Identification of a novel Nrf2-regulated antioxidant response element (ARE) in the mouse NAD(P)H:quinone oxidoreductase 1 gene: reassessment of the ARE consensus sequence

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NQO1 [NAD(P)H:quinone oxidoreductase 1] has an integral role in cellular responses to oxidative stress. The expression of NQO1 is up-regulated in the mouse following challenge with electrophilic chemicals, in an Nrf2 (NF-E2 p45-related factor 2)-dependent fashion, but the molecular basis for this observation remains unexplained. Through characterization of the murine *nqo1* 5'-upstream region, we now show that Nrf2 regulates this gene directly via an ARE (antioxidant response element) that lies within a 24 bp region spanning nt –444 to –421. A comprehensive mutation study of this ARE revealed that it does not conform to the currently accepted ARE consensus sequence [(5'-TMAⁿnRTGAYnnnGCRwww-3', with essential nucleotides shown in capitals); two cytosine residues (shown in bold in the following sequence) that have been designated 'n' previously because they were thought to be redundant (5'-gagTcACaGTgA-GtCggCAaaatt-3') have now been found to be essential for enhancer activity; two guanines (also shown in bold) previously regarded as essential for ARE function (5'-gagTcACaGTgA-GtCggCAaaatt-3') have proven to be dispensable]. Examination

of wild-type and *nrf2*^{-/-} mouse embryonic fibroblasts demonstrated that Nrf2 is essential for both constitutive expression of NQO1 and its induction by sulphoraphane. Electrophoretic mobility-shift and chromatin immunoprecipitation assays revealed that Nrf2 associates, in low amounts, with the *nqo1* ARE under constitutive conditions, and following sulphoraphane challenge of cells, Nrf2 is recruited to the ARE in substantially greater quantities, as a heterodimer with the small Maf (musculoaponeurotic fibrosarcoma virus) protein, MafK. Also, MafK was found to bind the *nqo1* ARE in an Nrf2-independent fashion, and may contribute to transcriptional repression of the oxidoreductase gene. These findings allow a model for transcriptional control of *nqo1* through the ARE to be proposed. Furthermore, our results indicate that distinct AREs have differential sequence requirements, and a universally applicable consensus sequence cannot be derived.

Key words: antioxidant, antioxidant response element, Maf protein, Nrf2, oxidative stress, quinone reductase, sulphoraphane.

INTRODUCTION

Exposure of mammalian cells to electrophilic agents results in adaptive changes in gene expression designed to afford protection against similar insult. This is best characterized by the transcriptional activation of a 'battery' of genes encoding antioxidant and/or detoxication enzymes. The net consequence of this change in gene expression is an enhanced ability of the cell to conjugate and excrete reactive chemical species, coupled with an increased capacity to withstand oxidative stress [1]. Genes activated by such stimuli include those encoding the GST (glutathione S-transferase) isoenzymes, GCLC (glutamate cysteine ligase catalytic) and GCLM (glutamate cysteine ligase modulatory) subunits, HO-1 (haem oxygenase-1), ferritin and NQO1 [NAD(P)H:quinone oxidoreductase 1].

NQO1 is of particular interest, because in the mouse it is highly inducible by electrophiles and has key cytoprotective functions. It is a flavoprotein that catalyses the obligatory two-electron reduction of quinones, thereby inhibiting redox cycling of xenobiotics. This action is coupled with a central role in maintenance of two powerful endogenous antioxidants, α -tocopherol-hydroquinone and co-enzyme Q, in their reduced and active

forms [2,3]. The importance of NQO1 has been further defined through germ-line mutagenesis studies. Mice lacking *nqo1* are substantially more susceptible to benzo[a]pyrene-induced skin carcinogenesis, and exhibit a marked increase in toxicity to menadione [4,5]. Furthermore, in humans, the NQO1*2 allele (C609 → T) codes for an inactive and unstable form of NQO1, and individuals carrying this polymorphism show a greater incidence of certain cancers [3], and references therein.

Evidence suggests that NQO1 plays an integral part in the cytoprotective response invoked during electrophilic insult. Using gene-knockout models, it has recently been demonstrated that the cap 'n' collar bZIP (basic leucine zipper) transcription factor Nrf2 (NF-E2 p45-related factor 2) is essential for the transcriptional activation of mouse *nqo1* and other cytoprotective genes following treatment with electrophilic cancer chemopreventive agents such as SUL (sulphoraphane), butylated hydroxyanisole and 1,2-dithiole-3-thione [6–11]. The molecular basis for the electrophilic induction of murine *nqo1* and the Nrf2-dependency of this phenomenon have not been reported.

A common feature of the promoter regions of genes that are induced by oxidative and electrophilic insult, in an Nrf2-dependent fashion, is the presence of a *cis*-acting sequence, the

Abbreviations used: ARE, antioxidant response element; bZIP, basic leucine zipper; ChIP, chromatin immunoprecipitation; EMSA, electrophoretic mobility-shift assay; GST, glutathione S-transferase; GCLC, glutamate cysteine ligase catalytic; GCLM, glutamate cysteine ligase modulatory; HGMP, Human Genome Mapping Project; LDH, lactate dehydrogenase; Maf, musculoaponeurotic fibrosarcoma virus; MEF, mouse embryonic fibroblast; NQO1, NAD(P)H:quinone oxidoreductase 1; Nrf2, NF-E2 p45-related factor 2; PAC, P1 artificial chromosome; RACE, rapid amplification of cDNA ends; SUL, sulphoraphane.

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ARE (antioxidant response element). AREs have been identified in genes including mouse *gstal*, *ho-1* and Ferritin H [12–14], rat *GSTA2* and *NQO1* [15,16], and human *NQO1* and *GCLC* [17,18]. The ARE appears to confer a general transcriptional sensitivity to induction by compounds capable of generating oxidative stress within the cell [19]. The 'core' ARE consensus sequence was originally defined, by mutational analysis of the rat *GSTA2* enhancer and comparison with the rat *NQO1* ARE, as comprising the sequence 5'-RGTGACnnnGC-3' (where 'n' is used to denote residues considered to be redundant) [20]. Subsequent work suggested that the ARE is better represented by an extended sequence, 5'-TMA**nnRTGAYnnnGCR**www-3', where the 'core' is highlighted in bold [21].

Oxidative stress results in the nuclear accumulation of Nrf2 [22–26]. Gel-shift assays have shown that Nrf2 can bind ARE sequences *in vitro* as a heterodimer with other bZIP factors, such as small Maf (musculoaponeurotic fibrosarcoma virus) proteins, and it is thereby hypothesized to direct gene expression [7]. Curiously, overexpression of small Maf proteins, e.g. MafK, is generally associated with repression of ARE-driven transcription [27–29].

The above findings infer that *nqo1* transcription may be under the control of an ARE that is regulated by Nrf2. However, the 5'-upstream region of the mouse *nqo1* gene has not been reported, and it is not known precisely how Nrf2 influences expression of the oxidoreductase gene. In the present study, the 5'-upstream region of murine *nqo1* has been cloned, and here we identify a novel ARE that controls both constitutive and inducible gene expression. A systematic mutational study of this element has been undertaken that has highlighted significant differences in sequence requirements of distinct AREs, and demonstrated shortcomings in the predictive value of the consensus sequence. Nucleotides within the 'core' ARE that were previously thought to be degenerate are shown in this study to be fundamental to the function of the element, and other bases regarded as essential for its function were found to be dispensable. Evidence is presented from analysis of *nrf2*^{−/−} MEFs (mouse embryonic fibroblasts), showing that Nrf2 is vital for constitutive and SUL-inducible expression of NQO1. Nrf2 associates with the *nqo1* ARE under constitutive conditions, and is recruited further, in markedly higher amounts, as a heterodimer with MafK, following exposure of cells to SUL. Interestingly, MafK was also found to bind the *nqo1* ARE in an Nrf2-independent fashion, and it may be a central regulator of this enhancer required for both transcriptional activation and repression.

MATERIALS AND METHODS

Chemicals and reagents

All chemicals were of the highest quality grade, and were supplied, unless otherwise stated, either by Sigma–Aldrich Company Ltd, or by BDH Laboratory supplies. SUL (> 98 % pure) was obtained from LKT Laboratories. Dimethyl pimelimidate was from Pierce. Amersham Biosciences UK Ltd supplied all radioactive isotopes used. Formaldehyde was purchased from Fisher Scientific Ltd. Oligonucleotides were purchased from MWG Biotech AG. Probes for TaqMan® chemistry, labelled with a 5' fluorescent reporter dye (6-carboxyfluorescein phosphoramidite) and a 3' quenching dye (6-carboxy-tetramethyl-rhodamine), were synthesized by Cruachem Ltd. Trizol® reagent and all media supplements for cell culture were purchased from Life Technologies Inc. Ltd. Unless stated otherwise, all antibodies used were purchased from Santa Cruz.

Cell culture

Mouse hepatoma Hepa-1c1c7 cells (European Collection of Animal Cell Cultures) were maintained in minimum essential Eagle's medium, with the Alpha modification (Sigma) supplemented with 10 % (v/v) heat-inactivated fetal bovine serum, 50 units/ml penicillin/streptomycin mix and 2 mM L-glutamine. Rat liver RL-34 cells (Japanese Cancer Research Resources Bank) were grown in Dulbecco's modified Eagle's medium (Life Technologies Inc. Ltd) supplemented as described above. Wild-type and Nrf2-null MEFs were prepared from *nrf2*^{+/+} and *nrf2*^{−/−} mouse lines respectively [7], by the method of Tiemann and Deppert [30]. MEF cells were maintained in BIOCOAT™ collagen-coated flasks (Becton Dickinson Labware), and grown in medium supplemented with 10 ng/ml human recombinant epidermal growth factor, 1 × insulin transferrin selenium and 10 % (v/v) fetal bovine serum. All cell lines were maintained at 37 °C and 5 % CO₂.

It was established by using the MTT cytotoxicity test [31] that the doses of SUL used to treat Hepa-1c1c7, RL-34 and MEF cells did not affect their viability.

Plasmids

The 5'-upstream region of *nqo1* was amplified by PCR using the oligonucleotides, 5'-CGCCTCGAGGCTCTGAATACTTT-CAACAA-3' and 5'-GCGAAGCTTTTCGGAGAGATCCTTAGG-GCTG-3' and cloned into the pGL3-Basic (Promega) luciferase reporter vector to create −1016/*nqo1*5'-*luc*. A mammalian expression vector for murine Nrf2 was generated by PCR amplification of the mouse cDNA using the oligonucleotides, 5'-ATGATG-GACTTGGGAGTTGCCACCGCCAGGACTAC-3' and 5'-TC-ACGTAGAATCGAGACCGAGGAGAAGGGTTAGG-3' and the resulting product was cloned into pcDNA4/HisMax® (Life Technologies Inc. Ltd). cDNAs encoding Nrf2, MafK and MafG were cloned into the *NdeI/XhoI*, *NdeI/EcoRI* and *NdeI/BamHI* sites respectively of pET15b (Novagen) for subsequent bacterial expression. The primer pairs used were: Nrf2, 5'-CCGCCCTC-CATATGATGGACTTGGA-3' and 5'-CTAAGAAATTAACTC-GAGAGTTAAA-3'; MafK, 5'-AGGGCCCGGCATATGACGA-CTAATC-3' and 5'-TGTGCCAGGGATCCTGGGATAGGCA-3'; MafG, 5'-CATATGACGACCCCCAATAAAGGAA-3' and 5'-GAGCTCAAAGACCTGCCTGGCAACT-3'; underlined bases are mismatches to incorporate restriction sites. Single-point mutant ARE constructs were made by annealing complementary 47 bp oligonucleotides (representing nt −454 to −414) with overhangs that allowed ligation of double-stranded DNA into the pGL3-Promoter (Promega) luciferase reporter vector.

Site-directed mutagenesis

Mutations were introduced into the ARE in the 5'-upstream region of *nqo1* using the GeneEditor kit (Promega), according to the manufacturer's instructions. Oligonucleotides used contained the mutated nucleotides, shown below flanked on either side by 18–24 bp of wild-type sequence.

Probing of mouse genomic PAC (P1 artificial chromosome) filters

A gridded murine genomic PAC library RPCI-21 [32] was supplied by the UK HGMP (Human Genome Mapping Project) Resource Centre (Babraham, Cambridge, U.K.) on seven filters. Screening was carried out using rat NQO1 cDNA [33] randomly primed using the Prime-It® II labelling kit (Stratagene).

Hybridization and washing were carried out at 68 °C as instructed by the library manufacturer (<http://www.chori.org/bacpac/>). Following a 48 h exposure to autoradiographic film, positive clones were identified by the position and orientation of duplicated spots on the gridded filters, and upon request were supplied by the HGMP Resource Centre. Clone identity was confirmed by Southern blotting and PCR using the exon–intron boundary information reported previously [5].

Genome walking and 5' RACE (rapid amplification of cDNA ends)

The TOPO[®] Walker kit (Life Technologies Inc. Ltd) was used to isolate the 5'-upstream region of *nqo1* from the genomic clone, 528 J08, isolated from the PAC library RPCI-21, as described in the manufacturer's protocol. Gene-specific primers used were 5'-ATGGCTCGAGATGTTGAGGGA-3' (GSP1) and 5'-TCGG-AGAGATCCTTAGGGCTGGCT-3' (GSP2). The resulting product was cloned into pCR[®]Blunt (Life Technologies Inc. Ltd) and sequenced; this was conducted on three separate occasions. Subsequent PCR reactions, using genomic DNA as template, confirmed the results.

The transcriptional start site of *nqo1* was determined with the SMART[™] RACE cDNA Amplification Kit (Clontech) according to the manufacturer's instructions using total RNA isolated from Hepa-1c1c7 cells. The gene-specific primer used was 5'-GTG-ATGGCCCACAGAGAGGCCAAA-3'. Reaction products were cloned into pCR4-TOPO[®] (Life Technologies Inc. Ltd) and sequenced. Ten separate clones were analysed.

DNA transfection and luciferase reporter gene assays

Cells were transfected at 70 % confluence using Lipofectin[®] Reagent (Life Technologies Inc. Ltd), according to the manufacturer's guidelines. In all transfections the pRL-TK *Renilla* reporter vector (Promega) was used as an internal control. Cells were treated 16 h post-transfection with 5 μ M SUL or vehicle [0.1 % (v/v) DMSO] for a total of 24 h. Cells were lysed and *Renilla* and firefly luciferase activities were measured using the Dual-Luciferase[®] Reporter Assay System (Promega) and a Turner Designs TD-20/20 luminometer. Luciferase activities were normalized to *Renilla* internal control luminescence.

Preparation of nuclear extracts and immunodepletion

RL-34 or Hepa-1c1c7 cells were allowed to grow to 70 % confluence before being treated with either 5 μ M SUL or vehicle [0.1 % (v/v) DMSO] for 4 h. Nuclear extracts were subsequently made using the NE-PER[™] kit (Pierce) and stored at –80 °C until required. Immunodepletion of nuclear extracts was performed using control rabbit IgG, anti-Nrf2 or anti-MafK antibodies in combination with Dynabeads[®] Protein G (DynaL Biotech), according to the supplied protocol. Briefly, 8 μ g of IgG at a concentration of 200 μ g/ml was added to 20 μ l of washed Dynabeads Protein G and incubated at 4 °C for 30 min with rotation. Beads were washed twice with PBS, and then twice with 0.2 M TEA (triethanolamine), pH 8.2, before being incubated for 30 min at 20 °C in 20 mM dimethyl pimelimidate dissolved in 0.2 M TEA, pH 8.2. Following further incubation for 15 min in 50 mM Tris/HCl, pH 7.5, beads were washed three times in PBS containing 0.1 % (v/v) Tween-20. Thereafter, nuclear extract (80 μ g of protein) was added to the beads and incubated at 4 °C for 30 min, before being transferred to a fresh batch of IgG-coupled beads and left for a further 1 h at 4 °C. Extracts depleted of Nrf2 or MafK were used immediately in downstream applications, or

were flash-frozen in liquid nitrogen and stored at –80 °C until required.

Production of purified Nrf2 and small Maf proteins

pET15b plasmids containing the cDNAs for Nrf2, MafG or MafK were expressed in *Escherichia coli* BL21 CodonPlus (DE3) RIL cells (Novagen) as His₆-tagged proteins, and purified using standard methods.

EMSA (electrophoretic mobility-shift assay)

EMSA reactions were conducted in 20 mM Hepes, pH 7.9, containing 1 mM EDTA, 50 mM KCl, 5 mM MgCl₂, 4 % (v/v) glycerol, 1 mM dithiothreitol, 3 μ g/ml poly(dI-dC), 47-bp internally labelled *nqo1* ARE (1 $\times$ 10⁴ c.p.m.) and either 7.5 μ g of protein from nuclear extracts/immunodepleted extracts or 50 ng of each recombinant bZIP protein. In competition experiments, a 20-, 50- or 100-fold molar excess of unlabelled wild-type or mutant ARE was also included in the reaction. Reactions were incubated for 20 min at 20 °C before being subjected to electrophoresis under native conditions through a 4.5 % (w/v) polyacrylamide gel in 0.5 $\times$ TBE buffer at 4 °C. Gels were fixed [in an aqueous solution containing 20 % (v/v) methanol and 10 % (v/v) acetic acid], dried and exposed to autoradiographic film for 16 h at –70 °C.

RNA isolation and semi-quantitative real-time PCR (TaqMan[®])

Total cellular RNA was isolated from cell lines using Trizol[®] reagent according to the supplied guidelines. Single-stranded cDNA was synthesized as described previously [6]. *TaqMan*[®] analyses were performed on the PerkinElmer/Applied Biosystems Prism Model 7700 Sequence Detector instrument. For measurement of cDNA corresponding to mouse *nqo1* mRNA, the forward primer was 5'-GCAGGATTTGCCTACAC-AATATGC-3', the reverse primer was 5'-AGTGGTGATAGAAA-GCAAGGTCTTC-3', and the probe was 5'-CCATGTACGAC-AACGGTCCTTTCCAGAA-3'. For measurement of cDNA corresponding to rat NQO1 mRNA, the forward primer was 5'-GC-AGGATTCGCGTACACGTATG-3', the reverse primer was 5'-G-GTGATGGAAAGCAAGGTCTTC-3', and the probe was 5'-CACCATGTATGACCAAGGTCCTTTCCAGAATA-3'. In both mouse and rat samples the level of 18 S rRNA was used as an internal standard.

SDS/PAGE and Western blotting

Western blotting for NQO1, Nrf2 and MafK proteins was performed as described previously [33]. Antiserum against rat NQO1 was available from a previous study [33].

ChIP (chromatin immunoprecipitation) assays

These were conducted essentially as described previously [34]. Immunoprecipitations were performed using control rabbit IgG, anti-Nrf2 or anti-MafK antibodies. Immunoprecipitated material or 3 μ l of 1:100 dilution of input was used for 35 cycles of PCR with the following primers: the *nqo1* ARE, 5'-GCAGTTTCTAAGAGCAGAACG-3' and 5'-GTAGATTAGTCCTCACTC-AGCCG-3' (186 bp); the *ldh* promoter region, 5'-GCAAAGC-CAGTACTCTTTCTG-3' and 5'-CGGCCATGTTCTGAATCCA-AG-3' (163 bp).

Figure 1 NQO1 protein and mRNA are inducible in RL-34, Hepa-1c1c7 and MEF cells

(A and B) Western blot analysis of NQO1 protein levels. Cell lines (as indicated) were treated for 24 h with either the stated dose of SUL or vehicle [0.1 % (v/v) DMSO; 'Ctrl']. Following lysis, 10 μ g of total cellular protein was resolved by SDS/PAGE and blotted with NQO1 or LDH antibodies. A His₆-tagged rat NQO1 standard (Std) is shown on each gel. (C) TaqMan[®] analyses of NQO1 mRNA levels. Cell lines (as indicated) were treated for 24 h with 5 μ M SUL or vehicle [0.1 % (v/v) DMSO; 'CTRL']. Following isolation of total RNA and reverse transcription, real-time PCR was conducted. Values from vehicle-treated cells were arbitrarily set to 1.0 in each case and all other results expressed relative to this. Values are means $\pm$ S.D. from three separate experiments.

Statistical analyses

This was determined using a one-way analysis of variance with 99 % confidence intervals and a Newman–Keuls post-test.

RESULTS

NQO1 protein and mRNA are induced by SUL treatment of rodent liver and embryonic fibroblast cell lines

SUL is a potent stimulator of detoxication enzyme expression [35]. The presence of an ARE within a gene promoter confers sensitivity to induction of transcription by SUL. Previous reports have regarded mouse *nqo1* as a potential ARE-bearing gene by virtue of its inducibility by electrophilic chemicals [8]. To assess this possibility further, the response of the oxidoreductase to SUL was examined in Hepa-1c1c7 and MEF cells. The rat RL-34 cell line was also studied, as a positive control, since an ARE has been described in rat NQO1 [16].

Western blotting showed that exposure of Hepa-1c1c7, MEF and RL-34 cells to SUL leads to a significant increase in NQO1 protein (Figures 1A and 1B). TaqMan[®] chemistry revealed this induction was reflected at the mRNA level, with Hepa-1c1c7, MEF and RL-34 cells showing increases of around 4-, 9- and 7-fold respectively (Figure 1C).

The 5'-upstream region of mouse *nqo1* contains a functional ARE

The above findings indicate that mouse *nqo1* contains an ARE. To evaluate this possibility, a genomic *nqo1* clone (528 J08) was isolated from PAC gridded filters. An approx. 1.0 kb portion of the 5'-upstream region was obtained by genome walking, and was sequenced (Figure 2). The transcriptional start site of *nqo1* was elucidated by SMART[™] RACE, and was found to lie 22 bp downstream from a putative TATA box and 129 nt upstream from the ATG initiation codon.

CTTTTAATGATGGCAATCTGTTATAA
-1016

TGCTACCCCTACTTTGGGAGCTTGACCAAGGCACACATACATGTAGGGTCTTTATT
-990
CCAACCCCTTTTCTTTCTTCTGTTTTTGAGACAGGGTCTCACCTATGTAGCCCTG
-932
GCTGTTGTTCTAGCACTAGCTATGTGGACCAGTCTGGCCCTAAACTCAGAGATCTGCC
-874
TGCTTCTGGCACCACAGTGTGGGATTAAAGCATGTACTAGTCGTGGTGGCGCACTC
-816
CTTTAATCCAGCACTTGGGAGGCAGAGTGCAGGTGGATTCTGAGCTTCGAGGCCAG
-758
CCTGGTCTACAGAGTGAGTTCAGGACAGCCAGGGCTACACAGAGAAACACTTCCCTG
-700
TGGCTGCTGCTCCTGCCAGCTTGTCTGGCTTCTAGAGAGTCGCACAGATGAGTT
-642
CCCGCTTACCTGGTCACCGGGGGCAAAGTTGAGGAGACCAAGTGTGTATACCCAGGG
-584
AGCAGTTTTTGCAGTTTCTAAGAGCAGAACGCAGCAGCAATTCATTTCACACGAGGAC
-526
AAGTCTCTCTGAACCTTTCAGTCTAGAGTCACAGTGAAGTTCGCGCAAAATTTGAGCCCATC
-468
CGTTTTGCTGCCCCACCCTTCCCTAGCGTGCAAGGTGACTTCCCACGGCTGAGTGA
-410
GGACTAATCTACACAGGCTGATTATGTAGGCAGGTCCCACGAAGCTCGAAAAATTTCTG
-352
TTTGAAATTTCCATTTTGTACCCAGGAGTCTTGGGACAGGGAGCAGATGAATTTATT
-294
CAATATGTCCCATATCCTCAAATTTCTCTCTCACTCCCTTGCTCCCGGGGAACCTTTT
-236
TGACTTCCATATACAGGAGTCTAGTCCAGCCCCAACTGCTTCTCCCTGCCAAAAAC
-178
TTGGTATCTTCCCAAGATGCCCTCTGGGTCTGGAGTCCAGCCCCGCCCTCGCTGGCTG
-120
CTCTGCACAGTGGGCTGGGCGGGCATAAGCAGGATATAAAGCCTTCGCTCAGCCCATATA
-62
CCCCaaggctcagctcttactagcctagcctgtagccagccctaaggatctctccga
-4
+1

-441 ARE-related -421
TATA-Box

Figure 2 Nucleotide sequence of the 5'-upstream region of mouse *nqo1*

The nucleotide sequence of the first 1016 bp of the mouse *nqo1* 5'-upstream region is shown. The transcriptional start site is indicated by +1 and a probable TATA box is underlined. The position of the putative ARE (nt -421 to -441) is indicated.

A region bearing significant similarity to the rat *NQO1* ARE [16,36] was found to be located between nt –441 and –421 of mouse *nqo1* (Figure 2). This is related to, but does not obey the rules of, the current ARE consensus sequence [20,21]. To assess whether the putative *nqo1* ARE is functional, a luciferase reporter construct driven by the promoter of this gene was generated (–1016/*nqo5'*–*luc*). Following transient transfection with this construct, treatment of either RL-34 or Hepa-1c1c7 cells with SUL led to 9.6- and 3.4-fold increases in luciferase activity respectively (Figures 3B and 3C). Site-directed mutagenesis was used to introduce mutations across a 36 bp region encompassing the putative ARE, along with sequence flanking this element (Figure 3A, Mut 1). These alterations not only abolished the SUL-responsiveness of the construct, but also produced a >80% decrease in constitutive luciferase activity when compared with wild-type –1016/*nqo5'*–*luc* (Figures 3B and 3C). Mouse *nqo1* therefore contains a functional ARE that regulates both constitutive and inducible gene expression.

In order to delineate further the *nqo1* ARE, a series of smaller mutations were generated; nucleotides encompassed by Mut1 (–450 to –415) were divided into five 'blocks', each of which was mutated individually (Figure 3A, Mut2 to Mut6). Mutations within the most-5' and -3' 'blocks' (Mut2 and Mut6 respectively) had no functional impact upon the promoter (Figures 3B and 3C), indicating that the enhancer is contained between these regions. Consistent with this conclusion, the three block mutations flanked by Mut2 and Mut6 (Figure 3A, Mut3, Mut4 and Mut5) all affected the function of the construct in a similar manner to Mut1 (Figures 3B and 3C). These results clearly demonstrate that the mouse *nqo1* ARE lies within a 24 bp region spanning bp –444 to –421.

Mutation of individual nucleotides within the *nqo1* ARE influences enhancer function

It has been proposed, on the basis of limited mutagenesis information and multiple-sequence alignments, that rules can be defined to dictate the permutations of nucleotides permitted in each position of an ARE [21]. According to this hypothesis, base requirements in certain positions are flexible, with any nucleotide being tolerable, whereas stringent requirements exist elsewhere, with only one base being acceptable. In order to analyse the importance of individual bases in mouse *nqo1* ARE function, and therefore test the aforementioned consensus sequence, a comprehensive series of ARE–luciferase reporter constructs were made. Every base lying between, and including, positions –444 to –421 of *nqo1* was mutated individually to create the most severe alteration possible; purines were converted to pyrimidines, and vice versa. RL-34 cells were transiently transfected with these mutant constructs, and luciferase activity was measured following treatment with either vehicle or SUL. The majority of alterations resulted in a decrease in the absolute level of luciferase activity in SUL-treated cells when compared with that observed for the wild-type ARE (Figure 4). However, many of the constructs, while not giving wild-type levels of responsiveness, still constituted functional AREs. There were, nevertheless, several mutations that rendered the element completely unresponsive to SUL. Alteration of nucleotides shown in capital letters in the sequence, 5'-gagTcACaGTgAgTcGgCAaaatt-3', resulted in plasmids in which no significant difference was observed between luciferase activities from vehicle and SUL-treated transfectants (Figure 4). These bases are the most critical for *nqo1* ARE function, and may provide important contact points for transcriptional regulators.

It is noteworthy that a G → T substitution (shown underlined) in position 9 of the *nqo1* ARE, (5'-GAGTCACATTGAGTCGG-

A

WT:	AGTCTA	GAGTCACA	GTGAGTCGGC	AAAATT	TGAGCC
Mut1:	<u>GGGCGA</u>	<u>TAATTAGA</u>	GATACTAGAC	<u>CACGTC</u>	<u>CGGACA</u>
Mut2:	<u>GGGCGA</u>	GAGTCACA	GTGAGTCGGC	AAAATT	TGAGCC
Mut3:	AGTCTA	<u>TAATTAGA</u>	GTGAGTCGGC	AAAATT	TGAGCC
Mut4:	AGTCTA	GAGTCACA	GATACTAGAC	AAAATT	TGAGCC
Mut5:	AGTCTA	GAGTCACA	GTGAGTCGGC	<u>CACGTC</u>	TGAGCC
Mut6:	AGTCTA	GAGTCACA	GTGAGTCGGC	AAAATT	<u>CGGACA</u>

B

C

Figure 3 Mutational analysis of the *nqo1* ARE

(A) Wild-type and mutant ARE sequences. The 1.0 kb fragment of the *nqo1* 5'-upstream/flanking region, as shown in Figure 2, was cloned into the pGL3-Basic luciferase reporter vector to create the recombinant plasmid –1016/*nqo5'*–*luc*. The sequence of the ARE region of this construct is shown (WT). Mutations were introduced within this ARE region to create the mutant constructs Mut1 to Mut6. Mutated nucleotides are underlined in each case. The region showing similarity to the rat *NQO1* ARE and ARE-consensus sequence is shown in bold. (B and C) RL-34 and Hepa-1c1c7 cells, respectively, were transfected with 1 µg of wild-type or mutant ARE reporter constructs, as indicated. pGL3B represents reporter vector containing no insert. Following transfection (18 h), cells were treated with 5 µM SUL or vehicle [0.1% (v/v) DMSO; 'CTRL'] for 24 h. Cells were lysed and luciferase reporter assays were conducted. Values for vehicle-treated cells transfected with the –1016/*nqo5'*–*luc* reporter construct were arbitrarily set to 1.0, and all other results were expressed relative to this. All results were normalized to *Renilla* luciferase internal control luminescence. Results are shown as means ± S.D. for three separate experiments.

CAAAATT-3'), led to a substantial increase (>15-fold) in constitutive luciferase activity, although induction by SUL was lost (Figure 4). Given that this mutation renders the construct unresponsive to SUL, it is considered to represent a deleterious loss of regulation and is unacceptable for ARE function. Further EMSA experiments indicated this alteration created a binding site for a transcription factor that does not bind the wild-type sequence (results not presented).

Figure 4 Single-point mutational analysis of the *nqo1* ARE

Oligonucleotides corresponding to the *nqo1* ARE sequence (–454 to –414), or mutants thereof, were cloned into the pGL3-Promoter luciferase reporter vector. The sequence of the region of wild-type (WT) *nqo1* containing the ARE is given (WT *nqo1* ARE). Above each nucleotide of the WT sequence is the individual mutation introduced in each case (i.e. the line designated 'Mutation'). Every base was mutated individually within the context of an otherwise WT sequence. RL-34 cells were transfected with each of the constructs (1 µg), and 16 h later they were treated with either 5 µM SUL or vehicle [0.1 % (v/v) DMSO; 'CTRL'] for a further 24 h. Cells were lysed and luciferase reporter assays were conducted. Values for vehicle-treated cells transfected with the WT ARE-containing reporter construct were arbitrarily set to 1.0, and other results were expressed relative to this. All results were normalized to *Renilla* luciferase internal control luminescence. Results are means ± S.D. for three separate experiments. Wild, the wild-type ARE-containing construct; 'pGL3P' represents luciferase reporter vector without insert. Asterisks represent mutations where no significant difference is observed between control and SUL treatments (at the 99 % confidence level).

Nrf2 is essential for NQO1 expression and binds, in recombinantly expressed form, the *nqo1* ARE as a heterodimer with small Maf protein

Previous data have demonstrated that the Nrf2 transcription factor is essential for both constitutive and oxidative-stress-inducible expression of murine NQO1 [7–9]. Consistent with these data, MEF cells derived from wild-type and *nrf2*^{–/–} mice differ in their ability to support expression of NQO1. The oxidoreductase was both present constitutively and was increased substantially by SUL in wild-type cells. By contrast, it was undetectable under either condition in *nrf2*^{–/–} MEFs (Figure 5A). At the mRNA level, wild-type MEFs showed a > 8-fold increase in NQO1 expression, following SUL treatment (Figure 5B). However, in *nrf2*^{–/–} MEFs the level of NQO1 mRNA was reduced to 14 % of that seen in untreated wild-type cells, and there was a complete loss of induction upon treatment of cells with SUL (Figure 5B).

It is the ability of compounds such as SUL to affect nuclear accumulation of Nrf2 that is thought to account for their capacity to increase ARE-driven gene expression. Nrf2 has been shown to bind AREs in genes encoding certain detoxication enzymes, and is thereby thought to direct their expression [7]. The discovery that mouse *nqo1* contains an ARE provided a plausible link to explain the Nrf2-dependency of increased gene expression following exposure of cells to SUL. Indeed, artificial elevation of nuclear Nrf2 levels by heterologous expression provided additional support for this hypothesis. RL-34 and Hepa-1c17 cells were co-transfected with the wild-type and single-point mutant ARE reporter constructs described above, along with an expression vector for Nrf2 (Figures 6A and 6B). In keeping with data already presented, nucleotides highlighted for their integral role in induction of ARE-driven transcription by SUL, 5'-gagTcACaGTgAGtCggCAaaatt-3' (Figure 4), were also found to be required for full response of the element to Nrf2 (Figures 6A and 6B).

Figure 5 Constitutive and inducible NQO1 protein and mRNA expression is lost in *nrf2*^{–/–} MEFs

(A) Western blot analysis of NQO1 in wild-type and *nrf2*^{–/–} MEFs. Cell lines (as indicated) were treated for 24 h with either 5 µM SUL or vehicle [0.1 % (v/v) DMSO; 'Ctrl']. Following lysis, 10 µg of total cellular protein was resolved by SDS/PAGE and blotted with NQO1 or LDH antibodies. A His₆-tagged rat NQO1 standard (Std) is shown. (B) TaqMan® analysis of NQO1 mRNA levels. Cell lines (as indicated) were treated for 24 h with 5 µM SUL or vehicle [0.1 % (v/v) DMSO; 'CTRL']. Following isolation of total RNA and reverse transcription, real-time PCR was conducted. Values from vehicle-treated wild-type MEFs were arbitrarily set to 1.0, and all other results were expressed relative to this. Values are means ± S.D. for three separate experiments.

Figure 6 Nucleotide requirements for Nrf2 activation of the *nqo1* ARE by Nrf2 overexpression

(A and B) RL-34 and Hepa-1c1c7 cells respectively were transfected with single-point mutant ARE-reporter constructs (as described in the legend to Figure 4), along with either empty expression vector (CTRL) or expression vector containing Nrf2 cDNA (Nrf2). After transfection (48 h), cells were lysed and luciferase activities were measured. Wild, the wild-type ARE-containing construct; 'pGL3P' represents luciferase reporter vector without insert. Asterisks represent mutations that were previously shown (Figure 4) to cause complete loss of induction of luciferase activity by treatment of cells with SUL. Values for cells transfected with the wild-type ARE-containing reporter construct and empty expression vector were arbitrarily set to 1.0, and all other results were expressed relative to this. All results were normalized to *Renilla* luciferase internal control luminescence. Results are means $\pm$ S.D. for three separate experiments.

In order to establish that Nrf2 can interact directly with the mouse *nqo1* ARE, EMSAs were performed. Transcription factors of the bZIP family are required to form either homo- or heterodimers to allow DNA binding. Nrf2 cannot form homodimers, and its interaction with the ARE is thought to be achieved through heterodimerization with members of the small Maf family of transcriptional regulators, namely MafK and MafG [37]. These transcription factors were expressed in bacteria and assessed for their abilities to bind a radiolabelled *nqo1* ARE probe. When incubated separately, Nrf2, MafG and MafK were all incapable of interacting with the ARE (Figure 7A). By contrast, mixtures containing equal amounts of either Nrf2–MafG or Nrf2–MafK showed substantial *nqo1* ARE-binding activity (Figure 7A). Further support for regulation of the *nqo1* ARE by an Nrf2–Maf heterodimer was provided by EMSA competition experiments. A 50- or 100-fold molar excess of unlabelled wild-type *nqo1* ARE competed completely the Nrf2–MafG-shifted complex (Figure 7B). By contrast, two non-functional mutant forms of the *nqo1*

Figure 7 EMSA analyses of transcription factor binding to the *nqo1* ARE

(A) Binding of bacterially expressed Nrf2 and small Maf proteins to the ARE. Each of the proteins indicated was incubated individually, or in the combinations stated, with a 47 bp radiolabelled probe containing the *nqo1* ARE (corresponding to nt – 454 to – 414). Probe, reaction containing no protein. The autoradiograph shown is representative of results observed on at least three separate occasions. (B) Specificity of interaction between Nrf2–MafG and the *nqo1* ARE. Nrf2 and MafG proteins were incubated in combination in the absence (–) or presence of a 50- (50) or 100-fold (100) molar excess of unlabelled competitor DNA. WT, competitor was unlabelled wild-type ARE. SPM7 and SPM18, competitors were unlabelled single-point mutant AREs. These mutations were shown (Figure 4) to abolish ARE function, and were as follows: SPM7: 5'-GAGTCAAGAGTGCAGTGGCAAATT-3' and SPM18: 5'-GAGTCACAGTGCAGTGGCAAATT-3'. SPM16, competitor was an unlabelled single-point mutant ARE that was shown (Figure 4) to function similarly to the wild-type sequence: 5'-GAGTCACAGTGCAGTGGCAAATT-3'. The autoradiograph shown is representative of results obtained on at least three separate occasions.

ARE were not bound effectively by Nrf2–MafG (Figure 7B). Furthermore, an ARE containing a point mutation that did not affect the function of the element competed as well as the wild-type sequence for Nrf2–MafG interaction (Figure 7B). Identical results were obtained using Nrf2–MafK (results not shown).

SUL treatment of cell lines results in recruitment of an Nrf2–MafK heterodimer to the *nqo1* ARE

The above data indicate that oxidative stress ultimately results in binding of the *nqo1* ARE by a *trans*-acting transcriptional complex containing Nrf2 and small Maf. In order to test this hypothesis further, nuclear extracts were prepared from SUL- and vehicle-treated cell lines and analysed for their *nqo1* ARE-binding activity by EMSA. Two specific ARE-binding complexes, ARE-bc1 and ARE-bc3, were observed in extracts from vehicle-treated cells (Figure 8). These complexes were again present in nuclear protein from cells that had been exposed to SUL

Figure 8 ARE-binding activity of RL-34 and Hepa-1c1c7 cell nuclear extracts

Nuclear extracts were prepared from the indicated cell lines following treatment with 5 μ M SUL or vehicle [0.1% (v/v) DMSO; 'CTRL'] for 4 h. Nuclear extract (7.5 μ g of protein) was incubated with the 47 bp radiolabelled *nqo1* ARE probe defined in Figure 7. Three specific ARE-binding complexes were detected: ARE-bc1, ARE-bc2 and ARE-bc3; the asterisk represents complex induced by SUL treatment of cell lines; NS, non-specific complex; Probe, reaction containing no nuclear protein. Reactions were also conducted, using nuclear protein from SUL-treated cells, in the presence of a 20-fold molar excess of unlabelled wild-type ARE (SUL + 20 $\times$ WT) or a 20-fold molar excess of unlabelled mutant ARE (SUL + 20 $\times$ MUT). The mutant construct used contained a single-point mutation that abolished ARE-function in luciferase reporter assays (Figure 4): 5'-GAGTCACAGGAGTCGGCAAATT-3'. The autoradiograph shown is representative of results obtained on at least three separate occasions.

(Figure 8); however, an additional ARE-binding complex, ARE-bc2, was also observed (Figure 8). This result indicated that ARE-bc2 represented the *trans*-acting factor(s) responsible for transcriptional activation of *nqo1* through the ARE.

The specificity of binding of the above complexes was ensured by EMSA competition experiments. A 20-fold molar excess of unlabelled wild-type ARE competed the shifted bands, whereas a mutated ARE sequence was unable to do the same (Figure 8).

Immunodepletion experiments were performed to determine the identity of transcription factors within ARE-bc2. Nrf2 and MafK were individually depleted from nuclear extracts prepared from SUL-treated cells (Figure 9A). The resulting extracts were analysed by EMSA. Depletion of Nrf2 resulted in a loss of ARE-bc2, but had no effect on levels of either ARE-bc1 or ARE-bc3, when compared with extract depleted with control antibody (Figure 9B). The level of ARE-bc2 was also substantially diminished by immunodepletion of MafK in nuclear extracts (Figure 9B). These results support the hypothesis that the transcriptional complex recruited to and activating the *nqo1* ARE consists, at least in part, of an Nrf2–MafK heterodimer. Interestingly, MafK-depleted extracts also demonstrated a loss of the two additional specific ARE-binding complexes, ARE-bc1 and ARE-bc3 (Figure 9B). Thus MafK may also regulate the *nqo1* ARE through dimerization with factors other than Nrf2.

Nrf2 and MafK interact with the *nqo1* ARE *in vivo*

In order to evaluate the biological significance of the EMSA binding data, ChIP experiments were performed. Immunoprecip-

Figure 9 Analysis of ARE binding complexes by immunodepletion

(A) Western blot analysis of immunodepleted nuclear protein from RL-34 and Hepa-1c1c7 cells. Nuclear extracts were prepared from cells treated for 4 h with 5 μ M SUL and depleted using either anti-Nrf2, anti-MafK or control rabbit IgG (CTRL), as indicated. Depleted nuclear extract (20 μ g) was resolved by SDS/PAGE, and blotted using the antibodies indicated on the left of the figure. A His₆-tagged bacterially expressed standard (STD) was included in each case. (B) EMSA analysis of *nqo1* ARE-binding activity of depleted extracts. Control rabbit IgG (SUL), Nrf2- (anti-Nrf2) or MafK- (anti-MafK) depleted extracts, from the indicated cell-lines, were incubated with a 47 bp radiolabelled DNA fragment containing the *nqo1* ARE. The three specific ARE-binding complexes detected in Figure 8 are shown: ARE-bc1, ARE-bc2 and ARE-bc3. The asterisk represents complex induced by SUL treatment of cell lines; NS, non-specific complex; Probe, reaction containing no nuclear protein. The autoradiograph shown is representative of results obtained on at least three separate occasions.

itations were carried out on formaldehyde-fixed protein–DNA complexes isolated from SUL- and vehicle-treated Hepa-1c1c7 cells. The association of the protein of interest with the *nqo1* ARE was then assessed by PCR using primers specific for this region of the gene. Nrf2 antibody was used to precipitate the bZIP protein cross-linked to DNA from both vehicle- and SUL-treated cells. Portions of DNA containing the *nqo1* ARE were precipitated from vehicle-treated Hepa-1c1c7 cells; however, following SUL treatment, the signal obtained was far greater, indicating substantial recruitment of Nrf2 to the ARE (Figure 10). Binding of MafK to the *nqo1* ARE, under the conditions described for Nrf2, was also assessed. MafK was found to be strongly associated with the ARE in both SUL- and vehicle-treated Hepa-1c1c7 cells (Figure 10). Although there was some indication of MafK recruitment, this was not as pronounced as the results observed for Nrf2. This finding probably reflects an ability of MafK to bind the *nqo1* ARE, not only with Nrf2, but also as part of constitutive ARE-binding complexes lacking this factor (as shown above by EMSA).

Figure 10 Analysis of Nrf2 and MafK binding to the *nqo1* ARE by ChIP assay

Hepa-1c1c7 cells were treated with 5 μ M SUL or vehicle [0.1% (v/v) DMSO; 'CTRL'] for 4 h, before proteins were cross-linked to DNA through addition of formaldehyde directly to the culture medium. Cells were lysed, sonicated and immunoprecipitations were performed using no antibody (No Ab), control rabbit IgG (Rabbit IgG), anti-Nrf2 (Nrf2) or anti-MafK (MafK). A portion of material not subjected to immunoprecipitation was saved to act as a control for the amount of DNA added to each immunoprecipitate (Input). PCR reactions were conducted using primers specific for the region of the *nqo1* 5'-upstream region encompassing the ARE, or using oligonucleotides specific for the *ldh* promoter, as indicated. Results are representative of three separate experiments.

Figure 11 Overexpression of MafK represses ARE-driven *nqo1* transcription

RL-34 cells were transfected with expression vectors for Nrf2 and MafK or the respective empty constructs pC4 and pC3.1, as indicated. All cells were transfected with the -1016/*nqo5'*-*luc* *nqo1* ARE reporter construct generated in this study. After transfection (48 h), cells were lysed and luciferase reporter assays were conducted. Results are means $\pm$ S.D. for three separate experiments.

In all of these experiments, immunoprecipitations performed in the absence of IgG or using a control rabbit IgG failed to 'pull down' the *nqo1* ARE, thereby demonstrating the region of DNA of interest could not be enriched non-specifically (Figure 10). Also, PCR reactions using primers specific for the *ldh* (lactate dehydrogenase) promoter were all unsuccessful (Figure 10), ensuring no genomic DNA contamination of samples, while confirming the antibodies used were incapable of precipitating this non-specific region of the genome.

MafK overexpression affects transcriptional repression

To gain further insight into the role of the ARE-binding transcriptional complexes containing MafK, overexpression studies were performed. RL-34 cells were transiently transfected with expression plasmids for both Nrf2 and MafK, either alone or in combination, along with the *nqo1* 5'-upstream-region reporter construct, -1016/*nqo5'*-*luc*. In the absence of Nrf2-expressing plasmid, MafK had little effect on luciferase activity, with only a slight decrease observed (Figure 11). However, co-expression

of MafK and Nrf2 resulted in repression of the transactivation observed when Nrf2 plasmid was transfected alone (Figure 11). These results indicate that MafK can form a heterodimeric complex capable of repressing ARE-driven gene transcription.

DISCUSSION

Biochemical and genetic data have demonstrated that NQO1 plays a fundamental role in combating oxidative stress invoked by xenobiotics [2–5]. This oxidoreductase forms part of a battery of cytoprotective genes, the expression of which is up-regulated upon cellular challenge with electrophilic chemicals. In this regard, induction of murine NQO1 in Hepa-1c1c7 cells is used in high-throughput screening of compounds to identify those with ability to stimulate cytoprotective gene expression [38,39]. However, the molecular mechanism by which transcription of this oxidoreductase is activated has not been reported previously.

The *nqo1* ARE

Our study of the sequence requirements of the *nqo1* ARE represents the first comprehensive single-nucleotide analysis of any such element. The ARE spans 24 bp (nt -444 to -421) and controls both constitutive and inducible *nqo1* expression. Our mutagenesis data define the element as comprising 5'-gagTc-ACaGTgAGtCggCAaaatt-3', where nucleotides shown in capital letters are those whose mutation results in a complete loss in response to SUL and those in bold represent the 'core' ARE, as most widely reported. It is likely that the bases in capitals represent those forming critical contacts with the Nrf2-Maf transcriptional complex.

Our analysis demonstrates the importance of nucleotides previously thought to be redundant in ARE function. Within the current consensus, five bases are denoted 'n': 5'-TMAnnRTGAY-nnnGCRwww-3'. Mutations introduced at two of these positions, 5'-gagTcACaGTgAGtCggCAaaatt-3', shown underlined and italicized (with the core in bold), completely abolished induction. In addition, the thymine in the centre of the 'core' ARE (underlined and italicized in the following sequence), 5'-gagTc-ACaGTgAGtCggCAaaatt-3', at a position previously regarded as redundant, also makes a substantial contribution to the function of the ARE. Even though we have identified three nucleotides that make a hitherto unrecognized contribution to ARE function, we have also found that two guanines (5'-gagTcACaGTgAGtCggCAaaatt-3'; guanines shown italicized and underlined) within the 'core' ARE make a less significant contribution to enhancer activity than was previously thought. Interestingly, the most 5' of these two guanines has also been found to be variant in the human *GCLC* promoter [40].

Our observation that the cytosines in the *nqo1* ARE situated at positions equivalent to 'n' nucleotides in the consensus sequence are required for enhancer function does not discount the possibility that, within other elements, degeneracy may exist in the aforementioned bases. Importantly, we report here that introduction of certain bases present in other wild-type AREs into the corresponding position(s) of the *nqo1* enhancer abolishes function [12–18,20]. On the other hand, specific nucleotides that are not essential for activity of the *nqo1* ARE are central to the function of other elements (Table 1). Therefore different AREs have distinct sequence requirements.

Three explanations may rationalize the above findings. First, the sequence of a response element could manipulate the orientation of the activating transcriptional complex, as is the case for AP-1 (activator protein-1) sites [43], thereby influencing interaction

Table 1 Comparison of mouse, rat and human ARE enhancers

The upper-case letters represent nucleotides not critical for ARE function, as assessed by individual point mutations. Underlined upper-case letters show nucleotides found, by single-point mutation, to be essential for function of the ARE in question. Lower-case letters show nucleotides not mutated individually. The asterisks show mutations in the *nqo1* ARE that led to the introduction of nucleotides present in other ARE sequences and/or those permitted by the ARE consensus sequence. Alterations made are indicated in each case. Abbreviations used follow standard IUPAC nomenclature (M = A or C; R = A or G; Y = C or T; W = A or T; n = any nucleotide). EpRE, electrophile response element.

Gene/species	Enhancer	Sequence	Reference
<i>nqo1</i> , mouse	ARE	GAGT <u>CACA</u> GTGAGT <u>CGGCA</u> AAATT	This study
<i>NQO1</i> , rat	ARE	gaGtCaCa GTGACttGGCA AAATC	[36]
<i>gstA1</i> , mouse	EpRE/ARE	tgcTAATG GtgacaaagcA ACTTT	[12,21]
<i>GSTA2</i> , rat	ARE	tGCTaAtG GTGACAAAGCA aactt	[20]
<i>GCLM</i> , human	EpRE/ARE	ggaagaca aTgactaAgca gaaat	[41]
<i>GCLC</i> , human	ARE4	gcctcccc gTgactcagcg ctttg	[18,42]
Previously proposed consensus		TMAnn RTGAYnnnGCR WWWW	[21]

with required cofactors. Secondly, the presence of a nucleotide in any given position may determine sequence requirements elsewhere in the ARE in order to bind Nrf2–Maf stably. Thirdly, certain ARE sequences may represent suboptimal binding sites to prevent transcription from being dominated by Nrf2–Maf. Further analysis is required to assess these possibilities.

Nrf2-controlled regulation of *nqo1* transcription

In the present study, the use of MEF cells allowed the unequivocal demonstration that Nrf2 is essential for both constitutive and SUL-inducible *nqo1* expression. Strikingly, in *nrf2*^{−/−} cells, NQO1 protein was undetectable, and mRNA levels were barely obvious under any of the conditions tested. Both EMSA and ChIP experiments demonstrated convincingly that Nrf2 is recruited to the *nqo1* ARE following exposure of cells to SUL. We would further extrapolate this observation to conclude that exposure of cells to compounds capable of generating an oxidative stress is the stimulus that increases occupancy of the *nqo1* ARE by Nrf2. These data therefore provide an explanation for the perturbed expression of NQO1 observed in the *nrf2*^{−/−} mouse.

Fibroblasts prepared from *nrf1*^{−/−} mouse embryos express significantly less GCLC and GCLM than their wild-type counterparts [44]. Exposure of *nrf1*^{−/−} MEFs to paraquat results in the accumulation of free radicals to a much greater extent than in *nrf1*^{+/+} MEFs treated in a similar fashion [44]. We have found that the expression of GCLC and GCLM is reduced in *nrf2*^{−/−} MEFs (L. Higgins, L. I. McLellan, M. Yamamoto and J. D. Hayes, unpublished work), and would predict that the Nrf2-nulled cells will be more sensitive to oxidative stress. This hypothesis remains to be tested. However, we did check that the dose of SUL used to treat *nrf2*^{−/−} MEFs (Figure 5) was not toxic.

The mechanism by which Nrf2 affects transcriptional activation of ARE-driven genes is not fully understood. It is likely that binding of Nrf2 to an ARE augments association of RNA polymerase II with the core promoter either through direct interaction with components of the basic transcription apparatus or via the co-activator protein CBP (CREB-binding protein) [45]. Indeed, the involvement of cofactors is consistent with our hypothesis that

the ARE sequence may influence the architecture of bound Nrf2–Maf, and thereby manipulate their abilities to interact with other proteins and hence alter the capacity to activate transcription.

Small-Maf-mediated negative regulation of *nqo1* transcription

We have shown that MafK facilitates transcriptional activation of *nqo1* by heterodimerizing with Nrf2, and thereby allowing ARE binding. However, overexpression of MafK repressed Nrf2-mediated transcription. This observation is consistent with the findings of other groups that have shown inhibition of ARE-driven transcription by heterologous expression of small Maf [27–29]. Our EMSA and ChIP analyses have shown that MafK binds the *nqo1* ARE as part of protein complexes either containing or lacking Nrf2. Under constitutive conditions, only MafK-containing complexes lacking Nrf2 were observed. On the basis of these data, we propose that constitutively present EMSA complexes, ARE-bc1 and ARE-bc3, which lack Nrf2 but contain MafK are transcriptional repressors. In the RL-34 cell line, constitutive *nqo1* transcription is very low and MafK expression had little effect, indicating that the gene is already held in a repressed state. Increased levels of Nrf2 within the nucleus would compete with a MafK-containing repressor complex for binding to the ARE. Overexpression of MafK could antagonize this in a number of ways. However, we hypothesize that the majority of Nrf2 molecules present in the nucleus exist as heterodimers with small Maf protein. This would mean that introduction of further MafK could only serve to confer DNA binding capacity upon the repressive complexes. The identity of the partner molecules of MafK within ARE-bc1 and ARE-bc3 remains to be elucidated, although Bach-1 [46] and Bach-2 represent likely candidates.

Concluding comments

The results reported herein provide a molecular mechanism for transcriptional activation of *nqo1* by electrophilic xenobiotics. They also give an in-depth analysis into the ARE, both in terms of the sequence requirements of such elements and the protein complexes involved in their regulation. Our critical reassessment of the ARE consensus sequence has shown that nucleotides thought to be redundant in ARE function have integral roles in the activity of the *nqo1* cis-element. A model is described for transcriptional activation of *nqo1* via its ARE. Under constitutive conditions, the ARE is bound by a repressive heterodimer consisting of MafK and an as-yet-unidentified protein. Exposure of cells to oxidative stress results in accumulation of Nrf2 within the nucleus and recruitment of this factor to the ARE, as a heterodimer with MafK, replacing the repressor complex.

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