

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

SCHEDULE 13G  
Under the Securities Exchange Act of 1934

Amendment No.: 2

Name of Issuer: Telos Corporation

Title of Class of Securities: 12% Cumulative Exchangeable  
Redeemable Preferred Stock

CUSIP Number: 87969B200

(Date of Event Which Requires Filing of this Statement)

December 31, 2000

Check the appropriate box to designate the rule pursuant to  
which this Schedule is filed:

Rule 13d-1(b)  
 / Rule 13d-1(c)  
 / Rule 13d-1(d)

\*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 the  
disclosures provided in a prior cover page.

The information required in 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 Number: 87969B200

1. Name of Reporting Person  
I.R.S. Identification No. of Above Person  
Magten Asset Management Corp.
2. Check the Appropriate Box if a Member of a Group
  - a.
  - b.
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware

Number of Shares Beneficially Owned by Each Reporting Person  
With:

5. Sole Voting Power:  
0
6. Shared Voting Power:  
0
7. Sole Dispositive Power:  
0
8. Shared Dispositive Power:  
0
9. Aggregate Amount Beneficially Owned by Each Reporting  
Person  
0
10. Check Box if the Aggregate Amount in Row (9) Excludes  
Certain Shares

11. Percent of Class Represented by Amount in Row (9)

0%

12. Type of Reporting Person

IA, CO

Item 1(a) Name of Issuer: Telos Corporation

(b) Address of Issuer's Principal Executive Offices:

19886 Ashburn Road  
Ashburn, Virginia 20147

Item 2(a) - (c). Name, Principal Business Address, and  
Citizenship of Persons Filing:

Magten Asset Management Corp.  
35 East 21st Street  
New York, New York 10010

Magten Asset Management Corp. - Delaware  
corporation

(d) Title of Class of Securities: 12% Cumulative  
Exchangeable Preferred Stock

(e) CUSIP Number: 87969B200

Item 3. If this statement is filed pursuant to Rule  
13d-1(b)(1) or 13d-2(b) or (c) check whether the person  
filing is:

- (a) / / Broker or dealer registered under Section 15 of  
the Act,
- (b) / / Bank as defined in Section 3(a)(6) of the Act,
- (c) / / Insurance Company as defined in  
Section 3(a)(19) of the Act,
- (d) / / Investment Company registered under Section 8  
of the Investment Company Act,
- (e) /X/ Investment Adviser registered under Section 203  
of the Investment Advisers Act of 1940,
- (f) / / Employee Benefit Plan, Pension Fund which is  
subject to the provisions of the Employee  
Retirement Income Security Act of 1974 or  
Endowment Fund,
- (g) / / Parent Holding Company, in accordance with Rule  
13d-1(b)(ii)(G),

- (h) // Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i) // Church plan excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act,
- (j) // Group, in accordance with Rule 13d-1(b)(1)(ii)(H).

If this statement is filed pursuant to Rule 13d-1(c), check this box. //

Item 4. Ownership.

- (a) Amount Beneficially Owned: 0 shares
- (b) Percent of Class: 0%
- (c) 0 shares with shared power to vote or to direct the vote; 0 shares with sole power to vote or to direct the vote; 0 shares with shared power to dispose or to direct the disposition of; 0 shares with the sole power to dispose or to direct the disposition of

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following /X/.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Magten's investment advisory clients have the right to receive dividends from the securities to which this Schedule 13G relates. The following investment advisory client have such an interest with respect to more than five percent of the class of securities to which this Schedule 13G relates.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported by the Parent Holding Company.

N/A

Item 8. Identification and Classification of Members of the Group.

N/A

Item 9. Notice of Dissolution of the Group.

N/A

Item 10.

Certification for Rule 13d-1(b): By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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.

February 8, 2001

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Date

MAGTEN ASSET MANAGEMENT CORP.

/s/ Talton R. Embry  
By: Talton R. Embry  
Managing Director

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