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

**FORM 6-K**

**Report of Foreign Private Issuer Pursuant to Rule 13a-16 or 15d-16  
of the Securities Exchange Act of 1934**

For the Month of November, 2006

1-15240  
(Commission File Number)

**JAMES HARDIE INDUSTRIES N.V.**

(Exact name of Registrant as specified in its charter)

Atrium, 8th floor  
Strawinskyiaan 3077  
1077 ZX Amsterdam, The Netherlands  
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover  
Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted  
by Regulation S-T Rule 101(b)(1): Not Applicable

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted  
by Regulation S-T Rule 101(b)(7): Not Applicable

Indicate by check mark whether by furnishing the information contained in this Form, the registrant  
is also thereby furnishing the information to the Commission pursuant to Rule  
12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

(If "Yes" is marked, indicate below the file number assigned to the registrant in  
connection with Rule 12g3-2(b): Not Applicable)

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**Safe Harbor Statement**

The exhibits attached to this Form 6-K contain forward-looking statements. We may from time to time make forward-looking statements in our periodic reports filed with or furnished to the United States Securities and Exchange Commission on Forms 20-F and 6-K, in our annual reports to shareholders, in offering circulars and prospectuses, in media releases and other written materials and in oral statements made by our officers, directors or employees to analysts, institutional investors, representatives of the media and others. Examples of forward-looking statements include:

- expectations that the conditions precedent to the Final Funding Agreement will be satisfied;
- expectations about payments to a special purpose fund for the compensation of proven asbestos-related personal injury and death claims;
- expectations concerning the Australian Tax Office amended assessment;
- expectations that our credit facilities will be extended or renewed;
- projections of our operating results or financial condition;
- statements regarding our plans, objectives or goals, including those relating to competition, acquisitions, dispositions and our products;
- statements about our future performance; and
- statements about product or environmental liabilities.

Words such as “believe,” “anticipate,” “plan,” “expect,” “intend,” “target,” “estimate,” “project,” “predict,” “forecast,” “guideline,” “should,” “aim” and similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements.

Forward-looking statements involve inherent risks and uncertainties. We caution you that a number of important factors could cause actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward-looking statements. These factors, some of which are discussed under “Risk Factors” beginning on page 5 of our Form 20-F filed on 29 September 2006 with the Securities and Exchange Commission, include but are not limited to: all matters relating to or arising out of the prior manufacture of products that contained asbestos by current and former James Hardie subsidiaries; compliance with and changes in tax laws and treatments; competition and product pricing in the markets in which we operate; the consequences of product failures or defects; exposure to environmental, asbestos or other legal proceedings; general economic and market conditions; the supply and cost of raw materials; the success of our research and development efforts; our reliance on a small number of product distributors; compliance with and changes in environmental and health and safety laws; risks of conducting business internationally; compliance with and changes in laws and regulations; foreign exchange risks; the successful implementation of new software systems; and the successful implementation of the internal control over financial reporting requirements of Section 404 of the Sarbanes-Oxley Act of 2002, as codified by Item 308 of regulation S-K. We caution you that the foregoing list of factors is not exhaustive and that other risks and uncertainties may cause actual results to differ materially from those in forward-looking statements. Forward-looking statements speak only as of the date they are made.

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Appendix 3B — Exercise of Options — Filed with the Australian Stock Exchange on November 23, 2006.
99.2	Letter to Shareholders on FFA — Filed with the Australian Stock Exchange on November 24, 2006.
99.3	Joint Board of Directors Declaration & Directors Report — Filed with the Australian Stock Exchange on November 27, 2006.

**SIGNATURES**

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

**James Hardie Industries N.V.**

Date: November 29, 2006

By: /s/ Benjamin Butterfield

Benjamin Butterfield  
Secretary

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## Appendix 3B

### New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

James Hardie Industries N.V.

ARBN

097 829 895

We (the entity) give ASX the following information.

#### Part 1 — All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1	+Class of +securities issued or to be issued	Ordinary shares/CUFS															
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	26,618 ordinary shares/CUFS 4,638,690 options granted on 21 November 2006.															
3	Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	<p>26,618 ordinary shares/CUFS issues on exercise of options. 3,506,690 new options have been granted under the terms of the 2001 Equity Incentive Plan. Each option confers the rights to subscribe for one share/CUFS.</p> <p>The options may be exercised as follows:</p> <table border="1"> <thead> <tr> <th>Quantity</th> <th>exercise date</th> <th>exercise price</th> </tr> </thead> <tbody> <tr> <td>876,673</td> <td>21 November 2007</td> <td>A\$8.40</td> </tr> <tr> <td>876,672</td> <td>21 November 2008</td> <td>A\$8.40</td> </tr> <tr> <td>1,753,345</td> <td>21 November 2007</td> <td>A\$8.40</td> </tr> <tr> <td>3,506,690</td> <td>total</td> <td></td> </tr> </tbody> </table> <p>Options not exercised will lapse on 21 November 2016.</p> <p>1,132,000 new options have been granted under the terms of the <b>James Hardie Industries NV Long Term Incentive Plan 2006</b> approved by the shareholders at the 2006 Annual General Meeting. Each option confers the rights to subscribe for one share/CUFS.</p> <ul style="list-style-type: none"> <li>542,000 of these options have TSR performance hurdles On the Third Anniversary, 21 November 2009, the TSR options shall vest under the following criteria: <ul style="list-style-type: none"> <li>50% of the options vest if the Company's TSR ranking is equal to or above the Median TSR;</li> <li>An additional 2% of options vest for each 1% increment that the Company's TSR ranking is above the Median TSR.</li> </ul> If any options remain unvested, they will be retested every six months between the Third and Fifth Anniversary.</li> <li>590,000 of these options have ROCE performance hurdles On the Third Anniversary, 21 November 2009, the ROCE options shall vest under the following criteria: <ul style="list-style-type: none"> <li>50% of the options vest if the Company's ROCE performance is at the 60th percentile;</li> <li>An additional 2% of options vest for each 1% increment that the Company's ROCE ranking is above the 60th percentile.</li> </ul> If any options remain unvested, they will be cancelled.</li> </ul>	Quantity	exercise date	exercise price	876,673	21 November 2007	A\$8.40	876,672	21 November 2008	A\$8.40	1,753,345	21 November 2007	A\$8.40	3,506,690	total	
Quantity	exercise date	exercise price															
876,673	21 November 2007	A\$8.40															
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3,506,690	total																

+ See chapter 19 for defined terms.





**Appendix 3B**  
**New issue announcement**

<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Yes, rank equally with issued ordinary shares/CUFS  Options: Not applicable</p>					
<p>5 Issue price or consideration</p>	<p>Allotment of shares/CUFS on exercise of  13,816 options at A\$3.0921 each;  12,802 options at A\$5.0586 each.</p> <p>No consideration was paid for grant of 4,638,690 options.</p>					
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Exercise of options  3,506,690 options granted as awards under the Equity Incentive Plan and the 1,132,000 options granted as awards under the Long Term Incentive Plan 2006 are intended to promote the Company's long term financial interests by encouraging management and other employees to acquire an ownership position in the Company, aligning the interests of participants with those of the Company's security holders and encouraging and rewarding their performance.</p>					
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>23 November 2006  Options: Not applicable</p>					
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th>Number</th> </tr> </thead> <tbody> <tr> <td>464,825,237</td> </tr> </tbody> </table>	Number	464,825,237	<table border="1"> <thead> <tr> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>shares/CUFS</td> </tr> </tbody> </table>	+Class	shares/CUFS
Number						
464,825,237						
+Class						
shares/CUFS						

+ See chapter 19 for defined terms.

9	Number and +class of all +securities not quoted on ASX ( <i>including</i> the securities in clause 2 if applicable)	Number	+Class
		21,682,971	Options
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Rank for dividends equally with issued ordinary shares/CUFS. Options do not rank for dividends	

**Part 2 — Bonus issue or pro rata issue**

11	Is security holder approval required?	Not applicable
12	Is the issue renounceable or non-renounceable?	Not applicable
13	Ratio in which the +securities will be offered	Not applicable
14	+Class of +securities to which the offer relates	Not applicable
15	+Record date to determine entitlements	Not applicable
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable
17	Policy for deciding entitlements in relation to fractions	Not applicable
18	Names of countries in which the entity has +security holders who will not be sent new issue documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	Not applicable
19	Closing date for receipt of acceptances or renunciations	Not applicable

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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20	Names of any underwriters	Not applicable
21	Amount of any underwriting fee or commission	Not applicable
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	Not applicable
25	If the issue is contingent on +security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	Not applicable
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable

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+ See chapter 19 for defined terms.

- 32 How do +security holders dispose of their entitlements (except by sale through a broker)?
- 33 +Despatch date

### Part 3 — Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of securities  
(tick one)

(a)  Securities described in Part 1

(b)  All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

#### Entities that have ticked box 34(a)

##### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

- 35  If the +securities are +equity securities, the names of the 20 largest holders of the additional+securities, and the number and percentage of additional +securities held by those holders
- 36  If the +securities are +equity securities, a distribution schedule of the additional+securities setting out the number of holders in the categories  
1 — 1,000  
1,001 — 5,000  
5,001 — 10,000  
10,001 — 100,000  
100,001 and over
- 37  A copy of any trust deed for the additional+securities

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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**Entities that have ticked box 34(b)**

38	Number of securities for which +quotation is sought		
39	Class of +securities for which quotation is sought		
40	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?  If the additional securities do not rank equally, please state: <ul style="list-style-type: none"><li>• the date from which they do</li><li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li><li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li></ul>		
41	Reason for request for quotation now  Example: In the case of restricted securities, end of restriction period  (if issued upon conversion of another security, clearly identify that other security)		
42	Number and +class of all +securities quoted on ASX ( <i>including</i> the securities in clause 38)	Number	+Class

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+ See chapter 19 for defined terms.

**Quotation agreement**

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the+securities on any conditions it decides.
- 2 We warrant the following to ASX.
- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those+securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.  
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the+securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before+quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:   
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(Director/Company secretary)

Date: 23 November 2006

Print name: Benjamin Butterfield  
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+ See chapter 19 for defined terms.

21 November 2006

Exhibit 99.2

**James Hardie Industries N.V**  
ARBN 097 829 895  
Incorporated in The Netherlands  
The liability of members is limited

Level 3  
22 Pitt Street  
Sydney NSW 2000 Australia

Tel: 02 8274 5239  
Fax: 02 8274 5218

GPO Box 3935  
Sydney NSW 2001 Australia

Dear

**JAMES HARDIE AND THE NSW GOVERNMENT SIGN AMENDED FFA**

It is with great pleasure that I write to confirm that James Hardie and the NSW Government today executed the Amended and Restated Final Funding Agreement (Amended FFA) to compensate Australians with asbestos-related personal injury claims against former James Hardie subsidiaries.

The signing follows the receipt of the 8 November binding private rulings from the Australian Taxation Office which required some changes to the original FFA and related documents. These changes were approved by the Board of James Hardie early this morning. The NSW Government introduced facilitating legislation into the Parliament today with a view to having it passed before the end of the current session.

While the process has been long, and the issues to be dealt with complex, I believe that time will show the attention to detail has been worthwhile. I look forward to providing you with more information about the Board's views in the Explanatory Memorandum, which we expect to distribute prior to Christmas. In the meantime, I am including with this letter a briefing note which contains more information about the Amended FFA.

James Hardie intends to convene an Extraordinary Information Meeting for holders in Sydney on Thursday 1 February 2007 and to hold the Extraordinary General Meeting in Amsterdam on Wednesday 7 February 2007. For the Amended FFA to be implemented, it must be approved by 50% of the shareholder votes cast at the Extraordinary General Meeting.

Subject to receiving your approval of the Amended FFA at the Extraordinary General Meeting, the initial funding payment of A\$184.3 million will be paid to the proposed fund by James Hardie within five days of the meeting.

Over the next few weeks James Hardie will work to satisfy the remaining conditions precedent to the Amended FFA, including obtaining an independent expert's report, preparing and issuing the Explanatory Memorandum and obtaining lender approval for the proposed arrangements. Work on satisfying these conditions is well-advanced.

James Hardie has also signed an Interim Funding Deed with the Medical Research and Compensation Foundation (MRCF) to provide funds in the event its current assets are exhausted before the Amended FFA is implemented.

I look forward to being able to discuss the proposal with you in person at our shareholder meetings.

Yours sincerely

Meredith Hellicar  
Chairman

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**Amended Final Funding Agreement  
Briefing Note**

This document provides key facts about the Amended and Restated Final Funding Agreement (Amended FFA) entered into between James Hardie Industries NV (JHINV) and the New South Wales Government on 21 November 2006 for the provision of long term funding to meet expected Australian asbestos related personal injury claims as a result of exposure to products made by certain former James Hardie Group subsidiaries.

The Amended FFA is consistent in all material respects with the terms of the Final Funding Agreement (FFA) signed on 1 December 2005 by the New South Wales Government and JHINV.

**KEY PRINCIPLES**

The two key principles underlying the Amended FFA are:

1. The funding arrangement is intended to allow James Hardie to remain profitable, financially strong and to fund growth; and
2. The funding arrangement is intended to allow payments to be made by a Special Purpose Fund to all existing and future proven claimants. However, no absolute assurance can be given that funding is sufficient.

The Amended FFA includes the following key financial terms:

**Special Purpose Fund**

A Special Purpose Fund (SPF) will be created to compensate proven Australian asbestos claimants against certain former James Hardie Group subsidiaries. A majority of directors of the SPF will be appointed by James Hardie.

**Annual Actuarial Assessment**

There will be an annual actuarial assessment of the liabilities of the SPF in order to take into account the uncertainties associated with actuaries' projections. This will enable the projections to be regularly updated in line with the actual claims experience and the claims outlook.

Subject to the Annual Cash Flow Cap described below, James Hardie will make payments to the SPF based on these annual actuarial assessments<sup>1</sup>.

**Buffer**

Subject to the Annual Cash Flow Cap described below, close to the start of each financial year James Hardie will ensure that the SPF has a two-year rolling cash "buffer" and cash for one year's payments based on the annual actuarial assessment of expected claims for the next three years. James Hardie will also provide for the expected operating expenses of the SPF for the next year.

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<sup>1</sup> The company's presentation made on 1 December 2005 following signing of the FFA includes slides titled: Projected Payments to the SPF; KPMG Actuaries' Claims Profile; Annual Cash Flow Caps; and Projected Net Assets of SPF. These slides have been updated to reflect the amended FFA and can be found on the company's website at: [www.ir.jameshardie.com.au](http://www.ir.jameshardie.com.au)

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Subject to the Annual Cash Flow Cap, there should be a maximum of approximately three years' funding available in the SPF close to the start of each year which, during the course of the year, should reduce to approximately two years of funding as claims are recognised and paid out. The funding will then be topped up by James Hardie (subject to the operation of the Annual Cash Flow Cap) close to the start of the next year so that it again represents approximately three years of projected claims based on the then current annual actuarial assessment. This dynamic structure should provide greater security to present and future claimants as the SPF should be better able to reflect changes in the incidence of claims and/or changes in the financial performance of James Hardie.

#### **Annual Cash Flow Cap**

There will be a Cash Flow Percentage Cap (CFPC) on the annual James Hardie payments to the SPF in all years except the first year. There will be no caps on payments by the SPF to individual claimants. The CFPC will be initially set at 35% of James Hardie's net operating cash flow for the immediate preceding financial year. Net operating cash flow for the purposes of the cap will be equivalent to James Hardie's cash flow provided by operating activities and will be after taxes, interest, changes in working capital and asbestos payments by James Hardie to the SPF.

The 35% level is designed to ensure that all proven claimants can be paid whilst preserving the financial health and growth prospects of James Hardie. All parties recognise that James Hardie's continuing success is crucial to the long term security of the future payments. However, because the number of claimants and the amounts that the courts may award is uncertain and James Hardie's financial performance is uncertain over the 40+ year term of the SPF, no absolute assurance on this can be given. No member of the JHINV Group has or shall have any liability for a shortfall in the SPF.

On 5 July 2006, James Hardie made a payment of A\$189 million to the ATO which represented part payment of an amended assessment of A\$378 million received by one of its subsidiary companies, RCI Pty Limited, in respect of the 1999 financial year. This payment will significantly reduce James Hardie's net operating cash flow in respect of the year ending 31 March 2007 which will be used to calculate the Annual Cash Flow Cap for the Annual Payment due on 1 July 2007. RCI Pty Limited strongly disputes the amended assessment and is pursuing all avenues of objection and appeal to contest the ATO's position in this matter.

#### **Changes in the level of Cash Flow Percentage Cap (CFPC)**

After the year ending 31 March 2011, the Amended FFA provides that the CFPC may reduce in increments of 5% (to a floor of 5%), provided that the annual contributions are, on average, lower than the reduced CFPC level for the four years preceding the reduction, and that the CFPC cannot reduce by more than 5% in any four year period. There is also provision for the CFPC to increase in certain circumstances, although never above 35% and never by more than one increase of 5% above a previously reduced cap level.

The practical impact of the above cap, and conditions for changes in the level of the cap, is that the earliest that the CFPC could step down would be to 30% in the year ending 31 March 2012, to 25% for 2016, to 20% for 2020, to 15% for 2024, to 10% for 2028 and to 5% for 2032 depending on the claims experience, anticipated claims payments and the financial performance of James Hardie.

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Due to the provision that the CFPC could increase by 5% above a previously reduced cap level, the effective minimum cap on the funding payments is at 10% of James Hardie's net operating cash flow.

#### **Tax**

James Hardie has obtained binding private rulings from the ATO which confirm that James Hardie's payments to the SPF will be tax deductible, that James Hardie's payments to the SPF will not form part of the assessable income of the SPF and that there will be no income tax paid in respect of the income of the SPF provided the Trustee of the SPF carries out its duties as expected under the terms of the Trust Deed.

James Hardie's payment obligations to the SPF are conditional upon the following two elements not being subject to a change of tax law which results in, or which will result in, the expected taxation treatment ceasing:

- the ongoing tax deductibility of the payments by James Hardie to the SPF; and
- James Hardie's payments to the SPF not forming part of the assessable income of the SPF.

James Hardie's payment obligations to the SPF may be modified if a change in tax law results in, or will result in, income tax being paid in respect of the income of the SPF.

#### **Initial Funding**

James Hardie will provide initial funding to the SPF on commencement of the Amended FFA. The basis upon which the initial funding has been calculated is set out below:

	<u>AS MILLION</u>
Discounted Central Estimate Valuation <sup>1</sup> for two years six months to 31 March 2009	200
<i>Buffer</i>	<i>112</i>
<i>Year 3 discounted payment</i>	<i>88</i>
Estimated SPF operating expenses for 6 months to 31 March 2007	3
Estimated assets to be contributed by the MRCF as at 30 September 2006	(27)
Part prepayment of payment due on 1 July 2007	8
<b>Initial Funding</b>	<b>184</b>

Notes:

1. The amount of Discounted Central Estimate Valuation is based on the actuarial assessment of expected claims for the two years six months years ending 31 March 2009 contained in the KPMG Actuaries' Report as at 30 September 2006.

**Other**

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The SPF consists of two trusts — together the “Compensation Fund” — which will be managed by one trustee to provide compensation for proven Australian asbestos-related personal injury claims against the Former James Hardie Companies, and certain similar claims with respect to Marlew Mining. The Trustee of the SPF will be Asbestos Injuries Compensation Fund Limited.

#### **Conditions Precedent**

The implementation of the Amended FFA is subject to a number of conditions precedent, including:

- legislative change by the NSW Government to facilitate implementation of the Amended FFA;
- approval by James Hardie’s lenders;
- receipt of an Independent Expert’s Report confirming the Amended FFA is in the best interests of JHINV;
- JHINV Board determination that the Amended FFA is in JHINV’s interests; and
- approval by James Hardie’s shareholders.

#### **Timetable**

James Hardie will complete and distribute the Explanatory Memorandum in respect of the Amended FFA (including the full details of the Amended FFA and the Independent Expert’s Report) before Christmas 2006, and intends to convene an Extraordinary Information Meeting for shareholders in Sydney on Thursday 1 February 2007. The Extraordinary General Meeting is expected to be held in Amsterdam on Wednesday 7 February 2007. END

#### **Disclaimer**

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- *expectations concerning the Australian Tax Office amended assessment;*
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*Words such as “believe,” “anticipate,” “plan,” “expect,” “intend,” “target,” “estimate,” “project,” “predict,” “forecast,” “guideline,” “should,” “aim” and similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements.*

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*Forward-looking statements involve inherent risks and uncertainties. We caution you that a number of important factors could cause actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward-looking statements. These factors, some of which are discussed under "Risk Factors" beginning on page 5 of our Form 20-F filed on 29 September 2006 with the Securities and Exchange Commission, include but are not limited to: all matters relating to or arising out of the prior manufacture of products that contained asbestos by current and former James Hardie subsidiaries; compliance with and changes in tax laws and treatments; competition and product pricing in the markets in which we operate; the consequences of product failures or defects; exposure to environmental, asbestos or other legal proceedings; general economic and market conditions; the supply and cost of raw materials; the success of our research and development efforts; our reliance on a small number of product distributors; compliance with and changes in environmental and health and safety laws; risks of conducting business internationally; compliance with and changes in laws and regulations; foreign exchange risks; the successful implementation of new software systems; and the successful implementation of the internal control over financial reporting requirements of Section 404 of the Sarbanes-Oxley Act of 2002, as codified by Item 308 of regulation S-K. We caution you that the foregoing list of factors is not exhaustive and that other risks and uncertainties may cause actual results to differ materially from those in forward-looking statements. Forward-looking statements speak only as of the date they are made.*

*Released by James Hardie Industries NV; ARBN 097 829 895.*



27 November 2006

**James Hardie Industries N.V.**

ARBN 097 829 895  
Incorporated in The Netherlands  
The liability of members is limited

Level 3, 22 Pitt Street  
Sydney NSW 2000 Australia

Telephone (02) 8274 5305  
Fax (02) 8274 5218

GPO Box 3935  
Sydney NSW 2001 Australia

The Manager  
Company Announcements Office  
Australian Stock Exchange Limited  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/Madam

Please find attached the Joint Board of Directors' Declaration and Directors' Report for the half year ended 30 September 2006. These documents should be read in conjunction with the company's half year report ended 30 September 2006 lodged with the ASX on 13 November 2006.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Steve Ashe', written over a light grey grid background.

**STEVE ASHE**  
**VICE-PRESIDENT, INVESTOR RELATIONS**

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**James Hardie Industries NV**

**Directors' Report**

for the half year ended 30 September 2006

**Directors**

At the date of this report the members of the **Supervisory Board** are: Ms M Hellicar (Chairman), Mr JD Barr (Deputy Chairman), Messrs MR Brown, MJ Gillfillan, JRH Loudon and DG McGauchie; and the members of the **Managing Board** are: Messrs L Gries (CEO), BP Butterfield (General Counsel & Company Secretary) and RL Chenu (CFO). The **Joint Board** consists of all of the members of the Supervisory Board plus Mr Gries.

Between 1 April 2006 and the date of this report Mr GJ Clark resigned from the Supervisory Board and Joint Board on 9 May 2006.

**Review of Operations**

Please see Management's Analysis of Results relating to the period ended 30 September 2006.

**Auditors Independence**

The Directors' obtain an annual independence declaration from the Company's auditors, PricewaterhouseCoopers.

This report is made in accordance with a resolution of the members of the Joint Board.



M Hellicar  
Chairman  
Supervisory and Joint Boards



L Gries  
Chief Executive Officer and  
Chairman Managing Boards

Signed Amsterdam, The Netherlands, 10 November 2006

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**James Hardie Industries NV**

**Joint Board of Directors' Declaration**

for the half year ended 30 September 2006

The Joint Board of Directors of James Hardie Industries NV declare that with regards to the attached

- a) the Report complies with the accounting standards in accordance with which it was prepared;
- b) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company; and
- c) in the Directors' opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

This report is made in accordance with a resolution of the members of the Joint Board.



M Hellicar  
Chairman

Signed Amsterdam, The Netherlands, 10 November 2006



L Gries  
Chief Executive Officer