

APPAREL HOLDING CORP.

Reported by
KROUSE RODGER R

FORM 3

(Initial Statement of Beneficial Ownership)

Filed 11/21/13 for the Period Ending 11/21/13

Address	600 KELLWOOD PARKWAY CHESTERFIELD, MO 63107
Telephone	(314) 576-3100
CIK	0001579157
Symbol	VNCE
Fiscal Year	02/02

- (4) SCSF Cardinal is jointly owned by Sun Capital Securities Offshore Fund, Ltd. ("SCSF Offshore") and Sun Capital Securities Fund, L.P. ("SCSF LP"). Each of Leder and Krouse also controls, through his revocable trust, 50% of the membership interest in Sun Cardinal Securities, LLC ("SCSF LLC"), which in turn is the general partner of Sun Capital Securities Advisors, L.P. ("SCSF Advisors"), which is in turn the general partner of SCSF LP. As a result, Messrs. Leder and Krouse (collectively, the "Indirect Sun Owners") may be deemed to have indirect beneficial ownership of the securities owned of record by SCSF Cardinal. Each Indirect Sun Owner expressly disclaims beneficial ownership of any securities in which they do not have a pecuniary interest.

Remarks:

Exhibit List

Exhibit 24.1 - Power of Attorney - Mark J. Leder

Exhibit 24.2 - Power of Attorney - Rodger R. Krouse

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEDER MARC J C/O SUN CAPITAL PARTNERS, INC. 5200 TOWN CIRCLE CENTER, SUITE 600 BOCA RATON, FL 33486		X		
KROUSE RODGER R C/O SUN CAPITAL PARTNERS, INC. 5200 TOWN CIRCLE CENTER, SUITE 600 BOCA RATON, FL 33486		X		

Signatures

/s/ Marc J. Leder

11/21/2013

** Signature of Reporting Person

Date

/s/ Rodger R. Krouse

11/21/2013

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

November 21, 2013

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of C. Deryl Couch and Todd Buchman, signing singly, the undersigned's true and lawful attorney-in-fact to: (i) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director and/or owner of greater than 10% of the outstanding Common Stock of Apparel Holding Corp., a Delaware corporation (to be renamed Vince Holding Corp., the "Company"), Forms 3, 4 and 5 (including any amendments, supplements or exhibits thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; (ii) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 (including any amendments, supplements or exhibits thereto) and timely file such forms with the United States Securities and Exchange Commission and any stock exchange or similar authority, including the New York Stock Exchange; and (iii) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file reports or schedules under Section 16 of the Securities Exchange Act of 1934 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of date first written above.

/s/ Marc J. Leder

Print Name: Marc J. Leder

Section 16 Power of Attorney Signature Page

November 21, 2013

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of C. Deryl Couch and Todd Buchman, signing singly, the undersigned's true and lawful attorney-in-fact to: (i) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director and/or owner of greater than 10% of the outstanding Common Stock of Apparel Holding Corp., a Delaware corporation (to be renamed Vince Holding Corp., the "Company"), Forms 3, 4 and 5 (including any amendments, supplements or exhibits thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; (ii) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 (including any amendments, supplements or exhibits thereto) and timely file such forms with the United States Securities and Exchange Commission and any stock exchange or similar authority, including the New York Stock Exchange; and (iii) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

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[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of date first written above.

/s/ Rodger R. Krouse

Print Name: Rodger R. Krouse