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**ARMSTRONG, TEASDALE, SCHLAFLY & DAVIS**  
A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

**ATTORNEYS AND COUNSELORS**  
**ONE METROPOLITAN SQUARE, SUITE 2600**  
**ST. LOUIS, MISSOURI 63102-2740**

**(314) 621-5070**

**FAX (314) 621-5065**

KANSAS CITY, MISSOURI  
BELLEVILLE, ILLINOIS  
OLATHE, KANSAS

Larry M. Sewell, P.C.  
(314) 342-8020

June 19, 1998

**REGISTERED MAIL NO. R 375 433 364**  
**RETURN RECEIPT REQUESTED**

Top Hat Plan Exemption  
Pension and Welfare Benefits Administration  
Room N-5644  
U.S. Department of Labor  
200 Constitution Avenue, N.W.  
Washington, D.C. 20210

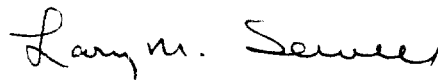
Re: Cass Commercial Corporation - EIN 43-1265338  
Cass Information Systems, Inc. - EIN 43-1305392  
Cass Bank & Trust Company - EIN 43-0209320

Dear Sir:

In accordance with Department of Labor Regulation 2520.104-23(b), enclosed please find the statements complying the with reporting and disclosure requirements of Part I of Title I of the Employee Retirement Income Security Act of 1974 with respect to a top hat plan adopted on June 16, 1998 by Cass Commercial Corporation, Cass Information Systems and Cass Bank & Trust Company.

I understand Cass Commercial Corporation, Cass Information Systems and Cass Bank & Trust Company are exempt from filing Form 5500s with respect to this plan. If my understanding is not correct, please call or write to discuss this matter.

Sincerely,



Larry M. Sewell

LMS/jam  
Enclosure

cc: Wayne Muskopf

**Cass Commercial Corporation**  
**EIN 43-1265338**

In accordance with Regulation 2520.104-23(b) which exempts certain top hat plans from the reporting and disclosure statements of Title I of ERISA, the following is provided:

1. Cass Commercial Corporation  
13001 Hohlenberg Drive  
St. Louis, Missouri 63044
2. EIN 43-1265338
3. On June 16, 1998, Cass Commercial Corporation adopted a plan providing deferred compensation for a select group of management or highly compensated employees. Currently, the corporation sponsors one such plan and four employees participate in that plan.

**Cass Information Systems, Inc.**  
**EIN 43-1305392**

In accordance with Regulation 2520.104-23(b) which exempts certain top hat plans from the reporting and disclosure statements of Title I of ERISA, the following is provided:

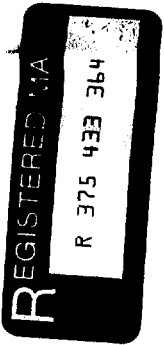
1. Cass Information Systems, Inc.  
13001 Hohlenberg Drive  
St. Louis, Missouri 63044
2. EIN 43-1305392
3. On June 16, 1998, Cass Information Systems, Inc. adopted a plan providing deferred compensation for a select group of management or highly compensated employees. Currently, the corporation sponsors one such plan and four employees participate in that plan.

**Cass Bank & Trust Company**  
**EIN 43-0209320**

In accordance with Regulation 2520.104-23(b) which exempts certain top hat plans from the reporting and disclosure statements of Title I of ERISA, the following is provided:

1. Cass Bank & Trust Company  
13001 Holenberg Drive  
St. Louis, Missouri 63044
2. EIN 43-0209320
3. On June 16, 1998, Cass Bank & Trust Company adopted a plan providing deferred compensation for a select group of management or highly compensated employees. Currently, the corporation sponsors one such plan and three employees participate in that plan.

4/24/98



<p><b>ARMSTRONG, TEASDALE, SCHLAFLY &amp; DAVIS</b>  <small>A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS</small>          ATTORNEYS AND COUNSELORS          ONE METROPOLITAN SQUARE, SUITE 2600          ST. LOUIS, MISSOURI 63102-2740</p>	<p><b>TO:</b></p> <p><b>Top Hat Plan Exemption          Pension and Welfare Benefits Administration          Room N-5644          U.S. Department of Labor          200 Constitution Avenue, N.W.          Washington, D.C. 20210</b></p>
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