



SHELACH

STRONGER THAN ANGELS

Why We Can Thrive Where Even Giants Failed

PARSHAH OVERVIEW

Shelach

Moses sends twelve spies to the land of Canaan. Forty days later they return, carrying a huge cluster of grapes, a pomegranate, and a fig, to report on a lush and bountiful land. But ten of the spies warn that the inhabitants of the land are giants and warriors "more powerful than we"; only Caleb and Joshua insist that the land can be conquered, as G-d has commanded.

The people weep that they'd rather return to Egypt. G-d decrees that Israel's entry into the land shall be delayed forty years, during which time that entire generation will die out

in the desert. A group of remorseful Jews storm the mountain on the border of the land, and are routed by the Amalekites and Canaanites.

The laws of the *menachot* (meal, wine, and oil offerings) are given, as well as the *mitzvah* to consecrate a portion of the dough (*chalah*) to G-d when making bread.

A man violates the Shabbat by gathering sticks, and he is put to death.

G-d instructs us to place fringes (*tzitzit*) on the four corners of our garments so

that we should remember to fulfill the *mitzvot* (Divine commandments).

QUESTION FOR DISCUSSION

On a scale from one to ten, how optimistic are you about Jewish resilience in the next generation?



RASHI RULES

1. Rashi addresses all questions in the plain meaning of the text. If they are not addressed directly, something he said earlier contains the answer.
2. Rashi's commentary isn't a history book; he only includes details necessary to explain the text.
3. Rashi explains words the first time they appear.
4. When Rashi explains a word non-literally, something compels him to do so. Careful study of his comments often reveals what prompted his interpretation and highlights its depth.

TEXT 1A

Numbers 13:1-3

א. וַיְדַבֵּר ה' אֶל מֹשֶׁה לֵאמֹר.

ב. שְׁלַח לְךָ אֲנָשִׁים וַיִּתְּרוּ
אֶת אֶרֶץ כְּנָעַן אֲשֶׁר אֲנִי נֹתֵן
לְבְנֵי יִשְׂרָאֵל, אִישׁ אֶחָד אִישׁ
אֶחָד לְמִטֵּה אֲבֹתָיו תִּשְׁלָחוּ,
כָּל נָשִׂיא בָהֶם.

ג. וַיִּשְׁלַח אֹתָם מֹשֶׁה מִמִּדְבָּר
פָּאָרָן עַל פִּי ה', כָּלָם אֲנָשִׁים
רָאשֵׁי בְנֵי יִשְׂרָאֵל הֵמָּה.

1. And G-d spoke to Moses, saying:

2. "Send out for yourself men who will scout the Land of Canaan, which I am giving to the Children of Israel. Send one man each from his father's tribe; each should be a chieftain in the tribe's midst."

3. So, Moses sent them from the Desert of Paran by G-d's word. All were men of distinction, leaders of the Children of Israel.

TEXT 1B

Numbers 13:25–29

כה. וַיָּשֻׁבוּ מִתּוֹר הָאָרֶץ מִקֵּץ
אַרְבָּעִים יוֹם.

כו. וַיָּלְכוּ וַיָּבֹאוּ אֶל מֹשֶׁה וְאֶל אֶהֱרֹן
וְאֶל כָּל עֵדַת בְּנֵי יִשְׂרָאֵל אֶל מִדְבַּר
פָּאָרָן קִדְשָׁה, וַיִּשִּׁיבוּ אוֹתָם דְּבַר וְאֵת
כָּל הָעֵדָה, וַיַּרְאוּם אֶת פְּרֵי הָאָרֶץ.

כז. וַיְסַפְּרוּ לוֹ וַיֹּאמְרוּ, בָּאֲנוּ אֶל
הָאָרֶץ אֲשֶׁר שְׁלַחְתָּנוּ, וְגַם זָבַת חֶלֶב
וְדִבֵּשׁ הִיא, וְזֶה פְרִיָּהּ.

כח. אָפֶס כִּי עַז הָעָם הַיֹּשֵׁב בָּאָרֶץ,
וְהָעָרִים בְּצֻרוֹת גְּדֹלֹת מְאֹד וְגַם יְלָדֵי
הָעֵנָק רָאִינוּ שָׁם.

כט. עַמְלֹק יֹשֵׁב בָּאָרֶץ הַנֶּגֶב, וְהַחִתִּי
וְהַיְבוּסִי וְהָאֱמֹרִי יֹשֵׁב בְּהָר,
וְהַכְנַעֲנִי יֹשֵׁב עַל הַיָּם וְעַל יַד הַיַּרְדֵּן.

25. They returned from scouting the land after forty days.

26. They went and came to Moses, Aaron, and all the Children of Israel in the Desert of Paran, to Kadesh. They brought back a report to them and the entire congregation. They [also] showed them the fruit of the land.

27. They related and said, "We came to the land to which you sent us, and it is flowing with milk and honey, and this is its fruit.

28. "However, the land's inhabitants are mighty, and the cities are extremely large and fortified. We even saw the offspring of the giants there.

29. "The Amalekites dwell in the south of the land, while the Hittites, Jebusites, and Emorites dwell in the mountainous region. The Canaanites dwell on the coast and alongside the Jordan."



Caleb was optimistic,
unlike the other spies.

TEXT 2A

Numbers 13:30

וַיִּהְיֶה כָּלֵב אֶת הָעָם אֶל מֹשֶׁה, וַיֹּאמֶר, עֲלֵה
נַעֲלֶה וְיִרְשָׁנוּ אֶתָּה כִּי יָכוֹל נוֹכַל לָהּ.

Caleb silenced the people to [hear about]
Moses, saying, "We can surely go up and take
possession of it, for we can indeed overcome it."

TEXT 2B

Rashi, ad loc.

"אל משה". לשמע מה שיזכר במשה, צוח ואמר: "וכי זו בלבד עשה לנו בן עמרם?"

השומע היה סבור שבא לספר בגנותו, ומתוך שהיה בלבם על משה בשביל דברי המרגלים, שתקו כלם לשמע גנותו. אמר: "והלא קרע לנו את הים והוריד לנו את המן והגיו לנו את השלל".

"To Moses": To hear what he would say about Moses. He cried out, "Is this the only thing the son of Amram did to us?"

Anyone listening might have thought he intended to disparage Moses, and since they resented Moses in their hearts because of the spies' report, they fell silent to hear his defamation. [Then Caleb] said, "Didn't he split the sea for us, bring down the manna for us, and cause the quails to fly down to us?"

TEXT 3

Numbers 13:31-33

לא. וְהָאֲנָשִׁים אֲשֶׁר עָלוּ עִמּוֹ אָמְרוּ, לֹא נוֹכַל לַעֲלוֹת אֶל הָעָם, כִּי חָזַק הוּא מִמֶּנּוּ.
לב. וַיּוֹצִיאוּ דְבַת הָאָרֶץ אֲשֶׁר פָּרוּ אֹתָהּ אֶל בְּנֵי יִשְׂרָאֵל לֵאמֹר, הָאָרֶץ אֲשֶׁר עָבְרָנוּ בָּהּ לְתוֹר
אֹתָהּ אָרֶץ אֲכָלֶת יוֹשְׁבֶיהָ הִיא, וְכָל הָעָם אֲשֶׁר רָאִינוּ בְּתוֹכָהּ אֲנָשִׁי מְדוֹת.
לג. וְשֵׁם רָאִינוּ אֶת הַנְּפִילִים בְּנֵי עֲנָק מִן הַנְּפִלִים, וְנָהִי בְּעֵינֵינוּ כַּחֲגָבִים, וְכֵן הָיִינוּ בְּעֵינֵיהֶם.

31. But the men who went up with him said, "We cannot go up against the people, for they are stronger than us."

32. They spread a [bad] report about the land they had scouted, telling the Children of Israel, "The land we passed through to explore it is a land that consumes its inhabitants, and all the people we saw in it are huge."

33. "There, we saw the giants, the sons of Anak, who are descended from the fallen. In our eyes, we seemed like grasshoppers, and so we were in their eyes."

QUESTIONS

1. Why did the spies repeat their talking points instead of responding to Caleb's point?
2. In his commentary on this passage, Rashi doesn't seem to address this question. Instead, he explains the peculiar word *Nephilim*.

TEXT 4

Rashi, Numbers 13:33

THE RASHI

"הַנְּפִילִים":

עֲנָקִים מִבְּנֵי שַׁמְחָזַי וְעֶזְאֵל, שֶׁנָּפְלוּ מִן הַשָּׁמַיִם
בִּימֵי דֹר אֱנוֹשׁ.

"Nephilim—the fallen":

The giants descended from Shamhaza'i and Aza'el, who had fallen from Heaven in the generation of Enosh.

Where is Rashi's explanation
on how the spies countered
Caleb's argument?



OPTIONAL

QUESTION ON RASHI

Why does Rashi provide the names and historical background of these giants if they are not essential for the text's simple meaning?

OPTIONAL

TEXT 5

Genesis 6:4

הַנְּפִלִים הָיוּ בָּאָרֶץ בְּיָמֵי הָהֵם, וְגַם אַחֲרָי כֵּן, אֲשֶׁר
יָבֹאוּ בְנֵי הָאֱלֹקִים אֶל בָּנוֹת הָאָדָם וַיִּלְדּוּ לָהֶם. הֵמָּה
הַגִּבֹּרִים אֲשֶׁר מֵעוֹלָם אֲנָשֵׁי הָשֵׁם.

The Nephilim [the fallen ones] were on the Earth in those days, and afterward, when the sons of the nobles would come to the daughters of man, and they would bear for them; they are the mighty men who were of old, the men of renown.

OPTIONAL

QUESTION ON RASHI

Why does Rashi mention the Nephilim's origins here and not in Genesis, where they first appear?

ANSWERS

- The spies countered Caleb's point by invoking the Nephilim, supernatural beings who were never smote by G-d, and even survived the flood. Their resilience suggested they were beyond Divine punishment, making them the perfect argument against Caleb's faith.
- Rashi includes the Nephilim's origins to clarify why the spies referenced them. Their history as fallen angels made them more than just giants—they were beings who defied natural law and even survived G-d's wrath in the flood.
- Rashi discusses the Nephilim's origins here rather than in Genesis because their history directly impacts the narrative. The spies used their supernatural background to support their claim that the Israelites could not defeat them.

TEXT 6

*The Rebbe, Rabbi
Menachem Mendel
Schneerson, Likutei
Sichot 28, p. 89*

וויבאלד די נפילים שטאמען פון די מלאכים "שנפלו מן השמים בימי דור אנוש",
זיינען זיי דאך ניט נאכד געווארן דורכן מבול. דאס הייסט, אף על פי אז די מי
המבול זיינען געווען דורך ארובות השמים נפתחו, גשם מן השמים, רותחין און
"וימח את כל היקום" (בראשית ז, כג), האט עס אבער ניט אפגעמעקט יוצאי
חלציהם פון די נפילים, און דאס באווייזט אז זייער שטארקייט איז עד כדי כך, אז
אפילו אן עונש מן השמים האט דער אויבערשטער געוואלט אז עס זאל אויף זיי
קיינ שליטה ניט האבן!

If these Nephilim [fallen ones] descended from angels who fell to earth in Enosh's generation, [their arrival preceded the flood. This means] they survived despite the "windows of the heavens" (Genesis 8:2) unleashing boiling rain that "wiped out all beings" (Genesis 7:23). This shows their resilience; G-d chose to spare them even from a Heavenly decree.



The other spies argued that miracles aren't enough when you're dealing with the age-old Nephilim, angel-like creatures who outlived the flood.

OPTIONAL

Shamchaza'i



shem



chazoi

"I see desolation"

shem → *shimamon* → desolate

OPTIONAL

TEXT 7

Rashi, Genesis 6:4

"אֲנָשֵׁי הַשֵּׁם". אֲנָשֵׁי שְׁמֹמוֹן, שְׁנִמְמוֹ
אֶת הָעוֹלָם.

"Men of renown." Men of desolation, who
made the world desolate.

OPTIONAL

Aza'el



oz



E-l

"Divinely strong"

Azazel: A mountain completely barren, desolate, and void of life, symbolizing destruction and desolation.

OPTIONAL

TEXT 8A

Rashi, Numbers
13:33

"וְכֵן הָיְינוּ בְּעֵינֵיהֶם". שָׁמַעְנוּ אוֹמְרִים זֶה
לָזֶה, נִמְלִים יֵשׁ בַּכָּרְמִים כְּאָנָּשִׁים.

"And so we were in their eyes." We heard them saying to each other, "There are ants in the vineyard who look like people."

OPTIONAL

TEXT 8B

Rashi, ibid.

"גִּיָּגָן". שֶׁמֶעֱנִיקִים חֲמָה בְּקוֹמָתוֹ.

"Giant." The sun was draped around their necks because of their height.

OPTIONAL

QUESTIONS

1. While the explanation about obscuring the sun is sourced in the Talmud, it is certainly not the simple meaning. Why doesn't Rashi explain *anak* as a plain giant—i.e., a very tall person?
2. Why doesn't Rashi explain this earlier, when the spies used this word previously?
3. Even in this passage, the word “giant” appears before the words “we seemed like grasshoppers.” Yet, Rashi teaches the meaning of the word “giant” last.

OPTIONAL

ANSWERS

- Rashi doesn't define *anak* earlier because its basic meaning—giant—is clear. But once the spies describe themselves as ants, it became necessary to clarify that these were Nephilim, not ordinary giants.
- To explain their immense size, Rashi reinterprets *anak* as “adorn,” meaning the sun seemed to rest on their necks.
- He introduces this last since the need for a new interpretation arises only after establishing the spies' ant-like appearance.

What were the spies
really afraid of?



TEXT 9

*Midrash, Yalkut
Shimoni, Genesis,
Chapter 44*

שאלו תלמידיו את רב יוסף: מהו
"עזאל"?

אמר לו: כיון שעמדו דור המבול
ועבדו עבודה זרה, היה הקדוש
ברוך הוא מתעצב. מיד עמדו שני
מלאכים שמחזאי ועזאל ואמרו
לפניו: רבונו של עולם, הלא אמרנו
לפניך כשבראת את עולמך "מה
אנוש כי תזכרנו"?

אמר להם: ועולם מה יהא עליו?
אמרו לו: רבונו של עולם! היינו
מסתפקין בו!

The students of Rabbi Yosef asked him,
"What is the meaning of Aza'el?"

He explained: When the generation of the
flood worshipped idolatry, G-d was upset.
Two angels, Shamhaza'i and Aza'el, arose
and said before G-d, "Master of the
universe, did we not say before You when
You created Your world, 'What are humans
that You should mention them?' (Psalms
8:5)"

G-d replied, "And what will become of the
world?"

The angels replied, "Master of the universe,
we will populate the world."

TEXT 9

*Midrash, Yalkut
Shimoni, Genesis,
Chapter 44*

אמר להם: גלוי וידוע לפני אם
אתם שרויין בארץ, היה שולט
בכם יצר הרע והייתם קשים מבני
אדם.

אמרו לו: תן לנו רשות ונדור עם
הבריות, ותראה איך אנו מקדשין
שמך!

אמר להם: רדו ותדורו עמהן.

מיד קלקלו עם בנות האדם שהיו
יפות, ולא יכלו לכבוש את יצרן.

G-d said, "It is revealed and known before Me that if you were to dwell in the world, the evil inclination would control you, making you worse than the humans."

They said, "Grant us permission to dwell among the humans, and we will show You how well we sanctify Your name."

G-d said, "Descend and dwell among them."

They immediately slept with the human women, for they were beautiful, and the angels could not restrain themselves.



Seeing the Nephilim reminded the spies of the extreme moral challenges they would face if they left the desert and entered the land.

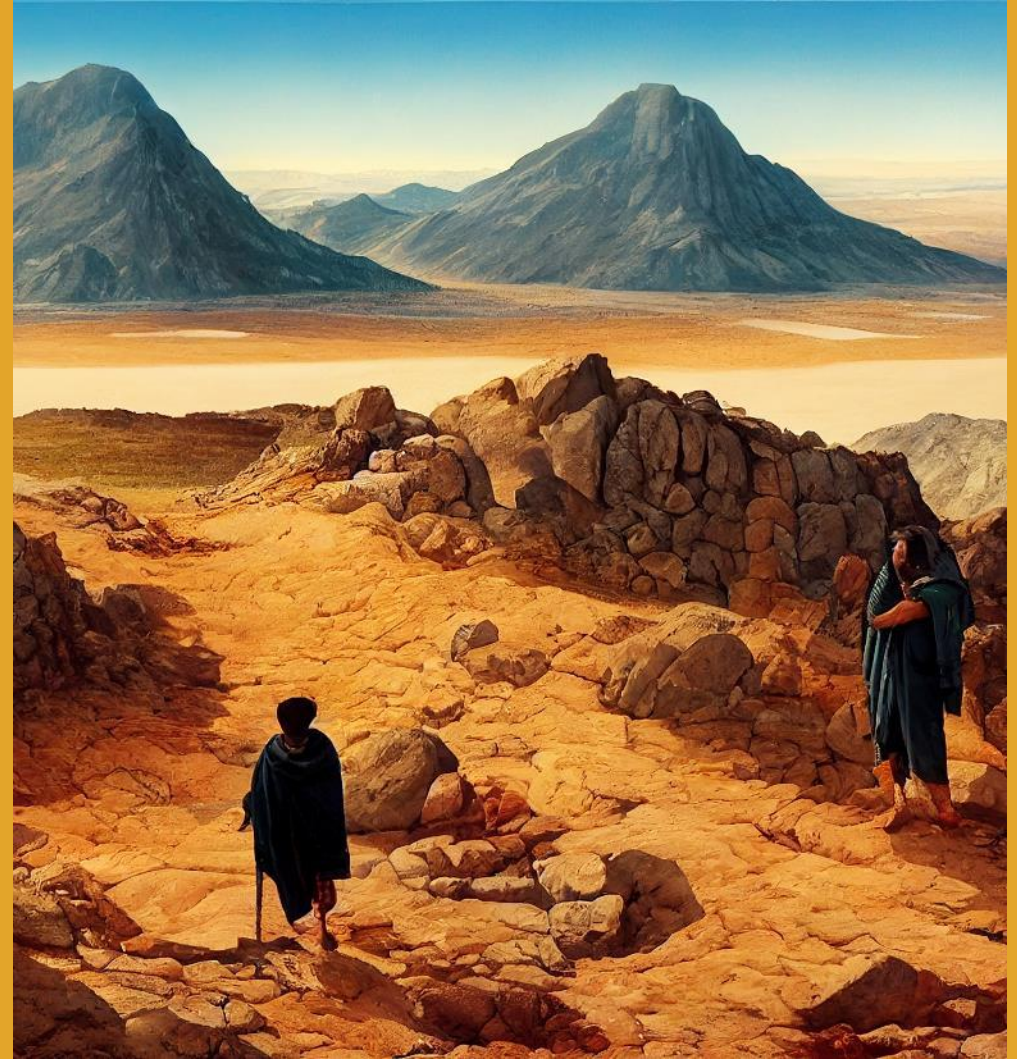
TEXT 10

*Rabbi Menachem
Mendel of Lubavitch,
Derech Mitzvotcha,
pp. 181a-b*

ולכן טענו על זה, כי זה דבר הקשה מאד להשפיל את עצמו כל כך ולהעלות . . . ואי לזאת, "ארץ אוכלת יושביה היא" (במדבר יג, לב). ופירש הרב המגיד זכרוננו לברכה שאמרו שהנמשך אחר העשיה בגשמיות ומתענגים בתענוגי עולם הזה.

They complained that it is difficult to be immersed in worldliness and still [be expected to] sanctify the environment. . . . This makes Israel a "land that consumes its inhabitants" (Numbers 13:32). Rabbi Dovber, the Magid of Mezeritch, defined this as one attracted to materialistic pursuits and pleasures.

Life in the desert had been a spiritual utopia for the Jews. They feared that entering Israel would bring a spiritual decline—especially since even the angels fell spiritually after descending into this physical world.



TEXT 11

*The Rebbe, Rabbi
Menachem Mendel
Schneerson, Likutei
Sichot 28, p. 91*

"מבני שמחזאי ועזאל שנפלו מן השמים
בימי דור אנוש" (רש"י, במדבר יג, לג):

ווי דערציילט בארוכה אין חכמינו
זכרונם לברכה, איז מלכתחילה זיינען
זיי אראפגעקומען מיט א כוונה לשם
שמים, נאר זיי האבן ניט געקענט
בייקומען די חומריות ונסיונות פון עולם
הזה, און נפלו ממדריגתם כו'. ניט
קוקנדיק אויף זייער גרויסער מעלה
זייענדיק בעולמות עליונים, איז
בירידתם למטה האבן זיי ניט נאר ניט
געקענט אנהאלטן זייער פריערדיקע
מדריגה, נאר אדרבה, דאס האט אין זיי
גורם געווען א נפילה ממדריגתם.

"[The descendants of] Shamhaza'i and
Aza'el, who had fallen from Heaven in
the generation of Enosh" (Rashi,
Numbers 13:33).

Our sages of blessed memory
describe this at length. They wrote
that initially, they descended with
good intentions but struggled with
the material world's coarseness and
temptations, resulting in their fall from
their previous stature. Despite their
superior stature before descending,
they could not maintain it, and their
descent led to failure.

TEXT 11

*The Rebbe, Rabbi
Menachem Mendel
Schneerson, Likutei
Sichot 28, p. 91*

ועל דרך זה, האבן די מרגלים
גע'טענה'ט, איז בנוגע לבני ישראל: אף
על פי אז אין מדבר זיינען זיי געשטאנען
אויף גאר א הויכער מדריגה, אפגעריסן
פון עניני העולם (בדוגמא צו מלאכים),
וועט אבער די כניסה אין ארץ ישראל
גורם זיין אין זיי א נפילה ממדריגתם.

The spies worried that the same
might happen to the Jews. They
were spiritually lofty in the desert,
cloistered like angels from
materialistic distractions. However,
entering Israel could result in a fall
from this stature.



To address the fear of secularism and materialism, we must (a) reframe our perspective of reality, and (b) recognize our potential.

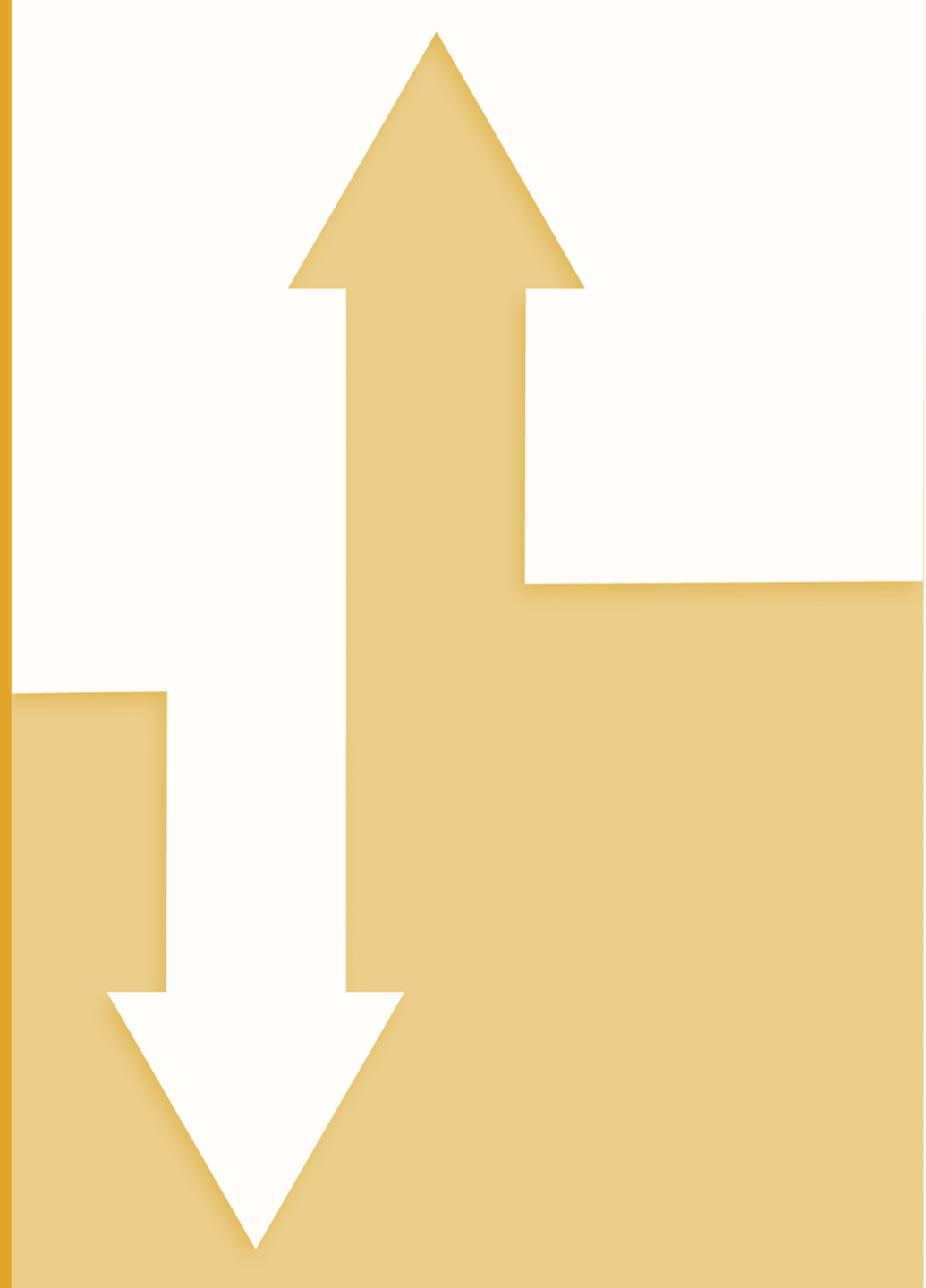
TEXT 12

*The Rebbe, Rabbi
Menachem Mendel
Schneerson, ibid.*

און דער שורש הטעות איז געווען זייער הנחה, אז רוחניות
און גשמיות מוזן זיין בסתירה זה לזה. מען קען ניט זיין
פארנומען מיט גשמית'דיקע ענינים און גלייכצייטיק זיין
צוגעבונדן צו רוחניות.

The fundamental error in the spies' reasoning was the presumption that spiritual and material aspects must conflict. They posited that one cannot engage in material pursuits while maintaining a spiritual connection.

Materialism can either
desensitize us or serve a
higher purpose—it
depends on our approach.



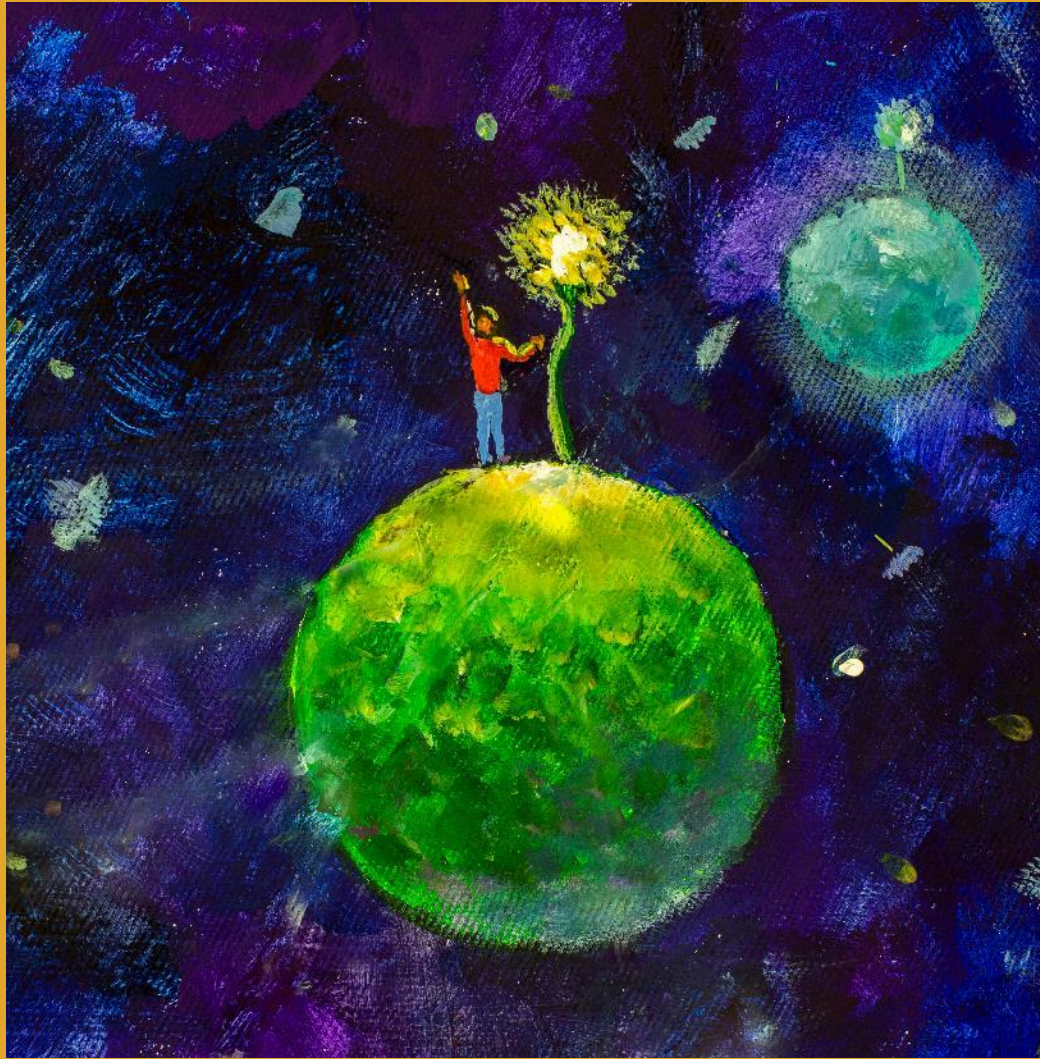
TEXT 13

*The Rebbe, Rabbi
Menachem Mendel
Schneerson, Hayom
Yom, 27 Tevet*

רַבְּנוּ הַזֶּקֶן אָמַר: אִידִישֶׁע גִּשְׁמִיּוֹת אִיז רוֹחֲנִיּוֹת, דָּער אויפֿערשטער
גִּיט אוינז גִּשְׁמִיּוֹת, מִיר זאלן דערפֿון מאַכֶּען רוֹחֲנִיּוֹת.
אַמאַל אז עס אִיז לָרַגע נִיט אַזוי, דאָרפֿען געבֶּען דעם אויפֿערשטען
אַפֿילו מִנְחַת עֲנִי גִיט עַר א פֿולע.

[Rabbi Shneur Zalman of Liadi], the Alter Rebbe, declared: The material things a Jew owns are [in truth] spiritual. G-d gives us material things to transform them into spirituality.

Sometimes, we are briefly bereft of His bounty. [At such times] give to G-d even a [small] poor person's offering. In response, G-d will grant us ample blessings.



We must use materialism
to help us serve G-d.

Practically, how is this
possible?

TEXT 14

*Rabbi Shneur
Zalman of Liadi,
Likutei Torah, Vezot
Haberachah 98a*

אך המלאכים שאמרו "מה אנוש כו"
(תהילים ח, ה) . . . שמעלת ומדרגת
הנשמות היא מאד נעלה ממעלתם
ומדרגתם כנזכר לעיל . . . אך על
ירידתה להתלבש בגוף בעולם הזה
אמרו "מה אנוש", כי מצד הגוף מוכן
האדם לחטא . . .

ותשובת הקדוש ברוך הוא היה שנצרך
להיות הנשמה, שמפנימיות העולמות,
שהיא מצד עצמה מופשטת מחומר
גופני לגמרי ושתרד דוקא בגוף גשמי
ממש, שעל ידי זה יהיה דירה
בתחתונים, מה שאין כן במלאכים.

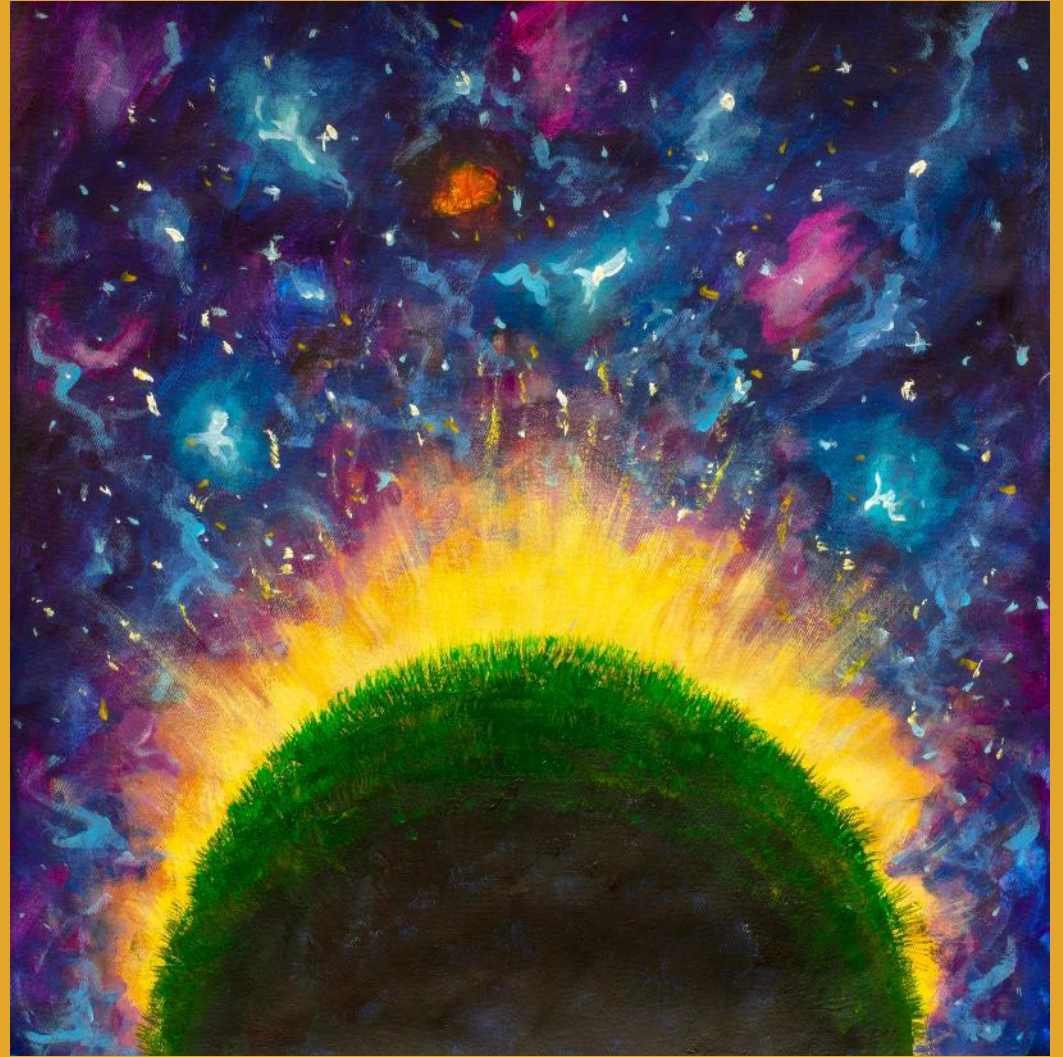
The angels asked, "What are humans that You should mention them?" (Psalms 8:5). . . . Though souls are much holier than angels, they were referring to the soul's descent into a material body, which leads one to sinful inclinations.

. . . G-d answered that only a soul can turn materialism into a vessel for G-d. Unlike angels, souls are inherently detached from materialism. Therefore, they can transform the physical when they inhabit a body.

THE PERFECT COMBINATION:



Caleb and Joshua argued against the spies' fear of the Nephilim that G-d entrusted us to carry out His plan and transform the world.



TEXT 15

Numbers 14:6-8

ו. ויהושע בן נון וכלב בן יפנה מן הסתרים את הארץ, קרעו בגדיהם.

ז. ויאמרו אל כל עדת בני ישראל לאמר, הארץ אשר עברנו בה לתור אתה, טובה הארץ מאד מאד.

ח. אם **תפיץ בנו ה'** והביא אתנו אל הארץ הזאת ונתנה לנו, ארץ אשר היא זבת חלב ודבש.

6. Joshua the son of Nun and Caleb the son of Jephuneh, among those who had scouted the land, tore their clothes.

7. They said to all the Children of Israel, "The land we passed through to scout is exceedingly good.

8. "If **G-d desires us**, He will bring us to this land and give it to us, a land flowing with milk and honey."

“G-d desires us”

- G-d gave us the means to bridge the divide between the material and the spiritual.
- Our G-dly soul enables us to do this and keeps us connected to our source.





When we teach the next generation about their immortal souls, we empower them to thrive spiritually in a world of materialism.

KEY POINTS

1. Caleb argued that with G-d on our side, we will overcome any force that the local inhabitants of Israel could put up against us.
2. The spies retorted that the fallen angels, who survived the flood, resided in Israel. If they overcame the flood, they would undoubtedly defeat us.
3. Their primary concern was that leaving the cloistered environment in the desert would bring us into civilization with all its materialism. This would threaten our hard-won spirituality. If the angels could not overcome the allure of materialism, we humans would undoubtedly fail.
4. Caleb responded that we have immortal souls and can succeed where angels could not.
5. If we teach ourselves and our children about our immortal souls, we will be empowered to thrive spiritually in a world of materialism. We will demonstrate that G-d created this world as a cradle for G-dliness.

