DISCLOSURE STATEMENT SEPTEMBER 30, 2015

1. Name: Las Vegas Railway Express, Inc.

2. Address: 9480 S. Eastern Ave, Suite 205
Las Vegas, NV 89123
(702) 583 - 6715

Website:
www.vegasxtrain.com

Email:
mbarron@vegasxtrain.com

3. The title and class of securities outstanding:

Symbol: XTRN
Class of securities: Common stock
CUSIP: 517815304
Par value: $0.0001 per share
Total shares authorized: 10,000,000,000 common shares as of November 13, 2015
Total shares outstanding: 3,676,742 common shares as of November 13, 2015

Name and Address of Transfer Agent:

Empire Stock Transfer
1859 Whitney Mesa Drive
Henderson, NV 89014
702-818-5898
info@empirestock.com
www.empirestock.com

The transfer agent is registered under the Exchange Act.
There are no restrictions on the exchange of the security and no trading suspension order in the past 12 months.

On April 21, 2015, the Company filed a Certificate of Amendment of Certificate of Incorporation with the Secretary of State of the State of Delaware to increase the Company's authorized common stock from five hundred million (500,000,000) to ten billion (10,000,000,000) shares of common stock, par value $0.0001 per share.

On August 3, 2015, the Company filed a Certificate of Amendment of Certificate of Incorporation with the Secretary of State of the State of Delaware to effect a 1-for-10,000 reverse split of the Company's issued and outstanding shares of common stock (the "Reverse Stock Split").
The Company notified the Financial Industry Regulatory Authority ("FINRA") of the Reverse Stock. The Reverse Stock Split was effective on August 14, 2015 with respective FINRA approval.

On August 24, 2015, the Company filed a Certificate of Amendment of Certificate of Incorporation with the Secretary of State of the State of Delaware to establish the Company's authorized preferred stock A of one million (1,000,000) shares of preferred stock A, par value $0.0001 per share.

4. Issuance history:

During the year ended 3/31/2014, the Company issued 8,335,548 shares of common stock:

600,000 shares issued for cash
4,410,747 shares issued for conversion of debt (notes payable)
728,143 shares issued as payment for services
9,823 shares issued for exercise of warrants
2,586,835 shares issued in exchange of warrants

During the year ended March 31, 2015, the Company issued 449,654,987 shares of common stock:

87,010,002 shares issued for cash
1,600,000 shares issued for employee compensation
122,869,438 shares issued for accounts payable debt
10,290,000 shares issued as payment for services
31,754,894 shares issued for exercise of options
4,416,668 shares issued for exercise of warrants
191,713,985 shares issued for conversion of notes payable

During the six months ended September 30, 2015, the Company issued 1,932,879 shares of common stock:

751,250 shares issued for cash
150,996 shares issued for employee compensation
658,465 shares issued for accounts payable and payroll debt
216,157 shares issued for conversion of notes payable
154,003 shares issued for services
2,008 shares issued in conjunction with reverse split adjustment

All shares issued above were restricted shares (Rule 144).

5. Financial statements:

A. Balance sheet

	September 30, 2015 (Unaudited)	March 31, 2015 (Unaudited)
Assets		
Current assets		
Cash	$ (3,085)	$ 2,687
Other current assets	50,038	49,975
Total current assets	46,953	52,662
Property and equipment, net of accumulated depreciation	50,942	56,208
Other assets		
Deposits	2,964	4,464
Total assets	$ 100,859	$ 113,334
Liabilities and Stockholders' Deficit		
Current liabilities		
Accounts payable and accrued expenses	1,116,068	1,476,574
Derivative liability	3,102,420	2,020,763
Notes payable - related parties	128,102	106,138
Loan payable	48,000	
Current portion of convertible notes payable, net of debt discount	2,810,185	2,839,295
Total current liabilities	7,204,775	6,442,770
Long-term portion of convertible debt, net of current portion	-	39,550
Total liabilities	7,204,775	6,482,320
Commitments and contingencies		
Stockholders' deficit		
Common stock, $0.0001 par value, 10,000,000,000 shares authorized, 1,979,435 and 46,570 shares issued and outstanding as of September 30, 2015 and March 31, 2015, respectively	846,488	46,570
Additional paid-in capital	35,306,733	34,525,861
Common stock payable	57,801	166,208
Accumulated deficit	(43,314,940)	(41,107,625)
Total stockholders' deficit	(7,103,916)	(6,368,986)
Total liabilities and stockholders' deficit	$ 100,859	$ 113,334

See accompanying notes to condensed financial statements

B. Statement of income

	Three Months Ended		Six Months Ended	
	September 30, 2015	September 30, 2014	September 30, 2015	September 30, 2014
Revenues	$	$ 105,010	$	$ 107,554
Cost of sales		50,547		52,544
Gross profit	-	54,463	-	55,010
Operating Expenses:				
Compensation and payroll taxes	320,523	633,457	546,499	3,499,462
Selling, general and administrative	58,625	385,707	164,523	770,302
Professional fees	121,019	253,359	178,531	1,022,638
Depreciation expense	2,633	27,157	5,265	29,592
Total operating expenses	502,800	1,299,680	894,819	5,321,994
Loss from operations	(502,800)	(1,245,217)	(894,819)	(5,266,984)
Other income (expense)				
Gain on extinguishment of debt			25,225.01	
Interest expense	(105,881)	(734,769)	(256,064)	(2,136,919)
Change in derivative liability	(8,196)	(450,597)	(1,081,657)	419,602
Total other income (expense)	(114,077)	(1,185,366)	(1,312,496)	(1,717,317)
Net income (loss) from operations before provision for income taxes	(616,877)	(2,430,583)	(2,207,315)	(6,984,301)
Provision for income taxes	-	-	-	-
Net income (loss)	$ (616,877)	$ (2,430,583)	$ (2,207,315)	$ (6,984,301)
Net income (loss) per share, basic and diluted	$ (0.67)	$ (0.08)	$ (3.27)	$ (0.25)
Weighted average number of common shares outstanding, basic and diluted	920,045	29,902,061	675,860	27,911,904

See accompanying notes to condensed financial statements

C. Statement of cash flows

	Six Months Ended	
	September 30, 2015	September 30, 2014
Cash flows from operating activities		
Net loss	$ (2,207,315)	$ (6,984,301)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	5,266	29,592
Amortization of discounts on note payable	324,149	1,685,563
Amortization of debt offering costs	-	-
Impairment of Union Pacific deposit	-	-
Deferred tax provision	-	-
Change in value of derivative liability	1,081,657	(419,602)
Stock issued for services	215,393	594,090
Stock option compensation	162,995	2,671,898
Warrants issued for services	-	164,708
Loss on settlement on accounts payable for stock	-	223,830
Changes in operating assets and liabilities:		
Accounts receivable	-	(72,599)
Other current assets	(62)	19,950
Other assets	1,500	885
Liabilities of discontinued operations, net	-	-
Accounts payable and accrued expenses	(568,912)	296,131
Net cash used in operating activities	(985,329)	(1,789,855)
Cash flows from investing activities		
Purchases of property and equipment	-	(39,546)
Net cash used in investing activities	-	(39,546)
Cash flows from financing activities		
Proceeds from sale on shares of common stock	998,690	405,300
Proceeds from exercise of stock options	-	1,087
Payments on notes payable	(41,097)	
Proceeds from convertible notes payable	-	1,280,679
Proceeds from notes payable - related parties	21,964	59,000
Net cash provided by financing activities	979,557	1,746,066
Net change in cash	(5,772)	(83,335)
Cash, beginning of the period	2,687	87,910
Cash, end of the period	$ (3,085)	$ 4,575
Supplemental disclosure of cash flow information:		
Interest paid	$ -	$ -
Income taxes paid	$ -	$ -
Supplemental disclosure of non-cash investing and financing transactions:		
Stock issued as payment for debt	$ 615,203	$ 120,442
Stock issued for convertible notes and accrued interest	$ 135,589	$ 135,132

See accompanying notes to condensed financial statements

D. Financial notes

(1) Organization and basis of presentation

Basis of Financial Statement Presentation:

The accompanying unaudited interim financial statements of Las Vegas Railway Express, Inc. (the "Company") have been prepared in accordance with the instructions to Form 10-Q and Article 8 of Regulation S-X. Accordingly, they do not include all information and footnotes required by accounting principles generally accepted in the United States of America ("GAAP") for complete financial statements. These statements reflect all normal and recurring adjustments which, in the opinion of management, are necessary to present fairly the financial position, results of operations and cash flows of the Company for the interim periods presented. However, the results of operations for the interim periods presented are not necessarily indicative of the results that may be expected for the year ending March 31, 2016 or any other future period. These interim financial statements should be read in conjunction with the unaudited consolidated financial statements and notes thereto included in the Company's Annual Report for the year ended March 31, 2015.

Going Concern:

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As shown in the accompanying financial statements, the Company has net losses of $2,207,315 for the six months ended September 30, 2015. The Company also has an accumulated deficit of $43,314,940 and a negative working capital of $7,157,822 as of September 30, 2015, as well as outstanding convertible notes payable of $2,838,920. Management believes that it will need additional equity or debt financing to be able to implement the business plan. Given the lack of revenue, capital deficiency and negative working capital, there is substantial doubt about the Company's ability to continue as a going concern.

Management is attempting to raise additional equity and debt to sustain operations until it can market its services and achieves profitability. The successful outcome of future activities cannot be determined at this time and there are no assurances that, if achieved, the Company will have sufficient funds to execute its intended business plan or generate positive operating results.

The accompanying financial statements do not include any adjustments related to the recoverability and classification of assets or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

(2) Summary of Significant Accounting Policies

Risks and Uncertainties:

The Company operates in an industry that is subject to intense competition and potential government regulations. Significant changes in regulations and the inability of the Company to establish contracts with rail services providers could have a materially adverse impact on the Company's operations.

Use of Estimates:

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reported periods.

Property and Equipment:

Property and equipment are recorded at historical cost and depreciated on a straight-line basis over their estimated useful lives of approximately five years once the individual assets are placed in service. The Company expenses all purchases of equipment with individual costs of under $500, and these amounts are not material to the financial statements.

Long-Lived Assets:

In accordance with FASB ASC 360-10, the Company evaluates long-lived assets for impairment whenever events or changes in circumstances indicate that their net book value may not be recoverable. When such factors and circumstances exist, the Company compares the projected undiscounted future cash flows associated with the related asset or group of assets over their estimated useful lives against their respective carrying amount. Impairment, if any, is based on the excess of the carrying amount over the fair value, based on market value when available, or discounted expected cash flows, of those assets and is recorded in the period in which the determination is made. The Company's management believes there has been no impairment of its long-lived assets during the six months ended September 30, 2015 or 2014. There can be no assurance, however, that market conditions will not change or demand for the Company's business model will continue. Either of these could result in future impairment of long-lived assets.

Income Taxes:

Deferred tax assets and liabilities are recognized for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial reporting and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The deferred tax assets of the Company relate primarily to operating loss carryforwards for federal income tax purposes. A full valuation allowance for deferred tax assets has been provided because the Company believes it is not more likely than not that the deferred tax asset will be realized. Realization of deferred tax assets is dependent on the Company generating sufficient taxable income in future periods.

The Company periodically evaluates its tax positions to determine whether it is more likely than not that such positions would be sustained upon examination by a tax authority for all open tax years, as defined by the statute of limitations, based on their technical merits. As of September 30, 2015 and March 31, 2015, the Company has not established a liability for uncertain tax positions.

Basic and Diluted Loss Per Share:

In accordance with Financial Accounting Standards Board Accounting Standards Codification ("FASB ASC") 260, "Earnings Per Share," the basic loss per common share is computed by dividing the net loss available to common stockholders after preferred stock dividends, by the weighted average common shares outstanding during the period. Diluted earnings per share reflect per share amounts that would have resulted if diluted potential common stock had been converted to common stock. Common stock equivalents have not been included in the earnings per share computation for the six months ended September 30, 2015 and 2014 as the amounts are anti-dilutive. As of September 30, 2015, the Company had 10 outstanding options which were excluded from the computation of net income per share because they are anti-dilutive. As of September 30, 2015, the Company also had convertible debt of $2,838,920 which was excluded from the computation. As of September 30, 2015, the Company had 465 outstanding warrants which were also excluded from the computation because they were anti-dilutive.

Share Based Payment:

The Company issues stock, options and warrants as share-based compensation to employees and non-employees.

The Company accounts for its share-based compensation to employees in accordance FASB ASC 718. Stock-based compensation cost is measured at the grant date, based on the estimated fair value of the award, and is recognized as expense over the requisite service period.

The Company accounts for share-based compensation issued to non-employees and consultants in accordance with the provisions of FASB ASC 505-50 "Equity - Based Payments to Non-Employees." Measurement of share-based payment transactions with non-employees is based on the fair value of whichever is more reliably measurable: (*a*) the goods or services received; or (*b*) the equity instruments issued. The final fair value of the share-based payment transaction is determined at the performance completion date. For interim periods, the fair value is estimated and the percentage of completion is applied to that estimate to determine the cumulative expense recorded.

The Company values stock compensation based on the market price on the measurement date. As described above, for employees this is the date of grant, and for non-employees, this is the date of performance completion.

Derivative Liabilities:

The Company has certain warrants and embedded conversion options in notes payable with elements that qualify as derivatives. The warrants have anti-dilution clauses that prevent calculation of the ultimate number of shares that may be issued upon exercise, and four outstanding notes payable that had a variable conversion feature that similarly prevented the calculation of the number of shares into which they were convertible.

The Company values these warrants and embedded conversion options in notes payable using the Black-Scholes model.

Fair Value of Financial Instruments:

The Company's financial instruments as defined by FASB ASC 825-10-50 include cash, notes payable and derivative liabilities. Derivative liabilities are recorded at fair value. The principal balance of notes payable approximates fair value because current interest rates and terms offered to the Company for similar debt are substantially the same.

FASB ASC 820 defines fair value, establishes a framework for measuring fair value, in accordance with generally accepted accounting principles, and expands disclosures about fair value measurements. FASB ASC 820 establishes a three-tier fair value hierarchy which prioritizes the inputs used in measuring fair value as follows:

Level 1. Observable inputs such as quoted prices in active markets;

Level 2. Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and

Level 3. Unobservable inputs in which there is little or no market data, which requires the reporting entity to develop its own assumptions.

In determining the appropriate fair value of the goodwill and derivative liabilities, the Company used the following input levels for its valuation methodology.

	Fair Value as of September 30, 2015	Fair Value Measurements at September 30, 2015 Using Fair Value Heirarchy		
		Level 1	Level 2	Level 3
Liabilities:				
Derivative liability	$ 3,102,420	$ -	$ 3,102,420	$ -

New Accounting Pronouncements:

There are no recent accounting pronouncements that management believes will have a material impact on the Company's present or future consolidated financial statements.

(3) Property and Equipment

Property and equipment consisted of the following.

	September 30, 2015 Unaudited	March 31, 2015
Office equipment	$ 51,963	$ 51,963
Computer software	24,167	24,167
Transportation equipment under construction	-	-
	76,130	76,130
Less: accumulated depreciation	(25,189)	(19,922)
	$ 50,942	$ 56,208

(4) Related Party Notes Payable

A summary of outstanding notes payable is as follows:

	September 30, 2015	September 30, 2014
Promissory notes, dated May 15, 2015 to affiliates bearing interest at 10% per month, payable on demand	$ 128,102	$ 59,000.00
Total outstanding notes payable	**$ 128,102**	**$ 59,000**

(5) Convertible Notes Payable

On October 1, 2013, the Company entered into a promissory note with JMJ Financial which provides for the Company to borrow up to $350,000 in principal (the "JMJ Note"). As of March 31, 2014, the Company had borrowed $150,000 under this Promissory Note. Outstanding borrowings mature two years from the effective date of each payment. If the outstanding balance of the note is repaid by the Company on or before 90 days from the effective date of the borrowing, the interest charged is 0%. However, if the

Company does not repay the note within 90 days, a one-time interest charge of 12% shall be applied to the outstanding principal sum. The outstanding balance of the note may be converted into common stock at the option of the debt holder at a rate equal to $0.90 per share, or 60% of the lowest trading price in the 25 days trading days previous to the conversion date, subject to other adjustments in the agreement. During the six months ended September 30, 2015, JMJ Financial converted $6,900 of outstanding principal into 23,000,000 shares of common stock under the terms of the agreement. As of September 30, 2015, the outstanding balance of the JMJ Note amounted to $53,721.

On November 22, 2013, the Company, entered into and closed a purchase agreement (the "Purchase Agreement") with Cowen Overseas International LP, pursuant to which the Company sold to the investor a senior secured convertible promissory note in the principal amount of $1,750,000 (the "Note"), and warrants to purchase 300,000 shares of common stock (the "Warrants"), for an aggregate purchase price of $1,750,000. The Note was scheduled to mature on June 30, 2014, bears interest at the rate of 10% per year payable on maturity in cash or shares of common stock at the Company's option (subject to certain conditions), and is convertible into shares of the Company's common stock at a conversion price equal to $0.70, subject to adjustment in the event of future stock splits, stock dividends, and similar transactions, or in the event of subsequent equity sales by the Company at a price lower than the conversion price then in effect. The Company's obligations under the Note are secured by substantially all of the Company's assets. The Warrants have a five year term, are exercisable on a cash or cashless basis, and have an exercise price equal to $1.00, subject to adjustment in the event of future stock splits, stock dividends, and similar transactions, or in the event of subsequent equity sales by the Company at a price lower than the exercise price then in effect.

On March 24, 2014, the Company entered into a Convertible Promissory Note with Iconic Holdings, LLC (the "Iconic Note") in which the Company has access to borrow a total principal amount of $165,000. All borrowings incur interest at a rate of 8% per annum, which is payable as of the maturity date of March 24, 2015. The initial borrowing made by the Company amounted to $55,000, which represented the amount outstanding on the Iconic Note as of March 31, 2014. At the option of the debt holder, the outstanding balance may be converted at any time into shares of the Company's common stock at a conversion rate equal to the lower of $0.50 or 60% of the lowest trading price of the Company's common stock during the 25 consecutive trading days prior to conversion election date. During the six months ended September 30, 2015, Iconic converted $12,353 of outstanding capital into 80,734,344 shares of common stock. The outstanding principal balance as of September 30, 2015 amounted to $108,407.

On April 2, 2014, the Company entered into a convertible promissory note for $225,000 with Beaufort Capital Partners LLC with a maturity date of October 2, 2014. The note is convertible into shares of the Company's common stock at a discount of 42% of the lowest traded price during the 5 trading days preceding the conversion date. During the six months ended September 30, 2015, Beaufort converted $6,732 of outstanding capital into 55,800,000 shares of common stock. The outstanding principal balance as of September 30, 2015 amounted to $203,968.

On April 11, 2014, the Company entered into a Note Exchange Agreement with the Cowen Overseas International LP holding the $1,750,000 senior secured convertible promissory note originally issued on November 22, 2013 under the Purchase Agreement. Under the terms of the Note Exchange Agreement, the original senior secured convertible promissory note is cancelled and replaced with a new note for $2,000,000. The new note matures on November 30, 2014, bears interest at the rate of 10% per year payable on maturity in cash or shares of common stock at the Company's option (subject to certain conditions), and is convertible into shares of the Company's common stock at a conversion price equal to $0.45, subject to adjustments in the event of future stock splits, stock dividends, and similar transactions, or in the event of subsequent equity sales by the Company at a price lower than the conversion price then in effect. Under the new note, the Company's obligations are secured by substantially all of the Company's assets, excluding any railcar assets.

On April 17, 2014, the Company entered into a convertible note payable with Vista Capital Investments, LLC providing for borrowings up to $250,000 with a maturity date of April 17, 2016. The note has a one-time interest charge of 12% and is due on the maturity date. The outstanding balance of the note along with

accrued interest is convertible into shares of the Company's common stock at a rate equal to the lesser of $0.25 or 60% of the lowest trade occurring during the 25 trading days preceding the conversion date. The Company received borrowings under this convertible note payable of $50,000 in April 2014. During the six months ended September 30, 2015, Vista Capital converted $20,000 of outstanding capital into 110,000,000 shares of common stock. The outstanding principal balance as of September 30, 2015 amounted to $19,550.

On April 30, 2014, the Company entered into a convertible note payable with Redwood Management, LLC providing for total borrowings of $250,000, which is payable in 3 installments of $83,333, one upon execution of the note, one due one month after execution, and one due two months after execution. Interest on the note equals 10% of the total principal balance, regardless of how long the note is outstanding for. The Company received payments of $83,333 on May 5, 2014 and on May 30, 2014. The convertible note matures 6 months after the issuance, at which point the outstanding principal and interest is due. During the six months ended September 30, 2015, Redwood converted $10,569 of outstanding capital into 59,441,000 shares of common stock. The outstanding principal balance as of September 30, 2015 amounted to $236,438.

On May 12, 2014, the Company entered into a secured convertible promissory note with Typenex Co-Investment, LLC (the "Typenex Note") providing for total borrowings up to $335,000 which accrue interest at a rate of 10% per annum. All outstanding borrowings mature and are due in 20 months from the issuance date. The Company received an initial payment of $87,500 on the note issuance date. The outstanding principal and interest is convertible into shares of common stock at the option of the holder at a conversion rate equal to the lesser of $0.35 per share or 60% of the average of the 3 lowest closing bid prices in the 20 trading days preceding the conversion date. If the average of the 3 lowest closing bid prices is less than $0.10, then the conversion factor is reduced from 60% to 55%. The debt holder was also issued warrants on May 12, 2014 in connection with this note payable granting the right to purchase a number of common stock shares equal to $167,500 divided by the market price (defined as the higher of the closing price on the issuance date or the volume weighted average price of the stock for the trading day that is 2 days prior to the exercise date) at an exercise price of $0.35 per share. During the three months ended June 30, 2015, Typenex converted $14,850 of outstanding capital into 45,000,000 shares of common stock. During the six months ended September 30, 2015, Typenex converted $19,000 of outstanding note into 138,182 shares of common stock. The outstanding principal balance as of September 30, 2015 amounted to $53,650.

On June 13, 2014, the Company entered a convertible debenture agreement with Group 10 Holdings, LLC providing for total borrowing of $55,000 which accrue interest at the rate of 12% per annum. All borrowings mature and are due in one year from the issuance date. The debenture is convertible into shares of common stock at the option of the holder at the conversion rate lesser of 55% discount of the lowest closing bid price during the 25 trading days prior to the date of notice conversion or $0.25 per share. In connection with the agreement, the Company issued 50,000 shares of common stock as a commitment fee. The fair value of the common stock issued amounted to $8,500 and has been recorded as a discount to the note payable. The amount is being amortized into interest expense through the maturity date of June 13, 2015. During the six months ended September 30, 2015, Group 10 converted $7,260 of outstanding capital into 22,000,000 shares of common stock. The outstanding principal balance as of September 30, 2015 amounted to $46,750.

The above warrants issued with the Purchase Agreement and Typenex Note have anti-dilution clauses and variable exercise rates that prevent calculation of the ultimate number of shares that may be issued upon exercise, and all of the outstanding convertible note balances described above have variable conversion features that similarly prevented the calculation of the number of shares into which they were convertible. As a result, the Company accounts for both the conversion feature associated with these notes and the warrants as derivatives. The Company values these warrants and conversion features using the binomial lattice method. The resulting liability is valued at each reporting date and the change in the liability is reflected as change in derivative liability in the statement of operations.

On July 18, 2014, the Company entered into a convertible note payable with LG Capital Funding, LLC providing for total borrowings of $90,000, which is payable in 2 installments of $45,000. Interest on the note equals 8% of the total principal balance. The Company received payment of $45,000 on July 22, 2014, which represents the total amounts outstanding as of December 31, 2014. The convertible note matures 12 months after the issuance on July 17, 2015, at which point the outstanding principal and interest is due. The outstanding amounts are convertible into shares of common stock at a conversion rate equal to 57% of the lowest trading price during the fifteen trading days prior to the conversion. . During the six months ended September 30, 2015, LG Capital converted $4,000 of outstanding capital into 12,413,684 shares of common stock. The outstanding principal balance as of September 30, 2015 amounted to $41,000.

On July 24, 2014, the Company entered into a security purchase agreement with ADAR Bays, LLC providing for total borrowings of $71,000, with the first note being of $36,000 and the second note being in the amount of $35,000. Interest on the note equals 8% of the total principal balance. The Company received proceeds of $36,000 on July 28, 2014, which represents the total amount outstanding as of December 31, 2014. The convertible note matures 12 months after the issuance on July 23, 2015, at which point the outstanding principal and interest is due. The outstanding amounts are convertible into shares of common stock at a conversion rate equal to 57% of the lowest trading price during the fifteen trading days prior to the conversion.

On September 23, 2014, the Company entered into a convertible promissory note with JSJ Investments, Inc. providing for total borrowings of $44,679 which bears interest at a rate of 15% per annum. The convertible note matures on March 23, 2015, at which point the outstanding principal and interest is due. The outstanding amounts are convertible into shares of common stock at a conversion rate equal to 61% of the average of the 3 lowest trading price during the ten trading days prior to the conversion. During the six months ended September 30, 2015, JSJ Investments, Inc. converted $5,244 of outstanding principal into 13,620,372 shares of common stock under the terms of the agreement. As of September 30, 2015, the note had an outstanding principal balance of $39,436.

The following summarizes the book value of the convertible notes payable outstanding as of September 30, 2015 and March 31, 2015.

	September 30, 2015 Unaudited	March 31, 2015
Principal balance of convertible notes payable outstanding	$ 2,838,920	$ 2,985,574
Less: discount on convertible notes payable	(28,735)	(106,729)
Convertible notes payable, net	$ 2,810,185	$ 2,878,845

Future scheduled maturities of these notes payable are as follows:

		June 30, 2015
2015	$	2,838,920
2016		-
Total	$	2,838,920

(6) Derivative Instruments

The Company has certain warrants and notes payable with elements that qualify as derivatives. The warrants have anti-dilution clauses that prevent calculation of the ultimate number of shares that may be issued upon exercise, and the notes payables have variable conversion features that similarly prevented the calculation of the number of shares into which they were convertible.

The derivative liability, as it relates to the different instruments, is shown in the following table.

	Six Months Ended September 30, 2015			Six Months Ended September 30, 2014		
	Warrants	Conversion Feature of Notes Payable	Total	Warrants	Conversion Feature of Notes Payable	Total
Beginning balance, April 1	$ 719	$ 2,020,044	$ 2,020,763	$ 205,248	$ 992,770	$ 1,198,018
Additional issuances	-	-	-	148,903	1,086,423	1,235,326
Exercised/converted	-	-	-	-	-	-
Reclassification to equity	-	-	-	-	-	-
Change in derivative liability	(707)	1,082,364	1,081,657	(344,773)	(74,829)	(419,602)
Ending balance, September 30	$ 12	$ 3,102,408	$ 3,102,420	$ 9,378	$ 2,004,364	$ 2,013,742

The derivative liability was valued using the Black-Scholes model with the following inputs.

	Warrants For The Six Months Ended September 30, 2015	Notes Payable For The Six Months Ended September 30, 2015	Notes Payable & Warrants For The Six Months Ended September 30, 2014
Expected life in years	0.6 - 3.6	0.5	0.7 - 2.9
Stock price volatility	271.27% - 440.07%	440.78%	193.70% -550.50%
Discount rate	0.25% - 1.65%	0.12% - 0.25%	0.03% - 1.78%
Expected dividends	None	None	None
Forfeiture rate	0%	0%	0%

(7) Equity

Common Stock

The Company is authorized to issue 10,000,000,000 shares of common stock and 1,000,000 shares of preferred class A of stock at this time. The holders of common stock are entitled to one vote per share on all matters submitted to a vote of stockholders and are not entitled to cumulate their votes in the election of directors. The holders of common stock are entitled to any dividends that may be declared by the Board of Directors out of funds legally available therefore subject to the prior rights of holders of any outstanding shares of preferred stock and any contractual restrictions we have against the payment of dividends on

common stock. In the event of our liquidation or dissolution, holders of common stock are entitled to share ratably in all assets remaining after payment of liabilities and the liquidation preferences of any outstanding shares of preferred stock. Holders of common stock have no preemptive or other subscription rights and no right to convert their common stock into any other securities.

During the six months ended September 30, 2015, the Company issued an aggregate of 216,157 shares of common stock for the conversion of $135,589 in convertible notes payable and accrued interest and 658,465 shares of common stock for conversion of $615,203 of accounts payable and payroll debt. During the six months ended September 30, 2014 the Company issued an aggregate of 828 of common stock for the conversion of $135,132 of outstanding notes payable.

During the six months ended September 30, 2015, the Company issued an aggregate of 150,996 shares of common stock as payment for employee compensation resulting in total expense of $150,996. During the six months ended September 30, 2014, the Company issued an aggregate of 1,205 shares of common stock as payment for services, directors' and employee compensation resulting in an expense of $2,671,898. The fair value of the directors' and employees' service was determined by the closing price of the stock on date of grant and board of director minutes authorizing the shares.

During the six months ended September 30, 2015, the Company didn't issue any stock for the exercise of stock options. During the six months ended September 30, 2014, the Company issued 1,195 shares of common stock for the exercise of stock options.

During the six months ended September 30, 2015, the Company issued an aggregate of 751,250 shares of common stock for cash of $525,000 and 154,003 shares of common stock for services of $154,003 of debt. During the six months ended September 30, 2014 the Company didn't issue any stock for cash.

On May 30, 2014, the Company entered into a Debt Securities Assignment and Purchase agreement, along with a Securities Exchange and Settlement Agreement with Beaufort Capital Partners LLC ("Beaufort"). Per the terms of the agreements, the Company assigned $105,256 of outstanding accounts payable to Beaufort, in exchange for allowing Beaufort to convert the amounts into common stock, at a date of their choosing, at a rate equal to 40% of the lowest traded price over the 20 days previous to the conversion date. During the year ended March 31, 2015, Beaufort elected to convert $89,543 into 7,353,452 shares of common stock per the terms of the agreement. As of September 30, 2015 there is balance left of $15,713.

On August 8, 2014, the Company entered into Debt Securities Assignment with Macallan Partners LLC ("Macallan") which provides for the assignment of $20,000 of liabilities from the Company to Macallan in exchange for allowing Macallan to convert the amount into 1,300,000 shares of common stock at the set price of $0.0154. The difference between the conversion amount of $20,000 and the fair value of the shares issued amounted to $45,000, and was recorded as interest expense during the year ended March 31, 2015.

On September 12, 2014, the Company entered into Debt Securities Assignment with Macallan Partners LLC ("Macallan") which provides for the assignment of $15,000 of liabilities from the Company to Macallan in exchange for allowing Macallan to convert the amount into 2,000,000 shares of common stock at the set price of $0.0075. The difference between the conversion amount of $15,000 and the fair value of the shares issued amounted to $51,000, and was recorded as interest expense during the year ended March 31, 2015. As of September 30, 2015 there is balance left of $14,772.

On October 6, 2014, the Company entered into Assignment Agreement with JSJ Investments, which provides for the assignment of $25,780 of liabilities from the Company to JSJ Investments in exchange for allowing JSJ Investments to convert the amount into shares of common stock at the at a rate equal to 45% of the lowest traded price over the 20 days previous to the conversion date.

On November 24, 2014, the Company entered into Assignment and Assumption Agreement with Microcap Equity Group, LLC, which provides for the assignment of $41,800 of liabilities from the Company to Microcap Equity Group, LLC in exchange for allowing Microcap Equity Group, LLC to convert the

amount into shares of common stock at the at a rate equal to 50% of the lowest traded price over the 20 days previous to the conversion date.

On January 15, 2015, the Company entered into Assignment and Assumption Agreement with Microcap Equity Group, LLC, which provides for the assignment of $70,940 of liabilities from the Company to Microcap Equity Group, LLC in exchange for allowing Microcap Equity Group, LLC to convert the amount into shares of common stock at the at a rate equal to 50% of the lowest traded price over the 20 days previous to the conversion date.

As of September 30, 2015, the amount of $15,713 is still outstanding as Beaufort has not elected to convert the amount yet, the amount of $14,772 is still outstanding as Macallan has not elected to convert the amount yet, and the amount of $27,317 is still outstanding as Microcap Equity Group LLC has not elected to convert the amount yet.

As of September 30, 2015, shares of common stock for the amount of $57,801 for debt conversion were not issued. As the amounts are required to be paid in common stock, the Company has classified these amounts as "Common Stock Payable", a component of stockholders' equity on the accompanying condensed balance sheet as of September 30, 2015.

Warrants

During the six months ended September 30, 2015, the Company didn't issue any warrants.

During the nine months ended September 30, 2014, the Company issued warrants in connection with the Typenex Note (see Note 5) granting the debt holder the right to purchase a number of common stock shares equal to $167,500 divided by the market price (defined as the higher of the closing price on the issuance date or the volume weighted average price of the stock for the trading day that is 2 days prior to the exercise date) at an exercise price of $3,500 per share. The warrants have been accounted for as derivative liabilities (see Note 6).

(8) Stock Option Plan:

The Company's 2015 Stock Option Plan provides for the grant of 1,000,000,000 incentive or non-statutory stock options to purchase common stock. Employees, who share the responsibility for the management growth or protection of the business of the Company and certain non-employees, are eligible to receive options which are approved by a committee of the Board of Directors. These options vest over five years and are exercisable for a ten-year period from the date of the grant. As of September 30, 2015 and March 31, 2015, the Company had 10 fully vested options outstanding under the 2011 Stock Option Plan at an exercise price of $100,000 per share. The options expire in November 2018.

(9) Related Party Transactions

Michael A. Barron, the CEO and President of the Company, is a 100% owner and President of Allegheny Nevada Holdings Corporation, "Allegheny". The Company was indebted to Allegheny by a certain promissory note with 10% annual interest. As of September 30, 2015, the balance of the note was $50,501 and the accrued interest was $26,419.

Dianne David, the spouse of the CEO, Michael A. Barron, as of May 15, 2015 holds a promissory note with 10% annual interest and as of September 30, 2015 the principal balance is $48,501 and accrued interest of $26,346.

Wanda Witoslawski, the CFO of the Company, holds a promissory note of 29,100 with 10% annual interest, which equals to $30,666 as of September 30, 2015.

(10) Subsequent Events

During the month of October 2015, the Company issued 855,801 shares of common stock for compensation, 771,500 shares of common stock for cash and 70,000 share of common stock for consulting services.

6. Nature of the business:

A. Our company, Las Vegas Railway Express, Inc., is establishing a new and innovative passenger train service between Las Vegas and the Los Angeles metropolitan area by hiring Amtrak to haul our passenger cars for a fee, between Los Angeles and Las Vegas. The proposed service, called the "X-Train," will introduce a "Las Vegas" style experience on the train, while traversing the route in approximately 5 ½ hours. We will be profitable on the very first run based on our pricing model.

We plan to offer our train service as a tour package in much the same way as cruise lines work with a package of train ticket, hotel, transfers and complimentary first cocktail on board. F&B offerings are not included. Customers can book their tour package with any one of several major hotels in Las Vegas via the X Train website www.vegasxtrain.com or via www.xtrainvacations.com X Train handles all the bookings and our choice hotels are MGM Resorts, The Wynn Resort, Caesars Resort, The Plaza Hotel and Mandalay Resorts. X Train captures 100% of the hotel bookings for which it receives a commission.

Our business plan emanates from a regional transportation feasibility study published in 2007, which suggested that a well-run rail service between Los Angeles and Las Vegas could garner up to 30% of the approximately 12 million passengers who regularly drive between these two metropolitan areas. See: www.rtcsouthernnevada.com.

Over the last 18 months, we have been engaged in activities designed to secure the necessary rights, equipment and facilities required to commence commercial service in the fall of 2015. These include: hiring Amtrak to provide regularly scheduled excursion charter services on the LA to Las Vegas route, purchasing or leasing appropriate locomotive and passenger cars designed to move passengers over the route in comfort; and securing leases on terminal facilities and passenger depots in Los Angeles and in Las Vegas.

We are assisted in this project by North Star Rail, LLC, which owns the rail set of passenger cars we plan to lease. We have an agreement with them to manage for us the charter process with Amtrak as well as leasing their rail car consist to run on our planned route.

The Company's common stock is currently quoted on the OTCPINK under the symbol "XTRN". The company website is www.vegasxtrain.com.
The Company maintains offices at 9480 South Eastern Avenue, Suite 205, Las Vegas, Nevada 89123.

B. Originally incorporated in Delaware on March 9, 2007 as Corporate Outfitters, Inc.
C. SIC code: 6199
D. Fiscal year end: March 31
E. Our main service is to provide a first class "Las Vegas" style travel experience at attractive fares together with a more moderate Coach Class for the economical visitor, while keeping our operating costs low and pursuing ways to make our operations more efficient. We intend to grow by adding additional trains and increasing the number of trips from Los Angeles to Las Vegas, raising our average fare over time, expanding our relationships with premier leisure companies and growing the level of ancillary services provided to our customers.

7. As of September 30, 2015 there is only corporate office in Las Vegas. The Company is working on securing leases for cars and stations.

8. Officers and directors

The following table sets forth information regarding our executive officers and directors:

Name	Age	Office
Michael A. Barron	65	Chairman of the Board of Directors, Chief Executive Officer
Dr. Harry Teng	52	Director
Louis M. Schillinger	65	Director
Wanda Witoslawski	51	Chief Financial Officer and Treasurer

Directors hold office for a period of one year from their election at the annual meeting of stockholders and until their successors is duly elected and qualified. Officers are elected by, and serve at the discretion of, the Board of Directors. None of the above individuals has any family relationship with any other.
In the past 5 years there was no legal/disciplinary history involving officers and directors of the Company.

The following table sets forth certain information regarding the beneficial ownership of the Company's Common Stock as of September 30, 2015 by (a) each of the Company's directors and executive officers, (b) all of the Company's directors and executive officers as a group and (c) each person known by the Company to be the beneficial owner of more than five percent of its outstanding common stock.

Directors and Officers (1)	Amount of Beneficial Ownership (2)	Percent of Class (3)
Michael Barron, CEO/President and Chairman (4)	609,525	25.93%
Wanda Witoslawski, CFO and Treasurer (5)	461,466	20.75%
Harry Teng, Director	1,000	0.05%
Louis M. Schillinger, Director	2,250	0.11%
All directors and officers as a group	**1,074,241**	**46.84%**

(1) The address of each of the beneficial owners is 9480 South Eastern Ave, Suite 205, Las Vegas, Nevada 89123.

(2) In computing the number of shares beneficially owned by a person and the percentage ownership of that person, shares of common stock subject to options held by that person that are currently exercisable, or become exercisable within 60 days are deemed outstanding. However, such shares are not deemed outstanding for purposes of computing the percentage ownership of any other person.

(3) Based on 1,979,435 shares outstanding as of September 30, 2015.

(4) Includes 34 shares held by Allegheny Nevada Holdings Corporation, which is in the sole control of Michael Barron, and warrants to purchase 52 shares of common stock and fully vested grant of 371,006 shares of common stock.

(5) Includes fully vested grant of 244,326 shares of common stock.

9. Third Party Providers:

Legal: Frederick Bauman, Attorney at Law
6440 Sky Pointe Dr., Ste. 140-149
Las Vegas, NV 89131
702 – 533 – 8372
fred@lawbauman.com

10. Certification:

I, Michael Barron, certify that:

1. I have reviewed this quarterly disclosure statement of Las Vegas Railway Express, Inc.;

2. Based on my knowledge, this disclosure statement does not contain any untrue statements of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial informant included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer and of, and for, the periods presented in this disclosure statement.

Date: 11/13/15

Michael A. Barron, CEO
/s/ Michael Barron

Wanda Witoslawski, CFO
/s/ Wanda Witoslawski