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TORQUE ENGINEERING CORP
Form 8-A12G
December 26, 2001

SECURITIES AND EXCHANGE COMMISSION
Washington D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(B) OR (G) OF THE
SECURITIES EXCHANGE ACT OF 1934

TORQUE ENGINEERING CORPORATION

(Exact Name of Registrant as Specified in its Charter)

DELAWARE

83-0317306

(State of incorporation or
organization)

(I.R.S. Employer Identification No.)

2932 THORNE DRIVE
ELKHART, INDIANA 46514
(Address of Principal Executive Offices)

Copies to:

Clayton E. Parker, Esq.
Ronald S. Haligman, Esq.
Kirkpatrick & Lockhart LLP
201 S. Biscayne Boulevard, Suite 2000
Miami, Florida 33131
(305) 539-3300

If this form relates to the
registration of a class of securities
pursuant to Section 12(b) of the
Exchange Act and is effective pursuant
to General Instruction A.(c), please
check the following box. []

If this form relates to the
registration of a class of securities
pursuant to Section 12(g) of the
Exchange Act and is effective pursuant
to General Instruction A.(d), please
check the following box. [X] 9

Securities Act registration statement file number to which this form relates:
333-75260

Securities to be registered pursuant to Section 12(b) of the Act:

TITLE OF EACH CLASS
TO BE SO REGISTERED

NAME OF EACH EXCHANGE ON WHICH
EACH CLASS IS TO BE REGISTERED

None

None

Securities to be registered pursuant to Section 12(g) of the Act:

Common Stock, par value \$0.00001

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ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

This information is incorporated by reference to the Registrant's Registration Statement on Form SB-2 (File No. 333-75260), filed with the Securities and Exchange Commission on December 17, 2001, as amended (the "REGISTRATION STATEMENT"), in the section entitled "Description of Capital Stock."

ITEM 2. EXHIBITS.

THE FOLLOWING EXHIBITS ARE FILED AS PART OF THIS REGISTRATION STATEMENT:

| EXHIBIT NO. | DESCRIPTION | LOCATION |
|----------------|--|--|
| ----- | ----- | ----- |
| 2.1 | Form of Agreement and Plan of Merger by and among Quintessence Oil Company and Torque | Incorporated by reference to Exhibit A to the Registrant's Definitive Proxy Statement filed on September 24, 1999 |
| 2.2 | Plan and Agreement of Reorganization dated May 21, 1999 between IP SL, Inc. and Quintessence Oil Company | Incorporated by reference to Exhibit 2.2 to the Registrant's Annual Report on Form 10-KSB filed on May 25, 2000 |
| 2.3 | Bill of Sale between IP SL, Inc. and Torque | Incorporated by reference to Exhibit 2.3 to the Registrant's Annual Report on Form 10-KSB filed on May 25, 2000 |
| 3.1 | Articles of Incorporation of Quintessence Oil Company | Incorporated by reference to Exhibit 3.1 to the Registrant's Form 10 filed on December 3, 1996 |
| 3.2 | Certificate of Incorporation of Torque | Incorporated by reference to Exhibit B to the Registrant's Definitive Proxy Statement filed on September 24, 1999 |
| 3.3 | Bylaws of Quintessence Oil Company | Incorporated by reference to Exhibit 3.2 of the Registrant's Registration Statement on Form 10 filed on December 3, 1996 |
| 3.4 | Bylaws of Torque | Incorporated by reference to Exhibit C of the Registrant's Definitive Proxy Statement filed on |

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September 2,4 1999

| | | |
|----------------|--|---|
| 5.1 | Opinion Re: Legality | Incorporated by reference to Exhibit 5.1 of the Registrant's Registration Statement on Form SB-2 filed on December 17, 2001 |
| 10.1 | Lease Rental Agreement dated October 6, 1999 between Quintessence Oil Company and CNC Associates (Lease No. 99870001) | Incorporated by reference to Exhibit 10.1 of the Registrant's Amended Annual Report on Form 10-KSB/A filed on August 10, 2000 |
| 10.2 | Lease Rental Agreement dated October 6, 1999 between Quintessence Oil Company and CNC Associates (Lease No. 9987002) | Incorporated by reference to Exhibit 10.2 of the Registrant's Amended Annual Report on Form 10-KSB/A filed on August 10, 2000 |
| 10.3 | Lease Rental Agreement dated October 6, 1999 between Quintessence Oil Company and CNC Associates (Lease NO. 99870003) | Incorporated by reference to Exhibit 10.3 of the Registrant's Amended Annual Report on Form 10-KSB/A filed on August 10, 2000 |
| 10.4 | Lease Rental Agreement dated October 6, 1999 between Quintessence Oil Company and CNC Associates (Lease No. 99870003) | Incorporated by reference to Exhibit 10.4 of the Registrant's Amended Annual Report on Form 10-KSB/A filed on August 10, 2000 |
| EXHIBIT NO. | DESCRIPTION | LOCATION |
| ----- | | |
| 10.5 | Real Estate Lease dated April 29, 1999 by and between Richard W. Strefling Industries, Inc. and Quintessence Oil Company | Incorporated by reference to Exhibit 10.5 of the Registrant's Annual Report on Form 10-KSB filed on May 25, 2000 |
| 10.6 | Torque 1999 Stock Option Plan | Incorporated by reference to Exhibit E to the Registrant's Definitive Proxy Statement filed on September 24, 1999 |
| 10.7 | Corporate Note dated September 28, 2000 to Richard D. Wedel | Incorporated by reference to Exhibit 10.7 of the Registrant's Annual Report on Form 10-KSB filed on March 29, 2001 |
| 10.8 | Corporate Note dated October 4, 2000 to Richard D. Wedel | Incorporated by reference to Exhibit 10.8 of the Registrant's Annual Report on Form 10-KSB filed on March 29, 2001 |
| 10.9 | Corporate Note dated October 12, | Incorporated by reference |

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| | 2000 to Michael Attias | to Exhibit 10.9 of the Registrant's Annual Report on Form 10-KSB filed on March 29, 2001 |
| 10.10 | Corporate Note dated December 31, 1000 to Richard D. Wedel | Incorporated by reference to Exhibit 10.11 of the Registrant's Annual Report on Form 10-KSB filed on March 29, 2001 |
| 10.12 | Account Purchase Agreement dated May 2, 2001 between Torque and Crown Financial, L.L.C. | Incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-QSB filed on August 17, 2001 |
| 10.13 | Securities Purchase Agreement dated as of October 28, 2001 between Torque and Cornell Capital Partners, LP | Incorporated by reference to Exhibit 10.13 of the Registrant's Registration Statement on Form SB-2 filed on December 17, 2001 |
| 10.14 | Investor Registration Rights Agreement dated as of October 28, 2001 between Torque and Cornell Capital Partners, LP | Incorporated by reference to Exhibit 10.14 of the Registrant's Registration Statement on Form SB-2 filed on December 17, 2001 |
| 10.15 | Escrow Agreement dated as of October 28, 20001 among Torque, Yorkville Advisors Management, LCC and First Union National Bank | Incorporated by reference to Exhibit 10.15 of the Registrant's Registration Statement on Form SB-2 filed on December 17, 2001 |
| 10.16 | Transfer Agent Instructions dated as of October 28, 2001 among Torque, Cornell Capital Partners, LP and Computer Share Trust Company, Inc. | Incorporated by reference to Exhibit 10.16 of the Registrant's Registration Statement on Form SB-2 filed on December 17, 2001 |
| 10.17 | Equity Line of Credit Agreement dated November 14, 2001 between Torque and Cornell Capital Partners, LP | Incorporated by reference to Exhibit 10.17 of the Registrant's Registration Statement on Form SB-2 filed on December 17, 2001 |
| 10.18 | Registration Rights Agreement dated November 14, 2001 between Torque and Cornell Capital Partners, LP | Incorporated by reference to Exhibit 10.18 of the Registrant's Registration Statement on Form SB-2 filed on December 17, 2001 |
| 10.19 | Escrow Agreement dated November 14, 2001 among Torque, Cornell Partners, LP and First Union National Bank | Incorporated by reference to Exhibit 10.19 of the Registrant's Registration Statement on Form SB-2 filed on December 17, 2001 |
| 10.20 | Placement Agent Agreement dated November 14, 2001 between Torque and Westport Partners, Ltd. | Incorporated by reference to Exhibit 10.20 of the Registrant's Registration |

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Statement on Form SB-2
filed on December 17, 2001

| EXHIBIT NO. | DESCRIPTION | LOCATION |
|----------------|---|--|
| 23.1 | Consent of Weinberg & Company, P.A. | Incorporated by reference to Exhibit 23.1 of the Registrant's Registration Statement on Form SB-2 filed on December 17, 2001 |
| 23.2 | Consent of Kirkpatrick & Lockhart LLP | Incorporated by reference to Exhibit 23.2 of the Registrant's Registration Statement on Form SB-2 filed on December 17, 2001 |
| 24.1 | Power of Attorney | Incorporated by reference to Exhibit 24.1 of the Registrant's Registration Statement on Form SB-2 filed on December 17, 2001 |
| 27.1 | Financial Data Schedule | Not applicable |
| 99.1 | IPSL, Inc. Financial Statements as of May 28, 1999 | Incorporated by reference to Exhibit 99.1 to the Registrant's Annual Report on Form 10-KSB filed on May 25, 2000 |

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

TORQUE ENGINEERING CORPORATION

December 26, 2001

By: /s/ Richard D. Wedel

Richard D. Wedel
Chief Executive Officer and Chairman of
the Board of Directors