2C), 43.9, 39.5, 35.9, 30.8, 30.4, 28.6, 24.1, 13.6. ^{19}F NMR (282 MHz, MeOD): δ -117.74. HR-MS (ESI) calcd for $[\text{C}_{28}\text{H}_{35}\text{FN}_2\text{O}_4 \text{H}]^+$ 483.2659, found 483.2660.

[0406] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-fluorophenyl)-3-(piperidin-1-yl)pro-panamide: ^1H NMR (300 MHz, CDCl_3): δ 8.01 (s, 1H), 7.20-7.60 (m, 11H), 6.75 (m, 3H), 6.61 (m, 2H), 5.06 (m, 1H), 4.98 (s, 2H), 4.58 (d, $J = 12.0$ Hz, 1H), 4.50 (d, $J = 12.0$ Hz, 1H), 2.58 (m, 4H), 1.66 (m, 4H), 1.00 (s, 3H), 0.80-3.60 (m, 20H). ^{13}C NMR (75 MHz, CDCl_3): δ 168.4, 159.3 (d, $J = 243.2$ Hz), 156.6, 149.1 (d, $J = 9.6$ Hz), 138.9, 138.7, 137.0, 128.4 (2C), 128.2 (2C), 128.0, 127.8, 127.4, 127.30 (2C), 127.28 (2C), 126.3, 123.8 (d, $J = 3.2$ Hz), 121.7 (d, $J = 9.0$ Hz), 115.5, 112.2, 106.8 (d, $J = 22.2$ Hz), 100.8 (d, $J = 27.1$ Hz), 88.4, 76.9, 71.6, 69.7, 53.5 (2C), 53.3, 50.2, 49.1, 42.9, 40.8, 34.2, 33.0, 29.7, 27.6, 26.9, 24.3 (2C), 23.2, 22.9, 13.7. ^{19}F NMR (282 MHz, CDCl_3): δ -115.87. HR-MS (ESI) calcd for $[\text{C}_{46}\text{H}_{53}\text{FN}_2\text{O}_4 \text{H}]^+$ 717.4067, found 717.4052.

[0407] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-Dihydroxy-13-methyl-7,8,9,11,12,13,14,15,16,17-deca-hydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-fluorophenyl)-3-(piperidin-1-yl)propan-amide, JD130: ^1H NMR (500 MHz, MeOD): δ 7.71 (dd, $J = 8.8, 6.3$ Hz, 1H), 7.02 (dd, $J = 10.6, 2.4$ Hz, 1H), 6.75 (d, $J = 8.6$ Hz, 1H), 6.63 (td, $J = 8.5, 2.5$ Hz, 1H), 6.55 (d, $J = 2.1$ Hz, 1H), 6.38 (dd, $J = 8.5, 2.3$ Hz, 1H), 5.24 (m, 1H), 3.70 (dd, $J = 8.3, 8.3$ Hz, 1H), 2.80 (m, 4H), 1.70 (m, 4H), 0.87 (s, 3H), 0.78-3.40 (m, 19H). ^{13}C NMR (125 MHz, MeOD): δ 170.6, 161.7 (d, $J = 242.0$ Hz), 156.2, 152.1 (d, $J = 10.2$ Hz), 139.8, 128.3, 127.9, 125.0 (d, $J = 9.7$ Hz), 124.4 (d, $J = 3.1$ Hz), 116.5, 114.3, 107.3 (d, $J = 22.9$ Hz), 102.4 (d, $J = 26.9$ Hz), 82.7, 77.7, 54.73 (2C), 54.65, 51.3, 50.3, 44.1, 40.7, 35.9, 32.6, 30.9, 30.4, 28.3, 25.3 (2C), 24.0, 23.8, 13.7. ^{19}F NMR (282 MHz, MeOD): δ -116.52. HR-MS (ESI) calcd for $[\text{C}_{32}\text{H}_{41}\text{FN}_2\text{O}_4 \text{H}]^+$ 537.3129, found 537.3132.

[0408] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-fluorophenyl)-3-(pyrrolidin-1-yl)propanamide: ^1H NMR (500 MHz, CDCl_3): δ 9.47 (br s, 1H), 7.98 (dd, $J = 8.9, 6.3$ Hz, 1H), 7.20-7.45 (m, 9H), 7.13 (s, 1H), 6.84 (d, $J = 2.1$ Hz, 1H), 6.78 (dd, $J = 10.1, 2.5$ Hz, 1H), 6.72 (d, $J = 8.7$ Hz, 1H), 6.64 (dt, $J = 8.7, 2.6$ Hz, 1H), 6.55 (dd, $J = 8.6, 2.4$ Hz, 1H), 5.03 (m, 1H), 5.01 (d, $J = 11.7$ Hz, 1H), 4.96 (d, $J = 11.7$ Hz, 1H), 4.60 (d, J

= 12.2 Hz, 1H), 4.50 (d, $J = 12.2$ Hz, 1H), 3.52 (dd, $J = 8.1, 8.1$ Hz, 1H), 2.90 (m, 4H), 1.88 (m, 4H), 1.00 (s, 3H), 0.80-3.20 (m, 17H). ^{13}C NMR (125 MHz, CDCl_3): δ 167.3, 159.3 (d, $J = 243.2$ Hz), 156.5, 149.2 (d, $J = 9.7$ Hz), 139.1, 138.9, 136.9, 128.5 (2C), 128.3 (2C), 128.2, 127.8, 127.4, 127.33 (2C), 127.30 (2C), 126.3, 123.7 (d, $J = 3.3$ Hz), 121.5 (d, $J = 9.6$ Hz), 115.7, 112.1, 107.0 (d, $J = 21.5$ Hz), 101.1 (d, $J = 26.7$ Hz), 88.3, 77.7, 71.6, 69.7, 53.2 (2C), 50.5, 50.1, 49.2, 43.0, 41.1, 34.1, 33.4, 29.7, 27.6, 26.8, 23.2 (2C), 22.9, 13.8. ^{19}F NMR (282 MHz, CDCl_3): δ -115.73. HR-MS (ESI) calcd for $[\text{C}_{45}\text{H}_{51}\text{FN}_2\text{O}_4\text{H}]^+$ 703.3911, found 703.3906.

[0409] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-Dihydroxy-13-methyl-7,8,9,11,12,13,14,15,16,17-deca-hydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-fluorophenyl)-3-(pyrrolidin-1-yl)propan-amide, JD132: ^1H NMR (500 MHz, MeOD): δ 7.75 (dd, $J = 8.8, 6.3$ Hz, 1H), 7.03 (dd, $J = 10.6, 2.6$ Hz, 1H), 6.75 (d, $J = 8.6$ Hz, 1H), 6.64 (td, $J = 8.6, 2.6$ Hz, 1H), 6.57 (d, $J = 2.3$ Hz, 1H), 6.38 (dd, $J = 8.5, 2.5$ Hz, 1H), 5.23 (m, 1H), 3.71 (dd, $J = 8.3, 8.3$ Hz, 1H), 3.30 (dt, $J = 3.2, 1.6$ Hz, 3H), 3.17 (m, 4H), 2.02 (m, 4H), 0.88 (s, 3H), 0.80-3.10 (m, 13H). ^{13}C NMR (125 MHz, MeOD): δ 169.8, 161.7 (d, $J = 243.9$ Hz), 156.2, 152.1 (d, $J = 10.2$ Hz), 139.9, 128.4, 127.9, 124.8 (d, $J = 9.8$ Hz), 124.4 (d, $J = 3.2$ Hz), 116.5, 114.3, 107.3 (d, $J = 22.5$ Hz), 102.5 (d, $J = 26.5$ Hz), 82.7, 78.1, 55.2 (2C), 52.1, 51.3, 50.3, 44.1, 40.8, 35.8, 33.2, 30.9, 30.4, 28.3, 24.1 (2C), 24.0, 13.7. ^{19}F NMR (282 MHz, MeOD): δ -116.52.

[0410] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-fluorophenyl)-3-(dimethylamino)-propanamide: ^1H NMR (500 MHz, CDCl_3): δ 8.96 (br s, 1H), 8.01 (dd, $J = 8.9, 6.3$ Hz, 1H), 7.43 (s, 1H), 7.20-7.40 (m, 9H), 6.79 (d, $J = 2.5$ Hz, 1H), 6.77 (dd, $J = 7.9, 2.6$ Hz, 1H), 6.73 (d, $J = 8.7$ Hz, 1H), 6.64 (td, $J = 8.6, 2.6$ Hz, 1H), 6.56 (dd, $J = 8.6, 2.6$ Hz, 1H), 5.06 (m, 1H), 4.98 (d, $J = 11.5$ Hz, 1H), 4.96 (d, $J = 11.5$ Hz, 1H), 4.60 (d, $J = 12.2$ Hz, 1H), 4.50 (d, $J = 12.2$ Hz, 1H), 3.52 (dd, $J = 8.2, 8.2$ Hz, 1H), 2.35 (s, 6H), 1.00 (s, 3H), 0.80-3.00 (m, 17H). ^{13}C NMR (125 MHz, CDCl_3): δ 168.1, 159.3 (d, $J = 282.8$ Hz), 156.6, 149.0 (d, $J = 9.8$ Hz), 138.9, 138.7, 136.9, 128.5 (2C), 128.3 (2C), 128.1, 127.9, 127.4, 127.37 (2C), 127.34 (2C), 126.4, 123.8 (d, $J = 3.1$ Hz), 121.7 (d, $J = 9.4$ Hz), 115.6, 112.2, 106.9 (d, $J = 21.1$ Hz), 100.9 (d, $J = 27.5$ Hz), 88.3, 76.9, 71.6, 69.7, 53.5, 50.2, 49.1, 43.5 (2C), 42.9, 40.8, 34.1, 33.0, 29.6, 27.6, 26.9, 23.0, 13.7. ^{19}F NMR (282 MHz, CDCl_3): δ -115.94. HR-MS (ESI) calcd for $[\text{C}_{43}\text{H}_{49}\text{FN}_2\text{O}_4\text{H}]^+$ 677.3755, found 677.3738.

[0411] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-Dihydroxy-13-methyl-7,8,9,11,12,13,14,15,16,17-deca-hydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-fluorophenyl)-3-(dimethylamino)propan-amide, JD133: ^1H NMR (500 MHz, MeOD): δ 7.74 (dd, $J = 8.8, 6.3$ Hz, 1H), 6.98 (dd, $J = 10.7, 2.5$ Hz, 1H), 6.73 (d, $J = 8.6$ Hz, 1H), 6.64 (td, $J =$

8.6, 2.5 Hz, 1H), 6.54 (d, $J = 2.2$ Hz, 1H), 6.38 (dd, $J = 8.5, 2.4$ Hz, 1H), 5.20 (m, 1H), 3.56 (dd, $J = 8.2, 8.2$ Hz, 1H), 2.46 (s, 6H), 0.94 (s, 3H), 0.80-3.40 (m, 15H). ^{13}C NMR (125 MHz, MeOD): δ 169.4, 161.6 (d, $J = 242.9$ Hz), 156.2, 152.0 (d, $J = 10.4$ Hz), 139.9, 128.4, 127.9, 124.9 (d, $J = 9.7$ Hz), 124.3 (d, $J = 3.3$ Hz), 116.5, 114.3, 107.3 (d, $J = 22.5$ Hz), 102.4 (d, $J = 26.5$ Hz), 82.7, 77.8, 55.2, 51.3, 50.3, 44.2 (2C), 44.1, 40.7, 35.8, 32.4, 30.8, 30.4, 28.3, 24.9, 14.3. ^{19}F NMR (282 MHz, MeOD): δ -116.56.

[0412] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-fluorophenyl)-3-morpholinopropan-amide: ^1H NMR (500 MHz, CDCl_3): δ 9.12 (s, 1H), 8.04 (dd, $J = 8.8, 6.4$ Hz, 1H), 7.20-7.50 (m, 10H), 6.79 (m, 1H), 6.76 (m, 1H), 6.74 (m, 1H), 6.66 (m, 1H), 6.57 (m, 1H), 5.27 (m, 1H), 4.98 (s, 2H), 4.59 (d, $J = 12.5$ Hz, 1H), 4.52 (d, $J = 12.5$ Hz, 1H), 3.65 (t, $J = 4.1$ Hz, 4H), 2.93 (t, $J = 4.1$ Hz, 4H), 0.99 (s, 3H), 0.75-3.40 (m, 18H). ^{13}C NMR (125 MHz, CDCl_3): δ 169.0, 159.2 (d, $J = 245.3$ Hz), 156.7, 148.8 (d, $J = 9.8$ Hz), 138.8, 138.2, 136.8, 128.43 (2C), 128.41, 128.2 (2C), 127.8, 127.4, 127.30 (2C), 127.27 (2C), 126.3, 123.8 (d, $J = 2.9$ Hz), 121.7 (d, $J = 9.4$ Hz), 115.4, 112.3, 106.8 (d, $J = 21.9$ Hz), 100.8 (d, $J = 12.7$ Hz), 88.2, 76.5, 71.6, 69.7, 66.6 (2C), 54.0, 53.1 (2C), 50.0, 49.0, 42.8, 40.6, 34.4, 34.2, 29.8, 27.5, 26.9, 22.9, 13.7. ^{19}F NMR (282 MHz, CDCl_3): δ -116.07. HR-MS (ESI) calcd for $[\text{C}_{45}\text{H}_{51}\text{FN}_2\text{O}_5\text{H}]^+$ 719.3860, found 719.3887.

[0413] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-Dihydroxy-13-methyl-7,8,9,11,12,13,14,15,16,17-deca-hydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-fluorophenyl)-3-morpholinopropan-amide, JD134: ^1H NMR (500 MHz, MeOD): δ 7.69 (dd, $J = 8.5, 6.5$ Hz, 1H), 7.02 (dd, $J = 10.7, 2.7$ Hz, 1H), 6.76 (d, $J = 8.6$ Hz, 1H), 6.63 (td, $J = 8.4, 2.1$ Hz, 1H), 6.54 (s, 1H), 6.39 (dd, $J = 8.3, 1.9$ Hz, 1H), 5.25 (m, 1H), 3.65 (m, 4H), 2.55 (m, 4H), 0.85 (s, 3H), 0.70-3.80 (m, 18H). ^{13}C NMR (125 MHz, MeOD): δ 171.8, 161.7 (d, $J = 242.1$ Hz), 156.3, 152.0 (d, $J = 10.3$ Hz), 139.7, 128.2, 127.8, 125.2 (d, $J = 9.7$ Hz), 124.3 (d, $J = 3.2$ Hz), 116.6, 114.3, 107.3 (d, $J = 22.3$ Hz), 102.3 (d, $J = 27.3$ Hz), 82.7, 77.3, 67.4 (2C), 55.2, 54.2 (2C), 51.3, 50.2, 44.0, 40.4, 36.0, 34.1, 30.9, 30.4, 28.3, 24.0, 13.7. ^{19}F NMR (282 MHz, MeOD): δ -116.52. HR-MS (ESI) calcd for $[\text{C}_{45}\text{H}_{54}\text{N}_2\text{O}_4\text{H}]^+$ 687.4162, found 687.4188.

[0414] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-fluorophenyl)-4-morpholinobutan-amide: ^1H NMR (500 MHz, CDCl_3): δ 9.89 (s, 1H), 8.12 (dd, $J = 8.8, 6.4$ Hz, 1H), 7.20-7.50 (m, 9H), 6.84 (s, 1H), 6.76 (dd, $J = 5.9, 2.4$ Hz, 1H), 6.74 (m, 2H), 6.64 (td, $J = 8.6, 2.4$ Hz, 1H), 6.57 (dd, $J = 8.6, 2.4$ Hz, 1H), 5.06 (m, 1H), 4.96 (s, 2H), 4.60 (d, $J = 12.2$ Hz, 1H), 4.51 (d, $J = 12.2$ Hz, 1H), 3.65 (t, $J = 3.2$ Hz, 4H), 2.42 (t, $J = 3.2$ Hz,

4H), 0.98 (s, 3H), 0.70-3.70 (m, 20H). ¹³C NMR (125 MHz, CDCl₃): δ 169.9, 158.9 (d, *J* = 242.4 Hz), 156.8, 148.3 (d, *J* = 9.8 Hz), 138.9, 138.5, 136.8, 128.5 (2C), 128.3 (2C), 127.9, 127.85, 127.5, 127.4 (2C), 127.3 (2C), 126.3, 124.3 (d, *J* = 2.9 Hz), 120.6 (d, *J* = 9.3 Hz), 115.4, 112.4, 107.0 (d, *J* = 21.5 Hz), 100.7 (d, *J* = 26.1 Hz), 88.3, 77.0, 71.7, 69.7, 66.5 (2C), 57.8, 53.2 (2C), 50.1, 49.3, 43.0, 40.9, 34.9, 34.5, 29.9, 27.6, 26.8, 23.0, 21.6, 13.8. ¹⁹F NMR (282 MHz, CDCl₃): δ -116.60. HR-MS (ESI) calcd for [C₄₆H₅₃FN₂O₅H]⁺ 733.4017, found 733.4049.

[0415] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-Dihydroxy-13-methyl-7,8,9,11,12,13,14,15,16,17-deca-hydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-fluorophenyl)-4-morpholinobutanamide, JD135: ¹H NMR (500 MHz, MeOD): δ 7.77 (dd, *J* = 8.9, 6.3 Hz, 1H), 7.01 (dd, *J* = 10.6, 2.6 Hz, 1H), 6.77 (d, *J* = 8.6 Hz, 1H), 6.63 (td, *J* = 8.6, 2.6 Hz, 1H), 6.55 (d, *J* = 2.4 Hz, 1H), 6.39 (dd, *J* = 8.5, 2.5 Hz, 1H), 5.25 (m, 1H), 3.69 (t, *J* = 4.8 Hz, 4H), 2.56 (d, *J* = 4.8 Hz, 4H), 0.86 (s, 3H), 0.75-3.30 (m, 20H). ¹³C NMR (125 MHz, MeOD): δ 173.0, 161.4 (d, *J* = 243.5 Hz), 156.3, 151.5 (d, *J* = 10.2 Hz), 139.8, 128.2, 127.8, 124.7 (d, *J* = 3.0 Hz), 124.1 (d, *J* = 9.7 Hz), 116.6, 114.4, 107.3 (d, *J* = 22.6 Hz), 102.3 (d, *J* = 26.7 Hz), 82.7, 77.8, 67.3 (2C), 59.0, 54.4 (2C), 51.2, 50.3, 44.1, 40.6, 36.1, 35.5, 31.0, 30.4, 28.2, 23.9, 22.7, 13.8. ¹⁹F NMR (282 MHz, MeOD): δ -116.93.

[0416] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-fluorophenyl)-4-(piperidin-1-yl)butanamide: ¹H NMR (300 MHz, CDCl₃): δ 9.03 (br. s, 1H), 8.02 (dd, *J* = 8.9, 6.3 Hz, 1H), 7.15-7.40 (m, 10H), 6.78 (d, *J* = 2.5 Hz, 1H), 6.76 (s, 1H), 6.72 (d, *J* = 8.6 Hz, 1H), 6.63 (td, *J* = 8.6, 2.6 Hz, 1H), 6.55 (dd, *J* = 8.5, 2.4 Hz, 1H), 5.03 (m, 1H), 5.00 (d, *J* = 11.8 Hz, 1H), 4.96 (d, *J* = 11.8 Hz, 1H), 4.59 (d, *J* = 12.2 Hz, 1H), 4.50 (d, *J* = 12.2 Hz, 1H), 3.52 (dd, *J* = 8.0, 8.0 Hz, 1H), 2.76 (m, 4H), 1.78 (m, 4H), 0.98 (s, 3H), 0.78-3.00 (m, 21H). ¹³C NMR (75 MHz, CDCl₃): δ 168.8, 159.1 (d, *J* = 243.1 Hz), 156.7, 148.7 (d, *J* = 9.8 Hz), 138.9, 138.8, 136.8, 128.5 (2C), 128.3 (2C), 128.0, 127.9, 127.5, 127.4 (2C), 127.3 (2C), 126.4, 124.0 (d, *J* = 2.9 Hz), 120.6 (d, *J* = 9.3 Hz), 115.4, 112.6, 107.1 (d, *J* = 21.9 Hz), 101.1 (d, *J* = 26.9 Hz), 88.3, 77.8, 71.6, 69.8, 56.6, 53.0 (2C), 50.1, 49.3, 43.0, 41.2, 34.4, 33.3, 30.0, 27.6, 27.0, 26.7, 23.0 (2C), 22.7, 22.4, 13.9. ¹⁹F NMR (282 MHz, CDCl₃): δ -116.13. HR-MS (ESI) calcd for [C₄₇H₅₅FN₂O₄H]⁺ 731.4224, found 731.4240.

[0417] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-Dihydroxy-13-methyl-7,8,9,11,12,13,14,15,16,17-deca-hydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-fluorophenyl)-4-(piperidin-1-yl)butanamide, JD137: ¹H NMR (500 MHz, MeOD): δ 7.74 (dd, *J* = 8.9, 6.3 Hz, 1H), 7.03 (dd, *J* = 10.6, 2.6 Hz, 1H), 6.76 (d, *J* = 8.5 Hz, 1H), 6.64 (td, *J* = 8.6, 2.6 Hz, 1H), 6.56 (d, *J* = 2.5 Hz, 1H), 6.38 (dd, *J* = 8.5, 2.6 Hz, 1H), 5.24 (m, 1H), 3.71 (dd,

$J = 8.3, 8.3$ Hz, 1H), 2.59 (m, 4H), 1.85 (m, 4H), 0.88 (s, 3H), 0.80-3.40 (m, 21H). ^{13}C NMR (125 MHz, MeOD): δ 172.1, 161.6 (d, $J = 242.5$ Hz), 156.2, 152.1 (d, $J = 10.2$ Hz), 140.0, 128.34, 127.9, 124.62 (d, $J = 9.3$ Hz), 124.56 (d, $J = 3.0$ Hz), 116.5, 114.3, 107.4 (d, $J = 22.4$ Hz), 102.5 (d, $J = 27.6$ Hz), 82.7, 78.2, 58.0, 54.4 (2C), 51.3, 50.4, 44.2, 40.9, 36.0, 34.1, 31.0, 30.4, 28.3, 24.5 (2C), 24.0, 22.8, 20.6, 13.7. ^{19}F NMR (376 MHz, MeOD): δ -118.84. HR-MS (ESI) calcd for $[\text{C}_{33}\text{H}_{43}\text{FN}_2\text{O}_4\text{H}]^+$ 551.3285, found 551.3287.

[0418] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-fluorophenyl)-4-(pyrrolidin-1-yl)butanamide: ^1H NMR (500 MHz, CDCl_3): δ 11.31 (s, 1H), 8.00 (dd, $J = 8.9, 6.3$ Hz, 1H), 7.20-7.45 (m, 10H), 6.78 (d, $J = 1.8$ Hz, 1H), 6.73 (m, 2H), 6.63 (td, $J = 8.6, 2.5$ Hz, 1H), 6.54 (dd, $J = 8.6, 2.4$ Hz, 1H), 5.03 (m, 1H), 4.99 (d, $J = 11.6$ Hz, 1H), 4.95 (d, $J = 11.7$ Hz, 1H), 4.60 (d, $J = 12.2$ Hz, 1H), 4.49 (d, $J = 12.2$ Hz, 1H), 3.52 (dd, $J = 8.1, 8.1$ Hz, 1H), 2.92 (m, 4H), 1.92 (m, 4H), 0.98 (s, 3H), 0.80-3.20 (m, 19H). ^{13}C NMR (125 MHz, CDCl_3): δ 168.6, 159.1 (d, $J = 243.0$ Hz), 156.7, 148.8 (d, $J = 9.9$ Hz), 138.9, 138.8, 136.8, 128.5 (2C), 128.3 (2C), 128.1, 127.9, 127.5, 127.4 (2C), 127.3 (2C), 126.4, 123.9 (d, $J = 3.1$ Hz), 120.5 (d, $J = 9.4$ Hz), 115.4, 112.7, 107.1 (d, $J = 21.7$ Hz), 101.2 (d, $J = 26.4$ Hz), 88.3, 78.0, 71.6, 69.9, 54.5, 53.2 (2C), 50.0, 49.3, 43.0, 41.2, 34.5, 32.8, 30.0, 27.6, 26.7, 23.2 (2C), 22.9, 20.8, 13.9. ^{19}F NMR (282 MHz, CDCl_3): δ -115.96. HR-MS (ESI) calcd for $[\text{C}_{46}\text{H}_{53}\text{FN}_2\text{O}_4\text{H}]^+$ 717.4067, found 717.4094.

[0419] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-Dihydroxy-13-methyl-7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-fluorophenyl)-4-(pyrrolidin-1-yl)butanamide, **JD138**: ^1H NMR (500 MHz, MeOD): δ 7.75 (dd, $J = 8.9, 6.3$ Hz, 1H), 7.03 (dd, $J = 10.6, 2.5$ Hz, 1H), 6.76 (d, $J = 8.6$ Hz, 1H), 6.63 (td, $J = 8.6, 2.5$ Hz, 1H), 6.57 (d, $J = 2.2$ Hz, 1H), 6.38 (dd, $J = 8.5, 2.4$ Hz, 1H), 5.24 (m, 1H), 3.71 (dd, $J = 8.2, 8.2$ Hz, 1H), 2.57 (m, 4H), 1.89 (m, 4H), 0.88 (s, 3H), 0.80-3.40 (m, 19H). ^{13}C NMR (125 MHz, MeOD): δ 171.8, 161.6 (d, $J = 242.7$ Hz), 156.2, 152.0 (d, $J = 10.1$ Hz), 140.0, 128.3, 127.9, 124.6 (d, $J = 3.3$ Hz), 124.5 (d, $J = 9.8$ Hz), 116.5, 114.3, 107.3 (d, $J = 22.1$ Hz), 102.5 (d, $J = 27.0$ Hz), 82.7, 78.2, 55.8, 55.2 (2C), 51.3, 50.4, 44.2, 40.9, 36.0, 33.8, 31.0, 30.4, 28.3, 24.02 (2C), 23.96, 22.4, 13.7. ^{19}F NMR (282 MHz, MeOD): δ -116.87. HR-MS (ESI) calcd for $[\text{C}_{32}\text{H}_{41}\text{FN}_2\text{O}_4\text{H}]^+$ 537.3129, found 537.3135.

[0420] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-fluorophenyl)-4-(dimethylamino)butanamide: ^1H NMR (500 MHz, CDCl_3): δ 8.06 (dd, $J = 8.8, 6.4$ Hz, 1H), 7.20-7.50 (m, 10H), 6.82 (s, 1H), 6.77 (m, 2H), 6.73 (d, $J = 8.8$ Hz, 1H), 6.63

(td, $J = 8.6, 2.4$ Hz, 1H), 6.56 (dd, $J = 8.5, 2.2$ Hz, 1H), 5.05 (m, 1H), 4.97 (s, 2H), 4.60 (d, $J = 12.2$ Hz, 1H), 4.50 (d, $J = 12.2$ Hz, 1H), 3.52 (dd, $J = 8.1, 8.1$ Hz, 1H), 2.41 (s, 6H), 0.98 (s, 3H), 0.80-3.00 (m, 19H). ^{13}C NMR (125 MHz, CDCl_3): δ 169.3, 159.1 (d, $J = 242.8$ Hz), 156.8, 148.6 (d, $J = 9.8$ Hz), 138.9, 138.7, 136.9, 128.6 (2C), 128.3 (2C), 128.02, 127.95, 127.5, 127.41 (2C), 127.38 (2C), 126.4, 124.1 (d, $J = 3.2$ Hz), 120.6 (d, $J = 9.5$ Hz), 115.4, 112.6, 107.0 (d, $J = 21.7$ Hz), 100.9 (d, $J = 27.1$ Hz), 88.3, 77.5, 71.7, 69.9, 57.7, 50.1, 49.3, 43.8, 43.0 (2C), 41.1, 34.5, 33.8, 29.9, 27.6, 26.8, 23.0, 21.1, 13.9. ^{19}F NMR (282 MHz, CDCl_3): δ -116.34. HR-MS (ESI) calcd for $[\text{C}_{44}\text{H}_{51}\text{FN}_2\text{O}_4\text{H}]^+$ 691.3911, found 691.3903.

[0421] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-Dihydroxy-13-methyl-7,8,9,11,12,13,14,15,16,17-deca-hydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-fluorophenyl)-4-(dimethylamino)butan-amide, **JD139**: ^1H NMR (500 MHz, MeOD): δ 7.77 (dd, $J = 8.8, 6.3$ Hz, 1H), 7.02 (dd, $J = 10.6, 2.4$ Hz, 1H), 6.78 (d, $J = 8.5$ Hz, 1H), 6.63 (td, $J = 8.7, 2.6$ Hz, 1H), 6.54 (d, $J = 2.0$ Hz, 1H), 6.38 (dd, $J = 8.5, 2.2$ Hz, 1H), 5.26 (m, 1H), 3.70 (dd, $J = 8.3, 8.3$ Hz, 1H), 2.30 (s, 6H), 0.87 (s, 3H), 0.80-3.40 (m, 19H). ^{13}C NMR (125 MHz, MeOD): δ 172.8, 161.4 (d, $J = 251.5$ Hz), 156.4, 151.7 (d, $J = 10.2$ Hz), 139.8, 128.1, 127.8, 124.8 (d, $J = 3.0$ Hz), 124.2 (d, $J = 9.7$ Hz), 116.6, 114.4, 107.3 (d, $J = 22.3$ Hz), 102.3 (d, $J = 27.0$ Hz), 82.7, 77.9, 59.7, 51.3, 50.4, 45.2 (2C), 44.2, 40.8, 36.1, 35.3, 31.0, 30.4, 28.3, 24.0, 23.8, 13.3. ^{19}F NMR (282 MHz, MeOD): δ -117.24. HR-MS (ESI) calcd for $[\text{C}_{30}\text{H}_{39}\text{FN}_2\text{O}_4\text{H}]^+$ 511.2972, found 511.2961.

[0422] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-fluorophenyl)-5-(piperidin-1-yl)pen-tanamide: ^1H NMR (500 MHz, CDCl_3): δ 8.63 (br s, 1H), 8.06 (dd, $J = 8.9, 6.3$ Hz, 1H), 7.32 (m, 9H), 6.78 (d, $J = 2.1$ Hz, 1H), 6.76 (s, 1H), 6.75 (dd, $J = 10.4, 2.5$ Hz, 1H), 6.71 (d, $J = 8.7$ Hz, 1H), 6.60 (td, $J = 8.7, 2.4$ Hz, 1H), 6.53 (dd, $J = 8.6, 2.3$ Hz, 1H), 5.01 (m, 1H), 4.97 (d, $J = 11.5$ Hz, 1H), 4.94 (d, $J = 11.5$ Hz, 1H), 4.57 (d, $J = 12.2$ Hz, 1H), 4.46 (d, $J = 12.2$ Hz, 1H), 2.69 (m, 4H), 1.72 (m, 4H), 0.96 (s, 3H), 0.80-3.60 (m, 24H). ^{13}C NMR (125 MHz, CDCl_3): δ 169.4, 158.8 (d, $J = 243.3$ Hz), 156.6, 148.1 (d, $J = 9.8$ Hz), 138.78, 138.77, 136.8, 128.4 (2C), 128.2 (2C), 128.0, 127.8, 127.4 (2C), 127.3, 127.2 (2C), 126.2, 124.0 (d, $J = 3.0$ Hz), 120.4 (d, $J = 9.1$ Hz), 115.5, 112.0, 106.8 (d, $J = 22.5$ Hz), 100.7 (d, $J = 26.6$ Hz), 88.2, 77.2, 71.5, 69.7, 56.8, 52.8 (2C), 49.9, 49.1, 42.8, 40.8, 35.9, 34.3, 29.8, 27.4, 26.6, 23.0, 22.8, 22.4 (2C), 22.2, 22.0, 13.8. ^{19}F NMR (282 MHz, CDCl_3): δ -116.30. HR-MS (ESI) calcd for $[\text{C}_{48}\text{H}_{57}\text{FN}_2\text{O}_4\text{H}]^+$ 745.4380, found 745.4357.

[0423] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-Dihydroxy-13-methyl-7,8,9,11,12,13,14,15,16,17-deca-hydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-

fluorophenyl)-5-(piperidin-1-yl)pentan-amide, JD140: ^1H NMR (500 MHz, MeOD): δ 7.81 (dd, $J = 8.9, 6.3$ Hz, 1H), 7.01 (dd, $J = 10.5, 2.5$ Hz, 1H), 6.75 (d, $J = 8.6$ Hz, 1H), 6.63 (td, $J = 8.6, 2.6$ Hz, 1H), 6.59 (d, $J = 2.3$ Hz, 1H), 6.39 (dd, $J = 8.5, 2.4$ Hz, 1H), 5.22 (m, 1H), 3.71 (dd, $J = 8.3, 8.3$ Hz, 1H), 2.57 (m, 4H), 1.86 (m, 4H), 0.86 (s, 3H), 0.80-3.40 (m, 23H). ^{13}C NMR (125 MHz, MeOD): δ 172.6, 161.3 (d, $J = 241.8$ Hz), 156.3, 151.5 (d, $J = 10.1$ Hz), 139.9, 128.2, 127.8, 124.8 (d, $J = 3.2$ Hz), 123.8 (d, $J = 10.0$ Hz), 116.6, 114.3, 107.3 (d, $J = 21.8$ Hz), 102.3 (d, $J = 29.8$ Hz), 82.6, 78.1, 57.8, 54.2 (2C), 51.2, 50.3, 44.1, 40.8, 36.6, 36.0, 31.0, 30.4, 28.2, 24.5, 24.3 (2C), 23.9, 23.3, 22.7, 13.7. ^{19}F NMR (376 MHz, MeOD): δ -117.03. HR-MS (ESI) calcd for $[\text{C}_{34}\text{H}_{45}\text{FN}_2\text{O}_4\text{H}]^+$ 565.3442, found 565.3444.

10 **[0424] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-fluorophenyl)-5-morpholinopentan-amide:** ^1H NMR (500 MHz, CDCl_3): δ 8.13 (dd, $J = 8.8, 6.4$ Hz, 1H), 7.20-7.40 (m, 10H), 6.81 (s, 1H), 6.76 (m, 3H), 6.64 (td, $J = 8.7, 2.4$ Hz, 1H), 6.57 (dd, $J = 8.6, 2.4$ Hz, 1H), 5.05 (m, 1H), 4.96 (s, 2H), 4.61 (d, $J = 12.2$ Hz, 1H), 4.50 (d, $J = 12.2$ Hz, 1H), 3.71 (t, $J = 4.4$ Hz, 4H), 3.53 (dd, $J = 8.1, 8.1$ Hz, 1H), 2.45 (t, $J = 4.4$ Hz, 4H), 0.98 (s, 3H), 0.80-3.00 (m, 21H). ^{13}C NMR (125 MHz, CDCl_3): δ 170.1, 158.9 (d, $J = 242.5$ Hz), 156.8, 148.3 (d, $J = 9.7$ Hz), 138.9, 138.4, 136.8, 128.5 (2C), 128.3 (2C), 127.87, 127.86, 127.5, 127.4 (2C), 127.3 (2C), 126.3, 124.2 (d, $J = 3.0$ Hz), 120.5 (d, $J = 9.3$ Hz), 115.5, 112.3, 106.9 (d, $J = 21.6$ Hz), 100.6 (d, $J = 27.4$ Hz), 88.3, 76.9, 71.6, 69.7, 66.4 (2C), 58.2, 53.2 (2C), 50.0, 49.2, 42.9, 40.8, 37.1, 34.5, 30.0, 27.6, 26.8, 25.5, 23.1, 23.0, 13.8. ^{19}F NMR (282 MHz, CDCl_3): δ -116.61. HR-MS (ESI) calcd for $[\text{C}_{47}\text{H}_{55}\text{FN}_2\text{O}_5\text{H}]^+$ 747.4173, found 747.4177.

[0425] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-Dihydroxy-13-methyl-7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-fluorophenyl)-5-morpholinopentan-amide, JD141: ^1H NMR (500 MHz, MeOD): δ 7.81 (dd, $J = 8.9, 6.3$ Hz, 1H), 7.00 (dd, $J = 10.6, 2.6$ Hz, 1H), 6.76 (d, $J = 8.6$ Hz, 1H), 6.62 (td, $J = 8.6, 2.6$ Hz, 1H), 6.56 (d, $J = 2.4$ Hz, 1H), 6.39 (dd, $J = 8.5, 2.5$ Hz, 1H), 5.22 (m, 1H), 3.76 (t, $J = 4.6$ Hz, 4H), 3.70 (dd, $J = 8.3, 8.3$ Hz, 1H), 2.59 (t, $J = 4.6$ Hz, 4H), 0.86 (s, 3H), 0.80-3.35 (m, 21H). ^{13}C NMR (125 MHz, MeOD): δ 173.0, 161.3 (d, $J = 242.1$ Hz), 156.4, 151.4 (d, $J = 10.2$ Hz), 139.8, 128.1, 127.8, 124.9 (d, $J = 3.2$ Hz), 123.7 (d, $J = 9.6$ Hz), 116.6, 114.4, 107.3 (d, $J = 21.5$ Hz), 102.3 (d, $J = 26.8$ Hz), 82.7, 78.0, 66.7 (2C), 59.1, 54.1 (2C), 51.2, 50.4, 44.1, 40.8, 37.3, 36.1, 31.0, 30.4, 28.3, 25.8, 24.1, 24.0, 13.7. ^{19}F NMR (282 MHz, MeOD): δ -117.17. HR-MS (ESI) calcd for $[\text{C}_{33}\text{H}_{43}\text{FN}_2\text{O}_5\text{H}]^+$ 567.3234, found 567.3226.

[0426] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-

fluorophenyl)-5-(dimethylamino)-pentanamide: ^1H NMR (500 MHz, CDCl_3): δ 8.08 (dd, $J = 8.9, 6.3$ Hz, 1H), 7.10-7.50 (m, 10H), 6.78 (m, 2H), 6.74 (d, $J = 9.2$ Hz, 2H), 6.63 (td, $J = 8.6, 2.4$ Hz, 1H), 6.57 (dd, $J = 8.6, 2.3$ Hz, 1H), 5.04 (m, 1H), 4.97 (d, $J = 11.5$ Hz, 1H), 4.95 (d, $J = 11.5$ Hz, 1H), 4.60 (d, $J = 12.2$ Hz, 1H), 4.49 (d, $J = 12.2$ Hz, 1H), 3.52 (dd, $J = 8.1, 8.1$ Hz, 1H), 2.52 (s, 6H), 0.98 (s, 3H), 0.80-3.00 (m, 21H). ^{13}C NMR (125 MHz, CDCl_3): δ 169.5, 159.0 (d, $J = 241.2$ Hz), 156.7, 148.5 (d, $J = 9.9$ Hz), 138.91, 138.85, 136.9, 128.6 (2C), 128.3 (2C), 128.1, 128.0, 127.50 (2C), 127.48, 127.4 (2C), 126.4, 124.2 (d, $J = 3.0$ Hz), 120.5 (d, $J = 9.3$ Hz), 115.7, 112.2, 107.0 (d, $J = 22.0$ Hz), 100.9 (d, $J = 27.1$ Hz), 88.3, 77.3, 71.7, 69.8, 57.7, 50.1, 49.3, 43.1 (2C), 43.0, 41.0, 36.1, 34.5, 29.9, 27.6, 26.8, 24.4, 23.0, 22.2, 13.9. ^{19}F NMR (282 MHz, CDCl_3): δ -116.36. HR-MS (ESI) calcd for $[\text{C}_{45}\text{H}_{53}\text{FN}_2\text{O}_4\text{H}]^+$ 705.4067, found 705.4076.

[0427] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-Dihydroxy-13-methyl-7,8,9,11,12,13,14,15,16,17-deca-hydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-fluorophenyl)-5-(dimethylamino)pentan-amide, JD142: ^1H NMR (500 MHz, MeOD): δ 7.80 (dd, $J = 8.9, 6.3$ Hz, 1H), 7.02 (dd, $J = 10.6, 2.6$ Hz, 1H), 6.77 (d, $J = 8.6$ Hz, 1H), 6.63 (td, $J = 8.6, 2.6$ Hz, 1H), 6.59 (d, $J = 2.4$ Hz, 1H), 6.39 (dd, $J = 8.5, 2.5$ Hz, 1H), 5.25 (m, 1H), 3.71 (dd, $J = 8.3, 8.3$ Hz, 1H), 2.84 (s, 6H), 0.87 (s, 3H), 0.80-3.40 (m, 21H). ^{13}C NMR (125 MHz, MeOD): δ 172.6, 161.4 (d, $J = 240.7$ Hz), 156.3, 151.5 (d, $J = 10.1$ Hz), 139.9, 128.3, 127.8, 124.8 (d, $J = 3.1$ Hz), 123.9 (d, $J = 9.8$ Hz), 116.6, 114.3, 107.3 (d, $J = 21.4$ Hz), 102.3 (d, $J = 27.3$ Hz), 82.7, 78.1, 58.6, 51.3, 50.4, 44.1, 43.5 (2C), 40.8, 36.6, 36.1, 31.0, 30.4, 28.3, 25.2, 24.0, 23.1, 13.7. ^{19}F NMR (282 MHz, MeOD): δ -117.17. HR-MS (ESI) calcd for $[\text{C}_{31}\text{H}_{41}\text{FN}_2\text{O}_4\text{H}]^+$ 525.3129, found 525.3121.

[0428] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-fluorophenyl)-5-(pyrrolidin-1-yl)-pentanamide: ^1H NMR (500 MHz, CDCl_3): δ 8.06 (dd, $J = 9.0, 6.3$ Hz, 1H), 7.20-7.45 (m, 10H), 6.78 (d, $J = 2.5$ Hz, 1H), 6.76 (s, 1H), 6.75 (d, $J = 2.6$ Hz, 1H), 6.73 (d, $J = 8.7$ Hz, 1H), 6.61 (td, $J = 8.6, 2.6$ Hz, 1H), 6.55 (dd, $J = 8.6, 2.6$ Hz, 1H), 5.02 (m, 1H), 4.98 (d, $J = 11.5$ Hz, 1H), 4.95 (d, $J = 11.5$ Hz, 1H), 4.58 (d, $J = 12.2$ Hz, 1H), 4.47 (d, $J = 12.2$ Hz, 1H), 3.50 (dd, $J = 8.1, 8.1$ Hz, 1H), 2.81 (m, 4H), 1.76 (m, 4H), 0.97 (s, 3H), 0.80-3.30 (m, 21H). ^{13}C NMR (125 MHz, CDCl_3): δ 169.4, 158.9 (d, $J = 245.0$ Hz), 156.6, 148.4 (d, $J = 10.1$ Hz), 138.83, 138.81, 136.8, 128.4 (2C), 128.2 (2C), 128.1, 127.9, 127.4 (2C), 127.34, 127.27 (2C), 126.3, 124.0 (d, $J = 3.2$ Hz), 120.4 (d, $J = 9.3$ Hz), 115.6, 112.0, 106.8 (d, $J = 22.1$ Hz), 100.8 (d, $J = 26.9$ Hz), 88.2, 77.3, 71.5, 69.7, 54.9, 53.2 (2C), 50.0, 49.2, 42.9, 40.9, 35.9, 34.3, 29.8, 27.5, 26.6, 25.0, 23.1 (2C), 22.8, 22.1, 13.8. ^{19}F NMR (282 MHz, CDCl_3): δ -116.29. HR-MS (ESI) calcd for $[\text{C}_{47}\text{H}_{55}\text{FN}_2\text{O}_4\text{H}]^+$ 731.4224, found 731.4247.

[0429] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-Dihydroxy-13-methyl-7,8,9,11,12,13,14,15,16,17-deca-hydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-fluorophenyl)-5-(pyrrolidin-1-yl)pentan-amide, JD143: ¹H NMR (500 MHz, MeOD): δ 7.81 (dd, *J* = 8.9, 6.3 Hz, 1H), 7.01 (dd, *J* = 10.6, 2.5 Hz, 1H), 6.75 (d, *J* = 8.6 Hz, 1H), 6.63 (dt, *J* = 8.4, 2.8 Hz, 1H), 6.60 (d, *J* = 2.3 Hz, 1H), 6.40 (dd, *J* = 8.5, 2.4 Hz, 1H), 5.22 (m, 1H), 3.71 (dd, *J* = 8.2, 8.2 Hz, 1H), 2.57 (m, 4H), 1.65 (m, 4H), 0.86 (s, 3H), 0.75-3.50 (m, 21H). ¹³C NMR (125 MHz, MeOD): δ 172.6, 161.3 (d, *J* = 242.5 Hz), 156.3, 151.5 (d, *J* = 10.1 Hz), 139.9, 128.2, 127.8, 124.8 (d, *J* = 3.3 Hz), 123.8 (d, *J* = 9.9 Hz), 116.6, 114.3, 107.3 (d, *J* = 22.1 Hz), 102.3 (d, *J* = 27.4 Hz), 82.6, 78.0, 55.7, 55.0 (2C), 51.2, 50.3, 44.1, 40.8, 36.7, 36.0, 31.0, 30.4, 28.2, 26.5, 23.97 (2C), 23.95, 23.3, 13.7. ¹⁹F NMR (282 MHz, MeOD): δ -117.06. HR-MS (ESI) calcd for [C₃₃H₄₃FN₂O₄H]⁺ 551.3285, found 551.3286.

[0430] (8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-11-(4-nitro-3-(trifluoromethyl)-phenoxy)-7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthrene: ¹H NMR (300 MHz, CDCl₃): δ 8.02 (d, *J* = 9.0 Hz, 1H), 7.25-7.50 (m, 11H), 7.22 (d, *J* = 2.4 Hz, 1H), 7.11 (dd, *J* = 9.0, 2.5 Hz, 1H), 6.83 (d, *J* = 8.6 Hz, 1H), 6.76 (d, *J* = 2.2 Hz, 1H), 6.66 (dd, *J* = 8.6, 2.4 Hz, 1H), 5.38 (m, 1H), 5.00 (s, 2H), 4.56 (d, *J* = 12.2 Hz, 1H), 4.47 (d, *J* = 12.2 Hz, 1H), 3.55 (d, *J* = 7.5, 7.5 Hz, 1H), 0.96 (s, 3H), 0.80-3.20 (m, 13H). ¹³C NMR (75 MHz, CDCl₃): δ 161.1, 156.8, 140.4 (q, *J* = 1.6 Hz), 138.9, 138.6, 137.1, 128.5 (2C), 128.33, 128.25 (2C), 127.8, 127.7, 127.42, 127.37 (2C), 127.3 (2C), 125.7, 124.9 (q, *J* = 182.9 Hz), 120.0 (q, *J* = 5.1 Hz), 116.9, 115.6 (q, *J* = 5.7 Hz), 115.3, 112.6, 88.2, 73.8, 71.6, 69.8, 50.5, 48.6, 43.0, 39.1, 33.7, 29.7, 27.5, 27.2, 23.0, 13.9. ¹⁹F NMR (282 MHz, CDCl₃): δ -59.97.

[0431] 4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-7,8,9,11,12,13,14,15,16,17-deca-hydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-(trifluoromethyl)aniline: ¹H NMR (300 MHz, CDCl₃): δ 7.20-7.50 (m, 10H), 7.00 (s, 1H), 6.98 (d, *J* = 3.8 Hz, 1H), 6.89 (dd, *J* = 8.7, 2.7 Hz, 1H), 6.74 (m, 2H), 6.67 (d, *J* = 8.9 Hz, 1H), 5.13 (m, 1H), 5.01 (s, 2H), 4.55 (d, *J* = 12.2 Hz, 1H), 4.50 (d, *J* = 12.2 Hz, 1H), 3.86 (br s, 2H), 3.50 (dd, *J* = 7.9, 7.9 Hz, 1H), 1.05 (s, 3H), 0.90-3.10 (m, 13H). ¹³C NMR (75 MHz, CDCl₃): δ 156.6, 149.9, 140.4, 139.1, 138.5, 137.9 (q, *J* = 1.8 Hz), 137.3, 128.7, 128.5 (2C), 128.2 (2C), 127.8, 127.4 (2C), 127.3 (2C), 126.5, 122.7 (q, *J* = 195.4 Hz), 121.2, 120.6 (q, *J* = 12.5 Hz), 118.8, 115.0, 113.1 (q, *J* = 5.3 Hz), 112.5, 88.5, 72.8, 71.5, 69.8, 50.9, 48.9, 43.1, 39.2, 33.7, 29.8, 27.7, 27.3, 23.0, 13.8. ¹⁹F NMR (282 MHz, CDCl₃): δ -62.57. HR-MS (ESI) calcd for [C₃₉H₄₀F₃NO₃H]⁺ 628.3038, found 628.3016.

[0432] (8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-11-(4-Amino-3-(trifluoromethyl)phenoxy)-13-methyl-7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthrene-3,17-diol, JD128: ¹H NMR (300 MHz, MeOD): δ 6.90 (m, 3H), 6.79 (m, 1H), 6.49 (m, 2H), 5.17 (m, 1H), 3.64 (dd, *J* = 7.2, 7.2 Hz, 1H), 0.90 (s, 3H), 0.80-3.40 (m, 13H). ¹³C NMR (75 MHz, MeOD): δ 155.8, 150.9, 140.3 (q, *J* = 2.0 Hz), 139.6, 128.7, 127.8, 123.1 (q, *J* = 223.5 Hz), 122.5, 120.3, 118.1 (q, *J* = 14.9 Hz), 116.2, 113.9, 113.7 (q, *J* = 5.7 Hz), 82.9, 74.4, 51.8, 50.2, 44.2, 39.3, 35.6, 30.9, 30.5, 28.5, 23.9, 13.8. ¹⁹F NMR (282 MHz, MeOD): δ -64.06. HR-MS (ESI) calcd for [C₂₅H₂₈F₃NO₃H]⁺ 448.2100, found 448.2087.

[0433] (8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-13-Methyl-11-(4-nitro-3-(trifluoromethyl)phenoxy)-7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthrene-3,17-diol, JD146: ¹H NMR (500 MHz, MeOD): δ 8.05 (d, *J* = 9.0 Hz, 1H), 7.32 (dd, *J* = 9.1, 2.6 Hz, 1H), 7.25 (d, *J* = 2.6 Hz, 1H), 6.84 (d, *J* = 8.5 Hz, 1H), 6.50 (d, *J* = 2.5 Hz, 1H), 6.41 (dd, *J* = 8.5, 2.6 Hz, 1H), 5.54 (m, 1H), 3.68 (dd, *J* = 8.3, 8.3 Hz, 1H), 2.60 (d, *J* = 11.1 Hz, 1H), 2.44 (dd, *J* = 14.5, 2.4 Hz, 1H), 0.84 (s, 3H), 0.80-3.50 (m, 11H). ¹³C NMR (125 MHz, MeOD): δ 162.7, 156.0, 141.6, 139.7, 129.5, 127.9, 127.2, 126.7 (q, *J* = 35.4 Hz), 123.4 (q, *J* = 272.8 Hz), 118.8, 116.41, 116.37 (q, *J* = 6.0 Hz), 114.0, 82.6, 75.5, 54.7, 51.4, 44.1, 39.2, 35.5, 30.7, 30.4, 28.3, 23.9, 13.8. ¹⁹F NMR (282 MHz, MeOD): δ -61.45. HR-MS (ESI) calcd for [C₂₅H₂₆F₃NO₅H]⁺ 478.1841, found 478.1840.

[0434] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-(trifluoromethyl)phenyl)-2-morpho-linoacetamide: ¹H NMR (300 MHz, CDCl₃): δ 9.65 (s, 1H), 8.19 (d, *J* = 9.2 Hz, 1H), 7.20-7.41 (m, 11H), 7.07 (s, 1H), 6.89 (d, *J* = 8.7 Hz, 1H), 6.72 (d, *J* = 2.5 Hz, 1H), 6.65 (dd, *J* = 8.6, 2.6 Hz, 1H), 5.24 (m, 1H), 4.98 (s, 2H), 4.52 (d, *J* = 12.3 Hz, 1H), 4.46 (d, *J* = 12.3 Hz, 1H), 3.77 (t, *J* = 4.2 Hz, 4H), 2.62 (t, *J* = 4.2 Hz, 4H), 0.98 (s, 3H), 0.80-3.70 (m, 16H). ¹³C NMR (75 MHz, CDCl₃): δ 168.4, 156.6, 154.0, 139.0, 138.5, 137.2, 128.4 (2C), 128.3, 128.2 (2C), 127.8, 127.5, 127.4 (2C), 127.31, 127.3 (2C), 126.2, 125.1, 121.3 (q, *J* = 274.6 Hz), 120.7 (q, *J* = 40.7 Hz), 118.5, 115.0, 113.5 (q, *J* = 4.0 Hz), 112.5, 88.3, 72.3, 71.5, 69.8, 66.9 (2C), 62.1, 53.7 (2C), 50.7, 48.7, 43.0, 39.0, 33.7, 29.6, 27.6, 27.3, 23.0, 13.7. ¹⁹F NMR (282 MHz, CDCl₃): δ -60.70. HR-MS (ESI) calcd for [C₄₅H₄₉F₃N₂O₅H]⁺ 755.3672, found 755.3695.

[0435] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-Dihydroxy-13-methyl-7,8,9,11,12,13,14,15,16,17-deca-hydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-(trifluoromethyl)phenyl)-2-morpholino-acetamide, JD144: ¹H NMR (300 MHz, MeOD): δ 7.85 (d, *J* = 8.8 Hz, 1H), 7.18 (dd, *J* = 9.0, 2.6 Hz, 1H), 7.13 (d, *J* = 2.7 Hz, 1H), 6.86 (d, *J* = 8.5

Hz, 1H), 6.49 (d, $J = 2.4$ Hz, 1H), 6.40 (dd, $J = 8.5, 2.5$ Hz, 1H), 5.39 (m, 1H), 3.74 (t, $J = 4.2$ Hz, 4H), 3.67 (dd, $J = 8.3, 8.3$ Hz, 1H), 2.61 (m, 4H), 0.87 (s, 3H), 0.80-3.32 (m, 15H). ^{13}C NMR (75 MHz, MeOD): δ 171.6, 156.8, 156.0, 139.6, 128.9, 128.4, 128.04 (q, $J = 1.0$ Hz), 127.5, 124.6 (q, $J = 29.9$ Hz), 121.9 (q, $J = 226.6$ Hz), 120.1, 116.3, 114.2 (q, $J = 5.7$ Hz), 114.0, 82.8, 74.2, 68.0 (2C), 62.8, 54.8 (2C), 51.7, 50.0, 44.2, 39.2, 35.6, 30.8, 30.5, 28.5, 23.9, 13.8. ^{19}F NMR (282 MHz, MeOD): δ -62.32. HR-MS (ESI) calcd for $[\text{C}_{31}\text{H}_{37}\text{F}_3\text{N}_2\text{O}_5\text{H}]^+$ 575.2733, found 575.2729.

[0436] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-(trifluoromethyl)phenyl)-2-(piperidin-1-yl)acetamide: ^1H NMR (300 MHz, CDCl_3): δ 9.76 (s, 1H), 8.11 (d, $J = 8.6$ Hz, 1H), 7.64 (dd, $J = 5.7, 3.3$ Hz, 1H), 7.46 (dd, $J = 5.7, 3.3$ Hz, 1H), 7.10-7.40 (m, 9H), 6.99 (s, 1H), 6.83 (d, $J = 8.6$ Hz, 1H), 6.64 (d, $J = 2.4$ Hz, 1H), 6.58 (d, $J = 8.5$ Hz, 1H), 5.18 (m, 1H), 4.91 (s, 2H), 4.45 (d, $J = 12.2$ Hz, 1H), 4.39 (d, $J = 12.2$ Hz, 1H), 2.50 (m, 4H), 1.58 (m, 4H), 0.90 (s, 3H), 0.75-3.50 (m, 18H). ^{13}C NMR (75 MHz, CDCl_3): δ 167.5, 156.4, 153.7, 138.8, 138.3, 137.0, 132.2, 130.7, 128.6, 128.3 (2C), 128.2, 128.0 (2C), 127.6, 127.2 (2C), 127.1 (2C), 126.05, 121.5 (q, $J = 273.0$ Hz), 121.3 (q, $J = 65.7$ Hz), 118.2, 114.8, 112.9 (q, $J = 61.1$ Hz), 112.3, 88.2, 72.1, 71.3, 69.6, 67.9, 54.7 (2C), 48.5, 42.8, 40.5, 38.8, 38.5, 33.5, 29.4, 28.7, 25.8 (2C), 23.5, 22.7, 13.5. ^{19}F NMR (282 MHz, MeOD): δ -61.14. HR-MS (ESI) calcd for $[\text{C}_{46}\text{H}_{51}\text{F}_3\text{N}_2\text{O}_4\text{H}]^+$ 753.3879, found 753.3917.

[0437] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-Dihydroxy-13-methyl-7,8,9,11,12,13,14,15,16,17-deca-hydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-(trifluoromethyl)phenyl)-2-(piperidin-1-yl)acetamide, JD145: ^1H NMR (300 MHz, MeOD): δ 7.83 (d, $J = 8.7$ Hz, 1H), 7.18 (d, $J = 9.0$ Hz, 1H), 7.13 (d, $J = 3.1$ Hz, 1H), 6.87 (d, $J = 8.5$ Hz, 1H), 6.49 (d, $J = 2.4$ Hz, 1H), 6.42 (d, $J = 8.2$ Hz, 1H), 5.40 (m, 1H), 3.67 (dd, $J = 7.2, 7.2$ Hz, 1H), 2.67 (m, 4H), 1.69 (m, 4H), 0.87 (s, 3H), 0.75-3.40 (m, 17H). ^{13}C NMR (75 MHz, MeOD): δ 171.3, 156.8, 156.0, 139.6, 129.0, 128.4, 127.9, 127.5, 125.1 (q, $J = 272.4$ Hz), 124.8 (q, $J = 29.9$ Hz), 120.1, 116.3, 114.1 (q, $J = 5.5$ Hz), 114.0, 82.8, 74.2, 62.6, 55.8 (2C), 51.7, 50.0, 44.2, 39.2, 35.6, 30.8, 30.5, 28.5, 26.7 (2C), 24.4, 24.0, 13.8. ^{19}F NMR (282 MHz, MeOD): δ -62.47. HR-MS (ESI) calcd for $[\text{C}_{32}\text{H}_{39}\text{F}_3\text{N}_2\text{O}_4\text{H}]^+$ 573.2940, found 573.2942.

[0438] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-(trifluoromethyl)phenyl)-2-(pyrro-lidin-1-yl)acetamide: ^1H NMR (300 MHz, CDCl_3): δ 9.76 (s, 1H), 8.22 (t, $J = 10.3$ Hz, 1H), 7.71 (m, 1H), 7.53 (m, 1H), 7.10-7.40 (m, 8H), 7.06 (s, 1H), 6.91 (d, $J = 8.8$ Hz, 1H), 6.72 (m, 2H), 6.66 (d, $J = 8.7$ Hz, 1H), 5.24 (m, 1H), 4.99 (s, 2H), 4.52

(d, $J = 12.1$ Hz, 1H), 4.47 (d, $J = 12.1$ Hz, 1H), 2.72 (m, 4H), 1.60 (m, 4H), 0.98 (s, 3H), 0.80-4.30 (m, 16H). ^{13}C NMR (75 MHz, CDCl_3): δ 167.7, 156.7, 153.9, 139.0, 138.5, 137.2, 132.4, 130.8, 128.8, 128.5 (2C), 128.2 (2C), 127.8, 127.4 (2C), 127.3 (2C), 126.2, 125.1, 124.6 (q, $J = 274.9$ Hz), 118.4, 117.9 (q, $J = 7.9$ Hz), 115.1, 113.6 (q, $J = 4.3$ Hz), 112.5, 88.4, 72.3, 71.5, 69.8, 68.1, 54.3 (2C), 50.7, 48.7, 43.0, 39.1, 38.7, 30.3, 29.7, 28.9, 24.0 (2C), 22.9, 14.0. ^{19}F NMR (282 MHz, CDCl_3): δ -61.20. HR-MS (ESI) calcd for $[\text{C}_{45}\text{H}_{49}\text{F}_3\text{N}_2\text{O}_4\text{H}]^+$ 739.3723, found 739.3746.

[0439] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-Dihydroxy-13-methyl-7,8,9,11,12,13,14,15,16,17-deca-hydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-(trifluoromethyl)phenyl)-2-(pyrrolidin-1-yl)acetamide, **JD147**: ^1H NMR (500 MHz, MeOD): δ 7.70 (d, $J = 8.9$ Hz, 1H), 7.19 (dd, $J = 8.9, 2.7$ Hz, 1H), 7.14 (d, $J = 2.7$ Hz, 1H), 6.87 (d, $J = 8.6$ Hz, 1H), 6.49 (d, $J = 2.4$ Hz, 1H), 6.41 (dd, $J = 8.5, 2.6$ Hz, 1H), 5.42 (m, 1H), 3.67 (dd, $J = 8.3, 8.3$ Hz, 1H), 2.89 (m, 4H), 1.92 (m, 4H), 0.86 (s, 3H), 0.80-3.60 (m, 15H). ^{13}C NMR (125 MHz, MeOD): δ 171.1, 157.2, 155.9, 139.6, 130.1, 128.4, 127.7, 127.5, 126.0 (q, $J = 30.3$ Hz), 125.0 (q, $J = 272.3$ Hz), 120.1, 116.3, 114.2 (q, $J = 5.4$ Hz), 114.0, 82.8, 74.1, 59.1, 55.4 (2C), 51.6, 50.0, 44.2, 39.2, 35.6, 30.8, 30.4, 28.5, 24.7 (2C), 23.9, 13.8. ^{19}F NMR (282 MHz, MeOD): δ -62.61. HR-MS (ESI) calcd for $[\text{C}_{31}\text{H}_{37}\text{F}_3\text{N}_2\text{O}_4\text{H}]^+$ 559.2784, found 559.2797.

[0440] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-(trifluoromethyl)phenyl)-2-(dimethylamino)acetamide: ^1H NMR (300 MHz, CDCl_3): δ 9.62 (s, 1H), 8.14 (d, $J = 9.6$ Hz, 1H), 7.10-7.50 (m, 9H), 7.07 (s, 1H), 6.90 (d, $J = 8.5$ Hz, 1H), 6.72 (m, 2H), 6.67 (d, $J = 8.5$ Hz, 2H), 5.24 (m, 1H), 4.99 (s, 2H), 4.53 (d, $J = 12.2$ Hz, 1H), 4.48 (d, $J = 12.2$ Hz, 1H), 3.48 (dd, $J = 8.3, 8.3$ Hz, 1H), 2.40 (s, 6H), 0.99 (s, 3H), 0.75-3.40 (m, 15H). ^{13}C NMR (75 MHz, CDCl_3): δ 169.3, 156.7, 154.1, 139.0, 138.5, 137.2, 128.5 (2C), 128.4, 128.2 (2C), 128.1, 127.8, 127.7, 127.4 (2C), 127.3 (2C), 126.2, 125.5, 123.1 (q, $J = 250.0$ Hz), 121.6 (q, $J = 28.3$ Hz), 118.4, 115.1, 113.6 (q, $J = 5.6$ Hz), 112.5, 88.4, 72.3, 71.5, 69.8, 63.3, 50.8, 48.7, 45.8 (2C), 43.0, 39.1, 33.7, 29.7, 27.6, 27.3, 23.0, 13.7. ^{19}F NMR (282 MHz, CDCl_3): δ -61.15. HR-MS (ESI) calcd for $[\text{C}_{43}\text{H}_{47}\text{F}_3\text{N}_2\text{O}_4\text{H}]^+$ 713.3566, found 713.3575.

[0441] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-Dihydroxy-13-methyl-7,8,9,11,12,13,14,15,16,17-deca-hydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-(trifluoromethyl)phenyl)-2-(dimethylamino)acetamide, **JD148**: ^1H NMR (500 MHz, MeOD): δ 7.67 (d, $J = 8.9$ Hz, 1H), 7.19 (dd, $J = 8.9, 2.7$ Hz, 1H), 7.14 (d, $J = 2.8$ Hz, 1H), 6.87 (d, $J = 8.5$ Hz, 1H), 6.49 (d, $J = 2.4$ Hz, 1H), 6.41 (dd, $J = 8.5, 2.5$ Hz, 1H), 5.41 (m, 1H), 3.67 (dd, $J = 8.2, 8.2$ Hz, 1H), 2.48 (s, 6H), 0.86 (s, 3H), 0.78-3.50 (m, 15H). ^{13}C NMR (125 MHz,

MeOD): δ 171.3, 157.3, 155.9, 139.6, 130.4, 128.4, 127.7, 127.5, 126.2 (q, $J = 30.4$ Hz), 124.9 (q, $J = 271.4$ Hz), 120.0, 116.3, 114.2 (q, $J = 5.5$ Hz), 114.0, 82.8, 74.1, 63.1, 51.6, 50.0, 45.8 (2C), 44.2, 39.1, 35.6, 30.8, 30.4, 28.5, 23.9, 13.8. ^{19}F NMR (282 MHz, MeOD): δ -62.60. HR-MS (ESI) calcd for $[\text{C}_{29}\text{H}_{35}\text{F}_3\text{N}_2\text{O}_4\text{H}]^+$ 533.2627, found 533.2650.

5 **[0442] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-(trifluoromethyl)phenyl)-3-(piperidin-1-yl)propanamide:** ^1H NMR (500 MHz, CDCl_3): δ 10.60 (s, 1H), 7.71 (d, $J = 9.7$ Hz, 1H), 7.10-7.48 (m, 10H), 7.06 (s, 1H), 7.05 (dd, $J = 6.9, 3.1$ Hz, 1H), 6.90 (d, $J = 8.6$ Hz, 1H), 6.71 (d, $J = 2.5$ Hz, 1H), 6.67 (dd, $J = 8.6, 2.6$ Hz, 1H), 5.24 (m, 1H), 4.98 (s, 2H), 4.53 (d, $J = 12.3$ Hz, 1H), 4.46 (d, $J = 12.3$ Hz, 1H), 3.47 (d, $J = 6.5, 6.5$ Hz, 1H), 2.48 (m, 4H), 1.60 (m, 4H), 0.97 (s, 3H), 0.80-3.30 (m, 19H). ^{13}C NMR (125 MHz, CDCl_3): δ 171.7, 156.5, 154.5, 138.9, 138.4, 137.1, 129.0, 128.4 (2C), 128.3, 128.2 (2C), 127.7, 127.4 (2C), 127.28 (2C), 127.27, 126.2, 124.1 (q, $J = 29.6$ Hz), 123.4 (q, $J = 273.6$ Hz), 119.2 (q, $J = 20.8$ Hz), 117.9, 115.0, 113.2 (q, $J = 5.4$ Hz), 112.5, 88.2, 71.9, 71.4, 69.7, 54.3, 53.8 (2C), 50.6, 48.6, 46.7, 42.9, 40.5, 38.9, 33.6, 32.1, 29.6, 26.5, 25.1 (2C), 24.6, 13.6. ^{19}F NMR (282 MHz, CDCl_3): δ -60.92. HR-MS (ESI) calcd for $[\text{C}_{47}\text{H}_{53}\text{F}_3\text{N}_2\text{O}_4\text{H}]^+$ 767.4036, found 767.4003.

10 **[0443] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-Dihydroxy-13-methyl-7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-(trifluoromethyl)phenyl)-3-(piperidin-1-yl)propanamide, JD149:** ^1H NMR (500 MHz, MeOD): δ 7.53 (d, $J = 8.8$ Hz, 1H), 7.33 (d, $J = 8.9$ Hz, 1H), 7.28 (d, $J = 2.1$ Hz, 1H), 7.02 (d, $J = 8.6$ Hz, 1H), 6.65 (d, $J = 1.7$ Hz, 1H), 6.57 (dd, $J = 8.4, 2.0$ Hz, 1H), 5.56 (m, 1H), 3.83 (dd, $J = 8.2, 8.2$ Hz, 1H), 2.98 (m, 4H), 1.92 (m, 4H), 1.01 (s, 3H), 0.90-3.60 (m, 19H). ^{13}C NMR (125 MHz, MeOD): δ 172.8, 157.9, 155.9, 139.6, 133.0, 128.4, 128.5 (q, $J = 30.0$ Hz), 127.5, 127.4, 124.8 (q, $J = 272.7$ Hz), 119.9, 116.3, 114.1 (q, $J = 4.6$ Hz), 114.0, 82.7, 74.0, 54.6 (2C), 54.5, 51.6, 49.9, 44.2, 39.1, 35.6, 31.8, 30.8, 30.4, 28.5, 25.1 (2C), 23.9, 23.6, 13.8. ^{19}F NMR (282 MHz, MeOD): δ -62.44. HR-MS (ESI) calcd for $[\text{C}_{33}\text{H}_{41}\text{F}_3\text{N}_2\text{O}_4\text{H}]^+$ 587.3097, found 587.3116.

15 **[0444] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-(trifluoromethyl)phenyl)-3-morpholinopropanamide:** ^1H NMR (500 MHz, CDCl_3): δ 10.27 (s, 1H), 7.80 (d, $J = 9.7$ Hz, 1H), 7.20-7.49 (m, 10H), 7.08 (m, 2H), 6.91 (d, $J = 8.7$ Hz, 1H), 6.73 (d, $J = 2.6$ Hz, 1H), 6.67 (dd, $J = 8.6, 2.6$ Hz, 1H), 5.26 (m, 1H), 4.99 (s, 2H), 4.54 (d, $J = 12.3$ Hz, 1H), 4.46 (d, $J = 12.2$ Hz, 1H), 3.76 (m, 4H), 3.58 (dd, $J = 5.5, 5.5$ Hz, 1H), 2.60 (m, 4H), 0.98 (s, 3H), 0.80-3.90 (m, 17H). ^{13}C NMR (125 MHz, CDCl_3): δ 171.1, 156.6, 154.4, 138.9, 138.4, 137.1, 128.5, 128.4 (2C), 128.3, 128.2 (2C), 128.1, 127.7, 127.4 (2C), 127.3 (2C), 126.2,

123.6 (q, $J = 273.9$ Hz), 123.5 (q, $J = 29.8$ Hz), 119.3 (q, $J = 22.2$ Hz), 118.0, 115.0, 113.2 (q, $J = 4.8$ Hz), 112.5, 88.2, 72.0, 71.4, 69.7, 66.2 (2C), 54.3, 53.0 (2C), 50.6, 48.6, 42.9, 38.9, 33.6, 31.8, 29.6, 27.5, 27.3, 23.0, 13.7. ^{19}F NMR (282 MHz, CDCl_3): δ -60.71. HR-MS (ESI) calcd for $[\text{C}_{46}\text{H}_{51}\text{F}_3\text{N}_2\text{O}_5\text{H}]^+$ 769.3828, found 769.3804.

5 **[0445]** *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-Dihydroxy-13-methyl-7,8,9,11,12,13,14,15,16,17-deca-hydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-(trifluoromethyl)phenyl)-3-morpholino-propanamide, **JD152**: ^1H NMR (500 MHz, MeOD): δ 7.44 (d, $J = 8.8$ Hz, 1H), 7.19 (dd, $J = 8.5, 2.1$ Hz, 1H), 7.14 (d, $J = 2.4$ Hz, 1H), 6.88 (d, $J = 8.6$ Hz, 1H), 6.50 (d, $J = 1.9$ Hz, 1H), 6.42 (dd, $J = 8.5, 2.2$ Hz, 1H), 5.41 (m, 1H), 3.72 (t, $J = 4.2$ Hz, 4H), 3.68 (dd, $J = 8.4, 8.4$ Hz, 1H), 2.62 (m, 4H), 0.87 (s, 3H), 0.80-3.50 (m, 17H). ^{13}C NMR (125 MHz, MeOD): δ 174.4, 157.6, 155.9, 139.6, 132.5, 128.4, 127.8 (q, $J = 29.5$ Hz), 127.7, 127.5, 124.9 (q, $J = 272.6$ Hz), 119.9, 116.3, 114.04 (q, $J = 2.5$ Hz), 114.0, 82.7, 74.0, 67.5 (2C), 55.3, 54.2 (2C), 51.6, 49.9, 44.2, 39.1, 35.6, 33.2, 30.8, 30.4, 28.5, 23.9, 13.8. ^{19}F NMR (282 MHz, MeOD): δ -62.30. HR-MS (ESI) calcd for $[\text{C}_{32}\text{H}_{39}\text{F}_3\text{N}_2\text{O}_5\text{H}]^+$ 589.2889, found 15 589.2883.

[0446] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-(trifluoromethyl)phenyl)-3-(pyrrolidin-1-yl)propanamide: ^1H NMR (500 MHz, CDCl_3): δ 10.96 (s, 1H), 7.90 (d, $J = 8.6$ Hz, 1H), 7.20-7.45 (m, 10H), 7.08 (d, $J = 2.7$ Hz, 1H), 7.06 (s, 20 1H), 6.91 (d, $J = 8.7$ Hz, 1H), 6.72 (d, $J = 2.4$ Hz, 1H), 6.67 (dd, $J = 8.6, 2.5$ Hz, 1H), 5.25 (m, 1H), 4.99 (s, 2H), 4.54 (d, $J = 12.3$ Hz, 1H), 4.47 (d, $J = 12.3$ Hz, 1H), 3.48 (dd, $J = 6.0, 6.0$ Hz, 1H), 2.66 (m, 4H), 1.84 (m, 4H), 0.98 (s, 3H), 0.80-3.50 (m, 17H). ^{13}C NMR (125 MHz, CDCl_3): δ 171.4, 156.6, 154.1, 139.0, 138.4, 137.2, 128.4 (2C), 128.3, 128.2 (2C), 127.8, 127.7, 127.4 (2C), 127.28 (2C), 127.27, 126.2, 123.5 (q, $J = 273.7$ Hz), 123.1 (q, $J = 29.9$ Hz), 119.2 (q, $J = 25 21.6$ Hz), 118.0, 115.0, 113.2 (q, $J = 5.4$ Hz), 112.5, 88.3, 72.0, 71.4, 69.7, 53.2 (2C), 51.4, 50.7, 48.6, 42.9, 38.9, 34.3, 33.6, 29.7, 27.6, 27.3, 23.2 (2C), 23.0, 13.6. ^{19}F NMR (282 MHz, CDCl_3): δ -61.58. HR-MS (ESI) calcd for $[\text{C}_{46}\text{H}_{51}\text{F}_3\text{N}_2\text{O}_4\text{H}]^+$ 753.3879, found 753.3881.

[0447] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-Dihydroxy-13-methyl-7,8,9,11,12,13,14,15,16,17-deca-hydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-(trifluoromethyl)phenyl)-3-(pyrrolidin-1-yl)propanamide, **JD150**: ^1H NMR (500 MHz, MeOD): δ 7.43 (d, $J = 8.8$ Hz, 1H), 7.18 (dd, $J = 8.8, 2.1$ Hz, 1H), 7.13 (d, $J = 2.4$ Hz, 1H), 6.87 (d, $J = 8.6$ Hz, 1H), 6.50 (d, $J = 1.9$ Hz, 1H), 6.42 (dd, $J = 8.4, 2.2$ Hz, 1H), 5.40 (m, 1H), 3.67 (dd, $J = 8.2, 8.2$ Hz, 1H), 2.82 (t, $J = 6.7$ Hz, 4H), 1.98 (m, 4H), 0.85 (s, 3H), 0.80-3.40 (m, 17H). ^{13}C NMR (125 MHz, MeOD): δ 172.6, 157.8, 155.9, 139.6, 132.7, 128.4, 127.5, 128.12, 128.10

(q, $J = 15.8$ Hz), 124.7 (q, $J = 276.1$ Hz), 119.9, 116.3, 114.1 (q, $J = 5.3$ Hz), 114.0, 82.7, 74.0, 55.0 (2C), 52.1, 51.5, 49.8, 44.1, 39.1, 35.6, 33.5, 30.8, 30.4, 28.5, 24.1 (2C), 23.9, 13.8. ^{19}F NMR (282 MHz, MeOD): δ -62.51. HR-MS (ESI) calcd for $[\text{C}_{32}\text{H}_{39}\text{F}_3\text{N}_2\text{O}_4\text{H}]^+$ 573.2940, found 573.2943.

5 **[0448]** *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-(trifluoromethyl)phenyl)-3-(dimethylamino)propanamide: ^1H NMR (500 MHz, CDCl_3): δ 11.22 (s, 1H), 7.97 (d, $J = 9.7$ Hz, 1H), 7.20-7.45 (m, 10H), 7.06 (m, 2H), 6.91 (d, $J = 8.7$ Hz, 1H), 6.72 (d, $J = 2.6$ Hz, 1H), 6.67 (dd, $J = 8.6, 2.7$ Hz, 1H), 5.24 (m, 1H), 4.99 (s, 2H), 4.54 (d, $J = 12.3$ Hz, 1H), 4.47 (d, $J = 12.3$ Hz, 1H), 3.48 (dd, $J = 8.1, 8.1$ Hz, 1H), 2.32 (s, 6H), 0.98 (s, 3H), 0.80-3.00 (m, 17H). ^{13}C NMR (125 MHz, CDCl_3): δ 171.2, 156.6, 153.9, 139.0, 138.4, 10
137.2, 128.5 (2C), 128.4, 128.2 (2C), 127.8, 127.4 (2C), 127.3 (2C), 127.28, 127.26, 126.2, 123.7 (q, $J = 230.8$ Hz), 122.5 (q, $J = 12.0$ Hz), 119.2 (q, $J = 22.1$ Hz), 118.0, 115.0, 113.4 (q, $J = 5.1$ Hz), 112.5, 88.3, 72.0, 71.5, 69.8, 54.5, 50.7, 48.6, 44.1 (2C), 43.0, 39.0, 33.6, 33.0, 29.7, 27.6, 15
27.3, 23.0, 13.7. ^{19}F NMR (282 MHz, CDCl_3): δ -61.80. HR-MS (ESI) calcd for $[\text{C}_{44}\text{H}_{49}\text{F}_3\text{N}_2\text{O}_4\text{H}]^+$ 727.3723, found 727.3730.

[0449] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-Dihydroxy-13-methyl-7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-(trifluoromethyl)phenyl)-3-(dimethylamino)propanamide, **JD151**: ^1H NMR (500 MHz, MeOD): δ 7.47 (d, $J = 8.8$ Hz, 1H), 7.19 (dd, $J = 8.8, 2.5$ Hz, 1H), 7.14 (d, $J = 2.6$ Hz, 1H), 6.88 (d, $J = 8.6$ Hz, 1H), 6.51 (d, $J = 2.3$ Hz, 1H), 6.42 (dd, $J = 8.5, 2.4$ Hz, 1H), 5.42 (m, 1H), 3.68 (dd, $J = 8.2, 8.2$ Hz, 1H), 2.57 (s, 6H), 0.87 (s, 3H), 0.80-3.50 (m, 17H). ^{13}C NMR (125 MHz, MeOD): δ 173.2, 157.7, 155.9, 139.6, 132.4, 128.4, 128.1 (q, $J = 29.7$ Hz), 127.7, 127.5, 124.8 (q, $J = 273.4$ Hz), 120.2, 116.3, 114.1 (q, $J = 5.2$ Hz), 114.0, 82.7, 74.0, 55.4, 51.6, 49.9, 44.4 (2C), 44.2, 39.1, 35.6, 32.7, 30.8, 30.4, 28.5, 23.9, 13.8. ^{19}F NMR (282 MHz, MeOD): δ -62.65. HR-MS (ESI) calcd for $[\text{C}_{30}\text{H}_{37}\text{F}_3\text{N}_2\text{O}_4\text{H}]^+$ 547.2784, found 547.2759.

[0450] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-(trifluoromethyl)phenyl)-4-(piperidin-1-yl)butanamide: ^1H NMR (500 MHz, CDCl_3): δ 8.44 (s, 1H), 7.52 (d, $J = 8.7$ Hz, 1H), 7.20-7.40 (m, 10H), 7.05 (s, 1H), 7.02 (d, $J = 9.1$ Hz, 1H), 6.85 (d, $J = 8.6$ Hz, 1H), 6.69 (s, 1H), 6.64 (d, $J = 8.6$ Hz, 1H), 5.22 (m, 1H), 4.96 (s, 2H), 4.50 (d, $J = 12.2$ Hz, 1H), 4.43 (d, $J = 12.3$ Hz, 1H), 3.45 (dd, $J = 6.8, 6.8$ Hz, 1H), 2.65 (m, 4H), 1.58 (m, 4H), 0.94 (s, 3H), 0.80-3.30 (m, 21H). ^{13}C NMR (125 MHz, CDCl_3): δ 171.1, 156.5, 155.5, 138.9, 138.4, 137.1, 129.9, 128.39 (2C), 128.2 (2C), 127.7, 127.35 (2C), 127.26 (2C), 127.23,

126.6, 126.1, 125.6 (q, $J = 29.0$ Hz), 123.3 (q, $J = 272.5$ Hz), 118.1, 115.0, 113.4 (q, $J = 5.4$ Hz), 112.4, 88.2, 72.1, 71.4, 69.7, 56.4, 53.3 (2C), 50.6, 48.5, 42.9, 38.9, 33.6, 33.1, 32.3, 29.6, 27.5, 22.9, 22.7 (2C), 22.2, 19.8, 13.6. ^{19}F NMR (282 MHz, CDCl_3): δ -60.65. HR-MS (ESI) calcd for $[\text{C}_{48}\text{H}_{55}\text{F}_3\text{N}_2\text{O}_4\text{H}]^+$ 781.4192, found 781.4221.

5 **[0451]** *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-Dihydroxy-13-methyl-7,8,9,11,12,13,14,15,16,17-deca-hydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-(trifluoromethyl)phenyl)-4-(piperidin-1-yl)butanamide, **JD160**: ^1H NMR (500 MHz, MeOD): δ 7.31 (d, $J = 8.8$ Hz, 1H), 7.18 (dd, $J = 8.8, 2.7$ Hz, 1H), 7.14 (d, $J = 2.7$ Hz, 1H), 6.87 (d, $J = 8.5$ Hz, 1H), 6.49 (d, $J = 2.5$ Hz, 1H), 6.41 (dd, $J = 8.5, 2.6$ Hz, 1H), 5.42 (m, 1H), 3.67 (dd, $J = 8.3, 8.3$ Hz, 1H), 2.40 (m, 4H), 1.48 (m, 4H), 0.86 (s, 3H), 0.80-3.50 (m, 21H). ^{13}C NMR (125 MHz, MeOD): δ 175.6, 158.1, 155.9, 139.6, 133.3, 129.1 (q, $J = 31.4$ Hz), 128.4, 127.8, 127.5, 124.8 (q, $J = 270.6$ Hz), 119.9, 116.3, 114.2 (q, $J = 5.5$ Hz), 114.0, 82.7, 74.1, 59.3, 55.3 (2C), 51.6, 50.0, 44.2, 43.7, 39.1, 35.6, 34.8, 30.8, 28.5, 26.1 (2C), 24.8, 23.9, 23.0, 13.8. ^{19}F NMR (282 MHz, MeOD): δ -62.51. HR-MS (ESI) calcd for $[\text{C}_{34}\text{H}_{43}\text{F}_3\text{N}_2\text{O}_4\text{H}]^+$ 601.3253, found 15 601.3267.

[0452] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-(trifluoromethyl)phenyl)-4-morpho-linobutanamide: ^1H NMR (500 MHz, CDCl_3): δ 7.84 (d, $J = 9.6$ Hz, 1H), 7.70 (s, 1H), 7.20-7.50 (m, 10H), 7.06 (m, 2H), 6.89 (d, $J = 8.7$ Hz, 1H), 6.72 (d, $J = 2.5$ Hz, 1H), 6.67 (dd, $J = 8.6, 2.7$ Hz, 1H), 5.25 (m, 1H), 4.99 (s, 2H), 4.54 (d, $J = 12.3$ Hz, 1H), 4.46 (d, $J = 12.3$ Hz, 1H), 3.70 (m, 4H), 3.48 (dd, $J = 8.2, 8.2$ Hz, 1H), 2.45 (m, 4H), 0.97 (s, 3H), 0.80-3.80 (m, 19H). ^{13}C NMR (125 MHz, CDCl_3): δ 171.5, 156.6, 154.7, 138.9, 138.5, 137.1, 128.5 (2C), 128.2 (2C), 128.1, 127.8, 127.5, 127.4 (2C), 127.34, 127.32 (2C), 127.1, 126.2, 123.6 (q, $J = 273.7$ Hz), 123.3 (q, $J = 30.8$ Hz), 118.3, 115.0, 113.5 (q, $J = 5.5$ Hz), 112.5, 25 88.2, 72.2, 71.5, 69.8, 66.8 (2C), 57.5, 53.5 (2C), 50.7, 48.7, 43.0, 38.9, 35.0, 33.6, 29.7, 27.6, 27.3, 23.0, 21.9, 13.7. ^{19}F NMR (282 MHz, CDCl_3): δ -60.74. HR-MS (ESI) calcd for $[\text{C}_{47}\text{H}_{53}\text{F}_3\text{N}_2\text{O}_5\text{H}]^+$ 783.3985, found 783.3984.

[0453] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-Dihydroxy-13-methyl-7,8,9,11,12,13,14,15,16,17-deca-hydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-(trifluoromethyl)phenyl)-4-morpholino-butanamide, **JD153**: ^1H NMR (500 MHz, MeOD): δ 7.32 (d, $J = 8.7$ Hz, 1H), 7.18 (dd, $J = 8.7, 1.7$ Hz, 1H), 7.14 (s, 1H), 6.87 (d, $J = 8.6$ Hz, 1H), 6.49 (d, $J = 1.7$ Hz, 1H), 6.41 (dd, $J = 8.5, 2.1$ Hz, 1H), 5.42 (m, 1H), 3.73 (t, $J = 4.3$ Hz, 4H), 3.67 (dd, $J = 8.2, 8.2$ Hz, 1H), 2.64 (m, 4H), 0.86 (s, 3H), 0.80-3.40 (m, 19H). ^{13}C NMR (125 MHz, MeOD): δ 175.5, 158.0, 155.9, 139.6, 133.2, 129.0 (q, $J = 30.8$ Hz), 128.4, 127.8, 127.5,

124.8 (q, $J = 273.1$ Hz), 119.9, 116.3, 114.2 (q, $J = 5.3$ Hz), 114.0, 82.7, 74.1, 67.2 (2C), 59.0, 54.5 (2C), 51.6, 49.9, 44.2, 39.1, 35.6, 34.5, 30.8, 30.4, 28.5, 23.9, 22.7, 13.8. ^{19}F NMR (282 MHz, MeOD): δ -62.47. HR-MS (ESI) calcd for $[\text{C}_{33}\text{H}_{41}\text{F}_3\text{N}_2\text{O}_5\text{H}]^+$ 603.3046, found 603.3047.

[0454] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-

5 **7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-(trifluoromethyl)phenyl)-4-(pyrroli-din-1-yl)butanamide:** ^1H NMR (500 MHz, CDCl_3): δ 8.35 (s, 1H), 7.53 (d, $J = 8.7$ Hz, 1H), 7.20-7.40 (m, 10H), 7.06 (s, 1H), 7.04 (d, $J = 9.0$ Hz, 1H), 6.85 (d, $J = 8.6$ Hz, 1H), 6.70 (s, 1H), 6.65 (d, $J = 8.6$ Hz, 1H), 5.23 (m, 1H), 4.97 (s, 2H), 4.52 (d, $J = 12.2$ Hz, 1H), 4.44 (d, $J = 12.2$ Hz, 1H), 0.95 (s, 3H), 0.80-3.50 (m, 28H). ^{13}C NMR (125 MHz, CDCl_3): δ 171.0, 156.6, 155.6, 138.9, 138.4, 137.1, 130.0, 128.5, 128.4 (2C), 128.2 (2C), 127.8, 127.4 (2C), 127.31 (2C), 127.29, 126.5, 126.1, 125.6 (q, $J = 27.6$ Hz), 123.4 (q, $J = 274.1$ Hz), 118.2, 115.0, 113.5 (q, $J = 5.3$ Hz), 112.5, 88.2, 72.2, 71.5, 69.8, 54.4, 53.7 (2C), 50.6, 48.6, 42.9, 38.9, 33.6, 32.8, 29.6, 27.6, 27.3, 23.3 (2C), 23.0, 21.8, 13.7. ^{19}F NMR (282 MHz, CDCl_3): δ -60.61. HR-MS (ESI) calcd for $[\text{C}_{47}\text{H}_{53}\text{F}_3\text{N}_2\text{O}_4\text{H}]^+$ 767.4036, found 767.4067.

15 **[0455] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-Dihydroxy-13-methyl-**

7,8,9,11,12,13,14,15,16,17-deca-hydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-(trifluoromethyl)phenyl)-4-(pyrrolidin-1-yl)butanamide, JD154: ^1H NMR (500 MHz, MeOD): δ 7.31 (d, $J = 8.7$ Hz, 1H), 7.18 (dd, $J = 8.8, 2.3$ Hz, 1H), 7.14 (d, $J = 2.5$ Hz, 1H), 6.86 (d, $J = 8.6$ Hz, 1H), 6.48 (d, $J = 2.0$ Hz, 1H), 6.40 (dd, $J = 8.5, 2.2$ Hz, 1H), 5.42 (m, 1H), 3.67 (dd, $J = 8.2, 8.2$ Hz, 1H), 2.57 (m, 4H), 1.81 (m, 4H), 0.86 (s, 3H), 0.80-3.50 (m, 19H). ^{13}C NMR (125 MHz, MeOD): δ 175.7, 158.0, 156.4, 139.6, 133.2, 129.0 (q, $J = 29.3$ Hz), 128.1, 127.9, 127.5, 124.8 (q, $J = 272.2$ Hz), 119.9, 116.4, 114.2 (q, $J = 5.0$ Hz), 114.16, 82.8, 74.1, 56.8, 55.0 (2C), 51.7, 50.0, 44.2, 39.2, 35.7, 35.0, 30.8, 30.5, 28.6, 25.7, 24.2 (2C), 24.0, 13.8. ^{19}F NMR (282 MHz, MeOD): δ -62.53. HR-MS (ESI) calcd for $[\text{C}_{33}\text{H}_{41}\text{F}_3\text{N}_2\text{O}_4\text{H}]^+$ 587.3097, found 587.3122.

[0456] *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-

7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-(trifluoromethyl)phenyl)-4-(dimeth-ylamino)butanamide: ^1H NMR (500 MHz, CDCl_3): δ 8.36 (s, 1H), 7.61 (d, $J = 8.7$ Hz, 1H), 7.20-7.40 (m, 10H), 7.07 (s, 1H), 7.05 (d, $J = 12.3$ Hz, 1H), 6.87 (d, $J = 8.7$ Hz, 1H), 6.71 (s, 1H), 6.67 (dd, $J = 8.6, 2.2$ Hz, 1H), 5.24 (m, 1H), 4.98 (s, 2H), 4.53 (d, $J = 12.3$ Hz, 1H), 4.45 (d, $J = 12.3$ Hz, 1H), 3.47 (dd, $J = 7.7, 7.7$ Hz, 1H), 2.61 (s, 6H), 0.96 (s, 3H), 0.80-3.00 (m, 19H). ^{13}C NMR (125 MHz, CDCl_3): δ 171.1, 156.6, 155.3, 138.9, 138.4, 137.1, 129.4, 128.5, 128.4 (2C), 128.2 (2C), 127.8, 127.4 (2C), 127.34, 127.3 (2C), 126.7, 126.1, 125.0 (q, $J = 32.4$ Hz), 123.4 (q, $J = 275.1$ Hz), 118.2, 115.0, 113.4 (q, $J = 5.0$ Hz),

112.5, 88.2, 72.2, 71.4, 69.8, 57.4, 50.6, 48.6, 43.5 (2C), 42.9, 38.9, 33.6, 33.5, 29.6, 27.5, 27.3, 23.0, 21.1, 13.7. ¹⁹F NMR (282 MHz, CDCl₃): δ -60.68. HR-MS (ESI) calcd for [C₄₅H₅₁F₃N₂O₄ H]⁺ 741.3879, found 741.3911.

[0457] N-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-Dihydroxy-13-methyl-

5 **7,8,9,11,12,13,14,15,16,17-deca-hydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-(trifluoromethyl)phenyl)-4-(dimethylamino)butanamide, JD155:** ¹H NMR (500 MHz, MeOD): δ 7.31 (d, *J* = 8.7 Hz, 1H), 7.17 (dd, *J* = 8.8, 2.6 Hz, 1H), 7.14 (d, *J* = 2.7 Hz, 1H), 6.86 (d, *J* = 8.5 Hz, 1H), 6.48 (d, *J* = 2.4 Hz, 1H), 6.40 (dd, *J* = 8.5, 2.6 Hz, 1H), 5.41 (m, 1H), 3.67 (dd, *J* = 8.3, 8.3 Hz, 1H), 2.25 (s, 6H), 0.86 (s, 3H), 0.80-3.40 (m, 19H). ¹³C NMR (125 MHz, MeOD): δ 175.6, 158.0, 156.4, 139.6, 133.2, 129.0 (q, *J* = 29.9 Hz), 128.1, 127.9, 127.5, 124.8 (q, *J* = 273.0 Hz), 119.9, 116.5, 114.2 (q, *J* = 5.2 Hz), 114.17, 82.8, 74.1, 59.9, 51.7, 50.0, 45.4 (2C), 44.2, 39.1, 35.7, 34.8, 30.8, 30.5, 28.6, 24.3, 24.0, 13.8. ¹⁹F NMR (282 MHz, MeOD): δ -62.52. HR-MS (ESI) calcd for [C₃₁H₃₉F₃N₂O₄ H]⁺ 561.2940, found 561.2912.

[0458] N-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-

15 **7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-(trifluoromethyl)phenyl)-5-(piperidin-1-yl)pentanamide:** ¹H NMR (500 MHz, CDCl₃): δ 7.75 (d, *J* = 9.5 Hz, 1H), 7.62 (s, 1H), 7.20-7.40 (m, 10H), 7.05 (s, 1H), 7.04 (dd, *J* = 7.4, 2.9 Hz, 1H), 6.87 (d, *J* = 8.7 Hz, 1H), 6.70 (d, *J* = 2.1 Hz, 1H), 6.65 (dd, *J* = 8.6, 2.3 Hz, 1H), 5.85 (br.s, 1H), 5.23 (m, 1H), 4.97 (s, 2H), 4.52 (d, *J* = 12.3 Hz, 1H), 4.44 (d, *J* = 12.2 Hz, 1H), 3.47 (dd, *J* = 8.1, 8.1 Hz, 1H), 2.61 (m, 4H), 1.48 (m, 4H), 0.96 (s, 3H), 0.80-3.00 (m, 23H). ¹³C NMR (125 MHz, CDCl₃): δ 171.5, 156.6, 154.8, 138.9, 138.4, 137.1, 128.43, 128.39 (2C), 128.2, 128.15 (2C), 127.7, 127.34 (2C), 127.29, 127.26 (2C), 127.0, 126.1, 123.8 (q, *J* = 29.3 Hz), 123.5 (q, *J* = 273.3 Hz), 118.2, 115.0, 113.4 (q, *J* = 5.1 Hz), 112.4, 88.2, 72.2, 71.4, 69.7, 57.9, 53.9 (2C), 50.6, 48.6, 42.9, 38.9, 36.5, 33.8, 33.6, 29.6, 27.5, 27.2, 24.8, 24.4 (2C), 23.4, 23.1, 13.6. ¹⁹F NMR (282 MHz, CDCl₃): δ -60.75. HR-MS (ESI) calcd for [C₄₉H₅₇F₃N₂O₄ H]⁺ 795.4349, found 795.4334.

[0459] N-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-Dihydroxy-13-methyl-

30 **7,8,9,11,12,13,14,15,16,17-deca-hydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-(trifluoromethyl)phenyl)-5-(piperidin-1-yl)pentanamide, JD156:** ¹H NMR (500 MHz, MeOD): δ 7.33 (d, *J* = 8.7 Hz, 1H), 7.18 (d, *J* = 8.8 Hz, 1H), 7.13 (d, *J* = 1.9 Hz, 1H), 6.87 (d, *J* = 8.6 Hz, 1H), 6.50 (s, 1H), 6.42 (dd, *J* = 8.4, 2.0 Hz, 1H), 5.40 (m, 1H), 3.67 (dd, *J* = 8.2, 8.2 Hz, 1H), 2.48 (t, *J* = 7.6 Hz, 4H), 1.74 (t, *J* = 7.6 Hz, 4H), 0.85 (s, 3H), 0.80-3.40 (m, 23H). ¹³C NMR (125 MHz, MeOD): δ 175.3, 158.0, 155.9, 139.6, 133.4, 129.0 (q, *J* = 30.7 Hz), 128.4, 127.8, 127.5, 124.8 (q, *J* = 271.6 Hz), 119.9, 116.3, 114.2 (q, *J* = 5.4 Hz), 114.0, 82.7, 74.0, 57.8,

54.2 (2C), 51.6, 49.9, 44.2, 39.1, 35.9, 35.6, 30.8, 30.4, 28.5, 24.5, 24.2 (2C), 23.9, 23.7, 22.8, 13.8. ¹⁹F NMR (376 MHz, MeOD): δ -62.96. HR-MS (ESI) calcd for [C₃₅H₄₅F₃N₂O₄H]⁺ 615.3409, found 615.3400.

[0460] N-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-

5 **7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-(trifluoromethyl)phenyl)-5-morpho-linopentanamide:** ¹H NMR (500 MHz, CDCl₃): δ 7.87 (d, *J* = 9.6 Hz, 1H), 7.35 (m, 11H), 7.07 (d, *J* = 2.7 Hz, 2H), 6.90 (d, *J* = 8.7 Hz, 1H), 6.73 (d, *J* = 2.4 Hz, 1H), 6.67 (dd, *J* = 8.6, 2.6 Hz, 1H), 5.25 (m, 1H), 4.99 (s, 2H), 4.55 (d, *J* = 12.3 Hz, 1H), 4.46 (d, *J* = 12.3 Hz, 1H), 3.73 (t, *J* = 4.4 Hz, 4H), 3.49 (dd, *J* = 8.1, 8.1 Hz, 1H), 2.45 (m, 4H),
10 0.99 (s, 3H), 0.80-3.80 (m, 21H). ¹³C NMR (125 MHz, CDCl₃): δ 171.3, 156.6, 154.6, 138.9, 138.4, 137.1, 128.5, 128.4 (2C), 128.21, 128.17 (2C), 127.7, 127.6, 127.35 (2C), 127.27 (2C), 127.1, 126.1, 123.6 (q, *J* = 273.4 Hz), 123.0 (q, *J* = 29.7 Hz), 118.2, 115.0, 113.4 (q, *J* = 5.2 Hz), 112.5, 88.2, 72.2, 71.4, 69.7, 66.8 (2C), 58.4, 53.6 (2C), 50.6, 48.6, 42.9, 38.9, 37.1, 33.6, 29.7, 27.5, 27.3, 25.8, 23.3, 22.9, 13.7. ¹⁹F NMR (282 MHz, CDCl₃): δ -60.73. HR-MS (ESI) calcd for
15 [C₄₈H₅₅F₃N₂O₅H]⁺ 797.4141, found 797.4163.

[0461] N-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-Dihydroxy-13-methyl-

7,8,9,11,12,13,14,15,16,17-deca-hydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-(trifluoromethyl)phenyl)-5-morpholino-pentanamide, JD157: ¹H NMR (500 MHz, MeOD): δ 7.31 (d, *J* = 8.7 Hz, 1H), 7.17 (dd, *J* = 8.8, 2.6 Hz, 1H), 7.13 (d, *J* = 2.7 Hz, 1H), 6.86 (d, *J* = 8.6 Hz, 1H), 6.49 (d, *J* = 2.4 Hz, 1H), 6.41 (dd, *J* = 8.5, 2.6 Hz, 1H), 5.40 (m, 1H), 3.72 (t, *J* = 4.6 Hz, 4H), 3.67 (dd, *J* = 8.3, 8.3 Hz, 1H), 2.59 (m, 4H), 0.86 (s, 3H), 0.80-3.50 (m, 21H). ¹³C NMR (125 MHz, MeOD): δ 175.9, 158.0, 155.9, 139.6, 133.3, 129.0 (q, *J* = 29.7 Hz), 128.4, 127.9, 127.5, 124.8 (q, *J* = 272.4 Hz), 119.9, 116.3, 114.2 (q, *J* = 6.7 Hz), 114.0, 82.7, 74.0, 67.2 (2C), 59.4, 54.5 (2C), 51.6, 49.9, 44.2, 39.1, 36.6, 35.6, 30.8, 30.4, 28.5, 26.2, 24.5, 23.9, 13.8.
25 ¹⁹F NMR (376 MHz, MeOD): δ -63.01. HR-MS (ESI) calcd for [C₃₄H₄₃F₃N₂O₅H]⁺ 617.3203, found 617.3230.

[0462] N-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-

7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-(trifluoromethyl)phenyl)-5-(pyrro-lidin-1-yl)pentanamide: ¹H NMR (500 MHz, CDCl₃): δ 7.74 (s, 1H), 7.65 (d, *J* = 8.6 Hz, 1H), 7.20-7.40 (m, 10H), 7.05 (s, 1H), 7.043 (d, *J* = 9.2 Hz, 1H), 6.87 (d, *J* = 8.7 Hz, 1H), 6.71 (d, *J* = 2.2 Hz, 1H), 6.65 (dd, *J* = 8.6, 2.3 Hz, 1H), 5.23 (m, 1H), 4.97 (s, 2H), 4.52 (d, *J* = 12.3 Hz, 1H), 4.44 (d, *J* = 12.2 Hz, 1H), 3.47 (dd, *J* = 8.4, 8.4 Hz, 1H), 2.48 (m, 4H), 1.25 (m, 4H), 0.95 (s, 3H), 0.80-3.40 (m, 21H). ¹³C NMR (125 MHz, CDCl₃): δ 171.3, 156.6, 155.2, 138.9, 138.4, 137.2, 129.1, 128.49, 128.45 (2C), 128.23, 128.21 (2C),

127.8, 127.41 (2C), 127.36, 127.32 (2C), 126.7, 126.2, 123.5 (q, $J = 274.5$ Hz), 118.2, 115.0, 113.4 (q, $J = 5.5$ Hz), 112.5, 88.3, 72.2, 71.5, 69.8, 54.7, 53.4 (2C), 50.6, 48.6, 43.0, 38.9, 35.7, 33.6, 29.7, 27.6, 27.3, 25.0, 23.2 (2C), 23.0, 22.3, 13.7. ^{19}F NMR (282 MHz, CDCl_3): δ -60.75. HR-MS (ESI) calcd for $[\text{C}_{48}\text{H}_{55}\text{F}_3\text{N}_2\text{O}_4\text{H}]^+$ 781.4192, found 781.4170.

- 5 **[0463]** *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-Dihydroxy-13-methyl-7,8,9,11,12,13,14,15,16,17-deca-hydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-(trifluoromethyl)phenyl)-5-(pyrrolidin-1-yl)pentanamide, **JD158**: ^1H NMR (500 MHz, MeOD): δ 7.33 (d, $J = 8.8$ Hz, 1H), 7.19 (dd, $J = 8.8, 2.7$ Hz, 1H), 7.14 (d, $J = 2.7$ Hz, 1H), 6.87 (d, $J = 8.6$ Hz, 1H), 6.50 (d, $J = 2.4$ Hz, 1H), 6.41 (dd, $J = 8.5, 2.6$ Hz, 1H), 5.41 (m, 1H), 3.67 (dd, $J = 8.1, 8.1$ Hz, 1H), 2.48 (t, $J = 6.9$ Hz, 4H), 2.07 (m, 4H), 0.86 (s, 3H), 0.80-3.50 (m, 21H). ^{13}C NMR (125 MHz, MeOD): δ 175.4, 158.1, 155.9, 139.6, 133.4, 129.1 (q, $J = 30.3$ Hz), 128.4, 127.8, 127.5, 124.8 (q, $J = 272.5$ Hz), 119.9, 116.3, 114.2 (q, $J = 5.1$ Hz), 114.0, 82.7, 74.1, 55.8, 55.0 (2C), 51.6, 49.9, 44.2, 39.1, 35.9, 35.6, 30.8, 30.4, 28.5, 26.4, 24.0 (2C), 23.9, 23.5, 13.8. ^{19}F NMR (376 MHz, MeOD): δ -63.01. HR-MS (ESI) calcd for $[\text{C}_{34}\text{H}_{43}\text{F}_3\text{N}_2\text{O}_4\text{H}]^+$ 601.3253, found 601.3257.

- [0464]** *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-bis(Benzyloxy)-13-methyl-7,8,9,11,12,13,14,15,16,17-decahydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-(trifluoromethyl)phenyl)-5-(dimethylamino)pentanamide: ^1H NMR (500 MHz, CDCl_3): δ 7.74 (d, $J = 9.6$ Hz, 1H), 7.57 (s, 1H), 7.20-7.40 (m, 10H), 7.06 (s, 1H), 7.05 (dd, $J = 6.6, 3.1$ Hz, 1H), 6.87 (d, $J = 8.7$ Hz, 1H), 6.71 (d, $J = 2.3$ Hz, 1H), 6.66 (dd, $J = 8.6, 2.5$ Hz, 1H), 5.24 (m, 1H), 4.98 (s, 2H), 4.53 (d, $J = 12.3$ Hz, 1H), 4.45 (d, $J = 12.3$ Hz, 1H), 3.47 (dd, $J = 8.1, 8.1$ Hz, 1H), 2.55 (s, 6H), 0.96 (s, 3H), 0.80-3.00 (m, 21H). ^{13}C NMR (125 MHz, CDCl_3): δ 171.3, 156.6, 155.0, 139.0, 138.5, 137.2, 128.52, 128.48 (2C), 128.3, 128.2 (2C), 128.1, 127.8, 127.4 (2C), 127.35 (2C), 126.9, 126.2, 124.0 (q, $J = 30.4$ Hz), 123.6 (q, $J = 273.4$ Hz), 118.3, 115.0, 113.5 (q, $J = 5.3$ Hz), 112.5, 88.3, 72.3, 71.5, 69.8, 57.9, 50.7, 48.7, 43.7 (2C), 43.0, 39.0, 36.2, 33.7, 29.7, 27.6, 27.3, 24.8, 23.0, 22.6, 13.7. ^{19}F NMR (376 MHz, CDCl_3): δ -61.39. HR-MS (ESI) calcd for $[\text{C}_{46}\text{H}_{53}\text{F}_3\text{N}_2\text{O}_4\text{H}]^+$ 755.4036, found 755.4004.

- [0465]** *N*-(4-(((8*S*,9*S*,11*S*,13*S*,14*S*,17*S*)-3,17-Dihydroxy-13-methyl-7,8,9,11,12,13,14,15,16,17-deca-hydro-6*H*-cyclopenta[*a*]phenanthren-11-yl)oxy)-2-(trifluoromethyl)phenyl)-5-(dimethylamino)pentanamide, **JD159**: ^1H NMR (500 MHz, MeOD): δ 7.31 (d, $J = 8.7$ Hz, 1H), 7.17 (dd, $J = 8.8, 2.6$ Hz, 1H), 7.14 (d, $J = 2.7$ Hz, 1H), 6.87 (d, $J = 8.6$ Hz, 1H), 6.49 (d, $J = 2.3$ Hz, 1H), 6.41 (dd, $J = 8.5, 2.5$ Hz, 1H), 5.41 (m, 1H), 3.67 (dd, $J = 8.3, 8.3$ Hz, 1H), 2.35 (s, 6H), 0.86 (s, 3H), 0.80-3.50 (m, 21H). ^{13}C NMR (125 MHz, MeOD): δ 175.8, 158.0, 156.0, 139.6, 133.3, 129.0 (q, $J = 30.2$ Hz), 128.3, 127.9, 127.5, 124.8

(q, $J = 274.7$ Hz), 119.9, 116.3, 114.2 (q, $J = 5.2$ Hz), 114.0, 82.7, 74.1, 60.0, 51.6, 49.9, 45.0 (2C), 44.2, 39.1, 36.6, 35.6, 30.8, 30.4, 28.5, 27.2, 24.4, 23.9, 13.8. ^{19}F NMR (376 MHz, MeOD): δ -63.08. HR-MS (ESI) calcd for $[\text{C}_{32}\text{H}_{41}\text{F}_3\text{N}_2\text{O}_4\text{H}]^+$ 575.3097, found 575.3123.

[0466] Example 2. Compound Functional Characterization

- 5 **[0467]** For the biological testing alternative code names for the compounds were used, namely JD101-JD160. The correspondence of the compound numbers in the design and synthesis and the code names for functional characterization are given in Table 1.

Table 1: Correspondence of the Novel ER Antagonists Chemical names and their alternative Code Names for Functional Characterization.

Cmpd	Code	Cmpd	Code	Cmpd	Code	Cmpd	Code	Cmpd	Code	Cmpd	Code
8a	JD101	12b	JD111	9c	JD121	14c	JD131	20c	JD141	24d	JD151
8b	JD102	12a	JD112	17a	JD122	18b	JD132	20d	JD142	24c	JD152
8c	JD103	13c	JD113	9b	JD123	18d	JD133	20b	JD143	25c	JD153
8d	JD104	13b	JD114	9a	JD124	18c	JD134	23c	JD144	25b	JD154
7	JD105	13a	JD115	17b	JD125	19c	JD135	23a	JD145	25d	JD155
11c	JD106	12d	JD116	17c	JD126	14a	JD136	21	JD146	26a	JD156
11a	JD107	13d	JD117	9d	JD127	19a	JD137	23b	JD147	26c	JD157
11b	JD108	10	JD118	22	JD128	19b	JD138	23d	JD148	26b	JD158
11d	JD109	15	JD119	17d	JD129	19d	JD139	24a	JD149	26d	JD159
12c	JD110	20, 16	JD120	18a	JD130	20a	JD140	24b	JD150	25a	JD160

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- [0468] *Assays for cell proliferation.*** In experiments to assess potential proliferative effects of novel estrogen receptor ligands, human breast cancer cells were grown in phenol red-free, estrogen-free media with 1% dextran-coated charcoal-treated (DCC)- fetal bovine serum (FBS) for 48 hrs (15,44), then treated with either 1 μM or 50 μM doses of estrogen receptor antagonists in the *presence* of 1 nM estradiol-17 β . Cell counts and viability tests (Trypan blue) were done every 24 hr for 3 days. After 72 hr, proliferation was assessed using the BrdU Cell proliferation ELISA (Roche). Cell numbers were also assessed initially by cell counts to confirm ELISA data. Each antiestrogen was tested at least in three different experiments.
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[0469] *Gel electrophoresis and immunoblotting.* MCF-7 breast cancer cells were maintained in estrogen-free conditions 48 h before experiments as described above. Cells were then incubated with vehicle control or either 1 μ M or 10 μ M antiestrogens in the presence of 1 nM estradiol-17 β for 48 hrs. After lysis, total cell proteins were resolved by 4-15% SDS-PAGE, transferred to polyvinylidene difluoride membranes and probed with mouse monoclonal antibody directed against estrogen receptor-alpha (Assay Designs, #SRA1010). Membranes were stripped and re-probed with Ribosomal Protein L13A (Santa Cruz Biotechnology, C11) as a loading control (45).

[0470] In order to assess the antitumor action of novel estrogen receptor antagonists, we cultured human MCF-7 breast cancer cells with known expression of ER α . Cells were grown in 1% DCC-FBS for 48 hr and then treated with vehicle control or either 1 μ M or 50 μ M concentrations of antiestrogens JD 101-160 or the pure antiestrogen fulvestrant (FAS), all in the presence of 1 nM estradiol-17 β . The results indicate that several novel antiestrogens exert significant inhibition of MCF-7 cell proliferation/survival, particularly JD128 and JD140. Moreover, these compounds appear to be more effective than the ER-downregulator fulvestrant when administered at the same doses *in vitro*. Shown in FIG. 2 are results from MCF-7 cells grown in 1% DCC-FBS for 48 hr and then treated with vehicle control, 1 nM estradiol-17 β and either 1 μ M or 50 μ M concentrations of antiestrogens JD 101-160 or the known pure antiestrogen fulvestrant (FAS) in the presence of 1 nM estradiol-17 β . Cell proliferation is expressed as percentage of that determined in the 1 nM estradiol-17 β -treated control group. The graph shows the percentage of surviving cells relative to estradiol-treated controls, defined as 100% survival (data represents at least 3 independent experiments).

[0471] *Novel antiestrogen compounds can act as ER α downregulators.* Fulvestrant (Faslodex^R) has been characterized as a selective ER α downregulator and a pure anti-estrogen. Fulvestrant inhibits the transcriptional response to estrogen stimulation and induces the degradation of estrogen receptor proteins (46,47). This drug has been demonstrated to be clinically effective in treating metastatic breast cancer and represents an important option to extend the window of endocrine interventions before cytotoxic chemotherapy becomes the only other systemic treatment available for patients. One problem with fulvestrant is that the drug requires intramuscular injection and may not achieve optimal antitumor effects due to the limited doses that can be administered by this drug delivery method. Hence, we assessed some of our new antiestrogen analogues to find if they, as fulvestrant, affect expression of ER α protein levels in breast cancer cells. MCF-7 breast cancer cells with high expression of ER α protein were treated with estradiol-17 β and either 1 μ M or 10 μ M concentrations of JD128 and JD140 for 48 hours. FIG. 3 shows results of Western immunoblots of ER α protein levels after treatments. Compound

JD128 showed the greatest effect at suppressing estrogen receptor-alpha expression in MCF-7 breast cancer cells. As shown in FIG. 3, estrogen receptor-alpha is down-regulated by antiestrogens. MCF-7 breast cancer cells were estrogen-deprived for 48 hrs, then treated with 1 nM estradiol-17 β (E2) or antiestrogens JD128 (128) or JD140 (140) at 1 μ M or 10 μ M concentrations in the presence of 1 nM estradiol-17 β . After 48 hrs, PAGE and immunoblotting was performed with antibody directed to anti-ER α (SRA1010) and anti-RPL13A for a loading control. Given that recent FES-PET studies show significant residual ER availability in tumors during fulvestrant therapy in 38% of patients which was related to early cancer progression (48), novel antiestrogens described herein may prove more effective than fulvestrant in suppressing ER α .

[0472] Example 3. ER pathway interactions and drug resistance

[0473] Breast tumors with ER and HER2 overexpression are an unresolved clinical problem and a major cause of endocrine-treatment failure and mortality. Early resistance to hormonal therapy, especially in HER-2-overexpressing tumors, is a significant issue in the clinic. Several studies indicate that ER+/HER-2+ cancer is less responsive to tamoxifen and estrogen-deprivation therapies with AI's than tumors negative for ER and HER-2 expression, indicating that HER-2 overexpression elicits a dominant phenotype. Overexpression or activation of HER-2 or related HER family receptors occurs in two-thirds of breast tumors, while HER-2 overexpression occurs in about 25% of breast cancers (2,21). Blockade of HER-2 with trastuzumab (Herceptin), a humanized monoclonal antibody targeted to HER-2, has provided an important clinical tool to manage patients with tumors bearing HER-2 overexpression or amplification (45,46).

[0474] Growth factors (EGF, heregulin) and estrogens are known mitogens for breast cancer, and activation of ER by growth factors in the absence of estrogen is a phenomenon that may be critical in cancer (14,47-49). ER signaling may mediate gene transcription by integrating signals from growth factor-activated pathways as well as from E2 binding (33,50). There is increasing evidence that endocrine resistance is a consequence of such bidirectional crosstalk between ER and EGFR/HER family signaling networks (6,9). ER is a phosphoprotein, with ER phosphorylation occurring early in its activation by ligand (14,28, 29,51,52). Several studies show that phosphorylation at serine and tyrosine residues contribute to ER activation and, possibly, DNA binding (14,28, 52). Conversion of estrogen-sensitive to -resistant tumors after starting antiestrogen therapy (47) may be due, in part, to enhanced growth factor signaling, a cell response to antiestrogen treatment that eventually results in increased phosphorylation of ER and/or coactivators, such as AIB1 (28,33). Since these two receptors systems (ER and HER) have

the capacity to activate each other, it has been suggested that a rational treatment strategy would be the combined targeting of both receptors by use of antihormone therapy with anti-HER-2 agents, such as trastuzumab (Herceptin).

[0475] Panels of human ER-positive breast tumor cells with endocrine sensitivity and resistance. For this work, a panel of MCF-7 human breast cancer cells (ATCC) with different properties was used. This panel includes cell lines reported previously and include: a) MCF-7/CON : MCF-7 parent breast tumor cells with ER expression; b) TAM-R: MCF-7 cells with acquired tamoxifen-resistance, c) MCF-7/ER- : MCF-7 cells with no ER expression; no E2-induced activation of MAPK or cell growth; and d) ER-positive T47D and ZR75 breast cancer cells.

[0476] Properties of TAM-R cells: To develop TAM-R cells, MCF-7 breast cells were cultivated *in vitro* in the presence of tamoxifen as reported before (72). In brief, MCF-7 cell monolayers were cultivated in phenol-red-free RPMI medium containing 5% charcoal-stripped steroid-depleted (DCC)-fetal calf serum, antibiotics, glutamine (200 mM), and 4-hydroxytamoxifen (1×10^{-7} M 4-OH-TAM). Cells were continuously exposed to this treatment for 12 months, during which time medium was replaced every 4 days, and cell cultures were passaged by trypsinization after 70% confluency was reached. Initially, MCF-7 cell growth rates were reduced but, after 4 months' exposure to the medium, cell growth gradually increased, indicating development of a cell line resistant to the growth-inhibitory properties of 4-OH-TAM. This cell line, termed TAM-resistant, was cultured for a further 8 months in medium containing 4-OH-TAM before characterization studies. These cells were evaluated for expression of EGFR, HER-2 and ER α (FIG. 2). The results show that TAM-resistant cells have higher levels of HER-2 and EGFR as compared with tamoxifen-sensitive progenitor MCF-7 cells, while expression levels of ER remain essentially unchanged. This finding may have important implications for the design of future therapeutic interventions. FIG. 4a-b. shows MCF-7 cells with acquired tamoxifen resistance show increased expression of HER-1/EGFR and HER-2 receptors. FIG. 4a shows a Western blot showing protein expression level of HER2, EGFR, ER α and actin loading control in MCF-7 cells that were tamoxifen-sensitive (left) versus those that were tamoxifen-resistant (right). ER β was also assessed and was low to absent in both sensitive and resistant cells. FIG. 4b shows levels of HER-2, HER-1/EGFR and ER α receptors in MCF-7/TAM-R cells that were quantitated using established ELISA methods (73), with results based on 3 determinations. The average number of receptors/ tamoxifen-resistant cell was calculated and expressed relative to that of tamoxifen-sensitive MCF-7 cells.

[0477] Properties of MCF-7/TAM-R, MCF-7/ER- and parental cells: MCF-7/CON (parental) cells are tamoxifen-sensitive, while MCF-7/TAM-R and MCF-7/ER- cells are known to be tamoxifen-resistant (11,14-16). Except for TAM-R (72) and MCF-7/ER- (16), cells are routinely cultured in RPMI 1640 media with 10% heat-inactivated FBS. For E2-free conditions, medium is changed 48 h before studies to phenol-red free RPMI 1640 with 1% dextran-coated, charcoal-treated (DCC) FBS. Levels of ER α and HER2 were assessed by immunofluorescence microscopy in MCF-7/CON and other cells. MCF-7/CON cells express ER α but few HER2 receptors, while MCF-7/TAM-R cells express both ER and HER2. ER and HER2 were detected by established immunofluorescence microscopy methods with labeled antibodies to ER α and HER2 (14-16). TAM-R cells also show increased expression of HER2 by immunofluorescence (72). In contrast, expression of ER α appears to be relatively stable among the several cell lines, with only modestly less intensity of immunofluorescence in TAM-R cells as compared to their paired controls.

[0478] In previous studies to evaluate the role of activated HER-2 in antiestrogen resistance, estrogen-responsive, MCF-7 parental cells and paired MCF-7 cells with HER2-overexpression cells were grown as xenografts in nude mice (14). Parent tumors were suppressed by tamoxifen and by fulvestrant, while MCF-7/HER-2 cells were insensitive to tamoxifen but were partially sensitive to fulvestrant (14,74,75). This finding correlates well with data from the clinic suggesting tamoxifen resistance in breast tumors with high levels of HER2 expression (42). In the clinic, HER2 overexpression also associates with low ER levels (76) and a PR-negative phenotype (43) in breast tumors. Similarly, in the laboratory, overexpression of HER2 in breast cells elicits a modest reduction in ER transcripts and in estrogen binding capacity with no change in steroid binding affinity, as assessed by specific binding of [³H]-estradiol in cells with and without HER2 overexpression (14,36,74). This modest downregulation of ER may account, in part, for reduced endocrine sensitivity of HER2-expressing tumors, but other mechanisms are clearly operative (9,11,14,76).

[0479] Specific estradiol binding: Specific estradiol-17 β (E2) binding was assessed in MCF-7 parental breast cancer cells as before (14-16). Briefly, cells were incubated with 2 nM [³H]estradiol-17 β and varying concentrations (1 nM-10 μ M) of new estrogen receptor downregulator (ERD) analogues. The efficiency of the binding of compounds was measured by the loss of radioactivity of the [³H]estradiol-17 β . A 100-fold molar excess of unlabeled E2 was present with [³H]estradiol-17 β in paired samples for determination of displaceable binding. ICI 182,780 (fulvestrant, 1 nM -10 μ M) was used as a control. As shown in FIG. 5, the ligand binding specificity of labeled estradiol-17 β was suppressed effectively by 10 μ M of ERD

compound S15 (JD105) compared to select test compounds. FIG. 5 shows specific binding of [³H]estradiol-17β by MCF-7 parental breast cancer cells is suppressed by our ERD compound S15 in this series of analogues (15). MCF-7 cells were incubated with 2 nM [³H]estradiol-17β and antiestrogens (all at 10 μM concentration ; numbers S1 to S15), with ICI 182,780 (ICI; fulvestrant) used as a control (n=3). Compounds S1-S14 show less activity in the assay above than compound S15 (JD105) as shown in FIG. 5. Compounds S1-S14 are test compounds different from the exemplified compounds described herein.

[0480] ER down-regulation : To determine if selected compounds can down-regulate ER protein, we treated cells for 24-48 hrs in vitro with candidate compounds at varying doses. Then, cells were disrupted and prepared for PAGE and Western immunoblots using anti-ERα antibodies (see FIG. 6). A representative experiment shows that a selected ERD at doses of >100 nM elicits reduced ER levels. Those ERDs with optimal activity in down-regulating ER were investigated further in the chemistry laboratory to further refine and develop such agents. Downregulation of ER could prove to be an important drug property to overcome endocrine resistance due to ligand-independent ER signaling (47, 71). FIG. 6 shows ERD S15 reduces ER protein levels in MCF-7 breast tumor cells. Western immunoblot analysis of ER (66 kD) after treatment of MCF-7 cells for 24 hours with SERM S15 at various concentrations (10, 100 and 1000 nM), ICI 182,780 (ICI; fulvestrant; 100 nM), tamoxifen (TM; 100 nM) or control vehicle (CON).

[0481] ERD inhibition of phosphorylation of MAPK, at both extracellular signal-regulated kinases ERK-1 (p44) and ERK-2 (p42) and downstream effects. As illustrated in FIG. 1, signal transduction induced by estrogen contributes to breast tumor proliferation, a late event that correlates with early activation of MAPK by estradiol in breast tumor cells (9,15,16). Thus, we measured estrogen-induced phosphorylation of MAPK by established methods (9,15,16). Briefly, MCF-7 parental cells were estrogen deprived for 48 hrs, then treated with 1 nM estradiol-17β in the presence of new compounds (10 nM-10 μM) to be tested for antagonist activity. After treatments, cell lysates were separated by SDS-PAGE followed by Western blot using a polyclonal antibody directed to phospho-p44/p42 MAP kinase (Thr202/Tyr204) (Cell Signaling). Immunodetection with antibody against total p44/p42 (Cell Signaling) was done as a control for gel loading. As shown in FIG. 7, ERD S15 inhibits phosphorylation of MAPK, at both extracellular signal-regulated kinases ERK-1 (p44) and ERK-2 (p42). ERD S15 was as effective as fulvestrant in inhibiting the rapid estrogen-induced MAPK phosphorylation in breast tumor cells *in vitro*. FIG. 7 shows treatment of MCF-7 parent cells with 1 nM estradiol 17β (E2) induces rapid phosphorylation of MAPK (pMAPK). E2 but not vehicle (CN) induced rapid

phosphorylation of ERK-1 (p44) and ERK-2 (p42). This activation was prevented when cells were pre-incubated with 1000 nM ICI 182,780 (ICI; Faslodex) or 1000 nM compound S15 in the presence of estradiol (E2).

[0482] Example 4. Assays for antiestrogen effects on non-small cell lung cancer cell proliferation.

[0483] To assess potential antiproliferative effects of novel antiestrogens such as compounds JD128 and JD140 in non-small cell lung cancer, human non-small cell lung cancer cells A549 were grown in RPMI 1640 medium with 10% fetal bovine serum (FBS), then treated with either 1 μ M or 10 μ M doses of estrogen receptor antagonists JD128, JD140 or fulvestrant. Cell counts and viability tests (Trypan blue) were done every 24 hours for 3 days. After 72 hours, proliferation was assessed using the CELLTITER 96TM AQuous One Solution Cell Proliferation Assay (MTS) from Promega. Cell numbers were also assessed initially by cell counts to confirm ELISA data. Each antiestrogen was tested in at least in three independent experiments.

[0484] ER has a major role in controlling breast cancer growth. Antiestrogen tamoxifen has been the most widely used hormone therapy, achieving a 39% reduction in breast cancer recurrence and 31% reduction in mortality in ER-positive early breast cancer. Tamoxifen has important drawbacks: a limited period of activity before resistance develops; and undesirable side-effects in normal tissues such as uterus due to the activity as a partial agonist. As long as ER is present, growth may be stimulated by estrogen, partial agonists or estrogen-independent action. Introduction of aromatase inhibitors for postmenopausal patients, either initially or after tamoxifen, has yielded better outcomes than tamoxifen. However, in patients with advanced breast cancer, only about one third of ER-positive breast cancers respond to aromatase inhibitors, and resistance can evolve due to ER activation by ER hypersensitivity or ligand-independent ER activation that occurs in breast cancers with activated growth factor receptors such as HER2. Such data offered a rationale to target both ER and HER2 in ER-positive/HER2-positive breast cancers to overcome endocrine resistance.

[0485] A prototype drug in this class, fulvestrant is a pure ER antagonist with no major agonist activity and with a unique mechanism of action, i.e. downregulation of ER, due in part to induced destabilization and hyper-ubiquitination of ER leading to growth inhibition. But, fulvestrant suffers from low bioavailability which presents a problem in the clinic. In about 14% of metastatic ER-positive breast cancers from patients with multiple prior endocrine therapies, there is emerging evidence for the acquisition of functionally-aberrant *ESR1* with point mutations. Although such mutated *ESR1* variants continue to respond to ER antagonists such as fulvestrant, elevated doses appear to be required to achieve wild-type levels of inhibition. However, the poor

bioavailability of fulvestrant (which may require multiple intramuscular injections of significant volumes of drug) appears to limit optimal drug levels *in vivo*. Such data underscores the need to search for more potent selective estrogen receptor downregulators.

5 [0486] References

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[0490] Example 5. Selective estrogen receptor downregulators and applications in ER-positive human cancers.

[0491] Studies on SERD compounds, e.g., compounds disclosed herein, show that several of these agents are effective in blocking proliferation of human NSCLC cells *in vitro* (see FIG. S1 and Table S1 following). 30

SERD	A549	H1975	H2122	MCF-7
JD103	1.99	2.10	1.33	0.74
JD105	N/A	4.50	3.83	2.14
JD121	1.26	2.62	14.50	0.36
JD128	1.09	N/A	1.31	0.11
JD140	0.50	1.86	1.14	0.32

JD155	2.05	4.41	1.22	N/A
JD156	1.60	3.20	1.69	N/A
JD157	3.95	1.80	1.28	N/A
JD160	1.41	2.02	2.72	0.32
FULVEST	4.16	1.88	1.29	1.11

Table S1. IC₅₀ (μM) concentrations for inhibition of non-small cell lung cancer (NSCLC) cell proliferation after treatment with selected SERDs for 72 hours *in vitro*. Estrogen-depleted, phenol red-free medium was used with 5% DCC-FBS. Cell proliferation was measured using the MTS assay (Promega) as described in methods. Numbers represent the average of at least 3 experiments. NSCLC cells include A549, H1975 and H2122. The extra column on the right (MCF-7) is included to compare findings with those on treatment of MCF-7 breast cancer cells; IC₅₀ (μM) concentrations for inhibition of cell proliferation after treatment with SERDs for 72 hrs in the presence of 1nM estradiol-17β. MCF-7 cell proliferation was measured by BrdU ELISA as described in methods. Numbers represent the average of at least 3 independent experiment

[0492] We next assessed the effect of SERD compound 140 on the stimulation of NSCLC cell apoptosis by measurement of PARP cleavage at increasing drug doses (see FIG. S2).

[0493] Progression through the cell cycle is controlled by sequential activation of a family of related cyclin-dependent kinases (CDKs). CDK 4 and 6 are closely related kinases that, together with their activating subunits D-type cyclins, promote cell-cycle progression from G1 to S phase. CDK 4/6 phosphorylates/ inactivates retinoblastoma (Rb) protein, which allows the E2F-DP complex to encode proteins integral to DNA replication, thereby committing the cell to cell cycle progression. Of note, palbociclib (PD0332991), a selective cyclin D kinase (CDK) 4/6 inhibitor, is reported to preferentially inhibit proliferation of luminal ERα-positive breast cancer cell lines *in vitro* (19,20). As shown in FIG. S3, it is notable that CDK 4/6 partners with cyclin D (regulated in part by ER signaling) to form a critical dimer in the regulation of the phosphorylation of the retinoblastoma (Rb) protein which in turn modulates cell cycle progression. Anticancer activity of palbociclib is enhanced when used in combination with hormonal agents in ER-positive breast cancer (19,20). CDK 4/6 inhibitor palbociclib is currently FDA-approved for management of advanced ERα-positive breast cancer in combination with letrozole or fulvestrant (19-22). Additional CDK 4/6 inhibitors are also being developed for management of breast and potentially other malignancies.

[0494] To investigate the antitumor efficacy of CDK 4/6 inhibitor palbociclib in NSCLC cells, we assessed the effects of palbociclib alone and in combination with the hormonal therapeutic letrozole (see FIGS. S4 and S5). The potential mechanism of action of palbociclib and letrozole in NSCLC cells was investigated by assay of the effects of these agents alone and combined on phosphorylation of Rb serine-780

[0495] In view of the significant effects of palbociclib combined with an aromatase inhibitor on reduction of Rb phosphorylation in NSCLC cells and the marked effect of the aromatase inhibitor on down-regulation of cyclin D, we investigated the effect of combination treatment in human NSCLC cells proliferating *in vitro* (see FIG. S6).

10 [0496] Next, SERD compounds developed in our laboratory were tested for a capability to suppress the expression of cyclin D1 in ER α -positive human breast cancer cells MCF-7 which were used to validate the activity of other hormonal agents previously (see 20) (FIG. S7).

[0497] To investigate the antitumor activity of SERD compounds combined with palbociclib, we tested human A549 NSCLC cells *in vitro* as shown in FIG. S8 and Table S2 following.

15 Findings in Table S2 are presented as IC₅₀ values which represent the half-maximal inhibitory concentration (IC₅₀) as a measure of the effectiveness of a SERD compound in inhibiting NSCLC cell proliferation. These SERD compounds alone and in combination with CDK 4/6 inhibitors such as palbociclib, abemaciclib or other agents in development (19-22) may help to fill a large unmet clinical need for improved hormonal therapies, potentially in the management of ER-
20 positive non-small cell lung cancers as well as other hormone-dependent malignancies (such as breast, ovarian and endometrial cancers).

CDK 4/6 inhibitor	SERD	A549	H1975	H2122
Palbociclib		3.04	1.18	0.87
	JD103	1.22	4.55	2.40
	JD105	2.57	4.78	4.20
	JD128	1.34	12.38	0.96
	JD140	1.22	17.13	1.11
Abemaciclib		0.99	0.83	0.33
	JD103	0.56	2.67	0.74
	JD105	0.41	1.06	1.48
	JD128	0.66	N/A	0.23
	JD140	0.64	N/A	0.03

Table S2. IC₅₀ (μ M) concentrations for inhibition of non-small cell lung cancer (NSCLC) cell proliferation after treatment with SERDs combined with either palbociclib or abemaciclib CDK-4/6 inhibitors. The IC₅₀ for SERDs in

the Table represents the concentration in the presence of either 1 μM palbociclib or abemaciclib. Cells were treated for 72 hours in the presence of 1 μM palbociclib or abemaciclib and increasing concentrations of SERDs. An estrogen-depleted, phenol red-free medium was used with 5% DCC-FBS. Cell proliferation was measured using an MTS assay (Promega) as described in methods. Numbers represent the average of at least 3 independent experiments.

[0498] Methods

[0499] Cell culture: Human breast and non-small cell lung cancer cells (MCF7, ZR75-1, MDAMB231, A549, H23, H1975, H212) were from ATCC. MCF7-HER2 were a kind gift of Dr. Dennis Slamon (23). Cell lines were routinely maintained in RPMI 1640 or DMEM medium with 10% fetal bovine serum (FBS) (Sigma-Aldrich) and 1% Antibiotic-Antimycotic solution 100 \times (Mediatech, Herndon, VA). When indicated, for estrogen-free conditions, media was changed 48 h before experiments to phenol-red free RPMI 1640/DMEM with 1% dextran-coated, charcoal-treated (DCC)-FBS (24,25). Otherwise experiments were performed in phenol-red free RPMI 1640/DMEM medium with 5% DCC-FBS.

[0500] Cell proliferation assays: breast and lung tumor cells (between 5-7 $\times 10^5$ cells per well) were plated in 96 well plates using their respective medium with 10% FBS. For experiments using estradiol-17 β , cells were rinsed with PBS and incubated with phenol red-free medium with 1% DCC-FBS for 48 hours as described before (24,25). Cells were then treated with different concentrations of SERDs ranging between 0.0001-100 μM . Experiments that did not contain estrogen were done in the same way as before but the medium used for treatment was phenol-red free RPMI1640/DMEM with 5% DCC-FBS (26). Cell counts and viability tests (Trypan blue) were done every 24 hr for 3 days. After 72 hr, proliferation was assessed with the MTS Assay CELLTITER 96[®] Aqueous Cell Proliferation Assay (Promega) or the Cell Proliferation ELISA, BrdU colorimetric assay (Roche). For the MTS, the absorbance of the formazan product was measured at 490 nanometer using the iMARK microplate reader from BIORAD. The BrdU ELISA assay is based on detection of BrdU incorporated into the genomic DNA of proliferating cells and an anti-BrdU antibody, the reaction product was quantified by measuring the absorbance at 370 nanometers using iMARK microplate reader from BIORAD. Cell numbers were also assessed initially by cell counts to confirm MTS/BrdU data. Experiments were done at least three times to confirm data.

[0501] Gel electrophoresis and immunoblotting: Breast and lung tumor cells were treated in phenol-red free RPMI1640/DMEM with 5% DCC-FBS (26). After selected treatments cells were homogenized in the presence of protease inhibitors using RIPA buffer (Thermo Scientific). All procedures were performed in ice, lysates were centrifuged and protein concentration
5 quantified in the supernatants using a Thermo Scientific[®] BCA protein assay kit. Approximately 20-60 µg of total protein were heated in the presence of Laemmli sample buffer (Biorad) to 100°C for 10 min and loaded it on a gradient TGX gel 4-15% (Biorad). Gels were transferred to PVDF membranes for immunoblotting. Membranes were blocked either with 5% milk in Tris Buffer Saline with 0.1% Tween 20 or protein-free blocking solution (Thermo Scientific). Primary
10 antibodies were diluted in the suggested concentration in blocking solution and either incubated for 1 hour at room temperature or overnight at 4°C, depending on the antibody used. Primary antibodies used included cyclin D₁ (Cell Signaling Technology #2926), cleaved PARP (Cell Signaling Technology #9546) and estrogen receptor α 1D5 (DAKO). Antibody to RPL13A (SC-160039) was used as loading control (27). Secondary antibodies included mouse, goat, or rabbit
15 HRP as appropriate from Cell Signaling Technology diluted 1:2000-1:10.000 in blocking solution. Detection was accomplished using Pierce[®] ECL Western Blotting Substrate and Super Signal[®] West Femto Maximum Sensitivity Substrate. Development of the HyBlot CL Autoradiography Film was done using a Kodak X-Omat 2000A Processor.

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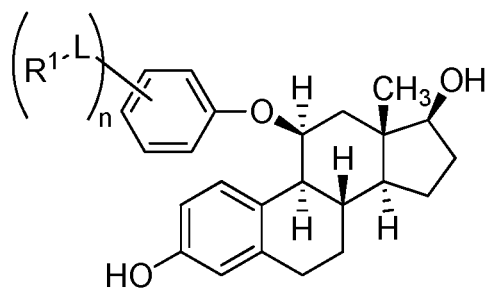
[0503] Example 6. S128 plus CDK 4/6 inhibitor palbociclib blocks endocrine-resistant breast cancer (BC) cell proliferation *in vitro*.

[0504] Tamoxifen-resistant human MCF-7 breast cancer cells were treated *in vitro* with control vehicle (CON), 100 nM tamoxifen (TAM), 50 nM Palbociclib (Pb) or 10 nM S128 or with Palbociclib in combination with S128 (S128+Pb) over 72 hrs. Palbociclib, S128 and the dual treatment were each significantly different from control and from the tamoxifen-treated groups at $P < 0.001$. **(FIG. 10)**

[0505] It is understood that the examples and embodiments described herein are for illustrative purposes only and that various modifications or changes in light thereof will be suggested to persons skilled in the art and are to be included within the spirit and purview of this application and scope of the appended claims. All publications, patents, and patent applications cited herein are hereby incorporated by reference in their entirety for all purposes.

WHAT IS CLAIMED IS:

- 1 1. A composition comprising:
2 a CDK4 inhibitor or a CDK6 inhibitor; and
3 a compound having the formula:



- 4 or pharmaceutically acceptable salt thereof wherein
5 R¹ is independently a hydrogen, halogen, -NR²R³, -CX^a₃, -CN, -SO₂Cl, -SO_{n1}R¹⁰,
6 -SO_{v1}NR²R³, -NHN²R³, -ONR²R³, -NHC=(O)NHN²R³, -NHC=(O)NR²R³, -N(O)_{m1},
7 -C(O)R⁹, -C(O)-OR⁹, -C(O)NR²R³, -OR¹⁰, -NR²SO₂R¹⁰, -NR²C= (O)R⁹, -NR²C(O)-
8 OR⁹, -NR²OR⁹,
9 -OCX^a₃, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or
10 unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or
11 unsubstituted aryl, or substituted or unsubstituted heteroaryl;

- 12 L is independently a bond, -NR⁴-, -NR⁴C(O)-, -C(O)NR⁴-, -O-, -S-, -C(O)-
13 -, -S(O)-, -S(O)₂-, substituted or unsubstituted alkylene, substituted or unsubstituted
14 heteroalkylene, substituted or unsubstituted cycloalkylene, substituted or unsubstituted
15 heterocycloalkylene, substituted or unsubstituted arylene, substituted or unsubstituted
16 heteroarylene; or a substituted or unsubstituted spirocyclic linker;

- 17 R² is independently a hydrogen, halogen, -CX^b₃, -CN, -SO₂Cl, -SO_{n2}R¹⁴, -SO_{v2}NR¹¹R¹²,
18 -NHNH₂, -ONR¹¹R¹², -NHC=(O)NHNH₂, -NHC=(O)NR¹¹R¹², -N(O)_{m2}, -NR¹¹R¹², -C(O)R¹³,
19 -C(O)-OR¹³, -C(O)NR¹¹R¹², -OR¹⁴, -NR¹¹SO₂R¹⁴, -NR¹¹C= (O)R¹³, -NR¹¹C(O)-
20 OR¹³, -NR¹¹OR¹³,
21 -OCX^b₃, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or
22 unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or
23 unsubstituted aryl, or substituted or unsubstituted heteroaryl;

- 24 R³ is independently a hydrogen, halogen, -CX^c₃, -CN, -SO₂Cl, -SO_{n3}R¹⁸, -SO_{v3}NR¹⁵R¹⁶,
25 -NHNH₂, -ONR¹⁵R¹⁶, -NHC=(O)NHNH₂, -NHC=(O)NR¹⁵R¹⁶, -N(O)_{m3}, -NR¹⁵R¹⁶, -C(O)R¹⁷,
26 -C(O)-OR¹⁷, -C(O)NR¹⁵R¹⁶, -OR¹⁸, -NR¹⁵SO₂R¹⁸, -NR¹⁵C= (O)R¹⁷, -NR¹⁵C(O)-
27 OR¹⁷, -NR¹⁵OR¹⁷,
28 -OCX^c₃, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or
29 unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or

30 unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or
 31 unsubstituted aryl, or substituted or unsubstituted heteroaryl;

32 R^2 and R^3 substituents may optionally be joined to form a substituted or unsubstituted
 33 heterocycloalkyl, or substituted or unsubstituted heteroaryl;

34 R^4 is independently a hydrogen, halogen, $-CX^d_3$, $-CN$, $-SO_2Cl$, $-SO_{n4}R^{22}$, $-SO_{v4}NR^{19}R^{20}$,
 35 $-NHNH_2$, $-ONR^{19}R^{20}$, $-NHC=(O)NHNH_2$, $-NHC=(O)NR^{19}R^{20}$, $-N(O)_{m4}$, $-NR^{19}R^{20}$, $-C(O)R^{21}$,
 36 $-C(O)-OR^{21}$, $-C(O)NR^{19}R^{20}$, $-OR^{22}$, $-NR^{19}SO_2R^{22}$, $-NR^{19}C=(O)R^{21}$, $-NR^{19}C(O)-$
 37 OR^{21} , $-NR^{19}OR^{21}$,

38 $-OCX^d_3$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or
 39 unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or
 40 unsubstituted aryl, or substituted or unsubstituted heteroaryl;

41 R^9 , R^{10} , R^{11} , R^{12} , R^{13} , R^{14} , R^{15} , R^{16} , R^{17} , R^{18} , R^{19} , R^{20} , R^{21} , and R^{22} are independently
 42 hydrogen, halogen, $-CX_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-$
 43 SO_4H ,

44 $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NH_2SO_2H$, $-NHC=(O)H$,
 45 $-NHC(O)-OH$, $-NHOH$, $-OCX_3$, $-OCHX_2$, $-CF_3$, $-OCF_3$, substituted or unsubstituted alkyl,

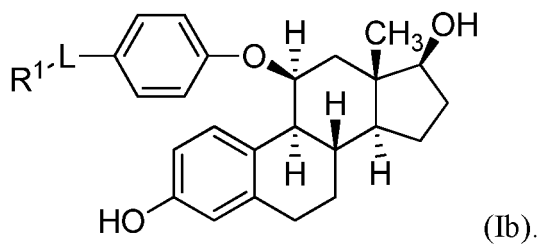
46 substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or
 47 unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted
 48 heteroaryl; R^{11} and R^{12} substituents bonded to the same nitrogen atom may optionally be joined
 49 to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;
 50 R^{15} and R^{16} substituents bonded to the same nitrogen atom may optionally be joined to form a
 51 substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; R^{19} and
 52 R^{20} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted
 53 or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;

54 n is an integer from 0 to 5;

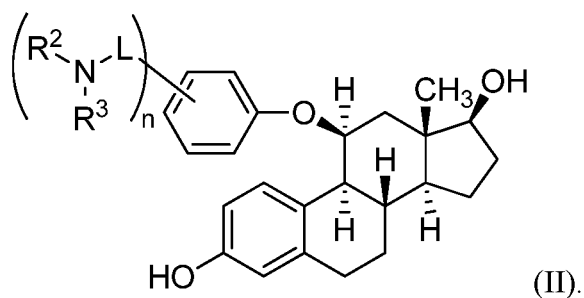
55 m_1 , m_2 , m_3 , m_4 , v_1 , v_2 , v_3 , and v_4 are independently 1 or 2;

56 n_1 , n_2 , n_3 , and n_4 are independently an integer from 0 to 4;

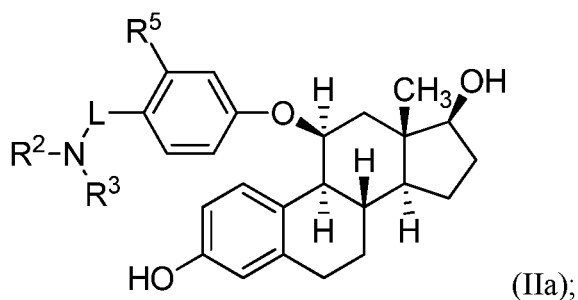
57 X , X^a , X^b , X^c and X^d are independently $-Cl$, $-Br$, $-I$, or $-F$.



1 6. The composition of claim 1, said compound having the formula:



1 7. The composition of claim 1, said compound having the formula:



3 wherein

4 R^5 is independently a hydrogen, halogen, $-CX^e_3$, $-CN$, $-SO_2Cl$, $-SO_{n5}R^{26}$, $-SO_{v5}NR^{23}R^{24}$,
 5 $-NHNH_2$, $-ONR^{23}R^{24}$, $-NHC(=O)NHNH_2$, $-NHC(=O)NR^{23}R^{24}$, $-N(O)_{m5}$, $-NR^{23}R^{24}$, $-C(O)R^{25}$,
 6 $-C(O)-OR^{25}$, $-C(O)NR^{23}R^{24}$, $-OR^{26}$, $-NR^{23}SO_2R^{26}$, $-NR^{23}C(=O)R^{25}$, $-NR^{23}C(O)-$
 7 OR^{25} , $-NR^{23}OR^{25}$, $-OCX^e_3$, substituted or unsubstituted alkyl, substituted or unsubstituted
 8 heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl,
 9 substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

10 R^{23} , R^{24} , R^{25} , and R^{26} are independently hydrogen,

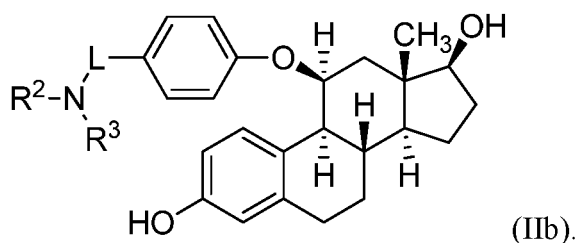
11 halogen, $-CX_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-SO_4H$, $-$
 12 SO_2NH_2 , $-NHNH_2$, $-ONH_2$, $-NHC(=O)NHNH_2$, $-NHC(=O)NH_2$, $-NHSO_2H$, $-NHC(=O)H$, $-$
 13 $NHC(O)-OH$, $-NHOH$, $-OCX_3$, $-OCHX_2$, $-CF_3$, $-OCF_3$, substituted or unsubstituted alkyl,
 14 substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or
 15 unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted

- 16 heteroaryl; R^{23} and R^{24} substituents bonded to the same nitrogen atom may optionally be joined
 17 to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;
 18 m_5 and v_5 are independently 1 or 2;
 19 n_5 is independently an integer from 0 to 4;
 20 X^c is independently -Cl, -Br, -I, or -F.

1 8. The composition of claim 7, wherein R^5 of said compound is
 2 independently a hydrogen, halogen, $-CX^c_3$, or unsubstituted alkyl.

1 9. The composition of claim 7, wherein R^5 of said compound is
 2 independently a hydrogen, -F, $-CF_3$, or unsubstituted methyl.

1 10. The composition of claim 1, said compound having the formula:



1 11. The composition of claim 1, wherein L of said compound is a bond.

1 12. The composition of claim 1, wherein L of said compound is a
 2 heteroalkylene.

1 13. The composition of claim 1, wherein L of said compound is independently
 2 a 2 to 8 membered heteroalkylene.

1 14. The composition of claim 1, wherein L of said compound is independently
 2 a 3 to 6 membered heteroalkylene.

1 15. The composition of claim 1, wherein L of said compound is independently
 2 $-NH-$ (substituted or unsubstituted (C_1-C_4) alkylene).

1 16. The composition of claim 1, wherein L of said compound is independently
 2 $-NH-$ (unsubstituted (C_1-C_4) alkylene).

1 17. The composition of claim 1, wherein L of said compound is independently
 2 $-NHC(O)-$ (substituted or unsubstituted (C_1-C_4) alkylene).

1 18. The composition of claim 1, wherein L of said compound is independently
2 -NHC(O)-(unsubstituted (C₁-C₄) alkylene).

1 19. The composition of claim 1, wherein R² of said compound is
2 independently substituted or unsubstituted alkyl or substituted or unsubstituted heteroalkyl.

1 20. The composition of claim 1, wherein R² of said compound is
2 independently substituted or unsubstituted (C₁-C₁₀) alkyl or substituted or unsubstituted 2 to 10
3 membered heteroalkyl.

1 21. The composition of claim 1, wherein R² of said compound is unsubstituted
2 methyl.

1 22. The composition of claim 1, wherein R² of said compound is H.

1 23. The composition of claim 1, wherein R³ of said compound is
2 independently substituted or unsubstituted alkyl or substituted or unsubstituted heteroalkyl.

1 24. The composition of claim 1, wherein R³ of said compound is
2 independently substituted or unsubstituted (C₁-C₁₀) alkyl or substituted or unsubstituted 2 to 10
3 membered heteroalkyl.

1 25. The composition of claim 1, wherein R³ of said compound is unsubstituted
2 methyl.

1 26. The composition of claim 1, wherein R³ of said compound is H.

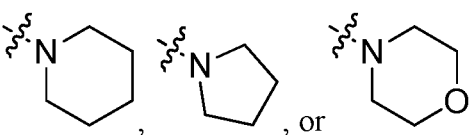
1 27. The composition of claim 1, wherein R² and R³ of said compound are
2 joined to form a substituted or unsubstituted heterocycloalkyl.

1 28. The composition of claim 1, wherein R² and R³ of said compound are
2 joined to form a substituted or unsubstituted 3 to 8 membered heterocycloalkyl.

1 29. The composition of claim 1, wherein R² and R³ of said compound are
2 joined to form a substituted or unsubstituted 3 to 6 membered heterocycloalkyl.

1 30. The composition of claim 1, wherein R² and R³ of said compound are
2 joined to form an unsubstituted 3 to 6 membered heterocycloalkyl.

1 31. The composition of claim 1, wherein R² and R³ of said compound and the

2 nitrogen to which they are bonded form  , or .

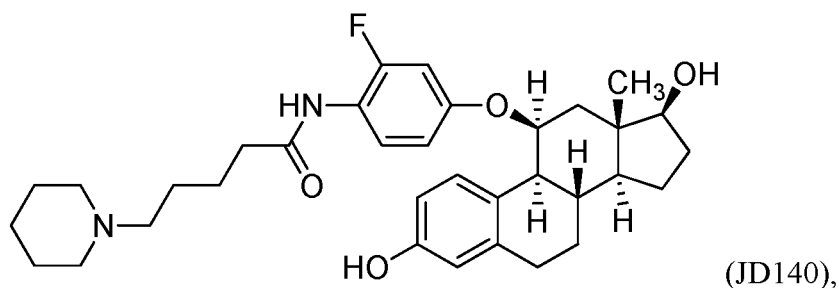
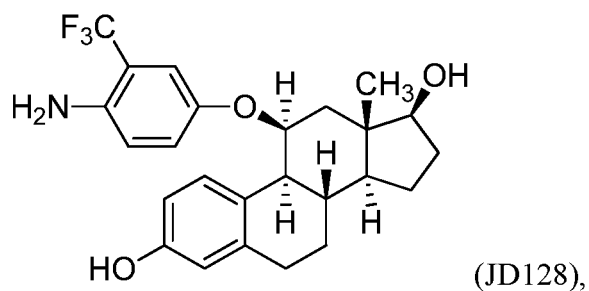
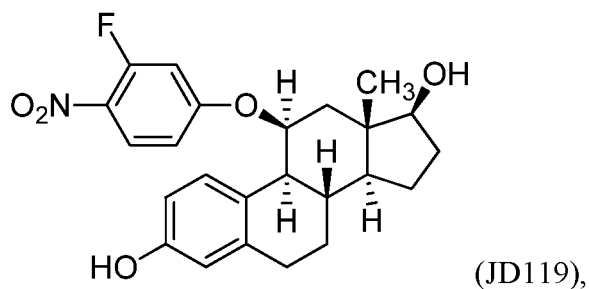
1 32. The composition of claim 1, wherein n of said compound is 2.

1 33. The composition of claim 1, wherein n of said compound is 1.

1 34. The composition of claim 1, wherein R¹ of said compound is -NO₂ or -
2 NH₂.

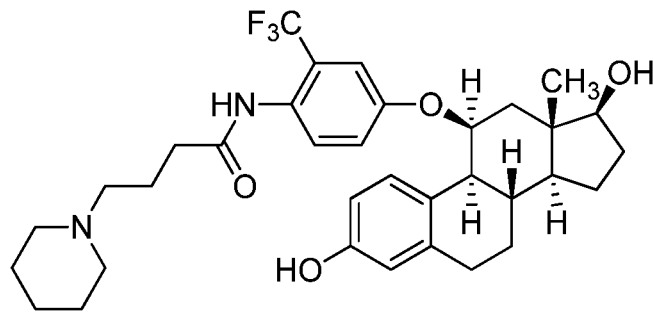
1 35. The composition of claim 34, wherein L of said compound is a bond.

1 36. The composition of claim 1, said compound having the formula:

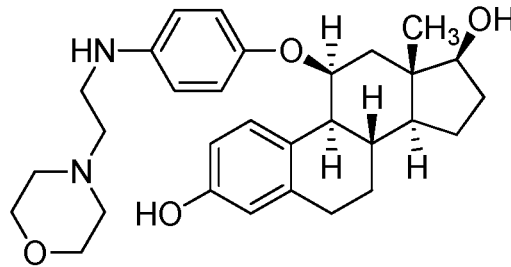


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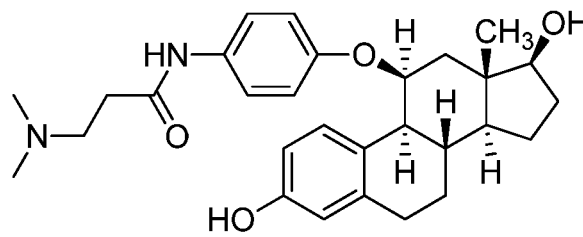
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(JD160),



(JD121), or



(JD109).

37. The composition of claim 1, comprising a CDK4 inhibitor.

38. The composition of claim 37, not comprising a CDK6 inhibitor.

39. The composition of claim 1, comprising a CDK6 inhibitor.

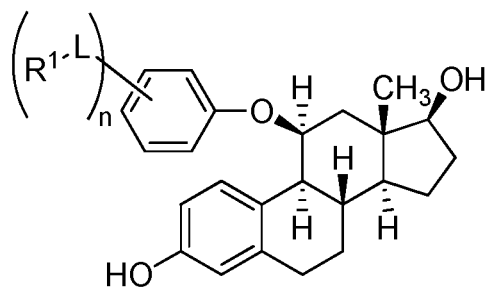
40. The composition of claim 39, not comprising a CDK4 inhibitor.

41. The composition of one of claims 1 to 40, further comprising a pharmaceutically acceptable excipient thereby forming a pharmaceutical composition.

42. The composition of claim 41, wherein said compound is in a first dosage form and said CDK4 inhibitor or said CDK6 inhibitor is in a second dosage form.

43. The composition of claim 41, wherein said pharmaceutical composition is a single dosage form.

44. A kit comprising
a CDK4 inhibitor or a CDK6 inhibitor; and
a compound having the formula:



4
5 or pharmaceutically acceptable salt thereof wherein
6 R^1 is independently a hydrogen, halogen, $-NR^2R^3$, $-CX^a_3$, $-CN$, $-SO_2Cl$, $-SO_{n1}R^{10}$,
7 $-SO_{v1}NR^2R^3$, $-NHNH_2$, $-ONR^2R^3$, $-NHC(=O)NHNH_2$, $-NHC(=O)NR^2R^3$, $-N(O)_{m1}$,
8 $-C(O)R^9$, $-C(O)OR^9$, $-C(O)NR^2R^3$, $-OR^{10}$, $-NR^2SO_2R^{10}$, $-NR^2C(=O)R^9$, $-NR^2C(O)-$
9 OR^9 , $-NR^2OR^9$,
10 $-OCX^a_3$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or
11 unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or
12 unsubstituted aryl, or substituted or unsubstituted heteroaryl;

13 L is independently a bond, $-NR^4$, $-NR^4C(O)-$, $-C(O)NR^4$, $-O-$, $-S-$, $-C(O)-$,
14 $-S(O)-$, $-S(O)_2-$, substituted or unsubstituted alkylene, substituted or unsubstituted
15 heteroalkylene, substituted or unsubstituted cycloalkylene, substituted or unsubstituted
16 heterocycloalkylene, substituted or unsubstituted arylene, substituted or unsubstituted
17 heteroarylene; or a substituted or unsubstituted spirocyclic linker;

18 R^2 is independently a hydrogen, halogen, $-CX^b_3$, $-CN$, $-SO_2Cl$, $-SO_{n2}R^{14}$, $-SO_{v2}NR^{11}R^{12}$,
19 $-NHNH_2$, $-ONR^{11}R^{12}$, $-NHC(=O)NHNH_2$, $-NHC(=O)NR^{11}R^{12}$, $-N(O)_{m2}$, $-NR^{11}R^{12}$, $-C(O)R^{13}$,
20 $-C(O)OR^{13}$, $-C(O)NR^{11}R^{12}$, $-OR^{14}$, $-NR^{11}SO_2R^{14}$, $-NR^{11}C(=O)R^{13}$, $-NR^{11}C(O)-$
21 OR^{13} , $-NR^{11}OR^{13}$,
22 $-OCX^b_3$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or
23 unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or
24 unsubstituted aryl, or substituted or unsubstituted heteroaryl;

25 R^3 is independently a hydrogen, halogen, $-CX^c_3$, $-CN$, $-SO_2Cl$, $-SO_{n3}R^{18}$, $-SO_{v3}NR^{15}R^{16}$,
26 $-NHNH_2$, $-ONR^{15}R^{16}$, $-NHC(=O)NHNH_2$, $-NHC(=O)NR^{15}R^{16}$, $-N(O)_{m3}$, $-NR^{15}R^{16}$, $-C(O)R^{17}$,
27 $-C(O)OR^{17}$, $-C(O)NR^{15}R^{16}$, $-OR^{18}$, $-NR^{15}SO_2R^{18}$, $-NR^{15}C(=O)R^{17}$, $-NR^{15}C(O)-$
28 OR^{17} , $-NR^{15}OR^{17}$,
29 $-OCX^c_3$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or
30 unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or
31 unsubstituted aryl, or substituted or unsubstituted heteroaryl;

32 R^2 and R^3 substituents may optionally be joined to form a substituted or unsubstituted
33 heterocycloalkyl, or substituted or unsubstituted heteroaryl;

34 R^4 is independently a hydrogen, halogen, $-CX^d_3$, $-CN$, $-SO_2Cl$, $-SO_{n4}R^{22}$, $-SO_{v4}NR^{19}R^{20}$,
 35 $-NHNH_2$, $-ONR^{19}R^{20}$, $-NHC=(O)NHNH_2$, $-NHC=(O)NR^{19}R^{20}$, $-N(O)_{m4}$, $-NR^{19}R^{20}$, $-C(O)R^{21}$,
 36 $-C(O)-OR^{21}$, $-C(O)NR^{19}R^{20}$, $-OR^{22}$, $-NR^{19}SO_2R^{22}$, $-NR^{19}C=(O)R^{21}$, $-NR^{19}C(O)-$
 37 OR^{21} , $-NR^{19}OR^{21}$,
 38 $-OCX^d_3$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or
 39 unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or
 40 unsubstituted aryl, or substituted or unsubstituted heteroaryl;

41 R^9 , R^{10} , R^{11} , R^{12} , R^{13} , R^{14} , R^{15} , R^{16} , R^{17} , R^{18} , R^{19} , R^{20} , R^{21} , and R^{22} are independently
 42 hydrogen, halogen, $-CX_3$, $-CN$, $-OH$, $-NH_2$, $-COOH$, $-CONH_2$, $-NO_2$, $-SH$, $-SO_2Cl$, $-SO_3H$, $-$
 43 SO_4H ,
 44 $-SO_2NH_2$, $-NHNH_2$, $-ONH_2$, $-NHC=(O)NHNH_2$, $-NHC=(O)NH_2$, $-NHSO_2H$, $-NHC=(O)H$,
 45 $-NHC(O)-OH$, $-NHOH$, $-OCX_3$, $-OCHX_2$, $-CF_3$, $-OCF_3$, substituted or unsubstituted alkyl,
 46 substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or
 47 unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted
 48 heteroaryl; R^{11} and R^{12} substituents bonded to the same nitrogen atom may optionally be joined
 49 to form a substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;
 50 R^{15} and R^{16} substituents bonded to the same nitrogen atom may optionally be joined to form a
 51 substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl; R^{19} and
 52 R^{20} substituents bonded to the same nitrogen atom may optionally be joined to form a substituted
 53 or unsubstituted heterocycloalkyl or substituted or unsubstituted heteroaryl;

54 n is an integer from 0 to 5;

55 m_1 , m_2 , m_3 , m_4 , v_1 , v_2 , v_3 , and v_4 are independently 1 or 2;

56 n_1 , n_2 , n_3 , and n_4 are independently an integer from 0 to 4;

57 X , X^a , X^b , X^c and X^d are independently $-Cl$, $-Br$, $-I$, or $-F$.

1 45. The kit of claim 44, wherein said compound is in a first dosage form
 2 further comprising a pharmaceutically acceptable excipient and said CDK4 inhibitor or said
 3 CDK6 inhibitor is in a second dosage form further comprising a pharmaceutically acceptable
 4 excipient.

1 46. The kit of claim 44, wherein said compound and said CDK4 inhibitor or
 2 said CDK6 inhibitor are within a dosage form further comprising a pharmaceutically acceptable
 3 excipient.

1 47. The kit of one of claims 44 to 46, further comprising instructions for
 2 pharmaceutical use.

1 48. A method of treating a hyperproliferative disorder in a subject in need
2 thereof, comprising administering to said subject an effective amount of a composition of any
3 one of claims 1 to 43 or the compound and the CDK4 inhibitor or CDK6 inhibitor of the kit of
4 one of claims 44 to 50.

1 49. The method of claim 48, wherein said hyperproliferative disorder is
2 associated with estrogen receptor activity.

1 50. The method of claim 48, wherein said hyperproliferative disorder is
2 lymphangioliomyomatosis.

1 51. The method of claim 48, wherein said hyperproliferative disorder is a
2 cancer.

1 52. The method of claim 51, wherein said cancer is resistant to an anti-cancer
2 agent.

1 53. The method of claim 51, wherein said cancer is breast cancer, lung cancer,
2 a gynecological cancer, ovarian cancer, endometrial cancer, or prostate cancer.

1 54. The method of claim 51, wherein said cancer is a cancer of an estrogen
2 target organ or tissue.

1 55. A method of inhibiting estrogen receptor activity in a subject in need
2 thereof, comprising administering to said subject an effective amount of a composition of any
3 one of claims 1 to 43 or the CDK4 inhibitor or CDK6 inhibitor of the kit of one of claims 44 to
4 50.

1 56. The composition of any one of claims 1-43, wherein said compound and
2 said CDK4 inhibitor or said CDK6 inhibitor are present in said composition in a synergistic
3 amount.

1 57. The kit of any one of claims 44-47, wherein said compound and said
2 CDK4 inhibitor or said CDK6 inhibitor are present in said kit in a synergistic amount.

1 58. The methods of any one of claims 48-55, wherein said compound and said
2 CDK4 inhibitor or said CDK6 inhibitor are present in said composition in a synergistic amount.

FIG. 1

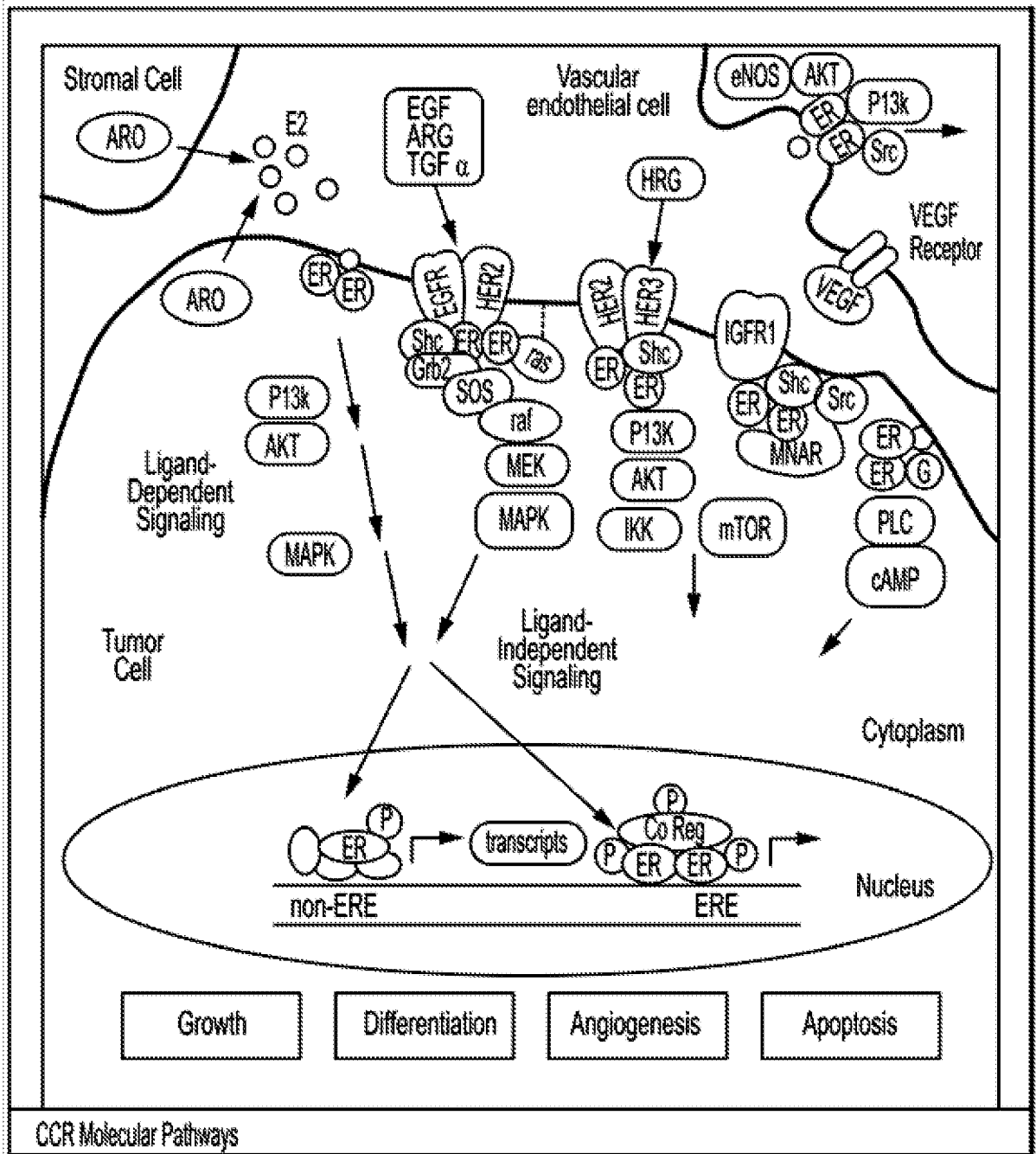


FIG. S1

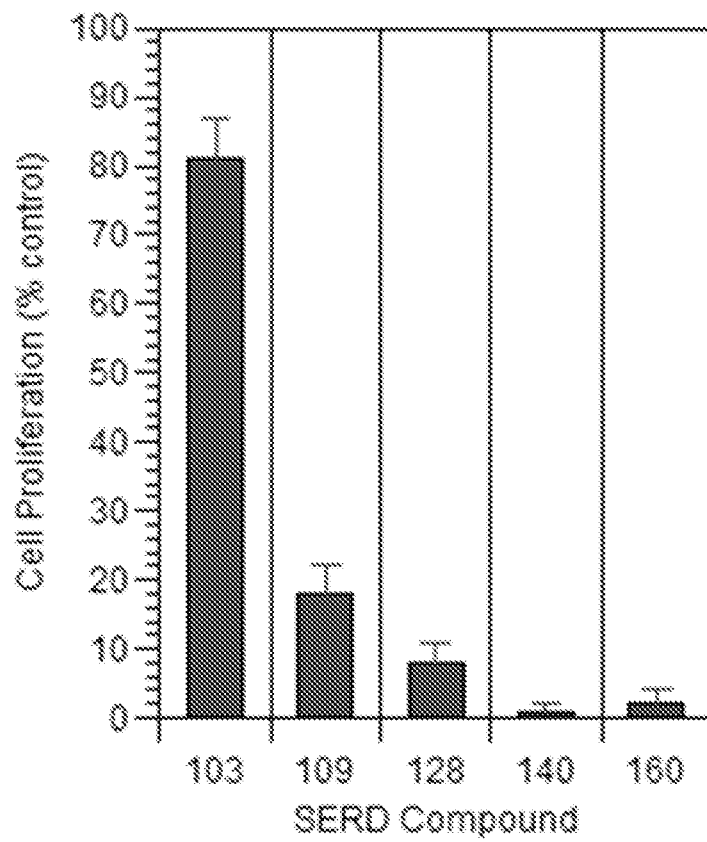


FIG. 2

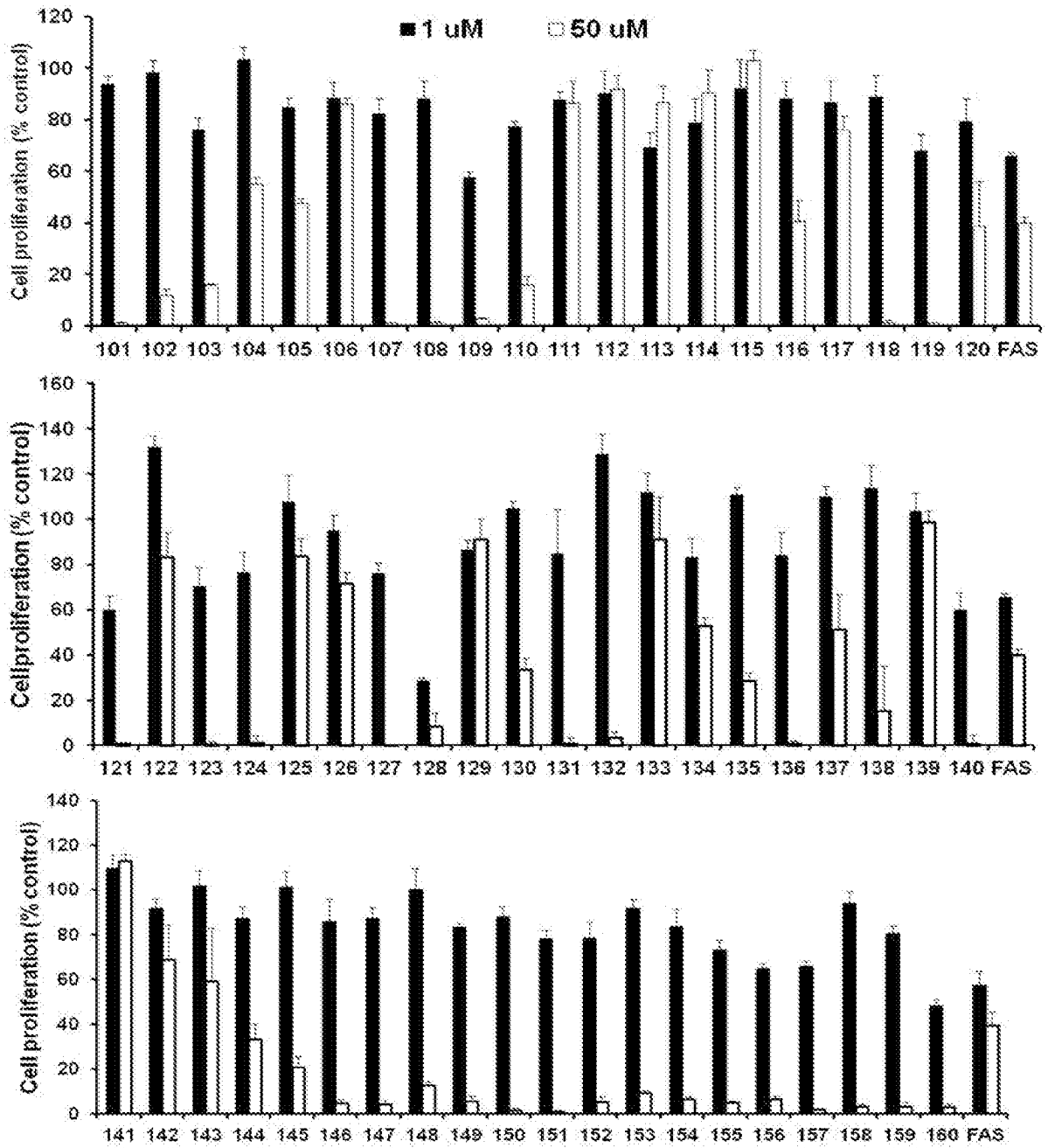


FIG. S2

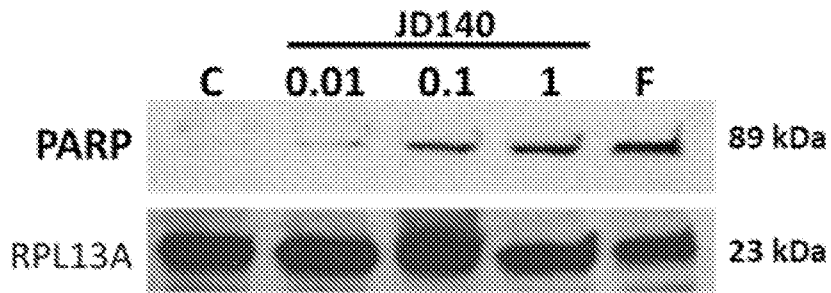


FIG. 3

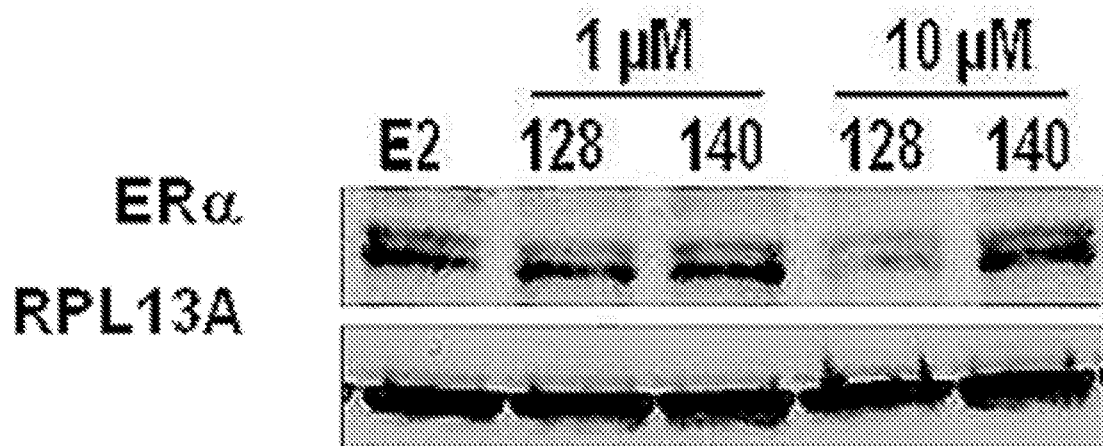


FIG. S3

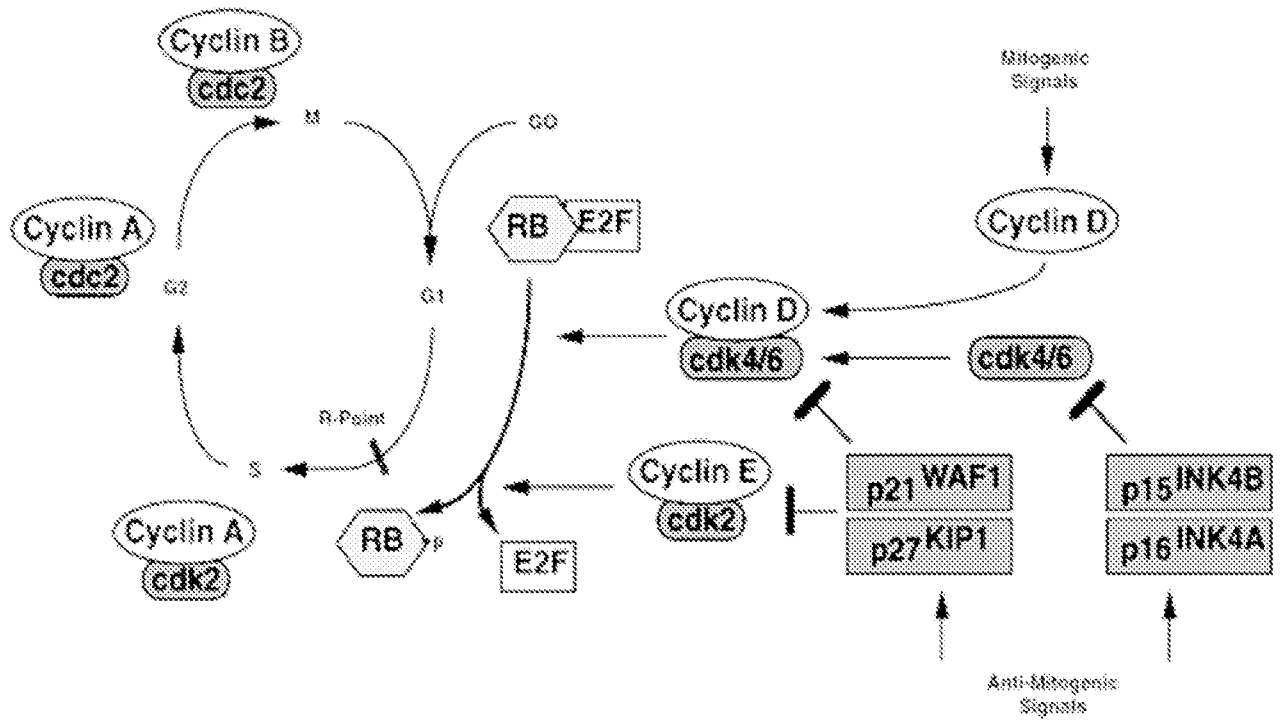


FIG. 4A

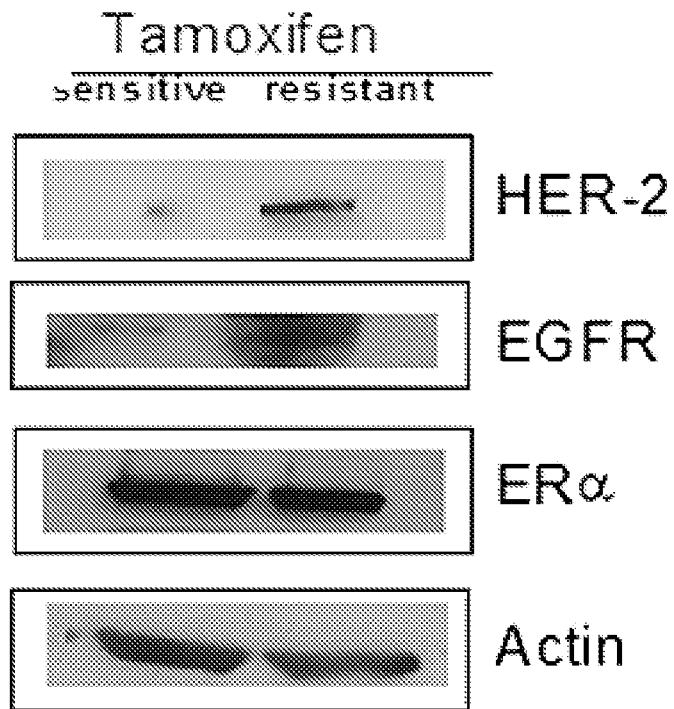


FIG. 4B

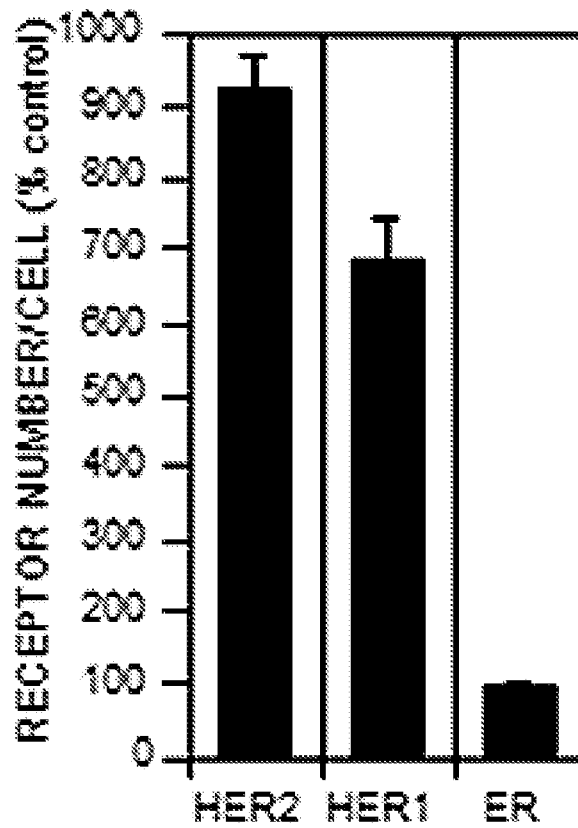


FIG. S4

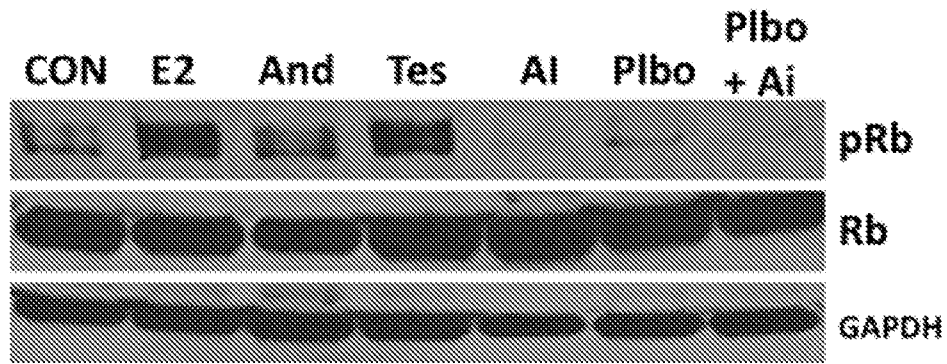


FIG. 5

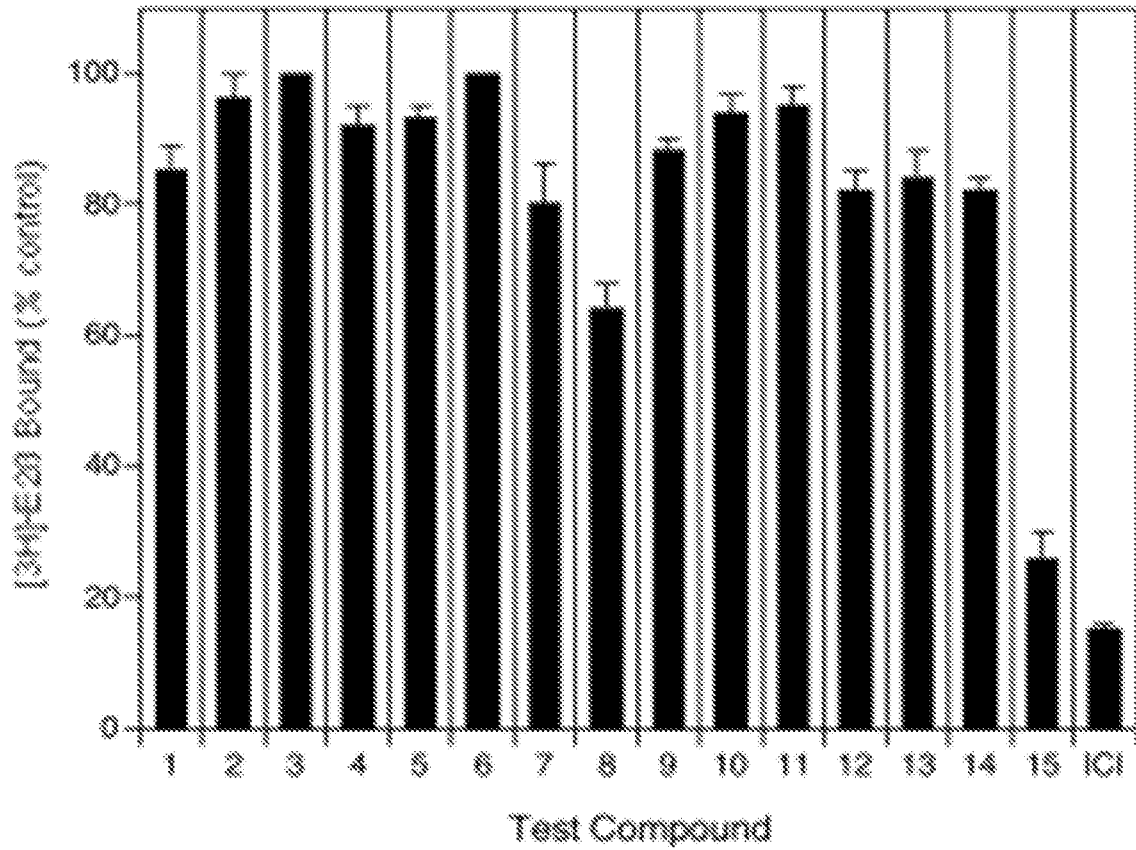


FIG. S5

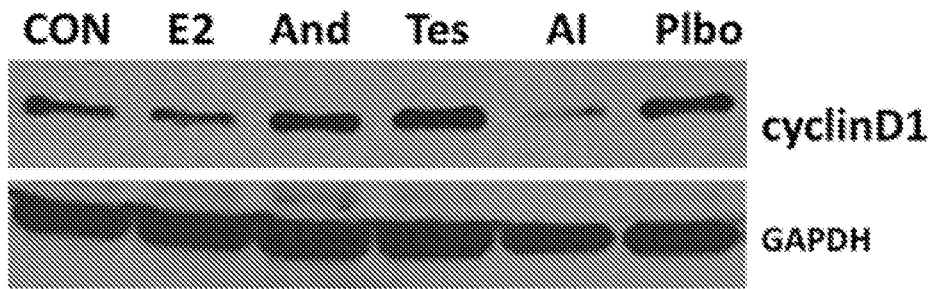


FIG. 6

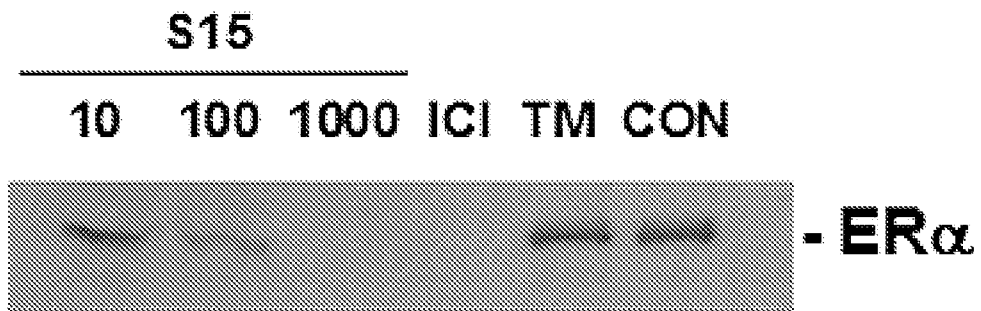


FIG. S6

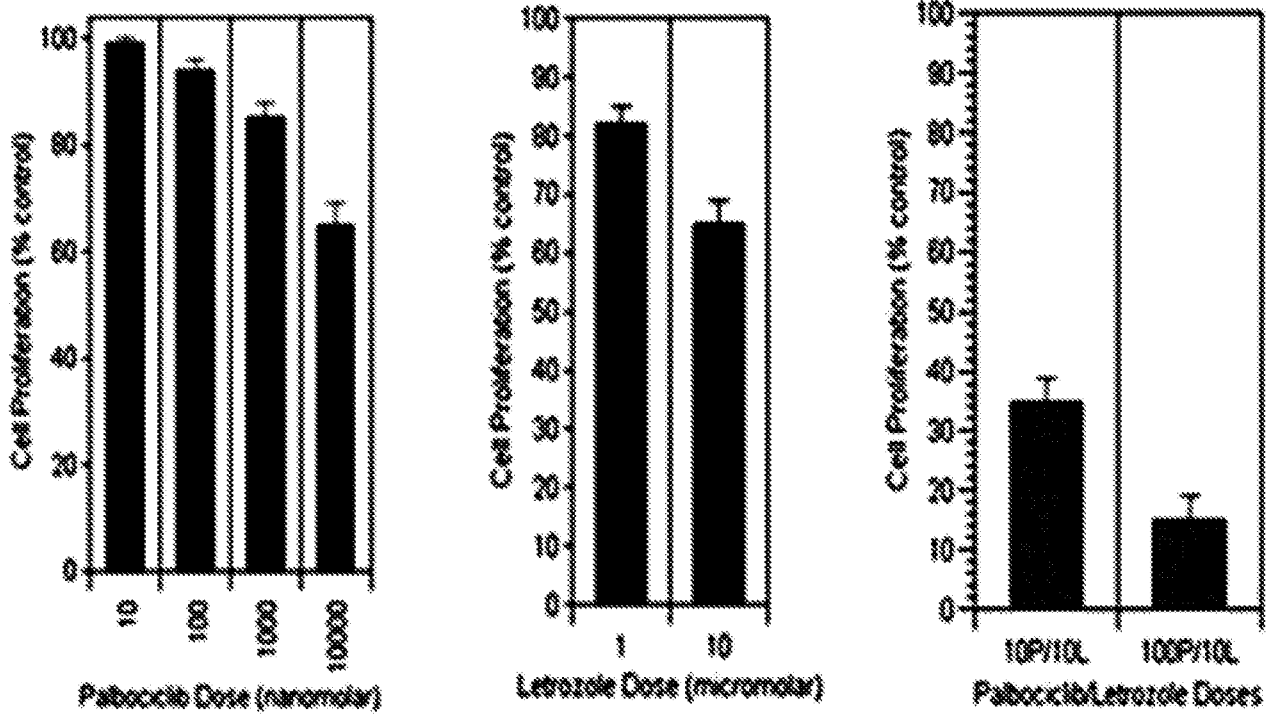


FIG. 7

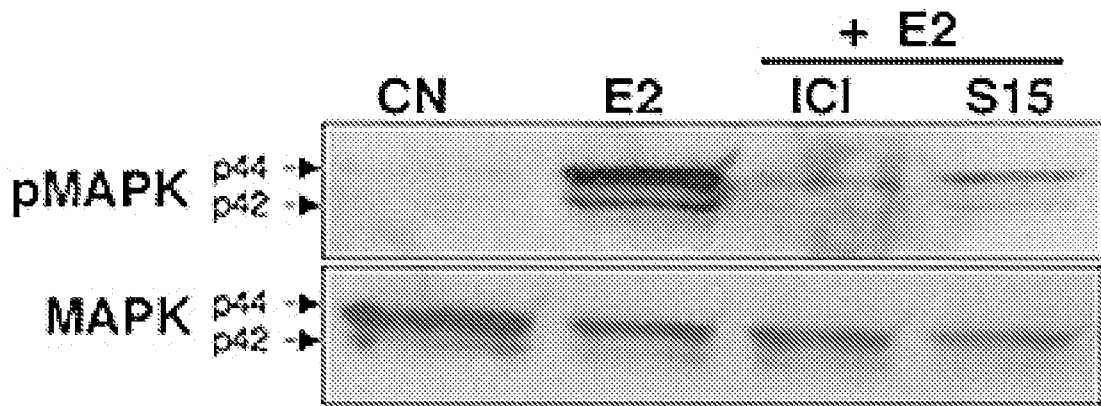


FIG. S7

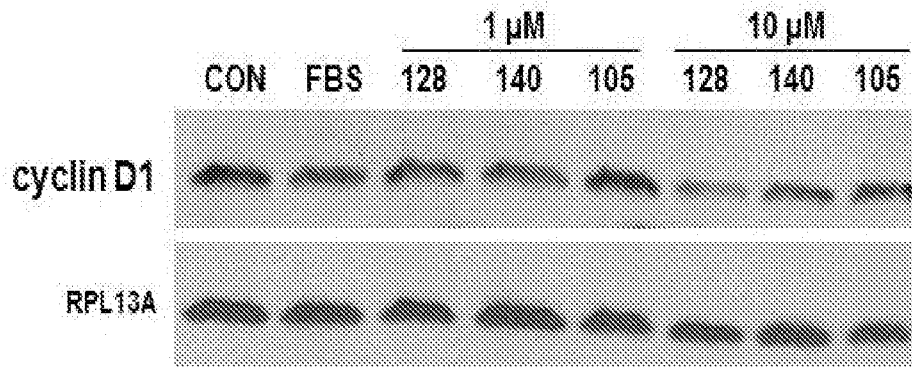


FIG. 8

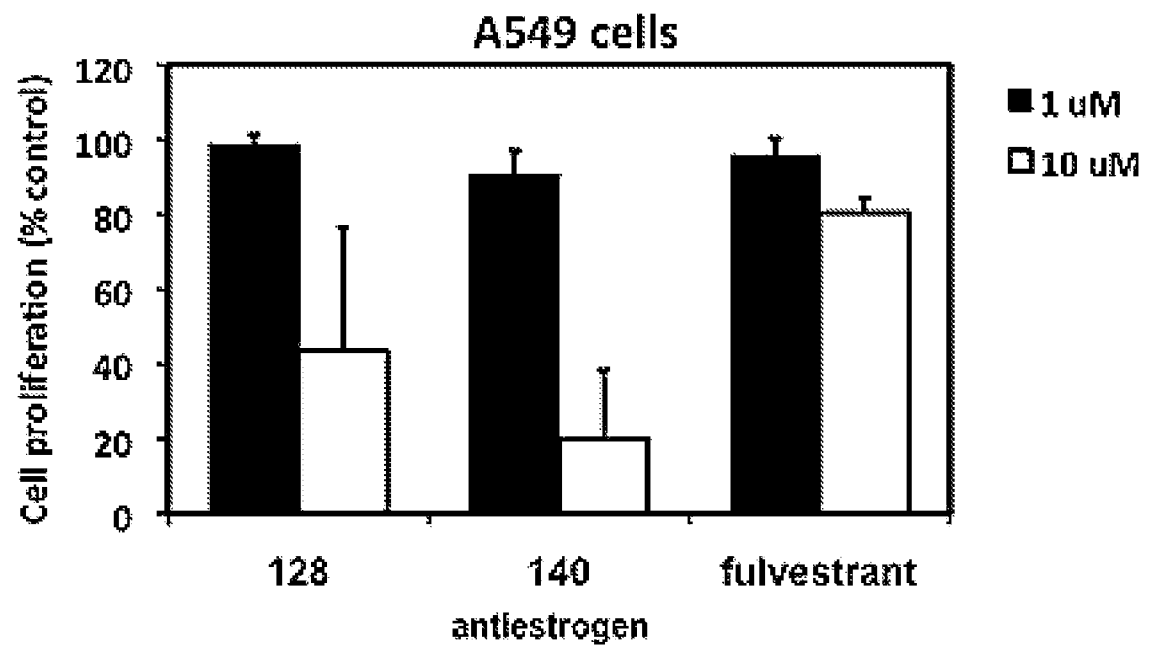


FIG. S8

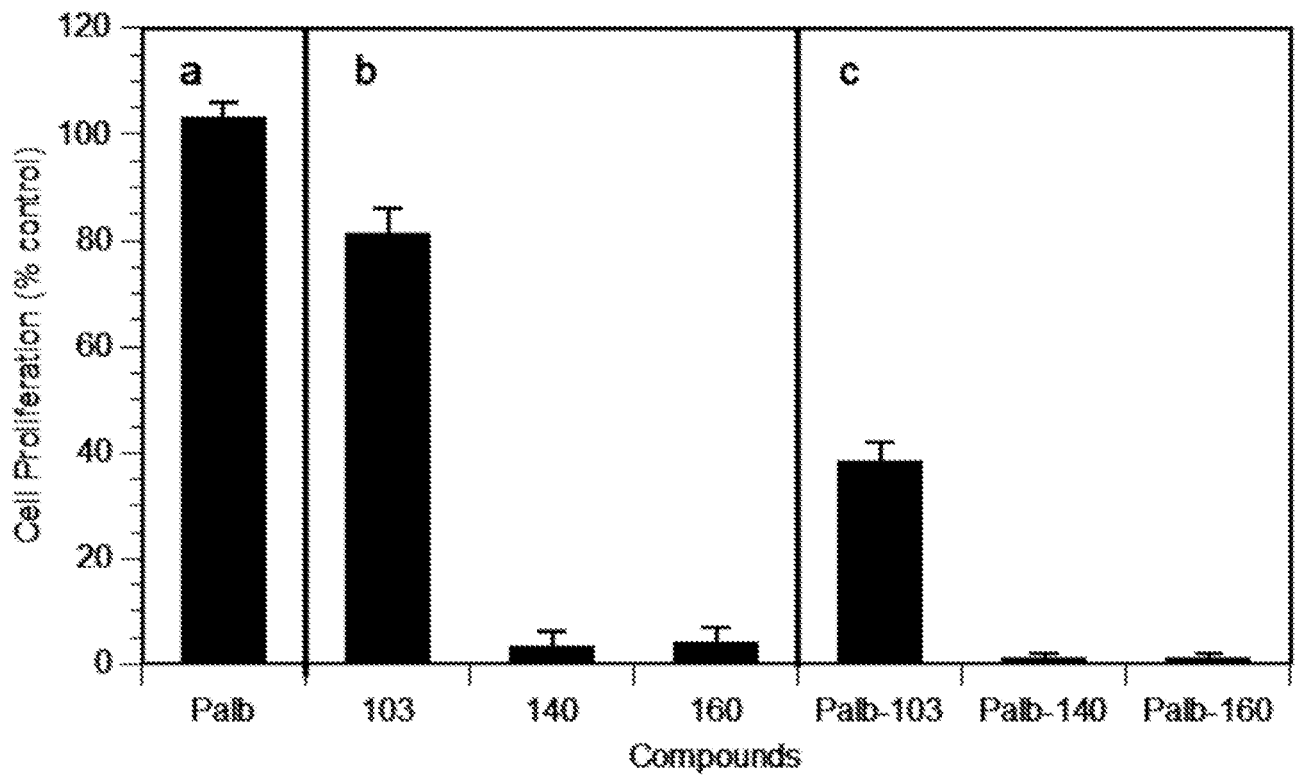


FIG. 9

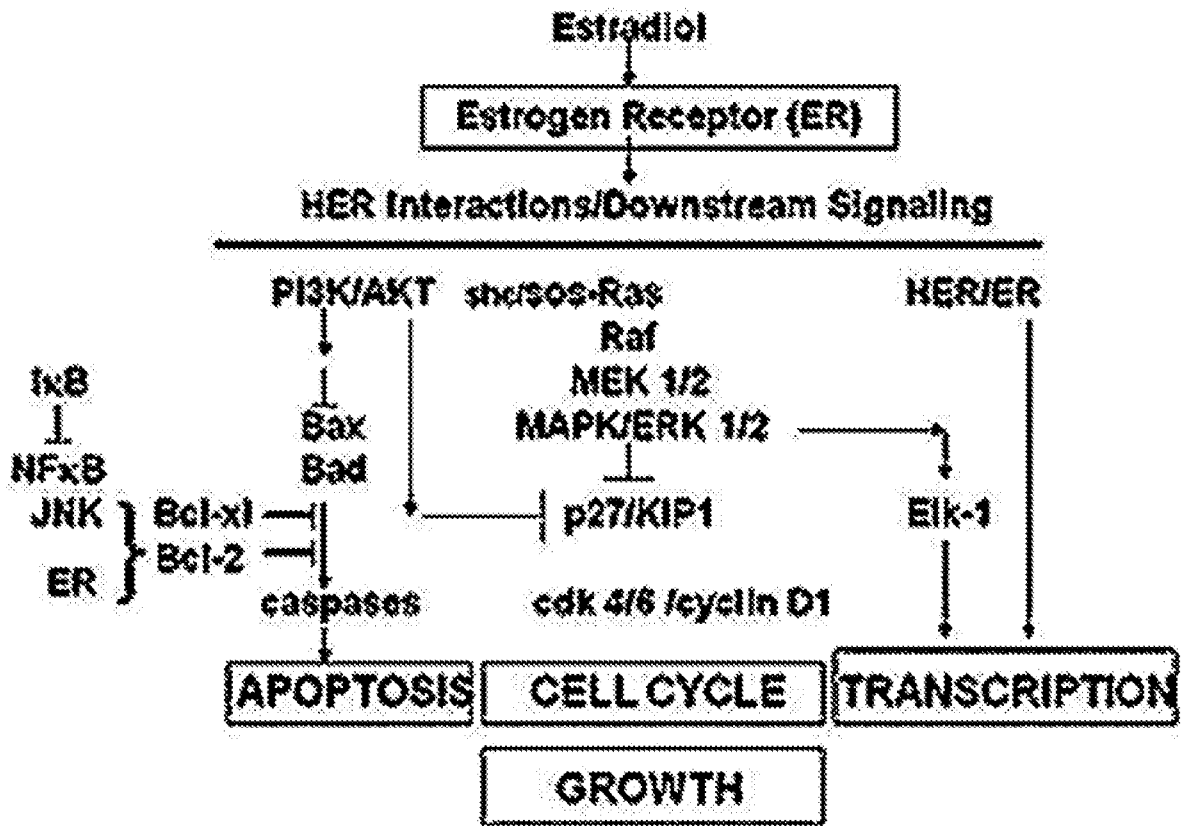
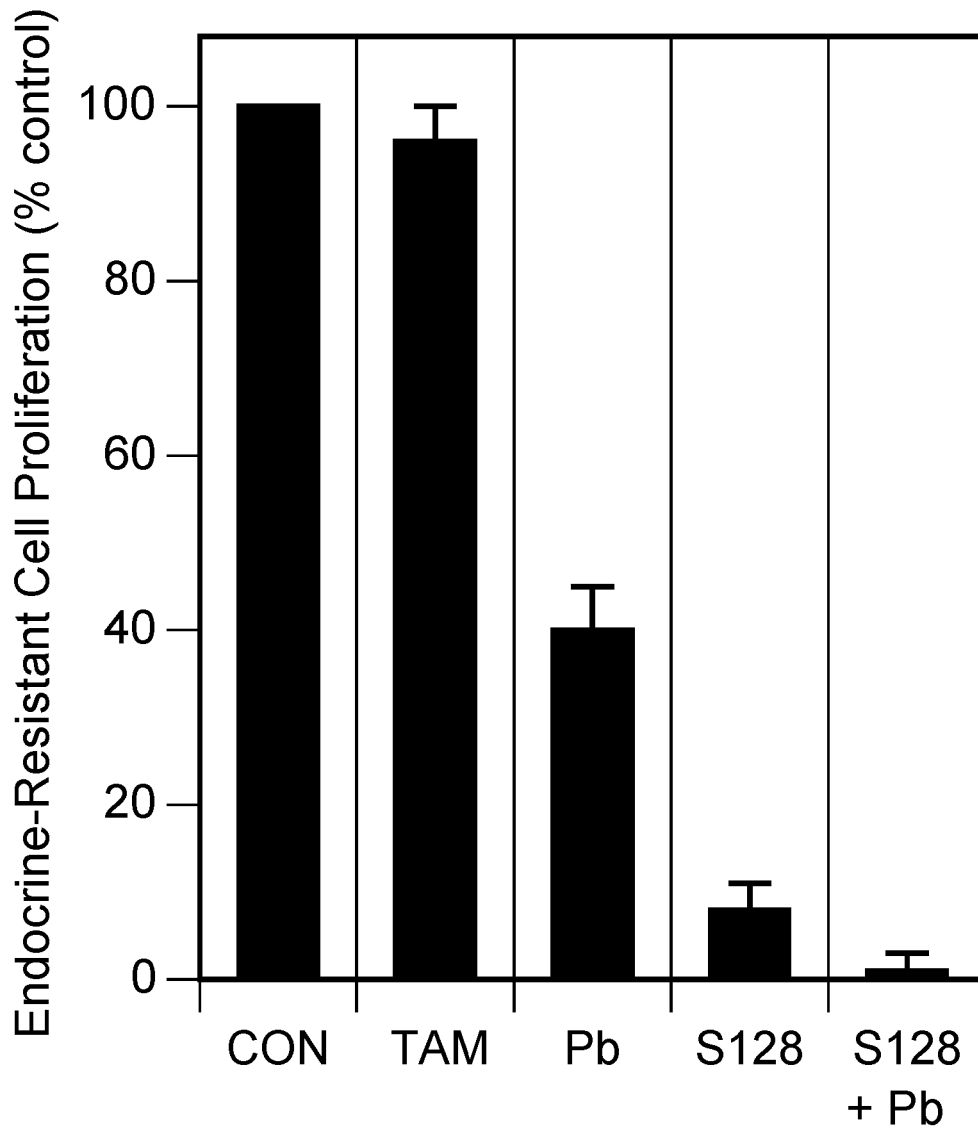


FIG. 10



INTERNATIONAL SEARCH REPORT

International application No.

PCT/US 17/34452

A. CLASSIFICATION OF SUBJECT MATTER
 IPC(8) - A61K 31/416, A61K 31/517 (2017.01)
 CPC - A61K 31/437, A61K 31/424, A61K 31/4188

According to International Patent Classification (IPC) or to both national classification and IPC

B. FIELDS SEARCHED

Minimum documentation searched (classification system followed by classification symbols)

See Search History Document

Documentation searched other than minimum documentation to the extent that such documents are included in the fields searched

See Search History Document

Electronic data base consulted during the international search (name of data base and, where practicable, search terms used)

See Search History Document

C. DOCUMENTS CONSIDERED TO BE RELEVANT

Category*	Citation of document, with indication, where appropriate, of the relevant passages	Relevant to claim No.
A	US 2004/0142915 A1 (Hochberg) 22 July 2004 (22.07.2004); para [0009], fig. 8	1-47
A	US 5,679,788 A (Nique et al.) 21 October 1997 (21.10.1997); col 6, ln 45-60, col 9, ln 57-64	1-47
A	US 7,528,123 B1 (Loozen et al.) 05 May 2009 (05.05.2009); col 3, ln 36-55, col 8, Table B	1-47
A	WO 2016/015604 A1 (SUNSHINE LAKE PHARMA CO., LTD.) 04 February 2016 (04.02.2016); para [0004], [0019], [00252]	1-47
A, P	WO 2016/085825 A1 (THE REGENTS OF THE UNIVERSITY OF CALIFORNIA) 02 June 2016 (02.06.2016); entire document	1-47

Further documents are listed in the continuation of Box C.

See patent family annex.

* Special categories of cited documents:	"T" later document published after the international filing date or priority date and not in conflict with the application but cited to understand the principle or theory underlying the invention
"A" document defining the general state of the art which is not considered to be of particular relevance	"X" document of particular relevance; the claimed invention cannot be considered novel or cannot be considered to involve an inventive step when the document is taken alone
"E" earlier application or patent but published on or after the international filing date	"Y" document of particular relevance; the claimed invention cannot be considered to involve an inventive step when the document is combined with one or more other such documents, such combination being obvious to a person skilled in the art
"L" document which may throw doubts on priority claim(s) or which is cited to establish the publication date of another citation or other special reason (as specified)	"&" document member of the same patent family
"O" document referring to an oral disclosure, use, exhibition or other means	
"P" document published prior to the international filing date but later than the priority date claimed	

Date of the actual completion of the international search 31 July 2017	Date of mailing of the international search report 24 AUG 2017
Name and mailing address of the ISA/US Mail Stop PCT, Attn: ISA/US, Commissioner for Patents P.O. Box 1450, Alexandria, Virginia 22313-1450 Facsimile No. 571-273-8300	Authorized officer: Lee W. Young PCT Helpdesk: 571-272-4300 PCT OSP: 571-272-7774

INTERNATIONAL SEARCH REPORT

International application No.

PCT/US 17/34452

Box No. II Observations where certain claims were found unsearchable (Continuation of item 2 of first sheet)

This international search report has not been established in respect of certain claims under Article 17(2)(a) for the following reasons:

1. Claims Nos.:
because they relate to subject matter not required to be searched by this Authority, namely:

2. Claims Nos.:
because they relate to parts of the international application that do not comply with the prescribed requirements to such an extent that no meaningful international search can be carried out, specifically:

3. Claims Nos.: 48-58
because they are dependent claims and are not drafted in accordance with the second and third sentences of Rule 6.4(a).

Box No. III Observations where unity of invention is lacking (Continuation of item 3 of first sheet)

This International Searching Authority found multiple inventions in this international application, as follows:

1. As all required additional search fees were timely paid by the applicant, this international search report covers all searchable claims.
2. As all searchable claims could be searched without effort justifying additional fees, this Authority did not invite payment of additional fees.
3. As only some of the required additional search fees were timely paid by the applicant, this international search report covers only those claims for which fees were paid, specifically claims Nos.:

4. No required additional search fees were timely paid by the applicant. Consequently, this international search report is restricted to the invention first mentioned in the claims; it is covered by claims Nos.:

Remark on Protest

- The additional search fees were accompanied by the applicant's protest and, where applicable, the payment of a protest fee.
- The additional search fees were accompanied by the applicant's protest but the applicable protest fee was not paid within the time limit specified in the invitation.
- No protest accompanied the payment of additional search fees.