

## A Novel Biomimetic Route to the 3-Acyl-5-hydroxy-3-pyrrolin-2-one and 3-Acyl-3,4-epoxy-5-hydroxypyrrolidin-2-one Ring Systems

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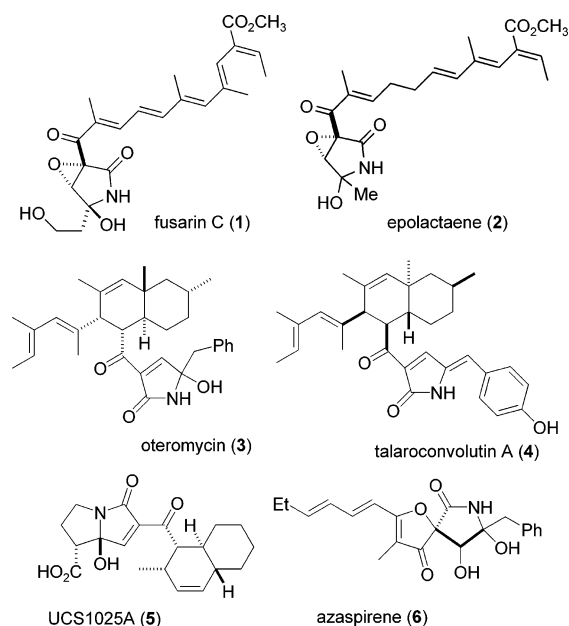
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Received August 10, 2004

**Abstract:** Modified Moffat oxidation of alcohols **17**, **22**, and **25** afforded aldehydes that underwent intramolecular aldol reactions on treatment with a NaOH solution to yield 4-pyrrolin-2-ones **16**, **23**, and **26**. Oxidation with DMDO at  $-40\text{ }^{\circ}\text{C}$  provided 3-acyl-5-hydroxy-3-pyrrolin-2-ones **18**, **24**, and **27** with the ring system of oteromycin (**3**), UCS1025A (**5**), and related natural products. Further oxidation of **18** yielded 3-acyl-3,4-epoxy-5-hydroxy-pyrrolidin-2-one **19** with the ring system of fusarin C (**1**) and epolactaene (**2**). Dehydration of **18** afforded **20** with the talaroconvolutin A (**4**) ring system.

Over the past twenty years, a wide variety of biologically active natural products have been isolated that contain either the 3-acyl-5-hydroxy-3-pyrrolin-2-one or the 3-acyl-3,4-epoxy-5-hydroxypyrrolidin-2-one moiety. These include fusarin C (**1**) and congeners,<sup>1</sup> epolactaene (**2**),<sup>2</sup> oteromycin (**3**),<sup>3</sup> talaroconvolutin A (**4**), ZG-1494 $\alpha$ , and congeners,<sup>4</sup> UCS1025A (**5**),<sup>5</sup> azaspirene (**6**) and CJ-16,367,<sup>6</sup> NG-391,<sup>7</sup> lucilacataene,<sup>8</sup> L-755,807,<sup>9</sup> pramanicin,<sup>10</sup> pyrrocidine A,<sup>11</sup> and PI-090<sup>12</sup> and acosalipyrrolidinone A (see Chart 1).<sup>13</sup> Total syntheses of epolactaene

CHART 1



(**2**),<sup>14</sup> NG-391,<sup>15</sup> azaspirene (**6**),<sup>16</sup> PI-091,<sup>17</sup> pramanicin,<sup>18</sup> and the pyrrolidinone moieties of fusarin C (**1**)<sup>19</sup> and L-755,807<sup>20</sup> have been reported. Kobayashi reported that both enantiomers of epolactaene (**2**) and an analogue with a simple dodecanoyl side chain, lacking the two methyl groups, ester, and four double bonds of **2**, had comparable activity to **2** in inhibiting mammalian DNA polymerase  $\alpha$  and  $\beta$ , and human DNA topoisomerase II and in inducing apoptosis in BALL-1 cells. This suggests that the pyrrolidinone moiety is largely responsible for the biological activity of these compounds.<sup>14g,21</sup> The pyrrolidinone moiety is usually constructed by an intramolecular aldol reaction of a dicarbonyl compound with a protected  $\alpha$ -hydroxyaldehyde followed by ring closure of a keto amide to form the 5-hydroxy-3-pyrrol-2-one or 3,4-

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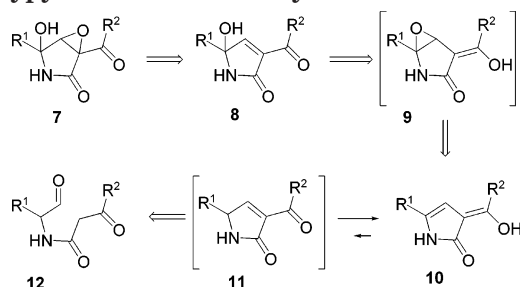
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epoxy-5-hydroxypyrrolidin-2-one.<sup>14a-d,f,15,20</sup> Oxidations of furans to give pyrrolidinones have also been used.<sup>17,19</sup> Kobayashi has developed a general procedure using the aldol reaction of a lactone-derived oxiranyl anion to construct the skeleton.<sup>14e,g</sup>

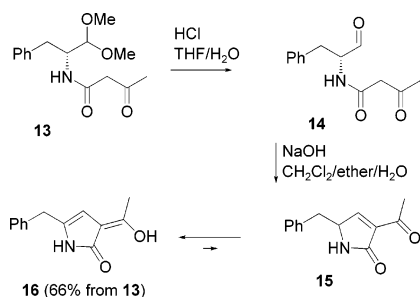
We envisaged that the functionalized pyrrolidinone ring system could be easily constructed by a biomimetic route that has not been previously reported.<sup>22</sup> 3,4-Epoxy-pyrrolidin-2-one (**7**) should be accessible by oxidation of 3-pyrrolin-2-one **8**, which should be formed spontaneously from epoxide **9**, which in turn should be accessible by oxidation of enamide **10**. An intramolecular aldol reaction of aldehyde **12** should give adduct **11**, which will tautomerize to the more stable enamide **10** (see Scheme 1).

### SCHEME 1. Retrosynthesis of Epoxy-pyrrolidinones and Pyrrolinones



As part of their model studies for the synthesis of cytochalasins, Schmidlin and Tamm prepared **16** in 66% yield by hydrolysis of acetal **13** with HCl in aqueous THF, followed by treatment of freshly prepared aldehyde **14** in a  $\text{CH}_2\text{Cl}_2$ /ether mixture with 2 M aqueous NaOH to give **15**, which tautomerized to **16** (see Scheme 2).<sup>23</sup> We

### SCHEME 2. Schmidlin and Tamm's Synthesis of **16**



chose to explore a variation of this route in which the aldehyde was constructed by oxidation of an alcohol rather than by hydrolysis of the somewhat inaccessible acetal.

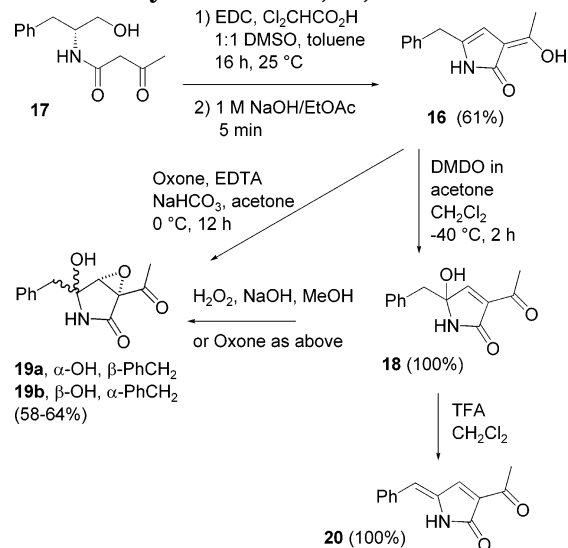
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Reaction of phenylalaninol with diketene and  $\text{Et}_3\text{N}$  in  $\text{CH}_2\text{Cl}_2$  for 16 h at 25 °C afforded 72% of acetoacetamide **17** (see Scheme 3). Attempts to improve the yield by using more diketene led to mixtures of **17** and the bis ester amide that could be hydrolyzed with  $\text{K}_2\text{CO}_3$  in MeOH to give comparable yields of **17**. Modified Moffat oxidation<sup>24</sup> of **17** with EDC and  $\text{Cl}_2\text{CHCO}_2\text{H}$  in 1:1 DMSO/toluene provided aldehyde **14** that was taken up in EtOAc and shaken for 5 min with 1 M aqueous NaOH to give 61% of **16** after recrystallization. We were delighted to find that oxidation of **16** with dimethyldioxirane (DMDO)<sup>25</sup> in acetone/ $\text{CH}_2\text{Cl}_2$  at –40 °C for 2 h gave the desired 3-pyrrolin-2-one **18** in quantitative yield. Further oxidation of **18** with  $\text{H}_2\text{O}_2$  and NaOH in MeOH for 2 h at 25 °C afforded a 64% yield of a 1:3 mixture of fusarin C (**1**) and epolactaene (**2**) models **19a** and **19b**, whose stereochemistry was established by NOE experiments. Alternatively, oxidation of **18** with DMDO generated in situ with Oxone,  $\text{Na}_2\text{EDTA}$ , and  $\text{NaHCO}_3$  in acetone at 0 °C<sup>26</sup> for 12 h provided a mixture of **19a** and **19b**. The conversion of **16** to **19** could be accomplished in a single step by oxidation with DMDO generated in situ as described above to give exclusively **19a**, which isomerized to give a 3:1 mixture of **19a** and **19b** in 58% yield during flash chromatography on silica gel. Attempted asymmetric oxidation of **16** with Shi's fructose-derived ketone<sup>27</sup> afforded a 3:1 mixture of **19a** and **19b** in 40% yield with  $[\alpha]_{\text{D}} -2.6$ , suggesting that the epoxidation occurred with only modest enantioselectivity. Finally, treatment of **18** with TFA in  $\text{CH}_2\text{Cl}_2$  for 12 h gave diene **20** with the talaroconvolutin A (**4**)<sup>4a</sup> ring system in quantitative yield.

### SCHEME 3. Synthesis of **18**, **19**, and **20**



3-Oxoamide **22** with a more complex side chain was prepared in 62% yield by heating **21**,<sup>28</sup> which was prepared from Meldrum's acid and cyclohexanecarbonyl

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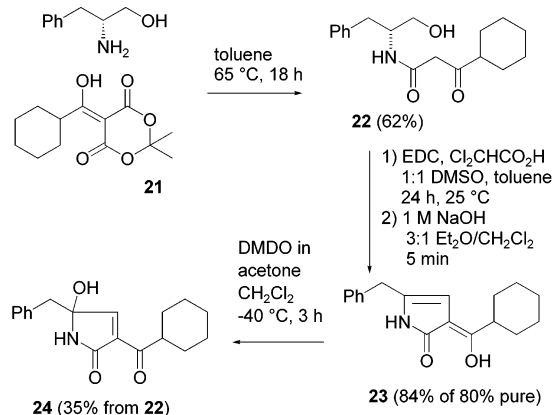
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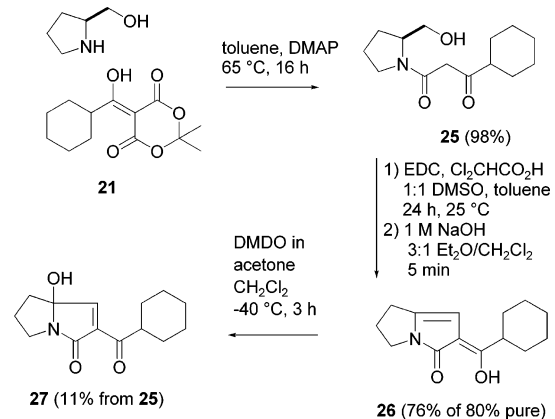
chloride, with phenylalaninol in toluene at 65 °C for 18 h (see Scheme 4).<sup>29</sup> The modified Moffat oxidation and aldol reaction afforded crude **23**, which was treated with DMDO<sup>25</sup> at -40 °C to provide oteromycin (**3**) model **24** in 35% overall yield from **22**. The lower yields in this sequence result in part from purification difficulties. Both **16** and **23** are not very stable to chromatography, but **16** can easily be purified by recrystallization while the oily **23** was carried on without purification.

#### SCHEME 4. Synthesis of Oteromycin Model 24



Finally, we prepared UCS1025A (**5**) model **27** from **21** and prolinol. Heating in toluene with DMAP afforded **25** in 98% yield (see Scheme 5). Modified Moffat oxidation and aldol condensation gave crude **26**, which was treated with DMDO<sup>25</sup> at -40 °C to provide **27** in 11% yield from **25**. The spectral data for **27** correspond well with those for the open form of UCS1025A (**5**).<sup>5</sup>

#### SCHEME 5. Synthesis of UCS1025A Model 27



In conclusion, we have developed a short and efficient route to 3-acyl-5-hydroxy-3-pyrrolin-2-ones **18**, **24**, and **27** with the ring system of oteromycin (**3**), UCS1025A (**5**), and related natural products and 3-acyl-3,4-epoxy-5-hydroxypyrrolidin-2-one **19** with the ring system of fusarin C (**1**) and epolactaene (**2**). Modified Moffat oxidation of alcohols **17**, **22**, and **25** afforded aldehydes that underwent intramolecular aldol reactions on treatment with a NaOH solution to give 4-pyrrolin-2-ones **16**, **23**, and **26**. Oxidation with DMDO at -40 °C provided **18**,

**24**, and **27** and further oxidation of **18** yielded 3-acyl-3,4-epoxy-5-hydroxypyrrolidin-2-one **19**. Dehydration of **18** afforded **20** with the talaroconvolutin A (**4**) ring system.

#### Experimental Section

**General.** NMR spectra were recorded at 400 MHz in CDCl<sub>3</sub>. Chemical shifts are reported in  $\delta$  and coupling constants in Hz. IR spectra are reported in cm<sup>-1</sup>.

**N-(1-Hydroxymethyl-2-phenylethyl)-3-oxobutamide (17).** To a stirred solution of (*R*)-(+)-2-amino-3-phenyl-1-propanol (0.51 g, 3.4 mmol) and Et<sub>3</sub>N (0.61 mL, 4.4 mmol) in CH<sub>2</sub>Cl<sub>2</sub> (7.6 mL) at 0 °C was added a solution of diketene (0.24 mL, 3.1 mmol) in CH<sub>2</sub>Cl<sub>2</sub> (3.1 mL). The reaction was stirred at 25 °C for 16 h and a solution of 5% aqueous HCl (10 mL) was added. The aqueous layer was extracted with CH<sub>2</sub>Cl<sub>2</sub> (5 × 15 mL). The combined organic layers were washed with brine (50 mL), dried over MgSO<sub>4</sub>, and concentrated to give a red oil. Flash chromatography on silica gel (24:1 CH<sub>2</sub>Cl<sub>2</sub>/MeOH) gave 520 mg (72%) of **17** as a white solid: mp 74–76 °C; <sup>1</sup>H NMR 7.33–7.22 (m, 5), 7.12–7.10 (br, 1, NH), 4.24–4.20 (m, 1), 3.74–3.70 (m, 1), 3.60 (ddd, 1, *J* = 11.0, 5.5, 5.5), 3.41 (d, 1, *J* = 17.1), 3.36 (d, 1, *J* = 17.1), 2.92 (dd, 1, *J* = 14.0, 7.3), 2.85 (dd, 1, *J* = 14.0, 7.3), 2.55 (t, 1, *J* = 5.5, OH), 2.22 (s, 3); <sup>13</sup>C NMR 204.5, 166.1, 137.5, 129.2 (2 C), 128.5 (2 C), 126.6, 64.0, 53.1, 49.8, 37.0, 30.8; IR (KBr) 3500–3100, 1717, 1646; HRMS (DCI/NH<sub>3</sub>) calcd for C<sub>13</sub>H<sub>18</sub>NO<sub>3</sub> (MH<sup>+</sup>) 236.1287, found 236.1280.

Attempts to improve the yield by using more diketene led to mixtures ranging from 100:0 to 50:50 of **17** and the bis ester amide, which could be separated by flash chromatography on silica gel (99:1 to 24:1 CH<sub>2</sub>Cl<sub>2</sub>/MeOH). Selective hydrolysis of the bis ester amide was achieved with K<sub>2</sub>CO<sub>3</sub> (6 equiv) in MeOH (0.1 M) for 12 h followed by treatment with 1 M HCl until the pH was neutral. The aqueous layer was extracted with EtOAc, washed with brine, dried over Na<sub>2</sub>SO<sub>4</sub>, and concentrated to give **17**. Flash chromatography on silica gel (24:1 CH<sub>2</sub>Cl<sub>2</sub>/MeOH) gave **17** as a white solid in 95–99% yield from the bis ester amide. The overall yield of **17** ranged from 65% to 72%.

**(Z)-1,3-Dihydro-3-(1-hydroxyethylidene)-5-phenylmethyl-2H-pyrrol-2-one (16).** EDC (0.49 g, 2.55 mmol) and dichloroacetic acid (84  $\mu$ L, 1.0 mmol) were added to a solution of **17** (0.12 g, 0.51 mmol) in toluene (3 mL) and DMSO (3 mL). The reaction was stirred at 25 °C for 16 h and 2 M aqueous HCl (6 mL) was added. The acidic aqueous layer was extracted with EtOAc (3 × 10 mL) to give a solution of the aldehyde.

The EtOAc solution of the crude aldehyde was shaken with 1 M NaOH (40 mL) for 5 min. The basic aqueous layer was extracted with Et<sub>2</sub>O (4 × 40 mL) and the combined organic layers were washed with brine (100 mL), dried over MgSO<sub>4</sub>, and concentrated to give a yellow-green solid. Recrystallization from Et<sub>2</sub>O, CH<sub>2</sub>Cl<sub>2</sub>, and pentane (1:1:0.2) yielded 67 mg (61%) of **16** as white needles: mp 139–141 °C (lit. mp 139–141 °C);<sup>23</sup> <sup>1</sup>H NMR 8.53 (br, 1, NH), 7.33–7.21 (m, 5), 5.49 (s, 1), 3.69 (s, 2), 2.14 (s, 3); <sup>13</sup>C NMR 171.9, 171.0, 137.0, 132.4, 128.8 (2 C), 128.7 (2 C), 126.9, 107.1, 98.4, 34.7, 19.2; IR (KBr) 3200–3100, 1672, 1629. The data are identical with those reported by Tamm and Schmidlin.<sup>23</sup>

**1,5-Dihydro-5-hydroxy-3-(1-oxoethyl)-5-phenylmethyl-2H-pyrrol-2-one (18).** DMDO (7.5 mL, 0.46 mmol, 0.07 M solution in acetone)<sup>25</sup> was added to a solution of **16** (100 mg, 0.46 mmol) in CH<sub>2</sub>Cl<sub>2</sub> (5 mL) at -40 °C. The solution was stirred for 2 h and then concentrated to yield 0.107 g (100%) of **18** as a yellow oil: <sup>1</sup>H NMR 7.54 (d, 1, *J* = 2.4), 7.36–7.25 (m, 5), 6.21 (br, 1, NH), 3.20 (d, 1, *J* = 13.4), 3.04 (d, 1, *J* = 13.4), 2.49 (s, 3); <sup>13</sup>C NMR 194.2, 168.1, 155.3, 134.9, 134.0, 130.4 (2 C), 128.5 (2 C), 127.5, 86.5, 43.8, 29.2; IR (neat) 3400–3200, 1716, 1614; HRMS (CI/NH<sub>3</sub>) calcd for C<sub>13</sub>H<sub>17</sub>N<sub>2</sub>O<sub>3</sub> (MNH<sub>4</sub><sup>+</sup>) 249.1239, found 249.1243.

**4-Hydroxy-1-(1-oxoethyl)-4-phenylmethyl-6-oxa-3-azabicyclo[3.1.0]hexan-2-one (19a and 19b).** A 30% solution of H<sub>2</sub>O<sub>2</sub> (81  $\mu$ L, 0.71 mmol) was added to a solution of **18** (54.8 mg, 0.24 mmol) in MeOH (2.4 mL) in a 15–20 °C water bath. NaOH (6 M, 20  $\mu$ L, 0.12 mmol) was added over 1 h keeping the

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water bath between 20 and 25 °C. The reaction was stirred for 2 h and poured into H<sub>2</sub>O (5 mL). The aqueous layer was extracted with Et<sub>2</sub>O (4 × 5 mL), and the combined organic layers were washed with H<sub>2</sub>O (15 mL), dried over MgSO<sub>4</sub>, and concentrated to give 51 mg (87%) of a 1:3 mixture of crude **19a** and **19b** as a yellow oil. Flash chromatography on silica gel (19:1 CH<sub>2</sub>Cl<sub>2</sub>/MeOH) yielded 38 mg (64%) of a 1:3 mixture of **19a** and **19b** as a clear oil.

Data for **19b** were determined from the mixture: <sup>1</sup>H NMR 7.38–7.26 (m, 5), 7.36 (br, 1, NH), 4.66 (s, 1, OH), 4.05 (d, 1, *J* = 2.4), 3.13 (d, 1, *J* = 13.4), 3.07 (d, 1, *J* = 13.4), 2.11 (s, 3); <sup>13</sup>C NMR 199.6, 168.1, 134.4, 130.5 (2 C), 128.6 (2 C), 127.3, 85.1, 64.8, 61.2, 41.3, 26.2; IR (neat) 3200–3000, 1700, 1680; HRMS (DCI/NH<sub>3</sub>) calcd for C<sub>13</sub>H<sub>14</sub>NO<sub>4</sub> (MH<sup>+</sup>) 248.0923, found 248.0924.

NOESY 1D irradiation of the absorption at δ 4.05 showed small enhancements to δ 7.36, 4.66, and 2.11 and very small enhancements to δ 3.13 and 3.07.

**4-Hydroxy-1-(1-oxoethyl)-4-phenylmethyl-6-oxa-3-azabicyclo[3.1.0]hexan-2-one (19a and 19b).** A solution of **16** (42 mg, 0.20 mmol) in aqueous Na<sub>2</sub>(EDTA) (4 × 10<sup>-4</sup> M, 1.6 mL) was cooled to 0 °C and acetone (1.6 mL, 21.8 mmol) was added. A mixture of NaHCO<sub>3</sub> (130 mg, 1.56 mmol) and Oxone (0.60 g, 0.98 mmol) was added over a period of 1 h. The solution was stirred for an additional 6 h at 0 °C. The reaction mixture was filtered and concentrated under reduced pressure to remove the acetone. The resulting aqueous layer was extracted with CH<sub>2</sub>Cl<sub>2</sub> (4 × 5 mL), which was dried over MgSO<sub>4</sub> and concentrated to yield 30 mg (63%) of crude **19a**. Flash chromatography on silica gel (19:1 CH<sub>2</sub>Cl<sub>2</sub>/MeOH) yielded 28 mg (58%) of a 3:1 mixture of **19a** and **19b**.

Data for **19a** were determined from the mixture: <sup>1</sup>H NMR 7.39–7.25 (m, 5), 7.26 (br, 1, NH), 6.28 (s, OH), 3.98 (d, 1, *J* = 2.4), 3.22 (d, 1, *J* = 13.4), 3.13 (d, 1, *J* = 13.4), 1.96 (s, 3); <sup>13</sup>C NMR 196.6, 167.0, 133.0, 130.6 (2 C), 128.8 (2 C), 127.7, 84.5, 63.5, 62.8, 43.5, 27.4; IR (neat) 3200–3000, 1700, 1680; HRMS (DCI/NH<sub>3</sub>) calcd for C<sub>13</sub>H<sub>14</sub>NO<sub>4</sub> (MH<sup>+</sup>) 248.0923, found 248.0924.

NOESY 1D irradiation of the absorption at δ 3.98 showed small enhancements of δ 7.26 and 1.96 and larger enhancements of δ 3.22 and 3.13.

**(Z)-1,5-Dihydro-3-(1-oxoethyl)-5-(phenylmethylene)-2H-pyrrol-2-one (20).** To a solution of **18** (9 mg, 0.04 mmol) in CH<sub>2</sub>Cl<sub>2</sub> (0.5 mL) was added TFA (3 μL, 0.04 mmol). The solution was stirred for 12 h and then poured into H<sub>2</sub>O (3 mL). The aqueous layer was neutralized with 1 M NaOH and extracted with CH<sub>2</sub>Cl<sub>2</sub> (3 × 3 mL). The combined organic layers were washed with H<sub>2</sub>O (5 mL), dried over MgSO<sub>4</sub>, and concentrated. Flash chromatography on silica gel (49:1 CH<sub>2</sub>Cl<sub>2</sub>/MeOH) yielded 8 mg (100%) of **20** as a yellow solid: <sup>1</sup>H NMR 8.51 (br, 1, NH), 7.73 (d, 1, *J* = 2.4), 7.51–7.38 (m, 5), 6.41 (s, 1), 2.62 (s, 3); <sup>13</sup>C NMR 193.6, 169.4, 144.1, 134.7, 134.1, 131.6, 129.6, 129.4 (2 C), 129.3 (2 C), 120.2, 29.3; IR (KBr) 3456, 1698, 1671, 1636; HRMS (DEI) calcd for C<sub>13</sub>H<sub>11</sub>NO<sub>2</sub> (M<sup>+</sup>) 213.0790, found 213.0790.

**N-(1-Hydroxymethyl-2-phenylethyl)-3-cyclohexyl-3-oxopropionamide (22).** (R)-(+)-2-Amino-3-phenyl-1-propanol (30 mg, 0.20 mmol) was added to a solution of **21** (50 mg, 0.20 mmol) in toluene (2 mL). The cloudy solution was heated at 70 °C for 18 h giving a clear solution that was concentrated to afford a yellow oil. Flash chromatography on silica gel (1:4 hexanes/EtOAc) yielded 37 mg (62%) of **22** as a white solid: mp 77–79 °C; <sup>1</sup>H NMR 7.30–7.20 (m, 5), 4.21–4.18 (m, 1), 3.68 (dd, 1, *J* = 11, 5), 3.57 (dd, 1, *J* = 11, 5), 3.41 (d, 1, *J* = 16), 3.37 (d, 1, *J* = 16), 2.90 (dd, 1, *J* = 13, 7), 2.83 (dd, 1, *J* = 13, 7), 2.41–2.35 (m, 1), 1.82–1.61 (m, 4), 1.34–1.15 (m, 6); <sup>13</sup>C NMR 209.9, 166.3, 137.6, 129.2 (2 C), 128.4 (2 C), 126.5, 63.9, 53.1, 51.5, 47.0, 36.9, 27.89, 27.88, 25.6, 25.32, 25.29; IR (KBr) 3303, 1708, 1645; HRMS (DCI/NH<sub>3</sub>) calcd for C<sub>18</sub>H<sub>26</sub>NO<sub>3</sub> (MH<sup>+</sup>) 304.1913, found 304.1909.

**(Z)-3-(Cyclohexyl(hydroxy)methylene)-1,3-dihydro-5-phenylmethyl-2H-pyrrol-2-one (23).** To a solution of **22** (41 mg, 0.14 mmol) in toluene (1.0 mL) and DMSO (1.0 mL) was added EDC (0.13 g, 0.68 mmol) and dichloroacetic acid (22 μL, 0.27 mmol). The solution was stirred for 36 h and 2 M HCl (3 mL) was added. The aqueous layer was extracted with Et<sub>2</sub>O/CH<sub>2</sub>Cl<sub>2</sub> (3:1, 3 × 5 mL). The combined organic layers were stirred

with 2 M NaOH (5 mL) for 5 min. Ice was added and the aqueous layer neutralized with 2 M HCl. The organic layer was removed and the neutral aqueous layer was extracted with CH<sub>2</sub>Cl<sub>2</sub> (3 × 5 mL). The combined organic layers were washed with 2.5 M NaCl solution (5 × 5 mL), dried over MgSO<sub>4</sub>, and concentrated to give 32 mg (84%) of 80–90% pure **23** as a bluish oil: <sup>1</sup>H NMR 7.52–7.21 (m, 5), 5.59 (s, 1), 3.48 (br, 2), 2.50–2.40 (m, 1), 1.85–1.55 (m, 8), 1.35–1.29 (m, 2).

**3-Cyclohexanecarbonyl-1,5-dihydro-5-hydroxy-4-phenylmethyl-2H-pyrrol-2-one (24).** A crude solution of **23** (32 mg, 0.11 mmol) in CH<sub>2</sub>Cl<sub>2</sub> (0.35 mL) was cooled to –40 °C and a solution of DMDO (2.4 mL, 0.07 M in acetone) was quickly added. The bright yellow solution was stirred for 3 h. The solution was then concentrated to a yellow oil. Flash chromatography on silica gel deactivated with 5% H<sub>2</sub>O (13:7 CH<sub>2</sub>Cl<sub>2</sub>/EtOAc) yielded 13 mg (35% from **24**) of **22** as a yellow oil: <sup>1</sup>H NMR 7.38 (s, 1), 7.31–7.21 (m, 5), 6.82 (s, 1, NH), 3.83 (s, 1, OH), 3.20 (d, 1, *J* = 13.4), 3.11 (d, 1, *J* = 13.4), 3.07–2.95 (m, 1), 1.71–1.54 (m, 4), 1.30–1.04 (m, 6); <sup>13</sup>C NMR 200.3, 167.9, 154.3, 135.5, 134.0, 130.4 (2 C), 128.5 (2 C), 127.4, 86.7, 48.4, 43.8, 28.0, 27.7, 25.8, 25.4, 25.3; IR (neat) 3500–3200; 1713, 1681; HRMS (DCI/NH<sub>3</sub>) calcd for C<sub>18</sub>H<sub>22</sub>NO<sub>3</sub> (MH<sup>+</sup>) 300.1600, found 300.1610.

**N-(3-Cyclohexyl-1,3-dioxopropyl)-2-(hydroxymethyl)-pyrrolidine (25).** DMAP (30 mg, 0.25 mmol) and **21** (0.13 g, 0.49 mmol) were added to a solution of (*S*)-prolinol (50 mg, 0.49 mmol) in toluene (12 mL). The cloudy solution was heated to 70 °C for 16 h. The clear solution was cooled to 25 °C and poured into a solution of saturated NH<sub>4</sub>Cl (12 mL). The aqueous layer was extracted with CH<sub>2</sub>Cl<sub>2</sub> (3 × 10 mL). The combined organic layers were washed with 1 M HCl (2 × 20 mL). The combined acidic layers were extracted with CH<sub>2</sub>Cl<sub>2</sub> (10 mL). The combined organic layers were washed with brine (30 mL), dried over MgSO<sub>4</sub>, and concentrated to yield 0.123 g (98%) of oily **25** as a complex mixture of four keto, enol, and amide tautomers: <sup>1</sup>H NMR 4.97–4.95, 4.85–4.83, 4.58–4.54, 4.28–4.19, and 3.83–3.37 (5 m, 7 H for keto, 6 H for enol), 2.54–2.48 (m, 1), 2.12–1.62 and 1.41–1.18 (2 m, 14 H); IR (neat) 1710, 1626; HRMS (DCI/NH<sub>3</sub>) calcd for C<sub>14</sub>H<sub>24</sub>NO<sub>3</sub> (MH<sup>+</sup>) 254.1756, found 254.1753.

**2-Cyclohexyl(hydroxy)methylene-2,5,6,7-tetrahydro-3H-pyrrolizin-3-one (26).** To a solution of **25** (39 mg, 0.15 mmol) in toluene (1.0 mL) and DMSO (1.0 mL) was added EDC (0.15 g, 0.77 mmol) and dichloroacetic acid (25 μL, 0.31 mmol). The solution was stirred for 36 h and 2 M HCl (3 mL) was added. The aqueous layer was extracted with Et<sub>2</sub>O/CH<sub>2</sub>Cl<sub>2</sub> (3:1, 3 × 5 mL). The combined organic layers were stirred with 2 M NaOH (5 mL) for 5 min. Ice was added and the aqueous layer neutralized with 2 M HCl. The organic layer was removed and the neutral aqueous layer was extracted with CH<sub>2</sub>Cl<sub>2</sub> (3 × 5 mL). The combined organic layers were washed with 2.5 M NaCl solution (5 × 5 mL), dried over MgSO<sub>4</sub>, and concentrated to give 28 mg (76%) of 80–90% pure **26** as a bluish oil: <sup>1</sup>H NMR 5.51 (s, 1), 3.65 (t, 2, *J* = 7.3), 2.65 (t, 2, *J* = 7.3), 2.49–2.42 (m, 1), 2.35 (tt, 2, *J* = 7.3, 7.3), 1.85–1.55 (m, 8), 1.39–1.20 (m, 2).

**2-Cyclohexanecarbonyl-7a-hydroxy-5,6,7,7a-tetrahydro-3H-pyrrolizin-3-one (27).** A solution of crude **26** (28 mg, 12 mmol) in CH<sub>2</sub>Cl<sub>2</sub> (0.35 mL) was cooled to –40 °C and a solution of DMDO (1.60 mL, 0.07 M in acetone) was quickly added. The bright yellow solution was stirred for 3 h. The solution was then concentrated to provide a yellow oil. Flash chromatography on silica gel deactivated with 5% H<sub>2</sub>O (13:7 CH<sub>2</sub>Cl<sub>2</sub>/EtOAc) yielded 4 mg (11% from **25**) of >90% pure **27** as a yellow oil: <sup>1</sup>H NMR 7.63 (s, 1), 3.56 (ddd, 1, *J* = 8.5, 8.5, 8.5), 3.39–3.30 (m, 1), 3.28–3.20 (m, 1), 2.62–2.54 (m, 1), 2.40–2.25 (m, 1), 2.19–2.14 (m, 1), 1.80–1.60 (m, 5), 1.66–1.58 (m, 1), 1.41–1.23 (m, 5); <sup>13</sup>C NMR 200.0, 170.1, 153.1, 135.9, 95.4, 48.2, 42.3, 34.0, 28.5, 27.72, 27.71, 25.8, 25.6, 25.3; IR (neat) 3418, 1694.

**Acknowledgment.** We thank the NIH (GM50151) for generous financial support.

**Supporting Information Available:** <sup>1</sup>H and <sup>13</sup>C NMR spectra. This material is available free of charge via the Internet at <http://pubs.acs.org>. JO048605R