

## Exhibit E

### NOTICE TO INTERESTED PERSONS

**TO:** Richard D. Chappuis, Jr., John N. Chappuis, and Robert L. Ellender (the "Trustees"), Beneficiaries and Other Interested Persons with respect to the H. Edwin McGlasson Jr. Plan Account (the "Plan Account") under the Voorhies & Labbe' Profit Sharing Plan (the "Plan") and Karen V. McGlasson and Mary Margaret McGlasson Francez (the "Applicants" and/or the "Beneficiaries").

**DATE:** \_\_\_\_\_, 2009

You are hereby notified that a written submission has been filed on behalf of the Plan Account and the Beneficiaries (the "Submission") with the United States Department of Labor (the "Department").

Through this Submission relating to the proposed transaction described below, the Beneficiaries are seeking relief from the sanctions imposed by the application of section 406(a)(1)(A) & (D), 406(b)(1), and 406(b)(2) of Title 1 of ERISA ("ERISA") as well as section 4975 of the Internal Revenue Code of 1986, as amended, (the "Code"). This Submission was filed pursuant to Prohibited Transaction Class Exemption 96-62: Class Exemption to Permit Certain Authorized Transactions Between Plans and Parties In Interest ("PTE 96-62").

1. The Plan is a Prototype Profit Sharing Plan and Trust established by Voorhies & Labbe' PLC, a professional law corporation located in Lafayette, Louisiana. As of December 31, 2007, the Plan had fifteen (15) participants, and the net value of the total plan assets was \_\_\_\_\_.
2. The Voorhies & Labbe' Profit-Sharing Plan's trustees are Richard D. Chappuis, Jr., John N. Chappuis, and Robert L. Ellender (the "Trustees").
3. The Plan Account is an individually directed participant account for H. Edwin McGlasson, Jr. under the Plan, intended to qualify under Code section 401(a) and 501(a) of the Internal Revenue Code.
4. Karen V. McGlasson, surviving spouse of H. Edwin McGlasson, Jr., and Mary Margaret McGlasson Francez, daughter of H. Edwin McGlasson, Jr., are the only Beneficiaries of the aforementioned Plan Account of H. Edwin McGlasson, Jr.
5. As of the most recently available Statement of Net Assets of the Plan Account, dated September 30, 2008, the assets of the Plan Account consisted of: (i) cash, including checking account, money market accounts, and certificates of deposit, in the amount of \$\_\_\_\_\_. (ii) 20,000 shares of common stock, Stock Certificate # 4061 ("Company Stock") of the Tri-Parish Bancharas, Ltd. (the "Company") with a value of \$1,030,000.00 (based upon the December 31, 2007 appraised value of \$51.50 per share). The aggregate fair market value of the assets in the Plan was approximately \$\_\_\_\_\_. The Company Stock held in the Plan Account is not subject to option, hypothecation, or pledge, and is only subject to the

required restrictions under federal securities laws. No other member of the Applicants' family owns shares of Company Stock.

6. The Company is a Louisiana corporation and registered bank holding company currently taxed as an S-corporation for federal income tax purposes with 299,000 shares of Company Stock outstanding as of June, 2008.
7. The Beneficiaries desire to implement a rollover of the Plan Account's assets into an Individual Retirement Account (IRA),
8. Under Section 1361 of the Code, an IRA is not an eligible shareholder of an S-Corporation, so upon the proposed rollover into an IRA the Company would lose its S-elect. This would result in the Company being taxed as a C-Corporation which may adversely affect the Company's earnings and future taxes.
9. The Beneficiaries desire to purchase the Company Stock from the Plan Account, to assure the Company may retain its S-election and to prevent significant adverse consequences to the Beneficiaries and the Plan Account. (the "Proposed Transaction").
10. Under Code section 4975, the term "prohibited transaction" means any direct or indirect sale or exchange, or leasing of any property between a plan and a disqualified person.
11. Under Code section 4975(e)(2), the Beneficiaries are disqualified persons so the sale of the Company Stock by the Plan Account to the Beneficiaries without an exemption violates Code section 4975(c)(1)(A) through (E).
12. The Beneficiaries are seeking authorization pursuant to PTE 96-62 that the restrictions imposed by the application of section 406(a)(1)(A) & (D), 406(b)(1), and 406(b)(2) of Title 1 of ERISA ("ERISA") as well as the sanctions resulting from the application of section 4975 of the Internal Revenue Code of 1986 would not apply to the proposed transaction.

**The submission has met the requirements for tentative authorization under PTE 96-62.**

If final authorization is issued by the Department pursuant to PTE 96-62, the sanctions resulting from the application of section 406(a), 406(b)(1), and 406(b)(2) of Title 1 of ERISA and section 4975 of the Code by reason of section 4975 (c)(1)(A) through (E) of the Code shall not apply to the cash sale by the Plan Account to the Beneficiaries of the shares of Company Stock of the Company.

The authorization is subject to the following conditions:

1. The terms and conditions of the Proposed Transaction are at least as favorable to the Plan Account as those obtainable in an arm's length transaction with an unrelated party.
2. The Proposed Transaction is a one-time transaction for cash.
3. The Plan Account will receive the fair market value of the Company Stock on the date of the Proposed Transaction, based upon an updated appraisal of Company

Stock determined by The Bank Advisory Group, L.L.C. ("BAG"), a qualified independent appraiser.

4. The Plan Account will not pay commissions, costs or other expenses in connection with the Proposed Transactions.
5. Karen V. McGlasson and Mary Margaret McGlasson Francez are the only persons who will be affected by the Proposed Transaction.
6. The Plan Account meets the requirements of section 401(a) of the Code.

The Company Stock held by the Plan Account is further described as follows. The Plan Account currently owns 20,000 shares of Company Stock, which constitutes approximately 6.69 % of the issued and outstanding shares of Company Stock as of December 31, 2007. The timeline summarizing the activities which resulted in the Plan Account's acquisition of these 20,000 shares of Company Stock is attached as *Exhibit A* to this notice.

According to the Company, the cash dividends and/or distributions received on the outstanding shares since January 1, 1998 was \$124,000.00. The payment method used by the Plan Account to acquire the Company Stock was cash. During the holding of the Company Stock, the Plan Account incurred no expenses directly related to the holding of Company Stock. As of December 31, 2007, the estimated aggregate fair market value of the Company Stock held by the Plan Account is \$1,030,000.00 based upon an independent appraisal of the Company Stock by BAG, a qualified independent appraiser. BAG is a specialized consulting firm focused on providing stock valuation, and as such, BAG has participated in well over 1,000 client relationships involving the fair market evaluation of control and/or minority block of stock. Further, BAG is an independent appraiser because the portion of BAG's total annual gross revenues derived from its engagement with the Company is significantly less than 1%. In BAG's appraisal report dated December 31, 2007, BAG determined the fair market value of a minority, non-marketable interest in Company Stock to be \$51.50 per share. As noted above, the estimated total fair market value of the assets of the Plan (based upon the December 31, 2007 appraised value of \$51.50 per share for the Company Stock) totaled approximately \$1,030,000.00. Accordingly, the percentage of the Plan Account's assets represented by the Company Stock is approximately 35%.

Provided that the Department issues "final authorization" for the Proposed Transaction, the Proposed Transaction is expected to take place **no later than 30 days** following the receipt of final authorization from the Department. BAG, the qualified independent appraiser, previously determined the "fair market value" per share of Company Stock as of December 31, 2007. Upon receipt of final authorization, the applicants will obtain an updated appraisal of the fair market value of the Company Stock from BAG. BAG will update its valuation to approximately the date of the Proposed Transaction. Similar to the December 31, 2007 valuation, the updated valuation will be based upon numerous factors, including, but not limited to: (i) the Company's current financial condition and recent operating performance, (ii) estimates

of the Company's business potential and the present state of business development, and (iii) the business of banking in general in the south-western United States. The purchase price paid by the Applicants for the Company Stock held in the Plan Account will be based on this updated valuation issued by BAG.

Upon the consummation of the Proposed Transaction, the Company Stock will be purchased from the Plan Account by the Applicants. The Applicants propose to purchase the shares of Company Stock from the Plan Account so that they can roll over the Plan Account's assets into an (IRA). The Company Stock cannot be rolled over into the IRA because the Company is a Subchapter S Corporation and under Internal Revenue Code Section 1361, and the IRA is not an eligible shareholder of an S-Corporation. The Applicants note that the rollover is conditioned upon the receipt by the Plan Account of final authorization from the Department pursuant to PTE 96- 62.

The Proposed purchase Transaction will benefit the Plan Account because such purchase will be at the updated fair market value of Company Stock, as determined by BAG. In addition, the sale will result in the exchange of an illiquid, nonmarketable asset for cash, thus enhancing the liquidity of, and ability to diversify the assets of, the Plan Account.

This final authorization application is being filed under the Department's expedited application program as outlined in PTE 96-62. This option is available because the Proposed Transaction is substantially similar to a transaction described in one individual exemption granted by the Department within the past 120 months and one transaction which received final authorization under the expedited prohibited transaction class exemption rules (EXPRO) within the last 60 months. The Federal Register citations for the individual exemptions and the Final Authorization Numbers for the EXPRO cases are as follows:

- \* Prohibited Transaction Exemption 2007-09 for the DeRose Dental Offices, Inc. S.C. Profit Sharing Plan (the "Plan"), 72 FR 36045 (July 02, 2007). This exemption retroactively exempted the cash sales by the Plan of 2,174 shares of stock in Wisconsin Bancshares, Inc. each to Francesca DeRose and Nicolet DeRose, parties in interest with respect to the Plan. Wisconsin Bancshares, Inc. desired to make a Subchapter S-election. Although a tax-exempt qualified trust forming part of a profit-sharing plan can be an S-Corporation eligible shareholder, such exempt trust is required to pay the unrelated business income tax ("UBIT") on all income attributable to ownership of stock of an S-Corporation, whether or not the S-Corporation actually distributes the income to the trust. In addition, any gain on the sale of the S-Corporation stock by a trust is generally subject to UBIT. Consequently, Francesca DeRose and Nicolet DeRose desired to purchase the company stock from the plan before the company filed a Subchapter S-election.
  
- \* Final Authorization 06-19E involving the Tejas PSF Inc Defined Benefit Plan (the "Plan") (December 29, 2006). This authorization permits the cash sale by the Plan of Company Stock of F&M Bancshares Inc. to Peter G. Fagan, the Plan's

Trustee and a disqualified person under the Plan, where F&M Bancshares Inc. proposed to make a sub-chapter S-election, and in order to do so, all shareholders of the Company must be eligible shareholders of an S-Corporation under Internal Revenue Code Section 1361. While the Plan is an eligible shareholder of an S-Corporation, Peter G. Fagan desired this exemption to avoid negative tax consequences such as unrelated business taxable income (“UBIT”) on income attributable to shares of Company Stock or gain from future sales after the S-election, on which the Plan would pay tax at a rate of 35%.

The fact patterns in the exemption and final authorization referenced above are substantially similar to the facts of this Submission, with any differences immaterial to the the authorization requested in this Submission. Like Karen V. McGlasson and Mary Margaret McGlasson Francez, the beneficiaries in this Submission, Francesca DeRose and Nicolet DeRose, and Peter G. Fagan desired to purchase shares of common stock in a financial institution which were owned by each respective profit sharing plan. While the financial institutions involved in the above referenced exemption and final authorization desired to make a Subchapter S-election for federal income tax purposes, the financial institution involved in this Submission is already an S-Corporation. Due to the Subchapter S-election, the inability of Francesca DeRose and Nicolet DeRose, and Peter G. Fagan to purchase the shares of Company Stock would have resulted in significant adverse tax consequences for the Plans and the respective applicants and would have resulted in the Plans being forced to continue to hold an illiquid, non-marketable asset.

Similarly to these two transactions, the Beneficiaries desire to purchase shares of Common Stock in a financial institution which are owned by a profit-sharing plan. In this case, as in the above cited cases, the valuation of the Company Stock will be determined by a qualified independent appraiser. The inability of the Beneficiaries to purchase the shares of Company Stock will also result in negative economic consequences. In the event that the Department does not issue Final Authorization, the Beneficiaries’ rollover of the Plan’s assets into an IRA would result in the Company losing its S-election. The loss of this S-election would in turn result in the Company being taxed as a C-Corporation and negatively affect the value of the Company Stock by increasing its taxes during the Company’s operations or in the event of an eventual sale. Also, without the execution of the Proposed Transaction, the Plan would continue to hold an illiquid, non-marketable asset. Accordingly, similar to Francesca DeRose and Nicolet DeRose, and Peter G. Fagan, the Beneficiaries are proposing to purchase shares of Company Stock from the Plan at the approximate fair market value of the Company Stock, as valued by a qualified independent appraiser.

The prior transactions discussed above have facts virtually identical to those of the transaction proposed by this Submission. In each transaction, the Department permitted the applicants, each in their individual capacity, to purchase the common stock from each respective profit-sharing plan at the fair market value of the stock as determined by a qualified independent appraiser. The Applicants strongly desired to

retain the Company Stock held in the profit-sharing plans, but avoid adverse tax consequences. The proposed transaction satisfies both of these goals and remains within the scope of the prior exemption and final authorization.

As a person who may be affected by this Submission, you have the right to comment on the proposed transaction. Written comments should be addressed to:

Office of Exemption Determinations  
Employee Benefits Security Administration  
U.S. Department of Labor  
200 Constitution Avenue, NW  
Room N-5700  
Washington, D.C. 20210  
Attn: Gary Lefkowitz

Comments may also be submitted by fax to (202) 219-0204, or by email to [lefkowitz.gary@dol.gov](mailto:lefkowitz.gary@dol.gov). The comment period will close on, \_\_\_\_\_, 2008 (25 days following the 3 business days immediately after the mailing of notice to interested parties). Final Authorization of the Proposed Transaction will not occur until the Department reviews all comments received in response to this notice.