

PROXY

**THIS PROXY IS SOLICITED ON BEHALF OF
THE BOARD OF DIRECTORS
FOR THE 2016 ANNUAL MEETING OF SHAREHOLDERS OF
FIRST FARMERS FINANCIAL CORPORATION**

I hereby appoint Jan Fern and Christopher Norris, and each of them, my proxies, with power of substitution, to vote all shares of First Farmers Financial Corporation (the "Corporation") that I am entitled to vote at the Annual Meeting of Shareholders to be held at the First Farmers Financial Corp. offices in Converse, Indiana, on Tuesday, May 10, 2016, at 1:00 p.m., (Converse time), and any adjournments thereof, as provided herein.

THIS PROXY WILL BE VOTED AS SPECIFIED. IN THE ABSENCE OF SPECIFICATIONS, THIS PROXY WILL BE VOTED FOR THE ELECTION OF DIRECTORS. THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ELECTION OF DIRECTORS.

This Proxy may be revoked at any time prior to its exercise at the Annual Meeting.

SHAREHOLDERS SHOULD MARK, SIGN AND DATE THIS PROXY AND RETURN IT PROMPTLY IN THE ENCLOSED ENVELOPE.

1. ELECTION OF DIRECTORS

FOR the nominees listed below, except as marked to the contrary below.

Class III Directors, Kelly A. McClure, Bradley J. Howell, Gene E. Miles and Jeffrey A. Stout; Class I Directors, Keith D. Hill and Jeffrey T. Harts

WITHHOLD AUTHORITY to vote for the nominees listed above.

To withhold authority to vote for any particular nominee or nominees, write his or her name in the space provided below.

2. At their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting.

Dated: _____

Signature or Signatures

(Please sign exactly as your name appears on this proxy. If shares are issued in the name of two or more persons, all such persons should sign. Trustees, executors, and others signing in a representative capacity should indicate the capacity in which they sign.)

FIRST FARMERS FINANCIAL CORPORATION
NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD May 10, 2016

The Annual Meeting of Shareholders of First Farmers Financial Corporation (the “Corporation”) will be held at the First Farmers Financial Corp. offices in Converse, Indiana, on **Tuesday, May 10, 2016 at 1:00 p.m.**, for the following purposes:

1. To elect four Class III Directors to hold office until the Annual Meeting of Shareholders in the year 2019 and elect two Class I Directors to hold office until the Annual Meeting of the Shareholders in the year 2017 and until their successors are elected and have qualified.
2. To transact such other business as may properly come before the Annual Meeting.

The record date for the determination of shareholders entitled to receive notice of and to vote at the Annual Meeting is the close of business on April 15, 2016.

SHAREHOLDERS ARE INVITED TO ATTEND THE MEETING IN PERSON. ALL SHAREHOLDERS, EVEN IF THEY PLAN TO ATTEND THE MEETING, ARE REQUESTED TO COMPLETE, SIGN, AND DATE THE ACCOMPANYING PROXY AND TO RETURN IT PROMPTLY IN THE ENCLOSED ENVELOPE, WHICH REQUIRES NO POSTAGE IF MAILED IN THE UNITED STATES.

By Order of the Board of Directors,

Gene E. Miles
President and CEO

Dated: April 15, 2016
Converse, Indiana

PROXY STATEMENT

ANNUAL MEETING OF SHAREHOLDERS OF FIRST FARMERS FINANCIAL CORPORATION

INTRODUCTION

This Proxy Statement is being furnished to shareholders on or about April 20, 2016, in connection with the solicitation by the Board of Directors of First Farmers Financial Corporation (“First Farmers” or the “Corporation”) of proxies to be voted at the Annual Meeting of Shareholders to be held at the First Farmers Financial Corp. office in Converse, Indiana, on Tuesday, May 10, 2016, at 1:00 p.m. The Corporation is the parent holding company for First Farmers Bank & Trust, Converse, Indiana (the “Bank”).

At the close of business on April 15, 2016, which has been fixed as the record date for the purpose of determining the shareholders entitled to receive notice of and to vote at the Annual Meeting, there were 3,579,348 Common Shares outstanding and entitled to vote at the Annual Meeting. On all matters, including the election of Directors, each shareholder will have one vote for each share held.

If the enclosed form of proxy is executed and returned, it may nevertheless be revoked at any time insofar as it has not been exercised. The proxy may be revoked by either (a) filing with the Secretary of the Corporation (or other officer or agent of First Farmers authorized to tabulate votes) (i) an instrument revoking the proxy or (ii) a subsequently dated proxy, or (b) attending the Annual Meeting and voting in person. Unless revoked, the proxy will be voted at the Annual Meeting in accordance with the instructions of the shareholder as indicated on the proxy. If no instructions are given, the shares will be voted as recommended by a majority of the Directors.

ELECTION OF DIRECTORS

Nominees

The Corporation’s Board of Directors currently consists of eleven members, designated as Class I, Class II, and Class III, with each class including approximately one-third of the total number of Directors as fixed from time to time. The Board has fixed the board number to be eleven effective with this election. The Directors serve staggered three-year terms, so that the Directors of only one class are elected at each Annual Meeting of Stockholders. The term of office of one class of Directors expires each year. Each Director serves until the annual meeting of the shareholders held in the year that is three years after such Director’s election and thereafter until such Director’s successor is elected and has qualified or until the earlier of the following: Director’s resignation, disqualification, removal, or death. At the Annual Meeting, the shareholders will be asked to elect Four Directors as Class III Directors to serve for three-year terms, which will expire at the Annual Meeting of Shareholders in 2019 and Two Directors as Class I Directors to serve for a term of one year completing retiring Director Janice K. Fern’s term and Dr. Mark A. Holt’s open seat. The newly elected Class I Directors terms will expire at the Annual Meeting of Shareholders in 2017. A nominee will be elected by a majority of the votes cast in the election. Shares present, but not voted for any nominee, do not affect the determination of whether a nominee has received a majority of the votes cast.

It is the intention of the persons named in the accompanying form of proxy to vote such proxy for the election to the Board of Directors of **Kelly A. McClure, Bradley J. Howell, Gene E. Miles, and Jeffrey A. Stout**. Nominees **McClure, Howell, Miles, and Stout** are now Directors whose present terms expire this year. Nominees **Keith D. Hill and Jeffrey T. Harts** are to fill the retiring and open directorships. Each such person has indicated that he or she will accept nomination and election as a Director. If however, any such person is unable or unwilling to accept nomination or election, it is the intention of the Board of Directors to nominate such other person as it may in its discretion determine, in which event the shares subject to the proxy will be voted for that person.

A brief biographical outline of each of the persons proposed for nomination as Class I or III Director by the Board of Directors is provided as follows:

Class III Directors. A brief biographical outline of each of the Class III Directors is provided as follows.

Kelly A. McClure, age 49, is President of McClure Oil Corporation, Marion, Indiana. She has a BA degree in Economics from Indiana University. She has served in various business capacities and organizations. She was elected to the board in 2015 and serves on the Budget, Asset Liability, and Investment Committees. She owns 3,158 shares of the Corporation's stock

Bradley J. Howell, age 63, is the owner of Brad Howell Ford and Dirt & Turf Sales in Greentown, Indiana. He was elected to the Board in 1996. He serves on the Loan, Risk Management and Compensation Committees. He owns 3,552 shares of the Corporation's stock.

Gene E. Miles, age 62, is President of the Corporation and President of the Bank since 1997. He has been employed by First Farmers since 1979 and was elected to the Board in 1995. He serves as a member of the Asset/Liability, Investment, Risk Management and Compensation Committees. He owns 62,510 shares of the Corporation. In addition, Mrs. Miles owns 33,951 shares of the Corporation's stock.

Jeffrey A. Stout, age 51, is President of Stout and Son Funeral Home and member of other affiliates in Russiaville and the Kokomo Area. He was elected to the board in 2010 and serves as a member of the Risk Management and Audit Committees. He owns 1,200 shares of the Corporation's Stock.

Class I Directors. A brief biographical outline of each of the Class I Directors is provided as follows.

Keith D. Hill, age 45, is Executive Vice President and CFO of the Corporation and the Bank since 2001. He received his bachelor's degrees in Business Administration and Economics from Barat College of DePaul University in 1993 and earned his Certified Public Accounting certificate in 1995. Mr. Hill has 23 years of banking experience, which includes three years with Blackhawk Bancorp, Inc. (Beloit, WI) an SEC registered bank holding company and its subsidiary bank, Blackhawk State Bank, as Vice President of Finance and then Chief Executive Officer. Prior to joining Blackhawk, Mr. Hill spent five years, three as Chief Financial Officer, with First Financial Bancorp (Belvidere, IL), an SEC registered savings and loan holding company and its subsidiary First Federal Savings Bank. He will be a newly elected director in 2016. He serves as a member of the Asset/Liability, Investment, and Audit Committees. He owns 6,588 shares of the Corporation's stock.

Jeffrey T. Harts, age 43, is Vice President and Chief Risk Officer of Central Indiana Ethanol in Marion, Indiana. He has a Bachelor's degree in Agricultural Economics from Purdue University. He has 7 years of banking experience, where he was a Sr. Commercial and Ag Lender at FFBT. He also managed grain elevators for Cargill and Martin Farmers Co-op. He has been involved in several industry organizations in both the ethanol industry and previously in the banking industry. He also serves locally in several community organizations. He will be a newly elected director in 2016 and will serve on bank committees as appointed by the Chairman. He owns 1,430 shares of the Corporation's Stock.

In addition to the six nominees listed above, who currently serve as Class III Directors and the two new nominees to serve as Class I Directors, the following persons also currently serve as Directors of the Corporation. Such persons are designated below as either Class I or Class II Directors. The Class I Directors will serve until the Annual Meeting of Shareholders in 2017, and Class II Directors will serve until the Annual Meeting of Shareholders in 2018. No other action will be taken at the upcoming Annual Meeting in regard to such Directors.

Class I Directors. A brief biographical outline of each of the Class I Directors is provided as follows:

R. Brian Renbarger, age 62, is a farmer in Howard County, Indiana. He has been a Director since 1989 and serves as Chairman of the Board. He serves on the Compensation, Loan, and Audit Committees. He owns 20,936 shares of the Corporation's Stock. His wife owns 12,840 shares of the Corporation's stock.

Kevin L. Trimble, age 44, is a farmer in Miami, Wabash and Grant Counties, Indiana. He has been a Director since 2014, and serves on the Asset/Liability, Budget, Investment, and Loan Committees. He owns 1,200 shares of the Corporation's stock.

Class II Directors. A brief biographical outline of the Class II Directors is provided as follows.

Dr. Freddie Barnard, age 63, is a Professor of Agricultural Economics at Purdue University and is Director of the Indiana Bankers Association School for Agricultural Lenders. He has been a Director since 2007 and serves on the Budget and Loan Committees. He owns 5,200 shares of the Corporation's stock.

John P. O'Donnell, age 67, has 35 years of banking experience. He served as the Regional President for Harris Bank in Kokomo. Previously, he held the positions of President of First National Bank and Trust in Kokomo, President of First National Investments, and President of First National Insurance. John currently is CEO & Chairman of the Board of Kokomo Opalescent Glass Company. He serves on the Risk Management and Loan Committees. He owns 2,474 shares of the Corporation's stock.

Christopher J. Norris, age 53, is President of Norris Insurance Agency and has been a Certified Public Accountant since 1986. He was elected to the Board in 2008 and serves on the Audit, Compensation and Investment Committees. He owns 1,492 shares of the Corporation's stock.

BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE FOR THE ELECTION OF, KELLY A. MCCLURE, BRADLEY J. HOWELL, GENE E. MILES, AND JEFFREY A. STOUT, AS CLASS III DIRECTORS WITH TERMS TO EXPIRE IN 2019 AND KEITH D. HILL, AND JEFFREY T. HARTS, AS CLASS I DIRECTORS WITH TERMS TO EXPIRE IN 2017.