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## (54) AMIDO COMPOUNDS AND THEIR USE AS PHARMACEUTICALS

(57) The present invention relates to inhibitors of 11- $\beta$  hydroxyl steroid dehydrogenase type 1, antagonists of the mineralocorticoid receptor (MR), and pharmaceutical compositions thereof. The compounds of the invention

can be useful in the treatment of various diseases associated with expression or activity of 11- $\beta$  hydroxyl steroid dehydrogenase type 1 and/or diseases associated with aldosterone excess.

**Description****FIELD OF THE INVENTION**

5 [0001] The present invention relates to modulators of 11- $\beta$  hydroxyl steroid dehydrogenase type 1 (11 $\beta$ HSD1) and/or mineralocorticoid receptor (MR), compositions thereof and methods of using the same.

**BACKGROUND OF THE INVENTION**

10 [0002] Glucocorticoids are steroid hormones that regulate fat metabolism, function and distribution. In vertebrates, glucocorticoids also have profound and diverse physiological effects on development, neurobiology, inflammation, blood pressure, metabolism and programmed cell death. In humans, the primary endogenously-produced glucocorticoid is cortisol. Cortisol is synthesized in the zona fasciculata of the adrenal cortex under the control of a short-term neuroendocrine feedback circuit called the hypothalamic-pituitary-adrenal (HPA) axis. Adrenal production of cortisol proceeds  
15 under the control of adrenocorticotropic hormone (ACTH), a factor produced and secreted by the anterior pituitary. Production of ACTH in the anterior pituitary is itself highly regulated, driven by corticotropin releasing hormone (CRH) produced by the paraventricular nucleus of the hypothalamus. The HPA axis maintains circulating cortisol concentrations within restricted limits, with forward drive at the diurnal maximum or during periods of stress, and is rapidly attenuated  
20 by a negative feedback loop resulting from the ability of cortisol to suppress ACTH production in the anterior pituitary and CRH production in the hypothalamus.

[0003] Aldosterone is another hormone produced by the adrenal cortex; aldosterone regulates sodium and potassium homeostasis. Fifty years ago, a role for aldosterone excess in human disease was reported in a description of the syndrome of primary aldosteronism (Conn, (1955), J. Lab. Clin. Med. 45: 6-17). It is now clear that elevated levels of aldosterone are associated with deleterious effects on the heart and kidneys, and are a major contributing factor to  
25 morbidity and mortality in both heart failure and hypertension.

[0004] Two members of the nuclear hormone receptor superfamily, glucocorticoid receptor (GR) and mineralocorticoid receptor (MR), mediate cortisol function *in vivo*, while the primary intracellular receptor for aldosterone is the MR. These receptors are also referred to as 'ligand-dependent transcription factors,' because their functionality is dependent on the  
30 receptor being bound to its ligand (for example, cortisol); upon ligand-binding these receptors directly modulate transcription via DNA-binding zinc finger domains and transcriptional activation domains.

[0005] Historically, the major determinants of glucocorticoid action were attributed to three primary factors: 1) circulating levels of glucocorticoid (driven primarily by the HPA axis), 2) protein binding of glucocorticoids in circulation, and 3) intracellular receptor density inside target tissues. Recently, a fourth determinant of glucocorticoid function was identified: tissue-specific pre-receptor metabolism by glucocorticoid-activating and -inactivating enzymes. These 11-beta-hydroxysteroid dehydrogenase (11- $\beta$ -HSD) enzymes act as pre-receptor control enzymes that modulate activation of the GR and MR by regulation of glucocorticoid hormones. To date, two distinct isozymes of 11-beta-HSD have been cloned and characterized: 11 $\beta$ HSD1 (also known as 11-beta-HSD type 1, 11betaHSD1, HSD11B1, HDL, and HSD11L) and 11 $\beta$ HSD2. 11 $\beta$ HSD1 and 11 $\beta$ HSD2 catalyze the interconversion of hormonally active cortisol (corticosterone in rodents) and inactive cortisone (11-dehydrocorticosterone in rodents). 11 $\beta$ HSD1 is widely distributed in rat and human tissues;  
35 expression of the enzyme and corresponding mRNA have been detected in lung, testis, and most abundantly in liver and adipose tissue. 11 $\beta$ HSD1 catalyzes both 11-beta-dehydrogenation and the reverse 11-oxoreduction reaction, although 11 $\beta$ HSD1 acts predominantly as a NADPH-dependent oxoreductase in intact cells and tissues, catalyzing the activation of cortisol from inert cortisone (Low et al. (1994) J. Mol. Endocrin. 13: 167-174) and has been reported to regulate glucocorticoid access to the GR. Conversely, 11 $\beta$ HSD2 expression is found mainly in mineralocorticoid target  
40 tissues such as kidney, placenta, colon and salivary gland, acts as an NAD-dependent dehydrogenase catalyzing the inactivation of cortisol to cortisone (Albiston et al. (1994) Mol. Cell. Endocrin. 105: R11-R17), and has been found to protect the MR from glucocorticoid excess, such as high levels of receptor-active cortisol (Blum, et al., (2003) Prog. Nucl. Acid Res. Mol. Biol. 75:173-216).

[0006] *In vitro*, the MR binds cortisol and aldosterone with equal affinity. The tissue specificity of aldosterone activity, however, is conferred by the expression of 11 $\beta$ HSD2 (Funder et al. (1988), Science 242: 583-585). The inactivation of cortisol to cortisone by 11 $\beta$ HSD2 at the site of the MR enables aldosterone to bind to this receptor *in vivo*. The binding of aldosterone to the MR results in dissociation of the ligand-activated MR from a multiprotein complex containing chaperone proteins, translocation of the MR into the nucleus, and its binding to hormone response elements in regulatory regions of target gene promoters. Within the distal nephron of the kidney, induction of serum and glucocorticoid inducible kinase-1 (sgk-1) expression leads to the absorption of Na<sup>+</sup> ions and water through the epithelial sodium channel, as well  
55 as potassium excretion with subsequent volume expansion and hypertension (Bhargava et al., (2001), Endo 142: 1587-1594).

[0007] In humans, elevated aldosterone concentrations are associated with endothelial dysfunction, myocardial inf-

arction, left ventricular atrophy, and death. In attempts to modulate these ill effects, multiple intervention strategies have been adopted to control aldosterone overactivity and attenuate the resultant hypertension and its associated cardiovascular consequences. Inhibition of angiotensin-converting enzyme (ACE) and blockade of the angiotensin type 1 receptor (AT1R) are two strategies that directly impact the renin-angiotensin-aldosterone system (RAAS). However, although

5 ACE inhibition and AT1R antagonism initially reduce aldosterone concentrations, circulating concentrations of this hormone return to baseline levels with chronic therapy (known as 'aldosterone escape'). Importantly, co-administration of the MR antagonist Spironolactone or Eplerenone directly blocks the deleterious effects of this escape mechanism and dramatically reduces patient mortality (Pitt et al., New England J. Med. (1999), 341: 709-719; Pitt et al., New England J. Med. (2003), 348: 1309-1321). Therefore, MR antagonism may be an important treatment strategy for many patients

10 with hypertension and cardiovascular disease, particularly those hypertensive patients at risk for target-organ damage. [0008] Mutations in either of the genes encoding the 11-beta-HSD enzymes are associated with human pathology. For example, 11 $\beta$ HSD2 is expressed in aldosterone-sensitive tissues such as the distal nephron, salivary gland, and

15 colonic mucosa where its cortisol dehydrogenase activity serves to protect the intrinsically non-selective MR from illicit occupation by cortisol (Edwards et al. (1988) Lancet 2: 986-989). Individuals with mutations in 11 $\beta$ HSD2 are deficient

20 in this cortisol-inactivation activity and, as a result, present with a syndrome of apparent mineralocorticoid excess (also referred to as 'SAME') characterized by hypertension, hypokalemia, and sodium retention (Wilson et al. (1998) Proc. Natl. Acad. Sci. 95: 10200-10205). Likewise, mutations in 11 $\beta$ HSD1, a primary regulator of tissue-specific glucocorticoid

25 bioavailability, and in the gene encoding a co-localized NADPH-generating enzyme, hexose 6-phosphate dehydrogenase (H6PD), can result in cortisone reductase deficiency (CRD), in which activation of cortisone to cortisol does not occur,

30 resulting in adrenocorticotropin-mediated androgen excess. CRD patients excrete virtually all glucocorticoids as cortisone metabolites (tetrahydrocortisone) with low or absent cortisol metabolites (tetrahydrocortisol). When challenged with oral cortisone, CRD patients exhibit abnormally low plasma cortisol concentrations. These individuals present with ACTH-

35 mediated androgen excess (hirsutism, menstrual irregularity, hyperandrogenism), a phenotype resembling polycystic ovary syndrome (PCOS) (Draper et al. (2003) Nat. Genet. 34: 434-439).

40 [0009] The importance of the HPA axis in controlling glucocorticoid excursions is evident from the fact that disruption of homeostasis in the HPA axis by either excess or deficient secretion or action results in Cushing's syndrome or Addison's disease, respectively (Miller and Chrousos (2001) Endocrinology and Metabolism, eds. Felig and Frohman (McGraw-Hill, New York), 4th Ed.: 387-524). Patients with Cushing's syndrome (a rare disease characterized by systemic

45 glucocorticoid excess originating from the adrenal or pituitary tumors) or receiving glucocorticoid therapy develop reversible visceral fat obesity. Interestingly, the phenotype of Cushing's syndrome patients closely resembles that of Reaven's metabolic syndrome (also known as Syndrome X or insulin resistance syndrome) the symptoms of which

50 include visceral obesity, glucose intolerance, insulin resistance, hypertension, type 2 diabetes and hyperlipidemia (Reaven (1993) Ann. Rev. Med. 44: 121-131). However, the role of glucocorticoids in prevalent forms of human obesity has remained obscure because circulating glucocorticoid concentrations are not elevated in the majority of metabolic syndrome patients. In fact, glucocorticoid action on target tissue depends not only on circulating levels but also on intracellular

55 concentration, locally enhanced action of glucocorticoids in adipose tissue and skeletal muscle has been demonstrated in metabolic syndrome. Evidence has accumulated that enzyme activity of 11 $\beta$ HSD1, which regenerates active glucocorticoids from inactive forms and plays a central role in regulating intracellular glucocorticoid concentration, is commonly elevated in fat depots from obese individuals. This suggests a role for local glucocorticoid reactivation in obesity and metabolic syndrome.

[0010] Given the ability of 11 $\beta$ HSD1 to regenerate cortisol from inert circulating cortisone, considerable attention has been given to its role in the amplification of glucocorticoid function. 11 $\beta$ HSD1 is expressed in many key GR-rich tissues, including tissues of considerable metabolic importance such as liver, adipose, and skeletal muscle, and, as such, has been postulated to aid in the tissue-specific potentiation of glucocorticoid-mediated antagonism of insulin function.

45 Considering a) the phenotypic similarity between glucocorticoid excess (Cushing's syndrome) and the metabolic syndrome with normal circulating glucocorticoids in the latter, as well as b) the ability of 11 $\beta$ HSD1 to generate active cortisol from inactive cortisone in a tissue-specific manner, it has been suggested that central obesity and the associated metabolic complications in syndrome X result from increased activity of 11 $\beta$ HSD1 within adipose tissue, resulting in 'Cushing's disease of the omentum' (Bujalska et al. (1997) Lancet 349: 1210-1213). Indeed, 11 $\beta$ HSD1 has been shown to be upregulated in adipose tissue of obese rodents and humans (Livingstone et al. (2000) Endocrinology 131: 560-563; Rask et al. (2001) J. Clin. Endocrinol. Metab. 86: 1418-1421; Lindsay et al. (2003) J. Clin. Endocrinol. Metab. 88: 2738-2744; Wake et al. (2003) J. Clin. Endocrinol. Metab. 88: 3983-3988).

50 [0011] Additional support for this notion has come from studies in mouse transgenic models. Adipose-specific over-expression of 11 $\beta$ HSD1 under the control of the aP2 promoter in mouse produces a phenotype remarkably reminiscent of human metabolic syndrome (Masuzaki et al. (2001) Science 294: 2166-2170; Masuzaki et al. (2003) J. Clinical Invest. 112: 83-90). Importantly, this phenotype occurs without an increase in total circulating corticosterone, but rather is driven by a local production of corticosterone within the adipose depots. The increased activity of 11 $\beta$ HSD1 in these mice (2-3 fold) is very similar to that observed in human obesity (Rask et al. (2001) J. Clin. Endocrinol. Metab. 86: 1418-1421).

This suggests that local 11 $\beta$ HSD1-mediated conversion of inert glucocorticoid to active glucocorticoid can have profound influences whole body insulin sensitivity.

[0012] Based on this data, it would be predicted that the loss of 11 $\beta$ HSD1 would lead to an increase in insulin sensitivity and glucose tolerance due to a tissue-specific deficiency in active glucocorticoid levels. This is, in fact, the case as shown in studies with 11 $\beta$ HSD1-deficient mice produced by homologous recombination (Kotelevstev et al. (1997) Proc. Natl. Acad. Sci. 94: 14924-14929; Morton et al. (2001) J. Biol. Chem. 276: 41293-41300; Morton et al. (2004) Diabetes 53: 931-938). These mice are completely devoid of 11-keto reductase activity, confirming that 11 $\beta$ HSD1 encodes the only activity capable of generating active corticosterone from inert 11-dehydrocorticosterone. 11 $\beta$ HSD1-deficient mice are resistant to diet- and stress-induced hyperglycemia, exhibit attenuated induction of hepatic gluconeogenic enzymes (PEPCK, G6P), show increased insulin sensitivity within adipose, and have an improved lipid profile (decreased triglycerides and increased cardio-protective HDL). Additionally, these animals show resistance to high fat diet-induced obesity. Taken together, these transgenic mouse studies confirm a role for local reactivation of glucocorticoids in controlling hepatic and peripheral insulin sensitivity, and suggest that inhibition of 11 $\beta$ HSD1 activity may prove beneficial in treating a number of glucocorticoid-related disorders, including obesity, insulin resistance, hyperglycemia, and hyperlipidemia.

[0013] Data in support of this hypothesis has been published. Recently, it was reported that 11 $\beta$ HSD1 plays a role in the pathogenesis of central obesity and the appearance of the metabolic syndrome in humans. Increased expression of the 11 $\beta$ HSD1 gene is associated with metabolic abnormalities in obese women and that increased expression of this gene is suspected to contribute to the increased local conversion of cortisone to cortisol in adipose tissue of obese individuals (Engeli, et al., (2004) Obes. Res. 12: 9-17).

[0014] A new class of 11 $\beta$ HSD1 inhibitors, the arylsulfonamidothiazoles, was shown to improve hepatic insulin sensitivity and reduce blood glucose levels in hyperglycemic strains of mice (Barf et al. (2002) J. Med. Chem. 45: 3813-3815; Alberts et al. Endocrinology (2003) 144: 4755-4762). Furthermore, it was recently reported that selective inhibitors of 11 $\beta$ HSD1 can ameliorate severe hyperglycemia in genetically diabetic obese mice. Thus, 11 $\beta$ HSD1 is a promising pharmaceutical target for the treatment of the Metabolic Syndrome (Masuzaki, et al., (2003) Curr. Drug Targets Immune Endocr. Metabol. Disord. 3: 255-62).

#### A. Obesity and metabolic syndrome

[0015] As described above, multiple lines of evidence suggest that inhibition of 11 $\beta$ HSD1 activity can be effective in combating obesity and/or aspects of the metabolic syndrome cluster, including glucose intolerance, insulin resistance, hyperglycemia, hypertension, and/or hyperlipidemia. Glucocorticoids are known antagonists of insulin action, and reductions in local glucocorticoid levels by inhibition of intracellular cortisone to cortisol conversion should increase hepatic and/or peripheral insulin sensitivity and potentially reduce visceral adiposity. As described above, 11 $\beta$ HSD1 knockout mice are resistant to hyperglycemia, exhibit attenuated induction of key hepatic gluconeogenic enzymes, show markedly increased insulin sensitivity within adipose, and have an improved lipid profile. Additionally, these animals show resistance to high fat diet-induced obesity (Kotelevstev et al. (1997) Proc. Natl. Acad. Sci. 94: 14924-14929; Morton et al. (2001) J. Biol. Chem. 276: 41293-41300; Morton et al. (2004) Diabetes 53: 931-938). Thus, inhibition of 11 $\beta$ HSD1 is predicted to have multiple beneficial effects in the liver, adipose, and/or skeletal muscle, particularly related to alleviation of component(s) of the metabolic syndrome and/or obesity.

#### B. Pancreatic function

[0016] Glucocorticoids are known to inhibit the glucose-stimulated secretion of insulin from pancreatic beta-cells (Bilaudel and Sutter (1979) Horm. Metab. Res. 11: 555-560). In both Cushing's syndrome and diabetic Zucker *fa/fa* rats, glucose-stimulated insulin secretion is markedly reduced (Ogawa et al. (1992) J. Clin. Invest. 90: 497-504). 11 $\beta$ HSD1 mRNA and activity has been reported in the pancreatic islet cells of ob/ob mice and inhibition of this activity with carbenoxolone, an 11 $\beta$ HSD1 inhibitor, improves glucose-stimulated insulin release (Davani et al. (2000) J. Biol. Chem. 275: 34841-34844). Thus, inhibition of 11 $\beta$ HSD1 is predicted to have beneficial effects on the pancreas, including the enhancement of glucose-stimulated insulin release.

#### C. Cognition and dementia

[0017] Mild cognitive impairment is a common feature of aging that may be ultimately related to the progression of dementia. In both aged animals and humans, inter-individual differences in general cognitive function have been linked to variability in the long-term exposure to glucocorticoids (Lupien et al. (1998) Nat. Neurosci. 1: 69-73). Further, dysregulation of the HPA axis resulting in chronic exposure to glucocorticoid excess in certain brain subregions has been proposed to contribute to the decline of cognitive function (McEwen and Sapolsky (1995) Curr. Opin. Neurobiol. 5: 205-216). 11 $\beta$ HSD1 is abundant in the brain, and is expressed in multiple subregions including the hippocampus, frontal

cortex, and cerebellum (Sandeep et al. (2004) Proc. Natl. Acad. Sci. Early Edition: 1-6). Treatment of primary hippocampal cells with the 11 $\beta$ HSD1 inhibitor carbenoxolone protects the cells from glucocorticoid-mediated exacerbation of excitatory amino acid neurotoxicity (Rajan et al. (1996) J. Neurosci. 16: 65-70). Additionally, 11 $\beta$ HSD1-deficient mice are protected from glucocorticoid-associated hippocampal dysfunction that is associated with aging (Yau et al. (2001) Proc. Natl. Acad. Sci. 98: 4716-4721). In two randomized, double-blind, placebo-controlled crossover studies, administration of carbenoxolone improved verbal fluency and verbal memory (Sandeep et al. (2004) Proc. Natl. Acad. Sci. Early Edition: 1-6). Thus, inhibition of 11 $\beta$ HSD1 is predicted to reduce exposure to glucocorticoids in the brain and protect against deleterious glucocorticoid effects on neuronal function, including cognitive impairment, dementia, and/or depression.

10 D. Intra-ocular pressure

**[0018]** Glucocorticoids can be used topically and systemically for a wide range of conditions in clinical ophthalmology. One particular complication with these treatment regimens is corticosteroid-induced glaucoma. This pathology is characterized by a significant increase in intra-ocular pressure (IOP). In its most advanced and untreated form, IOP can lead to partial visual field loss and eventually blindness. IOP is produced by the relationship between aqueous humour production and drainage. Aqueous humour production occurs in the non-pigmented epithelial cells (NPE) and its drainage is through the cells of the trabecular meshwork. 11 $\beta$ HSD1 has been localized to NPE cells (Stokes et al. (2000) Invest. Ophthalmol. Vis. Sci. 41: 1629-1683; Rauz et al. (2001) Invest. Ophthalmol. Vis. Sci. 42: 2037-2042) and its function is likely relevant to the amplification of glucocorticoid activity within these cells. This notion has been confirmed by the observation that free cortisol concentration greatly exceeds that of cortisone in the aqueous humour (14:1 ratio). The functional significance of 11 $\beta$ HSD1 in the eye has been evaluated using the inhibitor carbenoxolone in healthy volunteers (Rauz et al. (2001) Invest. Ophthalmol. Vis. Sci. 42: 2037-2042). After seven days of carbenoxolone treatment, IOP was reduced by 18%. Thus, inhibition of 11 $\beta$ HSD1 in the eye is predicted to reduce local glucocorticoid concentrations and IOP, producing beneficial effects in the management of glaucoma and other visual disorders.

25 E. Hypertension

**[0019]** Adipocyte-derived hypertensive substances such as leptin and angiotensinogen have been proposed to be involved in the pathogenesis of obesity-related hypertension (Matsuzawa et al. (1999) Ann. N.Y. Acad. Sci. 892: 146-154; Wajchenberg (2000) Endocr. Rev. 21: 697-738). Leptin, which is secreted in excess in aP2-11 $\beta$ HSD1 transgenic mice (Masuzaki et al. (2003) J. Clinical Invest. 112: 83-90), can activate various sympathetic nervous system pathways, including those that regulate blood pressure (Matsuzawa et al. (1999) Ann. N.Y. Acad. Sci. 892: 146-154). Additionally, the renin-angiotensin system (RAS) has been shown to be a major determinant of blood pressure (Walker et al. (1979) Hypertension 1: 287-291). Angiotensinogen, which is produced in liver and adipose tissue, is the key substrate for renin and drives RAS activation. Plasma angiotensinogen levels are markedly elevated in aP2-11 $\beta$ HSD1 transgenic mice, as are angiotensin II and aldosterone (Masuzaki et al. (2003) J. Clinical Invest. 112: 83-90). These forces likely drive the elevated blood pressure observed in aP2-11 $\beta$ HSD1 transgenic mice. Treatment of these mice with low doses of an angiotensin II receptor antagonist abolishes this hypertension (Masuzaki et al. (2003) J. Clinical Invest. 112: 83-90). This data illustrates the importance of local glucocorticoid reactivation in adipose tissue and liver, and suggests that hypertension may be caused or exacerbated by 11 $\beta$ HSD1 activity. Thus, inhibition of 11 $\beta$ HSD1 and reduction in adipose and/or hepatic glucocorticoid levels is predicted to have beneficial effects on hypertension and hypertension-related cardiovascular disorders.

45 F. Bone disease

**[0020]** Glucocorticoids can have adverse effects on skeletal tissues. Continued exposure to even moderate glucocorticoid doses can result in osteoporosis (Cannalis (1996) J. Clin. Endocrinol. Metab. 81: 3441-3447) and increased risk for fractures. Experiments *in vitro* confirm the deleterious effects of glucocorticoids on both bone-resorbing cells (also known as osteoclasts) and bone forming cells (osteoblasts). 11 $\beta$ HSD1 has been shown to be present in cultures of human primary osteoblasts as well as cells from adult bone, likely a mixture of osteoclasts and osteoblasts (Cooper et al. (2000) Bone 27: 375-381), and the 11 $\beta$ HSD1 inhibitor carbenoxolone has been shown to attenuate the negative effects of glucocorticoids on bone nodule formation (Bellows et al. (1998) Bone 23: 119-125). Thus, inhibition of 11 $\beta$ HSD1 is predicted to decrease the local glucocorticoid concentration within osteoblasts and osteoclasts, producing beneficial effects in various forms of bone disease, including osteoporosis.

**[0021]** Small molecule inhibitors of 11 $\beta$ HSD1 are currently being developed to treat or prevent 11 $\beta$ HSD1-related diseases such as those described above. For example, certain amide-based inhibitors are reported in WO 2004/089470, WO 2004/089896, WO 2004/056745, and WO 2004/065351.

**[0022]** Antagonists of 11 $\beta$ HSD1 have been evaluated in human clinical trials (Kurukulasuriya, et al., (2003) Curr. Med.

Chem. 10: 123-53).

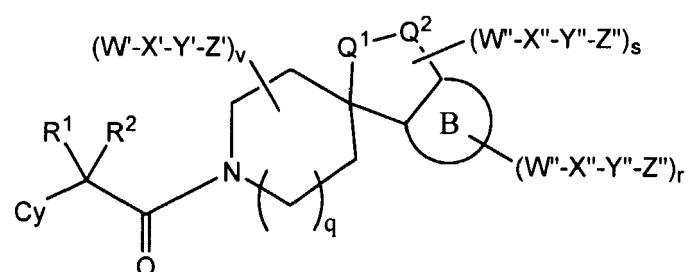
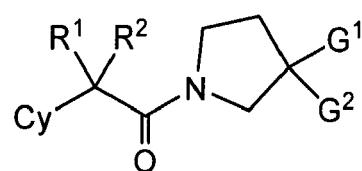
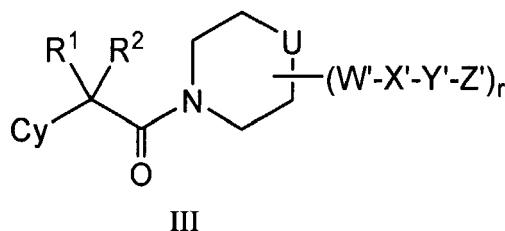
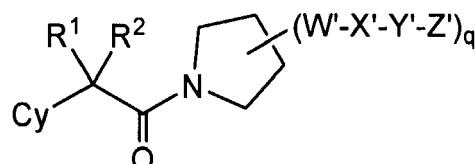
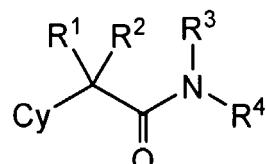
[0023] In light of the experimental data indicating a role for 11 $\beta$ HSD1 in glucocorticoid-related disorders, metabolic syndrome, hypertension, obesity, insulin resistance, hyperglycemia, hyperlipidemia, type 2 diabetes, androgen excess (hirsutism, menstrual irregularity, hyperandrogenism) and polycystic ovary syndrome (PCOS), therapeutic agents aimed at augmentation or suppression of these metabolic pathways, by modulating glucocorticoid signal transduction at the level of 11 $\beta$ HSD1 are desirable.

[0024] Furthermore, because the MR binds to aldosterone (its natural ligand) and cortisol with equal affinities, compounds that are designed to interact with the active site of 11 $\beta$ HSD1 (which binds to cortisone/cortisol) may also interact with the MR and act as antagonists. Because the MR is implicated in heart failure, hypertension, and related pathologies including atherosclerosis, arteriosclerosis, coronary artery disease, thrombosis, angina, peripheral vascular disease, vascular wall damage, and stroke, MR antagonists are desirable and may also be useful in treating complex cardiovascular, renal, and inflammatory pathologies including disorders of lipid metabolism including dyslipidemia or hyperlipoproteinemia, diabetic dyslipidemia, mixed dyslipidemia, hypercholesterolemia, hypertriglyceridemia, as well as those associated with type 1 diabetes, type 2 diabetes, obesity, metabolic syndrome, and insulin resistance, and general aldosterone-related target-organ damage.

[0025] As evidenced herein, there is a continuing need for new and improved drugs that target 11 $\beta$ HSD1 and/or MR. The compounds, compositions and methods described herein help meet this and other needs.

## SUMMARY OF THE INVENTION

[0026] The present invention provides, *inter alia*, compounds of Formulas I, II, III, IV, Va, Vb, VI, VII, and VIII:

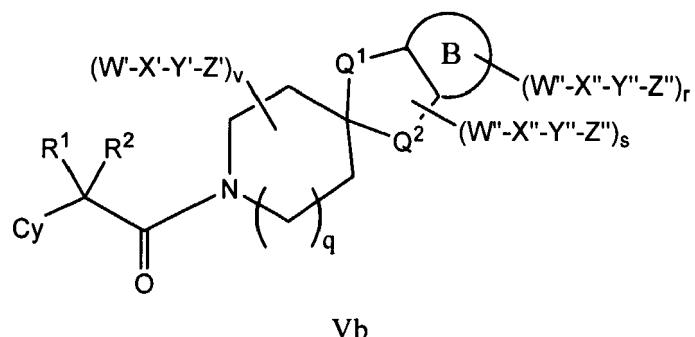


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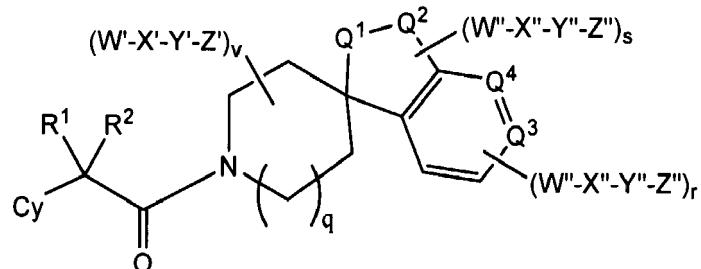


Vb

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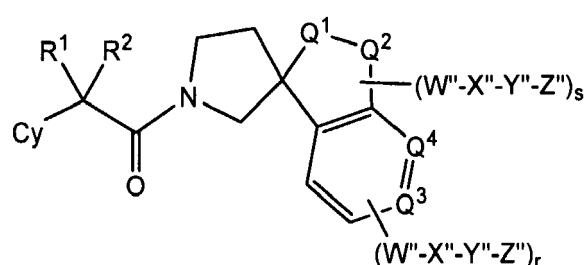


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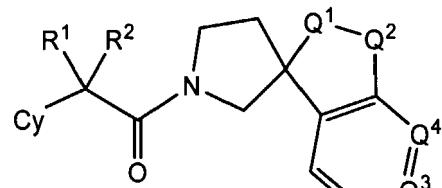
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VII



VIII

or pharmaceutically acceptable salts or prodrugs thereof, wherein constituent members are defined herein.

[0027] The present invention further provides compositions comprising compounds of the invention and a pharmaceutically acceptable carrier.

[0028] The present invention further provides methods of modulating 11 $\beta$ HSD1 or MR by contacting the 11 $\beta$ HSD1 or MR with a compound of the invention.

[0029] The present invention further provides methods of treating diseases associated with activity or expression of 11 $\beta$ HSD1 or MR.

[0030] The present invention further provides use of the compounds and compositions herein in therapy.

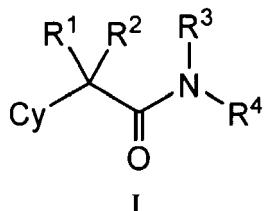
[0031] The present invention further provides use of the compounds and compositions herein for the preparation of a medicament for use in therapy.

## DETAILED DESCRIPTION

[0032] The present invention provides, *inter alia*, compounds of Formula I:

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or pharmaceutically acceptable salts or prodrugs thereof, wherein:

15 Cy is aryl, heteroaryl, cycloalkyl or heterocycloalkyl, each optionally substituted by 1, 2, 3, 4 or 5 -W-X-Y-Z;  
 R<sup>1</sup> and R<sup>2</sup> together with the C atom to which they are attached form a 3-, 4-, 5-, 6- or 7-membered cycloalkyl group or a 3-, 4-, 5-, 6- or 7-membered heterocycloalkyl group, each optionally substituted by 1, 2 or 3 R<sup>5</sup>;  
 R<sup>3</sup> and R<sup>4</sup> together with the N atom to which they are attached form a 4-15 membered heterocycloalkyl group optionally substituted by 1, 2, 3, or 4 -W'-X'-Y'-Z';

20 R<sup>5</sup> is halo, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, C<sub>1-4</sub> haloalkyl, aryl, cycloalkyl, heteroaryl, heterocycloalkyl, CN, NO<sub>2</sub>, OR<sup>a</sup>, SR<sup>a</sup>, C(O)R<sup>b</sup>, C(O)NR<sup>c</sup>R<sup>d</sup>, C(O)OR<sup>a</sup>, OC(O)R<sup>b</sup>, OC(O)NR<sup>c</sup>R<sup>d</sup>, NR<sup>c</sup>R<sup>d</sup>, NR<sup>c</sup>C(O)R<sup>d</sup>, NR<sup>c</sup>C(O)OR<sup>a</sup>, S(O)R<sup>b</sup>, S(O)NR<sup>c</sup>R<sup>d</sup>, S(O)<sub>2</sub>R<sup>b</sup>, or S(O)<sub>2</sub>NR<sup>c</sup>R<sup>d</sup>;  
 W, W' and W" are each, independently, absent, C<sub>1-6</sub>alkylenyl, C<sub>1-6</sub>alkenyl, C<sub>2-6</sub>alkynyl, O, S, NR<sup>e</sup>, CO, CS, COO, CONR<sup>e</sup>, OCONR<sup>e</sup>, SO, SO<sub>2</sub>, SONR<sup>e</sup>, or NR<sup>e</sup>CONR<sup>f</sup>, wherein said C<sub>1-6</sub>alkylenyl, C<sub>1-6</sub>alkenyl, C<sub>2-6</sub>alkynyl are each optionally substituted by 1, 2 or 3 halo, OH, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, amino, C<sub>1-4</sub> alkylamino or C<sub>2-8</sub> dialkylamino;

25 X, X' and X" are each, independently, absent, C<sub>1-8</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, aryl, cycloalkyl, heteroaryl, heterocycloalkyl, arylalkyl, cycloalkylalkyl, heteroarylalkyl, heterocycloalkylalkyl, arylalkenyl, cycloalkylalkenyl, heteroarylalkenyl, heterocycloalkylalkenyl, each of which is optionally substituted by one or more halo, CN, NO<sub>2</sub>, OH, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, amino, C<sub>1-4</sub> alkylamino, C<sub>2-8</sub> dialkylamino;

30 Y, Y' and Y" are each, independently, absent, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, O, S, NR<sup>e</sup>, CO, CS, COO, CONR<sup>e</sup>, OCONR<sup>e</sup>, SO, SO<sub>2</sub>, SONR<sup>e</sup>, or NR<sup>e</sup>CONR<sup>f</sup>, wherein said C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl are each optionally substituted by 1, 2 or 3 halo, OH, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, amino, C<sub>1-4</sub> alkylamino or C<sub>2-8</sub> dialkylamino;

35 Z, Z' and Z" are each, independently, H, halo, CN, NO<sub>2</sub>, OH, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, amino, C<sub>1-4</sub> alkylamino or C<sub>2-8</sub> dialkylamino, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, heteroaryl or heterocycloalkyl, wherein said C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, heteroaryl or heterocycloalkyl is optionally substituted by 1, 2 or 3 halo, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, C<sub>1-4</sub> haloalkyl, aryl, cycloalkyl, heteroaryl, heterocycloalkyl, CN, NO<sub>2</sub>, OR<sup>a</sup>, SR<sup>a</sup>, C(O)R<sup>b</sup>, C(O)NR<sup>c</sup>R<sup>d</sup>, C(O)OR<sup>a</sup>, OC(O)R<sup>b</sup>, OC(O)NR<sup>c</sup>R<sup>d</sup>, NR<sup>c</sup>R<sup>d</sup>, NR<sup>c</sup>C(O)R<sup>d</sup>, NR<sup>c</sup>C(O)OR<sup>a</sup>, S(O)R<sup>b</sup>, S(O)NR<sup>c</sup>R<sup>d</sup>, S(O)<sub>2</sub>R<sup>b</sup>, or S(O)<sub>2</sub>NR<sup>c</sup>R<sup>d</sup>;

40 wherein two -W-X-Y-Z attached to the same atom optionally form a 3-20 membered cycloalkyl or heterocycloalkyl group optionally substituted by 1, 2 or 3 -W"-X"-Y"-Z";

45 wherein two -W'-X'-Y'-Z' attached to the same atom optionally form a 3-20 membered cycloalkyl or heterocycloalkyl group optionally substituted by 1, 2 or 3 -W"-X"-Y"-Z";

wherein -W-X-Y-Z is other than H;

wherein -W'-X'-Y'-Z' is other than H;

wherein -W"-X"-Y"-Z" is other than H;

50 R<sup>a</sup> is H, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>2-6</sub> alkenyl, (C<sub>1-6</sub> alkoxy)-C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, heteroaryl or heterocycloalkyl;

R<sup>b</sup> is H, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, heteroaryl or heterocycloalkyl;

55 R<sup>c</sup> and R<sup>d</sup> are each, independently, H, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, arylalkyl, or cycloalkylalkyl;

or R<sup>c</sup> and R<sup>d</sup> together with the N atom to which they are attached form a 4-, 5-, 6- or 7-membered heterocycloalkyl group; and

R<sup>e</sup> and R<sup>f</sup> are each, independently, H, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, arylalkyl, or cycloalkylalkyl;

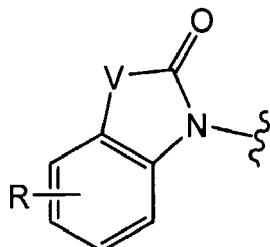
or R<sup>e</sup> and R<sup>f</sup> together with the N atom to which they are attached form a 4-, 5-, 6- or 7-membered heterocycloalkyl

group.

**[0033]** In some embodiments, when R<sup>3</sup> and R<sup>4</sup> together with the N-atom to which they are attached form piperidinyl, the piperidinyl is unsubstituted or substituted by other than:

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wherein:

V is CH<sub>2</sub>CH<sub>2</sub>, CH=CH, or CH<sub>2</sub>O; and  
R is H, halo or C<sub>1-5</sub> alkyl.

20

**[0034]** In some embodiments, when R<sup>3</sup> and R<sup>4</sup> together with the N-atom to which they are attached form piperazinyl, the Cy is substituted by at least one -W-X-Y-Z.

**[0035]** In some embodiments, Cy is aryl or heteroaryl, each optionally substituted by 1, 2, 3, 4 or 5-W-X-Y-Z.

**[0036]** In some embodiments, Cy is aryl optionally substituted by 1, 2, 3, 4 or 5 -W-X-Y-Z.

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**[0037]** In some embodiments, Cy is aryl optionally substituted by 1, 2 or 3 halo, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkyl, or C<sub>1-4</sub> haloalkoxy.

**[0038]** In some embodiments, Cy is phenyl optionally substituted by 1, 2 or 3 halo, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkyl, or C<sub>1-4</sub> haloalkoxy.

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**[0039]** In some embodiments, R<sup>1</sup> and R<sup>2</sup> together with the C atom to which they are attached form a 3-, 4-, 5-, 6- or 7-membered cycloalkyl group.

**[0040]** In some embodiments, R<sup>1</sup> and R<sup>2</sup> together with the C atom to which they are attached form a cyclopropyl group.

**[0041]** In some embodiments, R<sup>3</sup> and R<sup>4</sup> together with the N atom to which they are attached form a 4-7 membered heterocycloalkyl group optionally substituted by 1, 2, 3, or 4 -W'-X'-Y'-Z'.

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**[0042]** In some embodiments, R<sup>3</sup> and R<sup>4</sup> together with the N atom to which they are attached form a piperidinyl or pyrrolidinyl group, each optionally substituted by 1, 2, 3, or 4 -W'-X'-Y'-Z'.

**[0043]** In some embodiments, R<sup>3</sup> and R<sup>4</sup> together with the N atom to which they are attached form a piperidinyl or pyrrolidinyl group, each substituted by 2, 3, or 4 -W'-X'-Y'-Z'; wherein two -W'-X'-Y'-Z' are attached to the same atom and optionally form a 3-20 membered cycloalkyl or heterocycloalkyl group optionally substituted by 1, 2 or 3 -W"-X"-Y"-Z".

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**[0044]** In some embodiments, -W-X-Y-Z is halo, cyano, C<sub>1-4</sub> cyanoalkyl, nitro, C<sub>1-8</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>1-8</sub> haloalkyl, C<sub>1-4</sub> alkylthio, C<sub>1-4</sub> haloalkylthio, C<sub>1-8</sub> alkoxy, C<sub>2-8</sub> alkenyloxy, C<sub>1-4</sub> haloalkoxy, OH, (C<sub>1-4</sub> alkoxy)-C<sub>1-4</sub> alkyl, amino, C<sub>1-4</sub> alkylamino, C<sub>2-8</sub> dialkylamino, OC(O)NR<sup>c</sup>R<sup>d</sup>, NR<sup>c</sup>C(O)R<sup>d</sup>, NR<sup>c</sup>C(O)OR<sup>a</sup>, NRCS(O)<sub>2</sub>R<sup>d</sup>, C(O)OR<sup>a</sup>, C(O)R<sup>a</sup>, C(O)NR<sup>a</sup>N-R<sup>c</sup>R<sup>d</sup>, S(O)<sub>2</sub>R<sup>d</sup>, SR<sup>d</sup>, C(O)NR<sup>c</sup>R<sup>d</sup>, C(S)NR<sup>c</sup>R<sup>d</sup>, aryloxy, heteroaryloxy, cycloalkyloxy, cycloalkenyloxy, heterocycloalkyloxy, arylalkyloxy, heteroarylalkyloxy, cycloalkylalkyloxy, heterocycloalkylalkyloxy, heteroaryloxyalkyl, aryloxyalkyl, aryl, heteroaryl, cycloalkyl, heterocycloalkyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylkynyl, cycloalkylalkyl, or heterocycloalkylalkyl;

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wherein each of said C<sub>1-8</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>1-8</sub> haloalkyl, C<sub>1-4</sub> alkylthio, C<sub>1-4</sub> haloalkylthio, C<sub>1-8</sub> alkoxy, aryloxy, heteroaryloxy, arylalkyloxy, heteroarylalkyloxy, heteroaryloxyalkyl, aryloxy, heteroaryloxy, cycloalkyloxy, cycloalkenyloxy, heterocycloalkyloxy, arylalkyloxy, heteroarylalkyloxy, cycloalkylalkyloxy, heterocycloalkylalkyloxy, heteroaryloxyalkyl, aryloxyalkyl, aryl, heteroaryl, cycloalkyl, heterocycloalkyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylkynyl, cycloalkylalkyl, or heterocycloalkylalkyl is optionally substituted by 1, 2, or 3 halo, cyano, nitro, hydroxyl-(C<sub>1-6</sub> alkyl), aminoalkyl, dialkylaminoalkyl, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> cyanoalkyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, OH, OR<sup>a</sup>, (C<sub>1-4</sub> alkoxy)-C<sub>1-4</sub> alkyl, amino, C<sub>1-4</sub> alkylamino, C<sub>2-8</sub> dialkylamino, C(O)NR<sup>c</sup>R<sup>d</sup>, C(O)OR<sup>a</sup>, C(O)R<sup>a</sup>, (cycloalkylalkyl)-C(O)-, NR<sup>c</sup>C(O)R<sup>d</sup>, NR<sup>c</sup>C(O)OR<sup>a</sup>, NRCS(O)<sub>2</sub>R<sup>d</sup>, C(S)NR<sup>c</sup>R<sup>d</sup>, S(O)<sub>2</sub>R<sup>d</sup>, SR<sup>d</sup>, (C<sub>1-4</sub> alkyl)sulfonyl, arylsulfonyl, aryl optionally substituted by halo, heteroaryl, cycloalkylalkyl, cycloalkyl, or heterocycloalkyl.

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**[0045]** In some embodiments, -W-X-Y-Z is halo, cyano, C<sub>1-4</sub> cyanoalkyl, nitro, C<sub>1-8</sub> alkyl, C<sub>1-8</sub> alkenyl, C<sub>1-8</sub> haloalkyl, C<sub>1-10</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, OH, C<sub>1-8</sub> alkoxyalkyl, amino, C<sub>1-4</sub> alkylamino, C<sub>2-8</sub> dialkylamino, OC(O)NR<sup>c</sup>R<sup>d</sup>, NR<sup>c</sup>C(O)R<sup>d</sup>, NR<sup>c</sup>C(O)OR<sup>a</sup>, aryloxy, heteroaryloxy, arylalkyloxy, heteroarylalkyloxy, heteroaryloxyalkyl, aryloxyalkyl, aryl, heteroaryl, cycloalkyl, heterocycloalkyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylkynyl, cycloalkylalkyl, or heterocycloalkyl.

lalkynyl, cycloalkylalkyl, or heterocycloalkylalkyl;

wherein each of said C<sub>1-8</sub> alkyl, C<sub>1-8</sub> alkenyl, C<sub>1-8</sub> haloalkyl, C<sub>1-8</sub> alkoxy, aryloxy, heteroaryloxy, arylalkyloxy, heteroarylkynyl, heteroaryloxyalkyl, aryloxyalkyl, aryl, heteroaryl, cycloalkyl, heterocycloalkyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylalkynyl, cycloalkylalkyl, or heterocycloalkylalkyl is optionally substituted by

5 1, 2, or 3 halo, cyano, nitro, hydroxyl-(C<sub>1-6</sub> alkyl), aminoalkyl, dialkylaminoalkyl, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, OH, C<sub>1-8</sub> alkoxyalkyl, amino, C<sub>1-4</sub> alkylamino, C<sub>2-8</sub> dialkylamino, C(O)NR<sup>c</sup>R<sup>d</sup>, C(O)OR<sup>a</sup>, NR<sup>c</sup>C(O)R<sup>d</sup>, NR<sup>c</sup>S(O)<sub>2</sub>R<sup>d</sup>, (C<sub>1-4</sub> alkyl)sulfonyl, arylsulfonyl, aryl, heteroaryl, cycloalkyl, or heterocycloalkyl.

[0046] 12. The compound of claim 1 wherein -W-X-Y-Z is halo, cyano, C<sub>1-4</sub> cyanoalkyl, nitro, C<sub>1-4</sub> nitroalkyl, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, OH, (C<sub>1-4</sub> alkoxy)-C<sub>1-4</sub> alkyl, amino, C<sub>1-4</sub> alkylamino, C<sub>2-8</sub> dialkylamino, aryl, heteroaryl, cycloalkyl, heterocycloalkyl, arylalkyl, heteroarylalkyl, cycloalkylalkyl, or heterocycloalkylalkyl.

[0047] In some embodiments, -W-X-Y-Z is halo, C<sub>1-4</sub> alkyl, or C<sub>1-4</sub> alkoxy.

[0048] In some embodiments, -W'-X'-Y'-Z' is halo, OH, cyano, CHO, COOH, C(O)O-(C<sub>1-4</sub> alkyl), C(O)-(C<sub>1-4</sub> alkyl), SO<sub>2</sub>-(C<sub>1-4</sub> alkyl), C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkoxy or -L-R<sup>7</sup>, wherein said C<sub>1-4</sub> alkyl or C<sub>1-4</sub> alkoxy is optionally substituted by one or more halo, OH, COOH or C(O)O-(C<sub>1-4</sub> alkyl);

[0049] In some embodiments, -W'-X'-Y'-Z' is halo; C<sub>1-4</sub> alkyl; C<sub>1-4</sub> haloalkyl; OH; C<sub>1-4</sub> alkoxy; C<sub>1-4</sub> haloalkoxy; hydroxyalkyl; alkoxyalkyl; aryl; heteroaryl; aryl substituted by halo, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkoxy, aryl, heteroaryl, or aryloxy; or heteroaryl substituted by halo, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkoxy, aryl, or heteroaryl.

[0050] In some embodiments, -W'-X'-Y'-Z' are attached to the same atom and optionally form a 3-20 membered cycloalkyl or heterocycloalkyl group optionally substituted by 1, 2 or 3 -W"-X"-Y"-Z".

[0051] In some embodiments, -W"-X"-Y"-Z" is halo, cyano, C<sub>1-4</sub> cyanoalkyl, nitro, C<sub>1-4</sub> nitroalkyl, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, OH, (C<sub>1-4</sub> alkoxy)-C<sub>1-4</sub> alkyl, amino, C<sub>1-4</sub> alkylamino, C<sub>2-8</sub> dialkylamino, aryl, heteroaryl, cycloalkyl, heterocycloalkyl, arylalkyl, heteroarylalkyl, cycloalkylalkyl, or heterocycloalkylalkyl.

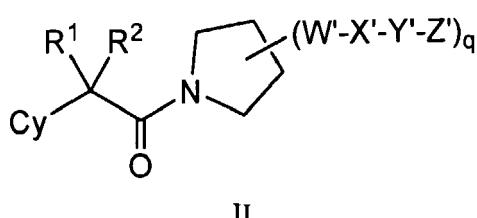
[0052] In some embodiments:

25 -W'-X'-Y'-Z' is halo, OH, cyano, CHO, COOH, C(O)O-(C<sub>1-4</sub> alkyl), C(O)-(C<sub>1-4</sub> alkyl), SO<sub>2</sub>-(C<sub>1-4</sub> alkyl), C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkoxy or -L-R<sup>7</sup>, wherein said C<sub>1-4</sub> alkyl or C<sub>1-4</sub> alkoxy is optionally substituted by one or more halo, OH, COOH or C(O)O-(C<sub>1-4</sub> alkyl);

L is absent, O, CH<sub>2</sub>, NH<sub>2</sub>, N[C(O)-(C<sub>1-4</sub> alkyl)]; and

30 R<sup>7</sup> is aryl or heteroaryl, each is optionally substituted by 1, 2, or 3 halo, OH, cyano, CHO, COOH, C(O)O-(C<sub>1-4</sub> alkyl), C(O)-(C<sub>1-4</sub> alkyl), SO<sub>2</sub>-(C<sub>1-4</sub> alkyl), SO<sub>2</sub>-NH(C<sub>1-4</sub> alkyl), C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> hydroxyalkyl, aryl, heteroaryl or aryloxy.

[0053] In some embodiments, the compounds of the invention have Formula II:



including pharmaceutically acceptable salts or prodrugs thereof, wherein constituent variables are defined herein above, and q is 0, 1, 2, 3 or 4.

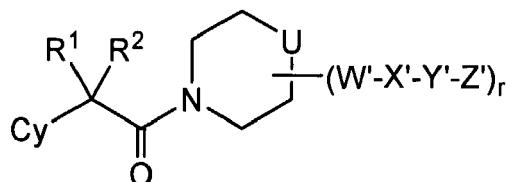
45 [0054] In some embodiments, Cy is aryl or heteroaryl, each optionally substituted by 1, 2, 3, 4 or 5-W-X-Y-Z.

[0055] In some embodiments, q is 1, 2, 3 or 4.

[0056] In some embodiments, q is 2, 3 or 4.

[0057] In some embodiments, two -W'-X'-Y'-Z' attached to the same atom form a 3-20 membered cycloalkyl or heterocycloalkyl group optionally substituted by 1, 2 or 3 -W"-X"-Y"-Z".

50 [0058] The present invention further provides compounds of Formula III:



10 or pharmaceutically acceptable salts or prodrugs thereof, wherein constituent variables are defined hereinabove; and r is 0, 1, 2, 3 or 4.

[0059] In some embodiments, when U is  $\text{CH}_2$ , then  $-\text{W}'\text{-X}'\text{-Y}'\text{-Z}'$  forms a group other than:



wherein:

25 V is  $\text{CH}_2\text{CH}_2$ ,  $\text{CH}=\text{CH}$ , or  $\text{CH}_2\text{O}$ ; and R is H, halo or  $\text{C}_{1-5}$  alkyl.

[0060] In some embodiments, when U is NH, Cy is substituted by at least one  $-\text{W}'\text{-X}'\text{-Y}'\text{-Z}'$ .

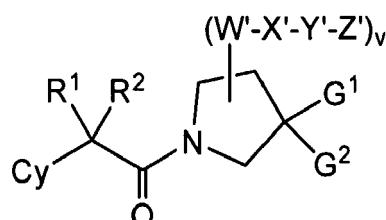
[0061] In some embodiments, r is 1, 2, 3 or 4.

[0062] In some embodiments, r is 2, 3 or 4.

[0063] In some embodiments, U is  $\text{CH}_2$ .

[0064] In some embodiments, two  $-\text{W}'\text{-X}'\text{-Y}'\text{-Z}'$  attached to the same atom form a 3-20 membered cycloalkyl or heterocycloalkyl group optionally substituted by 1, 2 or 3  $-\text{W}''\text{-X}''\text{-Y}''\text{-Z}''$ .

[0065] The present invention further provides compounds of Formula IV:



or pharmaceutically acceptable salts or prodrugs thereof, wherein constituent variables are defined hereinabove:

50  $\text{G}^1$  and  $\text{G}^2$  together with the carbon atom to which they are attached form a 3-20 membered cycloalkyl or heterocycloalkyl group optional substituted by 1, 2 or 3  $-\text{W}''\text{-X}''\text{-Y}''\text{-Z}''$ ; and v is 0, 1 or 2.

[0066] In some embodiments, v is 0.

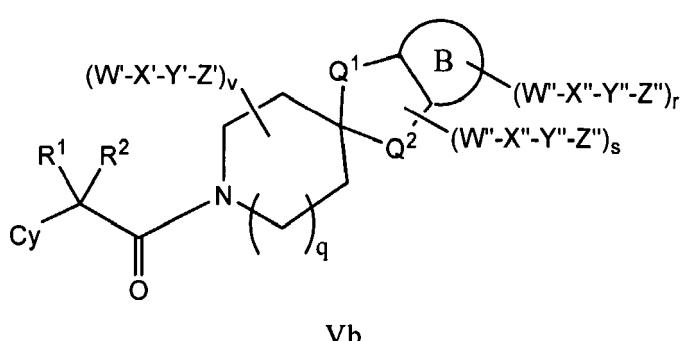
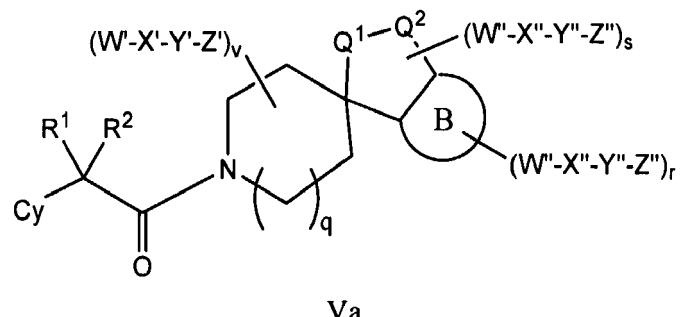
[0067] In some embodiments, v is 1.

[0068] In some embodiments,  $\text{G}^1$  and  $\text{G}^2$  together with the carbon atom to which they are attached form a 9-14 membered cycloalkyl or heterocycloalkyl group optional substituted by 1, 2 or 3  $-\text{W}''\text{-X}''\text{-Y}''\text{-Z}''$ .

[0069] In some embodiments,  $-\text{W}''\text{-X}''\text{-Y}''\text{-Z}''$  is halo, cyano,  $\text{C}_{1-4}$  cyanoalkyl, nitro,  $\text{C}_{1-4}$  nitroalkyl,  $\text{C}_{1-4}$  alkyl,  $\text{C}_{1-4}$  haloalkyl,  $\text{C}_{1-4}$  alkoxy,  $\text{C}_{1-4}$  haloalkoxy, OH,  $(\text{C}_{1-4}$  alkoxy)- $\text{C}_{1-4}$  alkyl, amino,  $\text{C}_{1-4}$  alkylamino,  $\text{C}_{2-8}$  dialkylamino, aryl,

heteroaryl, cycloalkyl, heterocycloalkyl, arylalkyl, heteroarylalkyl, cycloalkylalkyl, or heterocycloalkylalkyl.

[0070] The present invention further provides compounds of Formula Va or Vb:



or pharmaceutically acceptable salts or prodrugs thereof, wherein constituent variables are defined herein above:

30 ring B is a fused 5 or 6-membered aryl or heteroaryl group;  
 $Q^1$  is O, S, NH,  $CH_2$ , CO, CS, SO,  $SO_2$ ,  $OCH_2$ ,  $SCH_2$ ,  $NHCH_2$ ,  $CH_2CH_2$ ,  $CH=CH$ ,  $COCH_2$ , CONH, COO,  $SOCH_2$ ,  
 $SONH$ ,  $SO_2CH_2$ , or  $SO_2NH$ ;  
 $Q^2$  is O, S, NH,  $CH_2$ , CO, CS, SO,  $SO_2$ ,  $OCH_2$ ,  $SCH_2$ ,  $NHCH_2$ ,  $CH_2CH_2$ ,  $CH=CH$ ,  $COCH_2$ , CONH, COO,  $SOCH_2$ ,  
 $SONH$ ,  $SO_2CH_2$ , or  $SO_2NH$ ;  
35  $q$  is 0 or 1;  
 $v$  is 0, 1 or 2;  
 $r$  is 0, 1 or 2;  
 $s$  is 0, 1 or 2; and  
the sum of  $r$  and  $s$  is 0, 1 or 2.

40 [0071] In some embodiments,  $Q^1$  and  $Q^2$  are selected to form a 1-, 2-, or 3- atom spacer. In further embodiments,  $Q^1$  and  $Q^2$  when bonded together form a spacer group having other than an O-O or O-S ring-forming bond.  
[0072] In some embodiments,  $Q^1$  is O, S, NH,  $CH_2$  or CO, wherein each of said NH and  $CH_2$  is optionally substituted by  $-W''-X''-Y''-Z''$ .  
45 [0073] In some embodiments,  $Q^1$  is O, NH,  $CH_2$  or CO, wherein each of said NH and  $CH_2$  is optionally substituted by  $-W''-X''-Y''-Z''$ .  
[0074] In some embodiments,  $Q^2$  is O, S, NH,  $CH_2$ , CO, or  $SO_2$ , wherein each of said NH and  $CH_2$  is optionally substituted by  $-W''-X''-Y''-Z''$ .  
50 [0075] In some embodiments, one of  $Q^1$  and  $Q^2$  is O and the other is CO or CONH, wherein said CONH is optionally substituted by  $-W''-X''-Y''-Z''$ .  
[0076] In some embodiments, one of  $Q^1$  and  $Q^2$  is CO and the other is O, NH, or  $CH_2$ , and wherein each of said NH and  $CH_2$  is optionally substituted by  $-W''-X''-Y''-Z''$ .  
55 [0077] In some embodiments, one of  $Q^1$  and  $Q^2$  is  $CH_2$  and the other is O, S, NH, or  $CH_2$ , and wherein each of said NH and  $CH_2$  is optionally substituted by  $-W''-X''-Y''-Z''$ .  
[0078] In some embodiments, one of  $Q^1$  and  $Q^2$  is CO.  
[0079] In some embodiments, the compound has Formula Va wherein one of  $Q^1$  and  $Q^2$  is CO and the other is O, NH, or  $CH_2$ , and wherein each of said NH and  $CH_2$  is optionally substituted by  $-W''-X''-Y''-Z''$ .  
60 [0080] In some embodiments, the compound has Formula Va wherein one of  $Q^1$  and  $Q^2$  is  $CH_2$  and the other is O,

S, NH, or CH<sub>2</sub>, and wherein each of said NH and CH<sub>2</sub> is optionally substituted by -W"-X"-Y"-Z".

[0081] In some embodiments, the compound has Formula Vb wherein one of Q<sup>1</sup> and Q<sup>2</sup> is CO.

[0082] In some embodiments, the compound has Formula Va.

[0083] In some embodiments, the compound has Formula Vb.

5 [0084] In some embodiments, ring B is phenyl or pyridyl.

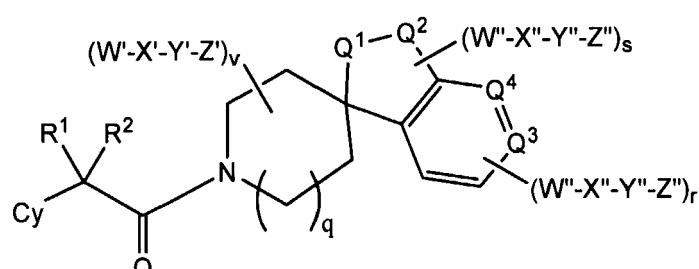
[0085] In some embodiments, ring B is phenyl.

[0086] In some embodiments, r is 0.

[0087] In some embodiments, r is 0 or 1.

[0088] In some embodiments, s is 0 or 1.

10 [0089] The present invention further provides compounds of Formula VI:



VI

pharmaceutically acceptable salt forms and prodrugs thereof, wherein constituent variables are defined hereinabove, and Q<sup>3</sup> and Q<sup>4</sup> are each, independently, CH or N.

25 [0090] In some embodiments, Q<sup>3</sup> is CH optionally substituted by -W"-X"-Y"-Z".

[0091] In some embodiments, Q<sup>3</sup> is N.

[0092] In some embodiments, Q<sup>4</sup> is CH optionally substituted by -W"-X"-Y"-Z".

[0093] In some embodiments, Q<sup>4</sup> is N.

30 [0094] In some embodiments, Q<sup>3</sup> is CH and Q<sup>4</sup> is CH, each optionally substituted by -W"-X"-Y"-Z".

[0095] In some embodiments, Q<sup>3</sup> is CH and Q<sup>4</sup> is N, wherein said Q<sup>3</sup> is optionally substituted by -W"-X"-Y"-Z".

[0096] In some embodiments, Q<sup>3</sup> is N and Q<sup>4</sup> is CH optionally substituted by -W"-X"-Y"-Z".

[0097] In some embodiments, Q<sup>1</sup> is O, NH, CH<sub>2</sub> or CO, wherein each of said NH and CH<sub>2</sub> is optionally substituted by -W"-X"-Y"-Z".

35 [0098] In some embodiments, Q<sup>2</sup> is O, S, NH, CH<sub>2</sub>, CO, or SO<sub>2</sub>, wherein each of said NH and CH<sub>2</sub> is optionally substituted by -W"-X"-Y"-Z".

[0099] In some embodiments, one of Q<sup>1</sup> and Q<sup>2</sup> is CO and the other is O, NH, or CH<sub>2</sub>, wherein each of said NH and CH<sub>2</sub> is optionally substituted by -W"-X"-Y"-Z".

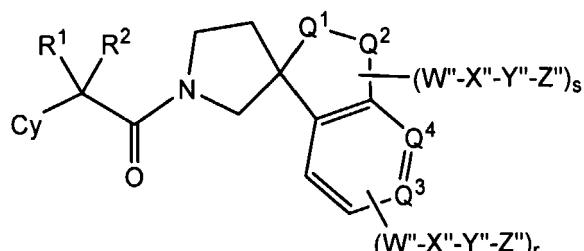
40 [0100] In some embodiments, one of Q<sup>1</sup> and Q<sup>2</sup> is CH<sub>2</sub> and the other is O, S, NH, or CH<sub>2</sub>, wherein each of said NH and CH<sub>2</sub> is optionally substituted by -W"-X"-Y"-Z".

[0101] In some embodiments, one of Q<sup>1</sup> and Q<sup>2</sup> is O and the other is CO or CONH, wherein said CONH is optionally substituted by -W"-X"-Y"-Z".

[0102] In some embodiments, r is 0 or 1.

[0103] In some embodiments, s is 0 or 1.

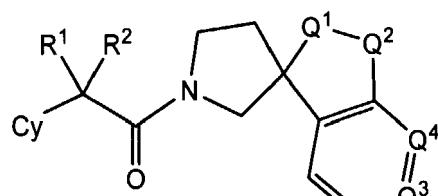
45 [0104] The present invention further provides compounds of Formula VII:



VII;

pharmaceutically acceptable salts and prodrugs thereof, wherein constituent variables are defined hereinabove.

[0105] The present invention further provides compounds of having Formula VIII:



VIII;

pharmaceutically acceptable salts and prodrugs thereof, wherein constituent variables are defined hereinabove.

[0106] In some embodiments, Q<sup>1</sup> is O, NH, CH<sub>2</sub> or CO, wherein each of said NH and CH<sub>2</sub> is optionally substituted by -W"-X"-Y"-Z".

[0107] In some embodiments, Q<sup>2</sup> is O, S, NH, CH<sub>2</sub>, CO, or SO<sub>2</sub>, wherein each of said NH and CH<sub>2</sub> is optionally substituted by -W"-X"-Y"-Z".

[0108] In some embodiments, one of Q<sup>1</sup> and Q<sup>2</sup> is CO and the other is O, NH, or CH<sub>2</sub>, wherein each of said NH and CH<sub>2</sub> is optionally substituted by -W"-X"-Y"-Z".

[0109] In some embodiments, one of Q<sup>1</sup> and Q<sup>2</sup> is CH<sub>2</sub> and the other is O, S, NH, or CH<sub>2</sub>, wherein each of said NH and CH<sub>2</sub> is optionally substituted by -W"-X"-Y"-Z".

[0110] In some embodiments, one of Q<sup>1</sup> and Q<sup>2</sup> is O and the other is CO or CONH, wherein said CONH is optionally substituted by -W"-X"-Y"-Z".

[0111] In some embodiments, Q<sup>3</sup> is CH optionally substituted by -W"-X"-Y"-Z".

[0112] In some embodiments, Q<sup>3</sup> is N.

[0113] In some embodiments, Q<sup>4</sup> is CH optionally substituted by -W"-X"-Y"-Z".

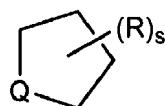
[0114] In some embodiments, Q<sup>4</sup> is N.

[0115] In some embodiments, r is 0 or 1.

[0116] In some embodiments, s is 0 or 1.

30 [0117] At various places in the present specification, substituents of compounds of the invention are disclosed in groups or in ranges. It is specifically intended that the invention include each and every individual subcombination of the members of such groups and ranges. For example, the term "C<sub>1-6</sub> alkyl" is specifically intended to individually disclose methyl, ethyl, C<sub>3</sub> alkyl, C<sub>4</sub> alkyl, C<sub>5</sub> alkyl, and C<sub>6</sub> alkyl.

[0118] For compounds of the invention in which a variable appears more than once, each variable can be a different moiety selected from the Markush group defining the variable. For example, where a structure is described having two R groups that are simultaneously present on the same compound; the two R groups can represent different moieties selected from the Markush group defined for R. In another example, when an optionally multiple substituent is designated in the form:



45 then it is understood that substituent R can occur s number of times on the ring, and R can be a different moiety at each occurrence. Further, in the above example, should the variable Q be defined to include hydrogens, such as when Q is said to be CH<sub>2</sub>, NH, etc., any floating substituent such as R in the above example, can replace a hydrogen of the Q variable as well as a hydrogen in any other non-variable component of the ring.

[0119] It is further intended that the compounds of the invention are stable. As used herein "stable" refers to a compound that is sufficiently robust to survive isolation to a useful degree of purity from a reaction mixture, and preferably capable of formulation into an efficacious therapeutic agent.

[0120] It is further appreciated that certain features of the invention, which are, for clarity, described in the context of separate embodiments, can also be provided in combination in a single embodiment. Conversely, various features of the invention which are, for brevity, described in the context of a single embodiment, can also be provided separately or in any suitable subcombination.

[0121] As used herein, the term "alkyl" is meant to refer to a saturated hydrocarbon group which is straight-chained or branched. Example alkyl groups include methyl (Me), ethyl (Et), propyl (e.g., n-propyl and isopropyl), butyl (e.g., n-butyl, isobutyl, t-butyl), pentyl (e.g., n-pentyl, isopentyl, neopentyl), and the like. An alkyl group can contain from 1 to

about 20, from 2 to about 20, from 1 to about 10, from 1 to about 8, from 1 to about 6, from 1 to about 4, or from 1 to about 3 carbon atoms. The term "alkylenyl" refers to a divalent alkyl linking group.

[0122] As used herein, "alkenyl" refers to an alkyl group having one or more double carbon-carbon bonds. Example alkenyl groups include ethenyl, propenyl, cyclohexenyl, and the like. The term "alkenyl" refers to a divalent linking alkenyl group. An example C<sub>1</sub> alkenylenyl is -CH=.

[0123] As used herein, "alkynyl" refers to an alkyl group having one or more triple carbon-carbon bonds. Example alkynyl groups include ethynyl, propynyl, and the like. The term "alkynyl" refers to a divalent linking alkynyl group.

[0124] As used herein, "haloalkyl" refers to an alkyl group having one or more halogen substituents. Example haloalkyl groups include CF<sub>3</sub>, C<sub>2</sub>F<sub>5</sub>, CHF<sub>2</sub>, CCl<sub>3</sub>, CHCl<sub>2</sub>, C<sub>2</sub>Cl<sub>5</sub>, and the like.

[0125] As used herein, "aryl" refers to monocyclic or polycyclic (e.g., having 2, 3 or 4 fused rings) aromatic hydrocarbons such as, for example, phenyl, naphthyl, anthracenyl, phenanthrenyl, indanyl, indenyl, and the like. In some embodiments, aryl groups have from 6 to about 20 carbon atoms.

[0126] As used herein, "cycloalkyl" refers to non-aromatic cyclic hydrocarbons including cyclized alkyl, alkenyl, and alkynyl groups. Cycloalkyl groups can include mono- or polycyclic (e.g., having 2, 3 or 4 fused rings) ring systems as well as 2-ring, 3-ring, 4-ring spiro system (e.g., having 8 to 20 ring-forming atoms). Example cycloalkyl groups include cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, cycloheptyl, cyclopentenyl, cyclohexenyl, cyclohexadienyl, cycloheptatrienyl, norbornyl, norpinyl, norcanyl, adamanyl, and the like. Also included in the definition of cycloalkyl are moieties that have one or more aromatic rings fused (i.e., having a bond in common with) to the cycloalkyl ring, for example, benzo, prido or thieno derivatives of pentane, pentene, hexane, and the like. Carbon atoms of the cycloalkyl group can be optionally oxidized, e. g. bear an oxo or sulfido group to form CO or CS.

[0127] As used herein, "heteroaryl" groups refer to an aromatic heterocycle having at least one heteroatom ring member such as sulfur, oxygen, or nitrogen. Heteroaryl groups include monocyclic and polycyclic (e.g., having 2, 3 or 4 fused rings) systems. Examples of heteroaryl groups include without limitation, pyridyl, N-oxypyridyl, pyrimidinyl, pyrazinyl, pyridazinyl, triazinyl, furyl, quinolyl, isoquinolyl, thienyl, imidazolyl, thiazolyl, indolyl, pyrrol, oxazolyl, benzofuryl, benzothienyl, benzthiazolyl, isoxazolyl, pyrazolyl, triazolyl, tetrazolyl, indazolyl, 1,2,4-thiadiazolyl, isothiazolyl, benzothienyl, purinyl, carbazolyl, benzimidazolyl, indolinyl, and the like. In some embodiments, the heteroaryl group has from 1 to about 20 carbon atoms, and in further embodiments from about 3 to about 20 carbon atoms. In some embodiments, the heteroaryl group contains 3 to about 14, 3 to about 7, or 5 to 6 ring-forming atoms. In some embodiments, the heteroaryl group has 1 to about 4, 1 to about 3, or 1 to 2 heteroatoms.

[0128] As used herein, "heterocycloalkyl" refers to non-aromatic heterocycles including cyclized alkyl, alkenyl, and alkynyl groups where one or more of the ring-forming carbon atoms is replaced by a heteroatom such as an O, N, or S atom. Also included in the definition of heterocycloalkyl are moieties that have one or more aromatic rings fused (i.e., having a bond in common with) to the nonaromatic heterocyclic ring, for example phthalimidyl, naphthalimidyl, and benzo derivatives of heterocycles such as indolene and isoindolene groups. Heterocycloalkyl groups can be mono- or polycyclic (e.g., having 2, 3, 4 or more fused rings or having a 2-ring, 3-ring, 4-ring spiro system (e.g., having 8 to 20 ring-forming atoms)). Heteroatoms or carbon atoms of the heterocycloalkyl group can be optionally oxidized, e. g., bearing one or two oxo or sulfido groups to form SO, SO<sub>2</sub>, CO, NO, etc. In some embodiments, the heterocycloalkyl group has from 1 to about 20 carbon atoms, and in further embodiments from about 3 to about 20 carbon atoms. In some embodiments, the heterocycloalkyl group contains 3 to about 14, 3 to about 7, or 5 to 6 ring-forming atoms. In some embodiments, the heterocycloalkyl group has 1 to about 4, 1 to about 3, or 1 to 2 heteroatoms. In some embodiments, the heterocycloalkyl group contains 0 to 3 double bonds. In some embodiments, the heterocycloalkyl group contains 0 to 2 triple bonds. Example "heterocycloalkyl" groups include morpholino, thiomorpholino, piperazinyl, tetrahydrofuranyl, tetrahydrothienyl, 2,3-dihydrobenzofuryl, 1,3-benzodioxole, benzo-1,4-dioxane, piperidinyl, pyrrolidinyl, isoxazolidinyl, isothiazolidinyl, pyrazolidinyl, oxazolidinyl, thiazolidinyl, imidazolidinyl, as well as radicals of 3H-isobenzofuran-1-one, 1,3-dihydro-isobenzofuran, 2,3-dihydro-benzo[d]isothiazole 1,1-dioxide, and the like.

[0129] As used herein, "halo" or "halogen" includes fluoro, chloro, bromo, and iodo.

[0130] As used herein, "alkoxy" refers to an -O-alkyl group. Example alkoxy groups include methoxy, ethoxy, propoxy (e.g., n-propoxy and isopropoxy), t-butoxy, and the like.

[0131] As used here, "haloalkoxy" refers to an -O-haloalkyl group. An example haloalkoxy group is OCF<sub>3</sub>.

[0132] As used herein, "arylalkyl" refers to alkyl substituted by aryl and "cycloalkylalkyl" refers to alkyl substituted by cycloalkyl. An example arylalkyl group is benzyl.

[0133] As used herein, "amino" refers to NH<sub>2</sub>.

[0134] As used herein, "alkylamino" refers to an amino group substituted by an alkyl group.

[0135] As used herein, "dialkylamino" refers to an amino group substituted by two alkyl groups.

[0136] The compounds described herein can be asymmetric (e.g., having one or more stereocenters). All stereoisomers, such as enantiomers and diastereomers, are intended unless otherwise indicated. Compounds of the present invention that contain asymmetrically substituted carbon atoms can be isolated in optically active or racemic forms. Methods on how to prepare optically active forms from optically active starting materials are known in the art, such as

by resolution of racemic mixtures or by stereoselective synthesis. Many geometric isomers of olefins, C=N double bonds, and the like can also be present in the compounds described herein, and all such stable isomers are contemplated in the present invention. Cis and trans geometric isomers of the compounds of the present invention are described and may be isolated as a mixture of isomers or as separated isomeric forms.

**[0137]** Resolution of racemic mixtures of compounds can be carried out by any of numerous methods known in the art. An example method includes fractional recrystallization using a "chiral resolving acid" which is an optically active, salt-forming organic acid. Suitable resolving agents for fractional recrystallization methods are, for example, optically active acids, such as the D and L forms of tartaric acid, diacetyl tartaric acid, dibenzoyl tartaric acid, mandelic acid, malic acid, lactic acid or the various optically active camphorsulfonic acids such as  $\beta$ -camphorsulfonic acid. Other resolving agents suitable for fractional crystallization methods include stereoisomerically pure forms of  $\alpha$ -methylbenzylamine (e.g., S and R forms, or diastereomerically pure forms), 2-phenylglycinol, norephedrine, ephedrine, N-methylephedrine, cyclohexylethylamine, 1,2-diaminocyclohexane, and the like.

**[0138]** Resolution of racemic mixtures can also be carried out by elution on a column packed with an optically active resolving agent (e.g., dinitrobenzoylphenylglycine). Suitable elution solvent composition can be determined by one skilled in the art.

**[0139]** Compounds of the invention also include tautomeric forms, such as keto-enol tautomers.

**[0140]** Compounds of the invention can also include all isotopes of atoms occurring in the intermediates or final compounds. Isotopes include those atoms having the same atomic number but different mass numbers. For example, isotopes of hydrogen include tritium and deuterium.

**[0141]** The phrase "pharmaceutically acceptable" is employed herein to refer to those compounds, materials, compositions, and/or dosage forms which are, within the scope of sound medical judgement, suitable for use in contact with the tissues of human beings and animals without excessive toxicity, irritation, allergic response, or other problem or complication, commensurate with a reasonable benefit/risk ratio.

**[0142]** The present invention also includes pharmaceutically acceptable salts of the compounds described herein. As used herein, "pharmaceutically acceptable salts" refers to derivatives of the disclosed compounds wherein the parent compound is modified by converting an existing acid or base moiety to its salt form. Examples of pharmaceutically acceptable salts include, but are not limited to, mineral or organic acid salts of basic residues such as amines; alkali or organic salts of acidic residues such as carboxylic acids; and the like. The pharmaceutically acceptable salts of the present invention include the conventional non-toxic salts or the quaternary ammonium salts of the parent compound formed, for example, from non-toxic inorganic or organic acids. The pharmaceutically acceptable salts of the present invention can be synthesized from the parent compound which contains a basic or acidic moiety by conventional chemical methods. Generally, such salts can be prepared by reacting the free acid or base forms of these compounds with a stoichiometric amount of the appropriate base or acid in water or in an organic solvent, or in a mixture of the two; generally, nonaqueous media like ether, ethyl acetate, ethanol, isopropanol, or acetonitrile are preferred. Lists of suitable salts are found in Remington's Pharmaceutical Sciences, 17th ed., Mack Publishing Company, Easton, Pa., 1985, p. 1418 and Journal of Pharmaceutical Science, 66, 2 (1977), each of which is incorporated herein by reference in its entirety.

**[0143]** The present invention also includes prodrugs of the compounds described herein. As used herein, "prodrugs" refer to any covalently bonded carriers which release the active parent drug when administered to a mammalian subject. Prodrugs can be prepared by modifying functional groups present in the compounds in such a way that the modifications are cleaved, either in routine manipulation or *in vivo*, to the parent compounds. Prodrugs include compounds wherein hydroxyl, amino, sulfhydryl, or carboxyl groups are bonded to any group that, when administered to a mammalian subject, cleaves to form a free hydroxyl, amino, sulfhydryl, or carboxyl group respectively. Examples of prodrugs include, but are not limited to, acetate, formate and benzoate derivatives of alcohol and amine functional groups in the compounds of the invention. Preparation and use of prodrugs is discussed in T. Higuchi and V. Stella, "Pro-drugs as Novel Delivery Systems," Vol. 14 of the A.C.S. Symposium Series, and in Bioreversible Carriers in Drug Design, ed. Edward B. Roche, American Pharmaceutical Association and Pergamon Press, 1987, both of which are hereby incorporated by reference in their entirety.

### Synthesis

**[0144]** The novel compounds of the present invention can be prepared in a variety of ways known to one skilled in the art of organic synthesis. The compounds of the present invention can be synthesized using the methods as hereinafter described below, together with synthetic methods known in the art of synthetic organic chemistry or variations thereon as appreciated by those skilled in the art.

**[0145]** The compounds of this invention can be prepared from readily available starting materials using the following general methods and procedures. It will be appreciated that where typical or preferred process conditions (i.e., reaction temperatures, times, mole ratios of reactants, solvents, pressures, etc.) are given; other process conditions can also be used unless otherwise stated. Optimum reaction conditions may vary with the particular reactants or solvent used, but

such conditions can be determined by one skilled in the art by routine optimization procedures.

[0146] The processes described herein can be monitored according to any suitable method known in the art. For example, product formation can be monitored by spectroscopic means, such as nuclear magnetic resonance spectroscopy (e.g.,  $^1\text{H}$  or  $^{13}\text{C}$ ) infrared spectroscopy, spectrophotometry (e.g., UV-visible), or mass spectrometry, or by chromatography such as high performance liquid chromatography (HPLC) or thin layer chromatography.

[0147] Preparation of compounds can involve the protection and deprotection of various chemical groups. The need for protection and deprotection, and the selection of appropriate protecting groups can be readily determined by one skilled in the art. The chemistry of protecting groups can be found, for example, in Greene, et al., *Protective Groups in Organic Synthesis*, 2d. Ed., Wiley & Sons, 1991, which is incorporated herein by reference in its entirety.

[0148] The reactions of the processes described herein can be carried out in suitable solvents which can be readily selected by one of skill in the art of organic synthesis. Suitable solvents can be substantially nonreactive with the starting materials (reactants), the intermediates, or products at the temperatures at which the reactions are carried out, i.e., temperatures which can range from the solvent's freezing temperature to the solvent's boiling temperature. A given reaction can be carried out in one solvent or a mixture of more than one solvent. Depending on the particular reaction step, suitable solvents for a particular reaction step can be selected.

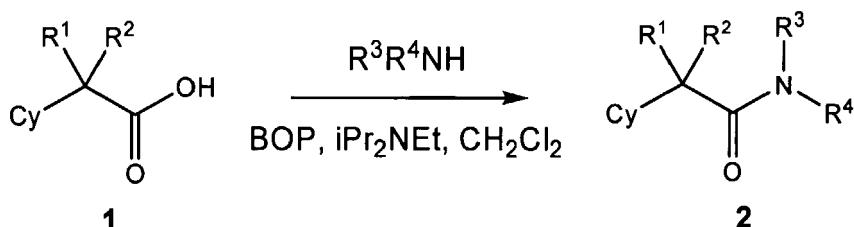
[0149] The compounds described herein can be asymmetric (e.g., having one or more stereocenters). All stereoisomers, such as enantiomers and diastereomers, are intended unless otherwise indicated. Compounds of the present invention that contain asymmetrically substituted carbon atoms can be isolated in optically active or racemic forms. Methods on how to prepare optically active forms from optically active starting materials are known in the art, such as by resolution of racemic mixtures or by stereoselective synthesis.

[0150] Resolution of racemic mixtures of compounds can be carried out by any of numerous methods known in the art. An example method includes fractional recrystallization using a "chiral resolving acid" which is an optically active, salt-forming organic acid. Suitable resolving agents for fractional recrystallization methods are, for example, optically active acids, such as the D and L forms of tartaric acid, diacetyl tartaric acid, dibenzoyltartaric acid, mandelic acid, malic acid, lactic acid or the various optically active camphorsulfonic acids. Resolution of racemic mixtures can also be carried out by elution on a column packed with an optically active resolving agent (e.g., dinitrobenzoylphenylglycine). Suitable elution solvent composition can be determined by one skilled in the art.

[0151] The compounds of the invention can be prepared, for example, using the reaction pathways and techniques as described below.

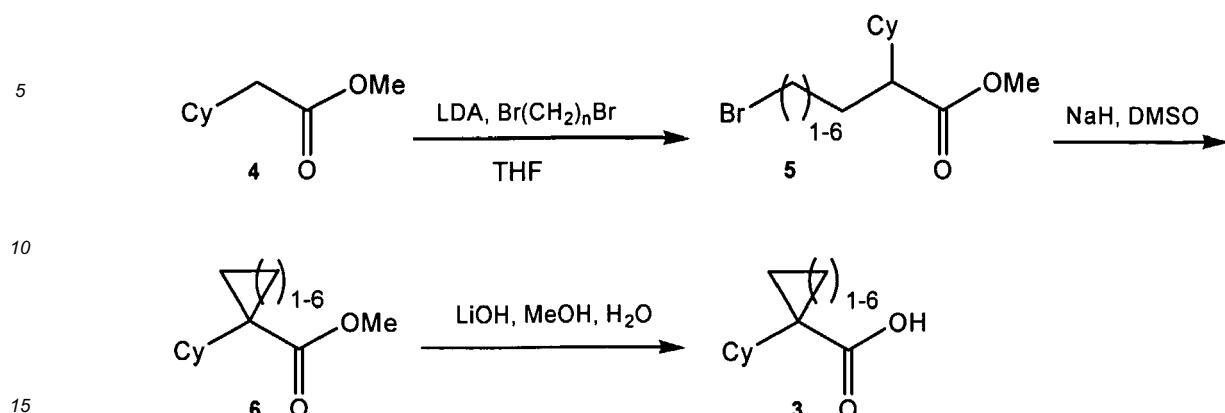
[0152] A series of cycloalkylcarboxamides of formula **2** can be prepared by the method outlined in Scheme 1. The carboxylic acids **1** can be coupled to an amine using coupling reagents such as BOP to provide the desired product **2**.

Scheme 1



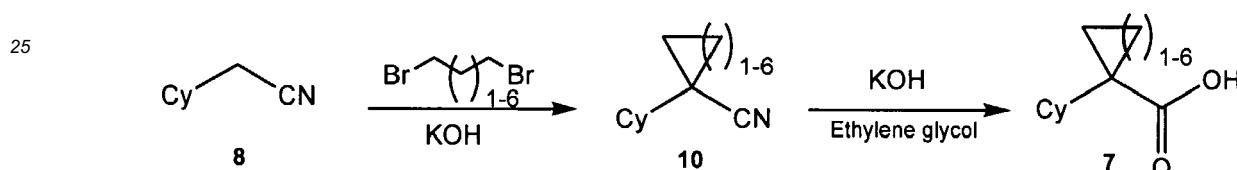
[0153] A series of cycloalkylcarboxylic acids formula **3** can be prepared by the method outlined in Scheme 2. Monoalkylation of alpha-substituted methyl **4** with an alkylidenehalide such as ethylene bromide, 1,3-dibromopropane, and 1,4-dibromobutane provides mono-alkylated product **5**, followed by treatment with either 1) sodium hydride in DMSO or DMF or 2) LDA in THF provides the cycloalkylcarboxylic acid esters **6**. Hydrolysis of **6** gives the corresponding acid **3**.

**Scheme 2**



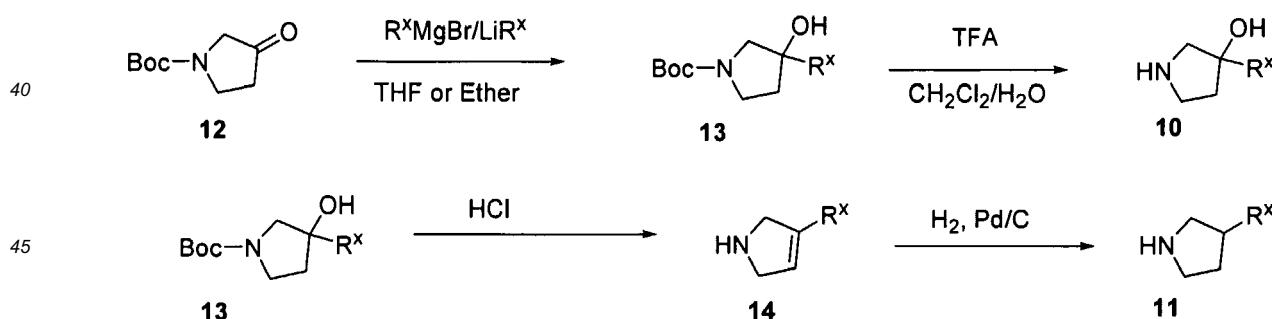
**[0154]** Alternatively, a series of cycloalkylcarboxylic acids of formula 7 can be prepared from the corresponding nitrile as exemplified in Scheme 3. Alpha-substituted acetonitrile 8 can be treated with potassium hydroxide and alkylenedihalides such as 1,3-dibromopropane to provide substituted cycloalkylcarbonitriles 10, which is then followed by hydrolysis to afford the desired cycloalkylcarboxylic acid 7.

### Scheme 3



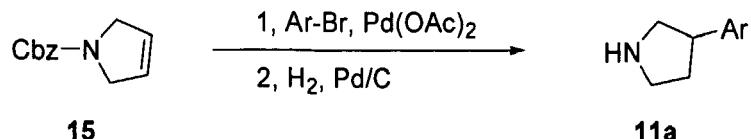
A series of 3-substituted pyrrolidines **10** and **11** can be prepared by the method outlined in Scheme 4 ( $R^X$  can be, for example, alkyl or cycloalkyl). Compound **12** can be treated with organolithium or Grignard reagent to provide alcohol **13**. The Boc protecting group of **13** can be removed by treating with TFA to give 3-substituted pyrrolidine **10**. Alternatively, **13** can be treated with HCl to provide the alkene **14**, followed by the dehydrogenation to give 3-substituted pyrrolidine **11**.

**Scheme 4**



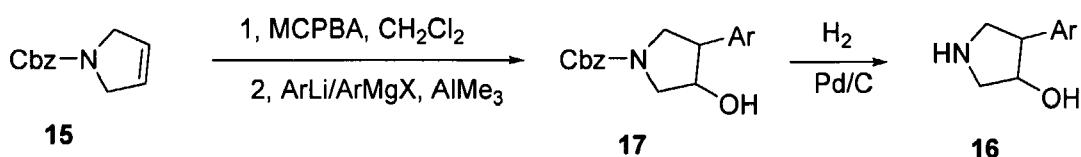
**[0155]** A series of 3-substituted pyrrolidines **11a** can be prepared by the method outlined in Scheme 5 (Ar can be, for example, aryl or heteroaryl). Palladium catalyzed Heck coupling reaction of alkene **15** with arylbromides or heteroaryl-bromides, followed by hydrogenation directly provides the desired 3-substituted pyrrolidine **11a** (Ho, C. et al Tetrahedron Lett. 2004, 45, 4113).

Scheme 5



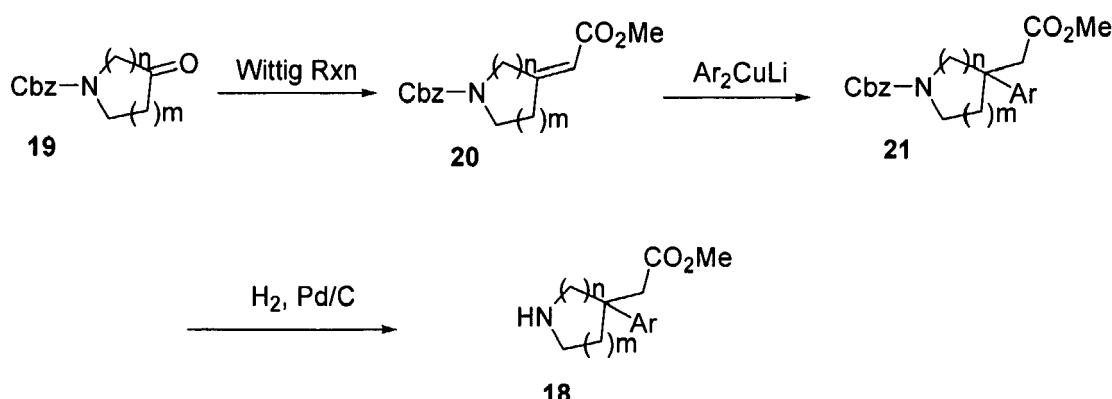
[0156] A series of 3-hydroxyl, 4-substituted pyrrolidines **16** can be prepared by the method outlined in Scheme 6 (Ar can be, for example, aryl or heteroaryl; X can be halo). Alkene **15** can be reacted with MCPBA to provide the epoxide **17**, followed by treatment with organolithium and Lewis acid, such as  $Al(Me)_3$ , to give the desired 3-hydroxyl, 4-substituted pyrrolidine **16**.

Scheme 6



[0157] A series of di-substituted pyrrolidines or piperidines **18** are prepared by the method outlined in Scheme 7 (Ar is, for example, aryl or heteroaryl; n is 1 or 2 and m is 1 or 2). Ketone **19** can be treated with a Wittig reagent to provide vinyl compound **20**, followed by reacting with  $Ar_2CuLi$  to provide the addition product **21**. The Cbz protecting group of **21** can be removed by hydrogenation to provide the desired disubstituted pyrrolidine or disubstituted piperidine **18**.

Scheme 7

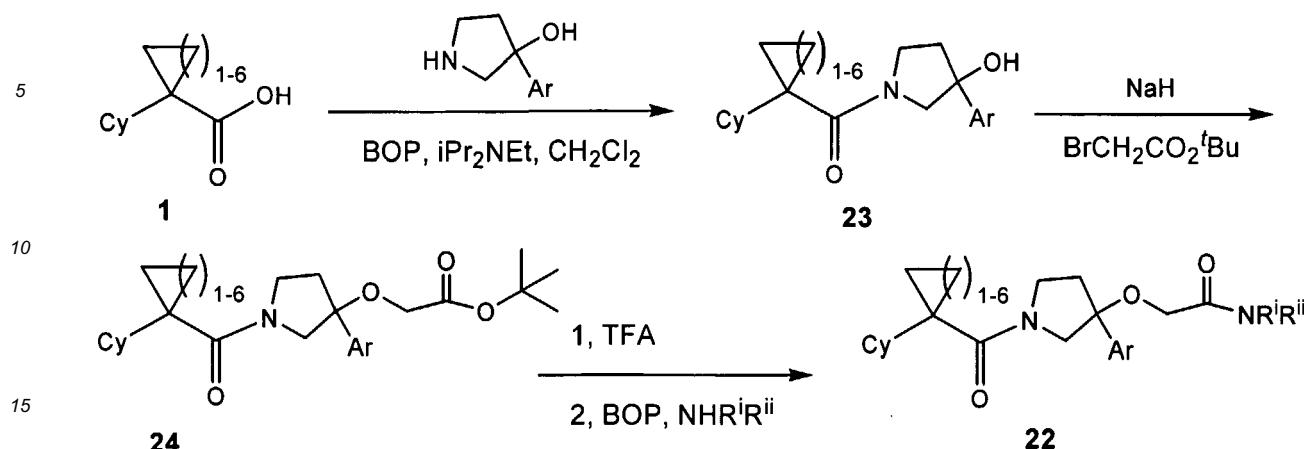


[0158] A series of compounds **22** can be prepared by the method outlined in Scheme 8 (Ar is, for example, aryl or heteroaryl; and  $NR^iR^{ii}$  is, for example, amine, alkylamine, dialkylamine and derivatives thereof). The carboxylic acid **1** can be coupled with an amino alcohol using BOP or other amide bond formation reagents to provide the coupled product **23**. The hydroxyl group of the coupled product **23** can be alkylated with 2-bromoacetate to give compound **24** and the tert-butyl group of **24** can be removed by treatment with TFA, followed by a standard coupling reaction with a variety of amines to give compounds **22**.

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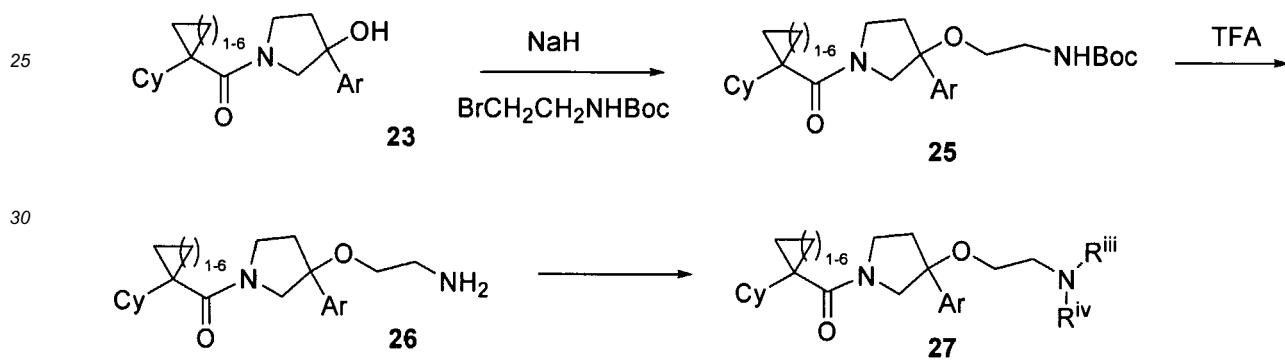
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Scheme 8



[0159] According to Scheme 9 (Ar is, for example, aryl or heteroaryl), the hydroxyl group of **23** can be alkylated with protected 2-amino ethyl bromide to give compound **25**. The protecting group of **25** can be removed by TFA. The resulting free amino group of compound **26** can be converted into a variety of analogs **27** by methods known to those skilled in the art.

Scheme 9



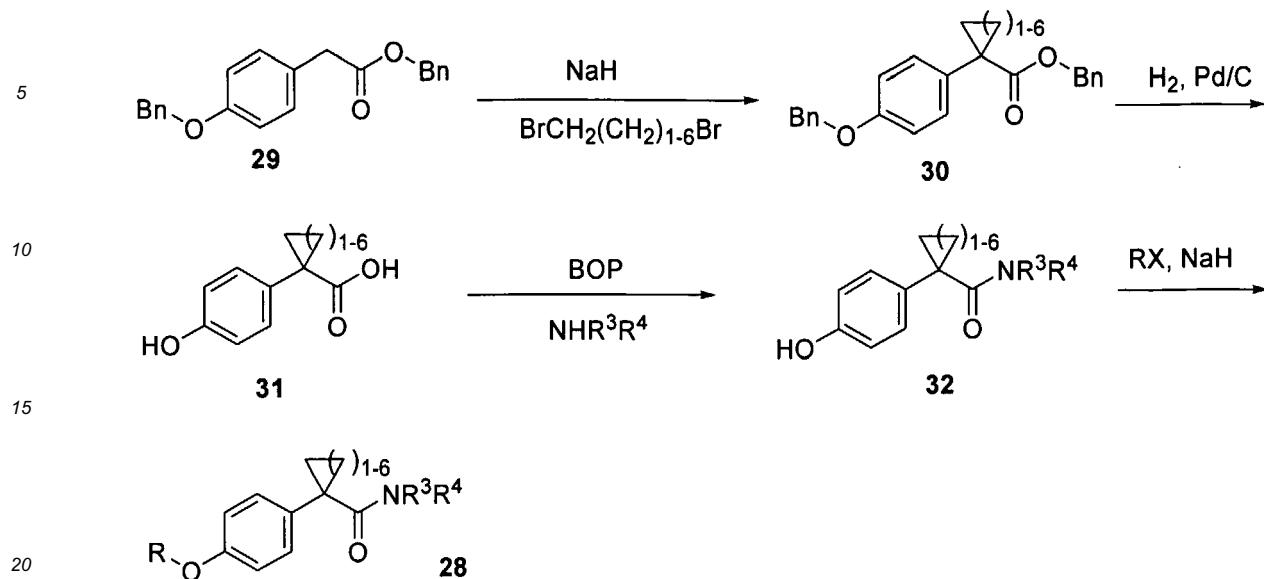
[0160] A series of compounds **28** can be prepared by the method outlined in Scheme 10. Compound **29** can be treated with alkylidihalides such as 1,2-dibromoethane or a similar reagent to give the desired cycloalkyl product **30**. Both benzyl (Bn) groups of **30** can be removed by hydrogenation to give the deprotected compound **31**. Treatment with cyclic amines NHR<sup>3</sup>R<sup>4</sup> can provide amides of formula **32**. The free hydroxyl group of **32** can be converted to a variety of ether analogs **28** by methods known to those skilled in the art such as by substitution reactions employing base (e.g., NaH) and electrophile (RX where R is alkyl, cycloalkyl, etc. and X is halo or other leaving group).

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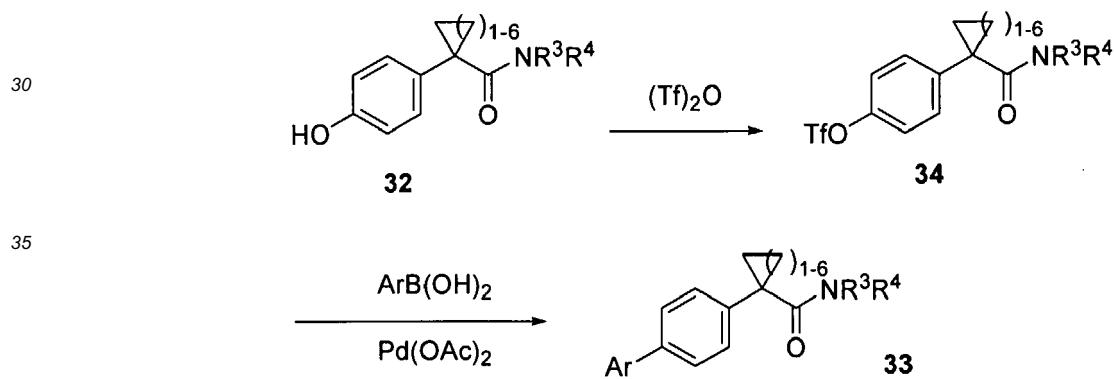
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Scheme 10



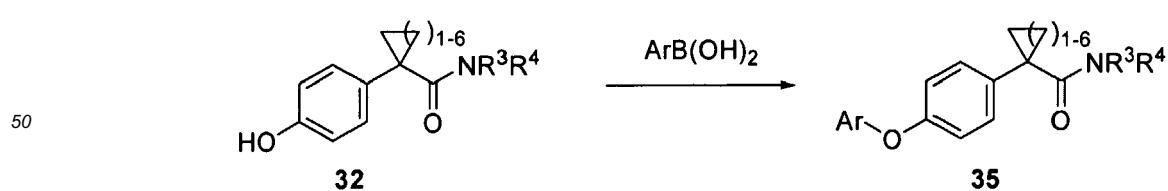
[0161] A series of compounds **33** can be prepared by the method outlined in Scheme 11 (Ar is, for example, aryl or heteroaryl or derivatives thereof). The free hydroxyl group of **32** can be protected to yield **34**, which then can undergo Pd catalyzed coupling to provide compounds **33**.

Scheme 11



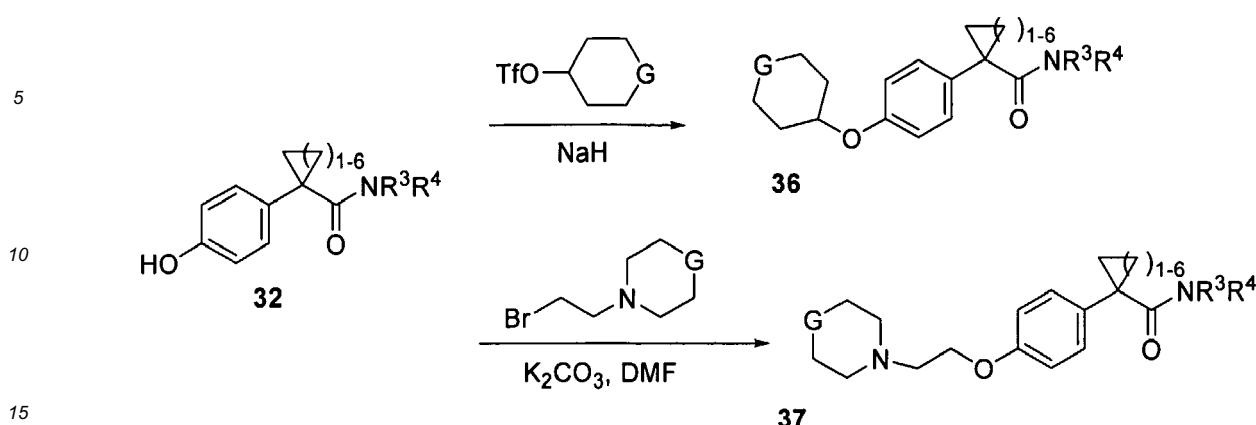
[0162] A series of compounds **35** can be prepared by the method outlined in Scheme 12 (Ar can be, for example, aryl or heteroaryl or derivatives thereof). The free phenol group of **32** can be coupled with ArB(OH)2 directly to provide the aryl or heteroaryl ether coupling product **35** (Bolm, C. et al. J. Org. Chem. 2005, 70, 2346).

Scheme 12



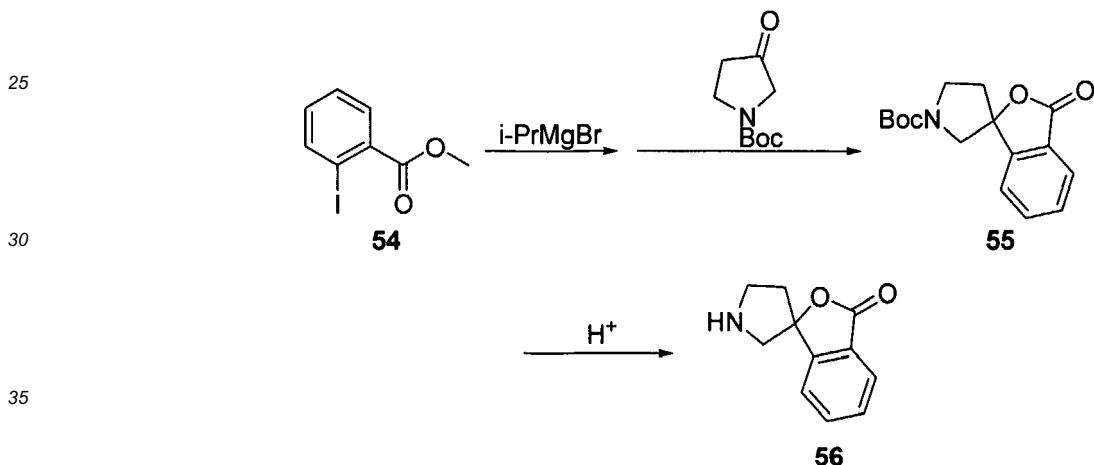
[0163] A series of 4-heterocyclo-substituted ether compounds **36** and **37** can be prepared by the method outlined in Scheme 13 (G is, e.g., O, NBoc, NMe, etc.). The free phenol of **32** can be treated with a variety of heterocycloalkylalkyl triflates or heterocycloalkylalkyl halides to provide 4-heterocycloalkyl-substituted ether compounds **36** and **37**, respectively.

Scheme 13



[0164] Spiro-pyrrolidines **56** can be prepared according to Scheme 14. Halogen metal exchange between aryl iodide **54** and isopropylmagnesium bromide followed by reaction with *N*-Boc-3-oxo-pyrrolidine provides spiro-lactone **55** which upon acidic cleavage of the Boc group yields the desired pyrrolidine **56**.

Scheme 14



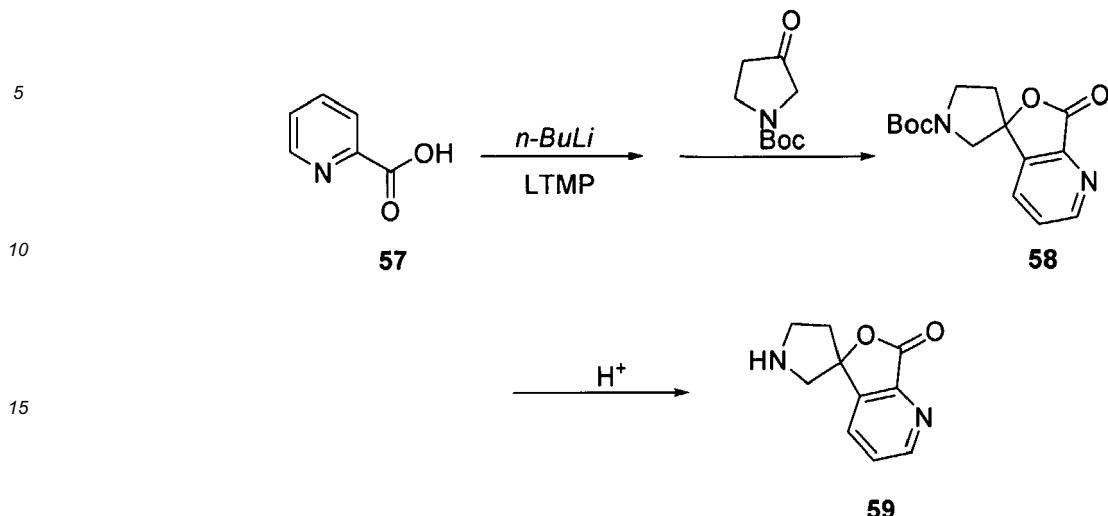
[0165] Spiro-pyrrolidines **59** can be prepared according to Scheme 15. Ortho-lithiation of carboxylic acid **57**, followed by reaction of the resulting organolithium with *N*-Boc-3-oxo-pyrrolidine yields spiro-lactone **58**, which upon acidic cleavage of the Boc group provides the desired pyrrolidine **59**.

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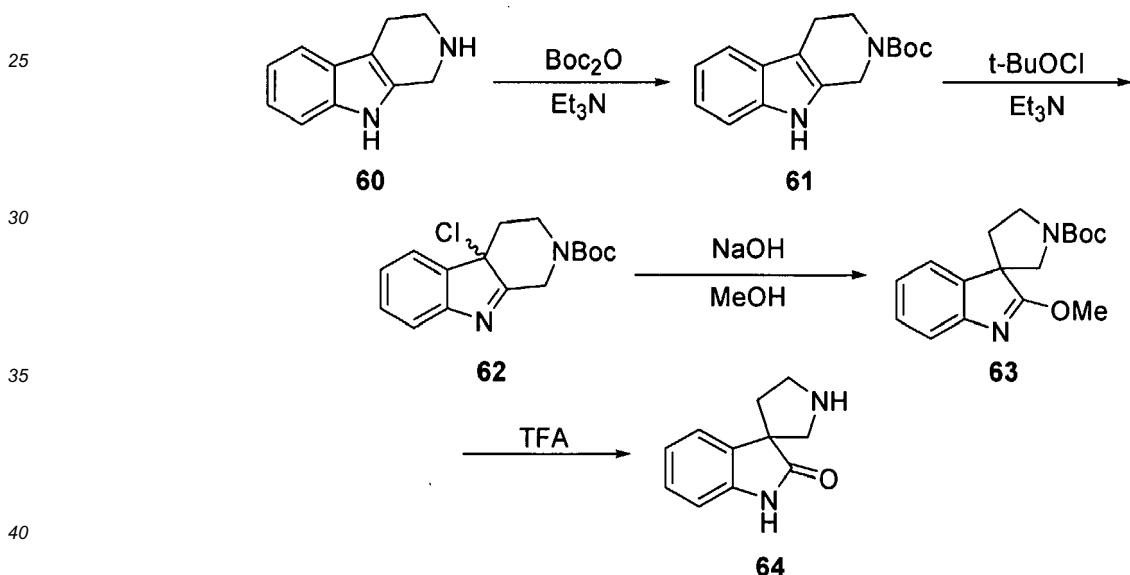
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Scheme 15



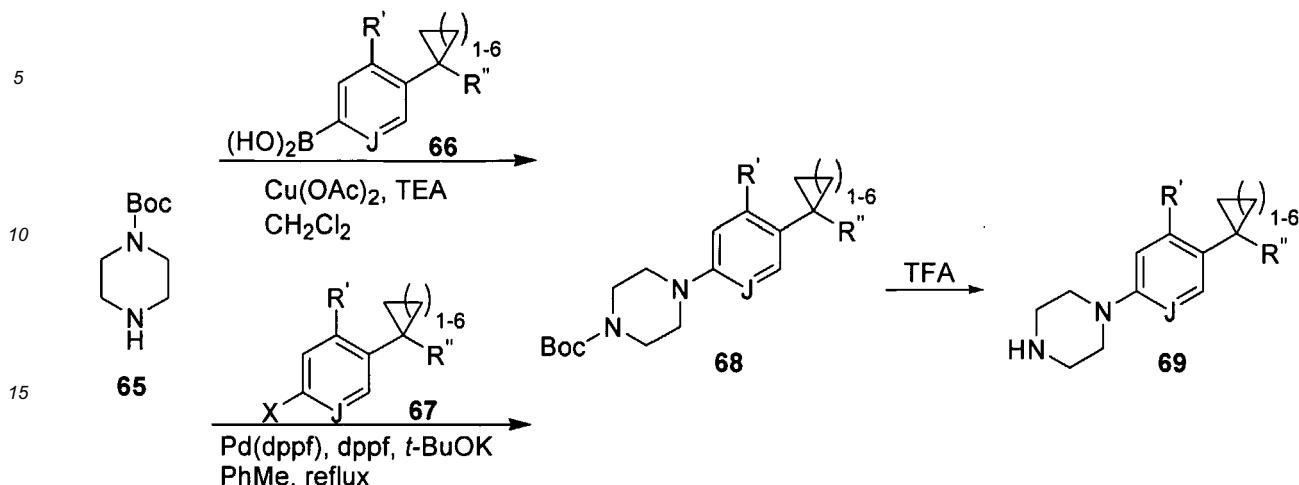
[0166] Spiro-pyrrolidine 64 can be prepared according to the method outlined in Scheme 16.

Scheme 16



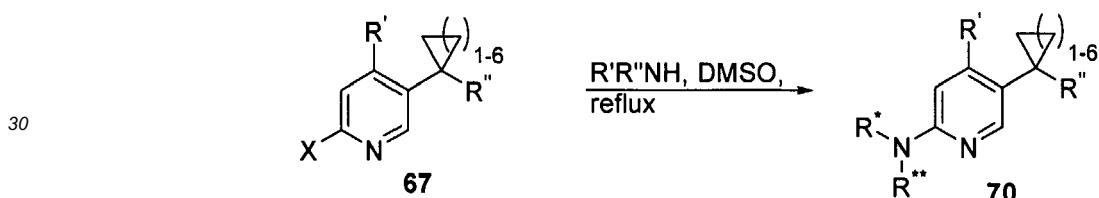
[0167] A series of aromatic piperazine intermediates 69 can be prepared according to Scheme 17 (X is e.g., Cl, Br, I, OTf, etc.; R' is, e.g., H, F, Cl, Me,  $\text{CF}_3$ ,  $\text{OCF}_3$ , etc.; R" is, e.g.,  $\text{CO}_2\text{R}$ , CN,  $\text{C}(\text{O})\text{NR}^3\text{R}^4$ , etc.; R is e.g., alkyl, cycloalkyl, etc.; and J is, e.g., CH or N) by reacting Boc-piperazine 65 with a variety of boronic acids 66 under the catalysis of copper (II) acetate (Combs, A. P.; Tadesse, S.; Rafalski, M.; Haque, T. S.; Lam, P. Y. S. J. Comb. Chem. 2002, 4, 179) or with a variety of aryl or heteroaryl halides 67 using Buchwald/Hartwig conditions (Louie, J; Hartwig, J. F. Tetrahedron Lett. 1995, 36, 3609 & Bolm, C. et al. J. Org. Chem. 2005, 70, 2346.). Aromatic piperazine intermediates 69 can also be prepared through classical ring closure of appropriately substituted anilines and bis-(2-chloroethyl)amine hydrochloride in the presence of base (E. Mishani, et. al. Tetrahedron Lett. 1996, 37, 319), or through direct nucleophilic aromatic substitution of the piperazine (S. M. Dankwardt, et al., Tetrahedron Lett. 1995, 36, 4923). After removal of the Boc group with TFA, the secondary amine 69 can be coupled with sulfonyl chlorides, acyl chlorides, carboxylic acids, alkyl halides, or undergo reductive amination by using procedures known to those skilled in the art.

**Scheme 17**



20 [0168] Amines can be coupled to the pyridyl halide **67** in the absence of a palladium catalyst by heating the two reagents in DMSO as outlined in Scheme 18 (X is, e.g., Cl, Br, etc.; R' is, e.g., H, F, Cl, Me, CF<sub>3</sub>, OCF<sub>3</sub>, etc.; R" is, e.g., CO<sub>2</sub>R, CN, C(O)NR<sup>3</sup>R<sup>4</sup>, etc.; R is, e.g., alkyl, cycloalkyl, etc.; R\* and R\*\* are independently, e.g., H, alkyl, cycloalkyl, etc.; von Geldern, Thomas W. et al. *Biorg. & Med. Chem. Lett.* 2005, 15, 195).

**Scheme 18**

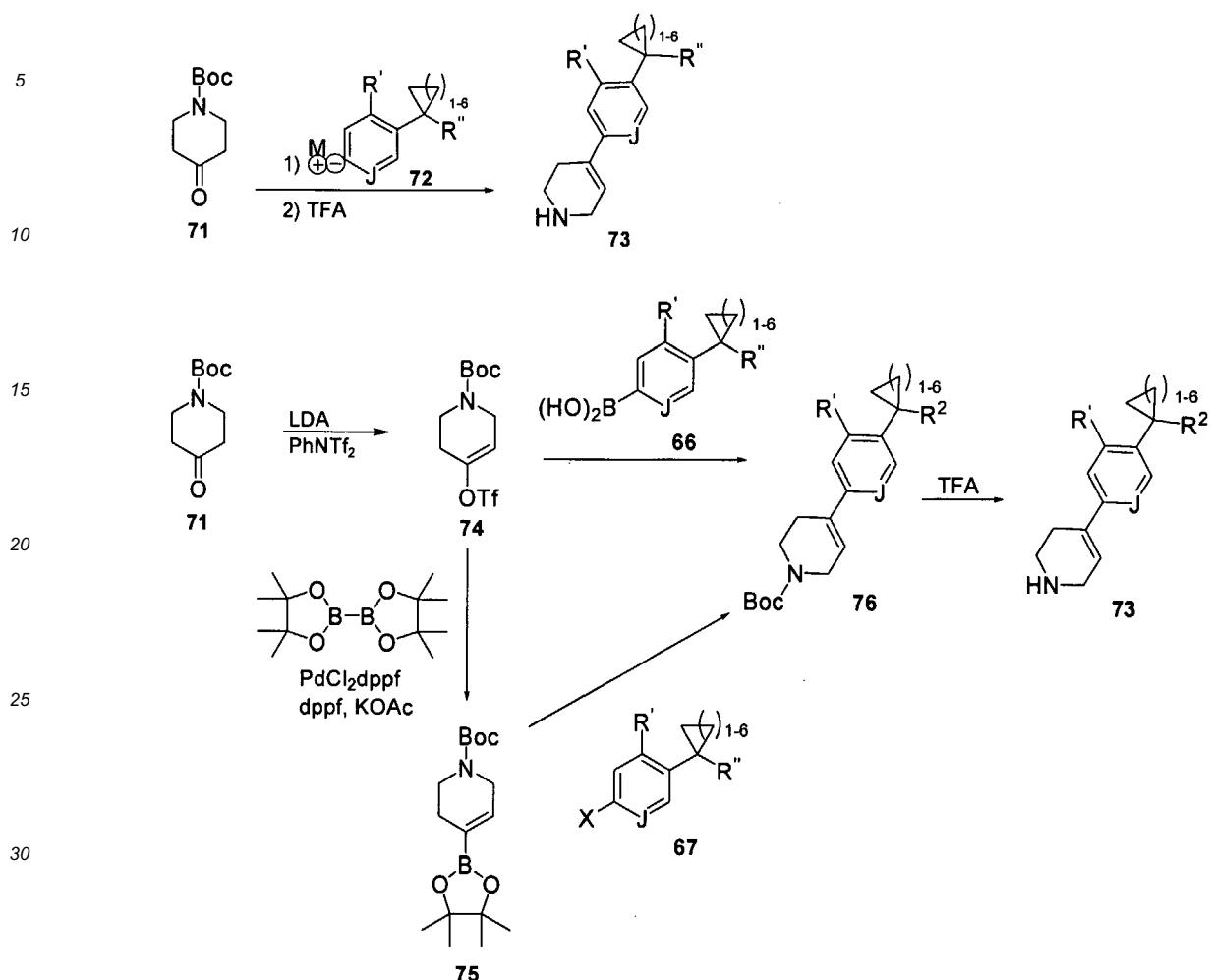


[0169] A series of aryl tetrahydropyridines **73** can be prepared by first converting the *tert*-butoxycarbonyl-piperid-4-one **71** to the corresponding enol triflate **74** using LDA and *N*-phenyltrifluoromethanesulfonamide according to Scheme 19 (M is Li, Na, MgBr; X is, e.g., Cl, Br, I, OTf, etc.; R' is, e.g., H, F, Cl, Me, CF<sub>3</sub>, OCF<sub>3</sub>, etc.; R" is, e.g., CO<sub>2</sub>R, CN, C(O)NR<sup>3</sup>R<sup>4</sup>, etc.; R is, e.g., alkyl, cycloalkyl, etc.; J is CH or N). The enol triflate can then be used directly in a Suzuki-type coupling reaction with a variety of aromatic boronic acids **66** to produce the aryl- or heteroaryl-tetrahydropyridines **76** (M. G. Bursavich, D. H. Rich, Org. Lett. 2001, 3, 2625). Alternatively, the enol triflate can be converted to the corresponding enol boronic ester **75** or acid *via* palladium mediated coupling and then subsequently coupled with an aryl halide through a Suzuki-type reaction.

**[0170]** After removal of the Boc group of compound 76 with TFA, the secondary amine 73 can be coupled with sulfonyl chlorides, acyl chlorides, carboxylic acids, alkyl halides, or undergo reductive amination by using procedures known to those skilled in the art.

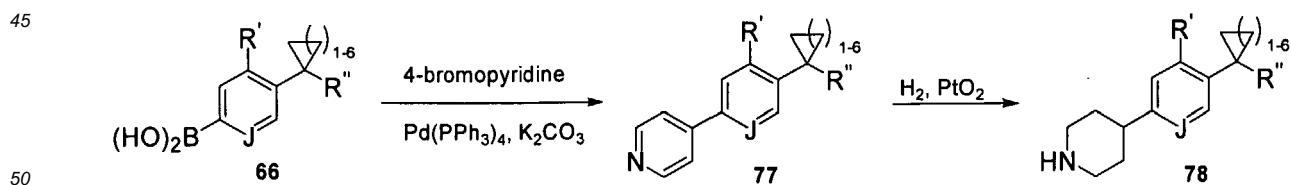
45 [0171] Aromatic tetrahydropyridines **73** can also be prepared through alternative methods known by those skilled in the art of organic synthesis, such as direct nucleophilic addition of an aryl or heteroaryl anion **72** to a piperidone **71** followed by dehydration and deprotection of the resultant alcohol compound.

**Scheme 19**



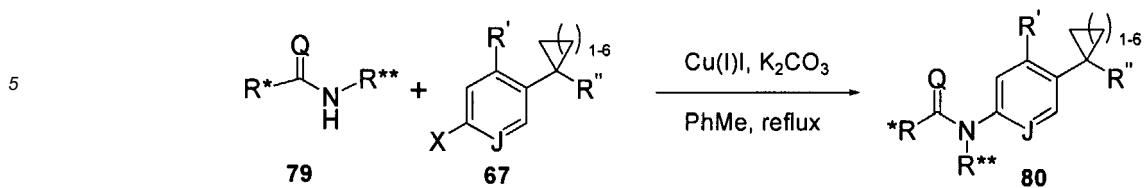
**[0172]** A series of aromatic piperidine derivatives **78** can be prepared according to Scheme 20 (X is, e.g., Cl, Br, I, OTf, etc.; R' is, e.g., H, F, Cl, Me, CF<sub>3</sub>, OCF<sub>3</sub>, etc.; R" is, e.g., CO<sub>2</sub>R, CN, C(O)NR<sup>3</sup>R<sup>4</sup>, etc.; R is, e.g., alkyl, cycloalkyl, etc.; J is CH or N) by catalytic hydrogenation of the above formed aryl- or heteroaryl-tetrahydropyridines **73** or by coupling 4-bromopyridine with an aromatic boronic acid **66** in the presence of a palladium catalyst followed by hydrogenation. The resulting secondary amine **78** can then be coupled with sulfonyl chlorides, acyl chlorides, carboxylic acids, alkyl halides, or undergo reductive amination by using procedures known to those skilled in the art.

**Scheme 20**



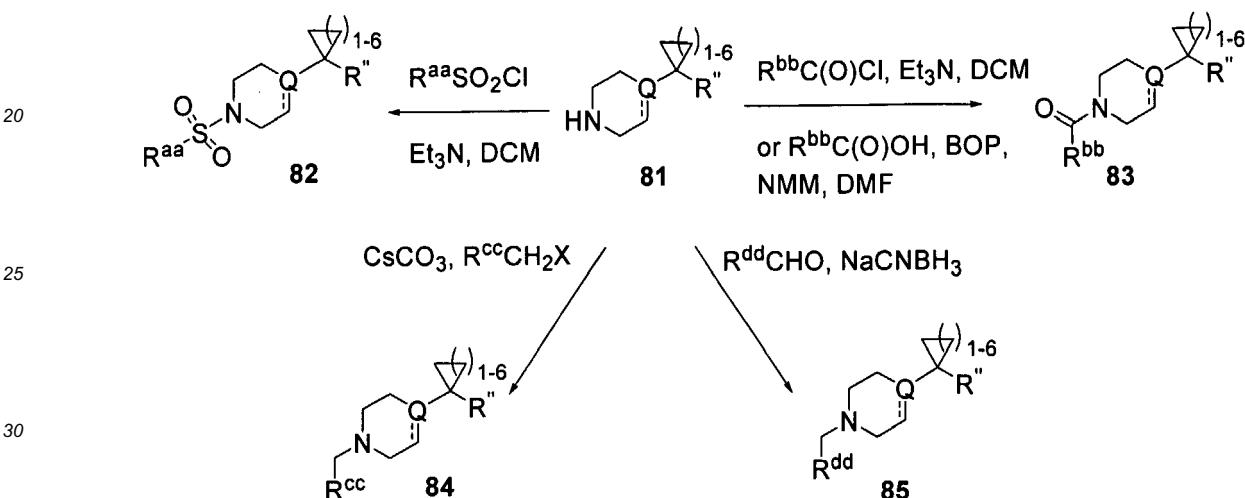
**[0173]** In addition to using the Buckwald/Hartwig conditions described above to form the C-N bond, copper (I) mediated coupling reactions can be used when the amine is  $\alpha$  to an  $sp^2$  carbon such as in the case of a pyrazole, oxazolidin-2-one, 2-oxo-pyrrolidine, imidazole, indazole, 1H-benzimidazole, pyrid-2-one, *t*-butyl carbamate, etc. according to Scheme 21 (X is, e.g., Cl, Br, I, OTf, etc.; Q is O, S or  $CH_2$ ; R' is, e.g., H, F, Cl, Me,  $CF_3$ ,  $OCF_3$ , etc.; R" is, e.g.,  $CO_2R$ , CN,  $C(O)NR^3R^4$ , etc.; R is, e.g., alkyl, cycloalkyl, etc.; J is CH or N; R\* and R\*\* are independently H, alkyl, cycloalkyl, etc.); Woolven, James M. et al. J. Med. Chem. 2003, 46, 4428).

Scheme 21



[0174] A series of piperidinyl, 1,2,3,6-tetrahydropyridinyl, and piperazinyl derivatives 82-85 can be prepared by sulfonylation 82, acylation 83, alkylation 84 or reductive amination 85 of the secondary amine 81 as outlined below in Scheme 22 (R" is, e.g., CO<sub>2</sub>R, CN, C(O)NR<sup>3</sup>R<sup>4</sup>, etc.; R is, e.g., alkyl, cycloalkyl, etc.; Q is N or CH; R<sup>aa</sup>, R<sup>bb</sup>, R<sup>cc</sup>, R<sup>dd</sup> are, for example, alkyl, cycloalkyl, aryl, heterocycloalkyl, heteroaryl, heterocycloalkyl and derivatives thereof).

Scheme 22



#### Methods

[0175] Compounds of the invention can modulate activity of 11 $\beta$ HSD1 and/or MR. The term "modulate" is meant to refer to an ability to increase or decrease activity of an enzyme or receptor. Accordingly, compounds of the invention can be used in methods of modulating 11 $\beta$ HSD1 and/or MR by contacting the enzyme or receptor with any one or more of the compounds or compositions described herein. In some embodiments, compounds of the present invention can act as inhibitors of 11 $\beta$ HSD1 and/or MR. In further embodiments, the compounds of the invention can be used to modulate activity of 11 $\beta$ HSD1 and/or MR in an individual in need of modulation of the enzyme or receptor by administering a modulating amount of a compound of the invention.

[0176] The present invention further provides methods of inhibiting the conversion of cortisone to cortisol in a cell, or inhibiting the production of cortisol in a cell, where conversion to or production of cortisol is mediated, at least in part, by 11 $\beta$ HSD1 activity. Methods of measuring conversion rates of cortisone to cortisol and vice versa, as well as methods for measuring levels of cortisone and cortisol in cells, are routine in the art.

[0177] The present invention further provides methods of increasing insulin sensitivity of a cell by contacting the cell with a compound of the invention. Methods of measuring insulin sensitivity are routine in the art.

[0178] The present invention further provides methods of treating disease associated with activity or expression, including abnormal activity and overexpression, of 11 $\beta$ HSD1 and/or MR in an individual (e.g., patient) by administering to the individual in need of such treatment a therapeutically effective amount or dose of a compound of the present invention or a pharmaceutical composition thereof. Example diseases can include any disease, disorder or condition that is directly or indirectly linked to expression or activity of the enzyme or receptor. An 11 $\beta$ HSD1-associated disease can also include any disease, disorder or condition that can be prevented, ameliorated, or cured by modulating enzyme activity.

[0179] Examples of 11 $\beta$ HSD1-associated diseases include obesity, diabetes, glucose intolerance, insulin resistance, hyperglycemia, hypertension, hyperlipidemia, cognitive impairment, dementia, glaucoma, cardiovascular disorders, osteoporosis, and inflammation. Further examples of 11 $\beta$ HSD1-associated diseases include metabolic syndrome, type 2

diabetes, androgen excess (hirsutism, menstrual irregularity, hyperandrogenism) and polycystic ovary syndrome (PCOS).

**[0180]** The present invention further provides methods of modulating MR activity by contacting the MR with a compound of the invention, pharmaceutically acceptable salt, prodrug, or composition thereof. In some embodiments, the modulation can be inhibition. In further embodiments, methods of inhibiting aldosterone binding to the MR (optionally in a cell) are provided. Methods of measuring MR activity and inhibition of aldosterone binding are routine in the art.

**[0181]** The present invention further provides methods of treating a disease associated with activity or expression of the MR. Examples of diseases associated with activity or expression of the MR include, but are not limited to hypertension, as well as cardiovascular, renal, and inflammatory pathologies such as heart failure, atherosclerosis, arteriosclerosis, coronary artery disease, thrombosis, angina, peripheral vascular disease, vascular wall damage, stroke, dyslipidemia, hyperlipoproteinemia, diabetic dyslipidemia, mixed dyslipidemia, hypercholesterolemia, hypertriglyceridemia, and those associated with type 1 diabetes, type 2 diabetes, obesity metabolic syndrome, insulin resistance and general aldosterone-related target organ damage.

**[0182]** As used herein, the term "cell" is meant to refer to a cell that is *in vitro*, *ex vivo* or *in vivo*. In some embodiments, an *ex vivo* cell can be part of a tissue sample excised from an organism such as a mammal. In some embodiments, an *in vitro* cell can be a cell in a cell culture. In some embodiments, an *in vivo* cell is a cell living in an organism such as a mammal. In some embodiments, the cell is an adipocyte, a pancreatic cell, a hepatocyte, neuron, or cell comprising the eye.

**[0183]** As used herein, the term "contacting" refers to the bringing together of indicated moieties in an *in vitro* system or an *in vivo* system. For example, "contacting" the 11 $\beta$ HSD1 enzyme with a compound of the invention includes the administration of a compound of the present invention to an individual or patient, such as a human, having 11 $\beta$ HSD1, as well as, for example, introducing a compound of the invention into a sample containing a cellular or purified preparation containing the 11 $\beta$ HSD1 enzyme.

**[0184]** As used herein, the term "individual" or "patient," used interchangeably, refers to any animal, including mammals, preferably mice, rats, other rodents, rabbits, dogs, cats, swine, cattle, sheep, horses, or primates, and most preferably humans.

**[0185]** As used herein, the phrase "therapeutically effective amount" refers to the amount of active compound or pharmaceutical agent that elicits the biological or medicinal response that is being sought in a tissue, system, animal, individual or human by a researcher, veterinarian, medical doctor or other clinician, which includes one or more of the following:

- (1) preventing the disease; for example, preventing a disease, condition or disorder in an individual who may be predisposed to the disease, condition or disorder but does not yet experience or display the pathology or symptomatology of the disease (non-limiting examples are preventing metabolic syndrome, hypertension, obesity, insulin resistance, hyperglycemia, hyperlipidemia, type 2 diabetes, androgen excess (hirsutism, menstrual irregularity, hyperandrogenism) and polycystic ovary syndrome (PCOS);
- (2) inhibiting the disease; for example, inhibiting a disease, condition or disorder in an individual who is experiencing or displaying the pathology or symptomatology of the disease, condition or disorder (i.e., arresting further development of the pathology and/or symptomatology) such as inhibiting the development of metabolic syndrome, hypertension, obesity, insulin resistance, hyperglycemia, hyperlipidemia, type 2 diabetes, androgen excess (hirsutism, menstrual irregularity, hyperandrogenism) or polycystic ovary syndrome (PCOS), stabilizing viral load in the case of a viral infection; and
- (3) ameliorating the disease; for example, ameliorating a disease, condition or disorder in an individual who is experiencing or displaying the pathology or symptomatology of the disease, condition or disorder (i.e., reversing the pathology and/or symptomatology) such as decreasing the severity of metabolic syndrome, hypertension, obesity, insulin resistance, hyperglycemia, hyperlipidemia, type 2 diabetes, androgen excess (hirsutism, menstrual irregularity, hyperandrogenism) and polycystic ovary syndrome (PCOS), or lowering viral load in the case of a viral infection.

#### *Pharmaceutical Formulations and Dosage Forms*

**[0186]** When employed as pharmaceuticals, the compounds of Formula I can be administered in the form of pharmaceutical compositions. These compositions can be prepared in a manner well known in the pharmaceutical art, and can be administered by a variety of routes, depending upon whether local or systemic treatment is desired and upon the area to be treated. Administration may be topical (including ophthalmic and to mucous membranes including intranasal, vaginal and rectal delivery), pulmonary (e.g., by inhalation or insufflation of powders or aerosols, including by nebulizer; intratracheal, intranasal, epidermal and transdermal), ocular, oral or parenteral. Methods for ocular delivery can include topical administration (eye drops), subconjunctival, periocular or intravitreal injection or introduction by balloon catheter or ophthalmic inserts surgically placed in the conjunctival sac. Parenteral administration includes intravenous, intraar-

terial, subcutaneous, intraperitoneal or intramuscular injection or infusion; or intracranial, e.g., intrathecal or intraventricular, administration. Parenteral administration can be in the form of a single bolus dose, or may be, for example, by a continuous perfusion pump. Pharmaceutical compositions and formulations for topical administration may include transdermal patches, ointments, lotions, creams, gels, drops, suppositories, sprays, liquids and powders. Conventional pharmaceutical carriers, aqueous, powder or oily bases, thickeners and the like may be necessary or desirable.

**[0187]** This invention also includes pharmaceutical compositions which contain, as the active ingredient, one or more of the compounds of the invention above in combination with one or more pharmaceutically acceptable carriers. In making the compositions of the invention, the active ingredient is typically mixed with an excipient, diluted by an excipient or enclosed within such a carrier in the form of, for example, a capsule, sachet, paper, or other container. When the excipient serves as a diluent, it can be a solid, semi-solid, or liquid material, which acts as a vehicle, carrier or medium for the active ingredient. Thus, the compositions can be in the form of tablets, pills, powders, lozenges, sachets, cachets, elixirs, suspensions, emulsions, solutions, syrups, aerosols (as a solid or in a liquid medium), ointments containing, for example, up to 10 % by weight of the active compound, soft and hard gelatin capsules, suppositories, sterile injectable solutions, and sterile packaged powders.

**[0188]** In preparing a formulation, the active compound can be milled to provide the appropriate particle size prior to combining with the other ingredients. If the active compound is substantially insoluble, it can be milled to a particle size of less than 200 mesh. If the active compound is substantially water soluble, the particle size can be adjusted by milling to provide a substantially uniform distribution in the formulation, e.g. about 40 mesh.

**[0189]** Some examples of suitable excipients include lactose, dextrose, sucrose, sorbitol, mannitol, starches, gum acacia, calcium phosphate, alginates, tragacanth, gelatin, calcium silicate, microcrystalline cellulose, polyvinylpyrrolidone, cellulose, water, syrup, and methyl cellulose. The formulations can additionally include: lubricating agents such as talc, magnesium stearate, and mineral oil; wetting agents; emulsifying and suspending agents; preserving agents such as methyl- and propylhydroxy-benzoates; sweetening agents; and flavoring agents. The compositions of the invention can be formulated so as to provide quick, sustained or delayed release of the active ingredient after administration to the patient by employing procedures known in the art.

**[0190]** The compositions can be formulated in a unit dosage form, each dosage containing from about 5 to about 100 mg, more usually about 10 to about 30 mg, of the active ingredient. The term "unit dosage forms" refers to physically discrete units suitable as unitary dosages for human subjects and other mammals, each unit containing a predetermined quantity of active material calculated to produce the desired therapeutic effect, in association with a suitable pharmaceutical excipient.

**[0191]** The active compound can be effective over a wide dosage range and is generally administered in a pharmaceutically effective amount. It will be understood, however, that the amount of the compound actually administered will usually be determined by a physician, according to the relevant circumstances, including the condition to be treated, the chosen route of administration, the actual compound administered, the age, weight, and response of the individual patient, the severity of the patient's symptoms, and the like.

**[0192]** For preparing solid compositions such as tablets, the principal active ingredient is mixed with a pharmaceutical excipient to form a solid preformulation composition containing a homogeneous mixture of a compound of the present invention. When referring to these preformulation compositions as homogeneous, the active ingredient is typically dispersed evenly throughout the composition so that the composition can be readily subdivided into equally effective unit dosage forms such as tablets, pills and capsules. This solid preformulation is then subdivided into unit dosage forms of the type described above containing from, for example, 0.1 to about 500 mg of the active ingredient of the present invention.

**[0193]** The tablets or pills of the present invention can be coated or otherwise compounded to provide a dosage form affording the advantage of prolonged action. For example, the tablet or pill can comprise an inner dosage and an outer dosage component, the latter being in the form of an envelope over the former. The two components can be separated by an enteric layer which serves to resist disintegration in the stomach and permit the inner component to pass intact into the duodenum or to be delayed in release. A variety of materials can be used for such enteric layers or coatings, such materials including a number of polymeric acids and mixtures of polymeric acids with such materials as shellac, cetyl alcohol, and cellulose acetate.

**[0194]** The liquid forms in which the compounds and compositions of the present invention can be incorporated for administration orally or by injection include aqueous solutions, suitably flavored syrups, aqueous or oil suspensions, and flavored emulsions with edible oils such as cottonseed oil, sesame oil, coconut oil, or peanut oil, as well as elixirs and similar pharmaceutical vehicles.

**[0195]** Compositions for inhalation or insufflation include solutions and suspensions in pharmaceutically acceptable, aqueous or organic solvents, or mixtures thereof, and powders. The liquid or solid compositions may contain suitable pharmaceutically acceptable excipients as described supra. In some embodiments, the compositions are administered by the oral or nasal respiratory route for local or systemic effect. Compositions in can be nebulized by use of inert gases. Nebulized solutions may be breathed directly from the nebulizing device or the nebulizing device can be attached to a face masks tent, or intermittent positive pressure breathing machine. Solution, suspension, or powder compositions can

be administered orally or nasally from devices which deliver the formulation in an appropriate manner.

[0196] The amount of compound or composition administered to a patient will vary depending upon what is being administered, the purpose of the administration, such as prophylaxis or therapy, the state of the patient, the manner of administration, and the like. In therapeutic applications, compositions can be administered to a patient already suffering from a disease in an amount sufficient to cure or at least partially arrest the symptoms of the disease and its complications. Effective doses will depend on the disease condition being treated as well as by the judgment of the attending clinician depending upon factors such as the severity of the disease, the age, weight and general condition of the patient, and the like.

[0197] The compositions administered to a patient can be in the form of pharmaceutical compositions described above. These compositions can be sterilized by conventional sterilization techniques, or may be sterile filtered. Aqueous solutions can be packaged for use as is, or lyophilized, the lyophilized preparation being combined with a sterile aqueous carrier prior to administration. The pH of the compound preparations typically will be between 3 and 11, more preferably from 5 to 9 and most preferably from 7 to 8. It will be understood that use of certain of the foregoing excipients, carriers, or stabilizers will result in the formation of pharmaceutical salts.

[0198] The therapeutic dosage of the compounds of the present invention can vary according to, for example, the particular use for which the treatment is made, the manner of administration of the compound, the health and condition of the patient, and the judgment of the prescribing physician. The proportion or concentration of a compound of the invention in a pharmaceutical composition can vary depending upon a number of factors including dosage, chemical characteristics (e.g., hydrophobicity), and the route of administration. For example, the compounds of the invention can be provided in an aqueous physiological buffer solution containing about 0.1 to about 10% w/v of the compound for parenteral administration. Some typical dose ranges are from about 1  $\mu$ g/kg to about 1 g/kg of body weight per day. In some embodiments, the dose range is from about 0.01 mg/kg to about 100 mg/kg of body weight per day. The dosage is likely to depend on such variables as the type and extent of progression of the disease or disorder, the overall health status of the particular patient, the relative biological efficacy of the compound selected, formulation of the excipient, and its route of administration. Effective doses can be extrapolated from dose-response curves derived from *in vitro* or animal model test systems.

[0199] The compounds of the invention can also be formulated in combination with one or more additional active ingredients which can include any pharmaceutical agent such as anti-viral agents, antibodies, immune suppressants, anti-inflammatory agents and the like.

#### *Labeled Compounds and Assay Methods*

[0200] Another aspect of the present invention relates to radio-labeled compounds of the invention that would be useful not only in radio-imaging but also in assays, both *in vitro* and *in vivo*, for localizing and quantitating the enzyme in tissue samples, including human, and for identifying ligands by inhibition binding of a radio-labeled compound. Accordingly, the present invention includes enzyme assays that contain such radio-labeled compounds.

[0201] The present invention further includes isotopically-labeled compounds of the invention. An "isotopically" or "radio-labeled" compound is a compound of the invention where one or more atoms are replaced or substituted by an atom having an atomic mass or mass number different from the atomic mass or mass number typically found in nature (i.e., naturally occurring). Suitable radionuclides that may be incorporated in compounds of the present invention include but are not limited to  $^2$ H (also written as D for deuterium),  $^3$ H (also written as T for tritium),  $^{11}$ C,  $^{13}$ C,  $^{14}$ C,  $^{13}$ N,  $^{15}$ N,  $^{15}$ O,  $^{17}$ O,  $^{18}$ O,  $^{18}$ F,  $^{35}$ S,  $^{36}$ Cl,  $^{82}$ Br,  $^{75}$ Br,  $^{76}$ Br,  $^{123}$ I,  $^{124}$ I,  $^{125}$ I and  $^{131}$ I. The radionuclide that is incorporated in the instant radio-labeled compounds will depend on the specific application of that radio-labeled compound. For example, for *in vitro* receptor labeling and competition assays, compounds that incorporate  $^3$ H,  $^{14}$ C,  $^{82}$ Br,  $^{125}$ I,  $^{131}$ I,  $^{35}$ S or will generally be most useful. For radio-imaging application  $^{11}$ C,  $^{18}$ F,  $^{125}$ I,  $^{123}$ I,  $^{124}$ I,  $^{131}$ I,  $^{75}$ Br,  $^{76}$ Br or  $^{77}$ Br will generally be most useful.

[0202] It is understood that a "radio-labeled" or "labeled compound" is a compound that has incorporated at least one radionuclide. In some embodiments the radionuclide is selected from the group consisting of  $^3$ H,  $^{14}$ C,  $^{125}$ I,  $^{35}$ S and  $^{82}$ Br.

[0203] Synthetic methods for incorporating radio-isotopes into organic compounds are applicable to compounds of the invention and are well known in the art.

[0204] A radio-labeled compound of the invention can be used in a screening assay to identify/evaluate compounds. In general terms, a newly synthesized or identified compound (i.e., test compound) can be evaluated for its ability to reduce binding of the radio-labeled compound of the invention to the enzyme. Accordingly, the ability of a test compound to compete with the radio-labeled compound for binding to the enzyme directly correlates to its binding affinity.

#### *Kits*

[0205] The present invention also includes pharmaceutical kits useful, for example, in the treatment or prevention of  $11\beta$ HSD1-associated diseases or disorders, obesity, diabetes and other diseases referred to herein which include one

or more containers containing a pharmaceutical composition comprising a therapeutically effective amount of a compound of the invention. Such kits can further include, if desired, one or more of various conventional pharmaceutical kit components, such as, for example, containers with one or more pharmaceutically acceptable carriers, additional containers, etc., as will be readily apparent to those skilled in the art. Instructions, either as inserts or as labels, indicating quantities of the components to be administered, guidelines for administration, and/or guidelines for mixing the components, can also be included in the kit.

**[0206]** The invention will be described in greater detail by way of specific examples. The following examples are offered for illustrative purposes, and are not intended to limit the invention in any manner. Those of skill in the art will readily recognize a variety of noncritical parameters which can be changed or modified to yield essentially the same results.

## EXAMPLES

### Example 1

#### **(3S)-1-((1-(4-Chlorophenyl)cyclopropyl)carbonyl)pyrrolidin-3-ol**

**[0207]** To a solution of 1-(4-chlorophenyl)cyclopropanecarboxylic acid (50 mg, 0.25 mmol), (3S)-pyrrolidin-3-ol (24.4 mg, 0.28 mmol) and BOP (116.0 mg, 0.26 mmol) in 0.4 mL DMF was added hunig base (0.066 ml, 0.38 mmol). The mixture was stirred at room temperature overnight and directly purified by prep. HPLC to provide (3S)-1-((1-(4-chlorophenyl)cyclopropyl)carbonyl)pyrrolidin-3-ol (20 mg). LCMS: m/z 266.0 ( $M+H$ )<sup>+</sup>; 553.1 (2 $M+Na$ )<sup>+</sup>.

### Example 2

#### **(3S)-1-[(1-Phenylcyclopropyl)carbonyl]pyrrolidin-3-ol**

**[0208]** This compound was prepared using procedures analogous to those described for Example 1. LCMS: m/z 232.1 ( $M+H$ )<sup>+</sup>.

### Example 3

#### **(3R)-1-[(1-Phenylcyclopropyl)carbonyl]pyrrolidin-3-ol**

**[0209]** This compound was prepared using procedures analogous to those described for Example 1. LCMS: m/z 232.1 ( $M+H$ )<sup>+</sup>.

### Example 4

#### **1-{{1-(4-Chlorophenyl)cyclopropyl}carbonyl}-2-phenylpyrrolidine**

**[0210]** To a solution of 30 mg of 1-(4-chlorophenyl)cyclopropanecarboxylic acid and 81 mg BOP reagent in 0.5 mL methylene chloride was added 27 mg of 2-phenylpyrrolidine, followed by the addition of 53  $\mu$ l of Hunig base. The reaction mixture was stirred at r.t. for 2 hours and directly purified by flash column using ethyl/hexane as the eluting solvent to provide the desired 1-{{1-(4-chlorophenyl)cyclopropyl}carbonyl}-2-phenylpyrrolidine. LCMS (ESI): 326.1 ( $M+H$ )<sup>+</sup>.

### Example 5

#### **1'-{{1-(4-Chlorophenyl)cyclopropyl}carbonyl}-2,3-dihydrospiro[indene-1,4'-piperidine]**

**[0211]** This compound was prepared using procedures analogous to those described for Example 4. LCMS (ESI): 336.1 ( $M+H$ )<sup>+</sup>.

### Example 6

#### **1-{{1-(4-Chlorophenyl)cyclopropyl}carbonyl}-3-phenylpiperidine**

**[0212]** This compound was prepared using procedures analogous to those described for Example 4. (ESI): 340.1 ( $M+H$ )<sup>+</sup>. Cal. MS: 339.1 Ms(ESI): ( $M+H$ )<sup>+</sup> = 340.1 .

**Example 7****1-{{1-(4-Chlorophenyl)cyclopropyl}carbonyl}-4-phenylpiperidine-4-carbonitrile**

5 [0213] This compound was prepared using procedures analogous to those described for Example 4. (ESI): 365.0 (M+H<sup>+</sup>).

**Example 8****10 1-{{1-(4-Chlorophenyl)cyclopropyl}carbonyl}-4-phenoxy piperidine**

[0214] This compound was prepared using procedures analogous to those described for Example 4. (ESI): 356.0 (M+H<sup>+</sup>).

15 **Example 9**

**1'-{{1-(4-chlorophenyl)cyclopropyl}carbonyl}-1-methylspiro[indole-3,4'-piperidin]-2(1H)-one**

20 [0215] This compound was prepared using procedures analogous to those described for Example 4. (ESI): 395.1 (M+H<sup>+</sup>).

**Example 10****25 1-{{1-(4-Chlorophenyl)cyclopropyl}carbonyl}-4-phenylpiperidin-4-ol**

[0216] This compound was prepared using procedures analogous to those described for Example 4. (ESI): 356.1 (M+H<sup>+</sup>).

30 **Example 11**

**Methyl 3-(1-{{1-(4-chlorophenyl)cyclopropyl}carbonyl}piperidin-4-yl)benzoate**

[0217] This compound was prepared using procedures analogous to those described for Example 4. (ESI): 398.1 (M+H<sup>+</sup>).

35 **Example 12**

**4-Benzyl-1-{{1-(4-chlorophenyl)cyclopropyl}carbonyl}piperidin-4-ol**

40 [0218] This compound was prepared using procedures analogous to those described for Example 4. (ESI): 370.1 (M+H<sup>+</sup>).

**Example 13****45 4-(4-tert-Butyl-1,3-thiazol-2-yl)-1-{{1-(4-chlorophenyl)cyclopropyl}carbonyl}piperidine**

[0219] This compound was prepared using procedures analogous to those described for Example 4. (ESI): 403.1 (M+H<sup>+</sup>).

50 **Example 14**

**Methyl 4-(1-{{1-(4-chlorophenyl)cyclopropyl}carbonyl}piperidin-4-yl)benzoate**

55 [0220] This compound was prepared using procedures analogous to those described for Example 4. (ESI): 398.1 (M+H<sup>+</sup>).

**Example 15****tert-Butyl 1'-{[1-(4-chlorophenyl)cyclopropyl]carbonyl}spiro[indole-3,4'-piperidine]-1(2H)-carboxylate**

5 [0221] This compound was prepared using procedures analogous to those described for Example 4. (ESI): 467.1 (M+H<sup>+</sup>).

**Example 16****1'-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-2,3-dihydro-1H-spiro[isoquinoline-4,4'-piperidine]**

10 [0222] This compound was prepared using procedures analogous to those described for Example 1. (ESI): 381.1 (M+H<sup>+</sup>).

**Example 17****8-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-3-phenyl-1-oxa-2,8-diazaspiro[4.5]dec-2-ene**

15 [0223] This compound was prepared using procedures analogous to those described for Example 1. (ESI): 395.1 (M+H<sup>+</sup>).

**Example 18****1-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-4-[3-(trifluoromethyl)phenyl]piperidine**

20 [0224] This compound was prepared using procedures analogous to those described for Example 4. (ESI): 408.1(M+H<sup>+</sup>).

**Example 19**

25 [0225] This compound was prepared using procedures analogous to those described for Example 1. (ESI): 423.1 (M+H<sup>+</sup>).

**Example 20****tert-Butyl 7-{[1-(4-chlorophenyl)cyclopropyl]carbonyl}-2,7-diazaspiro[4.5]decane-2-carboxylate**

30 [0226] This compound was prepared using procedures analogous to those described for Example 1. Ms(ESI): (M+Na)<sup>+</sup> = 441.2, 363.0(M-<sup>t</sup>Bu).

**Example 21**

35 [0227] This compound was prepared using procedures analogous to those described for Example 1. (ESI): 481.2 (M+H<sup>+</sup>).

**Example 22****tert-Butyl 7-{[1-(4-chlorophenyl)cyclopropyl]carbonyl}-2,7-diazaspiro[3.5]nonane-2-carboxylate**

40 [0228] This compound was prepared using procedures analogous to those described for Example 1. (ESI): 405.1 (M+H<sup>+</sup>), 349.1(M-<sup>t</sup>Bu).

**Example 23****4-(1-{{1-(4-Chlorophenyl)cyclopropyl]carbonyl}pyrrolidin-3-yl}pyridine**

5 [0229] This compound was prepared using procedures analogous to those described for example 1. LCMS (ESI): 327.1 (M+H<sup>+</sup>).

**Example 24****10 4-((3S)-1-{{1-(4-Chlorophenyl)cyclopropyl]carbonyl}pyrrolidin-3-yl}pyridine**

[0230] This compound was obtained by chiral HPLC purification of 4-(1-{{1-(4-chlorophenyl)cyclopropyl]carbonyl}pyrrolidin-3-yl}pyridine of Example 23. LCMS (ESI): 327.0 (M+H<sup>+</sup>).

**15 Example 25****4-((3R)-1-{{1-(4-Chlorophenyl)cyclopropyl]carbonyl}pyrrolidin-3-yl}pyridine**

[0231] This compound was obtained by chiral HPLC purification of 4-(1-{{1-(4-chlorophenyl)cyclopropyl]carbonyl}pyrrolidin-3-yl}pyridine. LCMS (ESI): 327.0 (M+H<sup>+</sup>).

**Example 26****25 1-{{1-(4-Chlorophenyl)cyclopropyl]carbonyl}-3-phenylpyrrolidine**

[0232] This compound was prepared using procedures analogous to those described for Example 4. LCMS (ESI): 326.1 (M+H<sup>+</sup>).

**30 Example 27****30 2-{{1-(4-Chlorophenyl)cyclopropyl]carbonyl}pyrrolidin-3-yl}pyrazine**

[0233] This compound was prepared using procedures analogous to those described for Example 4. LCMS (ESI): 328.0 (M+H<sup>+</sup>).

**35 Example 28****3-{{1-(4-Chlorophenyl)cyclopropyl]carbonyl}pyrrolidin-3-yl}pyridine**

40 [0234] This compound was prepared using procedures analogous to those described for Example 4. LCMS (ESI): 327.0 (M+H<sup>+</sup>).

**Example 29****45 (3R)-1-{{1-(4-Chlorophenyl)cyclopropyl]carbonyl}-3-phenylpyrrolidine**

[0235] This compound was prepared using procedures analogous to those described for example 4. LCMS (ESI): 326.0 (M+H<sup>+</sup>).

**50 Example 30****3-(3-Chlorophenyl)-1-{{1-(4-chlorophenyl)cyclopropyl]carbonyl}pyrrolidine**

55 [0236] This compound was prepared using procedures analogous to those described for example 4. LCMS (ESI): 360.0 (M+H<sup>+</sup>).

**Example 31****1-{[1-(4-chlorophenyl)cyclopropyl]carbonyl}-3-[3-(trifluoromethyl)phenyl]pyrrolidine**

5 [0237] This compound was prepared using procedures analogous to those described for example 4. LCMS (ESI): 394.0 (M+H<sup>+</sup>).

**Example 32****10 2-(1-{{1-(4-Chlorophenyl)cyclopropyl]carbonyl}pyrrolidin-3-yl)pyridine**

[0238] This compound was prepared using procedures analogous to those described for example 4. LCMS (ESI): 327.1 (M+H<sup>+</sup>).

**15 Example 33****1-{{1-(4-Chlorophenyl)cyclopropyl]carbonyl}-3-phenylpyrrolidin-3-ol**

[0239] This compound was prepared using procedures analogous to those described for example 1. LCMS (ESI): 20 342.1 (M+H<sup>+</sup>).

**Example 34****1-{{1-(4-Chlorophenyl)cyclopropyl]carbonyl}-3-(2-naphthyl)pyrrolidine**

25 [0240] This compound was prepared using procedures analogous to those described for example 4. LCMS (ESI): 376.1 (M+H<sup>+</sup>).

**30 Example 35****3-Benzyl-1-{{1-(4-chlorophenyl)cyclopropyl]carbonyl}pyrrolidine**

[0241] This compound was prepared using procedures analogous to those described for example 4. LCMS (ESI): 340.1 (M+H<sup>+</sup>).

**35 Example 36****1-{{1-(4-Chlorophenyl)cyclopropyl]carbonyl}-3-(phenylsulfonyl)pyrrolidine**

40 [0242] This compound was prepared using procedures analogous to those described for example 4. LCMS (ESI): 390.1 (M+H<sup>+</sup>).

**Example 37****45 2-{{1-(4-Chlorophenyl)cyclopropyl]carbonyl}-5-(4-fluorophenyl)-2,5-diazabicyclo[2.2.1]heptane**

[0243] This compound was prepared using procedures analogous to those described for example 1. LCMS (ESI): 371.1 (M+H<sup>+</sup>).

**50 Example 38****1-{{1-(4-Chlorophenyl)cyclopropyl]carbonyl}-3-(4-phenoxyphenyl)pyrrolidine**

55 [0244] This compound was prepared using procedures analogous to those described for example 4. LCMS (ESI): 418.0 (M+H<sup>+</sup>).

**Example 39**

Methyl (3*S*,4*R*)-1-{[1-(4-chlorophenyl)cyclopropyl]carbonyl}-4-phenylpyrrolidine-3-carboxylate

5 [0245] This compound was prepared using procedures analogous to those described for example 4. LCMS (ESI): 384.1 ( $M+H^+$ ).

**Example 40**

10 1-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-3-(4-methoxyphenyl)pyrrolidine

[0246] This compound was prepared using procedures analogous to those described for example 4. LCMS: m/z 356.1 ( $M+H^+$ ).

**Example 41**

15 1-((1-(4-chlorophenyl)cyclopropyl)carbonyl)-3-(4-trifluorophenyl)pyrrolidine

20 [0247] This compound was prepared using procedures analogous to those described for example 4. LCMS: m/z 394.0 ( $M+H^+$ ).

**Example 42**

25 3-(4-chlorophenyl)-1-{[1-(4-chlorophenyl)cyclopropyl]carbonyl}pyrrolidine

26 [0248] This compound was prepared using procedures analogous to those described for example 4. LCMS: m/z 360.0 ( $M+H^+$ ); 382.0 ( $M+Na^+$ ).

**Example 43**

30 4-(1-{[1-(2,4-dichlorophenyl)cyclopropyl]carbonyl}pyrrolidin-3-yl)pyridine

35 [0249] This compound was prepared using procedures analogous to those described for example 4. LCMS: m/z 361.0 ( $M^+$ ); 384.0 ( $M+Na^+$ ).

**Example 44**

40 4-(1-{[1-(4-methoxyphenyl)cyclopropyl]carbonyl}pyrrolidin-3-yl)pyridine

45 [0250] This compound was prepared using procedures analogous to those described for example 4. LCMS: m/z 323.1 ( $M+H^+$ ); 345.0 ( $M+Na^+$ ).

**Example 45**

50 4-(1-{[1-(4-Methylphenyl)cyclopropyl]carbonyl}pyrrolidin-3-yl)pyridine

[0251] This compound was prepared using procedures analogous to those described for example 4. LCMS: m/z 307.1 ( $M+H^+$ ); 329.1 ( $M+Na^+$ ).

**Example 46**

55 1-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-4-phenylpiperidine

[0252] This compound was prepared using procedures analogous to those described for example 4. LCMS: m/z 340.1 ( $M+H^+$ ); 362.1 ( $M+Na^+$ ); 701.2 (2 $M+Na^+$ ).

**Example 47****3-{{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-1,2,3,4,4a,5,6,10b-octahydrobenzo[f]isoquinoline}**

5 [0253] This compound was prepared using procedures analogous to those described for example 4. LCMS: (M+H)<sup>+</sup> = 366.0/368.1.

**Example 48****10 2-{{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-2,3,3a,4,5,9b-hexahydro-1H-benzo[e]isoindole}**

[0254] This compound was prepared using procedures analogous to those described for example 4. LCMS: (M+H)<sup>+</sup> = 352.1/354.0.

**15 Example 49****2-{{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-1,2,3,3a,8,8a-hexahydroindeno[1,2-c] pyrrole}**

20 [0255] This compound was prepared using procedures analogous to those described for example 4. LCMS: (M+H)<sup>+</sup> = 338.0/340.0.

**Example 50****1'-{{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-1,3-dihydrospiro[indene-2,4'-piperidine]}**

25 [0256] This compound was prepared using procedures analogous to those described for example 4. LCMS: (M+H)<sup>+</sup> = 366.1/368.1.

**30 Example 52****3-{{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-2,3,4,4a,5,6-hexahydro-1H-pyrazino[1,2-a]quinoline}**

35 [0257] This compound was prepared using procedures analogous to those described for example 4. LCMS: (M+H)<sup>+</sup> = 367.1/369.1.

**35 Example 53****2-{{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-1,2,3,4,10,10a-hexahdropyrazino[1,2-a]indole}**

40 [0258] This compound was prepared using procedures analogous to those described for example 4, LCMS: (M+H)<sup>+</sup> = 353.1/355.1

**Example 54****45 1'-{{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}spiro[chromene-2,4'-piperidine]}**

[0259] This compound was prepared using procedures analogous to those described for example 4, LCMS: (M+H)<sup>+</sup> = 380.1/382.1.

**50 Example 55****1'-{{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,4'-piperidine]}**

55 [0260] This compound was prepared using procedures analogous to those described for example 4, LCMS: (M+H)<sup>+</sup> = 368.1/369.2.

**Example 56****1'-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}spiro[indole-3,4'-piperidin]-2(1H)-one**

5 [0261] This compound was prepared using procedures analogous to those described for example 4, LCMS: (M+H)<sup>+</sup> = 381.0/383.0.

**Example 57****10 8-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-2,8-diazaspiro[4.5]decan-3-one**

[0262] This compound was prepared using procedures analogous to those described for example 4, LCMS: (M+H)<sup>+</sup> = 333.0/335.1.

**15 Example 58****2-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-1,2,3,4-tetrahydroisoquinoline**

[0263] This compound was prepared using procedures analogous to those described for example 4, LCMS: (M+H)<sup>+</sup> = 328.0/330.0.

**Example 59****25 6-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-4,5,6,7-tetrahydrothieno[2,3-c] pyridine**

[0264] This compound was prepared using procedures analogous to those described for example 4, LCMS: (M+H)<sup>+</sup> = 318.0/320.0.

**30 Example 60****35 1-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}indoline**

[0265] This compound was prepared using procedures analogous to those described for example 4, LCMS: (M+H)<sup>+</sup> = 298.0/300.0.

**40 Example 61****2-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}isoindoline**

[0266] This compound was prepared using procedures analogous to those described for example 4, LCMS: (M+H)<sup>+</sup> = 298.0/300.0.

**45 Example 62****8-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-1-phenyl-1,3,8-triazaspiro[4.5]decan-4-one**

[0267] This compound was prepared using procedures analogous to those described for example 4, LCMS: (M+H)<sup>+</sup> = 410.1/412.1.

**50 Example 63****4-Benzylidene-1-{[1-(4-chlorophenyl)cyclopropyl]carbonyl}piperidine**

[0268] This compound was prepared using procedures analogous to those described for example 4, LCMS: (M+H)<sup>+</sup> = 352.1/354.1.

**Example 64****1'-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-1,4'-bipiperidine**

5 [0269] This compound was prepared using procedures analogous to those described for example 4, LCMS: (M+H)<sup>+</sup> = 347.2/349.2.

**Example 65****10 4-(1-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}piperidin-4-yl)pyridine**

[0270] This compound was prepared using procedures analogous to those described for example 4, LCMS: (M+H)<sup>+</sup> = 341.1/343.1.

**15 Example 66****1-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-3-(4-fluorophenyl)pyrrolidine**

20 [0271] This compound was prepared using procedures analogous to those described for example 4, LCMS: (M+H)<sup>+</sup> = 344.1/346.1.

**Example 67****25 1-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-3-(3-fluorophenyl)pyrrolidine**

[0272] This compound was prepared using procedures analogous to those described for example 4, LCMS: (M+H)<sup>+</sup> = 344.1/346.1.

**30 Example 68****35 N-(1-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}piperidin-4-yl)-N-phenylpropanamide**

[0273] This compound was prepared using procedures analogous to those described for example 4, LCMS: (M+H)<sup>+</sup> = 411.2/413.2.

**40 Example 69****2-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}octahdropyrrolo[1,2-a]pyrazine**

[0274] This compound was prepared using procedures analogous to those described for example 4, LCMS: (M+H)<sup>+</sup> = 305.2/307.1.

**Example 70****45 4-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}piperazine-1-carbaldehyde**

[0275] This compound was prepared using procedures analogous to those described for example 4, LCMS: (M+H)<sup>+</sup> = 293.1/295.1.

**50 Example 71****4-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-2-methyl-1-phenylpiperazine**

[0276] This compound was prepared using procedures analogous to those described for example 4, LCMS: (M+H)<sup>+</sup> = 355.2/357.2.

**Example 72****1-{{1-(4-Chlorophenyl)cyclopropyl]carbonyl}-4-(pyridin-4-ylmethyl)piperazine**

5 [0277] This compound was prepared using procedures analogous to those described for example 4, LCMS: (M+H)<sup>+</sup> = 356.1/358.1.

**Example 73****10 1-{{1-(4-Chlorophenyl)cyclopropyl]carbonyl}-4-(2-thienylsulfonyl)piperazine**

[0278] This compound was prepared using procedures analogous to those described for example 4, LCMS: (M+H)<sup>+</sup> = 411.0/412.9.

15 **Example 74**

**2-(1-{{1-(4-Chlorophenyl)cyclopropyl]carbonyl}piperidin-2-yl)ethanol**

20 [0279] This compound was prepared using procedures analogous to those described for example 4, LCMS: (M+H)<sup>+</sup> = 308.1/310.0.

**Example 75****2-(1-{{1-(4-Chlorophenyl)cyclopropyl]carbonyl}piperidin-4-yl)ethanol**

25 [0280] This compound was prepared using procedures analogous to those described for example 4, LCMS: (M+H)<sup>+</sup> = 308.1/310.0.

30 **Example 76**

**1-{{1-(4-Chlorophenyl)cyclopropyl]carbonyl}-4-(4-fluorophenyl)piperidine**

[0281] This compound was prepared using procedures analogous to those described for example 4, LCMS: (M+H)<sup>+</sup> = 358.1/360.1.

35 **Example 77**

**4-(4-Chlorophenyl)-1-{{1-(4-chlorophenyl)cyclopropyl]carbonyl}-1,2,3,6-tetrahydropyridine**

40 [0282] This compound was prepared using procedures analogous to those described for example 4, LCMS: (M+H)<sup>+</sup> = 372.1/374.1.

**Example 78****45 (1- {{1-(4-Chlorophenyl)cyclopropyl]carbonyl}piperidin-2-yl)methanol**

[0283] This compound was prepared using procedures analogous to those described for example 4, LCMS: (M+H)<sup>+</sup> = 294.1/296.1.

50 **Example 79**

**2-(1-{{1-(4-Chlorophenyl)cyclopropyl]carbonyl}pyrrolidin-2-yl)ethanol**

55 [0284] This compound was prepared using procedures analogous to those described for example 4, LCMS: (M+H)<sup>+</sup> = 294.1/296.1.

**Example 80****((2S)-1-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}pyrrolidin-2-yl)methanol**

5 [0285] This compound was prepared using procedures analogous to those described for example 4, LCMS: (M+H)<sup>+</sup> = 280.1/282.1.

**Example 81****((2R)-1-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}pyrrolidin-2-yl)methanol**

10 [0286] This compound was prepared using procedures analogous to those described for example 4, LCMS: (M+H)<sup>+</sup> = 280.0/282.0.

**Example 82****1'-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}spiro[1,2-benzisothiazole-3,3'-pyrrolidine] 1,1-dioxide***Step 1: Synthesis of N-(tert-butyl)benzenesulfonamide*

20 [0287] To a solution of benzenesulfonyl chloride (722  $\mu$ L, 0.00566 mol), potassium carbonate (0.939 g, 0.00679 mol) in acetonitrile (15 mL, 0.29 mol) was added tert-butylamine (0.652 mL, 0.00623 mol). The resulting mixture was stirred at r.t. for 30 minutes, followed by filtration and concentration. The resulting residue was diluted with ethyl acetate, and the resulting solution was washed with water then with brine, then dried with  $MgSO_4$  followed by concentration. The crude material was purified by flash chromatography on silica gel with 40% AcOEt in hexanes to give the desired compound (1.21g, 85% yield). MS (ESI): 236.0 (M + Na<sup>+</sup>).

*Step 2: Synthesis of 2-(1-benzyl-3-hydroxypyrrolidin-3-yl)-N-(tert-butyl) benzenesulfonamide*

30 [0288] To a solution of N-(tert-butyl)benzenesulfonamide (536 mg, 0.00251 mol) in ether (10 mL, 0.1 mol) was added 1.7 M of tert-butyl lithium in pentane (4.4 mL) under nitrogen at -78°C. The mixture was stirred at -78 Celsius for 15 min, then at 0 Celsius for 1 hour, and then cooled down to -78 Celsius again. A solution of 1-benzylpyrrolidin-3-one (400.0 mg, 0.002283 mol) in ether (3 mL) was added to the above solution. The reaction solution was stirred at -78 Celsius for 2 hours, then quenched with saturated  $NH_4Cl$  aqueous solution, and then extracted with EtOAc. The organic phase was washed with brine, then dried over  $MgSO_4$ . The residue was purified by flash chromatography on silica gel column with 30% AcOEt in hexanes to give the desired compound (350 mg, 39% yield). MS (ESI): 389.1 (M + H<sup>+</sup>).

*Step 3: Synthesis of 1'-benzylspiro[1,2-benzisothiazole-3,3'-pyrrolidine] 1,1-dioxide*

40 [0289] To a solution of 2-(1-benzyl-3-hydroxypyrrolidin-3-yl)-N-(tert-butyl)benzenesulfonamide (350 mg, 0.00090 mol) in acetonitrile (15 mL, 0.29 mol) were added sodium iodide (418 mg, 0.00279 mol) and chlorotrimethylsilane (0.354 mL, 0.00279 mol). The reaction mixture was refluxed under nitrogen for 1 hour and then cooled down to room temperature, then quenched with 10% aqueous sodium thiosulfate solution (10 mL), and then extracted with EtOAc. The organic phase was washed with water then brine, and then dried over  $MgSO_4$  followed by filtration. The filtrate was concentrated to give the desired compound (170 mg, 60% yield). MS (ESI): 315.0 (M + H<sup>+</sup>).

*Step 4: Synthesis of spiro[1,2-benzisothiazole-3,3'-pyrrolidine]1,1-dioxide*

50 [0290] To a solution of 1'-benzylspiro[1,2-benzisothiazole-3,3'-pyrrolidine] 1,1-dioxide (170 mg, 0.00054 mol) in methanol were added Pd black (150 mg) and formic acid (0.2 mL, 0.005 mol). The resulting reaction mixture was refluxed overnight, then cooled to r. m., and then filtered and concentrated to give the desired compound (50 mg, 42% Yield). MS (ESI): 225.1 (M + H<sup>+</sup>).

*Step 5: Synthesis of 1'-{[1-(4-chlorophenyl)cyclopropyl]carbonyl}spiro[1,2-benzisothiazole-3,3'-pyrrolidine] 1,1-dioxide*

55 [0291] To a solution of 1-(4-chlorophenyl)cyclopropanecarboxylic acid (40.0 mg, 0.000203 mol) in N,N-dimethylformamide (0.5 mL, 0.006 mol) at 0 Celsius were added spiro[1,2-benzisothiazole-3,3'-pyrrolidine] 1,1-dioxide (45.6 mg, 0.000203 mol) and benzotriazol-1-yloxytris(dimethylamino)phosphonium hexafluorophosphate (99.0 mg, 0.000224 mol).

The reaction mixture was stirred for 3 minutes, then N,N-Diisopropylethylamine (88.6  $\mu$ L, 0.000508 mol) was added. The solution was then stirred at r.t. overnight. The crude material was purified by prep-HPLC to give the desired compound. MS (ESI): 404.0 (M + H $^+$ ).

5 **Example 83**

**1'-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

Step 1: *Synthesis of tert-butyl 3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidine]-1'-carboxylate*

[0292] To a solution of methyl-2-iodobenzoate (0.952 mL, 0.00648 mol) in tetrahydrofuran (10 mL, 0.1 mol) at - 40 Celsius was added 1.0 M of isopropylmagnesium bromide in tetrahydrofuran (7.6 mL), and the mixture was stirred at -40 Celsius for 1 hour. A solution of tert-butyl 3-oxopyrrolidine-1-carboxylate (1000 mg, 0.005 mol) in THF (2mL) was added to the above mixture, the resulting mixture was then warmed up to r.t and continued to be stirred at r. t. for 2 hours. The reaction was quenched with small amount of brine, then extracted with ethyl acetate, and then dried over MgSO<sub>4</sub> and concentrated. The residue was purified by flash chromatography on silica gel column with 40% AcOEt in hexanes to give the desired compound (0.9 g, 60% yield). MS (ESI): 312.0 (M + Na $^+$ ).

Step 2: *Synthesis of 3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one hydrochloride*

[0293] *Tert-butyl 3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidine]-1'-carboxylate* (900 mg, 0.003 mol) was added to 4 M of HCl in 1,4-dioxane (5 mL). The reaction mixture was stirred at room temperature for 60 min and then concentrated to give desired product (660 mg, 95% Yield). MS (ESI): 190.1 (M+H $^+$ ).

Step 3: *Synthesis of 1'-{[1-(4-chlorophenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one*

[0294] This compound was prepared using procedures analogous to those described in example 82 (Step 5). MS (ESI): 368.1 (M + H $^+$ ).

30 **Example 84**

**1'-{[1-[4-(Pyridin-2-yloxy)phenyl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

[0295] This compound was prepared using procedures analogous to those for Example 83. MS (ESI): 427.1 (M + H $^+$ ) 449.1 (M + Na $^+$ ).

**Example 85**

**1'-{[1-(4-Chlorophenyl)cyclobutyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

[0296] This compound was prepared using procedures analogous to those for Example 83. MS (ESI): 382.1(M + H $^+$ )

**Example 86**

**1'-{[1-(4-Methylphenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

[0297] This compound was prepared using procedures analogous to those for Example 83. MS (ESI): 348.1 (M + H $^+$ ).

**Example 87**

**1'-{[1-(4-Methoxyphenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

[0298] This compound was prepared using procedures analogous to those for Example 83. MS (ESI): 364.1 (M + H $^+$ ).

**Example 88****1'-{[1-(2,4-Dichlorophenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

5 [0299] This compound was prepared using procedures analogous to those for Example 83. MS (ESI): 402.0 (M + H<sup>+</sup>).

**Example 89****1'-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

10 *Step 1: Synthesis of 1-benzyl-3-[2-(hydroxymethyl)phenyl]pyrrolidin-3-ol*

15 [0300] To a solution of (2-iodophenyl)methanol (5.88 g, 0.0251 mol) in tetrahydrofuran (40 mL, 0.5 mol) at -78 Celsius was added 1.600 M of n-butyllithium in hexane (31.7 mL). The mixture was stirred at -4 celsius for 1 hour, then cooled to -78 Celsius. A solution of 1-benzylpyrrolidin-3-one (3.67 mL, 0.0228 mol) in THF (2mL) was added to the above mixture, and the resulting mixture was stirred at -78 Celsius for 2 hours. The reaction was quenched with small amount of brine, then extracted with ethyl acetate. The organic phase was dried over MgSO<sub>4</sub> and concentrated. The residue was purified by flash chromatography on silica gel column with 70% AcOEt in hexanes to give the desired compound (3.5 g, 54% yield). MS (ESI): 284.1 (M + H<sup>+</sup>).

20 *Step 2: Synthesis of 1'-benzyl-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one*

25 [0301] Diethyl azodicarboxylate (4.44 mL, 0.0282 mol) in 1 ml of THF was added to a mixture of 1-benzyl-3-[2-(hydroxymethyl)phenyl]pyrrolidin-3-ol (3.50 g, 0.0124 mol) and triphenylphosphine (7.40 g, 0.0282 mol) in tetrahydrofuran (50 mL, 0.6 mol) at room temperature. The mixture was stirred at room temperature overnight. The reaction solution was concentrated and the residue was flash chromatographed on silica gel column with 50% AcOEt in hexanes to give the desired compound (1.5 g, 46% yield). MS (ESI): 266.1 (M + H<sup>+</sup>).

30 *Step 3: Synthesis of 3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one*

35 [0302] To a solution of 1'-benzyl-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one (200 mg, 0.0008 mol) in methanol (10 mL) was added Pd/C (150 mg), and the suspension was hydrogenated under H<sub>2</sub> (50 psi) overnight. The mixture was filtered and then concentrated to give the desired compound (110 mg, 92% yield). MS (ESI): 176.1 (M + H<sup>+</sup>).

40 *Step 4: Synthesis of 1'-{[1-(4-chlorophenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one*

45 [0303] This compound was prepared using procedures analogous to those described in Example 82 (Step 5). MS (ESI): 354.1 (M + H<sup>+</sup>).

**Example 90****1'-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one**

50 *Step 1: Synthesis of 7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one*

55 [0304] A solution of 2,2,6,6-tetramethyl-piperidine (0.820 mL, 0.00486 mol) in tetrahydrofuran (5 mL, 0.06 mol) at -75 Celsius was added to 1.600 M of n-butyllithium in hexane (4.05 mL). After the mixture was stirred for 15 min, a solution of 2-pyridinecarboxylic acid (199 mg, 0.00162 mmol) was added. The resulting mixture was stirred at -75 Celsius for 10 minutes, then at -20 Celsius for 30 minutes. A solution of tert-butyl 3-oxopyrrolidine-1-carboxylate (250 mg, 0.0013 mol) in THF (2mL) was then added to the above mixture. The reaction mixture continued to be stirred at -20 Celsius for 20 minutes, then was warmed up to r.t. and then stirred for additional 1 hour. The reaction mixture was quenched with water, then concentrated to remove THF, and then acidified to pH ~1 using 6M aqueous HCl solution, and then stirred at r.t. overnight. The resulting mixture was extracted with methylene chloride. The aqueous layer was concentrated and the residue was directly purified by flash chromatography on silica gel column with 10% methanol in methylene chloride to give the desired compound. MS (ESI): 190.9 (M + H<sup>+</sup>).

*Step 2: Synthesis of 1'-{[1-(4-chlorophenyl)cyclopropyl]carbonyl}-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one*

**[0305]** This compound was prepared using procedures analogous to those described in Example 82 (Step 5). MS (ESI): 369.0 (M + H<sup>+</sup>).

5

**Example 91****1'-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

**[0306]** This compound was prepared using procedures analogous to Example 90. MS (ESI): 369.0 (M + H<sup>+</sup>)

10

**Example 92****1'-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-1H-spiro[furo[3,4-c]pyridine-3,3'-pyrrolidin]-1-one**

15

**[0307]** This compound was prepared using procedures analogous to example 90. MS (ESI): 369.0 (M + H<sup>+</sup>)

20

**Example 93****1'-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}spiro[indole-3,3'-pyrrolidin]-2(1H)-one***Step 1: Synthesis of tert-butyl 1,3,4,9-tetrahydro-2H-β-carboline-2-carboxylate*

**[0308]** To a solution of 2,3,4,9-tetrahydro-1H-β-carboline (500 mg, 0.003 mol) in methylene chloride (10 mL, 0.2 mol) were added di-tert-butylcarbonate (697 mg, 0.00319 mol) and N,N-diisopropylethylamine (0.607 mL, 0.00348 mol). The solution was stirred at room temperature for 2 hours. The reaction solution was diluted with AcOEt, then washed with saturated aqueous NaHCO<sub>3</sub> solution, then dried with MgSO<sub>4</sub>, and then concentrated to give desired compound (780 mg, 100% yield). MS (ESI): 273.0 (M + H<sup>+</sup>).

30

*Step 2: Synthesis of tert-butyl 2-methoxy-1'H-spiro[indole-3,3'-pyrrolidine]-1'-carboxylate*

**[0309]** To a solution of tert-butyl 1,3,4,9-tetrahydro-2H-β-carboline-2-carboxylate (780 mg, 0.0029 mol) in methylene chloride (15 mL, 0.23 mol) was added triethylamine (0.439 mL, 0.00315 mol). The solution was stirred at 5 Celsius under darkness and nitrogen. To the above solution with stirring, a solution of tert-butyl hypochlorite (0.373 mL, 0.00329 mol) in CCl<sub>4</sub> (5ml) was added dropwise at 5 Celsius. The mixture was stirred at 5 Celsius until TLC showed that starting material was consumed.

**[0310]** The above mixture was then added to a solution of sodium hydroxide (1.146 g, 0.02864 mol) in methanol (50 mL, 1 mol) under reflux. The resulting reaction mixture was under reflux overnight and then concentrated. The residue was diluted with AcOEt and water. The organic phase was washed with brine, then dried over MgSO<sub>4</sub> and concentrated. The residue was flash chromatographed on silica gel column with 50% AcOEt in hexanes to give the desired compound (660 mg, 76% yield). MS (ESI): 303.0 (M + H<sup>+</sup>)

50

*Step 3: Synthesis of spiro[indole-3,3'-pyrrolidin]-2(1H)-one*

**[0311]** Tert-butyl 2-methoxy-1'H-spiro[indole-3,3'-pyrrolidine]-1'-carboxylate (660 mg, 0.0022 mol) was mixed with trifluoroacetic acid (1 mL) and water (18 mL), and the mixture was stirred under reflux for 3 hours. The mixture was then cooled down to room temperature, then adjusted to basic condition (pH~10) using ammonium hydroxide, and then extracted with CH<sub>2</sub>Cl<sub>2</sub>. The organic phase from the extraction was dried with MgSO<sub>4</sub>, then concentrated to give the desired product (350mg, 85% Yield). MS (ESI): 189.0 (M + H<sup>+</sup>)

55

*Step 4: Synthesis of 1'-{[1-(4-chlorophenyl)cyclopropyl]carbonyl}spiro[indole-3,3'-pyrrolidin]-2(1H)-one*

**[0312]** This compound was prepared using procedures analogous to those described in Example 82 (Step 5). MS (ESI): 367.0 (M + H<sup>+</sup>).

55

**Example 94****(1R)-1'-(1-[4-(1H-pyrazol-1-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

5 *Step A: Butyl 1-[4-(1H-pyrazol-1-yl)phenyl]cyclopropanecarboxylate.*

[0313] A mixture of butyl 1-(4-bromophenyl)cyclopropanecarboxylate (297.2 mg, 1.0 mmol), pyrazole (102.1 mg, 1.5 mmol), copper iodide (9.6 mg, 0.050 mmol), N,N'-Dimethyl-1,2-ethanediamine (11.0  $\mu$ L, 0.103 mmol) and potassium phosphate (430.0 mg, 2.026 mmol) in toluene (2.0 mL) was deaerated and charged with nitrogen. The resulting mixture was heated at 100 °C overnight. Ethyl acetate (10 mL) was added to the mixture. The resulting mixture was filtered through a pad of celite, and then washed with ethyl acetate. The filtrate was concentrated and the residue was purified by flash chromatography to give butyl 1-[4-(1H-pyrazol-1-yl)phenyl]cyclopropanecarboxylate.

15 *Step B: 1-[4-(1H-pyrazol-1-yl)phenyl]cyclopropanecarboxylic acid:*

[0314] Trifluoroacetic acid (1.0 mL) was added to butyl 1-[4-(1H-pyrazol-1-yl)phenyl]cyclopropanecarboxylate (60 mg) in methylene chloride (1.0 mL). The mixture was stirred at room temperature overnight, and then concentrated to give a crude product which was directly used in the reaction of next step without further purification.

20 *Step C: (1R)-1'-(1-[4-(1H-pyrazol-1-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one:*

[0315] 4-Methylmorpholine (55  $\mu$ L, 0.50 mmol) was added to a mixture of 1-[4-(1H-pyrazol-1-yl)phenyl]cyclopropanecarboxylic acid (0.10 mmol), 3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one dihydrochloride (0.026 g, 0.10 mmol), and BOP (0.057 g, 0.11 mmol) in DMF (1 mL). The mixture was stirred at room temperature for 2 hours, then adjusted to be acidic (pH = 2.0) with TFA, and then diluted with DMF (0.8 mL). The resulting solution was purified by a prep-LCMS followed by chiral HPLC to give (1R)-1'-(1-[4-(1H-pyrazol-1-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one (30%). MS (ESI): (M+H)<sup>+</sup> = 401.1

**Example 95****(1R)-1'-(1-[4-(Difluoromethoxy)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

35 *Step A: 1-[4-(Difluoromethoxy)phenyl]cyclopropanecarboxylic acid.*

[0316] Sodium hydroxide [50% aqueous solution (3.20 g)], was added to a mixture of [4-(difluoromethoxy)phenyl]acetonitrile (1.00 g, 5.4 mmol), benzyltriethylammonium chloride (0.10 g, 0.4 mmol) and 1-bromo-2-chloro-ethane (1.58 g, 11.0 mmol) at 50 °C overnight. 1,2-Ethanediol (10.00 mL) was then added to the mixture, and the resulting mixture was heated at 100 °C overnight. The mixture was then poured into ice-water (30 mL) and the resulting mixture was then extracted with ethyl ether (2x10 mL). The aqueous phase was acidified (pH = 2) with 1N aqueous HCl solution, and then was extracted with ethyl acetate (4x15 mL). The combined organic phase was washed with brine (10 mL), then dried over Na<sub>2</sub>SO<sub>4</sub>, then filtered, and then concentrated under reduced pressure. The residue was the desired product which was directly used in the reaction of next step without further purification.

45 *Step B: (1R)-1'-(1-[4-(difluoromethoxy)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one.*

[0317] BOP (0.18 g, 0.42 mmol) was added to a mixture of 1-[4-(difluoromethoxy)phenyl]cyclopropanecarboxylic acid (0.10 g, 0.46 mmol) and 3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one dihydrochloride (0.10 g, 0.38 mmol) in DMF (2.5 mL). After 5 min, 4-methylmorpholine (0.2 mL, 2.0 mmol) was added to the mixture. The resulting mixture was stirred at room temperature overnight, then was adjusted to be acidic (pH = 2.0) with TFA, and then was purified by prep-LCMS to give 1'-(1-[4-(difluoromethoxy)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one TFA salt. The purified salt was neutralized by an addition of NaHCO<sub>3</sub> aqueous solution (7.5%). The mixture was extracted with ethyl acetate and the organic phase was concentrated to give 1'-(1-[4-(difluoromethoxy)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one. The desired stereo-isomer was isolated by chiral column to afford (1R)-1'-(1-[4-(difluoromethoxy)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one (49.5 mg, 31%). MS (ESI): (M+H)<sup>+</sup> = 419.1

**Example 96****(1R)-1'-{[1-(6-Phenylpyridin-3-yl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

5      *Step 1. Benzyl 3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidine]-1'carboxylate*

[0318] To a solution of methyl-2-iodobenzoate(8.8 mL, 0.060 mol) in THF (300 mL) at -60 °C was slowly added a solution of isopropylmagnesium bromide in THF (1.0 M, 66.0 mL), and the mixture was stirred below -50 °C for 1 h. A solution of benzyl-3-oxopyrrolidine-1-carboxylate (11.0 g, 0.05 mol) in THF (20.0 mL) was added to the above mixture and the reaction mixture was stirred below - 20 °C for 2 h. The reaction was quenched by an addition of saturated NH<sub>4</sub>Cl aqueous solution, and the resulting mixture was extracted with ethyl acetate several times. The combined extract was washed with water followed by brine, then dried and then concentrated. The product was purified by CombiFlash using Hexane/Ethyl acetate.

15     *Step 2. (1S)-(+)-10-Camphorsulfonic acid-3H-spiro-[2-benzofuran-1,3' -pyrrolidin]-3-one*

[0319] Palladium on carbon (10%, 0.5 g) was added to a solution of benzyl 3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidine]-1'carboxylate (5.0 g, 15.5 mmol) in methanol (100 mL) and the mixture was stirred under hydrogen balloon for 4 h (HPLC completion). The solvent of the mixture was removed under vacuum. The residue was dissolved in acetonitrile (200 mL), and (1S)-(+)-10-camphorsulfonic acid (3.6 g, 15.5 mmol) in acetonitrile (20 mL) was then slowly added at 50 °C . The formed solid was filtered and dried to give the desired product. LC-MS : 190.1 (M+H)<sup>+</sup>.

*Step 3: Ethyl 1-(6-phenylpyridin-3-yl)cyclopropanecarboxylate.*

25     [0320] Sodium carbonate (42.4 mg, 0.400 mmol) in water (0.20 mL) was added to a mixture of ethyl 1-(6-chloropyridin-3-yl)cyclopropanecarboxylate (45.1 mg, 0.200 mmol), Phenylboronic acid (24.4 mg, 0.200mmol) and tetrakis(triphenylphosphine)palladium(0) (7.15 mg) in toluene (200.0  $\mu$ L) and ethanol (100.0  $\mu$ L). The resulting mixture was irradiated by microwave at 120 °C for 15 minutes. Ethyl acetate (5 mL) was then added to the mixture. The resulting mixture was washed with water followed by brine. The organic layer was dried over Na<sub>2</sub>SO<sub>4</sub>, then filtered, and then concentrated under reduced pressure. The residue was purified by flash chromatography with ethyl acetate/heaxane to give ethyl 1-(6-phenylpyridin-3-yl)cyclopropanecarboxylate.

*Step 4: 1-(6-Phenylpyridin-3-yl)cyclopropanecarboxylic acid.*

35     [0321] Lithium hydroxide, monohydrate (0.016 g, 0.37 mmol) was added to ethyl 1-(6-phenylpyridin-3-yl)cyclopropanecarboxylate (50.0 mg, 0.19 mmol) in methanol (1.5 mL) and water (0.5 mL). The mixture was stirred at room temperature for overnight, then was adjusted to be acidic (pH = 5) with 1N HCl aqueous solution, and then was concentrated to give a crude product which was directly used in the reaction of the next step without further purification.

40     *Step 5: (1R)-1'-{[1-(6-Phenylpyridin-3-yl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one*

[0322] 1-(6-Phenylpyridin-3-yl)cyclopropanecarboxylic acid was then coupled with (1S)-(+)-10-camphorsulfonic acid salt of (1R)-3H-spiro-[2-benzofuran-1,3'-pyrrolidin]-3-one using procedures analogous to those of Example 83 to afford (1R)-1'-{[1-(6-Phenylpyridin-3-yl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one. MS (ESI): (M+H)<sup>+</sup> = 411.1

**Example 97****1'-{[1-(6-Phenylpyridin-3-yl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

50     [0323] This compound was prepared using procedures analogous to those for example 96. The yield: 40%. MS (ESI): (M+H)<sup>+</sup> = 412.1

**Example 98****(1R)-1'-{[1-(4-Pyrrolidin-1-ylphenyl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

5 *Step 1: tert-Butyl 1-(4pyrrolidin-1-ylphenyl)cyclopropanecarboxylate.*

[0324] A mixture of *tert-butyl 1-(4-bromophenyl)cyclopropanecarboxylate* (297.1 mg, 1.0 mmol), pyrrolidine (100.0  $\mu$ L, 1.2 mmol), sodium *tert*-pentoxide (154.2 mg, 1.40 mmol), [1,1'-bis(diphenylphosphino)ferrocene]dichloropalladium(II),complex with dichloromethane (1:1) (24.5 mg, 0.030 mmol) and 1,1'-bis(diphenylphosphino)ferrocene (16.6 mg, 0.030 mmol) was deareated under vacuum and then charged with nitrogen. To the mixture was added toluene (2.0 mL). The resulting mixture was heated at 100 °C for overnight. After cooling, the mixture was poured into ice-water and the resulting mixture was extracted with ethyl acetate (4x 10 mL) The combined organic phase was washed with water and brine, then dried over  $\text{Na}_2\text{SO}_4$ , then filtered, and then concentrated under reduced pressure. The residue was purified by flash chromatography with ethyl acetate/heaxane to afford *tert-butyl 1-(4-pyrrolidin-1-ylphenyl)cyclopropanecarboxylate*.

10 *Step 2: (1R)-1'-{[1-(4-pyrrolidin-1-ylphenyl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one.*

[0325] The above material of *tert-butyl 1-(4-pyrrolidin-1-ylphenyl)cyclopropanecarboxylate* was treated with TFA in 20 methylene chloride to remove the *tert-butyl* group, the resulting acid was then coupled with 3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one dihydrochloride using procedures analogous to those for Example 94 to afford (1R)-1'-{[1-(4-pyrrolidin-1-ylphenyl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one. MS (ESI): ( $\text{M}+\text{H}$ )<sup>+</sup> = 404.1

**Example 99****(1R)-1'-{[1-(4-Pyrrolidin-1-ylphenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

[0326] This compound was prepared using procedures analogous to those for example 96. The yield: 7%. MS (ESI): ( $\text{M}+\text{H}$ )<sup>+</sup> = 403.1

**Example 100****(1R)-1'-{[1-(6-Pyrrolidin-1-ylpyridin-3-yl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

35 *Step 1: Ethyl 1-(6-pyrrolidin-1-ylpyridin-3-yl)cyclopropanecarboxylate.*

[0327] A mixture of *Ethyl 1-(6-chloropyridin-3-yl)cyclopropanecarboxylate* (69.8 mg, 0.309 mmol) and pyrrolidine (250.0  $\mu$ L, 3.0 mmol) in a sealed tube was heated at 100 °C for 4 hours. Then the excess pyrrolidine in the mixture was removed 40 under reduced pressure. The residue was purified by flash chromatography column to afford *Ethyl 1-(6-pyrrolidin-1-ylpyridin-3-yl)cyclopropanecarboxylate*.

*Step 2: (1R)-1'-{[1-(6-pyrrolidin-1-ylpyridin-3-yl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3 pyrrolidin]-3-one*

45 [0328] The above material of *Ethyl 1-(6-pyrrolidin-1-ylpyridin-3-yl)cyclopropanecarboxylate* was treated with LiOH in methanol to afford the corresponding acid, which was then coupled with 3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one dihydrochloride using procedures analogous to those for example 96 to afford (1R)-1'-{[1-(6-pyrrolidin-1-ylpyridin-3-yl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one. MS (ESI): ( $\text{M}+\text{H}$ )<sup>+</sup>=405.1

**Example 101****(1R)-1'-{[1-(6-Pyrrolidin-1-ylpyridin-3-yl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

55 [0329] This compound was prepared using procedures analogous to those for example 96. The yield: .54%. MS (ESI): ( $\text{M}+\text{H}$ )<sup>+</sup>=404.2

**Example 102**

**(1R)-1'-(1-[4-(2-Oxo-1,3-oxazolidin-3-yl)phenyl]cyclopropyl)carbonyl-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

5

*Step 1: tert-Butyl 1-[4-(2-oxo-1,3-oxazolidin-3-yl)phenyl]cyclopropanecarboxylate.*

10

**[0330]** A mixture of tert-butyl 1-(4-bromophenyl)cyclopropanecarboxylate (297.2 mg, 1.0 mmol), 2-oxo-1,3-oxazolidine (1.2 mmol), copper(I) iodide (20.0 mg, 0.1 mmol), (trans)-cyclohexane-1,2-diamine (22.8 mg, 0.2 mmol) and potassium carbonate (300.0 mg, 2.17 mmol) was deaerated under vacuum and then charged with nitrogen. To the mixture was added toluene (2.0 mL). The resulting mixture was heated at 100 °C for overnight. Then ethyl acetate (10 mL) was added to the mixture. The resulting mixture was filtered through a pad of celite, and the solid was washed with additional ethyl acetate. The filtrate was concentrated. The residue was purified by flash chromatography with ethyl acetate/heaxane to afford tert-butyl 1-[4-(2-oxo-1,3-oxazolidin-3-yl)phenyl]cyclopropanecarboxylate.

15

*Step 2: (1R)-1'-(1-[4-(2-oxo-1,3-oxazolidin-3-yl)phenyl]cyclopropyl)carbonyl-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one*

20

**[0331]** t-Butyl 1-[4-(2-oxo-1,3-oxazolidin-3-yl)phenyl]cyclopropanecarboxylate was converted to the final compound using the procedures analogous to those for example 96. MS (ESI): (M+H)<sup>+</sup> = 419.1

**Example 103**

**(1R)-1'-(1-[4-(2-Oxopyrrolidin-1-yl)phenyl]cyclopropyl)carbonyl-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

25

*Step A: tert-Butyl 1-[4-(2-oxopyrrolidin-1-yl)phenyl]cyclopropanecarboxylate.*

30

**[0332]** A mixture of tert-butyl 1-(4-bromophenyl)cyclopropanecarboxylate (297.2 mg, 1.0 mmol), 2-oxo-pyrrolidine (1.2 mmol), copper(I) iodide (20.0 mg, 0.1 mmol), (trans)-cyclohexane-1,2-diamine (22.8 mg, 0.2 mmol) and potassium carbonate (300.0 mg, 2.17 mmol) was deaerated under vacuum and then charged with nitrogen. To the mixture was added toluene (2.0 mL). The resulting mixture was heated at 100 °C for overnight. Then ethyl acetate (10 mL) was added to the mixture. The resulting mixture was filtered through a pad of celite, and the solid was washed with additional ethyl acetate. The filtrate was concentrated. The residue was purified by flash chromatography with ethyl acetate/heaxane to afford tert-butyl 1-[4-(2-oxo-pyrrolidin-1-yl)phenyl]cyclopropanecarboxylate.

35

*Step B: (1R)-1'-(1-[4-(2-oxopyrrolidin-1-yl)phenyl]cyclopropyl)carbonyl-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one*

40

**[0333]** tert-Butyl 1-[4-(2-oxopyrrolidin-1-yl)phenyl]cyclopropanecarboxylate was converted to the final compound using the procedures analogous to those for example 96. MS (ESI): (M+H)<sup>+</sup> = 425.1

45

**Example 104**

**1'-(1-[4-(2-Phenylethoxy)phenyl]cyclopropyl)carbonyl-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one:**

50

*Step 1.*

55

**[0334]** 1-(4-Hydroxyphenyl)cyclopropane- carboxylic acid (0.19 g, 1.0 mmol), benzotriazol-1-yloxytris(dimethylamino) phosphonium hexafluorophosphate (0.24 g, 1.0 mmol) and N,N-dimethylformamide (1.5 ml) were mixed with stirring at room temperature for ten minutes. To the mixture, with stirring, was added 3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one dihydrochloride (0.47 g, 1.0 mmol), followed by N,N-Diisopropylethylamine (0.55 ml, 3.2 mmol). The resulting mixture was stirred at r.t. overnight. Then the reaction was quenched with water, and the reaction mixture was extracted with ethyl acetate. The extract was washed with saturated KH<sub>2</sub>PO<sub>4</sub> solution (x2), water (x1), saturated NaHCO<sub>3</sub> solution (x2), water (x1) and brine (x1) successively; then dried over Na<sub>2</sub>SO<sub>4</sub>; and then filtered. The filtrate was concentrated. The residue was further dried under high vacuum, and the desired product was obtained (0.43 g).

55

*Step 2.*

**[0335]** A mixture of 1'-(1-[4-hydroxyphenyl]cyclopropyl)carbonyl-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

(15 mg, purity: 80%, 0.034 mmol), (2-iodoethyl)-benzene (12 mg, 0.051 mmol), and tetra-n-butylammonium iodide (1 mg, 0.003 mmol), and Cesium Carbonate (28 mg, 0.086 mmol) in Dimethyl sulfoxide (0.3 ml) was stirred at r.t. overnight. Then the desired product was obtained from the mixture by prep-HPLC (0.24 mg). LCMS: m/z 455.1 (M+H)<sup>+</sup>; 477.0 (M+Na)<sup>+</sup>.

5

### Example 105

**1'-{[1-{4-[(1-Methylcyclopropyl)methoxy]phenyl}cyclopropyl]-carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

10

**[0336]** 1'-{[1-(4-Hydroxyphenyl)cyclopropyl]-carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one (8.2 mg, 0.023 mmol), triethylamine (3.6 ul, 0.026 mmol), triphenylphosphine (15 mg, 0.056 mmol), and diisopropyl azodicarboxylate (11 ul, 0.056 mmol) were mixed in tetrahydrofuran (0.2 ml) at room temperature for 10 minutes. To the mixture, with stirring, was added (1-methylcyclopropyl)methanol (4.8 mg, 0.056 mmol). The resulting mixture then was stirred at room temperature overnight. The desired product was obtained from the mixture by prep-HPLC (5.8 mg, 59%). LCMS: m/z 419.1 (M+H)<sup>+</sup>.

15

### Example 106

**20 1'-{[1-{4-[(2-Fluorobenzyl)oxy]phenyl}cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

**[0337]** This compound was prepared using similar procedures to those described in example 104. LCMS: m/z 459.2 (M+H)<sup>+</sup>; 481.3 (M+Na)<sup>+</sup>.

25

### Example 107

**1'-{[1-{4-(Quinolin-2-ylmethoxy)phenyl}cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

30

**[0338]** This compound was prepared using similar procedures to those described in example 104. LCMS: m/z 492.3 (M+H)<sup>+</sup>; 514.2 (M+Na)<sup>+</sup>.

### Example 108

**35 1'-{[1-{4-[(3-Fluorobenzyl)oxy]phenyl}cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

**[0339]** This compound was prepared using similar procedures to those described in example 104. LCMS: m/z 459.2 (M+H)<sup>+</sup>; 481.1 (M+Na)<sup>+</sup>.

40

### Example 109

**1'-{[1-{4-(1,3-Benzothiazol-2-ylmethoxy)phenyl}cyclopropyl]-carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

45

**[0340]** This compound was prepared using similar procedures to those described in example 105. LCMS: m/z 498.2 (M+H)<sup>+</sup>; 520.1 (M+Na)<sup>+</sup>.

### Example 110

**50 1'-{[1-{4-[(3,5-Bis(trifluoromethyl)benzyl)oxy]phenyl}cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one:**

**[0341]** This compound was prepared using similar procedures to those described in example 104. LCMS: m/z 577.2 (M+H)<sup>+</sup>; 599.2 (M+Na)<sup>+</sup>.

55

**Example 111**

5 **1'-[{1-[4-[2-(4-Fluorophenyl)ethoxy]phenyl}cyclopropyl]-carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one:**

[0342] This compound was prepared using similar procedures to those described in example 104. LCMS: m/z 473.2 (M+H)<sup>+</sup>; 495.1 (M+Na)<sup>+</sup>.

**Example 112**

10 **4-[{4-{1-[{3-Oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl}carbonyl] cyclopropyl} phenoxy)methyl] benzonitrile**

15 [0343] This compound was prepared using similar procedures to those described in example 104. LCMS: m/z 466.2 (M+H)<sup>+</sup>; 488.2 (M+Na)<sup>+</sup>.

**Example 113**

20 **1'-[{1-(4-Phenoxyphenyl)cyclopropyl]carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

25 [0344] A mixture of 1-(4-phenoxyphenyl)cyclopropanecarboxylic acid (15 mg, 0.059 mmol), 3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one dihydrochloride (16 mg, 0.059 mmol), benzotriazol-1-yloxytris(dimethylamino)phosphonium hexafluorophosphate (27.4 mg, 0.062 mmol), and N,N-diisopropylethylamine (36 ul, 0.21 mmol) in N,N-dimethylformamide (1 ml) was stirred at room temperature for 4 hours. The desired product then was obtained from the mixture by prep-HPLC (6.2 mg, 25 %). LCMS: m/z 427.1 (M+H)<sup>+</sup>; 449.1 (M+Na)<sup>+</sup>.

**Example 114**

30 **(1R)-1'-(1-[4-(Pyridin-4-ylmethoxy)phenyl]cyclopropyl)-carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one:**

Step 1.

35 [0345] A mixture of 1-(4-hydroxyphenyl)cyclopropanecarboxylic acid (0.20 g, 1.1 mmol), [(1S,4R)-7,7-dimethyl-2-oxobicyclo[2.2.1]hept-1-yl]methanesulfonic acid - (1R)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one salt (0.47 g, 1.1 mmol), Benzotriazol-1-yloxytris(dimethylamino)phosphonium hexafluorophosphate (0.55 g, 1.2 mmol), and N,N-diisopropylethylamine (0.49 ml, 2.8 mmol) in methylene chloride (3 ml) was stirred at r.t. overnight. Then the reaction was quenched with water, and the reaction mixture was extracted with ethyl acetate. The extract was washed with 1N HCl aqueous solution (x2), water and brine successively; then dried over Na<sub>2</sub>SO<sub>4</sub>; and then filtered. The filtrate was concentrated to afford the desired product (0.35 g, yield: 89 %).

40 Step 2.

45 [0346] A mixture of (1R)-1'-(1-(4-hydroxyphenyl)cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one (15 mg, 0.043 mmol), 4-(bromomethyl)pyridine hydrobromide (13 mg, 0.052 mmol), Cesium Carbonate (56 mg, 0.17 mmol), and Tetra-n-butylammonium iodide (1.6 mg, 0.004 mmol) in Dimethyl sulfoxide (0.3 ml) was stirred at r.t. overnight. Then the desired product was obtained from the mixture by prep-HPLC (10.0 mg, yield: 53%). LCMS: m/z 441.1 (M+H)<sup>+</sup>; 463.1 (M+Na)<sup>+</sup>.

50 **Example 115**

**(1R)-1'-(1-[4-(Pyridin-2-ylmethoxy)phenyl]cyclopropyl)-carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

55 [0347] This compound was prepared using similar procedures to those described in example 114. LCMS: m/z 441.2 (M+H)<sup>+</sup>; 463.3 (M+Na)<sup>+</sup>.

**Example 116****(1R)-1'-{[1-(4-pyridin-4-ylphenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**5 **Step 1.**

**[0348]** A mixture of 1-(4-bromophenyl)cyclopropanecarboxylic acid (1.0 g, 4.1 mmol), [(1S,4R)-7,7-dimethyl-2-oxobicyclo[2.2.1]hept-1-yl]methanesulfonic acid - (1R)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one (1:1) salt (1.7 g, 4.1 mmol), benzotriazol-1-yloxytris(dimethylamino)phosphonium hexafluorophosphate (1.8 g, 4.1 mmol), and N,N-diisopropylethylamine (1.8 ml, 10 mmol) in methylene chloride (7 ml) was stirred at room temperature for 4 hours. Then the mixture was diluted with ethyl acetate. The resulting solution was washed with saturated  $\text{KH}_2\text{PO}_4$  solution (x2), water, saturated  $\text{NaHCO}_3$  solution, water and brine successively; then dried over  $\text{Na}_2\text{SO}_4$ ; and then filtered. The filtrate was concentrated to afford the product (1.5g).

15 **Step 2.**

**[0349]** A mixture of (1R)-1'-{[1-(4-bromophenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one (25 mg, 0.061 mmol), 4-(tributylstannyl)pyridine (24 mg, 0.067 mmol), tris(dibenzylideneacetone)dipalladium(0) (3 mg, 0.003 mmol), tri-tert-butylphosphine (1.5 mg, 0.007 mmol), and potassium fluoride (12 mg, 0.20 mmol) in tetrahydrofuran (0.3 ml) was microwave irradiated at 90°C for 15 minutes. Then the desired product was obtained from the mixture by prep-HPLC (3.2 mg, yield: 13 %). LCMS: m/z 411.1 ( $\text{M}+\text{H}$ )<sup>+</sup>; 433.0( $\text{M}+\text{Na}$ )<sup>+</sup>.

**Example 117****(1R)-1'-{[1-(4-cyclopropylphenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

**[0350]** This compound was prepared using similar procedures to those described in example 116. LCMS: m/z 374.1 ( $\text{M}+\text{H}$ )<sup>+</sup>; 396.1 ( $\text{M}+\text{Na}$ )<sup>+</sup>.

30 **Example 118****(1R)-1'-{[1-(2-Fluoro-4-pyridin-2-ylphenyl)cyclopropyl]-carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**35 **Step 1.**

**[0351]** A mixture of 1-(4-chloro-2-fluorophenyl)cyclopropanecarboxylic acid (0.15 g, 0.7 mmol), [(1S,4R)-7,7-dimethyl-2-oxobicyclo[2.2.1]hept-1-yl]methanesulfonic acid - (1R)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one (1:1) salt (0.29 g, 0.7 mmol), benzotriazol-1-yloxytris(dimethylamino)phosphonium hexafluorophosphate (0.34 g, 0.77 mmol), and N,N-diisopropylethylamine (0.43 ml, 2.4 mmol) in N,N-dimethylformamide (2.0 ml) was stirred at room temperature overnight. The mixture then was diluted with ethyl acetate. The resulting solution was washed with saturated  $\text{NaHCO}_3$  solution, water, 1N HCl solution, water and brine successively; then dried over  $\text{Na}_2\text{SO}_4$ ; and then filtered. The filtrate was concentrated to afford the desired product (275 mg).

45 **Step 2.**

**[0352]** A mixture of (1R)-1'-{[1-(4-chloro-2-fluorophenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one (20 mg, purity: 80%, 0.04 mmol), 2-(tributylstannyl)-pyridine (17 mg, 0.046 mmol), Tris(dibenzylideneacetone)dipalladium(0) (2 mg, 0.002 mmol), tri-tert-butylphosphine (0.8 mg, 0.004 mmol), and cesium carbonate (16 mg, 0.05 mmol) in 1,4-dioxane (0.5 ml) was microwave irradiated at 100°C for 30 minutes. The product was obtained from the mixture by prep-HPLC. LCMS: m/z 429.2 ( $\text{M}+\text{H}$ )<sup>+</sup>; 451.1 ( $\text{M}+\text{Na}$ )<sup>+</sup>.

**Example 119****(1R)-1'-{[(1-{4-[(E)-2-(4-Methylphenyl)vinyl]phenyl}-cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one}**

**[0353]** A mixture of (1R)-1'-{[1-(4-bromophenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one (25 mg, 0.061 mmol), [(E)-2-(4-methylphenyl)vinyl]boronic acid (11 mg, 0.067 mmol), tri-tert-butylphosphine (1.5 mg,

0.007 mmol), tris(dibenzylideneacetone)dipalladium(0) (3 mg, 0.003 mmol), potassium fluoride (12 mg, 0.2 mmol) in tetrahydrofuran (0.4 ml) was microwave irradiated at 90°C for 20 minutes. The desired product was obtained from the mixture by prep-HPLC (13.7 mg, yield: 50%). LCMS: m/z 450.2 (M+H)<sup>+</sup>; 472.2 (M+Na)<sup>+</sup>.

5 **Example 120**

**(1R)-1'-{(1-[4-(2-Pyridin-2-yethoxy)phenyl]cyclopropyl}-carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

10 **[0354]** (1R)-1'-{[1-(4-Hydroxyphenyl)-cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one (15 mg, 0.043 mmol), diisopropyl azodicarboxylate (20  $\mu$ l, 0.10 mmol), and triphenylphosphine (24  $\mu$ l, 0.10 mmol) were mixed in tetrahydrofuran (0.2 ml) at room temperature for 5 minutes. To the mixture, with stirring, was added 2-(2-pyridyl)ethanol (13 mg, 0.10 mmol). The resulting mixture then was stirred at room temperature overnight. Then the desired product was obtained from the mixture by prep-HPLC (6.4 mg, yield: 33%). LCMS: m/z 455.2 (M+H)<sup>+</sup>.

15 **Example 121**

**1'-{(1-[4-(2-Pyridin-2-yethoxy)phenyl]cyclopropyl}carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

20 **[0355]** This compound was prepared using similar procedures to those described in example 105. LCMS: m/z

**Example 122**

25 **(1R)-1'-{[(1-{4-[(E)-2-Pyridin-4-ylvinyl]phenyl}cyclopropyl}-carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

30 **[0356]** A mixture of **POPD1 catalyst (CombiPhos Catalysts, Inc)** (2 mg), (1R)-1'-{[1-(4-bromophenyl)cyclopropyl]-carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one (15 mg, 0.036 mmol), 4-vinylpyridine (19 mg, 0.18 mmol), potassium carbonate (5.5 mg, 0.04 mmol) in N,N-dimethylformamide (0.3 ml) was microwave irradiated at 135°C for 30 minutes. Then the desired product was obtained from the mixture by prep-HPLC followe by chiral HPLC (13 mg, 82 %).. LCMS: m/z 437.2 (M+H)<sup>+</sup>; 459.2 (M+Na)<sup>+</sup>.

35 **Example 123**

**(1R)-1'-{(1-[4-(3,5-Dimethylisoxazol-4-yl)phenyl]cyclopropyl}carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

40 *Step 1a: Synthesis of 1-(4-bromophenyl)cyclopropanecarboxylic acid*

45 **[0357]** 2-(4-Bromophenyl)acetonitrile (10.0 g, 0.0510 mol), 1-bromo-2-chloro-ethane (5.5 mL, 0.066 mol) and benzyl-triethylammonium chloride (200 mg, 0.001 mol) were added to a flask with vigorously stirring, then 19.4 M of sodium hydroxide in water (18.4 mL) was added dropwise. The mixture was stirred at 4 °C overnight. The reaction mixture was diluted with water and extract with ethyl acetate. The organic phase was washed with 1N HCl aqueous solutionand brine successively; then dried with MgSO<sub>4</sub>; and then concentrate.

50 **[0358]** To a mixture of the above residue (6.0 g, 0.027 mol) and 19.4 M of sodium hydroxide in water (5.6 mL) was added 1,2-ethanediol (60 mL, 1 mol). The resulting mixture was refluxed at 120 Celsius for 20 hours. The reaction mixture was cooled down to r.t., then poured into water and the resulting mixture was extracted with ether. The aqueous phase was acidified with HCl aqueous solution and extracted with ethyl acetate. Then the ethyl acetate phase was washed with brine, then dried with MgSO<sub>4</sub>, and then concentrated to afford the desired compound. MS (ESI): 241.0.0 (M + H<sup>+</sup>)

*Step 1b: Synthesis of (1R)-1'-{[1-(4-bromophenyl)cyclopropyl}carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one*

55 **[0359]** To a solution of 1-(4-bromophenyl)cyclopropanecarboxylic acid (1.0 g, 0.0041 mol) in N,N-dimethylformamide (5 mL, 0.06 mol) was added [(1S,4S)-7,7-dimethyl-2-oxobicyclo[2.2.1]hept-1-yl]methanesulfonic acid - (1R)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one (1:1) (1.75 g, 0.00415 mol). The solution was cooled to 0 °C, and benzotriazol-1-yloxytris(dimethylamino)phosphonium hexafluorophosphate (2.02 g, 0.00456 mol) was added. After stirring for about 3 minutes, N,N-diisopropylethylamine (2.17 mL, 0.0124 mol) was added to the mixture. The resulting solution was stirred

at 0°C for 20 minutes, then at r.t. overnight.

[0360] Then the solution was poured into a saturated NaHCO<sub>3</sub> aqueous solution, and the mixture was extracted with ethyl acetate. The organic phase was washed with saturated NaHCO<sub>3</sub> aqueous solution (x3), water and brine successively; then dried with MgSO<sub>4</sub>; and then concentrate. The residue was flash chromatographed on silica gel column with 50% AcOEt in Hexanes to afford the desired compound. MS (ESI): 414.0.0 (M + H<sup>+</sup>), 412.00(M-H<sup>+</sup>).

Step 1c: (1*R*)-1'-(1-[4-(3,5-dimethylisoxazol-4-yl)phenyl]cyclopropyl)carbonyl)-3*H*-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one

[0361] To a solution of (1*R*)-1'-(1-(4-bromophenyl)cyclopropyl)carbonyl)-3*H*-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one (20 mg, 0.00005 mol) in tetrahydrofuran (1.0 mL, 0.012 mol) were added 3,5-dimethyl-4-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)isoxazole (11.9 mg, 0.0000534 mol), tris(dibenzylideneacetone)dipalladium(0) (0.2 mg, 0.0000002 mol), tri-tert-butylphosphine (0.12 mg, 5.8E-7 mol) and potassium fluoride (9.3 mg, 0.00016 mol), and the resulting mixture was heated at 150 Celsius under microwave for 50 minutes. The mixture then was cooled down to r.t. and filtered. The filtrate was diluted with methanol, and the desired compound was obtained by revised phase prep-HPLC. MS (ESI): 429.2 (M + H<sup>+</sup>).

#### Example 124

(1*R*)-1'-(1-[4-(1-Methyl-1*H*-pyrazol-4-yl)phenyl]cyclopropyl)carbonyl)-3*H*-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one

[0362] This compound was prepared using procedures analogous to step 1c in example 123. MS (ESI): 414.1 (M + H<sup>+</sup>)

#### Example 125

(1*R*)-1'-(1-[4'-(Methylsulfonyl)biphenyl-4-yl]cyclopropyl)carbonyl)-3*H*-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one

[0363] This compound was prepared using procedures analogous to step 1c in example 123. MS (ESI): 488.1 (M + H<sup>+</sup>)

#### Example 126

1'-(1-[4-(3-Methyl-1*H*-pyrazol-1-yl)phenyl]cyclopropyl)carbonyl)-3*H*-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

[0364] To a solution of 1'-(1-(4-bromophenyl)cyclopropyl)carbonyl)-3*H*-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one (30 mg, 0.00007 mol), 3-methyl-1*H*-pyrazole (7.15 mg, 0.0000871 mol) in toluene (0.5 mL, 0.005 mol) and N,N-dimethylformamide (0.5 mL, 0.006 mol) were added (1*S*,2*S*)-N,N'-dimethylcyclohexane-1,2-diamine (2.1 mg, 0.000014 mol), copper(I) iodide (1 mg, 0.000007 mol), and potassium carbonate (21.1 mg, 0.000152 mol). The mixture was heated at 150 Celsius under microwave for 60 minutes. Then the mixture was cooled down to r.t. and filtered. The filtrate was diluted with methanol, and the desired compound was obtained by reversed phase prep-HPLC. MS (ESI): 415.1 (M + H<sup>+</sup>).

#### Example 127

1'-(1-[4-[3-(Trifluoromethyl)-1*H*-pyrazol-1-yl]phenyl]cyclopropyl)carbonyl)-3*H*-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

[0365] This compound was prepared using procedures analogous to those in example 126. MS (ESI): 469.1 (M + H<sup>+</sup>)

#### Example 128

1'-(1-[4-(4-Methyl-1*H*-pyrazol-1-yl)phenyl]cyclopropyl)carbonyl)-3*H*-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

[0366] This compound was prepared using procedures analogous to those in example 126. MS (ESI): 415.1 (M + H<sup>+</sup>)

**Example 129****(1R)-1'-(1-[4-(2H-Indazol-2-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

5 [0367] To a solution of 1'-(1-(4-bromophenyl)cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one (30 mg, 0.00007 mol), 1H-Indazole (10.3 mg, 0.0000871 mol) in toluene (1 mL, 0.01 mol) were added (1S,2S)-N,N'-dimethylcyclohexane-1,2-diamine (2.1 mg, 0.000014 mol), copper(I) iodide (1 mg, 0.000007 mol), and potassium phosphate (32.4 mg, 0.000152 mol) in a sealed vial. The mixture was microwaved at 150 Celsius for 60 minutes. Then the mixture was cooled down to r.t. and filtered. The filtrate was diluted with methanol, and the desired compound was obtained by revised phase prep-HPLC. MS (ESI): 451.1 (M + H<sup>+</sup>). The enantiomers were separated by chiral HPLC.

**Example 130****(1R)-1'-(1-[4-(1H-benzimidazol-1-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

15 [0368] To a solution of 1'-(1-(4-bromophenyl)cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one (30 mg, 0.00007 mol), 1H-Imidazole, 2-methyl- (7.15 mg, 0.0000871 mol) in N,N-dimethylformamide (1 mL, 0.01 mol) were added (1S,2S)-N,N'-dimethylcyclohexane-1,2-diamine (2.1 mg, 0.000014 mol), copper(I) iodide (1 mg, 0.000007 mol), and cesium carbonate (49.7 mg, 0.000152 mol). The mixture was microwaved at 200 Celsius for 60 minutes. Then the mixture was cooled down to r.t. and filtered. The filtrate was adjusted to be acidic using TFA and stirred for 30 minutes, then diluted with methanol and purified by revised phase prep-HPLC followed by chiral HPLC to afford the desired compound. MS (ESI): 451.1 (M + H<sup>+</sup>).

**Example 131****(1R)-1'-(1-[4-(2-Methyl-1H-imidazol-1-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

30 [0369] This compound was prepared using procedures analogous to those in example 130. MS (ESI): 415.1 (M + H<sup>+</sup>)

**Example 132****(1R)-1'-(1-[4-(1H-1,2,4-triazol-1-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

35 [0370] This compound was prepared using procedures analogous to those in example 129. MS (ESI): 401.1 (M + H<sup>+</sup>)

**Example 133****(1R)-1'-(1-[4-(1-Hydroxycyclopentyl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one***Step 1a: 1-[4-(1-hydroxycyclopentyl)phenyl]cyclopropanecarboxylic acid*

45 [0371] A solution of 1-(4-bromophenyl)cyclopropanecarboxylic acid (600.0 mg, 0.002489 mol) in tetrahydrofuran (20 mL, 0.2 mol) was cooled below -20 Celsius under N<sub>2</sub> atmosphere, and 1.0 M of dibutylmagnesium in heptane (1.3 mL) was slowly added to the solution while maintaining the temperature below -20 Celsius. Then n-butyllithium (2.5 M in hexane, 1.1 mL) was slowly added to the slurry while maintaining the temperature below -20 Celsius with effective stirring. After the mixture was stirred at -20 Celsius for 1 hour, a solution of cyclopentanone (0.264 mL, 0.00299 mol) in THF (20.0 mL) was added to the mixture. Then after stirring at -20 Celsius for 1 hour, the reaction was quenched with ammonium chloride and the reaction mixture was extracted with ethyl acetate. The organic phase was washed with brine, then dried over Na<sub>2</sub>SO<sub>4</sub>, and then filtered. The filtrate was concentrated. The residue was flash chromatographed on silica gel column with 30% ethyl acetate in hexanes to afford the desired compound. MS (ESI): 229.1 (M-OH<sup>-</sup>), 269.1(M+Na<sup>+</sup>).

Step 1b: (1*R*)-1'-{[1-[4-(1-hydroxycyclopentyl)phenyl]cyclopropyl]carbonyl}-3*H*-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one

[0372] This compound was prepared using procedures analogous to step 1b in example 123. MS (ESI): 400.1 (M - OH<sup>-</sup>)

#### Example 134

(1*R*)-1'-{[1-(4-Cyclopentylphenyl)cyclopropyl]carbonyl}-3*H*-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

Step 1a: 1-(4-cyclopentylphenyl)cyclopropanecarboxylic acid

[0373] The mixture of 1-[4-(1-hydroxycyclopentyl)phenyl]cyclopropanecarboxylic acid (120 mg, 0.00049 mol), triethylsilane (389  $\mu$ L, 0.00244 mol) and TFA 0.3mL was stirred at r.t. overnight. The mixture was concentrated to afford desired product. MS (ESI): 231.1 (M + H<sup>+</sup>)

Step 1b: (1*R*)-1'-{[1-(4-cyclopentylphenyl)cyclopropyl]carbonyl}-3*H*-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

[0374] This compound was prepared using procedures analogous to step 1b in example 123. MS (ESI): 403.1 (M + H<sup>+</sup>)

#### Example 135

(1*R*)-1'-{[1-[4-(1-Hydroxycyclopentyl)phenyl]cyclopropyl]carbonyl}-3*H*-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

[0375] This compound was prepared using procedures analogous to those in example 133. MS (ESI): 401.1 (M - OH<sup>-</sup>)

#### Example 136

(1*R*)-1'-{[1-[4-(1-Hydroxycyclobutyl)phenyl]cyclopropyl]carbonyl}-3*H*-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one

[0376] This compound was prepared using procedures analogous to those in example 133. MS (ESI): 404.3(M + H<sup>+</sup>)

#### Example 137

(1*R*)-1'-{[1-[4-(1-Hydroxycyclobutyl)phenyl]cyclopropyl]carbonyl}-3*H*-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

[0377] This compound was prepared using procedures analogous to those in example 133. MS (ESI): 387.2(M - OH<sup>-</sup>), 405.2(M + H<sup>+</sup>)

#### Example 138

(1*R*)-1'-{[1-[4-(Tetrahydro-2*H*-pyran-4-yl)phenyl]cyclopropyl]carbonyl}-3*H*-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

[0378] This compound was prepared using procedures analogous to those in example 134. MS (ESI): 419.1(M + H<sup>+</sup>)

#### Example 139

(1*R*)-1'-{[1-(4-Cyclobutylphenyl)cyclopropyl]carbonyl}-3*H*-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

[0379] This compound was prepared using procedures analogous to those in example 134. MS (ESI): 389.0(M + H<sup>+</sup>)

**Example 140**

**(1R)-1'-({1-[4-(4-hydroxytetrahydro-2H-pyran-4-yl)phenyl]cyclopropyl}carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

5 [0380] This compound was prepared using procedures analogous to those in example 133. MS (ESI): 434.0(M + H<sup>+</sup>)

**Example 141**

10 **(1R)-1'-({1-[4-(4-Hydroxytetrahydro-2H-pyran-4-yl)phenyl]cyclopropyl}carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

15 [0381] This compound was prepared using procedures analogous to those in example 133. MS (ESI): 417(M - OH-), 435.0(M + H<sup>+</sup>)

**Example 142**

20 **(1R)-1'-({1-[4-(2-Amino-1,3-thiazol-4-yl)phenyl]cyclopropyl}carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

25 *Step 1. Methyl 1-phenylcyclopropanecarboxylate*

30 [0382] Methyl iodide (2.8 mL, 45.0 mmol) was added to a mixture of 1-phenylcyclopropanecarboxylic acid (4.9 g, 30.0 mmol) and potassium carbonate (8.3 g, 60.0 mmol) in DMF (50 mL) at room temperature and the reaction mixture was stirred for 1 h. Then the reaction mixture was diluted with diethyl ether. The resulting mixture was washed with water (x 2) and brine successively, then dried and concentrated to afford the desired product.

35 *Step 2. Methyl 1-[4-(chloroacetyl)phenyl]cyclopropanecarboxylate*

40 [0383] Aluminium trichloride (7.9 g, 60.0 mmol) was added in portions to a mixture of methyl 1-phenylcyclopropanecarboxylate (3.5 g, 20.0 mmol) and chloroacetyl chloride (2.0 mL, 26.0 mmol) in carbon disulfide (40.0 mL) at 15-25 °C. The reaction mixture was stirred for 2 hours at room temperature. Then the mixture was poured into concentrated HCl (10.0 mL) in ice (100 g). The resulting mixture was extracted with diethyl ether several times. The combined organic phase was washed with brine, then dried and concentrated. The crude product was purified by CombiFlash using hexane/ethyl acetate.

45 *Step 3. Methyl 1-[4-(2-amino-1,3-thiazol-4-yl)phenyl]cyclopropanecarboxylate*

50 [0384] A mixture of methyl 1-[4-(chloroacetyl)phenyl]cyclopropanecarboxylate (0.30 g, 1.2 mmol) and thiourea (0.18 g, 2.4 mmol) in ethanol (5.0 ml) was refluxed overnight. The reaction mixture was diluted with ethyl acetate and washed with saturated NaHCO<sub>3</sub> and brine successively; then dried; and then concentrated. The residue was triturated with ether followed by filtration to afford the product. LC-MS: 275.1(M+H)<sup>+</sup>.

55 *Step 4. 1-[4-(2-Amino-1,3-thiazol-4-yl)phenyl]cyclopropanecarboxylic acid*

55 [0385] Lithium hydroxide monohydrate (0.24 g, 5.8 mmol) was added to a mixture of methyl 1-[4-(2-amino-1,3-thiazol-4-yl)phenyl]cyclopropanecarboxylate (0.2 g, 0.73 mmol) in THF (3.0 ml) and water (1.0 mL), and the resulting mixture was refluxed for 30 minutes. Then the reaction mixture was concentrated and the residue was adjusted to be acidic (pH = ~3) by 1N HCl aqueous solution. The precipitate formed was filtered and washed with water to afford the desired product. LC-MS: 261.0 (M+H)<sup>+</sup>.

60 *Step 5.*

65 [0386] *N,N*-Diisopropylethylamine (50  $\mu$ L, 0.3 mmol) was added to a mixture of -[4-(2-amino-1,3-thiazol-4-yl)phenyl]cyclopropanecarboxylic acid (26.0 mg, 0.1 mmol), (1S)-(+)-10-camphorsulfonic acid-3H-spiro-[2-benzofuran-1,3'-pyrrolidin]-3-one (1:1) (42.1 mg, 0.01 mmol) and BOP (57.0 mg, 0.13 mmol) in DMF (0.5 mL) at room temperature, and the reaction mixture was stirred for about 5 hours (the completion of the reaction was determined by HPLC). The crude product was purified by prep-HPLC. LC-MS: 432.1 (M+H)<sup>+</sup>.

**Example 143**

**(1R)-1'-(1-[4-(2-Methyl-1,3-thiazol-4-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

5 [0387] This compound was prepared using procedures analogous to those in example 142. LC-MS: 431.1 (M+H)<sup>+</sup>.

**Example 144**

10 **(1R)-1'-(1-[4-(2-Ethyl-1,3-thiazol-4-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

[0388] This compound was prepared using procedures analogous to those in example 142. LC-MS: 445.2 (M+H)<sup>+</sup>.

15 **Example 145**

**(1R)-1'-(1-[4-(2-Amino-1,3-thiazol-4-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

20 [0389] This compound was prepared using procedures analogous to those in examples 142. LC-MS: 433.2 (M+H)<sup>+</sup>.

**Example 146**

25 **(1R)-1'-(1-[4-(2-Methyl-1,3-thiazol-4-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

[0390] This compound was prepared using procedures analogous to those in examples 142. LC-MS: 432.1 (M+H)<sup>+</sup>.

**Example 147**

30 **(1R)-1'-(1-[4-(1,3-Thiazol-4-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

35 [0391] Isoamyl nitrite (10.0  $\mu$ L) was added to a solution of (1R)-1'-(1-[4-(2-amino-1,3-thiazol-4-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one (25.0 mg, 0.06 mmol) in 1,4-dioxane (1.0 mL), and the reaction mixture was stirred at 80 °C for 2 hours. Then the solvent from the mixture was removed and the crude product was purified by prep-HPLC. LC-MS: 417.1 (M+H)<sup>+</sup>.

**Example 148**

40 **4-(1-(4-Chlorophenyl)-3-(methoxymethoxy)cyclobutyl)carbonyl)pyrrolidin-3-yl)pyridine**

*Step 1. 1-(4-chlorophenyl)-3-(methoxymethoxy)cyclobutanecarboxylic acid.*

45 [0392] A solution of 1-(4-chlorophenyl)-3-(methoxymethoxy)cyclobutanecarbonitrile, KOH, and ethylene glycol was heated to 198 °C for 6 h and then cooled to rt. The reaction mixture was washed with ether (2 x 10 mL) and then the aqueous solution was acidified (pH 3-4) with 4 M HCl (~5 mL). The resulting aqueous mixture then was extracted with ether (2 x 20 mL) and the combined organic layers were dried over MgSO<sub>4</sub>, filtered and concentrated to afford 0.6158 g of a brown oil (the reaction was monitored by the consumption of the starting material by TLC). The identification of the product was confirmed by <sup>1</sup>H NMR and LCMS. LC-MS: 271.1 (M+H<sup>+</sup>).

50 *Step 2.*

[0393] To a solution of 1-(4-chlorophenyl)-3-(methoxymethoxy)cyclobutanecarboxylic acid in methylene chloride was add DIEA, and the mixture was stirred for 10 minutes. Then BOP was added and the mixture was stirred for 20 minutes. Then 4-pyrrolin-3-ylpyridine hydrochloride was added and the resulting mixture was stirred at room temperature overnight. The completion of the reaction was determined by LCMS. The reaction mixture then was poured in to a saturated NaHCO<sub>3</sub> aqueous solution and the resulting mixture was extract with CH<sub>2</sub>Cl<sub>2</sub> (2 x). The combined organic layers were dried over MgSO<sub>4</sub>, then filtered and then concentrated in-vacuo. The crude product was purified by flash column chro-

matography with MeOH/CH<sub>2</sub>Cl<sub>2</sub> (1%, 3%, 5%, 7%) to afford the desired product (24.1 mg). The identification of the product was confirmed by LCMS and <sup>1</sup>H NMR. LC/MS: 401.2 (M+H<sup>+</sup>).

5 **Example 149**

**3-(3-Chlorophenyl)-1-{[1-(4-chlorophenyl)-3-(methoxymethoxy)cyclobutyl] carbonyl}pyrrolidine**

[0394] This compound was prepared using procedures analogous to those in example 148. LC-MS: 435.1 (M+H<sup>+</sup>).

10 **Example 150**

**1'-{[trans-1-(4-Chlorophenyl)-3-hydroxycyclobutyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

15 *Step 1. trans-1-(4-Chlorophenyl)-3-hydroxycyclobutanecarboxylic acid*

[0395] The corresponding aldehyde was dissolved in t-BuOH/THF/2-methylbut-2-ene and the mixture was stirred at room temperature. A solution of sodium chlorite and sodium dihydrogen phosphate in water was added to the mixture with stirring. The resulting mixture was stirred for 2 hours, then the volatiles were removed from the mixture. The residue was acidified (to pH 2) with 1N HCl aqueous solution. The resulting mixture was then extracted with EtOAc (3x). The combined organic phase was dried over MgSO<sub>4</sub>, then filtered and concentrated to afford the desired carboxylic acid.

20 *Step 2.*

[0396] This compound was prepared by using a procedure analogous to that described in example 4. LC/MS: 398.9 (M+H<sup>+</sup>).

25 **Example 151**

**1'-{[cis-1-(4-Chlorophenyl)-3-fluorocyclobutyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

30 [0397] This compound was prepared by using a procedure analogous to that described in example 150 starting with the corresponding aldehyde. LC/MS: 400.1 (M+H<sup>+</sup>).

35 **Example 152**

**1'-{[cis-1-(4-Chlorophenyl)-3-fluorocyclobutyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]**

[0398] This compound was prepared by using a procedure analogous to that described in example 150 starting with the corresponding aldehyde and 3H-spiro[2-benzofuran-1,3'-pyrrolidin] hydrochloride. LC/MS: 386.1 (M+H<sup>+</sup>).

40 **Example 153**

**1'-{[cis-1-(4-Chlorophenyl)-3-fluorocyclobutyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

45 [0399] This compound was prepared by using a procedure analogous to that described in example 150 starting with the corresponding aldehyde and 7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one hydrochloride. The compound was purified by prep-HPLC. LC/MS: 401.1 (M+H<sup>+</sup>).

50 **Example 154**

**1'-{[cis-1-(4-Chlorophenyl)-3-fluorocyclobutyl]carbonyl}-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one**

[0400] This compound was prepared by using a procedure analogous to that described in example 153. LC/MS: 401.1 (M+H<sup>+</sup>).

**Example 155****3-(1-{{1-(4-Chlorophenyl)cyclobutyl}carbonyl}pyrrolidin-3-yl)pyridine**

5 [0401] This compound was prepared by using a procedure analogous to that described in example 1. LC/MS: 341.1 (M+H<sup>+</sup>).

**Example 156****(1R)-1'-{{1-(4-Chlorophenyl)cyclobutyl}carbonyl}-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one**

10 [0402] To a solution of piperidine, 2,2,6,6-tetramethyl- (1.20 mL, 0.00713 mol) in tetrahydrofuran (30 mL, 0.4 mol) at -75 degrees celsius was added 2.5 M of n-butyllithium in hexane (3.8 mL), and the mixture was stirred for 15 minutes. Then a suspension of 2-pyridinecarboxylic acid (0.292 g, 0.00238 mol) in THF was added and the resulting mixture was 15 then stirred at -75 degrees celsius for 10 minutes and then at 0 °C for 1 hour. A solution of 1-{{1-(4-chlorophenyl)cyclobutyl}carbonyl}pyrrolidin-3-one (550 mg, 0.0020 mol) in THF (2 mL) was added to the above mixture, and the resulting mixture was stirred at 0 degrees celsius for 20 minutes and then at 0 °C 1 hour. The reaction mixture was acidified (to pH ~1) using 6 M HCl aqueous solution and stirred at room temperature overnight. The reaction mixture then was neutralized (to pH ~ 7), extracted with AcOEt. The organic phase was washed with brine, then dried over MgSO<sub>4</sub>, and concentrated. 20 The crude product was purified by Combiflash and then the enantiomers were separated using a chiral column. LC/MS: 383.1 (M+H<sup>+</sup>).

**Example 157****(1R)-1'-{{1-[4-(1H-Indazol-1-yl)phenyl]cyclobutyl}carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one****Step 1. 1'-{{1-(4-Bromophenyl)cyclobutyl}carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

25 [0403] This compound was prepared by using a procedure analogous to that described in example 90. LC/MS: 429.1 and 427.1 (M+H<sup>+</sup>).

**Step 2.**

30 [0404] To a solution of 1'-{{1-(4-bromophenyl)cyclobutyl}carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one (30 mg, 0.00007 mol), and 1H-benzimidazole (0.010 g, 0.000087 mol) in toluene (0.5 mL, 0.005 mol) and N,N-dimethylformamide (0.5 mL, 0.006 mol), were added (1S,2S)-N,N'-dimethylcyclohexane-1,2-diamine (2.1 mg, 0.000014 mol), copper(I) iodide (1 mg, 0.000007 mol), and potassium carbonate (21.1 mg, 0.000152 mol), and the mixture was stirred at 120 °C overnight. The reaction mixture was then filtered and the filtrate was diluted with methanol. The product was purified using prep-HPLC followed by chiral HPLC. LC-MS: 465.2 (M+H)<sup>+</sup>.

40

**Example 158****(1R)-1'-{{1-[4-[3-(Trifluoromethyl)-1H-pyrazol-1-yl]phenyl]cyclobutyl}carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

45 [0405] This compound was prepared by using a procedure analogous to that described in example 157, with the exception that the reaction was heated to 200 °C for 1h in the microwave. LC/MS: 483.2 (M+H<sup>+</sup>).

50

**Example 159****(1R)-1'-{{1-[4-(1H-Benzimidazol-1-yl)phenyl]cyclobutyl}carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

55 [0406] This compound was prepared by using a procedure analogous to that described in example 157. LC/MS: 465.2 (M+H<sup>+</sup>).

**Example 160**

**(1R)-1'-{(1-[4-(2-Oxo-1,3-oxazolidin-3-yl)phenyl]cyclobutyl}carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

5 *Step 1. (1R)-1'-{(1-(4-bromophenyl)cyclobutyl}carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one*

[0407] This compound was prepared by using a procedure analogous to that described in example 116. LC/MS: 426.1 and 428.1 (M+H<sup>+</sup>).

10 *Step 2.*

[0408] To a solution of (1R)-1'-{(1-(4-bromophenyl)cyclobutyl}carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one (20.7 mg, 0.0000485 mol) and oxazolidin-2-one (12.7 mg, 0.000146 mol) in freshly distilled toluene (0.34 mL, 0.0032 mol), were added tris(dibenzylidene acetone)dipalladium(0) (4.4 mg, 0.0000048 mol), tri-tert-butylphosphine (2.0 mg, 0.0000097 mol) and cesium carbonate (15.8 mg, 0.0000485 mol), and the mixture was heated to 50 °C overnight. The reaction mixture then was cooled to rt, filtered over celite and concentrated under reduced pressure. The crude product was purified by prep-HPLC. LC/MS (M+H) 433.2.

**Example 161**

**(1R)-1'-[(1-Pyridin-4-ylcyclobutyl}carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

[0409] Lithium hydroxide, monohydrate (0.013 g, 0.00031 mol) was added to a solution of ethyl 1-pyridin-4-ylcyclobutanecarboxylate (32 mg, 0.00016 mol) in tetrahydrofuran (1.6 mL, 0.020 mol) and water (0.3 mL, 0.02 mol). The mixture was stirred at room temperature until the reaction was complete. The mixture was acidified (to pH=5) with 4 M HCl (75 µL) and concentrated to afford the carboxylic acid. Then [(1R,4S)-7,7-dimethyl-2-oxobicyclo[2.2.1]hept-1-yl]methanesulfonic acid - (1R)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one (1:1) (0.033 g, 0.000078 mol) and (benzotriazol-1-yloxy)tritypyrrolidinophosphonium hexafluorophosphate (0.041 g, 0.000078 mol) were added to the above crude product of the carboxylic acid, followed by 4-methylmorpholine (6.0 µL, 0.00055 mol). The reaction mixture was stirred at room temperature for 2 hours. The crude product was purified by prep-LCMS. LC/MS: 349.1 (M+H<sup>+</sup>).

**Example 162**

35 **(1R)-1'-{(1-[4-Pyridin-4-ylphenyl)cyclobutyl}carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

[0410] This compound was prepared by a coupling procedure similar to that described in example 122 using 4-pyridinyl boronic acid and the corresponding aryl bromide. LCMS: m/z425.2 (M+H)<sup>+</sup>; 447.2 (M+Na)<sup>+</sup>.

**Example 163**

**N,N-Dimethyl-4-[5-(1-[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl]pyridin-2-yl]piperazine-1-carboxamide**

45 *Step 1. Ethyl 1-(6-chloropyridin-3-yl)cyclopropanecarboxylate*

[0411] Sodium hydride (60% in mineral oil, 0.60g, 15 mmol) was added to a solution of ethyl (6-chloropyridin-3-yl)acetate (1.0 g, 0.0050 mol) in N,N-dimethylformamide (10 mL, 0.1 mol) at rt under an atmosphere of nitrogen. After 30 minutes, 1-bromo-2-chloro-ethane (0.84 mL, 0.010 mol) was added to the mixture at 0 °C. The reaction mixture was stirred at 35 °C for 4 hours and then at room temperature overnight. The mixture was poured into a mixture of ice-water (50ml) and EtOAc (50 ml) and the resulting mixture was acidified (to pH 2) by slow addition of 6 N HCl. The layers were separated and the organic layer was washed successively with water and brine, dried over MgSO<sub>4</sub> and concentrated. The residue was chromatographed by combiflash (ethyl acetate in hexanes: 80%, on silica gel) to afford the desired product. LC/MS: 226.0 and 228.0 (M+H<sup>+</sup>).

55 *Step 2. tert-Butyl 4-{5-[1-(ethoxycarbonyl)cyclopropyl]pyridin-2-yl}piperazine-1-carboxylate*

[0412] A mixture of ethyl 1-(6-chloropyridin-3-yl)cyclopropanecarboxylate (225.7 mg, 0.001000 mol) and tert-butyl

piperazine-1-carboxylate (3.0 eq.) was heated at 130 °C for 6 h. After cooling, the mixture was flash chromatographed on a silica gel column to afford the desired product. LC/MS: 376.5 (M+H<sup>+</sup>).

5 *Step 3. tert-Butyl 4-[5-(1-[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl]pyridin-2-y]piperazine-1-carboxylate*

10 [0413] To a solution of tert-Butyl 4-{5-[1-(ethoxycarbonyl)cyclopropyl]pyridin-2-yl}-piperazine-1-carboxylate (113 mg, 0.000300 mol) in THF (1.00 mL) and water (1.00 mL) and methanol (1.00 mL) was added lithium hydroxide in water (2.00 M, 0.500 mL). The mixture was irradiated under microwave at 100 °C for 30 minutes, and then was neutralized with 2 M HCl (0.50 mL). The mixture was concentrated and the residue was dissolved in DMF (3.0 mL). To the solution were added [(1S)-7,7-dimethyl-2-oxobicyclo[2.2.1]hept-1-yl]methanesulfonic acid - (1R)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one (1:1) (164 mg, 0.000390 mol), benzotriazol-1-yloxytris(dimethylamino)phosphonium hexafluorophosphate (146 mg, 0.000330 mol) and 4-methylmorpholine (160 µL, 0.0014 mol). The resulting mixture was stirred at room temperature for 3 hours. The reaction mixture then was adjusted to be acidic (to pH = 2.0) with TFA and diluted with DMF (2.0 mL). The solution was purified by prep-HPLC to give the desired product. LC/MS: 519.6 (M+H<sup>+</sup>).

15 *Step 4. N,N-Dimethyl-4-[5-(1-[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl]pyridin-2-y]piperazine-1-carboxamide*

20 [0414] To a solution of tert-Butyl 4-[5-(1-[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl]pyridin-2-yl]piperazine-1-carboxylate (10.4 mg, 0.0000200 mol) was added hydrogen chloride in 1,4-dioxane (4.0 M, 20.0 µL), and the mixture was stirred at room temperature for 1 hour. The solvent of the mixture then was evaporated, and to the resulting residue were added acetonitrile (1.00 mL, 0.0191 mol), N,N-diisopropylethylamine (20.0 µL, 0.000115 mol), and N,N-dimethylcarbamoyl chloride (4.8 µL, 0.000052 mol). The mixture was stirred at room temperature for 30 minutes, then acidified (pH = 2.0) with TFA, and then diluted with methanol (0.8 mL). The resulting solution was purified by prep-HPLC to give the desired product. LC/MS: 490.6 (M+H<sup>+</sup>).

#### Example 164

30 **(1R)-1'-[(1-{6-[4-(Methylsulfonyl)piperazin-1-yl]pyridin-3-yl}cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

35 [0415] This compound was prepared by procedures analogous to those described in example 163, with the exception that N,N-dimethylcarbamoyl chloride was substituted for methansulfonyl chloride in step 4. LC/MS: 497.6 (M+H<sup>+</sup>).

#### Example 165

40 **(1R)-1'-[(1-{6-[4-(2-Fluorophenyl)piperazin-1-yl]pyridin-3-yl}cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

45 [0416] This compound was prepared by procedures analogous to those described in example 163 (steps 1-3). LC/MS: 513.6 (M+H<sup>+</sup>).

#### Example 166

50 **(1R)-1'-{[1-{6-(3,3-Difluoropyrrolidin-1-yl)pyridin-3-yl}cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

55 [0417] This compound was prepared by procedures analogous to those described in example 163 (steps 1-3). LC/MS: 440.5 (M+H<sup>+</sup>).

#### Example 167

60 **(1R)-1'-[(1-{6-[(3S)-3-Hydroxypyrrrolidin-1-yl]pyridin-3-yl}cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

65 [0418] This compound was prepared by procedures analogous to those described in example 163 (steps 1-3). LC/MS: 420.5 (M+H<sup>+</sup>).

**Example 168**

5 N-((3R)-1-[5-(1-[(1R)-3-Oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl]pyridin-2-yl]pyrrolidin-3-yl)acetamide

[0419] This compound was prepared by using procedures analogous to those described in example 163 (steps 1-3). LC/MS: 461.5 (M+H<sup>+</sup>).

**Example 169**

10 (1R)-1'-(1-[6-(1,3-Dihydro-2H-isoindol-2-yl)pyridin-3-yl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one

15 [0420] This compound was prepared by procedures analogous to those described in example 163 (steps 1-3). LC/MS: 452.5 (M+H<sup>+</sup>).

**Example 170**

20 (1R)-1'-(1-[6-(3,4-Dihydroisoquinolin-2(1H)-yl)pyridin-3-yl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one

[0421] This compound was prepared by using procedures analogous to those described in example 163 (steps 1-3). LC/MS: 466.5(M+H<sup>+</sup>).

**Example 171**

(1R)-1'-(1-[6-Morpholin-4-ylpyridin-3-yl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one

30 [0422] This compound was prepared by procedures analogous to those described in example 163 (steps 1-3). LC/MS: 420.1(M+H<sup>+</sup>).

**Example 172**

35 (1R)-1'-(1-[6-(4-Hydroxypiperidin-1-yl)pyridin-3-yl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one

[0423] This compound was prepared by procedures analogous to those described in example 163 (steps 1-3). LC/MS: 434.1(M+H<sup>+</sup>).

**Example 173**

N-4-[5-(1-[(1R)-3-Oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl]pyridin-2-yl]phenyl)acetamide

45 Step 1. (1R)-1'-(1-(6-chloropyridin-3-yl)cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one

[0424] 4-Methylmorpholine (790  $\mu$ L, 0.0072 mol) was added to a mixture of 1-(6-chloropyridin-3-yl)cyclopropanecarboxylic acid (1.8 mmol, 0.0018 mol), [(1R,4S)-7,7-dimethyl-2-oxobicyclo[2.2.1]hept-1-yl]methanesulfonic acid - (1R)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one (1:1) (760 mg, 0.0018 mol) (prepared by methods described in example 96, steps 1-2), (benzotriazol-1-yloxy)tritypyrrolidinophosphonium hexafluorophosphate (984 mg, 0.00189 mol), or benzotriazol-1-yloxytris(dimethylamino)phosphonium hexafluorophosphate (836 mg, 0.00189 mol) in N,N-dimethylformamide (10 mL, 0.1 mol). The reaction mixture was stirred at room temperature for 2 hours. The crude product was purified by prep-LCMS. LC/MS: 369.1(M+H<sup>+</sup>).

55 Step 2.

[0425] Sodium carbonate (12.7 mg, 0.000120 mol) in water (0.100 mL) was added to a mixture of (1R)-1'-(1-(6-chloropyridin-3-yl)cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one (22.1 mg, 0.0000600 mol),

[4-(acetylamino)phenyl]boronic acid (10.7 mg, 0.0000600 mol) and tetrakis(triphenylphosphine)palladium(0) (2.14 mg,  $1.86 \times 10^{-6}$  mol) in toluene (200.00  $\mu$ L, 0.0018776 mol) and ethanol (100.00  $\mu$ L, 0.0017127 mol). The resulting mixture was irradiated by microwave at 120 °C for 15 minutes. Ethyl acetate (5 mL) was added and the resulting mixture was washed with water and brine successively. The organic layer was dried over  $\text{Na}_2\text{SO}_4$ , then filtered, and then concentrated under reduced pressure. The residue was purified by CombiFlash with ethyl acetate/heaxane to give the desired product. LC/MS: 468.5 ( $\text{M}+\text{H}^+$ ).

5 **Example 174**

10 **(1R)-1'-(1-[6-(2-Fluorophenyl)pyridin-3-yl]cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

[0426] This compound was prepared by using a procedure analogous to that described in example 173. LC/MS: 429.1( $\text{M}+\text{H}^+$ ).

15 **Example 175**

**(1R)-1'-(1-[6-(1-Benzothien-3-yl)pyridin-3-yl]cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

20 [0427] This compound was prepared by using a procedure analogous to that described in example 173. LC/MS: 467.6 ( $\text{M}+\text{H}^+$ ).

25 **Example 176**

**(1R)-1'-(1-(2,3'-Bipyridin-5-yl)cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

[0428] This compound was prepared by using a procedure analogous to that described in example 173. LC/MS: 412.5 ( $\text{M}+\text{H}^+$ ).

30 **Example 177**

**(1R)-1'-(1-[6-(1-Methyl-1H-indol-5-yl)pyridine-3-yl]cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

35 [0429] This compound was prepared by using a procedure analogous to that described in example 96. LC/MS: 464.5 ( $\text{M}+\text{H}^+$ ).

40 **Example 178**

**(1R)-1'-(1-[6-[3-(Trifluoromethoxy)phenyl]pyridine-3-yl]cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

[0430] This compound was prepared by using a procedure analogous to that described in example 96. LC/MS: 495.5 ( $\text{M}+\text{H}^+$ ).

45 **Example 179**

**(1R)-1'-(1-[6-(3-Thienyl)pyridine-3-yl]cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

50 [0431] This compound was prepared by using a procedure analogous to that described in example 96. LC/MS: 417.5 ( $\text{M}+\text{H}^+$ ).

**Example 180**

**(1R)-1'-(1-[6-[3-(Trifluoromethyl)phenyl]pyridine-3-yl]cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

[0432] This compound was prepared by using a procedure analogous to that described in example 96. LC/MS: 479.5

(M+H<sup>+</sup>).

### Example 181

5 **(1R)-1'-{(1-[6-(1-Methyl-1H-pyrazol-4-yl)pyridine-3-yl]cyclopropyl}carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

[0433] This compound was prepared by using a procedure analogous to that described in example 96. LC/MS: 415.5 (M+H<sup>+</sup>).

10

### Example 182

**(1R)-1'-{[1-(6-Chloropyridin-3-yl)cyclopropyl}carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

15 **[0434]** This compound was prepared by using a procedure analogous to that described in example 96 (omitting step 3). LC/MS: 369.5 (M+H<sup>+</sup>).

### Example 183

20 **(1R)-1'-{(1-[6-(Benzyl)pyridin-3-yl]cyclopropyl}carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

[0435] The procedure that was outlined for the synthesis of example 96 was followed with the exception that step 3 was omitted and replaced with the following procedure:

25 *Step 3 substitute. 1-[6-(benzyl)pyridin-3-yl]cyclopropanecarboxylic acid*

30 **[0436]** A mixture of ethyl 1-(6-chloropyridin-3-yl)cyclopropanecarboxylate (45.1 mg, 0.000200 mol), benzyl alcohol (0.50 mL, 0.0048 mol) and sodium hydride (9.50 mg, 0.000238 mol) was irradiated by microwave at 150 °C for 15 minutes. After cooling, additional sodium hydride (9.5 mg) was added to the mixture. The mixture then was irradiated by microwave at 150 °C for 15 minutes. Ethyl acetate (5 mL) was added and the resulting mixture was washed with water and brine successively. The organic layer was dried over Na<sub>2</sub>SO<sub>4</sub>, filtered, and concentrated under reduced pressure. The residue was purified by CombiFlash with ethyl acetate/heaxane to give the desired product.

35 **[0437]** Following the BOP coupling the desired product, (1R)-1'-{(1-[6-(benzyl)pyridin-3-yl]cyclopropyl}carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one, was purified by prep-HPLC. LC/MS: 441.2 (M+H<sup>+</sup>).

35

### Example 184

**(1R)-1'-[(1-Quinolin-3-ylcyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

40 **[0438]** This compound was prepared by a procedure analogous to that used for example 173 (step 1). LC/MS: 385.2 (M+H<sup>+</sup>).

### Example 185

45 **(1R)-1'-{(1-[6-(1-Methyl-1H-pyrazol-4-yl)pyridin-3-yl]cyclopropyl}carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

50 **[0439]** This compound was prepared by using a procedure analogous to that described in example 96. LC/MS: 416.2 (M+H<sup>+</sup>).

50

### Example 186

**(1R)-1'-{(1-[6-(Benzyl)pyridin-3-yl]cyclopropyl}carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

55 **[0440]** This compound was prepared by using a procedure analogous to that described in example 183. LC/MS: 442.2 (M+H<sup>+</sup>).

**Example 187**

[0441] (1R)-1'-{[1-(6-Chloropyridin-3-yl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one This compound was prepared by using a procedure analogous to that described in example 182. LC/MS: 370.5 (M+H<sup>+</sup>).

**Example 188**

(1R)-1'-{[1-[6-(3,4-Dihydroisoquinolin-2(1H)-yl)pyridin-3-yl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

[0442] This compound was prepared by using a procedure analogous to that described in example 170. LC/MS: 467.2 (M+H<sup>+</sup>).

**Example 189**

(1R)-1'-{[1-[6-(1,3-Dihydro-2H-isoindol-2-yl)pyridin-3-yl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

[0443] This compound was prepared by using a procedure analogous to that described in example 163. LC/MS: 453.2 (M+H<sup>+</sup>).

**Example 190**

(1R)-1'-{[1-[6-(3,3-Difluoropyrrolidin-1-yl)pyridin-3-yl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

[0444] This compound was prepared by a procedure analogous to the one described in example 163 (steps 1-3). LC/MS: 441.2 (M+H<sup>+</sup>).

**Example 191**

(1R)-Isobutyl 4-(5-{1-[(3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl)carbonyl]cyclopropyl}pyridin-2-yl)piperazine-1-carboxylate

[0445] This compound was prepared by a procedure analogous to the one described in example 163. LC/MS: 520.1 (M+H<sup>+</sup>).

**Example 192**

(1R)-2-[4-(5-{1-[(3-Oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl)carbonyl]cyclopropyl}pyridin-2-yl)piperazin-1-yl]benzonitrile

[0446] This compound was prepared by a procedure analogous to the one described in example 163 (steps 1-3). LC/MS: 521.1 (M+H<sup>+</sup>).

**Example 193**

(1R)-1'-{[1-{6-[4-(4-Fluorophenyl)piperazin-1-yl]pyridin-3-yl}cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

[0447] This compound was prepared by a procedure analogous to the one described in example 163 (steps 1-3). LC/MS: 514.5 (M+H<sup>+</sup>).

**Example 194**

(1R)-1'-(1-{6-[3-(Trifluoromethyl)phenyl]pyridin-3-yl}cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

5

[0448] This compound was prepared by a procedure analogous to the one described in example 96. LC/MS: 480.4 (M+H<sup>+</sup>).

**Example 195**

10

(1R)-1'-(1-{6-[3-(Trifluoromethoxy)phenyl]pyridin-3-yl}cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

15

[0449] This compound was prepared by a procedure analogous to the one described in example 96. LC/MS: 496.1 (M+H<sup>+</sup>).

**Example 196**

(1R)-4-(5-{1-[(3-Oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl)carbonyl]cyclopropyl}pyridin-2-yl)benzonitrile

20

[0450] This compound was prepared by a procedure analogous to the one described in example 173. LC/MS: 437.2 (M+H<sup>+</sup>).

25

**Example 197**

(1R)-1'-(1-{6-(3-Chloro-4-fluorophenyl)pyridin-3-yl}cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

30

[0451] This compound was prepared by a procedure analogous to the one described in example 173. LC/MS: 464.1 (M+H<sup>+</sup>).

**Example 198**

(1R)-1'-(1-{6-[4-(Methoxymethyl)phenyl]pyridin-3-yl}cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

35

[0452] This compound was prepared by a procedure analogous to the one described in example 173. LC/MS: 456.2 (M+H<sup>+</sup>).

40

**Example 199**

(1R)-N-[3-(5-{1-[(3-Oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl)carbonyl] cyclopropyl}pyridin-2-yl)phenyl]acetamide

45

[0453] This compound was prepared by a procedure analogous to the one described in example 173. LC/MS: 469.2 (M+H<sup>+</sup>).

50

**Example 200**

(1R)-4-(5-{1-[(3-Oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl)carbonyl] cyclopropyl}pyridin-2-yl)benzamide

55

[0454] This compound was prepared by a procedure analogous to the one described in example 173. LC/MS: 455.2 (M+H<sup>+</sup>).

**Example 201**

(1R)-1'-(1-{6-[4-(Methylsulfonyl)phenyl]pyridin-3-yl}cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

[0455] This compound was prepared by a procedure analogous to the one described in example 173. LC/MS: 490.1 (M+H<sup>+</sup>).

**Example 202**

(1R)-1'-(1-[6-(1-Methyl-1H-indol-5-yl)pyridin-3-yl]cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

[0456] This compound was prepared by a procedure analogous to the one described in example 96. LC/MS: 465.2 (M+H<sup>+</sup>).

**Example 203**

(1R)-1'-(1-[6-(1-Benzothien-5-yl)pyridin-3-yl]cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

[0457] This compound was prepared by a procedure analogous to the one described in example 96. LC/MS: 468.2 (M+H<sup>+</sup>).

**Example 204**

(1R)-1'-(1-[6-Quinolin-3-yl]pyridin-3-yl)cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

[0458] This compound was prepared by a procedure analogous to the one described in example 96. LC/MS: 463.2 (M+H<sup>+</sup>).

**Example 205**

(1R)-1'-(1-[6-(3-Thienyl)pyridin-3-yl]cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

[0459] This compound was prepared by a procedure analogous to the one described in example 96. LC/MS: 418.2 (M+H<sup>+</sup>).

**Example 206**

(1R)-1'-(1-[4-(2-Oxo-2,3-dihydro-1H-indol-1-yl)phenyl]cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

[0460] This compound was prepared by a procedure analogous to the one described in example 129. LC/MS: 466.2 (M+H<sup>+</sup>).

**Example 207**

(1R)-1'-(1-[4-(3-Methyl-2-oxo-2,3-dihydro-1H-benzimidazol-1-yl)phenyl]cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

Step 1. 1'-(1-[4-(2-oxo-2,3-dihydro-1H-benzimidazol-1-yl)phenyl]cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

[0461] This compound was prepared by a procedure analogous to the one described in example 129. LC/MS: 467.2 (M+H<sup>+</sup>).

Step 2.

[0462] To a solution of (1R)-1'-(1-[4-(2-oxo-2,3-dihydro-1H-benzimidazol-1-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one (50 mg, 0.0001 mol) in dimethyl sulfoxide (1 mL, 0.01 mol) were added potassium carbonate (16.3 mg, 0.000118 mol) and methyl iodide (6.67  $\mu$ L, 0.000107 mol), and the mixture was stirred at room temperature for 2 hours. The crude product was purified by prep-HPLC. LC/MS: 480.2 (M+H $^{+}$ ).

### Example 208

10 (1R)-4-{1-[(3-Oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl)carbonyl] cyclopropyl}benzonitrile

Step 1. Methyl 1-(4-cyanophenyl)cyclopropanecarboxylate

[0463] A degassed mixture of methyl 1-(4-chlorophenyl)cyclopropanecarboxylate (4.748 g, 0.02254 mol), zinc cyanide (2.701 g, 0.02254 mol), bis(tri-*t*-butylphosphine)palladium (705 mg, 0.00135 mol) and zinc (265 mg, 0.00406 mol) powder in anhydrous N-methylpyrrolidinone (50.0 mL, 0.518 mol) was heated at 150 °C for 18 hours. The completion of the reaction is determined by LCMS and TLC. The reaction mixture was cooled to rt, diluted with EtOAc, filtered through a pad of celite and the solid was washed with EtOAc. The filtrate was washed with 2 N NH<sub>4</sub>OH (100 mL) and brine successively, dried over magnesium sulfate, filtered and concentrated in vacuo. The residue was purified by Combiflash with 2-15% EtOAc/hexanes to give the product as a colorless oil (3.434 g, 76% in yield). LC/MS: (M+H) = 202.1.

Step 2.

[0464] The above compound was subjected to the analogous hydrolysis and amide coupling reaction described in step 3 of example 163. LC/MS: 360.1 (M+H $^{+}$ ).

### Example 209

30 (1R)-4-{1-[(3-Oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl)carbonyl] cyclopropyl}benzenecarbothioamide

[0465] To a microwave vial were added 4-{1-[(3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl)carbonyl]cyclopropyl}benzonitrile (0.6085 g, 0.001693 mol), ammonium sulfide in water (7.34 M, 0.461 mL) and methanol (10.00 mL, 0.2469 mol). The resulting solution was microwave irradiated at 100 °C for 30 minutes. The reaction was quenched with 40 mL water, and yellow solid precipitated from the reaction mixture. The precipitated yellow solid was collected by filtration. The filtrate was extracted with ethyl acetate (x 3). The combined organic phase was washed with brine, dried over magnesium sulfate, filtered and concentrated. No product was present in the organic layer or aqueous layer. The precipitated yellow solid was identified as the desired product by <sup>1</sup>H NMR. No purification was required. LC/MS: 394.1 (M+H $^{+}$ ).

### Example 210

40 (1R)-1'-(1-{4-[1-(Methylsulfonyl)-1,2,3,6-tetrahydropyridin-4-yl]phenyl}cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

45 Step 1. 1-(4-bromophenyl)cyclopropanecarboxylic acid

[0466] Sodium hydroxide (50% aqueous solution, 60.0 g, 1.03 mol) was added to a mixture of 4-bromobenzeneacetonitrile (19.6 g, 0.100 mol), benzyltriethylammonium chloride (1.8 g, 0.0079 mol), and 1-bromo-2-chloro-ethane (30.0 g, 0.209 mol) at 50 °C for 5 hours. 1,2-Ethanediol (200.0 mL, 3.588 mol) was added to the mixture and the resulting mixture was heated at 100 °C overnight. The mixture was poured into ice-water (30 mL) and was extracted with ethyl ether (2 x 10 mL). The aqueous phase was acidified (to pH = 2) with 1N HCl and was extracted with ethyl acetate (4x15 mL). The combined organic phases were washed with brine (10 mL), dried over Na<sub>2</sub>SO<sub>4</sub>, filtered, and concentrated under reduced pressure. The residue was used in next step reaction without further purification.

55 Step 2. 1-{4-[1-(tert-butoxycarbonyl)-4-hydroxypiperidin-4-yl]phenyl}cyclopropanecarboxylic acid

[0467] A solution of 1-(4-bromophenyl)cyclopropanecarboxylic acid (1000.0 mg, 0.0041480 mol) in tetrahydrofuran

(30 mL, 0.4 mol) was cooled below -20 °C under a N<sub>2</sub> atmosphere and dibutylmagnesium in heptane (1.0 M, 2.2 mL) was slowly added to the solution while the reaction temperature was maintained below -20 °C. Then 2.5 M of n-butyllithium in hexane (1.8 mL) was slowly added to the mixture below -20 °C under effective stirring. After stirring below -20 °C for 1 h, a solution of tert-butyl 4-oxo-1-piperidinocarboxylate (0.909 g, 0.00456 mol) in THF (20.0 mL) was added to the mixture below -20 °C. After stirring below -20 °C for 1 h, the reaction was quenched with ammonium chloride. The product was extracted with EtOAc and the combined extract was washed with brine, dried over Na<sub>2</sub>SO<sub>4</sub>, and filtered. The filtrate was concentrated and then purified by CombiFlash, eluting with 5% methanol in methylene chloride.

Step 3. *tert-butyl 4-hydroxy-4-(4-{1-[(3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)phenyl)piperidine-1-carboxylate*

[0468] To a solution of 1-{4-[1-(*tert*-butoxycarbonyl)-4-hydroxypiperidin-4-yl]phenyl}cyclopropanecarboxylic acid (230 mg, 0.00064 mol) in methylene chloride (2 mL, 0.03 mol) was added (1*R*)-3-H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one dihydrochloride (184 mg, 0.000700 mol). The solution was cooled to 0 °C, prior to the addition of BOP. The solution was stirred for 3 minutes and then DIEA was added. Stirring was continued at 0 °C for 20 minutes and then the reaction mixture was allowed to gradually warm to room temperature while stirring overnight. The crude product was purified by CombiFlash eluting with 10% methanol in methylene chloride. LC/MS: 534.4 (M+H<sup>+</sup>).

Step 4. *1'-(4-{1-[4-(1,2,3,6-tetrahydropyridin-4-yl)phenyl}cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one*

[0469] To a solution of *tert*-butyl (1*R*)-4-hydroxy-4-(4-{1-[(3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)phenyl)piperidine-1-carboxylate (140 mg, 0.00026 mol) in methanol (1 mL, 0.02 mol) was added hydrogen chloride in 1,4-dioxane (4 M, 0.9 mL) and the resulting solution was stirred at room temperature for 4 hours. The reaction mixture was then concentrated and TFA (2 mL) was added and the solution was stirred at room temperature overnight. The solvent was removed to afford the desired product. LC/MS: 416.2 (M+H<sup>+</sup>).

Step 5.

[0470] To a solution of (1*R*)-1'-(4-{1-[4-(1,2,3,6-tetrahydropyridin-4-yl)phenyl} cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one (22 mg, 0.000053 mol) in acetonitrile (0.5 mL, 0.01 mol) were added triethylamine (16.8 μL, 0.000120 mol) and methane sulfonyl chloride. The reaction mixture was stirred at room temperature overnight. The crude product was purified by prep-HPLC. LC/MS: 494.2 (M+H<sup>+</sup>).

### Example 211

**(1*R*)-1'-(4-{(E)-2-Pyridin-4-ylvinyl}phenyl)cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

[0471] This compound was prepared by procedures analogous to those used for the preparation of example 122. LCMS: m/z 438.2 (M+H)<sup>+</sup>; 460.1 (M+Na)<sup>+</sup>.

### Example 212

**(1*R*)-1'-(4-{4-[Cyclopentyl(fluoro)methyl}phenyl)cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

Step 1. *1-{4-[cyclopentyl(hydroxy)methyl]phenyl}cyclopropanecarbonitrile*

[0472] To a solution of 1-(4-bromophenyl)cyclopropanecarbonitrile (2.01 g, 0.00905 mol) in tetrahydrofuran (30 mL, 0.4 mol) was added 2.5 M of n-butyllithium in hexane (4.0 mL) at -78 °C and the mixture was stirred at -30 °C for 30 minutes. A solution of cyclopentanecarbaldehyde (0.972 g, 0.00990 mol) in THF (2 mL) was added to the above mixture and the resulting mixture was stirred at -78 °C for 2 hours. The reaction was then quenched with a small amount of saturated aqueous NH<sub>4</sub>Cl solution followed by extraction with ethyl acetate, drying with MgSO<sub>4</sub>, and concentrating under reduced pressure. The crude product was purified by flash chromatography, eluting with 30% AcOEt in hexanes.

## Step 2. 1-{4-[cyclopentyl(fluoro)methyl]phenyl}cyclopropanecarbonitrile

[0473] 1-{4-[Cyclopentyl(hydroxy)methyl]phenyl}cyclopropanecarbonitrile (600.0 mg, 0.002486 mol) was dissolved in methylene chloride (10 mL, 0.2 mol), cooled to -78 °C, and to the solution was added diethylaminosulfur trifluoride (0.328 mL, 0.00249 mol) (DAST). The resulting reaction mixture was warmed to rt and stirred at rt for 18 h. The reaction mixture then was poured into ice-water containing NaHCO<sub>3</sub> and the resulting mixture was extracted with CH<sub>2</sub>Cl<sub>2</sub> (3x). The combined organic phase was dried over Na<sub>2</sub>SO<sub>4</sub>, and concentrated to afford the product.

## Step 3. 1-{4-[cyclopentyl(fluoro)methyl]phenyl}cyclopropanecarboxylic acid

[0474] To a mixture of 1-{4-[cyclopentyl(fluoro)methyl]phenyl}cyclopropanecarbonitrile (600.0 mg, 0.002466 mol) and 19.4 M of sodium hydroxide in water (0.51 mL) was added 1,2-ethanediol (5 mL, 0.09 mol), and the mixture was refluxed at 100 °C overnight. After cooling down to rt, the reaction mixture was poured into water and extracted with ether. The aqueous phase then was acidified with HCl and extract with ether. Then the organic phase was washed with brine, dried over MgSO<sub>4</sub>, and concentrated to afford the desired product.

## Step 4.

[0475] The BOP coupling was performed under conditions analogous to those outlined in example 95, step B. LC/MS: 435.2 (M+H<sup>+</sup>).

## Example 213

## (1R)-1'-(1-[4-(Tetrahydro-2H-pyran-4-yloxy)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

## Step 1. 1-(4-hydroxyphenyl)cyclopropanecarboxylic acid

[0476] A solution of 1-(4-methoxyphenyl)cyclopropanecarboxylic acid (0.70 g, 0.0036 mol) with 1.0 M of L-Selectride® in tetrahydrofuran (18 mL) was microwave irradiated at 120 °C for 2 hours. The completion of the reaction was achieved after LCMS indicated that the starting material was consumed. Then reaction mixture was acidified (pH=2) with concentrated HCl solution. The mixture was concentrated and the residue was diluted with water and stirred at rt to precipitate the white solid product, which was filtered and dried under vaccum to give 3.73 g of the desired product. The structure was confirmed by <sup>1</sup>H NMR.

## Step 2. 1'-(1-(4-hydroxyphenyl)cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

[0477] A solution of 1-(4-hydroxyphenyl)cyclopropanecarboxylic acid (0.250 g, 0.00140 mol), benzotriazol-1-yloxy-tris(dimethylamino)phosphonium hexafluorophosphate (0.652 g, 0.00147 mol) in N,N-dimethylformamide (2.0 mL, 0.026 mol) was stirred at rt for 10 minutes. The solution then was cooled to 0 °C and (1R)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one (0.53 g, 0.0014 mol) was added to the solution followed by N,N-diisopropylethylamine (610  $\mu$ L, 0.0035 mol). The resulting mixture was stirred at room temperature overnight. After work-up, 0.95 g of the crude product was obtained, which was used without further purification.

## Step 3.

[0478] A mixture of (1R)-1'-(1-(4-hydroxyphenyl)cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one (10 mg, 0.00003 mol), tetrahydro-4H-pyran-4-ol (6.5  $\mu$ L, 0.000068 mol), diisopropyl azodicarboxylate (13  $\mu$ L, 0.000068 mol), and triphenylphosphine (18 mg, 0.000068 mol) in tetrahydrofuran (200  $\mu$ L, 0.002 mol) was stirred at room temperature overnight. It was purified with prep-HPLC to afford 2.3 mg of product. LCMS: m/z 435.1 (M+H)<sup>+</sup>.

## Example 214

## tert-Butyl (4-{1-[(1R)-3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)phenoxy)acetate

[0479] This compound was prepared by procedures analogous to those in example 213, with the exception that step 3 in example 213 was replaced with the following procedure: A mixture of 1'-(1-(4-hydroxyphenyl)cyclopropyl)carbonyl)-

3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one (30 mg, 0.00004 mol), acetic acid, bromo-, 1,1-dimethylethyl ester (9.5  $\mu$ L, 0.000064 mol), and cesium carbonate (42 mg, 0.00013 mol) in dimethyl sulfoxide (500  $\mu$ L, 0.007 mol) was microwave irradiated at 120 °C, for 10 minutes. The crude product was purified by prep-HPLC. LCMS: m/z 465.1 (M+H)<sup>+</sup>; 487.1 (M+Na)<sup>+</sup>.

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### Example 215

**(4-{1-[(1R)-3-Oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl}phenoxy)acetonitrile**

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**[0480]** The title compound was prepared using procedures analogous to those in example 213, with the exception that step 3 was replaced with the following procedure: a mixture of 1'-{[1-(4-hydroxyphenyl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one (15 mg, 0.000043 mol), bromoacetonitrile (4.3  $\mu$ L, 0.000064 mol), cesium carbonate (28 mg, 0.000086 mol), and tetra-n-butylammonium iodide (1 mg, 0.000003 mol) in dimethyl sulfoxide (300  $\mu$ L, 0.004 mol) was stirred at room temperature overnight. The crude product was purified with prep-HPLC. LCMS: m/z 390.1 (M+H)<sup>+</sup>; 412.1 (M+Na)<sup>+</sup>.

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### Example 216

**(1R)-1'-{[1-{4-[(5-Methylisoxazol-3-yl)methoxy]phenyl}cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

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**[0481]** This compound was prepared using procedures analogous to those described for the synthesis of example 215. LCMS: m/z 446.2 (M+H)<sup>+</sup>; 468.2 (M+Na)<sup>+</sup>.

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### Example 217

**(1R)-1'-{[1-[4-(Cyclopentylmethoxy)phenyl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

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**[0482]** This compound was prepared by using procedures analogous to those described in example 213. LC/MS: m/z 433.1 (M+H)<sup>+</sup>; 455.1 (M+Na)<sup>+</sup>.

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### Example 218

**(1R)-1'-{[1-[4-(Quinolin-3-ylmethoxy)phenyl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

40

**[0483]** This compound was prepared using procedures analogous to those described for the synthesis of example 213. LC/MS: 492.2 (M+H<sup>+</sup>).

### Example 219

**(1R)-1'-{[1-[4-(Quinolin-4-ylmethoxy)phenyl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

45

**[0484]** This compound was prepared using procedures analogous to those described for the synthesis of example 213. LC/MS: 492.2 (M+H<sup>+</sup>).

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### Example 220

**(1R)-1'-{[1-[4-(Quinolin-6-ylmethoxy)phenyl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

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**[0485]** This compound was prepared using procedures analogous to those described for the synthesis of example 213. LC/MS: 492.2 (M+H<sup>+</sup>).

**Example 221**

**(1R)-1'-{(1-[4-(Pyridin-3-ylmethoxy)phenyl]cyclopropyl}carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

5

**[0486]** This compound was prepared using procedures analogous to those described for the synthesis of example 215. LC/MS: 442.2 (M+H<sup>+</sup>) and 464.1 (M+Na<sup>+</sup>).

**Example 222**

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**6-(Trifluoromethyl)-1'-{(1-[4-(trifluoromethyl)phenyl]cyclopropyl}carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

*Step 1. tert-butyl 3-oxo-6-(trifluoromethyl)-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidine]-1'-carboxylate*

15

**[0487]** To a solution of piperidine, 2,2,6,6-tetramethyl- (0.608 mL, 0.00360 mol) in tetrahydrofuran (15.0 mL, 0.185 mol) at -75 °C was added n-butyllithium in hexane (2.5 M, 2.50 mL). After 15 minutes., a suspension of 6-(trifluoromethyl)nicotinic acid (477.8 mg, 0.002500 mol) in THF (3 mL) was added to the mixture. The mixture was stirred at -55 to -40 °C for 2 hours. *tert*-Butyl 3-oxopyrrolidine-1-carboxylate (370.4 mg, 0.002000 mol) in THF (2.0 mL) then was added to the above mixture and the reaction temperature was maintained at -40 °C. The mixture was stirred at -40 °C for 30 minutes, then slowly warmed up to 0 °C. To the mixture was added acetic acid (2.00 mL, 0.0352 mol) at 0 °C and the solution was stirred at room temperature overnight. The reaction mixture was carefully neutralized with NaHCO<sub>3</sub> and the resulting mixture was extracted with AcOEt (4x30 mL) The combined organic phase was washed with brine (30 mL), dried over MgSO<sub>4</sub>, and concentrated. The residue was purified by CombiFlash with ethyl acetate/heaxane to give the desired product. LC/MS: 359.1 (M+H<sup>+</sup>)

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*Step 2. 6-(trifluoromethyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one dihydrochloride*

30

**[0488]** *tert*-Butyl 3-oxo-6-(trifluoromethyl)-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidine]-1'-carboxylate (0.49 g, 0.0014 mol) was treated with hydrogen chloride in 1,4-dioxane (4.0 M, 2.0 mL) at rt for 1 h. The solvent then was evaporated and the residue was washed with ether and dried to give the desired product. LC/MS: 332.1 (M+H<sup>+</sup>)

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*Step 3. 6-(Trifluoromethyl)-1'-{(1-[4-(trifluoromethyl)phenyl]cyclopropyl}carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one*

40

**[0489]** This compound was prepared using a procedure analogous to the one described in step C of example 94. LC/MS: 471.1 (M+H<sup>+</sup>).

**Example 223**

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**1'-{(1-[4-(Trifluoromethoxy)phenyl]cyclopropyl}carbonyl)-6-(trifluoromethyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

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**[0490]** This compound was prepared using a procedure analogous to the one described in example 222. LC/MS: 487.1 (M+H<sup>+</sup>).

**Example 224**

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**1'-{[1-(2,4-Difluorophenyl)cyclopropyl}carbonyl)-6-(trifluoromethyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

**[0491]** This compound was prepared using a procedure analogous to the one described in example 222. LC/MS: 439.1 (M+H<sup>+</sup>).

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**Example 225**

1'-{[1-(1,3-Benzothiazol-2-yl)cyclopropyl]carbonyl}-6-(trifluoromethyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

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[0492] This compound was prepared using a procedure analogous to the one described in example 222. LC/MS: 460.1 (M+H<sup>+</sup>).

**Example 226**

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1'-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-6-(trifluoromethyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

[0493] This compound was prepared using a procedure analogous to the one described in example 222. LC/MS: 437.1 (M+H<sup>+</sup>).

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**Example 227**

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4-Fluoro-1'-[(1-quinolin-4-ylcyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

*Step 1. tert-butyl 4-fluoro-3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidine]-1'-carboxylate*

[0494] To a solution of piperidine, 2,2,6,6-tetramethyl- (0.984 mL, 0.00583 mol) in tetrahydrofuran (15.0 mL, 0.185 mol) at -75 °C was added 2.50 M of n-butyllithium in hexane (4.00 mL). After 15 minutes, a suspension of 2-fluoronicotinic acid (0.548 g, 0.00389 mol) in THF (5 mL) was added to the mixture. Stirring was continued at -55 °C for 1 h. tert-Butyl 3-oxopyrrolidine-1-carboxylate (0.60 g, 0.0032 mol) in THF (2.0 mL) was added to the above mixture, and the reaction temperature was maintained at -50 to -40 °C. The mixture was stirred at -40 °C for 30 min. and then slowly allowed to warm to 0 °C. To the mixture was added acetic acid (4.0 mL, 0.070 mol) at 0 °C. The mixture was stirred at room temperature overnight and then was carefully neutralized with NaHCO<sub>3</sub>. The resulting mixture was extracted with AcOEt (4x30 mL). The organic phase was washed with brine (30 mL), dried over MgSO<sub>4</sub>, and concentrated. The residue was purified by CombiFlash with ethyl acetate/heaxane to give the desired product 0.41 g. LC/MS: 309.1 (M+H<sup>+</sup>).

*Step 2. 1-quinolin-4-ylcyclopropanecarboxylic acid*

[0495] A solution of NaOH in water (2 ml, 50%) was added to a mixture of quinolin-4-ylacetonitrile (0.5 g, 0.002 mol), 1-bromo-2-chloro-ethane (1.0 mL, 0.012 mol), and benzyltriethylammonium chloride (0.1 g, 0.0004 mol) at 50 °C. After the mixture was stirred at 50 °C for 3 hours, 1,2-ethanediol (5 mL, 0.09 mol) was added. Then the reaction mixture was stirred at 100 °C overnight. The reaction mixture was cooled to room temperature and washed with ether (3X). The aqueous layer was acidified (pH = 2), and then extracted with ethyl acetate (3X). The combined organic layer was dried over MgSO<sub>4</sub>, filtered, and concentrated to afford the desired product. LC/MS: 214.1 (M+H<sup>+</sup>).

40

Step 3.

[0496] HCl in dioxane (4.0 M, 1 mL) was added to tert-butyl 4-fluoro-3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-carboxylate (25.8 mg, 0.0000837 mol). The reaction mixture was stirred at room temperature for 30 minutes before the volatiles was removed to afford the free amine (hydrochloric acid salt), which was subsequently used in the coupling reaction. 4-Methylmorpholine (50 µL, 0.0004 mol) was added to a mixture of 1-quinolin-4-ylcyclopropanecarboxylic acid (17.8 mg, 0.0000837 mol), 4-fluoro-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one dihydrochloride (23.5 mg, 0.0000837 mol), and (benzotriazol-1-yloxy)tritypyrrolidinophosphonium hexafluorophosphate (45.7 mg, 0.0000879 mol) in N,N-dimethylformamide (0.5 mL, 0.006 mol). The reaction mixture was stirred at room temperature for 2 hours. The crude product was purified by prep-LCMS. LC/MS: 402.1 (M+H<sup>+</sup>).

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**Example 228**

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1'-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-4-fluoro-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

[0497] This compound was prepared using procedures analogous to those in example 227. LC/MS: 387.1 (M+H<sup>+</sup>).

**Example 229****7-Fluoro-1'-(1-{4-[(trifluoromethyl)thio]phenyl}cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

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**Step 1. 1-{4-[(trifluoromethyl)thio]phenyl}cyclopropanecarboxylic acid**

**[0498]** A mixture of {4-[(trifluoromethyl)thio]phenyl} acetonitrile (1.15 g, 0.00529 mol), 1-bromo-2-chloro-ethane, (880  $\mu$ L, 0.010 mol), benzyltriethyl ammonium chloride (70 mg, 0.0003 mol) and 1.5 ml of 50% NaOH-water (w/w) solution was kept at 50 °C with stirring for 3 hours. LCMS data supported that the reaction was complete. To the above solution 1,2-ethanediol (10 mL, 0.2 mol) was added. The mixture was heated at 100 °C overnight. After work-up 1.2 g of solid product was obtained. LC/MS: 387.1 (M+H<sup>+</sup>).

**Step 2. tert-butyl 4-fluoro-3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidine]-1'-carboxylate**

**[0499]** To a solution of 2,2,6,6-tetramethyl-piperidine, (0.984 mL, 0.00583 mol) in tetrahydrofuran (15.0 mL, 0.185 mol) at -75 °C was added n-butyllithium in hexane (2.50 M, 4.00 mL). After 15 min, a suspension of 2-fluoronicotinic acid (0.548 g, 0.00389 mol) in THF (5 mL) was added to the mixture. The mixture was kept at -55 °C with stirring for 1 hour. *tert*-Butyl 3-oxopyrrolidine-1-carboxylate (0.60 g, 0.0032 mol) in THF (2.0 mL) was added to the above mixture while the reaction temperature was maintained at -50 to -40 °C. The mixture was stirred at -40 °C for 30 minutes and then slowly allowed to warm to 0 °C. To the mixture was added acetic acid (4.0 mL, 0.070 mol) at 0 °C and the reaction was allowed to gradually warm to room temperature with stirring overnight. The reaction mixture was carefully neutralized with NaHCO<sub>3</sub> and the resulting mixture was extracted with AcOEt (4x30 mL). The combined organic phase was washed with brine (30 mL), dried over with MgSO<sub>4</sub>, and concentrated. The residue was purified by CombiFlash with ethyl acetate/heaxane to give the desired product (0.41 g). LC/MS: 309.1 (M+H<sup>+</sup>).

**Step 3. 7-Fluoro-1'-(1-{4-[(trifluoromethyl)thio]phenyl}cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

**[0500]** The title compound was prepared using a procedure analogous to that described in step 3 of example 227. LC/MS: 453.1 (M+H<sup>+</sup>).

**Example 230****1'-(1-(4-Bromophenyl)cyclopropyl)carbonyl]-7-fluoro-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

**[0501]** This compound was formed using procedures analogous to those in example 229. LC/MS: 432.1 (M+H<sup>+</sup>).

**Example 231**

**(1R)-1'-(1-(1,3-Benzothiazol-2-yl)cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

**[0502]** This compound was prepared by using a procedure analogous to that in step B of example 95,. The prerequisite 1-(1,3-benzothiazol-2-yl)cyclopropanecarboxylic acid was prepared by using a procedure analogous to that used in step 2 of example 227,. LC/MS: 392.1 (M+H<sup>+</sup>).

**Example 232****1'-(1-(1,3-Benzothiazol-2-yl)cyclopropyl)carbonyl]-6-chloro-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

**Step 1. *tert*-butyl 6-chloro-3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidine]-1'-carboxylate**

**[0503]** To a solution of 2,2,6,6-tetramethyl-piperidine, (508 mg, 0.00360 mol) in tetrahydrofuran (15.0 mL, 0.185 mol) at -75 °C was added 2.50 M of n-butyllithium in hexane (2.50 mL). After 15 minutes, a suspension of 6-chloronicotinic acid (393.9 mg, 0.002500 mol) in THF (2 mL) was added. The mixture was stirred at -55 °C to -20 °C for 2 hours, then was re-cooled to -20 °C. *tert*-Butyl 3-oxopyrrolidine-1-carboxylate (370.4 mg, 0.002000 mol) in THF (2.0 mL) was added to the above mixture and the reaction temperature was maintained at -40 °C. After stirring for 30 minutes, the reaction was allowed to slowly warm up to 0 °C. To the mixture was added acetic acid (2.00 mL, 0.0352 mol) at 0 °C and the

mixture was stirred at room temperature overnight. The reaction mixture was carefully neutralized with  $\text{NaHCO}_3$ . The resulting mixture was extracted with  $\text{AcOEt}$  (4x30 mL). The combined organic layer was washed with brine (30 mL), dried over  $\text{MgSO}_4$ , and concentrated. The residue was purified by CombiFlash with ethyl acetate/heaxane to give the desired product.

5

**Step 2.** 1'-(1-(1,3-Benzothiazol-2-yl)cyclopropyl)carbonyl)-6-chloro-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

10

**[0504]** The title compound was prepared by a procedure analogous to that in step 3 of example 227. LC/MS: 426.6 ( $\text{M}+\text{H}^+$ ).

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### Example 233

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**6-Chloro-1'-(1-[4-(trifluoromethoxy)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

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**[0505]** This compound was prepared by using an analogous procedure to that described above for the synthesis of example 232. LC/MS: 453.6 ( $\text{M}+\text{H}^+$ ).

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### Example 234

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**6-Chloro-1'-(1-(2-fluorophenyl)cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

25

**[0506]** This compound was prepared by using an analogous procedure to that described above for the synthesis of example 232. LC/MS: 387.6 ( $\text{M}+\text{H}^+$ ).

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### Example 235

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**(1R)-1'-(1-[4-(4-Chlorophenyl)-1,3-thiazol-2-yl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

30

**[0507]** This compound was prepared by using an analogous procedure to that described above for the synthesis of example 231. LC/MS: 452.8 ( $\text{M}+\text{H}^+$ ).

35

### Example 236

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**4-(1-[(1R)-3-Oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropylbenzonitrile**

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**[0508]** A degassed mixture of (1R)-1'-(1-(4-chlorophenyl)cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one (36.0 mg, 0.0000979 mol) (example 83), zinc cyanide (23.4 mg, 0.000196 mol), bis(tri-t-butylphosphine)palladium (31 mg, 0.000059 mol) and zinc (11.5 mg, 0.000176 mol) powder in N-methylpyrrolidinone (1.00 mL, 0.0104 mol) was heated at 150 °C for 16 hours. The reaction mixture was cooled to room temperature, diluted with  $\text{EtOAc}$ , filtered through a pad of celite and the solid was washed with  $\text{EtOAc}$ . The filtrate was washed with 2 N  $\text{NH}_4\text{OH}$  (20 mL) and brine successively, dried over magnesium sulfate, filtered and concentrated in vacuo. The residue was purified by CombiFlash with 10-20%  $\text{EtOAc}/\text{hexanes}$  to give the product. LC/MS: 359.1 ( $\text{M}+\text{H}^+$ ).

45

### Example 237

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**(1R)-1'-(1-(3-(Hydroxymethyl)phenyl)cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

55

**[0509]** This compound was prepared by using an analogous procedure to that described above for the synthesis of example 116. LC/MS: 440.3 ( $\text{M}+\text{H}^+$ ).

55

**Example 238****(1R)-1'-{[1-(4-Bromophenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**5 **Step 1. 1-(4-bromophenyl)cyclopropanecarboxylic acid**

[0510] Sodium hydroxide, 50% aqueous solution (60.4 mL, 1.58 mol) was added to a mixture of 4-bromobenzeneacetonitrile (30 g, 0.2 mol), benzyltriethylammonium chloride (2.8 g, 0.012 mol), and 1-bromo-2-chloroethane (26.5 mL, 0.320 mol) at 50 °C for 5 hours. 1,2-ethanediol (306.0 mL, 5.491 mol) was added to the mixture and the resulting mixture was heated at 100 °C overnight. The mixture was poured into ice-water (60 mL) and was extracted with ethyl ether (2x150 mL). The aqueous phase was acidified (pH =2) with 1N HCl and was extracted with ethyl acetate (3x50 mL). The combined organic phase was washed with brine (100 mL), dried over MgSO<sub>4</sub>, filtered, and concentrated under reduced pressure. The residue was the desired product (36.6 g) which was directly used in next step without further purification. <sup>1</sup>H NMR confirmed the structure of the product.

15 **Step 2.**

[0511] To a stirred solution of 1-(4-bromophenyl)cyclopropanecarboxylic acid (1.616 g, 0.006704 mol) in anhydrous N,N-dimethylformamide (12.0 mL, 0.155 mol) at room temperature was added (7,7-dimethyl-2-oxobicyclo[2.2.1]hept-1-yl)methanesulfonic acid -(1R)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one (1:1) (2.569 g, 0.006095 mol, example 96, steps 1-2), benzotriazol-1-yl oxytris(dimethylamino)phosphonium hexafluorophosphate (3.057 g, 0.006704 mol), followed by N,N-diisopropylethylamine (4.27 mL, 0.0244 mol). The resulting clear solution was stirred at temperature for 17 hours. LCMS showed that the reaction was complete. The reaction was quenched with saturated aqueous NaHCO<sub>3</sub> (50 mL), and the reaction mixture was extracted with EtOAc (2x). The combined organic layer was washed with brine, dried over magnesium sulfate, filtered and concentrated in vacuo. The residue was purified by Combiflash with 30-70% EtOAc/hexanes to give the product as a colorless solid (2.258 g, 90% in yield). LC/MS (M+H<sup>+</sup>) = 412.1.

**Example 239****(1R)-1'-{[1-[4-(Pyrrolidin-1-ylcarbonyl)phenyl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

[0512] A mixture of (1R)-1'-{[1-(4-bromophenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one (68.0 mg, 0.000165 mol, example 238), pyrrolidine (42  $\mu$ L, 0.00049 mol), molybdenum hexacarbonyl (44 mg, 0.00016 mol), trans-di( $\mu$ -acetato)bis[o-(di-o-tolylphosphino)benzyl]dipalladium (II) (16 mg, 0.000016 mol) and 1,8-diazabicyclo[5.4.0]undec-7-ene (76  $\mu$ L, 0.00049 mol) (DBU) in anhydrous tetrahydrofuran (2.0 mL, 0.025 mol) in a microwave vial was irradiated with microwaves to 150 °C for 30 minutes. The reaction mixture was filtered. The filtrate was purified by prep-HPLC to afford the product as a solid (55.9 mg, 79% in yield). LC/MS (M+H<sup>+</sup>) = 431.1.

40 **Example 240****4-(1-{[(1R)-3-Oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)benzohydrazide**

[0513] A mixture of (1R)-1'-{[1-(4-bromophenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one (229 mg, 0.000555 mol, example 238), hydrazine (53  $\mu$ L, 0.0017 mol), molybdenum hexacarbonyl (0.150 g, 0.000555 mol), trans-di(u-acetato)bis[o-(di-o-tolylphosphino)benzyl]dipalladium (II) (54 mg, 0.000056 mol) and 1,8-diazabicyclo[5.4.0]undec-7-ene (254  $\mu$ L, 0.00167 mol) (DBU) in anhydrous N-methylpyrrolidinone (2.0 mL, 0.021 mol) and tetrahydrofuran (1.0 mL, 0.012 mol) in a microwave vial was irradiated with microwaves to 170 °C for 30 minutes. The reaction mixture was diluted with MeOH and filtered. The filtrate was purified by prep-HPLC to afford the product as a solid (3.2 mg, 2% in yield for two steps). LC/MS (M+H<sup>+</sup>) = 392.1.

**Example 241****N-Methyl-4-(1-{[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)benzamide**

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[0514] This compound was prepared by a procedure analogous to that outlined above for the synthesis of example 238. LC/MS (M+H<sup>+</sup>) = 391.2.

**Example 242****4-(1-{{(1R)-3-Oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl}carbonyl}cyclopropyl)benzenecarbothioamide**

**[0515]** A mixture of 4-(1-{{(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl}carbonyl}cyclopropyl)benzonitrile (126 mg, 0.000352 mol, example 236), 7.34 M of ammonium sulfide in water (145  $\mu$ L) (50wt% in water) in methanol (3.5 mL, 0.087 mol) in a microwave vial was irradiated with microwaves at 100 °C for 60 minutes. The reaction was quenched with water (15 mL) and the reaction mixture was extracted with EtOAc (2x). The combined organic layer was washed with brine, dried over magnesium sulfate, filtered and concentrated in vacuo. The residue was purified by CombiFlash with 40-90% EtOAc/hexanes to afford the product as a yellow solid (65.5 mg, 48% in yield). ( $M+H^+$ ) = 393.1.

**Example 243****(1R)-1'-[(1-4-[2-(Trifluoromethyl)-1H-imidazol-4-yl]phenyl)cyclopropyl]carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one***Step 1. methyl 1-phenylcyclopropanecarboxylate*

**[0516]** Methyl iodide (2.8 mL, 0.045 mol) was added to a mixture of 1-phenylcyclopropane carboxylic acid (4.9 g, 0.030 mol) and potassium carbonate (8.3 g, 0.060 mol) in N,N-dimethylformamide (40 mL, 0.5 mol) at room temperature and then stirred for 1 hour. The mixture was diluted with ether, washed with water (x2) and brine successively, dried and concentrated to give the desired product.

*Step 2. methyl 1-[4-(chloroacetyl)phenyl]cyclopropanecarboxylate*

**[0517]** Aluminum trichloride (7.9 g, 0.060 mol) was added in portions to a mixture of methyl 1-phenylcyclopropane-carboxylate (3.5 g, 0.020 mol) and chloroacetyl chloride (2.0 mL, 0.026 mol) in carbon disulfide (40 mL, 0.7 mol) at 15-25 °C and then the reaction mixture was stirred at room temperature for 2 hours. The mixture was poured into conc. HCl (10 mL) in ice (100 g) and then extracted with ether. The ether extract was washed with brine, dried and concentrated. The product was purified by CombiFlash using hexane/EtOAc (max.EA 20%). The final product was analyzed by 1H NMR, which showed that the product was a mixture of *para* and *meta* substituted isomers with a ratio of 3:2.

*Step 3. 1-{4-[2-(trifluoromethyl)-1H-imidazol-4-yl]phenyl}cyclopropanecarboxylic acid*

**[0518]** A mixture of methyl 1-[4-(chloroacetyl)phenyl]cyclopropanecarboxylate (0.20 g, 0.00079 mol) and 2,2,2-trifluoroethanimidamide (0.18 g, 0.0016 mol) in ethanol (5.0 mL, 0.086 mol) was refluxed for 4 hours. The mixture was diluted with ethyl acetate, washed with sat'd. NaHCO<sub>3</sub> and brine successively, dried and concentrated. The residue was triturated with ether and the filtered to provide the methyl ester. LC-MS: 311.1 ( $M+H^+$ )<sup>+</sup> The ester was hydrolyzed using lithium hydroxide (6.0 eq.) in methanol/water (3:1) under reflux for 30 minutes. The reaction mixture was then concentrated and the pH was adjusted to 2-3 by adding 1N HCl. The resulting precipitate was filtered and dried to afford the desired product. LC-MS: 297.1 ( $M+H^+$ )<sup>+</sup>.

*Step 4. (1R)-1'-[(1-4-[2-(Trifluoromethyl)-1H-imidazol-4-yl]phenyl)cyclopropyl]carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one*

**[0519]** The title compound was prepared using an analogous procedure to that outlined in step 2 of example 238. LC/MS: 468.2 ( $M+H^+$ )<sup>+</sup>.

**Example 244****(1R)-1'-{(1-[4-(1-Methyl-1H-pyrazol-3-yl)phenyl]cyclopropyl)carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

**[0520]** To a solution of (1R)-1'-{[1-(4-bromophenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one (20 mg, 0.00005 mol, example 238) in tetrahydrofuran (0.2 mL, 0.002 mol) were added tris(dibenzylideneacetone)di-palladium(0) (0.2 mg, 0.0000002 mol), tri-tert-butylphosphine (0.12 mg, 5.8  $\times$  10<sup>-7</sup> mol), (1-methyl-1H-pyrazol-3-yl)boronic acid (6.8 mg, 0.0000534 mol). The mixture was heated at 120 °C under microwave for 30 minutes. The reaction mixture

then was filtered and the filtrate was diluted with methanol and purified with prep-HPLC to afford the desired product. LC/MS: 414.2 (M+H<sup>+</sup>).

#### Example 245

**N-Cyclopropyl-4'-(1-[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl)biphenyl-4-carboxamide**

**[0521]** This compound was prepared by using an analogous method to that used for the synthesis of example 244. LC/MS: 493.2 (M+H<sup>+</sup>).

#### Example 246

**(1R)-1'-(1-[(4-[5-(Trifluoromethyl)-1H-1,2,4-triazol-3-yl]phenyl]cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

**[0522]** A mixture of 4-(1-[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl)benzene-carbothioamide (39 mg, 0.000099 mol, example 242) and trifluoroacetic acid hydrazide (28 mg, 0.00020 mol) in anhydrous N,N-dimethylformamide (1.0 mL, 0.013 mol) in a microwave vial was irradiated with microwaves at 120 °C for 30 minutes.

LCMS showed there was no product formation and some starting material was converted to nitrile. 7.34 M of ammonium sulfide in water (27 μL) and triethylamine (28 μL, 0.00020 mol) then was added. The reaction mixture was irradiated with microwaves at 100 °C for 1.5 hours. The crude reaction mixture was purified by prep-HPLC to give the product as a colorless solid (6.6 mg, 14% in yield) as well as recovered starting material (16.7 mg, 43% recovery of S.M.). LC/MS (M+H<sup>+</sup>) = 469.2

#### Example 247

**(1R)-1'-(1-[4-(1-Methyl-1H-tetrazol-5-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

**[0523]** A mixture of 4-(1-[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl)benzonitrile (50.0 mg, 0.000140 mol, example 236), sodium azide (109 mg, 0.00167 mol) and ammonium chloride (89.6 mg, 0.00167 mol) in anhydrous N,N-dimethylformamide (1.4 mL, 0.018 mol) in a microwave vial was irradiated with microwaves to 180 °C for 40 minutes. LCMS showed the reaction was complete. The reaction mixture was filtered and the filtrate was purified by prep-HPLC to give the product as a colorless solid (44.5 mg, 80% in yield). LC/MS (M+H<sup>+</sup>) = 402.1.

#### Example 248

**(1R)-1'-(1-[4-(2-Amino-1,3-oxazol-4-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

*Step 1. 1-[4-(2-amino-1,3-oxazol-4-yl)phenyl]cyclopropanecarboxylic acid*

**[0524]** A mixture of methyl 1-[4-(chloroacetyl)phenyl]cyclopropanecarboxylate (0.20 g, 0.00079 mol, example 243, steps 1 & 2) and urea (0.095 g, 0.0016 mol) in ethanol (5.0 mL, 0.086 mol) was refluxed overnight. The mixture was diluted with ethyl acetate and washed with sat'd. NaHCO<sub>3</sub>, brine, dried and concentrated. The methyl ester was purified by CombiFlash using CH<sub>2</sub>Cl<sub>2</sub>/EtOAc (max. EtOAc 100%). The ester was hydrolyzed using lithium hydroxide (6.0 eq.) in methanol/THF and then acidified by adding 1 N HCl. The solvent was removed under vacuum and the crude product was used in the next step. LC-MS: 259.2 (M+H<sup>+</sup>) methyl ester; 245.2 (M+H<sup>+</sup>) acid

*Step 2.*

**[0525]** The BOP mediated coupling was performed using a procedure analogous to that described in step 2 of example 338.

**Example 249****(1R)-1'-{[1-(4-Pyrimidin-5-ylphenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

**[0526]** A mixture of (1R)-1'-{[1-(4-chlorophenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one (15.0 mg, 0.0000408 mol, prepared by a procedure analogous to that in step 1 of example 173), pyrimidin-5-ylboronic acid (5.6 mg, 0.000045 mol), tris(dibenzylidene acetone)dipalladium(0) (2 mg, 0.000002 mol), and tri-tert-butylphosphine (0.8 mg, 0.000004 mol), cesium carbonate (16 mg, 0.000049 mol) in 1,4-dioxane (1.0 mL, 0.013 mol) was microwave irradiated at 90 °C for 30 minutes. The crude product was purified with prep-HPLC. LC/MS: 412.2 (M+H<sup>+</sup>).

**Example 250****(1R)-1'-{[1-[4-(6-Fluoropyridin-3-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

**Step 1.** (1R)-1'-{[1-[4-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one

**[0527]** To a solution of (1R)-1'-{[1-(4-bromophenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one (0.55 g, 0.0013 mol, example 238) and 4,4,5,5,4',4',5',5'-octamethyl-[2,2']bi[[1,3,2]dioxaborolanyl] (0.37 g, 0.0015 mol) in 1,4-dioxane (8.0 mL, 0.10 mol) were added potassium acetate (0.39 g, 0.0040 mol), 1,1'-bis(diphenylphosphino)ferrocene (40 mg, 0.00007 mol) and [1,1'-bis(diphenylphosphino)ferrocene]dichloropalladium(II), complex with dichloromethane (1:1) (50 mg, 0.00007 mol) under nitrogen and the reaction was stirred at 80 °C overnight. The mixture was filtered through celite and concentrated. The product was purified by CombiFlash using CH<sub>2</sub>Cl<sub>2</sub>/EtOAc (max EA 60%). LC-MS: 460.2 (M+H<sup>+</sup>)

**Step 2.**

**[0528]** To a solution of (1R)-1'-{[1-[4-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one (130 mg, 0.00029 mol) in 1,4-dioxane (1 mL, 0.01 mol) were added 5-bromo-2-fluoropyridine (0.060 mL, 0.00058 mol), tris(dibenzylideneacetone)dipalladium(0) (1 mg, 0.000001 mol), tri-tert-butylphosphine (0.71 mg, 0.0000035 mol) and potassium fluoride (56 mg, 0.00096 mol). The mixture was heated at 110 °C under nitrogen for 30 minutes. The mixture was diluted with ethyl acetate, washed with water and brine successively, dried and concentrated. The product was purified by CombiFlash using CH<sub>2</sub>Cl<sub>2</sub>/EtOAc (max.EA 30%). LC-MS: 429.2 (M+H<sup>+</sup>)

**Example 251****(1R)-1'-{[1-[4-(6-Pyrrolidin-1-ylpyridin-3-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

**[0529]** A mixture of (1R)-1'-{[1-[4-(6-fluoropyridin-3-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one (20.0 mg, 0.0000467 mol, example 250), pyrrolidine (7.8 μL, 0.000093 mol) in dimethyl sulfoxide (0.5 mL, 0.007 mol) was heated at 100 °C in a sealed tube for 5 hours. The product was purified by prep-HPLC. LC-MS: 480.2 (M+H<sup>+</sup>)

**Example 252****N-Cyclopropyl-5-[4-(1-[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl]phenyl]pyridine-2-carboxamide**

**Step 1.** 5-bromopyridine-2-carboxylic acid

**[0530]** Lithium hydroxide, monohydrate (0.39 g, 0.0092 mol) was added to a mixture of 5-bromopyridine-2-carboxylic acid methyl ester (0.25 g, 0.0012 mol) in tetrahydrofuran (4.8 mL, 0.059 mol) and water (2.0 mL) and the reaction mixture was refluxed for 30 minutes. The reaction mixture was concentrated and was adjusted to be acidic (pH = ~4) by adding 1 N HCl. The product was extracted with ethyl acetate and the combined extract was concentrated to give the desired product. LC-MS: 202.0/204.0 (M+H<sup>+</sup>)

**Step 2. 5-bromo-N-cyclopropylpyridine-2-carboxamide**

[0531] N,N-Diisopropylethylamine (0.69 mL, 0.0040 mol) was added to a mixture of 5-bromopyridine-2-carboxylic acid (400 mg, 0.002 mol), cyclopropylamine (0.16 mL, 0.0024 mol) and benzotriazol-1-yloxytris(dimethylamino)phosphonium hexafluorophosphate (1.1 g, 0.0024 mol) in N,N-dimethylformamide (9.4 mL, 0.12 mol) at 0 °C and the mixture was stirred overnight at room temperature. The mixture was diluted with ethyl acetate, washed with water and brine successively, dried over sodium sulfate, filtered and concentrated. The product was purified by CombiFlash eluting with CH<sub>2</sub>Cl<sub>2</sub>/EtOAc (max. EtOAc 20%). LC-MS: 241.1/243.1 (M+H<sup>+</sup>)

**Step 3.**

[0532] The title compound was prepared by using a procedure analogous to that described in example 250. LC-MS: 494.2 (M+H<sup>+</sup>)

**Example 253****N-Methyl-5-[4-(1-[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl]phenyl]pyridine-2-carboxamide**

[0533] This compound was prepared using an analogous procedure to that outlined above in example 250. LC/MS: 468.2 (M+H<sup>+</sup>).

**Example 254****(1R)-1'-(1-[4-(Methylsulfonyl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one****Step 1. (1R)-1'-(1-[4-(methylthio)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

[0534] This compound was prepared using a procedure analogous to that used in step 2 of example 238. LC/MS: 380.1 (M+H<sup>+</sup>).

**Step 2.**

[0535] To a solution of (1R)-1'-(1-[4-(methylthio)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one (50 mg, 0.00008 mol) and methylene chloride (300 µL, 0.005 mol) was added m-chloroperbenzoic acid (97 mg, 0.00040 mol) in portions. The solution was stirred at room temperature overnight. The product was purified by prep-HPLC to afford the desired product (17.8 mg). LCMS: m/z 412.0 (M+H<sup>+</sup>); 434.0 (M+Na<sup>+</sup>).

**Example 255****(1R)-1'-(1-[4-[(Trifluoromethyl)thio]phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

[0536] This compound was prepared using procedures analogous to those used in steps 1-2 of example 238. LCMS: m/z 434.0 (M+H<sup>+</sup>). 456.0 (M+Na<sup>+</sup>).

**Example 256****(1R)-1'-(1-[4-Chloro-2-fluorophenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

[0537] This compound was prepared using procedures analogous to those used in steps 1-2 of example 238. LCMS: m/z 386.4 (M+H<sup>+</sup>).

**Example 257****(1R)-1'-(1-[4-(2-Oxopyridin-1(2H)-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

[0538] To a solution of (1R)-1'-(1-[4-bromophenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one

(30.0 mg, 0.0000728 mol, example 238), pyrid-2-one (8.30 mg, 0.0000873 mol) in 1,4-dioxane (2 mL, 0.02 mol) were added (1S,2S)-N,N'-dimethylcyclohexane-1,2-diamine (2.1 mg, 0.000014 mol), copper(I) iodide (1.4 mg, 0.0000073 mol), and potassium carbonate (21.1 mg, 0.000153 mol). The mixture was heated at 160 °C for 60 minutes. The reaction mixture was filtered, and the filtrate was concentrated and purified using prep-HPLC. LC/MS: 427.1 (M+H<sup>+</sup>).

5

### Example 258

**Methyl 4-[4-(1-[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl]phenyl]piperazine-1-carboxylate**

10

*Step 1. tert-butyl 1-(4-bromophenyl)cyclopropanecarboxylate*

**[0539]** Isobutylene (80.0 mL, 0.847 mol) was passed through a mixture of 1-(4-bromophenyl)cyclopropanecarboxylic acid (10.0 g, 0.0415 mol, example 238, step 1) and sulfuric acid (1.0 mL, 0.019 mol) at -78 °C. The mixture was sealed and was stirred at room temperature overnight. The isobutylene was evaporated at room temperature and the residue was dissolved in ethyl acetate (100 mL), and washed with water and brine successively. The organic layer was dried over Na<sub>2</sub>SO<sub>4</sub>, filtered, and concentrated under reduced pressure to give the desired product.

15

*Step 2. tert-butyl 4-[4-{1-(tert-butoxycarbonyl)cyclopropyl]phenyl]piperazine-1-carboxylate*

20

**[0540]** A mixture of tert-butyl 1-(4-bromophenyl)cyclopropanecarboxylate (297.2 mg, 0.001000 mol), tert-butyl piperazine-1-carboxylate (186.2 mg, 0.001000 mol), sodium tert-pentoxide (110.1 mg, 0.001000 mol), [1,1'-bis(diphenylphosphino)ferrocene] dichloropalladium(II), complex with dichloromethane (1:1) (24.5 mg, 0.0000300 mol) and 1,1'-bis(diphenylphosphino)ferrocene (16.6 mg, 0.0000300 mol) was deaerated and then charged with nitrogen. To the mixture was added toluene (3.0 mL, 0.028 mol), and the resulting mixture was heated at 100 °C overnight. The mixture was poured into ice-water and was extracted with ethyl acetate (4x 10 mL). The combined organic layer was washed with water and brine successively, dried over Na<sub>2</sub>SO<sub>4</sub>, filtered, and concentrated under reduced pressure. The residue was purified by CombiFlash with ethyl acetate/hexane.

25

*Step 3. methyl 4-[4-[1-(tert-butoxycarbonyl)cyclopropyl]phenyl]piperazine-1-carboxylate*

**[0541]** tert-Butyl 4-[4-[1-(tert-butoxycarbonyl)cyclopropyl]phenyl]piperazine-1-carboxylate (16.0 mg, 0.0000397 mol) was treated with hydrogen chloride in 1,4-dioxane (4.0 M, 0.20 mL) at rt for 30 min. The solvent was evaporated under reduced pressure, and the residue was dissolved in acetonitrile (1.0 mL, 0.019 mol) and was treated with N,N-diisopropylethylamine (20.0 µL, 0.000115 mol) and methyl chloroformate (5.0 µL, 0.000065 mol). After 30 min, the solvent was evaporated under reduced pressure and the residue was the desired product, which was directly used in the next step without further purification. LC/MS: 361.2 (M+H<sup>+</sup>).

30

*Step 4.*

40

**[0542]** The title compound was prepared using a procedure analogous to that used in step 2 of example 238. LC/MS: 476.4 (M+H<sup>+</sup>).

45

### Example 259

**(1R)-1'-[{1-[4-(Methylsulfonyl)-2-oxopiperazin-1-yl]phenyl}cyclopropyl]carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

50

*Step 1. tert-butyl 3-oxo-4-[4-(1-[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl]phenyl]piperazine-1-carboxylate*

**[0543]** This compound was prepared using a procedure analogous to that used above for the synthesis of example 257. LC/MS: 532.2 (M+H<sup>+</sup>).

55

*Step 2. (1R)-1'-(1-[4-(2-oxopiperazin-1-yl)phenyl]cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3-pyrrolidin]-3-one*

**[0544]** To a solution of tert-butyl 3-oxo-4-[4-(1-[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl]phenyl]piperazine-1-carboxylate (180 mg, 0.00034 mol) in methanol (2 mL, 0.05 mol) was added 4 M of

hydrogen chloride in 1,4-dioxane (0.4 mL) and the mixture was stirred at rt for 3 hours and then concentrated. LC/MS: 432.2 (M+H<sup>+</sup>).

Step 3.

[0545] To a solution of (1R)-1'-({1-[4-(2-oxopiperazin-1-yl)phenyl]cyclopropyl}carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one (36 mg, 0.000083 mol) in acetonitrile (0.5 mL, 0.01 mol) were added triethylamine (29  $\mu$ L, 0.00021 mol) and methanesulfonyl chloride. After stirring at rt for 3 hours, the crude product was isolated and purified by prep-HPLC. LC/MS: 510.2 (M+H<sup>+</sup>).

### Example 260

#### 7-Fluoro-1'-[(1-{4-[3-(trifluoromethyl)-1H-pyrazol-1-yl]phenyl}cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one

Step 1. 1-(4-bromophenyl)cyclopropanecarbonitrile

[0546] Sodium hydroxide (50% aqueous solution, 29.3 g, 0.505 mol) was added to a mixture of 4-bromo-benzeneacetonitrile (9.80 g, 0.0500 mol), benzyltriethylammonium chloride (0.90 g, 0.0040 mol), ethane, and 1-bromo-2-chloro (14.5 g, 0.101 mol) at 50 °C overnight. The mixture was poured into ice-water (80 mL) and was extracted with ethyl ether (4x50 mL). The combined organic phase was washed with HCl aqueous solution (1N, 20 mL) and brine (2x30 mL) successively, dried over Na<sub>2</sub>SO<sub>4</sub>, filtered, and concentrated under reduced pressure. The residue was the desired product, which was directly used in the next step without further purification.

Step 2. 1-{4-[3-(trifluoromethyl)-1H-pyrazol-1-yl]phenyl}cyclopropanecarbonitrile

[0547] To a solution of 1-(4-bromophenyl)cyclopropanecarbonitrile (600 mg, 0.003 mol), 3-(trifluoromethyl)-1H-pyrazole (441 mg, 0.00324 mol) in toluene (2 mL, 0.02 mol) and N,N-dimethylformamide (3 mL, 0.04 mol) were added (1S,2S)-N,N'-dimethylcyclohexane-1,2-diamine (77 mg, 0.00054 mol), copper(I) iodide (51 mg, 0.00027 mol), and potassium carbonate (784 mg, 0.00567 mol). The mixture was microwave irradiated at 200 °C for 60 minutes and then filtered. The filtrate was diluted with methanol, and the product from the filtrate was isolated and purified using prep-HPLC. Additional product could be obtained from the precipitate by dissolving the precipitate in EtOAc, washing with satd. NaHCO<sub>3</sub>, brine, drying with MgSO<sub>4</sub>, and concentrating for purification.

Step 3. 1-{4-[3-(trifluoromethyl)-1H-pyrazol-1-yl]phenyl}cyclopropanecarboxylic acid

[0548] To a solution of sodium hydroxide in water (19.4 M, 0.1 mL) was added 1,2-ethanediol (2 mL, 0.03 mol) and the mixture was refluxed at 120 °C for 20 hours. After cooling to room temperature, the reaction mixture was poured into water and washed with ether. The aqueous solution was acidified with HCl and extracted with ether. The organic phase of the extraction was washed with brine, dried over MgSO<sub>4</sub>, and concentrated to afford the product.

Step 4.

[0549] The title compound was prepared using a procedure analogous to that described for the synthesis of example 94. LC/MS: 510.2 (M+H<sup>+</sup>).

### Example 261

#### N-[4-(1-{[(1R)-3-Oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)phenyl]cyclopropanecarboxamide

Step 1. *tert*-butyl 1-{4-[(*tert*-butoxycarbonyl)amino]phenyl}cyclopropanecarboxylate

[0550] A mixture of *tert*-butyl 1-(4-bromophenyl)cyclopropanecarboxylate (320.0 mg, 0.001077 mol, example 258, step 1), *t*-butyl carbamate (180.0 mg, 0.001536 mol), sodium benzylate (175.01 mg, 0.0015075 mol), tris(dibenzylideneacetone)dipalladium(0) (16.5 mg, 0.0000180 mol) and tri-*tert*-butylphosphine (18.8 mg, 0.0000929 mol) in toluene (3.0 mL, 0.028 mol) was deaerated and then charged with nitrogen. The resulting mixture was heated at 100 °C overnight. After cooling, the mixture was filtered through a pad of celite and washed with ethyl acetate. The filtrate was concentrated

and the residue was purified by CombiFlash with ethyl acetate/heaxane to give the desired product.

*Step 2. 1-(4-aminophenyl)cyclopropanecarboxylic acid*

[0551] 4.0 M HCl in dioxane was added to tert-butyl 1-{4-[(tert-butoxycarbonyl) amino]phenyl}cyclopropanecarboxylate (160 mg, 0.00048 mol). After stirring at rt for 2 h, the volatiles were removed in-vacuo and the resulting residue was used in the next step without further purification.

*Step 3. (1S)-1'-{[1-(4-aminophenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one*

[0552] 4-Methylmorpholine (260  $\mu$ L, 0.0024 mol) was added to a mixture of 1-(4-aminophenyl)cyclopropanecarboxylic acid (0.48 mmol, 0.00048 mol), [(1F,4S)-7,7-dimethyl-2-oxobicyclo[2.2.1]hept-1-yl]methanesulfonic acid -(1S)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one (1:1) (2.0x10<sup>-2</sup> mg, 0.00048 mol), (benzotriazol-1-yloxy)tritypyrrolidino phosphonium hexafluorophosphate (261 mg, 0.000502 mol), or benzotriazol-1-yloxytris(dimethylamino)phosphonium hexafluorophosphate (222 mg, 0.000502 mol) in N,N-dimethylformamide (1.5 mL, 0.019 mol). The reaction mixture was stirred at rt for 2 h. The crude product was purified by prep-LCMS. LC/MS: 349.0 (M+H<sup>+</sup>).

*Step 4. N-[4-(1-{[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)phenyl]cyclopropanecarboxamide*

[0553] Benzotriazol-1-yloxytris(dimethylamino)phosphonium hexafluorophosphate (17 mg, 0.000038 mol) was added into a solution of (1R)-1'-{[1-(4-aminophenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one (12 mg, 0.000034 mol), cyclopropanecarboxylic acid (3.0  $\mu$ L, 0.000038 mol) and 4-methylmorpholine (15  $\mu$ L, 0.00014 mol) in N,N-dimethylformamide (0.5 mL, 0.006 mol). The reaction mixture was stirred at rt for 2 h. It was purified by prep-LCMS. LC/MS: 417.2 (M+H<sup>+</sup>).

**Example 262**

**N-[4-(1-{[(1R)-3-Oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)phenyl]benzenesulfonamide**

[0554] This compound was prepared by using procedures analogous to those were described in step 1 of example 202, and in steps 2-3 of example 261. LC/MS: 489.2 (M+H<sup>+</sup>).

**Example 263**

**Methyl allyl[4-(1-{[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)phenyl]carbamate**

*Step 1. tert-butyl 1-[4-(allylamino)phenyl]cyclopropanecarboxylate*

[0555] This compound was prepared from the N-2-propenyl-2-propen-1-amine using the coupling protocol outlined in example 258, step 2. The other major product was tert-butyl 1-[4-(diallylamino)phenyl]cyclopropanecarboxylate.

*Step 2. 1-{4-[allyl(methoxycarbonyl)amino]phenyl}cyclopropanecarboxylic acid*

[0556] Methyl chloroformate (34  $\mu$ L, 0.00044 mol) was added to a mixture of tert-butyl 1-[4-(allylamino)phenyl]cyclopropanecarboxylate (6.0x10<sup>-1</sup> mg, 0.00022 mol) and triethylamine (92  $\mu$ L, 0.00066 mol) in acetonitrile (1.0 mL, 0.019 mol) at rt. The reaction mixture was stirred at rt for 30 minutes, then was washed with water, and then extracted with EtOAc (3x). The organic layers were combined and concentrated. To the residue was added 4.0M HCl in dioxane and the reaction was stirred at rt for 2h. The solvent was removed in-vacuo and used in the following step. LC/MS: 276.2 (M+H<sup>+</sup>).

*Step 3.*

[0557] The title compound was prepared by using a procedure analogous to that in step 3 of example 261. LC/MS: 447.2 (M+H<sup>+</sup>).

**Example 264****(1R)-1'-(1-[4-(1H-1,2,4-Triazol-1-yl)phenyl]cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

5 [0558] This compound was prepared by using a procedure similar to that outlined for the synthesis of example 257. LC/MS: 401.1 (M+H<sup>+</sup>).

**Example 265****(1R)-1'-(1-Quinolin-6-ylcyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

10 [0559] This compound was prepared by using a procedure similar to that outlined for the synthesis of example 238. LC/MS: 385.2 (M+H<sup>+</sup>).

**Example 266****(1R)-1'-(1-Pyridin-4-ylcyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

15 [0560] This compound was prepared by using a method similar to that outlined in the synthesis of example 238, beginning with ethyl 1-pyridin-4-ylcyclopropanecarboxylate. LC/MS: 335.1 (M+H<sup>+</sup>).

**Example 267****(1R)-1'-(1-Quinolin-4-ylcyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

20 [0561] This compound was prepared by using a method similar to that outlined in the synthesis of example 238. LC/MS: 385.1 (M+H<sup>+</sup>).

**Example 268****(1R)-1'-(1-Quinolin-2-ylcyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

25 [0562] This compound was prepared by using a method similar to that outlined in the synthesis of example 238. LC/MS: 385.2 (M+H<sup>+</sup>).

**Example 269****(1R)-1'-(1-Pyridin-2-ylcyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

30 [0563] This compound was prepared by using a method similar to that outlined in the synthesis of example 238, beginning with methyl 1-pyridin-2-ylcyclopropanecarboxylate. LC/MS: 335.1 (M+H<sup>+</sup>).

**Example 270****(1R)-1'-(1-(1,3-Benzothiazol-2-yl)cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

35 [0564] This compound was prepared by using a method similar to that outlined in the synthesis of example 238. LC/MS: 391.1 (M+H<sup>+</sup>).

**Example 271****2-(1-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}pyrrolidine-3-yl)-1,3-thiazole****Step 1. *tert*-butyl 3-hydroxy-3-(1,3-thiazol-2-yl)pyrrolidine-1-carboxylate**

40 [0565] 1.600 M of n-Butyllithium in hexane (1.0x10<sup>-1</sup> mL) was added to 1,3-thiazole (0.958 mL, 0.0135 mol) in THF (20 mL) at -78 °C. After 30 minutes, *tert*-butyl 3-oxopyrrolidine-1-carboxylate (2.50 g, 0.0135 mol) in THF (10 mL) was added, and the mixture was slowly warmed to room temperature overnight. The reaction was quenched with water, and

the reaction mixture was extracted with ethyl acetate, dried with  $\text{MgSO}_4$ , filtered and concentrated. The residue was purified by flash column (50% EtOAc/hexanes to pure EtOAc) to give the desired product (2.57 g, 70%).

5 **Step 2. 2-(2,5-dihydro-1H-pyrrol-3-yl)-1,3-thiazole trifluoroacetate**

[0566] tert-Butyl 3-hydroxy-3-(1,3-thiazol-2-yl)pyrrolidine-1-carboxylate (1.0 g, 0.0037 mol) was dissolved in trifluoroacetic acid (10.0 mL, 0.130 mol) under  $\text{N}_2$  at rt. The reaction flask was wrapped with aluminum foil and the mixture was stirred under reflux for 3 h. After cooling to rt the reaction mixture was concentrated in vacuo and used directly for the next step without further purification.

10 **Step 3. 2-pyrrolidin-3-yl-1,3-thiazole trifluoroacetate**

[0567] To a solution of 2-(2,5-dihydro-1H-pyrrol-3-yl)-1,3-thiazole trifluoroacetate (2.49 g, 0.00936 mol) in methanol (100.0 mL, 2.469 mol) was added platinum dioxide (320 mg, 0.0014 mol) and the resulting mixture was hydrogenated on par shaker at 56 psi for 3 h. After filtration, the filtrate was concentrated in vacuo and dried under high vacuum to give the desired product as a solid. LC-MS (M + H) 155.2 (base).

15 **Step 4.**

20 [0568] The title compound was prepared using the BOP coupling method that was outlined in the synthesis of example 1. LC/MS (M+H) 333.2 (base).

**Example 272**

25 **1'-{[1-(4-Methylphenyl)cyclopropyl]carbonyl}spiro[pyrido[3,4-d][1,3]oxazine-4,3'-pyrrolidin]-2(1H)-one trifluoroacetate**

30 **Step 1. benzyl 3-{3-[(tert-butoxycarbonyl)amino]pyridin-4-yl}-3-hydroxypyrrolidine-1-carboxylate**

35 [0569] To a flame-dried round bottomed flask with thermometer side-arm, equipped with a stir bar, was added tert-butyl pyridin-3-ylcarbamate (1.104 g, 0.005684 mol) in 75 mL THF under inert atmosphere. The solution was cooled to -78 °C and then 1.7 M of tert-butyllithium in pentane (7.4 mL) was added dropwise. The resulting solution was stirred for 2 h at -78 °C, followed by the addition of benzyl 3-oxopyrrolidine-1-carboxylate (1.038 g, 0.004736 mol) in 75 mL THF. The reaction was allowed to warm to rt and stirred for 5 hrs. The reaction mixture was quenched with saturated ammonium chloride, diluted with water and extracted with ethyl acetate. The combined organic phases were treated with brine and then magnesium sulfate, filtered, and concentrated. The crude product was purified by combiflash using 50-80% ethyl acetate/hexane to recover the starting material (0.9 g) and then 100% ethyl acetate to obtain the product (0.5 g). The product was verified by LCMS and NMR data.

40 **Step 2. benzyl 3-(3-aminopyridin-4-yl)-3-hydroxypyrrolidine-1-carboxylate bis(trifluoroacetate) (salt)**

45 [0570] To a stirred solution of benzyl 3-{3-[(tert-butoxycarbonyl)amino]pyridin-4-yl}-3-hydroxypyrrolidine-1-carboxylate (4.38 g, 0.0106 mol) in methylene chloride (12.00 mL, 0.1872 mol) at rt was added trifluoroacetic acid (10.00 mL, 0.1298 mol) and the reaction mixture was stirred at rt for 4h. LCMS (m+1, 314.2) indicated that the reaction was complete. The volatiles were removed and NMR data supported the formation of the desired product.

50 **Step 3. benzyl 2-oxo-1,2-dihydro-1'H-spiro[pyrido[3,4-d][1,3]oxazine-4,3'-pyrrolidin]-1'-carboxylate**

55 [0571] To a solution of benzyl 3-(3-aminopyridin-4-yl)-3-hydroxypyrrolidine-1-carboxylate bis(trifluoroacetate) (salt) (0.4239 g, 0.0007830 mol) in 4 mL THF was added triethylamine (0.4365 mL, 0.003132 mol) at 0 °C. Then a solution of triphosgene (0.2323 g, 0.0007830 mol) in 3 mL THF was added rapidly. The mixture was stirred and monitored by LCMS for 45 min at 0 °C. After 4h the reaction was quenched with saturated sodium bicarbonate and the product was extracted with ethyl acetate. The combined organic phases were treated with brine and then magnesium sulfate, filtered, and concentrated. The crude product was purified by Combiflash.

55 **Step 4. spiro[pyrido[3,4-d][1,3]oxazine-4,3'-pyrrolidin]-2(1H)-one**

[0572] To a solution of benzyl 2-oxo-1,2-dihydro-1'H-spiro[pyrido[3,4-d][1,3]oxazine-4,3'-pyrrolidin]-1'-carboxylate

(461.00 mg, 0.0013585 mol) in dichloromethane (10.00 mL, 0.1560 mol) and methanol (10 mL, 0.2 mol) was added palladium (92 mg, 0.00086 mol). The reaction was stirred under a hydrogen atmosphere using a balloon for 2 h. The reaction mixture was filtered and concentrated to afford the product (quantitative yield).

5 **Step 5.**

**[0573]** The title compound was prepared by a BOP mediated coupling reaction analogous to that outlined in the synthesis of example 1. LC/MS (M+H) 478.1.

10 **Example 273**

**1-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-3-pyridin-4-ylpyrrolidin-3-ol**

*Step 1. tert-butyl 3-hydroxy-3 pyridin-4-ylpyrrolidine-1-carboxylate*

15 **[0574]** 1.600 M of n-Butyllithium in hexane (0.810 mL) was added to a solution of 4-bromopyridine hydrochloride (210 mg, 1.1 mmol) in ether (5 mL, 0.05 mol) at -78 °C. The solution was stirred at -78 °C for 30 min. and then tert-butyl 3-oxopyrrolidine-1-carboxylate (200 mg, 0.001 mol) was added and the temperature was maintained at -78 °C for 3 hours. The reaction mixture was quenched with water, extracted with AcOEt. The organic layer was dried with MgSO<sub>4</sub>, and 20 concentrated to afford the desired product.

*Step 2. 3-pyridin-4-ylpyrrolidin-3-ol*

25 **[0575]** To the above compound was added hydrogen chloride in 1,4-dioxane (4M, 1 mL) and. The mixture was stirred at rt for 2 hours and then concentrated to afford the product.

*Step 3.*

30 **[0576]** The title compound was prepared using a BOP mediated coupling procedure analogous to that described for the synthesis of example 1. LC/MS: 342.7 (M+H<sup>+</sup>).

**Example 274**

**1-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-3-(3-fluoropyridin-4-yl)pyrrolidin-3-ol**

35 **[0577]** This compound was prepared by using an analogous procedure to that outlined above for the synthesis of example 273. LC/MS (M+H) 361.7.

**Example 275**

**1-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-3-(2-fluorophenyl)pyrrolidin-3-ol**

40 **[0578]** This compound was prepared by using an analogous procedure to that outlined above for the synthesis of example 273. LC/MS (M+H) 360.7.

45

**Example 276**

**1-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-3-[2-(hydroxymethyl)phenyl]pyrrolidin-3-ol**

50 **[0579]** This compound was prepared by using an analogous procedure to that outlined above for the synthesis of example 273. LC/MS (M+H) 372.7.

**Example 277**

**1-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-3-pyridin-2-ylpyrrolidin-3-ol**

55 **[0580]** This compound was prepared by using an analogous procedure to that outlined above for the synthesis of example 273. LC/MS (M+H) 342.7.

**Example 278**

**(1R)-1'-(1-[4-(Pyrrolidin-1-ylmethyl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

5

*Step 1. 1-(4-vinylphenyl)cyclopropanecarbonitrile*

**[0581]** A mixture of (4-vinylphenyl)acetonitrile (2.1 g, 0.015 mol), 1-bromo-2-chloro-ethane (1.4 mL, 0.016 mol) and benzyltriethylammonium chloride (0.2 g, 0.0008 mol) in aqueous sodium hydroxide solution (20m, 6 mL) was stirred at 70 °C for 1 h. The reaction mixture was cooled, diluted with water and extracted with ethyl ether. The combined ether layers were washed with water and brine, dried and concentrated to afford the product.

10

*Step 2. 1-(4-formylphenyl)cyclopropanecarbonitrile*

**[0582]** Ozone was bubbled through a solution of 1-(4-vinylphenyl)cyclopropanecarbonitrile (1.8 g, 0.011 mol) in methylene chloride (40 mL, 0.6 mol) at -78 °C until a blue color appeared and then nitrogen was bubbled through the solution for 10 minutes. Methyl sulfide was added and the mixture was stirred overnight. The mixture was washed with water and brine successively, dried, and concentrated to give the desired product.

15

*Step 3. 1-[4-(pyrrolidin-1-ylmethyl)phenyl]cyclopropanecarbonitrile*

**[0583]** A mixture of 1-(4-formylphenyl)cyclopropanecarbonitrile (0.30 g, 0.0018 mol), pyrrolidine (0.18 mL, 0.0021 mol) and sodium triacetoxyborohydride (0.74 g, 0.0035 mol) in methanol (5.0 mL, 0.12 mol) was stirred at rt for 1 h. The reaction was adjusted to be basic (pH = 12) and extracted with ethyl acetate. The combined extract was washed with brine, dried, and concentrated to provide the desired product. LC-MS: 227.1 (M+H)+

20

*Step 4. 1-[4-(pyrrolidin-1-ylmethyl)phenyl]cyclopropanecarboxylic acid*

**[0584]** A solution of 1-[4-(pyrrolidin-1-ylmethyl)phenyl]cyclopropanecarbonitrile (100 mg, 0.0004 mol) in ethanol (5 mL, 0.08 mol) and 50% NaOH (aq. 4 ml) and water (2 ml) was stirred at 100 celsius overnight. The mixture was then carefully adjusted to be slightly acidic (pH = 6) and the precipitate formed was filtered and dried to afford the product. LC-MS: 246.1 (M+H)+

25

*Step 5.*

30

**[0585]** The title compound was prepared using a procedure analogous to that used for the synthesis of example 173. LC/MS: 416.1 (M+H+).

35

**Example 279**

40

**[4-(1-[(1R)-3-Oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl] phenyl]cyclopropyl acetic acid**

**[0586]** This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 238. LC/MS: 418.1 (M+H+).

45

**Example 280**

50

**6-Chloro-1'-(1-[4-(Trifluoromethyl)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

55

**[0587]** This compound was prepared by using an analogous procedure to that described above for the synthesis of example 232. LC/MS: 437.6 (M+H+).

**Example 281****6-Chloro-1'-{[1-(4-methylphenyl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

5 [0588] This compound was prepared by using an analogous procedure to that described above for the synthesis of example 232. LC/MS: 383.6 (M+H<sup>+</sup>).

**Example 282****(1R)-1'-{[1-[4-(3-Thienyl)phenyl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

10 [0589] This compound was prepared by using an analogous procedure to that described above for the synthesis of example 116. LC/MS: 416.3 (M+H<sup>+</sup>).

**Example 283****1-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-3-(1,3-thiazol-2-yl)pyrrolidin-3-ol**

15 [0590] This compound was prepared by using analogous procedures to those outlined above in steps 1 and 4 of example 269. LC/MS (M+H) 349.1 alcohol.

**Example 284****(1R)-1'-{[1-(2-Naphthyl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one****Step 1. 1-(2-naphthyl)cyclopropanecarboxylic acid**

20 [0591] Sodium hydroxide(50% aqueous solution, 3.20 g, 0.0552 mol) was added to a mixture of 2-naphthylacetonitrile (0.913 g, 0.00546 mol), benzyltriethylammonium chloride (0.09 g, 0.0004 mol), and 1-bromo-2-chloro-ethane (1.58 g, 0.0110 mol) at 50 celsius for 5 h. Then 1,2-ethanediol (10.0 mL, 0.179 mol) was added and the mixture was heated at 100 °C overnight. The mixture was poured into ice-water (30 mL) and was extracted with ethyl ether (2x10 mL). The aqueous phase was acidified (pH=2) with 1N HCl and was extracted with ethyl acetate (4x15 mL). The combined organic phase was washed with brine (10 mL), dried over Na<sub>2</sub>SO<sub>4</sub>, filtered, and concentrated under reduced pressure. The residue was the desired product, which was directly used in next step reaction without further purification.

**Step 2.**

25 [0592] The title compound was prepared by using an analogous procedure to that used for the synthesis in step B of example 95. LC/MS: 385.1 (M+H<sup>+</sup>).

**Example 285****(1R)-1'-{[1-[4-(Pyridin-4-ylmethoxy)phenyl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

30 [0593] This compound was prepared using a procedure analogous to that described for the synthesis of example 215. LC/MS: 442.2 (M+H<sup>+</sup>) and 464.1 (M+Na<sup>+</sup>).

**Example 286****(3aR,7aS)-2-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}octahydro-1H-isoindole**

35 [0594] This compound was prepared using an analogous procedure to that used for the synthesis of example 1. LC/MS (M+H) 304.1.

**Example 287****1'-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}spiro[isochromene-3,3'-pyrrolidin]-1(4H)-one**5 **Step 1. Benzyl 1-oxo-1,4-dihydro-1'H-spiro[isochromene-3,3'-pyrrolidine]-1'-carboxylate**

[0595] Into a 1-neck round-bottom flask were added N,N-diethyl-2-methylbenzamide (200 mg, 0.001 mol) and anhydrous THF (ca. 20 mL) and the solution was cooled to -78 °C prior to the dropwise addition of 1.8 M of lithium diisopropylamide in heptane (630 µL). The color changed to purple, which is characteristic of laterally lithiated species due to the ortho-quinodimethane structure. The laterally lithiated species was allowed to form for 40 min. and then a solution of benzyl 3-oxopyrrolidine-1-carboxylate (210 mg, 0.00095 mol) in anhydrous THF (2 mL) was added dropwise via cannula. The color remained indicating that there was excess lithiated species. After stirring for 2h, the reaction was quenched by addition of sat'd. NH<sub>4</sub>Cl and the reaction mixture was allowed to gradually warm to rt. The mixture was diluted with H<sub>2</sub>O (5 mL) and the product was extracted with EtOAc (3 x 5mL). The combined organic phase was washed with H<sub>2</sub>O (5 mL) and brine (5 mL) successively, dried (over Na<sub>2</sub>SO<sub>4</sub>), filtered, and concentrated in-vacuo. The LC/MS data suggested that a mixture of cyclized and uncyclized products was formed. The crude product was dissolved in toluene and refluxed overnight in the presence of a catalytic amount of p-Toluenesulfonic acid monohydrate (159 mg, 0.000836 mol) LC/MS: 411.1 (M+H<sup>+</sup>). The product was purified using CombiFlash eluting with 30 to 50% EtOAc/hexanes. LC/MS: 360.1 (M+Na<sup>+</sup>).

20 **Step 2. Cbz deprotection**

[0596] Benzyl 1-oxo-1,4-dihydro-1'H-spiro[isochromene-3,3'-pyrrolidine]-1'-carboxylate (10 mg, 0.00003 mol) was dissolved in MeOH. To this solution was added Pd/C Palladium (10 mg, 0.000009 mol) and the reaction vessel was sealed and flushed with N<sub>2</sub> (g) followed by H<sub>2</sub> (g) and then placed under a H<sub>2</sub> (g) balloon for 1h. The palladium was filtered off and the solvent was removed from the filtrate. The crude material was used directly in the next step. LC/MS: 204.3 (M+H<sup>+</sup>).

**Step 3.**

30 [0597] The title compound was prepared using an analogous procedure to that described for the synthesis of example 1. LC/MS: 382.0 (M+H<sup>+</sup>).

**Example 288****N-(tert-Butyl)-2-(1-{[1-(4-chlorophenyl)cyclopropyl]carbonyl}-3-hydroxypyrrolidin-3-yl)benzenesulfonamide****Step 1. 1-{[1-(4-chlorophenyl)cyclopropyl]carbonyl}pyrrolidin-3-ol**

[0598] 3-Pyrrolidinol (1.81 g, 0.0208 mol) was added to a mixture of 1-(4-chlorophenyl) cyclopropanecarboxylic acid (3.93 g, 0.0200 mol), benzotriazol-1-yloxytris(dimethylamino) phosphonium hexafluorophosphate (8.84 g, 0.0200 mol) and 4-methylmorpholine (9.00 mL, 0.0819 mol) in N,N-dimethylformamide (20.0 mL, 0.258 mol). The mixture was stirred at rt overnight. The mixture was diluted with ethyl acetate (100 mL) and was washed with NaHCO<sub>3</sub> (7.5%, 3x30 mL). The organic layer was dried over Na<sub>2</sub>SO<sub>4</sub>, filtered and concentrated under reduced pressure. The residue was used directly in the next step without further purification.

45 **Step 2. 1-{[1-(4-chlorophenyl)cyclopropyl]carbonyl}pyrrolidin-3-one**

[0599] To a solution of 1-{[1-(4-chlorophenyl)cyclopropyl]carbonyl}pyrrolidin-3-ol (2.70 g, 0.0102 mol) in acetone (50 mL, 0.7 mol) was added Jone's oxidant in water (8.00M, 1.90 mL) at 0 °C. The solution was stirred at rt for 1 hour and then filtered, concentrated. The residue was dissolved in AcOEt, and the solution was washed with water and brine successively, dried over MgSO<sub>4</sub>, and concentrated. The crude product was purified using CombiFlash eluting with 50% AcOEt in hexanes.

**Step 3.**

55 [0600] To a solution of N-(tert-butyl)benzenesulfonamide (569 mg, 0.00267 mol) in ether (10 mL, 0.1 mol) was added 1.7 M of tert-butyllithium in pentane (4.7 mL) under nitrogen at -78 °C. The mixture was stirred at -78 °C for 15 minutes, then at 0 °C for 1 hour. The reaction mixture then was cooled down to -78 °C again and a solution of 1-{[1-(4-chloroph-

enyl)cyclopropyl]carbonyl}pyrrolidin-3-one (640 mg, 0.0024 mol) in ether was added. After stirring for 2 hours, the reaction mixture was quenched with saturated NH<sub>4</sub>Cl aqueous solution and then extracted with EtOAc. The combined organic layer was washed with brine, dried over MgSO<sub>4</sub> and concentrated. The crude product was purified using CombiFlash eluting with 30% AcOEt in hexanes to afford the desired product. LC/MS (M+H<sup>+</sup>) 478.0.

5

### Example 289

#### 2-[(1-[(4-Chlorophenyl)cyclopropyl]carbonyl]-3-hydroxypyrrolidin-3-yl)methyl]nicotinic acid

[0601] To a solution of 2,2,6,6-tetramethyl- piperidine (0.123 g, 0.000872 mol) in tetrahydrofuran (3.00 mL, 0.0370 mol) at -75 °C was added 2.50 M of n-butyllithium in hexane (0.500 mL). After stirring for 15 min., a suspension of 2-methylnicotinic acid (120.5 mg, 0.0008787 mol) in THF (5.0 mL) was added at -55 °C. The mixture was stirred at -55 °C for 1 h. 1-[(1-(4-Chlorophenyl)cyclopropyl] carbonyl}pyrrolidin-3-one (100.0 mg, 0.0003792 mol, prepared in steps 1 and 2 of example 288) was added to the above mixture and the reaction temperature was maintained at -50 to -40 °C. The mixture was stirred at -40 °C for 30 minutes, then slowly warmed up to 0 °C. To the mixture was added acetic acid (0.50 mL, 0.0088 mol) at 0 °C and the reaction mixture was stirred overnight while gradually warming to rt. The reaction mixture was carefully neutralized with NaHCO<sub>3</sub> and the resulting mixture was extracted with AcOEt (4x30 mL). The combined organic layer was washed with brine (30 mL), dried over MgSO<sub>4</sub>, and concentrated. The residue was purified by CombiFlash with ethyl acetate/heaxane to give the desired product. LC/MS (M+H<sup>+</sup>) 401.7.

20

### Example 290

#### 1-[(1-(4-Chlorophenyl)cyclopropyl]carbonyl]-3-phenylpyrrolidine-3,4-diol

[0602] To a solution of 1-[(1-(4-chlorophenyl)cyclopropyl]carbonyl]-3-phenyl-2,5-dihydro-1H-pyrrole (80 mg, 0.0002 mol, prepared using a procedure analogous to that described in example 1) in acetone (500 µL, 0.007 mol), water (1250 µL, 0.0694 mol), and tert-butyl alcohol (250 µL, 0.0026 mol), was added osmium tetroxide (80 mg, 0.00001 mol) followed by 4-methylmorpholine 4-oxide (29 mg, 0.00025 mol). The mixture was heated at 70 °C for 1 hour. After cooling, it was filtered and the filtrate was purified with prep-HPLC to afford the product (36.5 mg). LCMS: m/z 358.0 (M+H)<sup>+</sup>; 379.9 (M+Na)<sup>+</sup>.

30

### Example 291

#### (1R)-1'-(1-(2-Fluoro-4-pyridin-4-ylphenyl)cyclopropyl]carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one

[0603] To a solution of (1R)-1'-(1-(4-bromo-2-fluorophenyl)cyclopropyl]carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one (30 mg, 0.00007 mol, this compound was prepared by using a method that was analogous to that used for the synthesis of 238) in tetrahydrofuran (0.2 mL, 0.002 mol) were added tris(dibenzylideneacetone)dipalladium(0) (3 mg, 0.000003 mol), tri-tert-butylphosphine (1.7 mg, 0.0000083 mol), 4-(tributylstannyl)pyridine (30.7 mg, 0.0000835 mol), and the mixture was heated to 120 °C under microwave for 30 minutes. The reaction mixture was then filtered and the filtrate was diluted with methanol, and the product was isolated and purified by prep-HPLC. LC/MS (M+H<sup>+</sup>) 429.2.

40

### Example 292

#### 5-Methoxy-1-[(1-(4-methylphenyl)cyclopropyl]carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one

##### Step 1. *tert*-butyl 5-methoxy-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidine]-1'-carboxylate

[0604] A solution of 2-bromo-5-methoxybenzoic acid (1.85 g, 0.00801 mol) in tetrahydrofuran (50 mL, 0.6 mol) was cooled below -20 °C under N<sub>2</sub> atmosphere and dibutylmagnesium in heptane (1.0 M, 4.2 mL) was slowly added to the solution. Then to the mixture was added slowly n-butyllithium in hexane (2.5 M, 3.5 mL). After stirring below at -15 °C for 1 hour, a solution of *tert*-butyl 3-oxopyrrolidine-1-carboxylate (1.50 g, 0.00810 mol) in THF (20.0 mL) was added. After stirring below -20 °C for 1 hour, the reaction was quenched with acetic acid (10 mL). The resulting mixture was stirred at rt overnight. The mixture was neutralized and extracted with EtOAc. The organic layer was washed with NaHCO<sub>3</sub> solution, water and brine successively, dried over Na<sub>2</sub>SO<sub>4</sub>, and filtered. The filtrate was concentrated to afford the desired product. LC/MS (M+H<sup>+</sup>) 320.1.

55

Step 2.

**[0605]** A mixture of tert-butyl 5-methoxy-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidine]-1'-carboxylate (80.0 mg, 0.000250 mol) and 4M HCl in dioxane was stirred for 2 hours and then concentrated. To a solution of 1-(4-methylphenyl)cyclopropanecarboxylic acid (44.1 mg, 0.000250 mol) in dichloromethane (2 mL, 0.03 mol) was added the above residue. The solution was cooled to 0°C and BOP was added. The solution was stirred for 3 min and then DIEA was added. The solution was stirred at 0°C for 20 min and then gradually allowed to warm to rt with stirring overnight. The crude product was purified using prep-HPLC. LC/MS (M+H<sup>+</sup>) 378.1.

10 **Example 293**

**1'-{[1-(4-Methylphenyl)cyclopropyl]carbonyl}-3-oxo-3H-spiro[2-benzofuran-1,3'-pyrrolidine]-5-carbonitrile**

**[0606]** This compound was prepared by using an analogous procedure to that used for the synthesis of example 292. LC/MS (M+H<sup>+</sup>) 373.1.

15 **Example 294**

**(1R)-1'-{[1-[3'-(Hydroxymethyl)biphenyl-4-yl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

**[0607]** This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 250. LC/MS: 440.2 (M+H<sup>+</sup>).

20 **Example 295**

**(1R)-1'-{[1-[2'-(Methylthio)biphenyl-4-yl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

**[0608]** This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 250. LC/MS: 456.2 (M+H<sup>+</sup>).

25 **Example 296**

**1'-{[1-(1,3-Benzothiazol-2-yl)cyclopropyl]carbonyl}-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one**

**[0609]** The starting material 1-(1,3-benzothiazol-2-yl)cyclopropanecarboxylic acid was prepared by using a procedure analogous to that in step 1 of example 238. The starting material 7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one hydrochloride was prepared by using a procedure analogous to that used in step 1 of example 90. The amine and carboxylic acid were subjected to BOP mediated coupling conditions analogous to those described in step 5 of example 82. LC/MS: 392.1 (M+H<sup>+</sup>).

30 **Example 297**

**1'-{[1-(2-Naphthyl)cyclopropyl]carbonyl}-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one**

**[0610]** The starting material 1-(2-naphthyl)cyclopropanecarboxylic acid was prepared by using a procedure analogous to that used in step 1 of example 238. The starting material 7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one hydrochloride was prepared by using a procedure analogous to that in step 1 of example 90. The amine and carboxylic acid were subjected to BOP mediated coupling conditions analogous to those described in step 5 of example 82. LC/MS: 385.1(M+H<sup>+</sup>).

35 **Example 298**

**1'-{[1-[4-(Difluoromethoxy)phenyl]cyclopropyl]carbonyl}-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one**

**[0611]** The starting material 1-[4-(difluoromethoxy)phenyl]cyclopropanecarboxylic acid was prepared by using a procedure analogous to that in step 1 of example 238. The starting material 7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one hydrochloride was prepared by using a procedure analogous to that in step 1 of example 90. The amine and

carboxylic acid were subjected to BOP mediated coupling conditions analogous to those described in step 5 of example 82. LC/MS: 401.1 (M+H<sup>+</sup>).

5 **Example 299**

**(1R)-1'-{[1-(4-{{[4-(Trifluoromethoxy)benzyl]oxy}phenyl}cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

10 [0612] This compound was prepared using a procedure analogous to that described in steps 1 & 2 of example 104. LC/MS: 525.2(M+H<sup>+</sup>).

15 **Example 300**

**(1R)-1'-{[(1-{4-[1-(4-Bromophenyl)ethoxy}phenyl}cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

20 [0613] This compound was prepared using a procedure analogous to that described in example 105. LC/MS: 534.1(M+H<sup>+</sup>).

25 **Example 301**

**(1R)-1'-{[1-(4-Pyridin-3-ylphenyl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

30 [0614] This compound was prepared using a procedure that was analogous to that described in steps 1 & 2 of example 250. LC/MS: 412.2 (M+H<sup>+</sup>).

35 **Example 302**

**(1R)-[4-(4-{1-[(3-Oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl)carbonyl] cyclopropyl}phenyl)-1,3-thiazol-2-yl]acetonitrile**

40 [0615] This compound was prepared using a procedure that was analogous to that in steps 1-5 of example 142 (replacing thiourea with 2-cyanoethanethioamide in step 3). LC/MS: 457.1 (M+H<sup>+</sup>).

45 **Example 303**

**(1R)-1'-{[1-[4-(2-Pyridin-3-yl-1,3-thiazol-4-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

50 [0616] This compound was prepared using a procedure that was analogous to that described in steps 1-5 of example 142 (replacing thiourea with pyridine-3-carbothioamide in step 3). LC/MS: 495.2 (M+H<sup>+</sup>).

55 **Example 304**

**(1R)-1'-{[1-[4-(1-Propionyl-1,2,3,6-tetrahydropyridin-4-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

60 [0617] This compound was prepared using a procedure that was analogous to that described in steps 1-6 of example 210. LC/MS: 472.2 (M+H<sup>+</sup>).

65 **Example 305**

**Ethyl 4-[4-(1-{[(1R)-3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)phenyl]-3,6-dihydropyridine-1(2H)-carboxylate**

70 [0618] This compound was prepared using a procedure that was analogous to that described in steps 1-6 of example 210. LC/MS: 488.2 (M+H<sup>+</sup>).

**Example 306**

(1R)-4-[(E)-2-(4-{1-[(3-Oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl)carbonyl]cyclopropyl}phenyl)vinyl]benzonitrile

5

[0619] This compound was prepared using a procedure that was analogous to that described in example 122. LC/MS: 462.2 (M+H<sup>+</sup>).

**Example 307**

(1R)-1'-{[1-(2-Fluoro-4-pyridin-4-ylphenyl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

15

[0620] This compound was prepared using a procedure that was analogous to that described in example 291. LC/MS: 430.2 (M+H<sup>+</sup>).

**Example 308**

(1R)-1'-{[(1-{2-Fluoro-4-[3-(trifluoromethyl)-1H-pyrazol-1-yl]phenyl}cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

20

[0621] This compound was prepared using a procedure that was analogous to that described in example 126. LC/MS: 487.2 (M+H<sup>+</sup>).

25

**Example 309**

(1R)-1'-{[1-[4-(2H-Indazol-2-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

30

[0622] This compound was prepared using a procedure that was analogous to that described in example 129. LC/MS: 451.2 (M+H<sup>+</sup>).

**Example 310**

(1R)-1'-{[1-[4-(3,3-Difluoropyrrolidin-1-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

35

40

[0623] This compound was prepared by using a procedure analogous to that described in example 98, with the exception that the coupling steps were reversed, i.e., (1R)-1'-{[1-(4-bromophenyl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one was prepared first by the BOP mediated coupling reaction and then subsequently coupled in the presence of Pd(dppf) to 3,3-difluoropyrrolidine hydrochloride. LC/MS: 440.2 (M+H<sup>+</sup>).

**Example 311**

(1R)-1'-{[1-[2-Fluoro-4-(2-oxopyrrolidin-1-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

45

Step 1. 1'-{[1-(4-bromo-2-fluorophenyl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

50

[0624] This compound was prepared using a procedure analogous to that described in steps 1-2 of example 95. LC/MS: 430.1 & 432.1 (M+H<sup>+</sup>).

Step 2.

55

[0625] The title compound was prepared by using a copper (I) mediated coupling reaction analogous to that described in step 1 of example 102. LC/MS: 436.2 (M+H<sup>+</sup>).

**Example 312**

**(1R)-1'-(1-[4-(2-Oxopyrrolidin-1-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

5

**[0626]** This compound was prepared using a procedure analogous to that described in example 98. LC/MS: 418.1 (M+H<sup>+</sup>).

**Example 313**

10

**(1R)-1'-(1-[4-(2-Oxo-1,3-oxazolidin-3-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

15

**[0627]** This compound was prepared using a procedure analogous to that described in example 102. LC/MS: 420.1 (M+H<sup>+</sup>).

**Example 314**

20

**(1R)-1'-(1-[4-[(4S)-4-Isopropyl-2-oxo-1,3-oxazolidin-3-yl]phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

25

**[0628]** To a solution of (1R)-1'-(1-(4-bromophenyl)cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one (20.0 mg, 0.0000485 mol, prepared by using a procedure analogous to that used in example 238) and (4S)-4-isopropyl-1,3-oxazolidin-2-one (18.8 mg, 0.000146 mol) in freshly distilled toluene (0.34 mL, 0.0032 mol) were added tris(dibenzylideneacetone)dipalladium(0) (4.4 mg, 0.0000048 mol), tri-tert-butylphosphine (2.0 mg, 0.0000097 mol) and cesium carbonate (15.8 mg, 0.0000485 mol), and the mixture was heated to at 50 °C overnight. The reaction mixture was then cooled to rt, filtered over celite and concentrated under reduced pressure. The crude product was purified by prep-HPLC separation. LC/MS: 462.2 (M+H<sup>+</sup>).

30

**Example 315**

**(1R)-1'-(1-[4-(2-Oxoimidazolidin-1-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

35

**[0629]** This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 314. LC/MS: 419.2 (M+H<sup>+</sup>).

**Example 316**

40

**(1R)-1'-(1-[4-(2-Oxoimidazolidin-1-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

**[0630]** This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 314. LC/MS: 418.2 (M+H<sup>+</sup>).

45

**Example 317**

50

**(1R)-1'-(1-[4-[(4S)-4-Isopropyl-2-oxo-1,3-oxazolidin-3-yl]phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

**[0631]** This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 314. LC/MS: 461.2 (M+H<sup>+</sup>).

55

**Example 318**

**(1R)-1'-{(1-[2-Fluoro-4-(2-oxopyrrolidin-1-yl)phenyl]cyclopropyl}carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

**[0632]** A mixture of (1R)-1'-{[1-(4-bromo-2-fluorophenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one (10 mg, 0.00002 mol, prepared by methods analogous to those used for the synthesis of example 238), 2-pyrrolidinone (2.4 mg, 0.000028 mol), copper(I) iodide (0.2 mg, 0.000001 mol), trans-1,2-cyclohexanediamine (0.28  $\mu$ L, 0.0000023 mol), and potassium carbonate (6.4 mg, 0.000046 mol) in toluene (0.5 mL) and N,N-dimethylformamide (0.5 mL) was microwave irradiated at 110 °C for 30 minutes. The crude product was purified with prep-HPLC. LCMS: m/z 435.2 (M+H<sup>+</sup>); 457.1 (M+Na<sup>+</sup>).

**Example 319**

**(1R)-1'-{(1-[2-Fluoro-4-(2-oxo-1,3-oxazolidin-3-yl)phenyl]cyclopropyl}carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

**[0633]** This compound was prepared by using a procedure analogous to that outlined for the synthesis in example 318. LC/MS: 437.1 (M+H<sup>+</sup>).

**Example 320**

**Methyl 3-oxo-4-[4-(1-[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl]phenyl]piperazine-1-carboxylate**

**[0634]** This compound was prepared by using a procedure analogous to that outlined for the synthesis in example 259. LC/MS: 490.2 (M+H<sup>+</sup>).

**Example 321**

**(1R)-1'-{[(1-{6-[4-(Cyclopropylcarbonyl)piperazin-1-yl]pyridin-3-yl}cyclopropyl}carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

**[0635]** 4-Methylmorpholine (2.0 $\times$ 10<sup>-1</sup>  $\mu$ L, 0.00018 mol) was added to a mixture of (1R)-1'-{[1-(6-piperazin-1-ylpyridin-3-yl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one (15 mg, 0.000036 mol, this compound was prepared in a way similar to that described in example 163), cyclopropanecarboxylic acid (3.4  $\mu$ L, 0.000043 mol) and benzotriazol-1-yloxytris(dimethylamino)phosphonium hexafluorophosphate (19 mg, 0.000043 mol) in acetonitrile (0.7 mL, 0.01 mol). The reaction mixture was stirred at room temperature overnight. The crude product was purified by prep-LCMS. LC/MS: 487.3 (M+H<sup>+</sup>).

**Example 322**

**(1R)-1'-{[(1-{6-[4-(Pyridin-4-yloxy)piperidin-1-yl]pyridin-3-yl}cyclopropyl}carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

**[0636]** Diethyl azodicarboxylate (3.0 $\times$ 10<sup>-1</sup>  $\mu$ L, 0.00019 mol) was added to a mixture of (1R)-1'-{[1-[6-(4-hydroxypiperidin-1-yl)pyridin-3-yl]cyclopropyl}carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one trifluoroacetate (salt) (42 mg, 0.000077 mol, example 172), 4-pyridinol (18 mg, 0.00019 mol) and triphenylphosphine (5.0 $\times$ 10<sup>-1</sup> mg, 0.00019 mol) in tetrahydrofuran (1.0 mL, 0.012 mol). The reaction mixture was stirred at room temperature overnight. The crude product was purified by prep-LCMS. LC/MS: 511.2 (M+H<sup>+</sup>).

**Example 323**

**(1R)-1'-{[(1-{6-[(3R)-3-(Pyridin-4-yloxy)pyrrolidin-1-yl]pyridin-3-yl}cyclopropyl}carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

**[0637]** This compound was prepared by using a procedure analogous to that outlined in example 322 using (1R)-1'-{[(1-{6-[(3S)-3-hydroxypyrrrolidin-1-yl]pyridin-3-yl}cyclopropyl}carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one

trifluoroacetate (salt), as the starting material. LC/MS: 497.2 (M+H<sup>+</sup>).

#### Example 324

**(1R)-1'-({1-[4-(6-Methoxypyridin-3-yl)phenyl]cyclopropyl}carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

**[0638]** This compound was prepared by using a procedure analogous to that outlined in example 123. LC/MS: 441.2 (M+H<sup>+</sup>).

#### Example 325

**[4'-(1-{{(1R)-3-Oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl}carbonyl} cyclopropyl)biphenyl-3-yl]acetonitrile**

**[0639]** This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 123. LC/MS: 449.2 (M+H<sup>+</sup>).

#### Example 326

**(1R)-1'-({1-[4-(6-Aminopyridin-3-yl)phenyl]cyclopropyl}carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

**[0640]** This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 250. LC/MS: 426.1 (M+H<sup>+</sup>).

#### Example 327

**(1R)-1'-({1-[4-(6-Hydroxypyridin-3-yl)phenyl]cyclopropyl}carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

**[0641]** A mixture of (1R)-1'-({1-[4-(6-fluoropyridin-3-yl)phenyl]cyclopropyl}carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one (20.0 mg, 0.0000467 mol, see example 250 for the preparation), and ammonium acetate (0.0216 g, 0.000280 mol) in dimethyl sulfoxide (0.5 mL, 0.007 mol) and water (0.1 mL) was heated at 100 °C in a sealed tube overnight. The major product was the phenol rather than the aniline derivative. The product was isolated and purified by prep-HPLC. LC-MS: 427.2 (M+H<sup>+</sup>)

#### Example 328

**(1R)-1'-({1-[4-(5-Methylpyridin-2-yl)phenyl]cyclopropyl}carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

**[0642]** To a solution of (1R)-1'-({1-(4-bromophenyl)cyclopropyl}carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one (20 mg, 0.00005 mol, prepared as example 238) in 1,4-dioxane (0.2 mL, 0.002 mol) were added tris(dibenzylideneacetone)dipalladium(0) (0.2 mg, 0.0000002 mol), tri-tert-butylphosphine (0.12 mg, 5.8x10<sup>-7</sup> mol), potassium fluoride (9.3 mg, 0.00016 mol) and 2-bromo-5-methylpyridine (0.012 g, 0.000073 mol), and the mixture was heated at 110 °C for 30 minutes. The reaction mixture was filtered and the filtrate was diluted with methanol. The product was isolated and purified with prep-HPLC. LC-MS: 425.2 (M+H<sup>+</sup>).

#### Example 329

**(1R)-1'-[(1-{4-[(Pyridin-2-yloxy)methyl}phenyl)cyclopropyl]carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

**[0643]** To a mixture of (1R)-1'-({1-[4-(hydroxymethyl)phenyl]cyclopropyl}carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one (16.0 mg, 0.0000440 mol, prepared in example 237), triphenylphosphine (17 mg, 0.000066 mol), and 2-hydroxypyridine (4.0 mg) in tetrahydrofuran (2 mL, 0.02 mol) was added diisopropyl azodicarboxylate (14 µL, 0.000070 mol) at room temperature, and the mixture was stirred overnight. The product was isolated and purified by prep-HPLC. LC-MS: 441.2 (M+H<sup>+</sup>)

**Example 330**

**(1R)-1'-[{(1-{4-[(Pyridin-3-yloxy)methyl]phenyl}cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

5

**[0644]** This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 329. LC/MS: 441.2 (M+H<sup>+</sup>).

**Example 331**

10

**(1R)-1'-[{(1-{4-[(Pyridin-4-yloxy)methyl]phenyl}cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

15

**[0645]** This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 329. LC/MS: 441.2 (M+H<sup>+</sup>).

**Example 332**

20

**3-(1-{{(1R)-3-Oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl}carbonyl} cyclopropyl)benzonitrile**

25

**[0646]** A mixture of (1R)-1'-[{1-(3-bromophenyl)cyclopropyl}carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one (30 mg, 0.00007 mol, prepared by using a procedure that was analogous to that used for the synthesis of example 238), zinc cyanide (8.5 mg, 0.000073 mol), and tetra-N-butylammonium bromide (5.9 mg, 0.000018 mol) in N,N-dimethylformamide (0.5 mL, 0.006 mol) was microwave irradiated (at 170 °C) for 5 minutes. The crude product was isolated and purified with prep-HPLC. LCMS: m/z 359.1 (M+H<sup>+</sup>).

**Example 333**

30

**(1R)-1'-[{(1-Biphenyl-3-yl)cyclopropyl}carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

35

**[0647]** This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 244. LC/MS: 410.1 (M+H<sup>+</sup>) & 432.1 (M+Na)<sup>+</sup>.

**Example 334**

40

**(1R)-1'-[{1-(1-Naphthyl)cyclopropyl}carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

**[0648]** This compound was prepared by using a procedure analogous to that outlined in example 238, starting with methyl-1-naphthaleneacetate. LC/MS: 384.1 (M+H<sup>+</sup>).

**Example 335**

45

**(1R)-1'-[{(1-Quinolin-6-yl)cyclopropyl}carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

50

**[0649]** This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 238. LC/MS: 385.2 (M+H<sup>+</sup>).

**Example 336**

55

**(1R)-1'-[{(1-{4-[(5-Methylisoxazol-3-yl)methoxy]phenyl}cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

**[0650]** This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 114. LCMS: m/z 445.2 (M+H)<sup>+</sup>; 467.2 (M+Na)<sup>+</sup>

**Example 337**

**(1R)-1'-(1-[4-(2-Pyridin-3-yl-1,3-thiazol-4-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

5

**[0651]** This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 142. LCMS: m/z 494.2 (M+H<sup>+</sup>)

**Example 338**

10

**(1R)-1'-(1-[4-(5-(Trifluoromethyl)-1,3,4-oxadiazol-2-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

15

**Step 1. (1R)-1'-(1-[4-(1H-tetrazol-5-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

15

**[0652]** A mixture of 4-(1-[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropylbenzonitrile (50.0 mg, 0.000140 mol, example 236), sodium azide (109 mg, 0.00167 mol) and ammonium chloride (89.6 mg, 0.00167 mol) in anhydrous N,N-dimethylformamide (1.4 mL, 0.018 mol) in a microwave vial was irradiated with microwaves to 150 °C for 30 minutes. LCMS showed about 60% conversion. The reaction mixture was then irradiated with microwaves to 180 °C for 20 minutes. LCMS showed the reaction was complete. The reaction mixture was filtered. The filtrate was in prep-HPLC to give the product as a colorless solid (44.5 mg, 80% in yield). (M+H<sup>+</sup>) = 402.1.

20

**Step 2.**

25

**[0653]** A suspension of (1R)-1'-(1-[4-(1H-tetrazol-5-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one (30.0 mg, 0.0000747 mol) in trifluoroacetic anhydride (0.50 mL, 0.0035 mol) in a sealed tube was heated at 100 °C for 1 hour with stirring. LCMS showed the reaction was complete. The product from the reaction mixture was isolated and purified by prep-HPLC as a colorless solid (24.0 mg, 68% in yield). (M+H<sup>+</sup>) = 470.1.

30

**Example 339**

**(1R)-1'-(1-[4-tert-Butyl-1,3-thiazol-2-yl)cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

35

**[0654]** This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 238. LCMS: m/z 397.1 (M+H<sup>+</sup>)

**Example 340**

40

**(1R)-1'-(1-[4-(4-Chlorophenyl)-1,3-thiazol-2-yl)cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

**[0655]** This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 238. LCMS: m/z 451.0 (M+H<sup>+</sup>)

45

**Example 341**

**1',1''-[1,4-Phenylenebis(cyclopropane-1,1-diylcarbonyl)]bis(3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one)**

50

**[0656]** This compound was prepared by using a procedure analogous to that outlined in example 238. LCMS: m/z 451.0 (M+H<sup>+</sup>)

**Example 342**

55

**4-Hydroxy-1'-(1-quinolin-4-ylcyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

**[0657]** This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 95. LCMS: m/z 402.1 (M+H<sup>+</sup>)

**Example 343****4-Methoxy-1'-(1-quinolin-4-ylcyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

5 [0658] This compound was prepared by using a procedure analogous to that outlined in example 95. LCMS: m/z 416.1 (M+H<sup>+</sup>)

**Example 344****(1R)-1'-(1-Pyridin-3-ylcyclobutyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

10 [0659] This compound was prepared by using a procedure analogous to that outlined in example 161. LCMS: m/z 349.1 (M+H<sup>+</sup>)

**Example 345****(1R)-1'-(1-(4-Chlorophenyl)cyclobutyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

15 [0660] This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 83. LCMS: m/z 382.4 (M+H<sup>+</sup>)

**Example 346****(5R)-1'-(1-(4-Chlorophenyl)cyclobutyl)carbonyl]-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one**

20 [0661] This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 156. LCMS: m/z 383.1 (M+H<sup>+</sup>)

**Example 347****1-[(1-(4-Chlorophenyl)cyclopropyl)carbonyl]-4-phenylpyrrolidin-3-ol***Step 1. benzyl 3-hydroxy-4-phenylpyrrolidine-1-carboxylate*

25 [0662] To a solution of benzyl 3-oxo-4-phenylpyrrolidine-1-carboxylate (200 mg, 0.0007 mol) in tetrahydrofuran (2.0 mL, 0.025 mol) under a N<sub>2</sub> atmosphere at -78 °C was added L-Selectride® in tetrahydrofuran (1M, 4.1 mL) with stirring. The mixture was stirred at this temperature for 1.5 hours. LCMS indicated that the starting material was consumed and the reaction was quenched with water. The solution was adjusted to pH ~6 to 7 and was extracted with EtOAc. The organic extract was washed with brine, dried over Na<sub>2</sub>SO<sub>4</sub>, filtered and the filtrate was concentrated. The resulting residue was purified with CombiFlash, eluting with EtOAc/hexane to afford the product (125 mg). LCMS: m/z 298.0 (M+H<sup>+</sup>); 320.0 (M+Na)<sup>+</sup>.

*Step 2. 4-phenylpyrrolidin-3-ol*

45 [0663] A mixture of benzyl 3-hydroxy-4-phenylpyrrolidine-1-carboxylate (125 mg, 0.000420 mol), palladium (25 mg, 0.000023 mol) in methanol (10 mL, 0.2 mol) was stirred under a H<sub>2</sub> atmosphere (balloon with H<sub>2</sub>) over 2 hours. LCMS indicated that the starting material was consumed. The reaction mixture was filtered and the filtrate was concentrated to yield the product (62 mg). LCMS: m/z 163.9 (M+H<sup>+</sup>).

50 Step 3.

[0664] The title compound was prepared by using a procedure analogous to that outlined in example 4. LCMS: m/z 342.1 (M+H<sup>+</sup>); 364.1 (M+Na<sup>+</sup>); 707.2 (2M+Na<sup>+</sup>) (trans- isomer).

**Example 348****6-{{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-1,3,3-trimethyl-6-azabicyclo[3.2.1]octane**

5 **[0665]** This compound was prepared by using a procedure analogous to that outlined for the synthesis in example 4. LCMS: m/z 332.6 (M+H)<sup>+</sup>

**Example 349****(2S,3R)-1-{{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-3-phenylpyrrolidin-2-yl)methanol****Step 1. [(2S,3R)-3-phenylpyrrolidin-2-yl]methanol**

10 **[0666]** Borane in tetrahydrofuran (1.0 M, 1.0 mL) was added to (2S,3R)-3-phenylpyrrolidine-2-carboxylic acid (30.0 mg, 0.000157 mol) in tetrahydrofuran (1.0 mL, 0.012 mol) at rt. After stirring for 1 h the solvent was evaporated under reduced pressure and the residue was azeotroped with methanol (3x2 mL) to afford the desired product, which was directly used in next step reaction without further purification.

**Step 2.**

15 **[0667]** The title compound was prepared by using a procedure analogous to that outlined for the synthesis in example 4. LCMS: m/z 356.6 (M+H)<sup>+</sup>

**Example 350****(2S,4S)-1-{{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-4-phenylpyrrolidin-2-yl)methanol**

20 **[0668]** This compound was prepared by using a procedure analogous to that outlined for the synthesis in example 4. LCMS: m/z 356.6 (M+H)<sup>+</sup>

30

**Example 351****(2S,4R)-1-{{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-4-phenylpyrrolidin-2-yl)methanol**

35 **Step 1. Methyl (2S,4R)-N-tert-Butoxycarbonyl-4-hydroxypyrrolidine-2-carboxylate**

40 **[0669]** To a suspension of methyl (2S,4R)-4-hydroxypyrrolidine-2-carboxylate hydrochloride (10.00 g, 0.05506 mol) in methylene chloride (50 mL, 0.8 mol) was added triethylamine (20 mL, 0.1 mol) at ambient temperature. The reaction mixture was stirred for 15 minutes and then cooled to 0 °C. 4-Dimethylaminopyridine (0.8 g, 0.007 mol) and di-tert-butyl dicarbonate (22.00 g, 0.1008 mol) were added sequentially and the reaction was allowed to warm slowly to ambient temperature with stirring. The reaction mixture was filtered to remove the solid and the filtrate was then concentrated in vacuo. The residue was dissolved in EtOAc (50 mL) and the solution was washed with 1N HCl (20 mL) and then NaHCO<sub>3</sub> (10 mL) and finally brine. The organic layer was then dried over MgSO<sub>4</sub> and concentrated in vacuo. The <sup>1</sup>H NMR confirmed the product was formed.

45

**Step 2. 1-tert-butyl 2-methyl (2S)-4-oxopyrrolidine-1,2-dicarboxylate**

50 **[0670]** Methyl (2S,4R)-N-tert-butoxycarbonyl-4-hydroxypyrrolidine-2-carboxylate (2.00 g, 0.00815 mol) was dissolved in acetone (50.0 mL, 0.681 mol) and ether (50 mL). To the solution with stirring, was added a solution of chromium(VI) oxide (1.90 g, 0.0190 mol) in water (5.50 mL, 0.305 mol) and sulfuric acid (1.60 mL, 0.0294 mol) over 15 minutes with the presence of an ice-water bath to maintain the reaction temperature at about room temperature. The mixture was stirred at rt for 10 minutes and then iso-propanol (10 mL) was added. The mixture was stirred for an additional 5 min. The mixture was filtered through a pad of silica gel plus potassium carbonate. The filtrate was concentrated and the residue was purified by CombiFlash with ethyl acetate/heaxane (25%) to give the desired product (1.12 g).

55

**Step 3. 1-tert-butyl 2-methyl (2S)-4-hydroxy-4-phenylpyrrolidine-1,2-dicarboxylate**

56 **[0671]** Phenylmagnesium bromide in ether (3.00M, 0.400 mL) was added to a solution of 1-tert-butyl 2-methyl (2S)-

4-oxopyrrolidine-1,2-dicarboxylate (243.0 mg, 0.0009989 mol) in tetrahydrofuran (5.00 mL, 0.0616 mol) at -40 °C. The reaction mixture was stirred at between -40 °C and -10 °C for 2 h and then was quenched with ammonium chloride solution (5 mL). The organic phase was separated and the aqueous phase was extracted with ethyl acetate (2 x 5 mL). The combined organic layers were washed with brine, dried over  $\text{Na}_2\text{SO}_4$ , filtered, and concentrated under reduced pressure.

5 The residue was used directly in the next step without further purification.

*Step 4. methyl (2S,4R)-4-phenylpyrrolidine-2-carboxylate*

[0672] 1-tert-Butyl 2-methyl (2S)-4-hydroxy-4-phenylpyrrolidine-1,2-dicarboxylate (0.32 g, 0.0010 mol) was treated with trifluoroacetic acid (1.00 mL, 0.0130 mol) and methylene chloride (1.00 mL, 0.0156 mol) at rt for 4 h. The solvents were evaporated and the residue was dissolved in methanol (5.0 mL, 0.12 mol). Palladium (50.0 mg, 0.000470 mol) was added under nitrogen and the resulting mixture was hydrogenized with a hydrogen-gas-filled-balloon for 3 h. The mixture was filtered and the filtrate was concentrated to give the desired product, which was directly used in the next step without further purification.

15 *Step 5. [(2S,4R)-4-phenylpyrrolidin-2-yl]methanol*

[0673] Lithium tetrahydroaluminate in tetrahydrofuran (1.00 M, 1.00 mL) was added to methyl (2S,4R)-4-phenylpyrrolidine-2-carboxylate (103.0 mg, 0.0005018 mol) in tetrahydrofuran (3.00 mL, 0.0370 mol) at 0 °C. Then the ice-water bath was removed and the reaction mixture was stirred at rt for 1 h and was quenched with brine (1 mL). The resulting mixture was extracted with ethyl acetate (2 x 2 mL). The combined organic layer was washed with brine, dried over  $\text{Na}_2\text{SO}_4$ , filtered, and concentrated under reduced pressure to give the desired product which was directly used in the next step without further purification..

25 *Step 6.*

[0674] The title compound was prepared by using a procedure analogous to that outlined for the synthesis in example 4. LCMS: m/z 356.6 (M+H)<sup>+</sup>

30 **Example 352**

**1-{{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}pyrrolidine**

[0675] This compound was prepared by using a procedure analogous to that outlined for the synthesis in example 4. LCMS: m/z 250.4 (M+H)<sup>+</sup>

**Example 353**

**1-{{[1-(4-Chlorophenyl)cyclopentyl]carbonyl}azepane**

[0676] This compound was prepared by using a procedure analogous to that outlined for the synthesis in example 4. LCMS: m/z 306.5 (M+H)<sup>+</sup>

**Example 354**

**3-Chloro-N-((3S)-1-{{[1-(4-chlorophenyl)cyclopropyl]carbonyl}pyrrolidin-3-yl}-2-methylbenzenesulfonamide**

*Step 1. tert-butyl ((3S)-1-{{[1-(4-chlorophenyl)cyclopropyl]carbonyl}pyrrolidin-3-yl}carbamate*

[0677] This compound was prepared by using a procedure analogous to that outlined for the synthesis in example 4. LCMS: m/z 365.5 (M+H)<sup>+</sup>

*Step 2.*

[0678] tert-Butyl ((3S)-1-{{[1-(4-chlorophenyl)cyclopropyl]carbonyl}pyrrolidin-3-yl} carbamate (7.30 mg, 0.0000200 mol) was treated with hydrogen chloride in 1,4-dioxane (4.0 M, 0.50 mL) at rt for 30 minutes. The solvent was evaporated under reduced pressure and acetonitrile (1.0 mL, 0.019 mol) was added. The mixture was then treated with N,N-diisopropylethylamine (20.0  $\mu$ L, 0.000115 mol), followed by the addition of 3-chloro-2-methylbenzenesulfonyl chloride (4.50

mg, 0.0000200 mol) at rt. The reaction mixture was stirred at rt for 1 h and then acidified (pH=2.0) with TFA. The solution was diluted with methanol (0.80 mL) and was submitted for purification by prep-HPLC to give the desired product. LCMS: m/z 454.1 (M+H)<sup>+</sup>

5 **Example 355**

**(3S,4R)-1-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-4-phenylpyrrolidine-3-carboxylic acid**

10 **[0679]** To a solution of methyl (3S,4R)-1-{[1-(4-chlorophenyl)cyclopropyl]carbonyl}-4-phenylpyrrolidine-3-carboxylate (50 mg, 0.0001 mol, example 39) in tetrahydrofuran (2 mL, 0.02 mol) was added lithium hydroxide (9.4 mg, 0.00039 mol) and water (0.5 mL, 0.03 mol) and the solution was stirred at rt for 1 h. The reaction mixture was then acidified (pH ~ 2) and was extracted with AcOEt. The organic layer was dried (over MgSO<sub>4</sub>), and concentrated to afford the product. LCMS: m/z 370.4 (M+H)<sup>+</sup>

15 **Example 356**

**((3S,4R)-1-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-4-phenylpyrrolidin-3-yl)methanol**

20 **[0680]** To a solution of (3S,4R)-1-{[1-(4-chlorophenyl)cyclopropyl]carbonyl}-4-phenylpyrrolidine-3-carboxylic acid (80 mg, 0.0002 mol, example 355) in tetrahydrofuran (2 mL, 0.02 mol) were added triethylamine (0.0316 mL, 0.000227 mol) and methyl chloroformate (20.0  $\mu$ L, 0.000260 mol) at -15 °C. The mixture was stirred at -15 °C for 20 minutes. To the above mixture was added sodium borohydride (16.4 mg, 0.000433 mol) in THF and the resulting mixture was stirred at 0 °C for 1 h. The reaction mixture was quenched by water and then was extracted with AcOEt. The organic layer was dried over MgSO<sub>4</sub>, and concentrated to afford the product. The product was purified with CombiFlash eluting with 60% AcOEt in hexanes. LCMS: m/z 356.4 (M+H)<sup>+</sup>

**Example 357**

**2-[1-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-4-(hydroxymethyl)pyrrolidin-3-yl]phenol**

30 *Step 1. N-Benzyl-N-(trimethylsilyl)methylamine*

35 **[0681]** Into a round bottom 3-neck flask equipped with a nitrogen flow, a magnetic stirrer, and a friedrichs condenser was added (chloromethyl)trimethylsilane (0.100 mol). To the flask was added benzylamine (0.300 mol), with stirring, and the resulting solution heated at 200 °C for 2.5 hours. Sodium hydroxide aqueous solution (0.1N) was added in order to hydrolyze the white organic salt that had formed. The mixture was extracted with ether and the ether layer was dried over magnesium sulfate and concentrated under reduced pressure through a Vigreux column to give the product at b.p. 68-72 °C/0.7-0.8mm.

40 *Step 2. N-Benzyl-N-methoxymethyl-N-(trimethylsilyl)methylamine*

45 **[0682]** Into a round bottom 3-neck flask equipped with a nitrogen flow and a magnetic stirrer was added formaldehyde (74.000 mmol, 7.4000  $\times$ 10<sup>-2</sup> mol) (as a 37% aqueous solution). The flask was cooled to 0 °C and N-benzyl-N-(trimethylsilyl)methylamine (10.000 g, 5.1716790 $\times$ 10<sup>-2</sup> mol) was added dropwise with stirring. After stirring for 10 minutes at 0 °C, methanol (6.000 mL, 0.14811874 mol) was added in one portion. Potassium carbonate (4.000 g, 2.8942408 $\times$ 10<sup>-2</sup> mol) was added to the mixture to absorb the aqueous phase. The mixture was stirred for one hour, then the nonaqueous phase decanted, and then potassium carbonate (2.000 g, 1.4471204 $\times$ 10<sup>-2</sup> mol) was added. The mixture was stirred at 25 °C for 12 hours. Ether is added to the mixture and the solution was dried over potassium carbonate, filtered and concentrated under reduced pressure. The residue is distilled at reduced pressure to give the product as a colorless liquid.

50 *Step 4. 2-benzyl-2,3,3a,9b-tetrahydrochromeno[3,4-c]pyrrol-4(1H)-one*

55 **[0683]** N-Benzyl-N-methoxymethyl-N-(trimethylsilyl)methylamine (1.54 mL, 0.00600 mol) in methylene chloride (0.50 mL) was added to a mixture of coumarin (0.731 g, 0.00500 mol) and of trifluoroacetic acid in DCM (1M, 10 mL) at rt. The resulting mixture was stirred at rt for 1 h and was then washed with NaHCO<sub>3</sub> (2 mL) and brine (2 mL) successively. The organic phase was dried (over Na<sub>2</sub>SO<sub>4</sub>), filtered, and concentrated. The residue was purified by CombiFlash (ethyl acetate/hexane 20%) to give the desired product (0.99 g).

**Step 5. 2-[1-benzyl-4-(hydroxymethyl)pyrrolidin-3-yl]phenol**

**[0684]** Lithium tetrahydroaluminate in tetrahydrofuran (1.00 M, 1.50 mL) was added to a solution of 2-benzyl-2,3,3a,9b-tetrahydrochromeno[3,4-c]pyrrol-4(1H)-one (188.0 mg, 0.0006730 mol) in THF (2.0 mL) at 0 °C. The mixture was stirred at 0 °C for 1 h and then quenched with acetone. Ethyl acetate (10 mL) was added and the resulting mixture was treated with NaOH (1N, 3 mL) and then was filtered through a pad of celite. The filtrate was washed with brine (2 x 5 mL) and the organic layer was dried over Na<sub>2</sub>SO<sub>4</sub>, filtered, and concentrated under reduced pressure to give the desired product.

**Step 6. (cis)-2-[4-(hydroxymethyl)pyrrolidin-3-yl]phenol**

**[0685]** A mixture of 2-[1-benzyl-4-(hydroxymethyl)pyrrolidin-3-yl]phenol (101.4 mg, 0.0003580 mol) and palladium (10% on carbon, 75 mg) in methanol (5.0 mL, 0.12 mol) was stirred under hydrogen (balloon) overnight. The mixture was filtered and the filtrate was concentrated. The residue was used in next step without further purification.

**Step 7.**

**[0686]** The title compound was prepared by using a procedure analogous to that outlined for the synthesis in example 4. LCMS: m/z 372.5 (M+H)<sup>+</sup>

**Example 358****2-{{1-(4-Chlorophenyl)cyclopropyl}carbonyl}-1,2,3,3a,4,9b-hexahydrochromeno[3,4-c]pyrrole**

**[0687]** A mixture of 2-[1-{{1-(4-chlorophenyl)cyclopropyl}carbonyl}-4-(hydroxymethyl) pyrrolidin-3-yl]phenol (13.0 mg, 0.0000350 mol), triphenylphosphine (20.0 mg, 0.0000762 mol) and diisopropyl azodicarboxylate (15.0 μL, 0.0000762 mol) in tetrahydrofuran (1.0 mL, 0.012 mol) was stirred at rt for 4 h. The mixture was diluted with methanol (0.80 mL) and the desired product from the mixture was isolated and purified by prep-HPLC. LCMS: m/z 354.5 (M+H)<sup>+</sup>

**Example 359****2-{{1-(4-Chlorophenyl)cyclopropyl}carbonyl}-8-(methylsulfonyl)-2,8-diazaspiro[4.5]decane****Step 1. *tert*-butyl 8-(methylsulfonyl)-2,8-diazaspiro[4.5]decane-2-carboxylate**

**[0688]** N,N-Diisopropylethylamine (30.0 μL, 0.000172 mol) was added to *tert*-butyl 2,8-diazaspiro[4.5]decane-2-carboxylate hydrochloride (18.5 mg, 0.0000668 mol) in acetonitrile (1.0 mL, 0.019 mol), followed by methanesulfonyl chloride (10.0 μL, 0.000129 mol). After stirring for 1 h the solvent was evaporated, and the residue was dried under high vacuum and was used in the next step without further purification.

**Step 2. 8-(methylsulfonyl)-2,8-diazaspiro[4.5]decane hydrochloride**

**[0689]** Hydrogen chloride in 1,4-dioxane (4.0M, 0.50 mL) was added to *tert*-butyl 8-(methylsulfonyl)-2,8-diazaspiro[4.5]decane-2-carboxylate (21.0 mg, 0.0000659 mol) at rt. The mixture was stirred at rt for 1 h and then the solvent was evaporated. and the residue was dried under high vacuum to afford the desired product. LCMS: m/z 255.5 (M+H)<sup>+</sup>

**Step 3.**

**[0690]** The title compound was prepared by using a procedure analogous to that outlined for the synthesis in example 4. LCMS: m/z 397.5 (M+H)<sup>+</sup>

**Example 360****8-Acetyl-2-{{1-(4-chlorophenyl)cyclopropyl}carbonyl}-2,8-diazaspiro[4.5]decane**

**[0691]** This compound was prepared by using a procedure analogous to that outlined for the synthesis in example 359. LCMS: m/z 361.5 (M+H)<sup>+</sup>

**Example 361****3-(1-{{1-(4-Chlorophenyl)cyclopropyl}carbonyl}pyrrolidin-3-yl)pyridine**

5 [0692] This compound was prepared by using a procedure analogous to that outlined for the synthesis in example 4. LCMS: m/z 327.5 (M+H)<sup>+</sup>

**Example 362****10 3-(1-{{1-(4-Phenoxyphenyl)cyclopropyl}carbonyl}pyrrolidin-3-yl)pyridine****Step 1. 4-{{1-[(3-pyridin-3-yl)pyrrolidin-1-yl]carbonyl}cyclopropyl}**

15 [0693] This compound was prepared by using a procedure analogous to that outlined for the synthesis in example 4. LCMS: m/z 309.1 (M+H)<sup>+</sup>

**Step 2.**

20 [0694] To a solution of 4-{{1-[(3-pyridin-3-yl)pyrrolidin-1-yl]carbonyl}cyclopropyl}phenol (40.0 mg, 0.000130 mol) in methylene chloride (1 mL, 0.02 mol) were added phenylboronic acid (15.8 mg, 0.000130 mol), copper(II) diacetate (0.0236 g, 0.000130 mol) and molecular sieves at rt. Triethylamine (0.0904 mL, 0.000648 mol) was then added and the reaction mixture was stirred at rt overnight. The reaction mixture was filtered and the filtrate was concentrated. The desired product from the residue was isolated and purified by prep-HPLC. LCMS: m/z 385.1 (M+H)<sup>+</sup>

**25 Example 363****3-[1-{{1-[4-(Cyclopentyloxy)phenyl]cyclopropyl}carbonyl}pyrrolidin-3-yl]pyridine**

30 [0695] This compound was prepared by using a procedure analogous to that outlined for the synthesis in example 4. LCMS: m/z 309.1 (M+H)<sup>+</sup>

**Step 2.**

35 [0696] To a solution of 4-{{1-[(3-pyridin-3-yl)pyrrolidin-1-yl]carbonyl}cyclopropyl}phenol (40.0 mg, 0.000130 mol) in tetrahydrofuran were added cyclopentanol (29.4  $\mu$ L, 0.000324 mol) diethyl azodicarboxylate (0.0511 mL, 0.000324 mol), and triphenylphosphine (85.0 mg, 0.000324 mol) at room temperature, and the reaction mixture was stirred overnight. The crude product was purified by prep-HPLC. LCMS: m/z 377.1 (M+H)<sup>+</sup>

**40 Example 364****tert-Butyl 4-(5-{{1-[(3-pyridin-3-yl)pyrrolidin-1-yl]carbonyl}cyclopropyl}pyridine-2-yl)piperazine-1-carboxylate**

45 [0697] This compound was prepared by using a procedure analogous to that outlined in steps 1-3 of example 163. LCMS: m/z 478.1 (M+H)<sup>+</sup>

**Example 365****1-{{1-(4-Chlorophenyl)cyclopropyl}carbonyl}-3-isopropylpyrrolidine**

50 **Step 1. tert-butyl 3-hydroxy-3-isopropenylpyrrolidine-1-carboxylate**

55 [0698] To a solution of tert-butyl 3-oxopyrrolidine-1-carboxylate (2.0 g, 0.011 mol) in tetrahydrofuran (15.4 mL, 0.190 mol) was added dropwise a 0.5 M in THF solution of bromo(isopropenyl)magnesium (1.80 g, 0.0124 mol) (24.8 mL) at rt under N<sub>2</sub>. After the addition was complete, the reaction mixture was heated to reflux for 15 minutes and then cooled to rt. The crude mixture was poured into saturated NH<sub>4</sub>Cl, extracted with ether (3x). The combined organic phase was dried over MgSO<sub>4</sub>, concentrated in vacuo. The crude product was purified by flash chromatography eluting with 0-40% EA-hexanes to afford pure product as a white solid (1.4 g). The product was confirmed by <sup>1</sup>H NMR & LC/MS (M+H-Boc) 128.1 (base), [(M + Na) 250.0].

**Step 2. 3-isopropenyl-2,5-dihydro-1H-pyrrole trifluoroacetate**

[0699] tert-Butyl 3-hydroxy-3-isopropenylpyrrolidine-1-carboxylate (1.51 g, 0.00664 mol) was dissolved in trifluoroacetic acid (10.0 mL, 0.130 mol) under  $N_2$  at rt. The reaction flask was wrapped with aluminum foil and the mixture was stirred overnight. The reaction mixture was then concentrated in vacuo and the residue was used directly in the next step without further purification.

**Step 3. 3-isopropylpyrrolidine trifluoroacetate**

[0700] To a solution of 3-isopropenyl-2,5-dihydro-1H-pyrrole trifluoroacetate (2.09 g, 0.00936 mol) in methanol (100.0 mL, 2.469 mol) was added 1.3 g of Pd (10% wt. on activated carbon), then the mixture was hydrogenated on par shaker at 43 psi for 3 h. The mixture was filtered and the filtrate was concentrated in vacuo. The residue was dried under high vacuum to afford the product as a white solid. LC-MS ( $M + H$ ) 114.2 (base) [ $M+H$ ] 130.1 base, for the corresponding alcohol].

**Step 4.**

[0701] The title compound was prepared by using a procedure analogous to that outlined for the synthesis in example 4. LCMS: m/z 309.1 ( $M+H$ )<sup>+</sup>

**Example 366****Methyl 3-(1-[[1-(4-chlorophenyl)cyclopropyl]carbonyl]pyrrolidin-3-yl)benzoate****Step 1. methyl 3-[1-(phenoxyacetyl)-2,3-dihydro-1H-pyrrol-3-yl]benzoate**

[0702] A solution of benzyl 2,5-dihydro-1H-pyrrole-1-carboxylate (0.626 mL, 0.00349 mol), methyl 3-bromo-benzoate (300 mg, 0.001 mol) , palladium(II) diacetate (14 mg, 0.000063 mol), potassium acetate (356 mg, 0.00363 mol), and *tetra*-*N*-butylammonium bromide (4.50x10<sup>-2</sup> mg, 0.00140 mol) in *N,N*-dimethylformamide (5 mL, 0.06 mol) was stirred under nitrogen at 40 °C for 4 days. The reaction mixture was diluted with AcOEt and water. The organic layer was separated and the aqueous layer was extracted with AcOEt. The combined organic layer was washed with brine, dried with MgSO<sub>4</sub>, and concentrated to afford the crude product. The crude product was purified by flash chromatography, eluting with 30 % AcOEt in hexanes.

**Step 2. methyl 3-pyrrolidin-3-ylbenzoate**

[0703] To a solution of methyl 3-[1-(phenoxyacetyl)-2,3-dihydro-1H-pyrrol-3-yl]benzoate (0.5 g, 0.001 mol) in methanol (15 mL, 0.37 mol) was added 10% Pd/C (80 mg), and the resulting suspension was stirred under 1 atm of H<sub>2</sub> (balloon) for 5 h. The mixture was filtered and the filtrate was concentrated to afford the desired product.

**Step 3.**

[0704] The title compound was prepared by using a procedure analogous to that outlined for the synthesis in example 4. LCMS: m/z 384.4 ( $M+H$ )<sup>+</sup>

**Example 367****1-[[1-(4-Chlorophenyl)cyclopropyl]carbonyl]-3-(2-methylphenyl)pyrrolidine****Step 1. 1-[[1-(4-chlorophenyl)cyclopropyl]carbonyl]-3-(2-methylphenyl)-2,5-dihydro-1H-pyrrole**

[0705] This compound was prepared by using a procedure analogous to that outlined for the synthesis in example 4. LCMS: m/z 338.4 ( $M+H$ )<sup>+</sup>

**Step 2.**

[0706] To a solution of 1-[[1-(4-chlorophenyl)cyclopropyl]carbonyl]-3-(2-methylphenyl)-2,5-dihydro-1H-pyrrole (5 mg, 0.00001 mol) in methanol (1 mL, 0.02 mol) was added Pd/BaSO<sub>4</sub> (reduced) and the mixture was stirred under an

atmosphere of hydrogen at rt for 1 h. The crude product was purified using prep-HPLC. LCMS: m/z 340.4 (M+H)<sup>+</sup>

**Example 368**

**5 1-{{1-(4-Chlorophenyl)cyclopropyl}carbonyl}-3-(2-methoxyphenyl)pyrrolidine**

**[0707]** This compound was prepared by using a procedure analogous to that outlined for the synthesis in example 367. LCMS: m/z 356.4 (M+H)<sup>+</sup>

**10 Example 369**

**1-{{1-(4-Chlorophenyl)cyclopropyl}carbonyl}-3-(2,6-dimethylphenyl)pyrrolidine**

**15 [0708]** This compound was prepared by using a procedure analogous to that outlined for the synthesis in example 4. LCMS: m/z 354.4 (M+H)<sup>+</sup>

**Example 370**

**20 1-(4-{{1-[(3-Pyridin-4-yl)pyrrolidin-1-yl]carbonyl}cyclopropyl}phenyl)pyrrolidin-2-one**

**25 [0709]** This compound was prepared by coupling the title compound in example 23 with 2-pyrrolidinone using a copper mediated procedure analogous to that outlined in step1 of example 102. LCMS: m/z 376.3 (M+H<sup>+</sup>); 398.3 (M+Na<sup>+</sup>).

**Example 371**

**30 3-(4-{{1-[(3-Pyridin-4-yl)pyrrolidin-1-yl]carbonyl}cyclopropyl}phenyl)-1,3-oxazolidin-2-one**

**[0710]** This compound was prepared by using a procedure analogous to that outlined for the synthesis in example 370. LCMS: m/z 378.2 (M+H)<sup>+</sup>

**35 Example 372**

**4-{{1-[(3-Pyridin-4-yl)pyrrolidin-1-yl]carbonyl}cyclopropyl}phenol**

**40 [0711]** This compound was prepared by using a procedure analogous to that outlined for the synthesis in example 4. LCMS: m/z 309.0 (M+H)<sup>+</sup>

**Example 373**

**4-{{1-[(4-Benzyloxy)phenyl]cyclopropyl}carbonyl}pyrrolidin-3-yl]pyridine**

**45 [0712]** A mixture of 4-{{1-[(3-pyridin-4-yl)pyrrolidin-1-yl]carbonyl}cyclopropyl}phenol (20 mg, 0.00006 mol, example 372), benzyl bromide (7.7  $\mu$ L, 0.000065 mol), and potassium carbonate (18 mg, 0.00013 mol) in *N,N*-dimethylformamide (200  $\mu$ L, 0.002 mol) was stirred at room temperature over night. The crude product was purified with prep-HPLC to afford the product (10.3 mg). LCMS: m/z 399.0 (M+H<sup>+</sup>).

**Example 374**

**4-{{1-[(4-Allyloxy)phenyl]cyclopropyl}carbonyl}pyrrolidin-3-yl]pyridine**

**50 [0713]** This compound was prepared by using a procedure analogous to that outlined for the synthesis in example 373. LCMS: m/z 349.1 (M+H)<sup>+</sup>.

**Example 375**

**4-{{1-[(4-Pyridin-4-yloxy)phenyl]cyclopropyl}carbonyl}pyrrolidin-3-yl]pyridine**

**55 [0714]** This compound was prepared by using a procedure analogous to that outlined for the synthesis in example

362. LCMS: m/z 386.1 (M+H)<sup>+</sup>.

**Example 376**

**5 4-[1-({1-[4-(3-Furyloxy)phenyl]cyclopropyl}carbonyl)pyrrolidin-3-yl]pyridine**

**[0715]** This compound was prepared by using a procedure analogous to that outlined for the synthesis in example 363. LCMS: m/z 379.1 (M+H)<sup>+</sup>. 807.3 (2M+ACN)<sup>+</sup>.

**10 Example 377**

**4-[1-({1-[4-(Cyclopentyloxy)phenyl]cyclopropyl}carbonyl)pyrrolidine-3-yl]pyridine**

**15 [0716]** This compound was prepared by using a procedure analogous to that outlined for the synthesis in example 373. LCMS: m/z 377.1 (M+H)<sup>+</sup>, 399.0 (M+Na)<sup>+</sup>.

**Example 378**

**4-[1-({1-[4-(Cyclohex-2-en-1-yloxy)phenyl]cyclopropyl}carbonyl)pyrrolidine-3-yl]pyridine**

**20 [0717]** This compound was prepared by using a procedure analogous to that outlined for the synthesis in example 373. LCMS: m/z 398.0 (M+H)<sup>+</sup>, 411.0 (M+Na)<sup>+</sup>.

**25 Example 379**

**3-[{(4-{1-[(3-Pyridin-4-yl)pyrrolidin-1-yl]carbonyl}cyclopropyl)phenoxy}methyl]pyridine**

**[0718]** This compound was prepared by using a procedure analogous to that outlined for the synthesis in example 373. LCMS: m/z 400.1 (M+H)<sup>+</sup>, 422.1 (M+Na)<sup>+</sup>.

**30 Example 380**

**2-[{(4-{1-[(3-Pyridin-4-yl)pyrrolidin-1-yl]carbonyl}cyclopropyl)phenoxy}methyl]pyridine**

**35 [0719]** This compound was prepared by using a procedure analogous to that outlined for the synthesis in example 373. LCMS: m/z 400.1 (M+H)<sup>+</sup>, 422.1 (M+Na)<sup>+</sup>.

**Example 381**

**4-[2-{(1-[(3-Pyridin-4-yl)pyrrolidin-1-yl]carbonyl)cyclopropyl)phenoxy}ethyl]morpholine**

**[0720]** This compound was prepared by using a procedure analogous to that outlined for the synthesis in example 214. LCMS: m/z 422.1 (M+H)<sup>+</sup>.

**45 Example 382**

**4-((3S)-1-{{1-(4-Chlorophenyl)cyclopropyl}carbonyl}pyrrolidin-3-yl)pyridine 1-oxide**

**50 [0721]** 4-((3S)-1-{{1-(4-Chlorophenyl)cyclopropyl}carbonyl}pyrrolidin-3-yl)pyridine (20 mg, 0.00006 mol, example 24) was dissolved in dichloromethane (1 mL, 0.02 mol) and to this solution was added m-chloroperbenzoic acid (44 mg, 0.00015 mol). The reaction mixture was stirred at 25 °C for 2.5 h. The reaction mixture then was concentrated and the residue was diluted with NaHCO<sub>3</sub> and methanol. The crude product was purified by prep-HPLC. LCMS: m/z 343.4 (M+H)<sup>+</sup>.

**55 Example 383**

**4-{{1-(4-Chlorophenyl)cyclopropyl}carbonyl}pyrrolidin-3-yl)-3-fluoropyridine**

**[0722]** This compound was prepared by using a procedure analogous to that outlined for the synthesis in example 4.

LCMS: m/z 345.4(M+H)<sup>+</sup>.

**Example 384**

**5 1-{{1-(4-Chlorophenyl)cyclopropyl]carbonyl}-3-isopropylpyrrolidin-3-ol}**

**[0723]** This compound was prepared by using a procedure analogous to that outlined for the synthesis in example 365. LCMS: m/z 308.1 (M+H)<sup>+</sup>.

**10 Example 385**

**3-tert-Butyl-1-{{1-(4-chlorophenyl)cyclopropyl]carbonyl}pyrrolidine-3-ol**

**15 Step 1. tert-butyl 3-tert-butyl-3-hydroxypyrrolidine-1-carboxylate**

**[0724]** To a solution of tert-butyl 3-oxopyrrolidine-1-carboxylate (500.0 mg, 0.002699 mol) in tetrahydrofuran (3.85 mL, 0.0475 mol) was added dropwise a 1.7 M in pentane solution of tert-butyllithium (198.8 mg, 0.003104 mol) (1.8 mL) at -78 °C under N<sub>2</sub>. After the addition was complete, the reaction mixture was warmed to rt. After stirring for 1 h, the reaction mixture was poured into a saturated NH<sub>4</sub>Cl aqueous solution and the resulting mixture was extracted with ether (3x). The combined organic layer was dried over MgSO<sub>4</sub>, and concentrated in vacuo. The crude product was purified by CombiFlash eluting with 0-40% EtAc-hexanes to afford the product as a white solid (0.451 g). LC MS (M+H-Boc) 144.1

**20 Step 2. 3-tert-butylpyrrolidin-3-ol hydrochloride**

**25 [0725]** tert-Butyl 3-tert-butyl-3-hydroxypyrrolidine-1-carboxylate (0.60 g, 0.0025 mol) was dissolved in a solution of hydrogen chloride in 1,4-dioxane (4N, 0.30 mL, 0.0099 mol) under N<sub>2</sub> at rt. The reaction mixture was stirred for 3 h at rt, then concentrated in vacuo. The crude product was used directly in the next step without further purification. (M+H) 144.1

**30 Step 3.**

**[0726]** The title compound was prepared by using a procedure analogous to that outlined for the synthesis in example 4. LCMS: m/z 322.2 (M+H)<sup>+</sup>.

**35 Example 386**

**1-{{1-(4-Chlorophenyl)cyclopropyl]carbonyl}-3-(2-methylphenyl)pyrrolidin-3-ol**

**40 [0727]** This compound was prepared by using a procedure analogous to that outlined for the synthesis in example 273. LCMS: m/z 356.4 (M+H)<sup>+</sup>.

**Example 387**

**Methyl [(1-{{1-(4-chlorophenyl)cyclopropyl]carbonyl}-3-phenylpyrrolidin-3-yl)oxy]acetate**

**45 Step 1. tert-butyl 3-hydroxy-3-phenylpyrrolidine-1-carboxylate**

**[0728]** To a solution of tert-butyl 3-oxopyrrolidine-1-carboxylate (1.0 g, 0.0054 mol) in ether (20.000 mL, 0.19050 mol) was added dropwise a solution of phenylmagnesium bromide (1.12 g, 0.00621 mol) in ether (10.3 mL) at rt under N<sub>2</sub>. After the addition was complete, the reaction mixture was heated to reflux for 15 min. and then cooled to rt. The reaction mixture was poured into saturated NH<sub>4</sub>Cl and extracted with ether (3 x). The combined organic layers were dried over Na<sub>2</sub>SO<sub>4</sub> and concentrated in vacuo. The product was purified by CombiFlash eluting with 0-40% EtOAc-hexanes. The product was confirmed by <sup>1</sup>H NMR and LC/MS: m/z 286.0 (M+Na)<sup>+</sup>.

**55 Step 2. tert-butyl 3-(2-methoxy-2-oxoethoxy)-3-phenylpyrrolidine-1-carboxylate**

**[0729]** To a solution of tert-butyl 3-hydroxy-3-phenylpyrrolidine-1-carboxylate (480 mg, 0.0018 mol) in toluene (20 mL, 0.2 mol) was added sodium hydride (80.2 mg, 0.00200 mol) and the solution was refluxed for 1 hour. Methyl bromoacetate

(0.190 mL, 0.00200 mol) was then added and the mixture continued to be stirred under reflux overnight. The reaction mixture was allowed to cool to rt and the product was extracted with EtOAc. The combined organic layers were washed with water, dried with MgSO<sub>4</sub>, and concentrated in-vacuo. LC/MS: m/z 336.1 (M+H)<sup>+</sup>.

5 **Step 3. Methyl [(3-phenylpyrrolidin-3-yl)oxy]acetate**

[0730] To tert-butyl 3-(2-methoxy-2-oxoethoxy)-3-phenylpyrrolidine-1-carboxylate (160 mg, 0.00048 mol) was added 4 M of hydrogen chloride in 1,4-dioxane (1 mL) and the resulting solution was stirred for 1 h. The reaction mixture was then concentrated in-vacuo and the crude product was used directly in the next step.

10 **Step 4. Methyl [(1-[(1-(4-chlorophenyl)cyclopropyl]carbonyl)-3-phenylpyrrolidin-3-yl)oxy]acetate**

[0731] The title compound was prepared by using a procedure analogous to that outlined for the synthesis of example 4. LCMS: m/z 414.4 (M+H)<sup>+</sup>,

15 **Example 388**

**[(1-[(1-(4-Chlorophenyl)cyclopropyl]carbonyl)-3-phenylpyrrolidin-3-yl)oxy]acetic acid**

20 [0732] To a solution of methyl [(1-[(1-(4-chlorophenyl)cyclopropyl]carbonyl)-3-phenylpyrrolidin-3-yl)oxy]acetate (40.0 mg, 0.0000966 mol, example 387) in tetrahydrofuran (1 mL, 0.01 mol) was added lithium hydroxide hydrate (4.87 mg, 0.000116 mol) in water (0.5 mL, 0.03 mol). The solution was stirred at rt for 2 hours and then acidified with 1N HCl (aq.). The product was purified by prep-HPLC. LCMS: m/z 400.4 (M+H)<sup>+</sup>.

25 **Example 389**

**1-[(1-(4-Chlorophenyl)cyclopropyl]carbonyl]-3-(3-chloropyridin-4-yl) pyrrolidine-3-ol**

30 [0733] This compound was prepared by using a procedure analogous to that outlined in example 273. LCMS: m/z 378.1(M+H)<sup>+</sup>.

**Example 390**

**1'-[(1-(4-Chlorophenyl)cyclopropyl]carbonyl]spiro[pyrido[3,4-d][1,3]oxazine-4,3'-pyrrolidin]-2(1H)-one trifluoroacetate**

35 [0734] This compound was prepared by using a procedure analogous to that outlined in example 272. LCMS: m/z 498.6 (M+H)<sup>+</sup>.

40 **Example 391**

**1'-[(1-(2,4-Dichlorophenyl)cyclopropyl]carbonyl]spiro[pyrido[3,4-d][1,3]oxazine-4,3'-pyrrolidin]-2(1H)-one trifluoroacetate**

45 [0735] This compound was prepared by using a procedure analogous to that outlined in example 272. LCMS: m/z 533.0 (M+H)<sup>+</sup>.

**Example 392**

**1'-[(1-(4-Bromophenyl)cyclopropyl]carbonyl]spiro[pyrido[3,4-d][1,3]oxazine-4,3'-pyrrolidin]-2(1H)-one trifluoroacetate**

50 [0736] This compound was prepared by using a procedure analogous to that outlined in example 272. LCMS: m/z 543.0(M+H)<sup>+</sup>.

**Example 393****1'-{[1-(4-Methoxyphenyl)cyclopropyl]carbonyl}spiro[pyrido[3,4-d][1,3]oxazine-4,3'-pyrrolidin]-2(1H)-one trifluoroacetate**

5 [0737] This compound was prepared by using a procedure analogous to that outlined in example 272. LCMS: m/z 494.1 (M+H)<sup>+</sup>.

**Example 394****1'-{[1-(4-Phenoxyphenyl)cyclopropyl]carbonyl}spiro[pyrido[3,4-d][1,3]oxazine-4,3'-pyrrolidin]-2(1H)-one trifluoroacetate**

10 [0738] This compound was prepared by using a procedure analogous to that outlined in example 272. LCMS: m/z 556.2 (M+H)<sup>+</sup>.

**Example 395****1'-{[(1-{4-[(Trifluoromethyl)thio]phenyl}cyclopropyl)carbonyl]spiro[pyrido[3,4-d][1,3]oxazine-4,3'-pyrrolidin]-2(1H)-one trifluoroacetate}**

15 [0739] This compound was prepared by using a procedure analogous to that outlined in example 272. LCMS: m/z 564.2 (M+H)<sup>+</sup>.

**Example 396****1'-{[1-(3-Bromophenyl)cyclopropyl]carbonyl}spiro[pyrido[3,4-d][1,3]oxazine-4,3'-pyrrolidin]-2(1H)-one trifluoroacetate**

20 [0740] This compound was prepared by using a procedure analogous to that outlined in example 272. LCMS: m/z 543.1 (M+H)<sup>+</sup>.

**Example 397****1'-{[1-(3-Methoxyphenyl)cyclopropyl]carbonyl}spiro[pyrido[3,4-d][1,3]oxazine-4,3'-pyrrolidin]-2(1H)-one trifluoroacetate**

25 [0741] This compound was prepared by using a procedure analogous to that outlined in example 272. LCMS: m/z 494.1 (M+H)<sup>+</sup>.

**Example 398****1'-{[1-(6-Chloropyridin-3-yl)cyclopropyl]carbonyl}-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one**

30 [0742] This compound was prepared by using a procedure analogous to that outlined in example 90 using 1-(6-chloropyridin-3-yl)cyclopropanecarboxylic acid, which was obtained by following a procedure analogous to that outlined in steps 1 & 3 of example 162. LCMS: m/z 370.1 (M+H)<sup>+</sup>.

**Example 399****1'-{[1-(4-Methylphenyl)cyclopropyl]carbonyl}-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one**

35 [0743] This compound was prepared by using a procedure analogous to that outlined in example 90. LCMS: m/z 349.1(M+H)<sup>+</sup>.

**Example 400****1'-(1-[4-(Trifluoromethyl)phenyl]cyclopropyl)carbonyl]-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one**

5 [0744] This compound was prepared by using a procedure analogous to that outlined in example 298. LCMS: m/z 403.1(M+H)<sup>+</sup>.

**Example 401****1'-(1-[4-Methoxyphenyl]cyclopropyl)carbonyl]-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one**

10 [0745] This compound was prepared by using a procedure analogous to that outlined in example 298. LCMS: m/z 365.1(M+H)<sup>+</sup>.

**Example 402****1'-(1-[4-(Trifluoromethoxy)phenyl]cyclopropyl)carbonyl]-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one**

15 [0746] This compound was prepared by using a procedure analogous to that outlined in example 298. LCMS: m/z 419.0(M+H)<sup>+</sup>.

**Example 403****1'-(1-[4-Fluorophenyl]cyclopropyl)carbonyl]-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one**

20 [0747] This compound was prepared by using a procedure analogous to that outlined in example 298. LCMS: m/z 353.1(M+H)<sup>+</sup>.

**Example 404****1'-(1-[2-Chloro-4-fluorophenyl]cyclopropyl)carbonyl]-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one**

25 [0748] This compound was prepared by using a procedure analogous to that outlined in example 298. LCMS: m/z 387.0(M+H)<sup>+</sup>.

**Example 405****1'-(1-[2,4-Difluorophenyl]cyclopropyl)carbonyl]-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one**

30 [0749] This compound was prepared by using a procedure analogous to that outlined in example 298. LCMS: m/z 371.0(M+H)<sup>+</sup>.

**Example 406****1'-(1-[3-Chlorophenyl]cyclopropyl)carbonyl]-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one**

35 [0750] This compound was prepared by using a procedure analogous to that outlined in example 298. LCMS: m/z 369.0(M+H)<sup>+</sup>.

**Example 407****1'-(1-[3,4-Dichlorophenyl]cyclopropyl)carbonyl]-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one**

40 [0751] This compound was prepared by using a procedure analogous to that outlined in example 298. LCMS: m/z 403.0 & 405.0 (M+H)<sup>+</sup>.

**Example 408****1'-{[1-(2,3-Difluorophenyl)cyclopropyl]carbonyl}-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one**

5 [0752] This compound was prepared by using a procedure analogous to that outlined in example 298. LCMS: m/z 371.0(M+H)<sup>+</sup>.

**Example 409****1'-{[1-(2,4-Dichlorophenyl)cyclopropyl]carbonyl}-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one**

10 [0753] This compound was prepared by using a procedure analogous to that outlined in example 90. LCMS: m/z 403.0 & 405.0 (M+H)<sup>+</sup>.

**Example 410****Ethyl 4-[5-(1-[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl]pyridin-2-yl]piperazine-1-carboxylate**

20 [0754] *tert*-Butyl 4-[5-(1-[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl]pyridin-2-yl]piperazine-1-carboxylate (10.4 mg, 0.0000200 mol, prepared by a procedure similar to that in steps 1-3 of example 163) was treated with hydrogen chloride in 1,4-dioxane (4.0 M, 20.0  $\mu$ L) at rt for 1 h. The solvent was evaporated and acetonitrile (1.00 mL, 0.0191 mol) was added to the residue followed by *N,N*-diisopropylethylamine (20.0  $\mu$ L, 0.000115 mol) and ethyl chloroformate (5.0  $\mu$ L, 0.000052 mol). The mixture was stirred at rt for 30 min, and adjusted to be acidic (pH = 2.0) with TFA, and diluted with metanol (0.8 mL). The desired product from the resulting solution was isolated and purified by prep-HPLC. LCMS: m/z 491.2 (M+H)<sup>+</sup>.

**Example 411****(1R)-1'-{[(1-{6-[4-(ethylsulfonyl)piperazin-1-yl]pyridin-3-yl}cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

30 [0755] This compound was prepared by using a procedure analogous to that outlined in example 164. LCMS: m/z 511.2 (M+H)<sup>+</sup>.

**Example 412****(1R)-1'-{[(1-{6-[4-Methylpiperazin-1-yl]pyridin-3-yl}cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

40 [0756] This compound was prepared by using a procedure analogous to that outlined in steps 1-4 of example 163, with the exception that in step 4 the free amine compound underwent a reductive alkylation outlined below instead of being reacted with a carbamoyl chloride, as outlined below.

45 [0757] *N,N*-Diisopropylethylamine (8.3  $\mu$ L, 0.000048 mol) was added to (1R)-1'-{[(1-{6-piperazin-1-yl}pyridin-3-yl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one (10.0 mg, 0.0000239 mol) and formaldehyde (8.90  $\mu$ L, 0.000119 mol) in tetrahydrofuran (0.5 mL, 0.006 mol) and acetonitrile (0.5 mL, 0.01 mol). To this solution was added sodium triacetoxyborohydride (25 mg, 0.00012 mol) and the reaction was stirred at room temperature overnight. LCMS: m/z 433.2 (M+H)<sup>+</sup>.

**Example 413****(1R)-1'-{[(1-{6-[4-Phenylpiperazin-1-yl]pyridin-3-yl}cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

55 [0758] This compound was prepared by using a procedure analogous to that outlined in steps 1-3 of example 163. LCMS: m/z 495.1 (M+H)<sup>+</sup>.

**Example 414**

**(1R)-1'-{[1-(6-[4-(3-Methylbutanoyl)piperazin-1-yl]pyridin-3-yl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

**[0759]** This compound was prepared by using a procedure analogous to that outlined in steps 1-4 of example 163, with the exception that in step 4 the amide was formed by BOP mediated coupling as outlined below.

**[0760]** 4-Methylmorpholine ( $2.0 \times 10^{-1}$   $\mu$ L, 0.00018 mol) was added to a mixture of (1R)-1'-{[1-(6-piperazin-1-ylpyridin-3-yl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one (15 mg, 0.000036 mol), butanoic acid, 3-methyl (4.4 mg, 0.000043 mol) and benzotriazol-1-yloxytris(dimethylamino)phosphonium hexafluorophosphate (19 mg, 0.000043 mol) in acetonitrile (0.7 mL, 0.01 mol). The reaction mixture was stirred at room temperature overnight. The crude product was purified by prep-LCMS. LCMS: m/z 503.3 ( $M+H$ )<sup>+</sup>.

**Example 415**

**(1R)-1'-{[1-(6-[4-(Cyclopropylmethyl)piperazin-1-yl] pyridin-3-yl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

**[0761]** This compound was prepared by using a procedure analogous to that outlined in steps 1-4 of example 163, with the exception that in step 4 the free amine was alkylated by a reductive alkylation outlined below.

**[0762]** N,N-Diisopropylethylamine (8.3  $\mu$ L, 0.000048 mol) was added to (1R)-1'-{[1-(6-piperazin-1-ylpyridin-3-yl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one (10.0 mg, 0.0000239 mol) and cyclopropanecarboxaldehyde (8.93  $\mu$ L, 0.000119 mol) in tetrahydrofuran (0.5 mL, 0.006 mol) and acetonitrile (0.5 mL, 0.01 mol) followed by sodium triacetoxyborohydride (25 mg, 0.00012 mol). The reaction mixture was stirred at room temperature overnight. LCMS: m/z 473.2 ( $M+H$ )<sup>+</sup>.

**Example 416**

**(1R)-1'-{[1-[6-(2,5-Dihydro-1H-pyrrol-1-yl)pyridin-3-yl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

**[0763]** This compound was prepared by using a procedure analogous to that outlined in steps 1-3 of example 163. LCMS: m/z 402.2 ( $M+H$ )<sup>+</sup>.

**Example 417**

**(1R)-1'-{[1-(6-Piperidin-1-ylpyridin-3-yl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

**[0764]** This compound was prepared by using a procedure analogous to that outlined in steps 1-3 of example 163. LCMS: m/z 418.1 ( $M+H$ )<sup>+</sup>.

**Example 418**

**(1R)-1'-{[1-[4-(4-Methyl-2-oxopiperazin-1-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

**[0765]** This compound was prepared by using a procedure analogous to that outlined in steps 1-2 of example 259, followed by a reductive amination of the resulting free amine by using a procedure that was analogous to that used in example 415. LCMS: m/z 446.1( $M+H$ )<sup>+</sup>.

**Example 419**

**(1R)-1'-{[1-[4-(4-Acetyl-2-oxopiperazin-1-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

**[0766]** This compound was prepared by using a procedure analogous to that outlined in example 259, steps 1-3. LCMS: m/z 473.5( $M+H$ )<sup>+</sup>.

**Example 420**

**tert-Butyl 4-[4-(1-[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl]phenyl]piperazine-1-carboxylate**

**[0767]** A mixture of (1R)-1-[(1-4-chlorophenyl)cyclopropyl]carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one (0.50 g, 0.0014 mol, see steps 1 & 2 of example 96), tert-butyl piperazine-1-carboxylate (0.30 g, 0.0016 mol), sodium tert-butoxide (0.31 g, 0.0033 mol), palladium acetate (9 mg, 0.00004 mol) and 2-(di-t-butylphosphino)biphenyl (10 mg, 0.00004 mol) was degassed and then charged with nitrogen. To the mixture was added 1,4-dioxane (10.0 mL, 0.128 mol) and the resulting mixture was refluxed for 1 h. LC-MS: 419.2 (M+H)<sup>+</sup>

**Example 421**

**(1R)-1'-{[1-[4-(4-Isobutyrylpiperazin-1-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

**Step 1. (1R)-1'-{[1-(4-piperazin-1-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

**[0768]** *tert*-Butyl 4-[4-(1-[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl]phenyl]piperazine-1-carboxylate (0.65 g, 0.0012 mol, see example 420) was dissolved in methylene chloride (2.0 mL, 0.031 mol) and to this solution was added hydrogen chloride in 1,4-dioxane (4.0 M, 5.0 mL) and the reaction mixture was stirred at rt for 2 h. The mixture was diluted with ether and precipitate formed was filtered and dried to give the desired product. LC-MS: 418.2 (M+H)<sup>+</sup>

**Step 2.**

**[0769]** Propanoyl chloride (5.0  $\mu$ L, 0.000057 mol) was added to a solution of (1R)-1'-[(1-(4-piperazin-1-yl)phenyl)cyclopropyl]carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one (20.0 mg, 0.0000478 mol) and N,N-diisopropylethylamine (27  $\mu$ L, 0.00016 mol) in methylene chloride (1.0 mL, 0.016 mol) and the mixture was stirred for 1 h. The solvent was removed and the crude product was purified by prep-HPLC. LC-MS: B 474.2 (M+H)<sup>+</sup>; C 488.2 (M+H)<sup>+</sup>; D 486.2 (M+H)<sup>+</sup>

**Example 422**

**(1R)-1'-{[1-{4-[4-(Cyclopropylcarbonyl)piperazin-1-yl]phenyl}cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

**[0770]** This compound was prepared by using a procedure analogous to that outlined in steps 1 & 2 of example 421. LCMS: m/z 486.2 (M+H)<sup>+</sup>.

**Example 423**

**(1R)-1'-{[1-{4-[4-(Methylsulfonyl)piperazin-1-yl]phenyl}cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

**[0771]** This compound was prepared by using a procedure analogous to that outlined in steps 1 & 2 of example 421. LCMS: m/z 460.2 (M+H)<sup>+</sup>.

**Example 424**

**(1R)-1'-{[1-{4-(4-Methylpiperazin-1-yl)phenyl}cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

**[0772]** Formaldehyde (10.0 mg, 0.000333 mol) was added to a solution of (1R)-1'-[(1-(4-piperazin-1-yl)phenyl)cyclopropyl]carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one (0.13 g, 0.00032 mol, example 421, step 1) in methanol (1.0 mL, 0.025 mol) followed by sodium triacetoxyborohydride (0.20 g, 0.00095 mol), and the mixture was stirred for 1 h. The crude product was purified by prep-HPLC. LC-MS: 432.3 (M+H)<sup>+</sup>

**Example 425**

**N-Methyl-N-[4-(1-{[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)phenyl]cyclopropanecarboxamide**

**[0773]** This compound was prepared by using a procedure analogous to a combination of step 1 of example 102 and steps 3-4 of example 258. LCMS: m/z 431.1 (M+H)<sup>+</sup>.

**Example 426**

**N-[4-(1-{[(1R)-3-Oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)phenyl]acetamide**

**[0774]** This compound was prepared by using a procedure analogous to that outlined in steps 1-4 of example 261. LCMS: m/z 391.2 (M+H)<sup>+</sup>.

**Example 427**

**(1R)-1'-(1-[4-(2-Oxopyrrolidin-1-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

**[0775]** This compound was prepared by using a procedure analogous to that outlined in example 257. LCMS: m/z 417.2 (M+H)<sup>+</sup>.

**Example 428**

**(1R)-1'-(1-[4-(2-Oxo-1,3-oxazolidin-3-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

**[0776]** This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 257. LCMS: m/z 419.2 (M+H)<sup>+</sup>.

**Example 429**

**(1R)-1'-(1-[4-(1H-Pyrazol-1-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

**[0777]** This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 102. LCMS: m/z 400.1 (M+H)<sup>+</sup>.

**Example 430**

**(1R)-1'-(1-[4-(2-Oxopiperidin-1-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

**[0778]** This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 257. LCMS: m/z 431.2 (M+H)<sup>+</sup>.

**Example 431**

**1-Methyl-3-[4-(1-[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)phenyl]imidazolidine-2,4-dione**

**[0779]** This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 257. LCMS: m/z 446.2 (M+H)<sup>+</sup>.

**Example 432**

**(1R)-1'-(1-[4-Morpholin-4-ylphenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

**[0780]** A mixture of (1R)-1'-(1-(4-chlorophenyl)cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one (30.0 mg, 0.0000816 mol, example 83), morpholine (8.5  $\mu$ L, 0.000098 mol), sodium tert-butoxide (19 mg, 0.00020 mol),

palladium acetate (0.5 mg, 0.000002 mol) and 2-(di-*t*-butylphosphino)biphenyl (0.7 mg, 0.000002 mol) was degassed and charged with nitrogen. To the mixture was added 1,4-dioxane (1.0 mL, 0.013 mol). The resulting mixture was refluxed overnight. The crude product was purified prep-HPLC. LC-MS: 419.2 (M+H)<sup>+</sup>

5 **Example 433**

**1-[4-(1-{{3-Phenylpyrrolidin-1-yl]carbonyl}cyclopropyl}phenyl] pyrrolidine-2-one**

10 [0781] This compound was prepared by using a procedure analogous to that outlined in step 1 of example 102, starting with (3R)-1-{{1-(4-chlorophenyl)cyclopropyl]carbonyl}-3-phenylpyrrolidine (example 29). LCMS: m/z 375.2 (M+H)<sup>+</sup>.

15 **Example 434**

**3-[4-(1-{{3-Phenylpyrrolidin-1-yl]carbonyl}cyclopropyl}phenyl]-1,3-oxazolidin-2-one**

15 [0782] This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 102, step 1, starting with (3R)-1-{{1-(4-chlorophenyl)cyclopropyl] carbonyl}-3-phenylpyrrolidine (example 29). LCMS: m/z 377.2 (M+H)<sup>+</sup>.

20 **Example 435**

**Methyl 4-(4-{1-[(3-phenylpyrrolidin-1-yl)carbonyl]cyclopropyl}phenyl)piperazine-1-carboxylate**

25 [0783] This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 258. LCMS: m/z 434.2 (M+H)<sup>+</sup>.

30 **Example 436**

**Ethyl 4-(4-{1-[(3-phenylpyrrolidin-1-yl)carbonyl]cyclopropyl}phenyl)piperazine-1-carboxylate**

30 [0784] This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 258. LCMS: m/z 434.2 (M+H)<sup>+</sup>.

35 **Example 437**

**1-Isobutyryl-4-(4-{1-[(3-phenylpyrrolidin-1-yl)carbonyl]cyclopropyl}phenyl)piperazine**

40 [0785] This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 258. LCMS: m/z 446.3 (M+H)<sup>+</sup>.

45 **Example 438**

**1-Acetyl-4-(4-{1-[(3-phenylpyrrolidin-1-yl)carbonyl]cyclopropyl}phenyl)piperazine**

45 [0786] This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 258. LCMS: m/z 418.3 (M+H)<sup>+</sup>.

50 **Example 439**

**1-(Cyclopropylcarbonyl)-4-(4-{1-[(3-phenylpyrrolidin-1-yl)carbonyl]cyclopropyl} phenyl)piperazine**

55 [0787] This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 258. LCMS: m/z 444.3 (M+H)<sup>+</sup>.

**Example 440****1-Isobutyryl-4-(5-{1-[(3-phenylpyrrolidin-1-yl)carbonyl]cyclopropyl}pyridin-2-yl)piperazine**

5 [0788] This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 163. LCMS: m/z 447.3 (M+H)<sup>+</sup>.

**Example 441****1-(Cyclopropylcarbonyl)-4-(5-{1-[(3-phenylpyrrolidin-1-yl)carbonyl]cyclopropyl}pyridin-2-yl)piperazine**

10 [0789] This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 163. LCMS: m/z 445.3 (M+H)<sup>+</sup>.

**Example 442****(1R)-1'-(1-Pyridin-3-ylcyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

15 [0790] This compound was prepared by using a procedure analogous to that outlined in steps 1-2 and 4 of example 96. LCMS: m/z 335.1 (M+H)<sup>+</sup>.

**Example 443****N-Methyl-4-[5-(1-{[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)pyridin-2-yl]benzamide**

Step 1. 4-[5-(1-{[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)pyridin-2-yl]benzoic acid

30 [0791] This compound was prepared by using a procedure analogous to that outlined in steps 1-2 of example 173. LCMS: m/z 455.2 (M+H)<sup>+</sup>.

Step 2.

35 [0792] 4-Methylmorpholine (12  $\mu$ L, 0.00011 mol) was added to a mixture of 4-[5-(1-{[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)pyridin-2-yl]benzoic acid (13 mg, 0.000029 mol), methylammonium chloride (2.9 mg, 0.000043 mol), and benzotriazol-1-yloxytris(dimethylamino)phosphonium hexafluorophosphate (14 mg, 0.000031 mol) in *N,N*-dimethylformamide (0.5 mL, 0.006 mol), and the resulting mixture was stirred at rt for 2h. The crude product was purified by prep-LCMS. LCMS: m/z 468.2 (M+H)<sup>+</sup>.

**Example 444****N,N-Dimethyl-4-[5-(1-{[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)pyridin-2-yl]benzamide**

45 [0793] This compound was prepared by using a procedure analogous to that outlined in steps 1-2 of example 443. LCMS: m/z 482.2 (M+H)<sup>+</sup>.

**Example 445****(1R)-1'-(1-{6-[4-(Methylsulfonyl)phenyl]pyridin-3-yl}cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

50 [0794] This compound was prepared by using a procedure analogous to that outlined in steps 1-2 of example 173. LCMS: m/z 489.1 (M+H)<sup>+</sup>.

**Example 446****(1R)-1'-{[1-(4-Methoxyphenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

5 [0795] This compound was prepared by using a procedure analogous to that outlined in steps 1-2 and 4 of example 96. LCMS: m/z 364.2 (M+H)<sup>+</sup>.

**Example 447****(1R)-1'-{[1-[4-(Pyridin-2-yloxy)phenyl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

10 [0796] This compound was prepared by using a procedure analogous to that outlined in steps 1-2 of example 114. LCMS: m/z 427.1 (M+H)<sup>+</sup>449.1 (M+Na)<sup>+</sup>.

**Example 448****(1R)-1'-{[1-[4-(Pyridin-3-ylmethoxy)phenyl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

15 [0797] This compound was prepared by using a procedure analogous to that outlined in steps 1-2 of example 114. LCMS: m/z 441.1 (M+H)<sup>+</sup>463.1 (M+Na)<sup>+</sup>.

**Example 449****(1R)-1'-{[1-[4-(Isoquinolin-1-ylmethoxy)phenyl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

20 [0798] This compound was prepared by using a procedure analogous to that outlined in steps 1-2 of example 114. LCMS: m/z 491.2 (M+H)<sup>+</sup>.

**Example 450****1'-{[1-(4-Vinylphenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

25 [0799] This compound was prepared by using a procedure analogous to that outlined in example 119. LCMS: m/z 360.1 (M+H)<sup>+</sup>382.0 (M+Na)<sup>+</sup>.

**Example 451****Methyl 4-[4-(1-{[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl} cyclopropyl)phenyl]-3,6-dihydropyridine-1(2H)-carboxylate**

30 *Step 1. 1-{4-[1-(tert-butoxycarbonyl)-1,2,3,6-tetrahydropyridin-4-yl]phenyl}cyclopropane carboxylic acid*

35 [0800] A mixture of 1-{4-[1-(tert-butoxycarbonyl)-4-hydroxypiperidin-4-yl]phenyl}cyclopropanecarboxylic acid (300mg, prepared as described in example 210, steps 1 & 2) and trifluoroacetic acid 2mL was stirred at rt for 5 h. The reaction mixture was then concentrated. The crude product was dissolved in tetrahydrofuran (4 mL, 0.05 mol) and to this was added di-tert-butyl dicarbonate (333 mg, 0.00152 mol) and N,N-diisopropylethylamine (6.0x10<sup>-2</sup> μL, 0.0035 mol). The mixture was stirred at rt for 5 h and then diluted with AcOEt, washed with saturated NaHCO<sub>3</sub> aqueous solution and 1M HCl successively, dried with MgSO<sub>4</sub>, and concentrated in-vacuo to afford the desired product.

40 *Step 2. Methyl 4-[4-(1-[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)phenyl]-3,6-dihydropyridine-1(2H)-carboxylate*

45 [0801] The title compound was prepared using a procedure analogous to that in steps 3-4 of example 163, with the omission of the LiOH-promoted-hydrolysis. LCMS: m/z 473.3 (M+H)<sup>+</sup>.

**Example 452**

Ethyl 4-[4-{[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl} cyclopropyl]phenyl]-3,6-di-hydropyridine-1(2H)-carboxylate

5

[0802] This compound was prepared by using a procedure analogous to that outlined in steps 1-2 of example 451. LCMS: m/z 487.3 (M+H)<sup>+</sup>.

**Example 453**

10

(1R)-1'-{[1-[4-(1-Acetyl-1,2,3,6-tetrahydropyridin-4-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one

15

[0803] This compound was prepared by using a procedure analogous to that outlined in steps 1 & 2 of example 451. LCMS: m/z 457.3 (M+H)<sup>+</sup>.

**Example 454**

20

(1R)-1'-{[1-[4-[1-(3-Methylbutanoyl)-1,2,3,6-tetrahydropyridin-4-yl]phenyl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one

25

[0804] This compound was prepared by using a procedure analogous to that outlined in steps 1 & 2 of example 451, with the exception that for the last step the acid chloride was replaced by the corresponding carboxylic acid as described below: A mixture of 3-methyl butanoic acid (16 mg, 0.00015 mol), benzotriazol-1-yloxytris(dimethylamino) phosphonium hexafluorophosphate (38 mg, 0.000085 mol), and N,N-diisopropylethylamine (4.0x10<sup>-1</sup>  $\mu$ L, 0.00023 mol) dissolved in N,N-dimethylformamide (0.5 mL, 0.006 mol) was stirred at rt for 2 h. The reaction mixture was then diluted with MeOH and the crude product was purified by prep-HPLC to afford the desired product. LCMS: m/z 499.3 (M+H)<sup>+</sup>.

**Example 455**

30

5-Hydroxy-1'-{[1-(4-methylphenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one

35

[0805] To a solution of 5-methoxy-1'-{[1-(4-methylphenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one (40 mg, 0.0001 mol) in tetrahydrofuran (2 mL, 0.02 mol) was added L-Selectride® in tetrahydrofuran (1.0 M, 0.53 mL) and the resulting solution was heated to 120 °C for 50 minutes using microwave irradiation. To the reaction mixture was added a few drops of water to quench the reaction. Then the reaction mixture was concentrated and about 3 mL of concentrated HCl aqueous solution was added to dissolve the residue. The resulting solution was stirred at rt for 2h. The crude product was purified using prep-HPLC. LCMS: m/z 364.2 (M+H)<sup>+</sup>.

40

**Example 455a**

1'-{[1-(4-Methylphenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-5-ol

45

[0806] This compound was prepared by using a procedure analogous to that outlined in example 454. LCMS: m/z 350.2 (M+H)<sup>+</sup>.

**Example 456**

50

(1R)-1'-{[1-[4-(Pyrrolidin-1-ylmethyl)phenyl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one

Step 1. 1-[4-(pyrrolidin-1-ylmethyl)phenyl]cyclopropanecarbonitrile

55

[0807] A mixture of 1-(4-formylphenyl)cyclopropanecarbonitrile (0.30 g, 0.0018 mol), pyrrolidine (0.18 mL, 0.0021 mol) and sodium triacetoxyborohydride (0.74 g, 0.0035 mol) in methanol (5.0 mL, 0.12 mol) was stirred ar rt for 1 h. The reaction mixture was adjusted to be basic (pH = 12) and extracted with ethyl acetate. The combined organic extract was washed with brine, dried and concentrated to provide the desired product. LC-MS: 227.1 (M+H)<sup>+</sup>

Step 2.

[0808] The title compound was prepared by using a procedure analogous to that outlined in steps 1, 2 and 4 of example 96. LCMS: m/z 386.1 (M+H)<sup>+</sup>.

5

**Example 457**

**(1R)-1'-{[1-(6-Pyrrolidin-1-ylpyridin-3-yl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

10

[0809] This compound was prepared by using a procedure analogous to that outlined in steps 1-3 of example 163. LCMS: m/z 405.1 (M+H)<sup>+</sup>.

**Example 458**

15

**(1R)-1'-{[1-[6-(4-Phenylpiperazin-1-yl)pyridin-3-yl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

[0810] This compound was prepared by using a procedure analogous to that outlined in steps 1-3 of example 163. LCMS: m/z 496.2 (M+H)<sup>+</sup>.

20

**Example 459**

25

**Methyl 4-[5-(1-{[(1R)-3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl]pyridin-2-yl]piperazine-1-carboxylate**

[0811] This compound was prepared by using a procedure analogous to that outlined in steps 1-4 of example 163. LCMS: m/z 478.2 (M+H)<sup>+</sup>.

30

**Example 460**

**Ethyl 4-(5-{1-[(3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)pyridin-2-yl)piperazine-1-carboxylate**

35

[0812] This compound was prepared by using a procedure analogous to that outlined in steps 1-4 of example 163. LCMS: m/z 491.2 (M+H)<sup>+</sup>.

**Example 461**

40

**Isopropyl 4-(5-{1-[(3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)pyridin-2-yl)piperazine-1-carboxylate**

[0813] This compound was prepared by using a procedure analogous to that outlined in steps 1-4 of example 163. LCMS: m/z 506.2 (M+H)<sup>+</sup>.

45

**Example 462**

**1'-{[1-[6-(4-Chlorophenyl)pyridin-3-yl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

50

[0814] This compound was prepared by using a procedure analogous to that outlined in steps 1-2 of example 173. LCMS: m/z 446.1 & 448.1 (M+H)<sup>+</sup>.

Example 463

55

**1'-{[1-[6-(4-Fluorophenyl)pyridin-3-yl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

[0815] This compound was prepared by using a procedure analogous to that outlined in steps 1-2 of example 173. LCMS: m/z 430.2 (M+H)<sup>+</sup>.

## Example 464

5 **1'-(1-[6-(4-Fluoro-2-methylphenyl)pyridin-3-yl]cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

[0816] This compound was prepared by using a procedure analogous to that outlined in steps 1-2 of example 173. LCMS: m/z 444.2 (M+H)<sup>+</sup>.

## Example 465

10 **1'-(1-Quinolin-4-ylcyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

[0817] This compound was prepared by using a procedure analogous to that outlined in steps A & B of example 95. LCMS: m/z 386.1 (M+H)<sup>+</sup>.

## Example 466

15 **4-Chloro-1'-(1-quinolin-4-ylcyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

20 [0818] This compound was prepared by using a procedure analogous to that outlined in steps 1-3 of example 227. LCMS: m/z 420.0 & 422.0 (M+H)<sup>+</sup>.

## Example 467

25 **4-Hydroxy-1'-(1-quinolin-4-ylcyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

[0819] This compound was prepared by using a procedure analogous to that outlined in steps 1-3 of example 227. LCMS: m/z 402.1 (M+H)<sup>+</sup>.

## Example 468

30 **4-Methoxy-1'-(1-quinolin-4-ylcyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

[0820] This compound was prepared by using a procedure analogous to that outlined in steps 1-3 of example 227. LCMS: m/z 416.1 (M+H)<sup>+</sup>.

## Example 469

35 **1'-(1-[4-[(4-Fluorobenzyl)oxy]phenyl]cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

[0821] This compound was prepared by using a procedure analogous to that outlined in steps 1 & 2 of example 104. LCMS: m/z 459.2 (M+H)<sup>+</sup>.

## Example 470

40 **1'-(1-[4-[(4-(Trifluoromethyl)benzyl)oxy]phenyl]cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

[0822] This compound was prepared by using a procedure analogous to that outlined in steps 1 & 2 of example 104. LCMS: m/z 509.2 (M+H)<sup>+</sup>.

## Example 471

45 **1'-(1-[4-((2-Chloro-4-fluorobenzyl)oxy)phenyl]cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

[0823] This compound was prepared by using a procedure analogous to that outlined in steps 1 & 2 of example 104. LCMS: m/z 577.2 (M+H)<sup>+</sup> 599.2 (M+Na)<sup>+</sup>.

**Example 472**

**1'-[{1-{4-[(4-Bromo-2-fluorobenzyl)oxy]phenyl}cyclopropyl}carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

5

**[0824]** This compound was prepared by using a procedure analogous to that outlined in steps 1 & 2 of example 104. LCMS: m/z 537.1 (M+H)<sup>+</sup> 559.1 (M+Na)<sup>+</sup>.

**Example 473**

10

**3-Fluoro-4-[(4-{1-[(3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl)carbonyl]cyclopropyl}phenoxy)methyl] benzonitrile**

15

**[0825]** A mixture of 1'-[{1-{4-[(4-bromo-2-fluorobenzyl)oxy]phenyl}cyclopropyl}carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one (18 mg, 0.000033 mol, example 474), zinc cyanide (3.9 mg, 0.000033 mol), tetrakis(triphenylphosphine)palladium(0) (2 mg, 0.000002 mol), and tetra-*N*-butylammonium bromide (2.7 mg, 0.0000084 mol) in *N,N*-dimethylformamide (0.5 mL, 0.006 mol) was microwave irradiated at 170 °C for 5 min. After cooling, the crude product was purified with prep-hplc to afford 12.4 mg of pure product. LCMS: m/z 484.2 (M+H)<sup>+</sup>.

20

**Example 474**

**1'-[{1-{4-[1-(2-Fluorophenyl)ethoxy]phenyl}cyclopropyl}carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

25

**[0826]** This compound was prepared by using a procedure analogous to that outlined for the synthesis in example 105. LCMS: m/z 473.2 (M+H)<sup>+</sup>.

**Example 475**

30

**4-[1-(4-{1-[(3-Oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl)carbonyl]cyclopropyl}phenoxyethyl]benzonitrile**

35

**[0827]** This compound was prepared by using a procedure analogous to that outlined in example 473, using the title compound of example 300 as the benzyl bromide starting material. LCMS: m/z 480.2 (M+H)<sup>+</sup>.

35

**Example 476**

40

**1'-{1-[4-(Quinolin-2-ylmethoxy)phenyl]cyclopropyl}carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

45

**[0828]** This compound was prepared by using a procedure analogous to that outlined in steps 1-2 of example 104. LCMS: m/z 492.2 (M+H)<sup>+</sup>

**Example 477**

45

**1'-{[1-(4-Methoxyphenyl)cyclopropyl}carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

50

**[0829]** This compound was prepared by using a procedure analogous to that outlined in step B of example 95. LCMS: m/z 365.1 (M+H)<sup>+</sup>

50

**Example 478**

**6-Chloro-1'-{[1-(4-methoxyphenyl)cyclopropyl}carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

55

**[0830]** This compound was prepared by using a procedure analogous to that outlined for the synthesis in example 232. LCMS: m/z 399.4 (M+H)<sup>+</sup>

**Example 479**

5 **1'-{[1-(4-Methoxyphenyl)cyclopropyl]carbonyl}-6-(trifluoromethyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

[0831] This compound was prepared by using a procedure analogous to that outlined for the synthesis in example 222. LCMS: m/z 433.1 (M+H)<sup>+</sup>

**Example 480**

10 **1'-{[1-[4-(Cyclopentyloxy)phenyl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

15 [0832] This compound was prepared by using a procedure analogous to that outlined in steps 1-3 of example 213. LCMS: m/z 419.2 (M+H)<sup>+</sup> 441.1 (M+Na)<sup>+</sup>.

**Example 481**

19 **1'-{[1-[4-(Allyloxy)phenyl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

20 [0833] This compound was prepared by using a procedure analogous to that outlined for the synthesis in example 215. LCMS: m/z 391.3 (M+H)<sup>+</sup> 413.2 (M+Na)<sup>+</sup>.

**Example 482**

25 **1'-{[1-[4-(2-Methoxyethoxy)phenyl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

[0834] This compound was prepared by using a procedure analogous to that outlined in steps 1-3 of example 213. LCMS: m/z 409.2 (M+H)<sup>+</sup> 431.2 (M+Na)<sup>+</sup>.

**Example 483**

30 **1'-{[1-[4-(Cyclopropylmethoxy)phenyl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

35 [0835] This compound was prepared by using a procedure analogous to that outlined for the synthesis in example 215. LCMS: m/z 405.1 (M+H)<sup>+</sup> 427.1 (M+Na)<sup>+</sup>.

**Example 484**

40 **1'-{[1-(4-Methylphenyl)cyclopropyl]carbonyl}-6-(trifluoromethyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

[0836] This compound was prepared by using a procedure analogous to that outlined for the synthesis in example 222. LCMS: m/z 417.1 (M+H)<sup>+</sup>

**Example 485**

45 **1'-{[1-(4-Methylphenyl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

50 [0837] This compound was prepared by using a procedure analogous to that outlined in step B of example 95. LCMS: m/z 417.1 (M+H)<sup>+</sup>

**Example 486**

55 **1'-{[1-[4-(Trifluoromethyl)phenyl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

[0838] This compound was prepared by using a procedure analogous to that outlined in steps A & B of example 95. LCMS: m/z 403.1 (M+H)<sup>+</sup>

**Example 487****1'-{[1-(4-Vinylphenyl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

5 [0839] This compound was prepared by using a procedure analogous to that outlined for the synthesis in example 123. LCMS: m/z 361.0 (M+H)<sup>+</sup> 383.1 (M+Na)<sup>+</sup>.

**Example 488****1'-{[(1-{4-[(E)-2-Pyridin-2-ylvinyl]phenyl}cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one}**

10 [0840] This compound was prepared by using a procedure analogous to that outlined for the synthesis in example 122. LCMS: m/z 438.2 (M+H)<sup>+</sup> 460.1 (M+Na)<sup>+</sup>.

**Example 489****1'-{[1-{4-(1-Isobutyryl-1,2,3,6-tetrahydropyridin-4-yl)phenyl}cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

15 [0841] This compound was prepared by using a procedure analogous to that outlined in steps 1-5 of example 210. LCMS: m/z 486.2 (M+H)<sup>+</sup>.

**Example 490****1'-{[1-{4-(1-Acetyl)piperidin-4-yl)phenyl}cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

20 [0842] This compound was prepared by using a procedure analogous to that outlined in steps 1 and 2 of example 451 with the exception that step 1 was modified by an addition of 20 equivalent of triethylsilane during the dehydration by treatment with TFA. LCMS: m/z 460.2 (M+H)<sup>+</sup>.

**Example 491****Ethyl 4-(4-{1-[(3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl)carbonyl]cyclopropyl}phenyl)piperidine-1-carboxylate**

25 [0843] This compound was prepared by using a procedure analogous to that outlined for the synthesis in example 490. LCMS: m/z 490.2 (M+H)<sup>+</sup>.

**Example 492****1'-{[1-{4-(1-Isobutyrylpiperidin-4-yl)phenyl}cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

30 [0844] This compound was prepared by using a procedure analogous to that outlined for the synthesis in example 454, with the exception that step 1 of example 451 was modified by an addition of 20 equivalent of triethylsilane during the dehydration with TFA. LCMS: m/z 460.2 (M+H)<sup>+</sup>.

**Example 493****1'-{[1-{4-(1-Propionyl)piperidin-4-yl)phenyl}cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

35 [0845] This compound was prepared by using a procedure analogous to that outlined for the synthesis in example 492. LCMS: m/z 474.2 (M+H)<sup>+</sup>.

**Example 494**

5 **1'-[{1-{4-[1-(3-Methylbutanoyl)piperidin-4-yl]phenyl}cyclopropyl}carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

[0846] This compound was prepared by using a procedure analogous to that outlined for the synthesis in example 492. LCMS: m/z 502.3 (M+H)<sup>+</sup>.

**Example 495**

10 **1'-[{1-{4-(2-Isopropyl-1,3-thiazol-4-yl)phenyl}cyclopropyl}carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

15 [0847] This compound was prepared by using a procedure analogous to that outlined for the synthesis in example 142. LCMS: m/z 460.2 (M+H)<sup>+</sup>.

**Example 496**

20 **1'-[{1-{4-[2-(Dimethylamino)-1,3-thiazol-4-yl]phenyl}cyclopropyl}carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

[0848] This compound was prepared by using a procedure analogous to that outlined for the synthesis in example 142. LCMS: m/z 461.2 (M+H)<sup>+</sup>.

**Example 497**

25 **1'-[{1-[4-(2-Amino-1,3-thiazol-4-yl)phenyl}cyclopropyl}carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

30 [0849] This compound was prepared by using a procedure analogous to that outlined for the synthesis in example 142. LCMS: m/z 433.2 (M+H)<sup>+</sup>.

**Example 498**

35 **3-Fluoro-4-{1-[(3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl)carbonyl]cyclopropyl}benzonitrile**

[0850] This compound was prepared by using a procedure analogous to that outlined for the synthesis in example 208. LCMS: m/z 378.1 (M+H)<sup>+</sup>.

**Example 499**

40 **1'-[{1-[2-Fluoro-4-(4-methyl-1,3-thiazol-2-yl)phenyl}cyclopropyl}carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

45 [0851] Into a microwave vial was added 3-fluoro-4-{1-[(3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl)carbonyl]cyclopropyl}benzenecarbothioamide (35 mg, 0.000085 mol, prepared by subjecting the title compound in example 498 to analogous reaction conditions outlined in example 209) in ethanol (0.300 mL, 0.00514 mol) and N,N-dimethyl-formamide (0.75 mL, 0.0097 mol). To this solution was added chloroacetone (0.2 mL, 0.002 mol) and the tube was sealed and heated at 80 °C for 4 h using an oil bath. After ~3 h the mixture became homogeneous. LCMS indicated that the reaction was complete. The crude product was purified by prep-LCMS. LCMS: m/z 450.2 (M+H)<sup>+</sup>.

**Example 500**

50 **(1R)-1'-[{1-{4-[5-(Trifluoromethyl)-1,3,4-oxadiazol-2-yl]phenyl}cyclopropyl}carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

[0852] This compound was prepared by using a procedure analogous to that outlined in example 338. LCMS: m/z 471.1(M+H)<sup>+</sup>.

**Example 501**

5 **1'-(1-[4-(3-Methylisoxazol-4-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

10 **Step 1. 1-(4-ethynylphenyl)cyclopropanecarbonitrile**

[0853] A mixture of (4-ethynylphenyl)acetonitrile (1.0 g, 0.0071 mol), 1-bromo-2-chloro-ethane (1200  $\mu$ L, 0.014 mol), benzyltriethylammonium chloride (0.1 g, 0.0004 mol) and 1 ml of 50% NaOH water (w/v) was heated at 50 °C for 4 hours. The product was extracted with EtOAc and the combined organic phases were washed with water and brine successively, dried over  $\text{Na}_2\text{SO}_4$ , filtered, and concentrated in-vacuo to afford 1.1 g of the desired product, which was used in the following step without further purification.

15 **Step 2. 1-[4-(3-methylisoxazol-4-yl)phenyl]cyclopropanecarbonitrile**

[0854] To a mixture of 1-(4-ethynylphenyl)cyclopropanecarbonitrile (200 mg, 0.001 mol) acetaldoxime (71 mg, 0.0012 mol) in tetrahydrofuran (5.0 mL, 0.062 mol) was added N-chlorosuccinimide (160 mg, 0.0012 mol) in portions with stirring. After the addition was complete, triethylamine (170  $\mu$ L, 0.0012 mol) was added. The mixture was stirred at rt for 2 days. The reaction mixture was diluted with ethyl acetate and washed with water and brine successively, dried over  $\text{MgSO}_4$  and filtered. The filtrate was concentrated to afford the desired product in quantitative yield.

20 **Step 3.**

[0855] The title compound was prepared by using a procedure analogous to that outlined for the synthesis of example 212, steps 3 & 4. LCMS: m/z 416.1 ( $\text{M}+\text{H}$ )<sup>+</sup>.

**Example 502**

30 **(1R)-1'-(1-[4-(2-Pyridin-2-ylethyl)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

[0856] A mixture of (1R)-1'-(1-[4-[(E)-2-pyridin-2-ylvinyl]phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one (20 mg, 0.00004 mol, example 488), 10% Pd-C in methanol (1 mL, 0.02 mol) was stirred under a hydrogen atmosphere (balloon) for 1.5 h. The reaction mixture was then filtered and concentrated to afford the desired product. LCMS: m/z 440.2 ( $\text{M}+\text{H}$ )<sup>+</sup>; 462.2 ( $\text{M}+\text{Na}$ )<sup>+</sup>.

**Example 503**

40 **1'-(1-[2-Fluoro-4-(1H-pyrazol-1-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

[0857] This compound was prepared by using a procedure analogous to that outlined in example 126. LCMS: m/z 418.1 ( $\text{M}+\text{H}$ )<sup>+</sup>.

**Example 504**

45 **1'-(1-[2-Fluoro-4-(3-methyl-1H-pyrazol-1-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

50 [0858] This compound was prepared by using a procedure analogous to that outlined in example 126. LCMS: m/z 432.2 ( $\text{M}+\text{H}$ )<sup>+</sup>.

**Example 505**

55 **1'-(1-[4-(3-Amino-1H-pyrazol-1-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

[0859] This compound was prepared by using a procedure analogous to that outlined in example 126. LCMS: m/z

416.1 (M+H)<sup>+</sup>.

**Example 506**

**1'-(1-[4-(1H-Benzimidazol-1-yl)-2-fluorophenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

**[0860]** This compound was prepared by using a procedure analogous to that outlined in example 130. LCMS: m/z 468.2 (M+H)<sup>+</sup>.

**Example 507**

**1'-(1-[2-Fluoro-4-[2-(trifluoromethyl)-1H-benzimidazol-1-yl] phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

**[0861]** This compound was prepared by using a procedure analogous to that outlined in example 130. LCMS: m/z 468.2 (M+H)<sup>+</sup>.

**Example 508**

**1'-(1-[4-(2-Methoxy-1H-benzimidazol-1-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

**[0862]** This compound was prepared by using a procedure analogous to that outlined in example 207. LCMS: m/z 481.2 (M+H)<sup>+</sup>.

**Example 509**

**Ethyl 4-(4-{1-[(3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl)carbonyl]cyclopropyl}phenyl)piperazine-1-carboxylate**

**[0863]** This compound was prepared by using a procedure analogous to that outlined in steps 1-4 of example 163, with the exception that step 2 was replaced by the following protocol: A mixture of methyl 1-(4-bromophenyl)cyclopropanecarboxylate (0.53 g, 0.0021 mol), tert-butyl piperazine-1-carboxylate (0.42 g, 0.0023 mol), potassium phosphate (0.66 g, 0.0031 mol), tris(dibenzylideneacetone)dipalladium(0) (57.0 mg, 0.0000622 mol) and o-(dicyclohexylphosphino)biphenyl (21.8 mg, 0.0000622 mol) was degassed and then charged with nitrogen. To the mixture was added toluene (8.0 mL, 0.075 mol) and the resulting mixture was heated at 100 °C overnight. The mixture was filtered through a short silica gel pad and the solvent was removed under reduced pressure. The crude product was purified by CombiFlash eluting with hexane/EtOAc (max. EtOAc 20%). LC-MS: 361.2 (M+H)<sup>+</sup>, 305.2 (M+H-56)<sup>+</sup>

**Example 510**

**Isopropyl 4-[4-(1-[(1R)-3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl)carbonyl]cyclopropyl]phenyl)piperazine-1-carboxylate**

**[0864]** This compound was prepared by using a procedure analogous to that outlined in example 509. LCMS: m/z 505.2 (M+H)<sup>+</sup>.

**Example 511**

**(1R)-1'-(1-[4-(4-Propionylpiperazin-1-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

**[0865]** This compound was prepared by using a procedure analogous to that outlined in example 509. LCMS: m/z 475.2 (M+H)<sup>+</sup>.

**Example 512**

(1R)-1'-(1-[4-(4-Isobutyrylpiperazin-1-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

5

[0866] This compound was prepared by using a procedure analogous to that outlined in example 509. LCMS: m/z 489.2 (M+H)<sup>+</sup>.

**Example 513**

10

(1R)-1'-(1-[4-(Cyclopropylcarbonyl)piperazin-1-yl]phenyl)cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

[0867] This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 509. LCMS: m/z 487.3 (M+H)<sup>+</sup>.

**Example 514**

1'-(1-[4-(4-(Methylsulfonyl)piperazin-1-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

[0868] This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 509. LCMS: m/z 497.2 (M+H)<sup>+</sup>.

**Example 515**

1'-(1-[4-(2-Oxopyridin-1(2H)-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

[0869] This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 257. LCMS: m/z 428.2 (M+H)<sup>+</sup>.

**Example 516**

Methyl [4-(1-[(1R)-3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl]phenyl]carbamate

[0870] This compound was prepared by using a procedure analogous to a combination of steps 1-3 of example 261 and step 2 of example 263. LCMS: m/z 408.1 (M+H)<sup>+</sup>.

40

**Example 517**

N-[4-(1-[(1R)-3-Oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl]phenyl]methanesulfonamide

[0871] This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 262. LCMS: m/z 428.1 (M+H)<sup>+</sup>.

**Example 518**

50

(1R)-1'-(1-(2-Fluorophenyl)cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

[0872] This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 95. LCMS: m/z 353.1 (M+H)<sup>+</sup>.

55

**Example 519****1'-{[1-(2-Chlorophenyl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

5 [0873] This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 95. LCMS: m/z 369.5 (M+H)<sup>+</sup>.

**Example 520****1'-{[1-(2-Bromophenyl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

10 [0874] This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 95. LCMS: m/z 414.1 (M+H)<sup>+</sup>.

**Example 521****1'-{[1-[2-(Trifluoromethyl)phenyl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

15 [0875] This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 95. LCMS: m/z 403.1 (M+H)<sup>+</sup>.

**Example 522****1'-{[1-(2-Methoxyphenyl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

20 [0876] This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 95. LCMS: m/z 365.1 (M+H)<sup>+</sup>.

**Example 523****1'-{[1-(2-Methylphenyl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

25 [0877] This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 95. LCMS: m/z 349.1 (M+H)<sup>+</sup>.

**Example 524****(1R)-1'-{[1-(2,3-Difluorophenyl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

30 [0878] This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 95. LCMS: m/z 371.1 (M+H)<sup>+</sup>.

**Example 525****1'-{[1-(2-Chloro-6-fluorophenyl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

35 [0879] This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 95. LCMS: m/z 387.4 (M+H)<sup>+</sup>.

**Example 526****1'-{[1-(1-Naphthyl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

40 [0880] This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 95. LCMS: m/z 385.1 (M+H)<sup>+</sup>.

**Example 527**

1'-{[1-(2-Fluorophenyl)cyclopropyl]carbonyl}-6-(trifluoromethyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

5

[0881] This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 222. LCMS: m/z 421.1 (M+H)<sup>+</sup>.

**Example 528**

10

6-Chloro-1'-{[1-(4-methylphenyl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

[0882] This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 232. LCMS: m/z 383.5 (M+H)<sup>+</sup>.

15

**Example 529**

20

6-Chloro-1'-{[1-[4-(trifluoromethyl)phenyl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

[0883] This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 232. LCMS: m/z 436.3 (M+H)<sup>+</sup>.

**Example 530**

25

6-Chloro-1'-{[1-(2,4-difluorophenyl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

[0884] This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 232. LCMS: m/z 404.3 (M+H)<sup>+</sup>.

30

**Example 531**

35

6-Chloro-1'-{[1-[3-(difluoromethoxy)phenyl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

[0885] This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 95. LCMS: m/z 435.4 (M+H)<sup>+</sup>.

**Example 532**

40

1'-{[1-(2,4-Dichlorophenyl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

Step 1. 1-{[1-(2,4-dichlorophenyl)cyclopropyl]carbonyl}pyrrolidin-3-ol

45

[0886] To a solution of 3-pyrrolidinol (0.861 mL, 0.0106 mol) in N,N-dimethylformamide (5 mL, 0.06 mol) were added 1-(2,4-dichlorophenyl)cyclopropanecarboxylic acid and BOP. After the mixture was stirred for 3 min, DIEA was added. After the reaction mixture was stirred for 3 h, the solution was diluted with AcOEt, washed with sat'd. NaHCO<sub>3</sub> aq. (x 3), water and brine successively, dried with MgSO<sub>4</sub>, and concentrated in-vacuo.

50

Step 2. 1-{[1-(2,4-dichlorophenyl)cyclopropyl]carbonyl}pyrrolidin-3-one

[0887] To a solutin of 1-{[1-(2,4-dichlorophenyl)cyclopropyl]carbonyl}pyrrolidin-3-ol (3.05 g, 0.0102 mol) in acetone (50 mL, 0.7 mol) was added Jone's oxidant in water (8.00 M, 2.54 mL) at 0 degrees celsius and the resulting solution was stirred at rt for 1 hour. The mixture was filetered through celite and the filtrate was concentrated. The resulting residue was dissolved in AcOEt, washed with water and brine successively, dried with MgSO<sub>4</sub>, and concentrated in-vacuo. The crude product was purified by CombiFlash eluting with 40% AcOEt in hexanes.

Step 3.

**[0888]** To a solution of 2,2,6,6-tetramethyl- piperidine, (1.18 mL, 0.00700 mol) in tetrahydrofuran (30 mL, 0.4 mol) at -78 °C was added n-butyllithium in hexane (2.5 M, 3.7 mL). After stirring for 15 min., a suspension of niacin (0.287 g, 0.00233 mol) in THF was added and the mixture was stirred at - 78 °C for 10 min. The reaction mixture was then warmed to -55 °C for 60 min. A solution of 1-{[1-(2,4-dichlorophenyl)cyclopropyl]carbonyl} pyrrolidin-3-one (580 mg, 0.0019 mol) in THF (2 mL) was added to the above mixture and stirring was continued at -55 degrees celsius for 20 min. The reaction mixture was then allowed to warm to rt for 1 h and then acidified (pH ~1) using 6M HCl aq. solution. The reaction mixture was stirred at rt overnight and then neutralized (pH ~ 7). The product from the mixture was extracted with AcOEt. The organic extract was washed with brine, dried with MgSO<sub>4</sub>, and concentrated in-vauo. The crude product was purified by CombiFlash followed by separation of the enantiomers using a chrial column. LCMS: m/z 402.0 & 404.0 (M+H)<sup>+</sup>.

**Example 533**

**1'-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-4-methoxy-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

**[0889]** This compound was prepared by using a procedure analogous to that outlined in steps 1-3 of example 227. LCMS: m/z 399.4 (M+H)<sup>+</sup>.

**Example 534**

**1'-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-4-hydroxy-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

**[0890]** This compound was prepared by using a procedure analogous to that outlined in steps 1-3 of example 227. LCMS: m/z 385.4 (M+H)<sup>+</sup>.

**Example 535**

**6-Chloro-1'-{[1-(3,4-dichlorophenyl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

**[0891]** This compound was prepared by using a procedure analogous to that outlined in steps 1-2 of example 232. LCMS: m/z 438.4 (M+H)<sup>+</sup>.

**Example 536**

**1'-{[1-(4-Chloro-2-fluorophenyl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

**[0892]** This compound was prepared by using a procedure analogous to that outlined in steps 1-2 of example 95. LCMS: m/z 387.0(M+H)<sup>+</sup> 409.0(M+Na)<sup>+</sup>..

**Example 537**

**6-Chloro-1'-{[1-(2,4-difluorophenyl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

**[0893]** This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 232. LCMS: m/z 405.0(M+H)<sup>+</sup>.

**Example 538**

**1'-{[1-(2-Chloro-4-fluorophenyl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

**[0894]** This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 95. LCMS: m/z 387.3(M+H)<sup>+</sup>.

**Example 539****1'-{[1-(2,4-Difluorophenyl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

5 [0895] This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 95. LCMS: m/z 371.1 (M+H)<sup>+</sup>.

**Example 540****1'-{[1-[4-(Methylthio)phenyl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

10 [0896] This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 95. LCMS: m/z 381.2 (M+H)<sup>+</sup> 403.2 (M+Na)<sup>+</sup>.

**Example 541****1'-{[1-{4-[(Trifluoromethyl)thio]phenyl}cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

15 [0897] This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 95. LCMS: m/z 435.0 (M+H)<sup>+</sup> 437.0 (M+Na)<sup>+</sup>.

**Example 542****(1R)-1'-{[1-(4-Chlorophenyl)cyclopentyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

20 [0898] This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 4. LCMS: m/z 396.5 (M+H)<sup>+</sup>.

**Example 543****1-{[1-(4-Chlorophenyl)cyclohexyl]carbonyl}azepane**

25 [0899] This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 4. LCMS: m/z 320.1 (M+H)<sup>+</sup>.

**Example 544****Methyl 4-[5-(1-{[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)pyridin-2-yl]piperazine-1-carboxylate**

30 [0900] This compound was prepared by using a procedure analogous to that outlined for the synthesis of example 410. LCMS: m/z 477.2 (M+H)<sup>+</sup>.

**Example 545****N,N-Dimethyl-4-[4-(1-{[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)phenyl]piperazine-1-carboxamide**

35 [0901] This compound was prepared by using a procedure analogous to that described for the synthesis of example 421. LCMS: m/z 489.3 (M+H)<sup>+</sup>.

**Example 546****Methyl 4-[3-fluoro-4-(1-{[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)phenyl]piperazine-1-carboxylate**

40 [0902] This compound was prepared by using a procedure analogous to that described for the synthesis of example

421. LCMS: m/z 494.3 (M+H)<sup>+</sup>.

**Example 547**

**(1R)-1'-(1-[2-Fluoro-4-(4-propionylpiperazin-1-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

**[0903]** This compound was prepared by using a procedure analogous to that described for the synthesis of example 421. LCMS: m/z 492.3 (M+H)<sup>+</sup>.

**Example 548**

**(1R)-1'-(1-[2-Fluoro-4-(4-isobutyrylpiperazin-1-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

**[0904]** This compound was prepared by using a procedure analogous to that described for the synthesis of example 421. LCMS: m/z 506.2 (M+H)<sup>+</sup>.

**Example 549**

**(1R)-1'-(1-[4-(Cyclopropylcarbonyl)piperazin-1-yl]-2-fluorophenyl)cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

**[0905]** This compound was prepared by using a procedure analogous to that described for the synthesis of example 421. LCMS: m/z 504.2 (M+H)<sup>+</sup>.

**Example 550**

**(1R)-1'-(1-[4-(4-Acetyl)piperazin-1-yl]-2-fluorophenyl)cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

**[0906]** This compound was prepared by using a procedure analogous to that described for the synthesis of example 421. LCMS: m/z 478.3 (M+H)<sup>+</sup>.

**Example 551**

**4-[3-Fluoro-4-(1-[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl]phenyl]-N,N-dimethylpiperazine-1-carboxamide**

**[0907]** This compound was prepared by using a procedure analogous to that described for the synthesis of example 421. LCMS: m/z 507.3 (M+H)<sup>+</sup>.

**Example 552**

**(1R)-1'-(1-[4-(4-Hydroxypiperidin-1-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

**[0908]** This compound was prepared by using a procedure analogous to that described for the synthesis of example 420. LCMS: m/z 433.2 (M+H)<sup>+</sup>.

**Example 553**

**N,N-Dimethyl-1-[4-(1-[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl]phenyl)piperidine-4-carboxamide**

*Step 1. 1-[(Benzyl)oxy]piperidine-4-carboxylic acid*

**[0909]** Sodium carbonate (1.59 g, 0.0150 mol) was added to a solution of piperidine-4-carboxylic acid (0.970 g, 0.00751

mol) in water (15 mL). After the solid was dissolved, benzyl chloroformate (1.54 g, 0.00901 mol) was added dropwise. The mixture was stirred at rt for 3 h. The mixture was carefully acidified (pH = 4) with 2N HCl, and then was extracted with DCM (4x10 mL). The combined organic layer was dried over  $\text{Na}_2\text{SO}_4$ , filtered, and concentrated under reduced pressure to give the desired product.

5

*Step 2. benzyl 4-[(dimethylamino)carbonyl]piperidine-1-carboxylate*

[0910] Benzotriazol-1-yloxytris(dimethylamino)phosphonium hexafluorophosphate (0.442 g, 0.00100 mol) was added to a solution of 1-[(benzyloxy)carbonyl]piperidine-4-carboxylic acid (0.263 g, 0.00100 mol) in methylene chloride (3.00 mL, 0.0468 mol), followed by 4-methylmorpholine (0.440 mL, 0.00400 mol) and dimethylamine in tetrahydrofuran (2.00 M, 0.750 mL). The mixture was stirred at rt for 1 h and was diluted with ethyl acetate (20 mL). The solution was washed with  $\text{NaHCO}_3$  (7.5%, 3x5 mL) and with brine (5 mL) successively. The organic layer was dried over  $\text{Na}_2\text{SO}_4$ , filtered, and concentrated under reduced pressure. The residue was purified by CombiFlash eluting with ethyl acetate/heaxane to give the desired product.

15

*Step 3. N,N-dimethylpiperidine-4-carboxamide*

[0911] Palladium (10.0 mg, 9.40E-6 mol) was added to a solution of benzyl 4-[(dimethylamino)carbonyl]piperidine-1-carboxylate (190.0 mg, 0.0006544 mol) in methanol (5.0 mL, 0.12 mol) under nitrogen. The mixture was hydrogenised with a balloon filled with hydrogen for 3 h. The mixture was filtered and the filtrate was concentrated to give the desired product.

20

*Step 4. N,N-Dimethyl-1-[4-(1-[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl]phenyl]piperidine-4-carboxamide*

25

[0912] The title compound was prepared by using a procedure analogous to that described for the synthesis of example 420. LCMS: m/z 488.2 ( $\text{M}+\text{H}$ )<sup>+</sup>.

30

**Example 554**  
**Methyl 4-[4-(1-[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl]phenyl]piperidine-1-carboxylate**

[0913] This compound was prepared by using a procedure analogous to that described for the synthesis of example 490. LCMS: m/z 475.1 ( $\text{M}+\text{H}$ )<sup>+</sup>.

35

**Example 555**

**Ethyl 4-[4-(1-[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl]phenyl]piperidine-1-carboxylate**

[0914] This compound was prepared by using a procedure analogous to that described for the synthesis of example 490. LCMS: m/z 489.1 ( $\text{M}+\text{H}$ )<sup>+</sup>.

40

**Example 556**

**(1R)-1'-({1-[4-(1-Acetyl)piperidin-4-yl]phenyl}cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

45

[0915] This compound was prepared by using a procedure analogous to that described for the synthesis of example 490. LCMS: m/z 459.2 ( $\text{M}+\text{H}$ )<sup>+</sup>.

50

**Example 557**

**(1R)-1'-({1-[4-(1-Isobutyryl)piperidin-4-yl]phenyl}cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

[0916] This compound was prepared by using a procedure analogous to that described for the synthesis of example

492. LCMS: m/z 487.2 (M+H)<sup>+</sup>.

**Example 558**

5 **(1R)-1'-(1-[4-(1-Propionylpiperidin-4-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

[0917] This compound was prepared by using a procedure analogous to that described for the synthesis of example 490. LCMS: m/z 472.2 (M+H)<sup>+</sup>.

10 **Example 559**

15 **(1R)-1'-(1-[4-(1-(3-Methylbutanoyl)piperidin-4-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

20 [0918] This compound was prepared by using a procedure analogous to that described for the synthesis of example 492. LCMS: m/z 500.3 (M+H)<sup>+</sup>.

25 **Example 560**

20 **(1R)-1'-(1-[4-(1-Acetyl)piperidin-4-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

25 [0919] This compound was prepared by using a procedure analogous to that described for the synthesis of example 490. LCMS: m/z 460.2 (M+H)<sup>+</sup>.

30 **Example 561**

30 **(1R)-1'-(1-[4-(1-Isobutyrylpiperidin-4-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

35 [0920] This compound was prepared by using a procedure analogous to that described for the synthesis of example 492. LCMS: m/z 488.2 (M+H)<sup>+</sup>.

35 **Example 562**

40 **(1R)-1'-(1-[4-(1-Propionyl)piperidin-4-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

45 [0921] This compound was prepared by using a procedure analogous to that described for the synthesis of example 492. LCMS: m/z 474.2 (M+H)<sup>+</sup>.

50 **Example 563**

45 **(1R)-1'-(1-[4-(1-(3-Methylbutanoyl)piperidin-4-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

50 [0922] This compound was prepared by using a procedure analogous to that described for the synthesis of example 492. LCMS: m/z 502.2 (M+H)<sup>+</sup>.

55 **Example 564**

55 Methyl 4-[4-(1-[[1R)-3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl)piperidine-1-carboxylate

55 [0923] This compound was prepared by using a procedure analogous to that described for the synthesis of example 490. LCMS: m/z 476.2 (M+H)<sup>+</sup>.

**Example 565**

[0924] **Ethyl 4-[4-(1-[(1R)-3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl]phenyl]piperidine-1-carboxylate** This compound was prepared by using a procedure analogous to that described for the synthesis of example 490. LCMS: m/z 489.3 (M+H)<sup>+</sup>.

**Example 566**

**Isopropyl 4-[4-(1-[(1R)-3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]piperidine-1-carboxylate**

[0925] This compound was prepared by using a procedure analogous to that described for the synthesis of example 490. LCMS: m/z 504.3 (M+H)<sup>+</sup>.

**Example 567**

**Methyl 4-hydroxy-4-[4-(1-[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl]phenyl]piperidine-1-carboxylate**

[0926] This compound was prepared by using a procedure analogous to that described in steps 1-5 of example 210, with the exception that the TFA mediated dehydration in step 4 was omitted. LCMS: m/z 491.2 (M+H)<sup>+</sup>.

**Example 568**

**Ethyl 4-hydroxy-4-[4-(1-[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl]phenyl]piperidine-1-carboxylate**

[0927] This compound was prepared by using a procedure analogous to that described in steps 1-5 of example 210, with the exception that the TFA mediated dehydration in step 4 was omitted. LCMS: m/z 505.3 (M+H)<sup>+</sup>.

**Example 569**

**Methyl 4-(5-{1-[(3-pyridin-3-yl)pyrrolidin-1-yl]carbonyl}cyclopropyl)pyridin-2-yl)piperazine-1-carboxylate**

[0928] This compound was prepared by using a procedure analogous to that described in steps 1-4 of example 163. LCMS: m/z 436.2 (M+H)<sup>+</sup>.

**Example 570**

**Ethyl 4-(5-{1-[(3-pyridin-3-yl)pyrrolidin-1-yl]carbonyl}cyclopropyl)pyridin-2-yl)piperazine-1-carboxylate**

[0929] This compound was prepared by using a procedure analogous to that described in steps 1-4 of example 163. LCMS: m/z 449.2 (M+H)<sup>+</sup>.

**Example 571**

**1-Acetyl-4-(5-{1-[(3-pyridin-3-yl)pyrrolidin-1-yl]carbonyl}cyclopropyl)pyridin-2-yl)piperazine.**

[0930] This compound was prepared by using a procedure analogous to that described in steps 1-4 of example 163. LCMS: m/z 420.2 (M+H)<sup>+</sup>.

**Example 572**

**1-Isobutyryl-4-(5-{1-[(3-pyridin-3-yl)pyrrolidin-1-yl]carbonyl}cyclopropyl)pyridin-2-yl)piperazine**

[0931] This compound was prepared by using a procedure analogous to that described for the synthesis of example 321. LCMS: m/z 448.3 (M+H)<sup>+</sup>.

**Example 573****1-(Cyclopropylcarbonyl)-4-(5-{1-[3-pyridin-3-ylpyrrolidin-1-yl]carbonyl}cyclopropyl) pyridin-2-yl)piperazine**

5 [0932] This compound was prepared by using a procedure analogous to that described for the synthesis of example 321. LCMS: m/z 446.3 (M+H)<sup>+</sup>.

**Example 574****Isopropyl 4-[4-(1-[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl]phenyl]piperazine-1-carboxylate**

10 [0933] This compound was prepared by using a procedure analogous to that described for the synthesis of example 421. LCMS: m/z 504.3 (M+H)<sup>+</sup>.

**Example 575****(1R)-1'-(1-{4-[6-(Pyrrolidin-1-ylcarbonyl)pyridin-3-yl] phenyl}cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

15 [0934] This compound was prepared by using a procedure analogous to that described for the synthesis of example 250. LCMS: m/z 508.2 (M+H)<sup>+</sup>.

**Example 576****N-Ethyl-N-methyl-5-[4-(1-[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl]phenyl] pyridine-2-carboxamide**

20 [0935] This compound was prepared by using a procedure analogous to that described for the synthesis of example 250. LCMS: m/z 496.6 (M+H)<sup>+</sup>.

**Example 577****N,N-Diethyl-5-[4-(1-[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl]phenyl]pyridine-2-carboxamide**

25 [0936] This compound was prepared by using a procedure analogous to that described for the synthesis of example 250. LCMS: m/z 510.2 (M+H)<sup>+</sup>.

**Example 578****tert-Butyl {4-[5-(1-[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl]pyridin-2-yl}phenyl}carbamate**

30 [0937] This compound was prepared by using a procedure analogous to that described for the synthesis of example 173. LCMS: m/z 526.2 (M+H)<sup>+</sup>.

**Example 579****N,N-Dimethyl-1-[5-(1-[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl]pyridin-2-yl]piperidine-4-carboxamide**

35 [0938] This compound was prepared by using a procedure analogous to that described for the synthesis of example 163, steps 1-3. LCMS: m/z 526.2 (M+H)<sup>+</sup>.

**Example 580**

(1R)-1'-{[1-(6-Piperidin-1-ylpyridin-3-yl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

5

[0939] This compound was prepared by using a procedure analogous to that described for the synthesis of example 163, steps 1-3. LCMS: m/z 419.2 (M+H)<sup>+</sup>.

**Example 581**

10

(1R)-1'-{[1-[2-Fluoro-4-(2-oxopyrrolidin-1-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one

[0940] This compound was prepared by using a procedure analogous to that described for the synthesis of example 257. LCMS: m/z 435.2 (M+H)<sup>+</sup>; 457.1 (M+Na)<sup>+</sup>.

**Example 582**

20

(1R)-1'-{[1-[2-Fluoro-4-(2-oxo-1,3-oxazolidin-3-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

[0941] This compound was prepared by using a procedure analogous to that described for the synthesis of example 257. LCMS: m/z 438.1 (M+H)<sup>+</sup>.

25

**Example 583**

(1R)-1'-{[1-[4-(2-Oxoazetidin-1-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one

[0942] This compound was prepared by using a procedure analogous to that described for the synthesis of example 257. LCMS: m/z 403.2 (M+H)<sup>+</sup>.

**Example 584**

(1R)-1'-{[1-[2-Fluoro-4-(2-oxoazetidin-1-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one

[0943] This compound was prepared by using a procedure analogous to that described for the synthesis of example 257. LCMS: m/z 421.1 (M+H)<sup>+</sup>.

40

**Example 585**

1'-{[1-[4-(2-Oxoazetidin-1-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

[0944] This compound was prepared by using a procedure analogous to that described for the synthesis of example 257. LCMS: m/z 404.2 (M+H)<sup>+</sup>.

**Example 586**

(1R)-1'-{[1-[2-Fluoro-4-(2-oxoazetidin-1-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

[0945] This compound was prepared by using a procedure analogous to that described for the synthesis of example 257. LCMS: m/z 422.2 (M+H)<sup>+</sup>.

55

**Example 587**

Propyl 4-[5-(1-{[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)pyridin-2-yl]piperazine-1-carboxylate

[0946] This compound was prepared by using a procedure analogous to that described for the synthesis of example 410. LCMS: m/z 505.2 (M+H)<sup>+</sup>.

**Example 588**

Isobutyl 4-[5-(1-{[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)pyridin-2-yl]piperazine-1-carboxylate

[0947] This compound was prepared by using a procedure analogous to that described for the synthesis of example 410. LCMS: m/z 519.3 (M+H)<sup>+</sup>.

**Example 589**

Isopropyl 4-[5-(1-{[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)pyridin-2-yl]piperazine-1-carboxylate

[0948] This compound was prepared by using a procedure analogous to that described for the synthesis of example 410. LCMS: m/z 505.3 (M+H)<sup>+</sup>.

**Example 590**

Ethyl 4-[4-(1-{[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)phenyl]piperazine-1-carboxylate

[0949] This compound was prepared by using a procedure analogous to that described for the synthesis of example 421. LCMS: m/z 490.3 (M+H)<sup>+</sup>.

**Example 591**

Propyl 4-[4-(1-{[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)phenyl]piperazine-1-carboxylate

[0950] This compound was prepared by using a procedure analogous to that described for the synthesis of example 421. LCMS: m/z 504.3 (M+H)<sup>+</sup>.

**Example 592**

Isobutyl 4-[4-(1-{[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)phenyl]piperazine-1-carboxylate

[0951] This compound was prepared by using a procedure analogous to that described for the synthesis of example 421. LCMS: m/z 518.3 (M+H)<sup>+</sup>.

**Example 593**

(1R)-1'-(1-4-(Cyclopropylacetyl)piperazin-1-yl)phenyl]cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one

[0952] This compound was prepared by using a procedure analogous to that described in step 1 of example 421, followed by the BOP mediated coupling that was outlined in example 414. LCMS: m/z 500.3 (M+H)<sup>+</sup>.

**Example 594**

(1R)-1'-[{(1-{4-(Cyclopropylacetyl)piperazin-1-yl}-2-fluorophenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one

5

[0953] This compound was prepared by using a procedure analogous to that described in step 1 of example 421, followed by the BOP mediated coupling that was outlined in example 414. LCMS: m/z 518.2 (M+H)<sup>+</sup>.

**Example 595**

10

(1R)-1'-[{(1-{4-(3-Methylbutanoyl)piperazin-1-yl}phenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one

15

[0954] This compound was prepared by using a procedure that was analogous to that described in step 1 of example 421, followed by the BOP mediated coupling that was outlined in example 414. LCMS: m/z 502.3 (M+H)<sup>+</sup>.

**Example 596**

20

(1R)-1'-[{(1-{2-Fluoro-4-[4-(3-methylbutanoyl)piperazin-1-yl]phenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one

[0955] This compound was prepared by using a procedure analogous to that described in step 1 of example 421, followed by the BOP mediated coupling that was outlined in example 414. LCMS: m/z 520.3 (M+H)<sup>+</sup>.

25

**Example 597**

(1R)-1'-[{(1-{4-[4-(Tetrahydro-2H-pyran-4-ylcarbonyl)piperazin-1-yl]phenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one

30

[0956] This compound was prepared by using a procedure analogous to that described in step 1 of example 421, followed by the BOP mediated coupling that was outlined in example 414. LCMS: m/z 530.3 (M+H)<sup>+</sup>.

**Example 598**

35

Ethyl 4-[3-fluoro-4-(1-{{(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl}carbonyl}cyclopropyl)phenyl]piperazine-1-carboxylate

[0957] This compound was prepared by using a procedure analogous to that described in steps 1-2 of example 421. LCMS: m/z 508.3 (M+H)<sup>+</sup>.

40

**Example 599**

Propyl 4-[3-fluoro-4-(1-{{(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl}carbonyl}cyclopropyl)phenyl]piperazine-1-carboxylate

45

[0958] This compound was prepared by using a procedure analogous to that described in steps 1 & 2 of example 421. LCMS: m/z 522.3 (M+H)<sup>+</sup>.

**Example 600**

50

4-[3-Fluoro-4-(1-{{(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl}carbonyl}cyclopropyl)phenyl]-N-methylpiperazine-1-carboxamide

55

[0959] This compound was prepared by using a procedure analogous to that described in steps 1 & 2 of example 421. LCMS: m/z 493.1 (M+H)<sup>+</sup>.

**Example 601**

(1R)-1'-[{(1-{2-Fluoro-4-[4-(3-methylbutanoyl)piperazin-1-yl]phenyl}cyclopropyl) carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one

[0960] This compound was prepared by using a procedure analogous to that described in step 1 of example 421, followed by the BOP mediated coupling that was outlined in example 414. LCMS: m/z 520.3 (M+H)<sup>+</sup>.

**Example 602**

(1R)-1'-[{(1-{4-[4-(Cyclopropylacetyl)piperazin-1-yl]-2-fluorophenyl}cyclopropyl) carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one

[0961] This compound was prepared by using a procedure analogous to that described in step 1 of example 421, followed by the BOP mediated coupling that was outlined in example 414. LCMS: m/z 518.2 (M+H)<sup>+</sup>.

**Example 603**

Methyl 4-[3-fluoro-4-(1-{{(1R)-3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)phenyl]piperazine-1-carboxylate

[0962] This compound was prepared by using a procedure analogous to that described in steps 1 & 2 of example 421. LCMS: m/z 495.2 (M+H)<sup>+</sup>.

**Example 604**

Ethyl 4-[3-fluoro-4-(1-{{(1R)-3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)phenyl]piperazine-1-carboxylate

[0963] This compound was prepared by using a procedure analogous to that described in steps 1 & 2 of example 421. LCMS: m/z 509.2 (M+H)<sup>+</sup>.

**Example 605**

Propyl 4-[3-fluoro-4-(1-{{(1R)-3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)phenyl]piperazine-1-carboxylate

[0964] This compound was prepared by using a procedure analogous to that described in steps 1 & 2 of example 421. LCMS: m/z 522.2 (M+H)<sup>+</sup>.

**Example 606**

i-Propyl 4-[3-fluoro-4-(1-{{(1R)-3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)phenyl]piperazine-1-carboxylate

[0965] This compound was prepared by using a procedure analogous to that described in steps 1 & 2 of example 421. LCMS: m/z 522.2 (M+H)<sup>+</sup>.

**Example 607**

i-Butyl 4-[3-fluoro-4-(1-{{(1R)-3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)phenyl]piperazine-1-carboxylate

[0966] This compound was prepared by using a procedure analogous to that described in steps 1 & 2 of example 421. LCMS: m/z 537.1 (M+H)<sup>+</sup>.

**Example 608**

(1R)-1'-[{(1-{4-(Cyclopropylcarbonyl)piperazine-1-yl]-2-fluorophenyl}cyclopropyl) carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

[0967] This compound was prepared by using a procedure analogous to that described in step 1 of example 421, followed by the BOP mediated coupling that was outlined in example 414. LCMS: m/z 504.3 (M+H)<sup>+</sup>.

**Example 609**

(1R)-1'-[{(1-{2-Fluoro-4-[4-(3-methylbutanoyl)piperazin-1-yl]phenyl}cyclopropyl) carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

[0968] This compound was prepared by using a procedure analogous to that described in step 1 of example 421, followed by the BOP mediated coupling that was outlined in example 414. LCMS: m/z 521.3 (M+H)<sup>+</sup>.

**Example 610**

N,N-Dimethyl-5-[4-(1-{[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)phenyl]pyridine-2-carboxamide

[0969] This compound was prepared by using a procedure analogous to that described in steps 1 & 2 of example 250. LCMS: m/z 482.2 (M+H)<sup>+</sup>.

**Example 611**

N-Ethyl-5-[4-(1-{[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)phenyl]pyridine-2-carboxamide

[0970] This compound was prepared by using a procedure analogous to that described in steps 1 & 2 of example 250. LCMS: m/z 482.2 (M+H)<sup>+</sup>.

**Example 612**

N-Isopropyl-5-[4-(1-{[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)phenyl]pyridine-2-carboxamide

[0971] This compound was prepared by using a procedure analogous to that described in steps 1 & 2 of example 250. LCMS: m/z 496.2 (M+H)<sup>+</sup>.

**Example 613**

5-[3-Fluoro-4-(1-{[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)phenyl]-N-methylpyridine-2-carboxamide

[0972] This compound was prepared by using a procedure analogous to that described in steps 1 & 2 of example 250. LCMS: m/z 486.2 (M+H)<sup>+</sup>.

**Example 614**

5-[3-Fluoro-4-(1-{[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)phenyl]-N-ethylpyridine-2-carboxamide

[0973] This compound was prepared by using a procedure analogous to that described in steps 1 & 2 of example 250. LCMS: m/z 500.2 (M+H)<sup>+</sup>.

**Example 615**

**5-[3-Fluoro-4-(1-{[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)phenyl]-N-i-propylpyridine-2-carboxamide**

[0974] This compound was prepared by using a procedure analogous to that described in steps 1 & 2 of example 250. LCMS: m/z 514.2 (M+H)<sup>+</sup>.

**Example 616**

**5-[3-Fluoro-4-(1-{[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)phenyl]-N,N-dimethylpyridine-2-carboxamide**

[0975] This compound was prepared by using a procedure analogous to that described in steps 1 & 2 of example 250. LCMS: m/z 500.2 (M+H)<sup>+</sup>.

**Example 617**

**5-[3-Fluoro-4-(1-{[(1R)-3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)phenyl]-N-methylpyridine-2-carboxamide**

[0976] This compound was prepared by using a procedure analogous to that described in steps 1 & 2 of example 250. LCMS: m/z 487.2 (M+H)<sup>+</sup>.

**Example 618**

**N-Ethyl-5-[3-fluoro-4-(1-{[(1R)-3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)phenyl]pyridine-2-carboxamide**

[0977] This compound was prepared by using a procedure analogous to that described in steps 1 & 2 of example 250. LCMS: m/z 501.2 (M+H)<sup>+</sup>.

**Example 619**

**5-[3-Fluoro-4-(1-{[(1R)-3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)phenyl]-N-isopropylpyridine-2-carboxamide**

[0978] This compound was prepared by using a procedure analogous to that described in steps 1 & 2 of example 250. LCMS: m/z 515.2 (M+H)<sup>+</sup>.

**Example 620**

**5-[3-Fluoro-4-(1-{[(1R)-3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)phenyl]-N,N-dimethylpyridine-2-carboxamide**

[0979] This compound was prepared by using a procedure analogous to that described in steps 1 & 2 of example 250. LCMS: m/z 501.2 (M+H)<sup>+</sup>.

**Example 621**

**6-[3-Fluoro-4-(1-{[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)phenyl]-N-methylnicotinamide**

[0980] This compound was prepared by using a procedure analogous to that described in steps 1 & 2 of example 250. LCMS: m/z 486.1 (M+H)<sup>+</sup>.

**Example 622**

6-[3-Fluoro-4-(1-[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl]phenyl-N,N-dimethylnicotinamide

[0981] This compound was prepared by using a procedure analogous to that described in steps 1 & 2 of example 250. LCMS: m/z 500.2 (M+H)<sup>+</sup>.

**Example 623**

N-Methyl-6-[4-(1-[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl]phenyl]nicotinamide

[0982] This compound was prepared by using a procedure analogous to that described in steps 1 & 2 of example 250. LCMS: m/z 468.2 (M+H)<sup>+</sup>.

**Example 624**

N,N-di-Methyl-6-[4-(1-[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl]phenyl]nicotinamide

[0983] This compound was prepared by using a procedure analogous to that described in steps 1 & 2 of example 250. LCMS: m/z 482.2 (M+H)<sup>+</sup>.

**Example 625**

(1R)-1'-(1-[4-(1-Isobutryl-1,2,3,6-tetrahydropyridin-4-yl)phenyl]cyclopropyl) carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one

[0984] This compound was prepared by using a procedure that was analogous to that described for the synthesis of example 454. LCMS: m/z 485.3 (M+H)<sup>+</sup>.

**Example 626**

(1R)-1'-(1-[4-(1-Propionyl-1,2,3,6-tetrahydropyridin-4-yl)phenyl]cyclopropyl) carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one

[0985] This compound was prepared by using a procedure that was analogous to that described for the synthesis of example 454. LCMS: m/z 471.3 (M+H)<sup>+</sup>.

**Example 627**

(1R)-1'-(1-[3-Fluoro-4-(3-methyl-1H-pyrazol-1-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one

[0986] This compound was prepared by using a procedure that was analogous to that described for the synthesis of example 94. LCMS: m/z 433.1 (M+H)<sup>+</sup>.

**Example 628**

Methyl 4-(4-[(1-[(4,4-dimethyl-2-oxo-1-oxa-7-azaspiro[4.4]non-7-yl)carbonyl] cyclopropyl)-3-fluorophenyl)piperazine-1-carboxylate

Step 1. *tert*-butyl 3-(1,1-dimethylprop-2-en-1-yl)-3-hydroxypyrrolidine-1-carboxylate

[0987] To a suspension of *tert*-butyl 3-oxopyrrolidine-1-carboxylate (2.40 g, 0.0130 mol), 4-bromo-2-methyl-2-butene (3.00 mL, 0.0260 mol) in 15.0 mL sat'd. ammonium chloride and tetrahydrofuran (3.00 mL, 0.0370 mol) was added zinc (1.70 g, 0.0260 mol) at rt. Soon after stirring was started, gas and heat were released. After 30 to 45 min., the resulting

light grey mixture was filtered through celite. The filtration was extracted with EtOAc. The organic layers were combined, washed with brine, dried (NaSO<sub>4</sub>) and concentrated in-vacuo. The residue was purified on silica gel, eluting with 0 to 40% EtOAc in hexane, to give the desired product. LCMS (M+Na) 278.2.

5 **Step 2. *tert*-butyl 4,4-dimethyl-2-oxo-1-oxa-7-azaspiro[4.4]nonane-7-carboxylate**

**[0988]** To a solution of borane-dimethyl sulfide complex (0.409 mL, 0.00460 mol) in methylene chloride (6.00 mL, 0.0936 mol) was slowly added a solution of *tert*-butyl 3-(1,1-dimethylprop-2-en-1-yl)-3-hydroxypyrrolidine-1-carboxylate (3.20 g, 0.0125 mol) in methylene chloride (6.00 mL, 0.0936 mol) with stirring at rt. After 2h, the reaction mixture was slowly added to a solution of chromium(VI) oxide (7.52 g, 0.0752 mol) in acetic acid (45.00 mL, 0.7915 mol), and water (5.00 mL, 0.278 mol) at 5 °C. After stirring the reaction mixture at rt for 12h, water (60 mL) and methylene chloride (30 mL) were added. The organic layer was separated and the aqueous layer was further extracted with methylene chloride (2x 30 mL). The organic layers were combined, washed with brine (2 x 30 mL), dried and concentrated. The residue was purified on silica gel, eluting with 0 to 50% EtOAc in hexane, to give the product. LCMS (M+Na) 292.2.

15 **Step 3. 4,4-dimethyl-1-oxa-7-azaspiro[4.4]nonan-2-one hydrochloride**

**[0989]** *tert*-Butyl 4,4-dimethyl-2-oxo-1-oxa-7-azaspiro[4.4]nonane-7-carboxylate (0.20 g, 0.00074 mol) was treated with hydrogen chloride in 1,4-dioxane (4.00 M, 5.00 mL) at rt for 2h. The volatiles were removed in-vacuo and the resultant HCl salt was used directly in the next step without further purification. LCMS (M+H) 170.2.

20 **Step 4. 1-(4-bromo-2-fluorophenyl)cyclopropanecarboxylic acid**

**[0990]** This compound was prepared by using a procedure analogous to that described in step 1 of example 238. NMR analysis confirmed the formation of the desired product, which was used in the next step without further purification.

25 **Step 5. *tert*-butyl 4-(4-{1-[(4,4-dimethyl-2-oxo-1-oxa-7-azaspiro[4.4]non-7-yl)carbonyl]cyclopropyl}-3-fluorophenyl)piperazine-1-carboxylate**

30 **[0991]** To a mixture of 4,4-dimethyl-1-oxa-7-azaspiro[4.4]nonan-2-one hydrochloride (20.3 mg, 0.0000988 mol) and 1-{4-[4-(*tert*-butoxycarbonyl)piperazin-1-yl]-2-fluorophenyl}cyclopropanecarboxylic acid (36.0 mg, 0.0000988 mol) in N,N-dimethylformamide (0.30 mL, 0.0039 mol) was added benzotriazol-1-yloxytris(dimethylamino)phosphonium hexafluorophosphate (48.1 mg, 0.000109 mol) followed by N,N-diisopropylethylamine (0.0206 mL, 0.000118 mol). After stirring at rt for 1h, the reaction mixture was quenched with water and extracted with EtOAc. The organic layers were combined, washed with brine, and dried. The crude residue was used directly in the next step without further purification. LCMS (M+H) 516.3. (M+Na) 538.3.

35 **Step 6. methyl 4-(4-{1-[(4,4-dimethyl-2-oxo-1-oxa-7-azaspiro[4.4]non-7-yl)carbonyl]cyclopropyl}-3-fluorophenyl)piperazine-1-carboxylate**

40 **[0992]** *tert*-Butyl 4-(4-{1-[(4,4-dimethyl-2-oxo-1-oxa-7-azaspiro[4.4]non-7-yl)carbonyl]cyclopropyl}-3-fluorophenyl)piperazine-1-carboxylate (25.0 mg, 0.0000485 mol) was treated with TFA. After stirring at rt for 30 min, the volatiles were removed in-vacuo and the residue was dried on high vaccum. The resultant TFA salt was dissolved in methylene chloride (0.25 mL, 0.0039 mol) and to this was added triethylamine (0.0203 mL, 0.000145 mol) followed by methyl chloroformate (0.00749 mL, 0.0000970 mol). The reaction mixture was stirred at rt for 1h and then the volatiles were removed in-vacuo. The residue was diluted with methanol and applied directly on RP-HPLC to yield the desired product. LCMS (M+H) 474.2.

45 **Example 629**

50 **Ethyl 4-(4-{1-[(4,4-dimethyl-2-oxo-1-oxa-7-azaspiro[4.4]non-7-yl)carbonyl]cyclopropyl}-3-fluorophenyl)piperazine-1-carboxylate**

55 **[0993]** This compound was prepared by using a procedure analogous to that described in steps 1-6 of example 628. LCMS: m/z 488.3 (M+H)<sup>+</sup>.

**Example 630****7-{{1-(4-Chlorophenyl)cyclopropyl}carbonyl}-4,4-dimethyl-1-oxa-7-azaspiro[4.4]nonan-2-one**

5 [0994] This compound was prepared by using a procedure analogous to that described in steps 1-3 and 5 of example 628. LCMS: m/z 348.2 (M+H)<sup>+</sup>.

**Example 631****10 Methyl 4-(3-fluoro-4-{1-[(3-pyridin-3-ylpyrrolidin-1-yl)carbonyl]cyclopropyl} phenyl)piperazine-1-carboxylate**

[0995] This compound was prepared by using a procedure analogous to that described for the synthesis of example 421. LCMS: m/z 453.2 (M+H)<sup>+</sup>.

**15 Example 632****Methyl 4-(5-{1-[(3-pyridin-3-ylpyrrolidin-1-yl)carbonyl]cyclopropyl}pyridin-2-yl)piperazine-1-carboxylate**

[0996] This compound was prepared by using a procedure analogous to that described in steps 1-4 of example 163. LCMS: m/z 436.2 (M+H)<sup>+</sup>.

**Example 633****Ethyl 4-(5-{1-[(3-pyridin-3-ylpyrrolidin-1-yl)carbonyl]cyclopropyl}pyridin-2-yl)piperazine-1-carboxylate**

25 [0997] This compound was prepared by using a procedure analogous to that described in steps 1-4 of example 163. LCMS: m/z 450.3 (M+H)<sup>+</sup>.

**Example 634****30 1-Acetyl-4-(5-{1-[(3-pyridin-3-ylpyrrolidin-1-yl)carbonyl]cyclopropyl}pyridin-2-yl)piperazine**

[0998] This compound was prepared by using a procedure analogous to that described in steps 1-4 of example 163. LCMS: m/z 420.2 (M+H)<sup>+</sup>; 442.3 (M+Na)<sup>+</sup>.

**35 Example 635****1-(3-Methylbutanoyl)-4-(5-{1-[(3-pyridin-3-ylpyrrolidin-1-yl)carbonyl]cyclopropyl} pyridin-2-yl)piperazine**

40 [0999] This compound was prepared by using a procedure analogous to that described in steps 1-4 of example 163. LCMS: m/z 448.3 (M+H)<sup>+</sup>.

**Example 636****45 1-(Cyclopropylcarbonyl)-4-(5-{1-[(3-pyridin-3-ylpyrrolidin-1-yl)carbonyl]cyclopropyl} pyridin-2-yl)piperazine**

[1000] This compound was prepared by using a procedure analogous to that described in steps 1-4 of example 163.. LCMS: m/z 446.3 (M+H)<sup>+</sup>; 468.2 (M+Na)<sup>+</sup>.

**50 Example 637****Methyl 4-(3-fluoro-4-{1-[(1,3,3-trimethyl-6-azabicyclo[3.2.1]oct-6-yl)carbonyl] cyclopropyl}phenyl)piperazine-1-carboxylate**

55 [1001] This compound was prepared by using a procedure that was analogous to that described for the synthesis of example 421. LCMS: m/z 458.2 (M+H)<sup>+</sup>.

**Example 638**

**(1R)-1'-{[1-(6-Azetidin-1-ylpyridin-3-yl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one**

5

*Step 1. 1-(6-chloropyridin-3-yl)cyclopropanecarbonitrile*

**[1002]** To a stirred mixture of the (6-chloropyridin-3-yl)acetonitrile (8.00 g, 0.0524 mol), benzyltriethylammonium chloride (0.8 g, 0.004 mol), and 1-bromo-2-chloro-ethane (8.69 mL, 0.105 mol) was added dropwise sodium hydroxide, 50% aqueous solution (16.1 mL, 0.419 mol) at 50 °C. After stirring for 2 h, the reaction mixture was diluted with water and the resulting layers were separated. The aqueous layer was extracted with dichloromethane. The combined organic layers were washed with 1N HCl and brine successively, dried with magnesium sulfate, filtered, and concentrated in-vacuo. The crude product was purified by combiflash to obtain 2.5 g of pure product as a white solid.

15

*Step 2. 1-(6-azetidin-1-ylpyridin-3-yl)cyclopropanecarbonitrile*

**[1003]** To a solution of 1-(6-chloropyridin-3-yl)cyclopropanecarbonitrile (200.0 mg, 0.001120 mol) in 1,4-dioxane (8.00 mL, 0.102 mol) at rt were added azetidine hydrochloride (128.3 mg, 0.001344 mol), palladium acetate (25.2 mg, 0.000112 mol), and sodium tert-butoxide (288 mg, 0.00291 mol). The reaction mixture was degassed and then microwave irradiated at 150 °C for 40 min. The reaction mixture was quenched with water and extracted with ethyl acetate and dichloromethane. The crude product was purified by combiflash. LCMS: m/z 200.2 (M+H)<sup>+</sup>.

20

*Step 3. 1-(6-azetidin-1-ylpyridin-3-yl)cyclopropanecarboxylic acid dihydrochloride*

**[1004]** Into a microwave vial was transferred 1-(6-azetidin-1-ylpyridin-3-yl)cyclopropanecarbonitrile (42.00 mg, 0.0002108 mol) and hydrogen chloride (1.00 mL, 0.0326 mol). The mixture was stirred at 100 degrees for 2 h. Upon completion the crude product was azeotroped with toluene 3X and used in the next step without further purification.

25

*Step 4. 1-(6-azetidin-1-ylpyridin-3-yl)cyclopropanecarbonyl chloride dihydrochloride*

30

**[1005]** To 1-(6-azetidin-1-ylpyridin-3-yl)cyclopropanecarboxylic acid dihydrochloride (61.00 mg, 0.0002095 mol) were added thionyl chloride (1.00 mL, 0.0137 mol) at 0 °C and the resulting solution was stirred at rt for 1 hr. Upon completion, the reaction mixture was azeotroped with toluene (3x) and then used in the next step without further purification.

35

*Step 5. (1R)-1'-{[1-(6-azetidin-1-ylpyridin-3-yl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one*

**[1006]** To a solution of 1-(6-azetidin-1-ylpyridin-3-yl)cyclopropanecarbonyl chloride dihydrochloride (64.00 mg, 0.0002067 mol) and (7,7-dimethyl-2-oxobicyclo[2.2.1]hept-1-yl)methanesulfonic acid - (1R)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one (1:1) (87.3 mg, 0.000207 mol) in methylene chloride (1.00 mL, 0.0156 mol) was added N,N-diisopropylethylamine (0.144 mL, 0.000827 mol) at 0 °C. The reaction mixture was stirred at rt for 1-2 h. Upon completion the reaction mixture was diluted with ethyl acetate and washed with water and brine successively, dried with sodium sulfate, filtered, and concentrated. The crude product was purified by prep-LCMS twice to obtain the product as a TFA salt.. LCMS: m/z 391.2 (M+H)<sup>+</sup>.

40

**Example 639**

**(1R)-1'-{[1-[6-(2-Oxoazetidin-1-yl)pyridin-3-yl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

45

**[1007]** This compound was prepared by using a procedure analogous to that described for the synthesis of example 257. LCMS: m/z 404.2 (M+H)<sup>+</sup>.

**Example 640**

**Methyl [3-fluoro-4-(1-{[(1R)-3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)phenyl]carbamate**

**[1008]** This compound was prepared by using a procedure analogous to that described for the synthesis of example

257. LCMS: m/z 426.2 (M+H)<sup>+</sup>.

**Example 641**

5 **Methyl [3-fluoro-4-(1-[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl]phenyl]carbamate**

[1009] This compound was prepared by using a procedure analogous to that described for the synthesis of example 257. LCMS: m/z 425.2 (M+H)<sup>+</sup>.

10 **Example 642**

(1R)-1'-(1-[4-(2-Oxopyrrolidin-1-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-15 3-one

[1010] This compound was prepared by using a procedure analogous to that described for the synthesis of example 257. LCMS: m/z 418.2 (M+H)<sup>+</sup>.

20 **Example 643**

(1R)-1'-(1-[4-(Cyclopropylcarbonyl)piperazin-1-yl]phenyl)cyclobutyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one

[1011] This compound was prepared by using a procedure analogous to that described for the synthesis of example 163. LCMS: m/z 500.2 (M+H)<sup>+</sup>.

25 **Example 644**

Ethyl 4-[4-(1-[(1R)-3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl]phenyl]piperazine-1-carboxylate

[1012] This compound was prepared by using a procedure analogous to that described for the synthesis of example 163. LCMS: m/z 491.2 (M+H)<sup>+</sup>.

30 **Example 645**

1-[(1-(4-Chlorophenyl)cyclopropyl)carbonyl]-3-(1,1-dimethylpropyl)pyrrolidin-3-ol

Step 1. *benzyl 3-(1,1-dimethylprop-2-en-1-yl)-3-hydroxypyrrolidine-1-carboxylate*

40 [1013] To a suspension of benzyl 3-oxopyrrolidine-1-carboxylate (4.50 g, 0.0205 mol) and 4-bromo-2-methyl-2-butene (4.75 mL, 0.0412 mol) in 25.0 mL of saturated ammonium chloride and tetrahydrofuran (4.75 mL, 0.0586 mol) was added zinc (2.70 g, 0.0412 mol) at rt. Soon after stirring was started, gas and heat were evolved. After 45 min., the resulting light grey mixture was filtered through celite. Layers of the filtrate were separated and the aqueous layer of the filtrate 45 was extracted with EtOAc. The organic layers were combined, washed with brine, dried and evaporated in-vacuo. The residue was purified on silica gel, eluting with 0 to 40% EtOAc in hexane, to give the desired product. LCMS (M+Na) 290.2.

Step 2. *3-(1,1-dimethylpropyl)pyrrolidin-3-ol*

50 [1014] Benzyl 3-(1,1-dimethylprop-2-en-1-yl)-3-hydroxypyrrolidine-1-carboxylate (56 mg, 0.00019 mol) was dissolved in methanol and to this solution was added Pd/C (10% dry, 10 mg). The reaction vessel was purged with hydrogen and allowed to stir for 3 h with a hydrogen balloon. The catalyst was filtered off and the filtrate was concentrated in-vacuo to afford the desired product. LCMS (M+H) = 158.

55 Step 3. *1-[(1-(4-chlorophenyl)cyclopropyl)carbonyl]-3-(1,1-dimethylpropyl)pyrrolidin-3-ol*

[1015] 3-(1,1-Dimethylpropyl)pyrrolidin-3-ol (29.5 mg, 0.000188 mol) was dissolved in DMF and to this solution were added 1-(4-chlorophenyl)cyclopropanecarboxylic acid (44.3 mg, 0.000225 mol), benzotriazol-1-yloxytris(dimethylami-

no)phosphonium hexafluorophosphate (99.6 mg, 0.000225 mol) and N,N-diisopropylethylamine (49  $\mu$ L, 0.00028 mol), and the resulting solution was stirred at rt overnight. The product was purified by prep-HPLC. LCMS (M+H) = 336

5 **Example 646**

**7-{{1-(4-Chlorophenyl)cyclopropyl}carbonyl}-4,4-dimethyl-1-oxa-7-azaspiro[4.4]nonane**

Step 1. *tert*-butyl 3-*ido*-4,4-dimethyl-1-oxa-7-azaspiro[4.4]nonane-7-carboxylate

10 [1016] To a solution of *tert*-butyl 3-(1,1-dimethylprop-2-en-1-yl)-3-hydroxypyrrolidine-1-carboxylate (1.00 g, 0.00392 mol) in anhydrous acetonitrile (20.00 mL, 0.3829 mol) were added sodium bicarbonate (0.658 g, 0.00783 mol) and iodine (2.98 g, 0.0117 mol). The resulting mixture was protected from light and stirred at rt for 24 h. The mixture was cooled to 0 °C and sodium thiosulfate was carefully added until the dark iodine color disappeared. Layers of the reaction mixture were separated and the aqueous layer was extracted with EtOAc. The organic layers were combined, dried and the 15 concentrated in vacuo. The crude ether was purified by CombiFlash, eluting with 0 to 30% EtOAc in hexane, to provide the *ido* ether as a mixture of diastereoisomers. LCMS (M+Na) 404.1.

Step 2. *tert*-butyl 4,4-dimethyl-1-oxa-7-azaspiro[4.4]nonane-7-carboxylate

20 [1017] A mixture of *tert*-butyl 3-*ido*-4,4-dimethyl-1-oxa-7-azaspiro[4.4]nonane-7-carboxylate (0.47 g, 0.0012 mol), tris(trimethylsilyl)silane (0.456 mL, 0.00148 mol) and 2,2'-azo-bis(isobutyronitrile (0.002 g, 0.00001 mol) in toluene (10.00 mL, 0.09388 mol) was heated at 90 °C overnight. The volatiles were removed in-vacuo and the residue was purified by CombiFlash, eluting with 0 to 30 % EtOAc in hexane, to provide the THF compound. LCMS (M+Na) 278.2.

25 Step 3. 7-{{1-(4-chlorophenyl)cyclopropyl}carbonyl}-4,4-dimethyl-1-oxa-7-azaspiro[4.4]nonane

30 [1018] A mixture of *tert*-butyl 2,3,3-trimethyl-1-oxa-6-azaspiro[3.4]octane-6-carboxylate (25.0 mg, 0.0000979 mol) and *tert*-butyl 4,4-dimethyl-1-oxa-7-azaspiro[4.4]nonane-7-carboxylate (25.0 mg, 0.0000979 mol) was treated with 1 mL of TFA at rt for 30 min. The volatiles were removed in-vacuo and the resultant TFA salt was used directly in next step. To a mixture of the above made TFA salt in N,N-dimethylformamide (0.50 mL, 0.0064 mol) were added 1-(4-chlorophenyl)cyclopropanecarboxylic acid (38.5 mg, 0.000196 mol) and benzotriazol-1-yloxytris(dimethylamino)phosphonium hexafluorophosphate (104 mg, 0.000235 mol), followed by N,N-diisopropylethylamine (0.0853 mL, 0.000490 mol). The mixture was stirred at rt for 2 h and then the product was isolated and purified by RP-HPLC. LCMS (M+H) 334.2.

35 **Example 647**

**Methyl 4-(4-{1-[(3-*tert*-butyl-3-hydroxypyrrolidin-1-yl)carbonyl]cyclopropyl}-3-fluorophenyl)piperazine-1-carboxylate**

40 [1019] This compound was prepared by using a procedure analogous to that described in steps 1 & 3-6 of example 628. LCMS: m/z 448.1 (M+H)<sup>+</sup> and 470.1 (M+Na)<sup>+</sup>.

**Example 648**

45 **N,N-Diethyl-5-[3-fluoro-4-(1-[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl]phenyl]pyridine-2-carboxamide**

50 [1020] This compound was prepared by using a procedure analogous to that described in steps 1 & 2 of example 250. LCMS: m/z 528.2 (M+H)<sup>+</sup>.

**Example 649**

**(1S)-1'-(1-[4-(2-Oxopyrrolidin-1-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one**

55 [1021] This compound was prepared by using a procedure analogous to that described for the synthesis of example 103. LCMS: m/z 425.1 (M+H)<sup>+</sup>.

**Example 650**

(1R)-1'-(1-[2-Fluoro-4-(1H-1,2,3-triazol-1-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one

5

[1022] This compound was prepared by using a procedure analogous to that described for the synthesis of example 118. LCMS: m/z 419.1 (M+H)<sup>+</sup>.

**Example 651**

10

(1R)-1'-(1-[2-Fluoro-4-(2H-1,2,3-triazol-2-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one

15

[1023] This compound was prepared by using a procedure analogous to that described for the synthesis of example 118. LCMS: m/z 419.1 (M+H)<sup>+</sup>.

**Example 652**

20

(1R)-1'-(1-[2-Fluoro-4-(1H-1,2,4-triazol-1-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one

[1024] This compound was prepared by using a procedure analogous to that described for the synthesis of example 118. LCMS: m/z 419.1 (M+H)<sup>+</sup>.

25

**Example 653**

(1R)-1'-(1-[2-Fluoro-4-(4H-1,2,4-triazol-4-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one

30

[1025] This compound was prepared by using a procedure analogous to that described for the synthesis of example 118. LCMS: m/z 419.1 (M+H)<sup>+</sup>.

**Example 654**

35

N-Ethyl-5-[3-fluoro-4-(1-[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl]phenyl]pyridine-2-carboxamide

[1026] This compound was prepared by using a procedure analogous to that described in steps 1 & 2 of example 250. LCMS: m/z 500.2 (M+H)<sup>+</sup>.

40

**Example 655**

5-[3-Fluoro-4-(1-[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl]phenyl]N-isopropylpyridine-2-carboxamide

45

[1027] This compound was prepared by using a procedure analogous to that described in steps 1 & 2 of example 250. LCMS: m/z 514.2 (M+H)<sup>+</sup>.

**Example A**

50

**Enzymatic assay of 11 $\beta$ HSD1**

[1028] All *in vitro* assays were performed with clarified lysates as the source of 11 $\beta$ HSD1 activity. HEK-293 transient transfectants expressing an epitope-tagged version of full-length human 11 $\beta$ HSD1 were harvested by centrifugation. Roughly  $2 \times 10^7$  cells were resuspended in 40 mL of lysis buffer (25 mM Tris-HCl, pH 7.5, 0.1 M NaCl, 1 mM MgCl<sub>2</sub> and 250 mM sucrose) and lysed in a microfluidizer. Lysates were clarified by centrifugation and the supernatants were aliquoted and frozen.

[1029] Inhibition of 11 $\beta$ HSD1 by test compounds was assessed *in vitro* by a Scintillation Proximity Assay (SPA). Dry

test compounds were dissolved at 5 mM in DMSO. These were diluted in DMSO to suitable concentrations for the SPA assay. 0.8  $\mu$ L of 2-fold serial dilutions of compounds were dotted on 384 well plates in DMSO such that 3 logs of compound concentration were covered. 20  $\mu$ L of clarified lysate was added to each well. Reactions were initiated by addition of 20  $\mu$ L of substrate-cofactor mix in assay buffer (25 mM Tris-HCl, pH 7.5, 0.1 M NaCl, 1 mM MgCl<sub>2</sub>) to final concentrations of 400  $\mu$ M NADPH, 25 nM <sup>3</sup>H-cortisone and 0.007% Triton X-100. Plates were incubated at 37 °C for one hour. Reactions were quenched by addition of 40  $\mu$ L of anti-mouse coated SPA beads that had been pre-incubated with 10  $\mu$ M carbenoxolone and a cortisol-specific monoclonal antibody. Quenched plates were incubated for a minimum of 30 minutes at RT prior to reading on a Topcount scintillation counter. Controls with no lysate, inhibited lysate, and with no mAb were run routinely. Roughly 30% of input cortisone is reduced by 11 $\beta$ HSD1 in the uninhibited reaction under these conditions.

[1030] Test compounds having an IC<sub>50</sub> value less than about 20  $\mu$ M according to this assay were considered active.

#### Example B

##### 15 Cell-based assays for HSD activity

[1031] Peripheral blood mononuclear cells (PBMCs) were isolated from normal human volunteers by Ficoll density centrifugation. Cells were plated at 4x10<sup>5</sup> cells/well in 200  $\mu$ L of AIM V (Gibco-BRL) media in 96 well plates. The cells were stimulated overnight with 50 ng/ml recombinant human IL-4 (R&D Systems). The following morning, 200 nM cortisone (Sigma) was added in the presence or absence of various concentrations of compound. The cells were incubated for 48 hours and then supernatants were harvested. Conversion of cortisone to cortisol was determined by a commercially available ELISA (Assay Design).

[1032] Test compounds having an IC<sub>50</sub> value less than about 20  $\mu$ M according to this assay were considered active.

#### 25 Example C

##### Cellular assay to evaluate MR antagonism

[1033] Assays for MR antagonism were performed essentially as described (Jausons-Loffreda et al. J Biolumin and Chemilumin, 1994, 9: 217-221). Briefly, HEK293/MSR cells (Invitrogen Corp.) were co-transfected with three plasmids: 1) one designed to express a fusion protein of the GAL4 DNA binding domain and the mineralocorticoid receptor ligand binding domain, 2) one containing the GAL4 upstream activation sequence positioned upstream of a firefly luciferase reporter gene (pFR-LUC, Stratagene, Inc.), and 3) one containing the Renilla luciferase reporter gene cloned downstream of a thymidine kinase promoter (Promega). Transfections were performed using the FuGENE6 reagent (Roche). Transfected cells were ready for use in subsequent assays 24 hours post-transfection.

[1034] In order to evaluate a compound's ability to antagonize the MR, test compounds are diluted in cell culture medium (E-MEM, 10% charcoal-stripped FBS, 2 mM L-glutamine) supplemented with 1 nM aldosterone and applied to the transfected cells for 16-18 hours. After the incubation of the cells with the test compound and aldosterone, the activity of firefly luciferase (indicative of MR agonism by aldosterone) and Renilla luciferase (normalization control) were determined using the Dual-Glo Luciferase Assay System (Promega). Antagonism of the mineralocorticoid receptor was determined by monitoring the ability of a test compound to attenuate the aldosterone-induced firefly luciferase activity.

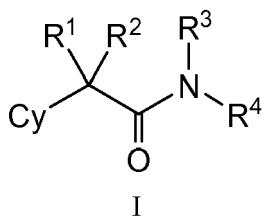
[1035] Compounds having an IC<sub>50</sub> of 100  $\mu$ M or less were considered active.

[1036] Various modifications of the invention, in addition to those described herein, will be apparent to those skilled in the art from the foregoing description. Such modifications are also intended to fall within the scope of the appended claims. Each reference, including all patent, patent applications, and publications, cited in the present application is incorporated herein by reference in its entirety.

#### Embodiments:

##### 50 [1037]

1. A compound of Formula I:



or pharmaceutically acceptable salt or prodrug thereof, wherein:

10 Cy is aryl, heteroaryl, cycloalkyl or heterocycloalkyl, each optionally substituted by 1, 2, 3, 4 or 5 -W-X-Y-Z; R<sup>1</sup> and R<sup>2</sup> together with the C atom to which they are attached form a 3-, 4-, 5-, 6- or 7-membered cycloalkyl group or a 3-, 4-, 5-, 6- or 7-membered heterocycloalkyl group, each optionally substituted by 1, 2 or 3 R<sup>5</sup>; R<sup>3</sup> and R<sup>4</sup> together with the N atom to which they are attached form a 4-15 membered heterocycloalkyl group optionally substituted by 1, 2, 3, or 4 -W'-X'-Y'-Z';

15 R<sup>5</sup> is halo, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, C<sub>1-4</sub> haloalkyl, aryl, cycloalkyl, heteroaryl, heterocycloalkyl, CN, NO<sub>2</sub>, OR<sup>a</sup>, SR<sup>a</sup>, C(O)R<sup>b</sup>, C(O)NR<sup>c</sup>R<sup>d</sup>, C(O)OR<sup>a</sup>, OC(O)R<sup>b</sup>, OC(O)NR<sup>c</sup>R<sup>d</sup>, NR<sup>c</sup>R<sup>d</sup>, NR<sup>c</sup>C(O)R<sup>d</sup>, NR<sup>c</sup>C(O)OR<sup>a</sup>, S(O)R<sup>b</sup>, S(O)NR<sup>c</sup>R<sup>d</sup>, S(O)<sub>2</sub>R<sup>b</sup>, or S(O)<sub>2</sub>NR<sup>c</sup>R<sup>d</sup>;

20 W, W' and W" are each, independently, absent, C<sub>1-6</sub>alkylenyl, C<sub>1-6</sub>alkenyl, C<sub>2-6</sub> alkynyl, O, S, NR<sup>e</sup>, CO, CS, COO, CONR<sup>e</sup>, OCONR<sup>e</sup>, SO, SO<sub>2</sub>, SONR<sup>e</sup>, or NR<sup>e</sup>CONR<sup>f</sup>, wherein said C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl are each optionally substituted by 1, 2 or 3 halo, OH, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub>haloalkoxy, amino, C<sub>1-4</sub> alkylamino or C<sub>2-8</sub> dialkylamino;

25 X, X' and X" are each, independently, absent, C<sub>1-8</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, aryl, cycloalkyl, heteroaryl, heterocycloalkyl, arylalkyl, cycloalkylalkyl, heteroarylalkyl, heterocycloalkylalkyl, arylalkenyl, cycloalkylalkenyl, heteroarylalkenyl, heterocycloalkylalkenyl, each of which is optionally substituted by one or more halo, CN, NO<sub>2</sub>, OH, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub>haloalkoxy, amino, C<sub>1-4</sub> alkylamino or C<sub>2-8</sub> dialkylamino;

30 Y, Y' and Y" are each, independently, absent, C<sub>1-6</sub>alkylenyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, O, S, NR<sup>e</sup>, CO, CS, COO, CONR<sup>e</sup>, OCONR<sup>e</sup>, SO, SO<sub>2</sub>, SONR<sup>e</sup>, or NR<sup>e</sup>CONR<sup>f</sup>, wherein said C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl are each optionally substituted by 1, 2 or 3 halo, OH, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub>haloalkoxy, amino, C<sub>1-4</sub> alkylamino or C<sub>2-8</sub> dialkylamino;

35 Z, Z' and Z" are each, independently, H, halo, CN, NO<sub>2</sub>, OH, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub>haloalkoxy, amino, C<sub>1-4</sub> alkylamino or C<sub>2-8</sub> dialkylamino, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, heteroaryl or heterocycloalkyl, wherein said C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, heteroaryl or heterocycloalkyl is optionally substituted by 1, 2 or 3 halo, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, C<sub>1-4</sub> haloalkyl, aryl, cycloalkyl, heteroaryl, heterocycloalkyl, CN, NO<sub>2</sub>, OR<sup>a</sup>, SR<sup>a</sup>, C(O)R<sup>b</sup>, C(O)NR<sup>c</sup>R<sup>d</sup>, C(O)OR<sup>a</sup>, OC(O)R<sup>b</sup>, OC(O)NR<sup>c</sup>R<sup>d</sup>, NR<sup>c</sup>R<sup>d</sup>, NR<sup>c</sup>C(O)R<sup>d</sup>, NR<sup>c</sup>C(O)OR<sup>a</sup>, S(O)R<sup>b</sup>, S(O)NR<sup>c</sup>R<sup>d</sup>, S(O)<sub>2</sub>R<sup>b</sup>, or S(O)<sub>2</sub>NR<sup>c</sup>R<sup>d</sup>; wherein two -W-X-Y-Z attached to the same atom optionally form a 3-20 membered cycloalkyl or heterocycloalkyl group optionally substituted by 1, 2 or 3 -W"-X"-Y"-Z";

40 wherein two -W'-X'-Y'-Z' attached to the same atom optionally form a 3-20 membered cycloalkyl or heterocycloalkyl group optionally substituted by 1, 2 or 3 -W"-X"-Y"-Z"; wherein -W-X-Y-Z is other than H;

wherein -W'-X'-Y'-Z' is other than H;

45 wherein -W"-X"-Y"-Z" is other than H;

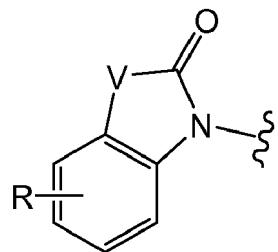
R<sup>a</sup> is H, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>2-6</sub> alkenyl, (C<sub>1-6</sub> alkoxy)-C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, heteroaryl or heterocycloalkyl;

50 R<sup>b</sup> is H, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, heteroaryl or heterocycloalkyl; R<sup>c</sup> and R<sup>d</sup> are each, independently, H, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, arylalkyl, or cycloalkylalkyl; or R<sup>c</sup> and R<sup>d</sup> together with the N atom to which they are attached form a 4-, 5-, 6- or 7-membered heterocycloalkyl group; and

55 R<sup>e</sup> and R<sup>f</sup> are each, independently, H, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, arylalkyl, or cycloalkylalkyl; or R<sup>e</sup> and R<sup>f</sup> together with the N atom to which they are attached form a 4-, 5-, 6- or 7-membered heterocycloalkyl group; with the provisos:

a) when R<sup>3</sup> and R<sup>4</sup> together with the N-atom to which they are attached form piperidinyl, said piperidinyl is

unsubstituted or substituted by other than:



wherein:

15 V is  $\text{CH}_2\text{CH}_2$ ,  $\text{CH}=\text{CH}$ , or  $\text{CH}_2\text{O}$ ; and  
R is H, halo or  $\text{C}_{1-5}$  alkyl; and

20 b) when  $\text{R}^3$  and  $\text{R}^4$  together with the N-atom to which they are attached form piperazinyl, said Cy is substituted by at least one -W-X-Y-Z.

25 2. The compound of embodiment 1 wherein Cy is aryl or heteroaryl, each optionally substituted by 1, 2, 3, 4 or 5 -W-X-Y-Z.

30 3. The compound of embodiment 1 wherein Cy is aryl optionally substituted by 1, 2, 3, 4 or 5-W-X-Y-Z.

35 4. The compound of embodiment 1 wherein Cy is aryl optionally substituted by 1, 2 or 3 halo,  $\text{C}_{1-4}$  alkyl,  $\text{C}_{1-4}$  alkoxy,  $\text{C}_{1-4}$  haloalkyl, or  $\text{C}_{1-4}$  haloalkoxy.

40 5. The compound of embodiment 1 wherein Cy is phenyl optionally substituted by 1, 2 or 3 halo,  $\text{C}_{1-4}$  alkyl,  $\text{C}_{1-4}$  alkoxy,  $\text{C}_{1-4}$  haloalkyl, or  $\text{C}_{1-4}$  haloalkoxy.

45 6. The compound of embodiment 1 wherein  $\text{R}^1$  and  $\text{R}^2$  together with the C atom to which they are attached form a 3-, 4-, 5-, 6- or 7-membered cycloalkyl group.

50 7. The compound of embodiment 1 wherein  $\text{R}^1$  and  $\text{R}^2$  together with the C atom to which they are attached form a cyclopropyl group.

55 8. The compound of embodiment 1 wherein  $\text{R}^3$  and  $\text{R}^4$  together with the N atom to which they are attached form a 4-7 membered heterocycloalkyl group optionally substituted by 1, 2, 3, or 4 -W'-X'-Y'-Z'.

9. The compound of embodiment 1 wherein  $\text{R}^3$  and  $\text{R}^4$  together with the N atom to which they are attached form a piperidinyl or pyrrolidinyl group optionally substituted by 1, 2, 3, or 4 -W'-X'-Y'-Z'.

10. The compound of embodiment 1 wherein  $\text{R}^3$  and  $\text{R}^4$  together with the N atom to which they are attached form a piperidinyl or pyrrolidinyl group substituted by 2, 3, or 4 -W'-X'-Y'-Z'; wherein two -W'-X'-Y'-Z' are attached to the same atom and optionally form a 3-20 membered cycloalkyl or heterocycloalkyl group optionally substituted by 1, 2 or 3 -W"-X"-Y"-Z".

11. The compound of embodiment 1 wherein -W-X-Y-Z is halo, cyano,  $\text{C}_{1-4}$  cyanoalkyl, nitro,  $\text{C}_{1-8}$  alkyl,  $\text{C}_{2-8}$  alkenyl,  $\text{C}_{1-8}$  haloalkyl,  $\text{C}_{1-4}$  alkylthio,  $\text{C}_{1-4}$  haloalkylthio,  $\text{C}_{1-8}$  alkoxy,  $\text{C}_{2-8}$  alkenyloxy,  $\text{C}_{1-4}$  haloalkoxy, OH, ( $\text{C}_{1-4}$  alkoxy)- $\text{C}_{1-4}$  alkyl, amino,  $\text{C}_{1-4}$  alkylamino,  $\text{C}_{2-8}$  dialkylamino,  $\text{OC(O)NR}^c\text{R}^d$ ,  $\text{NR}^c\text{C(O)R}^d$ ,  $\text{NR}^c\text{C(O)OR}^a$ ,  $\text{NR}^c\text{S(O)}_2\text{R}^d$ ,  $\text{C(O)OR}^a$ ,  $\text{C(O)NR}^a\text{NR}^c\text{R}^d$ ,  $\text{S(O)}_2\text{R}^d$ ,  $\text{SR}^d$ ,  $\text{C(O)NR}^c\text{R}^d$ ,  $\text{C(S)NR}^c\text{R}^d$ , aryloxy, heteroaryloxy, cycloalkyloxy, cycloalke-nyloxy, heterocycloalkyloxy, arylalkyloxy, heteroarylalkyloxy, cycloalkylalkyloxy, heterocycloalkylalkyloxy, heteroaryloxyalkyl, aryloxyalkyl, aryl, heteroaryl, cycloalkyl, heterocycloalkyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylalkynyl, cycloalkylalkyl, or heterocycloalkylalkyl; wherein each of said  $\text{C}_{1-8}$  alkyl,  $\text{C}_{2-8}$  alkenyl,  $\text{C}_{1-8}$  haloalkyl,  $\text{C}_{1-4}$  alkylthio,  $\text{C}_{1-4}$  haloalkylthio,  $\text{C}_{1-8}$  alkoxy, aryloxy, heteroaryloxy, arylalkyloxy, heteroarylalkyloxy, heteroaryloxyalkyl, aryloxy, heteroaryloxy, cycloalkyloxy, cycloalke-nyloxy, heterocycloalkyloxy, arylalkyloxy, heteroarylalkyloxy, cycloalkylalkyloxy, heterocycloalkylalkyloxy, heteroaryloxyalkyl, heteroarylalkenyl, heteroarylalkynyl, cycloalkylalkyl, or heterocycloalkylalkyl;

wherein each of said  $\text{C}_{1-8}$  alkyl,  $\text{C}_{2-8}$  alkenyl,  $\text{C}_{1-8}$  haloalkyl,  $\text{C}_{1-4}$  alkylthio,  $\text{C}_{1-4}$  haloalkylthio,  $\text{C}_{1-8}$  alkoxy, aryloxy, heteroaryloxy, arylalkyloxy, heteroarylalkyloxy, heteroaryloxyalkyl, aryloxy, heteroaryloxy, cycloalkyloxy, cycloalke-nyloxy, heterocycloalkyloxy, arylalkyloxy, heteroarylalkyloxy, cycloalkylalkyloxy, heterocycloalkylalkyloxy, heteroaryloxyalkyl, heteroarylalkenyl, heteroarylalkynyl, cycloalkylalkyl, or heterocycloalkylalkyl;

5 oaryloxyalkyl, aryloxyalkyl, aryl, heteroaryl, cycloalkyl, heterocycloalkyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylalkynyl, cycloalkylalkyl, or heterocycloalkylalkyl is optionally substituted by 1, 2, or 3 halo, cyano, nitro, hydroxyl-(C<sub>1-6</sub> alkyl), aminoalkyl, dialkylaminoalkyl, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> cyanoalkyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, OH, OR<sup>a</sup>, (C<sub>1-4</sub> alkoxy)-C<sub>1-4</sub> alkyl, amino, C<sub>1-4</sub> alkylamino, C<sub>2-8</sub> dialkylamino, C(O)NR<sup>c</sup>R<sup>d</sup>, C(O)OR<sup>a</sup>, C(O)R<sup>a</sup>, (cycloalkylalkyl)-C(O)-, NR<sup>c</sup>C(O)R<sup>d</sup>, NR<sup>c</sup>C(O)OR<sup>a</sup>, NR<sup>c</sup>S(O)<sub>2</sub>R<sup>d</sup>, C(S)NR<sup>c</sup>R<sup>d</sup>, S(O)<sub>2</sub>R<sup>d</sup>, SR<sup>d</sup>, (C<sub>1-4</sub> alkyl)sulfonyl, arylsulfonyl, aryl optionally substituted by halo, heteroaryl, cycloalkylalkyl, cycloalkyl, or heterocycloalkyl.

10 12. The compound of embodiment 1 wherein -W-X-Y-Z is halo, cyano, C<sub>1-4</sub> cyanoalkyl, nitro, C<sub>1-8</sub> alkyl, C<sub>1-8</sub> alkenyl, C<sub>1-8</sub> haloalkyl, C<sub>1-10</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, OH, C<sub>1-8</sub> alkoxyalkyl, amino, C<sub>1-4</sub> alkylamino, C<sub>2-8</sub> dialkylamino, OC(O)NR<sup>c</sup>R<sup>d</sup>, NR<sup>c</sup>C(O)R<sup>d</sup>, NR<sup>c</sup>C(O)OR<sup>a</sup>, aryloxy, heteroaryloxy, arylalkyloxy, heteroarylalkyloxy, heteroaryloxyalkyl, aryloxyalkyl, aryl, heteroaryl, cycloalkyl, heterocycloalkyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylalkynyl, cycloalkylalkyl, or heterocycloalkylalkyl;

15 wherein each of said C<sub>1-8</sub> alkyl, C<sub>1-8</sub> alkenyl, C<sub>1-8</sub> haloalkyl, C<sub>1-8</sub> alkoxy, aryloxy, heteroaryloxy, arylalkyloxy, heteroarylalkyloxy, heteroaryloxyalkyl, aryloxyalkyl, aryl, heteroaryl, cycloalkyl, heterocycloalkyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylalkynyl, cycloalkylalkyl, or heterocycloalkylalkyl is optionally substituted by 1, 2, or 3 halo, cyano, nitro, hydroxyl-(C<sub>1-6</sub> alkyl), aminoalkyl, dialkylaminoalkyl, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, OH, C<sub>1-8</sub> alkoxyalkyl, amino, C<sub>1-4</sub> alkylamino, C<sub>2-8</sub> dialkylamino, C(O)NR<sup>c</sup>R<sup>d</sup>, C(O)OR<sup>a</sup>, NR<sup>c</sup>C(O)R<sup>d</sup>, NR<sup>c</sup>S(O)<sub>2</sub>R<sup>d</sup>, (C<sub>1-4</sub> alkyl)sulfonyl, arylsulfonyl, aryl, heteroaryl, cycloalkyl, or heterocycloalkyl.

20 13. The compound of embodiment 1 wherein -W-X-Y-Z is halo, cyano, C<sub>1-4</sub> cyanoalkyl, nitro, C<sub>1-4</sub> nitroalkyl, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, OH, (C<sub>1-4</sub> alkoxy)-C<sub>1-4</sub> alkyl, amino, C<sub>1-4</sub> alkylamino, C<sub>2-8</sub> dialkylamino, aryl, heteroaryl, cycloalkyl, heterocycloalkyl, arylalkyl, heteroarylalkyl, cycloalkylalkyl, or heterocycloalkylalkyl.

25 14. The compound of embodiment 1 wherein -W-X-Y-Z is halo, C<sub>1-4</sub> alkyl, or C<sub>1-4</sub> alkoxy.

30 15. The compound of embodiment 1 wherein:

-W'-X'-Y'-Z' is halo, OH, cyano, CHO, COOH, C(O)O-(C<sub>1-4</sub> alkyl), C(O)-(C<sub>1-4</sub> alkyl), SO<sub>2</sub>-(C<sub>1-4</sub> alkyl), C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkoxy or -L-R<sup>7</sup>, wherein said C<sub>1-4</sub> alkyl or C<sub>1-4</sub> alkoxy is optionally substituted by one or more halo, OH, COOH or C(O)O-(C<sub>1-4</sub> alkyl);

L is absent, O, CH<sub>2</sub>, NHO<sub>2</sub>, N[C(O)-(C<sub>1-4</sub> alkyl)]; and

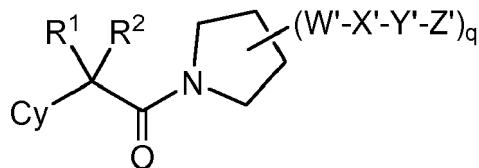
35 R<sup>7</sup> is aryl or heteroaryl, each is optionally substituted by 1, 2, or 3 halo, OH, cyano, CHO, COOH, C(O)O-(C<sub>1-4</sub> alkyl), C(O)-(C<sub>1-4</sub> alkyl), SO<sub>2</sub>-(C<sub>1-4</sub> alkyl), SO<sub>2</sub>-NH(C<sub>1-4</sub> alkyl), C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> hydroxyalkyl, aryl, heteroaryl or aryloxy.

40 16. The compound of embodiment 1 wherein -W'-X'-Y'-Z' is halo; C<sub>1-4</sub> alkyl; C<sub>1-4</sub> haloalkyl; OH; C<sub>1-4</sub> alkoxy; C<sub>1-4</sub> haloalkoxy; hydroxyalkyl; alkoxyalkyl; aryl; heteroaryl; aryl substituted by halo, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkoxy, aryl, heteroaryl, or aryloxy; or heteroaryl substituted by halo, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkoxy, aryl, or heteroaryl.

45 17. The compound of embodiment 1 wherein two -W'-X'-Y'-Z' are attached to the same atom and optionally form a 3-20 membered cycloalkyl or heterocycloalkyl group optionally substituted by 1, 2 or 3 -W"-X"-Y"-Z".

50 18. The compound of embodiment 1 wherein -W"-X"-Y"-Z" is halo, cyano, C<sub>1-4</sub> cyanoalkyl, nitro, C<sub>1-4</sub> nitroalkyl, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, OH, (C<sub>1-4</sub> alkoxy)-C<sub>1-4</sub> alkyl, amino, C<sub>1-4</sub> alkylamino, C<sub>2-8</sub> dialkylamino, aryl, heteroaryl, cycloalkyl, heterocycloalkyl, arylalkyl, heteroarylalkyl, cycloalkylalkyl, or heterocycloalkylalkyl.

55 19. A compound of embodiment 1 having Formula II:



II

or pharmaceutically acceptable salt or prodrug thereof, wherein:

10 Cy is aryl, heteroaryl, cycloalkyl or heterocycloalkyl, each optionally substituted by 1, 2, 3, 4 or 5 -W-X-Y-Z; R¹ and R² together with the C atom to which they are attached form a 3-, 4-, 5-, 6- or 7-membered cycloalkyl group or a 3-, 4-, 5-, 6- or 7-membered heterocycloalkyl group, each optionally substituted by 1, 2 or 3 R⁵;

15 R⁵ is halo, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, C<sub>1-4</sub> haloalkyl, aryl, cycloalkyl, heteroaryl, heterocycloalkyl, CN, NO<sub>2</sub>, OR<sup>a</sup>, SR<sup>a</sup>, C(O)R<sup>b</sup>, C(O)NR<sup>c</sup>R<sup>d</sup>, C(O)OR<sup>a</sup>, OC(O)R<sup>b</sup>, OC(O)NR<sup>c</sup>R<sup>d</sup>, NR<sup>c</sup>R<sup>d</sup>, NR<sup>c</sup>C(O)R<sup>d</sup>, NR<sup>c</sup>C(O)OR<sup>a</sup>, S(O)R<sup>b</sup>, S(O)NR<sup>c</sup>R<sup>d</sup>, S(O)<sub>2</sub>R<sup>b</sup>, or S(O)<sub>2</sub>NR<sup>c</sup>R<sup>d</sup>;

20 W, W' and W" are each, independently, absent, C<sub>1-6</sub> alkylenyl, C<sub>1-6</sub> alkenylenyl, C<sub>2-6</sub> alkynylenyl, O, S, NR<sup>e</sup>, CO, CS, COO, CONR<sup>e</sup>, OCONR<sup>e</sup>, SO, SO<sub>2</sub>, SONR<sup>e</sup>, or NR<sup>e</sup>CONR<sup>f</sup>, wherein said C<sub>1-6</sub> alkylenyl, C<sub>1-6</sub> alkenylenyl, C<sub>2-6</sub> alkynylenyl are each optionally substituted by 1, 2 or 3 halo, OH, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, amino, C<sub>1-4</sub> alkylamino or C<sub>2-8</sub> dialkylamino;

25 X, X' and X" are each, independently, absent, C<sub>1-8</sub> alkylenyl, C<sub>2-8</sub> alkenylenyl, C<sub>2-8</sub> alkynylenyl, aryl, cycloalkyl, heteroaryl, heterocycloalkyl, arylalkyl, cycloalkylalkyl, heteroarylalkyl, heterocycloalkylalkyl, arylalkenyl, cycloalkylalkenyl, heteroarylalkenyl, heterocycloalkylalkenyl, each of which is optionally substituted by one or more halo, CN, NO<sub>2</sub>, OH, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, amino, C<sub>1-4</sub> alkylamino or C<sub>2-8</sub> dialkylamino;

30 Y, Y' and Y" are each, independently, absent, C<sub>1-6</sub> alkylenyl, C<sub>2-6</sub> alkenylenyl, C<sub>2-6</sub> alkynylenyl, O, S, NR<sup>e</sup>, CO, CS, COO, CONR<sup>e</sup>, OCONR<sup>e</sup>, SO, SO<sub>2</sub>, SONR<sup>e</sup>, or NR<sup>e</sup>CONR<sup>f</sup>, wherein said C<sub>1-6</sub> alkylenyl, C<sub>2-6</sub> alkenylenyl, C<sub>2-6</sub> alkynylenyl are each optionally substituted by 1, 2 or 3 halo, OH, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, amino, C<sub>1-4</sub> alkylamino or C<sub>2-8</sub> dialkylamino;

35 Z, Z' and Z" are each, independently, H, halo, oxo, sulfido, CN, NO<sub>2</sub>, OH, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, amino, C<sub>1-4</sub> alkylamino or C<sub>2-8</sub> dialkylamino, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, heteroaryl or heterocycloalkyl, wherein said C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, heteroaryl or heterocycloalkyl is optionally substituted by 1, 2 or 3 halo, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, C<sub>1-4</sub> haloalkyl, aryl, cycloalkyl, heteroaryl, heterocycloalkyl, CN, NO<sub>2</sub>, OR<sup>a</sup>, SR<sup>a</sup>, C(O)R<sup>b</sup>, C(O)NR<sup>c</sup>R<sup>d</sup>, C(O)OR<sup>a</sup>, OC(O)R<sup>b</sup>, OC(O)NR<sup>c</sup>R<sup>d</sup>, NR<sup>c</sup>R<sup>d</sup>, NR<sup>c</sup>C(O)R<sup>d</sup>, NR<sup>c</sup>C(O)OR<sup>a</sup>, S(O)R<sup>b</sup>, S(O)NR<sup>c</sup>R<sup>d</sup>, S(O)<sub>2</sub>R<sup>b</sup>, or S(O)<sub>2</sub>NR<sup>c</sup>R<sup>d</sup>;

40 wherein two -W-X-Y-Z attached to the same atom optionally form a 3-20 membered cycloalkyl or heterocycloalkyl group optionally substituted by 1, 2 or 3 -W"-X"-Y"-Z";

wherein two -W'-X'-Y'-Z' attached to the same atom optionally form a 3-20 membered cycloalkyl or heterocycloalkyl group optionally substituted by 1, 2 or 3 -W"-X"-Y"-Z";

45 wherein -W-X-Y-Z is other than H;

wherein -W'-X'-Y'-Z' is other than H;

wherein -W"-X"-Y"-Z" is other than H;

R<sup>a</sup> is H, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>2-6</sub> alkenyl, (C<sub>1-6</sub> alkoxy)-C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, heteroaryl or heterocycloalkyl;

50 R<sup>b</sup> is H, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, heteroaryl, heterocycloalkyl; R<sup>c</sup> and R<sup>d</sup> are each, independently, H, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, arylalkyl, or cycloalkylalkyl;

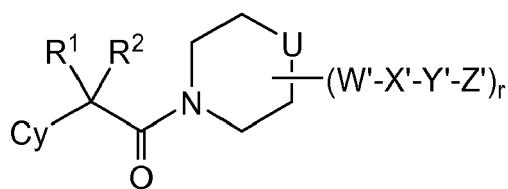
55 or R<sup>c</sup> and R<sup>d</sup> together with the N atom to which they are attached form a 4-, 5-, 6- or 7-membered heterocycloalkyl group;

R<sup>e</sup> and R<sup>f</sup> are each, independently, H, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, arylalkyl, or cycloalkylalkyl;

or R<sup>e</sup> and R<sup>f</sup> together with the N atom to which they are attached form a 4-, 5-, 6- or 7-membered heterocycloalkyl group; and

q is 0, 1, 2, 3 or 4.

20. A compound of embodiment 1 having Formula III:



10 or pharmaceutically acceptable salt or prodrug thereof, wherein:

Cy is aryl, heteroaryl, cycloalkyl or heterocycloalkyl, each optionally substituted by 1, 2, 3, 4 or 5 -W-X-Y-Z;  
U is NH, CH<sub>2</sub> or O;

15 R<sup>1</sup> and R<sup>2</sup> together with the C atom to which they are attached form a 3-, 4-, 5-, 6- or 7-membered cycloalkyl group or a 3-, 4-, 5-, 6- or 7-membered heterocycloalkyl group, each optionally substituted by 1, 2 or 3 R<sup>5</sup>;

R<sup>5</sup> is halo, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, C<sub>1-4</sub> haloalkyl, aryl, cycloalkyl, heteroaryl, heterocycloalkyl, CN, NO<sub>2</sub>, OR<sup>a</sup>, SR<sup>a</sup>, C(O)R<sup>b</sup>, C(O)NR<sup>c</sup>R<sup>d</sup>, C(O)OR<sup>a</sup>, OC(O)R<sup>b</sup>, OC(O)NR<sup>c</sup>R<sup>d</sup>, NR<sup>c</sup>R<sup>d</sup>, NR<sup>c</sup>C(O)R<sup>d</sup>, NR<sup>c</sup>C(O)OR<sup>a</sup>, S(O)R<sup>b</sup>, S(O)NR<sup>c</sup>R<sup>d</sup>, S(O)<sub>2</sub>R<sup>b</sup>, or S(O)<sub>2</sub>NR<sup>c</sup>R<sup>d</sup>;

20 W, W' and W" are each, independently, absent, C<sub>1-6</sub> alkylenyl, C<sub>2-6</sub> alkenylenyl, C<sub>2-6</sub> alkynylenyl, O, S, NR<sup>e</sup>, CO, CS, COO, CONR<sup>e</sup>, OCONR<sup>e</sup>, SO, SO<sub>2</sub>, SONR<sup>e</sup>, or NR<sup>e</sup>CONR<sup>f</sup>, wherein said C<sub>1-6</sub> alkylenyl, C<sub>2-6</sub> alkenylenyl, C<sub>2-6</sub> alkynylenyl are each optionally substituted by 1, 2 or 3 halo, OH, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, amino, C<sub>1-4</sub> alkylamino or C<sub>2-8</sub> dialkylamino;

25 X, X' and X" are each, independently, absent, C<sub>1-8</sub> alkylenyl, C<sub>2-8</sub> alkenylenyl, C<sub>2-8</sub> alkynylenyl, aryl, cycloalkyl, heteroaryl, heterocycloalkyl, arylalkyl, cycloalkylalkyl, heteroarylalkyl, heterocycloalkylalkyl, arylalkenyl, cycloalkylalkenyl, heteroarylalkenyl, heterocycloalkylalkenyl, each of which is optionally substituted by one or more halo, CN, NO<sub>2</sub>, OH, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, amino, C<sub>1-4</sub> alkylamino or C<sub>2-8</sub> dialkylamino;

30 Y, Y' and Y" are each, independently, absent, C<sub>1-6</sub> alkylenyl, C<sub>2-6</sub> alkenylenyl, C<sub>2-6</sub> alkynylenyl, O, S, NR<sup>e</sup>, CO, CS, COO, CONR<sup>e</sup>, OCONR<sup>e</sup>, SO, SO<sub>2</sub>, SONR<sup>e</sup>, or NR<sup>e</sup>CONR<sup>f</sup>, wherein said C<sub>1-6</sub> alkylenyl, C<sub>2-6</sub> alkenylenyl, C<sub>2-6</sub> alkynylenyl are each optionally substituted by 1, 2 or 3 halo, OH, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, amino, C<sub>1-4</sub> alkylamino or C<sub>2-8</sub> dialkylamino;

35 Z, Z' and Z" are each, independently, H, halo, oxo, sulfido, CN, NO<sub>2</sub>, OH, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, amino, C<sub>1-4</sub> alkylamino or C<sub>2-8</sub> dialkylamino, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, heteroaryl or heterocycloalkyl, wherein said C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, heteroaryl or heterocycloalkyl is optionally substituted by 1, 2 or 3 halo, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, C<sub>1-4</sub> haloalkyl, aryl, cycloalkyl, heteroaryl, heterocycloalkyl, CN, NO<sub>2</sub>, OR<sup>a</sup>, SR<sup>a</sup>, C(O)R<sup>b</sup>, C(O)NR<sup>c</sup>R<sup>d</sup>, C(O)OR<sup>a</sup>, OC(O)R<sup>b</sup>, OC(O)NR<sup>c</sup>R<sup>d</sup>, NR<sup>c</sup>R<sup>d</sup>, NR<sup>c</sup>C(O)R<sup>d</sup>, NR<sup>c</sup>C(O)OR<sup>a</sup>, S(O)R<sup>b</sup>, S(O)NR<sup>c</sup>R<sup>d</sup>, S(O)<sub>2</sub>R<sup>b</sup>, or S(O)<sub>2</sub>NR<sup>c</sup>R<sup>d</sup>;

wherein two -W-X-Y-Z attached to the same atom optionally form a 3-20 membered cycloalkyl or heterocycloalkyl group optionally substituted by 1, 2 or 3 -W"-X"-Y"-Z";

40 wherein two -W'-X'-Y'-Z' attached to the same atom optionally form a 3-20 membered cycloalkyl or heterocycloalkyl group optionally substituted by 1, 2 or 3 -W"-X"-Y"-Z";

wherein -W-X-Y-Z is other than H;

wherein -W'-X'-Y'-Z' is other than H;

wherein -W"-X"-Y"-Z" is other than H;

45 R<sup>a</sup> is H, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>2-6</sub> alkenyl, (C<sub>1-6</sub> alkoxy)-C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, heteroaryl or heterocycloalkyl;

R<sup>b</sup> is H, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, heteroaryl, heterocycloalkyl;

R<sup>c</sup> and R<sup>d</sup> are each, independently, H, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, arylalkyl, or cycloalkylalkyl;

50 or R<sup>c</sup> and R<sup>d</sup> together with the N atom to which they are attached form a 4-, 5-, 6- or 7-membered heterocycloalkyl group;

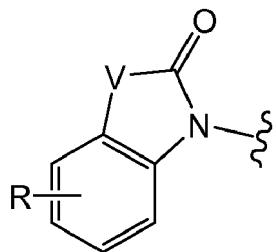
R<sup>e</sup> and R<sup>f</sup> are each, independently, H, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, arylalkyl, or cycloalkylalkyl;

55 or R<sup>e</sup> and R<sup>f</sup> together with the N atom to which they are attached form a 4-, 5-, 6- or 7-membered heterocycloalkyl group; and

r is 0, 1, 2, 3 or 4;

with the provisos:

a) when U is CH<sub>2</sub>, then -W'-X'-Y'-Z' forms a group other than:

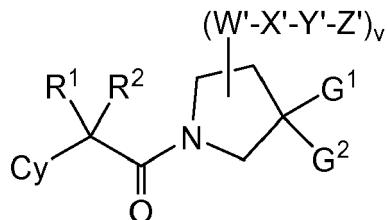


wherein:

15 V is CH<sub>2</sub>CH<sub>2</sub>, CH=CH, or CH<sub>2</sub>O; and  
R is H, halo or C<sub>1-5</sub> alkyl; and

b) when U is NH, said Cy is substituted by at least one -W-X-Y-Z.

20 21. A compound of embodiment 1 having Formula IV:



IV

or pharmaceutically acceptable salt or prodrug thereof, wherein:

35 Cy is aryl, heteroaryl, cycloalkyl or heterocycloalkyl, each optionally substituted by 1, 2, 3, 4 or 5 -W-X-Y-Z; R<sup>1</sup> and R<sup>2</sup> together with the C atom to which they are attached form a 3-, 4-, 5-, 6- or 7-membered cycloalkyl group or a 3-, 4-, 5-, 6- or 7-membered heterocycloalkyl group, each optionally substituted by 1, 2 or 3 R<sup>5</sup>; G<sup>1</sup> and G<sup>2</sup> together with the carbon atom to which they are attached form a 3-20 membered cycloalkyl or heterocycloalkyl group optional substituted by 1, 2 or 3 -W"-X"-Y"-Z".

40 R<sup>5</sup> is halo, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, C<sub>1-4</sub> haloalkyl, aryl, cycloalkyl, heteroaryl, heterocycloalkyl, CN, NO<sub>2</sub>, OR<sup>a</sup>, SR<sup>a</sup>, C(O)R<sup>b</sup>, C(O)NR<sup>c</sup>R<sup>d</sup>, C(O)OR<sup>a</sup>, OC(O)R<sup>b</sup>, OC(O)NR<sup>c</sup>R<sup>d</sup>, NR<sup>c</sup>R<sup>d</sup>, NR<sup>c</sup>C(O)R<sup>d</sup>, NR<sup>c</sup>C(O)OR<sup>a</sup>, S(O)R<sup>b</sup>, S(O)NR<sup>c</sup>R<sup>d</sup>, S(O)<sub>2</sub>R<sup>b</sup>, or S(O)<sub>2</sub>NR<sup>c</sup>R<sup>d</sup>;

45 W, W' and W" are each, independently, absent, C<sub>1-6</sub> alkylenyl, C<sub>1-6</sub> alkenylenyl, C<sub>2-6</sub> alkynylenyl, O, S, NR<sup>e</sup>, CO, COO, CONR<sup>e</sup>, SO, SO<sub>2</sub>, SONR<sup>e</sup>, or NR<sup>e</sup>CONR<sup>f</sup>, wherein said C<sub>1-6</sub> alkylenyl, C<sub>1-6</sub> alkenylenyl, C<sub>2-6</sub> alkynylenyl are each optionally substituted by 1, 2 or 3 halo, OH, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, amino, C<sub>1-4</sub> alkylamino or C<sub>2-8</sub> dialkylamino;

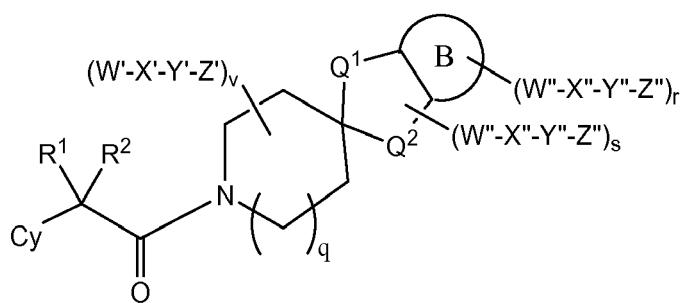
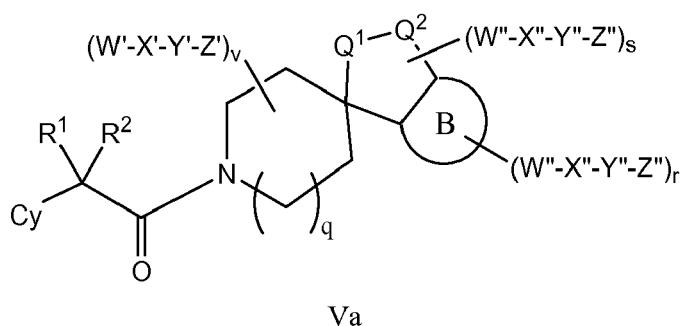
50 X, X' and X" are each, independently, absent, C<sub>1-8</sub> alkylenyl, C<sub>2-8</sub> alkenylenyl, C<sub>2-8</sub> alkynylenyl, aryl, cycloalkyl, heteroaryl, heterocycloalkyl, arylalkyl, cycloalkylalkyl, heteroarylalkyl, heterocycloalkylalkyl, arylalkenyl, cycloalkylalkenyl, heteroarylalkenyl, heterocycloalkylalkenyl, each of which is optionally substituted by one or more halo, CN, NO<sub>2</sub>, OH, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, amino, C<sub>1-4</sub> alkylamino or C<sub>2-8</sub> dialkylamino;

55 Y, Y' and Y" are each, independently, absent, C<sub>1-6</sub> alkylenyl, C<sub>2-6</sub> alkenylenyl, C<sub>2-6</sub> alkynylenyl, O, S, NR<sup>e</sup>, CO, CS, COO, CONR<sup>e</sup>, OCONR<sup>e</sup>, SO, SO<sub>2</sub>, SONR<sup>e</sup>, or NR<sup>e</sup>CONR<sup>f</sup>, wherein said C<sub>1-6</sub> alkylenyl, C<sub>2-6</sub> alkenylenyl, C<sub>2-6</sub> alkynylenyl are each optionally substituted by 1, 2 or 3 halo, OH, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, amino, C<sub>1-4</sub> alkylamino or C<sub>2-8</sub> dialkylamino;

Z, Z' and Z" are each, independently, H, halo, oxo, sulfido, CN, NO<sub>2</sub>, OH, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, amino, C<sub>1-4</sub> alkylamino or C<sub>2-8</sub> dialkylamino, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, heteroaryl or heterocycloalkyl, wherein said C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, heteroaryl or heterocycloalkyl is optionally substituted by 1, 2 or 3 halo, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, C<sub>1-4</sub> haloalkyl, aryl, cycloalkyl,

heteroaryl, heterocycloalkyl, CN, NO<sub>2</sub>, OR<sup>a</sup>, SR<sup>a</sup>, C(O)R<sup>b</sup>, C(O)NR<sup>c</sup>R<sup>d</sup>, C(O)OR<sup>a</sup>, OC(O)R<sup>b</sup>, OC(O)NR<sup>c</sup>R<sup>d</sup>, NR<sup>c</sup>R<sup>d</sup>, NR<sup>c</sup>C(O)R<sup>d</sup>, NR<sup>c</sup>C(O)OR<sup>a</sup>, S(O)R<sup>b</sup>, S(O)NR<sup>c</sup>R<sup>d</sup>, S(O)<sub>2</sub>R<sup>b</sup>, or S(O)<sub>2</sub>NR<sup>c</sup>R<sup>d</sup>;  
 wherein two -W-X-Y-Z attached to the same atom optionally form a 3-20 membered cycloalkyl or heterocycloalkyl group optionally substituted by 1, 2 or 3 -W"-X"-Y"-Z";  
 wherein -W-X-Y-Z is other than H;  
 wherein -W"-X"-Y"-Z" is other than H;  
 R<sup>a</sup> is H, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>2-6</sub> alkenyl, (C<sub>1-6</sub> alkoxy)-C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, heteroaryl or heterocycloalkyl;  
 R<sup>b</sup> is H, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, heteroaryl, heterocycloalkyl;  
 R<sup>c</sup> and R<sup>d</sup> are each, independently, H, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, arylalkyl, or cycloalkylalkyl;  
 or R<sup>c</sup> and R<sup>d</sup> together with the N atom to which they are attached form a 4-, 5-, 6- or 7-membered heterocycloalkyl group;  
 R<sup>e</sup> and R<sup>f</sup> are each, independently, H, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, arylalkyl, or cycloalkylalkyl;  
 or R<sup>e</sup> and R<sup>f</sup> together with the N atom to which they are attached form a 4-, 5-, 6- or 7-membered heterocycloalkyl group; and  
 v is 0, 1 or 2.

22. A compound of embodiment 1 having Formula Va or Vb:



45 or pharmaceutically acceptable salt or prodrug thereof, wherein:

ring B is a fused 5 or 6-membered aryl or heteroaryl group;  
 50 Q<sup>1</sup> is O, S, NH, CH<sub>2</sub>, CO, CS, SO, SO<sub>2</sub>, OCH<sub>2</sub>, SCH<sub>2</sub>, NHCH<sub>2</sub>, CH<sub>2</sub>CH<sub>2</sub>, CH=CH, COCH<sub>2</sub>, CONH, COO, SOCH<sub>2</sub>, SONH, SO<sub>2</sub>CH<sub>2</sub>, or SO<sub>2</sub>NH;  
 Q<sup>2</sup> is O, S, NH, CH<sub>2</sub>, CO, CS, SO, SO<sub>2</sub>, OCH<sub>2</sub>, SCH<sub>2</sub>, NHCH<sub>2</sub>, CH<sub>2</sub>CH<sub>2</sub>, CH=CH, COCH<sub>2</sub>, CONH, COO, SOCH<sub>2</sub>, SONH, SO<sub>2</sub>CH<sub>2</sub>, or SO<sub>2</sub>NH;  
 Cy is aryl, heteroaryl, cycloalkyl or heterocycloalkyl, each optionally substituted by 1, 2, 3, 4 or 5 -W-X-Y-Z;  
 R<sup>1</sup> and R<sup>2</sup> together with the C atom to which they are attached form a 3-, 4-, 5-, 6- or 7-membered cycloalkyl group or a 3-, 4-, 5-, 6- or 7-membered heterocycloalkyl group, each optionally substituted by 1, 2 or 3 R<sup>5</sup>;  
 R<sup>5</sup> is halo, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, C<sub>1-4</sub> haloalkyl, aryl, cycloalkyl, heteroaryl, heterocycloalkyl, CN, NO<sub>2</sub>, OR<sup>a</sup>, SR<sup>a</sup>, C(O)R<sup>b</sup>, C(O)NR<sup>c</sup>R<sup>d</sup>, C(O)OR<sup>a</sup>, OC(O)R<sup>b</sup>, OC(O)NR<sup>c</sup>R<sup>d</sup>, NR<sup>c</sup>R<sup>d</sup>, NR<sup>c</sup>C(O)R<sup>a</sup>,

$\text{S(O)R}^b$ ,  $\text{S(O)NR}^c\text{R}^d$ ,  $\text{S(O)}_2\text{R}^b$ , or  $\text{S(O)}_2\text{NR}^c\text{R}^d$ ;

W, W' and W" are each, independently, absent, C<sub>1-6</sub> alkylényl, C<sub>2-6</sub> alkenylenyl, C<sub>2-6</sub> alkynylényl, O, S, NR<sup>e</sup>, CO, CS, COO, CONR<sup>e</sup>, OCONR<sup>e</sup>, SO, SO<sub>2</sub>, SONR<sup>e</sup>, or NR<sup>e</sup>CONR<sup>f</sup>, wherein said C<sub>1-6</sub> alkylényl, C<sub>2-6</sub> alkenylenyl, C<sub>2-6</sub> alkynylényl are each optionally substituted by 1, 2 or 3 halo, OH, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, amino, C<sub>1-4</sub> alkylamino or C<sub>2-8</sub> dialkylamino;

X, X' and X" are each, independently, absent, C<sub>1-8</sub> alkylenyl, C<sub>2-8</sub> alkenylenyl, C<sub>2-8</sub> alkynylenyl, aryl, cycloalkyl, heteroaryl, heterocycloalkyl, arylalkyl, cycloalkylalkyl, heteroarylalkyl, heterocycloalkylalkyl, arylalkenyl, cycloalkylalkenyl, heteroarylalkenyl, heterocycloalkylalkenyl, arylalkynyl, cycloalkylalkynyl, heteroarylalkynyl, heterocycloalkylalkynyl, each of which is optionally substituted by one or more halo, CN, NO<sub>2</sub>, OH, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, amino, C<sub>1-4</sub> alkylamino or C<sub>2-8</sub> dialkylamino;

Y, Y' and Y" are each, independently, absent, C<sub>1-6</sub> alkylene, C<sub>2-6</sub> alkenylene, C<sub>2-6</sub> alkynylene, O, S, NR<sup>e</sup>, CO, CS, COO, CONR<sup>e</sup>, OCONR<sup>e</sup>, SO, SO<sub>2</sub>, SONR<sup>e</sup>, or NR<sup>e</sup>CONR<sup>f</sup>, wherein said C<sub>1-6</sub> alkylene, C<sub>2-6</sub> alkenylene, C<sub>2-6</sub> alkynylene are each optionally substituted by 1, 2 or 3 halo, OH, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, amino, C<sub>1-4</sub> alkylamino or C<sub>2-8</sub> dialkylamino;

Z, Z' and Z" are each, independently, H, halo, oxo, sulfido, CN, NO<sub>2</sub>, OH, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, amino, C<sub>1-4</sub> alkylamino or C<sub>2-8</sub> dialkylamino, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, heteroaryl or heterocycloalkyl, wherein said C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, heteroaryl or heterocycloalkyl is optionally substituted by 1, 2 or 3 halo, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, C<sub>1-4</sub> haloalkyl, aryl, cycloalkyl, heteroaryl, heterocycloalkyl, CN, NO<sub>2</sub>, OR<sup>a</sup>, SR<sup>a</sup>, C(O)R<sup>b</sup>, C(O)NR<sup>c</sup>R<sup>d</sup>, C(O)OR<sup>a</sup>, OC(O)R<sup>b</sup>, OC(O)NR<sup>c</sup>R<sup>d</sup>, NR<sup>c</sup>R<sup>d</sup>, NR<sup>c</sup>C(O)R<sup>d</sup>, NR<sup>c</sup>C(O)R<sup>d</sup>, C(O)R<sup>b</sup>, C(O)NR<sup>c</sup>R<sup>d</sup>, C(O)R<sup>b</sup>, C(O)NR<sup>c</sup>R<sup>d</sup>.

NR<sup>c</sup>R<sup>a</sup>, NR<sup>c</sup>C(O)R<sup>a</sup>, NR<sup>c</sup>C(O)OR<sup>a</sup>, S(O)R<sup>b</sup>, S(O)NR<sup>c</sup>R<sup>a</sup>, S(O)<sub>2</sub>R<sup>b</sup>, or S(O)<sub>2</sub>NR<sup>c</sup>R<sup>a</sup>;  
 wherein two -W-X-Y-Z attached to the same atom optionally form a 3-20 membered cycloalkyl or heterocycloalkyl group optionally substituted by 1, 2 or 3 -W"-X"-Y"-Z";

wherein -W-X-Y-Z is other than H;

wherein -W"-X"-Y"-Z" is other than H;

R<sup>a</sup> is H, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>2-6</sub> alkenyl, (C<sub>1-6</sub> alkoxy)-C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, heteroaryl or heterocycloalkyl;

R<sup>b</sup> is H, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, heteroaryl, heterocycloalkyl;

$R^c$  and  $R^d$  are each, independently, H, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, arylalkyl, or cycloalkylalkyl;

or  $R^c$  and  $R^d$  together with the N atom to which they are attached form a 4-, 5-, 6- or 7-membered heterocycloalkyl group;

R<sup>e</sup> and R<sup>f</sup> are each, independently, H, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, arylalkyl, or cycloalkylalkyl;

or  $R^e$  and  $R^f$  together with the N atom to which they are attached form a 4-, 5-, 6- or 7-membered heterocycloalkyl group;

q is 0 or 1;  
v is 0, 1 or 2;

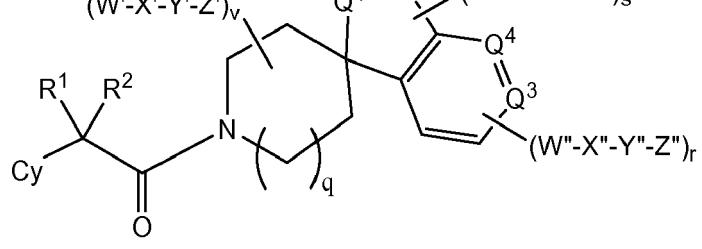
r is 0.1

For  $z$ ,

3 is 0, for 2,  
the sum of r

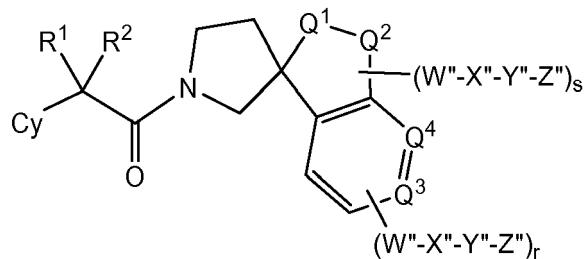
the sum of  $P$  and  $S$ .

### A compound of embodiment 1



wherein Q<sup>3</sup> and Q<sup>4</sup> are each, independently, CH or N.

24. A compound of embodiment 1 having Formula VII:

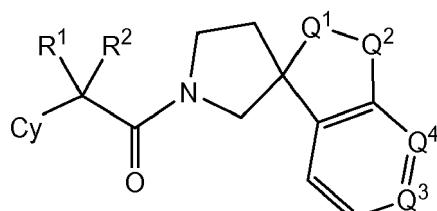


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VII.

25. A compound of embodiment 1 having Formula VIII:

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VIII.

26. A compound of embodiment 1 selected from:

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1-((1-(4-Chlorophenyl) cyclopropyl) carbonyl)pyrrolidin-3-ol;  
 1-[(1-Phenylcyclopropyl) carbonyl] pyrrolidin-3-ol;  
 1-[(1-Phenylcyclopropyl) carbonyl] pyrrolidin-3-ol;  
 1-{{1-(4-Chlorophenyl)cyclopropyl} carbonyl}-2-phenylpyrrolidine;  
 1'-{{1-(4-Chlorophenyl)cyclopropyl} carbonyl}-2,3-dihydrospiro[indene-1,4'-piperidine];  
 1-{{1-(4-Chlorophenyl)cyclopropyl} carbonyl}-3-phenylpiperidine;  
 1-{{1-(4-Chlorophenyl)cyclopropyl} carbonyl}-4-phenylpiperidine-4-carbonitrile;  
 1-{{1-(4-Chlorophenyl)cyclopropyl} carbonyl}-4-phenoxy piperidine;  
 1'-{{1-(4-chlorophenyl)cyclopropyl} carbonyl}-1-methylspiro[indole-3,4'-piperidin]-2(1H)-one;  
 1-{{1-(4-Chlorophenyl)cyclopropyl} carbonyl}-4-phenylpiperidin-4-ol;  
 Methyl 3-(1-{{1-(4-chlorophenyl) cyclopropyl} carbonyl}piperidin-4-yl)benzoate;  
 4-Benzyl-1-{{1-(4-chlorophenyl) cyclopropyl} carbonyl}piperidin-4-ol;  
 4-(4-tert-Butyl-1,3-thiazol-2-yl)-1-{{1-(4-chlorophenyl)cyclopropyl} carbonyl}piperidine;  
 Methyl 4-(1-{{1-(4-chlorophenyl) cyclopropyl} carbonyl}piperidin-4-yl)benzoate;  
 tert-Butyl 1'-{{1-(4-chlorophenyl) cyclopropyl} carbonyl}spiro[indole-3,4'-piperidine]-1(2H)-carboxylate;  
 1'-{{1-(4-Chlorophenyl)cyclopropyl} carbonyl}-2,3-dihydro-1H-spiro [isoquinoline-4,4'-piperidine];  
 8-{{1-(4-Chlorophenyl)cyclopropyl} carbonyl}-3-phenyl-1-oxa-2,8-diazaspiro[4.5]dec-2-ene;  
 1-{{1-(4-Chlorophenyl)cyclopropyl} carbonyl}-4-[3-(trifluoromethyl) phenyl] piperidine;  
 1-{{1-(4-Chlorophenyl)cyclopropyl} carbonyl}-4-(4-phenyl-1,3-thiazol-2-yl)piperidine;  
 tert-Butyl 7-{{1-(4-chlorophenyl) cyclopropyl} carbonyl}-2,7-diazaspiro [4.5]decane-2-carboxylate;  
 tert-Butyl 1'-{{1-(4-chlorophenyl) cyclopropyl} carbonyl}-1H-spiro [isoquinoline-4,4'-piperidine]-2(3H)-carboxylate;  
 tert-Butyl 7-{{1-(4-chlorophenyl)cyclopropyl} carbonyl}-2,7-diazaspiro [3.5]nonane-2-carboxylate;  
 4-(1-{{1-(4-Chlorophenyl)cyclopropyl} carbonyl}pyrrolidin-3-yl)pyridine;  
 4-(1-{{1-(4-Chlorophenyl) cyclopropyl} carbonyl}pyrrolidin-3-yl)pyridine;  
 4-(1-{{1-(4-Chlorophenyl) cyclopropyl} carbonyl}pyrrolidin-3-yl)pyridine;  
 1-{{1-(4-Chlorophenyl) cyclopropyl} carbonyl}-3-phenylpyrrolidine;  
 2-(1-{{1-(4-Chlorophenyl)cyclopropyl} carbonyl}pyrrolidin-3-yl)pyrazine;  
 3-(1-{{1-(4-Chlorophenyl)cyclopropyl} carbonyl}pyrrolidin-3-yl)pyridine;  
 1-{{1-(4-Chlorophenyl) cyclopropyl} carbonyl}-3-phenylpyrrolidine;  
 3-(3-Chlorophenyl)-1- {{1-(4-chlorophenyl)cyclopropyl} carbonyl}pyrrolidine;  
 1-{{1-(4-Chlorophenyl)cyclopropyl} carbonyl}-3-[3-(trifluoromethyl) phenyl]pyrrolidine;  
 2-(1-{{1-(4-Chlorophenyl)cyclopropyl} carbonyl}pyrrolidin-3-yl)pyridine;

1-{{1-(4-Chlorophenyl)cyclopropyl] carbonyl}-3-phenylpyrrolidin-3-ol;  
 1-{{1-(4-Chlorophenyl)cyclopropyl] carbonyl}-3-(2-naphthyl)pyrrolidine;  
 3-Benzyl-1-{{1-(4-chlorophenyl) cyclopropyl]carbonyl}pyrrolidine;  
 1-{{1-(4-Chlorophenyl)cyclopropyl] carbonyl}-3-(phenylsulfonyl)pyrrolidine;  
 5 2-{{1-(4-Chlorophenyl)cyclopropyl] carbonyl}-5-(4-fluorophenyl)-2,5-diazabicyclo[2.2.1]heptane;  
 1-{{1-(4-Chlorophenyl)cyclopropyl] carbonyl}-3-(4-phenoxyphenyl)pyrrolidine;  
 Methyl 1-{{1-(4-chlorophenyl) cyclopropyl]carbonyl}-4-phenyl pyrrolidine-3-carboxylate;  
 10 1-{{1-(4-Chlorophenyl)cyclopropyl] carbonyl}-3-(4-methoxyphenyl)pyrrolidine;  
 1-((1-(4-Chlorophenyl)cyclopropyl carbonyl)-3-(4-trifluorophenyl) pyrrolidine;  
 3-(4-Chlorophenyl)-1- {{1-(4-chlorophenyl)cyclopropyl]carbonyl}pyrrolidine;  
 4-(1-{{1-(2,4-Dichlorophenyl) cyclopropyl]carbonyl}pyrrolidin-3-yl)pyridine;  
 4-(1-{{1-(4-Methoxyphenyl) cyclopropyl] carbonyl}pyrrolidin-3-yl)pyridine;  
 4-(1-{{1-(4-Methylphenyl)cyclopropyl] carbonyl}pyrrolidin-3-yl)pyridine;  
 15 1-{{1-(4-Chlorophenyl)cyclopropyl] carbonyl}-4-phenylpiperidine;  
 3-{{1-(4-Chlorophenyl)cyclopropyl] carbonyl}-1,2,3,4,4a,5,6,10b-octa-hydrobenzo[f]isoquinoline;  
 2-{{1-(4-Chlorophenyl)cyclopropyl] carbonyl}-2,3,3a,4,5,9b-hexahydro-1H-benzo[e]isoindole;  
 2-{{1-(4-Chlorophenyl)cyclopropyl] carbonyl}-1,2,3,3a,8,8a-hexahydroindeno[1,2-c]pyrrole;  
 1'-{{1-(4-Chlorophenyl)cyclopropyl] carbonyl}-1,3-dihydrospiro[indene-2,4'-piperidine];  
 3-{{1-(4-Chlorophenyl)cyclopropyl] carbonyl}-2,3,4,4a,5,6-hexahydro-1H-pyrazino[1,2-a]quinoline;  
 20 2-{{1-(4-Chlorophenyl)cyclopropyl] carbonyl}-1,2,3,4,10,10a-hexahydro pyrazino[1,2-a]indole;  
 1'-{{1-(4-Chlorophenyl)cyclopropyl] carbonyl}spiro[chromene-2,4'-piperidine];  
 1'-{{1-(4-Chlorophenyl)cyclopropyl] carbonyl}-3H-spiro[2-benzofuran-1,4'-piperidine];  
 1'-{{1-(4-Chlorophenyl)cyclopropyl] carbonyl}spiro[indole-3,4'-piperidin]-2(1H)-one;  
 8-{{1-(4-Chlorophenyl)cyclopropyl] carbonyl}-2,8-diazaspiro[4.5]decan-3-one;  
 25 2-{{1-(4-Chlorophenyl)cyclopropyl] carbonyl}-1,2,3,4-tetrahydro isoquinoline;  
 6-{{1-(4-Chlorophenyl)cyclopropyl] carbonyl}-4,5,6,7-tetrahydrothieno [2,3-c]pyridine;  
 1-{{1-(4-Chlorophenyl)cyclopropyl] carbonyl}indoline;  
 2-{{1-(4-Chlorophenyl)cyclopropyl] carbonyl}isoindoline;  
 8-{{1-(4-Chlorophenyl)cyclopropyl] carbonyl}-1-phenyl-1,3,8-triazaspiro [4.5]decan-4-one;  
 30 4-Benzylidene-1-{{1-(4-chlorophenyl) cyclopropyl]carbonyl}piperidine;  
 1'-{{1-(4-Chlorophenyl)cyclopropyl] carbonyl}-1,4'-bipiperidine;  
 4-(1-{{1-(4-Chlorophenyl)cyclopropyl] carbonyl}piperidin-4-yl)pyridine;  
 1-{{1-(4-Chlorophenyl)cyclopropyl] carbonyl}-3-(4-fluorophenyl) pyrrolidine;  
 1-{{1-(4-Chlorophenyl)cyclopropyl] carbonyl}-3-(3-fluorophenyl) pyrrolidine;  
 35 N-(1-{{1-(4-Chlorophenyl) cyclopropyl]carbonyl}piperidin-4-yl)-N-phenylpropanamide;  
 2-{{1-(4-Chlorophenyl)cyclopropyl] carbonyl}octahydropsyrrolo[1,2-a]pyrazine;  
 4-{{1-(4-Chlorophenyl)cyclopropyl] carbonyl}piperazine-1-carbaldehyde;  
 4-{{1-(4-Chlorophenyl)cyclopropyl] carbonyl}-2-methyl-1-phenyl iperazine;  
 1-{{1-(4-Chlorophenyl)cyclopropyl] carbonyl}-4-(pyridin-4-ylmethyl) piperazine;  
 40 1-{{1-(4-Chlorophenyl)cyclopropyl] carbonyl}-4-(2-thienylsulfonyl) piperazine;  
 2-(1-{{1-(4-Chlorophenyl)cyclopropyl] carbonyl}piperidin-2-yl)ethanol;  
 2-(1-{{1-(4-Chlorophenyl)cyclopropyl] carbonyl}piperidin-4-yl)ethanol;  
 1-{{1-(4-Chlorophenyl)cyclopropyl] carbonyl}-4-(4-fluorophenyl) piperidine;  
 4-{{1-(4-Chlorophenyl)cyclopropyl] carbonyl}-1-{{1-(4-chlorophenyl)cyclopropyl]carbonyl}-1,2,3,6-tetrahydropyridine;  
 45 (1-{{1-(4-Chlorophenyl)cyclopropyl] carbonyl}piperidin-2-yl)methanol;  
 2-(1-{{1-(4-Chlorophenyl)cyclopropyl] carbonyl}pyrrolidin-2-yl)ethanol;  
 (1-{{1-(4-Chlorophenyl) cyclopropyl]carbonyl}pyrrolidin-2-yl)methanol;  
 (1-{{1-(4-Chlorophenyl) cyclopropyl]carbonyl}pyrrolidin-2-yl)methanol;  
 1'-{{1-(4-Chlorophenyl)cyclopropyl]carbonyl}spiro[1,2-benzisothiazole-3,3'-pyrrolidine] 1,1-dioxide;  
 50 1'-{{1-(4-Chlorophenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{{1-[4-(Pyridin-2-yloxy) phenyl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{{1-(4-Chlorophenyl)cyclobutyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{{1-(4-Methylphenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{{1-(4-Methoxyphenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 55 1'-{{1-(2,4-Dichlorophenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{{1-(4-Chlorophenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{{1-(4-Chlorophenyl)cyclopropyl]carbonyl}-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one;  
 1'-{{1-(4-Chlorophenyl)cyclopropyl] carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;

1'-{[1-(4-Chlorophenyl)cyclopropyl] carbonyl}-1H-spiro[furo[3,4-c]pyridine-3,3'-pyrrolidin]-1-one;  
 1'-{[1-(4-Chlorophenyl)cyclopropyl] carbonyl}spiro[indole-3,3'-pyrrolidin]-2(1H)-one;  
 1'-{[1-[4-(1H-Pyrazol-1-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[4-(Difluoromethoxy)phenyl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-(6-Phenylpyridin-3-yl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{[1-(6-Phenylpyridin-3-yl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-(4-Pyrrolidin-1-ylphenyl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-(4-Pyrrolidin-1-ylphenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one; and  
 1'-{[1-(6-Pyrrolidin-1-ylpyridin-3-yl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one, or  
 10 pharmaceutically acceptable salt thereof.

27. A compound of embodiment 1 selected from:

15 1'-{[1-(6-Pyrrolidin-1-ylpyridin-3-yl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[4-(2-Oxo-1,3-oxazolidin-3-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[4-(2-Oxopyrrolidin-1-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 20 1'-{[1-[4-(2-Phenylethoxy)phenyl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[4-((1-Methylcyclopropyl)methoxy)phenyl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-{4-[(2-Fluorobenzyl)oxy]phenyl}cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 25 1'-{[1-[4-(Quinolin-2-ylmethoxy)phenyl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[4-(1,3-Benzothiazol-2-ylmethoxy)phenyl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 30 1'-{[1-(4-[(3,5-Bis(trifluoromethyl)benzyl)oxy]phenyl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[(1-{4-[(2-(4-Fluorophenyl)ethoxy] phenyl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 35 4-[{4-{1-[(3-Oxo-1'H,3H-spiro [furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl)carbonyl] cyclopropyl}phenoxy)methyl]benzonitrile;  
 1'-{[1-(4-Phenoxyphenyl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[4-(Pyridin-4-ylmethoxy)phenyl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 40 35 1'-{[1-[4-(Pyridin-2-ylmethoxy)phenyl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{[1-(4-Pyridin-4-ylphenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{[1-(4-Cyclopropylphenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{[1-(2-Fluoro-4-pyridin-2-ylphenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 45 40 1'-{[(1-{4-[(E)-2-(4-Methylphenyl)vinyl}phenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{[(1-[4-(2-Pyridin-2-ylethoxy)phenyl]cyclopropyl)carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{[(1-[4-(2-Pyridin-2-ylethoxy)phenyl]cyclopropyl)carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 50 45 1'-{[(1-{4-[(E)-2-Pyridin-4-ylvinyl}phenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{[(1-[4-(3,5-Dimethylisoxazol-4-yl)phenyl]cyclopropyl)carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{[(1-[4-(1-Methyl-1H-pyrazol-4-yl)phenyl]cyclopropyl)carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 55 50 1'-{[(1-[4-(Methylsulfonyl) biphenyl-4-yl]cyclopropyl)carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{[(1-[4-(3-Methyl-1H-pyrazol-1-yl)phenyl]cyclopropyl)carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[(1-{4-[3-(Trifluoromethyl)-1H-pyrazol-1-yl]phenyl}cyclopropyl)carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[(1-[4-(4-Methyl-1H-pyrazol-1-yl)phenyl]cyclopropyl)carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[(1-[4-(2H-Indazol-2-yl)phenyl]cyclopropyl)carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[(1-[4-(1H-Benzimidazol-1-yl)phenyl]cyclopropyl)carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[(1-[4-(2-Methyl-1H-imidazol-1-yl)phenyl]cyclopropyl)carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;

1'-(1-[4-(1H-1,2,4-Triazol-1-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(1-Hydroxycyclopentyl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(Cyclopentylphenyl)cyclopropyl]carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(1-Hydroxycyclopentyl)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(1-Hydroxycyclobutyl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(1-Hydroxycyclobutyl)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(Tetrahydro-2H-pyran-4-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(Cyclobutylphenyl)cyclopropyl]carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(4-Hydroxytetrahydro-2H-pyran-4-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(4-Hydroxytetrahydro-2H-pyran-4-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(2-Amino-1,3-thiazol-4-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(2-Methyl-1,3-thiazol-4-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(2-Ethyl-1,3-thiazol-4-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(2-Amino-1,3-thiazol-4-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(2-Methyl-1,3-thiazol-4-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(1,3-Thiazol-4-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 4-(1-[1-(4-Chlorophenyl)-3-(methoxymethoxy)cyclobutyl]carbonyl)pyrrolidin-3-yl)pyridine;  
 3-(3-Chlorophenyl)-1-[(1-(4-chlorophenyl)-3-(methoxymethoxy)cyclobutyl)carbonyl]pyrrolidine;  
 1'-[(trans-1-(4-Chlorophenyl)-3-hydroxycyclobutyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-[(cis-1-(4-Chlorophenyl)-3-fluorocyclobutyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-[(cis-1-(4-Chlorophenyl)-3-fluorocyclobutyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin];  
 1'-[(cis-1-(4-Chlorophenyl)-3-fluorocyclobutyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-[(cis-1-(4-Chlorophenyl)-3-fluorocyclobutyl)carbonyl]-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one;  
 3-(1-[1-(4-Chlorophenyl)cyclobutyl]carbonyl)pyrrolidin-3-yl)pyridine;  
 1'-[(1-(4-Chlorophenyl)cyclobutyl)carbonyl]-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one;  
 1'-(1-[4-(1H-Indazol-1-yl)phenyl]cyclobutyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(3-(Trifluoromethyl)-1H-pyrazol-1-yl)phenyl]cyclobutyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(1H-Benzimidazol-1-yl)phenyl]cyclobutyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(2-Oxo-1,3-oxazolidin-3-yl)phenyl]cyclobutyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-Pyridin-4-ylcyclobutyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-(4-Pyridin-4-ylphenyl)cyclobutyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 40 N,N-Dimethyl-4-[5-(1-[(3-Oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1-yl)carbonyl]cyclopropyl)pyridin-2-yl]piperazine-1-carboxamide;  
 1'-(1-[6-[4-(Methylsulfonyl)piperazin-1-yl]pyridin-3-yl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 45 1'-(1-[6-[4-(2-Fluorophenyl)piperazin-1-yl]pyridin-3-yl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[6-(3,3-Difluoropyrrolidin-1-yl)pyridin-3-yl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[6-[3-Hydroxypyrrrolidin-1-yl]pyridin-3-yl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 50 N-[1-5-(1-[(3-Oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1-yl)carbonyl]cyclopropyl)pyridin-2-yl]pyrrolidin-3-yl]acetamide;  
 1'-(1-[6-(1,3-Dihydro-2H-isoindol-2-yl)pyridin-3-yl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[6-(3,4-Dihydro-isoquinolin-2(1H)-yl)pyridin-3-yl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 55 1'-(1-[6-Morpholin-4-ylpyridin-3-yl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[6-(4-Hydroxypiperidin-1-yl)pyridin-3-yl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

N-{4-[5-(1-[[3-Oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)pyridin-2-yl]phenyl}acetamide;  
 1'-({1-[6-(2-Fluorophenyl)pyridin-3-yl]cyclopropyl}carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-({1-[6-(1-Benzothien-3-yl)pyridin-3-yl]cyclopropyl}carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{[1-(2,3'-Bipyridin-5-yl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-({1-[6-(1-Methyl-1H-indol-5-yl)pyridine-3-yl]cyclopropyl} carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{[1-{6-[3-(Trifluoromethoxy)phenyl]pyridine-3-yl}cyclopropyl}carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[6-(3-Thienyl)pyridine-3-yl]cyclopropyl}carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{[1-{6-[3-(Trifluoromethyl)phenyl]pyridine-3-yl}cyclopropyl}carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[6-(1-Methyl-1H-pyrazol-4-yl)pyridine-3-yl]cyclopropyl}carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{[1-(6-Chloropyridin-3-yl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[6-(Benzyl)pyridin-3-yl]cyclopropyl}carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{[1-(Quinolin-3-yl)cyclopropyl}carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[6-(1-Methyl-1H-pyrazol-4-yl)pyridin-3-yl]cyclopropyl}carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[6-(Benzyl)pyridin-3-yl]cyclopropyl}carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-(6-Chloropyridin-3-yl)cyclopropyl}carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[6-(3,4-Dihydroisoquinolin-2(1H)-yl)pyridin-3-yl]cyclopropyl}carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[6-(1,3-Dihydro-2H-isoindol-2-yl)pyridin-3-yl]cyclopropyl}carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[6-(3,3-Difluoropyrrolidin-1-yl)pyridin-3-yl]cyclopropyl}carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 Isobutyl 4-(5-{1-[(3-Oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl}pyridin-2-yl)piperazine-1-carboxylate;  
 2-[4-(5-{1-[(3-Oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl}pyridin-2-yl)piperazin-1-yl]benzonitrile;  
 1'-{[1-{6-[4-(4-Fluorophenyl)piperazin-1-yl]pyridin-3-yl}cyclopropyl}carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-{6-[3-(Trifluoromethyl)phenyl]pyridin-3-yl}cyclopropyl}carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-{6-[3-(Trifluoromethoxy)phenyl]pyridin-3-yl}cyclopropyl}carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 4-(5-{1-[(3-Oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl] cyclopropyl}pyridin-2-yl)benzonitrile;  
 1'-{[1-[6-(3-Chloro-4-fluorophenyl)pyridin-3-yl]cyclopropyl}carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-{6-[4-(Methoxymethyl) phenyl]pyridin-3-yl}cyclopropyl}carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 N-[3-{5-{1-[(3-Oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl] cyclopropyl}pyridin-2-yl]phenyl}acetamide; and  
 4-(5-{1-[(3-Oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl] cyclopropyl}pyridin-2-yl)benzamide, or pharmaceutically acceptable salt thereof.

28. A compound of embodiment 1 selected from:

1'-{[1-{6-[4-(Methylsulfonyl)phenyl]pyridin-3-yl}cyclopropyl}carbonyl]-3H-spiro [furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-{6-(1-Methyl-1H-indol-5-yl)pyridin-3-yl}cyclopropyl}carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[6-(1-Benzothien-5-yl)pyridin-3-yl]cyclopropyl}carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-(6-Quinolin-3-yl)pyridin-3-yl]cyclopropyl}carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[6-(3-Thienyl)pyridin-3-yl]cyclopropyl}carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;

1'-(1-[4-(2-Oxo-2,3-dihydro-1H-indol-1-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(3-Methyl-2-oxo-2,3-dihydro-1H-benzimidazol-1-yl)phenyl]cyclopropyl) carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 5 4- {1-[(3-Oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl)carbonyl] cyclopropyl} benzonitrile;  
 4-{1-[(3-Oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl)carbonyl] cyclopropyl} benzenecarbothioamide;  
 10 1'-(1-{4-[1-(Methylsulfonyl)-1,2,3,6-tetrahydropyridin-4-yl]phenyl}cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-{4-[(E)-2-Pyridin-4-ylvinyl] phenyl}cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 15 1'-(1-{4-[Cyclopentyl(fluoro)methyl]phenyl}cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(Tetrahydro-2H-pyran-4-yloxy)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 20 tert-Butyl (4-{1-[(3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl)carbonyl] cyclopropyl}phenoxy)acetate;  
 (4-{1-[(3-Oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl)carbonyl] cyclopropyl} phenoxy)acetonitrile;  
 25 1'-(1-{4-[(5-Methylisoxazol-3-yl)methoxy]phenyl}cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-{4-(Cyclopentylmethoxy)phenyl}cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 30 1'-(1-{4-(Quinolin-3-ylmethoxy)phenyl}cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 6-(Trifluoromethyl)-1'-(1-[4-(trifluoromethyl)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 35 1'-(1-[4-(Trifluoromethoxy)phenyl]cyclopropyl)carbonyl)-6-(trifluoromethyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-(2,4-Difluorophenyl)cyclopropyl)carbonyl)-6-(trifluoromethyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 40 1'-(1-(1,3-Benzothiazol-2-yl)cyclopropyl)carbonyl} -6-(trifluoromethyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 7-Fluoro-1'-(1-{4-[(trifluoromethyl)thio]phenyl}cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 45 1'-(1-(4-Bromophenyl)cyclopropyl)carbonyl}-7-fluoro-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-(1,3-Benzothiazol-2-yl)cyclopropyl)carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-(1,3-Benzothiazol-2-yl)cyclopropyl)carbonyl}-6-chloro-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 6-Chloro-1'-(1-[4-(trifluoromethoxy)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 50 6-Chloro-1'-(1-(2-fluorophenyl)cyclopropyl)carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(4-Chlorophenyl)-1,3-thiazol-2-yl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 4-Fluoro-1'-(1-quinolin-4-ylcyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-(4-Chlorophenyl)cyclopropyl)carbonyl}-4-fluoro-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 7-Fluoro-1'-(1-{4-[(trifluoromethyl)thio]phenyl}cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 55 1'-(1-(4-Bromophenyl)cyclopropyl)carbonyl}-7-fluoro-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-(1,3-Benzothiazol-2-yl)cyclopropyl)carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-(1,3-Benzothiazol-2-yl)cyclopropyl)carbonyl}-6-chloro-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 6-Chloro-1'-(1-[4-(trifluoromethoxy)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 6-Chloro-1'-(1-(2-fluorophenyl)cyclopropyl)carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(4-Chlorophenyl)-1,3-thiazol-2-yl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 4-4-(1-[3-Oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl) cyclopropyl)benzonitrile;  
 1'-(1-(3-(Hydroxymethyl)phenyl)cyclopropyl)carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-(4-Bromophenyl)cyclopropyl)carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(Pyrrolidin-1-ylcarbonyl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 4-(1-[3-Oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl) benzohydrazide;  
 N-Methyl-4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)benzamide;  
 4-(1-[[3-Oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl) benzenecarbothioamide;  
 1'-(1-{4-[2-(Trifluoromethyl)-1H-imidazol-4-yl]phenyl}cyclopropyl) carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrro-

lidin]-3-one;  
 1'-(1-[4-(1-Methyl-1H-pyrazol-3-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 5 N-Cyclopropyl-4'-(1-[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)-cyclopropyl)biphenyl-4-carboxamide;  
 1'-(1-[4-(5-(Trifluoromethyl)-1H-1,2,4-triazol-3-yl)phenyl]-cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 10 1'-(1-[4-(1-Methyl-1H-tetrazol-5-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(2-Amino-1,3-oxazol-4-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 15 1'-(1-[4-(Pyrimidin-5-ylphenyl)cyclopropyl]carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(6-Fluoropyridin-3-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 20 1'-(1-[4-(6-Pyrrolidin-1-ylpyridin-3-yl)phenyl]cyclopropyl)-carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 N-Cyclopropyl-5-[4-(1-[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)-cyclopropyl)phenyl]pyridine-2-carboxamide;  
 25 N-Methyl-5-[4-(1-[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)-cyclopropyl)phenyl]pyridine-2-carboxamide;  
 1'-(1-[4-(Methylsulfonyl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 30 1'-(1-[4-(Trifluoromethyl)thio]phenyl)cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-Chloro-2-fluorophenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 35 1'-(1-[4-(2-Oxopyridin-1(2H)-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 Methyl 4-[4-(1-[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl)phenyl]piperazine-1-carboxylate;  
 40 1'-(1-[4-(4-(Methylsulfonyl)-2-oxopiperazin-1-yl)phenyl]cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 7-Fluoro-1'-(1-[4-[3-(trifluoromethyl)-1H-pyrazol-1-yl]phenyl]cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 45 N-[4-(1-[3-Oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl)phenyl]cyclopropanecarboxamide;  
 N-[4-(1-[3-Oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl)phenyl]benzenesulfonamide;  
 Methyl allyl[4-(1-[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl)phenyl]carbamate;  
 50 1'-(1-[4-(1H-1,2,4-Triazol-1-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-Quinolin-6-ylcyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-Pyridin-4-ylcyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-Quinolin-4-ylcyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-Quinolin-2-ylcyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-Pyridin-2-ylcyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[1,3-Benzothiazol-2-yl)cyclopropyl]carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 2-(1-[4-Chlorophenyl)cyclopropyl]carbonyl)pyrrolidine-3-yl)-1,3-thiazole;  
 1'-(1-[4-Methylphenyl)cyclopropyl]carbonyl)spiro[pyrido[3,4-d][1,3]oxazine-4,3'-pyrrolidin]-2(1H)-one trifluoroacetate;  
 1-[1-(4-Chlorophenyl)cyclopropyl]carbonyl]-3-pyridin-4-ylpyrrolidin-3-ol;  
 1-[1-(4-Chlorophenyl)cyclopropyl]carbonyl]-3-(3-fluoropyridin-4-yl)pyrrolidin-3-ol;  
 1-[1-(4-Chlorophenyl)cyclopropyl]carbonyl]-3-(2-fluorophenyl)pyrrolidin-3-ol;  
 1-[1-(4-Chlorophenyl)cyclopropyl]carbonyl]-3-[2-(hydroxymethyl)phenyl]pyrrolidin-3-ol;  
 1-[1-(4-Chlorophenyl)cyclopropyl]carbonyl]-3-pyridin-2-ylpyrrolidin-3-ol;  
 1'-(1-[4-(Pyrrolidin-1-ylmethyl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 55 [4-(1-[3-Oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl)phenyl]cyclopropyl acetic acid;  
 6-Chloro-1'-(1-[4-(Trifluoromethyl)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 6-Chloro-1'-(1-[4-methylphenyl)cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(3-Thienyl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-(4-Chlorophenyl)cyclopropyl)carbonyl]-3-(1,3-thiazol-2-yl)pyrrolidin-3-ol;  
 1'-(1-(2-Naphthyl)cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(Pyridin-4-ylmethoxy)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;

2- {[1-(4-Chlorophenyl)cyclopropyl]carbonyl}octahydro-1H-isoindole;  
 1'-{[1-(4-Chlorophenyl)cyclopropyl] carbonyl}spiro[isochromene-3,3'-pyrrolidin]-1(4H)-one;  
 N-(tert-Butyl)-2-(1-{[1-(4-chlorophenyl)cyclopropyl]carbonyl}-3-hydroxypyrrolidin-3-yl)benzenesulfonamide;  
 2- {[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-3-hydroxypyrrolidin-3-yl)methyl]nicotinic acid;  
 1- {[1-(4-Chlorophenyl)cyclopropyl] carbonyl}-3-phenylpyrrolidine-3,4-diol;  
 1'-{[1-(2-Fluoro-4-pyridin-4-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 5-Methoxy-1'-{[1-(4-methylphenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{[1-(4-Methylphenyl)cyclopropyl]carbonyl}-3-oxo-3H-spiro[2-benzofuran-1,3'-pyrrolidine]-5-carbonitrile;  
 1'-{[1-3'-(Hydroxymethyl)biphenyl-4-yl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 10 1'-{[1-[2'-(Methylthio)biphenyl-4-yl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{[1-(1,3-Benzothiazol-2-yl)cyclopropyl]carbonyl}-7H-spiro[furo[3,4-b]pyndine-5,3'-pyrrolidin]-7-one;  
 1'-{[1-(2-Naphthyl)cyclopropyl]carbonyl}-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one;  
 15 1'-{[1-[4-(Difluoromethoxy)phenyl]cyclopropyl]carbonyl}-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one;  
 1'-{[1-(4-[4-(Trifluoromethoxy)benzyl]oxy)phenyl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one; and  
 1'-{[1-{4-[1-(4-Bromophenyl)ethoxy]phenyl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one, or pharmaceutically acceptable salt thereof.

29. A compound of embodiment 1 selected from:

20 1'-{[1-(4-Pyridin-3-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 [4-(4-{1-[(3-Oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl] cyclopropyl}phenyl)-1,3-thiazol-2-yl]acetonitrile;  
 25 1'-{[1-[4-(2-Pyridin-3-yl-1,3-thiazol-4-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[4-(1-Propionyl-1,2,3,6-tetrahydropyridin-4-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 30 Ethyl 4-[4-(1-{[3-Oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl} cyclopropyl)phenyl]-3,6-dihydropyridine-1(2H)-carboxylate;  
 4-[{(E)-2-(4-{1-[(3-Oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl] cyclopropyl}phenyl)vinyl]benzonitrile;  
 35 1'-{[1-(2-Fluoro-4-pyridin-4-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-{2-Fluoro-4-[3-(trifluoromethyl)-1H-pyrazol-1-yl]phenyl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 40 1'-{[1-[4-(2H-Indazol-2-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[4-(2-Oxo-1,3-oxazolidin-3-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 45 1'-{[1-[4-Isopropyl-2-oxo-1,3-oxazolidin-3-yl]phenyl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[4-(2-Oxoimidazolidin-1-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 50 1'-{[1-[4-(2-Oxoimidazolidin-1-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[2-Fluoro-4-(2-oxopyrrolidin-1-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 55 1'-{[1-[2-Fluoro-4-(2-oxo-1,3-oxazolidin-3-yl)phenyl] cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 Methyl 3-oxo-4-[4-(1-{[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl} cyclopropyl)phenyl]piperazine-1-carboxylate;  
 1'-{[1-{4-(Cyclopropyl carbonyl)piperazin-1-yl}pyridin-3-yl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{[1-{6-[4-(Pyridin-4-yloxy)piperidin-1-yl}pyridin-3-yl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

1'-(1-{6-[3-(Pyridin-4-yloxy)pyrrolidin-1-yl]pyridin-3-yl}cyclopropyl) carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(6-Methoxypyridin-3-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 [4'-(1-[3-Oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl] cyclopropyl)biphenyl-3-yl]acetonitrile;  
 1'-(1-[4-(6-Aminopyridin-3-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(6-Hydroxypyridin-3-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(5-Methylpyridin-2-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-{4-[(Pyridin-2-yloxy)methyl]phenyl}cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-[(Pyridin-3-yloxy)methyl]phenyl]cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-[(Pyridin-4-yloxy)methyl]phenyl]cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 3-(1-[3-Oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl) cyclopropyl)benzonitrile;  
 1'-(1-Biphenyl-3-ylcyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-(1-Naphthyl)cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-Quinolin-6-ylcyclopropyl) carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-[(5-Methylisoxazol-3-yl)methoxy]phenyl]cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(2-Pyridin-3-yl-1,3-thiazol-4-yl)phenyl]cyclopropyl) carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-[(Trifluoromethyl)-1,3,4-oxadiazol-2-yl]phenyl] cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(4-Chlorophenyl)-1,3-thiazol-2-yl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1',1"-[1,4-Phenylenebis(cyclopropane-1,1-diylcarbonyl)]bis(3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one);  
 4-Hydroxy-1'-(1-quinolin-4-ylcyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 4-Methoxy-1'-(1-quinolin-4-ylcyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-Pyridin-3-ylcyclobutyl) carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-(4-Chlorophenyl)cyclobutyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-(4-Chlorophenyl) cyclobutyl)carbonyl]-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one;  
 1-[1-(4-Chlorophenyl)cyclopropyl] carbonyl]-4-phenylpyrrolidin-3-ol;  
 6-[1-(4-Chlorophenyl)cyclopropyl] carbonyl]-1,3,3-trimethyl-6-azabicyclo[3.2.1]octane;  
 (1-[1-(4-Chlorophenyl)cyclopropyl]carbonyl)-3-phenylpyrrolidin-2-yl)methanol;  
 (1-[1-(4-Chlorophenyl)cyclopropyl]carbonyl)-4-phenylpyrrolidin-2-yl)methanol;  
 (1-[1-(4-Chlorophenyl)cyclopropyl]carbonyl)-4-phenylpyrrolidin-2-yl)methanol;  
 1-[1-(4-Chlorophenyl)cyclopropyl] carbonyl]pyrrolidine;  
 1-[1-(4-Chlorophenyl)cyclopentyl] carbonyl]azepane;  
 3-Chloro-N-(1-[1-(4-chlorophenyl)cyclopropyl]carbonyl)pyrrolidin-3-yl)-2-methylbenzene sulfonamide;  
 1-[1-(4-Chlorophenyl)cyclopropyl]carbonyl]-4-phenylpyrrolidine-3-carboxylic acid;  
 (1-[1-(4-Chlorophenyl)cyclopropyl]carbonyl)-4-phenylpyrrolidin-3-yl)methanol;  
 2-[1-[1-(4-Chlorophenyl)cyclopropyl]carbonyl]-4-(hydroxymethyl) pyrrolidin-3-yl]phenol;  
 2-[1-(4-Chlorophenyl)cyclopropyl]carbonyl]-1,2,3,3a,4,9b-hexahydro chromeno[3,4-c]pyrrole;  
 2-[1-(4-Chlorophenyl)cyclopropyl]carbonyl]-8-(methylsulfonyl)-2,8-diazaspiro[4.5]decane;  
 8-Acetyl-2-[1-(4-chlorophenyl)cyclopropyl]carbonyl]-2,8-diazaspiro[4.5]decane;  
 3-(1-[1-(4-Chlorophenyl)cyclopropyl]carbonyl)pyrrolidin-3-yl)pyridine;  
 3-(1-[1-(4-Phenoxyphenyl)cyclopropyl]carbonyl)pyrrolidin-3-yl)pyridine;  
 3-[1-(1-[4-(Cyclopentyloxy)phenyl]cyclopropyl)carbonyl]pyrrolidin-3-yl]pyridine;  
 tert-Butyl 4-(5-{1-[3-pyridin-3-yl]pyrrolidin-1-yl)carbonyl] cyclopropyl) pyridine-2-yl)piperazine-1-carboxylate;  
 1-[1-(4-Chlorophenyl)cyclopropyl] carbonyl]-3-isopropylpyrrolidine;  
 Methyl 3-(1-[1-(4-chlorophenyl)cyclopropyl]carbonyl)pyrrolidin-3-yl)benzoate;  
 1-[1-(4-Chlorophenyl)cyclopropyl] carbonyl]-3-(2-methylphenyl) pyrrolidine;  
 1-[1-(4-Chlorophenyl)cyclopropyl] carbonyl]-3-(2-methoxyphenyl) pyrrolidine;  
 1-[1-(4-Chlorophenyl)cyclopropyl] carbonyl]-3-(2,6-dimethylphenyl) pyrrolidine;  
 1-(4-{1-[3-Pyridin-4-yl]pyrrolidin-1-yl)carbonyl]cyclopropyl)phenyl)pyrrolidin-2-one;  
 3-(4-{1-[3-Pyridin-4-yl]pyrrolidin-1-yl)carbonyl]cyclopropyl)phenyl)-1,3-oxazolidin-2-one;  
 4-{1-[3-Pyridin-4-yl]pyrrolidin-1-yl)carbonyl]cyclopropyl}phenol;  
 4-[1-(1-[4-(Benzyl)oxy]phenyl)cyclopropyl]carbonyl]pyrrolidin-3-yl]pyridine;  
 4-[1-(1-[4-(Allyloxy)phenyl] cyclopropyl)carbonyl]pyrrolidin-3-yl]pyridine;  
 4-[1-(1-[4-(Pyridin-4-yloxy)phenyl] cyclopropyl)carbonyl]pyrrolidin-3-yl]pyridine;  
 4-[1-(1-[4-(3-Furyloxy)phenyl]cyclopropyl)carbonyl]pyrrolidin-3-yl]pyridine;

4-[1-({1-[4-(Cyclopentyloxy)phenyl]cyclopropyl}carbonyl) pyrrolidine-3-yl]pyridine;  
 4-[1-({1-[4-(Cyclohex-2-en-1-yloxy)phenyl]cyclopropyl}carbonyl) pyrrolidine-3-yl]pyridine;  
 3-[(4-{1-[(3-Pyridin-4-ylpyrrolidin-1-yl)carbonyl]cyclopropyl}phenoxy) methyl]pyridine;  
 2-[(4-{1-[(3-Pyridin-4-ylpyrrolidin-1-yl)carbonyl]cyclopropyl}phenoxy) methyl]pyridine;  
 4-[2-(4-{1-[(3-Pyridin-4-ylpyrrolidin-1-yl)carbonyl]cyclopropyl}phenoxy) ethyl]morpholine;  
 4-(1-[[1-(4-Chlorophenyl)cyclopropyl]carbonyl]pyrrolidin-3-yl)pyridine 1-oxide;  
 4-(1-[[1-(4-Chlorophenyl)cyclopropyl] carbonyl]pyrrolidin-3-yl)-3-fluoropyridine;  
 1-[[1-(4-Chlorophenyl)cyclopropyl]carbonyl]-3-isopropylpyrrolidin-3-ol;  
 3-tert-Butyl-1-[[1-(4-chlorophenyl)cyclopropyl]carbonyl]pyrrolidine-3-ol;  
 1-[[1-(4-Chlorophenyl)cyclopropyl] carbonyl]-3-(2-methylphenyl)pyrrolidin-3-ol;  
 Methyl [(1-[[1-(4-chlorophenyl) cyclopropyl]carbonyl]-3-phenylpyrrolidin-3-yl)oxy]acetate;  
 [(1-[[1-(4-Chlorophenyl)cyclopropyl] carbonyl] -3-phenylpyrrolidin-3-yl)oxy]acetic acid;  
 1-[[1-(4-Chlorophenyl)cyclopropyl]carbonyl]-3-(3-chloropyridin-4-yl)pyrrolidine-3-ol;  
 1'-[[1-(4-Chlorophenyl)cyclopropyl]carbonyl]spiro[pyrido[3,4-d][1,3]oxazine-4,3'-pyrrolidin]-2(1H)-one trifluoroacetate;  
 1'-[[1-(2,4-Dichlorophenyl)cyclopropyl]carbonyl]spiro[pyrido[3,4-d][1,3]oxazine-4,3'-pyrrolidin]-2(1H)-one trifluoroacetate;  
 1'-[[1-(4-Bromophenyl)cyclopropyl] carbonyl]spiro[pyrido[3,4-d][1,3]oxazine-4,3'-pyrrolidin]-2(1H)-one trifluoroacetate;  
 1'-[[1-(4-Methoxyphenyl)cyclopropyl]carbonyl]spiro[pyrido[3,4-d][1,3]oxazine-4,3'-pyrrolidin]-2(1H)-one trifluoroacetate;  
 1'-[[1-(4-Phenoxyphenyl)cyclopropyl]carbonyl]spiro[pyrido[3,4-d][1,3]oxazine-4,3'-pyrrolidin]-2(1H)-one trifluoroacetate;  
 1'-[(1-{4-[(Trifluoromethyl)thio] phenyl}cyclopropyl)carbonyl]spiro[pyrido[3,4-d][1,3]oxazine-4,3'-pyrrolidin]-2(1H)-one trifluoroacetate;  
 1'-[[1-(3-Bromophenyl)cyclopropyl]carbonyl]spiro[pyrido[3,4-d][1,3]oxazine-4,3'-pyrrolidin]-2(1H)-one trifluoroacetate;  
 1'-[[1-(3-Methoxyphenyl)cyclopropyl]carbonyl]spiro[pyrido[3,4-d][1,3]oxazine-4,3'-pyrrolidin]-2(1H)-one trifluoroacetate;  
 1'-[[1-(6-Chloropyridin-3-yl)cyclopropyl]carbonyl]-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one;  
 1'-[[1-(4-Methylphenyl)cyclopropyl]carbonyl]-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one; and  
 1'-({1-[4-(Trifluoromethyl)phenyl]cyclopropyl}carbonyl)-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one, or pharmaceutically acceptable salt thereof.

30. A compound of embodiment 1 selected from:

1'-[[1-(4-Methoxyphenyl)cyclopropyl]carbonyl]-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one;  
 1'-({1-[4-(Trifluoromethoxy)phenyl]cyclopropyl}carbonyl)-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one;  
 1'-[[1-(4-Fluorophenyl)cyclopropyl]carbonyl]-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one;  
 1'-[[1-(2-Chloro-4-fluorophenyl)cyclopropyl]carbonyl]-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one;  
 1'-[[1-(2,4-Difluorophenyl)cyclopropyl]carbonyl]-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one;  
 1'-[[1-(3-Chlorophenyl)cyclopropyl]carbonyl]-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one;  
 1'-[[1-(3,4-Dichlorophenyl)cyclopropyl]carbonyl]-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one;  
 1'-[[1-(2,3-Difluorophenyl)cyclopropyl]carbonyl]-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one;  
 1'-[[1-(2,4-Dichlorophenyl)cyclopropyl]carbonyl]-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one;  
 Ethyl 4-[5-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)pyridin-2-yl]piperazine-1-carboxylate;  
 1'-[(1-[6-[4-(ethylsulfonyl)piperazin-1-yl]pyridin-3-yl]cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-({1-[6-(4-Methylpiperazin-1-yl)pyridin-3-yl]cyclopropyl}carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-({1-[6-(4-Phenylpiperazin-1-yl)pyridin-3-yl]cyclopropyl}carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-[(1-[6-[4-(3-Methylbutanoyl)piperazin-1-yl]pyridin-3-yl]cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-[(1-[6-[4-(Cyclopropylmethyl)piperazin-1-yl]pyridin-3-yl]cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-[(1-[6-(2,5-Dihydro-1H-pyrrol-1-yl)pyridin-3-yl]cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

3-one;  
 1'-{[1-(6-Piperidin-1-ylpyridin-3-yl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[4-(4-Methyl-2-oxopiperazin-1-yl)phenyl]cyclopropyl] carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 5 1'-{[1-[4-(4-Acetyl-2-oxo-piperazin-1-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 tert-Butyl 4-[4-(1-{[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl} cyclopropyl)phenyl]piperazine-1-carboxylate;  
 10 1'-{[1-[4-(4-Isobutyrylpiperazin-1-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{[1-{4-[4-(Cyclopropylcarbonyl)piperazin-1-yl]phenyl} cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 15 1'-{[1-{4-[4-(Methylsulfonyl)piperazin-1-yl]phenyl}cyclopropyl carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 N-Methyl-N-[4-{1-[1-{[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl} cyclopropyl]phenyl]cyclopropanecarboxamide;  
 N-[4-(1-{[3-Oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl} cyclopropyl) phenyl] acetamide;  
 20 1'-{[1-[4-(2-Oxopyrrolidin-1-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[4-(2-Oxo-1,3-oxazolidin-3-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 25 1'-{[1-[4-(1H-Pyrazol-1-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[4-(2-Oxopiperidin-1-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1-Methyl-3-[4-(1-{[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)phenyl] imida-  
 30 zolidine-2,4-dione;  
 1'-{[1-(4-Morpholin-4-ylphenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1-[4-(1-{[3-Phenylpyrrolidin-1-yl]carbonyl}cyclopropyl)phenyl] pyrrolidine-2-one;  
 3-[4-(1-{[3-Phenylpyrrolidin-1-yl]carbonyl}cyclopropyl)phenyl]-1,3-oxazolidin-2-one;  
 Methyl 4-(4- {1-{[3-phenylpyrrolidin-1-yl]carbonyl}cyclopropyl}phenyl)piperazine-1-carboxylate;  
 35 Ethyl 4-(4-{1-{[3-phenylpyrrolidin-1-yl]carbonyl}cyclopropyl}phenyl)piperazine-1-carboxylate;  
 1-Isobutyryl-4-(4-{1-{[3-phenylpyrrolidin-1-yl]carbonyl} cyclopropyl}phenyl)piperazine;  
 1-Acetyl-4-(4-{1-{[3-phenylpyrrolidin-1-yl]carbonyl}cyclopropyl}phenyl) piperazine;  
 1-(Cyclopropylcarbonyl)-4-(4-{1-{[3-phenylpyrrolidin-1-yl]carbonyl} cyclopropyl} phenyl)piperazine;  
 1-Isobutyryl-4-(5-{1-{[3-phenylpyrrolidin-1-yl]carbonyl} cyclopropyl}pyridin-2-yl)piperazine;  
 40 1-(Cyclopropylcarbonyl)-4-(5-{1-{[3-phenylpyrrolidin-1-yl]carbonyl} cyclopropyl} pyridin-2-yl)piperazine;  
 1'-[(1-Pyridin-3-ylcyclopropyl) carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 N-Methyl-4-[5-(1-{[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl} cyclopropyl)pyridin-2-  
 45 yl]benzamide;  
 N,N-Dimethyl-4-[5-(1-{[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl} cyclopropyl)pyridin-2-  
 yl]benzamide;  
 1'-{[1-{6-[4-(Methylsulfonyl) phenyl]pyridin-3-yl}cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-  
 one;  
 1'-{[1-(4-Methoxyphenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 45 1'-{[1-[4-(Pyridin-2-yloxy)phenyl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{[1-{4-(Pyridin-3-ylmethoxy) phenyl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{[1-{4-(Isoquinolin-1-ylmethoxy)phenyl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{[1-(4-Vinylphenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 Methyl 4-[4-(1-{[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl} cyclopropyl)phenyl]-3,6-dihy-  
 50 droypyridine-1(2H)-carboxylate;  
 Ethyl 4-[4-(1-{[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl} cyclopropyl)phenyl]-3,6-dihy-  
 droypyridine-1(2H)-carboxylate;  
 1'-{[1-{4-(1-Acetyl-1,2,3,6-tetrahydropyridin-4-yl)phenyl} cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-  
 pyrrolidin] -3-one;  
 55 1'-{[1-{4-[1-(3-Methylbutanoyl)-1,2,3,6-tetrahydropyridin-4-yl]phenyl}cyclopropyl]carbonyl}-3H-spiro[2-benzo-  
 furan-1,3'-pyrrolidin]-3-one;  
 5-Hydroxy-1'-{[1-(4-methylphenyl) cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{[1-(4-Methylphenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-5-ol;  
 1'-{[1-{4-(Pyrrolidin-1-ylmethyl)phenyl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

1'-{[1-(6-Pyrrolidin-1-ylpyridin-3-yl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[6-(4-Phenylpiperazin-1-yl)pyridin-3-yl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 5 Methyl 4-[5-(1-[(3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl]pyridin-2-yl]piperazine-1-carboxylate ;  
 Ethyl 4-(5-{1-[(3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl)carbonyl] cyclopropyl}pyridin-2-yl)piperazine-1-carboxylate;  
 10 Isopropyl 4-(5-{1-[(3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl)carbonyl] cyclopropyl}pyridin-2-yl)piperazine-1-carboxylate;  
 1'-{[1-[6-(4-Chlorophenyl)pyridin-3-yl]cyclopropyl]carbonyl}-3H-spiro [furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[6-(4-Fluorophenyl)pyridin-3-yl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 15 1'-{[1-[6-(4-Fluoro-2-methylphenyl)pyridin-3-yl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-(Quinolin-4-ylcyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 4-Chloro-1'-[(1-quinolin-4-ylcyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 4-Hydroxy-1'-[(1-quinolin-4-ylcyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 4-Methoxy-1'-[(1-quinolin-4-ylcyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 20 1'-[(1-{4-[(4-Fluorobenzyl)oxy]phenyl} cyclopropyl)carbonyl]-3H-spiro[furo [3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-(4-[(4-(Trifluoromethyl)benzyl)oxy]phenyl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[(1-{4-[(2-Chloro-4-fluorobenzyl) oxy]phenyl}cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 25 1'-{[(1-{4-[(4-Bromo-2-fluorobenzyl)oxy]phenyl}cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 3-Fluoro-4-[(4-{1-[(3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl)carbonyl] cyclopropyl}phenoxyl]benzonitrile;  
 1'-{[(1-{4-[(2-Fluorophenyl)ethoxy]phenyl}cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 30 4-[1-(4-{1-[(3-Oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl)carbonyl]cyclopropyl}phenoxyl]benzonitrile;  
 1'-{[(1-[4-(Quinolin-2-ylmethoxy)phenyl]cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 35 1'-{[1-(4-Methoxyphenyl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 6-Chloro-1'-{[1-(4-methoxyphenyl) cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-(4-Methoxyphenyl)cyclopropyl] carbonyl}-6-(trifluoromethyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 40 1'-{[1-(4-Cyclopentyloxy)phenyl] cyclopropyl}carbonyl)-3H-spiro [furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-(4-(Allyloxy)phenyl)cyclo-propyl}carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-(4-(2-Methoxyethoxy)phenyl)cyclopropyl}carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-(4-(Cyclopropylmethoxy)phenyl)cyclopropyl]carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 45 1'-{[1-(4-Methylphenyl)cyclopropyl]carbonyl}-6-(trifluoromethyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-(4-Methylphenyl)cyclopropyl] carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-(4-(Trifluoromethyl)phenyl] cyclopropyl}carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-(4-Vinylphenyl)cyclopropyl] carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 50 1'-{[(1-{4-[(E)-2-Pyridin-2-ylvinyl] phenyl}cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[4-(1-Isobutryl-1,2,3,6-tetrahydropyridin-4-yl)phenyl] cyclopropyl}carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[4-(1-Acetyl(piperidin-4-yl)phenyl]cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 55 Ethyl 4-(4-{1-[(3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl)carbonyl] cyclopropyl} phenyl)piperidine-1-carboxylate;  
 1'-{[1-[4-(1-Isobutryl(piperidin-4-yl)phenyl]cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[4-(1-Propionylpiperidin-4-yl)phenyl]cyclopropyl}carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;

one;  
 1'-(1-[4-[1-(3-Methylbutanoyl) piperidin-4-yl]phenyl]cyclopropyl) carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(2-Isopropyl-1,3-thiazol-4-yl)phenyl]cyclopropyl) carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-[2-(Dimethylamino)-1,3-thiazol-4-yl]phenyl]cyclopropyl) carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(2-Amino-1,3-thiazol-4-yl)phenyl]cyclopropyl) carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 3-Fluoro-4-{1-[(3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl)carbonyl]cyclo-propyl}benzonitrile;  
 1'-(1-[2-Fluoro-4-(4-methyl-1,3-thiazol-2-yl)phenyl]cyclopropyl) carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one; and  
 1'-(1-[4-[5-(Trifluoromethyl)-1,3,4-oxadiazol-2-yl]phenyl]cyclo-propyl) carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one, or pharmaceutically acceptable salt thereof.

31. A compound of embodiment 1 selected from:

1'-(1-[4-(3-Methylisoxazol-4-yl)phenyl]cyclopropyl) carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(2-Pyridin-2-ylethyl) phenyl]cyclopropyl) carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[2-Fluoro-4-(1H-pyrazol-1-yl)phenyl]cyclopropyl) carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[2-Fluoro-4-(3-methyl-1H-pyrazol-1-yl)phenyl]cyclopropyl) carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(3-Amino-1H-pyrazol-1-yl)phenyl]cyclopropyl) carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(1H-Benzimidazol-1-yl)-2-fluorophenyl]cyclopropyl) carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[2-Fluoro-4-[2-(trifluoro-methyl)-1H-benzimidazol-1-yl]phenyl]cyclopropyl) carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(2-Methoxy-1H-benzimidazol-1-yl)phenyl] cyclopropyl) carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 Ethyl 4-(4-{1-[(3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl)carbonyl]cyclo-propyl}phenyl)piperazine-1-carboxylate;  
 Isopropyl 4-[4-(1-{[3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl} cyclo-propyl)phenyl]piperazine-1-carboxylate;  
 1'-(1-[4-(4-Propionylpiperazin-1-yl)phenyl]cyclopropyl) carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(4-Isobutyrylpiperazin-1-yl)phenyl]cyclopropyl) carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-[4-(Cyclopropyl carbonyl)piperazin-1-yl]phenyl]cyclopropyl) carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-[4-(Methylsulfonyl)piperazin-1-yl]phenyl]cyclopropyl) carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(2-Oxopyridin-1(2H)-yl)phenyl]cyclopropyl) carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 Methyl [4-(1-{[3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclo-propyl)phenyl]carbamate;  
 N-[4-(1-{[3-Oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclo-propyl)phenyl]methanesulfonamide;  
 1'-(1-(2-Fluorophenyl)cyclo-propyl) carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-(2-Chlorophenyl)cyclopropyl) carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-(2-Bromophenyl)cyclopropyl) carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[2-(Trifluoromethyl)phenyl]cyclopropyl) carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-(2-Methoxyphenyl)cyclopropyl) carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-(2-Methylphenyl)cyclopropyl) carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-(2,3-Difluorophenyl)cyclo-propyl) carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-(2-Chloro-6-fluorophenyl)cyclo-propyl) carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;

1'-[{1-(1-Naphthyl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-[{1-(2-Fluorophenyl)cyclopropyl]carbonyl}-6-(trifluoromethyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 6-Chloro-1'-[{1-(4-methylphenyl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 6-Chloro-1'-(1-[4-(trifluoro-methyl)phenyl]cyclopropyl]carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 6-Chloro-1'-[{1-(2,4-difluorophenyl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 6-Chloro-1'-(1-[3-(difluoromethoxy)phenyl]cyclopropyl]carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-[{1-(2,4-Dichlorophenyl)cyclo-propyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-[{1-(4-Chlorophenyl)cyclopropyl]carbonyl}-4-methoxy-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-[{1-(4-Chlorophenyl)cyclopropyl]carbonyl}-4-hydroxy-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 6-Chloro-1'-[{1-(3,4-dichlorophenyl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-[{1-(4-Chloro-2-fluorophenyl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 6-Chloro-1'-[{1-(2,4-difluorophenyl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-[{1-(2-Chloro-4-fluorophenyl)cyclo-propyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-[{1-(2,4-Difluorophenyl)cyclo-propyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(Methylthio)phenyl]cyclo-propyl]carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-[(Trifluoromethyl)thio]phenyl]cyclopropyl]carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-[{1-(4-Chlorophenyl)cyclo-pentyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1-[{1-(4-Chlorophenyl)cyclohexyl]carbonyl]azepane;  
 Methyl 4-[5-(1-[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl]pyridin-2-yl]piperazine-1-carboxylate;  
 N,N-Dimethyl-4-[4-(1-[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclo-propyl]phenyl]piperazine-1-carboxamide;  
 Methyl 4-[3-fluoro-4-(1-[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclo-propyl]phenyl]piperazine-1-carboxylate;  
 1'-(1-[2-Fluoro-4-(4-propionylpiperazin-1-yl)phenyl]cyclo-propyl]carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[2-Fluoro-4-(4-isobutyrylpiperazin-1-yl)phenyl]cyclo-propyl]carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-[4-(Cyclopropyl carbonyl)piperazin-1-yl]-2-fluoro-phenyl]cyclopropyl) carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(4-Acetyl)piperazin-1-yl)-2-fluorophenyl]cyclopropyl]carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 4-[3-Fluoro-4-(1-[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl]phenyl]-N,N-dimethylpiperazine-1-carboxamide;  
 1'-(1-[4-(4-Hydroxypiperidin-1-yl)phenyl]cyclopropyl]carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 N,N-Dimethyl-1-[4-(1-[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclo-propyl]phenyl]piperidine-4-carboxamide;  
 Methyl 4-[4-(1-[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl]phenyl]piperidine-1-carboxylate;  
 Ethyl 4-[4-(1-[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl]phenyl]piperidine-1-carboxylate;  
 1'-(1-[4-(1-Acetyl)piperidin-4-yl)phenyl]cyclopropyl]carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(1-Isobutyrylpiperidin-4-yl)phenyl]cyclopropyl]carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(1-Propionyl)piperidin-4-yl)phenyl]cyclopropyl]carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(1-(3-Methylbutanoyl)piperidin-4-yl)phenyl]cyclopropyl]carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(1-Acetyl)piperidin-4-yl)phenyl]cyclopropyl]carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(1-Isobutyrylpiperidin-4-yl)phenyl]cyclopropyl]carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(1-Propionyl)piperidin-4-yl)phenyl]cyclopropyl]carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(1-(3-Methylbutanoyl)piperidin-4-yl)phenyl]cyclopropyl]carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 Methyl 4-[4-(1-[3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl]phenyl]piperi-

dine-1-carboxylate;  
 Ethyl 4-[4-(1-[[3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]piperidine-1-carboxylate;  
 5 Isopropyl 4-[4-(1-[[3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclo-propyl)phenyl]piperidine-1-carboxylate;  
 Methyl 4-hydroxy-4-[4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclo-propyl)phenyl]piperidine-1-carboxylate;  
 10 Ethyl 4-hydroxy-4-[4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclo-propyl)phenyl]piperidine-1-carboxylate;  
 Methyl 4-(5-{1-[(3-pyridin-3-ylpyrrolidin-1-yl)carbonyl]cyclo-propyl}pyridin-2-yl)piperazine-1-carboxylate;  
 Ethyl 4-(5-{1-[(3-pyridin-3-ylpyrrolidin-1-yl)carbonyl]cyclo-propyl}pyridin-2-yl)piperazine-1-carboxylate;  
 15 1-Acetyl-4-(5-{1-[(3-pyridin-3-ylpyrrolidin-1-yl)carbonyl]cyclo-propyl}pyridin-2-yl)piperazine;  
 1-Isobutryl-4-(5-{1-[(3-pyridin-3-ylpyrrolidin-1-yl)carbonyl]cyclo-propyl}pyridin-2-yl)piperazine;  
 1-(Cyclopropylcarbonyl)-4-(5-{1-[(3-pyridin-3-ylpyrrolidin-1-yl)carbonyl]cyclopropyl}pyridin-2-yl)piperazine;  
 20 Isopropyl 4-[4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclo-propyl)phenyl]piperazine-1-carboxylate;  
 1'-(1-{4-[6-(Pyrrolidin-1-ylcarbonyl)pyridin-3-yl]phenyl}cyclo-propyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 N-Ethyl-N-methyl-5-[4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclo-propyl)phenyl]pyridine-2-carboxamide;  
 N,N-Diethyl-5-[4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclo-propyl)phenyl]pyridine-2-carboxamide;  
 25 tert-Butyl {4-[5-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclo-propyl)pyridin-2-yl]phenyl}carbamate;  
 N,N-Dimethyl-1-[5-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclo-propyl)pyridin-2-yl]piperidine-4-carboxamide; and  
 30 1'-(1-{6-Piperidin-1-ylpyridin-3-yl}cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one, or pharmaceutically acceptable salt thereof.

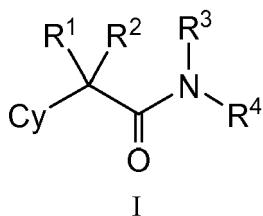
## 32. A compound of embodiment 1 selected from:

1'-(1-[2-Fluoro-4-(2-oxopyrrolidin-1-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 35 1'-(1-[2-Fluoro-4-(2-oxo-1,3-oxazolidin-3-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(2-Oxoazetidin-1-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 40 1'-(1-[2-Fluoro-4-(2-oxoazetidin-1-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(2-Oxoazetidin-1-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 45 Propyl 4-[5-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)pyridin-2-yl]piperazine-1-carboxylate;  
 Isobutyl 4-[5-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)pyridin-2-yl]piperazine-1-carboxylate;  
 Isopropyl 4-[5-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)pyridin-2-yl]piperazine-1-carboxylate;  
 50 Ethyl 4-[4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]piperazine-1-carboxylate;  
 Propyl 4-[4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]piperazine-1-carboxylate;  
 Isobutyl 4-[4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]piperazine-1-carboxylate;  
 55 1'-(1-{4-[4-(Cyclopropylacetyl)piperazin-1-yl]phenyl}cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-{4-[4-(Cyclopropylacetyl)piperazin-1-yl]-2-fluorophenyl}cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-{4-[4-(3-Methylbutanoyl)piperazin-1-yl]phenyl}cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

5 din]-3-one;  
 1'-(1-[2-Fluoro-4-[4-(3-methylbutanoyl)piperazin-1-yl]phenyl]cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(Tetrahydro-2H-pyran-4-ylcarbonyl)piperazin-1-yl]phenyl]cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 10 Ethyl 4-[3-fluoro-4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]piperazine-1-carboxylate;  
 Propyl 4-[3-fluoro-4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]piperazine-1-carboxylate;  
 15 4-[3-Fluoro-4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]-N-methylpiperazine-1-carboxamide;  
 1'-(1-[2-Fluoro-4-(4-isobutyrylpiperazin-1-yl)phenyl]cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 20 1'-(1-[4-(Cyclopropylacetyl)piperazin-1-yl]-2-fluorophenyl]cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 Methyl 4-[3-fluoro-4-(1-[[3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]piperazine-1-carboxylate;  
 Ethyl 4-[3-fluoro-4-(1-[[3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]piperazine-1-carboxylate;  
 25 Propyl 4-[3-fluoro-4-(1-[[3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]piperazine-1-carboxylate;  
 iso-Propyl 4-[3-fluoro-4-(1-[[3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]piperazine-1-carboxylate;  
 iso-Butyl 4-[3-fluoro-4-(1-[[3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]piperazine-1-carboxylate;  
 30 1'-(1-[4-(Cyclopropylcarbonyl)piperazine-1-yl]-2-fluorophenyl]cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[2-Fluoro-4-[4-(3-methylbutanoyl)piperazin-1-yl]phenyl]cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 N,N-Dimethyl-5-[4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]pyridine-2-carboxamide;  
 N-Ethyl-5-[4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]pyridine-2-carboxamide;  
 35 N-Isopropyl-5-[4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]pyridine-2-carboxamide;  
 5-[3-Fluoro-4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]-N-methylpyridine-2-carboxamide;  
 40 5-[3-Fluoro-4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]-N-ethylpyridine-2-carboxamide;  
 5-[3-Fluoro-4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]-N-i-propylpyridine-2-carboxamide;  
 45 5-[3-Fluoro-4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]-N,N-dimethylpyridine-2-carboxamide;  
 5-[3-Fluoro-4-(1-[[3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]-N-methylpyridine-2-carboxamide;  
 N-Ethyl-5-[3-fluoro-4-(1-[[3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]pyridine-2-carboxamide;  
 50 5-[3-Fluoro-4-(1-[[3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]-N-isopropylpyridine-2-carboxamide;  
 5-[3-Fluoro-4-(1-[[3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]-N,N-dimethylpyridine-2-carboxamide;  
 55 6-[3-Fluoro-4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]-N-methylnicotinamide;  
 6-[3-Fluoro-4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]-N,N-dimethylnicotinamide;  
 N-Methyl-6-[4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]nicotinamide;  
 N,N-Dimethyl-6-[4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]

nyl]nicotinamide;  
 1'-(1-[4-(1-Isobutryl-1,2,3,6-tetrahydropyridin-4-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(1-Propionyl-1,2,3,6-tetrahydropyridin-4-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[3-Fluoro-4-(3-methyl-1H-pyrazol-1-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 Methyl 4-(4-{1-[(4,4-dimethyl-2-oxo-1-oxa-7-azaspiro[4.4]non-7-yl)carbonyl]cyclopropyl}-3-fluorophenyl)piperazine-1-carboxylate;  
 Ethyl 4-(4-{1-[(4,4-dimethyl-2-oxo-1-oxa-7-azaspiro[4.4]non-7-yl)carbonyl]cyclopropyl}-3-fluorophenyl)piperazine-1-carboxylate;  
 7-[(1-(4-Chlorophenyl)cyclopropyl)carbonyl]-4,4-dimethyl-1-oxa-7-azaspiro[4.4]nonan-2-one;  
 Methyl 4-(3-fluoro-4-{1-[(3-pyridin-3-ylpyrrolidin-1-yl)carbonyl]cyclopropyl}phenyl)piperazine-1-carboxylate;  
 Methyl 4-(5-{1-[(3-pyridin-3-ylpyrrolidin-1-yl)carbonyl]cyclopropyl}pyridin-2-yl)piperazine-1-carboxylate;  
 Ethyl 4-(5-{1-[(3-pyridin-3-ylpyrrolidin-1-yl)carbonyl]cyclopropyl}pyridin-2-yl)piperazine-1-carboxylate;  
 1-Acetyl-4-(5-{1-[(3-pyridin-3-ylpyrrolidin-1-yl)carbonyl]cyclopropyl}pyridin-2-yl)piperazine;  
 1-(3-Methylbutanoyl)-4-(5-{1-[(3-pyridin-3-ylpyrrolidin-1-yl)carbonyl]cyclopropyl}pyridin-2-yl)piperazine;  
 1-(Cyclopropylcarbonyl)-4-(5-{1-[(3-pyridin-3-ylpyrrolidin-1-yl)carbonyl]cyclopropyl}pyridin-2-yl)piperazine;  
 Methyl 4-(3-fluoro-4-{1-[(1,3,3-trimethyl-6-azabicyclo[3.2.1]oct-6-yl)carbonyl]cyclopropyl}phenyl)piperazine-1-carboxylate;  
 1'-{[(-6-Azetidin-1-ylpyridin-3-yl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[6-(2-Oxoazetidin-1-yl)pyridin-3-yl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 Methyl [3-fluoro-4-(1-{[3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl}carbonyl)cyclopropyl]phenyl]carbamate;  
 Methyl [3-fluoro-4-(1-{[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl}carbonyl)cyclopropyl]phenyl]carbamate;  
 1'-{[1-[4-(2-Oxopyrrolidin-1-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[4-(Cyclopropylcarbonyl)piperazin-1-yl]phenyl]cyclobutyl}carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 Ethyl 4-[4-(1-{[3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl}carbonyl)cyclopropyl]phenyl)piperazine-1-carboxylate;  
 1-[(1-(4-Chlorophenyl)cyclopropyl)carbonyl]-3-(1,1-dimethylpropyl)pyrrolidin-3-ol;  
 7-[(1-(4-Chlorophenyl)cyclopropyl)carbonyl]-4,4-dimethyl-1-oxa-7-azaspiro[4.4]nonane;  
 Methyl 4-(4-{1-[(3-tert-butyl-3-hydroxypyrrrolidin-1-yl)carbonyl]cyclopropyl}-3-fluorophenyl)piperazine-1-carboxylate;  
 N,N-Diethyl-5-[3-fluoro-4-(1-{[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl}carbonyl)cyclopropyl]phenyl]pyridine-2-carboxamide;  
 1'-{[1-[4-(2-Oxopyrrolidin-1-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[2-Fluoro-4-(1H-1,2,3-triazol-1-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[2-Fluoro-4-(2H-1,2,3-triazol-2-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[2-Fluoro-4-(1H-1,2,4-triazol-1-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[2-Fluoro-4-(4H-1,2,4-triazol-4-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 N-Ethyl-5-[3-fluoro-4-(1-{[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl}carbonyl)cyclopropyl]phenyl]pyridine-2-carboxamide; and  
 5-[3-Fluoro-4-(1-{[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl}carbonyl)cyclopropyl]phenyl]-N-isopropylpyridine-2-carboxamide; or pharmaceutically acceptable salt thereof.

33. A method of modulating activity of 11 $\beta$ HSD1 or MR comprising contacting said 11 $\beta$ HSD1 or said MR with a compound of Formula I:



or pharmaceutically acceptable salt or prodrug thereof, wherein:

10 Cy is aryl, heteroaryl, cycloalkyl or heterocycloalkyl, each optionally substituted by 1, 2, 3, 4 or 5 -W-X-Y-Z; R<sup>1</sup> and R<sup>2</sup> together with the C atom to which they are attached form a 3-, 4-, 5-, 6- or 7-membered cycloalkyl group or a 3-, 4-, 5-, 6- or 7-membered heterocycloalkyl group, each optionally substituted by 1, 2 or 3 R<sup>5</sup>;

15 R<sup>3</sup> and R<sup>4</sup> together with the N atom to which they are attached form a 4-15 membered heterocycloalkyl group optionally substituted by 1, 2, 3 or 4 -W'-X'-Y'-Z';

R<sup>5</sup> is halo, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, C<sub>1-4</sub> haloalkyl, aryl, cycloalkyl, heteroaryl, heterocycloalkyl, CN, NO<sub>2</sub>, OR<sup>a</sup>, SR<sup>a</sup>, C(O)R<sup>b</sup>, C(O)NR<sup>c</sup>R<sup>d</sup>, C(O)OR<sup>a</sup>, OC(O)R<sup>b</sup>, OC(O)NR<sup>c</sup>R<sup>d</sup>, NR<sup>c</sup>R<sup>d</sup>, NR<sup>c</sup>C(O)R<sup>d</sup>, NR<sup>c</sup>C(O)OR<sup>a</sup>, S(O)R<sup>b</sup>, S(O)NR<sup>c</sup>R<sup>d</sup>, S(O)<sub>2</sub>R<sup>b</sup>, or S(O)<sub>2</sub>NR<sup>c</sup>R<sup>d</sup>;

20 W, W' and W" are each, independently, absent, C<sub>1-6</sub>alkylenyl, C<sub>1-6</sub>alkenyl, C<sub>2-6</sub> alkynyl, O, S, NR<sup>e</sup>, CO, CS, COO, CONR<sup>e</sup>, OCONR<sup>e</sup>, SO, SO<sub>2</sub>, SONR<sup>e</sup>, or NR<sup>e</sup>CONR<sup>f</sup>, wherein said C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl are each optionally substituted by 1, 2 or 3 halo, OH, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, amino, C<sub>1-4</sub> alkylamino or C<sub>2-8</sub> dialkylamino;

25 X, X' and X" are each, independently, absent, C<sub>1-8</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, aryl, cycloalkyl, heteroaryl, heterocycloalkyl, arylalkyl, cycloalkylalkyl, heteroarylalkyl, heterocycloalkylalkyl, arylalkenyl, cycloalkylalkenyl, heteroarylalkenyl, heterocycloalkylalkenyl, each of which is optionally substituted by one or more halo, CN, NO<sub>2</sub>, OH, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, amino, C<sub>1-4</sub> alkylamino or C<sub>2-8</sub> dialkylamino;

30 Y, Y' and Y" are each, independently, absent, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, O, S, NR<sup>e</sup>, CO, CS, COO, CONR<sup>e</sup>, OCONR<sup>e</sup>, SO, SO<sub>2</sub>, SONR<sup>e</sup>, or NR<sup>e</sup>CONR<sup>f</sup>, wherein said C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl are each optionally substituted by 1, 2 or 3 halo, OH, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, amino, C<sub>1-4</sub> alkylamino or C<sub>2-8</sub> dialkylamino;

35 Z, Z' and Z" are each, independently, absent, H, halo, oxo, sulfido, CN, NO<sub>2</sub>, OH, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, amino, C<sub>1-4</sub> alkylamino or C<sub>2-8</sub> dialkylamino, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, heteroaryl or heterocycloalkyl, wherein said C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, heteroaryl or heterocycloalkyl is optionally substituted by 1, 2 or 3 halo, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, heteroaryl or heterocycloalkyl, CN, NO<sub>2</sub>, OR<sup>a</sup>, SR<sup>a</sup>, C(O)R<sup>b</sup>, C(O)NR<sup>c</sup>R<sup>d</sup>, C(O)OR<sup>a</sup>, OC(O)R<sup>b</sup>, OC(O)NR<sup>c</sup>R<sup>d</sup>, NR<sup>c</sup>R<sup>d</sup>, NR<sup>c</sup>C(O)R<sup>d</sup>, NR<sup>c</sup>C(O)OR<sup>a</sup>, S(O)R<sup>b</sup>, S(O)NR<sup>c</sup>R<sup>d</sup>, S(O)<sub>2</sub>R<sup>b</sup>, or S(O)<sub>2</sub>NR<sup>c</sup>R<sup>d</sup>;

40 wherein two -W-X-Y-Z attached to the same atom optionally form a 3-14 membered cycloalkyl or heterocycloalkyl group optionally substituted by 1, 2 or 3 -W"-X"-Y"-Z";

wherein two -W'-X'-Y'-Z' attached to the same atom optionally form a 3-14 membered cycloalkyl or heterocycloalkyl group optionally substituted by 1, 2 or 3 -W"-X"-Y"-Z";

wherein -W-X-Y-Z is other than H;

wherein -W'-X'-Y'-Z' is other than H;

wherein -W"-X"-Y"-Z" is other than H;

45 R<sup>a</sup> is H, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>2-6</sub> alkenyl, (C<sub>1-6</sub> alkoxy)-C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, heteroaryl or heterocycloalkyl;

R<sup>b</sup> is H, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, heteroaryl or heterocycloalkyl;

50 R<sup>c</sup> and R<sup>d</sup> are each, independently, H, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, arylalkyl, or cycloalkylalkyl;

or R<sup>c</sup> and R<sup>d</sup> together with the N atom to which they are attached form a 4-, 5-, 6- or 7-membered heterocycloalkyl group; and

55 R<sup>e</sup> and R<sup>f</sup> are each, independently, H, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, arylalkyl, or cycloalkylalkyl;

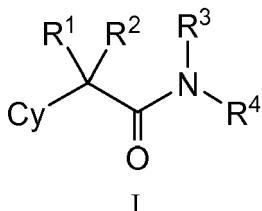
or R<sup>e</sup> and R<sup>f</sup> together with the N atom to which they are attached form a 4-, 5-, 6- or 7-membered heterocycloalkyl group.

34. The method of embodiment 33 wherein said modulating is inhibiting.

35. A method of treating a disease in a patient, wherein said disease is associated with expression or activity of 11 $\beta$ HSD1 or MR, comprising administering to said patient a therapeutically effective amount of a compound of Formula I:

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or pharmaceutically acceptable salt or prodrug thereof, wherein:

15 Cy is aryl, heteroaryl, cycloalkyl or heterocycloalkyl, each optionally substituted by 1, 2, 3, 4 or 5 -W-X-Y-Z; R<sup>1</sup> and R<sup>2</sup> together with the C atom to which they are attached form a 3-, 4-, 5-, 6- or 7-membered cycloalkyl group or a 3-, 4-, 5-, 6- or 7-membered heterocycloalkyl group, each optionally substituted by 1, 2 or 3 R<sup>5</sup>; R<sup>3</sup> and R<sup>4</sup> together with the N atom to which they are attached form a 4-15 membered heterocycloalkyl group optionally substituted by 1, 2, 3 or 4 -W'-X'-Y'-Z';

20 R<sup>5</sup> is halo, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, C<sub>1-4</sub> haloalkyl, aryl, cycloalkyl, heteroaryl, heterocycloalkyl, CN, NO<sub>2</sub>, OR<sup>a</sup>, SR<sup>a</sup>, C(O)R<sup>b</sup>, C(O)NR<sup>c</sup>R<sup>d</sup>, C(O)OR<sup>a</sup>, OC(O)R<sup>b</sup>, OC(O)NR<sup>c</sup>R<sup>d</sup>, NR<sup>c</sup>R<sup>d</sup>, NR<sup>c</sup>C(O)R<sup>d</sup>, NR<sup>c</sup>C(O)OR<sup>a</sup>, S(O)R<sup>b</sup>, S(O)NR<sup>c</sup>R<sup>d</sup>, S(O)<sub>2</sub>R<sup>b</sup>, or S(O)<sub>2</sub>NR<sup>c</sup>R<sup>d</sup>;

25 W, W' and W" are each, independently, absent, C<sub>1-6</sub>alkylenyl, C<sub>1-6</sub>alkenylenyl, C<sub>2-6</sub> alkynylenyl, O, S, NR<sup>e</sup>, CO, CS, COO, CONR<sup>e</sup>, OCONR<sup>e</sup>, SO, SO<sub>2</sub>, SONR<sup>e</sup>, or NR<sup>e</sup>CONR<sup>f</sup>, wherein said C<sub>1-6</sub> alkyl, C<sub>1-6</sub> alkenyl, C<sub>2-6</sub> alkynyl are each optionally substituted by 1, 2 or 3 halo, OH, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, amino, C<sub>1-4</sub> alkylamino or C<sub>2-8</sub> dialkylamino;

30 X, X' and X" are each, independently, absent, C<sub>1-8</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, aryl, cycloalkyl, heteroaryl, heterocycloalkyl, arylalkyl, cycloalkylalkyl, heteroarylalkyl, heterocycloalkylalkyl, arylalkenyl, cycloalkylalkenyl, heteroarylalkenyl, heterocycloalkylalkenyl, each of which is optionally substituted by one or more halo, CN, NO<sub>2</sub>, OH, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, amino, C<sub>1-4</sub> alkylamino or C<sub>2-8</sub> dialkylamino;

35 Y, Y' and Y" are each, independently, absent, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, O, S, NR<sup>e</sup>, CO, CS, COO, CONR<sup>e</sup>, OCONR<sup>e</sup>, SO, SO<sub>2</sub>, SONR<sup>e</sup>, or NR<sup>e</sup>CONR<sup>f</sup>, wherein said C<sub>1-6</sub> alkyl, C<sub>1-6</sub> alkenyl, C<sub>2-6</sub> alkynyl are each optionally substituted by 1, 2 or 3 halo, OH, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, amino, C<sub>1-4</sub> alkylamino or C<sub>2-8</sub> dialkylamino;

40 Z, Z' and Z" are each, independently, absent, H, halo, oxo, sulfido, CN, NO<sub>2</sub>, OH, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, amino, C<sub>1-4</sub> alkylamino or C<sub>2-8</sub> dialkylamino, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, heteroaryl or heterocycloalkyl, wherein said C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, heteroaryl or heterocycloalkyl is optionally substituted by 1, 2 or 3 halo, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, C<sub>1-4</sub> haloalkyl, aryl, cycloalkyl, heteroaryl, heterocycloalkyl, CN, NO<sub>2</sub>, OR<sup>a</sup>, SR<sup>a</sup>, C(O)R<sup>b</sup>, C(O)NR<sup>c</sup>R<sup>d</sup>, C(O)OR<sup>a</sup>, OC(O)R<sup>b</sup>, OC(O)NR<sup>c</sup>R<sup>d</sup>, NR<sup>c</sup>R<sup>d</sup>, NR<sup>c</sup>C(O)R<sup>d</sup>, NR<sup>c</sup>C(O)OR<sup>a</sup>, S(O)R<sup>b</sup>, S(O)NR<sup>c</sup>R<sup>d</sup>, S(O)<sub>2</sub>R<sup>b</sup>, or S(O)<sub>2</sub>NR<sup>c</sup>R<sup>d</sup>;

45 wherein two -W-X-Y-Z attached to the same atom optionally form a 3-14 membered cycloalkyl or heterocycloalkyl group optionally substituted by 1, 2 or 3 -W"-X"-Y"-Z";

wherein two -W'-X'-Y'-Z' attached to the same atom optionally form a 3-14 membered cycloalkyl or heterocycloalkyl group optionally substituted by 1, 2 or 3 -W"-X"-Y"-Z";

wherein -W-X-Y-Z is other than H;

wherein -W'-X'-Y'-Z' is other than H;

wherein -W"-X"-Y"-Z" is other than H;

50 R<sup>a</sup> is H, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>2-6</sub> alkenyl, (C<sub>1-6</sub> alkoxy)-C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, heteroaryl or heterocycloalkyl;

R<sup>b</sup> is H, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, heteroaryl or heterocycloalkyl;

R<sup>c</sup> and R<sup>d</sup> are each, independently, H, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, arylalkyl, or cycloalkylalkyl;

55 or R<sup>c</sup> and R<sup>d</sup> together with the N atom to which they are attached form a 4-, 5-, 6- or 7-membered heterocycloalkyl group; and

R<sup>e</sup> and R<sup>f</sup> are each, independently, H, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, arylalkyl, or cycloalkylalkyl;

or R<sup>e</sup> and R<sup>f</sup> together with the N atom to which they are attached form a 4-, 5-, 6- or 7-membered heterocycloalkyl

group.

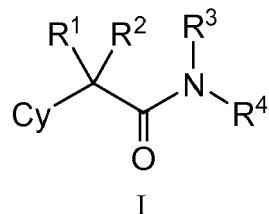
36. The method of embodiment 35 wherein said disease is obesity, diabetes, glucose intolerance, insulin resistance, hyperglycemia, hypertension, hyperlipidemia, cognitive impairment, dementia, glaucoma, hypertension, cardiovascular disorders, osteoporosis, or inflammation.

37. The method of embodiment 35 wherein said disease is hypertension, a cardiovascular, renal or inflammatory disease, heart failure, atherosclerosis, arteriosclerosis, coronary artery disease, thrombosis, angina, peripheral vascular disease, vascular wall damage, stroke, dyslipidemia, hyperlipoproteinaemia, diabetic dyslipidemia, mixed dyslipidemia, hypercholesterolemia, hypertriglyceridemia, type 1 diabetes, type 2 diabetes, obesity, metabolic syndrome, insulin resistance or general aldosterone-related target organ damage.

38. A composition comprising a compound of embodiment 1 and a pharmaceutically acceptable carrier.

## Claims

### 1. A compound of Formula I:

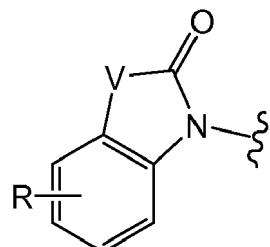


or pharmaceutically acceptable salt or prodrug thereof, wherein:

Cy is aryl, heteroaryl, cycloalkyl or heterocycloalkyl, each optionally substituted by 1, 2, 3, 4 or 5 -W-X-Y-Z; R<sup>1</sup> and R<sup>2</sup> together with the C atom to which they are attached form a 3-, 4-, 5-, 6- or 7-membered cycloalkyl group or a 3-, 4-, 5-, 6- or 7-membered heterocycloalkyl group, each optionally substituted by 1, 2 or 3 R<sup>5</sup>; R<sup>3</sup> and R<sup>4</sup> together with the N atom to which they are attached form a 4-15 membered heterocycloalkyl group optionally substituted by 1, 2, 3, or 4 -W'-X'-Y'-Z'; R<sup>5</sup> is halo, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, C<sub>1-4</sub> haloalkyl, aryl, cycloalkyl, heteroaryl, heterocycloalkyl, CN, NO<sub>2</sub>, OR<sup>a</sup>, SR<sup>a</sup>, C(O)R<sup>b</sup>, C(O)NR<sup>c</sup>R<sup>d</sup>, C(O)OR<sup>a</sup>, OC(O)R<sup>b</sup>, OC(O)NR<sup>c</sup>R<sup>d</sup>, NR<sup>c</sup>R<sup>d</sup>, NR<sup>c</sup>C(O)R<sup>d</sup>, NR<sup>c</sup>C(O)OR<sup>a</sup>, S(O)R<sup>b</sup>, S(O)NR<sup>c</sup>R<sup>d</sup>, S(O)<sub>2</sub>R<sup>b</sup>, or S(O)<sub>2</sub>NR<sup>c</sup>R<sup>d</sup>; W, W' and W" are each, independently, absent, C<sub>1-6</sub>alkylenyl, C<sub>1-6</sub>alkenylenyl, C<sub>2-6</sub> alkynyl, O, S, NR<sup>e</sup>, CO, CS, COO, CONR<sup>e</sup>, OCONR<sup>e</sup>, SO, SO<sub>2</sub>, SONR<sup>e</sup>, or NR<sup>e</sup>CONR<sup>f</sup>, wherein said C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl are each optionally substituted by 1, 2 or 3 halo, OH, C<sub>1-4</sub>alkoxy, C<sub>1-4</sub> haloalkoxy, amino, C<sub>1-4</sub> alkylamino or C<sub>2-8</sub> dialkylamino; X, X' and X" are each, independently, absent, C<sub>1-8</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, aryl, cycloalkyl, heteroaryl, heterocycloalkyl, arylalkyl, cycloalkylalkyl, heteroarylalkyl, heterocycloalkylalkyl, arylalkenyl, cycloalkylalkenyl, heteroarylalkenyl, heterocycloalkylalkenyl, each of which is optionally substituted by one or more halo, CN, NO<sub>2</sub>, OH, C<sub>1-4</sub>alkoxy, C<sub>1-4</sub> haloalkoxy, amino, C<sub>1-4</sub> alkylamino or C<sub>2-8</sub> dialkylamino; Y, Y' and Y" are each, independently, absent, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, O, S, NR<sup>e</sup>, CO, CS, COO, CONR<sup>e</sup>, OCONR<sup>e</sup>, SO, SO<sub>2</sub>, SONR<sup>e</sup>, or NR<sup>e</sup>CONR<sup>f</sup>, wherein said C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl are each optionally substituted by 1, 2 or 3 halo, OH, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, amino, C<sub>1-4</sub> alkylamino or C<sub>2-8</sub> dialkylamino; Z, Z' and Z" are each, independently, H, halo, CN, NO<sub>2</sub>, OH, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, amino, C<sub>1-4</sub> alkylamino or C<sub>2-8</sub> dialkylamino, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, heteroaryl or heterocycloalkyl, wherein said C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, heteroaryl or heterocycloalkyl is optionally substituted by 1, 2 or 3 halo, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, C<sub>1-4</sub> haloalkyl, aryl, cycloalkyl, heteroaryl, heterocycloalkyl, CN, NO<sub>2</sub>, OR<sup>a</sup>, SR<sup>a</sup>, C(O)R<sup>b</sup>, C(O)NR<sup>c</sup>R<sup>d</sup>, C(O)OR<sup>a</sup>, OC(O)R<sup>b</sup>, OC(O)NR<sup>c</sup>R<sup>d</sup>, NR<sup>c</sup>R<sup>d</sup>, NR<sup>c</sup>C(O)R<sup>d</sup>, NR<sup>c</sup>C(O)OR<sup>a</sup>, S(O)R<sup>b</sup>, S(O)NR<sup>c</sup>R<sup>d</sup>, S(O)<sub>2</sub>R<sup>b</sup>, or S(O)<sub>2</sub>NR<sup>c</sup>R<sup>d</sup>; wherein two -W-X-Y-Z attached to the same atom optionally form a 3-20 membered cycloalkyl or heterocycloalkyl

group optionally substituted by 1, 2 or 3 -W"-X"-Y"-Z";  
 wherein two -W'-X'-Y'-Z' attached to the same atom optionally form a 3-20 membered cycloalkyl or heterocycloalkyl group optionally substituted by 1, 2 or 3 -W"-X"-Y"-Z";  
 wherein -W-X-Y-Z is other than H;  
 5 wherein -W'-X'-Y'-Z' is other than H;  
 wherein -W"-X"-Y"-Z" is other than H;  
 R<sup>a</sup> is H, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>2-6</sub> alkenyl, (C<sub>1-6</sub> alkoxy)-C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, heteroaryl or heterocycloalkyl;  
 10 R<sup>b</sup> is H, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, heteroaryl or heterocycloalkyl;  
 R<sup>c</sup> and R<sup>d</sup> are each, independently, H, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, arylalkyl, or cycloalkylalkyl;  
 or R<sup>c</sup> and R<sup>d</sup> together with the N atom to which they are attached form a 4-, 5-, 6- or 7-membered heterocycloalkyl group; and  
 15 R<sup>e</sup> and R<sup>f</sup> are each, independently, H, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, arylalkyl, or cycloalkylalkyl;  
 or R<sup>e</sup> and R<sup>f</sup> together with the N atom to which they are attached form a 4-, 5-, 6- or 7-membered heterocycloalkyl group;  
 with the provisos:

20 a) when R<sup>3</sup> and R<sup>4</sup> together with the N-atom to which they are attached form piperidinyl, said piperidinyl is unsubstituted or substituted by other than:

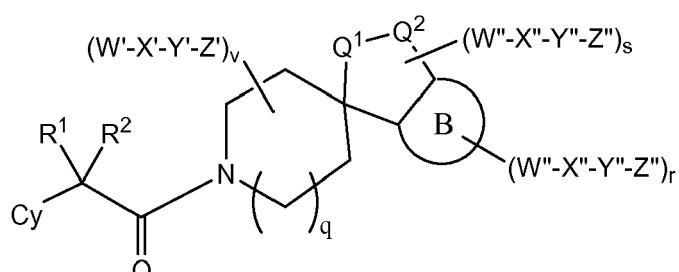


wherein:

35 V is CH<sub>2</sub>CH<sub>2</sub>, CH=CH, or CH<sub>2</sub>O; and  
 R is H, halo or C<sub>1-5</sub> alkyl; and

40 b) when R<sup>3</sup> and R<sup>4</sup> together with the N-atom to which they are attached form piperazinyl, said Cy is substituted by at least one -W-X-Y-Z.

2. A compound of claim 1 having Formula Va or Vb:



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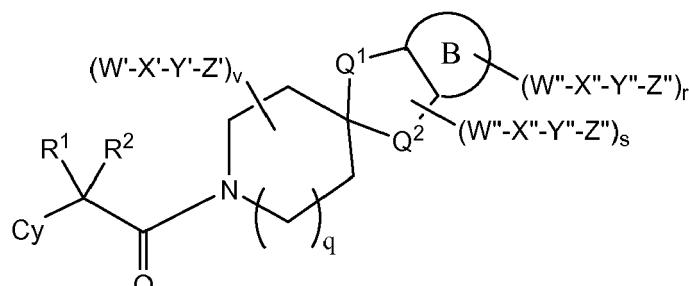
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Vb

or pharmaceutically acceptable salt or prodrug thereof, wherein:

ring B is a fused 5 or 6-membered aryl or heteroaryl group;

Q<sup>1</sup> is O, S, NH, CH<sub>2</sub>, CO, CS, SO, SO<sub>2</sub>, OCH<sub>2</sub>, SCH<sub>2</sub>, NHCH<sub>2</sub>, CH<sub>2</sub>CH<sub>2</sub>, CH=CH, COCH<sub>2</sub>, CONH, COO, SOCH<sub>2</sub>, SONH, SO<sub>2</sub>CH<sub>2</sub>, or SO<sub>2</sub>NH;

Q<sup>2</sup> is O, S, NH, CH<sub>2</sub>, CO, CS, SO, SO<sub>2</sub>, OCH<sub>2</sub>, SCH<sub>2</sub>, NHCH<sub>2</sub>, CH<sub>2</sub>CH<sub>2</sub>, CH=CH, COCH<sub>2</sub>, CONH, COO, SOCH<sub>2</sub>, SONH, SO<sub>2</sub>CH<sub>2</sub>, or SO<sub>2</sub>NH;

Cy is aryl, heteroaryl, cycloalkyl or heterocycloalkyl, each optionally substituted by 1, 2, 3, 4 or 5 -W-X-Y-Z;

R<sup>1</sup> and R<sup>2</sup> together with the C atom to which they are attached form a 3-, 4-, 5-, 6- or 7-membered cycloalkyl group or a 3-, 4-, 5-, 6- or 7-membered heterocycloalkyl group, each optionally substituted by 1, 2 or 3 R<sup>5</sup>;

R<sup>5</sup> is halo, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, C<sub>1-4</sub> haloalkyl, aryl, cycloalkyl, heteroaryl, heterocycloalkyl, CN, NO<sub>2</sub>, OR<sup>a</sup>, SR<sup>a</sup>, C(O)R<sup>b</sup>, C(O)NR<sup>c</sup>R<sup>d</sup>, C(O)OR<sup>a</sup>, OC(O)R<sup>b</sup>, OC(O)NR<sup>c</sup>R<sup>d</sup>, NR<sup>c</sup>R<sup>d</sup>, NR<sup>c</sup>C(O)R<sup>d</sup>, NR<sup>c</sup>C(O)OR<sup>a</sup>, S(O)R<sup>b</sup>, S(O)NR<sup>c</sup>R<sup>d</sup>, S(O)<sub>2</sub>R<sup>b</sup>, or S(O)<sub>2</sub>NR<sup>c</sup>R<sup>d</sup>;

W, W' and W'' are each, independently, absent, C<sub>1-6</sub> alkynyl, C<sub>2-6</sub> alkenylenyl, C<sub>2-6</sub> alkynylenyl, O, S, NR<sup>e</sup>, CO, CS, COO, CONR<sup>e</sup>, OCONR<sup>e</sup>, SO, SO<sub>2</sub>, SONR<sup>e</sup>, or NR<sup>e</sup>CONR<sup>f</sup>, wherein said C<sub>1-6</sub> alkynyl, C<sub>2-6</sub> alkenylenyl, C<sub>2-6</sub> alkynylenyl are each optionally substituted by 1, 2 or 3 halo, OH, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, amino, C<sub>1-4</sub> alkylamino or C<sub>2-8</sub> dialkylamino;

X, X' and X'' are each, independently, absent, C<sub>1-8</sub> alkynyl, C<sub>2-8</sub> alkenylenyl, C<sub>2-8</sub> alkynylenyl, aryl, cycloalkyl, heteroaryl, heterocycloalkyl, arylalkyl, cycloalkylalkyl, heteroarylalkyl, heterocycloalkylalkyl, arylalkenyl, cycloalkylalkenyl, heteroarylalkenyl, heterocycloalkylalkenyl, arylalkynyl, cycloalkylalkynyl, heteroarylalkynyl, heterocycloalkylalkynyl, each of which is optionally substituted by one or more halo, CN, NO<sub>2</sub>, OH, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, amino, C<sub>1-4</sub> alkylamino or C<sub>2-8</sub> dialkylamino;

Y, Y' and Y'' are each, independently, absent, C<sub>1-6</sub> alkynyl, C<sub>2-6</sub> alkenylenyl, C<sub>2-6</sub> alkynylenyl, O, S, NR<sup>e</sup>, CO, CS, COO, CONR<sup>e</sup>, OCONR<sup>e</sup>, SO, SO<sub>2</sub>, SONR<sup>e</sup>, or NR<sup>e</sup>CONR<sup>f</sup>, wherein said C<sub>1-6</sub> alkynyl, C<sub>2-6</sub> alkenylenyl, C<sub>2-6</sub> alkynylenyl are each optionally substituted by 1, 2 or 3 halo, OH, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, amino, C<sub>1-4</sub> alkylamino or C<sub>2-8</sub> dialkylamino;

Z, Z' and Z'' are each, independently, H, halo, oxo, sulfido, CN, NO<sub>2</sub>, OH, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, amino, C<sub>1-4</sub> alkylamino or C<sub>2-8</sub> dialkylamino, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, heteroaryl or heterocycloalkyl, wherein said C<sub>1-6</sub> alkyl, C<sub>2-5</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, heteroaryl or heterocycloalkyl is optionally substituted by 1, 2 or 3 halo, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, C<sub>1-4</sub> haloalkyl, aryl, cycloalkyl, heteroaryl, heterocycloalkyl, CN, NO<sub>2</sub>, OR<sup>a</sup>, SR<sup>a</sup>, C(O)R<sup>b</sup>, C(O)NR<sup>c</sup>R<sup>d</sup>, C(O)OR<sup>a</sup>, OC(O)R<sup>b</sup>, OC(O)NR<sup>c</sup>R<sup>d</sup>, NR<sup>c</sup>R<sup>d</sup>, NR<sup>c</sup>C(O)R<sup>d</sup>, NR<sup>c</sup>C(O)OR<sup>a</sup>, S(O)R<sup>b</sup>, S(O)NR<sup>c</sup>R<sup>d</sup>, S(O)<sub>2</sub>R<sup>b</sup>, or S(O)<sub>2</sub>NR<sup>c</sup>R<sup>d</sup>;

wherein two -W-X-Y-Z attached to the same atom optionally form a 3-20 membered cycloalkyl or heterocycloalkyl group optionally substituted by 1, 2 or 3 -W''-X''-Y''-Z'';

wherein -W-X-Y-Z is other than H;

wherein -W''-X''-Y''-Z'' is other than H;

R<sup>a</sup> is H, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>2-6</sub> alkenyl, (C<sub>1-6</sub> alkoxy)-C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, heteroaryl or heterocycloalkyl;

R<sup>b</sup> is H, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, heteroaryl, heterocycloalkyl;

R<sup>c</sup> and R<sup>d</sup> are each, independently, H, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, arylalkyl, or cycloalkylalkyl;

or R<sup>c</sup> and R<sup>d</sup> together with the N atom to which they are attached form a 4-, 5-, 6- or 7-membered heterocycloalkyl group;

R<sup>e</sup> and R<sup>f</sup> are each, independently, H, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, aryl, cycloalkyl, arylalkyl, or cycloalkylalkyl;

or R<sup>e</sup> and R<sup>f</sup> together with the N atom to which they are attached form a 4-, 5-, 6- or 7-membered heterocycloalkyl group;  
 q is 0 or 1;  
 v is 0, 1 or 2;  
 5 r is 0, 1 or 2;  
 s is 0, 1 or 2; and  
 the sum of r and s is 0, 1 or 2.

3. The compound of claim 1, or a pharmaceutically acceptable salt thereof, wherein Cy is:

10 (a) aryl or heteroaryl, each optionally substituted by 1, 2, 3, 4 or 5 -W-X-Y-Z;  
 (b) aryl optionally substituted by 1, 2, 3, 4 or 5 -W-X-Y-Z;  
 (c) aryl optionally substituted by 1, 2 or 3 halo, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkyl, or C<sub>1-4</sub> haloalkoxy; or  
 15 (d) phenyl optionally substituted by 1, 2 or 3 halo, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkyl, or C<sub>1-4</sub> haloalkoxy.

4. The compound of claim 1, or a pharmaceutically acceptable salt thereof, wherein R<sup>1</sup> and R<sup>2</sup> together with the C atom to which they are attached form:

20 (a) a 3-, 4-, 5-, 6- or 7-membered cycloalkyl group; or  
 (b) a cyclopropyl group.

5. The compound of claim 1, or a pharmaceutically acceptable salt thereof, wherein -W-X-Y-Z is:

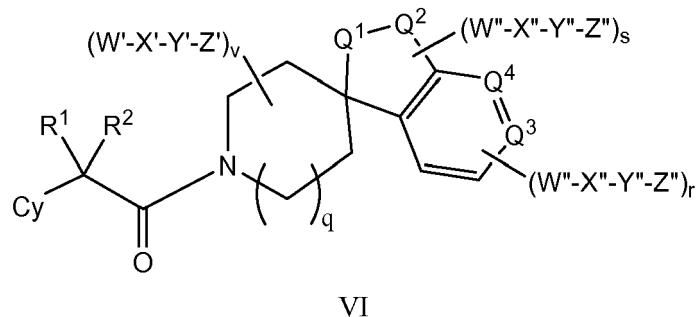
25 (a) halo, cyano, C<sub>1-4</sub> cyanoalkyl, nitro, C<sub>1-8</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>1-8</sub> haloalkyl, C<sub>1-4</sub> alkylthio, C<sub>1-4</sub> haloalkylthio, C<sub>1-8</sub> alkoxy, C<sub>2-8</sub> alkenyloxy, C<sub>1-4</sub> haloalkoxy, OH, (C<sub>1-4</sub> alkoxy)-C<sub>1-4</sub> alkyl, amino, C<sub>1-4</sub> alkylamino, C<sub>2-8</sub> dialkylamino, OC(O)NR<sup>c</sup>R<sup>d</sup>, NR<sup>c</sup>C(O)R<sup>d</sup>, NR<sup>c</sup>S(O)<sub>2</sub>R<sup>d</sup>, C(O)OR<sup>a</sup>, C(O)R<sup>a</sup>, C(O)NR<sup>a</sup>NR<sup>c</sup>R<sup>d</sup>, S(O)<sub>2</sub>R<sup>d</sup>, SR<sup>d</sup>, C(O)NR<sup>c</sup>R<sup>d</sup>, C(S)NR<sup>c</sup>R<sup>d</sup>, aryloxy, heteroaryloxy, cycloalkyloxy, cycloalkenyloxy, heterocycloalkyloxy, aryalkyloxy, heteroarylalkyloxy, cycloalkylalkyloxy, heterocycloalkylalkyloxy, heteroaryloxyalkyl, aryloxyalkyl, aryl, heteroaryl, cycloalkyl, heterocycloalkyl, aryalkyl, aryalkenyl, arylalkynyl, heteroarylalkenyl, heteroarylalkynyl, cycloalkylalkyl, or heterocycloalkylalkyl;  
 wherein each of said C<sub>1-8</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>1-8</sub> haloalkyl, C<sub>1-4</sub> alkylthio, C<sub>1-8</sub> alkoxy, aryloxy, heteroaryloxy, aryalkyloxy, heteroarylalkyloxy, heteroaryloxyalkyl, aryloxy, heteroaryloxy, cycloalkyloxy, cycloalkenyloxy, heterocycloalkyloxy, aryalkyloxy, heteroarylalkyloxy, heteroarylalkyloxy, cycloalkylalkyloxy, heterocycloalkylalkyloxy, heteroaryloxyalkyl, aryloxyalkyl, aryl, heteroaryl, cycloalkyl, heterocycloalkyl, aryalkyl, aryalkenyl, arylalkynyl, heteroarylalkenyl, heteroarylalkynyl, cycloalkylalkyl, or heterocycloalkylalkyl is optionally substituted by 1, 2, or 3 halo, cyano, nitro, hydroxyl-(C<sub>1-6</sub> alkyl), aminoalkyl, dialkylaminoalkyl, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> cyanoalkyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, OH, OR<sup>a</sup>, (C<sub>1-4</sub> alkoxy)-C<sub>1-4</sub> alkyl, amino, C<sub>1-4</sub> alkylamino, C<sub>2-8</sub> dialkylamino, C(O)NR<sup>c</sup>R<sup>d</sup>, C(O)OR<sup>a</sup>, C(O)R<sup>a</sup>, (cycloalkylalkyl)-C(O)-, NR<sup>c</sup>C(O)R<sup>d</sup>, NR<sup>c</sup>C(O)OR<sup>a</sup>, NR<sup>c</sup>S(O)<sub>2</sub>R<sup>d</sup>, C(S)NR<sup>c</sup>R<sup>d</sup>, S(O)<sub>2</sub>R<sup>d</sup>, SR<sup>d</sup>, (C<sub>1-4</sub> alkyl)sulfonyl, arylsulfonyl, aryl optionally substituted by halo, heteroaryl, cycloalkylalkyl, cycloalkyl, or heterocycloalkyl.  
 (b) halo, cyano, C<sub>1-4</sub> cyanoalkyl, nitro, C<sub>1-8</sub> alkyl, C<sub>1-8</sub> alkenyl, C<sub>1-8</sub> haloalkyl, C<sub>1-10</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, OH, C<sub>1-8</sub> alkoxyalkyl, amino, C<sub>1-4</sub> alkylamino, C<sub>2-8</sub> dialkylamino, OC(O)NR<sup>c</sup>R<sup>d</sup>, NR<sup>c</sup>C(O)R<sup>d</sup>, NR<sup>c</sup>C(O)OR<sup>a</sup>, aryloxy, heteroaryloxy, aryalkyloxy, heteroarylalkyloxy, heteroaryloxyalkyl, aryloxyalkyl, aryl, heteroaryl, cycloalkyl, heterocycloalkyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylalkynyl, cycloalkyl, or heterocycloalkylalkyl;  
 wherein each of said C<sub>1-8</sub> alkyl, C<sub>1-8</sub> alkenyl, C<sub>1-8</sub> haloalkyl, C<sub>1-8</sub> alkoxy, aryloxy, heteroaryloxy, aryalkyloxy, heteroarylalkyloxy, heteroaryloxyalkyl, aryloxyalkyl, aryl, heteroaryl, cycloalkyl, heterocycloalkyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylalkynyl, cycloalkylalkyl, or heterocycloalkylalkyl is optionally substituted by 1, 2, or 3 halo, cyano, nitro, hydroxyl-(C<sub>1-6</sub> alkyl), aminoalkyl, dialkylaminoalkyl, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, OH, C<sub>1-8</sub> alkoxyalkyl, amino, C<sub>1-4</sub> alkylamino, C<sub>2-8</sub> dialkylamino, C(O)NR<sup>c</sup>R<sup>d</sup>, C(O)OR<sup>a</sup>, NR<sup>c</sup>C(O)R<sup>d</sup>, NR<sup>c</sup>S(O)<sub>2</sub>R<sup>d</sup>, (C<sub>1-4</sub> alkyl)sulfonyl, arylsulfonyl, aryl, heteroaryl, cycloalkyl, or heterocycloalkyl;  
 (c) halo, cyano, C<sub>1-4</sub> cyanoalkyl, nitro, C<sub>1-4</sub> nitroalkyl, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, OH, (C<sub>1-4</sub> alkoxy)-C<sub>1-4</sub> alkyl, amino, C<sub>1-4</sub> alkylamino, C<sub>2-8</sub> dialkylamino, aryl, heteroaryl, cycloalkyl, heterocycloalkyl, arylalkyl, heteroarylalkyl, cycloalkylalkyl, or heterocycloalkylalkyl; or  
 (d) halo, C<sub>1-4</sub> alkyl, or C<sub>1-4</sub> alkoxy.

6. The compound of claim 1, or a pharmaceutically acceptable salt thereof, wherein:

(a) -W'-X'-Y'-Z' is halo, OH, cyano, CHO, COOH, C(O)O-(C<sub>1-4</sub>alkyl), C(O)-(C<sub>1-4</sub>alkyl), SO<sub>2</sub>-(C<sub>1-4</sub>alkyl), C<sub>1-4</sub>alkyl, C<sub>1-4</sub> alkoxy or -L-R<sup>7</sup>, wherein said C<sub>1-4</sub>alkyl or C<sub>1-4</sub> alkoxy is optionally substituted by one or more halo, OH, COOH or C(O)O-(C<sub>1-4</sub>alkyl);  
 5 L is absent, O, CH<sub>2</sub>, NHO<sub>2</sub>, N[C(O)-(C<sub>1-4</sub>alkyl)]; and  
 R<sup>7</sup> is aryl or heteroaryl, each is optionally substituted by 1, 2, or 3 halo, OH, cyano, CHO, COOH, C(O)O-(C<sub>1-4</sub>alkyl), C(O)-(C<sub>1-4</sub>alkyl), SO<sub>2</sub>-(C<sub>1-4</sub>alkyl), SO<sub>2</sub>-NH(C<sub>1-4</sub>alkyl), C<sub>1-4</sub>alkyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub>haoalkyl, C<sub>1-4</sub>hydroxyalkyl, aryl, heteroaryl or aryloxy;  
 10 (b) -W'-X'-Y'-Z' is halo; C<sub>1-4</sub>alkyl; C<sub>1-4</sub> haloalkyl; OH; C<sub>1-4</sub> alkoxy; C<sub>1-4</sub> haloalkoxy; hydroxyalkyl; alkoxyalkyl; aryl; heteroaryl; aryl substituted by halo, C<sub>1-4</sub>alkyl, C<sub>1-4</sub> alkoxy, aryl, heteroaryl, or aryloxy; or heteroaryl substituted by halo, C<sub>1-4</sub>alkyl, C<sub>1-4</sub> alkoxy, aryl, or heteroaryl;  
 15 (c) two -W'-X'-Y'-Z' are attached to the same atom and optionally form a 3-20 membered cycloalkyl or heterocycloalkyl group optionally substituted by 1, 2 or 3 -W"-X"-Y"-Z"; or  
 (d) -W"-X"-Y"-Z" is halo, cyano, C<sub>1-4</sub>cyanoalkyl, nitro, C<sub>1-4</sub>nitroalkyl, C<sub>1-4</sub>alkyl, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkoxy, OH, (C<sub>1-4</sub>alkoxy)-C<sub>1-4</sub>alkyl, amino, C<sub>1-4</sub>alkylamino, C<sub>2-8</sub> dialkylamino, aryl, heteroaryl, cycloalkyl, heterocycloalkyl, arylalkyl, heteroarylalkyl, cycloalkylalkyl, or heterocycloalkylalkyl.

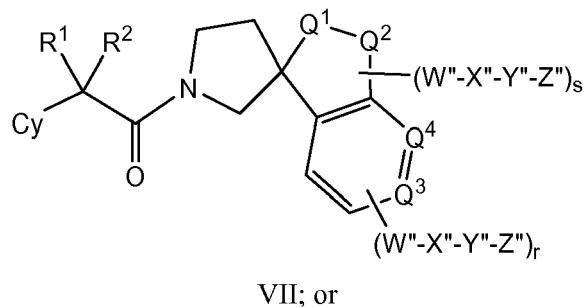
7. A compound of claim 1, or a pharmaceutically acceptable salt thereof, having:

(a) Formula VI:



wherein Q<sup>3</sup> and Q<sup>4</sup> are each, independently, CH or N;

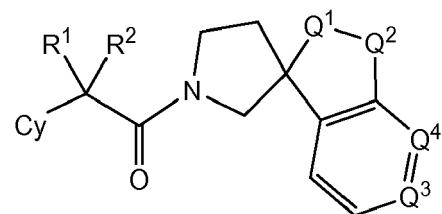
(b) Formula VII:



(c) Formula VIII:

50

55



VIII.

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8. A compound of claim 1 selected from:

(a) 1-((1-(4-Chlorophenyl)cyclopropyl)carbonyl)pyrrolidin-3-ol;  
 15 1-[(1-Phenylcyclopropyl)carbonyl]pyrrolidin-3-ol;  
 1-[(1-Phenylcyclopropyl)carbonyl]pyrrolidin-3-ol;  
 1-[(1-(4-Chlorophenyl)cyclopropyl)carbonyl]-2-phenylpyrrolidine;  
 1'-[(1-(4-Chlorophenyl)cyclopropyl)carbonyl]-2,3-dihydrospiro[indene-1,4'-piperidine];  
 1-[(1-(4-Chlorophenyl)cyclopropyl)carbonyl]-3-phenylpiperidine;  
 20 1-[(1-(4-Chlorophenyl)cyclopropyl)carbonyl]-4-phenylpiperidine-4-carbonitrile;  
 1-[(1-(4-Chlorophenyl)cyclopropyl)carbonyl]-4-phenoxy piperidine;  
 1'-[(1-(4-chlorophenyl)cyclopropyl)carbonyl]-1-methylspiro[indole-3,4'-piperidin]-2(1H)-one;  
 1-[(1-(4-Chlorophenyl)cyclopropyl)carbonyl]-4-phenylpiperidin-4-ol;  
 25 Methyl 3-(1-[(1-(4-chlorophenyl)cyclopropyl)carbonyl]piperidin-4-yl)benzoate;  
 4-Benzyl-1-[(1-(4-chlorophenyl)cyclopropyl)carbonyl]piperidin-4-ol;  
 4-(4-tert-Butyl-1,3-thiazol-2-yl)-1-[(1-(4-chlorophenyl)cyclopropyl)carbonyl]piperidine;  
 Methyl 4-(1-[(1-(4-chlorophenyl)cyclopropyl)carbonyl]piperidin-4-yl)benzoate;  
 30 tert-Butyl 1'-[(1-(4-chlorophenyl)cyclopropyl)carbonyl]spiro[indole-3,4'-piperidine]-1(2H)-carboxylate;  
 1'-[(1-(4-Chlorophenyl)cyclopropyl)carbonyl]-2,3-dihydro-1H-spiro[isoquinoline-4,4'-piperidine];  
 8-[(1-(4-Chlorophenyl)cyclopropyl)carbonyl]-3-phenyl-1-oxa-2,8-diazaspiro[4.5]dec-2-ene;  
 35 1-[(1-(4-Chlorophenyl)cyclopropyl)carbonyl]-4-[3-(trifluoromethyl)phenyl]piperidine;  
 1-[(1-(4-Chlorophenyl)cyclopropyl)carbonyl]-4-(4-phenyl-1,3-thiazol-2-yl)piperidine;  
 tert-Butyl 7-[(1-(4-chlorophenyl)cyclopropyl)carbonyl]-2,7-diazaspiro[4.5]decane-2-carboxylate;  
 tert-Butyl 1'-[(1-(4-chlorophenyl)cyclopropyl)carbonyl]-1H-spiro[isoquinoline-4,4'-piperidine]-2(3H)-carboxylate;  
 40 tert-Butyl 7-[(1-(4-chlorophenyl)cyclopropyl)carbonyl]-2,7-diazaspiro[3.5]nonane-2-carboxylate;  
 4-(1-[(1-(4-Chlorophenyl)cyclopropyl)carbonyl]pyrrolidin-3-yl)pyridine;  
 4-[(1-(4-Chlorophenyl)cyclopropyl)carbonyl]pyrrolidin-3-yl)pyridine;  
 4-[(1-(4-Chlorophenyl)cyclopropyl)carbonyl]pyrrolidin-3-yl)pyridine;  
 45 1-[(1-(4-Chlorophenyl)cyclopropyl)carbonyl]-3-phenylpyrrolidine;  
 2-(1-[(1-(4-Chlorophenyl)cyclopropyl)carbonyl]pyrrolidin-3-yl)pyrazine;  
 3-(1-[(1-(4-Chlorophenyl)cyclopropyl)carbonyl]pyrrolidin-3-yl)pyridine;  
 1-[(1-(4-Chlorophenyl)cyclopropyl)carbonyl]-3-phenylpyrrolidine;  
 3-(3-Chlorophenyl)-1-[(1-(4-chlorophenyl)cyclopropyl)carbonyl]pyrrolidine;  
 45 1-[(1-(4-Chlorophenyl)cyclopropyl)carbonyl]-3-[3-(trifluoromethyl)phenyl]pyrrolidine;  
 2-(1-[(1-(4-Chlorophenyl)cyclopropyl)carbonyl]pyrrolidin-3-yl)pyridine;  
 1-[(1-(4-Chlorophenyl)cyclopropyl)carbonyl]-3-phenylpyrrolidin-3-ol;  
 1-[(1-(4-Chlorophenyl)cyclopropyl)carbonyl]-3-(2-naphthyl)pyrrolidine;  
 50 3-Benzyl-1-[(1-(4-chlorophenyl)cyclopropyl)carbonyl]pyrrolidine;  
 1-[(1-(4-Chlorophenyl)cyclopropyl)carbonyl]-3-(phenylsulfonyl)pyrrolidine;  
 2-[(1-(4-Chlorophenyl)cyclopropyl)carbonyl]-5-(4-fluorophenyl)-2,5-diazabicyclo[2.2.1]heptane;  
 1-[(1-(4-Chlorophenyl)cyclopropyl)carbonyl]-3-(4-phenoxyphenyl)pyrrolidine;  
 Methyl 1-[(1-(4-chlorophenyl)cyclopropyl)carbonyl]-4-phenyl pyrrolidine-3-carboxylate;  
 55 1-[(1-(4-Chlorophenyl)cyclopropyl)carbonyl]-3-(4-methoxyphenyl)pyrrolidine;  
 1-((1-(4-Chlorophenyl)cyclopropyl)carbonyl)-3-(4-trifluorophenyl)pyrrolidine;  
 3-(4-Chlorophenyl)-1-[(1-(4-chlorophenyl)cyclopropyl)carbonyl]pyrrolidine;  
 4-(1-[(1-(2,4-Dichlorophenyl)cyclopropyl)carbonyl]pyrrolidin-3-yl)pyridine;  
 4-(1-[(1-(4-Methoxyphenyl)cyclopropyl)carbonyl]pyrrolidin-3-yl)pyridine;

4-(1-[(1-(4-Methylphenyl)cyclopropyl]carbonyl]pyrrolidin-3-yl)pyridine;  
 1-[(1-(4-Chlorophenyl)cyclopropyl]carbonyl]-4-phenylpiperidine;  
 3-[(1-(4-Chlorophenyl)cyclopropyl]carbonyl]-1,2,3,4,4a,5,6,10b-octa-hydrobenzo[f]isoquinoline;  
 2-[(1-(4-Chlorophenyl)cyclopropyl]carbonyl]-2,3,3a,4,5,9b-hexahydro-1H-benzo[e]isoindole;  
 2-[(1-(4-Chlorophenyl)cyclopropyl]carbonyl]-1,2,3,3a,8,8a-hexahydroindeno[1,2-c]pyrrole;  
 1'-[(1-(4-Chlorophenyl)cyclopropyl]carbonyl]-1,3-dihydrospiro[indene-2,4'-piperidine];  
 3-[(1-(4-Chlorophenyl)cyclopropyl]carbonyl]-2,3,4,4a,5,6-hexahydro-1H-pyrazino[1,2-a]quinoline;  
 2-[(1-(4-Chlorophenyl)cyclopropyl]carbonyl]-1,2,3,4,10,10a-hexahydro pyrazino[1,2-a]indole;  
 1'-[(1-(4-Chlorophenyl)cyclopropyl]carbonyl]spiro[chromene-2,4'-piperidine];  
 1'-[(1-(4-Chlorophenyl)cyclopropyl]carbonyl]-3H-spiro[2-benzofuran-1,4'-piperidine];  
 1'-[(1-(4-Chlorophenyl)cyclopropyl]carbonyl]spiro[indole-3,4'-piperidin]-2(1H)-one;  
 8-[(1-(4-Chlorophenyl)cyclopropyl]carbonyl]-2,8-diazaspiro[4.5]decan-3-one;  
 2-[(1-(4-Chlorophenyl)cyclopropyl]carbonyl]-1,2,3,4-tetrahydro isoquinoline;  
 6-[(1-(4-Chlorophenyl)cyclopropyl]carbonyl]-4,5,6,7-tetrahydrothieno [2,3-c]pyridine;  
 1-[(1-(4-Chlorophenyl)cyclopropyl] carbonyl]indoline;  
 2-[(1-(4-Chlorophenyl)cyclopropyl]carbonyl]isoindoline;  
 8-[(1-(4-Chlorophenyl)cyclopropyl]carbonyl]-1-phenyl-1,3,8-triazaspiro[4.5]decan-4-one;  
 4-Benzylidene-1-[(1-(4-chlorophenyl)cyclopropyl]carbonyl]piperidine;  
 1'-[(1-(4-Chlorophenyl)cyclopropyl]carbonyl]-1,4'-bipiperidine;  
 4-(1-[(1-(4-Chlorophenyl)cyclopropyl]carbonyl)piperidin-4-yl)pyridine;  
 1-[(1-(4-Chlorophenyl)cyclopropyl]carbonyl]-3-(4-fluorophenyl)pyrrolidine;  
 1-[(1-(4-Chlorophenyl)cyclopropyl]carbonyl]-3-(3-fluorophenyl)pyrrolidine;  
 N-(1-[(1-(4-Chlorophenyl)cyclopropyl]carbonyl)piperidin-4-yl)-N-phenylpropanamide;  
 2-[(1-(4-Chlorophenyl)cyclopropyl]carbonyl]octahydropyrrolo[1,2-a]pyrazine;  
 4-[(1-(4-Chlorophenyl)cyclopropyl]carbonyl]piperazine-1-carbaldehyde;  
 4-[(1-(4-Chlorophenyl)cyclopropyl]carbonyl]-2-methyl-1-phenyl iperazine;  
 1-[(1-(4-Chlorophenyl)cyclopropyl]carbonyl]-4-(pyridin-4-ylmethyl)piperazine;  
 1-[(1-(4-Chlorophenyl)cyclopropyl]carbonyl]-4-(2-thienylsulfonyl)piperazine;  
 2-(1-[(1-(4-Chlorophenyl)cyclopropyl]carbonyl)piperidin-2-yl)ethanol;  
 2-(1-[(1-(4-Chlorophenyl)cyclopropyl]carbonyl)piperidin-4-yl)ethanol;  
 1-[(1-(4-Chlorophenyl)cyclopropyl]carbonyl]-4-(4-fluorophenyl)piperidine;  
 4-(4-Chlorophenyl)-1-[(1-(4-chlorophenyl)cyclopropyl]carbonyl]-1,2,3,6-tetrahydropyridine;  
 (1-[(1-(4-Chlorophenyl)cyclopropyl]carbonyl)piperidin-2-yl)methanol;  
 2-(1-[(1-(4-Chlorophenyl)cyclopropyl]carbonyl)pyrrolidin-2-yl)ethanol;  
 (1-[(1-(4-Chlorophenyl)cyclopropyl]carbonyl)pyrrolidin-2-yl)methanol;  
 (1-[(1-(4-Chlorophenyl)cyclopropyl]carbonyl)pyrrolidin-2-yl)methanol;  
 1'-[(1-(4-Chlorophenyl)cyclopropyl]carbonyl]spiro[1,2-benzisothiazole-3,3'-pyrrolidine] 1,1-dioxide;  
 1'-[(1-(4-Chlorophenyl)cyclopropyl]carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-[(1-(4-(Pyridin-2-yloxy)phenyl)cyclopropyl]carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-[(1-(4-Chlorophenyl)cyclobutyl]carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-[(1-(4-Methylphenyl)cyclopropyl]carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-[(1-(4-Methoxyphenyl)cyclopropyl]carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-[(1-(2,4-Dichlorophenyl)cyclopropyl]carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-[(1-(4-Chlorophenyl)cyclopropyl]carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin];  
 1'-[(1-(4-Chlorophenyl)cyclopropyl]carbonyl]-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one;  
 1'-[(1-(4-Chlorophenyl)cyclopropyl]carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-[(1-(4-Chlorophenyl)cyclopropyl]carbonyl]-1H-spiro[furo[3,4-c]pyridine-3,3'-pyrrolidin]-1-one;  
 1'-[(1-(4-Chlorophenyl)cyclopropyl]carbonyl]spiro[indole-3,3'-pyrrolidin]-2(1H)-one;  
 1'-[(1-[4-(1H-Pyrazol-1-yl)phenyl]cyclopropyl]carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-[(1-[4-(Difluoromethoxy)phenyl]cyclopropyl]carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-[(1-(6-Phenylpyridin-3-yl)cyclopropyl]carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-[(1-(6-Phenylpyridin-3-yl)cyclopropyl]carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-[(1-(4-Pyrrolidin-1-ylphenyl)cyclopropyl]carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-[(1-(4-Pyrrolidin-1-ylphenyl)cyclopropyl]carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one; and  
 1'-[(1-(6-Pyrrolidin-1-ylpyridin-3-yl)cyclopropyl]carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one, or  
 pharmaceutically acceptable salt thereof;  
 (b) 1'-[(1-(6-Pyrrolidin-1-ylpyridin-3-yl)cyclopropyl]carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-[(1-[4-(2-Oxo-1,3-oxazolidin-3-yl)phenyl]cyclopropyl]carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-

one;

1'-{(1-[4-(2-Oxopyrrolidin-1-yl)phenyl]cyclopropyl)carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

1'-{(1-[4-(2-Phenylethoxy)phenyl]cyclopropyl)carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;

1'-{(1-[4-[(1-Methylcyclopropyl)methoxy]phenyl]cyclopropyl)carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;

1'-{(1-[4-[(2-Fluorobenzyl)oxy]phenyl]cyclopropyl)carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;

1'-{(1-[4-(Quinolin-2-ylmethoxy)phenyl]cyclopropyl)carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;

1'-{(1-[4-[(3-Fluorobenzyl)oxy]phenyl]cyclopropyl)carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;

1'-{(1-[4-(1,3-Benzothiazol-2-ylmethoxy)phenyl]cyclopropyl)carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;

1'-{[1-(4-[(3,5-Bis(trifluoromethyl)benzyl)oxy]phenyl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;

1'-{[1-4-[2-(4-Fluorophenyl)ethoxy]phenyl]cyclopropyl)carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;

4-[{(4-{1-[(3-Oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl)carbonyl]cyclopropyl)phenoxy)methyl]benzonitrile;

1'-{[1-(4-Phenoxyphenyl)cyclopropyl)carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;

1'-{(1-[4-(Pyridin-4-ylmethoxy)phenyl]cyclopropyl)carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

1'-{(1-[4-(Pyridin-2-ylmethoxy)phenyl]cyclopropyl)carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

1'-{[1-(4-Pyridin-4-ylphenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

1'-{[1-(4-Cyclopropylphenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

1'-{[1-(2-Fluoro-4-pyridin-2-ylphenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

1'-{[1-4-[(E)-2-(4-Methylphenyl)vinyl]phenyl]cyclopropyl)carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

1'-{[1-(4-(2-Pyridin-2-ylethoxy)phenyl)cyclopropyl)carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

1'-{[1-(4-(2-Pyridin-2-ylethoxy)phenyl)cyclopropyl)carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;

1'-{[1-4-[(E)-2-Pyridin-4-ylvinyl]phenyl]cyclopropyl)carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

1'-{[1-4-(3,5-Dimethylisoxazol-4-yl)phenyl]cyclopropyl)carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

1'-{[1-4-(1-Methyl-1H-pyrazol-4-yl)phenyl]cyclopropyl)carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

1'-{[1-4-(Methylsulfonyl)biphenyl-4-yl]cyclopropyl)carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

1'-{[1-4-(3-Methyl-1H-pyrazol-1-yl)phenyl]cyclopropyl)carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;

1'-{[1-4-[3-(Trifluoromethyl)-1H-pyrazol-1-yl]phenyl]cyclopropyl)carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;

1'-{[1-4-(4-Methyl-1H-pyrazol-1-yl)phenyl]cyclopropyl)carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;

1'-{[1-4-(2H-Indazol-2-yl)phenyl]cyclopropyl)carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;

1'-{[1-4-(1H-Benzimidazol-1-yl)phenyl]cyclopropyl)carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;

1'-{[1-4-(2-Methyl-1H-imidazol-1-yl)phenyl]cyclopropyl)carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;

1'-{[1-4-(1H-1,2,4-Triazol-1-yl)phenyl]cyclopropyl)carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

1'-{[1-4-(1-Hydroxycyclopentyl)phenyl]cyclopropyl)carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

1'-{[1-(4-Cyclopentylphenyl)cyclopropyl)carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;

1'-{[1-4-(1-Hydroxycyclopentyl)phenyl]cyclopropyl)carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;

1'-{[1-4-(1-Hydroxycyclobutyl)phenyl]cyclopropyl)carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

1'-{[1-4-(1-Hydroxycyclobutyl)phenyl]cyclopropyl)carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;

1'-{[1-4-(Tetrahydro-2H-pyran-4-yl)phenyl]cyclopropyl)carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;

1'-{[1-(4-Cyclobutylphenyl)cyclopropyl)carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;

1'-{[1-4-(4-Hydroxytetrahydro-2H-pyran-4-yl)phenyl]cyclopropyl)carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

1'-{[1-4-(4-Hydroxytetrahydro-2H-pyran-4-yl)phenyl]cyclopropyl)carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;

1'-(11-[4-(2-Amino-1,3-thiazol-4-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(2-Methyl-1,3-thiazol-4-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(2-Ethyl-1,3-thiazol-4-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(2-Amino-1,3-thiazol-4-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(2-Methyl-1,3-thiazol-4-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(1,3-Thiazol-4-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 4-(1-[[1-(4-Chlorophenyl)-3-(methoxymethoxy)cyclobutyl]carbonyl]pyrrolidin-3-yl)pyridine;  
 3-(3-Chlorophenyl)-1-[[1-(4-chlorophenyl)-3-(methoxymethoxy)cyclobutyl] carbonyl]pyrrolidin-3-yl)pyrrolidin-3-yl; 1'-(trans-1-(4-Chlorophenyl)-3-hydroxycyclobutyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(cis-1-(4-Chlorophenyl)-3-fluorocyclobutyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(cis-1-(4-Chlorophenyl)-3-fluorocyclobutyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(cis-1-(4-Chlorophenyl)-3-fluorocyclobutyl)carbonyl)-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one;  
 3-(1-[[1-(4-Chlorophenyl)cyclobutyl] carbonyl]pyrrolidin-3-yl)pyridine;  
 1'-(1-(4-Chlorophenyl)cyclobutyl)carbonyl)-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one;  
 1'-(1-[4-(1H-Indazol-1-yl)phenyl]cyclobutyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(3-(Trifluoromethyl)-1H-pyrazol-1-yl)phenyl]cyclobutyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(1H-Benzimidazol-1-yl)phenyl]cyclobutyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(2-Oxo-1,3-oxazolidin-3-yl)phenyl]cyclobutyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-Pyridin-4-ylcyclobutyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-(4-Pyridin-4-ylphenyl)cyclobutyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 N,N-Dimethyl-4-[5-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl] cyclopropyl)pyridin-2-yl]piperazine-1-carboxamide;  
 1'-(1-[6-[4-(Methylsulfonyl)piperazin-1-yl]pyridin-3-yl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[6-(3,3-Difluoropyrrolidin-1-yl)pyridin-3-yl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[6-[3-Hydroxypyrrolidin-1-yl]pyridin-3-yl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 N-[1-5-(1-[[3-Oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)pyridin-2-yl]pyrrolidin-3-yl]acetamide;  
 1'-(1-[6-(1,3-Dihydro-2H-isoindol-2-yl)pyridin-3-yl]cyclo-propyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[6-(3,4-Dihydro-isoquinolin-2(1H)-yl)pyridin-3-yl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-(6-Morpholin-4-ylpyridin-3-yl)cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[6-(4-Hydroxypiperidin-1-yl)pyridin-3-yl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 N-[4-5-(1-[[3-Oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)pyridin-2-yl]phenyl]acetamide;  
 1'-(1-[6-(2-Fluorophenyl)pyridin-3-yl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[6-(1-Benzothien-3-yl)pyridin-3-yl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-(2,3'-Bipyridin-5-yl)cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[6-(1-Methyl-1H-indol-5-yl)pyridine-3-yl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 r-[1-6-[3-(Trifluoromethoxy)phenyl]pyridine-3-yl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[6-(3-Thienyl)pyridine-3-yl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[6-[3-(Trifluoromethyl)phenyl]pyridine-3-yl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[6-(1-Methyl-1H-pyrazol-4-yl)pyridine-3-yl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

1'-{[1-(6-Chloropyridin-3-yl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[6-(Benzylxy)pyridin-3-yl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{[1-Quinolin-3-ylcyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one; 1'-{[1-[6-(1-Methyl-1H-pyrazol-4-yl)pyridin-3-yl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[6-(Benzylxy)pyridin-3-yl]cyclopropyl;carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-(6-Chloropyridin-3-yl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[6-(3,4-Dihydroisoquinolin-2(1H)-yl)pyridin-3-yl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[6-(1,3-Dihydro-2H-isoindol-2-yl)pyridin-3-yl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[6-(3,3-Difluoropyrrolidin-1-yl)pyridin-3-yl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 Isobutyl 4-(5-{1-[3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl)carbonyl}cyclopropyl)pyridin-2-yl)piperazine-1-carboxylate;  
 2-[4-(5-{1-[3-Oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl)carbonyl}cyclopropyl)pyridin-2-yl)piperazin-1-yl]benzonitrile;  
 1'-{[1-(6-[4-(4-Fluorophenyl)piperazin-1-yl]pyridin-3-yl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-(6-[3-(Trifluoromethyl)phenyl]pyridin-3-yl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-(6-[3-(Trifluoromethoxy)phenyl]pyridin-3-yl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 4-(5-{1-[3-Oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl)carbonyl} cyclopropyl)pyridin-2-yl)benzonitrile;  
 1'-{[1-[6-(3-Chloro-4-fluorophenyl)pyridin-3-yl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[6-[4-(Methoxymethyl)phenyl]pyridin-3-yl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 N-[3-(5-{1-[3-Oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl)carbonyl} cyclopropyl)pyridin-2-yl)phenyl]acetamide; and  
 4-(5-{1-[3-Oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl)carbonyl} cyclopropyl)pyridin-2-yl)benzamide, or pharmaceutically acceptable salt thereof;  
 (c) 1'-{[1-(6-[4-(Methylsulfonyl)phenyl]pyridin-3-yl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[6-(1-Methyl-1H-indol-5-yl)pyridin-3-yl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[6-(1-Benzothien-5-yl)pyridin-3-yl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-(6-Quinolin-3-ylpyridin-3-yl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[6-(3-Thienyl)pyridin-3-yl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[4-(2-Oxo-2,3-dihydro-1H-indol-1-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[4-(3-Methyl-2-oxo-2,3-dihydro-1H-benzimidazol-1-yl)phenyl]cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 4-{1-[3-Oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl)carbonyl} cyclopropyl)benzonitrile;  
 4-{1-[3-Oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl)carbonyl}cyclopropyl) benzenecarbothioamide;  
 1'-{[1-{4-[1-(Methylsulfonyl)-1,2,3,6-tetrahydropyridin-4-yl]phenyl}cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-{4-[(E)-2-Pyridin-4-ylvinyl]phenyl}cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-{4-[Cyclopentyl(fluoro)methyl]phenyl}cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-{4-(Tetrahydro-2H-pyran-4-yloxy)phenyl}cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 tert-Butyl (4-{1-[3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl)carbonyl} cyclopropyl)phenoxy)acetate;  
 (4-{1-[3-Oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl)carbonyl}cyclopropyl) phenoxy)acetonitrile;

1'-(1-{4-[(5-Methylisoxazol-3-yl)methoxy]phenyl}cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-{4-(Cyclopentylmethoxy)phenyl}cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 5 1'-(1-{4-(Quinolin-3-ylmethoxy)phenyl}cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-{4-(Quinolin-4-ylmethoxy)phenyl}cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 10 1'-(1-{4-(Quinolin-6-ylmethoxy)phenyl}cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-{4-(Pyridin-3-ylmethoxy)phenyl}cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 15 6-(Trifluoromethyl)-1'-(1-{4-(trifluoromethyl)phenyl}cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-{4-(Trifluoromethoxy)phenyl}cyclopropyl)carbonyl]-6-(trifluoromethyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-{2,4-Difluorophenyl}cyclopropyl)carbonyl]-6-(trifluoromethyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 20 1'-(1-(1,3-Benzothiazol-2-yl)cyclopropyl)carbonyl]-6-(trifluoromethyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-{4-Chlorophenyl}cyclopropyl)carbonyl]-6-(trifluoromethyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 25 4-Fluoro-1'-(1-quinolin-4-ylcyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-(4-Chlorophenyl)cyclopropyl)carbonyl]-4-fluoro-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 7-Fluoro-1'-(1-{4-(trifluoromethyl)thio}phenyl)cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 30 1'-(1-(4-Bromophenyl)cyclopropyl)carbonyl]-7-fluoro-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-(1,3-Benzothiazol-2-yl)cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-(1,3-Benzothiazol-2-yl)cyclopropyl)carbonyl]-6-chloro-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 35 6-Chloro-1'-(1-{4-(trifluoromethoxy)phenyl}cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 6-Chloro-1'-(1-(2-fluorophenyl)cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-{4-(4-Chlorophenyl)-1,3-thiazol-2-yl}cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 40 4-(1-{3-Oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl}carbonyl)cyclopropyl)benzonitrile;  
 1'-(1-(3-(Hydroxymethyl)phenyl)cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-(4-Bromophenyl)cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 45 1'-(1-{4-(Pyrrolidin-1-ylcarbonyl)phenyl}cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 4-(1-{3-Oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl}carbonyl)cyclopropyl)benzohydrazide;  
 N-Methyl-4-(1-{3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl}carbonyl)cyclopropyl)benzamide;  
 50 4-(1-{3-Oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl}carbonyl)cyclopropyl)benzenecarbothioamide;  
 1'-(1-{4-[2-(Trifluoromethyl)-1H-imidazol-4-yl]phenyl}cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-{4-(1-Methyl-1H-pyrazol-3-yl)phenyl}cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 55 N-Cyclopropyl-4'-(1-{3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl}carbonyl)cyclopropyl)biphenyl-4-carboxamide;  
 1'-(1-{4-[5-(Trifluoromethyl)-1H-1,2,4-triazol-3-yl]phenyl}cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-{4-(1-Methyl-1H-tetrazol-5-yl)phenyl}cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-{4-(2-Amino-1,3-oxazol-4-yl)phenyl}cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-(4-Pyrimidin-5-ylphenyl)cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-{4-(6-Fluoropyridin-3-yl)phenyl}cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-{4-(6-Pyrrolidin-1-ylpyridin-3-yl)phenyl}cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 N-Cyclopropyl-5-[4-(1-{3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl}carbonyl)cyclopropyl)phenyl]pyridine-2-carboxamide;  
 N-Methyl-5-[4-(1-{3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl}carbonyl)cyclopropyl)phenyl]pyridine-2-carboxamide;

1'-({1-[4-(Methylsulfonyl)phenyl]cyclopropyl}carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-[{1-[4-[(Trifluoromethyl)thio]phenyl]cyclopropyl}carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-[{1-(4-Chloro-2-fluorophenyl)cyclopropyl}carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-[{1-[4-(2-Oxopyridin-1(2H)-yl)phenyl]cyclopropyl}carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 5 Methyl 4-[4-(1-{[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)phenyl]piperazine-1-carboxylate;  
 1'-[{1-[4-(Methylsulfonyl)-2-oxopiperazin-1-yl]phenyl}cyclopropyl carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 10 7-Fluoro-1'-[{1-[4-[3-(trifluoromethyl)-1H-pyrazol-1-yl]phenyl}cyclopropyl]carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 N-[4-(1-{[3-Oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)phenyl]cyclopropanecarboxamide;  
 N-[4-(1-{[3-Oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)phenyl]benzenesulfonamide;  
 15 Methyl allyl[4-(1-{[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl)phenyl]carbamate;  
 1'-[{1-[4-(1H-1,2,4-Triazol-1-yl)phenyl]cyclopropyl}carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-[{1-Quinolin-6-ylcyclopropyl}carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 20 1'-[{1-Pyridin-4-ylcyclopropyl}carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-[{1-Quinolin-4-ylcyclopropyl}carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-[{1-Quinolin-2-ylcyclopropyl}carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 25 1'-[{1-Pyridin-2-ylcyclopropyl}carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-[{1-(1,3-Benzothiazol-2-yl)cyclopropyl}carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 2-({1-[4-Chlorophenyl]cyclopropyl}carbonyl)pyrrolidine-3-yl)-1,3-thiazole;  
 30 1'-[{1-(4-Methylphenyl)cyclopropyl}carbonyl]spiro[pyrido[3,4-d][1,3]oxazine-4,3'-pyrrolidin]-2(1H)-one trifluoroacetate;  
 1-[1-(4-Chlorophenyl)cyclopropyl]carbonyl]-3-pyridin-4-ylpyrrolidin-3-ol;  
 1-[1-(4-Chlorophenyl)cyclopropyl]carbonyl]-3-(3-fluoropyridin-4-yl)pyrrolidin-3-ol;  
 35 1-[1-(4-Chlorophenyl)cyclopropyl]carbonyl]-3-(2-fluorophenyl)pyrrolidin-3-ol;  
 1-[1-(4-Chlorophenyl)cyclopropyl]carbonyl]-3-[2-(hydroxymethyl)phenyl]pyrrolidin-3-ol;  
 1-[1-(4-Chlorophenyl)cyclopropyl]carbonyl]-3-pyridin-2-ylpyrrolidin-3-ol;  
 40 1'-[{1-[4-(Pyrrolidin-1-ylmethyl)phenyl]cyclopropyl}carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 [4-(1-{[3-Oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl}cyclopropyl) phenyl] cyclopropyl acetic acid;  
 45 6-Chloro-1'-[{1-[4-(Trifluoromethyl)phenyl]cyclopropyl}carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 6-Chloro-1'-[{1-(4-methylphenyl)cyclopropyl}carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-[{1-[4-(3-Thienyl)phenyl]cyclopropyl}carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 50 1-[1-(4-Chlorophenyl)cyclopropyl]carbonyl]-3-(1,3-thiazol-2-yl)pyrrolidin-3-ol;  
 1'-[{1-(2-Naphthyl)cyclopropyl}carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-[{1-[4-(Pyridin-4-ylmethoxy)phenyl]cyclopropyl}carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 2-({1-(4-Chlorophenyl)cyclopropyl}carbonyl)octahydro-1H-isoindole;  
 55 1'-[{1-(4-Chlorophenyl)cyclopropyl}carbonyl]spiro[isochromene-3,3'-pyrrolidin]-1(4H)-one; N-(tert-Butyl)-2-({1-(4-chlorophenyl)cyclopropyl}carbonyl)-3-hydroxypyrrrolidin-3-yl)benzenesulfonamide;  
 2-({1-[1-(4-Chlorophenyl)cyclopropyl}carbonyl]-3-hydroxypyrrrolidin-3-yl)methyl]nicotinic acid;  
 1-[1-(4-Chlorophenyl)cyclopropyl]carbonyl]-3-phenylpyrrolidine-3,4-diol;  
 1'-[{1-(2-Fluoro-4-pyridin-4-ylphenyl)cyclopropyl}carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 5-Methoxy-1'-[{1-(4-methylphenyl)cyclopropyl}carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-[{1-(4-Methylphenyl)cyclopropyl}carbonyl]-3-oxo-3H-spiro[2-benzofuran-1,3'-pyrrolidine]-5-carbonitrile;  
 1'-[{1-[3'-(Hydroxymethyl)biphenyl-4-yl]cyclopropyl}carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-[{1-[2'-(Methylthio)biphenyl-4-yl]cyclopropyl}carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-[{1-(1,3-Benzothiazol-2-yl)cyclopropyl}carbonyl]-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one;  
 1'-[{1-(2-Naphthyl)cyclopropyl}carbonyl]-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one;  
 1'-[{1-[4-(Difluoromethoxy)phenyl]cyclopropyl}carbonyl]-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one;  
 55 1'-[{1-(4-[4-(Trifluoromethoxy)benzyl]oxy)phenyl}cyclopropyl]carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one; and  
 1'-[{1-[4-[1-(4-Bromophenyl)ethoxy]phenyl}cyclopropyl]carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one, or pharmaceutically acceptable salt thereof;

(d) 1'-{[1-(4-Pyridin-3-ylphenyl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one; [4-(4-{1-[(3-Oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl}-cyclopropyl)phenyl]-1,3-thiazol-2-yl]acetonitrile;

5 1'-{[1-{4-(2-Pyridin-3-yl-1,3-thiazol-4-yl)phenyl}cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;

1'-{[1-{4-(1-Propionyl-1,2,3,6-tetrahydropyridin-4-yl)phenyl}cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;

10 Ethyl 4-[4-{1-[(3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl} cyclopropyl]phenyl]-3,6-dihydropyridine-1(2H)-carboxylate;

4-[(E)-2-(4-{1-[(3-Oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl}-cyclopropyl)phenyl]vinyl]benzonitrile;

15 1'-{[1-(2-Fluoro-4-pyridin-4-ylphenyl)cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one; 1'-{[1-{2-Fluoro-4-[3-(trifluoromethyl)-1H-pyrazol-1-yl]phenyl}cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;

20 1'-{[1-{4-(2H-Indazol-2-yl)phenyl}cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one; 1'-{[1-{4-(3,3-Difluoropyrrolidin-1-yl)phenyl}cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;

25 1'-{[1-{2-Fluoro-4-(2-oxopyrrolidin-1-yl)phenyl}cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;

1'-{[1-{4-(2-Oxopyrrolidin-1-yl)phenyl}cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;

30 1'-{[1-{4-Isopropyl-2-oxo-1,3-oxazolidin-3-yl}phenyl}cyclopropyl]carbonyl]-3H-spiro[olidin]-3-one; 1'-{[1-{4-(2-Oxoimidazolidin-1-yl)phenyl}cyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;

35 1'-{[1-{4-(2-Oxoimidazolidin-1-yl)phenyl}cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one; 1'-{[1-{4-Isopropyl-2-oxo-1,3-oxazolidin-3-yl}phenyl}cyclopropyl]carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

40 1'-{[1-{2-Fluoro-4-(2-oxopyrrolidin-1-yl)phenyl}cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one; 1'-{[1-{2-Fluoro-4-(2-oxo-1,3-oxazolidin-3-yl)phenyl}cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

Methyl 3-oxo-4-[4-{1-[(3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl} cyclopropyl]phenyl]piperazine-1-carboxylate;

45 1'-{[1-{6-[4-(Cyclopropyl carbonyl)piperazin-1-yl]pyridin-3-yl}cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one; 1'-{[1-{6-[4-(Pyridin-4-yloxy)piperidin-1-yl]pyridin-3-yl}cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

50 1'-{[1-{6-[3-(Pyridin-4-yloxy)pyrrolidin-1-yl]pyridin-3-yl}cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one; 1'-{[1-{4-(6-Methoxypyridin-3-yl)phenyl}cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one; [4'-{1-[(3-Oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl}-cyclopropyl]biphenyl-3-yl]acetonitrile;

55 1'-{[1-{4-(6-Aminopyridin-3-yl)phenyl}cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one; 1'-{[1-{4-(6-Hydroxypyridin-3-yl)phenyl}cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one; 1'-{[1-{4-(5-Methylpyridin-2-yl)phenyl}cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one; 1'-{[1-{4-[(Pyridin-2-yloxy)methyl]phenyl}cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one; 1'-{[1-{4-[(Pyridin-3-yloxy)methyl]phenyl}cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one; 1'-{[1-{4-[(Pyridin-4-yloxy)methyl]phenyl}cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one; 3-(1-[(3-Oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl) cyclopropyl]benzonitrile;

1'-{[1-Biphenyl-3-ylcyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one; 1'-{[1-(1-Naphthyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one; 1'-{[1-Quinolin-6-ylcyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one; 1'-{[1-4-[(5-Methylisoxazol-3-yl)methoxy]phenyl}cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

55 1'-{[1-{4-(2-Pyridin-3-yl-1,3-thiazol-4-yl)phenyl}cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one; 1'-{[1-{4-[(Trifluoromethyl)-1,3,4-oxadiazol-2-yl]phenyl}cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

1'-{[1-(4-tert-Butyl-1,3-thiazol-2-yl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[4-(4-Chlorophenyl)-1,3-thiazol-2-yl]cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1',1"-{1,4-Phenylenebis(cyclopropane-1,1-diylcarbonyl)]bis(3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one);  
 4-Hydroxy-1'-{[1-quinolin-4-ylcyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 4-Methoxy-1'-{[1-quinolin-4-ylcyclopropyl]carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-Pyridin-3-ylcyclobutyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{[1-(4-Chlorophenyl)cyclobutyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{[1-(4-Chlorophenyl)cyclobutyl]carbonyl}-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one;  
 1-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-4-phenylpyrrolidin-3-ol;  
 6-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-1,3,3-trimethyl-6-azabicyclo[3.2.1]octane;  
 (1-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-3-phenylpyrrolidin-2-yl)methanol;  
 (1-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-4-phenylpyrrolidin-2-yl)methanol;  
 (1-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-4-phenylpyrrolidin-2-yl)methanol;  
 1-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}pyrrolidine;  
 1-{[1-(4-Chlorophenyl)cyclopentyl]carbonyl}azepane;  
 3-Chloro-N-(1-{[1-(4-chlorophenyl)cyclopropyl]carbonyl}pyrrolidin-3-yl)-2-methylbenzene sulfonamide;  
 1-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-4-phenylpyrrolidine-3-carboxylic acid;  
 (1-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-4-phenylpyrrolidin-3-yl)methanol;  
 2-[1-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-4-(hydroxymethyl)pyrrolidin-3-yl]phenol;  
 2-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-1,2,3,3a,4,9b-hexahydro chromeno[3,4-c]pyrrole;  
 2-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-8-(methylsulfonyl)-2,8-diazaspiro[4.5]decane;  
 8-Acetyl-2-{[1-(4-chlorophenyl)cyclopropyl]carbonyl}-2,8-diazaspiro[4.5]decane;  
 3-(1-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}pyrrolidin-3-yl)pyridine;  
 3-(1-{[1-(4-Phenoxyphenyl)cyclopropyl]carbonyl}pyrrolidin-3-yl)pyridine;  
 3-[1-{[1-[4-(Cyclopentyloxy)phenyl]cyclopropyl]carbonyl}pyrrolidin-3-yl]pyridine;  
 tert-Butyl 4-(5-){1-[3-pyridin-3-ylpyrrolidin-1-yl]carbonyl}cyclopropyl]pyridine-2-yl)piperazine-1-carboxylate;  
 1-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-3-isopropylpyrrolidine;  
 Methyl 3-(1-{[1-(4-chlorophenyl)cyclopropyl]carbonyl}pyrrolidin-3-yl)benzoate;  
 1-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-3-(2-methylphenyl)pyrrolidine;  
 1-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-3-(2-methoxyphenyl)pyrrolidine;  
 1-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-3-(2,6-dimethylphenyl)pyrrolidine;  
 1-(4-{1-[3-Pyridin-4-ylpyrrolidin-1-yl]carbonyl}cyclopropyl)phenyl)pyrrolidin-2-one;  
 3-(4-{1-[3-Pyridin-4-ylpyrrolidin-1-yl]carbonyl}cyclopropyl)phenyl)-1,3-oxazolidin-2-one;  
 4-{1-[3-Pyridin-4-ylpyrrolidin-1-yl]carbonyl}cyclopropyl]phenol;  
 4-[1-{[1-[4-(Benzyl)oxy]phenyl]cyclopropyl]carbonyl}pyrrolidin-3-yl]pyridine;  
 4-[1-{[1-[4-(Allyloxy)phenyl]cyclopropyl]carbonyl}pyrrolidin-3-yl]pyridine;  
 4-[1-{[1-[4-(Pyrrolidin-1-yl)phenyl]cyclopropyl]carbonyl}pyrrolidin-3-yl]pyridine;  
 4-[1-{[1-[4-(3-Furyloxy)phenyl]cyclopropyl]carbonyl}pyrrolidin-3-yl]pyridine;  
 4-[1-{[1-[4-(Cyclopentyloxy)phenyl]cyclopropyl]carbonyl}pyrrolidin-3-yl]pyridine;  
 4-[1-{[1-[4-(Cyclohex-2-en-1-yl)oxy]phenyl]cyclopropyl]carbonyl}pyrrolidin-3-yl]pyridine;  
 3-[4-{1-[3-Pyridin-4-ylpyrrolidin-1-yl]carbonyl}cyclopropyl]phenoxy)methyl]pyridine;  
 2-[4-{1-[3-Pyridin-4-ylpyrrolidin-1-yl]carbonyl}cyclopropyl]phenoxy)methyl]pyridine;  
 4-[2-(4-{1-[3-Pyridin-4-ylpyrrolidin-1-yl]carbonyl}cyclopropyl)phenoxy]ethyl)morpholine;  
 4-(1-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}pyrrolidin-3-yl)pyridine 1-oxide;  
 4-(1-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}pyrrolidin-3-yl)-3-fluoropyridine;  
 1-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-3-isopropylpyrrolidin-3-ol;  
 3-tert-Butyl-1-{[1-(4-chlorophenyl)cyclopropyl]carbonyl}pyrrolidin-3-ol;  
 1-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-3-(2-methylphenyl)pyrrolidin-3-ol;  
 Methyl [(1-{[1-(4-chlorophenyl)cyclopropyl]carbonyl}-3-phenylpyrrolidin-3-yl)oxy]acetate;  
 [(1-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-3-phenylpyrrolidin-3-yl)oxy]acetic acid;  
 1-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}-3-(3-chloropyridin-4-yl)pyrrolidin-3-ol;  
 1'-{[1-(4-Chlorophenyl)cyclopropyl]carbonyl}spiro[pyrido[3,4-d][1,3]oxazine-4,3'-pyrrolidin]-2(1H)-one trifluoroacetate;  
 1'-{[1-(2,4-Dichlorophenyl)cyclopropyl]carbonyl}spiro[pyrido[3,4-d][1,3]oxazine-4,3'-pyrrolidin]-2(1H)-one trifluoroacetate;  
 1'-{[1-(4-Bromophenyl)cyclopropyl]carbonyl}spiro[pyrido[3,4-d][1,3]oxazine-4,3'-pyrrolidin]-2(1H)-one trifluoroacetate;  
 1'-{[1-(4-Methoxyphenyl)cyclopropyl]carbonyl}spiro[pyrido[3,4-d][1,3]oxazine-4,3'-pyrrolidin]-2(1H)-one trifluoroacetate;

luoroacetate;

1'-{[1-(4-Phenoxyphenyl)cyclopropyl] carbonyl}spiro[pyrido[3,4-d][1,3]oxazine-4,3'-pyrrolidin]-2(1H)-one trifluoroacetate;

5 1'-{[1-{4-[(Trifluoromethyl)thio] phenyl}cyclopropyl]carbonyl}spiro[pyrido[3,4-d][1,3]oxazine-4,3'-pyrrolidin]-2(1H)-one trifluoroacetate;

1'-{[1-(3-Bromophenyl)cyclopropyl] carbonyl}spiro[pyrido[3,4-d][1,3]oxazine-4,3'-pyrrolidin]-2(1H)-one trifluoroacetate;

10 1'-{[1-(3-Methoxyphenyl)cyclopropyl] carbonyl}spiro[pyrido[3,4-d][1,3]oxazine-4,3'-pyrrolidin]-2(1H)-one trifluoroacetate;

1'-{[1-(6-Chloropyridin-3-yl)cyclopropyl]carbonyl}-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one;

15 1'-{[1-(4-Methylphenyl)cyclopropyl] carbonyl}-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one; and 1'-{[1-{4-(Trifluoromethyl)phenyl} cyclopropyl]carbonyl}-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one, or pharmaceutically acceptable salt thereof;

(e) 1'- {[1-(4-Methoxyphenyl)cyclopropyl] carbonyl}-7H-spiro[furo[3,4-b]pyridine-5,3 pyrrolidin]-7-one;

1'-{[1-{4-(Trifluoromethoxy)phenyl} cyclopropyl]carbonyl}-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one;

1'-{[1-(4-Fluorophenyl)cyclopropyl] carbonyl}-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one;

1'-{[1-(2-Chloro-4-fluorophenyl) cyclopropyl]carbonyl}-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one;

1'-{[1-(2,4-Difluorophenyl) cyclopropyl]carbonyl}-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one;

20 1'-{[1-(3-Chlorophenyl)cyclopropyl]carbonyl}-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one;

1'-{[1-(3,4-Dichlorophenyl) cyclopropyl]carbonyl}-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one;

1'-{[1-(2,3-Difluorophenyl) cyclopropyl]carbonyl}-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one;

1'-{[1-(2,4-Dichlorophenyl) cyclopropyl]carbonyl}-7H-spiro[furo[3,4-b]pyridine-5,3'-pyrrolidin]-7-one;

Ethyl 4-[5-(1-{[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl} cyclopropyl)pyridin-2-yl]piperazine-1-carboxylate;

25 1'-{[1-{6-[4-(ethylsulfonyl) piperazin-1-yl]pyridin-3-yl}cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

1'-{[1-{6-(4-Methylpiperazin-1-yl)pyridin-3-yl}cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

30 1'-{[1-{6-(4-Phenylpiperazin-1-yl)pyridin-3-yl}cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

1'-{[1-{6-[4-(3-Methylbutanoyl) piperazin-1-yl]pyridin-3-yl} cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

35 1'-{[1-{6-[4-(Cyclopropylmethyl) piperazin-1-yl]pyridin-3-yl} cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

1'-{[1-{6-(2,5-Dihydro-1H-pyrrol-1-yl)pyridin-3-yl}cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

40 1'-{[1-(6-Piperidin-1-ylpyridin-3-yl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

tert-Butyl 4-[4-(1-{[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl} cyclopropyl)phenyl]piperazine-1-carboxylate;

45 1'-{[1-{4-(4-Isobutyrylpiperazin-1-yl)phenyl}cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

1'-{[1-{4-[4-(Cyclopropyl carbonyl)piperazin-1-yl]phenyl} cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

1'-{[1-{4-[4-(Methylsulfonyl) piperazin-1-yl]phenyl}cyclopropyl carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

50 1'-{[1-{4-(4-Methylpiperazin-1-yl)phenyl}cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one; N-Methyl-N-[4-(1-{[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl} cyclopropyl)phenyl]cyclopropanecarboxamide;

N-[4-(1-{[3-Oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl} cyclopropyl) phenyl] acetamide;

55 1'-{[1-{4-(2-Oxopyrrolidin-1-yl)phenyl}cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

1'-{[1-{4-(2-Oxo-1,3-oxazolidin-3-yl)phenyl}cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

1'-{[1-{4-(1H-Pyrazol-1-yl) phenyl}cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

1'-{[1-{4-(2-Oxopiperidin-1-yl)phenyl}cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

1-Methyl-3-[4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl] imida-  
zolidine-2,4-dione;  
 1'-{[1-(4-Morpholin-4-ylphenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1-[4-(1-[[3-Phenylpyrrolidin-1-yl]carbonyl]cyclopropyl)phenyl] pyrrolidine-2-one;  
 3-[4-(1-[[3-Phenylpyrrolidin-1-yl]carbonyl]cyclopropyl)phenyl]-1,3-oxazolidin-2-one;  
 Methyl 4-(4-{1-[(3-phenylpyrrolidin-1-yl)carbonyl]cyclopropyl}phenyl)piperazine-1-carboxylate;  
 Ethyl 4-(4-{1-[(3-phenylpyrrolidin-1-yl)carbonyl]cyclopropyl}phenyl)piperazine-1-carboxylate;  
 1-Isobutryl-4-(4-{1-[(3-phenylpyrrolidin-1-yl)carbonyl]cyclopropyl}phenyl)piperazine;  
 1-Acetyl-4-(4-{1-[(3-phenylpyrrolidin-1-yl)carbonyl]cyclopropyl}phenyl) piperazine;  
 1-(Cyclopropylcarbonyl)-4-(4-{1-[(3-phenylpyrrolidin-1-yl)carbonyl]cyclopropyl} phenyl)piperazine;  
 1-Isobutryl-4-(5-{1-[(3-phenylpyrrolidin-1-yl)carbonyl]cyclopropyl}pyridin-2-yl)piperazine;  
 1-(Cyclopropylcarbonyl)-4-(5-{1-[(3-phenylpyrrolidin-1-yl)carbonyl]cyclopropyl} pyridin-2-yl)piperazine;  
 1'-[(1-Pyridin-3-ylcyclopropyl) carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 N-Methyl-4-[5-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl] carbonyl] cyclopropyl)pyridin-2-  
yl]benzamide;  
 N,N-Dimethyl-4-[5-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl] cyclopropyl)pyridin-2-  
yl]benzamide;  
 1'-[(1-[6-[4-(Methylsulfonyl) phenyl]pyridin-3-yl]cyclopropyl) carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-  
one;  
 1'-{[1-(4-Methoxyphenyl) cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[4-(Pyridin-2-yl)oxy]phenyl] cyclopropyl}carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[4-(Pyridin-3-yl)methoxy] phenyl]cyclopropyl}carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[4-(Isoquinolin-1-yl)methoxy]phenyl]cyclopropyl}carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{[1-(4-Vinylphenyl) cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 Methyl 4-[4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl] carbonyl] cyclopropyl)phenyl]-3,6-dihy-  
dropyridine-1(2H)-carboxylate;  
 Ethyl 4-[4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl] carbonyl] cyclopropyl)phenyl]-3,6-dihy-  
dropyridine-1(2H)-carboxylate;  
 1'-{[1-[4-(1-Acetyl-1,2,3,6-tetrahydropyridin-4-yl)phenyl]cyclopropyl}carbonyl)-3H-spiro[2-benzofuran-1,3'-pyr-  
rolidin]-3-one;  
 1'-[(1-[4-[1-(3-Methylbutanoyl)-1,2,3,6-tetrahydropyridin-4-yl]phenyl]cyclopropyl)carbonyl]-3H-spiro[2-benzo-  
furan-1,3'-pyrrolidin]-3-one;  
 5-Hydroxy-1'-{[1-(4-methylphenyl) cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{[1-(4-Methylphenyl)cyclopropyl]carbonyl}-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-5-ol;  
 1'-{[1-[4-(Pyrrolidin-1-yl)methyl]phenyl]cyclopropyl}carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-{[1-(6-Pyrrolidin-1-yl)pyridin-3-yl]cyclopropyl}carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[6-(4-Phenylpiperazin-1-yl)pyridin-3-yl]cyclopropyl}carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolid-  
in]-3-one;  
 Methyl 4-[5-(1-[[3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)pyridin-2-  
yl]piperazine-1-carboxylate;  
 Ethyl 4-(5-{1-[[3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl] cyclopropyl)pyridin-2-  
yl)piperazine-1-carboxylate;  
 Isopropyl 4-(5-{1-[[3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl] cyclopropyl)pyridin-2-  
yl)piperazine-1-carboxylate;  
 1'-{[1-[6-(4-Chlorophenyl)pyridin-3-yl]cyclopropyl}carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[6-(4-Fluorophenyl)pyridin-3-yl]cyclopropyl}carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-[6-(4-Fluoro-2-methylphenyl)pyridin-3-yl]cyclopropyl}carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolid-  
in]-3-one;  
 1'-{[1-(Quinolin-4-yl)cyclopropyl] carbonyl}-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 4-Chloro-1'-[(1-quinolin-4-yl)cyclopropyl]carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 4-Hydroxy-1'-[(1-quinolin-4-yl)cyclopropyl]carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 4-Methoxy-1'-[(1-quinolin-4-yl)cyclopropyl]carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-{[1-(4-[(4-Fluorobenzyl)oxy]phenyl] cyclopropyl}carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-  
one;  
 1'-{[1-(4-[(4-(Trifluoromethyl)benzyl)oxy]phenyl]cyclopropyl}carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolid-  
in]-3-one;  
 1'-{[1-{2-Chloro-4-fluorobenzyl} oxy]phenyl}cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolid-  
in]-3-one;

1'-(1-{4-[(4-Bromo-2-fluorobenzyl) oxy]phenyl}cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 3-Fluoro-4-[(4-{1-[3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl)carbonyl] cyclopropyl}phenoxy)methyl]benzonitrile;  
 5 1'-(1-{4-[1-(2-Fluorophenyl)ethoxy] phenyl}cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 4-1-(4-{1-[3-Oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl)carbonyl]cyclopropyl}phenoxyethyl]benzonitrile;  
 10 1'-(1-[4-(Quinolin-2-ylmethoxy) phenyl]cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-(4-Methoxyphenyl)cyclopropyl) carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 6-Chloro-1'-(1-(4-methoxyphenyl) cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 15 1'-(1-(4-Methoxyphenyl)cyclopropyl) carbonyl]-6-(trifluoromethyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(Cyclopentyloxy)phenyl]cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(Allyloxy)phenyl]cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(2-Methoxyethoxy)phenyl]cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 20 1'-(1-[4-(Cyclopropylmethoxy)phenyl]cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-(4-Methylphenyl)cyclopropyl)carbonyl]-6-(trifluoromethyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-(4-Methylphenyl)cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 25 1'-(1-[4-(Trifluoromethyl)phenyl]cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-(4-Vinylphenyl)cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(E)-2-Pyridin-2-ylvinyl] phenyl)cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 30 1'-(1-[4-(1-Isobutryl-1,2,3,6-tetrahydropyridin-4-yl)phenyl] cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(1-Acetylperidin-4-yl)phenyl]cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 35 Ethyl 4-(4-{1-[3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl)carbonyl] cyclopropyl} phenyl)piperidine-1-carboxylate;  
 1'-(1-[4-(1-Isobutrylperidin-4-yl)phenyl]cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 40 1'-(1-[4-(1-Propionylpiperidin-4-yl)phenyl]cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-{1-(3-Methylbutanoyl) piperidin-4-yl}phenyl]cyclopropyl) carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 45 1'-(1-[4-(2-Isopropyl-1,3-thiazol-4-yl)phenyl]cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-[2-(Dimethylamino)-1,3-thiazol-4-yl]phenyl]cyclopropyl) carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 50 1'-(1-[4-(2-Amino-1,3-thiazol-4-yl)phenyl]cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 3-Fluoro-4-1-[3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl)carbonyl]cyclopropyl]benzonitrile;  
 55 1'-(1-[2-Fluoro-4-(4-methyl-1,3-thiazol-2-yl)phenyl]cyclopropyl) carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one; and  
 1'-(1-[4-[5-(Trifluoromethyl)-1,3,4-oxadiazol-2-yl]phenyl]cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one, or pharmaceutically acceptable salt thereof;  
 (f) 1'-(1-[4-(3-Methylisoxazol-4-yl)phenyl]cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(2-Pyridin-2-ylethyl) phenyl]cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[2-Fluoro-4-(1H-pyrazol-1-yl)phenyl]cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[2-Fluoro-4-(3-methyl-1H-pyrazol-1-yl)phenyl]cyclopropyl) carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(3-Amino-1H-pyrazol-1-yl)phenyl]cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;

1'-({1-[4-(1H-Benzimidazol-1-yl)-2-fluorophenyl]cyclopropyl}carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 5 1'-[(1-[2-Fluoro-4-[2-(trifluoro-methyl)-1H-benzimidazol-1-yl]phenyl]cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-({1-[4-(2-Methoxy-1H-benzimidazol-1-yl)phenyl] cyclopropyl}carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 10 Ethyl 4-(4-{1-[3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl}carbonyl]cyclopropyl}phenyl)piperazine-1-carboxylate;  
 15 Isopropyl 4-[4-(1-[3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl] cyclo-propyl)phenyl]piperazine-1-carboxylate;  
 20 1'-({1-[4-(4-Propionylpiperazin-1-yl)phenyl]cyclopropyl}carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 25 1'-({1-[4-(4-Isobutyrylpiperazin-1-yl)phenyl]cyclopropyl}carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 30 1'-[(1-[4-(4-(Cyclopropylcarbonyl)piperazin-1-yl)phenyl] cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 35 1'-[(1-[4-(Methylsulfonyl) piperazin-1-yl]phenyl)cyclopropyl] carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 40 1'-({1-[4-(2-Oxopyriddin-1(2H)-yl)phenyl]cyclopropyl}carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 45 Methyl [4-(1-[3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]carbamate;  
 50 N-[4-(1-[3-Oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl]phenyl]methanesulfonamide;  
 55 1'-[(1-(2-Fluorophenyl)cyclo-propyl]carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-[(1-(2-Chlorophenyl)cyclopropyl] carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-[(1-(2-Bromophenyl)cyclopropyl] carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-[(1-[2-(Trifluoromethyl)phenyl] cyclopropyl]carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-[(1-(2-Methoxyphenyl)cyclopropyl] carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-[(1-(2-Methylphenyl)cyclopropyl] carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-[(1-(2,3-Difluorophenyl)cyclo-propyl]carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-[(1-(2-Chloro-6-fluorophenyl)cyclo-propyl]carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-[(1-(1-Naphthyl)cyclopropyl] carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-[(1-(2-Fluorophenyl)cyclopropyl] carbonyl)-6-(trifluoromethyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 6-Chloro-1'-[(1-(4-methylphenyl) cyclopropyl]carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 6-Chloro-1'-({1-[4-(trifluoro-methyl)phenyl]cyclopropyl}carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 6-Chloro-1'-[(1-(2,4-difluorophenyl) cyclopropyl]carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 6-Chloro-1'-({1-[3-(difluoromethoxy)phenyl]cyclopropyl}carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-[(1-(2,4-Dichlorophenyl)cyclo-propyl]carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-[(1-(4-Chlorophenyl)cyclopropyl] carbonyl)-4-methoxy-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-[(1-(4-Chlorophenyl)cyclopropyl] carbonyl)-4-hydroxy-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 6-Chloro-1'-[(1-(3,4-dichlorophenyl) cyclopropyl]carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-[(1-(4-Chloro-2-fluorophenyl) cyclopropyl]carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 6-Chloro-1'-[(1-(2,4-difluorophenyl) cyclopropyl]carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-[(1-(2-Chloro-4-fluorophenyl)cyclo-propyl]carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-[(1-(2,4-Difluorophenyl)cyclo-propyl]carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-({1-[4-(Methylthio)phenyl]cyclo-propyl}arbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-[(1-[4-(Trifluoromethyl)thio]phenyl)cyclopropyl]carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-[(1-(4-Chlorophenyl)cyclo-pentyl]carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1-[(1-(4-Chlorophenyl)cyclohexyl] carbonyl] azepane;  
 55 Methyl 4-[5-(1-[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl] cyclopropyl)pyridin-2-yl]piperazine-1-carboxylate;  
 N,N-Dimethyl-4-[4-(1-[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl] cyclo-propyl)phenyl]piperazine-1-carboxamide;  
 Methyl 4-[3-fluoro-4-(1-[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl] cyclo-propyl)phenyl]

nyl]piperazine-1-carboxylate;  
 1'-(1-[2-Fluoro-4-(4-propionylpiperazin-1-yl)phenyl]cyclo-propyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[2-Fluoro-4-(4-isobutyrylpiperazin-1-yl)phenyl]cyclo-propyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(4-Cyclopropyl carbonyl)piperazin-1-yl]-2-fluoro-phenyl} cyclopropyl carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(4-Acetyl)piperazin-1-yl)-2-fluorophenyl]cyclopropyl carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 4-[3-Fluoro-4-(1-[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl} cyclopropyl)phenyl]-N,N-dimethylpiperazine-1-carboxamide;  
 1'-(1-[4-(4-Hydroxypiperidin-1-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 N,N-Dimethyl-1-[4-(1-[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclo-propyl]phenyl]piperidine-4-carboxamide;  
 Methyl 4-[4-(1-[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl phenyl]piperidine-1-carboxylate;  
 Ethyl 4-[4-(1-[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl phenyl]piperidine-1-carboxylate;  
 1'-(1-[4-(1-Acetyl)piperidin-4-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(1-Isobutyrylpiperidin-4-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(1-Propionyl)piperidin-4-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(1-(3-Methylbutanoyl) piperidin-4-yl)phenyl]cyclopropyl carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(1-Acetyl)piperidin-4-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(1-Isobutyrylpiperidin-4-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(1-Propionyl)piperidin-4-yl)phenyl]cyclopropyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-(1-[4-(1-(3-Methylbutanoyl) piperidin-4-yl)phenyl]cyclo-propyl)carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 Methyl 4-[4-(1-[3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl} cyclopropyl)phenyl]piperidine-1-carboxylate;  
 Ethyl 4-[4-(1-[3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl} cyclopropyl)phenyl]piperidine-1-carboxylate;  
 Isopropyl 4-[4-(1-[3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl} cyclo-propyl)phenyl]piperidine-1-carboxylate;  
 Methyl 4-hydroxy-4-[4-(1-[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl} cyclo-propyl)phenyl]piperidine-1-carboxylate;  
 Ethyl 4-hydroxy-4-[4-(1-[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl} cyclo-propyl)phenyl]piperidine-1-carboxylate;  
 Methyl 4-(5-{1-[3-pyridin-3-yl]pyrrolidin-1-yl}carbonyl)cyclo-propyl)pyridin-2-yl)piperazine-1-carboxylate;  
 Ethyl 4-(5-{1-[3-pyridin-3-yl]pyrrolidin-1-yl}carbonyl)cyclo-propyl)pyridin-2-yl)piperazine-1-carboxylate;  
 1-Acetyl-4-(5-{1-[3-pyridin-3-yl]pyrrolidin-1-yl}carbonyl)cyclo-propyl) pyridin-2-yl)piperazine;  
 1-Isobutyryl-4-(5-{1-[3-pyridin-3-yl]pyrrolidin-1-yl}carbonyl)cyclo-propyl)pyridin-2-yl)piperazine;  
 1-(Cyclopropylcarbonyl)-4-(5-{1-[3-pyridin-3-yl]pyrrolidin-1-yl}carbonyl)cyclopropyl) pyridin-2-yl)piperazine;  
 Isopropyl 4-[4-(1-[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl)phenyl]piperazine-1-carboxylate;  
 1'-(1-[4-(6-(Pyrrolidin-1-yl)carbonyl)pyridin-3-yl]phenyl)cyclo-propyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 N-Ethyl-N-methyl-5-[4-(1-[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclo-propyl)phenyl]pyridine-2-carboxamide;  
 N,N-Diethyl-5-[4-(1-[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclo-propyl)phenyl]pyridine-2-carboxamide;  
 tert-Butyl {4-[5-(1-[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclopropyl)pyridin-2-yl]phenyl}carbamate;  
 N,N-Dimethyl-1-[5-(1-[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl)cyclo-propyl)pyridin-2-yl]piperidine-4-carboxamide; and

1'-(1-(6-Piperidin-1-ylpyridin-3-yl)cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one, or pharmaceutically acceptable salt thereof; or

(g) 1'-(1-[2-Fluoro-4-(2-oxopyrrolidin-1-yl)phenyl]cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

5 1'-(1-[2-Fluoro-4-(2-oxo-1,3-oxazolidin-3-yl)phenyl]cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;

1'-(1-[4-(2-Oxoazetidin-1-yl)phenyl]cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

10 1'-(1-[2-Fluoro-4-(2-oxoazetidin-1-yl)phenyl]cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

1'-(1-[4-(2-Oxoazetidin-1-yl)phenyl]cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;

15 1'-(1-[2-Fluoro-4-(2-oxoazetidin-1-yl)phenyl]cyclopropyl)carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;

Propyl 4-[5-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl] cyclopropyl)pyridin-2-yl]piperazine-1-carboxylate;

Isobutyl 4-[5-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl] cyclopropyl)pyridin-2-yl]piperazine-1-carboxylate;

Isopropyl 4-[5-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl] cyclopropyl)pyridin-2-yl]piperazine-1-carboxylate;

Ethyl 4-[4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl] cyclopropyl)phenyl]piperazine-1-carboxylate;

Propyl 4-[4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl] cyclopropyl)phenyl]piperazine-1-carboxylate;

Isobutyl 4-[4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl] cyclopropyl)phenyl]piperazine-1-carboxylate;

25 1'-(1-[4-(4-Cyclopropylacetyl)piperazin-1-yl]phenyl)cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

1'-(1-[4-(4-Cyclopropylacetyl)piperazin-1-yl]-2-fluorophenyl)cyclopropyl) carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

30 1'-(1-[4-(3-Methylbutanoyl)piperazin-1-yl]phenyl)cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

1'-(1-[2-Fluoro-4-[4-(3-methylbutanoyl)piperazin-1-yl]phenyl]cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

1'-(1-[4-(Tetrahydro-2H-pyran-4-ylcarbonyl)piperazin-1-yl]phenyl)cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

35 Ethyl 4-[3-fluoro-4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl] cyclopropyl)phenyl]piperazine-1-carboxylate;

Propyl 4-[3-fluoro-4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl] cyclopropyl)phenyl]piperazine-1-carboxylate;

40 4-[3-Fluoro-4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl] cyclopropyl)phenyl]-N-methylpiperazine-1-carboxamide;

1'-(1-[2-Fluoro-4-(4-isobutyrylpiperazin-1-yl)phenyl]cyclopropyl)carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

1'-(1-[4-(4-Cyclopropylacetyl)piperazin-1-yl]-2-fluorophenyl)cyclopropyl) carbonyl]-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

45 Methyl 4-[3-fluoro-4-(1-[[3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]piperazine-1-carboxylate;

Ethyl 4-[3-fluoro-4-(1-[[3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]piperazine-1-carboxylate;

50 Propyl 4-[3-fluoro-4-(1-[[3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]piperazine-1-carboxylate;

iso-Propyl 4-[3-fluoro-4-(1-[[3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]piperazine-1-carboxylate;

iso-Butyl 4-[3-fluoro-4-(1-[[3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]piperazine-1-carboxylate;

55 1'-(1-[4-(Cyclopropylcarbonyl)piperazine-1-yl]-2-fluorophenyl)cyclopropyl) carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;

1'-(1-[2-Fluoro-4-[4-(3-methylbutanoyl)piperazin-1-yl]phenyl]cyclopropyl) carbonyl]-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;

N,N-Dimethyl-5-[4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]pyridine-2-carboxamide;  
 N-Ethyl-5-[4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]pyridine-2-carboxamide;  
 5 N-Isopropyl-5-[4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]pyridine-2-carboxamide;  
 5-[3-Fluoro-4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]-N-methylpyridine-2-carboxamide;  
 10 5-[3-Fluoro-4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]-N-ethylpyridine-2-carboxamide;  
 5-[3-Fluoro-4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]-N-i-propylpyridine-2-carboxamide;  
 15 5-[3-Fluoro-4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]-N,N-dimethylpyridine-2-carboxamide;  
 5-[3-Fluoro-4-(1-[[3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]-N-methylpyridine-2-carboxamide;  
 N-Ethyl-5-[3-fluoro-4-(1-[[3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]pyridine-2-carboxamide;  
 20 5-[3-Fluoro-4-(1-[[3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]-N-isopropylpyridine-2-carboxamide;  
 5-[3-Fluoro-4-(1-[[3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]-N,N-dimethylpyridine-2-carboxamide;  
 25 6-[3-Fluoro-4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]-N-methylnicotinamide;  
 6-[3-Fluoro-4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]-N,N-dimethylnicotinamide;  
 N-Methyl-6-[4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]nicotinamide;  
 30 30 N,N-Dimethyl-6-[4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]nicotinamide;  
 1'-({1-[4-(1-Isobutyryl-1,2,3,6-tetrahydropyridin-4-yl)phenyl]cyclopropyl} carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-({1-[4-(1-Propionyl-1,2,3,6-tetrahydropyridin-4-yl)phenyl]cyclopropyl} carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 35 1'-({1-[3-Fluoro-4-(3-methyl-1H-pyrazol-1-yl)phenyl]cyclopropyl} carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 Methyl 4-(4-{1-[(4,4-dimethyl-2-oxo-1-oxa-7-azaspiro[4.4]non-7-yl)carbonyl]cyclopropyl}-3-fluorophenyl)piperazine-1-carboxylate;  
 Ethyl 4-(4-{1-[(4,4-dimethyl-2-oxo-1-oxa-7-azaspiro[4.4]non-7-yl)carbonyl]cyclopropyl}-3-fluorophenyl)piperazine-1-carboxylate;  
 40 40 7-[1-(4-Chlorophenyl)cyclopropyl]carbonyl)-4,4-dimethyl-1-oxa-7-azaspiro[4.4]nonan-2-one;  
 Methyl 4-(3-fluoro-4-{1-[(3-pyridin-3-ylpyrrolidin-1-yl)carbonyl]cyclopropyl} phenyl)piperazine-1-carboxylate;  
 Methyl 4-(5-{1-[(3-pyridin-3-ylpyrrolidin-1-yl)carbonyl]cyclopropyl}pyridin-2-yl)piperazine-1-carboxylate;  
 Ethyl 4-(5-{1-[(3-pyridin-3-ylpyrrolidin-1-yl)carbonyl]cyclopropyl}pyridin-2-yl)piperazine-1-carboxylate;  
 45 1-Acetyl-4-(5-{1-[(3-pyridin-3-ylpyrrolidin-1-yl)carbonyl]cyclopropyl}pyridin-2-yl)piperazine;  
 1-(3-Methylbutanoyl)-4-(5-{1-[(3-pyridin-3-ylpyrrolidin-1-yl)carbonyl]cyclopropyl} pyridin-2-yl)piperazine;  
 1-(Cyclopropylcarbonyl)-4-(5-{1-[(3-pyridin-3-ylpyrrolidin-1-yl)carbonyl]cyclopropyl} pyridin-2-yl)piperazine;  
 Methyl 4-(3-fluoro-4-{1-[(1,3,3-trimethyl-6-azabicyclo[3.2.1]oct-6-yl)carbonyl]cyclopropyl}phenyl)piperazine-1-carboxylate;  
 50 50 1'-({1-[6-Azetidin-1-ylpyridin-3-yl]cyclopropyl}carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-({1-[6-(2-Oxoazetidin-1-yl)pyridin-3-yl]cyclopropyl}carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 Methyl [3-fluoro-4-(1-[[3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]carbamate;  
 Methyl [3-fluoro-4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]carbamate;  
 55 55 1'-({1-[4-(2-Oxopyrrolidin-1-yl)phenyl]cyclopropyl}carbonyl)-3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-3-one;  
 1'-({1-[4-(Cyclopropylcarbonyl)piperazin-1-yl]phenyl}cyclobutyl)carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;

Ethyl 4-[4-(1-[[3-oxo-1'H,3H-spiro[furo[3,4-c]pyridine-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]piperazine-1-carboxylate;  
 5 1-[[1-(4-Chlorophenyl)cyclopropyl]carbonyl]-3-(1,1-dimethylpropyl)pyrrolidin-3-ol;  
 7-[[1-(4-Chlorophenyl)cyclopropyl]carbonyl]-4,4-dimethyl-1-oxa-7-azaspiro[4.4]nonane; Methyl 4-(4-[[3-tert-  
 butyl-3-hydroxypyrrolidin-1-yl]carbonyl]cyclopropyl)-3-fluorophenyl)piperazine-1-carboxylate;  
 N,N-Diethyl-5-[3-fluoro-4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phe-  
 10 nyl]pyridine-2-carboxamide;  
 1'-({1-[4-(2-Oxopyrrolidin-1-yl)phenyl]cyclopropyl}carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-one;  
 1'-({1-[2-Fluoro-4-(1H-1,2,3-triazol-1-yl)phenyl]cyclopropyl}carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-  
 15 one;  
 1'-({1-[2-Fluoro-4-(2H-1,2,3-triazol-2-yl)phenyl]cyclopropyl}carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-  
 one;  
 1'-({1-[2-Fluoro-4-(1H-1,2,4-triazol-1-yl)phenyl]cyclopropyl}carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-  
 20 one;  
 1'-({1-[2-Fluoro-4-(4H-1,2,4-triazol-4-yl)phenyl]cyclopropyl}carbonyl)-3H-spiro[2-benzofuran-1,3'-pyrrolidin]-3-  
 one;  
 N-Ethyl-5-[3-fluoro-4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phe-  
 nyl]pyridine-2-carboxamide; and  
 5-[3-Fluoro-4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopropyl)phenyl]-N-iso-  
 25 propylpyridine-2-carboxamide; or pharmaceutically acceptable salt thereof.

9. A compound which is N-methyl-5-[4-(1-[[3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclopro-  
 pyl)phenyl]pyridine-2-carboxamide, or a pharmaceutically acceptable salt thereof.

25 10. A compound which is N-methyl-5-[4-(1-[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclo-  
 propyl)phenyl]pyridine-2-carboxamide, or a pharmaceutically acceptable salt thereof.

11. A compound which is N-methyl-5-[4-(1-[(1R)-3-oxo-1'H,3H-spiro[2-benzofuran-1,3'-pyrrolidin]-1'-yl]carbonyl]cyclo-  
 30 propyl)phenyl]pyridine-2-carboxamide.

12. A method of modulating activity of 11 $\beta$ HSD1 or MR comprising contacting said 11 $\beta$ HSD1 or said MR with a compound  
 of any one of claims 1 to 11, or a pharmaceutically acceptable salt thereof, optionally wherein said modulating is  
 35 inhibiting.

13. A compound of any one of claims 1 to 11 for use in a method of treating a disease in a patient, wherein said disease  
 is associated with expression or activity of 11 $\beta$ HSD1 or MR.

14. The compound for use according to claim 13 wherein said disease is:

40 (a) obesity, diabetes, glucose intolerance, insulin resistance, hyperglycemia, hypertension, hyperlipidemia, cog-  
 nitive impairment, dementia, glaucoma, hypertension, cardiovascular disorders, osteoporosis, or inflammation;  
 or  
 (b) hypertension, a cardiovascular, renal or inflammatory disease, heart failure, atherosclerosis, arteriosclerosis,  
 45 coronary artery disease, thrombosis, angina, peripheral vascular disease, vascular wall damage, stroke, dys-  
 lipidemia, hyperlipoproteinemia, diabetic dyslipidemia, mixed dyslipidemia, hypercholesterolemia, hypertri-  
 glyceridemia, type 1 diabetes, type 2 diabetes, obesity, metabolic syndrome, insulin resistance or general aldoster-  
 one-related target organ damage.

15. A composition comprising a compound of any one of claims 1 to 11 and a pharmaceutically acceptable carrier.

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## EUROPEAN SEARCH REPORT

Application Number  
EP 15 16 8750

DOCUMENTS CONSIDERED TO BE RELEVANT			
Category	Citation of document with indication, where appropriate, of relevant passages	Relevant to claim	CLASSIFICATION OF THE APPLICATION (IPC)
X	DATABASE CA [Online] CHEMICAL ABSTRACTS SERVICE, COLUMBUS, OHIO, US; "1-(4-Chlorophenyl)-1-cyclopentanecarboxylic acid derivatives", XP002514476, retrieved from STN Database accession no. 1983:107002 * abstract *-----	1	INV. C07D221/00 C07D223/02 C07D223/04 C07D231/04
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2	Place of search The Hague	Date of completion of the search 25 November 2015	Examiner Fritz, Martin
CATEGORY OF CITED DOCUMENTS X : particularly relevant if taken alone Y : particularly relevant if combined with another document of the same category A : technological background O : non-written disclosure P : intermediate document			
T : theory or principle underlying the invention E : earlier patent document, but published on, or after the filing date D : document cited in the application L : document cited for other reasons ..... & : member of the same patent family, corresponding document			

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**ANNEX TO THE EUROPEAN SEARCH REPORT  
ON EUROPEAN PATENT APPLICATION NO.**

EP 15 16 8750

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 The members are as contained in the European Patent Office EDP file on  
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## 摘要

本發明涉及 1 型 11- $\beta$  羅基類固醇脫氫酶調節劑、鹽皮質激素受體(MR)拮抗劑及其可藥用組合物。本發明化合物可以用於治療與 1 型 11- $\beta$  羅基類固醇脫氫酶的表達或活性有關的疾病和/或與醛固酮過多有關的疾病。