The present invention relates to prodrugs of modulators of ABC transporters, particularly, CFTR modulators, compositions thereof, and methods therewith. The present invention also relates to methods of treating ABC transporter mediated diseases using such modulators. Formula (I).
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Title: QUINOLIN-4 - ONE DERIVATIVES AS MODULATORS OF ABC TRANSPORTERS

(57) Abstract: The present invention relates to prodrugs of modulators of ABC transporters, particularly, CFTR modulators, compositions thereof, and methods therewith. The present invention also relates to methods of treating ABC transporter mediated diseases using such modulators. Formula (I).
PRODRUGS OF MODULATORS OF ABC TRANSPORTERS

TECHNICAL FIELD OF THE INVENTION

[001] The present invention relates to prodrugs of ABC transporters, particularly, CFTR modulators, compositions thereof, and methods therewith. The present invention also relates to methods of treating ABC transporter mediated diseases using such prodrugs.

BACKGROUND OF THE INVENTION

[002] ABC transporters are a family of membrane transporter proteins that regulate the transport of a wide variety of pharmacological agents, potentially toxic drugs, and xenobiotics, as well as anions. ABC transporters are homologous membrane proteins that bind and use cellular adenosine triphosphate (ATP) for their specific activities. Some of these transporters were discovered as multidrug resistance proteins (like the MDR1-P glycoprotein, or the multidrug resistance protein, MRP1), defending malignant cancer cells against chemotherapeutic agents. To date, 48 ABC Transporters have been identified and grouped into 7 families based on their sequence identity and function.

[003] ABC transporters regulate a variety of important physiological roles within the body and provide defense against harmful environmental compounds. Because of this, they represent important potential drug targets for the treatment of diseases associated with defects in the transporter, prevention of drug transport out of the target cell, and intervention in other diseases in which modulation of ABC transporter activity may be beneficial.

[004] One member of the ABC transporter family commonly associated with disease is the cAMP/ATP-mediated anion channel, CFTR. CFTR is expressed in a variety of cells types, including absorptive and secretory epithelia cells, where it regulates anion flux across the membrane, as well as the activity of other ion channels and proteins. In epithelia cells, normal functioning of CFTR is critical for the maintenance of electrolyte transport throughout the body, including respiratory and digestive tissue. CFTR is composed of approximately 1480 amino acids that encode a protein made up of a tandem repeat of transmembrane domains, each containing six transmembrane helices and a nucleotide binding domain. The two transmembrane domains are linked by a large, polar,
regulatory (R)-domain with multiple phosphorylation sites that regulate channel activity and cellular trafficking.

[005] The gene encoding CFTR has been identified and sequenced (see Gregory, R. J. et al. (1990) Nature 347:382-386; Rich, D. P. et al. (1990) Nature 347:358-362; Riordan, J. R. et al. (1989) Science 245:1066-1073). A defect in this gene causes mutations in CFTR resulting in cystic fibrosis ("CF"), the most common fatal genetic disease in humans. Cystic fibrosis affects approximately one in every 2,500 infants in the United States. Within the general United States population, up to 10 million people carry a single copy of the defective gene without apparent ill effects. In contrast, individuals with two copies of the CF associated gene suffer from the debilitating and fatal effects of CF, including chronic lung disease.

[006] In patients with cystic fibrosis, mutations in CFTR endogenously expressed in respiratory epithelia leads to reduced apical anion secretion causing an imbalance in ion and fluid transport. The resulting decrease in anion transport contributes to enhanced mucus accumulation in the lung and the accompanying microbial infections that ultimately cause death in CF patients. In addition to respiratory disease, CF patients typically suffer from gastrointestinal problems and pancreatic insufficiency that, if left untreated, results in death. In addition, the majority of males with cystic fibrosis are infertile and fertility is decreased among females with cystic fibrosis. In contrast to the severe effects of two copies of the CF associated gene, individuals with a single copy of the CF associated gene exhibit increased resistance to cholera and to dehydration resulting from diarrhea – perhaps explaining the relatively high frequency of the CF gene within the population.

[007] Sequence analysis of the CFTR gene of CF chromosomes has revealed a variety of disease causing mutations (Cutting, G. R. et al. (1990) Nature 346:366-369; Dean, M. et al. (1990) Cell 61:863-870; and Kerem, B-S. et al. (1989) Science 245:1073-1080; Kerem, B-S et al. (1990) Proc. Natl. Acad. Sci. USA 87:8447-8451). To date, >1000 disease causing mutations in the CF gene have been identified (http://www.genet.sickkids.on.ca/cftr/). The most prevalent mutation is a deletion of phenylalanine at position 508 of the CFTR amino acid sequence, and is commonly referred to as ΔF508-CFTR. This mutation occurs in approximately 70% of the cases of cystic fibrosis and is associated with a severe disease.

[008] The deletion of residue 508 in ΔF508-CFTR prevents the nascent protein from folding correctly. This results in the inability of the mutant protein to exit the ER, and
traffic to the plasma membrane. As a result, the number of channels present in the membrane is far less than observed in cells expressing wild-type CFTR. In addition to impaired trafficking, the mutation results in defective channel gating. Together, the reduced number of channels in the membrane and the defective gating lead to reduced anion transport across epithelia leading to defective ion and fluid transport. (Quinton, P. M. (1990), FASEB J. 4: 2709-2727). Studies have shown, however, that the reduced numbers of ΔF508-CFTR in the membrane are functional, albeit less than wild-type CFTR. (Dalemans et al. (1991), Nature Lond. 354: 526-528; Denning et al., supra; Pasyk and Foskett (1995), J. Cell. Biochem. 270: 12347-50). In addition to ΔF508-CFTR, other disease causing mutations in CFTR that result in defective trafficking, synthesis, and/or channel gating could be up- or down-regulated to alter anion secretion and modify disease progression and/or severity.

Although CFTR transports a variety of molecules in addition to anions, it is clear that this role (the transport of anions) represents one element in an important mechanism of transporting ions and water across the epithelium. The other elements include the epithelial Na⁺ channel, ENaC, Na⁺/2Cl⁻/K⁺ co-transporter, Na⁺-K⁺-ATPase pump and the basolateral membrane K⁺ channels, that are responsible for the uptake of chloride into the cell.

These elements work together to achieve directional transport across the epithelium via their selective expression and localization within the cell. Chloride absorption takes place by the coordinated activity of ENaC and CFTR present on the apical membrane and the Na⁺-K⁺-ATPase pump and Cl⁻-channels expressed on the basolateral surface of the cell. Secondary active transport of chloride from the luminal side leads to the accumulation of intracellular chloride, which can then passively leave the cell via Cl⁻ channels, resulting in a vectorial transport. Arrangement of Na⁺/2Cl⁻/K⁺ co-transporter, Na⁺-K⁺-ATPase pump and the basolateral membrane K⁺ channels on the basolateral surface and CFTR on the luminal side coordinate the secretion of chloride via CFTR on the luminal side. Because water is probably never actively transported itself, its flow across epithelia depends on tiny transepithelial osmotic gradients generated by the bulk flow of sodium and chloride.

In addition to cystic fibrosis, modulation of CFTR activity may be beneficial for other diseases not directly caused by mutations in CFTR, such as secretory diseases and other protein folding diseases mediated by CFTR. These include, but are not limited to, chronic obstructive pulmonary disease (COPD), dry eye disease, and Sjögren's
Syndrome. COPD is characterized by airflow limitation that is progressive and not fully reversible. The airflow limitation is due to mucus hypersecretion, emphysema, and bronchiolitis. Activators of mutant or wild-type CFTR offer a potential treatment of mucus hypersecretion and impaired mucociliary clearance that is common in COPD. Specifically, increasing anion secretion across CFTR may facilitate fluid transport into the airway surface liquid to hydrate the mucus and optimized periciliary fluid viscosity. This would lead to enhanced mucociliary clearance and a reduction in the symptoms associated with COPD. Dry eye disease is characterized by a decrease in tear aqueous production and abnormal tear film lipid, protein and mucin profiles. There are many causes of dry eye, some of which include age, Lasik eye surgery, arthritis, medications, chemical/thermal burns, allergies, and diseases, such as cystic fibrosis and Sjögren's syndrome. Increasing anion secretion via CFTR would enhance fluid transport from the corneal endothelial cells and secretory glands surrounding the eye to increase corneal hydration. This would help to alleviate the symptoms associated with dry eye disease. Sjögren's syndrome is an autoimmune disease in which the immune system attacks moisture-producing glands throughout the body, including the eye, mouth, skin, respiratory tissue, liver, vagina, and gut. Symptoms include dry eye, mouth, and vagina, as well as lung disease. The disease is also associated with rheumatoid arthritis, systemic lupus, systemic sclerosis, and polymyositis/dermatomyositis. Defective protein trafficking is believed to cause the disease, for which treatment options are limited. Modulators of CFTR activity may hydrate the various organs afflicted by the disease and help to elevate the associated symptoms.

[0012] As discussed above, it is believed that the deletion of residue 508 in ΔF508-CFTR prevents the nascent protein from folding correctly, resulting in the inability of this mutant protein to exit the ER, and traffic to the plasma membrane. As a result, insufficient amounts of the mature protein are present at the plasma membrane and chloride transport within epithelial tissues is significantly reduced. In fact, this cellular phenomenon of defective ER processing of ABC transporters by the ER machinery, has been shown to be the underlying basis not only for CF disease, but for a wide range of other isolated and inherited diseases. The two ways that the ER machinery can malfunction is either by loss of coupling to ER export of the proteins leading to degradation, or by the ER accumulation of these defective/misfolded proteins [Aridor M, et al., Nature Med., 5(7), pp 745-751 (1999); Shastry, B.S., et al., Neurochem. International, 43, pp 1-7 (2003); Rutishauser, J., et al., Swiss Med Wkly, 132, pp 211-222 (2002); Morello, JP et al., TIPS, 21, pp. 466-469 (2000); Bross P., et al., Human Mut., 14, pp. 186-198 (1999)]. The diseases associated
with the first class of ER malfunction are cystic fibrosis (due to misfolded ΔF508-CFTR as discussed above), hereditary emphysema (due to α1-antitrypsin; non Piz variants), hereditary hemochromatosis, haogulation-fibrinolysis deficiencies, such as protein C deficiency, Type I hereditary angioedema, lipid processing deficiencies, such as familial hypercholesterolemia, Type I chylomicronemia, abetalipoproteinemia, lysosomal storage diseases, such as I-cell disease/pseudo-Hurler, Mucopolysaccharidosis (due to lysosomal processing enzymes), Sandhoff/Tay-Sachs (due to β-hexosaminidase), Crigler-Najjar type II (due to UDP-glucuronyl-sialyc-transferase), polyendocrinopathy/hyperinsulema, Diabetes mellitus (due to insulin receptor), Laron dwarfism (due to growth hormone receptor), myleoperoxidase deficiency, primary hypoparathyroidism (due to preproparathyroid hormone), melanoma (due to tyrosinate). The diseases associated with the latter class of ER malfunction are Glycanosis CDG type 1, hereditary emphysema (due to α1-Antitrypsin (PiZ variant), congenital hyperthyroidism, osteogenesis imperfecta (due to Type I, II, IV procollagen), hereditary hypofibrinogenemia (due to fibrinogen), ACT deficiency (due to α1-antichymotrypsin), Diabetes insipidus (DI), neurophyseal DI (due to vasopessin hormone/V2-receptor), nephrogenic DI (due to aquaporin II), Charcot-Marie Tooth syndrome (due to peripheral myelin protein 22), Perlizaeus-Merzbacher disease, neurodegenerative diseases such as Alzheimer’s disease (due to βAPP and presenilins), Parkinson’s disease, amyotrophic lateral sclerosis, progressive supranuclear plasy, Pick’s disease, several polyglutamine neurological disorders asuch as Huntingdog, spinocerebellar ataxia type I, spinal and bulbar muscular atrophy, dentatorubal pallidoluysian, and myotonic dystrophy, as well as spongiform encephalopathies, such as hereditary Creutzfeldt-Jakob disease (due to prion protein processing defect), Fabry disease (due to lysosomal α-galactosidase A) and Strausslerscheinker syndrome (due to Prp processing defect).

[0013] In addition to up-regulation of CFTR activity, reducing anion secretion by CFTR modulators may be beneficial for the treatment of secretory diarrheas, in which epithelial water transport is dramatically increased as a result of secretagogue activated chloride transport. The mechanism involves elevation of cAMP and stimulation of CFTR.

[0014] Although there are numerous causes of diarrhea, the major consequences of diarrheal diseases, resulting from excessive chloride transport are common to all, and include dehydration, acidosis, impaired growth and death.
[0015] Acute and chronic diarrheas represent a major medical problem in many areas of the world. Diarrhea is both a significant factor in malnutrition and the leading cause of death (5,000,000 deaths/year) in children less than five years old.

[0016] Secretory diarrheas are also a dangerous condition in patients of acquired immunodeficiency syndrome (AIDS) and chronic inflammatory bowel disease (IBD). 16 million travelers to developing countries from industrialized nations every year develop diarrhea, with the severity and number of cases of diarrhea varying depending on the country and area of travel.

[0017] Diarrhea in barn animals and pets such as cows, pigs and horses, sheep, goats, cats and dogs, also known as scours, is a major cause of death in these animals. Diarrhea can result from any major transition, such as weaning or physical movement, as well as in response to a variety of bacterial or viral infections and generally occurs within the first few hours of the animal's life.

[0018] The most common diarrheal causing bacteria is enterotoxogenic E.coli (ETEC) having the K99 pilus antigen. Common viral causes of diarrhea include rotavirus and coronavirus. Other infectious agents include cryptosporidium, giardia lamblia, and salmonella, among others.

[0019] Symptoms of rotaviral infection include excretion of watery feces, dehydration and weakness. Coronavirus causes a more severe illness in the newborn animals, and has a higher mortality rate than rotaviral infection. Often, however, a young animal may be infected with more than one virus or with a combination of viral and bacterial microorganisms at one time. This dramatically increases the severity of the disease.

[0020] Accordingly, there is a need for modulators of CFTR activity, and compositions thereof, that can be used to modulate the activity CFTR in the cell membrane of a mammal.

[0021] There is a need for prodrugs of such modulators that provide therapeutically sufficient amounts of the modulators in vivo.

**SUMMARY OF THE INVENTION**

[0022] It has now been found that compounds of this invention, and pharmaceutically acceptable compositions thereof, are useful as prodrugs of modulators of CFTR activity. These compounds have the general formula I:
These compounds have improved aqueous solubility and consequently possess therapeutically relevant advantages such as an enhanced bioavailability, suitability for formulation, etc. As a result, these compounds and pharmaceutically acceptable compositions thereof are useful for treating or lessening the severity of a variety of diseases, disorders, or conditions, including, but not limited to, cystic fibrosis, Hereditary emphysema, Hereditary hemochromatosis, Coagulation-Fibrinolysis deficiencies, such as Protein C deficiency, Type 1 hereditary angioedema, Lipid processing deficiencies, such as Familial hypercholesterolemia, Type 1 chylomicronemia, Abetalipoproteinemia, Lysosomal storage diseases, such as I-cell disease/Pseudo-Hurler, Mucopolysaccharidoses, Sandhof/Tay-Sachs, Crigler-Najjar type II, Polyendocrinopathy/Hyperinsulemia, Diabetes mellitus, Laron dwarfism, Myleoperoxidase deficiency, Primary hypoparathyroidism, Melanoma, Glycanosis CDG type I, Hereditary emphysema, Congenital hyperthyroidism, Osteogenesis imperfecta, Hereditary hypofibrinogenemia, ACT deficiency, Diabetes insipidus (DI), Neurohyseal DI, Neprogenic DI, Charcot-Marie Tooth syndrome, Perlizaeus-Merzbacher disease, neurodegenerative diseases such as Alzheimer’s disease, Parkinson’s disease, Amyotrophic lateral sclerosis, Progressive supranuclear plasy, Pick’s disease, several polyglutamine neurological disorders asuch as Huntington, Spinocerebellar ataxia type I, Spinal and bulbar muscular atrophy, Dentatorubal pallidolysian, and Myotonic dystrophy, as well as Spongiform encephalopathies, such as Hereditary Creutzfeldt-Jakob disease, Fabry disease, Straussler-Scheinker syndrome, COPD, dry-eye disease, and Sjogren’s disease.

**DETAILED DESCRIPTION OF THE INVENTION**

**I. General Description of Compounds of the Invention:**

**0025** According to one embodiment, the present invention provides a compound of formula I:
or a pharmaceutically acceptable salt thereof;

X is a bond or is an optionally substituted C_1-C_6 alkylidene chain wherein up to two methylene units of X are optionally and independently replaced by -CO-, -CS-, -COCO-, -CONR'-, -CONR'NR'-, -CO_2-, -OCO-, -NR'CO_2-, -O-, -NR'CONR'-, -OCONR'-, -NR'NR', -NR'NR'CO-, -NR'CO-, -S-, -SO, -SO_2-, -NR'-, -SO_2NR'-, NR'SO_2-, or -NR'SO_2NR'-;

R^X is independently R', halo, NO_2, CN, CF_3, or OCF_3;

y is 0-4;

each of R^1 and R^2 is independently selected from hydrogen, CN, CF_3, halo, C_1-C_6 straight or branched alkyl, 3-12 membered cycloaliphatic, phenyl, C_5-C_10 heteroaryl or C_3-C_7 heterocyclic, wherein said heteroaryl or heterocyclic has up to 3 heteroatoms selected from O, S, or N, wherein said R^1 and R^2 is independently and optionally substituted with up to three substituents selected from -OR', -CF_3, -OCF_3, SR', S(O)R', SO_2R', -SCF_3, halo, CN, -COOR', -OC(O)R', -COR', -O(CH_2)_2N(R')(R'), -O(CH_2)N(R')(R'), -CON(R')(R'), -(CH_2)_2OR', -(CH_2)_3OR', CH_2CN, optionally substituted phenyl or phenoxy, -N(R')(R'), -NR'C(O)OR', -NR'C(O)R', -(CH_2)_2N(R')(R'), or -(CH_2)N(R')(R');

R^3 is hydrogen;

R^{XY} is a group selected from:

(A) \( \begin{align*} & \text{R}^U \quad \text{O} \quad \text{Z(M)} \quad \text{w}_B \quad \text{X} \\ \text{R}^U \end{align*} \)

or

(B) \( \begin{align*} & \text{R}^U \quad \text{O} \quad \text{(R)} \quad \text{w}_A \quad \\ \text{R}^U \end{align*} \)

or

(C) \( \text{x} \quad \text{R}^8 \quad \text{R}^4 \quad \text{R}^5 \)

wherein in group (A) and group (B):

each of w_A, w_B, w_C, and w_D is independently 0 or 1;

each M is independently selected from hydrogen, Li, Na, K, Mg, Ca, Ba, -N(R'^7), C_1-C_12-alkyl, C_2-C_12-alkenyl, or -R'^6, wherein 1 to 4 -CH_2 radicals of the alkyl or alkenyl group,
other than the \(-\text{CH}_2\) that is bound to \(Z\), is optionally replaced by a heteroatom group selected from \(O, S, S(O), S(O)_2\), or \(N(\text{R}^7)\); and wherein any hydrogen in said alkyl, alkenyl or \(R^6\) is optionally replaced with a substituent selected from \(\text{o xo}, \text{OR}^7, \text{R}^7, \text{N(\text{R}^7)}_2, \text{N(\text{R}^7)}_3, (\text{C}1-\text{C}4 \text{ alkylidene})-\text{OH}, \text{CN}, \text{CO}_2\text{R}^7, \text{C(O)N(\text{R}^7)}_2, \text{S(O)}_2-\text{N(\text{R}^7)}_2, \text{N(\text{R}^7)}-\text{C(O)}-\text{R}^7, \text{C(O)} \text{R}^7, -\text{S(O)}_n-\text{R}^7, \text{OCF}_3, -\text{S(O)}_n-\text{R}^6, \text{N(\text{R}^7)-S(O)}_2(\text{R}^7), \text{halo}, -\text{CF}_3, \text{or -NO}_2;\)

\(n\) is 0-2;

\(M'\) is \(H, \text{C}_1-\text{C}_{12}-\text{alkyl, C}_2-\text{C}_{12}-\text{alkenyl, or -R}^6;\) wherein 1 to 4 \(-\text{CH}_2\) radicals of the alkyl or alkenyl group is optionally replaced by a heteroatom group selected from \(O, S, S(O), S(O)_2, \text{or N(\text{R}^7)};\) and wherein any hydrogen in said alkyl, alkenyl or \(R^5\) is optionally replaced with a substituent selected from \(\text{oxyo}, -\text{O R}^7, -\text{R}^7, -\text{N(\text{R}^7)}_2, \text{N(\text{R}^7)}_3, -\text{R}^7\text{OH}, -\text{CN}, -\text{CO}_2\text{R}^7, -\text{C(O)-N(\text{R}^7)}_2, -\text{S(O)}_2-\text{N(\text{R}^7)}_2, -\text{N(\text{R}^7)}-\text{C(O)}-\text{R}^7, -\text{C(O)} \text{R}^7, -\text{S(O)}_n-\text{R}^7, -\text{OCF}_3, -\text{S(O)}_n-\text{R}^6, -\text{N(\text{R}^7)-S(O)}_2(\text{R}^7), \text{halo}, -\text{CF}_3, \text{or -NO}_2;\)

\(Z\) is \(-\text{CH}_2-\), \(-\text{O}-\), \(-\text{S}-\), \(-\text{N(\text{R}^7)}_2-\); or,

when \(M\) is absent, then \(Z\) is hydrogen, =\(O\), or =\(S\);

\(Y\) is \(P\) or \(S\), wherein when \(Y\) is \(S\), then \(Z\) is not \(S\);

\(X\) is \(O\) or \(S\);

each \(\text{R}^7\) is independently selected from hydrogen, or \(\text{C}_1-\text{C}_4\) aliphatic, optionally substituted with up to two \(Q_1\);

each \(Q_1\) is independently selected from a 3-7 membered saturated, partially saturated or unsaturated carbocyclic ring system; or a 4-7 membered saturated, partially saturated or unsaturated heterocyclic ring containing one or more heteroatom or heteroatom group selected from \(O, N, NH, S, SO, \text{or SO}_2;\) wherein \(Q_1\) is optionally substituted with up to three substituents selected from \(\text{o xo}, -\text{OH}, -\text{O(C}_1-\text{C}_4\text{ aliphatic)}, -\text{C}_1-\text{C}_4\text{ aliphatic, -NH}_2, \text{NH(C}_1-\text{C}_4\text{ aliphatic)}, -\text{N(C}_1-\text{C}_4\text{ aliphatic)}_2, -\text{N(C}_1-\text{C}_4\text{ aliphatic)-C(O)-C}_1-\text{C}_4\text{ aliphatic, -(C}_1-\text{C}_4\text{ aliphatic)-OH, -CN, -CO}_2\text{H, -CO}_2\text{(C}_1-\text{C}_4\text{ aliphatic), -OCO(C}_1-\text{C}_4\text{ aliphatic), -C(O)-NH}_2, -C(O)-NH(C}_1-\text{C}_4\text{ aliphatic, -C(O)-N(C}_1-\text{C}_4\text{ aliphatic)}_2, \text{halo or -CF}_3;}\)

\(R^6\) is a 4-6 membered saturated, partially saturated or unsaturated carbocyclic or heterocyclic ring system, or an 8-10 membered saturated, partially saturated or unsaturated bicyclic ring system; wherein any 1 said heterocyclic ring systems contains one or more heteroatoms selected from \(O, N, S, \text{or S(O)}_n;\) and wherein any of said ring systems optionally contains 1 to 4 substituents independently selected from \(\text{OH, C}_1-\text{C}_4\text{ alkyl, O-(C}_1-\text{C}_4\text{ alkyl)}\) or \(\text{O-C(O)-(C}_1-\text{C}_4\text{ alkyl)};\)

\(R^9\) is \(\text{C(\text{R}^7)}_2, \text{O or N(\text{R}^7)};\)

wherein in group \((\text{C})\):
$R^8$ is selected from C1-C6 alkyl;

each of $R^4$ and $R^5$ is selected from C1-C6 aliphatic optionally substituted with $Q_1$;

$R'$ is independently selected from hydrogen or an optionally substituted group selected from a C$_1$-C$_8$ aliphatic group, a 3-8-membered saturated, partially unsaturated, or fully unsaturated monocyclic ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur, or an 8-12 membered saturated, partially unsaturated, or fully unsaturated bicyclic ring system having 0-5 heteroatoms independently selected from nitrogen, oxygen, or sulfur; or two occurrences of $R'$ are taken together with the atom(s) to which they are bound to form an optionally substituted 3-12 membered saturated, partially unsaturated, or fully unsaturated monocyclic or bicyclic ring having 0-4 heteroatoms independently selected from nitrogen, oxygen, or sulfur; and

each $R^U$ is independently hydrogen or C1-C6 alkyl optionally substituted with up to four halo substituents.

[001] Compounds and Definitions:

[0026] As used herein, the following definitions shall apply unless otherwise indicated.

[0027] The term "ABC-transporter" as used herein means an ABC-transporter protein or a fragment thereof comprising at least one binding domain, wherein said protein or fragment thereof is present in vivo or in vitro. The term "binding domain" as used herein means a domain on the ABC-transporter that can bind to a modulator. See, e.g., Hwang, T. C. et al., J. Gen. Physiol. (1998): 111(3), 477-90.

[0028] The term "CFTR" as used herein means cystic fibrosis transmembrane conductance regulator or a mutation thereof capable of regulator activity, including, but not limited to, ΔF508 CFTR and G551D CFTR (see, e.g., http://www.genet.sickkids.on.ca/cftr/, for CFTR mutations).

[0029] The term "modulating" as used herein means increasing or decreasing by a measurable amount.

[0031] As described herein, compounds of the invention may optionally be substituted with one or more substituents, such as are illustrated generally above, or as exemplified by particular classes, subclasses, and species of the invention. It will be appreciated that the phrase “optionally substituted” is used interchangeably with the phrase “substituted or unsubstituted.” 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. 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. Combinations of substituents envisioned by this invention are preferably those that result in the formation of stable or chemically feasible compounds. The term “stable”, 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.

[0032] The term “aliphatic” or “aliphatic group”, as used herein, means a straight-chain (i.e., unbranched) or branched, substituted or unsubstituted hydrocarbon chain that is completely saturated or that contains one or more units of unsaturation, or a monocyclic hydrocarbon or bicyclic hydrocarbon that is completely saturated or that contains one or more units of unsaturation, but which is not aromatic (also referred to herein as "carbocycle" “cycloaliphatic” or “cycloalkyl”), that has a single point of attachment to the rest of the molecule. Unless otherwise specified, aliphatic groups contain 1-20 aliphatic carbon atoms. In some embodiments, aliphatic groups contain 1-10 aliphatic carbon atoms. In other embodiments, aliphatic groups contain 1-8 aliphatic carbon atoms. In still other embodiments, aliphatic groups contain 1-6 aliphatic carbon atoms, and in yet other embodiments aliphatic groups contain 1-4 aliphatic carbon atoms. In some embodiments, "cycloaliphatic" (or "carbocycle" or "cycloalkyl") refers to a monocyclic C3-C8 hydrocarbon or bicyclic or tricyclic C3-C14 hydrocarbon that is completely saturated or that contains one or more units of unsaturation, but which is not aromatic, that has a single point of attachment to the rest of the molecule wherein any individual ring in said bicyclic ring
system has 3-7 members. Suitable aliphatic groups include, but are not limited to, linear or branched, substituted or unsubstituted alkyl, alkenyl, alkynyl groups and hybrids thereof such as (cycloalkyl)alkyl, (cycloalkenyl)alkyl or (cycloalkyl)alkenyl. Suitable cycloaliphatic groups include cycloalkyl, bicyclic cycloalkyl (e.g., decalin), bridged bicycloalkyl such as norbornyl or [2.2.2]bicyclo-octyl, or bridged tricyclic such as adamantyl.

[0033] The term "heteroaliphatic", as used herein, means aliphatic groups wherein one or two carbon atoms are independently replaced by one or more of oxygen, sulfur, nitrogen, phosphorus, or silicon. Heteroaliphatic groups may be substituted or unsubstituted, branched or unbranched, cyclic or acyclic, and include "heterocycle", "heterocycloaliphatic", or "heterocyclic" groups.

[0034] The term "heterocycle", "heterocyclyl", "heterocycloaliphatic", or "heterocyclic" as used herein means non-aromatic, monocyclic, bicyclic, or tricyclic ring systems in which one or more ring members is independently a heteroatom selected from oxygen, sulfur, nitrogen, phosphorus, or silicon. In some embodiments, the "heterocycle", "heterocyclyl", "heterocycloaliphatic", or "heterocyclic" group has three to fourteen ring members in which one or more ring members is a heteroatom independently selected from oxygen, sulfur, nitrogen, or phosphorus, and each ring in the system contains 3 to 7 ring members.

[0035] The term "heteroatom" means one or more of oxygen, sulfur, nitrogen, phosphorus, or silicon (including, any oxidized form of nitrogen, sulfur, phosphorus, or silicon; the quaternized form of any basic nitrogen or; a substitutable nitrogen of a heterocyclic ring, for example N (as in 3,4-dihydro-2H-pyrrolyl), NH (as in pyrrolidinyl) or NR+ (as in N-substituted pyrrolidinyl)).

[0036] The term "unsaturated", as used herein, means that a moiety has one or more units of unsaturation.

[0037] The term "alkoxy", or "thioalkyl", as used herein, refers to an alkyl group, as previously defined, attached to the rest of the molecule through an oxygen ("alkoxy") or sulfur ("thioalkyl") atom.

[0038] The terms "haloaliphatic" and "haloalkoxy" means aliphatic or alkoxy, as the case may be, substituted with one or more halo atoms. The term "halogen" or "halo" means F, Cl, Br, or I. Examples of haloaliphatic include -CHF₂, -CH₂F, -CF₃, -CF₂, or perhaloalkyl, such as, -CF₂CF₃.
The term "aryl" used alone or as part of a larger moiety as in "aralkyl", "aralkoxy", or "aryloxyalkyl", refers to monocyclic, bicyclic, and tricyclic ring systems having a total of five to fourteen ring members, wherein at least one ring in the system is aromatic and wherein each ring in the system contains 3 to 7 ring members. The term "aryl" may be used interchangeably with the term "aryl ring". The term "aryl" also refers to heteroaryl ring systems as defined hereinbelow.

The term "heteroaryl", used alone or as part of a larger moiety as in "heteroaalkyl" or "heteroaryloxy", refers to monocyclic, bicyclic, and tricyclic ring systems having a total of five to fourteen ring members, wherein at least one ring in the system is aromatic, at least one ring in the system contains one or more heteroatoms, and wherein each ring in the system contains 3 to 7 ring members. The term "heteroaryl" may be used interchangeably with the term "heteroaryl ring" or the term "heteroaromatic".

An aryl (including aralkyl, aralkoxy, aryloxyalkyl and the like) or heteroaryl (including heteroaalkyl and heteroaryloxy and the like) group may contain one or more substituents. Suitable substituents on the unsaturated carbon atom of an aryl or heteroaryl group are selected from halo; -R; -OR; -SR; 1,2-methylene-dioxy; 1,2-ethylenedioxy; phenyl (Ph) optionally substituted with R; -O(Ph) optionally substituted with R; -(CH2)2-Ph), optionally substituted with R; -O(CH2)2Ph), optionally substituted with R; -C(O)R; -N(R)2; -NR(C(O)R; -NR(C(O)N(R)2; -NR(CO2R; -NR(NR)C(O)R; -NR(NR)C(O)N(R)2; -NR(NR)CO2R; -NR(C(O)C(O)R; -C(O)CH2C(O)R; -CO2R; -C(O)R; -C(O)N(R)2; -OC(O)N(R)2; -SO2N(R)2; -SO2N(R)2; or -(CH2)2NHC(O)R wherein each independent occurrence of R is selected from hydrogen, optionally substituted C1-6 aliphatic, an unsubstituted 5-6 membered heteroaryl or heterocyclic ring, phenyl, -O(Ph), or -CH2(Ph), or, notwithstanding the definition above, two independent occurrences of R; on the same substituent or different substituents, taken together with the atom(s) to which each R group is bound, form a 3-8-membered cycloalkyl, heterocyclyl, aryl, or heteroaryl ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur. Optional substituents on the aliphatic group of R are selected from NH2, NH(C1-4 aliphatic), N(C1-4 aliphatic)2, halo, C1-4 aliphatic, OH, O(C1-4 aliphatic), NO2, CN, CO2H, CO2(C1-4 aliphatic), O(haloC1-4 aliphatic), or haloC1-4 aliphatic, wherein each of the foregoing C1-4 aliphatic groups of R is unsubstituted.
[0042] An aliphatic or heteroaliphatic group, or a non-aromatic heterocyclic ring may contain one or more substituents. Suitable substituents on the saturated carbon of an aliphatic or heteroaliphatic group, or of a non-aromatic heterocyclic ring are selected from those listed above for the unsaturated carbon of an aryl or heteroaryl group and additionally include the following: \( =O, =S, =NNHR^*, =NN(\text{R}^*), =\text{NNHC}(\text{O})\text{R}^*, =\text{NNHCO}_2(\text{alkyl}), =\text{NNHSO}_2(\text{alkyl}), \) or \( =\text{NR}^* \), where each \( \text{R}^* \) is independently selected from hydrogen or an optionally substituted \( \text{C}_{1-4} \) aliphatic. Optional substituents on the aliphatic group of \( \text{R}^* \) are selected from \( \text{NH}_2, \text{NH}(\text{C}_{1-4} \text{ aliphatic}), \text{N}(\text{C}_{1-4} \text{ aliphatic})_2, \text{halo, C}_{1-4} \text{ aliphatic, OH, O}(\text{C}_{1-4} \text{ aliphatic}), \text{NO}_2, \text{CN, CO}_2\text{H, CO}_2(\text{C}_{1-4} \text{ aliphatic}), \text{O}(\text{halo C}_{1-4} \text{ aliphatic}), \) or \( \text{halo}(\text{C}_{1-4} \text{ aliphatic}), \) wherein each of the foregoing \( \text{C}_{1-4} \text{ aliphatic} \) groups of \( \text{R}^* \) is unsubstituted.

[0043] Optional substituents on the nitrogen of a non-aromatic heterocyclic ring are selected from \( -\text{R}^*, -\text{N}(\text{R}^*)_2, -\text{C}(\text{O})\text{R}^*, -\text{CO}_2\text{R}^*, -\text{C}(\text{O})\text{C}(\text{O})\text{R}^*, -\text{C}(\text{O})\text{CH}_2\text{C}(\text{O})\text{R}^*, -\text{SO}_2\text{R}^*, -\text{SO}_2\text{N}(\text{R}^*)_2, -\text{C}=\text{S}(\text{=N})\text{N}(\text{R}^*)_2, -\text{C}=\text{NH}\text{N}(\text{R}^*)_2, \) or \( -\text{NR}^*\text{SO}_2\text{R}^*; \) wherein \( \text{R}^* \) is hydrogen, an optionally substituted \( \text{C}_{1-6} \) aliphatic, optionally substituted phenyl, optionally substituted \( -\text{O}(\text{Ph}), \) optionally substituted \( -\text{CH}_2(\text{Ph}), \) optionally substituted \( -(\text{CH}_2)_2(\text{Ph}); \) optionally substituted \( -\text{CH}=\text{CH(Ph)}; \) or an unsubstituted 5-6 membered heteroaryl or heterocyclic ring having one to four heteroatoms independently selected from oxygen, nitrogen, or sulfur, or, notwithstanding the definition above, two independent occurrences of \( \text{R}^* \), on the same substituent or different substituents, taken together with the atom(s) to which each \( \text{R}^* \) group is bound, form a 3-8-membered cycloalkyl, heterocyclyl, aryl, or heteroaryl ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur. Optional substituents on the aliphatic group or the phenyl ring of \( \text{R}^* \) are selected from \( \text{NH}_2, \text{NH}(\text{C}_{1-4} \text{ aliphatic}), \text{N}(\text{C}_{1-4} \text{ aliphatic})_2, \text{halo, C}_{1-4} \text{ aliphatic, OH, O}(\text{C}_{1-4} \text{ aliphatic}), \text{NO}_2, \text{CN, CO}_2\text{H, CO}_2(\text{C}_{1-4} \text{ aliphatic}), \text{O}(\text{halo C}_{1-4} \text{ aliphatic}), \) or \( \text{halo}(\text{C}_{1-4} \text{ aliphatic}), \) wherein each of the foregoing \( \text{C}_{1-4} \text{ aliphatic} \) groups of \( \text{R}^* \) is unsubstituted.

[0044] The term "alkylidene chain" refers to a straight or branched carbon chain that may be fully saturated or have one or more units of unsaturation and has two points of attachment to the rest of the molecule. The term "spirocycloalkylidene" refers to a carbocyclic ring that may be fully saturated or have one or more units of unsaturation and has two points of attachment from the same ring carbon atom to the rest of the molecule.

[0045] As detailed above, in some embodiments, two independent occurrences of \( \text{R}^0 \) (or \( \text{R}^* \), or any other variable similarly defined herein), are taken together together with the atom(s) to which each variable is bound to form a 3-8-membered cycloalkyl, heterocyclyl, aryl, or heteroaryl ring having 0-3 heteroatoms independently selected from
nitrogen, oxygen, or sulfur. Exemplary rings that are formed when two independent occurrences of $R^0$ (or $R^+$, or any other variable similarly defined herein) are taken together with the atom(s) to which each variable is bound include, but are not limited to the following: a) two independent occurrences of $R^0$ (or $R^+$, or any other variable similarly defined herein) that are bound to the same atom and are taken together with that atom to form a ring, for example, $N(R^0)_2$, where both occurrences of $R^0$ are taken together with the nitrogen atom to form a piperidin-1-yl, piperazin-1-yl, or morpholin-4-yl group; and b) two independent occurrences of $R^0$ (or $R^+$, or any other variable similarly defined herein) that are bound to different atoms and are taken together with both of those atoms to form a ring, for example where a phenyl group is substituted with two occurrences of OR$^0$

\[
\begin{align*}
\text{OR}^0 & \\
\text{OR}^0 & 
\end{align*}
\]

these two occurrences of $R^0$ are taken together with the oxygen atoms to which they are bound to form a fused 6-membered oxygen containing ring:

It will be appreciated that a variety of other rings can be formed when two independent occurrences of $R^0$ (or $R^+$, or any other variable similarly defined herein) are taken together with the atom(s) to which each variable is bound and that the examples detailed above are not intended to be limiting.

[0046] It is understood that in moieties (A) and (B) of $R^{XY}$ above, when M is a divalent cation, such as Mg or Ca, then $w_C = 0$ in order to satisfy the valencies.

[0047] Unless otherwise stated, structures depicted herein are also meant to include all isomorphic (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. E.g., when $R^3$ in compounds of formula I is hydrogen, compounds of formula I may exist as tautomers:
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 $^{13}$C- or $^{14}$C-enriched carbon are within the scope of this invention. Such compounds are useful, for example, as analytical tools or probes in biological assays.

[0048] 3. Description of Exemplary Compounds:

[0049] According to one embodiment, the present invention provides a compound of formula I:

$$
(R^8X)_y \begin{array}{c}
\text{O} \\
\text{N} \\
\text{H} \\
\text{N} \\
\text{O} \\
\text{R}^Y \\
\text{R}^X
\end{array}
$$

or a pharmaceutically acceptable salt thereof;

$X$ is a bond or is an optionally substituted C$_1$-C$_6$ alkylidene chain wherein up to two methylene units of $X$ are optionally and independently replaced by $-\text{CO}$, $-\text{CS}$, $-\text{COCO}$, $-\text{CONR}^\prime$, $-\text{CONR}'\text{NR}^\prime$, $-\text{CO}_2$, $-\text{OCO}$, $-\text{NR}'\text{CO}_2$, $-\text{O}$, $-\text{NR}'\text{CONR}^\prime$, $-\text{OCONR}^\prime$, $-\text{NR}'\text{NR}^\prime$, $-\text{NR}'\text{NR}'\text{CO}$, $-\text{NR}'\text{CO}$, $-\text{S}$, $-\text{SO}$, $-\text{SO}_2$, $-\text{NR}'$, $-\text{SO}_2\text{NR}^\prime$, $\text{NR}'\text{SO}_2$, or $-\text{NR}'\text{SO}_2\text{NR}^\prime$;

$R^X$ is independently $R^\prime$, halo, NO$_2$, CN, CF$_3$, or OCF$_3$;

$y$ is 0-4;

each of $R^1$ and $R^2$ is independently selected from hydrogen, CN, CF$_3$, halo, C$_1$-C$_6$ straight or branched alkyl, 3-12 membered cycloaliphatic, phenyl, C$_5$-C$_{10}$ heteroaryl or C$_3$-C$_7$ heterocyclic, wherein said heteroaryl or heterocyclic has up to 3 heteroatoms selected from O, S, or N, wherein said $R^1$ and $R^2$ is independently and optionally
substituted with up to three substituents selected from -OR', -CF₃, -OCF₃, SR', S(O)R',
SO₂R', -SCF₃, halo, CN, -COOR', -OC(O)R', -COR', -O(CH₂)₂N(R')(R'),
-O(CH₂)₃N(R')(R')(R'), -CON(R')(R'), -(CH₂)₂OR', -(CH₂)OR', CH₂CN, optionally substituted
phenyl or phenoxy, -N(R')(R'), -NR'C(O)OR', -NR'C(O)R', -(CH₂)₂N(R')(R'), or
-(CH₂)₃N(R')(R')(R');

R³ is hydrogen;

R⁴X is a group selected from:

(A)  
(B)  
(C)

wherein in group (A) and group (B):

each of wₐ, wᵦ, wₒ, and wₜ is independently 0 or 1;

each M is independently selected from hydrogen, Li, Na, K, Mg, Ca, Ba, -N(R⁷)₄, C₁-
C₁₂-alkyl, C₂-C₁₂-alkenyl, or -R⁶; wherein 1 to 4 -CH₂ radicals of the alkyl or alkenyl group,
other than the -CH₂ that is bound to Z, is optionally replaced by a heteroatom group selected
from O, S, S(O), S(O)₂, or N(R⁷); and wherein any hydrogen in said alkyl, alkenyl or R⁶ is
optionally replaced with a substituent selected from oxo, -OR⁷, -R⁷', N(R⁷)₂, N⁷OH, -
CN, -CO₂ R⁷', -C(O)-N(R⁷)₂, S(O)₂-N(R⁷)₂, N(R⁷)-C(O)-R⁷, C(O) R⁷, -S(O)ₙ-R⁷, OCF₃,
-S(O)ₙ-R⁶, N(R⁷)-S(O)₂(R⁷'), halo, -CF₃, or -NO₂;

n is 0-2;

M' is H, C₁-C₁₂-alkyl, C₂-C₁₂-alkenyl, or -R⁶; wherein 1 to 4 -CH₂ radicals of the
alkyl or alkenyl group is optionally replaced by a heteroatom group selected from O, S, S(O),
S(O)₂, or N(R⁷); and wherein any hydrogen in said alkyl, alkenyl or R⁶ is optionally replaced
with a substituent selected from oxo, -O R⁷, -R⁷', -N(R⁷)₂, N⁷OH, -CN, -CO₂ R⁷', -
C(O)-N(R⁷)₂, S(O)₂-N(R⁷)₂, N(R⁷)-C(O)-R⁷, -C(O) R⁷, -S(O)ₙ-R⁷, -OCF₃, -S(O)ₙ-R⁶,
-N(R⁷)-S(O)₂(R⁷'), halo, -CF₃, or -NO₂;

Z is -CH₂-, -O-, -S-, -N(R⁷)₂; or,

then M is absent, then Z is hydrogen, =O, or =S;

Y is P or S, wherein when Y is S, then Z is not S;

X is O or S;

each R⁷ is independently selected from hydrogen, or C₁-C₄ aliphatic,

optionally substituted with up to two Q₁;
each Q₁ is independently selected from a 3-7 membered saturated, partially saturated or unsaturated carbocyclic ring system; or a 4-7 membered saturated, partially saturated or unsaturated heterocyclic ring containing one or more heteroatom or heteroatom group selected from O, N, NH, S, SO, or SO₂; wherein Q₁ is optionally substituted with up to three substituents selected from oxo, -OH, -O(C₁-C₄ aliphatic), -C₁-C₄ aliphatic, -NH₂, NH(C₁-C₄ aliphatic), -N(C₁-C₄ aliphatic)₂, -N(C₁-C₄ aliphatic)-C(O)-C₁-C₄ aliphatic, -C₁-C₄ aliphatic)-OH, -CN, -CO₂H, -CO₂(C₁-C₄ aliphatic), -C(O)-NH₂, -C(O)-NH(C₁-C₄ aliphatic), -C(O)-N(C₁-C₄ aliphatic)₂, halo or -CF₃;

R⁶ is a 4-6 membered saturated, partially saturated or unsaturated carbocyclic or heterocyclic ring system, or an 8-10 membered saturated, partially saturated or unsaturated bicyclic ring system; wherein any of said heterocyclic ring systems contains one or more heteroatoms selected from O, N, S, S(O)ᵣ or N(R⁷); and wherein any of said ring systems optionally contains 1 to 4 substituents independently selected from OH, C₁-C₄ alkyl, O-C₁-C₄ alkyl or O-C(O)-C₁-C₄ alkyl;

R⁸ is C(R⁷)₂, O or N(R⁷);

wherein in group (C):

R⁸ is selected from C₁-C₆ alkyl;

each of R⁴ and R⁵ is selected from C₁-C₆ aliphatic optionally substituted with Q₁;

R’ is independently selected from hydrogen or an optionally substituted group selected from a C₁-C₈ aliphatic group, a 3-8-membered saturated, partially unsaturated, or fully unsaturated monocyclic ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur, or an 8-12 membered saturated, partially unsaturated, or fully unsaturated bicyclic ring system having 0-5 heteroatoms independently selected from nitrogen, oxygen, or sulfur; or two occurrences of R’ are taken together with the atom(s) to which they are bound to form an optionally substituted 3-12 membered saturated, partially unsaturated, or fully unsaturated monocyclic or bicyclic ring having 0-4 heteroatoms independently selected from nitrogen, oxygen, or sulfur; and

each R¹¹ is independently hydrogen or C₁-C₆ alkyl optionally substituted with up to four halo substituents.

[0050] In one embodiment, y is 0-2. In one embodiment, y is 0.

[0051] In one embodiment, X is a bond and R⁸ is hydrogen.

[0052] In one embodiment, R’ is hydrogen.

[0053] In one embodiment, R’ is a C₁-C₈ aliphatic group, optionally substituted with up to 3 substituents selected from halo, CN, CF₃, CHF₂, OCF₃, or OCHF₂, wherein up...
to two methylene units of said C1-C8 aliphatic is optionally replaced with --CO--, -CONH(C1-C4 alkyl)--, -CO2--, -OCO--, -N(C1-C4 alkyl)CO2--, -O--, -N(C1-C4 alkyl)CON(C1-C4 alkyl)--, -OCO(N(C1-C4 alkyl))--., -N(C1-C4 alkyl)CO2--, -S--, -N(C1-C4 alkyl)--, -SO2N(C1-C4 alkyl)--, N(C1-C4 alkyl)SO2--, or -N(C1-C4 alkyl)SO2N(C1-C4 alkyl)--. In another embodiment, R' is C1-C6 alkyl. Exemplary R' include methyl, ethyl, propyl, butyl, etc.

[0054] In one embodiment, R' is a 3-8 membered saturated, partially unsaturated, or fully unsaturated monocyclic ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur, wherein R' is optionally substituted with up to 3 substituents selected from halo, CN, CF3, CHF2, OCF3, OCHF2, or C1-C6 alkyl, wherein up to two methylene units of said C1-C6 alkyl is optionally replaced with --CO--, -CONH(C1-C4 alkyl)--, -CO2--, -OCO--, -N(C1-C4 alkyl)CO2--, -O--, -N(C1-C4 alkyl)CON(C1-C4 alkyl)--, -OCO(N(C1-C4 alkyl))--., -N(C1-C4 alkyl)CO2--, -S--, -N(C1-C4 alkyl)--, -SO2N(C1-C4 alkyl)--, N(C1-C4 alkyl)SO2--, or -N(C1-C4 alkyl)SO2N(C1-C4 alkyl)--.

[0055] In one embodiment, R' is an 8-12 membered saturated, partially unsaturated, or fully unsaturated bicyclic ring system having 0-5 heteroatoms independently selected from nitrogen, oxygen, or sulfur; wherein R' is optionally substituted with up to 3 substituents selected from halo, CN, CF3, CHF2, OCF3, OCHF2, or C1-C6 alkyl, wherein up to two methylene units of said C1-C6 alkyl is optionally replaced with --CO--, -CONH(C1-C4 alkyl)--, -CO2--, -OCO--, -N(C1-C4 alkyl)CO2--, -O--, -N(C1-C4 alkyl)CON(C1-C4 alkyl)--, -OCO(N(C1-C4 alkyl))--., -N(C1-C4 alkyl)CO2--, -S--, -N(C1-C4 alkyl)--, -SO2N(C1-C4 alkyl)--, N(C1-C4 alkyl)SO2--, or -N(C1-C4 alkyl)SO2N(C1-C4 alkyl)--.

[0056] In one embodiment, two occurrences of R' are taken together with the atom(s) to which they are bound to form an optionally substituted 3-12 membered saturated, partially unsaturated, or fully unsaturated monocyclic or bicyclic ring having 0-4 heteroatoms independently selected from nitrogen, oxygen, or sulfur, wherein R' is optionally substituted with up to 3 substituents selected from halo, CN, CF3, CHF2, OCF3, OCHF2, or C1-C6 alkyl, wherein up to two methylene units of said C1-C6 alkyl is optionally replaced with --CO--, -CONH(C1-C4 alkyl)--, -CO2--, -OCO--, -N(C1-C4 alkyl)CO2--, -O--, -N(C1-C4 alkyl)CON(C1-C4 alkyl)--, -OCO(N(C1-C4 alkyl))--., -N(C1-C4 alkyl)CO2--, -S--, -N(C1-C4 alkyl)--, -SO2N(C1-C4 alkyl)--, N(C1-C4 alkyl)SO2--, or -N(C1-C4 alkyl)SO2N(C1-C4 alkyl)--.
[0057] In one embodiment, both R<sup>U</sup> are hydrogen. Or, both R<sup>U</sup> are C1-C6 alkyl optionally substituted with up to 4 halo. In another embodiment, both R<sup>U</sup> are C1-C3 alkyl. Exemplary R<sup>U</sup> include methyl, ethyl, or propyl.

[0058] In another embodiment, one R<sup>U</sup> is hydrogen and the other R<sup>U</sup> is C1-C6 alkyl optionally substituted with up to 4 halo. Or, one R<sup>U</sup> is hydrogen and the other R<sup>U</sup> is C1-C3 alkyl. Exemplary R<sup>U</sup> include methyl, ethyl, or propyl.

[0059] In one embodiment each of R<sup>1</sup> and R<sup>2</sup> is independently selected from hydrogen, CN, CF<sub>3</sub>, halo, C1-C6 straight or branched alkyl, 3-12 membered cycloaliphatic, or phenyl, wherein said R<sup>1</sup> and R<sup>2</sup> is independently and optionally substituted with up to three substituents selected from -OR', -CF<sub>3</sub>, -OCF<sub>3</sub>, -SCF<sub>3</sub>, halo, -COOR', -COR', -O(CH<sub>2</sub>)<sub>2</sub>N(R')(R'), -O(CH<sub>2</sub>)N(R')(R'), -CON(R')(R'), -(CH<sub>2</sub>)<sub>2</sub>OR', -(CH<sub>2</sub>)OR', optionally substituted phenyl, -N(R')(R'), -NC(O)OR', -NC(O)R', -(CH<sub>2</sub>)<sub>2</sub>N(R')(R'), or -(CH<sub>2</sub>)N(R')(R'); and

[0060] In one embodiment:

R<sup>1</sup> is a pheny ring optionally substituted with up to three substituents selected from -OR', -CF<sub>3</sub>, -OCF<sub>3</sub>, SR', S(O)R', SO<sub>2</sub>R', -SCF<sub>3</sub>, halo, CN, -COOR', -COR', -O(CH<sub>2</sub>)<sub>2</sub>N(R')(R'), -O(CH<sub>2</sub>)N(R')(R'), -CON(R')(R'), -(CH<sub>2</sub>)<sub>2</sub>OR', -(CH<sub>2</sub>)OR', -(CH<sub>2</sub>)<sub>2</sub>R', -(CH<sub>2</sub>)CN, optionally substituted phenyl or phenoxy, -N(R')(R'), -NR'C(O)OR', -NR'C(O)R', -(CH<sub>2</sub>)N(R')(R'), or -(CH<sub>2</sub>)N(R')(R'); and

R<sup>2</sup> is C1-C6 straight or branched alkyl.

[0061] In one embodiment, each of R<sup>1</sup> and R<sup>2</sup> is independently selected from CF<sub>3</sub> or halo. In one embodiment, each of R<sup>1</sup> and R<sup>2</sup> is independently selected from hydrogen or optionally substituted C1-C6 straight or branched alkyl. In certain embodiments, each of R<sup>1</sup> and R<sup>2</sup> is independently selected from optionally substituted n-propyl, isopropyl, n-butyl, sec-butyl, t-butyl, 1,1-dimethyl-2-hydroxyethyl, 1,1-dimethyl-2-(ethoxycarbonyl)-ethyl, 1,1-dimethyl-3-(t-butoxycarbonyl-amino) propyl, or n-pentyl.

[0062] In one embodiment, each of R<sup>1</sup> and R<sup>2</sup> is independently selected from optionally substituted 3-12 membered cycloaliphatic. Exemplary embodiments of such cycloaliphatic include cyclopentyl, cyclohexyl, cycloheptyl, norbornyl, adamantyl, [2.2.2.]bicyclo-octyl, [2.3.1.] bicyclo-octyl, or [3.3.1.] bicyclo-nonyl.

[0063] In certain embodiments R<sup>1</sup> is hydrogen and R<sup>2</sup> is C1-C6 straight or branched alkyl. In certain embodiments, R<sup>2</sup> is selected from methyl, ethyl, propyl, n-butyl, sec-butyl, or t-butyl.

[0064] In one embodiment, R<sup>1</sup> is hydrogen and R<sup>2</sup> is CF<sub>3</sub>. 
[0065] In certain embodiments $R^2$ is hydrogen and $R^1$ is C1-C6 straight or branched alkyl. In certain embodiments, $R^1$ is selected from methyl, ethyl, propyl, n-butyl, sec-butyl, t-butyl, or n-pentyl.

[0066] In certain embodiments each of $R^1$ and $R^2$ is C1-C6 straight or branched alkyl. In certain embodiments, each of $R^1$ and $R^2$ is selected from methyl, ethyl, propyl, n-butyl, sec-butyl, t-butyl, or pentyl. In one embodiment, both, $R^1$ and $R^2$, are t-butyl.

[0067] In one embodiment, compound of formula I has one, preferably more, or more preferably all, of the following features:

i) $R^1$ is hydrogen;

ii) $R^2$ is C1-C6 straight or branched alkyl or C6-C10 cycloaliphatic optionally substituted with up to 3 substituents selected from C1-C4 alkyl or -O(C1-C4 alkyl); and

iii) $R^{XY}$ is:

\[
\begin{array}{c}
\text{O} \\
R^8 \text{N} \\
\text{R^5} \\
\text{R^4}
\end{array}
\]

wherein $R^8$ is C1-C3 alkylidene;

each of $R^4$ and $R^5$ is C1-C4 alkyl.

[0068] In one embodiment, compound of formula I has one, preferably more, or more preferably all, of the following features:

i) $R^1$ is hydrogen;

ii) $R^2$ is C3-C5 cycloaliphatic optionally substituted with up to 3 substituents selected from C1-C4 alkyl or -O(C1-C4 alkyl); and

iii) $R^{XY}$ is:

\[
\begin{array}{c}
\text{O} \\
R^8 \text{N} \\
\text{R^5} \\
\text{R^4}
\end{array}
\]

wherein $R^8$ is C1-C3 alkylidene;

each of $R^4$ and $R^5$ is C1-C4 alkyl.

[0069] In one embodiment, compound of formula I has one, preferably more, or more preferably all, of the following features:

i) $R^1$ is hydrogen;
ii) $R^2$ is CF$_3$; and

iii) $R^{XY}$ is:

\[
\begin{array}{c}
\text{O} \\
\text{N} \\
\text{R}^8 \\
\text{R}^5 \\
\text{R}^4 \\
\text{R}^8
\end{array}
\]

wherein $R^8$ is C1-C3 alkylidene; and

each of $R^4$ and $R^5$ is C1-C4 alkyl.

[0070] In one embodiment, compound of formula I has one, preferably more, or more preferably all, of the following features:

i) $R^1$ is halo, C1-C6 straight or branched alkyl, CF$_3$, CN, or phenyl optionally substituted with up to 3 substituents selected from C1-C4 alkyl, -O(C1-C4 alkyl), or halo;

ii) $R^2$ is CF$_3$, halo, C1-C6 alkyl, or C6-C10 cycloaliphatic; and

iii) $R^{XY}$ is:

\[
\begin{array}{c}
\text{O} \\
\text{N} \\
\text{R}^8 \\
\text{R}^5 \\
\text{R}^4 \\
\text{R}^8
\end{array}
\]

wherein $R^8$ is C1-C3 alkylidene;

each of $R^4$ and $R^5$ is C1-C4 alkyl.

[0071] In one embodiment, compound of formula I has one, preferably more, or more preferably all, of the following features:

i) $R^1$ is halo, C1-C6 straight or branched alkyl, CF$_3$, CN, or phenyl optionally substituted with up to 3 substituents selected from C1-C4 alkyl, -O(C1-C4 alkyl), or halo;

ii) $R^2$ is C3-C5 cycloaliphatic optionally substituted with up to 3 substituents selected from C1-C4 alkyl or -O(C1-C4 alkyl); and; and

iii) $R^{XY}$ is:

\[
\begin{array}{c}
\text{O} \\
\text{N} \\
\text{R}^8 \\
\text{R}^5 \\
\text{R}^4 \\
\text{R}^8
\end{array}
\]

wherein $R^8$ is C1-C3 alkylidene; and

each of $R^4$ and $R^5$ is C1-C4 alkyl.
In one embodiment, compound of formula I has one, preferably more, or more preferably all, of the following features:

i) $R^1$ is hydrogen;

ii) $R^2$ is C1-C6 straight or branched alkyl or C6-C10 cycloaliphatic optionally substituted with up to 3 substituents selected from C1-C4 alkyl or -O(C1-C4 alkyl); and

iii) $R^{XY}$ is:

\[
\begin{align*}
\text{OM} \\
\text{CH}_2 \text{O} \quad \text{P} \quad \text{O} \\
\text{w}_B \quad \text{w}_C \\
\text{M}
\end{align*}
\]

wherein:

$w_B$ is 0;

$w_C$ is 0 or 1;

$M$ is independently selected from Na, K, or Ca.

In one embodiment, compound of formula I has one, preferably more, or more preferably all, of the following features:

i) $R^1$ is halo, C1-C6 alkyl, CF$_3$, CN, or phenyl optionally substituted with up to 3 substituents selected from C1-C4 alkyl, -O(C1-C4 alkyl), or halo;

ii) $R^2$ is CF$_3$, halo, C1-C6 alkyl, or C6-C10 cycloaliphatic; and

iii) $R^{XY}$ is:

\[
\begin{align*}
\text{OM} \\
\text{CH}_2 \text{O} \quad \text{P} \quad \text{O} \\
\text{w}_B \quad \text{w}_C \\
\text{M}
\end{align*}
\]

wherein:

$w_B$ is 0;

$w_C$ is 0 or 1;

$M$ is independently selected from Na, K, or Ca.

In one embodiment, compound of formula I has one, preferably more, or more preferably all, of the following features:

i) $R^1$ is halo, C1-C6 alkyl, CF$_3$, CN, or phenyl optionally substituted with up to 3 substituents selected from C1-C4 alkyl, -O(C1-C4 alkyl), or halo;
ii) \( R^2 \) is C3-C5 cycloaliphatic optionally substituted with up to 3 substituents selected from C1-C4 alkyl or -O(C1-C4 alkyl); and

iii) \( R^{XY} \) is:

\[
\begin{array}{c}
\text{CH}_2 \text{O} \\
\text{w}_B \\
\text{O} \\
\text{OM} \\
\text{w}_C
\end{array}
\]

wherein:

\( w_B \) is 0;

\( w_C \) is 0 or 1;

M is independently selected from Na, K, or Ca.

[0075] In one embodiment, compound of formula I has one, preferably more, or more preferably all, of the following features:

i) \( R^1 \) is hydrogen;

ii) \( R^2 \) is C3-C5 cycloaliphatic optionally substituted with up to 3 substituents selected from C1-C4 alkyl or -O(C1-C4 alkyl); and

iii) \( R^{XY} \) is:

\[
\begin{array}{c}
\text{CH}_2 \text{O} \\
\text{w}_B \\
\text{O} \\
\text{OM} \\
\text{w}_C
\end{array}
\]

wherein:

\( w_B \) is 0;

\( w_C \) is 0 or 1;

M is independently selected from Na, K, or Ca.

[0076] In one embodiment, compound of formula I has one, preferably more, or more preferably all, of the following features:

i) \( R^1 \) is hydrogen;

ii) \( R^2 \) is CF3; and

iii) \( R^{XY} \) is:

\[
\begin{array}{c}
\text{CH}_2 \text{O} \\
\text{w}_B \\
\text{O} \\
\text{OM} \\
\text{w}_C
\end{array}
\]

\( w_B \) is 0;

\( w_C \) is 0 or 1;
M is independently selected from Na, K, or Ca.

[0077] In one embodiment, compound of formula I has one, preferably more, or more preferably all, of the following features:

i) \( R^1 \) is hydrogen;

ii) \( R^2 \) is C1-C6 straight or branched alkyl or C6-C10 cycloaliphatic optionally substituted with up to 3 substituents selected from C1-C4 alkyl or -O(C1-C4 alkyl); and

iii) \( R^{XY} \) is:

\[
\begin{array}{c}
\text{C} \\
\text{O}
\end{array}
\begin{array}{c}
\text{H}_2 \\
\text{O}
\end{array}
\begin{array}{c}
\text{W}_D \\
\text{W}_A
\end{array}
\begin{array}{c}
\text{(R)}^{9} \\
\text{M'}
\end{array}
\]

wherein:

\( w_D \) is 0 or 1;

\( w_A \) is 0 or 1;

\( R^9 \) is -CH\(_2\)-, O, or NH;

\( M' \) is C1-C8 alkyl, wherein up to 3 -CH\(_2\)- radicals are optionally replaced by O, NH, or NMe.

[0078] In one embodiment, compound of formula I has one, preferably more, or more preferably all, of the following features:

i) \( R^1 \) is halo, C1-C6 alkyl, CF\(_3\), CN, or phenyl optionally substituted with up to 3 substituents selected from C1-C4 alkyl, -O(C1-C4 alkyl), or halo;

ii) \( R^2 \) is CF\(_3\), halo, C1-C6 alkyl, or C6-C10 cycloaliphatic; and

iii) \( R^{XY} \) is:

\[
\begin{array}{c}
\text{C} \\
\text{O}
\end{array}
\begin{array}{c}
\text{H}_2 \\
\text{O}
\end{array}
\begin{array}{c}
\text{W}_D \\
\text{W}_A
\end{array}
\begin{array}{c}
\text{(R)}^{9} \\
\text{M'}
\end{array}
\]

wherein:

\( w_D \) is 0 or 1;

\( w_A \) is 0 or 1;

\( R^9 \) is -CH\(_2\)-, O, or NH;

\( M' \) is C1-C8 alkyl, wherein up to 3 -CH\(_2\)- radicals are optionally replaced by O, NH, or NMe.

[0079] In one embodiment, compound of formula I has one, preferably more, or more preferably all, of the following features:
i) \( R^1 \) is halo, C1-C6 alkyl, CF\(_3\), CN, or phenyl optionally substituted with up to 3 substituents selected from C1-C4 alkyl, -O(C1-C4 alkyl), or halo;

ii) \( R^2 \) is C3-C5 cycloaliphatic optionally substituted with up to 3 substituents selected from C1-C4 alkyl or -O(C1-C4 alkyl); and

iii) \( R^{XY} \) is:

\[
\begin{array}{c}
\text{H}_2 \\
\text{O} \quad (\text{R}^9) \quad \text{C} \\
\text{O} \quad \text{O} \quad (\text{R}^9) \quad \text{O} \quad \text{C} \\
\text{w}_D \\
\text{w}_A \\
\text{M}'
\end{array}
\]

wherein:

\( w_D \) is 0 or 1;
\( w_A \) is 0 or 1;
\( R^9 \) is -CH\(_2\)-, O, or NH;
\( M' \) is C1-C8 alkyl, wherein up to 3 -CH\(_2\)- radicals are optionally replaced by O, NH, or NMe.

[0080] In one embodiment, compound of formula I has one, preferably more, or more preferably all, of the following features:

i) \( R^1 \) is hydrogen;

ii) \( R^2 \) is C3-C5 cycloaliphatic optionally substituted with up to 3 substituents selected from C1-C4 alkyl or -O(C1-C4 alkyl); and

iii) \( R^{XY} \) is:

\[
\begin{array}{c}
\text{H}_2 \\
\text{O} \quad (\text{R}^9) \quad \text{C} \\
\text{O} \quad \text{O} \quad (\text{R}^9) \quad \text{O} \quad \text{C} \\
\text{w}_D \\
\text{w}_A \\
\text{M}'
\end{array}
\]

wherein:

\( w_D \) is 0 or 1;
\( w_A \) is 0 or 1;
\( R^9 \) is -CH\(_2\)-, O, or NH;
\( M' \) is C1-C8 alkyl, wherein up to 3 -CH\(_2\)- radicals are optionally replaced by O, NH, or NMe.

[0081] In one embodiment, compound of formula I has one, preferably more, or more preferably all, of the following features:

i) \( R^1 \) is hydrogen;

ii) \( R^2 \) is CF\(_3\); and

iii) \( R^{XY} \) is:
wherein:

- $w_D$ is 0 or 1;
- $w_A$ is 0 or 1;
- $R^9$ is $-\text{CH}_2\text{N}, \text{O}, \text{or NH};$

- $M'$ is C1-C8 alkyl, wherein up to 3 $-\text{CH}_2-$ radicals are optionally replaced by O, NH, or NMe.

[0082] In one embodiment, $R^X X$ is at the 6-position of the quinolinyl ring. In certain embodiments, $R^X X$ taken together is C1-C6 alkyl, $-\text{O-}(\text{C1-C6 alkyl}),$ or halo.

[0083] In one embodiment, $R^X X$ is at the 5-position of the quinolinyl ring. In certain embodiments, $R^X X$ taken together is $-\text{OH}.$

[0084] In yet another embodiment, $R^{XY}$ is:

![Chemical Structure Image]

or a pharmaceutically acceptable salt thereof.

[0085] In one embodiment, $R^8$ is C1-C3 alkylidene. Exemplary embodiments include methylene or ethylene.

[0086] In another embodiment, $R^4$ and $R^5$ are both C1-C6 aliphatic. Or, $R^4$ and $R^5$ is C1-C4 alkyl. Or, $R^4$ and $R^5$ both are ethyl.

[0087] In yet another embodiment, $R^{XY}$ is selected from:

![Chemical Structure Image]

[0088] In one embodiment:

- $w_B$ is 0.

[0089] In another embodiment, each $M$ is independently selected from Na, K, or Ca. Or, each $M$ is independently selected from Na or Ca. Or, each $M$ is Na. Or, $M$ is Ca.

[0090] In another embodiment:

- $w_B$ is 0;
- $w_C$ is 1; and
- each $M$ is Na.
In another embodiment:

$w_B$ is 0;

$w_C$ is 0 and

$M$ is Ca.

In yet another embodiment, $R_{XY}$ is selected from:

- (L)-lysine, -PO$_3$Na$_2$,
- (L)-tyrosine, PO$_3$Mg,
- PO$_3$(NH$_4$)$_2$, -CH$_2$-OPO$_3$Na$_2$,
- (L)-serine,
- SO$_3$Na$_2$, -SO$_3$Mg, -SO$_3$(NH$_4$)$_2$,
- CH$_2$-OSO$_3$Na$_2$, -CH$_2$-OSO$_3$(NH$_4$)$_2$,
- acetyl, -(L)-valine, -(L)-glutamic acid, -(L)-aspartic acid, -(L)-γ-t-butyl-aspartic acid,
- (L)-3-pyridylalanine, -(L)-histidine, -CHO, CF$_3$,
- PO$_3$K$_2$, PO$_3$Ca, PO$_3$-spermine,
(spermidine)$_2$ or PO$_3$-(meglamine)$_2$.

[0093] In yet another embodiment, $R^{XY}$ is selected from:
<table>
<thead>
<tr>
<th>$R^{XY}$</th>
<th>$R^{XY}$</th>
<th>$R^{XY}$</th>
</tr>
</thead>
<tbody>
<tr>
<td>O·O—NO$_2$</td>
<td>O·NMe</td>
<td>O·Me·O·Me</td>
</tr>
<tr>
<td>O·NMe</td>
<td>O·NMe$_2$</td>
<td>O·O·NMe</td>
</tr>
<tr>
<td>O·NH·NHAc</td>
<td>O·O·Me</td>
<td>O·O·Me</td>
</tr>
<tr>
<td>O·NMe</td>
<td>O·Me</td>
<td>O·O·Me</td>
</tr>
<tr>
<td>O·NH·NH$_2$</td>
<td>O·NH·NH$_2$</td>
<td>O·O·OH</td>
</tr>
<tr>
<td>O·NH·NH$_2$</td>
<td>O·O·OH</td>
<td>O·O·OH</td>
</tr>
<tr>
<td>R^{XY}</td>
<td></td>
<td></td>
</tr>
<tr>
<td>--------</td>
<td></td>
<td></td>
</tr>
<tr>
<td>-SO_{3}H</td>
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<tr>
<td>-SO_{3}Na</td>
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<td>PO_{3}K_{2}</td>
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<td>PO_{3}Ca</td>
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<tr>
<td>PO_{3}Mg</td>
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</tr>
<tr>
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</tr>
</tbody>
</table>
[0094] In another embodiment, the present invention provides compounds of formula II:

\[
\text{(II)}; \\
(R^X)x_y \\
\text{X, y, } R^X, R^1, R^2, R^3, R^4, R^5, \text{ and } R^8 \text{ are as defined above; and} \\
Y \text{ is a pharmaceutically acceptable anion.}
\]

[0095] The term "pharmaceutically acceptable anion" as used herein means an anion that is suitable for pharmaceutical use. One of skill in the art is well aware of such anions.

[0096] Pharmaceutically acceptable anions suitable for the present invention include halo, carboxylate (e.g., formate, acetate, etc.), sulfate, mesylate, tosylate, etc.

[0097] In one embodiment, Y is halo. Or, Y is chloro or bromo.

[0098] In another embodiment, Y is carboxylate. Or, Y is formate.

[0099] Embodiments of X, y, R^X, R^1, R^2, R^3, R^4, R^5, and R^8 in compounds of formula II are as recited above for compounds of formula I.

[0100] Representative compounds of the present invention are set forth below in Table 1 below.
### Table 1

<table>
<thead>
<tr>
<th>Cmpd. #</th>
<th>Structure</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td><img src="image1" alt="Structure 1" /> · HCl</td>
</tr>
<tr>
<td>2</td>
<td><img src="image2" alt="Structure 2" /> O(\text{P-O}^+\text{Na}^-)</td>
</tr>
<tr>
<td>3</td>
<td><img src="image3" alt="Structure 3" /> · HCl</td>
</tr>
<tr>
<td></td>
<td>Chemical Structure</td>
</tr>
<tr>
<td>---</td>
<td>--------------------</td>
</tr>
<tr>
<td>4</td>
<td>![Chemical Structure 1]</td>
</tr>
<tr>
<td>5</td>
<td>![Chemical Structure 2]</td>
</tr>
</tbody>
</table>
[00102] One of skill in the art will appreciate that synthetic methods well known in the art may be employed to prepare the compounds of the present invention. Exemplary methods for preparing compounds of the present invention are illustrated below.

[00103] 5. Uses, Formulation and Administration

[00104] Pharmaceutically acceptable compositions

[00105] As discussed above, the present invention provides compounds that are useful as prodrugs of modulators of ABC transporters, e.g., CFTR. These compounds have improved aqueous solubility and consequently provide therapeutically relevant advantages such as enhanced bioavailability, suitability for formulation, etc. Consequently, the compounds of the present invention are useful in the treatment of disease, disorders or conditions such as cystic fibrosis, hereditary emphysema, hereditary hemochromatosis, coagulation-fibrinolysis deficiencies, such as protein C deficiency, Type 1 hereditary angioedema, lipid processing deficiencies, such as familial hypercholesterolemia, Type 1 chylomicronemia, abetalipoproteinemia, lysosomal storage diseases, such as I-cell disease/pseudo-Hurler, mucopolysaccharidoses, Sandhof/Tay-Sachs, Crigler-Najjar type II, polyendocrinopathy/hyperinsulemia, Diabetes mellitus, Laron dwarfism, myeloperoxidase deficiency, primary hypoparathyroidism, melanoma, glycanosis CDG type 1, congenital hyperthyroidism, osteogenesis imperfecta, hereditary hypofibrinogenemia, ACT deficiency, Diabetes insipidus (DI), neurophysyal DI, neprogenic DI, Charcot-Marie Tooth syndrome, Perlizaeus-Merzbacher disease, neurodegenerative diseases such as Alzheimer's disease, Parkinson's disease, amyotrophic lateral sclerosis, progressive supranuclear palsy, Pick's disease, several polyglutamine neurological disorders such as Huntington, spinocerebellar ataxia type I, spinal and bulbar muscular atrophy, dentatorubal pallidoluysian, and myotonic dystrophy, as well as spongiform encephalopathies, such as hereditary Creutzfeldt-Jakob disease (due to prion protein processing defect), Fabry disease, Straussler-Scheinker syndrome, COPD, dry-eye disease, or Sjogren's disease.

[00106] Accordingly, in another aspect of the present invention, pharmaceutically acceptable compositions are provided, wherein these compositions comprise any of the compounds as described herein, and optionally comprise a pharmaceutically acceptable carrier, adjuvant or vehicle. In certain embodiments, these compositions optionally further comprise one or more additional therapeutic agents.
[00107] It will also be appreciated that certain of the compounds of present invention can exist in free form for treatment, or where appropriate, as a pharmaceutically acceptable derivative thereof. According to the present invention, a pharmaceutically acceptable derivative includes, but is not limited to, pharmaceutically acceptable salts, esters, salts of such esters, or any other adduct or derivative which upon administration to a patient in need thereof is capable of providing, directly or indirectly, a compound as otherwise described herein, or a metabolite or residue thereof.

[00108] As used herein, the term "pharmaceutically acceptable salt" refers to those salts which are, within the scope of sound medical judgement, suitable for use in contact with the tissues of humans and lower animals without undue toxicity, irritation, allergic response and the like, and are commensurate with a reasonable benefit/risk ratio. A “pharmaceutically acceptable salt” means any non-toxic salt or salt of an ester of a compound of this invention that, upon administration to a recipient, is capable of providing, either directly or indirectly, a compound of this invention or an inhibitorily active metabolite or residue thereof.

[00109] Pharmaceutically acceptable salts are well known in the art. For example, S. M. Berge, et al. describe pharmaceutically acceptable salts in detail in J. Pharmaceutical Sciences, 1977, 66, 1-19, incorporated herein by reference. Pharmaceutically acceptable salts of the compounds of this invention include those derived from suitable inorganic and organic acids and bases. Examples of pharmaceutically acceptable, nontoxic acid addition salts are salts of an amino group formed with inorganic acids such as hydrochloric acid, hydrobromic acid, phosphoric acid, sulfuric acid and perchloric acid or with organic acids such as acetic acid, oxalic acid, maleic acid, tartaric acid, citric acid, succinic acid or malonic acid or by using other methods used in the art such as ion exchange. Other pharmaceutically acceptable salts include adipate, alginate, ascorbate, aspartate, benzenesulfonate, benzoate, bisulfate, borate, butyrate, camphorate, camphorsulfonate, citrate, cyclopentanepropionate, digluconate, dodecylsulfate, ethanesulfonate, formate, fumarate, glucoheptonate, glycerophosphate, gluconate, hemisulfate, heptanoate, hexanoate, hydroiodide, 2-hydroxy-ethanesulfonate, lactobionate, lactate, laurate, lauryl sulfate, malate, maleate, malonate, methanesulfonate, 2-naphthalenesulfonate, nicotinate, nitrate, oleate, oxalate, palmitate, pamoate, pectinate, persulfate, 3-phenylpropionate, phosphate, picrate, pivalate, propionate, stearate, succinate, sulfate, tartrate, thiocyanate, p-toluenesulfonate, undecanoate, valerate salts, and the like. Salts
derived from appropriate bases include alkali metal, alkaline earth metal, ammonium and
$N^4(C_{1-4}alkyl)_{4}$ 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. Representative alkali or alkaline earth metal
salts include sodium, lithium, potassium, calcium, magnesium, and the like. Further
pharmaceutically acceptable salts include, when appropriate, nontoxic ammonium, quaternary
ammonium, and amine cations formed using counterions such as halide, hydroxide,
carboxylate, sulfate, phosphate, nitrate, loweralkyl sulfonate and aryl sulfonate.

[00110] As described above, the pharmaceutically acceptable compositions of the
present invention additionally comprise a pharmaceutically acceptable carrier, adjuvant, or
vehicle, which, as used herein, includes any and all solvents, diluents, or other liquid vehicle,
dispersion or suspension aids, surface active agents, isotonic agents, thickening or emulsifying
agents, preservatives, solid binders, lubricants and the like, as suited to the particular dosage
Publishing Co., Easton, Pa., 1980) discloses various carriers used in formulating
pharmaceutically acceptable compositions and known techniques for the preparation thereof.
Except insofar as any conventional carrier medium is incompatible with the compounds of the
invention, such as by producing any undesirable biological effect or otherwise interacting in a
deleterious manner with any other component(s) of the pharmaceutically acceptable
composition, its use is contemplated to be within the scope of this invention. Some examples of
materials which can serve as pharmaceutically acceptable carriers 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, or 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, polyacrylates,
waxes, polyethylene-polyoxypropylene-block polymers, wool fat, sugars such as lactose,
glucose and sucrose; starches such as corn starch and potato starch; cellulose and its
derivatives such as sodium carboxymethyl cellulose, ethyl cellulose and cellulose acetate;
powdered tragacanth; malt; gelatin; talc; excipients such as cocoa butter and suppository
waxes; oils such as peanut oil, cottonseed oil; safflower oil; sesame oil; olive oil; corn oil and
soybean oil; glycols; such a propylene glycol or polyethylene glycol; esters such as ethyl oleate and ethyl laurate; agar; buffering agents such as magnesium hydroxide and aluminum hydroxide; alginic acid; pyrogen-free water; isotonic saline; Ringer's solution; ethyl alcohol, and phosphate buffer solutions, as well as other non-toxic compatible lubricants such as sodium lauryl sulfate and magnesium stearate, as well as coloring agents, releasing agents, coating agents, sweetening, flavoring and perfuming agents, preservatives and antioxidants can also be present in the composition, according to the judgment of the formulator.

[0011] Uses of Compounds and Pharmaceutically Acceptable Compositions

[0012] In yet another aspect, the present invention provides a method of treating a condition, disease, or disorder implicated by ABC transporter activity, e.g., CFTR. In certain embodiments, the present invention provides a method of treating a condition, disease, or disorder implicated by a deficiency of the ABC transporter activity, the method comprising administering a composition comprising a compound of formula (I) to a subject, preferably a mammal, in need thereof.

[0013] In certain embodiments, the present invention provides a method of treating cystic fibrosis, hereditary emphysema, hereditary hemochromatosis, coagulation-fibrinolysis deficiencies, such as protein C deficiency, Type 1 hereditary angioedema, lipid processing deficiencies, such as familial hypercholesterolemia, Type 1 chylomicronemia, abetalipoproteinemia, lysosomal storage diseases, such as I-cell disease/pseudo-Hurler, mucopolysaccharidoses, Sandhof/Tay-Sachs, Crigler-Najjar type II, polyendocrinopathy/hyperinsulemia, Diabetes mellitus, Laron dwarfism, myeloperoxidase deficiency, primary hypoparathyroidism, melanoma, glycanosis CDG type 1, congenital hyperthyroidism, osteogenesis imperfecta, hereditary hypofibrinogenemia, ACT deficiency, Diabetes insipidus (DI), neurophyseal DI, neprogenic DI, Charcot-Marie Tooth syndrome, Perlizaeus-Merzbacher disease, neurodegenerative diseases such as Alzheimer's disease, Parkinson's disease, amyotrophic lateral sclerosis, progressive supranuclear plasy, Pick's disease, several polyglutamine neurological disorders asuch as Huntington, spinocerebellar ataxia type I, spinal and bulbar muscular atrophy, dentatorubal pallidoluysian, and myotonic dystrophy, as well as spongiform encephalopathies, such as hereditary Creutzfeldt-Jakob disease (due to prion protein processing defect), Fabry disease, Straussler-Scheinker syndrome,
COPD, dry-eye disease, or Sjogren's disease, comprising the step of administering to said mammal an effective amount of a composition comprising a compound of the present invention.

[00114] According to an alternative preferred embodiment, the present invention provides a method of treating cystic fibrosis comprising the step of administering to said mammal a composition comprising the step of administering to said mammal an effective amount of a composition comprising a compound of the present invention.

[00115] According to the invention an "effective amount" of the compound or pharmaceutically acceptable composition is that amount effective for treating or lessening the severity of one or more of cystic fibrosis, hereditary emphysema, hereditary hemochromatosis, coagulation-fibrinolysis deficiencies, such as protein C deficiency, Type 1 hereditary angioedema, lipid processing deficiencies, such as familial hypercholesterolemia, Type 1 chylomicronemia, abetalipoproteinemia, lysosomal storage diseases, such as I-cell disease/pseudo-Hurler, mucopolysaccharidoses, Sandhof/Tay-Sachs, Crigler-Najjar type II, polyendocrinopathy/hyperinsulemia, Diabetes mellitus, Laron dwarfism, myeloperoxidase deficiency, primary hypoparathyroidism, melanoma, glycogen CDG type 1, congenital hyperthyroidism, osteogenesis imperfecta, hereditary hypofibrinogenemia, ACT deficiency, Diabetes insipidus (DI), neurophyseal DI, nephrogenic DI, Charcot-Marie Tooth syndrome, Perlizaeus-Merzbacher disease, neurodegenerative diseases such as Alzheimer's disease, Parkinson's disease, amyotrophic lateral sclerosis, progressive supranuclear plasy, Pick's disease, several polyglutamine neurological disorders asuch as Huntington, spinocerebellar ataxia type I, spinal and bulbar muscular atrophy, dentatorubal pallidoluysian, and myotonic dystrophy, as well as spongiform encephalopathies, such as hereditary Creutzfeldt-Jakob disease (due to prion protein processing defect), Fabry disease, Straussler-Scheinker syndrome, COPD, dry-eye disease, or Sjogren's disease.

[00116] The compounds and compositions, according to the method of the present invention, may be administered using any amount and any route of administration effective for treating or lessening the severity of one or more of cystic fibrosis, hereditary emphysema, hereditary hemochromatosis, coagulation-fibrinolysis deficiencies, such as protein C deficiency, Type 1 hereditary angioedema, lipid processing deficiencies, such as familial hypercholesterolemia, Type 1 chylomicronemia, abetalipoproteinemia, lysosomal storage
diseases, such as I-cell disease/pseudo-Hurler, mucopolysaccharidoses, Sandhoff/Tay-Sachs, Crigler-Najjar type II, polyendocrinopathy/hyperinsulemia, Diabetes mellitus, Laron dwarfism, myleoperoxidase deficiency, primary hypoparathyroidism, melanoma, glycogenosis CDG type I, congenital hyperthyroidism, osteogenesis imperfecta, hereditary hypofibrinogenemia, ACT deficiency, Diabetes insipidus (DI), neurophysial DI, nephrogenic DI, Charcot-Marie Tooth syndrome, Perlizaeus-Merzbacher disease, neurodegenerative diseases such as Alzheimer’s disease, Parkinson’s disease, amyotrophic lateral sclerosis, progressive supranuclear plasy, Pick’s disease, several polyglutamine neurological disorders as such as Huntington, spinalocerebellar ataxia type I, spinal and bulbar muscular atrophy, dentatorubral pallidolouysian, and myotonic dystrophy, as well as spongiform encephalopathies, such as hereditary Creutzfeldt-Jakob disease (due to prion protein processing defect), Fabry disease, Straussler-Scheinker syndrome, COPD, dry-eye disease, or Sjogren’s disease.

[00117] In one embodiment, the compounds and compositions of the present invention are useful for treating or lessening the severity of cystic fibrosis in a patient.

[00118] In certain embodiments, the compounds and compositions of the present invention are useful for treating or lessening the severity of cystic fibrosis in patients who exhibit residual ABC transporter activity in the apical membrane of respiratory and non-respiratory epithelia. The presence of residual ABC transporter activity at the epithelial surface can be readily detected using methods known in the art, e.g., standard electrophysiological, biochemical, or histochemical techniques. Such methods identify ABC transporter activity using in vivo or ex vivo electrophysiological techniques, measurement of sweat or salivary Cl⁻ concentrations, or ex vivo biochemical or histochemical techniques to monitor cell surface density. E.g., using such methods, residual ABC transporter activity can be readily detected in patients heterozygous or homozygous for a variety of different mutations, including patients homozygous or heterozygous for the most common mutation, ΔF508.

[00119] In another embodiment, the compounds and compositions of the present invention are useful for treating or lessening the severity of cystic fibrosis in patients who have residual CFTR activity induced or augmented using pharmacological methods or gene therapy. Such methods increase the amount of CFTR present at the cell surface, thereby inducing a
hitherto absent CFTR activity in a patient or augmenting the existing level of residual CFTR activity in a patient.

[00120] In one embodiment, the compounds and compositions of the present invention are useful for treating or lessening the severity of cystic fibrosis in patients within certain genotypes exhibiting residual CFTR activity, e.g., class III mutations (impaired regulation or gating), class IV mutations (altered conductance), or class V mutations (reduced synthesis) (Lee R. Choo-Kang, Pamela L., Zeitlin, *Type I, II, III, IV, and V cystic fibrosis Transmembrane Conductance Regulator Defects and Opportunities of Therapy*; Current Opinion in Pulmonary Medicine 6:521 – 529, 2000). Other patient genotypes that exhibit residual CFTR activity include patients homozygous for one of these classes or heterozygous with any other class of mutations, including class I mutations, class II mutations, or a mutation that lacks classification.

[00121] In one embodiment, the compounds and compositions of the present invention are useful for treating or lessening the severity of cystic fibrosis in patients within certain clinical phenotypes, e.g., a moderate to mild clinical phenotype that typically correlates with the amount of residual CFTR activity in the apical membrane of epithelia. Such phenotypes include patients exhibiting pancreatic sufficiency or patients diagnosed with idiopathic pancreatitis and congenital bilateral absence of the vas deferens, or mild lung disease.

[00122] The exact amount required will vary from subject to subject, depending on the species, age, and general condition of the subject, the severity of the infection, the particular agent, its mode of administration, and the like. The compounds of the invention are preferably formulated in dosage unit form for ease of administration and uniformity of dosage. The expression "dosage unit form" as used herein refers to a physically discrete unit of agent appropriate for the patient to be treated. It will be understood, however, that the total daily usage of the compounds and compositions of the present invention will be decided by the attending physician within the scope of sound medical judgment. The specific effective dose level for any particular patient or organism will depend upon a variety of factors including the disorder being treated and the severity of the disorder; the activity of the specific compound employed; the specific composition employed; the age, body weight, general health, sex and diet of the patient; the time of administration, route of administration, and rate of excretion of the specific compound employed; the duration of the treatment; drugs used in combination or
coincidental with the specific compound employed, and like factors well known in the medical arts. The term "patient", as used herein, means an animal, preferably a mammal, and most preferably a human.

[00123] The pharmaceutically acceptable compositions of this invention can be administered to humans and other animals orally, rectally, parenterally, intracisternally, intravaginally, intraperitoneally, topically (as by powders, ointments, or drops), buccally, as an oral or nasal spray, or the like, depending on the severity of the infection being treated. In certain embodiments, the compounds of the invention may be administered orally or parenterally at dosage levels of about 0.01 mg/kg to about 50 mg/kg and preferably from about 1 mg/kg to about 25 mg/kg, of subject body weight per day, one or more times a day, to obtain the desired therapeutic effect.

[00124] Liquid dosage forms for oral administration include, but are not limited to, pharmaceutically acceptable emulsions, microemulsions, solutions, suspensions, syrups and elixirs. In addition to the active compounds, the liquid dosage forms may contain inert diluents commonly used in the art such as, for example, water or other solvents, solubilizing agents and emulsifiers such as ethyl alcohol, isopropyl alcohol, ethyl carbonate, ethyl acetate, benzyl alcohol, benzyl benzoate, propylene glycol, 1,3-butylene glycol, dimethylformamide, oils (in particular, cottonseed, groundnut, corn, germ, olive, castor, and sesame oils), glycerol, tetrahydrofurfuryl alcohol, polyethylene glycols and fatty acid esters of sorbitan, and mixtures thereof. Besides inert diluents, the oral compositions can also include adjuvants such as wetting agents, emulsifying and suspending agents, sweetening, flavoring, and perfuming agents.

[00125] Injectable preparations, for example, sterile injectable aqueous or oleaginous suspensions may be formulated according to the known art using suitable dispersing or wetting agents and suspending agents. The sterile injectable preparation may also be a sterile injectable solution, suspension or emulsion in a nontoxic 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, U.S.P. and isotonic sodium chloride solution. In addition, sterile, fixed oils are conventionally employed as a solvent or suspending medium. For this purpose any bland fixed oil can be employed including synthetic mono- or diglycerides. In addition, fatty acids such as oleic acid are used in the preparation of injectables.
The injectable formulations can be sterilized, for example, by filtration through a bacterial-retaining filter, or by incorporating sterilizing agents in the form of sterile solid compositions which can be dissolved or dispersed in sterile water or other sterile injectable medium prior to use.

In order to prolong the effect of a compound of the present invention, it is often desirable to slow the absorption of the compound from subcutaneous or intramuscular injection. This may be accomplished by the use of a liquid suspension of crystalline or amorphous material with poor water solubility. The rate of absorption of the compound then depends upon its rate of dissolution that, in turn, may depend upon crystal size and crystalline form. Alternatively, delayed absorption of a parenterally administered compound form is accomplished by dissolving or suspending the compound in an oil vehicle. Injectable depot forms are made by forming microencapsule matrices of the compound in biodegradable polymers such as polylactide-polyglycolide. Depending upon the ratio of compound to polymer and the nature of the particular polymer employed, the rate of compound release can be controlled. Examples of other biodegradable polymers include poly(orthoesters) and poly(anhydrides). Depot injectable formulations are also prepared by entrapping the compound in liposomes or microemulsions that are compatible with body tissues.

Compositions for rectal or vaginal administration are preferably suppositories which can be prepared by mixing the compounds of this invention with suitable non-irritating excipients or carriers such as cocoa butter, polyethylene glycol or a suppository wax which are solid at ambient temperature but liquid at body temperature and therefore melt in the rectum or vaginal cavity and release the active compound.

Solid dosage forms for oral administration include capsules, tablets, pills, powders, and granules. In such solid dosage forms, the active compound is mixed with at least one inert, pharmaceutically acceptable excipient or carrier such as sodium citrate or dicalcium phosphate and/or a) fillers or extenders such as starches, lactose, sucrose, glucose, mannitol, and silicic acid, b) binders such as, for example, carboxymethylcellulose, alginates, gelatin, polyvinylpyrrolidinone, sucrose, and acacia, c) humectants such as glycerol, d) disintegrating agents such as agar–agar, calcium carbonate, potato or tapioca starch, alginic acid, certain silicates, and sodium carbonate, e) solution retarding agents such as paraffin, f) absorption accelerators such as quaternary ammonium compounds, g) wetting agents such as, for example,
cetyl alcohol and glycerol monostearate, h) absorbents such as kaolin and bentonite clay, and i) lubricants such as talc, calcium stearate, magnesium stearate, solid polyethylene glycols, sodium lauryl sulfate, and mixtures thereof. In the case of capsules, tablets and pills, the dosage form may also comprise buffering agents.

[00130] Solid compositions of a similar type may also be employed as fillers in soft and hard-filled gelatin capsules using such excipients as lactose or milk sugar as well as high molecular weight polyethylene glycols and the like. The solid dosage forms of tablets, dragees, capsules, pills, and granules can be prepared with coatings and shells such as enteric coatings and other coatings well known in the pharmaceutical formulating art. They may optionally contain opacifying agents and can also be of a composition that they release the active ingredient(s) only, or preferentially, in a certain part of the intestinal tract, optionally, in a delayed manner. Examples of embedding compositions that can be used include polymeric substances and waxes. Solid compositions of a similar type may also be employed as fillers in soft and hard-filled gelatin capsules using such excipients as lactose or milk sugar as well as high molecular weight polyethylene glycols and the like.

[00131] The active compounds can also be in microencapsulated form with one or more excipients as noted above. The solid dosage forms of tablets, dragees, capsules, pills, and granules can be prepared with coatings and shells such as enteric coatings, release controlling coatings and other coatings well known in the pharmaceutical formulating art. In such solid dosage forms the active compound may be admixed with at least one inert diluent such as sucrose, lactose or starch. Such dosage forms may also comprise, as is normal practice, additional substances other than inert diluents, e.g., tableting lubricants and other tableting aids such a magnesium stearate and microcrystalline cellulose. In the case of capsules, tablets and pills, the dosage forms may also comprise buffering agents. They may optionally contain opacifying agents and can also be of a composition that they release the active ingredient(s) only, or preferentially, in a certain part of the intestinal tract, optionally, in a delayed manner. Examples of embedding compositions that can be used include polymeric substances and waxes.

[00132] Dosage forms for topical or transdermal administration of a compound of this invention include ointments, pastes, creams, lotions, gels, powders, solutions, sprays, inhalants or patches. The active component is admixed under sterile conditions with a pharmaceutically
acceptable carrier and any needed preservatives or buffers as may be required. Ophthalmic formulation, eardrops, and eye drops are also contemplated as being within the scope of this invention. Additionally, the present invention contemplates the use of transdermal patches, which have the added advantage of providing controlled delivery of a compound to the body. Such dosage forms are prepared by dissolving or dispensing the compound in the proper medium. Absorption enhancers can also be used to increase the flux of the compound across the skin. The rate can be controlled by either providing a rate controlling membrane or by dispersing the compound in a polymer matrix or gel.

[00133] As described generally above, the compounds of the invention are useful as prodrugs of modulators of ABC transporters. Thus, without wishing to be bound by any particular theory, the compounds and compositions are particularly useful for treating or lessening the severity of a disease, condition, or disorder where hyperactivity or inactivity of ABC transporters is implicated in the disease, condition, or disorder. When hyperactivity or inactivity of ABC transporters is implicated in a particular disease, condition, or disorder, the disease, condition, or disorder may also be referred to as a "ABC transporters mediated disease, condition or disorder". Accordingly, in another aspect, the present invention provides a method for treating or lessening the severity of a disease, condition, or disorder where hyperactivity or inactivity of ABC transporters is implicated in the disease state. In one embodiment, said ABC transporter is CFTR.

[00134] It will also be appreciated that the prodrugs and pharmaceutically acceptable compositions of the present invention can be employed in combination therapies, that is, the compounds and pharmaceutically acceptable compositions can be administered concurrently with, prior to, or subsequent to, one or more other desired therapeutics or medical procedures. The particular combination of therapies (therapeutics or procedures) to employ in a combination regimen will take into account compatibility of the desired therapeutics and/or procedures and the desired therapeutic effect to be achieved. It will also be appreciated that the therapies employed may achieve a desired effect for the same disorder (for example, an inventive compound may be administered concurrently with another agent used to treat the same disorder), or they may achieve different effects (e.g., control of any adverse effects). 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".

[00135] In one embodiment, the additional agent is selected from a mucolytic agent, bronchodilator, an anti-biotic, an anti-infective agent, an anti-inflammatory agent, an ABC transporter modulator other than a compound of the present invention, or a nutritional agent.

[00136] The amount of additional therapeutic agent present in the compositions of this invention will be no more than the amount that would normally be administered in a composition comprising that therapeutic agent as the only active agent. Preferably the amount of additional therapeutic agent in the presently disclosed compositions will range from about 50% to 100% of the amount normally present in a composition comprising that agent as the only therapeutically active agent.

[00137] The compounds of this invention or pharmaceutically acceptable compositions thereof may also be incorporated into compositions for coating an implantable medical device, such as prostheses, artificial valves, vascular grafts, stents and catheters. Accordingly, the present invention, in another aspect, includes a composition for coating an implantable device comprising a compound of the present invention as described generally above, and in classes and subclasses herein, and a carrier suitable for coating said implantable device. In still another aspect, the present invention includes an implantable device coated with a composition comprising a compound of the present invention as described generally above, and in classes and subclasses herein, and a carrier suitable for coating said implantable device. Suitable coatings and the general preparation of coated implantable devices are described in US Patents 6,099,562; 5,886,026; and 5,304,121. The coatings are typically biocompatible polymeric materials such as a hydrogel polymer, polymethylidisiloxane, polycaprolactone, polyethylene glycol, polylactic acid, ethylene vinyl acetate, and mixtures thereof. The coatings may optionally be further covered by a suitable topcoat of fluorosilicone, polysaccarides, polyethylene glycol, phospholipids or combinations thereof to impart controlled release characteristics in the composition.

[00138] In order that the invention described herein 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.
**EXAMPLES**

[00286] General Scheme:

![Diagram of reaction scheme]

[00287] Example 1:

![Diagram of reaction scheme]

[5-[(4-oxo-1H-quinolin-3-yl)carbonylamino]-2,4-ditert-butyl-phenoxy]phosphonic acid dibenzyl ester

Tetrazole (0.45 M solution in CH_{3}CN, 1.24 mL, 0.56 mmol) was added to a mixture of N-(5-hydroxy-2,4-ditert-butyl-phenyl)-4-oxo-1H-quinoline-3-carboxamide (78 mg, 0.2 mmol) and dibenzyl diisopropylphosphoramidite (184 µL, 0.56 mmol) in dichloromethane (2 mL) and the reaction was stirred at room temperature for 2 h, then tert-butyl hydroperoxide (5.5 M solution in decane, 102 µL, 0.56 mmol) was added and the reaction was stirred at room temperature overnight. The reaction mixture was then partitioned between ethyl acetate and saturated NaHCO_{3} solution. The organic layer was washed with brine, dried over MgSO_{4} and concentrated. The residue was adsorbed onto silica gel and purified by column chromatography (silica gel, 50 – 100% ethyl acetate – hexanes) to yield [5-[(4-oxo-1H-quinolin-3-yl)carbonylamino]-2,4-ditert-butyl-phenoxy]phosphonic acid dibenzyl ester as a clear oil (80 mg, 61 %). \(^1{H}-NMR (400 MHz, d-\text{DMSO}) \delta 13.04 \text{ (br s, 1H)}, 12.05 \text{ (s, 1H)}, 8.91 \text{ (s, 1H)}, 8.35 \text{ (dd, } J = 8.1, 1.0 \text{ Hz, 1H)}, 7.88 \text{ (s, 1H)}, 7.82 \text{ (m, 1H)}, 7.77 \text{ (d, } J = 7.7 \text{ Hz, 1H), 7.53 \text{ (m, 1H)}, 7.37-7.31 \text{ (m, 1H)}, 5.19 \text{ (m, 4H), 1.44 \text{ (s, 9H), 1.33 \text{ (s, 9H); HPLC ret. time 3.77 min, 30-99 % CH}_{3}\text{CN, 5 min run; ESI-MS 653.4 m/z [M+H]^+}}.}

[5-[(4-oxo-1H-quinolin-3-yl)carbonylamino]-2,4-ditert-butyl-phenoxy]phosphonic acid
[5-[(4-oxo-1H-quinolin-3-yl)carbonylamino]-2,4-ditert-butyl-phenoxy]phosphonic acid dibenzyl ester (65 mg, 0.1 mmol) was dissolved in ethanol (2 mL) and the reaction flask was flushed with N\textsubscript{2} (g). Then Pd-C (5\% by wt, 20 mg) was added and the flask was again flushed with N\textsubscript{2} (g). The reaction flask was then flushed with H\textsubscript{2} (g) and then left to stir under H\textsubscript{2} (g, atm) for 3 h at room temperature. The reaction was filtered through Celite and then again through a 0.2 μm filter disk. The solution was concentrated to yield [5-[(4-oxo-1H-quinolin-3-yl)carbonylamino]-2,4-ditert-butyl-phenoxy]phosphonic acid as a white solid (40 mg, 85\%).

\[1^1\text{H}-\text{NMR (400 MHz, d-DMSO) \text{\delta} 13.37 (br s, 1H), 11.85 (s, 1H), 8.93 (s, 1H), 8.31 (s, J = 8.0 Hz, 1H), 7.79-7.74 (m, 3H), 7.49 (m, 1H), 7.26 (s, 1H), 1.37 (m, 18H); HPLC ret. time 3.07 min, 10-99 % CH\textsubscript{3}CN, 5 min run; ESI-MS 473.0 m/z [M+H]+.\]

[5-[(4-oxo-1H-quinolin-3-yl)carbonylamino]-2,4-ditert-butyl-phenoxy]phosphonic acid disodium salt

To a suspension of [5-[(4-oxo-1H-quinolin-3-yl)carbonylamino]-2,4-ditert-butyl-phenoxy]phosphonic acid (300 mg, 0.635 mmol) in deionised water (15 mL) was added NaOH solution (0.1024N, 12.4 mL, 1.27 mmol). The mixture was sonicated and more water (15 mL) added to get the solid into solution. The aqueous solution was then frozen and lyophilized to yield the disodium salt as a fluffy white solid. \[1^1\text{H}-\text{NMR (400 MHz, d-DMSO) \text{\delta} 13.27 (s, 1H), 8.95 (s, 1H), 8.22 (d, J = 8.0 Hz, 1H), 7.74 (s, 1H), 7.58 (d, J = 8.1 Hz, 1H), 7.45 (m, 1H), 7.20-7.16 (m, 2H), 1.40 (s, 9H), 1.38 (s, 9H); HPLC ret. time 3.11 min, 10-99 % CH\textsubscript{3}CN, 5 min run; ESI-MS 473.3 m/z [M+H]+.\]

[00288] Example 2:

\[\text{[4-(3-ethoxyphenyl)-5-[(4-oxo-1H-quinolin-3-yl)carbonylamino]-2-tert-butyl-phenoxy]phosphonic acid dibenzyl ester}\]
Tetrazole (0.45 M solution in CH$_3$CN, 12.4 mL, 5.6 mmol) was added to a mixture of N-[2-(3-ethoxyphenyl)-5-hydroxy-4-tert-butyl-phenyl]-4-oxo-1H-quinoline-3-carboxamide (912 mg, 2 mmol), dibenzyl disopropylphosphoramidite (1.84 mL, 5.6 mmol) in dichloromethane (2 mL) cooled in an ice-water bath. The reaction was stirred for 2 h while warming to room temperature, then more dibenzyl diisopropylphosphoramidite (1.00 mL, 3.0 mmol) was added and the reaction was heated to reflux for 3 h. The reaction was then cooled in an ice-water bath while tert-butyl hydroperoxide (5.5M solution in decane, 1.02 mL, 5.6 mmol) was added and stirred at room temperature overnight. The reaction was partitioned between dichloromethane and saturated NaHCO$_3$ solution. The organic layer was washed with brine, dried over MgSO$_4$ and concentrated. The residue was adsorbed onto celite and purified by reverse phase column chromatography (C-18, 30-50% acetonitrile - water to elute byproducts, then 50-95% to elute the product) to yield phosphoric acid dibenzyl ester 5-tert-butyl-3'-ethoxy-2-[(4-oxo-1,4-dihydro-quinoline-3-carbonyl)-amino]-biphenyl-4-yl ester as a white solid (1.2 g, 83 %). $^1$H-NMR (400 MHz, d-DMSO) $\delta$ 12.17 (s, 1H), 8.86 (s, 1H), 8.68 (s, 1H), 8.11 (dd, J = 8.2, 1.1 Hz, 1H), 7.77 (m, 1H), 7.71 (dd, J = 7.8 Hz, 1H), 7.49-7.34 (m, 12H), 7.18 (d, J = 1.3 Hz, 1H), 6.99-6.96 (m, 3H), 5.24 (m, 4H), 4.10 (qd, J = 7.0 Hz, 2H), 1.34 (s, 9H), 1.30 (t, J = 7.0 Hz, 3H); HPLC ret. time 4.20 min, 30-99 % CH$_3$CN, 5 min run; ESI-MS 717.3 m/z [M+H]$^+$. 

[4-(3-ethoxyphenyl)-5-[(4-oxo-1H-quinolin-3-yl)carbonylamino]-2-tert-butyl-phenoxy]phosphonic acid

[4-(3-ethoxyphenyl)-5-[(4-oxo-1H-quinolin-3-yl)carbonylamino]-2-tert-butyl-phenoxy]phosphonic acid dibenzyl ester (50 mg, 0.07 mmol) was dissolved in ethanol (2 mL) and the reaction flask was flushed with N$_2$ (g). Then Pd-C (5% by wt, 5 mg) was added and the flask was again flushed with N$_2$ (g). The reaction flask was then flushed with H$_2$ (g) and then left to stir under H$_2$ (g, atm) for 2.5 h at room temperature. The reaction was filtered and concentrated to yield [4-(3-ethoxyphenyl)-5-[(4-oxo-1H-quinolin-3-yl)carbonylamino]-2-tert-butyl-phenoxy]phosphonic acid as a white solid (35 mg, 93 %). $^1$H-NMR (400 MHz, d-DMSO) $\delta$ 13.21 (br s, 1H), 11.95 (s, 1H), 8.87 (d, J = 6.5 Hz, 1H), 8.48 (s, 1H), 8.10 (d, J = 8.0 Hz, 1H), 7.75-7.67 (m, 2H), 7.44 (m, 1H), 7.32 (m, 1H), 7.10 (s, 1H), 6.92-6.90 (m, 3H),
4.06 (q, $J = 7.0$ Hz, 2H), 1.39 (s, 9H), 1.28 (t, $J = 7.0$ Hz, 3H); HPLC ret. time 3.20 min, 10-99 % CH₃CN, 5 min run; ESI-MS 537.4 m/z [M+H]+.

[4-(3-ethoxyphenyl)-5-[(4-oxo-1H-quinolin-3-yl)carbonylamino]-2-tert-butylphenoxy]phosphonic acid disodium salt

To a suspension of [4-(3-ethoxyphenyl)-5-[(4-oxo-1H-quinolin-3-yl)carbonylamino]-2-tert-butyl-phenoxy]phosphonic acid (28 mg, 0.052 mmol) in deionised water (2 mL) was added NaOH solution (0.1024N, 1.02 mL, 0.104 mmol). The mixture was sonicated to get the solid into solution. The aqueous solution was then frozen and lyophilized to yield the disodium salt as a fluffy white solid. $^1$H-NMR (400 MHz, $d$-DMSO) δ 13.32 (s, 1H), 8.91 (s, 1H), 8.25 (s, 1H), 8.06 (d, $J = 6.9$ Hz, 1H), 7.53 (d, $J = 8.0$ Hz, 1H), 7.41 (m, 1H), 7.26 (t, $J = 7.9$ Hz, 1H), 7.13 (m, 1H), 7.02-7.01 (m, 2H), 6.96 (d, $J = 7.7$ Hz, 1H), 6.82 (dd, $J = 8.2$, 2.0 Hz, 1H), 4.10 (q, $J = 7.0$ Hz, 2H), 1.40 (s, 9H), 1.26 (t, $J = 7.0$ Hz, 3H); HPLC ret. time 3.22 min, 10-99 % CH₃CN, 5 min run; ESI-MS 537.5 m/z [M+H]+.

[00289] General Scheme:

[00290] Example 3:

[5-[(4-oxo-1H-quinolin-3-yl)carbonylamino]-2,4-diter-butyl-phenyl] 2-diethylaminoacetate. HCl
To a mixture of N-(5-hydroxy-2,4-ditert-butyl-phenyl)-4-oxo-1H-quinoline-3-carboxamide (3.92 g, 10 mmol), DMAP (8.54 g, 70 mmol) and diethylamino-acetic acid (2.62 g, 20 mmol) in dichloromethane (35 mL) was added N-(3-dimethylaminopropyl)-N'-ethylcarbodiimide (5.75 g, 30 mmol). The reaction was stirred at room temperature for 3 days. The reaction mixture was washed with water, dried over MgSO₄ and concentrated. The residue was dissolved in DMSO and purified by reverse phase HPLC (10-99 % CH₃CH₂-H₂O with 0.5% TFA) to yield the product as a TFA salt. A portion of this product (130 mg) was dissolved in dichloromethane and extracted with saturated NaHCO₃ solution, dried over MgSO₄ and concentrated to yield the freebase; ¹H-NMR (400 MHz, d-DMSO) δ 12.93 (br s, 1H), 12.05 (s, 1H), 8.87 (s, 1H), 8.33 (dd, J = 8.2, 1.1 Hz, 1H), 7.82 (m, 1H), 7.75 (d, J = 7.8 Hz, 1H), 7.52 (m, 1H), 7.42 (s, 1H), 7.39 (s, 1H), 3.63 (s, 2H), 2.66 (q, J = 7.1 Hz, 2H), 1.45 (s, 9H), 1.32 (s, 9H), 1.02 (t, J = 7.1 Hz, 6H); HPLC ret. time 2.99 min, 10-99 % CH₃CN, 5 min run; ESI-MS 506.5 m/z (MH⁺). The freebase was then dissolved in diethyl ether and HCl solution (2M in diethyl ether, 2 equivalents) was added and the solution was concentrated to yield [5-[(4-oxo-1H-quinolin-3-yl)carbonylamino]-2,4-ditert-butyl-phenyl] 2-diethylaminoacetate hydrochloride as a light pink solid. ¹H-NMR (400 MHz, d-DMSO) δ 13.15 (d, J = 6.8 Hz, 1H), 12.09 (s, 1H), 10.13 (s, 1H), 8.83 (d, J = 6.8 Hz, 1H), 8.33 (d, J = 7.6 Hz, 1H), 7.85-7.78 (m, 2H), 7.58 (s, 1H), 7.53 (m, 1H), 7.44 (s, 1H), 4.66 (m, 2H), 3.28 (m, 4H), 1.46 (s, 9H), 1.34 (s, 9H), 1.27 (t, J = 7.3 Hz, 6H); HPLC ret. time 3.01 min, 10-99 % CH₃CN, 5 min run; ESI-MS 506.5 m/z [M+H⁺].

**Example 4:**

![Chemical Structure](image)

[4-(4-ethoxyphenyl)-5-[(4-oxo-1H-quinolin-3-yl)carbonylamino]-2-tert-butyl-phenyl] 2-diethylaminoacetate. HCl
To a mixture of N-[2-(3-ethoxyphenyl)-5-hydroxy-4-tert-butyl-phenyl]-4-oxo-1H-quinoline-3-carboxamide (228 mg, 0.5 mmol), DMAP (610 mg, 5 mmol) and diethylaminoacetic acid (328 mg, 2.5 mmol) in dichloromethane (2.5 mL) was added N-(3-dimethylamino propyl)-N'-ethylcarbodiimide (480 mg, 2.5 mmol). The reaction was stirred at room temperature overnight. After removal of the solvent, the residue was purified by reverse phase column chromatography (10-50 % CH₃CN-H₂O with 1.0% HCOOH) to yield the product as a formic acid salt. ³¹H-NMR (400 MHz, d-DMSO) δ 12.14 (bs, 1H), 11.68 (s, 1H), 8.84 (s, 1H), 8.33 (s, 1H), 8.26 (s, 1H), 8.20-8.18 (m, 1H), 7.48 (t, J = 7.7 Hz, 1H), 7.35-7.23 (m, 4H), 6.93-6.90 (m, 1H), 6.85-6.83 (m, 2H), 4.02 (q, J = 7.0 Hz, 2H), 3.98 (s, 2H), 3.07 (q, J = 7.2 Hz, 4H), 1.37-1.34 (m, 12H), 1.26 (t, J = 7.2 Hz, 6H); HPLC ret. time 3.05 min, 10-99 % CH₃CN, 5 min run; ESI-MS 570.4 m/z [M+H]+. A portion of this product (5 mg) was dissolved in chloroform (200 µL) and HCl solution (2M in diethyl ether, 12 µL) was added. The solution was concentrated and re-dissolved in chloroform (200 µL) and HCl solution (2M in diethyl ether, 12 µL). The solution was evaporated to dryness to yield [4-(4-ethoxyphenyl)-5-[(4-oxo-1H-quinolin-3-yl) carbonylamino]-2-tert-butyl-phenyl] 2-diethylaminoacetate hydrochloride. ¹H-NMR (400 MHz, CD₃CN) δ 12.17 (bs, 1H), 11.31-11.29 (m, 1H), 8.76 (s, 1H), 8.38 (s, 1H), 8.14 (d, J = 8.0 Hz, 1H), 7.75-7.70 (m, 2H), 7.41 (t, J = 7.8 Hz, 2H), 7.33 (s, 1H), 7.04-6.99 (m, 3H), 4.36 (s, 2H), 4.12 (q, J = 7.0 Hz, 2H), 3.42 (m, 4H), 2.15-1.96 (m, 18H); HPLC ret. time 3.07 min, 10-99 % CH₃CN, 5 min run; ESI-MS 570.4 m/z [M+H]+.

[00292] Characterization data for compounds of Table 1 is shown below in Table 2.

### Table 2

<table>
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<tr>
<th>Compd #</th>
<th>LC/MS M+1</th>
<th>LC/RT Min</th>
<th>¹H-NMR (400 MHz, CD₃CN) δ</th>
<th>¹H-NMR (400 MHz, DMSO-d6)</th>
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<td>12.17 (bs, 1H), 11.31-11.29 (m, 1H), 8.76 (s, 1H), 8.38 (s, 1H), 8.14 (d, J = 8.0 Hz, 1H), 7.75-7.70 (m, 2H), 7.41 (t, J = 7.8 Hz, 2H), 7.33 (s, 1H), 7.04-6.99 (m, 3H), 4.36 (s, 2H), 4.12 (q, J = 7.0 Hz, 2H), 3.42 (m, 4H), 2.15-1.96 (m, 18H)</td>
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<td>3.22</td>
<td>13.32 (s, 1H), 8.91 (s, 1H), 8.25 (s, 1H), 8.06 (d, J = 6.9 Hz, 1H), 7.53 (d, J = 8.0 Hz, 1H), 7.41 (m, 1H), 7.26 (t, J = 7.9 Hz, 1H), 7.13 (m, 1H), 7.02-7.01 (m, 2H), 6.96 (d, J = 7.7 Hz, 1H), 6.82 (dd, J = 8.2, 2.0 Hz, 1H), 4.10 (q, J = 7.0 Hz, 2H), 1.40 (s, 9H), 1.26 (t, J = 7.0 Hz, 3H)</td>
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<tr>
<td>3</td>
<td>506.5</td>
<td>3.01</td>
<td></td>
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<tr>
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<td>---</td>
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<td></td>
</tr>
<tr>
<td>1H-NMR (400 MHz, DMSO-d6) 13.15 (d, J = 6.8 Hz, 1H), 12.09 (s, 1H), 10.13 (s, 1H), 8.83 (d, J = 6.8 Hz, 1H), 8.33 (d, J = 7.6 Hz, 1H), 7.85-7.78 (m, 2H), 7.58 (s, 1H), 7.53 (m, 1H), 7.44 (s, 1H), 4.66 (m, 2H), 3.28 (m, 4H), 1.46 (s, 9H), 1.34 (s, 9H), 1.27 (t, J = 7.3 Hz, 6H)</td>
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<td>1H-NMR (400 MHz, DMSO-d6) 12.27 (s, 1H), 8.95 (s, 1H), 8.22 (d, J = 8.0 Hz, 1H), 7.74 (s, 1H), 7.58 (d, J = 8.1 Hz, 1H), 7.45 (m, 1H), 7.20-7.16 (m, 2H), 1.40 (s, 9H), 1.38 (s, 9H)</td>
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<table>
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<th>2.89</th>
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<tbody>
<tr>
<td>H NMR (400 MHz, DMSO-d6) 13.11 (d, J = 6.7 Hz, 1H), 12.09 (s, 1H), 10.35 (br s, 1H), 8.86 (d, J = 6.8 Hz, 1H), 8.34 (d, J = 8.1 Hz, 1H), 7.83 (m, 1H), 7.77 (d, J = 7.7 Hz, 1H), 7.59 (s, 1H), 7.54 (m, 1H), 7.44 (s, 1H), 4.64 (s, 2H), 2.93 (s, 6H), 1.46 (s, 9H), 1.34 (s, 9H).</td>
<td></td>
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</tbody>
</table>

[00293] Assays for Detecting and Measuring AF508-CFTR Activity of Compounds

[00294] 1) Membrane potential optical methods for assaying AF508-CFTR modulation properties of compounds


[00296] These voltage sensitive assays are based on the change in fluorescence resonant energy transfer (FRET) between the membrane-soluble, voltage-sensitive dye, DiSBAC₂(3), and a fluorescent phospholipid, CC2-DMPE, which is attached to the outer leaflet of the plasma membrane and acts as a FRET donor. Changes in membrane potential (Vₘ) cause the negatively charged DiSBAC₂(3) to redistribute across the plasma membrane and the amount of energy transfer from CC2-DMPE changes accordingly. The changes in fluorescence emission were monitored using VIPR™ II, which is an integrated liquid handler and fluorescent detector designed to conduct cell-based screens in 96- or 384-well microtiter plates.
Identification of Potentiator Compounds

To identify potentiators of ΔF508-CFTR, a double-addition HTS assay format was developed. During the first addition, a Cl⁻-free medium with or without test compound was added to each well. After 22 sec, a second addition of Cl⁻-free medium containing 2 - 10 μM forskolin was added to activate ΔF508-CFTR. The extracellular Cl⁻ concentration following both additions was 28 mM, which promoted Cl⁻ efflux in response to ΔF508-CFTR activation and the resulting membrane depolarization was optically monitored using the FRET-based voltage-sensor dyes.

Solutions

Bath Solution #1: (in mM) NaCl 160, KCl 4.5, CaCl₂ 2, MgCl₂ 1, HEPES 10, pH 7.4 with NaOH.

Chloride-free bath solution: Chloride salts in Bath Solution #1 are substituted with gluconate salts.

CC2-DMPE: Prepared as a 10 mM stock solution in DMSO and stored at -20°C.

DiSBAC₂(3): Prepared as a 10 mM stock in DMSO and stored at -20°C.

Cell Culture

NIH3T3 mouse fibroblasts stably expressing ΔF508-CFTR are used for optical measurements of membrane potential. The cells are maintained at 37 °C in 5% CO₂ and 90% humidity in Dulbecco's modified Eagle’s medium supplemented with 2 mM glutamine, 10% fetal bovine serum, 1 X NEAA, β-ME, 1 X pen/strep, and 25 mM HEPES in 175 cm² culture flasks. For all optical assays, the cells were seeded at 30,000/well in 384-well matrigel-coated plates and cultured for 2 hrs at 37 °C before culturing at 27 °C for 24 hrs. for the potentiation assay. For the correction assays, the cells are cultured at 27 °C or 37 °C with and without compounds for 16 – 24 hours.

II. Ussing Chamber Assay

Ussing chamber experiments were performed on polarized epithelial cells expressing ΔF508-CFTR to further characterize the ΔF508-CFTR modulators identified in the optical assays. FRTΔF508-CFTR epithelial cells grown on Costar Snapwell cell culture inserts
were mounted in an Ussing chamber (Physiologic Instruments, Inc., San Diego, CA), and the monolayers were continuously short-circuited using a Voltage-clamp System (Department of Bioengineering, University of Iowa, IA, and, Physiologic Instruments, Inc., San Diego, CA). Transepithelial resistance was measured by applying a 2-mV pulse. Under these conditions, the FRT epithelia demonstrated resistances of 4 KΩ/ cm² or more. The solutions were maintained at 27 °C and bubbled with air. The electrode offset potential and fluid resistance were corrected using a cell-free insert. Under these conditions, the current reflects the flow of Cl⁻ through ΔF508-CFTR expressed in the apical membrane. The I₅C was digitally acquired using an MP100A-CE interface and AcqKnowledge software (v3.2.6; BIOPAC Systems, Santa Barbara, CA).

**Identification of Potentiator Compounds**

Typical protocol utilized a basolateral to apical membrane Cl⁻ concentration gradient. To set up this gradient, normal ringer's was used on the basolateral membrane and was permeabilized with nystatin (360 μg/ml), whereas apical NaCl was replaced by equimolar sodium gluconate (titrated to pH 7.4 with NaOH) to give a large Cl⁻ concentration gradient across the epithelium. All experiments were performed 30 min after nystatin permeabilization. Forskolin (10 μM) and all test compounds were added to both sides of the cell culture inserts. The efficacy of the putative ΔF508-CFTR potentiators was compared to that of the known potentiator, genistein.

**Solutions**

Basolateral solution (in mM): NaCl (135), CaCl₂ (1.2), MgCl₂ (1.2), K₂HPO₄ (2.4), KHPO₄ (0.6), N-2-hydroxyethylpiperazine-N’-2-ethanesulfonic acid (HEPES) (10), and dextrose (10). The solution was titrated to pH 7.4 with NaOH.

Apical solution (in mM): Same as basolateral solution with NaCl replaced with Na Gluconate (135).

**Cell Culture**

Fisher rat epithelial (FRT) cells expressing ΔF508-CFTR (FRTΔF508-CFTR) were used for Ussing chamber experiments for the putative ΔF508-CFTR modulators identified from our optical assays. The cells were cultured on Costar Snapwell cell culture inserts and cultured for five days at 37 °C and 5% CO₂ in Coon's modified Ham's F-12 medium.
supplemented with 5% fetal calf serum, 100 U/ml penicillin, and 100 µg/ml streptomycin. Prior to use for characterizing the potentiator activity of compounds, the cells were incubated at 27 °C for 16 - 48 hrs to correct for the ΔF508-CFTR. To determine the activity of corrections compounds, the cells were incubated at 27 °C or 37 °C with and without the compounds for 24 hours.

[00309] III. Whole-cell recordings

[00310] The macroscopic ΔF508-CFTR current (I_{AF508}) in temperature- and test compound-corrected NIH3T3 cells stably expressing ΔF508-CFTR were monitored using the perforated-patch, whole-cell recording. Briefly, voltage-clamp recordings of I_{AF508} were performed at room temperature using an Axopatch 200B patch-clamp amplifier (Axon Instruments Inc., Foster City, CA). All recordings were acquired at a sampling frequency of 10 kHz and low-pass filtered at 1 kHz. Pipettes had a resistance of 5 – 6 MΩ when filled with the intracellular solution. Under these recording conditions, the calculated reversal potential for Cl⁻ (E_{Cl}) at room temperature was -28 mV. All recordings had a seal resistance > 20 GΩ and a series resistance < 15 MΩ. Pulse generation, data acquisition, and analysis were performed using a PC equipped with a Digidata 1320 A/D interface in conjunction with Clampex 8 (Axon Instruments Inc.). The bath contained < 250 µl of saline and was continuously perfused at a rate of 2 ml/min using a gravity-driven perfusion system.

[00311] The ability of ΔF508-CFTR potentiators to increase the macroscopic ΔF508-CFTR Cl⁻ current (I_{AF508}) in NIH3T3 cells stably expressing ΔF508-CFTR was also investigated using perforated-patch-recording techniques. The potentiators identified from the optical assays evoked a dose-dependent increase in I_{AF508} with similar potency and efficacy observed in the optical assays. In all cells examined, the reversal potential before and during potentiator application was around -30 mV, which is the calculated E_{Cl} (-28 mV).

[00312] Solutions

Intracellular solution (in mM): Cs-aspartate (90), CsCl (50), MgCl2 (1), HEPES (10), and 240 µg/ml amphotericin-B (pH adjusted to 7.35 with CsOH).

Extracellular solution (in mM): N-methyl-D-glucamine (NMDG)-Cl (150), MgCl2 (2), CaCl2 (2), HEPES (10) (pH adjusted to 7.35 with HCl).
[00313] Cell Culture

[00314] NIH3T3 mouse fibroblasts stably expressing ΔF508-CFTR are used for whole-cell recordings. The cells are maintained at 37 ºC in 5% CO₂ and 90% humidity in Dulbecco’s modified Eagle’s medium supplemented with 2 mM glutamine, 10% fetal bovine serum, 1 X NEAA, β-ME, 1 X pen/strep, and 25 mM HEPES in 175 cm² culture flasks. For whole-cell recordings, 2,500 - 5,000 cells were seeded on poly-L-lysine-coated glass coverslips and cultured for 24 - 48 hrs at 27 ºC before use to test the activity of potentiators; and incubated with or without the correction compound at 37 ºC for measuring the activity of correctors.

[00315] IV. Single-channel recordings

[00316] The single-channel activities of temperature-corrected ΔF508-CFTR stably expressed in NIH3T3 cells and activities of potentiator compounds were observed using excised inside-out membrane patch. Briefly, voltage-clamp recordings of single-channel activity were performed at room temperature with an Axopatch 200B patch-clamp amplifier (Axon Instruments Inc.). All recordings were acquired at a sampling frequency of 10 kHz and low-pass filtered at 400 Hz. Patch pipettes were fabricated from Corning Kovar Sealing #7052 glass (World Precision Instruments, Inc., Sarasota, FL) and had a resistance of 5 - 8 MΩ when filled with the extracellular solution. The ΔF508-CFTR was activated after excision, by adding 1 mM Mg-ATP, and 75 nM of the cAMP-dependent protein kinase, catalytic subunit (PKA; Promega Corp. Madison, WI). After channel activity stabilized, the patch was perfused using a gravity-driven microperfusion system. The inflow was placed adjacent to the patch, resulting in complete solution exchange within 1 - 2 sec. To maintain ΔF508-CFTR activity during the rapid perfusion, the nonspecific phosphatase inhibitor F⁻ (10 mM NaF) was added to the bath solution. Under these recording conditions, channel activity remained constant throughout the duration of the patch recording (up to 60 min). Currents produced by positive charge moving from the intra- to extracellular solutions (anions moving in the opposite direction) are shown as positive currents. The pipette potential (V_p) was maintained at 80 mV.

[00317] Channel activity was analyzed from membrane patches containing ≤ 2 active channels. The maximum number of simultaneous openings determined the number of active channels during the course of an experiment. To determine the single-channel current amplitude, the data recorded from 120 sec of ΔF508-CFTR activity was filtered “off-line” at
100 Hz and then used to construct all-point amplitude histograms that were fitted with multigaussian functions using Bio-Patch Analysis software (Bio-Logic Comp. France). The total microscopic current and open probability ($P_o$) were determined from 120 sec of channel activity. The $P_o$ was determined using the Bio-Patch software or from the relationship $P_o = I_i(N)$, where $I = \text{mean current}$, $i = \text{single-channel current amplitude}$, and $N = \text{number of active channels in patch}$.

[00318] **Solutions**

Extracellular solution (in mM): NMDG (150), aspartic acid (150), CaCl$_2$ (5), MgCl$_2$ (2), and HEPES (10) (pH adjusted to 7.35 with Tris base).

Intracellular solution (in mM): NMDG-Cl (150), MgCl$_2$ (2), EGTA (5), TES (10), and Tris base (14) (pH adjusted to 7.35 with HCl).

[00319] **Cell Culture**

[00320] NIH3T3 mouse fibroblasts stably expressing ΔF508-CFTR are used for excised-membrane patch-clamp recordings. The cells are maintained at 37 °C in 5% CO$_2$ and 90% humidity in Dulbecco’s modified Eagle’s medium supplemented with 2 mM glutamine, 10% fetal bovine serum, 1 X NEAA, β-ME, 1 X pen/strep, and 25 mM HEPES in 175 cm$^2$ culture flasks. For single channel recordings, 2,500 - 5,000 cells were seeded on poly-L-lysine-coated glass coverslips and cultured for 24 - 48 hrs at 27 °C before use.

[00321] Using one or more of the above assays, compounds of the present invention were found to potentiate the activity of CFTR.

[00322] 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.
Claims

1. A compound of formula I:

or a pharmaceutically acceptable salt thereof;

X is a bond or is an optionally substituted C1-C6 alkylidene chain wherein up to two methylene units of X are optionally and independently replaced by -CO-, -CS-, -COCO-, -CONR'-, -CONR'NR'-, -CO2-, -OOC-, -NR'CO2-, -O-, -NR'CONR'-, -OCONR'-, -NR'NR', -NR'NR'CO-, -NR'CO-, -S-, -SO-, -SO2-, -NR', -SO2NR'-, NR'SO2', or -NR'SO2NR';

R^X is independently R', halo, NO2, CN, CF3, or OCF3;
y is 0-4;

each of R^1 and R^2 is independently selected from hydrogen, CN, CF3, halo, C1-C6 straight or branched alkyl, 3-12 membered cycloaliphatic, phenyl, C5-C10 heteroaryl or C3-C7 heterocyclic, wherein said heteroaryl or heterocyclic has up to 3 heteroatoms selected from O, S, or N, wherein said R^1 and R^2 is independently and optionally substituted with up to three substituents selected from -OR', -CF3, -OCF3, SR', S(O)R', SO2R', -SCF3, halo, CN, -COOR', -OC(O)R', -COR', -O(CH2)2N(R')(R'), -O(CH2)2N(R')(R'), -CON(R')(R'), -(CH2)2OR', -(CH2)2OR', CH2CN, optionally substituted phenyl or phenoxy, -N(R')(R'), -NR'C(O)OR', -NR'C(O)R', -(CH2)2N(R')(R'), or -(CH2)2N(R')(R');

R^3 is hydrogen;

R^xy is a group selected from:

wherein in group (A) and group (B):
each of \( w_A, w_B, w_C, \) and \( w_D \) is independently 0 or 1;

each \( M \) is independently selected from hydrogen, \( \text{Li, Na, K, Mg, Ca, Ba, -N(R^7)_4, C_1-C_{12}-alkyl, C_2-C_{12}-alkenyl, or -R^6; } \) wherein 1 to 4 \(-\text{CH}_2\) radicals of the alkyl or alkenyl group, other than the \(-\text{CH}_2\) that is bound to \( Z \) is optionally replaced by a heteroatom group selected from \( O, S, S(O), S(O)_2, \) or \( \text{N(R^7); and wherein any hydrogen in said alkyl, alkenyl or R^6 is optionally replaced with a substituent selected from oxo, OR^7, R^7, N(R^7)_2, N(R^7)_3, (C_1-C_4 alkylidene)-OH, CN, CO_2R^7, C(O)N(R^7)_2, S(O)_2-N(R^7)_2, N(R^7)-C(O)-R^7, C(O) R^7, -S(O)\_n-R^7, OCF_3, -S(O)\_n-R^6, N(R^7)-S(O)\_2(R^7), \) halo, -CF_3, or -NO_2;

\( n \) is 0-2;

\( M' \) is H, C_1-C_{12}-alkyl, C_2-C_{12}-alkenyl, or -R^6; wherein 1 to 4 \(-\text{CH}_2\) radicals of the alkyl or alkenyl group is optionally replaced by a heteroatom group selected from \( O, S, S(O), S(O)_2, \) or \( \text{N(R^7); and wherein any hydrogen in said alkyl, alkenyl or R^6 is optionally replaced with a substituent selected from oxo, -O R^7, -R^7, -N(R^7)_2, N(R^7)_3, -R^7 OH, -CN, -CO_2 R^7, -C(O)-N(R^7)_2, -S(O)_2-N(R^7)_2, -N(R^7)-C(O)-R^7, -C(O) R^7, -S(O)\_n-R^7, -OCF_3, -S(O)\_n-R^6, -N(R^7)-S(O)\_2(R^7), \) halo, -CF_3, or -NO_2;

\( Z \) is \(-\text{CH}_2, -O-, -S-, -N(R^7)_2-; or;

when \( M \) is absent, then \( Z \) is hydrogen, =O, or =S;

\( Y \) is P or S, wherein when \( Y \) is S, then \( Z \) is not S;

\( X \) is O or S;

each \( R^7 \) is independently selected from hydrogen, or C_1-C_4 aliphatic, optionally substituted with up to two Q_1;

each \( Q_1 \) is independently selected from a 3-7 membered saturated, partially saturated or unsaturated carbocyclic ring system; or a 4-7 membered saturated, partially saturated or unsaturated heterocyclic ring containing one or more heteroatom or heteroatom group selected from O, N, NH, S, SO, or SO_2; wherein \( Q_1 \) is optionally substituted with up to three substituents selected from oxo, -OH, -O(C_1-C_4 aliphatic), -C_1-C_4 aliphatic, -NH_2, NH(C_1-C_4 aliphatic), -N(C_1-C_4 aliphatic)_2, -N(C_1-C_4 aliphatic)-C(O)-C_1-C_4 aliphatic, -(C_1-C_4 aliphatic)-OH, -CN, -CO_2H, -CO_2(C_1-C_4 aliphatic), -OCO(C_1-C_4 aliphatic), -C(O)-NH_2, -C(O)-NH(C_1-C_4 aliphatic), -C(O)-N(C_1-C_4 aliphatic)_2, halo or -CF_3;

\( R^8 \) is a 4-6 membered saturated, partially saturated or unsaturated carbocyclic or heterocyclic ring system, or an 8-10 membered saturated, partially saturated or unsaturated
bicyclic ring system; wherein any of said heterocyclic ring systems contains one or more heteroatoms selected from O, N, S, S(O)₉ or N(R³); and wherein any of said ring systems optionally contains 1 to 4 substituents independently selected from OH, C₁-C₄ alkyl, O-(C₁-C₄ alkyl) or O-C(O)-(C₁-C₄ alkyl);

R⁹ is C(R³)₂, O or N(R³);

wherein in group (C):

R⁸ is selected from C₁-C₆ alkyl;

each of R⁴ and R⁵ is selected from C₁-C₆ aliphatic optionally substituted with Q₁;

R' is independently selected from hydrogen or an optionally substituted group selected from a C₁-C₆ aliphatic group, a 3-8-membered saturated, partially unsaturated, or fully unsaturated monocyclic ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur, or an 8-12 membered saturated, partially unsaturated, or fully unsaturated bicyclic ring system having 0-5 heteroatoms independently selected from nitrogen, oxygen, or sulfur; or two occurrences of R' are taken together with the atom(s) to which they are bound to form an optionally substituted 3-12 membered saturated, partially unsaturated, or fully unsaturated monocyclic or bicyclic ring having 0-4 heteroatoms independently selected from nitrogen, oxygen, or sulfur; and

each R¹ is independently hydrogen or C₁-C₆ alkyl optionally substituted with up to four halo substituents.

2. The compound according to claim 1, y is 0-2.

3. The compound according to claim 2, wherein y is 0.

4. The compound according to claim 1, wherein each of R¹ and R² is independently selected from hydrogen, CN, CF₃, halo, C₁-C₆ straight or branched alkyl, 3-12 membered cycloaliphatic, or phenyl, wherein said R¹ and R² is independently and optionally substituted with up to three substituents selected from -OR', -CF₃, -OCF₃, -SCF₃, halo, -COOR', -OCOR', -COR', -O(CH₂)₂N(R')(R'), -O(CH₂)N(R')(R'), -CON(R')(R'), -(CH₂)₂OR', -(CH₂)OR', optionally substituted phenyl, -N(R')(R'), -NC(O)OR', -NC(O)R', -(CH₂)₂N(R')(R'), or -(CH₂)N(R')(R').
5. The compound according to claim 5, wherein $R^1$ is a phenyl ring optionally substituted with up to three substituents selected from $-OR^\prime$, $-CF_3$, $-OCF_3$, $SR^\prime$, $S(O)R^\prime$, $SO_2R^\prime$, $SCF_3$, halo, $CN$, $-COOR^\prime$, $-OCOR^\prime$, $-COR^\prime$, $-O(CH_2)_2N(R^\prime)(R^\prime)$, $-O(CH_2)N(R^\prime)(R^\prime)$, $-CON(R^\prime)(R^\prime)$, $-(CH_2)_2OR^\prime$, $-(CH_2)_3OR^\prime$, $CH_2CN$, optionally substituted phenyl or phenoxy, $-N(R^\prime)(R^\prime)$, $-NR^\primeC(O)OR^\prime$, $-NR^\primeC(O)R^\prime$, $-(CH_2)_2N(R^\prime)(R^\prime)$, or $-(CH_2)N(R^\prime)(R^\prime)$; and $R^2$ is C1-C6 straight or branched alkyl.

6. The compound according to claim 4, wherein each of $R^1$ and $R^2$ is independently selected from CF$_3$ or halo.

7. The compound according to claim 4, wherein each of $R^1$ and $R^2$ is independently selected from hydrogen or optionally substituted C1-C6 straight or branched alkyl.

8. The compound according to claim 5, wherein each of $R^1$ and $R^2$ is independently selected from optionally substituted n-propyl, isopropyl, n-butyl, sec-butyl, t-butyl, 1,1-dimethyl-2-hydroxyethyl, 1,1-dimethyl-2-(ethoxycarbonyl)-ethyl, 1,1-dimethyl-3-(t-butoxycarbonyl-amino) propyl, or n-pentyl.

9. The compound according to claim 4, wherein $R^1$ is hydrogen and $R^2$ is C1-C6 straight or branched alkyl.

10. The compound according to claim 4, wherein $R^2$ is hydrogen and $R^1$ is C1-C6 straight or branched alkyl.

11. The compound according to claim 4, wherein each of $R^1$ and $R^2$ is C1-C6 straight or branched alkyl.

12. The compound according to claim 4, wherein both, $R^1$ and $R^2$, are t-butyl.
13. The compound according to claim 4, wherein R\(^1\) is hydrogen or C1-C6 straight or branched alkyl and R\(^2\) is CF\(_3\).

14. The compound according to claim 1, wherein both R\(^U\) are hydrogen.

15. The compound according to claim 1, wherein both R\(^U\) are C1-C6 alkyl optionally substituted with up to 4 halo substituents.

16. The compound according to claim 1, wherein one R\(^U\) is hydrogen and the other R\(^U\) is C1-C6 alkyl optionally substituted with up to 4 halo substituents.

17. The compound according to claim 1, wherein said compound of formula I has one, more, or preferably all, of the following features:
   i) R\(^1\) is hydrogen;
   ii) R\(^2\) is C6-C10 cycloaliphatic optionally substituted with up to 3 substituents selected from C1-C4 alkyl or -O(C1-C4 alkyl); and
   iii) R\(^{XY}\) is:

   ![Diagram](image)

   wherein R\(^8\) is C1-C3 alkylidene; and each of R\(^4\) and R\(^3\) is C1-C4 alkyl.

18. The compound according to claim 1, wherein said compound of formula I has one, preferably more, or more preferably all, of the following features:
   i) R\(^1\) is hydrogen;
   ii) R\(^2\) is C3-C5 cycloaliphatic optionally substituted with up to 3 substituents selected from C1-C4 alkyl or -O(C1-C4 alkyl); and
   iii) R\(^{XY}\) is:
wherein R⁸ is C1-C3 alkylidene;
    each of R⁴ and R⁵ is C1-C4 alkyl.

19. The compound according to claim 1, wherein said compound of formula I has
    one, preferably more, or more preferably all, of the following features:
    i) R¹ is hydrogen;
    ii) R² is CF₃; and
    iii) R⁸ is:

wherein R⁸ is C1-C3 alkylidene; and
    each of R⁴ and R⁵ is C1-C4 alkyl.

20. The compound according to claim 1, wherein said compound of formula I has
    one, preferably more, or more preferably all, of the following features:
    i) R¹ is halo, C1-C6 straight or branched alkyl, CF₃, CN, or phenyl optionally
        substituted with up to 3 substituents selected from C1-C4 alkyl, -O(C1-C4 alkyl), or
        halo;
    ii) R² is CF₃, halo, C1-C6 alkyl, or C6-C10 cycloaliphatic; and
    iii) R⁸ is:

wherein R⁸ is C1-C3 alkylidene;
    each of R⁴ and R⁵ is C1-C4 alkyl.
21. The compound according to claim 1, wherein said compound of formula I has one, preferably more, or more preferably all, of the following features:

   i) $R^1$ is halo, C1-C6 straight or branched alkyl, CF₃, CN, or phenyl optionally substituted with up to 3 substituents selected from C1-C4 alkyl, -O(C1-C4 alkyl), or halo;

   ii) $R^2$ is C3-C5 cycloaliphatic optionally substituted with up to 3 substituents selected from C1-C4 alkyl or -O(C1-C4 alkyl); and; and

   iii) $R^{xy}$ is:

   \[
   \begin{align*}
   &\text{wherein } R^6 \text{ is C1-C3 alkylidene; and } \\
   &\text{each of } R^4 \text{ and } R^5 \text{ is C1-C4 alkyl.}
   \end{align*}
   \]

22. The compound according to claim 1, wherein said compound of formula I has one, preferably more, or more preferably all, of the following features:

   i) $R^1$ is hydrogen;

   ii) $R^2$ is C1-C6 straight or branched alkyl or C6-C10 cycloaliphatic optionally substituted with up to 3 substituents selected from C1-C4 alkyl or -O(C1-C4 alkyl); and

   iii) $R^{xy}$ is:

   \[
   \begin{align*}
   &\text{wherein } w_B = 0; \\
   &\text{w}_C \text{ is 0 or 1; } \\
   &M \text{ is independently selected from Na, K, or Ca.}
   \end{align*}
   \]

23. The compound according to claim 1, wherein said compound of formula I has one, preferably more, or more preferably all, of the following features:
i) $R^1$ is halo, C1-C6 alkyl, CF$_3$, CN, or phenyl optionally substituted with up to 3 substituents selected from C1-C4 alkyl, -O(C1-C4 alkyl), or halo;

ii) $R^2$ is CF$_3$, halo, C1-C6 alkyl, or C6-C10 cycloaliphatic; and

iii) $R^{XY}$ is:

\[
\begin{array}{c}
\text{OM} \\
\text{CH}_2-\text{O} \\
\text{P} \\
\text{O} \\
\end{array}
\]

$w_B$ is 0;

$w_C$ is 0 or 1;

$M$ is independently selected from Na, K, or Ca.

23. The compound according to claim 1, wherein said compound of formula I has one, preferably more, or more preferably all, of the following features:

i) $R^1$ is hydrogen;

ii) $R^2$ is C3-C5 cycloaliphatic optionally substituted with up to 3 substituents selected from C1-C4 alkyl or -O(C1-C4 alkyl); and

iii) $R^{XY}$ is:

\[
\begin{array}{c}
\text{OM} \\
\text{CH}_2-\text{O} \\
\text{P} \\
\text{O} \\
\end{array}
\]

wherein:

$w_B$ is 0;

$w_C$ is 0 or 1;

$M$ is independently selected from Na, K, or Ca.

24. The compound according to claim 1, wherein said compound of formula I has one, preferably more, or more preferably all, of the following features:

i) $R^1$ is hydrogen;

ii) $R^2$ is CF$_3$; and

iii) $R^{XY}$ is:
25. The compound according to claim 1, wherein said compound of formula I has one, preferably more, or more preferably all, of the following features:
   
i) $R^1$ is halo, C1-C6 alkyl, CF$_3$, CN, or phenyl optionally substituted with up to 3 substituents selected from C1-C4 alkyl, -O(C1-C4 alkyl), or halo;
   
ii) $R^2$ is C3-C5 cycloaliphatic optionally substituted with up to 3 substituents selected from C1-C4 alkyl or -O(C1-C4 alkyl); and

iii) $R^{XY}$ is:

$$\text{OM}$$

$$\text{OM}$$

$w_B$ is 0;

$w_C$ is 0 or 1;

M is independently selected from Na, K, or Ca.

26. The compound according to claim 1, wherein said compound of formula I has one, preferably more, or more preferably all, of the following features:

i) $R^1$ is hydrogen;

ii) $R^2$ is C1-C6 straight or branched alkyl or C6-C10 cycloaliphatic optionally substituted with up to 3 substituents selected from C1-C4 alkyl or -O(C1-C4 alkyl);

and

iii) $R^{XY}$ is:

$$\text{H}_2$$

wherein:
w_D is 0 or 1;
w_A is 0 or 1;
R^9 is -CH_2-, O, or NH;
M' is C1-C8 alkyl, wherein up to 3 -CH_2- radicals are optionally replaced by O, NH, or NMe.

27. The compound according to claim 1, wherein said compound of formula I has one, preferably more, or more preferably all, of the following features:
   i) R^1 is halo, C1-C6 alkyl, CF_3, CN, or phenyl optionally substituted with up to 3 substituents selected from C1-C4 alkyl, -O(C1-C4 alkyl), or halo;
   ii) R^2 is CF_3, halo, C1-C6 alkyl, or C6-C10 cycloaliphatic; and
   iii) R^{XY} is:
   \[
   \begin{array}{c}
   H_2 \\
   C \\
   O \\
   \end{array}
   \xrightarrow{w_D} \xrightarrow{w_A} \xrightarrow{(R^9)} M' \\
   \] 
   wherein:
   w_D is 0 or 1;
w_A is 0 or 1;
R^9 is -CH_2-, O, or NH;
M' is C1-C8 alkyl, wherein up to 3 -CH_2- radicals are optionally replaced by O, NH, or NMe.

28. The compound according to claim 1, wherein said compound of formula I has one, preferably more, or more preferably all, of the following features:
   i) R^1 is hydrogen;
   ii) R^2 is C3-C5 cycloaliphatic optionally substituted with up to 3 substituents selected from C1-C4 alkyl or -O(C1-C4 alkyl); and
   iii) R^{XY} is:
   \[
   \begin{array}{c}
   H_2 \\
   C \\
   O \\
   \end{array}
   \xrightarrow{w_D} \xrightarrow{w_A} \xrightarrow{(R^9)} M' \\
   \] 
   wherein:
\( w_D \) is 0 or 1;
\( w_A \) is 0 or 1;
\( R^9 \) is -CH\(_2\)-, O, or NH;
\( M' \) is C1-C8 alkyl, wherein up to 3 -CH\(_2\)- radicals are optionally replaced by O, NH, or NMe.

29. The compound according to claim 1, wherein said compound of formula I has one, preferably more, or more preferably all, of the following features:
   i) \( R^1 \) is hydrogen;
   ii) \( R^2 \) is CF\(_3\); and
   iii) \( R^{XY} \) is:

\[
\begin{array}{c}
\text{H}_2 \\
\text{O} \\
\text{C} \\
\text{O} \\
\text{w}_D
\end{array}
\]

\( (R^9) \)
\( \text{w}_A \)
\( M' \)

wherein:
\( w_D \) is 0 or 1;
\( w_A \) is 0 or 1;
\( R^9 \) is -CH\(_2\)-, O, or NH;
\( M' \) is C1-C8 alkyl, wherein up to 3 -CH\(_2\)- radicals are optionally replaced by O, NH, or NMe.

30. The compound according to claim 1, wherein said compound of formula I has one, preferably more, or more preferably all, of the following features:
   iv) \( R^1 \) is halo, C1-C6 alkyl, CF\(_3\), CN, or phenyl optionally substituted with up to 3 substituents selected from C1-C4 alkyl, -O(C1-C4 alkyl), or halo;
   v) \( R^2 \) is C3-C5 cycloaliphatic optionally substituted with up to 3 substituents selected from C1-C4 alkyl or -O(C1-C4 alkyl); and
   vi) \( R^{XY} \) is:

\[
\begin{array}{c}
\text{H}_2 \\
\text{O} \\
\text{C} \\
\text{O} \\
\text{w}_D
\end{array}
\]

\( (R^9) \)
\( \text{w}_A \)
\( M' \)

wherein:
w_D is 0 or 1;
w_A is 0 or 1;
R^9 is \(-\text{CH}_2\), O, or NH;
M' is C1-C8 alkyl, wherein up to 3 \(-\text{CH}_2\)- radicals are optionally replaced by O, NH, or NMe.

31. The compound according to claim 1, wherein said compound of formula I has one, preferably more, or more preferably all, of the following features:
   i) R^1 is hydrogen;
   ii) R^2 is C3-C5 cycloaliphatic optionally substituted with up to 3 substituents selected from C1-C4 alkyl or \(-\text{O}(\text{C1-C4 alkyl})\); and
   iii) R^{XY} is:

\[
\begin{array}{c}
  \text{C} \\
  \text{O} \\
  \text{w}_{D} \\
  \text{(R}^{9}\text{)} \\
  \text{w}_{A} \\
  \text{M}'
\end{array}
\]

wherein:

w_D is 0 or 1;
w_A is 0 or 1;
R^9 is \(-\text{CH}_2\), O, or NH;
M' is C1-C8 alkyl, wherein up to 3 \(-\text{CH}_2\)- radicals are optionally replaced by O, NH, or NMe.

32. The compound according to claim 1, wherein said compound of formula I has one, preferably more, or more preferably all, of the following features:
   iv) R^1 is hydrogen;
   v) R^2 is CF_3; and
   vi) R^{XY} is:

\[
\begin{array}{c}
  \text{H}_2 \\
  \text{O} \\
  \text{w}_{D} \\
  \text{(R}^{9}\text{)} \\
  \text{w}_{A} \\
  \text{M}'
\end{array}
\]

wherein:

w_D is 0 or 1;
$w_A$ is 0 or 1;

$R^9$ is -CH$_2$-, O, or NH;

$M'$ is C1-C8 alkyl, wherein up to 3 -CH$_2$- radicals are optionally replaced by O, NH, or NMe.

33. The compound according to claim 1, wherein $R^X$X is at the 6-position of the quinolinyl ring.

34. The compound according to claim 33, wherein $R^X$X taken together is C1-C6 alkyl, -O-(C1-C6 alkyl), or halo.

35. The compound according to claim 1, wherein $R^X$X is at the 5-position of the quinolinyl ring.

36. The compound according to claim 33 or 35, wherein $R^X$X taken together is -OH.

37. The compound according to claim 1, wherein $R^{XY}$ is:

![Chemical Structure](image)

or a pharmaceutically acceptable salt thereof.

38. The compound according to claim 37, wherein $R^8$ is C1-C3 alkylidene.

39. The compound according to claim 37, wherein $R^4$ and $R^5$ are both C1-C6 aliphatic.

40. The compound according to claim 39, wherein $R^4$ and $R^5$ are both C1-C4 alkyl.

41. The compound according to claim 40, wherein $R^4$ and $R^5$ both are methyl or ethyl.
42. The compound according to claim 1, wherein $R^{XY}$ is selected from:

\[ \text{OM} \]

\[ \text{CH}_2\text{O} \]

\[-P\text{O}O(M)w_C \]

43. The compound according to claim 42, wherein $w_B$ is 0.

44. The compound according to claim 42, wherein each $M$ is independently selected from Na, K, or Ca.

45. The compound according to claim 42, wherein:

- $w_B$ is 0;
- $w_C$ is 1; and
- each $M$ is Na.

46. The compound according to claim 42, wherein:

- $w_B$ is 0;
- $w_C$ is 0 and
- $M$ is Ca.

47. The compound according to claim 1, wherein $R^{XY}$ is selected from:

- (L)-lysine, -PO$_3$Na$_2$,
- (L)-tyrosine,
- PO$_3$Mg,
- PO$_3$(NH$_4$)$_2$,
- CH$_2$-OPO$_3$Na$_2$,
- (L)-serine,
-SO₃Na₂, -SO₃Mg, -SO₃(NH₄)₂,

-CH₂-O-SO₃Na₂, -CH₂-O-SO₃(NH₄)₂,

acetyl, -(L)-valine, -(L)-glutamic acid, -(L)-aspartic acid, -(L)-γ-t-butyl-aspartic acid,

-(L)-3-pyridylalanine, -(L)-histidine, -CHO, -CF₃,

(spermidine)₂ or PO₃-(meglamine)₂.
48. The compound according to claim 1, wherein $R^{XY}$ is selected from:

<table>
<thead>
<tr>
<th>$R^{XY}$</th>
<th>$R^{XY}$</th>
<th>$R^{XY}$</th>
</tr>
</thead>
</table>
| \[
\text{O} - \text{O} - \text{N} - \text{Me}_2
\] | \[
\text{O} - \text{N} - \text{Me}_2
\] | \[
\text{O} - \text{N} - \text{Me}_2
\] |
| \[
\text{O} - \text{N} - \text{Me}_2
\] | \[
\text{O} - \text{N} - \text{Me}_2
\] | \[
\text{O} - \text{N} - \text{Me}_2
\] |
| \[
\text{O} - \text{N} - \text{Me}_2
\] | \[
\text{O} - \text{N} - \text{Me}_2
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\text{O} - \text{N} - \text{Me}_2
\] |
| \[
\text{O} - \text{N} - \text{Me}_2
\] | \[
\text{O} - \text{N} - \text{Me}_2
\] | \[
\text{O} - \text{N} - \text{Me}_2
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| \[
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\] | \[
\text{O} - \text{N} - \text{Me}_2
\] |
| \[
\text{O} - \text{N} - \text{Me}_2
\] | \[
\text{O} - \text{N} - \text{Me}_2
\] | \[
\text{O} - \text{N} - \text{Me}_2
\] |
49. A compound of formula II:

![Chemical Structure](image)

wherein:

- $X$, $y$, $R^X$, $R^1$, $R^2$, $R^3$, $R^4$, $R^5$, and $R^8$ are as defined in claim 1; and
- $Y$ is a pharmaceutically acceptable anion.

50. The compound according to claim 49, wherein said $Y$ is selected from halo, carboxylate, sulfate, mesylate, or tosylate.

51. The compound according to claim 50, wherein said $Y$ is chloro or bromo.
52. The compound according to claim 1, wherein said compound is selected from Table 1.

53. A pharmaceutical composition comprising a compound according to claim 1, and a pharmaceutically acceptable carrier, adjuvant, or vehicle.

54. The pharmaceutical composition according to claim 53, wherein said composition comprises an additional agent selected from a mucolytic agent, bronchodilator, an anti-biotic, an anti-infective agent, an anti-inflammatory agent, CFTR modulator, or a nutritional agent.

55. A method of treating or lessening the severity of a disease in a patient, wherein said disease is selected from cystic fibrosis, hereditary emphysema, hereditary hemochromatosis, coagulation-fibrinolysis deficiencies, such as protein C deficiency, Type 1 hereditary angioedema, lipid processing deficiencies, such as familial hypercholesterolemia, Type 1 chylomicronemia, abetalipoproteinemia, lysosomal storage diseases, such as I-cell disease/pseudo-Hurler, mucopolysaccharidoses, Sandhoff/Tay-Sachs, Crigler-Najjar type II, polyendocrinopathy/hyperinsulemia, Diabetes mellitus, Laron dwarfism, myeloperoxidase deficiency, primary hypoparathyroidism, melanoma, glycanosis CDG type I, congenital hyperthyroidism, osteogenesis imperfecta, hereditary hypofibrinogenemia, ACT deficiency, Diabetes insipidus (DI), neurophyseal DI, neprogenic DI, Charcot-Marie Tooth syndrome, Perlizaeus-Merzbacher disease, neurodegenerative diseases such as Alzheimer’s disease, Parkinson’s disease, amyotrophic lateral sclerosis, progressive supranuclear plasy, Pick’s disease, several polyglutamine neurological disorders such as Huntington, spinocerebellar ataxia type I, spinal and bulbar muscular atrophy, dentatorubal pallidolusian, and myotonic dystrophy, as well as spongiform encephalopathies, such as hereditary Creutzfeldt-Jakob disease (due to prion protein processing defect), Fabry disease, Strausssler-Scheinker syndrome, COPD, dry-eye disease, or Sjogren’s disease, said method comprising the step of administering to said patient an effective amount of a compound of formula I according to claim 1.
56. A kit for use in measuring the activity of CFTR or a fragment thereof in a biological sample \textit{in vitro} or \textit{in vivo}, comprising:

(i) a composition comprising a compound of formula (I) according to claim 1;
(ii) instructions for:
   a) contacting the composition with the biological sample;
   b) measuring activity of said CFTR or a fragment thereof.

57. The kit according to claim 56, further comprising instructions for
a) contacting an additional composition with the biological sample;
b) measuring the activity of said CFTR or a fragment thereof in the presence of said additional compound, and
c) comparing the activity of the CFTR or a fragment thereof in the presence of the additional compound with the density of CFTR in the presence of a composition of formula (I).