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## Augmentation of Anticancer Drug Efficacy in Murine Hepatocellular Carcinoma Cells by a Peripherally Acting Competitive N-Methyl-D-aspartate (NMDA) Receptor Antagonist

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#### **Supporting Information**



ABSTRACT: The most common solid tumors show intrinsic multidrug resistance (MDR) or inevitably acquire such when treated with anticancer drugs. In this work, we describe the discovery of a peripherally restricted, potent, competitive NMDA receptor antagonist 11 by a structure-activity study of the broad-acting ionotropic glutamate receptor antagonist 1a. Subsequently, we demonstrate that 11 augments the cytotoxic action of sorafenib in murine hepatocellular carcinoma cells. The underlying biological mechanism was shown to be interference with the lipid signaling pathway, leading to reduced expression of MDR transporters and thereby an increased accumulation of sorafenib in the cancer cells. Interference with lipid signaling pathways by NMDA receptor inhibition is a novel and promising strategy for reversing transporter-mediated chemoresistance in cancer cells.

## INTRODUCTION

Over time, solid tumors inevitably acquire resistance against anticancer therapy, a phenomenon known as multidrug resistance (MDR).<sup>1</sup> However, more devastating are cancers, such as hepatocellular carcinoma (HCC), that exert intrinsic drug-resistance.<sup>2</sup> A key mechanism underlying MDR is increased expression of ATP-binding cassette (ABC) transporters, which expel a broad range of chemotherapeutic agents from the cancer cells.<sup>3</sup> According to current knowledge, the principal ABC transporters responsible for chemoresistance in humans are ATP-binding cassette subfamily B member 1 (ABCB1, Pgp), ATP-binding cassette subfamily G member 2 (ABCG2, BCRP), and ATP-binding cassette subfamily C (ABCC, MRP). $^{4-7}$  In regard to HCC, these transporters are responsible for expelling the first line HCC drug sorafenib from

the cancer cells.<sup>8–10</sup> The general strategy to reverse MDR has been to coadminister ABC transporter inhibitors with anticancer drugs.<sup>11</sup> However, several complications limit the use of ABC transporter inhibitors, among them the fact that ABC transporters are also present in normal cells, leading to undesired drug accumulation.<sup>11</sup> Thus, a change of strategy is needed to overcome ABC transporter-mediated chemoresistance.

One such strategy is to downregulate efflux transporter expression by alternating the cell lipid signaling pathway by blocking the N-methyl-D-aspartate (NMDA) receptors.<sup>1</sup> NMDA receptors are a subclass of ionotropic glutamate

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receptors (iGluRs), which also comprises the  $\alpha$ -amino-3-hydroxy-5-methyl-4-isoxazolepropionic acid (AMPA) receptors and the kainic acid (KA) receptors.<sup>13</sup> NMDA receptor activation increases calcium entry, which activates cytoplasmic phospholipase A2 (cPLA2), leading to increased production of arachidonic acid (Figure 1).<sup>14,15</sup> This fatty acid is further



**Figure 1.** Activation of the lipid signaling pathway by GluN1/GluN2A receptor and the creation of transporter mediated drug resistance. NMDA binding to the GluN1/GluN2A receptor allows the influx of Ca<sup>2+</sup> into the cell, which leads to cPLA2 activation and the release of arachidonic acid (AA) from phospholipids. Arachidonic acid is metabolized to PGE<sub>2</sub>, which is transported by ABCC transporters out of the cell allowing the PGE<sub>2</sub> binding to EP-R. The EP-R activation leads to nuclear translocation of NF- $\kappa$ B followed by ABCG2 protein transcription and MDR.<sup>12,14–17</sup>

converted to the proinflammatory lipid, prostaglandin-E2 (PGE<sub>2</sub>), and actively transported into the extracellular space by ABCC transporters, where it binds to the prostaglandin E receptors (EP-Rs), leading to NF- $\kappa$ B activation and creating a positive feedback loop creating an inflammation microenvironment.<sup>12,14</sup> It has been shown that NF- $\kappa$ B activation results in increased cancer cell survival and proliferation as well as chemoresistance due to elevated ABC transporter and CYP enzyme expression.<sup>12,16,17</sup>

NMDA receptors are overexpressed on the cell membrane of many types of cancer cells, including HCC.<sup>18</sup> The noncompetitive NMDA receptor antagonist MK-801 (Figure 2) has previously been shown to augment the antiproliferative efficacy of antiestrogens in melanoma cells<sup>19</sup> and suppress the growth of HCC cells.<sup>20</sup> The antiproliferative effect of MK-801 in HCC cells was shown to be mediated through the FOXO/ XTNIP pathway, which is not connected to pro-inflammatory lipid signaling. Moreover, the impact of NMDA receptor antagonists on transporter expression, anticancer drug accumulation, and efficacy in cancers has not been studied. Most importantly, a competitive NMDA receptor antagonist for use as an augmentative drug for the treatment of peripheral solid tumors must not be capable of crossing the blood-brain barrier (BBB), as this would otherwise lead to severe adverse effects, including psychosis.<sup>21</sup>

In the present study, we report the design and synthesis of the novel peripherally acting potent NMDA receptor antagonist **11**. We describe the ability of **11** to modulate the cPLA2 activation-dependent lipid signaling pathway, downregulate ABC transporter expression, and thereby augment the cytotoxic efficacy of the anticancer drug sorafenib in murine HCC cells.

### RESULTS AND DISCUSSION

The two commonly studied competitive NMDA receptor antagonists that do not penetrate the BBB are D-AP5 and (*R*)-CPP (Figure 2). Both are amino acid analogs and highly polar with calculated partition coefficient values in octanol/water (cLogP(o/w)) well below zero (-1.7 and -2.2, respectively). In comparison with recommended cLogP(o/w) values of -0.4 to  $5.6^{22}$  for oral bioavailability, we believed that these NMDA receptor antagonists were not attractive candidates for this study.

We therefore turned to the previously reported nonselective iGluR antagonist **1a** (Figure 2 and Table 1).<sup>23</sup> The facts that **1a** does not penetrate the BBB in mouse in situ brain perfusion and that its cLogP(o/w) value is calculated at 1.3 make it an attractive starting point for the purpose of developing an orally available, peripherally restricted, competitive NMDA receptor antagonist.<sup>22</sup>



Figure 2. Chemical structures of Glu, selective uncompetitive NMDA receptor antagonist MK-801, selective competitive NMDA receptor antagonists D-AP5, (*R*)-CPP, and competitive iGluR antagonist 1a, including published analogs 1b,c with relevance to the SAR study reported herein.

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Table 1. Binding Affinities of 1a-n at Native AMPA, KA, and NMDA Receptors (Rat Synaptosomes) and Cloned Homomeric Receptors GluK1-3<sup>a</sup>

Cmpd No	HN HO O R , R =	AMPA IC <sub>50</sub> (µM)	ΚΑ IC <sub>50</sub> (μM)	NMDA K <sub>i</sub> (μM)	GluK1 K <sub>i</sub> (μM)	GluK2 K <sub>i</sub> (μM)	GluK3 K <sub>i</sub> (µM)
1a <sup>23</sup>	HO	51	22	6.0	4.3	>100	8.1
<b>1b</b> <sup>24</sup>	но-он	2.0	1.4	1.0	4.8	10-100	0.87
1c <sup>24</sup>	HO, PEO	>100	>100	>100	126	>1000	78
1d	CI	>100	>100	>100	>100	>100	>100
1e	F <sub>3</sub> C	>100	>100	>100	>100	>100	>100
1f	H <sub>2</sub> N	>100	>100	>100		-	
1g	NC	>100	>100	>100	>1000	>1000	>1000
1h	H <sub>2</sub> N	>100	>100	>100	>100	>100	>100
1i	но-в он	>100	>100	>100	>1000	>1000	>100
1j	но он	>100	>100	35 [ 4.46 ± 0.04]			-
1k	HO	> 100	59 [4.23 ± 0.05]	4.6 [5.34 ± 0.04]	12 ± 0.5	>100	$\begin{array}{c} 11 \\ \pm \ 0.97 \end{array}$
11	HO	>100	>100	0.63 [6.22 ± 0.10]	154 ± 13	>100	131 ± 13
1m	HO CH <sub>3</sub>	>100	>100	$17 \\ [4.78 \pm 0.04]$	>100	>100	>100
1n	HO	>100	>100	$0.62 \\ [6.22 \pm 0.07]$	> 100	> 100	> 100

<sup>*a*</sup>-: not tested. Radio ligands: AMPA, [<sup>3</sup>H]AMPA; KA, [<sup>3</sup>H]KA; NMDA, [<sup>3</sup>H]CGP-39653; GluK1, [<sup>3</sup>H]SYM2081; GluK2 and GluK3, [<sup>3</sup>H]KA. Data are mean values of three to six individual experiments performed in triplicate. For AMPA and KA:  $pIC_{50}$  values with SEM in brackets. For NMDA:  $pK_i$  values with SEM in brackets.

We have previously reported the first structure–activity relationship (SAR) study on **1a**, which disclosed the 4-position on the aryl ring as a hotspot for induction of KA receptor subtype selectivity (compound **1b**, Figure 2 and Table 1). Also, it was seen that simple lipophilic substituents in the 5-position did not lead to any significant improvement in receptor selectivity or higher affinity (structures not shown).<sup>24</sup> The 3-carboxylic acid functionality was displaced with a phosphonic acid group, compound **1c** (Figure 2), which led to a significant reduction in binding affinity at the iGluRs (Table 1).<sup>24</sup>

With this SAR information in hand, we set out to investigate two strategies with the aim of improving iGluR class selectivity. First, we wanted to substitute the 3-carboxylic acid functionality with different functional groups (analogs 1d-j). While it is well-accepted that the  $\gamma$ -carboxylate functionality in Glu is mandatory for agonist activity at the iGluRs,<sup>13</sup> it remains an open question if nonionizable distal functional groups can stabilize the NMDA receptor in its open antagonist state. Based on synthetic tractability, the following seven analogs were thus designed: 3-chloro (1d), 3-trifluoromethyl (1e), 3-amino (1f), 3-cyano (1g), 3-carbamido (1h), 3-boronic acid (1i), and 3,4dihydroxy (1i). The synthesis of 1d-i was carried out by a stereoselective rhodium(I)-catalyzed addition of an arylboronic acid to protected enone  $2^{24}$  as the key step (Scheme 1).<sup>25</sup> Hereby, the 2,3-trans stereochemistry on the proline ring was set, and subsequent functional group transformations in accordance with earlier reported strategies (1d-f, Scheme 2; 1g,h, Scheme 3; 1i, Scheme 4; 1j, Scheme 5) gave the free amino acids 1d-j ready for pharmacological evaluation.<sup>23,24</sup>

The second series of analogs, compounds 1k-n, aimed to further explore the impact of substituents in the 4-position of the aryl ring. We have previously shown that introduction of a 4-hydroxy group (analog 1b) resulted in generally enhanced affinity for iGluRs with a 10-fold improvement for the GluK3 subunit (Table 1).<sup>24</sup> Given the hydrogen bond donor and acceptor abilities of the 4-hydroxyl group, three new analogs were designed to address the influence of these features: 4fluoro (1k), 4-chloro (1l), and 4-methyl (1m). For 1k and 1l, the syntheses were based on the stereoselective conjugate addition of an in situ formed aryl cuprate to enone  $2^{24,26}$ whereas for 1m the afore-applied protocol of rhodium(I)catalyzed addition of a boronic ester to enone 2 was used (Scheme 6). Subsequent functional group transformations to obtain the free amino acids 1k-m followed the strategy for comparable analogs previously reported by us.<sup>23,24</sup>

Binding affinities of the synthesized amino acids 1d-n were determined at native AMPA, KA, and NMDA receptors (rat synaptosomes) and cloned rat homomeric subtypes GluK1–3, and results are summarized in Table 1. The 3-chloro, 3-trifluoromethyl, 3-amino, and 3-cyano analogs, 1d-g., respectively, all showed insignificant binding affinity for any of the iGluRs (IC<sub>50</sub> or  $K_i > 100 \ \mu$ M). Furthermore, 3-carbamido analog 1h and 3-boronic acid analog 1i did not display notable binding affinities for native iGluRs nor for homomeric GluK1–3 receptors (IC<sub>50</sub> or  $K_i > 100 \ \mu$ M). Finally, the 3,4-dihydroxy analog 1j was a weak binder at the NMDA receptors ( $K_i = 35 \ \mu$ M). While these results were all together disappointing, the affinity profiles for the 4-substituted analogs 1k–m were in contrast exciting. In comparison with the 4-hydroxy analog 1b, the 4-fluoro analog 1k displayed the first

Scheme 1. Synthesis of Key Alcohol Intermediates 6b,d-f,jvia Rhodium(I)-Catalyzed 1,4 Addition of Respective Boronic Acids 3a,b,d-f,j to Enone  $2^a$ 



"Reagents and conditions: (a)  $[Rh(cod)Cl]_2$ , H<sub>2</sub>O, Cs<sub>2</sub>CO<sub>3</sub>, enone 2, THF or dioxane, rt (52–67%); (b) LiBEt<sub>3</sub>H, THF, -78 °C; (c) HSiEt<sub>3</sub>, BF<sub>3</sub>·Et<sub>2</sub>O, DCM, -78 °C (31–78%).

## Scheme 2. Synthesis of 1d-f from Alcohols 6d-f, Respectively<sup>*a*</sup>



"Reagents and conditions: (a)  $RuCl_3 \cdot xH_2O$ ,  $NaIO_4$ ,  $EtOAc/MeCN/H_2O$  (49–86%); (b) TFA, DCM, rt; (c) 1 M HCl (12–78%).

steps toward selectivity for the NMDA receptors by showing a lower affinity for native AMPA and KA receptors as well as for homomeric GluK1–3 receptors. This trend was boosted significantly for 4-chloro analog 11, which proved to be selective for native NMDA receptors with submicromolar binding affinity ( $K_i = 0.63 \ \mu$ M). Also for 4-bromo analog 1n,<sup>27</sup> full selectivity for NMDA receptors was observed with binding affinity similar to 11 ( $K_i = 0.62 \ \mu$ M). In contrast to this





"Reagents and conditions: (a) TBSCl, imidazole, DMF, rt (73%, three steps from 4b); (b)  $Zn(CN)_2$ ,  $Pd_2(dba)_3$ , dppf, DMA, 120 °C; (c) TBAF, THF, rt (71%, two steps); (d)  $RuCl_3$ :  $xH_2O$ ,  $NaIO_4$ ,  $EtOAc/MeCN/H_2O$  (76%); (e) TFA, DCM, rt; (f) 1 M HCl (81%, two steps); (g) 30%  $H_2O_2$ ,  $K_2CO_3$ ,  $EtOH/H_2O$ , rt (66%); (h) TFA, DCM, rt; (i) 1 M HCl (59% after three steps).

# Scheme 4. Synthesis of 3-Boronic Acid Analog 1i, Starting from Bromine $8b^a$



"Reagents and conditions: (a) KOAc,  $Pd_2(dba)_3$ , dppf, DMF (61%); (b) TBAF, THF, rt (60%); (c)  $RuCl_3:xH_2O$ ,  $NaIO_4$ ,  $EtOAc/MeCN/H_2O$  (65%); (d) TFA, DCM, rt; (e) 1 M HCl (40%, two steps).

important finding, the binding affinity for native NMDA receptors dropped 30-fold for the 4-methyl analog 1m.

The cLogP(o/w) values of 11 and 1n were calculated at 1.9 and 2.1, respectively, placing both analogs in the recommended cLogP interval of -0.4 to 5.6 for good bioavailability.<sup>22</sup> Given that an aryl bromide is a less attractive functional group in compounds for biological administration compared to an aryl chloride, compound 11 was selected for further functional studies at NMDA receptors.

**Functional Characterization of 11 at NMDA Receptor Subtypes.** Compound 11 was next evaluated in a functional assay at the four NMDA receptor subtypes, GluN1/GluN2A-D (Figure 3 and Table 2). At all four subtypes, 11 was found to be Scheme 5. Synthesis of 1j from Alcohol 6j<sup>a</sup>



<sup>*a*</sup>Reagents and conditions: (a) IBX, DMSO, rt; (b) NaClO<sub>2</sub>, NaH<sub>2</sub>PO<sub>4</sub>, 2-methyl-2-butene, *tert*-BuOH/H<sub>2</sub>O, rt (66%, two steps); (c) BBr<sub>3</sub>, DCM (8% after recrystallization from MeOH).

a competitive antagonist with  $K_i$  values of 4.7, 10, 24, and 41  $\mu$ M, respectively, and the selectivity profile of 11 was similar to D-AP5 ( $K_i$  values of 0.39, 2.8, 5.9, and 21, respectively<sup>28</sup>).

Pharmacokinetics of Compound 11 in Mice. With the attractive pharmacological profile of 11 in hand, we turned to determine its pharmacokinetics and brain permeation. The pharmacokinetic analysis was performed by 10 mg/kg i.p. injection at five time points between 10 and 240 min. The apparent pharmacokinetic parameters, area under the concentration-time curve from time zero to 240 min (AUC<sub>0-240 min</sub>), the maximum concentration after dosing  $(C_{max})$ , time to reach  $C_{\text{max}}(t_{\text{max}})$ , and elimination half-life  $(t_{1/2\beta})$  in plasma, liver, and brain, calculated from the in vivo data are presented in Table 3. The compound was absorbed from the injection site, and concentrations above the  $K_i$  value were detected from both plasma and liver. The K<sub>p liver/plasma</sub> value was 0.19. Importantly, compound 11 did not exhibit BBB permeation and was detected only at 30 and 60 min time points with concentrations of 0.3 and 0.1 nmol/g, respectively. We confirmed the poor BBB permeation using an *in situ* mouse brain perfusion technique.

Scheme 6. Synthesis of 1k–l via Copper(I)-Catalyzed Addition to Enone 2 and 1m via Rhodium(I)-Catalyzed Addition to Enone  $2^{a}$ 



<sup>a</sup>Reagents and conditions: (a) for 3k,l, *n*-BuLi, CuCN, then enone 2, Et<sub>2</sub>O, -78 to -42 °C (46% and 73%); (b) for 3m, (Bpin)<sub>2</sub>, KOAc, (PPh<sub>3</sub>)<sub>2</sub>PdCl<sub>2</sub> (quant); (c) [Rh(cod)Cl]<sub>2</sub>, H<sub>2</sub>O, Cs<sub>2</sub>CO<sub>3</sub>, enone 2, rt (41%); (d) for 4k,l, LiBEt<sub>3</sub>H, THF, -78 °C, then HSiEt<sub>3</sub>, BF<sub>3</sub>·Et<sub>2</sub>O, DCM, -78 °C; (e) for 4m, BH<sub>3</sub>·SMe<sub>2</sub>, THF, reflux; (f) TBAF, THF, rt. (20% and 49%); (g) RuCl<sub>3</sub>·xH<sub>2</sub>O, NaIO<sub>4</sub>, EtOAc/MeCN/H<sub>2</sub>O (20–97%); (h) TFA, DCM, rt; (i) 1 M HCl (56–60%).



**Figure 3.** Concentration—inhibition data for **11** at recombinant NMDA receptor subtypes GluN1/GluN2A-D. Responses were measured using two-electrode voltage-clamp electrophysiology and were activated by coapplication of 100  $\mu$ M glycine and Glu to *Xenopus* oocytes expressing recombinant NMDA receptors subtypes. Ten micromolar Glu was used for GluN1/GluN2A, 3  $\mu$ M Glu for GluN1/GluN2B and GluN1/GluN2C, and 1  $\mu$ M Glu for GluN1/GluN2D receptors. Data are mean  $\pm$  SD (error bars are mostly contained within the symbols). See Table 2 for IC<sub>50</sub> and estimated  $K_i$  values.

The brain concentration of compound 11 following perfusion with 100  $\mu$ M compound was below the detection limit of our analytical method (5 pmol/g). Moreover, there were no observable changes in the behavior of the mice after 11 injection. This supports our findings from the *in vivo* pharmacokinetic experiments that 11 is a fully peripherally restricted NMDA receptor antagonist suitable for affecting peripheral tumors. In addition to hepatocellular carcinoma, NMDA receptor expression has been reported to be elevated in colon, prostate, and breast cancers compared to healthy tissues.<sup>18</sup> Moreover, the lack of pharmacological effect in the CNS provides the possibility to utilize the compound as a research tool for investigating the role of peripheral NMDA receptors in other diseases and/or conditions such as chronic pain.

Table 2. Inhibition of Recombinant NMDA Receptor Subtypes by  $11^a$ 

	$IC_{50}$ ( $\mu M$ )	$n_{\rm H}$	estimated $K_{\rm i}~(\mu {\rm M})$	N
GluN1/GluN2A	15 ± 1	1.3	$4.7 \pm 0.1$	7
GluN1/GluN2B	29 ± 1	1.3	$10 \pm 1$	5
GluN1/GluN2C	110 ± 8	1.0	$24 \pm 2$	4
GluN1/GluN2D	$170 \pm 10$	1.3	$41 \pm 3$	7

<sup>*a*</sup>IC<sub>50</sub> values for inhibition of current responses activated by coapplication of 100  $\mu$ M glycine and Glu to *Xenopus* oocytes expressing recombinant rat GluN1/GluN2A–D NMDA receptors. Responses were activated by Glu concentrations 2- to 3-fold higher than the EC<sub>50</sub> at the respective NMDA receptor subtypes; 10  $\mu$ M Glu was used for GluN1/GluN2A, 3  $\mu$ M Glu for GluN1/GluN2B and GluN1/GluN2C, and 1  $\mu$ M Glu for GluN1/GluN2D receptors.  $K_i$  values were estimated using the Cheng–Prusoff relationship<sup>29</sup> and previously determined Glu EC<sub>50</sub> values.<sup>30</sup> IC<sub>50</sub> and  $K_i$  values are mean  $\pm$  SEM,  $n_{\rm H}$  is the Hill slope, and N is the number of oocytes.

Table 3. Pharmacokinetic Parameters of Compound 11 in Plasma, Liver, and Brain Calculated from *in Vivo* Data after a Single Dose of 10 mg/kg i.p. in Mice

	plasma	liver	brain
$AUC_{(0-240 min)} (nmol/g·min)$	3020	575	13
$C_{\rm max} \ ({\rm nmol/g})$	43.4	8.7	0.3
$t_{\rm max}$ (min)	15	30	30
$t_{1/2\beta}$ (min)	30	36	ND

Ability of Compound 11 To Inhibit NMDA Receptor Expressed in Murine HCC Cells. With compound 11 in hand, we proceeded to studies of its *in vitro* efficacy in mice. First, we confirmed the expression of the GluN1 NMDA receptor subunit in the murine HCC cell line by Western immunoblotting (data not shown). In order to assess the function of NMDA receptors in the murine HCC cell culture we used



**Figure 4.**  $Ca^{2+}$  transients via NMDA receptors in murine HCC cells. (A)  $Ca^{2+}$  transients in HCC cells activated by NMDA applications (15 s) with and without NMDA receptor antagonists (11 and D-AP5). (B) Histogram showing percentage of induced  $Ca^{2+}$  transients in a response to NMDA application and absence of the activation while applied together with 11 at 25 or 41  $\mu$ M concentration and D-AP5 at 20  $\mu$ M concentration. Quantitative data were expressed as mean  $\pm$  SEM (n = 5). The statistical significance was assessed with the Student-paired *t* test or Mann–Whitney *t* test for nonparametric data. Statistically significant differences were set at \**P* < 0.05.

calcium imaging (Figure 4). To compare the abilities of 11 and D-AP5 to inhibit NMDA receptor activation, we measured the intracellular Ca<sup>2+</sup> transients induced by 150  $\mu$ M NMDA alone and in the presence of the compound 11 (25 and 40  $\mu$ M) or D-AP5 (20  $\mu$ M). Both compounds were able to inhibit NMDA receptor activation significantly in the murine HCC cells suggesting their ability to antagonize the lipid signaling pathway in cancer cells.

Ability of Compound 11 To Decrease  $PGE_2$  Concentration in Murine HCC Cells. The ability of compound 11 to decrease the extracellular  $PGE_2$  concentration in murine HCC cells was investigated by incubating the cells in 24-well plates for 24 h with 100  $\mu$ M 11. In addition, the PGE<sub>2</sub> concentration was measured from HCC cells with lipopolysaccharide (LPS) induced inflammation using the same compound 11 concentration and incubation time (Figure 5). Compound 11 significantly decreased the PGE<sub>2</sub> concentration in both the presence and absence of LPS, confirming that the compound is able to interfere with the synthesis of PGE<sub>2</sub>. This inhibition of PGE<sub>2</sub> production will reduce the proinflammatory lipid signaling pathway in HCC cells, which has been suggested to downregulate ABC transporters in cancer cells.<sup>12,14–16</sup>

Effect of the Compound 1I on Transporter Expression in Mouse HCC Cells. Expression levels of Abcb1, Abcg2, Abcc2, and Abcc4 as well as Slc7a5 and Slc2a1 in HCC cells were determined by selected/multiple reaction monitoring (SRM/MRM) analysis in liquid chromatography-tandem mass spectrometry (LC-MS/MS),<sup>31</sup> following administration of 10  $\mu$ M 11 and compared to control. Compound 11 reduced the expression levels of Abcb1 and Abcg2 transporters in the crude membrane fraction by 39% and 34%, respectively (Table 4). Abcc4 protein expression was reduced by 14%, but the reduction was not statistically significant, and Abcc2 protein expression was below the lower limit of quantification. Interestingly, the expression of Slc2a1 and Slc7a5 transporter proteins was decreased by 42% and 24%, respectively. However, the difference in the case of Slc7a5 was not statistically significant. In all, these findings evidence that NMDA receptor antagonism results in downregulation of ABC transporter expression in HCC cells. In addition, the expression of the two investigated nutrient transporters was reduced. In



**Figure 5.** Effect of compound **11** and D-AP5 on PGE<sub>2</sub> levels in HCC cells. Compounds **11** and D-AP5 at 10  $\mu$ M and compound **11** at 100  $\mu$ M reduced the concentration of PGE<sub>2</sub> after 24 h incubation to 68 ± 5%, 58 ± 6%, and 48 ± 6%, respectively. The addition of LPS (2.5  $\mu$ g/mL) increased the PGE<sub>2</sub> concentration to 162 ± 7%, and the addition of compounds **11** and D-AP5 at 10  $\mu$ M as well as compound **11** at 100  $\mu$ M prevented the effect of LPS, reducing the PGE<sub>2</sub> concentrations to 127 ± 4%, 110 ± 7%, and 96 ± 17%, respectively. The data is presented as mean ± SEM, n = 3. The statistical significance of differences in PGE<sub>2</sub> concentrations between treatments was determined using one-way ANOVA and Tukey's test (\*P < 0.05, \*\*P < 0.01).

order to further study the significance of the transporter downregulation, we investigated the cell accumulation of transporter probes and sorafenib.

Ability of NMDA Receptor Antagonist 11 To Alter the Cell Accumulation of Transporter Probes and Sorafenib. To investigate the ability of compound 11 to reverse ABC transporter mediated MDR and decrease the uptake of essential nutrients in murine HCC cells, we determined the intracellular accumulation of known ABC transporter substrates: Abcb1 probe [<sup>3</sup>H]-digoxin,<sup>32</sup> Abcc1–5 probe fluorescein,<sup>33</sup> Abcb1 and Abcg2 substrate sorafenib (Figure 6) as well as Slc7a5 substrate [<sup>14</sup>C]-L-leucine and Slc2a1 substrate [<sup>14</sup>C]-D-glucose (Figure

Table 4. ABC Transporter Expression Levels in Mouse HCC Cell Crude Membrane Fraction Measured by SMR/MF	<b>M</b> Analysis
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	protein expression level (fmol/ $\mu$ g of total protein)					
	Abcb1 (Pgp)	Abcg2 (Bcrp)	Abcc2 (Mrp2)	Abcc4 (Mrp4)	Slc2a1 (Glut1)	Slc7a5 (Lat1)
control	$0.64 \pm 0.08$	$1.88 \pm 0.04$	а	$0.31 \pm 0.04$	$22.7 \pm 0.84$	$7.55 \pm 0.28$
10 µM 11	$0.39 \pm 0.06^{*a}$	$1.24 \pm 0.13^{**}$	а	$0.27 \pm 0.04$	$13.2 \pm 0.53^{***}$	$5.72 \pm 1.61$

"below the lower limit of quantification. The statistical difference between compound 11-treated cells and the control cells was determined using unpaired two-tailed t test (\*P < 0.05, \*\*P < 0.01, \*\*\*P < 0.001). Data are presented as mean ± SEM (n = 4).



**Figure 6.** Effect of compound **11** on cell accumulation of efflux probes  $[{}^{3}H]$ -digoxin, fluorescein, and sorafenib. The incubation of the HCC cells with 10  $\mu$ M compound **11** increased the cell accumulation of (A)  $[{}^{3}H]$ -digoxin, (B) fluorescein, and (C) sorafenib to 149% ± 10%, 201% ± 9%, and 152% ± 11%, respectively. The analyte concentrations are normalized by the amount of protein in each sample. The statistical difference between compound **11**-treated cell and the control cells was determined using unpaired two-tailed *t* test (\*\**P* < 0.01, \*\*\**P* < 0.001). Data are presented as mean ± SEM (*n* = 3).

7).<sup>8–10</sup> The cells were incubated with or without 10  $\mu$ M of compound 11 in the growth medium for 24 h. Accumulation of the efflux probes in the cells was significantly increased after incubating the cells with compound 11. In addition, the cell uptake of [<sup>14</sup>C]-L-leucine was reduced significantly. Therefore, the data provides evidence that the reduced transporter expression levels are significant enough to lead to reduced



**Figure 7.** Effect of compound **11** on cell accumulation of Slc2a1 and Slc7a5 transporter substrates [<sup>14</sup>C]-D-glucose and [<sup>14</sup>C]-L-leucine. The incubation of the HCC cells with 10  $\mu$ M compound **11** reduced the cell accumulation of (A) [<sup>14</sup>C]-D-glucose and (B) [<sup>14</sup>C]-L-leucine to 84% ± 8% and 81% ± 6%, respectively. The analyte concentrations are normalized by the amount of protein in each sample. The statistical difference between compound **11**-treated cell and the control cells was determined using unpaired two-tailed *t* test (\**P* < 0.05). Data are presented as mean ± SEM (*n* = 4).

transporter activity. The risk of compound **11** to interfere with transporter function was minimized by washing the cells before uptake experiments. Thus, the increased cell accumulation of transporter probes is not likely due to compound **11** acting as a transporter inhibitor, but as a modulator of transporter expression.

Effect of Compound 1I on Sorafenib Cytotoxicity in Mouse HCC Cells. The half maximal inhibitory concentration (IC<sub>50</sub>) value of sorafenib on HCC cell viability was investigated at 72 h using concentration range from 0.1 to 200  $\mu M$  (Figure 8A). The effect of 1l on HCC cell proliferation and the possible potentiating effect on sorafenib cytotoxicity were evaluated by incubating the HCC cells for 72 h at different sorafenib concentrations with and without a 100  $\mu$ M concentration of 11 (Figure 8B). Interestingly, 11 significantly augmented the efficacy of sorafenib at 1, 2.5, and 5  $\mu$ M concentrations. At 10  $\mu$ M sorafenib concentration, NMDA receptor antagonist 11 also augmented sorafenib efficacy, although the effect was less pronounced. On its own the NMDA antagonist 11 was only able to reduce HCC cell proliferation slightly. In addition, D-AP5 had a potentiating effect on sorafenib cytotoxicity at all sorafenib concentrations investigated (Figure 8C). Previously it was shown that at above 100  $\mu$ M concentrations a noncompetitive NMDA receptor antagonist has antiproliferative effects on HCC cells affecting the FOXO/TXNIP pathway. Therefore, the antiproliferative effect of 11 alone is likely mediated via the same pathway. However, as sorafenib exerts its effect through the RAF/MEK/ERK pathway,<sup>34</sup> the potentiating effect of 11 is more likely mediated through the lipid signaling pathway and downregulation of efflux transporter expression.



**Figure 8.** (A) Concentration-dependent antiproliferative efficacy of sorafenib in HCC cells after 72 h. IC<sub>50</sub> value was 7.4  $\pm$  1.7  $\mu$ M. Ability of compound **11** to potentiate the cytotoxic efficacy of sorafenib in mouse HCC cells. (B) Potentiating effect of compound **11** on sorafenib antiproliferative efficacy in murine HCC cells. Compared to sorafenib effect alone, the cell viability was further reduced in the presence of 100  $\mu$ M compound **11** from 88  $\pm$  3% to 33  $\pm$  3%, 82  $\pm$  3% to 30  $\pm$  2%, 72  $\pm$  1% to 35  $\pm$  2%, and 31  $\pm$  2% to 24  $\pm$  1%, at 1, 2.5, 5, and 10  $\mu$ M sorafenib, respectively. Compound **11** at 100  $\mu$ M without sorafenib was able to reduce the cell viability to 84  $\pm$  2%. (C) Potentiating effect of D-AP5 on sorafenib antiproliferative efficacy in murine HCC cells. The cell viability was reduced to 70  $\pm$  3%, 63  $\pm$  1%, 44  $\pm$  1%, and 16  $\pm$  1%, in combination of 100  $\mu$ M D-AP5 and 1, 2.5, 5, and 10  $\mu$ M sorafenib, respectively. D-AP5 at 100  $\mu$ M without sorafenib was able to reduce the cell viability to sorafenib was able to reduce the cell viability to 79  $\pm$  2%. The remaining viability is presented as mean  $\pm$  SEM (n = 3–6). The statistical difference between groups were determined by one-way ANOVA followed by Tukey's multiple comparison test (\*P < 0.05, \*\*P < 0.01, \*\*\*P < 0.001).

## CONCLUSION

Starting from the broad-acting iGluR antagonist 1a, we have developed a potent and selective competitive NMDA receptor antagonist, compound 11, whose action is restricted to peripheral tissues and which displays good drug-like properties. Application of 1l to murine HCC cells reduced the intracellular concentration of PGE<sub>2</sub> and thereby interfered with the proinflammatory lipid signaling pathway resulting in downregulation of MDR transporters. It was subsequently shown that 11 augments cell accumulation of MDR transporter substrates and that cell accumulation of the HCC anticancer agent and ABC transporter substrate sorafenib was significantly increased leading to augmented cytotoxic efficacy. Another important finding was the significant downregulation of nutrient transporters, which are essential for the rapid growth of cancer cells. In summary, this proof-of-concept study demonstrates that competitive NMDA receptor antagonists represent a novel and promising strategy to reverse MDR in peripheral solid tumors, such as HCC.

#### EXPERIMENTAL SECTION

Chemistry. All reagents were obtained from commercial suppliers and used without further purification. Dry solvents were obtained differently. THF was distilled over sodium/benzophenone. Et<sub>2</sub>O was dried over neatly cut sodium. All solvents were tested for water content using a Carl Fisher apparatus. Water- or air sensitive reactions were conducted in flame-dried glassware under nitrogen with syringeseptum cap technique. Purification by dry column vacuum chromatography (DCVC) was performed with silica gel size 25-40  $\mu$ m (Merck, Silica gel 60). For TLC, Merck TLC Silica gel F254 plates were used with appropriate spray reagents: KMnO<sub>4</sub> or molybdenum blue. <sup>1</sup>H NMR and <sup>13</sup>C NMR spectra were obtained on a Varian Mercury Plus (300 MHz) and a Varian Gemini 2000 instrument (75 MHz), respectively, unless otherwise noted. Dioxane was used as internal reference for NMR spectra run in D<sub>2</sub>O. Preparative HPLC was performed using either a Spectraseries UV100 detector with a JASCO 880-PU HPLC pump and an XTerraPrep MS C18 (10  $\mu$ m, 10 × 300 mm) column or an Agilent Prep HPLC system, equipped with a 1100 series pump, a 1200 series multiple wavelength detector, and a

Zorbax 300 SB-C18 ( $21.2 \times 250 \text{ mm}$ , 7  $\mu$ m) column. LC–MS was performed using an Agilent 1200 HPLC system coupled to an Agilent 6400 triple quadrupole mass spectrometer equipped with an electrospray ionization source. A Zorbax Eclipse XDB-C18 ( $4.6 \times$ 50 mm) column and gradients of 10% aqueous acetonitrile + 0.05% formic acid (buffer A) and 90% aqueous acetonitrile + 0.046% formic acid (buffer B) were employed. Optical rotation was measured using a PerkinElmer 241 spectrometer, with a Na lamp at 589 nm. Melting points were measured using an automated melting point apparatus, MPA100 OptiMelt (SRS), and are uncorrected. Compounds were dried either under high vacuum or freeze-dried using a Holm and Halby, Heto LyoPro 6000 freeze drier. Compounds for pharmacological characterization were all with a purity of >95%, determined by HPLC (254 nM).

(25,3*R*)-2-Carboxy-3-(3-chlorophenyl)pyrrolidin-1-ium Chloride (1d). Acid 7d (120 mg, 0.37 mmol, 1.0 equiv) was dissolved in a 1:1 mixture of TFA/DCM (7.2 mL). The reaction mixture was allowed to stir for 1 h at rt, then evaporated to dryness under reduced pressure. The solid was dissolved in 1 M HCl (2 mL) and evaporated to dryness (3x) to give the crude product, which was recrystallized from MeOH/CHCl<sub>3</sub> to afford the title compound as white needles (17 mg, 18%). <sup>1</sup>H NMR (CDCl<sub>3</sub>)  $\delta$  (two rotamers) 9.64 (br s, 1H), 7.27– 7.22 (m, 3H), 7.15–7.13 (m, 1H), 4.40 (d, *J* = 5.5 Hz, 0.4H), 4.25 (d, *J* = 6.5 Hz, 0.6H), 3.79–3.44 (m, 3H), 2.38–2.28 (m, 1H), 2.06–1.96 (m, 1H), 1.49 (s, 4H), 1.42 (s, 5H). <sup>13</sup>C NMR (CDCl<sub>3</sub>)  $\delta$  (two rotamers) 177.6, 175.7, 155.2, 153.7, 142.9, 142.4, 134.6, 130.1, 127.5, 127.4, 127.1, 125.2, 81.2, 80.1, 65.4, 64.9, 49.4, 47.5, 46.1, 45.9, 32.7, 32.2, 28.3, 28.2. MS (*m*/*z*) calcd. for C<sub>11</sub>H<sub>13</sub>CINO<sub>2</sub> [M + H]<sup>+</sup> 226.1, found 226.1. Mp: decomposition.

(25,3*R*)-2-Carboxy-3-(3-(trifluoromethyl)phenyl)pyrrolidin-1-ium Chloride (1e). Compound 7e (135 mg) was dissolved in a 1:1 mixture TFA/DCM (7.0 mL). The reaction mixture was allowed to stir for 1 h at rt, then the solvent was evaporated under reduced pressure. The crude was dissolved in HCl 1 M (30 mL), and the solvent was evaporated to afford the corresponding HCl salt (63 mg) as a white solid. The compound was recrystallized from MeOH/CHCl<sub>3</sub> to afford the title compound as a white powder (51 mg, 46%). <sup>1</sup>H NMR (CDCl<sub>3</sub>)  $\delta$  (two rotamers) 9.64 (br s, 1H), 7.27–7.22 (m, 3H), 7.15–7.13 (m, 1H), 4.40 (d, *J* = 5.5 Hz, 0.4H), 4.25 (d, *J* = 6.5 Hz, 0.6H), 3.79–3.44 (m, 3H), 2.38–2.28 (m, 1H), 2.06–1.96 (m, 1H), 1.49 (s, 4H), 1.42 (s, 5H). <sup>13</sup>C NMR (CDCl<sub>3</sub>)  $\delta$  (two rotamers) 177.6, 175.7, 155.2, 153.7, 142.9, 142.4, 134.6, 130.1, 127.5, 127.4, 127.1, 125.2,

81.2, 80.1, 65.4, 64.9, 49.4, 47.5, 46.1, 45.9, 32.7, 32.2, 28.3, 28.2. MS (m/z) calcd. for  $C_{12}H_{13}F_3NO_2$  [M + H]<sup>+</sup> 295.06, found 295.1.  $[\alpha]_{25}^{D}$  +58.9 (c = 0.38, MeOH). Mp: 180.7–182.5 °C.

(25,3*R*)-3-(3-Aminophenyl)pyrrolidine-2-carboxylic Acid Dihydrochloride (1f). Acid 7f (41 mg, 0.101 mmol, 1 equiv) was dissolved in a 1:1 mixture TFA/DCM (2.0 mL). The reaction mixture was allowed to stir for 1.5 h at rt, then the solvent was evaporated under reduced pressure. The oily residue was dissolved in 1 M HCl (10 mL), and the solvent was evaporated (3×) to give the crude product, which was recrystallized from MeOH/CHCl<sub>3</sub> to afford the title compound as a white solid (22 mg, 78%). <sup>1</sup>H NMR (MeOD)  $\delta$  7.58–7.31 (m, 3H), 7.31 (d, *J* = 7.2 Hz, 1H), 4.45 (d, *J* = 9.1 Hz, 1H), 3.77–3.58 (m, 2H), 3.57–3.42 (m, 1H), 2.66–2.49 (m, 1H), 2.36–2.17 (m, 1H). <sup>13</sup>C NMR (CDCl<sub>3</sub>)  $\delta$  168.5, 144.4, 140.6, 131.18, 131.17, 124.8, 118.6, 66.7, 49.6, 46.8, 34.4. MS (*m*/*z*) calcd. for C<sub>11</sub>H<sub>15</sub>N<sub>2</sub>O<sub>2</sub> [M + H]<sup>+</sup> 207.1, found 207.1. [ $\alpha$ ]<sub>25</sub><sup>D</sup> +62.7° (*c* = 0.22, MeOH). Mp: decomposition.

(25, $\bar{3}R$ )-3-(3-Cyanophenyl)pyrrolidine-2-carboxylic Acid Hydrochloride (**1g**). Acid 7g (65 mg, 0.205 mmol, 1 equiv) was dissolved in a 1:1 mixture of TFA/DCM (2.0 mL). The reaction mixture was allowed to stir for 3 h at rt, then the solvent was evaporated under reduced pressure. The oily residue was dissolved in HCl 1 M (10 mL) and evaporated to dryness (3×) to afford the title compound as a white solid (42 mg, 81%). <sup>1</sup>H NMR (D<sub>2</sub>O)  $\delta$  7.82 (t, *J* = 1.6 Hz, 1H), 7.78–7.70 (m, 2H), 7.59 (t, *J* = 7.8 Hz, 1H), 4.44 (d, *J* = 9.9 Hz, 1H), 3.80–3.68 (m, 2H), 3.57 (ddd, *J* = 11.8, 10.3, 6.9 Hz, 1H), 2.61 (dtd, *J* = 10.5, 7.1, 3.3 Hz, 1H), 2.35–2.22 (m, 1H). <sup>13</sup>C NMR (D<sub>2</sub>O + dioxane)  $\delta$  171.4, 140.3, 133.4, 132.5, 132.1, 130.5, 120.0, 112.3, 65.41, 48.0, 46.4, 33.4. LC–MS (*m*/*z*) calcd. for C<sub>12</sub>H<sub>13</sub>N<sub>2</sub>O<sub>2</sub> [M + H]<sup>+</sup> 217.10, found 217.0. Mp: 210.8–212.9 °C.

(2S,3R)-3-(3-Carbamoylphenyl)-2-carboxypyrrolidin-1-ium Chloride (1h). H<sub>2</sub>O<sub>2</sub> (4.23 mmol, 0.43 mL of 30% solution in H<sub>2</sub>O, 6 equiv) was added dropwise to a solution of 7g (223 mg, 0.71 mmol, 1.0 equiv) and K<sub>2</sub>CO<sub>3</sub> (390 mg, 2.82 mmol, 4 equiv) in EtOH/H<sub>2</sub>O (1:1, 4.86 mL). The reaction mixture was stirred at rt for 70 min, then slowly acidified with 1 M HCl. The aqueous phase was extracted with EtOAc  $(3 \times 10 \text{ mL})$  and the combined organic layers washed with brine (10 mL), dried over MgSO<sub>4</sub>, and concentrated to give a pale vellow solid. The crude was dissolved in DCM (5.8 mL), and TFA (5.8 mL) was added. The reaction mixture was stirred for 2 h at rt. The solvent was evaporated, and the oily residue was dissolved in 1 M HCl and evaporated to dryness  $(3 \times 10 \text{ mL})$ . The crude pink solid was recrystallized from H<sub>2</sub>O/acetone to afford the title compound as a white solid (95 mg, 59% over two steps). <sup>1</sup>H NMR (D<sub>2</sub>O)  $\delta$  7.85 (d, J = 1.6 Hz, 1H), 7.83–7.77 (m, 1H), 7.70–7.65 (m, 1H), 7.59 (t, J = 7.7 Hz, 1H), 4.38 (d, J = 9.7 Hz, 1H), 3.77–3.67 (m, 2H), 3.64–3.52 (m, 1H), 2.61 (dtd, J = 13.9, 7.1, 3.4 Hz, 1H), 2.39–2.25 (m, 1H). <sup>13</sup>C NMR (D<sub>2</sub>O) δ 173.4, 172.3, 139.9, 134.1, 132.2, 130.1, 127.4, 127.2, 66.1, 48.7, 46.3, 33.7. LC-MS (m/z) calcd. for  $C_{12}H_{15}N_2O_3$  [M + H]<sup>+</sup> 235.1, found 235.1. Mp: decomposition.

(2S,3R)-3-(3-Boronophenyl)pyrrolidine-2-carboxylic Acid Hydrochloride (1i). To a solution of 7i (50 mg, 0.120 mmol, 1.0 equiv) in acetone (9.4 mL) was added 0.1 M NH<sub>4</sub>OAc (27.7 mg, 0.36 mmol, 3.0 equiv, in  $H_2O$  and  $NaIO_4$  (76.8 mg, 0.36 mmol, 3 equiv). The reaction mixture was stirred for 48 h at rt. Acetone was removed under reduced pressure, and the aqueous layer was diluted with 2 M NaOH (4 mL) and washed with EtOAC. The aqueous phase was then acidified with 1 M HCl until pH  $\approx$  3 and extracted with EtOAc (4  $\times$  5 mL). The combined organic layers were washed with brine (10 mL), dried over MgSO<sub>4</sub>, and concentrated to dryness. The crude product was dissolved in DCM (1.0 mL) and TFA (1.0 mL), and the reaction mixture stirred for 2.5 h at rt. The solvents were evaporated, and the oily residue was dissolved in 1 M HCl and evaporated to dryness (3 × 10 mL) to give an off-white solid, which was recrystallized from  $H_2O/$ acetone to give the title compound as an off-white solid (13 mg, 43% over two steps). <sup>1</sup>H NMR (D<sub>2</sub>O) δ 7.80–7.72 (m, 2H), 7.58–7.46 (m, 2H), 4.41 (d, J = 9.8 Hz, 1H), 3.75–3.65 (m, 2H), 3.56 (ddd, J = 11.7, 10.3, 6.9 Hz, 1H), 2.57 (dtd, J = 13.9, 7.1, 3.4 Hz, 1H), 2.38-2.20 (m, 1H). <sup>13</sup>C NMR ( $D_2O$  + dioxane)  $\delta$  171.4, 137.9, 133.1, 132.6, 130.1, 128.7, 65.2, 48.2, 45.8, 33.1. LC–MS (m/z) calcd. for C<sub>11</sub>H<sub>15</sub>BNO<sub>4</sub>  $[M + H]^+$  236.1, found 236.1. Mp: decomposition.

(25,3*R*)-3-(3,4-Dihydroxyphenyl)pyrrolidine-2-carboxylic Acid (1j). In a flame-dried flask a solution of 7j (70 mg, 0.21 mmol, 1.0 equiv) in dry DCM (3 mL) was cooled to 0 °C. A 1 M solution of BBr<sub>3</sub> (in DCM) (0.53 mL, 0.522 mmol, 2.5 equiv) was added dropwise, and the reaction mixture was allowed to stir 3 h at rt. The reaction mixture was quenched with H<sub>2</sub>O (1 mL), and the solvent evaporated. The crude product was purified by preparative HPLC and then recrystallized from MeOH to afford the title compound as a white solid (3.8 mg, 8% yield). <sup>1</sup>H NMR (CDCl<sub>3</sub>)  $\delta$  6.89–6.94 (m, 2H), 6.79–6.86 (m, 1H), 4.02 (d, *J* = 9.03 Hz, 1H), 3.54–3.62 (m, 1H), 3.36–3.51 (m, 2H), 2.43 (dtd, *J* = 3.64, 6.73, 13.52 Hz, 1H), 2.09– 2.23 (m, 1H). MS (*m*/*z*) calcd. for C<sub>11</sub>H<sub>13</sub>NO<sub>4</sub> [M + H]<sup>+</sup> 224.09, found 224.1.

(25,3*R*)-2-*Carboxy*-3-(3-*carboxy*-4-fluorophenyl)pyrrolidin-1-ium Chloride (1*k*). Acid 7*k* (85 mg, 0.24 mmol, 1 equiv) was dissolved in a 1:1 mixture TFA/DCM (4.66 mL). The reaction mixture was allowed to stir for 2 h at rt, then the solvent was evaporated under reduced pressure. The oily residue was dissolved in HCl 1 M (10 mL), and the solvent was evaporated (3×) to afford the title compound as a white solid (42 mg, 60%). <sup>1</sup>H NMR (D<sub>2</sub>O, 400 MHz)  $\delta$  7.97 (dd, *J* = 6.9, 2.6 Hz, 1H), 7.69 (ddd, *J* = 8.6, 4.6, 2.5 Hz, 1H), 7.31 (dd, *J* = 11.0, 8.6 Hz, 1H), 4.36 (d, *J* = 9.7 Hz, 1H), 3.77–3.66 (m, 2H), 3.57 (ddd, *J* = 11.8, 10.2, 6.9 Hz, 1H), 2.59 (dtd, *J* = 13.9, 7.0, 3.3 Hz, 1H), 2.29 (dtd, *J* = 13.4, 10.4, 8.2 Hz, 1H). <sup>13</sup>C NMR (D<sub>2</sub>O)  $\delta$  172.0, 168.4, 162.5, 160.8, 135.34, 135.31, 135.2, 135.1, 131.5, 119.2, 119.1, 118.2, 118.1, 67.2, 65.9, 47.8, 46.3, 33.5. MS (*m*/*z*) calcd. for C<sub>12</sub>H<sub>13</sub>FNO<sub>4</sub> [M + H]<sup>+</sup> 254.1, found 254.1. Mp: 196.8 → dec.

(25,3*R*)-3-(3-Carboxy-4-chlorophenyl)pyrrolidine-2-carboxylic Acid Hydrochloride (1)). Diacid 71 (190 mg, 0.514 mmol, 1 equiv) was dissolved in a 1:1 mixture TFA/DCM (10 mL). The reaction mixture was allowed to stir for 2 h at rt, then the solvent was evaporated under reduced pressure. The oily residue was dissolved in 1 M HCl (10 mL), and the solvent was evaporated (3 times) to afford the corresponding HCl salt (135 mg). The crude product was recrystallized from H<sub>2</sub>O/ acetone to afford the title compound as an off-white solid (89 mg, 56%). <sup>1</sup>H NMR (D<sub>2</sub>O)  $\delta$  7.85 (d, *J* = 1.8 Hz, 1H), 7.68–7.49 (m, 2H), 4.37 (d, *J* = 9.7 Hz, 1H), 3.71 (ddd, *J* = 11.8, 9.2, 5.1 Hz, 2H), 3.62– 3.52 (m, 1H), 2.60 (dtd, *J* = 13.9, 7.1, 3.4 Hz, 1H), 2.35–2.23 (m, 1H). <sup>13</sup>C NMR (D<sub>2</sub>O)  $\delta$  171.9, 170.7, 138.3, 132.6, 131.9, 131.8, 131.7, 130.3, 65.7, 47.8, 46.2, 33.4. MS (*m*/*z*) calcd. for C<sub>12</sub>H<sub>13</sub>ClNO<sub>4</sub> [M + H]<sup>+</sup> 270.0, found 270.0. Mp 239.4–241.3 °C.

(2S,3R)-3-(3-Carboxy-4-methylphenyl)pyrrolidine-2-carboxylic Acid Hydrochloride (1m). A solution of NaIO<sub>4</sub> (638 mg, 2.98 mmol, 8.2 equiv) and RuCl<sub>3</sub>·xH<sub>2</sub>O (4.5 mg, 0.022 mmol, 0.06 equiv) in H<sub>2</sub>O (4.5 mL) was added to a solution of 6m (117 mg, 0.36 mmol) in MeCN/EtOAc (1:1, 5.2 mL) cooled to 0 °C. The reaction mixture was stirred for 30 min and then filtered through Celite, and the filter cake was washed with EtOAc. The aqueous layer was extracted with EtOAc, and the combined organic layers were washed with brine, dried over MgSO<sub>4</sub>, and concentrated to give the corresponding diacid, which was used without further purification. The diacid 7m was dissolved in a 1:1 mixture of TFA/DCM (6.0 mL), the reaction mixture was allowed to stir for 2.5 h at rt, and the solvent was evaporated under reduced pressure. The oily residue was dissolved in 1 M HCl (10 mL) and evaporated to dryness (3×). The crude product was purified by preparative HPLC (0 to 40% B in A) and then evaporated with 1 M HCl  $(3 \times 1 \text{ mL})$  to afford the title compound, as a white solid (21 mg)20% over two steps). <sup>1</sup>H NMR (600 MHz,  $D_2O$ )  $\delta$  7.78 (d, J = 2.0 Hz, 1H), 7.45 (dd, J = 7.9, 2.1 Hz, 1H), 7.29 (d, J = 7.9 Hz, 1H), 4.39 (d, J = 9.8 Hz, 1H), 3.69–3.61 (m, 2H), 3.51 (ddd, J = 11.7, 10.2, 6.9 Hz, 1H), 2.50 (dtd, J = 10.5, 7.1, 3.2 Hz, 1H), 2.44 (s, 3H), 2.25-2.17 (m, 1H).  $^{13}\mathrm{C}$  NMR (151 MHz, D2O)  $\delta$  171.54, 170.63, 139.15, 135.72, 132.31, 131.28, 130.16, 129.04, 64.56, 47.25, 45.81, 32.82, 20.04. MS (m/z) calcd. for C<sub>13</sub>H<sub>16</sub>NO<sub>4</sub> [M + H]<sup>+</sup> 250.3, found 250.3. Mp: decomposition.

(25,3*R*)-3-(3-Carboxy-4-bromophenyl)pyrrolidine-2-carboxylic Acid Hydrochloride (**1n**). <sup>1</sup>H NMR (600 MHz, D<sub>2</sub>O)  $\delta$  7.67 (d, *J* = 8.3 Hz, 1H), 7.63 (d, *J* = 2.3 Hz 1H), 7.36 (dd, *J* = 8.3, 2.4 Hz, 1H), 4.18 (d, J = 9.4 Hz, 1H), 3.61–3.54 (m, 1H), 3.48–3.43 (m, 1H), 2.51–2.46 (m, 1H), 2.21–2.14 (m, 1H). <sup>13</sup>C NMR (600 MHz, D<sub>2</sub>O)  $\delta$  171.9, 171.6, 138.6, 134.8, 134.2, 131.4, 128.8, 118.4, 65.6, 47.5, 45.6, 32.8. MS (m/z) calcd. for C<sub>12</sub>H<sub>12</sub>BrNO<sub>4</sub> [M + H]<sup>+</sup> 312.9 and 314.9, found 313.9 and 315.9. Mp: 250.1–257.3 °C.

5-Bromo-2-methylbenzyl)oxy)(tert-butyl)dimethylsilane (**3m**). To a flame-dried round-bottom flask was charged with 5-bromo-2methylphenyl)methanol<sup>35</sup> (4.34 g, 21.6 mmol), anhydrous DMF (50 mL), imidazole (4.41 g, 64.8 mmol), TBSCl (6.51 g, 43.2 mmol), and DMAP (264 mg, 2.16 mmol). The reaction mixture was stirred for 16 h at rt and subsequently diluted with EtOAc. The resulting mixture was washed twice with 1 M HCl, twice with brine, dried over MgSO<sub>4</sub>, filtered, and concentrated *in vacuo*. The crude product was purified by consecutive flash chromatography (heptane/EtOAc, 2:1 and 5:1) to provide title compound as a clear oil (4.63 g, 68%). <sup>1</sup>H NMR (600 MHz, CDCl<sub>3</sub>)  $\delta$  7.56 (d, *J* = 2.0 Hz, 1H), 7.27 (dd, *J* = 8.0, 2.2 Hz, 1H), 6.98 (d, *J* = 8.0 Hz, 1H), 4.65 (s, 2H), 2.19 (s, 3H), 0.95 (s, 9H), 0.11 (s, 6H). <sup>13</sup>C NMR (151 MHz, CDCl<sub>3</sub>)  $\delta$  141.60, 133.72, 131.50, 129.77, 129.30, 119.78, 62.76, 26.09, 18.56, 18.16, -5.17. *R*<sub>f</sub> 0.84 (heptane/EtOAc, 1:1).

tert-Butyldimethyl((2-methyl-5-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)benzyl)oxy)silane (3n). A dry, Ar-filled 20 mL vial was charged with bromine 3m (419 mg, 1.33 mmol), (Bpin)<sub>2</sub> (354 mg, 1.40 mmol), KOAc (394 mg, 4.06 mmol), and (PPh<sub>3</sub>)<sub>2</sub>PdCl<sub>2</sub> (46.9 mg, 66.5  $\mu$ mol). The vial was then evacuated and backfilled with Ar, followed by addition of degassed dioxane (13.2 mL). The vial was capped with a screw cap and stirred for 16 h at 100 °C. The reaction mixture was then diluted with EtOAc and washed three times with  $H_2O$ . The organic partition was washed with brine, dried over MgSO<sub>4</sub>, filtered through Celite, and evaporated. The crude product was purified by DCVC (heptane/EtOAc, 10:1) to yield the title compound (407 mg, contains 5 mol % PPh<sub>3</sub>), which was used without further purification. <sup>1</sup>H NMR (600 MHz, CDCl<sub>3</sub>)  $\delta$  7.76 (s, 1H), 7.62 (dd, J = 7.4, 1.0 Hz, 1H), 7.15 (d, J = 7.5 Hz, 1H), 4.70 (s, 2H), 2.34 (s, 3H), 1.33 (s, 12H), 0.93 (s, 9H), 0.09 (s, 6H). <sup>13</sup>C NMR (151 MHz, CDCl<sub>3</sub>) & 139.94, 138.40, 134.16, 134.03, 129.75, 83.71, 64.14, 26.11, 25.01, 19.19, 18.57, -5.11. Rf 0.54 (heptane/EtOAc, 10:1).

(2S,3R)-tert-Butyl 2-(((tert-Butyldimethylsilyl)oxy)methyl)-3-(3-(ethoxycarbonyl)phenyl)-5-oxopyrrolidine-1-carboxylate (4a). [Rh-(cod)Cl]<sub>2</sub> (37.6 mg, 0.076 mmol, 0.05 equiv), (S)-tert-butyl 2-(((tertbutyldimethylsilyl)oxy)methyl)-5-oxo-2,5-dihydro-1H-pyrrole-1-carboxylate (2) (500 mg, 1.53 mmol, 1.0 equiv) and (3-(ethoxycarbonyl)phenyl)boronic acid (3a, 474 mg, 2.44 mmol, 1.6 equiv) were placed in a 50 mL flask, which was evacuated and backfilled with N2. Degassed dioxane (13.0 mL) was added, and to the stirred clear solution, 1 M NaOH (2.44 mL, 1.6 equiv, degassed water) was added dropwise. The reaction mixture was stirred at rt for 4.5 h. The reaction mixture was diluted with H<sub>2</sub>O, and the aqueous phase was extracted with EtOAc ( $3 \times 15$  mL). The combined organic layers were washed with brine (1  $\times$  20 mL), dried over MgSO<sub>4</sub>, and concentrated to give 743 mg. The crude product was purified by flash chromatography (heptanes/EtOAc, 9:1) to afford the title compound as an off-white solid (382 mg, 52%). <sup>1</sup>H NMR (CDCl<sub>3</sub>)  $\delta$  7.95 (dt, J = 7.4, 1.6 Hz, 1H), 7.87 (s, 1H), 7.39 (tt, J = 4.6, 3.3 Hz, 2H), 4.38 (q, J = 7.1 Hz, 2H), 4.09 (dt, J = 4.0, 2.1 Hz, 1H), 4.01 (dd, J = 10.6, 3.9 Hz, 1H), 3.82 (dd, J = 10.5, 2.2 Hz, 1H), 3.54 (dt, J = 9.6, 2.4 Hz, 1H), 3.17 (dd, J = 17.9, 9.6 Hz, 1H), 2.53 (dd, J = 17.9, 2.8 Hz, 1H), 1.53 (s, 9H), 1.39 (t, J = 7.1 Hz, 3H), 0.91 (s, 9H), 0.08 (s, 3H), 0.07 (s, 3H). <sup>13</sup>C NMR (CDCl<sub>3</sub>) δ 173.7, 166.4, 150.0, 144.6, 131.4, 130.6, 129.4, 128.5, 128.0, 83.3, 66.6, 63.7, 61.3, 40.1, 38.8, 28.2, 26.0, 18.3, 14.5, -5.3. LC-MS (m/z) calcd. for C<sub>25</sub>H<sub>39</sub>NO<sub>6</sub>Si [M + H]<sup>+</sup> 478.2, found 378.2  $[(M + H)-Boc]^+$ . R<sub>6</sub> 0.25 (heptanes/EtOAc, 8:2).

(25,3R)-tert-Butyl 3-(3-Bromophenyl)-2-(((tert-butyldimethylsilyl)oxy)methyl)-5-oxopyrrolidine-1-carboxylate (**4b**). To a solution at rt of (*S*)-tert-butyl 2-(((tert-butyldimethylsilyl)oxy)methyl)-5-oxo-2,5dihydro-1H-pyrrole-1-carboxylate (**2**) (1.0 g, 3.05 mmol, 1.0 equiv) and (3-bromophenyl)boronic acid (**3b**, 981 mg, 4.89 mmol, 1.6 equiv) in degassed THF (26.3 mL) under nitrogen was added [Rh(cod)Cl]<sub>2</sub> (75.3 mg, 0.153 mmol, 0.05 equiv). A 1 M NaOH (4.9 mL, 1.6 equiv) solution was then added dropwise, and the reaction mixture stirred at rt for 4 h. The reaction mixture was diluted with H<sub>2</sub>O, and the aqueous phase was extracted with EtOAc (3 × 15 mL). The combined organic layers were washed with brine (1 × 20 mL), dried over MgSO<sub>4</sub>, and concentrated to give 1.56 g. The crude product was purified by flash chromatography (heptanes/EtOAc, 9:1) to afford the title compound as a white solid (803 mg, 54%). <sup>1</sup>H NMR (CDCl<sub>3</sub>, 400 MHz)  $\delta$  7.40 (ddd, *J* = 7.9, 1.9, 1.0 Hz, 1H), 7.34 (t, *J* = 1.8 Hz, 1H), 7.21 (t, *J* = 7.8 Hz, 1H), 7.14–7.09 (m, 1H), 4.06 (dt, *J* = 3.9, 2.0 Hz, 1H), 3.99 (dd, *J* = 10.5, 3.9 Hz, 1H), 3.80 (dd, *J* = 10.5, 2.2 Hz, 1H), 3.42 (dt, *J* = 9.6, 2.2 Hz, 1H), 3.14 (dd, *J* = 17.9, 9.6 Hz, 1H), 2.50 (dd, *J* = 17.9, 2.6 Hz, 1H), 1.53 (s, 9H), 0.91 (s, 9H), 0.08 (s, 3H), 0.07 (s, 3H). <sup>13</sup>C NMR (CDCl<sub>3</sub>, 400 MHz)  $\delta$  173.6, 150.0, 146.6, 130.8, 130.5, 129.9, 125.0, 123.2, 83.4, 66.6, 63.8, 39.94, 38.7, 28.2, 26.0, 18.3, -5.3, -5.4. *R*<sub>f</sub> 0.21 (heptanes/EtOAc, 9:1).

(2S,3R)-tert-Butvl-2-(((tert-butvldimethvlsilvl)oxv)methvl)-3-(3chlorophenyl)-5-oxopyrrolidine-1-carboxylate (4d). To a solution of (S)-tert-butyl 2-(((tert-butyldimethylsilyl)oxy)methyl)-5-oxo-2,5-dihydro-1H-pyrrole-1-carboxylate (2) (500 mg, 1.53 mmol, 1.0 equiv) and (3-chlorophenyl)boronic acid (3d, 382 mg, 2.44 mmol, 1.6 equiv) in THF/H<sub>2</sub>O (9:1, 15 mL) under nitrogen at rt was added [Rh(cod)Cl]<sub>2</sub> (37.6 mg, 0.076 mmol, 0.05 equiv). Then, 1 M NaOH (2.5 mL, 1.6 equiv) was added dropwise, and the reaction mixture was stirred at rt for 4.5 h. The reaction mixture was diluted with H<sub>2</sub>O, and the aqueous phase was extracted with EtOAc ( $3 \times 15$  mL). The combined organic layers were washed with brine  $(1 \times 20 \text{ mL})$ , dried over MgSO<sub>4</sub>, and concentrated to give 690 mg. The crude product was purified by flash chromatography (heptanes/EtOAc, 4:1) to afford the title compound as a white solid (387 mg, 58%). <sup>1</sup>H NMR (CDCl<sub>3</sub>)  $\delta$  7.55–7.38 (m, 4H, Ar-H), 4.09 (m, 1H, CH-N), 4.01 (m, 1H), 3.83 (dd, J = 10.5, 2.3 Hz, 1H), 3.54 (dt, J = 9.5, 2.3 Hz, 1H), 3.20 (dd, J = 17.9, 9.7 Hz, 1H), 2.53 (dd, J = 17.8, 2.5 Hz, 1H), 1.54 (s, 9H), 0.92 (s, 9H), 0.09 (s, 3H), 0.08 (s, 3H). <sup>13</sup>C NMR (CDCl<sub>3</sub>)  $\delta$  173.3, 149.8, 145.1, 131.3  $(q, J = 32 \text{ Hz}, \underline{C}-CF_3)$ , 129.7, 129.4, 124.0 (q, J = 3.7 Hz, C-Ar), 123.9 (q, J = 270 Hz, CF<sub>3</sub>), 123.6 (q, J = 3.7, C–Ar), 83.3, 66.3, 63.3, 39.8, 38.7, 28.0, 25.8, 18.1, -5.5, -5.6. LC-MS (m/z) calcd. for  $C_{22}H_{35}CINO_4Si [M + H]^+ 440.2$ , found 340.1  $[(M + H)-Boc]^+$ .  $[\alpha]_{25}^{L}$ -26.5 (c = 0.27, MeOH). Mp: 71.4-73.9 °C. R<sub>f</sub> 0.29 (heptanes/ EtOAc, 9:1).

(2S, 3R)-tert-Butyl 2-(((tert-Butyldimethylsilyl)oxy)methyl)-5-oxo-3-(3-(trifluoromethyl)phenyl)pyrrolidine-1-carboxylate (4e). To a solution of (S)-tert-butyl 2-(((tert-butyldimethylsilyl)oxy)methyl)-5oxo-2,5-dihydro-1H-pyrrole-1-carboxylate (2) (1.0 g, 3.053 mmol, 1 equiv) and commercially available (3-(trifluormomethyl)phenyl)boronic acid (3e, 928 mg, 4.89 mmol, 1.6 equiv) in THF/H<sub>2</sub>O (9:1, 30.0 mL) under nitrogen at rt was added [Rh(cod)Cl]<sub>2</sub> (75.3 mg, 0.153 mmol, 0.05 equiv). Then, 1 M NaOH (5.0 mL, 1.6 equiv) was added dropwise, and the reaction mixture was stirred at rt for 4 h. The reaction mixture was diluted with H2O, and the aqueous phase was extracted with EtOAc ( $3 \times 20$  mL). The combined organic layers were washed with brine  $(1 \times 30 \text{ mL})$ , dried over MgSO<sub>4</sub>, and concentrated. The crude product was purified by flash chromatography (heptanes/ EtOAc, 9:1) to afford the title compound as a white solid (727 mg, 56%). <sup>1</sup>H NMR (CDCl<sub>3</sub>) δ 7.55-7.38 (m, 4H), 4.09 (m, 1H), 4.01 (m, 1H), 3.83 (dd, J = 10.5, 2.3 Hz, 1H), 3.54 (dt, J = 9.5, 2.3 Hz, 1H), 3.20 (dd, J = 17.9, 9.7 Hz, 1H), 2.53 (dd, J = 17.8, 2.5 Hz, 1H), 1.54 (s, 9H), 0.92 (s, 9H), 0.09 (s, 3H), 0.08 (s, 3H).  $^{13}$ C NMR (CDCl<sub>3</sub>)  $\delta$ 173.3, 149.8, 145.1, 131.3 (q, J = 32 Hz), 129.7, 129.4, 124.0 (q, J = 3.7 Hz), 123.9 (q, J = 270 Hz), 123.6 (q, J = 3.7 Hz), 83.3, 66.3, 63.3, 39.8, 38.7, 28.0, 25.8, 18.1, -5.5, -5.6. LC-MS (m/z) calcd. for  $C_{23}H_{35}F_3NO_4Si$  [M + H]<sup>+</sup> 474.2, found 374.1 [(M + H)-Boc]<sup>+</sup>.  $[\alpha]_{25}^{\tilde{D}}$ -26.4 (*c* = 0.32, MeOH). Mp: 95.3-96.9 °C.  $R_{\rm f}$  0.29 (heptanes/EtOAc, 9:1).

(25,3R)-tert-Butyl 3-(3-((tert-Butoxycarbonyl)amino)phenyl)-2-(((tert-butyldimethylsilyl)oxy)methyl)-5-oxopyrrolidine-1-carboxylate (4f). [Rh(cod)Cl]<sub>2</sub> (37.6 mg, 0.076 mmol, 0.05 equiv), (S)-tertbutyl 2-(((tert-butyldimethylsilyl)oxy)methyl)-5-oxo-2,5-dihydro-1Hpyrrole-1-carboxylate (500 mg, 1.53 mmol, 1.0 equiv), and 3-(tertbutoxycarbonylamino)boronic acid (3f, 579 mg, 2.44 mmol, 1.6 equiv) were placed in a 50 mL flask, which was evacuated and backfilled with N<sub>2</sub>. Degassed dioxane (13.0 mL) was added followed by dropwise

addition of 1 M NaOH (2.44 mL, 1.6 equiv, degassed water). The reaction mixture was stirred at rt for 3.5 h. The reaction mixture was diluted with H<sub>2</sub>O, and the aqueous phase was extracted with EtOAc (3  $\times$  15 mL). The combined organic layers were washed with brine (1  $\times$ 20 mL), dried over MgSO4, and concentrated to give 743 mg. The crude product was purified by flash chromatography (heptanes/ EtOAc, 9:1) to afford the title compound as a pale yellow oil (471 mg, 59% yield). <sup>1</sup>H NMR (CDCl<sub>3</sub>)  $\delta$  7.19–7.30 (m, 3H), 6.82–6.90 (m, 1H), 6.49 (s, 1H), 4.07–4.12 (m, 1H), 4.02 (dd, J = 3.51, 10.54 Hz, 1H), 3.80 (dd, J = 1.88, 10.67 Hz, 1H), 3.43 (td, J = 1.88, 9.54 Hz, 1H), 3.15 (dd, I = 9.54, 17.82 Hz, 1H), 2.50 (dd, I = 2.26, 17.82 Hz, 1H), 1.52 (s, 9H), 0.91 (s, 9H), 0.08 (s, 3H), 0.07 (s, 3H). <sup>13</sup>C NMR (CDCl<sub>3</sub>) δ 174.1, 152.6, 149.9, 145.4, 138.9, 129.7, 120.7, 117.2, 116.6, 83.0, 80.7, 66.6, 63.8, 40.2, 38.9, 28.3, 28.1, 25.8, 18.2, -5.5. LC-MS (m/z) calcd. for  $C_{27}H_{45}N_2O_6Si [M + H]^+ 521.3$ , found 365.2 [(M + H)-Boc-t-Bu].  $[\alpha]_{25}^{D}$  -19.8 (c = 0.55, MeOH).  $R_f$  0.28 (heptanes/ EtOAc, 8:2).

(2S,3R)-tert-Butyl 3-(Benzo[d][1,3]dioxol-5-yl)-2-(((tertbutyldimethylsilyl)oxy)methyl)-5-oxopyrrolidine-1-carboxylate (4j). [Rh(cod)Cl]<sub>2</sub> (112.9 mg, 0.229 mmol, 0.05 equiv) was added to a solution of (S)-tert-butyl 2-(((tert-butyldimethylsilyl)oxy)methyl)-5oxo-2,5-dihydro-1H-pyrrole-1-carboxylate (2) (1.50 g, 4.58 mmol, 1.0 equiv) and benzo [d] [1,3] dioxol-5-ylboronic acid (1.22 g, 7.33 mmol, 1.6 equiv) in THF (39.0 mL) under nitrogen at rt. Aqueous 1 M NaOH (7.5 mL, 1.6 equiv) was then added dropwise, and the reaction mixture was stirred at rt for 4 h. The reaction mixture was diluted with  $H_2O_1$ , and the aqueous phase was extracted with EtOAc (3 × 30 mL). The combined organic layers were washed with brine  $(1 \times 50 \text{ mL})$ , dried over MgSO4, and concentrated. The crude product was purified by flash chromatography (heptanes/EtOAc, 9:1) to afford the title compound as a white solid (1.38 g, 67%). <sup>1</sup>H NMR (CDCl<sub>3</sub>)  $\delta$  6.75 (d, J = 8.0 Hz, 1H), 6.68 (d, J 1.8 Hz, 1H), 6.64 (dd, J = 8.0, 1.8 Hz, 10.0 Hz)1H), 5.95 (s, 2H), 4.03 (m, 1H), 3.98 (m, 1H), 3.78 (dd, J = 10.4, 2.1 Hz, 1H), 3.37 (dt, J = 9.5, 2.3 Hz, 1H), 3.12 (dd, J = 17.8, 9.5 Hz, 1H), 2.47 (dd, J = 17.8, 2.8 Hz, 1H), 1.53 (s, 9H), 0.91 (s, 9H), 0.08 (s, 3H), 0.07 (s, 3H). <sup>13</sup>C NMR (CDCl<sub>3</sub>)  $\delta$  173.9, 149.8, 148.2, 146.6, 138.1, 119.3, 108.5, 106.7, 101.1, 83.0, 66.9, 63.5, 40.2, 38.5, 28.1, 25.8, 18.2, -5.5. LC-MS (m/z) calcd. for C<sub>23</sub>H<sub>36</sub>NO<sub>6</sub>Si  $[M + H]^+$  450.2, found 350.1  $[(M + H)-Boc]^+$ .  $[\alpha]_{25}^D$  –25.6 (c = 0.42, MeOH). Mp: 106.6-107.6 °C. R. 0.36 (heptanes/EtOAc. 8:2).

(2S,3R)-tert-Butyl 2-(((tert-Butyldimethylsilyl)oxy)methyl)-3-(3-(((tert-butyldimethylsilyl)oxy)methyl)-4-fluorophenyl)-5-oxopyrrolidine-1-carboxylate (4k). A flamed-dry round-bottomed flask was charged with a solution of tert-BuLi in pentane (8.98 mL, 15.265 mmol, 5.0 equiv) and cooled to -78 °C. A solution of bromine 3k (2.44 g, 7.634 mmol, 2.5 equiv) in dry Et<sub>2</sub>O (25 mL) was added dropwise, and the clear, yellow solution was stirred at -78 °C for 10 min. A suspension of CuCN in dry Et<sub>2</sub>O (2.5 mL) was added portionwise at -78 °C. The resulting suspension was stirred at -78 °C for 5 min and then at -42 °C for 10 min (clear solution), after which it was recooled to -78 °C. Enone 2 was dissolved in dry Et<sub>2</sub>O (3.0 mL) and added dropwise to the cuprate mixture at -78 °C, which resulted in a color change to bright dark red. The temperature was raised to -42°C, and the reaction mixture was stirred at this temperature for 1 h. The brown solution was quenched by addition of a freshly prepared sat. NaHCO<sub>3</sub> (5 mL), allowed to warm up to rt, and then transferred to a separating funnel with water (15 mL) and EtOAc (15 mL). The organic layer was separated, and the aqueous layer was extracted with EtOAc  $(2 \times 15 \text{ mL})$ . The combined organic layers were washed with brine  $(1 \times 15 \text{ mL})$ , dried over anhydrous MgSO<sub>4</sub>, filtered, and evaporated in vacuo to dryness. The crude product was purified by column chromatography (heptanes/EtOAc, 9:1) to afford the title compound as a pale yellow oil (793 mg, 1.40 mmol, 46% yield). <sup>1</sup>H NMR (CDCl<sub>3</sub>)  $\delta$  7.30 (dd, J = 6.8, 2.3 Hz, 1H), 7.04 (ddd, J = 7.5, 4.9, 2.5 Hz, 1H), 6.95 (dd, J = 9.6, 8.5 Hz, 1H), 4.77 (s, 2H), 4.04 (dd, J = 3.9, 2.0 Hz, 1H), 3.99 (dd, J = 10.4, 4.0 Hz, 1H), 3.79 (dd, J = 10.4, 2.1 Hz, 1H), 3.45 (dt, *J* = 9.6, 2.3 Hz, 1H), 3.13 (dd, *J* = 17.9, 9.6 Hz, 1H), 2.49 (dd, J = 17.9, 2.7 Hz, 1H), 1.52 (s, 9H), 0.94 (s, 9H), 0.91 (s, 9H), 0.11 (s, 3H), 0.11 (s, 3H), 0.08 (s, 3H), 0.07 (s, 3H). <sup>13</sup>C NMR  $(CDCl_3) \delta$  173.9, 159.8, 158.1, 150.0, 140.12, 140.10, 129.2, 129.1,

126.64, 126.61, 126.25, 126.19, 115.6, 115.4, 83.2, 66. 9, 63.7, 59.1, 59.0, 40.3, 38.3, 28.2, 26.1, 26.0, 18.6, 18.3, -5.17, -5.20, -5.3.  $R_{\rm f}$  0.32 (heptanes/EtOAc, 9:1).

(2S,3R)-tert-Butyl 2-(((tert-Butyldimethylsilyl)oxy)methyl)-3-(3-(((tert-butyldimethylsilyl)oxy)methyl)-4-chlorophenyl)-5-oxopyrrolidine-1-carboxylate (41). A flamed-dry round-bottomed flask was charged with a solution of tert-BuLi in pentane (8.98 mL, 15.265 mmol, 5.0 equiv) and cooled to -78 °C. A solution of 31 (2.56 g, 7.63 mmol, 2.5 equiv) in dry Et<sub>2</sub>O (25 mL) was added dropwise, and the clear, yellow/orange solution was stirred at -78 °C for 10 min. A suspension of CuCN in dry Et<sub>2</sub>O (2.4 mL) was added portion-wise at -78 °C. The resulting suspension was stirred at -78 °C for 5 min and then at -42 °C for 10 min (clear solution), after which it was recooled to -78 °C. Enone 2 was dissolved in dry Et<sub>2</sub>O (3.0 mL) and added dropwise to the cuprate mixture at -78 °C, which resulted in a color change to bright dark red. The temperature was raised to -42 °C, and the reaction mixture was stirred at this temperature for 1 h. The brown solution was quenched by addition of a freshly prepared sat. NaHCO<sub>3</sub> (5 mL), allowed to warm up to rt, and then transferred to a separating funnel with water (15 mL) and EtOAc (15 mL). The organic layer was separated, and the aqueous layer was extracted with EtOAc ( $2 \times 15$ mL). The combined organic layers were washed with brine  $(1 \times 15)$ mL), dried over anhydrous MgSO4, filtered, and evaporated in vacuo to dryness. The crude product was purified by column chromatography (heptanes/EtOAc, 9:1) to afford the title compound as a low-melting white solid (1.31 g, 73%). <sup>1</sup>H NMR (CDCl<sub>3</sub>)  $\delta$  7.39 (d, J = 2.3 Hz, 1H), 7.26 (d, J = 8.2 Hz, 1H), 7.01 (dd, J = 8.2, 2.3 Hz, 1H), 4.77 (s, 2H), 4.04 (dt, J = 3.9, 2.0 Hz, 1H), 4.00 (dd, J = 10.4, 3.9 Hz, 1H), 3.78 (dd, J = 10.4, 2.0 Hz, 1H), 3.45 (dt, J = 9.6, 2.3 Hz, 1H), 3.14 (dd, J = 17.9, 9.6 Hz, 1H), 2.50 (dd, J = 17.9, 2.8 Hz, 1H), 1.52 (s, 9H), 0.96 (s, 9H), 0.90 (s, 9H), 0.13 (s, 3H), 0.13 (s, 3H), 0.07 (s, 3H), 0.06 (s, 3H). <sup>13</sup>C NMR (CDCl<sub>3</sub>) δ 173.7, 150.0, 143.1, 139.6, 130.2, 129.6, 125.9, 125.8, 83.2, 66.7, 63.7, 62.4, 40.1, 38. 6, 28.2, 26.1, 26.0, 18.6, 18.4, -5.1, -5.2, -5.34, -5.35. Rf 0.47 (heptanes/EtOAc, 8:2).

tert-Butvl (2S.3R)-2-(((tert-Butvldimethvlsilvl)oxv)methvl)-3-(3-(((tert-butyldimethylsilyl)oxy)methyl)-4-methylphenyl)-5-oxopyrrolidine-1-carboxylate (4m). [Rh(cod)Cl]<sub>2</sub> (23.2 mg, 0.047 mmol, 0.05 equiv), (S)-tert-butyl 2-(((tert-butyldimethylsilyl)oxy)methyl)-5-oxo-2,5-dihydro-1H-pyrrole-1-carboxylate (2) (300 mg, 0.92 mmol), tertbutyldimethyl((2-methyl-5-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2yl)benzyl)oxy)silane (3n) (532 mg, 1.47 mmol), and Cs<sub>2</sub>CO<sub>3</sub> (477 mg, 1.46 mmol) were placed in a 25 mL flask, which was evacuated and backfilled with Ar. Degassed, anhydrous THF (8.9 mL) was added, followed by addition of degassed H<sub>2</sub>O (21  $\mu$ L, 1.1 mmol). The reaction mixture was stirred at rt for 24 h. The reaction mixture was diluted with  $H_2O$ , and the aqueous phase was extracted with EtOAc (3  $\times$  15 mL). The combined organic layers were washed with brine, dried over MgSO<sub>4</sub>, and concentrated. The crude product was purified by flash chromatography (heptane:EtOAc, 10:1 to 5:2) to afford the title compound as a pale yellow oil (211 mg, 41% yield). <sup>1</sup>H NMR (400 MHz,  $CDCl_3$ )  $\delta$  7.24 (d, J = 1.4 Hz, 1H), 7.09 (d, J = 7.8 Hz, 1H), 7.00 (dd, J = 7.7, 2.0 Hz, 1H), 4.68 (s, 2H), 4.11-4.05 (m, 1H), 4.01 (dd, J = 10.5, 3.8 Hz, 1H), 3.79 (dd, J = 10.5, 2.0 Hz, 1H), 3.46-3.41 (m, 1H), 3.13 (dd, J = 17.9, 9.6 Hz, 1H), 2.53 (dd, J = 17.8, 2.8 Hz, 1H), 2.25 (s, 3H), 1.52 (s, 9H), 0.94 (s, 9H), 0.91 (s, 9H), 0.11 (s, 3H), 0.10 (s, 3H), 0.08 (s, 3H), 0.07 (s, 3H). <sup>13</sup>C NMR (101 MHz, CDCl<sub>3</sub>) & 174.29, 150.02, 141.83, 139.94, 134.14, 130.65, 124.93, 124.83, 82.97, 67.01, 63.70, 63.41, 40.18, 38.57, 28.19, 26.08, 25.97, 18.52, 18.32, 18.26, -5.14, -5.15, -5.38, -5.40. Rf 0.43 (heptanes/ EtOAc. 5:1).

(25,3R)-tert-Butyl 3-(3-Chlorophenyl)-2-(hydroxymethyl)pyrrolidine-1-carboxylate (**6d**). In a flame-dried flask a solution of **4d** (368 mg, 0.84 mmol, 1.0 equiv) in dry THF (2.2 mL) was cooled to -78 °C. LiBEtH<sub>3</sub> 1 M (1.0 mL, 1.00 mmol, 1.2 equiv) was added via syringe dropwise, and the reaction mixture was stirred for 1 h, quenched with NaHCO<sub>3</sub> sat. sol. (3 mL), and warmed to rt. The aqueous phase was extracted with EtOAc (3 × 5 mL), and the combined organic layers were washed with brine (10 mL), dried over MgSO<sub>4</sub>, and concentrated to give the corresponding hemiaminal **5d** as a colorless oil, which was used in the next step without further purification.

In a flame-dried flask a solution of the crude hemiaminal 5d (0.84 mmol, 1.0 equiv) in dry DCM (2.6 mL) was cooled to -78 °C. HSiEt<sub>3</sub> (0.27 mL, 1.670 mmol, 2 equiv) and BF<sub>3</sub>·Et<sub>2</sub>O (0.23 mL, 1.837 mmol, 2.2 equiv) were added sequentially via syringe, and the reaction mixture stirred for 6 h. The reaction mixture was guenched with sat. NaHCO<sub>3</sub> (4 mL) and warmed to rt. The mixture was diluted with DCM, and the organic phase was separated, washed with sat. NH<sub>4</sub>Cl (5 mL), dried over MgSO<sub>4</sub>, and concentrated. The crude product was purified by flash chromatography (heptanes/EtOAc, 2:1) to afford the title compounds as a colorless gummy oil (154 mg, 59% over two steps). <sup>1</sup>H NMR (CDCl<sub>3</sub>) δ 7.31-7.26 (m, 3H, Ar-H), 7.16-7.14 (m, 1H, Ar-H), 3.94 (m, 1H, CH-N), 3.78 (m, 1H), 3.67 (m, 1H), 3.40 (m, 1H), 3.05 (broad s, 1H), 2.20 (m, 1H), 1.97 (m, 1H), 1.54 (s, 9H). <sup>13</sup>C NMR (CDCl<sub>2</sub>) δ 156.5, 143.0, 134.5, 130.0, 127.6, 127.2, 125.7, 80.5, 66.7, 65.5, 47.2, 46.8, 32.6, 28.4. MS (m/z) calcd. for  $C_{16}H_{23}CINO_3 [M - H]^+ 312.14$ , found 212.1  $[(M + H)-Boc]^+$ .  $[\alpha]_{25}^{L}$ -13.1 (c = 0.92, MeOH). R<sub>f</sub> 0.49 (heptanes/EtOAc, 1:1 + 1% AcOH).

(2S, 3R)-tert-Butyl 2-(Hydroxymethyl)-5-oxo-3-(3-(trifluoromethyl)phenyl)pyrrolidine-1-carboxylate (6e). In a flamedried flask a solution of 4e (500 mg, 1.06 mmol, 1.0 equiv) in dry THF (2.8 mL) was cooled to -78 °C. LiBEtH<sub>3</sub> 1 M (solution in THF) (1.27 mL, 1.27 mmol, 1.2 equiv) was added via syringe dropwise, and the reaction mixture was stirred for 40 min, quenched with NaHCO<sub>3</sub> sat. sol. (3 mL), and warmed to rt. The aqueous phase was extracted with EtOAc (3 × 10 mL), and the combined organic layers were washed with brine (10 mL), dried over MgSO<sub>4</sub>, and concentrated to give the corresponding hemiaminal Se as a colorless oil, which was used in the next step without further purification.

In a flame-dried flask, a solution of the crude hemiaminal 5e (1.06 mmol, 1 equiv) in dry DCM (3.3 mL) was cooled to -78 °C. HSiEt<sub>3</sub> (0.34 mL, 2.11 mmol, 2 equiv) and BF<sub>3</sub>·Et<sub>2</sub>O (0.29 mL, 2.315 mmol, 2.2 equiv) were sequentially added via syringe, and the reaction mixture was stirred for 6 h. After the complete consumption of the substrate, the reaction was quenched with sat. NaHCO<sub>3</sub> (4 mL) and warmed to rt. The mixture was diluted with DCM, and the organic phase was separated, washed with sat. NH<sub>4</sub>Cl (5 mL), dried over MgSO<sub>4</sub>, and concentrated to give 371 mg (crude). The crude was purified by flash chromatography (heptanes/EtOAc, 2:1) to afford the title compound as a colorless gummy oil (286 mg, 78% yield over two steps). <sup>1</sup>H NMR (CDCl<sub>3</sub>) 7.49-7.39 (m, 4H), 4.94 (br s, 1H, OH), 3.92 (br s, 1H), 3.75–3.58 (m, 3H), 3.35 (ddd, J = 11.2, 8.9, 6.8, 1H), 3.04 (m, 1H), 2.18 (br s, 1H), 1.99-1.89 (m, 1H), 1.46 (s, 9H). <sup>13</sup>C NMR (CDCl<sub>3</sub>)  $\delta$  (two rotamers) 156.3, (154.3), (143.9), 142.1, 130.9  $(q, J = 31.5 \text{ Hz}, \underline{C} - CF_3)$ , 130.8, 129.1, 124.1, 123.9 (q, J = 272.2 Hz)CF<sub>3</sub>), 123.8, 80.4, (80.1), 66.6, (65.6), 65.0, (62.5), 47.1, 46.7, (46.2), (32.6), 31.7. MS (m/z) calcd. for  $C_{17}H_{23}F_3NO_3$   $[M + H]^+$  346.2, found 246.1  $[(M + H)-Boc]^+$ .  $[\alpha]_{25}^D - 10.3$  (c = 0.43, MeOH).  $R_f 0.23$ (heptanes/EtOAc, 2:1).

(2S,3R)-tert-Butyl 3-(3-((tert-Butoxycarbonyl)amino)phenyl)-2-(hydroxymethyl)pyrrolidine-1-carboxylate (6f). In a flame-dried flask a solution of 4f (371 mg, 0.71 mmol, 1.0 equiv) in dry THF (1.86 mL) was cooled to -78 °C. LiBEtH<sub>3</sub> 1 M (solution in THF) (1.7 mL, 1.72 mmol, 2.4 equiv) was added via syringe dropwise, and the reaction mixture was stirred for 1 h, quenched with sat. NaHCO<sub>3</sub> (3 mL), and warmed to rt. The aqueous phase was extracted with EtOAc (3 × 5 mL), and the combined organic layers were washed with brine (10 mL), dried over MgSO<sub>4</sub>, and concentrated to give the corresponding hemiaminal 4f as a colorless oil, which was used in the next step without further purification.

In a flame-dried flask a solution of the crude hemiaminal 4f (0.714 mmol, 1 equiv) in dry DCM (2.2 mL) was cooled to -78 °C. HSiEt<sub>3</sub> (0.23 mL, 1.43 mmol, 2.0 equiv) and BF<sub>3</sub>·Et<sub>2</sub>O (0.27 mL, 2.14 mmol, 3.0 equiv) were sequentially added via syringe, and the reaction mixture was stirred for 5 h. After the complete consumption of the substrate, the reaction was quenched with NaHCO<sub>3</sub> sat. sol. (4 mL) and warmed to rt. The mixture was diluted with DCM, and the organic phase was separated, washed with sat. NH<sub>4</sub>Cl (5 mL), dried over MgSO<sub>4</sub>, and concentrated. The crude product was purified by flash

chromatography (heptanes/EtOAc, 2:1) to afford the title compound as a colorless oil (110 mg, 31% over two steps). <sup>1</sup>H NMR (CDCl<sub>3</sub>)  $\delta$  7.39 (s, 1H), 7.21 (t, *J* = 7.8 Hz, 1H), 7.12 (d, *J* = 8.1 Hz, 1H), 6.89 (d, *J* = 7.6 Hz, 1H), 6.57 (s, 1H), 3.90 (d, *J* = 6.8 Hz, 1H), 3.79–3.68 (m, 2H), 3.60 (dd, *J* = 11.5, 6.7 Hz, 1H), 3.39–3.27 (m, 1H), 2.92 (s, 1H), 2.14 (dtd, *J* = 9.1, 6.5, 2.8 Hz, 1H), 1.96 (dtd, *J* = 12.4, 10.1, 8.1 Hz, 1H), 1.51 (s, 9H), 1.49 (s, 9H). <sup>13</sup>C NMR (CDCl<sub>3</sub>)  $\delta$  152.8, 141.1 (b), 139.0, 129.4, 122.3, 117.7, 117.4, 80.7, 80.6, 67.0, 48.0, 47.2, 32.9, 28.6, 28.5. MS (*m*/*z*) calcd. for C<sub>21</sub>H<sub>32</sub>N<sub>2</sub>O<sub>5</sub> [M + H]<sup>+</sup> 392.23, found 293.1 [(M-Boc) + H]<sup>+</sup>.  $[\alpha]_{25}^{D}$  –8.6 (*c* = 0.31, MeOH). *R*<sub>f</sub> 0.16 (heptanes/EtOAc, 2:1).

(2S,3R)-tert-Butyl 3-(3-Cyanophenyl)-2-(hydroxymethyl)pyrrolidine-1-carboxylate (6g). Under nitrogen atmosphere, TBAF (1.74 mmol, 3 equiv, 1.74 mL of 1 M solution in THF) was added to a solution of 8g (242 mg, 0.581 mmol, 1 equiv) in dry THF (5.6 mL). The reaction mixture was stirred at rt for 2 h, then diluted with water (10 mL) and sat. NaHCO<sub>3</sub> (10 mL). The aqueous layer was extracted with EtOAc (2  $\times$  10 mL), and the combined organic layers were washed with brine, dried over MgSO4, and concentrated. The crude product was purified by column chromatography (heptanes/EtOAc, 1:1) to give the title compound as a pale yellow oil (202 mg, 63% yield over two steps). <sup>1</sup>H NMR (CDCl<sub>3</sub>)  $\delta$  7.51–7.34 (m, 4H), 4.78 (br s, 1H), 3.86 (br s, 1H), 3.73-3.54 (m, 3H), 3.33 (ddd, J = 11.1, 8.8, 6.8 Hz, 1H), 3.01 (bs, 1H), 2.17 (m, 1H), 1.95-1.81 (m, 1H), 1.43 (s, 9H). <sup>13</sup>C NMR (CDCl<sub>3</sub>) δ 156.2, 154.2, 144.6, 142.9, 132.0, 131.1, 130.7, 129.6, 118.6, 112.7, 80.6, 80.3, 66.5, 65.5, 64.9, 62.4, 46.9, 46.8, 46.3, 32.5, 31.7, 28.4. Rf 0.21 (heptanes/EtOAc, 1:1).

(2S,3R)-tert-Butyl 2-(Hydroxymethyl)-3-(3-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)phenyl)pyrrolidine-1-carboxylate (6i). Under nitrogen atmosphere, TBAF (1.311 mmol, 3 equiv, 1.31 mL of 1 M solution in THF), was added to a solution of 9 (226 mg, 0.437 mmol, 1 equiv) in dry THF (5.3 mL). The reaction mixture was stirred at rt for 2.5 h, then was diluted with sat. NaHCO<sub>3</sub> (10 mL). The aqueous layer was extracted with EtOAc (3  $\times$  10 mL), and the combined organic layers were washed with brine, dried over MgSO4, and concentrated. The crude product was purified by column chromatography (heptanes/EtOAc, 2:1) to give the title compound as a colorless oil (106 mg, 63%). <sup>1</sup>H NMR (CDCl<sub>3</sub>) δ 7.72-7.63 (m, 2H), 7.32-7.29 (m, 2H), 3.96 (bs, 1H), 3.72 (m, 2H), 3.59 (dd, J = 11.5, 6.7 Hz, 1H), 3.33 (td, J = 10.5, 6.5 Hz, 1H), 2.89 (bs, 1H), 2.10 (bs, 1H), 2.04–1.89 (m, 1H), 1.48 (s, 9H), 1.33 (s, 12H). <sup>13</sup>C NMR (CDCl<sub>3</sub>) & 156.9, 139.9, 133.9, 133.7, 130.7, 129.6, 128.2, 83.9, 80.5, 67.1, 66.0, 48.0, 47.2, 33.1, 28.5, 24.9. LC–MS (m/z) calcd. for  $C_{17}H_{23}N_2O_3$  [M + H]<sup>+</sup> 302.17, found 203.1 [(M + H)-Boc]<sup>+</sup>.  $R_f$  0.17 (heptanes/EtOAc, 2:1).

(25,3R)-tert-Butyl 3-(Benzo[d][1,3]dioxol-5-yl)-2-(hydroxymethyl)-5-oxopyrrolidine-1-carboxylate (6j). In a flame-dried flask a solution of 4j (687 mg, 1.53 mmol, 1.0 equiv) in dry THF (4 mL) was cooled to -78 °C. LiBEtH<sub>3</sub> 1 M (THF solution) (1.83 mL, 1.834 mmol, 1.2 equiv) was added via syringe dropwise, and the reaction mixture was stirred for 45 min, quenched with NaHCO<sub>3</sub> sat. sol. (4 mL), and warmed to rt. The aqueous phase was extracted with EtOAc (3 × 10 mL), and the combined organic layers were washed with brine (10 mL), dried over MgSO<sub>4</sub>, and concentrated to give the corresponding hemiaminal 5j as a colorless oil, which was used in the next step without further purification.

In a flame-dried flask a solution of the crude hemiaminal (1.53 mmol, 1 equiv) in dry DCM (4.8 mL) was cooled to -78 °C. HSiEt<sub>3</sub> (0.49 mL, 3.06 mmol, 2 equiv) and BF<sub>3</sub>·Et<sub>2</sub>O (0.42 mL, 3.37 mmol, 2.2 equiv) were added sequentially via syringe, and the reaction mixture was stirred for 6 h. The reaction was quenched with sat. NaHCO<sub>3</sub> (4 mL) and warmed to rt. The mixture was diluted with DCM, and the organic phase was separated, washed with sat. NH<sub>4</sub>Cl (5 mL), dried over MgSO<sub>4</sub>, and concentrated. The crude product was purified by flash chromatography (heptanes/EtOAc, 2:1) to afford the title compound as a pale yellow oil (334 mg, 69% yield over two steps). <sup>1</sup>H NMR (CDCl<sub>3</sub>)  $\delta$  6.69–6.64 (m, *J* = 4.7, 3.2 Hz, 2H), 6.61 (dd, *J* = 8.0, 1.6 Hz, 1H), 5.85 (s, 2H), 3.82–3.58 (m, 3H), 3.53 (dd, *J* = 11.4, 6.0 Hz, 1H), 3.26 (ddd, *J* = 11.0, 9.4, 6.7 Hz, 1H), 2.88–2.73 (m, 1H), 2.05 (br s, 1H), 1.89–1.72 (m, 1H), 1.42 (s, 9H). <sup>13</sup>C NMR

(CDCl<sub>3</sub>)  $\delta$  (two rotamers) 156.4, 154.4, 147.9, 146.4, 136.7, 134.7, 120.7, 120.4, 108.2, 107.5, 100. 9, 80.3, 80.0, 66.9, 66.0, 65.2, 62.4, 47.3, 46.8, 46.4, 32.8, 32.0, 28.3. MS (*m*/*z*) calcd. for C<sub>17</sub>H<sub>24</sub>NO<sub>5</sub> [M + H]<sup>+</sup> 322.16, found 222.1 [(M + H)-Boc]<sup>+</sup>. [ $\alpha$ ]<sub>25</sub><sup>D</sup> -18.3 (*c* = 1.2, MeOH). *R*<sub>f</sub> 0.38 (heptanes/EtOAc, 2:1).

(2S,3R)-tert-Butyl 3-(4-Fluoro-3-(hydroxymethyl)phenyl)-2-(hydroxymethyl)pyrrolidine-1-carboxylate (6k). In a flame-dried flask a solution of 4k (793 mg, 1.40 mmol, 1.0 equiv) in dry THF (4.3 mL) was cooled to -78 °C. LiBEtH<sub>3</sub> 1 M (1.68 mL, 1.675 mmol, 1.2 equiv) was added via syringe dropwise, and the reaction mixture was stirred for 1 h, then quenched with sat. NaHCO<sub>3</sub> (5 mL). The aqueous phase was extracted with EtOAc (3 × 10 mL), and the combined organic layers were washed with brine (10 mL), dried over MgSO<sub>4</sub>, and concentrated to give the corresponding hemiaminal Sk as a colorless oil, which was used in the next step without further purification.

In a flame-dried flask a solution of the crude hemiaminal (1.40 mmol, 1.0 equiv) in dry DCM (4.43 mL) was cooled to -78 °C. HSiEt<sub>3</sub> (0.44 mL, 2.79 mmol, 2 equiv) and BF<sub>3</sub>·Et<sub>2</sub>O (0.38 mL, 3.07 mmol, 2.2 equiv) were added sequentially via syringe, and the reaction mixture stirred for 5 h at -78 °C. The reaction mixture was guenched with sat. NaHCO<sub>3</sub> (5 mL), warmed to rt, and diluted with DCM. The organic phase was separated, washed with sat. NH<sub>4</sub>Cl (5 mL), dried over MgSO<sub>4</sub>, and concentrated. The crude was dissolved in dry THF under N<sub>2</sub> atmosphere at rt, and 1 M TBAF (THF solution) (1.02 mL, 1.02 mmol, 3 equiv) was added dropwise. The reaction mixture was allowed to stir overnight, quenched with sat. NaHCO<sub>3</sub> (5 mL), and portioned between EtOAc (10 mL) and H<sub>2</sub>O (10 mL). The layers were separated, and the aqueous layer was extracted with EtOAc (2  $\times$ 10 mL). The combined organic layers were washed with brine  $(1 \times 10)$ mL), dried over MgSO4, and concentrated. The crude product was purified by flash chromatography (heptanes/EtOAc, 2:3) to afford the title compound as a colorless oil (92 mg, 20% over three steps). <sup>1</sup>H NMR (CDCl<sub>3</sub>, 400 MHz)  $\delta$  7.35–7.26 (m, 1H), 7.08 (ddd, J = 7.7, 5.0, 2.4 Hz, 1H), 6.95 (dd, J = 9.7, 8.4 Hz, 1H), 5.13 (br s, 1H), 4.68 (s, 2H), 3.95–3.53 (m, 4H), 3.31 (td, J = 10.4, 6.4 Hz, 1H), 2.90 (br s, 1H), 2.22–2.05 (m, 1H), 1.89 (ddd, J = 12.6, 10.5, 8.2 Hz, 1H), 1.47 (s, 9H).  $^{13}$ C NMR (CDCl<sub>3</sub>, 600 MHz)  $\delta$  160.3, 158.6, 156.8, 154.7, 138.3, 136.6, 128.6, 128.5, 128.13, 128.10, 115.5, 115.4, 80.7, 67.1, 66.1, 65.6, 62.8, 58.94, 58.91, 47.2, 47.1, 46.7, 46.5, 33.0, 32.3, 28.5. MS (m/z) calcd. for C<sub>17</sub>H<sub>25</sub>FNO<sub>4</sub> [M + H]<sup>+</sup> 326.2, found 226.1 [(M-Boc) + H]<sup>+</sup>.  $R_f$  0.18 (heptanes/EtOAc, 1:1).

(2S,3R)-tert-Butyl 3-(4-Chloro-3-(hydroxymethyl)phenyl)-2-(hydroxymethyl)pyrrolidine-1-carboxylate (6)). In a flame-dried flask a solution of 41 (1.31 g, 2.24 mmol, 1 equiv) in dry THF (6.85 mL) was cooled to -78 °C. LiBEtH<sub>3</sub> 1 M (2.69 mL, 2.69 mmol, 1.2 equiv) was added via syringe dropwise, and the reaction mixture was stirred for 1 h, quenched with sat. NaHCO<sub>3</sub> (6 mL), and warmed to rt. The aqueous phase was extracted with EtOAc (3 × 10 mL), and the combined organic layers were washed with brine (10 mL), dried over MgSO<sub>4</sub>, and concentrated to give the corresponding hemiaminal **S1** as a colorless oil, which was used in the next step without further purification.

In a flame-dried flask a solution of the crude hemiaminal 51 (2.24 mmol, 1 equiv) in dry DCM (7.1 mL) was cooled to -78 °C. HSiEt<sub>3</sub> (0.71 mL, 4.476 mmol, 2 equiv) and BF<sub>3</sub>·Et<sub>2</sub>O (0.62 mL, 4.94 mmol, 2.2 equiv) were sequentially added via syringe, and the reaction mixture was stirred for 5 h at -78 °C. After the complete consumption of the substrate, the reaction was quenched with sat. NaHCO<sub>3</sub> (4 mL)and warmed to rt. The mixture was diluted with DCM, and the organic phase was separated, washed with sat. NH4Cl (5 mL), dried over MgSO<sub>4</sub>, and concentrated to give 1.12 g. The crude product was dissolved in dry THF under N2 atmosphere at rt, and 1 M TBAF-THF solution (6.7 mL, 6.71 mmol, 3 equiv) was added dropwise. After 2 h, the reaction mixture was quenched with sat. NaHCO<sub>3</sub> (5 mL), EtOAc (10 mL), and H<sub>2</sub>O (10 mL). The layers were separated, and the aqueous layer was extracted with EtOAc (2  $\times$  10 mL). The combined organic layers were washed with brine  $(1 \times 10 \text{ mL})$ , dried over MgSO<sub>4</sub>, and concentrated to dryness. The crude product was purified by flash chromatography (heptanes/EtOAc,  $2:1 \rightarrow 3:2$ ) to

afford the title compounds as a colorless oil (370 mg, 49% over three steps). <sup>1</sup>H NMR (CDCl<sub>3</sub>)  $\delta$  7.37 (d, *J* = 1.9 Hz, 1H), 7.25 (d, *J* = 8.2 Hz, 1H), 7.04 (dd, *J* = 8.2, 2.2 Hz, 1H), 4.69 (s, 2H), 4.00–3.48 (m, 6H), 3.41–3.24 (m, 1H), 2.92 (s, 1H), 2.12 (dtd, *J* = 9.4, 6.4, 2.9 Hz, 1H), 1.89 (dq, *J* = 12.3, 9.7 Hz, 1H), 1.47 (s, 9H). <sup>13</sup>C NMR (CDCl<sub>3</sub>)  $\delta$  156.7, 139.9, 139.0, 130.9, 129.5, 127.5, 127.5, 80.7, 66.8, 65.5, 62.3, 47.2, 47.0, 32.8, 28.5. MS (*m*/*z*) calcd. for C<sub>17</sub>H<sub>25</sub>ClNO<sub>4</sub> [M + H]<sup>+</sup> 342.1, found 242.1 [(M-Boc) + H]<sup>+</sup>. *R*<sub>f</sub> 0.25 (heptanes/EtOAc, 6:4).

tert-Butyl (2S,3R)-2-(Hydroxymethyl)-3-(3-(hydroxymethyl)-4methylphenyl)pyrrolidine-1-carboxylate (6m). Compound 4m (211 mg, 0.037 mmol) was dissolved in dry THF (3.1 mL), and dimethylsulfide borane complex (0.11 mL, 10.5 M in THF) was added dropwise. The reaction mixture was refluxed for 2.5 h, after which it was allowed to cool down to rt and diluted with Et<sub>2</sub>O, quenched with sat. NH<sub>4</sub>Cl, and the organic portion separated. The organic partition was washed with brine, dried over MgSO4, filtered through Celite, and concentrated in vacuo. The crude product was dissolved in THF (4.7 mL) and treated with TBAF (1 M, 2.24 mL) at rt for 23 h. The mixture was diluted with EtOAc and washed consecutively with NH<sub>4</sub>Cl (1 M), H<sub>2</sub>O, and brine, and dried over MgSO<sub>4</sub>. The solution was concentrated under reduced pressure and purified by flash column chromatography (heptanes/EtOAc,  $10:1 \rightarrow$ EtOAc) to provide the title compound as a colorless syrup (117 mg, 97%). <sup>1</sup>H NMR (400 MHz, CDCl<sub>3</sub>)  $\delta$  (two rotamers) 7.25 (s, 1H), 7.11-7.07 (m, 1H), 7.06-7.01 (m, 1H), 4.68-4.50 (m, 2H), 3.99-3.84 (m, 1H), 3.72 (m, 2H), 3.65-3.55 (m, 1H), 3.38-3.26 (m, 1H), 2.87 (m, 1H), 2.30-2.25 (m, 3H), 2.15-2.05 (m, 1H), 2.00-1.86 (m, 1H), 1.49 (s, 9H). <sup>13</sup>C NMR (101 MHz, CDCl<sub>3</sub>) δ 156.93, 139.42, 130.66, 128.87, 126.69, 126.45, 114.21, 80.66, 67.02, 65.78, 63.11, 47.56, 47.22, 33.00, 28.57, 18.27. Rf 0.05 (heptanes/EtOAc, 10:1).

(2S,3R)-1-(tert-Butoxycarbonyl)-3-(3-chlorophenyl)pyrrolidine-2carboxylic Acid (7d). A solution of NaIO<sub>4</sub> (434 mg, 2.03 mmol, 4.1 equiv) and RuCl<sub>3</sub>·xH<sub>2</sub>O (3.1 mg, 0.015 mmol, 0.03 equiv) in H<sub>2</sub>O (6.2 mL) was added to a solution of 6d (154 mg, 0.494 mmol, 1 equiv) in MeCN/EtOAc (1:1, 7.0 mL) cooled to 0 °C. The reaction mixture was stirred for 30 min, then filtered through Celite, and the filter cake was washed with EtOAc. The aqueous layer was extracted with EtOAc, and the combined organic layers were washed with brine, dried over MgSO<sub>4</sub>, and concentrated. The crude product was purified by flash chromatography (heptanes/EtOAc, 1:1 + 1% AcOH) to afford the title compound as an off-white solid (138 mg, 86%). <sup>1</sup>H NMR (CDCl<sub>3</sub>) δ (two rotamers) 9.64 (br s, 1H), 7.27-7.22 (m, 3H), 7.15-7.13 (m, 1H), 4.40 (d, J = 5.5 Hz, 0.4H), 4.25 (d, J = 6.5 Hz, 0.6H), 3.79-3.44 (m, 3H), 2.38-2.28 (m, 1H), 2.06-1.96 (m, 1H), 1.49 (s, 4H), 1.42 (s, 5H). <sup>13</sup>C NMR (CDCl<sub>3</sub>)  $\delta$  (two rotamers) 177.6, 175.7, 155.2, 153.7, 142.9, 142.4, 134.6, 130.1, 127.5, 127.4, 127.1, 125.2, 81.2, 80.1, 65.4, 64.9, 49.4, 47.5, 46.1, 45.9, 32.7, 32.2, 28.3, 28.2. LC-MS (m/z) calcd. for C<sub>16</sub>H<sub>21</sub>ClNO<sub>4</sub> [M + H]<sup>+</sup> 326.12, found 226.0 [(M + H)-Boc]<sup>+</sup>.  $[\alpha]_{25}^{D}$  +40.5 (c = 0.55, MeOH).  $R_{\rm f}$  0.27 (heptanes/ EtOAc, 1:1 + 1% AcOH). Mp: decomposition.

(2S,3R)-1-(tert-Butoxycarbonyl)-3-(3-(trifluoromethyl)phenyl)pyrrolidine-2-carboxylic Acid (7e). A solution of NaIO<sub>4</sub> (380.6 mg, 1.78 mmol, 4.1 equiv) and RuCl<sub>3</sub>·xH<sub>2</sub>O (2.7 mg, 0.013 mmol, 0.03 equiv) in H<sub>2</sub>O (5.45 mL) was added to a solution of 6e in MeCN/ EtOAc (1:1, 6.2 mL) cooled to 0 °C. The reaction mixture was stirred for 30 min, then was filtered through Celite, and the filter cake was washed with EtOAc. The aqueous layer was extracted with EtOAc, and the combined organic layers were washed with brine, dried over MgSO<sub>4</sub>, and concentrated to give the title compound as a colorless sticky oil (95 mg, 61%). <sup>1</sup>H NMR (CDCl<sub>3</sub>)  $\delta$  (two rotamers) 9.26 (br s, 1H), 7.55–7.44 (m, 4H), 4.43 (d, J = 5.8 Hz, 0.4H), 4.27 (d, J = 6.5 Hz, 0.6H), 3.81-3.52 (m, 3H), 2.42-2.31 (m, 1H), 2.10-1.99 (m, 1H), 1.50 (s, 4H), 1.42 (s, 5H). <sup>13</sup>C NMR (CDCl<sub>3</sub>)  $\delta$  (two rotamers) 177.4, 175.4, 155.3 153.7, 141.8, 141.3, 131.1 (q, J = 33.0 Hz, <u>C</u>-CF<sub>3</sub>), 130.4, 130.3, 129.4, 129.3, 124.2, 124.1, 123.9 (q, *J* = 272.2 Hz, CF<sub>3</sub>), 123.8, 123.7, 81.3, 81.1, 65.4, 65.0, 49.5, 47.6, 46.1, 45.9, 32.8, 32.3, 28.3, 28.1.  $[\alpha]_{25}^{D}$  + 27.9 (*c* = 0.64, MeOH). *R*<sub>f</sub> 0.26 (heptanes/EtOAc, 1:1 + 1% AcOH).

(2S,3R)-1-(tert-Butoxycarbonyl)-3-(3-((tert-butoxycarbonyl)amino)phenyl)pyrrolidine-2-carboxylic Acid (7f). A solution of NaIO<sub>4</sub> (179 mg, 0.836 mmol, 4.1 equiv) and RuCl<sub>3</sub>·xH<sub>2</sub>O (1.27 mg, 0.006 mmol, 0.03 equiv) in  $H_2O$  (2.55 mL) was added to a solution of 6f (80 mg, 0.204 mmol, 1 equiv) in MeCN/EtOAc (1:1, 2.9 mL) cooled to 0 °C. The reaction mixture was stirred for 30 min, then filtered through filter paper, and the filter cake was washed with EtOAc. The aqueous layer was extracted with EtOAc, and the combined organic layers were washed with brine, dried over MgSO<sub>4</sub>, and concentrated to give 128 mg. The crude product was purified by flash chromatography (heptanes/EtOAc, 1:1 + 1% AcOH) to afford the title compound as a colorless oil (41 mg, 49% yield). <sup>1</sup>H NMR  $(CDCl_{2}) \delta$  (two rotamers) 10.51 (s, 1H), 7.30 (bs, 1H), 7.25-7.16 (m, 2H), 6.94-6.89 (m, 1H), 6.73 (bs, 1H), 4.41 (d, J = 5.4 Hz, 0.4H), 4.25 (d, J = 6.5 Hz, 0.6H), 3.85-3.35 (m, 3H), 2.42-2.18 (m, 1H), 2.07–1.96 (m, 1H), 1.51 (s, 9H), 1.49 (s, 4H), 1.41 (s, 5H). <sup>13</sup>C NMR (CDCl<sub>2</sub>) δ (two rotamers) 178.1, 177.1, 175.8, 155.6, 153.9, 142.0, 141.5, 139.0, 138.9, 129.5, 121.7, 117.7, 117.4, 81.3, 80.9, 65.7, 65.3, 60.6, 50.0, 47.8, 46.4, 46.1, 32.9, 32.5, 28.5, 28.5, 28.4.  $[\alpha]_{25}^{D}$ +48.4 (c = 0.28, MeOH).  $R_{f} 0.21$  (heptanes/EtOAc, 1:1 + 1% AcOH).

(2S,3R)-1-(tert-Butoxycarbonyl)-3-(3-cyanophenyl)pyrrolidine-2carboxylic Acid (7g). A solution of NaIO<sub>4</sub> (435 mg, 2.03 mmol, 4.1 equiv) and RuCl<sub>3</sub>·xH<sub>2</sub>O (3.09 mg, 0.015 mmol, 0.03 equiv) in H<sub>2</sub>O (6.19 mL) was added to a solution of 6g (150 mg, 0.496 mmol, 1 equiv) in MeCN/EtOAc (1:1, 7.04 mL) cooled to 0 °C. The reaction mixture was stirred for 1 h, then filtered through filter paper, and the filter cake was washed with EtOAc. The aqueous layer was extracted with EtOAc  $(3 \times 5 \text{ mL})$ , and the combined organic layers were washed with brine, dried over MgSO4, and concentrated. The crude product was purified by flash chromatography (heptanes/EtOAc, 1:2 + 1% AcOH) to afford the title compound as a white solid (119 mg, 76%). <sup>1</sup>H NMR (CDCl<sub>3</sub>)  $\delta$  (two rotamers) 10.56 (bs, 1H), 7.66–7.37 (m, 4H), 4.37 (d, J = 5.6 Hz, 0.5H), 4.23 (d, J = 6.6 Hz, 0.5H), 3.83-3.40 (m, 3H), 2.36 (dt, J = 11.9, 6.5 Hz, 1H), 2.01 (dq, J = 12.7, 7.9 Hz, 1H), 1.48 (s, 4H), 1.41 (s, 5H). <sup>13</sup>C NMR (CDCl<sub>3</sub>)  $\delta$  (two rotamers) 177.3, 175.3, 155.4, 153.7, 142.5, 142.1, 131.8, 131. 7, 131.2, 131.1, 130.8, 130.7, 129.9, 118.6, 113.1, 81.7, 81.3, 65.4, 65.1, 49.3, 47.4, 46.2, 46.0, 32.7, 32.3, 28.5, 28.3. MS (m/z) calcd. for  $C_{17}H_{21}N_2O_4 [M + H]^+$  317.15, found 217.1  $[(M + H)-Boc]^+$ . Mp: 141.4-143.1 °C. Rf 0.26 (heptanes/EtOAc, 1:2 + 1% AcOH)

(2S, 3R)-1-(tert-Butoxycarbonyl)-3-(3-carbamoylphenyl)pyrrolidine-2-carboxylic Acid (7h).  $H_2O_2$  30% (w/w) in  $H_2O$  (0.089 mL, 0.870 mmol, 6 equiv) was added dropwise to a solution of 7g (46 mg, 0.145 mmol, 1 equiv) and K<sub>2</sub>CO<sub>3</sub> (80 mg, 0.58 mmol, 4 equiv) in EtOH/H<sub>2</sub>O (1:1, 1 mL). The reaction mixture was stirred for 3 h at rt, then cautiously acidified with HCl 1 M (until pH  $\approx$  3) and extracted with EtOAc  $(3 \times 5 \text{ mL})$ . The combined organic layers were washed with brine  $(1 \times 15 \text{ mL})$ , dried over MgSO<sub>4</sub>, and concentrated to give the title compound (32 mg, 66%). <sup>1</sup>H NMR (CDCl<sub>3</sub>)  $\delta$  (two rotamers) 8.61 (br s, 1H), 7.87-7.61 (m, 2H), 7.48-7.30 (m, 2H), 7.12-6.72 (m, 2H), 4.50 (d, J = 6.6 Hz, 0.5H), 4.21 (d, J = 7.3 Hz, 0.5H), 3.83–3.40 (m, 3H), 2.44–2.17 (m, 1H), 2.12–1.94 (m, 1H), 1.47 (s, 5H), 1.40 (s, 4H). <sup>13</sup>C NMR (CDCl<sub>3</sub>)  $\delta$  (two rotamers) 176.4, 175.0, 171.0, 170.9, 155.4, 154.0, 141.2, 141.1, 133.6, 133.3, 131.2, 130.7, 129.3, 129.2, 127.3, 126.8, 126.6, 126.5, 81.3, 81.0, 66.1, 65.3, 50.1, 48.5, 46.7, 46.2, 33.4, 32.4, 28.6, 28.4. LC-MS (m/z) calcd. for  $C_{17}H_{23}N_2O_5 [M + H]^+$  335.16, found 235.1  $[(M + H)-Boc]^+$ . Mp: 136.9-139.4 °C. R<sub>f</sub> 0.13 (heptanes/EtOAc, 1:3 + 1% AcOH).

(25,3*R*)-1-(*tert-butoxycarbonyl*)-3-(3-(4,4,5,5-*tetramethyl*-1,3,2*dioxaborolan*-2-*yl*)*phenyl*)*pyrrolidine*-2-*carboxylic* Acid (7i). A solution of NaIO<sub>4</sub> (231 mg, 1.08 mmol, 4.1 equiv) and RuCl<sub>3</sub>·xH<sub>2</sub>O (1.63 mg, 0.008 mmol, 0.03 equiv) in H<sub>2</sub>O (3.27 mL) was added to a solution of **6i** (106 mg, 0.263 mmol, 1.0 equiv) in MeCN/EtOAc (1:1, 3.7 mL) cooled to 0 °C. The reaction mixture was stirred for 30 min, then filtered through filter paper, and the filter cake was washed with EtOAc. The aqueous layer was extracted with EtOAc (3 × 5 mL), and the combined organic layers were washed with brine, dried over MgSO<sub>4</sub>, and concentrated to afford the title compound as an off-white solid (72 mg, 66%). <sup>1</sup>H NMR (CDCl<sub>3</sub>)  $\delta$  (two rotamers) 7.77–7.65 (m, 2H), 7.35–7.32 (m, 2H), 4.46 (d, *J* = 5.6 Hz, 0.4H), 4.30 (d, *J* = 6.7 Hz, 0.6H), 3.85–3.42 (m, 3H), 2.43–2.23 (m, 1H), 2.07 (dt, *J* = 16.9, 8.1 Hz, 1H), 1.50 (s, 4H), 1.42 (s, 5H), 1.34 (s, 12H). <sup>13</sup>C NMR (CDCl<sub>3</sub>)  $\delta$  (two rotamers) 178.1, 175.5, 155.7, 153.8, 140.2, 139.76, 134.0, 133.8, 133.3, 133.3, 130.2, 129.6, 128.3, 84.0, 81.3, 80.8, 65.8, 65.3, 50.1, 47.8, 46.4, 46.2, 33.3, 32.8, 28.5, 28.4, 25.0. LC–MS (m/z) calcd. for C<sub>22</sub>H<sub>33</sub>BNO<sub>6</sub> [M + H]<sup>+</sup> 418.2, found 318.1 [(M + H)-Boc]<sup>+</sup>. Mp: decomposition.  $R_f$  0.40 (heptanes/EtOAc, 1:2 + 1% AcOH).

(2S,3R)- $\bar{J}$ -(Benzo[d][1,3]dioxol- $\bar{J}$ -yl)-1-(tert-butoxycarbonyl)- $\bar{J}$ oxopyrrolidine-2-carboxylic Acid (7j). IBX (340 mg, 1.21 mmol, 2 equiv) was added to a solution of 6j (195.0 mg, 0.607 mmol, 1 equiv) in DMSO (2.4 mL) at rt. The reaction mixture was allowed to stir until the total consumption of the starting material (3.5 h), then was quenched with sat. NaHCO<sub>3</sub> (3 mL). The aqueous phase was extracted with EtOAc (3 × 5 mL), and the combined organic layers were washed with brine (10 mL), dried over MgSO<sub>4</sub>, and concentrated. The crude aldehyde (colorless oil) was used in the next step without further purification.

The crude aldehyde (0.607 mmol, 1 equiv), NaH<sub>2</sub>PO<sub>4</sub>·2H<sub>2</sub>O (284 mg, 1.82 mmol, 3 equiv), and 2-methyl-2-butene (0.32 mL, 3.04 mmol, 5 equiv) were dissolved in tert-BuOH/H<sub>2</sub>O (3:1, 3 mL). NaClO<sub>2</sub> was then added, and the reaction mixture was stirred for 1.5 h at rt. After the complete consumption of the starting material, the reaction was quenched with pH 7 phosphate buffer (3 mL), and the aqueous phase was extracted with EtOAc ( $3 \times 10$  mL). The combined organic layers were washed with brine (10 mL), dried over MgSO<sub>4</sub>, and concentrated. The crude product was purified by flash chromatography (heptanes/EtOAc, 2:1 + 1% AcOH) to afford the title compound as an off-white solid (135 mg, 66% over two steps). <sup>1</sup>H NMR (CDCl<sub>3</sub>)  $\delta$  (two rotamers) 7.93 (br s, 1H), 6.72 (m, 3H), 5.94 (s, 2H), 4.33 (d, J = 5.3 Hz, 0.4H), 4.18 (d, J = 6.6 Hz, 0.6H), 3.80-3.36 (m, 3H), 2.33-2.22 (m, 1H), 2.07-1.88 (m, 1H), 1.50 (s, 4H), 1.42 (s, 5H). <sup>13</sup>C NMR (CDCl<sub>3</sub>)  $\delta$  (two rotamers) 178.2, 175.1, 155.9, 153. 8, 148.2, 146.9, 146.80, 134.8, 134.3, 120.4, 120.3, 108.5, 107.4, 101.2, 81.6, 80.9, 66.0, 65.6, 49.9, 47.4, 46.4, 46.1, 33.1, 32.7, 28.5, 28.4. LC-MS (m/z) calcd. for C<sub>17</sub>H<sub>22</sub>NO<sub>6</sub> [M + H]<sup>+</sup> 336.1, found 236.1  $[(M + H)-Boc]^+$ .  $[\alpha]_{25}^D$  +43.8 (c = 1.0, MeOH). Mp: 129.5-131.7. R<sub>f</sub> 0.32 (heptanes/EtOAc, 1:1 + 1% AcOH).

(2S,3R)-1-(tert-Butoxycarbonyl)-3-(3-carboxy-4-fluorophenyl)pyrrolidine-2-carboxylic Acid (7k). A solution of NaIO<sub>4</sub> (496 mg, 2.32 mmol, 8.2 equiv) and RuCl<sub>3</sub> xH<sub>2</sub>O (3.5 mg, 0.017 mmol, 0.06 equiv) in H<sub>2</sub>O (3.51 mL) was added to a solution of 6k (92 mg, 0.283 mmol, 1 equiv) in MeCN/EtOAc (1:1, 3.98 mL) cooled to 0 °C. The reaction mixture was stirred for 2 h, then was filtered through filter paper, and the filter cake was washed with EtOAc. The aqueous layer was extracted with EtOAc  $(3 \times 10 \text{ mL})$ , and the combined organic layers were washed with brine (10 mL), dried over MgSO4, and concentrated to give 93 mg. The crude was purified by column chromatography (eluent: hept/EtOAc 1/3 + 1% AcOH) to afford the title compound as white needles (89 mg, 89% yield). <sup>1</sup>H NMR  $(\text{CDCl}_{3}, 400 \text{ MHz}) \delta$  (two rotamers) 7.91 (dd, J = 6.8, 2.5 Hz, 1H),7.49 (ddd, J = 8.6, 4.4, 2.5 Hz, 1H), 7.15 (dt, J = 14.4, 7.2 Hz, 1H), 4.39 (d, J = 6.4 Hz, 0.5H), 4.22 (d, J = 7.3 Hz, 0.5H), 3.88-3.45 (m, 3H), 2.33 (dt, I = 12.4, 6.1 Hz, 1H), 2.10–1.99 (m, 1H), 1.51 (s, 5H), 1.43 (s, 4H). <sup>13</sup>C NMR (MeOD)  $\delta$  (two rotamers) 177.9, 176.4, 174.4, 168.4, 168.3, 162.7, 162.6, 161.0, 160.9, 156.2, 153.7, 136.7, 136.2, 134.53, 134.47, 134.0, 133.9, 131.8, 131.4, 118.0, 117.90, 117.86, 117.7, 82.2, 81.3, 65.8, 65. 6, 49.3, 46.8, 46.6, 46.2, 33.0, 32.7, 28.5, 28.4, 20.7. LC-MS (m/z) calcd. for  $C_{17}H_{21}FNO_6$  [M + H]<sup>+</sup> 354.1, found 254.1 [(M + H)-Boc]<sup>+</sup>. Mp: 168.5-170.6 °C. Rf 0.16 (heptanes/EtOAc, 3:1 + 1% AcOH).

(25,3R)-1-(tert-Butoxycarbonyl)-3-(3-carboxy-4-chlorophenyl)pyrrolidine-2-carboxylic Acid (71). A solution of NaIO<sub>4</sub> (164 mg, 7.68 mmol, 8.2 equiv) and RuCl<sub>3</sub>·xH<sub>2</sub>O (11.6 mg, 0.056 mmol, 0.06 equiv) in H<sub>2</sub>O (11.6 mL) was added to a solution of **61** (320 mg, 0.936 mmol, 1 equiv) in MeCN/EtOAc (1:1, 13.2 mL) cooled to 0 °C. The reaction mixture was stirred for 2 h, then was filtered through filter paper, and the filter cake was washed with EtOAc. The aqueous layer was extracted with EtOAc (3 × 10 mL), and the combined organic layers were washed with brine (10 mL), dried over MgSO<sub>4</sub>, and concentrated. The crude product was purified by column chromatog-raphy (heptanes/EtOAc, 1:3 + 1% AcOH) to afford the title compound as a white solid (205 mg, 51% yield). <sup>1</sup>H NMR (CDCl<sub>3</sub>) δ (two rotamers) 7.88 (d, J = 2.1 Hz, 1H), 7.46 (dd, J = 8.1, 4.4 Hz, 1H), 7.39 (d, J = 8.3 Hz, 1H), 6.91 (br s, 2H), 4.40 (d, J = 6.2 Hz, 0.5H), 4.24 (d, J = 7.2 Hz, 0.5H), 3.85–3.48 (m, 3H), 2.41–2.30 (m, 1H), 2.03 (dt, J = 9.1, 8.6 Hz, 1H), 1.51 (s, 5H), 1.44 (s, 4H). <sup>13</sup>C NMR (MeOD) δ (two rotamers) 175.7, 175.3, 169.0, 168.9, 156.0, 155.6, 141.7, 141.2, 132.93, 132.87, 132.80, 132.76, 132.7, 132.31, 132.27, 132.2, 131.1, 130.9, 82.0, 81.6, 67.2, 66.6, 50.5, 47.3, 47.1, 33.8, 33.2, 28.7, 28.5. LC–MS (m/z) calcd. for C<sub>17</sub>H<sub>21</sub>ClNO<sub>6</sub> [M + H]<sup>+</sup> 370.1, found 270.0 [(M + H)-Boc]<sup>+</sup>. Mp: 184.2–185.6 °C.  $R_{\rm f}$  0.26 (heptanes/EtOAc, 3:1 + 1% AcOH).

(25,3R)-tert-Butyl 3-(3-Bromophenyl)-2-(((tert-butyldimethylsilyl)oxy)methyl)pyrrolidine-1-carboxylate (**8b**). In a flame-dried flask a solution of **4b** (803 mg, 1.66 mmol, 1 equiv) in dry THF (5.1 mL) was cooled to -78 °C. LiBEtH<sub>3</sub> 1 M (THF solution) (1.99 mL, 1.99 mmol, 1.2 equiv) was added via syringe dropwise, and the reaction mixture was stirred for 1 h, quenched with sat. NaHCO<sub>3</sub> (3 mL), and warmed to rt. The aqueous phase was extracted with EtOAc (3 × 5 mL), and the combined organic layers were washed with brine (10 mL), dried over MgSO<sub>4</sub>, and concentrated to give the corresponding hemiaminal **5b**, which was used in the next step without further purification.

In a flame-dried flask a solution of the crude hemiaminal **Sb** (1.66 mmol, 1 equiv) in dry DCM (5.3 mL) was cooled to -78 °C. HSiEt<sub>3</sub> (0.53 mL, 3.31 mmol, 2 equiv) and BF<sub>3</sub>·Et<sub>2</sub>O (0.46 mL, 3.65 mmol, 2.2 equiv) were added sequentially via syringe, and the reaction mixture stirred for 4.5 h. The reaction was quenched with sat. NaHCO<sub>3</sub> (4 mL) and warmed to rt. The mixture was diluted with DCM, and the organic phase was separated, washed with sat. NH<sub>4</sub>Cl (5 mL), dried over MgSO<sub>4</sub>, and concentrated to dryness to give crude alcohol **6b**.

TBSCl (300 mg, 1.99 mmol, 1.2 equiv) was added to a solution of the crude alcohol 6b (1.66 mmol, 1 equiv) and imidazole (282 mg, 4.14 mmol, 2.5 equiv) in dry DMF (11.7 mL) under nitrogen at rt. The reaction mixture was stirred overnight, then poured into H<sub>2</sub>O. The aqueous layer was extracted with  $Et_2O$  (3 × 10 mL), and the collective organic layers were washed with 1 M HCl (10 mL) and brine (10 mL), dried over MgSO<sub>4</sub> and concentrated to give 839 mg (crude). The crude product was purified by flash chromatography (heptanes/EtOAc, 9:1) to afford the title compound as a colorless oil (572 mg, 73% over three steps). <sup>1</sup>H NMR (CDCl<sub>3</sub>, 400 MHz)  $\delta$  7.39– 7.32 (m, 2H), 7.16 (dd, J = 16.8, 9.0 Hz, 2H), 4.03–3.27 (m, 6H), 2.35-2.19 (m, 1H), 1.96-1.80 (m, 1H), 1.48 (s, 9H), 0.89 (s, 9H), 0.04 (s, 3H), 0.04 (s, 3H). <sup>13</sup>C NMR (CDCl<sub>3</sub>)  $\delta$  154.3, 146.6, 146.2, 130.7, 130.6, 130.6, 130.3, 129.7, 126.1, 126.0, 122.8, 79.8, 79.4, 65.5, 65.4, 63.2, 61.8, 47.0, 46.6, 46.4, 45.5, 32.8, 31.7, 28.7, 26.0, 18.3, -5.3.  $R_{\rm f}$  0.27 (heptanes/EtOAc, 9:1).

(2S,3R)-tert-Butyl 2-(((tert-Butyldimethylsilyl)oxy)methyl)-3-(3cvanophenyl)pyrrolidine-1-carboxylate (8g). Aryl bromide 8b (500 mg, 1.06 mmol, 1 equiv), Zn(CN)<sub>2</sub> (75 mg, 0.64 mmol, 0.6 equiv), Zn powder (8.3 mg, 0.127 mmol, 0.12 equiv), Pd<sub>2</sub>(dba)<sub>3</sub> (48.6 mg, 0.053 mmol, 0.05 equiv), and dppf (58.9 mg, 0.106 mmol, 0.1 equiv) were placed in a 10 mL oven-dried flask, which was evacuated and backfilled with N<sub>2</sub>. Dry dimethylacetamide (2.1 mL) was added, and the reaction mixture was stirred at 120 °C for 75 min, then cooled to rt and diluted with EtOAc (5 mL). The organic phase was washed with sat. NaHCO<sub>3</sub>, brine, dried over MgSO<sub>4</sub>, and concentrated. The crude product was purified by column chromatography (heptanes/EtOAc, 95:5) to give the title compound a colorless oil. <sup>1</sup>H NMR (CDCl<sub>3</sub>)  $\delta$ 7.53-7.35 (m, 4H), 3.99-3.58 (m, 4H), 3.57-3.49 (m, 1H), 3.42-3.29 (m, 1H), 2.30 (dtd, J = 12.8, 7.3, 5.6 Hz, 1H), 1.87 (dq, J = 14.3, 7.2 Hz, 1H), 1.47 (s, 9H), 0.86 (s, 9H), 0.03 (s, 3H), 0.02 (s, 3H). <sup>13</sup>C NMR (CDCl<sub>3</sub>) δ 154.1, 145.5, 145.3, 131.9, 131.7, 131.0, 130.2, 129.5, 118.8, 112.7, 79.9, 79.5, 65.2, 63.2, 61.8, 46.7, 46.6, 46.1, 45.4, 32.5, 31.6, 28.6, 25.8, 18.2, -5.4. LC-MS (m/z) calcd. for C<sub>18</sub>H<sub>29</sub>N<sub>2</sub>OSi  $[(M + H)-Boc]^+$  317.2, found 317.2.  $R_f$  0.59 (heptanes/EtOAc, 2:1)

(25,3R)-tert-Butyl 2-(((tert-Butyldimethylsilyl))oxy)methyl)-3-(3-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)phenyl)pyrrolidine-1carboxylate (**8**i). (BPin)<sub>2</sub> (380 mg, 1.50 mmol, 1.1 equiv), PdCl<sub>2</sub>(dppf) (49.7 mg, 0.068 mmol, 0.05 equiv), and KOAc (400 mg, 4.08 mmol, 3.0 equiv) were placed in an oven-dried flask, which

was evacuated and backfilled with nitrogen. A solution of aryl bromide 8 (640 mg, 1.36 mmol, 1.0 equiv) in dry DMF (8.2 mL) was added via syringe, and the reaction mixture was stirred at 80 °C for 5 h. The reaction mixture was cooled to rt and diluted with H<sub>2</sub>O (10 mL). The aqueous layer was extracted with  $Et_2O$  (3 × 10 mL), and the combined organic layers were washed with HCl 1 M (1 × 10 mL), brine  $(1 \times 10 \text{ mL})$ , dried over MgSO<sub>4</sub>, and concentrated. The crude product was purified by column chromatography (heptanes/EtOAc, 95:5) to give the title compound as a colorless oil (431 mg, 61%).  $^{1}$ H NMR (CDCl<sub>3</sub>) δ 7.71-7.64 (m, 2H), 7.36-7.27 (m, 2H), 4.10-3.49 (m, 5H), 3.43-3.23 (m, 1H), 2.31-2.19 (m, 1H), 1.99-1.88 (m, 1H), 1.49 (s, 9H), 1.34 (s, 12H), 0.89 (s, 9H), 0.04 (s, 6H). <sup>13</sup>C NMR  $(CDCl_3) \delta$  (two rotamers) 154.4, 154.3, 143.2, 142.7, 133.9, 133.7, 133.0, 130.5, 130.3, 129.4 (bs), 128.2, 83.9, 79.5, 79.1, 65.5, 65.4, 63.0, 61.5, 47.2, 46.7, 46.5, 45.7, 33.0, 31.8, 28.7, 26.0, 25.0, 25.0, 18.3, -5.3. LC-MS (m/z) calcd. for C<sub>28</sub>H<sub>49</sub>BNO<sub>5</sub>Si  $[M + H]^+$  518.3, found 336.2 [(M + H)-Boc-Pin]<sup>+</sup>.  $R_f$  0.16 (heptanes/EtOAc, 95:5).

**Pharmacological Studies.** All reagents and solvents were commercial and of high purity analytical grade or ultragradient HPLC-grade purchased from Sigma, (St. Louis, MO, USA), J.T. Baker (Denventer, The Netherlands), Merck (Darmstadt, Germany), or Riedel-de Haën (Seelze, Germany). Water was purified using a Milli-Q Gradient system (Millipore, Milford, MA, USA). LPS from *Escherichia coli* 055:B5 and fluorescein were purchased from Sigma (St. Louis, MO, USA). [<sup>3</sup>H]-digoxin, 250  $\mu$ Ci (9.25 MBq), and Emulsifier safe liquid scintillation cocktail were purchased from PerkinElmer (Boston, MA, USA). Prostaglandin E2 was purchased from Biotechne Ltd. (Abingdon, UK) and sorafenib from Cayman Chemical (Ann Arbor, MI, USA).

Liquid Chromatographic and Mass Spectrometric (LC-MS/ MS) Analyses. An Agilent 1200 Series Rapid Resolution LC System was used together with a Poroshell 120 EC-C-18 column (50 mm  $\times$ 2.1 mm, 2.7  $\mu$ m) for liquid chromatography prior to MS analysis of compound 11, sorafenib, and PGE<sub>2</sub> with Agilent 6410 triple quadrupole mass spectrometer equipped with an electrospray ionization source (Agilent Technologies Inc., Wilmington, DE). The high-performance liquid chromatography eluents were water (A) containing 0.1% (v/v) formic acid and acetonitrile (B). For the compound 1l, a gradient elution with 5-60% B was applied over 1-3min, followed by 1 min of isocratic elution with 60% B and 3 min column equilibration, giving a total time of 7 min/injection. For sorafenib, a gradient elution with 20-90% B was applied over 1-4 min, followed by 1 min of isocratic elution with 90% B and 3 min column equilibration, giving a total time of 8 min/injection. For PGE<sub>2</sub> an isocratic method with 10% B was used. For all compounds the eluent flow rate was 0.2 mL/min, the column temperature was 40 °C, and injection volume was 5  $\mu$ L. The following mass spectrometry conditions were used for the compound 1l, sorafenib, and PGE<sub>2</sub>. Electrospray ionization: positive ion mode for compound 1l, sorafenib and negative ion mode for PGE2; drying gas (nitrogen) temperature, 300 °C; drying gas flow rate, 8 L/min; nebulizer pressure, 20 psi; and capillary voltage, 3500 V. Analyte detection was performed using multiple reaction monitoring, the transitions being  $270.1 \rightarrow 114.5$  and  $236.1 \rightarrow 190$  for compound 1l and 1a (internal standard), respectively. The transitions for sorafenib and the used internal standard, diclofenac, were 465.1  $\rightarrow$  252.2 and 296.1  $\rightarrow$  250, respectively. The transition for PGE<sub>2</sub> was  $315.4 \rightarrow 314.5$ . Fragmentor voltages used for compound 11, 1a, sorafenib, diclofenac, and PGE<sub>2</sub> were 60, 140, 140, 100, and 180 V, and the collision energies were 40, 16, 30, 10, and 6 V, respectively. Agilent MassHunter Workstation Acquisition software (Data Acquisition for Triple Quadrupole Mass Spectometer, version B.03.01) was used for data acquisition, and Quantitative Analysis (B.04.00) software was used for the data processing and analysis. The compound 11 lower limit of quantification for the brain, liver, and plasma samples were 0.02 nmol/g, 0.02 nmol/g, and 0.5  $\mu$ M respectively. The lower limit of quantification for sorafenib and PGE<sub>2</sub> in cell samples was 1 nM. Linearity of the calibration curves was evaluated by a quadratic regression analysis. The method was also selective, accurate, and precise over the calibration range. Within-run accuracy and precision were calculated from the results of the quality

			wikivi transitions $(m/z)$			
transporter	St/Is	probe peptide sequence	Q1	Q3.1	Q3.2	Q3.3
Abcb1	St	NTTGALTTR	467.8	618.4	719.4	516.3
	Is	NTTGALTTR <sup>a</sup>	472.6	628.4	729.4	571.3
Abcg2	St	SSLLDVLAAR	522.8	757.5	644.3	529.3
	Is	SSLLDVLAAR <sup>a</sup>	527.8	767.5	654.4	539.4
Abcc2	St	LTIIPQDPILFSGNLR	899.0	1356.7	678.9	
	Is	LTIIPQDPILFSGNLR <sup>a</sup>	904.0	1366.7	683.9	
Abcc4	St	APVLFFDR	482.8	796.4	697.4	584.3
	Is	APVLFFDR <sup>a</sup>	487.8	806.4	707.4	594.3
Slc7a5	St	VQDAFAAAK	460.8	693.4	578.3	
	Is	VQDAFAAAK <sup>a</sup>	464.8	701.4	586.3	
Slc2a1	St	TFDEIASGFR	571.8	894.4	537.3	
	Is	TFDEIASGFR <sup>a</sup>	576.8	904.4	547.3	
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#### Table 5. Probe Peptides and MRM Transitions for the LC-MS/MS Analysis of Investigated Transporters

<sup>*a*</sup>Denotes <sup>13</sup>C-labeled arginine and lysine.

control samples at the three concentrations. The accuracies and precisions for quality control concentrations of 20% were considered to be acceptable.

Preparation of Crude Membrane Fractions of Mouse HCC Cells. Mouse Nras driven p53<sup>-/-</sup> HCC cells were cultured in Dulbecco's modified Eagle's medium (DMEM) supplemented with Lglutamine (2 mM), heat-inactivated fetal bovine serum (10%), penicillin (50 U/mL), and streptomycin (50  $\mu$ g/mL). The cells were incubated for 48 h with or without 10  $\mu$ M of compound 1l, washed three times with HBSS, followed by centrifugation of the cells into a pellet and rapid freezing in liquid nitrogen. ProteoExtract Subcellular Proteome Extraction Kit (Merck KGaA, Darmstadt, Germany) was used for the isolation of crude membrane fraction from the cell pellets following the manufacturer's instructions. The protein concentrations in the crude membrane fractions were determined as mean of three samples by Bio-Rad Protein Assay (EnVision, PerkinElmer, Inc., Waltham, MA, USA), and aliquots containing 50  $\mu$ g of total protein were taken for further sample preparation.

Protein Quantification by Multiplexed Selected/Multiple Reaction Monitoring by LC-MS/MS. The protein expressions of the investigated transporters were simultaneously determined by means of multiplexed multiple reaction monitoring analysis. The aliquots containing 50  $\mu$ g of protein from the crude membrane fractions were solubilized in 500 mM Tris-HCl (pH 8.5), 7 M guanidine hydrochloride, and 10 mM EDTA, and the proteins were Scarbamoylmethylated with iodoacetamide following dithiothreitol treatment. The alkylated proteins were precipitated using methanol and chloroform. The precipitates were dissolved in 6 M urea in 100 mM Tris-HCl (pH 8.5), diluted five-fold with 100 mM Tris-HCl (pH 8.5), spiked with internal standard peptides, and treated with Protease-Max surfactant (Promega, Madison, WI, USA). The dilutions were treated with lysyl endopeptidase (Lys-C: Wako Pure Chemical Industries, Osaka, Japan) at rt for 3 h, after which tosylphenylalanyl chloromethyl ketone-treated trypsin (Promega, Madison, WI, USA) at an enzyme/substrate ratio of 1:100 was added into the samples and incubated at 37 °C for 16 h. The tryptic digests were mixed formic acid and then centrifuged at 4 °C and 14 000g for 5 min. The supernatant was mixed with water prior to LC-MS/MS analysis.

LC-MS/MS analysis was performed by coupling an Agilent 1290 Infinity LC (Agilent Technologies, Waldbronn, Germany) instrumentation to an Agilent 6495 Triple Quadrupole Mass Spectrometer with an electrospray ionization (ESI) source (Agilent Technologies, Palo Alto, CA, USA) using multiple reaction monitoring (MRM). The following conditions were applied: positive ionization mode, the drying gas (nitrogen) was maintained at 210 °C, drying gas flow rate was 16 L/min, nebulizer gas pressure was 45 psi, sheath gas temperature 300 °C, sheath gas flow 11 L/min, fragmentor voltage was 380 V, and the mass-spectrometer (MS) capillary voltage was 3.0 kV. The following ion funnel parameters were used for both positive and negative ionization: high-pressure ion funnel RF voltage 200 V, and low-pressure ion funnel RF voltage 100 V. An injection volume of 15  $\mu$ L was used, and analytes were separated by AdvanceBio Peptide Map 2.1 × 250 mm, 2.7  $\mu$ m. Mobile phases A and B, respectively, consisted of 0.1% formic acid in milli-Q water and acetonitrile. The gradient sequence was as follows: flow rate of 0.30 mL/min, 50 min of total run time, 97:3 to 60:40 (A:B) during 40 min after injection, 5:95 at 44 min, 97:3 at 45 min, and constant 97:3 for 5 min. The eluted peptides were selectively and simultaneously analyzed by SRM/MRM mode with LC–MS/MS. For each target protein, one unique peptide was chosen according to previously published work.<sup>36</sup> These peptides were monitored with two or three different SRM/MRM transition sets (Table 5) derived from one set of stable isotope-labeled peptides purchased from JPT Peptide Technologies GmbH (Berlin, Germany) and unlabeled peptides.

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Ability of Compound 11 To Alter the Cell Accumulation of Transporter Probes and Sorafenib. The ability of compound 11 to increase the cell accumulation of Abcb1 probe [3H]-digoxin, Abcc1-5 probe fluorescein, and Abcb1 and Abcg2 substrate sorafenib as well as to decrease cell accumulation of Slc7a5 probe [14C]-L-leucine and Slc2a1 probe [14C]-D-glucose was determined in mouse Nras driven  $p53^{-/-}$  HCC cells. The cells were cultured in DMEM supplemented with L-glutamine (2 mM), heat-inactivated fetal bovine serum (10%), penicillin (50 U/mL), and streptomycin (50  $\mu$ g/mL). HCC cells were seeded at the density of  $1 \times 10^5$  cells/well onto 24-well plates. After seeding, the cells were incubated for 24 h with or without 10  $\mu$ M of compound 11. In order to ensure that compound 11 does not inhibit the function of the efflux transporters, the incubation medium was removed and the cells were carefully washed three times with prewarmed Hank's balance salt solution (HBSS) containing 125 mM choline chloride, 4.8 mM KCl, 1.2 mM MgSO<sub>4</sub>, 1.2 mM KH<sub>2</sub>PO<sub>4</sub>, 1.3 mM CaCl<sub>2</sub>, 5.6 mM glucose, 100  $\mu$ M leucine, and 25 mM HEPES (pH 7.4), after which a transporter probe,  $[{}^{3}H]$ -digoxin,  $[{}^{14}C]$ -L-leucine,  $[^{14}C]$ -D-glucose, 20  $\mu$ M fluorescein, or 10  $\mu$ M sorafenib, was added in prewarmed HBSS buffer (250  $\mu$ L) on the top of the cell layer and incubating at 37 °C for 30 min for [<sup>3</sup>H]-digoxin, fluorescein and sorafenib or 5 min for [<sup>14</sup>C]-L-leucine and [<sup>14</sup>C]-D-glucose. Subsequently, the cells were washed three times with ice-cold HBSS and lysed with 500  $\mu$ L of 0.1 M NaOH. The protein concentrations in each well were determined by Bio-Rad Protein Assay (EnVision, PerkinElmer, Inc., Waltham, MA, USA). The lysate from the [<sup>3</sup>H]digoxin,  $[{}^{14}C]$ -L-leucine, and  $[{}^{14}C]$ -D-glucose samples was mixed with 3.5 mL of emulsifier safe liquid scintillation cocktail. The radioactivity was measured by liquid scintillation counting (Wallac 1450 MicroBeta; Wallac Oy, Finland). The fluorescein samples were measured using fluorescein detector (EnVision, PerkinElmer, Inc., Waltham, MA, USA), and the sorafenib concentrations were determined by the LC-MS/MS.

Live Imaging of Murine HCC Cell Culture. The cells were loaded with the Ca<sup>2+</sup> sensitive fluorescent dye Fluo-4-AM (5  $\mu$ M) for

45 min followed by a 20 min washout in the BSS containing the following (in millimolar): 2.5 KCl, 152 NaCl, 10 glucose, 2 CaCl<sub>2</sub>, and 10 HEPES at pH 7.4. Fluorescence was visualized using the imaging setup (TILL Photonics GmbH) consisting of a monochromatic light source and a CCD camera (SensiCam). Cells loaded with Fluo-4 were imaged with an excitation light of 495 nm (exposure time 100 ms, binning 2). Chemicals were applied using a fast perfusion system (Rapid Solution Changer RSC-200, BioLogic Science). Data were analyzed offline using the TILL Photonics and Origin 8 software.

Ability of 11 To Decrease PGE<sub>2</sub> Concentration in the Cells. The ability of compound 11 to decrease PGE<sub>2</sub> synthesis was studied in HCC cells with and without LPS-induced inflammation. The LPS concentration in the growth medium was 2.5  $\mu$ g/mL. The cells were incubated 24 h with or without 100  $\mu$ M compound 11. Subsequently, the cells were washed three times with ice-cold HBSS, and then lysed with 500  $\mu$ L of acetonitrile on ice. The PGE<sub>2</sub> concentrations from the cell lysates were determined by the LC–MS/MS.

Antiproliferative Activity in Vitro. The mouse HCC cells were seeded at the density of  $2 \times 10^4$  cells/well onto collagen-coated 96-well plates, and the cells were used for the experiments 1 day after seeding. A concentration of 1, 2.5, 5, and 10  $\mu$ M sorafenib, 100  $\mu$ M compound 11, and the combination of all the mentioned sorafenib concentrations with 100  $\mu$ M compound 11 were added into the growth medium and incubated for 3 days. Each day the medium was changed, and after the 72 h incubation, the cell viability was determined by resazurin cell proliferation kit (Sigma, St. Louis, MO, USA), which is directly proportional to aerobic respiration and cellular metabolism of cells. The samples were measured fluorometrically by monitoring the increase in fluorescence at a wavelength of 590 nm using an excitation wavelength of 560 nm (EnVision, PerkinElmer, Inc., Waltham, MA, USA). The cell death was confirmed in the decrease of cell amount by visualizing the wells with microscopy.

**Animals.** Adult male mice weighing  $25 \pm 5$  g were supplied by the National Laboratory Animal Centre (Kuopio, Finland). Mice were housed in stainless steel cages on a 12 h light (07:00–19:00) and 12 h dark (19:00–07:00) cycle at an ambient temperature of  $22 \pm 1$  °C with a relative humidity of 50–60%. All experiments were carried out during the light phase. Tap water and food pellets (Lactamin R36; Lactamin AB, Södertälje, Sweden) were available ad libitum. All procedures with the animals were performed according to European Community Guidelines and Guide for the Care and Use of Laboratory Animals (National Institutes of Health publication no. 85–23, revised in 1985). The procedures were reviewed and approved by the Finnish National Animal Experiment Board.

*In Situ* Mouse Brain Perfusion. Mice were anesthetized with intraperitoneal (i.p.) injections of ketamine (120 mg/kg) and xylazine (8 mg/mL), and their right carotid artery system was exposed. The right external carotid artery was ligated, and the right common carotid artery was cannulated with a catheter filled with 100 IU/mL heparin. The perfusions were performed at 37 °C with a flow rate of 2.5 mL/min for 60 s followed by the washing of the capillaries for 2 s with 4 °C drug-free perfusion buffer. The method is described in more detail by Gynther et al.<sup>37</sup>

In Vivo Pharmacokinetics of Compound 11. A 5.0 mM concentration of compound 11 was dissolved in a vehicle containing 0.9% (w/v) NaCl in water. A dose of 10 mg/kg of compound 11 was administered as a bolus injection (i.p.) to mice. The mice were sacrificed by decapitation at selected time points between (10-240 min), and plasma, brain, and liver were collected for analysis.

**Plasma and Tissue Sample Preparation.** Plasma samples were prepared by precipitating 100  $\mu$ L of plasma with 200  $\mu$ L of acetonitrile containing the internal standard (1a). Samples were vortexed and centrifuged for 10 min at 14 000g at 4 °C. Then 100  $\mu$ L of supernatant was mixed with 100  $\mu$ L of ultrapure water prior to LC–MS/MS analysis. Tissue samples were weighed and homogenized with ultrapure water (1:3). An aliquot of 100  $\mu$ L was taken, and the analyte was isolated from the samples by protein precipitation with 300  $\mu$ L of acetonitrile containing the internal standard. Samples were vortexed and centrifuged for 10 min at 14 000g at 4 °C. Then 200  $\mu$ L of supernatant was mixed with 100  $\mu$ L of ultrapure water prior to LC–MS/MS analysis.

Two-Electrode Voltage-Clamp Electrophysiology. Rat cDNAs encoding GluN1-1a (Genbank accession number U11418 and U08261; hereafter GluN1), GluN2A (D13211), GluN2B (U11419), GluN2C (M91563), and GluN2D (L31611) were generously provided by Dr. S. Heinemann (Salk Institute, La Jolla, CA), Dr. S. Nakanishi (Osaka Bioscience Institute, Osaka, Japan), and Dr. P. Seeburg (University of Heidelberg). The cDNA encoding rat GluN2B was modified without changing the amino acid sequence to remove a T7 RNA polymerase termination site located in the C-terminal domain.<sup>38</sup> For expression in Xenopus laevis oocytes, cDNAs were linearized using restriction enzymes and used as templates to synthesize cRNA using the mMessage mMachine kit (Ambion, Life Technologies, Paisley, UK). Xenopus oocytes were obtained from Rob Weymouth (Xenopus 1, Dexter, MI) and prepared as previously described.<sup>39</sup> The oocytes were injected with cRNAs encoding GluN1 and GluN2 in a 1:2 ratio and maintained at 18 °C in Barth's solution containing 88 mM NaCl, 1 mM KCl, 2.4 mM NaHCO<sub>3</sub>, 0.82 mM MgSO<sub>4</sub>, 0.33 mM Ca(NO<sub>3</sub>)<sub>2</sub>, 0.91 mM CaCl<sub>2</sub>, 10 mM HEPES (pH 7.5 with NaOH) supplemented with 100 IU/mL penicillin, 100  $\mu$ g/mL streptomycin, and 50  $\mu$ g/mL gentamycin (Invitrogen, Life Technologies, Paisley, UK). Twoelectrode voltage-clamp recordings were performed on Xenopus oocytes at rt 2-6 days postinjection with the extracellular recording solution comprising 90 mM NaCl, 1 mM KCl, 10 mM HEPES, 0.5 mM BaCl<sub>2</sub>, and 0.01 mM EDTA (pH 7.4 with NaOH) at a holding potential of -40 mV essentially as previously described.<sup>39</sup> NMDA receptor ligands were dissolved in extracellular recording solution and applied to the oocyte by gravity-driven perfusion.

**Data Analysis.** All statistical analyses were performed using GraphPad Prism v. 5.03 software (GraphPad Software, San Diego, CA, USA). Statistical differences between groups were tested using two-tailed t test (Figures 1 and 2). Concentration—inhibition data were measured using two-electrode voltage-clamp electrophysiology fitted to the Hill equation to obtain  $IC_{50}$  values for individual oocytes as previously described.<sup>39</sup> The sorafenib  $IC_{50}$  value for cytotoxicity in murine HCC cells was calculated by nonlinear regression analysis and presented as the mean  $\pm$  SEM. The pharmacokinetic parameters,  $AUC_{0-240 \text{ min}}$ ,  $C_{max}$ ,  $t_{max}$  and  $t_{1/2\beta}$  in plasma, brain, and liver, were obtained from the pharmacokinetic data.

**Radioligand Binding.** Ligand affinities at native AMPA, KA, and NMDA receptors (rat brain synaptosomes) were determined using [<sup>3</sup>H]AMPA, [<sup>3</sup>H]KA, and [<sup>3</sup>H]CGP-39653, respectively, as previously described.<sup>40</sup> Ligand affinities at recombinant homomeric rat GluK1–3 were determined using [<sup>3</sup>H]KA as the radioligand as previously detailed (Sagot et al. and Alcaide et al.).<sup>41,42</sup> Data were analyzed using GraphPad Prism 7 (GraphPad Software, San Diego, CA) to determine ligand IC<sub>50</sub> and  $K_i$  values.

In Silico Studies. Calculation of LogP(o/w) and total polar surface area (TPSA) was done in MOE version 2016.08.02 released by Chemcomp corporation.

#### ASSOCIATED CONTENT

#### Supporting Information

The Supporting Information is available free of charge on the ACS Publications website at DOI: 10.1021/acs.jmed-chem.7b01624.

SMILES (CSV)

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#### Notes

The authors declare no competing financial interest.

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#### ABBREVIATIONS USED

ABC, ATP-binding cassette; Abcb1, ATP-binding cassette subfamily B member 1; Abcc, ATP-binding cassette subfamily C; Abcg2, ATP-binding cassette subfamily G member 2; AUC, area under the concentration curve; BBB, blood-brain barrier;  $C_{\text{max}}$  maximum concentration; cPLA2, cytoplasmic phospholipase A2; DCM, dichloromethane; DCVC, dry collum vacuum chromatography; DMAP, N,N-dimethyl-4-aminopyridine; DMEM, Dulbecco's modified Eagle medium; DMF, N,Ndimethylformamide; DMSO, N,N-dimethylsulfonamide; HBSS, Hank's balance salt solution; HCC, hepatocellular carcinoma; IBX, 2-iodoxybenzoic acid; LC-MS/MS, liquid chromatography-mass spectrometry; LPS, lipopolysaccharide; MDR, multidrug resistance; MRM, multiple reaction monitoring; PGE<sub>2</sub>, prostaglandin E2; SRM, selected reaction monitoring; TBAF, tetrabutylammonium fluoride; TBSCl, tert-butyldimethy<br/>lsilyl chloride; TFA, trifluoroacetic acid;  $T_{\rm max}$  time to reach the maximum concentration;  $t_{1/2\beta}$ , elimination half-life

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