Verses 1-4
Then it came about after the plague, that the Lord spoke to Moses and to Eleazar the son of Aaron the priest, saying, ${ }^{2}$ "Take a census of all the congregation of the sons of Israel from twenty years old and upward, by their fathers' households, whoever is able to go to war in Israel." ${ }^{3}$ So Moses and Eleazar the priest spoke with them in the plains of Moab by the Jordan at Jericho, saying, 4 "Take a census of the people from twenty years old and upward, as the Lord has commanded Moses."

Take a census of all the congregation of the sons of Israel from twenty years old and upward, by their fathers' households, whoever is able to go to war in Israel.

A census was necessary for two reasons:

1. To know how many fighting men were available for battle.
2. For a fair division of the Land among the Israelites.

Verses 5-14
Now the sons of Israel who came out of the land of Egypt were as follows:
${ }^{5}$ Reuben, Israel's firstborn, the sons of Reuben: of Hanoch, the family of the Hanochites; of Pallu, the family of the Palluites; ${ }^{6}$ of Hezron, the family of the Hezronites; of Carmi, the family of the Carmites. ${ }^{7}$ These are the families of the Reubenites, and those who were counted of them were $43,730 .{ }^{8}$ The son of Pallu: Eliab. ${ }^{9}$ The sons of Eliab: Nemuel, Dathan, and Abiram. These are the Dathan and Abiram who were called by the congregation, who fought against Moses and against Aaron in the group of Korah, when they fought against the Lord, ${ }^{10}$ and the earth opened its mouth and swallowed them up along with Korah, when that group died, when the fire devoured 250 men, so that they became a warning sign. ${ }^{11}$ The sons of Korah, however, did not die. ${ }^{12}$ The sons of Simeon by their families: of Nemuel, the family of the Nemuelites; of Jamin, the family of the Jaminites; of Jachin, the family of the Jachinites; ${ }^{13}$ of Zerah, the family of the Zerahites; of Shaul, the family of the Shaulites. ${ }^{14}$ These are the families of the Simeonites, 22,200 in number.
${ }^{11}$ The sons of Korah, however, did not die
See Numbers 16:26-27
So they moved away from the areas around the tents of Korah, Dathan, and Abiram; and Dathan and Abiram came out and stood at the entrances of their tents, along with their wives, their sons, and their little ones.

The sons and little ones of Korah are not mentioned.
${ }^{14}$ These are the families of the Simeonites, 22,200 in number.
See chart 2605

|  | 1st and 2nd Census |  |  | Minus |
| :---: | :---: | :---: | :---: | :---: |
|  | $\begin{gathered} \text { Numbers } 1 \\ 2-1-02 \\ \hline \end{gathered}$ | Numbers 26 year 40 | Plus |  |
| Tribe | 15T Census | 2ND Census |  |  |
| Reuben | 46,500 | 43,730 |  | 2,770 |
| Simeon | 59,300 | 22,200 |  | 37,100 |
| Gad | 45,650 | 40,500 |  | 5,150 |
| Judah | 74,600 | 76,500 | 1900 |  |
| Issachar | 54,400 | 64,300 | 9,900 |  |
| Zebulun | 57,400 | 60,500 | 3,100 |  |
| Ephraim | 40,500 | 32,500 |  | 8,000 |
| Manasseh | 32,200 | 52,700 | 20,500 |  |
| Benjamin | 35,400 | 45,600 | 10,200 |  |
| Dan | 62,700 | 64,400 | 1,700 |  |
| Asher | 41,500 | 53,400 | 11,900 |  |
| Naphtali | 53,400 | 45,400 |  | 8,000 |
|  |  |  |  |  |
| All tribes |  |  | 59,200 | 61,020 |
|  |  |  |  |  |
| Total | 603,550 | 601,730 |  | 1,820 |

The decline in the tribe of Simeon really stands out.
There are several reasons why this might have happened.

1. The plague after the Korah rebellion

See Numbers 16:1-2 Certain Reubenites
See Numbers 16:49 14,700 died
2. When the Moabite women seduced the Israelite men.

That plague killed 24,000 men and Zimri was the leader of a Simeonite family.
See Numbers 25:9-14
A large number of men may have been from this tribe.

Verses 15-27
${ }^{15}$ The sons of Gad by their families: of Zephon, the family of the Zephonites; of Haggi, the family of the Haggites; of Shuni, the family of the Shunites; ${ }^{16}$ of Ozni, the family of the Oznites; of Eri, the family of the Erites; ${ }^{17}$ of Arod, the family of the Arodites; of Areli, the family of the Arelites. ${ }^{18}$ These are the families of the sons of Gad according to those who were numbered of them, 40,500. ${ }^{19}$ The sons of Judah were Er and Onan, but Er and Onan died in the land of Canaan. ${ }^{20}$ The sons of Judah by their families were: of Shelah, the family of the Shelanites; of Perez, the family of the Perezites; of Zerah, the family of the Zerahites. ${ }^{21}$ The sons of Perez were: of Hezron, the family of the Hezronites; of Hamul, the family of the Hamulites. ${ }^{22}$ These are the families of Judah by those who were numbered of them, 76,500. ${ }^{23}$ The sons of Issachar by their families: of Tola, the family of the Tolaites; of Puvah, the family of the Punites; ${ }^{24}$ of Jashub, the family of the Jashubites; of Shimron, the family of the Shimronites. ${ }^{25}$ These are the families of Issachar by those who were numbered of them, 64,300. ${ }^{26}$ The sons of Zebulun by their families: of Sered, the family of the Seredites; of Elon, the family of the Elonites; of Jahleel, the family of the Jahleelites. ${ }^{27}$ These are the families of the Zebulunites by those who were numbered of them, 60,500.

There were minor changes to these tribes considering the 2 nd census was taken 38 years later.

See chart 2610 below.

| 1st and 2nd Census |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: |
|  | Numbers 1 <br> 2-1-02 | Numbers 26 <br> year 39 | Plus | Minus |
| Tribe | 1ST Census | 2ND Census |  |  |
| Reuben | 46,500 | 43,730 |  | 2,770 |
| Simeon | 59,300 | 22,200 |  | 37,100 |
| Gad | 45,650 | 40,500 |  | 5,150 |
| Judah | 74,600 | 76,500 | 1900 |  |
| Issachar | 54,400 | 64,300 | 9,900 |  |
| Zebulun | 57,400 | 60,500 | 3,100 |  |
| Ephraim | 40,500 | 32,500 |  | 8,000 |
| Manasseh | 32,200 | 52,700 | 20,500 |  |
| Benjamin | 35,400 | 45,600 | 10,200 |  |
| Dan | 62,700 | 64,400 | 1,700 |  |
| Asher | 41,500 | 53,400 | 11,900 |  |
| Naphtali | 53,400 | 45,400 |  | 8,000 |
|  |  |  | $\mathbf{5 9 , 2 0 0}$ | $\mathbf{6 1 , 0 2 0}$ |
| All tribes |  |  |  |  |
| Total | $\mathbf{6 0 3 , 5 5 0}$ | $\mathbf{6 0 1 , 7 3 0}$ |  | $\mathbf{1 , 8 2 0}$ |

${ }^{28}$ The sons of Joseph by their families: Manasseh and Ephraim. ${ }^{29}$ The sons of Manasseh: of Machir, the family of the Machirites; and Machir fathered Gilead: of Gilead, the family of the Gileadites. ${ }^{30}$ These are the sons of Gilead: of lezer, the family of the lezerites; of Helek, the family of the Helekites; ${ }^{31}$ and of Asriel, the family of the Asrielites; and of Shechem, the family of the Shechemites; ${ }^{32}$ and of Shemida, the family of the Shemidaites; and of Hepher, the family of the Hepherites. ${ }^{33}$ Now Zelophehad the son of Hepher had no sons, only daughters; and the names of the daughters of Zelophehad were Mahlah, Noah, Hoglah, Milcah, and Tirzah. ${ }^{34}$ These are the families of Manasseh; and those who were numbered of them were 52,700. ${ }^{35}$ These are the sons of Ephraim by their families: of Shuthelah, the family of the Shuthelahites; of Becher, the family of the Becherites; of Tahan, the family of the Tahanites. ${ }^{36}$ These are the sons of Shuthelah: of Eran, the family of the Eranites. ${ }^{37}$ These are the families of the sons of Ephraim by those who were numbered of them, 32,500. These are the sons of Joseph by their families.
${ }^{28}$ The sons of Joseph by their families: Manasseh and Ephraim.
Manasseh had the largest increase; $1 / 3$ of the total increase for the 12 tribes.
See chart 2615

|  | 1st and 2nd Census |  |  |  |
| :---: | :---: | :---: | :---: | :---: |
|  | $\begin{gathered} \text { Numbers } 1 \\ 2-1-02 \end{gathered}$ | Numbers 26 year 40 | Plus | Minus |
| Tribe | 1ST Census | 2ND Census |  |  |
| Reuben | 46,500 | 43,730 |  | 2,770 |
| Simeon | 59,300 | 22,200 |  | 37,100 |
| Gad | 45,650 | 40,500 |  | 5,150 |
| Judah | 74,600 | 76,500 | 1900 |  |
| Issachar | 54,400 | 64,300 | 9,900 |  |
| Zebulun | 57,400 | 60,500 | 3,100 |  |
| Ephraim | 40,500 | 32,500 |  | 8,000 |
| Manasseh | 32,200 | 52,700 | 20,500 |  |
| Benjamin | 35,400 | 45,600 | 10,200 |  |
| Dan | 62,700 | 64,400 | 1,700 |  |
| Asher | 41,500 | 53,400 | 11,900 |  |
| Naphtali | 53,400 | 45,400 |  | 8,000 |
|  |  |  |  |  |
| All tribes |  |  | 59,200 | 61,020 |
|  |  |  |  |  |
| Total | 603,550 | 601,730 |  | 1,820 |

${ }^{33}$ Now Zelophehad the son of Hepher had no sons, only daughters; and the names of the daughters of Zelophehad were Mahlah, Noah, Hoglah, Milcah, and Tirzah.

So we have this long list of sons and all of a sudden we are told about these 5 daughters.

Why would these 5 daughters be mentioned?
In the next chapter we will learn what happens to the land of a Jewish family that has no sons.

Verses 38-51
${ }^{38}$ The sons of Benjamin by their families: of Bela, the family of the Belaites; of Ashbel, the family of the Ashbelites; of Ahiram, the family of the Ahiramites; ${ }^{39}$ of Shephupham, the family of the Shuphamites; of Hupham, the family of the Huphamites. ${ }^{40}$ The sons of Bela were Ard and Naaman: of Ard, the family of the Ardites; of Naaman, the family of the Naamites. ${ }^{41}$ These are the sons of Benjamin by their families; and those who were numbered of them were 45,600. ${ }^{42}$ These are the sons of Dan by their families: of Shuham, the family of the Shuhamites. These are the families of Dan by their families. ${ }^{43}$ All the families of the Shuhamites, by those who were numbered of them, were 64,400. ${ }^{44}$ The sons of Asher by their families: of Imnah, the family of the Imnites; of Ishvi, the family of the Ishvites; of Beriah, the family of the Beriites. ${ }^{45}$ Of the sons of Beriah: of Heber, the family of the Heberites; of Malchiel, the family of the Malchielites. ${ }^{46}$ And the name of the daughter of Asher was Serah. ${ }^{47}$ These are the families of the sons of Asher by those who were numbered of them, 53,400. ${ }^{48}$ The sons of Naphtali by their families: of Jahzeel, the family of the Jahzeelites; of Guni, the family of the Gunites; ${ }^{49}$ of Jezer, the family of the Jezerites; of Shillem, the family of the Shillemites. ${ }^{50}$ These are the families of Naphtali by their families; and those who were numbered of them were 45,400 . ${ }^{51}$ These are the ones who were numbered of the sons of Israel, 601,730.

See chart 2620

|  | 1st and 2nd Census |  |  |  |
| :---: | :---: | :---: | :---: | :---: |
|  | Numbers 1 $2-1-02$ | Numbers 26 year 40 | Plus | Minus |
| Tribe | 15 C Census | 2ND Census |  |  |
| Reuben | 46,500 | 43,730 |  | 2,770 |
| Simeon | 59,300 | 22,200 |  | 37,100 |
| Gad | 45,650 | 40,500 |  | 5,150 |
| Judah | 74,600 | 76,500 | 1900 |  |
| Issachar | 54,400 | 64,300 | 9,900 |  |
| Zebulun | 57,400 | 60,500 | 3,100 |  |
| Ephraim | 40,500 | 32,500 |  | 8,000 |
| Manasseh | 32,200 | 52,700 | 20,500 |  |
| Benjamin | 35,400 | 45,600 | 10,200 |  |
| Dan | 62,700 | 64,400 | 1,700 |  |
| Asher | 41,500 | 53,400 | 11,900 |  |
| Naphtali | 53,400 | 45,400 |  | 8,000 |
|  |  |  |  |  |
| All tribes |  |  | 59,200 | 61,020 |
|  |  |  |  |  |
| Total | 603,550 | 601,730 |  | 1,820 |

## ${ }^{46}$ And the name of the daughter of Asher was Serah.

We don't know why this daughter is mentioned?
Perhaps this was his wife's daughter from a previous marriage and they had no sons, so the inheritance went to her.

## ${ }^{51}$ These are the ones who were numbered of the sons of Israel, 601,730.

This is a summary of the changes during the 38 years after the rebellion.
The population of Israel basically remained the same.
This would normally be very usual but many people died from the various rebellions.
See chart 2625


The people were dying to get out of the wilderness! :) :
${ }^{52}$ Then the Lord spoke to Moses, saying, ${ }^{53}$ "Among these the land shall be divided as an inheritance according to the number of names. ${ }^{54}$ To a larger group you shall increase their inheritance, and to a smaller group you shall decrease their inheritance; each shall be given their inheritance corresponding to the total of those who were numbered of them. ${ }^{55}$ But the land shall be divided by lot. They shall receive their inheritance according to the names of the tribes of their fathers. ${ }^{56}$ Corresponding to the selection by lot, their inheritance shall be divided between the larger and the smaller groups."

Each shall be given their inheritance corresponding to the total of those who were numbered of them. ${ }^{55}$ But the land shall be divided by lot.

See map 2630


They cast lots for the general sectors of the Promised Land.
Then, the actual amount of land that went to each tribe was based on the number of people of each tribe.

Simeon was given some land inside the tribe of Judah.

Verses 57-62
${ }^{57}$ These are those who were numbered of the Levites according to their families: of Gershon, the family of the Gershonites; of Kohath, the family of the Kohathites; of Merari, the family of the Merarites. ${ }^{58}$ These are the families of Levi: the family of the Libnites, the family of the Hebronites, the family of the Mahlites, the family of the Mushites, and the family of the Korahites. Kohath fathered Amram. ${ }^{59}$ And the name of Amram's wife was Jochebed, the daughter of Levi, who was born to Levi in Egypt; and she bore to Amram Aaron and Moses, and their sister Miriam. ${ }^{60}$ And to Aaron were born Nadab and Abihu, Eleazar and Ithamar. ${ }^{61}$ But Nadab and Abihu died when they offered strange fire before the Lord. ${ }^{62}$ Those who were numbered of them were twenty-three thousand, every male from a month old and upward, for they were not numbered among the sons of Israel since no inheritance was given to them among the sons of Israel.
${ }^{57}$ These are those who were numbered of the Levites according to their families:
In this $2^{\text {nd }}$ census there were 23,000 Levites
How many Levites were there in the first census?
That was a trick question ${ }^{-}$
See Numbers 1:48-49
${ }^{48}$ For the Lord had spoken to Moses, saying, ${ }^{49}$ "Only the tribe of Levi you shall not count, nor shall you take their census among the sons of Israel.

However, we do know there were 22,000 Levites at the time of the $1^{\text {st }}$ census?
See Numbers 3:39
The Levites were counted but not as part of the general census.

For they were not numbered among the sons of Israel since no inheritance was given to them among the sons of Israel

See map 2635


The Levites were given land but not as separate tribe. God wanted them spread throughout Israel.

Verses 63-65
${ }^{63}$ These are the ones who were numbered by Moses and Eleazar the priest, who numbered the sons of Israel in the plains of Moab by the Jordan at Jericho. ${ }^{64}$ But among these there was not a man of those who were numbered by Moses and Aaron the priest, who numbered the sons of Israel in the wilderness of Sinai. ${ }^{65}$ For the Lord had said of them, "They shall certainly die in the wilderness." And not a man was left of them, except Caleb the son of Jephunneh and Joshua the son of Nun.
${ }^{63}$ These are the ones who were numbered by Moses and Eleazar the priest, who numbered the sons of Israel in the plains of Moab by the Jordan at Jericho.

The first census was taken 2-1-02 (1445)
See Numbers 1:1-2
The $2^{\text {nd }}$ census was taken between the 6th and 10th month of the $40^{\text {th }}$ year in the wilderness.

See chart 2640

| Numbers time line |  |  |  |
| :---: | :---: | :---: | :---: |
| Numbers | Event | Year 2-1445 | Place |
| 9 | Passover | 1-14-02 | The Desert of Sinai |
| 1:1 | Census | 2-1-02 | The Desert of Sinai |
| 10:11 | At Sinai for almost a year | 2-20-02 | Leave Sinai |
| 11 | Quail / 70 Elders |  | Kibroth-hattaavah |
| 12 | Miriam and Aaron oppose Moses |  | Hazeroth |
| 12:16 | Arrive at Kadesh-barnea | 3-2-02 | At Kadesh |
| 13 | Explore Canaan | 40 days | At Kadesh |
| 14 | The people rebel | 4th month | At Kadesh |
| 14:44-45 | Defeated by Amorites | 4th month | Hill country |
| Numbers | Event | Year 40-1407 | Place |
| 20:22 | Aaron dies | 5-1-40 | Mount Hor |
| 21:1-3 | King of Arad attacks Israel | months 6-10 | Hormah |
| 21:21 | Sihon king of the Amorites | months 6-10 | Gilead |
| 21:33 | Og king of Bashan | months 6-10 | Bashan |
| 22:1 | Israel occupies this area | months 6-10 | Plains of Moab |
| 22-25 | Balaam | months 6-10 | Plains of Moab |
| 26 | 2nd Census | months 6-10. | Plains of Moab |
| 31 | Vengeance on Midian | months 6-10 | Plains of Moab |
| 32 | 21/2 tribes given land | months 6-10 | Plains of Moab |

## ${ }^{64}$ But among these there was not a man of those who were numbered by Moses and Aaron the priest, who numbered the sons of Israel in the wilderness of Sinai.

Anybody 20 and older at the time of the $1^{\text {st }}$ census would not enter Canaan
So those who entered Canaan were 59 or younger except for Joshua and Caleb
This would have been a benefit to the group as a whole.

