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Exhibit 2

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EX-4.1 2 v080969 ex4-1.htm

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EXECUTION

STRUCTURED ASSET SECURITIES CORPORATION, as Depositor,

AURORA LOAN SERVICES LLC, as Master Servicer,

and

LASALLE BANK NATIONAL ASSOCIATION, as Trustee

TRUST AGREEMENT

Dated as of June 1, 2007

LEHMAN XS TRUST MORTGAGE PASS-THROUGH CERTIFICATES, SERIES 2007-10H

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ATTACHMENTS

Exhibit A Forms of Certificates
Exhibit B-1 Form of Initial Certification
Exhibit B-2 Form of Interim Certification
Exhibit B-3 Form of Final Certification
Exhibit B-4 Form of Endorsement

Exhibit C Request for Release of Documents and Receipt

Exhibit D-l Form of Residual Certificate Transfer Affidavit (Transferee)
Exhibit D-2 Form of Residual Certificate Transfer Affidavit (Transferor)

Exhibit E List of Servicing Agreements

Exhibit F Form of Rule 144A Transfer Certificate

Exhibit G Form of Purchaser's Letter for Institutional Accredited Investors

Exhibit H Form of ERISA Transfer Affidavit

Exhibit I [Reserved]
Exhibit J [Reserved]

Exhibit K List of Custodial Agreements

Exhibit L Form of Ambac Certificate Insurance Policy

Exhibit M Form of Back-up Certification to be Provided by the Trustee to the Depositor

Exhibit N-1 Group 1 Swap Agreement Exhibit N-2 Group 1 Cap Agreement

Exhibit N-3 Balance Guaranteed Cap Agreement

Exhibit N-4 Group 2 Cap Agreement

Exhibit O Servicing Criteria to be Addressed in Report on Assessment of Compliance

Exhibit P Transaction Parties

Exhibit Q Additional Form 10-D Disclosure
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Exhibit S Additional Form 8-K Disclosure

Schedule A Mortgage Loan Schedule (by Mortgage Pool)
Schedule B Schedule of First Payment Default Mortgage Loans

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This TRUST AGREEMENT ("Trust Agreement"), dated as of June 1, 2007 (the "Agreement"), is by and among STRUCTURED ASSET SECURITIES CORPORATION, a Delaware corporation, as depositor (the "Depositor"), AURORA LOAN SERVICES LLC, as master servicer (the "Master Servicer"), and LASALLE BANK NATIONAL ASSOCIATION, a national banking association, as trustee (the "Trustee").

PRELIMINARY STATEMENT

The Depositor has acquired the Mortgage Loans from the Seller, and at the Closing Date is the owner of the Mortgage Loans and the other property being conveyed by it to the Trustee hereunder for inclusion in the Trust Fund. On the Closing Date, the Depositor will acquire the Certificates from the Trust Fund as consideration for its transfer to the Trust Fund of the Mortgage Loans and the other property constituting the Trust Fund. The Depositor has duly authorized the execution and delivery of this Agreement to provide for the conveyance to the Trustee of the Mortgage Loans and the other property constituting the Trust Fund. All covenants and agreements made by the Seller in the Mortgage Loan Sale Agreement and by the Depositor, the Master Servicer and the Trustee herein with respect to the Mortgage Loans and the other property constituting the Trust Fund are for the benefit of the Holders from time to time of the Certificates, and to the extent provided herein, the Certificate Insurer, any NIMS Insurer and the Group 1 Swap Counterparty. The Depositor, the Trustee and the Master Servicer are entering into this Agreement, and the Trustee is accepting the Trust Fund created hereby, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged.

As provided herein, the Trustee shall elect that the Trust Fund (exclusive of (i) the Pool 1 Basis Risk Reserve Fund, (ii) the Pool 2 Basis Risk Reserve Fund, (iii) the Group 1 Swap Agreement, (iv) the Group 1 Swap Account, (v) the Supplemental Interest Trust, (vi) the Group 1 Cap Agreement, (vii) the Group 1 Cap Account, (viii) the Balance Guaranteed Cap Agreement, (ix) the Group 2 Cap Agreement, (x) the obligation to pay Class I Shortfalls, (xi) the rights to receive (and the obligation to pay) Basis Risk Shortfalls and Unpaid Basis Risk Shortfalls, (xii) the right to receive FPD Premiums and (xiii) the Collateral Accounts (collectively, the "Excluded Trust Assets")) be treated for federal income tax purposes as comprising nine real estate mortgage investment conduits (each, a "REMIC") in two tiered structures. Specifically, Pooling REMIC I, Lower-Tier REMIC I, Middle-Tier REMIC IB, and Upper-Tier REMIC I shall relate to Pool 1 and Pooling REMIC II, Lower-Tier REMIC II, Middle-Tier REMIC II, and Upper-Tier REMIC II shall relate to Pool 2.

Pooling REMIC I shall hold the assets of the Trust Fund related to Pool 1, other than any Excluded Trust Assets, and shall issue several uncertificated interests and shall also issue the Class I-LT-R Certificate, which is hereby designated as the sole residual interest in Pooling REMIC I. Each uncertificated interest in Pooling REMIC I is hereby designated as a REMIC regular interest.

Lower-Tier REMIC I shall hold the uncertificated interests issued by Pooling REMIC I and shall issue several uncertificated interests. Each such interest, other than the LT1-R Interest, is hereby designated as a REMIC regular interest. The LT1-R Interest is hereby designated as the sole residual interest in Lower-Tier REMIC I.

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Certificate Interest Rate: With respect to each Class of Certificates and any Distribution Date, the applicable per annum rate set forth or described under the heading "The Certificates" in the Preliminary Statement hereto.

Certificate Owner: With respect to a Book-Entry Certificate, the Person who is the owner of such Book-Entry Certificate, as reflected on the books of the Clearing Agency, or on the books of a Person maintaining an account with such Clearing Agency (directly or as an indirect participant, in accordance with the rules of such Clearing Agency).

Certificate Principal Amount: With respect to any Offered Certificate (other than the Class I-AIO and Class II-AIO Certificates) and any Distribution Date, the initial Certificate Principal Amount thereof on the Closing Date, less the amount of all principal distributions previously distributed with respect to such Certificate prior to such Distribution Date, and, (i) in the case of the Group 1 Certificates, as reduced by any Pool 1 Applied Loss Amount previously allocated thereto and (ii) in the case of the Group 2 Certificates, as reduced by any Pool 2 Applied Loss Amount previously allocated thereto; provided, however, that on each Distribution Date on which a related Subsequent Recovery is distributed, the Certificate Principal Amount of any Group 1 Certificate whose Certificate Principal Amount has previously been reduced by application of Pool 1 Applied Loss Amounts and the Certificate Principal Amount of any Group 2 Certificate whose Certificate Principal Amount has previously been reduced by application of Pool 2 Applied Loss Amounts, as applicable, will be increased, in order of seniority, by an amount (to be applied pro rata to all Certificates of such Class) equal to the lesser of (1) any Deferred Amount for each such Class immediately prior to such date and (2) in the case of holders of the Group 1 Certificates and Group 2 Certificates, the total amount of any Subsequent Recovery from the related Mortgage Pool distributed on such Distribution Date after application (for this purpose) to any more senior Classes of such Certificates; and provided, further, that to the extent that any Applied Loss Amount was reimbursed under the Certificate Insurance Policy, any Subsequent Recovery otherwise payable on the Insured Certificates shall instead be payable to the Certificate Insurer. The Class I-X, Class II-X, Class I-R and Class II-R Certificates are issued without Certificate Principal Amounts. The Class I-P Certificates are issued with an initial Class I-P Principal Amount of \$100.00 and the Class II-P Certificates are issued with an initial Class II-P Principal Amount of \$100.00.

Certificate Register and Certificate Registrar: The register maintained and the registrar appointed pursuant to Section 3.02.

Certificateholder: The meaning provided in the definition of "Holder."

<u>Certifying Party</u>: As defined in Section 6.20(e)(iii).

Class: All Certificates and, in the case of each of Lower-Tier REMIC I, Middle-Tier REMIC IA, Middle-Tier REMIC IB, Middle-Tier REMIC II, and Lower-Tier REMIC II, all Lower Tier Interests bearing the same Class designation.

Class I-CX Excess Cap Amount: As defined in Section 5.06(b).

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<u>Class I-LT-R Certificates</u>: Each Class I-LT-R Certificate executed by the Trustee, and authenticated and delivered by the Certificate Registrar, substantially in the form annexed hereto as Exhibit A and evidencing the residual interest in Pooling REMIC I.

<u>Class I-P Certificate</u>: An interest in Upper-Tier REMIC I, as described in footnote (31) to the table entitled "The Certificates" in the Preliminary Statement, which interest shall be evidenced by the rights of the holders of the Class I-P Certificates to receive Prepayment Premiums with respect to Pool 1 Mortgage Loans.

Class I-P Principal Amount: As of the Closing Date, \$100.00.

<u>Class I-R Certificate</u>: The Class I-R Certificate executed by the Trustee, and authenticated and delivered by the Certificate Registrar, substantially in the form annexed hereto as Exhibit A and evidencing the ownership of the sole class of residual interest in Upper-Tier REMIC I as well as ownership of the Class LT1-R Interest, the Class MTIA-R Interest and the Class MTIB-R Interest.

Class I-X Distributable Amount: On any Distribution Date, the amount of interest that has accrued on the notional balance of the Class I-X Certificates (as described in the Preliminary Statement in footnote (33) under the caption "The Certificates," but that has not been distributed prior to such date. In addition, such amount shall include the Class I-XS Component Principal Amount to the extent such amount has not been distributed on an earlier Distribution Date as part of the Pool 1 Overcollateralization Release Amount.

<u>Class I-X Notional Balance</u>: With respect to any Distribution Date (and the related Accrual Period) the aggregate of the Class Principal Amount of the interests in Middle-Tier REMIC IA, as described in the Preliminary Statement.

Class I-XS Component Principal Amount: As of the Closing Date, \$26,851,167.83.

Class II-CX Excess Cap Amount: As defined in Section 5.06(d).

<u>Class II-LT-R Certificates</u>: Each Class II-LT-R Certificate executed by the Trustee, and authenticated and delivered by the Certificate Registrar, substantially in the form annexed hereto as Exhibit A and evidencing the residual interest in Pooling REMIC II.

<u>Class II-P Certificate</u>: An interest in Upper-Tier REMIC II, as described in footnote (32) to the table entitled "The Certificates" in the Preliminary Statement, which interest shall be evidenced by the rights of the holders of the Class II-P Certificates to receive Prepayment Premiums with respect to Pool 2 Mortgage Loans.

Class II-P Principal Amount: As of the Closing Date, \$100.00.

<u>Class II-R Certificate</u>: The Class II-R Certificate executed by the Trustee, and authenticated and delivered by the Certificate Registrar, substantially in the form annexed hereto as Exhibit A and evidencing the ownership of the sole class of residual interest in Upper-Tier REMIC II as well as ownership of the Class MT2-R Interest and Class LT2-R Interest.

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Class II-X Distributable Amount: On any Distribution Date, the amount of interest that has accrued on the notional balance of the Class II-X Certificates (as described in the Preliminary Statement in footnote (39) under the caption "The Certificates," but that has not been distributed prior to such date. In addition, such amount shall include the Class II-XS Component Principal Amount to the extent such amount has not been distributed on an earlier Distribution Date as part of the Pool 2 Overcollateralization Release Amount.

<u>Class II-X Notional Balance</u>: With respect to any Distribution Date (and the related Accrual Period) the aggregate of the Class Principal Amount of the interests in Middle-Tier REMIC II, as described in the Preliminary Statement.

Class II-XS Component Principal Amount: As of the Closing Date, \$5,401,495.96.

Class I Shortfalls: As defined in Section 10.01(l) hereof. For purposes of clarity, the Class I Shortfall for any Distribution Date shall equal the amount payable to the Group 1 Swap Counterparty on such Distribution Date in excess of the amount payable on the Class I interest in the Upper Tier REMIC I on such Distribution Date, all as further provided in Section 10.01(l) hereof.

Class Notional Amount: With respect to the Class I-AIO Certificates and any Distribution Date on or prior to the Distribution Date in April 2012, an amount equal to the sum of the Class Principal Amounts of the Group 1 Senior Certificates immediately preceding such Distribution Date. With respect to the Class I-AIO Certificates and any Distribution Date after the Distribution Date in April 2012, zero. The initial Class Notional Amount of the Class I-AIO Certificates is approximately \$657,339,000. With respect to the Class II-AIO Certificates and any Distribution Date, an amount equal to the sum of the Class Principal Amounts of the Class II-AI, Class II-A3 and Class II-A4 Certificates immediately preceding such Distribution Date. The initial Class Notional Amount of the Class II-AIO Certificates is approximately \$156,082,000.

Class Principal Amount: With respect to each Class of Certificates other than the Class I-AIO, Class II-AIO, Class II-P, Class II-P, Class II-P, Class II-P, Class II-R, Class II-LT-R, Class II-X and Class II-X Certificates, the aggregate of the Certificate Principal Amounts (or related Percentage Interest therein aggregating to 100%) of all Certificates of such Class at the date of determination. With respect to the Class I-P Certificates and Class II-P Certificates, the Class II-P Principal Amount and Class II-P Principal Amount, respectively. With respect to the Class II-R, Class II-R, Class II-LT-R, Class II-X and Class II-X Certificates, zero.

<u>Clearing Agency</u>: An organization registered as a "clearing agency" pursuant to Section 17A of the Exchange Act. As of the Closing Date, the Clearing Agency shall be The Depository Trust Company.

<u>Clearing Agency Participant</u>: A broker, dealer, bank, other financial institution or other Person for whom from time to time a Clearing Agency effects book-entry transfers and pledges of securities deposited with the Clearing Agency.

<u>Clearstream</u>: Clearstream Banking, S.A., Luxembourg, and any successor thereto.

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Closing Date: June 29, 2007.

<u>Code</u>: The Internal Revenue Code of 1986, as amended, and as it may be further amended from time to time, any successor statutes thereto, and applicable U.S. Department of Treasury regulations issued pursuant thereto in temporary or final form.

Collateral Account: Either the Group 1 Collateral Account or the Group 2 Collateral Account, as applicable.

<u>Collection Account</u>: A separate account established and maintained by the Master Servicer pursuant to Section 4.01.

<u>Collection Period</u>: With respect to any Distribution Date, the period commencing on the second day of the month immediately preceding the month in which such Distribution Date occurs and ending on the first day of the month in which such Distribution Date occurs.

<u>Commission</u>: The United States Securities and Exchange Commission.

<u>Commitment Letter</u>: The Commitment Letter dated as of June 29, 2007 between the Depositor and the Certificate Insurer.

<u>Compensating Interest Payment</u>: With respect to any Distribution Date and prepayments in full or in part, an amount equal to the aggregate amount of any Prepayment Interest Shortfalls required to be paid by the Servicers with respect to such Distribution Date. The Master Servicer (solely in its capacity as master servicer) shall not be responsible for making any Compensating Interest Payment.

Component: The Class I-X Certificate shall be issued in three non-severable Components: the I-XS Component, the I-CX Component and the I-SX Component. The I-XS Component, I-CX Component and I-SX Component shall not be issued with either a Certificate Interest Rate or a balance but shall evidence the right to receive distributions pursuant to Sections 5.02(j)(iv)(C) and (j)(vii), Section 5.02(h)(ix) and Section 5.02(i)(xii), respectively. The Class II-X Certificate shall be issued in two non-severable Components: the II-XS Component and the II-CX Component. The II-XS Component and II-CX Component shall not be issued with either a Certificate Interest Rate or a balance but shall evidence the right to receive distributions pursuant to Section 5.02(k)(vii) and Section 5.02(k)(iv)(C), respectively.

<u>Conventional Loan</u>: A Mortgage Loan that is not insured by the United States Federal Housing Administration or guaranteed by the United States Department of Veterans Affairs.

<u>Cooperative Corporation</u>: The entity that holds title (fee or an acceptable leasehold estate) to the real property and improvements constituting the Cooperative Property and which governs the Cooperative Property, which Cooperative Corporation must qualify as a Cooperative Housing Corporation under Section 216 of the Code.

Cooperative Loan: Any Mortgage Loan secured by Cooperative Shares and a Proprietary Lease.

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Cooperative Loan Documents: As to any Cooperative Loan, (i) the Cooperative Shares, together with a stock power in blank; (ii) the original executed Security Agreement and the assignment of the Security Agreement endorsed in blank; (iii) the original executed Proprietary Lease and the assignment of the Proprietary Lease endorsed in blank; (iv) the original executed Recognition Agreement and the assignment of the Recognition Agreement (or a blanket assignment of all Recognition Agreements) endorsed in blank; (v) the executed UCC-1 financing statement with evidence of recording thereon, which has been filed in all places required to perfect the security interest in the Cooperative Shares and the Proprietary Lease; and (vi) executed UCC-3 financing statements (or copies thereof) or other appropriate UCC financing statements required by state law, evidencing a complete and unbroken line from the mortgagee to the Trustee with evidence of recording thereon (or in a form suitable for recordation).

<u>Cooperative Property</u>: The real property and improvements owned by the Cooperative Corporation, that includes the allocation of individual dwelling units to the holders of the Cooperative Shares of the Cooperative Corporation.

Cooperative Shares: Shares issued by a Cooperative Corporation.

Cooperative Unit: A single-family dwelling located in a Cooperative Property.

Corporate Trust Office: The office of the Trustee at which at any particular time its corporate trust business with respect to this Agreement shall be administered, which office at the date of execution of this Agreement shall be in the case of Certificate transfers and for purposes of presentment and surrender of the Certificates for final distribution thereon, 135 South LaSalle Street, Suite 1511, Chicago, Illinois, 60603, Attention: Global Securities and Trust Services - LXS 2007-10H or any such other address as the Trustee may designate from time to time by notice to the Certificateholders, the Depositor and the Master Servicer.

<u>Corresponding Class</u>: The Class of Certificates that corresponds to a class of interests in Middle-Tier REMIC IA, Middle-Tier REMIC IB or Middle-Tier REMIC II, as applicable, and as described in the Preliminary Statement.

<u>Credit Support Annex</u>: Each credit support annex, if any, to the Group 1 Swap Agreement, the Group 1 Cap Agreement, the Balance Guaranteed Cap Agreement or the Group 2 Cap Agreement, each dated as of June 29, 2007, and each between either the Supplemental Interest Trust or the Trustee on behalf of the Trust Fund and the Group 1 Swap Counterparty, the Group 1 Cap Counterparty, the Balance Guaranteed Cap Counterparty or the Group 2 Cap Counterparty, as applicable.

<u>Current Interest</u>: With respect to any Offered Certificate and any Distribution Date, the aggregate amount of interest accrued at the applicable Certificate Interest Rate during the related Accrual Period on the Class Principal Amount (or Class Notional Amount) thereof immediately prior to such Distribution Date.

<u>Custodial Account</u>: Any custodial account (other than an Escrow Account) established and maintained by a Servicer pursuant to a Servicing Agreement.

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<u>Custodial Agreement</u>: Each custodial agreement identified on Exhibit K hereto, and any custodial agreement subsequently executed by the Trustee and acknowledged by the Master Servicer substantially in the form thereof.

<u>Custodian</u>: Each custodian appointed by the Trustee pursuant to a Custodial Agreement and any successor thereto. The initial Custodians are Deutsche Bank National Trust Company, LaSalle Bank National Association and U.S. Bank National Association.

Cut-off Date: June 1, 2007.

<u>Cut-off Date Balance</u>: With respect to the Mortgage Loans in the Trust Fund on the Closing Date, the aggregate Scheduled Principal Balance of such Mortgage Loans as of the Cut-off Date.

<u>Debt Service Reduction</u>: With respect to any Mortgage Loan, a reduction of the Scheduled Payment that the related Mortgagor is obligated to pay on any Due Date as a result of, or in connection with, any proceeding under Bankruptcy law or any similar proceeding.

<u>Defaulting Party</u>: As defined in the Group 1 Swap Agreement.

<u>Deferred Amount</u>: With respect to any Distribution Date and each Group 1 Certificate, the aggregate Pool 1 Applied Loss Amounts previously applied in reduction of the Certificate Principal Amount thereof, less (i) any amounts previously reimbursed in respect thereof and (ii) the amount by which the Certificate Principal Amount of such Group 1 Certificate has been increased due to any Subsequent Recovery; *provided*, *however*, that any Applied Loss Amount allocated to any Insured Certificates will not be considered a Deferred Amount to the extent such amounts are paid by the Certificate Insurer as part of an Insured Distribution. With respect to any Distribution Date and each Group 2 Certificate, the aggregate Pool 2 Applied Loss Amounts previously applied in reduction of the Certificate Principal Amount thereof, less (i) any amounts previously reimbursed in respect thereof and (ii) the amount by which the Certificate Principal Amount of such Group 2 Certificate has been increased due to any Subsequent Recovery.

<u>Deficient Valuation</u>: With respect to any Mortgage Loan, a valuation by a court of competent jurisdiction of the Mortgaged Property in an amount less than the then outstanding indebtedness under such Mortgage Loan, which valuation results from a proceeding under Bankruptcy law or any similar proceeding.

<u>Definitive Certificate</u>: A Certificate of any Class issued in definitive, fully registered, certificated form.

<u>Deleted Mortgage Loan</u>: A Mortgage Loan that is repurchased from the Trust Fund pursuant to the terms hereof or as to which one or more Qualifying Substitute Mortgage Loans are substituted therefor.

<u>Delinquent</u>: For reporting purposes, a Mortgage Loan is considered "delinquent" when any payment contractually due thereon has not been made by the close of business on the Due Date therefor. Such Mortgage Loan is "30 days Delinquent" if such payment has not been received by the close of business on the corresponding day of the month immediately succeeding the month in which such payment was first due, or, if there is no such corresponding day (*e.g.*, as when a 30-day month follows a 31-day month in which a payment was due on the 31st day of such month), then on the last day of such immediately succeeding month. Similarly for "60 days Delinquent" and the second immediately succeeding month and "90 days Delinquent" and the third immediately succeeding month.