AMENDED DISCLOSURE STATEMENT DECEMBER 31, 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 February 12, 2016
Total shares outstanding: 22,203,906 common shares as of February 12, 2016

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 nine months ended December 31, 2015, the Company issued 22,657,350 shares of common stock:

10,122,750 shares issued for cash
9,496,803 shares issued for employee compensation
658,465 shares issued for accounts payable and payroll debt
2,083,321 shares issued for conversion of notes payable
294,003 shares issued for services
2,008 shares issued in conjunction with reverse split adjustment

All shares issued above were restricted shares.

5. Financial statements:

A. Balance sheet

	December 31, 2015 (Unaudited)	March 31, 2015 (Unaudited)
Assets		
Current assets		
Cash	$ (4,019)	$ 2,687
Other current assets	349,632	49,975
Total current assets	345,613	52,662
Property and equipment, net of accumulated depreciation	1,048,310	56,208
Other assets		
Deposits	3,084	4,464
Total assets	$ 1,397,007	$ 113,334
Liabilities and Stockholders' Deficit		
Current liabilities		
Accounts payable and accrued expenses	1,007,479	1,476,574
Derivative liability	1,922,339	2,020,763
Loan payable	48,000	
Current portion of convertible notes payable, net of debt discount	2,149,102	2,839,295
Total current liabilities	5,126,920	6,336,632
Long-term portion of convertible debt, net of current portion	-	39,550
Total liabilities	5,126,920	6,376,182
Commitments and contingencies		
Stockholders' deficit		
Common stock, $0.0001 par value, 10,000,000,000 shares authorized, 22,703,906 and 46,570 shares issued and outstanding as of December 31, 2015 and March 31, 2015, respectively	848,561	46,570
Additional paid-in capital	36,660,717	34,525,861
Common stock payable	346,089	166,208
Accumulated deficit	(41,585,280)	(41,107,625)
Total stockholders' deficit	(3,729,913)	(6,368,986)
Total liabilities and stockholders' deficit	$ 1,397,007	$ 7,196

See accompanying notes to condensed financial statements

B. Statement of income

	Three Months Ended		Nine Months Ended	
	December 31, 2015	December 31, 2014	December 31, 2015	December 31, 2014
Revenues	$	$ (734)	$	$ -
Cost of sales		11,353		-
Gross profit	-	(12,087)	-	-
Operating Expenses:				
Compensation and payroll taxes	531,972	183,798	1,078,471	1,683,096
Selling, general and administrative	(900,800)	334,354	(736,277)	1,290,094
Professional fees	84,941	174,348	263,472	1,453,936
Depreciation expense	2,633	39,418	7,898	5,290
Total operating expenses	(281,255)	731,918	613,564	4,432,416
Loss from operations	281,255	(744,005)	(613,564)	(4,432,416)
Other income (expense)				
Interest expense	(101,812)	(396,820)	(357,876)	(4,862,209)
Change in derivative liability	1,180,081	(1,157,845)	98,424	1,569,736
Debt Conversion Expense	370,145		395,370	
Total other income (expense)	1,448,414	(1,554,665)	135,918	(3,292,473)
Net income (loss) from operations before provision for income taxes	1,729,669	(2,298,670)	(477,646)	(7,724,889)
Provision for income taxes	-	-	-	(13,571)
Net income (loss)	$ 1,729,669	$ (2,298,670)	$ (477,646)	$ (7,738,460)
Net income (loss) per share, basic and diluted	$ 0.38	$ (0.01)	$ (0.13)	$ (0.92)
Weighted average number of common shares outstanding, basic and diluted	4,553,915	227,614,306	3,686,316	8,414,380

See accompanying notes to condensed financial statements

C. Statement of cash flows

	Nine Months Ended	
	December 31, 2015	December 31, 2014
Cash flows from operating activities		
Net loss	$ (477,646)	$ (9,282,971)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	7,898	69,011
Amortization of discounts on note payable	722,691	1,967,103
Change in value of derivative liability	(98,424)	738,243
Stock issued for services	246,603	583,840
Stock option compensation	455,003	2,687,954
Warrants issued for services	-	164,708
Loss on settlement on accounts payable for stock	-	287,785
Changes in operating assets and liabilities:		
Accounts receivable	(343,806)	-
Other current assets	44,149	20,300
Other assets	1,380	885
Accounts payable and accrued expenses	(289,222)	790,211
Net cash used in operating activities	268,626	(1,972,931)
Cash flows from investing activities		
Purchases of property and equipment	(1,000,000)	(39,546)
Net cash used in investing activities	(1,000,000)	(39,546)
Cash flows from financing activities		
Proceeds from sale on shares of common stock	1,521,000	577,300
Proceeds from exercise of stock options		3,174
Proceeds from exercise of warrants		4,417
Payments on notes payable	(803,295)	
Proceeds from convertible notes payable		1,280,679
Proceeds from notes payable	6,963	60,000
Net cash provided by financing activities	724,668	1,925,570
Net change in cash	(6,706)	(86,907)
Cash, beginning of the period	2,687	87,910
Cash, end of the period	$ (4,019)	$ 1,003
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	$ 147,039	$ 149,938
Stock issued for convertible notes and accrued interest	$ 615,203	$ 327,116

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 $477,646 for the nine months ended December 31, 2015. The Company also has an accumulated deficit of $41,585,280 and a negative working capital of $4,781,307 as of December 31, 2015, as well as outstanding convertible notes payable of $2,036,000. 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 December 31, 2015	Fair Value Measurements at December 31, 2015 Using Fair Value Heirarchy Level 1	Level 2	Level 3
Liabilities:				
Derivative liability	$ 1,922,339	$ -	$ 1,922,339	$ -

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.

	December 31, 2015 Unaudited	March 31, 2015
Office equipment	$ 51,963	$ 51,963
Computer software	24,167	24,167
Transportation equipment under construction	750,000	-
	826,130	76,130
Less: accumulated depreciation	(27,820)	(19,922)
	$ 798,310	$ 56,208

(4) Convertible Notes Payable

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 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 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, 2015. 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.

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

	December 31, 2015	March 31, 2015
	Unaudited	
Principal balance of convertible notes payable outstanding	$ 2,036,000	$ 2,985,574
Less: discount on convertible notes payable	-	(106,729)
Convertible notes payable, net	$ 2,036,000	$ 2,878,845

(5) 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.

	Nine Months Ended December 31, 2015			Nine Months Ended December 31, 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	(700)	1,082,364	1,081,664	(353,051)	1,091,294	738,243
Ending balance, December 31	$ 19	$ 3,102,408	$ 3,102,427	$ 1,100	$ 3,170,487	$ 3,171,587

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

	Warrants For The Nine Months Ended December 31, 2015	Notes Payable For The Nine Months Ended December 31, 2015	Notes Payable & Warrants For The Nine Months Ended December 31, 2014
Expected life in years	0.6 - 3.6	0.5	0.6 - 2.7
Stock price volatility	271.27% - 440.07%	440.78%	214.73% -448.09%
Discount rate	0.25% - 1.65%	0.12% - 0.25%	0.12% - 1.65%
Expected dividends	None	None	None
Forfeiture rate	0%	0%	0%

(6) 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 nine months ended December 31, 2015, the Company issued an aggregate of 2,083,321 shares of common stock for the conversion of $147,039 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 nine months ended December 31, 2014 the Company issued an aggregate of 18,803 shares of common stock for the conversion of $327,116 of outstanding notes payable and 6,318 shares of common stock for conversion of accounts payable debt.

During the nine months ended December 31, 2015, the Company issued an aggregate of 9,496,803 shares of common stock as payment for employee compensation resulting in total expense of $455,002. During the nine months ended December 31, 2014, the Company issued an aggregate of 1,189 shares of common stock as payment for services, directors' and employee compensation resulting in an expense of $599,895. 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 nine months ended December 31, 2015, the Company didn't issue any stock for the exercise of stock options. During the nine months ended December 31, 2014, the Company issued 3,176 shares of common stock for the exercise of stock options.

During the nine months ended December 31, 2015, the Company issued an aggregate of 10,122,750 shares of common stock for cash of $1,521,000 and 294,003 shares of common stock for services of $198,603 of debt. During the nine months ended December 31, 2014 the Company issued 8,701 shares of common stock for cash of $557,300.

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 December 31, 2015 there is balance left of $14,772.

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 December 31, 2015, 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 December 31, 2015, shares of common stock for the amount of $346,089 for debt conversion and stock purchase 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 December 31, 2015.

Warrants

During the nine months ended December 31, 2015, the Company didn't issue any warrants.

During the nine months ended December 31, 2014, the Company issued warrants in connection with the Typenex Note 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).

(7) 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 December 31, 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 October 2018.

(8) Related Party Transactions

On May 15, 2015, Michael A. Barron, CEO of the Company sold 100% of his interest in Allegheny Nevada Holdings Corporation to a non affiliated third party.

There are no other related party transactions.

(9) Subsequent Events

During the month of January 2016, the Company issued 1,000,000 shares of common stock for stock purchase agreement.

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 December 31, 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 December 31, 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)	5,059,491	22.28%
Wanda Witoslawski, CFO and Treasurer	2,536,466	11.17%
Harry Teng, Director	1,000	0.00%
Louis M. Schillinger, Director	2,250	0.01%

All directors and officers as a group	**7,599,207**	**33.46%**

(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 22,703,906 shares outstanding as of December 31, 2015.

(4) Includes warrants to purchase 52 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: 02/12/16

Michael A. Barron, CEO
/s/ Michael Barron

Wanda Witoslawski, CFO
/s/ Wanda Witoslawski