

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED
PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO
FILED PURSUANT TO RULE 13d-2(a)

(Amendment No. 4)

Telos Corporation

(Name of Issuer)

12% Cumulative Exchangeable Redeemable Preferred Stock,
Par Value \$0.01 Per Share

(Title of Class of Securities)

87969B200

(CUSIP Number of Class of Securities)

Wynnefield Partners Small Cap Value, L.P.
450 Seventh Avenue, Suite 509
New York, New York 10123
Attention: Mr. Nelson Obus

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

Copy to:

Jeffrey S. Tullman, Esq.
Kane Kessler, P.C.
1350 Avenue of the Americas, 26th Floor
New York, New York 10019
(212) 541-6222

May 3, 2005

(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 that is the subject of this Schedule 13D, and is filing this
Schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box
[]

(continued on following pages)

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CUSIP No. 87969B200

13D/A

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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. 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

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH REPORTING
PERSON
WITH

- 7. SOLE VOTING POWER
131,800 shares (See Item 5)
- 8. SHARED VOTING POWER
-0- (See Item 5)
- 9. SOLE DISPOSITIVE POWER
131,800 shares (See Item 5)
- 10. SHARED DISPOSITIVE POWER
-0- (See Item 5)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
131,800 (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)
4.1% (See Item 5)

14. TYPE OF REPORTING PERSON
PN

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CUSIP NO. 87969B200

13D/A

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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) [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
CAYMAN ISLANDS

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH REPORTING
PERSON
WITH

- 7. SOLE VOTING POWER
85,400 shares (See Item 5)
- 8. SHARED VOTING POWER
-0- (See Item 5)
- 9. SOLE DISPOSITIVE POWER
85,400 shares (See Item 5)
- 10. SHARED DISPOSITIVE POWER
-0- (See Item 5)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
85,400 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)
2.7% (See Item 5)

14. TYPE OF REPORTING PERSON
CO

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CUSIP NO. 87969B200

13D/A

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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)
(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)

8. SHARED VOTING POWER
-0- (See Item 5)

9. SOLE DISPOSITIVE POWER
13,500 shares (See Item 5)

10. SHARED DISPOSITIVE POWER
-0- (See Item 5)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
13,500 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)
0.4% (See Item 5)

14. TYPE OF REPORTING PERSON
PN

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CUSIP No. 87969B200 13D/A Page 6 of 11 Pages

1. NAME OF REPORTING PERSON:
Nelson Obus
S.S. OR I.R.S. IDENTIFICATION No. OF ABOVE PERSON:

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

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 UNITED STATES OF AMERICA

7. SOLE VOTING POWER 13,500 shares (See Item 5) (1)
8. SHARED VOTING POWER 360,000 (See Item 5) (1)
9. SOLE DISPOSITIVE POWER 13,500 shares (See Item 5) (1)
10. SHARED DISPOSITIVE POWER 360,000 (See Item 5) (1)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 373,500 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) 11.7% (See Item 5)(1)

14. TYPE OF REPORTING PERSON IN

(1) Mr. Obus may be deemed to have an indirect beneficial ownership in such shares through his positions as a co-managing member of Wynnefield Capital Management, LLC, a principal executive officer of Wynnefield Capital, Inc., and general partner of Channel Partnership II, L.P. Wynnefield Capital Management, LLC holds an indirect beneficial ownership interest in 274,600 shares which are directly owned by Wynnefield Partners Small Cap Value, L.P. and Wynnefield Partners Small Cap Value, L.P. I. Wynnefield Capital, Inc. holds an indirect beneficial ownership interest in 85,400 shares which are directly beneficially owned by Wynnefield Small Cap Value Offshore Fund, Ltd. Channel Partnership II, L.P. directly owns 13,500 shares. As Mr. Joshua H. Landes is a co-managing member of Wynnefield Capital Management, LLC and an executive officer of Wynnefield Capital, Inc., Mr. Obus shares voting and dispositive power with Mr. Landes with regard to any shares beneficially owned by Wynnefield Capital Management, LLC and Wynnefield Capital, Inc.

1. NAME OF REPORTING PERSON: Joshua H. Landes
S.S. OR I.R.S. IDENTIFICATION No. OF ABOVE PERSON:

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

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 UNITED STATES OF AMERICA

7. SOLE VOTING POWER -0- (See Item 5) (1)
8. SHARED VOTING POWER 360,000 (See Item 5) (1)
9. SOLE DISPOSITIVE POWER -0- (See Item 5)(1)
10. SHARED DISPOSITIVE POWER 360,000 (See Item 5) (1)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 360,000 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) 11.3% (See Item 5)(1)

14. TYPE OF REPORTING PERSON IN

(1) Mr. Landes may be deemed to have an indirect beneficial ownership in such shares through his positions as a managing member of Wynnefield Capital Management, LLC and an executive officer of Wynnefield Capital, Inc. Wynnefield Capital Management, LLC holds an indirect beneficial ownership interest in 274,600 shares which are directly owned by Wynnefield Partners Small Cap Value, L.P. and Wynnefield Partners Small Cap Value, L.P. I. Wynnefield Capital, Inc. holds an indirect beneficial ownership interest in 85,400 shares which are directly beneficially owned by Wynnefield Small Cap Value Offshore Fund, Ltd. As Mr. Obus is a co-managing member of Wynnefield Capital Management, LLC and a principal executive officer of Wynnefield Capital, Inc., Mr. Landes shares voting and dispositive power with Mr. Obus with regard to any shares beneficially owned by Wynnefield Capital Management, LLC and Wynnefield Capital, Inc.

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CUSIP NO. 87969B200

13D/A

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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.

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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
- | | |
|---|--|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH REPORTING
PERSON
WITH | 7. SOLE VOTING POWER
85,400 shares (See Item 5)(1) |
| | 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.

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This Amendment No. 4 (the "Amendment") amends the Statement of Beneficial Ownership on Schedule 13D, filed with the Securities and Exchange Commission (the "Commission") on April 1, 2005 (the "Amended and Restated Schedule 13D"), which amended and restated the previous Statements of Beneficial Ownership on 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 "Original Reporting Persons"), with respect to the shares of 12% Cumulative Exchangeable Redeemable Preferred Stock, par value \$0.01 per share (the "Preferred Stock"), 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., 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 Amended and Restated Schedule 13D is supplemented by adding the following disclosure to the end of such item:

On May 3, 2005, Mr. Obus of WCM sent a letter to the Committee of Independent Directors of the Board of Directors of the Issuer jointly with other holders of the Preferred Stock. A copy of the letter is filed as Exhibit 99.1 hereto and is incorporated herein by reference. The letter urges the Committee of Independent Directors to consider a strategic transaction such as, but not limited to, a public equity offering or a merger transaction so that the Issuer may recognize its unrealized enterprise value and raise sufficient legally

available funds to fulfill its contractual obligations to redeem the Preferred Stock on November 21, 2005.

The signatories to the letter included four other holders of the Preferred Stock. The signatories to the letter expressly state that they are not acting together for purposes of acquiring, holding, voting or disposing of any equity security of the Issuer, and they expressly deny that they constitute a group within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

The following exhibit is filed as part of this Amendment:

Exhibit 99.1 Letter dated May 3, 2005 to the Committee of
Independent Directors of the Board of Directors
of the Issuer

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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: May 6, 2005

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P.

By: Wynnefield Capital Management, LLC,
its General Partner

By: /s/ Nelson Obus

Nelson Obus, Co-Managing Member

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

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EXHIBIT INDEX

Exhibit 99.1	Letter dated May 3, 2005 to the Committee of Independent Directors of the Board of Directors of the Issuer
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Dr. Fred C. Ikle
 Mr. David Borland
 Ambassador Langhorne A. Motley
 Committee of Independent Directors of the Board of Directors
 Telos Corporation
 c/o Joseph M. Berl
 Powell Goldstein LLP
 901 New York Avenue, N.W.
 Washington, D.C. 20001-4413

May 3, 2005

Gentlemen:

The parties signing this letter (the Signatories) are responding to your recent letters to them soliciting their input to the financial restructuring of Telos Corporation(1) (the Company). As the Signatories are among the largest holders of the Companys sole public security, they are pleased to provide a joint response based on the verbal acknowledgement by legal counsel to the Independent Committee.

(1) Formerly C3 Inc.

The Signatories each hereby acknowledges and agrees that, by holding discussions and meetings relating to a possible restructuring of the capital of the Company, and by delivering this proposal in connection with such possible restructuring, none of the Signatories has acted together nor agreed to act together with another for purposes of acquiring, holding, voting or disposing of an equity security of the Company or for any other purpose, and therefore the Signatories do not constitute a group within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the Exchange Act). Neither the submission of this letter nor anything contained herein or discussed shall be construed as an admission that the Signatories constitute a person or group for any purpose, or an admission that any Signatory is, for the purposes of Section 13(d) or 13(g) of the Exchange Act, the beneficial owner of any of the equity securities of the Company owned by any other Signatory. The Signatories expressly acknowledge and agree that no Signatory has any shared voting or dispositive power over the equity securities of the Company owned by any other Signatory. Except for the submission of this letter in response to the solicitation of the Company, the Signatories do not have any contracts, arrangements, understandings or relationships (legal or otherwise) with or among each other with respect to any securities of the Company, including but not limited to transfer or voting of any of the securities of the Company, finders fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies, or a pledge or contingency the occurrence of which would give another person voting or dispositive power over the securities of the Company.

Each of the Signatories is aware that the security that he owns, Telos 12% Cumulative Exchangeable Redeemable Preferred Stock (the Security), was issued in 1989 as a component of the leveraged buyout (LBO) of C3 Inc. by C3 Acquisition Corp. Each of the Signatories is also aware that the Security has a first mandatory redemption date of November 21, 2005 at a price of \$10 per share, plus accrued and unpaid, contractually obligated dividends.

As you are aware, the Security is a fixed obligation of the Company and the holders of the Security are not considered by the Company to be equity participants, as disclosed in the October 20, 1989 Proxy Statement/Prospectus:

As a result [of receiving the Security] the public shareholders of the Company [existing prior to completion of the LBO] will be deprived of the opportunity to share in any future earnings or growth of the Company

Additionally, each of the Signatories is aware of the Board of Directors disclosure statements made in the Companys SEC filings on Forms 8-K, 10-Q and 10-K beginning in March 2004 that the Company believes it will more likely than not be unable to meet the redemption schedule in accordance with the contractual obligations set forth in the terms of the Security.

Each of the Signatories acknowledges that based on the Companys Form 10-K for the fiscal year ended December 31, 2004, on that date, the Company did not have sufficient cash on hand to effect the mandatory redemption that is scheduled to commence this year in accordance with the contractual obligations of the Company under the terms of the Security. However, each of the Signatories believes that the Company has substantial unrealized total enterprise value (TEV) that could be unlocked by the Board of Directors through a strategic transaction such as, but not limited to, a public equity offering or a merger transaction (a Strategic Transaction). Such a Strategic Transaction is interesting because it has the potential to unlock substantial value that can be made available to the Company to provide legally available funds to either completely or near completely fulfill the contractual obligations of the Company under the terms of the Security.

Based on independent analysis conducted by certain of the Signatories, and submitted in the enclosed summary, each of the Signatories estimates that the Companys unrealized TEV is at least between \$80 million and \$100 million.

In exploring the Companys ability to execute a Strategic Transaction, some of the Signatories have had informal extensive discussions with nationally-recognized investment banks that specialize in the Companys sector, including Friedman Billings Ramsey, BB&T Windsor Group, RBC Capital Markets, Stephens Financial Group and Morgan Joseph. These investment banks have expressed confidence in their respective independent abilities to successfully execute a Strategic Transaction on behalf of the Company.

The Committee of Independent Directors, in addition to the entire Board of Directors, has a fiduciary duty to direct and aggressively pursue a Strategic Transaction that would unlock the unrealized TEV and provide legally available funds for fulfilling the contractual obligations of the Company under the terms of the Security.

To assist the Committee of Independent Directors and the Company in facilitating a Strategic Transaction for the purposes of unlocking unrealized TEV and fulfilling the contractual obligations of the Company under the terms of the Security, some interest has been expressed by the Signatories in the possibility that holders of the Security may consent to a reduction to the dollar amount of the accrued and unpaid dividends currently due and owed by the Company (\$38.75 million as of March 31, 2005).

Each of the Signatories would welcome an opportunity to meet with you to discuss these issues. The Signatories understand from certain conversations with Counsel to the Committee of Independent Directors that a meeting will be held on May 10, 2005 at the office of Powell Goldstein. Subject to scheduling, each of the Signatories would be very pleased to meet with you at that time.

Sincerely,

/s/ Timothy G. Ewing

Timothy G. Ewing
Ewing & Partners

/s/ Andrew R. Siegel

Andrew R. Siegel
Costa Brava Partnership III, L.P.

/s/ Nelson Obus

Nelson Obus
Wynnefield Capital Management, LLC

Victor Morgenstern

/s/ David P. Cohen

David P. Cohen
Athena Capital Management, Inc.

Enc: summary valuation analysis

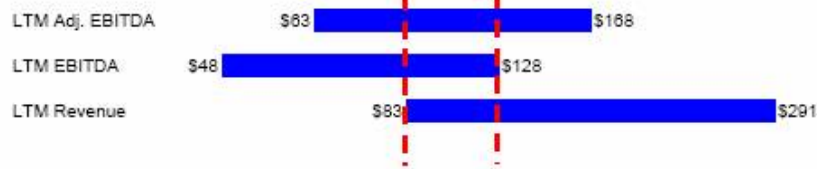
Submission to Committee of Independent Directors

Telos Corporation

Comparable M&A Transactions	Indicative Value Ranges			Mid Point			
	(\$ in millions)						
Revenue	\$	83.1	-	\$	264.5	\$	173.8
EBITDA	\$	48.3	-	\$	122.2	\$	85.2
Adjusted EBITDA (1)	\$	63.6	-	\$	161.0	\$	112.3
Comparable Public Equity Market							
Revenue	\$	84.2	-	\$	291.2	\$	187.7
EBITDA	\$	60.3	-	\$	128.0	\$	94.2
Adjusted EBITDA (1)	\$	79.4	-	\$	168.7	\$	124.0
Indicative Value Range							
Revenue	\$	83.1	-	\$	291.2	\$	187.1
EBITDA	\$	48.3	-	\$	128.0	\$	88.2
Adjusted EBITDA (1)	\$	63.6	-	\$	168.7	\$	116.1

(1) EBITDA adjusted for discretionary cash bonuses and consulting fees to the majority common shareholder

Indicative Valuation Ranges
(\$ in millions)



**Indicative
Valuation Multiples**

Comparable M&A Transactions

Revenue multiples:	0.7x	-	2.3x
EBITDA multiples:	6.6x	-	16.6x

Comparable Public Equity Market

Revenue multiples:	0.7x	-	2.5x
EBITDA multiples:	8.2x	-	17.4x

Indicative Multiple Range

Revenue multiples	0.7x	-	2.5x
EBITDA multiples	6.6x	-	17.4x

Telos LTM, as of 12/31/2004 (in \$ millions)

Revenue	\$	116.7
EBITDA	\$	7.4
Adjusted EBITDA (1)	\$	9.7

(1) EBITDA adjusted for discretionary cash bonuses and consulting fees to the majority common shareholder

(SMM)

Date	Target	Acquirer	Transaction Value	Target LTM Revenue	TEV / LTM Revenue	TEV / LTM EBITDA
4/26/2005	PEC Solutions, Inc.	Nortel Networks Inc.	\$ 448.0	\$ 202.7	2.2x	14.0x
3/22/2005	ComGlobal Systems, Incorporated	Analex Corp.	\$ 47.0	\$ 39.5	1.2x	9.2x
2/18/2005	SYTEX Group Inc.	Lockheed Martin Corporation	\$ 462.0	\$ 425.0	1.1x	NA
2/18/2005	Integic Corporation	Northrop Grumman Corporation	\$ 313.0	\$ 161.0	1.9x	NA
1/19/2005	OnBoard Software Inc.	MTC Technologies Inc.	\$ 34.0	\$ 15.0	2.3x	NA
1/12/2005	Shenandoah Electronic Intelligence Inc.	SI International Inc.	\$ 75.0	\$ 73.9	1.0x	7.9x
1/7/2005	Windermere Group LLC	Essex Corp.	\$ 69.4	\$ 64.0	1.1x	NA
1/3/2005	Sytel Inc.	TechTeam Global, Inc.	\$ 20.5	\$ 28.8	0.7x	7.2x
12/27/2004	Manufacturing Technology Inc.	MTC Technologies Inc.	\$ 75.0	\$ 50.0	1.5x	NA
12/16/2004	RCI Holdings Corp.	Serco Group Plc	\$ 215.0	\$ 256.0	0.8x	14.3x
12/1/2004	Bridge Technology Corporation	SI International Inc.	\$ 30.0	\$ 22.2	1.4x	8.6x
9/11/2004	DigitalNet Holdings Inc.	BAE Systems North America	\$ 585.9	\$ 354.2	1.7x	NA
9/9/2004	AC Technologies Inc.	PEC Solutions, Inc.	\$ 49.7	\$ 48.5	1.0x	6.6x
8/11/2004	Integrated Management Services, Inc.	Anteon International Corp.	\$ 31.0	\$ 30.0	1.0x	NA
8/2/2004	Impact Innovations Group LLC (Gov division)	Dynamics Research Corporation	\$ 53.4	\$ 47.0	1.1x	NA
7/27/2004	Simulation Technologies, Inc.	Anteon International Corp.	\$ 15.0	\$ 20.0	0.8x	NA
6/29/2004	Command Technologies, Inc.	MTC Technologies Inc.	\$ 47.0	\$ 36.0	1.3x	NA
6/1/2004	EPOS Corp	Tier Technologies Inc.	\$ 19.0	\$ 15.0	1.3x	NA
5/28/2004	Integrated Information Technology Corp.	PEC Solutions Inc.	\$ 35.0	\$ 36.0	1.0x	8.3x
5/6/2004	Beta Analytics International Inc.	Analex Corp.	\$ 32.3	\$ 33.0	1.0x	NA
4/5/2004	STI Government Systems	BAE Systems North America	\$ 27.0	NA	NA	NA
3/10/2004	AMS Defense & Intelligence Group	CACI International	\$ 415.0	\$ 250.0	1.7x	16.6x
2/12/2004	CMS Information Services, Inc	CACI International	\$ 30.0	\$ 39.0	0.8x	10.7x
1/22/2004	Science & Engineering Associates, Inc.	ITS Services Inc.	\$ 100.0	\$ 108.0	0.9x	11.6x
1/8/2004	ORION Scientific Systems, Inc.	SRA International Inc.	\$ 34.5	\$ 30.0	1.2x	NA

Average	1.2x	10.5x
Median	1.1x	9.2x

Target	Services Provided to the U.S. Federal Government (DoD, Intelligence, other)
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PEC Solutions, Inc.	Secure, interoperable technology solutions
ComGlobal Systems, Incorporated	Software and information technology firm providing C4I services to military and federal government agencies
SYTEX Group Inc.	Technology engineering and systems integration, network security solutions, business management solutions
Integic Corporation	Enterprise health and business process software solutions
OnBoard Software Inc.	Technical development of hardware and software
Shenandoah Electronic Intelligence Inc.	Records management, applications support, secure optical card processing
Windermere Group LLC	Software development, advanced engineering design and information assurance
Sytel Inc.	Network design and network security services, help desk support
Manufacturing Technology Inc.	Product life cycle support for systems and electronics
RCI Holdings Corp.	Systems engineering and HR business process management
Bridge Technology Corporation	Program management, systems and software engineering
DigitalNet Holdings Inc.	Networked infrastructure, information assurance solutions
AC Technologies Inc.	Software engineering and network services primarily to non-security civilian federal agencies
Integrated Management Services, Inc.	Information security / assurance, infrastructure security, enterprise IT architecture
Impact Innovations Group LLC (Gov division)	Enterprise content management, application development, IT service management, information security
Simulation Technologies, Inc.	Modeling and simulation software solutions and services
Command Technologies, Inc.	Professional and technical services, information technology
EPOS Corp	Interactive communications and transaction processing technologies
Integrated Information Technology Corp.	Network and computer services, satellite communications, communication system engineering and installation
Beta Analytics International Inc.	Security and intelligence data support
STI Government Systems	IT systems and integration
AMS Defense & Intelligence Group	IT support and software design for financial management, logistics, warfighting, intelligence
CMS Information Services, Inc	Enterprise network solutions, enterprise financial management systems, software engineering and integration
Science & Engineering Associates, Inc.	Advanced sensor development, spectral imaging, security solutions, system engineering and design
ORION Scientific Systems, Inc.	Analytical support, system development, proprietary knowledge management
FAAC, Inc.	Simulators, systems engineering and related software products

(\$ MM)	LTM Revenue	EBITDA	Margin	Total Debt	Net Debt	Market Cap	TEV	TEV / Revenue	TEV / EBITDA
CACI International Inc.	\$ 1,551.6	\$ 177.3	11.4 %	\$ 347.4	\$ 284.1	\$ 1,830.1	\$ 2,114.2	1.4x	11.9x
Anteon International Corp.	\$ 1,330.0	\$ 117.3	8.8 %	\$ 164.2	\$ 129.0	\$ 1,509.5	\$ 1,638.6	1.2x	14.0x
Mantech International Corp.	\$ 842.4	\$ 48.2	5.7 %	\$ 25.2	\$ 2.2	\$ 781.4	\$ 783.7	0.9x	16.3x
SRA International Inc.	\$ 755.5	\$ 89.0	11.8 %	\$ 0.0	\$ (180.3)	\$ 1,728.3	\$ 1,547.9	2.0x	17.4x
Cubic Corp.	\$ 740.9	\$ 57.8	7.8 %	\$ 93.6	\$ 77.3	\$ 478.3	\$ 555.6	0.7x	9.6x
MTC Technologies Inc.	\$ 298.4	\$ 35.7	12.0 %	\$ 63.3	\$ 63.3	\$ 471.5	\$ 534.8	1.8x	15.0x
SI International Inc.	\$ 290.1	\$ 21.8	7.5 %	\$ 100.0	\$ 87.7	\$ 258.7	\$ 346.3	1.2x	15.9x
Argon ST Inc. (1)	\$ 206.4	\$ 30.8	14.9 %	\$ 0.2	\$ (42.2)	\$ 557.0	\$ 514.8	2.5x	16.7x
PEC Solutions Inc.	\$ 202.7	\$ 31.9	15.7 %	\$ 0.0	\$ (29.4)	\$ 422.2	\$ 392.8	1.9x	12.3x
Analex Corp. (1)	\$ 145.7	\$ 15.0	10.3 %	\$ 73.8	\$ 73.2	\$ 49.3	\$ 122.5	0.8x	8.2x
Tier Technologies Inc.	\$ 133.1	\$ 7.1	5.3 %	\$ 0.2	\$ (53.3)	\$ 149.4	\$ 96.1	0.7x	13.5x
							Average	1.4x	13.7x
							Median	1.2x	14.0x

(1) LTM figures are pro forma for significant material merger transactions in the LTM period.