

CUSIP No. 87969B200

13D

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- 1. NAME OF REPORTING PERSON:
Wynnefield Partners Small Cap Value, L.P. I
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 13-3953291
- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) [X]
(b) []
- 3. SEC USE ONLY
- 4. SOURCE OF FUNDS
WC (SEE ITEM 3)
- 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
- 6. CITIZENSHIP OR PLACE OF ORGANIZATION
DELAWARE
- 7. SOLE VOTING POWER
142,800 shares (See Item 5)
- 8. SHARED VOTING POWER
-0- (See Item 5)
- 9. SOLE DISPOSITIVE POWER
142,800 shares (See Item 5)
- 10. SHARED DISPOSITIVE POWER
-0- (See Item 5)
- 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
142,800 shares (See Item 5)
- 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
 []
- 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.5% (See Item 5)
- 14. TYPE OF REPORTING PERSON
PN

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- 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) [X]
(b) []
- 3. SEC USE ONLY
- 4. SOURCE OF FUNDS
WC (SEE ITEM 3)
- 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
- 6. CITIZENSHIP OR PLACE OF ORGANIZATION
NEW YORK
- 7. SOLE VOTING POWER
13,500 shares (See Item 5)

1. NAME OF REPORTING PERSON:
Wynnefield Capital Management LLC
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 13-4018186

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

3. SEC USE ONLY

4. SOURCE OF FUNDS
AF (SEE ITEM 3)

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION
NEW YORK

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. SOLE VOTING POWER 274,600 shares (See Item 5) (1)
	8. SHARED VOTING POWER -0- (See Item 5)
	9. SOLE DISPOSITIVE POWER 274,600 shares (See Item 5) (1)
	10. SHARED DISPOSITIVE POWER -0- (See Item 5)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
274,600 shares (See Item 5) (1)

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
8.6% (See Item 5) (1)

14. TYPE OF REPORTING PERSON
00 (Limited Liability Company)

(1) Wynnefield Capital Management, LLC, as the general partner of Wynnefield Partners Small Cap Value, L.P. and Wynnefield Partners Small Cap Value, L.P. I, holds an indirect beneficial interest in these shares which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P. and Wynnefield Partners Small Cap Value, L.P. I.

1. NAME OF REPORTING PERSON:
Wynnefield Capital, Inc.
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: N/A

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

3. SEC USE ONLY

4. SOURCE OF FUNDS
AF (SEE ITEM 3)

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION
CAYMAN ISLANDS

7. SOLE VOTING POWER
85,400 shares (See Item 5)(1)

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8. SHARED VOTING POWER -0- (See Item 5)
	9. SOLE DISPOSITIVE POWER 85,400 shares (See Item 5)(1)
	10. SHARED DISPOSITIVE POWER -0- (See Item 5)
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 85,400 shares (See Item 5)(1)	
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []	
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.7% (See Item 5)(1)	
14. TYPE OF REPORTING PERSON CO	

(1) Wynnefield Capital, Inc. as the sole investment manager of Wynnefield Small Cap Value Offshore Fund, Ltd., holds an indirect beneficial interest in these shares which are directly beneficially owned by Wynnefield Small Cap Value Offshore Fund, Ltd.

This Amendment No. 5 (the "Amendment") amends the Statement of Beneficial Ownership on Schedule 13D, filed with the Securities and Exchange Commission (the "Commission") on May 9, 2005 which amended the previous Statements of Beneficial Ownership on Schedule 13D (the "Wynnefield Schedule 13D"), filed by Wynnefield Partners Small Cap Value, L.P. (the "Partnership"), Wynnefield Small Cap Value Offshore Fund, Ltd. (the "Fund"), Wynnefield Partners Small Cap Value, L.P. I (the "Partnership-I") and Channel Partnership II, L.P. ("Channel" and, collectively with the Partnership, the Fund, the Partnership-I and Channel, the "Wynnefield Reporting Persons"), with respect to the shares of 12% Cumulative Exchangeable Redeemable Preferred Stock, par value \$0.01 per share (the "Preferred Shares"), of Telos Corporation, a Maryland corporation with its principal executive offices located at 19886 Ashburn Road, Ashburn, Virginia 20147-2358 (the "Issuer"). In addition to the Original Reporting Persons, this Amendment is filed by and on behalf of Wynnefield Capital Management, LLC ("WCM"), Wynnefield Capital, Inc. ("WCI"), Nelson Obus ("Mr. Obus") and Joshua H. Landes. The information contained in this Amendment is as of the date hereof, unless otherwise expressly provided herein.

ITEM 4. PURPOSE OF TRANSACTION.

"Item 4. Purpose of Transaction." appearing in the Wynnefield Schedule 13D is supplemented by adding the following disclosure to the end of such item:

On October 17, 2005, Costa Brava Partnership III, LP ("Costa Brava") filed a direct and derivative lawsuit in the Circuit Court for Baltimore City in the State of Maryland against the Issuer, each director of the Issuer, and certain of the Issuer's executive officers (the "Lawsuit") alleging breaches by the Issuer if its obligations to the holders of the Preferred Shares and by the directors and name executive officers of their fiduciary duties to the Issuer and the holders of the Preferred Shares. A copy of the complaint filed in the Lawsuit (the "Complaint") is incorporated herein by reference to Exhibit 99.1 of the Amendment. On February 8, 2006, Costa Brava and the Partnership entered into a Joint Litigation Agreement whereby the Partnership agreed to join Costa Brava as co-plaintiffs in the Lawsuit (see Item 6 herein). Each of Costa Brava and the Partnership has retained its own counsel in connection with the Lawsuit. On February 8, 2006, the Partnership filed a Motion for Leave to Intervene along with a copy of a proposed Amended Complaint, which, if allowed, would, among other things, add the Partnership as plaintiff in the Lawsuit (the "Motion and Amended Complaint"). Any descriptions herein of the Complaint and the Motion and Amended Complaint are qualified in their entirety by reference to the Complaint and the Motion and Amended Complaint.

The "Costa Brava Reporting Persons" are Costa Brava, Roark, Rearden & Hamot, LLC ("Roark"), Seth W. Hamot, White Bay Capital Management, LLC ("White Bay"), and Andrew R. Siegel.

None of the Costa Brava Reporting Persons nor the Wynnefield Reporting Persons (collectively, the "Reporting Persons") have any agreements or understandings between them relating to the acquisition, disposition, holding or voting of the Preferred Shares held by them and each expressly disclaims beneficial ownership for all purposes of the Preferred Shares held by the others. The Costa Brava Reporting Persons and the Wynnefield Reporting Persons each disclaim membership in a "group" with the other Reporting Persons. The Costa Brava Reporting Persons and the Wynnefield Reporting Persons have each filed an amendment to their respective Schedule 13D solely as a result of Costa Brava's and the Partnership's agreement to file and pursue the Lawsuit.

Each of the Reporting Persons reserve the right to change its plans and intentions at any time, as it deems appropriate. In particular, the Costa Brava Reporting Persons or the Wynnefield Reporting Persons may, among other things, sell or otherwise dispose of their respective holdings of the Preferred Shares, including the redemption amount of the Preferred Shares and accrued and unpaid dividends, purchase additional Preferred Shares, in each case in public or private transactions, and/or may enter into negotiated derivative transactions to hedge the market risk of some or all of their positions in, or to obtain greater exposure to, the Preferred Shares, as the members of the Costa Brava Reporting Persons or the Wynnefield Reporting Persons may determine, in light of circumstances existing from time to time, subject to any applicable limitations imposed on the sale of the Preferred Shares or an interest therein by the Securities Act of 1933, as amended, the Securities Exchange Act of 1934, as amended, and applicable state securities or "blue sky" laws.

Except as set forth above, no member of the Reporting Persons 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 the instructions to Schedule 13D.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

"Item 5. Interest in Securities of the Issuer." appearing in the Wynnefield Schedule 13D is supplemented by adding the following disclosure to the end of such item:

To the best knowledge of the Wynnefield Reporting Persons, in the event the Reporting Persons are deemed to be a "group" for purposes of Regulation 13D-G under the Act as a result of their agreement to file and pursue the Lawsuit, the Reporting Persons may be deemed to beneficially own collectively an aggregate of 880,311 of the Preferred Shares, representing 27.6% of the 3,185,586 outstanding Preferred Shares (the percentage of shares owned being based upon the 3,185,586 Preferred Shares outstanding on November 21, 2005, as set forth in the Issuer's most recent report on Form 10-Q for the period ended September 30, 2005, filed with the Commission on November 21, 2005). The Costa Brava Reporting Persons and the Wynnefield Reporting Persons each expressly disclaims beneficial ownership for all purposes of the Preferred Shares held by each of the other Reporting Persons and each disclaim membership in a "group" with the other Reporting Persons.

Although the Preferred Shares are non-voting stock, it has the exclusive right to vote as a class for up to two directors to the Board of Directors of the Issuer if at any time or times dividends payable on the Preferred Shares shall be in arrears and unpaid for three consecutive full semi-annual periods. The two

directors that may be elected by the holders of the Preferred Shares constitute a minority of the total Board of Directors of the Issuer, which results in the holders of the Preferred Shares being unable to exercise control over the Issuer.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

"Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer." appearing in the Wynnefield Schedule 13D is supplemented by adding the following disclosure to the end of such item:

Each of Costa Brava and the Partnership are a party to a Joint Litigation Agreement, dated as of February 8, 2006, pursuant to which the

parties agreed to cooperate with each other in the prosecution of the Lawsuit.

Except for the agreement described above, to the best knowledge of the Reporting Persons, there are no contracts, arrangements, understandings or relationships (legal or otherwise) between the Reporting Persons, and any other person, with respect to any securities of the Issuer, including, but not limited to, transfer or voting of any of the securities, finder's fees, joint ventures, loan or option agreements, puts or calls, guarantees of profits, divisions of profits or loss, or the giving or withholding of proxies.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

The following exhibit is filed as part of this Amendment:

Exhibit 99.1 Complaint filed in the Circuit Court for Baltimore City in the State of Maryland on October 17, 2005 (incorporated herein by reference to Exhibit 99.4 of Amendment No. 6 to the Statement of Beneficial Ownership on Schedule 13D, filed by the Costa Brava Reporting Persons with the Securities and Exchange Commission on October 18, 2005 (File No. 005-34123)).

SIGNATURE

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

Dated: February 9, 2006

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P.

By: Wynnefield Capital Management, LLC,
its General Partner

By: /s/ Nelson Obus

Nelson Obus, Co-Managing Member

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WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. I

By: Wynnefield Capital Management, LLC,
its General Partner

By: /s/ Nelson Obus

Nelson Obus, Co-Managing Member

WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD.

By: Wynnefield Capital, Inc.,
its Investment Manager

By: /s/ Nelson Obus

Nelson Obus, President

WYNNEFIELD CAPITAL MANAGEMENT, LLC

By: /s/ Nelson Obus

Nelson Obus, Co-Managing Member

WYNNEFIELD CAPITAL, INC.

By: /s/ Nelson Obus

Nelson Obus, President

CHANNEL PARTNERSHIP II, L.P.

By: /s/ Nelson Obus

Nelson Obus, General Partner

/s/ Nelson Obus

Nelson Obus, Individually

/s/ Joshua H. Landes

Joshua H. Landes, Individually