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(54) Title: MODULATORS OF MUSCARINIC RECEPTORS

(57) Abrégé/Abstract:

The present invention relates to modulators of muscarinic receptors. The present invention also provides compositions comprising such modulators, and methods therewith for treating muscarinic receptor mediated diseases.

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(54) Title: MODULATORS OF MUSCARINIC RECEPTORS

(57) Abstract: The present invention relates to modulators of muscarinic receptors. The present invention also provides composi-
 tions comprising such modulators, and methods therewith for treating muscarinic receptor mediated diseases.

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MODULATORS OF MUSCARINIC RECEPTORS

CLAIM OF PRIORITY

[0001] This application claims the benefit of U.S. provisional application no. 60/631,403, filed on November 29, 2004, which is hereby incorporated by reference.

TECHNICAL FIELD OF THE INVENTION

[0002] The present invention relates to modulators of muscarinic receptors. The present invention also provides compositions comprising such modulators, and methods therewith for treating muscarinic receptor mediated diseases.

BACKGROUND OF THE INVENTION

[0003] The neurotransmitter acetylcholine binds to two types of cholinergic receptors: the ionotropic family of nicotinic receptors and the metabotropic family of muscarinic receptors. Muscarinic receptors belong to the large superfamily of plasma membrane-bound G protein coupled receptors (GPCRs). To date, five subtypes of muscarinic receptors (M₁-M₅) have been cloned and sequenced from a variety of species, and show a remarkably high degree of homology across species and receptor subtype. These M₁-M₅ muscarinic receptors are predominantly expressed within the parasympathetic nervous system which exerts excitatory and inhibitory control over the central and peripheral tissues and participate in a number of physiologic functions, including heart rate, arousal, cognition, sensory processing, and motor control.

[0004] Muscarinic agonists such as muscarine and pilocarpine, and antagonists, such as atropine have been known for over a century, but little progress has been made in the discovery of receptor subtype-selective compounds, thereby making it difficult to assign specific functions to the individual receptors. See, e.g., DeLapp, N. *et al.*, "Therapeutic Opportunities for Muscarinic Receptors in the Central Nervous System," *J. Med. Chem.*, 43(23), pp. 4333-4353 (2000); Hulme, E. C. *et al.*, "Muscarinic Receptor Subtypes," *Ann. Rev. Pharmacol. Toxicol.*, 30, pp. 633-673 (1990); Caulfield, M. P. *et al.*, "Muscarinic Receptors—Characterization, Coupling, and Function," *Pharmacol. Ther.*, 58, pp. 319-379 (1993); Caulfield, M. P. *et al.*, International Union of Pharmacology. XVII. Classification of Muscarinic Acetylcholine Receptors," *Pharmacol. Rev.*, 50, pp. 279-290 (1998), the disclosures of which are incorporated herein by reference.

[0005] The Muscarinic family of receptors is the target of a large number of pharmacological agents used for various diseases, including leading drugs for COPD, asthma, urinary incontinence, glaucoma, Alzheimer's (AChE inhibitors). Despite the large therapeutic value of this family, cholinergic drugs are limited by the lack of selectivity of these agents,

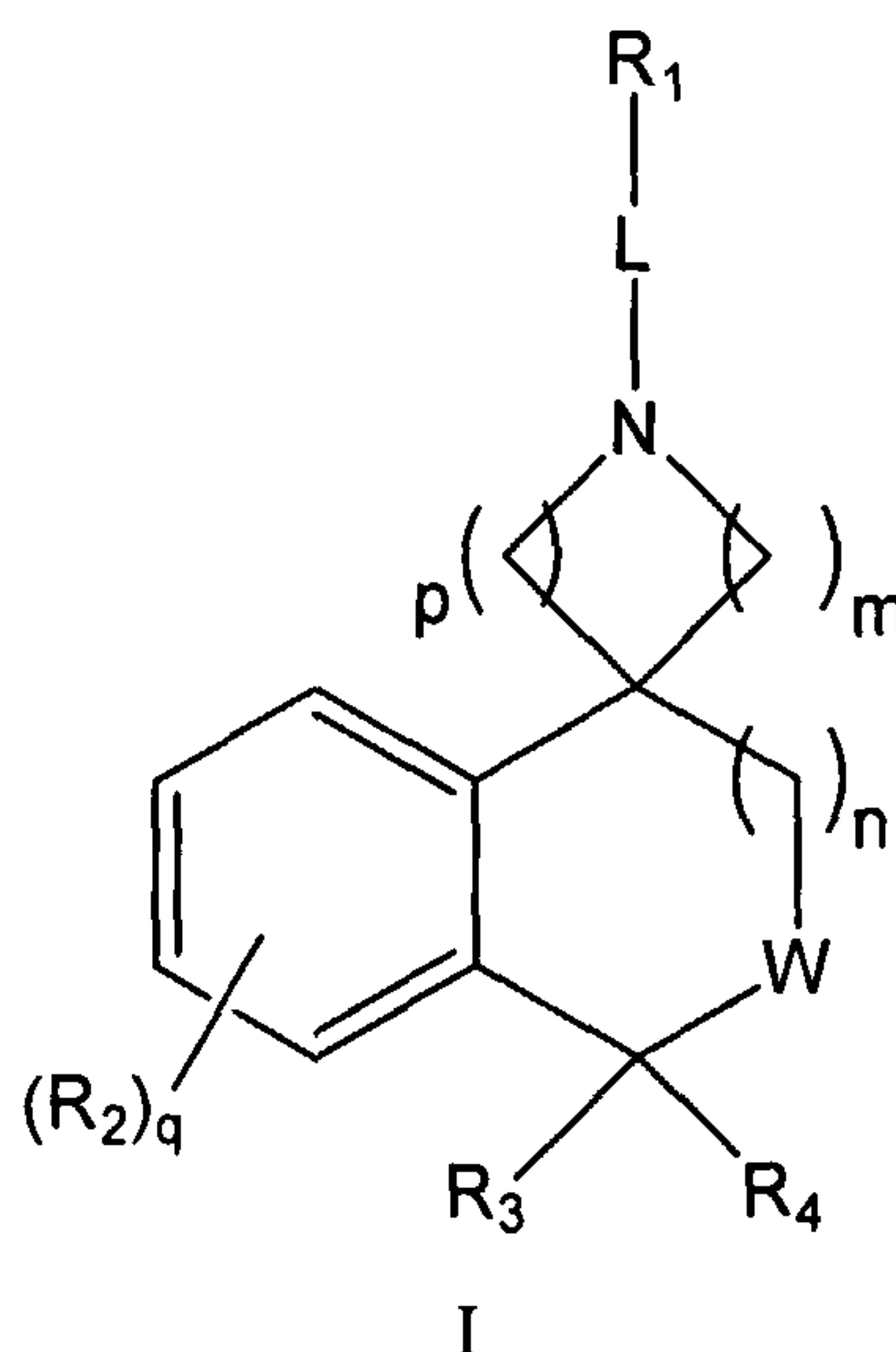
with significant activation of the parasympathetic autonomous system and elevated incidence of adverse effects. The molecular cloning of the muscarinic receptors and the identification of the physiological role of specific isoforms using knock-out mice, has recently delineated novel opportunities for selective muscarinic ligands, and has helped to define the selectivity profile that is required for enhanced efficacy and reduced side effects.

[0006] There is a need for modulators of muscarinic receptors M_1 - M_5 . There is also a need for methods for treating muscarinic receptor-mediated diseases.

[0007] There is also a need for modulators of muscarinic receptors that are selective as to subtypes M_1 - M_5 .

SUMMARY OF THE INVENTION

[0008] The present invention provides methods of modulating the activity of a muscarinic receptor (e.g., M_1 , M_2 , M_3 , M_4 , M_5 , or combinations thereof) using compounds of formula I:



or a pharmaceutically acceptable salt thereof, wherein R_1 , R_2 , R_3 , R_4 , L , n , m , p , and q are described below.

DETAILED DESCRIPTION

I. Definitions:

[0009] For purposes of this invention, the chemical elements are identified in accordance with the Periodic Table of the Elements, CAS version, Handbook of Chemistry and Physics, 75th Ed. Additionally, general principles of organic chemistry are described in "Organic Chemistry", Thomas Sorrell, University Science Books, Sausalito: 1999, and "March's Advanced Organic Chemistry", 5th Ed., Ed.: Smith, M.B. and March, J., John Wiley & Sons, New York: 2001, the entire contents of which are hereby incorporated by reference.

[0010] The term "muscarinic receptor," without a prefix specifying the receptor subtype, refers to one or more of the five receptor subtypes M_1 - M_5 .

[0011] The term "modulating" as used herein means increasing or decreasing, e.g. activity, by a measurable amount. Compounds that modulate muscarinic activity by increasing the activity of the muscarinic receptors are called agonists. Compounds that modulate muscarinic activity by decreasing the activity of the muscarinic receptors are called antagonists. An agonist interacts with a muscarinic receptor to increase the ability of the receptor to transduce an intracellular signal in response to endogenous ligand binding. An antagonist interacts with a muscarinic receptor and competes with the endogenous ligand(s) or substrate(s) for binding site(s) on the receptor to decrease the ability of the receptor to transduce an intracellular signal in response to endogenous ligand binding.

[0012] The phrase "treating or reducing the severity of a muscarinic receptor mediated disease" refers both to treatments for diseases that are directly caused by muscarinic activities and alleviation of symptoms of diseases not directly caused by muscarinic activities. Examples of diseases whose symptoms may be affected by muscarinic activity include, but are not limited to, CNS derived pathologies including cognitive disorders, Attention Deficit Hyperactivity Disorder (ADHD), obesity, Alzheimer's disease, various dementias such as vascular dementia, psychosis including schizophrenia, mania, bipolar disorders, pain conditions including acute and chronic syndromes, Huntington's Chorea, Friederich's ataxia, Gilles de la Tourette's Syndrome, Downs Syndrome, Pick disease, clinical depression, Parkinson's disease, peripheral disorders such as reduction of intra ocular pressure in Glaucoma and treatment of dry eyes and dry mouth including Sjögren's Syndrome, bradycardia, gastric acid secretion, asthma, GI disturbances and wound healing.

[0013] As described herein, compounds of the invention may optionally be substituted with one or more substituents, such as are illustrated or as exemplified by particular classes, subclasses, and species of the invention described herein.

[0014] As used herein the term "aliphatic" encompasses the terms alkyl, alkenyl, alkynyl. An aliphatic group can be optionally substituted with one or more of halo, hydroxy, cyano, nitro, cycloaliphatic, heterocycloaliphatic, aryl, heteroaryl, alkylcarbonyl, alkoxy, alkylsulfonyl, alkylsulfanyl, alkylsulfinyl, amino, alkylamino, alkoxy carbonyl, alkylaminocarbonyl, combinations thereof, or the like.

[0015] As used herein, an "alkyl" group refers to a saturated aliphatic hydrocarbon group containing 1-8 (e.g., 1-6 or 1-4) carbon atoms. An alkyl group can be straight or branched. Examples of alkyl groups include, but are not limited to, methyl, ethyl, propyl, isopropyl, butyl, isobutyl, sec-butyl, isobutyl, n-pentyl, n-heptyl, or 2-ethylhexyl. An alkyl group can be optionally substituted with one or more substituents as described above.

[0016] As used herein, an "alkenyl" group refers to an aliphatic carbon group that contains

2-10 (e.g., 2, 3, 4, 5, 6, 7, 8, 9 or 10) carbon atoms and at least one double bond. Like an alkyl group, an alkenyl group can be straight or branched. Examples of an alkenyl group include, but are not limited to, allyl, isoprenyl, 2-butenyl, and 2-hexenyl. An alkenyl group can be optionally substituted with one or more substituents as described above.

[0017] As used herein, an “alkynyl” group refers to an aliphatic carbon group that contains 2-8 (e.g., 2-6 or 2-4) carbon atoms and at least one triple bond. Like an alkyl group, an alkynyl group can be straight or branched. An alkynyl group can be optionally substituted with one or more substituents as described above.

[0018] As used herein, an “amino” group refers to $-NR^X R^Y$ wherein each of R^X and R^Y is independently hydrogen, alkyl, cycloalkyl, sulfonyl, (cycloalkyl)alkyl, aryl, aralkyl, heterocycloalkyl, (heterocycloalkyl)alkyl, heteroaryl, or heteroaralkyl each of which are defined herein and are optionally substituted. When the term “amino” is not the terminal group (e.g., alkylcarbonylamino), it is represented by $-NR^X-$. R^X has the same meaning as defined above.

[0019] As used herein, an “aryl” group used alone or as part of a larger moiety as in “aralkyl”, “aralkoxy”, or “aryloxyalkyl” refers to monocyclic (e.g., phenyl); bicyclic (e.g., indenyl, naphthalenyl, tetrahydronaphthyl, tetrahydroindenyl); tricyclic (e.g., fluorenyl, tetrahydrofluorenyl, anthracenyl, or tetrahydroanthracenyl); or a benzofused group having 3 rings. For example, a benzofused group includes phenyl fused with two or more C_{4-8} carbocyclic moieties. An aryl can be optionally substituted with one or more substituents. Without limitation, an aryl can be optionally substituted with halo, hydroxy, cyano, nitro, aliphatic, cycloaliphatic, aryl, heterocycloaliphatic, heteroaryl, alkylsulfonyl, aliphaticaminocarbonyl, alkoxy, aminocarbonyl, alkoxy carbonyl, heteroarylcarbonyl, (heterocycloaliphatic)carbonyl, (heteroarylamino)carbonyl, cycloalkylcarbonyl, alkylcarbonylamino, cycloaliphatic sulfonyl, heterocycloaliphatic sulfonyl, alkylsulfanyl, alkylsulfonyl, (alkoxyalkyl)aminocarbonyl, combinations thereof, or the like.

[0020] As used herein, an “araliphatic” group refers to an aliphatic group (e.g., a C_{1-4} alkyl group, a C_{1-4} alkenyl group, or a C_{1-4} alkynyl group) that is substituted with an aryl group. Both “aliphatic” and “aryl” have been defined above.

[0021] As used herein, an “aralkyl” group refers to an alkyl group (e.g., a C_{1-4} alkyl group) that is substituted with an aryl group. Both “alkyl” and “aryl” are defined herein. An example of an aralkyl group is benzyl.

[0022] As used herein, a “bicyclic ring system” includes 5-12 (e.g., 7, 8, 9, 10, or 11) membered structures that form two rings, wherein the two rings have at least one atom in common (e.g., 2 atoms in common). Bicyclic ring structures include bicycloaliphatics (e.g.,

bicycloalkyl or bicycloalkenyl), bicycloheteroaliphatics (e.g., bicycloheteroalkyl or bicycloheteroalkenyl), bicyclic aryls, and bicyclic heteroaryls. Bicyclic ring systems also include bridged bicyclic rings and fused bicyclic rings (e.g., benzo fused).

[0023] The term "cycloaliphatic" means a saturated or partially unsaturated monocyclic, bicyclic, or tricyclic hydrocarbon ring that has a single point of attachment to the rest of the molecule. Cycloaliphatic rings are 3-8 membered monocyclic rings (e.g., 3-6 membered rings). Cycloaliphatic rings also include 5-12 membered bicyclic rings. Bicyclic cycloaliphatic (i.e., bicycloaliphatic rings) include bridged bicyclic cycloaliphatic rings and cycloaliphatic fused bicyclic rings. A cycloaliphatic group also encompasses a "cycloalkyl" group and a "cycloalkenyl" group.

[0024] Examples of substituents on a cycloaliphatic group include, without limitation, halo, hydroxy, cyano, nitro, aliphatic, alkoxy, alkoxyimino, alkoxyamino, oxo, aryloxyimino,

[0025] As used herein, a "cycloalkyl" group refers to a saturated carbocyclic mono-, bi-, or tri-, or multicyclic (fused or bridged) ring of 3-10 (e.g., 5-10) carbon atoms. Without limitation, examples of monocyclic cycloalkyl groups include cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, cycloheptyl, or the like. Examples of bicyclic cycloalkyl groups include bridged bicyclic cycloalkyls and fused bicyclic cycloalkyls. Without limitation, bicyclic cycloalkyls include octahydro-indenyl, decahydro-naphthyl, bicyclo[3.2.1]octyl, bicyclo[2.2.2]octyl, bicyclo[3.3.1]nonyl, bicyclo[3.3.2.]decyl, bicyclo[2.2.2]octyl, bicycle[2.2.1]heptanyl, bicycle[3.1.1]heptanyl, or the like. Without limitation, multicyclic groups include adamantyl, cubyl, norbornyl, or the like. Cycloalkyl rings can be optionally substituted at any chemically viable ring position.

[0026] As used herein, a "cycloalkenyl" group refers to a partially unsaturated carbocyclic mono-, bi-, or tri-, or multicyclic (fused or bridged) ring of 3-10 (e.g., 5-10) carbon atoms. Without limitation, examples of monocyclic cycloalkenyl groups include cyclopropenyl, cyclobutenyl, cyclopentenyl, cyclohexenyl, cycloheptenyl, or the like. Without limitation, bicyclic cycloalkenyl groups include, for example, bicyclo[3.2.1]octenyl, bicyclo[2.2.2]octenyl, bicyclo[3.3.1]nonenyl, bicyclo[3.3.2.]decenyl, bicycle[2.2.1]heptenyl, or bicycle[3.1.1]heptenyl.

[0027] As used herein, the term "heterocycloaliphatic" and "heterocyclic" encompasses a heterocycloalkyl group and a heterocycloalkenyl group. Heterocycloaliphatic groups include 3-10 membered monocyclic ring structures having 1-3 heteroatoms. Heterocycloaliphatic groups also include 5-10 membered bicyclic heterocycloaliphatics (i.e., bicycloheterocycloaliphatics). Bicycloheteroaliphatic groups include bridged bicyclic structures, and fused bicyclic structures. Fused bicyclic structures can include a monocyclic

heterocycloaliphatic fused to a monocyclic cycloaliphatic ring or a monocyclic heterocycloaliphatic ring.

[0028] As used herein, a “heterocycloalkyl” group refers to a 3-10 membered mono or bicyclic (fused or bridged) (e.g., 5 to 10 membered mono or bicyclic) saturated ring structure, in which one or more of the ring atoms is a heteroatom (e.g., N, O, S, or combinations thereof). Bicyclic heterocycloalkyls include bridged and fused bicyclic heterocycloalkyls. Non-limiting examples of heterocycloalkyls include optionally substituted piperidinyl, piperazinyl, tetrahydropyranyl, tetrahydrofuranyl, 1,4-dioxolanyl, 1,4-dithianyl, 1,3-dioxolanyl, oxazolidyl, isoxazolidyl, morpholinyl, thiomorpholinyl, octahydro-benzofuranyl, octahydro-chromenyl, octahydro-thiochromenyl, octahydro-indolyl, octahydro-pyrindinyl, decahydro-quinolinyl, octahydro-benzo[*b*]thiophenyl, 2-oxa-bicyclo[2.2.2]octyl, 1-aza-bicyclo[2.2.2]octyl, 3-aza-bicyclo[3.2.1]octanyl, 2,6-dioxa-tricyclo[3.3.1.0^{3,7}]nonyl, or tropane. A monocyclic heterocycloalkyl group may be fused with a phenyl moiety such as tetrahydroisoquinoline. Heterocycloalkyl ring structures can be optionally substituted at any chemically viable position on the ring or rings.

[0029] A heterocycloalkyl group can be substituted at any chemically feasible position. Heterocycloalkyl substituents, without limitation, include halo, hydroxy, cyano, alkoxy, alkoxycarbonyl, aliphatic (e.g., alkyl, alkenyl, or alkynyl), cycloaliphatic, heterocycloaliphatic, aryl, heteroaryl, heterocycloaliphatic, arylcarbonyl, combinations thereof, or the like.

[0030] A “heterocycloalkenyl” group, as used herein, refers to a mono- or bicyclic (e.g., 5- to 10-membered mono- or bicyclic) non-aromatic ring structure having one or more double bonds, and wherein one or more of the ring atoms is a heteroatom (e.g., N, O, or S). Bicyclic heterocycloalkenyls include bridged and fused bicyclic heterocycloalkenyls. Examples of heterocycloalkenyls include 2-pyrrolyl, 3-pyrrolyl, 2-imidazolyl, or 2-pyrazolyl. Monocyclic heterocycloaliphatics are numbered according to standard chemical nomenclature. Heterocycloalkenyl substituents, without limitation, include halo, hydroxy, cyano, alkoxy, alkoxycarbonyl, aliphatic (e.g., alkyl, alkenyl, or alkynyl), cycloaliphatic, heterocycloaliphatic, aryl, heteroaryl, heterocycloaliphatic, arylcarbonyl, combinations thereof, or the like.

[0031] A “heteroaryl” group, as used herein, refers to a monocyclic, bicyclic, or tricyclic ring systems having 4 to 15 ring atoms wherein one or more of the ring atoms is a heteroatom (e.g., N, O, S, or combinations thereof) and wherein one or more rings of the bicyclic or tricyclic ring structure is aromatic. A heteroaryl group includes a benzofused ring system having 2 to 3 rings. For example, a benzofused group includes benzo fused with one or two

C₄₋₈ heterocyclic moieties (e.g., indolizyl, indolyl, isoindolyl, 3H-indolyl, indolinyl, benzo[*b*]furyl, benzo[*b*]thiophenyl, quinolinyl, or isoquinolinyl). Some examples of heteroaryl are azetidyl, pyridinyl, 1H-indazolyl, furyl, pyrrolyl, thienyl, thiazolyl, oxazolyl, imidazolyl, tetrazolyl, benzofuryl, isoquinolinyl, benzthiazolyl, xanthene, thioxanthene, phenothiazine, dihydroindole, benzo[1,3]dioxole, benzo[*b*]furyl, benzo[*b*]thiophenyl, indazolyl, benzimidazolyl, benzthiazolyl, puryl, cinnolinyl, quinolinyl, cinnolinyl, phthalazyl, quinazolinyl, quinoxalinyl, isoquinolinyl, 4H-quinolizyl, benzo-1,2,5-thiadiazolyl, or 1,8-naphthyridyl. A heteroaryl can be optionally substituted at any chemically feasible position.

[0032] Without limitation, monocyclic heteroaryls include furyl, thiophenyl, 2H-pyrrolyl, pyrrolyl, oxazolyl, thiazolyl, imidazolyl, pyrazolyl, isoxazolyl, isothiazolyl, 1,3,4-thiadiazolyl, 2H-pyranyl, 4-H-pyranyl, pyridinyl, pyridazinyl, pyrimidyl, pyrazolyl, pyrazyl, or 1,3,5-triazyl.

[0033] Without limitation, bicyclic heteroaryls include indolizyl, indolyl, isoindolyl, 3H-indolyl, indolinyl, benzo[*b*]furyl, benzo[*b*]thiophenyl, quinolinyl, isoquinolinyl, indolizyl, isoindolyl, indazolyl, benzimidazolyl, benzthiazolyl, purinyl, 4H-quinolizyl, quinolinyl, isoquinolinyl, cinnolinyl, phthalazyl, quinazolinyl, quinoxalinyl, 1,8-naphthyridyl, or pteridyl.

[0034] Without limitation, a heteroaryl can be substituted with halo, hydroxy, cyano, aliphatic, cycloaliphatic, heterocycloaliphatic, aryl, heteroaryl, arylcarbonyl, arylcarbonylamino, aliphaticaminocarbonyl, alkoxy, combinations thereof, or the like.

[0035] A “heteroaraliphatic” group, as used herein, refers to an aliphatic group (e.g., C₁₋₄ alkyl group, C₁₋₄ alkenyl group, or C₁₋₄ alkynyl group) that is substituted with a heteroaryl group. Both “aliphatic” and “heteroaryl” have been defined above.

[0036] A “heteroaralkyl” group, as used herein, refers to an alkyl group (e.g., a C₁₋₄ alkyl group) that is substituted with a heteroaryl group. Both “alkyl” and “heteroaryl” have been defined above.

[0037] As used herein, “cyclic group” includes mono-, bi-, and tri-cyclic structures including cycloaliphatic, heterocycloaliphatic, aryl, or heteroaryl, each of which has been previously defined.

[0038] As used herein, an “acyl” group refers to a formyl group or alkyl-C(=O)- (also referred to as “alkylcarbonyl”) where “alkyl” has been defined previously. Acetyl and pivaloyl are examples of acyl groups.

[0039] As used herein, a “carbonyl” group, when used alone or as part of another structure refers to the structure -C(O)-.

- [0040] As used herein, a “carbamoyl” group refers to a group having the structure $-O-CO-NR^X R^Y$ or $-NR^X-CO-O-R^Z$ wherein R^X and R^Y have been defined above and R^Z can be alkyl, aryl, aralkyl, heterocycloalkyl, heteroaryl, or heteroaralkyl.
- [0041] As used herein, a “carboxy” and a “sulfo” group refer to $-C(O)OH$ or $-C(O)OR^X$ and $-SO_3H$ or $-SO_3R^X$, respectively.
- [0042] As used herein, an “alkoxy” group refers to an alkyl-O- group where “alkyl” has been defined previously. Moreover an alkoxy group includes structures comprising two alkoxy groups on the same atom or adjacent atoms that form a ring together with the atom(s) to which they are bound.
- [0043] As used herein, an “alkoxycarbonyl” group refers to the structure $-C(O)O$ -alkyl.
- [0044] As used herein, a “nitro” group refers to $-N^+(O)O^-$.
- [0045] As used herein, a “sulfoxy” group refers to $-O-SO-R^X$ or $-SO-O-R^X$, where R^X has been defined above.
- [0046] As used herein, a “mercapto” group refers to $-SH$.
- [0047] As used herein, a “sulfonyl” group refers to $-S(O)_2$ -.
- [0048] As used herein a “sulfinyl” group refers to $-S(O)$ -.
- [0049] As used herein a “sulfanyl” group refers to $-S$ -.
- [0050] As used herein, a “halogen” or “halo” group refers to fluorine, chlorine, bromine or iodine.
- [0051] As used herein, a “haloaliphatic” group refers to an aliphatic group substituted with 1-3 halogen. For instance, the term haloalkyl includes the group $-CF_3$.
- [0052] As used herein, a “sulfamoyl” group refers to the structure $-S(O)_2-NR^X R^Y$ or $-NR^X-S(O)_2-R^Z$ wherein R^X , R^Y , and R^Z have been defined above.
- [0053] As used herein, a “sulfamide” group refers to the structure $-NR^X-S(O)_2-NR^Y R^Z$ wherein R^X , R^Y , and R^Z have been defined above.
- [0054] As used herein, a “carbonylamino” group used alone or in connection with another group refers to an amido group such as $R^X-C(O)-NR^X$ -. For instance an alkylcarbonylamino includes $alkyl-C(O)-NR^X$ -, wherein R^X has been defined above.
- [0055] As used herein, a “aminocarbonyl” group used alone or in connection with another group refers to an amido group such as $N(R^X)_2-C(O)$ -.
- [0056] As used herein, an “alkoxycarbonyl” used alone or in connection with another group refers to a carbonyl group such as $alkyl-O-C(O)$ -.
- [0057] As used herein, an “alkoxyalkyl” refers to an alkyl group such as $alkyl-O-alkyl$ -, wherein alkyl has been defined above.
- [0058] As used herein, an “aminocarbonyl” refers to an amido group such as $-NR^X-C(O)$ -,

wherein R^X has been defined above.

[0059] As used herein, an “aminosulfonyl” refers to the structure $-N(R^X)_2-S(O)_2-$, wherein R^X has been defined above.

[0060] As used herein, an “oxo” refers to $=O$.

[0061] As used herein, an “aminoalkyl” refers to the structure $N(R^X)_2$ -alkyl-.

[0062] As used herein, a “cyanoalkyl” refers to the structure (CN)-alkyl-.

[0063] As used herein, an “alkylsulfonyl” group refers to the structure alkyl- $S(O)_2-$.

[0064] As used herein, a “sulfonylamino” group refers to the structure $R^X-S(O)_2-N(R^X)_2-$, wherein R^X has been defined above.

[0065] As used herein, an “imino” group refers to the functional group $=N-$ and covers the structure $=N-R^X$ and oximes having the structure $=N-OR^X$ wherein R^X is defined above.

[0066] As used herein, a “hydroxy” group refers to the structure $-OH$.

[0067] As used herein, a “guanidiny” group refers to the structure $NH_2C(NH)NH-$.

[0068] As used herein, an “aliphatic chain” refers to a branched or straight aliphatic group (e.g., alkyl groups, alkenyl groups, or alkynyl groups). A straight aliphatic chain has the structure $-[CH_2]_p-$, where p is 1-6. A branched aliphatic chain is a straight aliphatic chain that is substituted with one or more aliphatic groups. A branched aliphatic chain has the structure $-[CHW]_p-$ where W is hydrogen or an aliphatic group; however, W shall be an aliphatic group in at least one instance. The term aliphatic chain includes alkyl chains, alkenyl chains, and alkynyl chains, where alkyl, alkenyl, and alkynyl are defined above.

[0069] As used herein, a “urea” group refers to the structure $-NR^X-CO-NR^YR^Z$ and a “thiourea” group refers to the structure $-NR^X-CS-NR^YR^Z$. R^X , R^Y , and R^Z have been defined above.

[0070] In general, the term “vicinal” refers to the placement of substituents on a group that includes two or more carbon atoms, wherein the substituents are attached to adjacent carbon atoms.

[0071] In general, the term “geminal” refers to the placement of substituents on a group that includes two or more carbon atoms, wherein the substituents are attached to the same carbon atom.

[0072] In general, the term “substituted,” whether preceded by the term “optionally” or not, refers to the replacement of hydrogen radicals in a given structure with the radical of a specified substituent. Specific substituents are described above in the definitions and below in the description of compounds and examples thereof. Unless otherwise indicated, an optionally substituted group may have a substituent at each substitutable position of the group, and when more than one position in any given structure may be substituted with more

than one substituent selected from a specified group, the substituent may be either the same or different at every position. A ring substituent, such as a heterocycloalkyl, may be bound to another ring, such as a cycloalkyl, to form a spiro-bicyclic ring system, e.g., both rings share one common atom. As one of ordinary skill in the art will recognize, combinations of substituents envisioned by this invention are those combinations that result in the formation of stable or chemically feasible compounds.

[0073] The phrase “stable or chemically feasible,” as used herein, refers to compounds that are not substantially altered when subjected to conditions to allow for their production, detection, and preferably their recovery, purification, and use for one or more of the purposes disclosed herein. In some embodiments, a stable compound or chemically feasible compound is one that is not substantially altered when kept at a temperature of 40 °C or less, in the absence of moisture or other chemically reactive conditions, for at least a week.

[0074] As used herein, an effective amount is defined as the amount required to confer a therapeutic effect on the treated patient, and is typically determined based on age, surface area, weight, and condition of the patient. The interrelationship of dosages for animals and humans (based on milligrams per meter squared of body surface) is described by Freireich et al., *Cancer Chemother. Rep.*, 50: 219 (1966). Body surface area may be approximately determined from height and weight of the patient. See, e.g., Scientific Tables, Geigy Pharmaceuticals, Ardsley, New York, 537 (1970). As used herein, “patient” refers to a mammal, including a human.

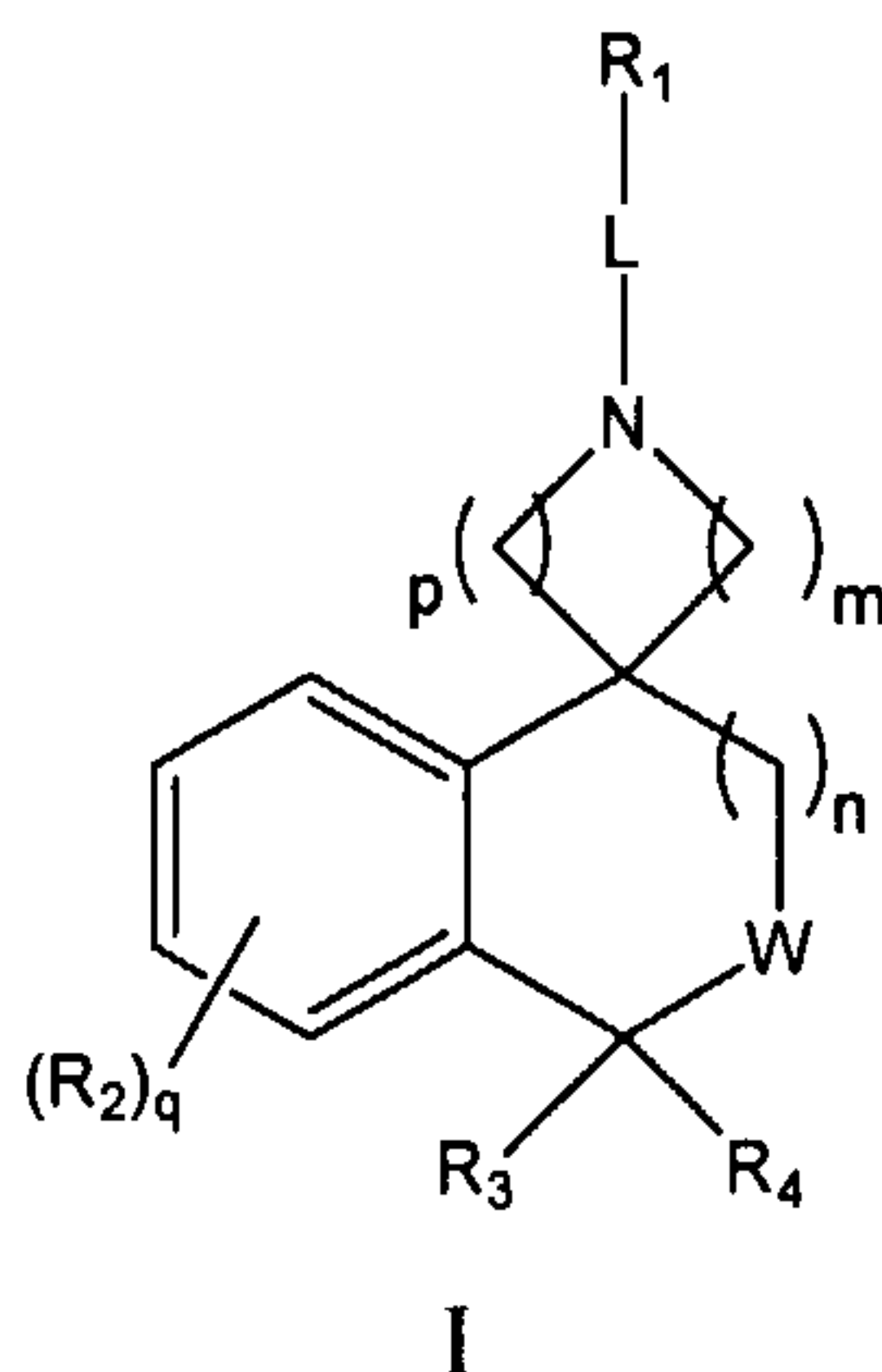
[0075] As used herein, “patient” refers to a mammal, including a human.

[0076] Unless otherwise stated, structures depicted herein are also meant to include all isomeric (e.g., enantiomeric, diastereomeric, and geometric (or conformational)) forms of the structure; for example, the R and S configurations for each asymmetric center, (Z) and (E) double bond isomers, and (Z) and (E) conformational isomers. Therefore, single stereochemical isomers as well as enantiomeric, diastereomeric, and geometric (or conformational) mixtures of the present compounds are within the scope of the invention. Unless otherwise stated, all tautomeric forms of the compounds of the invention are within the scope of the invention. Additionally, unless otherwise stated, structures depicted herein are also meant to include compounds that differ only in the presence of one or more isotopically enriched atoms. For example, compounds having the present structures except for the replacement of hydrogen by deuterium or tritium, or the replacement of a carbon by a ¹³C- or ¹⁴C-enriched carbon are within the scope of this invention. Such compounds are useful, for example, as analytical tools or probes in biological assays.

II. Compounds:

A. Generic Compounds

[0077] The present invention provides methods of modulating the activity of a muscarinic receptor comprising the step of contacting said receptor with a compound of formula I:



or a pharmaceutically acceptable salt thereof.

[0078] R_1 is cycloaliphatic, heterocycloaliphatic, aryl, or heteroaryl, each of which is optionally substituted with 1-3 of R_5 , or R_1 is hydrogen.

[0079] Each R_5 is independently =O or $-Z^A R_6$, wherein each Z^A is independently a bond or an optionally substituted branched or straight C_{1-6} aliphatic chain wherein up to two carbon units of Z^A are optionally and independently replaced by $-CO-$, $-CS-$, $-CONR^A-$, $-CONR^A NR^A-$, $-CO_2-$,

$-OCO-$, $-NR^A CO_2-$, $-O-$, $-NR^A CONR^A-$, $-OCONR^A-$, $-NR^A NR^A-$, $-NR^A CO-$, $-S-$, $-SO-$, $-SO_2-$, $-NR^A-$, $-SO_2 NR^A-$, $-NR^A SO_2-$, or $-NR^A SO_2 NR^A$.

[0080] R_6 is independently R^A , halo, $-OH$, $-NH_2$, $-NO_2$, $-CN$, $=NR^A$, $=NOR^A$, or $-OCF_3$.

[0081] Each R^A is independently hydrogen, an optionally substituted C_{1-8} aliphatic group, an optionally substituted cycloaliphatic, an optionally substituted heterocycloaliphatic, an optionally substituted aryl, or an optionally substituted heteroaryl.

[0082] Each R_2 is $-Z^B R_7$, wherein each Z^B is independently a bond or an optionally substituted branched or straight C_{1-4} aliphatic chain wherein up to two carbon units of Z^B are optionally and independently replaced by $-CO-$, $-CS-$, $-CONR^B-$, $-CONR^B NR^B-$, $-CO_2-$, $-OCO-$, $-NR^B CO_2-$, $-O-$, $-NR^B CONR^B-$, $-OCONR^B-$, $-NR^B NR^B-$, $-NR^B CO-$, $-S-$, $-SO-$, $-SO_2-$, $-NR^B-$, $-SO_2 NR^B-$, $-NR^B SO_2-$, or $-NR^B SO_2 NR^B$.

[0083] Each R_7 is independently R^B , halo, $-OH$, $-CN$, $-NH_2$, $-NO_2$, or $-OCF_3$.

[0084] Each R^B is independently hydrogen, an optionally substituted C_{1-8} aliphatic group, an optionally substituted cycloaliphatic, an optionally substituted heterocycloaliphatic, an optionally substituted aryl, or an optionally substituted heteroaryl.

[0085] R_3 and R_4 are each independently $-Z^C R_8$, wherein each Z^C is independently a bond or

an optionally substituted branched or straight C₁₋₄ aliphatic chain wherein up to two carbon units of Z^C are optionally and independently replaced by -CO-, -CS-, -CONR^C-, -CONR^CNR^C-, -CO₂-, -OCO-, -NR^CCO₂-, -O-, -NR^CCONR^C-, -OCONR^C-, -NR^CNR^C-, -NR^CCO-, -S-, -SO-, -SO₂-, -NR^C-, -SO₂NR^C-, -NR^CSO₂-, or -NR^CSO₂NR^C. Alternatively, R₃ and R₄ together form an oxo group.

[0086] Each R₈ is independently R^C, halo, -OH, -CN, or -OCF₃.

[0087] Each R^C is independently hydrogen, an optionally substituted C₁₋₈ aliphatic group; an optionally substituted cycloaliphatic, an optionally substituted heterocycloaliphatic, an optionally substituted aryl, or an optionally substituted heteroaryl.

[0088] W is -NR₉- or -O-.

[0089] R₉ is -Z^DR₁₀, wherein each Z^D is independently a bond or an optionally substituted branched or straight C₁₋₄ aliphatic chain wherein up to two carbon units of Z^D are optionally and independently replaced by -CO-, -CS-, -CONR^D-, -CONR^DNR^D-, -CO₂-, -OCO-, -NR^DCO₂-, -O-, -NR^DCONR^D-, -OCONR^D-, -NR^DNR^D-, -NR^DCO-, -S-, -SO-, -SO₂-, -NR^D-, -SO₂NR^D-, -NR^DSO₂-, or -NR^DSO₂NR^D.

[0090] Each R₁₀ is independently R^D, halo, -OH, -CN, or -OCF₃.

[0091] Each R^D is independently hydrogen, an optionally substituted C₁₋₈ aliphatic group; an optionally substituted cycloaliphatic, an optionally substituted heterocycloaliphatic, an optionally substituted aryl, or an optionally substituted heteroaryl.

[0092] m is 0-3, p is 0-3, and m + p is 3, 4, 5, or 6.

[0093] n is 0-2.

[0094] q is 0-4.

[0095] L is Z^A.

1. The -L-R₁ Group:

1a. Substituent R₁:

[0096] R₁ is a cycloaliphatic, heterocycloaliphatic, aryl, or heteroaryl, each of which is optionally substituted with 1-3 of R₅, or R₁ is hydrogen. Each R₅ is =O or -Z^AR₆, wherein each Z^A is independently a bond or an optionally substituted branched or straight C₁₋₆ aliphatic chain wherein up to two carbon units of Z^A are optionally and independently replaced by -CO-, -CS-, -CONR^A-, -CONR^ANR^A-, -CO₂-, -OCO-, -NR^ACO₂-, -O-, -NR^ACONR^A-, -OCONR^A-, -NR^ANR^A-, -NR^ACO-, -S-, -SO-, -SO₂-, -NR^A-, -SO₂NR^A-, -NR^ASO₂-, or -NR^ASO₂NR^A. Each R₆ is independently R^A, halo, -OH, -NH₂, -NO₂, -CN, =NR^A, =NOR^A, or -OCF₃. Each R^A is hydrogen, an optionally substituted C₁₋₈ aliphatic

group, an optionally substituted cycloaliphatic, an optionally substituted heterocycloaliphatic, an optionally substituted aryl, or an optionally substituted heteroaryl.

[0097] In several embodiments, R₁ is an optionally substituted cycloaliphatic. For example, R₁ is a monocyclic cycloaliphatic optionally substituted with 1-3 of R₅. In some instances, R₁ is a cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, cycloheptyl, or cyclooctyl, each of which is optionally substituted with 1-3 of R₅. In other embodiments, R₁ is a cyclopropenyl, cyclobutenyl, cyclopentenyl, cyclohexenyl, cycloheptenyl, or cyclooctenyl, each of which is optionally substituted with 1-3 of R₅. In several embodiments, R₁ is optionally substituted with 1-3 of halo, hydroxy, cyano, nitro, oxo, or optionally substituted alkoxy, optionally substituted alkoxyimino, optionally substituted alkylcarbonyl, optionally substituted aliphatic, optionally substituted cycloaliphatic, optionally substituted heterocycloaliphatic, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted aralkoxyimino, optionally substituted aryloxyimino, optionally substituted arylcarbonyloxy, or combinations thereof.

[0098] In several embodiments, R₁ is a bicyclic (e.g., fused or bridged) cycloaliphatic that is optionally substituted with 1-3 of R₅. In several examples, R₁ is a bridged bicycloalkyl or a bridged bicycloalkenyl, each of which is optionally substituted with 1-3 of R₅. For example, R₁ is a bicyclo[1.1.1]pentyl, bicyclo[2.1.1]hexyl, bicyclo[2.2.1]heptyl, bicyclo[3.1.1]heptyl, bicyclo[2.2.2]octyl, bicyclo[3.2.1]octyl, bicyclo[3.3.1]nonyl, or bicyclo[3.3.3]undecyl, each of which is optionally substituted with 1-3 of halo, hydroxy, optionally substituted aliphatic, optionally substituted alkoxy, optionally substituted alkoxy, optionally substituted alkoxy, or combinations thereof. In other examples, R₁ is a bicyclo[1.1.1]pentenyl, bicyclo[2.1.1]hexenyl, bicyclo[2.2.1]heptenyl, bicyclo[3.1.1]heptenyl, bicyclo[2.2.2]octenyl, bicyclo[3.2.1]octenyl, bicyclo[3.3.1]nonenyl, or bicyclo[3.3.3]undecenyl, each of which is optionally substituted with 1-3 of halo, hydroxy, optionally substituted aliphatic, optionally substituted alkoxy, optionally substituted alkoxy, or combinations thereof.

[0099] In several examples, R₁ is an optionally substituted tricyclic cycloaliphatic. For example, R₁ is an optionally substituted adamantyl.

[00100] In several embodiments, R₁ is an optionally substituted heterocycloaliphatic. For example, R₁ is a monocyclic heterocycloaliphatic optionally substituted with 1-3 of R₅. In several embodiments, R₁ is tetrahydrofuranyl, tetrahydrothiophenyl, 1,3-dioxolanyl, tetrahydrooxazolyl, pyrrolidinyl, imidazolidinyl, pyrazolidinyl, tetrahydropyran, piperidinyl, piperazinyl, tetrahydro-2H-thiopyran, piperazinyl, 1,2,3-triazolidinyl, dioxanyl, oxazolidinyl, morpholinyl, thiepanyl, dithianyl, octahydropyran, trithianyl,

thiomorpholinyl, hexahydropyrimidinyl, hexahydropyridazinyl, or thiocanyl each of which is optionally substituted with 1-3 of halo, hydroxy, cyano, optionally substituted aliphatic, optionally substituted cycloaliphatic, optionally substituted heterocycloaliphatic, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted alkoxy carbonyl, optionally substituted (cycloalkyl)oxycarbonyl, optionally substituted alkylaminocarbonyl, optionally substituted (heterocycloalkyl)oxycarbonyl, optionally substituted aryl carbonyl, optionally substituted (alkoxy)alkoxy carbonyl, or combinations thereof.

[00101] In several examples, R₁ is a bicyclic (e.g., bridged or fused) heterocycloaliphatic that is optionally substituted with 1-3 of R₅. For example, R₁ is a bridged bicycloheteroaliphatic optionally substituted with 1-3 of R₅. For example, R₁ is a 2-azabicyclo[1.1.1]pentyl, 5-azabicyclo[2.1.1]hexyl, 7-azabicyclo[2.2.1]heptyl, 6-azabicyclo[3.1.1]heptyl, 2-azabicyclo[2.2.2]octyl, 8-azabicyclo[3.2.1]octyl, or 9-azabicyclo[3.3.1]nonyl, each of which is optionally substituted with 1-3 of hydrogen, halo, hydroxy, cyano, optionally substituted aliphatic, optionally substituted cycloaliphatic, optionally substituted heterocycloaliphatic, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted alkoxy carbonyl, (cycloalkyloxy)carbonyl, (heterocycloalkyloxy)carbonyl, (alkoxy)alkoxy carbonyl, (alkynyloxy)carbonyl, or combinations thereof.

[00102] In several embodiments, R₁ is an aryl optionally substituted with 1-3 of R₅. For example, R₁ is phenyl or a bicyclic aryl, each of which is optionally substituted with 1-3 of R₅. For example, R₁ is phenyl that is optionally substituted with 1-3 of halo, hydroxy, cyano, nitro, optionally substituted aliphatic, optionally substituted cycloaliphatic, optionally substituted heterocycloaliphatic, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted alkoxy carbonyl, (aliphatic)carbonyl, or combinations thereof. In other examples, R₁ is naphthyl, indenyl, 2,3-dihydro-1H-indenyl, 1,2,3,4-tetrahydronaphthalene, each of which is optionally substituted with 1-3 of halo, hydroxy, cyano, nitro, optionally substituted aliphatic, optionally substituted cycloaliphatic, optionally substituted heterocycloaliphatic, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted alkoxy carbonyl, (aliphatic)carbonyl, or combinations thereof.

[00103] In several embodiments, R₁ is a heteroaryl optionally substituted with 1-3 of R₅. For example, R₁ is a monocyclic heteroaryl or a bicyclic heteroaryl, each of which is optionally substituted with 1-3 of R₅. In several examples, R₁ is furyl, thiophenyl, 2H-pyrrolyl, 1H-pyrrolyl, oxazolyl, isoxazolyl, thiazolyl, imidazolyl, pyrazolyl, isoxazolyl, isothiazolyl, 1,3,4-thiadiazolyl, 2H-pyranyl, 4-H-pyranyl, pyridinyl, pyridazinyl, pyrimidyl, pyrazolyl, pyrazyl, 1,2,5-oxadiazolyl, 1,2,3-thiadiazolyl, or 1,3,5-triazinyl, each of which is optionally substituted with 1-3 of halo, hydroxy, cyano, nitro, optionally substituted aliphatic, optionally

substituted alkoxy, optionally substituted (alkylcarbonyl)amino, or combinations thereof. In other examples, R₁ is benzo[b]thiophenyl, benzofuranyl, indolyl, 3H-indolyl, isoindolyl, indoliny, 1H-indazolyl, benzimidazolyl, benzthiazolyl, quinoliny, cinnoliny, phthalazinyl, or quinazoliny, each of which is optionally substituted with 1-3 of halo, hydroxy, cyano, nitro, optionally substituted aliphatic, optionally substituted alkoxy, optionally substituted (alkylcarbonyl)amino, or combinations thereof.

[00104] In several embodiments, R₁ is hydrogen, optionally substituted aliphatic, optionally substituted (alkylsulfinyl)alkyl, optionally substituted alkoxyalkyl, or (alkylcarbonyl)alkyl.

1b. Linking Group L:

[00105] L is Z^A wherein each Z^A is independently a bond or an optionally substituted branched or straight C₁₋₆ aliphatic chain wherein up to two carbon units of Z^A are optionally and independently replaced by -CO-, -CS-, -CONR^A-, -CONR^ANR^A-, -CO₂-, -OCO-, -NR^ACO₂-, -O-, -NR^ACONR^A-, -OCONR^A-, -NR^ANR^A-, -NR^ACO-, -S-, -SO-, -SO₂-, -NR^A-, -SO₂NR^A-, -NR^ASO₂-, or -NR^ASO₂NR^A. Each R^A is independently hydrogen, an optionally substituted C₁₋₈ aliphatic group, an optionally substituted cycloaliphatic, an optionally substituted heterocycloaliphatic, an optionally substituted aryl, or an optionally substituted heteroaryl. In several embodiments, L is a bond, an optionally substituted methylene group, or an optionally substituted ethylene group.

1c. -L-R₁ Group:

[00106] In several embodiments, -L-R₁ is one selected from: hydrogen; cyclohexylmethyl-; bicyclo[2.2.1]hept-2-yl-; (bicyclo[2.2.1]hept-2-yl)methyl-; bicyclo[3.2.1]octan-3-yl-; 8-aza-8-ethoxycarbonylbicyclo[3.2.1]octan-3-yl-; 4-propylcyclohexyl-; tetrahydropyran-4-yl-; 1-ethoxycarbonylpiperidin-4-yl-; benzofuran-2-yl-; (benzothiophene-2-yl)methyl-; 1,2-dihydroindan-2-yl-; cyclohexyl-; 8-aza-8-methoxycarbonylbicyclo[3.2.1]octan-3-yl-; 8-aza-8-(1-methylethoxy)carbonylbicyclo[3.2.1]octan-3-yl-; 8-aza-8-(tetrahydrofuran-3-yloxy)carbonylbicyclo[3.2.1]octan-3-yl-; (1-methoxycarbonylpiperidin-4-yl)methyl-; (1-ethoxycarbonylpiperidin-4-yl)methyl-; (1-(1-methyl)ethoxycarbonylpiperidin-4-yl)methyl-; (1-cyclobutoxycarbonylpiperidin-4-yl)methyl-; (1-cyclopentoxycarbonylpiperidin-4-yl)methyl-; (1-(tetrahydrofuran-3-yloxy)carbonylpiperidin-4-yl)methyl-; (1-(2-methoxy)ethoxycarbonylpiperidin-4-yl)methyl-; 8-aza-8-propoxycarbonylbicyclo[3.2.1]octan-3-yl-; 8-aza-8-butoxycarbonylbicyclo[3.2.1]octan-3-yl-; 8-aza-8-(2-methoxy)ethoxycarbonylbicyclo[3.2.1]octan-3-yl-; 8-aza-8-(1-methyl)ethoxycarbonylbicyclo[3.2.1]octan-3-yl-; 1-propoxycarbonylpiperidin-4-yl-; 1-(tetrahydrofuran-3-yloxy)carbonylpiperidin-4-yl-; 1-(2-methoxy)ethoxycarbonylpiperidin-4-yl-; 1-(1,1-dimethyl)ethoxycarbonylpiperidin-4-yl-; (1-ethoxycarbonylpyrrolidin-3-

yl)methyl-; (1-ethoxycarbonyl-4-methylpiperidin-4-yl)methyl-; 8-aza-8-(3-propargyloxy)carbonylbicyclo[3.2.1]octan-6-yl-; 8-azabicyclo[3.2.1]octan-3-yl-; (1-methoxycarbonylazetid-3-yl)methyl-; 4-methoxybenzyl-; 3-methoxybenzyl-; 2-methoxybenzyl-; 4-ethoxybenzyl-; 1,2-dihydrobenzofuran-5-yl-; 3-fluoro-4-methoxybenzyl-; 4-fluorobenzyl-; 3-fluorobenzyl-; 2-fluorobenzyl-; 2,4-difluorobenzyl-; pyridine-4-ylmethyl-; pyridine-3-ylmethyl-; pyridine-2-ylmethyl-; 4-acetylbenzyl-; 1,4-dioxaspiro[4.5]decan-8-yl-; 4-oxocyclohexyl-; 4-carbethoxycyclohexyl-; 6-methoxypyridin-3-yl-; 3-acetoxybenzyl-; 4-propionoxybenzyl-; 4-acetoxybenzyl-; 4-(1-hydroxyethyl)benzyl-; bicyclo[2.2.2]octan-2-yl-; tetrahydrothiopyran-4-yl-; bicyclo[2.2.1]heptan-2-yl-; cycloheptyl-; bicyclo[3.3.1]nonan-9-yl-; 2-adamantyl-; 2-chlorobenzyl-; 2-cyanobenzyl-; 2-hydroxybenzyl-; 2-methoxycarbonylbenzyl-; 2-fluoro-5-methylbenzyl-; (6-methylpyridin-2-yl)methyl-; 2,6-dimethoxybenzyl-; 2-methoxyethyl-; 2-ethoxyethyl-; (tetrahydropyran-2-yl)methyl-; 2-oxobutyl-; 2-oxopropyl-; (tetrahydropyran-3-yl)methyl-; (thiazol-2-yl)methyl-; (3-methylthiophene-2-yl)methyl-; (4,5-dimethylfuran-2-yl)methyl-; (2,4-dimethylthiophene-5-yl)methyl-; furan-3-ylmethyl-; (3,6,6-trimethylcyclohexa-1,3-diene-2-yl)methyl-; (1,3-dimethylcyclohexene-4-yl)methyl-; (2,2-dimethylbicyclo[3.1.1]hept-5-ene-5-yl)methyl-; 4-ethoxyiminocyclohexyl-; 3,3-dimethylbutyl-; 1-benzoylpiperidin-4-yl-; 2-(tetrahydrothiopyran-4-yl)ethyl-; tetrahydrofuran-3-ylmethyl-; 1-(pyrazine-2-yl)piperidine-4-yl-; 1-(thiazole-2-yl)piperidine-4-yl-; 2-aza-3-methyl-1-oxaspiro[4.5]dec-2-ene-8-yl-; 1-(3-methyl-1,2,4-thiadiazole-5-yl)piperidine-4-yl-; 1-(3,6-dimethylpiperazine-2-yl)piperidine-4-yl-; 1-(2-fluorophenyl)piperidine-4-yl-; 1-(3-fluorophenyl)piperidine-4-yl-; 1-(4-fluorophenyl)piperidine-4-yl-; 1-(2-methoxyphenyl)piperidine-4-yl-; 1-(3-methoxyphenyl)piperidine-4-yl-; 1-(4-methoxyphenyl)piperidine-4-yl-; 1-(5-fluoro-2-methoxyphenyl)piperidine-4-yl-; 1-(pyrimidine-2-yl)piperidine-4-yl-; 1-(pyrimidine-5-yl)piperidine-4-yl-; (1-(pyrazine-2-yl)pyrrolidine-3-yl)methyl-; (1-(thiazole-2-yl)pyrrolidine-3-yl)methyl-; 1-(pyridine-2-yl)piperidine-4-yl-; 1-(pyridine-3-yl)piperidine-4-yl-; 1-(thiophene-3-yl)piperidine-4-yl-; and 3-methylsulfanylbutyl-.

2. Substituent R₂:

[00107] Each R₂ is -Z^BR₇, wherein each Z^B is independently a bond or an optionally substituted branched or straight C₁₋₄ aliphatic chain wherein up to two carbon units of Z^B are optionally and independently replaced by -CO-, -CS-, -CONR^B-, -CONR^BNR^B-, -CO₂-, -OCO-, -O-, -OCONR^B-, -S-, -SO-, -SO₂-, or -SO₂NR^B-. Each R₇ is independently R^B, halo, -OH, -CN, -NH₂, -NO₂, or -OCF₃. Each R^B is hydrogen, an optionally substituted C₁₋₈ aliphatic group, an optionally substituted cycloaliphatic, an optionally substituted heterocycloaliphatic, an optionally substituted aryl, an optionally substituted heteroaryl.

[00108] In several embodiments, R₂ is an optionally substituted cycloaliphatic. For example, R₂ is a monocyclic cycloaliphatic optionally substituted with 1-3 of R₇. In some instances, R₂ is a cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, cycloheptyl, or cyclooctyl, each of which is optionally substituted with 1-3 of R₇. In other embodiments, R₂ is a cyclopropenyl, cyclobutenyl, cyclopentenyl, cyclohexenyl, cycloheptenyl, or cyclooctenyl, each of which is optionally substituted with 1-3 of R₇. In several embodiments, R₂ is optionally substituted with 1-3 of halo, hydroxy, cyano, nitro, oxo, or optionally substituted alkoxy, optionally substituted alkoxyimino, optionally substituted alkylcarbonyl, optionally substituted aliphatic, optionally substituted cycloaliphatic, optionally substituted heterocycloaliphatic, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted aralkyloxyimino, optionally substituted aryloxyimino, optionally substituted arylcarbonyloxy, or combinations thereof.

[00109] In several embodiments, R₂ is a bicyclic (e.g., fused or bridged) cycloaliphatic that is optionally substituted with 1-3 of R₇. In several examples, R₂ is a bridged bicycloalkyl or a bridged bicycloalkenyl, each of which is optionally substituted with 1-3 of R₇. For example, R₂ is a bicyclo[1.1.1]pentyl, bicyclo[2.1.1]hexyl, bicyclo[2.2.1]heptyl, bicyclo[3.1.1]heptyl, bicyclo[2.2.2]octyl, bicyclo[3.2.1]octyl, bicyclo[3.3.1]nonyl, or bicyclo[3.3.3]undecyl, each of which is optionally substituted with 1-3 of halo, hydroxy, or optionally substituted aliphatic, optionally substituted alkoxy, optionally substituted alkoxy, optionally substituted alkoxy, or combinations thereof. In other examples, R₂ is a bicyclo[1.1.1]pentenyl, bicyclo[2.1.1]hexenyl, bicyclo[2.2.1]heptenyl, bicyclo[3.1.1]heptenyl, bicyclo[2.2.2]octenyl, bicyclo[3.2.1]octenyl, bicyclo[3.3.1]nonenyl, or bicyclo[3.3.3]undecenyl, each of which is optionally substituted with 1-3 of halo, hydroxy, or optionally substituted aliphatic, optionally substituted alkoxy, optionally substituted alkoxy, or combinations thereof.

[00110] In several examples, R₂ is an optionally substituted tricyclic cycloaliphatic. For example, R₂ is an optionally substituted adamantyl.

[00111] In several embodiments, R₂ is an optionally substituted heterocycloaliphatic. For example, R₂ is a monocyclic heterocycloaliphatic optionally substituted with 1-3 of R₇. In several embodiments, R₂ is tetrahydrofuranyl, tetrahydrothiophenyl, 1,3-dioxolanyl, tetrahydrooxazolyl, pyrrolidinyl, imidazolidinyl, pyrazolidinyl, tetrahydropyran, piperidinyl, piperazinyl, tetrahydro-2H-thiopyran, piperazinyl, 1,2,3-triazolidinyl, dioxanyl, oxazolidinyl, morpholinyl, thiepanyl, dithianyl, octahydropyran, trithianyl, thiomorpholinyl, hexahydropyrimidinyl, hexahydropyridazinyl, or thiocaneryl each of which is optionally substituted with 1-3 of halo, hydroxy, cyano, optionally substituted aliphatic,

optionally substituted cycloaliphatic, optionally substituted heterocycloaliphatic, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted alkoxy carbonyl, optionally substituted (cycloalkyl)oxy carbonyl, optionally substituted alkylaminocarbonyl, optionally substituted (heterocycloalkyl)oxy carbonyl, optionally substituted aryl carbonyl, optionally substituted (alkoxy)alkoxy carbonyl, or combinations thereof.

[00112] In several examples, R₂ is a bicyclic heterocycloaliphatic that is optionally substituted with 1-3 of R₇. For example, R₂ is a bridged bicycloheteroaliphatic optionally substituted with 1-3 of R₇. For example, R₂ is a 2-azabicyclo[1.1.1]pentyl, 5-azabicyclo[2.1.1]hexyl, 7-azabicyclo[2.2.1]heptyl, 6-azabicyclo[3.1.1]heptyl, 2-azabicyclo[2.2.2]octyl, 8-azabicyclo[3.2.1]octyl, or 9-azabicyclo[3.3.1]nonyl, each of which is optionally substituted with 1-3 of hydrogen, halo, hydroxy, cyano, optionally substituted aliphatic, optionally substituted cycloaliphatic, optionally substituted heterocycloaliphatic, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted alkoxy carbonyl, (cycloalkyl)oxy carbonyl, (heterocycloalkoxy)carbonyl, (alkoxy)alkoxy carbonyl, or combinations thereof.

[00113] In several embodiments, R₂ is an aryl optionally substituted with 1-3 of R₇. For example, R₂ is phenyl or a bicyclic aryl, each of which is optionally substituted with 1-3 of R₇. For example, R₂ is phenyl that is optionally substituted with 1-3 of halo, hydroxy, cyano, nitro, optionally substituted aliphatic, optionally substituted cycloaliphatic, optionally substituted heterocycloaliphatic, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted alkoxy carbonyl, (aliphatic)carbonyl, or combinations thereof. In other examples, R₂ is naphthyl, indenyl, 2,3-dihydro-1H-indenyl, 1,2,3,4-tetrahydronaphthalene, each of which is optionally substituted with 1-3 of halo, hydroxy, cyano, nitro, optionally substituted aliphatic, optionally substituted cycloaliphatic, optionally substituted heterocycloaliphatic, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted alkoxy carbonyl, (aliphatic)carbonyl, or combinations thereof.

[00114] In several embodiments, R₂ is a heteroaryl optionally substituted with 1-3 of R₇. For example, R₂ is a monocyclic heteroaryl or a bicyclic heteroaryl, each of which is optionally substituted with 1-3 of R₇. In several examples, R₂ is furyl, thiophenyl, 2H-pyrrolyl, pyrrolyl, oxazolyl, isoxazolyl, thiazolyl, imidazolyl, pyrazolyl, isoxazolyl, isothiazolyl, 1,3,4-thiadiazolyl, 2H-pyranyl, 4-H-pyranyl, pyridinyl, pyridazinyl, pyrimidyl, pyrazolyl, pyrazyl, 1,2,5-oxadiazolyl, 1,2,3-thiadiazolyl, or 1,3,5-triazyl, each of which is optionally substituted with 1-3 of halo, hydroxy, cyano, nitro, optionally substituted aliphatic, optionally substituted alkoxy, optionally substituted (alkylcarbonyl)amino, or combinations thereof. In other examples, R₂ is benzo[b]thiophenyl, benzofuranyl, indolyl, 3H-indolyl, isoindolyl, indolinyl,

1H-indazolyl, benzimidazolyl, benzthiazolyl, quinolinyl, cinnolinyl, phthalazinyl, or quinazoliny, each of which is optionally substituted with 1-3 of halo, hydroxy, cyano, nitro, optionally substituted aliphatic, optionally substituted alkoxy, optionally substituted (alkylcarbonyl)amino, or combinations thereof.

[00115] In several embodiments, R₂ is hydrogen, optionally substituted aliphatic, optionally substituted (alkylsulfinyl)alkyl, optionally substituted alkoxyalkyl, or (alkylcarbonyl)alkyl. In several embodiments, R₂ is one selected from hydrogen, chloro, fluoro, methyl, and ethyl.

3. Substituents R₃ and R₄:

[00116] Each R₃ and R₄ is independently -Z^CR₈, wherein each Z^C is independently a bond or an optionally substituted branched or straight C₁₋₄ aliphatic chain wherein up to two carbon units of Z^C are optionally and independently replaced by -CO-, -CS-, -CONR^C-, -ONR^CNR^C-, -CO₂-, -OCO-, -NR^CCO₂-, -O-, -NR^CCONR^C-, -OCONR^C-, -NR^CNR^C-, -NR^CCO-, -S-, -SO-, -SO₂-, -NR^C-, -SO₂NR^C-, -NR^CSO₂-, or -NR^CSO₂NR^C. Alternatively, R₃ and R₄ together form an oxo group. Each R₈ is independently R^C, halo, -OH, -CN, or -OCF₃. Each R^C is independently hydrogen, an optionally substituted C₁₋₈ aliphatic group; an optionally substituted cycloaliphatic, an optionally substituted heterocycloaliphatic, an optionally substituted aryl, or an optionally substituted heteroaryl.

[00117] In several embodiments, R₃ or R₄ is an optionally substituted cycloaliphatic. For example, R₃ or R₄ is a monocyclic cycloaliphatic optionally substituted with 1-3 of R₈. In some instances, R₃ or R₄ is a cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, cycloheptyl, or cyclooctyl, each of which is optionally substituted with 1-3 of R₈. In other embodiments, R₃ or R₄ is a cyclopropenyl, cyclobutenyl, cyclopentenyl, cyclohexenyl, cycloheptenyl, or cyclooctenyl, each of which is optionally substituted with 1-3 of R₈. In several embodiments, R₃ or R₄ is optionally substituted with 1-3 of halo, hydroxy, cyano, nitro, oxo, or optionally substituted alkoxy carbonyl, optionally substituted alkoxyimino, optionally substituted alkylcarbonyl, optionally substituted aliphatic, optionally substituted cycloaliphatic, optionally substituted heterocycloaliphatic, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted aralkyloxyimino, optionally substituted aryloxyimino, optionally substituted arylcarbonyloxy, or combinations thereof.

[00118] In several embodiments, R₃ or R₄ is an optionally substituted heterocycloaliphatic. For example, R₃ or R₄ is a monocyclic heterocycloaliphatic optionally substituted with 1-3 of R₈. In several embodiments, R₃ or R₄ is tetrahydrofuranyl, tetrahydrothiophenyl, 1,3-dioxolanyl, tetrahydrooxazolyl, pyrrolidinyl, imidazolidinyl, pyrazolidinyl, tetrahydropyran, piperidinyl, piperazinyl, tetrahydro-2H-thiopyranyl, piperazinyl, 1,2,3-triazolidinyl, dioxanyl,

oxazolidinyl, morpholinyl, thiepanyl, dithianyl, octahydropyranyl, trithianyl, thiomorpholinyl, hexahydropyrimidinyl, hexahydropyridazinyl, or thiocaneryl each of which is optionally substituted with 1-3 of halo, hydroxy, cyano, optionally substituted aliphatic, optionally substituted cycloaliphatic, optionally substituted heterocycloaliphatic, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted alkoxy carbonyl, optionally substituted (cycloalkyl)oxycarbonyl, optionally substituted alkylaminocarbonyl, optionally substituted (heterocycloalkyl)oxycarbonyl, optionally substituted arylcarbonyl, optionally substituted (alkoxy)alkoxy carbonyl, or combinations thereof.

[00119] In several embodiments, R_3 or R_4 is an aryl optionally substituted with 1-3 of R_8 . For example, R_3 or R_4 is phenyl or a bicyclic aryl, each of which is optionally substituted with 1-3 of R_8 . For example, R_3 or R_4 is phenyl that is optionally substituted with 1-3 of halo, hydroxy, cyano, nitro, optionally substituted aliphatic, optionally substituted cycloaliphatic, optionally substituted heterocycloaliphatic, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted alkoxy carbonyl, (aliphatic)carbonyl, or combinations thereof.

[00120] In several embodiments, R_3 or R_4 is a heteroaryl optionally substituted with 1-3 of R_8 . For example, R_3 or R_4 is a monocyclic heteroaryl or a bicyclic heteroaryl, each of which is optionally substituted with 1-3 of R_8 . In several examples, R_3 or R_4 is furyl, thiophenyl, 2H-pyrrolyl, pyrrolyl, oxazolyl, isoxazolyl, thiazolyl, imidazolyl, pyrazolyl, isoxazolyl, isothiazolyl, 1,3,4-thiadiazolyl, 2H-pyranyl, 4-H-pyranyl, pyridinyl, pyridazinyl, pyrimidyl, pyrazolyl, pyrazyl, 1,2,5-oxadiazolyl, 1,2,3-thiadiazolyl, or 1,3,5-triazyl, each of which is optionally substituted with 1-3 of halo, hydroxy, cyano, nitro, optionally substituted aliphatic, optionally substituted alkoxy, optionally substituted (alkylcarbonyl)amino, or combinations thereof.

[00121] In several embodiments, R_3 or R_4 is hydrogen, hydroxy, cyano, or optionally substituted aliphatic. In several embodiments, R_3 or R_4 is selected from hydrogen, hydroxy, chloro, fluoro, methyl, and ethyl. In alternative embodiments, R_3 and R_4 together form an oxo group. In yet another embodiment, R_3 is H.

4. Group W:

[00122] W is $-NR_9-$ or $-O-$. R_9 is $-Z^D R_{10}$, wherein each Z^D is independently a bond or an optionally substituted branched or straight C_{1-4} aliphatic chain wherein up to two carbon units of Z^D are optionally and independently replaced by $-CO-$, $-CS-$, $-CONR^D-$, $-CONR^D NR^D-$, $-CO_2-$, $-OCO-$, $-NR^D CO_2-$, $-O-$, $-NR^D CONR^D-$, $-OCONR^D-$, $-NR^D NR^D-$, $-NR^D CO-$, $-S-$, $-SO-$, $-SO_2-$, $-NR^D-$, $-SO_2 NR^D-$, $-NR^D SO_2-$, or $-NR^D SO_2 NR^D$. Each R_{10} is independently R^D , halo, $-OH$, $-CN$, or $-OCF_3$. Each R^D is independently hydrogen, an optionally substituted C_{1-8}

aliphatic group; an optionally substituted cycloaliphatic, an optionally substituted heterocycloaliphatic, an optionally substituted aryl, or an optionally substituted heteroaryl.

[00123] In several embodiments, W is $-NR_9-$; R_9 is $-Z^D R_{10}$; Z^D is $-C(O)-$, $-SO_2-$, $-C(O)NR^D-$, $-SO_2NR^D-$, $-C(O)O-$, or $-OC(O)NR^D-$; and R_{10} is aliphatic, cycloaliphatic, heterocycloaliphatic, aryl, heteroaryl, alkoxy, (cycloaliphatic)oxy, or aryloxy, each of which is optionally substituted.

[00124] In several embodiments, W is $-NR_9-$; R_9 is $-Z^D R_{10}$; Z^D is $-C(O)-$, $-SO_2-$, $-C(O)NR^D-$, $-SO_2NR^D-$, $-C(O)O-$, or $-OC(O)NR^D-$; and R_{10} is an optionally substituted cycloaliphatic. For example, R_{10} is an optionally substituted monocyclic cycloaliphatic or an optionally substituted bicyclic cycloaliphatic. In several embodiments, R_{10} is a monocyclic cycloalkyl or a monocyclic cycloalkenyl, each of which is optionally substituted. In several examples, R_{10} is a cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, cycloheptyl, or cyclooctyl, each of which is optionally substituted. In other examples, R_{10} is a cyclopropenyl, cyclobutenyl, cyclopentenyl, cyclohexenyl, cycloheptenyl, or cyclooctenyl, each of which is optionally substituted. In several embodiments, R_{10} is a bridged or fused bicyclic cycloaliphatic, each of which is optionally substituted. For example, R_{10} is a bridged bicycloalkyl or a bridged bicycloalkenyl, each of which is optionally substituted. In several examples, R_{10} is a 2-azabicyclo[1.1.1]pentyl, 5-azabicyclo[2.1.1]hexyl, 7-azabicyclo[2.2.1]heptyl, 6-azabicyclo[3.1.1]heptyl, 2-azabicyclo[2.2.2]octyl, 8-azabicyclo[3.2.1]octyl, or 9-azabicyclo[3.3.1]nonyl, each of which is optionally substituted. In several embodiments, R_{10} is optionally substituted with 1-3 of halo, hydroxy, cyano, nitro, aryl, aliphatic, cycloaliphatic, heterocycloaliphatic, aryl, heteroaryl, alkoxy, alkoxycarbonyl, alkylcarbonyl, alkylaminocarbonyl, or combinations thereof.

[00125] In several embodiments, W is $-NR_9-$; R_9 is $-Z^D R_{10}$; Z^D is $-C(O)-$, $-SO_2-$, $-C(O)NR^D-$, $-SO_2NR^D-$, $-C(O)O-$, or $-OC(O)NR^D-$; and R_{10} is an optionally substituted heterocycloaliphatic. In several examples, R_{10} is an optionally substituted monocyclic heterocycloaliphatic. In other embodiments, R_{10} is tetrahydrofuranyl, tetrahydrothiophenyl, 1,3-dioxolanyl, tetrahydrooxazolyl, pyrrolidinyl, imidazolidinyl, pyrazolidinyl, tetrahydropyran, piperidinyl, piperazinyl, tetrahydro-2H-thiopyran, piperazinyl, 1,2,3-triazolidinyl, dioxanyl, oxazolidinyl, morpholinyl, thiepanyl, dithianyl, octahydropyran, trithianyl, thiomorpholinyl, hexahydropyrimidinyl, hexahydropyridazinyl, or thiocanyl, each of which is optionally substituted.

[00126] In several embodiments, W is $-NR_9-$; R_9 is $-Z^D R_{10}$; Z^D is $-C(O)-$, $-SO_2-$, $-C(O)NR^D-$, $-SO_2NR^D-$, $-C(O)O-$, or $-OC(O)NR^D-$; and R_{10} is an optionally substituted aryl. In some examples, R_{10} is an optionally substituted monocyclic aryl or an optionally substituted

bicyclic aryl. For example, R₁₀ is phenyl that is optionally substituted with 1-3 of halo, hydroxy, cyano, optionally substituted aliphatic, optionally substituted aryl, optionally substituted alkoxy, or combinations thereof. In other examples, R₁₀ is a naphthylenyl, indenyl, 2,3-dihydro-1H-indenyl, 1,2,3,4-tetrahydronaphthalene, each of which is optionally substituted.

[00127] In several embodiments, W is -NR₉-; R₉ is -Z^DR₁₀; Z^D is -C(O)-, -SO₂-, -C(O)NR^D-, -SO₂NR^D-, -C(O)O-, or -OC(O)NR^D-; and R₁₀ is an optionally substituted heteroaryl. In several examples, R₁₀ is a monocyclic heteroaryl or a bicyclic heteroaryl, each of which is optionally substituted. For example, R₁₀ is furyl, thiophenyl, 2H-pyrrolyl, 1H-pyrrolyl, oxazolineyl, isoxazoly, thiazoly, imidazoly, pyrazoly, isoxazoly, isothiazoly, 1,3,4-thiadiazoly, 2H-pyranyl, 4-H-pyranyl, pyridinyl, pyridazinyl, pyrimidyl, pyrazoly, pyrazyl, 1,2,5-oxadiazoly, 1,2,3-thiadiazoly, or 1,3,5-triazyl, each of which is optionally substituted with 1-3 of halo, hydroxy, cyano, nitro, optionally substituted aliphatic, optionally substituted alkoxy, optionally substituted aryl, optionally substituted (alkylcarbonyl)amino, or combinations thereof. In other examples, R₁₀ is benzo[b]thiophenyl, benzofuranyl, indolyl, 3H-indolyl, isoindolyl, indolinyl, 1H-indazoly, benzimidazoly, benzthiazoly, quinolinyl, cinnolinyl, phthalazinyl, or quinazolinyl, each of which is optionally substituted with 1-3 of halo, hydroxy, cyano, nitro, optionally substituted aliphatic, optionally substituted alkoxy, optionally substituted (alkylcarbonyl)amino, or combinations thereof.

[00128] In several embodiments, R₁₀ is an optionally substituted alkoxy. For example, R₁₀ is an optionally substituted C₁₋₆ alkoxy. In other examples, R₁₀ is methoxy, ethoxy, propoxy, isopropoxy, butoxy, sec-butoxy, isobutoxy, or tert-butoxy, each of which is optionally substituted with 1-3 halo, alkoxy, or combinations thereof.

[00129] In several embodiments, R₁₀ is an optionally substituted (cycloaliphatic)oxy. For example, R₁₀ is an optionally substituted cycloalkoxy. In other examples, R₁₀ is cyclopropoxy, cyclopentyloxy, cyclohexoxy, or cycloheptyloxy, each of which is optionally substituted with 1-3 of halo, hydroxy, aliphatic, or combinations thereof.

[00130] In several embodiments, R₁₀ is an optionally substituted aroyl. In several examples, R₁₀ is a monocyclic aroyl or a bicyclic aroyl, each of which is optionally substituted. For example, R₁₀ is a phenyloxy that is optionally substituted with 1-3 of halo, hydroxy, cyano, optionally substituted aliphatic, optionally substituted alkoxy, or combinations thereof.

[00131] In several alternative embodiments, W is -NR₉-; R₉ is -Z^DR₁₀; Z^D is -C(O)NR^D- or -SO₂NR^D-; and R₁₀ is hydrogen, optionally substituted aliphatic, optionally substituted cycloaliphatic, optionally substituted heterocycloaliphatic, optionally substituted aryl, or optionally substituted heteroaryl.

[00132] In several embodiments, W is -NR₉-, R₉ is -Z^DR₁₀, Z^D is -C(O)NR^D- or -SO₂NR^D-, and R₁₀ is an optionally substituted aliphatic. In many examples, R₁₀ is an optionally substituted C₁₋₆ aliphatic. For example, R₁₀ is methyl, ethyl, propyl, isopropyl, butyl, sec-butyl, isobutyl, or tert-butyl, each of which is optionally substituted with 1-3 halo, hydroxy, cyano, aryl, cycloaliphatic, or combinations thereof.

[00133] In several embodiments, W is -NR₉-, R₉ is -Z^DR₁₀, Z^D is -C(O)NR^D- or -SO₂NR^D-, and R₁₀ is an optionally substituted cycloaliphatic. For example, R₁₀ is a monocyclic cycloaliphatic or a bicyclic cycloaliphatic, each of which is optionally substituted. In some examples, R₁₀ is a monocyclic cycloalkyl or a monocyclic cycloalkenyl, each of which are optionally substituted. In other examples, R₁₀ is cyclopropyl, cyclopentyl, cyclohexyl, or cycloheptyl, each of which is optionally substituted with 1-3 of halo, hydroxy, aliphatic, or combinations thereof.

[00134] In several embodiments, W is -NR₉-, R₉ is -Z^DR₁₀, Z^D is -C(O)NR^D- or -SO₂NR^D-, and R₁₀ is an optionally substituted aryl. For example, R₁₀ is phenyl that is optionally substituted with 1-3 of halo, hydroxy, cyano, optionally substituted aliphatic, optionally substituted aryl, optionally substituted alkoxy, or combinations thereof.

[00135] In several embodiments, W is -NR₉-, R₉ is -Z^DR₁₀, Z^D is -C(O)NR^D-, -SO₂NR^D-, -C(O)O-, or -OC(O)NR^D-; and R₁₀ is an optionally substituted heteroaryl. In several examples, R₁₀ is a monocyclic heteroaryl or a bicyclic heteroaryl, each of which is optionally substituted. For example, R₁₀ is furyl, thiophenyl, 2H-pyrrolyl, pyrrolyl, oxazolyl, isoxazolyl, thiazolyl, imidazolyl, pyrazolyl, isoxazolyl, isothiazolyl, 1,3,4-thiadiazolyl, 2H-pyranyl, 4-H-pyranyl, pyridinyl, pyridazinyl, pyrimidyl, pyrazolyl, pyrazyl, 1,2,5-oxadiazolyl, 1,2,3-thiadiazolyl, or 1,3,5-triazyl, each of which is optionally substituted with 1-3 of halo, hydroxy, cyano, optionally substituted aliphatic, optionally substituted alkoxy, optionally substituted aryl, or combinations thereof.

[00136] In other embodiments, W is -NR₉-; R₉ is one selected from hydrogen; acetyl-; 2-methylpropionyl-; cyclobutylcarbonyl-; 4-fluorobenzoyl-; (isoxazol-5-yl)carbonyl-; (1H-1,5-dimethylpyrazol-3-yl)carbonyl-; ethylaminocarbonyl-; 1-methylethylaminocarbonyl-; 4-fluorophenylcarbonyl-; ((3,5-dimethylisoxazol-4-yl)amino)carbonyl-; methoxycarbonyl-; 1-methylethoxycarbonyl-; methylsulfonyl-; propylsulfonyl-; 4-fluorophenylsulfonyl-; (3,5-dimethylisoxazol-4-yl)sulfonyl-; (1,2,5-oxadiazole-3-yl)carbonyl-; (2,5-dimethyloxazole-4-yl)carbonyl-; (1H-1-methylimidazole-4-yl)carbonyl-; (4-methyl-1,2,3-thiadiazole-5-yl)carbonyl-; (2,5-dimethylfuran-3-yl)carbonyl-; ((1H-1-(1,1-dimethylethyl)-3-methylpyrazole-5-yl)carbonyl-; cyclopropylcarbonyl-; cyclopentylcarbonyl-; cyclohexylcarbonyl-; ((2,2-dimethyl)propion-1-yl)carbonyl-; (pyridin-3-yl)carbonyl-;

(pyridin-4-yl)carbonyl-; (thiophene-2-yl)carbonyl-; cyclobutyloxycarbonyl-; cyclopentyloxycarbonyl-; 2-methoxyethoxycarbonyl-; dimethylaminocarbonyl-; cyclopentylaminocarbonyl-; dimethylaminosulfonyl-; thiophene-2- sulfonyl-; (2-acetylamino-4-methylthiazole-5-yl)sulfonyl-; benzenesulfonyl-; 4-methylbenzenesulfonyl-; 4-trifluoromethylbenzenesulfonyl-; 4-chlorobenzenesulfonyl-; 4-trifluoromethoxybenzenesulfonyl-; 4-methoxybenzenesulfonyl-; 4-cyanobenzenesulfonyl-; 4-phenylbenzenesulfonyl-; 4-acetoxyaminobenzenesulfonyl-; 3,4-dichlorobenzenesulfonyl-; 3-methylbenzenesulfonyl-; 3-fluorobenzenesulfonyl-; 3-chlorobenzenesulfonyl-; 2-fluorobenzenesulfonyl-; 2-chlorobenzenesulfonyl-; benzylsulfonyl-; propionyl-; butanoyl-; benzoyl-; (thiophene-2-yl)carbonyl-; (benzthiophene-2-yl)carbonyl-; phenylaminocarbonyl-; 4-fluorophenoxycarbonyl-; 2,2,2-trifluoropropionyl-; 1-methylcyclopropylcarbonyl-; pentanoyl-; 3-methylbutanoyl-; 1-methylcyclohexanoyl-; (5-methylisoxazol-4-yl)carbonyl-; (3,5-dimethylisoxazol-4-yl)carbonyl-; (2-methylthiazol-4-yl)carbonyl-; (1*H*-1-phenyl-5-trifluoromethylpyrazol-4-yl)carbonyl-; cyclohexylaminocarbonyl-; propylaminocarbonyl-; butylaminocarbonyl-; cyclopentylaminocarbonyl-; diethylaminocarbonyl-; piperidinylcarbonyl-; ethoxycarbonyl-; propoxycarbonyl-; butoxycarbonyl-; (2-methyl-4-trifluoromethylthiazol-5-yl)carbonyl-; (4-(1-methylethyl)-1,2,3-thiadiazole-5-yl)carbonyl-; 1,1-dimethylethylaminocarbonyl-; 1-trifluoromethylcyclopropylcarbonyl-; 1-trifluoromethylcyclobutylcarbonyl-; (1*H*-1,2-dimethylimidazol-4-yl)sulfonyl-; 2-hydroxy-2-methylpropionyl-; 2-ethyl-2-hydroxybutanoyl-; 3-fluorophenyl-; 2,3-difluorophenyl-; 3-methoxyphenyl-; 4-chlorophenyl-; 3-methyl-4-chlorophenyl-; 3-chlorophenyl-; 3-fluoro-4-methylphenyl-; 3,4,-dimethylphenyl-; 3-methylphenyl-; 3-methylbutyl-; cyclohexylmethyl-; 1-phenylpropyne-3-yl-; 2-methylcyclohexyl-; cycloheptyl-; bicyclo[2.2.1]-2-yl-; benzyl-; and ethyl-.

[00137] In other embodiments, W is -NR₉- and n is 0.

[00138] In some embodiments, W is oxygen and n is 0.

[00139] In some embodiments, Z^D is a bond.

4. Variables n, m, p, and q:

[00140] m and p are each independently 0-3; however, m + p is 3, 4, 5, or 6. In several embodiments, m and p are both 2. In several embodiments, m is 1 and p is 3, or m is 3 and p is 1.

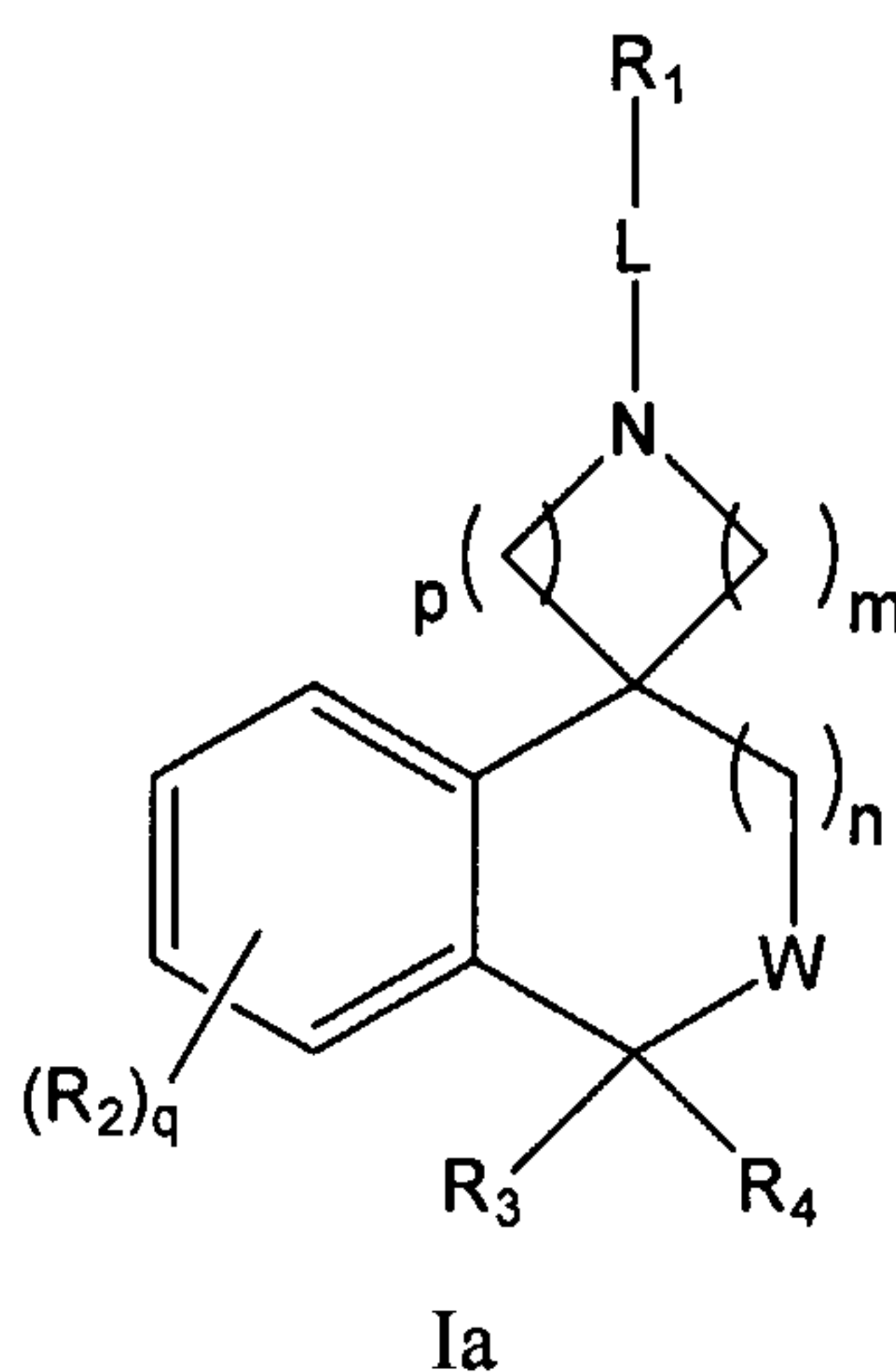
[00141] Each n is 0-2 (e.g., 0, 1, or 2)

[00142] Each q is 0-4 (e.g., 0, 1, 2, 3, or 4).

[00143] In several embodiments, m and p are each 0, 1, or 2. In other embodiments, n is 0 or 1. In several embodiments, q is 1 or 2.

B. Sub-Generic Compounds

[00144] Another aspect of the present invention provides additional methods of modulating the activity of a muscarinic receptor comprising the step of contacting said receptor with a compound of formula Ia:



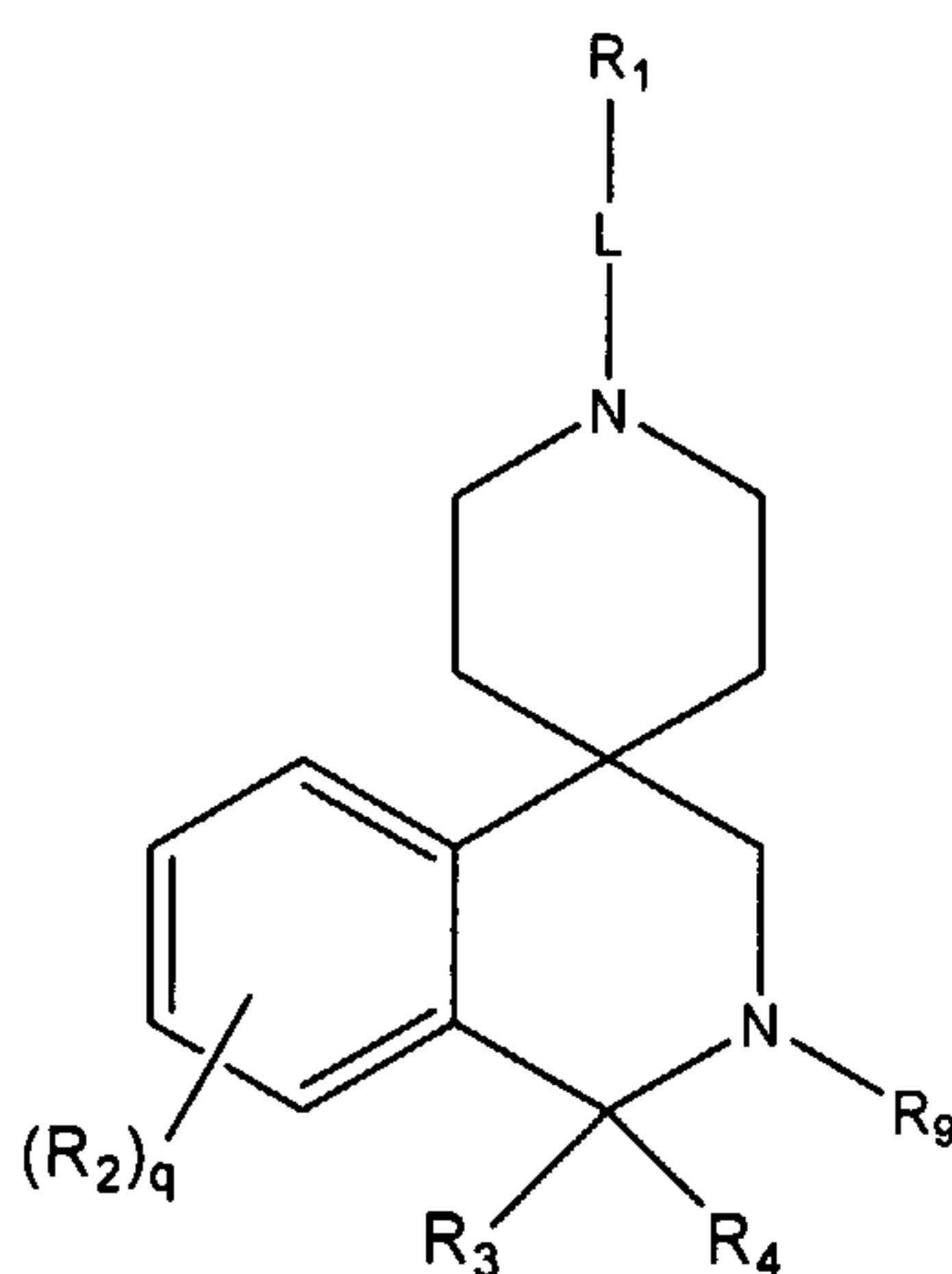
or a pharmaceutically acceptable salt thereof.

[00145] R_1 is a cycloaliphatic or a heterocycloaliphatic, each of which is optionally substituted with 1-3 of R_5 . Each R_5 is defined as $-Z^A R_6$, wherein each Z^A is independently a bond or an optionally substituted branched or straight C_{1-4} aliphatic chain wherein up to two carbon units of Z^A are optionally and independently replaced by $-CO-$, $-CS-$, $-CONR^A-$, $-CONR^A NR^A-$, $-CO_2-$, $-OCO-$, $-NR^A CO_2-$, $-O-$, $-NR^A CONR^A-$, $-OCONR^A-$, $-NR^A NR^A$, $-NR^A CO-$, $-S-$, $-SO-$, $-SO_2-$, $-NR^A-$, $-SO_2 NR^A-$, $-NR^A SO_2-$, or $-NR^A SO_2 NR^A$. Each R_6 is independently R^A , halo, $=O$, $-OH$, $-NH_2$, $-NO_2$, $-CN$, $-CF_3$, or $-OCF_3$. Each R^A is independently hydrogen, an optionally substituted C_{1-8} aliphatic group; an optionally substituted cycloaliphatic, an optionally substituted heterocycloaliphatic, an optionally substituted aryl, or an optionally substituted heteroaryl.

[00146] Each L is a bond, a methylene group, or an ethylene group.

[00147] Each R_2 , R_3 , R_4 , W , m , n , p , and q is as defined in formula I.

[00148] Another aspect of the present invention provides additional methods of modulating the activity of a muscarinic receptor comprising the step of contacting said receptor with a compound of formula Ib:

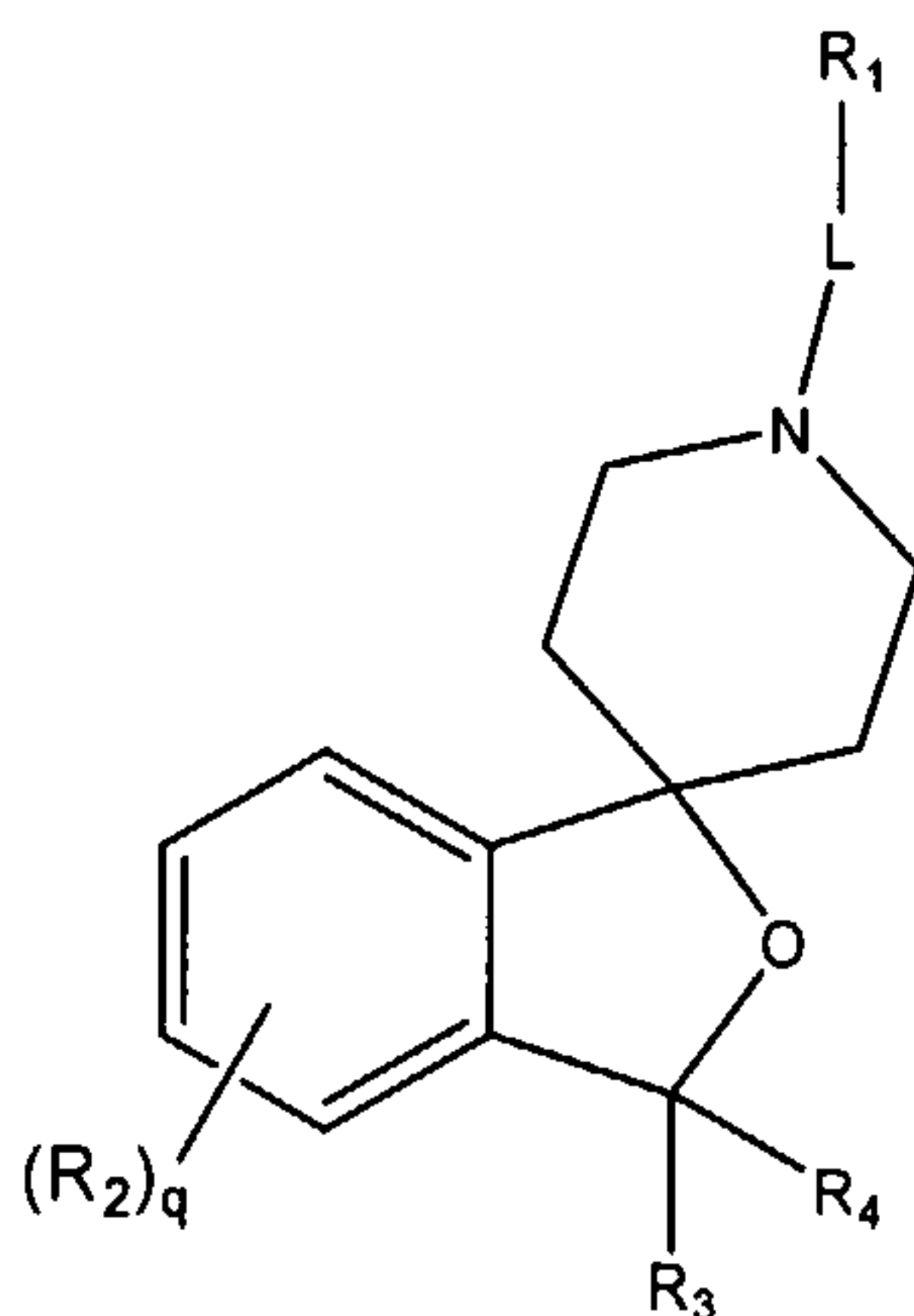


Ib

or a pharmaceutically acceptable salt thereof wherein:

[00149] Each R_1 , R_2 , R_3 , R_4 , R_9 , and q is as defined in formula I.

[00150] An additional aspect of the present invention provides compounds of formula Ic that are useful for modulating the activity of muscarinic receptors:

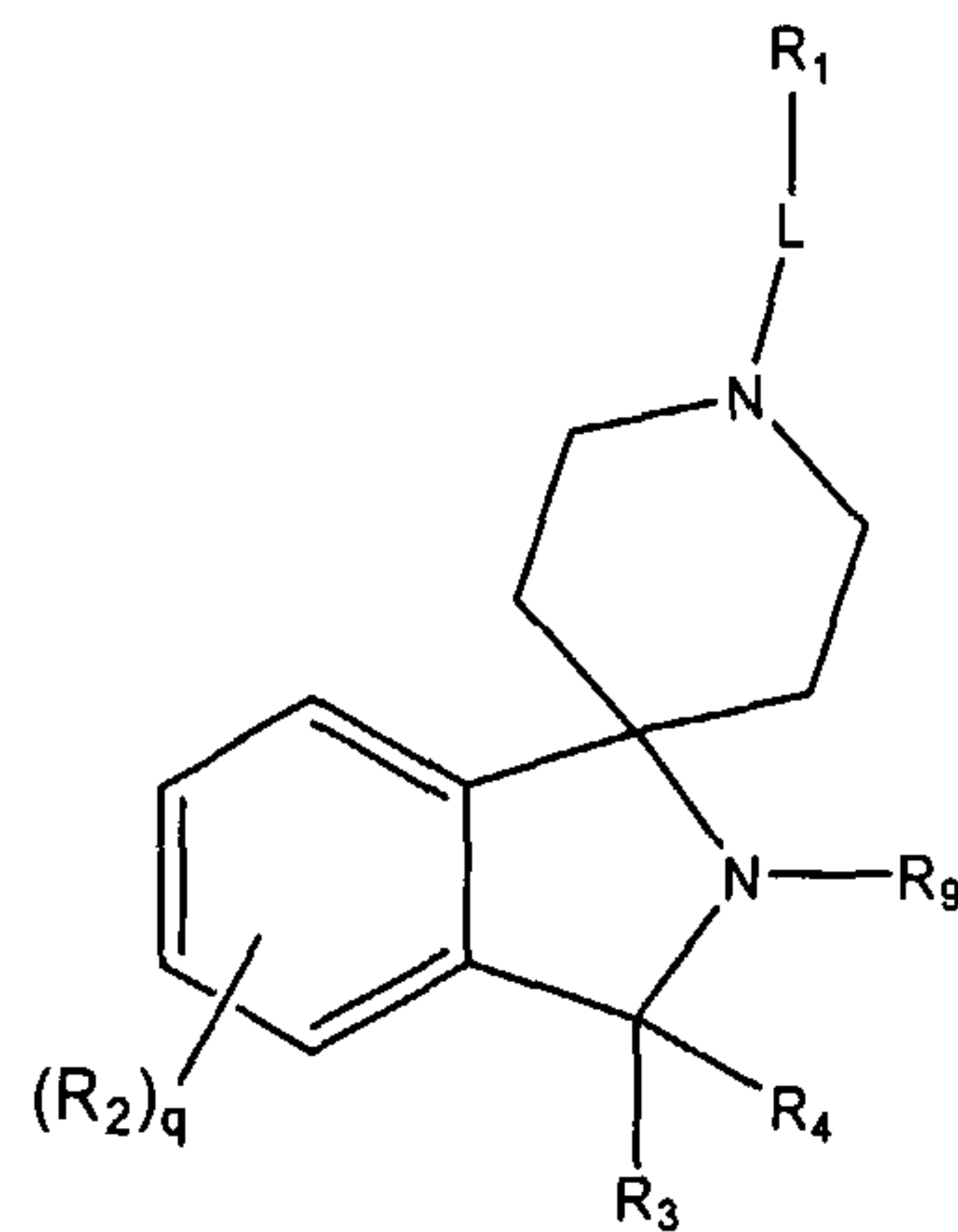


Ic

or a pharmaceutically acceptable salt thereof.

[00151] Each R_1 , R_2 , R_3 , R_4 , L and q are as defined in formula I.

[00152] An additional aspect of the present invention provides compounds of formula Id that are useful for modulating the activity of muscarinic receptors:



Id

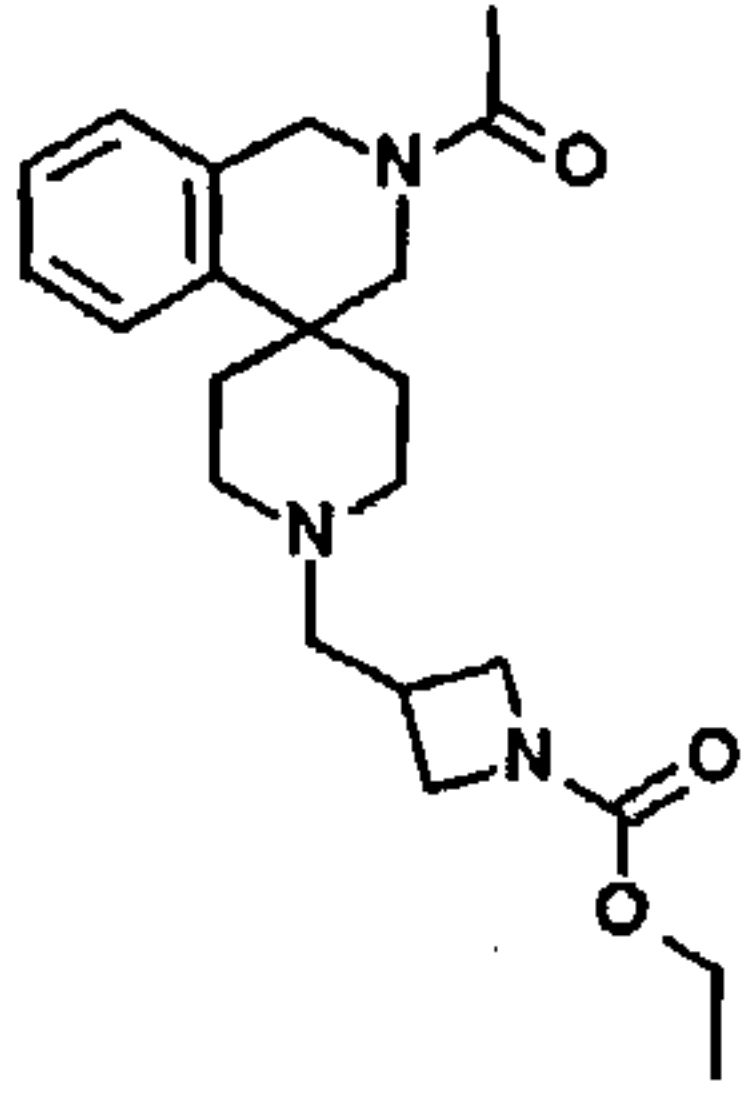
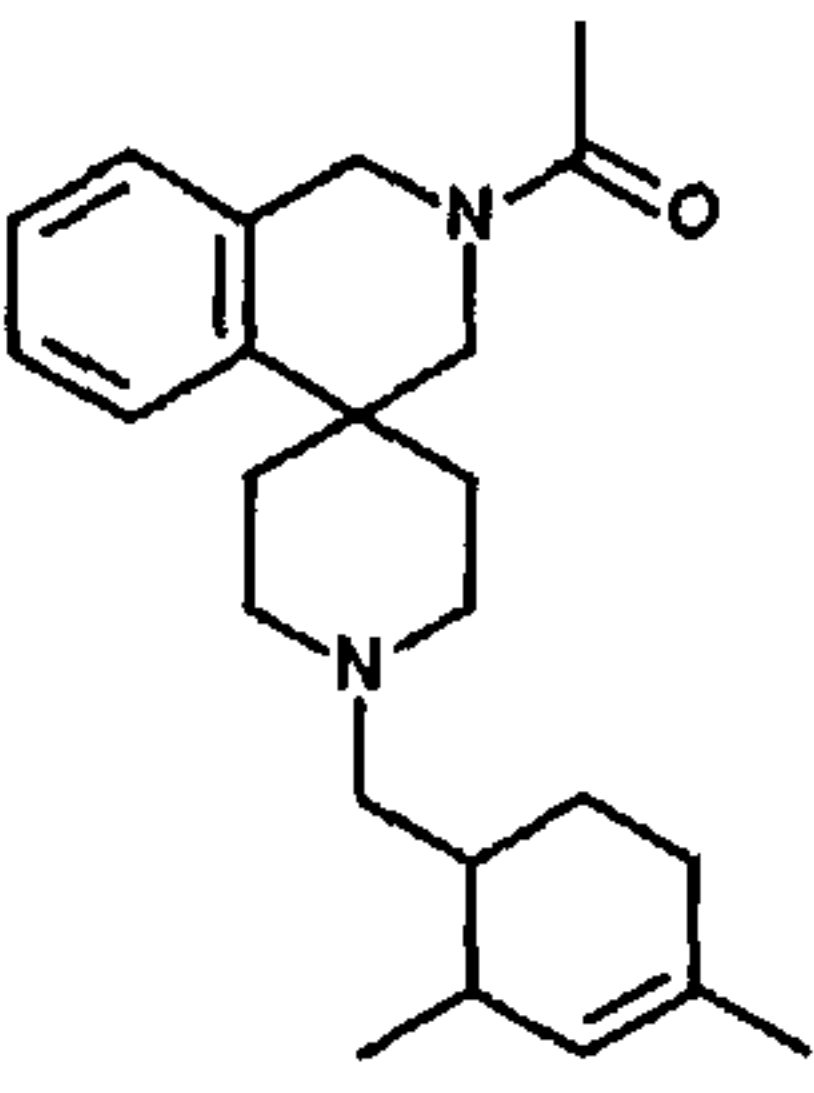
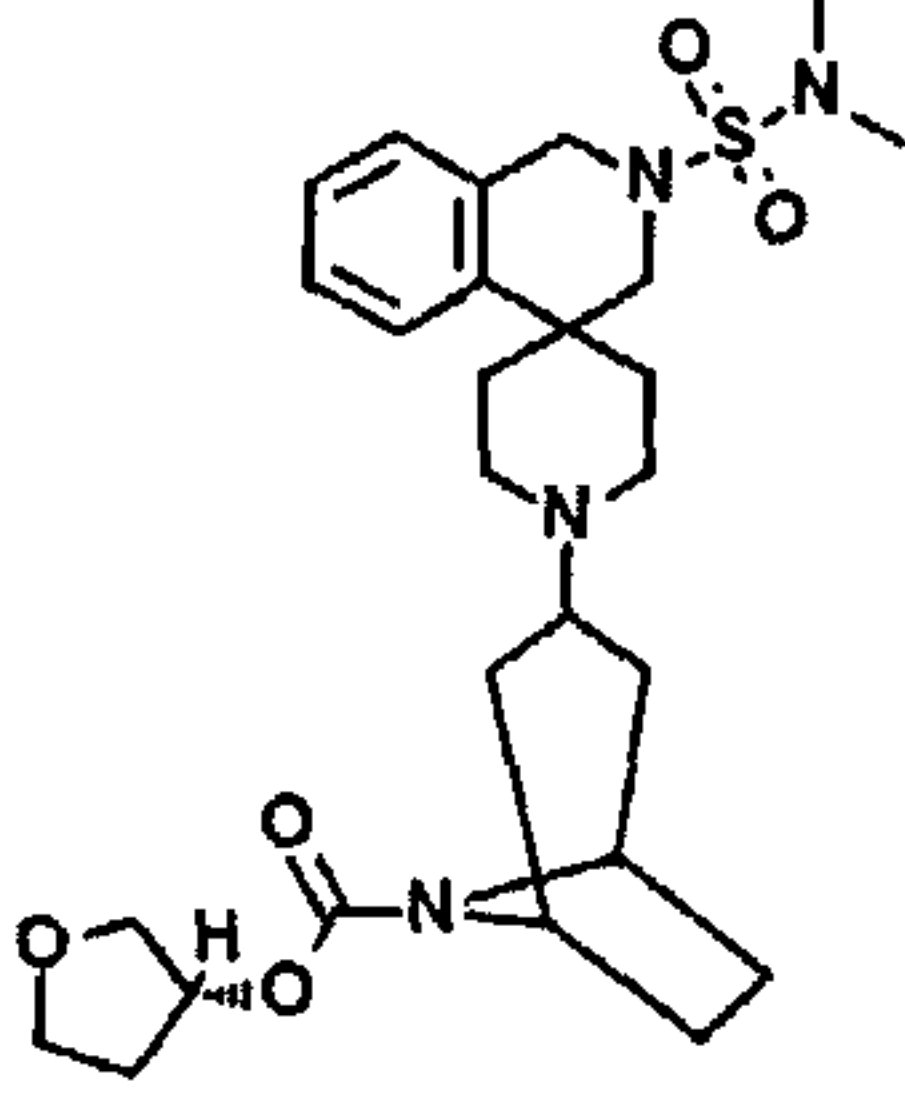
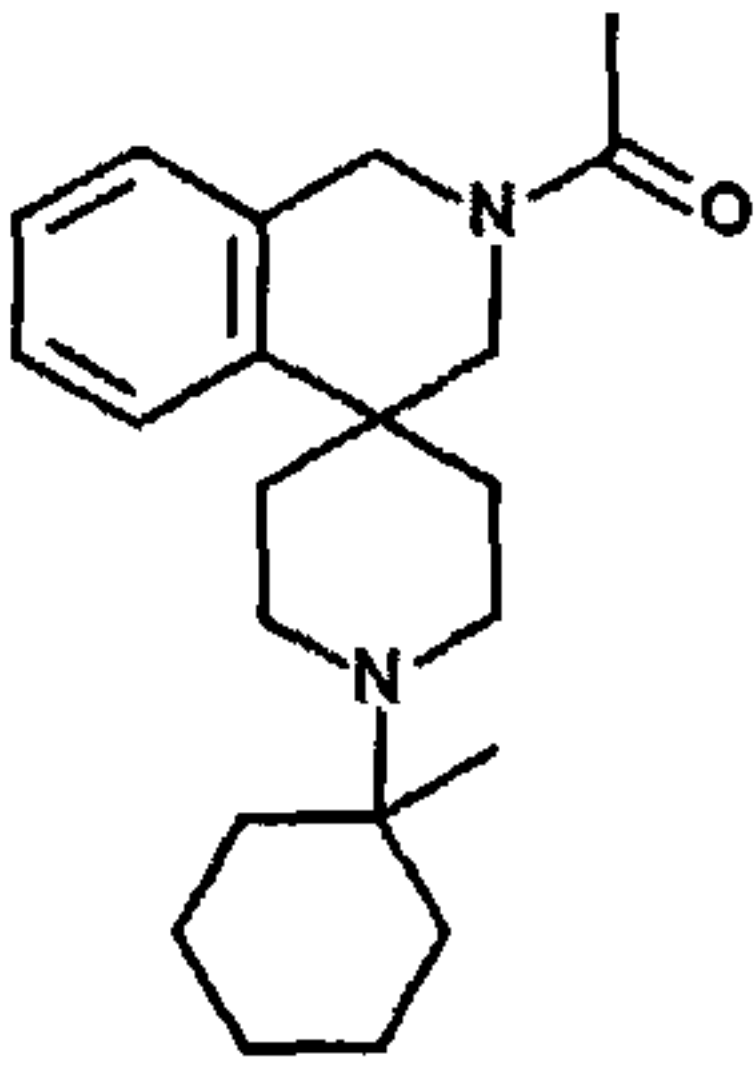
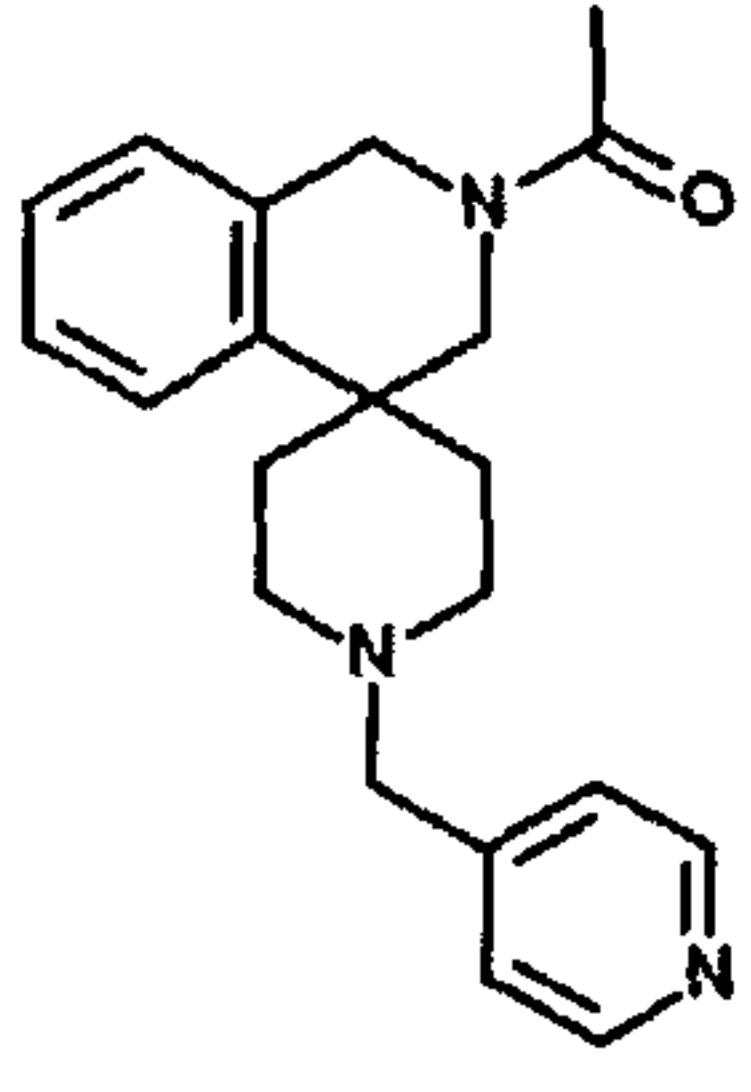
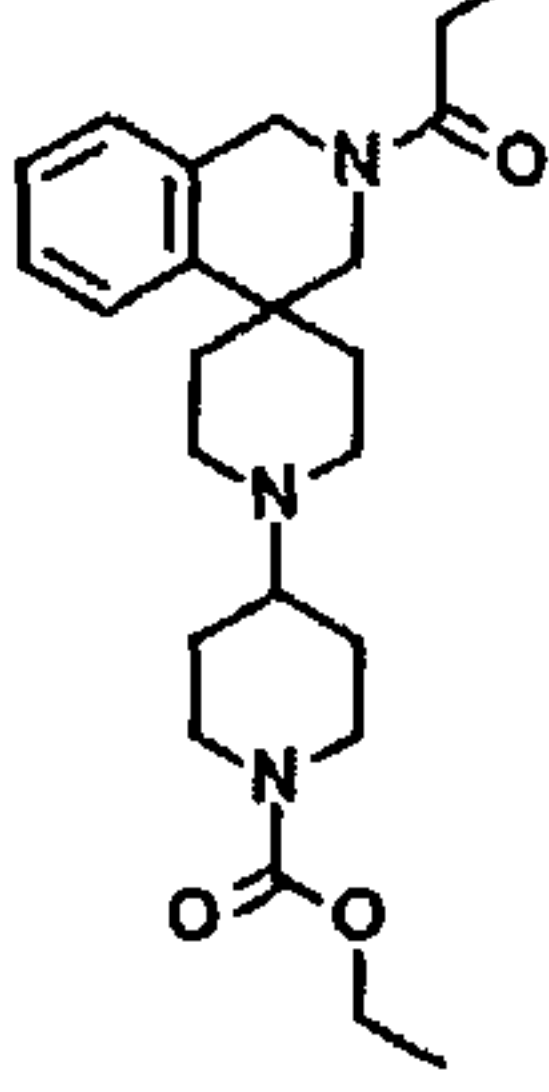
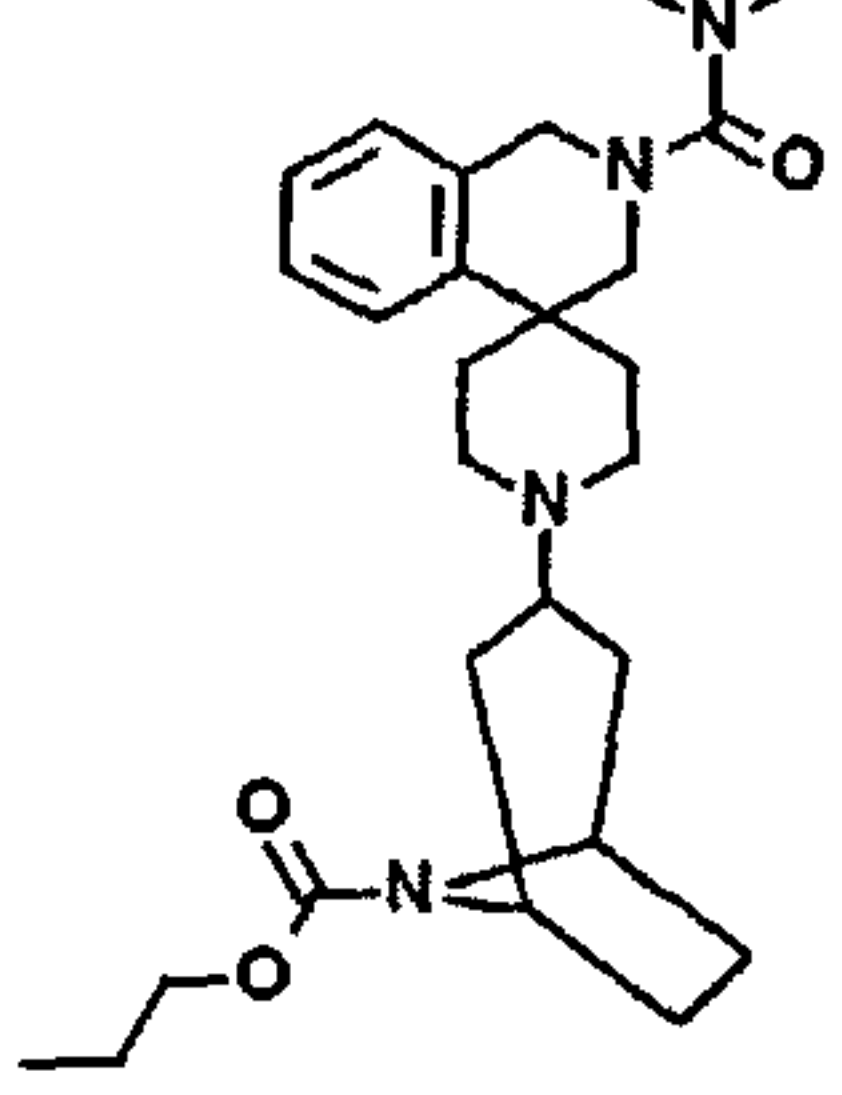
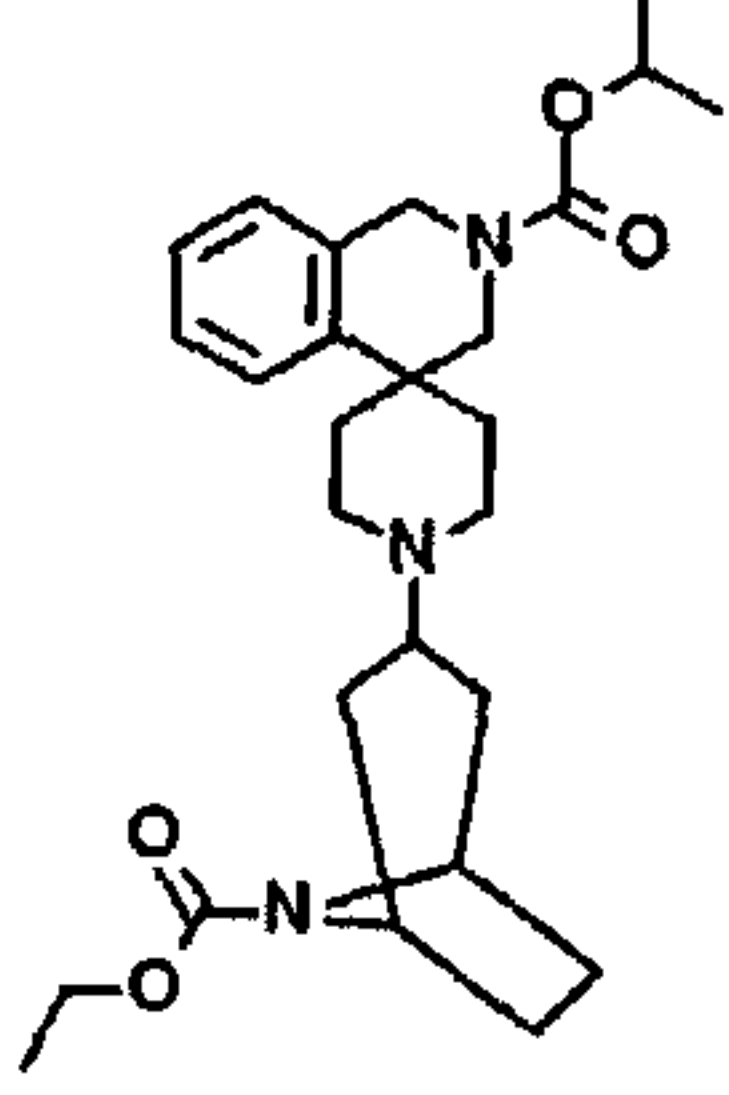
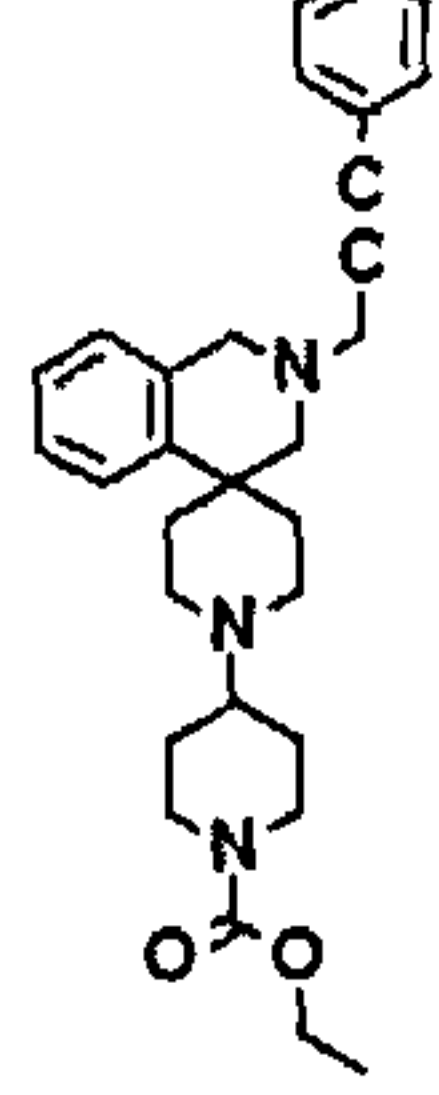
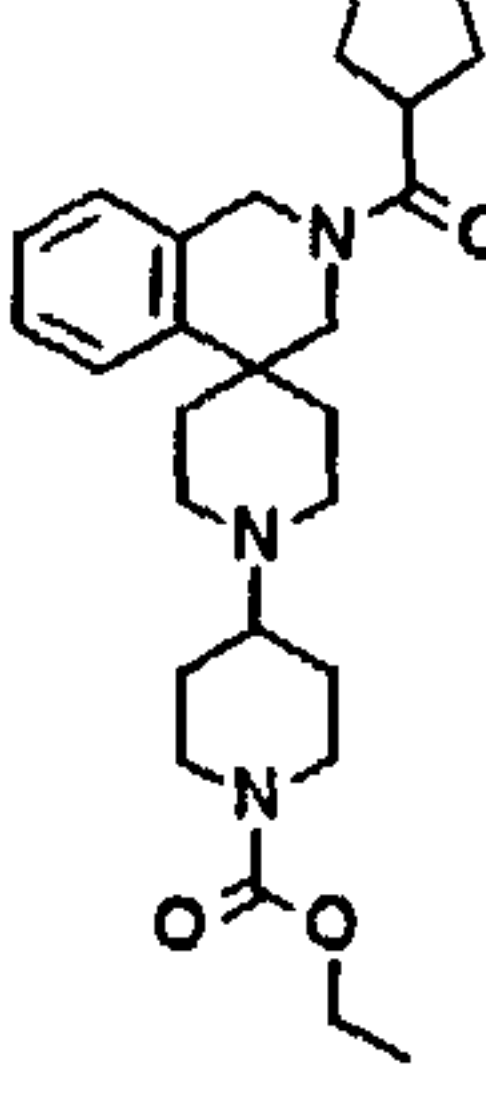
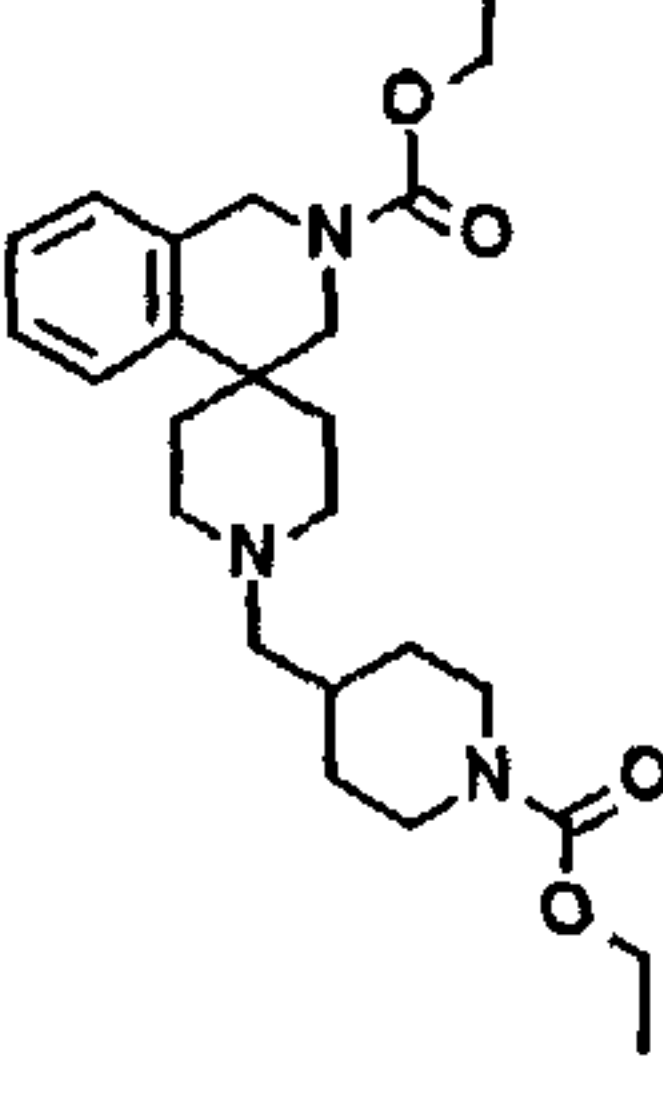
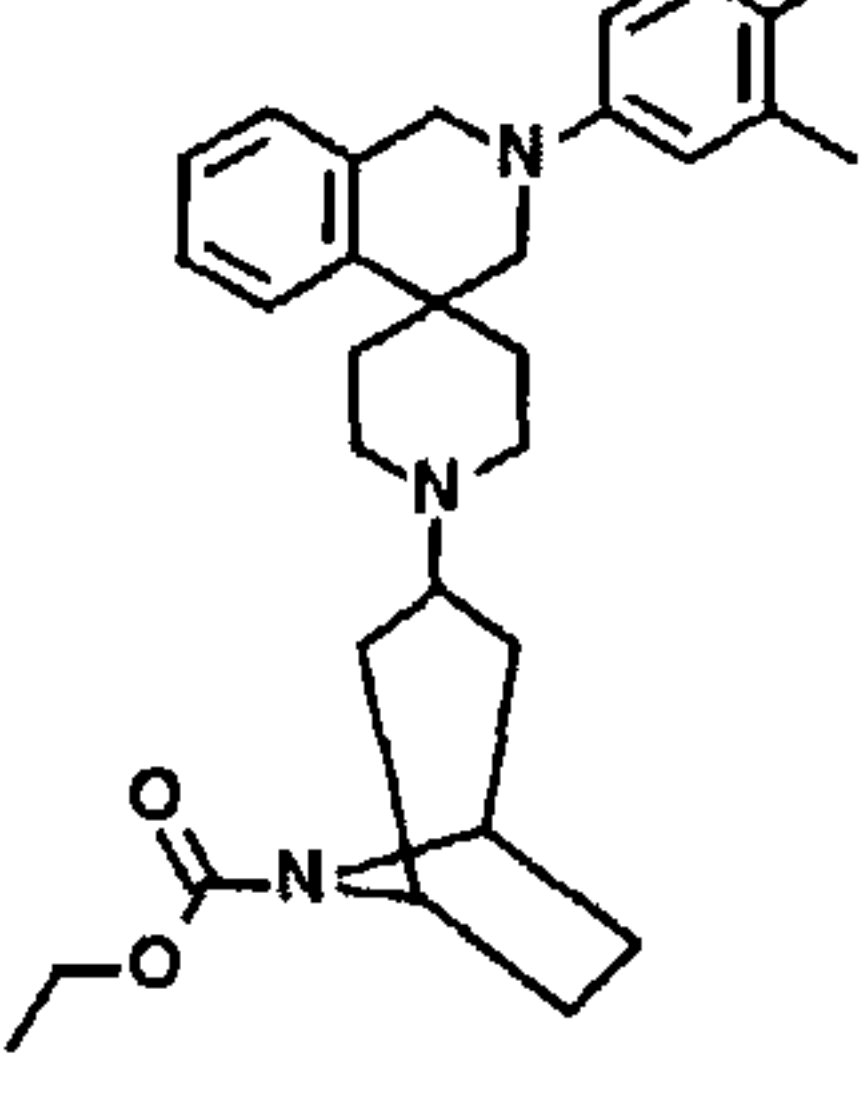
or a pharmaceutically acceptable salt thereof, wherein:

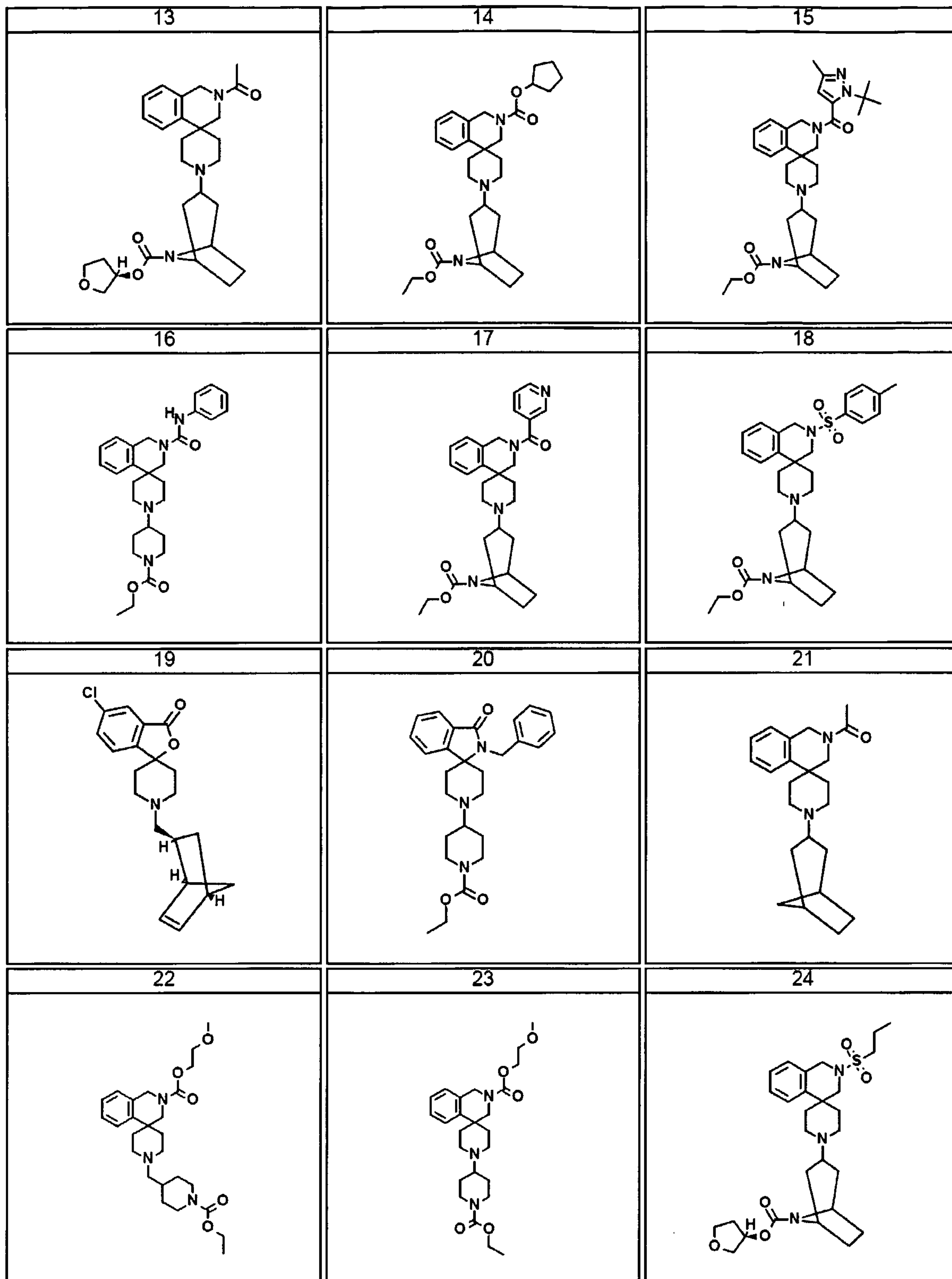
[00153] Each R₁, R₂, R₃, R₄, R₉, L, and q is as defined above in formula I.

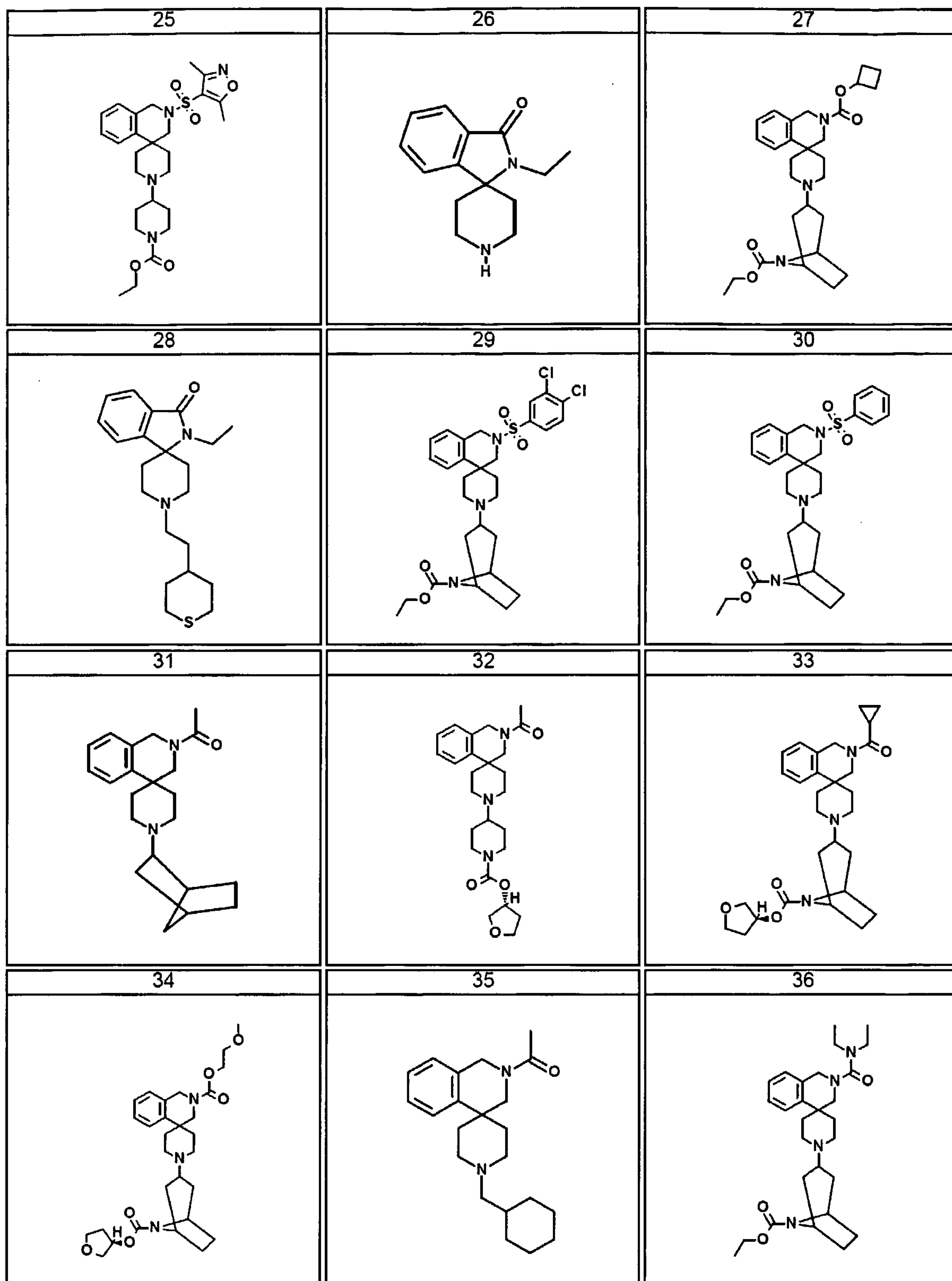
C. Exemplary Compounds

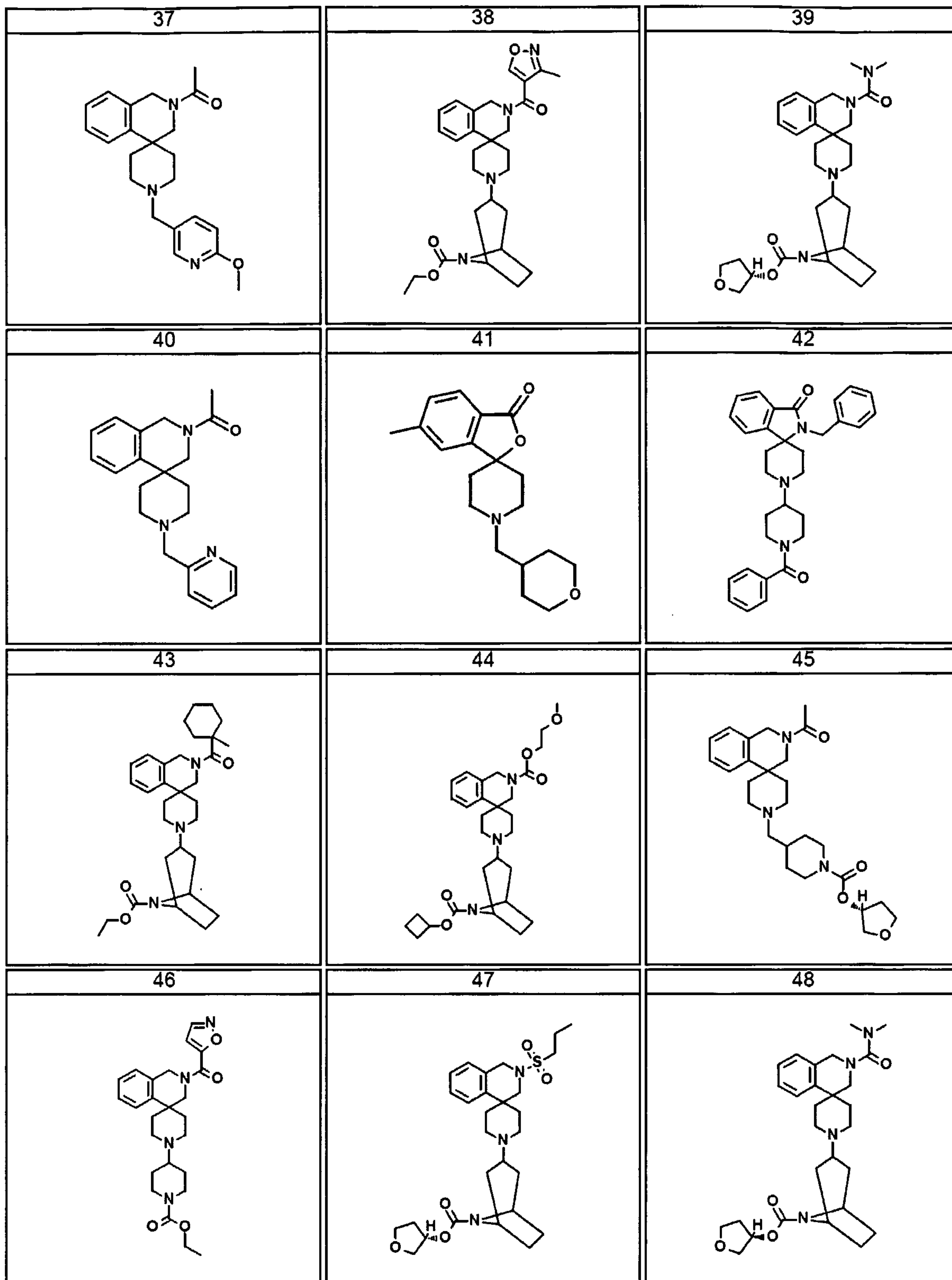
[00154] Exemplary compounds of the present invention include, but are not limited to, those illustrated in Table 1 below.

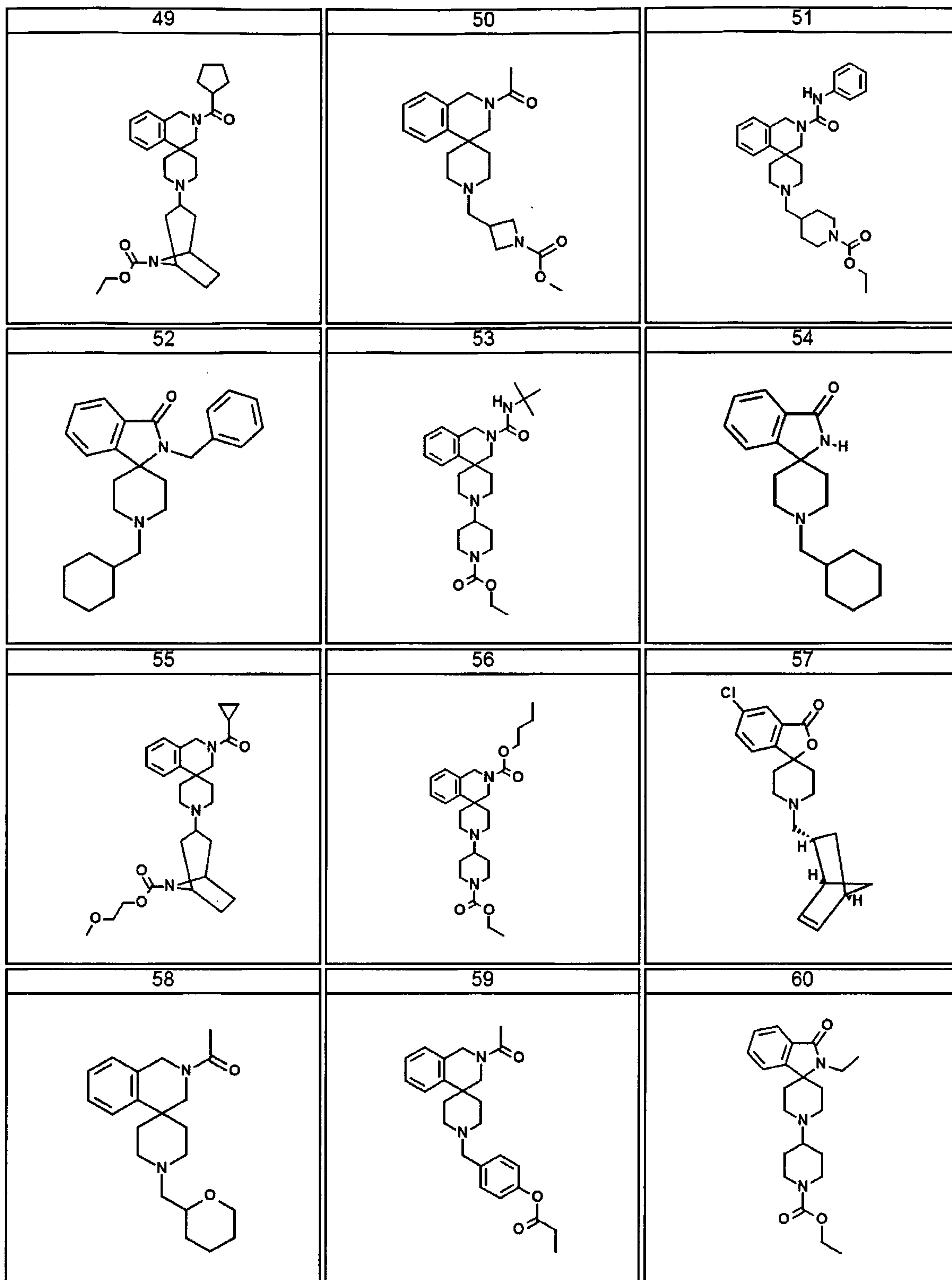
Table 1 Exemplary compounds of formulae (I, Ia, Ib, Ic, and Id)

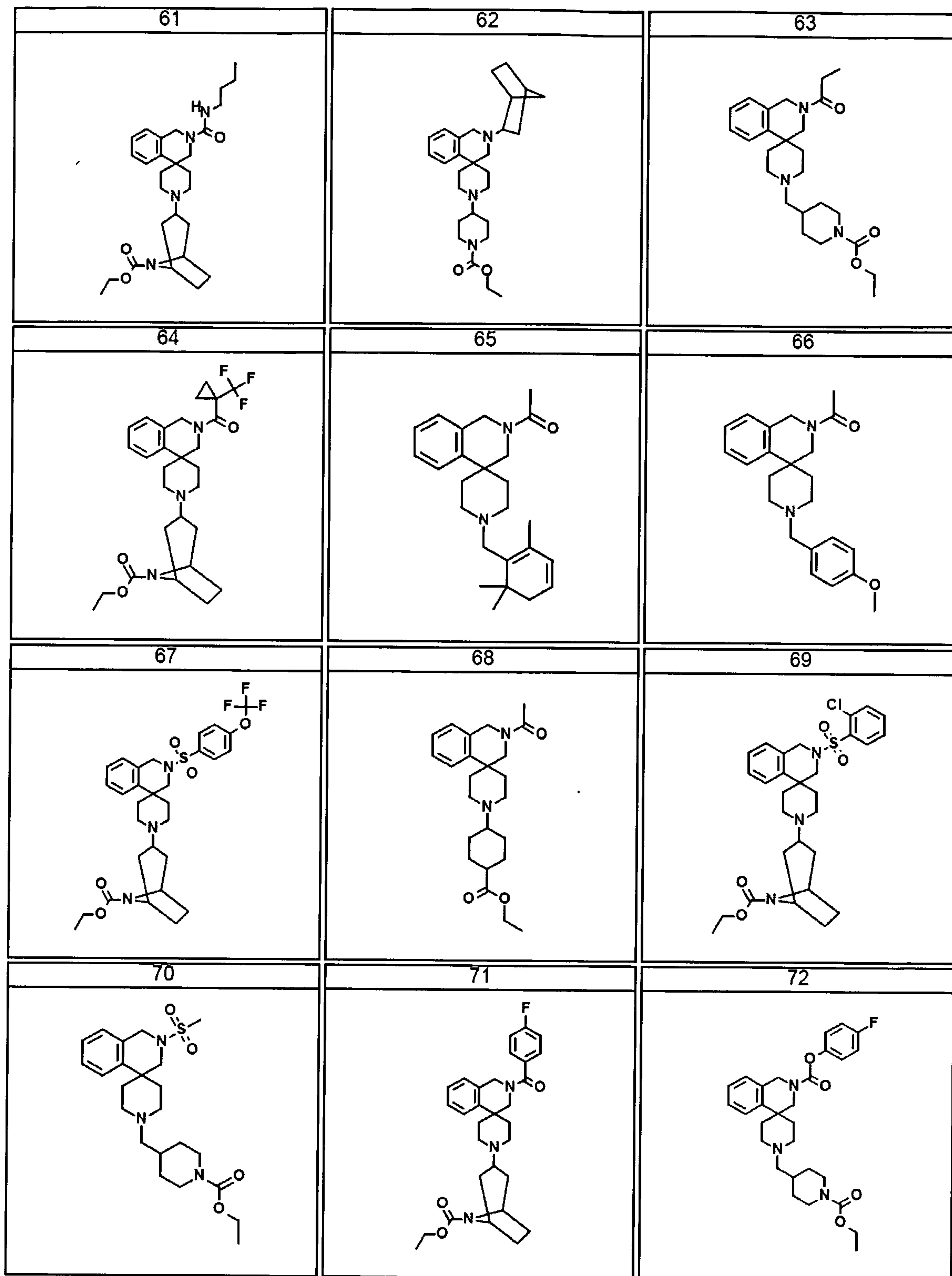
1 	2 	3 
4 	5 	6 
7 	8 	9 
10 	11 	12 

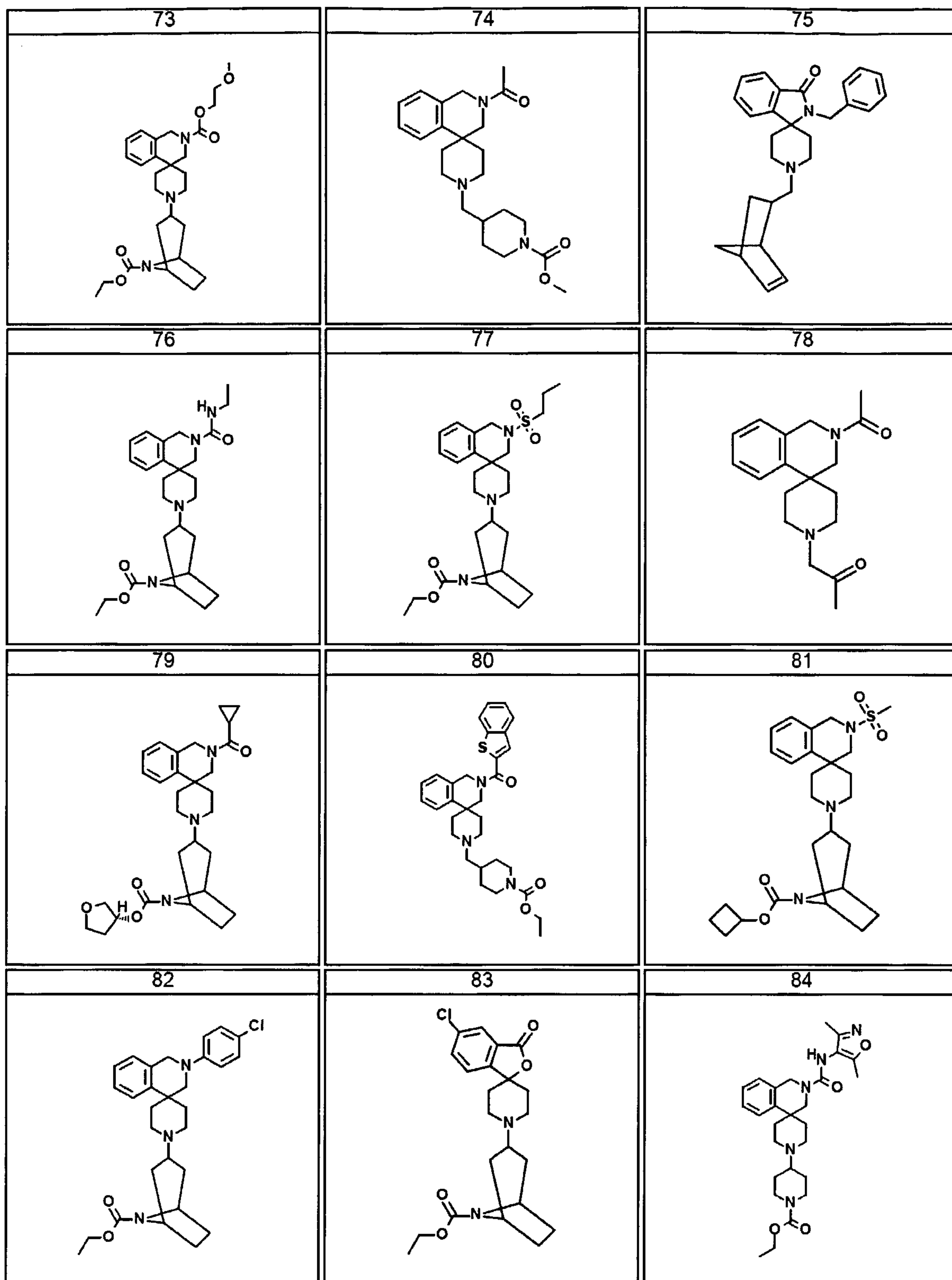


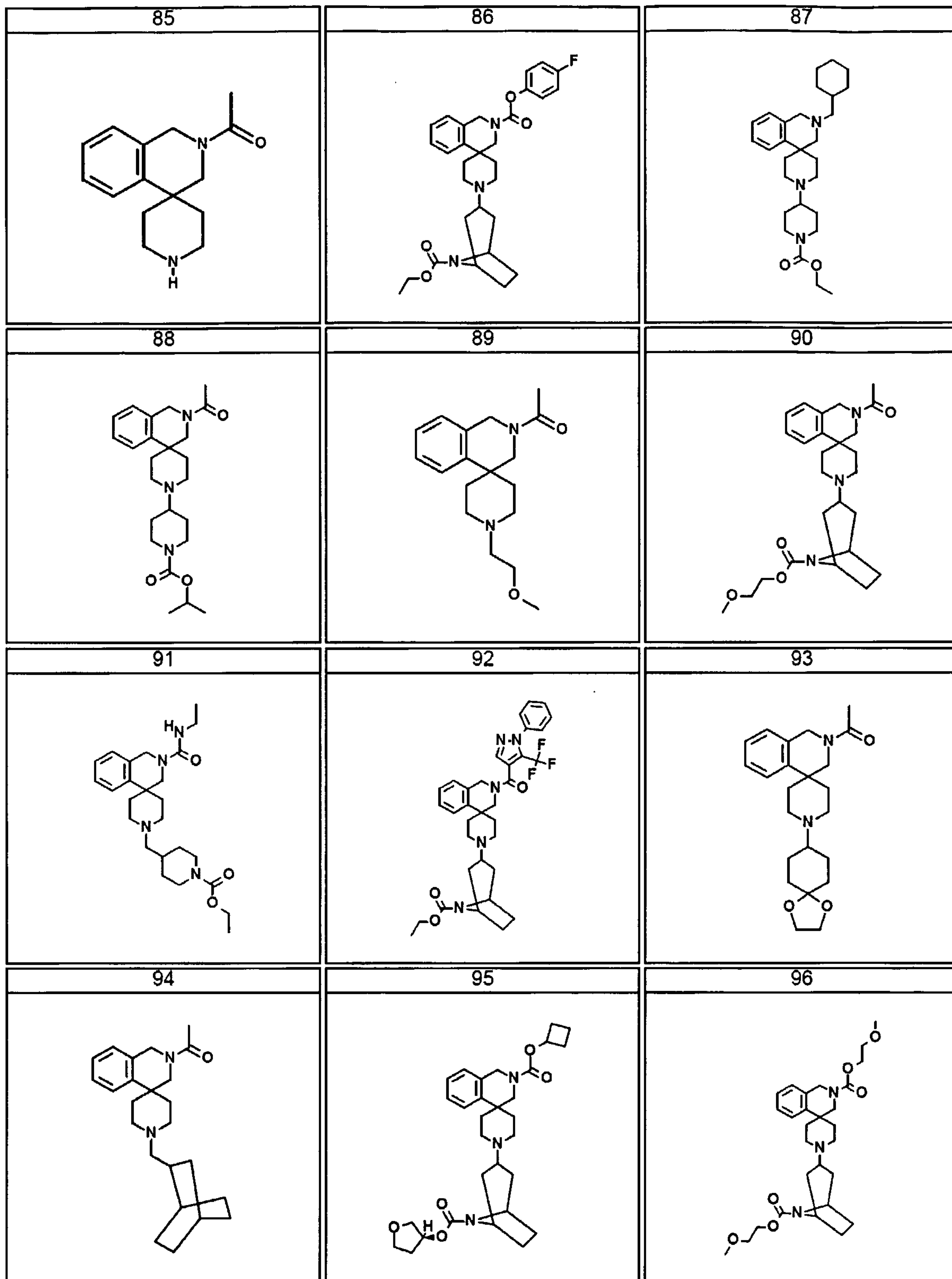


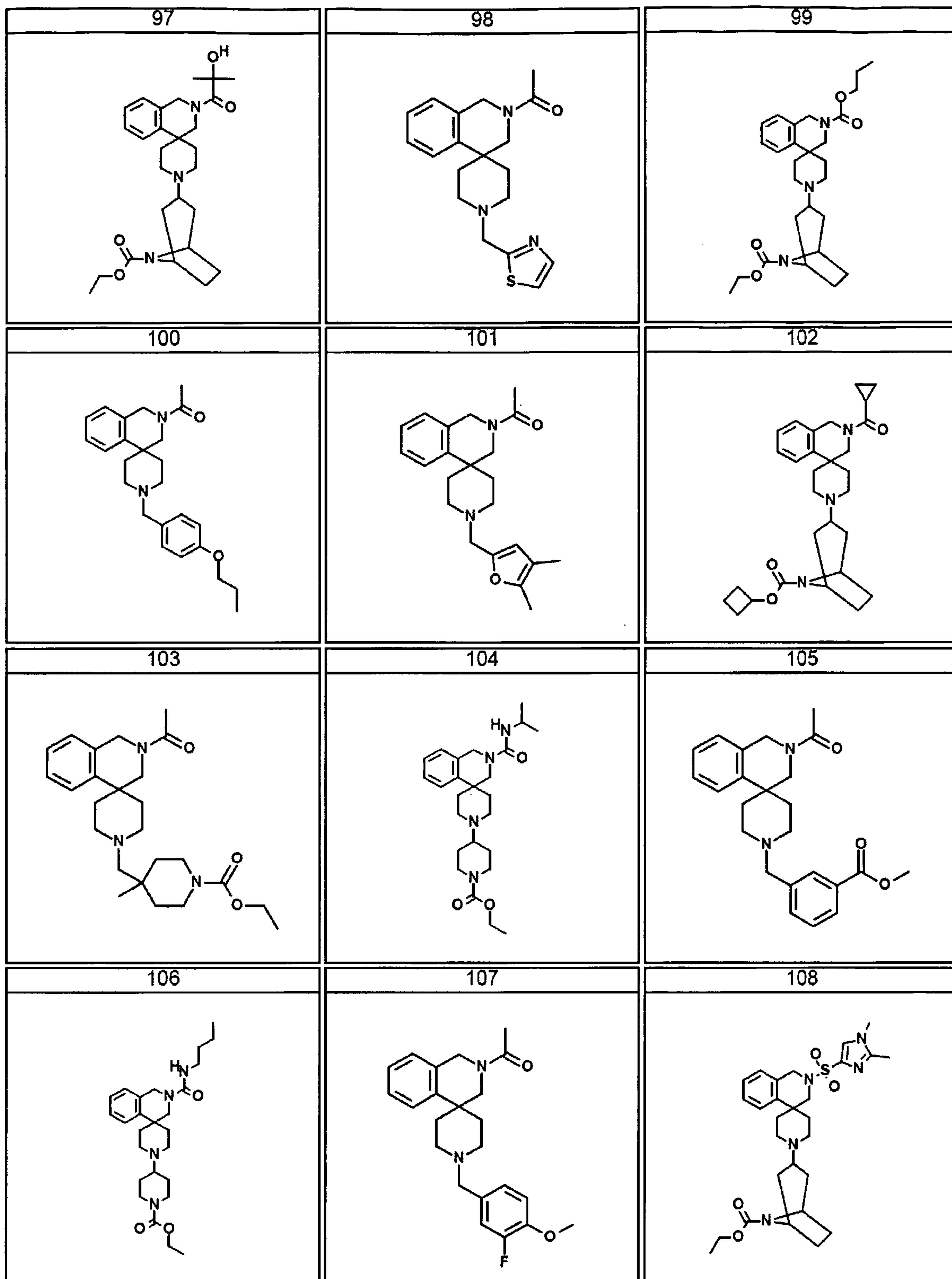


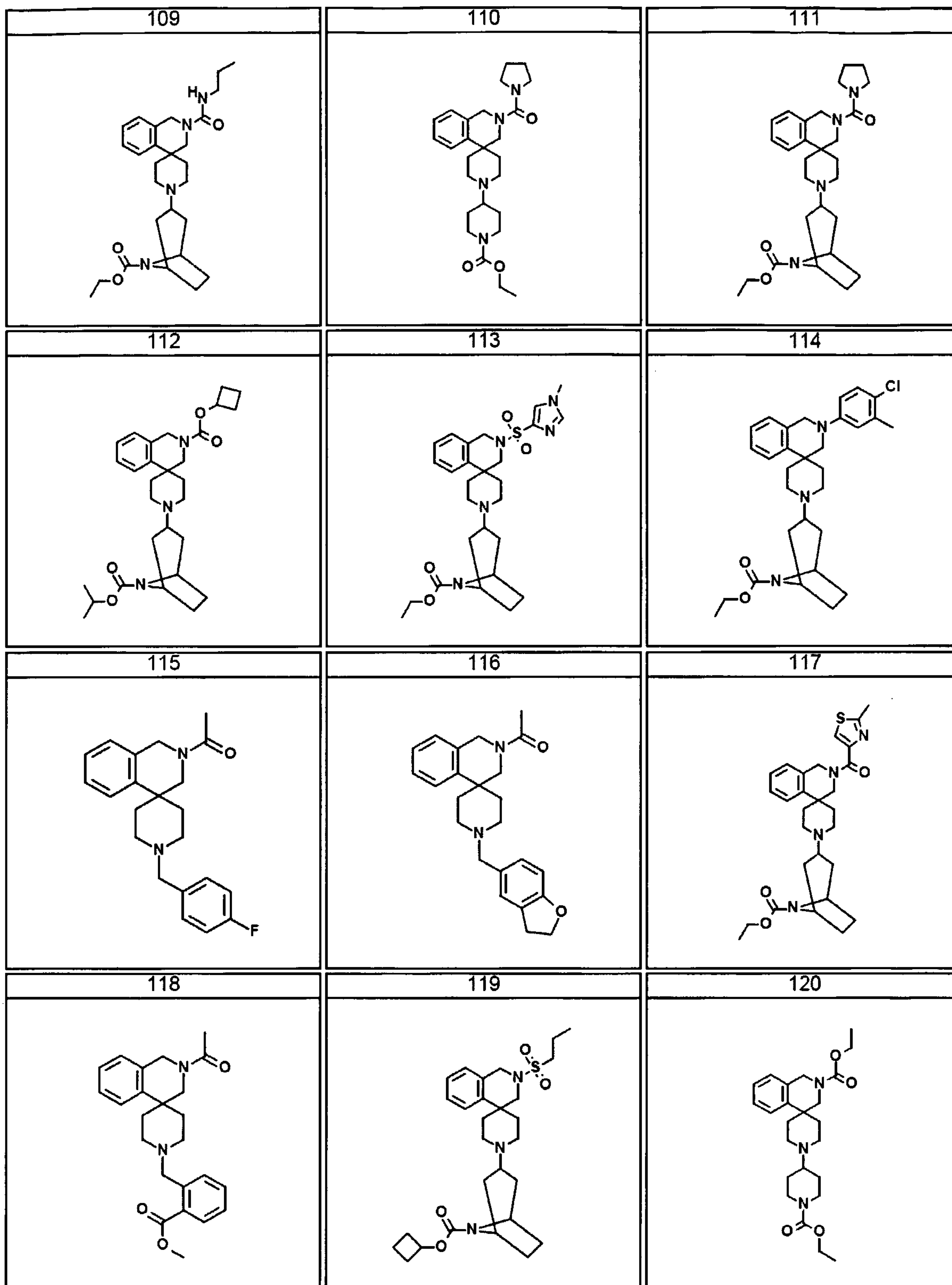


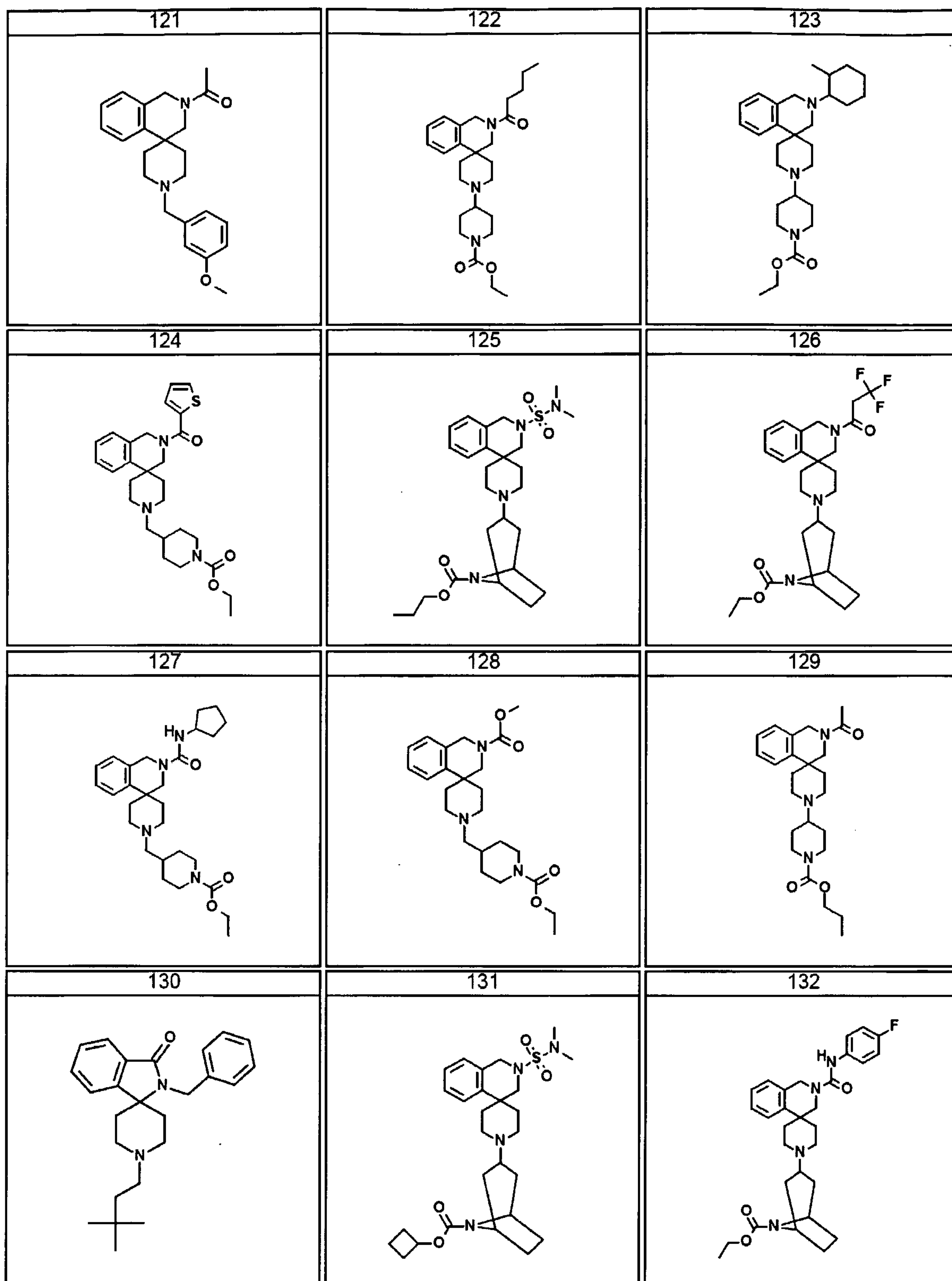


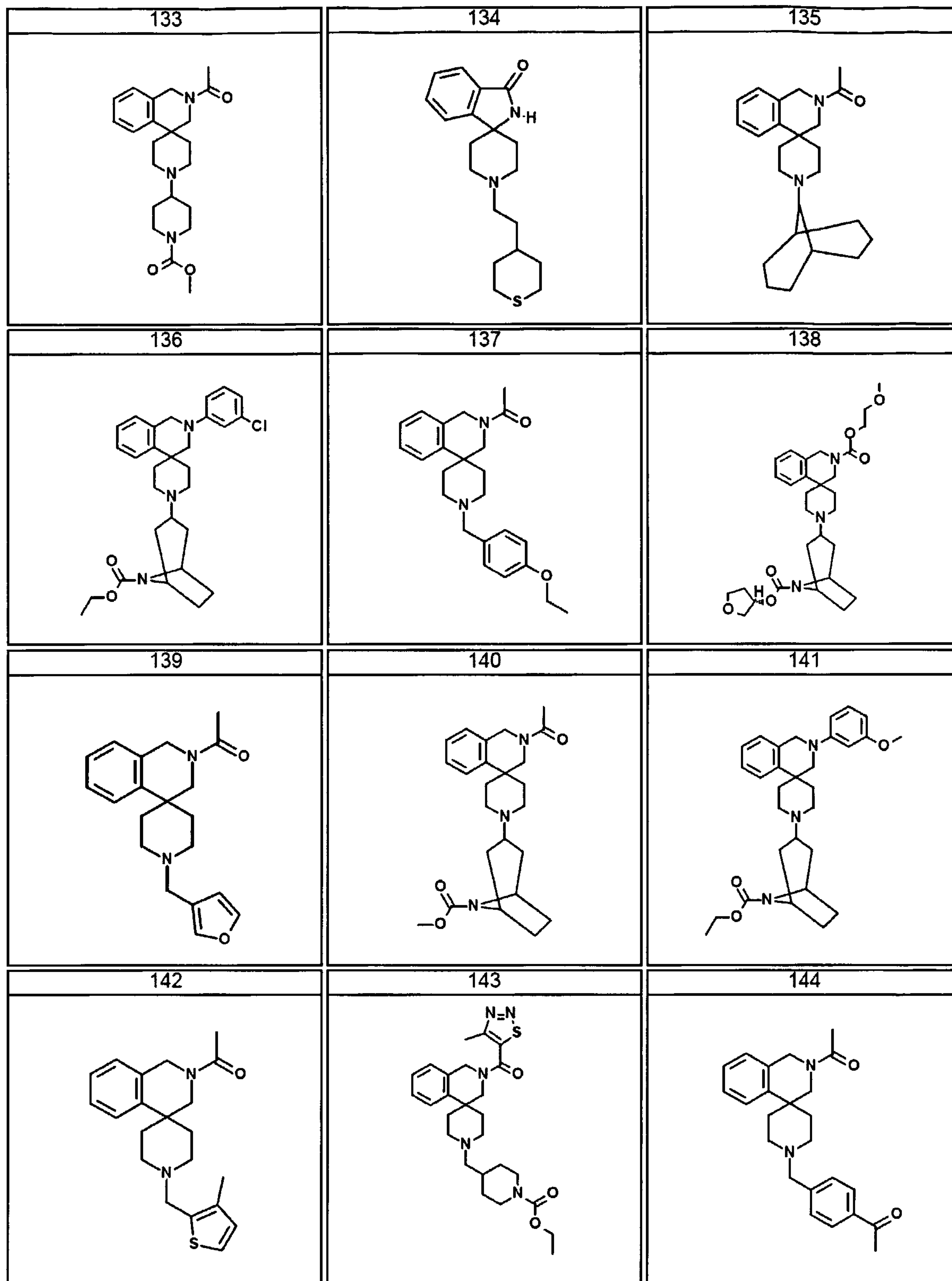


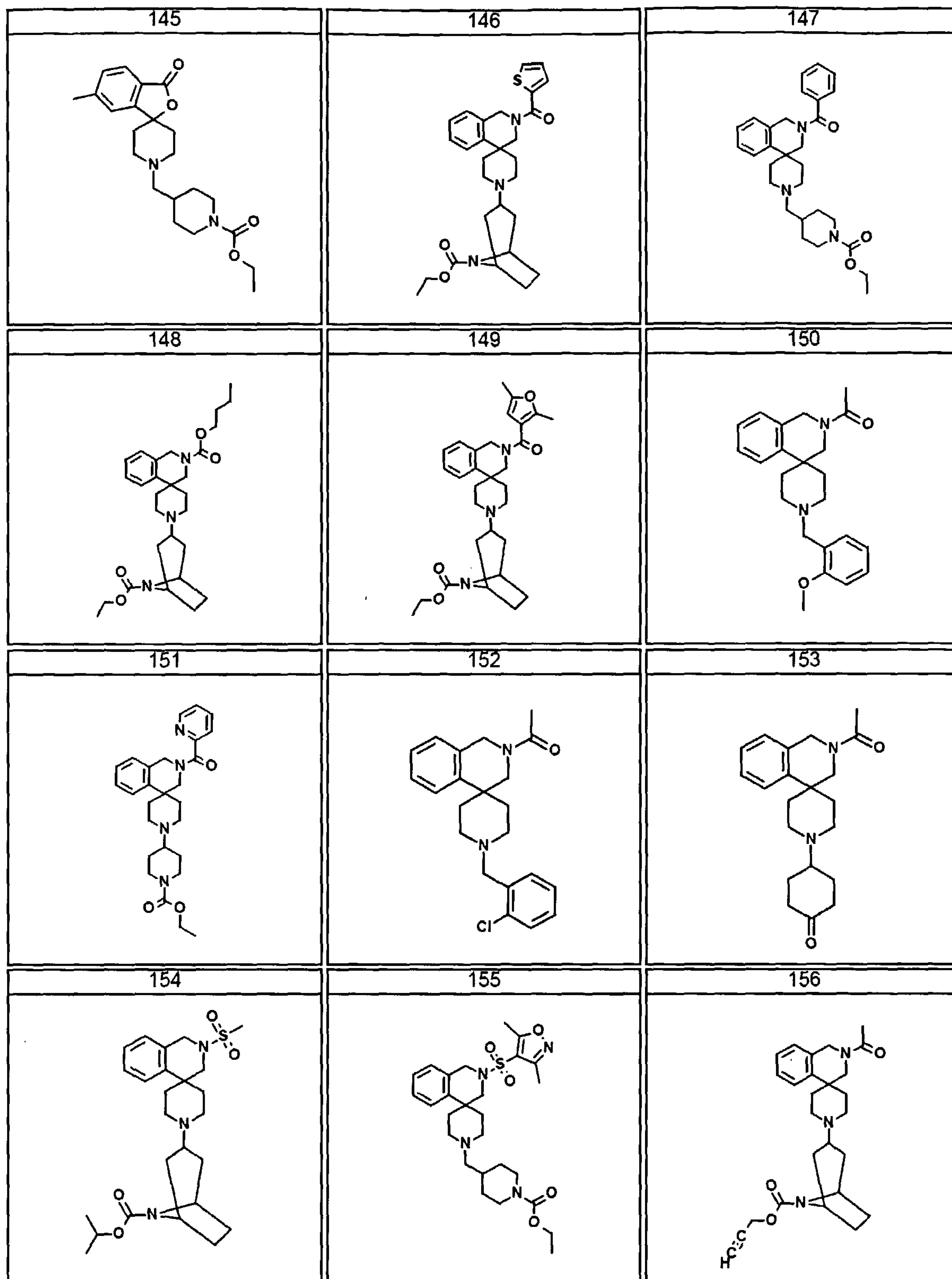


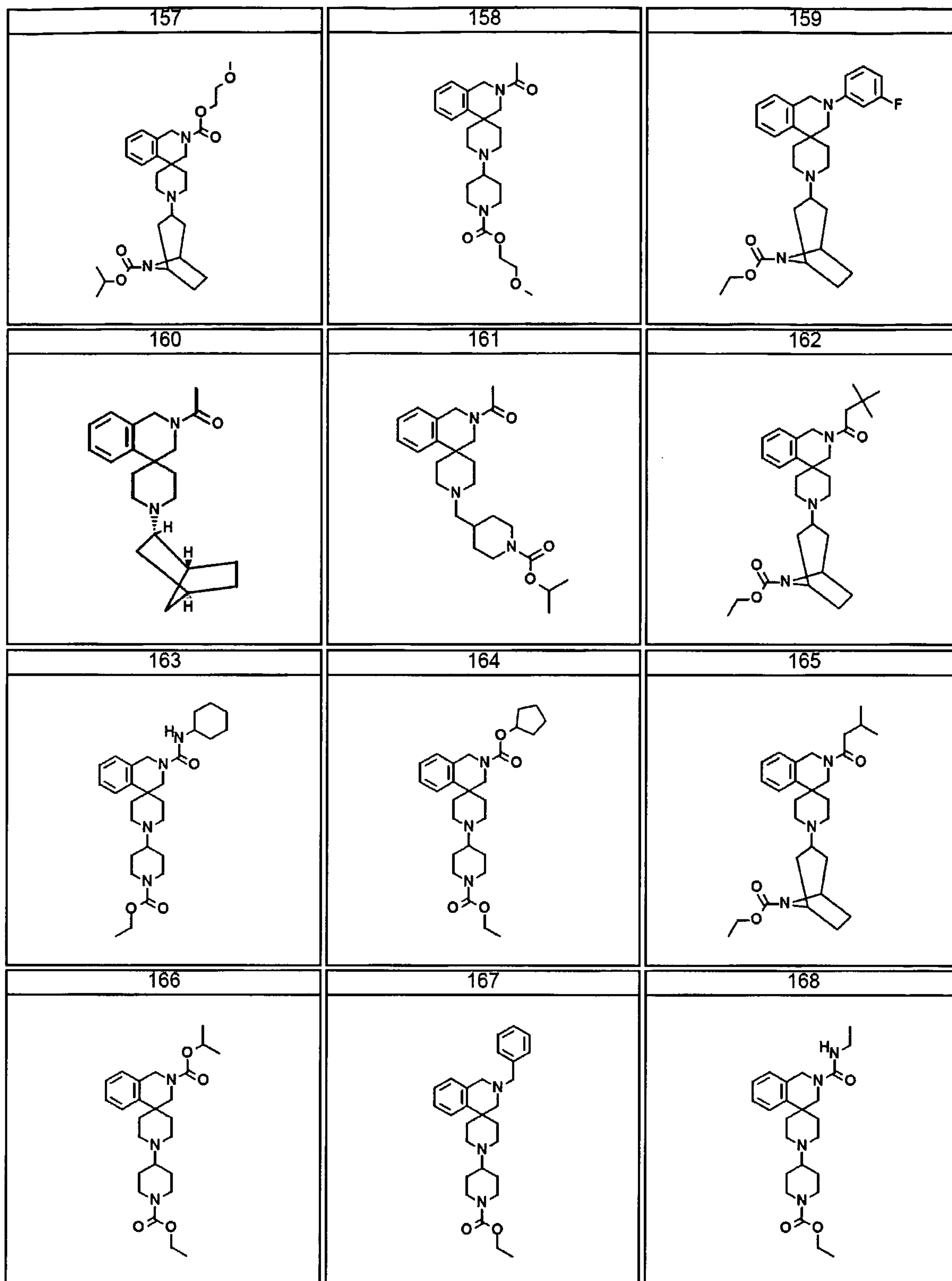


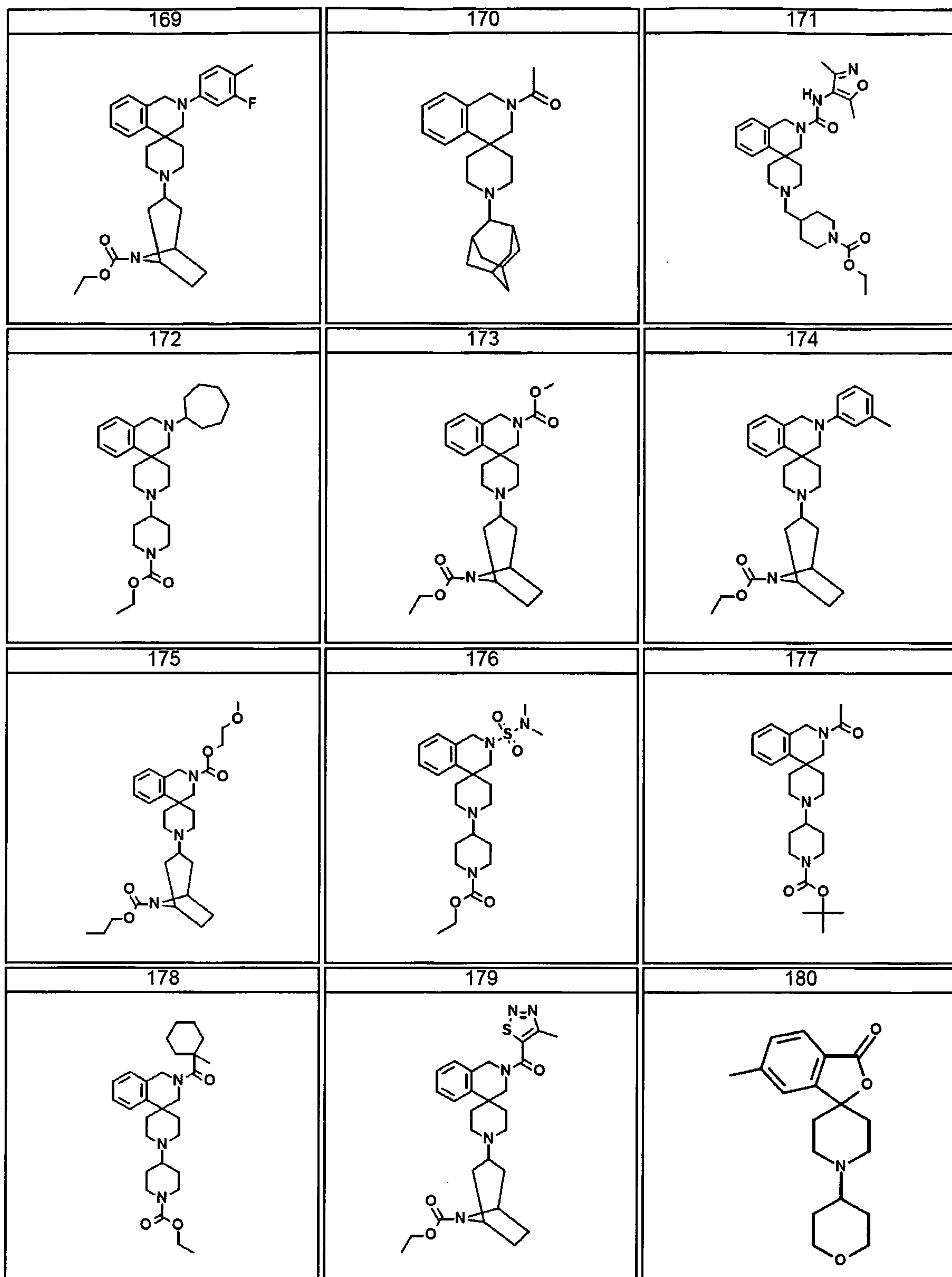


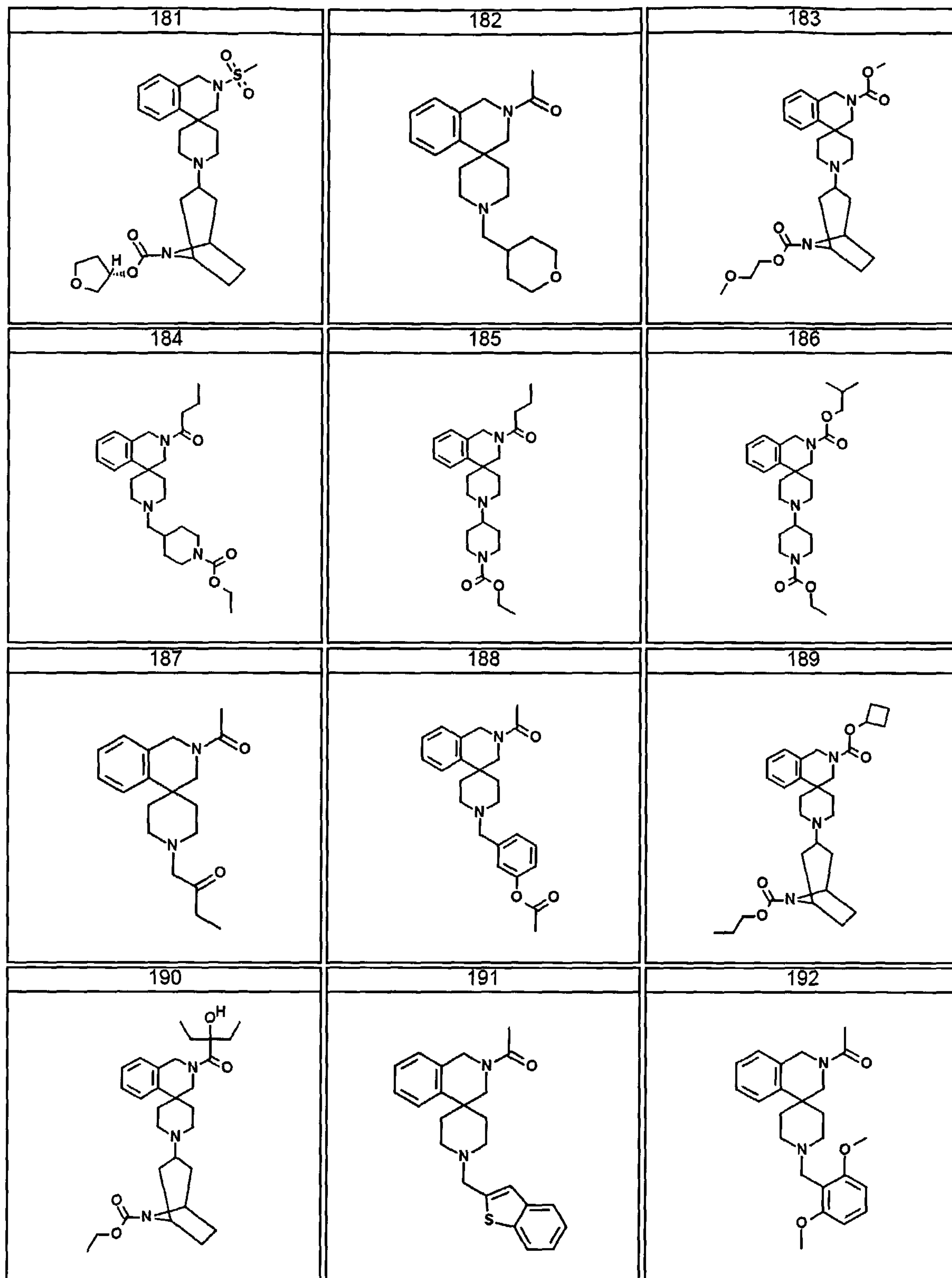


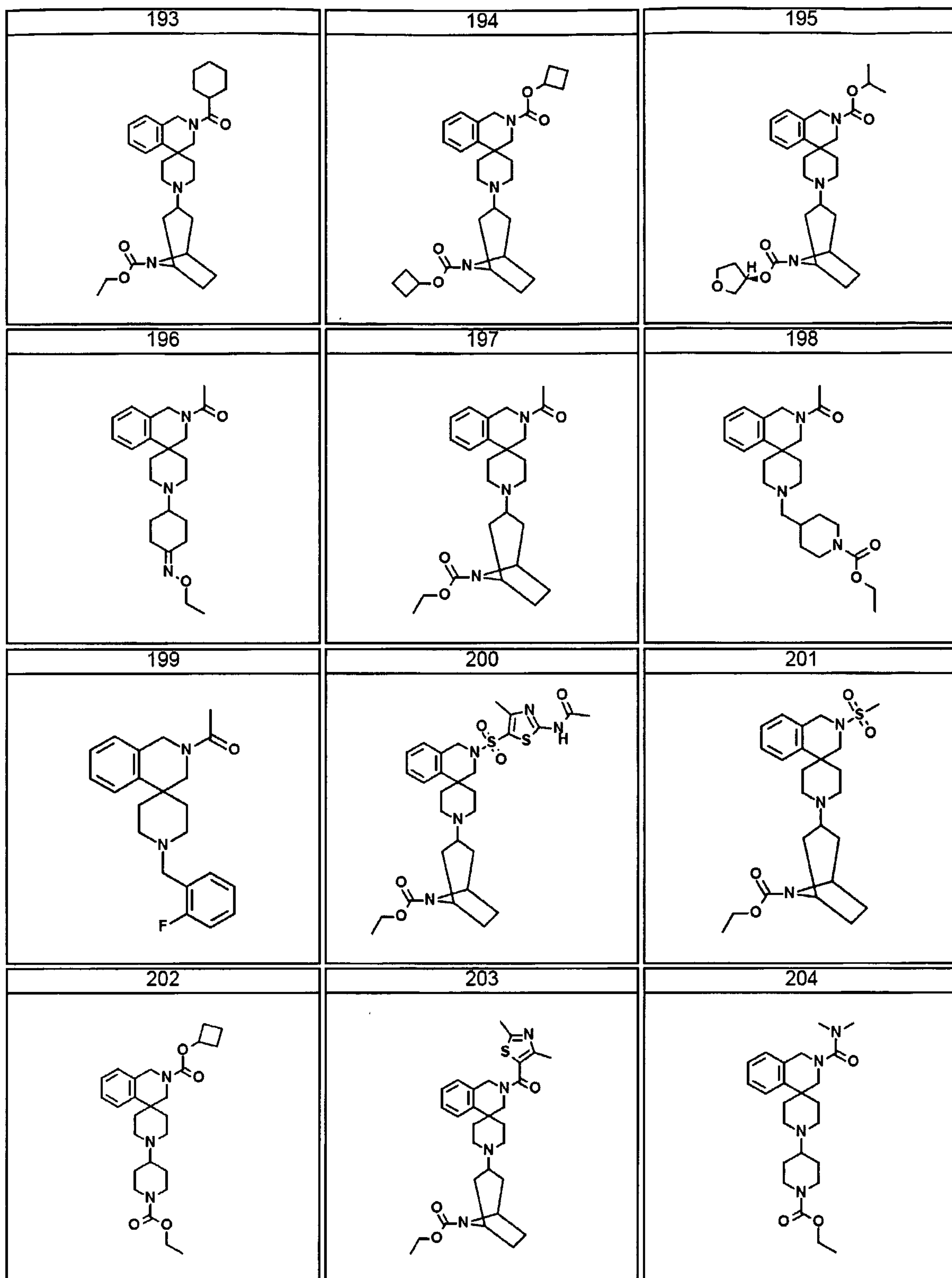


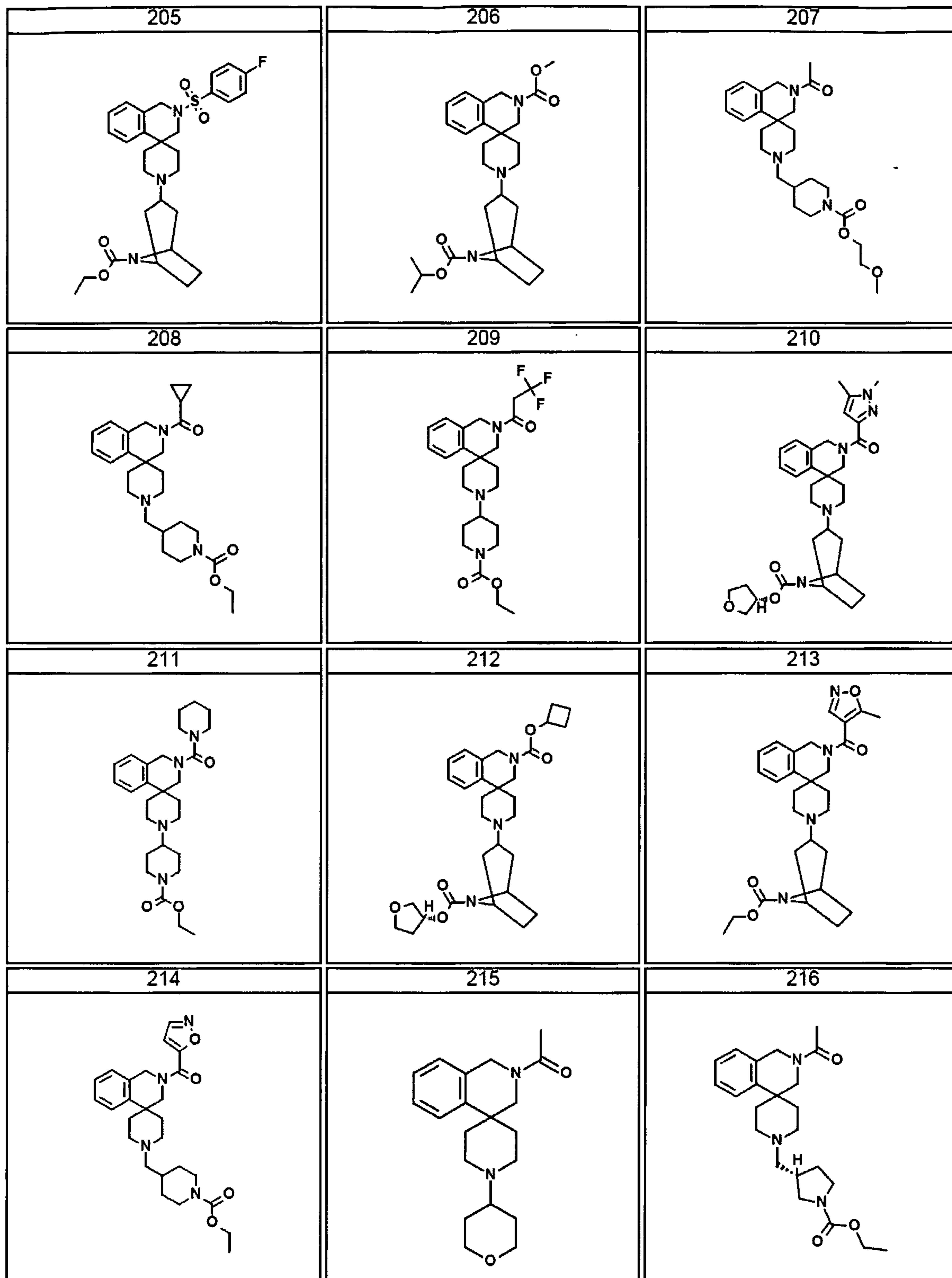


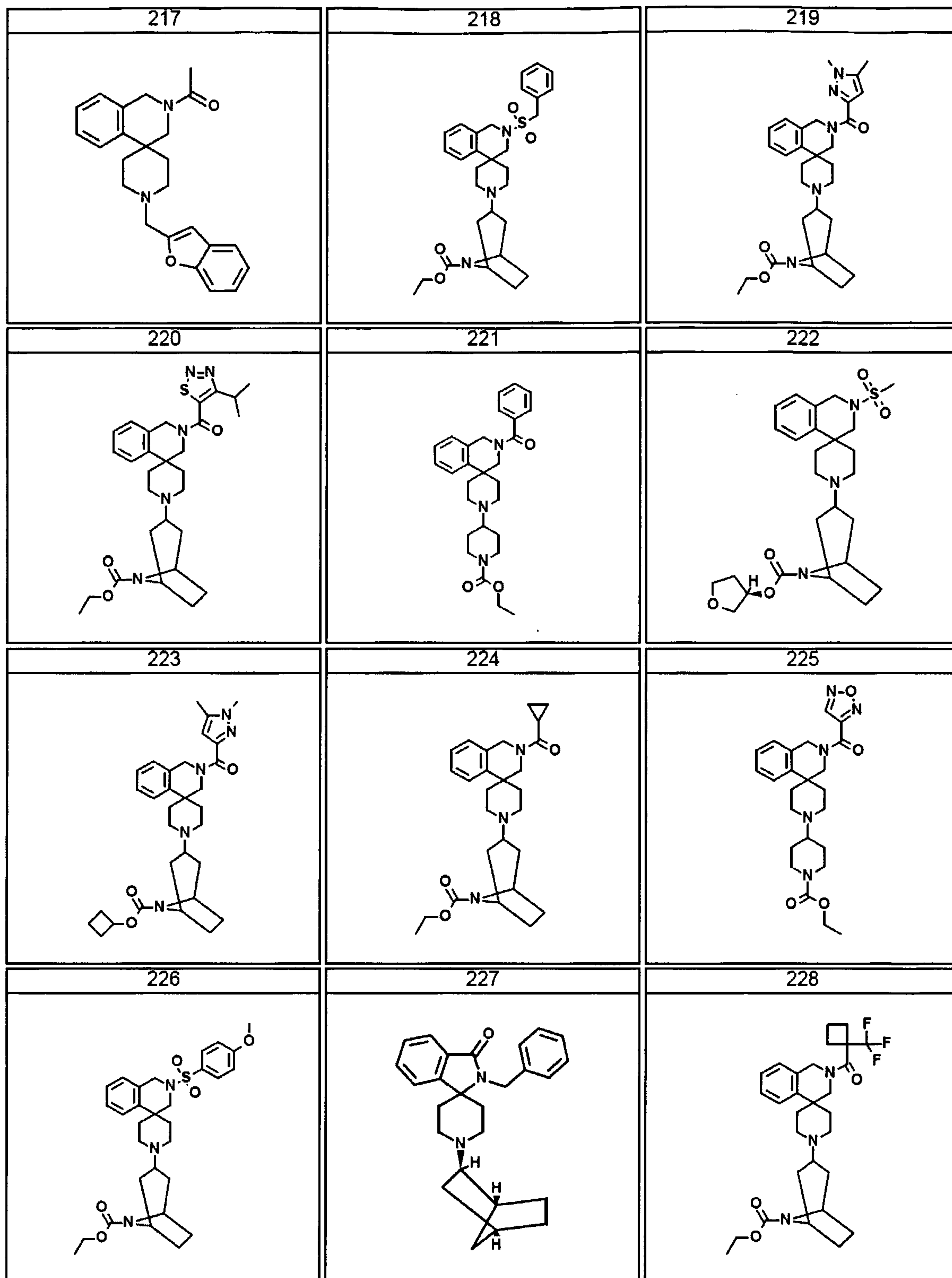


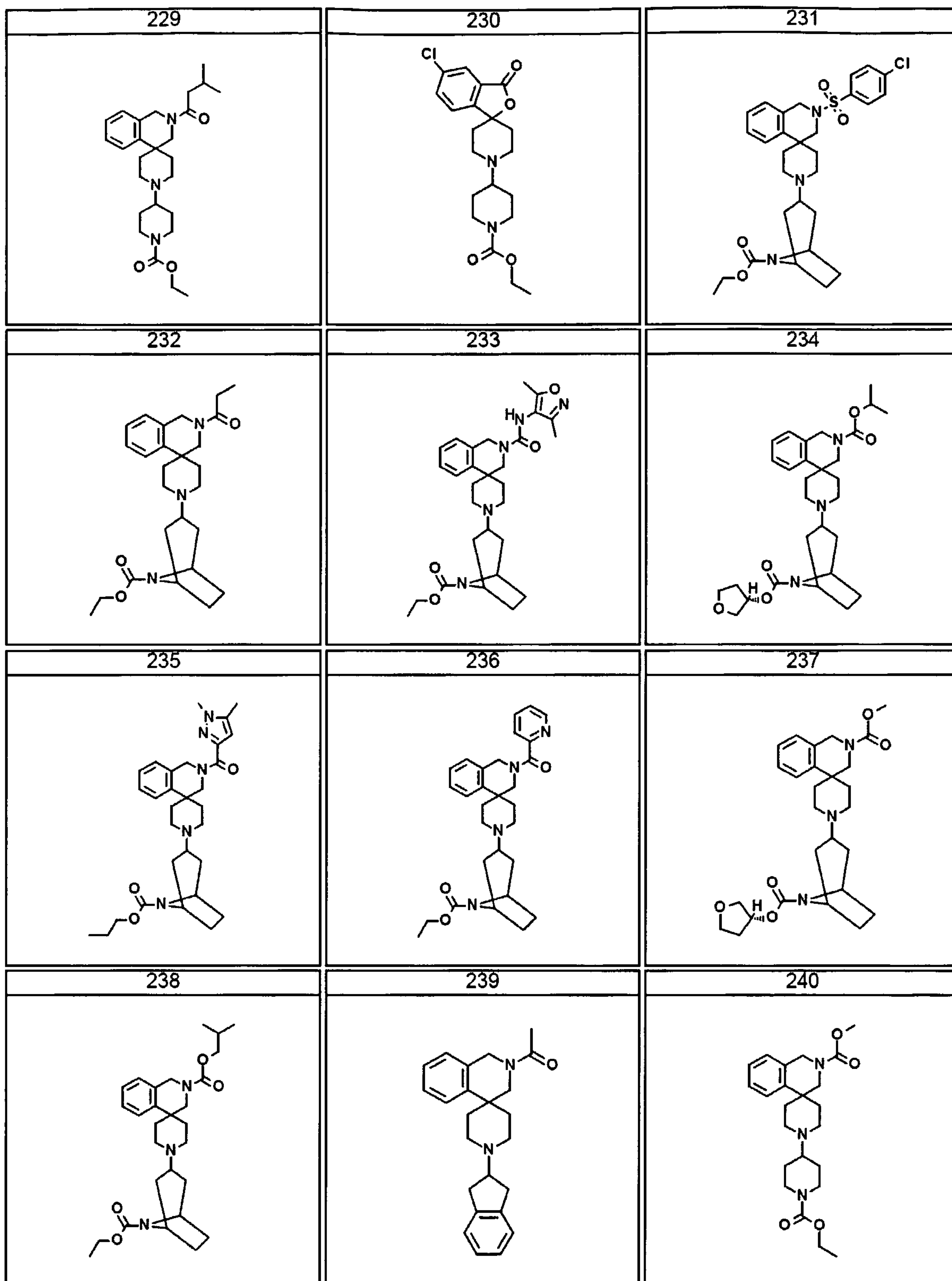


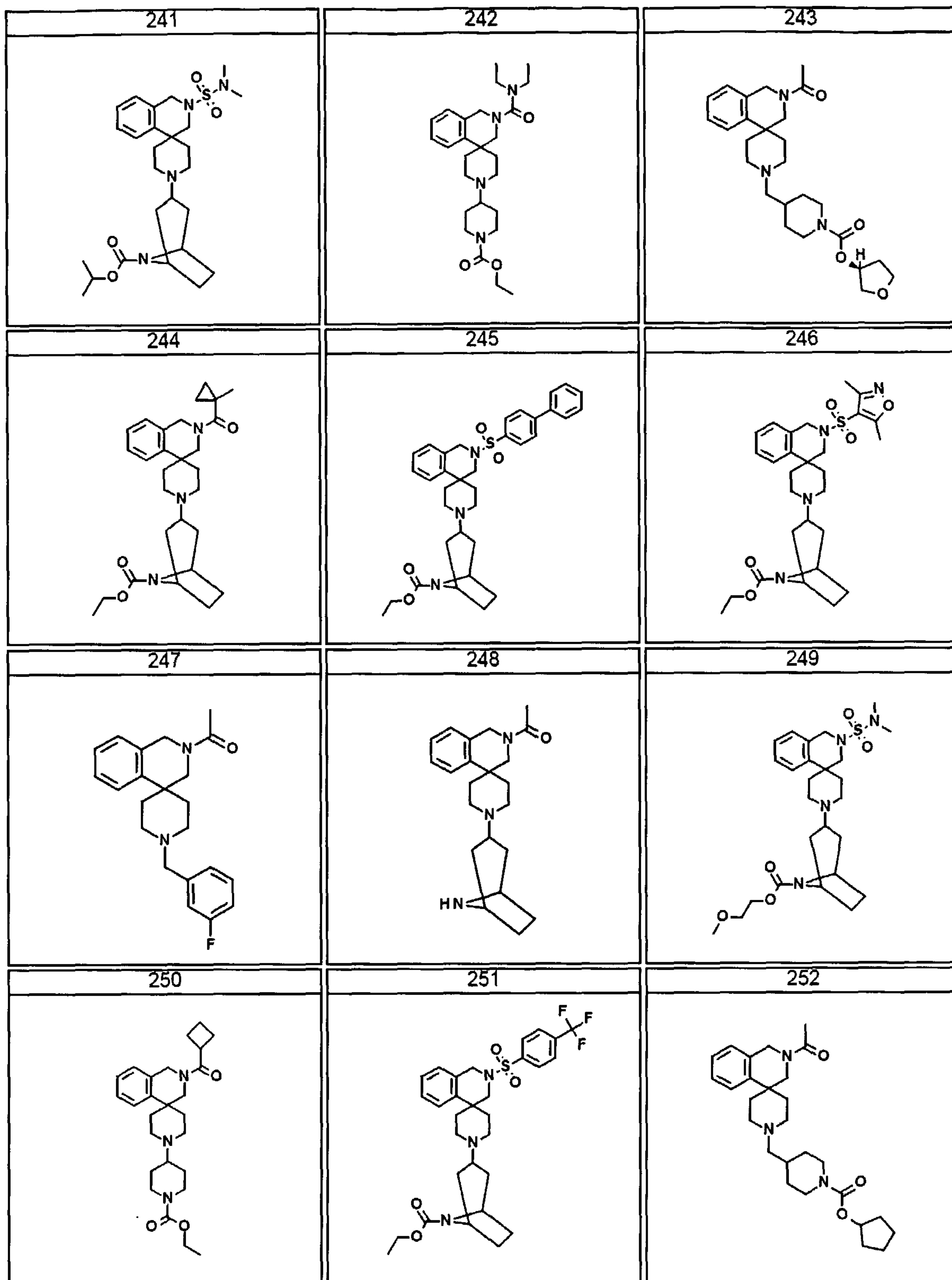


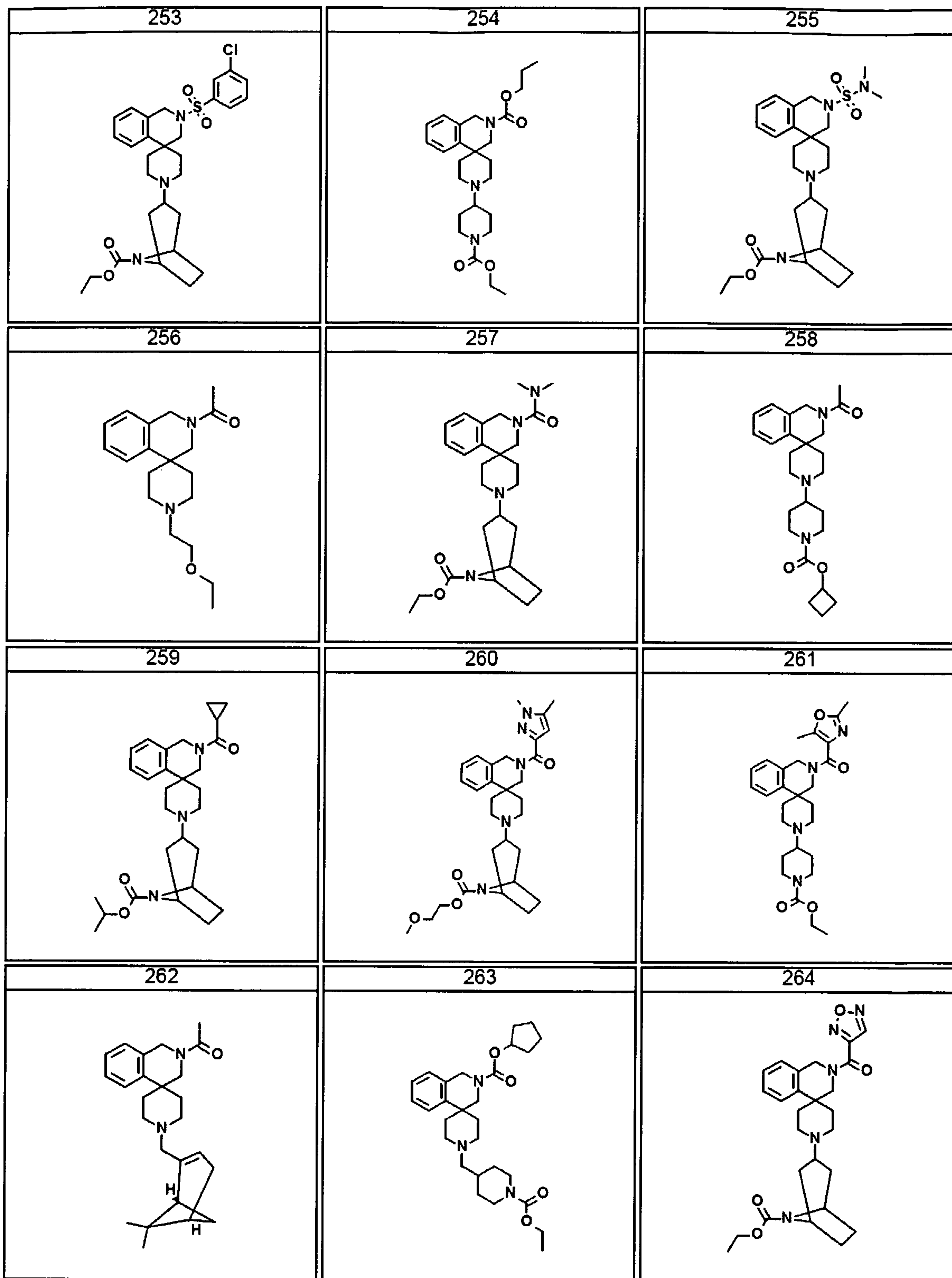


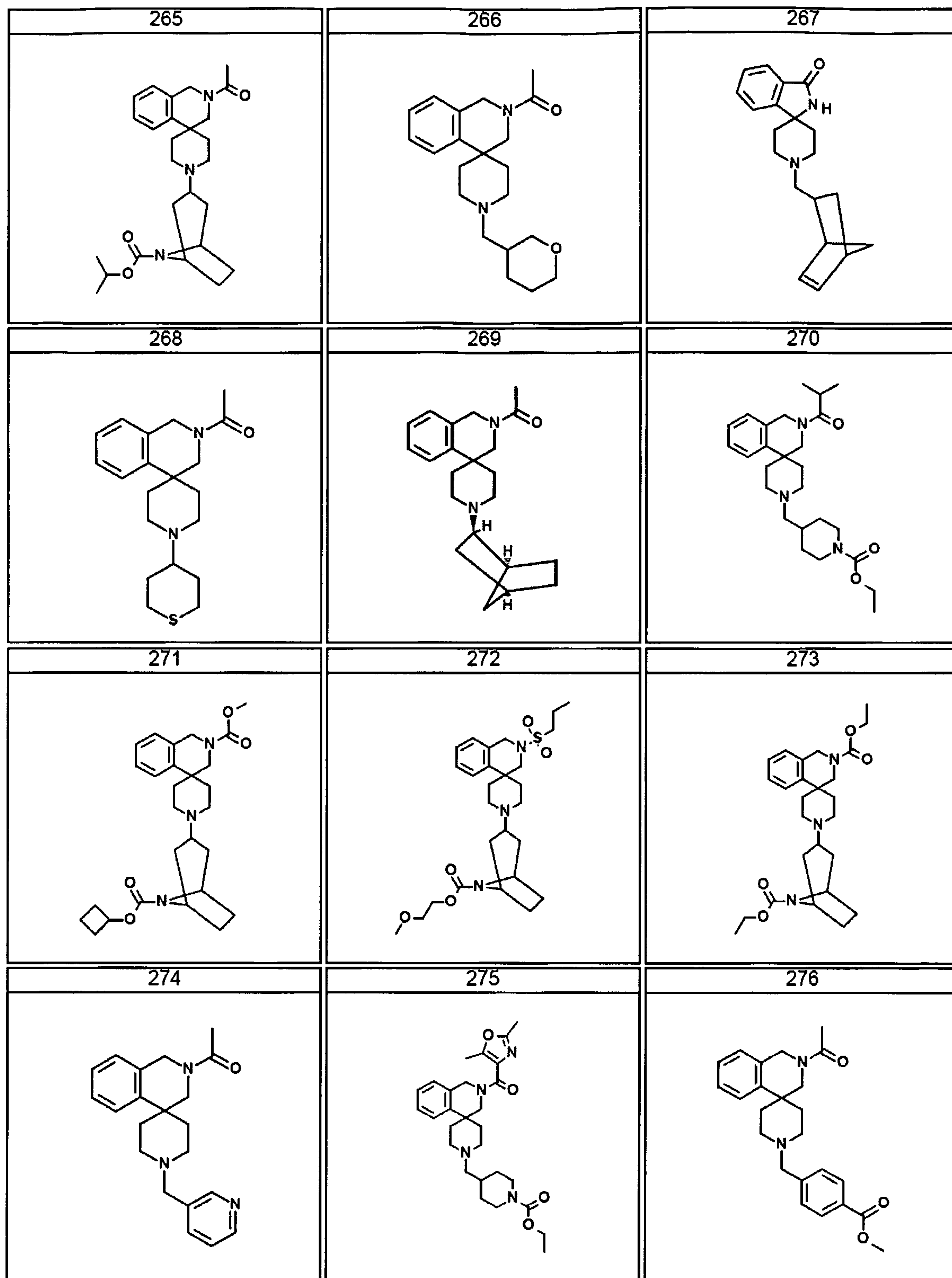


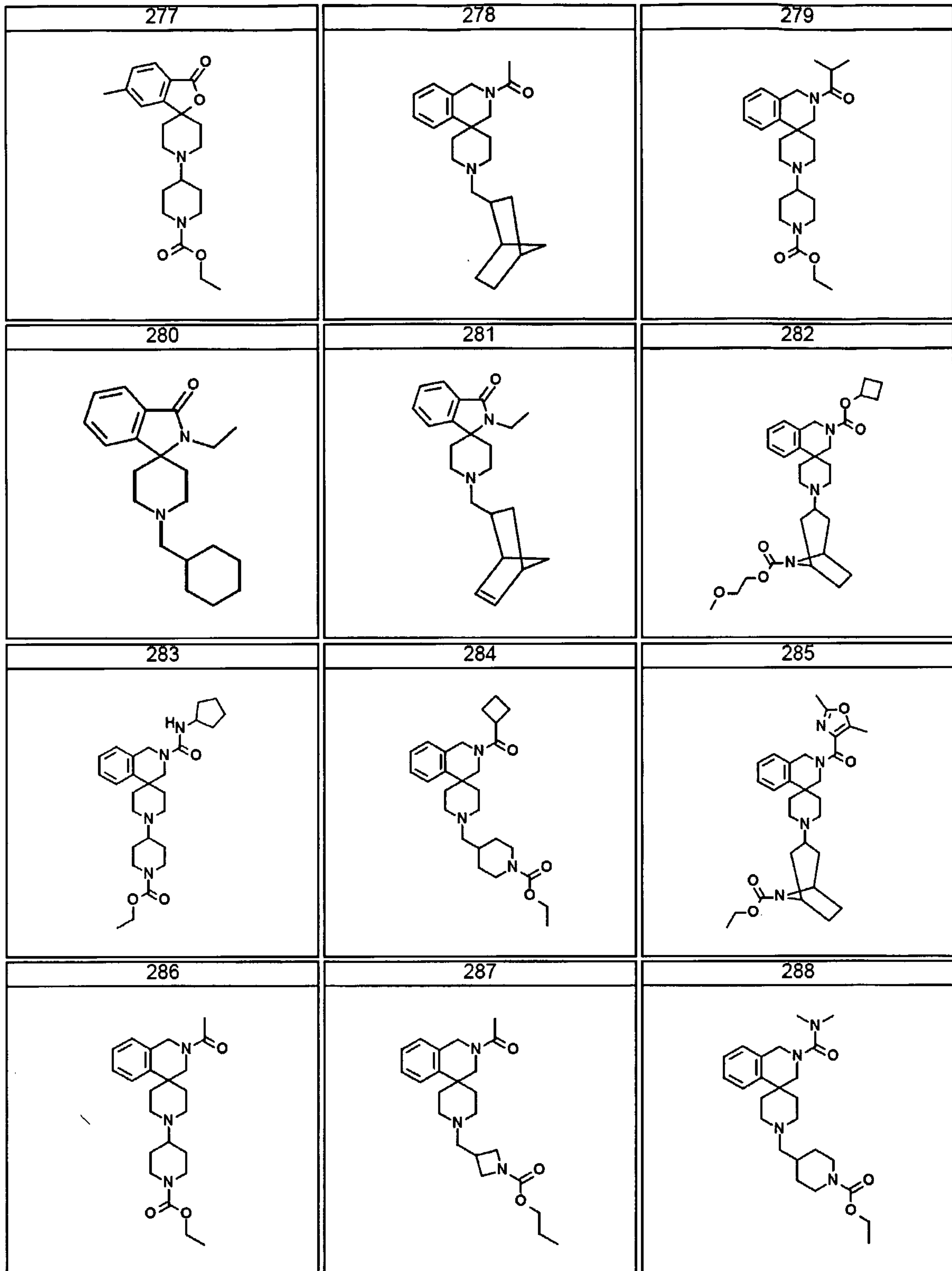


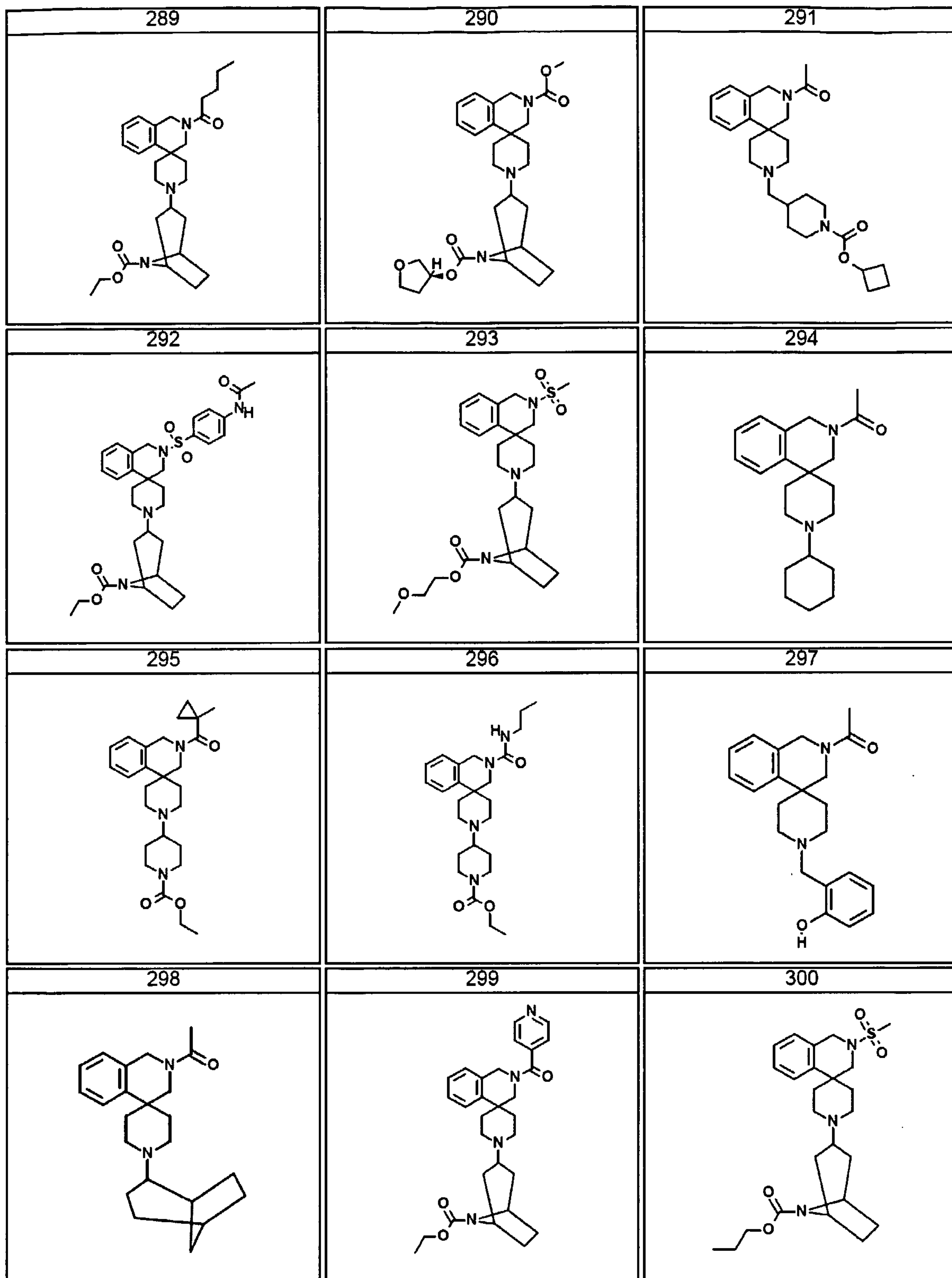


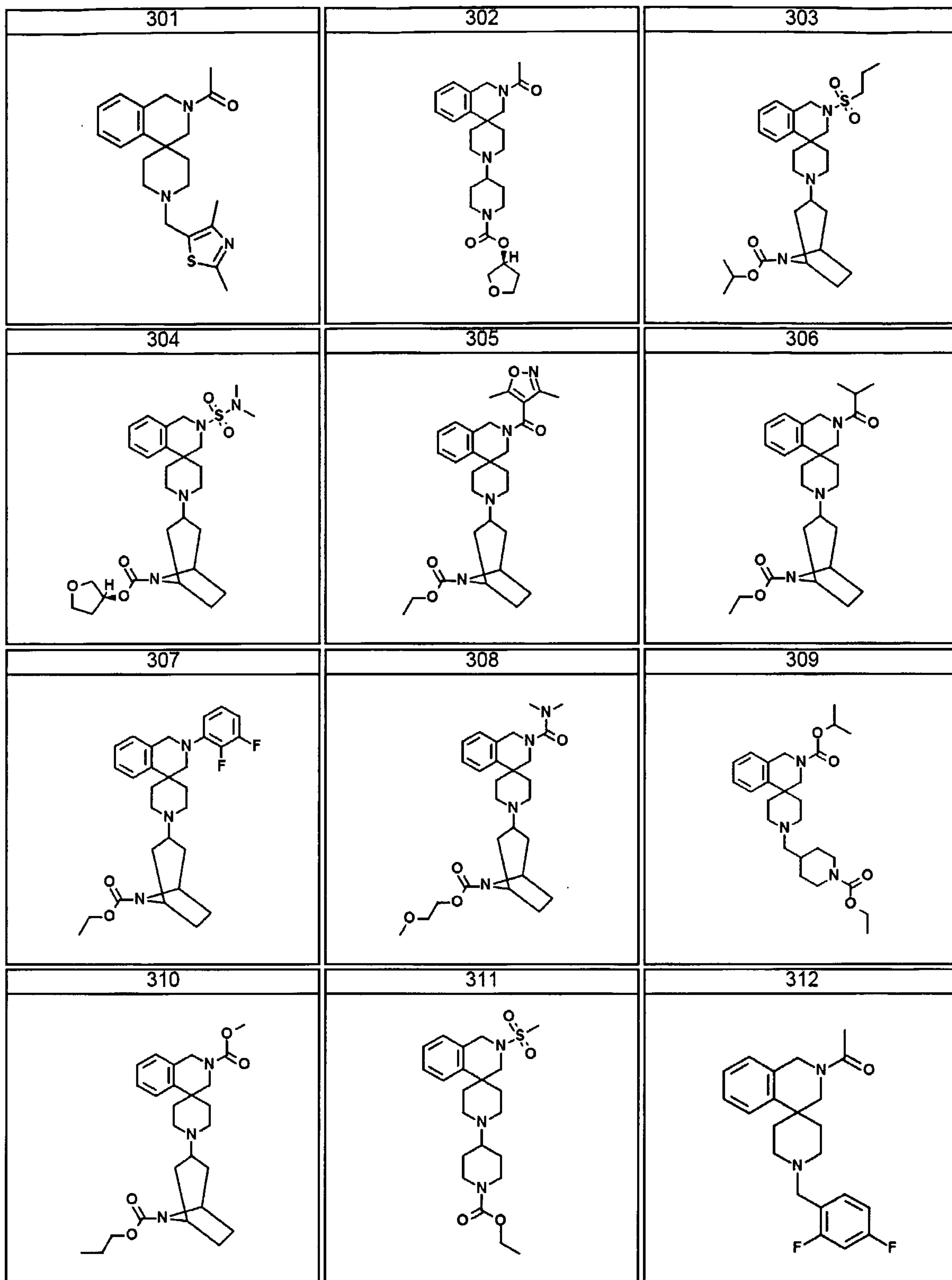


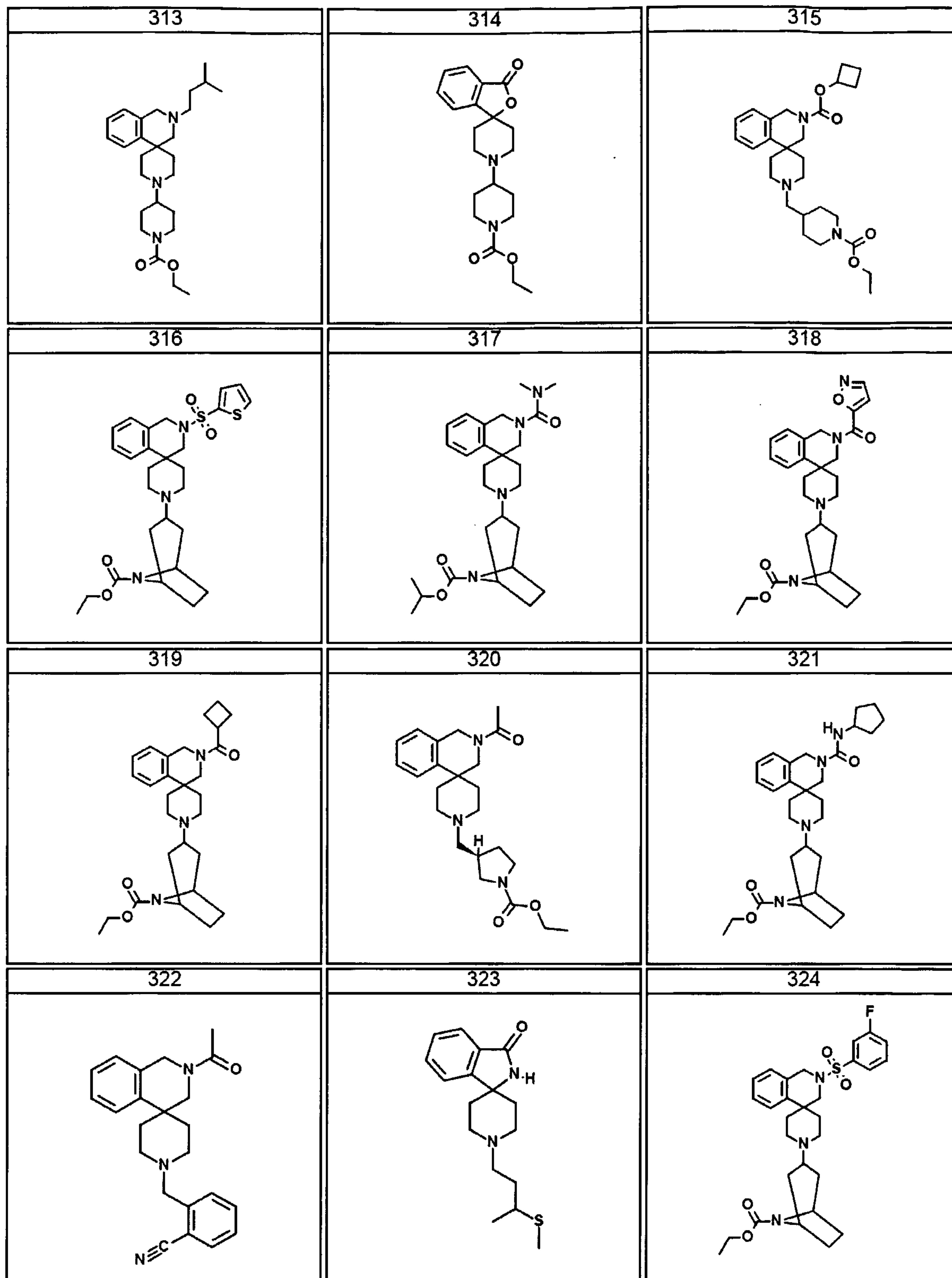


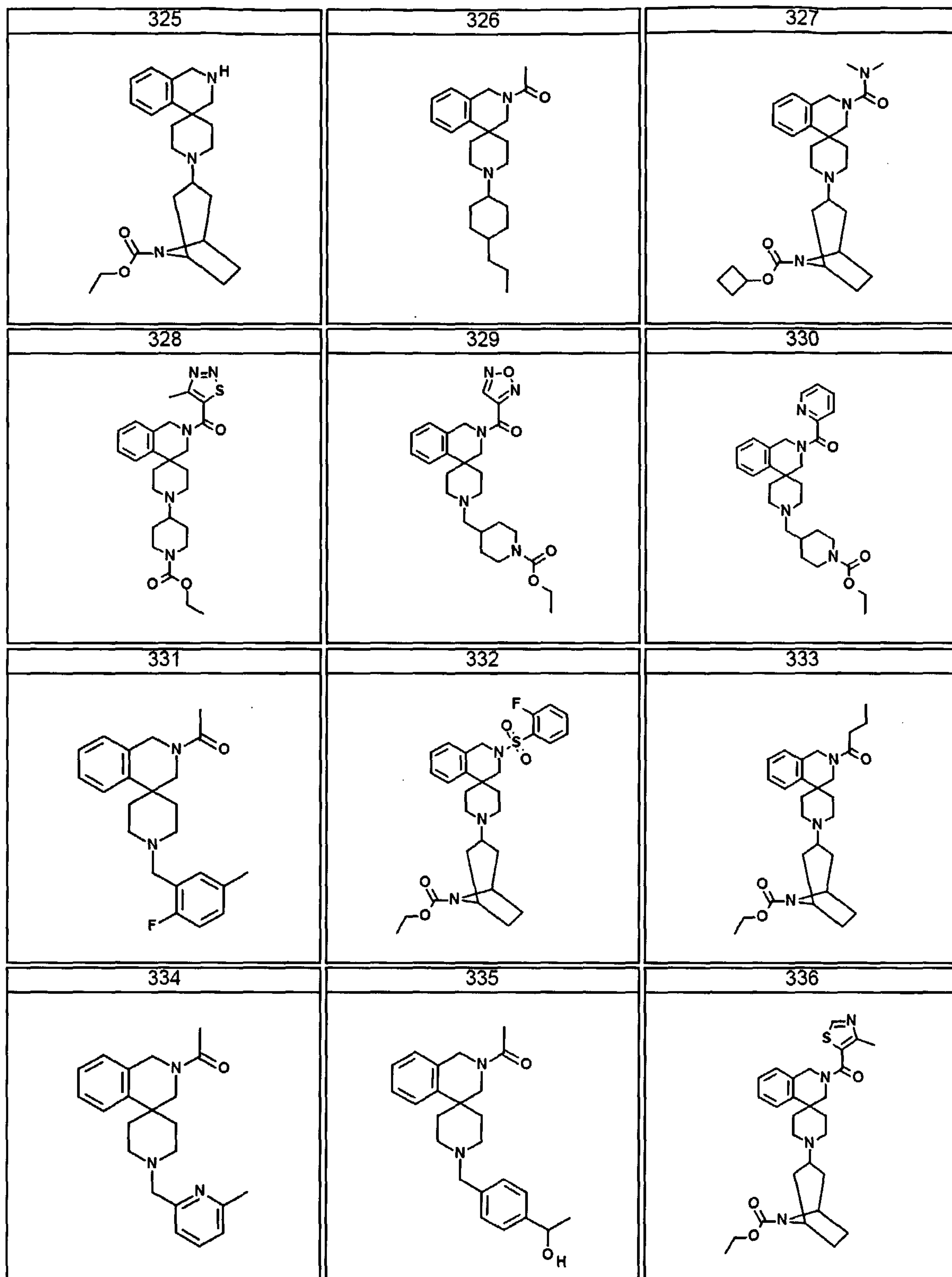


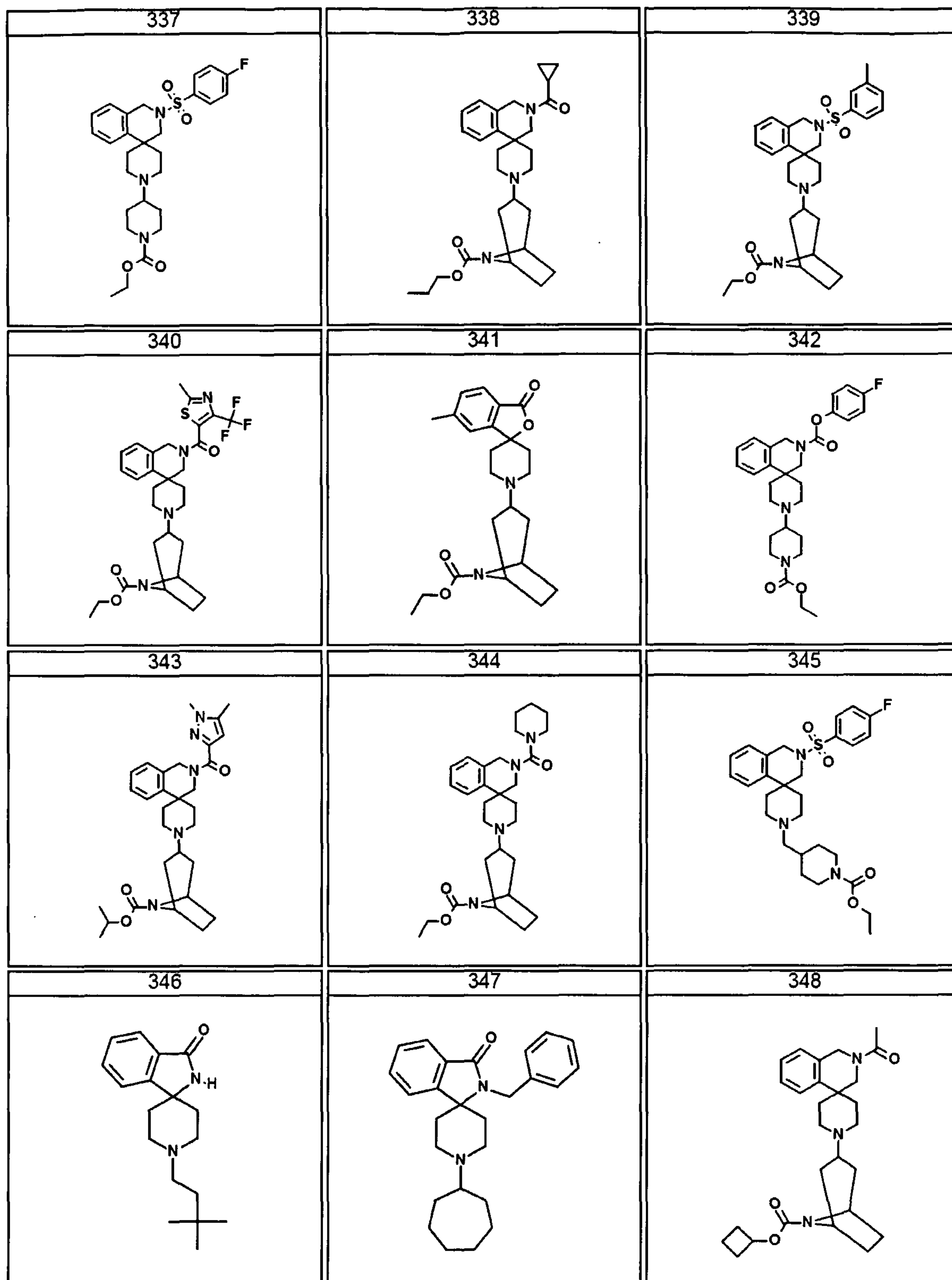


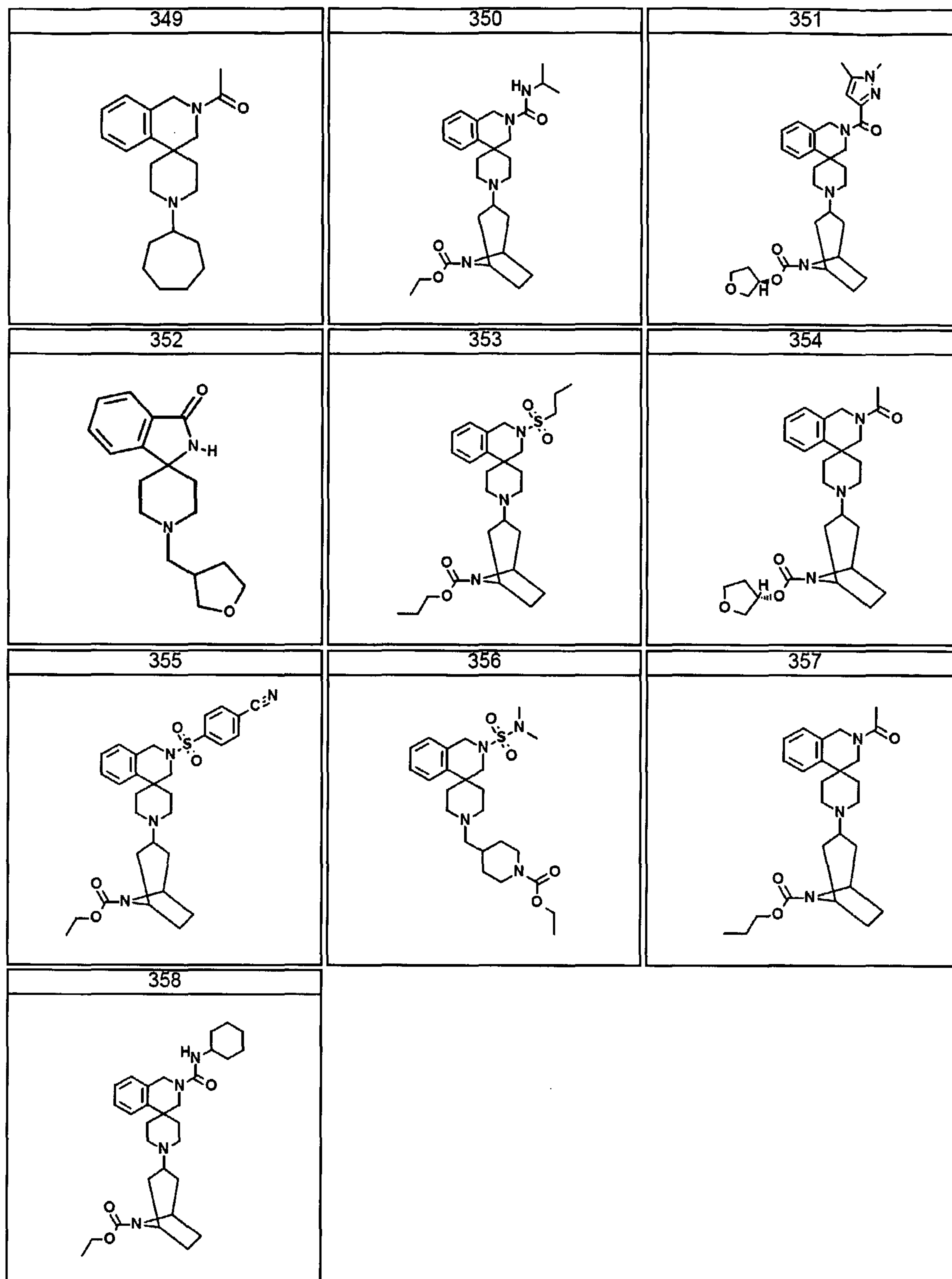












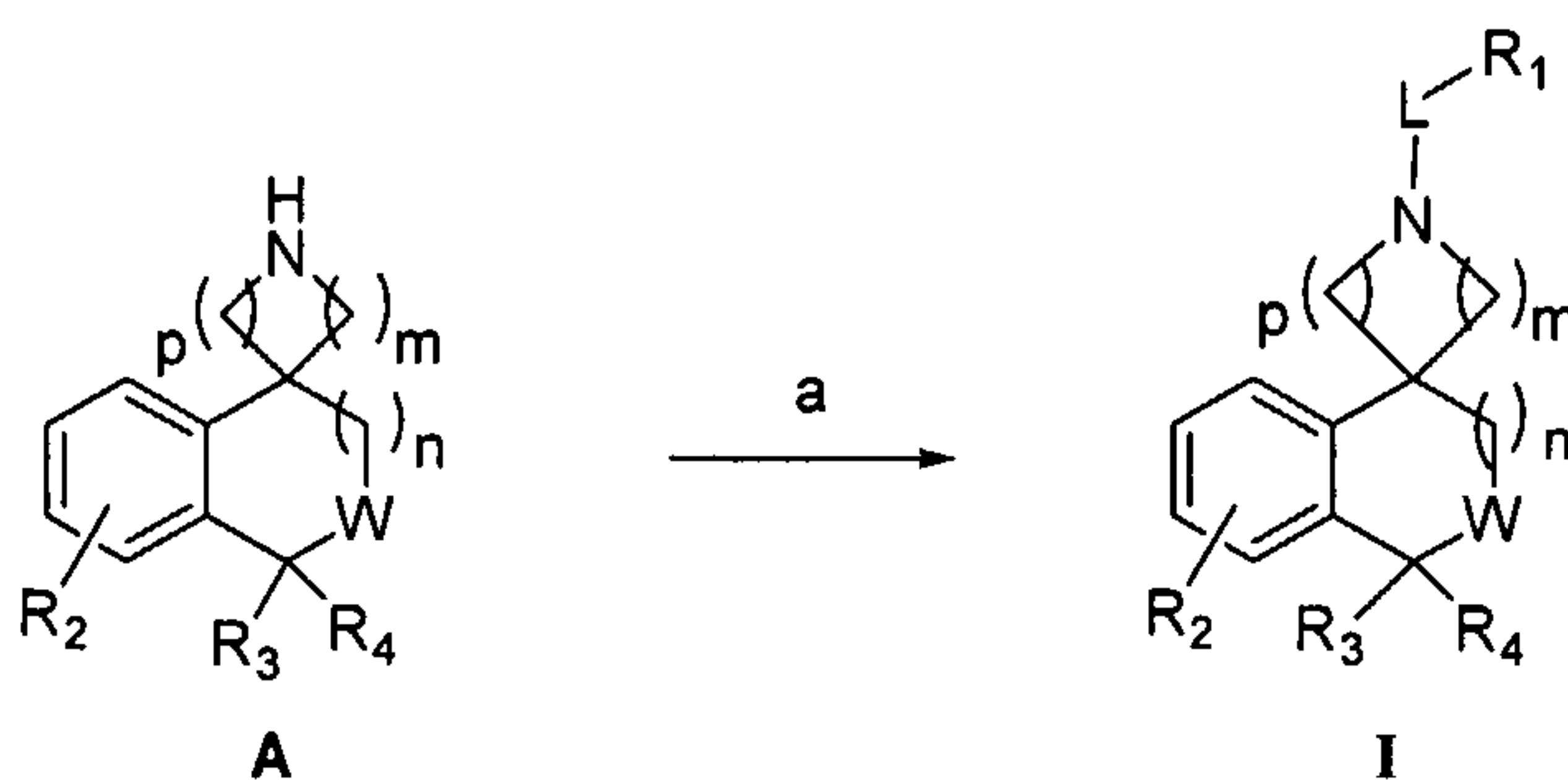
III. Synthetic Schemes:

[00155] The compounds of formulae (I, Ia, Ib, Ic, and Id) may be readily synthesized from commercially available or known starting materials using known methods. Exemplary synthetic routes to produce compounds of formulae (I, Ia, Ib, Ic, and Id) are provided in

Preparations A-C and Schemes 1-5 below. For simplicity of illustration, schemes 1-5 depict only a single R_2 substituent on the fused phenyl ring of formulae (I, Ia, Ib, Ic, and Id); however, the compounds of this invention may include 1 to 4 R_2 substituents on the fused phenyl ring.

[00156] Scheme 1 below depicts general conditions for the synthesis of compounds of formula I.

Scheme 1:

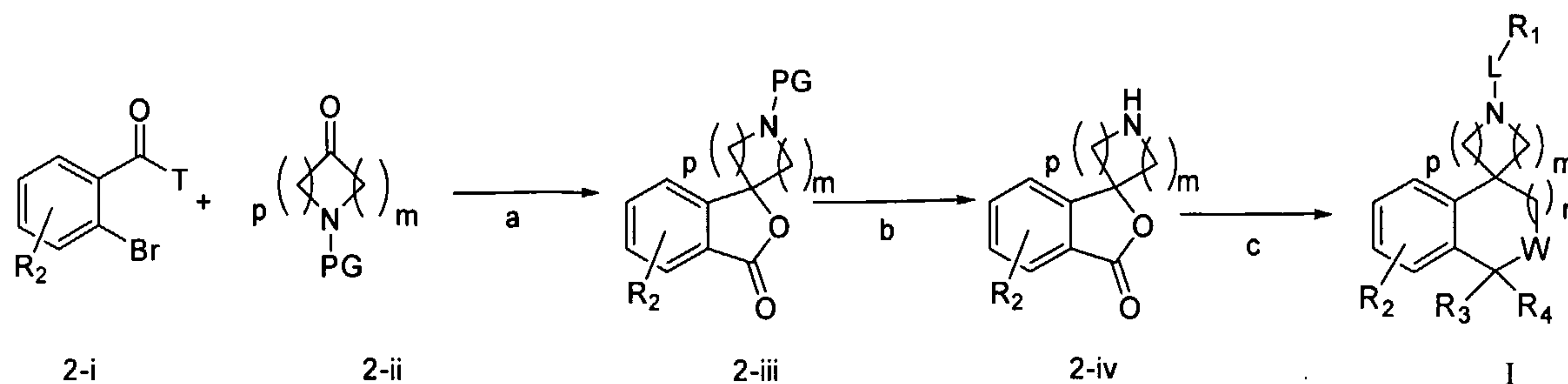


[00157] The reaction of amine (A) with an appropriate aldehyde or ketone under reductive amination conditions (step a), typically using $\text{NaBH}(\text{OAc})_3$ in $\text{DCE}/\text{AcOH}/\text{TEA}$ at room temperature, may be used to provide the desired compounds of formulae (I, Ia, Ib, Ic, and Id). For less reactive ketones, alternative conditions may be used. For example, the treatment of the amine (A) and the ketone in a neat solution of $\text{Ti}(\text{OiPr})_4$, followed by treatment with NaBH_4 in MeOH , may be used to provide the desired compounds of formulae (I, Ia, Ib, Ic, and Id). See Abdel-Magid, A.F. et al., "Reductive Amination of Aldehydes and Ketones with Sodium Triacetoxyborohydride. Studies on Direct and Indirect Reductive Amination Procedures," *J. Org. Chem.*, 61, pp. 3849-3862 (1996) and the references cited therein.

[00158] Alternatively, the nitrogen of (A) may be alkylated with an alkyl halide in the presence of an appropriate base to provide the desired compounds of formulae (I, Ia, Ib, Ic, and Id). Typically, the amine (A) is reacted with an alkyl iodide, bromide, or chloride in the presence of an appropriate base to yield compounds of formulae (I, Ia, Ib, Ic, and Id). Bases may be organic such as triethylamine, or inorganic such as Na_2CO_3 or Cs_2CO_3 . Typical reaction solvents include but are not limited to DMF, acetone, and acetonitrile.

[00159] Scheme 2 illustrates conditions for the synthesis of compounds of formulae (I and Ic) in which n is 0, p is 2, m is 2, W is $-\text{O}-$ and R_3 and R_4 together form an oxo.

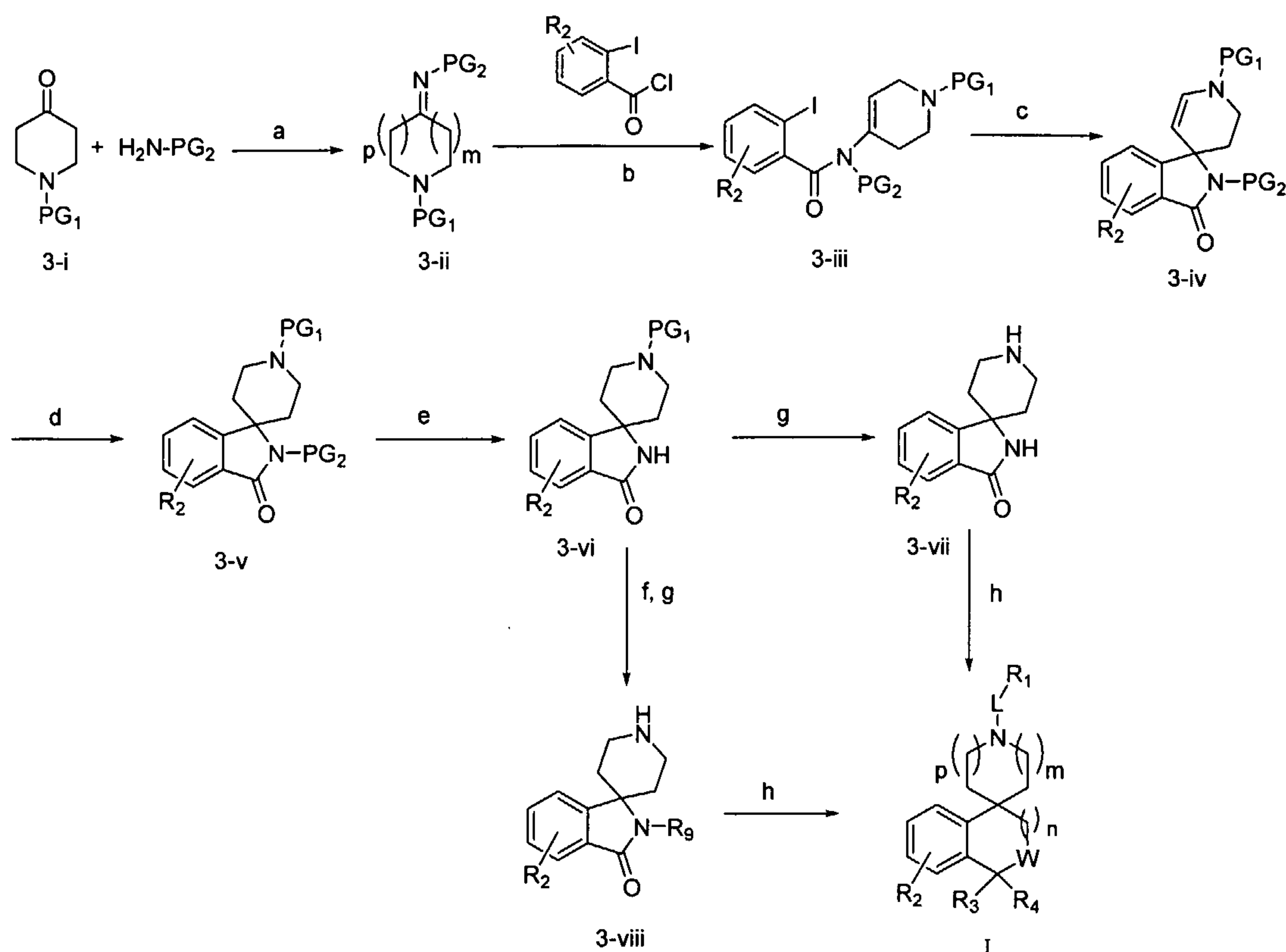
Scheme 2:



[00160] Compounds of type 2-iv in Scheme 2 may be prepared from compounds of type 2-i, where T can be -OH or -NHPH using procedures analogous to those found in WO 200310191 “Method of substituent introduction through halogen-metal exchange reaction”. For example,

in step a the bromoaryl compound 1-i is transmetalated with, for example, butyl lithium followed by reaction with the ketone 2-ii to give the isobenzofuranone 2-iii. Deprotection of 2-iii is achieved using known conditions dependent upon the particular protecting group. For example, 2-iii is reacted with 1-chloroethylchloroformate when the PG is benzyl. Reductive amination of 2iv, as described previously for Scheme 1, provides the compounds of the invention.

[00161] Scheme 3 illustrates alternative conditions for the synthesis of compounds of formulae (I and Id) in which n is 0, p is 2, m is 2, W is -N(R₉)-, and R₃ and R₄ together form OXO.

Scheme 3:

[00162] Amines of type 3-vi in Scheme 3, where n is 0, were prepared using procedures described in US 2002188124 "Preparation of spiroisindolinepiperidinecarboxamides, spirocyclohexaneisobenzofurancarboxamides, spiroazaisobenzofurancyclohexane-carboxamides, and related compounds as neuropeptide Y antagonists". Referring to Scheme 3, reaction of the ketone 3-i with $\text{H}_2\text{N-PG}_2$ where PG₂ is, for example, benzyl, in the presence of a catalyst, for example, borontrifluoride etherate, provides the imine 3-ii. Acylation of 3-ii with an aroylhalide provides the enamine 3-iii. Cyclization of 3-iii is achieved using a palladium catalyst such as, for example, palladium acetate in the presence of an inorganic base such as, for example, potassium carbonate and a phosphorus ligand such as, for example, triphenyl phosphine. Removal of the PG₂ benzyl protecting group with, for example, sodium in liquid ammonia provides the intermediate 3-vi.

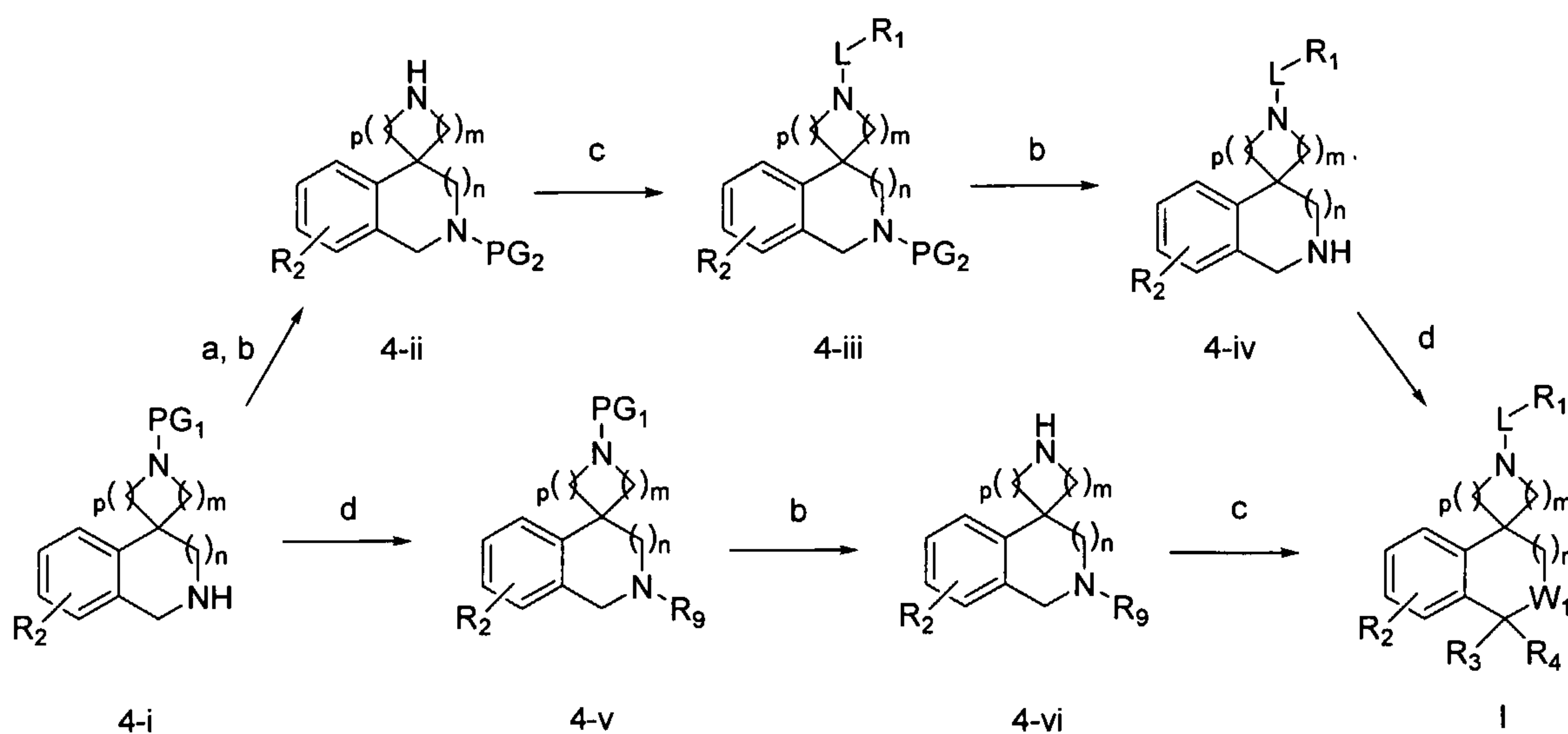
[00163] Compounds of formula 3-vi can be further elaborated through deprotection of PG₁ under suitable conditions such as TFA if PG₁ is Boc, followed by further substitution of the piperidine nitrogen to obtain compounds of formulae (I and Ic) as described in Scheme 1.

[00164] Alternatively, the lactam nitrogen can be first substituted with an appropriate halide of R₉ under basic conditions, such as NaH, followed by deprotection of PG₁ and coupling with a suitable electrophile under conditions described above to obtain compounds of

formulae (I and Ic) where R_9 is alkyl.

[00165] Scheme 4 illustrates alternative conditions for the synthesis of compounds of formulae (I and Ia) in which W is $-N(R_9)-$, n is 1, and R_2 and R_3 are hydrogen.

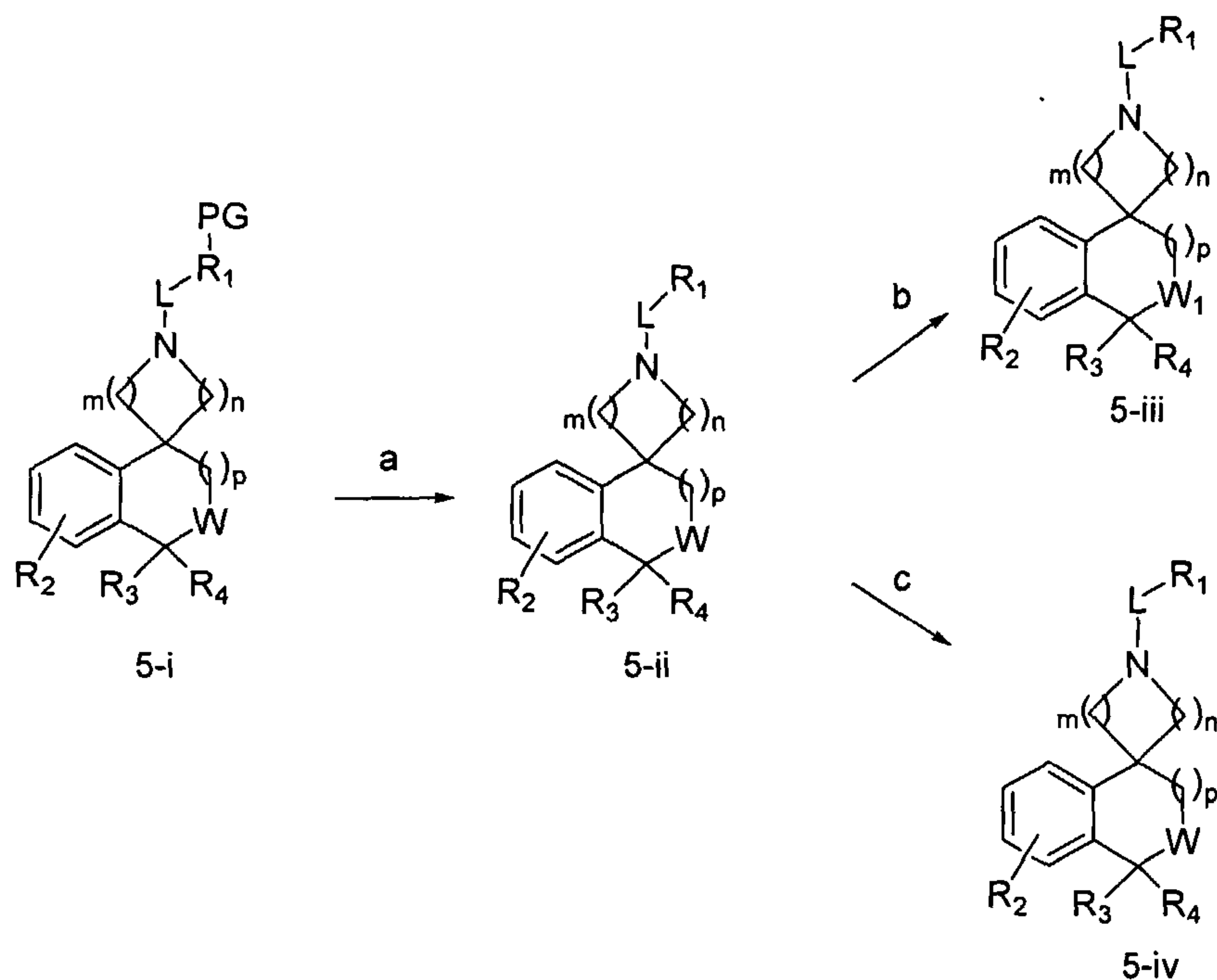
Scheme 4:



[00166] Amines of type 4-i in Scheme 4 may be prepared from methods known in the art and by using procedures analogous to those found in the following references: Berney, D. and Jauner, T., *Helvetica Chimica Acta* 1975, 59, 74; Chiavarelli, S. et al., *Gazzetta Chimica Italiana* 1960, 90, 189; CN1535967 "Preparation of spirocyclic template 1,2,3,4-tetrahydro-spiro[isoquinoline-4,4'-piperidine] compounds". Referring to Scheme 4, in step a the 2-amino position is protected with PG_2 as previously described. Subsequently, in step b, removal of PG_1 is achieved as previously described, for example, with trifluoroacetic acid in methylene chloride at $-10\text{ }^\circ\text{C}$ when PG_1 is Boc. Transformation of 4-ii to compounds of formula 4-iii is achieved through reductive amination or alkylation as described in Scheme I. Removal of the protecting group PG_1 and subsequent derivitization at the 2-nitrogen as previously described provides compounds of the invention. Alternatively, the sequences of deprotection and derivitization may be achieved as shown in Scheme I where 4-i is converted to 4-v (step d) followed by conversion to compounds of the invention with steps b and c as previously described.

[00167] Scheme 5 illustrates transformation of compounds of formula 5-i to compounds of formulae (I, Ia, Ib, Ic, and Id).

Scheme 5:



[00168] Referring to Scheme 5, compounds of formula 5-i contain an R₁ which is substituted with a protected functionality that may either be retained, deprotected and retained, or deprotected and further elaborated to produce additional compounds of formulae (I, Ia, Ib, Ic, and Id). Thus, removal of the protecting group PG in formula 5-i using methods described herein provides compounds of formula 5-ii. For example, if PG in R₁ is a ketal, hydrolysis with, for example, aqueous acetic acid leads to the corresponding 5-ii wherein R₁ contains a ketone which may be converted, for example, to the corresponding oxime or oxime ether under known conditions and as described in the examples (step b) to provide compounds of formula 5-iii wherein R₁ contains an oxime or oxime ether. As a further example, when PG of formula 5-i is N-PG, removal of the protecting group provides an amine which may be further transformed to alkyl, acyl, carbamoyl or sulfonyl derivatives using known conditions and as illustrated in the examples to give compounds of formula 5-iv (step c) wherein R₁ contains an amine alkyl, acyl, carbamoyl or sulfonyl derivative.

IV. Formulations, Administrations, and Uses

A. Pharmaceutically Acceptable Compositions

[00169] The present invention includes within its scope pharmaceutically acceptable prodrugs of the compounds of the present invention. A "pharmaceutically acceptable prodrug" means any pharmaceutically acceptable salt, ester, salt of an ester, or other derivative of a compound of the present invention which, upon administration to a recipient, is capable of providing (directly or indirectly) a compound of this invention or an active

metabolite or residue thereof. Preferred prodrugs are those that increase the bioavailability of the compounds of this invention when such compounds are administered to a mammal or which enhance delivery of the parent compound to a biological compartment relative to the parent species.

[00170] The term "pharmaceutically acceptable carrier, adjuvant, or vehicle" refers to a non-toxic carrier, adjuvant, or vehicle that does not destroy the pharmacological activity of the compound with which it is formulated. Pharmaceutically acceptable carriers, adjuvants or vehicles that may be used in the compositions of this invention include, but are not limited to, ion exchangers, alumina, aluminum stearate, lecithin, serum proteins, such as human serum albumin, buffer substances such as phosphates, glycine, sorbic acid, potassium sorbate, partial glyceride mixtures of saturated vegetable fatty acids, water, salts or electrolytes, such as protamine sulfate, disodium hydrogen phosphate, potassium hydrogen phosphate, sodium chloride, zinc salts, colloidal silica, magnesium trisilicate, polyvinyl pyrrolidone, cellulose-based substances, polyethylene glycol, sodium carboxymethylcellulose, polyacrylates, waxes, polyethylene-polyoxypropylene-block polymers, polyethylene glycol and wool fat.

[00171] Pharmaceutically acceptable salts of the compounds of this invention include those derived from pharmaceutically acceptable inorganic and organic acids and bases. Examples of suitable acid salts include acetate, adipate, alginate, aspartate, benzoate, benzenesulfonate, bisulfate, butyrate, citrate, camphorate, camphorsulfonate, cyclopentanepropionate, digluconate, dodecylsulfate, ethanesulfonate, formate, fumarate, glucoheptanoate, glycerophosphate, glycolate, hemisulfate, heptanoate, hexanoate, hydrochloride, hydrobromide, hydroiodide, 2-hydroxyethanesulfonate, lactate, maleate, malonate, methanesulfonate, 2-naphthalenesulfonate, nicotinate, nitrate, oxalate, palmoate, pectinate, persulfate, 3-phenylpropionate, phosphate, picrate, pivalate, propionate, salicylate, succinate, sulfate, tartrate, thiocyanate, tosylate and undecanoate. Other acids, such as oxalic, while not in themselves pharmaceutically acceptable, may be employed in the preparation of salts useful as intermediates in obtaining the compounds of the invention and their pharmaceutically acceptable acid addition salts.

[00172] Salts derived from appropriate bases include alkali metal (e.g., sodium and potassium), alkaline earth metal (e.g., magnesium), ammonium and $N^+(C_{1-4} \text{ alkyl})_4$ salts. This invention also envisions the quaternization of any basic nitrogen-containing groups of the compounds disclosed herein. Water or oil-soluble or dispersible products may be obtained by such quaternization.

[00173] The compositions of the present invention may be administered orally, parenterally, by inhalation spray, topically, rectally, nasally, buccally, vaginally or via an implanted

reservoir. The term "parenteral" as used herein includes subcutaneous, intravenous, intramuscular, intra-articular, intra-synovial, intrasternal, intrathecal, intrahepatic, intralesional and intracranial injection or infusion techniques. Preferably, the compositions are administered orally, intraperitoneally or intravenously. Sterile injectable forms of the compositions of this invention may be aqueous or oleaginous suspension. These suspensions may be formulated according to techniques known in the art using suitable dispersing or wetting agents and suspending agents. The sterile injectable preparation may also be a sterile injectable solution or suspension in a non-toxic parenterally-acceptable diluent or solvent, for example as a solution in 1,3-butanediol. Among the acceptable vehicles and solvents that may be employed are water, Ringer's solution and isotonic sodium chloride solution. In addition, sterile, fixed oils are conventionally employed as a solvent or suspending medium.

[00174] For this purpose, any bland fixed oil may be employed including synthetic mono- or di-glycerides. Fatty acids, such as oleic acid and its glyceride derivatives are useful in the preparation of injectables, as are natural pharmaceutically-acceptable oils, such as olive oil or castor oil, especially in their polyoxyethylated versions. These oil solutions or suspensions may also contain a long-chain alcohol diluent or dispersant, such as carboxymethyl cellulose or similar dispersing agents that are commonly used in the formulation of pharmaceutically acceptable dosage forms including emulsions and suspensions. Other commonly used surfactants, such as Tweens, Spans and other emulsifying agents or bioavailability enhancers which are commonly used in the manufacture of pharmaceutically acceptable solid, liquid, or other dosage forms may also be used for the purposes of formulation.

[00175] The pharmaceutically acceptable compositions of this invention may be orally administered in any orally acceptable dosage form including, but not limited to, capsules, tablets, aqueous suspensions or solutions. In the case of tablets for oral use, carriers commonly used include lactose and corn starch. Lubricating agents, such as magnesium stearate, are also typically added. For oral administration in a capsule form, useful diluents include lactose and dried cornstarch. When aqueous suspensions are required for oral use, the active ingredient is combined with emulsifying and suspending agents. If desired, certain sweetening, flavoring or coloring agents may also be added.

[00176] Alternatively, the pharmaceutically acceptable compositions of this invention may be administered in the form of suppositories for rectal administration. These can be prepared by mixing the agent with a suitable non-irritating excipient that is solid at room temperature but liquid at rectal temperature and therefore will melt in the rectum to release the drug. Such materials include cocoa butter, beeswax and polyethylene glycols.

[00177] The pharmaceutically acceptable compositions of this invention may also be

administered topically, especially when the target of treatment includes areas or organs readily accessible by topical application, including diseases of the eye, the skin, or the lower intestinal tract. Suitable topical formulations are readily prepared for each of these areas or organs.

[00178] Topical application for the lower intestinal tract can be effected in a rectal suppository formulation (see above) or in a suitable enema formulation. Topically-transdermal patches may also be used.

[00179] For topical applications, the pharmaceutically acceptable compositions may be formulated in a suitable ointment containing the active component suspended or dissolved in one or more carriers. Carriers for topical administration of the compounds of this invention include, but are not limited to, mineral oil, liquid petrolatum, white petrolatum, propylene glycol, polyoxyethylene, polyoxypropylene compound, emulsifying wax and water. Alternatively, the pharmaceutically acceptable compositions can be formulated in a suitable lotion or cream containing the active components suspended or dissolved in one or more pharmaceutically acceptable carriers. Suitable carriers include, but are not limited to, mineral oil, sorbitan monostearate, polysorbate 60, cetyl esters wax, cetearyl alcohol, 2-octyldodecanol, benzyl alcohol and water.

[00180] For ophthalmic use, the pharmaceutically acceptable compositions may be formulated as micronized suspensions in isotonic, pH adjusted sterile saline, or, preferably, as solutions in isotonic, pH adjusted sterile saline, either with or without a preservative such as benzylalkonium chloride. Alternatively, for ophthalmic uses, the pharmaceutically acceptable compositions may be formulated in an ointment such as petrolatum.

[00181] The pharmaceutically acceptable compositions of this invention may also be administered by nasal aerosol or inhalation. Such compositions are prepared according to techniques well-known in the art of pharmaceutical formulation and may be prepared as solutions in saline, employing benzyl alcohol or other suitable preservatives, absorption promoters to enhance bioavailability, fluorocarbons, and/or other conventional solubilizing or dispersing agents.

[00182] Most preferably, the pharmaceutically acceptable compositions of this invention are formulated for oral administration.

[00183] The amount of the compounds of the present invention that may be combined with the carrier materials to produce a composition in a single dosage form will vary depending upon the host treated, the particular mode of administration. Preferably, the compositions should be formulated so that a dosage of between 0.01-100 mg/kg body weight/day of the modulator can be administered to a patient receiving these compositions.

[00184] It should also be understood that a specific dosage and treatment regimen for any particular patient will depend upon a variety of factors, including the activity of the specific compound employed, the age, body weight, general health, sex, diet, time of administration, rate of excretion, drug combination, and the judgment of the treating physician and the severity of the particular disease being treated. The amount of a compound of the present invention in the composition will also depend upon the particular compound in the composition.

[00185] Depending upon the particular condition, or disease, to be treated or prevented, additional therapeutic agents, which are normally administered to treat or prevent that condition, may also be present in the compositions of this invention. As used herein, additional therapeutic agents that are normally administered to treat or prevent a particular disease, or condition, are known as "appropriate for the disease, or condition, being treated."

[00186] According to a preferred embodiment, the compounds of formulae (I, Ia, Ib, Ic, and Id) are selective modulators of M_1 , M_2 and M_4 . More preferably, the compounds of formulae (I, Ia, Ib, Ic, and Id) are selective modulators of M_1 and/or M_4 . Yet more preferably, certain compounds of formulae (I, Ia, Ib, Ic, and Id) are selective modulators of M_1 . Or, preferably, certain compounds of formulae (I, Ia, Ib, Ic, and Id) are selective modulators of M_4 .

[00187] Applicants believe that the ability of the compounds of the present invention to modulate the activity of muscarinic receptors is derived from the affinity of these compounds to the muscarinic receptors. Such affinity, applicants believe, activates a muscarinic receptor (i.e., an agonist) or inhibits the activity of a muscarinic receptor.

[00188] The term "selective" as used herein means a measurably greater ability to modulate one muscarinic receptor subtype when compared to the other muscarinic receptor subtypes. E.g., the term "selective M_4 agonist" means a compound that has a measurably greater ability to act as an M_4 agonist when compared to that compound's agonist activity with the other muscarinic receptor subtype(s).

[00189] According to an alternative embodiment, the present invention provides a method of treating a muscarinic receptor mediated disease in a mammal, such as a human, including the step of administering to said mammal a composition comprising a compound of formulae (I, Ia, Ib, Ic, and Id), or an embodiment thereof as set forth herein.

[00190] According to another embodiment, the present invention provides a method of treating a disease mediated by a muscarinic receptor including the step of administering to said mammal a composition comprising a compound of formulae (I, Ia, Ib, Ic, and Id), or other embodiments thereof as set forth above. Preferably, said disease is mediated by M_1 , or said disease is mediated by M_4 .

[00191] According to yet another embodiment, the present invention provides a method of treating or reducing the severity of a disease in a patient, wherein said disease is selected from CNS derived pathologies including cognitive disorders, Attention Deficit Hyperactivity Disorder (ADHD), obesity, Alzheimer's disease, various dementias such as vascular dementia, psychosis including schizophrenia, mania, bipolar disorders, pain conditions including acute and chronic syndromes, Huntington's Chorea, Friederich's ataxia, Gilles de la Tourette's Syndrome, Downs Syndrome, Pick disease, clinical depression, sudden infant death syndrome, Parkinson's disease, peripheral disorders such as reduction of intra ocular pressure in Glaucoma and treatment of dry eyes and dry mouth including Sjögren's Syndrome, wherein said method comprises the step of contacting said patient with a compound according to the present invention.

[00192] According to an alternative embodiment, the present invention provides a method of treating or reducing the severity of a disease in a patient, wherein said disease is selected from pain, psychosis (including schizophrenia, hallucinations, and delusions), Alzheimer's disease, Parkinson's disease, glaucoma, bradycardia, gastric acid secretion, asthma, or GI disturbances.

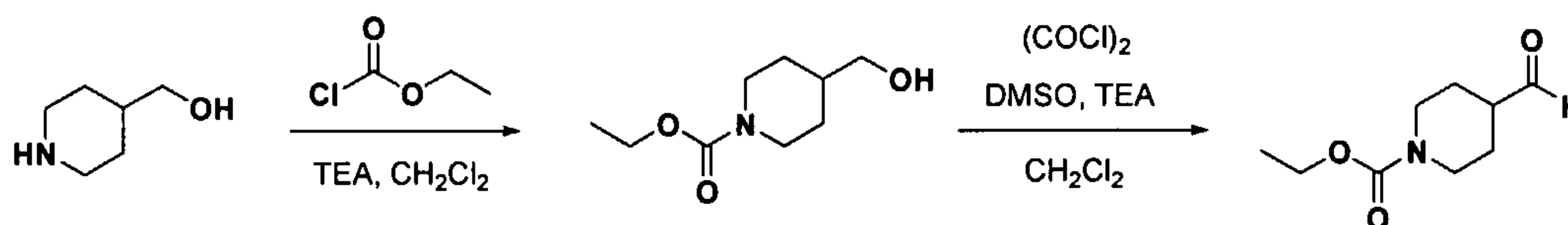
[00193] According to a preferred embodiment, the present invention is useful for treating or reducing the severity of psychosis, Alzheimer's disease, pain, or Parkinson's disease.

All references cited within this document are incorporated herein by reference.

IV. Preparations and Examples:

[00194] In order that the invention described therein may be more fully understood, the following examples are set forth. It should be understood that these examples are for illustrative purposes only and are not to be construed as limiting this invention in any manner.

Preparation A: Synthesis of ethyl 4-formylpiperidine-1-carboxylate.

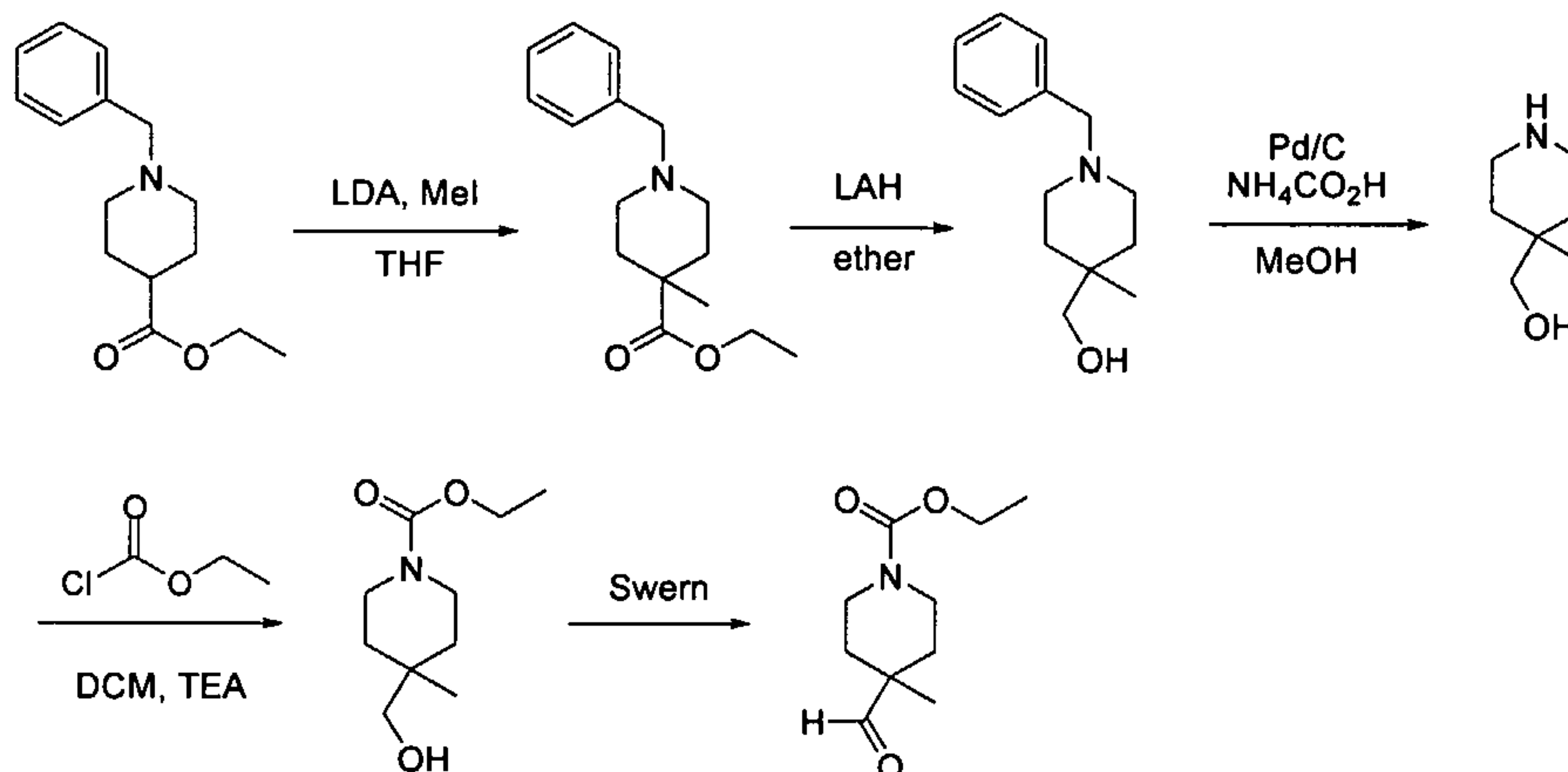


[00195] 1.0 eq 4-piperidinemethanol (10.00 g, 86.8 mmol) was dissolved in dichloromethane (350 mL), cooled in an ice-H₂O bath and treated dropwise with a solution of 1.05 eq ethyl chloroformate (9.89 g, 91.1 mmol) in dichloromethane (50 mL), followed by the dropwise addition of a solution of 1.0 eq triethylamine (8.78 g) in dichloromethane (50 mL). The reaction was stirred at $\approx 0^\circ$ C for 15 minutes, then at room temperature for 10 minutes. The reaction was diluted with dichloromethane (250 mL) and washed successively with (150 mL each) H₂O, 0.1 N HCl (aq) (x2), saturated brine, then dried (Na₂SO₄) and filtered. The filtrate was concentrated *in vacuo* to afford 15.60 g ethyl 4-(hydroxymethyl)-piperidine-1-

carboxylate as a viscous, pale bluish-green oil. $^1\text{H-NMR}$ (400 MHz, CDCl_3) δ 4.15 (br m, 2H), 4.09 (q, $J = 7.1$ Hz, 2H), 3.46 (d, $J = 6.4$ Hz, 2H), 2.72 (br t, $J = 12.4$ Hz, 2H), 2.07 (s, 1H), 1.70 (m, 2H), 1.63 (m, 1H), 1.23 (t, $J = 7.2$ Hz, 3H), 1.12 (m, 2H); LC/MS $[\text{M}+\text{H}]^+$ m/z 188.0, retention time 1.56 min (10-99% $\text{CH}_3\text{CN-H}_2\text{O}$ gradient, with 0.1% TFA, 5 min).

[00196] A solution of 1.2 eq oxalyl chloride (12.69 g, 0.10 mol) in dichloromethane (150 mL) was cooled to approximately -78°C and treated dropwise, under nitrogen, with a solution of 2.4 eq anhydrous dimethylsulfoxide (15.63 g, 0.20 mol) in dichloromethane (50 mL). 15 minutes after the addition was complete, a solution of 1.0 eq ethyl 4-(hydroxymethyl)-piperidine-1-carboxylate (15.60 g, 83.3 mmol) in dichloromethane (50 mL) was added dropwise. 30 minutes after the addition was complete, a solution of 3.0 eq triethylamine (25.30 g, 0.25 mol) in dichloromethane (50 mL) was added dropwise and the reaction warmed to room temperature. The reaction was stirred at room temperature for 1 hour, then quenched with saturated sodium bicarbonate (500 mL). The layers were separated and the aqueous layer extracted once with dichloromethane (200 mL). The pooled organic layers were washed with H_2O (3 x 100 mL), saturated sodium bicarbonate (1 x 100 mL) and saturated brine, then dried (Na_2SO_4) and filtered. The filtrate was concentrated *in vacuo* to afford 13.84 g ethyl 4-formylpiperidine-1-carboxylate as a viscous amber oil. $^1\text{H-NMR}$ (400 MHz, CDCl_3) δ 9.64 (s, 1H), 4.10 (q, $J = 7.2$ Hz, 2H), 4.00 (br m, 2H), 2.97 (m, 2H), 2.40 (m, 1H), 1.87 (br m, 2H), 1.54 (m, 2H), 1.23 (t, $J = 7.0$ Hz, 3H).

Preparation B: Synthesis of ethyl 4-formyl-4-methylpiperidine-1-carboxylate



[00197] Diisopropylamine (3.14 mL; 22.23 mmol; 1.1 eq.) was dissolved in THF (60 mL) and cooled to -78°C . Butyl lithium (2.5 M in hexane; 8.89 mL; 22.23 mmol; 1.1 eq.) was then added and the solution was stirred for 30 minutes at -78°C . Ethyl 1-benzylpiperidine-4-carboxylate (5 g; 20.21 mmol; 1 eq.) was dissolved in THF (40 mL) and added to the LDA solution at -78°C . The solution was stirred at -78°C for 30 minutes and iodomethane (1.32 mL; 21.22 mmol; 1.05 eq.) was added. The solution was slowly warmed to room

temperature and stirred at room temperature for 1 hour. Water (100 mL) was then added to the reaction followed by EtOAc (50 mL). The layers were separated and the aqueous layer was extracted with EtOAc (2 x 50 mL). The combined organic layers were dried over Na_2SO_4 , filtered, and concentrated under reduced pressure to afford the product (5.0g) as an oil. The product was analytically pure and used without further purification. LC/MS m/z $[\text{M}+\text{H}]^+$ 262.0, Retention time 1.78 min. (10-99% $\text{CH}_3\text{CN}-\text{H}_2\text{O}$ gradient with 0.03% TFA, 5 min). ^1H NMR (400 MHz, CDCl_3) δ 7.24-7.14 (m, 5H), 4.08 (q, $J = 7.1$ Hz, 2H), 3.40 (s, 2H), 2.60-2.57 (m, 2H), 2.08-2.02 (m, 4H), 1.47-1.40 (m, 2H), 1.17 (t, $J = 7.1$ Hz, 3H), 1.10 (s, 3H).

[00198] 1-Benzyl-4-methylpiperidine-4-carboxylate (5.0 g; 19.15 mmol) was dissolved in Et_2O (50 mL) and cooled to 0°C . LiAlH_4 (1.0 g; 26.3 mmol) was slowly added portion-wise to the solution. After the addition was complete, the solution was slowly warmed to room temperature and stirred for 1 h. The solution was then cooled to 0°C and slowly quenched with 1N NaOH (6 mL). The resultant white precipitates were filtered and washed with EtOAc (100 mL). The combined organic layers were concentrated under reduced pressure to provide the product (3.9g) as an oil that was used without further purification. LC/MS m/z $[\text{M}+\text{H}]$ 220.0, retention time 0.64 min (10-99% $\text{CH}_3\text{CN}-\text{H}_2\text{O}$ gradient with 0.03% TFA, 5 min). ^1H NMR (400 MHz, CDCl_3) δ 7.25-7.16 (m, 5H), 3.46 (s, 2H), 3.30 (d, $J = 3.9$ Hz, 2H), 2.51-2.46 (m, 2H), 2.26-2.20 (m, 2H), 1.52-1.45 (m, 3H), 1.30-1.25 (m, 2H), 0.87 (s, 3H).

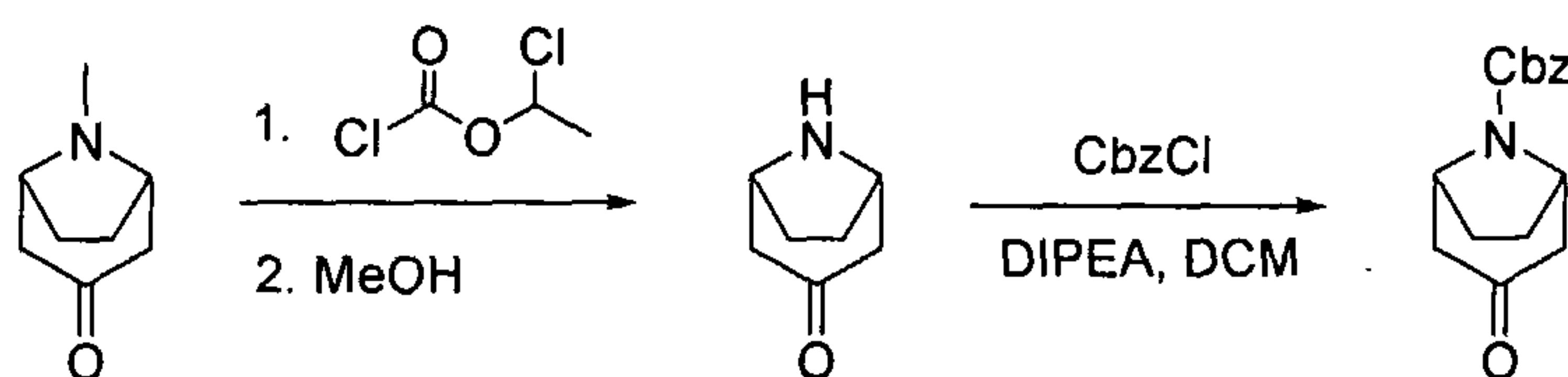
[00199] (1-benzyl-4-methylpiperidin-4-yl)methanol (3.9 g; 17.8 mmol) was dissolved in MeOH (50 mL) and $\text{NH}_4\text{CO}_2\text{H}$ (12.5 g; 178.0 mmol) was added. Pd/C (10% by weight, wet; 5.5 g) was then added and the system was flushed with nitrogen and then with hydrogen. The reaction was stirred at room temperature overnight (18 h) and then filtered through a pad of Celite. The solvent was removed under high vacuum to provide a solid that was a mixture of the amino alcohol and $\text{NH}_4\text{CO}_2\text{H}$. The crude product (2.4 g as a mixture with NH_4COOH) was used in the next step without further purification. LC/MS m/z $[\text{M}+\text{H}]^+$ 130.0, retention time 0.35 min (10-99% $\text{CH}_3\text{CN}-\text{H}_2\text{O}$ gradient with 0.03% TFA, 5 min). ^1H -NMR (400 MHz, CDCl_3) δ 3.17 (s, 2H), 3.03-2.98 (m, 2H), 2.95-2.88 (m, 2H), 1.64-1.57 (m, 2H), 1.36-1.31 (m, 2H), 0.89 (s, 3H).

[00200] (4-methylpiperidin-4-yl)methanol (2.4 g, a mixture of the amino alcohol and $\text{NH}_4\text{CO}_2\text{H}$) was suspended in DCM (70 mL). Et_3N (5 mL; 37.2 mmol) was then added followed by the drop-wise addition of ethyl chloroformate (1.05 mL, 13 mmol, 1.4 eq.). After 1 hour at room temperature, 1N HCl (70 mL) was added and the layers were separated. The aqueous layer was extracted with DCM (70 mL) and the combined organic layers were

dried over Na_2SO_4 , filtered, and concentrated under high vacuum. The product (1.7 g over 2 steps) is obtained analytically pure as an oil and used without further purification. LC/MS m/z $[\text{M}+\text{H}]^+$ 202.2, retention time 1.89 min. (10-99% $\text{CH}_3\text{CN}-\text{H}_2\text{O}$ gradient with 0.03% TFA, 5 min). $^1\text{H-NMR}$ (400 MHz, $\text{DMSO}-d_6$) δ 4.05 (q, $J = 7.1$ Hz, 2H), 3.66 (dt, $J = 13.6, 4.7$ Hz, 2H), 3.32 (s, 2H), 3.11 (t, $J = 5.2$ Hz, 1H), 3.11 (dd, $J = 23.9, 3.5$ Hz, 1H), 1.44-1.37 (m, 3H), 1.26-1.22 (m, 2H), 1.19 (t, $J = 7.1$ Hz, 3H), 0.93 (s, 3H).

[00201] To a 100 mL round bottom flask was added DCM (30 mL) and oxalyl chloride (0.88 mL; 10.13 mmol). The solution was cooled to -78°C and treated with DMSO (1.19 mL; 16.88 mmol). The solution was stirred at -78°C for 20 minutes and then treated with ethyl 4-(hydroxymethyl)-4-methylpiperidine-1-carboxylate (1.7 g; 8.44 mmol, dissolved in 10 mL of DCM). The solution was stirred for 30 minutes at -78°C and then treated with Et_3N (3.53 mL; 25.32 mmol). The solution was stirred at -78°C for 20 min and then slowly warmed to room temperature and stirred at room temperature for an additional 2 h. The solution was then treated with saturated aqueous NaHCO_3 (50 mL), diluted with DCM (50 mL), and the layers were separated. The organic layer was washed with brine (50 mL), dried over Na_2SO_4 , filtered, and concentrated under reduced pressure to afford 1.6 g of the product as an oil which was used without further purification. LC/MS m/z $[\text{M}+\text{H}]^+$ 200.0, retention time 2.23 minutes; (10-99% $\text{CH}_3\text{CN}-\text{H}_2\text{O}$ gradient with 0.03% TFA, 5 min). $^1\text{H-NMR}$ (400 MHz, CDCl_3) δ 9.40 (s, 1H), 4.06 (q, $J = 7.1$ Hz, 2H), 3.66 (dt, $J = 13.6, 4.7$ Hz, 2H), 3.09 (dd, $J = 10.1, 3.5$ Hz, 1H), 3.06 (dd, $J = 10.2, 3.4$ Hz, 1H), 1.86 (dt, $J = 13.6, 4.4$ Hz, 2H), 1.42-1.30 (m, 2H), 1.19 (t, $J = 7.1$ Hz, 3H), 1.02 (s, 3H).

Preparation C: Synthesis of benzyl 3-oxo-8-azabicyclo[3.2.1]octane-8-carboxylate

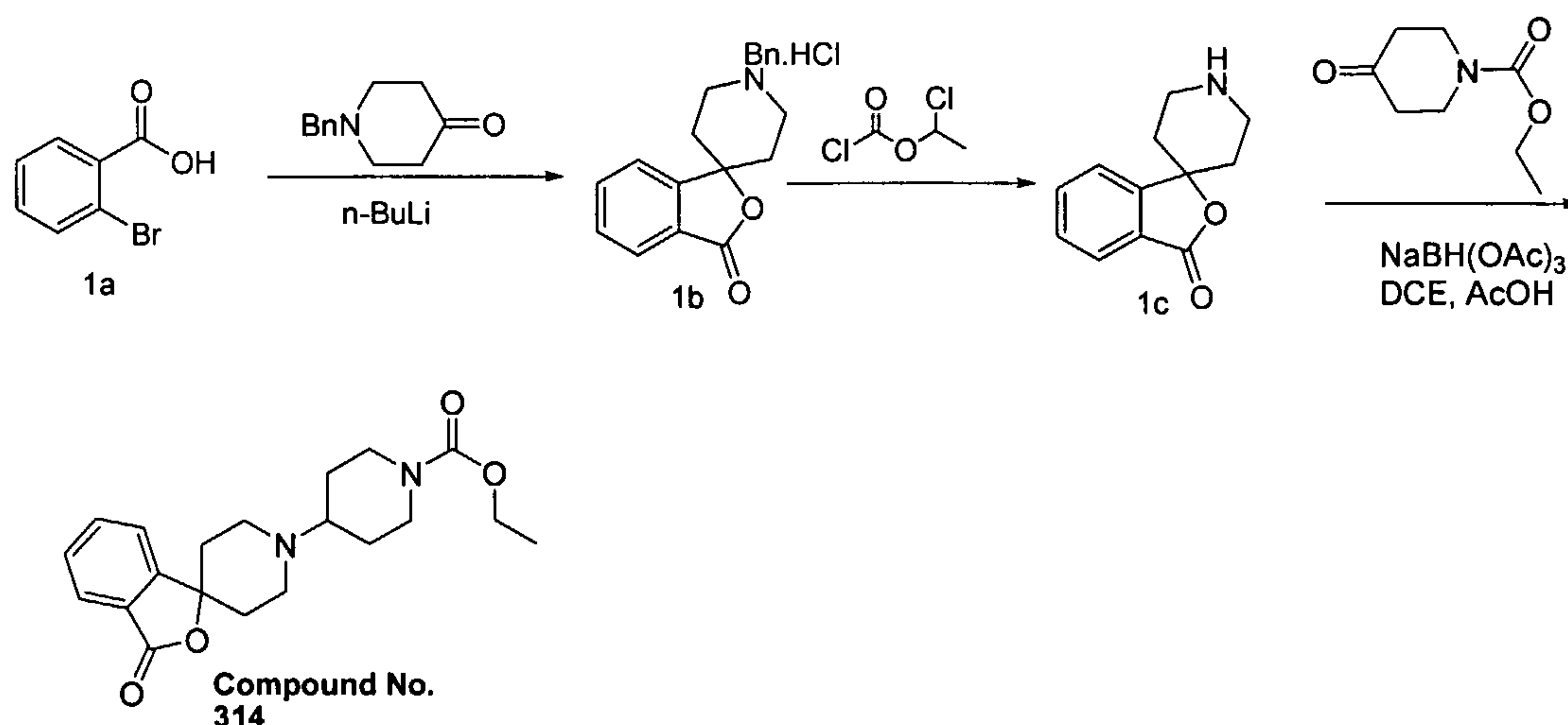


[00202] Tropinone (10.0 g; 71.84 mmol) was dissolved in DCE (60 mL) and treated dropwise with 1-chloroethyl chloroformate ACE-Cl (14.5 mL; 19.11 g; 133.7 mmol). The reaction was allowed to stir at room temperature overnight and was then diluted with Et_2O (400 mL) and filtered. The filtrate was concentrated under reduced pressure to provide the crude chloroethyl carbamate. This compound was taken in MeOH (200 mL) and stirred at room temperature for 1 h, then concentrated under reduced pressure (at 55°C) to provide the crude des-methyltropinone as the HCl salt (tan solid, 11.4 g, 98% yield). The crude material was recrystallized from acetonitrile to furnish the pure product as a white crystalline solid (5 g). $^1\text{H-NMR}$ (400 MHz, $\text{DMSO}-d_6$) δ 10.00 (br s, 2H), 4.23 (s, 2H), 3.02 (dd, $J = 17.1, 4.3$

Hz, 2H), 2.40 (d, $J = 16.7$ Hz, 2H), 2.09 (m, 2H), 1.79 (dd, $J = 15.0, 6.9$ Hz, 2H).

[00203] 8-azabicyclo[3.2.1]octan-3-one (5.10 g; 31.55 mmol) was dissolved in CH_2Cl_2 (50 mL) and treated with benzyl chloroformate (4.29 mL; 5.11 g; 29.98 mmol) DIPEA (16.48 mL; 12.23 g; 94.66 mmol) was added drop-wise (exothermic reaction). The resulting clear solution was allowed to stir at room temperature for 30 min and was subsequently diluted with 100 mL CH_2Cl_2 . The organic phase was washed with 1 N HCl (2 x 100 mL), dried on Na_2SO_4 and concentrated to provide the crude product (7.2 g). $^1\text{H-NMR}$ (400 MHz, CDCl_3) δ 7.38 (m, 5H), 5.22 (s, 2H), 4.62 (s, 2H), 2.67 (m, 2H), 2.38 (d, $J = 15.9$ Hz, 2H), 2.12 (m, 2H), 1.71 (dd, $J = 15.0, 7.2$ Hz, 2H).

EXAMPLE 1: ethyl 4-(3-oxo-3H-spiro[isobenzofuran-1,4'-piperidine]-1'-yl)piperidine-1-carboxylate (Compound No. 314)



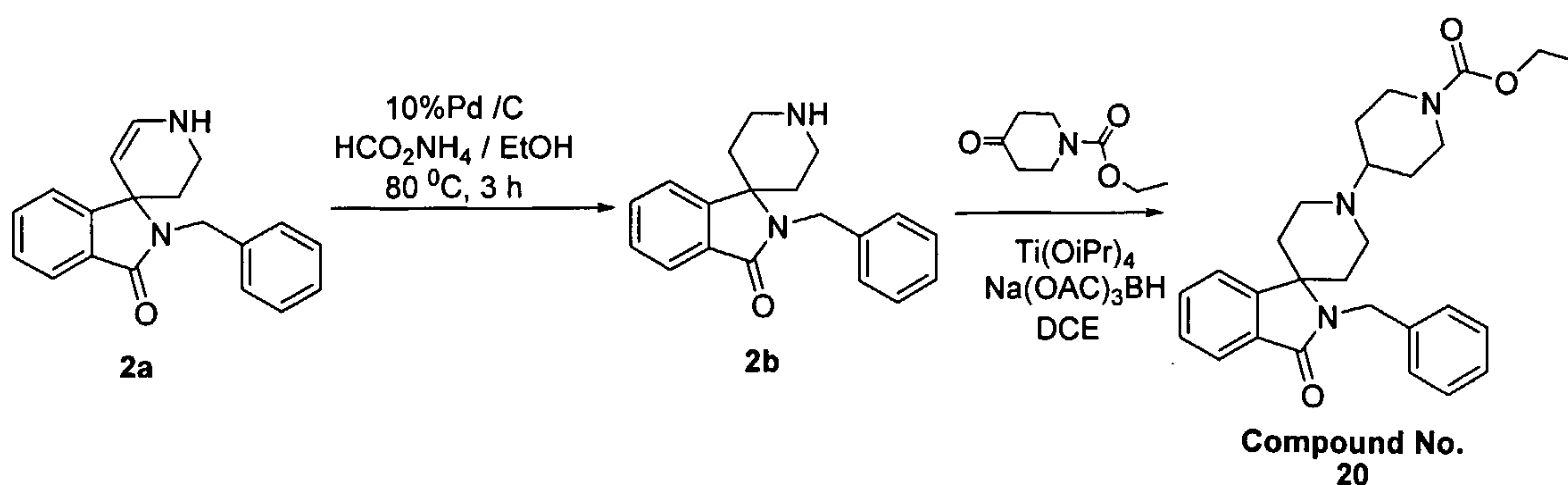
[00204] A solution of 2-bromobenzoic acid (20.12 g, 0.1 mol) in THF (200 mL) was treated dropwise with $n\text{-BuLi}$ (2.5 M, 80 mL) at -78°C . The mixture was stirred at this temperature for 30 min, followed by dropwise addition of a solution of N-benzylpiperidine-4-one (26 g, 137 mmol) in THF (100 mL). The resulting mixture was stirred at -78°C for 30 min, and was then allowed to warm to room temperature and stirred overnight. The reaction was quenched with water (100 mL) and the resulting mixture was washed with ether (100 mL). The aqueous layer was refluxed for 1 hr and then acidified to pH 2.5. The mixture was extracted with CHCl_3 (3x50 mL), the combined organic layers were washed with brine, dried over Na_2SO_4 and concentrated to dryness to obtain 1'-benzyl-3H-spiro[isobenzofuran-1,4'-piperidin]-3-one 1b (6 g).

[00205] To a solution of 1'-benzyl-3H-spiro[isobenzofuran-1,4'-piperidin]-3-one 1b (6 g, 20.4 mmol) in dichloromethane (30 mL) was added dropwise 1-chloroethyl chloroformate (2.9 g, 20.4 mmol). The mixture was stirred at 25°C for 5 hr and then was concentrated to dryness under reduced pressure. The residue was dissolved in methanol and the mixture was

heated to reflux for 30 min. The mixture was concentrated to dryness and ether was added. The precipitated solid was collected by filtration and washed with ether, dried in air to obtain 3H-spiro[isobenzofuran-1,4'-piperidin]-3-one 1c as its HCl salt (3.6 g). ¹H-NMR (400 MHz, DMSO-*d*₆) δ 9.16 (br, 2 H), 7.86-7.81 (m, 2 H), 7.63 (t, *J* = 7.6 Hz, 1 H), 7.56 (d, *J* = 7.2 Hz, 1 H), 3.39-3.42 (m, 2 H), 3.11-3.14 (m, 2 H), 2.47-2.48 (m, 2 H), 1.85 (d, *J* = 14.4 Hz, 2 H). MS (ESI) *m/z* (M+H⁺): 203.24.

[00206] 3H-spiro[isobenzofuran-1,4'-piperidin]-3-one hydrochloride 1c (2.7 g, 11.05 mmol) and ethyl 4-oxopiperidine-1-carboxylate (1.46 g, 13.26 mmol) were added to a 25-mL flask and dissolved in 5.0 mL anhydrous dichloroethane and treated with triethylamine (233 uL, 1.68 mmol) and glacial acetic acid (200 uL, 3.36 mmol) to produce a clear, light amber-colored solution. NaBH(OAc)₃ (4.68 g, 22.10 mmol) was then added in one portion. The flask was flushed with nitrogen, closed tightly, and allowed to stir for approximately 40 h. The reaction was diluted with dichloromethane (50 mL) and washed with 1.0 N NaOH (50 mL), 50% saturated sodium bicarbonate (50 mL), and brine (100 mL). The organic phase was dried over Na₂SO₄, filtered and concentrated to approximately 100 mL. Silicycle acid chloride resin was added (2.5 eq) followed by excess triethylamine, and the solution was stirred for 1h, after which all residual starting amine had been removed. The resin was filtered and the organic phase treated as above to yield the free base as a clear oil. The oil was brought up in 1:1 ether/hexane and treated with 1.0 equivalents of ethereal HCl to yield an off-white solid after filtration and hexane wash (350 mg). The solid was brought up in minimal acetonitrile (1 mL) and crashed out using ether (15 mL) to yield a white solid, which was filtered, washed with ether, and dried under vacuum to yield 330 mg of ethyl 4-(3-oxo-3H-spiro[isobenzofuran-1,4'-piperidine]-1'-yl)piperidine-1-carboxylate hydrochloride as a white solid. LC/MS *m/z* [M+H]⁺ 359.2, retention time 1.63 min (10-99% CH₃CN-H₂O gradient, with 0.05% TFA, 5 min). ¹H NMR (400 MHz, DMSO-*d*₆) δ 11.21 (s, 1H), 7.89 (d, *J* = 7.6 Hz, 1H), 7.87 (dt, *J* = 10.3, 3.8 Hz, 1H), 7.67 (dt, *J* = 10.2, 3.8 Hz, 1H), 7.54 (d, *J* = 7.6 Hz, 1H), 4.14 (d, *J* = 12.5 Hz, 2H), 4.06 (q, *J* = 7.1 Hz, 2H), 3.62 (d, *J* = 11.1 Hz, 2H), 3.56-3.49 (m, 1H), 3.24 (q, *J* = 11.2 Hz, 2H), 2.82 (dt, *J* = 19.7, 7.2 Hz, 4H), 2.19 (d, *J* = 11.4 Hz, 2H), 1.99 (d, *J* = 14.4 Hz, 2H), 1.67 (q, *J* = 12.2 Hz, 2H), 1.20 (t, *J* = 7.1 Hz, 3H).

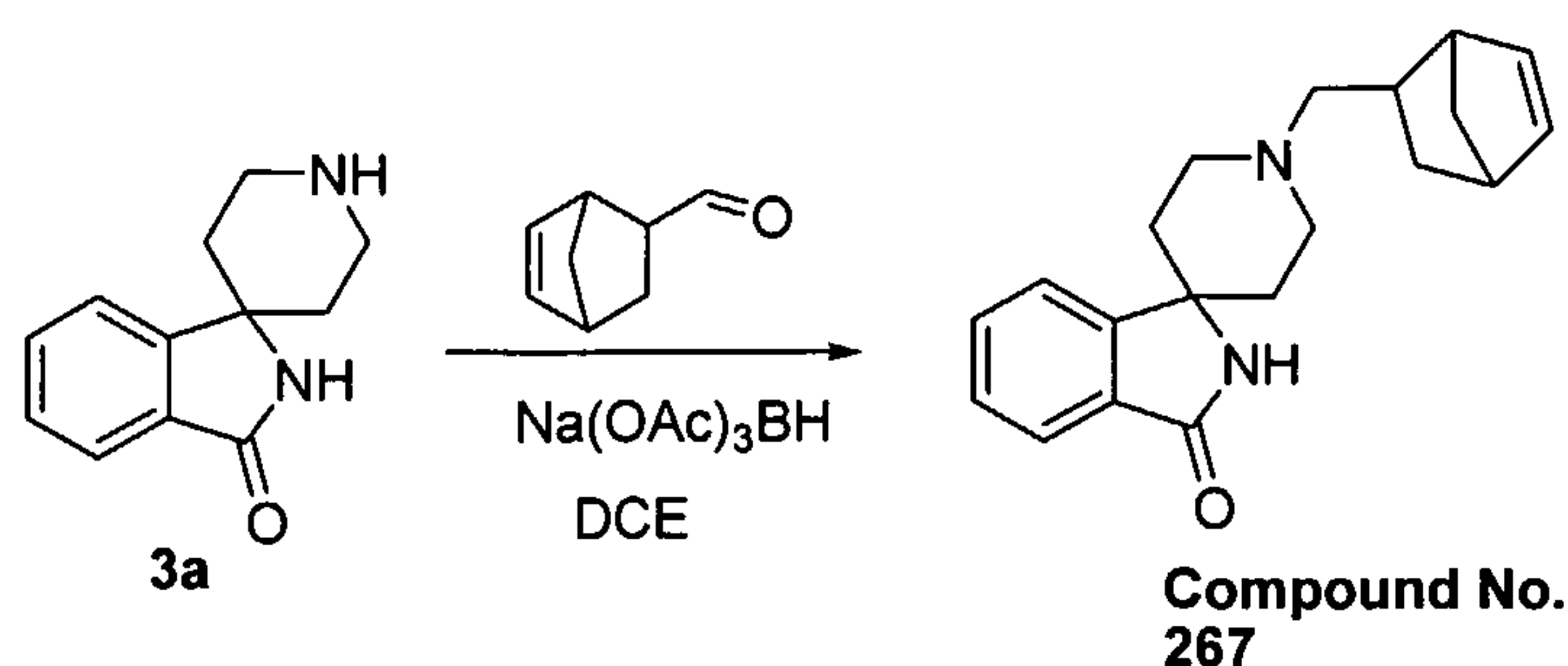
EXAMPLE 2: ethyl 4-(2-benzyl-3-oxospiro[isoindoline-1,4'-piperidine]-1'-yl)piperidine-1-carboxylate (Compound No. 20).



[00207] 10% Palladium on carbon (1 g) was added to a stirred solution of 2-benzyl-2',3'-dihydro-1'H-spiro[isoindoline-1,4'-pyridin]-3-one 2a (2 g, 6.9 mmol) and ammonium formate (8.7 g, 138 mmol) in ethanol (50 mL). The mixture was heated under reflux for 3 hr then cooled to room temperature. The solution was filtered through Celite and the filtrate was concentrated to give a white solid. The solid was washed with ethyl acetate (4x25 mL) and the washings were concentrated to give 2-benzylspiro[isoindoline-1,4'-piperidin]-3-one 2b as a yellow oil (2.0 g, 99%). FIA m/z $[M+H]^+$ 293.

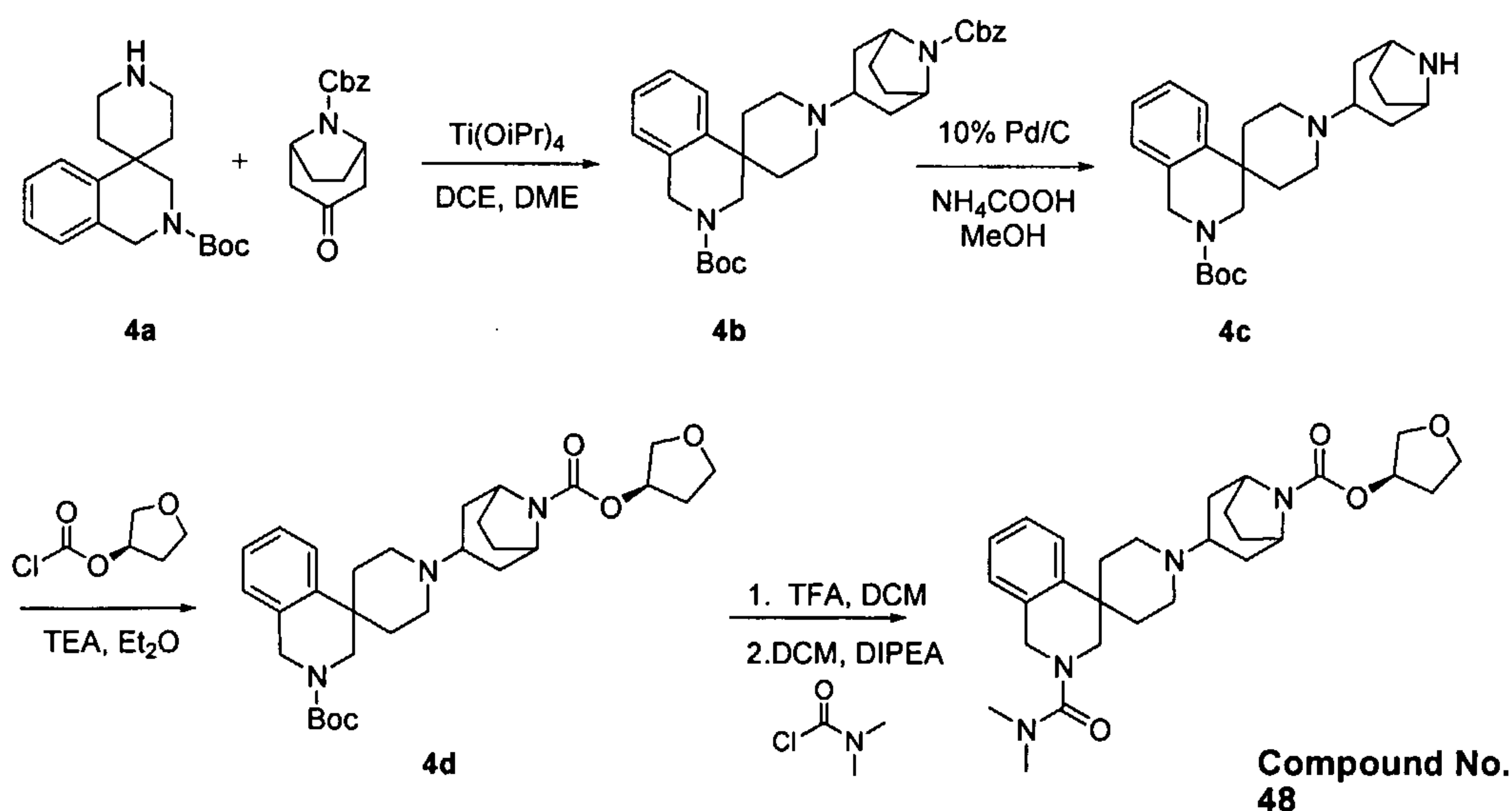
[00208] Sodium triacetoxymethylborohydride (21 mg, 0.102 mmol) was added to a stirred solution of 2-benzylspiro[isoindoline-1,4'-piperidin]-3-one (20 mg, 0.068 mmol), ethyl 4-oxopiperidine-1-carboxylate (17 mg, 0.10 mmol) and titanium(IV) isopropoxide (0.06 mL, 0.205 mmol) in 1,2-dichloroethane (0.5 mL) at room temperature. The mixture was stirred at 35 °C for 24 h. A solution of acetonitrile /water (1:1, 5 mL) was added and the yellow precipitate filtered and the organic phase evaporated. The product was purified by preparative HPLC (5-70% CH₃CN-H₂O gradient, with 0.05% TFA, 15 min) to give ethyl 4-(2-benzyl-3-oxospiro[isoindoline-1,4'-piperidine]-1'-yl)piperidine-1-carboxylate as a TFA salt. LC/MS m/z $[M+H]^+$ 448.0, retention time 2.5 min (10-90% CH₃CN-H₂O gradient, with 0.05% TFA, 5 min). ¹H-NMR (500MHz, CD₃OD) δ 7.95(d, 2H), 7.43(t, 1H), 7.66(t, 1H), 7.31(d, 1H), 7.20(m, 1H), 4.84(brs, 2H), 4.33(s, 2H), 4.14(q, 2H), 3.62(m, 2H), 3.59(m, 3H), 2.90(m, 2H), 2.60(m, 2H), 2.20(m, 2H), 1.72(m, 4H), 1.26(t, 3H).

EXAMPLE 3: 1'-(bicyclo[2.2.1]hept-5-en-2-ylmethyl)spiro[isoindoline-1,4'-piperidin]-3-one (Compound No. 267).



[00209] Sodium triacetoxyborohydride (31 mg, 0.15 mmol) was added to a stirred solution of spiro[isoindoline-1,4'-piperidin]-3-one 3a (20 mg, 0.10 mmol) and bicyclo[2.2.1]hept-5-ene-2-carbaldehyde (18mg, 0.15mmol) in 1,2-dichloroethane (1 mL) and the mixture was stirred at room temperature for 6 h. The solvent was removed under reduced pressure and the crude product was purified by preparative HPLC (5-70% CH₃CN-H₂O gradient with 0.05% TFA, 15 min) to give compound no. 267. LC/MS *m/z* [M+H]⁺ 309.0 retention time 1.7 min (10-90% CH₃CN-H₂O gradient, with 0.05% TFA, 5 min).

EXAMPLE 4: (R)-tetrahydrofuran-3-yl 3-(2-(dimethylcarbamoyl)-2,3-dihydro-1H-spiro[isoquinoline-4,4'-piperidine]-1'-yl)-8-azabicyclo[3.2.1]octane-8-carboxylate (Compound No. 48).



[00210] *tert*-Butyl 1H-spiro[isoquinoline-4,4'-piperidine]-2(3H)-carboxylate 4a (2.80 g, 8.263 mmol) and benzyl 3-oxo-8-azabicyclo[3.2.1]octane-8-carboxylate (2.014 g, 7.767 mmol) were dissolved in a mixture of DCE (10 mL) and DME (10 mL) and placed under a nitrogen atmosphere. Triethylamine (1.149 mL, 834.5 mg, 8.263 mmol) was added, followed by Ti(O^{*i*}Pr)₄ (7.2 mL, 6.9 g, 24.6 mmol) and the reaction was allowed to stir at room temperature for 60 h. The reaction mixture was diluted with 30 mL MeOH and cooled to -40

°C to -50 °C. NaBH₄ (1.223 g, 33.051 mmol, 4.0 eq) was added portion-wise over 30 min and the reaction was allowed to stir at -40 °C until bubbling had subsided (approximately 3 h), was allowed to warm slowly back to room temperature and was stirred for 2 h. The sticky suspension was filtered through a pad of Celite, and the filter cake was washed with MeOH (2 × 30 mL) and Et₂O (3 × 50 mL). The filtrate was separated into the corresponding layers, and the aqueous layer was extracted with Et₂O (2 × 50 mL). The combined organic extracts were dried over Na₂SO₄ and concentrated to provide the crude product as a white foam. Unreacted starting material was converted to the corresponding ethyl carbamates by suspending the crude product in CH₃CN (30 mL) and treating sequentially with ethyl chloroformate (1 mL) and triethylamine (2 mL). After 10 min, the mixture was diluted with Et₂O (300 mL) and poured onto 1N aq HCl (300 mL). The biphasic suspension was filtered, and the precipitate was washed with HCl 1N (2 × 30 mL), H₂O (2 × 30 mL) and Et₂O (3 × 30 mL) and dried to provide *tert*-butyl 1'-(8-(benzyloxycarbonyl)-8-azabicyclo[3.2.1]octan-3-yl)-1H-spiro[isoquinoline-4,4'-piperidine]-2(3H)-carboxylate 4b as the hydrochloride salt (2.7g, 56% yield). LC/MS *m/z* [M+H]⁺ 546.4, retention time 2.92 min (10-99% CH₃CN-H₂O gradient, with 0.05% TFA, 5 min).

[00211] *tert*-Butyl 1'-(8-(benzyloxycarbonyl)-8-azabicyclo[3.2.1]octan-3-yl)-1H-spiro[isoquinoline-4,4'-piperidine]-2(3H)-carboxylate 4b (2.700 g, 4.638 mmol) was dissolved in methanol (30 mL) and treated with 10% wet Pd/C (2.7 g) and NH₄COOH (5.844 g, 92.756 mmol). The mixture was allowed to stir vigorously overnight under an empty balloon (for venting). LC/MS analysis shows complete conversion to the desired product. The reaction mixture was filtered through a pad of Celite under a nitrogen atmosphere, and the filter cake was rinsed with methanol (4 × 30 mL). The filtrate was concentrated to provide the crude product, which was taken up in a mixture of EtOAc (100 mL) and NaHCO₃ sat (100 mL). Some product stays undissolved in both layers. The biphasic mixture was filtered, and the precipitate was washed with H₂O (20 mL) and vacuum dried overnight to provide 1.01 g pure *tert*-butyl 1'-(8-azabicyclo[3.2.1]octan-3-yl)-1H-spiro[isoquinoline-4,4'-piperidine]-2(3H)-carboxylate 4c. The filtrate layers were separated, and the aqueous layer was extracted with Et₂O (100 mL) and CH₂Cl₂ (2 × 100 mL). The combined organic layers were dried on Na₂SO₄ and concentrated to provide additional product 4c (600 mg). LC/MS *m/z* [M+H]⁺ 412.4, retention time 2.16 min (10-99% CH₃CN-H₂O gradient, with 0.05% TFA, 5 min).

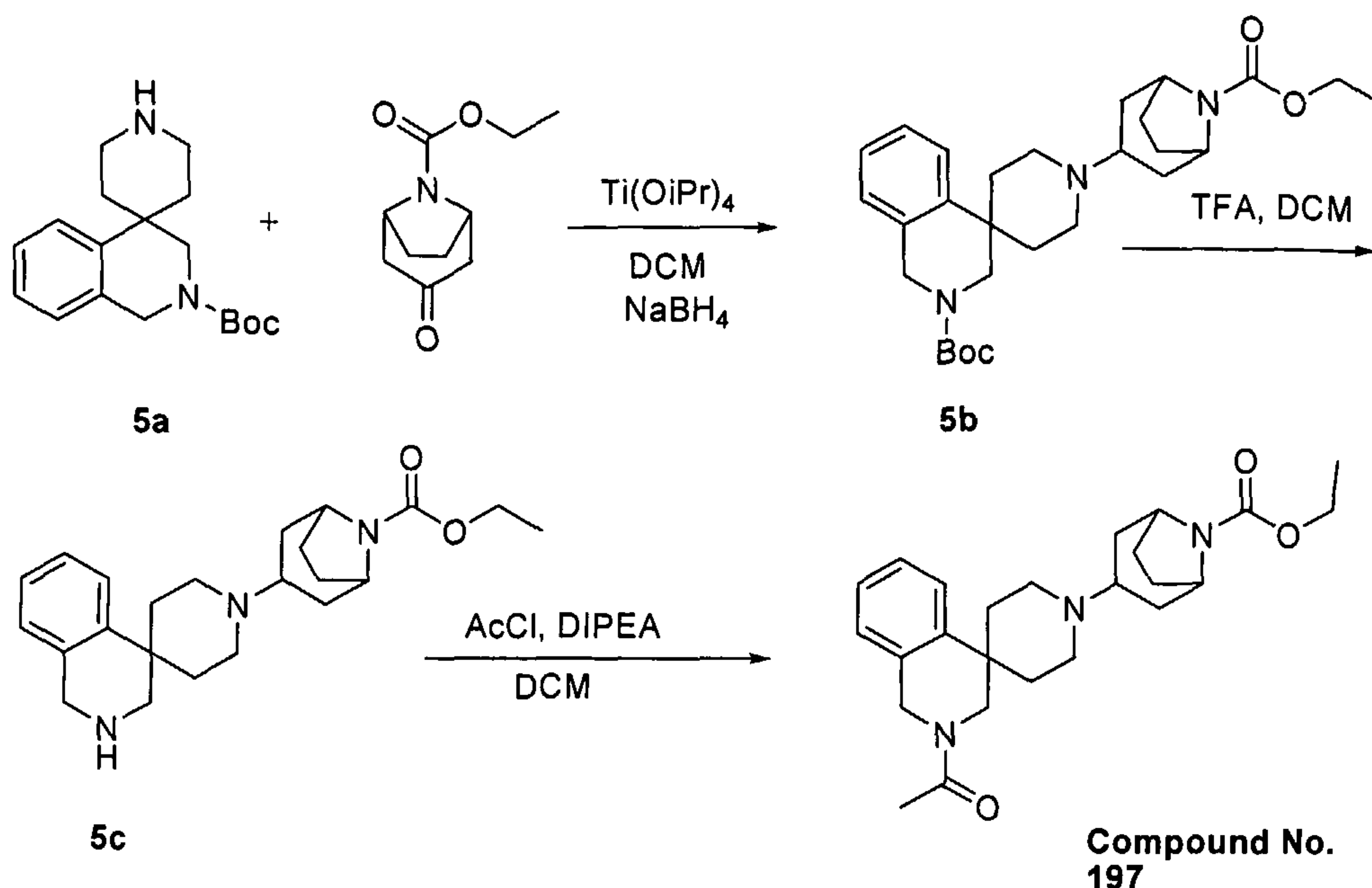
[00212] *tert*-Butyl 1'-(8-azabicyclo[3.2.1]octan-3-yl)-1H-spiro[isoquinoline-4,4'-piperidine]-2(3H)-carboxylate 4c (205 mg, 0.5 mmol) was suspended in Et₂O (10 mL) and treated with the (R)-tetrahydrofuran-3-yl carbonochloridate (150 mg, 1 mmol) and triethylamine (0.21

mL, 1.5 mmol, 3 eq). The reaction was stirred at room temperature for 30 min and was then treated with 1N aq. HCl. The phases were separated, the aqueous phase was brought to a basic pH by adding solid KOH, and the resulting suspension was extracted with CH₂Cl₂ (3 × 10mL). The combined organic extracts were dried over Na₂SO₄ and concentrated to provide crude tert-butyl 1'-(8-(((R)-tetrahydrofuran-3-yloxy)carbonyl)-8-azabicyclo[3.2.1]octan-3-yl)-1H-spiro[isoquinoline-4,4'-piperidine]-2(3H)-carboxylate 4d as a colorless, viscous oil (230 mg, 88% yield). LC/MS *m/z* [M+H]⁺ 526.2, retention time 2.54 min (10-99% CH₃CN-H₂O gradient, with 0.05% TFA, 5 min).

[00213] *tert*-Butyl-1'-(8-(((R)-tetrahydrofuran-3-yloxy)carbonyl)-8-azabicyclo[3.2.1]octan-3-yl)-1H-spiro[isoquinoline-4,4'-piperidine]-2(3H)-carboxylate 4d (230 mg, 0.43 mmol, 1 eq) was dissolved in CH₂Cl₂ (10 mL) and treated with TFA (4 mL). The reaction was stirred at room temperature until complete consumption of the starting material was observed by LC/MS (approximately 1 h). The mixture was diluted with H₂O (50 mL) and brought to basic pH by addition of solid KOH. The aqueous phase was extracted with CH₂Cl₂ (2 × 50 mL) and Et₂O (50 mL), and the combined organic layers dried over Na₂SO₄ and concentrated to provide the crude (R)-tetrahydrofuran-3-yl 3-(2,3-dihydro-1H-spiro[isoquinoline-4,4'-piperidine]-1'-yl)-8-azabicyclo[3.2.1]octane-8-carboxylate (171 mg, 92% yield), which was used for the next step without further purification.

[00214] (R)-tetrahydrofuran-3-yl 3-(2,3-dihydro-1H-spiro[isoquinoline-4,4'-piperidine]-1'-yl)-8-azabicyclo[3.2.1]octane-8-carboxylate (20 mg, 0.047 mmol) was dissolved in CH₂Cl₂ (1 mL) and treated with a solution of dimethylcarbamic chloride (20 mg, 0.13 mmol) in CH₂Cl₂ (100 μL). A solution of diisopropyl ethylamine (20 μL, 14.8 mg, 0.11 mmol) was added. The resulting mixture was allowed to stand at room temperature for 10 min and was then purified by LC/MS (10-99% CH₃CN-H₂O, with 0.03% TFA, 9 min) to provide (R)-tetrahydrofuran-3-yl 3-(2-(dimethylcarbamoyl)-2,3-dihydro-1H-spiro[isoquinoline-4,4'-piperidine]-1'-yl)-8-azabicyclo[3.2.1]octane-8-carboxylate. LC/MS *m/z* [M+H]⁺ 497.4, retention time 2.15 min (10-99% CH₃CN-H₂O gradient, with 0.05% TFA, 5 min).

EXAMPLE 5: ethyl 3-(2-acetyl-2,3-dihydro-1H-spiro[isoquinoline-4,4'-piperidine]-1'-yl)-8-azabicyclo[3.2.1]octane-8-carboxylate (Compound No. 197).



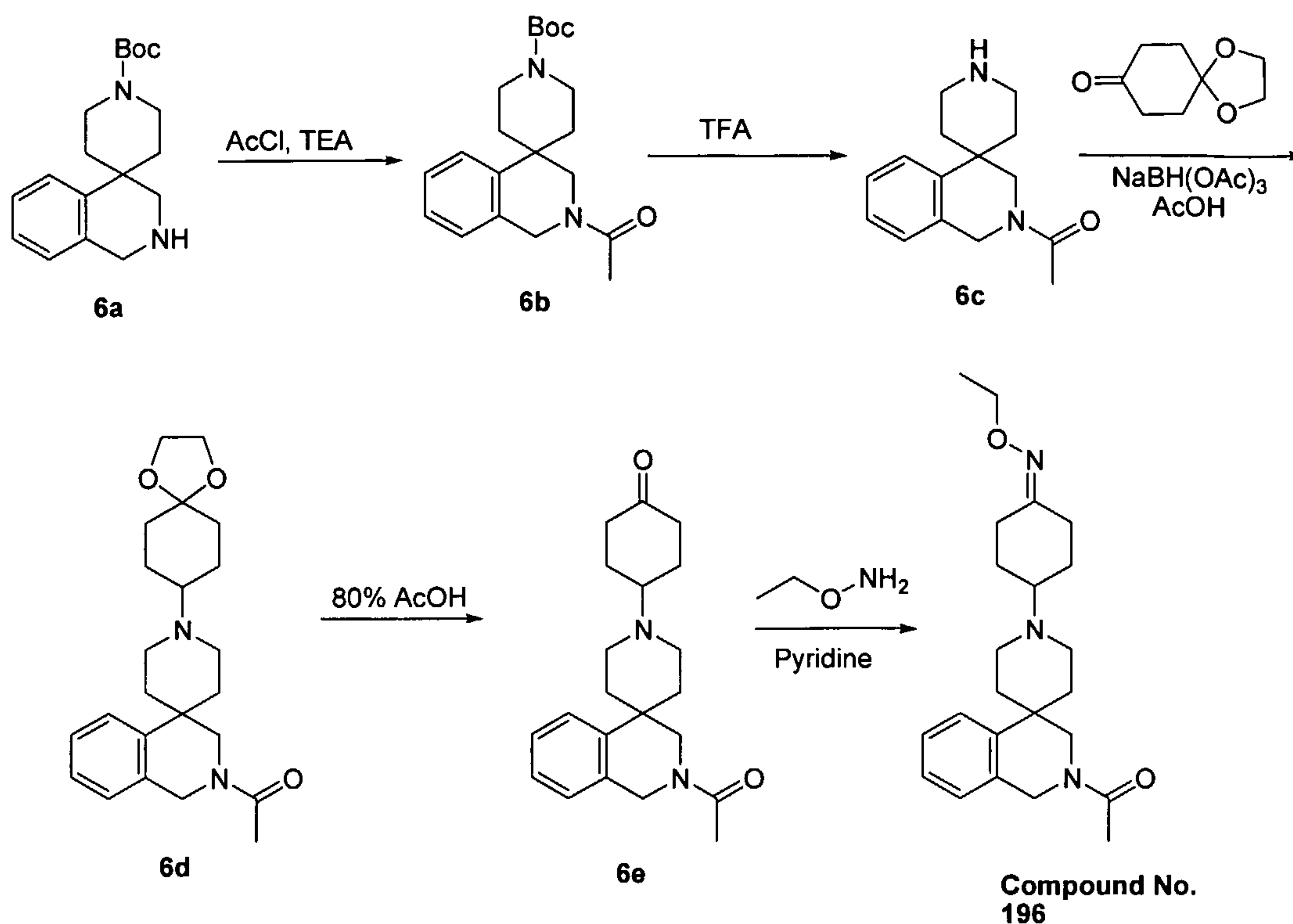
[00215] *tert*-Butyl 1H-spiro[isoquinoline-4,4'-piperidine]-2(3H)-carboxylate **5a** (2.071 g, 6.11 mmol) and ethyl 3-oxo-8-azabicyclo[3.2.1]octane-8-carboxylate (1.51 g, 7.66 mmol) were dissolved in anhydrous dichloromethane (10 mL) in a 100-mL round-bottom flask and treated with triethylamine (618 mg, 6.11 mmol), followed by titanium tetraisopropoxide (5.21 g, 18.3 mmol). The reaction was stirred under nitrogen at room temperature for 21 h, then cooled in a dry ice/isopropanol bath to -40 °C and quenched with methanol (10 mL). The reaction was stirred for several minutes at the same temperature and treated in one portion with sodium borohydride (462 mg, 12.2 mmol). The reaction was stirred at -40 °C for 30 minutes, then warmed to room temperature. The reaction was then treated with 1 N NaOH (12 mL), diluted with methanol (50 mL) and stirred vigorously at room temperature for 10 minutes. The reaction was filtered through Celite and the solids rinsed with dichloromethane (4 × 25 mL). The filtrate was washed with H₂O, saturated brine, dried over Na₂SO₄ and filtered. The filtrate was concentrated under reduced pressure to afford 3.641 g *tert*-butyl 1'-((8-(ethoxycarbonyl)-8-azabicyclo[3.2.1]octan-3-yl)-1H-spiro[isoquinoline-4,4'-piperidine]-2(3H)-carboxylate **5b** as a pale yellow oil. LC/MS *m/z* [M+H]⁺ 484.3, retention time 2.32 min (10-99% CH₃CN-H₂O gradient, with 0.05% TFA, 5 min).

[00216] The crude *tert*-butyl 1'-((8-(ethoxycarbonyl)-8-azabicyclo[3.2.1]octan-3-yl)-1H-spiro[isoquinoline-4,4'-piperidine]-2(3H)-carboxylate **5b** (3.641 g) was dissolved in dichloromethane (10 mL) and treated with trifluoroacetic acid (10 mL). The reaction was stirred at room temperature for 45 min, then concentrated under reduced pressure. The oil obtained was re-dissolved in acetonitrile, re-concentrated under reduced pressure, treated with 2 N NaOH (25 mL) and extracted with dichloromethane (2 × 50 mL). The combined

extracts were washed with saturated NaHCO_3 , saturated brine, dried over Na_2SO_4 , and filtered. The filtrate was concentrated under reduced pressure to afford 2.55 g crude ethyl 3-(2,3-dihydro-1H-spiro[isoquinoline-4,4'-piperidine]-1'-yl)-8-azabicyclo[3.2.1]octane-8-carboxylate 5c as a pale yellow oil, which solidified upon standing overnight at room temperature. LC/MS m/z $[\text{M}+\text{H}]^+$ 384.2 retention time 1.34 min (10-99% $\text{CH}_3\text{CN}-\text{H}_2\text{O}$ gradient, with 0.05% TFA, 5 min). $^1\text{H-NMR}$ (400 MHz, CDCl_3) δ 7.60 (d, $J = 8.0$ Hz, 1H), 7.29 (t, $J = 7.3$ Hz, 1H), 7.19 (t, $J = 7.4$ Hz, 1H), 7.07 (d, $J = 7.5$ Hz, 1H), 6.06 (br s, 2H), 4.37 (br s, 2H), 4.25 (s, 2H), 4.12 (q, $J = 7.1$ Hz, 2H), 3.47 (m, 3H), 3.24 (m, 2H), 2.93 (m, 2H), 2.53 (m, 2H), 1.96 (m, 8H), 1.71 (m, 2H), 1.26 (t, $J = 7.1$ Hz, 3H).

[00217] Crude ethyl 3-(2,3-dihydro-1H-spiro[isoquinoline-4,4'-piperidine]-1'-yl)-8-azabicyclo[3.2.1]octane-8-carboxylate 5c (1.00 g, 2.6 mmol) was dissolved in anhydrous dichloromethane (12 mL), cooled in an ice/ H_2O bath and treated *dropwise* with a solution of acetyl chloride (214 mg, 2.73 mmol) in anhydrous dichloromethane (2 mL). The reaction was then treated dropwise with a solution of 1.1 eq triethylamine (289 mg, 2.86 mmol) in anhydrous dichloromethane (2 mL) and stirred in the ice/ H_2O bath for 30 min. The reaction was diluted with EtOAc (50 mL) and washed with 50% saturated NaHCO_3 (3×20 mL), saturated brine, dried over Na_2SO_4 , and filtered. The filtrate was concentrated under reduced pressure to afford 1.063 g crude product as a pale yellow oil. The crude product was purified by reverse-phase HPLC (2-99% $\text{CH}_3\text{CN}-\text{H}_2\text{O}$ gradient with 0.03% TFA, 15 min). The combined pure fractions were concentrated under reduced pressure and treated with 1 *N* NaOH (25 mL). The product was extracted with dichloromethane (2×50 mL) and the combined extracts washed with saturated brine, dried (Na_2SO_4) and filtered and concentrated. The free base was dissolved in anhydrous diethyl ether (~ 10 mL) and treated with 1.0 eq HCl (500 μL 2 *N* ethereal HCl). The suspension was cooled in an ice/ H_2O bath, filtered, rinsed with Et_2O (3×10 mL) and dried to provide ethyl 3-(2-acetyl-2,3-dihydro-1H-spiro[isoquinoline-4,4'-piperidine]-1'-yl)-8-azabicyclo[3.2.1]octane-8-carboxylate. LC/MS m/z $[\text{M}+\text{H}]^+$ 426.2 retention time 1.89 min (10-99% $\text{CH}_3\text{CN}-\text{H}_2\text{O}$ gradient, with 0.05% TFA, 5 min). $^1\text{H-NMR}$ (400 MHz, $\text{DMSO}-d_6$) δ 10.88 (br s, 1 H), 7.46 (d, $J = 7.5$ Hz, 1 H), 7.23 (m, 3 H), 4.70 (s, 2 H), 4.25 (br s, 2H), 4.05 (br q, 2H), 3.81 (s, 2H), 3.78 (m, 1 H), 3.46 (m, 3H), 3.12 (br m, 2H), 2.46 (br m, 1H), 2.13 (s, 3H), 2.12 (br s, 2H), 1.87 (br m, 4H), 1.69 (br m, 4H), 1.21 (t, $J = 7.1$ Hz, 3H).

EXAMPLE 6: 1-(1'-(4-(ethoxyimino)cyclohexyl)-1H-spiro[isoquinoline-4,4'-piperidine]-2(3H)-yl)ethanone (Compound No. 196).



[00218] *tert*-Butyl 2,3-dihydro-1H-spiro[isoquinoline-4,4'-piperidine]-1'-carboxylate **6a** (2.128 g, 6.28 mmol) was dissolved in anhydrous dichloromethane (30 mL), cooled in an ice-H₂O bath and treated dropwise with a solution of acetyl chloride (518 mg, 6.59 mmol) in anhydrous dichloromethane (5 mL). The reaction was then treated dropwise with a solution of triethylamine (1.335 g, 13.2 mmol) in anhydrous dichloromethane (5 mL). The reaction was stirred in the ice-H₂O bath for 15 minutes, then diluted with dichloromethane (100 mL), washed with H₂O, saturated NaHCO₃ (3x), saturated brine, dried (Na₂SO₄) and filtered. The filtrate was concentrated under reduced pressure to afford crude *tert*-butyl 2-acetyl-2,3-dihydro-1H-spiro[isoquinoline-4,4'-piperidine]-1'-carboxylate **6b** as a colorless oil (2.732 g, quantitative yield). LC/MS *m/z* [M+H]⁺ 345.2 retention time 2.98 min (10-99% CH₃CN-H₂O gradient, with 0.05% TFA, 5 min).

[00219] *tert*-Butyl 2-acetyl-2,3-dihydro-1H-spiro[isoquinoline-4,4'-piperidine]-1'-carboxylate **6b** (2.732 g, 6.28 mmol) was dissolved in dichloromethane (20 mL), cooled in an ice-H₂O bath, slowly treated with ice-cold trifluoroacetic acid (20 mL) and stirred at ≈ 0 °C for 30 minutes. The reaction was concentrated under reduced pressure, re-dissolved in acetonitrile and re-concentrated. The oil obtained was cooled in an ice-H₂O bath, slowly treated with 1 N NaOH (50 mL) and extracted with dichloromethane (2 x 100 mL). The pooled extracts were washed with H₂O, saturated brine, dried (Na₂SO₄) and filtered. The filtrate was concentrated under reduced pressure and the resulting free base was dissolved in anhydrous diethyl ether (50 mL) and absolute ethanol (3 mL) and treated dropwise with a

small excess of 1 N HCl in ether (6.5 mL). The suspension obtained was diluted with ether (30 mL) and stirred vigorously at room temperature for 10 minutes. The precipitate was filtered, rinsed with ether (2 x 10 mL) and hexanes (2 x 10 mL) and dried under reduced pressure to afford 1-(1H-spiro[isoquinoline-4,4'-piperidine]-2(3H)-yl)ethanone 6c as the corresponding HCl salt (1.640 g, 93% yield). LC/MS *m/z* [M+H]⁺ 245.2 retention time 1.36 min (10-99% CH₃CN-H₂O gradient, with 0.05% TFA, 5 min).

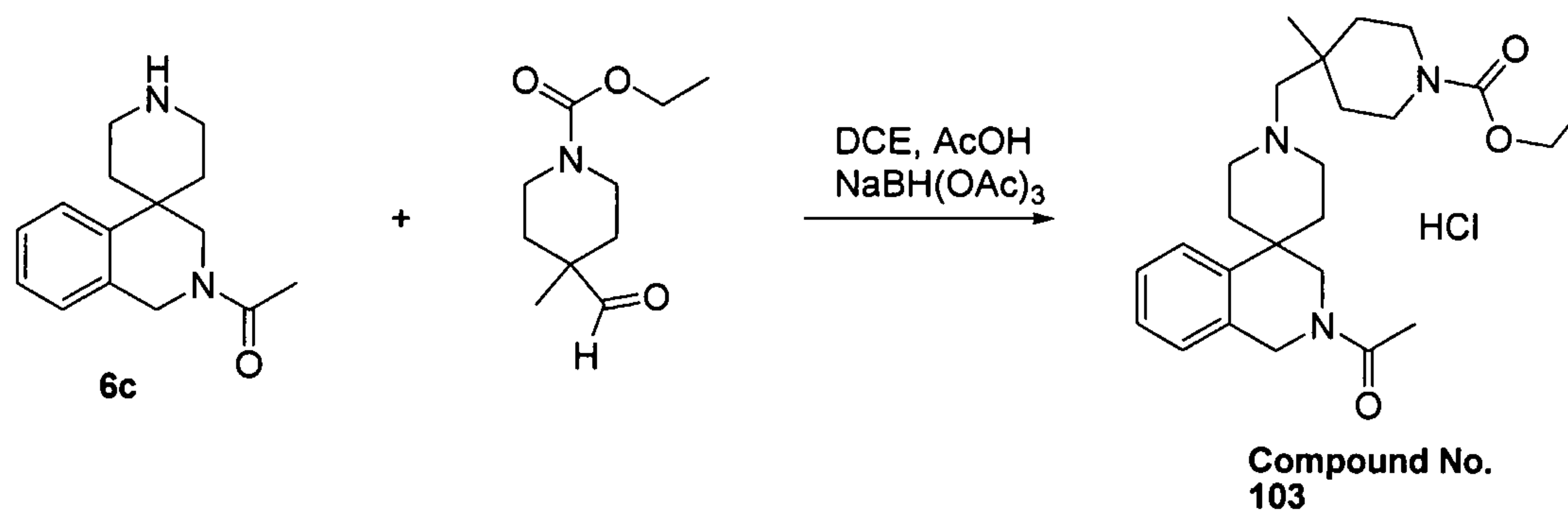
[00220] 1-(1H-spiro[isoquinoline-4,4'-piperidine]-2(3H)-yl)ethanone 6c (300 mg; 1.068 mmol) and 1,4-dioxaspiro[4.5]decan-8-one (250 mg; 1.6 mmol) were dissolved in DCE (5 mL) and treated with TEA (148 μ L; 107 mg; 1.068 mmol.). After 10 minutes, NaBH(OAc)₃ (452 mg; 2.13 mmol) was added, followed by AcOH (61 μ L; 64 mg; 1.06 mmol) and the mixture was allowed to stir at room temperature for 75 hrs. The reaction was quenched by adding MeOH (10mL) and was allowed to stir for 24 hrs. The resulting suspension was diluted with DCM (30mL) and NaOH 1N (10mL) was added. The layers were separated, and the aqueous layer was extracted with DCM (3x30mL). The combined organic extracts were dried on Na₂SO₄ and concentrated. The resulting oil was dissolved in Et₂O and treated with excess 1N HCl in ether (5mL). The resulting suspension was filtered, and the precipitate was washed with ether (3x20mL) and dried to provide the hydrochloride of 1-(1'-(1,4-dioxaspiro[4.5]decan-8-yl)-1H-spiro[isoquinoline-4,4'-piperidine]-2(3H)-yl)ethanone 6d (382mg, 85% yield. LC/MS *m/z* [M+H]⁺ 385.2 retention time 1.7 min (10-99% CH₃CN-H₂O gradient, with 0.05% TFA, 5 min).

[00221] 1-(1'-(1,4-dioxaspiro[4.5]decan-8-yl)-1H-spiro[isoquinoline-4,4'-piperidine]-2(3H)-yl)ethanone 6d (350 mg; 0.83 mmol.) was dissolved in 80% aq. AcOH (20 mL) and the solution was refluxed overnight. The reaction mixture was diluted with water (20mL), cooled on an ice bath and neutralized by addition of solid KOH. The resulting suspension was extracted with DCM (3x30mL) and the combined organic extracts were dried on Na₂SO₄ and concentrated to provide the crude 4-(2-acetyl-2,3-dihydro-1H-spiro[isoquinoline-4,4'-piperidine]-1'-yl)cyclohexanone 6e (200mg, 70% yield) as a white foam. LC/MS *m/z* [M+H]⁺ 341.0 retention time 1.47 min (10-99% CH₃CN-H₂O gradient, with 0.05% TFA, 5 min).

[00222] 4-(2-Acetyl-2,3-dihydro-1H-spiro[isoquinoline-4,4'-piperidine]-1'-yl)cyclohexanone 6e (100 mg; 0.29 mmol) was dissolved in pyridine (1 mL) and treated with *O*-ethyl hydroxyamine hydrochloride (34 mg; 0.35 mmol). The vial was sealed and heated to 60 °C for 1 hr. The solvent was evaporated under reduced pressure and the residue was dissolved in DMSO (2mL) and purified by LC/MS (10-99% CH₃CN-H₂O gradient, with 0.05% TFA, 9 min) to provide 1-(1'-(4-(ethoxyimino)cyclohexyl)-1H-spiro[isoquinoline-4,4'-

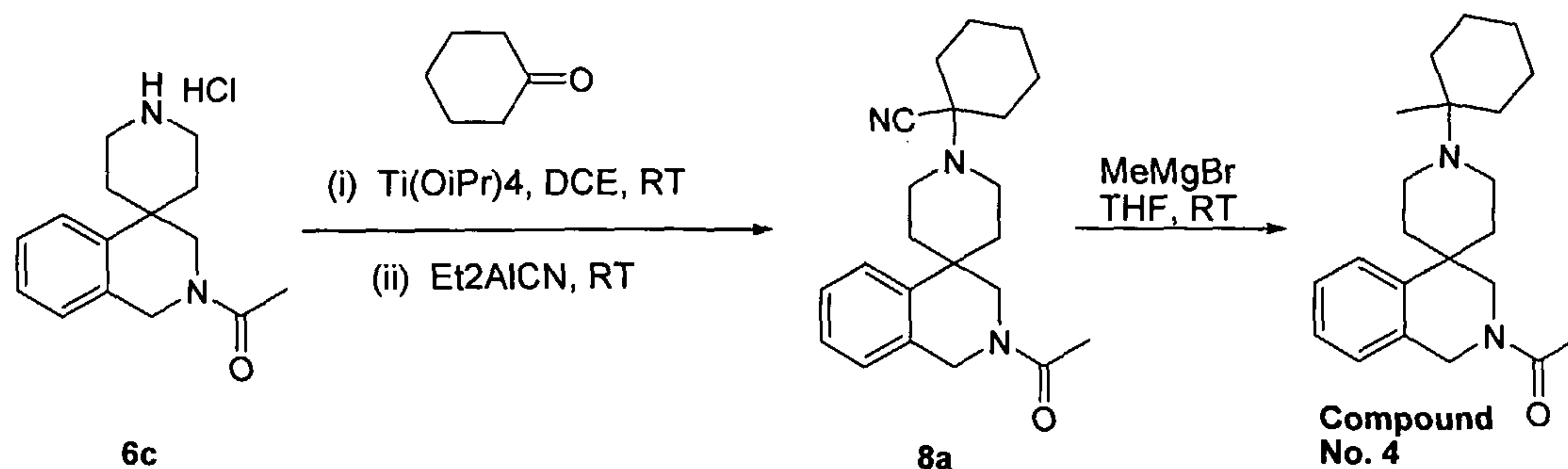
piperidine]-2(3H)-yl)ethanone. LC/MS m/z $[M+H]^+$ 384.4 retention time 1.80 min (10-99% CH₃CN-H₂O gradient, with 0.05% TFA, 5 min). ¹H-NMR (400 MHz, CDCl₃) δ 7.69 (d, J = 7.8 Hz, 1H), 7.26 (t, J = 7.3 Hz, 1H), 7.19 - 7.15 (m, 1 H), 7.01 (d, J = 7.5 Hz, 1H), 4.63 (s, 2H), 4.00 (q, J = 7.0 Hz, 2H), 3.79 (dd, J = 13.4, 18.1 Hz, 2H), 3.41 (d, J = 13.0 Hz, 1H), 3.33 (d, J = 9.3 Hz, 2H), 3.17 (m, 2H), 3.04 - 2.98 (m, 2H), 2.59 - 2.47 (m, 4H), 2.14 (s, 3H), 1.76-1.69 (m, 6H), 1.21 - 1.14 (t, J = 7 Hz, 3H).

EXAMPLE 7: ethyl 4-((2-acetyl-2,3-dihydro-1H-spiro[isoquinoline-4,4'-piperidine]-1'-yl)methyl)-4-methylpiperidine-1-carboxylate hydrochloride (Compound No. 103).



[00223] 1-(1H-spiro[isoquinoline-4,4'-piperidine]-2(3H)-yl)ethanone 6c (free base, 200 mg, 0.82 mmol) was dissolved in 3 mL anhydrous dichloroethane in a scintillation vial followed by the addition of ethyl 4-formyl-4-methylpiperidine-1-carboxylate (245 mg, 1.23 mmol) and acetic acid (150 μ L, 2.46 mmol). NaBH(OAc)₃ (260 mg, 1.23 mmol) was added in one portion and the reaction allowed to stir for 24 h. The reaction had progressed approximately 25-30%. 3.5 eq of additional aldehyde was added and the reactions stirred for 36 h (\approx 70% conversion to product). The reaction was quenched with 1.0 mL methanol, filtered, and purified by HPLC (5-99% CH₃CN-H₂O gradient, with 0.05% TFA, 5 min). The purified TFA salt was dissolved in 20 mL dichloromethane and washed with aqueous 1 N NaOH (1 x 5 mL), 50% saturated bicarb (1 x 5 mL), and saturated brine (1 x 5 mL). The organic layer was dried over Na₂SO₄, filtered, and the solvent removed in vacuo to yield the product as colorless oil. The free base was dissolved in 5 mL diethyl ether and cooled to 0 °C. One equivalent of 1.0 N ethereal HCl was added to the rapidly stirring solution, resulting in the precipitation of the hydrochloride salt as a white solid. The suspension was allowed to stir for 30 min, filtered, and the precipitate was washed with ether (1 x 25 mL), hexanes (1 x 25 mL) and dried under vacuum to yield ethyl 4-((2-acetyl-2,3-dihydro-1H-spiro[isoquinoline-4,4'-piperidine]-1'-yl)methyl)-4-methylpiperidine-1-carboxylate hydrochloride as a white solid (100 mg, 26% yield). LC/MS m/z $[M+H]^+$ 428.0 retention time 1.97 min (10-99% CH₃CN-H₂O gradient, with 0.05% TFA, 5 min).

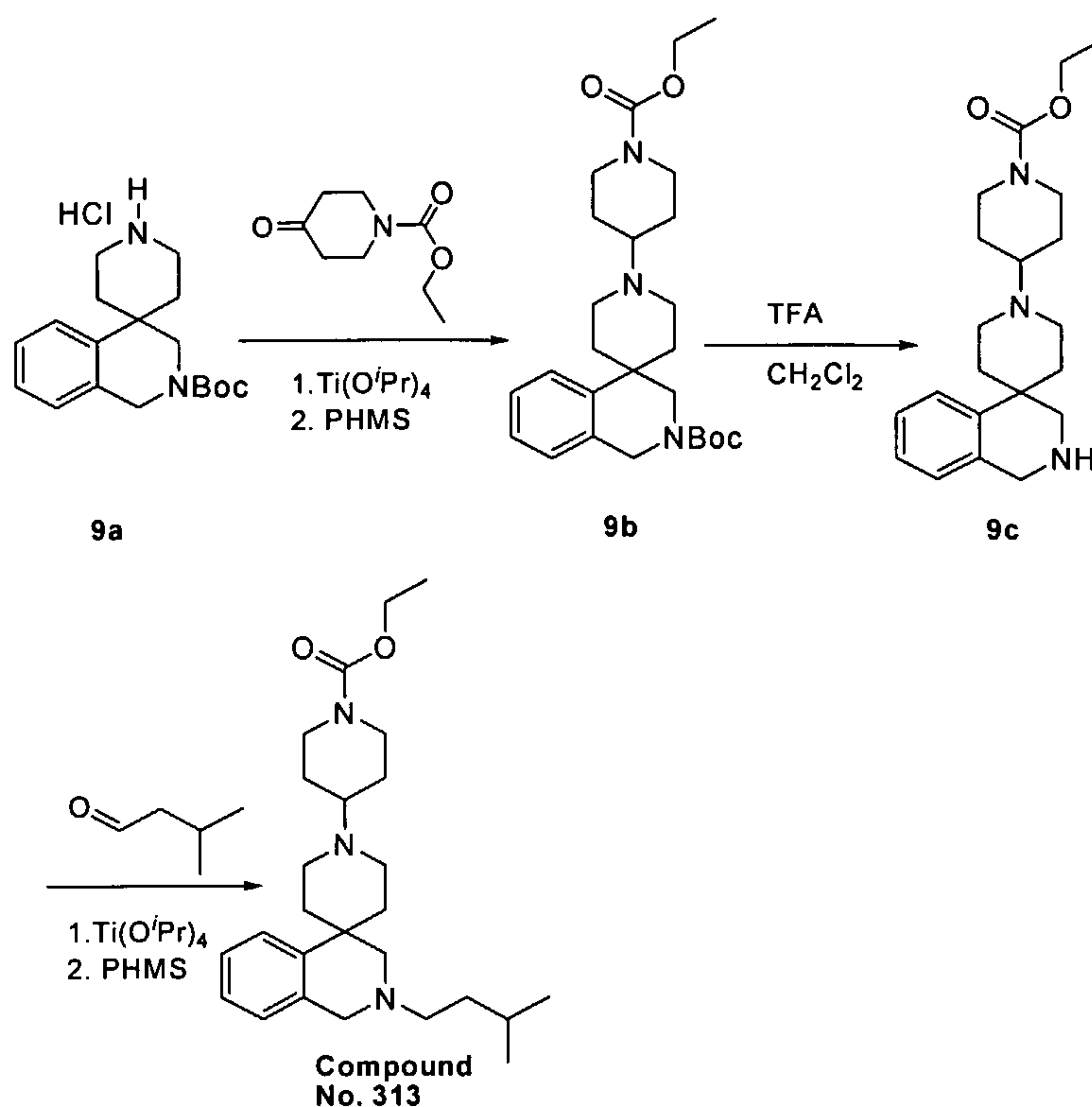
EXAMPLE 8: 1-(1'-(1-methylcyclohexyl)-1H-spiro[isoquinoline-4,4'-piperidine]-2(3H)-yl)ethanone (Compound No. 4).



[00224] 1-(1H-spiro[isoquinoline-4,4'-piperidine]-2(3H)-yl)ethanone 6c (140 mg, 0.50 mmol) and cyclohexanone (48 mg, 0.55 mmol) were combined in a scintillation vial and anhydrous 1,2-dichloroethane (1.0 mL) was added, followed by triethylamine (51 mg, 0.5 mmol) and titanium tetraisopropoxide (205 μL , 199 mg, 0.70 mmol). The vial was flushed with nitrogen and stirred at room temperature for \approx 48 hours. The reaction was then concentrated under reduced pressure and treated with diethylaluminum cyanide (750 μL 1.0 M solution in toluene, 0.75 mmol). The vial was flushed with nitrogen and stirred at room temperature for 2 hours. The reaction mixture was diluted with ethyl acetate (5 mL), quenched with H_2O (1 mL) and stirred at room temperature for an additional 1 hour. The suspension obtained was centrifuged and the supernatants filtered and concentrated under reduced pressure. The crude 1-(2-acetyl-2,3-dihydro-1H-spiro[isoquinoline-4,4'-piperidine]-1'-yl)cyclohexanecarbonitrile intermediate 8a was taken to the next step without further purification.

[00225] The crude 1-(2-acetyl-2,3-dihydro-1H-spiro[isoquinoline-4,4'-piperidine]-1'-yl)cyclohexanecarbonitrile 8a was dissolved in anhydrous tetrahydrofuran (1.0 mL) and treated with methylmagnesium bromide (1.0 mL 1.0 M solution in butyl ether, 1.0 mmol). The vial was flushed with nitrogen and stirred at room temperature for 3 hours. The reaction was diluted with ethyl acetate (5.0 mL), quenched with saturated aqueous ammonium chloride (1.0 mL) and stirred overnight at room temperature. The layers were separated, the organic layer concentrated under reduced pressure and purified by reverse-phase HPLC (1-25% $\text{CH}_3\text{CN}-\text{H}_2\text{O}$ gradient, with 0.05% TFA, 15 min) to provide 1-(1'-(1-methylcyclohexyl)-1H-spiro[isoquinoline-4,4'-piperidine]-2(3H)-yl)ethanone. LC/MS m/z $[\text{M}+\text{H}]^+$ 341.2 retention time 1.83 min (10-99% $\text{CH}_3\text{CN}-\text{H}_2\text{O}$ gradient, with 0.05% TFA, 5 min).

EXAMPLE 9: ethyl 4-(2-isopentyl-2,3-dihydro-1H-spiro[isoquinoline-4,4'-piperidine]-1'-yl)piperidine-1-carboxylate (Compound No. 313).



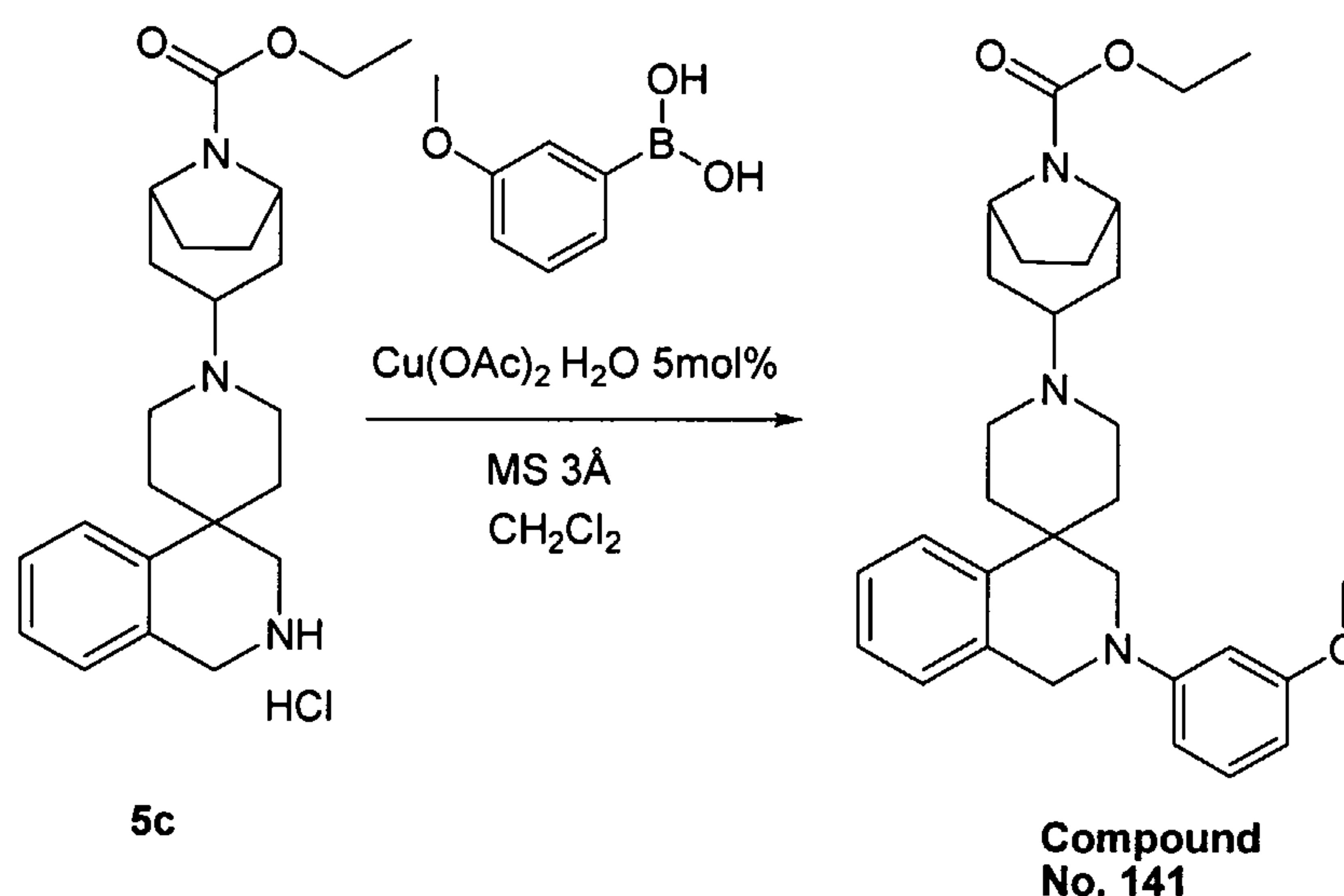
[00226] A suspension of *tert*-butyl-1*H*-spiro[isoquinoline-4,4'-piperidine]-2(3*H*)-carboxylate hydrochloride 9a (2.0 g, 5.9 mmol) 1-carboethoxy-4-piperidone (1.35 g, 8.9 mmol) and titanium tetraisopropoxide (3.5 mL, 11.7 mmol) in anhydrous THF (30 mL) was stirred at room temperature for 1 h. Poly(methylhydrosiloxane) (PHMS, 1.1 g, 18.3 mmol) was added and the reaction stirred at room temperature for 4 d. MeOH (5 mL) was added and the reaction was allowed to stir at room temperature for 1 h. The solvents were removed *in vacuo*, the crude redissolved in CH₂Cl₂, adsorbed onto Celite and purified by silica gel chromatography eluting with 3-10% MeOH in CH₂Cl₂ with 2% NH₄OH to give *tert*-butyl 1'-(1-(ethoxycarbonyl)piperidin-4-yl)-1*H*-spiro[isoquinoline-4,4'-piperidine]-1-yl)-2(3*H*)-carboxylate 9b as a yellow solid (1.55 g, 58% yield). LC-MS *m/z* [M+H]⁺ 458.31, retention time 2.26min (10-90% CH₃CN-H₂O gradient, with 0.05% TFA, 5 min).

[00227] *Tert*-butyl 1'-(1-(ethoxycarbonyl)piperidin-4-yl)-1*H*-spiro[isoquinoline-4,4'-piperidine]-1-yl)-2(3*H*)-carboxylate 9b (0.63 g, 1.38 mmol) was dissolved in CH₂Cl₂ (5 mL) and TFA was added (5 mL). The reaction mixture was stirred at room temperature for 40 min. The solvent was removed *in vacuo* and azeotroped with CH₂Cl₂ (2x 10mL). The mixture was cooled to 0 °C and basified with 1N NaOH, followed by extraction with EtOAc (3x20mL). The organics were combined, dried over Na₂SO₄, filtered and evaporated to give ethyl 4-(2,3-dihydro-1*H*-spiro[isoquinoline-4,4'-piperidine]-1-yl)piperidine-1-carboxylate 9c as a yellow oil (0.432 g, 88% yield). FIA *m/z* [M+H]⁺ 358.3.

[00228] To a solution of 4-(2,3-dihydro-1*H*-spiro[isoquinoline-4,4'-piperidine]-1-

yl)piperidine-1-carboxylate 9c (0.040 g, 0.112 mmol) in anhydrous THF (1 mL) was added titanium tetraisopropoxide (0.067 mL, 0.22 mmol) and the reaction was stirred at room temperature for 18 h. PHMS (20 μ L, 0.33 mmol) was added and the reaction was stirred at room temperature for 2 d. MeOH (0.5 mL) was added and the reaction was allowed to stir at room temperature for 1 h. The solvents were removed *in vacuo*, and the compound purified by on an Agilent 1100 semi-prep HPLC (15-35% CH₃CN-H₂O gradient, with 0.1% TFA, 20 min) to give ethyl 4-(2-isopentyl-2,3-dihydro-1H-spiro[isoquinoline-4,4'-piperidine]-1'-yl)piperidine-1-carboxylate (compound no. 313) as an oil. LC-MS: m/z [M+H]⁺ 428.6 retention time 1.65 min, (10-90% CH₃CN-H₂O gradient, with 0.05% TFA, 5 min). ¹H-NMR (DMSO-d₆, 500 MHz) δ 9.58-9.22 (m, 2H), 7.46 (s, 2H), 7.39-7.22 (m, 2H), 4.62-4.50 (m, 1H), 4.40-4.27 (m, 1H), 4.19-3.99 (m, 5H), 3.5-3.03 (m, 8H), 2.93-2.76 (m, 2H), 2.39-2.25 (m, 2H), 2.18-2.00 (m, 3), 1.90-1.79 (m, 1H), 1.77-1.50 (m, 5H), 1.20 (t, 3H), 1.01-0.88 (m, 6H).

EXAMPLE 10: ethyl 3-(2-(3-methoxyphenyl)-2,3-dihydro-1H-spiro[isoquinoline-4,4'-piperidine]-1'-yl)-8-azabicyclo[3.2.1]octane-8-carboxylate (Compound No. 141).



[00229] A suspension of 3-methoxyphenylboronic acid (30 mg, 0.2 mmol), Cu(OAc)₂·H₂O (2 mg, 5 mol %), 3Å molecular sieves (75 mg) in 1 mL of CH₂Cl₂ were stirred at room temperature for 5 min. Ethyl 3-(2,3-dihydro-1H-spiro[isoquinoline-4,4'-piperidine]-1'-yl)-8-azabicyclo[3.2.1]octane-8-carboxylate hydrochloride 5c (42 mg, 0.1 mmol) was added to the reaction and mixture was stirred at room temperature for 24h. The reaction was diluted with methanol, filtered and subjected to reverse-phase HPLC purification (2-50% CH₃CN-H₂O gradient, with 0.05% TFA, 15 min) to give pure ethyl 3-(2-(3-methoxyphenyl)-2,3-dihydro-1H-spiro[isoquinoline-4,4'-piperidine]-1'-yl)-8-azabicyclo[3.2.1]octane-8-carboxylate. LC-MS: m/z [M+H]⁺ 490.0, retention time 2.61 min (10-90% CH₃CN-H₂O gradient, with 0.05%

TFA, 5 min).

EXAMPLE 11: [Ethyl 3-(2-(4-fluorophenylsulfonyl)-2,3-dihydro-1*H*-spiro[isoquinoline-4,4'-piperidine]-1'-yl)-8-azabicyclo[3.2.1]-octane-8-carboxylate hydrochloride] (Compound No. 205).

[00230] [Ethyl 3-(2-(4-fluorophenylsulfonyl)-2,3-dihydro-1*H*-spiro[isoquinoline-4,4'-piperidine]-1'-yl)-8-azabicyclo[3.2.1]-octane-8-carboxylate hydrochloride] was synthesized using known methods and those described above. LC-MS: m/z [M+H]⁺ 542.4, Retention time 2.58 min (10-90% CH₃CN-H₂O gradient, with 0.05% TFA, 5 min). ¹H-NMR (400 MHz, DMSO-*d*₆) δ 11.09 (br s, 1H), 8.05 (m, 2H), 7.56 (m, 3H), 7.29 (t, $J = 7.5$ Hz, 1H), 7.19 (m, 2H), 4.28 (m, 2H), 4.15 (s, 2H), 4.08 (m, 2H), 3.74 (m, 1H), 3.53 (m, 2H), 3.37 (m, 2H), 3.08 (m, 3H), 2.57 (m, 1H), 2.13 (m, 2H), 1.86 (m, 6H), 1.70 (m, 2H), 1.22 (t, $J = 7.1$ Hz, 3H).

EXAMPLE 12: [Ethyl 4-((2-acetyl-2,3-dihydro-1*H*-spiro[isoquinoline-4,4'-piperidine]-1'-yl)methyl)piperidine-1-carboxylate hydrochloride] (Compound No. 198).

[00231] [Ethyl 4-((2-acetyl-2,3-dihydro-1*H*-spiro[isoquinoline-4,4'-piperidine]-1'-yl)methyl)piperidine-1-carboxylate hydrochloride] was synthesized using known methods and those described above. LC-MS: m/z [M+H]⁺ 414.4, Retention time 1.94 min (10-90% CH₃CN-H₂O gradient, with 0.05% TFA, 5 min). ¹H-NMR (400 MHz, CDCl₃) δ 12.21 (br s, 1H), 7.76 (d, $J = 7.8$ Hz, 1H), 7.33 (t, $J = 7.4$ Hz, 1H), 7.25 (t, $J = 7.3$ Hz, 1H), 7.08 (d, $J = 7.5$ Hz, 1H), 4.71 (s, 2H), 4.22 (m, 2H), 4.12 (q, $J = 7.1$ Hz, 2H), 3.89 (m, 2H), 3.52 (m, 2H), 3.13 (m, 4H), 2.91 (m, 2H), 2.79 (m, 2H), 2.21 (s, 3H), 2.16 (m, 2H), 1.68 (m, 2H), 1.32 (m, 3H), 1.26 (t, $J = 7.1$ Hz, 3H).

EXAMPLE 13: [Ethyl 3-(2-(3,5-dimethylisoxazol-4-ylcarbamoyl)-2,3-dihydro-1*H*-spiro[isoquinoline-4,4'-piperidine]-1'-yl)-8-azabicyclo[3.2.1]octane-8-carboxylate hydrochloride] (Compound No. 233)

[00232] [Ethyl 3-(2-(3,5-dimethylisoxazol-4-ylcarbamoyl)-2,3-dihydro-1*H*-spiro[isoquinoline-4,4'-piperidine]-1'-yl)-8-azabicyclo[3.2.1]octane-8-carboxylate hydrochloride] was synthesized using known methods and those described above. LC-MS: m/z [M+H]⁺ 522.5, Retention time 2.29 min (10-90% CH₃CN-H₂O gradient, with 0.05% TFA, 5 min). ¹H-NMR (400 MHz, DMSO-*d*₆) δ 10.44 (br s, 1H), 8.34 (s, 1H), 7.46 (d, $J = 7.5$ Hz, 1H), 7.30 (t, $J = 7.6$ Hz, 1H), 7.25 (t, $J = 7.4$ Hz, 1H), 7.16 (d, $J = 7.4$ Hz, 1H), 4.75 (s, 2H), 4.25 (m, 2H), 4.08 (q, $J = 7.0$ Hz, 2H), 3.86 (m, 3H), 3.51 (m, 2H), 3.29 (m, 2H), 2.42 (m, 2H), 2.23 (s, 3H), 2.10 (m, 2H), 2.06 (s, 3H), 1.85 (m, 4H), 1.71 (m, 4H), 1.21 (t, $J = 7.1$ Hz, 3H).

EXAMPLE 14: [Propyl 4-(2-acetyl-2,3-dihydro-1*H*-spiro[isoquinoline-4,4'-piperidine]-

1'-yl)piperidine-1-carboxylate hydrochloride] (Compound No. 129).

[00233] [Propyl 4-(2-acetyl-2,3-dihydro-1*H*-spiro[isoquinoline-4,4'-piperidine]-1'-yl)piperidine-1-carboxylate hydrochloride] was synthesized using known methods and those described above. LC-MS: m/z $[M+H]^+$ 414.4, Retention time 1.87 min (10-90% CH₃CN-H₂O gradient, with 0.05% TFA, 5 min). ¹H-NMR (400 MHz, DMSO-*d*₆) δ 11.13 (br s, 1H), 7.52 (d, $J = 7.5$ Hz, 1H), 7.24 (m, 3H), 4.72 (s, 2H), 4.13 (m, 2H), 3.97 (t, $J = 6.6$ Hz, 2H), 3.82 (s, 2H), 3.45 (m, 3H), 3.19 (m, 2H), 2.83 (br s, 2H), 2.60 (m, 2H), 2.21 (m, 2H), 2.12 (s, 3H), 1.66 (m, 6H), 0.91 (t, $J = 7.4$ Hz, 3H).

EXAMPLE 15: [Ethyl 3-(2-(cyclopropanecarbonyl)-2,3-dihydro-1*H*-spiro[isoquinoline-4,4'-piperidine]-1'-yl)-8-azabicyclo-[3.2.1]octane-8-carboxylate hydrochloride] (Compound No. 224).

[00234] [Ethyl 3-(2-(cyclopropanecarbonyl)-2,3-dihydro-1*H*-spiro[isoquinoline-4,4'-piperidine]-1'-yl)-8-azabicyclo-[3.2.1]octane-8-carboxylate hydrochloride] was synthesized using known methods and those described above. LC-MS: m/z $[M+H]^+$ 452.4, Retention time 2.05 min (10-90% CH₃CN-H₂O gradient, with 0.05% TFA, 5 min). ¹H-NMR (400 MHz, CDCl₃) δ 12.31 (br s, 1H), 7.74 (d, $J = 7.6$ Hz, 1H), 7.32 (t, $J = 7.1$ Hz, 1H), 7.25 (t, $J = 7.5$ Hz, 1H), 7.11 (d, $J = 7.5$ Hz, 1H), 4.93 (s, 2H), 4.47 (br s, 2H), 4.17 (q, $J = 7.1$ Hz, 2H), 3.86 (m, 2H), 3.59 (m, 1H), 3.38 (m, 2H), 3.15 (m, 2H), 3.01 (m, 2H), 2.21 (m, 2H), 2.04 (m, 4H), 1.70 (m, 4H), 1.28 (t, $J = 7.1$ Hz, 3H), 0.99 (m, 2H), 0.87 (m, 3H).

EXAMPLE 16: [Ethyl 4-((2-benzoyl-2,3-dihydro-1*H*-spiro[isoquinoline-4,4'-piperidine]-1'-yl)methyl)piperidine-1-carboxylate hydrochloride] (Compound No. 147).

[00235] [Ethyl 4-((2-benzoyl-2,3-dihydro-1*H*-spiro[isoquinoline-4,4'-piperidine]-1'-yl)methyl)piperidine-1-carboxylate hydrochloride] was synthesized using known methods and those described above. LC-MS: m/z $[M+H]^+$ 476.2, Retention time 2.21 min (10-90% CH₃CN-H₂O gradient, with 0.05% TFA, 5 min). ¹H-NMR (400 MHz, DMSO-*d*₆) δ 10.62 (br s, 1H), 7.61 (d, $J = 7.9$ Hz, 1H), 7.47 (m, 5H), 7.29 (t, $J = 7.6$ Hz, 1H), 7.17 (t, $J = 7.3$ Hz, 1H), 7.02 (m, 1H), 4.64 (br s, 2H), 4.04 (q, $J = 7.1$ Hz, 2H), 3.99 (m, 4H), 3.49 (m, 2H), 3.36 (m, 2H), 3.09 (m, 2H), 2.82 (m, 2H), 2.71 (m, 2H), 2.11 (m, 1H), 1.90 (m, 2H), 1.71 (m, 2H), 1.19 (t, $J = 7.1$ Hz, 3H), 1.12 (m, 2H).

EXAMPLE 17: Ethyl 4-(2-cycloheptyl-2,3-dihydro-1*H*-spiro[isoquinoline-4,4'-piperidine]-1'-yl)piperidine-1-carboxylate (Compound No. 172).

[00236] Ethyl 4-(2-cycloheptyl-2,3-dihydro-1*H*-spiro[isoquinoline-4,4'-piperidine]-1'-yl)piperidine-1-carboxylate was synthesized using known methods and those described above. LC-MS: m/z $[M+H]^+$ 453.3, Retention time 1.70 min (10-90% CH₃CN-H₂O gradient, with 0.05% TFA, 5 min). ¹H-NMR (DMSO-*d*₆, 500 MHz) δ 9.66-9.22 (m, 1H), 9.16-8.97

(m, 1H), 7.52-7.41 (m, 2H), 7.39-7.30 (m, 1H), 7.29-7.20 (m, 1H), 4.61-4.45 (m, 1H), 4.39-4.26 (m, 1H), 4.21-4.00 (m, 4H), 3.94-3.82 (m, 1H), 3.75-3.04 (m, 8H), 2.94-2.75 (m, 4H), 2.40-2.31 (m, 1H), 2.25-1.99 (m, 5H), 1.95-1.70 (m, 5H), 1.66-1.42 (m, 8H), 1.20 (t, 3H).

EXAMPLE 18:

[00237] The examples and synthetic schemes described herein along with known methods are useful for producing additional compounds of the present invention, including the compounds in Table 2 below.

Table 2 Physical data for exemplary compounds.

Compound No.	LC/MS M+1	LC/RT min	NMR
1	386	1.74	
2	368.2	2.18	
3	533.2	2.31	
5	336.2	1.09	
6	414.5	2.28	
7	469.4	2.36	
8	470.2	2.35	
9	472.6	1.9	
10	454.5	2.55	
11	444.4	2.24	
12	488	2.86	
13	468.4	2.01	
14	496.2	2.5	
15	548.5	2.49	
16	477.4	2.17	
17	489.2	1.79	
18	538.4	2.6	
19	344.09	2.17	
21	353.5	2.06	
22	474.4	2.09	
23	460.2	1.95	
24	532.2	2.34	
25	517.4	2.31	
26	231.1	1.2	DMSO-d6: 8.05(d,1H), 7.73(d,1H), 7.64(t,1H), 7.57(t,1H), 3.49(m,2H), 3.42(q,2H), 2.41(m,2H), 1.59(m,2H), 1.21(t,3H)
27	482	2.41	

Compound No.	LC/MS M+1	LC/RT min	NMR
			CD3OD: 8.06(d,1H), 7.84(d,1H), 7.67(t,1H), 7.62(t,1H), 3.81(m,2H), 3.54(m,3H), 3.42(m,2H), 2.59- 2.71(m,6H), 1.32(t,3H)
28	359.4	1.9	
29	592.4	2.8	
30	524.6	2.5	
31	339.1	1.92	
32	442.4	1.92	
33	494.4	2.18	
34	528.2	2.19	
35	341.5	2.09	
36	483.2	2.28	
37	366.2	1.81	
38	493.4	2.04	
39	497.4	2.14	
40	336.4	1.65	
41	316.2	1.87	
			CD3OD: 7.94(d,2H), 7.74(t,1H), 7.66(t,1H), 7.43- 7.49(m,5H), 7.31(d,4H), 7.20(m,1H), 4.85(brs,2H), 3.60- 3.85(m,5H), 2.55(m,2H), 1.75(brm, 9H)
42	480	1.78	
43	508.4	2.6	
44	512.4	2.45	
45	456	1.81	
46	453.3	2.29	
47	532.2	2.35	
49	480.2	2.35	

Compound No.	LC/MS M+1	LC/RT min	NMR
50	372.2	1.6	
51	491.4	2.32	
			CD3OD: 8.08(d,1H), 7.94(m,1H), 7.73(t,1H), 7.67(t,1H), 7.31(m,4H), 7.25(m,1H), 4.83(s,2H), 3.73(m,2H), 3.57(m,2H), 3.18(d,2H), 2.64(m,2H), 1.66- 1.86(m,8H), 1.23- 1.37(m,3H), 1.08(m,2H)
52	389	1.9	
53	457	2.17	
			CD3OD: 7.79(d,1H), 7.70(t,1H), 7.56(t,2H), 3.77(m,2H), 3.23(m,2H), 3.06(d,2H), 2.60(m,2H), 1.79- 1.88(m,7H), 1.10- 1.40(m,6H)
54	299.3	1.7	
55	482.4	2.21	
56	458.4	2.39	
57	344	2.14	
58	342.8	1.76	
59	407.4	2.09	

Compound No.	LC/MS M+1	LC/RT min	NMR
			DMSO-d6: 8.03(d,1H), 7.74(d,1H), 7.64(t,1H), 7.58(t,1H), 4.16(m,2H), 4.06(q,2H), 3.43- 3.83(m,5H), 3.43(q,2H), 2.85(m,2H), 2.19(m,2H), 1.62- 1.70(m,4H), 1.20(m,6H)
60	386.3	1.6	
61	483.2	2.25	
62	451.3	1.5	
63	428	2.02	
64	520.4	2.5	
65	379.4	2.21	
66	365.4	1.96	
67	608.2	2.8	
68	399.2	1.94	
69	558.2	2.55	
70	450.2	2.06	
71	506.4	2.33	
72	510.4	2.52	
73	486.4	2.09	
74	400	1.78	

Compound No.	LC/MS M+1	LC/RT min	NMR
75	399	1.9	CD3OD: 8.06(d,1H), 7.94(m,1H), 7.73(t,1H), 7.65(m,1H), 7.23- 7.33(m,5H), 6.30(m,1H), 6.04(m,1H), 4.83(s,2H), 3.76(m,2H), 3.54(,2H), 3.15(m,1H), 2.90- 3.00(m,3H), 2.60(m,3H), 2.9(m,1H), 1.67(m,2H), 1.52(m,1H), 1.37(m,1H), 0.75(m,1H)
76	455.2	2.03	
77	490.4	2.31	
78	301.2	1.39	
79	494.4	2.18	
80	532.2	2.58	
81	488.4	2.38	
82	496	2.81	
83	419.2	2.26	
84	496.2	1.89	
85	245.2	1.36	
86	522.4	2.56	
87	454.6	1.7	
88	414.4	2.13	
89	303.2	1.49	
90	456.4	2.03	
91	443.2	2	
92	622.4	2.57	
93	385.2	1.72	
94	367.2	2.21	
95	524.4	2.48	
96	516.2	2.19	
97	470.4	1.93	

Compound No.	LC/MS M+1	LC/RT min	NMR
98	342.4	1.54	
99	470.2	2.3	
100	393.2	2.28	
101	353.2	1.98	
102	478.2	2.43	
104	443.4	2.01	
105	393.2	1.97	
106	457.2	2.13	
107	383.2	1.99	
108	542.4	2.02	
109	469.4	2.08	
110	455.2	2.07	
111	481.2	2.18	
112	496.4	2.66	
113	528.3	2.04	
114	510	2.95	
115	353.2	1.95	
116	377.2	1.97	
117	509.4	2.07	
118	393.2	1.95	
119	516.2	2.6	
120	430.4	2.09	
121	365	1.98	
122	442.2	2.32	
123	454.6	1.6	
124	482.2	2.25	
125	505.2	2.53	
126	494.4	2.2	
127	483.2	2.28	
128	430.2	2.09	

Compound No.	LC/MS M+1	LC/RT min	NMR
130	377	1.93	CD3OD: 8.10(d,1H), 7.95(d,1H), 7.74(t,1H), 7.67(d,1H), 7.31(d,4H), 7.24(m,1H), 4.83(s,2H), 3.75(m,2H), 3.59(m,2H), 2.54(m,2H), 1.69(m,4H), 1.01(s,9H)
131	517.2	2.53	
132	521.4	2.41	
133	386.2	1.86	
134	331.17	1.7	CD3OD: 7.90(d,1H), 7.68(t,1H), 7.56(m,2H), 3.77(m,2H), 3.25(m,3H), 2.55- 2.70(m,6H), 2.07(m,2H), 1.74- 1.83(m,4H), 1.45(m,3H)
135	367.2	2.06	
136	496	2.83	
137	379.2	2.1	
138	528.2	2.19	
139	324.8	1.68	
140	412.2	1.95	
142	355	1.84	
143	498.6	2.1	
144	377.2	1.86	
145	387.1	2.16	
146	494.4	2.27	
148	484.4	2.48	
149	506.3	2.28	
150	365	1.98	
151	463.3	2.25	

Compound No.	LC/MS M+1	LC/RT min	NMR
152	369	1.94	
153	341.2	1.49	
154	476.2	2.34	
155	531.4	2.44	
156	436.4	1.9	
157	500.2	2.38	
158	430.4	1.92	
159	478	2.71	
160	339	1.83	
161	428.2	2.03	
162	482.4	2.4	
163	483.4	2.31	
164	470.4	2.39	
165	468.2	2.26	
166	444.4	2.23	
167	448.5	1.6	
168	429.5	2.23	
169	492	2.85	
170	379.2	2.11	
171	510.2	2.03	
173	442.4	2.11	
174	474	2.76	
175	500.2	2.4	
176	465.2	2.07	
177	428.2	2.15	
178	482.5	2.78	
179	510.5	2.07	
180	302.2	1.72	
181	504.2	2.11	
182	343.2	1.79	
183	472.2	2.19	
184	442.2	2.15	
185	428.5	2.39	
186	458.4	2.41	
187	315.2	1.56	
188	393	1.93	
189	496.4	2.68	
190	498.6	2.21	
191	391	2.33	
192	395.2	2.08	

Compound No.	LC/MS M+1	LC/RT min	NMR
193	494.4	2.46	
194	508.4	2.73	
195	512.4	2.39	
199	353.2	1.86	
200	602.2	2.34	
201	462.2	2.06	
202	456.2	2.29	
203	523.4	2.03	
204	429	1.91	
206	456.4	2.38	
207	444.2	1.82	
208	440.6	2.1	
209	468.5	2.43	
210	548.2	2.21	
211	469.3	2.24	
212	524.4	2.48	
213	493.4	2.26	
214	467.4	2.07	
215	329.2	1.57	
216	400	2.1	
217	375.2	2.26	
218	538.4	2.49	
219	506.4	2.15	
220	538.5	2.65	
221	462.2	2.13	
222	504.2	2.11	
223	532.2	2.41	
225	454.5	2.34	
226	554.4	2.53	

Compound No.	LC/MS M+1	LC/RT min	NMR
			CD3OD: 8.08(d,1H), 7.94(m,1H), 7.73(t,1H), 7.67(t,1H), 7.31(m,4H), 7.20(m,1H), 7.92(d,1H), 7.76(d,1H), 3.74(m,3H), 3.60(m,2H), 2.64- 2.73(m,3H), 2.39(m,1H), 2.15(m,1H), 1.40- 1.70(m,7H), 1.45(m,1H), 1.25(m,1H)
227	387	1.77	
228	534.2	2.58	
229	442.5	2.52	
230	393.2	2.11	
231	558.2	2.67	
232	440.4	1.97	
234	512.4	2.4	
235	520.2	2.4	
236	489.4	1.97	
237	484.4	2.18	
238	484.4	2.48	
239	361.2	2.23	
240	416.2	1.95	
241	505.2	2.51	
242	457.2	2.19	
243	456.4	1.8	
244	466.4	2.11	
245	600.2	2.91	
246	543.4	2.48	
247	353	1.95	
248	354.2	0.54	
249	521.2	2.31	
250	440.5	2.52	
251	592.4	2.78	
252	454	2.18	

Compound No.	LC/MS M+1	LC/RT min	NMR
253	558.2	2.67	
254	444.4	2.22	
255	491.2	2.22	
256	316.6	1.62	
257	455.2	2.05	
258	426.2	2.17	
259	466.2	2.38	
260	536.4	2.21	
261	481.5	2.38	
262	379	2.28	
263	484.4	2.49	
264	480.3	2.08	
265	440.4	2.21	
266	342.8	1.57	
268	345.2	1.69	
269	339.2	1.83	
270	442.2	2.13	
271	468.4	2.43	
272	520.2	2.36	
273	456.2	2.17	
274	336.2	1.25	
275	495.4	2.14	
276	393.2	1.96	
277	373	1.99	
278	353.1	2.13	
279	428.5	2.4	
280	327	1.66	CD3OD: 8.07(d,1H), 7.84(d,1H), 7.70(t,1H), 7.62(t,1H), 3.81(m,2H),3.5 6(m,4H), 3.24(d,2H), 2.70(m,2H), 1.73- 1.91(m,6H), 1.14- 1.40(m,5H), 1.12(m,2H)

Compound No.	LC/MS M+1	LC/RT min	NMR
			DMSO-d6: 8.20(d,1H), 7.73(d,1H), 7.64(t,1H), 7.57(t,1H), 6.30(m,1H), 6.07(m,1H), 3.65(m,2H), 3.42(m,2H), 2.50- 3.25(m,6H), 2.02(m,1H), 1.63(m,2H), 1.40(m,1H), 1.31(m,1H), 0.72(m,1H)
281	336.2	2	
282	512.4	2.5	
283	469.2	2.15	
284	454.2	2.24	
285	507.3	2.12	
286	400.2	2.01	
287	400.4	1.9	
288	443.4	2.06	
289	468.4	2.29	
290	484.4	2.18	
291	440.4	2.08	
292	581.2	2.33	
293	492.2	2.16	
294	327.2	1.99	
295	440.3	2.38	
296	443.4	1.99	
297	351.2	1.84	
298	353.1	2.03	
299	489.2	1.71	
300	476.2	2.36	
301	370	1.61	
302	442.4	1.92	
303	504.2	2.55	
304	533.2	2.29	
305	507.2	2.07	
306	454.2	2.2	
307	496	2.73	

Compound No.	LC/MS M+1	LC/RT min	NMR
308	485.4	2.18	
309	458.4	2.35	
310	456.4	2.38	
311	436.4	2	
312	371.2	1.92	
315	470.4	2.39	
316	530.2	2.46	
317	469.4	2.35	
318	479.2	2.09	
319	466.4	2.28	
320	400	2.1	
321	495.2	2.3	
322	360	1.81	
323	305.3	1.6	CD3OD: 7.80(m,1H), 7.69(t,1H), 7.57(t,2H), 3.80(m,2H), 3.35(m,4H), 2.85(m,1H), 2.53(m,2H), 2.11(s,3H), 2.04 (m,2H),1.83(m, 2H), 1.38(d,3H)
324	542.4	2.57	
325	384.2	1.05	
326	369.2	2.46	
327	481.2	2.4	
328	484.5	2.35	
329	468.4	2.12	
330	477.2	2	
331	367.2	2.01	
332	542.4	2.5	
333	454.2	2.13	
334	350.2	1.74	
335	379.2	1.78	
336	509.4	1.94	
337	516.4	2.43	
338	466.2	2.4	
339	538.2	2.6	
340	577.5	2.62	

Compound No.	LC/MS M+1	LC/RT min	NMR
341	399.2	2.17	
342	496.4	2.42	
343	520.4	2.37	
344	495.2	2.32	
345	530.4	2.53	
346	287.3	1.7	CD3OD: 7.90(d,1H), 7.68(t,1H), 7.56(m,2H), 3.79(m,2H), 3.23(m,4H), 2.54(m,2H), 1.82(m,2H), 1.73(m,2H), 1.02(s,9H)
347	389	1.9	CD3OD: 7.95(d,1H), 7.89(m,1H), 7.74(t,1H), 7.67(t,1H), 7.30(m,4H), 7.25(m,1H), 4.83(s,2H), 3.68(m,2H), 3.50- 3.60(m,3H),2.5 9(m,2H), 2.15(m,2H), 1.86(m,4H), 1.60- 1.73(m,8H)
348	452.2	2.26	
349	341	1.92	
350	469.4	2.18	
351	548.2	2.19	
352	287.3	1.3	
353	504.2	2.58	
354	468.4	2.01	
355	549.4	2.49	
356	479.2	2.22	
357	440.4	2.24	
358	509.4	2.39	

EXAMPLE 19: Assays for Detecting and Measuring Modulation Properties of Compounds**Functional mobilization of intracellular calcium to determine muscarinic receptor activity:**

[00238] CHO cells expressing muscarinic receptors (M₁ to M₅) are grown as monolayers in tissue culture flasks at 37 °C in a humidified atmosphere containing 5% CO₂ and passaged every 3-5 days. The growth media is Dulbecco's modified eagles medium (DMEM, Gibco Cat# 12430-054), containing 25 mM HEPES and supplemented with Fetal Bovine Serum (Hyclone, cat# SH30071.03), 0.1 mM of MEM non-essential amino acids (GIBCO, Cat# 11140-050), 1 mM MEM Sodium Pyruvate (GIBCO Cat# 11360-070) and 100 units/ml of Penicillin G and 100 µg/ml of Streptomycin (GIBCO Cat# 15140-122). The recombinant muscarinic receptor cell lines are grown under antibiotic pressure with media containing 25 µg/ml zeocin and 500 µg/ml G418 (M1-CHO), 4 µg/ml puromycin, 50 µg/ml zeocin and 2.5 µg/ml blasticidin (M2 and M4-CHO) or 50 µg/ml zeocin and 4 µg/ml puromycin (M3 and M5-CHO).

[00239] Cells are harvested at 80-90% confluence using Versene (GIBCO Cat# 15040-066), collected by centrifugation and seeded 18-24 hrs prior to running the calcium assay at a density of 5,000-10,000 cells/well in back-walled, clear-bottomed 384-well plates (BD Biocoat, poly-D-lysine, Cat#356663). The day of the experiment, the cells are washed with a plate washer (Biotek Instruments, ELX 405) using bath1 buffer (140-mM NaCl, 4.5-mM KCl, 2-mM CaCl₂, 1-mM MgCl₂, 10-mM HEPES-Na, 10-mM Glucose, pH 7.4, with NaOH) containing 1 mM Probenecid. Next, the calcium dye Fluo-3 (25 µl/well of Fluo-3 AM at 4 µM, Molecular Probes F-1241, in Bath 1 buffer containing 1 mM Probenecid) is added to the 25 µl of Bath 1 remaining in each well after the plate wash and the dye is loaded at 37 °C in the tissue culture incubator for 60-90 min. The fluorescent dye is removed using the plate washer with Bath 1 containing 1 mM Probenecid, leaving 25 µl/well of this solution after the wash. Alternatively, cells can be loaded with the calcium indicator from Molecular Devices (Calcium 3 Assay Reagents, Cat # R7181) adding 5 µl of a 5X solution dye in Bath 1 containing 1 mM Probenecid (10 ml per dye flask cat# R7182 to generate a solution 20X) to 20 µl of the same buffer. After loading for 60 min, the experiment can be run without having to remove the dye.

[00240] Compounds are prepared at a 2x fold concentration in a 96-well plate (round bottom, Costar Corning cat# 3656), by reconstituting the pre-spotted compounds in bath 1 containing 1

mM probenecid. The final concentration DMSO is 0.5 %, and the amount of DMSO is normalized across the assay plate. To determine an agonist action of the compounds on muscarinic receptors, the reconstituted compounds are added (25 μ l compound/well) to the cell assay plate (containing 25 μ l/well) using the multi-channel robotic system of the FLIPR 3 Instrument (Molecular Devices, Sunnyvale, CA). To determine a functional inhibitory action of the compounds on muscarinic receptors, the reconstituted compounds are added (25 μ l compound/well) to the assay plate and pre-incubated for 15 min prior to adding 25 μ l of Carbachol at 3X the EC80 for each muscarinic subtype. Alternatively, the compounds can be co-applied simultaneously with the agonist. In both assay modes, the fluorescence is recorded for 60 sec (excitation wavelength is 488 nm and emission wavelength 540 nm) using the FLIPR 3 instrument.

[00241] The potency, efficacy and selectivity of the muscarinic compounds were evaluated by screening the compound activity across the whole family (M_1 to M_5 cells). Compounds were also screened for activity on other proteins such as other GPCRs and ion channels to determine selectivity on M_4 receptors.

[00242] The compounds of the present invention were found to modulate the M_1 and/or M_4 muscarinic receptors selectively over the other receptor types.

[00243] Examples of activities and efficacies of the muscarinic compounds of formulae (I, Ia, Ib, Ic and Id) on modulating M_1 and M_4 receptors are shown below in Table 3. The compound activity for the M_1 and M_4 is illustrated with “+++” if activity was measured to be less than 1.0 μ M, “++” if activity was measured to be from 1.0 μ M to 5.0 μ M, “+” if activity was measured to be greater than 5.0 μ M, and “-” if no data was available. The efficacy for M_1 , M_4 modulation is illustrated with “+++” if efficacy was calculated to be greater than 100 %, “++” if efficacy was calculated to be from 100 % to 25 %, “+” if efficacy was calculated to be less than 25 %, and “-” if no data was available. 100 % efficacy is the maximum response obtained using Carbachol as a control.

Table 3 Compound activities and efficacies for modulating M_1 , M_2 , M_3 and M_4 receptors.

Compound No.	M_1 Activity	M_4 Activity	M_1 Efficacy	M_4 Efficacy	Compound No.	M_1 Activity	M_4 Activity	M_1 Efficacy	M_4 Efficacy

Compound No.	M ₁ Activity	M ₄ Activity	M ₁ Efficacy	M ₄ Efficacy	Compound No.	M ₁ Activity	M ₄ Activity	M ₁ Efficacy	M ₄ Efficacy
1	++	++	++	+	45	+	+	+	+
2	+	+	+	+	46	+++	+++	++	++
3	+++	+++	++	++	47	+++	+++	++	++
4	++	+++	++	++	48	+++	+++	++	++
5	+	+	+	+	49	+++	+++	++	++
6	+++	+++	++	++	50	+	+	+	+
7	+++	+++	++	++	51	+++	+++	++	++
8	+++	+++	++	++	52	+	+	++	+
9	+++	+++	++	++	53	+++	+++	++	++
10	+++	++	++	+	54	+	+	+	++
11	+++	+++	++	++	55	+++	+++	++	++
12	+++	+++	++	++	56	+++	+++	++	++
13	+++	+++	++	++	57	++	+	++	+
14	+++	+++	++	++	58	+	+	+	+
15	+++	+++	++	++	59	+	+	+	+
16	+++	+++	++	++	60	-	-	-	-
17	+++	+++	++	++	61	+++	+++	++	++
18	+++	+++	++	++	62	+++	+++	++	++
19	++	++	++	+	63	+++	+++	++	++
20	++	+	++	+	64	+++	+++	++	++
21	+	+	++	++	65	+	+	++	++
22	+++	+++	++	++	66	+	+	+	+
23	+++	+++	++	++	67	++	+++	++	++
24	+++	+++	++	++	68	+++	+++	++	++
25	+++	+++	++	++	69	+++	+++	++	++
26	-	-	-	-	70	+++	+++	++	++
27	+++	+++	++	++	71	+++	+	++	+
28	-	-	-	-	72	+++	+++	++	++
29	+++	+++	++	++	73	+++	+++	++	++
30	+++	+++	++	++	74	+++	+++	++	++
31	+	+	++	++	75	+	+	++	+
32	+++	+++	++	++	76	+++	+++	++	++
33	+++	+++	++	++	77	+++	+++	++	++
34	+++	+++	++	++	78	+	+	++	++
35	+	++	+	+	79	+++	+++	++	++
36	+++	+++	++	++	80	+++	+++	++	++
37	+	+	++	+	81	+++	+++	++	++
38	+++	+++	++	++	82	+++	+++	++	++
39	+++	+++	++	++	83	+++	+	++	++
40	+	+	+	+	84	+++	+++	++	+
41	+	+	++	+	85	-	-	-	-
42	+	+	+	+	86	+++	+++	++	+++
43	+++	+++	++	+	87	++	++	++	+
44	+++	+++	++	++	88	+++	+++	++	++

Compound No.	M ₁ Activity	M ₄ Activity	M ₁ Efficacy	M ₄ Efficacy	Compound No.	M ₁ Activity	M ₄ Activity	M ₁ Efficacy	M ₄ Efficacy
89	+	+	+	+	133	+++	+++	++	++
90	+++	+++	++	++	134	+	+	+	+
91	+++	+++	++	++	135	++	+++	++	++
92	++	++	++	++	136	+++	+++	+++	++
93	+	+	++	+	137	+	+	+	+
94	++	+++	++	++	138	+++	+++	++	++
95	+++	+++	++	++	139	+	+	+	+
96	+++	+++	++	++	140	+++	+++	++	++
97	+++	+++	++	++	141	+++	+++	++	++
98	+	+	+	+	142	+	+	+	+
99	+++	+++	++	++	143	+++	+++	++	++
100	+	+	+	+	144	+	+	++	+
101	+	+	+	+	145	+++	+++	++	++
102	+++	+++	++	++	146	+++	+++	++	++
103	+++	+++	++	++	147	+++	+++	++	++
104	+++	+++	++	++	148	+++	+++	++	++
105	+	+	+	+	149	+	+++	+	++
106	+++	+++	++	++	150	+	+	+	+
107	+	+	+	+	151	+++	+++	++	++
108	+++	+++	++	++	152	+	++	+	++
109	+++	+++	++	++	153	+	++	++	++
110	+++	+++	++	++	154	+++	+++	++	++
111	+++	+++	++	++	155	+++	+++	++	++
112	+++	+++	++	++	156	+++	+++	++	++
113	+++	+++	++	++	157	+++	+++	++	++
114	++	+++	+++	++	158	+++	+++	++	++
115	+	+	+	+	159	+++	+++	+++	++
116	+	+	+	+	160	++	++	++	++
117	+++	+++	++	++	161	++	+++	++	+
118	+	+	+	+	162	+++	+++	++	++
119	+++	+++	++	++	163	+++	+++	++	++
120	+++	+++	++	++	164	+++	+++	++	++
121	+	+	+	+	165	+++	+++	++	++
122	+++	+++	++	++	166	+++	+++	++	++
123	+++	+++	++	++	167	++	+++	++	+
124	+++	+++	++	++	168	+++	+++	++	++
125	+++	+++	++	++	169	+++	+++	+++	++
126	+++	+++	++	++	170	+++	+++	++	++
127	+++	+++	++	++	171	+++	+++	++	++
128	+++	+++	++	++	172	++	++	++	++
129	+++	+++	++	++	173	+++	+++	++	++
130	++	+	++	+	174	+++	+++	+++	++
131	+++	+++	++	++	175	+++	+++	++	++
132	+++	+++	++	++	176	+++	+++	++	++

Compound No.	M ₁ Activity	M ₄ Activity	M ₁ Efficacy	M ₄ Efficacy	Compound No.	M ₁ Activity	M ₄ Activity	M ₁ Efficacy	M ₄ Efficacy
177	+++	+	++	+	221	+++	+++	++	++
178	+++	+	++	+	222	+++	+++	++	++
179	+++	+++	++	++	223	+++	+++	++	++
180	+	+	++	++	224	+++	+++	++	++
181	+++	+++	++	++	225	+++	+++	++	++
182	+	+	+	+	226	+++	+++	++	++
183	+++	+++	++	++	227	+	+	+	+
184	+++	+++	++	++	228	+++	+++	++	++
185	+++	+++	++	++	229	+++	+++	++	++
186	+++	+++	++	++	230	+++	++	++	++
187	+	+	+	+	231	+++	+++	++	++
188	+	+	+	+	232	+++	+++	++	++
189	+++	+++	++	++	233	+++	+++	++	++
190	+++	+++	++	++	234	+++	+++	++	++
191	+	+	+	+	235	+++	+++	++	++
192	+	+	++	++	236	+++	+++	++	++
193	+++	+++	++	+	237	+++	+++	++	++
194	+++	+++	++	++	238	+++	+++	++	++
195	+++	+++	++	++	239	-	-	-	-
196	+++	+++	++	++	240	+++	+++	++	++
197	+++	+++	++	++	241	+++	+++	++	++
198	+++	+++	++	++	242	+++	+	++	+
199	+	+	+	++	243	+	+	+	+
200	+++	+++	++	++	244	+++	+++	++	++
201	+++	+++	++	++	245	++	++	++	++
202	+++	+++	++	++	246	+++	+++	++	+++
203	+++	+++	++	++	247	+	+	+	+
204	+++	+++	++	++	248	-	-	-	-
205	+++	+++	++	++	249	+++	+++	++	++
206	+++	+++	++	++	250	+++	+++	++	++
207	+	++	++	++	251	+++	+++	++	++
208	+++	+++	++	++	252	+	+	+	+
209	+++	+++	++	++	253	+++	+++	++	++
210	+++	+++	++	++	254	+++	+++	++	++
211	+++	+	++	+	255	+++	+++	++	++
212	+++	+++	++	++	256	+	+	+	+
213	+++	+++	++	++	257	+++	+++	++	++
214	+++	+++	++	++	258	+++	+++	++	++
215	++	+	++	++	259	+++	+++	++	++
216	+++	+++	++	++	260	+++	+++	++	++
217	+	+	+	+	261	+++	+++	++	++
218	+++	+++	++	++	262	+	+	+	+
219	+++	+++	++	++	263	+++	+++	++	++
220	+++	+++	++	++	264	+++	+++	++	++

Compound No.	M ₁ Activity	M ₄ Activity	M ₁ Efficacy	M ₄ Efficacy	Compound No.	M ₁ Activity	M ₄ Activity	M ₁ Efficacy	M ₄ Efficacy
265	+++	+++	++	++	309	+++	+++	++	++
266	+	+	+	+	310	+++	+++	++	++
267	++	++	++	++	311	+++	+++	++	++
268	++	++	++	++	312	+	+	+	+
269	++	++	++	++	313	+++	+++	+++	++
270	+++	+++	++	++	314	+++	+++	++	++
271	+++	+++	++	++	315	+++	+++	++	++
272	+++	+++	++	++	316	+++	+++	++	++
273	+++	+++	++	++	317	+++	+++	++	++
274	+	+	+	+	318	+++	+++	++	++
275	+++	+++	++	++	319	+++	+++	++	++
276	++	++	++	++	320	+++	+++	++	++
277	+++	+++	++	++	321	+++	+++	++	++
278	++	+++	++	++	322	+	+	+	+
279	+++	+++	++	++	323	+	+	+	+
280	-	-	-	-	324	+++	+++	++	++
281	-	-	-	-	325	-	-	-	-
282	+++	+++	++	++	326	+++	+++	++	++
283	+++	+++	++	++	327	+++	+++	++	++
284	+++	+++	++	++	328	+++	+++	++	++
285	+++	+++	++	++	329	+++	+++	++	++
286	+++	+++	++	++	330	+++	+++	++	++
287	+	+	+	+	331	+	+	+	+
288	+++	+++	++	++	332	+++	+++	++	++
289	+++	+++	++	++	333	+++	+++	++	++
290	+++	+++	++	++	334	+	+	+	+
291	+	+	+	+	335	+	+	+	+
292	+++	+++	++	++	336	+++	+++	++	++
293	+++	+++	++	++	337	+++	+++	++	++
294	+++	+++	++	++	338	+++	+++	++	++
295	++	++	++	+	339	+++	+++	++	++
296	+++	+++	++	++	340	+++	+++	++	++
297	+	+	+	+	341	+++	+++	++	++
298	+++	+++	++	++	342	+++	+++	++	++
299	+++	+++	++	+	343	+++	+++	++	++
300	+++	+++	++	++	344	+++	+++	++	++
301	+	+	+	+	345	+++	+++	++	++
302	+++	+++	++	++	346	++	++	++	++
303	+++	+++	++	++	347	+	+	++	+
304	+++	+++	++	++	348	+++	+++	++	++
305	+++	+++	++	++	349	+++	+++	++	++
306	+++	+++	++	++	350	+++	+++	++	++
307	+++	+++	++	++	351	+++	+++	++	++
308	+++	+++	++	++	352	+	+	+	+

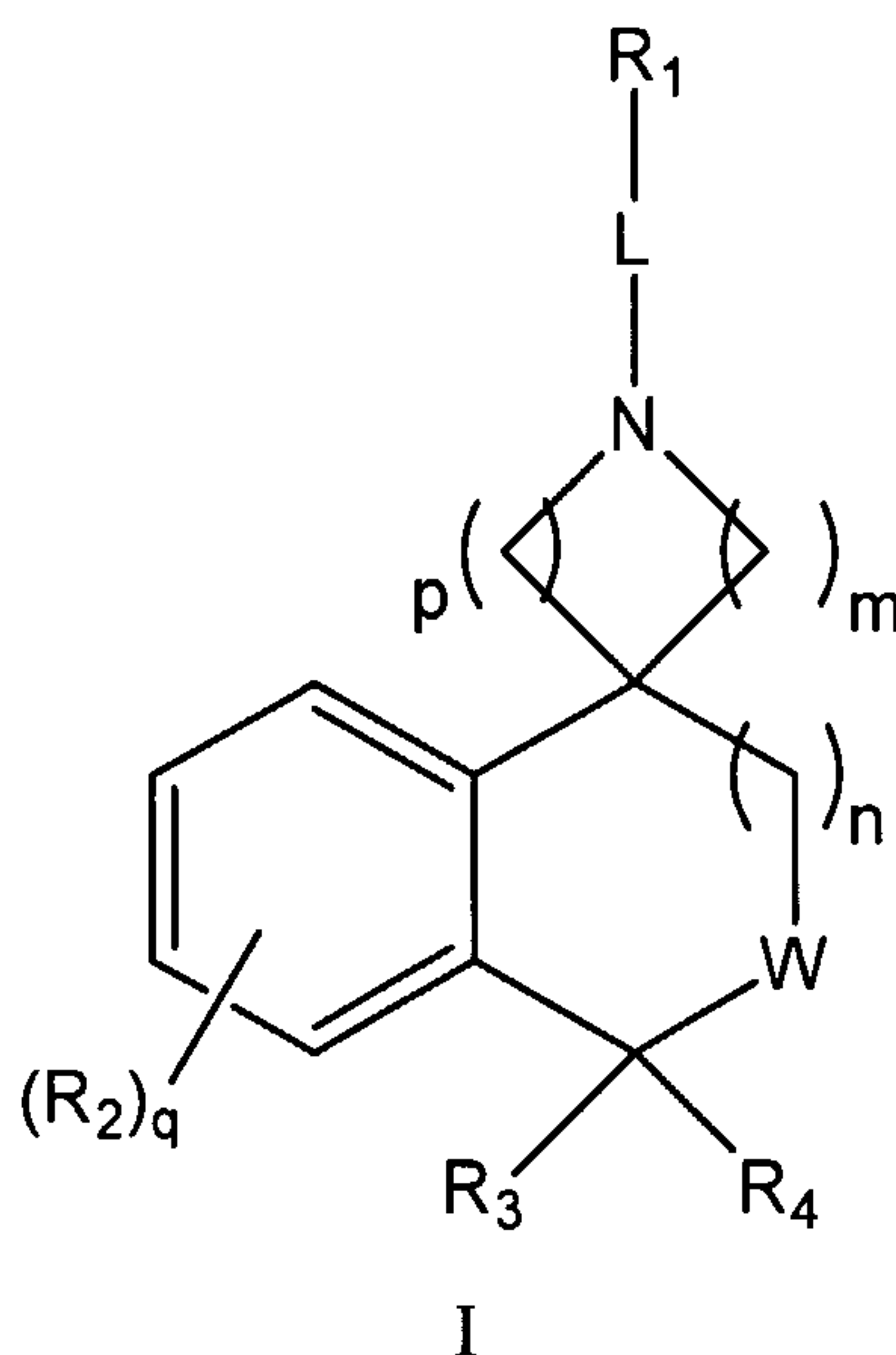
Compound No.	M ₁ Activity	M ₄ Activity	M ₁ Efficacy	M ₄ Efficacy	Compound No.	M ₁ Activity	M ₄ Activity	M ₁ Efficacy	M ₄ Efficacy
353	+++	+++	++	++	356	+++	+++	++	++
354	+++	+++	++	++	357	+++	+++	++	++
355	+++	+++	++	++	358	+++	+++	++	++

VIII. OTHER EMBODIMENTS

[00244] It is to be understood that while the invention has been described in conjunction with the detailed description thereof, the foregoing description is intended to illustrate and not limit the scope of the invention, which is defined by the scope of the appended claims. Other aspects, advantages, and modifications are within the scope of the following claims.

What is claimed is:

1. A method of modulating the activity of a muscarinic receptor comprising the step of contacting said receptor with a compound of formula I:



or a pharmaceutically acceptable salt thereof, wherein

R_1 is cycloaliphatic, heterocycloaliphatic, aryl, or heteroaryl, each of which is optionally substituted with 1-3 of R_5 , or R_1 is hydrogen;

Each R_5 is independently =O or $-Z^A R_6$, wherein each Z^A is independently a bond or an optionally substituted branched or straight C_{1-6} aliphatic chain wherein up to two carbon units of Z^A are optionally and independently replaced by $-CO-$, $-CS-$, $-CONR^A-$, $-CONR^A NR^A-$, $-CO_2-$, $-OCO-$, $-NR^A CO_2-$, $-O-$, $-NR^A CONR^A-$, $-OCONR^A-$, $-NR^A NR^A-$, $-NR^A CO-$, $-S-$, $-SO-$, $-SO_2-$, $-NR^A-$, $-SO_2 NR^A-$, $-NR^A SO_2-$, or $-NR^A SO_2 NR^A-$;

R_6 is independently R^A , halo, $-OH$, $-NH_2$, $-NO_2$, $-CN$, $=NR^A$, $=NOR^A$, or $-OCF_3$;

R^A is hydrogen, an optionally substituted C_{1-8} aliphatic group, an optionally substituted cycloaliphatic, an optionally substituted heterocycloaliphatic, an optionally substituted aryl, or an optionally substituted heteroaryl;

Each R_2 is independently $-Z^B R_7$, wherein each Z^B is independently a bond or an optionally substituted branched or straight C_{1-4} aliphatic chain wherein up to two carbon units of Z^B are optionally and independently replaced by $-CO-$, $-CS-$, $-CONR^B-$, $-CONR^B NR^B-$, $-CO_2-$, $-OCO-$, $-NR^B CO_2-$, $-O-$, $-NR^B CONR^B-$, $-OCONR^B-$, $-NR^B NR^B-$, $-NR^B CO-$, $-S-$, $-SO-$, $-SO_2-$,

$-\text{NR}^{\text{B}}, -\text{SO}_2\text{NR}^{\text{B}}, -\text{NR}^{\text{B}}\text{SO}_2-$, or $-\text{NR}^{\text{B}}\text{SO}_2\text{NR}^{\text{B}}$;

Each R_7 is independently R^{B} , halo, $-\text{OH}$, $-\text{CN}$, $-\text{NH}_2$, $-\text{NO}_2$, or $-\text{OCF}_3$;

Each R^{B} is hydrogen, an optionally substituted C_{1-8} aliphatic group, an optionally substituted cycloaliphatic, an optionally substituted heterocycloaliphatic, an optionally substituted aryl, or an optionally substituted heteroaryl;

Each R_3 and R_4 is independently $-\text{Z}^{\text{C}}\text{R}_8$, wherein each Z^{C} is independently a bond or an optionally substituted branched or straight C_{1-4} aliphatic chain wherein up to two carbon units of Z^{C} are optionally and independently replaced by $-\text{CO}-$, $-\text{CS}-$, $-\text{CONR}^{\text{C}}-$, $-\text{CONR}^{\text{C}}\text{NR}^{\text{C}}-$, $-\text{CO}_2-$, $-\text{OCO}-$, $-\text{NR}^{\text{C}}\text{CO}_2-$, $-\text{O}-$, $-\text{NR}^{\text{C}}\text{CONR}^{\text{C}}-$, $-\text{OCONR}^{\text{C}}-$, $-\text{NR}^{\text{C}}\text{NR}^{\text{C}}-$, $-\text{NR}^{\text{C}}\text{CO}-$, $-\text{S}-$, $-\text{SO}-$, $-\text{SO}_2-$, $-\text{NR}^{\text{C}}-$, $-\text{SO}_2\text{NR}^{\text{C}}-$, $-\text{NR}^{\text{C}}\text{SO}_2-$, or $-\text{NR}^{\text{C}}\text{SO}_2\text{NR}^{\text{C}}$, or

R_3 and R_4 together form an oxo group;

Each R_8 is independently R^{C} , halo, $-\text{OH}$, $-\text{CN}$, or $-\text{OCF}_3$;

Each R^{C} is independently hydrogen, an optionally substituted C_{1-8} aliphatic group; an optionally substituted cycloaliphatic, an optionally substituted heterocycloaliphatic, an optionally substituted aryl, or an optionally substituted heteroaryl;

W is $-\text{NR}_9-$ or $-\text{O}-$;

R_9 is $-\text{Z}^{\text{D}}\text{R}_{10}$, wherein each Z^{D} is independently a bond or an optionally substituted branched or straight C_{1-4} aliphatic chain wherein up to two carbon units of Z^{D} are optionally and independently replaced by $-\text{CO}-$, $-\text{CS}-$, $-\text{CONR}^{\text{D}}-$, $-\text{CONR}^{\text{D}}\text{NR}^{\text{D}}-$, $-\text{CO}_2-$, $-\text{OCO}-$, $-\text{NR}^{\text{D}}\text{CO}_2-$, $-\text{O}-$, $-\text{NR}^{\text{D}}\text{CONR}^{\text{D}}-$, $-\text{OCONR}^{\text{D}}-$, $-\text{NR}^{\text{D}}\text{NR}^{\text{D}}-$, $-\text{NR}^{\text{D}}\text{CO}-$, $-\text{S}-$, $-\text{SO}-$, $-\text{SO}_2-$, $-\text{NR}^{\text{D}}-$, $-\text{SO}_2\text{NR}^{\text{D}}-$, $-\text{NR}^{\text{D}}\text{SO}_2-$, or $-\text{NR}^{\text{D}}\text{SO}_2\text{NR}^{\text{D}}$;

Each R_{10} is R^{D} , halo, $-\text{OH}$, $-\text{CN}$, or $-\text{OCF}_3$;

Each R^{D} is independently hydrogen, an optionally substituted C_{1-8} aliphatic group; an optionally substituted cycloaliphatic, an optionally substituted heterocycloaliphatic, an optionally substituted aryl, or an optionally substituted heteroaryl;

m is 0-3, p is 0-3, and $m + p$ is 3, 4, 5, or 6;

n is 0-2;

q is 0-4; and

L is Z^{A} .

2. The method of claim 1, wherein R₁ is a cycloaliphatic optionally substituted with 1-3 of R₅.
3. The method of claim 2, wherein R₁ is monocycloaliphatic optionally substituted with 1-3 of halo, hydroxy, cyano, nitro, oxo, optionally substituted alkoxy carbonyl, optionally substituted alkoxyimino, optionally substituted alkyl carbonyl, optionally substituted aliphatic, optionally substituted cycloaliphatic, optionally substituted heterocycloaliphatic, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted aralkoxyimino, optionally substituted aryloxyimino, optionally substituted aryl carbonyloxy, optionally substituted alkoxy, or combinations thereof.
4. The method of claim 2, wherein R₁ is a bicycloaliphatic optionally substituted with 1-3 of halo, hydroxy, or optionally substituted aliphatic, optionally substituted alkoxy, optionally substituted alkoxy carbonyl, or combinations thereof.
5. The method of claim 1, wherein R₁ is a heterocycloaliphatic optionally substituted with 1-3 of R₅.
6. The method of claim 5, wherein R₁ is a monocyclic heterocycloaliphatic optionally substituted with 1-3 of halo, hydroxy, cyano, optionally substituted aliphatic, optionally substituted cycloaliphatic, optionally substituted heterocycloaliphatic, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted alkoxy carbonyl, optionally substituted (cycloalkyl)oxycarbonyl, optionally substituted alkylaminocarbonyl, optionally substituted (heterocycloalkyl)oxycarbonyl, optionally substituted aryl carbonyl, optionally substituted (alkoxy)alkoxy carbonyl, or combinations thereof.
7. The method of claim 5, wherein R₁ is a bicyclic heterocycloaliphatic optionally substituted with 1-3 of hydrogen, halo, hydroxy, cyano, optionally substituted aliphatic, optionally substituted cycloaliphatic, optionally substituted heterocycloaliphatic, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted alkoxy carbonyl,

(cycloalkyloxy)carbonyl, (heterocycloalkyloxy)carbonyl, (alkoxy)alkoxycarbonyl, (alkynyloxy)carbonyl, or combinations thereof.

8. The method of claim 1, wherein R₁ is aryl optionally substituted with 1-3 of halo, hydroxy, cyano, nitro, optionally substituted aliphatic, optionally substituted cycloaliphatic, optionally substituted heterocycloaliphatic, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted alkoxycarbonyl, (aliphatic)carbonyl, or combinations thereof.
9. The method of claim 1, wherein R₁ is heteroaryl optionally substituted with 1-3 of halo, hydroxy, cyano, nitro, optionally substituted aliphatic, optionally substituted alkoxy, optionally substituted (alkylcarbonyl)amino, or combinations thereof.
10. The method of claim 1, wherein L is a bond, or a methylene group.
11. The method of claim 1, wherein -L-R₁ is one selected from hydrogen; cyclohexylmethyl-; bicyclo[2.2.1]hept-2-yl-; (bicyclo[2.2.1]hept-2-yl)methyl-; bicyclo[3.2.1]octan-3-yl-; 8-aza-8-ethoxycarbonylbicyclo[3.2.1]octan-3-yl-; 4-propylcyclohexyl-; tetrahydropyran-4-yl-; 1-ethoxycarbonylpiperidin-4-yl-; benzofuran-2-yl-; (benzothiophene-2-yl)methyl-; 1,2-dihydroindan-2-yl-; cyclohexyl-; 8-aza-8-methoxycarbonylbicyclo[3.2.1]octan-3-yl-; 8-aza-8-(1-methylethoxy)carbonylbicyclo[3.2.1]octan-3-yl-; 8-aza-8-(tetrahydrofuran-3-yloxy)carbonylbicyclo[3.2.1]octan-3-yl-; (1-methoxycarbonylpiperidin-4-yl)methyl-; (1-ethoxycarbonylpiperidin-4-yl)methyl-; (1-(1-methyl)ethoxycarbonylpiperidin-4-yl)methyl-; (1-cyclobutoxycarbonylpiperidin-4-yl)methyl-; (1-cyclopentoxycarbonylpiperidin-4-yl)methyl-; (1-(tetrahydrofuran-3-yloxy)carbonylpiperidin-4-yl)methyl-; (1-(2-methoxy)ethoxycarbonylpiperidin-4-yl)methyl-; 8-aza-8-propoxycarbonylbicyclo[3.2.1]octan-3-yl-; 8-aza-8-butoxycarbonylbicyclo[3.2.1]octan-3-yl-; 8-aza-8-(2-methoxy)ethoxycarbonylbicyclo[3.2.1]octan-3-yl-; 8-aza-8-(1-methyl)ethoxycarbonylbicyclo[3.2.1]octan-3-yl-; 1-propoxycarbonylpiperidin-4-yl-; 1-(tetrahydrofuran-3-yloxy)carbonylpiperidin-4-yl-; 1-(2-methoxy)ethoxycarbonylpiperidin-4-yl-; 1-(1,1-dimethyl)ethoxycarbonylpiperidin-4-yl-; (1-ethoxycarbonylpyrrolidin-3-yl)methyl-; (1-

ethoxycarbonyl-4-methylpiperidin-4-yl)methyl-; 8-aza-8-(3-propargyloxy)carbonylbicyclo[3.2.1]octan-6-yl-; 8-azabicyclo[3.2.1]octan-3-yl-; (1-methoxycarbonylazetid-3-yl)methyl-; 4-methoxybenzyl-; 3-methoxybenzyl-; 2-methoxybenzyl-; 4-ethoxybenzyl-; 1,2-dihydrobenzofuran-5-yl-; 3-fluoro-4-methoxybenzyl-; 4-fluorobenzyl-; 3-fluorobenzyl-; 2-fluorobenzyl-; 2,4-difluorobenzyl-; pyridine-4-ylmethyl-; pyridine-3-ylmethyl-; pyridine-2-ylmethyl-; 4-acetylbenzyl-; 1,4-dioxaspiro[4.5]decan-8-yl-; 4-oxocyclohexyl-; 4-carbethoxycyclohexyl-; 6-methoxypyridin-3-yl-; 3-acetoxybenzyl-; 4-propionoxybenzyl-; 4-acetoxybenzyl-; 4-(1-hydroxyethyl)benzyl-; bicyclo[2.2.2]octan-2-yl-; tetrahydrothiopyran-4-yl-; bicyclo[2.2.1]heptan-2-yl-; cycloheptyl-; bicyclo[3.3.1]nonan-9-yl-; 2-adamantyl-; 2-chlorobenzyl-; 2-cyanobenzyl-; 2-hydroxybenzyl-; 2-methoxycarbonylbenzyl-; 2-fluoro-5-methylbenzyl-; (6-methylpyridin-2-yl)methyl-; 2,6-dimethoxybenzyl-; 2-methoxyethyl-; 2-ethoxyethyl-; (tetrahydropyran-2-yl)methyl-; 2-oxobutyl-; 2-oxopropyl-; (tetrahydropyran-3-yl)methyl-; (thiazol-2-yl)methyl-; (3-methylthiophene-2-yl)methyl-; (4,5-dimethylfuran-2-yl)methyl-; (2,4-dimethylthiophene-5-yl)methyl-; furan-3-ylmethyl-; (3,6,6-trimethylcyclohexa-1,3-diene-2-yl)methyl-; (1,3-dimethylcyclohexene-4-yl)methyl-; (2,2-dimethylbicyclo[3.1.1]hept-5-ene-5-yl)methyl-; 4-ethoxyiminocyclohexyl-; 3,3-dimethylbutyl-; 1-benzoylpiperidin-4-yl-; 2-(tetrahydrothiopyran-4-yl)ethyl-; tetrahydrofuran-3-ylmethyl-; 1-(pyrazine-2-yl)piperidine-4-yl-; 1-(thiazole-2-yl)piperidine-4-yl-; 2-aza-3-methyl-1-oxaspiro[4.5]dec-2-ene-8-yl-; 1-(3-methyl-1,2,4-thiadiazole-5-yl)piperidine-4-yl-; 1-(3,6-dimethylpiperazine-2-yl)piperidine-4-yl-; 1-(2-fluorophenyl)piperidine-4-yl-; 1-(3-fluorophenyl)piperidine-4-yl-; 1-(4-fluorophenyl)piperidine-4-yl-; 1-(2-methoxyphenyl)piperidine-4-yl-; 1-(3-methoxyphenyl)piperidine-4-yl-; 1-(4-methoxyphenyl)piperidine-4-yl-; 1-(5-fluoro-2-methoxyphenyl)piperidine-4-yl-; 1-(pyrimidine-2-yl)piperidine-4-yl-; 1-(pyrimidine-5-yl)piperidine-4-yl-; (1-(pyrazine-2-yl)pyrrolidine-3-yl)methyl-; (1-(thiazole-2-yl)pyrrolidine-3-yl)methyl-; 1-(pyridine-2-yl)piperidine-4-yl-; 1-(pyridine-3-yl)piperidine-4-yl-; 1-(thiophene-3-yl)piperidine-4-yl-; and 3-methylsulfanylbutyl-

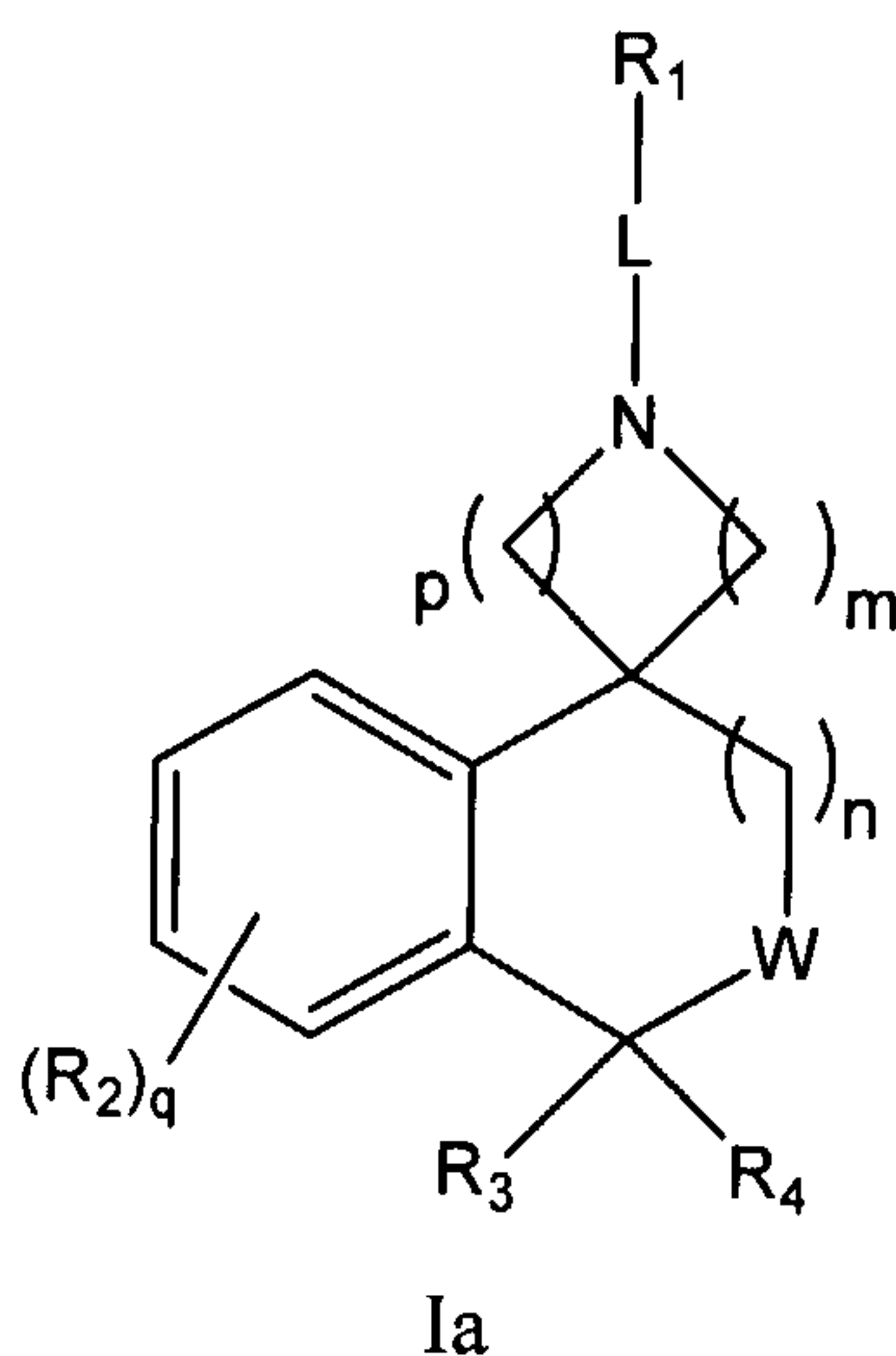
12. The method of claim 1, wherein R₂ is hydrogen, halo, hydroxy, cyano, aliphatic, or combinations thereof.

13. The method of claim 1, wherein each R₃ and R₄ is independently hydrogen, hydroxy, or a combination thereof, or R₃ and R₄ together form an oxo.
14. The method of claim 1, wherein W is -NR₉-, and R₉ is hydrogen or optionally substituted aliphatic.
15. The method of claim 1, wherein W is -NR₉-, R₉ is -Z^DR₁₀, Z^D is -C(O)-, -SO₂-, -C(O)NR^D-, -SO₂NR^D-, -C(O)O-, or -OC(O)NR^D-; and R₁₀ is aliphatic, cycloaliphatic, heterocycloaliphatic, aryl, heteroaryl, cycloaliphatic, or aryl, each of which is optionally substituted.
16. The method of claim 15, wherein R₁₀ is phenyl optionally substituted with 1-3 of halo, hydroxy, cyano, optionally substituted aliphatic, optionally substituted aryl, optionally substituted alkoxy, or combinations thereof.
17. The method of claim 15, wherein R₁₀ is heteroaryl optionally substituted with 1-3 of halo, hydroxy, cyano, nitro, optionally substituted aliphatic, optionally substituted alkoxy, optionally substituted aryl, optionally substituted (alkylcarbonyl)amino, or combinations thereof.
18. The method of claim 15, wherein R₁₀ is aliphatic optionally substituted with 1-3 halo, alkoxy, or combinations thereof.
19. The method of claim 15, wherein R₁₀ is cycloaliphatic optionally substituted with 1-3 of halo, hydroxy, aliphatic, or combinations thereof.
20. The method of claim 15, wherein R₁₀ is alkyl optionally substituted with 1-3 halo, hydroxy, cyano, aryl, cycloaliphatic, or combinations thereof.
21. The method of claim 1, wherein W is -NR₉- and R₉ is selected from hydrogen; acetyl-; 2-methylpropionyl-; cyclobutylcarbonyl-; 4-fluorobenzoyl-; (isoxazol-5-yl)carbonyl-; (1*H*-1,5-

dimethylpyrazol-3-yl)carbonyl-; ethylaminocarbonyl-; 1-methylethylaminocarbonyl-; 4-fluorophenylcarbonyl-; ((3,5-dimethylisoxazol-4-yl)amino)carbonyl-; methoxycarbonyl-; 1-methylethoxycarbonyl-; methylsulfonyl-; propylsulfonyl-; 4-fluorophenylsulfonyl-; (3,5-dimethylisoxazol-4-yl)sulfonyl-; (1,2,5-oxadiazole-3-yl)carbonyl-; (2,5-dimethyloxazole-4-yl)carbonyl-; (1*H*-1-methylimidazole-4-yl)carbonyl-; (4-methyl-1,2,3-thiadiazole-5-yl)carbonyl-; (2,5-dimethylfuran-3-yl)carbonyl-; ((1*H*-1-(1,1-dimethylethyl)-3-methylpyrazole-5-yl)carbonyl-; cyclopropylcarbonyl-; cyclopentylcarbonyl-; cyclohexylcarbonyl-; ((2,2-dimethyl)propion-1-yl)carbonyl-; (pyridin-3-yl)carbonyl-; (pyridin-4-yl)carbonyl-; (thiophene-2-yl)carbonyl-; cyclobutyloxycarbonyl-; cyclopentyloxycarbonyl-; 2-methoxyethoxycarbonyl-; dimethylaminocarbonyl-; cyclopentylaminocarbonyl-; dimethylaminosulfonyl-; thiophene-2-sulfonyl-; (2-acetylamino-4-methylthiazole-5-yl)sulfonyl-; benzenesulfonyl-; 4-methylbenzenesulfonyl-; 4-trifluoromethylbenzenesulfonyl-; 4-chlorobenzenesulfonyl-; 4-trifluoromethoxybenzenesulfonyl-; 4-methoxybenzenesulfonyl-; 4-cyanobenzenesulfonyl-; 4-phenylbenzenesulfonyl-; 4-acetoxyaminobenzenesulfonyl-; 3,4-dichlorobenzenesulfonyl-; 3-methylbenzenesulfonyl-; 3-fluorobenzenesulfonyl-; 3-chlorobenzenesulfonyl-; 2-fluorobenzenesulfonyl-; 2-chlorobenzenesulfonyl-; benzylsulfonyl-; propionyl-; butanoyl-; benzoyl-; (thiophene-2-yl)carbonyl-; (benzthiophene-2-yl)carbonyl-; phenylaminocarbonyl-; 4-fluorophenoxy carbonyl-; 2,2,2-trifluoropropionyl-; 1-methylcyclopropylcarbonyl-; pentanoyl-; 3-methylbutanoyl-; 1-methylcyclohexanoyl-; (5-methylisoxazol-4-yl)carbonyl-; (3,5-dimethylisoxazol-4-yl)carbonyl-; (2-methylthiazol-4-yl)carbonyl-; (1*H*-1-phenyl-5-trifluoromethylpyrazol-4-yl)carbonyl-; cyclohexylaminocarbonyl-; propylaminocarbonyl-; butylaminocarbonyl-; cyclopentylaminocarbonyl-; diethylaminocarbonyl-; piperidinylcarbonyl-; ethoxycarbonyl-; propoxycarbonyl-; butoxycarbonyl-; (2-methyl-4-trifluoromethylthiazol-5-yl)carbonyl-; (4-(1-methylethyl)-1,2,3-thiadiazole-5-yl)carbonyl-; 1,1-dimethylethylaminocarbonyl-; 1-trifluoromethylcyclopropylcarbonyl-; 1-trifluoromethylcyclobutylcarbonyl-; (1*H*-1,2-dimethylimidazol-4-yl)sulfonyl-; 2-hydroxy-2-methylpropionyl-; 2-ethyl-2-hydroxybutanoyl-; 3-fluorophenyl-; 2,3-difluorophenyl-; 3-methoxyphenyl-; 4-chlorophenyl-; 3-methyl-4-chlorophenyl-; 3-chlorophenyl-; 3-fluoro-4-methylphenyl-; 3,4,-dimethylphenyl-; 3-methylphenyl-; 3-methylbutyl-; cyclohexylmethyl-; 1-phenylpropyne-3-yl-; 2-methylcyclohexyl-; cycloheptyl-; bicyclo[2.2.1]-2-yl-; benzyl-; and

ethyl-.

22. The method of claim 1, wherein W is oxygen and n is 0.
23. The method of claim 1, wherein W is -NR₉-, n is 0, and R₃ and R₄ together form an oxo.
24. A compound comprising formula Ia:



or a pharmaceutically acceptable salt thereof, wherein:

R₁ is a cycloaliphatic or a heterocycloaliphatic, each of which is optionally substituted with 1-3 of R₅;

Each R₅ is independently =O or -Z^AR₆, wherein each Z^A is independently a bond or an optionally substituted branched or straight C₁₋₄ aliphatic chain wherein up to two carbon units of Z^A are optionally and independently replaced by -CO-, -CS-, -CONR^A-, -CONR^ANR^A-, -CO₂-, -OCO-, -NR^ACO₂-, -O-, -NR^ACONR^A-, -OCONR^A-, -NR^ANR^A-, -NR^ACO-, -S-, -SO-, -SO₂-, -NR^A-, -SO₂NR^A-, -NR^ASO₂-, or -NR^ASO₂NR^A;

R₆ is independently R^A, halo, -OH, -NH₂, -NO₂, -CN, =NR^A, =NOR^A, or -OCF₃;

Each R^A is independently hydrogen, an optionally substituted C₁₋₈ aliphatic group, an optionally substituted cycloaliphatic, an optionally substituted heterocycloaliphatic, an optionally substituted aryl, or an optionally substituted heteroaryl;

Each R₂ is independently -Z^BR₇, wherein each Z^B is independently a bond or an optionally substituted branched or straight C₁₋₄ aliphatic chain wherein up to two carbon units of

Z^B are optionally and independently replaced by -CO-, -CS-, -CONR^B-, -CONR^BNR^B-, -CO₂-, -OCO-, -NR^BCO₂-, -O-, -NR^BCONR^B-, -OCONR^B-, -NR^BNR^B-, -NR^BCO-, -S-, -SO-, -SO₂-, -NR^B-, -SO₂NR^B-, -NR^BSO₂- or -NR^BSO₂NR^B;

Each R₇ is independently R^B, halo, -OH, -CN, -NH₂, -NO₂, or -OCF₃;

Each R^B is independently hydrogen, an optionally substituted C₁₋₈ aliphatic group, an optionally substituted cycloaliphatic, an optionally substituted heterocycloaliphatic, an optionally substituted aryl, or an optionally substituted heteroaryl;

Each R₃ and R₄ is independently -Z^CR₈, wherein each Z^C is independently a bond or an optionally substituted branched or straight C₁₋₄ aliphatic chain wherein up to two carbon units of Z^C are optionally and independently replaced by -CO-, -CS-, -CONR^C-, -CONR^CNR^C-, -CO₂-, -OCO-, -NR^CCO₂-, -O-, -NR^CCONR^C-, -OCONR^C-, -NR^CNR^C-, -NR^CCO-, -S-, -SO-, -SO₂-, -NR^C-, -SO₂NR^C-, -NR^CSO₂-, or -NR^CSO₂NR^C, or

R₃ and R₄, together form an oxo group;

Each R₈ is independently R^C, halo, -OH, -CN, or -OCF₃;

Each R^C is independently hydrogen, an optionally substituted C₁₋₈ aliphatic group; an optionally substituted cycloaliphatic, an optionally substituted heterocycloaliphatic, an optionally substituted aryl, or an optionally substituted heteroaryl;

W is -NR₉-, or -O-;

R₉ is -Z^DR₁₀, wherein each Z^D is independently a bond or an optionally substituted branched or straight C₁₋₄ aliphatic chain wherein up to two carbon units of Z^D are optionally and independently replaced by -CO-, -CS-, -CONR^D-, -CONR^DNR^D-, -CO₂-, -OCO-, -NR^DCO₂-, -O-, -NR^DCONR^D-, -OCONR^D-, -NR^DNR^D-, -NR^DCO-, -S-, -SO-, -SO₂-, -NR^D-, -SO₂NR^D-, -NR^DSO₂-, or -NR^DSO₂NR^D;

Each R₈ is independently R^D, halo, -OH, -CN, or -OCF₃;

Each R^D is independently hydrogen, an optionally substituted C₁₋₈ aliphatic group; an optionally substituted cycloaliphatic, an optionally substituted heterocycloaliphatic, an optionally substituted aryl, or an optionally substituted heteroaryl;

m is 0-3, p is 0-3, and m + p is 3, 4, 5, or 6;

n is 0-2;

q is 0-4; and

L is a bond or -CH₂-.

25. The compound of claim 24, wherein R₁ is a cycloaliphatic optionally substituted with 1-3 of R₅.
26. The compound of claim 25, wherein R₁ is a bicyclic cycloaliphatic optionally substituted with 1-3 of halo, hydroxy, or optionally substituted aliphatic, optionally substituted alkoxy, optionally substituted alkoxy carbonyl, or combinations thereof.
27. The compound of claim 26, wherein R₁ is a bridged bicyclic cycloaliphatic optionally substituted with 1-3 of halo, hydroxy, or optionally substituted aliphatic, optionally substituted alkoxy, optionally substituted alkoxy carbonyl, or combinations thereof.
28. The compound of claim 24, wherein R₁ is a heterocycloaliphatic optionally substituted with 1-3 of R₅.
29. The compound of claim 28, wherein R₁ is heterocycloaliphatic optionally substituted with 1-3 of halo, hydroxy, cyano, optionally substituted aliphatic, optionally substituted cycloaliphatic, optionally substituted heterocycloaliphatic, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted alkoxy carbonyl, optionally substituted (cycloalkyl)oxycarbonyl, optionally substituted alkylaminocarbonyl, optionally substituted (heterocycloalkyl)oxycarbonyl, optionally substituted aryl carbonyl, optionally substituted (alkoxy)alkoxy carbonyl, or combinations thereof.
30. The compound of claim 24, wherein -L-R₁ is one selected from hydrogen; cyclohexylmethyl-; bicyclo[2.2.1]hept-2-yl-; (bicyclo[2.2.1]hept-2-yl)methyl-; bicyclo[3.2.1]octan-3-yl-; 8-aza-8-ethoxycarbonylbicyclo[3.2.1]octan-3-yl-; 4-propylcyclohexyl-; tetrahydropyran-4-yl-; 1-ethoxycarbonylpiperidin-4-yl-; benzofuran-2-yl-; (benzothiophene-2-yl)methyl-; 1,2-dihydroindan-2-yl-; cyclohexyl-; 8-aza-8-methoxycarbonylbicyclo[3.2.1]octan-3-yl-; 8-aza-8-(1-methylethoxy)carbonylbicyclo[3.2.1]octan-3-yl-; 8-aza-8-(tetrahydrofuran-3-

yloxy)carbonylbicyclo[3.2.1]octan-3-yl-; (1-methoxycarbonylpiperidin-4-yl)methyl-; (1-ethoxycarbonylpiperidin-4-yl)methyl-; (1-(1-methyl)ethoxycarbonylpiperidin-4-yl)methyl-; (1-cyclobutoxycarbonylpiperidin-4-yl)methyl-; (1-cyclopentoxycarbonylpiperidin-4-yl)methyl-; (1-(tetrahydrofuran-3-yloxy)carbonylpiperidin-4-yl)methyl-; (1-(2-methoxy)ethoxycarbonylpiperidin-4-yl)methyl-; 8-aza-8-propoxycarbonylbicyclo[3.2.1]octan-3-yl-; 8-aza-8-butoxycarbonylbicyclo[3.2.1]octan-3-yl-; 8-aza-8-(2-methoxy)ethoxycarbonylbicyclo[3.2.1]octan-3-yl-; 8-aza-8-(1-methyl)ethoxycarbonylbicyclo[3.2.1]octan-3-yl-; 1-propoxycarbonylpiperidin-4-yl-; 1-(tetrahydrofuran-3-yloxy)carbonylpiperidin-4-yl-; 1-(2-methoxy)ethoxycarbonylpiperidin-4-yl-; 1-(1,1-dimethyl)ethoxycarbonylpiperidin-4-yl-; (1-ethoxycarbonylpyrrolidin-3-yl)methyl-; (1-ethoxycarbonyl-4-methylpiperidin-4-yl)methyl-; 8-aza-8-(3-propargyloxy)carbonylbicyclo[3.2.1]octan-6-yl-; 8-azabicyclo[3.2.1]octan-3-yl-; (1-methoxycarbonylazetid-3-yl)methyl-; 4-methoxybenzyl-; 3-methoxybenzyl-; 2-methoxybenzyl-; 4-ethoxybenzyl-; 1,2-dihydrobenzofuran-5-yl-; 3-fluoro-4-methoxybenzyl-; 4-fluorobenzyl-; 3-fluorobenzyl-; 2-fluorobenzyl-; 2,4-difluorobenzyl-; pyridine-4-ylmethyl-; pyridine-3-ylmethyl-; pyridine-2-ylmethyl-; 4-acetylbenzyl-; 1,4-dioxaspiro[4.5]decan-8-yl-; 4-oxocyclohexyl-; 4-carbethoxycyclohexyl-; 6-methoxypyridin-3-yl-; 3-acetoxybenzyl-; 4-propionoxybenzyl-; 4-acetoxybenzyl-; 4-(1-hydroxyethyl)benzyl-; bicyclo[2.2.2]octan-2-yl-; tetrahydrothiopyran-4-yl-; bicyclo[2.2.1]heptan-2-yl-; cycloheptyl-; bicyclo[3.3.1]nonan-9-yl-; 2-adamantyl-; 2-chlorobenzyl-; 2-cyanobenzyl-; 2-hydroxybenzyl-; 2-methoxycarbonylbenzyl-; 2-fluoro-5-methylbenzyl-; (6-methylpyridin-2-yl)methyl-; 2,6-dimethoxybenzyl-; 2-methoxyethyl-; 2-ethoxyethyl-; (tetrahydropyran-2-yl)methyl-; 2-oxobutyl-; 2-oxopropyl-; (tetrahydropyran-3-yl)methyl-; (thiazol-2-yl)methyl-; (3-methylthiophene-2-yl)methyl-; (4,5-dimethylfuran-2-yl)methyl-; (2,4-dimethylthiophene-5-yl)methyl-; furan-3-ylmethyl-; (3,6,6-trimethylcyclohexa-1,3-diene-2-yl)methyl-; (1,3-dimethylcyclohexene-4-yl)methyl-; (2,2-dimethylbicyclo[3.1.1]hept-5-ene-5-yl)methyl-; 4-ethoxyiminocyclohexyl-; 3,3-dimethylbutyl-; 1-benzoylpiperidin-4-yl-; 2-(tetrahydrothiopyran-4-yl)ethyl-; tetrahydrofuran-3-ylmethyl-; and 3-methylsulfanylbutyl- .

31. The compound of claim 24, wherein R₂ is hydrogen, halo, hydroxy, cyano, aliphatic, or

combinations thereof.

32. The compound of claim 24, wherein each R₃ and R₄ is independently hydrogen, hydroxy, or combinations thereof, or R₃ and R₄ together form an oxo group.

33. The compound of claim 24, wherein W is -NR₉-, R₉ is -Z^DR₁₀, and -Z^DR₁₀ is hydrogen or optionally substituted aliphatic.

34. The compound of claim 24, wherein W is -NR₉-, R₉ is -Z^DR₁₀, Z^D is -C(O)-, -SO₂-, -C(O)NR^D-, -SO₂NR^D-, -C(O)O-, or -OC(O)NR^D-; and R₁₀ is aliphatic, cycloaliphatic, heterocycloaliphatic, aryl, heteroaryl, or aryl, each of which is optionally substituted.

35. The compound of claim 34, wherein R₁₀ is aliphatic optionally substituted with 1-3 halo, hydroxy, cyano, aryl, cycloaliphatic, or combinations thereof.

36. The compound of claim 34, wherein R₁₀ is cycloaliphatic optionally substituted with 1-3 of halo, hydroxy, aliphatic, or combinations thereof.

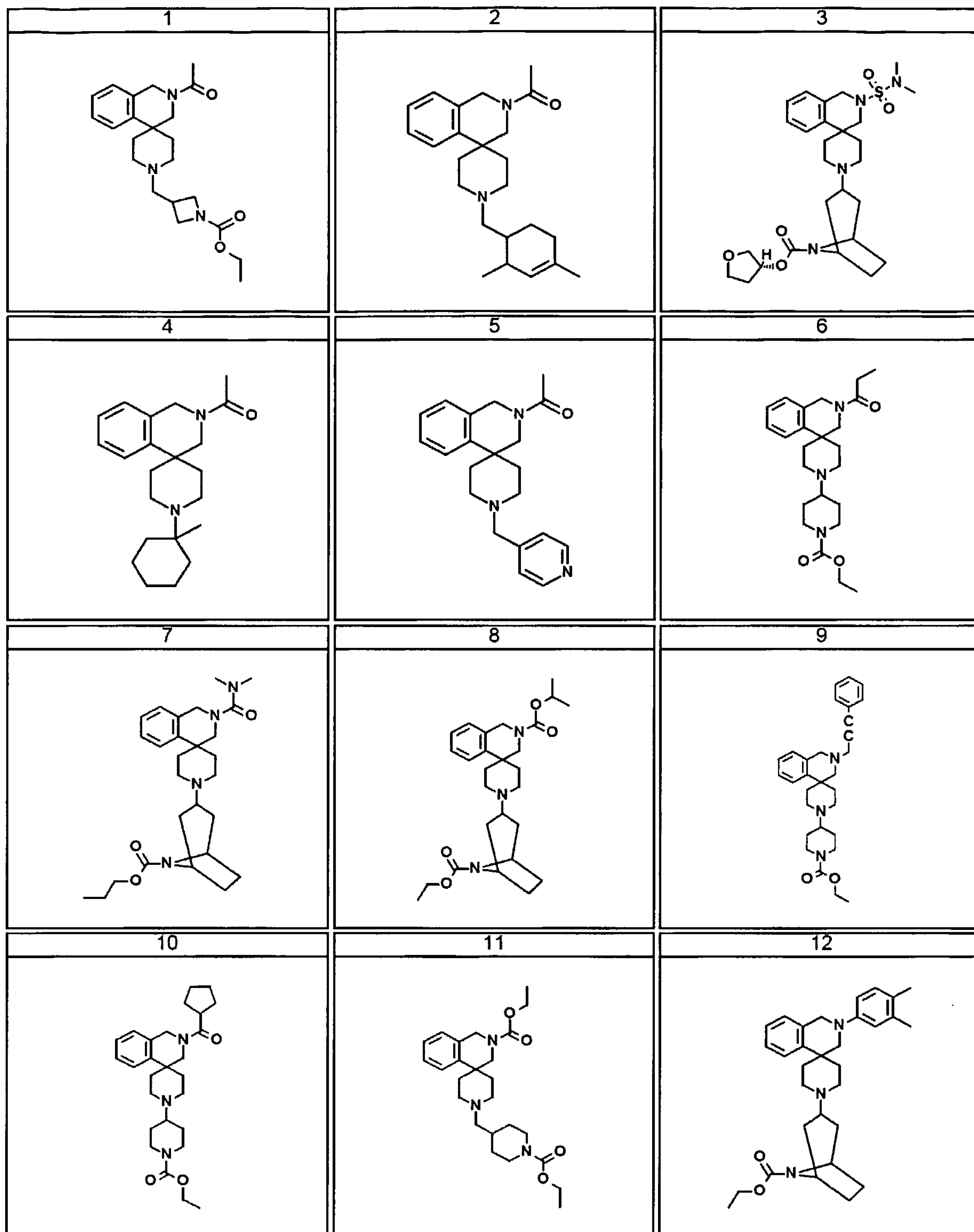
37. The compound of claim 34, wherein R₁₀ is phenyl that is optionally substituted with 1-3 of halo, hydroxy, cyano, optionally substituted aliphatic, optionally substituted aryl, optionally substituted alkoxy, or combinations thereof.

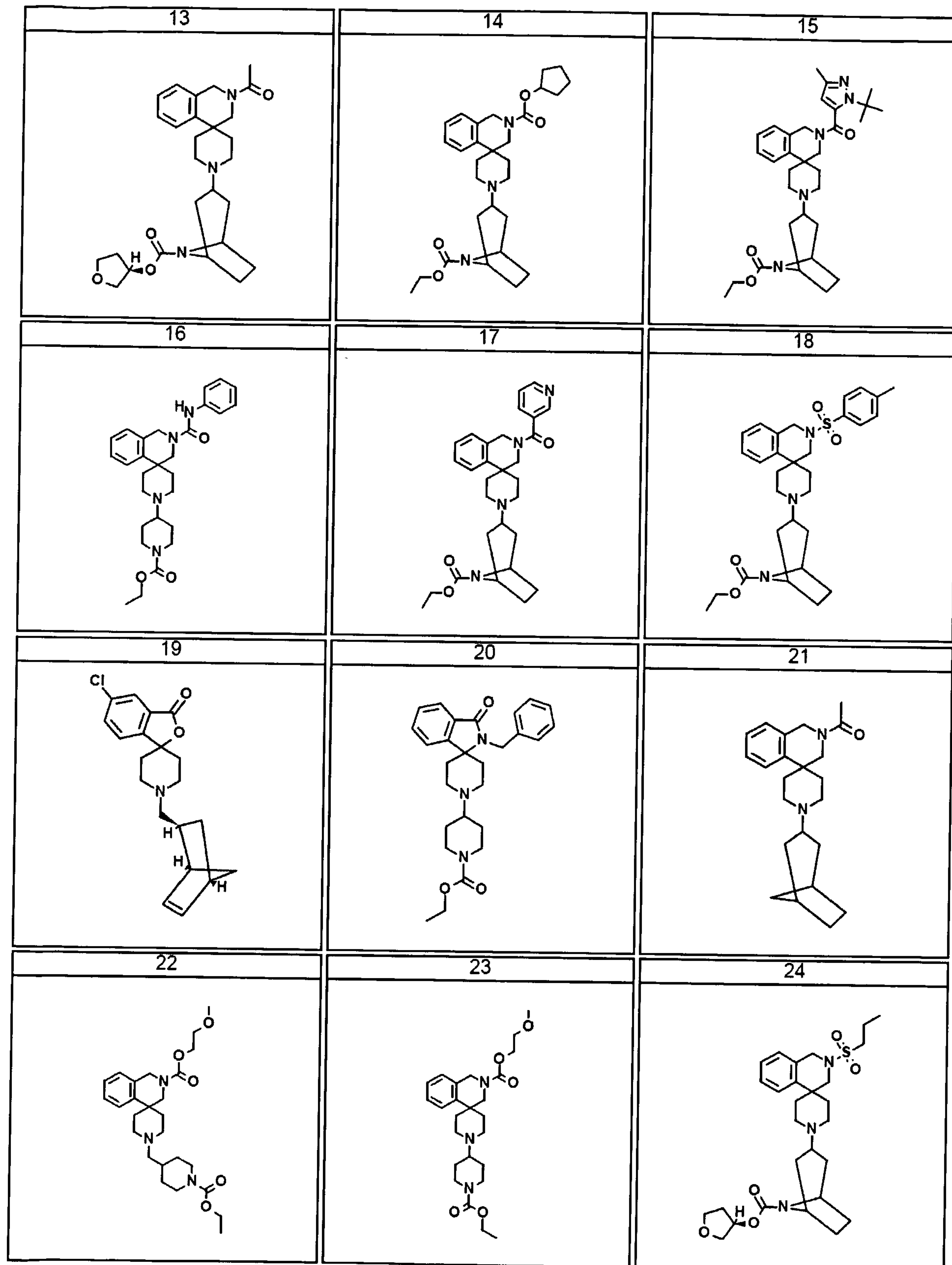
38. The compound of claim 34, wherein R₁₀ is heteroaryl optionally substituted with 1-3 of halo, hydroxy, cyano, optionally substituted aliphatic, optionally substituted alkoxy, optionally substituted aryl, or combinations thereof.

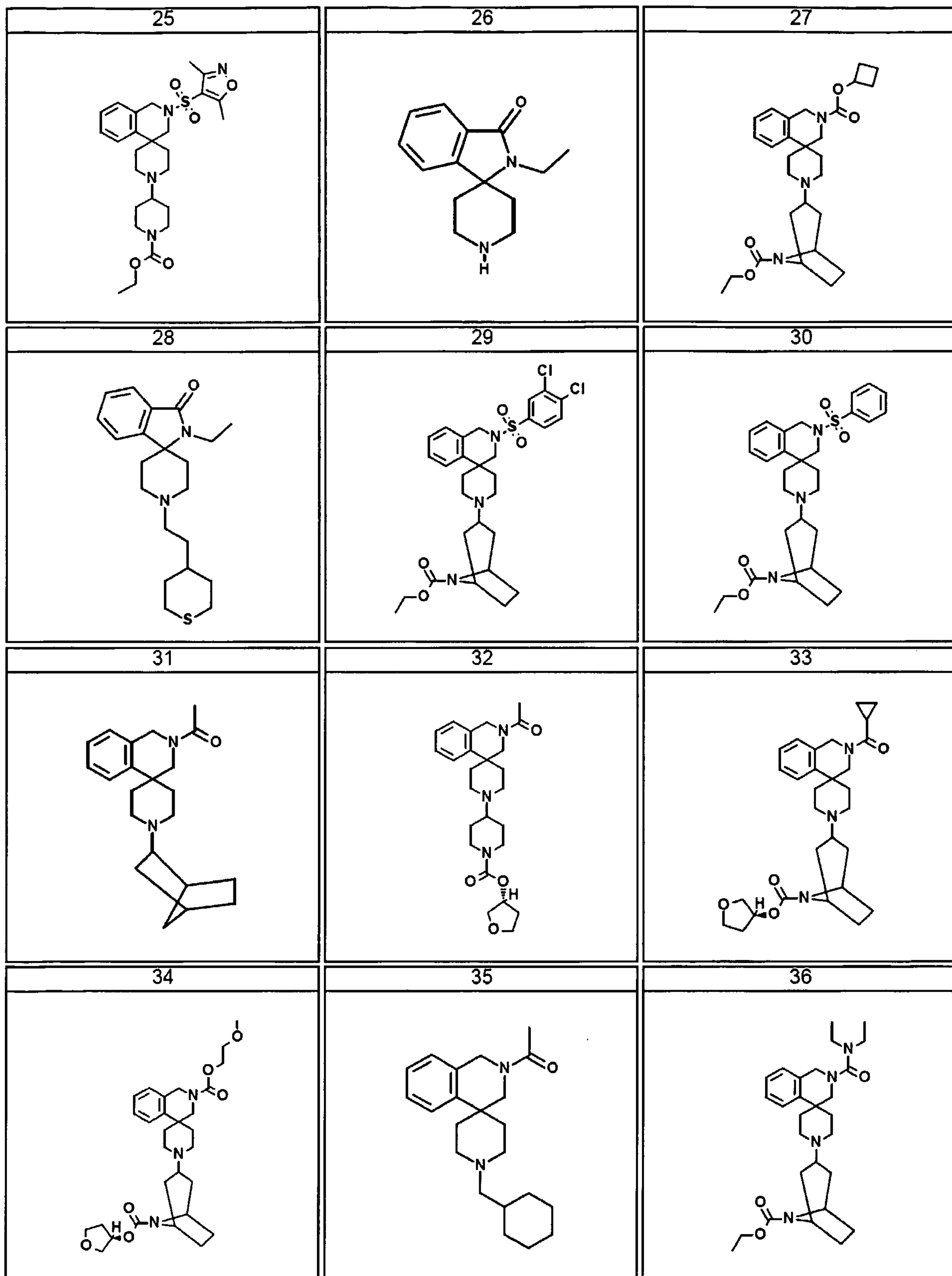
39. The compound of claim 24, wherein W is -NR₉- and R₉ is independently selected from hydrogen; acetyl-; 2-methylpropionyl-; cyclobutylcarbonyl-; 4-fluorobenzoyl-; (isoxazol-5-yl)carbonyl-; (1*H*-1,5-dimethylpyrazol-3-yl)carbonyl-; ethylaminocarbonyl-; 1-methylethylaminocarbonyl-; 4-fluorophenylcarbonyl-; ((3,5-dimethylisoxazol-4-

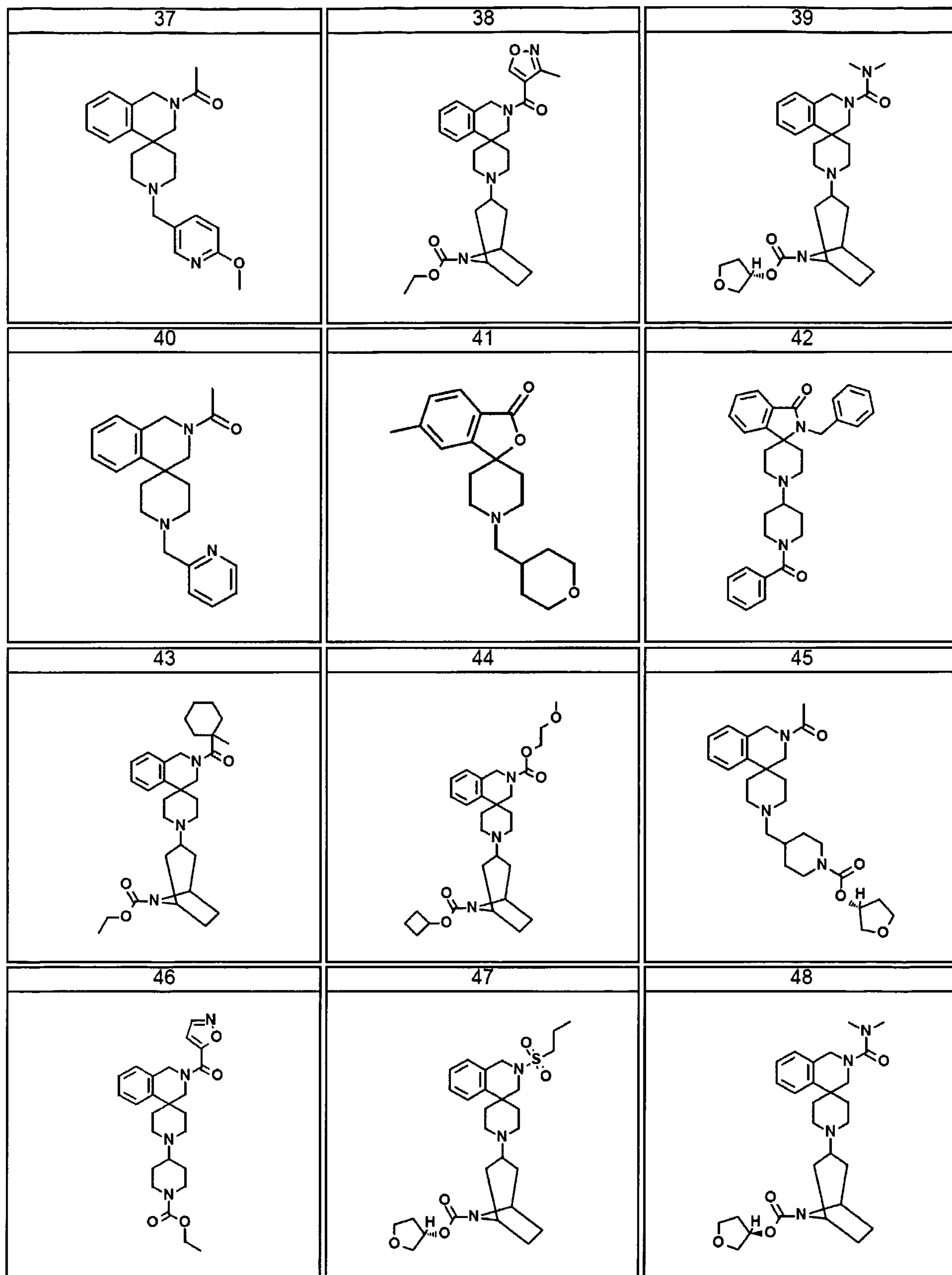
yl)amino)carbonyl-; methoxycarbonyl-; 1-methylethoxycarbonyl-; methylsulfonyl-; propylsulfonyl-; 4-fluorophenylsulfonyl-; (3,5-dimethylisoxazol-4-yl)sulfonyl-; (1,2,5-oxadiazole-3-yl)carbonyl-; (2,5-dimethyloxazole-4-yl)carbonyl-; (1*H*-1-methylimidazole-4-yl)carbonyl-; (4-methyl-1,2,3-thiadiazole-5-yl)carbonyl-; (2,5-dimethylfuran-3-yl)carbonyl-; ((1*H*-1-(1,1-dimethylethyl)-3-methylpyrazole-5-yl)carbonyl-; cyclopropylcarbonyl-; cyclopentylcarbonyl-; cyclohexylcarbonyl-; ((2,2-dimethyl)propion-1-yl)carbonyl-; (pyridin-3-yl)carbonyl-; (pyridin-4-yl)carbonyl-; (thiophene-2-yl)carbonyl-; cyclobutyloxycarbonyl-; cyclopentyloxycarbonyl-; 2-methoxyethoxycarbonyl-; dimethylaminocarbonyl-; cyclopentylaminocarbonyl-; dimethylaminosulfonyl-; thiophene-2-sulfonyl-; (2-acetylamino-4-methylthiazole-5-yl)sulfonyl-; benzenesulfonyl-; 4-methylbenzenesulfonyl-; 4-trifluoromethylbenzenesulfonyl-; 4-chlorobenzenesulfonyl-; 4-trifluoromethoxybenzenesulfonyl-; 4-methoxybenzenesulfonyl-; 4-cyanobenzenesulfonyl-; 4-phenylbenzenesulfonyl-; 4-acetoxyaminobenzenesulfonyl-; 3,4-dichlorobenzenesulfonyl-; 3-methylbenzenesulfonyl-; 3-fluorobenzenesulfonyl-; 3-chlorobenzenesulfonyl-; 2-fluorobenzenesulfonyl-; 2-chlorobenzenesulfonyl-; benzylsulfonyl-; propionyl-; butanoyl-; benzoyl-; (thiophene-2-yl)carbonyl-; (benzthiophene-2-yl)carbonyl-; phenylaminocarbonyl-; 4-fluorophenoxy carbonyl-; 2,2,2-trifluoropropionyl-; 1-methylcyclopropylcarbonyl-; pentanoyl-; 3-methylbutanoyl-; 1-methylcyclohexanoyl-; (5-methylisoxazol-4-yl)carbonyl-; (3,5-dimethylisoxazol-4-yl)carbonyl-; (2-methylthiazol-4-yl)carbonyl-; (1*H*-1-phenyl-5-trifluoromethylpyrazol-4-yl)carbonyl-; cyclohexylaminocarbonyl-; propylaminocarbonyl-; butylaminocarbonyl-; cyclopentylaminocarbonyl-; diethylaminocarbonyl-; piperidinylcarbonyl-; ethoxycarbonyl-; propoxycarbonyl-; butoxycarbonyl-; (2-methyl-4-trifluoromethylthiazol-5-yl)carbonyl-; (4-(1-methylethyl)-1,2,3-thiadiazole-5-yl)carbonyl-; 1,1-dimethylethylaminocarbonyl-; 1-trifluoromethylcyclopropylcarbonyl-; 1-trifluoromethylcyclobutylcarbonyl-; (1*H*-1,2-dimethylimidazol-4-yl)sulfonyl-; 2-hydroxy-2-methylpropionyl-; 2-ethyl-2-hydroxybutanoyl-; 3-fluorophenyl-; 2,3-difluorophenyl-; 3-methoxyphenyl-; 4-chlorophenyl-; 3-methyl-4-chlorophenyl-; 3-chlorophenyl-; 3-fluoro-4-methylphenyl-; 3,4-dimethylphenyl-; 3-methylphenyl-; 3-methylbutyl-; cyclohexylmethyl-; 1-phenylpropyne-3-yl-; 2-methylcyclohexyl-; cycloheptyl-; bicyclo[2.2.1]-2-yl-; benzyl-; and ethyl-.

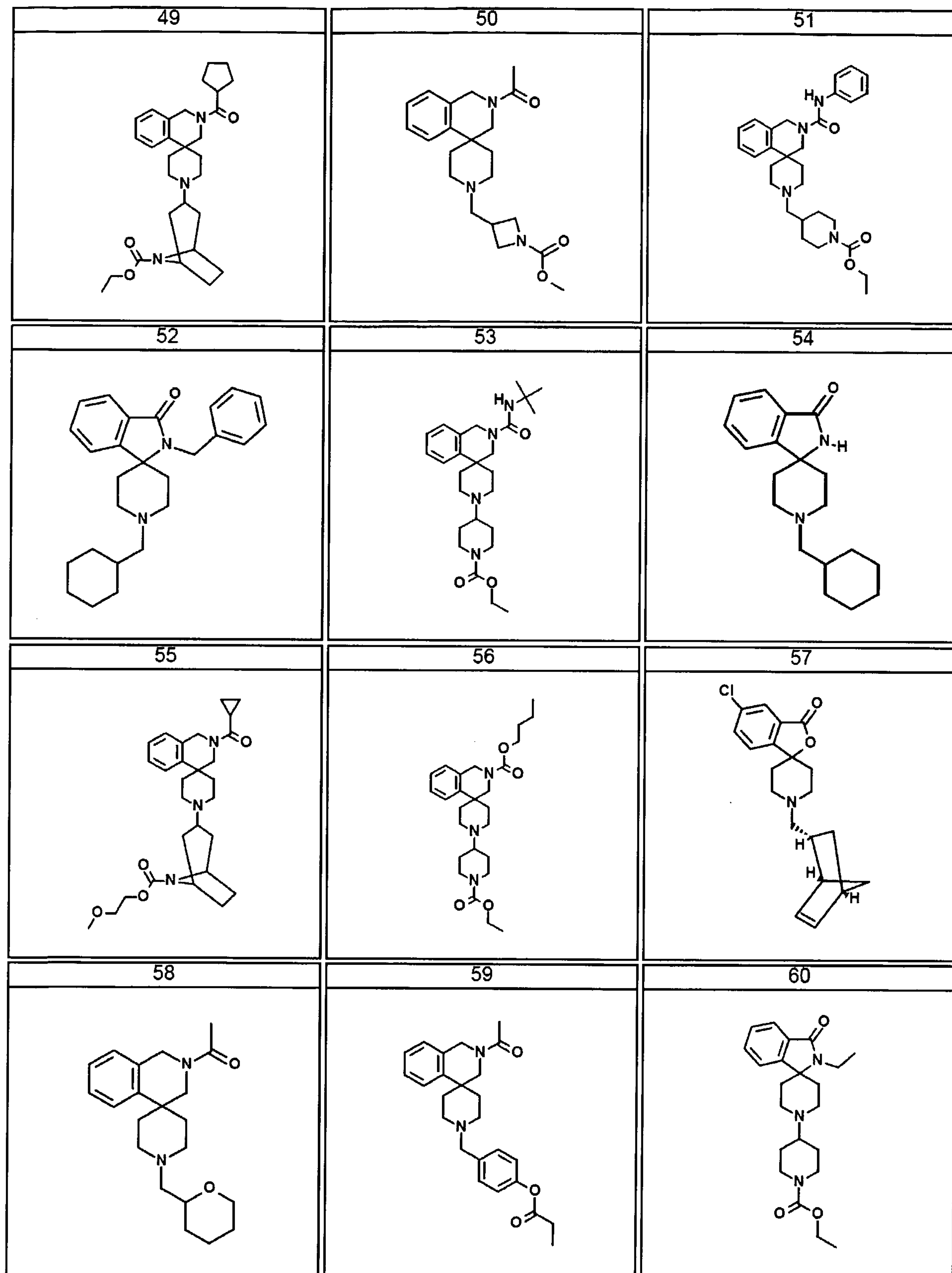
40. The compound of claim 24, wherein W is oxygen and n is 0.
41. The compound of claim 24, wherein W is -NR₉-, n is 0, and R₃ and R₄ together form an oxo.
42. A compound selected from

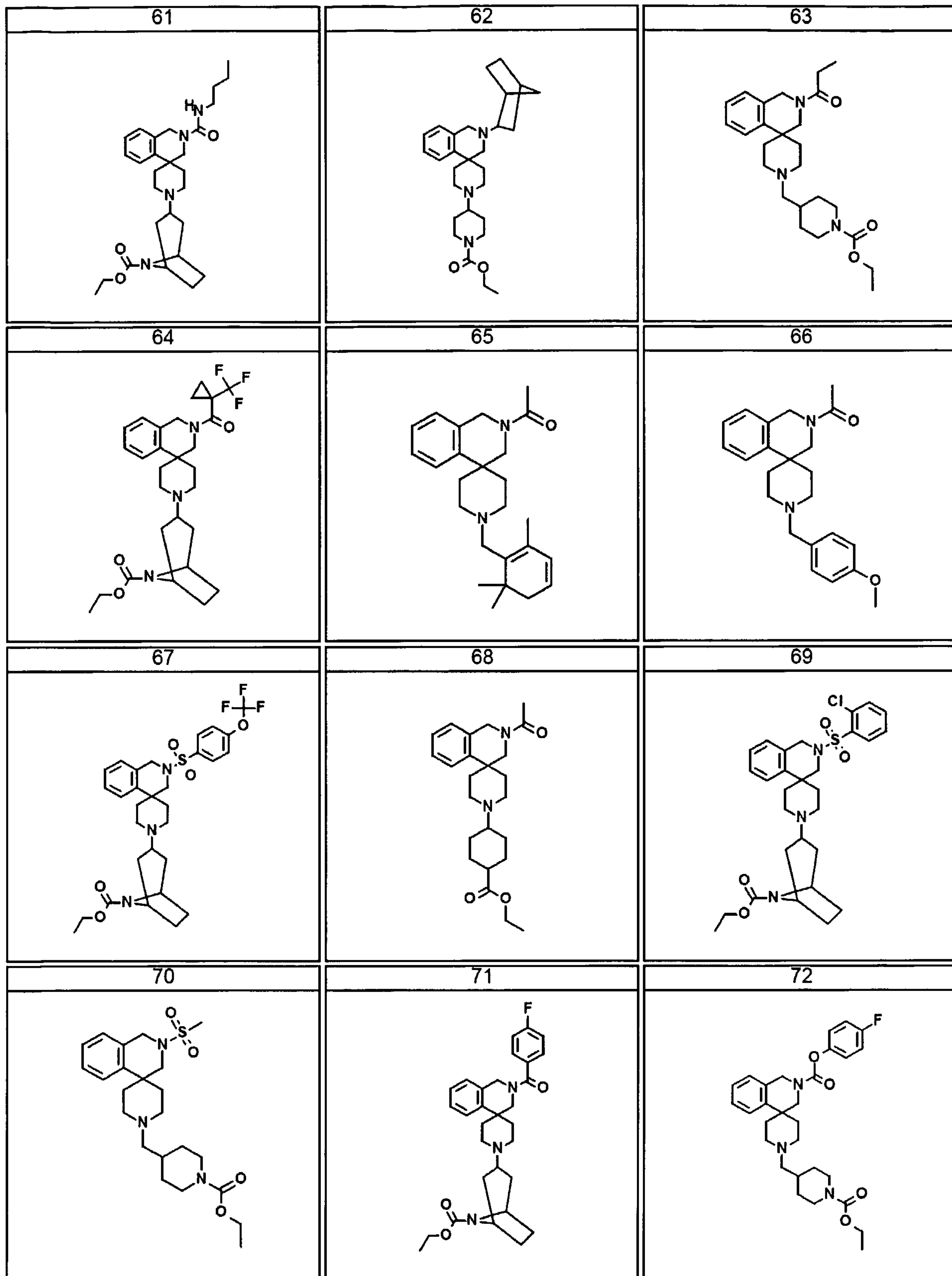


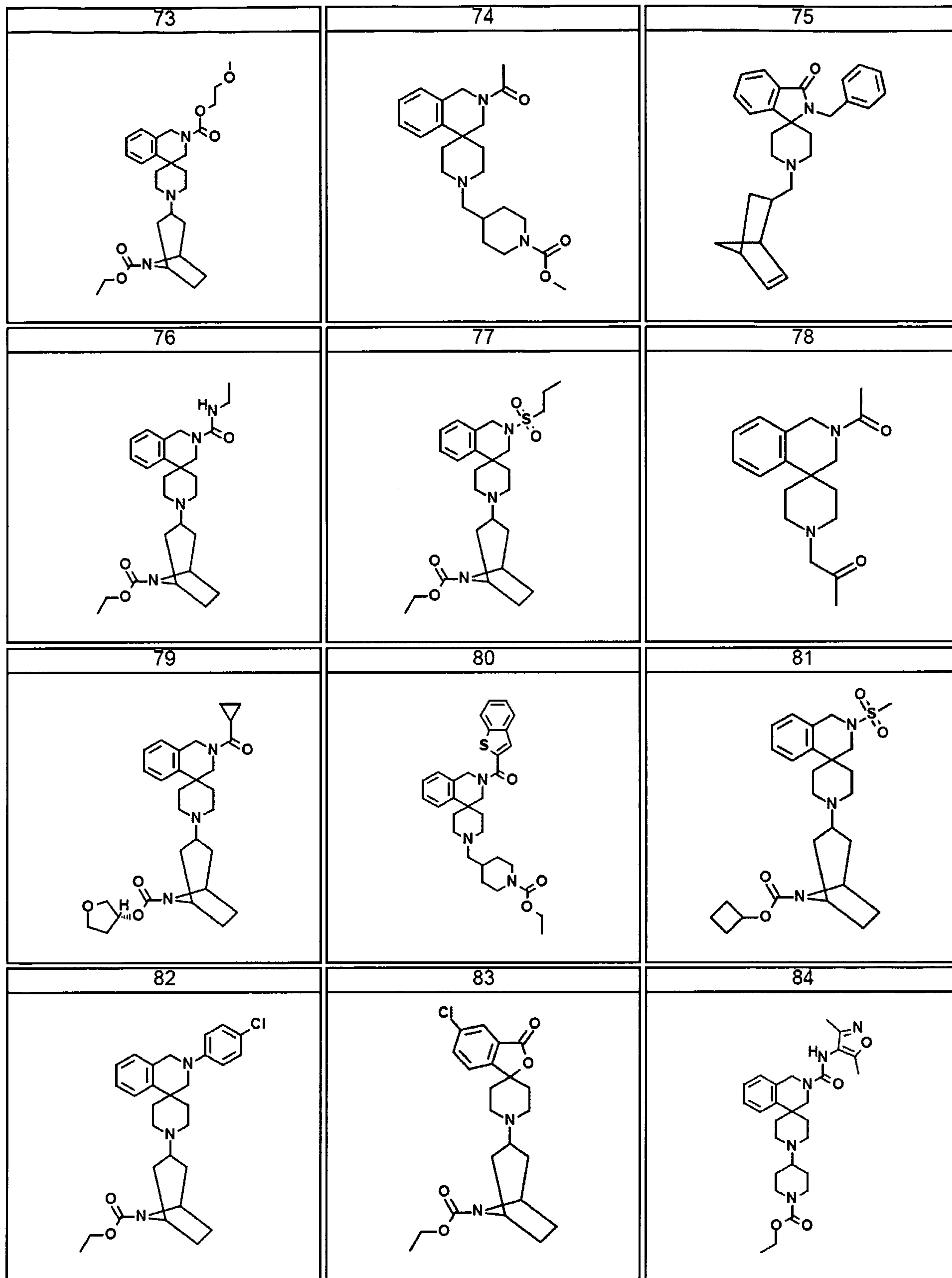


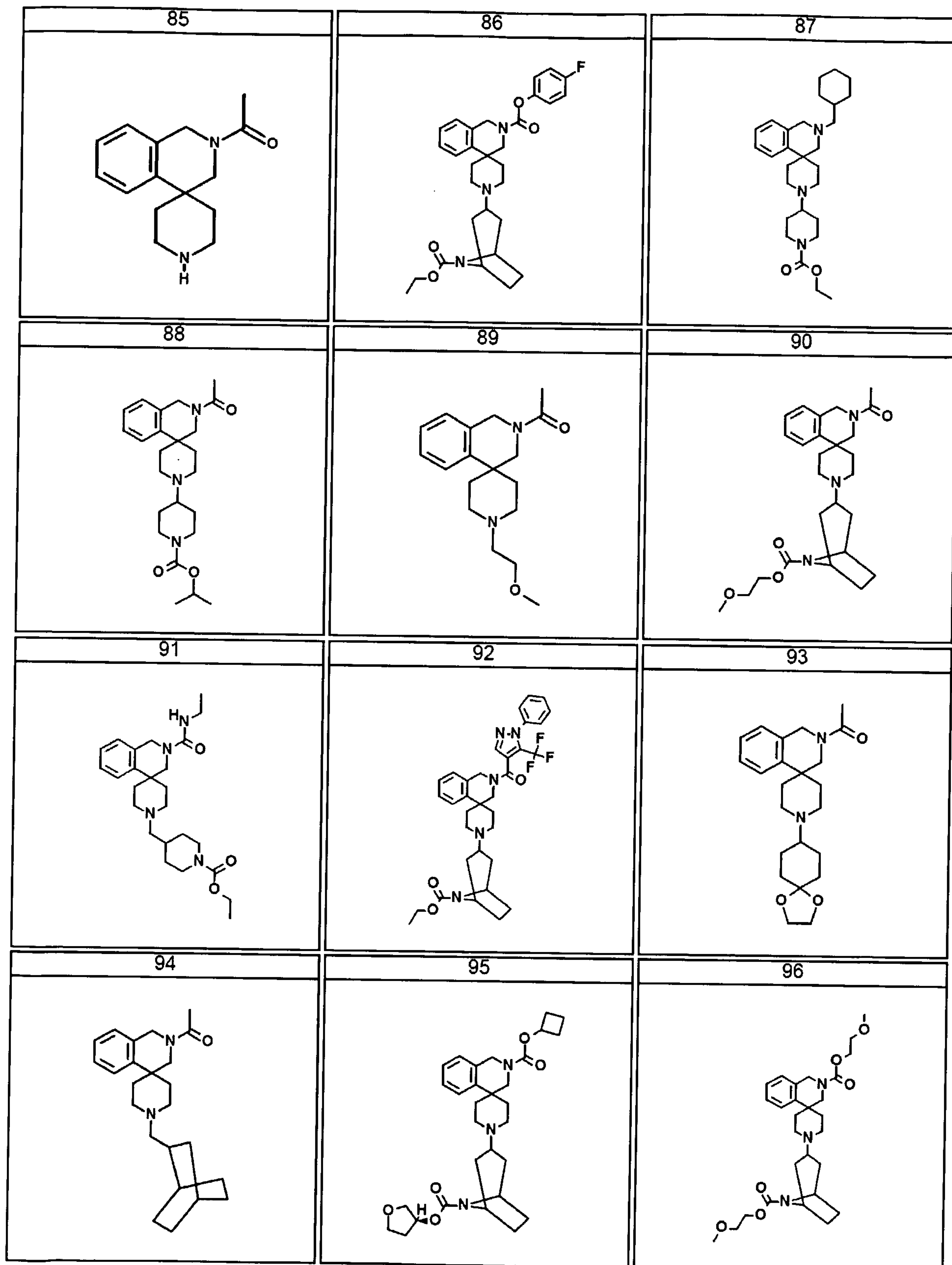


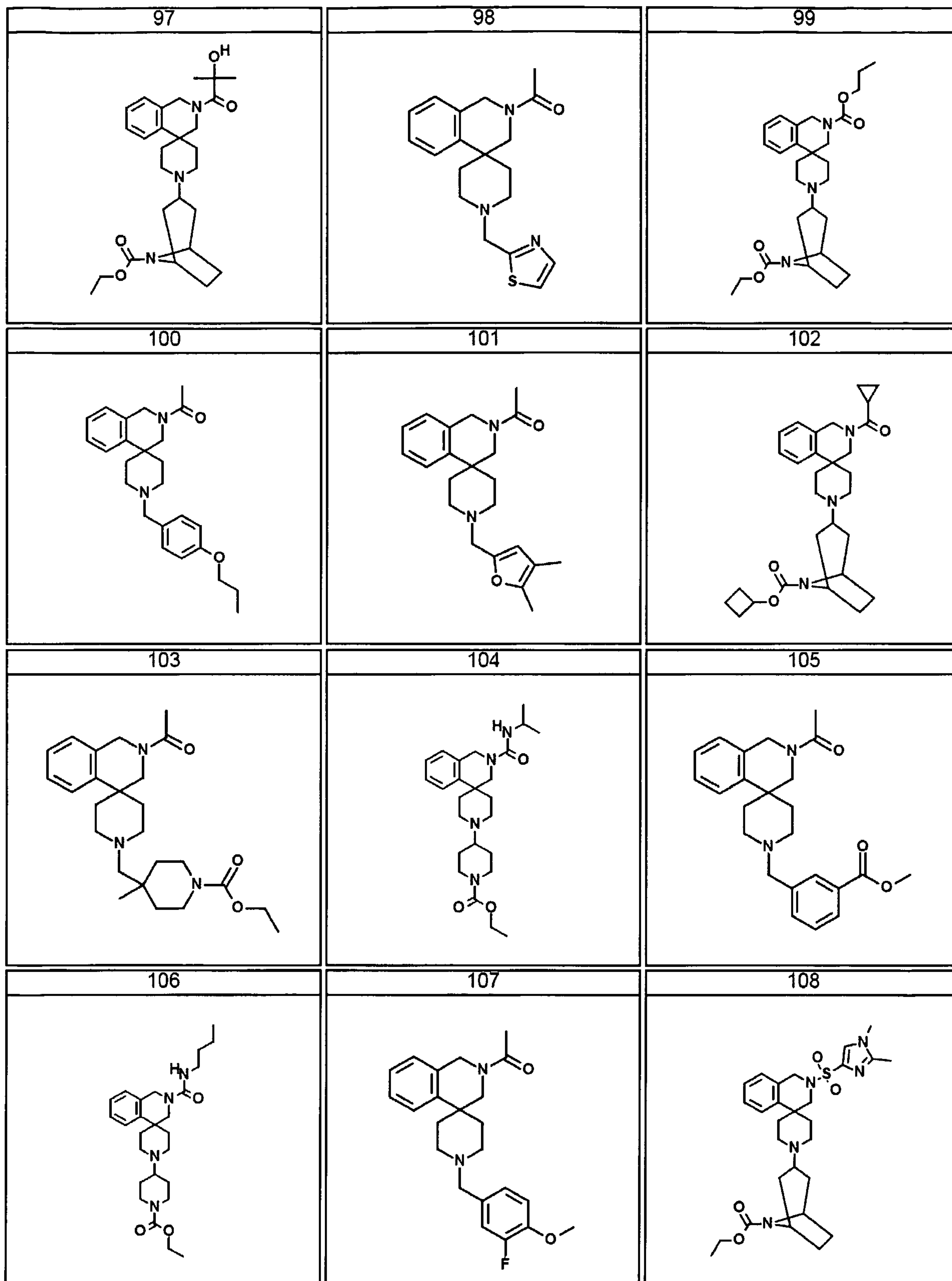


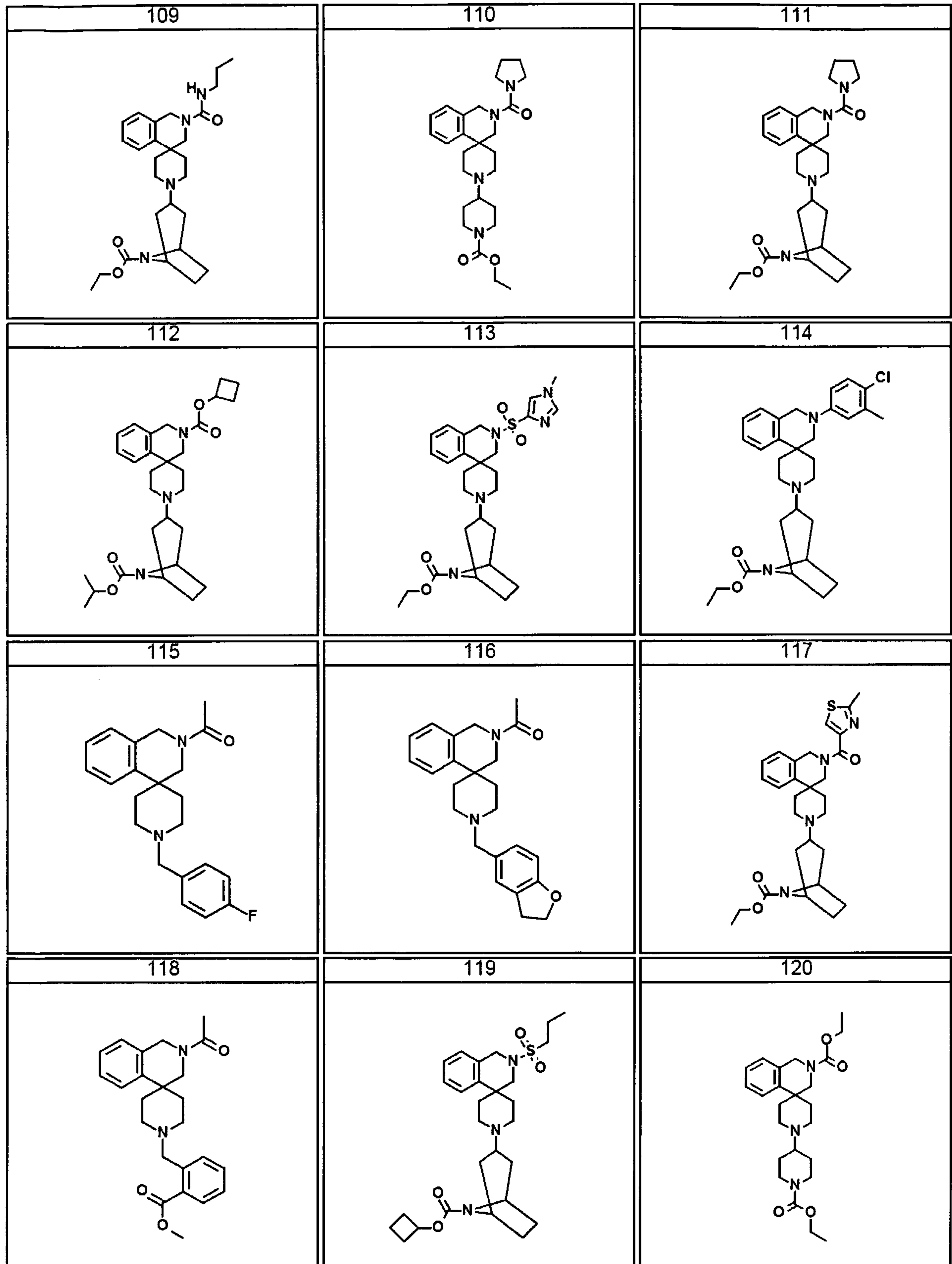


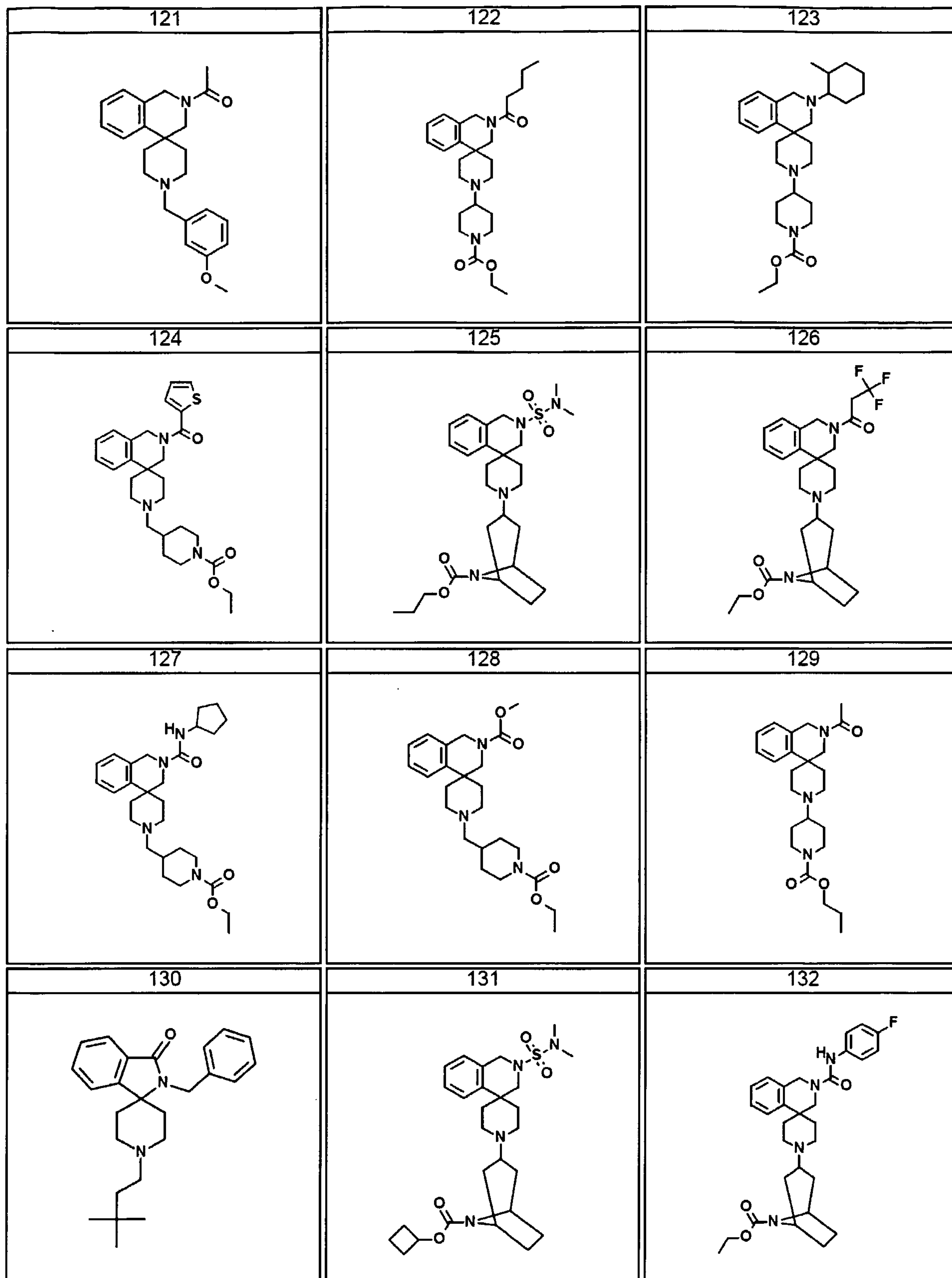


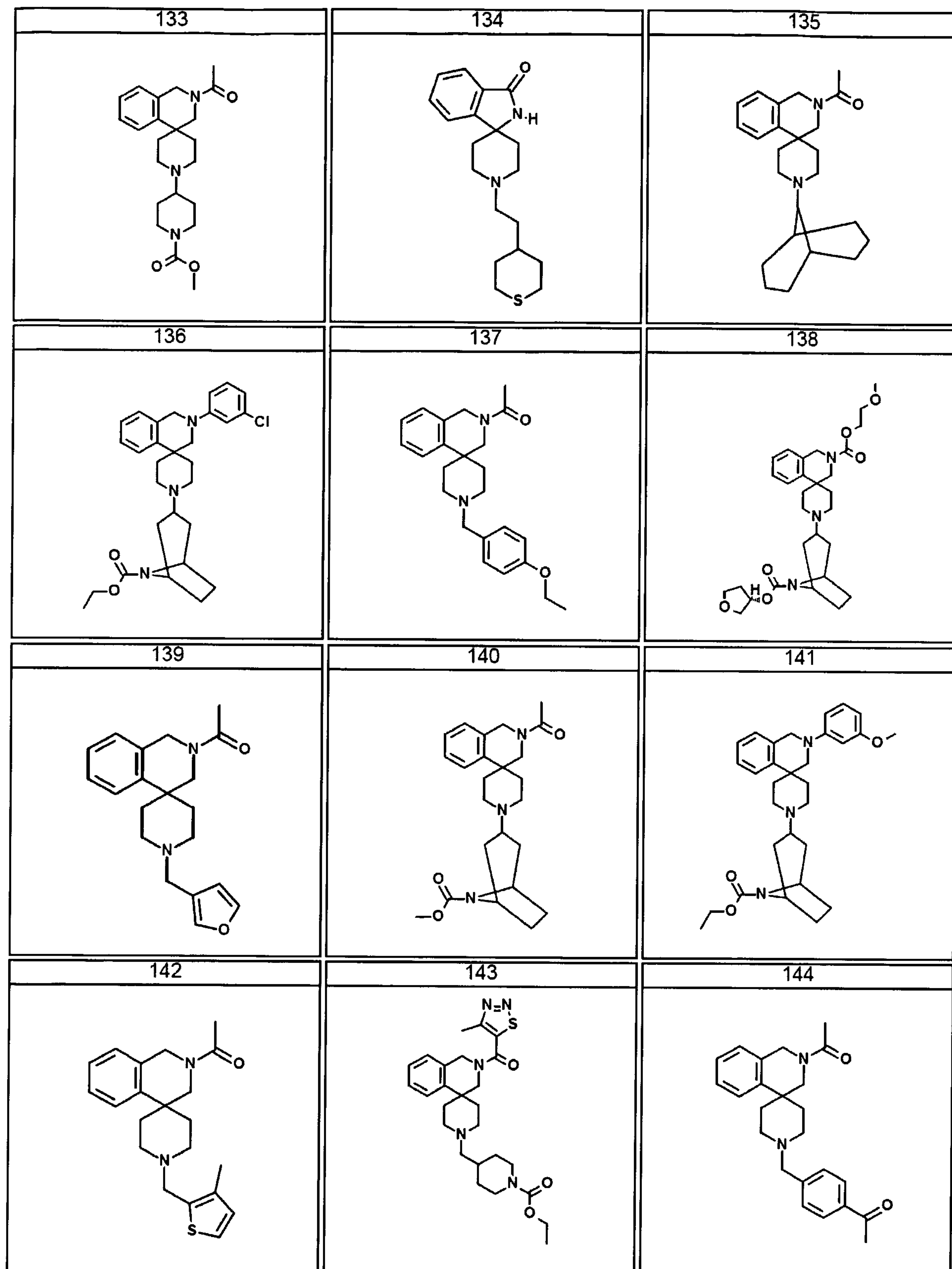


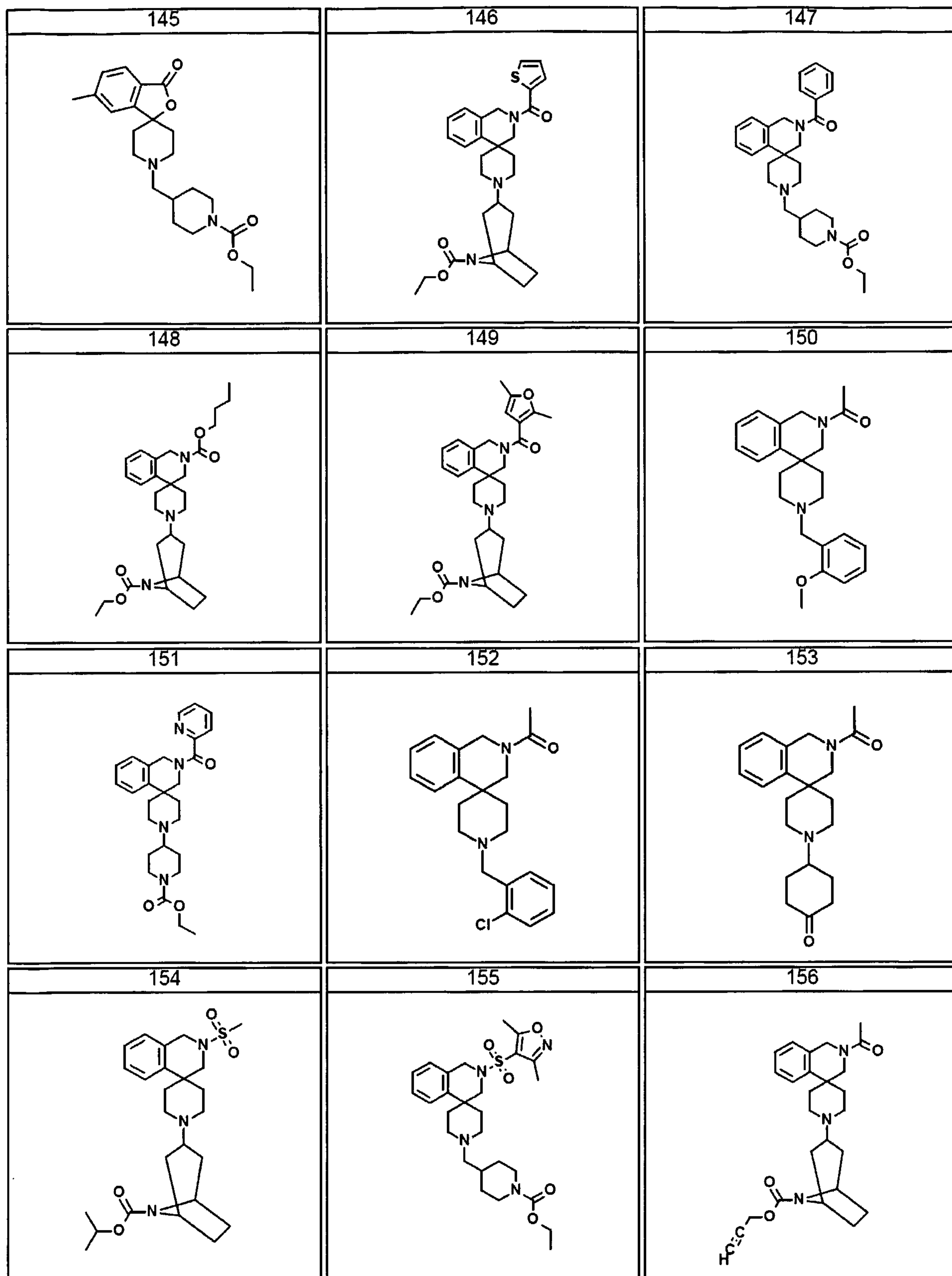


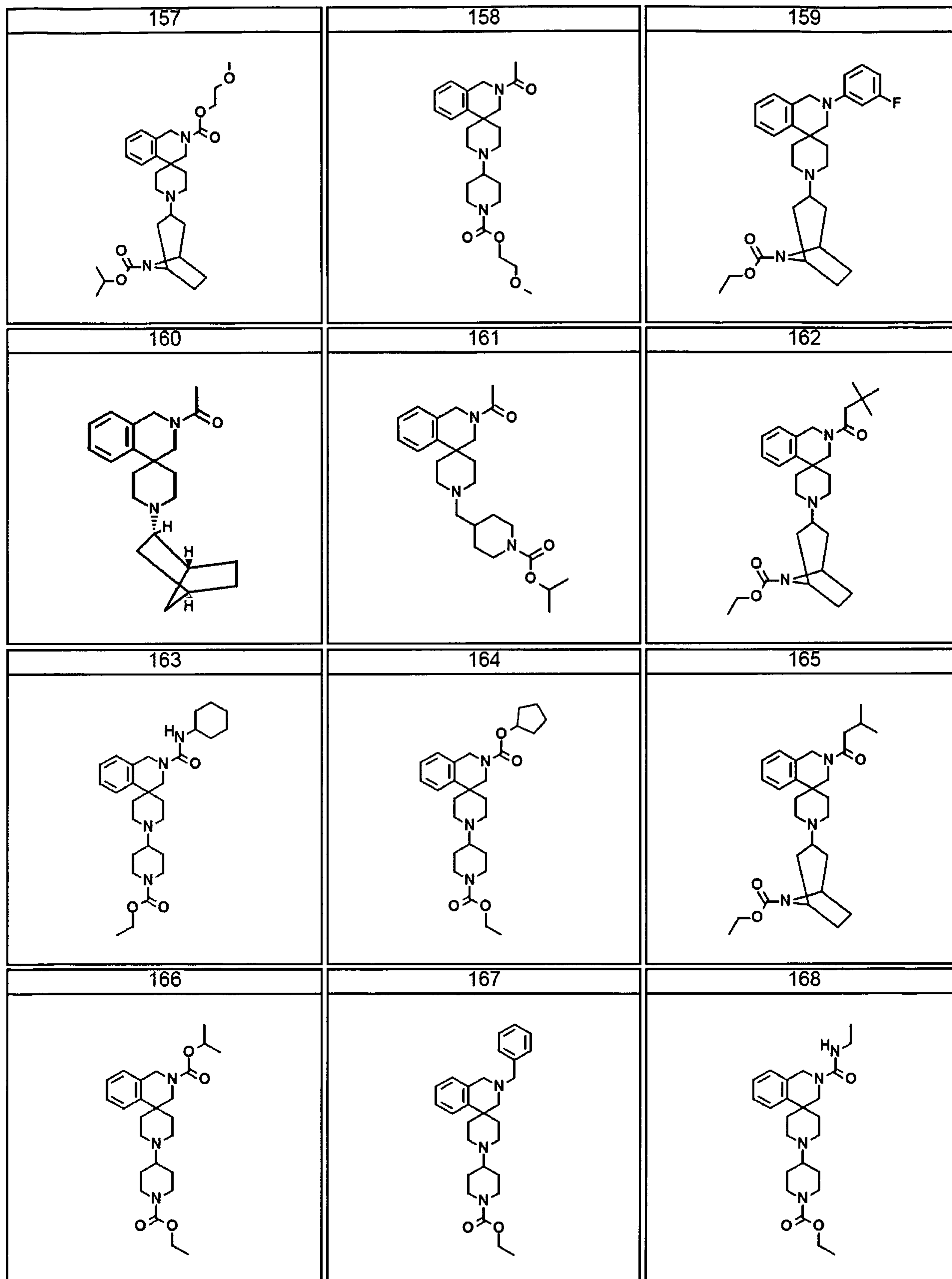


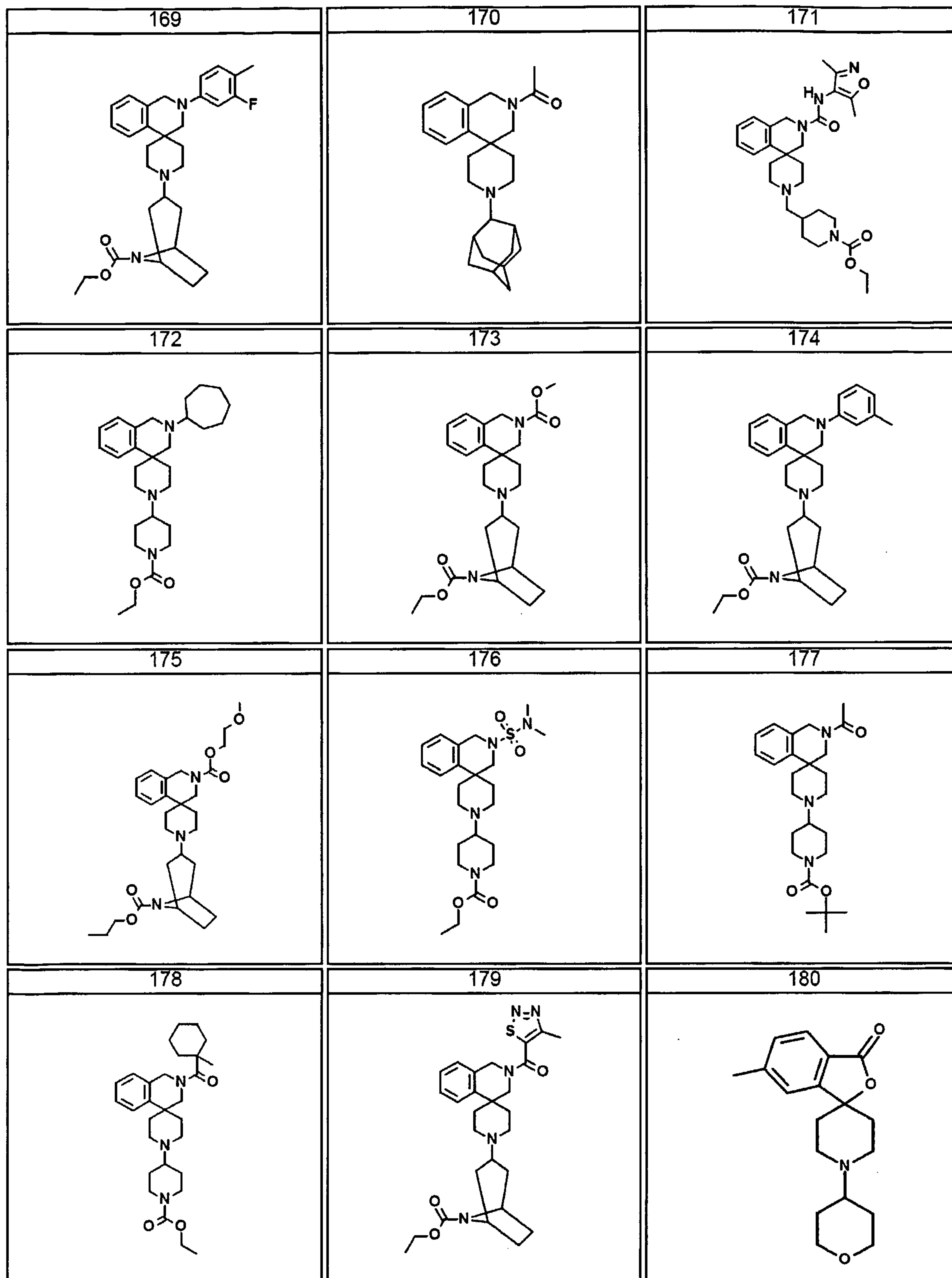


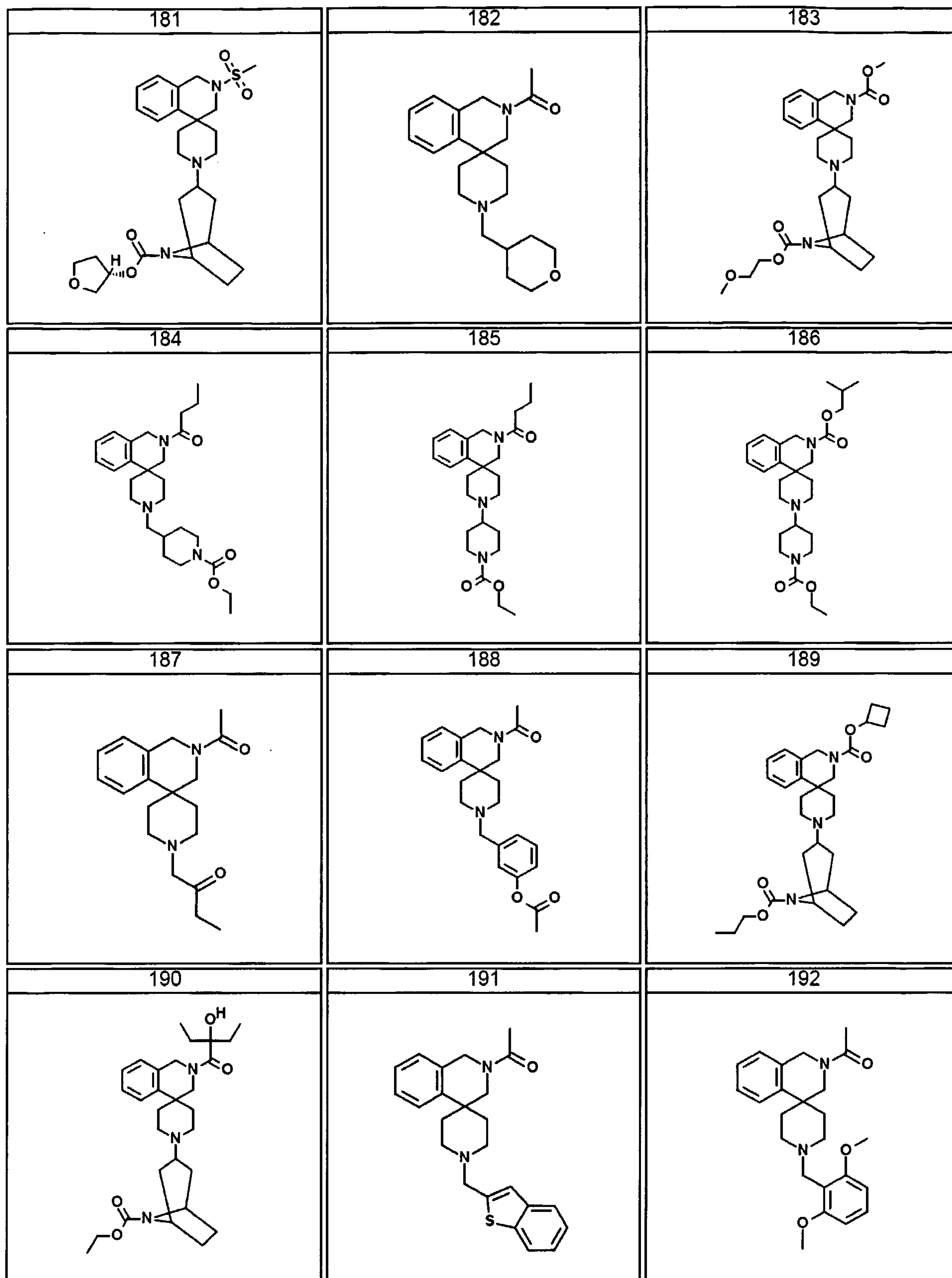


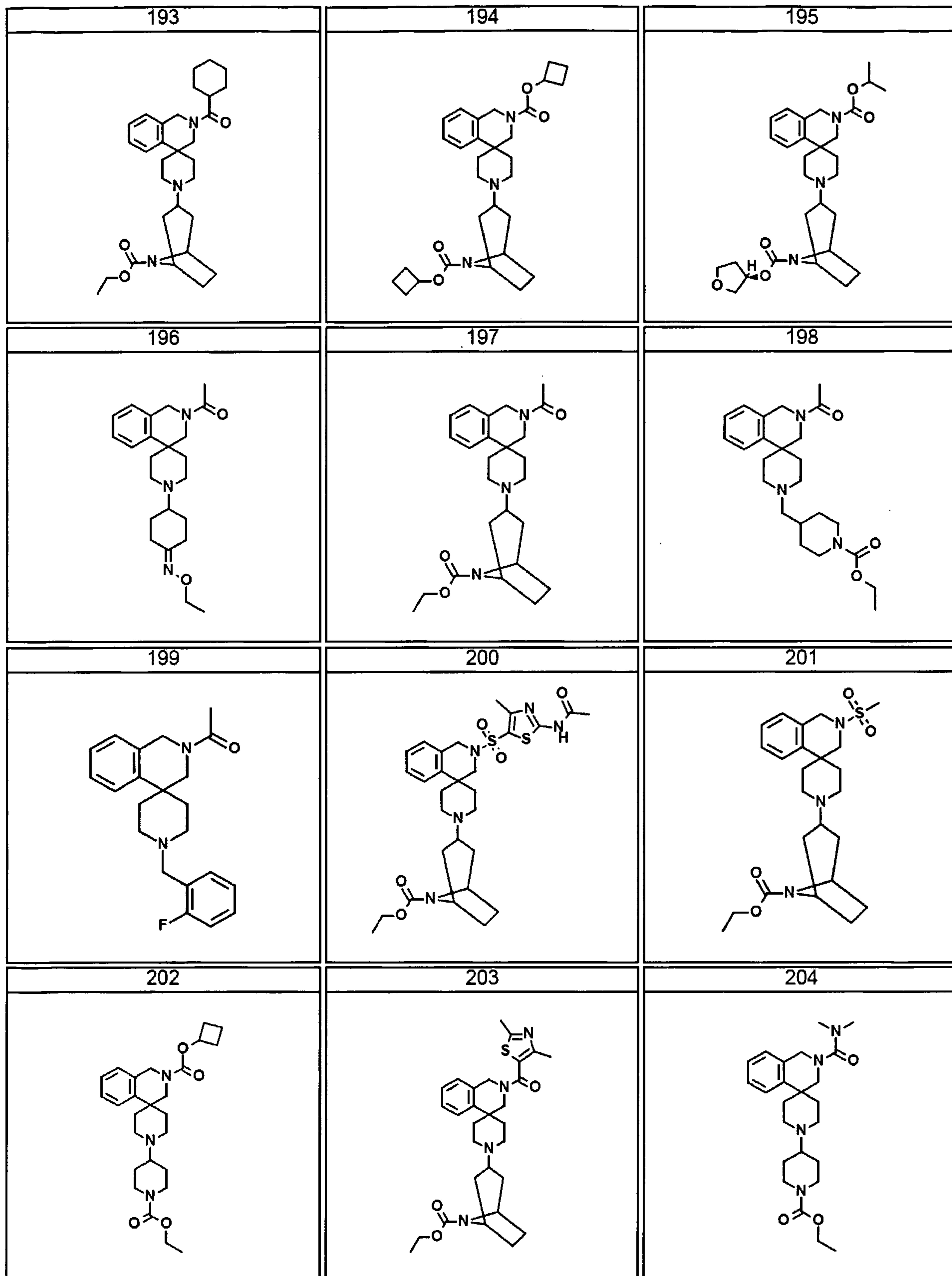


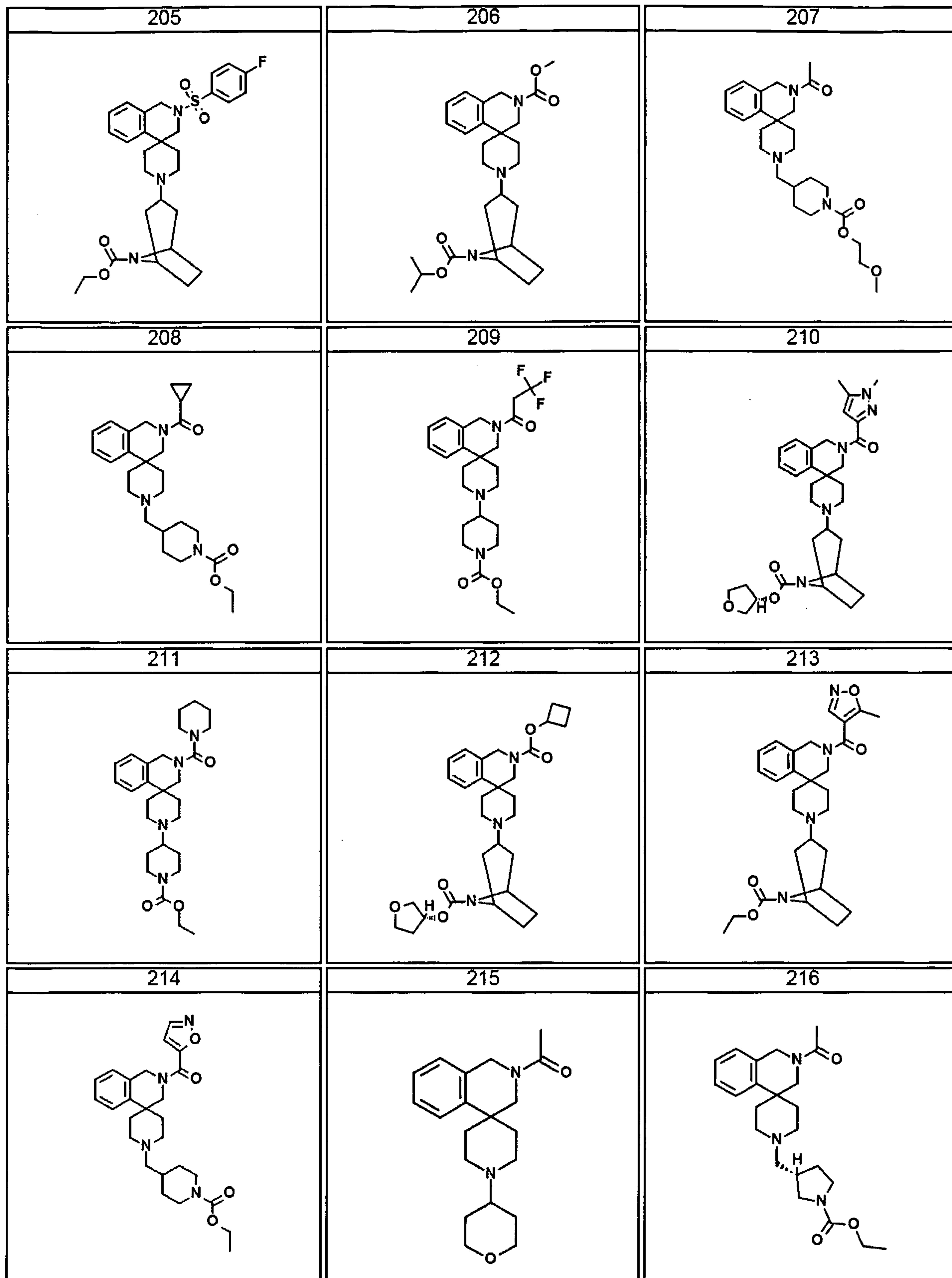


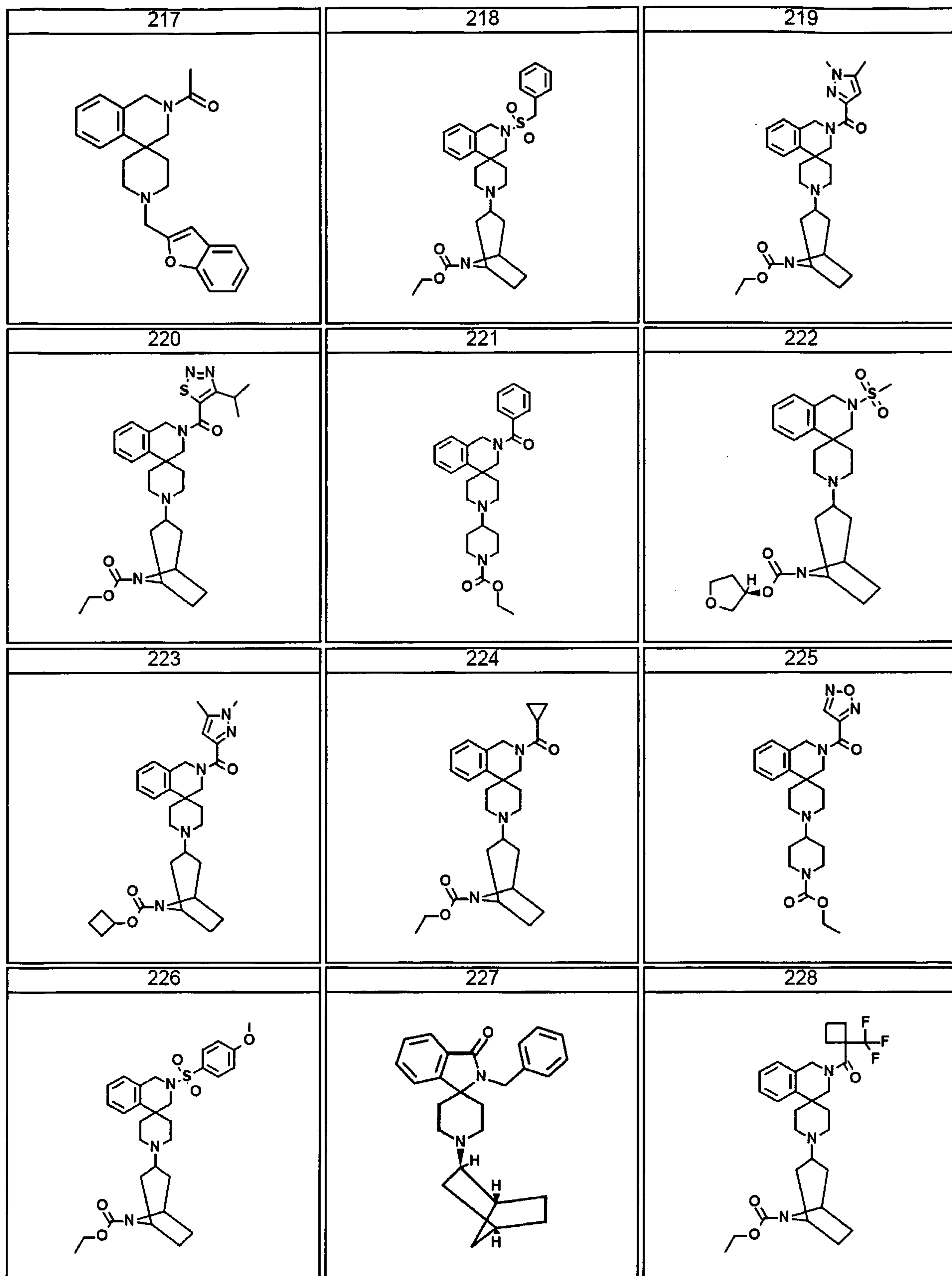


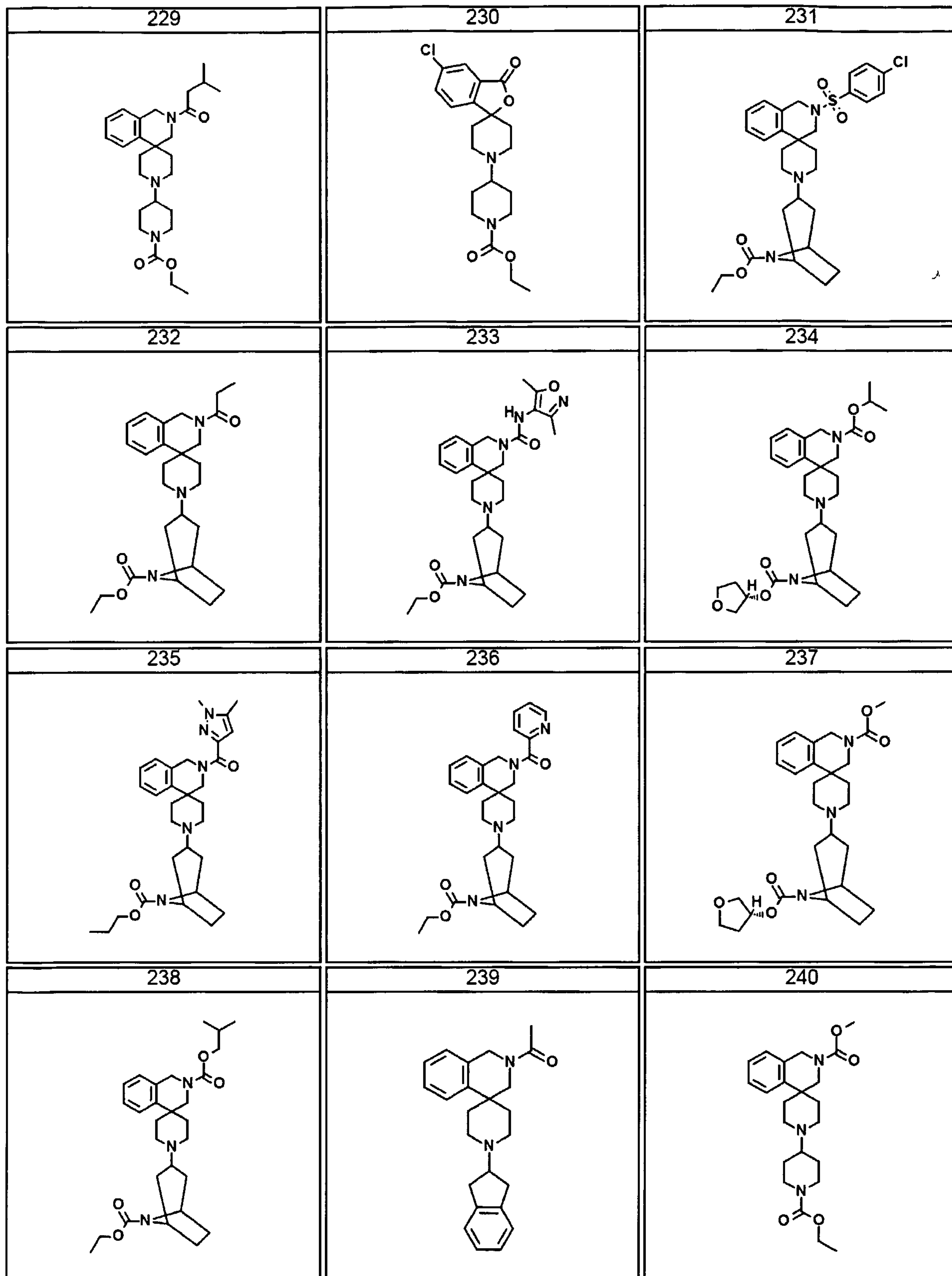


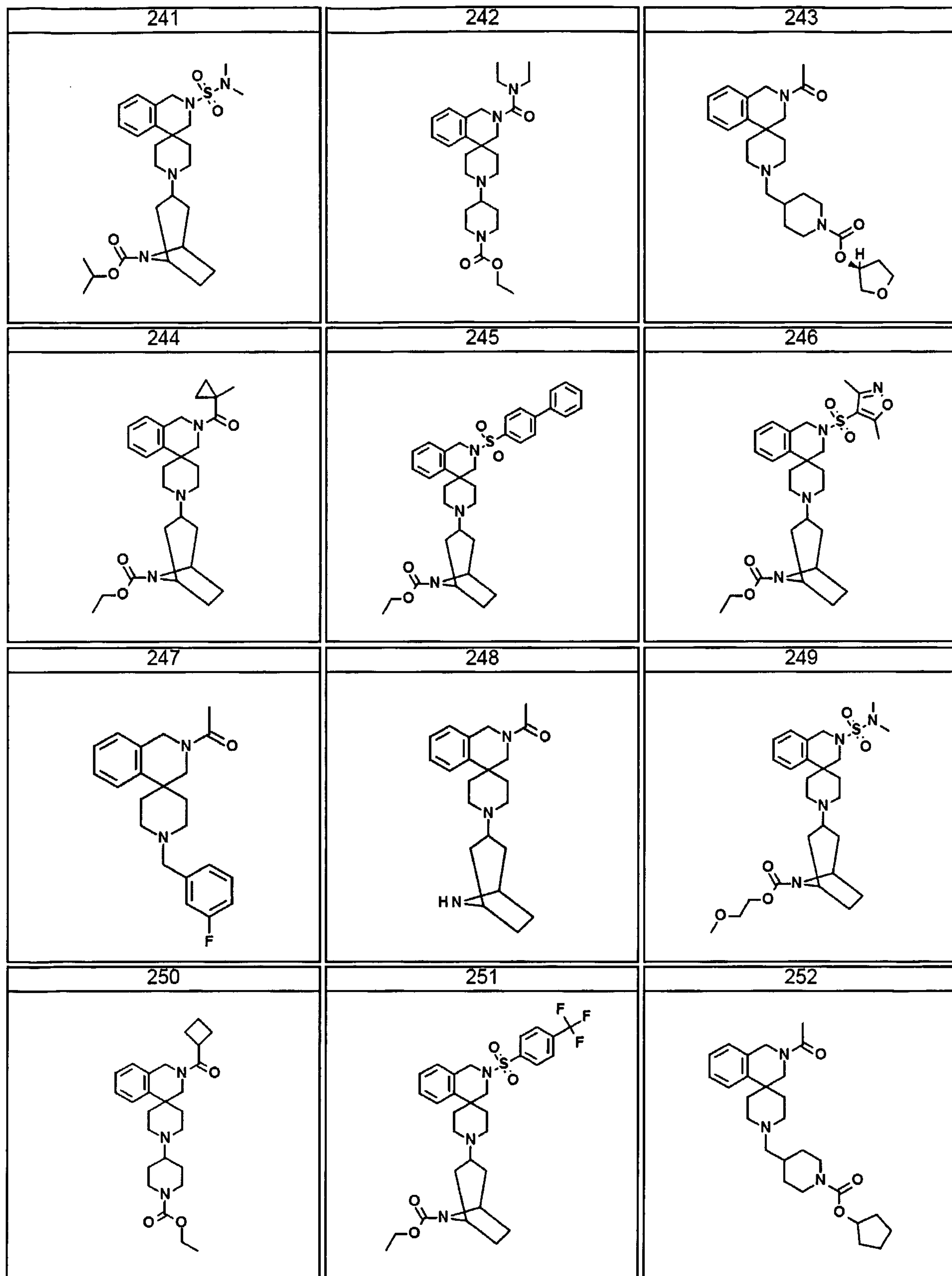


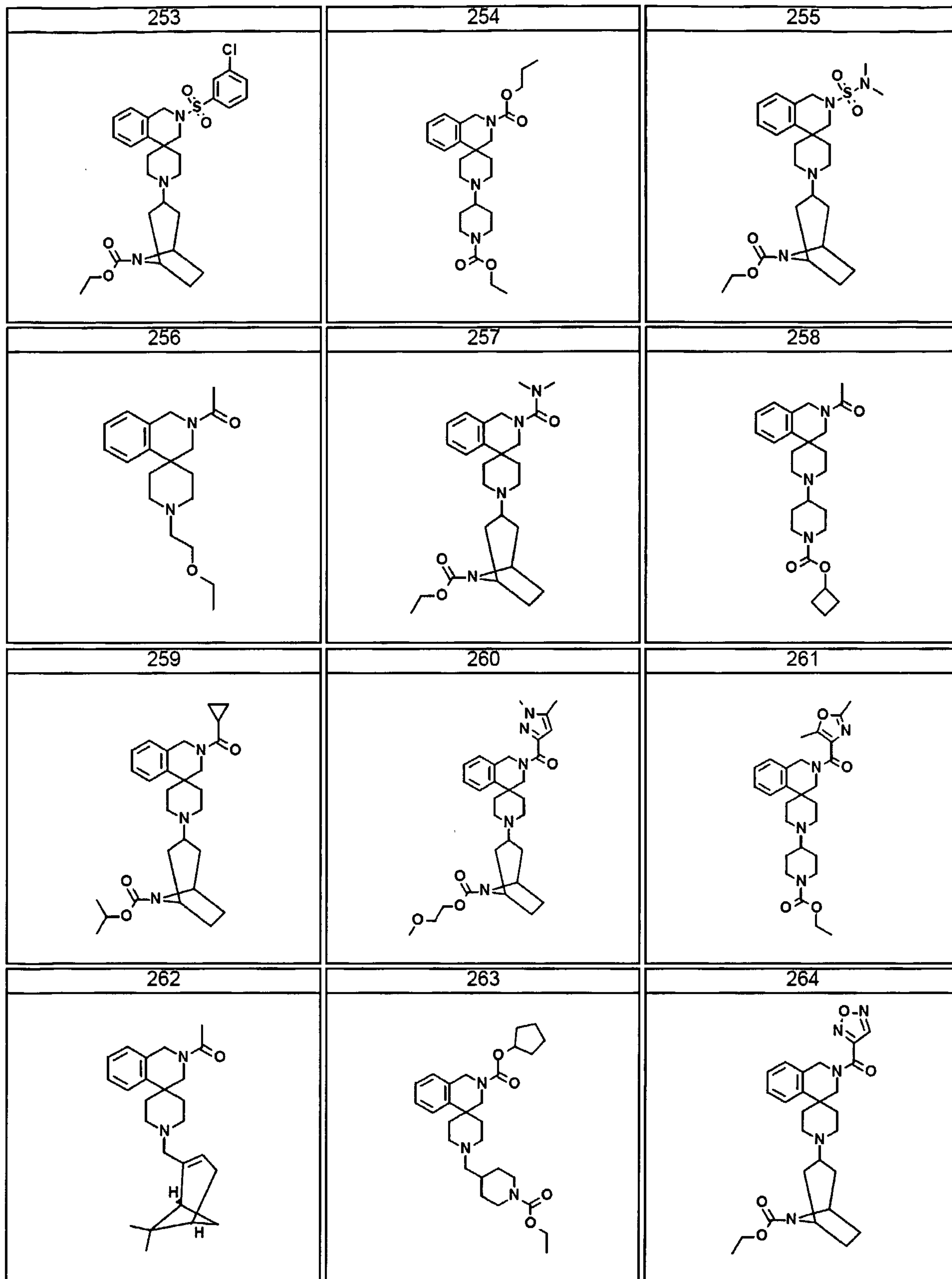


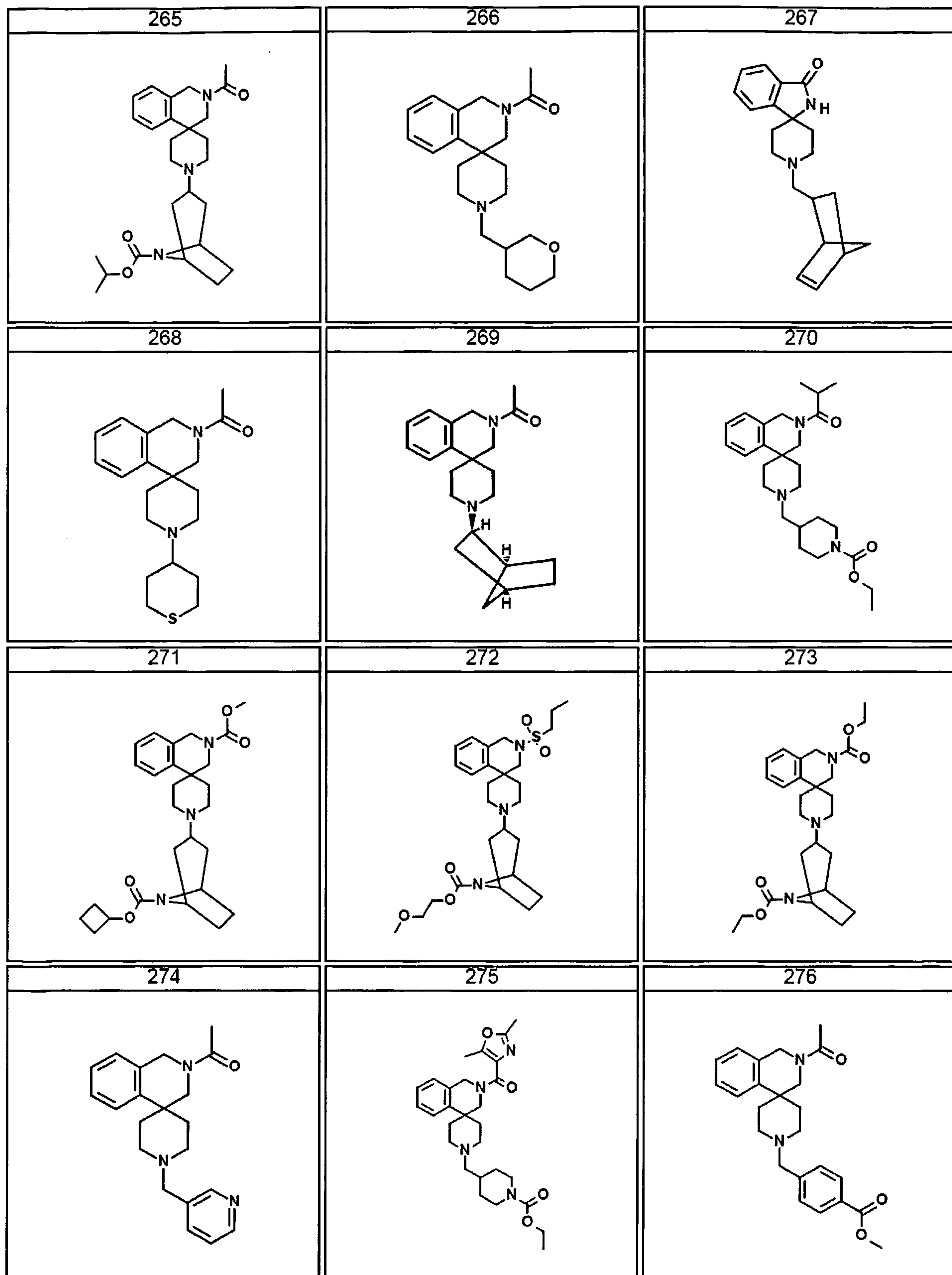


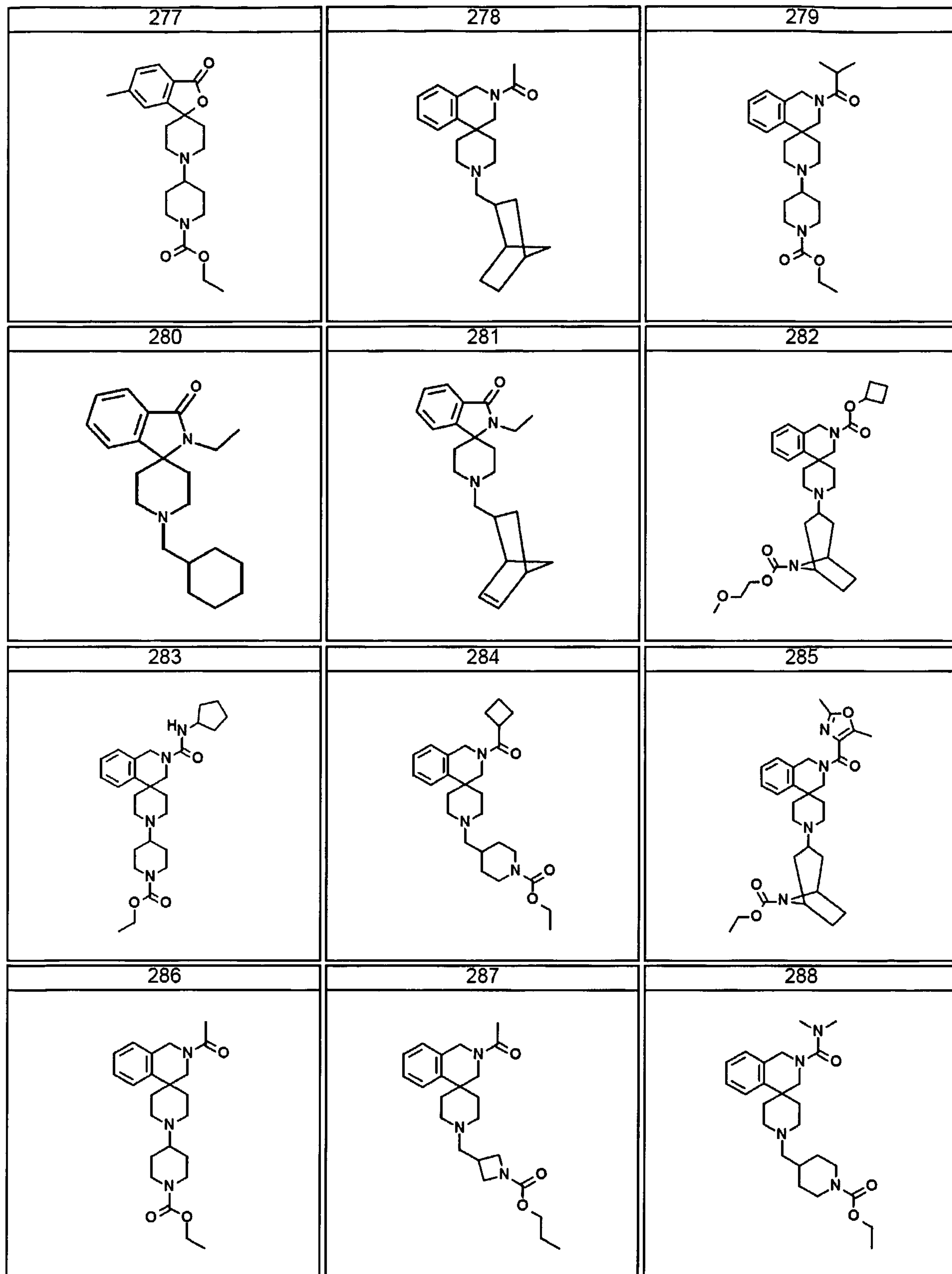


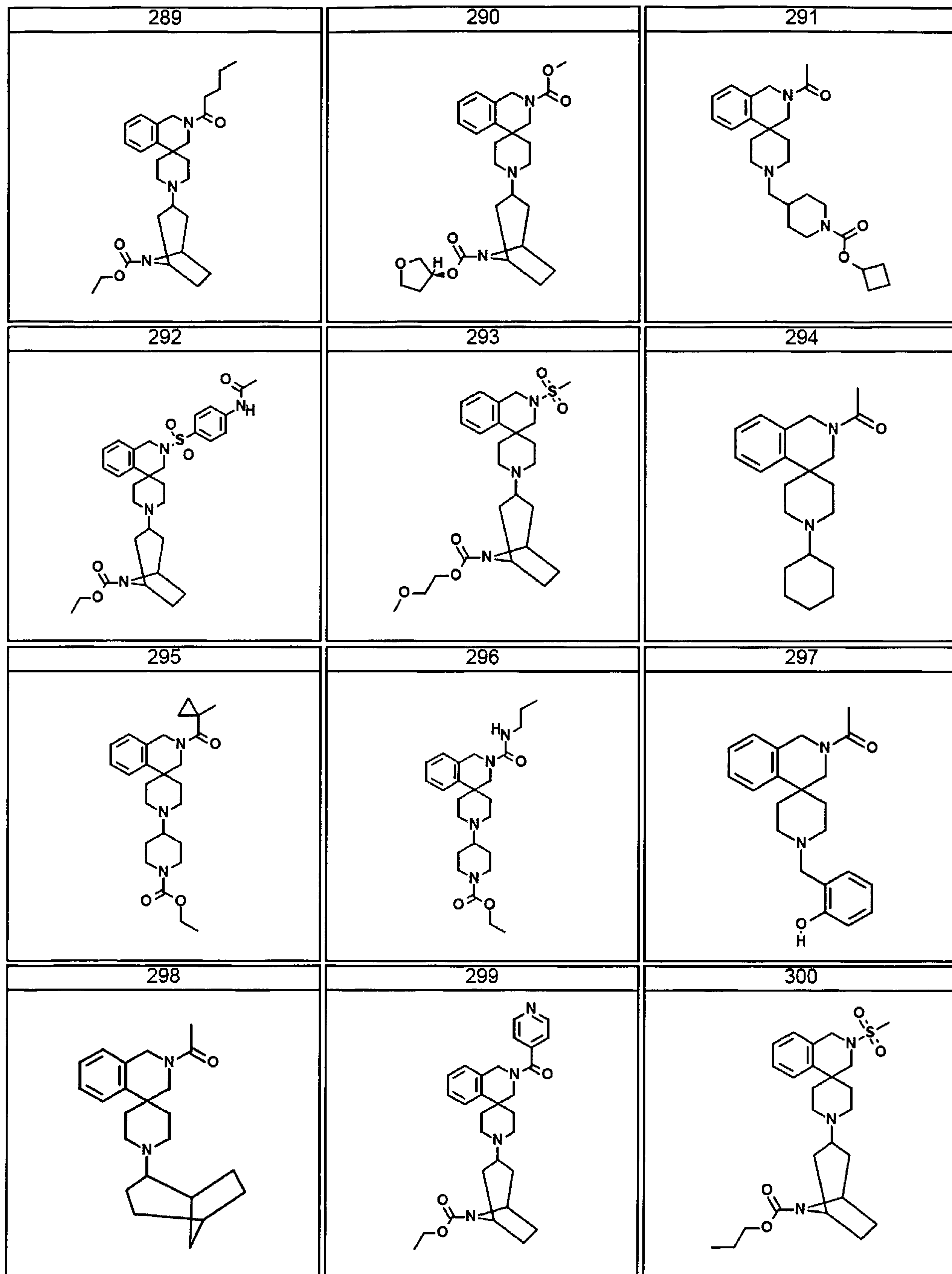


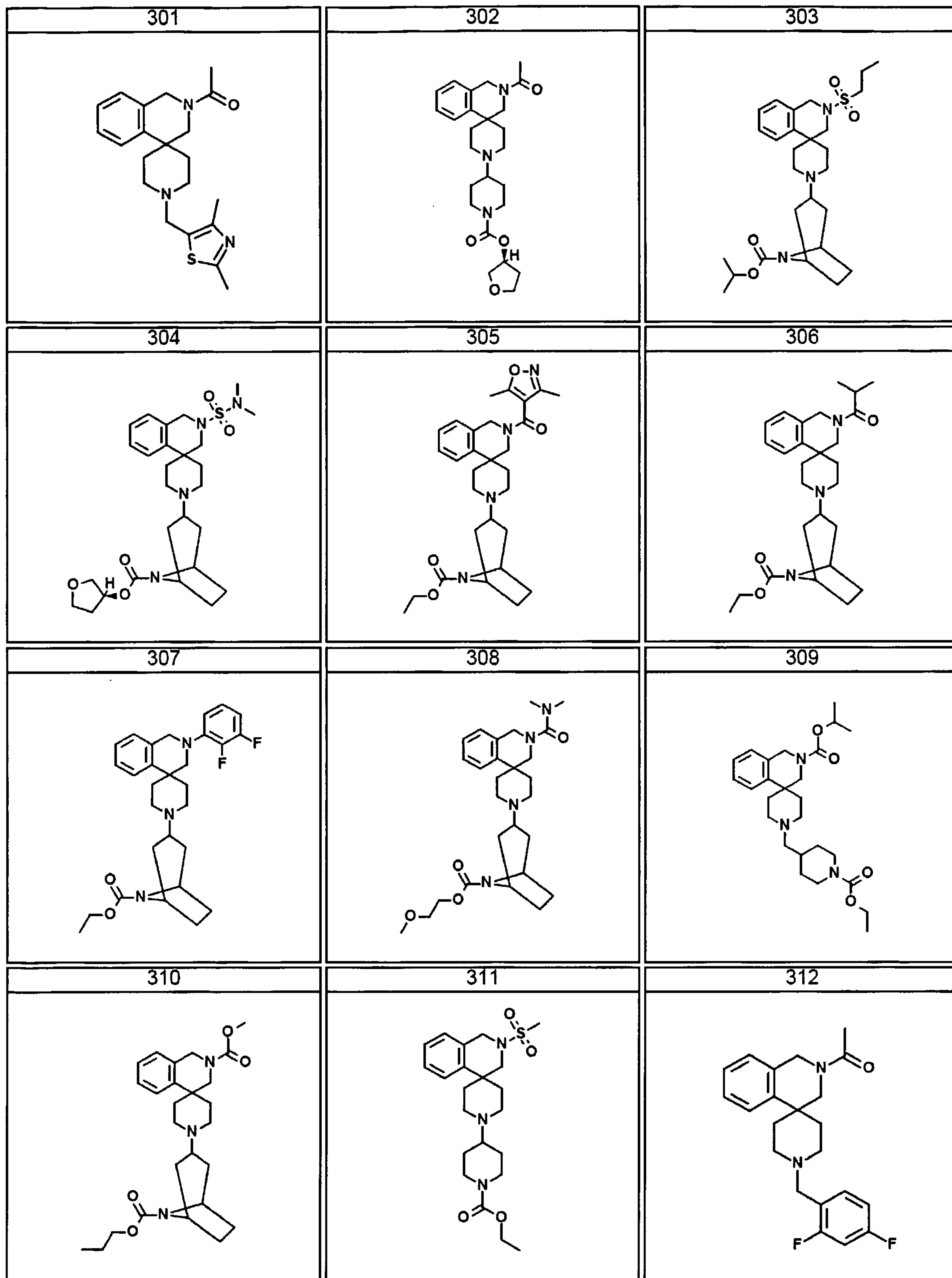


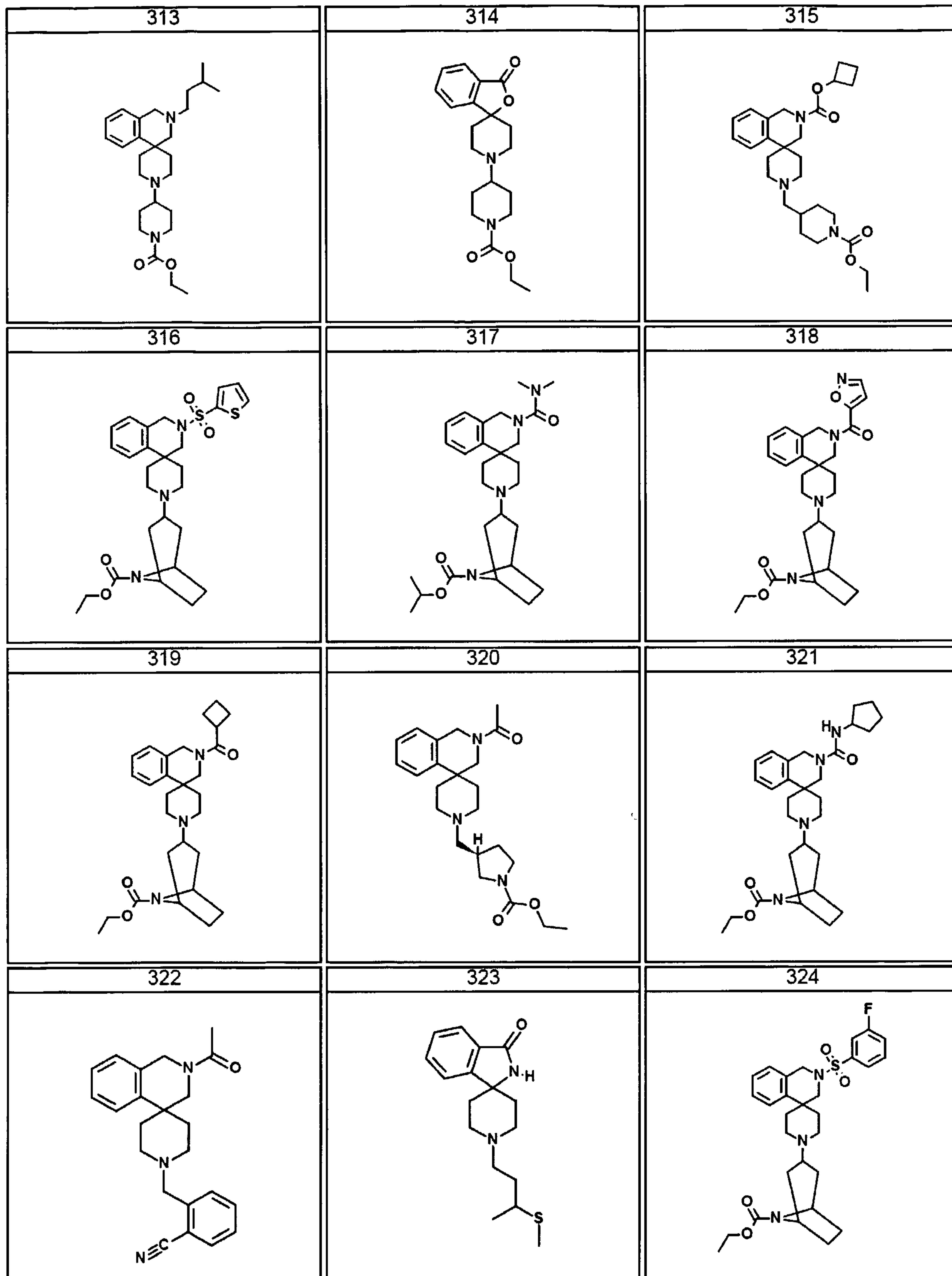


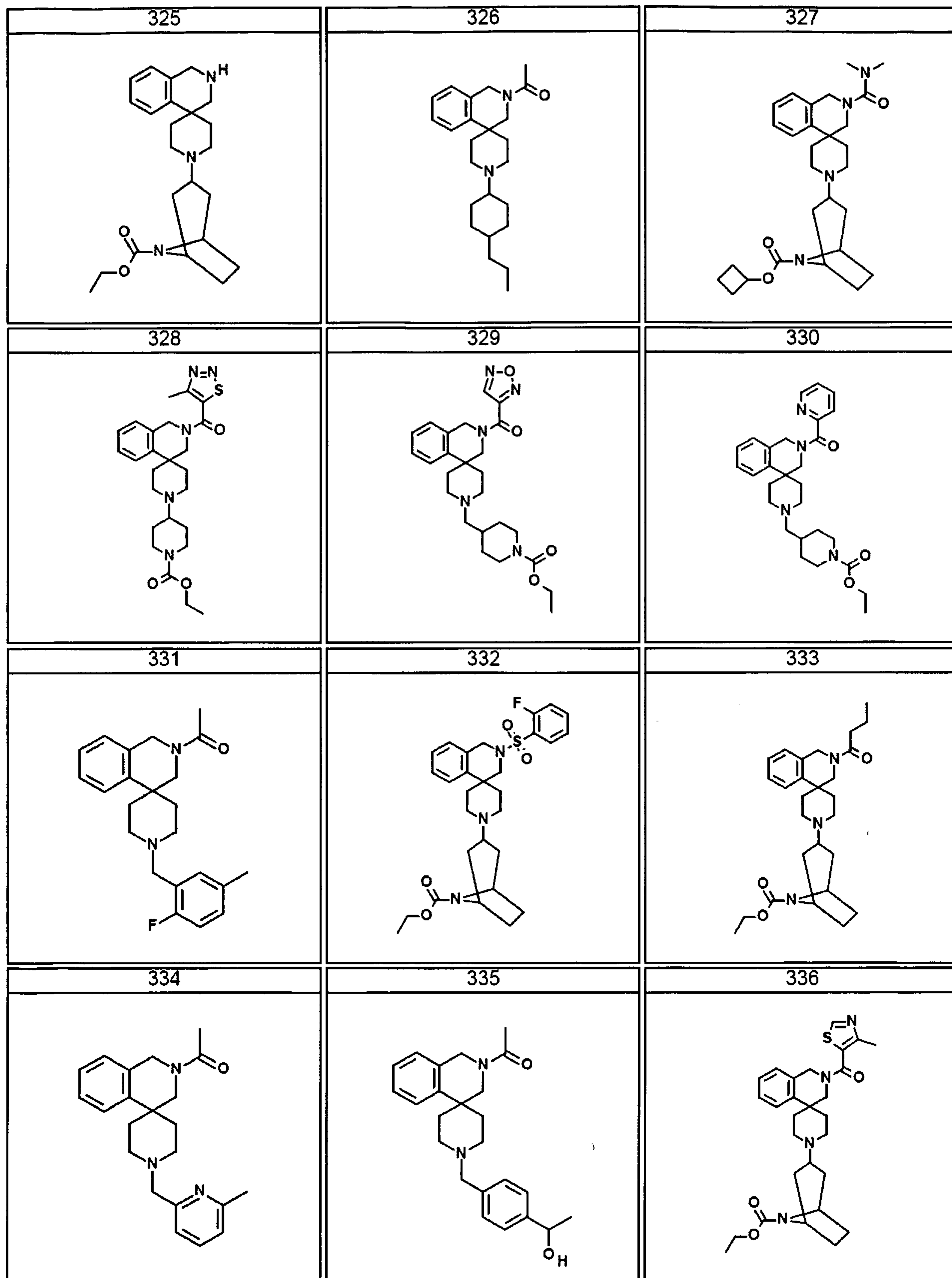


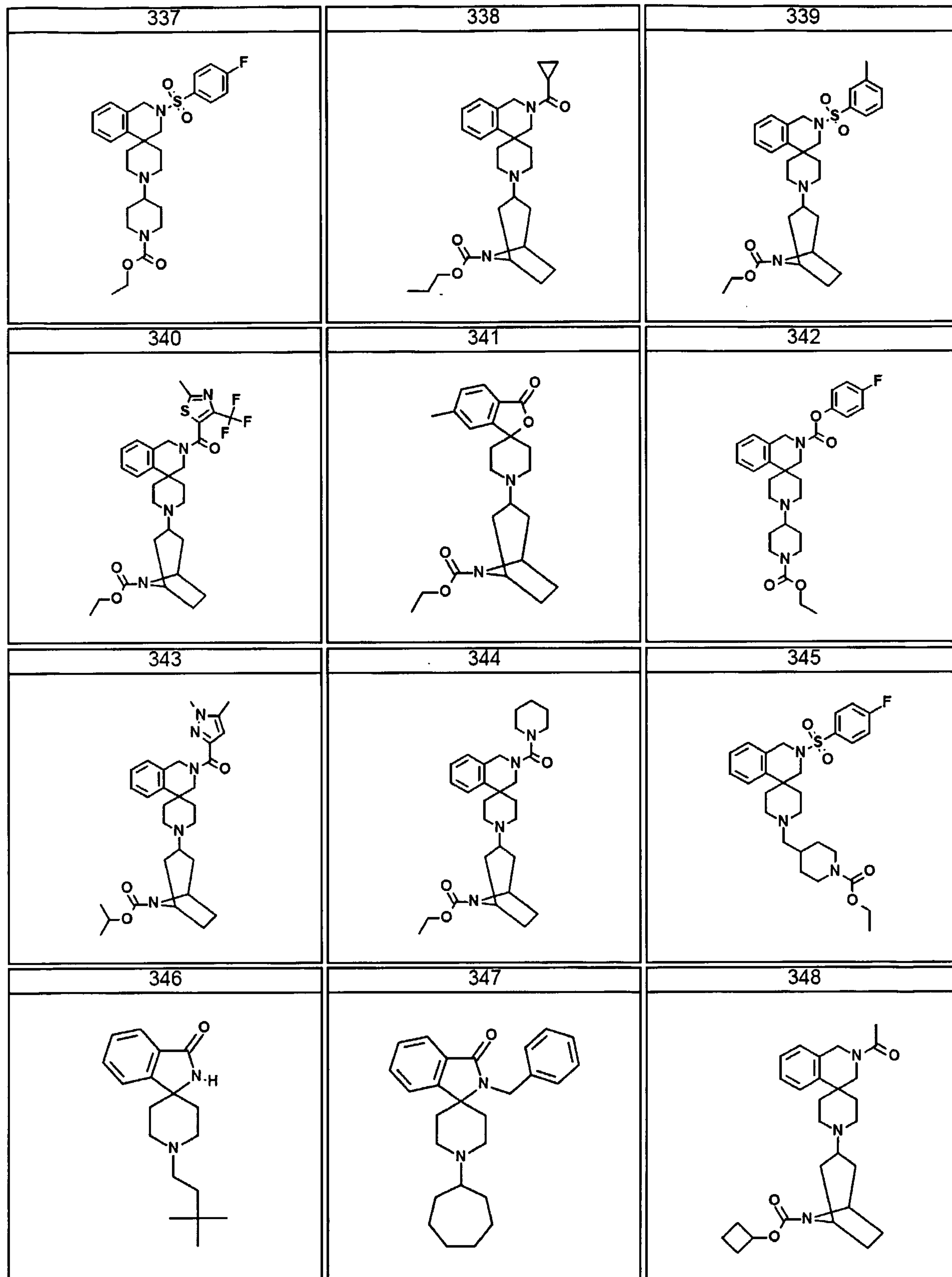


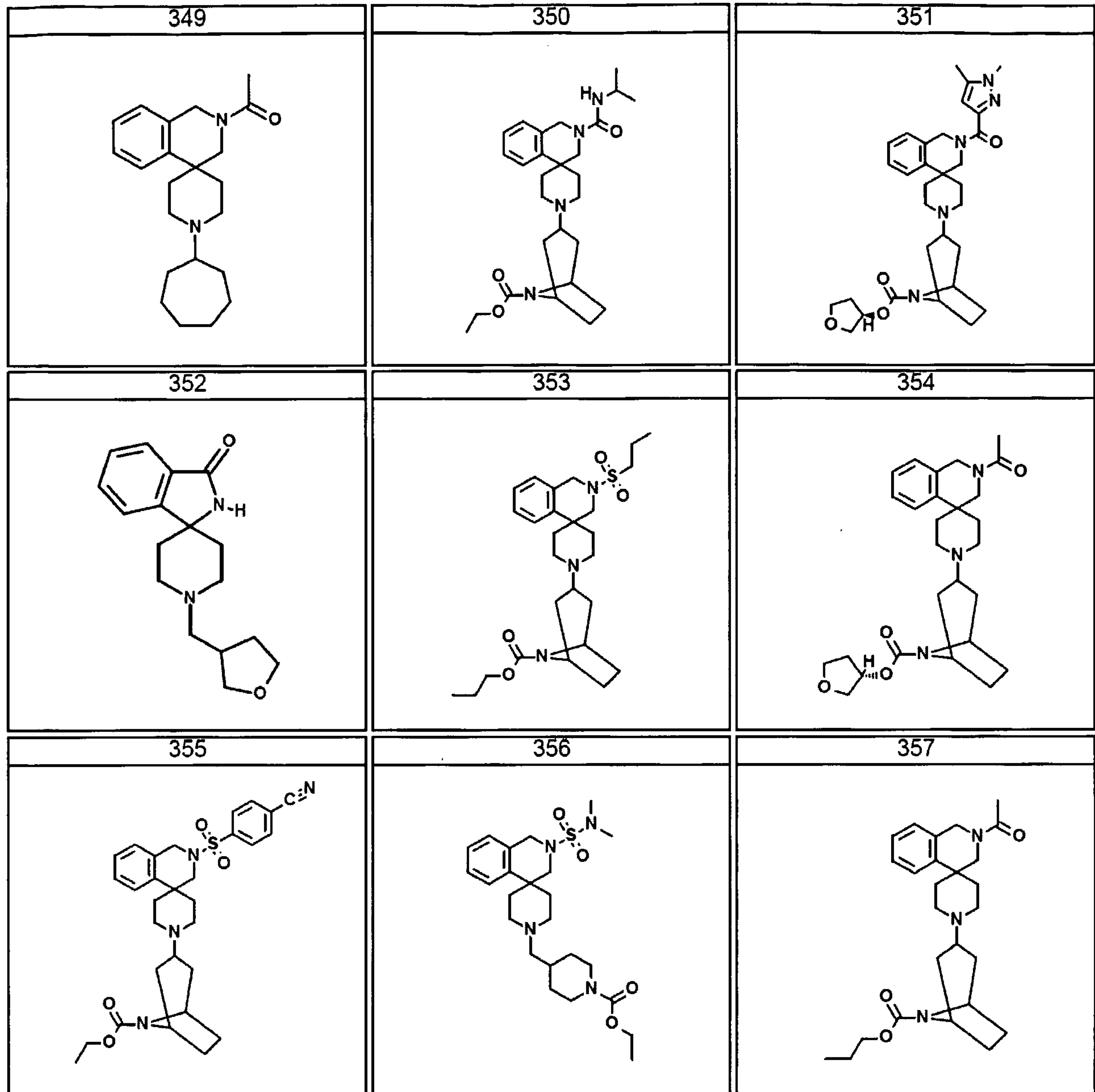


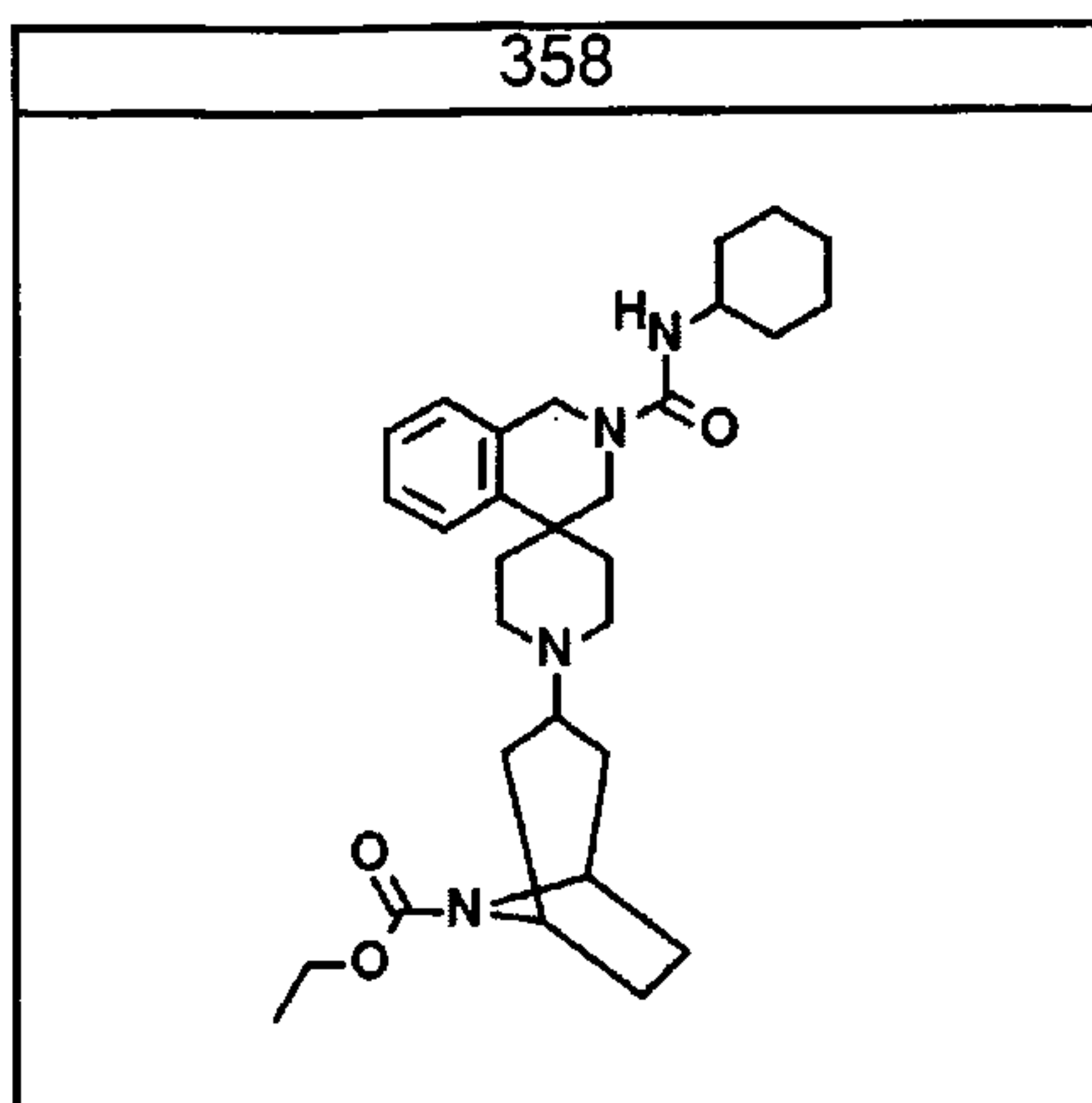












and

43. A method of treating or reducing the severity of a muscarinic receptor mediated disease in a mammal, comprising the step of administering to said mammal a compound as described in any of claims 1-42.
44. The method according to claim 43, wherein said muscarinic receptor is M₄.
45. The method according to claim 43, wherein said muscarinic receptor is M₁.
46. A method of treating or reducing the severity of a disease in a patient, wherein said disease is selected from CNS derived pathologies including cognitive disorders, Attention Deficit Hyperactivity Disorder (ADHD), obesity, Alzheimer's disease, various dementias such as vascular dementia, psychosis associated with CNS disorders including schizophrenia, mania, bipolar disorders, pain conditions including acute and chronic syndromes, Huntington's Chorea, Friederich's ataxia, Gilles de la Tourette's Syndrome, Downs Syndrome, Pick disease, clinical depression, Parkinson's disease, peripheral disorders such as reduction of intra ocular pressure in Glaucoma and treatment of dry eyes and dry mouth including Sjögren's Syndrome, bradycardia, gastric acid secretion, asthma, GI disturbances, and wound healing, wherein said method comprises the step of contacting said patient with a compound as described in any of claims 1-42.
47. A pharmaceutical composition comprising a compound according to claims 24-42 and a

pharmaceutical carrier.