UPDATED DISCLOSURE STATEMENT DECEMBER 31, 2015

Part A General Company Information

Item 1.
NAME:

X RAIL ENTERPRISES INC. FORMERLY MAXAM GOLD CORPORATION
(Maxam Gold Corporation formerly, Maxam International Corporation, Madonna Mining Corporation, Universal AMC, Inc, Caption Industries Inc, State Cycle) Stock Symbol (XREE)

FORMERLY LISTED AS

State Cycle until Feb 1975

Universal AMC, Inc until November 1983

Caption Industries Inc, Until February 1984

Madonna Mining Corporation Until June 1985

Maxam International Corp. Until January 1996

Maxam Gold Corporation Until November 2015

X Rail Enterprises Inc.

Item 2..
ADDRESS

X Rail Enterprises Inc. Formerly Maxam Gold Corporation .
9480 South Eastern Ave.
Suie 205
Las Vegas, NV 89123

Website:
www.xrailenterprises.com

Email:
wbailey@xraillin.com

Address to:
Michael Barron, President

Item 1. B..
Jurisdiction and date of the incorporation.

Articles of Incorporation Filed in Utah August, 1974 under the name of State Cycle

Original Incorporation Utah , August , 1974

Articles of Amendment and name changed to Universal AMC, Inc, February , 1975

Amendment was filed and name changed to Caption Industries Inc in November, 1983

Amendment was filed and name changed to Madonna Mining Corporation in February, 1984

Amendment was filed and name changed to Maxam International Corporation in June 1985

Amendment was filed and name changed to Maxam Gold Corporation in January 1996

Maxam Gold Corporation
Amended for Name
Utah February 1975
State Cycle
To:
Universal AMC, Inc.

Amended for Name
Utah November, 1983
From:
Universal AMC, Inc
To:
Caption Industries Inc In November 1983

Amended for Name
Utah February, 1984
From:
Caption Industries Inc
To:
Madonna Mining Corporation

Amended for Name
Utah June 1985
From:
Madonna Mining Corporation
To:
Maxam International Corporation

Amended for Name
Utah January 1996
From,:
Maxam International Corporation
To:
Maxam Gold Corporation
Moved to Wyoming June 30, 2013

Amended for Name
Wyoming November 5, 2015
To:
X Rail Enterprises

Part B Security Information
Item 3. The title and class of securities outstanding
Trading Symbol: XREE

The company has 7,000,000,000 common shares authorized at .00001 Par, 4,007,143 issued and outstanding as of December 31, 2015 of which 1,284 is free trading.

The company just completed a stock reverse of 1,000 to 1 effective 11/19/2015

The company has two Classes of Preferred Stock a series A Preferred Stock and a series A-2 Series A is 50,000,000 shares authorized and a series B Preferred Stock 1 million shares authorized.

Part C Business Information
Item VII

Name and Address of Transfer Agent:

Justeene Blankenship, President
Action Stock Transfer, Inc.
2469 E. Fort Union Blvd
Suite 214
Salt Lake City, Ut 84121
Phone: 801-274-1088

Fax: 801-274-1099
E-mail: justblank2000@yahoo.com
Registered with the SEC

Item: VIII
Nature of the business:
A.

X Rail Enterprises Inc. formerly Maxam Gold Corporation .
Is a C Corporation

The business started in August 1974

The Fiscal Year is December 31

There has never been a filing in bankruptcy, receivership

The issuer is not now nor has ever been a shell company.

Changed Name to X Rail Enterprises Inc. November 2015
There is no pending or threatened legal action

4) Issuance History 2 years

Stock issuance

March 1/2013	Stock issued for Loan 24,000,000
March 5, 2013	Stock issued for Debt 400,000,000
June 7/2013	Stock issued for Debt 240,000,000
October 2015	Cancellation of shares (750,000)
October 2015	Stock issued for Management 4,000,000,000
October 2015	Stock issued for Debt 900,000
December 2015	Stock issued for Assets 550,000
December 2015	Stock issued for Assets 2 Preferred A-2 Shares

5). Financial Statements see Statements for December 31, 2015

6).
Business Description:

The Company

Our company, X Rail Enterprises, Inc., has acquired an interest and signed License and Service Agreement with Las Vegas Railway Express, Inc. in order to establish a new and innovative charter passenger train service between Las Vegas and the Los Angeles metropolitan area using existing railroad tracks and equipment. 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. Once established on the LA to Vegas corridor, the Company plans to export a branded charter train to other resort casino destinations served by rail.

Our trains indicative of the X-Train brand of passenger travel, will feature first class service using large comfortable seats and extraordinary service levels in its First Class compartment; and economical seating in Coach class. In both classes the passenger experience can be enhanced materially through ancillary service options that is expected to generate additional revenue for the company.

X Rail Enterprises, Inc. under license., dba X Train Vacations, a licensed IATA travel agency, is also planning to be licensed by the Nevada Gaming Control Board as a licensed casino and club host. This entitles us to receive a commission from the casinos and clubs which we direct our riders to. Our Club X Host program is a membership club for gaming enthusiasts.

Our casino host program is called Club X which is a membership program exclusively for riders of the X Train. Riders are offered a membership, which allows discount at hotels, restaurants, night clubs, outings such as golf, tours and rides. Club X members fill out a profile of their preferences for their Vegas experience and our Club X VIP hosts help to make the client's experience a memorable one. We treat our clients like "whales" even though they are not, but we ensure they feel special. This creates a loyalty to our service. The company is an entertainment based business with a loyal clientele and not simply a transportation vehicle.

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 2016. These include: securing a charter agreement from Amtrak to operate our 8 excursion runs per year, securing operating rights to run our trains over tracks owned by private railroads, obtaining the capability to operate train equipment safely and in conformity with applicable government regulations, 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.

The first train set of 12 passenger railcars has been acquired and will begin to be renovated following this Offering.

The Company's common stock is currently quoted on the OTC:PINK under the symbol "XREE". The company website is www.xrailenterprises.com, www.vegasxtrain.com, and www.xtrainvacations.com. The contents of this website are not incorporated into this Memorandum. The Company has retained the law firm of Sichenzia Ross Friedman Ference LLP (www.srff.com).

E. Disclosure of Conflicts of Interest. There are no conflicts of interest

Item XIV. Beneficial Owners.

Principal Stockholder's Name	**Number of Shares Owned**	**Percentage**
Wayne Bailey 9480 S. Eastern Ave. Suite 205 Las Vegas, NV 89123	4,000,000	90%+

Item XV The name address, telephone number, and email address of each of the following outside providers.

1. Investment Banker None
2. Promoters None
4. Accountant or Auditor None
5. Public Relations Consultant None
6. Investor Relations Consultant None

Item XVI. Managements Discussion and Analysis or Plan of Operation

See 6 above

Item XVIII Material Contracts.

Item XIX Articles of Incorporation and Bylaws Posted

Item XX Purchase of Equity Securities by the Issuer and Affiliated Purchasers. There has been no purchase of Equity Securities by the Issuer or Affiliates

Item IX: Issuer's Certifications:

I, Wayne Bailey, certify that:

1. I have reviewed this annual disclosure statement of X Rail Enterprises, 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: March 18, 2015
___/s/Wayne Bailey____ Wayne Bailey, CFO