

Eun Ah Choi

Vice President, Listing Qualifications
Deputy General Counsel

December 9, 2021

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

Division of Corporation Finance:

This is to certify that on December 9, 2021, The Nasdaq Stock Market LLC (the "Exchange") received from Power & Digital Infrastructure Acquisition II Corp. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

Units, each consisting of one share of Class A common stock, \$0.0001 par value per share, and one-half of one
redeemable warrant

Class A common stock included as part of the units

Warrants included as part of the units, each whole warrant exercisable for one share of Class A common stock at an
exercise price of \$11.50

We further certify that the security described above has been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

