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 quarterly period ended September 30, 2004
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 |_|

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Yes |_| No |X|

The number of shares outstanding of registrant's only class of stock as of November 11, 2004: Common stock, par value $.50 per share - 3,687,248 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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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 which may cause future performance to vary from expected performance summarized in the forward-looking statements, 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, increased competition, the inability to remain current with rapid technological change, risks related to acquisitions, risks associated with business cycles and fluctuations in interest rates, 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 certain segments such as commercial enterprises, churches and borrowers in the St. Louis area which creates risks associated with adverse factors that may affect these groups 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. FINANCIAL STATEMENTS

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

	September 30 2004	December 31 2003
Assets		
Cash and due from banks	$ 27,332	$ 17,754
Federal funds sold and other short-term investments	68,798	44,613
Cash and cash equivalents	96,130	62,367
Investment in debt and equity securities available-for-sale, at fair value	93,027	69,147
Loans	496,027	469,032
Less: Allowance for loan losses	6,021	5,506
Loans, net	490,006	463,526
Premises and equipment, net	12,299	13,538
Bank owned life insurance	10,975	10,709
Payments in excess of funding	8,474	6,220
Goodwill	7,247	3,150
Other intangible assets, net	2,494	1,940
Other assets	17,044	15,319
Total assets	$ 737,696	$ 645,916
Liabilities and Shareholders' Equity		
Liabilities:		
Deposits:		
Noninterest-bearing	$ 106,995	$ 114,634
Interest-bearing	185,170	157,794
Total deposits	292,165	272,428
Accounts and drafts payable	364,396	299,989
Short-term borrowings	103	123
Subordinated convertible debentures	3,700	--
Other liabilities	8,574	8,584
Total liabilities	668,938	581,124
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 4,494,510 and 4,160,110 shares issued at September 30, 2004 and December 31, 2003, respectively	2,247	2,080
Additional paid-in capital	18,370	8,466
Retained earnings	62,974	69,695
Common shares in treasury, at cost (807,262 shares at September 30, 2004 and 824,598 shares at December 31, 2003)	(16,096)	(16,442)
Unamortized stock bonus awards	(185)	(129)
Accumulated other comprehensive income	1,448	1,122
Total shareholders' equity	68,758	64,792
Total liabilities and shareholders' equity	$ 737,696	$ 645,916

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 September 30		Nine Months Ended September 30	
	2004	2003	2004	2003
Fee Revenue and Other Income:				
Freight and utility payment and processing revenue	$ 7,654	$ 7,308	$ 22,873	$ 21,147
Software revenue	1,433	2,221	3,746	5,871
Bank service fees	392	464	1,236	1,355
Gains on sales of investment securities, net	--	92	441	1,454
Other	127	215	439	480
Total fee revenue and other income	9,606	10,300	28,735	30,307
Interest Income:				
Interest and fees on loans	6,843	6,403	19,729	19,138
Interest and dividends on debt and equity securities:				
Taxable	122	91	335	412
Exempt from federal income taxes	605	282	1,497	1,068
Interest on federal funds sold and other short-term investments	305	187	666	413
Total interest income	7,875	6,963	22,227	21,031
Interest Expense:				
Interest on deposits	810	449	2,115	1,339
Interest on short-term borrowings	--	--	--	14
Interest on subordinated convertible debentures	18	--	18	--
Total interest expense	828	449	2,133	1,353
Net interest income	7,047	6,514	20,094	19,678
Provision for loan losses	150	--	500	90
Net interest income after provision for loan losses	6,897	6,514	19,594	19,588
Operating Expense:				
Salaries and employee benefits	9,579	9,274	28,037	28,026
Occupancy expense	460	447	1,354	1,340
Equipment expense	877	1,068	2,888	3,350
Amortization of intangible assets	91	78	246	233
Other operating	2,789	2,990	8,066	8,599
Total operating expense	13,796	13,857	40,591	41,548
Income before income tax expense	2,707	2,957	7,738	8,347
Income tax expense	734	935	2,218	2,568
Net income	$ 1,973	$ 2,022	$ 5,520	$ 5,779
Earnings per share:				
Basic	$ .53	$ .56	$ 1.50	$ 1.58
Diluted	$ .53	$ .55	$ 1.48	$ 1.56
Weighted average shares outstanding:				
Basic	3,677,475	3,660,788	3,673,441	3,682,598
Diluted	3,758,918	3,699,329	3,729,461	3,718,955

See accompanying notes to unaudited consolidated financial statements.

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

	Nine Months Ended September 30 2004	Nine Months Ended September 30 2003
Cash Flows From Operating Activities:		
Net income	$ 5,520	$ 5,779
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	3,032	3,495
Provision for loan losses	500	90
Amortization of stock bonus awards	71	41
Tax benefit from exercise of stock option and bonus awards	114	176
Increase in accrued interest receivable	(486)	(326)
(Decrease) increase in deferred income	(266)	1,565
Deferred income tax benefit	(441)	(757)
(Decrease) increase in income tax liability	(922)	1,154
Increase in pension liability	1,015	959
Gains on sales of investment securities, net	(441)	(1,454)
Change in other assets	(781)	234
Change in other liabilities	(76)	(1,605)
Other operating activities, net	(5)	8
Net cash provided by operating activities	6,834	9,359
Cash Flows From Investing Activities:		
Proceeds from sales of debt securities available-for-sale	12,052	37,831
Proceeds from maturities of debt and equity securities available-for-sale	16,200	15,145
Purchase of debt and equity securities available-for-sale	(51,607)	(39,813)
Net increase in loans	(27,355)	(18,272)
Increase in payments in excess of funding	(2,254)	(1,620)
Payment for business acquisitions, net of cash acquired	(1,098)	--
Purchases of premises and equipment, net	(1,073)	(1,625)
Net cash used in investing activities	(55,135)	(8,354)
Cash Flows From Financing Activities:		
Net decrease in noninterest-bearing demand deposits	(7,639)	(1,012)
Net increase in interest-bearing demand and savings deposits	16,852	669
Net increase in time deposits	10,524	26,454
Net increase in accounts and drafts payable	64,407	73,705
Net decrease in short-term borrowings	(20)	(37,431)
Cash proceeds from exercise of stock options	190	260
Cash dividends paid	(2,250)	(2,114)
Purchase of common shares for treasury	--	(1,764)
Net cash provided by financing activities	82,064	58,767
Net increase in cash and cash equivalents	33,763	59,772
Cash and cash equivalents at beginning of period	62,367	30,006
Cash and cash equivalents at end of period	$ 96,130	$ 89,778
Supplemental information:		
Cash paid for interest	$ 2,031	$ 1,349
Cash paid for income taxes	3,483	1,652
Transfer of loans to other real estate owned	375	--
Transfer of loans to other equity investments	--	2,000
Issuance of subordinated convertible debentures	3,700	--

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 U.S. generally accepted accounting principles 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 U.S. generally accepted accounting principles 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. For further information, refer to the audited consolidated financial statements and related footnotes included in Cass Information System, Inc.'s ("the Company" or "Cass") Annual Report on Form 10-K for the year ended December 31, 2003.

Certain amounts in the 2003 consolidated financial statements have been reclassified to conform to the 2004 presentation. Such reclassifications have no effect on previously reported net income or shareholders' equity. All share and per share data for 2003 have been restated to reflect the 10% stock dividend issued in March 2004.

Note 2 - Acquisitions

On August 24, 2004 the Company acquired substantially all of the operating assets of PROFITLAB, Inc., a provider of telecom auditing and application services based in Greenville, S.C. Consideration for the acquisition included cash in the amount of $1,098,000 and the issuance of $3,700,000 of 5.33% subordinated convertible debentures. The debentures are convertible, per a schedule, into approximately 76,763 shares of the Company's common stock at a price of $48.20 per share. The securities mature ten years after the date of issuance. The debentures may be called by the Company without penalty after August 24, 2010. Total cost of the acquisition was approximately $4,950,000 which included $800,000 in acquired software and $4,098,000 in goodwill based on the Company's preliminary purchase price allocation.

On August 11, 2004 the Company filed with the Federal Reserve Bank and other regulators for permission to acquire and merge with Franklin Bancorp, Orange, California and its subsidiary bank, Franklin Bank of California. The purpose of the proposed acquisition and merger is to establish a branch in California to serve existing customers and prospects. It is expected that these transactions will occur in the fourth quarter of 2004. Total assets of these entities are approximately $2,000,000.

Note 3 - Intangible Assets

The Company accounts for intangible assets in accordance with SFAS 142, "Goodwill and Other Intangible Assets," which requires that intangibles with indefinite useful lives be tested annually for impairment and those with finite useful lives be amortized over their useful lives. Intangible assets for the periods ended September 30, 2004 and December 31, 2003 are as follows:

	September 30, 2004		December 31, 2003	
(In Thousands)	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Amortized intangible assets:				
Customer list	$ 823	$ (96)	$ 823	$ (55)
Acquired software	1,824	(461)	1,024	(256)
Total amortized intangibles	2,647	(557)	1,847	(311)
Unamortized intangible assets:				
Goodwill	7,474	(227)*	3,377	(227)*
Minimum pension liability	404	--	404	--
Total unamortized intangibles	7,878	(227)	3,781	(227)
Total intangible assets	$10,525	$ (784)	$ 5,628	$ (538)

*Amortization through December 31, 2001 prior to adoption of SFAS 142.

Customer list and software are amortized over 15 years and 4-5 years, respectively. The minimum pension liability was recorded in accordance with SFAS 87, "Employers' Accounting for Pensions", which requires the Company to record an additional minimum pension liability by the amount of which the accumulated benefit obligation exceeds the sum of the fair value of plan assets and accrued amount previously recorded and offset this liability by an intangible asset to the extent of previously unrecognized prior service costs. The liability and corresponding intangible asset are adjusted annually.

On August 24, 2004 the Company purchased substantially all of the operating assets of PROFITLAB, Inc. This acquisition generated $4,098,000 of goodwill and included $800,000 of acquired software based on the Company's preliminary purchase price allocation. Amortization of the acquired software, which has an estimated useful life of five years, was $13,000 for the three and nine month periods ended September 30, 2004.

Amortization of intangible assets amounted to $91,000 and $78,000 for the three month periods ended September 30, 2004 and 2003, respectively and $246,000 and $233,000 for the nine month periods ended September 30, 2004 and 2003, respectively. Estimated amortization of intangibles over the next five years is as follows: $364,000 in 2004 and $471,000 for 2005 and 2006 and $215,000 in 2007 and 2008.

Note 4 - Equity Investments in Non-Marketable Securities

During 2003, the Company converted a $2,000,000 investment in a private imaging company from a convertible debenture into common stock. As part of the conversion, the Company committed to investing an additional $1,100,000 when certain conditions were met. This additional commitment has funded and the total investment of the Company in this entity was $3,100,000 at September 30, 2004 and $2,908,000 at December 31, 2003. At September 30, 2004 the Company had a 19.99% ownership interest in this entity and the Chairman and CEO of the Company was a member of the entity's Board of Directors. In addition, the Company has extended a $2,400,000 line of credit for working capital purposes to this entity, with a 50% interest sold to a new non-affiliated majority owner. As of September 30, 2004 the Company's interest in this line amounted to $1,200,000 and all payments are current.

This business has performed poorly during the past few years and received an additional $3,000,000 equity investment from the new majority owner. The new majority owner is currently in the process of stabilizing the business and improving its financial performance. However, should this business fail to meet its objectives, the Company's investment could be subject to future impairment.

This investment, along with $531,000 of other investments in non-marketable securities, is included in other assets on the Company's consolidated balance sheets.

Note 5 - Subordinated Convertible Debentures

On August 24, 2004 the Company issued to PROFITLAB, Inc. $3,700,000 of 5.33% subordinated convertible debentures in partial consideration for the acquisition of the assets of PROFITLAB, Inc. Interest is payable annually on the anniversary date of the acquisition. The holders of the debentures can convert up to 20% of the principal amount into fully paid and non-assessable shares of the Common Stock of the Company at a rate per share of $48.20 from and after the third anniversary of the issuance date. From and after the fourth anniversary date an additional 30% can be converted under the same terms. From and after the fifth anniversary date, 100% can be converted under the same terms. The securities mature ten years after the date of issuance. The debentures may be called by the Company without penalty after August 24, 2010.

Note 6 - Earning Per Share

In March 2004, the Company issued a 10% stock dividend. Previously reported share and per share amounts have been restated to reflect this dividend. Basic earnings per share is computed by dividing net income by the weighted-average number of common shares outstanding. Diluted earnings per share is computed by dividing net income, adjusted for the net income effect of the interest expense on the outstanding convertible debentures, by the sum of the weighted-average number of common shares outstanding and the weighted-average number of potential common shares outstanding. The calculations of basic and diluted earnings per share for the periods ended September 30, 2004 and 2003 are as follows:

(Dollars In Thousands)	Three Months Ended September 30 2004	2003	Nine Months Ended September 30 2004	2003
Calculation of basic earnings per share:				
Net income	$ 1,973	$ 2,022	$ 5,520	$ 5,779
Weighted-average number of common shares outstanding	3,677,475	3,660,788	3,673,441	3,682,598
Basic earnings per share	$ .53	$ .56	$ 1.50	$ 1.58
Calculation of diluted earnings per share:				
Net income	$ 1,973	$ 2,022	$ 5,520	$ 5,779
Net income effect of 5.33% convertible debentures	10	--	10	--
Net income assuming dilution	$ 1,983	$ 2,022	$ 5,530	$ 5,779
Weighted-average number of common shares outstanding	3,677,475	3,660,788	3,673,441	3,682,598
Effect of dilutive stock options and awards	49,737	38,541	45,374	36,357
Effect of 5.33% convertible debentures	31,706	--	10,646	--
Weighted-average number of common shares assuming dilution	3,758,918	3,699,329	3,729,461	3,718,955
Diluted earning per share	$ .53	$ .55	$ 1.48	$ 1.56

Note 7 - Stock Repurchases

The Company maintains a treasury stock buyback program and as of September 30, 2004 was authorized by the Board of Directors to repurchase up to 100,000 shares of its common stock. The Company did not repurchase any stock during the nine months ended September 30, 2004 and repurchased 59,237 shares for $1,764,000 during the nine months ended September 30, 2003. Repurchases are made in the open market or through negotiated transactions from time to time depending on market conditions.

Note 8 - Comprehensive Income

For the three and nine month periods ended September 30, 2004 and 2003, 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 and nine month periods ended September 30, 2004 and 2003 is summarized as follows:

(In Thousands)	Three Months Ended September 30 2004	2003	Nine Months Ended September 30 2004	2003
Net Income	$ 1,973	$ 2,022	$ 5,520	$ 5,779
Other comprehensive income:				
Net unrealized gain (loss) on debt and equity securities available-for-sale, net of tax	1,644	(280)	617	391
Less: reclassification adjustment for realized gains on sales of debt and equity securities, available-for-sale, included in net income, net of tax	--	(61)	(291)	(960)
Total other comprehensive income (loss)	1,644	(341)	326	(569)
Total comprehensive income	$ 3,617	$ 1,681	$ 5,846	$ 5,210

Note 9 - Industry Segment Information

The services provided by the Company are classified into four reportable segments: Transportation Information Services, Utility Information Services, Banking Services and Government Software Services. Each of these segments provides 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 segment provides freight invoice rating, payment, auditing, cost accounting and transportation information services to large corporate shippers. The Utility Information Services segment processes and pays utility invoices, including electricity, gas, water and telecommunications, for large corporate entities that have many locations or are heavy users of energy. The Banking Services segment provides banking services primarily to privately-held businesses and churches. The Government Software Services segment provides the public sector with integrated financial, property and human resource management systems through the Bank's wholly-owned subsidiary, Government e-Management Solutions, Inc. (GEMS).

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, 2003. 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 fair value.

All four 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 and nine month periods ended September 30, 2004 and 2003, is as follows:

(In Thousands)	Transportation Information Services	Utility Information Services	Banking Services	Government Software Services	Corporate, Eliminations and Other	Total
Quarter Ended September 30, 2004						
Total Revenues:						
Revenue from customers	$ 8,177	$ 3,403	$ 3,369	$ 1,433	$ 121	$ 16,503
Intersegment revenue	12	3	338	--	(353)	--
Net income (loss)	884	572	982	(371)	(94)	1,973
Total assets	320,513	80,535	326,151	5,466	5,031	737,696
Goodwill	223	--	--	2,927	4,097	7,247
Other intangible assets, net	--	--	--	1,303	1,191	2,494
Quarter Ended September 30, 2003						
Total Revenues:						
Revenue from customers	$ 8,072	$ 3,282	$ 3,239	$ 2,221	$ --	$ 16,814
Intersegment revenue	7	4	369	--	(380)	--
Net income	518	499	903	102	--	2,022
Total assets	267,618	68,845	302,461	7,134	(3,338)	642,720
Goodwill	223	--	--	2,927	--	3,150
Other intangible assets, net	--	--	--	1,613	379	1,992
Nine Months Ended September 30, 2004						
Total Revenues:						
Revenue from customers	$ 24,452	$ 10,378	$ 9,632	$ 3,746	$ 121	$ 48,329
Intersegment revenue	34	9	1,048	--	(1,091)	--
Net income (loss)	2,352	2,007	2,703	(1,448)	(94)	5,520
Nine Months Ended September 30, 2003						
Total Revenues:						
Revenue from customers	$ 24,632	$ 9,225	$ 10,167	$ 5,871	$ --	$ 49,895
Intersegment revenue	111	30	989	--	(1,130)	--
Net income	1,507	1,200	2,944	128	--	5,779

Note 10 - Loans by Type

(In Thousands)	September 30, 2004	December 31, 2003
Commercial and industrial	$117,631	$103,638
Real estate:		
Mortgage	179,706	184,221
Mortgage - churches & related	164,195	145,929
Construction	19,019	2,920
Construction - churches & related	6,213	16,378
Industrial revenue bonds	5,237	5,373
Installment	1,242	1,911
Other	2,784	8,662
Total loans	$496,027	$469,032

Note 11 - Commitments and Contingencies

In the normal course of business, the Company is party to activities that contain credit, market and operational risk that are not reflected in whole or in part in the Company's consolidated financial statements. Such activities include traditional off-balance sheet credit-related financial instruments and commitments under operating and capital leases. These financial instruments include commitments to extend credit, commercial letters of credit and standby letters of credit. The Company's maximum potential exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit, commercial letters of credit and standby letters of credit is represented by the contractual amounts of those instruments. At September 30, 2004, no amounts have been accrued for any estimated losses for these instruments.

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commercial and standby letters of credit are conditional commitments issued by the Company or its subsidiaries to guarantee the performance of a customer to a third party. These off-balance sheet financial instruments generally have fixed expiration dates or other termination clauses and may require payment of a fee. The approximate remaining term of commercial and standby letters of credit range from less than 1 to 3 years. Since some of the financial instruments may expire without being drawn upon, the total amounts do not necessarily represent future cash requirements. Commitments to extend credit and letters of credit are subject to the same underwriting standards as those financial instruments included on the consolidated balance sheets. The Company evaluates each customer's credit worthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary upon extension of the credit, is based on management's credit evaluation of the borrower. Collateral held varies, but is generally accounts receivable, inventory, residential or income-producing commercial property or equipment. In the event of nonperformance, the Company or its subsidiaries may obtain and liquidate the collateral to recover amounts paid under its guarantees on these financial instruments.

Summarized credit-related financial instruments, including both commitments to extend credit and letters of credit and lease commitments at September 30, 2004 are as follows:

	Amount of Commitment Expiration per Period		
(In Thousands)	Total	Less than 1 year	1-3 Years
Unused loan commitments	$19,075	$18,638	$ 437
Standby letters of credit	3,701	3,248	453
Commercial letters of credit	537	537	--
Operating lease commitments	474	381	93
Capital lease commitments	33	21	12

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 12 - Stock-Based Compensation

The Company maintains two stock-based compensation plans, a stock bonus plan and a stock option plan. Upon issuance of shares in the stock bonus plan a contra shareholders' equity amount is recorded for the fair value of the shares at the time of issuance and this amount is amortized to expense over the three-year vesting period. The stock option plan is accounted for under APB 25, "Accounting for Stock Issued to Employees", and accordingly the Company recognizes no compensation expense as the price of the Company's employee stock options equals the market price of the underlying stock on the date of grant. The Company elected not to adopt the recognition provisions of SFAS 123, "Accounting for Stock-Based Compensation", as amended by SFAS 148. An entity that continues to apply APB 25 shall disclose certain pro forma information as if the fair value-based accounting method in SFAS 123 had been used to account for stock-based compensation costs. The required disclosure provisions of SFAS 123, as amended by SFAS 148, are provided in the table below. The Company uses the Black-Scholes option-pricing model to determine the fair value of the stock options at the date of grant. There were 1,500 options granted in the Third Quarter of 2004 and no grants in the Third Quarter of 2003. For the First Nine Months of 2004 and 2003 there were 10,130 and 15,543 options granted, respectively. The following table represents the effect on basic and diluted earnings per share and weighted average assumptions used for the periods ended September 30, 2004 and 2003:

(In Thousands, except per share data)	Three Months Ended September 30 2004	2003	Nine Months Ended September 30 2004	2003
Net income:				
As reported	$ 1,973	$ 2,022	$ 5,520	$ 5,779
Add: Stock based compensation expense included in reported net income, net of tax	18	11	47	27
Less: Stock based compensation expense determined under the fair value based method for all awards, net of tax	(30)	(28)	(81)	(77)
Pro forma net income	$ 1,961	$ 2,005	$ 5,486	$ 5,729
Net income per common share:				
Basic, as reported	$ .53	$ .56	$ 1.50	$ 1.58
Basic, proforma	.53	.55	1.49	1.55
Diluted, as reported	.53	.55	1.48	1.56
Diluted, proforma	.52	.54	1.47	1.54
Weighted average assumptions:				
Risk-free interest rate	3.88%	--	3.61%	3.23%
Expected life	7 yrs.	--	7 yrs.	7 yrs.
Expected volatility	15%	--	15%	15%
Dividend yield	2.21%	--	2.42%	3.32%

Note 13 - Defined Pension Plans

The Company has a noncontributory defined benefit pension plan, which covers most of its employees. The Company accrues and makes contributions designed to fund normal service costs on a current basis using the projected unit credit with service proration method to amortize prior service costs arising from improvements in pension benefits and qualifying service prior to the establishment of the plan over a period of approximately 30 years. Disclosure information is based on a measurement date of December 31 of the corresponding year.

The following table represents the components of the net periodic pension costs for 2003 and an estimate for 2004:

(In Thousands, except per share data)	Estimated 2004	Actual 2003
Service cost - benefits earned during the year	$ 1,186	$ 979
Interest cost on projected benefit obligation	1,238	1,105
Expected return on plan assets	(1,234)	(1,055)
Net amortization	60	13
Net periodic pension cost	$ 1,250	$ 1,042

Pension costs recorded to expense were $312,000 and $349,000 for the Third Quarter of 2004 and 2003, respectively. Pension costs recorded to expense were $937,000 and $823,000 for the First Nine Months of 2004 and 2003, respectively. The Company has not made any contribution to the plan during the nine month period ended September 30, 2004, but is expecting to contribute approximately $1,083,000 during the fourth quarter of 2004.

In addition to the above funded benefit plan, the Company has an unfunded supplemental executive retirement plan which covers key executives of the Company. This is a noncontributory plan in which the Company and its subsidiaries make accruals designed to fund normal service costs on a current basis using the same method and criteria as its defined benefit plan.

The following table represents the components of the net periodic pension costs of the unfunded plan for 2003 and an estimate for 2004:

(In Thousands, except per share data)	Estimated 2004	Actual 2003
Service cost - benefits earned during the year	$ (57)	$ (24)
Interest cost on projected benefit obligation	116	107
Net amortization	50	62
Net periodic pension cost	$ 109	$ 145

Pension costs recorded to expense were $9,000 and $32,000 for the Third Quarter of 2004 and 2003, respectively and were $82,000 and $125,000 for the First Nine Months of 2004 and 2003, respectively.

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

Overview

Cass Information Systems, Inc. provides payment and information processing services to national manufacturing, distribution and retail enterprises from its processing centers in St. Louis, Missouri, Columbus, Ohio, and Boston, Massachusetts. The Company's services include freight invoice rating, payment processing, auditing, and the generation of cost accounting and transportation information. Cass also processes and pays utility invoices, including electricity, gas and telecommunications. Cass extracts, stores and presents information from freight and utility invoices, assisting our customers' transportation and energy managers in making decisions that will enable them to improve their operating performance. The Company receives data from multiple sources, electronic and otherwise, and processes the data to accomplish the specific operating requirements of its customers. It then provides the data in a central repository for access and archiving. The data is finally transformed into information through the Company's databases that allow client interaction with the data and provide Internet-based tools for analytical processing. The Company also, through its St. Louis, Missouri based bank subsidiary, provides banking services in the St. Louis metropolitan area and other selected cities in the United States. In addition to supporting the Company's payment operations, it also provides banking services to its target markets, which include privately owned businesses and churches. The Company, through the Bank's subsidiary, Government e-Management Solutions, Inc. (GEMS), also develops and licenses integrated financial, property and human resource management systems to the public sector.

The specific payment and information processing services provided to each customer are developed individually to meet each customer's specific requirements. These requirements can vary greatly from customer to customer. In addition, the degree of automation such as electronic data interchange (EDI), imaging, and web-enhanced solutions varies greatly among customers and industries. These factors combine so that pricing varies greatly among the customer base. In general however, Cass is compensated for its processing services through service fees and account balances that are generated during the payment process. The amount, type and calculation of service fees vary greatly by service offering, but generally follow the volume of transactions processed. Interest income from the balances generated during the payment processing cycle is affected by the amount of time Cass holds the funds prior to payment and the dollar volume processed. Both the number of transactions processed and the dollar volume processed are therefore key metrics followed by management. Other factors have a significant influence on revenue and profitability however, such as changes in the general level of interest rates which has a significant affect on net interest income. The funds generated by these processing activities are invested in overnight investments, investment grade securities and loans generated by the Bank. The Bank earns most of its revenue from net interest income, or the difference between the interest earned on its loans and investments and the interest expense on its deposits. The Bank also assesses fees for its depository and cash management services. GEMS earns its revenue from the license of its enterprise software solutions and fees for its installation and maintenance.

Industry-wide factors that impact the Company include the acceptance by large corporations of the outsourcing of key business functions such as freight and utility payment. The benefits that can be achieved by outsourcing transaction processing and the management information generated by Cass' systems can be influenced by factors such as the competitive pressures within industries to improve profitability, the general level of transportation costs and the deregulation of energy costs. Economic factors that impact the Company include the general level of economic activity that can affect the volume and size of invoices processed, the ability to hire and retain qualified staff and the growth and quality of the loan portfolio. The general level of interest rates has a significant affect on the revenue of the Company. Finally, the general fiscal condition of the counties and municipalities that can benefit from GEMS' enterprise software can impact licenses sold and related revenue.

Currently, management views Cass' major opportunity and challenge as the continued expansion of its payment and information processing service offerings and customer base. Management intends to accomplish this by maintaining Cass' lead in applied technology, which, when combined with the security and processing controls of the Company's Bank, makes Cass unique in the industry. This trend has been positive over the past years and management anticipates that this should continue during 2004 and beyond. In addition, management is exploring possible strategic alliances and potential acquisitions to accelerate this growth. On August 24, 2004 the Company purchased substantially all the operating assets of PROFITLAB, Inc. (PROFITLAB). PROFITLAB is a provider of telecom auditing and application services. This acquisition should further strengthen and expand Cass' payment and data analysis services and tools for Fortune 1000 customers. The initial impact on the Company's earnings will be negative. Based on recent performance, the annualized after tax loss of PROFITLAB is anticipated to be in the area of $500,000 to $650,000 or $.13 to $.17 diluted earnings per share. While benefits are expected to occur from integrating certain operational areas, it may take some time before such benefits are achieved.

The low level of interest rates has had a significant negative impact on net income during the past few years. Although management doesn't anticipate when and how quickly these rates may increase, the Company is positioned to take advantage of rising rates should they occur. Management had been pleased with the growth in software revenue generated by GEMS during the last three years, but is disappointed with software sales this year. It appears that lack of activity in the marketplace has negatively impacted sales but active interest, as measured by the number of requests for proposals received, seems to be improving.

Critical Accounting Policies

The Company has prepared the consolidated financial information in this report in accordance with U.S. generally accepted accounting principles (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 financial statements, and the reported amounts of revenue and expenses during the reporting period. These estimates have been generally accurate in the past, they have been consistent and have not required any material changes. There can be no assurances that actual results will not differ from those estimates. Certain accounting policies that require significant management estimates and are deemed critical to our results of operations or financial position have been discussed with the Audit Committee of the Board of Directors and are described below.

Allowance for Loan Losses. The Company performs periodic and systematic detailed reviews of its loan portfolio to assess overall collectability. The level of the allowance for loan losses reflects management's estimate of the collectability of the loan portfolio. Although these estimates are based on established methodologies for determining allowance requirements, actual results can differ significantly from estimated results. These policies affect all segments of the Company with the exception of governmental software services. The impact and associated risks related to these policies on our business operations are discussed in the " Allowance and Provision for Loan Losses" section of this report.

Impairment of Assets. Management periodically evaluates certain long-term assets such as intangible assets including goodwill, foreclosed assets, internally developed software and investments in private equity securities for impairment. Generally, these assets are initially recorded at cost, and 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. These policies affect all segments of the Company and require 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 September 30, 2004 (the "Third Quarter of 2004") compared to the three month period ended September 30, 2003 (the "Third Quarter of 2003") and the nine month period ended September 30, 2004 (the "First Nine Months of 2004") compared to the nine month period ended September 30, 2003 (the "First Nine Months of 2003"). 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 2003 Annual Report on Form 10-K. Results of operations for the Third Quarter of 2004 are not necessarily indicative of the results to be attained for any other period.

Net Income

The following table summarizes the Company's operating results:

	Three Months Ended September 30			Nine Months Ended September 30		
	2004	2003	% Change	2004	2003	% Change
Net income (In thousands)	$ 1,973	$ 2,022	(2.4%)	$ 5,520	$ 5,779	(4.5%)
Diluted earnings per share	$ .53	$ .55	(3.6%)	$ 1.48	$ 1.56	(5.1%)
Return on average assets	1.06%	1.25%	--	1.06%	1.26%	--
Return on average equity	11.94%	13.11%	--	11.36%	12.67%	--

The decrease in net income in the Third Quarter of 2004 over the Third Quarter of 2003 was due to a decline in software revenue, which was partially offset by an increase in payment and processing revenue. The decrease in net income in the First Nine Months of 2004 from 2003 was due to a decrease in software revenue and lower gains recognized on the sale of investment securities, partially offset by increased revenue from payment and processing fees and a decrease in operating expenses.

Fee Revenue and Other Income

Fee revenue is principally derived from freight and utility payment and processing fees. Processing volumes related to these fees for the three and nine month periods ended September 30, 2004 and 2003 are as follows:

	Three Months Ended September 30			Nine Months Ended September 30		
(In Thousands)	2004	2003	% Change	2004	2003	% Change
Transportation Information Services:						
Invoice Bill Volume	6,104	5,882	3.8%	17,454	17,358	0.6%
Invoice Dollar Volume	$2,535,799	$2,208,878	14.8%	$7,173,613	$6,417,046	11.2%
Payment and Processing Fees	$ 4,970	$ 4,886	1.7%	$ 14,965	$ 14,525	3.0%
Utility Information Services:						
Invoice Transaction Volume	1,304	1,218	7.1%	3,874	3,367	15.1%
Invoice Dollar Volume	$ 985,369	$ 878,998	12.1%	$2,815,462	$2,493,073	12.9%
Payment and Processing Fees	$ 2,545	$ 2,422	5.1%	$ 7,769	$ 6,622	17.3%

Third Quarter of 2004 compared to Third Quarter of 2003:

Transaction volume from the Transportation Information Services division for the Third Quarter of 2004 increased mainly due to increased activity from existing clients. Total dollar volume processed from this division also increased during this period due to increased activity from existing clients and larger average freight charges. Fees for the period grew due to the increased volume and additional services provided. The increase in volume and fees from the Utility Information Services division increased primarily due to new customers as the growth of this segment continues. The acquisition of PROFITLAB contributed $139,000 of payment and processing fees for the Third Quarter of 2004. Software revenue was down $788,000 or 35% from the Third Quarter of 2003 primarily due to reduced license fee revenue generated from new customers. Although revenue generated by GEMS increased in each of the past three years, sales were off significantly this year to date. Demand for software in the governmental sector appears to have softened from last year. At this time management feels that this is a temporary condition. Bank service fees decreased $72,000 or 16% due to a decrease in deposit account service charges and miscellaneous services provided to other banks. Net gains of $92,000 were recognized on the sales of securities during the Third Quarter of 2003 with no gains recognized in the Third Quarter of 2004. Other income decreased $88,000 or 41% primarily due to a decrease in the amount earned from company owned life insurance.

First Nine Months of 2004 compared to First Nine Months of 2003:

Transportation transaction volume and fee revenue for the First Nine Months of 2004 increased slightly from 2003 due to an increase of activity from existing clients. Dollar volume increased by a significantly larger percentage than transaction volume, due primarily to larger average freight charges. Utility volume and fees increased due to new customers as this segment continues to grow. The acquisition of PROFITLAB contributed $139,000 of payment and processing revenue in the First Nine Months of 2004. Software revenue from GEMS was down $2,125,000 or 36% during the First Nine Months of 2004 due to the same factors discussed above for the third quarter. Bank service fees decreased $119,000 or 9% due to the same factors discussed above for the quarter. Gains on the sales of securities for the First Nine Months of 2004 were $441,000 compared to gains of $1,454,000 for the First Nine Months of 2003. Other income decreased $41,000 or 9% due to a decrease in income recognized on company owned life insurance, which was offset by death proceeds received on this insurance in the First Nine Months of 2003.

Net Interest Income

The following table summarizes the changes in net interest income and related factors for the three and nine month periods ended September 30, 2004 compared with September 30, 2003:

	Three Months Ended September 30			Nine Months Ended September 30		
(Dollars In Thousands)	2004	2003	% Change	2004	2003	% Change
Average earning assets	$665,105	$576,037	15.5%	$630,719	$548,540	15.0%
Net interest income	7,390	6,694	10.4%	20,965	20,333	3.1%
Net interest margin	4.42%	4.61%	--	4.44%	4.96%	--
Yield on earning assets	4.92%	4.92%	--	4.89%	5.29%	--
Rate on interest bearing liabilities	1.66%	1.14%	--	1.54%	1.24%	--

Third Quarter of 2004 compared to Third Quarter of 2003:

The increase in net interest income was caused by the significant increase in earning assets that exceeded the decline in net interest margin. The decrease in net interest margin was due to an increase in rates paid on interest bearing liabilities, which increased from 1.14% in the Third Quarter of 2003 to 1.66% in 2004. This increase had an even larger impact on net interest income due to the fact that average interest-bearing liabilities increased $40,348,000 from the Third Quarter of 2003 to the Third Quarter of 2004. The yield on earning assets did not change from last year, but the interest from these assets increased $1,075,000 due to an increase in average earning assets of $89,068,000 or 16%. This increase was funded by both an increase in accounts and drafts payable due to the increase in dollar volume processed and an increase in bank deposits due to the expansion of the Banks' customer base.

Total average loans increased $35,151,000 or 8% to $483,563,000. This increase was attributable to new business relationships and was funded by the increase in accounts and drafts payable and growth in bank deposits. Total average investment in debt and equity securities increased $42,904,000 or 93% to $89,002,000 as the Company invested part of the increase in deposits and payables. Total average federal funds sold and other short-term investments increased $11,013,000 or 14% to $92,540,000. This increase provides additional liquidity to the Company. For more information on the changes in net interest income please refer to the tables on the pages that follow.

First Nine Months of 2004 compared to First Nine Months of 2003:

The increase in net interest income was caused by the significant increase in earning assets that exceeded the decline in net interest margin. This increase in earning assets was funded by both an increase in accounts and drafts payable due to the increased dollars processed and an increase in bank deposits due to the expansion of the Banks' customer base. The decrease in margin was caused by the general decline in market interest rates during the past few years, which affected the yield on earning assets combined with an increase in interest rates paid on deposits as the Bank increased its marketing efforts to generate deposits.

Total average loans increased $32,108,000 or 7% to $471,482,000. This increase was attributable to new business relationships. Loans have a positive effect on interest income and the net interest margin due to the fact that loans are one of the Company's highest yielding earning assets for any given maturity. Total average investment in debt and equity securities increased $20,098,000 or 36% to $75,652,000 as the Company invested part of the increase in deposits and payables. Total average federal funds sold and other short-term investments increased $29,973,000 or 56% to $83,585,000. This increase was also funded by an increase in accounts and drafts payable and growth in bank deposits and provides the Company with additional liquidity.

The Company is negatively affected by decreases 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 positively affected by increases 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. Changes in interest rates will affect some earning assets such as federal funds sold and floating rate loans immediately and some earning assets, such as fixed rate loans and municipal bonds, over time.

For more information on the changes in net interest income please refer to the tables on the pages that follow.

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 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 for each of the periods reported.

	Third Quarter 2004			Third Quarter 2003		
(Dollars in thousands)	Average Balance	Interest Income/ Expense	Yield/ Rate	Average Balance	Interest Income/ Expense	Yield/ Rate
Assets (1)						
Earning assets:						
Loans (2,3):						
Taxable	$ 478,307	$ 6,781	5.64%	$ 442,753	$ 6,332	5.67%
Tax-exempt (4)	5,256	94	7.11	5,659	107	7.50
Debt and equity securities (5):						
Taxable	27,297	122	1.78	19,598	91	1.84
Tax-exempt (4)	61,705	916	5.91	26,500	426	6.38
Federal funds sold and other short-term investments	92,540	305	1.31	81,527	187	.91
Total earning assets	665,105	8,218	4.92	576,037	7,143	4.92
Nonearning assets:						
Cash and due from banks	24,931			20,133		
Premises and equipment, net	12,650			14,639		
Bank owned life insurance	10,900			10,489		
Payments in excess of funding	7,249			5,070		
Goodwill and other intangibles, net	6,918			5,194		
Other assets	15,424			14,117		
Allowance for loan losses	(5,919)			(5,397)		
Total assets	$ 737,258			$ 640,282		
Liabilities And Shareholders' Equity (1)						
Interest-bearing liabilities:						
Interest-bearing demand deposits	$ 84,757	254	1.19%	$ 51,348	$ 74	.57%
Savings deposits	29,793	80	1.07	36,985	61	.65
Time deposits of $100 or more	48,405	295	2.42	45,835	191	1.65
Other time deposits	33,572	181	2.14	22,011	123	2.22
Total interest-bearing deposits	196,527	810	1.64	156,179	449	1.14
Short-term borrowings	55	--	--	--	--	--
Subordinated Debentures	1,528	18	4.69	--	--	--
Total interest-bearing liabilities	198,110	828	1.66	156,179	449	1.14
Noninterest-bearing liabilities:						
Demand deposits	104,297			103,459		
Accounts and drafts payable	360,324			310,904		
Other liabilities	8,785			8,545		
Total liabilities	671,516			579,087		
Shareholders' equity	65,742			61,195		
Total liabilities and shareholders' equity	$ 737,258			$ 640,282		
Net interest income		$ 7,390			$ 6,694	
Interest spread			3.26%			3.78%
Net interest margin			4.42%			4.61%

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 2003 Consolidated Financial Statements.
3. Interest income on loans includes net loan fees of $39,000 and $26,000 for the Third Quarter of 2004 and 2003, respectively.
4. Interest income is presented on a tax-equivalent basis assuming a tax rate of 34%. The tax-equivalent adjustment was approximately $344,000 and $180,000 for the Third Quarter of 2004 and 2003, respectively.
5. For purposes of these computations, yields on investment securities are computed as interest income divided by the average amortized cost of the investments.

	First Nine Months of 2004			First Nine Months of 2003		
(Dollars in thousands)	Average Balance	Interest Income/ Expense	Yield/ Rate	Average Balance	Interest Income/ Expense	Yield/ Rate
Assets (1)						
Earning assets:						
Loans (2,3):						
Taxable	$ 466,181	$ 19,534	5.60%	$ 433,670	$ 18,925	5.83%
Tax-exempt (4)	5,301	296	7.46	5,704	323	7.57
Debt and equity securities (5):						
Taxable	25,906	335	1.73	22,971	412	2.40
Tax-exempt (4)	49,746	2,267	6.09	32,583	1,613	6.62
Federal funds sold and other short-term investments	83,585	666	1.06	53,612	413	1.03
Total earning assets	630,719	23,098	4.89	548,540	21,686	5.29
Nonearning assets:						
Cash and due from banks	21,635			19,840		
Premises and equipment, net	13,076			15,232		
Bank owned life insurance	10,827			10,347		
Payments in excess of funding	6,594			4,586		
Goodwill and other intangibles, net	5,660			5,271		
Other assets	15,125			13,037		
Allowance for loan losses	(5,749)			(5,372)		
Total assets	$ 697,887			$ 611,481		
Liabilities And Shareholders' Equity (1)						
Interest-bearing liabilities:						
Interest-bearing demand deposits	$ 68,766	$ 498	.97%	$ 52,367	$ 295	.75%
Savings deposits	29,895	208	.93	36,244	224	.83
Time deposits of $100 or more	50,639	866	2.28	43,824	607	1.85
Other time deposits	35,152	543	2.06	12,022	213	2.37
Total interest-bearing deposits	184,452	2,115	1.53	144,457	1,339	1.24
Short-term borrowings	89	--	--	1,215	14	1.54
Subordinated debentures	513	18	4.69	--	--	--
Total interest-bearing liabilities	185,054	2,133	1.54	145,672	1,353	1.24
Noninterest-bearing liabilities:						
Demand deposits	103,219			97,951		
Accounts and drafts payable	336,189			299,217		
Other liabilities	8,517			7,670		
Total liabilities	632,979			550,510		
Shareholders' equity	64,908			60,971		
Total liabilities and shareholders' equity	$ 697,887			$ 611,481		
Net interest income		$ 20,965			$ 20,333	
Interest spread			3.35%			4.05%
Net interest margin			4.44%			4.96%

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 2003 Consolidated Financial Statements.
3. Interest income on loans includes net loan fees of $129,000 and $61,000 for the First Nine Months of 2004 and 2003, respectively.
4. Interest income is presented on a tax-equivalent basis assuming a tax rate of 34%. The tax-equivalent adjustment was approximately $871,000 and $655,000 for the First Nine Months of 2004 and 2003, respectively.
5. For purposes of these computations, yields on investment securities are computed as interest income divided by the average amortized cost of the investments.

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.

	Third Quarter 2004 Over 2003		
(In Thousands)	Volume	Rate	Total
Increase (decrease) in interest income:			
Loans (1,2):			
Taxable	$ 488	(39)	$ 449
Tax-exempt (3)	(8)	(5)	(13)
Debt and equity securities:			
Taxable	34	(3)	31
Tax-exempt (3)	524	(34)	490
Federal funds sold and other short-term investments	28	90	118
Total interest income	1,066	9	1,075
Interest expense on:			
Interest-bearing demand deposits	67	113	180
Savings deposits	(14)	33	19
Time deposits of $100 or more	11	93	104
Other time deposits	62	(4)	58
Short-term borrowings	--	--	--
Subordinated debentures	9	9	18
Total interest expense	135	244	379
Net interest income	$ 931	$ (235)	$ 696

1. Average balances include nonaccrual loans.
2. Interest income includes net loan fees.
3. Interest income is presented on a tax-equivalent basis assuming a tax rate of 34%.

(In Thousands)	First Nine Months 2004 Over 2003 Volume	Rate	Total
Increase (decrease) in interest income:			
Loans (1,2):			
Taxable	$ 1,397	$ (788)	$ 609
Tax-exempt (3)	(22)	(5)	(27)
Debt and equity securities:			
Taxable	48	(125)	(77)
Tax-exempt (3)	793	(139)	654
Federal funds sold and other short-term investments	239	14	253
Total interest income	2,455	(1,043)	1,412
Interest expense on:			
Interest-bearing demand deposits	106	97	203
Savings deposits	(42)	26	(16)
Time deposits of $100 or more	104	155	259
Other time deposits	361	(31)	330
Short-term borrowings	(7)	(7)	(14)
Subordinated debentures	9	9	18
Total interest expense	531	249	780
Net interest income	$ 1,924	$(1,292)	$ 632

1. Average balances include nonaccrual loans.
2. Interest income includes net loan fees.
3. 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 $150,000 provision made for loan losses during the Third Quarter of 2004 and no provision made in the Third Quarter of 2003. There was a $500,000 provision made for the First Nine Months of 2004 compared with a $90,000 provision for the First Nine Months of 2003. As discussed below, the Company continually analyzes the outstanding loan portfolio based on the performance, financial condition and collateralization of the credits. As a result, the Company has increased its provision in 2004 reflecting the evaluation of credit risk. Net loans recovered for both the Third Quarter of 2004 and 2003 were $6,000. Net loans recovered for the First Nine Months of 2004 were $15,000 compared to $16,000 for the First Nine Months of 2003.

The allowance for loan losses at September 30, 2004 was $6,021,000 and at December 31, 2003 was $5,506,000. The ratio of allowance for loan losses to total loans outstanding at September 30, 2004 was 1.21% compared to 1.17% at December 31, 2003. Nonperforming loans were $1,289,000 or .26% of total loans at September 30, 2004 compared to $4,393,000 or .94% of total loans at December 31, 2003. The decrease from December 31, 2003 is primarily due to the decrease in renegotiated loans. At December 31, 2003 renegotiated loans totaled $2,721,000 compared with $169,000 at September 30, 2004. Renegotiated loans consisted of two loans at December 31, 2003; one for $481,000 that was renegotiated in First Quarter of 2003 and is now current under the new terms of the agreement and a second loan for $2,240,000 that was renegotiated in the Second Quarter of 2003 and is now also current under the new terms of the agreement. At December 31, 2003 there was also a nonaccrual loan for $376,000 that was foreclosed on during the First Quarter of 2004 and is now being carried in other assets as other real estate owned.

At September 30, 2004, impaired loans totaled $3,621,000, which included $1,120,000 of nonaccrual loans, $169,000 of renegotiated loans and one loan with a balance of $2,180,000, that although performing is still considered impaired by management due to the financial condition of the borrower, compared with impaired loans at December 31, 2003 of $4,393,000, which included $1,525,000 of nonaccrual loans and $2,721,000 of renegotiated loans. The allowance for loan losses on impaired loans was $1,014,000 at September 30, 2004 and there were no impaired loans without an allowance for loan losses. The decrease in impaired loans from December 31, 2003 relates primarily to the decrease in nonperforming loans as explained in the previous paragraph.

Total impaired loans decreased $4,729,000 from September 30, 2003 to September 30, 2004. Of this decrease $1,380,000 relates to other impaired loans primarily due to two loans totaling $5,457,000 at September 30, 2003, the largest of which was renegotiated in 2002 and is now currently performing. This decrease was partially offset by a loan with a balance of $2,180,000 at September 30, 2004 mentioned in the previous paragraph. The balance of nonaccrual loans at September 30, 2004 consists of five loans, one with a balance of $692,000 that is collateralized by real estate and has a SBA guarantee, a second loan with a balance of $259,000 that relates to a business that is no longer operating although payments are being made as the inventory of the business is being sold and three smaller loans totaling $169,000.

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 probable losses in the portfolio. A charge or credit is made to expense 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 Company develops specific valuation allowances on commercial, commercial real estate, and construction loans based on individual review of these loans and our estimate of the borrower's ability to repay the loan given the availability of collateral, other sources of cash flow and collection options available to us. The general component relates to all other loans, which are evaluated based on loan grade. The loan grade assigned to each loan is typically evaluated on an annual basis, unless circumstances require interim evaluation. The Company assigns a reserve amount consistent with each loan's rating category. The reserve amount is based on derived loss experience over prescribed periods. In addition to the amounts derived from the loan grades, 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. As part of their examination process, federal and state agencies review the Company's methodology for maintaining the allowance for loan losses and the balance in the account. These agencies may require the Company to increase the allowance for loan losses based on their judgments and interpretations about information available to them at the time of their examination.

Summary of Asset Quality

The following table presents information as of and for the three and nine month periods ended September 30, 2004 and 2003 pertaining to the Company's provision for loan losses and analysis of the allowance for loan losses.

	Three Months Ended September 30		Nine Months Ended September 30	
(Dollars in Thousands)	2004	2003	2004	2003
Allowance at beginning of period	$ 5,865	$ 5,393	$ 5,506	$ 5,293
Provision charged to expense	150	--	500	90
Loans charged off	--	--	1	2
Recoveries on loans previously charged off	6	6	16	18
Net loans recovered	(6)	(6)	(15)	(16)
Allowance at end of period	$ 6,021	$ 5,399	$ 6,021	$ 5,399
Loans outstanding:				
Average	$ 483,563	$ 448,412	$ 471,482	$ 439,374
September 30	496,027	450,977	496,027	450,977
Ratio of allowance for loan losses to loans outstanding:				
Average	1.25%	1.20%	1.28%	1.23%
September 30	1.21	1.20	1.21	1.20
Nonperforming loans:				
Nonaccrual loans	$ 1,120	$ 1,462	$ 1,120	$ 1,462
Loans past due 90 days or more	--	--	--	--
Renegotiated loans	169	481	169	481
Total nonperforming loans	$ 1,289	$ 1,943	$ 1,289	$ 1,943
Other impaired loans	$ 2,332	$ 6,407	$ 2,332	$ 6,407
Foreclosed assets	$ 1,234	$ 1,154	$ 1,234	$ 1,154
Nonperforming loans as percentage of average loans	.27%	.43%	.27%	.44%

The Bank currently has two properties which it is carrying as other real estate owned at what management believes to be fair value less cost to sell. The first property was foreclosed on August 8, 2001 and is recorded at $859,000 and the second property was foreclosed on March 2, 2004 and is recorded at $375,000.

Operating Expense

Total operating expense for the Third Quarter of 2004 decreased $61,000 or less than 1% to $13,796,000 compared to the Third Quarter of 2003. Total operating expense for the First Nine Months of 2004 decreased $957,000 or 2% to $40,591,000 from the First Nine Months of 2003.

Salaries and benefits expense increased $305,000 or 3% to $9,579,000 in the Third Quarter of 2004 compared with the Third Quarter of 2003 and increased $11,000 or less than 1% to $28,037,000 for the First Nine Months of 2004 compared with the First Nine Months of 2003. Salaries and benefits expense related to PROFITLAB was $186,000 for the quarter and nine months. The remaining increase for the Third Quarter of 2004 was due to an increase in overtime pay and expenses related to employee relocations. The increase in the First Nine Months of 2004 is primarily related to employee relocation expenses, annual salary increases and an increase in benefits expense related to pension costs which was largely offset by a reduction in the number of employees attributable to a series of technology initiatives put into place by the Information Services divisions.

Occupancy expense for the Third Quarter of 2004 increased $13,000 or 3% to $460,000 from the Third Quarter of 2003 and increased $14,000 in the First Nine Months of 2004 compared with the First Nine Months of 2003. Occupancy expenses related to PROFITLAB were $6,000 for the quarter and nine months.

Equipment expense for the Third Quarter of 2004 decreased $191,000 or 18% compared to the Third Quarter of 2003 and decreased $462,000 or 14% for the First Nine Months of 2004 compared with the First Nine Months of 2003. Equipment expense related to PROFITLAB was $5,000 for the quarter and nine months. The decreases relate primarily to a decrease in software amortization, hardware depreciation and computer equipment maintenance expense from the consolidation of equipment within the Information Services divisions.

Amortization of intangible assets for the Third Quarter of 2004 and First Nine Months of 2004 increased $13,000 compared to the same periods of 2003. This increase relates to the software acquired from the acquisition of PROFITLAB.

Other operating expense for the Third Quarter of 2004 decreased $201,000 or 7% compared to the Third Quarter of 2003 and decreased $533,000 or 6% for the First Nine Months of 2004 compared with the First Nine Months of 2003. Other operating expense related to PROFITLAB were $41,000 for the quarter and nine months. The decreases for the quarter and nine months were primarily from decreases in postage and supply expense in the Transportation Information Services division related to technology initiatives put into place over the past two years and a decrease in promotional expenses.

Income tax expense for the Third Quarter of 2004 decreased $201,000 or 21% compared to the Third Quarter of 2003 and decreased $350,000 or 14% for the First Nine Months of 2004 compared with the First Nine Months of 2003. The effective tax rate for the Third Quarter of 2004 was 27% compared with 32% in the Third Quarter of 2003 and was 29% for the First Nine Months of 2004 compared with 31% in 2003. The decrease in the effective tax rate was due to higher balances of tax-exempt investments in 2004.

Financial Condition

Total assets at September 30, 2004 increased $91,780,000 or 14% from December 31, 2003. The majority of this increase relates to the Company's earning assets that experienced an increase of $24,185,000 or 54% in federal funds sold and other short-term investments, $23,880,000 or 35% increase in investments in debt and equity securities and $26,480,000 or 6% increase in loans, net of the allowance for loan losses.

Total liabilities were $668,938,000, an increase of $87,814,000 or 15% from December 31, 2003. Total deposits at September 30, 2004 were $292,165,000, an increase of $19,737,000 or 7%. Accounts and drafts payable were $364,396,000, an increase of $64,407,000 or 21%. Total shareholders' equity at September 30, 2004 was $68,758,000 a $3,966,000 or 6% increase from December 31, 2003.

The increase in loans relates to new business. The increase in debt and equity securities relates to the purchases of $51,607,000 in securities, primarily of tax-exempt municipal securities. These purchases were partially offset by the sale of securities earlier in the year and the normal maturity of securities throughout the year. Federal funds sold and other short-term investments increased due to the increase in deposits and accounts and drafts payable from December 31, 2003 to September 30, 2004. The increase in deposits reflects the Bank's ongoing marketing efforts to attract deposits and increase in accounts and drafts payable was due to the increase in the dollar volume of invoices processed.

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 under the "Distribution of Assets, Liabilities and Stockholders' Equity; Interest Rate and Interest Differential" section of this report).

The increase in total shareholders' equity resulted from net income of $5,520,000; an increase in other comprehensive income of $326,000; cash received on the exercise of stock options of $190,000; a $114,000 tax benefit on stock awards and the amortization of the stock bonus plan of $71,000; offset by dividends paid of $2,250,000 ($.61 per share) and other items totaling $5,000.

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, and were $96,130,000 at September 30, 2004, an increase of $33,763,000 or 54% from December 31, 2003. At September 30, 2004 these assets represented 13% 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 $93,027,000 at September 30, 2004, an increase of $23,880,000 from December 31, 2003. These assets represented 13% of total assets at September 30, 2004. Of this total, 69% were state and political subdivision securities, 24% were U.S. Treasury securities, 6% were U.S. government agencies and 1% were other securities. Of the total portfolio, 21% mature in one year, 16% matures in one to five years, and 63% matures in five or more years. During the year the Company sold securities with a market value of $12,052,000 and these funds were reinvested in U.S. Treasury and tax-exempt municipal securities.

The Bank has unsecured lines at correspondent banks to purchase federal funds up to a maximum of $29,000,000. Additionally, the Bank maintains a line of credit at unaffiliated financial institutions in the maximum amount of $78,352,000 collateralized by U.S. Treasury and agency securities and commercial and residential mortgage loans.

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 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 flows provided by operating activities were $6,834,000 for the First Nine Months of 2004 compared with $9,359,000 for the First Nine Months of 2003. This decrease is attributable to an additional $1,831,000 paid in corporate income taxes, a $266,000 decrease in deferred income versus a $1,565,000 increase in the First Nine Months of 2003 and other normal fluctuations in other asset and liability accounts. Net cash flows from investing and financing activities fluctuate greatly as the Company actively manages its investment and loan portfolios and customer activity influences changes in deposit and accounts and drafts payable balances. Further analysis of the changes in these account balances is discussed earlier in this report. Due to the daily fluctuations in these account balances, the analysis of changes in average balances, also discussed earlier in this report, can be more indicative of underlying activity than the period-end balances used in the statements of cash flows. Management anticipates that cash and cash equivalents, maturing investments and cash from operations will continue to be sufficient to fund the Company's operations and capital expenditures in 2004.

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 exceed all regulatory capital requirements, as evidenced by the following capital amounts and ratios at September 30, 2004 and December 31, 2003:

September 30, 2004	Amount	Ratio
Total capital (to risk-weighted assets)		
Cass Information Systems, Inc.	$67,684,000	11.72%
Cass Commercial Bank	33,412,000	11.20
Tier I capital (to risk-weighted assets)		
Cass Information Systems, Inc.	$57,963,000	10.04%
Cass Commercial Bank	29,678,000	9.95
Tier I capital (to average assets)		
Cass Information Systems, Inc.	$57,963,000	7.96%
Cass Commercial Bank	29,678,000	9.52

December 31, 2003	Amount	Ratio
Total capital (to risk-weighted assets)		
Cass Information Systems, Inc.	$64,480,000	11.93%
Cass Commercial Bank	31,741,000	11.18
Tier I capital (to risk-weighted assets)		
Cass Information Systems, Inc.	$58,974,000	10.91%
Cass Commercial Bank	28,190,000	9.93
Tier I capital (to average assets)		
Cass Information Systems, Inc.	$58,974,000	8.59%
Cass Commercial Bank	28,190,000	9.34

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.

Impact of New Accounting Pronouncements

In December 2003, the FASB issued Interpretation No. 46 (revised December 2003), "Consolidation of Variable Interest Entities" (FIN 46R), which addresses how a business enterprise should evaluate whether it has controlling financial interest in an entity through means other than voting rights and accordingly should consolidate the entity. FIN 46R replaces FIN 46, "Consolidation of Variable Interest Entities, an interpretation of Accounting Research Bulletin No. 51," issued in January 2003. Companies are required to apply FIN 46R to variable interest entities (VIEs) created after December 31, 2003. For variable interest in VIEs created before January 1, 2004, FIN 46R will be applied beginning on January 1, 2005. The Company is currently not a primary beneficiary of a VIE and therefore the adoption of FIN 46R did not have a material impact on its consolidated financial statements.

In December 2003, the FASB issued SFAS 132 (Revised 2003), "Employers' Disclosures about Pensions and Other Postretirement Benefits," which increases the disclosure requirements of the original statement by requiring more details about pension plan assets, benefit obligations, cash flows, benefit costs and related information and also requires companies to disclose various elements of pension and postretirement benefit costs in interim-period financial statements for quarters beginning after December 15, 2003. Additional disclosures pertaining to benefit payments are required for fiscal years ending after June 30, 2004. The disclosure requirements of SFAS 132 (Revised 2003) are included in Note 13 of this report.

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, 2003, 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 September 30, 2004 has changed materially from that at December 31, 2003.

ITEM 4. CONTROLS AND PROCEDURES

The Company maintains disclosure controls and procedures designed to ensure that the information it is required to disclose in the reports it files with the SEC is recorded, processed, summarized and reported to management, including the Chief Executive Officer and Principal Financial Officer, within the time periods specified in the rules of the SEC. The Company's Chief Executive and Principal Financial Officers have reviewed and evaluated the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of September 30, 2004 and based on their evaluation believe that these procedures are effective to ensure that the Company is able to collect, process and disclose the information it is required to disclose in the reports it files with the SEC within the required time periods.

There were no changes in the third quarter of 2004 in the Company's internal controls identified by the Chief Executive and Principal Financial Officers in connection with their evaluation that materially affected or are reasonably likely to materially affect the Company's internal controls over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act).

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The Company and its subsidiaries are not involved in any pending proceedings other than ordinary routine litigation incidental to its businesses. Management believes none of these proceedings, if determined adversely, would have a material effect on the business or financial condition of the Company or its subsidiaries.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The Company maintains a treasury stock buyback program and as of September 30, 2004 was authorized by the Board of Directors to repurchase up to 100,000 shares of its common stock. The Company did not repurchase any stock during the nine months ended September 30, 2004 and repurchased 59,237 shares for $1,764,000 during the first nine months ended September 30, 2003. Repurchases are made in the open market or through negotiated transactions from time to time depending on market conditions.

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

Exhibit 3.2 Amended and Restated Bylaws of Registrant.

Exhibit 10.1 Form of Directors' Indemnification Agreement.

Exhibit 31.1 Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

Exhibit 31.2 Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

Exhibit 32.1 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Exhibit 32.2 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 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: November 12, 2004 By /s/ Lawrence A. Collett

Lawrence A. Collett
Chairman and Chief Executive Officer

DATE: November 12, 2004 By /s/ Eric H. Brunngraber

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

Exhibit 31.1

CERTIFICATION

I, Lawrence A. Collett, Chairman and Chief Executive Officer of Cass Information Systems, Inc., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Cass Information Systems, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the consolidated financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure, controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   c) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

   a) all significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Lawrence A. Collett

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Lawrence A. Collett
Chairman and Chief Executive Officer
November 12, 2004

Exhibit 31.2

CERTIFICATION

I, Eric H. Brunngraber, Principal Financial and Accounting Officer of Cass Information Systems, Inc., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Cass Information Systems, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the consolidated financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure, controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   c) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

   a) all significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Eric H. Brunngraber
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Eric H. Brunngraber
Vice President - Secretary
(Principal Financial and Accounting Officer)
November 12, 2004

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Cass Information Systems, Inc. ("the Company") on Form 10-Q for the period ended September 30, 2004 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Lawrence A. Collett, Chairman and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. ss. 1350, as adopted pursuant to ss. 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Lawrence A. Collett

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Lawrence A. Collett
Chairman and Chief Executive Officer
November 12, 2004

A signed original of this written statement required by Section 906 has been provided to Cass Information Systems, Inc. and will be retained by Cass Information Systems, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Cass Information Systems, Inc. ("the Company") on Form 10-Q for the period ended September 30, 2004 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Eric H. Brunngraber, Principal Financial and Accounting Officer of the Company, certify, pursuant to 18 U.S.C. ss. 1350, as adopted pursuant to ss. 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Eric H. Brunngraber

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Eric H. Brunngraber
Principal Financial and Accounting Officer
November 12, 2004

A signed original of this written statement required by Section 906 has been provided to Cass Information Systems, Inc. and will be retained by Cass Information Systems, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.