SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

TELOS CORPORATION

(Name of Issuer)

12% Cumulative Exchangeable Redeemable Preferred Stock, \$0.01 par value

(Title of Class of Securities)

87969B200

(CUSIP Number)

106 Vine Avenue Highland Park, Illinois 60035 Attention: Victor Morgenstern Telephone no. (847) 432-6602

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

January 1, 2007

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box: o

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No:

87969B200

1	NAME OF REPORTING PERSONS IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Victor Morgenstern						
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)						
2							
	(a) 0 (b) ☑	(a) o (b) ☑					
	SEC US	E ONL					
3	520 00	L OINE					
	SOURC	SOURCE OF FUNDS					
4							
		WC					
_	CHECK	BOX I	IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)				
5	0						
		CITIZENSHIP OR PLACE OF ORGANIZATION					
6	CITIZE	NOTHI	OKTERGE OF OKORWIZITION				
	United S	States					
			SOLE VOTING POWER				
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	BER OF ARES		50,000				
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			50,000				
W	ITH		SHARED DISPOSITIVE POWER				
		10					
			132,000(1)				
11	AGGRE	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	182.000	182,000(1)					
		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*					
12	011201	GILOR DON II THE ROUGHE FERIOUSI IN NOW (11) ENCHODES CERTAIN SHARES					
	0	0					
	PERCE	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
13	E E0/(2)						
	5.7%(2)	E DEE	ODENIA DEDGON				
14	TYPEC	F KEP	ORTING PERSON				
14	IN	IN					
		ш					

⁽¹⁾ Includes 17,000 shares owned by Faye Morgenstern, 40,000 shares owned by Judd Morgenstern, 25,000 shares owned by the Jennifer Morgenstern Irrevocable Trust, 25,000 shares owned by the Robyn Morgenstern Irrevocable Trust and 25,000 shares owned by the Judd Morgenstern Irrevocable Trust. Victor disclaims beneficial ownership of the shares of Preferred Stock owned by Faye, Judd and the Trusts.

⁽²⁾ Based on 3,185,586 shares of 12% Cumulative Exchangeable Redeemable Preferred Stock outstanding, as reported in the Issuer's Form 10-Q filed on March 4, 2009.

CUSIP No: 87969B200

1	NAME OF REPORTING PERSONS IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Faye Morgenstern				
2	CHECK (a) o (b) ☑	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP		
3	SEC US	E ONL	Y		
4	SOURCE OF FUNDS WC				
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)				
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States				
NUME	BER OF	7	SOLE VOTING POWER 17,000		
BENEF	ARES ICIALLY ED BY	8	SHARED VOTING POWER -0-		
REPO	ACH PRTING RSON	9	SOLE DISPOSITIVE POWER -0-		
W.	ITH	10	SHARED DISPOSITIVE POWER 92,000(1)		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 182,000(1)				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*				
13	PERCEI 5.7%(2)	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)		
14	TYPE OF REPORTING PERSON IN				

⁽¹⁾ Victor Morgenstern shares dispositive power with respect to these shares. Includes 25,000 shares owned by the Jennifer Morgenstern Irrevocable Trust, 25,000 shares owned by the Robyn Morgenstern Irrevocable Trust and 25,000 shares owned by the Judd Morgenstern Irrevocable Trust. Faye disclaims beneficial ownership of the shares of Preferred Stock owned by the Trusts.

⁽²⁾ Includes 50,000 shares owned by Victor Morgenstern, 40,000 shares owned by Judd Morgenstern and 25,000 shares owned by the Jennifer Morgenstern Irrevocable Trust, 25,000 shares owned by the Robyn Morgenstern Irrevocable Trust and 25,000 shares owned by the Judd Morgenstern Irrevocable Trust. Faye disclaims beneficial ownership of the shares of Preferred Stock owned by Victor, Judd and the Trusts.

⁽³⁾ Based on 3,185,586 shares of 12% Cumulative Exchangeable Redeemable Preferred Stock outstanding, as reported in the Issuer's Form 10-Q filed on March 4, 2009.

CUSIP No:	9

CUSIP No:	87969B200

1	NAME OF REPORTING PERSONS IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Judd Morgenstern				
2	CHECK (a) o (b) ☑	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP		
3	SEC US	E ONL	Y		
4	SOURC	E OF F	UNDS		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)				
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States				
NUME	SOLE VOTING POWER 40,000				
BENEF	ARES ICIALLY ED BY	8	SHARED VOTING POWER -0-		
REPO	CH RTING SON	9	SOLE DISPOSITIVE POWER -0-		
W]	ITH	10	SHARED DISPOSITIVE POWER 115,000(1)		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 182,000 (2)				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*				
13	PERCE: 5.7%(3)	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)		
14	TYPE OF REPORTING PERSON IN				

⁽¹⁾ Victor Morgenstern shares dispositive power with respect to these shares. Includes 25,000 shares owned by the Jennifer Morgenstern Irrevocable Trust, 25,000 shares owned by the Robyn Morgenstern Irrevocable Trust and 25,000 shares owned by the Judd Morgenstern Irrevocable Trust. Faye disclaims beneficial ownership of the shares of Preferred Stock owned by the Trusts.

⁽²⁾ Includes 17,000 shares owned by Faye Morgenstern, 50,000 shares owned by Victor Morgenstern 25,000 shares owned by the Jennifer Morgenstern Irrevocable Trust, 25,000 shares owned by the Robyn Morgenstern Irrevocable Trust and 25,000 shares owned by the Judd Morgenstern Irrevocable Trusts. Judd disclaims beneficial ownership of the shares of Preferred Stock owned by Victor, Faye and the Trusts.

⁽³⁾ Based on 3,185,586 shares of 12% Cumulative Exchangeable Redeemable Preferred Stock outstanding, as reported in the Issuer's Form 10-Q filed on March 4, 2009.

CUSIP No:	87969B200

1	NAME OF REPORTING PERSONS IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Jennifer Morgenstern Irrevocable Trust					
2	CHECK (a) o (b)					
3	SEC US	E ONL	Y			
4	SOURCE OF FUNDS WC					
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)					
6	CITIZENSHIP OR PLACE OF ORGANIZATION Illinois					
NUME	BER OF	7	SOLE VOTING POWER 25,000			
BENEF	ARES ICIALLY ED BY	8	SHARED VOTING POWER -0-			
REPO	CH RTING SON	9	SOLE DISPOSITIVE POWER -0-			
W	ITH	10	SHARED DISPOSITIVE POWER 25,000 (1)			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 182,000 (2)					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*					
13	PERCE: 5.7%(3)	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)			
14	TYPE OF REPORTING PERSON OO					

⁽¹⁾ Victor Morgenstern shares dispositive power with respect to these shares.

⁽²⁾ Includes 17,000 shares owned by Faye Morgenstern, 50,000 shares owned by Victor Morgenstern, 40,000 shares owned by Judd Morgenstern, 25,000 shares owned by the Robyn Morgenstern Irrevocable Trust and 25,000 shares owned by the Judd Morgenstern Irrevocable Trust. The Jennifer Morngenstern Trust disclaims beneficial ownership of the shares of Preferred Stock owned by Victor, Faye and Judd and the other Trusts.

⁽³⁾ Based on 3,185,586 shares of 12% Cumulative Exchangeable Redeemable Preferred Stock outstanding, as reported in the Issuer's Form 10-Q filed on March 4, 2009.

CUSIP No:	87969B200

1	NAME OF REPORTING PERSONS IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Robyn Morgenstern Irrevocable Trust							
	Though thought the control of the co							
	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP						
2	(a) o	(a) o (b) ☑						
		SEC USE ONLY						
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_	CHECK	BOX	IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)					
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		CITIZENSHIP OR PLACE OF ORGANIZATION						
6	Illinois							
	111111013		SOLE VOTING POWER					
NILINAL	DED OF	7	35.000					
	BER OF ARES		25,000 SHARED VOTING POWER					
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	ED BY ACH		-0- SOLE DISPOSITIVE POWER					
	RTING	9	SOLE DISPOSITIVE FOWER					
	SON		-0-					
W.	ITH	10	SHARED DISPOSITIVE POWER					
		10	25,000 (1)					
11	AGGRE	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
11	182,000	182,000 (2)						
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*							
12	0	0						
40	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)							
13	5.7%(3)							
_		F REP	ORTING PERSON					
14								
	00	00						

 $^{(1)\} Victor\ Morgenstern\ shares\ dispositive\ power\ with\ respect\ to\ these\ shares.$

⁽²⁾ Includes 17,000 shares owned by Faye Morgenstern, 50,000 shares owned by Victor Morgenstern, 40,000 shares owned by Judd Morgenstern, 25,000 shares owned by the Jennifer Morgenstern Irrevocable Trust and 25,000 shares owned by the Judd Morgenstern Irrevocable Trust. The Robyn Morngenstern Trust disclaims beneficial ownership of the shares of Preferred Stock owned by Victor, Faye and Judd and the other Trusts.

⁽³⁾ Based on 3,185,586 shares of 12% Cumulative Exchangeable Redeemable Preferred Stock outstanding, as reported in the Issuer's Form 10-Q filed on March 4, 2009.

CUSIP No:	87969B200

1	NAME OF REPORTING PERSONS IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Judd Morgenstern Irrevocable Trust						
	Judd Worgenstein me vocable Trust						
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP						
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	(b) \square	E ONL	Y				
3	020 00	2 01.2					
4	SOURC	SOURCE OF FUNDS					
4	WC	WC					
_	CHECK	BOX I	F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)				
5	0						
	CITIZE	CITIZENSHIP OR PLACE OF ORGANIZATION					
6	Illinois	Illinois					
SOLE VOTING POWER							
NIIME	BER OF	7	25,000				
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	ED BY CH		-0- SOLE DISPOSITIVE POWER				
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	SON		-0-				
W	ITH	10	SHARED DISPOSITIVE POWER				
			25,000 (1)				
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
	182,000	182,000 (2)					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*						
12	0	o o					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
13	5.7%(3)						
4.4	TYPE C	F REP	ORTING PERSON				
14	00	00					

⁽¹⁾ Victor Morgenstern shares dispositive power with respect to these shares.

⁽²⁾ Includes 17,000 shares owned by Faye Morgenstern, 50,000 shares owned by Victor Morgenstern, 40,000 shares owned by Judd Morgenstern, 25,000 shares owned by the Jennifer Morgenstern Irrevocable Trust and 25,000 shares owned by the Robyn Morgenstern Irrevocable Trust. The Judd Morngenstern Trust disclaims beneficial ownership of the shares of Preferred Stock owned by Victor, Faye and Judd and the other Trusts.

⁽³⁾ Based on 3,185,586 shares of 12% Cumulative Exchangeable Redeemable Preferred Stock outstanding, as reported in the Issuer's Form 10-Q filed on March 4, 2009.

This Amendment (the "Amendment") modifies the Schedule 13D filed on January 20, 2005 (i) Victor Morgenstern ("Victor"), (ii) Faye Morgenstern ("Faye"), (iii) Judd Morgenstern ("Judd"), (iv) the Jennifer Morgenstern Irrevocable Trust (the "Jennifer Trust"), (v) the Robyn Morgenstern Irrevocable Trust (the "Robyn Trust") and (vi) the Judd Morgenstern Irrevocable Trust (the "Judd Trust").

This Schedule 13D is hereby amended as follows:

Item 5. Interest in Securities of the Issuer

On January 1, 2007, the Morningstar Trust Faye Morgenstern Trustee U/A 02/21/81 distributed its 75,000 shares as follows: (i) 25,000 shares to the Jennifer Trust, (ii) 25,000 shares to the Robyn Trust and (iii) 25,000 shares to the Judd Trust.

No further amendments to this Schedule 13D are made.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 10, 2009

/s/ Faye Morgenstern

Faye Morgenstern

/s/ Judd Morgenstern

Judd Morgenstern

/s/ Victor Morgenstern

Victor Morgenstern

Jennifer Morgenstern Irrevocable Trust

By: /s/ Faye Morgenstern

Name: Faye Morgenstern

Title: Trustee

Robyn Morgenstern Irrevocable Trust

By: /s/ Faye Morgenstern

Name: Faye Morgenstern

Title: Trustee

Judd Morgenstern Irrevocable Trust

By: /s/ Faye Morgenstern

Name: Faye Morgenstern

Title: Trustee