



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

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FORM 10-Q

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

FOR THE QUARTER ENDED SEPTEMBER 30, 2000  
COMMISSION FILE NO. 2-80070

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CASS COMMERCIAL CORPORATION

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

13001 HOLLENBERG DRIVE, BRIDGETON, MISSOURI 63044

TELEPHONE: (314) 506-5500

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

Yes  No   
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The number of shares outstanding of registrant's only class of stock as of October 30, 2000: Common stock, par value \$.50 per share - 3,369,137 shares outstanding.

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This document constitutes part of a prospectus covering securities that have been registered under the Securities Act of 1933.  
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## PART I. FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

CASS COMMERCIAL CORPORATION AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
(Unaudited)  
(Dollars in Thousands except Per Share Data)

	SEPTEMBER 30 2000	DECEMBER 31 1999
<b>Assets</b>		
Cash and due from banks	\$ 21,281	\$ 18,497
Federal funds sold and other short-term investments	83,009	105,720
	-----	-----
Cash and cash equivalents	104,290	124,217
	-----	-----
Investment in debt and equity securities:		
Held-to-maturity, fair value of \$9,727 and \$25,381 at September 30, 2000 and December 31, 1999, respectively	9,760	25,554
Available-for-sale, at fair value	69,801	57,442
	-----	-----
Total investment in debt and equity securities	79,561	82,996
	-----	-----
Loans	348,090	278,343
Less: Allowance for loan losses	4,512	4,282
	-----	-----
Loans, net	343,578	274,061
	-----	-----
Premises and equipment, net	10,172	9,181
Accrued interest receivable	3,361	2,764
Other assets	7,663	7,626
	-----	-----
Total assets	\$548,625	\$500,845
	=====	=====
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Liabilities:</b>		
-----		
Deposits:		
Noninterest-bearing	\$ 80,847	\$ 91,672
Interest-bearing	114,094	97,064
	-----	-----
Total deposits	194,941	188,736
Accounts and drafts payable	295,139	249,894
Short-term borrowings	--	208
Other liabilities	5,279	5,444
	-----	-----
Total liabilities	495,359	444,282
	-----	-----
Shareholders' Equity:		
-----		
Preferred stock, par value \$.50 per share; 2,000,000 shares authorized and no shares issued	--	--
Common stock, par value \$.50 per share; 20,000,000 shares authorized and 4,000,000 shares issued	2,000	2,000
Surplus	5,066	5,087
Retained earnings	57,999	54,814
Accumulated other comprehensive loss	(302)	(417)
Common shares in treasury, at cost (602,863 shares at September 30, 2000 and 277,149 shares at December 31, 1999)	(11,382)	(4,770)
Unamortized stock bonus awards	(115)	(151)
	-----	-----
Total shareholders' equity	53,266	56,563
	-----	-----
Total liabilities and shareholders' equity	\$548,625	\$500,845
	=====	=====

See accompanying notes to consolidated financial statements.



CASS COMMERCIAL CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF INCOME  
(Unaudited)  
(Dollars in Thousands except Per Share Data)

	THREE MONTHS ENDED SEPTEMBER 30		NINE MONTHS ENDED SEPTEMBER 30	
	2000	1999	2000	1999
<b>INTEREST INCOME:</b>				
Interest and fees on loans	\$ 7,164	\$5,468	\$20,151	\$14,740
Interest and dividends on debt and equity securities:				
Taxable	1,283	1,206	4,039	3,546
Exempt from federal income taxes	14	16	44	48
Interest on federal funds sold and other short-term investments	999	1,222	2,575	4,256
	-----	-----	-----	-----
Total interest income	9,460	7,912	26,809	22,590
	-----	-----	-----	-----
<b>INTEREST EXPENSE:</b>				
Interest on deposits	1,464	1,173	3,489	3,288
Interest on short-term borrowings	13	2	20	6
	-----	-----	-----	-----
Total interest expense	1,477	1,175	3,509	3,294
	-----	-----	-----	-----
Net interest income	7,983	6,737	23,300	19,296
Provision for loan losses	100	--	350	--
	-----	-----	-----	-----
Net interest income after provision for loan losses	7,883	6,737	22,950	19,296
	-----	-----	-----	-----
<b>NONINTEREST INCOME:</b>				
Freight and utility payment and processing revenue	4,651	4,949	14,836	15,205
Bank service fees	346	293	1,054	797
Other	69	77	192	138
	-----	-----	-----	-----
Total noninterest income	5,066	5,319	16,082	16,140
	-----	-----	-----	-----
<b>NONINTEREST EXPENSE:</b>				
Salaries and employee benefits	7,099	6,479	21,106	19,102
Occupancy expense	457	428	1,334	1,286
Equipment expense	772	663	2,291	1,970
Other	1,955	1,898	6,071	5,812
	-----	-----	-----	-----
Total noninterest expense	10,283	9,468	30,802	28,170
	-----	-----	-----	-----
Income before income tax expense	2,666	2,588	8,230	7,266
Income tax expense	946	940	2,934	2,612
	-----	-----	-----	-----
Net income	\$ 1,720	\$1,648	\$ 5,296	\$ 4,654
	=====	=====	=====	=====
<b>Earnings per share:</b>				
Basic	\$ .50	\$ .44	\$1.50	\$1.22
Diluted	\$ .49	\$ .43	\$1.48	\$1.20
<b>Weighted average shares outstanding:</b>				
Basic	3,435,722	3,753,951	3,526,471	3,805,610
Effect of stock options and awards	46,556	59,000	46,479	58,104
Diluted	3,482,278	3,812,951	3,572,950	3,863,714

See accompanying notes to consolidated financial statements.



CASS COMMERCIAL CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Unaudited)  
(Dollars in Thousands)

	NINE MONTHS ENDED SEPTEMBER 30	
	2000	1999
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income	\$ 5,296	\$ 4,654
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	1,950	1,752
Provision for loan losses	350	--
Amortization of stock bonus awards	60	50
Increase in accrued interest receivable	(597)	(76)
Decrease (increase) in prepaid expenses	(45)	571
Increase (decrease) in deferred income	(1,075)	193
Decrease in income tax liability	(126)	(316)
Other operating activities, net	941	1,093
Net cash provided by operating activities	6,754	7,921
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Proceeds from maturities of debt and equity securities:		
Held-to-maturity	15,664	22,892
Available-for-sale	6,664	1,498
Purchase of debt and equity securities available-for-sale	(18,889)	(20,986)
Net increase in loans	(69,867)	(58,011)
Purchases of premises and equipment, net	(2,717)	(1,411)
Net cash used in investing activities	(69,145)	(56,018)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Net decrease in noninterest-bearing demand deposits	(10,825)	(5,482)
Net increase in interest-bearing demand and savings deposits	17,388	3,634
Net decrease in time deposits	(358)	(185)
Net increase (decrease) in accounts and drafts payable	45,245	(26,534)
Net decrease in short-term borrowings	(208)	(116)
Cash proceeds from exercise of stock options	47	81
Cash dividends paid	(2,110)	(2,171)
Purchase of common shares for treasury	(6,715)	(2,952)
Net cash provided by (used in) financing activities	42,464	(33,725)
Net decrease in cash and cash equivalents	(19,927)	(81,822)
Cash and cash equivalents at beginning of period	124,217	179,385
Cash and cash equivalents at end of period	\$104,290	\$ 97,563
<b>Supplemental information:</b>		
Cash paid for interest	\$ 3,476	\$ 3,290
Cash paid for income taxes	3,512	2,501

See accompanying notes to consolidated financial statements.



CASS COMMERCIAL CORPORATION AND SUBSIDIARIES  
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
 (Unaudited)

Note 1 - Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the period ended September 30, 2000 are not necessarily indicative of the results that may be expected for the year ending December 31, 2000. For further information, refer to the consolidated financial statements and related footnotes included in the Company's Annual Report on Form 10-K for the year ended December 31, 1999.

Note 2 - Impact of New Accounting Pronouncements

In June 1998, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards No. 133, Accounting for Derivative Instruments and Hedging Activities (SFAS 133) which establishes standards for derivative instruments, including certain derivative instruments embedded in other contracts, and for hedging activities. It requires an entity to recognize all derivatives as either assets or liabilities in the statement of financial position and measure those instruments at fair value. In June 1999, the FASB issued Statement of Financial Accounting Standards No. 137, Accounting for Derivative Instruments and Hedging Activities - Deferral of the Effective Date of FASB No. 133, which defers the effective date of SFAS 133 from fiscal years beginning after June 15, 1999 to fiscal years beginning after June 15, 2000. Earlier application of SFAS 133, as amended, is encouraged but should not be applied retroactively to financial statements of prior periods. In June 2000, the FASB issued Statement of Financial Accounting Financial Standards No. 138, Accounting for Certain Derivative Instruments and Certain Hedging Activities, which addresses certain issues causing implementation difficulties. Since the Company does not participate in any derivative or hedging activities, SFAS 133, as amended, will have no impact on the Company's consolidated financial position and results of operations.

Note 3 - Loans by Type

(DOLLARS IN THOUSANDS)	SEPTEMBER 30, 2000	DECEMBER 31, 1999
Commercial and industrial	\$128,436	\$106,444
Real estate:		
Mortgage	112,861	86,171
Mortgage - Churches & Related	62,032	43,311
Construction	12,388	6,987
Construction - Churches & Related	17,543	22,646
Industrial revenue bonds	7,060	7,265
Installment	1,253	1,541
Other	6,517	3,978
<b>Total loans</b>	<b>\$348,090</b>	<b>\$278,343</b>

Note 4 - Stock Repurchase Program

On December 21, 1999 the Board of Directors authorized a stock repurchase program that would allow the repurchase of up to 200,000 shares of its common stock through December 31, 2000. On March 21, 2000 the Board of Directors authorized a 100,000 increase in the number of shares that can be purchased under the program. As of September 30, 2000, all 300,000 were repurchased under the program. Along with the 300,000 shares authorized under the plan the Board of Directors approved the repurchase of an additional 65,180 shares. The repurchased stock will be held as treasury stock to be used for general corporate purposes.



## Note 5 - Comprehensive Income

For the three and nine month periods ended September 30, 2000 and 1999, unrealized gains and losses on debt and equity securities available-for-sale is the Company's only other comprehensive income component. Comprehensive income for the three and nine month periods ended September 30, 2000 and 1999 is summarized as follows:

(IN THOUSANDS)	THREE MONTHS ENDED SEPTEMBER 30		NINE MONTHS ENDED SEPTEMBER 30	
	2000	1999	2000	1999
Net Income	\$1,720	\$1,648	\$5,296	\$4,654
Other comprehensive income:				
Net unrealized gain (loss) on debt and equity securities available-for-sale, net of tax	194	(111)	115	(581)
<b>Total comprehensive income</b>	<b>\$1,914</b>	<b>\$1,537</b>	<b>\$5,411</b>	<b>\$4,073</b>

## Note 6 - Industry Segment Information

The services provided by the Company are classified into two industry segments: Banking Services and Information Services. Total net revenue is comprised of total interest income and total noninterest income, less provision for loan losses. There have been no material changes in assets, changes in the basis of segmentation or changes in the basis of measurement of segment profits from the amounts disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 1999.

Summarized information about the Company's operations in each industry segment for the three and nine month periods ended September 30, 2000 and 1999, is as follows:

(IN THOUSANDS)	THREE MONTHS ENDED SEPTEMBER 30		NINE MONTHS ENDED SEPTEMBER 30	
	2000	1999	2000	1999
<b>Total Net Revenue:</b>				
Information Services	\$ 9,746	\$ 8,947	\$29,272	\$26,673
Banking Services	4,803	4,378	13,773	12,292
Eliminations	(123)	(94)	(504)	(235)
<b>Total</b>	<b>\$14,426</b>	<b>\$13,231</b>	<b>\$42,541</b>	<b>\$38,730</b>
<b>Income (Loss) Before Income Tax:</b>				
Information Services	\$ 1,439	\$ 1,182	\$ 4,393	\$ 3,613
Banking Services	1,264	1,431	3,947	3,751
Corporate Items	(37)	(25)	(110)	(98)
<b>Total</b>	<b>\$ 2,666</b>	<b>\$ 2,588</b>	<b>\$ 8,230</b>	<b>\$ 7,266</b>
<b>Income Tax Expense (Benefit):</b>				
Information Services	\$ 484	\$ 404	\$ 1,498	\$ 1,247
Banking Services	475	544	1,474	1,398
Corporate Items	(13)	(8)	(38)	(33)
<b>Total</b>	<b>\$ 946</b>	<b>\$ 940</b>	<b>\$ 2,934</b>	<b>\$ 2,612</b>
<b>Net Income (Loss):</b>				
Information Services	\$ 955	\$ 778	\$ 2,895	\$ 2,366
Banking Services	789	887	2,473	2,353
Corporate Items	(24)	(17)	(72)	(65)
<b>Total</b>	<b>\$ 1,720</b>	<b>\$ 1,648</b>	<b>\$ 5,296</b>	<b>\$ 4,654</b>





## Note 7 - Reclassifications

Certain amounts in the 1999 consolidated financial statements have been reclassified to conform with the 2000 presentation. Such reclassifications have no effect on previously reported net income.

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

Cass Commercial Corporation (the "Company") operates in two primary business segments through two wholly owned subsidiaries, Cass Commercial Bank ("Cass Bank"), a commercial bank, and Cass Information Systems, Inc. ("CIS"), a payment processing company. Cass Bank provides specialized banking services to privately held businesses located primarily in the St. Louis, Missouri metropolitan area and church and church-related entities located in the St. Louis metropolitan area and selected cities throughout the United States. CIS is a payment processing and information services company, whose operations include the processing and payment of freight and utility charges, preparation of transportation management reports, auditing of freight charges, rating of freight shipments and other payment related activities for customers located throughout the United States.

The following paragraphs more fully discuss the results of operations and changes in financial condition for the three-month period ended September 30, 2000 (the "Third Quarter of 2000") compared to the three-month period ended September 30, 1999 (the "Third Quarter of 1999") and the nine-month period ended September 30, 2000 ("First Nine Months of 2000") compared to the nine-month period ended September 30, 1999 ("First Nine Months of 1999"). Most information is provided on a consolidated basis for the Company, Cass Bank and CIS, with expanded disclosures for the specific effects CIS's operations have on particular account captions.

The following discussion and analysis should be read in conjunction with the consolidated financial statements and related notes and with the statistical information and financial data appearing in this report as well as the Company's 1999 Annual Report on Form 10-K. Results of operations for the First Nine Months of 2000 are not necessarily indicative of the results to be attained for any other period.

## RESULTS OF OPERATIONS

## NET INCOME

The Company had net income of \$1,720,000 for the Third Quarter of 2000, a \$72,000 or 4.4% increase compared to net income of \$1,648,000 for the Third Quarter of 1999. The Company had net income of \$5,296,000 for the First Nine Months of 2000, a \$642,000 or 13.8% increase compared to net income of \$4,654,000 for the First Nine Months of 1999. Diluted earnings per share was \$.49 for the Third Quarter of 2000, a 14.0% increase compared to \$.43 for the Third Quarter of 1999. Diluted earnings per share was \$1.48 for the First Nine Months of 2000, a 23.3% increase compared to \$1.20 for the First Nine Months of 1999. The increase in net income was primarily a result of strong loan demand, an increase in earning assets and a general increase in the level of interest rates. Return on average assets for the Third Quarter of 2000 was 1.34% compared to 1.32% for the Third Quarter of 1999. Return on average assets for the First Nine Months of 2000 was 1.41% compared to 1.28% for the First Nine Months of 1999. Return on average equity for the Third Quarter of 2000 was 12.76% compared to 11.56% for the Third Quarter of 1999. Return on average equity for the First Nine Months of 2000 was 12.98% compared to 10.87% for the First Nine Months of 1999.

## NET INTEREST INCOME

Third Quarter of 2000 compared to Third Quarter of 1999:

The Company's tax-equivalent net interest income increased 18.4% or \$1,249,000 from \$6,790,000 in the Third Quarter of 1999 to \$8,039,000 in the Third Quarter of 2000. Average earning assets increased 4.9% or \$22,526,000 from \$456,314,000 in the Third Quarter of 1999 to \$478,840,000 in the Third Quarter of 2000. The tax-equivalent net interest margin increased from 5.90% in the Third Quarter of 1999 to 6.68% in the Third Quarter of 2000. The average tax-equivalent yield on earning assets increased from 6.92% in the Third Quarter of 1999 to 7.91% in the Third Quarter of 2000. The average rate paid on interest-bearing liabilities increased from 3.85% in the Third Quarter of 1999 to 5.32% in the Third Quarter of 2000.



The average balance of loans increased \$56,546,000 from \$277,818,000 to \$334,364,000, investment in debt and equity securities increased \$1,038,000 from \$81,391,000 to \$82,429,000, and federal funds sold and other short-term investments decreased \$35,058,000 from \$97,105,000 to \$62,047,000 from the Third Quarter of 1999 to the Third Quarter of 2000. The average balance of noninterest bearing demand deposit accounts decreased \$7,305,000 from \$82,207,000 to \$74,902,000, accounts and drafts payable increased \$39,014,000 from \$228,729,000 to \$267,743,000, and interest bearing liabilities decreased \$10,588,000 from \$121,023,000 to \$110,435,000 from the Third Quarter of 1999 to the Third Quarter of 2000.

The increase in average loans during this period was attributable to the Bank's marketing efforts, both in the commercial and church and church-related areas. The decrease in average noninterest bearing demand deposit accounts and interest bearing liabilities relates mainly to the transfer of funds by existing customers from deposit accounts into non-deposit investment accounts and to fund other corporate activities. The increase in average accounts and drafts payable relates to an increase in the dollar volume of transactions processed.

The increases experienced during the Third Quarter of 2000 in net interest margin and net interest income were caused primarily by increases in the level of earning assets funded by the increase in accounts and drafts payable, increase in net loan fees, a shift in earning assets to higher yielding loans and a rise in the general level of interest rates. The Company is positively affected by increases in the level of interest rates due to the fact that its rate sensitive assets significantly exceed its rate sensitive liabilities. Conversely, the Company is adversely affected by decreases in the level of interest rates. This is primarily due to the noninterest-bearing liabilities generated by CIS in the form of accounts and drafts payable. For more information please refer to the table on page 9.

First Nine Months of 2000 compared to the First Nine Months of 1999:

The Company's tax-equivalent net interest income increased 20.7% or \$4,026,000 from \$19,447,000 in the First Nine Months of 1999 to \$23,473,000 in the First Nine of 2000. Average earning assets increased 3.5% or \$15,702,000 from \$449,431,000 in the First Nine Months of 1999 to \$465,133,000 in the First Nine Months of 2000. The tax-equivalent net interest margin increased from 5.79% in the First Nine Months of 1999 to 6.74% in the First Nine Months of 2000. The average tax-equivalent yield on earning assets increased from 6.77% in the First Nine Months of 1999 to 7.75% in the First Nine Months of 2000. The average rate paid on interest-bearing liabilities increased from 3.84% in the First Nine Months of 1999 to 4.64% in the First Nine Months of 2000.

The average balance of loans increased \$69,789,000 from \$251,119,000 to \$320,908,000, investment in debt and equity securities increased \$7,376,000 from \$80,109,000 to \$87,485,000, and federal funds sold and other short-term investments decreased \$61,463,000 from \$118,203,000 to \$56,740,000 from the First Nine Months of 1999 to the First Nine Months of 2000. The average balance of noninterest bearing demand deposit accounts increased \$3,436,000 from \$75,952,000 to \$79,388,000, accounts and drafts payable increased \$29,673,000 from \$232,160,000 to \$261,833,000, and interest bearing liabilities decreased \$13,755,000 from \$114,798,000 to \$101,043,000 from the First Nine Months of 1999 to the First Nine Months of 2000.

The increases and decreases experienced in account balances during the First Nine Months of 2000 were attributable to the same factors as those described for the third quarter, except that the increase in noninterest bearing demand deposits was due to the fact that these balances were significantly lower during the first six months of 1999 than during the last six months of the year. As noted previously, some of this increase reversed in the third quarter.

The increases experienced during the First Nine Months of 2000 in net interest margin and net interest income were also caused primarily by increases in the level of earning assets funded primarily by the increase in accounts and drafts payable, a shift in earning assets to higher yielding loans and investments and a rise in the general level of interest rates. The Company is positively affected by increases in the level of interest rates due to the fact that its rate sensitive assets significantly exceed its rate sensitive liabilities. Conversely, the Company is adversely affected by decreases in the level of interest rates. This is primarily due to the noninterest-bearing liabilities generated by CIS in the form of accounts and drafts payable. For more information please refer to the table on page 10.



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

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

(DOLLARS IN THOUSANDS)	THIRD QUARTER 2000			THIRD QUARTER 1999		
	AVERAGE BALANCE	INTEREST INCOME/ EXPENSE	YIELD/ RATE	AVERAGE BALANCE	INTEREST INCOME/ EXPENSE	YIELD/ RATE
<b>ASSETS</b>						
Earning assets:						
Loans ,						
Taxable	\$327,283	\$7,068	8.59%	\$271,403	\$5,381	7.87%
Tax-exempt	7,081	145	8.15	6,415	132	8.16
Debt and equity securities :						
Taxable	81,247	1,282	6.28	80,138	1,207	5.98
Tax-exempt	1,182	22	7.40	1,253	23	7.28
Federal funds sold and other short-term investments	62,047	999	6.41	97,105	1,222	4.99
<b>Total earning assets</b>	<b>478,840</b>	<b>9,516</b>	<b>7.91</b>	<b>456,314</b>	<b>7,965</b>	<b>6.92</b>
Nonearning assets:						
Cash and due from banks	17,858			23,311		
Premises and equipment, net	9,836			9,390		
Other assets	10,371			8,896		
Allowance for loan losses	(4,476)			(4,382)		
<b>Total assets</b>	<b>\$512,429</b>			<b>\$493,529</b>		
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>						
Interest-bearing liabilities:						
Interest-bearing demand deposits	\$ 43,847	\$ 544	4.94%	\$ 43,679	\$ 376	3.42%
Savings deposits	59,767	840	5.59	67,613	688	4.04
Time deposits of \$100 or more	2,326	31	5.30	3,631	47	5.14
Other time deposits	3,807	49	5.12	5,783	62	4.25
<b>Total interest-bearing deposits</b>	<b>109,747</b>	<b>1,464</b>	<b>5.31</b>	<b>120,706</b>	<b>1,173</b>	<b>3.86</b>
Short-term borrowings	688	13	7.52	317	2	2.50
<b>Total interest-bearing liabilities</b>	<b>110,435</b>	<b>1,477</b>	<b>5.32</b>	<b>121,023</b>	<b>1,175</b>	<b>3.85</b>
Noninterest-bearing liabilities:						
Demand deposits	74,902			82,207		
Accounts and drafts payable	267,743			228,729		
Other liabilities	5,705			5,022		
<b>Total liabilities</b>	<b>458,785</b>			<b>436,981</b>		
Shareholders' equity	53,644			56,548		
<b>Total liabilities and shareholders' equity</b>	<b>\$512,429</b>			<b>\$493,529</b>		
<b>Net interest income</b>		<b>\$8,039</b>			<b>\$6,790</b>	
Interest spread			2.59%			3.07%
Net interest margin			6.68%			5.90%

Balances shown are daily averages.



For purposes of these computations, nonaccrual loans are included in the average loan amounts outstanding. Interest on nonaccrual loans is recorded when received as discussed further in Note 1 to the Company's 1999 Consolidated Financial Statements, incorporated by reference herein.

Interest income on loans includes net loan fees of \$151,000 and \$1,000 for the Third Quarter of 2000 and 1999, respectively.

Interest income is presented on a tax-equivalent basis assuming a tax rate of 34%. The tax-equivalent adjustment was approximately \$56,000 and \$53,000 for the Third Quarter of 2000 and 1999, respectively.

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

(DOLLARS IN THOUSANDS)	FIRST NINE MONTHS OF 2000			FIRST NINE MONTHS OF 1999		
	AVERAGE BALANCE	INTEREST INCOME/ EXPENSE	INTEREST YIELD/ RATE	AVERAGE BALANCE	INCOME/ EXPENSE	YIELD/ RATE
<b>ASSETS</b>						
Earning assets:						
Loans ,:						
Taxable	\$313,756	\$19,856	8.45%	\$245,040	\$14,494	7.91%
Tax-exempt	7,152	446	8.33	6,079	373	8.20
Debt and equity securities :						
Taxable	86,288	4,039	6.25	78,851	3,547	6.01
Tax-exempt	1,197	66	7.37	1,258	71	7.55
Federal funds sold and other short-term investments	56,740	2,575	6.06	118,203	4,256	4.81
<b>Total earning assets</b>	<b>465,133</b>	<b>26,982</b>	<b>7.75</b>	<b>449,431</b>	<b>22,741</b>	<b>6.77</b>
Nonearning assets:						
Cash and due from banks	22,395			22,304		
Premises and equipment, net	9,617			9,261		
Other assets	9,954			9,013		
Allowance for loan losses	(4,406)			(4,426)		
<b>Total assets</b>	<b>\$502,693</b>			<b>\$485,583</b>		
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>						
Interest-bearing liabilities:						
Interest-bearing demand deposits	\$ 43,227	\$ 1,367	4.22%	\$ 41,032	\$ 1,031	3.36%
Savings deposits	51,169	1,892	4.94	65,031	1,955	4.02
Time deposits of \$100 or more	2,456	95	5.17	3,617	141	5.21
Other time deposits	3,828	135	4.71	4,827	161	4.46
<b>Total interest-bearing deposits</b>	<b>100,680</b>	<b>3,489</b>	<b>4.63</b>	<b>114,507</b>	<b>3,288</b>	<b>3.84</b>
Short-term borrowings	363	20	7.36	291	6	2.76
<b>Total interest-bearing liabilities</b>	<b>101,043</b>	<b>3,509</b>	<b>4.64</b>	<b>114,798</b>	<b>3,294</b>	<b>3.84</b>
Noninterest-bearing liabilities:						
Demand deposits	79,388			75,952		
Accounts and drafts payable	261,833			232,160		
Other liabilities	5,922			5,426		
<b>Total liabilities</b>	<b>448,186</b>			<b>428,336</b>		
Shareholders' equity	54,507			57,247		
<b>Total liabilities and shareholders' equity</b>	<b>\$502,693</b>			<b>\$485,583</b>		
<b>Net interest income</b>		<b>\$23,473</b>			<b>\$19,447</b>	
Interest spread			3.11%			2.93%
Net interest margin			6.74%			5.79%



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Balances shown are daily averages.

For purposes of these computations, nonaccrual loans are included in the average loan amounts outstanding. Interest on nonaccrual loans is recorded when received as discussed further in Note 1 to the Company's 1999 Consolidated Financial Statements, incorporated by reference herein. Interest income on loans includes net loan fees of \$230,000 and \$88,000 for the First Nine Months of 2000 and 1999, respectively.

Interest income is presented on a tax-equivalent basis assuming a tax rate of 34%. The tax-equivalent adjustment was approximately \$173,000 and \$151,000 for the First Nine Months of 2000 and 1999, respectively.

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

#### ANALYSIS OF NET INTEREST INCOME CHANGES

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

(DOLLARS IN THOUSANDS)	THIRD QUARTER 2000 OVER 1999		
	VOLUME	RATE	TOTAL
-----			
Increase (decrease) in interest income:			
Loans ,:			
Taxable	\$1,165	\$522	\$1,687
Tax-exempt	13	--	13
Debt and equity securities:			
Taxable	16	61	77
Tax-exempt	(1)	(2)	(3)
Federal funds sold and other short-term investments	(513)	290	(223)
-----			
Total interest income	680	871	1,551
-----			
Interest expense on:			
Interest-bearing demand deposits	1	167	168
Savings deposits	(87)	239	152
Time deposits of \$100 or more	(17)	1	(16)
Other time deposits	(24)	11	(13)
Short-term borrowings	4	7	11
-----			
Total interest expense	(123)	425	302
-----			
Net interest income	\$ 803	\$446	\$1,249
=====			

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The change in interest due to both volume and rate has been allocated proportionately.

Average balances include nonaccrual loans.

Interest income includes net loan fees.

Interest income is presented on a tax-equivalent basis assuming a tax rate of 34%.

(DOLLARS IN THOUSANDS)	FIRST NINE MONTHS 2000 OVER 1999		
	VOLUME	RATE	TOTAL
-----			
Increase (decrease) in interest income:			
Loans ,F3>:			
Taxable	\$ 4,304	\$1,058	\$ 5,362
Tax-exempt	67	6	73
Debt and equity securities:			
Taxable	346	147	493
Tax-exempt	(3)	(3)	(6)
Federal funds sold and other			
-----			

short-term investments	(2,600)	919	(1,681)
-----			
Total interest income	2,114	2,127	4,241
-----			



Interest expense on:			
Interest-bearing demand deposits	58	278	336
Savings deposits	(463)	400	(63)
Time deposits of \$100 or more	(45)	(1)	(46)
Other time deposits	(35)	9	(26)
Short-term borrowings	2	12	14
-----			
Total interest expense	(483)	698	215
-----			
Net interest income	\$ 2,597	\$1,429	\$ 4,026
=====			

The change in interest due to both volume and rate has been allocated proportionately.

Average balances include nonaccrual loans.

Interest income includes net loan fees.

Interest income is presented on a tax-equivalent basis assuming a tax rate of 34%.

#### ALLOWANCE AND PROVISION FOR LOAN LOSSES

A significant determinant of the Company's operating results is the provision for loan losses and the level of loans charged off. There was a \$100,000 provision made for loan losses during the Third Quarter of 2000 compared to no provision during the Third Quarter of 1999. There was a \$350,000 provision made during the First Nine Months of 2000 compared to no provision made during the First Nine Months of 1999. Net loan losses for the Third Quarter of 2000 were \$68,000 compared to \$194,000 for the Third Quarter of 1999. Net loan losses for the First Nine Months of 2000 were \$120,000 compared to \$151,000 for the First Nine Months of 1999. The increase in the provision made during 2000 relates to probable losses in the expanding loan portfolio.

The allowance for loan losses at September 30, 2000 was \$4,512,000 and at December 31, 1999 was \$4,282,000. The allowance for loan losses at September 30, 2000 represented 1.30% of total loans outstanding compared to 1.54% at December 31, 1999. Nonperforming loans were \$984,000 or .31% of average loans at September 30, 2000 compared to \$407,000 or .16% of average loans at December 31, 1999.

At September 30, 2000, impaired loans totaled \$988,000 which includes \$980,000 of nonaccrual loans. The allowance for loan losses on impaired loans was \$239,000 at September 30, 2000. The average balance of impaired loans during the First Nine Months of 2000 and the First Nine Months of 1999 was \$728,000 and \$563,000, respectively.

Factors which influence management's determination of the adequacy of the allowance for loan losses, among other things, include: evaluation of each nonperforming and/or classified loan to determine the estimated loss exposure under existing circumstances known to management; evaluation of all potential problem loans identified in light of loss exposure based upon existing circumstances known to management; analysis of the loan portfolio with regard to future loss exposure on loans to specific customers and/or industries; current economic conditions; and, an overall review of the loan portfolio in light of past loan loss experience. In management's judgment, the allowance for loan losses is considered adequate to absorb probable losses in the loan portfolio.

#### SUMMARY OF ASSET QUALITY

The following table presents information as of and for the three and nine month periods ended September 30, 2000 and 1999 pertaining to the Company's provision for loan losses and analysis of the allowance for loan losses.

(DOLLARS IN THOUSANDS)	THREE MONTHS ENDED SEPTEMBER 30		NINE MONTHS ENDED SEPTEMBER 30	
	2000	1999	2000	1999
Allowance at beginning of period	\$ 4,480	\$ 4,471	\$ 4,282	\$ 4,428
Provision charged to expense	100	--	350	--
Loans charged off	(71)	(198)	(153)	(256)
Recoveries on loans previously charged off	3	4	33	105

Net loans charged-off	(68)	(194)	(120)	(151)
Allowance at end of period	\$ 4,512	\$ 4,277	\$ 4,512	\$ 4,277
-----				



## Loans outstanding:

Average	\$334,364	\$277,818	\$320,908	\$251,119
September 30	348,090	282,748	348,090	282,748
Ratio of allowance for loan losses to loans outstanding:				
Average	1.35%	1.54%	1.41%	1.70%
September 30	1.30	1.51	1.30	1.51
Nonperforming loans:				
Nonaccrual loans	\$ 980	\$ 173	\$ 980	\$ 173
Loans past due 90 days or more	4	163	4	163
Total	\$ 984	\$ 336	\$ 984	\$ 336
Nonperforming loans as a percent of average loans	.29%	.12%	.31%	.13%

## NONINTEREST INCOME

Noninterest income is principally derived from service fees generated by CIS. Total noninterest income for the Third Quarter of 2000 was \$5,066,000, a \$253,000 or 4.8% decrease compared to the Third Quarter of 1999. Total noninterest income for the First Nine Months of 2000 was \$16,082,000, a \$58,000 or .4% decrease compared to the First Nine Months of 1999. CIS payment and processing revenue for the Third Quarter of 2000 was \$4,651,000, a \$298,000 or 6.0% decrease compared to the Third Quarter of 1999. CIS payment and processing revenue for the First Nine Months of 2000 was \$14,836,000, a \$369,000 or 2.4% decrease compared to the First Nine Months of 1999. Several factors caused these decreases. First, although the dollar value of invoices processed increased for the Third Quarter and the First Nine Months of 2000 compared to the corresponding periods of 1999, there were a number of non-recurring fees received in 1999. Second, there was continued anticipated decreases relating to some freight payment services that were part of a prior acquisition. Finally, freight rating services revenue also decreased due to a change in the strategic direction from selling rating software to a new Internet-based delivery system of carrier rates that is being developed and will offer an expanded level of features and capabilities.

Bank service fees for the Third Quarter of 2000 were \$346,000, a \$53,000 or 18.1% increase compared to the Third Quarter of 1999. During the First Nine Months of 2000 these fees were \$1,054,000, a \$257,000 or 32.2% increase compared to the First Nine Months of 1999. These increases were attributable to increases in the number of customer relationships developed by the Bank.

## NONINTEREST EXPENSE

Total noninterest expense for the Third Quarter of 2000 was \$10,283,000, a \$815,000 or 8.6% increase compared to the Third Quarter of 1999. Total noninterest expense for the First Nine Months of 2000 was \$30,802,000, a \$2,632,000 or 9.3% increase compared to the First Nine Months of 1999.

Salaries and benefits expense for the Third Quarter of 2000 was \$7,099,000, a \$620,000 or 9.6% increase compared to the Third Quarter of 1999. Salaries and benefits expense for the First Nine Months of 2000 was \$21,106,000, a \$2,004,000 or 10.5% increase compared to the First Nine Months of 1999. These increases in expense were caused by annual pay increases and expenses related to an increased staff at CIS to support expanded operations.

Occupancy expense for the Third Quarter of 2000 was \$457,000, a \$29,000 or 6.8% increase compared to the Third Quarter of 1999. Occupancy expense for the First Nine Months of 2000 was \$1,334,000, a \$48,000 or 3.7% increase compared to the First Nine Months of 1999. These increases were caused mainly by increases in building maintenance and repairs and utility expenses.

Equipment expense for the Third Quarter of 2000 was \$772,000, an increase of \$109,000 or 16.4% compared to the Third Quarter of 1999. Equipment expense for the First Nine Months of 2000 was \$2,291,000, an increase of \$321,000 or 16.3% compared to the First Nine of 1999. These increases were due primarily to increased investments in information technology.

Other noninterest expense for the Third Quarter of 2000 was \$1,955,000, an increase of \$57,000 or 3.0% compared to the Third Quarter of 1999. Other noninterest expense for the First Nine Months of 2000 was



\$6,071,000, an increase of \$259,000 or 4.5% compared to the First Nine Months of 1999. These increases were due primarily to increases in consulting fees, other outside service fees, supplies, postage and delivery expense.

#### FINANCIAL CONDITION

Total assets at September 30, 2000 were \$548,625,000, an increase of \$47,780,000 or 9.5% from December 31, 1999. Loans, net of the allowance for loan losses, at September 30, 2000 were \$343,578,000, an increase of \$69,517,000 or 25.4% from December 31, 1999. Total investments in debt and equity securities at September 30, 2000 were \$79,561,000, a \$3,435,000 or 4.1% decrease from December 31, 1999. Federal Funds sold and other short-term investments at September 30, 2000 were \$83,009,000 a \$22,711,000 or 21.5% decrease from December 31, 1999.

Total deposits at September 30, 2000 were \$194,941,000, a \$6,205,000 or 3.3% increase from December 31, 1999. Accounts and drafts payable were \$295,139,000, a \$45,245,000 or 18.1% increase from December 31, 1999. Total shareholders' equity at September 30, 2000 was \$53,266,000, a \$3,297,000 or 5.8% decrease from December 31, 1999.

The increase in loans is related to the successful expansion of the church and church-related ministries unit and increases in loans to privately held businesses from Cass Bank's ongoing marketing efforts. The decrease in federal funds sold and other short-term investments relates primarily to this increase in loans. The ending balances of accounts and drafts payable will fluctuate from period end to period end due to the payment processing cycle, which results in lower balances on days when checks clear and higher balances on days when checks are issued. For this reason, average balances are a more meaningful measure of accounts and drafts payable. The decrease in total shareholders' equity resulted from the purchase of treasury shares for \$6,715,000 (331,510 shares); dividends paid of \$2,110,000 (\$.60 per share); offset by net income of \$5,296,000; an increase in other comprehensive income of \$115,000; cash received from the exercise of stock options of \$47,000, a tax benefit of \$10,000 on stock options exercised and the amortization of the stock bonus plan of \$60,000.

#### LIQUIDITY AND CAPITAL RESOURCES

Cash and cash equivalents, which consist of cash and due from banks, federal funds sold, and money market funds, were \$104,290,000 or 19.0% of total assets at September 30, 2000. These funds represent the Company's and its subsidiaries' primary source of liquidity to meet future expected and unexpected loan demand, depositor withdrawals or reductions in accounts and drafts payable.

Secondary sources of liquidity include the investment portfolio and borrowing lines. Total investment in debt and equity securities represented approximately \$79,561,000 or 15% of total assets at September 30, 2000. Of this total, 48% were U.S. treasury securities, 50% were U.S. government agencies, and 2% were other securities. Of the total portfolio, 29% matures in one year, 70% matures in one to five years, and 1% matures in five or more years. Of the total portfolio, 88% is designated available-for-sale and 12% is designated held-to-maturity. The investment portfolio provides secondary liquidity through regularly scheduled maturities, the ability to sell securities out of the available-for-sale portfolio, and the ability to use these securities in conjunction with its reverse repurchase lines of credit.

Cass Bank has unsecured lines at correspondent banks to purchase federal funds up to a maximum of \$19,820,000. Additionally, Cass Bank has a line of credit at an unaffiliated financial institution in the maximum amount of \$50,000,000 collateralized by securities sold under repurchase agreements.

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

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

Risk-based capital guidelines require the Company to meet a minimum total capital ratio of 8.0% of which at least 4.0% must consist of Tier 1 capital. Tier 1 capital generally consists of (a) common shareholders' equity





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

The Company and the Bank continue to significantly exceed all regulatory capital requirements, as evidenced by the following capital amounts and ratios at September 30, 2000 and December 31, 1999:

SEPTEMBER 30, 2000	AMOUNT	RATIO
Total capital (to risk-weighted assets)		
Cass Commercial Corporation	\$57,742,000	14.39%
Cass Commercial Bank	26,415,000	14.49
Tier I capital (to risk-weighted assets)		
Cass Commercial Corporation	\$53,230,000	13.27%
Cass Commercial Bank	24,135,000	13.24
Tier I capital (to average assets)		
Cass Commercial Corporation	\$53,230,000	10.60%
Cass Commercial Bank	24,135,000	10.62

DECEMBER 31, 1999	AMOUNT	RATIO
Total capital (to risk-weighted assets)		
Cass Commercial Corporation	\$60,736,000	18.23%
Cass Commercial Bank	28,014,000	16.39
Tier I capital (to risk-weighted assets)		
Cass Commercial Corporation	\$56,570,000	16.98%
Cass Commercial Bank	25,873,000	15.14
Tier I capital (to average assets)		
Cass Commercial Corporation	\$56,570,000	11.53%
Cass Commercial Bank	25,873,000	11.54



## INFLATION

Inflation can impact the financial position and results of the operations of financial institutions because financial institutions hold monetary assets and monetary liabilities. Monetary assets and liabilities are those which can be converted into a fixed number of dollars, and include cash, investments, loans and deposits. The Company's consolidated balance sheets, as is typical of financial institutions, reflect a net positive monetary position (monetary assets exceeding monetary liabilities). During periods of inflation, the holding of a net positive monetary position will result in an overall decline in the purchasing power of a financial institution.

## FORWARD-LOOKING STATEMENTS - FACTORS THAT MAY AFFECT FUTURE RESULTS

Statements in Management's Discussion and Analysis of Financial Condition and Results of Operations and the other sections of this Report that are not statements of historical fact are "forward-looking statements". Such statements are subject to important risks and uncertainties which could cause the Company's actual results to differ materially from those expressed in any such forward-looking statements made herein. The aforesaid uncertainties include, but are not limited to: burdens imposed by federal and state regulators, credit risk related to borrowers' ability to repay loans, concentration of loans in the St. Louis Metropolitan area which subjects the Company to risks associated with changes in the local economy, risks associated with fluctuations in interest rates, competition from other banks and other financial institutions, some of which are not as heavily regulated as the Company and, particularly in the case of CIS, risks associated with breakdowns in data processing systems and competition from other providers of similar services.

## ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As described in the Company's Annual Report on Form 10-K for the year ended December 31, 1999, the Company manages its interest rate risk through measurement techniques that include gap analysis and a simulation model. As part of the risk management process, asset/liability management policies are established and monitored by management. The policy objective is to limit the change in annualized net interest income to 15% from an immediate and sustained parallel change in interest rates of 200 basis points. Based on the Company's most recent evaluation, management does not believe the Company's risk position at September 30, 2000 has changed materially from that at December 31, 1999.



PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS  
None

ITEM 2. CHANGES IN SECURITIES  
None

ITEM 3. DEFAULTS IN SENIOR SECURITIES  
None

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

ITEM 5. OTHER INFORMATION  
None

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) None

(b) Cass Commercial Corporation did not file any reports on Form 8-K during the three-month period ended September 30, 2000.

SIGNATURES

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

CASS COMMERCIAL CORPORATION

DATE: November 13, 2000

By           Lawrence A. Collett  
-----  
              Lawrence A. Collett  
              Chairman and Chief Executive Officer

DATE: November 13, 2000

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

3-MOS  
DEC-31-2000  
JUL-01-2000  
SEP-30-2000  
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63,000  
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TO BE DOCUMENTED IN DEC-31-2000 STATEMENTS.

9-MOS  
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JAN-01-2000  
SEP-30-2000  
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TO BE DOCUMENTED IN DEC-31-2000 STATEMENTS.