FIRST BANCTRUST CORPORATION
114 W. Church Street
Champaign, IL 61824
(217) 465-6381

March 18, 2015

Dear Stockholder:

On behalf of the Board of Directors and management of First BancTrust Corporation, we cordially invite you to attend the 2015 Annual Meeting of Stockholders on Monday, April 27, 2015. The meeting will be held at 10:00 a.m. local time at First Bank & Trust, 101 S. Central Avenue, Paris, Illinois.

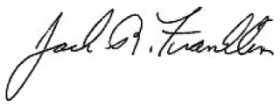
On the page following this letter, you will find the Notice of Meeting which lists the matters to be considered at the meeting. Following the Notice of Meeting is the proxy statement which describes these matters and provides you with additional information about our Company. Also enclosed you will find the Company's 2014 annual report and your proxy card, which allows you to vote on these matters.

Your vote is important. A majority of the common stock must be represented, either in person or by proxy, to constitute a quorum for the conduct of business. **We urge each shareholder to promptly sign and return the enclosed proxy card or to use telephone or internet voting even if you plan to attend the meeting.** You can attend the meeting and vote in person, even if you have sent in a proxy card.

The Board of Directors recommends that stockholders vote **FOR** each of the proposals stated in the proxy statement.

Your Board of Directors and I look forward to seeing you at the meeting. **Whether or not you can attend, we greatly appreciate your cooperation in promptly voting your shares. Internet and telephone voting are available and instructions are provided on the enclosed proxy card**.

Sincerely,



Jack R. Franklin
President and Chief Executive Officer

FIRST BANCTRUST CORPORATION
114 W. Church Street
Champaign, IL 61824

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

DATE AND TIME.....	Monday, April 27, 2015 at 10:00 a.m., local time
PLACE.....	First Bank & Trust 101 S. Central Avenue Paris, Illinois
ITEMS OF BUSINESS.....	(1) To elect three members of the Board of Directors for three-year terms; (2) To ratify the selection of BKD, LLP as independent auditors of the Company for the 2015 fiscal year. (3) To transact such other business as may properly come before the Meeting.
ANNUAL REPORT	Our 2014 annual report, which is not a part of the proxy soliciting material, is enclosed.
RECORD DATE.....	You can vote if you are a stockholder of record on March 2, 2015.
QUORUM	A majority of the shares of common stock must be represented at the meeting. If there are insufficient shares, the meeting may be adjourned.
PROXY VOTING	Your vote is very important. You can vote your shares via the Internet, by telephone or by completing and returning the proxy card or voting instructions form sent to you. You can revoke a proxy at any time before the meeting by following the instructions in the proxy statement.

BY ORDER OF THE BOARD OF DIRECTORS



Joseph R. Schroeder, *Corporate Secretary*

March 18, 2015
Champaign, Illinois

IMPORTANT NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS

Important Notice Regarding the Availability of Proxy Materials for the Annual Stockholders Meeting to be Held on April 27, 2015

We have elected to provide access to our proxy materials over the Internet to help conserve resources and reduce printing and distribution costs. We will be mailing a Notice of Availability of Proxy Materials ("Notice") to our stockholders, instead of a paper copy of the proxy materials, which include this proxy statement and our Annual Report for the year ended December 31, 2014, with instructions on how to access such proxy materials over the Internet.

This notice of our 2015 annual meeting of stockholders, proxy statement and the Company's 2014 Annual Report are available on the internet at the following website: www.proxyvote.com.

SOLICITATION AND VOTING

We are sending you this Proxy Statement and the enclosed proxy card because the Board of Directors of First BancTrust Corporation (the "Company" "we" or "us") is soliciting your proxy vote at the 2015 Annual Meeting of Stockholders (the "Annual Meeting"). This Proxy Statement summarizes the information you need to know to vote at the Annual Meeting.

You are invited to attend our Annual Meeting on April 27, 2015, beginning at 10:00 a.m., local time. The Annual Meeting will be held at First Bank & Trust, 101 S. Central Avenue, Paris, Illinois.

This Proxy Statement and the enclosed form of proxy are being mailed starting on or about March 18, 2015.

Stockholders Entitled to Vote

Holders of record of common stock of the Company at the close of business on March 2, 2015 are entitled to receive this notice. Each share of common stock of the Company is equal to one vote.

There is no cumulative voting at the Annual Meeting.

As of the record date, there were 2,152,719 common shares issued and outstanding.

Voting Procedures

Unless you hold your shares in the Company's Retirement Savings Plan (the "401(k) Plan") or the Employee Stock Ownership Plan and Trust (the "ESOP"), you can vote on matters to come before the meeting in one of the following ways:

- you can attend the Annual Meeting and cast your vote there;
- you can vote by signing and returning the enclosed proxy card. If you do so, the individuals named as proxies on the card will vote your shares in the manner you indicate; or
- you can vote by Internet or by telephone by following the instructions on the enclosed proxy card.

You may also choose to vote for all of the nominees for Director and each proposal by simply signing, dating and returning the enclosed proxy card without further direction. All signed and returned proxies that contain no direction as to vote will be voted **FOR** each of the nominees for Director and **FOR** each of the proposals.

The Board of Directors has selected itself as the persons to act as proxies on the proxy card.

If you plan to attend the Annual Meeting and vote in person, you should request a ballot when you arrive. **HOWEVER, IF YOUR SHARES ARE HELD IN THE NAME OF YOUR BROKER, BANK OR OTHER NOMINEE (COMMONLY REFERRED TO AS HELD IN "STREET NAME"), THE INSPECTOR OF ELECTION WILL REQUIRE YOU TO PRESENT A POWER OF ATTORNEY OR PROXY IN YOUR NAME FROM SUCH BROKER, BANK OR OTHER NOMINEE FOR YOU TO VOTE SUCH SHARES AT THE ANNUAL MEETING**. We encourage you to contact your broker, bank or nominee regarding the voting of your shares. Your broker, bank or nominee may allow you to deliver your voting instructions via the telephone or the Internet. Please see the instruction form provided by your broker, bank or other nominee that accompanies the notice and proxy card.

Voting Procedures for Shares in the Company's 401(k) Plan or ESOP

If you participate in the Company's 401(k) Plan or ESOP, please return your proxy card in the envelope on a timely basis to ensure that your proxy is voted. Instructions for voting are included on the proxy card. If you own or are entitled to give voting instructions for shares in the 401(k) Plan or ESOP and do not vote your shares or give voting instructions, generally, the Plan Administrator or Trustee will vote your shares in the same proportion as the shares for all plan participants for which voting instructions have been received. Holders of shares in the 401(k) Plan or ESOP will not be permitted to vote such shares at the Annual Meeting, but their attendance is encouraged and welcomed.

Required Vote

The presence, in person or by proxy, of the holders of a majority of the votes entitled to be cast by the stockholders at the Annual Meeting is necessary to constitute a quorum. Abstentions and broker "non votes" are counted as present and entitled to vote for purposes of determining a quorum. A broker "non vote" occurs when a broker, bank or other nominee holding shares for a beneficial owner does not vote on a particular proposal because such broker, bank or nominee does not have discretionary authority to vote and has not received instructions from the beneficial owner.

Once a quorum is achieved, a plurality of votes cast is all that is necessary for the election of Directors. Abstentions and broker "non votes" are not counted in determining the vote. As to ratification of BKD, LLP and all other matters that may come before the meeting, the affirmative vote of a majority of votes cast is necessary for the approval of such matters. Abstentions and broker “non votes” are again not counted for purposes of approving the matter.

Revoking a Proxy

If you give a proxy, you may revoke it at any time before it is exercised. You may revoke your proxy in any one of three ways:

- you may send in another proxy with a later date;
- you may notify the Company's Secretary in writing at First BancTrust Corporation, 101 South Central Avenue, P.O. Box 880, Paris, Illinois 61944; or
- unless you hold shares in the 401(k) Plan or ESOP, you may revoke by voting in person at the Annual Meeting.

If you choose to revoke your proxy by attending the Annual Meeting, you must vote in accordance with the rules for voting at the Annual Meeting. Attending the Annual Meeting alone will not constitute revocation of a proxy.

List of Stockholders

A list of stockholders entitled to vote at the Annual Meeting will be available for examination by stockholders for any purpose related to the Annual Meeting at the Company's offices at 101 South Central Avenue, Paris, Illinois for a period of ten days prior to the Annual Meeting. A list will also be available at the Annual Meeting itself.

Cost of Proxy Solicitation

We will pay the expenses of soliciting proxies. Proxies may be solicited on our behalf by directors, officers or employees in person or by telephone, mail, fax, email or telegram. We do not intend to engage a proxy solicitation firm to assist us in the distribution and solicitation of proxies. The Company will also request persons, firms and corporations holding shares in their names for other beneficial owners to send proxy materials to such beneficial owners. The Company will reimburse these persons for their expenses.

Inspector of Election

Your proxy returned in the enclosed envelope will be delivered to Broadridge Financial Solutions, the Company's proxy tabulator. The Board of Directors has designated the Company's Assistant Corporate Secretary to act as Inspector of Election and to tabulate the votes at the Annual Meeting. After the final adjournment of the Annual Meeting, the proxies will be returned to the Company.

Other Matters

The Board of Directors knows of no business which will be presented for consideration at the Annual Meeting other than as stated in the Notice of Annual Meeting of Stockholders. If, however, other matters are properly brought before the Annual Meeting, it is the intention of the persons named in the proxies to vote the shares on such matters in their discretion.

GOVERNANCE OF THE COMPANY

General

The Company periodically reviews its corporate governance policies and procedures to ensure that the Company meets the highest standards of ethical conduct, reports results with accuracy and transparency and maintains full compliance with the laws, rules and regulations that govern the Company's operations.

Corporate Governance Policy

The Company has adopted a corporate governance policy to govern certain activities, including:

1) the duties and responsibilities of the Board of Directors and each director;
2) the composition and operation of the Board of Directors;
3) the establishment and operation of Board committees;
4) convening executive sessions of independent directors;
5) succession planning;
6) the Board of Directors' interaction with management and third parties; and
7) the evaluation of the performance of the Board of Directors and of the chief executive officer.

Code of Ethics and Business Conduct

The Company has adopted a Code of Ethics and Business Conduct that is designed to ensure that the Company's directors, executive officers and employees meet the highest standards of ethical conduct. The Code of Ethics and Business Conduct requires that the Company's directors, executive officers and employees avoid conflicts of interest, comply with all laws and other legal requirements, conduct business in an honest and ethical manner and otherwise act with integrity and in the Company's best interest. Under the terms of the Code of Ethics and Business Conduct, directors, executive officers and employees are required to report any conduct that they believe in good faith to be an actual or apparent violation of the Code.

As a mechanism to encourage compliance with the Code of Ethics and Business Conduct, the Company has established procedures to receive, retain and address complaints received regarding accounting, internal accounting controls or auditing matters. These procedures ensure that individuals may submit concerns regarding questionable accounting or auditing matters in a confidential and anonymous manner. The Code of Ethics and Business Conduct also prohibits the Company from retaliating against any director, executive officer or employee who reports actual or apparent violations of the Code.

Role and Composition of the Board of Directors

Our Company's Board of Directors is the ultimate decision making body of the Company, except for matters which by law or our Certificate of Incorporation require the vote of stockholders. The Board of Directors selects the management of the Company, which management is responsible for the Company's day to day operations. The Board acts as an advisor to management and also monitors its performance.

Members of the Board of Directors may serve also as Directors of First Bank & Trust, S.B. (the "Bank"). The Bank is the Company's wholly owned subsidiary. You will find a discussion of its activities in your Annual Report.

During 2014, the Company's Board of Directors held six regular meetings and twelve special meetings. In addition, the Board of Directors has authorized four Committees to manage distinct matters of the Company. These Committees are the Executive Committee, the Audit Committee, the Nominating Committee, and the Compensation Committee. All of our Directors attended 75 percent or more of the meetings of the Board and the Board Committees on which they served in 2014.

The Executive Committee

The Executive Committee generally acts in lieu of the full Board of Directors between board meetings. This committee is responsible for formulating and implementing policy decisions, subject to review by the entire Board of Directors.

The Audit Committee

The Board of Directors has a separately-designated standing Audit Committee. The Audit Committee, consisting of James D. Motley (Chairman), Joseph R. Schroeder, and John W. Welborn, meets periodically with independent auditors and management to review accounting, auditing, internal control structure and financial reporting matters. The Audit Committee is responsible for the annual appointment of the public accounting firm to be our outside auditors, subject to ratification by our stockholders. The Committee is responsible for the following tasks:

- maintaining a liaison with the outside auditors;
- reviewing the adequacy of internal controls;
- reviewing with management and outside auditors financial disclosures of the Company; and
- reviewing any material changes in accounting principles or practices used in preparing statements.

This committee met two times during the year ended December 31, 2014. The Audit Committee acts under a written charter adopted by the Board of Directors, a copy of which is available on our investor relations website at http://ir.firstbanktrust.com.

The Nominating Committee

Our Board of Directors has a Nominating Committee which consists of three directors. Vick N. Bowyer, John P. Graham, and Joseph R. Schroeder are the current members of this committee. The Nominating Committee identifies individuals to become board members and selects, or recommends for the board's selection, director nominees to be presented for stockholder approval at the annual meeting of stockholders or to fill any vacancies. During the fiscal year ended December 31, 2014, the Nominating Committee held one meeting.

Our Board of Directors has adopted a written charter for the Nominating Committee, a copy of which is available to stockholders on our investor relations website at http://ir.firstbanktrust.com.

The Nominating Committee's policy is to consider director candidates recommended by stockholders. Such recommendations must be made pursuant to timely notice in writing to:

First BancTrust Corporation
114 W. Church Street
Champaign, Illinois 61824

Section 4.15 of the Company's Bylaws governs nominations for election to the Board of Directors and requires all nominations for election to the Board of Directors, other than those made by or at the direction of the Board, to be made pursuant to timely notice in writing to the Secretary of the Company, as set forth in the Bylaws. To be timely, with respect to an election to be held at an annual meeting of stockholders, a stockholders' notice must be delivered to or received by the Secretary not later than 120 days prior to the anniversary date of the mailing of proxy materials by the Company in connection with the immediately preceding annual meeting of stockholders of the Company. No notice has been received by the Company in connection with the Annual Meeting. Each written notice of a stockholder nomination must set forth certain information specified in the Bylaws. The presiding officer of the meeting may refuse to acknowledge the nomination of any person not made in compliance with the procedures set forth in the Bylaws.

The Nominating Committee has not established specific, minimum qualifications for recommended nominees or specific qualities or skills for one or more of our directors to possess. The Nominating Committee uses a subjective process for identifying and evaluating nominees for director, based on the information available to, and the subjective judgments of, the members of the Nominating Committee and our then current needs, although the committee does not believe there would be any difference in the manner in which it evaluates nominees based on whether the nominee is recommended by a stockholder. Historically, nominees have been existing directors or business associates of our directors or officers.

The Compensation Committee

The Compensation Committee, consisting of David W. Dick, Terry T. Hutchison and John W. Welborn, is responsible for all matters regarding the Company’s and the Bank’s employee compensation and benefit programs. This committee met seven times in fiscal 2014.

Stockholder Communications with the Board

Our Board of Directors has a process for stockholders to send communications to the Board of Directors, its Nominating Committee or its Audit Committee, including complaints regarding accounting, internal accounting controls, or auditing matters. Communications can be sent to the Board of Directors, its Nominating Committee or its Audit Committee or specific directors either by regular mail to the attention of the Board of Directors, its Nominating Committee, its Audit Committee or specific directors, at our principal executive offices at 114 W. Church Street, Champaign, IL 61824. All of these communications will be reviewed by our Secretary (1) to filter out communications that our Secretary deems are not appropriate for our directors, such as spam and communications offering to buy or sell products or services, and (2) to sort and relay the remainder to the appropriate directors. We encourage all of our directors to attend the annual meeting of stockholders, if possible. All ten directors attended the 2014 annual meeting of stockholders.

ITEM 1. ELECTION OF DIRECTORS

The Company's Board of Directors consists of ten directors. The Board of Directors has three classes of directors with each class serving a three-year term and one class of directors is up for election each year. This results in a staggered Board which ensures continuity from year to year.

Accordingly, three directors will be elected at the 2015 Annual Meeting to serve for three-year terms expiring at our Annual Meeting in the year 2018.

The persons named in the enclosed proxy card intend to vote the proxy for the election of each of the three nominees unless you indicate on the proxy card that your vote should be withheld from any or all of such nominees. Each nominee elected as director will continue in office until their successor has been elected, or until their death, resignation or retirement.

The Board of Directors has proposed the following nominees for election as Directors with terms expiring in 2018 at the Annual Meeting: Vick N. Bowyer, James D. Motley and Joseph R. Schroeder.

The Board of Directors recommends a vote FOR the election of these nominees as Directors.

We expect each nominee to be able to serve if elected. If any nominee is not able to serve, proxies will be voted in favor of the remainder of those nominated and may be voted for substitute nominees. The principal occupation and certain other information about the nominees and other Directors whose terms of office continue after the Annual Meeting is set forth below. Such terms may include years of services for the Bank prior to the formation of the Company.

NOMINEES WHOSE TERMS WILL EXPIRE IN 2018

Name and Age as of the Annual Meeting	Position, Principal Occupation, Business Experience and Directorship
Joseph R. Schroeder 65	Director since 1997. Attorney in private practice at Bennett, Schroeder & Wieck, Marshall, Illinois since 1976. Indiana University, BA, 1972. John Marshall Law School, JD, 1975. Board member/President of The Marshall Education Trust Fund, Inc. Lay Leader First United Methodist Church. Secretary/Treasurer Marshall Rotary Club. Board member Burnsides Community Health Care.
James D. Motley..... 70	Director since 2002. Self-employed owner of the accounting firm, James D. Motley, C.P.A., Paris, Illinois since 1982. B.S. in Business Education and MBA degrees from Eastern Illinois University. Member American Institute of CPAs, Member of Paris Community Hospital Audit Committee. Member Paris Chamber of Commerce. Member of PEDCO.
Vick N. Bowyer..... 63	Director since 2003. Principal and co-owner of LPL, Financial, Marshall, Illinois, since April 2000. Financial advisor and principal, Raymond James Financial, Citizens National Bank of Paris from January 1996 to April 2000. B.S. Physics, Eastern Illinois University, 1974.

DIRECTORS WHOSE TERM WILL EXPIRE IN 2017

Name and Age as of the Annual Meeting	Position, Principal Occupation, Business Experience and Directorship
Jack R. Franklin..... 62	Director since 2007. President and Chief Executive Officer of the Company since February 2009. Chief Operating Officer and Executive Vice President from September 2007 to February 2009, President Champaign County branches, September 2003 to September 2007. Senior Vice President of the First BancTrust Corporation since 2005. B.S in Business, Eastern Illinois University. Graduate of Vanderbilt University's Graduate School of Bank Operations and Technology.
David W. Dick..... 65	Director since 1996. Retired from Gladding and Dick Insurance, Financial Representatives for Country Financial, Bloomington, Illinois, 1980 to 2012. A.S. Degree Vincennes University, Vincennes, Indiana. Board Certified, American Funeral Service Examining Board. Illinois Licensed Embalmer and Funeral Director since 1971. Edgar County, Illinois Coroner from 1984 to 2004. Elder First Christian Church, Paris, Illinois.
John P. Graham 62	Director since 2006. Vice President Finance & Accounting, Regency Consolidated Residential LLC, Champaign, Illinois, since October 1988. BS in Accountancy from the University of Illinois. Member Illinois Society of CPA's. Serves on the St. Malachy Parish Finance Council in Rantoul, Illinois.

DIRECTORS WHOSE TERMS WILL EXPIRE IN 2016

Name and Age as of the Annual Meeting	Position, Principal Occupation, Business Experience and Directorship
Terry T. Hutchison 62	Director since 1989. Self-employed Business Consultant, Charleston, Illinois since July 2002. Owner and Manager of Parkway Furniture Co., Paris, Illinois from November 1976 to June 2002. B.S. in Business, Major in Accounting, Eastern Illinois University. Member of East Central Illinois Homebuilders Association.
John W. Welborn..... 69	Director since 1995. Retired, Project Manager, Garmong Design Build, 2002 to 2005. Controller, Engineering Mgr, Operations Mgr, Facilities Mgr., TRW, Inc., 1971 to 2001. BS in Banking and Finance, ASU, Life Member VFW-Post 5975.
Matthew A. Carr..... 43	Director since 2012. Chief Credit Officer and Sr. Vice President at First Bank since September 2009. Vice President and Senior Commercial Lender from May 2008 to September 2009. Previously employed as Vice President of Commercial Lending at Busey Bank in Urbana, Illinois from 1992 to May 2008. Graduated in 1994 from the University of Illinois with a Bachelor of Science in Finance. Graduated in 2003 from Eastern Illinois University with a Master of Business Administration.
Hans L. Grotelueschen 45	Director since 2013. CPA and President of YG Financial Group, P.C. in Champaign, Illinois since 2005. Worked in the Small Business Group of RSM McGladrey in Champaign, Illinois from 2001 to 2005 and in the audit department of Arthur Anderson, LLP, in Milwaukee, Wisconsin from 1994 to 1995. Obtained his Master of Professional Accountancy degree from Indiana University Kelley School of Business in 2003 and graduated Cum Laude from Augustana College in 1992 with a BA in mathematics and accounting.

ITEM 2. RATIFICATION OF AUDITORS

The Audit Committee of the Board of Directors has appointed BKD, LLP to serve as our independent auditors for 2015 and is seeking the ratification of the appointment of BKD, LLP by our stockholders.

In the event our stockholders fail to ratify the selection of BKD, LLP, the Audit Committee will consider it as a direction to select other auditors for the subsequent year. Representatives of BKD, LLP will be present at the Annual Meeting to answer questions. They will also have the opportunity to make a statement if they desire to do so.

The following table sets forth the fees billed to the Company for the fiscal years ended December 31, 2014 and 2013 by BKD, LLP:

	2014	2013
Audit fees	$57,390	$55,949
Audit-related fees	$ 0	$ 0
Tax Fees	$12,948	$13,279
All Other fees	$ 8,511	$ 8,444

The affirmative vote of a majority of votes cast on this proposal, without regard to abstentions or broker "non votes," is required for the ratification of the appointment of BKD, LLP.

The Board of Directors recommends a vote FOR the ratification of the appointment of BKD, LLP as our independent auditors for the year 2015.

SECURITY OWNERSHIP OF DIRECTORS, NOMINEES FOR DIRECTORS MOST HIGHLY COMPENSATED EXECUTIVE OFFICERS AND ALL DIRECTORS AND EXECUTIVE OFFICERS AS A GROUP

Name	Amount and Nature of Beneficial Ownership	Ownership As a Percent of Class
Vick N. Bowyer (Director Nominee)	10,093[1]	0.47%
Matthew A. Carr (Director & Executive Officer)	2,441[2]	0.11%
David W. Dick (Director)	33,685[3]	1.55%
Jack R. Franklin (Director & President/CEO)	31,021[4]	1.43%
John P. Graham (Director)	11,080[5]	0.51%
Hans L. Grotelueschen (Director)	2,660[6]	0.12%
Terry T. Hutchison (Director)	16,000[7]	0.74%
Ellen M. Litteral (Executive Officer)	18,265[8]	0.84%
James D. Motley (Director Nominee)	4,051[9]	0.19%
Joseph R. Schroeder (Director Nominee)	33,348[10]	1.54%
Larry W. Strohm (Executive Officer)	35,003[11]	1.62%
David F. Sullivan (Executive Officer)	10,183[12]	0.47%
Phyllis Webster (Executive Officer)	23,351[13]	1.08%
John W. Welborn (Director)	21,904[14]	1.01%
All directors and executive officers as a group (14 persons)	253,085	11.68%

(1) Includes 802 shares in the Naomi J. Bowyer Trust and 800 shares in the Steven N. Bowyer Trust, trusts over which Mr. Bowyer has power as trustee.

(2) Includes 351 vested shares held by the ESOP for the account of Mr. Carr.

(3) Includes 20,700 shares owned by Mr. Dick's wife's trust, 1,100 shares held by Mr. Dick's wife's IRA, and 7,247 shares of restricted stock vested under the Company's Recognition and Retention Plan.
(4) Includes 5,973 held by Mr. Franklin's wife, 13,587 held by the Bank's 401(k) plan, 6,042 shares held by the ESOP for the account of Mr. Franklin, and 1,191 shares of restricted stock vested under the Company's Recognition and Retention Plan.
(5) Includes 11,080 shares in Mr. Graham's name.
(6) Includes 2,660 shares jointly held with Mr. Grotelueschen's wife.
(7) Includes 4,576 shares held in Mr. Hutchison's IRA, and 7,247 shares of restricted stock vested under the Company's Recognition and Retention Plan.
(8) Includes 5,000 shares jointly held with Ms. Litteral's husband, 2,196 held by the Bank's 401(k) plan, 6,072 shares held by the ESOP for the account of Ms. Litteral, and 3,098 shares of restricted stock vested under the Company's Recognition and Retention Plan.
(9) Includes 3,601 shares jointly held with Mr. Motley's wife.
(10) Includes 1,500 shares held by Mr. Schroeder's child, 7,500 shares held in Mr. Schroeder's IRA, and 7,247 shares of restricted stock vested under the Company's Recognition and Retention Plan.
(11) Includes 500 shares held in Mr. Strohm's wife's account, 3,000 shares held by Mr. Strohm's children, 21,424 held by the Bank's 401(k) plan, 8,887 shares held by the ESOP for the account of Mr. Strohm, and 1,192 shares of restricted stock vested under the Company's Recognition and Retention Plan.
(12) Includes 500 shares held in Mr. Sullivan's wife account, and 7,156 shares held by the ESOP for the account of Mr. Sullivan.
(13) Includes 17,467 held by the Bank's 401(k) plan, 4,691 shares held by the ESOP for the account of Ms. Webster, and 1,192 shares of restricted stock vested under the Company's Recognition and Retention Plan. .
(14) Includes 10,556 shares which are held in Mr. Welborn's wife IRA, and 7,247 shares of restricted stock vested under the Company's Recognition and Retention Plan.

SECURITY OWNERSHIP OF STOCKHOLDERS HOLDING 5% OR MORE

NAME AND ADDRESS OF BENEFICIAL OWNER	NUMBER OF SHARES[1]	PERCENT OF CLASS
First BancTrust Corporation Employee Stock Ownership Plan ("ESOP") 101 South Central Avenue Paris, Illinois 61944	151,874[2]	7.01%
First Bank & Trust 401K Plan 101 South Central Avenue Paris, Illinois 61944	100,918[3]	4.66%
Bay Pond Partners, L.P. 75 State Street Boston, Massachusetts 02109	189,400[4]	8.74%
Gerald R. Forsythe 1111 South Willis Avenue Wheeling, Illinois 60090	149,800[5]	6.91%
Wellington Management Company, LLP 75 State Street Boston, Massachusetts 02109	213,200[6]	9.84%

(1) Unless otherwise indicated, a person has sole voting power and sole investment power with respect to the indicated shares.

(2) The First Banc Trust Corporation Employee Stock Ownership Plan Trust ("Trust") was established pursuant to the First Banc Trust Corporation Employee Stock Ownership Plan ("ESOP"). As of March 1, 2015, all shares held in the Trust have been allocated to the accounts of participating employees. Under the terms of the ESOP, the Trustee will generally vote the allocated shares held in the ESOP in accordance with the instructions of the participating employees. The Trustee shall not vote those shares of Company stock which have been allocated to the individual Company Stock accounts of participants for which no instructions have been received, unless the Trustee determines that compliance with the Act, compliance with the fiduciary duties of the Trustee, or compliance with the Employer ESOP Voting Policy requires the Trustee to vote such shares.

(3) As of March 1, 2015, all shares held in the First Bank & Trust 401K Plan ("401K Plan") have been allocated to the accounts of participating employees. Under the terms of the 401K Plan, the Trustee will generally vote the allocated shares held in the 401k Plan in accordance with the instructions of the participating employees. If a participant does not return their vote, the Trustee will vote the shares determined by the Trustee to be for the exclusive benefit of the participants and beneficiaries.

(4) Based on a Schedule 13G amended joint filing on February 14, 2006, made on behalf of Bay Pond Partners, L.P. ("Bay Pond"), a Delaware limited partnership, Wellington Hedge Management, LLC ("WHML"), a Massachusetts limited liability company which is the sole general partner of Bay Pond, and Wellington Hedge Management, Inc. ("WHMI"), a Massachusetts corporation which is the managing member of WHML. Bay Pond, WHML and WHMI each beneficially own 189,400 shares and have shared voting and dispositive power.

(5) Based on shareholder records of the Company's transfer agent, American Stock Transfer & Trust Company, LLC.

(6) Based on a Schedule 13G amended filing on February 14, 2007, made on behalf of Wellington Management Company, LLP ("WMC"), WMC, in its capacity as investment adviser, may be deemed to beneficially own 213,200 shares which are held of record by clients of WMC. WMC has shared voting and dispositive power over 213,200 shares.

EXECUTIVE COMPENSATION

The following table shows, for the years ended December 31, 2013 and 2014, the cash compensation paid by the Bank, as well as certain other compensation paid or accrued for the year, to the Chief Executive Officer, Chief Financial Officer and the four other highest paid executive officers.

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Base Salary	Bonus	All Other Compensation	Total
Jack R. Franklin President/CEO	2014 2013	$199,618 $194,750	$8,660 –	$6,757 **(1)** $6,586 **(2)**	$215,035 $201,336
Ellen M. Litteral Treasurer and CFO	2014 2013	$110,323 $107,640	$7,458 $6,301	$3,165 **(3)** $3,085 **(4)**	$120,946 $117,026
Matthew A. Carr Chief Credit Officer	2014 2013	$149,094 $145,454	$8,727 $8,513	$3,317 **(5)** $3,238 **(6)**	$161,138 $157,206
Phyllis Webster Sr. Vice President	2014 2013	$101,837 $99,362	$6,962 $5,816	$3,289 **(7)** $2,840 **(8)**	$112,088 $108,018
Larry W. Strohm Sr. Vice President	2014 2013	$101,837 $99,362	$5,962 $5,816	$3,338 **(9)** $3,251 **(10)**	$111,137 $108,429
David F. Sullivan Sr. Vice President	2014 2013	$101,837 $99,362	$5,962 $5,816	$3,338 **(11)** $3,251 **(12)**	$111,137 $108,429

(1) This amount includes $2,766 for the economic benefit of life insurance, $3,838 for vacation benefit pay and $152 for a holiday gift.
(2) This amount includes $2,688 for the economic benefit of life insurance, $3,745 for vacation benefit pay and $152 for a holiday gift.
(3) This amount includes $881 for the economic benefit of life insurance, $2,122 for vacation benefit pay and $162 for a holiday gift.
(4) This amount includes $853 for the economic benefit of life insurance, $2,070 for vacation benefit pay and $162 for a holiday gift.
(5) This amount includes $298 for the economic benefit of life insurance, $2,867 for vacation benefit pay and $152 for a holiday gift.
(6) This amount includes $289 for the economic benefit of life insurance, $2,797 for vacation benefit pay and $152 for a holiday gift.
(7) This amount includes $1,217 for the economic benefit of life insurance, $1,909 for vacation benefit pay and $162 for a holiday gift.
(8) This amount includes $767 for the economic benefit of life insurance, $1,911 for vacation benefit pay and $162 for a holiday gift.
(9) This amount includes $1,217 for the economic benefit of life insurance, $1,958 for vacation benefit pay and $162 for a holiday gift.
(10) This amount includes $1,178 for the economic benefit of life insurance, $1,911 for vacation benefit pay and $162 for a holiday gift
(11) This amount includes $1,217 for the economic benefit of life insurance, $1,958 for vacation benefit pay and $162 for a holiday gift.
(12) This amount includes $1,178 for the economic benefit of life insurance, $1,911 for vacation benefit pay and $162 for a holiday gift.

Backgrounds of our Executive Officers

Jack R. Franklin, Age 62, President and Chief Executive Officer of the First BancTrust Corporation since February, 2009. Chief Operating Officer and Senior Vice President of the First BancTrust Corporation since 2005. He began his employment at First Bank and Trust in 1992 as a loan officer, and advanced to Vice President Operations in 2000. He was President of First Bank of Savoy and First Bank of Rantoul (divisions of First Bank & Trust), from 2003 to 2007. He served as Chief Operating Officer and Executive Vice President from September 2007 to February 2009. Previous employment included management of a retail service facility. He graduated from Eastern Illinois University in 1974, with a B.S in Business, and from Vanderbilt University's Graduate School of Bank Operations and Technology in 2001.

Ellen M. Litteral, CPA, Age 57, Vice President, Treasurer and CFO of First BancTrust Corporation since 2001. She began her employment at First Bank as Controller in 1985 and advanced to Senior Vice President and CFO in 2003. Previous employment included serving as an accountant in the health service industry following several years employment in public accounting. Ms. Litteral obtained her BS degree in Accounting from Illinois State University.

Larry W. Strohm, Age 61, Vice President of First BancTrust Corporation since 2001. President of First Bank of Marshall and First Bank of Martinsville (divisions of First Bank & Trust). An employee of the bank since 1983, Mr. Strohm has spent his entire banking career managing the Clark County offices for First Bank and Trust. Previous employment included City Office Manager of Marshall, Illinois. Mr. Strohm graduated from Lake Land College, in Mattoon, Illinois, in 1973 with an Associate's Degree in Accounting.

David F. Sullivan, Age 63, Vice President of First BancTrust Corporation since 2004. President First Bank of Paris (a division of First Bank & Trust). He began his employment at First Bank in 2002 as Vice President and Senior Lending Officer. With 35 years in the banking industry, previous employment experience includes president of a community bank. Mr. Sullivan is a 1974 graduate of the University of Illinois with a BS in Agriculture Economics and a 1992 graduate of the Prochnow Foundation's Graduate School of Banking.

Matthew A. Carr, Age 43, Chief Credit Officer. Sr. Vice President. He began his employment at First Bank in May 2008 as Vice President and Senior Commercial Lender. Previous employment experience includes Vice President of Commercial Lending at Busey Bank in Urbana, Illinois. Mr. Carr is a 1994 graduate of the University of Illinois with a Bachelor of Science in Finance and a 2003 graduate of Eastern Illinois University with a Master of Business Administration.

Phyllis A. Webster, Age 61, President of Champaign County and the Director of Mortgage Lending for the bank since July of 2009. She previously served as the Vice President and Manager of Mortgage Lending from June of 1999 to July of 2009. She began her employment with the bank in July of 1988 in the mortgage department and became a Vice President in 1994. She was previously employed at First National Bank in Chrisman, last serving as the Manager of their Mortgage Banking Division. Ms. Webster is a graduate of Eastern Illinois University and has a Masters in Social Work from the University of Illinois. In August of 2012, she completed the three year Graduate School of Banking Program at the University of Wisconsin in Madison.

Severance Agreements

First BancTrust and First Bank have entered into a severance agreement with Larry W. Strohm pursuant to which they have agreed to specify the severance benefits which shall be due Mr. Strohm in the event that his employment with First BancTrust and First Bank is terminated under specified circumstances. The agreement provides that Mr. Strohm will perform such executive services as may be consistent with his titles and from time to time assigned to him by the Board of Directors. The severance agreement is reviewed annually. The term of Mr. Strohm's severance agreement shall be extended each year for a successive additional one-year period upon the approval of the Board of Directors, unless either party elects, not less than 60 days prior to the annual anniversary date, not to extend the term of the severance agreement. The severance agreement is terminable with or without cause. Mr. Strohm has no right to compensation or other benefits pursuant to the severance agreement for any period after voluntary termination or termination by the employers for cause, disability or retirement, except as described

below. The agreement provides for certain benefits in the event of Mr. Strohm's death. Payments upon termination or a change in control are also described later in this proxy statement.

401(k) Plan

First Bank has a 401(k) Plan in which substantially all employees may participate. First Bank may contribute to the 401(k) Plan at the discretion of the Board of Directors.

Voluntary Employee's Benefit Association

First Bank also maintains a voluntary employee's benefit association for the benefit of substantially all of its full-time employees. Benefits available under the voluntary employee's benefit association include major medical, dental, vision, life, accidental death and dismemberment, and disability insurance. These benefits are available to all employees who have attained a minimum age and length of service. The voluntary employee's benefit association is funded through voluntary contributions from employees and contributions from First Bank.

Employee Stock Ownership Plan and Trust

First BancTrust has established an ESOP for employees of First BancTrust and First Bank. Full-time employees who have been credited with at least 1,000 hours of service during a 12-month period and who have attained age 21 are eligible to participate in our employee stock ownership plan.

First BancTrust may, in any plan year, make additional discretionary contributions for the benefit of plan participants in either cash or shares of common stock, which may be acquired through the purchase of outstanding shares in the market or from individual stockholders, upon the original issuance of additional shares by First BancTrust or upon the sale of treasury shares by First BancTrust. Such purchases, if made, would be funded through borrowings by our ESOP or contributions from First BancTrust. The timing, amount and manner of future contributions to our ESOP will be affected by various factors, including prevailing regulatory policies, the requirements of applicable laws and regulations and market conditions. The ESOP is subject to the requirements of the Employee Retirement Income Security Act of 1974, and the regulations of the Internal Revenue Service and the Department of Labor thereunder.

2002 Recognition and Retention Plan

As of December 31, 2014, 121,670 shares of Common Stock had been granted to directors and executive officers under the 2002 Recognition and Retention Plan, of which 70,012 of such shares remain. Under the Recognition Plan, shares are awarded as restricted stock which vests over a period specified by the Board or the Compensation Committee.

Deferred Compensation Plan

The Deferred Compensation Plan allows those granted shares under the Recognition Plan to defer the receipt of vested shares. At December 31, 2014, 36,853 vested shares had been deferred.

Termination/Change-in-Control Payments

Larry W. Strohm. Under Mr. Strohm's current severance agreement, he is entitled to different payments and benefits depending upon the manner in which his employment terminates. If Mr. Strohm retires or becomes disabled, he is entitled to continued life, medical, dental and disability coverage for the remaining term of his employment agreement**.** As of December 31, 2014, the estimated aggregate benefits to be provided to Mr. Strohm would be approximately $13,311.

If Mr. Strohm is terminated for cause or he terminates other than for disability, retirement, death or good reason, his right to compensation and benefits ends on his date of termination.

If Mr. Strohm terminates because of a material breach of his severance agreement, he is terminated other than for cause, disability, retirement or death, or he terminates for good reason, then Mr. Strohm will be entitled to a cash severance amount equal to his average annual compensation for the last five calendar years (payable in either 12 installments or as a lump sum), plus the continuation of insurance and employee benefits for the remaining term of his severance agreement.

The severance agreement provides that, in the event any of the payments to be made upon termination of employment are deemed to constitute "parachute payments" within the meaning of Section 280G of the Internal Revenue Code, then such payments and benefits shall be reduced by the minimum necessary to result in the payments not exceeding three times the recipient's average annual compensation from the employers which was includable in the recipient's gross income during the most recent five taxable years. As a result, none of the severance payments will be subject to a 20% excise tax, and the employers will be able to deduct such payments as compensation expense for federal income tax purposes. Based upon compensation levels at December 31, 2014, if a termination occurred in the manner described in the immediately preceding paragraph, the estimated aggregate value of compensation and benefits to be provided to Mr. Strohm would be approximately $104,268.

"Good Reason" is defined under the agreement to mean a termination by Mr. Strohm within 24 months following a change in control (as defined immediately below) based on, among other things, without Mr. Strohm's express written consent, (i) the failure to re-appoint Mr. Strohm as the Senior Vice President, President of Clark County or a material adverse change in his duties; (ii) a material reduction in his compensation; or (iii) a relocation of more than 30 miles. "Change in Control" is a change of control of First BancTrust that would be required to be reported under the federal securities laws, as well as (1) the acquisition by any person of 20% or more of First BancTrust's outstanding voting securities and (2) a change in a majority of the directors of First BancTrust during any three-year period without the approval of at least two-thirds of the persons who were directors of First BancTrust at the beginning of such period.

Directors' Compensation

Our director compensation program is designed to attract and retain qualified, independent directors to represent our shareholders on the Board and act in their best interest. The Compensation Committee, which consists solely of independent directors, has primary responsibility for reviewing and recommending any changes to our director compensation program. All recommended compensation changes require approval or ratification by the full Board of Directors. Compensation for the members of our Board is reviewed regularly by the Compensation Committee.

Directors of the Company receive a monthly fee of $515 except the Chairman of the Company Board receives a monthly fee of $644. Directors of the Bank receive a monthly fee of $1,236 except the Chairman of the Bank Board receives a monthly fee of $1,588. Mr. Franklin and Mr. Carr receive a monthly fee of $515 for serving on the Company Board, but do not receive any director compensation for serving on the Bank Board. No additional fees are paid to Directors for serving on board committees. The Company has a deferred director fee plan covering certain directors whereby each director may elect to defer a portion of their director fees.[1] Directors of both boards are required to attend at least 75% of all meetings. First Bank Advisory Directors Mary Ann Tucker, Robert Sprague, and C. Kenneth Bridwell receive a monthly fee of $417. Mr. Sprague receives an additional $500 per month as a public relations officer. Advisory Directors are required to attend at least 75% of all meetings.

Directors are also eligible to participate in the Company's Recognition and Retention Plan and the Company's 2002 Stock Option Plan. In 2002 and 2003, Messrs. Sprague, Hutchison, Welborn, Dick and Schroeder and Advisory Director Mary Ann Tucker, each received a restricted stock award of 6,082 shares.

[1] Deferred fees in 2014 earned interest at a rate equal to the Company's Return on Equity as published in the most recent annual report. The interest rate paid for 2014 was 8.58%.

INTERLOCKS AND RELATED PARTY TRANSACTIONS

Transactions with Certain Related Persons

The Company has adopted a Related Party Transactions Policy which requires the audit committee and a majority of disinterested board members to approve any transaction with a related party, with the exception of the following: (i) transactions available to all employees generally, (ii) those involving less than $25,000 in the aggregate, and (iii) loans subject to banking Regulation O (in which case the Bank and related party must comply with Regulation O).

The Bank makes loans to directors and executive officers from time-to-time in the ordinary course of business. The Bank's current policy provides that all loans made by the Bank to its directors and executive officers are made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other persons and do not involve more than the normal risk of collectability or present other unfavorable features.

Compensation Committee Interlocks and Insider Participation

The Compensation Committee of the Board of Directors is comprised of David W. Dick, John W. Welborn, and Terry T. Hutchison, none of whom is or was formerly an officer of the Company. Neither David W. Dick, John W. Welborn nor Terry T. Hutchison had any relationship with the Company which would have required disclosure in this Proxy Statement under the caption "Transactions with Certain Related Parties." No executive officer of the Company served as a director of any other for-profit entity in 2014 or on the compensation committee of any such entity.

AUDIT COMMITTEE REPORT

The Audit Committee is comprised of three directors (Messrs. James D. Motley, Joseph R. Schroeder and John W. Welborn). The Board of Directors has adopted a written charter for the Audit Committee, a copy of which is available on our investor relations website at http://ir.firstbanktrust.com.

In connection with the audited financial statements contained in the Company's 2014 annual report for the fiscal year ended December 31, 2014, the Audit Committee reviewed and discussed the audited financial statements with management and BKD, LLP. The Audit Committee discussed with BKD, LLP the matters required to be discussed by AU-C Section 260, *The Auditor's Communication With Those Charged With Governance*.

Based on the review and discussions, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report for the fiscal year ended December 31, 2014.

THE AUDIT COMMITTEE

Joseph R. Schroeder James D. Motley (Chair) John W. Welborn

STOCKHOLDER PROPOSALS

Any proposal which a stockholder wishes to have included in the proxy solicitation materials to be used in connection with the next Annual Meeting of Stockholders of the Company, must be received at the principal executive offices of the Company, 114 W. Church Street, Champaign, Illinois 61824, Attention: Secretary, no later than November 19, 2015. If such proposal is in compliance with all of the requirements of the Company's Bylaws, it will be included in the Company's Proxy Statement and set forth on the form of proxy issued for the next annual meeting of stockholders. It is urged that any such proposals be sent by certified mail, return receipt requested. Stockholder proposals may be brought before an annual meeting pursuant to Section 2.14 of the Company's Bylaws, which provides that to be properly brought before an annual meeting, business must be (a) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board of Directors, or (b) otherwise properly brought before the meeting by a stockholder. For business to be properly brought before an annual meeting by a stockholder, the stockholder must have given timely notice thereof in writing to the Secretary of the Company. To be timely, a stockholder's notice must be delivered to, or mailed and received at, the principal executive offices of the Company not later than 120 days prior to the anniversary date of the mailing of proxy materials by the Company in connection with the immediately preceding annual meeting of stockholders of the Company, or not later than November 19, 2015 in connection with the next annual meeting of stockholders of the Company. A stockholder's notice must set forth, as to each matter the stockholder proposes to bring before an annual meeting, (a) a brief description of the business desired to be brought before the annual meeting and (b) certain other information set forth in the Bylaws. No stockholder proposals have been received by the Company in connection with the Annual Meeting.

Whether or not you plan to attend the Meeting, please vote by marking, signing, dating and promptly returning the enclosed proxy in the enclosed envelope.

By Order of the Board of Directors,



Joseph R. Schroeder, *Corporate Secretary*

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