

**COVER-ALL TECHNOLOGIES INC.**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

**For the Annual Meeting of Stockholders  
to be held on June 2, 2011**

The undersigned, a stockholder of COVER-ALL TECHNOLOGIES INC., a Delaware corporation (the "Company"), does hereby appoint John W. Roblin and Ann F. Massey and each of them as Proxies with full power of substitution in each of them, in the name, place and stead of the undersigned, to vote at the 2011 Annual Meeting of Stockholders of the Company to be held at the Hilton Parsippany, One Hilton Court, Parsippany, New Jersey 07054, on Thursday, June 2, 2011 at 9:30 a.m., local time, and at any adjournments thereof, all of the shares of the Company's common stock that the undersigned would be entitled to vote if personally present.

The undersigned hereby instructs said Proxies or their substitutes:

1. To elect a class of directors consisting of the following director to serve for a term of three years and until his successor shall have been duly elected and qualified:

Earl Gallegos

FOR

WITHHOLD AUTHORITY

2. To ratify the appointment of MSPC as independent auditors for the fiscal year ending December 31, 2011.

FOR

AGAINST

ABSTAIN

**NOTE:** Such other business as may properly come before the meeting or any adjournment thereof.

(continued, and to be signed on reverse side)

(continued from other side)

**THIS PROXY WILL BE VOTED AS SPECIFIED EXCEPT THAT IF NO INSTRUCTIONS ARE INDICATED, IT WILL BE VOTED “FOR” THE DIRECTOR NOMINEE IN PROPOSAL 1 AND “FOR” PROPOSAL 2.**

**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE “FOR” THE DIRECTOR NOMINEE IN PROPOSAL 1 AND “FOR” PROPOSAL 2.**

Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

Dated: \_\_\_\_\_, 2011

\_\_\_\_\_  
(L.S.)

\_\_\_\_\_  
(L.S.)

Signature(s)

**COVER-ALL TECHNOLOGIES INC.**

**Please Mark, Sign, Date and Return the Proxy Card Promptly Using the Enclosed Envelope.**

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE MEETING OF STOCKHOLDERS TO BE HELD ON JUNE 2, 2011:** Our proxy materials, consisting of the Notice of Annual Meeting, Proxy Statement, Proxy Card and 2010 Annual Report, are available at [www.cover-all.com/investors/proxymaterials](http://www.cover-all.com/investors/proxymaterials).