

# ESSEX RENTAL CORP.

## FORM DEF 14A (Proxy Statement (definitive))

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A**  
(Rule 14a-101)

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section §240.14a-12

**ESSEX RENTAL CORP.**

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(Name of Registrant as Specified in its Charter)

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(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
  - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
    - 1) Title of each class of securities to which transaction applies:
    - 2) Aggregate number of securities to which transaction applies:
    - 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
    - 4) Proposed maximum aggregate value of transaction:
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  - Fee paid previously with preliminary materials.
  - Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
    - 1) Amount Previously Paid:
    - 2) Form, Schedule or Registration Statement No.:
    - 3) Filing Party:
    - 4) Date Filed:
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**ESSEX RENTAL CORP.**  
**1110 Lake Cook Road, Suite 220**  
**Buffalo Grove, Illinois 60089**

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**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**  
**to be held June 17, 2010**

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To the Stockholders of  
Essex Rental Corp.

You are invited to attend the annual meeting of stockholders (the "Meeting") of ESSEX RENTAL CORP., a Delaware corporation (the "Company"), at the offices of Katten Muchin Rosenman LLP, 575 Madison Avenue, New York, New York 10022 on Thursday, June 17, 2010, at 10:00 A.M., for the following purposes:

- (1) To elect two directors of the Company as Class B directors to serve for a term of two years and until their successors have been duly elected and qualified;
- (2) To ratify the appointment of Grant Thornton LLP as the independent registered public accounting firm of the Company for the 2010 fiscal year; and
- (3) To consider and act upon such other matters as may properly come before the Meeting.

Only stockholders of record at the close of business on April 29, 2010 are entitled to receive notice of, and to vote at, the Meeting, and at any adjournment or adjournments thereof. A list of the stockholders of the Company as of the close of business on April 29, 2010 will be available for inspection during business hours for ten days prior to the Meeting at the Company's principal executive offices located at 1110 Lake Cook Road, Suite 220, Buffalo Grove, Illinois 60089.

**Please fill in, date and sign the enclosed proxy, which is solicited by the Board of Directors of the Company, and mail it promptly in the enclosed postage-paid envelope to make sure that your shares are represented at the Meeting. If you attend the Meeting in person, you may, if you desire, revoke your proxy and choose to vote in person even if you had previously sent in your proxy card.**

By order of the Board of Directors,



CAROL ZELINSKI,  
Secretary

New York, New York  
April 30, 2010

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF STOCKHOLDERS ON JUNE 17, 2010:**

**Our Proxy Statement and Annual Report to Stockholders for the year ended December 31, 2009 are available at:**  
<http://www.cstproxy.com/essexcrane/2010>.

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**ESSEX RENTAL CORP.**  
**1110 Lake Cook Road, Suite 220**  
**Buffalo Grove, Illinois 60089**

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**PROXY STATEMENT FOR ANNUAL MEETING OF STOCKHOLDERS**

**June 17, 2010**

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This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors, also referred to as the Board, of ESSEX RENTAL CORP., a Delaware corporation, to be used at the annual meeting of stockholders (the “Meeting”) of the Company which will be held at the offices of Katten Muchin Rosenman LLP, 575 Madison Avenue, New York, New York 10022 on Thursday, June 17, 2010, at 10:00 A.M., and at any adjournment or adjournments thereof. All references in this Proxy Statement to the “Company”, “we”, “us”, and “our” refer to Essex Rental Corp., together with its wholly-owned subsidiaries, Essex Holdings, LLC (“Holdings”), Essex Crane Rental Corp. (“Essex Crane”) and Essex Finance Corp. (“Essex Finance”), unless the context otherwise requires.

Stockholders who execute proxies in the accompanying form retain the right to revoke them at any time by notice in writing to the Secretary of the Company, by revocation in person at the Meeting or by presenting a later-dated proxy. Unless so revoked, the shares represented by proxies will be voted at the Meeting. The shares represented by the proxies solicited by our Board of Directors will be voted in accordance with the directions given therein, but if no direction is given, such shares will be voted (i) **FOR** the election of the named directors nominee as Class B directors; and (ii) **FOR** the ratification of the appointment of Grant Thornton LLP as our independent registered public accounting firm for the 2010 fiscal year.

Stockholders vote at the Meeting by casting ballots (in person or by proxy) which are tabulated by a person who is appointed by the Board of Directors before the Meeting to serve as inspector of election at the Meeting and who has executed and verified an oath of office. The affirmative vote of (i) a plurality of the shares present at the Meeting and entitled to vote on the subject matter is required to elect the director nominees to the Board of Directors; (ii) a majority of the shares present at the Meeting and entitled to vote on the subject matter is required to ratify the selection of Grant Thornton LLP as our independent registered public accounting firm for the 2010 fiscal year and approve any other business which may properly come before the Meeting. Abstentions and broker “non-votes” are included in the determination of the number of shares present at the Meeting for quorum purposes. Abstentions will count as a vote against the proposals, other than the election of directors. Abstentions will not have an effect on the election of directors because directors are elected by a plurality of the votes cast. Broker “non-votes” are not counted in the tabulations of the votes cast on any of the proposals. A broker “non-vote” occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that item and has not received instructions from the beneficial owner.

Our principal executive offices are located at 1110 Lake Cook Road, Suite 220, Buffalo Grove, Illinois 60089. The approximate date on which this Proxy Statement and the enclosed form of proxy are to be first sent or given to stockholders is on or about May 4, 2010.

There were 13,779,265 shares of common stock, par value \$.0001 per share (the “Common Stock”) outstanding on April 29, 2010. Holders of Common Stock of record at the close of business on April 29, 2010 will be entitled to one vote for each share of Common Stock of the Company then held. Only stockholders of record at the close of business on April 29, 2010 will be entitled to vote.

As of April 28, 2010, there was one holder of record of our units, 133 holders of record of our Common stock, and eight holders of record of our warrants.

## PROPOSAL 1 - ELECTION OF DIRECTORS

Our Board of Directors is divided into two classes of directors, with the classes as nearly equal in number as possible, each serving staggered two-year terms. As a result, approximately one half of our Board of Directors will be elected each year.

The terms of office of our Board of Directors are:

- Class A directors, whose term will expire at the Annual Meeting to be held in 2011 and when their successors are duly elected and qualify; and
- Class B directors, whose term will expire at this Annual Meeting of Stockholders and when their successors are duly elected and qualify.

Our Class A directors are Edward Levy, Daniel H. Blumenthal and John G. Nestor; our Class B directors are Laurence S. Levy and Ronald Schad.

Two directors will be elected at the Meeting as our Class B directors for a term of two years expiring at the Annual Meeting of Stockholders to be held in 2012 and until their successors shall have been elected and shall qualify. The election of directors requires the affirmative vote of a plurality of the shares of Common Stock present in person or by proxy at the Meeting. **Each proxy received will be voted FOR the election of the nominee named below unless otherwise specified in the proxy**. At this time, our Board of Directors knows of no reason why any nominee might be unable to serve. There are no arrangements or understandings between any nominee and any other person pursuant to which such person was selected as a nominee.

Our Corporate Governance/Nominating Committee has reviewed the qualifications of the nominees for directors and has recommended each nominee for election to the Board of Directors.

<u>Name of Nominee</u>	<u>Principal Occupation</u>	<u>Age</u>	<u>Year Became a Director</u>
Laurence S. Levy	Chairman and CEO of Rand Logistics, Inc.	53	2006
Ronald Schad	Chief Executive Officer and President of Essex	51	2008

**Laurence S. Levy** has served as our chairman of the board since the Company's inception and served as the Company's chief executive officer from our inception until we acquired Essex Crane on October 31, 2008. Mr. Levy has been the chairman of the board of directors and chief executive officer of Rand Logistics, Inc. (originally known as Rand Acquisition Corporation), a company that provides bulk freight shipping services throughout the Great Lakes region, since its inception in June 2004. Mr. Levy founded the predecessor to Hyde Park Holdings, LLC in July 1986 and has since served as its chairman. Hyde Park Holdings, LLC is an investor in middle market businesses. Mr. Levy serves as an officer or director of several companies in which Hyde Park Holdings, LLC or its affiliates invests. Presently, these companies include: Ozburn-Hessey Logistics LLC, a national logistics services company, of which Mr. Levy is a director; Derby Industries LLC, a sub-assembly business to the appliance, food and transportation industries, of which Mr. Levy is chairman; PFI Resource Management LP, an investor in the Private Funding Initiative program in the United Kingdom, of which Mr. Levy is general partner; Regency Affiliates, Inc., a diversified company, of which Mr. Levy is chairman, chief executive officer and president; and Warehouse Associates L.P., a provider of warehouse and logistics services, of which Mr. Levy is chairman. Mr. Levy is a director of Sunbelt Holdings, Inc., a leading distributor of wine and spirits. Regency Affiliates, Inc. and Rand Logistics, Inc. are both publicly traded companies for which Mr. Levy has served on the Board of Directors during the past five years. Mr. Levy received a Bachelor of Commerce degree and a Bachelor of Accountancy degree from the University of Witwatersrand in Johannesburg, South Africa and an M.B.A. from Harvard University, where he graduated as a Baker Scholar. He is a Chartered Accountant (South Africa). Mr. Levy is not related to Edward Levy. In light of Mr. Levy's financial, accounting and investment knowledge, his service on boards and as an advisor to other public and private companies, and the knowledge and experience he has gained from such service, including his ability and expertise in evaluating potential investment opportunities and in the area of corporate governance, our Board and the Corporate Governance/Nominating Committee have concluded that Mr. Levy should continue to serve as a member of our Board of Directors.

**Ronald Schad** has served as our President and Chief Executive Officer and as a member of our Board since October 31, 2008 and has served as the president and chief executive officer of Essex Crane since 2000. Prior to joining Essex Crane, Mr. Schad spent over 15 years with Manitowoc Crane Group and was most recently its Executive Vice President and General Manager, where he was responsible for over \$350 million in sales. Prior to that position, Mr. Schad held various service and sales related positions with Manitowoc. Mr. Schad also held engineering and management positions with responsibility for nuclear device handling cranes at Reynolds Electrical and Engineering Co., the prime contractor for the Nevada Test Site. Mr. Schad graduated from the University of Wisconsin-Madison with a BS in Engineering. Pursuant to Mr. Schad's employment agreement with Essex Rental and Essex Crane, Essex Rental agreed to use its best efforts to cause Mr. Schad to be elected to our Board of Directors and serve as a member of our Board of Directors throughout the term of such agreement. Should Mr. Schad cease to be a member of our Board of Directors, he may decide to terminate his employment with the Company and then he would be eligible to receive termination benefits in accordance with his employment agreement as described below under the section titled "Termination Benefits". As a result of over 25 years working in the crane industry including roles in engineering, marketing and executive management, including approximately 10 years with Essex Crane, Mr. Schad has acquired specialized knowledge relevant to Essex's business and industry. As a member of the Board of Directors, Mr. Schad provides Essex with expertise and insight into the heavy-lift crawler crane industry, including trends in the crane rental industry and the end markets in which Essex's customers operate. In light of Mr. Schad's industry and equipment expertise and experience he has gained from such service, our Board and the Corporate Governance/Nominating Committee have concluded that Mr. Schad should continue to serve as a member of our Board of Directors.



**The Board of Directors unanimously recommends a vote FOR the election of the named Class B nominees, Laurence S. Levy and Ronald Schad, to our Board of Directors. Proxies received in response to this solicitation will be voted FOR the election of the named Class B nominees to our Board of Directors unless otherwise specified in the proxy.**

**Information Regarding Other Members of the Board of Directors**

The following table sets forth information with respect to each of the other members of the Board of Directors whose term extends beyond the Meeting, including the Class of such director and the year in which each such director's term would expire.

<u>Name</u>	<u>Age</u>	<u>Year Became a Director</u>	<u>Year Term Expires</u>
Edward Levy	46	2006	2011 Class A
Daniel H. Blumenthal	46	2008	2011 Class A
John G. Nestor	65	2009	2011 Class A

*Edward Levy* has been a member of our board of directors since our inception and was our president from our inception until we acquired Essex Crane on October 31, 2008. Since June 2006, Mr. Levy has been the president of Rand Logistics, Inc. From its inception in June 2004 to June 2006, Mr. Levy acted as special advisor to Rand Logistics, Inc. Mr. Levy was a managing director of CIBC World Markets Corp. from August 1995 through December 2004, and was co-head of CIBC World Markets Corp.'s Leveraged Finance Group from June 2001 until December 2004. From February 1990 to August 1995, Mr. Levy was a managing director of Argosy Group L.P., a private investment banking firm. Since June 1998, Mr. Levy has been a member of the board of managers of Norcross Safety Products LLC, a reporting company under the Securities Exchange Act of 1934, as amended, engaged in the design, manufacture and marketing of branded products in the fragmented personal protection equipment industry. Mr. Levy is currently a director of Derby Industries. From July 1999 until March 2005, he was also a director of Booth Creek Ski Holdings, Inc., a reporting company under the Securities Exchange Act of 1934 that owns and operates six ski resort complexes encompassing nine separate resorts. During the past five years, Mr. Levy served as a member of the board of directors of the following public companies: Booth Creek Ski Holdings, Inc. and Norcross Safety Products, LLC. Mr. Levy is a member of the board of directors of a number of other privately-held companies. Mr. Levy received a B.A. from Connecticut College. Mr. Levy is not related to Laurence S. Levy. In light of Mr. Levy's financial and investment knowledge, his service on boards and as an advisor to other public and private companies, and the knowledge and experience he has gained from such service, including his ability and expertise in evaluating potential investment opportunities and in the area of corporate governance, our Board and Corporate Governance/Nominating Committee have concluded that Mr. Levy should continue to serve as a member of our Board of Directors.

*Daniel H. Blumenthal* has served on our board of directors since we acquired Essex Crane on October 31, 2008. In 2007, Mr. Blumenthal founded Blue River Partners; a private equity firm based in Chicago, and has served as its Managing Partner since its formation. In 2009, Mr. Blumenthal founded Blue River PetCare, L.L.C., a consolidator of veterinary hospitals, in which Mr. Blumenthal serves as Chief Executive Officer. Prior to forming Blue River Partners, he was a founder and Managing Partner of Willis Stein & Partners, a private equity firm founded in 1995, where he served on the Boards of Directors of National Veterinary Associates, Inc., Paradigm Health, Inc., Interval International Corp., Baker & Taylor Corp., Roll Coater, Inc., Strategic Materials, Inc. and Aavid Thermal Technologies, Inc. Prior to the formation of Willis Stein & Partners, Mr. Blumenthal was Vice President of Continental Illinois Venture Corporation from 1993 to 1995 and was a corporate tax attorney with Latham & Watkins from 1988 to 1993. During the past five years, Mr. Blumenthal also served as a member of the board of directors of ANSYS, Inc., a publicly traded company. Mr. Blumenthal received his J.D., cum laude, from Harvard Law School and B.A. in Economics and History, summa cum laude, from Brandeis University. Mr. Blumenthal has extensive experience in initiating investment opportunities and structuring acquisitions including over 22 years of transaction and investment management experience as a private equity investor and transactional attorney. In light of Mr. Blumenthal's extensive experience, the Board believes that Mr. Blumenthal provides important insight for the Company's growth strategy. His significant financial expertise and experience contributes to the Board's understanding and ability to analyze complex issues and our Board and Corporate Governance/Nominating Committee have concluded that Mr. Blumenthal should continue to serve as a member of our Board of Directors.

**John G. Nestor** has served on our board of directors since September 1, 2009. Mr. Nestor joined Kirtland Capital Partners in 1986 and he is currently the chief executive officer, senior managing partner and chairman of this private investment firm (and previous majority owner of Essex Crane Rental Corp.) Mr. Nestor is also the chairman of SmartSource Computer and Audio Visual Rentals. Mr. Nestor serves as a trustee of the Saint Ignatius High School Board of Regents and is a member of the advisory board of Gordon Square Arts District. Mr. Nestor previously served as a director of PVC Container Corporation and was chairman of the board of directors of Unifrax Corporation, TruSeal Technologies, Inc. and Bristol Corporation, all of which were portfolio companies of Kirtland Capital Partners. Mr. Nestor earned a Bachelor's degree from Georgetown University, an MBA from the University of Notre Dame and an M.A. in Urban Studies from Loyola University of Chicago. The board believes that Mr. Nestor's extensive experience and knowledge of the Company is valuable to the board. He served as Essex Crane Rental's chairman for over eight years and is familiar with its business and strategy. His knowledge of the business, coupled with his experience, enables him to provide meaningful input and guidance to the board and the Company.

**Information Regarding Executive Officers**

<u>Name</u>	<u>Age</u>	<u>Position</u>
Ronald Schad	51	Chief Executive Officer and President
Martin Kroll	53	Chief Financial Officer
Carol Zelinski	55	Secretary

For biographical information regarding Ronald Schad, please see "PROPOSAL I – ELECTION OF DIRECTORS" beginning on page 2 of this Proxy Statement.

**Martin Kroll** has been our Chief Financial Officer since we acquired Essex Crane on October 31, 2008 and has served as Essex Crane's Chief Financial Officer and Senior Vice President since he joined Essex Crane in May 2001. Prior to joining Essex Crane, Mr. Kroll was employed by Outokumpu Copper Group, a multi-billion dollar copper fabrication manufacturing business headquartered in Finland. Mr. Kroll was President and Chief Financial Officer of Outokumpu's \$600 million U.S. holding company and Director of Business Development of Outokumpu's international operations. Prior to working at Outokumpu, Mr. Kroll served as Director of Finance at American Brass, a privately held \$300 million company in the copper and brass metal fabrication business acquired in a leveraged buyout. Prior to working at American Brass, Mr. Kroll spent eight years with PricewaterhouseCoopers LLP and is a certified public accountant. Mr. Kroll received a BBA in Accounting and Finance from Niagara University and also graduated from the Mahler School of Management.

**Carol Zelinski** has served as our corporate secretary since October 31, 2008. Ms. Zelinski has been an analyst at Hyde Park Holdings, LLC, a private investment firm, since 1997. She currently serves as the Secretary of Regency Affiliates, Inc., a diversified public company and as Secretary of Rand Logistics, Inc., a public company that provides bulk freight shipping services on the Great Lakes.

**Family Relationships**

There are no family relationships between any of our executive officers or directors.

**Information Regarding the Board of Directors and Committees**

**Meetings and Attendance**

During the fiscal year ended December 31, 2009, the Board met or acted by unanimous consent on seven occasions. During the fiscal year ended December 31, 2009, or, with respect to Mr. Nestor, the period commencing on September 1, 2009 (the date of his appointment to the Board of Directors) and ending December 31, 2009, each of the directors attended at least 75% of the aggregate number of meetings of the Board and of any committees of the Board on which they served. The Company does not have a policy on attendance by directors at our annual meeting of stockholders. All of the Company's directors attended the Company's 2009 annual meeting of stockholders.

**Independence of Directors**

Our Board affirmatively determines director independence based on an analysis of the listing standards of The NASDAQ Stock Market LLC ("NASDAQ") and all relevant securities and other laws and regulations regarding the definition of "independent".

Consistent with these considerations, after review of all relevant transactions and relationships between each director, any of his family members, and us, our executive officers and our independent registered public accounting firm, the Board has affirmatively determined that a majority of our Board is comprised of independent directors. Our independent directors pursuant to NASDAQ rules are Laurence Levy, Edward Levy, Daniel Blumenthal and John Nestor.

## Board Leadership Structure

The Board does not have a policy regarding the separation of the roles of Chief Executive Officer and Chairman of the Board as the Board believes it is in the best interests of the Company to make that determination based on the position and direction of the Company and the membership of the Board. However, since the closing of the acquisition of our operating subsidiary, Essex Crane, an independent director has served as our Chairman and a separate individual has served as our Chief Executive Officer and President. The Board has determined that having an independent director serve as Chairman is in the best interest of the Company's shareholders at this time. This structure ensures a greater role for the independent directors in the oversight of the Company, active participation of the independent directors in setting agendas and establishing Board priorities and procedures, including with respect to the Company's corporate governance. Further, this structure permits the Chief Executive Officer to focus on the management of the company's day-to-day operations and the execution of the Company's strategy, while at the same time participating in the establishment of such strategy in his capacity as an employee-director.

## Risk Oversight

The Board is actively involved in oversight of risks that could affect the Company. As part of its general risk management policies, the Board has delegated primary responsibility for reviewing the Company's policies with respect to risk assessment and risk management to the Audit Committee. The full Board, however, has retained responsibility for general oversight of risks, and regularly receives and considers reports from the Audit Committee and members of Essex's senior management responsible for oversight of particular risks within the Company, including the Company's Chief Financial Officer and Chief Executive Officer. The Board also encourages management's efforts to promote a corporate culture that incorporates risk management into the Company's corporate strategy and day-to-day business operations, including management initiatives and policies with respect to the safety of cranes and equipment that the Company rents. The Board also continually works, with the input of the Company's executive officers, to assess and analyze the most likely areas of future risk for the Company.

## Committees of the Board

The standing committees of our Board of Directors consist of an Audit Committee, a Compensation Committee and a Corporate Governance/Nominating Committee. Our Board of Directors may also establish from time to time any other committees that it deems necessary or advisable.

### *Audit Committee*

Our Audit Committee, which was formed as of October 31, 2008, consists of Edward Levy, Laurence Levy and Daniel Blumenthal, with Edward Levy serving as the Chairman of the Audit Committee. All three current members of the Audit Committee satisfy the independence requirements of Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and Rules 5605(a)(2) and 5605(c) of the NASDAQ listing standards. Each member of our Audit Committee is financially literate. In addition, Laurence Levy serves as our Audit Committee "financial expert" within the meaning of Item 407 of Regulation S-K of the Securities Act of 1933, as amended (the "Securities Act"), and has the financial sophistication required under the NASDAQ listing standards. Our Audit Committee, among other things:

- reviews our annual and interim financial statements and reports to be filed with the Securities and Exchange Commission;
- discusses with management, internal auditors and independent auditors the adequacy and effectiveness of our accounting and financial controls and disclosure controls and procedures;
- appoints and replaces our independent outside auditors from time to time, determining their compensation and other terms of engagement and oversees their work;
- oversees the performance of our internal audit function;
- conducts a review of all related party transactions for potential conflicts of interest and approves all such related party transactions;
- establishes procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls and auditing matters and the confidential anonymous submission by employees of concerns regarding questionable accounting or auditing matters; and
- oversees our compliance with legal, ethical and regulatory matters.

The Audit Committee has the sole and direct responsibility for appointing, evaluating and retaining our independent registered public accounting firm and for overseeing their work. All audit services to be provided to us and all permissible non-audit services, other than de minimis non-audit services, to be provided to us by our independent registered public accounting firm will be approved in advance by our Audit Committee. During the fiscal year ended December 31, 2009, the Audit Committee met or acted by unanimous consent on four occasions. The Audit Committee has adopted a formal written Audit Committee charter that complies with the requirements of the Exchange Act and the NASDAQ listing standards. A copy of the Audit Committee charter is available on the investor relations section of our website at [www.essexcrane.com](http://www.essexcrane.com).

### **Audit Committee Report**

The Company's management has the primary responsibility for the financial statements and the reporting process, including the Company's system of internal controls and disclosure controls and procedures. The outside auditors audit the Company's financial statements and express an opinion on the financial statements based on the audit. The Audit Committee oversees (i) the accounting and financial reporting processes of the Company and (ii) the audits of the financial statements of the Company on behalf of the Board. The Audit Committee operates under a written charter adopted by the Board.

The Audit Committee has met and held discussions with management and Grant Thornton LLP, the Company's independent registered public accounting firm. Management represented to the Audit Committee that the Company's financial statements for the year ended December 31, 2009 were prepared in accordance with generally accepted accounting principles. We discussed the financial statements with both management and the independent auditors. We also discussed with the independent auditors the matters required to be discussed by Statement on Auditing Standards No. 61, as amended (AICPA, *Professional Standards*, Vol. 1, AU section 380), as adopted by the Public Company Accounting Oversight Board.

The Audit Committee discussed with the independent auditors the overall scope and plans for the audit. We met with the independent auditors, with and without management, to discuss the results of their examination, the evaluation of the Company's internal controls, and the overall quality of the Company's financial reporting.

The Audit Committee discussed with the independent auditors the auditor's independence from the Company and management, including the independent auditors written disclosures required by Independent Standards Board Standard No. 1 (Independence Standards Board Standard No. 1, *Independence Discussions with Audit Committees*) as adopted by the Public Company Accounting Oversight Board.

Based on the foregoing, we have recommended to the Board of Directors that the Company's audited financial statements be included in its Annual Report on Form 10-K for the year ended December 31, 2009, for filing with the Securities and Exchange Commission.

Audit Committee

Edward Levy, Chairman  
Laurence S. Levy  
Daniel H. Blumenthal

### ***Compensation Committee***

Our Compensation Committee consists of Laurence Levy, Edward Levy and Daniel Blumenthal, with Laurence Levy serving as the Chairman of the Compensation Committee. All of these members of our Compensation Committee are “independent” as defined under Rule 5605 (a)(2) of the NASDAQ listing standards. The purpose of our Compensation Committee is to discharge the responsibilities of our Board of Directors relating to compensation of our executive officers. Our Compensation Committee, among other things:

- reviews and approves the compensation of our Chief Executive Officer and the other executive officers; and
- makes recommendations to the Board with respect to incentive compensation plans and equity based plans.

The Compensation Committee’s charter does not authorize it to delegate its authority, notwithstanding its ability to engage outside consulting firms to assist in the evaluation of director or executive officers.

The Compensation Committee has adopted a formal, written Compensation Committee charter that complies with SEC rules and regulations and the NASDAQ listing standards. During the fiscal year ended December 31, 2009, the Compensation Committee met or acted by unanimous consent on one occasion.

In addition, during 2009 the executive officers of the Company voluntarily proposed to and did temporarily waive their right to receive full salaries under their employment agreements, allowing them and other members of management to accept a reduction in cash salaries received in exchange for a portion of the forgone cash compensation in the form of common shares. This temporary salary reduction program was approved by the Compensation Committee.

A copy of the Compensation Committee charter is available on the investor relations section of our website at [www.essexcrane.com](http://www.essexcrane.com).

### ***Compensation Committee Interlocks and Insider Participation***

Each of Laurence Levy, Edward Levy and Daniel Blumenthal served as a member of the Company’s Compensation Committee during the fiscal year ended December 31, 2009. None of the members of the Compensation Committee were, during such fiscal year, an officer or employee of the Company or any of its subsidiaries or had any relationship with the Company other than serving as a director of the Company. Laurence Levy and Edward Levy served as the Chief Executive Officer and President, respectively, of the Company from its inception until they resigned such offices on October 31, 2008, the date on which the Company acquired Essex Crane, its operating subsidiary. In addition, no executive officer of the Company served as a director or a member of the compensation committee (or board committee performing similar functions) of any other entity one of whose executive officers served as a director or on the Compensation Committee of the Company. None of the members of the Compensation Committee has any relationship required to be disclosed under this caption under the rules of the SEC.

### ***Compensation Committee Report***

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis with management. Based on such review and discussion, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement on Schedule 14A.

Compensation Committee

Laurence S. Levy, Chairman  
Edward Levy  
Daniel H. Blumenthal

### ***Corporate Governance/Nominating Committee***

Our Corporate Governance/Nominating Committee consists of Laurence Levy, Edward Levy and Daniel Blumenthal, with Laurence Levy serving as the Chairman of the Corporate Governance and Nominating Committee. All of these members are “independent” as defined under Rule 5605(a)(2) of the NASDAQ listing standards. Our Corporate Governance/Nominating Committee, among other things:

- establishes criteria for Board and committee membership and recommends to our Board of Directors proposed nominees for election to the Board of Directors or committees of the Board;
- establishes processes for security holders to send stockholder proposals and other communications to the Board of Directors or our management; and
- monitors and recommends the functions and reviews the performance of the Board and the various committees of the Board of Directors.

The Corporate Governance/Nominating Committee has adopted a formal written Corporate Governance/Nominating Committee charter that complies with SEC rules and regulations and the NASDAQ listing standards. During the fiscal year ended December 31, 2009, the Corporate Governance/Nominating Committee met or acted by unanimous consent on two occasions. A copy of the Corporate Governance/Nominating Committee charter is available on the investor relations section of our website at [www.essexcrane.com](http://www.essexcrane.com).

### **Nominations for the Board of Directors**

The Corporate Governance/Nominating Committee of the Board of Directors considers director candidates based upon a number of qualifications. The qualifications for consideration as a director nominee vary according to the particular area of expertise being sought as a complement to the existing composition of the Board. At a minimum, however, the Corporate Governance/Nominating Committee seeks candidates for director based on, but not limited to, the following criteria:

- experience as a senior executive at a publicly traded corporation, management consultant, investment banker, partner at a law firm or registered public accounting firm, professor at an accredited business or law school or experience in the management or leadership of a substantial private business enterprise, educational, religious or not-for-profit organization; and
- special needs for diversity of experience and background as may arise at a particular time.

The Corporate Governance/Nominating Committee shall make every effort to ensure that the Board and its committees include at least the required number of independent directors, as that term is defined by applicable standards promulgated by NASDAQ and/or the SEC. Backgrounds giving rise to actual or perceived conflicts of interest are undesirable.

The Corporate Governance/Nominating Committee has not adopted a formal diversity policy in connection with the consideration of director nominations or the selection of nominees. However, the Corporate Governance/Nominating Committee seeks to nominate directors with a variety of complementary skills and backgrounds so that, as a group, the Board will possess the talent, skills, experience and expertise necessary to oversee the Company’s business. The Corporate Governance/Nominating Committee, in accordance with the Company’s Code of Business Conduct and Ethics, considers diversity in our people critical to our success.

The Corporate Governance/Nominating Committee has not in the past relied upon third-party search firms to identify director candidates, but may employ such firms if so desired. The Corporate Governance/Nominating Committee generally relies upon, receives and reviews recommendations from a wide variety of contacts, including current executive officers and directors as a source for potential director candidates. The Board retains complete independence in making nominations for election to the Board.

The Corporate Governance/Nominating Committee will consider qualified director candidates recommended by stockholders in compliance with our procedures and subject to applicable inquiries. The Corporate Governance/Nominating Committee’s evaluation of candidates recommended by stockholders does not differ materially from its evaluation of candidates recommended from other sources. Pursuant to our amended and restated bylaws, any stockholder may recommend nominees for director no later than the close of business on the tenth (10th) day following the day on which notice of the date of the annual meeting was mailed or public disclosure of such date was made, whichever first occurs, by writing to Carol Zelinski, Secretary, c/o Essex Rental Corp., 1110 Lake Cook Road, Buffalo Grove, Suite 220, Illinois 60089, giving the name, Company stockholdings and contact information of the person making the nomination, the candidate’s name, address and other contact information, any direct or indirect holdings of our securities by the nominee, any information required to be disclosed about directors under applicable securities laws and/or stock exchange requirements, information regarding related party transactions with us, the nominee and/or the stockholder submitting the nomination, and any actual or potential conflicts of interest, the nominee’s biographical data, current public and private company affiliations, employment history and qualifications and status as “independent” under applicable securities laws and/or stock exchange requirements. All of these communications will be reviewed by our Chairman of the Board and forwarded to the Corporate Governance/Nominating Committee, for further review and consideration in accordance with this policy.

## **Code of Ethics**

We have adopted a written code of ethics applicable to our directors, officers and employees in accordance with the rules of the SEC and the NASDAQ listing standards. We make our code of ethics available on the investor relations section of our website at [www.essexcrane.com](http://www.essexcrane.com). We will disclose amendments to or waivers from our code of ethics in accordance with all applicable laws and regulations.

## **Section 16(A) Beneficial Ownership Reporting Compliance**

Based upon a review of the filings furnished to us pursuant to Rule 16a-3(e) promulgated under the Exchange Act, and on representations from our executive officers and directors and persons who beneficially own more than 10% of our Common Stock, all filing requirements of Section 16(a) of the Exchange Act were complied with in a timely manner during the fiscal year ended December 31, 2009.

## **Stockholder Communications with the Board of Directors**

Any stockholder or other interested party who desires to communicate with our Chairman of the Board of Directors or any of the other members of the Board of Directors may do so by writing to: Board of Directors, c/o Laurence S. Levy, Chairman of the Board of Directors, Essex Rental Corp., 1110 Lake Cook Road, Suite 220, Buffalo Grove, Illinois 60089. Communications may be addressed to the Chairman of the Board, an individual director, a Board committee, the nonmanagement directors or the full Board. Communications will then be distributed to the appropriate directors unless the Chairman determines that the information submitted constitutes "spam," pornographic material and/or communications offering to buy or sell products or services.

## **SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table provides information regarding beneficial ownership of our Common Stock as of April 23, 2010, by:

- each person known by us to beneficially own more than 5% of all outstanding shares of our Common Stock;
- each of our named executive officers (as defined in Item 402(m)(2) of Regulation S-K under the Securities Act of 1933) directors, nominees for director individually; and
- all of our directors and executive officers as a group.

Except as otherwise indicated, to our knowledge, all persons listed below have sole voting power and investment power and record and beneficial ownership of their shares, except to the extent that authority is shared by spouses under applicable law.

The information contained in this table reflects “beneficial ownership” as defined in Rule 13d-3 of the Exchange Act. In computing the number of shares beneficially owned by a person and the percentage ownership of that person, shares of Common Stock subject to warrants held by that person (and/or pursuant to proxies held by that person) are considered outstanding because they are immediately exercisable.

<b>Name and Address of Beneficial Owner(1)</b>	<b>Amount and Nature of Beneficial Ownership</b>	<b>Percent of Class</b>
Laurence S. Levy	2,853,573(2)	19.4%
Edward Levy	1,361,088(3)	9.6%
Daniel H. Blumenthal	1,300(4)	*
Ronald Schad	730,987(5)	5.1%
Martin Kroll	132,150(6)	1.0%
David M. Knott Dorset Management Corporation 4485 Underhill Boulevard, Suit 205 Syosset, New York 11791	4,817,000(7)	30.4%
Ramius LLC 599 Lexington Avenue, 20 <sup>th</sup> Floor New York, New York 10022	1,950,265(8)	14.1%
Manatuck Hill Partners, LLC 1465 Post Road East Westport, CT 06880	836,300(9)	6.1%
Kirtland Partners Ltd. 3201 Enterprise Parkway, Suite 200 Beachwood, Ohio 44122	3,294,700(10)	24.0%
All directors and executive officers as a group (5 individuals)	8,373,798(11)	52.7%

\*Less than 1%

- (1) Unless otherwise noted, the business address of each of the following is 1110 Lake Cook Road, Suite 220, Buffalo Grove, Illinois, 60089.
- (2) Includes (i) 449,634 shares of common stock held by NMJ Trust, a trust established for the benefit of Mr. Levy’s minor children (ii) 300 shares of common stock which are held by Mr. Levy’s minor children, (iii) 100 shares which are held by Mr. Levy’s spouse and (iv) 957,333 shares of common stock issuable upon exercise of warrants held by Mr. Levy that are currently exercisable.
- (3) Includes (i) 2,000 of common stock shares which are held by Mr. Levy’s minor children, (ii) 500 shares which are held by Mr. Levy’s spouse and (iii) 411,467 shares of common stock issuable upon exercise of warrants held by Mr. Levy that are currently exercisable.
- (4) Includes 300 shares of common stock which are held by Mr. Blumenthal’s minor children.
- (5) Includes (i) 493,670 shares of common stock issuable upon exchange at any time and from time to time of Class A Units of Holdings held by Mr. Schad, (ii) 3,554 shares of common stock held by Mr. Schad’s minor children, (iii) 60,963 shares of common stock issuable upon exercise of warrants held by Mr. Schad that are currently exercisable and (iv) 113,000 shares of common stock issuable at any time from the exercise of vested stock options which were granted to Mr. Schad on December 18, 2008 pursuant to the Company’s Long-Term Incentive Plan. Does not include options entitling Mr. Schad to purchase up to 226,000 shares of the Company’s common stock, which were granted to Mr. Schad on December 18, 2008 pursuant to the Company’s Long-Term Incentive Plan and which are not exercisable and will not become exercisable within 60 days. Does not include options entitling Mr. Schad to purchase up to 291,580 shares of the Company’s common stock, which were granted to Mr. Schad on March 18, 2010 pursuant to the Company’s Long-Term Incentive Plan and which are not exercisable and will not become exercisable within 60 days.

- (6) Includes 75,950 shares of the Company's common stock issuable upon exchange at any time and from time to time of Class A Units of Holdings held by Mr. Kroll, (ii) 5,000 shares of common stock issuable upon exercise of warrants held by Mr. Kroll that are currently exercisable and (iii) 43,317 shares of common stock issuable at any time from the exercise of vested stock options which were granted to Mr. Kroll on December 18, 2008 pursuant to the Company's Long-Term Incentive Plan. Does not include options entitling Mr. Kroll to purchase up to 129,950 shares of the Company's common stock, which were granted to Mr. Kroll on December 18, 2008 pursuant to the Company's Long-Term Incentive Plan and which are not exercisable and will not become exercisable within 60 days. Does not include options entitling Mr. Kroll to purchase up to 111,773 shares of the Company's common stock, which were granted to Mr. Kroll on March 18, 2010 pursuant to the Company's Long-Term Incentive Plan and which are not exercisable and will not become exercisable within 60 days.
- (7) Includes 2,140,000 shares issuable upon exercise of warrants which are currently exercisable. Includes 4,637,800 shares with respect to which Mr. Knott and Dorset Management Corporation have sole voting power and 108,900 shares of common stock with respect to which Mr. Knott and Dorset Management Corporation have shared voting power. This information is based solely on the contents of a filing on Schedule 13D dated February 10, 2010 filed by David M. Knott and Dorset Management Corporation
- (8) Represents shares of the Company's common stock that may be deemed to be beneficially owned by RCG Baldwin, L.P. (872,810 shares, including 17,000 shares issuable upon the exercise of warrants which are currently exercisable), Ramius Select Equity Fund LP (36,080 shares), Ramius Enterprise Master Fund Ltd (873,155 shares, including 114,880 shares issuable upon the exercise of warrants which are currently exercisable), and Ramius Private Select Ltd. (168,220 shares, including 27,240 shares of our common stock issuable upon the exercise of warrants which are currently exercisable). Ramius Advisors, LLC as the general partner of each of RCG Baldwin, L.P. and Ramius Select Equity Fund LP and the investment advisor of each of Ramius Private Select Ltd and Ramius Enterprise Master Fund Ltd, may be deemed to beneficially own the (i) 873,155 shares of our common stock beneficially owned by Ramius Enterprise Master Fund Ltd, (ii) 872,810 shares of our common stock beneficially owned by RCG Baldwin, L.P. (iii) 36,080 shares of our common stock beneficially owned by Ramius Select Equity Fund LP and (iv) 168,220 shares of our common stock beneficially owned by Ramius Private Select Ltd, respectively. Ramius LLC, as the sole member of Ramius Advisors, LLC, may be deemed the beneficial owner of the (i) 873,155 shares of our common stock beneficially owned by Ramius Enterprise Master Fund Ltd, (ii) 872,810 shares of our common stock beneficially owned by RCG Baldwin, L.P., (iii) 36,080 shares of our common stock beneficially owned by Ramius Select Equity Fund LP and (iv) 168,220 shares of our common stock beneficially owned by Ramius Private Select Ltd, respectively. Cowen Group Inc., as the sole member of Ramius LLC, may be deemed the beneficial owner of the 1,950,265 shares of Common Stock beneficially owned in the aggregate by RCG Baldwin, L.P., Ramius Select Equity Fund LP, Ramius Enterprise Master Fund Ltd and Ramius Private Select Ltd. RCG Holdings LLC, as a significant shareholder of Cowen Group Inc., may be deemed the beneficial owner of the 1,950,265 shares of Common Stock beneficially owned in the aggregate by RCG Baldwin, L.P., Ramius Select Equity Fund LP, Ramius Enterprise Master Fund Ltd and Ramius Private Select Ltd. C4S & Co., L.L.C., as the managing member of RCH Holdings LLC, may be deemed the beneficial owner of the 1,950,265 shares of our common stock beneficially owned in the aggregate by Ramius LLC. Peter Cohen, Morgan B. Stark, Thomas W. Strauss and Jeffrey M. Solomon, as the sole managing members of C4S & Co., L.L.C., may be deemed to beneficially own the 1,950,265 shares of our common stock beneficially owned in the aggregate by C4S & Co., LLC. This information is based on the contents of a filing of Schedule 13G/A dated February 10, 2010 filed by RCG Baldwin, L.P., Ramius Enterprise Master Fund Ltd, Ramius Private Select Ltd., Ramius Select Equity Fund LP, Ramius Advisors, LLC, Ramius LLC, C4S & Co., LLC, Peter Cohen, Morgan B. Stark, Thomas W. Strauss, and Jeffrey M. Solomon and based on the contents of a filing Form 4 dated April 15, 2010.
- (9) Based solely on such Schedule 13G filing, Manatuck Hill Partners, LLC is an investment adviser registered under Section 203 of the Investment Advisers Act of 1940 and, as such, has beneficial ownership of the shares reported herein through the investment discretion it exercises over its clients' accounts. This information is based solely on the contents of a filing on Schedule 13G dated July 10, 2009 filed by Manatuck Hill Partners, LLC.
- (10) Includes 3,105,349 shares of our common stock beneficially owned by Kirtland Partners Ltd with Kirtland Capital Partners III L.P. and with respect to which such entities share voting and dispositive power, and 189,351 shares of our common stock beneficially owned by Kirtland Partners Ltd. with Kirtland Capital Company III L.L.C. with respect to which such entities share voting and dispositive power.
- (11) Includes an aggregate of 1,434,763 shares issuable upon exercise of warrants which are currently exercisable held by our officers and directors, 156,317 shares issuable upon exercise of options which are currently exercisable held by our officers and 569,620 shares issuable upon exchange at any time and from time to time of Class A Units of Holdings held by our officers.

## **CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

### **Transactions Related to the Acquisition of Essex Crane**

In accordance with the purchase agreement entered into on March 6, 2008, and amended on May 9, 2008 and August 14, 2008, by the Company, Essex Crane, Holdings, the members of Holdings and KCP Services LLC, on October 31, 2008, the Company acquired Essex Crane through the acquisition of all of the membership interests of Holdings other than membership interests which were retained by members of Essex Crane's senior management prior to the closing of the acquisition, including Ronald Schad, our Chief Executive Officer and President and a member of our Board of Directors, and Martin Kroll, our Chief Financial Officer, each of whom owned membership interests of Holdings prior to the completion of the acquisition.

The ownership interests in Holdings that were retained by Messrs. Schad and Kroll consisted of 493,670 and 75,950 Class A Units of Holdings (the parent company of Essex Crane and a subsidiary of the Company), respectively, and are exchangeable for an aggregate of 569,620 shares of the Company's common stock. The retained interests held by Messrs. Schad and Kroll had stated values of \$3,899,993 and \$600,005, respectively. Pursuant to the Amended and Restated Limited Liability Company Agreement of Holdings, to which the Company, Messrs. Schad and Kroll and the other executive members of Holdings are parties, the retained interests do not carry any voting rights and are entitled to distributions from Holdings only if the Company pays a dividend to its stockholders, in which case a distribution on account of the retained interests will be made on an "as exchanged" basis. Holders of the retained interests, including Messrs. Schad and Kroll, have agreed, subject to certain exceptions, not to sell their shares of the Company's common stock (issued upon exchange of retained interests) until after October 31, 2010.

The Company has granted certain registration rights to Messrs. Schad and Kroll (and other management members of Holdings) with respect to the shares of the Company's common stock issuable upon exchange of their retained interests. Prior to October 31, 2010, Messrs. Schad and Kroll (and the other management members of Holdings) will have piggyback registration rights with respect to the 569,620 shares of our common stock issuable upon exchange of the retained interests held by Messrs. Schad and Kroll, in connection with any registration of shares of common stock held by Laurence Levy, our Chairman of the Board, or Edward Levy, a member of our Board of Directors, and their respective affiliates. After October 31, 2010, Messrs. Schad and Kroll (and the other management members of Holdings) will have piggyback registration rights with respect to such shares in connection with any registration of shares of our common stock. In addition, at any time after October 31, 2010, holders of 50% of the shares of our common stock issuable upon exchange of the retained interests held by Messrs. Schad, Kroll and the other management members of Holdings will be entitled to one demand that the Company register their shares of our common stock.

Messrs. Schad and Kroll also received a portion of the cash consideration that we paid in the acquisition of Essex Crane. In addition, John Nestor, a member of our Board of Directors since September 1, 2009, is the Chief Executive Officer, Senior Managing Partner and President of Kirtland Capital Partners ("Kirtland") and received a portion of the cash consideration that we paid to affiliates of Kirtland in the acquisition.

On October 31, 2008, in connection with the closing of the Essex Acquisition, the Company entered into an Escrow Agreement, which we refer to as the General Escrow Agreement, with KCP Services LLC, an affiliate of Kirtland, or the Seller Representative, and Keybank National Association, as escrow agent. Pursuant to the General Escrow Agreement, an aggregate of 642,093 shares of our common stock collectively owned by Kirtland Capital Partners III L.P. and Kirtland Capital Company III LLC together with \$7,000,000 of the purchase price paid by the Company in the acquisition were transferred to the escrow agent. Following the finalization of the calculation of Holdings' working capital as of the closing of the acquisition of Essex, on February 13, 2009, \$1,000,000 of the amount deposited in escrow, together with interest thereon, was distributed to the former members of Holdings, including Messrs. Schad and Kroll and affiliates of Kirtland. Messrs. Schad and Kroll (and the other management members of Holdings) and affiliates of Kirtland were entitled to receive their pro rata portion of any amounts distributed from such escrow account. During 2009, approximately \$5.9 million of the remaining escrow funds were distributed to the former member of Holdings, including Messrs. Schad and Kroll and affiliates of Kirtland.

On October 31, 2008, in connection with the closing of the Essex Acquisition, the Company also entered into a Compliance Escrow Agreement, pursuant to which \$492,225 of the purchase price paid by the Company in the acquisition was transferred to the escrow agent to cover costs anticipated to be incurred by the Company or Essex following the closing with respect to completion of environmental remediation work specified in Schedule A to the Compliance Escrow Agreement. During 2009, such escrow funds were distributed to the Company as reimbursement for environmental remediation projects. Additionally, approximately \$106,535 was paid to the Company during 2009 from the previously mentioned escrow agreement as reimbursement for environmental remediation projects.

### **Other Transactions**

The Company maintains an office at 461 Fifth Avenue, 25th Floor, New York, New York pursuant to an agreement with ProChannel Management LLC ("ProChannel"), an affiliate of Laurence S. Levy, our Chairman of the Board. We pay ProChannel a monthly fee of \$7,500 which is for general and administrative services including office space, utilities and administrative support. We believe, based on rents and fees for similar services in the New York City metropolitan area, that the fee charged by ProChannel is at least as favorable as we could have obtained from an unaffiliated person. ProChannel is not obligated to continue to provide such office space and services to us, and there can be no assurance as to whether, or for how long, ProChannel will continue to make such office space available. For the year ended December 31, 2009, we paid ProChannel approximately \$90,000 for such services.

## **Related Party Transaction Procedures**

The Board of Directors has assigned responsibility for reviewing related party transactions to our Audit Committee. The Board and the Audit Committee have adopted a written policy pursuant to which certain transactions between us or our subsidiaries and any of our directors, executive officers and holders of 5% or more of our common stock must be submitted to the Audit Committee for consideration prior to the consummation of the transaction as required to be disclosed by the rules of the SEC. The Audit Committee reports to the Board of Directors on all related party transactions considered.

## **EXECUTIVE COMPENSATION**

### **COMPENSATION DISCUSSION AND ANALYSIS**

#### **Introduction and Overview**

This Compensation Discussion and Analysis (“CD&A”) provides an overview of the Company’s executive compensation program together with a description of the material factors underlying the decisions which resulted in the compensation provided to the Company’s Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”), who are named in the Summary Compensation Table, for 2009.

Our Compensation Committee has responsibility for determining and approving the various elements of our compensation programs for our CEO and CFO. As described below, the principal elements of our compensation programs include base salary, annual bonuses and long-term incentives including stock options. Our CEO recommends to the Compensation Committee the base salary, annual bonus and long term compensation levels for the CFO.

#### **Compensation Philosophy and Objectives**

The goal of the Company’s executive compensation program is to motivate, retain and reward executives who create long-term value for our shareholders. Our compensation program is designed to reward, and incentivize executives to achieve, short-term and long-term financial and operating performance excellence and align the executives’ long-term interests with those of our shareholders while recognizing individual contributions to the Company. To achieve these objectives, the Compensation Committee believes that executive compensation should generally consist of both cash and equity-based compensation. Compensation levels for each executive are determined based on several factors, including:

- general economic conditions;
- the Company’s overall performance and profitability;
- historical compensation practices of the Company and current and historical compensation practices of peer companies;
- each executive’s performance, skill sets and roles in the Company;
- the Company’s need for skill sets and the global or regional market for the executive’s skill sets.

#### **Components of Executive Compensation**

Currently, our executive compensation program consists of short-term compensation (salary and incentive bonus) and long-term compensation (stock options) to achieve our goal of improving earnings and achieving long term sustainable growth in revenues and earnings which we believe is aligned with our stockholders’ interests.

##### ***Annual Salary***

Annual salaries of executive officers are set at levels competitive with other companies of comparable size and scope with whom we compete for executive talent. Although the Compensation Committee believes a significant portion of each executive’s compensation should be based on the Company’s long-term performance, the Compensation Committee also believes that a stable base salary is necessary to attract, motivate, reward and retain members our executives. Therefore, the base salary component of total compensation is relatively stable year over year and generally is adjusted for cost of living adjustments or increases in responsibilities. Total executive compensation is impacted to a much larger extent by the variability of bonus compensation as determined by the profitability of the business. The Compensation Committee sets the compensation philosophy with respect to base salaries for our executives generally, and reviews the base salary of each executive officer annually in light of our overall compensation objectives. Based on such review, the Compensation Committee makes adjustments, if any, to reflect market conditions, changes in responsibilities and potential merit increases consistent with compensation practices throughout our organization.

Base salaries for our CEO and CFO were determined pursuant to their respective employment agreements, entered into on October 31, 2008 in connection with our acquisition of Essex Crane. Pursuant to their employment agreements, the CEO's and the CFO's initial base salaries were set at \$310,000 per year and \$242,000 per year, respectively. These salaries were determined based on an approximate 5% increase in the base salaries that were paid to Messrs. Schad and Kroll by the seller prior to the acquisition transaction. The 5% salary increases received were annual performance and cost of living adjustments. As of the date of this filing, the salaries originally agreed to by Messrs. Schad and Kroll on October 31, 2008 pursuant to their respective employment agreements have not been adjusted.

However, in May 2009, the Company adopted a temporary salary reduction program applicable to its management, including the CEO and CFO, pursuant to which Messrs Schad and Kroll elected to reduce the amount of their salaries paid in cash by 30 percent and 20 percent, respectively. The salary reduction program was implemented in May 2009 at the suggestion of the CEO and CFO in response to the severe and continued economic downturn in an effort to control costs and expenses to the extent possible. The salaries reported for 2009 include \$25,208 and \$13,175 of compensation received in the form of common shares that are valued at the grant date fair value of the shares awarded to Messrs. Schad and Kroll, respectively. These shares, which amount to 42% of the amount of cash salary reduction proposed and taken by the executive officers, were issued as part of the salary reduction program in lieu of cash. The shares issued pursuant to the salary reduction program vested immediately upon grant and are restricted from sale for a period of two years from the date of grant. The shares issued pursuant to the salary reduction program were not subject to a vesting schedule because they were awarded as a non-cash substitute for a portion of the cash salaries that the CEO and CFO elected to forego.

### ***Cash Bonuses***

The second element of executive compensation is an annual cash bonus. Pursuant to their employment agreements, our CEO and CFO are entitled to participate in the Company's annual bonus pool, which is meant to reward executives for the profitability of the business over the fiscal year. The Committee believes that a significant portion of each executive's compensation should be contingent on the annual performance of the Company, as well as the individual contribution of each executive to such performance.

The CEO and CFO are eligible to receive a portion of an annual cash bonus that is payable at the discretion of the Compensation Committee based on certain financial targets. The annual cash bonus is based on the achievement of adjusted earnings before interest, taxes, depreciation and amortization adjusted for non-recurring items (or "Adjusted EBITDA") in excess of a targeted amount of Adjusted EBITDA. The Compensation Committee believes that Adjusted EBITDA is the most appropriate measure of Company's performance because they take into account earnings and return on assets. These financial objectives are also consistent with the Compensation Committee's compensation philosophy of linking executive performance to the Company's financial performance and incentivize our executives to focus on performance measures that enhance shareholder value. The expected amount of Adjusted EBITDA is increased periodically for the net investments in rental equipment. The increase to the targeted Adjusted EBITDA based on net investment in rental equipment is important because it creates an expectation that in order for the executive to earn additional rewards, the business has to convert the additional invested capital into additional return the capital invested. For the fiscal year ended December 31, 2009, the Adjusted EBITDA target was approximately \$30.0 million. Cash bonuses paid in 2009 were calculated based on Adjusted EBITDA for the year ended December 31, 2008. The target is determined based on the expectations for the business by the Compensation Committee and is highly dependent on the economic environment as well as the executives' ability to drive the profitability of the business. In the event that the Company does not generate Adjusted EBITDA in excess of the target, a minimum cash bonus pool of \$200,000 has been established. The \$200,000 minimum is for all employees of the Company, including the executive officers. The minimum cash bonus pool is determined by the Compensation Committee. Cash bonuses based on Adjusted EBITDA paid in 2010 were determined by the Adjusted EBITDA for the year ended December 31, 2009. The total cash bonus paid in 2010 for 2009 results to all employees was the minimum \$200,000 amount. Based on the recommendation of Messrs. Schad and Kroll, they did not receive an Adjusted EBITDA bonus in 2010 for 2009 results. The minimum bonus amount was distributed entirely to non-officers of the Company's operating subsidiary, Essex Crane.

For the 2008 fiscal year, the Compensation Committee approved a bonus of \$435,300 for Mr. Schad or approximately 140% of his annual salary. The Compensation Committee determined that Mr. Schad's bonus amount was appropriate in light of the Company's overall performance and Mr. Schad's contributions to the Company's performance for the fiscal year ended December 31, 2008. The Compensation Committee approved and the Company paid the bonus related to the operating results of the business for the twelve month period ending on December 31, 2008, however, the portion of the bonus related to the ten months ended October 31, 2008 was funded by the seller in accordance with the acquisition documents.

Mr. Kroll did not receive a cash bonus based on Adjusted EBITDA for the 2009 fiscal year because the Adjusted EBITDA target was not achieved due to the challenging economic environment that the Company experienced throughout 2009. For the 2008 fiscal year, the Compensation Committee approved a bonus of \$170,850 for Mr. Kroll or approximately 71% of his annual salary. The Compensation Committee determined that Mr. Kroll's bonus amount was appropriate in light of the Company's overall performance and Mr. Kroll's contributions to the Company's performance for the fiscal year ended December 31, 2008. The Compensation Committee approved and the Company paid the bonus related to the operating results of the business for the twelve month period ending on December 31, 2008, however, the portion of the bonus related to the ten months ended October 31, 2008 was funded by the seller in accordance with the acquisition documents.

In December 2008, Mr. Schad and Mr. Kroll received additional one-time cash bonuses of \$200,000 and \$165,000, respectively. These cash bonuses were determined by the executive officers of Holdings, LLC and were paid out of the seller's funds related to the Company's acquisition of Holdings, LLC that occurred on October 31, 2008. The purpose of these one-time cash bonuses was to reward Messrs. Schad and Kroll for their work in completing the acquisition transaction. The Company was not involved in the determination of the amount or timing of the payments to Messrs. Schad and Kroll.



In addition to the cash bonuses paid based on Adjusted EBITDA, the CEO is entitled to receive a cash bonus based on rental equipment sale activity pursuant to his employment agreement with the Company. The rental equipment sale bonus is approved by the Compensation Committee and designed to reward and motivate the CEO for the sale of rental equipment considered excess capacity equipment with lower utilization rates. The Company rewards the sale of rental equipment that is in excess capacity during the last market upturn to promote the Company's strategy of maximizing long-term equipment utilization rates and average rental rates by repositioning its fleet towards heavier lifting equipment. The rental equipment sales bonus is calculated as 1% of the rental equipment's sale price in excess of 75% of the equipment's orderly liquidation value ("OLV"). OLV is determined for collateral measurement purposes by an independent appraiser on behalf of the lead lender for the Company's asset based revolving credit facility and represents the amount the Company could expect to recover on each piece of equipment as part of a hypothetical liquidation event. The Compensation Committee approved rental equipment sale bonus for Mr. Schad of \$25,485 and \$25,648 for the fiscal years ended December 31, 2009 and 2008, respectively based on rental equipment sales in excess of 75% of OLV of \$3,930,000 and \$5,875,000 during 2009 and 2008, respectively.

### ***Long-Term Incentive Compensation***

The third element of executive compensation, in addition to annual salary and cash bonus, is long-term incentive compensation consisting of equity awards. The Compensation Committee believes that granting equity-based compensation awards to our executives is the most direct way to align their long-term interests with those of our shareholders. The Compensation Committee also believes that equity compensation encourages greater responsibility on the part of our CEO and CFO because the value of their equity compensation is subject to risk. As a result, each executive officer's total annual compensation includes a significant portion of option awards. The stock options that have been granted to the Company's executives are subject to a vesting schedule pursuant to which one-third of the options will vest annually for a period of three years, encouraging the retention of the executive officers.

In connection with the acquisition of Essex Crane, the Company adopted the Hyde Park Acquisition Corp. Long Term Incentive Plan (the "Incentive Plan"), which provides for awards of stock options, stock appreciation rights, restricted stock, restricted stock units and performance units. The Incentive Plan permits awards to employees, non-employee directors and consultants of the Company and its subsidiaries and is administered by the Compensation Committee.

In connection with the acquisition of Essex Crane, the Company retained Towers Perrin, a nationally recognized, independent consulting firm, to conduct an analysis of our option award program, including an analysis of the amount and timing of option grants to our CEO and CFO, compared to relevant peer companies based on data available at that time. Since Towers Perrin's analysis in connection with the acquisition of Essex Crane, the Compensation Committee has not engaged in any benchmarking or market-check of our competitors' compensation practices with respect to option grants.

On December 18, 2008, the Compensation Committee awarded 339,000 options with a grant date fair values of \$860,802 and 129,950 options with a grant date fair value of \$329,974 to Messrs. Schad and Kroll, respectively. No options were awarded to Messrs. Schad and Kroll during 2009. On March 18, 2010, the Compensation Committee awarded 291,580 options with a grant date fair value of \$1,096,341 and 111,773 options with a grant date fair value of \$420,266 to Messrs. Schad and Kroll, respectively. The number of options awarded was determined by the Compensation Committee as well as the analysis completed by Towers Perrin as part of the acquisition transaction discussed above and was based on a percentage of the aggregate shares outstanding.

### **Role of Management**

While the Compensation Committee is primarily responsible for the oversight of our executive compensation, the CEO recommends compensation packages for the CFO who reports directly to him. The Compensation Committee believes that the CEO's input is critical in determining the compensation of other executive officers given his day to day role in the Company and his responsibility in establishing and implementing the Company's strategic plans. Therefore, while the Compensation Committee has been and will be primarily responsible for determining executive compensation, the CEO will continue to provide his input and recommendations to the Compensation Committee with respect to compensation for the CFO.

The Compensation Committee determines the compensation package for the CEO.

### **The Compensation Committee's Consideration of Risk in Relation to Executive Management**

In 2009, the Compensation Committee considered the nature, extent and acceptability of risks that our executives may be encouraged to take by our compensation programs. Taking carefully considered risks is an integral part of any business strategy, and our executive compensation program is not intended to eliminate management decisions that involve risk. Rather, the combination of various elements in our program is designed to mitigate the potential reward risk-taking that may produce short-term results that appear in isolation to be favorable, but that may undermine the successful execution of our long-term business strategy and destroy shareholder value. Together with the Company's processes for strategic planning, its internal control over financial reporting and other financial and compliance policies and practices, the design of our compensation program helps to mitigate the potential for management actions that involve an unreasonable level of risk. Our compensation program seeks to balance performance rewarded in cash and shares of our common stock, base level salaries that are consistent with our executive's responsibilities so that our executives are not motivated to take excessive risks to achieve a reasonable level of financial security and plans that reward executives based on financial measures as well as other objective criteria.

## Executive Officer Compensation

### Summary Compensation Table

The following table provides the compensation of our corporate officers, direct or indirect, for services rendered in all capacities for the fiscal years shown, all of which has been paid.

Name and Principal Position	Year	Salary (1)	Bonus	Stock Awards (\$) (2)	Option Awards (3)	Non-Equity Incentive Plan Compensation	Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$ (4)	Total (\$)
Laurence S. Levy (5)	2009	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	2008	-	-	-	-	-	-	-	-
	2007	-	-	-	-	-	-	-	-
Edward Levy (6)	2009	-	-	-	-	-	-	-	-
	2008	-	-	-	-	-	-	-	-
	2007	-	-	-	-	-	-	-	-
Ronald Schad (Chief Executive Officer and President)	2009	297,368	26,685	-	-	-	-	29,534	353,587
	2008	289,692	660,948	-	860,802	-	-	24,382	1,835,824
	2007	-	-	65,621	-	-	-	-	65,621
Martin Kroll (Chief Financial Officer)	2009	238,533	1,050	-	-	-	-	20,090	259,673
	2008	223,791	335,850	-	329,973	-	-	17,860	907,474
	2007	\$ -	\$ -	\$ 65,621	\$ -	\$ -	\$ -	\$ -	\$ 65,621

(1) The salary compensation amounts reported for Messrs. Schad and Kroll for 2009 include \$25,308 and \$13,175, respectively of equity based non-cash compensation received in shares of common stock issued as part of a temporary salary reduction program pursuant to which Messrs. Schad and Kroll proposed and voluntarily elected to reduce the amount of their salaries paid in cash by 30% and 20%, respectively. Please refer to the Grants of Plan Based Awards Table below for more information regarding the shares issued pursuant to the temporary salary reduction program.

(2) Represents profits interests issued by Essex Holdings LLC in April 2007, prior to the acquisition of Essex Crane by the Company, which became fully vested upon to closing of the acquisition on October 31, 2008. Represents the aggregate grant date fair value computed in accordance with FASB ASC Topic 718.

(3) Represents the aggregate grant date fair value computed in accordance with FASB ASC Topic 718. The assumptions made in valuing the option awards reported in this column is discussed in Note 12 to the consolidated financial statements "Stock Based Compensation" included in the Company's annual report on Form 10-K.

(4) Represents life insurance premiums paid on behalf of the officer, Company matching contributions to the officer's 401(k) plan, car allowances and, in the case of Mr. Schad for 2008, a club membership fee.

(5) Laurence S. Levy served as the Company's Chief Executive Officer (Principal Executive Officer) from August 21, 2006 (the date of the Company's inception) through October 31, 2008. No compensation has been paid to Laurence Levy by the Company for services rendered.

(6) Edward Levy served as the Company's President and as a member of the Company's Board of Directors from August 21, 2006 (the date of the Company's inception) through October 31, 2008. No compensation has been paid to Edward Levy by the Company for services rendered.

### Employment Agreements

#### Ronald Schad

Ronald. Schad became our Chief Executive Officer and President, and was appointed to our Board of Directors upon the closing of the acquisition of Essex Crane on October 31, 2008. On such date, in connection with the closing of the acquisition, the Company and Essex Crane entered into an employment agreement with Mr. Schad for a period of three years, with automatic successive one-year renewals unless Essex or Mr. Schad terminates the agreement at least 90 days prior to the end of the initial term or any renewal period.

Mr. Schad's employment agreement provides for an annual salary of \$310,000, and entitles Mr. Schad to participate in Essex Rental Corp.'s bonus pool based on earnings from leasing of cranes and attachments as well as an additional bonus based on earnings from equipment sales.

Mr. Schad is entitled to participate in the Company's 2008 Long-Term Incentive Plan, as well as any retirement plans, deferred compensation plans, insurance, life, medical, dental, disability and other benefit plans of Essex Rental Corp. and to receive fringe benefits and perquisites at the same level as those benefits are provided by Essex Rental Corp. from time to time to other senior executives of Essex Rental Corp. Mr. Schad is also entitled to reimbursement of approved expenses incurred in the performance of employment.

#### *Martin Kroll*

Martin Kroll became our Chief Financial Officer upon the closing of the acquisition of Essex Crane on October 31, 2008. On such date, in connection with the closing of the acquisition, the Company and Essex Crane entered into an employment agreement with Mr. Kroll for a period of three years, with automatic successive one-year renewals unless Essex or Mr. Kroll terminates the agreement at least 90 days prior to the end of the initial term or any renewal period.

Mr. Kroll's employment agreement provides for an annual salary of \$242,000, and entitles Mr. Kroll to participate in Essex Rental Corp.'s bonus pool based on earnings from leasing of cranes and attachments.

Mr. Kroll is entitled to participate in the Company's 2008 Long-Term Incentive Plan, as well as any retirement plans, deferred compensation plans, insurance, life, medical, dental, disability and other benefit plans of Essex Rental Corp. and to receive fringe benefits and perquisites at the same level as those benefits are provided by Essex Rental Corp. from time to time to other senior executives of Essex Rental Corp. Mr. Kroll is also entitled to reimbursement of approved expenses incurred in the performance of employment.

#### *Cash Salary Reduction*

Messrs. Schad and Kroll proposed to and did temporarily waive their right to receive 30% and 20%, respectively, of their base salaries in cash commencing with the payroll period beginning on May 11, 2009 and terminating upon the earlier to occur of (i) the last day of the first fiscal quarter during which Essex Crane achieves two consecutive calendar months of crane utilization in excess of five thousand (5,000) crane rental days as used in the "days" method of calculating utilization rates in a manner consistent with past practice, or (ii) the date they effectively revoke such waiver. During the period in which the waiver remains effective, the Company agreed to grant Messrs. Schad and Kroll a number of shares of the Company's common stock equal to the foregone cash salary for each pay period multiplied by 42% by (y) the average last trade price of the Common Stock for the twenty (20) consecutive trading days preceding the end of the applicable fiscal quarter, as quoted on the principal market for the common stock. Messrs. Schad and Kroll took the initiative to reduce the amount of their salaries paid in cash as a symbol of leadership and to help maintain the Company's strong financial position. Other officers of the operating subsidiary, Essex Crane and other managers' cash salaries were also reduced by 20% and 10%, respectively.

#### **Termination Benefits**

Pursuant to their respective employment agreements, if Mr. Schad's or Mr. Kroll's employment agreement is terminated by Essex Rental Corp. without cause (other than by reason of the employee's death), by the employee for "good reason", for disability or by reason of the expiration of the term, assuming the employee signs a release in favor of the Company and its affiliates, the employee will be entitled:

- to payment of accrued but unpaid salary plus accrued but unused vacation, plus any bonus in respect of a prior and current year which has been earned but not yet paid and to reimburse such employee for reimbursable expenses;
- in the case of termination by the Company without cause or by the employee for good reason, to (a) payment of base salary for 12 months, (b) payment of employee's target bonus in effect for the year of termination or, if none, the actual bonus paid in the year prior to termination, and (c) health benefits for 12 months;
- in the case of termination by the Company for disability, to (a) payment of base salary for 12 months and (b) health benefits for 12 months;
- in the event that the term has expired and the Company has elected not to renew the agreement, to (a) payment of base salary for 12 months, (b) payment of a pro rata portion of the target bonus in effect for the year of expiration (based on Essex Crane's performance as of the end of the most recently completed financial quarter) plus 50% of the actual bonus paid in the prior year, and (c) health benefits for 12 months; and
- in the event that the term of the agreement has expired and the employee has elected not to renew the agreement, at the election of the Company (if it decides to extend the non-solicit and non-compete covenants in the agreement for 12 months following expiration), to (a) payment of base salary for 12 months, (b) payment of a pro rata portion of the target bonus in effect for the year of expiration (based on Essex Crane's performance as of the end of the most recently completed financial quarter) plus 50% of the actual bonus paid in the prior year, and (c) health benefits for 12 months.

In each agreement, “cause” means the employee has:

- engaged in gross negligence or willful misconduct in connection with or arising out of the performance of his duties and such negligence or misconduct has not been cured (if curable) within a period of thirty days after the Company has given written notice to the employee;
- been under the influence of drugs (other than prescription medicine or other medically-related drugs to the extent that they are taken in accordance with their directions) during the performance of his duties;
- engaged in behavior that would constitute grounds for liability for sexual harassment or, in the reasonable opinion of Essex’s Board of Directors, other egregious conduct in violation of laws governing the workplace;
- been indicted in for a criminal offense in connection with an act of fraud, larceny, misappropriation of funds or falsification or manipulation of any records of Essex Crane or embezzlement or any other felony or crimes of moral turpitude; or
- materially breached the employment agreement and such breach has not been cured within thirty days after written notice thereof has been given to the employee by the Company.

In each agreement, “good reason” means:

- a material breach by Essex Crane of the employment agreement;
- material reduction in the employee’s salary or a change in the bonus program that materially reduces the employee’s bonus opportunity;
- a material diminution in employee’s authorities, duties or responsibilities; or
- relocation of Essex Crane’s executive office located in Buffalo Grove, Illinois, of greater than twenty-five miles.

In Mr. Schad’s agreement, in addition to the meanings of “good reason” described above, Mr. Schad’s ceasing to serve on the Board of Directors of Essex Crane or the Company is also “good reason.”

#### **Certain Risks of Compensation Policies and Practices**

The Company has evaluated our compensation policies and practices and does not believe that risks are reasonably likely to have a material adverse effect on the Company.

#### **GRANTS OF PLAN BASED AWARDS**

The following table shows the number of shares and options granted the named executive officers in the calendar years 2008 and 2009.

<u>Name</u>	<u>Grant Date</u>	<u>Stock Awards (1)</u>	<u>Option Awards (2)</u>	<u>Exercise Price of Option Awards</u>	<u>Grant Date Fair Value of Stock and Option Awards</u>
Ronald Schad	12/31/2009	1,723	-	\$ -	10,683
	9/30/2009	1,737	-	-	10,422
	6/30/2009	689	-	-	4,203
	12/18/2008	-	339,000	4.50	860,802
Martin Kroll	12/31/2009	897	-	-	5,561
	9/30/2009	904	-	-	5,424
	6/30/2009	359	-	-	2,190
	12/18/2008	-	129,950	\$ 4.50	\$ 329,974

- (1) The stock awards granted to each Messrs. Schad and Kroll were granted pursuant to the Hyde Park Acquisition Corp. 2008 Long-Term Incentive Plan and as part of a voluntary and temporary salary reduction program pursuant to which Messrs. Schad and Kroll proposed and voluntarily elected to reduce the amount of their salaries as determined by their employment agreements discussed above by 30% and 20%, respectively. These shares vested immediately upon grant and are restricted from sale for a period of two years from the date of grant.
- (2) The options granted to each of Messrs. Schad and Kroll were granted pursuant to the Hyde Park Acquisition Corp. 2008 Long-Term Incentive Plan and will vest and become exercisable over a three year period, with one-third (1/3) of such options vesting and becoming exercisable on each of December 18, 2009, December 18, 2010 and December 18, 2011, provided that the Mr. Schad or Mr. Kroll, as applicable, is employed by or performing services for the Company and/or one of its subsidiaries at the time of the applicable vesting date. Such options will expire and no longer be exercisable after December 18, 2018.

### OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

The following table sets forth certain information with respect to the value of all equity awards that were outstanding at December 31, 2009.

Name	Option Awards					Stock Awards			
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable (1)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (#)
Ronald Schad	113,000	226,000	-	4.50	12/18/2018	-	-	-	-
Martin Kroll	43,317	86,633	-	4.50	12/18/2018	-	-	-	-

- (1) Vests as to one-third of the shares on December 18, 2009, December 18, 2010 and December 18, 2011.
- (2) The exercise price of each option is equal to the per share fair market value of the Company's common stock on the grant date.

### OPTIONS EXERCISED AND STOCK VESTED

The following table sets forth the options exercised by and the shares of stock awards that vested for the Company's named executive officers during the year ended December 31, 2009.

Name	Number of Shares Acquired on Exercise (#)	Value realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Ronald Schad	-	-	4,149	-
Martin Kroll	-	-	2,160	-

- (1) The stock awards granted to each Messrs. Schad and Kroll were granted pursuant to the Hyde Park Acquisition Corp. 2008 Long-Term Incentive Plan and as part of a temporary salary reduction program pursuant to which Messrs. Schad and Kroll elected to reduce the amount of their salaries as determined by their employment agreements discussed above by 30% and 20%, respectively. These shares vested immediately upon grant and are restricted from sale for a period of two years from the date of grant.

## DIRECTOR COMPENSATION

The following table summarizes the compensation we paid to our non-employee directors during the fiscal year ended December 31, 2009. Compensation information for Ronald Schad, our Chief Executive Officer and President and the Chief Executive Officer and President of Essex Crane, is set forth in the Summary Compensation Table above.

Non-employee directors received \$216,667 in 2009 for serving as members of our Board of Directors. Non-employee directors received no additional amounts in 2009 for serving on our Audit Committee, Compensation Committee, or Corporate Governance/Nominating Committee. Non-employee directors also received reimbursement for out-of-pocket expenses incurred in performing their duties on behalf of the Company.

Name	Fees Earned or Paid in Cash (\$)*	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Laurence S. Levy*	\$ 65,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 65,000
Edward Levy*	65,000	-	-	-	-	-	65,000
Daniel H. Blumenthal	65,000	-	-	-	-	-	65,000
John G. Nestor **	\$ 21,667	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 21,667

\* Except as set forth above in the section entitled "Certain Relationships and Related Party Transactions", neither Laurence Levy nor Edward Levy received compensation for their service as directors prior to the acquisition of Essex Crane on October 31, 2008.

\*\* Mr. Nestor joined our Board of Directors on September 1, 2009 and as such received no compensation for serving as a director prior to such date.

Subject to the restrictions contained in the Company's Insider Trading Policy and Procedures or applicable law, at any time from November 15<sup>th</sup> through December 1<sup>st</sup> of a fiscal year, each independent director may, in his discretion, irrevocably elect to receive all or a portion of his fee for the immediately succeeding fiscal year in the form of shares of our common stock issued pursuant to, and in accordance with, the Hyde Park Acquisition Corp. 2008 Long Term Incentive Plan, which we refer to as the Plan, or such other similar plan authorizing the issuance of shares of our common stock to non-employee directors of the Corporation as may be in effect on the date of such election;

In the event that an independent director elects to receive all or a portion of his annual fee in the form of our common stock in lieu of cash, the portion of the annual fee payable in common stock will be allocated equally among the four quarters of the fiscal year for which such election has been made, and the number of shares of common stock issuable to such independent director as of the end of each fiscal quarter will be determined by dividing (x) the dollar value of the annual fee payable in common stock allocated to the fiscal quarter, by (y) the Fair Market Value (as defined in the Plan) of the shares of common stock as of the close of business on the last day of such fiscal quarter;

### PROPOSAL 2 - RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee has appointed Grant Thornton LLP as the independent registered public accounting firm to audit and report upon our consolidated financial statements for the fiscal year ending December 31, 2010. Although stockholder ratification of the Board of Directors' action in this respect is not required, the Board of Directors considers it desirable for stockholders to pass upon the selection of auditors and, if the stockholders disapprove of the selection, intends to reconsider the selection of the independent registered public accounting firm for the fiscal year ending December 31, 2011.

It is expected that representatives of Grant Thornton LLP will be present at the meeting, will have an opportunity to make a statement if they so desire and will be available to respond to appropriate questions from stockholders.

**The Board of Directors recommends a vote FOR ratification of the appointment of the independent registered public accounting firm. Proxies received in response to this solicitation will be voted FOR the ratification of the appointment of the independent registered public accounting firm unless otherwise specified in the proxy.**

### Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

On December 11, 2008, we notified our independent registered public accounting firm, McGladrey & Pullen, LLP ("McGladrey") of our intention to engage Grant Thornton LLP as our new independent registered public accounting firm, at which time we dismissed McGladrey.

McGladrey's reports on our financial statements for the two years preceding such dismissal did not contain an adverse opinion or disclaimer of opinion, and were not modified as to uncertainty, audit scope or accounting principles.

The decision to change our independent registered public accounting firm was unanimously approved by our Board of Directors.

There were no disagreements between us and McGladrey on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which, if not resolved to McGladrey's satisfaction, would have caused it to make reference to the subject matter of the disagreements in connection with its report.

On December 11, 2008, we engaged Grant Thornton LLP as our new independent registered public accounting firm. Prior to the time we engaged Grant Thornton LLP, we did not consult Grant Thornton LLP with respect to the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on its financial statements, or any other matters or reportable events as set forth in Item 304(a)(2) of Regulation S-K.

### Principal Accountant Fees and Services

Fees billed to the Company by Grant Thornton LLP and McGladrey & Pullen, LLP for the years ended December 31, 2009 and 2008 were as follows:

Type of Fees	Grant Thornton LLP			McGladrey & Pullen, LLP		
	2009	2008	% Change	2009	2008	% Change
Audit fees (1)	\$ 421,248	\$ 282,139	49.3%	\$ 12,362	\$ 80,898	-84.7%
Audit-related fees (2)	-	-	0.0%	-	-	0.0%
<b>Subtotal:</b>	<b>421,248</b>	<b>282,139</b>	<b>49.3%</b>	<b>12,362</b>	<b>80,898</b>	<b>-84.7%</b>
Tax fees (3)	143,543	-	100.0%	-	6,669	-100.0%
All other fees (4)	-	-	0.0%	-	-	0.0%
<b>Total Fees:</b>	<b>\$ 564,791</b>	<b>\$ 282,139</b>	<b>100.2%</b>	<b>\$ 12,362</b>	<b>\$ 87,567</b>	<b>-85.9%</b>

- (1) The aggregate fees billed by Grant Thornton LLP related to the fiscal year ended December 31, 2009 for professional services rendered for the audit of our annual financial statements and internal control over financial reporting, the review of the Company's interim financial statements included in the respective Quarterly Reports on Form 10-Q, for consents related to SEC registration statements, review of SEC correspondence materials and services that were provided in connection with statutory and regulatory filings or engagements. The aggregate fees billed by Grant Thornton LLP related to the fiscal year ended December 31, 2008 for professional services rendered for the audit of our annual financial statements, and services that were provided in connection with statutory and regulatory filings or engagements. Grant Thornton LLP was engaged on December 11, 2008 and as such did not review the financial statements and related notes included in our quarterly reports on Form 10-Q during the fiscal year ended December 31, 2008 or any statutory or regulatory filings prior to the date of such engagement. The aggregate fees billed by McGladrey for professional services rendered for the audit of our annual financial statements, review of financial statements included in our quarterly reports on Form 10-Q and 10-QSB and services that were provided in connection with statutory and regulatory filings or engagements.
- (2) Other than the audit fees described above, for the fiscal years ended December 31, 2009 and 2008, Grant Thornton LLP did not perform any other services or bill any fees for assurance and related services that were reasonably related to the performance of the audit of our financial statements. Other than the audit fees described above, for the year ended December 31, 2008, McGladrey did not perform any other services or bill any fees for assurance and related services that were reasonably related to the performance of the audit of our financial statements.
- (3) Tax compliance and preparation fees are primarily incurred for the preparation of tax returns for the Company and subsidiaries, claims for refunds, responding to inquiries from taxing agencies and tax structure planning.
- (4) For the year ended December 31, 2009 and the fiscal period commencing on December 11, 2008 and ending on December 31, 2008, we incurred no other fees from Grant Thornton LLP. For the year ended December 31, 2008, we incurred no other fees from McGladrey.

### Policy on Pre-Approval of Services Provided by Grant Thornton LLP

The Audit Committee has established policies and procedures regarding pre-approval of all services provided by the independent registered public accounting firm. The Audit Committee preapproves all audit and non-audit services provided by the independent registered public accounting firm, other than de minimis non-audit services, and shall not engage the independent registered public accounting firm to perform the specific non-audit services proscribed by law or regulation.

## Other Matters

Any proposal of an eligible stockholder intended to be presented at the next annual meeting of stockholders must be received by us for inclusion in our proxy statement and form of proxy relating to that meeting no later than January 4, 2011. The proxy or proxies designated by us will have discretionary authority to vote on any matter properly presented by a stockholder for consideration at the next annual meeting of stockholders but not submitted for inclusion in the proxy materials for such meeting unless notice of the matter is received by us on or prior to March 18, 2011 and certain other conditions of the applicable rules of the SEC are satisfied. Stockholder proposals should be directed to the Secretary of the Company at the address set forth below.

We will bear the cost of preparing, assembling and mailing the enclosed form of proxy, this Proxy Statement and other material which may be sent to stockholders in connection with this solicitation. In addition to solicitation of proxies by use of the mails, our directors, officers and employees (who will receive no compensation therefore in addition to their regular remuneration) may solicit the return of proxies by telephone, telegram or personal interview.

We will request banks, brokerage houses and other custodians, nominees and fiduciaries to forward copies of the proxy materials to their principals and to request instructions for voting the proxies. We may reimburse such banks, brokerage houses and other custodians, nominees and fiduciaries for their expenses in connection therewith.

**COPIES OF OUR ANNUAL REPORT ON FORM 10-K FOR THE FISCAL YEAR ENDED DECEMBER 31, 2009, TOGETHER WITH FINANCIAL STATEMENTS AND SCHEDULES, AS FILED WITH THE SEC ARE AVAILABLE TO STOCKHOLDERS WITHOUT CHARGE UPON WRITTEN REQUEST ADDRESSED TO MARTIN KROLL, CHIEF FINANCIAL OFFICER, ESSEX RENTAL CORP., 1110 LAKE COOK ROAD, SUITE 220, BUFFALO GROVE ILLINOIS, 60089.**

Our Board of Directors does not intend to present, and does not have any reason to believe that others intend to present, any matter of business at the meeting other than those set forth in the accompanying Notice of Annual Meeting of Stockholders. However, if other matters properly come before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote any proxies in accordance with their judgment.

**IT IS IMPORTANT THAT PROXIES BE RETURNED PROMPTLY. THEREFORE, STOCKHOLDERS ARE URGED TO FILL IN, SIGN AND RETURN THE ACCOMPANYING WHITE FORM OF PROXY IN THE ENCLOSED ENVELOPE.**

By order of the Board of Directors,



CAROL ZELINSKI,  
Secretary

461 Fifth Avenue, 25<sup>th</sup> Floor  
New York, New York  
April 30, 2009

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be held June 17, 2010.**

The Proxy Statement and our Annual Report to Stockholders for the year ended December 31, 2009 are available at: <http://www.cstproxy.com/essexcrane/2010>.

**Your Vote is Important**

Please vote as soon as possible by signing, dating and returning the enclosed Proxy Card

▼ FOLD AND DETACH HERE AND READ THE REVERSE SIDE ▼

**PROXY**

Please mark your votes like this

**THIS PROXY WILL BE VOTED IN ACCORDANCE WITH THE INSTRUCTIONS GIVEN BELOW. IF NO INSTRUCTIONS ARE GIVEN, THIS PROXY WILL BE VOTED FOR THE NOMINEES AND THE PROPOSAL LISTED BELOW.**

	FOR nominee listed below	WITHHOLD AUTHORITY to vote for nominee listed below		FOR	AGAINST	ABSTAIN
1. Election of Class B Directors:						
Laurence S. Levy	<input type="checkbox"/>	<input type="checkbox"/>	2. Ratification of the appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2010.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ronald Schad	<input type="checkbox"/>	<input type="checkbox"/>	3. In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.			

**Please mark date and sign, and return promptly this proxy in the enclosed envelope.**

**COMPANY ID:**

**PROXY NUMBER:**

**ACCOUNT NUMBER:**

**Signature** \_\_\_\_\_ **Signature if held jointly** \_\_\_\_\_ **Dated** \_\_\_\_\_ **2010**

Please sign exactly as name appears hereon. When shares are held by joint tenants, both should sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such. If a corporation, please sign in full corporate name by President or other authorized officer. If a partnership, please sign in partnership name by authorized person.

**PROXY**

**ESSEX RENTAL CORP.**

**PROXY FOR ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON JUNE 17, 2010.  
THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS.**

The undersigned hereby appoints EDWARD LEVY and MARTIN KROLL, and each of them, Proxies, with full power of substitution in each of them, in the name, place and stead of the undersigned, to vote at the Annual Meeting of Stockholders of Essex Rental Corp. (the "Company") on Thursday, June 17, 2010, at the offices of the Katten Muchin Rosenman LLP, 575 Madison Avenue, New York, NY 10022 or at any adjournment or adjournments thereof, according to the number of votes that the undersigned would be entitled to vote if personally present, upon the following matters:

**This proxy when properly executed will be voted in the manner directed herein by the undersigned stockholder. If no direction is made, shares of the Common Stock represented by this proxy will be voted FOR the election of the nominees listed for Class B Directors on the reverse side; FOR ratification of the appointment of Grant Thornton LLP as the independent registered public accounting firm of Essex Rental Corp. for the fiscal year ending December 31, 2010; and in the discretion of the proxy holders on any other matter which comes before the meeting, including any continuation of the meeting caused by any adjournment, or any postponement of the meeting. This proxy may be revoked at any time prior to the time it is voted.**

Only stockholders of record at the close of business on April 29, 2010 are entitled to notice of, and to vote at the meeting and any adjournment or postponement thereof.

**(Continued and to be dated and signed on reverse side)**