CASS INFORMATION SYSTEMS INC
Form DEF 14A
March 19, 2010

CASS INFORMATION SYSTEMS, INC.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To be held on
April 19, 2010

TO THE SHAREHOLDERS:

The Annual Meeting of Shareholders of Cass Information Systems, Inc. will be held at the location specified below on Monday, April 19, 2010, at 11:00 a.m. local time, for the following purposes:

1. To elect four directors to serve for a three-year term;
2. To ratify the appointment of KPMG LLP as the independent registered public accounting firm for 2010; and,
3. To act upon such other matters as may properly come before the meeting.

The close of business on March 5, 2010 has been fixed as the record date for determining shareholders entitled to notice of and to vote at the Annual Meeting.

This year s Annual Meeting will be held at The Charles F. Knight Executive Education Center, Room 210, Olin School of Business at Washington University, One Brookings Drive, St. Louis, Missouri 63130. For your reference, a map is provided inside the back cover of this Proxy Statement.

Please note that you will be required to present an admission ticket to attend the Annual Meeting. Your admission ticket is attached to your proxy card. If your shares are held in the name of a broker, trust, bank or other nominee, you can request an admission ticket by contacting our Investor Relations Department at (314) 506-5500.

By Order of the Board of Directors,

P. Stephen Appelbaum
Secretary
March 19, 2010
Bridgeton, Missouri

ALL SHAREHOLDERS ARE CORDIALLY INVITED TO ATTEND THE ANNUAL MEETING. WHETHER OR NOT YOU INTEND TO BE PRESENT, IT IS IMPORTANT THAT YOUR SHARES BE REPRESENTED AND VOTED AT THE ANNUAL MEETING. YOU CAN VOTE YOUR SHARES BY ONE OF THE FOLLOWING METHODS: VOTE OVER THE INTERNET OR BY TELEPHONE USING THE INSTRUCTIONS ON THE ENCLOSED PROXY CARD, OR MARK, SIGN, DATE AND PROMPTLY RETURN THE ENCLOSED PROXY CARD. THE PRESENCE, IN PERSON OR BY PROPERLY EXECUTED PROXY, OF A MAJORITY OF THE COMMON STOCK OUTSTANDING ON THE RECORD DATE IS NECESSARY TO CONSTITUTE A QUORUM AT THE ANNUAL MEETING.

CASS INFORMATION SYSTEMS, INC.
13001 Hollenberg Drive
Bridgeton, Missouri 63044

PROXY STATEMENT

Annual Meeting of Shareholders
to be held April 19, 2010

This Proxy Statement is being furnished to the common shareholders of Cass Information Systems, Inc. (the Company) on or about March 19, 2010 in connection with the solicitation of proxies on behalf of the Board of Directors of the Company (the Board) for use at the annual meeting of shareholders (the Annual Meeting) to be held on April 19, 2010 at the time and place and for the purposes set forth in the accompanying Notice of Annual Meeting, and at any adjournment or postponement of that meeting.

Holders of common stock, par value $.50 per share, of the Company at its close of business on March 5, 2010 (the Record Date) are entitled to receive notice of and vote at the Annual Meeting. On the Record Date, there were 9,385,404 shares of common stock outstanding and entitled to vote at the Annual Meeting. Holders of record of common stock are entitled to one vote per share of common stock they held of record on the Record Date on each matter that may properly come before the Annual Meeting. Company management and members of the Board, in the aggregate, directly or indirectly controlled approximately 7% of the common stock outstanding on the Record Date.

Shareholders of record on the Record Date are entitled to cast their votes in person or by properly executed proxies at the Annual Meeting. The presence, in person or by properly executed proxy, of a majority of the shares of common stock outstanding on the Record Date is necessary to constitute a quorum at the Annual Meeting. If a quorum is not present at the time the Annual Meeting is convened, the Company may adjourn or postpone the Annual Meeting.

If a quorum is present, the affirmative vote of a majority of the shares entitled to vote which are present in person or represented by proxy at the Annual Meeting is required to elect directors, ratify the appointment of KPMG LLP as the Company s independent registered public accounting firm for 2010, and to act on any other matters properly brought before the meeting. Shareholders may not cumulate their votes in the election of directors.

Shares represented by proxies which are marked or voted (i) withheld for the election of the Board s director nominees, (ii) abstain to ratify the appointment of the Company s independent registered public accounting firm, or (iii) to deny discretionary authority on other matters will be counted for the purpose of determining the number of shares represented by proxy at the meeting. If a stockholder withholds his or her vote with regard to the election of directors, it will have no effect on the election of directors. If a stockholder abstains with respect to the vote regarding ratification of the appointment of KPMG LLP, this will have the same effect as a vote against this proposal. Shares held by brokers that do not have discretionary authority to vote on a proposal and have not received voting instructions from their clients are considered broker non-votes. Broker non-votes are considered present or represented for purposes of determining a quorum but will not be considered in determining the number of votes necessary for approval and will have no effect on the outcome of the vote for directors.

Please note that this year, the rules that govern how brokers vote your shares have changed. Brokers may no longer use discretionary authority to vote shares on the election of directors if they have not received

instructions from their clients. Please vote your proxy so your vote can be counted. The inspector of elections appointed for the meeting will separately tabulate and certify affirmative and negative votes, abstentions and broker non-votes.

Any proxy given pursuant to this solicitation may be revoked by the person giving it at any time before it is voted. Proxies may be revoked by (i) filing with the Secretary of the Company, at or before the Annual Meeting, a written notice of revocation bearing a date later than the date of the proxy, (ii) duly executing and dating a subsequent proxy relating to the common stock and delivering it to the Secretary of the Company at or before the vote is taken at the Annual Meeting or (iii) attending the Annual Meeting and voting in person (although attendance at the Annual Meeting will not in and of itself constitute a revocation of a proxy). Any

written notice revoking a proxy, or any subsequent proxy, should be sent to Cass Information Systems, Inc., Attn: P. Stephen Appelbaum, Secretary, 13001 Hollenberg Drive, Bridgeton, Missouri 63044.

All common stock represented at the Annual Meeting by properly executed proxies received prior to or at the Annual Meeting and not properly revoked will be voted at the Annual Meeting in accordance with the instructions indicated in such proxies. If no instructions are indicated, such proxies will be voted *FOR* the election of the Board s director nominees and *FOR* the ratification of the appointment of KPMG LLP as the Company s independent registered public accountants for 2010. The Board does not know of any matters other than the matters described in the Notice of Annual Meeting attached to the Proxy Statement that will come before the Annual Meeting.

The Board solicits the proxies. In addition to the use of the mails, proxies may be solicited personally or by telephone or electronic transmission by directors, officers or regular employees of the Company. It is contemplated that brokerage houses, custodians, nominees and fiduciaries will be requested to forward the soliciting material to the beneficial owners of common stock held of record by such persons, and will be reimbursed by the Company for expenses incurred therewith. The cost of solicitation of proxies will be borne by the Company.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SHAREHOLDERS MEETING TO BE HELD ON APRIL 19, 2010

The Company s proxy statement, annual report on Form 10-K for the 2009 fiscal year and summary Annual Report to Shareholders are available at www.cassinfo.com under Investor Relations, then Proxy Materials.

The Company makes available free of charge through its website www.cassinfo.com its annual report on Form 10-K, quarterly report on Form 10-Q, current report on Form 8-K and amendments to those reports filed and furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after such documents are electronically filed with, or furnished to, the SEC.

PROPOSAL 1
ELECTION OF DIRECTORS

The Company s Board consists of twelve members and is divided into three classes of four directors each. Each director is elected for a three-year term, and the term of each class of directors expires in successive years.

The Board, upon recommendation by the Nominating and Corporate Governance Committee, has nominated incumbents Lawrence A. Collett, Wayne J. Grace, James J. Lindemann and Andrew J. Signorelli for re-election. Each of the nominees has consented to serve if elected. If any of them becomes unavailable to serve as a director before the annual meeting, the Board may designate a substitute nominee. In that case, the persons named as proxies will vote for the substitute nominee designated by the Board.

All the directors and nominees bring to the Board a wealth of executive leadership experience derived from their service as corporate executives. Each possesses individual qualifications and skills that contribute to the Board s effectiveness as a whole. The following information is submitted with respect to the nominees for election to the Board, together with the members of the Board whose terms will continue after the Annual Meeting or until their respective successors are duly elected and qualified:

Nominees to serve until 2013:

Lawrence A. Collett	Mr. Collett, 67, has been a director since 1983. He is Chairman of the Board of the Company, a position he has held since 1992. Mr. Collett retired as Chief Executive Officer (CEO) of the Company in July 2008, having served in that capacity since 1990. He began his career with the Company in 1963 and served as Executive Vice President from 1974 to 1983 and President from 1983 to 1990. He holds numerous positions with civic, charitable, and church-related institutions. Mr. Collett is a current member of the St. Louis Regional Business Council. The Board selected Mr. Collett to serve as a director because of his previous tenure with the Company in multiple roles, including CEO, which affords him unique insights into the Company s strategies, challenges and opportunities.
Wayne J. Grace	Mr. Grace, 69, has been a director since 2003. He is Retired Managing Director of UHY Advisors MO, Inc., a tax and business consulting firm. Mr. Grace was the founder and Managing Director of the accounting firm Grace Advisors, Inc., where he served from 1983 to 2004. Mr. Grace began his career with the St. Louis, Missouri office of Fox & Company, which spanned from 1966 to 1983. While serving at Fox & Company he became both partner and partner in charge prior to his departure in 1983 to begin Grace Advisors, Inc. During his tenure at Fox & Company he was a member of the National Consulting Services Steering Committee. Mr. Grace served on the Board of Managers for the YMCA of the Ozarks from 1985 to 2005. Mr. Grace served as a director of Siegel-Robert, Inc., a privately held plastics product manufacturer from 2006 to 2008. Mr. Grace is a Certified Public Accountant. The Board selected Mr. Grace to serve as a director because it believes he

	has valuable experience in audit, governance and management issues resulting from his background as a certified public accountant and managing partner of a public accounting firm.
James J. Lindemann	Mr. Lindemann, 54, has been a director since 2007. He is Executive Vice President of Emerson Electric Co., a publicly traded manufacturing company based in St. Louis, Missouri. Mr. Lindemann joined Emerson in 1977, where he has held a number of increasingly responsible engineering and marketing positions with its Specialty Motor division. In 1992, he was named President of Commercial Cam, and in 1995, he was

	named President of the Emerson Appliance Motor division. In 1996, Mr. Lindemann was promoted to Chairman and CEO of the Emerson Motor Co. He was named Senior Vice President of Emerson in 1999 and Executive Vice President in 2000. Mr. Lindemann has served on the Emerson Advisory Board since 2000 and has been a board member of the CEO Forum since 2003. The Board selected Mr. Lindemann to serve as a director because of his background in senior management with a public manufacturing company, his international expertise and his work with large corporate enterprises.
Andrew J. Signorelli	Mr. Signorelli, 70, has been a director since 1986. Mr. Signorelli is President of Hope Educational & Research Center, a St. Louis-based not-for-profit organization established in 1972. He served as Administrator for St. Louis University Association from 1963 to 1965 and Faith Hospital Association from 1965 to 1986. Mr. Signorelli is a board member of Hope Educational & Research Centers and various other private corporations located in the St. Louis metropolitan area. The Board selected Mr. Signorelli to serve as a director because it believes he brings valuable business management expertise to the Board. His experience as a business leader and entrepreneur provides assistance in evaluating the Company s subsidiary bank s local commercial credit transactions. Having served on the Board for more than 20 years, he helps the Board preserve the Company s unique culture.

The Company s Board recommends a vote FOR the four nominees for election to the Board of Directors.

Directors to serve until 2012:

	Mr. Ebel, 54, has been a director since 2006. He is CEO of Universal Printing Company, a privately held printing company headquartered in St. Louis, Missouri. Mr. Ebel began his tenure with Universal Printing Company as Chief Financial Officer (CFO) and board member in 1986. In 1996, he was appointed to the position of CEO. Mr. Ebel currently serves on the Board of the St. Louis Graphic Arts Joint Health and
Robert A. Ebel	Welfare Fund and is active in various civic and charitable organizations in the St. Louis metropolitan area. The Board selected Mr. Ebel to serve as a director because it believes he brings valuable business management and finance expertise to the Board. His current duties as CEO of a privately held business based in St. Louis provide him with a strong knowledge of the local commercial marketplace served by the Company s subsidiary bank.
John L. Gillis, Jr.	Mr. Gillis, 70, has been a director since 2007. Mr. Gillis is retired from the law firm of Armstrong Teasdale LLP. Mr. Gillis began his career as an associate with Armstrong Teasdale LLP in 1968, served as partner with the firm from 1975 to December 2006 and as Senior Counsel from January 2007 until February 2009. Mr. Gillis is a member of the American Bar Association, Missouri Bar Association and Bar

Association of Metropolitan St. Louis. He has been active in various civic and charitable organizations in the St. Louis metropolitan area. The Board selected Mr. Gillis to serve as a director because of his extensive legal background, as well as his long-standing knowledge of SEC rules and regulations as they relate to the Company s role and responsibilities as a publicly traded entity.

Directors to serve until 2012:

Randall L. Schilling	Mr. Schilling, 47, has been a director since 2009. He is President and CEO of Candelstiq LLC, a privately held software company based in St. Charles, Missouri. From 1992 to January 2010, he was the CEO of Quilogy, Inc., a nationally recognized, privately held IT professional services company. Mr. Schilling has been active in various civic and charitable organizations in the St. Louis metropolitan area, including Partners for Progress Education Chairman and Young Presidents Organization. Additionally, Mr. Schilling serves as a Community Advisory Board member for Barnes-Jewish Hospital, St. Peters, Missouri. The Board selected Mr. Schilling to serve as a director because he possesses information technology expertise to help address the challenges the Company faces in the rapidly changing information technology arena.
Franklin D. Wicks, Jr.	Dr. Wicks, 56, has been a director since 2006. He is President, Research Essentials and Specialties of Sigma-Aldrich Corporation, a publicly traded life science and high technology company located in St. Louis, Missouri. Dr. Wicks has worked for Sigma-Aldrich since 1982, beginning as a research chemist and subsequently working in marketing as President of Sigma Chemical and Vice President of Worldwide Operations, Sigma-Aldrich. He served as President, Scientific Research Division, Sigma-Aldrich from 1999 to 2002 and was responsible for operations in 34 countries. Prior to his most recent appointment, Dr. Wicks served as President-SAFC. After receiving his Ph. D., Dr. Wicks served four years on the staff of the Navigators at the Air Force Academy and at the University of Colorado at Boulder before joining Sigma-Aldrich. He is currently a member of the CEO Forum and serves as a trustee of Covenant Theological Seminary. The Board selected Dr. Wicks to serve as a director because of his public company senior management experience, familiarity with corporate governance, and knowledge of local and global marketplace issues.

Directors to serve until 2011:

K. Dane Brooksher	Mr. Brooksher, 71, has been a director since 2005. He is Retired Chairman and CEO of ProLogis, a leading provider of distribution services and facilities. Mr. Brooksher s career with ProLogis spanned from 1993 to 2008, where he held the positions of Chairman of the Board, Chief Operating Officer (COO), Co-Chairman and CEO. Prior to joining ProLogis, he spent over 32 years with KPMG LLP, serving as the managing partner for the Mid-West area and the Chicago office, as well as serving on the firm s Board of Directors, Management Committee and as International Development Partner. He is currently a director of Qwest Communications International, Inc., a publicly traded telecommunications firm and Pactiv Corporation, a publicly traded consumer goods and food products packaging firm. He is director and past chairman of the Board of Sponsors of the College of William and Mary Mason School of Business Foundation and a director of St.

Anthony s Medical Center of St. Louis, Missouri. The Board selected Mr. Brooksher to serve as a director because of his experience as CEO of a publicly traded company in the logistics industry, as well as his Board and committee experience at both public and private companies. Coupled with his experience as an executive in the public accounting arena, Mr. Brooksher brings strong financial and operational expertise to the Board.

Eric H. Brunngraber	Mr. Brunngraber, 53, has been a director since 2003. Mr. Brunngraber is President and CEO of the Company. Prior to his appointment to CEO in July 2008, he held the position of President and COO since May 2006. Mr. Brunngraber served as CFO of the Company from 1997 to 2006. He has held numerous positions with the Company since his employment began in 1979, including Executive Vice President-Secretary of Cass Commercial Bank, the Company s bank subsidiary. Mr. Brunngraber is active in various civic, charitable, professional and church-related organizations in the St. Louis metropolitan area, including the American Diabetes Association St. Louis Leadership Board. The Board selected Mr. Brunngraber to serve as a director because he is the Company s President and CEO and is responsible for the strategic direction and day-to-day leadership of the Company.
Bryan S. Chapell	Dr. Chapell, 55, has been a director since 1998. Dr. Chapell joined the faculty of Covenant Theological Seminary in 1985, and has served as seminary President since 1994. Dr. Chapell has obtained degrees from Northwestern University, Covenant Theological Seminary and Southern Illinois University and has authored numerous books and publications. The Board selected Dr. Chapell to serve as a director because of his familiarity with and knowledge of the national market for lending to churches and church-related organizations.
Benjamin F. Edwards, IV	Mr. Edwards, 54, has been a director since 2005. He is Chairman, CEO and President of Benjamin F. Edwards & Company, a St. Louis-based investment firm. Previously, Mr. Edwards was branch manager of the Town & Country, Missouri office of A.G. Edwards/Wachovia Securities LLC, a national investment firm. Mr. Edwards career with A.G. Edwards began in 1977, where he held numerous positions including Employment Manager, Financial Advisor, Associate Branch Manager, Regional Officer, Director of Sales and Marketing and President, as well as a member of the Board of Directors of A.G. Edwards from 1994 to October 2007. He currently serves on the Advisory Boards of Sunshine Missions and Bethesda Hospital and Homes, is a member of the Board of Bogey Club in St. Louis, and is the Chairman of the St. Louis Prayer Breakfast. The Board selected Mr. Edwards to serve as a director because it believes he possesses management expertise in investment banking, including experience with capital markets transactions and investments in both public and private companies.

CORPORATE GOVERNANCE

The Board oversees and guides the Company s management and its business affairs. Committees support the role of the Board on issues that benefit from consideration by a smaller, more focused subset of directors. All committee members are elected by and serve at the pleasure of the Board. In its oversight of the Company, the Board sets the tone for the ethical standards and performance of management, staff and the Company as a whole. The Board has adopted Corporate Governance Guidelines that capture the long-standing practices of the Company as well as current corporate governance best practices. The guidelines are available on the Company s website at www.cassinfo.com.

The Company s Corporate Governance Guidelines specify that the Board has flexibility to decide whether it is best for the Company to combine or separate the roles of Chairman of the Board (Chairman) and CEO. Since July 2008, the roles of Chairman and CEO of the Company have been performed by two different individuals, Mr. Collett and Mr. Brunngraber, respectively. The Board has determined to separate the roles of CEO and Chairman in recognition of the differences between the two roles currently. The CEO is responsible for setting the strategic direction for the Company and the day to day leadership and performance of the

Company, while the Chairman organizes Board activities to enable the Board to effectively provide guidance to and oversight and accountability of management. To fulfill the role of Chairman, among other things, the Chairman: creates and maintains an effective working relationship with the CEO and other members of management and with the other members of the Board; provides the CEO ongoing direction as to Board needs, interests and opinions; and assures that the Board agenda is appropriately directed to the matters of greatest importance to the Company. In carrying out his responsibilities, the Chairman preserves the distinction between management and Board oversight by: (i) maintaining the responsibility of management to develop corporate strategy and risk management, and (ii) maintaining the responsibility of the Board to review and express its views on such developments.

The Board recognizes that depending on the circumstances, other leadership models may be appropriate. No single leadership model is right for all companies and at all times. Accordingly, the Board periodically reviews its leadership structure.

In accordance with the Company s Corporate Governance Guidelines, non-management Directors convene at least annually without the presence of management directors or executive officers of the Company.

Director Independence

Based on the independence standards as defined by the marketplace rules of The Nasdaq Stock Market, Inc. (Nasdaq), the Board has determined in its business judgment that all of the directors and director-nominees are independent, as such term is defined in the Nasdaq listing standards, except for Mr. Collett and Mr. Brunngraber. In addition, each of the members of the Audit Committee meets the heightened independence standards set forth in the Securities and Exchange Commission (SEC) rules and the Nasdaq listing standards. In making these determinations, the Board has reviewed all transactions and relationships between each director (or any member of his or her immediate family) and the Company, including transactions and relationships described in the responses of the directors to questions regarding employment, business, family and other relationships with the Company and its management. As a result of this review, the Board concluded, as to each independent director, that no relationships exists which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

Code of Conduct and Business Ethics

The Company has adopted a Code of Conduct and Business Ethics policy, applicable to all Company directors, executive officers and employees. This policy is publicly available and can be viewed on the Company s website at www.cassinfo.com.

Certain Relationships and Related Party Transactions

Some of the directors and executive officers of the Company, and members of their immediate families and firms and corporations with which they are associated, have had transactions with the Company s subsidiary bank, including borrowings and investments in depository accounts. All such loans and investments have been made in the ordinary course of business, and on substantially the same terms, including interest rates charged or paid and collateral required, as those prevailing at the same time for comparable transactions with unaffiliated persons, and did not involve more than the normal risk of collectability or present other unfavorable features.

As provided by the Audit Committee s charter, the Audit Committee must review and approve all transactions between the Company and any related person that are required to be disclosed pursuant to Item 404 of Regulation S-K. Related person and transaction shall have the meanings given to such terms in Item 404 of Regulation S-K, as amended from

time to time. In determining whether to approve or ratify a particular transaction, the Audit Committee will take into account any factors it deems relevant.

Communications with the Board of Directors

The Board has established a process by which shareholders can communicate with the Board. Shareholders may communicate with any and all members of the Board by transmitting correspondence to the following address or fax number: Cass Information Systems, Inc., Name of Director(s), Attn: P. Stephen Appelbaum, Secretary, 13001 Hollenberg Drive, Bridgeton, Missouri 63044, (314) 506-5560 (fax).

The Secretary will forward all correspondence to the Chairman or the identified director as soon as practicable. Communications that are deemed to be inappropriate or present a safety or security concern may be handled differently. Correspondence addressed to the full Board will be forwarded to the Chairman, who will present the correspondence to the full Board or a committee thereof. If a response to the communication is warranted, the content and method of the response may be coordinated with the Company s legal counsel.

Risk Management Oversight

The Board s role in the Company s risk oversight process includes regular reviews of information from senior management (generally through Board committee presentation) regarding the areas of material risk to the Company. A description of certain material risks affecting the Company can be found in the Form 10K for the year ending December 31, 2009. The Compensation Committee is responsible for overseeing the management of risks relating to the Company s executive compensation plans and arrangements. The Audit Committee oversees management of financial and information technology risks. The Nominating and Corporate Governance Committee manages risks associated with the independence of the Board and potential conflicts of interest. While each committee is responsible for evaluating certain risks and overseeing the management of such risks, the entire Board is regularly informed through committee reports about such risks.

Board Meetings and Committees of the Board

The Board meets on a quarterly basis in January, April, July and October. There were four meetings of the Board in 2009. All directors attended at least 75% of the aggregate number of meetings of the Board and committees on which they served. The Company s directors are encouraged, but not required, to attend the Company s Annual Meeting. In 2009, ten directors attended the Annual Meeting.

The following table represents the membership and number of meetings in 2009 (in parentheses) of the standing committees of the Board, each of which is comprised entirely of independent directors, as defined by Nasdaq and SEC rules:

Audit[5]	Nominating and Corporate Governance[4]	Compensation[4]
Robert A. Ebel	Bryan S. Chapell	K. Dane Brooksher*
Wayne J. Grace*	Wayne J. Grace	Benjamin F. Edwards, IV
John L. Gillis, Jr.	Franklin D. Wicks, Jr.*	James J. Lindemann
		Andrew J. Signorelli

**Committee Chairman*

In January 2010, the Board elected to retain the current committee appointments through March 2011, in addition to appointing Mr. Schilling to the Audit Committee effective April 2010.

Audit Committee

The Audit Committee operates pursuant to a written charter that is approved by the Board and available on the Company s website at www.cassinfo.com. The Audit Committee oversees the accounting and financial reporting processes of the Company and the audits of the Company s financial statements. The Audit Committee is responsible

for appointing, determining funding for and overseeing the independent registered public accountants for the Company, and meeting with the independent registered public accountants and other corporate officers to review matters relating to corporate financial reporting and accounting procedures and policies. Among other responsibilities, the Audit Committee reviews financial information provided to shareholders and others, assesses the adequacy of financial and accounting controls and evaluates the scope of the audits of the independent registered public accountants and reports on the results of such reviews to the Board. In addition, the Audit Committee assists the Board in its oversight of the performance of the Company s internal auditors. The Audit Committee meets with the internal auditors on a quarterly basis to review the scope and results of such services. The Board has determined that Mr. Grace qualifies as audit committee financial expert, as defined by the SEC and in accordance with the Nasdaq listing rules.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee operates pursuant to a written charter that is approved by the Board and available on the Company s website at www.cassinfo.com. The Nominating and Corporate Governance Committee is responsible for identifying individuals qualified to become members of the Board, recommending director-nominees and developing and addressing corporate governance principles and issues applicable to the Company and its subsidiaries. In recommending director-nominees to the Board, the Nominating and Corporate Governance Committee solicits candidate recommendations from its own members, other directors and management. In evaluating candidates, the Nominating and Corporate Governance Committee takes into consideration such factors as it deems appropriate, including any legal requirements or listing standards requirements. The Nominating and Corporate Governance Committee considers a candidate s judgment, skills, integrity, experience with businesses and other organizations of comparable size, the interplay of the candidate s experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board. While the Nominating and Corporate Governance Committee does not have a formal policy with respect to diversity, they do consider such issues as diversity of education, professional experience, differences of viewpoints and skills when assessing individual director-nominees. In general, no person who will have reached the age of 75 prior to election date may be nominated for election or re-election to the Board. It is also the Board s practice to limit new directors to no more than two per year in order to maintain Board continuity.

Although the Nominating and Corporate Governance Committee does not specifically solicit suggestions for possible candidates from shareholders, the Nominating and Corporate Governance Committee will consider candidates recommended by shareholders meeting the criteria discussed above and set by the Nominating and Corporate Governance Committee, with the concurrence of the full Board. The criteria will be re-evaluated periodically and will include those criteria set out in the Corporate Governance Guidelines and the Nominating and Corporate Governance Committee s charter. Suggestions, together with a description of the proposed nominee s qualifications, other relevant biographical information and an indication of the willingness of the proposed nominee to serve, should be sent to Cass Information Systems, Inc., Attn: P. Stephen Appelbaum, Secretary, 13001 Hollenberg Drive, Bridgeton, Missouri 63044.

Compensation Committee

The Compensation Committee operates pursuant to a written charter that is approved by the Board and available on the Company s website at www.cassinfo.com. The Compensation Committee fulfills the Board s responsibilities relating to compensation of the Company s directors, CEO and other executives. The Compensation Committee also has overall responsibility for approving, evaluating and administering the compensation plans, policies and programs of the Company.

Compensation Processes and Procedures

As specified in its charter, the Compensation Committee recommends annual retainer fees, Board and committee meeting fees, and terms and awards of stock compensation for non-management Directors, subject to appropriate approval by the Board of Directors or shareholders.

The Compensation Committee establishes and administers the Company s executive compensation programs and benefits. While the Compensation Committee may seek input and recommendations from the CEO-President, CFO, or the Vice President of Human Resources concerning the elements of executive and director compensation, and confer with them on compensation philosophies, all significant matters regarding compensation for executives are ultimately the responsibility of the Compensation Committee. The Compensation Committee annually reviews corporate goals

and objectives relative to the CEO s compensation and determines the CEO s compensation level based on this evaluation, subject to Board approval. The Compensation Committee is responsible for recommending to the Board salary levels and incentive stock compensation for executive officers of the Company, and approving incentive stock compensation for other members of management as recommended by the CEO. The responsibility for allocating cash bonuses for executive officers other than himself is delegated to the CEO, in accordance with provisions of the profit sharing plan approved by the Board.

Periodically, the Company uses compensation specialists to assist in designing or modifying some components of its overall compensation program and to provide comparison data of compensation at other organizations with which the Company competes for executive management talent. In such circumstances, the Compensation Committee does not rely solely on survey data or the consultant s judgment or recommendation, but considers such data when exercising its judgment in evaluating the Company s compensation program.

Compensation Committee Interlocks and Insider Participation

No member of the Compensation Committee is, or was during the year ended December 31, 2009, an officer, former officer or employee of the Company or any of its subsidiaries, or a person having a relationship requiring disclosure by the Company pursuant to Item 404 of Regulation S-K. No executive officer of the Company served as a member of (i) the compensation committee of another entity of which one of the executive officers of such entity served on the Company s Compensation Committee or (ii) the board of directors of another entity of which one of the executive officers of such entity served on the Company s Board, during the year ended December 31, 2009.

Compensation Discussion and Analysis

Overview of Compensation Philosophy and Objectives

The Compensation Committee believes that the skill and dedication of executive officers and other management personnel are critical factors affecting the Company s long-term success in meeting its objectives and fostering growth and profitability. In support of this, compensation programs have been designed to attract and retain a high level of talented leadership, to reward performance in accordance with results, provide an incentive for future performance and align Company executives long-term interests with those of the shareholders.

The overall compensation program is designed to result in compensation that is commensurate with Company and individual performance. High levels of performance should yield compensation which is competitive externally and equitable internally. The Committee periodically assesses the Company s compensation programs to confirm that incentives are in place to retain key management talent, reward attainment of longer term objectives and assure that these programs do not provide undue encouragement for risky behavior on the part of individuals or the executive management team.

Executive compensation is comprised of three major components: (i) base salaries reviewed annually by the Compensation Committee, (ii) cash bonuses distributed from the Company s profit sharing program based on individual and Company performance, and (iii) long-term equity incentives awarded annually based on an individual officer s level of responsibility along with Company and individual performance. The compensation mix of cash and long-term incentives for the CEO is similar to that of other executive officers of the Company, and is believed to be consistent with compensation provided to similar positions at comparable organizations. The CEO is eligible to participate in all Company benefit programs including those available to other executive officers, and receives no additional perquisites beyond those available to other executive officers, as described below.

In order to assure that executive compensation is both competitive and appropriate, the Compensation Committee reviews executive compensation in its entirety before determining any adjustments to specific compensation components. In this process, the Compensation Committee primarily considers the value of cash and incentive stock compensation. Benefits, such as perquisites, and the calculated values of any retirement benefits provided under the Company s defined benefit, defined contribution and supplemental retirement plans are also considered, though these elements are given less weight. Gains from prior incentive stock awards are not taken into account, as these were awards earned and granted based on prior performance.

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The Compensation Committee also periodically reviews external market data on executive compensation in order to obtain a general understanding of current compensation practices. Prior to review and adjustment of executive management compensation for 2009, the Committee retained Towers Perrin to gather relevant marketplace data on total compensation for similar executive positions. This size-adjusted data consisted of annual salary, short-term incentives, long-term incentives and pay mix. It was obtained from the following sources:

- Watson Wyatt s Executive Compensation survey data for base salary from:
  - The professional and business services industry, comprised of companies with business-to-business service models, such as information/records management, payment processing and transactions, and other data services, and
  - The services industry, which includes companies in the professional and business services sector as well as consumer services such as telecommunications.
- Towers Perrin s Executive Compensation Database for short and long-term incentives from:
  - All industries, comprised of companies from all sectors except energy, utility and financial services.
- Total compensation data from other publicly-traded companies in the Company s industry and sector.

In reviewing external data, the Company does not engage in benchmarking to establish compensation levels or make specific compensation decisions. This is due to the Company s unique structure, needs, differences in the size of surveyed companies, and the lack of sufficient appropriate matches to provide statistical relevance. Instead, the Company reviews survey data to gain a better understanding of compensation practices generally. In establishing executive compensation, the Committee takes into account a number of considerations, including individual performance, experience, responsibilities, retention and internal equity. Periodic review of external market data is, however, considered to be a necessary point of reference. It is the Company s preference that performance rather than benchmarking data, drive executive compensation. Towers Perrin s overall conclusion confirmed the Committee s belief that 2009 compensation levels were appropriate for the Company.

The Compensation Committee determines base salary and incentive stock compensation adjustments for the CEO and executive officers, subject to Board approval. In determining executive officer compensation adjustments other than those for the CEO, the Compensation Committee gives consideration to the CEO s recommendations concerning each executive s performance and related salary and incentive stock levels. Cash bonuses for the CEO and executive officers are allocated in accordance with the Company s board-approved profit sharing plan, as further described in the section below titled Profit Sharing Bonus.

Elements of Compensation

The key elements in the executive compensation program are base salary, cash bonus awards distributed from the Company s profit sharing plan and incentive stock compensation. These elements, as well as benefits plans and perquisites, are described below.

Base Salary

Salaries are established for executive officers by balancing both internal and external factors. Internal equity is determined through comparison with other executives within the Company, taking into account the scope of responsibilities, performance, skills and experience. Similarly, the Company considers external data to validate competitiveness and reasonableness in the marketplace. Considerable weight is given to performance of the individual and his or her associated operating unit, taking into account factors such as revenue growth, cost efficiencies, technological advancements and leadership. Specific individualized targets and quantitative performance measurements are not utilized. Base salaries are designed to attract and retain high levels of expertise and talent. The Compensation Committee reviews salaries of the CEO and other executive officers at the beginning of each fiscal year. The Compensation Committee determines any adjustments to the CEO s salary and gives consideration to the CEO s recommendation regarding adjustment to executive officer salaries, based on the criteria referenced above.

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The Company believes that base salary increases for 2009 were warranted based on performance of individuals and individual operating units, sustained corporate earnings, overall corporate growth over the past several years and competitive forces projected by the external market. Base salary increases for named executive officers, effective April 2009, were as follows: Mr. Brunngraber, $350,000 to $380,000; Mr. Appelbaum, $219,000 to $226,000; Mr. Langfitt, $180,000 to $189,000; Mr. Mathias $220,000 to $226,000; Mr. Murray, $235,000 to $243,000; and, Mr. Pickering, $187,000 to $194,000.

Profit Sharing Bonus

The Company is unique in having a profit sharing program which has been in existence since 1968, adjusted over the years to meet changing economic and competitive environments. These cash bonuses are paid to all full-time employees including executives, exempt and non-exempt staff, according to the profit sharing plan approved by the Board. The purpose of this plan is to facilitate the Company s continued growth and success by providing rewards that are commensurate with achievement, thereby creating an incentive for superior performance and improved results for shareholders. The profit sharing plan is funded (and paid) semi-annually with 12.5% of the Company s profits before taxes. As such, all cash bonuses paid by the Company are capped and are available only when, and to the extent that, the Company is profitable overall.

Total profit sharing funds are divided into pools to be distributed among various employee groups, including the CEO, executives, exempt and non-exempt staff.

Profit sharing funds available to the CEO are based on return on average equity for the period, as defined by the plan, and can range from 0% of the total profit sharing fund if return on average equity is zero or negative to a maximum of 5% if return on average equity is 20% or higher. For the purpose of determining whether profit sharing funds are available to the CEO, return on average equity is calculated by dividing net income for the period by average daily shareholders equity for the same period.

Funds allocated to the pool for executive officers other than the CEO (including the executive officers named herein) are determined based on the net increase in income after taxes (NIAT) for the respective semi-annual period. This pool can range from 9% to 16% of the total profit sharing funds available to exempt staff based on an NIAT range of -20% to +20% or greater, respectively. Distributions from this pool to individual executive management members are made by the CEO in accordance with plan provisions and based on a subjective assessment of performance, using the same factors considered with respect to salary adjustments. As with the determination of base salaries, individual performance targets are not pre-established.

In the case of the CEO and executive officers, any bonus in excess of 40% to 60% of base salary, depending on the executive s grade, requires the approval of the Compensation Committee. Over the last few years, during which the Company has experienced superior performance, executive bonuses have not exceeded these levels.

Bonuses earned in the first and second halves of 2009 were paid in August 2009 and February 2010, respectively, and were made in accordance with the Company s profit sharing plan. The CEO bonus calculations were based on the return on average equity achieved by the Company during the respective six-month periods (i.e., 13.52% and 13.87%). Bonus calculations for other named executive officers were based on an 11.66% decrease in net income after taxes for the first half of 2009 over the first half of 2008 and an 18.00% decrease in net income after taxes in the second half of 2009 over the second half of 2008. Bonuses paid to the CEO and other named executive officers are shown in the Summary Compensation Table included herein.

Incentive Stock Compensation

Incentive stock compensation is awarded to individuals deemed to be part of the Company s executive management team. The key objective for providing incentive stock compensation is to aid the Company in securing and retaining highly qualified personnel by offering an ownership interest in the Company and thereby inducing such personnel to provide service and effort for the Company s growth and success. Additionally, the Compensation Committee considers this a significant motivational tool for executive officers and other management personnel, helping to align their interests with those of shareholders. It has been the Company s belief that long-term incentives serve as a retention tool since unvested stock grants and options are forfeited if the executive leaves the Company.

Availability of incentive stock compensation is tied to the Company s overall performance. In determining the amount of awards, the Company uses a framework that considers the achievement of the following financial goals: (i) return on equity; (ii) increase in diluted earnings per share; and (iii) increase in processing fee revenues. The calculations average the results from the most recent year with the two prior years to provide an incentive for a longer range focus aligned with shareholders interests and to deter risky behavior. This framework does not provide for specific targets; however, there is a Company performance threshold below which no incentive stock compensation would be available. The basis for determining the awards made in 2009 is shown in the table below. For a more detailed discussion on these statistics, please see the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2008.

Factor	Actual Results			3 Year Average	Threshold
	2006	2007	2008		
ROE	18.89%	19.90%	18.24%	19.01%	12.00%
EPS Growth	37.20%	18.01%	6.84 %	20.68%	6.00 %
Processing Fee Rev Growth	12.37%	13.14%	11.13%	12.21%	8.00 %

Once the Company has reviewed the three-year averages and determined that the thresholds have been met, individual distributions are awarded on a subjective basis considering the same factors which are used for base salary and profit sharing determinations. These factors include individual contribution to the Company s performance, demonstration of quality leadership and management skills, and overall achievements relative to position. Awards to named executive officers reflect varying levels of responsibility, with the highest level of awards going to executives with the most far-reaching responsibilities. Specific individualized performance targets are not used. The Committee gives consideration to recommendations of the CEO when determining incentive stock compensation awards for all other executive officers. An individual award would normally not exceed the equivalent of 100% of the recipient s salary.

Long-term incentive stock compensation awards made in 2009 were administered in accordance with the 2007 Omnibus Incentive Stock Plan. Awards were comprised of 50% restricted stock awards and 50% stock appreciation rights (SARs). The grant date of the awards was the Board approval date. Restricted stock awards were valued at that day s closing stock price as reported on Nasdaq and the SARs were valued at the equivalent Black Scholes value. Restricted stock awards are for common stock shares carrying voting and dividend rights, and are subject to a three-year vesting schedule with 1/3 of the shares vesting each year on the anniversary date of the awards. Dividends are paid quarterly prior to vesting. SARs are for common stock shares, are subject to a three-year vesting schedule with 1/3 of the shares vesting each year on the anniversary date of the grant, become exercisable upon vesting and expire 10 years from the original grant date. In the event of disability or death of the participant, or a change in control of the Company, restricted stock awards vest and SARs become fully exercisable.

The Compensation Committee reserves the right, subject to Board approval, to issue or refrain from issuing incentive stock compensation on a discretionary basis. Influencing factors include economic achievement, ethical standards, financial strength, management effectiveness and external market forces.

Presently, long-term incentive stock awards outstanding consist of stock options, restricted stock bonus awards and SARs issued pursuant to the Company s 2007 Omnibus Incentive Stock Plan, or the predecessor plans: the 1995 Restricted Stock Bonus Plan and the 1995 Performance-Based Restricted Stock Option Plan. To date, the number of outstanding long-term incentive stock awards held by the Company s executive officers is relatively small; therefore, the Compensation Committee has not considered the overall amount of such awards as a significant factor in determining additional grants or awards.

The Company does not have a policy to adjust awards in the event that it would become necessary to restate financial criteria in such a way as to impact the basis for award of long-term incentives; however, the Compensation Committee

could elect to adjust other elements of compensation or subsequent year awards if, in their view, it was appropriate.

The Company does not allow the grant of option awards to be timed with the release of material non-public information such that it would have an effect on the exercise price that would benefit the executive. The grant date for long-term incentive stock awards is the date independent Board members approve such

awards and generally occurs at the January Board meeting. The exercise price of options cannot be less than fair market value as of the date the option is granted. Incentive stock awards are not re-priced, in accordance with the Company s long-standing practice.

401(k) Defined Contribution Plan

All employees of the Company and its subsidiaries, other than those classified as off-site employees, are eligible to participate in the Cass Information Systems, Inc. 401(k) Plan. Eligible employees may enter the plan at the first of the month following one month of service. Employees may voluntarily defer the maximum level allowed by the Internal Revenue Service (IRS), which was $16,500 for 2009, plus an additional $5,000 catch-up contribution for employees age 50 or older. The Company matches 50% of the first 3% of employee contributions, subject to IRS limitations. All employee contributions vest immediately. Company contributions are subject to a three-year vesting period.

Defined Benefit Retirement Plans

Retirement Plan for Employees of Cass Information Systems, Inc.

All employees of the Company and subsidiaries, other than those classified as off-site employees, become participants in the Retirement Plan for Employees of Cass Information Systems, Inc. at the next semi-annual entry period immediately following completion of one year of service. Upon retirement, participants in this qualified plan will begin to receive monthly payments equal to 1/12 of the sum of:

(i) .9% of Final Average Earnings multiplied by the number of years of service, plus
(ii) .5% of Final Average Earnings in excess of Covered Compensation multiplied by years of service.

Final Average Earnings is the average annual total compensation for the five consecutive years of highest earnings during the last ten years of employment. Covered Compensation is the average of the maximum social security taxable wage bases in effect for each calendar year during the 35-year period, ending with the year in which retirement age is attained under the Social Security Act. Earnings covered by the plan equal W-2 earnings, including any amounts deferred under the Company s 401(k) plan and section 125 plan, up to the maximum IRS limit ($245,000 in 2009). Service for benefit accrual purposes is the period beginning on the date of participation in the plan and ending on the severance date.

Normal retirement age under the plan is 65 with five years of vesting service. Early retirement eligibility is age 55 with five years of vesting service. Benefits for early retirement under the defined benefit pension plan would be calculated under the formula described above based on final average earnings and years of service as of the date of retirement, reduced by (i) 5/9% of 1% for each month by which the early retirement date or the first day of the month coinciding with or next following the 60th birthday, whichever is later, precedes the normal retirement date, and (ii) 5/18% of 1% for each month, if any, by which the early retirement date precedes the first day of the month coinciding with or next following the 60th birthday. Postponed retirement benefits are an amount equal to the greater of (i) the normal retirement benefit determined in accordance with the above formula using service and final average earnings through the postponed retirement date, or (ii) the actuarial equivalent of the normal retirement benefit on the postponed retirement date. The normal form of benefit is a straight-life annuity with 120 months guaranteed.

Supplementary Executive Retirement Program

The Company s benefits program also provides for the Cass Information Systems, Inc. Supplemental Executive Retirement Plan (the SERP). The SERP was designed to provide additional retirement benefits to key executives whose benefits are limited by the IRS under the Company s qualified plan.

Upon retirement, participants in the SERP will receive monthly payments equal to 1/12 of 70% of the Final Average Earnings, reduced proportionately for length of service less than 25 years. Such amount is further reduced by the participant s: (i) qualified retirement plan benefit, (ii) primary social security benefit, and (iii) 401(k) hypothetical annuity.

Final Average Earnings, normal and early retirement age, years of service and normal form of payment are the same as under the Retirement Plan for Employees of Cass Information Systems, Inc., as described above.

Early retirement benefits under the SERP are calculated to be an annual amount equal to 70% of the final average earnings multiplied by the number of full years of service divided by 25% (not to exceed 100%), less the sum of the defined pension plan benefit, primary social security benefit and 401(k) hypothetical annuity, reduced by 1/180 for each of the first 60 calendar months and 1/360 for each of the next 60 calendar months by which commencement of benefits precedes normal retirement date. Benefits are not increased if payment of benefits commences after the normal retirement date.

Gains or losses from stock options or restricted stock awards are not considered in the calculation of retirement benefits, for either the defined benefit plan or the SERP.

Employees are generally not eligible for benefits under the SERP if they leave the Company prior to reaching age 55, and they receive a significant increase in benefits if they remain with the Company until age 65; therefore, the Compensation Committee believes that the SERP is an effective executive retention tool.

Perquisites and Other Benefits

The Company provides executive officers with perquisites that the Compensation Committee believes are reasonable and competitive based on the Compensation Committee s knowledge of other companies with which the Company competes for talent. For 2009, these perquisites included an automobile allowance and, where deemed appropriate, a country club membership allowance. Historically, the Company has not benchmarked or set targets for this compensation component. The perquisites value to the executive, as well as the incremental cost to the Company, is considered when establishing compensation levels; however, the value of this component of compensation is modest and has not been given significant weight by the Compensation Committee when establishing overall levels of executive compensation. Executive officers are eligible to receive the same health, dental, disability and life insurance benefits as are available to all other full-time employees of the Company and its subsidiaries.

Post-Employment Payments

Executives of the Company do not have employment agreements, nor are there any provisions for payments following or in connection with any termination or change-in-control, other than for provisions that allow for SERP benefits, stock options, SARs and restricted stock awards to vest and/or become fully exercisable upon a change in control or in some circumstances, upon disability, in accordance with their respective plans.

Federal Income Tax Deductibility Limitations

The Compensation Committee takes into consideration the tax consequences to employees and the Company when considering types and levels of awards and other compensation granted to executives and directors.

The Compensation Committee also considers the potential impact of Section 162(m) of the Internal Revenue Code. Section 162(m) disallows a tax deduction for any publicly held corporation for individual compensation exceeding $1 million in any taxable year for the CEO and the other senior executive officers, other than compensation that is performance-based under a plan that is approved by the shareholders of the Company and that meets certain other technical requirements. Based on these requirements, the Compensation Committee has determined that for 2009 Section 162(m) will not prevent the Company from receiving a tax deduction for any of the compensation paid to executive officers.

Post-Fiscal Year Compensation Actions

Executive Compensation Comparative Data

During 2009, the Compensation Committee retained Towers Perrin to provide comparative data on cash and total executive compensation prior to review and adjustment of executive management compensation for 2010. Data was provided for the Business and Professional Services, Financial Services, Banking and Payment Processing business segments. Consistent with prior years and the Company s intent not to engage in benchmarking, the Compensation Committee did not rely solely on comparative data, but did consider such elements when exercising its own judgment in determining 2010 compensation.

Base Salary

Base salary increases for 2010 were approved in January based on the factors discussed herein, including overall performance of individuals, individual operating units, corporate earnings, and overall corporate growth over the past several years. Such base salary increases will become effective in April 2010 and were approved for the following: Mr. Brunngraber, $380,000 to $402,500; Mr. Appelbaum, $226,000 to $230,500; Mr. Langfitt, $189,000 to $199,000; Mr. Mathias, $226,000 to $236,000; and, Mr. Pickering, $194,000 to $197,000.

Long-Term Incentives

Long-term incentive stock compensation awards made in January 2010 were administered in accordance with the 2007 Omnibus Incentive Stock Plan. Awards were determined using the methodology described above under Elements of Compensation and were based on 2009 financial results averaged with the prior two years results. Awards were comprised of 50% restricted stock awards and 50% SARs. The grant date of the awards was the Board approval date. Restricted stock awards were valued at that day s closing stock price as reported on Nasdaq and the SARs were valued at the equivalent Black Scholes value. The awards for 2010 are shown below. The restricted stock awards for 2010 have also been included in the beneficial ownership numbers reported in the Principal Shareholders table included herein.

Name	Restricted Stock Bonus Awards	Stock Appreciation Rights
Eric H. Brunngraber	1,625	5,373
P. Stephen Appelbaum	580	1,917
Gary B. Langfitt	606	2,004
Robert J. Mathias	725	2,397
Harry M. Murray	623	2,062
John F. Pickering	622	2,057

Report of the Compensation Committee

In the performance of its oversight function for the year ended December 31, 2009, the Compensation Committee reviewed and discussed with management the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K. Based upon such review and discussions, the Compensation Committee has recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement.

K. Dane Brooksher, Chairman
Benjamin F. Edwards, IV
James J. Lindemann
Andrew J. Signorelli

Director Compensation

Each director of the Company who is not an officer or employee of the Company receives compensation for his services. Based on recommendation from the Compensation Committee, the Board elected to revise the fee structure as of April 21, 2009. The following represents the fee structures applicable during the year ended December 31, 2009:

(In dollars except for shares)	Prior to April 21	Beginning April 21
Regular Board Meeting Fee	2,500	2,500
Board Committee Meeting Fee:		
Chairperson	900	500
Committee Member	500	500
Annual Retainer:		
Board Member	8,400	13,500
Audit Committee Chair	10,000	10,000
Compensation Committee Chair	7,000	7,000
Nominating and Corp. Gov. Chair	7,000	7,000
Restricted Stock Award (issued upon election to 3 year term)	900 shares	1,800 shares

Restricted stock awards are issued under the Company s 2007 Omnibus Incentive Stock Plan. The shares carry voting and dividend rights; dividends are paid quarterly prior to vesting. The shares are subject to a three-year vesting schedule, with 1/3 of the shares vesting each year on the anniversary date of the awards. The grant date of awards is typically the date on which directors are elected.

The Board also elected in April 2009 to grant additional restricted stock awards to incumbent directors to ensure equitable compensation with directors (re)elected in 2009. As such, the directors serving until 2010 and 2011 were issued an additional 300 shares; directors serving until 2011 will receive an additional 300 shares in April 2010. All additional shares carry a one year vesting period, voting and dividend rights.

Summary Compensation Directors

The table below sets forth the following compensation for each non-executive director as of the fiscal year ended December 31, 2009: (i) the dollar value of fees earned or paid; (ii) the aggregate grant date fair value of restricted stock and option awards; (iii) all other compensation; and (iv) the dollar value of total compensation.

Name[1]	Fees Earned or Paid in Cash ($)[4]	Stock Awards ($)[5]	Option Awards ($)	All Other Compensation ($)[8]	Total ($)
K. Dane Brooksher	32,525	9,417 [6]		810	42,752
Bryan S. Chapell	24,225	9,417 [6]		810	34,452
Lawrence A. Collett[2]	31,725	9,417 [6]		475,513	516,655
Robert A. Ebel	35,225	56,502 [7]		1,172	92,899
Benjamin F. Edwards, IV	21,725	9,417 [6]		810	31,952
John L. Gillis, Jr.	23,725	56,502 [7]		1,484	81,711
Wayne J. Grace	49,025	9,417 [6]		884	59,326
James J. Lindemann	24,225	9,417 [6]		884	34,526

Randall L. Schilling[3]	17,625	56,502 [7]	720	74,847
Andrew J. Signorelli	35,825	9,417 [6]	884	46,126
Franklin D. Wicks, Jr.	31,625	56,502 [7]	1,172	89,299

(1) Compensation for Mr. Brunngraber is set forth in the Executive Officers Summary Compensation Table section of the proxy statement, and related tables. Because Mr. Brunngraber is an executive officer of the Company, he did not receive any additional compensation for his services as director.

(2) The following table sets forth information on outstanding options held by Mr. Collett on December 31, 2009, including the number of shares underlying both exercisable and unexercisable portions of each stock option as well as the exercise price and the expiration date of each outstanding option:

Name	Securities Underlying Unexercised Options (#) Exercisable	Securities Underlying Unexercised Options (#) Unexercisable		Option Exercise Price ($)	Option Expiration Date
		604	(a)	9.09	1/4/2010
	3,163	1,055	(a)	12.23	1/4/2011
Lawrence A. Collett	1,729	2,306	(a)	14.75	1/3/2012
	4,115	9,604	(a)	20.67	1/2/2013
	9,983	19,967	(b)	28.41	1/22/2018

(a) Represents stock option grants issued pursuant to the terms of the Company s 1995 Performance-Based Stock Option Plan during Mr. Collett s tenure as a Company employee. The vesting date for option awards is equivalent to the option expiration date, which is the first business day of the seventh calendar year following the grant date of the option award. The vesting date can be accelerated based on the Company s attainment of certain financial operating performance criteria.

(b) Represents SARs issued pursuant to the terms of the Company s 2007 Omnibus Stock Incentive Plan during Mr. Collett s tenure as a Company employee. SARs are subject to a three-year vesting schedule, with 1/3 of the shares vesting each year on the anniversary of the grant date of the awards. SARs become exercisable upon vesting and expire on the tenth anniversary of the grant date.

(3) Inaugural election to the Board of Directors on April 20, 2009.

(4) Represents fees paid during 2009 for services including Board Meeting and Board Committee Meeting attendance, as well as retainers for Board membership and Board Committee chair positions. Amounts include the following fees for service on the Executive Loan Committee of Cass Commercial Bank, the Company s bank subsidiary: Mr. Collett, $9,500; Mr. Ebel, $10,500; Mr. Grace, $11,500; and Mr. Signorelli (chairman), $11,600. The Executive Loan Committee held 24 meetings during 2009. Attendance fees are $500 per meeting.

(5) These amounts represent the aggregate grant date fair value of restricted stock awards for fiscal year ended December 31, 2009, computed in accordance with FASB ASC Topic 718. These amounts do not represent the actual amounts paid to or realized by the directors during fiscal year 2009. The value as of the grant date for restricted stock is recognized over the number of days of service required for the grant to become vested. See Note 12 to the Company s fiscal year 2009 financial statements in the Company s Annual Report on Form 10-K for a complete description of the material assumptions applied in determining grant date fair value. The aggregate number of shares of restricted stock awards issued under the Company s 1995 Restricted Stock Bonus Plan and 2007 Omnibus Incentive Stock Plan and outstanding at December 31, 2009 for each director was as follows:

Name	Shares
K. Dane Brooksher	900
Bryan S. Chapell	900
Lawrence A. Collett	9,846
Robert A. Ebel	1,800
Benjamin F. Edwards, IV	900
John L. Gillis, Jr.	2,130
Wayne J. Grace	630

James J. Lindemann	630
Randall L. Schilling	1,800
Andrew J. Signorelli	630
Franklin D. Wicks, Jr.	1,800

(6) Represents the full grant date fair value of 300 shares of restricted stock awarded on April 21, 2009 under the Company s 2007 Omnibus Incentive Stock Plan. Shares are subject to a one-year vesting period.

(7) Represents the full grant date fair value of 1,800 shares of restricted stock awarded on April 21, 2009 under the Company s 2007 Omnibus Incentive Stock Plan. Shares are subject to a three-year vesting period.

(8) Represents dividends paid on restricted stock awards for all directors other than Mr. Collett. All other compensation payments made to Mr. Collett includes Cass Information Systems SERP payments ($277,956); payments made pursuant to a consulting agreement between Mr. Collett and the Company ($178,574); and, dividend payments on restricted stock awards ($18,983).

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EXECUTIVE OFFICERS

The following table shows, as of December 31, 2009, the names, ages and positions of the Company s executive officers. None of the executive officers have employment agreements with the Company.

Eric H. Brunngraber	Information on Mr. Brunngraber can be found in the section Election of Directors.
P. Stephen Appelbaum	Mr. Appelbaum, 52, has been CFO and Secretary since 2006. Prior to joining the Company, he was a Senior Vice President at US Bank (St. Louis, Missouri), where he spent 16 years holding various positions in the areas of accounting, financial reporting, risk management, and merger and acquisition integration. Before his tenure with US Bank, he was with KPMG LLP for 10 years. Mr. Appelbaum is a Certified Public Accountant.
Gary B. Langfitt	Mr. Langfitt, 54, has served as COO Utility Information Services since 2003. Prior to that, he was Vice President, Sales and Marketing Utility Information Services since joining the Company in 1999.
Robert J. Mathias	Mr. Mathias, 57, became President of Cass Commercial Bank, subsidiary of the Company, in February 2008. Prior to joining Cass, he served as Senior Banker of the St. Louis loan production office of LaSalle Bank from February 2000 to February 2008. Mr. Mathias has been affiliated with several major financial institutions in the St. Louis metropolitan area since 1974. Mr. Mathias is a director of Bush O Donnell & Co., a privately held St. Louis-based investment company.
Harry M. Murray	Mr. Murray, 56, has served as Executive Vice President since 2003. He has held various positions with the Company since his initial employment in 1982, including Executive Vice President Operations from 1995 to 2000 and COO Utility Information Services from 2000 to 2003.
John F. Pickering	Mr. Pickering, 58, has served as COO Transportation Information Services since 2001. He has held various positions with the Company since 1977, including President Transportation Information Services from 1998 to 2001.

Summary Compensation Executive Officers

The following table sets forth the compensation earned during the applicable fiscal year by each individual who served as chief executive officer during fiscal 2009, chief financial officer during fiscal 2009, and the other officers of the Company who were executive officers as of the end of fiscal 2009 (named executive officers). The reported compensation is as follows: (i) the dollar value of base salary and bonus earned; (ii) the aggregate grant date fair value of restricted stock and option awards; (iii) the change in pension value and nonqualified deferred earnings; (iv) all other compensation; and (v) the dollar value of total compensation for each respective fiscal year.

Name and Principal Position	Year	Salary ($)[1]	Bonus ($)	Stock Awards ($)[2]	Option Awards ($)[2]	Change in Pension Value ($)[3]	All Other Compensation ($)[4]	Total ($)
Eric H. Brunngraber President, CEO	2009	372,500	139,700	170,185	170,190	366,224	46,778	1,265,577
	2008	319,615	202,000	129,436	129,438	139,466	32,819	952,774
	2007	272,077	120,000	234,169		232,292	30,906	889,444
P. Stephen Appelbaum CFO, Secretary	2009	224,250	40,000	63,884	63,891	12,450	21,002	425,477
	2008	218,231	53,000	59,803	59,808	12,576	15,033	418,451
	2007	210,423	41,000	75,570		5,560	13,600	346,153
Gary B. Langfitt	2009	186,750	51,068	65,636	65,646	43,953	20,390	433,443
COO, Utility Information	2008	178,558	83,099	58,468	58,461	19,381	14,415	412,382
Services	2007	163,558	140,750	103,731		17,816	13,514	439,369
Robert J. Mathias[5]	2009	224,500	54,000	80,222	80,234	12,773	31,538	483,267
President, Cass	2008							
Commercial Bank	2007							
Harry M. Murray Executive Vice President	2009	241,000	48,000	77,130	77,134	186,259	24,154	653,677
	2008	234,038	89,000	79,718	79,721	122,638	14,723	619,838
	2007	224,038	86,000	148,678		196,799	13,374	668,889
John F. Pickering[5]	2009	192,250	30,000	68,187	68,194	108,478	24,528	491,637
COO, Transportation	2008	186,327	57,500	63,780	63,770	76,893	14,547	462,817
Information Services	2007							

(1) Represents base salary amounts earned in fiscal years 2009, 2008 and 2007, respectively.

(2) These amounts represent the aggregate grant date fair value of restricted stock and option awards for fiscal years ended December 31, 2009, 2008 and 2007, respectively, computed in accordance with FASB ASC Topic 718. These amounts do not represent the actual amounts paid to or realized by the named executive officer for these awards during fiscal years 2009, 2008 or 2007. The value as of the grant date for stock options and restricted stock is recognized over the number of days of service required for the grant to become vested. See Note 12 to the Company s fiscal year 2009 financial statements in the Company s Annual Report on Form 10-K for the year ending December 31, 2009 for a complete description of the material assumptions applied in determining grant date fair value.

(3) Represents the aggregate change in actuarial present value of accumulated benefits under the Company s defined benefit pension plan and SERP based on a five-year average of current pay. See Note 11 to the Company s fiscal year 2009 financial statements in the Company s Annual Report on Form 10-K for the year ending December 31, 2009 for a complete description of the material assumptions applied in quantifying the present value of accumulated benefits.

(4) Consists of the Company s incremental cost on perquisite benefits, dividends paid on restricted stock awards, the Company s matching contributions paid to the Company s 401(k) Plan on behalf of each executive, and the imputed value of group term life premiums paid on behalf of each executive. Perquisite benefits provided in 2009 consist of an allowance for personal automobile usage ($15,577, Mr. Brunngraber; $10,385, all other named executive officers) and country club membership ($13,220, Mr. Brunngraber and $15,369, Mr. Mathias).

(5) Compensation only presented for the years in which the individual was a named executive officer of the Company.

Grants of Plan-Based Awards

The following table sets forth information regarding all equity based incentive plan awards that were made to the named executive officers during 2009. Disclosure is provided on a separate line for each grant or award made during the year. The information supplements the values of stock and option awards presented in the Summary Compensation table above.

Name	Grant Date	Estimated Future Payouts Under Equity Incentive Plan Awards			Exercise or Base Price of Option Awards ($/Sh)	Grant Date Fair Value of Stock and Option Awards ($)
		Threshold (#)	Target (#)	Max (#)		
Eric H. Brunngraber	01/20/2009	0	6,604 (1)	0		170,185
	01/20/2009	0	27,450 (2)	0	25.77	170,190
P. Stephen Appelbaum	01/20/2009	0	2,479 (1)	0		63,884
	01/20/2009	0	10,305 (2)	0	25.77	63,891
Gary B. Langfitt	01/20/2009	0	2,547 (1)	0		65,636
	01/20/2009	0	10,588 (2)	0	25.77	65,646
Robert J. Mathias	01/20/2009	0	3,113 (1)	0		80,222
	01/20/2009	0	12,941 (2)	0	25.77	80,234
Harry M. Murray	01/20/2009	0	2,993 (1)	0		77,130
	01/20/2009	0	12,441 (2)	0	25.77	77,134
John F. Pickering	01/20/2009	0	2,646 (1)	0		68,187
	01/20/2009	0	10,999 (2)	0	25.77	68,194

(1) Represents restricted stock bonus awards issued pursuant to the terms of the Company s 2007 Omnibus Stock Incentive Plan. Restricted stock awards are subject to a three-year vesting schedule, with 1/3 of the shares vesting each year on the anniversary of the grant date of the awards. Dividends are paid quarterly prior to vesting. The 2009 awards were based on criteria further described in the Compensation Discussion and Analysis section contained herein.

(2) Represents SARs issued pursuant to the terms of the Company s 2007 Omnibus Stock Incentive Plan. SAR awards are subject to a three-year vesting schedule, with 1/3 of the shares vesting each year on the anniversary of the grant date of the awards. SARs become exercisable upon vesting and expire on the tenth anniversary of the grant date. The 2009 awards were based on criteria further described in the Compensation Discussion and Analysis section contained herein.

Options Exercised and Stock Vested

The following table sets forth the exercise of stock options and vesting of restricted stock during 2009 for the named executive officers.

Name	Options Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise ($)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting[(1)] ($)
Eric H. Brunngraber	8,615	181,273	4,421	108,712
P. Stephen Appelbaum			2,544	70,058
Gary B. Langfitt	754	7,275	1,831	45,185
Robert J. Mathias				
Harry M. Murray	6,489	94,039	2,585	63,698
John F. Pickering	1,093	13,094	2,084	51,336

(1) Value is determined by applying the market value of the stock on the vesting date to the number of shares vested.

Outstanding Equity Awards at Fiscal Year-End

The following table sets forth information on outstanding options and stock awards held by the named executive officers on December 31, 2009, including the number of shares underlying both exercisable and unexercisable portions of each stock option as well as the exercise price and the expiration date of each outstanding option, and the market value of stock awards.

	Option Awards					Stock Awards	
Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)[3]	Market Value of Shares or Units of Stock That Have Not Vested ($)[4]
Eric H. Brunngraber		198 [1]	9.09	1/4/2010	11,943	363,067
	1,587 [1]	398 [1]	12.23	1/4/2011		
	1,320 [1]	880 [1]	14.75	1/3/2012		
	1,627 [1]	3,798 [1]	20.67	1/2/2013		
	5,640 [2]	11,280 [2]	28.41	1/22/2018		
		27,450 [2]	25.77	1/20/2019		
P. Stephen Appelbaum	2,606 [2]	5,212 [2]	28.41	1/22/2018	4,625	140,600
		10,305 [2]	25.77	1/20/2019		
Gary B. Langfitt		84 [1]	14.51	1/4/2011	4,939	150,146
		333 [1]	14.44	1/3/2012		
	340 [1]	793 [1]	20.67	1/2/2013		
	2,547 [2]	5,095 [2]	28.41	1/22/2018		
		10,588 [2]	25.77	1/20/2019		
Robert J. Mathias		12,941 [2]	25.77	1/20/2019	3,113	94,635
Harry M. Murray		121 [1]	10.00	1/4/2010	6,326	192,310
		131 [1]	14.51	1/4/2011		
		500 [1]	14.44	1/3/2012		
		1,190 [1]	20.67	1/2/2013		
	3,473 [2]	6,948 [2]	28.41	1/22/2018		
		12,441 [2]	25.77	1/20/2019		
John F. Pickering	692 [1]	116 [1]	14.51	1/4/2011	5,322	161,789
	320 [1]	426 [1]	14.44	1/3/2012		
		997 [1]	20.67	1/2/2013		
	2,778 [2]	5,558 [2]	28.41	1/22/2018		
		10,999 [2]	25.77	1/20/2019		

(1) Represents stock option grants issued pursuant to the terms of the Company s 1995 Performance-Based Stock Option Plan. The vesting date for option awards is equivalent to the option expiration date, which is the first

business day of the seventh calendar year following the grant date of the option award. The vesting date can be accelerated based on the Company s attainment of certain financial operating performance criteria.

(2) Represents SARs issued pursuant to the terms of the Company s 2007 Omnibus Stock Incentive Plan. SAR awards are subject to a three-year vesting schedule, with 1/3 of the shares vesting each year on the anniversary of the grant date of the awards. SARs become exercisable upon vesting and expire on the tenth anniversary of the grant date.

(3) Represents restricted stock bonus awards issued pursuant to the Company s 1995 Restricted Stock Bonus Plan and 2007 Omnibus Stock Incentive Plan. The shares are subject to a three-year vesting schedule, with 1/3 of the shares vesting each year on the anniversary of the grant date of the awards. The vesting dates for such shares are as follows:

Name	Vesting Date	Number of Shares
Eric H. Brunngraber	1/20/2010	2,201
	1/22/2010	1,519
	1/31/2010	2,301
	1/20/2011	2,201
	1/22/2011	1,519
	1/20/2012	2,202
P. Stephen Appelbaum	1/20/2010	826
	1/22/2010	702
	1/31/2010	742
	1/20/2011	826
	1/22/2011	702
	1/20/2012	827
Gary B. Langfitt	1/20/2010	849
	1/22/2010	686
	1/31/2010	1,020
	1/20/2011	849
	1/22/2011	686
	1/20/2012	849
Robert J. Mathias	1/20/2010	1,037
	1/20/2011	1,038
	1/20/2012	1,038
Harry M. Murray	1/20/2010	997
	1/22/2010	935
	1/31/2010	1,462
	1/20/2011	998
	1/22/2011	936
	1/20/2012	998
John F. Pickering	1/20/2010	882
	1/22/2010	748
	1/31/2010	1,179
	1/20/2011	882
	1/22/2011	749
	1/20/2012	882

(4) Value based on $30.40 per share, which was the closing market price of the Company s common stock reported on Nasdaq on December 31, 2009.

Pension Benefits

The following table sets forth for fiscal year ended December 31, 2009 the actuarial present value of each named executive officer s accumulated benefit under defined benefit plans of the Company, the number of years of credited service under each plan, and the amount of pension benefits paid to each named executive officer.

Name[1]	Plan Name	Number of Years of Credited Service (#)	Present Value of Accumulated Benefit ($)[2]	Payments During Last Fiscal Year ($)
Eric H. Brunngraber	Retirement Plan for Employees of Cass Information Systems, Inc.	29.08	407,980	0
	Cass Information Systems SERP	29.08	625,931	0
P. Stephen Appelbaum	Retirement Plan for Employees of Cass Information Systems, Inc.	2.50	30,586	0
	Cass Information Systems SERP	2.50	0	0
Gary B. Langfitt	Retirement Plan for Employees of Cass Information Systems, Inc.	9.50	135,835	0
	Cass Information Systems SERP	9.50	14,968	0
Robert J. Mathias	Retirement Plan for Employees of Cass Information Systems, Inc.	0.50	8,733	0
	Cass Information Systems SERP	0.50	4,040	0
Harry M. Murray	Retirement Plan for Employees of Cass Information Systems, Inc.	26.08	474,036	0
	Cass Information Systems SERP	26.08	349,729	0
John F. Pickering	Retirement Plan for Employees of Cass Information Systems, Inc.	31.08	634,805	0
	Cass Information Systems SERP	31.08	0	0

(1) Messrs. Murray and Pickering were eligible for early retirement benefits under the Company s defined benefit pension plan and SERP as of December 31, 2009.

(2) Represents the actuarial present value of accumulated benefit under the Company s defined benefit pension plan based on a five-year average of current pay. See Note 11 to the Company s fiscal year 2009 financial statements in the Company s Annual Report on Form 10-K for complete description of the material assumptions applied in quantifying the present value of accumulated benefits.

All named executive officers were participants in the Retirement Plan for Employees of Cass Information Systems, Inc. and the Cass Information Systems, Inc. SERP at December 31, 2009. Details of the plans are further defined in the Compensation Discussion and Analysis above.

Principal Shareholders

The following table contains information with respect to beneficial ownership of the Company s outstanding common stock as of March 5, 2010, by: (i) each person known to the Company to be the beneficial owner of more than 5% of common stock, (ii) each director and nominee for director, (iii) each executive officer, and (iv) directors and executive officers as a group. The address of each director and executive officer is c/o Cass Information Systems, Inc., 13001 Hollenberg Drive, Bridgeton, Missouri 63044. Unless otherwise indicated, the named person has sole voting and investment rights with respect to such shares. The percent of common stock owned by each person or group has been determined based on a total of 9,385,404 shares outstanding as of March 5, 2010.

Name of Beneficial Owner *(and address for Beneficial Owners over 5%)*	Amount of Shares Beneficially Owned[1][2]		Percent of Class
Jake Nania 1700 S. Ocean Blvd. Lauderdale by the Sea, FL 33062	984,405		10.49 %
Riverbridge Partners LLC 801 Nicollet Mall, Suite 600 Minneapolis, MN 55402	548,257	[3]	5.85
P. Stephen Appelbaum	19,339	[4]	*
K. Dane Brooksher	5,435	[5]	*
Eric H. Brunngraber	78,798	[6]	*
Bryan S. Chapell	5,290	[7]	*
Lawrence A. Collett	223,771	[8]	2.38
Robert A. Ebel	4,890	[9]	*
Benjamin F. Edwards, IV	7,591	[10]	*
John L. Gillis, Jr.	2,790	[11]	*
Wayne J. Grace	19,375	[12]	*
Gary B. Langfitt	22,022	[13]	*
James J. Lindemann	1,290	[14]	*
Robert J. Mathias	9,151	[15]	*
Harry M. Murray	46,453	[16]	*
John F. Pickering	47,569	[17]	*
Randall L. Schilling	1,800	[18]	
Andrew J. Signorelli	206,734	[19]	2.20
Franklin D. Wicks, Jr.	3,540	[20]	*
All directors (including nominees) and all executive officers as a group	705,838	[21]	7.43 %

* Less than 1% of class.

(1) Shares shown as beneficially owned include shares of common stock that directors and executive officers have the right to acquire within 60 days of March 5, 2010 pursuant to the exercise of stock options and stock appreciation rights.

(2) Determination of beneficial ownership based on shareholder records obtained from BNY Mellon Shareowner Services and Broadridge on February 12, 2010.

(3) Determination of beneficial ownership of more than 5% based on Schedule 13G dated December 31, 2009.

(4) Includes 5,487 shares owned jointly with his spouse. Includes 2,935 shares of restricted stock subject to forfeiture with respect to which Mr. Appelbaum has voting but no investment rights. Includes 8,647 shares which could be

acquired within 60 days of March 5, 2010 pursuant to the exercise of stock appreciation rights.

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(5) Includes 4,535 shares held in trust of which Mr. Brooksher has shared voting and investment rights. Includes 900 shares of restricted stock subject to forfeiture with respect to which Mr. Brooksher has voting but no investment rights.

(6) Includes 38,358 shares owned jointly with his spouse. Includes 7,547 shares of restricted stock subject to forfeiture with respect to which Mr. Brunngraber has voting but no investment rights. Includes 27,651 shares which could be acquired within 60 days of March 5, 2010 pursuant to the exercise of stock options and stock appreciation rights.

(7) Includes 4,090 shares held in trust of which Mr. Chapell has shared voting and investment rights. Includes 900 shares of restricted stock subject to forfeiture with respect to which Mr. Chapell has voting but no investment rights.

(8) Includes 107,962 shares held in trust of which Mr. Collett has voting and investment rights and 72,777 shares owned by Mr. Collett s spouse. Includes 2,989 shares of restricted stock subject to forfeiture with respect to which Mr. Collett has voting but no investment rights. Includes 35,874 shares which could be acquired within 60 days of March 5, 2010 pursuant to the exercise of stock options and stock appreciation rights.

(9) Includes 2,100 shares owned jointly with his spouse. Includes 1,800 shares of restricted stock subject to forfeiture with respect to which Mr. Ebel has voting but no investment rights.

(10) Includes 6,530 shares held in trust of which Mr. Edwards has voting and investment rights and 161shares Mr. Edwards holds as custodian for his minor children. Includes 900 shares of restricted stock subject to forfeiture with respect to which Mr. Edwards has voting but no investment rights.

(11) Includes 2,130 shares of restricted stock subject to forfeiture with respect to which Mr. Gillis has voting but no investment rights.

(12) Includes 15,207 shares held in trust of which Mr. Grace has voting and investment rights. Includes 3,538 shares owned by Mr. Grace s spouse. Also includes 630 shares of restricted stock subject to forfeiture with respect to which Mr. Grace has voting but no investment rights.

(13) Includes 2,990 shares of restricted stock subject to forfeiture with respect to which Mr. Langfitt has voting but no investment rights and 9,638 shares which could be acquired within 60 days of March 5, 2010 pursuant to the exercise of stock options and stock appreciation rights.

(14) Includes 630 shares of restricted stock subject to forfeiture with respect to which Mr. Lindemann has voting but no investment rights.

(15) Includes 2,801 shares of restricted stock subject to forfeiture with respect to which Mr. Mathias has voting but no investment rights.

(16) Includes 28,531 shares owned jointly with his spouse. Also includes 3,555 shares of restricted stock subject to forfeiture with respect to which Mr. Murray has voting but no investment rights and 12,111 shares which could be acquired within 60 days of March 5, 2010 pursuant to the exercise of stock options and stock appreciation rights.

(17) Includes 31,537 shares owned jointly with his spouse. Also includes 3,135 shares of restricted stock subject to forfeiture with respect to which Mr. Pickering has voting but no investment rights and 11,099 shares which could be acquired within 60 days of March 5, 2010 pursuant to the exercise of stock options and stock appreciation rights.

(18) Includes 1,800 shares of restricted stock subject to forfeiture with respect to which Mr. Schilling has voting but no investment rights.

(19) Includes 77,502 shares held in trust of which Mr. Signorelli has shared voting and investment rights. Also includes 128,602 shares held through a limited liability company in which Mr. Signorelli has a direct interest and 630 shares of restricted stock subject to forfeiture with respect to which Mr. Signorelli has voting but no investment rights.

(20) Includes 1,800 shares of restricted stock subject to forfeiture with respect to which Mr. Wicks has voting but no investment rights.

(21) Includes 109,333 shares which could be acquired within 60 days of March 5, 2010 pursuant to the exercise of stock options and stock appreciation rights.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires executive officers, directors and persons who own more than 10% of the Company s common stock to file reports of ownership and changes in ownership with the SEC and Nasdaq. Executive officers, directors and greater than 10% shareholders are required by SEC regulations to furnish the Company with copies of all Section 16(a) forms they file.

Based on a review solely of copies of such forms received and written representation from certain reporting persons, the Company believes that all Section 16(a) filing requirements applicable to 2009 for executive officers, directors, and greater than 10% beneficial owners were complied with in a timely manner except as follows: A Form 4 was not filed within the required two business day period for i) one transaction each for Messrs. Edwards, Murray and Pickering and ii) three transactions for Mr. Signorelli.

PROPOSAL 2
RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

KPMG LLP has served as the Company s independent registered public accounting firm since 1983, and for the year ended December 31, 2009. The Audit Committee of the Board has selected KPMG LLP to serve as such firm for 2010. A representative of KPMG LLP is expected to be present at the Annual Meeting, will have an opportunity to make a statement and will be available to respond to appropriate questions of shareholders.

Fees Incurred For Services Performed by the Independent Registered Public Accountants

For the years ended December 31, 2009 and 2008, the Company incurred the following fees for services performed by KPMG LLP:

	2009	2008
Audit Fees[1])	$ 285,000	$ 272,500
Audit-related Fees[2]	8,750	
Tax Fees[3]	79,452	79,759
All Other Fees		
Total	$ 373,202	$ 352,259

(1) Represents fees for the quarterly review of financial statements and annual audit of the Company s consolidated financial statements and internal controls over financial reporting. All such fees were pre-approved by the Audit Committee.

(2) Represents fees for review of 2009 SEC Comment Letter. Such fees were pre-approved by the Audit Committee.

(3) Represents fees for tax compliance and preparation services, all of which were pre-approved by the Audit Committee.

The Audit Committee pre-approves all auditing services, internal control-related services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by its independent auditors, subject to the de minimis exception for non-audit services that are approved by the Audit Committee prior to the completion of the audit. The Audit Committee may delegate to one or more members the authority to grant pre-approvals of audit and permitted non-audit services, provided such decisions to grant pre-approvals are presented to the full Audit Committee at its next scheduled meeting.

The Company s Board recommends a vote FOR the ratification of KPMG LLP as the Company s independent registered public accounting firm for 2010.

Report of the Audit Committee

The Audit Committee, composed entirely of independent directors, as defined by the Nasdaq listing standards, assists the Board in its oversight of (i) the integrity of the financial statements of the Company, (ii) the independent registered public accountants qualifications and independence, (iii) the performance of the independent registered public accounting firm and the Company s internal audit function, and (iv) the compliance by the Company with legal and regulatory requirements. The Audit Committee operates pursuant to a written charter that is reviewed and approved annually.

In the performance of its oversight function for the year ended December 31, 2009, the Audit Committee reviewed and discussed the audited consolidated financial statements and the Company s internal controls over financial reporting with management and the independent registered public accounting firm. The Audit Committee also discussed with the independent registered public accounting firm the matters required to be discussed by Statement on Auditing Standards No. 61, as amended, as adopted by the Public Company Accounting Oversight Board (PCAOB) in Rule 3200T. In addition, the Audit Committee has received and reviewed the written disclosures and the letter required by the applicable requirements of the PCAOB regarding the independent registered public accounting firm s communication with the Audit Committee concerning independence and has discussed with the independent registered public accounting firm its independence.

Based upon these reviews and discussions, the Audit Committee recommended to the Board that the Company s audited consolidated financial statements be included in its Annual Report on Form 10-K for the year ended December 31, 2009 filed with the SEC.

Wayne J. Grace, Chairman
Robert A. Ebel
John L. Gillis, Jr.

SHAREHOLDER PROPOSALS FOR THE 2010 ANNUAL MEETING

In order for a shareholder to bring any business before a meeting of shareholders, the shareholder must have given timely notice thereof in writing to the Company s Secretary and comply with the other notice requirements set forth in the Company s bylaws. To be timely, a shareholder s notice must be delivered to or mailed and received at the Company s principal executive offices not less than 60 days nor more than 90 days prior to the first anniversary of the preceding year s Annual Meeting. For the 2011 Annual Meeting, shareholders must submit proposals no earlier than January 19, 2011 and no later than February 18, 2011.

If, however, the date of the meeting is changed by more than 30 days before or after such anniversary date, the notice must be received not later than the tenth day following the day on which such notice of the date of the Annual Meeting was mailed or such public disclosure was made. A shareholder s notice to the Secretary must set forth as to each matter the shareholder proposes to bring before the Annual Meeting:

a brief description of the business desired to be brought before the Annual Meeting and the reasons for conducting the business at the Annual Meeting,

the name and address, as they appear on the Company s books, of the proposing shareholder,

the class and number of shares which are beneficially owned by the shareholder, and

any material interest of the shareholder in such business.

The requirements contained in the Company s bylaws and summarized above are separate from and in addition to the SEC requirements that a shareholder must meet to have a proposal included in the Company s Proxy Statement. Any shareholder proposal to be considered for inclusion in the Company s Proxy Statement and form of proxy for its next Annual Meeting, which is expected to be held on April 18, 2011, must be received by the Company no later than November 19, 2011 at the following address: Cass Information Systems, Inc., Attn: P. Stephen Appelbaum, Secretary, 13001 Hollenberg Drive, Bridgeton, Missouri 63044.

OTHER MATTERS AND HOUSEHOLDING

Management does not intend to present to the Annual Meeting any business other than the items stated in the Notice of Annual Meeting of Shareholders and does not know of any matters to be brought before the Annual Meeting other than those referred to above. If, however, any other matters properly come before the Annual Meeting, the persons designated as proxies will vote on each such matter in accordance with their best judgment.

The Company may and some banks, brokers and other nominee record holders may be participating in the practice of householding proxy statements and annual reports. This means that only one copy of this proxy statement may have been sent to multiple shareholders in your household unless you provide us with contrary instructions. A separate copy of this proxy statement or the annual report will be delivered to you if you write to: Cass Information Systems, Inc., Attn: P. Stephen Appelbaum, Secretary, 13001 Hollenberg Drive, Bridgeton, Missouri 63044, or call (314) 506-5500.

By Order of the Board of Directors
P. Stephen Appelbaum, Secretary

Charles F. Knight Executive Education Center
Olin School of Business at Washington University in St. Louis

Knight Center Reception Desk (314) 933-9400
local (866) 933-9400 toll free

From I-70 (or Lambert International Airport)
Go south on I-170 to the Forest Park Parkway exit.
Go east on Forest Park Parkway through Clayton, past Big Bend Boulevard to Throop Drive (1st stoplight after Big Bend).
Turn right (south) onto Throop Drive.
The Charles F. Knight Center is located across from the parking garage on the south side of Throop Drive.
Please park in the parking garage and proceed into the main entrance of the Charles F. Knight Center to Room 210.

From I-64 (Hwy 40), heading west (from downtown St. Louis)
Veer onto the Forest Park Parkway/Market Street exit and continue to Throop Drive.
Turn left (south) onto Throop Drive.
The Charles F. Knight Center is located across from the parking garage on the south side of Throop Drive.
Please park in the parking garage and proceed into the main entrance of the Charles F. Knight Center to Room 210.

From I-64 (Hwy 40), heading east (from west county)
Go north on I-170 to the Forest Park Parkway exit.
Go east on Forest Park Parkway through Clayton, past Big Bend Boulevard to Throop Drive (1st toplight after Big Bend).
Turn right (south) onto Throop Drive.
The Charles F. Knight Center is located across from the parking garage on the south side of Throop Drive.
Please park in the parking garage and proceed into the main entrance of the Charles F. Knight Center to Room 210.

YOUR VOTE IS IMPORTANT. PLEASE VOTE TODAY

We encourage you to take advantage of Internet or telephone voting.
Both are available 24 hours a day, 7 days a week.

Internet and telephone voting is available through 11:59 PM Eastern Time the day prior to the annual meeting date.

CASS INFORMATION
SYSTEMS, INC.

INTERNET
http://www.proxyvoting.com/cass
Use the Internet to vote your proxy. Have your proxy card in hand when you access the web site.

OR

TELEPHONE
1-866-540-5760
Use any touch-tone telephone to vote your proxy. Have your proxy card in hand when you call.

If you vote your proxy by Internet or by telephone, you do NOT need to mail back your proxy card.

To vote by mail, mark, sign and date your proxy card and return it in the enclosed postage-paid envelope.

Your Internet or telephone vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card.

70312
FOLD AND DETACH HERE

THIS PROXY WILL BE VOTED AS DIRECTED, OR IF NO DIRECTION IS INDICATED, WILL BE VOTED “FOR” THE PROPOSALS.

Please mark your votes as indicated in this example x

		FOR ALL	WITHHOLD FOR ALL	*EXCEPTIONS
1.	ELECTION OF DIRECTORS	o	o	o

Nominees:

		FOR	AGAINST	ABSTAIN
2.	Ratification of appointment of KPMG LLP as independent registered public accounting firm.	o	o	o

YES

01 Lawrence A. Collett
02 Wayne J. Grace
03 James J. Lindemann
04 Andrew J. Signorelli

(INSTRUCTIONS: To withhold authority to vote for any individual nominee, mark the "Exceptions" box above and write that nominee's name in the space provided below.)

I/We plan to attend the meeting. (Please detach admittance card on reverse side and bring to the meeting.) o

* Exceptions

Mark Here for Address Change or Comments SEE REVERSE o

Signature Signature Date

NOTE: Please sign as name appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such.

ADMISSION TICKET

CASS INFORMATION SYSTEMS, INC.

2010 Annual Meeting of Shareholders

Monday, April 19, 2010
11:00 A.M. Local Time

The Charles F. Knight Executive Education Center
Olin School of Business at Washington University
One Brookings Drive
St. Louis, Missouri 63130

For your reference, a map is provided inside the back cover of the Proxy Statement.

Choose MLinkSM for fast, easy and secure 24/7 online access to your future proxy materials, investment plan statements, tax documents and more. Simply log on to Investor ServiceDirect® at www.bnymellon.com/shareowner/isd where step-by-step instructions will prompt you through enrollment.

Important notice regarding the Internet availability of proxy materials for the Annual Meeting of shareholders. The Proxy Statement and the 2009 Annual Report to Shareholders are available at: http://www.cassinfo.com

FOLD AND DETACH HERE

THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS OF THE COMPANY

CASS INFORMATION SYSTEMS, INC.

The undersigned hereby appoints Eric H. Brunngraber and P. Stephen Appelbaum, and each of them, with power to act without the other and with power of substitution, as proxies and attorneys-in-fact and hereby authorizes them to represent and vote, as provided on the other side, all the shares of Cass Information Systems, Inc. Common Stock which the undersigned is entitled to vote, and, in their discretion, to vote upon such other business as may properly come before the Annual Meeting of Shareholders of the Company to be held April 19, 2010 or at any adjournment or postponement thereof, with all powers which the undersigned would possess if present at the Meeting.

Address Change/Comments
(Mark the corresponding box on the reverse side)

BNY MELLON SHAREOWNER SERVICES
P.O. BOX 3550
SOUTH HACKENSACK, NJ 07606-9250

(Continued and to be marked, dated and signed, on the other side)

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