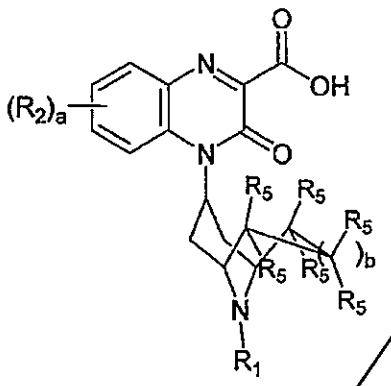
WHAT IS CLAIMED:

1. A compound of Formula (I'):



(I')

or a pharmaceutically acceptable derivative thereof wherein:

each R_2 is independently selected from -halo;

a is an integer selected from 0, 1 or 2;

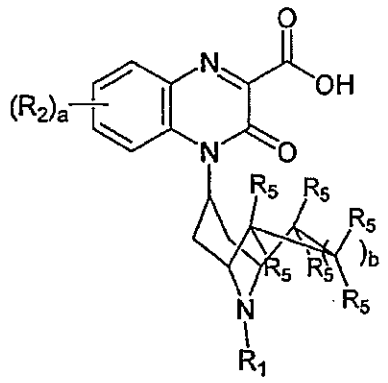
b is an integer selected from 0 or 1;

each R_5 is independently selected from -H, -OH, -$(C_1$-$C_3)$alkyl, -C(halo)$_3$, or -halo;

R_1 is -$(C_9$-$C_{14})$cycloalkyl or -$(C_9$-$C_{14})$bicycloalkyl, each of which is substituted with 1, 2 or 3 independently selected R_3 groups;

each R_3 is independently selected from -$(C_1$-$C_4)$alkyl, -$(C_2$-$C_6)$alkenyl, -$(C_2$-$C_6)$alkynyl, or -$(C_3$-$C_6)$cycloalkyl.

2. A compound of Formula (I):



(I)

or a pharmaceutically acceptable derivative thereof wherein:

each R_2 is independently selected from -halo;

a is an integer selected from 0, 1 or 2;

b is an integer selected from 0 or 1;

each R_5 is independently selected from -H, -OH, -$(C_1$-$C_3)$alkyl, -C(halo)$_3$, or -halo;

R_1 is -$(C_9$-$C_{14})$cycloalkyl or -$(C_9$-$C_{14})$bicycloalkyl; and

each halo is independently selected from -F, -Cl, -Br, or -I.

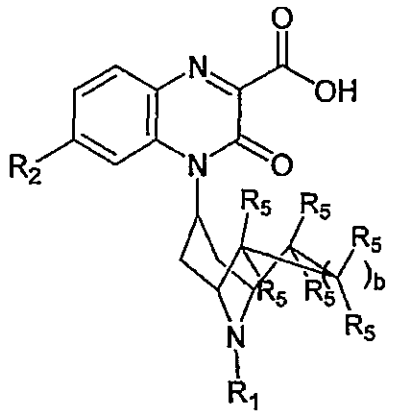
3. The compound of claims 1 or 2, wherein each R_5 is independently selected from -H, -$(C_1$-$C_3)$alkyl, -C(halo)$_3$, or -halo.

4. The compound of any one of claims 1 to 3, wherein each R_5 is independently selected from -H, -CH_3, -CF_3, or -F.

5. The compound of any one of claims 1 to 4, wherein each R_5 is -H.

6. The compound of any one of claims 1 to 5, wherein a is an integer selected from 0 or 1.

7. The compound of any one of claims 1 to 6, wherein the compound is a compound of formula (II):



(II)

or a pharmaceutically acceptable derivative thereof.

8. The compound of any one of claims 1 to 7, wherein R_2 is -F.

9. The compound of any one of claims 1 to 6, wherein a is 0.

10. The compound of any one of claims 1 to 9, wherein the 3-oxo-3,4-dihydroquinoxaline-2-carboxylic acid portion of the compound is in the *endo-* or *exo-* conformation with respect to the bridge of the bridged piperidine, and preferably is in the *endo-* conformation.

11. The compound of any one of claims 1 to 10, wherein R_1 is -(C_9-C_{12})cycloalkyl or -(C_9-C_{12})bicycloalkyl.

12. The compound of any one of claims 1 to 11, wherein R_1 is -(C_9-C_{12})bicycloalkyl.

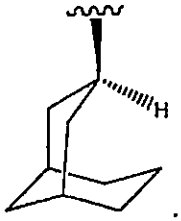
13. The compound of any one of claims 1 to 11, wherein R_1 is -indanyl, -1,2,3,4-tetrahydronaphthalenyl, -5,6,7,8-tetrahydronaphthalenyl, -perhydronaphthalenyl, bicyclo[3.3.1]nonyl, bicyclo[4.2.1]nonyl, bicyclo[3.3.2]decyl, bicyclo[4.2.2]decyl, bicyclo[4.3.1]decyl, bicyclo[3.3.3]undecyl, bicyclo[4.3.2]undecyl, or bicyclo[4.3.3]dodecyl.

14. The compound of any one of claims 1 to 13, wherein R_1 is bicyclo[3.3.1]nonyl.

15. The compound of any one of claims 1 to 14, wherein R_1 is 2-bicyclo[3.3.1]nonyl, or 3-bicyclo[3.3.1]nonyl.

16. The compound of any one of claims 1 to 15, wherein R_1 is in the *endo-* or *exo-* conformation with respect to the bridge of the bridged piperidine, and preferably is in the *exo-* conformation.

17. The compound of any one of claims 2 to 16, wherein R_1 is:



18. The compound of any one of claims 1 to 11, wherein R_1 is -(C_9-C_{12})cycloalkyl and more preferably R_1 is -cycloundecyl.

19. The compound of any one of claims 1 to 18, wherein b is 0.

20. The compound of any one of claims 1 to 18, wherein b is 1.

21. The compound of any one of claims 1, 3-16 or 18-20, wherein in a compound of formula (I') there are 1, 2 or 3 R_3 groups and each R_3 group is independently selected from -(C_1-C_4)alkyl, -(C_2-C_6)alkenyl, and -(C_2-C_6)alkynyl.

22. The compound of any one of claims 1, 3-16 or 18-20, wherein in a compound of formula (I') there are 1, 2 or 3 R_3 groups and each R_3 group is independently selected from -(C_1-C_4)alkyl and -(C_3-C_6)cycloalkyl.

23. The compound of any one of claims 1, 3-16 or 18-22, wherein in a compound of formula (I') each R_3 group is methyl.

24. The compound of any one of claims 1, 3-16 or 18-23, wherein in a compound of formula (I') one R_3 group is present.

25. The compound of any one of claims 1, 3-16, 18-22 or 24, wherein in a compound of formula (I') there is one R_3 group which is -(C_1-C_4)alkyl, -(C_2-C_6)alkenyl, or -(C_2-C_6)alkynyl.

26. The compound of any one of claims 1, 3-16, 18-22 or 24, wherein in a compound of formula (I') there is one R_3 group which is -(C_1-C_4)alkyl or -(C_3-C_6)cycloalkyl.

27. The compound of any one of claims 1, 3-16, 18-22 or 24-26, wherein in a compound of formula (I') there is one R_3 group which is -methyl, -ethyl, -n-propyl, *-iso*-propyl, -n-butyl, *-sec*-butyl, *-iso*-butyl, or *-tert*-butyl.

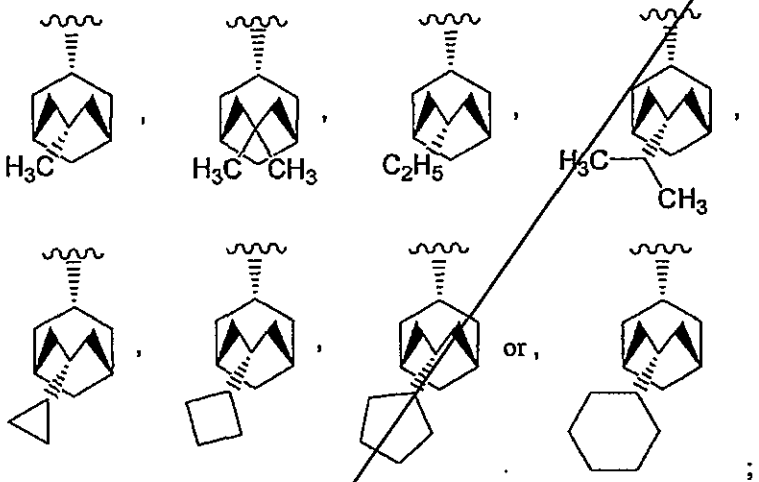
28. The compound of any one of claims 1, 3-16, 18-22 or 24-27, wherein in a compound of formula (I') there is one R_3 group which is -methyl, -ethyl, *-iso*-propyl, *-iso*-butyl, or *-tert*-butyl.

29. The compound of any one of claims 1, 3-16, 18-22 or 24-28, wherein in a compound of formula (I') there is one R_3 group which is -ethyl.

30. The compound of any one of claims 1, 3-16 or 18-28, wherein in a compound of formula (I') there is one R_3 group which is -methyl.

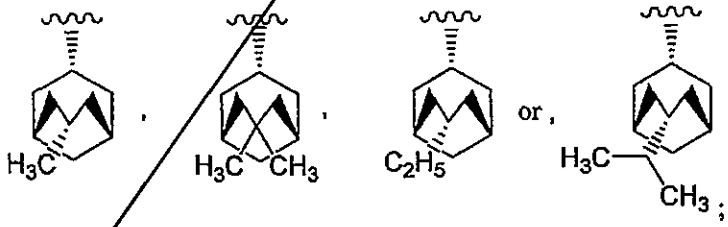
31. The compound of any one of claims 1 to 30, wherein in a compound of formula (I') the carbon atom of the R_1 group which is attached to the nitrogen atom of the bridged piperidine is unsubstituted by a R_3 group.

32. The compound of any one of claims 1, 3-16, 18-28, 30 or 31, wherein in a compound of formula (I') R_1 and R_3 together are:



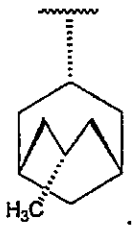
;

more preferably are:

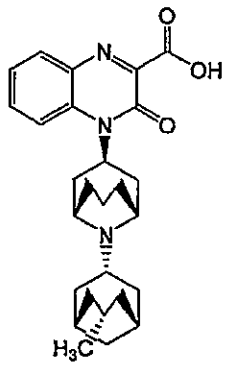


;

and most preferably are:

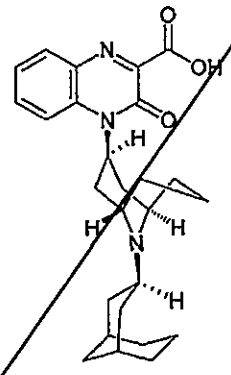


33. The compound of claim 1 having the formula:



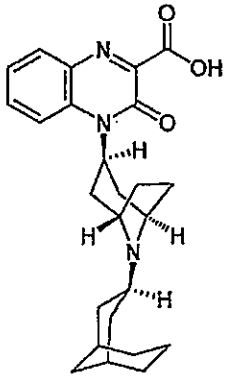
or a pharmaceutically acceptable derivative thereof.

34. The compound of claim 2 having the formula:



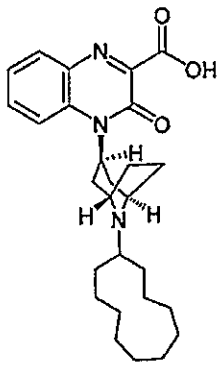
or a pharmaceutically acceptable derivative thereof.

35. The compound of claim 2 having the formula:



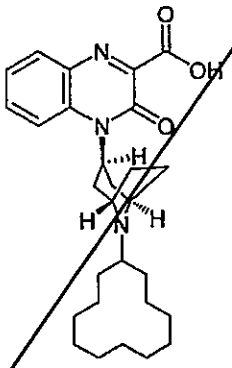
or a pharmaceutically acceptable derivative thereof.

36. The compound of claim 2 having the formula:



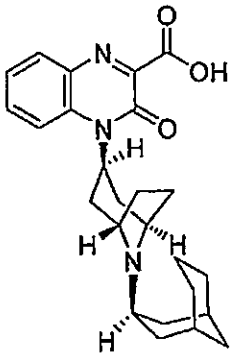
or a pharmaceutically acceptable derivative thereof.

37. The compound of claim 2 having the formula:



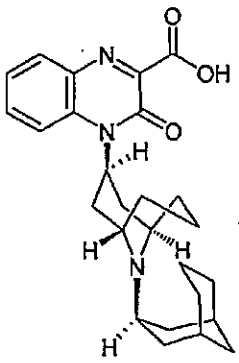
or a pharmaceutically acceptable derivative thereof.

38. The compound of claim 2 having the formula:



or a pharmaceutically acceptable derivative thereof.

39. The compound of claim 2 having the formula:



or a pharmaceutically acceptable derivative thereof.

40. The compound of any one of claims 1 to 39, wherein the pharmaceutically acceptable derivative is a pharmaceutically acceptable salt.

41. The compound of any one of claims 1 to 40, wherein the pharmaceutically acceptable derivative is a *p*-toluenesulfonic acid salt, a sulfate salt or a phosphoric acid salt and preferably is a *p*-toluenesulfonic acid salt.

42. A composition comprising an effective amount of the compound or a pharmaceutically acceptable derivative of the compound of any one of claims 1 to 41 and a pharmaceutically acceptable carrier or excipient.

43. A method for modulating ORL-1 receptor function in a cell, comprising contacting a cell capable of expressing the ORL-1 receptor with an effective amount of the compound or a pharmaceutically acceptable derivative of the compound of any one of claims 1 to 41.

44. The method of claim 43, wherein the compound or the pharmaceutically acceptable derivative of the compound acts as an agonist at the ORL-1 receptor.

45. The method of claim 43, wherein the compound or the pharmaceutically acceptable derivative of the compound acts as a partial agonist at the ORL-1 receptor.

46. The method of claim 43, wherein the compound or the pharmaceutically acceptable derivative of the compound acts as an antagonist at the ORL-1 receptor.

47. A method for treating pain in an animal, comprising administering to an animal in need thereof an effective amount of the compound or a pharmaceutically acceptable derivative of the compound of any one of claims 1 to 41.

48. A method for treating a memory disorder, obesity, constipation, depression, dementia, Parkinsonism, anxiety, cough, diarrhea, high blood pressure, epilepsy, anorexia/cachexia,

urinary incontinence, or drug abuse in an animal, comprising administering to an animal in need thereof an effective amount of the compound or a pharmaceutically acceptable derivative of the compound of any one of claims 1 to 41.

49. A kit comprising a container containing an effective amount of the compound or a pharmaceutically acceptable derivative of the compound of any one of claims 1 to 41.

50. A method for preparing a composition, comprising the step of admixing a compound or a pharmaceutically acceptable derivative of the compound of any one of claims 1 to 41 and a pharmaceutically acceptable carrier or excipient.

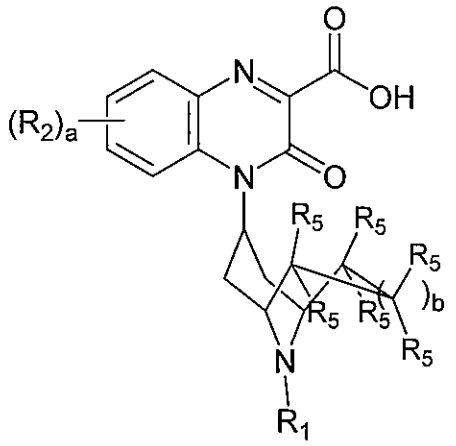
51. Use of a compound of any one of claims 1 to 41 for the manufacture of a medicament useful for treating pain, a memory disorder, obesity, constipation, depression, dementia, Parkinsonism, anxiety, cough, diarrhea, high blood pressure, epilepsy, anorexia/cachexia, urinary incontinence, or drug abuse.

52. The compound of any one of claims 1 to 41 for use in the treatment of pain, a memory disorder, obesity, constipation, depression, dementia, Parkinsonism, anxiety, cough, diarrhea, high blood pressure, epilepsy, anorexia/cachexia, urinary incontinence, or drug abuse.

53. The compound of any one of claims 2 to 41, wherein the compound is not 4-(9-(bicyclo[3.3.1]nonan-1-yl)-9-azabicyclo[3.3.1]nonan-3-yl)-3-oxo-3,4-dihydroquinoxaline-2-carboxylic acid or 4-(9-cyclodecyl-9-azabicyclo[3.3.1]nonan-3-yl)-3-oxo-3,4-dihydroquinoxaline-2-carboxylic acid or 4-(9-cyclononyl-9-azabicyclo[3.3.1]nonan-3-yl)-3-oxo-3,4-dihydroquinoxaline-2-carboxylic acid or 4-(9-(bicyclo[3.3.1]nonan-9-yl)-9-azabicyclo[3.3.1]nonan-3-yl)-3-oxo-3,4-dihydroquinoxaline-2-carboxylic acid or 4-(8-cyclodecyl-8-azabicyclo[3.2.1]octan-3-yl)-3-oxo-3,4-dihydroquinoxaline-2 carboxylic acid or 4-(8-(bicyclo[3.3.1]nonan-9-yl)-8-azabicyclo[3.2.1]octan-3-yl)-3-oxo-3,4-dihydroquinoxaline-2-carboxylic acid or 4-(8-cyclononyl-8-azabicyclo[3.2.1]octan-3-yl)-3-oxo-3,4-dihydroquinoxaline-2-carboxylic acid.

Claims

1. A compound of Formula (I'):



(I')

or a pharmaceutically acceptable derivative thereof wherein:

each R_2 is independently selected from -halo;

a is an integer selected from 0, 1 or 2;

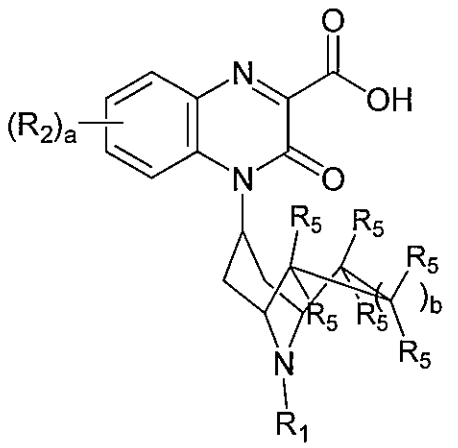
b is an integer selected from 0 or 1;

each R_5 is independently selected from -H, -OH, -(C_1-C_3)alkyl, -C(halo)$_3$, or -halo;

R_1 is -(C_9-C_{14})cycloalkyl or -(C_9-C_{14})bicycloalkyl, each of which is substituted with 1, 2 or 3 independently selected R_3 groups;

each R_3 is independently selected from -(C_1-C_4)alkyl, -(C_2-C_6)alkenyl, -(C_2-C_6)alkynyl, or -(C_3-C_6)cycloalkyl, and wherein the pharmaceutically acceptable derivative is selected from the group consisting of pharmaceutically acceptable salt, solvate, radiolabeled, stereoisomer, enantiomer, diastereomer, racemic mixture, and tautomer.

2. A compound of Formula (I):



(I)

or a pharmaceutically acceptable derivative thereof wherein:

each R_2 is independently selected from -halo;

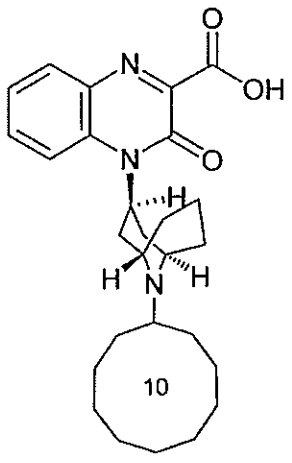
a is an integer selected from 0, 1 or 2;

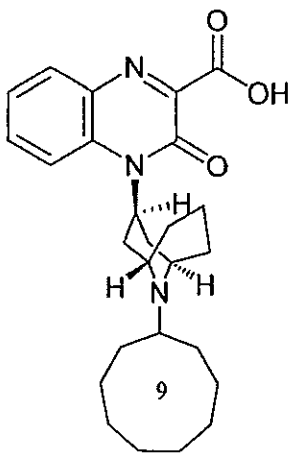
b is an integer selected from 0 or 1;

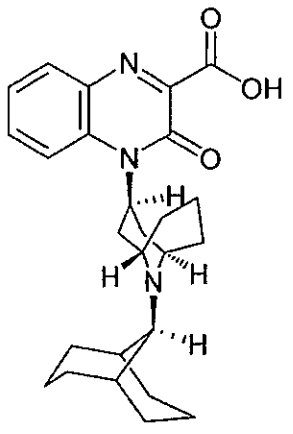
each R_5 is independently selected from -H, -OH, -(C_1-C_3)alkyl, -C(halo)$_3$, or -halo;

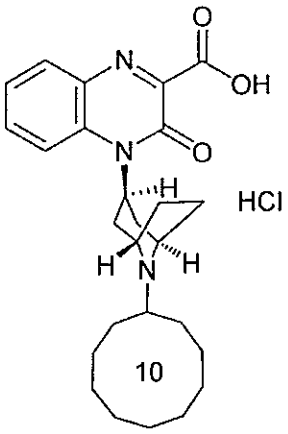
R_1 is -(C_9-C_{14})cycloalkyl or -(C_9-C_{14})bicycloalkyl; and

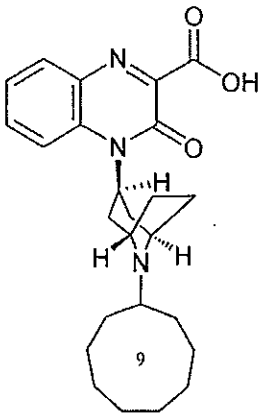
each halo is independently selected from -F, -Cl, -Br, or -I, and wherein the pharmaceutically acceptable derivative is selected from the group consisting of pharmaceutically acceptable salt, solvate, radiolabeled, stereoisomer, enantiomer, diastereomer, racemic mixture, and tautomer, with the proviso that the compound is not

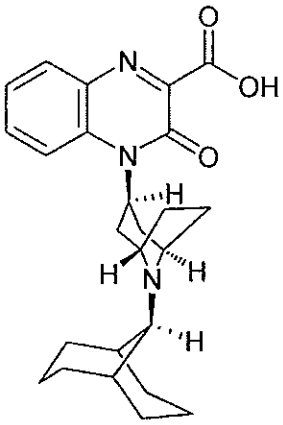


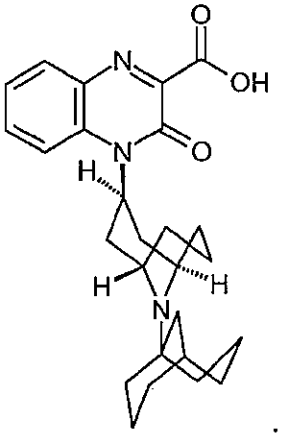
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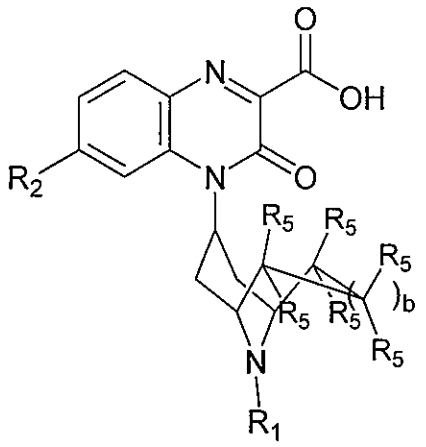
.

3. The compound of claims 1 or 2, wherein each R_5 is independently selected from -H, -$(C_1$-$C_3)$alkyl, -C(halo)$_3$, or -halo.

4. The compound of any one of claims 1 to 3, wherein each R_5 is independently selected from -H, -CH_3, -CF_3, or –F, and preferably each R_5 is -H.

5. The compound of any one of claims 1 to 4, wherein a is an integer selected from 0 or 1 and preferably is 0.

6. The compound of any one of claims 1 to 5, wherein the compound is a compound of formula (II):



(II)

or a pharmaceutically acceptable derivative thereof, wherein the pharmaceutically acceptable derivative is selected from the group consisting of pharmaceutically acceptable salt, solvate, radiolabeled, stereoisomer, enantiomer, diastereomer, racemic mixture, and tautomer.

7. The compound of any one of claims 1 to 6, wherein R_2 is -F.

8. The compound of any one of claims 1 to 7, wherein the 3-oxo-3,4-dihydroquinoxaline-2-carboxylic acid portion of the compound is in the *endo-* or *exo-* conformation with respect to the bridge of the bridged piperidine, and preferably is in the *endo-* conformation.

9. The compound of any one of claims 1 to 8, wherein R_1 is -(C_9-C_{12})cycloalkyl or -(C_9-C_{12})bicycloalkyl, and wherein preferably

(i) R_1 is -(C_9-C_{12})bicycloalkyl, or

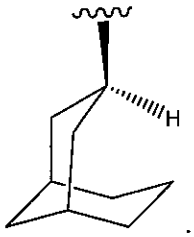
(ii) R_1 is -indanyl, -1,2,3,4-tetrahydronaphthalenyl, -5,6,7,8-tetrahydronaphthalenyl, -perhydronaphthalenyl, bicyclo[3.3.1]nonyl, bicyclo[4.2.1]nonyl, bicyclo[3.3.2]decyl, bicyclo[4.2.2]decyl, bicyclo[4.3.1]decyl, bicyclo[3.3.3]undecyl, bicyclo[4.3.2]undecyl, or bicyclo[4.3.3]dodecyl, or

(iii) R_1 is cycloundecyl.

10. The compound of any one of claims 1 to 9, wherein R_1 is bicyclo[3.3.1]nonyl and preferably R_1 is 2-bicyclo[3.3.1]nonyl, or 3-bicyclo[3.3.1]nonyl.

11. The compound of any one of claims 1 to 10, wherein R_1 is in the *endo-* or *exo-* conformation with respect to the bridge of the bridged piperidine, and preferably is in the *exo-* conformation.

12. The compound of any one of claims 2 to 11, wherein R_1 is:



13. The compound of any one of claims 1, 3-11, wherein in a compound of formula (I') there are 1, 2 or 3 R_3 groups and each R_3 group is independently selected from

(i) -(C_1-C_4)alkyl, -(C_2-C_6)alkenyl, and -(C_2-C_6)alkynyl; or

(ii) -(C_1-C_4)alkyl and -(C_3-C_6)cycloalkyl.

14. The compound of any one of claims 1, 3-11 or 13, wherein in a compound of formula (I') each R_3 group is methyl.

15. The compound of any one of claims 1, 3-11 or 13-14, wherein in a compound of formula (I') one R_3 group is present.

16. The compound of any one of claims 1, 3-11, 13 or 15, wherein in a compound of formula (I') there is one R_3 group which is

(i) -(C_1-C_4)alkyl, -(C_2-C_6)alkenyl, or -(C_2-C_6)alkynyl; or

(ii) -(C_1-C_4)alkyl or -(C_3-C_6)cycloalkyl.

17. The compound of any one of claims 1, 3-11, 13 or 15-16, wherein in a compound of formula (I') there is one R_3 group which is

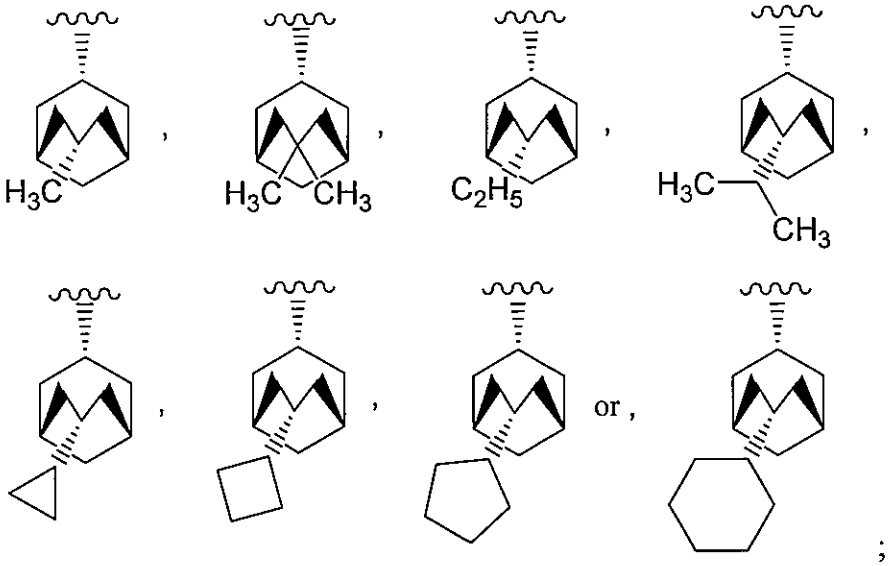
(i) -methyl, -ethyl, -n-propyl, -*iso*-propyl, -n-butyl, -*sec*-butyl, -*iso*-butyl, or -*tert*-butyl, or

(ii) -methyl, -ethyl, -*iso*-propyl, -*iso*-butyl, or -*tert*-butyl;

and preferably wherein R_3 is ethyl or methyl.

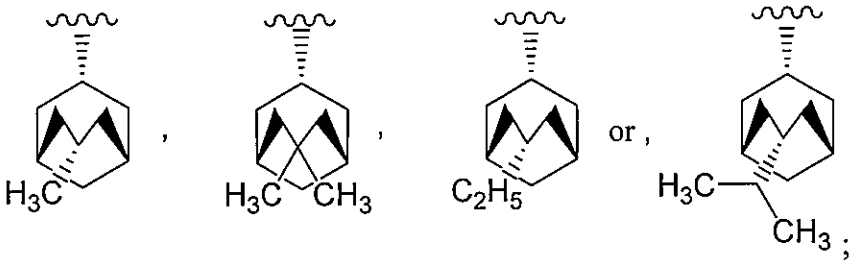
18. The compound of any one of claims 1 to 17, wherein in a compound of formula (I') the carbon atom of the R_1 group which is attached to the nitrogen atom of the bridged piperidine is unsubstituted by a R_3 group.

19. The compound of any one of claims 1, 3-11, 13-16, 17 options (i) and (ii) as well as R_3 being methyl, or 18, wherein in a compound of formula (I') R_1 and R_3 together are:



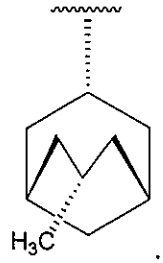
;

more preferably are:

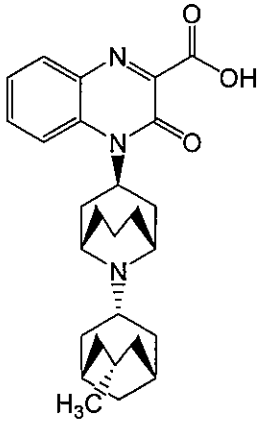


;

and most preferably are:

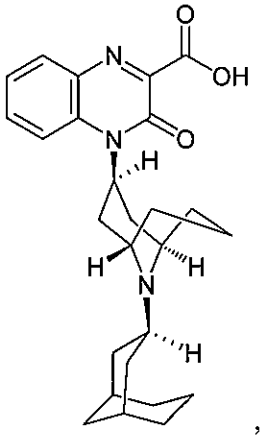


20. The compound of claim 1 having the formula:

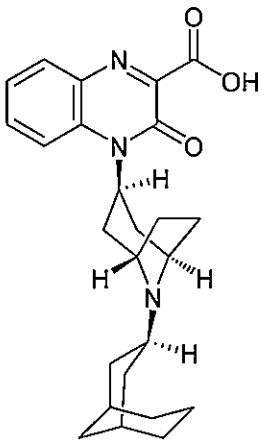


or a pharmaceutically acceptable derivative thereof, wherein the pharmaceutically acceptable derivative is selected from the group consisting of pharmaceutically acceptable salt, solvate, radiolabeled, stereoisomer, enantiomer, diastereomer, racemic mixture, and tautomer.

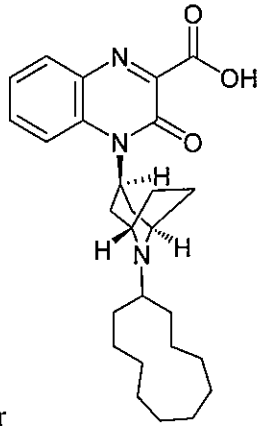
21. The compound of claim 2 having the formula:



,



, or



or a pharmaceutically acceptable derivative thereof, wherein the pharmaceutically acceptable derivative is selected from the group consisting of pharmaceutically acceptable salt, solvate, radiolabeled, stereoisomer, enantiomer, diastereomer, racemic mixture, and tautomer.

22. The compound of any one of claims 1 to 21, wherein the pharmaceutically acceptable derivative is a pharmaceutically acceptable salt, and preferably is a *p*-toluenesulfonic acid salt, a sulfate salt or a phosphoric acid salt and preferably is a *p*-toluenesulfonic acid salt.

23. A composition comprising an effective amount of the compound or a pharmaceutically acceptable derivative of the compound of any one of claims 1 to 22 and a pharmaceutically acceptable carrier or excipient.

24. An *in vitro* method for modulating ORL-1 receptor function in a cell, comprising contacting a cell capable of expressing the ORL-1 receptor with an effective amount of the compound or a pharmaceutically acceptable derivative of the compound of any one of claims 1 to 22, wherein the pharmaceutically acceptable derivative is selected from the group consisting of pharmaceutically acceptable salt, solvate, radiolabeled, stereoisomer, enantiomer, diastereomer, racemic mixture, and tautomer.

25. The *in vitro* method of claim 24, wherein the compound or the pharmaceutically acceptable derivative of the compound acts as an agonist at the ORL-1 receptor, as a partial agonist at the ORL-1 receptor, or as an antagonist at the ORL-1 receptor, wherein the pharmaceutically acceptable derivative is selected from the group consisting of pharmaceutically acceptable salt, solvate, radiolabeled, stereoisomer, enantiomer, diastereomer, racemic mixture, and tautomer.

26. A kit comprising a container containing an effective amount of the compound or a pharmaceutically acceptable derivative of the compound of any one of claims 1 to 22.

27. A method for preparing a composition, comprising the step of admixing a compound or a pharmaceutically acceptable derivative of the compound of any one of claims 1 to 22 and a pharmaceutically acceptable carrier or excipient.

28. Use of a compound of any one of claims 1 to 22 for the manufacture of a medicament useful for treating pain, a memory disorder, obesity, constipation, depression, dementia, Parkinsonism, anxiety, cough, diarrhea, high blood pressure, epilepsy, anorexia/cachexia, urinary incontinence, or drug abuse.