

MEMORANDUM

TO: All Directors, Officers and Employees of,
and Certain Consultants to 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 attached Policy is applicable not only to directors, officers and employees of the Company, but to directors, officers and employees of each subsidiary of the Company. **Each of you should carefully review the entire Policy—it is important that you fully understand it.**

The Policy establishes procedures and guidelines for buying or selling securities issued by the Company, its customers, vendors, strategic partners, etc.

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 or Laurence Levy, the Company's Chairman and Compliance Officer for purposes of the Policy, if you have any questions. I have been designated to act as Compliance Officer in the absence of Laurence Levy. **You should note, however, that as a matter of law and corporate policy, you are ultimately responsible for conforming your actions to the requirements of the insider trading laws and the Company's Policy. Regardless of any advice or information you receive, you will bear the consequences of any legal or Policy violations. Furthermore, the Compliance Officer's failure to raise an objection to a transaction will not constitute a recommendation by the Company or any of its directors, officers or employees that you engage in that transaction.**

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

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 Essex employees.

□ 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. Some of this information has the potential for affecting the market price of securities issued by Essex or the other companies involved.
- Federal securities laws prohibit the improper use of "material non-public information" in connection with the purchase and sale of Essex's securities (including, without limitation, 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 restricted 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.
- The declaration of a stock split, the offering of securities, initiation of or a change in a stock repurchase program or the declaration of dividends.
- 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.

This Policy does not apply to the exercise of an employee stock option where cash is paid separately for the exercise price of the option, or in a “cashless exercise” where the exercise

does not involve the sale of securities. However, this Policy does apply to the sale of stock in connection with the exercise of an option, including as part of a broker-assisted cashless exercise of an option, or any other market sale for the purpose of generating the cash needed to pay the exercise price of an option. Since most employees typically use the cashless exercise approach for exercising options, you should not engage in a cashless exercise of an option at any time that you possess material non-public information or are subject to a “blackout period.”

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:

The following employees require written permission from the Compliance Officer before buying or selling Essex securities, because of their presumed routine access to material non-public information:

- Members of the Board of Directors of Essex or any of its Subsidiaries
- Employees of Essex or any of its subsidiaries with the title of vice president and above
- Administrative assistants to any of the foregoing

This procedure covers all transactions involving Essex securities. Stock options or warrants may be exercised (including by way of “cashless exercises”) at any time, if the exercise does not include the sale of the underlying stock.

Certain events would prohibit a Compliance Officer from granting permission to buy or sell Essex securities. These events include

- a material deviation between Essex’s internal revenue and earnings forecasts and investor expectations;
- material business developments such as a pending acquisition;

- the pending disclosure of material information; and
- other business developments that create a circumstance in which trading would put the employee or director in conflict with applicable insider trading laws and regulations.

An employee denied permission to buy or sell Essex securities has the duty not to share this information, since it may result in an unintended distribution of information about a pending material event.

Furthermore, 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.

If you are aware of material non-public information when you terminate service as a director, officer or other employee of Essex, you may not trade in Essex securities until that information becomes public or is no longer material. In all other respects, the procedures set forth in this memorandum will cease to apply to your transactions in Essex securities upon the expiration of any “blackout period” that is applicable to your transactions at the time of your termination of service.

❑ **Insider Trading Policy and Procedure Addendum For Rule 10b5-1 Plans**

Trading by employees can proceed under approved arrangements established under Rule 10b5-1. Rule 10b5-1 permits officers and directors of public companies to adopt predetermined plans for selling specified amounts of stock. The plans may be entered into only when the director or officer is not in possession of material, non-public information and may be used to gradually diversify investment portfolios over a period of time.

Rule 10b5-1(c) under the Securities Exchange Act of 1934 provides an affirmative defense to insider trading liability for purchases or sales of securities executed pursuant to a contract, plan or instructions that complies with requirements set forth in that Rule. Accordingly, persons (“Covered Individuals”) who otherwise, according to Essex’s Insider Trading Policy and Procedures, can trade Essex securities only with the written approval of a Compliance Officer, if designated by a Compliance Officer from time to time, may establish contracts, plans or instructions (referred to in this Policy as “10b5-1 Arrangements”) that comply with Rule 10b5-1(c), subject to the following requirements:

- A Covered Individual must obtain the written approval of a Compliance Officer before entering into a 10b5-1 Arrangement. Essex reserves the right to approve or not approve

any plan, as it determines in its sole discretion. Essex reserves the right to make public disclosure of the existence of any 10b5-1 Arrangements a condition to approving such Arrangement;

- A Covered Individual may not enter into a 10b5-1 Arrangement during a blackout period or while aware of material, non-public information about Essex;
- Any modification of a 10b5-1 Arrangement is subject to the prior written approval of a Compliance Officer. A Covered Individual, however, may not modify a 10b5-1 Arrangement during a blackout period or while aware of material, non-public information about Essex; and
- A Covered Individual may terminate a 10b5-1 Arrangement at any time. However, Essex encourages Covered Individuals not to engage in a pattern of establishing and terminating 10b5-1 Arrangements, and a Compliance Officer may disapprove a proposed 10b5-1 Arrangement if he believes such a pattern exists.

Any purchase or sale of Essex securities by a Covered Individual executed in accordance with the requirements of Rule 10b5-1 (c) pursuant to a pre-approved 10b5-1 Arrangement will not be subject to the requirements of the Essex Insider Trading Policy and Procedure that (i) such trade not be made while aware of material, non-public information, (ii) that such trade not be made during a “black-out period” or (iii) that such individual trade be pre-approved (specifically) by the Compliance Officer.

□ Summary

For all employees:

- You may not buy or sell Essex securities when you possess material non-public information;
- 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.

For vice presidents and above and certain other individuals:

- If you are a vice president or above (or the equivalent), or other specifically designated employee of Essex or any of its subsidiaries, you must obtain written permission from a Compliance Officer to buy or sell Essex securities;
- A blackout period automatically extends from three weeks before the end of a quarter through two business days after the release of earnings;
- Individuals can trade Essex securities under pre-approved 10b5-1 Arrangements; and
- This policy is for your protection as well as Essex’s. If you have any questions about the provisions of the policy, please direct them to Essex’s Chief Financial Officer or the Compliance Officer.

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.

Without limiting the preceding paragraph, I understand that the Compliance Officer will be required, and will have the discretion to, exercise his judgment in determining whether to (a) approve particular transactions by me in Company securities or my establishment of any plans or arrangements for trading in Company securities or (b) subject me to any temporary “blackout periods.” I recognize that the Compliance Officer will be required to analyze and assess any request I may make to engage in a particular transaction or to establish any plan or arrangement relating to trading in the Company’s securities, based on verifiable information available to the Compliance Officer at the time of the request and in the context of the Company’s intent to preserve its reputation for maintaining the highest legal, business and ethical standards, as well as the Company’s obligation to comply with all laws and regulations pertaining to insider trading. I acknowledge and affirm that the Compliance Officer’s determination with regard to any particular transaction, plan or arrangement or blackout period will be made solely on behalf of, and for the benefit of, the Company and further acknowledge and affirm the Chief Ethics and Compliance Officer’s right to make that determination in his sole discretion. I hereby agree to be bound by, and to accept without objection, any determination of the Compliance Officer not to permit any such transaction, plan or arrangement or to subject me to any such blackout period.

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.

Acknowledged by:

Signature: _____

Date: _____

Print Name: _____

Title: _____