

Canal Capital Management, LLC

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FORM ADV PART 2A BROCHURE

This brochure provides information about the qualifications and business practices of Canal Capital Management, LLC. If you have any questions about the contents of this brochure, please contact us at 804-325-1450. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Canal Capital Management, LLC is available on the SEC's website at www.adviserinfo.sec.gov.

Canal Capital Management, LLC is a registered investment adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

Item 2 Summary of Material Changes

Form ADV Part 2 requires registered investment advisers to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser's disclosure brochure, the adviser is required to notify you and provide you with a description of the material changes. At this time there are no material changes to report.

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Item 4 Advisory Business

Description of Services and Fees

Canal Capital Management, LLC is a registered investment adviser based in Richmond, VA. We are organized as a limited liability company under the laws of Virginia. We have been providing investment advisory services since 2012. Everett Neil Gilliss is our principal owner. Currently, we offer the following investment advisory services, which are personalized to each individual client:

- Portfolio Management Services
- Financial Planning Services
- Pension Consulting Services

We also serve as investment manager to the Haxall Point Income Fund I, LP, a Delaware limited partnership (the "Fund"). The Fund's general partner, Haxall Point Partners, LLC, a Virginia limited liability company, is an affiliate of our firm.

The following paragraphs describe our services and fees. Please refer to the description of each investment advisory service listed below for information on how we tailor our advisory services to your individual needs. As used in this brochure, the words "we", "our" and "us" refer to Canal Capital Management, LLC and the words "you", "your" and "client" refer to you as either a client or prospective client of our firm.

Portfolio Management Services

We offer discretionary portfolio management services. Our investment advice is tailored to meet our clients' needs and investment objectives. If you retain our firm for portfolio management services, we will meet with you to determine your investment objectives, risk tolerance, and other relevant information at the beginning of our advisory relationship. We will use the information we gather to develop a strategy that enables our firm to give you continuous and focused investment advice and/or to make investments on your behalf. As part of our portfolio management services, we will customize an investment portfolio for you according to your risk tolerance and investing objectives. We may also invest your assets using a predefined strategy, or we may invest your assets according to one or more model portfolios developed by our firm. Once we construct an investment portfolio for you, or select a model portfolio, we will monitor your portfolio's performance on an ongoing basis, and will rebalance the portfolio as required by changes in market conditions and in your financial circumstances.

In order for our firm to provide you portfolio management services, we require you to grant our firm discretionary authority to manage your account. Discretionary authorization will allow us to determine the specific securities, and the amount of securities, to be purchased or sold for your account without your approval prior to each transaction. Discretionary authority is typically granted by the investment advisory agreement you sign with our firm and the appropriate trading authorization forms. You may limit our discretionary authority (for example, limiting the types of securities that can be purchased for your account) by providing our firm with your restrictions and guidelines in writing.

Financial Planning Services

We offer financial planning services which typically involve providing a variety of advisory services to clients regarding the management of their financial resources based upon an analysis of their individual needs. These services can range from broad, comprehensive, financial planning to consultative or single subject planning. If you retain our firm for financial planning services, we will meet with you to gather information about your financial circumstances and objectives. We may also use financial planning software to determine your current financial position and to define and quantify

your long-term goals and objectives. Once we review and analyze the information you provide to our firm and the data derived from our financial planning software, we may deliver a written plan to you, designed to help you achieve your stated financial goals and objectives.

Financial plans are based on your financial situation at the time we present the plan and/or financial planning advice to you, and on the financial information you provide to us. You must promptly notify our firm if your financial situation, goals, objectives, or needs change.

You are under no obligation to act on our financial planning recommendations. Should you choose to act on any of our recommendations, you are not obligated to implement the financial plan through any of our other investment advisory services. Moreover, you may act on our recommendations by placing securities transactions with any brokerage firm.

Pension Consulting Services

We offer pension consulting services to employee benefit plans and their fiduciaries based upon the needs of the plan and the services requested by the plan sponsor or named fiduciary. In general, these services may include an existing plan review and analysis, plan-level advice regarding fund selection and investment options, education services to plan participants, investment performance monitoring, and/or ongoing consulting. These pension consulting services will generally be non-discretionary and advisory in nature. The ultimate decision to act on behalf of the plan shall remain with the plan sponsor or other named fiduciary.

We may also assist with participant enrollment meetings and provide investment-related educational seminars to plan participants on such topics as: Diversification; Asset allocation; Risk tolerance; and Time horizon. Our educational seminars may include other investment-related topics specific to the particular plan.

We may also provide additional types of pension consulting services to plans on an individually negotiated basis. All services, whether discussed above or customized for the plan based upon requirements from the plan fiduciaries (which may include additional plan-level or participant-level services) shall be detailed in a written agreement and be consistent with the parameters set forth in the plan documents.

Management Services to Pooled Investment Vehicles

We provide specialized discretionary advisory services to investment Haxall Point Income Fund I, LP (the "Fund"), an unregistered investment company organized as a limited partnership.

Investments in the Fund are offered only to accredited investors within the meaning of SEC Rule 501 of Regulation D of the Securities Act of 1933. In addition, Investors in the Fund must be (i) "accredited investors," as defined in Rule 501 under the Securities Act of 1933, as amended (the "1933 Act"), and (ii) "qualified clients," as defined in Rule 205-3 under the Advisers Act.

Investments in the Fund are offered by private offering memorandum which provides investors with full disclosure regarding the objectives of the Fund and the risks involved with the offering. Investors that purchase interests in the Fund will be admitted to the Fund as Limited Partners. The minimum initial capital contribution required to become a Limited Partner of the Fund is \$250,000. In our sole discretion, we may, raise or lower this minimum.

Types of Investments

We do not primarily recommend one type of investment over another. We may advise you on any type of investment that we deem appropriate based on your stated goals and objectives. We may also provide advice on any type of investment held in your portfolio at the inception of our advisory relationship.

Assets Under Management

As of 12/5/2013, we manage approximately \$124,486,721 in client assets on a discretionary basis, and \$29,226,371 in client assets on a non-discretionary basis.

Item 5 Fees and Compensation

Portfolio Management Services

Our fee for portfolio management services is based on a percentage of your assets we manage and is set forth in the following fee schedule:

Assets Under Management	Annual Fee
First \$250,000	1.50%
\$250,000 - \$1,000,000	1.25%
\$1,000,001 - \$2,000,000	0.90%
\$2,000,001 - \$4,000,000	0.80%
Over \$4,000,000	0.70%

Our annual portfolio management fee is billed and payable quarterly in advance based on the value of your account on the last day of the previous quarter.

If the portfolio management agreement is executed at any time other than the first day of a calendar quarter, our fees will apply on a pro rata basis, which means that the advisory fee is payable in proportion to the number of days in the quarter for which you are a client. Our advisory fee is negotiable, depending on individual client circumstances.

At our discretion, we may combine the account values of family members living in the same household to determine the applicable advisory fee. For example, we may combine account values for you and your minor children, joint accounts with your spouse, and other types of related accounts. Combining account values may increase the asset total, which may result in your paying a reduced advisory fee based on the available breakpoints in our fee schedule stated above.

We will deduct our fee directly from your account through the qualified custodian holding your funds and securities. We will deduct our advisory fee only when you have given our firm written authorization permitting the fees to be paid directly from your account. Further, the qualified custodian will deliver an account statement to you at least quarterly. These account statements will show all disbursements from your account. You should review all statements for accuracy. We will also receive a duplicate copy of your account statements.

You may terminate the portfolio management agreement upon 10-days' written notice to our firm. You will incur a pro rata charge for services rendered prior to the termination of the portfolio management agreement, which means you will incur advisory fees only in proportion to the number of days in the quarter for which you are a client. If you have pre-paid advisory fees that we have not yet earned, you will receive a prorated refund of those fees.

Financial Planning Services

We charge a fixed fee or hourly rate for financial planning services. Our fixed fees generally range from \$1,000 - \$5,000, and the hourly rate is \$250. The fees are negotiable depending upon the complexity and scope of the plan, your financial situation, and your objectives. An estimate of the total time/cost will be determined at the start of the advisory relationship. In limited circumstances, the cost/time could potentially exceed the initial estimate. In such cases, we will notify you and request that you approve the additional fee.

We require that you pay 50% of the hourly or fixed fee in advance and the remaining portion upon the completion of the services rendered. We will not require prepayment of a fee more than six months in advance and in excess of \$500. Should the engagement last longer than six months between acceptance of financial planning agreement and delivery of the financial plan, any prepaid unearned fees will be promptly returned to you less a pro rata charge for bona fide financial planning services rendered to date.

At our discretion, we may offset our financial planning fees to the extent you implement our financial planning recommendations through our Portfolio Management Service.

You may terminate the financial planning agreement by providing written notice to our firm. You will incur a pro rata charge for services rendered prior to the termination of the agreement. If you have pre-paid advisory fees that we have not yet earned, you will receive a prorated refund of those fees.

Pension Consulting Services

Our advisory fees for these customized services will be negotiated with the plan sponsor or named fiduciary on a case-by-case basis.

You may terminate the pension consulting agreement by providing written notice to our firm. The pension consulting fees will be prorated for the quarter in which the termination notice is given and any unearned fees will be refunded to the client.

General - Advisory Services to Retirement Plans and Plan Participants

As disclosed above, we offer various levels of advisory and consulting services to employee benefit plans ("Plan") and to the participants of such plans ("Participants"). The services are designed to assist plan sponsors in meeting their management and fiduciary obligations to Participants under the Employee Retirement Income Securities Act ("ERISA"). Pursuant to adopted regulations of the U.S. Department of Labor, we are required to provide the Plan's responsible plan fiduciary (the person who has the authority to engage us as an investment adviser to the Plan) with a written statement of the services we provide to the Plan, the compensation we receive for providing those services, and our status (which is described below).

The services we provide to your Plan are described above, and in the service agreement that you have previously signed. Our compensation for these services is disclosed in the service agreement. We do not reasonably expect to receive any other compensation, direct or indirect, for the services we provide to the Plan or Participants, unless the plan sponsor directs us to deduct our fee from the plan or directs the plan record-keeper to issue payment for our fee out of the plan. If we receive any other compensation for such services, we will (i) offset the compensation against our stated fees, and (ii) we will promptly disclose the amount of such compensation, the services rendered for such compensation and the payer of such compensation to you.

Status

We are registered as an investment adviser under the Investment Advisers Act of 1940, and represent that we are not subject to any disqualification as set forth in Section 411 of ERISA.

To the extent we perform Fiduciary Services, we are acting as a fiduciary of the Plan as defined in Section 3(21) under the Employee Retirement Income Security Act ("ERISA").

Management Services to Pooled Investment Vehicles

We receive a management fee as investment adviser to the Fund. For services provided to the Fund, we will receive a management fee, payable quarterly in advance, equal to 0.45% of the Net Asset Value on the last day of the previous quarter (1.80% per annum).

Additional Fees and Expenses

As part of our investment advisory services to you, we may invest, or recommend that you invest, in mutual funds and exchange traded funds. The fees that you pay to our firm for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds or exchange traded funds (described in each fund's prospectus) to their shareholders. These fees will generally include a management fee and other fund expenses. You will also incur transaction charges and/or brokerage fees when purchasing or selling securities. These charges and fees are typically imposed by the broker-dealer or custodian through whom your account transactions are executed. We do not share in any portion of the brokerage fees/transaction charges imposed by the broker-dealer or custodian. To fully understand the total cost you will incur, you should review all fees charged by mutual funds, exchange traded funds, our firm, and others. For information on our brokerage practices, please refer to the *Brokerage Practices* section of this brochure.

Compensation for the Sale of Securities or Other Investment Products

Persons providing investment advice on behalf of our firm may be licensed as independent insurance agents. These persons will earn commission-based compensation for selling insurance products, including insurance products they sell to you. Insurance commissions earned by these persons are separate and in addition to our advisory fees. This practice presents a conflict of interest because persons providing investment advice on behalf of our firm who are insurance agents may have an incentive to recommend insurance products to you for the purpose of generating commissions. You are under no obligation, contractually or otherwise, to purchase insurance products through any person affiliated with our firm.

Item 6 Performance-Based Fees and Side-By-Side Management

We do not accept performance-based fees or participate in side-by-side management. Performance-based fees are fees that are based on a share of capital gains or capital appreciation of a client's account. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees. Our fees are calculated as described in the *Fees and Compensation* section above, and are not charged on the basis of a share of capital gains upon, or capital appreciation of, the funds in your advisory account.

Item 7 Types of Clients

We offer investment advisory services to individuals, high net worth individuals, pension and profit sharing plans, charitable organizations and the Fund. In general, we do not require a minimum dollar amount to open and maintain an advisory account; however, we have the right to terminate your account if it falls below a minimum size which, in our sole opinion, is too small to effectively manage.

Investors in the Fund will be required to make a minimum initial investment of \$250,000 upon subscription. Investors in the Fund must be accredited investors as defined in Rule 501 promulgated under the Securities Act of 1933. Investors and prospective investors should refer to the Fund's offering documents for further information on minimum investment and investor qualification requirements.

Item 8 Methods of Analysis, Investment Strategies and Risk of Loss

Canal Capital Management's investment strategy is built on a foundation of asset allocation that mimics the approach used by sophisticated institutional investors, albeit modified to utilize lower cost, more transparent instruments. Canal broadly characterizes assets as "Global Equity," "Global Fixed Income," or "Alternative/Commodity." Canal offers diversified portfolios of these asset classes through five actively managed portfolios.

Each portfolio has policy ranges for the broad asset classes. For example, The Canal Moderate Growth Portfolio may have policy ranges of 20 to 60% Global Equity, 10 to 30% Global Fixed Income, and 10-20% Alternative/Commodity. Within each of these asset classes is a mixture of passively held strategic holdings and actively managed tactical holdings. These holdings are selected from a "Security Universe" of Exchange Traded Funds ("ETF's") that Canal continuously researches and follows. ETF's provide a low-cost way of achieving diversification and transparency in the portfolios. ETF's are included in the "Security Universe" based on their liquidity, cost, transparency, and tax implications.

The strategic holdings are selected and managed based on fundamental analysis of long-term economic trends, historical returns, volatility, and correlations to other asset classes. The tactical portion of the portfolio is managed using a proprietary combination of fundamental (valuations, growth, risk profile) and technical (relative strength, stochastic, moving average) indicators.

Investment decisions are made by the Investment Committee. The Investment Committee consists of E. Neil Gilliss and Noah C.P. Greenbaum. The Investment Committee operates under a dual-mandate of keeping the portfolio allocations generally in-line with long-term goals and attempting to prevent major drawdowns. Although ultimately a function of the investment climate, the committee aims to rebalance the strategic holdings every six to twelve months and rebalance the tactical holdings every two to four months. The Committee meets formally on a weekly basis, but holds informal meetings daily.

Canal offers five, long-only portfolios that aim to reduce risk through diversification and tactical management.

The **Canal Moderate Growth Portfolio** provides exposure to Global Equities, Global Fixed Income, and Alternative/Commodity asset classes. The primary investment objective is steady growth and capital preservation.

The **Canal Conservative Growth Portfolio** provides exposure to Global Equities, Global Fixed Income, and Alternative/Commodity asset classes. The primary investment objective is capital preservation with growth being a secondary consideration.

The **Canal Income Portfolio** provides exposure to Global Equities, Global Fixed Income, and Alternative/Commodity asset classes. The primary investment objective is generating current income with capital preservation being a secondary concern.

The **Canal Aggressive Growth Portfolio** provides exposure to Global Equities, Global Fixed Income, and Alternative/Commodity asset classes. The primary investment objective is long-term capital growth.

The **Canal High-Net Worth Investor Portfolio** provides exposure to Global Equities, Global Fixed Income, and Alternative/Commodity asset classes. This portfolio incorporates individual stock and bond holdings and uses outside managers for a portion of the alternative allocation. The primary investment objective is long-term capital growth.

Canal portfolios will typically own between 10-30 separate securities.

There are several risks related to Canal Capital Management Portfolios. The primary risk is that the returns generated by ETF's are subject to economic, social, and political uncertainty, market volatility and tracking error versus an underlying index. ETF's that hold fixed income securities are also subject to default risk and interest rate risk. Additionally, the lengths of economic cycles may be difficult to predict with accuracy and therefore the risk of cyclical analysis is the difficulty in predicting economic trends and consequently the changing value of securities that would be affected by these changing trends. Canal's tactical strategy utilizes technical analysis which may not accurately detect anomalies or predict future price movements. Current prices of securities may reflect all information known about the security and day-to-day changes in market prices of securities may follow random patterns and may not be predictable with any reliable degree of accuracy. There is also the risk that frequent trading can negatively affect investment performance, particularly through increased brokerage and other transactional costs and taxes. There can be no assurance that the investment objectives of any portfolio managed by Canal Capital Management will be achieved.

Item 9 Disciplinary Information

We are required to disclose the facts of any legal or disciplinary events that are material to a client's evaluation of our advisory business or the integrity of our management. We do not have any required disclosures under this item.

Item 10 Other Financial Industry Activities and Affiliations

Licensed Insurance Agents

Persons providing investment advice on behalf of our firm may be licensed as independent insurance agents.

Arrangements with Affiliated Entities

As discussed in the *Advisory Business* section of this Brochure, we serve as investment adviser to Haxall Point Income Fund I, LP (the "Fund"), a private pooled investment vehicle in which you may be solicited to invest. The Fund is offered to "accredited investors" as defined in Rule 501 under the Securities Act of 1933, as amended. Investors to whom the Fund is offered will receive a private placement memorandum and other offering documents. The fees charged by the Fund are separate and apart from our advisory fees. You should refer to the offering documents for a complete

description of the fees, investment objectives, risks and other relevant information associated with investing in the Fund. Persons affiliated with our firm may have made an investment in the Fund and may have an incentive to recommend the Fund over other investments.

Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Description of Our Code of Ethics

We strive to comply with applicable laws and regulations governing our practices. Therefore, our Code of Ethics includes guidelines for professional standards of conduct for persons associated with our firm. Our goal is to protect your interests at all times and to demonstrate our commitment to our fiduciary duties of honesty, good faith, and fair dealing with you. All persons associated with our firm are expected to adhere strictly to these guidelines. Persons associated with our firm are required to report any violations of our Code of Ethics. Additionally, we maintain and enforce written policies reasonably designed to prevent the misuse or dissemination of material, non-public information about you or your account holdings by persons associated with our firm.

Clients or prospective clients may obtain a copy of our Code of Ethics by contacting us at the telephone number on the cover page of this brochure.

Participation or Interest in Client Transactions

Neither our firm nor any persons associated with our firm has any material financial interest in client transactions beyond the provision of investment advisory services as disclosed in this brochure.

Personal Trading Practices

Our firm or persons associated with our firm may buy or sell securities for you at the same time we or persons associated with our firm buy or sell such securities for our own account. A conflict of interest exists in such cases because we have the ability to trade ahead of you and potentially receive more favorable prices than you will receive. To mitigate this conflict of interest, it is our policy that neither our firm nor persons associated with our firm shall have priority over your account in the purchase or sale of securities.

Item 12 Brokerage Practices

We recommend the brokerage and custodial services of TD Ameritrade, a securities broker-dealer and a member of FINRA and SIPC, among others. We believe that TD Ameritrade provides quality execution services for you at competitive prices. Price is not the sole factor we consider in evaluating best execution. We also consider the quality of the brokerage services provided by TD Ameritrade, including the value of the firm's reputation, execution capabilities, commission rates, and responsiveness to our clients and our firm. In recognition of the value of the services TD Ameritrade provides, you may pay higher commissions and/or trading costs than those that may be available elsewhere.

We participate in the institutional advisor program (the "Program") offered by TD Ameritrade Institutional. TD Ameritrade Institutional is a division of TD Ameritrade Inc., member FINRA/SIPC/NFA ("TD Ameritrade"), an unaffiliated SEC-registered broker-dealer and FINRA member. TD Ameritrade offers to independent investment advisors services which include custody of securities, trade execution, clearance and settlement of transactions. We receive some benefits from TD Ameritrade through our participation in the Program.

As disclosed above, we participate in TD Ameritrade's institutional customer program and we may recommend TD Ameritrade to Clients for custody and brokerage services. There is no direct link between our participation in the program and the investment advice we give to our clients, although we receive economic benefits through our participation in the program that are typically not available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate Client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving our participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to Client accounts); the ability to have advisory fees deducted directly from Client accounts; access to an electronic communications network for Client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to us by third party vendors. TD Ameritrade may also have paid for business consulting and professional services received by our related persons. Some of the products and services made available by TD Ameritrade through the program may benefit us but may not benefit our Client accounts. These products or services may assist us in managing and administering Client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help us manage and further develop our business enterprise. The benefits received by us or our personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of its fiduciary duties to clients, we endeavor at all times to put the interests of our clients first. Clients should be aware, however, that the receipt of economic benefits by us or our related persons in and of itself creates a potential conflict of interest and may indirectly influence the Advisor's choice of TD Ameritrade for custody and brokerage services.

Brokerage for Client Referrals

We do not receive client referrals from broker-dealers in exchange for cash or other compensation, such as brokerage services or research.

Directed Brokerage

We routinely require that you direct our firm to execute transactions through TD Ameritrade. As such, we may be unable to achieve the most favorable execution of your transactions and you may pay higher brokerage commissions than you might otherwise pay through another broker-dealer that offers the same types of services. Not all advisers require their clients to direct brokerage.

In limited circumstances, and at our discretion, some clients may instruct our firm to use one or more particular brokers for the transactions in their accounts. If you choose to direct our firm to use a particular broker, you should understand that this might prevent our firm from aggregating trades with other client accounts. This practice may also prevent our firm from obtaining favorable net price and execution. Thus, when directing brokerage business, you should consider whether the commission expenses, execution, clearance, and settlement capabilities that you will obtain through your broker are adequately favorable in comparison to those that we would otherwise obtain for you.

Block Trades

We combine multiple orders for shares of the same securities purchased for advisory accounts we manage (this practice is commonly referred to as "block trading"). We will then distribute a portion of the shares to participating accounts in a fair and equitable manner. The distribution of the shares purchased is typically proportionate to the size of the account, but it is not based on account performance or the amount or structure of management fees. Subject to our discretion regarding factual and market conditions, when we combine orders, each participating account pays an average price per share for all transactions and pays a proportionate share of all transaction costs. Accounts owned by our firm or persons associated with our firm may participate in block trading with your accounts; however, they will not be given preferential treatment.

Item 13 Review of Accounts

Portfolio Management Review

Our Investment Committee will monitor your accounts on a periodic basis and will conduct account reviews at least quarterly to ensure the advisory services provided to you and that the portfolio mix are consistent with your stated investment needs and objectives. Additional reviews may be conducted based on various circumstances, including, but not limited to:

- contributions and withdrawals,
- year-end tax planning,
- market moving events,
- security specific events, and/or,
- changes in your risk/return objectives.

We may provide you with additional or regular written reports in conjunction with account reviews. Reports we provide to you will contain relevant account and/or market-related information such as an inventory of account holdings and account performance, etc. You will receive trade confirmations and monthly or quarterly statements from your account custodian(s).

Our Investment Committee includes Neil Gilliss and Noah Greenbaum.

Financial Planning Review

The Investment Adviser Representative that our firm assigns to your account will review your financial plan periodically upon your request to ensure that the planning advice and/or asset allocation recommendations made to you are consistent with your stated investment needs and objectives. Written updates to the financial plan will not be provided in conjunction with the review unless requested. Such reviews and updates will be subject to our then current hourly rate. We will not provide regular written reports to you for financial planning and consulting services. If you implement financial planning advice through us, you will receive trade confirmations and monthly or quarterly statements from relevant custodians.

Item 14 Client Referrals and Other Compensation

Please refer to the *Brokerage Practices* section above for disclosures on research and other benefits we may receive resulting from our relationship with TD Ameritrade.

As disclosed under the *Fees and Compensation* section in this brochure, persons providing investment advice on behalf of our firm are licensed insurance agents. For information on the conflicts of interest this presents, and how we address these conflicts, please refer to the *Fees and Compensation* section.

We may have entered into contractual arrangements with certain employees of Canal Capital Management, LLC, under which they may receive compensation from our firm for the establishment of new client relationships. Employees who refer clients to our firm must comply with the requirements of the jurisdictions where they operate. The compensation to referring employee is equal to percentage of the advisory fee collected from you for as long as you are a client with our firm, or until such time as our agreement expires or a one-time, flat referral fee upon your signing an advisory agreement with our firm. You will not be charged additional fees based on this compensation arrangement. Any incentive based compensation paid is contingent upon you entering into an advisory agreement with our firm. Therefore, the referring employee may have a financial incentive to recommend our firm to you for advisory services. This creates a conflict of interest; however, you are not obligated to retain our firm for advisory services. Comparable services and/or lower fees may be available through other firms.

Item 15 Custody

We directly debit your account(s) for the payment of our advisory fees. Your funds and securities will be held with a bank, broker-dealer, or other independent, qualified custodian. You will receive account statements from the independent, qualified custodian(s) holding your funds and securities at least quarterly. The account statements from your custodian(s) will indicate the amount of our advisory fees deducted from your account(s) each billing periods and how those fees are calculated. You should carefully review account statements for accuracy.

We have legal access to the Fund's assets since our firm acts as investment adviser to the Fund and we are affiliated with the General Partner to the Fund; therefore, we have custody over such assets. We provide each investor in the Fund with independently audited annual financial statements.

If you have a question regarding your custodial statement or did not receive your statement and/or you are a Fund investor and have questions regarding the financial statements or did not receive a copy, please contact us directly at the telephone number on the cover page of this brochure.

Additionally, our firm, or Principals of our firm, may serve as trustee to certain accounts for which we provide investment advisory services. This capacity as trustee imputes custody over the advisory accounts for which our firm, or our Principals, serve as trustee. These accounts will be held with a bank, broker-dealer, or other independent, qualified custodian. If our firm or a Principal of our firm acts as trustee for any of your advisory accounts, you will receive account statements from the independent, qualified custodian(s) holding your funds and securities at least quarterly. We will also provide statements to you. You should compare our statements with the statements from your account custodian(s) to reconcile the information reflected on each statement. If you have a question regarding your account statement or if you did not receive a statement from your custodian, please contact us directly at the telephone number on the cover page of this brochure.

Item 16 Investment Discretion

Before we can buy or sell securities on your behalf, you must first sign our discretionary management agreement, and the appropriate trading authorization forms. You must grant our firm discretion over the selection and amount of securities to be purchased or sold for your account(s) without obtaining your consent or approval prior to each transaction. You may specify investment objectives, guidelines, and/or impose certain conditions or investment parameters for your account(s). For example, you may specify that the investment in any particular stock or industry should not exceed specified percentages of the value of the portfolio and/or restrictions or prohibitions of transactions in the securities of a specific industry or security. Please refer to the *Advisory Business* section in this brochure for more information on our discretionary management services.

Item 17 Voting Client Securities

We will not vote proxies on behalf of your advisory accounts nor will we offer advice regarding corporate actions and the exercise of your proxy voting rights. If you own shares of applicable securities, you are responsible for exercising your right to vote as a shareholder.

In most cases, you will receive proxy materials directly from the account custodian. However, in the event we were to receive any written or electronic proxy materials, we would forward them directly to you by mail, unless you have authorized our firm to contact you by electronic mail, in which case, we would forward any electronic solicitation to vote proxies.

Item 18 Financial Information

We are not required to provide a balance sheet or other financial information to our clients because we do not require the prepayment of fees in excess of \$1,200 and six months or more in advance; we do not take custody of client funds or securities; and, we do not have a financial condition that is reasonably likely to impair our ability to meet our commitments to you. Moreover, we have never been the subject of a bankruptcy petition.

Item 19 Requirements for State-Registered Advisers

Canal Capital Management, LLC is an SEC registered firm and this section does not apply to our firm.

Item 20 Additional Information

Your Privacy

We view protecting your private information as a top priority. Pursuant to applicable privacy requirements, we have instituted policies and procedures to ensure that we keep your personal information private and secure.

We do not disclose any nonpublic personal information about you to any nonaffiliated third parties, except as permitted by law. In the course of servicing your account, we may share some information with our service providers, such as transfer agents, custodians, broker-dealers, accountants, consultants, and attorneys.

We restrict internal access to nonpublic personal information about you to employees, who need that information in order to provide products or services to you. We maintain physical and procedural safeguards that comply with regulatory standards to guard your nonpublic personal information and to

ensure our integrity and confidentiality. We will not sell information about you or your accounts to anyone. We do not share your information unless it is required to process a transaction, at your request, or required by law.

You will receive a copy of our privacy notice prior to or at the time you sign an advisory agreement with our firm. Thereafter, we will deliver a copy of the current privacy policy notice to you on an annual basis. Please contact our main office at the telephone number on the cover page of this brochure if you have any questions regarding this policy.

Trade Errors

In the event a trading error occurs in your account, our policy is to restore your account to the position it should have been in had the trading error not occurred. Depending on the circumstances, corrective actions may include canceling the trade, adjusting an allocation, and/or reimbursing the account.

Class Action Lawsuits

We do not determine if securities held by you are the subject of a class action lawsuit. Moreover, we do not determine whether you are eligible to participate in class action settlements or litigation nor do we initiate or participate in litigation to recover damages on your behalf.

Neil Gillis, CFP®
CRD #4064036

Canal Capital Management, LLC

1401 E. Cary Street, Suite 401
Richmond, VA 23219

Telephone: 804-325-1450
Facsimile: 866-381-5362

December 26, 2013

FORM ADV PART 2B
BROCHURE SUPPLEMENT

This brochure supplement provides information about Neil Gilliss, CFP® that supplements the Canal Capital Management, LLC brochure. You should have received a copy of that brochure. Please contact us at 804-325-1450 if you did not receive Canal Capital Management, LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about Neil Gilliss, CFP® is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 Educational Background and Business Experience

Your Financial Adviser: Neil Gilliss, CFP®

Year of Birth: 1977

Education:

- Hampden-Sydney College, BA, Managerial Economics, 1999
- University of Richmond, MBA, 2005

Business Background:

- Canal Capital Management, LLC, President, 03/2011 - Present
- Canal Capital Management, LLC, Chief Compliance Officer & Investment Adviser Representative, 08/2012 - Present
- Haxall Point Partners, LLC, Owner / Manager, 08/2013 - Present
- Purshe Kaplan Sterling Investments, Registered Representative, 09/2012 - 12/2013
- Commonwealth Financial Network, Investment Adviser Representative & Registered Representative, 11/2006 - 09/2012

Certifications:

- Certified Financial Planner - The CERTIFIED FINANCIAL PLANNER™, CFP® and federally registered CFP (with flame design) marks (collectively, the "CFP® marks") are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. ("CFP Board"). The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients. Currently, more than 62,000 individuals have obtained CFP® certification in the United States.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- Education - Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board's studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor's Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board's financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;
- Examination - Pass the comprehensive CFP® Certification Examination. The examination, administered in 10 hours over a two-day period, includes case studies and client scenarios designed to test one's ability to correctly diagnose financial planning issues and apply one's knowledge of financial planning to real world circumstances;
- Experience - Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and
- Ethics - Agree to be bound by CFP Board's *Standards of Professional Conduct*, a set of documents outlining the ethical and practice standards for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP® marks:

- Continuing Education - Complete 30 hours of continuing education hours every two years, including two hours on the *Code of Ethics* and other parts of the *Standards of Professional Conduct*, to maintain competence and keep up with developments in the financial planning field; and
- Ethics - Renew an agreement to be bound by the *Standards of Professional Conduct*. The Standards prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP® Board's enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

Item 3 Disciplinary Information

Mr. Gilliss does not have any reportable disciplinary disclosures.

Item 4 Other Business Activities

Neil Gilliss is separately licensed as an independent insurance agent. In this capacity, he can effect transactions in insurance products for his clients and earn commissions for these activities. The fees you pay our firm for advisory services are separate and distinct from the commissions earned by Mr. Gilliss for insurance related activities. This presents a conflict of interest because Mr. Gilliss may have an incentive to recommend insurance products to you for the purpose of generating commissions. However, you are under no obligation, contractually or otherwise, to purchase insurance products through any person affiliated with our firm.

Mr. Gilliss is also an owner and manager of Haxall Point Partners, LLC, a Virginia limited liability company and the General Partner to Haxall Point Income Fund I, LP (the "Fund"), a Delaware limited partnership. In his capacity as owner and manager of Haxall Point Partners, LLC, Mr. Gilliss may receive compensation that is separate and apart from the advisory fees you pay our firm. Please see our firm's disclosure brochure for more information on the Fund.

Item 5 Additional Compensation

Please refer to the *Other Business Activities* section above for disclosures on Mr. Gilliss' receipt of additional compensation. Also, please refer to the *Fees and Compensation* section and the *Client Referrals and Other Compensation* section of Canal Capital Management, LLC's firm brochure for additional disclosures on this topic.

Item 6 Supervision

Mr. Gilliss is the President and Chief Compliance Officer of Canal Capital Management, LLC. Mr. Gilliss can be reached at 804-325-1450.

In the supervision of our associated persons, advice provided is limited based on the restrictions set by Canal Capital Management, LLC, and by internal decisions as to the types of investments that may be included in client portfolios. We conduct periodic reviews of client holdings and documented suitability information to provide reasonable assurance that the advice provided remains aligned with each client's stated investment objectives and with our internal guidelines.

Noah Greenbaum

CRD #5596246

Canal Capital Management, LLC

1401 E. Cary Street, Suite 401

Richmond, VA 23219

Telephone: 804-325-1450

Facsimile: 866-381-5362

December 26, 2013

**FORM ADV PART 2B
BROCHURE SUPPLEMENT**

This brochure supplement provides information about Noah Greenbaum that supplements the Canal Capital Management, LLC brochure. You should have received a copy of that brochure. Please contact us at 804-325-1450 if you did not receive Canal Capital Management, LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about Noah Greenbaum is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 Educational Background and Business Experience

Your Financial Adviser: Noah Greenbaum

Year of Birth: 1984

Education:

- University of Virginia, BS, Psychology, 2007

Business Background:

- Canal Capital Management, LLC, Investment Adviser Representative, 08/2012 - Present
- Haxall Point Partners, LLC, Owner / Manager, 08/2013 - Present
- Commonwealth Financial Network, Investment Adviser Representative & Registered Representative, 03/2009 - 08/2012
- Purshe Kaplan Sterling Investments, Registered Representative, 09/2012 - 12/2013
- First Investors Corporation, Investment Adviser Representative & Registered Representative, 09/2008 - 03/2009

Item 3 Disciplinary Information

Mr. Greenbaum does not have any reportable disciplinary disclosures.

Item 4 Other Business Activities

Noah Greenbaum is separately licensed as an independent insurance agent. In this capacity, he can effect transactions in insurance products for his clients and earn commissions for these activities. The fees you pay our firm for advisory services are separate and distinct from the commissions earned by Mr. Greenbaum for insurance related activities. This presents a conflict of interest because Mr. Greenbaum may have an incentive to recommend insurance products to you for the purpose of generating commissions. However, you are under no obligation, contractually or otherwise, to purchase insurance products through any person affiliated with our firm.

Mr. Greenbaum is also an owner and manager of Haxall Point Partners, LLC, a Virginia limited liability company and the General Partner to Haxall Point Income Fund I, LP (the "Fund"), a Delaware limited partnership. In his capacity as owner and manager of Haxall Point Partners, LLC, Mr. Greenbaum may receive compensation that is separate and apart from the advisory fees you pay our firm. Please see our firm's disclosure brochure for more information on the Fund.

Item 5 Additional Compensation

Please refer to the *Other Business Activities* section above for disclosures on Mr. Greenbaum's receipt of additional compensation. Also, please refer to the *Fees and Compensation* section and the *Client Referrals and Other Compensation* section of Canal Capital Management, LLC's firm brochure for additional disclosures on this topic.

Item 6 Supervision

Neil Gilliss, President & Chief Compliance Officer is responsible for supervising the advisory activities of Mr. Greenbaum. Mr. Gilliss can be reached at 804-325-1450.

In the supervision of our associated persons, advice provided is limited based on the restrictions set by Canal Capital Management, LLC, and by internal decisions as to the types of investments that may be included in client portfolios. We conduct periodic reviews of client holdings and documented suitability information to provide reasonable assurance that the advice provided remains aligned with each client's stated investment objectives and with our internal guidelines.

Addison Thompson

CRD #2714246

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December 26, 2013

**FORM ADV PART 2B
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This brochure supplement provides information about Addison Thompson that supplements the Canal Capital Management, LLC brochure. You should have received a copy of that brochure. Please contact us at 804-325-1450 if you did not receive Canal Capital Management, LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about Addison Thompson is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 Educational Background and Business Experience

Your Financial Adviser: Addison Thompson

Year of Birth: 1947

Education:

- Princeton University, BA, 1970
- University of Virginia, Law Degree, 1973

Business Background:

- Canal Capital Management, LLC, Investment Adviser Representative, 08/2012 - Present
- Commonwealth Financial Network, Investment Adviser Representative, 02/2012 - 09/2012
- Morse Capital Partners, Investment Adviser Representative, 09/2010 - 11/2011
- MCL Financial Group, Investment Adviser Representative & Registered Representative, 10/2010 - 06/2011
- Commonwealth Financial Network, Investment Adviser Representative & Registered Representative, 11/2006 - 10/2010

Item 3 Disciplinary Information

Mr. Thompson does not have any reportable disciplinary disclosures.

Item 4 Other Business Activities

Mr. Thompson is separately licensed as an independent insurance agent. In this capacity, he can effect transactions in insurance products for his clients and earn commissions for these activities. The fees you pay our firm for advisory services are separate and distinct from the commissions earned by Mr. Thompson for insurance related activities. This presents a conflict of interest because Mr. Thompson may have an incentive to recommend insurance products to you for the purpose of generating commissions. However, you are under no obligation, contractually or otherwise, to purchase insurance products through any person affiliated with our firm.

Item 5 Additional Compensation

Please refer to the *Other Business Activities* section above for disclosures on Mr. Thompson's receipt of additional compensation. Also, please refer to the *Fees and Compensation* section and the *Client Referrals and Other Compensation* section of Canal Capital Management, LLC's firm brochure for additional disclosures on this topic.

Item 6 Supervision

Neil Gilliss, President & Chief Compliance Officer is responsible for supervising the advisory activities of Mr. Thompson. Mr. Gilliss can be reached at 804-325-1450.

In the supervision of our associated persons, advice provided is limited based on the restrictions set by Canal Capital Management, LLC, and by internal decisions as to the types of investments that may be included in client portfolios. We conduct periodic reviews of client holdings and documented suitability information to provide reasonable assurance that the advice provided remains aligned with each client's stated investment objectives and with our internal guidelines.