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Exhibit E

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NEW YORK

EX-4.1 2 v090030_ex4-1.htm

EXECUTION

STRUCTURED ASSET SECURITIES CORPORATION, as Depositor,

> AURORA LOAN SERVICES LLC, as Master Servicer,

> > and

U.S. BANK NATIONAL ASSOCIATION, as Trustee

TRUST AGREEMENT

Dated as of September 1, 2007

LEHMAN XS TRUST MORTGAGE PASS-THROUGH CERTIFICATES, SERIES 2007-17H

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ATTACHMENTS

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This TRUST AGREEMENT ("Trust Agreement"), dated as of September 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 U.S. 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 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 Basis Risk Reserve Fund, (ii) the Swap Agreement, (iii) the Swap Account, (iv) the Cap Agreement, (v) the Cap Account, (vi) the Supplemental Interest Trust, (vii) the obligation to pay Class I Shortfalls, (viii) the Collateral Account and (ix) the rights to receive (and the obligations to pay) Basis Risk Shortfalls and Unpaid Basis Risk Shortfalls (collectively, the "Excluded Trust Assets"), be treated for federal income tax purposes as comprising five real estate mortgage investment conduits (each, a "REMIC"): Pooling REMIC 1, Lower-Tier REMIC 1, Middle-Tier REMIC 2, and the Upper-Tier REMIC.

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

Lower-Tier REMIC 1 shall hold the uncertificated interests issued by Pooling REMIC 1 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 1.

Middle-Tier REMIC 1 shall hold the uncertificated interests issued by Lower-Tier REMIC 1, other than the LT1-R Interest, and shall issue several uncertificated interests. Each such interest, other than the Class MT1-R Interest, is hereby designated as a REMIC regular interest. The Class MT1-R Interest is hereby designated as the sole residual interest in Middle-Tier REMIC 1.

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(c) a court of competent jurisdiction, the Office of the Commissioner of Insurance of the State of New York or other competent regulatory authority shall have entered a final and nonappealable order, judgment or decree (i) appointing a custodian, trustee, agent or receiver for the Certificate Insurer or for all or any material portion of its property or (ii) authorizing the taking of possession by a custodian, trustee, agent or receiver of the Certificate Insurer (or the taking of possession of all or any material portion of the property of the Certificate Insurer).

Certificate Interest Rate: With respect to each Class of Certificates (other than the Class X, Class P, Class R and Class LT-R 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 Certificate (other than the Class AIO, Class P, Class X, Class R and Class LT-R 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, in the case of the Offered Certificates (other than the Class AIO Certificates), as reduced by any Applied Loss Amount previously allocated thereto; provided, however, that on each Distribution Date on which a related Subsequent Recovery is distributed, (i) the Certificate Principal Amount of any Offered Certificates (other than the Class AIO Certificates) whose Certificate Principal Amount has previously been reduced by application of Applied Loss Amounts 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) the total amount of any Subsequent Recovery 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 AIO, Class X, Class R and Class LT-R Certificates are issued without Certificate Principal Amounts. The Class P Certificates are issued with an initial Class 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."

Certifying Party: As defined in Section 6.20(e)(iii).

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