

February 5, 2021

VIA EDGAR

United States Securities and Exchange Commission
Division of Corporation Finance
100 F Street, N.E.
Washington, D.C. 20549

Re: Power & Digital Infrastructure Acquisition Corp.
Registration Statement on Form S-1
Filed January 22, 2021, as amended
File No. 333-252355

Ladies and Gentlemen:

Pursuant to Rule 461 of the General Rules and Regulations under the Securities Act of 1933, as amended (the "Act"), the undersigned, for themselves and the several underwriters, hereby join in the request of Power & Digital Infrastructure Acquisition Corp. that the effective date of the above-referenced Registration Statement be accelerated so as to permit it to become effective at 4:00 p.m. Washington D.C. time on February 8, 2021, or as soon thereafter as practicable.

Pursuant to Rule 460 of the General Rules and Regulations under the Act, the undersigned advises that approximately 624 copies of the Preliminary Prospectus dated February 4, 2021 are expected to be distributed to prospective underwriters and dealers, institutional investors, retail investors and others.

The undersigned advises that it has complied and will continue to comply with the requirements of Rule 15c2-8 under the Securities Exchange Act of 1934, as amended.

* * *

[Signature page follows]

Very truly yours,

BARCLAYS CAPITAL INC.
BOFA SECURITIES, INC.
as Representatives of the Several Underwriters

BARCLAYS CAPITAL INC.

By: /s/ Victoria Hale
Name: Victoria Hale
Title: Authorized Signatory

BOFA SECURITIES, INC.

By: /s/ Michael Liloia
Name: Michael Liloia
Title: Director

[Signature Page – Acceleration Request]
