

MEMORANDUM

TO: All Employees of Essex Rental Corp. and
its subsidiaries

FROM: Martin Kroll
Chief Financial Officer

DATE: November 2008

RE: Policy on Insider Trading

Attached is the Insider Trading Policy and Procedure (the “Policy”) of Essex Rental Corp. (the “Company”). The Policy establishes procedures and guidelines for buying or selling securities issued by the Company, its customers, vendors, strategic partners, etc. **You should carefully review the entire Policy—it is important that you fully understand it.**

The Policy provides that, if you are aware of information regarding the Company, its subsidiaries or any of their customers, vendors, etc. that is material and is not generally known to the public, you may not buy or sell the Company’s or that entity’s securities, and you may not share that information with others.

You should review the attached Policy in detail and contact me if you have any questions.

Violating the insider trading laws can result in significant criminal and civil liabilities, including imprisonment and fines. Furthermore, failure to observe and comply with all of the provisions contained in the attached Policy may subject you to disciplinary action by the Company, including termination of your employment.

Essex Rental Corp.

Insider Trading Policy and Procedure (Non-executive management Employees)

November 2008

□ Purpose

- To ensure compliance with insider trading regulations of the United States Securities and Exchange Commission (the "SEC").
- To protect Essex Rental Corp.'s and its subsidiaries' (collectively, "Essex") employees from unintentional violation of these regulations.
- To protect Essex from legal exposure to shareholder litigation resulting from violation of insider trading regulations.

□ Scope

- This policy applies to all employees and consultants of Essex and its subsidiaries.

□ Background

- In the course of your relationship with Essex, you may learn confidential and sensitive information concerning Essex, its customers, vendors, strategic alliance partners or other companies with which Essex has business or contractual relationships or may be negotiating transactions.
- Federal securities laws prohibit the improper use of "material non-public information" in connection with the purchase and sale of Essex's securities (i.e, its common stock, warrants and units), and securities of its customers and vendors. The federal securities laws and regulations also prohibit sharing the material, non-public information with a third party (commonly called "tipping") under circumstances where improper trading can be anticipated.
- Substantial penalties can result from violation of insider trading laws. These penalties include fines, disgorgement of any profits and possible criminal sanctions. Failure to comply with the law and this policy may also subject you to disciplinary by Essex, including termination of your employment.
- The number of securities involved in an illegal transaction is irrelevant; an illegal trade of 10, 100, or 1,000 securities is treated equally under the law.

□ What is "material non-public information"?

"Material" information is any information, positive or negative, upon which a reasonable person would make an investment decision. This information includes, but is not limited to:

- Significant new products, developments or services.
- The gain or loss of a substantial customer.
- Projections or expectations about future revenues, profits and other financial results.

- News of a pending or proposed merger or acquisition, or a tender offer or exchange offer.
- Information about a major joint venture.
- News of a significant sale of assets or a piece of the business.
- Changes in senior management.
- Significant litigation.

“Non-public” simply means that a company has not released the information in a press release or public statement and the information has not been absorbed by the investing public. We normally regard information as fully absorbed by the public two trading days after official release.

□ Policy and Procedures

If you are aware of material, non-public information about Essex, you may not (i) buy or sell securities issued by Essex or engage in any other action or conduct to take personal advantage of that information, (ii) pass along the information to others outside Essex, including family or friends (so-called “tipping”), or (iii) permit any member of your immediate family (i.e., a spouse, parent, child or sibling), or any other person living in your household, or anyone acting on your behalf, or anyone to whom you have disclosed the information, to purchase or sell such securities.

It is irrelevant whether a transaction may be necessary or justifiable for independent reasons (such as a need to raise money for an emergency) or whether the inside information is actually used in connection with the transaction.

To further minimize the potential for tipping liability, you should never recommend or suggest that someone buy, sell or retain Essex’s securities. Additionally, to preserve Essex’s reputation for adhering to the highest standards of conduct, you should avoid taking any action that even suggests the possibility of insider trading or unlawful tipping, and Essex reserves the right to prohibit any transactions in Essex’s securities if the Compliance Officer or Essex’s Board of Directors determines that such prohibition is in the best interests of Essex.

To allow for public dissemination and evaluation of material information after public disclosure through appropriate channels, you should allow a reasonable period of time to elapse (at least two full trading days after the date of the public disclosure) before trading. For example, if Essex makes an announcement on a Monday, you should not trade in Essex’s securities until at least Wednesday. You should note that there will likely be instances where public disclosure does not occur for an extended amount of time, and therefore you may be forced to abstain from the transaction in question for a lengthy period.

The restrictions on trading imposed by this Policy also apply (to the extent applicable to you) to the members of your immediate family (i.e., any spouse, parents, children and siblings), any other persons living in your household and any other persons acting on your behalf. Accordingly, you are responsible for informing any such persons of this Policy and ensuring that they conform their actions to the requirements of this Policy.

If you are working on a matter involving a publicly-held company that is a customer or vendor or with which Essex has entered into or is negotiating a business or contractual relationship or transaction, you are cautioned that Essex’s relationships with such entities often involve the exchange of material, non-public information. Consequently, if you are aware of material, non-public information about any such company, you are prohibited from trading in securities of that

company or passing along the information to others outside Essex, and you must not recommend or suggest that anyone buy, sell or retain securities of that company.

Regardless of whether you are working on a matter involving any of the foregoing types of customers, vendors, etc., all of Essex's officers and employees must notify Essex's Compliance Officer before taking a "material position" in the securities, or becoming a member of the Board of Directors, of such a company. For these purposes, "taking a material position" means acquiring beneficial ownership of greater than 5% of such outstanding securities or investing 10% or more of your net worth in such securities.

For employees at the level of vice president and above, and certain other individuals, as well as administrative assistants to such individuals, may be subject to additional restrictions which are described in our Insider Trading Policy and Procedures for Executive Management.

❑ **Blackout Periods**

Transactions may not occur during "blackout" periods, which are imposed by a Compliance Officer. A blackout is automatically in place in anticipation of a quarterly earnings release; it covers a period of **three weeks before the end of the quarter through two business days after the release of earnings** to the public. Blackouts may also be imposed if a material news release is pending.

Exceptions to trading during a blackout period can be made by a Compliance Officer at his discretion. These exceptions would be made on a case-by-case basis for certain circumstances, including hardships and emergencies.

❑ **Post-Termination Transactions.**

The Insider Trading Policy and Procedures continue to apply to transactions in Essex securities even after you have terminated employment. If you are in possession of material non-public information when your employment ends, you may not trade in Essex securities until that information becomes public or is no longer material.

❑ **Summary**

- You may not buy or sell Essex securities when you possess material non-public information or otherwise during blackout periods;
- You may not buy or sell the securities of one of Essex's customers or vendors if you have material non-public information related to that company; and
- You are prohibited from disclosing material non-public information to anyone who may use it to buy or sell securities in that company.

Insider Trading Policy and Procedures - Compliance Statement

TO: Essex Rental Corp. (together with its subsidiaries, the “**Company**”)

RE: Insider Trading Policy and Procedures

I have carefully reviewed each of the Insider Trading Policy and Procedures dated November 2008 (the “Policy”) and understand all of its respective provisions. I certify that, to the best of my knowledge, I have complied with the Policy since such date (or during my term of employment, directorship, or provision of services, if after such date) and that I will continue to adhere to the Policy in the future.

I realize that failure to observe and comply with all of the provisions contained in the Policy may subject me to disciplinary action by the Company, including termination of my employment, as well as penalties under law.

Signature: _____

Date: _____

Print Name: _____