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

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTER ENDED March 31, 2002
COMMISSION FILE NO. 2-80070

CASS INFORMATION SYSTEMS, INC.

INCORPORATED UNDER THE LAWS OF MISSOURI
I.R.S. EMPLOYER IDENTIFICATION NO. 43-1265338

13001 HOLLENBERG DRIVE, BRIDGETON, MISSOURI 63044

TELEPHONE: (314) 506-5500

Indicate by check mark whether the registrant has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and has been subject to such filing requirements for the past 90 days.

Yes X No

The number of shares outstanding of registrant's only class of stock as of April 30, 2002: Common stock, par value $.50 per share - 3,203,722 shares outstanding.

This document constitutes part of a prospectus covering securities that have been registered under the Securities Act of 1933.

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FORWARD-LOOKING STATEMENTS - FACTORS THAT MAY AFFECT FUTURE RESULTS

This report may contain or incorporate by reference forward-looking statements made pursuant to the safe harbor provisions of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are not guarantees of future performance and involve risks, uncertainties, and other factors, including those set forth in this paragraph. Important factors that could cause our actual results, performance, or achievements to be materially different from any future results, performance, or achievements expressed or implied by those statements include, but are not limited to: the failure to successfully execute our corporate plan, the loss of key personnel or inability to attract additional qualified personnel, the loss of key customers, increasing competition, the inability to remain current with rapid technological change, risks related to acquisitions, risks associated with business cycles, utility and system interruptions or processing errors, rules and regulations governing financial institutions and changes in such rules and regulations, credit risk related to borrowers' ability to repay loans, concentration of loans to commercial enterprises, churches and loans in the St. Louis Metropolitan area which creates risks associated with adverse factors that may affect these groups, risks associated with fluctuations in interest rates, and volatility of the price of our common stock. We undertake no obligation to publicly update or revise any forward-looking statements to reflect changed assumptions, the occurrence of anticipated or unanticipated events, or changes to future results over time.

PART I. FINANCIAL INFORMATION

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS

CASS INFORMATION SYSTEMS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Unaudited)
(Dollars in Thousands except Per Share Data)

	MARCH 31 2002	DECEMBER 31 2001
ASSETS		
Cash and due from banks	$ 17,782	$ 31,915
Federal funds sold and other short-term investments	24,484	67,940
Cash and cash equivalents	42,266	99,855
Investment in debt and equity securities available-for-sale, at fair value	124,045	92,330
Loans	383,946	381,452
Less: Allowance for loan losses	5,006	4,906
Loans, net	378,940	376,546
Premises and equipment, net	16,177	16,798
Accrued interest receivable	3,160	2,627
Investment in unconsolidated subsidiary	5,102	5,110
Other assets	8,070	7,609
Total assets	$577,760	$ 600,875
LIABILITIES AND SHAREHOLDERS' EQUITY		
Liabilities:		
Deposits:		
Noninterest-bearing	$ 98,411	$ 117,351
Interest-bearing	128,967	130,627
Total deposits	227,378	247,978
Accounts and drafts payable	288,697	291,794
Short-term borrowings	200	200
Other liabilities	5,606	5,383
Total liabilities	521,881	545,355
Shareholders' Equity:		
Preferred stock, par value $.50 per share; 2,000,000 shares authorized and no shares issued	--	--
Common stock, par value $.50 per share; 20,000,000 shares authorized and 4,000,000 shares issued	2,000	2,000
Additional paid-in capital	4,843	4,997
Retained earnings	64,328	63,623
Accumulated other comprehensive income	17	522
Common shares in treasury, at cost (797,178 shares at March 31, 2002 and 818,185 shares at December 31, 2001)	(15,292)	(15,597)
Unamortized stock bonus awards	(17)	(25)
Total shareholders' equity	55,879	55,520
Total liabilities and shareholders' equity	$577,760	$600,875

See accompanying notes to unaudited consolidated financial statements.

CASS INFORMATION SYSTEMS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)
(Dollars in Thousands except Per Share Data)

	THREE MONTHS ENDED MARCH 31 2002	THREE MONTHS ENDED MARCH 31 2001
INTEREST INCOME:		
Interest and fees on loans	$ 6,227	$ 7,547
Interest and dividends on debt and equity securities:		
Taxable	1,195	972
Exempt from federal income taxes	337	14
Interest on federal funds sold and other short-term investments	160	915
Total interest income	7,919	9,448
INTEREST EXPENSE:		
Interest on deposits	548	1,446
Interest on short-term borrowings	3	--
Total interest expense	551	1,446
Net interest income	7,368	8,002
Provision for loan losses	90	--
Net interest income after provision for loan losses	7,278	8,002
NONINTEREST INCOME:		
Payment and processing fees	5,551	5,312
Bank service fees	412	316
Other	41	112
Total noninterest income	6,004	5,740
NONINTEREST EXPENSE:		
Salaries and employee benefits	7,606	7,722
Occupancy expense	364	461
Equipment expense	1,089	814
Other	2,265	2,091
Total noninterest expense	11,324	11,088
Income before income tax expense	1,958	2,654
Income tax expense	612	904
Net income	$ 1,346	$ 1,750
Earnings per share:		
Basic	$.42	$.53
Diluted	$.42	$.53
Weighted average shares outstanding:		
Basic	3,200,500	3,293,614
Effect of stock options and awards	20,880	43,407
Diluted	3,221,380	3,337,021

See accompanying notes to unaudited consolidated financial statements.

CASS INFORMATION SYSTEMS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(Dollars in Thousands)

	THREE MONTHS ENDED MARCH 31	
	2002	2001
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 1,346	$ 1,750
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	961	625
Provision for loan losses	90	--
Amortization of stock bonus awards	8	21
(Increase) decrease in accrued interest receivable	(533)	353
Increase in deferred income	19	83
Increase in deferred income tax asset	(260)	(554)
Increase in income tax liability	405	1,028
Change in other assets	(193)	(1,403)
Change in other liabilities	4	396
Other operating activities, net	246	(285)
Net cash provided by operating activities	2,093	2,014
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from maturities of available-for-sale debt and equity securities	6,848	12,001
Purchase of available-for-sale debt and equity securities	(39,388)	--
Net increase in loans	(2,484)	(5,430)
Purchases of premises and equipment, net	(285)	(2,864)
Net cash (used in) provided by investing activities	(35,309)	3,707
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net decrease in noninterest-bearing demand deposits	(18,940)	(21,984)
Net (decrease) increase in interest-bearing demand and savings deposits	(4,244)	3,422
Net increase in time deposits	2,584	2,321
Net decrease in accounts and drafts payable	(3,097)	(21,770)
Net increase in short-term borrowings	--	25
Cash proceeds from exercise of stock options	348	11
Cash dividends paid	(641)	(656)
Purchase of common shares for treasury	(383)	(1,131)
Net cash used in financing activities	(24,373)	(39,762)
Net decrease in cash and cash equivalents	(57,589)	(34,041)
Cash and cash equivalents at beginning of period	99,855	115,931
Cash and cash equivalents at end of period	$ 42,266	$ 81,890
Supplemental information:		
Cash paid for interest	$ 546	$ 1,404
Cash paid for income taxes	12	411
Transfer of securites from held-to-maturity to available-for-sale	--	6,650
Transfer of loans to foreclosed assets	--	4,205

See accompanying notes to unaudited consolidated financial statements.

CASS INFORMATION SYSTEMS, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1 - Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the period ended March 31, 2002 are not necessarily indicative of the results that may be expected for the year ending December 31, 2002. For further information, refer to the consolidated financial statements and related footnotes included in the Cass Information System, Inc.'s ("the Company") Annual Report on Form 10-K for the year ended December 31, 2001.

Note 2 - Impact of New Accounting Pronouncements

In June 1998, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 133, "Accounting for Derivative Instruments and Hedging Activities", which establishes standards for derivative instruments, including certain derivative instruments embedded in other contracts, and for hedging activities. It requires an entity to recognize all derivatives as either assets or liabilities in the statement of financial position and measure those instruments at fair value. In June 1999, the FASB issued SFAS 137, "Accounting for Derivative Instruments and Hedging Activities - Deferral of the Effective Date of FASB No. 133", which defers the effective date of SFAS 133 from fiscal years beginning after June 15, 1999 to fiscal years beginning after June 15, 2000. In June 2000, the FASB issued SFAS 138, "Accounting for Certain Derivative Instruments and Certain Hedging Activities", which addresses certain issues causing implementation difficulties. The Company has adopted SFAS 133, as amended, effective January 1, 2001, but since the Company does not participate in any derivative or hedging activities, SFAS 133, as amended, had no impact on the Company's consolidated financial position and results of operations, except for the transfer of all held-to-maturity securities into available-for-sale securities as of January 1, 2001 as permitted by SFAS 133. At the time of the transfer the book value of the securities transferred was $6,650,000 and the fair value was $6,682,000. The difference was an unrealized gain recorded net of tax as other comprehensive income.

In June 2001, the FASB issued SFAS 142, "Goodwill and Other Intangible Assets", that supersedes Accounting Principles Board (APB) Opinion No. 17. Under SFAS 142, goodwill and intangible assets deemed to have indefinite lives are no longer amortized, but are to be reviewed at least annually for impairment under impairment guidelines established in the statement. SFAS 142 also changes the amortization methodology in intangible assets that are deemed to have finite lives. Finally, SFAS 142 adds to required disclosures regarding goodwill and intangible assets. SFAS 142 is effective for fiscal years beginning after December 15, 2001. The adoption of SFAS 142 on January 1, 2002 did not have a material impact on the consolidated financial statements. In addition, amortization of goodwill previously reported in net income is not material.

In August 2001, the FASB issued SFAS 144, "Accounting for the Impairment or Disposal of Long-Lived Assets", that superseded SFAS 121 and APB Opinion No. 30. SFAS 144 provides guidance on differentiating between assets held and used, held for sale, and held for disposal other than by sale, and the required valuation of such assets. SFAS 144 is effective for fiscal years beginning after December 15, 2001. The adoption of SFAS 144 on January 1, 2002 did not have a material impact on the consolidated financial statements.

Note 3 - Loans by Type

(IN THOUSANDS)	MARCH 31, 2002	DECEMBER 31, 2001
Commercial and industrial	$106,431	$115,316
Real estate:		
Mortgage	140,309	128,651
Mortgage - Churches & Related	83,070	86,853
Construction	14,349	16,041
Construction - Churches & Related	21,004	16,674
Industrial revenue bonds	6,114	6,155
Installment	1,757	1,787
Other	10,912	9,975
Total loans	$383,946	$381,452

Note 4 - Stock Repurchase Program

On December 21, 1999 the Board of Directors authorized a stock repurchase program that would allow the repurchase of up to 200,000 shares of its common stock through December 31, 2000. On March 21, 2000 the Board of Directors authorized a 100,000 increase in the number of shares that can be purchased under the program. Along with the 300,000 shares authorized under the plan, the Board of Directors approved the repurchase of an additional 277,874 shares. The Company repurchased 15,664 shares for $383,000 and repurchased 58,500 shares for $1,131,000 for the quarters ended March 31, 2002 and 2001, respectively. Repurchases were made in the open market or through negotiated transactions from time to time depending on market conditions.

Note 5 - Comprehensive Income

For the three-month periods ended March 31, 2002 and 2001, unrealized gains and losses on debt and equity securities available-for-sale were the Company's only other comprehensive income component. Comprehensive income for the three-month periods ended March 31, 2002 and 2001 is summarized as follows:

	THREE MONTHS ENDED MARCH 31	
(IN THOUSANDS)	2002	2001
Net Income	$ 1,346	$ 1,750
Other comprehensive income:		
Net unrealized gain (loss) on debt and equity securities available-for-sale, net of tax	(505)	391
Total comprehensive income	$ 841	$ 2,141

Note 6 - Industry Segment Information

The services provided by the Company are classified into three reportable segments: Transportation Information Services, Utility Information Services, and Banking Services. Each of these segments offers distinct services that are marketed through different channels. They are managed separately due to their unique service, processing and capital requirements.

The Transportation Information Services unit provides freight invoice rating, payment, auditing, cost accounting and transportation information services to large corporate shippers. The Utility Information Services unit processes and pays utility invoices, including electricity, gas, water, telephone and refuse, for large corporate entities that have many locations or are heavy users of energy. The Banking Services unit provides banking services primarily to privately-held businesses and churches.

The Company's accounting policies for segments are the same as those described in the summary of significant accounting policies in the Company's Annual Report on Form 10-K for the year ended December 31, 2001. Management evaluates segment performance based on net income after allocations for corporate expenses

and income taxes. Transactions between segments are accounted for at what management believes to be market value.

All three segments market their services within the United States and no revenue from any customer of any segment exceeds 10% of the Company's consolidated revenue.

Summarized information about the Company's operations in each industry segment for the three-month periods ended March 31, 2002 and 2001, is as follows:

(IN THOUSANDS)	TRANSPORTATION INFORMATION SERVICES	UTILITY INFORMATION SERVICES	BANKING SERVICES	CORPORATE	ELIM-INATIONS	TOTAL
Quarter Ended March 31, 2002						
Total Revenues	$ 7,553	$ 2,204	$ 3,669	$ 553	$ (697)	$ 13,282
Net Income	219	120	1,007	--	--	1,346
Quarter Ended March 31, 2001						
Total Revenues	$ 8,704	$ 1,774	$ 3,377	$ 478	$ (591)	$ 13,742
Net Income	960	(2)	804	(12)	--	1,750

Note 7 - Investment in Unconsolidated Subsidiary

On January 2, 2001, the Company's bank subsidiary foreclosed on certain operating assets relating to one borrower to protect the financial interest in that borrower. The bank subsidiary is currently in the process of stabilizing this business and will continue to operate the business as an unconsolidated subsidiary until it can be merged into another entity or sold. It is accounted for as a foreclosed asset that is held for sale. At March 31, 2002 the investment in this subsidiary was $5,102,000.

Note 8 - Commitments and Contingencies

The Company provides customers with off-balance sheet credit support through unused loan commitments to extend credit, standby letters of credit and commercial letters of credit. At March 31, 2002 conditional commitments to extend credit, commercial letters of credit and standby letters of credit totaled approximately $26,282,000, $114,000 and $5,671,000, respectively. Since many of the unused commitments are expected to expire or be only partially used, the total amount of commitments does not necessarily represent future cash requirements.

The Company and its subsidiaries are involved in various pending legal actions and proceedings in which claims for damages are asserted. Management, after discussion with legal counsel, believes the ultimate resolution of these legal actions and proceedings will not have a material effect upon the Company's consolidated financial position or results of operations.

Note 9 - Reclassifications

Certain amounts in the 2001 consolidated financial statements have been reclassified to conform with the 2002 presentation. Such reclassifications have no effect on previously reported net income or shareholder's equity.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The Company operates in three primary business segments: Transportation Information Services, Utility Information Services and through the Company's wholly owned subsidiary, Cass Commercial Bank ("the Bank"), Banking Services. The Company is a payment processing and information services company, whose operations include the processing and payment of freight and utility invoices, preparation of management information, auditing and rating of invoices and other payment-related activities for customers located throughout the United States. The Bank provides specialized banking services to privately-held businesses located primarily in the St. Louis, Missouri metropolitan area and church and church-related entities located in the St. Louis metropolitan area and selected cities throughout the United States.

On January 18, 2001 the Company acquired substantially all the utility payment and processing assets of "The Utility Navigator(R)", a division of privately-held InSITE Services, Inc., for $750,000. These assets include books and records relating to the business, customer and vendor lists, customer contracts, reporting history and databases, marketing and advertising materials, trademarks and other intellectual property, and a license to the software used to process and pay utility bills.

CRITICAL ACCOUNTING POLICIES

The Company has prepared all of the consolidated financial information in this report in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP). In preparing the consolidated financial statements in accordance with U.S. GAAP, management makes estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenue and expenses during the reporting period. There can be no assurances that actual results will not differ from those estimates.

Management has identified the accounting policy related to the allowance for loan losses as critical to the understanding of the Company's results of operations, since the application of this policy requires significant management assumptions and estimates that could result in materially different amounts to be reported if conditions or underlying circumstances were to change. The impact and any associated risks related to these policies on our business operations are discussed in the " Allowance and Provision for Loan Losses" section of this report.

In addition, management evaluates certain long-term assets such as premises and equipment, goodwill, and foreclosed assets for impairment. Generally, recognition of impairment is required when events and circumstances indicate that the carrying amounts of these assets will not be recoverable in the future. If impairment occurs, various methods of measuring impairment may be called for depending on the circumstances and type of asset, including quoted market prices, estimates based on similar assets, and estimates based on valuation techniques such as discounted projected cash flows. Assets held for sale are carried at the lower of cost or fair value less costs to sell. The application of this policy also requires significant management assumptions and estimates that could result in materially different results if conditions or underlying circumstances change.

RESULTS OF OPERATIONS

The following paragraphs more fully discuss the results of operations and changes in financial condition for the three-month period ended March 31, 2002 (the "First Quarter of 2002") compared to the three-month period ended March 31, 2001 (the "First Quarter of 2001"). The following discussion and analysis should be read in conjunction with the consolidated financial statements and related notes and with the statistical information and financial data appearing in this report as well as the Company's 2001 Annual Report on Form 10-K. Results of operations for the First Quarter of 2002 are not necessarily indicative of the results to be attained for any other period.

NET INCOME

The Company's net income was $1,346,000 for the First Quarter of 2002, a $404,000 or 23.0% decrease compared to net income of $1,750,000 for the First Quarter of 2001. Diluted earnings per share was $.42 for the First Quarter of 2002, a 20.8% decrease compared to $.53 for the First Quarter of 2001. The decrease in net income was primarily a result of the dramatic decrease in interest rates and national freight activity compared to last year. Return on average assets for the First Quarter of 2002 was .93% compared to 1.30% for the First Quarter of 2001. Return on average equity for the First Quarter of 2002 was 9.85% compared to 13.11% for the First Quarter of 2001.

NET INTEREST INCOME

First Quarter of 2002 compared to First Quarter of 2001:

The Company's tax-equivalent net interest income decreased 6.7% or $546,000 from $8,125,000 to $7,579,000. Average earning assets increased 6.7% or $33,977,000 from $503,677,000 to $537,654,000. The tax-equivalent net interest margin decreased from 6.56% to 5.72%. The average tax-equivalent yield on earning assets decreased from 7.73% to 6.13%. The average rate paid on interest-bearing liabilities decreased from 4.76% to 1.67%.

The average balances of loans increased $11,729,000 from $371,664,000 to $383,393,000, investment in debt and equity securities increased $53,373,000 from $63,360,000 to $116,733,000, and federal funds sold and other short-term investments decreased $31,125,000 from $68,653,000 to $37,528,000. The average balance of noninterest-bearing demand deposit accounts increased $22,736,000 from $81,642,000 to $104,378,000, accounts and drafts payable increased $7,489,000 from $279,365,000 to $286,854,000, and interest-bearing liabilities increased $10,794,000 from $123,615,000 to $134,409,000.

The increase in average loan balances during this period was primarily attributable to the Bank's marketing efforts, both in the commercial and church and church-related areas. The increase in debt and equity securities and decrease in federal funds sold and other short term investments reflects management's asset allocation decisions given projected liquidity requirements, market interest rates and the attractiveness of alternative investments. Noninterest-bearing demand and interest-bearing liabilities have increased due to the fact that customers maintain higher noninterest-bearing balances to compensate the Bank for services and to avoid higher services fees in a lower rate environment and the Bank's marketing efforts to attract more deposits. The increase in average accounts and drafts payable relates to increases in utility dollar volume processed and a lengthening of the time the Company has funds available to complete payment of freight invoices.

The decreases experienced during the First Quarter of 2002 in net interest income and the net interest margin was due primarily to the decline in the general level of interest rates. The Company was able to partially mitigate the effects of this decline by adjusting the allocation of assets in its portfolio to longer-term, higher-yielding assets, increasing the size of the loan portfolio and increasing earning assets by increasing deposits and accounts and drafts payable. Nonetheless, the dramatic decline in interest rates adversely affected the Company's net interest income and margin. The Company is positively affected by increases in the level of interest rates due to the fact that its rate sensitive assets significantly exceed its rate sensitive liabilities. Conversely, the Company is adversely affected by decreases in the level of interest rates. This is primarily due to the noninterest-bearing liabilities generated by the Company in the form of accounts and drafts payable. For more information please refer to the table on page 11.

DISTRIBUTION OF ASSETS, LIABILITIES AND STOCKHOLDERS' EQUITY;
INTEREST RATE AND INTEREST DIFFERENTIAL

The following table shows the condensed average balance sheets for each of the periods reported, the tax-equivalent interest income and expense on each category of interest-earning assets and interest-bearing liabilities, and the average yield on such categories of interest-earning assets and the average rates paid on such categories of interest-bearing liabilities.

(DOLLARS IN THOUSANDS)	FIRST QUARTER 2002 AVERAGE BALANCE	FIRST QUARTER 2002 INTEREST INCOME/ EXPENSE	FIRST QUARTER 2002 YIELD/ RATE	FIRST QUARTER 2001 AVERAGE BALANCE	FIRST QUARTER 2001 INTEREST INCOME/ EXPENSE	FIRST QUARTER 2001 YIELD/ RATE
ASSETS 1						
Earning assets:						
Loans 2,3:						
Taxable	$ 377,260	$ 6,151	6.61%	$ 355,960	$ 7,322	8.37%
Tax-exempt 4	6,133	115	7.60	15,704	341	8.83
Debt and equity securities 5:						
Taxable	87,041	1,195	5.57	62,228	972	6.35
Tax-exempt 4	29,692	509	6.95	1,132	21	7.54
Federal funds sold and other short-term investments	37,528	160	1.73	68,653	915	5.42
Total earning assets	537,654	8,130	6.13	503,677	9,571	7.73
Nonearning assets:						
Cash and due from banks	23,073			18,375		
Premises and equipment, net	16,596			14,488		
Investment in unconsolidated subsidiary	4,807			4,466		
Other assets	9,216			10,664		
Allowance for loan losses	(4,941)			(4,898)		
Total assets	$ 586,405			$ 546,772		
LIABILITIES AND SHAREHOLDERS' EQUITY 1						
Interest-bearing liabilities:						
Interest-bearing demand deposits	$ 59,892	$ 178	1.21%	$ 51,117	$ 522	4.15%
Savings deposits	45,447	156	1.40	64,451	814	5.14
Time deposits of $100 or more	23,605	166	2.85	4,105	59	5.84
Other time deposits	4,849	48	4.01	3,923	51	5.29
Total interest-bearing deposits	133,793	548	1.66	123,596	1,446	4.76
Short-term borrowings	616	3	1.98	19	--	--
Total interest-bearing liabilities	134,409	551	1.67	123,615	1,446	4.76
Noninterest-bearing liabilities:						
Demand deposits	104,378			81,642		
Accounts and drafts payable	286,854			279,365		
Other liabilities	5,371			8,010		
Total liabilities	531,012			492,632		
Shareholders' equity	55,393			54,140		
Total liabilities and shareholders' equity	$ 586,405			$ 546,772		
Net interest income		$ 7,579			$ 8,125	
Interest spread			4.46%			2.97%
Net interest margin			5.72%			6.56%

1. Balances shown are daily averages.

2. For purposes of these computations, nonaccrual loans are included in the average loan amounts outstanding. Interest on nonaccrual loans is recorded when received as discussed further in Note 1 to the Company's 2001 Consolidated Financial Statements.

3. Interest income on loans includes net loan fees of $56,000 and $4,000 for the First Quarter of 2002 and 2001, respectively.

4. Interest income is presented on a tax-equivalent basis assuming a tax rate of 34%. The tax-equivalent adjustment was approximately $211,000 and $123,000 for the First Quarter of 2002 and 2001, respectively.

5. For purposes of these computations, yields on investment securities are computed as interest income divided by the average amortized cost of the investment securities.

ANALYSIS OF NET INTEREST INCOME CHANGES

The following table presents the changes in interest income and expense between periods due to changes in volume and interest rates. That portion of the change in interest attributable to the combined rate/volume variance has been allocated to rate and volume changes in proportion to the absolute dollar amounts of the change in each.

	FIRST QUARTER 2002 OVER 2001		
(DOLLARS IN THOUSANDS)	VOLUME1	RATE1	TOTAL
Increase (decrease) in interest income:			
Loans 2,3:			
Taxable	$ 418	$(1,589)	$(1,171)
Tax-exempt 4	(185)	(41)	(226)
Debt and equity securities:			
Taxable	352	(129)	223
Tax-exempt 4	490	(2)	488
Federal funds sold and other short-term investments	(302)	(453)	(755)
Total interest income	773	(2,214)	(1,441)
Interest expense on:			
Interest-bearing demand deposits	77	(421)	(344)
Savings deposits	(190)	(468)	(658)
Time deposits of $100 or more	151	(44)	107
Other time deposits	11	(14)	(3)
Short-term borrowings	--	3	3
Total interest expense	49	(944)	(895)
Net interest income	$ 724	$(1,270)	$ (546)

1. The change in interest due to both volume and rate has been allocated proportionately.
2. Average balances include nonaccrual loans.
3. Interest income includes net loan fees.
4. Interest income is presented on a tax-equivalent basis assuming a tax rate of 34%.

ALLOWANCE AND PROVISION FOR LOAN LOSSES

A significant determinant of the Company's operating results is the provision for loan losses and the level of loans charged off. There was a $90,000 provision made for loan losses during the First Quarter of 2002 compared with no provision made during the First Quarter of 2001. Net loan recoveries for the First Quarter of 2002 were $10,000 compared to $3,000 for the First Quarter of 2001. The provision for loan losses varies over time based on an ongoing assessment of the adequacy of the allowance for loan losses.

The allowance for loan losses at March 31, 2002 was $5,006,000 and at December 31, 2001 was $4,906,000. The ratio of allowance for loan losses to total loans outstanding at March 31, 2002 was 1.30% compared to 1.29% at December 31, 2001. Nonperforming loans were $1,353,000 or .35% of average loans at March 31, 2002 compared to $472,000 or .13% of average loans at December 31, 2001.

At March 31, 2002, impaired loans totaled $6,012,000 which included $513,000 of nonaccrual loans compared with impaired loans at December 31, 2001 of $525,000 which included $454,000 of nonaccrual loans. The allowance for loan losses on impaired loans was $665,000 at March 31, 2002. The increase in impaired loans from December 31, 2001 relates to three borrowers, the largest with an outstanding balance of $4,139,000. The loans relating to this borrower are currently performing, but payments have been consistently sixty days late. The loans to this borrower are collateralized by real estate. Another loan in the amount of $822,200 is a SBA guaranteed loan and also secured by real estate and is currently over ninety days past due with a payment that was due January 1, 2002.

The allowance for loan losses has been established and is maintained to absorb losses inherent in the loan portfolio. An ongoing assessment of risk of loss is performed to determine if the current balance of the allowance is adequate to cover potential losses in the portfolio. A charge or credit is made to the provision for loan losses to cover any deficiency or reduce any excess. The current methodology employed to determine the appropriate allowance consists of two components, specific and general. The specific component includes a review of each loan on the Company's classified or watch list in terms of collateral and possible loss exposure based on existing circumstances known to management and under current economic conditions. The general component relates to all other loans which are evaluated based on the loan grade assigned to the credit with a percentage of each grade allocated to the allowance for loan losses. The percentages are based on historical standards. The loan grades assigned to each credit are evaluated on an annual basis, unless circumstances require interim evaluation. Finally, a portion is added to the general reserve to take into account other factors including national and local economic conditions, downturns in specific industries including loss in collateral value, trends in credit quality at the Company and the banking industry, and trends in risk rating changes.

SUMMARY OF ASSET QUALITY

The following table presents information as of and for the three month periods ended March 31, 2002 and 2001 pertaining to the Company's provision for loan losses and analysis of the allowance for loan losses.

(Dollars in Thousands)	THREE MONTHS ENDED MARCH 31 2002	2001
Allowance at beginning of period	$ 4,906	$ 4,897
Provision charged to expense	90	--
Loans charged off	--	--
Recoveries on loans previously charged off	10	3
Net loan recoveries	10	3
Allowance at end of period	$ 5,006	$ 4,900
Loans outstanding:		
Average	$ 383,393	$ 371,664
March 31	383,946	373,448
Ratio of allowance for loan losses to loans outstanding:		
Average	1.31%	1.32%
March 31	1.30%	1.31%
Nonperforming loans:		
Nonaccrual loans	$ 513	$ 1,441
Loans past due 90 days or more	840	47
Total nonperforming loans	1,353	1,488
Foreclosed assets	5,690	4,505
Total nonperforming assets	$ 7,043	$ 5,993
Nonperforming loans to total loans	.35%	.40%
Nonperforming assets to total assets	1.22%	1.00%

On January 2, 2001, the Bank foreclosed on certain operating assets relating to one borrower in order to protect the Bank's financial interest in that borrower. The Bank is currently in the process of stabilizing this business and will continue to operate the business as an unconsolidated subsidiary until it can be merged into another entity or sold. This subsidiary, Government e-Management Solutions, Inc., is a software company that provides the public sector with integrated financial, property and human resource management systems. At March 31, 2002, the Bank's investment in this company was $5,102,000. Based on unaudited financial statements, this company generated $1,233,000 in revenues and incurred $1,248,000 in operating expenses during the First Quarter of 2002. The $15,000 pre-tax loss for the quarter includes $72,000 of depreciation and amortization.

On August 8, 2001, the Bank foreclosed on a loan to one borrower and is now carrying the property as other real estate owned at what management believes to be the fair value less cost to sell of the property of $588,000. The remaining balance of the loan was $110,000, which was charged against the allowance for loan losses at the time of foreclosure.

NONINTEREST INCOME

Noninterest income is principally derived from payment and processing fees. Processing volumes related to these fees for the three-month periods ended March 31, 2002 and 2001 are as follows:

	THREE MONTHS ENDED MARCH 31		
(IN THOUSANDS)	2002	2001	% CHANGE
Transportation Information Services:			
Invoice Bill Volume	4,959	4,858	2.1%
Invoice Dollar Volume	$1,841,637	$1,858,633	(.9%)
Utility Information Services:			
Invoice Bill Volume	711	660	7.7%
Invoice Dollar Volume	$449,248	$443,783	1.2%

Total noninterest income for the First Quarter of 2002 was $6,004,000, a $264,000 or 4.6% increase compared with the First Quarter of 2001. The Company's payment and processing revenue for the First Quarter of 2002 was $5,551,000, a $239,000 or 4.5% increase compared to the First Quarter of 2001. This increase was primarily derived from the growth in fee income from the utility processing segment. Freight fees decreased $194,000 or 4.4% primarily due to a decrease in shipments resulting from a slowing of the economy. The Cass Freight Index, a leading measure of national freight activity, posed a 10% decline in shipment activity and 11% decrease in expenditures from the First Quarter of 2001. Utility fees increased $433,000 or 44.0% primarily due to the addition of new customers from marketing efforts and through the acquisition of "The Utility Navigator(R)".

Bank service fees for the First Quarter of 2002 were $412,000, a $96,000 or 30.4% increase compared to the First Quarter of 2001. This increase is due to the fact that service fees increase as the value of noninterest-bearing deposits, used to compensate the Bank, decrease as the general level of interest rates decrease and an expansion of the Bank's customer base.

NONINTEREST EXPENSE

Total noninterest expense for the First Quarter of 2002 was $11,324,000, a $236,000 or 2.1% increase compared to the First Quarter of 2001.

Salaries and benefits expense for the First Quarter of 2002 was $7,606,000, a $116,000 or 1.5% decrease compared to the First Quarter of 2001. Salaries decreased $173,000 due to many factors. First, there was a decrease in Freight operations salaries due to a decrease in volume and the outsourcing of data entry work. Second, there was an decrease in the Company's bonus expense due to the decline in profits. These decreases were partially offset by increases in Freight marketing salaries, increased salaries in the Utility division relating to increased volume, and annual salary increases. Benefits increased $57,000 due to increases in health insurance and pension expenses.

Occupancy expense for the First Quarter of 2002 was $364,000, a $97,000 or 21.0% decrease compared to the First Quarter of 2001. This decrease relates primarily to a decrease in rent expense the Company experienced after moving its Columbus operations from leased space to a newly acquired building.

Equipment expense for the First Quarter of 2002 was $1,089,000, an increase of $275,000 or 33.8% compared to the First Quarter of 2001. This increase was due primarily to increased investments in information technology.

Other noninterest expense for the First Quarter of 2002 was $2,265,000, an increase of $174,000 or 8.3% compared to the First Quarter of 2001. This increase was due primarily to increases in postage expense and outside service fees.

FINANCIAL CONDITION

Total assets at March 31, 2002 were $577,760,000, a decrease of $23,115,000 or 3.8% from December 31, 2001. Loans, net of the allowance for loan losses, at March 31, 2002 were $378,940,000, an increase of $2,394,000 or .6% from December 31, 2001. Total investments in debt and equity securities at March 31, 2002 were $124,045,000, a $31,715,000 or 34.3% increase from December 31, 2001. Federal funds sold and other short-term investments at March 31, 2002 were $24,484,000 a $43,456,000 or 64.0% decrease from December 31, 2001.

Total deposits at March 31, 2002 were $227,378,000, a $20,600,000 or 8.3% decrease from December 31, 2001. Accounts and drafts payable were $288,697,000, a $3,097,000 or 1.1% decrease from December 31, 2001. Total shareholders' equity at March 31, 2002 was $55,879,000, a $359,000 or .6% increase from December 31, 2001.

The decrease in federal funds sold and other short-term investments relate to the increase in investments in debt and equity securities as funds were shifted to longer-term higher-yielding investments. The decrease in deposits and accounts and drafts payable reflects normal daily and seasonal fluctuations. The ending balances of accounts and drafts payable will fluctuate from period-end to period-end due to the payment processing cycle, which results in lower balances on days when checks clear and higher balances on days when checks are issued. For this reason, average balances are a more meaningful measure of accounts and drafts payable (for average balances refer to the tables on page 11). The increase in total shareholders' equity resulted from net income of $1,346,000; cash received from the exercise of stock options of $348,000; the amortization of the stock bonus plan of $8,000 and the tax benefit received from the exercise of stock awards of $186,000; offset by dividends paid of $641,000 ($.20 per share); the purchase of treasury shares for $383,000 (15,664 shares) and a decrease in other comprehensive income of $505,000.

LIQUIDITY AND CAPITAL RESOURCES

The balances of liquid assets consists of cash and cash equivalents, which include cash and due from banks, federal funds sold, and money market funds were $42,266,000 at March 31, 2002, a decrease of $57,589,000 or 57.7% from December 31, 2001. At March 31, 2002 these assets represented 7.3% of total assets. These funds are the Company's and its subsidiaries' primary source of liquidity to meet future expected and unexpected loan demand, depositor withdrawals or reductions in accounts and drafts payable.

Secondary sources of liquidity include the investment portfolio and borrowing lines. Total investment in debt and equity securities was $124,045,000 at March 31, 2002, an increase of $31,715,000 or 34.3% from December 31, 2001. These assets represented 21.5% of total assets at March 31, 2002. Of this total, 40% were mortgage-backed securities, 33% were state and municipal securities, 18% were U.S. government agencies, 8% were U.S. treasury securities and 2% were other securities. Of the total portfolio, 13% matures in one year, 14% matures in one to five years, and 73% matures in five or more years. At January 1, 2001 the Company transferred the remaining balance of held-to-maturity securities into available-for-sale securities. The investment portfolio provides secondary liquidity through regularly scheduled maturities, the ability to sell securities out of the available-for-sale portfolio, and the ability to use these securities in conjunction with repurchase lines of credit.

The Bank has unsecured lines at correspondent banks to purchase federal funds up to a maximum of $20,341,000. Additionally, The Company maintains a line of credit at an unaffiliated financial institution in the maximum amount of $60,000,000 collateralized by securities sold under repurchase agreements.

The deposits of the Company's banking subsidiary have historically been stable, consisting of a sizable volume of core deposits related to customers that utilize many other commercial products of the bank. The accounts and drafts payable generated by the Company has also historically been a stable source of funds.

Net cash provided by operating activities totaled $2,093,000 for the First Quarter of 2002, compared to $2,014,000 for the First Quarter of 2001. Net cash used in investing activities was $35,309,000 for the First Quarter of 2002, compared with net cash provided of $3,707,000 for the First Quarter of 2001. Net cash used in financing activities for the First Quarter of 2002 was $24,373,000, compared with $39,762,000 for the First Quarter of 2001. The increase in net cash used in investing activities relates primarily to the purchase of more debt and equity securities in the First Quarter of 2002. The decrease in net cash used in financing activities relates primarily to a smaller decrease in accounts and drafts payable during the First Quarter of 2002.

The Company faces market risk to the extent that its net interest income and fair market value of equity are affected by changes in market interest rates. For information regarding the market risk of the Company's financial instruments, see Item 3. "QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK".

Risk-based capital guidelines require the Company to meet a minimum total capital ratio of 8.0% of which at least 4.0% must consist of Tier 1 capital. Tier 1 capital generally consists of (a) common shareholders' equity (excluding the unrealized market value adjustments on the available-for-sale securities), (b) qualifying perpetual preferred stock and related surplus subject to certain limitations specified by the FDIC, (c) minority interests in the equity accounts of consolidated subsidiaries less (d) goodwill, (e) mortgage servicing rights within certain limits, and (f) any other intangible assets and investments in subsidiaries that the FDIC determines should be deducted from Tier 1 capital. The FDIC also requires a minimum leverage ratio of 3.0%, defined as the ratio of Tier 1 capital less purchased mortgage servicing rights to total assets, for banking organizations deemed the strongest and most highly rated by banking regulators. A higher minimum leverage ratio is required of less highly rated banking organizations. Total capital, a measure of capital adequacy, includes Tier 1 capital, allowance for loan losses, and debt considered equity for regulatory capital purposes.

The Company and the Bank continue to significantly exceed all regulatory capital requirements, as evidenced by the following capital amounts and ratios at March 31, 2002 and December 31, 2001:

MARCH 31, 2002	AMOUNT	RATIO
Total capital (to risk-weighted assets)		
Cass Information Systems, Inc.	$55,528,000	12.42%
Cass Commercial Bank	25,941,000	11.92
Tier I capital (to risk-weighted assets)		
Cass Information Systems, Inc.	$50,522,000	11.30%
Cass Commercial Bank	23,223,000	10.67
Tier I capital (to average assets)		
Cass Information Systems, Inc.	$50,522,000	8.69%
Cass Commercial Bank	23,233,000	8.78

DECEMBER 31, 2001	AMOUNT	RATIO
Total capital (to risk-weighted assets)		
Cass Information Systems, Inc.	$54,537,000	12.22%
Cass Commercial Bank	25,363,000	11.41
Tier I capital (to risk-weighted assets)		
Cass Information Systems, Inc.	$49,631,000	11.12%
Cass Commercial Bank	22,608,000	10.17
Tier I capital (to average assets)		
Cass Information Systems, Inc.	$49,631,000	8.75%
Cass Commercial Bank	22,608,000	9.20

INFLATION

The Company's assets and liabilities are primarily monetary, consisting of cash, cash equivalents, securities, loans, payables and deposits. Monetary assets and liabilities are those that can be converted into a fixed number of dollars. The Company's consolidated balance sheet reflects a net positive monetary position (monetary assets exceed monetary liabilities). During periods of inflation, the holding of a net positive monetary position will result in an overall decline in the purchasing power of a company. Management believes that replacement costs of equipment, furniture, and leasehold improvements will not materially affect operations. The rate of inflation does affect certain expenses, such as those for employee compensation, which may not be readily recoverable in the price of the Company's services.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As described in the Company's Annual Report on Form 10-K for the year ended December 31, 2001, the Company manages its interest rate risk through measurement techniques that include gap analysis and a simulation model. As part of the risk management process, asset/liability management policies are established and monitored by management. The policy objective is to limit the change in annualized net interest income to 15% from an immediate and sustained parallel change in interest rates of 200 basis points. Based on the Company's most recent evaluation, management does not believe the Company's risk position at March 31, 2002 has changed materially from that at December 31, 2001.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS
None

ITEM 2. CHANGES IN SECURITIES
None

ITEM 3. DEFAULTS IN SENIOR SECURITIES
None

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS
None

ITEM 5. OTHER INFORMATION
None

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K
(a) None

(b) Cass Information Systems, Inc. did not file any reports on Form 8-K during the three-month period ended March 31, 2002.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CASS INFORMATION SYSTEMS, INC.

DATE: May 3, 2002 By /s/ Lawrence A. Collett

Lawrence A. Collett
Chairman and Chief Executive Officer

DATE: May 3, 2002 By /s/ Eric H. Brunngraber

Eric H. Brunngraber
Vice President-Secretary
(Chief Financial and Accounting Officer)