

(19) AUSTRALIAN PATENT OFFICE

(54) Title
Cholesteryl ester transfer protein inhibitors

(51)⁶ International Patent Classification(s)
C07D 265/10 31/535
 (2006.01) 20060101ALI2010031
A61K 31/535 8BHAU **A61P**
 (2006.01) 3/06
A61P 3/06 (2006.01) 20060101ALI2010031
A61P 9/10 (2006.01) 8BHAU **A61P**
 C07D 265/10 9/10
 20060101AFI2010031 20060101ALI2010031
 8BHAU **A61K** 8BHAU
 PCT/US2006/049504

(21) Application No: 2006335109

(22) Application Date: 2006 .12 .29

(87) WIPO No: W007/081570

(30) Priority Data

(31) Number	(32) Date	(33) Country
60/755,201	2005 .12 .30	US

(43) Publication Date : 2007 .07 .19

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(56) Related Art
 W0 2000/038725
 BROSSEAU et al., Expert Opin. Investig. Drugs 2004, vol. 13, pages 1365-1368

(19) World Intellectual Property Organization
International Bureau(43) International Publication Date
19 July 2007 (19.07.2007)

PCT

(10) International Publication Number
WO 2007/081570 A2(51) International Patent Classification:
A61K 31/5375 (2006.01) A61K 31/513 (2006.01)(21) International Application Number:
PCT/US2006/049504(22) International Filing Date:
29 December 2006 (29.12.2006)

(25) Filing Language: English

(26) Publication Language: English

(30) Priority Data:
60/755,201 30 December 2005 (30.12.2005) US(71) Applicant (for all designated States except US): MERCK
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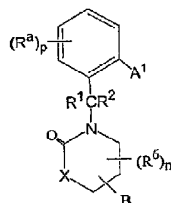
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(US).(81) Designated States (unless otherwise indicated, for every
kind of national protection available): AE, AG, AL, AM,
AT, AU, AZ, BA, BB, BG, BR, BW, BY, BZ, CA, CH, CN,
CO, CR, CU, CZ, DE, DK, DM, DZ, EC, EE, EG, ES, FI,
GB, GD, GE, GH, GM, GT, HN, HR, HU, ID, IL, IN, IS,
JP, KE, KG, KM, KN, KP, KR, KZ, LA, LC, LK, LR, LS,
LT, LU, LV, LY, MA, MD, MG, MK, MN, MW, MX, MY,
MZ, NA, NG, NI, NO, NZ, OM, PG, PH, PL, PT, RO, RS,
RU, SC, SD, SE, SG, SK, SL, SM, SV, SY, TJ, TM, TN,
TR, TT, TZ, UA, UG, US, UZ, VC, VN, ZA, ZM, ZW.(84) Designated States (unless otherwise indicated, for every
kind of regional protection available): ARIPO (BW, GH,
GM, KE, LS, MW, MZ, NA, SD, SL, SZ, TZ, UG, ZM,
ZW), Eurasian (AM, AZ, BY, KG, KZ, MD, RU, TJ, TM),
European (AT, BE, BG, CH, CY, CZ, DE, DK, EE, ES, FI,
FR, GB, GR, HU, IE, IS, IT, LT, LU, LV, MC, NL, PL, PT,
RO, SE, SI, SK, TR), OAPI (BF, BJ, CF, CG, CI, CM, GA,
GN, GQ, GW, ML, MR, NE, SN, TD, TG).

Published:

— without international search report and to be republished
upon receipt of that reportFor two-letter codes and other abbreviations, refer to the "Guid-
ance Notes on Codes and Abbreviations" appearing at the begin-
ning of each regular issue of the PCT Gazette.

(54) Title: CHOLESTERYL ESTER TRANSFER PROTEIN INHIBITORS



(I)

(57) Abstract: Compounds of Formula (I), including pharmaceutically acceptable salts of the compounds, are CETP inhibitors, and are useful for raising HDL-cholesterol, reducing LDL-cholesterol, and for treating or preventing atherosclerosis. In the compounds of Formula (I), A^1 is a cyclic group, and B is a cyclic group which is attached to the heterocyclic ring directly or through a methylene group.

WO 2007/081570 A2

TITLE OF THE INVENTION

CHOLESTERYL ESTER TRANSFER PROTEIN INHIBITORS

FIELD OF THE INVENTION

5 This invention relates to a class of chemical compounds that inhibit cholesterol ester transfer protein (CETP) and therefore may have utility in raising HDL-C, lowering HDL-C, and in the treatment and prevention of atherosclerosis.

BACKGROUND OF THE INVENTION

10 Atherosclerosis and its clinical consequences, coronary heart disease (CHD), stroke and peripheral vascular disease, represent a truly enormous burden to the health care systems of the industrialized world. In the United States alone, approximately 13 million patients have been diagnosed with CHD, and greater than one half million deaths are attributed to CHD each year. Further, this toll is expected to grow over the next quarter century as an epidemic in obesity and diabetes continues to grow.

15 It has long been recognized that in mammals, variations in circulating lipoprotein profiles correlate with the risk of atherosclerosis and CHD. The clinical success of HMG-CoA Reductase inhibitors, especially the statins, in reducing coronary events is based on the reduction of circulating Low Density Lipoprotein cholesterol (LDL-C), levels of which correlate directly with an increased risk for atherosclerosis. More recently, epidemiologic studies have demonstrated an inverse relationship between High Density Lipoprotein cholesterol (HDL-C) levels and atherosclerosis, leading to the conclusion that low serum HDL-C levels are associated with an increased risk for CHD.

20 Metabolic control of lipoprotein levels is a complex and dynamic process involving many factors. One important metabolic control in man is the cholesteryl ester transfer protein (CETP), a plasma glycoprotein that catalyzes the movement of cholesteryl esters from HDL to the apoB containing lipoproteins, especially VLDL (see Hesler, C.B., et. al. (1987) *Purification and characterization of human plasma cholesteryl ester transfer protein. J. Biol. Chem.* **262**(5), 2275-2282)). Under physiological conditions, the net reaction is a heteroexchange in which CETP carries triglyceride to HDL from the apoB lipoproteins and transports cholesterol ester from HDL to the apoB lipoprotein.

25 In humans, CETP plays a role in reverse cholesterol transport, the process whereby cholesterol is returned to the liver from peripheral tissues. Intriguingly, many animals do not possess CETP, including animals that have high HDL levels and are known to be resistant to coronary heart disease, such as rodents (see Guyard-Dangremont, V., et. al., (1998) *Phospholipid and cholesteryl ester transfer activities in plasma from 14 vertebrate species. Relation to atherogenesis susceptibility, Comp. Biochem. Physiol. B Biochem. Mol. Biol.* **120**(3), 517-525). Numerous epidemiologic studies correlating the effects of natural variation in CETP activity with respect to coronary heart disease risk have been performed, including studies on a small number of known human null mutations (see Hirano, K.-I., Yamashita, S. and Matsuzawa, Y. (2000) *Pros and cons of inhibiting cholesteryl ester transfer protein,*

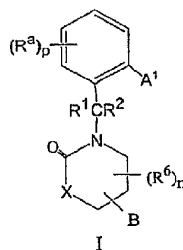
Curr. Opin. Lipidol. 11(6), 589-596). These studies have clearly demonstrated an inverse correlation between plasma HDL-C concentration and CETP activity (see Inazu, A., et. al. (2000) *Cholesteryl ester transfer protein and atherosclerosis*, *Curr. Opin. Lipidol.* 11(4), 389-396), leading to the hypothesis that pharmacologic inhibition of CETP lipid transfer activity may be beneficial to humans by increasing levels of HDL-C while lowering those of LDL.

Despite the significant therapeutic advance that statins such as simvastatin (ZOCOR®) represent, statins only achieve a risk reduction of approximately one-third in the treatment and prevention of atherosclerosis and ensuing atherosclerotic disease events. Currently, few pharmacologic therapies are available that favorably raise circulating levels of HDL-C. Certain statins and some fibrates offer modest HDL-C gains. Niacin, which provides the most effective therapy for raising HDL-C that has been clinically documented, suffers from patient compliance issues, due in part to side effects such as flushing. An agent that safely and effectively raises HDL cholesterol levels can answer a significant, but as yet unmet medical need by offering a means of pharmacologic therapy that can significantly improve circulating lipid profiles through a mechanism that is complementary to existing therapies.

New classes of chemical compounds that inhibit CETP are being investigated at several pharmaceutical companies or are in clinical trials. No CETP inhibitors are currently being marketed. Phase III clinical trials of torcetrapib were terminated due to an increase in mortality in patients using torcetrapib in a long-term outcomes trial. The mechanism that caused the increase in mortality is not currently known. New compounds are needed to ensure that CETP inhibitors are found that have the best profile of properties that relate to safety and effectiveness. The novel compounds described herein are very potent CETP inhibitors.

SUMMARY OF THE INVENTION

Compounds having Formula I, including pharmaceutically acceptable salts of the compounds, are CETP inhibitors, having the utilities described below:



In the compounds of Formula I, the phenyl ring of Formula I may optionally have -N= in place of -(CH)= at one of the 4 positions that is not connected to the other parts of the structure of Formula I;

5 X is selected from -O-, -(CR⁷R⁸)-, and -NR⁵;

B is -(C(R³)(R⁴))_q(A²), and is substituted onto one of the -(CH₂)- groups of the heterocyclic ring of Figure I;

10 A¹ is selected from the group consisting of:

- (a) an aromatic ring selected from phenyl and naphthyl;
- (b) a phenyl ring to which is fused a 5-7 membered non-aromatic cycloalkyl ring, which optionally comprises 1-2 double bonds;
- (c) a 5-6-membered heterocyclic ring having 1-4 heteroatoms independently selected from N, S, and O, and optionally also comprising 1-3 double bonds and a carbonyl group or -N(O)- group, wherein the point of attachment of A¹ to the carbon atom to which A¹ is attached is a carbon atom of A¹;
- (d) a benzoheterocyclic ring comprising a phenyl ring fused to a 5-6-membered heterocyclic ring having 1-3 heteroatoms independently selected from O, N, and S, and optionally 1-2 double bonds, wherein the point of attachment of A¹ to the carbon atom to which A¹ is attached is a carbon atom of A¹; and
- (e) a -C₃-C₈ cycloalkyl ring optionally having 1-3 double bonds;

wherein A¹ is optionally substituted with 1-5 substituent groups independently selected from R^b;

25

A² is selected from the group consisting of:

- (a) an aromatic ring selected from phenyl and naphthyl;
- (b) a phenyl ring to which is fused a 5-7 membered non-aromatic cycloalkyl ring, which optionally comprises 1-2 double bonds;
- (c) a 5-6-membered heterocyclic ring having 1-4 heteroatoms independently selected from N, S, and O, and optionally also comprising 1-3 double bonds and a carbonyl group or -N(O)- group, wherein the point of attachment of A² to the carbon atom to which A² is attached is a carbon atom of A²;
- (d) a benzoheterocyclic ring comprising a phenyl ring fused to a 5-6-membered heterocyclic ring having 1-3 heteroatoms independently selected from O, N, and S, and optionally 1-2 double bonds, wherein the point of attachment of A² to the carbon atom to which A² is attached is a carbon atom of A²; and

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(e) a -C₃-C₈ cycloalkyl ring optionally having 1-3 double bonds;
 wherein A² is optionally substituted with 1-5 substituent groups independently selected from R^c;

- 5 Each R^a and R^c is independently selected from the group consisting of -C₁-C₆ alkyl, -C₂-C₆ alkenyl, -C₂-C₆ alkynyl, -C₃-C₈ cycloalkyl optionally having 1-3 double bonds, -OC₁-C₆alkyl, -OC₂-C₆ alkenyl, -OC₂-C₆ alkynyl, -OC₃-C₈ cycloalkyl optionally having 1-3 double bonds, -C(=O)C₁-C₆alkyl, -C(=O)C₃-C₈ cycloalkyl, -C(=O)H, -CO₂H, -CO₂C₁-C₆alkyl, -C(=O)SC₁-C₆alkyl, -NR⁹R¹⁰, -C(=O)NR⁹R¹⁰, -NR⁹C(=O)OC₁-C₆alkyl, -NR⁹C(=O)NR⁹R¹⁰, -S(O)_xC₁-C₆alkyl, -S(O)_yNR⁹R¹⁰,
 10 -NR⁹S(O)_yNR⁹R¹⁰, halogen, -CN, -NO₂, and a 5-6-membered heterocyclic ring having 1-4 heteroatoms independently selected from N, S, and O, said heterocyclic ring optionally also comprising a carbonyl group and optionally also comprising 1-3 double bonds,
 wherein when R^a and R^c are selected from the group consisting of a heterocyclic ring, -C₃-C₈ cycloalkyl, -OC₃-C₈ cycloalkyl, and -C(=O)C₃-C₈ cycloalkyl, the heterocyclic ring and -C₃-C₈
 15 cycloalkyl groups of R^a and R^c are optionally substituted with 1-5 substituent groups independently selected from halogen, -C₁-C₃ alkyl, and -OC₁-C₃ alkyl, wherein -C₁-C₃ alkyl and -OC₁-C₃ alkyl are optionally substituted with 1-7 halogens and one group -OH,
 wherein when R^a and R^c are selected from the group consisting of -C₁-C₆ alkyl, -C₂-C₆ alkenyl, -C₂-C₆ alkynyl, -OC₁-C₆alkyl, -OC₂-C₆ alkenyl, -OC₂-C₆ alkynyl, -C(=O)C₁-C₆alkyl,
 20 -CO₂C₁-C₆alkyl, -C(=O)SC₁-C₆alkyl, -NR⁹C(=O)OC₁-C₆alkyl, and -S(O)_xC₁-C₆alkyl, the alkyl, alkenyl, and alkynyl groups of R^a and R^c are optionally substituted with 1-13 halogens and are optionally also substituted with 1-3 substituent groups independently selected from (a) -OH, (b) -CN, (c) -NR⁹R¹⁰, (d) -C₃-C₈ cycloalkyl optionally having 1-3 double bonds and optionally substituted with 1-15 halogens, (e) -OC₁-C₄alkyl optionally substituted with 1-9 halogens and optionally also substituted with
 25 1-2 substituent groups independently selected from -OC₁-C₂ alkyl, (f) -OC₃-C₈ cycloalkyl optionally having 1-3 double bonds and optionally substituted with 1-15 halogens, (g) -CO₂H, (h) -C(=O)CH₃, and (i) -CO₂C₁-C₄alkyl which is optionally substituted with 1-9 halogens;

- wherein 2 groups R^a that are on adjacent carbon atoms of the phenyl or optional
 30 pyridinyl ring of Formula I may optionally be joined to form a bridging moiety selected from -CH₂CH₂CH₂CH₂-, -CH₂CH₂CH₂CH₂-, and -CH=CH-CH=CH-, thereby yielding a cyclopentyl, cyclohexyl, or phenyl ring fused to the phenyl ring or optional pyridinyl ring of Formula I, wherein said cyclopentyl, cyclohexyl, or phenyl ring that is fused to the phenyl or optional pyridinyl ring of Formula I is optionally substituted with 1-2 groups independently selected from R^a, wherein said R^a groups cannot
 35 be connected to form a ring,

- Each R^b is independently selected from the group consisting of -C₁-C₆ alkyl, -C₂-C₆ alkenyl, -C₂-C₆ alkynyl, -C₃-C₈ cycloalkyl optionally having 1-3 double bonds, -OC₁-C₆ alkyl, -OC₂-C₆ alkenyl, -OC₂-C₆ alkynyl, -OC₃-C₈ cycloalkyl optionally having 1-3 double bonds, -C(=O)C₁-C₆ alkyl, -C(=O)C₃-C₈ cycloalkyl, -C(=O)H, -CO₂H, -CO₂C₁-C₆ alkyl, -C(=O)SC₁-C₆ alkyl, -NR⁹R¹⁰, -C(=O)NR⁹R¹⁰, -NR⁹C(=O)OC₁-C₆ alkyl, -NR⁹C(=O)NR⁹R¹⁰, -S(O)_xC₁-C₆ alkyl, -S(O)_yNR⁹R¹⁰, -NR⁹S(O)_yNR⁹R¹⁰, halogen, -CN, -NO₂, phenyl, and a 5-6-membered heterocyclic ring having 1-4 heteroatoms independently selected from N, S, and O, said heterocyclic ring optionally also comprising a carbonyl group and optionally also comprising 1-3 double bonds,
- wherein when R^b is selected from the group consisting of a heterocyclic ring, -C₃-C₈ cycloalkyl, -OC₃-C₈ cycloalkyl, and -C(=O)C₃-C₈ cycloalkyl, the heterocyclic ring and -C₃-C₈ cycloalkyl groups of R^b are optionally substituted with 1-5 substituent groups independently selected from halogen, -C₁-C₃ alkyl, -C₂-C₃ alkenyl, -NR⁹R¹⁰, -OC₁-C₃ alkyl, -CO₂H, -CN, and -CO₂C₁-C₃ alkyl, wherein -C₁-C₃ alkyl and -C₂-C₃ alkenyl in all uses are optionally substituted with 1-7 halogens and optionally one group -OH,
- wherein when R^b is selected from the group consisting of -C₁-C₆ alkyl, -C₂-C₆ alkenyl, -C₂-C₆ alkynyl, -OC₁-C₆ alkyl, -OC₂-C₆ alkenyl, -OC₂-C₆ alkynyl, -C(=O)C₁-C₆ alkyl, -CO₂C₁-C₆ alkyl, -C(=O)SC₁-C₆ alkyl, -NR⁹C(=O)OC₁-C₆ alkyl, and -S(O)_xC₁-C₆ alkyl, the alkyl, alkenyl, and alkynyl groups of R^b are optionally substituted with 1-13 halogens and are optionally also substituted with 1-3 substituent groups independently selected from (a) -OH, (b) -CN, (c) -NR⁹R¹⁰, (d) -C₃-C₈ cycloalkyl optionally having 1-3 double bonds and optionally substituted with 1-15 halogens, (e) -OC₁-C₄ alkyl optionally substituted with 1-9 halogens and optionally also substituted with 1-2 substituent groups independently selected from -OC₁-C₂ alkyl, (f) -OC₃-C₈ cycloalkyl optionally having 1-3 double bonds and optionally substituted with 1-15 halogens, (g) -CO₂H, (h) -C(=O)CH₃, and (i) -CO₂C₁-C₄ alkyl which is optionally substituted with 1-9 halogens;
- and wherein when R^b is phenyl, said phenyl is optionally substituted with 1-5 halogens and is also optionally substituted with 1-3 substituents independently selected from -C₁-C₄ alkyl, -C₂-C₄ alkenyl, -C₂-C₄ alkynyl, -C₃-C₆ cycloalkyl, -OC₁-C₄ alkyl, -OC₂-C₄ alkenyl, -OC₂-C₄ alkynyl, -OC₃-C₆ cycloalkyl, -C(=O)C₁-C₄ alkyl, -C(=O)H, -CO₂H, -CO₂C₁-C₄ alkyl, -NR⁹R¹⁰, -C(=O)NR⁹R¹⁰, -NR⁹C(=O)OC₁-C₄ alkyl, -NR⁹C(=O)NR⁹R¹⁰, -S(O)_xC₁-C₄ alkyl, -S(O)_yNR⁹R¹⁰, -NR⁹S(O)_yNR⁹R¹⁰, -CN, -NO₂, and a 5-6-membered heterocyclic ring having 1-4 heteroatoms independently selected from N, S, and O, said heterocyclic ring optionally also comprising a carbonyl group and optionally also comprising 1-3 double bonds and optionally comprising 1-3 substituents independently selected from halogen, -CH₃, -OCH₃, -CF₃, and -OCF₃; wherein when the substituents on phenyl when R^b is phenyl are selected from -C₁-C₄ alkyl, -C₂-C₄ alkenyl, -C₂-C₄ alkynyl, -C₃-C₆ cycloalkyl, -OC₁-C₄ alkyl, -OC₂-C₄ alkenyl, -OC₂-C₄ alkynyl, -OC₃-C₆ cycloalkyl, -C(=O)C₁-C₄ alkyl, -CO₂C₁-C₄ alkyl, -NR⁹C(=O)OC₁-C₄ alkyl, and -S(O)_xC₁-C₄ alkyl, then the alkyl, alkenyl, alkynyl, and cycloalkyl groups of said substituent groups optionally comprise 1-5 halogen substituents

and also optionally comprise one substituent selected from -OH, -NR⁹R¹⁰, -OCH₃ optionally substituted with 1-3 F, and phenyl which is optionally substituted with 1-3 substituents independently selected from halogen, -CH₃, -OCH₃, -CF₃, and -OCF₃;

5 n is an integer from 0-4;
 p is an integer from 0-4;
 q is an integer selected from 0 and 1;
 x is an integer selected from 0, 1, and 2;
 y is an integer selected from 1 and 2;

10 R¹, R², R³, and R⁴ are each independently selected from the group consisting of H, halogen, -C₁-C₄ alkyl, -C₃-C₆ cycloalkyl, -OC₁-C₄ alkyl, and -NR⁹R¹⁰, wherein -C₁-C₄ alkyl, -C₃-C₆ cycloalkyl, and -OC₁-C₄ alkyl are each optionally substituted with 1-9 halogens and are each optionally also substituted with 1-2 groups independently selected from -OH, -C(=O)CH₃, -OC(=O)CH₃, -OC₁-C₂
 15 alkyl, and -OC₁-C₂ alkyleneOC₁-C₂alkyl;

 R⁵ is selected from the group consisting of H and C₁-C₅ alkyl, wherein C₁-C₅ alkyl is optionally substituted with 1-11 halogens;

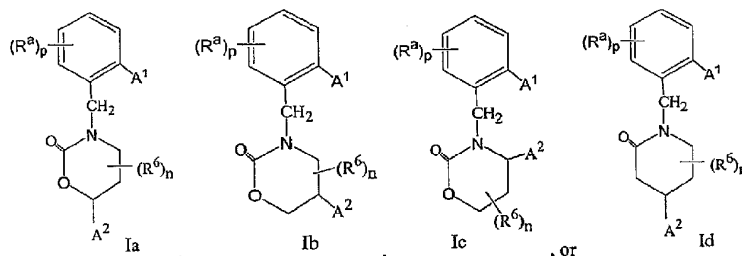
20 Each group R⁶ is optionally substituted for an H atom on a -(CH₂)_n group of the heterocyclic ring in Figure I, wherein each R⁶ is independently selected from the group consisting of H, -OH, halogen, -CN, -NO₂, -OC₁-C₅ alkyl, -OC₂-C₅ alkenyl, -OC₂-C₅ alkynyl, -C₁-C₅ alkyl, -C₂-C₅ alkenyl, and -C₂-C₅ alkynyl, wherein -OC₁-C₅ alkyl, -OC₂-C₅ alkenyl, -OC₂-C₅ alkynyl, -C₁-C₅ alkyl, -C₂-C₅ alkenyl, and -C₂-C₅ alkynyl are optionally substituted with 1-11 substituent groups
 25 independently selected from halogen;

 R⁷ and R⁸ are each independently selected from the group consisting of H, halogen, -OH, and -C₁-C₅ alkyl, wherein -C₁-C₅ alkyl is optionally substituted with 1-11 substituent groups independently selected from halogen; and

30 R⁹ and R¹⁰ are each independently selected from H, -C₁-C₅ alkyl, -C(=O)C₁-C₅ alkyl and -S(O)_yC₁-C₅ alkyl, wherein -C₁-C₅ alkyl in all instances is optionally substituted with 1-11 halogens.

35 DETAILED DESCRIPTION OF THE INVENTION

 In embodiments of the compound of Formula I, including a pharmaceutically acceptable salts, the compound may have formula Ia, Ib, Ic, or Id, as shown below:



- 5 In further embodiments of the compound described by formula I, Ia, Ib, Ic or Id, including pharmaceutically acceptable salts thereof, A¹ is phenyl, which is optionally substituted with 1-3 substituents independently selected from (a) halogen, (b) C₁₋₅alkyl optionally substituted with 1-5 halogens and optionally 1 group selected from phenyl, C₃₋₆cycloalkyl, and -OH, said phenyl and said C₃₋₆cycloalkyl optionally being substituted with 1-3 groups independently selected from halogen, C₁₋₃alkyl optionally substituted with 1-3 halogens, and -OC₁₋₃alkyl optionally substituted with 1-3 halogens, (c) -OC₁₋₃alkyl optionally substituted with 1-3 halogens, (d) C₂₋₄alkenyl optionally substituted with 1-3 halogens, and (e) optionally one group selected from phenyl and C₃₋₆cycloalkyl, said phenyl and cycloalkyl being optionally substituted with 1-3 substituents independently selected from halogen, -CO₂H, -CO₂C₁₋₃alkyl optionally substituted with 1-3 halogens, C₁₋₃alkyl optionally substituted with 1-3 halogens and optionally one -OH, and -OC₁₋₃alkyl optionally substituted with 1-3 halogens.

- 20 In embodiments of the compounds described above, including pharmaceutically acceptable salts thereof, each R^a is independently selected from the group consisting of halogen, C₁₋₄alkyl optionally substituted with 1-3 halogens, C₂₋₃alkenyl optionally substituted with 1-3 halogens, -OCH₃, and -OCF₃, wherein two R^a groups on adjacent carbon atoms of the phenyl ring optionally may be joined to form a bridging moiety selected from -CH₂CH₂CH₂-, -CH₂CH₂CH₂CH₂-, and -CH=CH-CH=CH-, thereby yielding a cyclopentyl, cyclohexyl, or phenyl ring fused to the phenyl ring, said cyclopentyl, cyclohexyl, and phenyl ring being optionally substituted with 1-2 groups independently selected from halogen, CH₃, CF₃, -OCH₃, and -OCF₃.

- 30 In embodiments of the compounds described above, including pharmaceutically acceptable salts thereof, R⁶ is C₁₋₃alkyl optionally substituted with 1-3 halogens; n is an integer from 0-2; B is A²; and A² is phenyl optionally substituted with 1-3 groups independently selected from halogen, C₁₋₃alkyl optionally substituted with 1-3 halogens, -OCH₃ and -OCF₃.

In embodiments of the compounds described above, including pharmaceutically acceptable salts thereof, the phenyl ring of formula I, Ia, Ib, Ic, and Id cannot have $-N=$ in place of $-CH=$ at any of the 4 positions that is not connected to the rest of the structure.

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In embodiments of the compounds described above, including pharmaceutically acceptable salts thereof, two groups R^a on adjacent carbon atoms of the phenyl ring cannot be connected to form a bridging moiety.

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In embodiments of the compounds described above, including pharmaceutically acceptable salts thereof, A^1 is phenyl, which is optionally substituted with 1-3 substituents independently selected from (a) halogen, (b) C_{1-5} alkyl optionally substituted with 1-5 halogens and optionally 1 group selected from phenyl, C_{3-6} cycloalkyl, and $-OH$, said phenyl and said C_{3-6} cycloalkyl optionally being substituted with 1-3 groups independently selected from halogen, C_{1-3} alkyl optionally substituted with 1-3 halogens, and $-OC_{1-3}$ alkyl optionally substituted with 1-3 halogens, (c) $-OC_{1-3}$ alkyl optionally substituted with 1-3 halogens, (d) C_{2-4} alkenyl optionally substituted with 1-3 halogens, and (e) optionally one group selected from phenyl and C_{3-6} cycloalkyl, said phenyl and cycloalkyl being optionally substituted with 1-3 substituents independently selected from halogen, $-CO_2H$, $-CO_2C_{1-3}$ alkyl optionally substituted with 1-3 halogens, C_{1-3} alkyl optionally substituted with 1-3 halogens and optionally one $-OH$, and $-OC_{1-3}$ alkyl optionally substituted with 1-3 halogens;

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A^2 is phenyl optionally substituted with 1-3 groups independently selected from halogen, C_{1-3} alkyl optionally substituted with 1-3 halogens, $-OCH_3$ and $-OCF_3$;

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each R^a is independently selected from the group consisting of halogen, C_{1-4} alkyl optionally substituted with 1-3 halogens, C_{2-3} alkenyl optionally substituted with 1-3 halogens, $-OCH_3$, and $-OCF_3$, wherein two R^a groups on adjacent carbon atoms of the phenyl ring optionally may be joined to form a bridging moiety selected from $-CH_2CH_2CH_2-$, $-CH_2CH_2CH_2CH_2-$, and $-CH=CH-CH=CH-$, thereby yielding a cyclopentyl, cyclohexyl, or phenyl ring fused to the phenyl ring, said cyclopentyl, cyclohexyl, and phenyl ring being optionally substituted with 1-2 groups independently selected from halogen, CH_3 , CF_3 , $-OCH_3$, and $-OCF_3$;

30

R^G is C_{1-3} alkyl optionally substituted with 1-3 halogens;

p is an integer from 1-3; and

n is an integer from 0-2.

In embodiments of the compounds described above, including pharmaceutically acceptable salts thereof, p is 1-3.

35

In embodiments of the compounds described above, including pharmaceutically acceptable salts thereof, n is 0-2.

In embodiments of the compounds described above, including pharmaceutically acceptable salts thereof, R^6 is CH_3 .

In the compounds of Formula I, including subsets of the compounds, alkyl, alkenyl, and
5 alkynyl groups can be either linear or branched, unless otherwise stated.

Definitions

"Ac" is acetyl, which is $CH_3C(=O)-$.

"Alkyl" means saturated carbon chains which may be linear or branched or combinations
10 thereof, unless the carbon chain is defined otherwise. Other groups having the prefix "alk", such as alkoxy and alkanoyl, also may be linear or branched or combinations thereof, unless the carbon chain is defined otherwise. Examples of alkyl groups include methyl, ethyl, propyl, isopropyl, butyl, sec- and tert-butyl, pentyl, hexyl, heptyl, octyl, nonyl, and the like.

"Alkylene" groups are alkyl groups that are difunctional rather than monofunctional. For
15 example, methyl is an alkyl group and methylene ($-CH_2-$) is the corresponding alkylene group.

"Alkenyl" means carbon chains which contain at least one carbon-carbon double bond, and which may be linear or branched or combinations thereof. Examples of alkenyl include vinyl, allyl, isopropenyl, pentenyl, hexenyl, heptenyl, 1-propenyl, 2-butenyl, 2-methyl-2-butenyl, and the like.

"Alkynyl" means carbon chains which contain at least one carbon-carbon triple bond,
20 and which may be linear or branched or combinations thereof. Examples of alkynyl include ethynyl, propargyl, 3-methyl-1-pentynyl, 2-heptynyl and the like.

"Cycloalkyl" means a saturated carbocyclic ring having from 3 to 8 carbon atoms, unless
otherwise stated. The term also includes a cycloalkyl ring fused to an aryl group. Examples of cycloalkyl include cyclopropyl, cyclopentyl, cyclohexyl, cycloheptyl, and the like. "Cycloalkyl" may
25 also be defined to have one or more double bonds, such as cyclohexenyl or cyclohexadienyl, but cannot have the number of double bonds that would make the cycloalkyl group aromatic.

"Aryl" (and "arylene") when used to describe a substituent or group in a structure means a monocyclic or bicyclic compound in which the rings are aromatic and which contains only carbon ring
atoms. The term "aryl" can also refer to an aryl group that is fused to a cycloalkyl or heterocycle.
30 Preferred "aryls" are phenyl and naphthyl. Phenyl is generally the most preferred aryl group.

"Heterocyclyl," "heterocycle," and "heterocyclic" means a fully or partially saturated or aromatic 5-6 membered ring containing 1-4 heteroatoms in the ring independently selected from N, S and O, unless otherwise stated. The heterocyclic ring may also be defined to include an optional carbonyl
group or $-N(O)-$ group as part of the ring structure. An example of the latter is pyridine N-oxide.

35 "Benzoheterocycle" represents a phenyl ring fused to a 5-6-membered heterocyclic ring having 1-2 heteroatoms, each of which is O, N, or S, where the heterocyclic ring may be saturated or unsaturated (i.e. the heterocyclic ring may have 1-2 double bonds in addition to the double bond of the

phenyl ring). Examples include indole, 2,3-dihydroindole, benzofuran, 2,3-dihydrobenzofuran, quinoline, and isoquinoline. When the fused heterocycle is aromatic, the benzoheterocycle may also be referred to as benzoheteroaromatic or benzheteroaryl.

5 "Halogen" includes fluorine, chlorine, bromine and iodine. Halogen substituents are most often fluorine or chlorine.

"Me" represents methyl.

The term "composition," as in pharmaceutical composition, is intended to encompass a product comprising the active ingredient(s), and the inert ingredient(s) that make up the carrier, as well as any product which results, directly or indirectly, from combination, complexation or aggregation of any
10 two or more of the ingredients, or from dissociation of one or more of the ingredients, or from other types of reactions or interactions of one or more of the ingredients. Accordingly, the pharmaceutical compositions of the present invention encompass any composition made by admixing a compound of the present invention and a pharmaceutically acceptable carrier.

The substituent "tetrazole" means a 2*H*-tetrazol-5-yl substituent group and tautomers
15 thereof.

Optical Isomers - Diastereomers - Geometric Isomers - Tautomers

Compounds of Formula I may contain one or more asymmetric centers and can thus occur as racemates, racemic mixtures, single enantiomers, diastereomeric mixtures and individual
20 diastereomers. The present invention is meant to include all such isomeric forms of the compounds of Formula I and all mixtures of such isomeric forms. When structures are shown with a stereochemical representation, other stereochemical structures are also included individually and collectively, such as enantiomers, diastereoisomers (where diastereomers are possible), and mixtures of the enantiomers and/or diastereomers, including racemic mixtures.

25 Some of the compounds described herein may contain olefinic double bonds, and unless specified otherwise, are meant to include both E and Z geometric isomers.

Some of the compounds described herein may exist as tautomers. An example is a ketone and its enol form, known as keto-enol tautomers. The individual tautomers as well as mixtures thereof are encompassed with compounds of Formula I.

30 Compounds of Formula I having one or more asymmetric centers may be separated into diastereoisomers, enantiomers, and the like by methods well known in the art.

Alternatively, enantiomers and other compounds with chiral centers may be synthesized by stereospecific synthesis using optically pure starting materials and/or reagents of known configuration.

35 Some of the biphenyl and biaryl compounds herein may comprise mixtures of atropisomers (rotamers) in the NMR spectra. The individual atropisomers as well as mixtures thereof are encompassed with the compounds of this invention.

Salts

The term "pharmaceutically acceptable salts" refers to salts prepared from pharmaceutically acceptable non-toxic bases or acids including inorganic or organic bases and inorganic or organic acids. Salts derived from inorganic bases include aluminum, ammonium, calcium, copper, ferric, ferrous, lithium, magnesium, manganic salts, manganous, potassium, sodium, zinc, and the like. Particularly preferred are the ammonium, calcium, magnesium, potassium, and sodium salts. Salts in the solid form may exist in more than one crystal structure, and may also be in the form of hydrates. Salts derived from pharmaceutically acceptable organic non-toxic bases include salts of primary, secondary, and tertiary amines, substituted amines including naturally occurring substituted amines, cyclic amines, and basic ion exchange resins, such as arginine, betaine, caffeine, choline, N,N'-dibenzylethylenediamine, diethylamine, 2-diethylaminoethanol, 2-dimethylaminoethanol, ethanolamine, ethylenediamine, N-ethyl-morpholine, N-ethylpiperidine, glucamine, glucosamine, histidine, hydrabamine, isopropylamine, lysine, methylglucamine, morpholine, piperazine, piperidine, polyamine resins, procaine, purines, theobromine, triethylamine, trimethylamine, tripropylamine, tromethamine, and the like.

When the compound of the present invention is basic, salts may be prepared from pharmaceutically acceptable non-toxic acids, including inorganic and organic acids. Such acids include acetic, benzenesulfonic, benzoic, camphorsulfonic, citric, ethanesulfonic, fumaric, gluconic, glutamic, hydrobromic, hydrochloric, isethionic, lactic, maleic, malic, mandelic, methanesulfonic, mucic, nitric, pantoic, pantothenic, phosphoric, succinic, sulfuric, tartaric, p-toluenesulfonic acid, and the like. Particularly preferred are citric, hydrobromic, hydrochloric, maleic, phosphoric, sulfuric, and tartaric acids.

It will be understood that, as used herein, references to the compounds of Formula I are meant to also include the pharmaceutically acceptable salts.

Metabolites – Prodrugs

Therapeutically active metabolites, where the metabolites themselves fall within the scope of the claimed invention, are also compounds of the current invention. Prodrugs, which are compounds that are converted to the claimed compounds as they are being administered to a patient or after they have been administered to a patient, are also compounds of this invention.

Utilities

Compounds of the current invention are potent inhibitors of CETP. They are therefore useful in treating diseases and conditions that are treated by inhibitors of CETP.

One aspect of the present invention provides a method for treating or reducing the risk of developing a disease or condition that may be treated or prevented by inhibition of CETP by

administering a therapeutically effective amount of a compound of this invention to a patient in need of treatment. A patient is a human or mammal, and is most often a human. A "therapeutically effective amount" is the amount of compound that is effective in obtaining a desired clinical outcome in the treatment of a specific disease.

5 Diseases or conditions that may be treated with compounds of this invention, or which the patient may have a reduced risk of developing as a result of being treated with the compounds of this invention, include: atherosclerosis, peripheral vascular disease, dyslipidemia, hyperbetalipoproteinemia, hypoalphalipoproteinemia, hypercholesterolemia, hypertriglyceridemia, familial-hypercholesterolemia, cardiovascular disorders, angina, ischemia, cardiac ischemia, stroke, myocardial infarction, reperfusion
10 injury, angioplastic restenosis, hypertension, vascular complications of diabetes, obesity, endotoxemia, and metabolic syndrome.

The compounds of this invention are particularly effective in raising HDL-C and/or increasing the ratio of HDL-C to LDL-C. They are also effective in reducing LDL-C. These changes in HDL-C and LDL-C may be beneficial in treating atherosclerosis, reducing or reversing the development
15 of atherosclerosis, reducing the risk of developing atherosclerosis, or preventing atherosclerosis.

Administration and Dose Ranges

Any suitable route of administration may be employed for providing a mammal, especially a human, with an effective dose of a compound of the present invention. For example, oral,
20 rectal, topical, parenteral, ocular, pulmonary, nasal, and the like may be employed. Dosage forms include tablets, troches, dispersions, suspensions, solutions, capsules, creams, ointments, aerosols, and the like. Preferably compounds of Formula I are administered orally.

The effective dosage of active ingredient employed may vary depending on the particular compound employed, the mode of administration, the condition being treated and the severity of the
25 condition being treated. Such dosage may be ascertained readily by a person skilled in the art.

When treating the diseases for which compounds of Formula I are indicated, generally satisfactory results are obtained when the compounds of the present invention are administered at a daily dosage of from about 0.01 milligram to about 100 milligram per kilogram of animal or human body weight, preferably given as a single daily dose or in divided doses two to six times a day, or in sustained
30 release form. In the case of a 70 kg adult human, the total daily dose will generally be from about 0.5 milligram to about 500 milligrams. For a particularly potent compound, the dosage for an adult human may be as low as 0.1 mg. The dosage regimen may be adjusted within this range or even outside of this range to provide the optimal therapeutic response.

Oral administration will usually be carried out using tablets. Examples of doses in
35 tablets are 0.5 mg, 1 mg, 2 mg, 5 mg, 10 mg, 25 mg, 50 mg, 100 mg, 250 mg, and 500 mg. Other oral forms can also have the same dosages (e.g. capsules).

Pharmaceutical Compositions

Another aspect of the present invention provides pharmaceutical compositions which comprise a compound of Formula I and a pharmaceutically acceptable carrier. The pharmaceutical compositions of the present invention comprise a compound of Formula I or a pharmaceutically acceptable salt as an active ingredient, as well as a pharmaceutically acceptable carrier and optionally other therapeutic ingredients. The term "pharmaceutically acceptable salts" refers to salts prepared from pharmaceutically acceptable non-toxic bases or acids including inorganic bases or acids and organic bases or acids. A pharmaceutical composition may also comprise a prodrug, or a pharmaceutically acceptable salt thereof, if a prodrug is administered. Pharmaceutical compositions may also consist essentially of a compound of Formula I and a pharmaceutically acceptable carrier without other therapeutic ingredients.

The compositions include compositions suitable for oral, rectal, topical, parenteral (including subcutaneous, intramuscular, and intravenous), ocular (ophthalmic), pulmonary (nasal or buccal inhalation), or nasal administration, although the most suitable route in any given case will depend on the nature and severity of the conditions being treated and on the nature of the active ingredient. They may be conveniently presented in unit dosage form and prepared by any of the methods well-known in the art of pharmacy.

In practical use, the compounds of Formula I can be combined as the active ingredient in intimate admixture with a pharmaceutical carrier according to conventional pharmaceutical compounding techniques. The carrier may take a wide variety of forms depending on the form of preparation desired for administration, e.g., oral or parenteral (including intravenous). In preparing the compositions for oral dosage form, any of the usual pharmaceutical media may be employed, such as, for example, water, glycols, oils, alcohols, flavoring agents, preservatives, coloring agents and the like in the case of oral liquid preparations, such as, for example, suspensions, elixirs and solutions; or carriers such as starches, sugars, microcrystalline cellulose, diluents, granulating agents, lubricants, binders, disintegrating agents and the like in the case of oral solid preparations such as, for example, powders, hard and soft capsules and tablets, with the solid oral preparations being preferred over the liquid preparations.

Because of their ease of administration, tablets and capsules represent the most advantageous oral dosage unit form in which case solid pharmaceutical carriers are obviously employed. If desired, tablets may be coated by standard aqueous or nonaqueous techniques. Such compositions and preparations should contain at least 0.1 percent of active compound. The percentage of active compound in these compositions may, of course, be varied and may conveniently be between about 2 percent to about 60 percent of the weight of the unit. The amount of active compound in such therapeutically useful compositions is such that an effective dosage will be obtained. The active compounds can also be administered intranasally as, for example, liquid drops or spray.

The tablets, pills, capsules, and the like may also contain a binder such as gum tragacanth, acacia, corn starch or gelatin; excipients such as dicalcium phosphate; a disintegrating agent

such as corn starch, potato starch, alginic acid; a lubricant such as magnesium stearate; and a sweetening agent such as sucrose, lactose or saccharin. When a dosage unit form is a capsule, it may contain, in addition to materials of the above type, a liquid carrier such as a fatty oil.

5 Various other materials may be present as coatings or to modify the physical form of the dosage unit. For instance, tablets may be coated with shellac, sugar or both. A syrup or elixir may contain, in addition to the active ingredient, sucrose as a sweetening agent, methyl and propylparabens as preservatives, a dye and a flavoring such as cherry or orange flavor.

10 Compounds of formula I may also be administered parenterally. Solutions or suspensions of these active compounds can be prepared in water suitably mixed with a surfactant such as hydroxypropylcellulose. Dispersions can also be prepared in glycerol, liquid polyethylene glycols and mixtures thereof in oils. Under ordinary conditions of storage and use, these preparations contain a preservative to prevent the growth of microorganisms.

The pharmaceutical forms suitable for injectable use include sterile aqueous solutions or dispersions and sterile powders for the extemporaneous preparation of sterile injectable solutions or 15 dispersions. In all cases, the form must be sterile and must be fluid to the extent that easy syringability exists. It must be stable under the conditions of manufacture and storage and must be preserved against the contaminating action of microorganisms such as bacteria and fungi. The carrier can be a solvent or dispersion medium containing, for example, water, ethanol, polyol (e.g. glycerol, propylene glycol and liquid polyethylene glycol), suitable mixtures thereof, and vegetable oils.

20 Combination Therapy

Compounds of the invention (e.g. Formula I and Ia - Ij) may be used in combination with other drugs that may also be useful in the treatment or amelioration of the diseases or conditions for which compounds of Formula I are useful. Such other drugs may be administered, by a route and in an 25 amount commonly used therefor, contemporaneously or sequentially with a compound of Formula I. When a compound of Formula I is used contemporaneously with one or more other drugs, a pharmaceutical composition in unit dosage form containing such other drugs and the compound of Formula I is preferred. However, the combination therapy also includes therapies in which the compound of Formula I and one or more other drugs are administered on different schedules.

30 When oral formulations are used, the drugs may be combined into a single combination tablet or other oral dosage form, or the drugs may be packaged together as separate tablets or other oral dosage forms. It is also contemplated that when used in combination with one or more other active ingredients, the compound of the present invention and the other active ingredients may be used in lower doses than when each is used singly. Accordingly, the pharmaceutical compositions of the present 35 invention include those that contain one or more other active ingredients, in addition to a compound of Formula I.

Examples of other active ingredients that may be administered in combination with a compound of this invention (e.g. Formula I), and either administered separately or in the same pharmaceutical composition, include, but are not limited to, other compounds which improve a patient's lipid profile, such as (i) HMG-CoA reductase inhibitors, (which are generally statins, including

5 lovastatin, simvastatin, rosuvastatin, pravastatin, fluvastatin, atorvastatin, rivastatin, itavastatin, pitavastatin, and other statins), (ii) bile acid sequestrants (cholestyramine, colestipol, dialkylaminoalkyl derivatives of a cross-linked dextran, Colestid®, LoCholest®, (iii) niacin and related compounds, such as nicotinyl alcohol, nicotinamide, and nicotinic acid or a salt thereof, (iv) PPAR α agonists, such as gemfibrozil and fenofibric acid derivatives (fibrates), including clofibrate, fenofibrate, bezafibrate,

10 ciprofibrate, and etofibrate, (v) cholesterol absorption inhibitors, such as stanol esters, beta-sitosterol, sterol glycosides such as tiqueside; and azetidinones, such as ezetimibe, (vi) acyl CoA:cholesterol acyltransferase (ACAT) inhibitors, such as avasimibe and melinamide, and including selective ACAT-1 and ACAT-2 inhibitors and dual inhibitors, (vii) phenolic anti-oxidants, such as probucol, (viii) microsomal triglyceride transfer protein (MTP)/ApoB secretion inhibitors, (ix) anti-oxidant vitamins,

15 such as vitamins C and E and beta carotene, (x) thyromimetics, (xi) LDL (low density lipoprotein) receptor inducers, (xii) platelet aggregation inhibitors, for example glycoprotein IIb/IIIa fibrinogen receptor antagonists and aspirin, (xiii) vitamin B12 (also known as cyanocobalamin), (xiv) folic acid or a pharmaceutically acceptable salt or ester thereof, such as the sodium salt and the methylglucamine salt, (xv) FXR and LXR ligands, including both inhibitors and agonists, (xvi) agents that enhance ABCA1

20 gene expression, and (xvii) ileal bile acid transporters.

Preferred classes of therapeutic compounds that can be used with the compounds of this invention for use in improving a patient's lipid profile (i.e. raising HDL-C and lowering LDL-C) include one or both of statins and cholesterol absorption inhibitors. Particularly preferred are combinations of compounds of this invention with simvastatin, ezetimibe, or both simvastatin and ezetimibe. Also

25 preferred are combinations of compounds of this invention with statins other than simvastatin, such as lovastatin, rosuvastatin, pravastatin, fluvastatin, atorvastatin, rivastatin, itavastatin, and ZD-4522.

Finally compounds of this invention can be used with compounds that are useful for treating other diseases, such as diabetes, hypertension and obesity, as well as other anti-atherosclerotic compounds. Such combinations may be used to treat one or more of such diseases as diabetes, obesity,

30 atherosclerosis, and dyslipidemia, or more than one of the diseases associated with metabolic syndrome. The combinations may exhibit synergistic activity in treating these disease, allowing for the possibility of administering reduced doses of active ingredients, such as doses that otherwise might be sub-therapeutic.

Examples of other active ingredients that may be administered in combination with a compound of this invention include, but are not limited to, compounds that are primarily anti-diabetic compounds, including:

- (a) PPAR gamma agonists and partial agonists, including glitazones and non-glitazones (e.g. pioglitazone, englitazone, MCC-555, rosiglitazone, balaglitazone, netoglitazone, T-131, LY-300512, and LY-818;
- (b) biguanides such as metformin and phenformin;
- (c) protein tyrosine phosphatase-1B (PTP-1B) inhibitors;
- (d) dipeptidyl peptidase IV (DP-IV) inhibitors, including vildagliptin, sitagliptin, and saxagliptin;
- (e) insulin or insulin mimetics, such as for example insulin lispro, insulin glargine, insulin zinc suspension, and inhaled insulin formulations;
- (f) sulfonylureas, such as tolbutamide, glipizide, glimepiride, acetohexamide, chlorpropamide, glibenclamide, and related materials;
- (g) α -glucosidase inhibitors (such as acarbose, adiposine; camiglibose; emiglitate; miglitol; voglibose; pradimicin-Q; and salbostatin);
- (h) PPAR α/γ dual agonists, such as muraglitazar, tesaglitazar, farglitazar, and naveglitazar;
- (i) PPAR δ agonists such as GW501516 and those disclosed in WO97/28149;
- (j) glucagon receptor antagonists;
- (k) GLP-1; GLP-1 derivatives; GLP-1 analogs, such as exendins, such as for example exenatide (Byetta); and non-peptidyl GLP-1 receptor agonists;
- (l) GIP-1; and
- (m) Non-sulfonylurea insulin secretagogues, such as the meglitinides (e.g. nateglinide and repaglinide).

These other active ingredients that may be used in combination with the current invention also include antiobesity compounds, including 5-HT(serotonin) inhibitors, neuropeptide Y5 (NPY5) inhibitors, melanocortin 4 receptor (Mc4r) agonists, cannabinoid receptor 1 (CB-1) antagonists/inverse agonists, and β_3 adrenergic receptor agonists. These are listed in more detail later in this section.

These other active ingredients also include active ingredients that are used to treat inflammatory conditions, such as aspirin, non-steroidal anti-inflammatory drugs, glucocorticoids, azulfidine, and selective cyclooxygenase-2 (COX-2) inhibitors, including etoricoxib, celecoxib, rofecoxib, and Bextra.

Antihypertensive compounds may also be used advantageously in combination therapy with the compounds of this invention. Examples of antihypertensive compounds that may be used with the compounds of this invention include (1) angiotensin II antagonists, such as losartan; (2) angiotensin

converting enzyme inhibitors (ACE inhibitors), such as enalapril and captopril; (3) calcium channel blockers such as nifedipine and diltiazem; and (4) endothelial antagonists.

Anti-obesity compounds may be administered in combination with the compounds of this invention, including: (1) growth hormone secretagogues and growth hormone secretagogue receptor agonists/antagonists, such as NN703, hexarelin, and MK-0677; (2) protein tyrosine phosphatase-1B (PTP-1B) inhibitors; (3) cannabinoid receptor ligands, such as cannabinoid CB₁ receptor antagonists or inverse agonists, such as rimonabant (Sanofi Synthelabo), AMT-251, and SR-14778 and SR 141716A (Sanofi Synthelabo), SLV-319 (Solvay), BAY 65-2520 (Bayer); (4) anti-obesity serotonergic agents, such as fenfluramine, dexfenfluramine, phentermine, and sibutramine; (5) β ₃-adrenoreceptor agonists, such as AD9677/TAK677 (Dainippon/Takeda), CL-316,243, SB 418790, BRL-37344, L-796568, BMS-196085, BRL-35135A, CGP12177A, BTA-243, Trecadrine, Zeneca D7114, and SR 59119A; (6) pancreatic lipase inhibitors, such as orlistat (Xenical®), Triton WR1339, RHC80267, lipstatin, tetrahydrolipstatin, teasaponin, and diethylumbelliferyl phosphate; (7) neuropeptide Y1 antagonists, such as BIBP3226, J-115814, BIBO 3304, LY-357897, CP-671906, and GI-264879A; (8) neuropeptide Y5 antagonists, such as GW-569180A, GW-594884A, GW-587081X, GW-548118X, FR226928, FR 240662, FR252384, 1229U91, GI-264879A, CGP71683A, LY-377897, PD-160170, SR-120562A, SR-120819A and JCF-104; (9) melanin-concentrating hormone (MCH) receptor antagonists; (10) melanin-concentrating hormone 1 receptor (MCH1R) antagonists, such as T-226296 (Takeda); (11) melanin-concentrating hormone 2 receptor (MCH2R) agonist/antagonists; (12) orexin-1 receptor antagonists, such as SB-334867-A; (13) melanocortin agonists, such as Melanotan II; (14) other Mc4r (melanocortin 4 receptor) agonists, such as CHIR86036 (Chiron), ME-10142, and ME-10145 (Melacure), CHIR86036 (Chiron); PT-141, and PT-14 (Palatin); (15) 5HT-2 agonists; (16) 5HT_{2C} (serotonin receptor 2C) agonists, such as BVT933, DPCA37215, WAY161503, and R-1065; (17) galanin antagonists; (18) CCK agonists; (19) CCK-A (cholecystokinin -A) agonists, such as AR-R 15849, GI 181771, JMV-180, A-71378, A-71623 and SR146131; (20) GLP-1 agonists; (21) corticotropin-releasing hormone agonists; (22) histamine receptor-3 (H3) modulators; (23) histamine receptor-3 (H3) antagonists/inverse agonists, such as hioperamide, 3-(1H-imidazol-4-yl)propyl N-(4-pentenyl)carbamate, clobenpropit, iodophenpropit, inoproxifan, and GT2394 (Gliatech); (24) β -hydroxy steroid dehydrogenase-1 inhibitors (11 β -HSD-1 inhibitors), such as BVT 3498 and, BVT 2733, (25) PDE (phosphodiesterase) inhibitors, such as theophylline, pentoxifylline, zaprinast, sildenafil, amrinone, milrinone, cilostamide, rolipram, and cilomilast; (26) phosphodiesterase-3B (PDE3B) inhibitors; (27) NE (norepinephrine) transport inhibitors, such as GW 320659, despiramine, talsupram, and nomifensine; (28) ghrelin receptor antagonists; (29) leptin, including recombinant human leptin (PEG-OB, Hoffman La Roche) and recombinant methionyl human leptin (Amgen); (30) leptin derivatives; (31) BRS3 (bombesin receptor subtype 3) agonists such as [D-Phe6,beta-Ala11,Phe13,Nle14]Bn(6-14) and [D-Phe6,Phe13]Bn(6-13)propylamide; (32) CNTF (Ciliary neurotrophic factors), such as GI-181771 (Glaxo-SmithKline), SR146131 (Sanofi Synthelabo), butabindide, PD170,292, and PD 149164 (Pfizer); (33) CNTF

- derivatives, such as axokine (Regeneron); (34) monoamine reuptake inhibitors, such as sibutramine; (35) UCP-1 (uncoupling protein-1, 2, or 3) activators, such as phytanic acid, 4-[(E)-2-(5,6,7,8-tetrahydro-5,5,8,8-tetramethyl-2-naphthalenyl)-1-propenyl]benzoic acid (TTNPB), and retinoic acid; (36) thyroid hormone β agonists, such as KB-2611 (KaroBioBMS); (37) FAS (fatty acid synthase) inhibitors, such as Cerulenin and C75; (38) DGAT1 (diacylglycerol acyltransferase 1) inhibitors; (39) DGAT2 (diacylglycerol acyltransferase 2) inhibitors; (40) ACC2 (acetyl-CoA carboxylase-2) inhibitors; (41) glucocorticoid antagonists; (42) acyl-estrogens, such as oleoyl-estrone; (43) dicarboxylate transporter inhibitors; (44) peptide YY, PYY 3-36, peptide YY analogs, derivatives, and fragments such as BIM-43073D, BIM-43004C, (45) Neuropeptide Y2 (NPY2) receptor agonists such as NPY3-36, N acetyl [Leu(28,31)] NPY 24-36, TASP-V, and cyclo-(28/32)-Ac-[Lys28-Glu32]-(25-36)-pNPY; (46) Neuropeptide Y4 (NPY4) agonists such as pancreatic peptide (PP); (47) Neuropeptide Y1 (NPY1) antagonists such as BIBP3226, J-115814, BIBO 3304, LY-357897, CP-671906, and GI-264879A; (48) Opioid antagonists, such as nalmefene (Revex $\text{\textcircled{R}}$), 3-methoxynaltrexone, naloxone, and naltrexone; (49) glucose transporter inhibitors; (50) phosphate transporter inhibitors; (51) 5-HT (serotonin) inhibitors; (52) beta-blockers; (53) Neurokinin-1 receptor antagonists (NK-1 antagonists); (54) clobenzorex; (55) cloforex; (56) clominorex; (57) clortermine; (58) cyclexedrine; (59) dextroamphetamine; (60) diphemethoxidine, (61) N-ethylamphetamine; (62) fenbutrazate; (63) fenisorex; (64) fenproporex; (65) fludorex; (66) fluminorex; (67) furfurylmethylamphetamine; (68) levamfetamine; (69) levophacetoperane; (70) mefenorex; (71) metamfepramone; (72) methamphetamine; (73) norpseudoephedrine; (74) pentorex; (75) phendimetrazine; (76) phenmetrazine; (77) picilorex; (78) phytopharm 57; (79) zonisamide, (80) aminorex; (81) amphetchloral; (82) amphetamine; (83) benzphetamine; and (84) chlorphentermine.

The combination therapies described above which use the compounds of this invention may also be useful in the treatment of the metabolic syndrome. According to one widely used definition, a patient having metabolic syndrome is characterized as having three or more symptoms selected from the following group of five symptoms: (1) abdominal obesity; (2) hypertriglyceridemia; (3) low high-density lipoprotein cholesterol (HDL); (4) high blood pressure; and (5) elevated fasting glucose, which may be in the range characteristic of Type 2 diabetes if the patient is also diabetic. Each of these symptoms is defined clinically in the recently released Third Report of the National Cholesterol Education Program Expert Panel on Detection, Evaluation and Treatment of High Blood Cholesterol in Adults (Adult Treatment Panel III, or ATP III), National Institutes of Health, 2001, NIH Publication No. 01-3670. Patients with metabolic syndrome have an increased risk of developing the macrovascular and microvascular complications that are listed above, including atherosclerosis and coronary heart disease. The combinations described above may ameliorate more than one symptom of metabolic syndrome concurrently (e.g. two symptoms, three symptoms, four symptoms, or all five of the symptoms).

CETP ASSAY

An in vitro continuous assay for determining IC₅₀'s to identify compounds that are CETP inhibitors was performed based on a modification of the method described by Epps et al. employing BODIPY®-CE as the cholesteryl ester lipid donor. See Epps et al.(1995) *Method for measuring the activities of cholesteryl ester transfer protein (lipid transfer protein)*, *Chem. Phys. Lipids*. 77, 51-63.

Particles used in the assay were created from the following sources: Synthetic donor HDL particles containing DOPC (Dioleoyl Phosphatidyl Choline), BODIPY®-CE (Molecular Probes C-3927), triolein (a triglyceride), and apoHDL were essentially created by probe sonication as described by Epps et al, but with the addition of a non-diffusible quencher molecule, dabcyl dicetylamine, in order to reduce background fluorescence. Dabcyl dicetylamine was made by heating dabcyl n-succinimide with dicetylamine in DMF at 95°C overnight in the presence of diisopropylamine catalyst. Native lipoproteins from human blood were used as acceptor particles. Particles having a density less than 1.063 g/ml were collected by ultracentrifugation. These particles include VLDL, IDL, and LDL. Particle concentrations were expressed in terms of protein concentration as determined by BCA assay (Pierce, USA). Particles were stored at 4°C until use.

Assays were performed in Dynex Microfluor 2 U-bottom black 96-well plates (Cat #7205). An assay cocktail containing CETP, 1X CETP buffer (50 mM Tris, pH 7.4, 100 mM NaCl, 1 mM EDTA), and half the final concentration of acceptor particles was prepared, and 100 µL of the assay cocktail was added to each well of the plate. Test compounds in DMSO were added in a volume of 3 µL. The plate was mixed on a plate shaker and then incubated at 25 °C for 1 hour. A second assay cocktail containing donor particles, the remaining acceptor particles and 1X CETP buffer was prepared. 47 µL of the second assay cocktail was added to the reaction wells to start the assay. Assays were performed at 25°C in a final volume of 150 µL. Final concentrations of materials were: 5 ng/µL donor particles, 30 ng/µL acceptor particles (each expressed by protein content), 1X CETP buffer, 0.8 nM recombinant human CETP (expressed in CHO cells and partially purified), and up to 2% DMSO when testing compounds. The assay was followed in a fluorescence plate reader (Molecular Devices Spectramax GeminiXS) set for a 45 minute kinetic run at 25°C which read the samples every 45 sec at Ex = 480 nm, Em = 511 nm, with a cutoff filter at 495 nm, photomultiplier tube setting of medium, calibration on, and 6 reads/well.

Data were evaluated by obtaining an initial rate, expressed in relative fluorescence units per second, for the pseudolinear portion of the curve, often 0-500 or 1000 sec. Comparison of the rates of samples with inhibitors to an uninhibited (DMSO only) positive control yielded a percent inhibition. A plot of percent inhibition vs. log of inhibitor concentration, fit to a Sigmoidal 4 parameter equation was used to calculate IC₅₀.

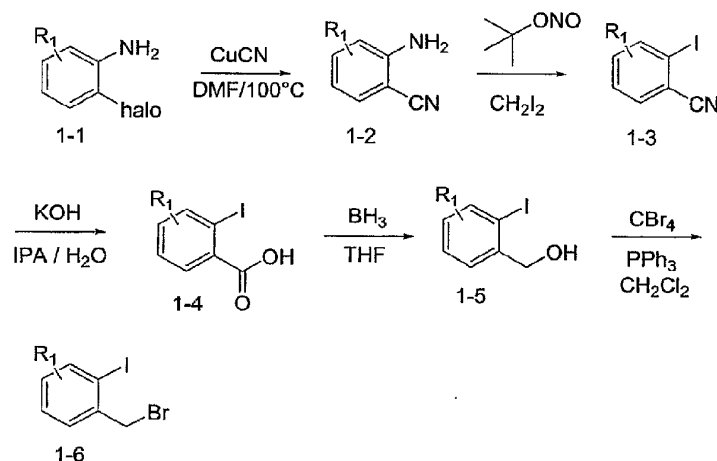
EXAMPLES

The following schemes and examples are provided so that the invention will be more fully appreciated and understood. Starting materials are made using known procedures or as shown below.

The examples should not be construed as limiting the invention in any way. The scope of the invention is defined only by the appended claims. Compounds of this invention have an IC_{50} value as measured using the assay described above of less than or equal to $50\mu M$. Compounds preferably have an IC_{50} in the range of $5nM$ to $15\mu M$, more preferably in the range of $5nM$ to $5\mu M$, even more preferably in the range of $5nM$ to $200nM$, and even more preferably in the range of $5nM$ to $100nM$.

Several methods for preparing the compounds in this invention are illustrated in the following Schemes and Examples. Starting materials are made from known procedures or as illustrated.

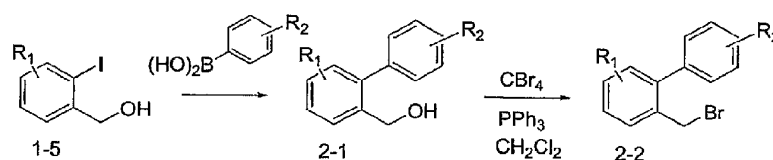
SCHEME 1



Intermediates 1-2, 1-3 and 1-4 utilized in the present invention can be purchased or prepared as shown in Scheme 1. An appropriately substituted 2-haloaniline 1-1 where the halogen is preferably iodo or bromo is treated with CuCN in DMF at elevated temperature to afford the corresponding 2-cyanoaniline 1-2. Alternatively, the nitrile can be prepared by treatment of 1-1 with KCN and CuI in the presence of a palladium (II) salt or in the presence of certain copper or nickel complexes (See: Smith, M. B. and March, J. "March's Advanced Organic Chemistry", 5th Ed., John Wiley and Sons, New York, pp. 867 (2001) and references therein). Iodides 1-3 are prepared by treatment of 1-2 with isoamyl nitrite, n-

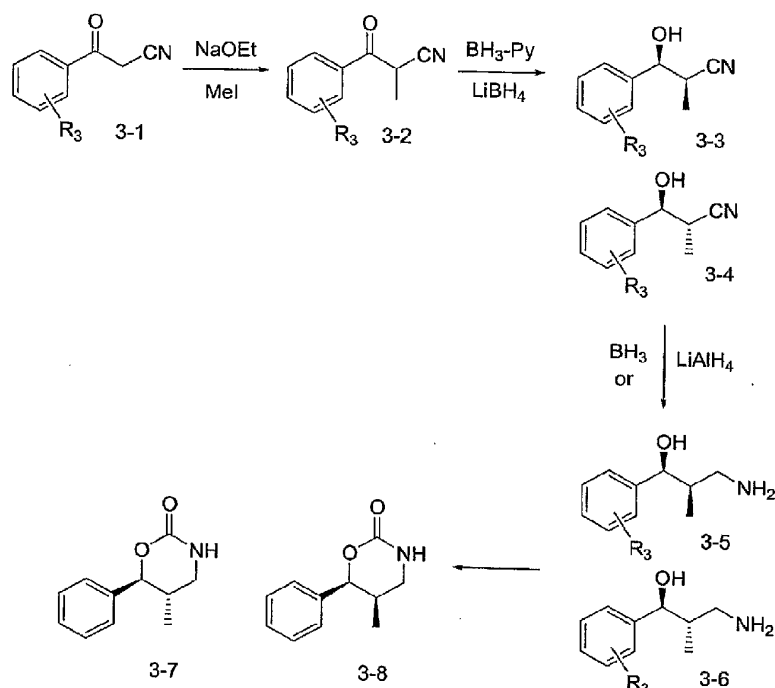
pentylnitrite, t-butyl nitrite or the like in diiodomethane (see for example: Smith et al., *J. Org. Chem.* 55, 2543, (1990) and references cited therein). Alternatively, the iodide can be prepared first by diazonium formation using isoamyl nitrite, n-pentyl nitrite, t-butyl nitrite, sodium nitrite, nitrous acid or the like followed by heating in the presence of an iodide salt such as copper iodide, sodium iodide, potassium iodide, tetrabutylammonium iodide or the like. Hydrolysis of iodo-nitrile 1-3 is carried out using potassium hydroxide in isopropanol and water to afford the iodoacid 1-4. Further reduction with borane, lithium aluminum hydride, lithium borohydride or the like in ether, tetrahydrofuran, dimethoxyethane or the like affords the 2-iodo alcohols 1-5. Intermediates 1-5 can be transformed into benzyl bromides 1-6 using reagents such as triphenylphosphine and carbon tetrabromide in solvents such as dichloromethane or the like (see Smith, M. B. and March, J. "March's Advanced Organic Chemistry", 5th Ed., John Wiley and Sons, New York, pp. 518-199 (2001) and references therein).

SCHEME 2



Intermediates 2-2 utilized in the present invention can be prepared as shown in Scheme 2. Benzyl alcohols 1-5 can be purchased or prepared according to the procedure outlined in Scheme 1. Intermediates 2-1 can be prepared via Suzuki reaction wherein 1-5 is coupled with an appropriately substituted aryl boronic acid or aryl boronate ester in the presence of a palladium catalyst. The coupling reaction may be carried out using Pd(II)acetate and potassium carbonate in aqueous acetone at reflux. Alternatively the reaction may employ tetrakis(triphenylphosphine)palladium in an ethanol/toluene mix in the presence of sodium carbonate. Alternatively, as practiced by those skilled in the art the reaction can employ a number of Palladium (0) compounds and Palladium (II) salts in a number of solvents and in the presence of a variety of ligands, bases, and promoters, generally but not exclusively, with heating and/or microwave irradiation. Some appropriate reaction conditions can be found described in Miyaua et al., *Chem. Rev.* 95, 2457 (1995) and references cited within and as described in Smith, M. B. and March, J. "March's Advanced Organic Chemistry", 5th Ed., John Wiley and Sons, New York, pp. 868-869 (2001) and references cited therein. Compounds 2-2 are prepared from intermediates 2-1 as described in Scheme 1.

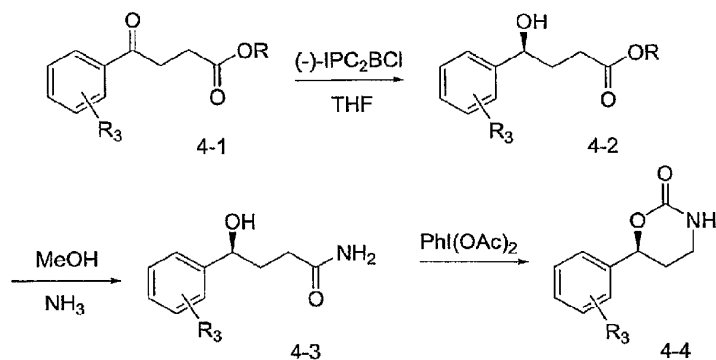
SCHEME 3



Compounds of the present invention can be prepared as shown in Scheme 3. Benzoyl acetonitrile derivatives 3-2 can be prepared by treatment of 3-1 with methyl iodide in the presence of a base such as sodium ethoxide in solvents such as ethanol, methanol or the like. Reduction of 3-2 can be carried out selectively by treatment with an appropriate reducing agent such as borane-pyridine complex or lithium borohydride in the presence of Lewis acids such as titanium tetrachloride, cerium chloride or the like or according to methods described in Smith, M. B. and March, J. "March's Advanced Organic Chemistry", 5th Ed., John Wiley and Sons, New York, pp. 1191-1203 (2001) and references cited therein. Further reduction of nitriles 3-3 and 3-4 can be carried out using reducing agents such as borane, lithium aluminum hydride or the like in solvents such as tetrahydrofuran and diethyl ether and the like. Amines 3-5 and 3-6 can be cyclized to the 1,3-oxazinan-2-ones with reagents such as 1,1-carbonyldiimidazole or triphosgene in the presence of triethylamine or the like in solvents such as tetrahydrofuran, benzene, methylene chloride or the like.

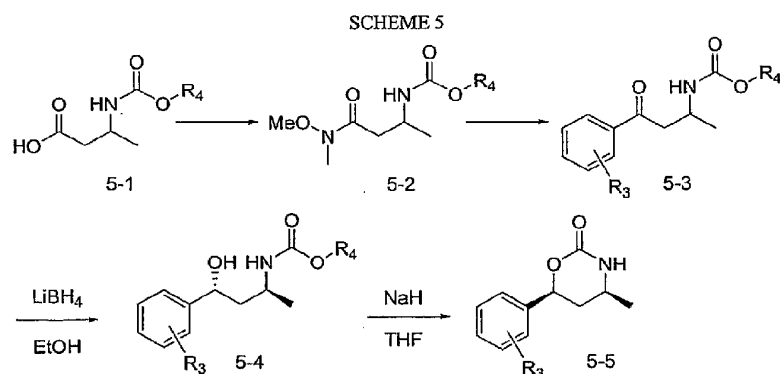
SCHEME 4

- 22 -



Compounds of the present invention can be prepared as shown in Scheme 4. Acetophenone derivatives 4-1 can be selectively reduced with chiral reducing agents such as (-)-chlorodiisopineneborane in solvents such as THF or the like or according to methods described in Smith, M. B. and March, J. "March's Advanced Organic Chemistry", 5th Ed., John Wiley and Sons, New York, pp. 510-511 (2001) Amides 4-3 can be cyclized to 1,3-oxazinan-2-ones by treatment with reagents such as iodophenyl diacetate or the like in solvents such as acetonitrile.

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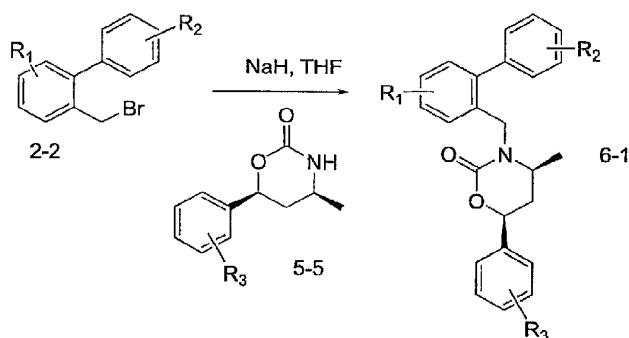


Compounds in the present invention can be prepared according to Scheme 5. 3-Amino butyric acid derivatives 5-1 can be converted to their corresponding Weinreb amides 5-2 under standard coupling conditions using reagents such as *N*-O-dimethyl hydroxylamine, isobutyl chloroformate, *N*-methyl morpholine in solvents such as methylene chloride or the like or according to methods described in Smith, M. B. and March, J. "March's Advanced Organic Chemistry", 5th Ed., John Wiley and Sons, New York, pp. 508-509 (2001) and references cited therein. Selective reduction of acetophenone derivatives

5-3 can be achieved by the use of reducing agents such as lithium borohydride or the like to afford alcohols 5-4 which can be cyclized to the corresponding 4-methyl-6-phenyl-1,3-oxazinan-2-ones by treatment with weak organic bases such as sodium hydride in the presence of solvents such as tetrahydrofuran or the like.

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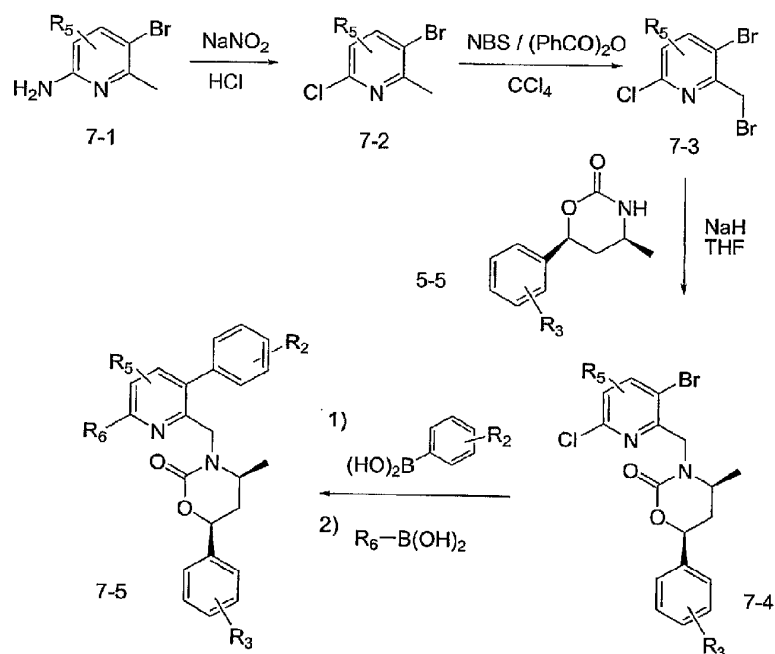
SCHEME 6



Compounds of the present invention can be prepared as shown in Scheme 6. 2-halobenzyl bromides 2-2
10 wherein the halo is preferably iodo or bromo can be purchased or prepared as described in Schemes 1
and 2. Treatment of 2-2 with an appropriately substituted 1,3-oxazinan-2-ones such as 5-5 in the
presence of a base such as sodium hydride or potassium *tert*-butoxide or the like in tetrahydrofuran, DMF
or the like affords biaryl 1,3-oxazinan-2-ones.

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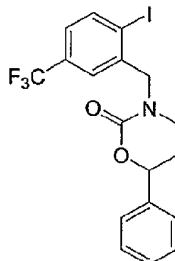
SCHEME 7



Heterocyclic biaryl amines 7-5 can be prepared as shown in Scheme 7. An appropriately substituted amino pyridine 7-1 can be converted to the corresponding chloro pyridine 7-2 by diazonium formation using isoamyl nitrite, n-pentyl nitrite, t-butyl nitrite, sodium nitrite, nitrous acid or the like followed by treatment with concentrated HCl. Subsequent bromination of 7-2 is carried out using *N*-bromosuccinimide and benzoyl peroxide in solvents such as carbon tetrachloride and the like to afford the benzyl bromide 7-3. Other methods for benzylic halogenation can be found in Smith, M.B. and March, J. "March's Advanced Organic Chemistry", 5th Ed., John Wiley and Sons, New York, pp. 911 (2001) and references cited therein. Conversion to the heterocyclic 1,3-oxazinan-2-ones 7-4 can be carried out by treatment of 7-3 with appropriately substituted 1,3-oxazinan-2-ones such as 5-5 in the presence of a base such as sodium hydride or potassium *tert*-butoxide or the like in tetrahydrofuran, DMF or the like. Subsequent Suzuki reaction, as described previously in Scheme 2, affords 7-5.

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INTERMEDIATE 1

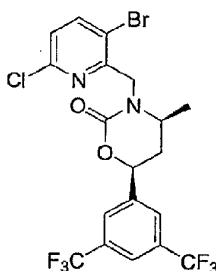


3-[2-iodo-5-(trifluoromethyl)benzyl]-6-phenyl-1,3-oxazinan-2-one

- 5 A stirred and cooled (0 °C) suspension of sodium hydride (60% suspension in mineral oil, 14 mg, 0.34 mmol) in THF (2 mL) was treated dropwise with a solution of 6-phenyl-1,3-oxazinan-2-one (24 mg, 0.137 mmol) in THF (2 mL), under an atmosphere of nitrogen. The reaction was stirred for 20 min at 0°C and 2-(bromomethyl)-1-iodo-4-(trifluoromethyl) benzene (Intermediate 11; 50 mg, 0.137 mmol) was added. The reaction was allowed to warm to room temperature and stirred for an additional 3 h. Saturated NH₄Cl (1 mL) was added and the resultant mixture was partitioned between H₂O (20 mL) and
- 10 EtOAc (20 mL). The aqueous layer was re-extracted with EtOAc (3 x 20 mL) and the combined extracts were washed with brine (40 mL), dried (Na₂SO₄), filtered and concentrated *in vacuo* to afford 3-[2-iodo-5-(trifluoromethyl)benzyl]-6-phenyl-1,3-oxazinan-2-one as a colorless oil. LCMS = 462.0 (M+1)⁺.

INTERMEDIATE 2

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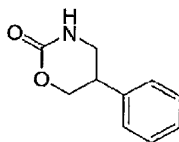


(4S, 6S)-6-[3,5-bis(trifluoromethyl)phenyl]-3-[(3-bromo-6-chloropyridin-2-yl)methyl]-4-methyl-1,3-oxazinan-2-one

- 20 To a stirred suspension of sodium hydride (60% in oil; 105 mg, 2.53 mmol) in THF (10 mL) at 0 °C under an atmosphere of N₂ was added a solution of (4S, 6S)-6-[3,5-bis(trifluoromethyl)phenyl]-4-methyl-1,3-oxazinan-2-one (Intermediate 20; 68 mg, 0.21 mmol) in THF (2 mL) dropwise. The resultant mixture

- was stirred at 0 °C for 20 min prior to the addition of 3-bromo-2-bromomethyl-6-chloropyridine (59 mg, 0.21 mmol) as a solution in THF (1 mL). The reaction was allowed to warm to room temperature and stirred for 14 h. The reaction was quenched with H₂O and was partitioned between H₂O (25 mL) and EtOAc (35 mL). The aqueous layer was re-extracted with EtOAc (3 x 35 mL) and the combined extracts were washed with brine (25 mL), dried (MgSO₄), filtered and concentrated *in vacuo*. The residue was purified by flash silica gel chromatography (0-25% EtOAc/hexanes gradient) to afford (4*S*, 6*S*)-6-[3,5-bis(trifluoromethyl)phenyl]-3-[(3-bromo-6-chloropyridin-2-yl)methyl]-4-methyl-1,3-oxazinan-2-one as a clear oil. LCMS = 625.2 (M+1)⁺. ¹H NMR (CDCl₃, 500 MHz): δ 7.94-7.90 (brs, 2 H), 7.83 (s, 1 H), 7.80 (d, *J* = 8.2 Hz, 1 H), 7.19 (d, *J* = 8.2 Hz, 1H), 5.64 (m, 1H), 5.36 (d, *J* = 17.6 Hz, 1H), 4.46 (d, *J* = 17.6 Hz, 1H), 3.84 (m, 1H), 2.44 (m, 1H), 2.14 (m, 1H), 1.34 (d, *J* = 6.2 Hz, 3H).

INTERMEDIATE 3



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5-phenyl-1,3-oxazinan-2-oneStep A. 2-phenylpropane-1,3-diol

- A cooled (0 °C) suspension of lithium aluminum hydride (1.61 g, 0.021 mol) in anhydrous ether (80 mL) was treated dropwise with diethyl malonate (5g, 0.021 mol) under an atmosphere of nitrogen. The mixture was allowed to warm to room temperature, stirred for 10 h and refluxed for an additional 2 h. The reaction was quenched with 20% aqueous NaOH (5 mL), the inorganic substances removed by filtration and organic layer was separated, washed with brine (30 mL), dried (MgSO₄), filtered and concentrated. The title compound was obtained after flash column on silica gel using EtOAc:hexane 50:50 as the elute. ¹H NMR (CDCl₃, 500 MHz) δ 7.41-7.21 (m, 5H), 4.05 (dd, *J* = 7.5, 3.2 Hz, 2H), 3.97 (dd, *J* = 5.8, 5.2 Hz, 1H), 3.12 (m, 1H).

Step B. 3-[[tert-butyl(dimethyl)silyl]oxy]-2-phenylpropanol-1-ol

- A stirred and cooled (0 °C) suspension of sodium hydride (60% suspension in mineral oil, 290 mg, 7.24 mmol) in THF (5 mL) was treated dropwise with a solution of 2-phenylpropane-1,3-diol (1.10g, 7.24 mmol) in THF (5 mL), under an atmosphere of nitrogen. The reaction was stirred for 20 min at 0 °C and a solution of *tert*-butyldimethyl silyl chloride in THF (10 mL) was added under ice-cooling. The reaction was allowed to warm to room temperature and stirred for an additional 18 h. Saturated NH₄Cl (5 mL) was added and the resultant mixture was partitioned between H₂O (80 mL) and EtOAc (120 mL). The aqueous layer was re-extracted with EtOAc (3 x 50 mL) and the combined extracts were washed with

brine (100 mL), dried (Na_2SO_4), filtered and concentrated *in vacuo*. The crude product was purified by flash column chromatography using EtOAc:hexane = 30:70 as the elute to afford 3-{{*tert*-butyl(dimethyl)silyl}oxy}-2-phenylpropanol-1-ol as a colorless oil. LCMS = 267.3 ($\text{M}+1$)⁺.

Step C. 2-(3-{{*tert*-butyl(dimethyl)silyl}oxy}-2-phenylpropyl)-1*H*-isoindole-1,3(2*H*)-dione.

- 5 A solution of diethyl azodicarboxylate (1.37 g, 7.87 mmol) in THF (5 mL) was added dropwise to an ice-cooled stirred solution of 3-{{*tert*-butyl(dimethyl)silyl}oxy}-2-phenylpropanol-1-ol (1.91 g, 7.15 mmol), phthalimide (1.16 g, 7.87 mmol) and triphenyl phosphine (2.06 g, 7.87 mmol) in THF (25 mL). The reaction was allowed to warm to room temperature and stirred for an additional 18h. The solvent was removed *in vacuo* and the crude product was purified by flash column chromatography using
- 10 EtOAc:hexane = 30:70 as the elute to afford the title compound as a colorless oil. LCMS = 396.3 ($\text{M}+1$)⁺. ¹H NMR (CDCl_3 , 500 MHz): δ 7.80 (d, J = 3.0 Hz, 1H), 7.79 (d, J = 3.2 Hz, 1H), 7.69 (d, J = 3.0 Hz, 1H), 7.67 (d, J = 3.0 Hz, 1H), 7.28 (s, 2H), 7.24 (s, 2H), 7.20 (m, 1H), 4.11 (m, 2H), 3.86 (m, 2H), 3.45 (m, 1H), 0.89 (s, 9H), -0.05 (s, 6H).

Step D. 3-amino-2-phenylpropan-1-ol.

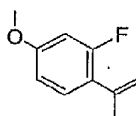
- 15 A cooled (0 °C) solution of 2-(3-{{*tert*-butyl(dimethyl)silyl}oxy}-2-phenylpropyl)-1*H*-isoindole-1,3(2*H*)-dione (0.900g, 2.28 mmol) in EtOH (10 mL) was treated with hydrazine hydrate (1.41 mL, 3.42 mmol) and the resultant solution was allowed to warm to room temperature and stirred for 18 h. A solution of 5 N aqueous HCl in EtOH (25 mL) was added and the resulting biphasic mixture was stirred for 3 h. The mixture was treated with sat. NaHCO_3 , until PH=9 attained and then extracted with EtOAc (3x60 mL).
- 20 The combined organic extracts were washed with brine (50 mL), dried (MgSO_4), filtered and concentrated to afford the title compound as a white solid. LCMS= 152.2 ($\text{M}+1$)⁺.

Step E. 5-phenyl-1,3-oxazinan-2-one

- A cooled (0 °C) solution of 3-amino-2-phenylpropan-1-ol (245 mg, 1.62 mmol) in CH_2Cl_2 (10 mL) was
- 25 treated with diisopropylethylamine (1.65 mL, 9.72 mmol) and triphosgene (241 mg, 0.81 mmol), under an atmosphere of nitrogen. The reaction was stirred at 0 °C for an additional 2h. The reaction was quenched with sat. NaHCO_3 (2 mL) and then extracted with EtOAc (3x40 mL). The combined organic extracts were washed with brine (30 mL), dried (MgSO_4), filtered and concentrated to afford the title compound as a colorless oil. LCMS = 178.2 ($\text{M}+1$)⁺.

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INTERMEDIATE 4



- 35 2-fluoro-1-isopropenyl-4-methoxybenzene

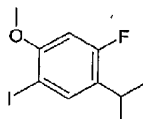
Step A: 2-(2-fluoro-4-methoxyphenyl)propan-2-ol

To a solution of 2-fluoro-4-methoxyacetophenone (4.45 g, 26.5 mmol) in THF (50 mL) at 0°C, a solution of 2.4 M MeMgBr (11.6 mL, 27.8 mmol) was added. The mixture was stirred at 0°C and then room temperature for 4 h. The reaction was quenched with saturated ammonium chloride solution. The organic layer was extracted with ethyl acetate (3 x 50 mL). The combined ethyl acetate layers were washed with brine and dried over sodium sulfate. The title compound was obtained as an oil after flash column using EtOAc:hexane = 2:8 as the elute.

Step B: 2-fluoro-1-isopropenyl-4-methoxybenzene

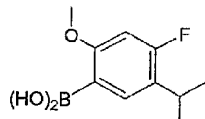
To a solution of 2-(2-fluoro-4-methoxyphenyl)propan-2-ol from Step A (3.89 g, 21.14 mmol) in methylene chloride (50 mL) at 0°C, MsCl (1.95 mL, 25.4 mmol) and triethylamine (6.52 mL, 46.5 mmol) were added. The solution was stirred at 0°C and then room temperature for 2 h. The solution was diluted with methylene chloride (100 mL), washed with water, and dried over sodium sulfate. The title compound was obtained as an oil after flash column using EtOAc:hexane = 1:9 as the elute. ¹H NMR (CDCl₃, 500 MHz) δ 7.25 (t, *J* = 9.0 Hz, 1H), 6.68 (dd, *J* = 8.5, 2.5 Hz, 1H), 6.63 (dd, *J* = 13, 2.5 Hz, 1H), 5.20 (d, *J* = 17.0 Hz, 2H), 3.82 (s, 3H), 2.18 (s, 3H).

INTERMEDIATE 5

1-fluoro-4-iodo-2-isopropyl-5-methoxybenzene

A solution of the 2-fluoro-1-isopropenyl-4-methoxybenzene (Intermediate 4, 1.96 g, 11.81 mmol) in MeOH (30 mL) was charged with hydrogen at 1 atm and a catalytic amount of Pd/C. The mixture was stirred at room temperature for 1 h. The mixture was filtered through Celite. The filtrate was then added to a mixture of silver sulfate (3.68 g, 11.81 mmol) and iodine (3.00 g, 11.81 mmol) in MeOH (10 mL). The mixture was stirred at room temperature for 3 h until the color of solution became light yellow. The mixture was filtered and the filtrate was concentrated. The title compound was obtained after flash column on silica gel using EtOAc:hexane 5:95 as the elute. ¹H NMR (CDCl₃, 500 MHz) δ 7.61 (d, *J* = 8.0 Hz, 1H), 6.56 (d, *J* = 12.5 Hz, 1H), 3.90 (s, 3H), 3.18 (m, 1H), 1.28 (m, 6H).

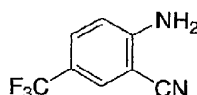
INTERMEDIATE 6



(4-fluoro-5-isopropyl-2-methoxyphenyl)boronic acid

To a solution of 1-fluoro-4-iodo-2-isopropyl-5-methoxybenzene (Intermediate 5, 2.61 g, 8.88 mmol) in THF at -78°C, n-BuLi (4.26 mL, 10.65 mmol, 2.5 M) was added dropwise. The solution was stirred at -78°C for 30 min. Trimethyl borate (2.98 mL, 26.6 mmol) was added. The solution was then stirred at -78°C for 3 h. The reaction was quenched at -78°C with saturated ammonium chloride and the mixture was warmed to room temperature. The organic layer was extracted with ethyl acetate (3 x 50 mL). The combined ethyl acetate layers were washed with brine and dried over sodium sulfate. The title compound was obtained as a white solid. ¹H NMR (CDCl₃, 500 MHz) δ 7.74 (d, *J* = 10.0 Hz, 1H), 6.62 (d, *J* = 12.5 Hz, 1H), 5.65 (br s, 2H), 3.92 (s, 3H), 3.20 (m, 1H), 1.22 (m, 6H).

INTERMEDIATE 7



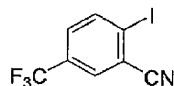
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2-Amino-5-(trifluoromethyl)benzonitrile

A 2-liter flask was charged with 100g (0.348 mol) of 4-amino-3-iodobenzotrifluoride, 40 g of CuCN and 750 mL of DMF. The mixture was heated to and then maintained at reflux for 1 hour. The reaction was cooled and poured into 3L of water containing 300 mL of concentrated ammonium hydroxide. To the mixture was added 1L CH₂Cl₂. The mixture was then filtered through Celite. The layers were separated and the aqueous layer was back extracted with CH₂Cl₂. The organic extracts were combined and the solvent removed under reduced pressure. The residue was dissolved in 1.5 L of ether and the resulting solution was washed with 1N ammonium hydroxide, aqueous sodium bisulfite, 1N aqueous HCl and brine. The solution was dried over anhydrous MgSO₄ and filtered through a silica gel plug containing a layer of MgSO₄ on top. The plug was washed with 0.5L ether. The ether solutions were combined and concentrated to 750 mL and let stand at room temperature. After 2 days the resulting solids were collected, washed with hexanes and dried under reduced pressure to afford 2-amino-5-(trifluoromethyl)benzonitrile. ¹H NMR (CDCl₃, 500 MHz) δ 7.68 (s, 1H), 7.58 (d, *J* = 8.5 Hz, 1H), 6.81 (d, *J* = 8.5 Hz, 1H), 4.80 (br s, 2H).

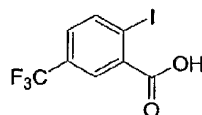
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INTERMEDIATE 8

2-Iodo-5-(trifluoromethyl)benzonitrile

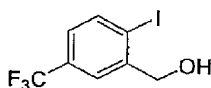
To a solution of 2-amino-5-(trifluoromethyl)benzonitrile (Intermediate 7, 15.1 g) and diiodomethane (24 mL) in acetonitrile (150 mL) at 35°C was added *t*-butyl nitrite (21 mL) dropwise. The reaction was maintained at approximately 35°C during the addition. The reaction was aged for 30 min and then heated to 60°C for 30 minutes. The reaction mixture was cooled, diluted with ether and washed twice with water, twice with aqueous sodium bisulfite, water and then brine. The solution was dried over anhydrous MgSO₄, filtered through a silica gel plug and then concentrated giving afford a red oil. The product was purified by silica gel chromatography eluting sequentially with hexanes, 3:1 hexanes/CH₂Cl₂ and 1:1 hexanes/CH₂Cl₂ to afford 2-iodo-5-(trifluoromethyl)benzonitrile. ¹H NMR (CDCl₃, 500 MHz) δ 8.10 (d, *J* = 8.5 Hz, 1H), 7.85 (d, *J* = 1.8 Hz, 1H), 7.52 (dd, *J* = 8.5, 1.8 Hz, 1H).

INTERMEDIATE 9

2-Iodo-5-(trifluoromethyl)benzoic acid

Potassium hydroxide (3.78 g; 0.0673 mol) was added to a stirred solution of 2-iodo-5-(trifluoromethyl)benzonitrile (Intermediate 8; 4 g; 0.0135 mol) in a 1:1 isopropanol:H₂O solution (60 mL). The reaction was heated at reflux for 14 h and then partitioned between H₂O (50 mL) and EtOAc (50 mL). The aqueous layer was extracted with EtOAc (50mL) and acidified to pH 5 with 6N HCl. The aqueous layer was further extracted with EtOAc (4 x 50 mL) and the combined extracts were washed with brine (50 mL), dried over MgSO₄, filtered, and concentrated *in vacuo* to afford 2-iodo-5-(trifluoromethyl)benzoic acid as a yellow solid. LCMS = 317.0 (M+1)⁺. ¹H NMR (CDCl₃, 500 MHz): δ 8.27 (d, *J* = 1.6 Hz, 1 H), 8.25 (d, *J* = 8.2 Hz, 1 H), 7.47 (dd, *J* = 8.2, 1.8 Hz, 1 H).

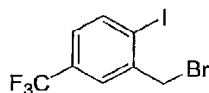
INTERMEDIATE 10



[2-Iodo-5-(trifluoromethyl)phenyl]methanol

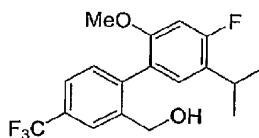
Borane-THF (1.0M solution in THF; 94 mL; 94 mmol) was added to a stirred solution of 2-iodo-5-(trifluoromethyl)benzoic acid (Intermediate 9, 2.97g; 9.4 mmol) in THF (300 mL) at 0°C under N₂. The reaction was heated at reflux for 90 min and then carefully quenched with 6N HCl until no further gas evolution. The reaction was diluted with H₂O (250 mL) and extracted with EtOAc (3 x 250 mL). The combined extracts were washed with brine (300 mL), dried over MgSO₄, filtered, and concentrated *in vacuo*. The crude material was purified by flash chromatography on silica gel (0-25% EtOAc/hexanes gradient) to afford [2-iodo-5-(trifluoromethyl)phenyl]methanol as a white solid. LCMS = 285.0 (M - 17)⁺. ¹H NMR (CDCl₃, 500 MHz): δ 7.97 (d, *J* = 8.3 Hz, 1 H), 7.79 (s, 1 H), 7.28 (d, *J* = 8.4 Hz, 1 H), 4.75 (s, 2 H).

INTERMEDIATE 11

2-(Bromomethyl)-1-iodo-4-(trifluoromethyl)benzene

Carbon tetrabromide (1.86 g; 5.6 mmol) and triphenylphosphine (1.47 g; 5.6 mmol) were added successively to a stirred solution of [2-iodo-5-(trifluoromethyl)phenyl]methanol (Intermediate 10, 1.13 g; 3.74 mmol) in CH₂Cl₂ (25 mL) at 0°C under N₂. The reaction was stirred at room temperature for 48 h. A second equivalent of carbon tetrabromide (1.2 g; 3.74 mmol) and triphenylphosphine (0.98 g; 3.74 mmol) was added and the reaction was stirred an additional 14 h. The solvent was removed *in vacuo* and the residue was purified by flash chromatography on silica gel (0-25% EtOAc/hexanes gradient) to afford 2-(bromomethyl)-1-iodo-4-(trifluoromethyl)benzene as a clear oil. ¹H NMR (CDCl₃, 500 MHz): δ 8.02 (d, *J* = 8.2 Hz, 1 H), 7.73 (d, *J* = 1.8 Hz, 1 H), 7.26 (dd, *J* = 8.3, 1.8 Hz, 1 H), 4.64 (s, 2 H).

INTERMEDIATE 12

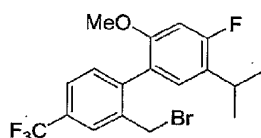
[4'-fluoro-5'-isopropyl-2'-methoxy-4-(trifluoromethyl)biphenyl-2-yl]methanol

A mixture of [2-iodo-5-(trifluoromethyl)phenyl]methanol (Intermediate 11, 3.09 g, 10.2 mmol), (4-fluoro-5-isopropyl-2-methoxyphenyl)boronic acid (Intermediate 6, 4.34 g, 20.5 mmol), (Ph₃P)₄Pd (1.42 g,

- 1.23 mmol) and Na_2CO_3 (9.11 g, 85.9 mmol) in benzene/EtOH/ H_2O (7:1:3, 250 mL) was heated at reflux for 24 h under N_2 . After cooling to room temperature, the aqueous phase was separated and extracted with CH_2Cl_2 (3x 50 mL). The combined organic layers were dried (Na_2SO_4) and concentrated *in vacuo* to give the crude product. This was purified by flash chromatography on silica gel (65 x 200 mm, 0-20% EtOAc in hexanes gradient) to afford 4'-fluoro-5'-isopropyl-2'-methoxy-4-(trifluoromethyl)biphenyl-2-yl]methanol. $R_f = 0.50$ (20% EtOAc in hexanes). ^1H NMR (500 MHz, CDCl_3) δ 7.86 (s, 1 H), 7.59 (d, $J = 6.7$ Hz, 1H), 7.30 (d, $J = 7.9$ Hz, 1H), 6.99 (d, $J = 8.6$ Hz, 1H), 6.68 (d, $J = 12.0$ Hz, 1H), 4.52 (br s, 1H), 4.46 (br s, 1H), 3.73 (s, 3H), 3.25-3.17 (m, 1H), 1.82 (br s, 1H), 1.24 (d, $J = 6.8$ Hz, 6H).

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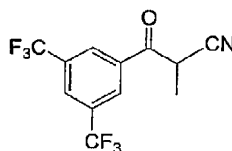
INTERMEDIATE 13

2'-(bromomethyl)-4-fluoro-5-isopropyl-2-methoxy-4'-(trifluoromethyl)biphenyl

- 15 A solution of triphenylphosphine (3.11 g, 11.8 mmol) in dry CH_2Cl_2 (7 mL) was added by cannula to a stirred solution of carbon tetrabromide (3.93 g, 11.8 mmol) and 4'-fluoro-5'-isopropyl-2'-methoxy-4-(trifluoromethyl)biphenyl-2-yl]methanol (Intermediate 12, 3.38 g, 9.87 mmol) in dry CH_2Cl_2 (56 mL) at 0 °C under N_2 . The reaction was allowed to warm to room temperature. After 2 h, the reaction mixture was concentrated *in vacuo* to give the crude product. This was purified by flash chromatography on silica gel (65 x 200 mm, 0-20% EtOAc in hexanes gradient) to afford 2'-(bromomethyl)-4-fluoro-5-isopropyl-2-methoxy-4'-(trifluoromethyl)biphenyl. ^1H NMR (500 MHz, CDCl_3) δ 7.83 (s, 1H), 7.61 (d, $J = 8.0$ Hz, 1H), 7.35 (d, $J = 8.0$ Hz, 1H), 7.15 (d, $J = 8.6$ Hz, 1H), 6.72 (d, $J = 12.0$ Hz, 1H), 4.43 (br d, $J = 10.0$ Hz, 1H), 4.30 (br d, $J = 10.2$ Hz, 1 H), 3.76 (s, 3H), 3.30-3.22 (m, 1H), 1.29 (d, $J = 6.9$ Hz, 6H).

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INTERMEDIATE 14

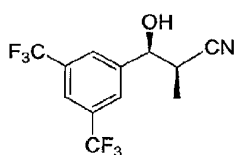
3-[3,5-bis(trifluoromethyl)phenyl]-2-methyl-3-oxopropanenitrile

- 30 A solution of sodium ethoxide (0.127 g, 1.87 mmol) in EtOH (5 mL) was treated with 3,5-bis(trifluoromethyl)benzoyl acetonitrile (0.500 g, 1.78 mmol) portionwise over 5 min. The reaction was

heated at reflux for 30 min before the addition of methyl iodide (0.41 mL, 6.6 mmol). Heating at reflux was continued for a further 2 h before the reaction mixture was allowed to cool and concentrated *in vacuo*. The residue was partitioned between H₂O (10 mL) and EtOAc (20 mL) and the aqueous phase was separated and re-extracted with EtOAc (2 x 20 mL). The combined organic extracts were washed with brine (25 mL), dried (MgSO₄), filtered and concentrated. The crude product was purified by flash chromatography on silica gel (0-20% EtOAc in hexanes gradient) to afford 3-[3,5-bis(trifluoromethyl)phenyl]-2-methyl-3-oxopropanenitrile. ¹H NMR (500 MHz, CDCl₃) δ 8.21 (s, 2H), 8.10 (s, 1H), 4.42 (q, *J* = 7.1 Hz, 1H), 1.71 (d, *J* = 7.1 Hz, 6H).

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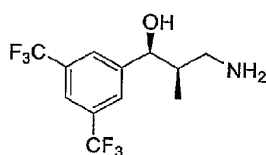
INTERMEDIATE 15

*syn* 3-[3,5-bis(trifluoromethyl)phenyl]-3-hydroxy-2-methylpropanenitrile

A stirred and cooled (-30°C) solution of 3-[3,5-bis(trifluoromethyl)phenyl]-2-methyl-3-oxopropanenitrile (intermediate 14, 309 mg, 1.05 mmol) was treated with TiCl₄ (1M solution in CH₂Cl₂, 1.58 mL, 1.58 mmol) and stirred for 1 h. The mixture was cooled to -78 °C and borane (8M complex with pyridine) dissolved in CH₂Cl₂ (210 uL) was added dropwise over 5 min. The mixture was allowed to stir for an additional 2h, quenched with 1N HCl (2 mL) and allowed to warm to room temperature. The mixture was diluted with H₂O (10 mL) and extracted with CH₂Cl₂ (3 x 30 mL). The combined organic extracts were washed with 1N HCl (3 x 15 mL), H₂O (15 mL), brine (15 mL), dried over MgSO₄, filtered and concentrated. The crude product was purified by flash chromatography on silica gel (0-40% EtOAc in hexanes gradient) to afford *syn* 3-[3,5-bis(trifluoromethyl)phenyl]-3-hydroxy-2-methylpropanenitrile. LCMS = 298.3 (M - 17)⁺. ¹H NMR (CDCl₃, 500 MHz): δ 7.91 (s, 3H), 4.95 (m, 1H), 3.11 (m, 1H), 2.74 (br d, *J* = 4.1 Hz, 1 H), 1.24 (d, *J* = 5.9 Hz, 3H).

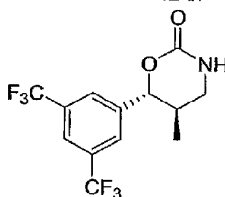
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INTERMEDIATE 16

*syn* 3-amino-1-[3,5-bis(trifluoromethyl)phenyl]-2-methylpropan-1-ol

- A solution of BH_3 in THF (1.0 M in THF, 1.08 mL, 1.08 mmol) was added dropwise to a cooled (0°C) solution of *syn* 3-[3,5-*bis*(trifluoromethyl)phenyl]-3-hydroxy-2-methylpropanenitrile (intermediate 15, 140 mg, 0.47 mmol) in THF (2 mL). The solution was allowed to warm to room temperature and stirred for an additional 2h. The reaction was quenched by the slow addition of 1N HCl (ca 2 mL) and then
 5 neutralized with sat. NaHCO_3 . The mixture was extracted with EtOAc (3 x 20 mL) and the combined organic extracts were washed with brine (20 mL), dried over MgSO_4 , filtered and concentrated to afford *syn* 3-amino-1-[3,5-*bis*(trifluoromethyl)phenyl]-2-methylpropan-1-ol. LCMS = 302.1 ($\text{M}+1$)⁺.

INTERMEDIATE 17

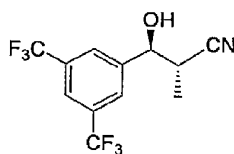


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anti 6-[3,5-*bis*(trifluoromethyl)phenyl]-5-methyl-1,3-oxazinan-2-one

- A solution of *syn* 3-amino-1-[3,5-*bis*(trifluoromethyl)phenyl]-2-methylpropan-1-ol (139 mg, 0.47 mmol) and 1',1'-carbonyldiimidazole (86 mg, 0.53 mmol) in 1:1 THF/ C_6H_6 (6 mL) was stirred at room temperature for 16h. The reaction was quenched with 1N HCl (2 mL) and then partitioned between H_2O
 15 (15 mL) and CH_2Cl_2 (30 mL). The aqueous phase was separated and re-extracted with CH_2Cl_2 (2 x 30 mL). The combined organic extracts were washed with brine (15 mL), dried over MgSO_4 , filtered and concentrated. The crude product was purified by flash chromatography on silica gel (0-30% EtOAc in hexanes gradient) to afford *syn* 6-[3,5-*bis*(trifluoromethyl)phenyl]-5-methyl-1,3-oxazinan-2-one. LCMS = 328.3 ($\text{M}+1$)⁺. ^1H NMR (CDCl_3 , 500 MHz): δ 7.82 (s, 1H), 7.79 (s, 2H), 5.60 (s, 1H), 5.54 (br s, 1H),
 20 3.83 (dd, J = 4.8, 4.6 Hz, 1H), 3.28 (dq, J = 5.2, 2.0 Hz, 1H), 2.45 (m, 1H), 0.94 (d, J = 6.9 Hz, 3H).

INTERMEDIATE 18



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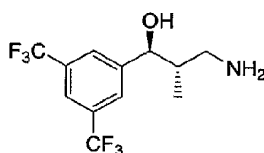
anti 3-[3,5-*bis*(trifluoromethyl)phenyl]-3-hydroxy-2-methylpropanenitrile

- A stirred and cooled (-30°C) solution of 3-[3,5-*bis*(trifluoromethyl)phenyl]-2-methyl-3-oxopropanenitrile (intermediate 14, 371 mg, 1.26 mmol) was treated with CeCl_3 (466 mg, 1.89 mmol) and stirred for 1 h. The mixture was cooled to -78°C and LiBH_4 (2M solution in THF, 0.95 mL, 1.89

mmol) was added dropwise over 1 min. The mixture was allowed to stir for an additional 2h, quenched with 1N HCl (2 mL) and allowed to warm to room temperature. The mixture was diluted with H₂O (10 mL) and extracted with CH₂Cl₂ (3 x 30 mL). The combined organic extracts were washed with 1N HCl (3 x 15 mL), H₂O (15 mL), brine (15 mL), dried over MgSO₄, filtered and concentrated. The crude product was purified by flash chromatography on silica gel (0-40% EtOAc in hexanes gradient) to afford *anti* 3-[3,5-bis(trifluoromethyl)phenyl]-3-hydroxy-2-methylpropanenitrile. LCMS = 298.3 (M+1)⁺. ¹H NMR (CDCl₃, 500 MHz): δ 7.85 (s, 3H), 4.95 (m, 1H), 3.04 (m, 1H), 2.81 (br d, *J* = 4.1 Hz, 1H), 1.38 (d, *J* = 7.1 Hz, 3H).

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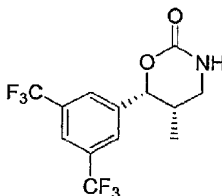
INTERMEDIATE 19

*anti* 3-amino-1-[3,5-bis(trifluoromethyl)phenyl]-2-methylpropan-1-ol

A solution of BH₃ in THF (1.0 M in THF, 1.32 mL, 1.32 mmol) was added dropwise to a cooled (0 °C) solution of *anti* 3-[3,5-bis(trifluoromethyl)phenyl]-3-hydroxy-2-methylpropanenitrile (intermediate 18, 170 mg, 0.57 mmol) in THF (2 mL). The solution was allowed to warm to room temperature and stirred for an additional 2h. The reaction was quenched by the slow addition of 1N HCl (ca 2 mL) and then neutralized with sat. NaHCO₃. The mixture was extracted with EtOAc (3 x 20 mL) and the combined organic extracts were washed with brine (20 mL), dried over MgSO₄, filtered and concentrated to afford *anti* 3-amino-1-[3,5-bis(trifluoromethyl)phenyl]-2-methylpropan-1-ol. LCMS = 302.3 (M+1)⁺.

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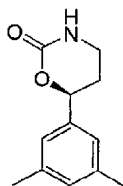
INTERMEDIATE 20

*syn* 6-[3,5-bis(trifluoromethyl)phenyl]-5-methyl-1,3-oxazinan-2-one

A solution of *anti* 3-amino-1-[3,5-bis(trifluoromethyl)phenyl]-2-methylpropan-1-ol (164 mg, 0.54 mmol) and 1',1'-carbonyldiimidazole (99 mg, 0.61 mmol) in 1:1 THF/C₆H₆ (6 mL) was stirred at room temperature for 16h. The reaction was quenched with 1N HCl (2 mL) and then partitioned between H₂O

(15 mL) and CH₂Cl₂ (30 mL). The aqueous phase was separated and re-extracted with CH₂Cl₂ (2 x 30 mL). The combined organic extracts were washed with brine (15 mL), dried over MgSO₄, filtered and concentrated. The crude product was purified by flash chromatography on silica gel (0-30% EtOAc in hexanes gradient) to afford *anti* 6-[3,5-bis(trifluoromethyl)phenyl]-5-methyl-1,3-oxazinan-2-one. LCMS = 328.3 (M+1)⁺. ¹H NMR (CDCl₃, 500 MHz): δ 7.82 (s, 1H), 7.84 (s, 2H), 5.61 (br d, *J* = 2.3 Hz, 1H), 5.41 (d, *J* = 9.9 Hz, 1H), 3.54 (m, 1H), 3.26 (m, 1H), 2.24 (m, 1H), 0.94 (d, *J* = 6.7 Hz, 3H).

INTERMEDIATE 21

(6S)-6-(3,5-dimethylphenyl)-1,3-oxazinan-2-oneStep A: ethyl (4S)-4-(3,5-dimethylphenyl)-4-hydroxybutanoate

To a stirred solution of ethyl 4-(3,5-dimethylphenyl)-4-oxobutanoate (0.5 g; 2.14 mmol) in THF (5 mL) was added a solution of (-)-chlorodiisopinocampheylborane (1.71 g; 5.34 mmol) in THF (1 mL). The resultant solution stirred at room temperature for 4 days. The reaction was concentrated *in vacuo* and dried under *high vacuo* for 1 h. The residue was dissolved in ethyl acetate (10 mL) and diethanolamine (470 mL) was added. A white precipitate formed and the resultant mixture was stirred for 2 h, after which the solid was filtered off and washed with pentane. The filtrate was concentrated *in vacuo* and purified by flash silica gel chromatography (0-20% EtOAc/hexanes gradient) to afford ethyl (4S)-4-(3,5-dimethylphenyl)-4-hydroxybutanoate as a clear oil. LCMS = 219.3 (M+1-18)⁺. ¹H NMR (CDCl₃, 500 MHz): δ 6.99 (s, 2 H), 6.95 (s, 1 H), 4.72-4.69 (m, 1 H), 4.16 (q, *J* = 7.1 Hz, 2 H), 2.45 (t, *J* = 7.3 Hz, 2 H), 2.34 (s, 6 H), 2.11-2.06 (m, 2 H), 1.29 (t, *J* = 7.2 Hz, 3 H).

Step B: (4S)-4-(3,5-dimethylphenyl)-4-hydroxybutanamide

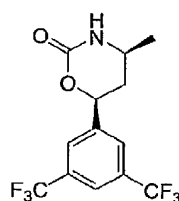
A solution of ammonia in methanol (2.0M; 4.02 mL; 8.03 mmol) was treated with ethyl (4S)-4-(3,5-dimethylphenyl)-4-hydroxybutanoate (Step A; 474 mg; 2.01 mmol) and the resultant solution was stirred at 50°C for 16 h. The reaction was concentrated *in vacuo* and the residue purified by flash silica gel chromatography (0-100% EtOAc/hexanes gradient) to afford (4S)-4-(3,5-dimethylphenyl)-4-hydroxybutanamide as a white solid. LCMS = 190.3 (M+1-18)⁺. ¹H NMR (CDCl₃, 500 MHz): δ 7.00 (s, 2 H), 6.94 (s, 1 H), 5.61 (br s, 1 H), 5.40 (br s, 1 H), 4.75 (dd, *J* = 7.6, 2.8 Hz, 1 H), 2.43-2.39 (m, 2 H), 2.34 (s, 6 H), 2.12-2.07 (m, 2 H).

Step C: (6S)-6-(3,5-dimethylphenyl)-1,3-oxazinan-2-one

- A stirred solution of (4*S*)-4-(3,5-dimethylphenyl)-4-hydroxybutanamide (Step B; 204 mg; 0.99 mmol) and iodobenzene diacetate (317 mg; 0.99 mmol) in acetonitrile (8 mL) was heated at 40°C for 16 h. The reaction was concentrated *in vacuo* and the residue purified by flash silica gel chromatography (0-100% EtOAc/hexanes gradient) to afford (6*S*)-6-(3,5-dimethylphenyl)-1,3-oxazinan-2-one as a white solid.
- 5 LCMS = 206.3 (M+1)⁺. ¹H NMR (CDCl₃, 500 MHz): δ 7.01 (s, 2 H), 7.00 (s, 1 H), 5.73 (s, 1 H), 5.30 (dd, *J* = 9.8, 2.8 Hz, 1 H), 3.50 (dt, *J* = 11, 4.8 Hz, 1 H), 3.43-3.38 (m, 1 H), 2.35 (s, 6 H), 2.26-2.21 (m, 1 H), 2.14-2.06 (m, 1 H).

INTERMEDIATE 22

10

(4*S*,6*S*)-6-[3,5-bis(trifluoromethyl)phenyl]-4-methyl-1,3-oxazinan-2-oneStep A: 3-[[[(benzyloxy)carbonyl]amino]-butanoic acid

- 15 To a stirred and cooled (0°C) suspension of (+/-)-3-aminobutanoic acid (5 g; 48.5 mmol) in H₂O (30 mL) was added NaOH pellets (3.88 g; 97 mmol) portionwise. The resultant mixture was stirred for 15 min to obtain a clear solution. Benzyl chloroformate (7.1 mL; 50 mmol) as a solution in acetone (30 mL) was added dropwise over 15 min. The reaction was allowed to warm to room temperature and stirred for 3.5 h. The reaction was washed twice with EtOAc (20 mL). The aqueous layer was separated and acidified
- 20 to pH 2 with 6 N HCl. A precipitate formed and was collected by filtration, washed with H₂O and dried in a vacuum oven to afford 3-[[[(benzyloxy)carbonyl]amino]-butanoic acid as a white solid. LCMS = 238.2 (M+1)⁺. ¹H NMR (CDCl₃, 500 MHz): δ 7.34-7.30 (m, 5 H), 5.18 (br s, 1 H), 5.10 (s, 2 H), 4.15-4.10 (m, 1 H), 2.59 (s, 2 H), 1.27 (d, *J* = 6.9 Hz, 3 H).

Step B: benzyl-{3-[methoxy(methyl)amino]-1-methyl-3-oxopropyl} carbamate

- 25 To a stirred solution of 3-[[[(benzyloxy)carbonyl]amino]-butanoic acid (Step A; 9.0 g; 38 mmol) in CH₂Cl₂ (90 mL) at 0°C under N₂ were added *N*-methylmorpholine (10.4 mL; 95 mmol) and isobutyl chloroformate (6.2 mL; 47.5 mmol). The resultant yellow solution was stirred at 0°C for 5 min prior to portionwise addition of *N*,*O*-dimethylhydroxylamine hydrochloride (4.45 g; 45.6 mmol) over 5 min. The reaction was allowed to warm to room temperature and stirred for 14 h, then poured into 1 N HCl (200
- 30 mL) and extracted with CH₂Cl₂ (3 x 100 mL). The combined extracts were washed with 1 N HCl (100 mL), dried (MgSO₄), filtered and concentrated *in vacuo*. The residue was purified by flash silica gel chromatography (0-50% EtOAc/hexanes gradient) to afford benzyl-{3-[methoxy(methyl)amino]-1-

methyl-3-oxopropyl} carbamate as a clear oil. LCMS = 281.3 (M+1)⁺. ¹H NMR (CDCl₃, 500 MHz): δ 7.35-7.29 (m, 5 H), 5.61 (br s, 1 H), 5.09 (s, 2 H), 4.16-4.10 (m, 1 H), 3.66 (s, 3 H), 3.16 (s, 3 H), 2.77-2.72 (m, 1 H), 2.59-2.54 (m, 1 H), 1.27 (d, J = 6.6 Hz, 3 H).

Step C: benzyl {3-[3,5-bis(trifluoromethyl)phenyl]-1-methyl-3-oxopropyl} carbamate

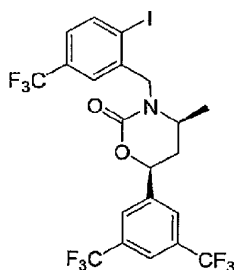
- 5 To a stirred suspension of magnesium turnings (1.55 g; 63.76 mmol) in THF (50 mL) under an atmosphere of N₂ was added 1,2-dibromoethane (135 μL). The mixture was heated to 75°C and 3,5-bis(trifluoromethyl)bromo benzene (4.59 mL; 26.79 mmol) was slowly added to maintain a gentle reflux. The reaction was heated at gentle reflux for 2.5 h and then cooled to room temperature. In a separate flask, isopropyl magnesium chloride (18 mL; 36 mmol) was added dropwise to a stirred solution of
- 10 benzyl-{3-[methoxy(methyl)amino]-1-methyl-3-oxopropyl} carbamate (Step B; 5 g; 17.86 mmol) in THF (30 mL) at -20°C. The resultant solution was stirred at -20°C for 40 min prior to dropwise addition of the Grignard solution. The reaction was allowed to warm to room temperature and stirred for 14 h. The reaction was quenched with 1 N HCl (100 mL) and extracted with EtOAc (3 x 100 mL). The combined extracts were washed with brine (100 mL), dried (MgSO₄), filtered and concentrated *in vacuo*. The
- 15 residue was purified by flash silica gel chromatography (0-10% acetone/hexanes gradient) to afford benzyl {3-[3,5-bis(trifluoromethyl)phenyl]-1-methyl-3-oxopropyl} carbamate as a white solid. LCMS = 434.2 (M+1)⁺. ¹H NMR (CDCl₃, 500 MHz): δ 8.39 (s, 2 H), 8.07 (s, 1 H), 7.37-7.29 (m, 5 H), 5.16-5.04 (m, 3 H), 4.31-4.23 (m, 1 H), 4.16-4.10 (m, 1 H), 3.19 (dd, J = 16.8, 6.5 Hz, 1 H), 1.34 (d, J = 6.9 Hz, 3 H).
- 20 Step D: benzyl {3-[3,5-bis(trifluoromethyl)phenyl]-3-hydroxy-1-methylpropyl} carbamate
To a stirred solution of benzyl {3-[3,5-bis(trifluoromethyl)phenyl]-1-methyl-3-oxopropyl} carbamate (Step C; 1 g; 2.31 mmol) in anhydrous EtOH/THF (30 mL/15 mL) at -78°C under an atmosphere of N₂ was added lithium borohydride (2.0 M in THF; 2.31 mL; 4.62 mmol) dropwise. The reaction was stirred at -78°C for 1 h, then warmed to -30°C over 1 h. The reaction was quenched at -30°C with 1 N HCl (30
- 25 mL), warmed to room temperature, and partitioned between 1 N HCl (50 mL) and EtOAc (100 mL). The aqueous layer was re-extracted with EtOAc (3 x 50 mL) and the combined extracts were washed with brine (50 mL), dried (MgSO₄), filtered and concentrated *in vacuo*. The residue was purified by flash silica gel chromatography (0-25% EtOAc/hexanes gradient) to afford *syn* benzyl {3-[3,5-bis(trifluoromethyl)phenyl]-3-hydroxy-1-methylpropyl} carbamate and *anti* benzyl {3-[3,5-
- 30 bis(trifluoromethyl)phenyl]-3-hydroxy-1-methylpropyl} carbamate in a 1 : 2.1 ratio as a white solid and a clear oil, respectively. *Syn* benzyl {3-[3,5-bis(trifluoromethyl)phenyl]-3-hydroxy-1-methylpropyl} carbamate: LCMS = 436.2 (M+1)⁺. ¹H NMR (CDCl₃, 500 MHz): δ 7.82 (s, 2 H), 7.76 (s, 1 H), 7.39-7.33 (m, 5 H), 5.18-5.13 (m, 2 H), 4.78-4.74 (m, 2 H), 4.68 (br s, 1 H), 4.17-4.11 (m, 1 H), 1.82-1.75 (m, 1 H), 1.64-1.58 (m, 1 H), 1.26 (d, J = 6.8 Hz, 3 H). *Anti* benzyl {3-[3,5-
- 35 bis(trifluoromethyl)phenyl]-3-hydroxy-1-methylpropyl} carbamate: LCMS = 436.2 (M+1)⁺. ¹H NMR (CDCl₃, 500 MHz): δ 7.84 (s, 2 H), 7.78 (s, 1 H), 7.38-7.31 (m, 5 H), 5.13-5.04 (m, 2 H), 4.94-4.91 (m, 1

H), 4.81 (br s, 1 H), 3.96-3.90 (m, 1 H), 3.41 (br s, 1 H), 1.99-1.93 (m, 1 H), 1.87-1.82 (m, 1 H), 1.26 (d, $J = 6.2$ Hz, 3 H).

Step E: *syn* 6-[3,5-bis(trifluoromethyl)phenyl]-4-methyl-1,3-oxazinan-2-one

- To a stirred suspension of sodium hydride (24 mg; 0.61 mmol) in THF (4 mL), at 0°C under an atmosphere of N₂ was added a solution of *anti* benzyl {3-[3,5-bis(trifluoromethyl)phenyl]-3-hydroxy-1-methylpropyl} carbamate (Step D; 177 mg; 0.41 mmol) in THF (6 mL) dropwise over 5 min. The reaction stirred at room temperature for 14 h. The reaction was quenched with 1 N HCl and partitioned between EtOAc (50 mL) and H₂O (25 mL). The aqueous layer was extracted with EtOAc (3 x 50 mL) and the combined extracts were washed with brine (50 mL), dried (MgSO₄), filtered, and concentrated *in vacuo*.
- The residue was purified by flash silica gel chromatography (0-75% EtOAc/hexanes gradient) to afford *syn* 6-[3,5-bis(trifluoromethyl)phenyl]-4-methyl-1,3-oxazinan-2-one as a white solid. LCMS = 328.1 (M+1)⁺. ¹H NMR (CDCl₃, 500 MHz): δ 7.88 (s, 3 H), 5.54 (s, 1 H), 5.42 (dd, $J = 12, 1.9$ Hz, 1 H), 3.87-3.82 (m, 1 H), 2.33-2.29 (m, 1 H), 1.77-1.70 (m, 1 H), 1.33 (d, $J = 6.3$ Hz, 3 H).
- This compound was separated into its enantiomers (4*R*,6*R*)-6-[3,5-bis(trifluoromethyl)phenyl]-4-methyl-1,3-oxazinan-2-one and (4*S*,6*S*)-6-[3,5-bis(trifluoromethyl)phenyl]-4-methyl-1,3-oxazinan-2-one using chiral HPLC (5% IPA/heptane, ChiralPak IA column).

INTERMEDIATE 23



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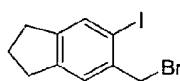
(4*S*,6*S*)-6-[3,5-bis(trifluoromethyl)phenyl]-3-[2-iodo-5-(trifluoromethyl)benzyl]-4-methyl-1,3-oxazinan-2-one

- To a stirred suspension of sodium hydride (60% in oil; 5.6 mg; 0.139 mmol) in THF (0.5 mL) at 0°C under an atmosphere of N₂ was added a solution of (4*S*,6*S*)-6-[3,5-bis(trifluoromethyl)phenyl]-4-methyl-1,3-oxazinan-2-one (Intermediate 22; 50 mg; 0.153 mmol) in THF (1 mL) dropwise. The resultant mixture stirred at 0°C for 15 min prior to dropwise addition of 2-(bromomethyl)-1-iodo-4-trifluoromethylbenzene (Intermediate 11; 50.7 mg; 0.139 mmol) as a solution in THF (0.5 mL). The reaction was allowed to warm to room temperature and stirred for 14 h. The reaction was quenched with H₂O and partitioned between EtOAc (25 mL) and H₂O (15 mL). The aqueous layer was re-extracted

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- with EtOAc (3 x 25 mL) and the combined extracts were washed with brine (25 mL), dried (MgSO₄), filtered and concentrated *in vacuo*. The residue was purified by flash silica gel chromatography (0-25% EtOAc/hexanes gradient) to afford (4*S*,6*S*)-6-[3,5-bis(trifluoromethyl)phenyl]-3-[2-iodo-5-(trifluoromethyl)benzyl]-4-methyl-1,3-oxazinan-2-one as a clear oil. LCMS = 611.7 (M+1)⁺. ¹H NMR (CDCl₃, 500 MHz): δ 8.02 (d, *J* = 8.2 Hz, 1 H), 7.91 (s, 2 H), 7.89 (s, 1 H), 7.52 (s, 1 H), 7.29-7.26 (m, 1 H), 5.44 (d, *J* = 10.8 Hz, 1 H), 4.88 (d, *J* = 16.5 Hz, 1 H), 4.62 (d, *J* = 16.5 Hz, 1 H), 3.77-3.70 (m, 1 H), 2.45 (dd, *J* = 14.1, 5.4 Hz, 1 H), 2.06-1.98 (m, 1 H), 1.22 (d, *J* = 6.2 Hz, 3 H).

INTERMEDIATE 24

5-(Bromomethyl)-6-iodoindaneStep A: 6-iodoindan-5-amine

- A mixture of 5-aminoindane (423 mg, 3.17 mmol), silver sulfate (990 mg, 3.17 mmol) and iodide (805 mg, 3.17 mmol) in methanol (20 mL) was stirred at room temperature overnight. The mixture was filtered and the solid was washed with a small amount of methanol. The filtrate was quenched with saturated Na₂S₂O₃ and then diluted with water. The aqueous layer was extracted with EtOAc (3x). The combined organic layers were washed with brine (1x), dried (Na₂SO₄) and concentrated *in vacuo*. Flash chromatography (Si, hexanes/ EtOAc) of the residue yielded 6-iodoindan-5-amine (354 mg, 43%). LCMS calc. = 258.99; found = 260.0 (M+1)⁺. ¹H NMR (500 MHz, CDCl₃) δ 7.51 (s, 1 H), 6.69 (s, 1 H), 3.97 (br, s, 2 H), 3.02-2.90 (m, 1 H), 2.81 (d, *J* = 7.1 Hz, 3 H), 2.12-2.02 (m, 2 H).

Step B: 6-aminoindane-5-carbonitrile

- To a solution of 6-iodoindan-5-amine (135 mg, 0.52 mmol) in DMF (2 mL), was added copper (I) cyanide (93 mg, 1.04 mmol). The mixture was heated at 160 °C for 1.5 h. The reaction mixture was poured into 10% NH₄OH. An equal amount of dichloromethane was added and resulting mixture was filtered. The filtrate was partitioned between two layers. The aqueous layer was extracted with dichloromethane (1x). The combined organic layers were concentrated *in vacuo*. The residue was dissolved in ethyl ether. The ether layer was washed with aqueous sodium bisulfite, dried with Na₂SO₄ and concentrated *in vacuo*. The residue was purified by flash chromatography (Si, hexanes/ EtOAc) yielding 6-aminoindane-5-carbonitrile (48.5 mg, 59%). LCMS calc. = 158.08; found = 159.1 (M+1)⁺. ¹H NMR (500 MHz, CDCl₃) δ 7.22 (s, 1 H), 6.64 (s, 1 H), 4.25 (br, s, 2 H), 2.85 (t, *J* = 7.4 Hz, 2 H), 2.80 (t, *J* = 7.4 Hz, 2 H), 2.09-2.03 (m, 2 H).

- Step C: 6-iodoindane-5-carbonitrile

A mixture of 6-aminoindane-5-carbonitrile (48.5 mg, 0.307 mmol), isoamyl nitrite (82 μ L, 0.614 mmol) and iodide (85.7 mg, 0.338 mmol) was stirred at room temperature for 0.5 h. The mixture was then heated at 80 °C under N₂ for 2 h. The reaction mixture was quenched with saturated Na₂S₂O₃ and partitioned between dichloromethane and water. The organic layer was dried (Na₂SO₄) and concentrated *in vacuo*. The residue was purified by flash chromatography (Si, 1% EtOAc in hexanes) to yield 6-iodoindane-5-carbonitrile (39.7 mg, 50%). LCMS calc. = 268.97; found = 270.0 (M+1)⁺. ¹H NMR (500 MHz, CDCl₃) δ 7.78 (s, 1 H), 7.48 (s, 1 H), 2.96 (t, *J* = 7.5 Hz, 2 H), 2.92 (t, *J* = 7.5 Hz, 2 H), 2.16-2.10 (m, 2 H).

10 Step D: 6-iodoindane-5-carbaldehyde

To a solution of 6-iodoindane-5-carbonitrile (36.5 mg, 0.136 mmol) in dichloromethane (1.0 mL) under N₂ at -78 °C was added a solution of 1N DIBALH in toluene (272 μ L, 0.272 mmol) dropwise. The reaction was stirred at -78 °C for 15 min. Keeping the temperature at -78 °C, another two portions of DIBALH (100 μ L each) were added until the starting material disappeared by TLC. The reaction mixture was poured into 2N HCl (45 mL) and diluted with Et₂O. The mixture was stirred for 0.5 h. The Et₂O layer was separated. The aqueous layer was extracted with Et₂O (2x). The organic extracts were combined, dried (Na₂SO₄) and concentrated *in vacuo*. The residue was purified by flash chromatography (Si, hexanes/EtOAc) to afford 6-iodoindane-5-carbaldehyde (27 mg, 73%). ¹H NMR (500 MHz, CDCl₃) δ 10.08 (s, 1 H), 7.83 (s, 1 H), 7.79 (s, 1 H), 2.98 (t, *J* = 7.5 Hz, 2 H), 2.94 (t, *J* = 7.5 Hz, 2 H), 2.19-2.13 (m, 2 H).

20 Step E: (6-iodo-2,3-dihydro-1H-inden-5-yl)methanol

To a solution of 6-iodoindane-5-carbaldehyde (35.5 mg, 0.131 mmol) in EtOH anhydrous (3 mL) under N₂ at 0 °C, was added NaBH₄ (20 mg, 0.522 mmol) as a powder. The mixture was warmed to room temperature and stirred for 0.5 h. The mixture was quenched with water. The aqueous layer was extracted with EtOAc (3x). The combined organic extracts were dried (Na₂SO₄) and concentrated *in vacuo*. The residue was purified by flash chromatography (Si, hexanes/EtOAc) to afford (6-iodo-2,3-dihydro-1H-inden-5-yl)methanol (36.3 mg, 100%). ¹H NMR (500 MHz, CDCl₃) δ 7.70 (s, 1 H), 7.33 (s, 1 H), 4.68 (d, *J* = 6.3 Hz, 2 H), 2.92-2.88 (m, 4 H), 2.12-2.06 (m, 2 H), 1.96 (t, *J* = 6.4 Hz, 1 H).

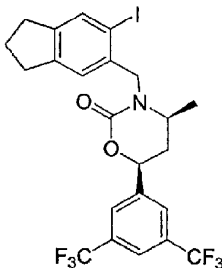
30 Step F: 5-(bromomethyl)-6-iodoindane

To a solution of (6-iodo-2,3-dihydro-1H-inden-5-yl)methanol (36 mg, 0.131 mmol) and carbon tetrabromide (52 mg, 0.158 mmol) in dichloromethane (1 mL) at 0 °C under N₂, was added triphenylphosphine (41 mg, 0.158 mmol). The resulting solution was allowed to warm to room temperature and was stirred for 4 h. Another portion of carbon tetrabromide (52 mg, 0.158 mmol) and triphenylphosphine (41 mg, 0.158 mmol) was added to the mixture at 0 °C. The reaction mixture was stirred at room temperature overnight. The reaction mixture was concentrated *in vacuo*. The residue was

purified by flash chromatography (Si, 1% EtOAc in hexanes) to afford 5-(bromomethyl)-6-iodoindane (44.4 mg, 100%). ¹H NMR (500 MHz, CDCl₃) δ 7.72 (s, 1 H), 7.36 (s, 1 H), 4.62 (s, 2 H), 2.89 (m, 4 H), 2.11-2.07 (m, 2 H).

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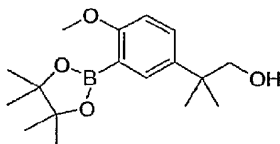
INTERMEDIATE 25



- 10 (4S,6S)-6-[3,5-bis(trifluoromethyl)phenyl]-3-[(6-iodo-2,3-dihydro-1H-inden-5-yl)methyl]-4-methyl-1,3-oxazinan-2-one
- (4S,6S)-6-[3,5-bis(trifluoromethyl)phenyl]-4-methyl-1,3-oxazinan-2-one (Intermediate 22; 104 mg; 0.318 mmol) was treated with sodium hydride (60% in oil; 11.9 mg; 0.297 mmol) and 5-(bromomethyl)-6-iodoindane (Intermediate 24; 100 mg; 0.297 mmol) as described for Intermediate 23 to afford (4S,6S)-6-[3,5-bis(trifluoromethyl)phenyl]-3-[(6-iodo-2,3-dihydro-1H-inden-5-yl)methyl]-4-methyl-1,3-oxazinan-2-one as a white solid. LCMS = 583.8 (M+1)⁺. ¹H NMR (CDCl₃, 500 MHz): δ 7.90 (s, 2 H), 7.87 (s, 1 H), 7.72 (s, 1 H), 7.19 (s, 1 H), 5.43 (dd, J = 11.8, 1.7 Hz, 1 H), 4.96 (d, J = 15.8 Hz, 1 H), 4.47 (d, J = 16 Hz, 1 H), 3.69-3.62 (m, 1 H), 2.90-2.86 (m, 4 H), 2.43-2.38 (m, 1 H), 2.12-2.05 (m, 2 H), 2.00-1.92 (m, 1 H), 1.25 (d, J = 6.2 Hz, 3 H).

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INTERMEDIATE 26

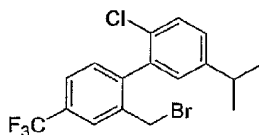


- 25 2-[4-methoxy-3-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)phenyl]-2-methylpropan-1-ol.
- Step A: 2-(3-iodo-4-methoxyphenyl)-2-methylpropan-1-ol.

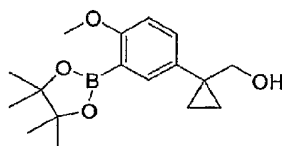
To a solution of 2-(4-methoxyphenyl)-2-methylpropan-1-ol (661.7 mg, 3.68 mmol) (2-(4-methoxyphenyl)-2-methylpropan-1-ol has been described in the literature. See *Helv. Chim. Acta.* 1971, 54, p.868-897.) in EtOH (40 mL) was added Ag_2SO_4 (1.15 g, 3.68 mmol) followed by I_2 (934 mg, 3.68 mmol). The reaction was stirred at room temperature for 2 hours, and then the solids were filtered off through a pad of Celite. The filtrate was concentrated to ~10 mL and then diluted with EtOAc (50 mL). The organic solution was washed with water, aq. NaHSO_3 , and brine (15 mL each). The organic layer was then diluted with 50 mL of hexanes and filtered through a short plug of silica gel with (50/50 EtOAc/hexanes). The filtrate was concentrated to afford 2-(3-iodo-4-methoxyphenyl)-2-methylpropan-1-ol. ^1H NMR (CDCl_3 , 500 MHz) δ 7.76 (d, J = 2.3 Hz, 1H), 7.32 (dd, J = 8.7, 2.3 Hz, 1H), 6.79 (d, J = 8.7 Hz, 1H), 3.87 (s, 3H), 3.57 (s, 2H), 1.30 (s, 6H).

Step B: 2-[4-methoxy-3-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)phenyl]-2-methylpropan-1-ol. In a dry flask were placed 2-(3-iodo-4-methoxyphenyl)-2-methylpropan-1-ol (Step A; 180.0 mg, 0.584 mmol), [1,1'-bis(diphenylphosphino)-ferrocene]dichloropalladium(II) $\cdot \text{CH}_2\text{Cl}_2$ (47.7 mg, 0.0584 mmol), KOAc (115 mg, 1.17 mmol), and DMSO (8 mL). Bis(pinacolato)diboron (185.6 mg, 0.731 mmol) was dissolved in THF (340 μL) and added to the reaction. The reaction was degassed with N_2 and heated to 40 $^\circ\text{C}$ for 1 hour, then 60 $^\circ\text{C}$ for 1 hour, then at 80 $^\circ\text{C}$ for 12 hours. The reaction was then cooled to room temperature, diluted with EtOAc (75 mL), and washed with water (3 x 25 mL) and brine (25 mL). The organic layer was dried over Na_2SO_4 , filtered, and concentrated. Purification of the residue by flash chromatography on silica gel (5 to 100% EtOAc/hexanes) afforded 2-[4-methoxy-3-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)phenyl]-2-methylpropan-1-ol. R_f = 0.25 (40% EtOAc/hexanes). ^1H NMR (CDCl_3 , 600 MHz) δ 7.64 (d, J = 2.6 Hz, 1H), 7.40 (dd, J = 8.6, 2.7 Hz, 1H), 6.83 (d, J = 8.7 Hz, 1H), 3.82 (s, 3H), 3.59 (d, J = 6.6 Hz, 2H), 1.35 (s, 12H), 1.32 (s, 6H).

INTERMEDIATE 27



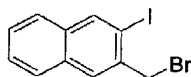
INTERMEDIATE 28



{1-[4-methoxy-3-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)phenyl]cyclopropyl}methanol

- To a solution of 1-(4-methoxyphenyl)cyclopropanecarboxylic acid (1.0 g, 5.20 mmol) in THF (50 mL) was added BH_3 (7.8 mL of a 1M solution in THF, 7.8 mmol). The reaction was stirred at room temperature for 15 hours, and then quenched carefully by dropwise addition of water (10 mL). The solution volume was reduced to ~20 mL and then the mixture was extracted with EtOAc (75 mL). The organic layer was washed with water and brine (25 mL each), dried over Na_2SO_4 , filtered, and concentrated, to afford [1-(3-iodo-4-methoxyphenyl)cyclopropyl]methanol. ^1H NMR (CDCl_3 , 500 MHz) δ 7.26-7.31 (m, 2H), 6.84-6.88 (m, 2H), 3.79 (s, 3H), 3.62 (s, 2H), 0.79-0.85 (m, 4H). This material was processed as described for Intermediate 26 to afford {1-[4-methoxy-3-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)phenyl]cyclopropyl}methanol in two steps.

INTERMEDIATE 29

2-(Bromomethyl)-3-iodonaphthaleneStep A: (3-amino-2-naphthyl)methanol

- A solution of 3-amino-2-naphthoic acid (85%, 1.17 g, 5.34 mmol) in dry THF (20 mL) was added dropwise over 30 min to a stirred solution of LiAlH_4 (95%, 0.53 g, 13.4 mmol) in dry THF (20 mL) at 0 °C under N_2 . The mixture was stirred at room temperature overnight. Water (20 mL) was added and the mixture was adjusted to basic pH with 1N NaOH (20 mL). The mixture was filtered and extracted with Et_2O (4 x 100 mL). The combined extracts were dried (MgSO_4) and concentrated *in vacuo* to afford (3-amino-2-naphthyl)methanol (0.88 g, 95%). LCMS calc. = 174.1; found = 174.2 ($\text{M}+1$) $^+$. ^1H NMR (500 MHz, CD_3OD): δ 7.66 (d, J = 8.0 Hz, 1 H); 7.61 (s, 1 H); 7.55 (d, J = 8.2 Hz, 1 H); 7.30-7.27 (m, 1 H); 7.18-7.14 (m, 1 H); 7.08 (s, 1 H); 4.74 (s, 2 H).

Step B: (3-iodo-2-naphthyl)methanol

- A solution of (3-amino-2-naphthyl)methanol (500 mg, 2.89 mmol) in water (3 mL), acetone (3 mL) and concentrated HCl (1.6 mL) was cooled to 0 °C and a solution of NaNO_2 (219 mg, 3.18 mmol) in water (0.7 mL) was added. The reaction was stirred for 2 h at 0 °C and a solution of KI (719 mg, 4.33 mmol) and concentrated H_2SO_4 (0.16 mL) in water (1.2 mL) was added. The reaction mixture was heated at 60 °C for 2-3 h. The reaction mixture was cooled to room temperature and 50% saturated Na_2SO_3 (30 mL) was added. The mixture was extracted with CH_2Cl_2 (3 x 20 mL) and the combined extracts were washed with brine (20 mL), dried (Na_2SO_4) and concentrated *in vacuo* to give the crude product. This was purified by flash chromatography (Si, 25 x 160 mm, 0-40% EtOAc in hexanes gradient) to afford (3-

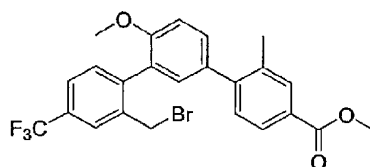
iodo-2-naphthyl)methanol (423 mg, 52%). $R_f = 0.47$ (20% EtOAc/hexanes). $^1\text{H NMR}$ (600 MHz, CD_3OD): δ 8.35 (s, 1 H); 7.91 (s, 1 H); 7.81 (d, $J = 8.0$ Hz, 1 H); 7.71 (d, $J = 8.0$ Hz, 1 H); 7.47-7.42 (m, 2 H); 4.69 (s, 2 H).

5 Step C: 2-(bromomethyl)-3-iodonaphthalene

A solution of triphenylphosphine (469 mg, 1.79 mmol) in dry CH_2Cl_2 (2 mL) was added dropwise to a stirred solution of carbon tetrabromide (592 mg, 1.79 mmol) and (3-iodo-2-naphthyl)methanol (423 mg, 1.49 mmol) in dry CH_2Cl_2 (11 mL) at room temperature under N_2 . The reaction was stirred for 4 h at room temperature and was concentrated in vacuo to give the crude product. This was purified by flash chromatography (Si, 25 x 160 mm, 0-50% EtOAc in hexanes gradient) to afford 2-(bromomethyl)-3-iodonaphthalene (469 mg, 91%), as a colorless solid. $R_f = 0.84$ (20% EtOAc/hexanes). $^1\text{H NMR}$ (600 MHz, CDCl_3): δ 8.39 (s, 1 H); 7.94 (s, 1 H); 7.78-7.76 (m, 1 H); 7.71-7.69 (m, 1 H); 7.52-7.48 (m, 2 H); 4.76 (s, 2 H).

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INTERMEDIATE 30



methyl 2'-(bromomethyl)-4'-methoxy-2-methyl-4''-(trifluoromethyl)-1,1':3',1''-terphenyl-4-carboxylate

20 Step 1: methyl 4'-methoxy-2-methylbiphenyl-4-carboxylate

To methyl 4-bromo-3-methyl benzoate (92 g, 0.402 mol), (4-methoxyphenyl)boronic acid (61.1 g, 0.402 mol), Na_2CO_3 (85.2 g, 0.804 mol), and $\text{PdCl}_2(\text{PPh}_3)_2$ (1410 mg, 2.01 mmol) was added EtOH (1.23 L) and water (0.61 L). The reaction was then heated to 80 °C for 1 hour. The reaction was cooled to room temperature, 550 ml of water was added, and the mixture was left standing for 1 hour. The resulting solids were filtered and washed with a solution of EtOH and H_2O (1:1, 750 mL). The solids were ground using a mortar and pestle and then slurried in 250 mL H_2O at room temperature for 1 h, then filtered and washed with water (2x125 mL) and dried to give methyl 4'-methoxy-2-methylbiphenyl-4-carboxylate. $^1\text{H NMR}$ (CDCl_3 , 400 MHz) δ 7.95 (s, 1H), 7.89 (d, $J = 7.9$ Hz, 1H), 7.29 (d, $J = 7.9$ Hz, 1H), 7.27 (d, $J = 8.7$ Hz, 2H), 6.98 (d, $J = 8.7$ Hz, 2H), 3.94 (s, 3H), 3.87 (s, 3H), 2.33 (s, 3H).

30 Step 2: methyl 3'-bromo-4'-methoxy-2-methylbiphenyl-4-carboxylate

To a solution of methyl 4'-methoxy-2-methylbiphenyl-4-carboxylate (71.5 g, 0.279 mol) in acetonitrile (1.43 L) and water (572 mL) was added oxone (180.1 g, 0.293 mol). Then a solution of KBr (38.2 g, 0.321 mol) in water (143 mL) was slowly added over 30 minutes. The reaction was stirred for 2.5 hours,

then water (715 mL) was added and the mixture was left standing for 1 hour. The solids were filtered and washed as follows: with a solution of MeCN/water (1:1, 350 mL, twice), water (700 mL, twice, then 350 mL) and dried to afford methyl 3'-bromo-4'-methoxy-2-methylbiphenyl-4-carboxylate. ¹H NMR (CDCl₃, 400 MHz) δ 7.94 (s, 1H), 7.89 (d, *J* = 8.1 Hz, 1H), 7.53 (d, *J* = 2.2 Hz, 1H), 7.3-7.2 (m, 2H), 6.97 (d, *J* = 8.4 Hz, 1H), 3.96 (s, 3H), 3.94 (s, 3H), 2.32 (s, 3H).

Step 3: methyl 2''-(hydroxymethyl)-4'-methoxy-2-methyl-4''-(trifluoromethyl)-1,1':3',1''-terphenyl-4-carboxylate

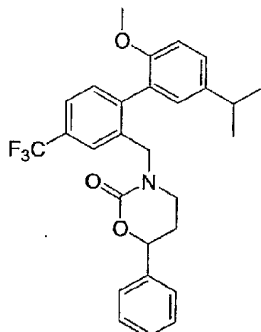
To methyl 3'-bromo-4'-methoxy-2-methylbiphenyl-4-carboxylate (80.0 g, 0.239 mol), pinacole borane (72.8 g, 0.287 mol), Pd(dba)₂ (4120 mg, 7.17 mmol), P(Cy)₃ (2140 mg, 7.65 mmol), and KOAc (70.3 g, 0.717 mol) was added dioxane (1.2 L). The reaction was heated to 80 °C and stirred for 3 hours. The reaction was then cooled to room temperature and filtered. The solids were dissolved with EtOAc (800 mL), washed with brine (400 mL, twice), and concentrated.

The residue was dissolved in THF (300 mL), and [2-chloro-5-(trifluoromethyl)phenyl]methanol (47.1 g, 0.223 mol) and (*t*-Bu₂P)₂ferrocene PdCl₂ were added. A solution of K₂CO₃ (83.7 g, 0.606 mol in water (214 mL) was added and the mixture was heated to 45 °C and stirred for 9 hours. The reaction was cooled to room temperature and diluted with EtOAc (428 mL), then washed with water (428 mL) and brine (428 mL). To the organic material was added 21.5 g charcoal (Darco KB -100 mesh) and the mixture was stirred for 1 hour. The mixture was filtered, and the solid material was washed with EtOAc (428 mL). The filtrate was concentrated and then re-dissolved in MeOH (677 mL) and left to stand for 1 hour. To the mixture was added water (169 mL) over 2 hours, and then the mixture was left to stand for 1 hour. The resulting solids were washed with a solution of MeOH and water (4:1, 170 mL, three times) and dried to afford methyl 2''-(hydroxymethyl)-4'-methoxy-2-methyl-4''-(trifluoromethyl)-1,1':3',1''-terphenyl-4-carboxylate.

Step 4: methyl 2''-(bromomethyl)-4'-methoxy-2-methyl-4''-(trifluoromethyl)-1,1':3',1''-terphenyl-4-carboxylate

To a 0 °C solution of methyl 2''-(hydroxymethyl)-4'-methoxy-2-methyl-4''-(trifluoromethyl)-1,1':3',1''-terphenyl-4-carboxylate (1.500 g, 3.49 mmol) in CH₂Cl₂ (14 mL) was added CBr₄ (2.429 g, 7.33 mmol), and then a solution of triphenyl phosphine (1.830 g, 6.98 mmol) in CH₂Cl₂ (15 mL). The solution was warmed to room temperature and stirred for twelve hours. The reaction was concentrated, and the residue was purified by flash chromatography on silica gel (0 to 25% EtOAc/hexanes) to afford methyl 2''-(bromomethyl)-4'-methoxy-2-methyl-4''-(trifluoromethyl)-1,1':3',1''-terphenyl-4-carboxylate. *R*_f = 0.59 (50% EtOAc/hexanes). LCMS = 494.8 (M+1)⁺. ¹H NMR (CDCl₃, 500 MHz) δ 7.95 (s, 1H), 7.89 (d, *J* = 8.0 Hz, 1H), 7.80 (s, 1H), 7.59 (d, *J* = 7.6 Hz, 1H), 7.40-7.33 (m, 3H), 7.21 (d, *J* = 2.3 Hz, 1H), 7.06 (d, *J* = 8.5 Hz, 1H), 4.44-4.39 (m, 2H), 3.93 (s, 3H), 3.82 (s, 3H), 2.37 (s, 3H).

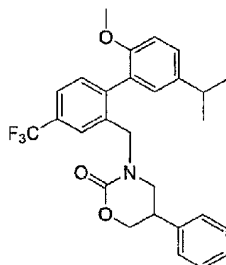
EXAMPLE 1



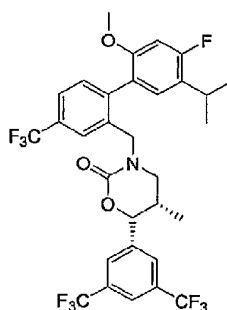
3-([5'-isopropyl-2'-methoxy-4-(trifluoromethyl)biphenyl-2-yl]methyl)-6-phenyl-1,3-oxazinan-2-one. A mixture of 3-[2-iodo-5-(trifluoromethyl)benzyl]-6-phenyl-1,3-oxazinan-2-one (Intermediate 1, 51 mg, 0.11 mmol), 2-methoxy-5-isopropylphenyl boronic acid (86 mg, 0.11 mmol), potassium carbonate (76 mg, 0.55 mmol) and palladium acetate (7.4 mg, 0.011 mmol) in acetone (5 mL) and H₂O (1 mL) was degassed and heated at reflux under N₂ for 1 h. The reaction mixture was concentrated, diluted with water (10 mL) and extracted with EtOAc (3 x 20 mL). The combined extracts were dried (Na₂SO₄) and concentrated *in vacuo* to give the crude product. This was purified by flash chromatography on silica gel (0-20% EtOAc in hexanes gradient) to afford 3-([5'-isopropyl-2'-methoxy-4-(trifluoromethyl)biphenyl-2-yl]methyl)-6-phenyl-1,3-oxazinan-2-one as a colorless solid. LCMS=484.2 (M+1)⁺. ¹H NMR present (500 MHz, CDCl₃): δ 7.69 (br d, J= 3.5 Hz, 1H), 7.62 (br d, J= 8.0 Hz, 1H), 7.41-7.30 (m, 5H), 7.28 (d, J=2.5 Hz, 1H), 7.26 (d, J=2.5 Hz, 1H), 7.02 (d, J=2.3 Hz, 1H), 6.92 (d, J= 8.5 Hz, 1H), 5.24 (dd, J= 9.6, 2.5 Hz, 1H), 4.68 (d, J= 3.2 Hz, 1H), 4.59 (d, J= 15.5 Hz, 1H), 3.81 (s, 3H), 3.18-3.04 (m, 1H), 3.04-2.88 (m, 2H), 2.11 (m, 1H), 2.02 (m, 1H), 1.12 (d, J= 7.1 Hz, 6H). The racemic material was separated by chiral HPLC using 15% IPA/heptane and an AD column.

EXAMPLE 1A

The compound below was made following the general procedure described in Example 1. LC/MS (M+1) is 462.0.



EXAMPLE 2



5 *syn*-6-[3,5-bis(trifluoromethyl)phenyl]-3-[[4'-fluoro-5'-isopropyl-2'-methoxy-4'-(trifluoromethyl)biphenyl-2-yl]-methyl]-5-methyl-1,3-oxazinan-2-one.

To a stirred suspension of sodium hydride (60% in oil; 18 mg, 0.45 mmol) in THF (6 mL) at 0 °C under an atmosphere of N₂ was added *syn* 6-[3,5-bis(trifluoromethyl)phenyl]-5-methyl-1,3-oxazinan-2-one (Intermediate 20; 97 mg, 0.30 mmol) portionwise. The resultant solution was stirred at 0 °C for 20 min

10 prior to the addition of a solution of 2'-{(bromomethyl)-4-fluoro-5-isopropyl-2-methoxy-4'-(trifluoromethyl)biphenyl (Intermediate 13; 122 mg, 0.30 mmol) in THF (1 mL). The reaction was allowed to warm to room temperature and stirred for 14 h. The reaction was quenched with H₂O and was partitioned between H₂O (15 mL) and EtOAc (25 mL). The aqueous layer was re-extracted with EtOAc (3 x 25 mL) and the combined extracts were washed with brine (25 mL), dried (MgSO₄), filtered and

15 concentrated *in vacuo*. The residue was purified by flash silica gel chromatography (0-10% EtOAc/hexanes gradient) to afford *syn*-3-[[4'-fluoro-5'-isopropyl-2'-methoxy-4'-(trifluoromethyl)biphenyl-2-yl]methyl]-5-methyl-6-phenyl-1,3-oxazinan-2-one as a white solid. LCMS = 652.4 (M+1)⁺. ¹H NMR (CDCl₃, 500 MHz, 1:1 mixture of atropisomers): δ 7.85 (s, 1H), 7.83 (s, 1H), 7.79 (s, 1H), 7.35-7.31 (m, 1H), 7.01-6.97 (m, 1H), 5.50 (br s, 0.5H), 5.37 (br s, 0.5H), 4.76 (d, *J*= 15.6

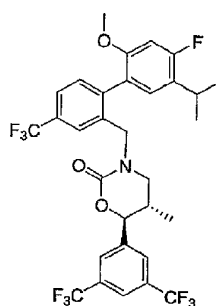
20 Hz, 0.5H), 4.59 (d, *J*= 15.6 Hz, 1H), 4.51 (d, *J*=15.8 Hz, 1H), 4.44 (d, *J*=15.5 Hz), 3.49 (dd, *J*=11.8, 4.9

Hz, 0.5 H), 3.41 (dd, $J=11.8, 4.9$ Hz, 0.5 H), 3.25 (m, 1H), 2.87 (d, $J=11.6$ Hz, 1H), 2.74 (d, $J=11.6$ Hz), 2.41-2.30 (m, 1H), 1.22 (m, 6H), 0.84 (d, $J=7.0$ Hz, 1.5H), 0.79 (d, $J=6.9$ Hz, 1H). The racemic material was separated by chiral HPLC using 3% IPA/heptane and an AD column.

5

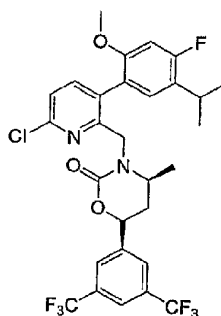
EXAMPLE 3

The compound below was made using the method described in Example 2. LC/MS ($M+1$) is 652.4.



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EXAMPLE 4



15 (4*S*, 6*S*)-6-[3,5-bis(trifluoromethyl)phenyl]-3-[[6-chloro-3-(4-fluoro-5-isopropyl-2-methoxyphenyl)pyridine-2-yl]methyl]-4-methyl-1,3-oxazinan-2-one.

A mixture of (4*S*, 6*S*)-6-[3,5-bis(trifluoromethyl)phenyl]-3-[(3-bromo-6-chloropyridin-2-yl)methyl]-4-methyl-1,3-oxazinan-2-one (Intermediate 2, 49 mg, 0.092 mmol), (4-fluoro-5-isopropyl-2-methoxyphenyl)boronic acid (Intermediate 6, 21 mg, 0.101 mmol) and 1,1-

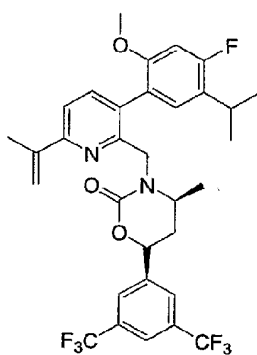
20 *bis*(*di*^{*t*}butylphosphino)ferrocene palladium dichloride (6 mg, 0.0092 mmol) in aqueous potassium

carbonate/THF (3 mL, 3 mL) was heated at reflux for 2 h under N₂. After cooling to room temperature, the aqueous phase was separated and extracted with EtOAc (3x 20 mL). The combined organic layers were dried (Na₂SO₄) and concentrated *in vacuo* to give the crude product. This was purified by flash chromatography on silica gel (0-15% EtOAc in hexanes gradient) to afford (4*S*, 6*S*)-6-[3,5-

- 5 *bis*(trifluoromethyl)phenyl]-3-[[6-chloro-3-(4-fluoro-5-isopropyl-2-methoxyphenyl)pyridin-2-yl]methyl]-4-methyl-1,3-oxazinan-2-one as a colorless oil. LCMS = 619.0 (M+1)⁺. ¹H NMR (CDCl₃, 500 MHz): δ 7.88 (br s, 2H), 7.84 (s, 1H), 7.68 (brs, 2 H), 7.49 (d, *J* = 8.0 Hz, 1 H), 7.31 (d, *J* = 8.0 Hz, 1 H), 7.28 (br s, 1H), 6.71 (d, *J* = 12.1 Hz, 1H), 5.88 (brs, 1H), 5.25 (br d, *J* = 16.7 Hz, 1H), 4.21 (br m, 2 H), 3.95 (br m, 2 H), 3.81 (s, 3H), 3.21 (m, 1H), 2.39 (m, 2H), 1.92 (m, 1H), 2.11 (3H, s), 1.29 (br d, 9H).

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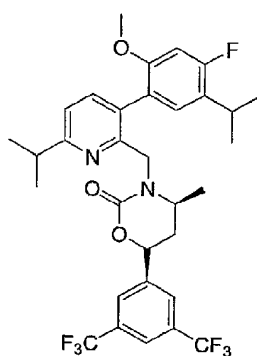
EXAMPLE 5



(4*S*, 6*S*)-6-[3,5-*bis*(trifluoromethyl)phenyl]-3-[[3-(4-fluoro-5-isopropyl-2-methoxyphenyl)-6-

- 15 *isopropenyl*pyridin-2-yl]methyl]-4-methyl-1,3-oxazinan-2-one.
A mixture of (4*S*, 6*S*)-6-[3,5-*bis*(trifluoromethyl)phenyl]-3-[[6-chloro-3-(4-fluoro-5-isopropyl-2-methoxyphenyl)pyridin-2-yl]methyl]-4-methyl-1,3-oxazinan-2-one (Example 4, 16 mg, 0.026 mmol), isopropenyl boronic acid (22 mg, 0.26 mmol) and 1,1-*bis*(*di*butylphosphino)ferrocene palladium dichloride (2 mg, 0.0026 mmol) in aqueous potassium carbonate/THF (1 mL, 1 mL) was heated at reflux
20 for 2.5 h under N₂. After cooling to room temperature, the aqueous phase was separated and extracted with EtOAc (3x 20 mL). The combined organic layers were dried (Na₂SO₄) and concentrated *in vacuo* to give the crude product. This was purified by flash chromatography on silica gel (0-15% EtOAc in hexanes gradient) to afford (4*S*, 6*S*)-6-[3,5-*bis*(trifluoromethyl)phenyl]-3-[[3-(4-fluoro-5-isopropyl-2-methoxyphenyl)-6-isopropenylpyridin-2-yl]methyl]-4-methyl-1,3-oxazinan-2-one. LCMS = 625.2
25 (M+1)⁺. ¹H NMR (CDCl₃, 500 MHz): δ 7.85 (br s, 3H), 7.51 (m, 2H), 7.05 (m, 1H), 6.71 (d, *J* = 11.9 Hz, 1H), 5.98 (br s, 1H), 5.35 (br s, 1H), 5.31 (br m, 1H), 4.32 (br m, 1H), 3.79 (s, 3H), 3.22 (br m, 1H), 2.28 (s, 3H), 1.89 (m, 2H), 1.27 (br m, 9H).

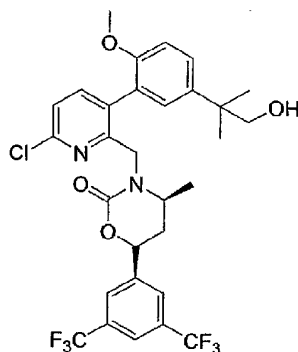
EXAMPLE 6



(4*S*, 6*S*)-6-[3,5-*bis*(trifluoromethyl)phenyl]-3-{[3-(4-fluoro-5-isopropyl-2-methoxyphenyl)-6-isopropenylpyridin-2-yl]methyl}-4-methyl-1,3-oxazinan-2-one.

A solution of (4*S*, 6*S*)-6-[3,5-*bis*(trifluoromethyl)phenyl]-3-{[3-(4-fluoro-5-isopropyl-2-methoxyphenyl)-6-isopropenylpyridin-2-yl]methyl}-4-methyl-1,3-oxazinan-2-one (Example 5, 8.0 mg, 0.011 mmol) in EtOH (2 mL) was charged with hydrogen at 1 atm with catalytic amount of Pd/C. The mixture was stirred at room temperature for 1 h. The mixture was filtered through Celite and concentrated. The title compound was obtained after flash chromatography on silica gel using EtOAc:hexane 10:90 as the elute to afford 4*S*, 6*S*)-6-[3,5-*bis*(trifluoromethyl)phenyl]-3-{[3-(4-fluoro-5-isopropyl-2-methoxyphenyl)-6-isopropenylpyridin-2-yl]methyl}-4-methyl-1,3-oxazinan-2-one. LCMS = 627.2 ($M+1$)⁺. ¹H NMR (CDCl₃, 500 MHz): δ 7.86 (s, 3H), 7.68 (brs, 1 H), 7.18 (brs, 1H), 7.14 (br m, 1H), 6.71 (d, $J=11.9$ Hz, 1H), 5.31-5.27 (m, 2H), 4.31-4.24 (m, 2H), 3.80 (s, 3H), 2.21 (m, 1H), 1.82 (m, 1H), 1.26 (br s, 3H), 1.21 (br m, 12H).

EXAMPLE 7

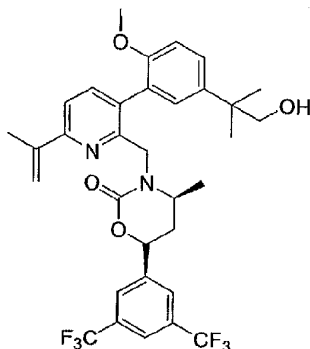


(4S, 6S)-6-[3,5-bis(trifluoromethyl)phenyl]-3-({6-chloro-3-[5-(2-hydroxy-1,1-dimethylethyl)-2-methoxyphenyl]pyridine-2-yl}methyl)-4-methyl-1,3-oxazinan-2-one.

- 5 A mixture of (4S, 6S)-6-[3,5-bis(trifluoromethyl)phenyl]-3-[(3-bromo-6-chloropyridin-2-yl)methyl]-4-methyl-1,3-oxazinan-2-one (Intermediate 2, 32 mg, 0.06 mmol), 2-[4-methoxy-3-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)phenyl]-2-methylpropan-1-ol (Intermediate x, 18 mg, 0.06 mmol) and 1,1-bis(*di*butylphosphino)ferrocene palladium dichloride (4 mg, 0.006 mmol) in aqueous potassium carbonate/THF (3 mL, 3 mL) was heated at reflux for 2 h under N₂. After cooling to room temperature,
- 10 the aqueous phase was separated and extracted with EtOAc (3x 20 mL). The combined organic layers were dried (Na₂SO₄) and concentrated *in vacuo* to give the crude product. This was purified by flash chromatography on silica gel (0-15% EtOAc in hexanes gradient) to (4S, 6S)-6-[3,5-bis(trifluoromethyl)phenyl]-3-({6-chloro-3-[5-(2-hydroxy-1,1-dimethylethyl)-2-methoxyphenyl]pyridine-2-yl}methyl)-4-methyl-1,3-oxazinan-2-one as a colorless oil. LCMS = 631.1 (M+1)⁺. ¹H NMR (CDCl₃,
- 15 500 MHz, 1:1 mixture of atoisomers): δ 7.87 (br s, 2H), 7.82 (s, 1H), 7.58 (brs, 1 H), 7.44 (br d, *J*= 6.8 Hz, 1H), 7.32 (brs, 1H), 7.24 (brs, 1H), 7.02 (d, *J*=8.7 Hz, 1H), 5.62—5.41 (br m, 0.5 H), 5.26-5.20 (brm, 0.5H), 5.16-5.11 (brm, 1H), 4.34 (brm, 3H), 3.80 (s, 3H), 3.62-3.44 (brm, 3 H), 1.34 (brs, 3H), 1.22 (brm, 6H).

EXAMPLE 10

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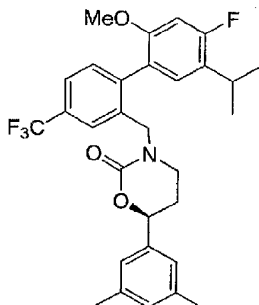


(4S, 6S)-6-[3,5-bis(trifluoromethyl)phenyl]-3-({3-[5-(2-hydroxy-1,1-dimethylethyl)-2-methoxyphenyl]-6-isopropenylpyridin-2-yl}methyl)-4-methyl-1,3-oxazinan-2-one.

- 5 A mixture of (4S, 6S)-6-[3,5-bis(trifluoromethyl)phenyl]-3-({6-chloro-3-[5-(2-hydroxy-1,1-dimethylethyl)-2-methoxyphenyl]pyridine-2-yl}methyl)-4-methyl-1,3-oxazinan-2-one (Example 10, 8 mg, 0.013 mmol), isopropenyl boronic acid (12 mg, 0.14 mmol) and 1,1-bis(*di*butylphosphino)ferrocene palladium dichloride (1 mg, 0.0013 mmol) in aqueous potassium carbonate/THF (1 mL, 1 mL) was heated at reflux for 2.5 h under N₂. After cooling to room temperature, the aqueous phase was separated
- 10 and extracted with EtOAc (3x 15 mL). The combined organic layers were dried (Na₂SO₄) and concentrated *in vacuo* to give the crude product. This was purified by flash chromatography on silica gel (0-15% EtOAc in hexanes gradient) to afford (4S, 6S)-6-[3,5-bis(trifluoromethyl)phenyl]-3-({3-(4-fluoro-5-isopropenyl-2-methoxyphenyl)-6-isopropenylpyridin-2-yl}methyl)-4-methyl-1,3-oxazinan-2-one. LCMS = 637.2 (M+1)⁺. ¹H NMR (CDCl₃, 500 MHz, 1:1 mixture of atoisomers): δ 7.87 (br s, 2H), 7.81 (s, 1H), 7.60 (brs, 1H), 7.44 (br d, *J* = 6.8 Hz, 1H), 7.35 (brs, 1H), 7.21 (brs, 1H), 7.01 (d, *J* = 8.7 Hz, 1H), 5.16-5.11 (brm, 1H), 4.31 (brm, 3H), 3.76 (s, 3H), 3.61-3.46 (brm, 3H), 1.34 (brs, 3H), 1.32 (brm, 6H), 1.20 (br s, 6H).
- 15

EXAMPLE 11

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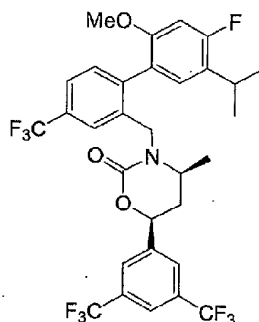


(6S)-6-(3,5-dimethylphenyl)-3-({[4'-fluoro-5'-isopropyl-2'-methoxy-4-(trifluoromethyl)biphenyl-2-yl]methyl}-1,3-oxazinan-2-one

- 5 To a stirred suspension of sodium hydride (60% in oil; 7.4 mg; 0.185 mmol) in THF (1.5 mL) at 0°C under N₂ was added a solution of (6S)-6-(3,5-dimethylphenyl)-1,3-oxazinan-2-one (Intermediate 21; 30 mg; 0.148 mmol) in THF (2 mL) dropwise. The reaction was stirred at 0°C for 20 min prior to addition of 2'-(bromomethyl)-4-fluoro-5-isopropyl-2-methoxy-4'-(trifluoromethyl)biphenyl (Intermediate 13; 50 mg; 0.123 mmol) as a solution in THF (1.5 mL). The reaction was allowed to warm to room temperature and stirred for 72 h, then quenched with H₂O and partitioned between EtOAc (25 mL) and H₂O (10 mL).
 10 The aqueous layer was extracted with EtOAc (3 x 25 mL). The combined organic layers were washed with brine (25 mL), dried over MgSO₄, filtered, and concentrated *in vacuo*. The crude product was purified first by flash silica gel chromatography (0-25% EtOAc/hexanes gradient) and then by chiral HPLC (Chiralpak AD column; 15% IPA/heptane) to afford (6S)-6-(3,5-dimethylphenyl)-3-({[4'-fluoro-5'-isopropyl-2'-methoxy-4-(trifluoromethyl)biphenyl-2-yl]methyl}-1,3-oxazinan-2-one as a clear oil.
 15 LCMS = 530.3 (M+1)⁺. ¹H NMR (CDCl₃, 500 MHz): δ 7.66 (d, *J* = 7.8 Hz, 1 H), 7.61 (d, *J* = 8 Hz, 1 H), 7.34 (d, *J* = 8 Hz, 1 H), 7.01-6.96 (m, 4 H), 6.70 (d, *J* = 12.1 Hz, 1 H), 5.23-5.13 (m, 1 H), 4.66-4.49 (m, 2 H), 3.78 (s, 3 H), 3.26-3.20 (m, 1 H), 3.17-3.06 (m, 1 H), 3.01-2.93 (m, 1 H), 2.34 (s, 6 H), 2.18-2.13 (m, 1 H), 2.09-2.02 (m, 1 H), 1.29-1.24 (m, 6 H).

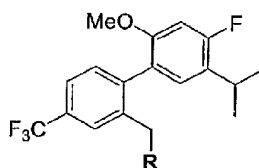
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EXAMPLE 12

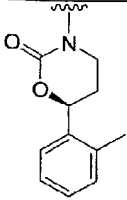
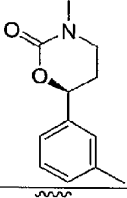
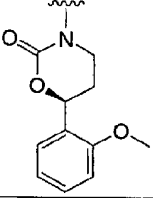
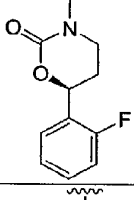
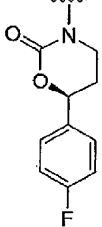


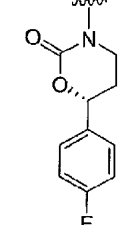
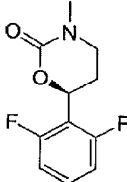
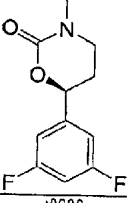
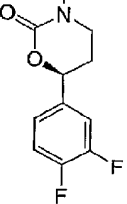
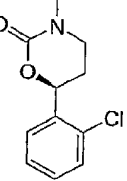
(4S,6S)-6-[3,5-bis(trifluoromethyl)phenyl]-3-([4'-fluoro-5'-isopropyl-2'-methoxy-4-(trifluoromethyl)biphenyl-2-yl]methyl)-4-methyl-1,3-oxazinan-2-one

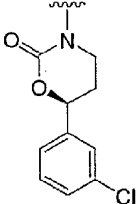
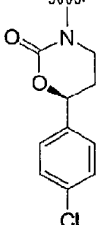
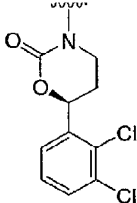
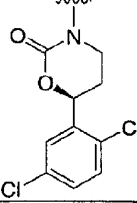
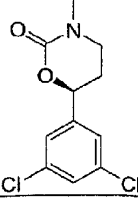
- 5 To a stirred solution of 2'-(bromomethyl)-4-fluoro-5-isopropyl-2-methoxy-4'-(trifluoromethyl)biphenyl (Intermediate 13; 61.7 mg; 0.152 mmol) and (4S,6S)-6-[3,5-bis(trifluoromethyl)phenyl]-4-methyl-1,3-oxazinan-2-one (Intermediate 22; 41.5 mg; 0.127 mmol) in DMF (1 mL) under an atmosphere of N₂ was added potassium *tert*-butoxide (14.2 mg; 0.127 mmol). The reaction stirred at room temperature for 1 h and was quenched with sat. NH₄Cl. The reaction was partitioned between EtOAc (15 mL) and sat.
- 10 NH₄Cl (10 mL). The aqueous layer was re-extracted with EtOAc (4 x 25 mL), and the combined extracts were washed with brine, dried (MgSO₄), filtered and concentrated *in vacuo*. The residue was purified by flash silica gel chromatography (0-10% EtOAc/hexanes gradient) to afford (4S,6S)-6-[3,5-bis(trifluoromethyl)phenyl]-3-([4'-fluoro-5'-isopropyl-2'-methoxy-4-(trifluoromethyl)biphenyl-2-yl]methyl)-4-methyl-1,3-oxazinan-2-one as a white solid. LCMS = 652.3 (M+1)⁺. ¹H NMR (CDCl₃,
- 15 500 MHz, mixture of atropisomers): δ 7.87 (s, 2 H), 7.79 (s, 1 H), 7.65 (s, 1 H), 7.62-7.59 (m, 1 H), 7.36-7.32 (m, 1 H), 7.03 (d, *J* = 10.9 Hz, 1 H), 6.70 (d, *J* = 11.9 Hz, 1 H), 5.21 (d, *J* = 10.5 Hz, 1H), 5.10 (d, *J* = 16.3 Hz, 1 H), 4.39 (d, *J* = 16 Hz, 1 H), 3.78 (s, 3 H), 3.45-3.37 (m, 1 H), 3.25-3.18 (m, 1 H), 2.32-2.22 (m, 1 H), 1.91-1.78 (m, 1 H), 1.27-1.21 (m, 6 H), 1.02 (d, *J* = 6.2 Hz, 3 H).
- 20 The compounds in Table 1 were prepared by methods analogous to those described in Examples 11-12.



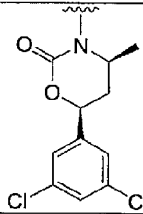
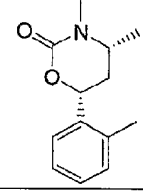
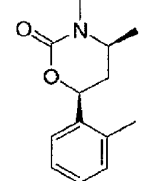
EXAMPLE	R	LCMS (M+1) ⁺
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13		516.3
14		516.4
15		532.2
16		520.2
17		520.3

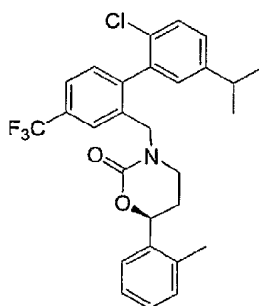
18		520.3
19		538.2
20		538.4
21		538.4
22		536.3

23		536.3
24		536.3
25		570.2
26		570.2
27		570.3

28		570.3
29		638.4
30		566.3
31		584.3
32		584.3

33		584.1
34		530.2
35		530.2

EXAMPLE 36



5

(6S)-3-({[2'-chloro-5'-isopropyl-4-(trifluoromethyl)biphenyl-2-yl]methyl}-6-(2-methylphenyl)-1,3-oxazinan-2-one

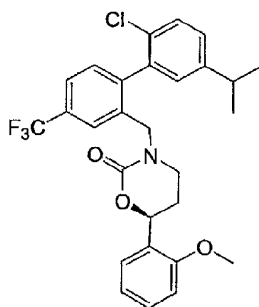
(6S)-6-(2-methylphenyl)1,3-oxazinan-2-one (prepared from ethyl-4-(2-methylphenyl)-4-oxobutylate by a procedure analogous to that reported for Intermediate 21; 20 mg; 0.10 mmol) was treated with sodium

- 61 -

hydride (60% in oil; 8.0 mg; 0.20 mmol) and 2-(bromomethyl)-2'-chloro-5'-isopropyl-4-(trifluoromethyl)biphenyl (Intermediate 27; 41 mg; 0.10 mmol) as described in Example 11 to afford (6S)-3-{{[2'-chloro-5'-isopropyl-4-(trifluoromethyl)biphenyl-2-yl]methyl}-6-(2-methylphenyl)-1,3-oxazinan-2-one as a white solid. LCMS = 502.1 (M+1)⁺. ¹H NMR (CDCl₃, 500 MHz, mixture of atropisomers): δ 7.78 (s, 1 H), 7.67-7.64 (m, 1 H), 7.48 (d, J = 8.1 Hz, 1 H), 7.45 (s, 1 H), 7.40-7.37 (m, 1 H), 7.28-7.24 (m, 3 H), 7.19-7.17 (m, 1 H), 7.11 (dd, J = 8, 2.1 Hz, 1 H), 5.51 (dd, J = 9.9, 2.8 Hz, 1 H), 4.69 (d, J = 15.8 Hz, 1 H), 4.45 (d, J = 15.8 Hz, 1 H), 3.31-3.21 (m, 1 H), 3.14-3.10 (m, 1 H), 2.98-2.93 (m, 1 H), 2.35 (s, 3 H), 2.20-2.15 (m, 1 H), 2.14-2.04 (m, 1 H), 1.29 (d, J = 6.9 Hz, 6 H).

10

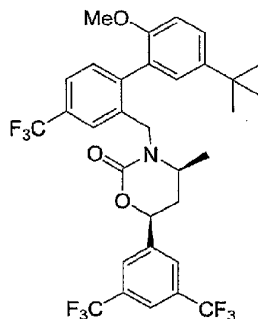
EXAMPLE 37



(6S)-3-{{[2'-chloro-5'-isopropyl-4-(trifluoromethyl)biphenyl-2-yl]methyl}-6-(2-methoxyphenyl)-1,3-oxazinan-2-one
 (6S)-6-(2-methoxyphenyl)-1,3-oxazinan-2-one (prepared from ethyl 4-(2-methoxyphenyl)-4-oxobutylate by a procedure analogous to that reported for Intermediate 21; 20 mg; 0.10 mmol) was treated with sodium hydride (60% in oil; 8.0 mg; 0.20 mmol) and 2-(bromomethyl)-2'-chloro-5'-isopropyl-4-(trifluoromethyl)biphenyl (Intermediate 27; 39 mg; 0.10 mmol) as described in Example 11 to afford (6S)-3-{{[2'-chloro-5'-isopropyl-4-(trifluoromethyl)biphenyl-2-yl]methyl}-6-(2-methoxyphenyl)-1,3-oxazinan-2-one as a white solid. LCMS = 518.1 (M+1)⁺. ¹H NMR (CDCl₃, 500 MHz, mixture of atropisomers): δ 7.76 (s, 1 H), 7.64 (d, J = 8.1 Hz, 1 H), 7.50 (d, J = 6.4 Hz, 1 H), 7.44 (s, 1 H), 7.37-7.35 (m, 1 H), 7.34-7.30 (m, 1 H), 7.26-7.24 (m, 1 H), 7.09 (dd, J = 7.8, 2.3 Hz, 1 H), 7.06-7.00 (m, 1 H), 6.90 (d, J = 8.2 Hz, 1 H), 5.66 (dd, J = 8.7, 3.0 Hz, 1 H), 4.71 (d, J = 15.8 Hz, 1 H), 4.39 (d, J = 15.8 Hz, 1 H), 3.85 (s, 3 H), 3.25-3.17 (m, 1 H), 3.09-3.04 (m, 1 H), 2.97-2.92 (m, 1 H), 2.31-2.25 (m, 1 H), 2.06-1.99 (m, 1 H), 1.28 (d, J = 7.1 Hz, 6 H).

25

EXAMPLE 38

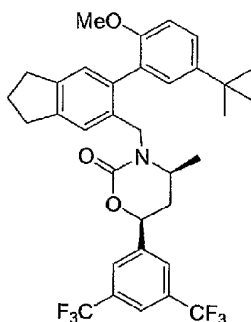


(4S,6S)-6-[3,5-bis(trifluoromethyl)phenyl]-3-[[5'-tert-butyl-2'-methoxy-4-(trifluoromethyl)biphenyl-2-yl]methyl]-4-methyl-1,3-oxazinan-2-one

- 5 (4S,6S)-6-[3,5-bis(trifluoromethyl)phenyl]-3-[2-iodo-5-(trifluoromethyl)benzyl]-4-methyl-1,3-oxazinan-2-one (Intermediate 23; 25 mg; 0.041 mmol), (5-tert-butyl-2-methoxyphenyl)boronic acid (11.1 mg; 0.053 mmol), 1-1'-bis(di-tert-butylphosphino)ferrocene palladium dichloride (2.7 mg; 0.0041 mmol), 1 N K₂CO₃ (1.2 mL) and THF (1.2 mL) were combined in a sealed tube and heated at 80°C for 1.5 h. The reaction was diluted with H₂O (10 mL) and extracted with EtOAc (3 x 10 mL). The combined extracts
- 10 were washed with brine (10 mL), dried (Na₂SO₄), filtered and concentrated *in vacuo*. The residue was purified by flash silica gel chromatography (0-30% EtOAc/hexanes gradient) to afford (4S,6S)-6-[3,5-bis(trifluoromethyl)phenyl]-3-[[5'-tert-butyl-2'-methoxy-4-(trifluoromethyl)biphenyl-2-yl]methyl]-4-methyl-1,3-oxazinan-2-one as a white solid. LCMS = 648.0 (M+1)⁺. ¹H NMR (CDCl₃, 500 MHz, mixture of atropisomers): δ 7.86-7.83 (m, 2 H), 7.78 (s, 1 H), 7.68 (s, 1 H), 7.63-7.59 (m, 1 H), 7.44-7.36
- 15 (m, 2 H), 7.18 (dd, *J* = 6.7, 2.4 Hz, 1 H), 6.94 (d, *J* = 8.7 Hz, 1 H), 5.20 (d, *J* = 16 Hz, 1 H), 5.16 (d, *J* = 11.2 Hz, 1 H), 4.38 (d, *J* = 15.8 Hz, 1 H), 3.80 (s, 3 H), 3.41-3.34 (m, 1 H), 2.29-2.24 (m, 1 H), 1.88-1.81 (m, 1 H), 1.32 (s, 9 H), 1.02 (d, *J* = 6.2 Hz, 3 H).

EXAMPLE 39

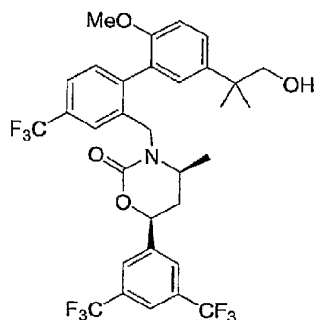
20



(4S,6S)-6-[3,5-bis(trifluoromethyl)phenyl]-3-[[6-(5-tert-butyl-2-methoxyphenyl)-2,3-dihydro-1H-inden-5-yl]methyl]-4-methyl-1,3-oxazinan-2-one

- 5 (4S,6S)-6-[3,5-bis(trifluoromethyl)phenyl]-3-[[6-(5-tert-butyl-2-methoxyphenyl)-2,3-dihydro-1H-inden-5-yl]methyl]-4-methyl-1,3-oxazinan-2-one (Intermediate 25; 25 mg; 0.043 mmol) was treated with (5-tert-butyl-2-methoxyphenyl)boronic acid (11.6 mg; 0.056 mmol), 1-1'-bis(di-tert-butylphosphino)ferrocene palladium dichloride (2.8 mg; 0.0043 mmol), 1 N K₂CO₃ (1.2 mL) and THF (1.2 mL) as described in Example 38 to afford (4S,6S)-6-[3,5-bis(trifluoromethyl)phenyl]-3-[[6-(5-tert-butyl-2-methoxyphenyl)-2,3-dihydro-1H-inden-5-yl]methyl]-4-methyl-1,3-oxazinan-2-one as a clear glass. LCMS = 620.1 (M+1)⁺. ¹H NMR (CDCl₃, 500 MHz, mixture of atropisomers): δ 7.84-7.82 (m, 2 H), 7.75 (s, 1 H), 7.36 (dd, J = 8.5, 2.6 Hz, 1 H), 7.31 (s, 1 H), 7.22 (d, J = 2.5 Hz, 1 H), 7.12 (s, 1 H), 6.91 (d, J = 8.7 Hz, 1 H), 5.22 (d, J = 15.4 Hz, 1 H), 5.13 (d, J = 10.3 Hz, 1 H), 4.22 (d, J = 15.5 Hz, 1 H), 3.81 (s, 3 H), 3.41-3.32 (m, 1 H), 2.99-2.93 (m, 4 H), 2.24-2.20 (m, 1 H), 2.16-2.11 (m, 2 H), 1.82-1.75 (m, 1 H), 1.31 (s, 9 H), 1.02 (d, J = 6.1 Hz, 3 H).
- 15

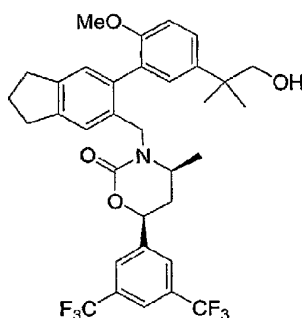
EXAMPLE 40



- 64 -

- (4*S*,6*S*)-6-[3,5-bis(trifluoromethyl)phenyl]-3-([5'-(2-hydroxy-1,1-dimethylethyl)-2'-methoxy-4-(trifluoromethyl)biphenyl-2-yl]methyl)-4-methyl-1,3-oxazinan-2-one
- (4*S*,6*S*)-6-[3,5-bis(trifluoromethyl)phenyl]-3-[2-iodo-5-(trifluoromethyl)benzyl]-4-methyl-1,3-oxazinan-2-one (Intermediate 23; 30 mg; 0.049 mmol) was treated with 2-[4-methoxy-3-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)phenyl]-2-methylpropan-1-ol (Intermediate 26; 20 mg; 0.065 mmol), 1-1'-bis(di *tert*-butylphosphino)ferrocene palladium dichloride (3.2 mg; 0.0049 mmol), 1 N K₂CO₃ (1.2 mL) and THF (1.2 mL) as described in Example 38 to afford (4*S*,6*S*)-6-[3,5-bis(trifluoromethyl)phenyl]-3-([5'-(2-hydroxy-1,1-dimethylethyl)-2'-methoxy-4-(trifluoromethyl)biphenyl-2-yl]methyl)-4-methyl-1,3-oxazinan-2-one as a clear glass. LCMS = 664.0 (M+1)⁺. ¹H NMR (CDCl₃, 500 MHz, mixture of atropisomers): δ 7.86-7.80 (m, 2 H), 7.76 (s, 1 H), 7.67-7.61 (m, 2 H), 7.41-7.37 (m, 2 H), 7.21 (d, *J* = 2.3 Hz, 1 H), 6.96 (d, *J* = 8.7 Hz, 1 H), 5.38 (d, *J* = 15.5 Hz, 1 H), 4.95 (d, *J* = 11 Hz, 1 H), 4.09 (d, *J* = 15.5 Hz, 1 H), 3.81 (s, 3 H), 3.65-3.63 (m, 1 H), 3.58-3.55 (m, 1 H), 3.41-3.35 (m, 1 H), 2.25-2.20 (m, 1 H), 1.80-1.72 (m, 1 H), 1.28-1.25 (m, 6 H), 1.07-1.03 (m, 3 H).

EXAMPLE 41

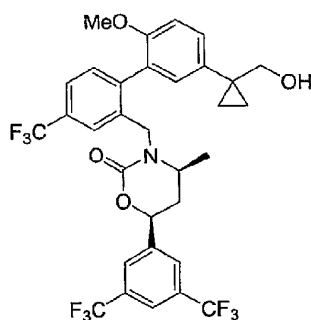


- (4*S*,6*S*)-6-[3,5-bis(trifluoromethyl)phenyl]-3-([6-[5-(2-hydroxy-1,1-dimethylethyl)-2-methoxyphenyl]-2,3-dihydro-1*H*-inden-5-yl]methyl)-4-methyl-1,3-oxazinan-2-one
- (4*S*,6*S*)-6-[3,5-bis(trifluoromethyl)phenyl]-3-[(6-iodo-2,3-dihydro-1*H*-inden-5-yl)methyl]-4-methyl-1,3-oxazinan-2-one (Intermediate 25; 30 mg; 0.052 mmol) was treated with 2-[4-methoxy-3-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)phenyl]-2-methylpropan-1-ol (Intermediate 26; 20 mg; 0.067 mmol), 1-1'-bis(di *tert*-butylphosphino)ferrocene palladium dichloride (3.4 mg; 0.0052 mmol), 1 N K₂CO₃ (1.2 mL) and THF (1.2 mL) as described in Example 38 to afford (4*S*,6*S*)-6-[3,5-bis(trifluoromethyl)phenyl]-3-([6-[5-(2-hydroxy-1,1-dimethylethyl)-2-methoxyphenyl]-2,3-dihydro-1*H*-inden-5-yl]methyl)-4-methyl-1,3-oxazinan-2-one as a clear glass. LCMS = 636.1 (M+1)⁺. ¹H NMR (CDCl₃, 500 MHz, mixture of

atropisomers): δ 7.84-7.79 (m, 2 H), 7.75 (s, 1 H), 7.33 (dd, $J = 8.7, 2.5$ Hz, 1 H), 7.29 (s, 1 H), 7.23 (d, $J = 2.3$ Hz, 1 H), 7.13 (s, 1 H), 6.95-6.92 (m, 1 H), 5.41 (d, $J = 15.3$ Hz, 1H), 4.93 (d, $J = 10.5$ Hz, 1H), 3.93 (d, $J = 15.4$ Hz, 1H), 3.81 (s, 3 H), 3.65-3.61 (m, 1 H), 3.57-3.54 (m, 1 H), 3.44-3.36 (m, 1 H), 2.99-2.94 (m, 4 H), 2.20-2.10 (m, 3 H), 1.76-1.64 (m, 1 H), 1.33-1.25 (m, 6 H), 1.05-1.02 (m, 3 H).

5

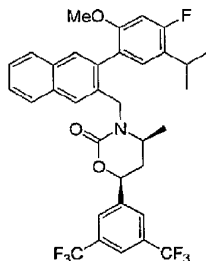
EXAMPLE 42



- 10 (4S,6S)-6-[3,5-bis(trifluoromethyl)phenyl]-3-[[5'-[1-(hydroxymethyl)cyclopropyl]-2'-methoxy-4-(trifluoromethyl)biphenyl-2-yl]methyl]-4-methyl-1,3-oxazinan-2-one
 (4S,6S)-6-[3,5-bis(trifluoromethyl)phenyl]-3-[2-iodo-5-(trifluoromethyl)benzyl]-4-methyl-1,3-oxazinan-2-one (Intermediate 23; 28 mg; 0.046 mmol) was treated with {1-[4-methoxy-3-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)phenyl]cyclopropyl} methanol (Intermediate 28; 18 mg; 0.060 mmol), 1-1'-
 15 bis(di *tert*-butylphosphino) ferrocene palladium dichloride (3.0 mg; 0.0046 mmol), 1 N K₂CO₃ (2 mL) and THF (2 mL) as described in Example 38 to afford (4S,6S)-6-[3,5-bis(trifluoromethyl)phenyl]-3-[[5'-[1-(hydroxymethyl)cyclopropyl]-2'-methoxy-4-(trifluoromethyl)biphenyl-2-yl]methyl]-4-methyl-1,3-oxazinan-2-one as a white solid. LCMS = 662.0 (M+1)⁺. ¹H NMR (CDCl₃, 500 MHz, mixture of
 20 atropisomers): δ 7.86-7.82 (m, 2 H), 7.76 (s, 1 H), 7.66-7.61 (m, 2 H), 7.40-7.37 (m, 1 H), 7.27-7.24 (m, 2 H), 6.96-6.93 (m, 1 H), 5.40 (d, $J = 15.6$ Hz, 1H), 4.91 (d, $J = 10.5$ Hz, 1H), 4.11 (d, $J = 15.6$ Hz, 1H), 3.91 (s, 3 H), 3.68-3.56 (m, 2 H), 3.39-3.32 (m, 1 H), 2.24-2.16 (m, 1 H), 1.80-1.64 (m, 1 H), 1.05 (d, $J = 6.2$ Hz, 3 H), 0.88-0.74 (m, 4 H).

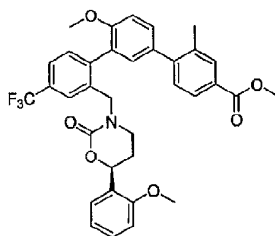
EXAMPLE 43

- 25 The compound below was prepared by methods analogous to those described in Examples 11-12. LC/MS (M+1) is 633.9.



EXAMPLE 44

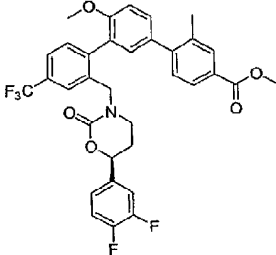
5



methyl 4'-methoxy-2"-{[(6S)-6-(2-methoxyphenyl)-2-oxo-1,3-oxazinan-3-yl]methyl}-2-methyl-4"-
(trifluoromethyl)-1,1':3',1''-terphenyl-4-carboxylate

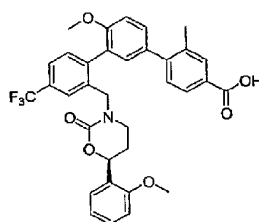
- 10 To a solution of (6S)-6-(2-methoxyphenyl)-1,3-oxazinan-2-one (31.6 mg, 0.152 mmol) in DMF (1.5 mL) was added *t*-BuOK (16.5 mg, 0.144 mmol). The reaction was stirred for 15 minutes, then a solution of 2"-
 (bromomethyl)-4'-methoxy-2-methyl-4"- (trifluoromethyl)-1,1':3',1''-terphenyl-4-carboxylate (75 mg, 0.152 mmol) in DMF (1.5 mL) was added via cannula. The reaction was stirred at room temperature for
 1 hour, and then quenched with saturated NH₄Cl solution (10 mL), diluted with EtOAc (20 mL), washed
 15 with brine (10 mL), dried over Na₂SO₄, filtered, and concentrated. The residue was purified by silica gel chromatography (10 to 50% EtOAc/hexanes) to afford methyl 4'-methoxy-2"-{[(6S)-6-(2-
 methoxyphenyl)-2-oxo-1,3-oxazinan-3-yl]methyl}-2-methyl-4"- (trifluoromethyl)-1,1':3',1''-terphenyl-4-
 carboxylate. LCMS = 619.8 (M+1)⁺. ¹H NMR (CDCl₃, 500 MHz, rotamers present) δ 7.78-7.94 (m, 2H),
 7.68 (s, 1H), 7.60 (t, *J* = 9.0 Hz, 1H), 7.25-7.44 (m, 5H), 6.79-7.15 (m, 4H), 5.58 (dd, *J* = 9.2, 2.5 Hz),
 20 5.32 (dd, *J* = 9.2, 2.5 Hz), 4.76 (d, *J* = 15.3 Hz, 1H), 4.57 (d, *J* = 15.3 Hz), 4.48 (d, *J* = 15.6 Hz), 3.92 (s,
 3H), 3.86 (s), 3.84 (s), 3.80 (s), 3.65 (s), 2.88-3.16 (m, 2H), 2.35 (s), 2.32(s), 1.85-2.20 (m, 2H).

In a similar manner, the following compound was synthesized:

Compound	Molecular structure	LCMS (M+1) ⁺
45		626.1

5

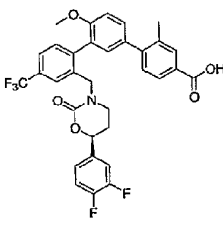
EXAMPLE 46



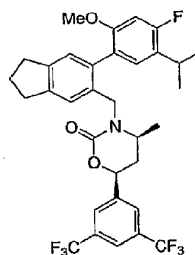
- 4'-methoxy-2"-{[(6*S*)-6-(2-methoxyphenyl)-2-oxo-1,3-oxazinan-3-yl]methyl}-2-methyl-4"-
 (trifluoromethyl)-1,1':3',1''-terphenyl-4-carboxylic acid
- To a solution of methyl 4'-methoxy-2"-{[(6*S*)-6-(2-methoxyphenyl)-2-oxo-1,3-oxazinan-3-yl]methyl}-2-
 methyl-4"- (trifluoromethyl)-1,1':3',1''-terphenyl-4-carboxylate (55.4 mg, 0.0358 mmol) in MeOH (1.5
 mL) was added 4 M KOH solution (0.8 mL). The reaction was stirred at room temperature for 6 hours,
 and then quenched with 1 N HCl (5 mL) and diluted with EtOAc (15 mL). The aqueous layer was
 extracted with EtOAc (10 mL), and the combined organic extracts were washed with brine (10 mL),
 dried over Na₂SO₄, filtered, and concentrated. The residue was purified by reverse-phase chromatography
 (C-18, 10 to 95% MeCN /water with 0.1% TFA) to afford 4'-methoxy-2"-{[(6*S*)-6-(2-methoxyphenyl)-2-
 oxo-1,3-oxazinan-3-yl]methyl}-2-methyl-4"- (trifluoromethyl)-1,1':3',1''-terphenyl-4-carboxylic acid.
 LCMS = 606.0 (M+1)⁺. ¹H NMR (CDCl₃, 500 MHz, rotamers present) δ 7.84-8.01 (m, 2H), 7.60-7.67

(m, 2H), 7.26-7.42 (m, 5H), 6.79-7.16 (m, 4H), 5.58 (dd, $J = 9.3, 2.7$ Hz), 5.27 (dd, $J = 9.4, 2.6$ Hz), 4.84 (d, $J = 14.9$ Hz), 4.77 (d, $J = 15.6$ Hz), 4.48-4.54 (m, 1H), 3.87 (s), 3.85 (s), 3.81 (s), 3.64 (s), 2.86-3.20 (m, 2H), 2.38 (s), 2.33 (s), 1.80-2.24 (m, 2H).

5 In a similar manner, the following compound was synthesized:

Compound	Molecular structure	LCMS (M+1) ⁺
47		611.9

EXAMPLE 48



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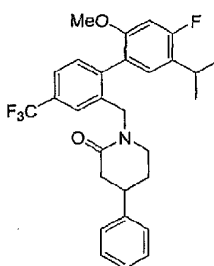
(4*S*,6*S*)-6-[3,5-bis(trifluoromethyl)phenyl]-3-[[6-5-isopropyl-2-methoxyphenyl]-2,3-dihydro-1*H*-inden-5-yl]methyl]-4-methyl-1,3-oxazinan-2-one

15

A mixture of (4*S*,6*S*)-6-[3,5-bis(trifluoromethyl)phenyl]-3-[[6-5-isopropyl-2-methoxyphenyl]boronic acid (4 mg; 0.014 mmol), (4-fluoro-5-isopropyl-2-methoxyphenyl)boronic acid (4 mg; 0.018 mmol) and 1-1'-bis(di *tert*-butylphosphino)ferrocene palladium dichloride (1.0 mg; 0.0014 mmol) in 1:1 1*N* K₂CO₃/THF (1.4 mL) was degassed three times and heated at 80°C for 2 h. The reaction was diluted with water (10 mL) and extracted with EtOAc (3 × 10 mL). The combined extracts were washed with brine (10 mL), dried (Na₂SO₄), filtered and concentrated *in vacuo*. The residue was purified by flash silica gel chromatography (0-30% EtOAc/hexanes gradient) to afford (4*S*,6*S*)-6-[3,5-

bis(trifluoromethyl)phenyl]-3-[[6-5-isopropyl-2-methoxyphenyl]-2,3-dihydro-1*H*-inden-5-yl]methyl]-4-methyl-1,3-oxazinan-2-one as a colorless glass. LCMS = 623.8 (M+1)⁺. ¹H NMR (CDCl₃, 500 MHz, mixture of atropisomers) δ 7.84 (s, 2 H), 7.76 (s, 1 H), 7.29 (s, 1 H), 7.08-7.01 (m, 2 H), 6.66 (d, *J* = 5.0 Hz, 1 H), 5.22 (d, *J* = 15.8 Hz, 1 H), 4.68 (d, *J* = 10.5 Hz, 1 H), 4.21 (d, *J* = 15.8 Hz, 1 H), 3.78 (s, 3 H), 3.44-3.34 (m, 1 H), 3.24-3.16 (m, 1 H), 2.98-2.92 (m, 4 H), 2.27-2.22 (m, 1 H), 2.14-2.09 (m, 2 H) 1.86-1.78 (m, 1 H), 1.27-1.19 (m, 6 H), 1.03 (d, *J* = 6.1 Hz, 3 H).

EXAMPLE 49



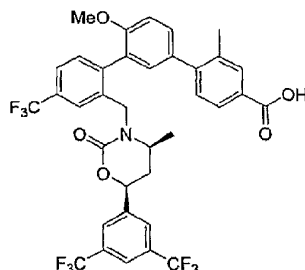
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1-[[4'-fluoro-5'-isopropyl-2'-methoxy-4-(trifluoromethyl)biphenyl-2-yl]methyl]-4-phenylpiperidin-2-one (28.6 mg; 0.163 mmol) was treated with sodium hydride (60% in oil; 14 mg; 0.359 mmol) and 2'-(bromomethyl)-4-fluoro-5-isopropyl-2-methoxy-4'-(trifluoromethyl)biphenyl (63 mg; 0.156 mmol) as described previously to afford 1-[[4'-fluoro-5'-isopropyl-2'-methoxy-4-(trifluoromethyl)biphenyl-2-yl]methyl]-4-phenylpiperidin-2-one as a colorless glass. LCMS = 499.9 (M+1)⁺. ¹H NMR (CDCl₃, 500 MHz, mixture of atropisomers) δ 7.57-7.53 (m, 2 H), 7.35-7.29 (m, 3 H), 7.27-7.22 (m, 1 H), 7.19-7.15 (m, 2 H), 6.96 (d, *J* = 8.7 Hz, 1 H), 6.66 (d, *J* = 12.1 Hz, 1 H), 4.74 (d, *J* = 15.3 Hz, 1 H), 4.39 (d, *J* = 15.1 Hz, 1 H), 3.75 (s, 3 H), 3.24-3.18 (m, 1 H), 3.12-2.96 (m, 3 H), 2.79-2.69 (m, 1 H), 2.59-2.48 (m, 1 H), 2.04-2.99 (m, 1 H) 1.88-1.80 (m, 1 H), 1.27-1.20 (m, 6 H).

The enantiomers were separated on chiral HPLC (ChiralPak IA column, 5% IPA/heptane) to afford (4*S*)-1-[[4'-fluoro-5'-isopropyl-2'-methoxy-4-(trifluoromethyl)biphenyl-2-yl]methyl]-4-phenylpiperidin-2-one and (4*R*)-1-[[4'-fluoro-5'-isopropyl-2'-methoxy-4-(trifluoromethyl)biphenyl-2-yl]methyl]-4-phenylpiperidin-2-one.

25

EXAMPLE 50



2''-(4S,6S)-6-[3,5-bis(trifluoromethyl)phenyl]-4-methyl-2-oxo-1,3-oxazinan-3-yl)methyl)-4'-methoxy-2-methyl-4''-(trifluoromethyl)-1,1':3,1''-terphenyl-4-carboxylic acid

5 Step A: Methyl 2'-({(4S,6S)-6-[3,5-bis(trifluoromethyl)phenyl]-4-methyl-2-oxo-1,3-oxazinan-3-yl)methyl}-4'-methoxy-2-methyl-4"-(trifluoromethyl)-1,1':3',1"-terphenyl-4-carboxylate

To a stirred solution of methyl 2''-(bromomethyl)-4'-methoxy-2-methyl-4''-(trifluoromethyl)-1,1':3',1''-terphenyl-4-carboxylate (78.5 mg; 0.159 mmol) and (4S,6S)-6-[3,5-bis(trifluoromethyl)phenyl]-4-methyl-1,3-oxazinan-2-one (43.4 mg; 0.133 mmol) in DMF (1 mL) was added potassium *tert*-butoxide (14.9 mg; 0.133 mmol). The reaction was stirred at room temperature for 2 h, quenched with sat. NH₄Cl, and partitioned between EtOAc (10 mL) and sat. NH₄Cl (10 mL). The aqueous layer was extracted with EtOAc (4 x 25 mL) and the combined extracts were washed with brine, dried (MgSO₄), filtered and concentrated *in vacuo*. The residue was purified by flash silica gel chromatography (0-100 % EtOAc/hexanes gradient) to afford methyl 2''-((4S,6S)-6-[3,5-bis(trifluoromethyl)phenyl]-4-methyl-2-oxo-1,3-oxazinan-3-yl)methyl)-4'-methoxy-2-methyl-4''-(trifluoromethyl)-1,1':3',1''-terphenyl-4-carboxylate as a colorless glass. LCMS = 740.0 (M+1)⁺. ¹H NMR (CDCl₃, 500 MHz, mixture of atropisomers) δ 7.89-7.82 (m, 3 H), 7.71-7.66 (m, 2 H), 7.59 (s, 1 H), 7.43 (d, *J* = 8.5 Hz, 1 H), 7.41-7.38 (m, 1 H), 7.30 (d, *J* = 8 Hz, 1 H), 7.22 (d, *J* = 2.2 Hz, 1 H), 7.16 (d, *J* = 8 Hz, 1 H) 7.11-7.07 (m, 1 H), 5.38 (d, *J* = 15.6 Hz, 1 H), 4.65 (d, *J* = 11.5 Hz, 1 H), 4.32 (d, *J* = 15.8 Hz, 1 H), 3.93 (s, 3 H), 3.92 (s, 3 H), 3.30-3.25 (m, 1 H), 2.34 (s, 3 H), 2.17-2.12 (m, 1 H), 1.73-1.65 (m, 1 H), 1.08 (d, *J* = 6.2 Hz, 3).

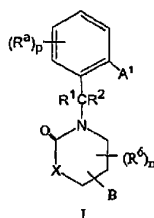
Step B: 2"-({(4S,6S)-6-[3,5-bis(trifluoromethyl)phenyl]-4-methyl-2-oxo-1,3-oxazinan-3-yl)methyl)-4'-methoxy-2-methyl-4"-(trifluoromethyl)-1,1':3',1"-terphenyl-4-carboxylic acid

To a stirred solution of methyl 2'-((4*S*,6*S*)-6-[3,5-bis(trifluoromethyl)phenyl]-4-methyl-2-oxo-1,3-oxazinan-3-yl)methyl-4'-methoxy-2-methyl-4''-(trifluoromethyl)-1,1':3,1''-terphenyl-4-carboxylate (Step 25 A; 48 mg; 0.065 mmol) in MeOH (5 mL), was added 4 M KOH (800 μ L). The reaction was stirred at room temperature for 4 h, quenched with saturated citric acid and partitioned between EtOAc (25 mL) and water (25 mL). The aqueous layer was extracted with EtOAc (3 x 25 mL) and the combined extracts were washed with brine, dried (MgSO₄), filtered and concentrated *in vacuo*. The residue was purified by

preparatory thin layer chromatography, eluting with 2:1 hexanes:EtOAc + 1% AcOH to afford 2'-
({(4*S*,6*S*)-6-[3,5-bis(trifluoromethyl)phenyl]-4-methyl-2-oxo-1,3-oxazinan-3-yl)methyl)-4'-methoxy-2-
methyl-4''-(trifluoromethyl)-1,1':3',1''-terphenyl-4-carboxylic acid as a white solid. LCMS = 725.9
(*M*+1)⁺. ¹H NMR (CDCl₃, 500 MHz, mixture of atropisomers) δ 7.97-7.94 (m, 1 H), 7.86-7.82 (m, 2 H),
S 7.78 (d, *J* = 8 Hz, 1 H), 7.68-7.66 (m, 1 H), 7.63-7.61 (m, 1 H), 7.45-7.39 (m, 2 H), 7.34 (d, *J* = 8 Hz, 1
H), 7.25-7.20 (m, 2 H), 7.12-7.09 (m, 1 H), 5.37 (d, *J* = 15.5 Hz, 1 H), 4.67 (d, *J* = 11.4 Hz, 1 H), 4.34
(d, *J* = 15.6 Hz, 1 H), 3.91 (s, 3 H), 3.32-3.26 (m, 1 H), 2.36 (s, 3 H), 2.19-2.13 (m, 1 H), 1.75-1.67 (m, 1
H), 1.09 (d, *J* = 6.1 Hz, 3 H).

The claims defining the invention are as follows:

1. A compound having Formula I, or a pharmaceutically acceptable salt thereof:



- 5 wherein the phenyl ring of Formula I may optionally have -N= in place of -(CH)= at one of the 4 positions that is not connected to the other parts of the structure of Formula I;
 X is selected from -O-, -(CR⁷R⁸)-, and -NR⁵;
 B is -{C(R³)(R⁴)_q(A²), and is substituted onto one of the -(CH₂)- groups of the heterocyclic ring of Formula I;
 10 A¹ is selected from the group consisting of:
 (a) an aromatic ring selected from phenyl and naphthyl;
 (b) a phenyl ring to which is fused a 5-7 membered non-aromatic cycloalkyl ring, which optionally comprises 1-2 double bonds;
 (c) a 5-6-membered heterocyclic ring having 1-4 heteroatoms
 15 independently selected from N, S, and O, and optionally also comprising 1-3 double bonds and a carbonyl group or -N(O)- group, wherein the point of attachment of A¹ to the carbon atom to which A¹ is attached is a carbon atom of A¹;
 (d) a benzoheterocyclic ring comprising a phenyl ring fused to a 5-6-membered heterocyclic ring having 1-3 heteroatoms independently selected
 20 from O, N, and S, and optionally 1-2 double bonds, wherein the point of attachment of A¹ to the carbon atom to which A¹ is attached is a carbon atom of A¹; and
 (e) a -C₃-C₈ cycloalkyl ring optionally having 1-3 double bonds; wherein A¹ is optionally substituted with 1-5 substituent groups independently selected from R^b;

A² is selected from the group consisting of:

- (a) an aromatic ring selected from phenyl and naphthyl;
 - (b) a phenyl ring to which is fused a 5-7 membered non-aromatic cycloalkyl ring, which optionally comprises 1-2 double bonds;
 - (c) a 5-6-membered heterocyclic ring having 1-4 heteroatoms independently selected from N, S, and O, and optionally also comprising 1-3 double bonds and a carbonyl group or -N(O)- group, wherein the point of attachment of A² to the carbon atom to which A² is attached is a carbon atom of A²;
 - (d) a benzoheterocyclic ring comprising a phenyl ring fused to a 5-6-membered heterocyclic ring having 1-3 heteroatoms independently selected from O, N, and S, and optionally 1-2 double bonds, wherein the point of attachment of A² to the carbon atom to which A² is attached is a carbon atom of A²; and
 - (e) a -C₃-C₈ cycloalkyl ring optionally having 1-3 double bonds;
- wherein A² is optionally substituted with 1-5 substituent groups independently selected from R^c;

- Each R^a and R^c is independently selected from the group consisting of -C₁-C₆ alkyl, -C₂-C₆ alkenyl, -C₂-C₆ alkynyl, -C₃-C₈ cycloalkyl optionally having 1-3 double bonds, -OC₁-C₆alkyl, -OC₂-C₆ alkenyl, -OC₂-C₆ alkynyl, -OC₃-C₈ cycloalkyl optionally having 1-3 double bonds, -C(=O)C₁-C₆alkyl, -C(=O)C₃-C₈ cycloalkyl, -C(=O)H, -CO₂H, -CO₂C₁-C₆alkyl, -C(=O)SC₁-C₆alkyl, -NR⁹R¹⁰, -C(=O)NR⁹R¹⁰, -NR⁹C(=O)OC₁-C₆alkyl, -NR⁹C(=O)NR⁹R¹⁰, -S(O)_xC₁-C₆alkyl, -S(O)_yNR⁹R¹⁰, -NR⁹S(O)_yNR⁹R¹⁰, halogen, -CN, -NO₂, and a 5-6-membered heterocyclic ring having 1-4 heteroatoms independently selected from N, S, and O, said heterocyclic ring optionally also comprising a carbonyl group and optionally also comprising 1-3 double bonds,
- wherein when R^a and R^c are selected from the group consisting of a heterocyclic ring, -C₃-C₈ cycloalkyl, -OC₃-C₈ cycloalkyl, and -C(=O)C₃-C₈ cycloalkyl, the heterocyclic ring and -C₃-C₈ cycloalkyl groups of R^a and R^c are optionally substituted with 1-5 substituent groups independently selected from halogen, -C₁-C₃ alkyl, and -OC₁-C₃ alkyl, wherein -C₁-C₃ alkyl and -OC₁-C₃ alkyl are optionally substituted with 1-7 halogens and one group -OH,
- wherein when R^a and R^c are selected from the group consisting of -C₁-C₆ alkyl, -C₂-C₆ alkenyl, -C₂-C₆ alkynyl, -OC₁-C₆alkyl, -OC₂-C₆ alkenyl, -OC₂-C₆ alkynyl, -C(=O)C₁-C₆alkyl, -CO₂C₁-C₆alkyl, -C(=O)SC₁-C₆alkyl, -NR⁹C(=O)OC₁-C₆alkyl, and -S(O)_xC₁-C₆alkyl, the alkyl, alkenyl, and alkynyl groups of R^a and R^c are optionally substituted with 1-13 halogens and are optionally also substituted with 1-3 substituent groups independently selected from (a) -OH, (b) -CN, (c) -NR⁹R¹⁰, (d) -C₃-C₈ cycloalkyl optionally having 1-3 double bonds and optionally substituted with 1-15 halogens, (e) -OC₁-C₄alkyl optionally substituted with 1-9 halogens and optionally also substituted with

1-2 substituent groups independently selected from -OC₁-C₂ alkyl, (f) -OC₃-C₈ cycloalkyl optionally having 1-3 double bonds and optionally substituted with 1-15 halogens, (g) -CO₂H, (h) -C(=O)CH₃, and (i) -CO₂C₁-C₄alkyl which is optionally substituted with 1-9 halogens;

- 5 wherein 2 groups R^a that are on adjacent carbon atoms of the phenyl or optional pyridinyl ring of Formula I may optionally be joined to form a bridging moiety selected from -CH₂CH₂CH₂-, -CH₂CH₂CH₂CH₂-, and -CH=CH-CH=CH-, thereby yielding a cyclopentyl, cyclohexyl, or phenyl ring fused to the phenyl ring or optional pyridinyl ring of Formula I, wherein said cyclopentyl, cyclohexyl, or phenyl ring that is fused to the phenyl or optional pyridinyl ring of Formula I
10 is optionally substituted with 1-2 groups independently selected from R^a, wherein said R^a groups cannot be connected to form a ring,

- Each R^b is independently selected from the group consisting of -C₁-C₆ alkyl, -C₂-C₆ alkenyl, -C₂-C₆ alkynyl, -C₃-C₈ cycloalkyl optionally having 1-3 double bonds, -OC₁-C₆alkyl, -OC₂-
15 C₆alkenyl, -OC₂-C₆alkynyl, -OC₃-C₈ cycloalkyl optionally having 1-3 double bonds, -C(=O)C₁-C₆alkyl, -C(=O)C₃-C₈ cycloalkyl, -C(=O)H, -CO₂H, -CO₂C₁-C₆alkyl, -C(=O)SC₁-C₆alkyl, -NR⁹R¹⁰, -C(=O)NR⁹R¹⁰, -NR⁹C(=O)OC₁-C₆alkyl, -NR⁹C(=O)NR⁹R¹⁰, -S(O)_xC₁-C₆alkyl, -S(O)_yNR⁹R¹⁰, -NR⁹S(O)_yNR⁹R¹⁰, halogen, -CN, -NO₂, phenyl, and a 5-6-membered heterocyclic ring having 1-4
heteroatoms independently selected from N, S, and O, said heterocyclic ring optionally also comprising a
20 carbonyl group and optionally also comprising 1-3 double bonds,

- wherein when R^b is selected from the group consisting of a heterocyclic ring, -C₃-C₈ cycloalkyl, -OC₃-C₈ cycloalkyl, and -C(=O)C₃-C₈ cycloalkyl, the heterocyclic ring and -C₃-C₈ cycloalkyl groups of R^b are optionally substituted with 1-5 substituent groups independently selected from halogen, -C₁-C₃ alkyl, -C₂-C₃ alkenyl, -NR⁹R¹⁰, -OC₁-C₃ alkyl, -CO₂H, -CN, and
25 -CO₂C₁-C₃alkyl, wherein -C₁-C₃ alkyl and -C₂-C₃ alkenyl in all uses are optionally substituted with 1-7 halogens and optionally one group -OH,

- wherein when R^b is selected from the group consisting of -C₁-C₆ alkyl, -C₂-C₆ alkenyl, -C₂-C₆ alkynyl, -OC₁-C₆alkyl, -OC₂-C₆ alkenyl, -OC₂-C₆alkynyl, -C(=O)C₁-C₆alkyl, -CO₂C₁-C₆alkyl, -C(=O)SC₁-C₆alkyl, -NR⁹C(=O)OC₁-C₆alkyl, and -S(O)_xC₁-C₆alkyl, the alkyl, alkenyl, and
30 alkynyl groups of R^b are optionally substituted with 1-13 halogens and are optionally also substituted with 1-3 substituent groups independently selected from (a) -OH, (b) -CN, (c) -NR⁹R¹⁰, (d) -C₃-C₈ cycloalkyl optionally having 1-3 double bonds and optionally substituted with 1-15 halogens, (e) -OC₁-C₄alkyl optionally substituted with 1-9 halogens and optionally also substituted with 1-2 substituent groups independently selected from -OC₁-C₂ alkyl, (f) -OC₃-C₈ cycloalkyl optionally having 1-3 double
35 bonds and optionally substituted with 1-15 halogens, (g) -CO₂H, (h) -C(=O)CH₃, and (i) -CO₂C₁-C₄alkyl which is optionally substituted with 1-9 halogens;

and wherein when R^b is phenyl, said phenyl is optionally substituted with 1-5 halogens and is also optionally substituted with 1-3 substituents independently selected from -C₁-C₄ alkyl, -C₂-C₄ alkenyl, -C₂-C₄ alkynyl, -C₃-C₆ cycloalkyl, -OC₁-C₄ alkyl, -OC₂-C₄ alkenyl, -OC₂-C₄ alkynyl, -OC₃-C₆ cycloalkyl, -C(=O)C₁-C₄ alkyl, -C(=O)H, -CO₂H, -CO₂C₁-C₄ alkyl, -NR⁹R¹⁰, -C(=O)NR⁹R¹⁰,
 5 -NR⁹C(=O)OC₁-C₄ alkyl, -NR⁹C(=O)NR⁹R¹⁰, -S(O)_xC₁-C₄ alkyl, -S(O)_yNR⁹R¹⁰, -NR⁹S(O)_yNR⁹R¹⁰, -CN, -NO₂, and a 5-6-membered heterocyclic ring having 1-4 heteroatoms independently selected from N, S, and O, said heterocyclic ring optionally also comprising a carbonyl group and optionally also comprising 1-3 double bonds and optionally comprising 1-3 substituents independently selected from halogen, -CH₃, -OCH₃, -CF₃, and -OCF₃; wherein when the substituents
 10 on phenyl when R^b is phenyl are selected from -C₁-C₄ alkyl, -C₂-C₄ alkenyl, -C₂-C₄ alkynyl, -C₃-C₆ cycloalkyl, -OC₁-C₄ alkyl, -OC₂-C₄ alkenyl, -OC₂-C₄ alkynyl, -OC₃-C₆ cycloalkyl, -C(=O)C₁-C₄ alkyl, -CO₂C₁-C₄ alkyl, -NR⁹C(=O)OC₁-C₄ alkyl, and -S(O)_xC₁-C₄ alkyl, then the alkyl, alkenyl, alkynyl, and cycloalkyl groups of said substituent groups optionally comprise 1-5 halogen substituents and also optionally comprise one substituent selected from -OH, -NR⁹R¹⁰, -OCH₃ optionally
 15 substituted with 1-3 F, and phenyl which is optionally substituted with 1-3 substituents independently selected from halogen, -CH₃, -OCH₃, -CF₃, and -OCF₃;

n is an integer from 0-4;
 p is an integer from 0-4;
 20 q is an integer selected from 0 and 1;
 x is an integer selected from 0, 1, and 2;
 y is an integer selected from 1 and 2;

R¹, R², R³, and R⁴ are each independently selected from the group consisting of H,
 25 halogen, -C₁-C₄ alkyl, -C₃-C₆ cycloalkyl, -OC₁-C₄ alkyl, and -NR⁹R¹⁰, wherein -C₁-C₄ alkyl, -C₃-C₆ cycloalkyl, and -OC₁-C₄ alkyl are each optionally substituted with 1-9 halogens and are each optionally also substituted with 1-2 groups independently selected from -OH, -C(=O)CH₃, -OC(=O)CH₃, -OC₁-C₂ alkyl, and -OC₁-C₂ alkyleneOC₁-C₂alkyl;

30 R⁵ is selected from the group consisting of H and C₁-C₅ alkyl, wherein C₁-C₅ alkyl is optionally substituted with 1-11 halogens;

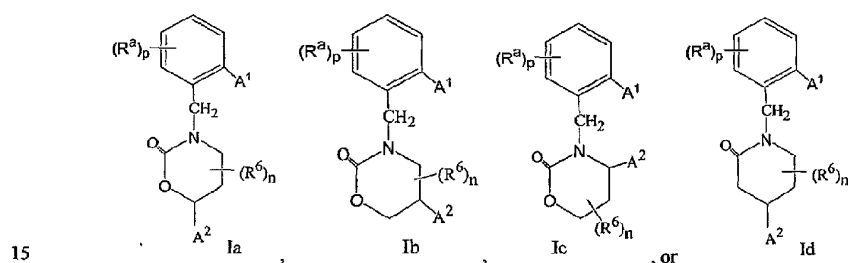
Each group R⁶ is optionally substituted for an H atom on a -(CH₂)_n group of the heterocyclic ring in Figure I, wherein each R⁶ is independently selected from the group consisting of H,
 35 -OH, halogen, -CN, -NO₂, -OC₁-C₅ alkyl, -OC₂-C₅ alkenyl, -OC₂-C₅ alkynyl, -C₁-C₅ alkyl, -C₂-C₅ alkenyl, and -C₂-C₅ alkynyl, wherein -OC₁-C₅ alkyl, -OC₂-C₅ alkenyl, -OC₂-C₅ alkynyl, -C₁-C₅ alkyl,

-C₂-C₅ alkenyl, and -C₂-C₅ alkynyl are optionally substituted with 1-11 substituent groups independently selected from halogen;

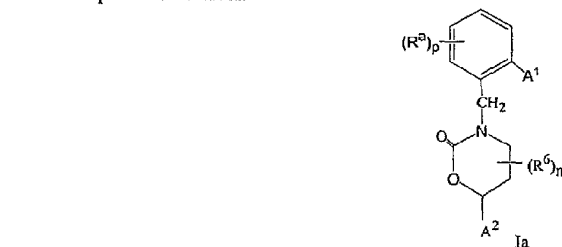
R⁷ and R⁸ are each independently selected from the group consisting of H, halogen, -OH, and -C₁-C₅ alkyl, wherein -C₁-C₅ alkyl is optionally substituted with 1-11 substituent groups independently selected from halogen; and

R⁹ and R¹⁰ are each independently selected from H, -C₁-C₅ alkyl, -C(=O)C₁-C₅ alkyl and -S(O)_yC₁-C₅ alkyl, wherein -C₁-C₅ alkyl in all instances is optionally substituted with 1-11 halogens.

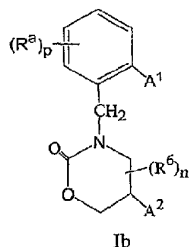
2. The compound of Claim 1 having formula Ia, Ib, Ic, or Id or a pharmaceutically acceptable salt thereof:



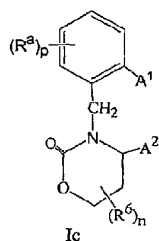
3. The compound of Claim 1 having the formula Ia, or a pharmaceutically acceptable salt thereof:



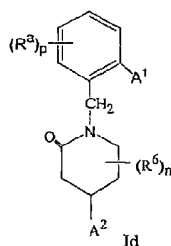
4. The compound of Claim 1 having formula Ib, or a pharmaceutically acceptable salt thereof:



5. The compound of Claim 1 having formula Ic, or a pharmaceutically acceptable salt thereof:



6. The Compound of Claim 1 having formula Id, or a pharmaceutically acceptable salt thereof:



10

7. The compound of any of Claims 1-6, or a pharmaceutically acceptable salt thereof, wherein A¹ is phenyl, which is optionally substituted with 1-3 substituents independently selected from (a) halogen, (b) C₁-5alkyl optionally substituted with 1-5 halogens and optionally 1 group selected from phenyl, C₃-6cycloalkyl, and -OH, said phenyl and said C₃-6cycloalkyl optionally being substituted with 1-3 groups independently selected from halogen, C₁-3alkyl optionally substituted with

15

1-3 halogens, and -OC₁₋₃alkyl optionally substituted with 1-3 halogens, (c) -OC₁₋₃alkyl optionally substituted with 1-3 halogens, (d) C₂₋₄alkenyl optionally substituted with 1-3 halogens, and (e) optionally one group selected from phenyl and C₃₋₆cycloalkyl, said phenyl and cycloalkyl being optionally substituted with 1-3 substituents independently selected from halogen, -CO₂H, -CO₂C₁₋₃alkyl
 5 optionally substituted with 1-3 halogens, C₁₋₃alkyl optionally substituted with 1-3 halogens and optionally one -OH, and -OC₁₋₃alkyl optionally substituted with 1-3 halogens.

8. The compound of any of Claims 1-6, or a pharmaceutically acceptable salt thereof, wherein each R^a is independently selected from the group consisting of halogen, C₁₋₄alkyl
 10 optionally substituted with 1-3 halogens, C₂₋₃alkenyl optionally substituted with 1-3 halogens, -OCH₃, and -OCF₃, wherein two R^a groups on adjacent carbon atoms of the phenyl ring optionally may be joined to form a bridging moiety selected from -CH₂CH₂CH₂-, -CH₂CH₂CH₂CH₂-, and -
 CH=CH-CH=CH-, thereby yielding a cyclopentyl, cyclohexyl, or phenyl ring fused to the phenyl ring, said cyclopentyl, cyclohexyl, and phenyl ring being optionally substituted with 1-2 groups independently
 15 selected from halogen, CH₃, CF₃, -OCH₃, and -OCF₃; wherein p is 1-3.

9. The compound of any of Claims 1-6, or a pharmaceutically acceptable salt thereof, wherein R⁶ is C₁₋₃alkyl optionally substituted with 1-3 halogens; n is an integer from 0-2; B is A²; and A² is phenyl optionally substituted with 1-3 groups independently selected from halogen, C₁₋₃
 20 alkyl optionally substituted with 1-3 halogens, -OCH₃ and -OCF₃.

10. The compound of any one of claims 1-6, wherein the phenyl ring of formula I, Ia, Ib, Ic, and Id cannot have -N= in place of -CH= at any of the 4 positions that is not connected to the rest of the structure, and two groups R_a on adjacent carbon atoms of the phenyl ring cannot be connected
 25 to form a bridging moiety.

11. The compound of Claim 2, or a pharmaceutically acceptable salt thereof, wherein the phenyl ring of Formula Ia, Ib, Ic, and Id may optionally have -N= in place of -(CH)= at one of the 4 positions that is not connected to the other parts of the structure in Formula Ia, Ib, Ic, or Id;
 30

A¹ is phenyl, which is optionally substituted with 1-3 substituents independently selected from (a) halogen, (b) C₁₋₅alkyl optionally substituted with 1-5 halogens and optionally 1 group selected from phenyl, C₃₋₆cycloalkyl, and -OH, said phenyl and said C₃₋₆cycloalkyl optionally being substituted with 1-3 groups independently selected from halogen, C₁₋₃alkyl optionally substituted with
 35 1-3 halogens, and -OC₁₋₃alkyl optionally substituted with 1-3 halogens, (c) -OC₁₋₃alkyl optionally substituted with 1-3 halogens, (d) C₂₋₄alkenyl optionally substituted with 1-3 halogens, and (e) optionally one group selected from phenyl and C₃₋₆cycloalkyl, said phenyl and cycloalkyl being

optionally substituted with 1-3 substituents independently selected from halogen, $-\text{CO}_2\text{H}$, $-\text{CO}_2\text{C}_{1-3}\text{alkyl}$ optionally substituted with 1-3 halogens, $\text{C}_{1-3}\text{alkyl}$ optionally substituted with 1-3 halogens and optionally one $-\text{OH}$, and $-\text{OC}_{1-3}\text{alkyl}$ optionally substituted with 1-3 halogens;

5 A^2 is phenyl optionally substituted with 1-3 groups independently selected from halogen, $\text{C}_{1-3}\text{alkyl}$ optionally substituted with 1-3 halogens, $-\text{OCH}_3$ and $-\text{OCF}_3$;

each R^a is independently selected from the group consisting of halogen, $\text{C}_{1-4}\text{alkyl}$ optionally substituted with 1-3 halogens, $\text{C}_{2-3}\text{alkenyl}$ optionally substituted with 1-3 halogens, $-\text{OCH}_3$, and $-\text{OCF}_3$, wherein two R^a groups on adjacent carbon atoms of the phenyl ring optionally may be joined to form a bridging moiety selected from $-\text{CH}_2\text{CH}_2\text{CH}_2-$, $-\text{CH}_2\text{CH}_2\text{CH}_2\text{CH}_2-$, and $-\text{CH}=\text{CH}-\text{CH}=\text{CH}-$, thereby yielding a cyclopentyl, cyclohexyl, or phenyl ring fused to the phenyl ring,

10 said cyclopentyl, cyclohexyl, and phenyl ring being optionally substituted with 1-2 groups independently selected from halogen, CH_3 , CF_3 , $-\text{OCH}_3$, and $-\text{OCF}_3$;

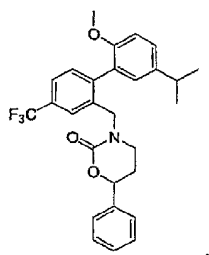
R^6 is $\text{C}_{1-3}\text{alkyl}$ optionally substituted with 1-3 halogens;

p is an integer from 1-3; and

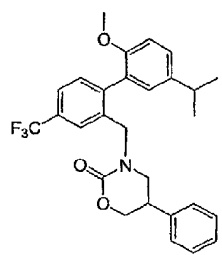
15 n is an integer from 0-2.

12. The compound of Claim 2, which is selected from the group consisting of the following compounds, or a pharmaceutically acceptable salt thereof:

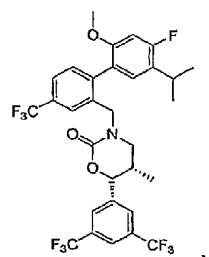
Ex. 1



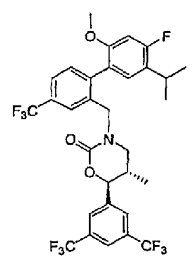
Ex. 1A



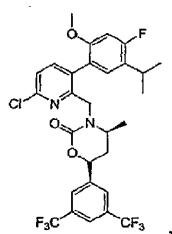
Ex. 2



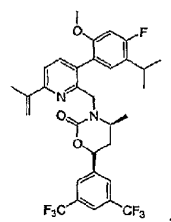
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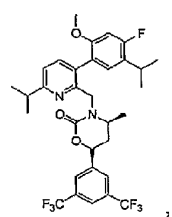
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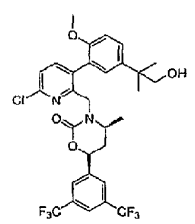
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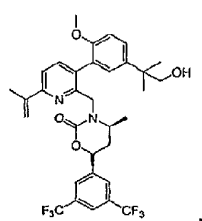
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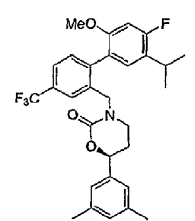
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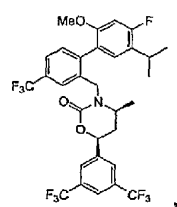
Ex. 10



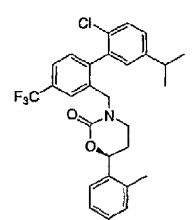
Ex. 11



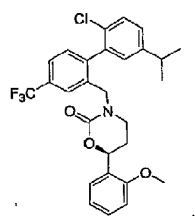
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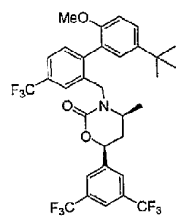
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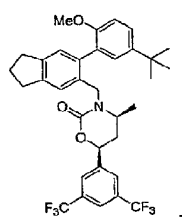
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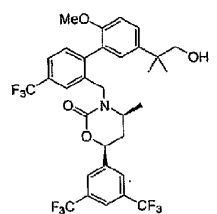
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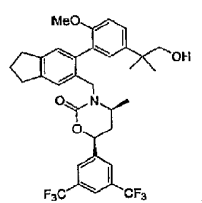
Ex. 39



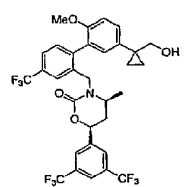
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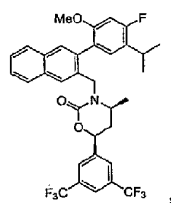
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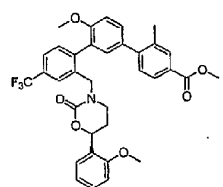
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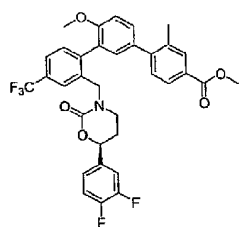
Ex. 43



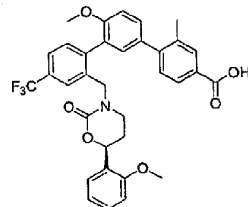
Ex. 44



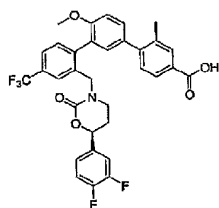
Ex. 45



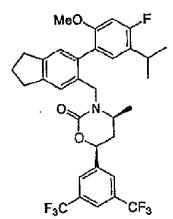
Ex. 46



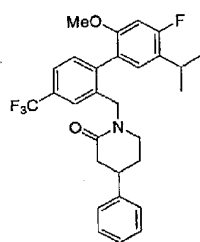
Ex. 47



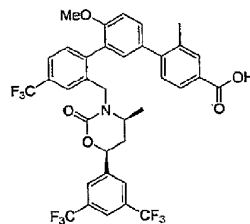
Ex. 48



Ex. 49

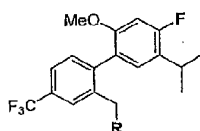


Ex. 50



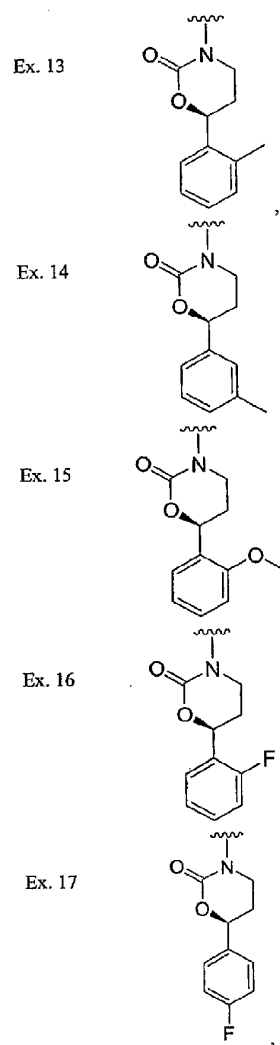
and

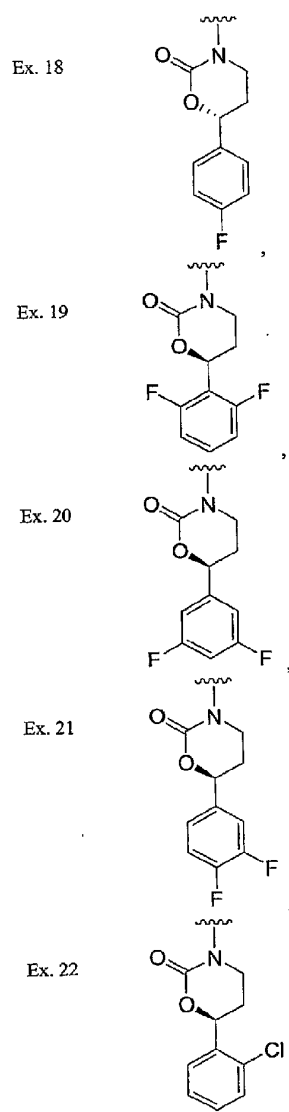
13. The compound of Claim 2, which is selected from the following compounds, or a pharmaceutically acceptable salt thereof:

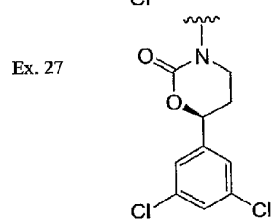
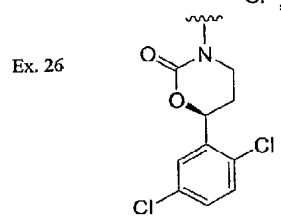
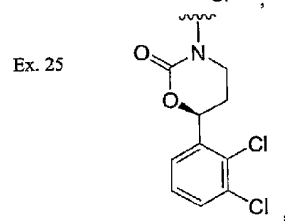
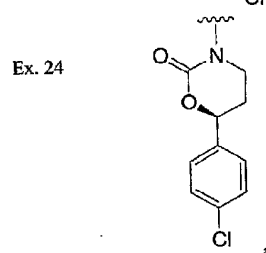
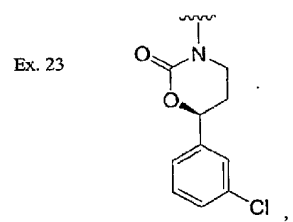


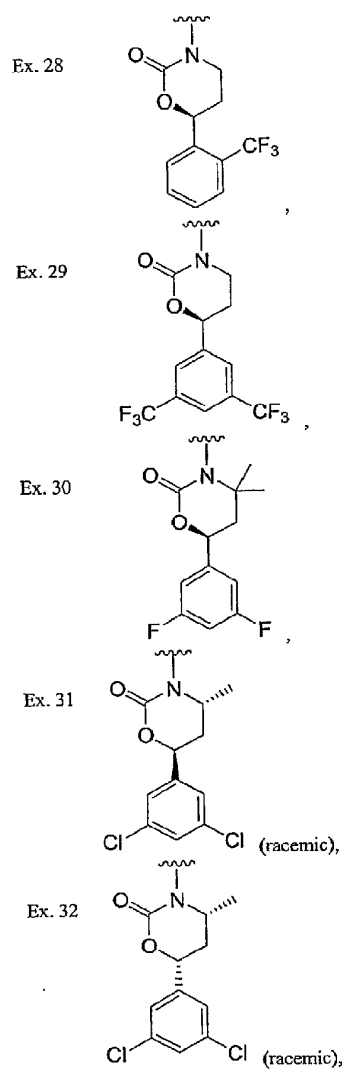
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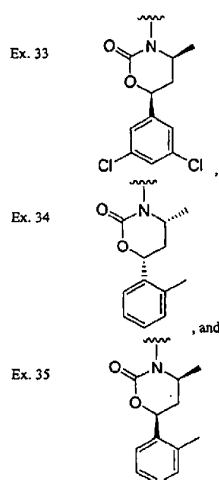
wherein R is selected from the group consisting of:











14. A method of treating atherosclerosis in a patient in need of treatment comprising the administration of a therapeutically effective amount of the compound of any one of Claims 1 to 13, or a pharmaceutically acceptable salt thereof, to said patient.

5 15. A method of raising HDL-C in a patient in need of treatment comprising the administration of a therapeutically effective amount of the compound of any one of Claims 1 to 13, or a pharmaceutically acceptable salt thereof, to said patient.

16. A method of lowering LDL-C in a patient in need of treatment comprising the administration of a therapeutically effective amount of the compound of any one of
10 Claims 1 to 13, or a pharmaceutically acceptable salt thereof, to said patient.

17. The use of the compound of any one of Claims 1 to 13, or a pharmaceutically acceptable salt thereof, for the manufacture of a medicament for the treatment of atherosclerosis.

18. The use of the compound of any one of Claims 1 to 13, or a pharmaceutically
15 acceptable salt thereof, for the manufacture of a medicament for raising HDL-C.

19. A pharmaceutical composition comprising the compound of any one of Claims 1 to 13, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.

20. A pharmaceutical composition comprising the compound of any one of Claims 1 to 13, or a pharmaceutically acceptable salt thereof, and one or more active ingredients selected from the group consisting of:

- (a) PPAR gamma agonists and partial agonists;
- 5 (b) biguanides;
- (c) protein tyrosine phosphatase-1B (PTP-1B) inhibitors;
- (d) dipeptidyl peptidase IV (DP-IV) inhibitors;
- (e) insulin or insulin mimetics;
- (f) sulfonylureas;
- 10 (g) α -glucosidase inhibitors;
- (h) one or more compounds selected from the group consisting of (a) HMG-CoA reductase inhibitors; (b) bile acid sequestrants; (c) niacin, nicotinyl alcohol, nicotinamide, and nicotinic acid or a salt thereof; (d) PPAR α agonists; (e) cholesterol absorption inhibitors; (f) acyl CoA:cholesterol acyltransferase (ACAT) inhibitors; (g) phenolic
- 15 anti-oxidants, such as probucol, and (h) a microsomal triglyceride transfer protein (MTP)/ApoB secretion inhibitor;
- (i) PPAR α / γ dual agonists;
- (j) PPAR δ agonists;
- (k) antiobesity compounds
- 20 (l) ileal bile acid transporter inhibitors;
- (m) anti-inflammatory agents;
- (n) glucagon receptor antagonists;
- (o) GLP-1,
- (p) GIP-1, and
- 25 (q) GLP-1 analogs.

**Dated 8 March, 2011
Merck Sharp & Dohme Corp.**

**Patent Attorneys for the Applicant/Nominated Person
SPRUSON & FERGUSON**