FORM 51-102F1
EMPOWER TECHNOLOGIES CORPORATION
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE SIX MONTH PERIOD ENDED JUNE 30, 2012

The following discussion and analysis, prepared as of August 14, 2012, should be read together with the unaudited interim consolidated financial statements for the six month period ended June 30, 2012 and related notes attached thereto, which are prepared using accounting policies consistent with International Financial Reporting Standards. All amounts are stated in Canadian dollars unless otherwise indicated.

The reader should also refer to the audited financial statements and the Management Discussion and Analysis for the year ended December 31, 2012. Additional information relating to Empower is available on SEDAR at www.sedar.com.

Statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. Readers are cautioned not to put undue reliance on forward-looking statements. References in this document to “we”, “us”, “Empower” and “the Company” refer to Empower Technologies Corporation and its subsidiaries.

DESCRIPTION OF BUSINESS

The Company’s core technology is the LEOs embedded hardware platform. LEOs, which stands for “Linux Embedded Operating System” is the Company’s branded operating software which allows product developers and manufacturers to create their own software and embedded hardware, or integrate the Company’s software or hardware, for their own products. Empower has now included imaging technology to its core technology. Under the imaging technology, it consists a number of innovative proprietary technologies under its group - Empower’s proprietary Image Motion Stabilization (IMS) Technology, Image Signal Correction (ISC) Technology and ISC/IMS enabled surveillance cameras. Examples of products that developers and manufacturers may produce include surveillance cameras, automotive cameras and digital signage systems.

The Company’s target customers are product developers and manufacturers in the digital signage and interactive kiosk, security and surveillance, military, automotive and transportation, healthcare, industrial control and consumer electronics sectors. In order for the Company to gain market penetration and recognition of its two core technologies, the Company has decided strategically to divide sales and marketing into two separate operating divisions:

A: The Empower Embedded Engineering Division:

The embedded engineering division will take over the sales and marketing of LEOs embedded development platforms and tools. Under its administration, the embedded product division has developed several models of a LEOs development kit (“Development Kit”) and LEOs embedded computer system boards (“Computer Boards”) that provide all the software development tools and hardware platform for developers to create the software and the embedded hardware for their own products. The embedded technology product division markets and sells the Development Kits and Computer Boards (also known as “single board computers”) to prospective interested product developers and manufacturers. It is the division’s goal to sell as many Development Kits and Computer Boards as possible to achieve product adoption as well as selling engineering services which include OEM manufacturing. However, there are limitations to the number of Development Kits that can be sold. The division also believes a large portion of the revenue will be generated from engineering services and OEM manufacturing. It is because once product developers decide to use the Development Kit to create the software and hardware for their new product, the division has achieved a “design win” and the product developer must obtain a LEOs license or buy Computer Boards (with LEOs embedded) to go into production. Significant revenue for the Company can occur if the licensee’s product has the potential to have high volume production. There are also possibilities customers coming to Empower only for its OEM manufacturing service and it can generate significant revenue due to the high value of the product or the volume.

B. The Empower Imaging Laboratories Division

This division will take over the marketing and sales of video technology products. One of the very first imaging technology products is Empower's proprietary real time translational and rotational Image Motion Stabilization (IMS) Technology branded under the name "Bullseye". This state of the arts real time image stabilizer is the best priced unit under its class. The other is Image Signal Correction (ISC) Technology products which are under development. The Company will also have video analytic products in the future. In order to introduce those Empower proprietary imaging technologies and expedite their market penetration, Empower will embark on a sales and marketing strategy to embed its proprietary imaging technologies into a line of surveillance camera and sell into the security and surveillance industry. The Company believes by offering imaging technology product solutions such as surveillance cameras and video stabilizers that incorporate Empower's proprietary real time IMS, ISC and video analytics, it will fast track sales into the market and position Empower's imaging technology as the leader in the industry.

The Company intends to generate or increase revenue by sales of the following:

1. Embedded technology products: Development Kits, Single Board Computer, LEOs licensing; and,

2. Engineering services: consulting services to OEM/ODM products or technologies, product development and manufacturing services;

3. Imaging technology products: proprietary Image Signal Correction (ISC) Technology, proprietary Image Motion Stabilization (IMS) Technology and product solutions such as ISC/IMS enabled surveillance cameras and video stabilizers for customer;

In the past, the focus of the Company's strategy was to develop revenue through licensing of LEOs and the sales of embedded development platform, tools and single board computer products developed by the Company. While the Company may generate some revenue from licensing and through the sale of its own products in the future, it is the Company's plan to add new source of revenue that has fast growth opportunity. Therefore, the Company is now focused on generating increased sales from imaging technology product solutions such as surveillance cameras and video stabilizers and from offering engineering and manufacturing services to developers and manufacturers.

Principal Products or Services:
The Company is currently selling Development Kits through its distributors and is selling Computer Boards to several customers. The Company to date has sold Development Kits, Computer Boards and engineering services. To date, there has been no revenue from licensing. Revenue has been generated largely from the following sources:

1. Development Kits
The Company has developed two series of Developments Kits. The Empower Development Kit (EDK) series contains enhancements helping designers accelerate development of digital video applications.

2. Computer Boards
The Company has also recently sold Computer Boards to a number of customers. Like the Development Kits, the Company has developed a series of Computer Boards.

Computer Boards are currently manufactured by third party contract manufacturers in Asia, however the Company may contract with other manufacturers, subject to the economics.

3. Imaging Technology
The Company has developed in-house real time video stabilizer technology that can perform shaking and rolling motion stabilization. It has also developed image enhancement technology called "Image Signal Correction" Technology or ISC. The Company will be selling surveillance cameras and video stabilizers that incorporate Empower's proprietary real time IMS, ISC and video analytics technologies.

4. Engineering and Manufacturing Services

The Company provides its prospective customers with engineering and manufacturing services including maintenance and support for the LEOs and its Computer Boards, imaging technology products, product developments and contract manufacturing.

Recent Developments:

In the last quarter, the Company had the following developments:

1. Announced that it is proceeding to close a non-brokered private placement of units (the “Offering”) previously announced on May 10, 2012 for $150,000 to change to $155,000.

   The private placement was closed for 1,550,000 Units (the "Offering") at a price of $0.10 per Unit for a total of $155,000. Each Unit consists of one common share and one half share purchase warrant. Each whole warrant will entitle the holder thereof to purchase one common share (the "Additional Share") for a period of one year from the date of issue at a price equal to $0.15 per Additional Share. The Closing is subject to the Company receiving TSX Venture Exchange approval.

2. Announced, further to the Northstar Network Ltd. (NNL) purchase (the “Purchase”) update on May 14, 2012, Empower and Northstar Electronics Inc. (Northstar) have agreed in writing to change the date of the advance payment of $40,000 of the cash portion of the purchase price to Northstar from “on or before May 18, 2012” to “on or before closing or at closing”. Empower has already submitted the application to TSX Venture Exchange (the “Exchange”) for the approval of the Purchase. Because of the due process at the Exchange, the closing will require more time than May 31, 2012. As a result, Empower and Northstar have agreed in writing to move the closing date of the Purchase from May 31, 2012 to “on or before June 29, 2012”. Both Empower and Northstar have instructed their respective legal counsel to prepare all necessary documents to close the Purchase expediently once the Company has received the approval. There is no assurance Empower will receive the Exchange approval for the Purchase of Northstar Network.

   Further to the previous announcement, Empower and Northstar Electronics, Inc. (OTCBB: NEIK) (“Northstar Electronics”), the parent of Northstar Network Ltd., have signed a Letter of Extension to extend the completion date of the definitive purchase agreement to August 20, 2012.

3. Announces, that it has received approval from TSX Venture Exchange to complete the closing of a non-brokered private placement of unsecured convertible debentures (“Debentures”) for a total of $270,000 (the “Offering”).

   The Debentures will bear simple interest at the rate of 10% per annum payable quarterly and are due 18 months on December 8, 2013. The Debentures are convertible into common shares of Empower at a conversion price of $0.15 per share. In consideration of the finder’s efforts in locating investors for the Debentures Private Placement, the Company will pay Canaccord Genuity Corp $18,900 finder’s fee in cash and 126,000 Empower share purchase warrants. Each warrant is exercisable for one year at $0.15 per share. The holder of the securities must not trade the securities before October 9, 2012. The net proceeds of the offering are $251,100. Proceeds of the Offering are to be used for continued sales and marketing of Empower’s products and general working capital.

PERFORMANCE SUMMARY

For the three month period ended June 30, 2012, the Company has incurred a loss of $259,286 or $0.01 per share, compared with a loss of $453,973 or $0.01 per share for the three month period ended June 30, 2011. This loss represents expenditures related to the ongoing development and marketing of the Company's products and the acquisition of Northstar Network Ltd. from Northstar Electronics, Inc. which is still subject to TSX Venture Exchange approval. This is consistent with the Company's business plan.

The total expenses excluding share-based compensation decreased to $296,806 for the three months ended June 30, 2012, compared with $436,272 for the three month period ended June 30, 2011. Revenue increased to $21,865 for the Quarter, compared to $3,714 for the three month period ended June 30, 2011. For the six months ended June 30, 2012, total expense excluding stock-based compensation decreased to $583,179 compared to $844,533 for the six month period ended June 30, 2011. Revenue decreased for the six months ended June 30, 2012 to $21,865 from $138,387 for the six month period ended June 30, 2011. The decrease is mainly attributable to the completion of all the design win projects and to the Company's effort to shift from selling LEOs embedded development kit and engineering service to sales and marketing of imaging technology products such as surveillance cameras as well as searching and acquiring complementary revenue producing businesses.

As at June 30, 2012, the Company had cash of $55,944 compared to $22,199 at December 31, 2011. The Company expects overall operating expenses will stay at current level in the foreseeable future until significant product shipments begin and/or completion of acquisition of Northstar Network Ltd. subject to TSX Venture Exchange approval.

RESULTS OF OPERATIONS

	Six Month Period Ended June 30, 2011	Six Month Period Ended June 30, 2011	Three Month Period Ended June 30, 2012	Three Month Period Ended June 30, 2011	Year Ended December 31, 2011
Sales					
Canada	$ -	$ 30,000	$ -	$ -	$ 30,000
United States of America	-	104,673	-	-	104,673
Asia	21,865	3,714	21,865	3,714	23,099
	21,865	138,387	21,865	3,714	157,772
Cost of Sales					
Cost of goods sold	10,152	50,711	10,152	264	51,127
Write-down of inventory	-	-	-	-	73,292
	10,152	50,711	10,152	264	124,419
Gross margin	11,713	87,676	11,713	3,450	33,353
Total expenses	606,893	898,507	308,663	463,145	1,405,370
Other items	(90,886)	(302,359)	37,664	5,722	(422,788)
Income (loss) for the period:					
Canada	(680,371)	(1,101,940)	(264,505)	(451,041)	(1,824,253)
People's Republic of China	-	-	-	-	-
United States of America	(5,695)	(11,250)	5,219	(2,932)	29,448
	$ (686,066)	$ (1,113,190)	$ (259,286)	$ (453,973)	$ (1,794,805)
Loss per share	$ (0.01)	$ (0.02)	$ (0.01)	$ (0.01)	$ (0.04)
Total assets	$ 356,335	$ 172,790	$ 356,335	$ 172,790	$ 163,983

Revenue

Revenues generated for the three months ended June 30, 2012 were $21,865, compared with $3,714 for the three months ended June 30, 2011. For the six months ended June 30, 2012, revenues were $21,865 compared with $138,387 for the six months ended June 30, 2011. The reason for the decline in revenue is due to the Company changing its sales and marketing effort to realign the business into two divisions – the embedded engineering and the imaging laboratories. Also the acquisition of Northstar Network Ltd. which is still subject to TSX Venture Exchange approval, has further limited the resources the Company has to keep up with its existing sales and marketing effort to generate revenue.

Cost of Sales

Cost of material sold during the Quarter was $10,152, compared with $264 for the period ended June 30, 2011. For the six months ended June 30, 2012, cost of sales was $10,152, compared with $50,711 during the six months ended June 30, 2011. Cost of sales as a percentage of sales amounted to 46% in the first half of 2012, compared with 37% for the same period in 2011.

General and Administrative

General and administrative expenses without stock-based compensation and R&D costs for the three months ended June 30, 2012 decreased to $272,240 (2011 - $385,153) due to the decrease in financing and R&D activities. Advertising and promotion decreased to $4,555 (2011 - $21,192) due to decrease in promotional activities. Consulting fees decreased to $53,350 (2011 - $84,053) due to the Company's reduced R&D and company promotion activities. For the six months ended June 30, 2012, general and administrative costs without stock-based compensation and R&D costs decreased to $520,395 (2011 - $737,642).

Research and Development

Research and Development costs ("R&D costs") relating to the development and maintenance of LEOs, adding new operating software and new products are expensed as incurred. R&D costs for the three month period ended June 30, 2012 were $24,566 compared to $51,119 for the period ended June 30, 2011. For the six months period ended June 30, 2012, R&D costs were $62,784, compared to $106,891 for the same period ended June 30, 2011.The R&D cost decrease is due to the Company's successful completion of developing its core technology - LEOs operating software.

	Six Month Period Ended June 30, 2012	Six Month Period Ended June 30, 2011	Three Month Period Ended June 30, 2012	Three Month Period Ended June 30, 2011
Equipment and supplies	$ 170	$ 4,895	$ 81	$ 4,827
Rent	25,375	26,365	11,515	13,722
Salaries and benefits	37,239	75,631	12,970	32,570
	$ 62,784	$ 106,891	$ 24,566	$ 51,119

SUMMARY OF QUARTERLY RESULTS

	Three Months Ended June 30, 2012	Three Months Ended March 31, 2012	Three Months Ended December 31, 2011	Three Months Ended September 30, 2011
Total assets	$ 356,335	$ 207,936	$ 163,983	$ 216,057
Share-based payments	11,857	11,857	49,284	21,285
Working capital (deficiency)	(2,006,692)	(1,840,981)	(1,811,087)	(2,212,622)
Shareholders' deficiency	(4,687,683)	(4,521,304)	(4,489,180)	(4,306,435)
Revenues	21,865	-	7,385	12,000
Net loss	(296,950)	(426,780)	(356,980)	(324,635)
Loss per share	$ (0.01)	$ (0.01)	$ (0.01)	$ (0.01)

	Three Months Ended June 30, 2011	Three Months Ended March 31, 2011	Three Months Ended December 31, 2010	Three Months Ended September 30, 2010
Total assets	$ 172,790	$ 505,809	$ 265,752	$ 708,640
Share-based payments	26,873	27,101	22,704	10,753
Working capital (deficiency)	(2,061,001)	(1,993,731)	(2,772,980)	(2,012,853)
Shareholders' deficiency	(4,152,584)	(4,083,084)	(4,878,833)	(4,118,376)
Revenues	3,714	134,673	(123,740)	186,155
Net loss	(453,973)	(659,217)	(1,029,356)	(339,291)
Loss per share	$ (0.01)	$ (0.01)	$ (0.02)	$ (0.01)

SELECTED ANNUAL INFORMATION

	Year Ended December 31, 2011 (i)	Year Ended December 31, 2010 (i)	Year Ended December 31, 2009 (ii)
Sales			
Canada	$ 30,000	$ 28,142	$ 5,836
United States of America	104,673	266,670	404
Asia	23,099	21,812	14,819
Europe	-	3,109	-
	157,772	319,733	21,059
Cost of Sales			
Cost of material sold	51,127	13,653	5,026
Cost of services	-	122,082	-
Write-off of inventory	73,292	4,415	10,793
	124,419	140,150	15,819
	33,353	179,583	5,240
Total expenses	1,405,370	2,393,960	2,068,697
Other items	(422,788)	62,379	(1,072)
Loss for the period			
Canada	(1,824,253)	(2,169,590)	(2,044,591)
People's Republic of China	-	-	(98,080)
United States of America	29,448	17,592	78,142

	$(1,794,805)	$ (2,151,998)	$(2,064,529)
Loss per share	$ (0.04)	$ (0.05)	$ (0.05)
Total assets	$ 163,983	$ 265,752	$ 277,071

(i) Presented using accounting policies consistent with International Financial Reporting Standards.
(ii) Presented in accordance with Canadian GAAP and was not required to be restated to IFRS.

Our operations throughout the years displayed above have been focused on the sales and marketing of our technologies and promoting those technologies to product designers and engineers and the acquisition of complementary revenue producing businesses.

LIQUIDITY

The Company has financed its operations to date primarily through the issuance of common shares. The Company continues to seek capital through various means including the issuance of equity and/or debt. As at June 30, 2012, there were 3,108,000 share purchase warrants outstanding. These warrants represent a source of equity capital for empower, should they be exercised.

The consolidated financial statements have been prepared using accounting policies consistent with International Financial Reporting Standards on the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future.

		As at June 30, 2012		As at June 30, 2011
Deficit	$	(29,753,416)	$	(28,385,735)
Working capital	$	(2,006,692)	$	(2,061,001)

Net cash used in operating activities for the quarter was $274,164 compared to net cash used of $316,092 for the three month period ended June 30, 2011. The decrease in the use of cash was primarily due to reduction in R&D activities. For the six month period ended June 30, 2012, the net cash used in operating activities was $534,267 compared with net cash used in operating activities of $570,131 for the six month period ended June 30, 2011.

Net cash used in investing activities for the quarter was $97,876 compared to net cash used of $nil for the three month period ended June 30, 2011. For the six months ended June 30, 2012, the net cash used in investing activities was $$128,490, compared with net cash used in investing activities of $nil for the six month period ended June 30, 2011. The cash used during the six month period was caused primarily by giving loan to Northstar Network Ltd.

Net cash generated in financing activities for the Quarter was $393,301 compared to net cash used of $10,899 for the three month period ended June 30, 2011. For the six months ended June 30, 2012, net cash generated by financing activities was $696,502, compared with net cash generated by financing activities of $540,684 for the six months ended June 30, 2011. The cash generated was caused primarily by proceeds of debenture, shares proceeds received in advance and loan and the cash used in financing activities was caused by payment of loans.

At June 30, 2012, the Company had $55,944 in cash. The Company has been incurring operating losses (excluding stock-based compensation and amortization) at the average rate of $94,400 per month over the last six months.

OUTSTANDING SHARE DATA

As at August 14, 2012, there were 55,195,279 common shares outstanding, in addition there were 2,195,000 stock options outstanding ranging between $0.10 and $0.62 per share, and 3,108,000 share purchase warrants ranging between $0.15 and $0.25. More information on these instruments and terms of their conversion is set out in note 9, 10 and 11 of the interim Financial Statements.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

Key management includes directors, and officers of the Company. The Company entered into the following transactions with related parties:

a) Recorded share-based payments of $22,316 (six month period ended June 30, 2011 - $48,858) for services provided by directors and officers.

b) Paid or accrued consulting fees of $88,000 (six month period ended June 30, 2011 - $69,000) for services provided by officers and directors of the Company.

c) Paid or accrued directors’ fees of $Nil (six month period ended June 30, 2011 - $48,000) for services provided by directors of the Company.

d) Paid or accrued salaries and benefits of $36,000 (six month period ended June 30, 2011 - $36,000) to an officer of the Company included in research and development costs.

e) Paid or accrued salaries and benefits of $8,000 (six month period ended June 30, 2011 - $27,000) to directors and officers of the Company. Included in current accounts payable is $671,665 (six month period ended June 30, 2011- 348,440) due to directors and officers of the Company.

At June 30, 2012, $1,162,687 (December 31, 2011 - $1,023,787) of short term loans payable is due to a director and officer of the Company. The short term loans bear interest at 8.5% and are unsecured. The Company also has $2,724,457 (December 31, 2011 - $2,724,457) of long term loans payable (Note 8) to the same director and officer. The loans bear interest at 8.5%, and are unsecured. The total interest paid or accrued to the director was $205,074 (June 30, 2011 - $187,329) for the six month period ended June 30, 2012.

The amounts charged to the Company for the services provided have been determined by negotiation among the parties and, in certain cases, are covered by signed agreements. These transactions were in the normal course of operations and were measured at the exchange value, which represented the amount of consideration established and agreed to by the related parties.

CRITICAL ACCOUNTING ESTIMATES

Use of estimates and judgments

The preparation of these consolidated financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions which affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses for the years reported. Significant areas requiring the use of management estimates include the determination of impairment of property and equipment, depreciation rates for equipment, effective interest rate used in calculating the debt portion of convertible debenture, deferred income tax assets and liabilities, allowance for doubtful accounts, provisions including amounts for inventories and the determination of the assumptions used in calculating fair value of share-based payment calculations. Actual results could differ from these estimates.

FINANCIAL INSTRUMENTS AND RISK

The carrying value of accounts receivable, accounts payable and accrued liabilities, obligation under finance lease, convertible debenture and loans payable approximated their fair value.

Financial instruments measured at fair value on the financial position are summarized in levels of fair value hierarchy as follows:

Assets	Level 1	Level 2	Level 3	Total
Cash	$ 55,944	$ -	$ -	$ 55,944

The Company is exposed to the following risks from its use of financial instruments: credit risk, market risk and liquidity risk. Management, the Board of Directors and the Audit Committee monitor risk management activities and review the adequacy of such activities.

(i) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to fulfil its contractual obligations. Such risk arises principally from certain financial assets held by the Company consisting of trade receivables. The maximum exposure to credit risk of the Company at period end is the carrying value of these financial assets.

The Company's cash is held with high-credit quality financial institutions. Provisions for doubtful accounts are made on a customer by customer basis. All write downs against receivables are recorded in the Consolidated Statement of Comprehensive Loss. The Company is exposed to credit related losses on sales to customers outside of North America due to higher risks of enforceability and collectability. Accounts receivable at June 30, 2012 are comprised of trade accounts receivable. Sufficient allowance for doubtful accounts is set up as at June 30, 2012.

(ii) Market Risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Company's income or the value of its holding of financial instruments.

(a) Foreign Exchange Risk – The Company operates internationally and is exposed to foreign exchange risk from various currencies, primarily the U.S. Dollar and the Chinese Renminbi. Foreign exchange risk arises from sales and purchase transactions as well as recognized financial assets and liabilities that are denominated in currencies other than the Canadian dollar, which is the functional currency of the Company and its subsidiaries.

During the six month period ended June 30, 2012 and at December 31, 2011, the Company held only minor amounts of cash deposits in foreign currencies.

b) Interest Rate Risk – Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Financial assets and liabilities with variable interest rates expose the Company to cash flow interest rate risk. The Company does not have any debt instruments outstanding with variable interest rates at June 30, 2012. Financial liabilities that bear interest at fixed rates are subject to fair value interest rate risk. No hedging relationships have been established for the related monthly interest or for the principal payments. The Company manages its interest rate risk by minimizing financing costs on its borrowings and maximizing income earned on excess funds while maintaining the liquidity necessary to conduct operations on a day to day basis.

(iii) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they come due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. At June 30, 2012, the Company had cash of $55,944. Monthly operating expenses approximate $101,000. The continuation of the Company depends upon the support of its lender and equity investors, which cannot be assured.

SUBSEQUENT EVENTS

Subsequent to period ended June 30, 2012:

a) The Company announced, further to the Northstar Network Ltd. (NNL) purchase (the "Purchase") update on June 29, 2012, Empower and Northstar Electronics, Inc. (OTCBB: NEIK) ("Northstar Electronics"), the parent of Northstar Network Ltd., have signed a Letter of Extension to extend the completion date of the definitive purchase agreement from July 10, 2012 to July 27, 2012 and then further extended to August 20, 2012. Further in August 13, 2012 the Company has signed an amended and restated share purchase agreement ("Amended Agreement") with Northstar Electronics for the purchase of Northstar Network Ltd. ("NNL") to amend the purchase price and further extend the outside closing date for the transaction to September 30, 2012.