

AMENDED AND RESTATED OPERATING AGREEMENT**OF****BERTIL ROOS ROAD RACING, LLC**

THIS AMENDED AND RESTATED LIMITED LIABILITY COMPANY AGREEMENT (this "Agreement") of **BERTIL ROOS ROAD RACING, LLC**, a Delaware limited liability company (the "Company"), dated as of October 20, 2017, is made and entered into by the Members.

BACKGROUND

WHEREAS, the Company was formed as a limited liability company governed by the laws of the State of Delaware, including the Act, on October 13, 2017;

WHEREAS, following the formation of the Company, **IRG SE Racing, LLC**, a Delaware limited liability company ("IRG"), as the initial member of the Company, entered into that certain Limited Liability Company Agreement, effective as of October 13, 2017 (the "Original Agreement"); and

WHEREAS, effective as of the date hereof and in connection with the transactions contemplated by the Contribution and Asset Purchase Agreement of even date herewith (the "Purchase Agreement"), by and among IRG, the Company, **Bertil Roos and Prix Racing School, Inc.**, a Pennsylvania corporation ("Bertil Roos"), and **Dennis Macchio**, an individual resident of Florida ("Dennis"), the Members desire to amend and restate the Original Agreement in its entirety and set forth herein the regulations, terms, and conditions under which the Company will be operated by adopting this Agreement;

NOW, THEREFORE, set forth below are the regulations, terms and conditions of the operation of the Company.

**ARTICLE I
DEFINED TERMS; EXHIBITS, ETC.**

1.1 Definitions. As used in this Agreement, capitalized terms used in this Agreement will have the respective meanings set forth in Exhibit "B".

1.2 References. References to an "Exhibit" or "Schedule" are, unless otherwise specified, to one of the exhibits or schedules (as appropriate) attached to this Agreement, and references to an "Article" or a "Section" are, unless otherwise specified, to one of the articles or sections of this Agreement. Each Exhibit and Schedule attached hereto and referred to herein is hereby incorporated herein by such reference.