PROXY

THIS PROXY IS SOLICITED ON BEHALF OF
THE BOARD OF DIRECTORS
FOR THE 2014 ANNUAL MEETING OF SHAREHOLDERS OF
FIRST FARMERS FINANCIAL CORPORATION

I hereby appoint Christopher J. Norris and Edward A. McClure, 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 13, 2014, 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.

Janice K. Fern, Dr. Mark A. Holt, Kevin L. Trimble and R. Brian Renbarger.

☐ WITHOLD 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.

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

Dated: __________________ ____

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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 13, 2014

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 13, 2014 at 1:00 p.m., for the following purposes:

1. To elect four Class I Directors to hold office until the Annual Meeting of 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, 2014.

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, 2014
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, 2014, 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 13, 2014, 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, 2014, 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 3,566,422 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 ten 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 I Directors to serve for three-year terms, which 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 **Janice K. Fern, Dr. Mark A. Holt, Kevin L. Trimble and R. Brian Renbarger**. Nominees Fern, Holt, and Renbarger, are now Directors whose present terms expire this year. Nominee Trimble is to fill new directorship. 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 Director by the Board of Directors is provided as follows:

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

Janice K. Fern, age 69, is a retired business teacher from Peru Community School Corporation. She has been a Director since 1996 and serves on the Audit, Budget, and Asset/Liability Committees. Mrs. Fern owns 8,464 shares of the Corporation's stock.

Dr. Mark A. Holt, age 53, is a Doctor of Veterinary Medicine at the Kem Road Animal Hospital. He has been a Director since 1997 and serves on the Loan, Compensation, Trust and Investment Committees. Dr. Holt owns 25,000 shares of the Corporation's stock.

R. Brian Renbarger, age 60, 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, Risk Management 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 42, is a farmer in Miami, Wabash and Grant Counties, Indiana. He will be the newly elected director in 2014. He will serve on committees as needed and appointed by the chairman. He owns 1,200 shares of the Corporation's stock.

In addition to the three nominees listed above, who currently serve as Class I Directors and the new nominee to serve as a Class I Director, the following persons also currently serve as Directors of the Corporation. Such persons are designated below as either Class II or Class III Directors. The Class II Directors will serve until the Annual Meeting of Shareholders in 2015, and Class III Directors will serve until the Annual Meeting of Shareholders in 2016. No other action will be taken at the upcoming Annual Meeting in regard to such Directors.

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

Dr. Freddie Barnard, age 61, 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, Asset/Liability, and Loan Committees. He owns 4,800 shares of the Corporation's stock.

John O'Donnell, age 65, 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 Trust, Risk Management and Loan Committees. He owns 2,374 shares of the Corporation's stock.

Christopher J. Norris, age 51, 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 and Investment Committees. He owns 1,152 shares of the Corporation's stock.

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

Bradley J. Howell, age 61, is the owner of Brad Howell Ford and Greentown Equipment in Greentown, Indiana. He was elected to the Board in 1996. He serves on the Budget, Trust, and Compensation Committees. He owns 3,552 shares of the Corporation's stock.

Edward A. McClure, age 71, is Chairman of McClure Oil Corporation, Marion, Indiana. He has been a Director since 1983 and serves as Vice Chairman of the board. He serves on the Investment and Audit Committees. He owns 106,802 shares of the Corporation's stock.

Gene E. Miles, age 60, 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 61,810 shares of the Corporation. In addition, Mrs. Miles owns 33,951 shares of the Corporation's stock.

Jeffrey A. Stout, age 49, 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 Asset /Liability, Risk Management and Budget Committees. He owns 1,000 shares of the Corporation Stock.

BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE FOR THE ELECTION OF, JANICE K. FERN, DR. MARK A. HOLT, KEVIN L. TRIMBLE AND R. BRIAN RENBARGER, AS CLASS I DIRECTORS WITH TERMS TO EXPIRE IN 2017.