

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)

Telos Corporation
(Name of Issuer)

12% Cumulative Exchangeable Redeemable Preferred Stock,
Par value \$0.01 Per Share
(Title of Class of Securities)

87969 B 200
(CUSIP Number of Class of Securities)

Wynnefield Partners Small Cap Value, L.P.
One Penn Plaza - Suite 4720
New York, New York 10119
Attention: Mr. Nelson Obus 212-760-0814
(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

Copy to:

Jesse R. Meer, Esq.
Berlack, Israels & Liberman LLP
120 West 45th Street
New York, New York 10035
(212)-704-0100

June 17, 1998
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a Statement on Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box: ()

Check the following box if a fee is being paid with this Statement: ()

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AMENDMENT NO. 1 TO SCHEDULE 13D

CUSIP No. 87969 B 200

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1. NAME OF REPORTING PERSON: Wynnefield Partners Small Cap Value, L.P.
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 13-3688497

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) [x]
(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

WC (SEE ITEM 3)

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS (2)(d) or (e) []

6. CITIZENSHIP OR PLACE OR ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7.	SOLE VOTING POWER
	180,000
8.	SHARED VOTING POWER
	--
9.	SOLE DISPOSITIVE POWER
	180,000
10.	SHARED DISPOSITIVE POWER
	--

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

180,000 shares

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.006%

14. TYPE OF REPORTING PERSON*

PN

1. NAME OF REPORTING PERSON: Channel Partnership II, L.P.
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 22-3215653

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
WC (SEE ITEM 3)

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS (2)(d) or (e)

6. CITIZENSHIP OR PLACE OR ORGANIZATION
NEW YORK

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 13,500
	8.	SHARED VOTING POWER --
	9.	SOLE DISPOSITIVE POWER 13,500
	10.	SHARED DISPOSITIVE POWER --

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
13,500 shares

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
.375

14. TYPE OF REPORTING PERSON*
PN

1. NAME OF REPORTING PERSON: Wynnefield Small Cap Value Offshore Fund, Ltd.
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: Not Applicable

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
WC (SEE ITEM 3)

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS (2)(d) or (e)

6. CITIZENSHIP OR PLACE OR ORGANIZATION
CAYMAN ISLANDS

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 35,000
	8.	SHARED VOTING POWER --
	9.	SOLE DISPOSITIVE POWER 35,000
	10.	SHARED DISPOSITIVE POWER --

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
35,000 shares

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
.973%

14. TYPE OF REPORTING PERSON*
CO

The sole purpose of this amendment is to amend Item 4 of the Statement on Schedule 13D to read as follows:

Item 4. Purposes of Transaction.

Although the Partnership, Channel and the Fund acquired the Shares reported in Item 5 of this Statement for investment purposes, that purpose has now changed. On April 22, 1998, United States District Judge, T. S. Ellis, III of the United States District Court for the Eastern District of Virginia (Alexandria Division) issued an order granting the motion of Cede & Co. ("Cede") for summary judgment against the Issuer and a memorandum opinion explaining the result.

Cede is the record holder for Value Partners, which (like the Partnership, Channel and the Fund), is the beneficial owner of the Issuer's 12% Cumulative Exchangeable Redeemable Preferred Stock. Cede sought a declaratory judgment that the holders of such Preferred Stock had the right, pursuant to the Issuer's charter, to elect two members of the Issuer's board of directors because the Issuer had failed to pay dividends for three consecutive semi-annual periods. In its order granting relief to Cede, the Court enjoined the Issuer from interfering with Cede's right to elect two directors and, in effect, ordered the parties to reach an agreement for that purpose.

As Preferred Stockholders, the Partnership, Channel and the Fund intend to participate fully in the election process. In addition, the Partnership, Channel and the Fund intend to monitor carefully the activities of the Issuer's management, particularly their responsiveness to suggestions made by the directors who will be representing the Preferred Stockholders. The Partnership, Channel and the Fund intend to examine the management's business plans for the Issuer, and their compensation practices. In 1997, despite substantial dividend arrearages on the Preferred Stock the five principal executives of the Issuer paid themselves cash

salaries and bonuses totaling more than \$2.25 million and received stock options for 650,000 shares.

Except as set forth above, neither the Partnership, Channel nor the Fund has any present plans or intentions which would result in or relate to any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this Statement is true, complete and correct.

Dated: June 19, 1998

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P.
By: WYNNEFIELD CAPITAL MANAGEMENT, LLC

By: S/Nelson Obus

Nelson Obus, Managing Member

CHANNEL PARTNERSHIP II, L.P.

By: S/Nelson Obus

Nelson Obus, General Partner

WYNNEFIELD SMALL CAP VALUE OFFSHORE
FUND, LTD.

By: Wynnefield Capital, Inc.

S/Nelson Obus

Nelson Obus, President