


**Essex Rental Corp.****ESSX NASDAQ****Business Support / Supplies**

Market Capitalization USD:

\$60.09 mm**CONCERN LEVEL: AVERAGE**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance. 
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated.
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Ronald Schad**Age: 53****CEO Since: 2008**

	2009	2010	2011
Base Salary		\$278,547	\$339,231
Discretionary Bonus		\$37,928	\$6,946
Annual Cash Incentive		\$0	\$0
Benefits and Perquisites		\$18,145	\$20,600
TOTAL ANNUAL COMPENSATION		\$334,620	\$366,777
Increase in Post-Retirement Benefits		\$0	\$0
Stock Option Awards		\$1,096,341	\$811,058
Stock Awards		\$0	\$0
TOTAL COMPENSATION		\$1,430,961	\$1,177,835
Median of Other Named Executive Officers Total Compensation		\$682,296	\$595,820
Value Realized on Exercise of Stock Option		\$0	\$0
Value Realized on Vesting of Stock		\$0	\$0
TOTAL REALIZED EQUITY COMPENSATION		\$0	\$0

Proxy Date: 27 Apr 2012

Annual Meeting Date: 14 Jun 2012

Equity Reserves: 11.69%

Stock Option Run Rate: 1.24%

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Performance Comparison

■ S&P500 ■ Industry ■ ESSX



Peer Comparisons (TRBC) =Business Support / Supplies

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
ESSX	Essex Rental Corp.		\$1,430,961	\$1,177,835	\$60,093,106
HIL	Hill International, Inc.	\$2,231,592	\$2,222,202	\$2,627,392	\$180,150,530
OMEX	Odyssey Marine Exploration, Inc.	\$1,127,842	\$748,585		\$179,072,681
CIX	CompX International Inc.	\$547,330	\$810,712	\$850,626	\$157,303,558
ARC	American Reprographics Company	\$405,024	\$595,019	\$719,975	\$155,383,982
LIOX	Lionbridge Technologies, Inc.	\$1,500,250	\$2,750,607	\$2,454,362	\$152,487,776
HCKT	Hackett Group, Inc. (The)	\$750,000	\$4,284,438	\$3,087,565	\$151,512,238

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Specific companies not disclosed.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Laurence S. Levv	Chairman	56	Male	6	Outside Related
Daniel H. Blumenthal	Member	48	Male	4	Outside
Edward Levv	Member	48	Male	6	Outside Related

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