

# SECURITIES AND EXCHANGE COMMISSION

## FORM 8-K

Current report filing

Filing Date: **2005-09-30** | Period of Report: **2005-09-30**  
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### FILER

#### **STRUCTURED ASSET SECURITIES CORP**

CIK: **808851** | IRS No.: **742440858** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **8-K** | Act: **34** | File No.: **333-82904** | Film No.: **051113180**  
SIC: **6189** Asset-backed securities

Mailing Address  
745 7TH AVENUE  
NEW YORK NY 10019

Business Address  
745 7TH AVENUE  
NEW YORK NY 10019  
2125267000

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported)  
September 30, 2005

STRUCTURED ASSET SECURITIES CORPORATION (as Depositor under the Trust Agreement, dated as of September 1, 2005, providing for the issuance of Mortgage Pass-Through Certificates, Series 2005-17)

Structured Asset Securities Corporation  
(Exact Name of Registrant as Specified in its Charter)

Delaware  
(State or Other Jurisdiction  
Of Incorporation)

333-127589  
(Commission  
File Number)

74-2440850  
(I.R.S. Employer  
Identification No.)

745 Seventh Avenue, 7th Floor  
New York, NY  
(Address of Principal  
Executive Offices)

10019  
(Zip Code)

Registrant's telephone number, including area code: (212) 526-7000

No Change  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)  
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)  
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))  
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events

McKee Nelson LLP has been retained by this Registrant as counsel for its Registration Statement on Form S-3 (Commission File No. 333-127589) in connection with various transactions. Legal opinions by McKee Nelson LLP to be incorporated into the Registration Statement are attached hereto as Exhibit 5.1, Exhibit 8.1 and Exhibit 23.1.

Item 9.01. Financial Statements and Exhibits

(a) Not applicable.

(b) Not applicable.

(c) Not applicable

(d) Exhibits:

5.1 Opinion of McKee Nelson LLP as to legality (including consent of such firm).

8.1 Opinion of McKee Nelson LLP as to certain tax matters (including consent of such firm included in Exhibit 5.1).

23.1 Consent of McKee Nelson LLP (included in Exhibit 5.1).

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.


### STRUCTURED ASSET SECURITIES CORPORATION

By: /s/ Ellen V. Kiernan  
Name: Ellen V. Kiernan  
Title: Senior Vice President

Dated: September 30, 2005

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of McKee Nelson LLP as to legality (including consent of such firm).
8.1	Opinion of McKee Nelson LLP as to certain tax matters (including consent of such firm included in Exhibit 5.1).
23.1	Consent of McKee Nelson LLP (included in Exhibit 5.1).



September 30, 2005

Structured Asset Securities Corporation  
745 Seventh Avenue, 7<sup>th</sup> Floor  
New York, New York 10019

Re: Structured Asset Securities Corporation,  
Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as counsel for Structured Asset Securities Corporation, a Delaware corporation (the "Company"), in connection with the offering of the Company's Mortgage Pass-Through Certificates, Series 2005-17 (the "Certificates"). A Registration Statement of the Company on Form S-3 relating to the Certificates (Commission File No. 333-127589) has been filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act") and was declared effective on September 20, 2005. As set forth in the prospectus dated September 26, 2005, as supplemented by a prospectus supplement dated September 27, 2005 (the "Base Prospectus" and the "Prospectus Supplement," respectively), the Certificates will be issued under and pursuant to the conditions of a trust agreement dated as of September 1, 2005 (the "Trust Agreement"), by and among the Company, as depositor, Aurora Loan Services LLC, as master servicer (the "Master Servicer") and The Bank of New York, as trustee (the "Trustee").

We have examined a form of the Trust Agreement, forms of the Certificates, the Base Prospectus, the Prospectus Supplement, and originals or copies, certified or otherwise identified to our satisfaction, of such instruments, certificates, records and other documents, and have made such examination of law, as we have deemed necessary or appropriate for the purpose of this opinion. In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies or by facsimile or other means of electronic transmission, and the authenticity of the originals of such latter documents. As to facts relevant to the opinions expressed herein and the other statements made herein, we have relied, to the extent we have deemed appropriate, upon certificates and oral or written statements and representations of officers and other representatives of the Company and others.

Based upon the foregoing, we are of the opinion that:

(i) The Trust Agreement has been duly and validly authorized by all necessary action on the part of the Company and, when duly executed and delivered by the Company, the Trustee, the Master Servicer and any other party thereto, the Trust Agreement will constitute a legal, valid and binding agreement of the Company, enforceable against it in accordance with its terms, except as enforcement thereof may be limited by bankruptcy, insolvency, reorganization, moratorium, fraudulent conveyance, fraudulent transfer and other similar laws relating to or affecting creditors' rights generally and to general equitable principles (regardless of whether considered in a proceeding in equity or at law), including concepts of commercial reasonableness, good faith and fair dealing and the possible unavailability of specific performance or injunctive relief, and with respect to the rights of indemnity or contribution, as may be limited by public policy considerations;

(ii) The issuance and sale of the Certificates have been duly authorized by all requisite corporate action on the part of the Company and, when duly and validly executed and authenticated in accordance with the terms of the Trust Agreement and delivered against payment therefor pursuant to the underwriting agreement dated August 23, 2005, between the Company and Lehman Brothers Inc., and a terms agreement dated September 27, 2005, between the Company and Lehman Brothers Inc. (such underwriting agreement, as

supplemented by such terms agreement, the “Underwriting Agreement”), the Certificates will be duly and validly issued and outstanding, and entitled to the benefits of the Trust Agreement;

(iii) Under existing law, assuming compliance with all provisions of the Trust Agreement, for federal income tax purposes, each portion of the Trust Fund for which the Trust Agreement directs that a REMIC election be made will qualify as a “real estate mortgage investment conduit” (“REMIC”) pursuant to Section 860D of the Internal Revenue Code of 1986, as amended (the “Code”); each of the Certificates, other than the Class R and Class P Certificates, will evidence ownership of “regular interests” in a REMIC within the meaning of Section 860G(a)(1) of the Code, and the Class R Certificate will be considered to represent the sole class of “residual interest” within the meaning of Section 860G(a)(2) of the Code in each REMIC formed pursuant to the Trust Agreement; and

(iv) The statements contained under the caption “Material Federal Income Tax Considerations” in the Base Prospectus and the Prospectus Supplement, insofar as such statements constitute conclusions of law, are true and correct in all material respects as set forth therein.

In rendering the foregoing opinions, we express no opinion as to the laws of any jurisdiction other than the federal laws of the United States of America and the laws of the State of New York.

The opinions set forth in subparagraphs (iii) and (iv) are based upon the existing provisions of the Code and Treasury regulations issued or proposed thereunder, published Revenue Rulings and Releases of the Internal Revenue Service and existing case law, any of which could be changed at any time. Any such changes may be retroactive in application and could modify the legal conclusions upon which such opinions are based. The opinions expressed herein are limited as described above, and we do not express an opinion on any other tax aspect of the transactions contemplated by the documents referenced above.

We hereby consent to the filing of this letter and to the references to this firm under the headings “Legal Matters” and “Material Federal Income Tax Considerations” in the Base Prospectus and Prospectus Supplement, without implying or admitting that we are “experts” within the meaning of the Securities Act or the rules and regulations of the Commission issued thereunder, with respect to any part of the Base Prospectus or the Prospectus Supplement.

Very truly yours,

/s/ McKee Nelson LLP

McKee Nelson LLP